



board of directors of Advanta Bank Corp. on: (1) regulatory issues; (2) issues concerning fiduciary duties; (3) issues relevant to a plan of capital restoration; (4) and other matters as specifically requested by Advanta Bank Corp. and undertaken by the Firm from time to time. The Firm does not believe that its representation of Advanta Bank Corp. creates an interest adverse to the Debtors with respect to the matters for which the Firm is to be engaged by the Debtors. The Firm may represent Advanta Bank Corp. in matters that are adverse to the Debtors, provided that such adverse representation will not relate to matters for which the Firm has been engaged to represent the Debtors. The Firm has received written conflict waivers from both Advanta Corp. and Advanta Bank Corp. with regard to the foregoing concurrent representations.

5. The Firm represents Advanta Bank, a non-debtor subsidiary, in certain general corporate and regulatory matters. The Firm does not believe that its representation of Advanta Bank creates an interest adverse to the Debtors with respect to the matters for which the Firm is to be engaged by the Debtors. The Firm may represent Advanta Bank in matters that are adverse to the Debtors, provided that such adverse representation will not relate to matters for which the Firm has been engaged to represent the Debtors and the Firm receives in advance a written conflict waiver from both Advanta Corp. and Advanta Bank.

6. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants, employees of the

Debtors, or other parties in interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases. In addition, the Firm does not have any relationship with any such person, their attorneys, or their accountants that would be adverse to the Debtors or their estates with respect to the matters on which the Firm is to be retained.

7. Except as disclosed on Exhibit A, the Firm is not a creditor of the Debtors and has no direct or indirect relationship to, connection with, or interest in the Debtors. In that regard, I caused to be submitted the names of significant parties-in-interest in these cases that are known to me after inquiry for review under the conflict check system maintained by the Firm. Using information provided by the Debtors, I caused the names of the Debtors and other potential parties-in-interest (collectively, the “Searched Parties”) to be compared to the names that the Firm has compiled into its conflict check system and adverse party index. A list of the Searched Parties is attached hereto as Exhibit B.

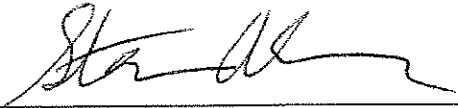
8. Neither I nor any principal of or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

9. Neither I nor any principal of or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates with respect to the matters on which the Firm is to be retained.

10. As of the date of the commencement of their chapter 11 cases, the Debtors owed the Firm \$0 for prepetition services.

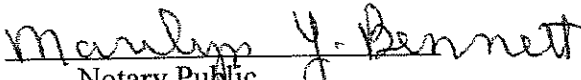
11. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this affidavit.

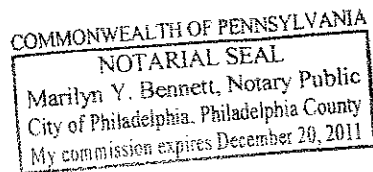
12. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct, and that this Affidavit and Disclosure Statement was executed on January 4, 2010, at Philadelphia, PA.



Steven J. Abrams, Esq.

