

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

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

**APPLICATION OF THE DEBTORS PURSUANT TO SECTIONS 327(a)  
AND 328(a) OF THE BANKRUPTCY CODE AND FEDERAL RULE  
OF BANKRUPTCY PROCEDURE 2014(a) FOR AUTHORITY TO  
EMPLOY WEIL, GOTSHAL & MANGES LLP AS ATTORNEYS FOR THE  
DEBTORS, NUNC PRO TUNC TO THE COMMENCEMENT DATE**

Advanta Corp. (“*Advanta*”) and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the “*Debtors*”) respectfully represent:

---

<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. Additional information regarding the Debtors’ business and the background relating to events leading up to these chapter 11 cases can be found in 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 Debtors filed their petitions (the “*Commencement Date*”) under chapter 11 of title 11 of the United States Code (the “*Bankruptcy Code*”). As of the Commencement Date, 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*”).

### **Relief Requested**

1. By this application (the “*Application*”), the Debtors request, pursuant to sections 327(a) and 328(a) of title 11 of the Bankruptcy Code and Bankruptcy Rule 2014(a), entry of an order substantially in the form attached hereto at Exhibit “B” authorizing the Debtors to employ Weil, Gotshal & Manges LLP (“*WG&M*”) as their attorneys, *nunc pro tunc* to the Commencement Date. Pursuant to sections 327(a) and 328(a) of the Bankruptcy Code, the Debtors request that the Court approve the retention of WG&M under a general retainer to perform the extensive legal services that will be necessary during their chapter 11 cases in accordance with WG&M’s normal hourly rates in effect when services are rendered and WG&M’s normal reimbursement policies.

### **The Retention of WG&M**

2. The Debtors have been informed that Marcia L. Goldstein, member of WG&M, as well as other members of, counsel to, and associates of WG&M who will be employed in these chapter 11 cases, are members in good standing of, among others, the Bar of the State of New York and the United States District Court for the Southern District of New York. Ms. Goldstein and certain other colleagues have been admitted *pro hac vice* to practice before this Court (pursuant to *pro hac* orders).

3. The Debtors have selected WG&M as their attorneys because of the firm’s knowledge of the Debtors’ businesses and financial affairs, its extensive general experience and knowledge, and, in particular, WG&M’s recognized expertise in the field of debtor’s protections and creditors’ rights and business reorganizations under chapter 11 of the Bankruptcy Code. Over the last several decades, WG&M has been actively involved in many major chapter 11 cases. WG&M currently represents or has represented the following debtors: Nortek, Inc., Panolam Industries International, Inc., Extended Stay, Inc., Crescent Resources,

LLC, General Motors Corporation, General Growth Properties, Inc., Magna Entertainment Corp., Bearingpoint, Inc., Recycled Paper Greetings, Inc., Lenox Sales, Inc., Pilgrim's Pride Corporation, Washington Mutual, Inc., Lehman Brothers Holdings, Inc., Vertis Holdings, Inc., SemCrude, L.P., Steve & Barry's Manhattan LLC, Lexington Precision Corp., LandSource Communities Development, LLC, PRC, LLC, Charys Holding Co., Inc. and Crochet & Borel Services, Inc., The Sharper Image Corp., The New York Racing Association Inc., Silicon Graphics, Inc., Atkins Nutritionals, Inc., Footstar, Inc., New World Pasta Company, Parmalat USA Corp., Loral Space & Communications Ltd., TL Administration Corporation, Republic Engineered Product Holdings, WestPoint Stevens Inc., Worldcom, Inc., Adelphia Business Solutions, Inc., Enron Corp., APW Ltd., Agway, Inc., Formica Corp., Global Crossing Ltd., Kasper A.S.L., Ltd., Ames Department Stores, Inc., AI Realty Marketing of New York, Inc., Pergament Home Centers, Inc., Regal Cinemas, Inc., Republic Technologies International, LLC, Rhythms NetConnections Inc., Sunbeam Corporation, Bethlehem Steel Corporation, Armstrong World Industries, Inc., and many others.

4. Due to its prepetition representation of the Debtors in connection with evaluating potential financial obligation restructuring alternatives prior to the commencement of these chapter 11 cases, WG&M has become familiar with the Debtors' businesses, financial affairs, and capital structure. Accordingly, WG&M has the necessary background to deal effectively with many of the potential legal issues and problems that may arise in the context of the Debtors' chapter 11 cases. The Debtors believe that WG&M is both well qualified and uniquely able to represent them in their chapter 11 cases in an efficient and timely manner.

5. Were the Debtors required to retain attorneys other than WG&M in connection with the prosecution of these chapter 11 cases, the Debtors and their respective

creditors and estates would be unduly prejudiced by the time and expense required for such attorneys to become familiar with the intricacies of the Debtors, their business operations and their financial situation.

6. The Debtors also have submitted applications to retain Richards, Layton & Finger, P.A. (“*RLF*”) as local counsel to the Debtors, and Garden City Group as claims and noticing agent.<sup>2</sup> In addition, the Debtors will file shortly an application seeking to employ KPMG as tax advisors. WG&M has advised the Debtors that it intends to carefully monitor and coordinate the efforts of all professionals retained by the Debtors in these chapter 11 cases and will clearly delineate their respective duties so as to prevent duplication of effort, whenever possible. Rather than resulting in any extra expense to the Debtors’ estates, it is anticipated that the efficient coordination of efforts of the Debtors’ attorneys and other professionals will greatly add to the progress and effective administration of these chapter 11 cases.

