

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

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: Chapter 11
In re :
: Case No. 09-13931 (KJC)
ADVANTA CORP., *et al.*, :
: (Jointly Administered)
Debtors.¹ :
: Obj. Deadline: November 27, 2009 at 4:00 p.m. (EST)
: Hearing Date: December 4, 2009 at 11:00 a.m. (EST)
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**MOTION OF THE DEBTORS FOR AUTHORITY TO IMPLEMENT CERTAIN
PROCEDURES TO RETAIN, COMPENSATE, AND REIMBURSE
ORDINARY COURSE PROFESSIONALS PURSUANT TO
SECTIONS 105(a), 327, 328, AND 330 OF THE BANKRUPTCY CODE**

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:

Relief Requested

1. By this motion (the “*Motion*”), the Debtors request, pursuant to sections 105(a), 327, and 330 of the Bankruptcy Code, entry of the proposed order (the “*Proposed Order*”) substantially in the form attached hereto as Exhibit “A,” (a) establishing certain procedures to retain Ordinary Course Professionals without formal retention applications, and

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. 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 “*Petition Date*”) under chapter 11 of title 11 of the United States Code (the “*Bankruptcy Code*”).

(b) authorizing the Debtors to compensate and reimburse such professionals without individual fee applications. An initial list of Ordinary Course Professionals (the “*OCP List*”) is attached to the Proposed Order as Appendix “1.”

Proposed Procedures

2. The Debtors desire to continue to employ the Ordinary Course Professionals to render a wide variety of professional services to their estates in the same manner and for the same purposes as the Ordinary Course Professionals did before the Commencement Date. In the past, these professionals have provided professional services relating to audit, tax and legal services as well as other services relating to issues that have a direct and significant impact on the Debtors’ day-to-day operations. It is essential that the employment of these Ordinary Course Professionals, many of whom already are familiar with the Debtors’ businesses and financial affairs, be continued in order to avoid disruption of the Debtors’ normal business operations.

3. The proposed employment of the Ordinary Course Professionals and the payment of monthly compensation on the basis set forth below are in the best interests of the Debtors and their respective estates and creditors. The relief requested will save the estates the substantial expenses associated with applying separately for the employment of each Ordinary Course Professional. Further, the relief requested will avoid the incurrence of additional fees relating to the preparation and prosecution of interim fee applications for each Ordinary Course Professional. Likewise, the procedure outlined below will relieve the Court, the Office of the United States Trustee for the District of Delaware (the “*U.S. Trustee*”), and the Official Committee of Unsecured Creditors (the “*Committee*”), once appointed, of the burden of reviewing numerous fee applications involving relatively small amounts of fees and expenses.

4. Accordingly, the Debtors request that the Court dispense with the requirement of individual retention and fee applications for such Ordinary Course Professionals and implement the following procedures:

- (a) Within 30 days after the later of (i) the entry of an order granting this Motion and (ii) the date on which the Ordinary Course Professional commences services for the Debtors, each Ordinary Course Professional shall provide the following to the Debtors' attorneys: (a) an affidavit (the "**OCP Affidavit**") substantially in the form annexed to the Proposed Order as Appendix "2" certifying that the professional does not represent or hold any interest adverse to the Debtors or their estates with respect to the matter(s) on which the professional is to be employed and (b) a completed retention questionnaire (the "**Retention Questionnaire**") substantially in the form annexed to the Proposed Order as Appendix "3."
- (b) Upon receipt of the OCP Affidavit and Retention Questionnaire, the Debtors shall file the same with the Court and serve a copy thereof upon (i) the U.S. Trustee, (ii) the attorneys for any official committees appointed in these chapter 11 cases, and (iii) all other parties requesting service of documents in these chapter 11 cases (collectively, the "**OCP Notice Parties**").
- (c) If no objections are filed and properly served within 15 days following service of the OCP Affidavit and Retention Questionnaire (the "**Objection Deadline**"), the Debtors may retain and employ the Ordinary Course Professional without further order from the Court.
- (d) If an objection is filed and such objection cannot be resolved within 20 days after the Objection Deadline, the matter shall be scheduled for adjudication by the Court at the next available hearing.
- (e) No Ordinary Course Professional may be paid any amount for invoiced fees and expenses until the Ordinary Course Professional has been retained in accordance with these procedures.
- (f) Once the Debtors retain an Ordinary Course Professional in accordance with these procedures, the Debtors shall pay each Ordinary Course Professional 100% of the fees and 100% of the disbursements incurred upon the submission to, and approval by, the Debtors of an appropriate invoice setting forth in reasonable detail the nature of the services rendered and expenses actually incurred; provided, however, that the Ordinary Course Professional's total compensation and reimbursement shall not exceed \$75,000 for each three month period starting from the first full month following the commencement of these chapter 11 cases (the "**Quarterly Cap**"). To the extent that any Ordinary Course Professional possessed a fee advance prepetition, such Ordinary Course Professional may apply such advance against any prepetition amounts due and outstanding as of the Commencement Date.

