

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

In re:)	
	)	Chapter 11
ADVANTA CORP., <u>et al.</u> ¹	)	Case No. 09-13931 (KJC)
	)	(Jointly Administered)
Debtors.)	

**APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
PURSUANT TO FED. R. BANKR. P. 2014(a) FOR ORDER UNDER
SECTIONS 328 AND 1103 OF THE BANKRUPTCY CODE
AUTHORIZING THE RETENTION OF FTI CONSULTING, INC.
AS FINANCIAL ADVISORS NUNC PRO TUNC TO NOVEMBER 24, 2009**

The Official Committee of Unsecured Creditors (the “Committee”) of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) hereby move the Court for entry of an order under sections 328 and 1103 of the Bankruptcy Code, authorizing the employment and retention of the consulting firm of FTI Consulting, Inc., together with its wholly owned subsidiaries, agents, independent contractors and employees (“FTI”), as financial advisors to the Committee. In support of this Application, the Committee respectfully states as follows:

Introduction

1. On November 8, 2009 (the “Petition Date”), the Debtors filed with this Court their voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). Pursuant to sections 1107 and 1108 of the Bankruptcy Code, the Debtors are continuing to operate their businesses and manage their properties and assets as debtors in possession. This Court has ordered joint administration of these chapter 11 cases (the “Cases”).

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), and Great Expectations Management Corp (3328). Each of the Debtors (other than the Great Expectations entities) maintains its principal corporate office at Welsh & McKean Roads, P.O. Box 844, Spring House, Pennsylvania 19477-0844. The Great Expectations entities maintain their principal corporate office at 1209 Orange Street, Wilmington, Delaware 19801.

2. The Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue of this proceeding and this Application is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicate for the relief sought herein is §1103 of the Bankruptcy Code.

Background

3. On November 24, 2009 the Office of the United States Trustee for the District of Delaware appointed the Committee pursuant to section 1102 of the Bankruptcy Code (the “Formation Meeting”). The Committee selected Latham & Watkins LLP as its counsel and Drinker Biddle & Reath LLP as its co-counsel and selected FTI as its financial advisor. The Committee consists of the following five members:

- (a) The Bank of New York Mellon, indenture trustee;
- (b) Stonehill Capital Management, LLC;
- (c) DVL Incorporated;
- (d) Brandywine Operating Partnership;
- (e) Law Debenture Trust Company of New York, indenture trustee.

Relief Requested

4. By this Application, the Committee seeks to employ and retain FTI pursuant to sections 328 and 1103 of the Bankruptcy Code to perform financial advisory services for the Committee in these chapter 11 cases, nunc pro tunc to November 24, 2009.

5. The Committee is familiar with the professional standing and reputation of FTI. The Committee understands and recognizes that FTI has a wealth of experience in providing financial advisory services in restructurings and reorganizations and enjoys an excellent reputation for services it has rendered in large and complex chapter 11 cases on behalf of debtors and creditors throughout the United States.

6. The services of FTI are deemed necessary to enable the Committee to assess and monitor the efforts of the Debtors and their professional advisors to maximize the value of their estates and to reorganize successfully. Further, FTI is well qualified and able to represent the Committee in a cost-effective, efficient and timely manner.

Scope of Services

7. FTI will provide such consulting and advisory services to the Committee and its legal advisor as they deem appropriate and feasible in order to advise the Committee in the course of these chapter 11 cases, including but not limited to the following:

- Assistance with the assessment and monitoring of the Debtors' short-term cash flow, liquidity, pre-petition claim payments and operating results;
- Assistance with the review of the Debtors' corporate structure and the analysis of inter-company transactions;
- Assistance regarding the evaluation of employee related-motions and issues including severance plans, bonus programs, employee retention programs, pensions and other post retirement benefits;
- Assistance with a review of any tax issues associated with, but not limited to, claims/stock trading, preservation of net operating losses, plans of reorganization, and asset sales;
- Assistance in reviewing the Debtors' business plan including assessment of revenue enhancement and cost saving opportunities, plant level profitability, customer profitability, capital expenditures and liquidity;
- Assistance in the review of the claims reconciliation process and estimation;
- Assistance to the Committee in the review of financial related disclosures required by the Court, including the Schedules of Assets and Liabilities, the Statement of Financial Affairs and Monthly Operating Reports;
- Assistance with a review of the Debtors' performance of cost/benefit evaluations with respect to the affirmation or rejection of various executory contracts and leases;
- Assistance in the review of financial information distributed by the Debtors to creditors and others, including, but not limited to, cash flow projections and budgets, cash receipts and disbursement analysis, analysis of various asset and liability accounts, and analysis of proposed transactions for which Court approval is sought;
- Assistance and advice to the Committee with respect to the Debtors' identification of core business assets and the disposition of assets or liquidation of unprofitable operations;
- Assistance in the valuation of the business and review of capital structure alternatives;
- Assistance in the review and/or preparation of information and analyses necessary for the

