

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

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: *In re* : Chapter 11
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: :
: : ADVANTA CORP., *et al.*, : Case No. 09-13931 (KJC)
: :
: : Debtors. : (Jointly Administered)
: :
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**DECLARATION UNDER PENALTY OF PERJURY AND DISCLOSURE
STATEMENT OF ADAM A. LEWIS ON BEHALF OF MORRISON &
FOERSTER LLP**

I, Adam A Lewis, declare that:

1. I am Senior Counsel of Morrison & Foerster LLP, located at 425 Market Street, 32nd Floor, San Francisco, California 94105 (the "*Firm*").

2. Advanta Corp. and certain of its direct and indirect subsidiaries and affiliates (collectively, the "*Debtors*") have requested that the Firm provide legal services to the Debtors, and the Firm has consented to provide such services (the "*Services*").

3. The Services include, but are not limited to, the following: Legal services in the Financial Services and possibly the Employee Benefits fields.

4. 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.

5. 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.

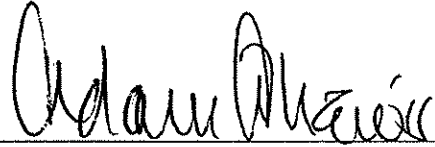
6. Neither I nor any principal of or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates with respect to the matters on which the Firm is to be retained.

7. As of the date of the commencement of their chapter 11 cases, the Debtors owed the Firm \$8,325.00 for prepetition services.

8. 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.

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

10. that this Declaration Under Penalty of Perjury and Disclosure
Statement was executed on January 4 2010, at San Francisco, California. .



Adam A. Lewis

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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:

*Morrison & Foerster LLP, 425 Market Street, 32nd Floor, San Francisco,
California 94105*

2. Date of retention: December 5, 2009 for postpetition services.
3. Type of services to be provided (accounting, legal, etc.):

Legal services.

4. Brief description of services to be provided:

Advice concerning provision of financial services and regulation thereof; possibly

further advice regarding employee benefits issues.

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

Hourly compensation per the Firm's standard rates, plus costs and expenses.

- (a) Average hourly rate (if applicable): *NA.*
- (b) Estimated average monthly compensation based on prepetition retention
(if company was employed prepetition):

Not more than \$5,000.

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

Amount of claim: *\$8,425.00*

Date claim arose: *Various.*

Nature of claim: *For legal services.*

7. Prepetition claims against any of the Debtors held individually by any member, associate, or professional employee of the company: *As of the date hereof, our search has disclosed no such claims. The search is incomplete. The Firm will supply any information its continuing search discloses.*
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. *As of the date hereof, the Firm's search has not disclosed any such matters. The search is incomplete. The Firm will supply any information its continuing search discloses.*
9. Name of individual completing this form.

Oliver I. Ireland

Dated: January 4, 2010