

**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)
-----X

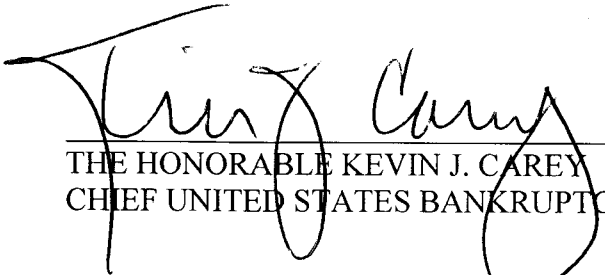
Re: Docket No. 1290

**ORDER APPROVING STIPULATION BY AND BETWEEN THE TRUSTEE AND
DENNIS ALTER REGARDING INDEMNIFICATION RIGHTS
ASSERTED UNDER PROOFS OF CLAIM NUMBERS 2341, 2904 AND 2933**

Upon consideration of the Stipulation By and Between the Trustee and Dennis Alter Regarding Indemnification Rights Asserted Under Proofs of Claim Numbers 2341, 2904 (the “Stipulation”), a copy of which is attached hereto as Exhibit 1; and it appearing that the Stipulation is in the best interests of the Debtors, their estates, the Trusts, Liquidating Trust beneficiaries and other parties in interest; and after due deliberation and sufficient cause appearing therefor; it is hereby

ORDERED, that the Stipulation, attached hereto as Exhibit 1, is approved, and the terms and conditions of the Stipulation are incorporated in this Order by reference as if fully set forth herein.

Dated: June 13, 2011
Wilmington, Delaware



THE HONORABLE KEVIN J. CAREY
CHIEF UNITED STATES BANKRUPTCY JUDGE

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).

EXHIBIT 1

Stipulation

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

----- X
In re: :
: Chapter 11
ADVANTA CORP., *et al.*,¹ :
: Case No. 09-13931 (KJC)
: Debtors. : Jointly Administered
: :
----- X

**STIPULATION BY AND BETWEEN THE TRUSTEE AND
DENNIS ALTER REGARDING INDEMNIFICATION RIGHTS
ASSERTED UNDER PROOFS OF CLAIM NUMBERS 2341, 2904 AND 2933**

FTI Consulting, Inc., in its capacity as Trustee of the AC Trust² (the "Trustee"), by and through its attorneys, Latham & Watkins LLP and Drinker Biddle & Reath LLP, and Dennis Alter (the "Claimant"), by and through his undersigned counsel, stipulate and agree as follows:

RECITALS

WHEREAS, on November 8, 2009 (the "Commencement Date") the majority of Debtors³ filed their petitions under chapter 11 of title 11 of the United States Code, and, on November 20, 2009, the remaining Debtors⁴ filed their chapter 11 cases;

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 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 but not otherwise defined herein shall have the meaning ascribed to them in the Plan.

³ The Debtors that filed their petitions on November 8, 2009 include: Advanta Corp.; Advanta Investment Corp.; Advanta Business Services Holding Corp.; Advanta Business Services Corp.; Advanta Shared Services Corp.; Advanta Service Corp.; Advanta Advertising Inc.; Advantennis Corp.; Advanta Mortgage Holding Company; Advanta Auto Finance Corporation; Advanta Mortgage Corp. USA; Advanta Finance Corp.; Great Expectations International Inc.; Great Expectations Franchise Corp.; and Great Expectations Management Corp.

WHEREAS, on May 14, 2010, the Claimant filed a proof of claim against Debtor, Advanta Corporation, which has been assigned claim number 2341 by Garden City Group (“GCG”), the Court-appointed noticing and claims agent in the Debtors’ chapter 11 cases (“Claim 2341”). Claim 2341 was filed as a contingent, unliquidated claim;

WHEREAS, on October 22, 2010, the Claimant filed an amended proof of claim against Debtor, Advanta Corporation, which has been assigned claim number 2904 by GCG (“Claim 2904”). Claim 2904 amended and superseded Claim 2341 and was filed as a contingent, unliquidated claim;

WHEREAS, on March 29, 2011, the Claimant filed a second amended proof of claim against Debtor, Advanta Corporation, which has been assigned claim number 2933 by GCG (“Claim 2933”). Claim 2933 amended and superseded Claim 2904 and was filed as a contingent, unliquidated claim;