confirmation of a plan in these chapter 11 proceedings;

- Assistance in the evaluation and analysis of avoidance actions, including fraudulent conveyances and preferential transfers;
- Assistance in the review of the plan(s) of reorganization and the related disclosure statement;
- Attendance at meetings with the Debtors, potential investors, banks, other secured lenders, the Committee and any other official committees organized in these chapter 11 proceedings, the U.S. Trustee, other parties in interest and professionals hired by the same, as requested;
- Litigation advisory services with respect to accounting and tax matters, along with expert witness testimony on case related issues as required by the Committee; and
- Render such other general business consulting or such other assistance as the Committee or its counsel may deem necessary that are consistent with the role of a financial advisor and not duplicative of services provided by other professionals in this proceeding.

FTI's Eligibility for Employment

8. FTI has informed the Committee that, except as may be set forth in the Affidavit of Andrew Scruton (the "Scruton Affidavit"), it does not represent any other entity having an adverse interest in connection with these cases, and therefore believes it is eligible to represent the Committee under Section 1103(b) of the Bankruptcy Code.

9. FTI will conduct an ongoing review of its files to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new material facts or relationships are discovered, FTI will supplement its disclosure to the Court.

10. FTI has agreed not to share with any person or firm the compensation to be paid for professional services rendered in connection with these cases.

Terms of Retention

11. FTI is not owed any amounts with respect to pre-petition fees and expenses in connection with its proposed engagement by the Committee or otherwise in connection with these Cases.

12. The Committee understands that FTI intends to apply to the Court for allowances of compensation and reimbursement of expenses for its financial advisory support services in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, corresponding local rules, orders of this Court and guidelines established by the United States Trustee.

13. Subject to Court approval and in accordance with Bankruptcy Code sections 330 and 331, the Bankruptcy Rules, applicable U.S. Trustee guidelines, and the local rules, FTI will seek payment for compensation on an hourly basis, according to FTI’s customary hourly rates (“the Monthly Fees”). The rates, subject to periodic adjustments, charged by FTI professionals anticipated to be assigned to the Debtors’ cases are as follows¹:

Senior Managing Directors.....	\$710-825
Directors / Managing Directors.....	\$520-685
Consultants / Senior Consultants.....	\$255-480
Administrative / Paraprofessionals.....	\$105-210

FTI will seek reimbursement of actual and necessary expenses incurred by FTI. Actual and necessary expenses would include any reasonable legal fees incurred for FTI’s defense of its retention application and fee applications submitted in this matter, subject to Court approval.

Indemnification

14. In addition to the foregoing, and as a material part of the consideration for the agreement of FTI to furnish services to the Committee pursuant to the terms of this Application, FTI requests that the following indemnification provisions be approved:

- a. subject to the provisions of subparagraphs (b) and (c) below, the Debtors are authorized to indemnify, and shall indemnify, FTI for any claims arising from, related to, or in connection with FTI's engagement, but not for any claim arising from, related to, or in connection with FTI’s post-petition performance of any services other than those in connection with

¹ FTI will disclose the new billing rates after any such periodic adjustment, which customarily occurs in January of each year.

the engagement, unless such post-petition services and indemnification therefore are approved by this Court; and

