

**IN THE 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)  
:   
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**NOTICE OF *AMENDED*<sup>2</sup> AGENDA OF MATTERS SCHEDULED  
FOR HEARING ON DECEMBER 16, 2010 AT 2:30 P.M. (EST)<sup>3</sup>**

**I. CONTINUED MATTER:**

1. Motion of Debtors Pursuant to Sections 105(a) and 362 of the Bankruptcy Code (I) Establishing Notification Procedures Regarding Restrictions on Certain Transfers of Claims Against and Equity Interests in the Debtors and (II) Scheduling a Final Hearing [Docket No. 9 - filed November 8, 2009]

Objection Deadline: November 25, 2009 at 4:00 p.m. (EST); extended for the Office of the United States Trustee (the "*U.S. Trustee*"), the Official Committee of Unsecured Creditors (the "*Committee*") and certain other parties in interest.

Objections/Responses Received: Informal responses received from (i) the U.S. Trustee and (ii) the Committee.

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<sup>1</sup> The Debtors, 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), BE Corp. (8960), ideablob Corp. (0726), and Advanta Credit Card Receivables Corp. (7955).

<sup>2</sup> **Amended agenda items appear in bold.**

<sup>3</sup> The hearing will be held before The Honorable Kevin J. Carey at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 5<sup>th</sup> Floor, Courtroom 5, Wilmington, Delaware 19801. Any party who wishes to appear telephonically at the December 16, 2010 hearing must contact CourtCall, LLC at 866-582-6878 prior to **12:00 p.m. (noon) (EST) on Wednesday, December 15, 2010** in accordance with the *Instructions for Telephonic Appearances Effective January 5, 2005, Revised April 27, 2009*.

Related Documents:

- i. Interim Order Pursuant to Sections 105(a) and 362 of the Bankruptcy Code (i) Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Interests in the Debtors' Estates, and (ii) Scheduling a Final Hearing [Docket No. 27 - entered November 10, 2009]
- ii. Notice of (1) Entry of "Interim Order Pursuant to Sections 105(a) and 362 of the Bankruptcy Code (i) Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Interests in the Debtors' Estates, and (ii) Scheduling a Final Hearing" [Docket No. 33 - filed November 10, 2009]
- iii. Certification of Counsel Regarding Motion of Debtors Pursuant to Sections 105(a) and 362 of the Bankruptcy Code (I) Establishing Notification Procedures Regarding Restrictions on Certain Transfers of Claims Against and Equity Interests in the Debtors and (II) Scheduling a Final Hearing [Docket No. 407 - filed April 7, 2010]
- iv. Final Order Pursuant to Sections 105(a) and 362 of the Bankruptcy Code Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Interests in the Debtors' Estates [Docket No. 411 - entered April 8, 2010]

Status: On April 8, 2010, the Court entered an order approving the equity trading portion of this motion on a final basis. The hearing on the claims trading portion of this motion is continued to the next omnibus hearing scheduled for February 10, 2010 at 1:00 p.m. (EST).

II. **UNCONTESTED MATTER GOING FORWARD:**

2. Expedited Motion of the Official Committee of Unsecured Creditors to File Under Seal its Objection to the Debtors' Motion to Extend Exclusivity and Expedited Motion for an Order, Pursuant to Section 1121(d) of the Bankruptcy Code, (A) Terminating the Debtors' Exclusivity Periods, and (B) Authorizing the Official Committee of Unsecured Creditors to Propose and Solicit Acceptances to a Chapter 11 Plan [Docket No. 985 - filed December 7, 2010]

Objection Deadline: December 13, 2010 at 4:00 p.m. (EST).

Objections/Responses Received: None to date.

Related Documents:

- i. Objection of the Official Committee of Unsecured Creditors to the Debtors' Motion to Extend Exclusivity and Expedited Motion for an

Order, Pursuant to Section 1121(d) of the Bankruptcy Code, (A) Terminating the Debtors' Exclusivity Periods, and (B) Authorizing the Official Committee of Unsecured Creditors to Propose and Solicit Acceptances to a Chapter 11 Plan (Filed Under Seal) [Docket No. 978 - filed December 7, 2010]

- ii. Objection of the Official Committee of Unsecured Creditors to the Debtors' Motion to Extend Exclusivity and Expedited Motion for an Order, Pursuant to Section 1121(d) of the Bankruptcy Code, (A) Terminating the Debtors' Exclusivity Periods, and (B) Authorizing the Official Committee of Unsecured Creditors to Propose and Solicit Acceptances to a Chapter 11 Plan (Redacted) [Docket No. 981 - filed December 7, 2010]
- iii. Order Shortening Notice With Respect to the Committee's Expedited Motion to File Under Seal Its Objection to the Debtors' Motion to Extend Exclusivity and Expedited Motion for an Order (A) Terminating the Debtors' Exclusivity Periods, and (B) Authorizing the Official Committee of Unsecured Creditors to Propose and Solicit Acceptances to a Chapter 11 Plan [Docket No. 990 - entered December 8, 2010]

Status: The hearing on this matter will go forward.

