

**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)
	:	Hearing Date: February 10, 2011 at 1:00 p.m.
	:	Response Deadline: January 31, 2011 at 5:00 p.m.
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**AMENDED NOTICE OF PROPOSED ASSUMPTION OF EXECUTORY  
CONTRACTS AND UNEXPIRED LEASES PURSUANT TO DEBTORS'  
JOINT PLAN UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

**Counterparty:** Please refer to *Exhibit A*.

**Executory Contract(s)  
and Unexpired Lease(s)**

**To Be Assumed:** Contract(s) and lease(s) listed on *Exhibit A* to the extent not already rejected by Court order, rejected pursuant to section 365(d)(4) of the Bankruptcy Code, or expired by their own terms.

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<sup>1</sup> The Debtors in these jointly administered chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are Advanta Corp. (2070) (“*Advanta*”), 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), Advanta Ventures Inc. (5127), BE Corp. (8960), ideablob Corp. (0726), Advanta Credit Card Receivables Corp. (7955), Great Expectations International Inc. (0440), Great Expectations Franchise Corp. (3326), and Great Expectations Management Corp. (3328). Information regarding the Debtors’ businesses and the background relating to events leading up to these chapter 11 cases can be found in (i) 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 majority of Debtors filed their petitions (the “*Commencement Date*”) under chapter 11 of title 11 of the United States Code (the “*Bankruptcy Code*”), and (ii) that certain supplement thereto, filed on November 20, 2009, the date Advanta Ventures Inc., BE Corp., ideablob Corp. and Advanta Credit Card Receivables Corp. filed their chapter 11 cases (the “*Second Commencement Date*”, and together with the Commencement Date, the “*Commencement Dates*”). 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, in accordance with an order of this Court, the Debtors’ cases are being jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”).

**If you have questions about this Amended Notice or would like to resolve consensually any issues regarding assumption of the contract(s) or lease(s) listed on *Exhibit A* or the cure amount(s) listed on *Exhibit A*, please contact Jennifer N. Ganesh at Weil, Gotshal & Manges by no later than January 31, 2011 at (212) 310-8644 or by email at [Jennifer.Ganesh@weil.com](mailto:Jennifer.Ganesh@weil.com).**

**PLEASE TAKE NOTICE** that on November 2, 2010, the Debtors filed the Joint Plan Under Chapter 11 of the Bankruptcy Code (as modified on December 17, 2010, the “*Proposed Plan*”) [Docket No. 1037]. If the Proposed Plan is approved by the Bankruptcy Court<sup>2</sup> and substantially consummated, the Debtors will, pursuant to sections 365(a) and 1123(b)(2) of the Bankruptcy Code, assume the executory contracts and unexpired leases listed on Schedule 8.1 of the Proposed Plan.

**PLEASE TAKE FURTHER NOTICE** that, pursuant to the terms of the Proposed Plan, notice (this “*Amended Notice*”) is hereby provided that the Debtors currently propose to assume the executory contracts and unexpired leases listed on *Exhibit A* hereto to the extent not already rejected by Court order, rejected pursuant to section 365(d)(4) of the Bankruptcy Code, or expired by their own terms (the “*Contracts*”).<sup>3</sup> This Amended Notice replaces and supersedes the notice dated January 11, 2011 [Docket No. 1095] (the “*Original Notice*”). For the convenience of all parties in interest, a blackline of the list of Contracts attached hereto as *Exhibit A* against the list of Contracts attached to the Original Notice as *Exhibit A* thereto, is attached hereto as *Exhibit B*.

**PLEASE NOTE THAT THE CONTRACTS LISTED ON EXHIBIT A HERETO WILL ONLY BE ASSUMED HEREUNDER IF THE PROPOSED PLAN IS APPROVED BY THE BANKRUPTCY COURT AND BECOMES EFFECTIVE (i.e., SUBSTANTIALLY CONSUMMATED).**

**PLEASE TAKE FURTHER NOTICE** that if you object to the Debtors’ proposed assumption of any of the Contracts, including to the cure amount set forth on *Exhibit A* hereto, and are unable to resolve your objection consensually with the Debtors, you must file a

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

<sup>3</sup> This Amended Notice is without prejudice to the Debtors’ rights to claim that the Contracts expired by their own terms or were terminated prior to the effective date of assumption, as the case may be. Moreover, nothing herein shall be deemed an admission that the Contracts are enforceable obligations of the Debtors, are executory in nature, or that the Contract counterparty identified on *Exhibit A* has a valid claim against the Debtors. The Contracts listed on *Exhibit A* will not be assumed until the Bankruptcy Court enters an order approving such assumptions. The Debtors reserve all rights to remove any Contracts from *Exhibit A* and to not seek their assumption.

