

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.¹ : (Jointly Administered)
-----X Re: Docket No. 38

**ORDER PURSUANT TO SECTIONS 105(a), 327, 328, AND 330 OF THE
BANKRUPTCY CODE IMPLEMENTING CERTAIN PROCEDURES TO RETAIN,
COMPENSATE, AND REIMBURSE ORDINARY COURSE PROFESSIONALS**

Upon the motion (the “*Motion*”), dated November 18, 2009, Advanta Corp. (“*Advanta*”) and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the “*Debtors*”), pursuant to sections 105(a), 327, 328, and 330 of title 11 of the United States Code (the “*Bankruptcy Code*”), implementing certain procedures to (a) retain professionals used in the ordinary course of business (“*Ordinary Course Professionals*”) without formal retention applications and (b) compensate and reimburse such professionals in the ordinary course without individual fee applications, as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested

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), Advanta Ventures Inc. (5127), BizEquity Corp. (8960), Ideablob Corp. (0726), Advanta Credit Card Receivables Corp. (7955), Great Expectations International Inc. (0440), Great Expectations Franchise Corp. (3326), and Great Expectations Management Corp. (3328). 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.

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therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion 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 Motion having been provided to the Notice Parties;² and the relief requested in the Motion being in the best interests of the Debtors and their respective estates; and the Court having reviewed the Motion; and the Court having determined that the legal and factual bases set forth in the Motion 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 on the Motion, and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Debtors are authorized to retain, compensate, and reimburse Ordinary Course Professionals, an initial list of which is attached hereto as Appendix “1” (the “*OCP List*”), in accordance with the following procedures:

- (a) Within 30 days after the later of (i) the entry of an order granting this Motion and (ii) the date on which the Ordinary Course Professional commences services for the Debtors, each Ordinary Course Professional shall provide the following to the Debtors’ attorneys:
 - (a) an affidavit (the “*OCP Affidavit*”) substantially in the form annexed hereto as Appendix “2” certifying that the professional does not represent or hold any interest adverse to the Debtors or their estates with respect to the matter(s) on which the professional is to be employed and (b) a completed retention questionnaire (the “*Retention Questionnaire*”) substantially in the form annexed hereto as Appendix “3.”
- (b) Upon receipt of the OCP Affidavit and Retention Questionnaire, the Debtors shall file the same with the Court and serve a copy thereof upon (i) the U.S. Trustee, (ii) the attorneys for any official committees appointed in these chapter 11 cases, and (iii) all other parties requesting service of documents in these chapter 11 cases (collectively, the “*OCP Notice Parties*”).

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

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- (c) If no objections are filed and properly served within 15 days following service of the OCP Affidavit and Retention Questionnaire (the “**Objection Deadline**”), the Debtors may retain and employ the Ordinary Course Professional without further order from the Court.
- (d) If an objection is filed and such objection cannot be resolved within 20 days after the Objection Deadline, the matter shall be scheduled for adjudication by the Court at the next available hearing.
- (e) No Ordinary Course Professional may be paid any amount for invoiced fees and expenses until the Ordinary Course Professional has been retained in accordance with these procedures.
- (f) Once the Debtors retain an Ordinary Course Professional in accordance with these procedures, the Debtors shall pay each Ordinary Course Professional 100% of the fees and 100% of the disbursements incurred upon the submission to the Debtors and to attorneys for the official committees appointed in these chapter 11 cases, and approval by the Debtors, of an appropriate invoice setting forth in reasonable detail the nature of the services rendered and expenses actually incurred; provided, however, that the Ordinary Course Professional’s total compensation and reimbursement shall not exceed \$75,000 for each three month period starting from the first full month following the commencement of these chapter 11 cases (the “**Quarterly Cap**”). To the extent that any Ordinary Course Professional possessed a fee advance prepetition, such Ordinary Course Professional may apply such advance against any prepetition amounts due and outstanding as of the Commencement Date.
- (g) Within 30 days after the end of each quarterly period, the Debtors will file a statement with the Court and serve the same on the U.S. Trustee and the OCP Notice Parties, certifying the Debtors’ compliance with the terms of the relief requested herein. The statement shall include for each Ordinary Course Professional (i) the name of such Ordinary Course Professional and (ii) for each quarterly period, the aggregate amounts paid as compensation for services rendered and as reimbursement of expenses incurred by such Ordinary Course Professional.
- (h) In the event that a professional’s fees and expense exceed the Quarterly Cap, the excess amount over the Quarterly Cap shall be subject to prior approval of the Court in accordance with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, the fee guidelines of the U.S. Trustee, and any orders of the Court.



- (i) Should the Debtors seek to retain additional Ordinary Course Professionals during these chapter 11 cases, the Debtors shall amend the OCP List and file the amended OCP List when filing the OCP Affidavits and Retention Questionnaires of the additional professionals and serve a copy thereof upon the OCP Notice Parties.

ORDERED that the form OCP Affidavit and Retention Questionnaire are approved; 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



THE HONORABLE KEVIN J. CAREY
CHIEF UNITED STATES BANKRUPTCY JUDGE



Appendix 1

Initial List of Ordinary Course Professionals

Professional	Service Performed by Professional
Cozen O'Connor	Legal Services (Corporate, litigation and tax counsel)
Dechert LLP	Legal Services (Litigation counsel)
Duane Morris LLP	Legal Services (ESOP/Regulatory counsel)
Morrison & Foerster LLP	Legal Services (FDIC/Regulatory counsel)
Pepper Hamilton LLP	Legal Services (Securities and corporate counsel)

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Appendix 2

Affidavit and Disclosure Statement

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**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

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ADVANTA CORP., *et al.*, : Case No. 09-13931 (KJC)
:
Debtors. : (Jointly Administered)
:
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**AFFIDAVIT AND DISCLOSURE STATEMENT OF [INSERT INDIVIDUAL'S NAME],
ON BEHALF OF [INSERT FIRM NAME]**

STATE OF _____)
) s.s.:
COUNTY OF _____)

_____, being duly sworn, upon his oath, deposes and says as

follows:

1. I am a _____ of

_____, located at _____

(the "*Company*").

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

3. The Services include, but are not limited to, the following:

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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 \$ _____ 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.

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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 _____ 2009, at _____, _____.

Affiant Name:

SWORN TO AND SUBSCRIBED before
me this ___ day of _____, 2009

Notary Public



Appendix 3
Retention Questionnaire

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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:

2. Date of retention: _____

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



4. Brief description of services to be provided:

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

(a) Average hourly rate (if applicable): _____

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

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

Amount of claim: \$ _____

Date claim arose: _____

Nature of claim: _____

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

Name: _____

Status: _____

Amount of claim: \$ _____

Date claim arose: _____

Nature of claim: _____



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.

9. Name of individual completing this form.

Dated: _____, 2009