SWORN TO AND SUBSCRIBED before  
me this 4<sup>th</sup> day of Janvary, 2010

  
Notary Public



# **EXHIBIT A**

<b>Name</b>	<b>Relationship to Debtors</b>	<b>Relationship to Pepper</b>
Advanced Call Center Technologies, LLC	Vendor	Affiliate of a present client of the Firm (ACCT Holdings, LLC) in unrelated matters.
Advanta Auto Finance Corporation	Debtors	Believed to be an affiliate of a present client of the Firm (Advanta Bank Corp.).
Advanta Bank	Non-Debtor Affiliates	Present client of the Firm.
Advanta Bank Corp.	Non-Debtor Affiliates	Present client of the Firm.
Advanta Bank Holding Corp.	Non-Debtor Affiliates	Affiliate of a present client of the Firm (Advanta Bank Corp.).
Advanta Business Cards	Non-Debtor Affiliates	Affiliate of a present client of the Firm (Advanta Bank Corp.).
Advanta Business Receivables Corp.	Non-Debtor Affiliates	Affiliate of a present client of the Firm (Advanta Bank Corp.).
Advanta Business Services Corp.	Debtors	Affiliate of a present client of the Firm (Advanta Bank Corp.).
Advanta Business Services Holding Corp.	Debtors	Affiliate of a present client of the Firm (Advanta Bank Corp.).
Advanta Corp.	Debtors	Affiliate of a present client of the Firm (Advanta Bank Corp.).
Advanta Credit Card Receivables Corp.	Non-Debtor Affiliates	Affiliate of a present client of the Firm (Advanta Bank Corp.).
Advanta Finance Corp.	Debtors	Affiliate of a present client of the Firm (Advanta Bank Corp.).
Advanta Finance Residential Mortgage Corp.	Merged/Dissolved Entities	Affiliate of a present client of the Firm (Advanta Bank Corp.).
Advanta GCF GP Corp.	Non-Debtor Affiliates	Affiliate of a present client of the Firm (Advanta Bank Corp.).
Advanta GP Corp.	Non-Debtor Affiliates	Affiliate of a present client of the Firm (Advanta Bank Corp.).
Advanta GP II Corp.	Merged/Dissolved Entities	Affiliate of a present client of the Firm (Advanta Bank Corp.).
Advanta Growth Capital Fund LP	Non-Debtor Affiliates	Affiliate of a present client of the Firm (Advanta Bank Corp.).
Advanta India Services Private Limited	Non-Debtor Affiliates	Affiliate of a present client of the Firm (Advanta Bank Corp.).
Advanta Information Services, Inc.	Non-Debtor Affiliates	Affiliate of a present client of the Firm (Advanta Bank Corp.).
Advanta Insurance Agency Inc.	Non-Debtor Affiliates	Affiliate of a present client of the Firm (Advanta Bank Corp.).
Advanta Insurance Company	Non-Debtor Affiliates	Affiliate of a present client of the Firm (Advanta Bank Corp.).
Advanta International Corporation I	Non-Debtor Affiliates	Affiliate of a present client of the Firm (Advanta Bank Corp.).
Advanta International Corporation II	Non-Debtor Affiliates	Affiliate of a present client of the Firm (Advanta Bank Corp.).
Advanta Investment Corp.	Non-Debtor Affiliates	Affiliate of a present client of the Firm (Advanta Bank Corp.).
Advanta Investment Corp. II	Non-Debtor Affiliates	Affiliate of a present client of the Firm (Advanta Bank Corp.).
Advanta Leasing Services (discontinued)	Non-Debtor Affiliates	Affiliate of a present client of the Firm (Advanta Bank Corp.).

