

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

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In re : Chapter 11
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ADVANTA CORP., *et al.*, : Case No. 09-13931 (KJC)
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Debtors.¹ : (Jointly Administered)
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: **Re: Docket No. 529**
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**DECLARATION OF RENÉE VARA
IN SUPPORT OF DEBTORS’ MOTION AUTHORIZING
THE EMPLOYMENT OF VARA GLOBAL FINE ARTS LLC AS ART CONSULTANT**

I, Renée Vara, hereby declare:

1. I am over the age of 18 and competent to testify. I am the Chief Executive Officer of Vara Global Fine Arts LLC (“*VGFA*”). I am duly authorized to make and submit this declaration (the “*Declaration*”) on behalf of VGFA in support of the motion (the “*Motion*”) of

¹ The debtors (the “*Debtors*”) in these jointly administered chapter 11 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). Information regarding the Debtors’ businesses and the background relating to events leading up to these chapter 11 cases can be found in (i) the Declaration of William A. Rosoff in Support of the Debtors’ Chapter 11 Petitions and First-Day Motions, filed on November 8, 2009 (the “*Rosoff Declaration*”), the date the majority of Debtors filed their petitions under chapter 11 of title 11 of the United States Code (the “*Bankruptcy Code*”), and (ii) that certain supplement thereto, filed on November 20, 2009, the date Advanta Ventures Inc., BizEquity Corp., ideablob Corp. and Advanta Credit Card Receivables Corp. filed their chapter 11 cases. The Debtors are authorized to continue to operate their businesses and manage their properties as debtors and debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. Further, in accordance with an order of this Court, the Debtors’ cases are being jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”).

Advanta Shared Services Corp. (“ASSC”) authorizing the employment of VGFA as an art consultant.

2. Unless otherwise stated in this Declaration, I have personal knowledge of the matters set forth herein, or have been informed of such matters by professionals of VGFA, and, if called as a witness, I would testify thereto.

DISINTERESTEDNESS OF VGFA

3. In connection with its retention by ASSC, VGFA conducted a review (the “*Conflict Search*”) of relationships between VGFA and the list of individuals and entities that VGFA has been informed may have an interest in these chapter 11 cases (excluding the Debtors, collectively, the “*Parties-in-Interest*”). Based on the results of the Conflict Search conducted to date, to the best of my knowledge, none of myself, VGFA, or any of its principals, members or professionals (collectively, the “*Professionals*”), insofar as I have been able to ascertain based on the procedures employed in the Conflict Search, (a) have any connection with the Debtors, any of the Parties-in-Interest, or the United States Trustee or any person employed in the office of the United States Trustee, or (b) represents an interest that is materially adverse to the interest of the Debtors’ estates or any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in the Debtors, or for any other reason of which I know or about which I have been informed, with respect to the services to be performed as more fully described in the Motion (the “*Services*”), except as disclosed or otherwise described herein.

4. To the best of my knowledge, and based on the results of the Conflict Search, VGFA is a “disinterested person” as section 101(14) of the Bankruptcy Code defines that term, in that, except as otherwise set forth herein, its Professionals:

(a) are not creditors, equity security holders or insiders of the Debtors;

(b) are not and were not, within two years before the date of the filing of the Debtors' chapter 11 petitions, a director, officer or employee of the Debtors; and

(c) do not have an interest materially adverse to the interest of the estates or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors, or for any other reason.

5. Except as is otherwise set forth herein, to the best of my knowledge based on the Conflict Search, neither VGFA nor its Professionals that are to perform the Services have any connections with any Parties-in-Interest or (b) represent an interest that is materially adverse to the interest of the Debtors' estates or any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in the Debtors, or for any other reason of which I know or about which I have been informed, with respect to the Services.

VGFA'S COMPENSATION

6. As part of the retention of VGFA, I negotiated the consulting fees described in the Motion (the "*Consulting Fees*") with ASSC, and was asked by the professional restructuring advisers of the Debtors, Alvarez & Marsal, and the professional restructuring advisers of the official committee of unsecured creditors appointed in these chapter 11 cases, FTI Consulting, to submit a competitive bid for the Services. I believe that the Consulting Fees are competitive with fees for similar services provided by other art consultants.

7. Neither I nor any Professional employed by VGFA 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 Professionals of VGFA.

8. As of the date of the commencement of their chapter 11 cases, the Debtors owed VGFA \$0 for prepetition services.

9. In light of the extensive number of the Debtors' creditors, Parties-in-Interest and potential additional parties in interest, neither I nor VGFA are able conclusively to identify all potential relationships at this time, and we reserve the right to supplement this disclosure as additional relationships come to our attention. To the extent that I become aware of any additional relationship that may be relevant to VGFA's representation of ASSC and/or the Debtors, I will promptly file a supplemental declaration.

I declare under penalty of perjury pursuant to 28 U.S.C. § 1746 that the foregoing is true and correct to the best of my information, knowledge and belief.

Dated: June 7, 2010
New York, New York

/s/ Renée Vara
Renée Vara
Chief Executive Officer
Vara Global Fine Arts LLC