### III. **CONTESTED MATTERS GOING FORWARD:**

- 3. Motion for an Order (I) Approving the Proposed Disclosure Statement, (II) Approving Notice and Objection Procedures for the Disclosure Statement Hearing, (III) Establishing Solicitation and Voting Procedures, (IV) Scheduling a Confirmation Hearing, and (V) Establishing Notice and Objection Procedures for Confirmation of the Proposed Plan [Docket No. 899 - filed November 2, 2010]

Objection Deadline: December 7, 2010 at 4:00 p.m. (EST).

Objections/Responses Received:

- A. Objection (of Eileen Winton) to Disclosure Statement for Debtors' Joint Plan Under Chapter 11 of the Bankruptcy Code [Docket No. 973 - filed December 7, 2010]

Status: The hearing on this matter will go forward.

- B. United States Trustee's Objection to Disclosure Statement for Debtors' Joint Plan Under Chapter 11 of the Bankruptcy Code [Docket No. 975 - filed December 7, 2010]

Status: **The U.S. Trustee has indicated to counsel to the Debtors that**

**this objection is resolved.**

- C. Objection of William E. Underland/Class Action Plaintiffs to Debtors' Disclosure Statement for Debtors' Joint Plan Under Chapter 11 of the Bankruptcy Code [Docket No. 976 - filed December 7, 2010]

Status: The hearing on this matter will go forward.

- D. Objection of the Official Committee of Unsecured Creditors to the Debtors' Motion for an Order (I) Approving the Proposed Disclosure Statement, (II) Approving Notice and Objection Procedures for the Disclosure Statement Hearing, (III) Establishing Solicitation and Voting Procedures, (IV) Scheduling a Confirmation Hearing, and (V) Establishing Notice and Objection Procedures for Confirmation of the Proposed Plan [Docket No. 977 - filed December 7, 2010]

- i. Notice of Filing Corrected Exhibit "B" to Objection of the Official Committee of Unsecured Creditors to the Debtors' Motion for an Order (I) Approving the Proposed Disclosure Statement, (II) Approving Notice and Objection Procedures for the Disclosure Statement Hearing, (III) Establishing Solicitation and Voting Procedures, (IV) Scheduling a Confirmation Hearing, and (V) Establishing Notice and Objection Procedures for Confirmation of the Proposed Plan [Docket No. 992 - filed December 8, 2010]

Status: **This objection has been resolved except with respect to the issue of whether additional disclosure about certain potential causes of action is needed in the disclosure statement to preserve the Court's post-confirmation jurisdiction over such causes of action (the "*Jurisdictional Issue*"). The Debtors believe that no additional disclosure is needed. The Committee, however, believes that additional disclosure is needed and has proposed that the disclosure statement be modified as set forth on *Exhibit A* hereto. Accordingly, the hearing on this objection, solely with respect to the *Jurisdictional Issue*, will go forward.**

- E. Objection of Lead Plaintiff, Western Pennsylvania Electrical Employees Pension Fund, to Disclosure Statement for Debtors' Joint Plan Under Chapter 11 of the Bankruptcy Code [Docket No. 979 - filed December 7, 2010]

Status: The hearing on this matter will go forward.

- F. Objection of Proposed ERISA Class Representatives to Disclosure Statement for Debtors' Joint Plan Under Chapter 11 of the Bankruptcy Code

Code [Docket No. 980 - filed December 7, 2010]

Status: The hearing on this matter will go forward.

