

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

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:   
*In re* : Chapter 11  
:   
ADVANTA CORP., *et al.*, : Case No. 09-13931 (KJC)  
:   
Debtors.<sup>1</sup> : (Jointly Administered)  
:   
-----X **Re: Docket No. 42**

**CERTIFICATION OF COUNSEL REGARDING APPLICATION OF  
THE DEBTORS AND DEBTORS-IN-POSSESSION FOR ENTRY OF AN  
ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF  
RICHARDS, LAYTON & FINGER, P.A. AS CO-COUNSEL TO THE DEBTORS  
NUNC PRO TUNC TO THE COMMENCEMENT DATE PURSUANT TO  
SECTION 327(a) OF THE BANKRUPTCY CODE**

The undersigned certifies as follows:

1. On November 16, 2009, the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) filed the **Application of the Debtors and Debtors-in-Possession for Entry of an Order Authorizing the Retention and Employment of Richards, Layton & Finger, P.A. as Co-counsel to the Debtors *Nunc Pro Tunc* to the Commencement Date Pursuant to Section 327(a) of the Bankruptcy Code [Docket No. 42]** (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 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 hereto as Exhibit A<sup>2</sup> be entered at the earliest convenience of the Court.

Dated: December 3, 2009  
Wilmington, Delaware

  
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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 form of order to include each of the New Debtors.

**EXHIBIT A**

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

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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)
	:	
Debtors. <sup>1</sup>	:	(Jointly Administered)
	:	
	X	Re: Docket No. 42

**ORDER AUTHORIZING THE RETENTION AND  
EMPLOYMENT OF RICHARDS, LAYTON & FINGER, P.A. AS  
CO-COUNSEL TO THE DEBTORS *NUNC PRO TUNC* TO THE COMMENCEMENT  
DATE PURSUANT TO SECTION 327(a) OF THE BANKRUPTCY CODE**

Upon the application (the “Application”) of the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) for the entry of an order (this “Order”) authorizing the Debtors to retain and employ Richards, Layton & Finger, P.A. (“RL&F”) as their bankruptcy co-counsel *nunc pro tunc* to the Commencement Date;<sup>2</sup> and the Court having reviewed the Application; and the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A) and (c) notice of this Application was sufficient under the circumstances; and the

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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

Court having considered the Collins Affidavit; and the Court having determined that the legal and factual bases set forth in the Application and the Collins Affidavit establish just cause for the relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED, *nunc pro tunc* to the Commencement Date.
2. The Debtors shall be, and hereby are, authorized to employ and retain RL&F as their co-counsel under an evergreen retainer in accordance with the terms and conditions set forth in the Application.
3. RL&F shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, applicable Bankruptcy Rules, the Local Rules and any other such procedures as may be fixed by order of this Court.
4. The prepetition retainer monies paid to RL&F and not expended for prepetition services and disbursements shall be held by RL&F as an evergreen retainer as security throughout the Chapter 11 Cases until RL&F's fees and expenses are awarded and payable to RL&F on a final basis.
5. Notwithstanding the possible applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
6. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

7. The Court shall retain jurisdiction over any and all issues arising from or related to the implementation and interpretation of this Order.

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

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THE HONORABLE KEVIN J. CAREY  
CHIEF UNITED STATES BANKRUPTCY JUDGE