- (g) Within 30 days after the end of each quarterly period, the Debtors will file a statement with the Court and serve the same on the OCP Notice Parties, certifying the Debtors' compliance with the terms of the relief requested herein. The statement shall include for each Ordinary Course Professional (i) the name of such Ordinary Course Professional and (ii) for each quarterly period, the aggregate amounts paid as compensation for services rendered and as reimbursement of expenses incurred by such Ordinary Course Professional.
- (h) In the event that a professional's fees and expense exceed the Quarterly Cap, the excess amount over the Quarterly Cap shall be subject to prior approval of the Court in accordance with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, the fee guidelines of the U.S. Trustee, and any orders of the Court.
- (i) Should the Debtors seek to retain additional Ordinary Course Professionals during these chapter 11 cases, the Debtors shall amend the OCP List and file the amended OCP List when filing the OCP Affidavits and Retention Questionnaires of the additional professionals.

5. The Debtors reserve their right to (a) dispute any invoice submitted by any Ordinary Course Professional and (b) retain any additional Ordinary Course Professionals from time to time as the need arises.

**Employment of Ordinary Course
Professionals Should Be Authorized**

6. Section 327(a) of the Bankruptcy Code provides as follows:

Except as otherwise provided in this section, the trustee, with the court's approval, may employ one or more attorneys, accountants, appraisers, auctioneers, or other professional persons, that do not hold or represent an interest adverse to the estate, and that are disinterested persons, to represent or assist the trustee in carrying out the trustee's duties under this title.

7. Section 327(e) of the Bankruptcy Code further provides that "with the court's approval" a debtor may employ:

for a specified special purpose, other than to represent the trustee in conducting the case, an attorney that has represented the debtor, if in the best interest of the estate, and if such attorney does not represent or hold any interest adverse to the debtor or to the estate with respect to the matter on which such attorney is to be employed.

8. Section 328(a) of the Bankruptcy Code provides, in pertinent part, that the trustee “with the court’s approval, may employ or authorize the employment of a professional person under section 327 or 1103 of this title, as the case may be, on any reasonable terms and conditions of employment . . .”.

9. Section 330 of the Bankruptcy Code further provides, in pertinent part, that:

[a]fter notice to the parties in interest and the United States Trustee and a hearing, and subject to sections 326, 328, and 329, the court may award to a . . . professional person employed under section 327 or 1103 —

- (A) reasonable compensation for actual, necessary services rendered by . . . the professional person, or attorney and by any paraprofessional person employed by any such person; and
- (B) reimbursement for actual, necessary expenses.

10. Section 105(a) of the Bankruptcy Code provides:

The court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title. No provision of this title providing for the raising of an issue by a party in interest shall be construed to preclude the court from, *sua sponte*, taking any action or making any determination necessary or appropriate to enforce or implement court orders or rules, or to prevent an abuse of process.

