

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

In re:)	
)	Chapter 11
Great Expectations Franchise Corp.)	
)	Case No. 09-13936 (KJC)
)	
Debtors.)	Jointly Administered under
)	Case No. 09-13931 (KJC)
)	

DEBTOR'S SCHEDULES OF ASSETS AND LIABILITIES

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

In re:)	
)	
)	Chapter 11
Advanta Corp., <i>et al.</i> , ¹)	
)	Case No. 09-13931 (KJC)
Debtors.)	
)	Jointly Administered
)	

**GLOBAL NOTES AND STATEMENT OF
LIMITATIONS, METHODOLOGY AND DISCLAIMER
REGARDING THE DEBTORS' SCHEDULES OF ASSETS
AND LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS**

Advanta Corp. and certain of its affiliates, as debtors and debtors in possession in the above captioned chapter 11 cases (the “Debtors”) have filed their respective Schedules of Assets and Liabilities (the “Schedules”) and Statements of Financial Affairs (the “Statements,” and collectively with the “Schedules,” the “Schedules and Statements”) in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”). The Debtors, with the assistance of their advisors, prepared the Schedules and Statements in accordance with section 521 of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”). The Schedules and Statements were prepared by management of the Debtors and are unaudited.

Philip M. Browne has signed each set of the Schedules and Statements for the following Debtors: 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

¹ The Debtors in these chapter 11 cases, along with the last four digits of each U.S. Debtors’ federal tax identification number (if any), include: 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); BizEquity Corp. (8960); IdeaBlob Corp. (0726); and Advanta Credit Card Receivables Corp. (7955). Each of the Debtors (other than Advanta Credit Card Receivables Corp. and the Great Expectations entities) maintains its principal corporate office at Welsh & McKean Roads, P.O. Box 844, Spring House, PA 19477-0844. Advanta Credit Card Receivables Corp. maintains its principal corporate office at 2215 B. Renaissance Drive, Suite 5 Las Vegas, NV 89119, and the Great Expectations entities maintain their principal corporate office at 1209 Orange Street, Wilmington, DE 19801.

Auto Finance Corporation, Advanta Mortgage Corp. USA, Advanta Finance Corp., Great Expectations Franchise Corp., Great Expectations Management Corp., Advanta Ventures Inc., BizEquity Corp., and IdeaBlob Corp. Mr. Browne serves as the Director, Senior Vice President, and Chief Financial Officer for the aforementioned Debtors. Liane Browne has signed the Schedules and Statements for Advanta Credit Card Receivables Corp. Ms. Browne serves as the Vice President and Secretary for Advanta Credit Card Receivables Corp. Jay A. Dubow has signed the Schedules and Statements for Great Expectations International Inc. Mr. Dubow serves as the Secretary for Great Expectations International Inc. In reviewing and signing the Schedules and Statements, Mr. Browne, Mr. Dubow and Ms. Browne have necessarily relied upon the efforts, statements and representations of various personnel of the Debtors. Mr. Browne, Mr. Dubow and Ms. Browne have not (and could not have) personally verified the accuracy of each such statement and representation, including statements and representations concerning amounts owed to creditors.

The Global Notes and Statement of Limitations, Methodology and Disclaimer Regarding the Debtors' Schedules of Assets and Liabilities and Statements of Financial Affairs (the "Global Notes") pertain to, are incorporated by reference in, and comprise an integral part of *all* of the Schedules and Statements. The Global Notes should be referred to and reviewed in connection with any review of the Schedules and Statements.²

The Schedules and Statements do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles in the United States ("GAAP"), nor are they intended to be fully reconciled to the financial statements of each Debtor. The Schedules and Statements contain unaudited information that is subject to further review and potential adjustment. The Schedules and Statements reflect the Debtors' reasonable best efforts to report the assets and liabilities of each Debtor on an unconsolidated basis. The Schedules and Statements remain subject to further review and verification by the Debtors. Subsequent information may result in material changes.

In preparing the Schedules and Statements, the Debtors relied on financial data derived from their books and records that was available at the time of such preparation. While those members of management responsible for preparation of the Schedules and Statements have made reasonable efforts to ensure that the Schedules and Statements are accurate and complete based upon information known to them at the time of preparation after reasonable inquiries, inadvertent errors or omissions may exist and/or the subsequent receipt of information may result in material changes in financial and other data contained in the Schedules and Statements which may warrant amendment of the same. The Debtors reserve their right to amend their Schedules and Statements from time to time as may be necessary or appropriate.

² The Global Notes are in addition to the specific notes contained in each Debtor's Schedules and Statements. The fact that the Debtors have prepared a "specific note" with respect to any of the Schedules and Statements and not to others should not be interpreted as a decision by the Debtors to exclude the applicability of such Global Note to any of the Debtors' remaining Schedules and Statements.

Nothing contained in the Schedules and Statements shall constitute a waiver of any of the Debtors' rights or an admission with respect to their chapter 11 cases, including, without limitation, any issues involving substantive consolidation, equitable subordination, defenses or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and any other relevant applicable laws to recover assets or avoid transfers.

