

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

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<i>In re</i>	: Chapter 11
ADVANTA CORP., <i>et al.</i> ,	: Case No. 09-[●] (●)
Debtors. ¹	: (Joint Administration Requested)
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**MOTION OF DEBTORS FOR AN ORDER PURSUANT TO SECTIONS
105(a), 345(b), AND 363(c) OF THE BANKRUPTCY CODE (I) AUTHORIZING
THE DEBTORS TO (A) CONTINUE THEIR EXISTING CASH MANAGEMENT
SYSTEM, AND (B) MAINTAIN THEIR EXISTING BANK ACCOUNTS AND
BUSINESS FORMS, AND (II) GRANTING AN EXTENSION OF TIME
TO COMPLY WITH SECTION 345(b) OF THE BANKRUPTCY CODE**

Advanta Corp. (“*Advanta*”) and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the “*Debtors*”) respectfully represent:

¹ 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), and Great Expectations Management Corp. (3328). Each of the Debtors (other than the Great Expectations entities) maintains its principal corporate office at Welsh & McKean Roads, P.O. Box 844, Spring House, Pennsylvania 19477-0844. The Great Expectations entities maintain their principal corporate office at 1209 Orange Street, Wilmington, Delaware 19801. Additional information regarding the Debtors’ business and the background relating to events leading up to these chapter 11 cases can be found in the Declaration of William A. Rosoff in Support of the Debtors’ Chapter 11 Petitions and First-Day Motions, filed on November 8, 2009 (the “*Rosoff Declaration*”), the date the Debtors filed their petitions (the “*Commencement Date*”) under chapter 11 of title 11 of the United States Code (the “*Bankruptcy Code*”). As of the Commencement Date, the Debtors are authorized to continue to operate their businesses and manage their properties as debtors and debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. Further, a motion, pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”) for joint administration of the Debtors’ Reorganization Cases is pending before the Court.

Relief Requested

1. To manage their businesses efficiently, the Debtors utilize a centralized cash management system (the “**Cash Management System**”) to collect and transfer the funds generated by their operations and disburse funds to satisfy their financial obligations. The Cash Management System facilitates the Debtors’ cash monitoring, forecasting, and reporting, and enables the Debtors to maintain control over the administration of their bank accounts (the “**Bank Accounts**”) located at Republic First Bancorp, Inc. (“**Republic**”) and Wachovia Bank, N.A. (“**Wachovia**,” and together with Republic, the “**Banks**”), including those listed on Exhibit “1” of the proposed order attached hereto as Exhibit “A” (the “**Proposed Order**”).

2. By this motion (the “**Motion**”), the Debtors request, pursuant to sections 105(a), 345(b), and 363(c) of the Bankruptcy Code, entry of an order substantially in the form of the Proposed Order (i) authorizing the Debtors to (a) continue their existing cash management system and (b) maintain existing bank accounts and business forms, and (ii) granting an extension of time to comply with section 345(b) of the Bankruptcy Code. Without the requested relief, the Debtors submit that they would be unable to maintain their financial operations effectively and efficiently, which would cause significant harm to the Debtors and to their estates. In support of the Motion, the Debtors submit the Rosoff Declaration, filed contemporaneously herewith.

The Debtors’ Cash Management System

3. In the ordinary course of business, the Debtors use the Cash Management System to efficiently collect, transfer, and disburse funds generated by the Debtors’ business operations. The Debtors accurately record such collections, transfers, and disbursements as they are made, and to the extent that one Debtor disburses funds on behalf of another Debtor, the Debtors record the transfers in their books and records and treat them as intercompany

receivables (rather than distributions). The Cash Management System has two main components: (i) cash collection, including the collection of operating revenues and reimbursements, and concentration, and (ii) cash disbursements to fund the Debtors' operations, primarily consisting of payments made (a) to vendors and service providers that facilitate the operation of the Debtors' businesses, (b) on account of the RediReserve Certificates and Investment Notes (both as defined below),² and (c) to fund payroll. For demonstrative purposes, a diagram generally illustrating the Cash Management System is annexed as Exhibit "B" hereto.

