

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

	X	
<i>In re</i>	:	Chapter 11
ADVANTA CORP., <i>et al.</i> ,	:	Case No. 09-13931 (KJC)
Debtors. <sup>1</sup>	:	(Jointly Administered)
	X	Re: Docket No. 49

**ORDER PURSUANT TO SECTIONS 327(a) AND 328(a) OF THE  
BANKRUPTCY CODE AND RULE 2014(a) OF THE FEDERAL RULES  
OF BANKRUPTCY PROCEDURE AUTHORIZING THE EMPLOYMENT  
AND RETENTION OF WEIL, GOTSHAL & MANGES LLP AS ATTORNEYS  
FOR THE DEBTORS, *NUNC PRO TUNC* TO THE COMMENCEMENT DATE**

Upon the application, dated November 16, 2009 (the “*Application*”), of Advanta Corp. and its affiliated debtors, as debtors and debtors in possession (collectively, the “*Debtors*”), pursuant to sections 327(a) and 328(a) of title 11 of the United States Code (the “*Bankruptcy Code*”) and Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”) authorizing the employment and retention of Weil, Gotshal & Manges LLP (“*WG&M*”) as attorneys for the Debtors under a general retainer, *nunc pro tunc* to the Commencement Date, all as more fully set forth in the Application; and upon the declaration of Marcia L. Goldstein, a member of WG&M, filed in support of the Application, annexed to the Application as Exhibit “A” (the “*Goldstein Declaration*”); and the Court being satisfied, based

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<sup>1</sup> 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.



on the representations made in the Application and the Goldstein Declaration, that WG&M is “disinterested” as such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and represents no interest adverse to the Debtors’ estates with respect to the matters upon which it is to be engaged; and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Application and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided to the Notice Parties; and the relief requested in the Application being in the best interests of the Debtors and their respective estates; and the Court having reviewed the Application; and the Court having determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and upon all of the proceedings had before the Court, and upon the record of the Hearing, and after due deliberation and sufficient cause appearing therefor, it is:

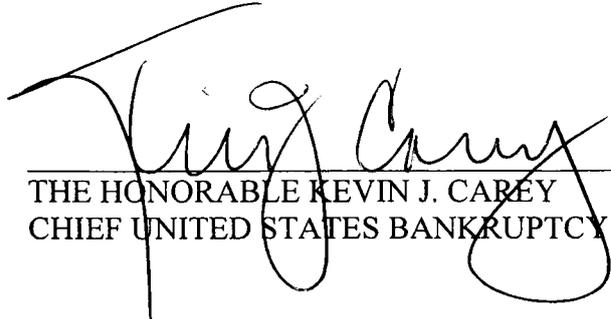
ORDERED that the Debtors are hereby authorized to employ and retain WG&M as their attorneys in the above-referenced chapter 11 cases under a general retainer, all as contemplated by the Application, *nunc pro tunc* to the Commencement Date; and it is further

ORDERED that WG&M shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, the applicable Bankruptcy Rules, the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, the guidelines established by the office of the United States Trustee, and any further orders of this Court; and it is further



ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order.

Dated: December 3, 2009  
Wilmington, Delaware



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THE HONORABLE KEVIN J. CAREY  
CHIEF UNITED STATES BANKRUPTCY JUDGE

