

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE 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.	:	(Jointly Administered)
	-X	Re: Docket No. 671, 707

**ORDER AUTHORIZING ADVANTA SHARED SERVICES CORP. TO  
EMPLOY AND RETAIN CHRISTIE'S INC. AND APPROVING SALE OF ARTWORK**

Upon the application dated July 22, 2010 (the "*Application*") of Advanta Shared Services Corp. ("*ASSC*"), as debtor and debtor in possession, for an order (i) pursuant to sections 327(a) and 328 of title 11 of the United States Code (the "*Bankruptcy Code*"), authorizing ASSC to employ and retain Christie's Inc. (hereafter referred to as "*Christie's*") as auctioneer for the Debtors, nunc pro tunc to July 22, 2010 (the "*Retention Date*"); and (ii) pursuant to section 363 of the Bankruptcy Code,<sup>1</sup> authorizing and approving the sale(s) of approximately 56 post-war and contemporary paintings, prints and sculptures by European and American artists in ASSC's corporate art collection (the "*Property*") through Christie's, free and clear of all liens, claims and encumbrances; and upon the Declaration of Cathy Elkie in support of the Application annexed thereto as *Exhibit B*; and due and adequate notice of the Application having been given; and the Court being satisfied that Christie's is a "disinterested person" as such term is defined under section 101(14) of the Bankruptcy Code; and it appearing that no other or further notice need be provided; and it appearing that the relief requested by this Application is in the best interests of ASSC, its estate, and its creditors; and after due deliberation and sufficient cause appearing therefor, it is hereby

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

ORDERED that the Application is granted; and it is further

ORDERED that, pursuant to sections 327(a) and 328 of the Bankruptcy Code, ASSC is hereby authorized to retain Christie's as auctioneer, nunc pro tunc to the Retention Date on the terms set forth in the Agreement; and it is further

ORDERED that the terms of the Agreement, including without limitation, the compensation provisions, are reasonable terms and conditions of employment and are hereby approved; and it is further

ORDERED that, within 70 calendar days of the completion of the last Sale under the Agreement, Christie's (with the assistance of ASSC) shall file a fee statement with the Court summarizing the proceeds of the sale of the Property and the total compensation paid to Christie's pursuant to the Agreement, which shall be subject to review under section 330 of the Bankruptcy Code; provided, however that Christie's shall not be required to maintain detailed time entries; and it is further

ORDERED that, pursuant to section 363(b)(1) of the Bankruptcy Code, the sale of the Property pursuant to the terms of the Agreement, whether by public auction or private sale, is hereby approved and authorized without further order of this Court; and it is further

ORDERED that, notwithstanding the consignment of the Property to Christie's, ASSC shall retain all rights and interests in the Property until such Property is sold and proceeds thereof are received by ASSC; and it is further

ORDERED that, pursuant to section 363(f) of the Bankruptcy Code, the sale of the Property by Christie's shall be free and clear of any and all liens, claims, and encumbrances, with such liens, claims, and encumbrances, if any, to attach to the proceeds of the Property with the same force, effect, and priority as such liens, claims, and encumbrances have on the Property, as appropriate; and it is further

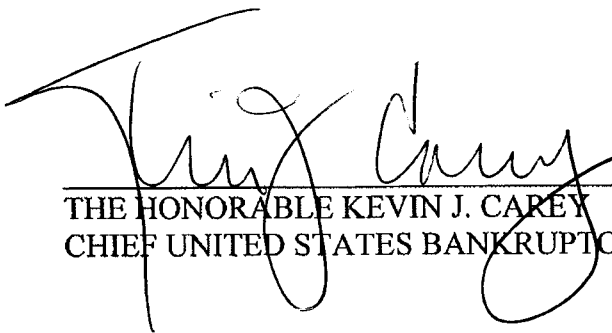
ORDERED that the rights and defenses of ASSC and any other party in interest with respect to any assertion that any liens, claims, and encumbrances have attached to the proceeds of the sale of the Property are hereby preserved; and it is further

ORDERED that the 14-day stay under Rule 6004(h) of the Federal Rules of Bankruptcy Procedure is waived; and it is further

ORDERED that to the extent there is inconsistency between the terms of the Agreement, the Application, and 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: August 10, 2010  
Wilmington, Delaware



THE HONORABLE KEVIN J. CAREY  
CHIEF UNITED STATES BANKRUPTCY JUDGE