

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

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

**CERTIFICATION OF COUNSEL REGARDING ORDER APPROVING
MOTION PURSUANT TO SECTIONS 105(A) AND 363 OF THE BANKRUPTCY
CODE AUTHORIZING THE EMPLOYMENT OF VARA GLOBAL FINE
ARTS LLC AS ART CONSULTANT**

The undersigned hereby certifies as follows:

1. On May 18, 2010, the above captioned debtors (the “Debtors”) filed the *Motion Pursuant to Sections 105(a) and 363 of the Bankruptcy Code Authorizing the Employment of Vara Global Fine Arts LLC as Art Consultant* (the “Motion”) [Docket No. 529].
2. Pursuant to the *Notice of Motion and Hearing*, responses to the Motion were to be filed and served no later than 4:00 p.m. (Eastern Daylight Time) on June 1, 2010. This deadline was extended through June 4, 2010 for the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”).
3. On June 4, 2010, the U.S. Trustee filed the *Acting United States Trustee’s Objection to the Motion Pursuant to Sections 105(a) and 363 of the Bankruptcy Code, Authorizing the Employment of Vara Global Fine Arts LLC as Art Consultant* (the “Objection”)

¹ 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

[Docket No. 574].

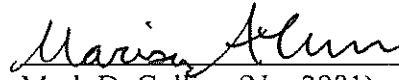
4. The Debtors and the U.S. Trustee were able to resolve the Objection by modifying the proposed order attached to the Motion (the “Originally Proposed Order”). Attached hereto as Exhibit A is a revised form of order resolving the Objection and approving the Motion (the “Revised Order”). Additionally, pursuant to the agreement between the Debtors and U.S. Trustee resolving the Objection, on June 7, 2010, the Debtors filed the *Declaration of Renée Vara in Support of Debtors’ Motion Authorizing the Employment of Vara Global Fine Arts LLC as Art Consultant* [Docket No. 585].

5. Other than the Objection, the undersigned certifies that she has reviewed the Court’s docket in the above-captioned chapter 11 cases, and no answer, objection or other responsive pleading to the Motion appears thereon. The undersigned further certifies that neither she nor the Debtors have received further comments, objections or informal responses to the Motion.

6. The Revised Order has been circulated to and is acceptable to the U.S. Trustee. For the convenience of the Court and all parties-in-interest, a blackline of the Revised Order against the Originally Proposed Order is attached hereto as Exhibit B.

WHEREFORE, the Debtors respectfully request that the Revised Order, substantially in the form attached hereto as Exhibit A, be entered at the earliest convenience of the Court.

Dated: June 7, 2010
Wilmington, Delaware



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Paul N. Heath (No. 3704)
Chun I. Jang (No. 4790)
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ATTORNEYS FOR DEBTORS AND
DEBTORS IN POSSESSION

EXHIBIT A

**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. ¹	:	(Jointly Administered)
	:	
-----X		

**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

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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: _____, 2010
Wilmington, Delaware

THE HONORABLE KEVIN J. CAREY
CHIEF UNITED STATES BANKRUPTCY JUDGE

EXHIBIT B

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

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

**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, pursuant to sections 105(a) and 363 of title 11 of the United States Code (the “*Bankruptcy Code*”), 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

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

in the Motion being in the best interests of the Debtors, their ASSC, its creditors and their estates its estate; 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 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 ~~405~~327(a) and ~~363~~ of the Bankruptcy Code, ASSC is authorized to employ ~~VGFA~~ 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

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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: _____, 2010
Wilmington, Delaware

UNITED STATES BANKRUPTCY
JUDGE

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