- b. the Debtors shall have no obligation to indemnify FTI for any claim or expense that is either (i) judicially determined (the determination having become final) to have arisen primarily from FTI's bad faith, gross negligence or willful misconduct, or (ii) settled prior to a judicial determination as to FTI's bad faith, gross negligence or willful misconduct, but determined by this Court, after notice and a hearing pursuant to subparagraph (c) infra, to be a claim or expense for which FTI is not entitled to receive indemnity under the terms of the Application; and
- c. if, before the earlier of (i) the entry of an order confirming a chapter 11 plan in these cases (that order having become a final order no longer subject to appeal), and (ii) the entry of an order closing these chapter 11 cases, FTI believes that it is entitled to the payment of any amounts by the Debtors on account of the Debtors' indemnification obligations under the Application, including, without limitation, the advancement of defense costs, FTI must file an application therefore in this Court, and the Debtors may not pay any such amounts to FTI before the entry of an order by this Court approving the payment. This subparagraph (c) is intended only to specify the period of time under which the Court shall have jurisdiction over any request for fees and expenses by FTI for indemnification, and not as a provision limiting the duration of the Debtors' obligation to indemnify FTI.

Notice

15. Notice of this Application has been given to (i) the Debtors, (ii) the United States Trustee and (iii) those parties requesting notice pursuant to Del. Bankr. L.R. 2002-1(b). In light of the nature of the relief requested, the Committee submits that no further notice is required.

No Prior Request

No prior Application for the relief requested herein has been made to this or any other Court.

WHEREFORE, the Committee respectfully requests that the Court enter an Order, substantially in the form attached hereto, authorizing the Committee to employ and retain FTI as financial advisors for the Committee for the purposes set forth above, nunc pro tunc to November 24, 2009 and grant such further relief as is just and proper.

Date: December 22, 2009

THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF ADVANTA CORP., ET AL.

Stonehill Capital Management,
solely in its capacity as Chair of the Committee and not
in its individual capacity

/s/ Michael Stern

By Michael Stern

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:	)	Chapter 11
)	
ADVANTA CORP, <i>et al.</i> , ¹	)	Case No. 09-13931 (KJC)
	)	(Jointly Administered)
Debtors.)	
	)	Objection Deadline: January 12, 2010, 4:00 p.m.
	)	Hearing Date: February 4, 2010, 11:00 a.m.

NOTICE OF APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS PURSUANT TO FED. R. BANKR. P. 2014(A) FOR ORDER UNDER SECTIONS 328 AND 1103 OF THE BANKRUPTCY CODE AUTHORIZING THE RETENTION OF FTI CONSULTING INC. AS FINANCIAL ADVISORS NUNC PRO TUNC TO NOVEMBER 24, 2009

TO: (a) counsel to the Debtors; (b) the Office of the United States Trustee for the District of Delaware; and (c) those parties requesting notice pursuant to Bankruptcy Rule 2002.

PLEASE TAKE NOTICE that, on December 22, 2009, the Official Committee of Unsecured Creditors (collectively, the “Committee”) in the above-captioned case filed the attached **Application of the Official Committee of Unsecured Creditors Pursuant to Fed. R. Bankr. P. 2014(a) for Order Under Sections 328 and 1103 of the Bankruptcy Code Authorizing the Retention of FTI Consulting Inc. as Financial Advisors Nunc Pro Tunc to November 24, 2009** (the “Application”) attached hereto, with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801 (the “Bankruptcy Court”).

¹ The Debtors in these cases, along with the last four digits of each Debtors’ 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), and Great Expectations Management Corp. (3328), Advanta Ventures Inc. (5127), BizEquity Corp. (8960), Ideablob Corp. (0726), and Advanta Credit Card Receivables Corp. (7955).

PLEASE TAKE FURTHER NOTICE THAT OBJECTIONS AND RESPONSES TO THE APPLICATION, IF ANY, MUST BE IN WRITING AND FILED WITH THE BANKRUPTCY COURT AND SERVED UPON AND RECEIVED BY THE UNDERSIGNED PROPOSED COUNSEL FOR THE COMMITTEE ON OR BEFORE 4:00 P.M. EASTERN STANDARD TIME ON JANUARY 12, 2010.

PLEASE TAKE FURTHER NOTICE that if any objections to the Application are timely-filed, served and received and such objections are not otherwise timely resolved, a hearing to consider such objections and the Application will be held before the Honorable Kevin J. Carey at the Bankruptcy Court, 824 North Market Street, 5th Floor, Courtroom 5, Wilmington, Delaware 19801 on February 4, 2010 at 11:00 a.m. Eastern Standard Time.