11. Although certain of the Ordinary Course Professionals may hold unsecured claims against the Debtors for prepetition services rendered to the Debtors, the Debtors do not believe that any of the Ordinary Course Professionals have an interest materially adverse to the Debtors, their creditors, or other parties in interest that should preclude such professional from continuing to represent the Debtors. Further, section 328(c) of the Bankruptcy Code excludes attorneys retained pursuant to section 327(e) from the requirement that such professional person be a disinterested person. Accordingly, pursuant to the above cited

provisions of the Bankruptcy Code, the Court may authorize the retention of the Ordinary Course Professionals.

12. The Debtors submit that, in light of the additional cost associated with the preparation of employment applications for professionals who will receive relatively small fees, it is impractical and inefficient for the Debtors to submit individual applications and proposed retention orders for each Ordinary Course Professional. Accordingly, the Debtors request that this Court dispense with the requirement of individual employment applications and retention orders for each Ordinary Course Professional.

13. Other than Ordinary Course Professionals, all professionals employed by the Debtors to assist in the prosecution of these chapter 11 cases will be retained by the Debtors pursuant to separate retention applications. Such professionals will be compensated in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and other orders of this Court.

14. Retention and payment plans similar to those that are proposed herein have been approved in many cases within this District. *See, e.g., In re Aleris International, Inc., et al.*, Case No. 09-10478 (Bankr. D.Del. March 11, 2009); *In re LandSource Communities Development, L.L.C., et al.*, Case No. 08-11111 (KJC) [Docket No. 35] (Bankr. D.Del. Jul. 9, 2008); *In re Sharper Image Corporation*, Case No. 08-10322 (KG) [Docket No. 242](Bankr. D. Del. Apr. 2, 2008); *In re Charys Holding Company Inc.*, Case No. 08-10289 (BLS) [Docket No. 26] (Bankr. D. Del. March 10, 2008); *In re Hancock Fabrics, Inc.*, Case No. 07-10353 (BLS) [Docket No. 289] (Bankr. D. Del. Apr. 13, 2007).

15. Based on the foregoing, the Debtors submit that the requested relief is necessary and appropriate, is in the best interests of their respective estates and creditors, and should be granted in all respects.

Jurisdiction

16. 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

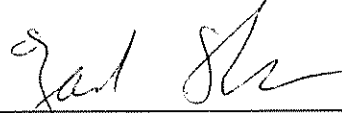
17. No trustee or examiner has been appointed in these chapter 11 cases. Notice of this Motion will be provided, via overnight mail, to (i) the Office of the United States Trustee for the District of Delaware; (ii) the Debtors' 30 largest unsecured creditors (on a consolidated basis); (iii) Bank of New York Mellon as trustee under the Investment Note Indenture and 8.99% Indenture (both as defined in the Rosoff Declaration) (collectively, the "*Notice Parties*"); and (iv) those parties who have requested notice pursuant to Bankruptcy Rule 2002. The Debtors respectfully submit that no further notice of this Motion is required.

No Previous Request

18. No previous request for the relief sought herein has been made 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 18, 2009
Wilmington, Delaware



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

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

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

NOTICE OF MOTION AND HEARING

PLEASE TAKE NOTICE that, on November 18, 2009, the above-captioned debtors and debtors-in-possession (collectively, the "Debtors"), filed the **Motion of the Debtors for Authority to Implement Certain Procedures to Retain, Compensate, and Reimburse Ordinary Course Professionals Pursuant to Section 105(a), 327, 328 and 330 of the Bankruptcy Code** (the "Motion") with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801 (the "Bankruptcy Court").

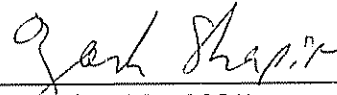
PLEASE TAKE FURTHER NOTICE that any responses or objections to the Motion must be in writing, filed with the Clerk of the Bankruptcy Court and served upon and received by the undersigned proposed counsel for the Debtors on or before **November 27, 2009 at 4:00 p.m. (Eastern Standard Time)**.

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.

PLEASE TAKE FURTHER NOTICE that if any objections to the Motion are timely-filed, served and received and such objections are not otherwise timely resolved, a hearing to consider such objections and the Motion 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 **December 4, 2009 at 11:00 a.m. (Eastern Standard Time)**.

