

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

-----X
: Chapter 11
: Case No. 09-13931 (KJC)
: Jointly Administered
: Re: Docket No. 39 and 102
-----X

In re
ADVANTA CORP., *et al.*,
Debtors.

**AFFIDAVIT IN SUPPORT OF THE APPOINTMENT
OF WARREN H. SMITH & ASSOCIATES, P.C. AS FEE AUDITOR**

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

Warren H. Smith, being first duly sworn, deposes and says as follows:

1. This Affidavit of Warren H. Smith is filed in support of the appointment of Warren H. Smith & Associates, P.C. (“WHS”) as fee auditor in the above-captioned bankruptcy proceedings.
2. I am the sole director and shareholder of WHS, which has requested to be appointed fee auditor in the above-captioned bankruptcy proceedings.
3. I am licensed to practice law in the State of Texas, and am a member of the bar of the United States District Court for the Northern District of Texas.
4. I execute this Affidavit on behalf of WHS, which maintains an office at 325 N. St. Paul, Suite 1250, Dallas, TX 75201. Unless otherwise stated, this Affidavit is based upon facts of which I have personal knowledge.

5. In preparing this Affidavit, I requested information from debtors' counsel regarding the parties in interest, and was given a list of interested parties, a copy of which is attached hereto as Exhibit A. The facts stated in this Affidavit as to the relationship between WHS and the parties in interest are based on our review of Exhibit A.

6. Insofar as I have been able to ascertain, WHS does not have any connection with any of the parties listed on Exhibit A, except as follows:

- a. Bank of America appears on Exhibit A. WHS maintains its business checking account with Bank of America, as well as several savings accounts. I do not think that this connection represents a conflict of interest, but I feel obligated, nonetheless, to bring this connection to the attention of the court.
- b. National Union Fire Insurance Company appears on Exhibit A. WHS is currently representing an entity known as A.I. Credit Corp. in small matters in Texas. A.I.Credit Corp. is a subsidiary of American International Group, Inc. ("AIG"). I believe, on information and belief, that National Union Fire Insurance Company is also a subsidiary of AIG. I do not think that this connection represents a conflict of interest, but I feel obligated, nonetheless, to bring this connection to the attention of the court.

7. WHS has a diversified legal practice which encompasses, among other things, the representation of financial institutions, commercial corporations, and creditors. Some of these entities (or affiliates of these entities) may be holders of claims against and/or interest in the

Debtors or parties in interest in this case. Moreover, WHS, regularly represents creditors throughout the country. Thus, it is possible that certain creditors of the Debtors are creditors in other cases in which WHS represents creditors. In the ordinary course of practice of law, WHS and certain of its members, counsel and associates have, in the past, represented, currently represent, and from time to time in the future may represent entities or affiliates of such entities in matters unrelated to the Debtors' cases. WHS is not currently aware of any parties in interest in this case which WHS is currently representing except as disclosed in this Affidavit. If I discover that such a representation exists, I will disclose such representation or employment to the Court and all parties receiving copies of this Affidavit in a supplemental affidavit filed with the Court.

8. WHS intends to apply for compensation for professional services rendered in connection with these chapter 11 cases subject to approval of this Court and compliance with applicable provisions of the Bankruptcy Code and orders of this Court, on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by WHS. The principal attorney designated to serve as fee auditor, and his current standard hourly rate, is Warren H. Smith, at \$295.00 per hour. The hourly rate for other professional and paraprofessional services range from \$45.00 to \$260.00 per hour. The hourly rates set forth above are subject to periodic adjustments to reflect economic and other conditions. Other attorneys and paralegals may from time to time assist in the fee auditing process in connection with the matters herein described.

9. The hourly rates set forth above are WHS's standard hourly rates for work of this nature. These rates are set at a level designed to fairly compensate WHS for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. It is WHS's policy

to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, telephone and telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, document retrieval, photocopying charges, charges for mass mailings by outside copying services, travel expenses, computerized research, and transcription costs. WHS will charge the estates for these expenses in a manner and at rates consistent with charges made generally to WHS's other clients.

10. Neither I nor any member of WHS are either related to any judge of the United States Bankruptcy Court or any attorney or other employee with the United States Trustee's Office in a manner that would render my or WHS's employment improper.