Advanta Life Insurance Company	Non-Debtor Affiliates	Affiliate of a present client of the Firm (Advanta Bank Corp.).
Advanta Mortgage (discontinued)	Non-Debtor Affiliates	Affiliate of a present client of the Firm (Advanta Bank Corp.).
Advanta Mortgage Conduit Services, Inc.	Merged/Dissolved Entities	Believed to be an affiliate of a present client of the Firm (Advanta Bank Corp.).
Advanta Mortgage Corp. Midatlantic	Merged/Dissolved Entities	Believed to be an affiliate of a present client of the Firm (Advanta Bank Corp.).
Advanta Mortgage Corp. Midatlantic II	Merged/Dissolved Entities	Believed to be an affiliate of a present client of the Firm (Advanta Bank Corp.).
Advanta Mortgage Corp. Midwest	Merged/Dissolved Entities	Believed to be an affiliate of a present client of the Firm (Advanta Bank Corp.).
Advanta Mortgage Corp. Northeast	Merged/Dissolved Entities	Believed to be an affiliate of a present client of the Firm (Advanta Bank Corp.).
Advanta Mortgage Corp. of New Jersey	Merged/Dissolved Entities	Believed to be an affiliate of a present client of the Firm (Advanta Bank Corp.).
Advanta Mortgage Corp. USA	Debtors	Affiliate of a present client of the Firm (Advanta Bank Corp.).
Advanta Mortgage Holding Company	Debtors	Affiliate of a present client of the Firm (Advanta Bank Corp.).
Advanta National Bank	Debtor Affiliates' Current & Former Trade Names	Affiliate of a present client of the Firm (Advanta Bank Corp.).
Advanta Nominee Services, Inc.	Merged/Dissolved Entities	Believed to be an affiliate of a present client of the Firm (Advanta Bank Corp.).
Advanta Partners 101 LP	Merged/Dissolved Entities	Believed to be an affiliate of a present client of the Firm (Advanta Bank Corp.).
Advanta Partners LP	Non-Debtor Affiliates	Affiliate of a present client of the Firm (Advanta Bank Corp.).
Advanta Properties I Corp.	Merged/Dissolved Entities	Believed to be an affiliate of a present client of the Firm (Advanta Bank Corp.).
Advanta Properties II Corp.	Merged/Dissolved Entities	Believed to be an affiliate of a present client of the Firm (Advanta Bank Corp.).
Advanta Service Corp.	Debtors	Affiliate of a present client of the Firm (Advanta Bank Corp.).
Advanta Shared Services Corp.	Debtors	Affiliate of a present client of the Firm (Advanta Bank Corp.).
Advanta Ventures Inc.	Non-Debtor Affiliates	Affiliate of a present client of the Firm (Advanta Bank Corp.).
Advantage Mortgage Corp. Midatlantic II	Merged/Dissolved Entities	Believed to be an affiliate of a present client of the Firm (Advanta Bank Corp.).
Allied Barton Security Services	Unsecured Creditor / Vendor	Present client of the Firm in unrelated matters.

Alter, Dennis	Current and Former Officers and Directors	Former client of the Firm in unrelated matters.
Baker, James	Parties to Litigation/Pending Liability	Believed to be a former client of the Firm in an unrelated matter.
Bank of America Corp.	Recent Sales and Acquisitions	Present client of the Firm in unrelated matters.
Bank of New York Mellon	Potentially Secured Creditors	Present client of the Firm in unrelated matters.
Bizequity Corp.	Non-Debtor Affiliates	Affiliate of a present client of the Firm (Advanta Corporation) in unrelated matters.
Chase Manhattan Mortgage Corporation	Recent Sales and Acquisitions	Believed to be an affiliate (The Chase Manhattan Bank) of a present client of the Firm (The Bank of New York Mellon Corporation) in unrelated matters.
Cintas Document Management	Unsecured Creditor	Believed to be an affiliate of a former client of the Firm (Cintas Corporation) in an unrelated matter.
Cintas First Aid And Safety	Unsecured Creditor	Believed to be an affiliate of a former client of the Firm (Cintas Corporation) in an unrelated matter.
Citicorp Vendor Finance, Inc.	UCC-1	Affiliate of a present client of the Firm (Citigroup Global Markets Inc.) in unrelated matters.
Cozen O'Connor	Debtors' Professionals	Former client of the Firm in an unrelated matter.
CTS	Unsecured Creditor	Believed to be a former client of the Firm (Therapeutic Alternatives d/b/a Community Treatment Solutions) in an unrelated matter.
Deutsche Bank AG	UCC-1	Affiliate of a present client of the Firm (Deutsche Bank National Trust Company) in unrelated matters.
Deutsche Bank Trust Company (Americas)	Potentially Secured Creditors	Affiliate of a present client of the Firm (Deutsche Bank National Trust Company) in unrelated matters.
First Data	Vendor	Believed to be a present client of the Firm (First Data Corporation) in unrelated matters.
Kelly Services, Inc.	Unsecured Creditor	Present client of the Firm in an unrelated matter.
KPMG LLP	Debtors' Professionals / Unsecured Creditor	Affiliate of a former client of the Firm (KPMG Abogados) in unrelated matters.
Levin, Susan	Parties to Litigation/Pending Liability	Believed to be a former client of the Firm (Jack & Susan Levine) in an unrelated matter.