Description of Cases. On November 8, 2009 (the "Original Petition Date") and November 20, 2009 (the "Subsequent Petition Date")³, collectively (the "Petition Dates"), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code under case numbers 09-13931, 09-13932, 09-13933, 09-13934, 09-13935, 09-13936, 09-13937, 09-13938, 09-13939, 09-13940, 09-13941, 09-13942, 09-13943, 09-13944, 09-13945, 09-14125, 09-14127, 09-14129, 09-14130. The cases were consolidated for procedural purposes only under Case No. 09-13931. The Debtors are operating their business and managing their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On November 10, 2009, an order was entered directing joint administration of these chapter 11 cases. Each Debtor's fiscal year ends on December 31. In addition, on November 24, 2009, an order was entered directing that all orders that had been entered previous to the Subsequent Petition Date be made applicable to the Debtors who filed on the Subsequent Petition Date. All asset information contained in the Schedules and Statements, except where otherwise noted, is reported as of the close of business on the Petition Dates for each respective Debtor. All liability information contained in the Schedules and Statements are reported as of the best available pre-petition information.

Recharacterization. Notwithstanding that the Debtors have made reasonable best efforts to correctly characterize, classify, categorize or designate certain claims, assets, executory contracts, unexpired leases, and other items reported in the Schedules and Statements, the Debtors nonetheless may have improperly characterized, classified, categorized or designated certain items. Thus, the Debtors reserve all rights to recharacterize, reclassify, recategorize or redesignate items reported in the Schedules and Statements at a later time as is necessary and appropriate.

Basis of Presentation. For financial reporting purposes, the Debtors generally prepare consolidated financial statements, which include financial information for all subsidiaries and affiliates (including the Debtors, the "Company"), which in the past have been audited annually. Unlike the consolidated financial information included in the Company's audited financial statements, the Schedules and Statements reflect the assets and liabilities of each Debtor based on their unaudited books and tax records. Each Debtor generally maintains its accounting records in accordance with GAAP used in the United States. However, these Schedules and Statements do not purport to represent financial statements prepared in accordance with GAAP.

Liabilities. The Debtors allocated liabilities between the pre-petition and post-petition periods based on the information and research conducted in connection with the preparation of the Schedules and Statements. As additional information becomes available and further research is

³ The following entities filed voluntary petitions on this date: Advanta Ventures Inc., BizEquity Corp., Ideablob Corp., and Advanta Credit Card Receivables Corp.

conducted, the allocation of liabilities between the pre-petition and post-petition periods may change. The Debtors reserve all rights to modify, amend and supplement the Schedules and Statements as is necessary and appropriate.

Pursuant to orders of the Bankruptcy Court, the Debtors have been granted authority to pay, in their own discretion, certain pre-petition obligations to employees, taxing authorities, potential lienholders, and certain customers of the Debtors. As further indicated below, in the case of certain taxing authorities, the Debtors' investigation regarding the validity of such claims is ongoing, and certain claims for which the Debtors may ultimately determine they have no liability have been scheduled as "contingent" claims.

The liabilities listed on these Schedules do not reflect any analysis of claims under section 503(b)(9) of the Bankruptcy Code. Accordingly, the Debtors reserve all rights to dispute or challenge the validity of any asserted claims under section 503(b)(9) of the Bankruptcy Code or the characterization of the structure of any such transaction or any document or instrument related to such creditor's claim.

Debtors. Each Debtor's Schedules and Statements were prepared using the assets and liabilities of that Debtor pursuant to that Debtor's accounting records.

Reporting Date. Except as otherwise noted, the Debtors' Schedules and Statements are prepared as of the close of business on the Petition Dates. In some instances, the Debtors have used estimates where actual data as of the Petition Dates were not available.

Insiders. For purposes of the Schedules and Statements, the Debtors define "insiders" pursuant to section 101(31) of the Bankruptcy Code as (a) directors; (b) officers; (c) partners; (d) general partners; (e) relatives of directors, officers, or partners of the Debtors; and (f) debtor/non-debtor affiliates. Payments to Debtor/non-Debtor affiliates are represented as the net change in the intercompany balance line items of the general ledger over a period of approximately one year.

Intercompany Claims. Any and all receivables and payables among the Debtors in these chapter 11 cases and their affiliates (each an "Intercompany Receivable" or "Intercompany Payable" and, collectively, the "Intercompany Claims") are reported on Schedule B and Schedule F, respectively. The listing of these amounts is not and shall not be construed as an admission of the characterization of such balances, as debt, equity or otherwise.

Executory Contracts. The Debtors have not set forth executory contracts as assets on Schedule B. The Debtors' executory contracts have been set forth on Schedule G.

Classifications. Listing a claim (1) on Schedule D as "secured," (2) on Schedule E as "priority," (3) on Schedule F as "unsecured," or (4) listing a contract on Schedule G as "executory" or "unexpired," does not constitute an admission by the Debtors of the legal rights of the claimant, or a waiver of the Debtors' right to recharacterize or reclassify such claim or contract.

Claims Description. While the Debtors have made every effort to properly classify each claim listed in the Schedules and SOFAs as being either disputed or undisputed, liquidated or unliquidated, and contingent or noncontingent, the Debtors have not been able to fully reconcile all payments made to certain third parties and their related entities on account of the Debtors'

obligations to same. Any failure to designate a claim on a given Debtor's Schedules and Statements as "disputed," "contingent" or "unliquidated" does not constitute an admission by the Debtor that such amount is not "disputed," "contingent" or "unliquidated." The Debtors reserve all rights to dispute any claim reflected on their respective Schedules and Statements on any grounds, including, without limitation, liability, classification or to otherwise subsequently designate such claims as "disputed," "contingent" or "unliquidated." Moreover, the Debtors reserve the right to amend their Schedules and Statements as necessary and appropriate.

Causes of Action. Despite reasonable efforts, the Debtors may not have identified and/or set forth all of their causes of action (filed or potential) against third parties as assets in their Schedules and Statements. The Debtors reserve all rights with respect to any causes of action and nothing in the Global Notes or the Schedules and Statements shall be deemed a waiver of any such causes of action.