IF NO OBJECTIONS TO THE APPLICATION ARE TIMELY FILED, SERVED AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THIS RELIEF WITHOUT FURTHER NOTICE OR HEARING.

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IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT
MAY GRANT THE RELIEF REQUESTED IN THE APPLICATION WITHOUT FURTHER
NOTICE OR HEARING.

Date: December 22, 2009

DRINKER BIDDLE & REATH LLP

/s/ Howard Cohen

Howard A. Cohen (DE 4082)
1100 N. Market Street, Suite 1000
Wilmington, DE 19801
Telephone: (302) 467-4200
Facsimile: (302) 467-4201

Proposed Co-counsel of the Official
Committee of Unsecured Creditors

and

LATHAM & WATKINS LLP
Mitchell A. Seider (admitted *pro hac vice*)
Roger G. Schwartz (admitted *pro hac vice*)
Adam J. Goldberg (admitted *pro hac vice*)
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Email: roger.schwartz@lw.com
Email: adam.goldberg@lw.com

Proposed Counsel of the Official Committee
of Unsecured Creditors

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

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

**AFFIDAVIT IN SUPPORT OF THE APPLICATION OF
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR AN ORDER AUTHORIZING
RETENTION OF FTI CONSULTING, INC. AS
FINANCIAL ADVISORS NUNC PRO TUNC TO NOVEMBER 24, 2009**

STATE OF NEW YORK)
) ss.
COUNTY OF NEW YORK)

I, Andrew Scruton, being duly sworn, hereby deposes and says:

1. I am a Senior Managing Director with FTI Consulting, Inc. (together with its wholly owned subsidiaries, agents, independent contractors and employees, “FTI”), an international consulting and financial advisory services firm with numerous offices throughout the world. I submit this Affidavit on behalf of FTI (the “Affidavit”) in support of the application (the “Application”) of the Official Committee of Unsecured Creditors (the “Committee”) to Advanta Corp., *et al.*, the debtors and debtors-in-possession in the above-captioned chapter 11 cases (collectively, the “Debtors”), for an order authorizing the employment and retention of FTI

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), and Great Expectations Management Corp (3328). Each of the Debtors (other than the Great Expectations entities) maintains its principal corporate office at Welsh & McKean Roads, P.O. Box 844, Spring House, Pennsylvania 19477-0844. The Great Expectations entities maintain their principal corporate office at 1209 Orange Street, Wilmington, Delaware 19801.

as financial advisors under the terms and conditions set forth in the Application. Except as otherwise noted², I have personal knowledge of the matters set forth herein.

Disinterestedness and Eligibility

2. In connection with the preparation of this Affidavit, FTI conducted a review of its contacts with the Debtors, their affiliates and certain entities holding large claims against or interests in the Debtors that were made reasonably known to FTI. A listing of the parties reviewed is reflected on Exhibit A to this Affidavit. FTI's review, completed under my supervision, consisted of a query of the Exhibit A parties within an internal computer database containing names of individuals and entities that are present or recent former clients of FTI. A summary of such relationships that FTI identified during this process is set forth on Exhibit B to this Affidavit.

3. Based on the results of its review, except as otherwise discussed herein, FTI does not have a relationship with any of the parties on Exhibit A in matters related to these proceedings. FTI has provided and could reasonably expect to continue to provide services unrelated to the Debtors' cases for the various entities shown on Exhibit B. FTI's assistance to these parties has been related to providing various financial restructuring, litigation support and/or engineering and scientific investigation consulting services. To the best of my knowledge, no services have been provided to these parties in interest which are adverse to the rights of the Committee, nor does FTI's involvement in these cases compromise its ability to continue such consulting services.