Lexis Nexis Risk Information Analytics	Unsecured Creditor	Believed to be an affiliate of a present client of the Firm (LexisNexis) in unrelated matters.
Lexis-Nexis	Unsecured Creditor	Present client of the Firm in unrelated matters.
Peco Energy	Unsecured Creditor	Affiliate of a present client of the Firm (Exelon Corporation) in unrelated matters.
Phillips and Cohen Associates, Ltd.	Vendor / Unsecured Creditor	Present client of the Firm in an unrelated matter.
RGS Financial Inc.	Unsecured Creditor	Believed to be an affiliate of a former client of the Firm (RGS Title) in an unrelated matter.
Richards Layton & Finger, P.A.	Debtors' Professionals	Former client of the Firm in an unrelated matter.
Rosoff, William A.	Current and Former Officers and Directors	Former client of the Firm in an unrelated matter.
RSM McGlandry	Debtors' Professionals	Affiliate of present clients of the Firm (Ameriprise Financial and H&R Block) in unrelated matters.
Schwab Retirement Plan Services Inc.	Vendor	Believed to be an affiliate (Charles Schwab & Co., Inc.) of a present client of the Firm (US Trust Company) in unrelated matters.
Sprint	Unsecured Creditor	Affiliate (GTE Sprint Communications Corporation) of a former client of the Firm (Verizon Pennsylvania Inc.) in an unrelated matter.
Strategic Staffing	Unsecured Creditor	Believed to be an affiliate of a former client of the Firm (SunGuard SCT) in unrelated matters.
The Fidelity and Deposit Company of Maryland (Zurich)	Insurers	Believed to be an affiliate of a present client of the Firm (Zurich-American Insurance Group) in unrelated matters.
US Realty Advisors	Debtors' Professionals	Believed to be an affiliate of a present client of the Firm (Wachovia Corporation a/k/a Wells Fargo) in unrelated matters.
Visa Inc.	Recent Sales and Acquisitions	Present client of the Firm in unrelated matters.
Wachovia NJ/PA/NY	Vendor / Unsecured Creditor	Present client of the Firm (Wachovia Corporation a/k/a Wells Fargo) in unrelated matters.
Westchester Fire Insurance Company (ACE)	Insurers	Affiliate of a former client of the Firm (Indemnity Insurance Company of North America, et al.) in an unrelated matter.

XL Specialty Insurance Company	Insurers	Believed to be an affiliate (XL Insurance Company Limited) of a present client of the Firm (Saint-Gobain Corporation) in unrelated matters.
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## **EXHIBIT B**