Cash Collection and Concentration

4. The Cash Management System revolves around a master concentration account (the "***Master Concentration Account***") maintained by Republic that also functions as the Debtors' primary cash collection account. Historically, inflows to the Master Concentration Account have come from the following sources: (i) revenue from the Debtors' ordinary course business activities, including proceeds from the issuance of RediReserve Certificates and Investment Notes (each as defined below), (ii) manual transfers of reimbursements from Advanta's debtor and non-debtor subsidiaries relating to expenses disbursed from the Master Concentration Account by Advanta on their behalf, (iii) deposits via normal banking channels related to the origination of those certain Advanta certificates of deposit (the "***RediReserve Certificates***") and investment notes (the "***Investment Notes***") that were issued by Advanta to third parties; and (iv) miscellaneous other deposits received in the ordinary course of business.

² For more information about the RediReserve Certificates and Investment Notes, please refer to the Rosoff Declaration. The Debtors are not seeking authority to continue to make postpetition principal or interest payments on either the RediReserve Certificates or the Investment Notes.

Overnight Cash Investment

5. At the end of each day, any excess cash balance remaining in the Master Concentration Account after payment of the disbursements noted below that is not required by Advanta to be maintained at Republic is manually transferred to one of the Debtors' three overnight money-market investment funds maintained with Republic: (i) the BlackRock Temp Fund 24, (ii) the Dreyfus Fund 288, and (iii) the Federated Prime Obligation Fund 10 (collectively, the "***Investment Funds***"). Each of the Investment Funds holds up to \$50 million at any given time, and the Debtors regularly transfer monies between the different Investment Funds to capitalize on changes in yield and maximize interest benefit. Though not insured by the Federal Deposit Insurance Corporation, the Investment Funds are comprised of, among other things, U.S. Dollar denominated money market investments in commercial paper and other short-term debt securities (including floating and variable rate demand notes of U.S. and foreign corporations and repurchase agreements secured by such obligations), debt securities issued or guaranteed by qualified U.S. and foreign banks (including certificates of deposit, time deposits and other short-term securities), and securities issued or guaranteed by the U.S. Government (its agencies or instrumentalities).

Disbursements

6. At the beginning of each day, funds are automatically wired from one of the Investment Funds to the Master Concentration Account to fund any of six controlled disbursement accounts (the "***Disbursement Accounts***") and cover any and all disbursements due on such day (the "***Float Transfer***"). The Debtors have set up the separate Disbursement Accounts to remit or address (i) dependent care withholdings,³ (ii) certain franchise and use

³ The Debtors' compensation and benefits programs (including healthcare and dependent care) are described more fully in the Motion of Debtors for Authority (A) for the Debtors to (I) Pay Certain

taxes, (iii) redemptions and interest payments on account of the RediReserve Certificates (the “*RediReserve Certificate Draft Account*”), (iv) principal and interest payments on account of the Investment Notes (the “*Investment Notes Account*”), (v) general accounts payable, and (vi) payroll (the “*Payroll Disbursement Account*”).⁴ In the event additional cash is needed, the Debtors effectuate a manual transfer of additional funds from one of the Investment Funds to the Master Concentration Account and, as applicable, the Disbursement Accounts. The Debtors carefully monitor expected next-day disbursements and determine daily whether to fund additional money from the Investment Funds to the Master Concentration Account and, in turn, to the Disbursement Accounts, as applicable.

Non-Debtor Funding

7. The Debtors recently effectuated improvements to their Cash Management System that have rendered any Debtor funding of non-debtor affiliate operations infrequent. To the extent there is any Debtor-to-non-debtor funding (including out of any of the Disbursement Accounts), the Debtors record the transfers in their books and records and treat them as intercompany receivables (rather than distributions).

Employee Compensation and Benefits and (II) Maintain and Continue Such Benefits and Other Employee-Related Programs and (B) for the Debtors’ Financial Institutions to Honor and Process Checks and Transfers Related to Such Obligations Pursuant to Sections 105(a), 363(b), and 507(a) of the Bankruptcy Code, filed contemporaneously herewith.