4. Further, as part of its diverse practice, FTI appears in numerous cases, proceedings and transactions that involve many different professionals, including attorneys, accountants and financial consultants, who may represent claimants and parties-in-interest in the Debtors' cases. Also, FTI has performed in the past, and may perform in the future, advisory

² Certain of the disclosures herein relate to matters within the personal knowledge of other professionals at FTI and are based on information provided by them.

consulting services for various attorneys and law firms, and has been represented by several attorneys, law firms and financial institutions, some of whom may be involved in these proceedings. In addition, FTI has in the past, may currently and will likely in the future, be working with or against other professionals involved in these cases in matters unrelated to the Debtors and these cases. Based on our current knowledge of the professionals involved, and to the best of my knowledge, none of these relationships create interests materially adverse to the Committee in matters upon which FTI is to be employed, and none are in connection with these cases.

5. FTI is not believed to be a “Creditor” with respect to fees and expenses of any of the Debtors within the meaning of Section 101(10) of the Bankruptcy Code. Further, neither I nor any other member of the FTI engagement team serving this Committee, to the best of my knowledge, is a holder of any outstanding debt instruments or shares of the Debtors’ stock.

6. FTI has not reviewed the relationship that the members of the FTI engagement team may have against a comprehensive list of employees within the U.S. Trustee’s office in this District, but will do so upon being provided with a list of such persons by the office of the U.S. Trustee.

7. As such, to the best of my knowledge, except as otherwise discussed herein, FTI does not represent any other entity having an interest adverse to the Committee in connection with these cases, and therefore believes it is eligible to represent the Committee under Section 1103(b) of the Bankruptcy Code.

8. It is FTI’s policy and intent to update and expand its ongoing relationship search for additional parties in interest in an expedient manner. If any new material relevant facts or relationships are discovered or arise, FTI will promptly file a Bankruptcy Rule 2014(a) Supplemental Affidavit.

Professional Compensation

Subject to Court approval and in accordance with Bankruptcy Code sections 330 and 331, the Bankruptcy Rules, applicable U.S. Trustee guidelines and local rules, FTI will seek payment for compensation on an hourly basis, according to FTI’s customary hourly rates. The rates, subject to periodic adjustments, charged by FTI professionals anticipated to be assigned to the Debtors’ cases are as follows³:

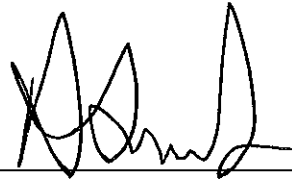
Senior Managing Directors.....	\$710-825
Directors / Managing Directors.....	\$520-685
Consultants / Senior Consultants.....	\$255-480
Administrative / Paraprofessionals.....	\$105-210

FTI will seek reimbursement of actual and necessary expenses incurred by FTI. Actual and necessary expenses would include any reasonable legal fees incurred for FTI’s defense of its retention application and fee applications submitted in this matter, subject to Court approval.

9. To the best of my knowledge, a) no commitments have been made or received by FTI with respect to compensation or payment in connection with these cases other than in accordance with the provisions of the Bankruptcy Code and b) FTI has no agreement with any other entity to share with such entity any compensation received by FTI in connection with these chapter 11 cases.

³ FTI will disclose the new billing rates after any such periodic adjustment, which customarily occurs in January of each year.

Dated this 22nd day of December 2009.



Andrew Scruton

SUBSCRIBED AND SWORN TO BEFORE ME this 22nd day of December 2009.


Notary Public

My Commission Expires:

LINDA J. PEARSON
NOTARY PUBLIC, STATE OF NEW YORK
No. 0110512
QUALIFIED IN QUEENS COUNTY
MY COMMISSION EXPIRES MAY 24, 2012

EXHIBIT A

Listing of Parties-in-Interest Reviewed for Current Relationships

Debtor

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

Non-Debtor Affiliates

Advanta Bank
Advanta Bank Corp.
Advanta Bank Holding Corp.
Advanta Business Cards
Advanta Business Receivables Corp.
Advanta Credit Card Receivables Corp.
Advanta GCF GP Corp.
Advanta GP Corp.
Advanta Growth Capital Fund LP
Advanta India Services Private Limited
Advanta Information Services, Inc.
Advanta Insurance Agency Inc.
Advanta Insurance Company
Advanta International Corporation I
Advanta International Corporation II
Advanta Investment Corp II
Advanta Leasing Services (discontinued)
Advanta Life Insurance Company
Advanta Mortgage (discontinued)
Advanta Partners LP
Advanta Ventures Inc.
BizEquity Corp.
First Advanta Insurance Agency Inc.
Good Company.com LLC

Ideablob Corp..