Access Lock Technologies Inc.	General Electric Capital Corp.
Ackerman Law Firm, P.A.	General Expectations Management Corp.
Axiom Digital	GenPack US LLC
Adamiyatt, Simon	Gilmor, Michael P.
Advanced Call Center Technologies, LLC	Gilmor, Shellie
Advanced Call Center Technologies,LLC	Good Company.Com LLC
Advanta 101 GP Corp.	Grave Rayburn Bowman, Inc. d/b/a Home Sweet Home
Advanta Advertising Inc.	Graves, Penney J.
Advanta Auto Finance Corporation	Great Expectations Franchise Corp.
Advanta Bank	Great Expectations International, Inc.
Advanta Bank Corp.	Green, Richard
Advanta Bank Holding Corp.	Haas, Daniel
Advanta Business Cards	Henry & Jones, LLP
Advanta Business Receivables Corp.	Herman Miller Op Spectrum
Advanta Business Services Corp.	Hill Jr., William A.
Advanta Business Services Holding Corp.	Hill, Pamela R.
Advanta Corp.	Hilsman, Ashby
Advanta Credit Card Receivables Corp.	Home Care Services, Inc. d/b/a/ LJM Air Conditioning
Advanta Finance Corp.	Horwich, Joel
Advanta Finance Residential Mortgage Corp.	Howley, Anne
Advanta GCF GP Corp.	Howrey LLP
Advanta GP Corp.	Hudson Insurance Company
Advanta GP II Corp.	Idaho Tax Commission
Advanta Growth Capital Fund LP	Ideablob Corp.
Advanta India Services Private Limited	Illinois Revenue Department- Tax Division
Advanta Information Services, Inc.	Indiana Revenue Department- Tax Division
Advanta Insurance Agency Inc.	Interior Landscapes
Advanta Insurance Company	Interstate Building
Advanta International Corporation I	Judge Technical Services
Advanta International Corporation II	Kassar, Ami
Advanta Investment Corp.	Kelly Services, Inc.
Advanta Investment Corp. II	Kerwin, Kathleen
Advanta Leasing Services (discontinued)	Kim, Man K.
Advanta Life Insurance Company	Konica Minolta Business
Advanta Mortgage (discontinued)	Konica Minolta Business Solutions U.S.A., Inc.
Advanta Mortgage Conduit Services, Inc.	KPMG LLP
Advanta Mortgage Corp. Midatlantic	Lamont, John T.
Advanta Mortgage Corp. Midatlantic II	Law Offices Of Jonathan Gelber, PLLC
Advanta Mortgage Corp. Midwest	Leonard, Mary Ellen
Advanta Mortgage Corp. Northeast	Levin, Susan
Advanta Mortgage Corp. of New Jersey	Lewis, Anne E.
Advanta Mortgage Corp. USA	Lexis Nexis Risk Information Analytics
Advanta Mortgage Holding Company	Lexis-Nexis
Advanta National Bank	Logan, Doris J.
Advanta Nominee Services, Inc.	Lubner, Ronald
Advanta Partners 101 LP	Lwc Services, Inc.
Advanta Partners LP	M.D. Gujrati & Co. Chartered
Advanta Properties I Corp.	Mai, Elizabeth H.
Advanta Properties II Corp.	Maine Administrative and Financial Services

	Department- Revenue Services
Advanta Service Corp.	Manpower, Inc.
Advanta Shared Services Corp.	Marsa, Inc.
Advanta Ventures Inc.	Maryland- Director of Assessments & Taxation
Advantage Mortgage Corp. Midatlantic II	Massachusetts Department of Revenue
Advantennis Corp.	Massachusetts Department of Revenue- Bankruptcy Unit
Alabama Revenue Department- Tax Division	McGladrey & Pullen, LLP
Allied Barton Security Services	Mehta, Mukesh
Allied International Credit Corp (U.S.)	Metasource LLC.
Alter, Dennis	Michigan Department of the Treasury- Revenue Tax Division
Ambius, Inc.	Minalga, John
Anderson, Julia	Minnesota Revenue Department
Appleone Employment Services	Missouri Revenue Department- Tax Division
Architecture/Design Alliance, Inc.	Montana Revenue Department
Arizona Department of Insurance	Moore, John F.
Arkansas Finance and Administration Department- Revenue Division	Morton, James
Arrangements Unlimited, Inc.	Mt. Vernon Leasing, Inc.
Associated Creditors Exchange, Inc.	National Credit Union Administration
Association Of Corporate Counsel	National Union Fire Insurance Company
Avis Rent A Car System, Inc	NCB Management Services, Inc.
Axis Insurance Company	Net Jest Aviation, Inc.
Baker, James	Nevada Life And Health Insurance
Baker, Jill	New Hampshire Department of Revenue Administration
Bank of America Corp.	New Jersey Office of State Treasurer
Bank of New York Mellon	New Mexico Taxation And Revenue Dept
BankServ	New World Aviation
Battaglia, Sr., Victor F.	New York State Department of Taxation and Finance
Becker Dunn, Dana	Nine Summer LLC
Becker-Powell, Jean	North Carolina Revenue Department
Ben's Custom Windows Inc.	NRI Data & Business Products, Inc
Berkley Regional Insurance Company	NYC Dept of Finance
Bizequity Corp.	O C Tanner
Blank, Robert S.	O'Donnell, Nancy L.
Bleynat, Jr., Edward L.	Office of Thrift Supervision
Bloomberg Finance LP	Oklahoma Tax Commission
Blue Bell Air, LLC	Olafsson, Olaf
Blue, Chad C.	PA Dept. of Revenue
Boardman, Calvin M.	Padawer, Lucien B.
Botel, Max	Patchwork Enterprises Inc
Brant Interactive Design LLC	Peco Energy
Brown, Kenneth L.	Penley, Inc.
Browne, Philip M.	Pennsylvania Revenue Department
Brownstein, Erick	Phillips and Cohen Associates, Ltd.
Brunswick Printing Inc.	Pillai, Ajay
Buckley Sandler LLP	R Cubed Networks
Buraye Insurance Agency	R&R Enterprises