1. **Summary of Significant Reporting Policies.** The following is a summary of significant reporting policies:

- (a) **Currency.** All amounts are reflected in U.S. dollars.
- (b) **Undetermined Amounts.** The description of an amount as "unknown" or "undetermined" is not intended to reflect upon the materiality of such amount.
- (c) **Totals.** All totals that are included in the Schedules and Statements represent totals of all known amounts. To the extent there are unknown or undetermined amounts, the actual total may be different than the listed total.
- (d) **Current Market Value - Net Book Value.** Current market valuations are neither maintained by, nor readily available to, the Debtors. Accordingly, the Debtors' Schedules and Statements reflect net book values. Market values may vary, at some times materially, from net book value. Also, assets that have been fully depreciated or that were expensed for accounting purposes do not appear in these Schedules and Statements as they have no net book value.
- (e) **Paid Claims.** The Debtors have authority to pay certain outstanding pre-petition payables pursuant to a Bankruptcy Court order. Accordingly, outstanding liabilities have been reduced by any Bankruptcy Court approved post-petition payments made on pre-petition payables. To the extent the Debtors pay any of the claims listed in the Schedules and Statements pursuant to any orders entered by the Bankruptcy Court, the Debtors reserve all rights to amend or supplement the Schedules and Statements or take other action, such as filing claims objections, as is necessary and appropriate to avoid over payment or duplicate payments for liabilities.

- (f) Excluded Assets and Liabilities. The Debtors have excluded the following categories of assets and liabilities from the Schedules and Statements: goodwill; and accrued liabilities including, but not limited to, accrued salaries and employee benefits, tax accruals and accrued accounts payable. Other immaterial assets and liabilities may also have been excluded.
- (g) Liens. The inventories, property and equipment listed in the Schedules and Statements are presented without consideration of any liens.

2. Specific Schedules and Statements Disclosures

- (a) Schedule B2. The Debtors have relied on bank statements to list the bank account balances as of the respective Petition Dates, for amounts related to checking, savings and other financial accounts.
- (b) Schedule B5. The value of the artwork as represented in the general ledger at cost.
- (c) Schedules B13 & B14. Ownership interests in subsidiaries, partnerships and joint ventures have been listed in these Schedules at an undetermined amount because the fair market value of such ownership is dependent on numerous variables and factors and may differ significantly from the net book value.
- (d) Schedule B16. The Debtors have listed accounts receivable balances at net book balances as of the Petition Dates. The amounts reflected herein may not be collectible.
- (e) Schedule D. Except as otherwise agreed pursuant to a written agreement, stipulation or order entered by the Bankruptcy Court, the Debtors reserve their rights to dispute or challenge the validity, perfection or immunity from avoidance of any lien purported to be granted or perfected in any specific asset to a secured creditor listed on Schedule D. Moreover, although the Debtors have scheduled claims of various creditors as secured claims, the Debtors reserve all rights to dispute or challenge the secured nature of any such creditor's claim or the characterization of the structure of any such transaction or any document or instrument related to such creditor's claim. The descriptions provided in Schedule D are intended only to be a summary.

The Debtors have not included on Schedule D parties that may believe their claims are secured through setoff rights or inchoate statutory lien rights.

- (f) Schedule E. The Debtors have authority to pay certain pre-petition obligations including payment of employee wages and other employee

benefits in the ordinary course of business pursuant to the interim Order (A) Authorizing the Debtors to (i) Pay Certain Employee Compensation and Benefits and (ii) Maintain and Continue Such Benefits and Other Employee-Related Programs and (B) Authorizing the Debtors' Financial Institutions to Honor and Process Checks and Transfers Related to Such Obligations (the "Employee Wages Order") [Docket No. 23]. Pursuant to such Employee Wages Order, the Debtors believe that any employee claims for pre-petition amounts related to ongoing payroll and benefits, whether allowable as a priority or nonpriority claim, have been or will be satisfied, and such satisfied amounts are not listed on Schedule E.

- (g) Schedule F. Schedule F contains information regarding threatened or pending litigation involving the Debtors. The amounts for these potential claims are listed as "undetermined" and marked as contingent, unliquidated and disputed in the Schedules and Statements.

Schedule F reflects the pre-petition amounts owing to certain counterparties to executory contracts and unexpired leases. Schedule F does not include rejection damages claims, if any, of the counterparties to executory contracts and unexpired leases that may be rejected.

The claims of individual creditors for, among other things, merchandise, goods, services or taxes are listed on the Debtors' books and records and may not reflect credits or allowances due from such creditor. The Debtors reserve all of their rights respecting such credits and allowances. The dollar amounts listed may be exclusive of contingent and unliquidated amounts.

The RediReserve and Investment Notes are represented as an aggregated amount owed to The Bank of New York Mellon, as indenture trustee under the Investment Note Indenture and 8.99% Indenture (both as defined in the Rosoff Declaration). Amounts owed to each individual Note Holder are not set forth herein.

- (h) Schedule G. While every effort has been made to ensure the accuracy of Schedule G, inadvertent errors or omissions may have occurred. Listing a contract or agreement on Schedule G does not constitute an admission that such contract or agreement is an executory contract or unexpired lease or that such contract or agreement was in effect on the Petition Dates or is valid or enforceable. The Debtors hereby reserve all of their rights to dispute the validity, status or enforceability of any contracts, agreements or leases set forth in Schedule G and to amend or supplement such Schedule as necessary. Certain of the leases and contracts listed on Schedule G may contain certain renewal options, guarantees of payment, indemnifications, options to purchase, rights of

first refusal and other miscellaneous rights. Such rights, powers, duties and obligations are not set forth separately on Schedule G.