Recent Sales and Acquisitions

Bank of America Corp.
Chase Manhattan Mortgage Corporation
Fleet Credit Card Services LP
Visa Inc.

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

Ajay Pillai
Anne Howley
Chad C. Blue
Christopher Carroll
Dana Becker Dunn
David B. Weinstock
Dennis Alter
Elizabeth H. Mi
John F. Moore
Lenny DiWilliams
Max Botel
Michael A. Stolper
Olaf Olafsson
Philip M. Browne
Robert S. Blank
Ronald Lubner
Thomas Costello
William A. Rosoff

Debtors' Professionals

Buckley Sandler LLP
Corporate Risk Advisors, LLC
Cozen O'Connor
Dechert LLP

EXHIBIT A

Listing of Parties-in-Interest Reviewed for Current Relationships

Dey's End Consulting
Duane Morris LLP
Erick Brownstein
Howrey LLP
James Morton
KPMG
M.D. Gujrati & Co. Chartered
McGladrey & Pullen, LLP
Nine Summer LLC
Pepper Hamilton LLP
Richards Layton & Finger PA
RSM McGladrey
Schneider, Harrison, Segal & Lewis LLP
Shalom Consulting
Simon Adamiyatt
Transmogrify LLC
US Realty Advisors
VanCott, Bagley, Cornwall & McCarthy
Weil, Gotshal & Manges LLP

Debtor's Attorneys

Richards, Layton & Finger, P.A.
Weil, Gotshal & Manges LLP

Debtor's Financial Advisors

Alvarez & Marsal

Top 34 Unsecured Creditors

Allied Barton Security Services
Aramark
Bank of America (Business Card)
Bank of New York
Bank of New York Mellon
Brandywine Operatir Partnership LP
Career Concepts
Carol Conover
David Kneller
David Weinstock
Denise Jones
DVL Incorporated
Eurest
FedEx

Francis Noonan
Fred W. Fairclough
Interstate Building Maintenance Corp
Karen Braun
Laura Bridgeford
NetJets Aviation, Inc.
O.C. Tanner
Oracle
Ortho McNeil Pharmaceutical
PECO
Philadelphia Newspapers
Phillip A. Turberg
Robert Williamson
Schwab
SHI International Corp
Sunesys
Verizon
William Bracken
William C. Dunkelberg
Yolanda Ward

Official Creditors' Committee Members

Brandywine Operating Partnership
DVL Incorporated
Law Debenture Trust Company of New York
Stonehill Capital Management, LLC
The Bank of New York Mellon

Official Creditors' Committee Attorneys

Drinker Biddle & Reath LLP
Latham & Watkins LLP

Insurers

Axis Insurance Company
Berkley Regional Insurance Company
Catlin Insurance Company
Federal Insurance Company
Hudson Insurance Company
National Union Fire Insurance Company
"The Fidelity and Deposit Company of Maryland

EXHIBIT A

Listing of Parties-in-Interest Reviewed for Current Relationships

(d.b.a. Zurich North America)"
Westchester Fire Insurance Company (ACE)
XL Specialty Insurance Company
Zurich North America

Parties to Litigation/Pending Liabilities

Adam Suitts
Ben's Custom Windows, Inc.
Brandon Callier
Buraye Insurance Agency
Christa P.C. Sullivan
Daniel Haas
Doris J. Logan
Edward L. Bleyнат, Jr.
Freddy Buraye
"Grave Rayburn Bowman, Inc
(d.b.a. Home Sweet Home)"
Home Sweet Home
"Home Care Services, Inc.
(d.b.a. LJM Air Conditioning)"
Howard Yablin
Jack Scalfani
James Baker
Jean Becker-Powell
Jill Baker
Joel Horwich
Kathleen Kerwin
Kenneth L. Brown
Lawrence Smith
LJM Air Conditioning
Lucien B. Padawer
Man K. Kim
Marsa, Inc.
Michael P. Farrell
Paul E. Sampson
Penny J. Graves
R&R Enterprises
Robert Toll
Ron Stern
Sheryl Dylan Russell
Sid Eibl Von Rospeunt
"Sky City Group LLC

(d.b.a. Sky City Properties)"
Sky City Properties
SpiritCorp., Inc.
Susan Levin
Tango Financial Services, Inc.
The Synoptic Project, Ltd.