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

Dated: November 18, 2009
Wilmington, Delaware



Mark D. Collins (No. 2981)
Paul N. Heath (No. 3704)
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New York, NY 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

PROPOSED ATTORNEYS FOR
DEBTORS AND DEBTORS IN
POSSESSION

Exhibit A
The Proposed Order

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UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

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

**ORDER PURSUANT TO SECTIONS 105(a), 327, 328, AND 330 OF THE
BANKRUPTCY CODE IMPLEMENTING CERTAIN PROCEDURES TO RETAIN,
COMPENSATE, AND REIMBURSE ORDINARY COURSE PROFESSIONALS**

Upon the motion (the “*Motion*”), dated November 18, 2009, Advanta Corp. (“*Advanta*”) and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the “*Debtors*”), pursuant to sections 105(a), 327, 328, and 330 of title 11 of the United States Code (the “*Bankruptcy Code*”), implementing certain procedures to (a) retain professionals used in the ordinary course of business (“*Ordinary Course Professionals*”) without formal retention applications and (b) compensate and reimburse such professionals in the ordinary course without individual fee applications, 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

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

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 the Debtors and their respective estates; and the Court 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 upon the record of the hearing on the Motion, and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Debtors are authorized to retain, compensate, and reimburse Ordinary Course Professionals, an initial list of which is attached hereto as Appendix “1” (the “*OCP List*”), in accordance with the following procedures:

- (a) Within 30 days after the later of (i) the entry of an order granting this Motion and (ii) the date on which the Ordinary Course Professional commences services for the Debtors, each Ordinary Course Professional shall provide the following to the Debtors’ attorneys:
 - (a) an affidavit (the “*OCP Affidavit*”) substantially in the form annexed hereto as Appendix “2” certifying that the professional does not represent or hold any interest adverse to the Debtors or their estates with respect to the matter(s) on which the professional is to be employed and
 - (b) a completed retention questionnaire (the “*Retention Questionnaire*”) substantially in the form annexed hereto as Appendix “3.”
- (b) Upon receipt of the OCP Affidavit and Retention Questionnaire, the Debtors shall file the same with the Court and serve a copy thereof upon (i) the U.S. Trustee, (ii) the attorneys for any official committees appointed in these chapter 11 cases, and (iii) all other parties requesting service of documents in these chapter 11 cases (collectively, the “*OCP Notice Parties*”).
- (c) If no objections are filed and properly served within 15 days following service of the OCP Affidavit and Retention Questionnaire (the “*Objection Deadline*”), the Debtors may retain and employ the Ordinary Course Professional without further order from the Court.

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

- (d) If an objection is filed and such objection cannot be resolved within 20 days after the Objection Deadline, the matter shall be scheduled for adjudication by the Court at the next available hearing.
- (e) No Ordinary Course Professional may be paid any amount for invoiced fees and expenses until the Ordinary Course Professional has been retained in accordance with these procedures.
- (f) Once the Debtors retain an Ordinary Course Professional in accordance with these procedures, the Debtors shall pay each Ordinary Course Professional 100% of the fees and 100% of the disbursements incurred upon the submission to, and approval by, the Debtors of an appropriate invoice setting forth in reasonable detail the nature of the services rendered and expenses actually incurred; provided, however, that the Ordinary Course Professional's total compensation and reimbursement shall not exceed \$75,000 for each three month period starting from the first full month following the commencement of these chapter 11 cases (the "*Quarterly Cap*"). To the extent that any Ordinary Course Professional possessed a fee advance prepetition, such Ordinary Course Professional may apply such advance against any prepetition amounts due and outstanding as of the Commencement Date.
- (g) Within 30 days after the end of each quarterly period, the Debtors will file a statement with the Court and serve the same on the OCP Notice Parties, certifying the Debtors' compliance with the terms of the relief requested herein. The statement shall include for each Ordinary Course Professional (i) the name of such Ordinary Course Professional and (ii) for each quarterly period, the aggregate amounts paid as compensation for services rendered and as reimbursement of expenses incurred by such Ordinary Course Professional.
- (h) In the event that a professional's fees and expense exceed the Quarterly Cap, the excess amount over the Quarterly Cap shall be subject to prior approval of the Court in accordance with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, the fee guidelines of the U S. Trustee, and any orders of the Court.
- (i) Should the Debtors seek to retain additional Ordinary Course Professionals during these chapter 11 cases, the Debtors shall amend the OCP List and file the amended OCP List when filing the OCP Affidavits and Retention Questionnaires of the additional professionals.

