

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

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 In re: : Chapter 11
 :
 ADVANTA CORP., *et al.*,¹ : Case No. 09-13931 (KJC)
 :
 Debtors. : (Jointly Administered)
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Re: Docket Nos. 1253, 1269 & 1270

**FIRST ORDER GRANTING, IN PART, SIXTH OMNIBUS OBJECTION TO
CLAIMS:(I) NO LIABILITY CLAIMS AND (II) DISPUTED
AMOUNT CLAIMS (SUBSTANTIVE)**

Upon the Sixth Omnibus Objection to Claims: (I) No Liability Claims and (II) Disputed Amount Claims (Substantive) (the “*Sixth Omnibus Objection*”),² filed by FTI Consulting, Inc. (“*FTI*”), in its capacity as Trustee of the Trusts established pursuant to the confirmed Plan (the “*Trustee*”); and the Court having jurisdiction to consider the Sixth Omnibus Objection and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Sixth Omnibus Objection 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 it appearing that notice of the Sixth Omnibus Objection was good and sufficient upon the particular circumstances and that no other or further notice need be given; and it appearing that each holder of a claim subject to the Sixth Omnibus Objection has been afforded reasonable

¹ The Debtors in these jointly administered chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, were 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).

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

opportunity to respond the relief requested in the Sixth Omnibus Objection; and the Court having considered the Sixth Omnibus Objection, the Declaration of Andrew Scruton, the No Liability Claims and Disputed Amount Claims listed on Exhibits A and B annexed to the Sixth Omnibus Objection, and any responses thereto; and after due deliberation thereon; and good and sufficient cause appearing therefore; it is hereby:

ORDERED, ADJUDGED AND DECREED THAT:

ORDERED that the Sixth Omnibus Objection is **GRANTED** as set forth herein and any pending objections not resolved or continued by the consent of the parties are hereby overruled; and it is further

ORDERED that, with the exception of the Continued Claims (defined below) which Continued Claims shall not be modified or disallowed by this Order, each of the No Liability Claims listed on Exhibit A to the Sixth Omnibus Objection is disallowed in full from the Claims Register and the Claims Register shall be updated accordingly; provided, however, that Claims 2014 and 2017 filed by the Franchise Tax Board shall be deemed removed from Exhibit A; and it is further

ORDERED that, with the exception of the Continued Claims (defined below) which Continued Claims shall not be modified or disallowed by this Order, each of the Disputed Amount Claims listed on Exhibit B to the Sixth Omnibus Objection is reduced to the amounts specified in the column labeled “Modified Claims Amount” as set forth on Exhibit B to the Sixth Omnibus Objection and the Claims Register shall be updated accordingly; and it is further

ORDERED that, the relief requested in the Sixth Omnibus Objection shall be continued with respect to (i) Claim 82 filed by Rhode Island Division of Taxation, (ii) Claim 1965 filed by Eagles Stadium Operator, LLC, (iii) the Claims filed by WTT Tennis LLC and (iv) Claim 2324

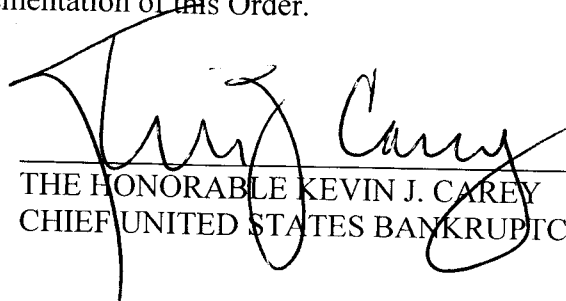
filed by Open Solutions Inc. (collectively, the "Continued Claims"); and it is further

ORDERED that The Garden City Group is authorized and directed to update the Claims Register pursuant to this Order and to make other changes to the Claims Register as are necessary to reflect the terms of this Order; and it is further

ORDERED that the Trustee's right to file additional objections on any and all grounds to the claims set forth in the Sixth Omnibus Objection are fully preserved. Additionally, should one or more of the grounds of objection stated in the Sixth Omnibus Objection be dismissed, the Trustee's right to object on other stated grounds or on any other grounds discovered during the pendency of these cases are further preserved; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from the interpretation and/or implementation of this Order.

Dated: June 7, 2011
Wilmington, Delaware



THE HONORABLE KEVIN J. CAREY
CHIEF UNITED STATES BANKRUPTCY JUDGE