#### **Scope of Services**

7. The services of WG&M under a general retainer are appropriate and necessary to enable the Debtors to faithfully execute their duties as debtors and debtors in possession and to implement the restructuring and reorganization of the Debtors. Subject to the order of this Court, the Debtors propose to employ WG&M to render the following professional services (except to the extent ethical obligations would require the use of conflicts counsel):

- a. take all necessary actions to protect and preserve the estates of the Debtors, including the prosecution of actions on the Debtors’ behalf, the defense of any actions commenced against the Debtors, the negotiation of disputes in which the Debtors are involved, and the preparation of objections to claims filed against the Debtors’ estates;

---

<sup>2</sup> The Court granted the application to retain Garden City Group pursuant to an order entered on November 11, 2009.

- b. prepare on behalf of the Debtors, as debtors in possession, all necessary motions, applications, answers, orders, reports, and other papers in connection with the administration of the Debtors' estates;
- c. take all necessary or appropriate actions in connection with a plan or plans of reorganization and related disclosure statement(s) and all related documents, and such further actions as may be required in connection with the administration of the Debtors' estates; and
- d. perform all other necessary legal services in connection with the prosecution of these chapter 11 cases.

8. It is necessary for the Debtors to employ attorneys under a general retainer and to render the foregoing professional services. WG&M has stated its desire and willingness to act in these cases and render the necessary professional services as attorneys for the Debtors.

#### **WG&M's Disinterestedness**

9. To the best of the Debtors' knowledge, the members, counsel, and associates of WG&M do not have any connection with or any interest adverse to the Debtors, their creditors, or any other party in interest, or their respective attorneys and accountants, except as may be set forth in the declaration of Marcia L. Goldstein, a member of WG&M (the "***Goldstein Declaration***"), annexed hereto as Exhibit "A."

10. Based upon the Goldstein Declaration, the Debtors submit that WG&M is a "disinterested person," as that term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code. The Debtors have been informed that WG&M will conduct an ongoing review of its files to ensure that no disqualifying circumstances arise, and if any new relevant facts or relationships are discovered, WG&M will supplement its disclosure to the Court.

### **Professional Compensation**

11. As set forth in the Goldstein Declaration, WG&M received payments and retainers, including advances against fees and expenses, for services performed and anticipated in preparation for and prosecution of these chapter 11 cases, in the aggregate amount of approximately \$1,577,720.22. The precise amount will be determined upon the final recording of all time and expense charges. Prior to the Commencement Date, WG&M applied these payments to amounts due from the Debtors as compensation for professional services performed relating to the potential restructuring of the Debtors' financial obligations and the potential commencement of these chapter 11 cases, as well as for the reimbursement of reasonable and necessary expenses incurred in connection therewith against such retainer. As of the date hereof, WG&M has a remaining credit balance in favor of the Debtors for future professional services to be performed, and expenses to be incurred, in the approximate amount of \$75,000.

12. The Debtors understand that WG&M hereafter intends to apply to the Court for allowances of compensation and reimbursement of expenses in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "**Local Rules**"), the guidelines (the "**Guidelines**") established by the office of the United States Trustee (the "**U.S. Trustee**"), and further orders of this Court (the "**Orders**") for all services performed and expenses incurred after the Commencement Date.

13. For services rendered by WG&M in these cases, the Debtors, subject to the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the Guidelines, and the Orders, propose to pay WG&M its customary hourly rates that are in effect from time to time, as set forth in the Goldstein Declaration. The Debtors respectfully submit that such rates

are reasonable. WG&M has agreed to notify the Debtors and the U.S. Trustee of any change in the hourly rates charged by WG&M for services rendered. In addition, subject to the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the Guidelines and any Orders, the Debtors propose to reimburse WG&M according to its customary reimbursement policies. WG&M intends to seek reimbursement for expenses incurred in connection with its representation of the Debtors in accordance with WG&M's normal reimbursement policies, subject to any modifications to such policies that WG&M may be required to make to comply with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the Guidelines or the Orders. WG&M's disbursement policies pass through all out of pocket expenses at actual cost or an estimated actual cost when the actual cost is difficult to determine. For example, with respect to duplication charges, WG&M will charge \$.10 per page because the actual cost is difficult to determine. Similarly, as it relates to computerized research, WG&M believes that it does not make a profit on that service as a whole, although the cost of any particular search is difficult to ascertain. Other reimbursable expenses (whether the service is performed by WG&M in-house or through a third party vendor) include, but are not limited to, facsimiles, toll calls, overtime, overtime meals, deliveries, court costs, cost of food at meetings, transcript fees, travel, and clerk fees.

#### **Jurisdiction**

14. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

### **Notice**

15. No trustee or examiner has been appointed in these chapter 11 cases.

Notice of this Motion will be provided by overnight delivery to (i) the Office of the United States Trustee for the District of Delaware; (ii) the Debtors' 30 largest unsecured creditors (on a consolidated basis); (iii) Bank of New York Mellon as trustee under the Investment Note Indenture and 8.99% Indenture (both as defined in the Rosoff Declaration); and (iv) those parties who have requested notice pursuant to Bankruptcy Rule 2002 (collectively, the "***Notice Parties***").

### **No Previous Request**

16. No previous request for the relief sought herein has been made by the Debtors to this or any other court.



WHEREFORE, the Debtors respectfully request that the Court grant the relief requested herein and such other and further relief as the Court may deem just and proper.