⁴ Unlike the other Disbursement Accounts, the Payroll Disbursement Account is maintained by Wachovia. The Debtors fund the Payroll Disbursement Account on a bi-weekly basis in amounts deemed necessary by the Debtors’ payroll manager. The Debtors typically overfund the Payroll Disbursement Account to ensure that payroll obligations are satisfied.

**Continuing the Cash Management System Is in the Best
Interests of the Debtors, Their Creditors, and All Other Parties in Interest**

8. The Debtors seek authority to continue to operate their Cash Management System consistent with their prepetition practices and operations (with the exception of that aspect of the Cash Management System that relates to the RediReserve Certificates or Investment Notes). The Debtors do not intend to “freeze” any intercompany balances that existed as of the Commencement Date and will maintain all receipts and disbursements and records of all transfers within the Cash Management System made postpetition. In this way, all transfers and transactions will be properly documented, and accurate intercompany balances will be maintained. The accounting software employed by Advanta is able to monitor and record intercompany transactions on a legal-entity basis.

9. The Debtors’ Cash Management System constitutes an ordinary course and essential business practice providing significant benefits to the Debtors, including, among other things, the ability to control corporate funds, ensure the maximum availability of funds when and where necessary, and reduce administrative expenses by facilitating the movement of funds and the development of more timely and accurate account balance information. The use of the Cash Management System historically has reduced interest expense and improved interest income by enabling the Debtors to use funds optimally within the system. Based upon the foregoing, maintenance of the existing Cash Management System is in the best interests of the Debtors and their estates.

10. The relief sought by the Debtors is contemplated by the Bankruptcy Code. Section 363(c)(1) of the Bankruptcy Code authorizes the debtor in possession to “use property of the estate in the ordinary course of business without notice or a hearing.” The purpose of section 363(c)(1) is to provide a debtor in possession with the flexibility to engage in the ordinary

transactions required to operate its businesses without unneeded oversight by its creditors or the court. *See, e.g., In re Roth Am.*, 975 F.2d 949, 952 (3d Cir. 1992) (“Section 363 is designed to strike [a] balance, allowing a business to continue its daily operations without excessive court or creditor oversight and protecting secured creditors and others from dissipation of the estate’s assets.”) (internal quotation omitted); *In re Nellson Nutraceutical, Inc.*, 369 B.R. 787, 796 (Bankr. D. Del. 2007) (“The framework of section 363 is designed to allow a trustee (or debtor in possession) the flexibility to engage in ordinary transactions without unnecessary creditor and bankruptcy court oversight, while protecting creditors by giving them an opportunity to be heard when transactions are not ordinary.”) (internal quotation omitted); *Med. Malpractice Ins. Ass’n v. Hirsch (In re Lavigne)*, 114 F.3d 379, 384 (2d Cir. 1997) (same). Included within the purview of section 363(c) is a debtor’s ability to continue the “routine transactions” necessitated by a debtor’s cash management system. *Amdura Nat’l Distrib. Co. v. Amdura Corp. (In re Amdura Corp.)*, 75 F.3d 1447, 1453 (10th Cir. 1996). Accordingly, the Debtors seek authority under section 363(c)(1) to continue the collection, concentration, and disbursement of cash pursuant to their Cash Management System described above.

11. Moreover, the Court may exercise its equitable powers to grant the relief requested herein. Section 105(a) of the Bankruptcy Code empowers the Court to “issue any order, process, or judgment that is necessary to carry out the provisions of this title.” Continuing the Debtors’ Cash Management System, including the Debtors’ customary investment practices, without interruption is vital to the efficient and economic administration of these chapter 11 cases.

Maintenance of the Debtors' Existing Bank Accounts and Business Forms Is Warranted

12. The Office of the United States Trustee's "Operating Guidelines and Financial Reporting Requirements Required in All Cases Under Chapter 11" mandate the closure of the Debtors' prepetition bank accounts, and the opening of new accounts. If the Debtors were required to comply with these guidelines, their operations would be severely harmed by the disruption, confusion, delay, and cost that would result from the closure of their existing Bank Accounts, and the opening of new accounts.

