

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

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In re:	: Chapter 11
	:
ADVANTA CORP, <i>et al.</i> ,	: Case No. 09-13931 (KJC)
	:
Debtors.	: (Jointly Administered)
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**Re: Docket No. 265**

**CERTIFICATION OF COUNSEL**

The undersigned certifies that:

1. On February 12, 2010, the Committee filed the Motion to Allow Entry of Order Permitting Securities Trading Upon Establishment of a Screening Wall (the "Motion") (Docket No. 265). Aside from informal responses received from the Debtors and Securities & Exchange Commission, no other objections were raised to the relief requested in the Motion.

2. Prior to filing the Motion, undersigned counsel received a number of informal comments to the form of order from the Office of the United States Trustee. All of the changes requested to date have been made and the Office of the United States Trustee did not raise any objections to the Motion.

3. Attached hereto as Exhibit "A" is a revised form of order reflecting the comments received from the parties that raised informal objections.

4. It is therefore requested that the Court enter the attached proposed order.

Dated: March 2, 2010

**DRINKER BIDDLE & REATH LLP**

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# **EXHIBIT A**

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
<i>ADVANTA CORP, et al.</i> , <sup>2</sup>	)	Case No. 09-13931 (KJC)
	)	(Jointly Administered)
Debtors.	)	
	)	
	)	

**ORDER PERMITTING SECURITIES TRADING  
UPON ESTABLISHMENT OF A SCREENING WALL**

Upon the motion (the “Motion”)<sup>3</sup>, of the Official Committee of Unsecured Creditors (“Committee”) of the above-captioned debtors (collectively, the “Debtors”) for the entry of an order pursuant to section 105(a) of title 11 of the United States Code (the “Bankruptcy Code”), permitting the Screening Wall Entities to trade in the Securities upon the establishment and implementation of a Screening Wall and in accordance with the terms and conditions of this Order; and due and proper notice of the Motion having been give; and no adverse interest being affected; and no objections to the Motions having been filed; and after due deliberation and sufficient cause appearing therefore,

**IT IS HEREBY ORDERED THAT:**

1. The Motion is granted as provided in this Order.

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<sup>2</sup> The Debtors in these cases, along with the last four digits of each Debtors’ federal tax identification number, are 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), and Great Expectations Management Corp. (3328), Advanta Ventures Inc. (5127), BizEquity Corp. (8960), Ideablob Corp. (0726), and Advanta Credit Card Receivables Corp. (7955).

<sup>3</sup> Capitalized terms used but not defined herein shall have the meanings given them in the motion.

2. Any Committee Member, acting in any capacity, shall not violate and shall not be deemed to have violated its fiduciary duties as a Committee Member and, accordingly, will not subject its claims to possible disallowance, subordination, or other adverse treatment to the extent that such Committee Member and/or its affiliates trades Securities, whether or not covered by Bankruptcy Rule 3001(3), during the pendency of these cases, provided, however, such Committee Member establishes, effectively implements, and strictly adheres to the policies and procedures set forth herein, to prevent the non-Committee Personnel (as defined below) from misusing nonpublic information obtained as a result of Committee Member's performance of Committee-related activities.

3. The Screening Wall procedures to be employed by a Screening Wall Entity, if it wishes to trade in the Securities, shall include the following information blocking procedures:

- A. Each Screening Wall Entity shall cause personnel designated to receive nonpublic Committee information ("Committee Personnel") to execute a letter, substantially in the form annexed as Exhibit B hereto, acknowledging that they may receive nonpublic Committee information ("Information") and that they are aware of, and agree to comply with the Order and the Screening Wall procedures which are in effect with respect to the Securities. Each Screening Wall Entity shall provide a copy of any such letter executed by its Committee Personnel to Committee counsel and the U.S. Trustee;
- B. Committee Personnel shall inhabit separate personal offices from those inhabited by other employees of such Screening Wall Entity and Committee Personnel will not discuss, send or receive Information with any other employees of such Screening Wall Entity other than in compliance with the Screening Wall procedures, provided that Information may be shared with:
  1. senior management, including in-house legal personnel, of a Screening Wall Entity who, due to their duties and responsibilities, have a legitimate need to know such Information, provided that such individuals (i) otherwise comply with the Order and (ii) use such Information only in connection with their senior managerial responsibilities and not for any trading or investment advisement activities; and
  2. regulators, auditors, consultants, advisors and legal and compliance personnel, and to the extent that such information may be