Omission of a contract or agreement from Schedule G does not constitute an admission that such omitted contract or agreement is not an executory contract or unexpired lease. The Debtors' rights under the Bankruptcy Code with respect to any such omitted contracts or agreements are not impaired by the omission.

- (i) Schedule H. For purposes of Schedule H, only the agents under the pre-petition credit facilities or counterparties which are the subject to a guaranty are listed as Co-Debtors on Schedule H. The Debtors have not listed any litigation related Co-Debtors on Schedule H. Instead, all such listings can be found on the Debtors' Schedule F and Statement 4a.
- (j) Statement Questions 3b and 3c. Receipts and disbursements are made through a centralized and consolidated cash management system. Payments made are listed by the entity making such payment notwithstanding that certain payments have been made on behalf of another entity. As such, only certain Debtors include a response to Statements questions 3b and 3c.
- (k) Statement Question 14. Property of employees and property of debtor and non-debtor affiliates has not been listed in the Statements Question 14; these items include, but are not limited to, office equipment and supplies, automobiles, and art or other collections.
- (l) Statement Question 19(d). At the end of each of its fiscal quarters, fiscal years and upon the occurrence of significant events, the Debtors prepared and filed with the Securities and Exchange Commission (the "SEC") Forms 10-K, 10-Q and 8-K (collectively, the "SEC Filings"). The SEC Filings contain financial information relating to the Debtors. Because the SEC Filings are public record, the Debtors do not maintain records of the parties who requested or obtained copies of any of the SEC Filings from the SEC or the Debtors. In addition, the Debtors provide certain parties, such as banks, auditors, potential investors, vendors, customers and financial advisors, financial statements that may not be part of a public filing. The Debtors do not maintain complete lists to track such disclosures. As such, the Debtors have not provided lists of these parties in the Statements.

Global Notes Control. In the event that the Schedules and Statements differ from the foregoing Global Notes, the Global Notes shall control.

END OF GLOBAL NOTES

SCHEDULES AND STATEMENTS BEGIN ON THE FOLLOWING PAGE

United States Bankruptcy Court

District Of Delaware

In re Great Expectations Franchise Corp.,
Debtor

Case No. 09-13936 (KJC)

Chapter 11

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		6	\$ 4,359.60		
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		10		\$ 0.00	
G - Executory Contracts and Unexpired Leases		1			
H - Codebtors		1			
I - Current Income of Individual Debtor(s)	No				\$ N/A
J - Current Expenditures of Individual Debtors(s)	No				\$ N/A
TOTAL		23	\$ 4,359.60 + UNDETERMINED AMOUNTS	\$ 0.00 + UNDETERMINED AMOUNTS	

In re Great Expectations Franchise Corp.,
 Debtor

Case No. 09-13936 (KJC)
 (If known)

SCHEDULE A – REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a co-tenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim."

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTOR'S INTEREST IN PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	AMOUNT OF SECURED CLAIM
NONE				

Total ► \$ 0.00

(Report also on Summary of Schedules.)

In re Great Expectations Franchise Corp.,
Debtor

Case No. 09-13936 (KJC)
(If known)

SCHEDULE B – PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an “x” in the appropriate position in the column labeled “None.” If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an “H,” “W,” “J,” or “C” in the column labeled “Husband, Wife, Joint, or Community.” If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person’s name and address under “Description and Location of Property.” If the property is being held for a minor child, simply state the child’s initials and the name and address of the child’s parent or guardian, such as “A.B., a minor child, by John Doe, guardian.” Do not disclose the child’s name. See 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

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
1. Cash on hand.	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		PNC BANK 19TH FLOOR 1600 MARKET ST. PHILADELPHIA, PA 19103 DISBURSEMENT ACCOUNT(*****71)		\$4,359.60
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books; pictures and other art objects; antiques; stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.		SEE ATTACHED RIDER B.9		UNDETERMINED
10. Annuities. Itemize and name each issuer.	X			

In re Great Expectations Franchise Corp.,
 Debtor

Case No. 09-13936 (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.	X			
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.	X			
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 Great Expectations Franchise Corp.,
 Debtor

Case No. 09-13936 (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
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			

In re Great Expectations Franchise Corp.,
 Debtor

Case No. 09-13936 (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.	X			
<p align="right">_____ 3 _____ continuation sheets attached Total ►</p>				<p align="right">\$ 4,359.60 + UNDETERMINED AMOUNTS</p>

