

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

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

Re: Docket No. 673,705

**ORDER AUTHORIZING THE RETENTION AND
EMPLOYMENT OF INSURANCE STRATEGIES CONSULTING, LLC
AS INSURANCE CONSULTANT FOR THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS NUNC PRO TUNC TO JUNE 16, 2010**

Upon the application (the "Application") of the Official Committee of Unsecured Creditors (the "Committee") of Advanta Corporation, *et al.* (the "Debtors"), by and through its counsel, Latham & Watkins LLP ("Latham") and Drinker Biddle & Reath LLP ("Drinker"), for the entry of an order pursuant to 11 U.S.C. §§ 105(a) and 1103(a) authorizing the retention of Insurance Strategies Consulting, LLC ("ISC") as insurance consultant for the Committee, *nunc pro tunc* to June 16, 2010, upon the terms described below, in the Application and in the Services Agreement;² and upon the Declaration of Carl M. Harris in support of the Application; and it appearing that the relief requested in the Application is in the best interests of the Committee, the Debtors' estates and their creditors; and the Debtors and the Office of the United States Trustee (the "U.S. Trustee") being informed of the relief requested in the Application and consenting

¹ The Debtors in these cases, along with the last four digits of each Debtors' 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), Advanta Ventures Inc. (5127), BE Corp. (8960), ideablob Corp. (0726), and Advanta Credit Card Receivables Corp. (7955).

² Each capitalized term not otherwise defined herein shall have the meaning ascribed to it in the Application.

thereto; and the Court being satisfied that ISC has the capability and experience to provide the services for which ISC is to be retained by the Committee, and that ISC does not hold an interest adverse to the Debtors' estates respecting the matters upon which ISC is to be engaged; and good and sufficient notice of the Application having been given; and no other or further notice being required; and sufficient cause appearing therefore; it is hereby

ORDERED, that the Application is approved in its entirety; and it is further

ORDERED, that the Committee, through its counsel, is authorized to retain ISC as its insurance consultant, *nunc pro tunc* to June 16, 2010, subject to the terms described in the Application and the Services Agreement; and it is further

ORDERED, that ISC shall perform the services set forth in the Application and the Services Agreement; and it is further

ORDERED, that ISC shall deliver monthly invoices to the Debtors, counsel to the Debtors, counsel to the Committee and the U.S. Trustee that, in reasonable detail, set forth the services provided by ISC, the rates charged and the expenses incurred in the prior month; and it is further

ORDERED, that upon the submission of a monthly invoice, the Debtors shall pay ISC's fees and expenses without the necessity of ISC filing any fee application with this Court and without further action or approval; provided, however, that the Debtors, the U.S. Trustee and the Committee shall have a ten (10) day period to submit an objection to the monthly invoice. If an objection is submitted, and such objection cannot be resolved consensually by the parties, then: (a) the portion of the monthly invoice that is not the subject of the objection shall be paid by the Debtors and (b) the portion of the monthly invoice that is the subject of the objection shall be subject to the review and approval of this Court, and it is further

ORDERED, that to the extent ISC requests compensation and reimbursement of expenses in an aggregate amount in excess of \$75,000.00, ISC shall submit monthly fee applications pursuant to the procedures set forth in the Order Implementing Certain Procedures for the Interim Compensation and Reimbursement of Professionals, (D.I. No. 102.), unless the Debtors, the Committee and the U.S. Trustee consent to payment of ISC's invoices in excess of \$75,000.00 pursuant to the procedures set forth herein; and it is further

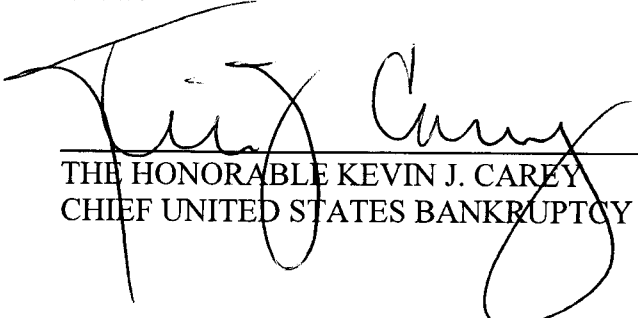
ORDERED, that notwithstanding of the provisions of Rules 6004(h), 7062 or 9014 of the Federal Rules of Bankruptcy Procedure, the terms and conditions of this Order shall be effective immediately and enforceable upon its entry; and it is further

ORDERED, that the Debtors, the Committee and ISC are authorized and empowered to take all actions necessary to comply with all duties set forth in the Application and this Order; and it is further

ORDERED, that to the extent this Order is inconsistent with any prior order or pleading in the Chapter 11 Cases, the terms of this Order shall govern; and it is further

ORDERED, that this Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: August 10, 2010
Wilmington, Delaware



THE HONORABLE KEVIN J. CAREY
CHIEF UNITED STATES BANKRUPTCY JUDGE