13. The Debtors believe, therefore, that their transition into chapter 11 will be smoother and more orderly, with minimum disruption and harm to their operations, if the Bank Accounts are continued following the Commencement Date with the same account numbers; *provided, however*, that checks issued or dated prior to the Commencement Date will not be honored, absent a prior order of this Court. By preserving business continuity and avoiding the disruption and delay to the Debtors' collection and disbursement procedures that would necessarily result from closing the Bank Accounts and opening new accounts, all parties in interest, including employees, vendors, and customers, will be best served. Accordingly, the Debtors respectfully request authority to maintain the Bank Accounts in the ordinary course of business, to continue utilizing the Cash Management System to manage cash in a manner consistent with prepetition practices, and to pay any ordinary course bank fees that may be incurred in connection with the Bank Accounts prior to or following the Commencement Date.

14. Unless otherwise ordered by this Court, no Bank shall honor or pay any check issued on account of a prepetition claim. The Banks may honor any checks issued on account of prepetition claims where this Court has authorized such checks to be honored, including by category of disbursements. Furthermore, the Debtors request that the Banks be

authorized to accept and honor all representations from the Debtors as to which checks should be honored or dishonored consistent with any order(s) of this Court, whether or not the checks are dated prior to, on, or subsequent to the Commencement Date. The Banks shall not be liable to any party on account of following the Debtors' instructions or representations regarding which checks should be honored. The Banks also shall be permitted to accept and process chargebacks against the Bank Accounts arising out of returned deposits into such accounts without regard to the date such return item was deposited.

15. In other similar chapter 11 cases, courts in this and other districts have recognized that strict enforcement of the requirement that a debtor in possession close its bank accounts does not serve the rehabilitative process of chapter 11. *See, e.g., In re NTK Holdings, Inc.*, Case No. 09-13611 (KJC) (Bankr. D. Del. Oct. 23, 2009); *In re Aleris International, Inc.*, Case No. 09-10478 (BLS) (Bankr. D. Del. Feb. 13, 2009); *In re SemCrude, L.P.*, Case No. 08-11525 (BLS) (Bank. D. Del. Dec. 4, 2008); *In re Vertis Holdings, Inc.*, Case No. 08-11460 (KJC) (Bankr. D. Del. July 16, 2008); *In re Landsource Comtys. Dev. LLC*, Case No. 08-11111 (KJC) (Bankr. D. Del. June 10, 2008); *In re Sharper Image Corp.*, Case No. 08-10322 (KG) (Bankr. D. Del. Feb. 20, 2008); *In re Charys Holding Co., Inc.*, Case No. 08-10289 (BLS) (Bankr. D. Del. Feb. 15, 2008). Similar authorization is appropriate in these chapter 11 cases.

16. In addition to mandating the closure of all bank accounts, the United States Trustee Guidelines require the immediate printing of new checks with the label "Debtor in Possession." Similarly, Local Rule 2015-2(a) of the Local Rules for The United States Bankruptcy Court for the District of Delaware (the "**Local Rules**") mandates that the Debtors, upon exhausting their existing check stock, order new ones with the "Debtor in Possession" label. To minimize expenses, the Debtors request that they be authorized to continue to use their

correspondence and business forms, including, but not limited to, purchase orders, multicopy checks, letterhead, envelopes, promotional materials, and other business forms (collectively, the “***Business Forms***”), substantially in the forms existing immediately before the Commencement Date, without reference to their status as debtors in possession. The Debtors propose that in the event they need to purchase new Business Forms during the pendency of their reorganization cases, such forms will include a legend referring to the Debtors’ status as debtors in possession.

