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UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

IN RE:) Case No. 09-13931 (KJC)
) Chapter 11
ADVANTA CORP., *et al.*,)
) Courtroom No. 5
Debtors.) 824 Market Street
) Wilmington, Delaware 19801
)
)
) November 24, 2009
) 1:30 P.M.

TRANSCRIPT OF HEARING
BEFORE HONORABLE Judge KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE

APPEARANCES:

For the Debtors: Richards Layton & Finger, P.A.
By: PAUL HEATH, ESQ.
One Rodney Square
920 North King Street
Wilmington, Delaware 19801
(302) 651-7700

Weil, Gotshal & Manges LLP
By: ROBERT JORDAN, ESQ.
767 Fifth Avenue
New York, New York 10153
(212) 310-8000

ECRO: AL LUGANO

Transcription Service: Antonio's Word Processing Services
704 W. 14th Street
New Castle, Delaware 19720
Telephone: (302) 322-9419
E-Mail: antonioswp@verizon.net

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For Official Committee Drinker Biddle & Reath
Of Unsecured Creditors: By: ANDREW KASSNER, ESQ.
 HOWARD COHEN, ESQ.
 1100 North Market Street,
 Wilmington, Delaware 19801
 (302) 467-4200

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NOTICE OF AGENDA MATTERS:

On behalf of the Debtors, by Mr. Jordan	4
On behalf of the Official Committee of Unsecured Creditors, by Mr. Kassner	5
On behalf of the Debtors, by Mr. Jordan	6

1 THE CLERK: All rise.

2 THE COURT: Good afternoon.

3 MR. HEATH: Good afternoon, Your Honor, Paul Heath
4 of Richards Layton & Finger on behalf of the Debtors. Your
5 Honor, thank you for making time for our second first-day
6 hearing. Your Honor - -

7 THE COURT: I couldn't make the first so I thought
8 I'd make this one.

9 MR. HEATH: We wanted to give you an opportunity,
10 Your Honor. We did have some additional Debtors that we
11 needed to file. We're here with respect to what is
12 essentially a need to motion for the relief that was granted
13 on, at the first-day hearing in front of Judge Gross.

14 Your Honor, just by way of introduction, with me in
15 the Courtroom today is William Rosoff. He's the President of
16 Advanta Corp., as well as Robert Jordan of Weil Gotshal and
17 Manges counsel to the Debtors, Your Honor. And with that,
18 Mr. Jordan will address the motion. Thank you.

19 THE COURT: Very well.

20 MR. JORDAN: Good afternoon, Your Honor, Rob Jordan
21 of Weil, Gotshal & Manges proposed counsel to the Debtors.
22 Your Honor, just to reiterate Mr. Heath's thank you, thank
23 you for allowing us to be before you today.

24 We are here today on account of four subsequent
25 filings to the original filings in the Advanta Corp. family.

1 Those four new Debtors are: Advanta Ventures, Inc.; BizEquity
2 Corp.; Ideablob Corp.; and Advanta Credit Card Receivables
3 Corp. Your Honor, as you're well aware, the first filings
4 were on November 8th of Advanta Corp. and certain indirect and
5 direct subsidiaries. And these four filings were made on
6 November 20th. Your Honor, we have filed in connection with
7 these four new filings a supplemental declaration of Mr.
8 Rosoff who's here in the Courtroom today. That supplemental
9 declaration incorporates by reference the prior declaration
10 that was filed on the first day which was entered into
11 evidence at the first-day hearing, Your Honor. Your Honor,
12 Mr. Rosoff is here for questions should you have any. You,
13 of course, did not have the opportunity at the first-day
14 hearing to address any questions that you had. So to the
15 extent that you have any, I'm happy to answer them. And to
16 the extent that I cannot, Mr. Rosoff is available. If not,
17 Your Honor, we would ask that the supplemental declaration be
18 entered into the record.

19 THE COURT: Is there any objection? I hear no
20 response. It's docket number 56. The supplemental
21 declaration is admitted without objection. Well let me ask,
22 does anyone else care to be heard in connection with the B2
23 motion?

24 MR. KASSNER: Good afternoon, Your Honor, Andrew
25 Kassner Drinker Biddle & Reath counsel for, proposed counsel

1 for the Official Committee of Unsecured Creditors. We filed
2 our entry of appearance today. With me in Court is Howard
3 Cohen of my office and we have no objection to the relief
4 requested.

5 THE COURT: All right, thank you.

6 MR. KASSNER: Thank you, Your Honor.

7 THE COURT: Good to see you, Mr. Kassner.

8 MR. KASSNER: Thank you, Your Honor.

9 THE COURT: Anyone else care to be heard? Okay I
10 don't have any questions about the motion itself. And I'm
11 prepared to grant the relief that's been requested. I only
12 have a general overall question and that is where you going?