- G. Joinder of Law Debenture Trust Company of New York and Delaware Corporate Services to Objection of Official Committee of Unsecured Creditors to Debtors' Motion to Approve Disclosure Statement and Reservation of Rights [Docket No. 982 - filed December 7, 2010]

**Status: Law Debenture Trust Company of New York and Delaware Corporate Services, Inc. have indicated to counsel to the Debtors that it will withdraw this objection. Accordingly, this objection is resolved.**

- H. (A) Joinder of The Bank of New York Mellon, as Trustee, in the Objection of the Official Committee of Unsecured Creditors to the Debtors' Motion for an Order (I) Approving the Proposed Disclosure Statement, (II) Approving Notice and Objection Procedures for the Disclosure Statement Hearing, (III) Establishing Solicitation and Voting Procedures, (IV) Scheduling a Confirmation Hearing, and (V) Establishing Notice and Objection Procedures for Confirmation of Proposed Plan, and (B) Reservation of Rights in Connection with the Debtors' Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code [Docket No. 987 - filed December 7, 2010]

**Status: The Bank of New York Mellon has indicated to counsel to the Debtors that it will withdraw its objection to the disclosure statement. Accordingly, the Debtors believe that this objection is resolved for purposes of this motion.**

- I. Marble Arch Investments, LP's (A) Joinder to Objection of the Official Committee of Unsecured Creditors to the Debtors' Motion for an Order (I) Approving the Proposed Disclosure Statement, (II) Approving Notice and Objection Procedures for the Disclosure Statement Hearing, (III) Establishing Solicitation and Voting Procedures, (IV) Scheduling a Confirmation Hearing, and (V) Establishing Notice and Objection Procedures for Confirmation of the Proposed Plan and (B) Objection to Debtors' Motion to Extend Exclusive Periods for the Filing of a Chapter 11 Plan and Solicitation of Acceptances Thereto [Docket No. 988 - filed December 7, 2010]

**Status: This objection joined in the Committee's objection and any other objection consistent with such objection. As the Committee's objection has been resolved except with respect to the Jurisdictional Issue, and the Debtors believe that any objection consistent with such objection has otherwise been**

**resolved, this objection is resolved except with respect to the  
Jurisdictional Issue.**

Related Documents:

- i. Debtors' Joint Plan Under Chapter 11 of the Bankruptcy Code [Docket No. 895 - filed November 2, 2010]
- ii. Disclosure Statement for Debtors' Joint Plan Under Chapter 11 of the Bankruptcy Code [Docket No. 896 - filed November 2, 2010]
- iii. Notice of Hearing to Consider Approval of Disclosure Statement with Respect to Debtors' Joint Plan Under Chapter 11 of the Bankruptcy Code and Approval of Solicitation Procedures [Docket No. 900 - November 2, 2010]
- iv. Omnibus Reply to Objections to Debtors' Motion for an Order (I) Approving the Proposed Disclosure Statement, (II) Approving Notice and Objection Procedures for the Disclosure Statement Hearing, (III) Establishing Solicitation and Voting Procedures, (IV) Scheduling a Confirmation Hearing, and (V) Establishing Notice and Objection Procedures for Confirmation of the Plan [Docket No. 1005 - filed December 13, 2010]
- v. Debtors' Joint Plan Under Chapter 11 of the Bankruptcy Code [Docket No. 1007 - filed December 13, 2010]
- vi. Disclosure Statement for Debtors' Joint Plan Under Chapter 11 of the Bankruptcy Code [Docket No. 1008 - filed December 13, 2010]
- vii. Debtors' Joint Plan Under Chapter 11 of the Bankruptcy Code (Blackline) [Docket No. 1009 - filed December 13, 2010]
- viii. Disclosure Statement for Debtors' Joint Plan Under Chapter 11 of the Bankruptcy Code (Blackline) [Docket No. 1010 - filed December 13, 2010]
- ix. Notice of Filing of Revised Order (I) Approving the Disclosure Statement, (II) Approving Notice and Objection Procedures for the Disclosure Statement Hearing, (III) Establishing Solicitation and Voting Procedures, (IV) Scheduling a Confirmation Hearing, and (V) Establishing Notice and Objection Procedures for Confirmation of the Proposed Plan [Docket No. 1011 - filed December 13, 2010]
- x. **Debtors' Joint Plan Under Chapter 11 of the Bankruptcy Code [Docket No. 1028 - filed December 15, 2010]**

- xi. **Disclosure Statement for Debtors' Joint Plan Under Chapter 11 of the Bankruptcy Code [Docket No. 1029 - filed December 15, 2010]**
- xii. **Notice of Filing of Blackline Disclosure Statement [Docket No. 1030 - filed December 15, 2010]**
- xiii. **Notice of Filing of Blackline Plan [Docket No. 1031 - filed December 15, 2010]**
- xiv. **Notice of Filing of Further Revised Order (I) Approving the Disclosure Statement, (II) Approving Notice and Objection Procedures for the Disclosure Statement Hearing, (III) Establishing Solicitation and Voting Procedures, (IV) Scheduling a Confirmation Hearing, and (V) Establishing Notice and Objection Procedures for Confirmation of the Proposed Plan [Docket No. 1032 - filed December 15, 2010]**

Global Status: The hearing on this matter will go forward **to the extent set forth above.**

- 4. Motion to Extend Exclusive Periods for the Filing of a Chapter 11 Plan and Solicitation of Acceptances Thereto [Docket No. 903 - filed November 4, 2010]

Objection Deadline: November 17, 2010 at 4:00 p.m. (EST); extended to December 7, 2010 at 4:00 p.m. (EST) for the Committee.