Extension of Time to Comply with Section 345(b)

17. Section 345 of the Bankruptcy Code governs a debtor’s deposit and investment of cash during a chapter 11 case and authorizes deposits or investments of money as “will yield the maximum reasonable net return on such money, taking into account the safety of such deposit or investment.” 11 U.S.C. § 345(a). For deposits or investments that are not “insured or guaranteed by the United States or by a department, agency, or instrumentality of the United States or backed by the full faith and credit of the United States,” section 345(b) requires the estate to obtain from the entity with which the money is deposited or invested a bond in favor of the United States that is secured by the undertaking of an adequate corporate surety, unless the Court for cause orders otherwise. *Id.* § 345(b). In the alternative, the estate may require the entity to deposit governmental securities pursuant to 31 U.S.C. § 9303, which provides that when a person is required by law to give a surety bond, that person, in lieu of a surety bond, may provide a governmental obligation. *See* 31 U.S.C. § 9303.

18. By this Motion, the Debtors seek a 60-day extension of the time to comply with section 345(b) of the Bankruptcy Code. During the extension period, the Debtors propose to engage the Office of the United States Trustee in discussions to determine what modification to their investment guidelines, if any, would be appropriate under the circumstances. The

Debtors believe that the benefits of the requested extensions far outweigh any harm to the estates. *See, generally, In re Serv. Merchandise Co., Inc.*, 240 B.R. 894 (Bankr. M.D. Tenn. 1999).

19. The Debtors believe that funds held in the Bank Accounts in excess of the amounts insured by the Federal Deposit Insurance Corporation are secure and that obtaining bonds to secure these funds, as required by section 345(b) of the Bankruptcy Code, would be costly, unnecessary and detrimental to the Debtors' estates and creditors. In addition, the Debtors believe that all funds in the Bank Accounts are insured under the FDIC's Transaction Account Guarantee Program until June 30, 2010. As noted above, the Investments Fund are not insured by the FDIC.

20. Strict compliance with the requirements of section 345(b) of the Bankruptcy Code would, in a case such as this, be inconsistent with section 345(a), which permits a debtor in possession to make such investments of money of the estate "as will yield the maximum reasonable net return on such money." Thus, in 1994, to avoid "needlessly handcuff[ing] larger, more sophisticated debtors," Congress amended section 345(b) of the Bankruptcy Code to provide that its strict investment requirements may be waived or modified if the Court so orders "for cause." 140 Cong. Rec. H. 10,767 (Oct. 4, 1994), 1994 WL 54773.

21. The Debtors submit that "cause" exists pursuant to section 345(b) of the Bankruptcy Code to extend the time to comply with such requirement because, among other considerations, (i) the Debtors' Banks participate in the FDIC's Transaction Account Guarantee Program and are federally or state chartered banks subject to supervision by federal banking regulators, (ii) the Debtors retain the right to remove funds held at the Banks and establish new bank accounts as needed, (iii) the cost associated with satisfying the requirements of section 345

is burdensome, and (iv) the process of satisfying those requirements would lead to needless inefficiencies in the management of the Debtors' businesses. Moreover, strict compliance with the requirements of section 345 of the Bankruptcy Code would not be practical in these Reorganization Cases. A bond secured by the undertaking of a corporate surety would be prohibitively expensive, if such bond is available at all.

22. Similar extensions have been granted in other chapter 11 cases in this district. *See, e.g., In re NTK Holdings, Inc.*, Case No. 09-13611 (KJC) (Bankr. D. Del. Oct. 23, 2009); *In re Aleris International, Inc.*, Case No. 09-10478 (BLS) (Bankr. D. Del. Feb. 13, 2009); *In re SemCrude, L.P.*, Case No. 08-11525 (BLS) (Bank. D. Del. Dec. 4, 2008); *In re Vertis Holdings, Inc.*, Case No. 08-11460 (KJC) (Bankr. D. Del. July 16, 2008); *In re Landsource Comtys. Dev. LLC*, Case No. 08-11111 (KJC) (Bankr. D. Del. June 10, 2008); *In re Sharper Image Corp.*, Case No. 08-10322 (KG) (Bankr. D. Del. Feb. 20, 2008); *In re Charys Holding Co., Inc.*, Case No. 08-10289 (BLS) (Bankr. D. Del. Feb. 15, 2008).

23. Based on the foregoing, the Debtors submit that the relief requested herein is necessary and appropriate, is in the best interests of their estates and all other interested parties, and should be granted in all respects.