Major Contract Counterparties

Advanced Call Center Technologies, LLC
Allied Barton Security Services
Anne E. Lewis
Associated Creditors Exchange, Inc.
Bank of New York Mellon
BankServ
Ben Bulgin
Career Concepts, Inc.
Connexions Loyalty Travel Solutions
Deutsche Bank Trust Company (Americas)
Equifax Information SVCS LLC
Eurest
Eurest Dining Services
Experian
Financial Statement Services, Inc.
First Data
GenPack US LLC
Herman Miller Op Spectrum
Interstate Building
James R. Sohn
John T. Lamont
Judge Technical Services
Michael P. Gilmor
NBC Management Services, Inc.
Net Jets Aviation, Inc.
Pamela R. Hill
Philip Cook
Phillips And Cohen Associates, Ltd.
Samuel F. Scabilloni
Schwab Retirement Plan Services Inc.
Shellie Gilmor
SunGard Availability Services
Wachovia NJ/PA/NY
William A. Hill Jr.

EXHIBIT A

Listing of Parties-in-Interest Reviewed for Current Relationships

Governmental & Regulatory Agencies

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

Taxing Authorities

Alabama Revenue Department - Tax
Division
Arkansas Finance and Administration
Department - Revenue Division
California State Board of Equalization
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 &
State of California Franchise Tax Board
Tennessee Revenue Department
Texas Comptroller of Public Accounts
Utah State Tax Commission
West Virginia Tax and Revenue Department
Wisconsin Revenue Department

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 State Department of Taxation and
Finance
New York Taxation and Finance
Department
North Carolina Revenue Department
NYC Dept of Finance
Oklahoma Tax Commission
Pennsylvania Revenue Department
Rhode Island Administration Department
South Carolina Revenue Department

Other Significant Parties-in-Interest (as known)

Citicorp Vendor Finance
Deutsche Bank AG
General Electric Capital Corp

EXHIBIT B

Parties-in-Interest Noted for Court Disclosure

Relationships in Matters Related to These Proceedings

None

Relationships in Unrelated Matters

Recent Sales and Acquisitions

Bank of America Corp.
Chase Manhattan Mortgage Corporation
Fleet Credit Card Services LP
Visa Inc.

Debtors' Current & Former Trade Names

Teacher Service Organization, Inc.
TSO Financial Corp.

Debtors' Professionals

Dechert LLP
Duane Morris LLP
Howrey LLP
KPMG
Pepper Hamilton LLP
Richards Layton & Finger PA
Weil, Gotshal & Manges LLP

Debtor's Attorneys

Weil, Gotshal & Manges LLP

Top 34 Unsecured Creditors

Bank of America (Business Card)
Bank of New York
Bank of New York Mellon
FedEx
Oracle
PECO
Schwab
Verizon

Official Creditors' Committee Members

Stonehill Capital Management, LLC
The Bank of New York Mellon

Official Creditors' Committee Attorneys

Drinker Biddle & Reath LLP
Latham & Watkins LLP

Insurers

National Union Fire Insurance Company
Zurich North America

Major Contract Counterparties

Bank of New York Mellon
Deutsche Bank Trust Company (Americas)
Wachovia NJ/PA/NY

Governmental & Regulatory Agencies

Federal Deposit Insurance Corporation
Office of Thrift Supervision

Other Significant Parties-in-Interest (as known)

Citicorp Vendor Finance
Deutsche Bank AG
General Electric Capital Corp

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

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

**ORDER AUTHORIZING RETENTION OF
FTI CONSULTING, INC. AS FINANCIAL ADVISORS
FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
NUNC PRO TUNC TO NOVEMBER 24, 2009**