Objections/Responses Received:

- A. Objection of the Official Committee of Unsecured Creditors to the Debtors' Motion to Extend Exclusivity and Expedited Motion for an Order, Pursuant to Section 1121(d) of the Bankruptcy Code, (A) Terminating the Debtors' Exclusivity Periods, and (B) Authorizing the Official Committee of Unsecured Creditors to Propose and Solicit Acceptances to a Chapter 11 Plan (Filed Under Seal) [Docket No. 978 - filed December 7, 2010]
- B. Objection of the Official Committee of Unsecured Creditors to the Debtors' Motion to Extend Exclusivity and Expedited Motion for an Order, Pursuant to Section 1121(d) of the Bankruptcy Code, (A) Terminating the Debtors' Exclusivity Periods, and (B) Authorizing the Official Committee of Unsecured Creditors to Propose and Solicit Acceptances to a Chapter 11 Plan (Redacted) [Docket No. 981 - filed December 7, 2010]
- C. Joinder of Law Debenture Trust Company of New York and Delaware Corporate Services to Objection of Official Committee of Unsecured

Creditors to Debtors' Motion to Extend Exclusivity and Reservation of Rights [Docket No. 984 - filed December 7, 2010]

Related Documents:

- i. Debtors' Reply to Objection of the Official Committee of Unsecured Creditors to the Debtors' Motion to Extend Exclusivity and Objection to the Committee's Expedited Motion for an Order, Pursuant to 1121(d) of the Bankruptcy Code, (A) Terminating the Debtors' Exclusivity Periods, and (B) Authorizing the Official Committee of Unsecured Creditors to Propose and Solicit Acceptances to a Chapter 11 Plan [Docket No. 1006 - filed December 13, 2010]

Status: **The Committee has indicated to counsel to the Debtors that it will withdraw its objection to, and will express its support for, this motion. Accordingly, the Debtors believe the hearing on this matter will go forward on an uncontested basis.**

5. Objection of the Official Committee of Unsecured Creditors to the Debtors' Motion to Extend Exclusivity and Expedited Motion for an Order, Pursuant to Section 1121(d) of the Bankruptcy Code, (A) Terminating the Debtors' Exclusivity Periods, and (B) Authorizing the Official Committee of Unsecured Creditors to Propose and Solicit Acceptances to a Chapter 11 Plan (Redacted) [Docket No. 981 - filed December 7, 2010]

Objection Deadline: December 13, 2010 at 4:00 p.m. (EST).

Objections/Responses Received:

- A. Debtors' Reply to Objection of the Official Committee of Unsecured Creditors to the Debtors' Motion to Extend Exclusivity and Objection to the Committee's Expedited Motion for an Order, Pursuant to 1121(d) of the Bankruptcy Code, (A) Terminating the Debtors' Exclusivity Periods, and (B) Authorizing the Official Committee of Unsecured Creditors to Propose and Solicit Acceptances to a Chapter 11 Plan [Docket No. 1006 - filed December 13, 2010]

Related Documents:

- i. Objection of the Official Committee of Unsecured Creditors to the Debtors' Motion to Extend Exclusivity and Expedited Motion for an Order, Pursuant to Section 1121(d) of the Bankruptcy Code, (A) Terminating the Debtors' Exclusivity Periods, and (B) Authorizing the Official Committee of Unsecured Creditors to Propose and Solicit Acceptances to a Chapter 11 Plan (Filed Under Seal) [Docket No. 978 - filed December 7, 2010]



- ii. Joinder of Law Debenture Trust Company of New York and Delaware Corporate Services to Objection of Official Committee of Unsecured Creditors to Debtors' Motion to Extend Exclusivity and Reservation of Rights [Docket No. 984 - filed December 7, 2010]
- iii. Order Shortening Notice With Respect to the Committee's Expedited Motion for an Order (A) Terminating the Debtors' Exclusivity Periods, and (B) Authorizing the Official Committee of Unsecured Creditors to Propose and Solicit Acceptances to a Chapter 11 Plan filed with the Objection to the Debtors' Motion to Extend Exclusivity [Docket No. 991 - entered December 8, 2010]
- iv. Joinder of Lapis Advisers, LP to the Official Committee of Unsecured Creditors' Expedited Motion to Terminate the Debtors' Exclusivity Periods [Docket No. 999 - filed December 10, 2010]