Buraye, Fredy	Ratchford, Michael
Burgin, Ben	RGS Financial Inc.
Cactus & Tropical, LLC	Rhode Island Administration Department
California State Board of Equalization	Richards Layton & Finger, P.A.
Callier, Brandon	Ricoh
Canteen Vending Services	Rosoff, William A.
Career Concepts, Inc.	RSM McGlandry
Carey International, Inc.	Saddic, Helen
Carroll, Christopher	Sampson, Paul E.
Catlin Insurance Company	Scabilloni, Samuel F.
CCI Mechanical Service	Scalfani, Jack
Champion Fitness Equipment, LLC	Schneider, Harrison, Segal & Lewis LLP
Chase Manhattan Mortgage Corporation (transferred and assigned all assets and operating liabilities associated with Advanta's mortgage business)	Schwab Retirement Plan Services Inc.
Christa P.C. Sullivan	Selecthealth Plans
Cintas Document Management	Shalom Consulting
Cintas First Aid And Safety	Shareholder.Com
Citicorp Vendor Finance, Inc.	Shermeta, Adams & Von Allmen, PC
Cohn & Dussi, LLC	Sid Eibl Von Rospeunt
Coltex Leverage Lease Corporation I	Silkroad Technology Inc.
Commonwealth Of Virginia	Sky City Group LLC d/b/a Sky City Properties
Connecticut Revenue Services Department Tax Division	Smith, Lawrence
Connexions Loyalty Travel Solutions	Sohn, James R.
Cook, Philip	Solomon & Solomon, P.C.
Corporate Risk Advisors, LLC	SOS Staffing Services, Inc
Costello, Thomas	South Carolina Revenue Department
Cozen O'Connor	SpiritCorp., Inc.
Credit Bureau Of North America, LLC	Sprint
Creditors Interchange Receivable	State of California Franchise Tax Board
CTS	State Of Michigan
D & B	Stern, Ron
Dechert LLP	Stolper, Michael A.
Delaware Finance Department-Revenue Division	Stolper, Michael A.
Delaware Internal Revenue Service	Strategic Staffing
Delaware Office of the State Bank Commissioner	Suits, Adam
Deutsche Bank AG	SunGard Availability Services
Deutsche Bank Trust Company (Americas)	Tango Financial Services, Inc.
Dey's End Consulting	Teacher Service Organization, Inc.
District of Columbia Office of Tax and Revenue	Tek Systems
DiWilliams, Lenny	Tennessee Revenue Department
Dowling, Sean	Texas Comptroller of Public Accounts
Duane Morris LLP	The Fidelity and Deposit Company of Maryland (Zurich)
Dylan Russell, Sheryl	The Synoptic Project, Ltd.
E Commerce Group Products, Inc	Tiefling, Paul
Eastern Lift Truck Co. Inc.	Toll, Robert