Dated: November 16, 2009

Wilmington, Delaware

**ADVANTA CORP.**

(for itself and on behalf of its affiliated Debtors  
and Debtors in Possession )

By: \_\_\_\_\_

William A. Rosoff

Title: President and Vice Chairman of the Board

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

-----X	:	
	:	Chapter 11
<i>In re</i>	:	
	:	Case No. 09-13931 (KJC)
ADVANTA CORP., <i>et al.</i> ,	:	
	:	(Jointly Administered)
Debtors. <sup>1</sup>	:	
	:	<b>Obj. Deadline: November 27, 2009 at 4:00 p.m. (EST)</b>
	:	<b>Hearing Date: December 4, 2009 at 11:00 a.m. (EST)</b>
-----X		

**NOTICE OF APPLICATION AND HEARING**

PLEASE TAKE NOTICE that, on November 17, 2009, the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”), filed the **Application of the Debtors Pursuant to Sections 327(a) and 328(a) of the Bankruptcy Code and Federal Rule of Bankruptcy Procedure 2014(a) for Authority to Employ Weil, Gotshal & Manges LLP as Attorneys for the Debtors, *Nunc Pro Tunc* to the Commencement Date** (the “Application”) with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3<sup>rd</sup> Floor, Wilmington, Delaware 19801 (the “Bankruptcy Court”).

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Application must be in writing, filed with the Clerk of the Bankruptcy Court and served upon and received by the undersigned proposed counsel for the Debtors on or before **November 27, 2009 at 4:00 p.m. (Eastern Standard Time)**.

---

<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.

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, 5<sup>th</sup> Floor, Courtroom 5, Wilmington, Delaware 19801 on **December 4, 2009 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 THE RELIEF REQUESTED IN THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

Dated: November 17, 2009  
Wilmington, Delaware

*Zach Shapiro*

---

Mark D. Collins (No. 2981)  
Paul N. Heath (No. 3704)  
Chun I. Jang (No. 4790)  
Zachary I. Shapiro (No. 5103)  
RICHARDS, LAYTON & FINGER, P.A.  
One Rodney Square  
920 North King Street  
Wilmington, Delaware 19801  
Telephone: (302) 651-7700  
Facsimile: (302) 651-7701

- and -

WEIL, GOTSHAL & MANGES LLP  
Marcia L. Goldstein  
Robert J. Lemons  
767 Fifth Avenue  
New York, NY 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007

PROPOSED ATTORNEYS FOR  
DEBTORS AND DEBTORS IN  
POSSESSION

**Exhibit A**

**Goldstein Declaration**

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

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

**DECLARATION OF MARCIA L. GOLDSTEIN AND  
DISCLOSURE STATEMENT OF WEIL, GOTSHAL &  
MANGES LLP PURSUANT TO SECTIONS 327, 328(a), 329 AND  
504 OF THE BANKRUPTCY CODE AND RULES 2014(a) AND 2016(b)  
OF THE BANKRUPTCY RULES IN SUPPORT OF APPLICATION OF THE  
DEBTORS PURSUANT TO SECTIONS 327(a) AND 328(a) OF THE BANKRUPTCY  
CODE AND FEDERAL RULE OF BANKRUPTCY PROCEDURE 2014(A) FOR  
AUTHORITY TO EMPLOY WEIL, GOTSHAL & MANGES LLP AS ATTORNEYS  
FOR THE DEBTORS, NUNC PRO TUNC TO THE COMMENCEMENT DATE**

I, Marcia L. Goldstein, hereby declare as follows:

1. I am a member of the firm of Weil, Gotshal & Manges LLP ("***WG&M***" or the "***Firm***"), a law firm with principal offices at 767 Fifth Avenue, New York, New York 10153; regional offices in Washington, D.C.; Austin, Houston, and Dallas, Texas; Miami, Florida; Boston, Massachusetts; Providence, Rhode Island; Wilmington, Delaware; and Silicon Valley, California; and foreign offices in London, United Kingdom; Paris, France; Budapest, Hungary; Warsaw, Poland; Frankfurt and Munich, Germany; Prague, The Czech Republic; Beijing, Hong Kong, and Shanghai, China; and Dubai, United Arab Emirates.

2. I submit this affidavit (the "***Affidavit***") to provide the disclosure required under Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure (the "***Bankruptcy Rules***") in connection with the application (the "***Application***"), dated November 16, 2009 (the "***Commencement Date***"), of the above-captioned debtors and debtors in

possession (collectively, the “**Debtors**”)<sup>1</sup> for approval of the Debtors’ retention of WG&M as their attorneys in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”) pursuant to sections 327(a) and 328(a) of title 11 of the United States Code (the “**Bankruptcy Code**”).

Unless otherwise stated in this Affidavit, I have personal knowledge of the facts set forth herein. To the extent any information disclosed herein requires amendment or modification upon WG&M’s completion of further review or as additional party in interest information becomes available to it, a supplemental affidavit will be submitted to the Court reflecting such amended or modified information.

3. Neither I, WG&M, nor any member, counsel to, or associate of the Firm represents any entity other than the Debtors and their non-debtor wholly-owned subsidiaries in connection with these Chapter 11 Cases. In addition, except as set forth herein, to the best of my knowledge, after due inquiry, neither I, WG&M, nor any member, counsel to, or associate of the Firm represents any party in interest in these Chapter 11 Cases in matters related to these Chapter 11 Cases.

#### **WG&M Disclosure Procedures**

4. WG&M has in the past represented, currently represents, and may in the future represent entities that are claimants or an indirect interest holder of the Debtors in

---

<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. Additional information regarding the Debtors’ business and the background relating to events leading up to these chapter 11 cases can be found in 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**”).

matters unrelated to these Chapter 11 Cases. WG&M, which employs approximately 1,300 attorneys, has a large and diversified legal practice that encompasses the representation of many financial institutions and commercial corporations. Some of those entities are, or may consider themselves to be, creditors or parties in interest in the pending Chapter 11 Cases or to otherwise have interests in these cases.