Upon the application (the "Application") of the Official Committee of Unsecured Creditors (the "Committee") of the above-captioned debtors and debtors in possession (collectively, the "Debtors"), for an order pursuant to sections 328 and 1103 of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), authorizing them to retain FTI Consulting, Inc. and its wholly owned subsidiaries (collectively "FTI") as financial advisors; and upon the Affidavit of Andrew Scruton in support of the Application; and due and adequate notice of the Application having been given; and it appearing that no other notice need be given; and it appearing that FTI is not representing any adverse interests in connection with these cases; and it appearing that the relief requested in the Application is in the best interest of the Committee; after due deliberation and sufficient cause appearing therefore, it is hereby

ORDERED that the Application be, and it hereby is, granted; and it is further

ORDERED that the capitalized terms not defined herein shall have the meanings ascribed to them in the Application; and it is further

ORDERED that in accordance with sections 328 and 1103 of the Bankruptcy

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), and Great Expectations Management Corp (3328). Each of the Debtors (other than the Great Expectations entities) maintains its principal corporate office at Welsh & McKean Roads, P.O. Box 844, Spring House, Pennsylvania 19477-0844. The Great Expectations entities maintain their principal corporate office at 1209 Orange Street, Wilmington, Delaware 19801.

Code, the Committee is authorized to employ and retain FTI as of November 24, 2009 as their financial advisors on the terms set forth in the Application; and it is further

ORDERED that FTI shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, such Bankruptcy Rules and local bankruptcy rules as may then be applicable from time to time, and such procedures as may be fixed by order of this Court; and it is further

ORDERED that pursuant to the preceding paragraph, FTI is entitled to reimbursement of actual and necessary expenses, including any reasonable legal fees incurred for FTI's defense of its retention and fee applications in this matter, subject to Court approval; and it is further

ORDERED that the following indemnification provisions be approved:

- a. subject to the provisions of subparagraphs (b) and (c) below, the Debtors are authorized to indemnify, and shall indemnify, FTI for any claims arising from, related to, or in connection with FTI's engagement, but not for any claim arising from, related to, or in connection with FTI's post-petition performance of any services other than those in connection with the engagement, unless such post-petition services and indemnification therefore are approved by this Court; and
- b. the Debtors shall have no obligation to indemnify FTI for any claim or expense that is either (i) judicially determined (the determination having become final) to have arisen primarily from FTI's bad faith, gross negligence or willful misconduct, or (ii) settled prior to a judicial determination as to FTI's bad faith, gross negligence or willful misconduct, but determined by this Court, after notice and a hearing pursuant to subparagraph (c) infra, to be a claim or expense for which FTI is not entitled to receive indemnity under the terms of the Application; and
- c. if, before the earlier of (i) the entry of an order confirming a chapter 11 plan in these cases (that order having become a final order no longer subject to appeal), and (ii) the entry of an order closing these chapter 11 cases, FTI believes that it is entitled to the payment of any amounts by the

Debtors on account of the Debtors' indemnification obligations under the Application, including, without limitation, the advancement of defense costs, FTI must file an application therefore in this Court, and the Debtors may not pay any such amounts to FTI before the entry of an order by this Court approving the payment. This subparagraph (c) is intended only to specify the period of time under which the Court shall have jurisdiction over any request for fees and expenses by FTI for indemnification, and not as a provision limiting the duration of the Debtors' obligation to indemnify FTI; and it is further

ORDERED that this court shall retain jurisdiction with respect to all matters arising or related to the implementation of this order.

Dated: _____, 2010

HONORABLE KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE

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

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

CERTIFICATE OF SERVICE

I, the undersigned, hereby certify that on this 22nd day of December, 2009, I caused a true and correct copy of the *Application of the Official Committee of Unsecured Creditors Pursuant to Fed. R. Bankr. P. 2014(a) for Order Under Sections 328 and 1103 of the Bankruptcy Code Authorizing the Retention of FTI Consulting, Inc. as Financial Advisors Nunc Pro Tunc to November 24, 2009* to be served on all parties by operation of the Case Management/Electronic Case Filing System for the United States Bankruptcy Court for the District of Delaware.

Dated: December 22, 2009

DRINKER BIDDLE & REATH LLP

/s/ Howard A. Cohen
Howard A. Cohen (DE 4082)
1100 N. Market Street, Suite 1000
Wilmington, DE 19801
Telephone: (302) 467-4200
Facsimile: (302) 467-4201

Proposed Counsel for the Official
Committee of Unsecured Creditors