written objection with the Bankruptcy Court and state with specificity the nature of the objection and the proposed cure amount, and serve such objection upon:

<b>Debtors</b>  Advanta Corp. Plymouth Corporate Center 625 W. Ridge Pike Building E, Suite 100 Conshohocken, Pennsylvania 19428 Attn: Jay A. Dubow	<b>Counsel to the Debtors</b>  Weil, Gotshal & Manges LLP, 767 Fifth Avenue New York, New York 10153 Attn: Robert J. Lemons Victoria Vron
<b>Office of the U.S. Trustee</b>  The Office of the United States Trustee 844 King Street Suite 2207 Wilmington, Delaware 19801 Attn: David M. Klauder	<b>Counsel to the Statutory Committee of Unsecured Creditors</b>  Latham & Watkins LLP 885 Third Avenue New York, NY 10022-4834 Attn: Roger G. Schwartz Adam J. Goldberg

(collectively, the “*Objection Notice Parties*”) so as to be **actually received** by **January 31, 2011 at 5:00 pm (Eastern Time)**.

**PLEASE TAKE FURTHER NOTICE** that, if no objections are received by **January 31, 2011 at 5:00 pm (Eastern Time)**, the assumption of the Contracts shall be authorized pursuant to the Proposed Plan and the cure amounts set forth on *Exhibit A* hereto shall be binding upon the non-debtor party to the Contract for all purposes and will constitute a final determination of total cure amounts required to be paid by the Debtors in connection with the assumption of such Contract.

**PLEASE TAKE FURTHER NOTICE** that if a timely objection is received and such objection cannot otherwise be resolved by the parties, the Bankruptcy Court may hear such objection at the hearing to approve the Proposed Plan on **February 10, 2011 at 1:00 p.m.**, or at such other date as determined by the Bankruptcy Court or the parties.

Dated: January 21, 2011  
Wilmington, Delaware

*/s/ Zachary I. Shapiro*

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Mark D. Collins (No. 2981)  
Paul N. Heath (No. 3704)  
Chun I. Jang (No. 4790)  
Zachary I. Shapiro (No. 5103)  
RICHARDS, LAYTON & FINGER, P.A.  
One Rodney Square  
920 North King Street  
Wilmington, Delaware 19801  
Telephone: (302) 651-7700  
Facsimile: (302) 651-7701

- and -

WEIL, GOTSHAL & MANGES LLP  
Marcia L. Goldstein  
Robert J. Lemons  
767 Fifth Avenue  
New York, NY 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007

ATTORNEYS FOR  
DEBTORS AND DEBTORS IN  
POSSESSION

**Exhibit A**

**Contracts to be Assumed**

<b>Counterparty</b>	<b>Advanta Party</b>	<b>Assuming Advanta Entity</b>	<b>Contract Name</b>	<b>Description of Contract</b>	<b>Effective Date of Contract</b>	<b>Cure Amount</b>
Aetna	Advanta Corp.	Reorganized Advanta	Notification and Collection Services Agreement	Administration of COBRA coverage	3/1/1998	\$0.00
Arcus Data Security, Inc.	Advanta Corp.	AC Trust	Data Storage and Service Agreement	Storage and data management services; disaster recovery services.	8/29/2001	\$0.00
Ceridian Corporation	Advanta Corp.	Reorganized Advanta	Application for Services	Payroll Services	10/21/2009	\$0.00
Ceridian Corporation	Advanta Shared Services Corp.	Reorganized Advanta	Application for Services	Payroll Services	10/21/2009	\$0.00
Ceridian Corporation	Advanta Corp.	Reorganized Advanta	Agreement for Products and Services	Tax processing services and check print and image services	11/29/2007	\$0.00
Cintas Corporation	Advanta Corp.	AC Trust	Agreement	Shredding services	1/1/2006	\$0.00