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

SCHEDULE B -PERSONAL PROPERTY
Rider B.9 - Interests in Insurance Policies

INSURANCE COMPANY	TYPE OF POLICY	POLICY NUMBER	SURRENDER OR REFUND VALUE
AMERICAN GUARANTEE AND LIABILITY INSURANCE COMPANY	UMBRELLA/EXCESS	AUC926326902	UNDETERMINED
AXIS INSURANCE COMPANY	PRIMARY DIRECTOR & OFFICER	MNN714089/01/2008	UNDETERMINED
AXIS INSURANCE COMPANY	PRIMARY FIDUCIARY	MNN714088/01/2008	UNDETERMINED
BERKLEY REGIONAL INSURANCE COMPANY	FIRST EXCESS - FINANCIAL INSTITUTION BOND	BF1 7000061-09	UNDETERMINED
BERKLEY REGIONAL INSURANCE COMPANY	FIRST EXCESS - COMPUTER CRIME	BF1 7000062-09	UNDETERMINED
CATLIN	FIRST EXCESS - BANKERS PROFESSIONAL LIABILITY FOR CLAIMS ALLEGING ACTS AFTER 6/1/2009	XSP-95766-0609	UNDETERMINED
CATLIN INSURANCE CO	BLENDED POLICY: DIRECTOR & OFFICER ATTACHING AT \$5,000,000 XS \$35,000,000; FIDUCIARY ATTACHING \$5,000,000 XS \$30,000,000 (SEE POLICY XSP-95767-0609)	XSP-91773-0608	UNDETERMINED
CATLIN INSURANCE CO	FIDUCIARY	XSP-95767-0609	UNDETERMINED
CONTINENTAL INSURANCE COMPANY	MULTI-PERIL/CASUALTY - BANKERS PROFESSIONAL LIABILITY	PST295914341	UNDETERMINED
EVEREST IDEMNITY INSURANCE COMPANY	THIRD EXCESS - FOR CLAIMS ALLEGING ACTS AFTER 6/1/2009	FL5EE00028-091	UNDETERMINED
FEDERAL INSURANCE COMPANY	INCLUDES DIRECTOR & OFFICER AND FIDUCIARY	6804-5991	UNDETERMINED
HUDSON INSURANCE COMPANY	INCLUDES DIRECTOR & OFFICER; DOES NOT RECOGNIZE FIDUCIARY	HN-0303-2239	UNDETERMINED
INDIAN HARBOR INSURANCE COMPANY	FOURTH EXCESS - BANKERS PROFESSIONAL LIABILITY FOR CLAIMS ALLEGING ACTS AFTER 6/1/2009	ELU111652-09	UNDETERMINED
MARSH LTD	PRIMARY - BANKERS PROFESSIONAL LIABILITY FOR CLAIMS ALLEGING ACTS BEFORE 6/1/2009	QA0333208	UNDETERMINED
MARSH LTD	FIRST EXCESS - BANKERS PROFESSIONAL LIABILITY FOR CLAIMS ALLEGING ACTS BEFORE 6/1/2009	QA033108	UNDETERMINED
MARSH LTD	THIRD EXCESS - BANKERS PROFESSIONAL LIABILITY FOR CLAIMS ALLEGING ACTS BEFORE 6/1/2009	B0509QA076408	UNDETERMINED
MARSH LTD	PRIMARY - BANKERS PROFESSIONAL LIABILITY FOR CLAIMS ALLEGING ACTS AFTER 6/1/2009	B0509QA032909	UNDETERMINED
MARSH LTD (BROKER) LLOYDS OF LONDON (INSURANCE CARRIER)	INSURANCE COVERAGE OF FINE ARTS	B0509ZF031109	UNDETERMINED
NATIONAL UNION FIRE INSURANCE COMPANY	INCLUDES DIRECTOR & OFFICER AND FIDUCIARY	538-95-70	UNDETERMINED
NATIONAL UNION FIRE INSURANCE COMPANY	PRIMARY - FINANCIAL INSTITUTION BOND	01-825-19-85	UNDETERMINED
NATIONAL UNION FIRE INSURANCE COMPANY	PRIMARY - COMPUTER CRIME	01-825-18-08	UNDETERMINED
NATIONAL UNION FIRE INSURANCE COMPANY	GENERAL LIABILITY	2099471022	UNDETERMINED
NATIONAL UNION FIRE INSURANCE COMPANY	AUTOMOBILE LIABILITY	2099470985	UNDETERMINED
NATIONAL UNION FIRE INSURANCE OF PITTSBURGH	SECOND EXCESS - BANKERS PROFESSIONAL LIABILITY FOR CLAIMS ALLEGING ACTS BEFORE 6/1/2009	00-571-04-63	UNDETERMINED

**SCHEDULE B -PERSONAL PROPERTY
Rider B.9 - Interests in Insurance Policies**

INSURANCE COMPANY	TYPE OF POLICY	POLICY NUMBER	SURRENDER OR REFUND VALUE
THE FIDELITY AND DEPOSIT COMPANY OF MARYLAND (ZURICH)	SECOND EXCESS - FINANCIAL INSTITUTION BOND	FIB 0006576 02	UNDETERMINED
THE FIDELITY AND DEPOSIT COMPANY OF MARYLAND (ZURICH)	SECOND EXCESS - COMPUTER CRIME	FIB 0006577 02	UNDETERMINED
VALLEY FORGE INSURANCE COMPANY	WORKERS' COMPENSATION	2099471070	UNDETERMINED
WEST CHESTER SURPLUS LINES INSURANCE COMPANY	SECOND EXCESS - BANKERS PROFESSIONAL LIABILITY FOR CLAIMS ALLEGING ACTS AFTER 6/1/2009	G24074523 001	UNDETERMINED
WESTCHESTER FIRE INSURANCE COMPANY (ACE)	THIRD EXCESS - FINANCIAL INSTITUTION BOND	DOX G24580490 001	UNDETERMINED
WESTCHESTER FIRE INSURANCE COMPANY (ACE)	THIRD EXCESS - COMPUTER CRIME	DOX G24579748 001	UNDETERMINED
XL SPECIALTY INSURANCE CO	RECOGNIZES DEPLETION OF LIMITS BY DIRECTOR & OFFICER AND FIDUCIARY CLAIMS	ELU105068-08	UNDETERMINED
ZURICH AMERICAN INSURANCE COMPANY	PRIMARY - EMPLOYMENT PRACTICES LIABILITY	EPL 3681805-08	UNDETERMINED
ZURICH AMERICAN INSURANCE COMPANY	PROPERTY/ALL RISK	ERP913797304	UNDETERMINED
			<u>UNDETERMINED</u>

In re Great Expectations Franchise Corp.,
Debtor

Case No. 09-13936 (KJC)
(If known)

SCHEDULE C – PROPERTY CLAIMED AS EXEMPT

Debtor claims the exemptions to which debtor is entitled under:
(Check one box)

- 11 U.S.C. § 522(b)(2)
- 11 U.S.C. § 522(b)(3)

Check if debtor claims a homestead exemption that exceeds \$136,875.