The Debtors Satisfy Bankruptcy Rule 6003(b)

24. Bankruptcy Rule 6003(b) provides that to the extent relief is necessary to avoid immediate and irreparable harm, a bankruptcy court may approve a motion to "pay all or part of a claim that arose before the filing of the petition" prior to 20 days after the Commencement Date. FED. R. BANKR. P. 6003(b). The Debtors submit that the relief requested in this Motion is necessary to avoid immediate and irreparable harm to the Debtors, as described herein, and that Bankruptcy Rule 6003(b) has been satisfied.

Waiver of Bankruptcy Rule 6004(h)

25. To implement the foregoing successfully, the Debtors seek a waiver of the ten-day stay of an order authorizing the use, sale, or lease of property under Bankruptcy Rule 6004(h).

Jurisdiction

26. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Notice

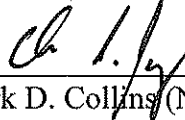
27. No trustee or examiner has been appointed in these chapter 11 cases. Notice of this Motion will be provided to (i) the Office of the United States Trustee for the District of Delaware; (ii) the Debtors' 30 largest unsecured creditors (on a consolidated basis); and (iii) Bank of New York Mellon as trustee under the Investment Note Indenture and 8.99% Indenture (both as defined in the Rosoff Declaration) (collectively, the "***Notice Parties***"). As this Motion is seeking first-day relief, notice of this Motion and any order entered hereon will be served on all parties required by Local Rule 9013-1(m). Due to the urgency of the circumstances surrounding this Motion and the nature of the relief requested herein, the Debtors respectfully submit that no further notice of this Motion is required.

No Previous Request

28. No previous request for the relief sought herein has been made by the Debtors to this or any other court.

WHEREFORE, the Debtors respectfully request that the Court grant the relief requested herein and such other and further relief as the Court may deem just and proper.

Dated: November 8, 2009
Wilmington, Delaware



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PROPOSED ATTORNEYS FOR
DEBTORS AND DEBTORS IN
POSSESSION

Exhibit A
The Proposed Order

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

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<i>In re</i>	:	Chapter 11
	:	
ADVANTA CORP., <i>et al.</i> ,	:	Case No. 09-[●] (●)
	:	
Debtors. ¹	:	(Joint Administration Requested)
	:	
-----X		

**ORDER PURSUANT TO SECTIONS 105(a), 345(b), AND 363(c) OF THE
BANKRUPTCY CODE (I) AUTHORIZING THE DEBTORS TO CONTINUE THEIR
EXISTING CASH MANAGEMENT SYSTEM, AND (B) MAINTAIN THEIR EXISTING
BANK ACCOUNTS AND BUSINESS FORMS, AND (II) GRANTING AN EXTENSION
OF TIME TO COMPLY WITH SECTION 345(b) OF THE BANKRUPTCY CODE**

Upon the motion (the “*Motion*”), dated November 8, 2009, Advanta Corp. (“*Advanta*”) and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the “*Debtors*”) pursuant to sections 105(a), 345(b), and 363(c)(1) of the Bankruptcy Code,² for entry of an order (i) authorizing the Debtors to (a) continue to use their existing cash management system, and (b) maintain existing bank accounts and business forms, and (ii) granting an extension of time to comply with the requirements of section 345(b) of the Bankruptcy Code, all as more fully set forth in the Motion; and upon

¹ 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), and Great Expectations Management Corp. (3328). Each of the Debtors (other than the Great Expectations entities) maintains its principal corporate office at Welsh & McKean Roads, P.O. Box 844, Spring House, Pennsylvania 19477-0844. The Great Expectations entities maintain their principal corporate office at 1209 Orange Street, Wilmington, Delaware 19801.