5. In preparing this Affidavit, I used a set of procedures developed by WG&M to ensure compliance with the requirements of the Bankruptcy Code and the Bankruptcy Rules regarding the retention of professionals by a debtor under the Bankruptcy Code (the “**Firm Disclosure Procedures**”). Pursuant to the Firm Disclosure Procedures, I performed, or caused to be performed, the following actions to identify the parties relevant to this Affidavit and to ascertain WG&M’s connection to such parties:

- a. A comprehensive list of the types of entities who may have contacts with the Debtors was developed through discussions with the WG&M attorneys who have provided services to the Debtors and in consultation with senior management of the Debtors (the “**Retention Checklist**”).
- b. WG&M obtained information responsive to the Retention Checklist through several inquiries of the Debtors’ senior management and review of documents provided by the Debtors to WG&M. WG&M then used that information, together with other information identified by WG&M, to compile a list of the names of entities who may be parties in interest in the Chapter 11 Cases (the “**Potential Parties In Interest**”). A copy of the list of Potential Parties in Interest is attached hereto as Appendix 1.
- c. WG&M maintains a master client database as part of its conflict clearance and billing records. The master client database includes the names of the entities for which any attorney time charges have been billed since the database was first created, approximately 25 years ago (the “**Client Database**”). The Client Database includes the name of each current or former client, the name of the parties who are or were related or adverse to such current or former client, and the names of the WG&M personnel who are or were responsible for current or former matters for such client. It is the policy of WG&M that no new matter may be accepted or opened within the Firm without completing and submitting to those charged with maintaining the conflict clearance system the information necessary to check each such matter for conflicts, including the identity of the prospective



client, the name of the matter, the identities of adverse parties and, in some cases, the identities of parties related to the client or to an adverse party. Accordingly, the database is updated for every new matter undertaken by WG&M. The accuracy of the system is a function of the completeness and accuracy of the information submitted by the attorney opening a new matter.

- d. WG&M compared the names of each of the Potential Parties In Interest to client matters in the Client Database for which professional time was recorded during the two years prior to the comparison.<sup>2</sup> Any matches to names in the Client Database generated by the comparison were compiled, together with the names of the respective WG&M personnel responsible for the identified client matters (the “*Match List*”).
- e. A WG&M attorney then reviewed the Match List and deleted obvious name coincidences and individuals or entities that were adverse to WG&M’s clients in both this matter and the matter referenced on the Match List.
- f. Using information in the Client Database concerning entities on the Match List, and making general and, if applicable, specific inquiries of WG&M personnel, WG&M verified that it does not represent and has not represented any entity on the Match List in connection with the Debtors or the Chapter 11 Cases.
- g. In addition, a general inquiry to all WG&M personnel (attorneys and staff) was sent by electronic mail to determine whether any such individual or any member of his or her household (i) owns any debt or equity securities of any of the Debtors or any direct or indirect significant equity owner of the Debtors; (ii) holds a claim against any of the Debtors; or (iii) is or was an officer, director, employee of any of the Debtors.

#### **WG&M’s Connections with the Debtors**

6. WG&M compiled responses to the foregoing inquiries for the purposes of preparing this Affidavit. Responses to the inquiry described in paragraph 5(g) hereof indicate that no WG&M personnel or member of the household of any WG&M personnel holds any claims against, stock of, or other interests in any of the Debtors and that no such individuals were ever employed any of the Debtors.

---

<sup>2</sup> For purposes of the Firm Disclosure Procedures, WG&M considers an entity a “former client” if all matters for such client have been closed or, if any matters for such client have not been closed, if no billable time for such client has been recorded in the past two years. Because the Firm Disclosure Procedures only reflect client activity during the past two years, matches to client matters outside that timeframe are not reflected in this Affidavit.

7. WG&M has rendered legal services to the Debtors since February 10, 2009. During such time, WG&M has played a significant role in advising the Debtors concerning their affairs, debt obligations, and restructuring alternatives. Most recently, WG&M has performed services necessary to enable the Debtors to file for protection under chapter 11. WG&M was primarily responsible for the preparation of the chapter 11 petitions, motions, and applications relating to these Chapter 11 Cases and their commencement.

**WG&M's Connections with Potential Parties in  
Interest in Matters Unrelated to the Chapter 11 Cases**

8. Either I or an attorney working under my supervision reviewed the connections between WG&M and the clients identified on the Match List and the connections between those entities and the Debtors and determined, in each case, that WG&M does not hold or represent an interest that is adverse to the Debtors' estates and that WG&M is a "disinterested person" as such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, for the reasons discussed below.

9. Except as described below, WG&M previously has represented, currently represents, and may represent in the future the entities described below (or their affiliates) in matters totally unrelated to the Debtors. The disclosure list, attached as Appendix 2 hereto, is the product of implementing the Firm Disclosure Procedures. An entity is listed as a "Current Client" in Appendix 2 if WG&M has any open matters for such entity or a known affiliate of such entity and attorney time charges have been recorded on any such matters within the past two years. An entity is listed as a "Former Client" on Appendix 2 if WG&M represented such entity or a known affiliate of such entity within the past two years based on recorded attorney time charges on a matter, but all matters for such entity or any known affiliate of such entity have been formally closed. WG&M has not represented, does not

represent, and will not represent any of such entities in matters directly related to the Debtors or the Chapter 11 Cases.

10. To the best of my knowledge and information, the only entities listed in Appendix 2 that represent more than one percent (1%) of WG&M's annual revenues over the past 12 months are General Electric and Citigroup.