DESCRIPTION OF PROPERTY	SPECIFY LAW PROVIDING EACH EXEMPTION	VALUE OF CLAIMED EXEMPTION	CURRENT VALUE OF PROPERTY WITHOUT DEDUCTING EXEMPTION
NONE			

In re Great Expectations Franchise Corp.,
Debtor

Case No. 09-13936 (KJC)
(if known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is the creditor, state the child’s initials and the name and address of the child’s parent or guardian, such as “A.B., a minor child by John Doe, guardian.” Do not disclose the child’s name. See 11 U.S.C. § 112. and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an “X” in the column labeled “Codebtor,” include the entity on the appropriate schedule of creditors, and complete Schedule H – Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an “H,” “W,” “J,” or “C” in the column labeled “Husband, Wife, Joint, or Community.”

If the claim is contingent, place an “X” in the column labeled “Contingent.” If the claim is unliquidated, place an “X” in the column labeled “Unliquidated.” If the claim is disputed, place an “X” in the column labeled “Disputed.” (You may need to place an “X” in more than one of these three columns.)

Total the columns labeled “Amount of Claim Without Deducting Value of Collateral” and “Unsecured Portion, if Any” in the boxes labeled “Total(s)” on the last sheet of the completed schedule. Report the total from the column labeled “Amount of Claim Without Deducting Value of Collateral” also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled “Unsecured Portion, if Any” on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO.							
		VALUE \$					
ACCOUNT NO.							
		VALUE \$					
ACCOUNT NO.							
		VALUE \$					
Subtotal ► (Total of this page)						\$ 0.00	\$0.00
Total ► (Use only on last page)						\$ 0.00	\$0.00

(Report also on Summary of Schedules.) (If applicable, report also on Statistical Summary of Certain Liabilities and Related Data.)

In re Great Expectations Franchise Corp.,
DebtorCase No. 09-13936 (KJC)
(if known)**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112. and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

Domestic Support Obligations

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

Extensions of credit in an involuntary case

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$10,950* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

Contributions to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

In re Great Expectations Franchise Corp.,
Debtor

Case No. 09-13936 (KJC)
(if known)

Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$5,400* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

Deposits by individuals

Claims of individuals up to \$2,425* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

Taxes and Certain Other Debts Owed to Governmental Units

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

Commitments to Maintain the Capital of an Insured Depository Institution

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507 (a)(9).

Claims for Death or Personal Injury While Debtor Was Intoxicated

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amounts are subject to adjustment on April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

0 continuation sheets attached

In re Great Expectations Franchise Corp.,
Debtor

Case No. 09-13936 (KJC)
(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112. and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data..

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

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. ADVANTA ADVERTISING INC. WELSH & MCKEAN ROADS P.O. BOX 844 SPRING HOUSE, PA 19477-0844			ANY AND ALL INTERCOMPANY LIABILITIES	X	X	X	UNDETERMINED
ACCOUNT NO. ADVANTA AUTO FINANCE CORPORATION WELSH & MCKEAN ROADS P.O. BOX 844 SPRING HOUSE, PA 19477-0844			ANY AND ALL INTERCOMPANY LIABILITIES	X	X	X	UNDETERMINED
ACCOUNT NO. ADVANTA BANK WELSH & MCKEAN ROADS P.O. BOX 844 SPRING HOUSE, PA 19477-0844			ANY AND ALL INTERCOMPANY LIABILITIES	X	X	X	UNDETERMINED
Subtotal ▶							\$ 0.00
Total ▶							\$

9 continuation sheets attached

(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 Great Expectations Franchise Corp.,
Debtor

Case No. 09-13936 (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.			ANY AND ALL INTERCOMPANY LIABILITIES				UNDETERMINED
ADVANTA BANK CORP. WELSH & MCKEAN ROADS P.O. BOX 844 SPRING HOUSE, PA 19477-0844				X	X	X	
ACCOUNT NO.			ANY AND ALL INTERCOMPANY LIABILITIES				UNDETERMINED
ADVANTA BANK HOLDING CORP. WELSH & MCKEAN ROADS P.O. BOX 844 SPRING HOUSE, PA 19477-0844				X	X	X	
ACCOUNT NO.			ANY AND ALL INTERCOMPANY LIABILITIES				UNDETERMINED
ADVANTA BUSINESS RECEIVABLES CORP. WELSH & MCKEAN ROADS P.O. BOX 844 SPRING HOUSE, PA 19477-0844				X	X	X	
ACCOUNT NO.			ANY AND ALL INTERCOMPANY LIABILITIES				UNDETERMINED
ADVANTA BUSINESS SERVICES CORP. WELSH & MCKEAN ROADS P.O. BOX 844 SPRING HOUSE, PA 19477-0844				X	X	X	
Sheet no. <u>1</u> of <u>9</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal ▶ \$ 0.00
							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.)							