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

consideration of the Rosoff Declaration; and this 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 relief requested therein 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, and it appearing that no other or further notice need be provided; and this Court having determined that the relief sought in the Motion is in the best interests of the Debtors, their creditors, and all parties in interest; 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 this Court and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Debtors are authorized and empowered, pursuant to sections 105(a), 345(b), and 363(c)(1), of the Bankruptcy Code, to continue to manage their cash pursuant to the Cash Management System, and to collect, concentrate, and disburse cash in accordance with that Cash Management System, subject to the provisions of this Order; and it is further

ORDERED that, subject to the provisions of this Order, the Debtors are authorized to (i) designate, maintain, and continue to use any or all of the Bank Accounts, including, but not limited to, those bank accounts listed on Exhibit "1" annexed hereto, in the names and with the account numbers existing immediately prior to the Commencement Date, (ii) deposit funds into and withdraw funds from such accounts by all usual means, including, without limitation, checks, wire transfers, automated transfers, and other debits, and (iii) treat their prepetition Bank Accounts for all purposes as debtor in possession accounts; and it is further

ORDERED that the Debtors' time to comply with section 345(b) of the Bankruptcy Code is hereby extended for a period of sixty days from the date of this Order (the "*Extension Period*"); *provided, however*, that such extension is without prejudice to the Debtors' right to request a further extension of the Extension Period or the waiver of the requirements of section 345(b) in these cases; and it is further

ORDERED that all Banks with which the Debtors maintained Bank Accounts as of the Commencement Date are authorized and directed to continue to treat, service, and administer the Bank Accounts as accounts of the respective Debtor as a debtor in possession without interruption and in the usual and ordinary course, and to receive, process, honor and pay any and all checks, drafts, wires, or other transfers by the holders or makers thereof, as the case may be and only to the extent authorized by order of this Court, which originated (i) prepetition and were presented prepetition but not honored until after the Commencement Date; (ii) prepetition but are not presented to the Banks for payment until after the Commencement Date; and (iii) postpetition and are presented to the Banks for payment after the Commencement Date; and it is further

ORDERED that each of the Banks that maintains a disbursement account shall implement reasonable handling procedures designed to effectuate the terms of this Order, and no bank that implements such handling procedures and then honors a prepetition check or other item drawn on any Bank Account that is the subject of this Order either (i) at the direction of the Debtors to honor such prepetition check or item, (ii) in good faith belief that the Court has authorized such prepetition check or item to be honored, or (iii) as a result of an innocent mistake made despite implementation of such handling procedures, shall be deemed in violation of this

Order and shall have no liability for a prepetition or other item drawn on any Bank Account that is subject to this Order; and it is further

ORDERED that the Banks are authorized to charge back against the Bank Accounts (i) any returned items drawn or presented against the Bank Accounts, regardless of whether such returned items originated prepetition or postpetition, and (ii) any overadvances, credit balances or other customary fees or expenses on Bank accounts that arise in the ordinary course of business, either prepetition or postpetition, in connection with the use and management of such Bank Accounts; *provided, however*, that none of the Banks shall be required to make transfers from or honor any draws against any of the Bank Accounts except to the extent of collected funds available in such respective Bank Accounts; and it is further

ORDERED that the Debtors are authorized to pay customary prepetition and postpetition banking and custody fees owed to any of their Banks and any such customary postpetition banking and custody fees will have administrative priority; and it is further

ORDERED that nothing contained herein shall prevent the Debtors from closing any Bank Account(s) or opening any additional bank accounts, as they may deem necessary and appropriate, and any relevant bank is authorized to honor the Debtors' requests to close or open such Bank Accounts or additional bank accounts, as the case may be; *provided, however*, that any new account shall be with a bank that is insured with the Federal Deposit Insurance Corporation and that is organized under the laws of the United States or any State therein; *provided further, however*, that contemporaneous notice of the opening or closure of any account shall be given to the U.S. Trustee and any official committee(s); and it is further

ORDERED that the Debtors are authorized to use their existing Business Forms and are not required to (i) obtain new stock reflecting their status as debtors in possession,

including listing the chapter 11 case numbers under which these cases are being jointly administered, or (ii) print “debtor in possession” on any of their Business Forms or in wire transfer instructions, provided, however, that upon depletion of the Debtors’ check stock, the Debtors will obtain new check stock reflecting their status as debtors in possession; and it is further

ORDERED that the Debtors are authorized, but not directed, to continue performing their respective obligations, commitments and transactions constituting intercompany transactions with both Debtor and non-debtor affiliates in the ordinary course of the business and shall continue to maintain detailed records of time; and it is further