11. In addition to the entities identified in Appendix 2, the entities identified in Appendix 3, attached hereto, either (i) have a name similar to a client identified on the Match List or (ii) are or may be related to such a client (collectively, the "***Potential Clients***"). After a diligent effort, WG&M was unable to determine whether the similarity of names was in fact a name coincidence or whether, and to what extent, the Potential Client is related to a client identified on the Match List. Out of an abundance of caution, however, WG&M has confirmed that, similar to the clients identified above, WG&M has not represented, does not represent, and will not represent any of the Potential Clients in matters directly related to the Debtors or the Chapter 11 Cases.

12. Responses to the general inquiry of WG&M personnel referenced in paragraph 5(g) of this Affidavit indicate that no WG&M personnel or any member of the household of any WG&M personnel holds any claims against, or stock of or other interests in, any of the Debtors.

13. In addition to the foregoing, through diligent inquiry, I have ascertained no connection, as such term is used in section 101(14)(C) of the Bankruptcy Code, as modified by section 1107(b), and Bankruptcy Rule 2014(a), between WG&M and (i) the U.S. Trustee or any person employed by the Office of the U.S. Trustee, (ii) any attorneys, accountants, or financial consultants in the Chapter 11 Cases, or (iii) any investment bankers

that represent or may represent the Debtors or claimants or other parties in interest in the Chapter 11 Cases, except as set forth herein. As part of its practice, WG&M appears in cases, proceedings, and transactions involving many different attorneys, accountants, financial consultants, and investment bankers, some of which now or may in the future represent claimants and other parties in interest in these cases. WG&M has not represented, and will not represent, any of such parties in relation to the Debtors or their Chapter 11 Cases. WG&M does not have any relationship with any such attorneys, accountants, financial consultants, and investment bankers that would be adverse to the Debtors or their estates.

14. WG&M will continue to apply the Firm Disclosure Procedures as additional information concerning entities having a connection with the Debtors is developed and will file appropriate supplemental disclosure with the Court.

#### **WG&M Is Disinterested**

15. Based on the foregoing, insofar as I have been able to ascertain after diligent inquiry, I believe WG&M does not hold or represent an interest adverse to the Debtors' estates in the matters upon which WG&M is to be employed, and WG&M is "disinterested" as such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code.

#### **WG&M's Retainer, Rates, and Billing Practices**

16. WG&M is not a creditor of the Debtors. During the 12 month period prior to the commencement of these cases, WG&M received from the Debtors an aggregate of approximately \$1,577,720.22 in retainers and payments for professional services performed and for expenses incurred in connection with the preparation of these Chapter 11 Cases. The precise amount will be determined upon the final recording of all time and expense charges. WG&M has used the advance payments received to credit the Debtors' account for WG&M's

estimated charges for professional services performed and expenses incurred up to the time of the commencement of the Chapter 11 Cases and has reduced the balance of the credit available to the Debtors by the amount of such charges. As of the Commencement Date, WG&M had a remaining credit balance in favor of the Debtors for future professional services to be performed, and expenses to be incurred, in the approximate amount of \$75,000. Annexed hereto as Appendix 4 is a list of the payments received by WG&M during the 90-day period prior to the Commencement Date, as well as the credits applied by WG&M. None of the Debtors' prepetition payments to WG&M constitutes a voidable preferential transfer pursuant to section 547 of the Bankruptcy Code. Indeed, all payments were made in a time and manner consistent with ordinary payment practice between the Debtors and WG&M.

17. WG&M intends to charge the Debtors for services rendered in these Chapter 11 Cases at WG&M's normal hourly rates in effect at the time the services are rendered. WG&M's current customary hourly rates, subject to change from time to time, are \$650 to \$950 for members and counsel, \$355 to \$640 for associates, and \$150 to \$290 for paraprofessionals.

18. WG&M also intends to seek reimbursement for expenses incurred in connection with its representation of the Debtors in accordance with WG&M's normal reimbursement policies, subject to any modifications to such policies that WG&M may be required to make to comply with orders of this Court, the Bankruptcy Code, the Bankruptcy Rules, the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "**Local Rules**"), and the guidelines (the "**Guidelines**") established by the office of the U.S. Trustee. WG&M's disbursement policies pass through all out of pocket expenses at actual cost or an estimated actual cost when the actual cost is

difficult to determine. For example, with respect to duplication charges, WG&M will charge \$.10 per page because the actual cost is difficult to determine. Similarly, as it relates to computerized research, WG&M believes that it does not make a profit on that service as a whole although the cost of any particular search is difficult to ascertain. Other reimbursable expenses (whether the service is performed by WG&M in-house or through a third party vendor) include, but are not limited to, facsimiles, toll calls, overtime, overtime meals, deliveries, court costs, cost of food at meetings, transcript fees, travel, and clerk fees.

19. No promises have been received by WG&M, or any member, counsel, or associate thereof, as to payment or compensation in connection with the Chapter 11 Cases other than in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the Guidelines, and the retainer letter between the Debtors and WG&M, dated as of January 8, 2009. WG&M has no agreement with any other entity to share with such entity any compensation received by WG&M or by such entity.

20. The Debtors' Application requests, pursuant to section 328(a) of the Bankruptcy Code, approval of their retention of WG&M on rates, terms, and conditions consistent with what WG&M charges non-chapter 11 debtors, namely, prompt payment of WG&M's hourly rates as adjusted from time to time and reimbursement of out-of-pocket disbursements at cost or based on formulas that approximate the actual cost where the actual cost is not easily ascertainable. Subject to these terms and conditions, WG&M intends to apply pursuant to section 330 of the Bankruptcy Code for allowances of compensation for professional services rendered in these Chapter 11 Cases and for reimbursement of actual and necessary expenses incurred in connection therewith in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the Guidelines, and any Orders.