WHEREAS, in each of Claims 2341, 2904 and 2933, the Claimant asserts, among other things, contingent, unliquidated claims for indemnification rights, pursuant to the Delaware General Corporations Law, the Debtors’ By-Laws, and/or various agreements entered into by and between the Debtors and the Claimant, for liability and expenses that the Claimant has incurred, or may incur in the future, in connection with litigation or proceedings that have been or potentially may be commenced or threatened against the Claimant in his capacity as a director, employee or officer of any of the Debtors (the “Indemnification Claims”);

WHEREAS, on November 2, 2010, the Debtors filed the *Joint Plan Under Chapter 11 of the Bankruptcy Code* (as modified on February 28, 2011, the “Plan”) [Docket No. 1185];

⁴ The Debtors that filed their petitions on November 20, 2009 include: Advanta Ventures Inc.; BE Corp.; ideablob Corp.; and Advanta Credit Card Receivables Corp.

WHEREAS, following a hearing to consider confirmation of the Plan, on or about February 11, 2011, this Court entered the *Order Confirming Debtors' Joint Plan Under Chapter 11 of the Bankruptcy Code, As Modified* ("**Confirmation Order**") [Docket No. 1173].;

WHEREAS, the Effective Date under the Plan occurred on February 28, 2011;

WHEREAS, the parties have discussed the treatment of the Indemnification Claims and have agreed upon the terms memorialized herein.

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED that:

1. The Indemnification Claims shall be estimated in the amount of zero, unless and until they are liquidated and Allowed, for purposes of establishing any Unresolved Claims Reserve and for purposes of making the Initial Distribution and any subsequent distribution under the Plan.

2. This Stipulation is not intended, nor shall it be interpreted, to affect the rights of any party with respect to Section 8.6 of the Plan.

3. This Stipulation shall affect only the Indemnification Claims asserted by the Claimant; it is not intended, nor shall it be interpreted, to estimate, modify or affect any of the other claims and rights asserted by the Claimant in Claims 2341, 2904 and 2933 or any amendments thereto.

4. This Stipulation is not intended, nor shall it be interpreted, to (a) affect the rights, to the extent any such rights exist, of the Claimant to (i) supplement or further amend Claims 2341, 2904 and 2933 in any respect, (ii) specify and quantify expenses or other charges or claims incurred by the Claimant, (iii) assert any additional Priority Non-Tax Claims or Administrative Expense Claims, or (iv) make claims against Reorganized Advanta and to file additional proofs of claim for additional claims or (b) affect the right of the Debtors, the

Trustees, the Trusts or of Reorganized Advanta to object to, contest, challenge, subordinate, dispute or otherwise respond to Claims 2341, 2904 and 2933, any supplement or amendment thereto, any specification or quantification of expenses, charges or claims incurred by the Claimant, any Priority Non-Tax Claims or Administrative Expense Claims asserted by the Claimant, any claims filed against Reorganized Advanta by the Claimant or any additional proofs of claims for additional claims asserted by the Claimant.

5. This Stipulation may be executed by facsimile and in counterparts, all of which together shall constitute a single document or by conforming electronic signature in accordance with the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware.

6. This Stipulation shall be governed by and construed in accordance with the internal laws of the State of Delaware without reference to its conflicts of laws rules and any applicable federal laws, and the Claimant consents to the jurisdiction of the Court for all matters concerning this Stipulation to the fullest extent that the Court has jurisdiction under 28 U.S.C. §1334. Any motion or application brought before the Court to resolve any dispute arising under or related to this Stipulation shall be brought on proper notice in accordance with the relevant Federal Rules of Bankruptcy Procedure and the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware.

7. The person who executes this Stipulation by or on behalf of the Trustee and the Claimant, respectively, hereto represents and warrants that he or she has been duly authorized and empowered to execute and deliver this Stipulation on behalf of such party.

8. This Stipulation shall constitute the entire understanding and agreement between the Trustee and the Claimant with respect to the subject matter hereof and shall

supersede any previous negotiations, commitments, writings, filings, orders or judgments with respect to such subject matter. No provision of this Stipulation may be changed except by a written instrument executed by the parties hereto that specifically refers to this Stipulation.

9. It is acknowledged that each party has participated in and jointly consented to the drafting of this Stipulation and that any claimed ambiguity shall not be construed for or against either party on account of such drafting.

AGREED AND ACCEPTED

Dated: Jan 8, 2011



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