

United States Bankruptcy Court

_____ District Of Delaware _____

In re Advanta Shared Services Corp.,
Debtor

Case No. 09-13934 (KJC)

Chapter 11

SECOND AMENDED¹

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property		1	\$ 0.00		
B - Personal Property		13	\$ 7,429,768.91		
C - Property Claimed as Exempt		1			
D - Creditors Holding Secured Claims		1		\$ 0.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)		2		\$ 0.00	
F - Creditors Holding Unsecured Nonpriority Claims		22		\$ 8,284,074.71	
G - Executory Contracts and Unexpired Leases		17			
H - Codebtors		4			
I - Current Income of Individual Debtor(s)	No				\$ N/A
J - Current Expenditures of Individual Debtors(s)	No				\$ N/A
TOTAL		61	\$ 7,429,768.91 + UNDETERMINED AMOUNTS	\$ 8,284,074.71 + UNDETERMINED AMOUNTS	

1. All amendments are highlighted. Only changed sheets are attached. Refer to Schedules filed on January 25, 2010 and First Amended Schedules filed on March 26, 2010 for remainder of the Schedules.

In re Advanta Shared Services Corp.,
 Debtor

Case No. 09-13934 (KJC)
 (If known)

SCHEDULE B – PERSONAL PROPERTY
 (Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITH- OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		SEE ATTACHED RIDER B.16		\$60,142.91
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.		SEE ATTACHED RIDER B.18		\$40,062.00
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			

In re Advanta Shared Services Corp.,
 Debtor

Case No. 09-13934 (KJC)
 (If known)

SCHEDULE B – PERSONAL PROPERTY
 (Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITH- OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
35. Other personal property of any kind not already listed. Itemize.		SEE ATTACHED RIDER B.35		\$2,014,111.43
<p style="text-align: right;">_____ 3 _____ continuation sheets attached Total ►</p>				<p style="text-align: right;">\$ 7,429,768.91 + UNDETERMINED AMOUNTS</p>

(Include amounts from any continuation sheets attached. Report total also on Summary of Schedules.)

In re: Advanta Shared Services Corp.

Case No. 09-13934 (KJC)

SCHEDULE B -PERSONAL PROPERTY
Rider B.16 - Accounts Receivable

OBLIGOR	VALUE
ADVANTA AUTO FINANCE CORPORATION	\$2,389.25
ADVANTA BANK	\$3,423.16
ADVANTA BANK CORP.*	\$0.00
ADVANTENNIS CORP.	\$54,330.50
	\$60,142.91

*RELEASED PURSUANT TO THE SETTLEMENT AGREEMENT, DATED AUGUST 27, 2010, WITH THE FEDERAL DEPOSIT INSURANCE CORPORATION, AS RECEIVER FOR ADVANTA BANK CORP.

In re Advanta Shared Services Corp.,
Debtor

Case No. 09-13934 (KJC)
(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.			INTERCOMPANY TAX LIABILITY				\$1,381,750.00
ADVANTA CORP. PLYMOUTH CORPORATE CENTER 625 W. RIDGE PIKE BUILDING E, SUITE 100 CONSHOHOCKEN, PA 19428							
ACCOUNT NO.			INTERCOMPANY PAYABLE				\$6,320,686.45
ADVANTA CORP. PLYMOUTH CORPORATE CENTER 625 W. RIDGE PIKE BUILDING E, SUITE 100 CONSHOHOCKEN, PA 19428							
ACCOUNT NO.			ANY AND ALL INTERCOMPANY LIABILITIES	X	X	X	UNDETERMINED
ADVANTA CREDIT CARD RECEIVABLES CORP. PLYMOUTH CORPORATE CENTER 625 W. RIDGE PIKE BUILDING E, SUITE 100 CONSHOHOCKEN, PA 19428							
ACCOUNT NO.			ANY AND ALL INTERCOMPANY LIABILITIES	X	X	X	UNDETERMINED
ADVANTA FINANCE CORP. PLYMOUTH CORPORATE CENTER 625 W. RIDGE PIKE BUILDING E, SUITE 100 CONSHOHOCKEN, PA 19428							
						Subtotal ▶	\$ 7,702,436.45
						Total ▶	\$
(Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)							

Sheet no. 3 of 21 continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

In re Advanta Shared Services Corp.,
Debtor

Case No. 09-13934 (KJC)
(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.			INTERCOMPANY PAYABLE				\$190,390.17
ADVANTA SERVICE CORP. PLYMOUTH CORPORATE CENTER 625 W. RIDGE PIKE BUILDING E, SUITE 100 CONSHOHOCKEN, PA 19428							
ACCOUNT NO.			ANY AND ALL INTERCOMPANY LIABILITIES	X	X	X	UNDETERMINED
ADVANTA VENTURES INC. PLYMOUTH CORPORATE CENTER 625 W. RIDGE PIKE BUILDING E, SUITE 100 CONSHOHOCKEN, PA 19428							
ACCOUNT NO.			ANY AND ALL INTERCOMPANY LIABILITIES	X	X	X	UNDETERMINED
ADVANTENNIS CORP. PLYMOUTH CORPORATE CENTER 625 W. RIDGE PIKE BUILDING E, SUITE 100 CONSHOHOCKEN, PA 19428							
ACCOUNT NO.			TRADE PAYABLE				\$1,202.75
ALLIED BARTON SECURITY SERVICES P.O. BOX 828854 PHILADELPHIA, PA 19182-8854							
						Subtotal ▶	\$ 191,592.92
						Total ▶	\$

Sheet no. 8 of 21 continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)

In re Advanta Shared Services Corp.,
Debtor

Case No. 09-13934 (KJC)
(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. WILLIAMSON, ROBERT 1300 N HARRISON STREET APT C 404 WILMINGTON, DE 19806			CONTRACT LIABILITY	X	X	X	UNDETERMINED
ACCOUNT NO. ZEE MEDICAL SERVICE, CO P O BOX 781573 INDIANAPOLIS, IN 46278-8573			TRADE PAYABLE				\$190.70
ACCOUNT NO.							
ACCOUNT NO.							
ACCOUNT NO.							
ACCOUNT NO.							
Sheet no. <u>21</u> of <u>21</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal ▶ \$ 190.70
							Total ▶ \$ 8,284,074.71 + UNDETERMINED AMOUNTS

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)


UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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

**SECOND AMENDMENT TO DEBTORS'
SCHEDULES OF ASSETS AND LIABILITIES**

I, Philip M. Browne, the Director, Senior Vice President, and Chief Financial Officer of Advanta Shared Services Corp., declare under penalty of perjury that the foregoing amended sheets are true and correct to the best of my knowledge and belief.

Dated: December 17, 2010



Philip M. Browne
Director, Senior Vice President and Chief Financial
Officer