**Coordination with Other Professionals for the Debtors**

21. WG&M is aware that the Debtors have submitted applications to retain Richards, Layton & Finger, P.A. ("**RLF**") as local counsel to the Debtors, and Garden City Group as claims and noticing agent. In addition, the Debtors will file shortly an application seeking to employ KPMG as tax advisors. WG&M intends to carefully monitor and coordinate the efforts of all professionals retained by the Debtors in the Chapter 11 Cases and will clearly delineate their respective duties so as to prevent duplication of effort, whenever possible.

22. The foregoing constitutes the statement of WG&M pursuant to sections 327(a), 328(a), 329, and 504 of the Bankruptcy Code and Bankruptcy Rules 2014(a) and 2016(b).

I declare under penalty of perjury that, to the best of my knowledge, and after reasonable inquiry, the foregoing is true and correct.

Executed this 16th day of November, 2009.

  
Marcia L. Goldstein, Esq.

## **Appendix 1**

### **Potential Parties in Interest**

#### **Debtors**

1. Advanta Corp.
2. Advanta Investment Corp.
3. Advanta Business Services Holding Corp.
4. Advanta Business Services Corp.
5. Advanta Shared Services Corp.
6. Advanta Service Corp.
7. Advanta Advertising Inc.
8. Advantennis Corp.
9. Advanta Mortgage Holding Company
10. Advanta Auto Finance Corporation
11. Advanta Mortgage Corp. USA
12. Advanta Finance Corp.
13. Great Expectations International, Inc.
14. Great Expectations Franchise Corp.
15. General Expectations Management Corp.

#### **Non-Debtor Affiliates**

1. Ideablob Corp.
2. Bizequity Corp.
3. Advanta Ventures Inc.
4. Advanta Credit Card Receivables Corp.
5. Advanta Bank Holding Corp.
6. Advanta Bank Corp.
7. Advanta GP Corp.
8. Advanta GCF GP Corp.
9. Advanta Investment Corp. II
10. Advanta Information Services, Inc.
11. Advanta International Corporation I
12. Advanta International Corporation II
13. Advanta Insurance Company
14. Advanta Bank
15. Advanta Business Receivables Corp.
16. Advanta Partners LP
17. Advanta Growth Capital Fund LP
18. Good Company.com LLC
19. Advanta India Services Private Limited
20. Advanta Life Insurance Company
21. Advanta Insurance Agency Inc.
22. First Advanta Insurance Agency Inc.
23. Advanta Mortgage (discontinued)
24. Advanta Leasing Services (discontinued)
25. Advanta Business Cards



### **Merged/Dissolved Entities**

1. Advanta Finance Residential Mortgage Corp.
2. Advanta Mortgage Corp. of New Jersey
3. Advanta Nominee Services, Inc.
4. E-Commerce Investments, Inc.
5. Mt. Vernon Leasing, Inc.
6. Advanta Finance Residential Mortgage Corp.
7. Advanta Mortgage Corp. of New Jersey
8. Advanta Nominee Services, Inc.
9. E-Commerce Investments, Inc.
10. Mt. Vernon Leasing, Inc.
11. Advanta Mortgage Conduit Services, Inc.
12. Advanta Mortgage Corp. Midatlantic
13. Advantage Mortgage Corp. Midatlantic II
14. Advanta Mortgage Corp. Northeast
15. Advanta Properties I Corp.
16. Advanta Properties II Corp.
17. Advanta Mortgage Conduit Services, Inc.
18. Advanta Mortgage Corp. Midatlantic
19. Advanta Mortgage Corp. Midatlantic II
20. Advanta Mortgage Corp. Midwest
21. Advanta Mortgage Corp. Northeast
22. Advanta Properties I Corp.
23. Advanta Properties II Corp.
24. Advanta GP II Corp.
25. Advanta GP II Corp.
26. Advanta Partners 101 LP
27. Advanta 101 GP Corp.
28. Advanta 101 GP Corp.
29. Coltex Leverage Lease Corporation I
30. TSLJ Jedobert Cal, Inc.
31. Coltex Leverage Lease Corporation I

### **Recent Sales and Acquisitions**

1. Bank of America Corp.
2. Fleet Credit Card Services, L.P. (acquired 1.3% ownership interest as of December 31, 2008)
3. Chase Manhattan Mortgage Corporation (transferred and assigned all assets and operating liabilities associated with Advanta's mortgage business)
4. Visa Inc. (as of December 31, 2008, owns 497 shares of Visa stock)

### **Debtors' Current & Former Trade Names**

1. Teacher Service Organization, Inc.
2. TSO Financial Corp.

**Debtor Affiliates' Current & Former Trade Names**

1. Advanta National Bank

**Current and Former Officers and Directors**

1. Dennis Alter
2. William A. Rosoff
3. Philip M. Browne
4. Chad C. Blue
5. John F. Moore
6. David B. Weinstock
7. Max Botel
8. Thomas Costello
9. Dana Becker Dunn
10. Anne Howley
11. Ajay Pillai
12. Lenny DiWilliams
13. Elizabeth H. Mai
14. Christopher Carroll
15. Robert S. Blank
16. Ronald Lubner
17. Olaf Olafsson
18. Michael A. Stolper

