

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

In re:	)	Chapter 11
	)	
<b>ADVANTA CORP., et al.,<sup>1</sup></b>	)	Case No. 09-13931 (KJC)
	)	(Jointly Administered)
Debtors.	)	<i>D.I. 130,158</i>

**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

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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), 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.

ascribed to them in the Application; and it is further

ORDERED that in accordance with sections 328 and 1103 of the Bankruptcy 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 indemnification provisions included in the Application are approved to the extent provided in this Order and subject to the following conditions:

- a. Subject to the provisions of subparagraphs (c) and (d) below, the Debtors are authorized to indemnify, and shall indemnify, FTI, in accordance with the Application, for any claims arising from, related to, or in connection with FTI's performance of the services described in the Application,
- b. FTI shall not be entitled to indemnification, contribution or reimbursement pursuant to the Application for services other than the services provided under the Application, unless such services and the indemnification, contribution, or reimbursement therefore are approved by the Court;
- c. Notwithstanding anything to the contrary in the Application, the Debtors shall have no obligation to indemnify any person, or provide contribution or reimbursement to any person, for any claim or expense to the extent that is either (i) judicially determined (the determination having become final and no longer subject to appeal) to have arisen from that person's gross negligence, willful misconduct or fraud, (ii) for a contractual dispute in which the Debtors allege the breach of FTI's contractual obligations

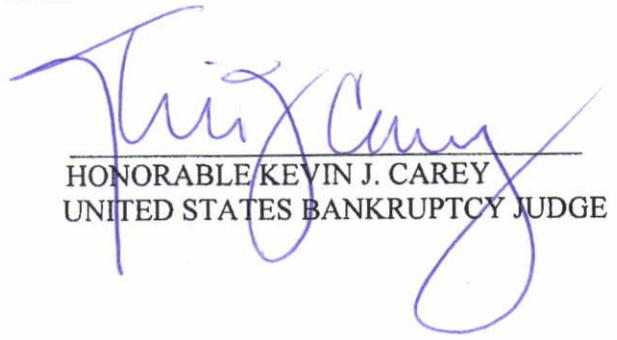
unless the Court determines that indemnification, contribution or reimbursement would be permissible pursuant to In re United Artists Theatre Co., 315 F.3d 217 (3d Cir. 2003); or (iii) settled prior to a judicial determination under (i) and/or (ii), but determined by this Court (the determination having become final and no longer subject to appeal), after notice and a hearing to be a claim or expense for which that person should not receive indemnity, contribution or reimbursement under the terms of the Application; and

- d. 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, contribution and/or reimbursement obligations under the Application, including, without limitation, the advancement of defense costs, FTI shall file an application therefore in this Court, and the Debtors shall not pay any such amounts to FTI before the entry of an order by this Court approving such payment. This paragraph is intended only to specify the period of time under which this Court shall have jurisdiction over any request for fees and expenses by FTI for indemnification, contribution or reimbursement, and is not a provision limiting the duration of the Debtors' obligation to indemnify FTI; and it is further

ORDERED that in the event that FTI seeks reimbursement for attorneys' fees from the Debtors pursuant to the indemnification provisions of the Application, if this Court approves the request per the prior paragraph, the invoices and supporting time records from such attorneys shall be included in FTI's subsequent reimbursement applications (both interim and final), and such invoices and time records shall be subject to the U.S. Trustee's guidelines for compensation and reimbursement of expenses and the approval of this Court pursuant to the standards of sections 330 and 331 of the Bankruptcy Code, without regard to whether such

attorneys have been retained under section 327 of the Bankruptcy Code; 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: July 16, 2010

  
HONORABLE KEVIN J. CAREY  
UNITED STATES BANKRUPTCY JUDGE