11. WHS has not agreed to share (a) any compensation it has received or may receive with any other person or party other than the members, counsel and employees of WHS; or (b) the compensation any other person or party may receive.

12. I submit this Affidavit based upon the information available to me as of the date so executed and will promptly supplement this Affidavit should it become inaccurate or incomplete.

FURTHER AFFIANT SAYETH NOT.

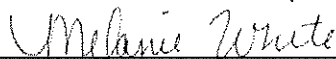
Dated: February 3, 2010.



Warren H. Smith

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

SUBSCRIBED AND SWORN TO BEFORE ME, this 3rd day of February, 2010.



Notary Public, State of Texas

Melanie M. White
(Typed or Printed Name of Notary)

My Commission Expires: July 23, 2013

EXHIBIT A

Potential Parties in Interest

Debtors

Advanta Corp.
Advanta Business Services Holding Corp.
Advanta Business Services Corp.
Advanta Shared Services Corp.
Advanta Service Corp.
Advanta Advertising Inc.
Advantennis Corp.
Advanta Mortgage Holding Company
Advanta Auto Finance Corporation
Advanta Mortgage Corp. USA
Advanta Finance Corp.
Great Expectations International, Inc.
Great Expectations Franchise Corp.
General Expectations Management Corp.

Non-Debtor Affiliates

Advanta Ventures Inc.
Ideablob Corp.
Bizequity Corp.
Advanta Bank Holding Corp.
Advanta Bank Corp.
Advanta Credit Card Receivables Corp.
Advanta GP Corp.
Advanta GCF GP Corp.
Advanta Investment Corp.
Advanta Investment Corp. II
Advanta Information Services, Inc.
Advanta International Corporation I
Advanta International Corporation II
Advanta Insurance Company
Advanta Bank
Advanta Business Receivables Corp.
Advanta Partners LP
Advanta Growth Capital Fund LP
Good Company.Com LLC
Advanta India Services Private Limited
Advanta Life Insurance Company

Advanta Insurance Agency Inc.
First Advanta Insurance Agency Inc.
Advanta Mortgage (discontinued)
Advanta Leasing Services (discontinued)
Advanta Business Cards

Merged/Dissolved Entities

Advanta Finance Residential Mortgage Corp.
Advanta Mortgage Corp. of New Jersey
Advanta Nominee Services, Inc.
E-Commerce Investments, Inc.
Mt. Vernon Leasing, Inc.
Advanta Finance Residential Mortgage Corp.
Advanta Mortgage Corp. of New Jersey
Advanta Nominee Services, Inc.
E-Commerce Investments, Inc.
Mt. Vernon Leasing, Inc.
Advanta Mortgage Conduit Services, Inc.
Advanta Mortgage Corp. Midatlantic
Advantage Mortgage Corp. Midatlantic II
Advanta Mortgage Corp. Northeast
Advanta Properties I Corp.
Advanta Properties II Corp.
Advanta Mortgage Conduit Services, Inc.
Advanta Mortgage Corp. Midatlantic
Advanta Mortgage Corp. Midatlantic II
Advanta Mortgage Corp. Midwest
Advanta Mortgage Corp. Northeast
Advanta Properties I Corp.
Advanta Properties II Corp.
Advanta GP II Corp.
Advanta GP II Corp.
Advanta Partners 101 LP
Advanta 101 GP Corp.
Advanta 101 GP Corp.
Coltex Leverage Lease Corporation I
TSSL Jedobert Cal, Inc.
Coltex Leverage Lease Corporation I

Recent Sales and Acquisitions

Bank of America Corp.

Fleet Credit Card Services, L.P. (acquired 1.3% ownership interest as of December 31,2008)

Chase Manhattan Mortgage Corporation (transferred and assigned all assets and operating liabilities associated with Advanta's mortgage business)

Visa Inc. (as of December 31,2008, owns 497 shares of Visa stock)

Debtors' Current & Former Trade Names

Teacher Service Organization, Inc.

TSO Financial Corp.