**Debtors' Professionals**

1. KPMG
2. Dechert LLP
3. Pepper Hamilton LLP
4. Cozen O'Connor
5. Weil, Gotshal & Manges LLP
6. Richards Layton & Finger, P.A.
7. Schneider, Harrison, Segal & Lewis LLP
8. Howrey LLP
9. Buckley Sandler LLP
10. Duane Morris LLP
11. VanCott, Bagley, Cornwall & McCarthy
12. M.D. Gujrati & Co. Chartered
13. McGladrey & Pullen, LLP
14. Corporate Risk Advisors, LLC
15. Erick Brownstein
16. Simon Adamiyatt
17. Transmogrify LLC
18. Nine Summer LLC
19. Shalom Consulting
20. RSM McGladrey
21. Dey's End Consulting

22. James Morton
23. US Realty Advisors

**Top 30 Unsecured Creditors (consolidated)**

1. Bank of New York
2. SHI International Corp
3. Ortho McNeil Pharmaceutical
4. Fred W. Fairclough
5. NetJets Aviation, Inc.
6. David Weinstock
7. Phillip A. Turberg
8. DVL Incorporated
9. William C. Dunkelberg
10. Francis Noonan
11. Carol Conover
12. Yolanda Ward
13. Schwab
14. David Kneller
15. Interstate Bldg Maintenance Corp
16. PECO
17. Bank of America (Business Card)
18. O. C Tanner
19. Fed Ex
20. Aramark
21. Denise Jones
22. Oracle
23. Eurest
24. Karen Braun
25. Career Concepts
26. BNY Mellon
27. Robert Williamson
28. Sunesys
29. Verizon
30. Philadelphia Newspapers

**Insurers**

1. Axis Insurance Company
2. Federal Insurance Company
3. National Union Fire Insurance Company
4. Hudson Insurance Company
5. Catlin Insurance Company
6. XL Specialty Insurance Company
7. Berkley Regional Insurance Company
8. The Fidelity and Deposit Company of Maryland (Zurich)
9. Westchester Fire Insurance Company (ACE)

**Parties to Litigation/Pending Liability**

1. Sheryl Dylan Russell
2. SpiritCorp., Inc.
3. Home Care Services, Inc. d/b/a/ LJM Air Conditioning
4. The Synoptic Project, Ltd.
5. Edward L. Bleynat, Jr.
6. Marsa, Inc.
7. Robert Toll
8. Doris J. Logan
9. Kathleen Kerwin
10. Brandon Callier
11. Daniel Haas
12. Jean Becker- Powell
13. Ben's Custom Windows Inc.
14. Christa P.C. Sullivan
15. Paul E. Sampson
16. Jack Scalfani
17. Ron Stern
18. Howard Yablin
19. Adam Suitts
20. Susan Levin
21. Joel Horwich
22. Lucien B. Padawer
23. Grave Rayburn Bowman, Inc. d/b/a Home Sweet Home
24. Penney J. Graves
25. R&R Enterprises
26. Lawrence Smith
27. Sid Eibl Von Rospeunt
28. Tango Financial Services, Inc.
29. Sky City Group LLC d/b/a Sky City Properties
30. Man K. Kim
31. Fredy Buraye
32. Buraye Insurance Agency
33. Michael P. Farrell
34. Kenneth L. Brown
35. James Baker
36. Jill Baker

**Major Contract Counterparties**

1. Connexions Loyalty Travel Solutions
2. First Data
3. GenPack US LLC
4. NCB Management Services, Inc.
5. Phillips And Cohen Associates, Ltd.
6. Advanced Call Center Technologies, LLC

7. Associated Creditors Exchange, Inc.
8. Allied Barton Security Services
9. Experian
10. Financial Statement Services, Inc.
11. Net Jest Aviation, Inc.
12. Career Concepts, Inc.
13. Wachovia NJ/PA/NY
14. BankServ
15. SunGard Availability Services
16. Eurest Dining Services
17. Judge Technical Services
18. Equifax Information SVCS LLC
19. Schwab Retirement Plan Services Inc.
20. Interstate Building
21. Eurest
22. Herman Miller Op Spectrum
23. Bank of New York Mellon
24. Anne E. Lewis
25. John T. Lamont
26. Samuel F. Scabilloni
27. James R. Sohn
28. Ben Burgin
29. Michael P. Gilmor
30. Shellie Gilmor
31. William A. Hill Jr.
32. Pamela R. Hill
33. Philip Cook
34. Deutsche Bank Trust Company (Americas)

#### **Governmental & Regulatory Agencies**

1. Federal Deposit Insurance Corporation
2. Utah Department of Financial Institutions
3. Delaware Office of the State Bank Commissioner
4. Arizona Department of Insurance
5. Federal Reserve Board
6. Office of Thrift Supervision
7. National Credit Union Administration

#### **Taxing Authorities**

1. Alabama Revenue Department- Tax Division
2. Arkansas Finance and Administration Department- Revenue Division
3. California State Board of Equalization
4. State of California Franchise Tax Board
5. Connecticut Revenue Services Department Tax Division
6. Delaware Finance Department-Revenue Division
7. Delaware Internal Revenue Service

8. District of Columbia Office of Tax and Revenue
9. Idaho Tax Commission
10. Illinois Revenue Department- Tax Division
11. Indiana Revenue Department- Tax Division
12. Maine Administrative and Financial Services Department- Revenue Services
13. Maryland- Director of Assessments & Taxation
14. Massachusetts Department of Revenue
15. Massachusetts Department of Revenue- Bankruptcy Unit
16. Michigan Department of the Treasury- Revenue Tax Division
17. Minnesota Revenue Department
18. Missouri Revenue Department- Tax Division
19. Montana Revenue Department
20. New Hampshire Department of Revenue Administration
21. New Jersey Office of State Treasurer
22. New York Taxation and Finance Department
23. New York State Department of Taxation and Finance
24. NYC Dept of Finance
25. North Carolina Revenue Department
26. Oklahoma Tax Commission
27. Pennsylvania Revenue Department
28. Rhode Island Administration Department
29. South Carolina Revenue Department
30. Tennessee Revenue Department
31. Texas Comptroller of Public Accounts
32. Utah State Tax Commission
33. West Virginia Tax and Revenue Department
34. Wisconsin Revenue Department