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Clark Bardes, Inc	Advanta Corp.	AC Trust	Service and Administration Agreement	Company owned life insurance plan administrative services	12/1/1994	\$0.00
Cor-O-Van	Advanta Corp.	AC Trust	Agreement for Services	Offsite storage services	6/11/2001	\$0.00
CSC Corporate Domains, Inc.	Advanta Shared Services Corp.	AC Trust	Registration Services Agreement	Domain registration services.	6/13/2002	\$0.00
DocuSafe	Advanta Corp.	AC Trust	Storage and Service Agreement	Storage services.	5/1/2000	\$0.00
Economic Analysis Group, LTD	Advanta Corp.	AC Trust	Case Track Software License Agreement	Matter management system	10/8/2001	\$0.00
Fleet Credit Card Holdings, Inc. / Bank Of America Corp.	Advanta Corp., Advanta Service Corp.	Reorganized Advanta and Advanta Service Corp.	Agreement Relating To Fleet Credit Card Services, L.P.	Agreement Relating To Fleet Credit Card Services, L.P.	5/28/2004	\$0.00

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Fleet Credit Card Holdings, Inc. / Bank Of America Corp.	Advanta Corp.	Reorganized Advanta and Advanta Service Corp.	Mutual Release	Mutual release with respect to litigation disputes set forth in the Drop Down Agreement	2/2/2005	\$0.00
Fleet Credit Card Holdings, Inc. / Bank Of America Corp.	Advanta Corp.	Reorganized Advanta and Advanta Service Corp.	Limited Partnership Agreement	Partnership Agreement	5/26/1998	\$0.00
Fleet Credit Card Holdings, Inc. / Bank Of America Corp.	Advanta Corp.	Reorganized Advanta and Advanta Service Corp.	Contribution Agreement	Contribution by Advanta and Fleet Financial Group, Inc. of the assets and liabilities of their respective consumer credit card businesses to Fleet Credit Card LLC	10/28/1997	\$0.00



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Iron Mountain Information Management, Inc.	Advanta Corp.	AC Trust	Archival Service and Storage Order - P891	Account P891	1/1/1987	\$0.00
Iron Mountain Information Management, Inc.	Advanta Corp.	AC Trust	Archival Service and Storage Order - P899	Account P899 - Compensation benefits records.	1/15/1991	\$0.00
Iron Mountain Information Management, Inc.	Advanta Corp.	AC Trust	Archival Service and Storage Order - PA 677	Account PA677 - Corporate records.	3/18/1998	\$0.00
Iron Mountain Information Management, Inc.	Advanta Corp.	AC Trust	Archival Service and Storage Order - PA469	Account PA469 - Human Resources records.	9/11/1997	\$0.00
Mercer Health and Benefits	Advanta Corp.	Reorganized Advanta	Engagement Letter/Terms & Conditions	Compensation consulting services	10/23/2007	\$0.00
Moore Wallace North America, Inc. d/b/a RR Donnelley	Advanta Corp.	AC Trust	Products and Services Agreement	1099 processing for the Note Program	12/9/2004	\$0.00
Netilla Networks, Inc.	Advanta Shared Services Corp.	AC Trust	End User License Agreement	Virtual office service	2/12/2002	\$0.00

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Vertex Tax Technology Enterprises LLC	Advanta Corp.	Reorganized Advanta	Software License Agreement	Tax program used by Don Albert	1/19/2005	\$0.00

**Exhibit B**

**Contracts to be Assumed**

<b>Counterparty</b>	<b>Advanta Party</b>	<b>Assuming Advanta Entity</b>	<b>Contract Name</b>	<b>Description of Contract</b>	<b>Effective Date of Contract</b>	<b>Cure Amount</b>
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Economic Analysis Group, LTD	Advanta Corp.	AC Trust	Case Track Software License Agreement	Matter management system	10/8/2001	\$0.00
Fleet Credit Card Holdings, Inc. / Bank Of America Corp.	Advanta Corp., Advanta Service Corp.	Reorganized Advanta <del>Corp.</del> and Advanta Service Corp.	Agreement Relating To Fleet Credit Card Services, L.P.	Agreement Relating To Fleet Credit Card Services, L.P.	5/28/2004	\$0.00

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Moore Wallace North America, Inc. d/b/a RR Donnelley	Advanta Corp.	AC Trust	Products and Services Agreement	1099 processing for the Note Program	12/9/2004	\$0.00
<del>MullinTBG Insurance Agency LLC d/b/a MullinTBG</del>	<del>Advanta Corp.</del>	<del>Reorganized Advanta Corp.</del>	<del>Administrative Services Agreement</del>	<del>Third Party Administrator for Non-Employee Deferral Plan</del>	<del>6/30/2007</del>	<del>\$0.00</del>

Counterparty	Advanta Party	Assuming Advanta Entity	Contract Name	Description of Contract	Effective Date of Contract	Cure Amount
Netilla Networks, Inc.	Advanta Shared Services Corp.	AC Trust	End User License Agreement	Virtual office service	2/12/2002	\$0.00
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