ORDERED, for Banks at which the Debtors hold accounts that are party to a Uniform Depository Agreement with the Office of the United States Trustee for the District of Delaware, within 15 days from the date of entry of this Order the Debtors shall (a) contact each Bank, (b) provide the Bank with each of the Debtors’ employer identification numbers, and (c) identify each of their accounts held at such Banks as being held by a debtor in possession; and it is further

ORDERED, for Banks that are not party to a Uniform Depository Agreement with the Office of the United States Trustee for the District of Delaware, the Debtors shall use their good-faith efforts to cause the Bank to execute a Uniform Depository Agreement in a form prescribed by the Office of the United States Trustee for the District of Delaware within 45 days of the date of entry of this Order; and it is further

ORDERED that Bankruptcy Rule 6003(b) has been satisfied because the relief requested in the Motion is necessary to avoid immediate and irreparable harm to the Debtors; and it is further

ORDERED that notwithstanding any applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED that within three (3) business days after the date of this Order, the Debtors shall serve a copy of the Motion and this order on the Banks and other parties required to be noticed under Local Rule 2002-1(b) (including the Notice Parties); 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: _____, 2009
Wilmington, Delaware

UNITED STATES BANKRUPTCY JUDGE

Order Exhibit 1

Bank Accounts

No.	Account Number	Account Function	Holding Institution
PRINCIPAL ACCOUNTS			
1.	1172271	Master Concentration Account	Republic First Bancorp, Inc.
2.	1172328	Accounts Payable	Republic First Bancorp, Inc.
3.	1171593	RediReserve Draft Account ¹	Republic First Bancorp, Inc.
4.	1171607	Investment Notes Account	Republic First Bancorp, Inc.
5.	1172336	Dependent care	Republic First Bancorp, Inc.
6.	1172344	ACH taxes	Republic First Bancorp, Inc.
7.	2000011057257	Payroll Account	Wachovia
8.	2000015132709	Foreign exchange wires account	Wachovia
ENTITY LEVEL ACCOUNTS			
9.	1172271	Funding Department – Accounts Payable / GTA	Republic First Bancorp, Inc.
10.	1173006	Advanta Advertising	Republic First Bancorp, Inc.
11.	1173014	Advanta Auto Finance	Republic First Bancorp, Inc.
12.	1173030	Advanta Business Services Corp.	Republic First Bancorp, Inc.
13.	1173049	Advanta Business Services Holding Corp.	Republic First Bancorp, Inc.

¹ In the Motion, the Debtors do not seek authority to continue to make postpetition principal or interest payments on either the RediReserve Certificates or the Investment Notes (both as defined in the Rosoff Declaration).

14.	1173405	Advanta Corp Employees Political Involvement Fund	Republic First Bancorp, Inc.
15.	1173332	Advanta Credit Card Receivables Corp.	Republic First Bancorp, Inc.
16.	1173065	Advanta Finance Corp.	Republic First Bancorp, Inc.
17.	1173189	Advanta Investment Corp.	Republic First Bancorp, Inc.
18.	1173200	Advanta Mortgage Corp USA	Republic First Bancorp, Inc.
19.	1173219	Advanta Mortgage Holding Corp.	Republic First Bancorp, Inc.
20.	1173227	Advanta Service Corp	Republic First Bancorp, Inc.
21.	1173235	Advanta Shared Services Corp.	Republic First Bancorp, Inc.
22.	1173391	Advanta Ventures Inc.	Republic First Bancorp, Inc.
23.	1173243	Advantennis Corp	Republic First Bancorp, Inc.
24.	1173286	BizEquity Corp	Republic First Bancorp, Inc.
25.	1173251	Ideablob Corp	Republic First Bancorp, Inc.

Investment Fund

No.	Account Number	Account Name	Account Use
1.	31394	BlackRock Temp Fund 24	Investment Account
2.	3360164719	Dreyfus Fund 288	Investment Account
3.	2571775	Federated Prime Obligation Fund #10	Investment Account

Exhibit B
Funds Flow Chart