**UCC-1**

1. Citicorp Vendor Finance, Inc.
2. Konica Minolta Business Solutions U.S.A., Inc.
3. Advanta Credit Card Receivables Corp.
4. General Electric Capital Corp.
5. Deutsche Bank AG

## **Appendix 2**

### **Disclosure List - Current and Former Clients**

<b>Matched Entity</b>	<b>Relation to Debtors</b>	<b>Relation to WGM</b>
Bank of America Corp.	Recent Sales and Acquisitions	Current Client
Fleet Credit Card Services, L.P.	Recent Sales and Acquisitions	Current Client
Chase Manhattan Mortgage Corporation	Recent Sales and Acquisitions	Current Client
Dechert LLP	Debtors' Professionals	Current Client
Aspect Software Inc.	Top 100 Unsecured Creditors	Current Client
Kroll Associates	Top 100 Unsecured Creditors	Current Client
Sungard Availability Services	Top 100 Unsecured Creditors	Current Client
Wachovia NJ/PA/NY	Major Contract Counterparties	Current Client
Bank of New York Mellon	Major Contract Counterparties	Current Client
Citicorp Vendor Finance, Inc.	UCC-1	Current Client
General Electric Capital Corp.	UCC-1	Current Client
Deutsche Bank AG	Recent Sales and Acquisitions	Current Client
KPMG	Debtors' Professionals	Current Client

### **Appendix 3**

#### **List of Potential Clients**

<b>Matched Entity</b>	<b>Relation to Debtors</b>	<b>Relation to WGM</b>
Genpact US LLC	Top 100 Unsecured Creditor of the Debtors	May be an Affiliate of a Client
Westchester Fire Insurance Company (ACE)	Insurers	Similar Name to Other WGM Client
National Union Fire Insurance Company	Insurers	Related to a Current client
First Data	Major Contract Counterparties (Vendors to the Debtors)	Related to a Current Client
Konica Minolta Business Solutions USA	Top 100 Unsecured Creditors	May be an Affiliate of a Client
Konica Minolta Business	Top 100 Unsecured Creditors	May be an Affiliate of a Client
Home Care Services, Inc.	Parties to Litigation/Pending Liability	May be an Affiliate of a Client



**Appendix 4**

**List of Payments in the 90 Day Period  
Preceding the Commencement Date**

<b>Date</b>	<b>Transaction</b>	<b>Amount</b>	<b>Retainer Balance</b>
08/13/09	Fees and Disbursements	\$54,857	\$300,000
10/06/09	Fees and Disbursements	\$178,998.05	\$300,000
11/06/09	Fees and Disbursements	\$402,057.93	\$300,000
11/07/09	Fees and Disbursements	\$225,000	\$75,000

**Exhibit B**

**Proposed Order**

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

-----X	:	
	:	
<i>In re</i>	:	Chapter 11
	:	
ADVANTA CORP., <i>et al.</i> ,	:	Case No. 09-13931 (KJC)
	:	
Debtors. <sup>1</sup>	:	(Jointly Administered)
	:	
-----X		Re: Docket No. ____

**ORDER PURSUANT TO SECTIONS 327(a) AND 328(a) OF THE  
BANKRUPTCY CODE AND RULE 2014(a) OF THE FEDERAL RULES  
OF BANKRUPTCY PROCEDURE AUTHORIZING THE EMPLOYMENT  
AND RETENTION OF WEIL, GOTSHAL & MANGES LLP AS ATTORNEYS  
FOR THE DEBTORS, NUNC PRO TUNC TO THE COMMENCEMENT DATE**

Upon the application, dated November 16, 2009 (the “*Application*”), of Advanta Corp. and its affiliated debtors, as debtors and debtors in possession (collectively, the “*Debtors*”), pursuant to sections 327(a) and 328(a) of title 11 of the United States Code (the “*Bankruptcy Code*”) and Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”) authorizing the employment and retention of Weil, Gotshal & Manges LLP (“*WG&M*”) as attorneys for the Debtors under a general retainer, *nunc pro tunc* to the Commencement Date, all as more fully set forth in the Application; and upon the declaration of Marcia L. Goldstein, a member of WG&M, filed in support of the Application, annexed to the

---

<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.

Application as Exhibit “A” (the “**Goldstein Declaration**”); and the Court being satisfied, based on the representations made in the Application and the Goldstein Declaration, that WG&M is “disinterested” as such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and represents no interest adverse to the Debtors’ estates with respect to the matters upon which it is to be engaged; and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Application 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 Application having been provided to the Notice Parties; and the relief requested in the Application being in the best interests of the Debtors and their respective estates; and the Court having reviewed the Application; and the Court having determined that the legal and factual bases set forth in the Application 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, and after due deliberation and sufficient cause appearing therefor, it is:

ORDERED that the Debtors are hereby authorized to employ and retain WG&M as their attorneys in the above-referenced chapter 11 cases under a general retainer, all as contemplated by the Application, *nunc pro tunc* to the Commencement Date; and it is further

ORDERED that WG&M shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, the applicable Bankruptcy Rules, the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, the guidelines established by the office of the United States Trustee, and any further orders of this Court; 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: \_\_\_\_\_, 2009  
Wilmington, Delaware

---

THE HONORABLE KEVIN J. CAREY  
CHIEF UNITED STATES BANKRUPTCY JUDGE