

**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. <sup>1</sup>	:	(Jointly Administered)
	:	
-----X	:	<b>Re: Docket No. 49</b>

**CERTIFICATION OF COUNSEL REGARDING 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 undersigned certifies as follows:

1. 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** [Docket No. 49] (the “Application”) with the United States Bankruptcy Court for the District of Delaware (the “Court”).

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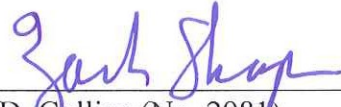
<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are Advanta Corp. (2070), Advanta Investment Corp. (5627), Advanta Business Services Holding Corp. (4047), Advanta Business Services Corp. (3786), Advanta Shared Services Corp. (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), Great Expectations Management Corp. (3328), Advanta Ventures Inc. (5127), BizEquity Corp. (8960), Ideablob Corp. (0726), and Advanta Credit Card Receivables Corp. (7955). Each of the Debtors (other than Advanta Credit Card Receivables Corp. and the Great Expectations entities) maintains its principal corporate office at Welsh & McKean Roads, P.O. Box 844, Spring House, Pennsylvania 19477-0844. Advanta Credit Card Receivables Corp. maintains its principal corporate office at 2215 B. Renaissance Drive, Suite 5. Las Vegas, NV 89119, and the Great Expectations entities maintain their principal corporate office at 1209 Orange Street, Wilmington, Delaware 19801.

2. The undersigned certifies that he has reviewed the Court's docket in the above-captioned chapter 11 cases and no answer, objection or other responsive pleading to the Application appears thereon. Pursuant to the Notice of Application and Hearing, responses to the Application were to be filed and served no later than 4:00 p.m. (Eastern Standard Time) on November 27, 2009.

3. The Debtors received certain inquiries regarding the Application from the Office of the United States Trustee for the District of Delaware (the "U.S. Trustee"). The Debtors provided the U.S. Trustee with responses to its inquiries and have received the U.S. Trustee's consent with respect to the proposed form of order approving the Application. The undersigned further certifies that neither he nor the Debtors have received further inquiries, objections or informal responses to the Application.

WHEREFORE, the Debtors respectfully request that the proposed form of order, substantially in the form attached to the Application (the "Proposed Order")<sup>2</sup> and attached hereto as Exhibit A, be entered at the earliest convenience of the Court.

Dated: December 2, 2009  
Wilmington, Delaware



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- and -

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PROPOSED ATTORNEYS FOR  
DEBTORS AND DEBTORS IN  
POSSESSION

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<sup>2</sup> Pursuant to the *Order Pursuant to Section 105(a) of the Bankruptcy Code Directing That Certain Orders in the Chapter 11 Cases of Advanta Corp., et al., Be Made Applicable to New Debtors* [Docket No. 87], the Application was made applicable to the New Debtors (as defined therein) and the New Debtors' chapter 11 cases are being jointly administered with the First Filed Debtors' (as defined therein) chapter 11 cases. Accordingly, footnote 1 has been revised in the Proposed Order to include each of the New Debtors.

**EXHIBIT A**

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

	-X	
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<i>In re</i>	:	Chapter 11
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ADVANTA CORP., <i>et al.</i> ,	:	Case No. 09-13931 (KJC)
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Debtors. <sup>1</sup>	:	(Jointly Administered)
	:	
	-X	<b>Re: Docket No. 49</b>

**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 Application as Exhibit “A” (the “*Goldstein Declaration*”); and the Court being satisfied, based

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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: December \_\_\_\_\_, 2009  
Wilmington, Delaware

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THE HONORABLE KEVIN J. CAREY  
CHIEF UNITED STATES BANKRUPTCY JUDGE