

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

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In re : Chapter 11
ADVANTA CORP., et al., : Case No. 09-13931 (KJC)
Debtors.¹ : (Jointly Administered)
-----X Re: Docket No. 42

**ORDER AUTHORIZING THE RETENTION AND
EMPLOYMENT OF RICHARDS, LAYTON & FINGER, P.A. AS
CO-COUNSEL TO THE DEBTORS *NUNC PRO TUNC* TO THE COMMENCEMENT
DATE PURSUANT TO SECTION 327(a) OF THE BANKRUPTCY CODE**

Upon the application (the "Application") of the above-captioned debtors and debtors-in-possession (collectively, the "Debtors") for the entry of an order (this "Order") authorizing the Debtors to retain and employ Richards, Layton & Finger, P.A. ("RL&F") as their bankruptcy co-counsel *nunc pro tunc* to the Commencement Date;² and the Court having reviewed the Application; and the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A) and (c) notice of this Application was sufficient under the circumstances; and the

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are Advanta Corp. (2070), Advanta Investment Corp. (5627), Advanta Business Services Holding Corp. (4047), Advanta Business Services Corp. (3786), Advanta Shared Services Corp. (7074), Advanta Service Corp. (5625), Advanta Advertising Inc. (0186), Advantennis Corp. (2355), Advanta Mortgage Holding Company (5221), Advanta Auto Finance Corporation (6077), Advanta Mortgage Corp. USA (2654), Advanta Finance Corp. (8991), Great Expectations International Inc. (0440), Great Expectations Franchise Corp. (3326), Great Expectations Management Corp. (3328), Advanta Ventures Inc. (5127), BizEquity Corp. (8960), Ideablob Corp. (0726), and Advanta Credit Card Receivables Corp. (7955). Each of the Debtors (other than Advanta Credit Card Receivables Corp. and the Great Expectations entities) maintains its principal corporate office at Welsh & McKean Roads, P.O. Box 844, Spring House, Pennsylvania 19477-0844. Advanta Credit Card Receivables Corp. maintains its principal corporate office at 2215 B. Renaissance Drive, Suite 5. Las Vegas, NV 89119, and the Great Expectations entities maintain their principal corporate office at 1209 Orange Street, Wilmington, Delaware 19801.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.



Court having considered the Collins Affidavit; and the Court having determined that the legal and factual bases set forth in the Application and the Collins Affidavit establish just cause for the relief granted herein;

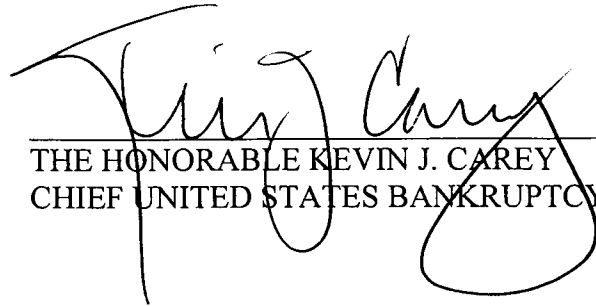
IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED, *nunc pro tunc* to the Commencement Date.
2. The Debtors shall be, and hereby are, authorized to employ and retain RL&F as their co-counsel under an evergreen retainer in accordance with the terms and conditions set forth in the Application.
3. RL&F shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, applicable Bankruptcy Rules, the Local Rules and any other such procedures as may be fixed by order of this Court.
4. The prepetition retainer monies paid to RL&F and not expended for prepetition services and disbursements shall be held by RL&F as an evergreen retainer as security throughout the Chapter 11 Cases until RL&F's fees and expenses are awarded and payable to RL&F on a final basis.
5. Notwithstanding the possible applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
6. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.



7. The Court shall retain jurisdiction over any and all issues arising from or related to the implementation and interpretation of this Order.

Dated: December 3, 2009
Wilmington, Delaware



THE HONORABLE KEVIN J. CAREY
CHIEF UNITED STATES BANKRUPTCY JUDGE

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