Debtor Affiliates' Current & Former Trade Names

Advanta National Bank

Current and Former Officers and Directors

Dennis Alter

William A. Rosoff

Philip M. Browne

Chad C. Blue

John F. Moore

David B. Weinstock

Max Botel

Thomas Costello

Dana Becker Dunn

Anne Howley

Ajay Pillai

Lenny DiWilliams

Elizabeth H. Mai

Christopher Carroll

Robert S. Blank

Ronald Lubner

Olaf Olafsson

Michael A. Stolper

Debtors' Professionals

KPMG

Dechert LLP

Pepper Hamilton LLP

Cozen O'Connor

Weil Gotshal & Manges

Richards Layton & Finger, P.A.
Schneider, Harrison, Segal & Lewis LLP
Howrey LLP
Buckley Sandler LLP
Duane Morris LLP
VanCott, Bagley, Cornwall & McCarthy
M.D. Gujrati & Co. Chartered
McGladrey & Pullen, LLP
Corporate Risk Advisors, LLC
Erick Brownstein
Simon Adamiyatt
Transmogrify LLC
Nine Summer LLC
Shalom Consulting
RSM McGladry
Dey's End Consulting
James Morton
US Realty Advisors

Potentially Secured Creditors

Bank of New York Mellon
Deutsche Bank Trust Company (Americas)

Top 100 Unsecured Creditors (consolidated)

Ashby Hilsman
Association Of Corporate Counsel
Blue Bell Air, LLC
Carey International, Inc.
Commonwealth Of Virginia
Corporate Risk Advisors, LLC
Dana Becker Dunn
Dechert
Kelly Services, Inc.
Max Botel
Michael A. Stolper
New Mexico Taxation And Revenue Dept
New World Aviation
O C Tanner
PA Dept. of Revenue
Ronald Lubner
Selecthealth Plans
Shareholder.Com
State Of Michigan

Thomas Costello
Treasurer, State Of New Jersey
Wisconsin State Treasury
Ackerman Law Firm, P.A.
Acxiom Digital
Advanced Call Center Technologies,LLC
Allied Barton Security Services
Allied International Credit Corp (U.S.)
Anne Howley
Appleone Employment Services
Associated Creditors Exchange, Inc.
Avis Rent A Car System, Inc
Cactus & Tropical, LLC
Calvin M. Boardman
CCI Mechanical Service
Champion Fitness Equipment, LLC
Cintas Document Management
Cintas First Aid And Safety
Cohn & Dussi, LLC
Credit Bureau Of North America, LLC
Creditors Interchange Receivable
CTS
D & B
E Commerce Group Products, Inc
Eckardt And Company
E-Oscar
Equifax Credit Marketing Services
Equifax Information Svcs LLC
Eurest
Eurest Dining Services
Experian
Fpg Ventures LLC
Fred W. Fairclough
Friedman, Schuman Attorneys At Law
Genpact Us LLC
Helen Saddic
Henry & Jones, LLP
John Minalga
John Moore
Julia Anderson
Konica Minolta Business
Konica Minolta Business Solutions USA
Law Offices Of Jonathan Gelber, PLLC

Lexis Nexis Risk Information Analytics
Lexis-Nexis
Manpower, Inc.
Metasource LLC.
Mukesh Mehta
Nancy L. O'donnell
Ncb Management Services, Inc.
Nine Summer LLC
NRI Data & Business Products, Inc
Pepper Hamilton LLP
Phillips and Cohen Associates, Ltd.
RGS Financial Inc.
Sean Dowling
Shermeta, Adams & Von Allmen, PC
Silkroad Technology Inc.
Solomon & Solomon, P.C.
SOS Staffing Services, Inc
Sprint
Strategic Staffing
Tek Systems
USPS Disbursing Officer
Van Cott, Bagley,
Wachovia NJ/NY/PA
William M. Wirthlin
Paul Tiefling
Richard Green
Transmogrify LLC
Michael Ratchford
Thomas Costello
Victor F. Battaglia, Sr.
Ami Kassar
Arrangements Unlimited, Inc.
Brant Interactive Design LLC
Brunswick Printing Inc.
R Cubed Networks
Nevada Life And Health Insurance
Access Lock Technologies Inc.
Allied Barton Security Services
Ambius, Inc.
Architecture/Design Alliance, Inc.
Bloomberg Finance LP
Canteen Vending Services
Cintas Document Management

Eastern Lift Truck Co. Inc.
Empire Fitness Services, Inc.
Eurest Dining Services
Interior Plantscapes
Konica Minolta Business Solutions USA
KPMG LLP
Lwc Services, Inc.
Mary Ellen Leonard
NRI Data & Business Products, Inc
Patchwork Enterprises Inc
Peco Energy
Penley, Inc.
Ricoh
TTR Shipping
William Weigelt