Eckardt And Company	Transmogrify LLC
E-Commerce Investments, Inc.	Treasurer, State Of New Jersey
Empire Fitness Services, Inc.	TSSL Jedobert Cal, Inc.
E-Oscar	TSO Financial Corp.
Equifax Credit Marketing Services	TTR Shipping
Equifax Information SVCS LLC	US Realty Advisors
Eurest	USPS Disbursing Officer
Eurest Dining Services	Utah Department of Financial Institutions
Experian	Utah State Tax Commission
Fairclough, Fred W.	Van Cott, Bagley,
Farrell, Michael P.	VanCott, Bagley, Cornwall & McCarthy
Federal Deposit Insurance Corporation	Visa Inc. (as of December 31,2008, owns 497 shares of Visa stock)
Federal Insurance Company	Wachovia NJ/PA/NY
Federal Reserve Board	Weigelt, William
Financial Statement Services, Inc.	Weil Gotshal & Manges
First Advanta Insurance Agency Inc.	Weinstock, David B.
First Data	West Virginia Tax and Revenue Department
Fleet Credit Card Services, L.P. (acquired 1.3% ownership interest as of December 31,2008)	Westchester Fire Insurance Company (ACE)
Fpg Ventures LLC	Wirthlin, William M.
Friedman, Schuman Attorneys At Law	Wisconsin Revenue Department
	Wisconsin State Treasury
	XL Specialty Insurance Company
	Yablin, Howard

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

-----X  
:   
*In re* : Chapter 11  
:   
ADVANTA CORP., *et al.*, : Case No. 09-13931 (KJC)  
:   
Debtors. : (Jointly Administered)  
:   
-----X

RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED by Advanta Corp.. and its affiliated debtors, as debtors and debtors in possession (collectively, the “*Debtors*”).

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.  
RETURN IT FOR FILING BY THE DEBTORS, TO:

Weil, Gotshal & Manges LLP  
767 Fifth Avenue  
New York, NY 10153  
Attn: David Griffiths

All questions **must** be answered. Please use “none,” “not applicable,” or “N/A,” as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of company:

Pepper Hamilton LLP, 3000 Two Logan Square, Eighteenth and Arch Streets,

Philadelphia, PA 19103-2799

2. Date of retention: On or about February 20, 2007

3. Type of services to be provided (accounting, legal, etc.):

Legal services



4. Brief description of services to be provided:

Pepper Hamilton LLP provides Debtor Advanta Corp. legal advice regarding securities issues and general corporate matters.

5. Arrangements for compensation (hourly, contingent, etc.)

All work in this matter will be billed at our normal hourly rates, in effect from time to time.

(a) Average hourly rate (if applicable): The current hourly rate ranges for our personnel are as follows: partners, \$420 to \$825; associates, \$240 to \$450; and legal assistants, \$75 to \$270. Our hourly rates may be adjusted upward from time to time, typically in January of each year.

(b) Estimated average monthly compensation based on prepetition retention (if company was employed prepetition):

\$25,000 per month

6. Prepetition claims against any of the Debtors held by the company:

Amount of claim: \$ None

Date claim arose: None

Nature of claim: None

7. Prepetition claims against any of the Debtors held individually by any member, associate, or professional employee of the company:

Name: None

Status: None

Amount of claim: \$ None

Date claim arose: None

Nature of claim: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

8. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates for the matters on which the company is to be employed.

Pepper Hamilton LLP represents Advanta Bank Corp. in certain matters. The services provided to Advanta Bank Corp. include: Advising the audit committee and board of directors on: (1) regulatory issues; (2) issues concerning fiduciary duties; (3) issues relevant to a plan of capital restoration; and (4) other matters as specifically requested by Advanta Bank Corp. and undertaken by us from time to time. Pepper Hamilton LLP represents Advanta Bank in certain general corporate and regulatory matters. Our firm does not believe that its representation of either Advanta Bank Corp. or Advanta Bank creates an interest adverse to the Debtors with respect to the matters for which our firm is to be engaged by the Debtors.

9. Name of individual completing this form.

Steven J. Abrams, Esq.

Dated: January 4, 2010