13 MR. JORDAN: Your Honor, we are in the process of
14 evaluating options. There are a number of Debtor entities
15 that are dormant. There's nothing we can really do about
16 those. To the extent that there are operating businesses or
17 evaluating options for possible reorg, to the extent that
18 that's not possible, the goal obviously will be to preserve
19 assets for the benefit of all Creditors.

20 THE COURT: No financing order was, as I understand
21 it, were entered.

22 MR. JORDAN: That's correct, Your Honor.

23 THE COURT: What's your monthly burn rate?

24 MR. JORDAN: Yes, Your Honor, Mr. Rosoff points,
25 appropriately points out to me the initial operating report

1 was just filed. Unfortunately, I do not have that here with
2 me today. I'm not exactly sure what the burn rate is, but as
3 far as cash on hand at filing, it was about a \$105 million.
4 There is a 13 week cash flow that is in the works. I have
5 seen that. And from what I understand from that, the burn
6 rate is fairly *de minimis*. In fact, over the 13 weeks, the
7 amounts of money that is subtracted from the initial starting
8 amount is *de minimis*, if not increased. In other words, I'm
9 not being particularly clear - -

10 THE COURT: Cash flow positive - -

11 MR. JORDAN: Cash flow positive, thank you.

12 THE COURT: Okay. That answers my immediate
13 questions. Does anyone else care to be heard? I hear no
14 further response. Do you have a form of order for me?

15 MR. JORDAN: I do, Your Honor. May I approach?

16 THE COURT: You may.

17 THE COURT: Thank you. That order has been signed.
18 Anything further for today?

19 MR. JORDAN: Your Honor, I have nothing unless
20 proposed counsel for the Committee has anything. We thank
21 you again for your time.

22 THE COURT: You're welcome. All right that
23 concludes this hearing. Thank you, all. Court will stand in
24 recess.

25 (Court adjourned)

CERTIFICATE

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3 I certify that the foregoing is a correct transcript from the
4 electronic sound recording of the proceedings in the above-
5 entitled matter.

6 /s/Mary Zajackowski
7 Mary Zajackowski, CET

January 14, 2010

Date

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UNITED STATES BANKRUPTCY COURT
District of Delaware

In Re:

Advanta Corp.
Welsh & McKean Roads
P.O. Box 844
Spring House, PA 19477

Chapter: 11

EIN: 23-1462070
Teacher Service Organization, Inc.
TSO Financial Corp.

Case No.: 09-13931-KJC

NOTICE OF FILING OF TRANSCRIPT AND OF DEADLINES RELATED TO RESTRICTION AND REDACTION

A transcript of the proceeding held on 11/24/2009 was filed on 1/27/2010 . The following deadlines apply:

The parties have 7 days to file with the court a *Notice of Intent to Request Redaction* of this transcript. The deadline for filing a *request for redaction* is 2/17/2010 .

If a request for redaction is filed, the redacted transcript is due 3/1/2010 .

If no such notice is filed, the transcript may be made available for remote electronic access upon expiration of the restriction period, which is 4/27/2010 unless extended by court order.

To review the transcript for redaction purposes, you may purchase a copy from the transcriber (see docket for Transcriber's information) or you may view the document at the clerk's office public terminal.



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Recipients of Notice of Electronic Filing:

ust	United States Trustee	USTPREGION03.WL.ECF@USDOJ.GOV
aty	Mark D. Collins	collins@rlf.com, rbgroup@rlf.com
aty	Paul N. Heath	heath@rlf.com, RBGroup@rlf.com

TOTAL: 3

Recipients submitted to the BNC (Bankruptcy Noticing Center):

db	Advanta Corp.	Welsh &McKean Roads	P.O. Box 844	Spring House, PA 19477
aty	Chun I Jang	Richards, Layton &Finger, P.A.	920 North King Street	P.O. Box
	551	Wilmington, DE 19899		
aty	Chun I. Jang	Richards, Layton &Finger, P.A.	920 North King Street	P.O. Box
	551	Wilmington, DE 19899		
aty	Zachary I Shapiro	Richards, Layton &Finger, P.A.	920 North King Street, P.O. Box	
	551	Wilmington, DE 19801		
aty	Zachary I. Shapiro	Richards Layton &Finger, P.A.	920 North King Street	Wilmington, DE 19801
aty	Zachary I. Shapiro	Richards, Layton &Finger	920 North King Street	Wilmington, DE 19801

TOTAL: 6