Insurers

Axis Insurance Company
Federal Insurance Company
National Union Fire Insurance Company
Hudson Insurance Company
Catlin Insurance Company
XL Specialty Insurance Company
Berkley Regional Insurance Company
The Fidelity and Deposit Company of Maryland (Zurich)
Westchester Fire Insurance Company (ACE)

Parties to Litigation/Pending Liability

Sheryl Dylan Russell
SpiritCorp., Inc.
Home Care Services, Inc. d/b/a/ LJM Air Conditioning
The Synoptic Project, Ltd.
Edward L. Bleynat, Jr.
Marsa, Inc.
Robert Toll
Doris J. Logan
Kathleen Kerwin
Brandon Callier
Daniel Haas
Jean Becker- Powell
Ben's Custom Windows Inc.
Christa P.C. Sullivan
Paul E. Sampson

Jack Scalfani
Ron Stern
Howard Yablin
Adam Suitts
Susan Levin
Joel Horwich
Lucien B. Padawer
Grave Rayburn Bowman, Inc. d/b/a Home Sweet Home
Penney J. Graves
R&R Enterprises
Lawrence Smith
Sid Eibl Von Rospeunt
Tango Financial Services, Inc.
Sky City Group LLC d/b/a Sky City Properties
Man K. Kim
Fredy Buraye
Buraye Insurance Agency
Michael P. Farrell
Kenneth L. Brown
James Baker
Jill Baker

Major Contract Counterparties (Vendors to the Debtor)

Connexions Loyalty Travel Solutions
First Data
GenPack US LLC
NCB Management Services, Inc.
Phillips And Cohen Associates, Ltd.
Advanced Call Center Technologies, LLC
Associated Creditors Exchange, Inc.
Allied Barton Security Services
Experian
Financial Statement Services, Inc.
Net Jest Aviation, Inc.
Career Concepts, Inc.
Wachovia NJ/PA/NY
BankServ
SunGard Availability Services
Eurest Dining Services
Judge Technical Services
Equifax Information SVCS LLC
Schwab Retirement Plan Services Inc.
Interstate Building

Eurest
Herman Miller Op Spectrum
Bank of New York Mellon
Anne E. Lewis
John T. Lamont
Samuel F. Scabilloni
James R. Sohn
Ben Burgin
Michael P. Gilmor
Shellie Gilmor
William A. Hill Jr.
Pamela R. Hill
Philip Cook

Governmental & Regulatory Agencies

Federal Deposit Insurance Corporation
Utah Department of Financial Institutions
Delaware Office of the State Bank Commissioner
Arizona Department of Insurance
Federal Reserve Board
Office of Thrift Supervision
National Credit Union Administration

Taxing Authorities

Alabama Revenue Department- Tax Division
Arkansas Finance and Administration Department- Revenue Division
California State Board of Equalization
State of California Franchise Tax Board
Connecticut Revenue Services Department Tax Division
Delaware Finance Department-Revenue Division
Delaware Internal Revenue Service
District of Columbia Office of Tax and Revenue
Idaho Tax Commission
Illinois Revenue Department- Tax Division
Indiana Revenue Department- Tax Division
Maine Administrative and Financial Services Department- Revenue Services
Maryland- Director of Assessments & Taxation
Massachusetts Department of Revenue
Massachusetts Department of Revenue- Bankruptcy Unit
Michigan Department of the Treasury- Revenue Tax Division
Minnesota Revenue Department
Missouri Revenue Department- Tax Division
Montana Revenue Department

New Hampshire Department of Revenue Administration
New Jersey Office of State Treasurer
New York Taxation and Finance Department
New York State Department of Taxation and Finance
NYC Dept of Finance
North Carolina Revenue Department
Oklahoma Tax Commission
Pennsylvania Revenue Department
Rhode Island Administration Department
South Carolina Revenue Department
Tennessee Revenue Department
Texas Comptroller of Public Accounts
Utah State Tax Commission
West Virginia Tax and Revenue Department
Wisconsin Revenue Department

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Citicorp Vendor Finance, Inc.
Konica Minolta Business Solutions U.S.A., Inc.
Advanta Credit Card Receivables Corp.
General Electric Capital Corp.
Deutsche Bank AG