

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

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: **Chapter 11**
: **Case No. 09-13931 (KJC)**
: **(Jointly Administered)**
: **D.I. 529,590**
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In re

ADVANTA CORP., *et al.*,

Debtors.¹

**ORDER AUTHORIZING THE DEBTORS TO
EMPLOY VARA GLOBAL FINE ARTS LLC AS ART CONSULTANT**

Upon the motion dated May 18, 2010 (the “*Motion*”) of Advanta Shared Services Corp. (“*ASSC*”) as debtor and debtor in possession seeking authorization to retain and employ Vara Global Fine Arts LLC (“*VGFA*”), *nunc pro tunc* to May 18, 2010, the date of VGFA’s engagement, all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested 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 ASSC, its creditors and its estate; and the Court

¹ The debtors in these cases (the “*Debtors*”), 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).

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

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 after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted as provided herein; and it is further

ORDERED that in accordance with section 327(a) of the Bankruptcy Code, ASSC is authorized to employ and retain VGFA *nunc pro tunc* to May 18, 2010, as an art consultant under the terms of the Agreement annexed as Exhibit A to the Motion; and it is further

ORDERED that the terms of the Agreement, including without limitation, the Consulting Fees, are reasonable terms and conditions and are approved; and it is further

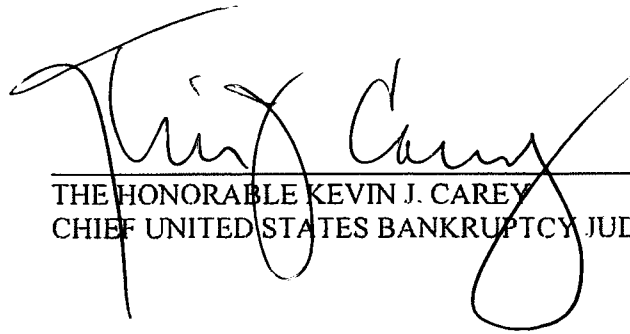
ORDERED that ASSC is authorized to pay VGFA in such amounts and at such times as is provided in the Agreement without further order of this Court; and it is further

ORDERED that, upon the completion of its engagement under the Agreement, VGFA shall file a fee statement with the Court summarizing the total compensation paid to VGFA pursuant to the Agreement, including the Consulting Fees; provided however that VGFA shall not be required to maintain detailed time entries; and it is further

ORDERED that, to the extent that there may be any inconsistency between the terms of the Motion, the Agreement or this Order, the terms of this Order shall govern; 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: June 8, 2010
Wilmington, Delaware



THE HONORABLE KEVIN J. CAREY
CHIEF UNITED STATES BANKRUPTCY JUDGE