In re Great Expectations Franchise Corp.,
Debtor

Case No. 09-13936 (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. ADVANTA BUSINESS SERVICES HOLDING CORP. WELSH & MCKEAN ROADS P.O. BOX 844 SPRING HOUSE, PA 19477-0844			ANY AND ALL INTERCOMPANY LIABILITIES	X	X	X	UNDETERMINED
ACCOUNT NO. ADVANTA CORP. WELSH & MCKEAN ROADS P.O. BOX 844 SPRING HOUSE, PA 19477-0844			ANY AND ALL INTERCOMPANY LIABILITIES	X	X	X	UNDETERMINED
ACCOUNT NO. ADVANTA CREDIT CARD RECEIVABLES CORP. WELSH & MCKEAN ROADS P.O. BOX 844 SPRING HOUSE, PA 19477-0844			ANY AND ALL INTERCOMPANY LIABILITIES	X	X	X	UNDETERMINED
ACCOUNT NO. ADVANTA FINANCE CORP. WELSH & MCKEAN ROADS P.O. BOX 844 SPRING HOUSE, PA 19477-0844			ANY AND ALL INTERCOMPANY LIABILITIES	X	X	X	UNDETERMINED
Sheet no. <u>2</u> of <u>9</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal ▶ \$ 0.00
(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.)							Total ▶ \$

In re Great Expectations Franchise Corp.,
Debtor

Case No. 09-13936 (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. ADVANTA GCF GP CORP. WELSH & MCKEAN ROADS P.O. BOX 844 SPRING HOUSE, PA 19477-0844			ANY AND ALL INTERCOMPANY LIABILITIES	X	X	X	UNDETERMINED
ACCOUNT NO. ADVANTA GP CORP. WELSH & MCKEAN ROADS P.O. BOX 844 SPRING HOUSE, PA 19477-0844			ANY AND ALL INTERCOMPANY LIABILITIES	X	X	X	UNDETERMINED
ACCOUNT NO. ADVANTA GROWTH CAPITAL FUND LP WELSH & MCKEAN ROADS P.O. BOX 844 SPRING HOUSE, PA 19477-0844			ANY AND ALL INTERCOMPANY LIABILITIES	X	X	X	UNDETERMINED
ACCOUNT NO. ADVANTA INDIA SERVICES PRIVATE LIMITED WELSH & MCKEAN ROADS P.O. BOX 844 SPRING HOUSE, PA 19477-0844			ANY AND ALL INTERCOMPANY LIABILITIES	X	X	X	UNDETERMINED
Sheet no. <u>3</u> of <u>9</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal ▶ \$ 0.00
(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.)							Total ▶ \$

In re Great Expectations Franchise Corp.,
Debtor

Case No. 09-13936 (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.			ANY AND ALL INTERCOMPANY LIABILITIES				UNDETERMINED
ADVANTA INFORMATION SERVICES, INC. WELSH & MCKEAN ROADS P.O. BOX 844 SPRING HOUSE, PA 19477-0844				X	X	X	
ACCOUNT NO.			ANY AND ALL INTERCOMPANY LIABILITIES				UNDETERMINED
ADVANTA INSURANCE AGENCY INC. WELSH & MCKEAN ROADS P.O. BOX 844 SPRING HOUSE, PA 19477-0844				X	X	X	
ACCOUNT NO.			ANY AND ALL INTERCOMPANY LIABILITIES				UNDETERMINED
ADVANTA INSURANCE COMPANY WELSH & MCKEAN ROADS P.O. BOX 844 SPRING HOUSE, PA 19477-0844				X	X	X	
ACCOUNT NO.			ANY AND ALL INTERCOMPANY LIABILITIES				UNDETERMINED
ADVANTA INTERNATIONAL CORPORATION I WELSH & MCKEAN ROADS P.O. BOX 844 SPRING HOUSE, PA 19477-0844				X	X	X	
Sheet no. <u>4</u> of <u>9</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal ▶ \$ 0.00
(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.)							Total ▶ \$

In re Great Expectations Franchise Corp.,
Debtor

Case No. 09-13936 (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.			ANY AND ALL INTERCOMPANY LIABILITIES				UNDETERMINED
ADVANTA INTERNATIONAL CORPORATION II WELSH & MCKEAN ROADS P.O. BOX 844 SPRING HOUSE, PA 19477-0844				X	X	X	
ACCOUNT NO.			ANY AND ALL INTERCOMPANY LIABILITIES				UNDETERMINED
ADVANTA INVESTMENT CORP. WELSH & MCKEAN ROADS P.O. BOX 844 SPRING HOUSE, PA 19477-0844				X	X	X	
ACCOUNT NO.			ANY AND ALL INTERCOMPANY LIABILITIES				UNDETERMINED
ADVANTA INVESTMENT CORP. II WELSH & MCKEAN ROADS P.O. BOX 844 SPRING HOUSE, PA 19477-0844				X	X	X	
ACCOUNT NO.			ANY AND ALL INTERCOMPANY LIABILITIES				UNDETERMINED
ADVANTA LIFE INSURANCE COMPANY WELSH & MCKEAN ROADS P.O. BOX 844 SPRING HOUSE, PA 19477-0844				X	X	X	
Sheet no. <u>5</u> of <u>9</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal ▶ \$ 0.00
(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.)							Total ▶ \$

