

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

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:   
*In re* : Chapter 11  
:   
ADVANTA CORP., *et al.*, : Case No. 09-13931 (KJC)  
:   
Debtors. : (Jointly Administered)  
:   
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**AFFIDAVIT AND DISCLOSURE STATEMENT OF DANA B. KLINGES,  
ON BEHALF OF DUANE MORRIS LLP**

STATE OF PENNSYLVANIA     )  
  ) s.s.:  
COUNTY OF PHILADELPHIA    )

Dana B. Klinges, being duly sworn, upon her oath, deposes and says as follows:

1. I am a Partner of Duane Morris LLP, located at 30 South 17<sup>th</sup> Street, Philadelphia, PA 19103-4196 (the “*Company*”).
2. Advanta Corp. and certain of its direct and indirect subsidiaries and affiliates (collectively, the “*Debtors*”) have requested that the Company provide legal services to the Debtors, and the Company has consented to provide such services (the “*Services*”).
3. The Services include, but are not limited to, advice regarding enforcement of a judgment in *Goodrich & Pennington Mortg. Fund, Inc. v. Advanta Mortg. Corp. USA, et al.*, Case No. 05-505838 (San Francisco Cty. Super. Ct.); filing of notices of bankruptcy in *Sullivan v. Chase Home Finance, LLC et al*, Case No. 09-cv-02876-SI (N.D.Cal.), and *In re Mertes (Brook v. Advanta Corp.)*, Adv. Proceeding No. 8:09-ap-00883 (Bank. M.D. Fla.); and advice about retention of documents stored in warehouses, on-site and electronically.

4. The Company 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 Company 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 Company does not perform services for any such person in connection with these chapter 11 cases. In addition, the Company 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 Company is to be retained.

5. Neither I nor any principal of or professional employed by the Company 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 Company.

6. Neither I nor any principal of or professional employed by the Company, 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 Company is to be retained.

7. As of the date of the commencement of their chapter 11 cases, the Debtors owed the Company \$0.00 for prepetition services.

8. The Company 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 Company should discover any facts bearing on the matters described herein, the Company will supplement the information contained in this affidavit.

9. 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 2009, at Philadelphia, Pennsylvania.



Affiant Name: Dana B. Kluges

SWORN TO AND SUBSCRIBED before  
me this 4 day of January, 2010



Notary Public  
COMMONWEALTH OF PENNSYLVANIA

**NOTARIAL SEAL**  
ROBIN L. THOMPSON, Notary Public  
City of Philadelphia, Phila. County  
My Commission Expires January 17, 2013

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**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:

Duane Morris LLP

30 South 17<sup>th</sup> Street

Philadelphia, PA 19103-4196

2. Date of retention: approximately 4/15/09

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

Legal

4. Brief description of services to be provided:

advice regarding enforcement of judgment in *Goodrich & Pennington Mortg. Fund, Inc. v. Advanta Mortg. Corp USA, et al.*, Case No. 05-505838 (San Francisco Cty. Super. Ct.); filing of notices of bankruptcy in *Sullivan v. Chase Home Finance, LLC, et al.*, Case No. 09-cv-02876-SI (N.D.Cal.), and *In re Mertes (Brook v. Advanta Corp.)*, Adv. Proceeding No. 8:09-ap-00883-CED (Bankr. M.D. Fla.); and advice about retention of documents stored in warehouses, on-site and electronically.

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

Hourly, based on regular rates

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(a) Average hourly rate (if applicable): approximately \$487.00

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

\$20,000.00 (monthly prepetition average)

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

Amount of claim: \$0.00

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Date claim arose: N/A

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Nature of claim: N/A

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

Name: None

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Status: N/A

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Amount of claim: \$ N/A

Date claim arose: N/A

Nature of claim: N/A

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.

None.

9. Name of individual completing this form.

Dana B. Klinges

Dated: January 4, 2009