ORDERED that the form OCP Affidavit and Retention Questionnaire are approved; 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

Appendix 1

Initial List of Ordinary Course Professionals

Professional	Service Performed by Professional
Becket & Lee LLP	Audit Services
RSM McGladry	Audit Services
Cozen O'Connor	Legal Services
Dechert LLP	Legal Services
Duane Morris LLP	Legal Services
Morrison & Foerster LLP	Legal Services
Pepper Hamilton LLP	Legal Services
Vancott Bagley, Cornwall & McCarthy	Legal Services

Appendix 2

Affidavit and Disclosure Statement

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**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

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

**AFFIDAVIT AND DISCLOSURE STATEMENT OF [INSERT INDIVIDUAL'S NAME],
ON BEHALF OF [INSERT FIRM NAME]**

STATE OF _____)
) s.s.:
COUNTY OF _____)

_____, being duly sworn, upon his oath, deposes and says as follows:

1. I am a _____ of _____, located at _____ (the "*Company*").

2. Advanta Corp. and certain of its direct and indirect subsidiaries and affiliates (collectively, the "*Debtors*") have requested that the Company provide _____ services to the Debtors, and the Company has consented to provide such services (the "*Services*").

3. The Services include, but are not limited to, the following:

_____.

4. The Company may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. As part of its customary practice, the Company is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants, employees of the Debtors, or other parties in interest in these chapter 11 cases. The Company does not perform services for any such person in connection with these chapter 11 cases. In addition, the Company does not have any relationship with any such person, their attorneys, or their accountants that would be adverse to the Debtors or their estates with respect to the matters on which the Company is to be retained.

5. Neither I nor any principal of or professional employed by the Company 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 principals and regular employees of the Company.

6. Neither I nor any principal of or professional employed by the Company, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates with respect to the matters on which the Company is to be retained.

7. As of the date of the commencement of their chapter 11 cases, the Debtors owed the Company \$_____ for prepetition services.

8. The Company is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Company should discover any facts bearing on the matters described herein, the Company will supplement the information contained in this affidavit.

9. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct, and that this Affidavit and Disclosure Statement was executed on _____ 2009, at _____, _____.

Affiant Name:

SWORN TO AND SUBSCRIBED before
me this ____ day of _____, 2009

Notary Public

Appendix 3
Retention Questionnaire

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**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

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

RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED by Advanta Corp and its affiliated debtors, as debtors and debtors in possession (collectively, the "Debtors")

**DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.
RETURN IT FOR FILING BY THE DEBTORS, TO:**

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153
Attn: David Griffiths

All questions must be answered. Please use "none," "not applicable," or "N/A," as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of company:

2. Date of retention: _____

3. Type of services to be provided (accounting, legal, etc.):

4. Brief description of services to be provided:

5. Arrangements for compensation (hourly, contingent, etc.)

(a) Average hourly rate (if applicable): _____

(b) Estimated average monthly compensation based on prepetition retention (if company was employed prepetition):

6. Prepetition claims against any of the Debtors held by the company:

Amount of claim: \$ _____

Date claim arose: _____

Nature of claim: _____

7. Prepetition claims against any of the Debtors held individually by any member, associate, or professional employee of the company:

Name: _____

Status: _____

Amount of claim: \$ _____

Date claim arose: _____

Nature of claim: _____

8. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates for the matters on which the company is to be employed.

9. Name of individual completing this form.

Dated: _____, 2009