In re Great Expectations Franchise Corp.,
Debtor

Case No. 09-13936 (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. ADVANTA MORTGAGE CORP. USA WELSH & MCKEAN ROADS P.O. BOX 844 SPRING HOUSE, PA 19477-0844			ANY AND ALL INTERCOMPANY LIABILITIES	X	X	X	UNDETERMINED
ACCOUNT NO. ADVANTA MORTGAGE HOLDING COMPANY WELSH & MCKEAN ROADS P.O. BOX 844 SPRING HOUSE, PA 19477-0844			ANY AND ALL INTERCOMPANY LIABILITIES	X	X	X	UNDETERMINED
ACCOUNT NO. ADVANTA PARTNERS LP WELSH & MCKEAN ROADS P.O. BOX 844 SPRING HOUSE, PA 19477-0844			ANY AND ALL INTERCOMPANY LIABILITIES	X	X	X	UNDETERMINED
ACCOUNT NO. ADVANTA SERVICE CORP. WELSH & MCKEAN ROADS P.O. BOX 844 SPRING HOUSE, PA 19477-0844			ANY AND ALL INTERCOMPANY LIABILITIES	X	X	X	UNDETERMINED
Sheet no. <u>6</u> of <u>9</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal ▶ \$ 0.00
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.)							\$

In re Great Expectations Franchise Corp.,
Debtor

Case No. 09-13936 (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.			ANY AND ALL INTERCOMPANY LIABILITIES				UNDETERMINED
ADVANTA SHARED SERVICES CORP. WELSH & MCKEAN ROADS P.O. BOX 844 SPRING HOUSE, PA 19477-0844				X	X	X	
ACCOUNT NO.			ANY AND ALL INTERCOMPANY LIABILITIES				UNDETERMINED
ADVANTA VENTURES INC. WELSH & MCKEAN ROADS P.O. BOX 844 SPRING HOUSE, PA 19477-0844				X	X	X	
ACCOUNT NO.			ANY AND ALL INTERCOMPANY LIABILITIES				UNDETERMINED
ADVANTENNIS CORP. WELSH & MCKEAN ROADS P.O. BOX 844 SPRING HOUSE, PA 19477-0844				X	X	X	
ACCOUNT NO.			ANY AND ALL INTERCOMPANY LIABILITIES				UNDETERMINED
BIZEQUITY CORP. WELSH & MCKEAN ROADS P.O. BOX 844 SPRING HOUSE, PA 19477-0844				X	X	X	
						Subtotal ▶	\$ 0.00
						Total ▶	\$

Sheet no. 7 of 9 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 Great Expectations Franchise Corp.,
Debtor

Case No. 09-13936 (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. FIRST ADVANTA INSURANCE AGENCY INC. WELSH & MCKEAN ROADS P.O. BOX 844 SPRING HOUSE, PA 19477-0844			ANY AND ALL INTERCOMPANY LIABILITIES	X	X	X	UNDETERMINED
ACCOUNT NO. GOOD COMPANY.COM LLC WELSH & MCKEAN ROADS P.O. BOX 844 SPRING HOUSE, PA 19477-0844			ANY AND ALL INTERCOMPANY LIABILITIES	X	X	X	UNDETERMINED
ACCOUNT NO. GREAT EXPECTATIONS INTERNATIONAL INC. 1209 ORANGE STREET WILMINGTON, DE 19801			ANY AND ALL INTERCOMPANY LIABILITIES	X	X	X	UNDETERMINED
ACCOUNT NO. GREAT EXPECTATIONS MANAGEMENT CORP. 1209 ORANGE STREET WILMINGTON, DE 19801			ANY AND ALL INTERCOMPANY LIABILITIES	X	X	X	UNDETERMINED
Sheet no. <u>8</u> of <u>9</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal ▶ \$ 0.00
(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.)							Total ▶ \$

In re Great Expectations Franchise Corp.,
Debtor

Case No. 09-13936 (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. IDEABLOB CORP. WELSH & MCKEAN ROADS P.O. BOX 844 SPRING HOUSE, PA 19477-0844			ANY AND ALL INTERCOMPANY LIABILITIES	X	X	X	UNDETERMINED
ACCOUNT NO.							
ACCOUNT NO.							
ACCOUNT NO.							
ACCOUNT NO.							
Sheet no. <u>9</u> of <u>9</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims	Subtotal ▶						\$ 0.00
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.)						\$ 0.00 + UNDETERMINED AMOUNTS	

In re Great Expectations Franchise Corp.,
Debtor

Case No. 09-13936 (KJC)
(if known)

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112. and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no executory contracts or unexpired leases.

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.

In re Great Expectations Franchise Corp.,
Debtor

Case No. 09-13936 (KJC)
(if known)

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by the debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR

In re: Great Expectations Franchise Corp.

Case No. 09-13936 (KJC)

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY BY INDIVIDUAL DEBTOR

I declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of _____ sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date _____

Signature: _____
Debtor

Date _____

Signature: _____
(Joint Debtor, if any)

[If joint case, both spouses must sign.]

DECLARATION AND SIGNATURE OF NON-ATTORNEY BANKRUPTCY PETITION PREPARER (See 11 U.S.C. § 110)

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h) and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required by that section.

Printed or Typed Name and Title, if any,
of Bankruptcy Petition Preparer

Social Security No.
(Required by 11 U.S.C. § 110.)

If the bankruptcy petition preparer is not an individual, state the name, title (if any), address, and social security number of the officer, principal, responsible person, or partner who signs this document.

Address

X _____
Signature of Bankruptcy Petition Preparer

Date

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document, unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional signed sheets conforming to the appropriate Official Form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, the Senior Vice President [the president or other officer or an authorized agent of the corporation or a member or an authorized agent of the partnership] of the Corporation [corporation or partnership] named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 24 sheets (Total shown on summary page plus 1), and that they are true and correct to the best of my knowledge, information, and belief.

Date 1/25/2010

Signature: 

Philip Browne - Senior Vice President
[Print or type name of individual signing on behalf of debtor.]

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.