**Status: The Committee has indicated to counsel to the Debtors that it will withdraw this motion. Accordingly, the Debtors believe that no hearing on this matter is necessary.**

Dated: December 15, 2010  
Wilmington, Delaware

Respectfully submitted,

/s/ Zachary I. Shapiro

Mark D. Collins (No. 2981)

Paul N. Heath (No. 3704)

Chun I. Jang (No. 4790)

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ATTORNEYS FOR DEBTORS AND  
DEBTORS IN POSSESSION

**EXHIBIT A**

**IN RE ADVANTA CORP., ET AL.**

**CREDITORS' COMMITTEE'S PROPOSED LANGUAGE FOR  
DISCLOSURE STATEMENT, SECTION V(J)(8)**

Clean:

The Debtors' Estates may possess Causes of Action against the Debtors' current or former directors, officers, employees and other Persons in the nature of, among other things, intentional or negligent misrepresentation, mistake, duress and usury, breach of fiduciary duty, fraud, malpractice, negligence, breach of contract, wrongful distribution, aiding and abetting, inducement, actions for declaratory or injunctive relief, rights and remedies under sections 502(d), 506, 509, 510, 542, 543, 544, 545, 547, 548, 549, 550, 551, 552, and 553 of the Bankruptcy Code, or other Claims and counterclaims, which potential Causes of Action are being investigated by the Creditors' Committee.

The Causes of Action may constitute material and valuable assets of the Debtors' Estates. Other than any releases granted in the Plan, in the Confirmation Order or in a Final Order of the Bankruptcy Court from and after the Effective Date, the Plan provides that the Trustees are authorized and empowered to investigate and prosecute the Causes of Action before the Bankruptcy Court. To the extent that proceeds of such Causes of Action are recovered by the Trustees, such recoveries may materially enhance the recoveries of the Debtors' creditors under the Plan. Moreover, the prosecution of the Causes of Action may result in the reduction or elimination of Claims asserted against the Debtors' Estates thereby increasing recoveries of the Debtors' creditors under the Plan. Accordingly, the Trustee's investigation and potential prosecution of Causes of Action of the Estates are integral aspects of the implementation and consummation of the Plan.

For the avoidance of doubt, nothing contained in the Plan will operate as a release of any Cause of Action against any of the current or former officers, directors or employees of the Debtors or their affiliates, except as provided in Section 10.7 of the Plan.

Redline against current language:

The Debtors' Estates may possess Causes of Action against the Debtors' current or former directors, officers, employees and other Persons in the nature of, among other things, intentional or negligent misrepresentation, mistake, duress and usury, breach of fiduciary duty, fraud, malpractice, negligence, breach of contract, wrongful distribution, aiding and abetting, inducement, actions for declaratory or injunctive relief, rights and remedies under sections 502(d), 506, 509, 510, 542, 543, 544, 545, 547, 548, 549, 550, 551, 552, and 553 of the Bankruptcy Code, or other Claims and counterclaims, which potential Causes of Action are being investigated by the Creditors' Committee.

The Causes of Action may constitute material and valuable assets of the Debtors' Estates. Other than any releases granted in the Plan, in the Confirmation Order or in a Final Order of the Bankruptcy Court from and after the Effective Date, the ~~Trusts will have the right to prosecute any and all Causes of Action including, but not limited to, any and all avoidance or equitable subordination actions, recovery Causes of Action and objections to Claims under sections 105, 502, 510, 542 through 551, and 553 of the Bankruptcy Code or other applicable law that belong to the Debtors, Debtors in Possession or the Debtors' Estates.~~ Plan provides that the Trustees are authorized and empowered to investigate and prosecute the Causes of Action before the Bankruptcy Court. To the extent that proceeds of such Causes of Action are recovered by the Trustees, such recoveries may materially enhance the recoveries of the Debtors' creditors under the Plan. Moreover, the prosecution of the Causes of Action may result in the reduction or elimination of Claims asserted against the Debtors' Estates thereby increasing recoveries of the Debtors' creditors under the Plan. Accordingly, the Trustee's investigation and potential prosecution of Causes of Action of the Estates are integral aspects of the implementation and consummation of the Plan.

For the avoidance of doubt, nothing contained in the Plan will operate as a release of any Cause of Action against any of the current or former officers, directors or employees of the Debtors or their affiliates, except as provided in Section 10.7 of the Plan.