accessible by internal computer systems, Screening Wall Entity administrative personnel who service and maintain such systems, each of whom will agree not to share Information with other employees and will keep such Information in files inaccessible to other employees, representatives and agents who are not involved with trading or investment advisory activities with respect to Screening Wall Entity, Screening Wall Member's clients, or Screening Wall Entity's interests;

- C. Except as otherwise provided for in this Order, each Screening Wall Entity shall take those steps necessary to restrict access to hard copy files containing Information to non-Committee Personnel;
- D. Except as otherwise provided for in this Order, each Screening Wall Entity shall take those steps necessary to restrict the exchange of Information through electronic means between Committee Personnel and all non-Committee Personnel;
- E. Committee Personnel will not receive any specific or detailed information regarding each Screening Wall Entity's trades in the Securities in advance of the execution of such trades; provided, however, that this restriction shall not apply to Committee Personnel who are legal personnel, to the extent they are consulted about these Chapter 11 cases, including but not limited to, the terms of this Order or the each Screening Wall Entity's general ability to trade in the Securities. Committee Personnel may receive: (i) reports and communications showing each Screening Wall Entity's purchases, sales and ownership of Securities, but no more frequently than as is customary or otherwise appropriate; and (ii) the usual and customary internal reports showing each Screening Wall Entity's purchases and sales on behalf of each Screening Wall Entity or its clients to the extent that such personnel would otherwise receive such reports and communications in the ordinary course, and such reports are not specifically prepared with respect to the Debtors; and
- F. Each Screening Wall Entity's compliance personnel shall periodically review such Screening Wall Entity's trades to determine if there is any reason to believe that such trades were not made in compliance with the information blocking procedures; provided, however, that the Order is not intended to preclude the Court from taking any action it may deem appropriate in the event that an actual breach of fiduciary duty has occurred because the procedures employed have not been effective or for reasons unrelated to the fact of such Screening Wall Entity's ability to trade based upon the establishment of the procedures set forth in this Order, and the Order shall not preclude the U.S. Trustee from taking any appropriate action for an actual breach of fiduciary duty by such Committee Member.

- G. A Screening Wall Entity that trades in the Securities shall immediately disclose to the Committee's counsel and the U.S. Trustee any material breaches of the procedures described herein.
- H. Unless a Screening Wall Entity resigns from the Committee or otherwise is no longer a party to this Order, a Screening Wall Entity that trades in the Securities will (i) file an initial certification of the amount and types of its claims against/interests in the Debtors and (ii) update this information through quarterly reports submitted to the U.S. Trustee.
- I. A Screening Wall Entity that trades in the Securities shall, unless it resigns from the Committee or otherwise is no longer a party to this Order, disclose to Committee counsel and the U.S. Trustee every six (6) months a declaration verifying continued compliance with the procedures defined herein.

4. This Order shall apply to a Screening Wall Entity only if it is engaged in trading of securities as a regular part of its business.

5. Nothing set forth in the Motion or this Order shall constitute an admission by any party or finding by this Court that debt obligations of the Debtors or non-debtor affiliates is a "security" as such term is defined in the Securities Act of 1933, as amended.

6. A Committee Member's affiliate or affiliates may be designated as a Screening Wall Entity if an employee or employees of such affiliate or affiliates execute Exhibit B to the Motion and provide a copy of such executed letter to Committee counsel and the United States Trustee.

7. Any entity bound by this Order shall not trade in the Securities except in compliance with this Order.

8. This Court retains jurisdiction to construe and enforce the terms of this Order.

Dated: March [ ], 2010  
Wilmington, Delaware

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The Honorable Kevin J. Carey  
UNITED STATES BANKRUPTCY JUDGE