

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

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| | X | |
| <i>In re</i> | : | Chapter 11 |
| ADVANTA CORP., <i>et al.</i> , | : | Case No. 09-13931 (KJC) |
| Debtors. ¹ | : | (Jointly Administered) |
| | X | Re: Docket No. 266, 299 |

**ORDER PURSUANT TO SECTIONS 363 AND 365 OF THE
BANKRUPTCY CODE (I) APPROVING ASSUMPTION OF CERTAIN
MANAGEMENT AGREEMENTS, AS MODIFIED, AND (II) AUTHORIZING
SALE OF THE FRACTIONAL INTERESTS SUBJECT THERETO**

Upon the motion, dated February 12, 2010 (the “*Motion*”), of Advanta Corp. (“*Advanta*”) and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the “*Debtors*”), pursuant to sections 363 and 365 of title 11 of the United States Code (the “*Bankruptcy Code*”), for approval of Advanta’s assumption of the Management Agreements,² as modified, and authorization to sell the Fractional Interests subject thereto to NetJets pursuant to the Repurchase Agreements, all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein

¹ The Debtors in these jointly administered chapter 11 cases, along with the last four digits of each Debtor’s 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), Advanta Ventures Inc. (5127), BizEquity 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). 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, Pennsylvania 19477-0844. Advanta Credit Card Receivables Corp. maintains its principal corporate office at 2215 B. Renaissance Drive, Suite 5, Las Vegas, Nevada 89119, and the Great Expectations entities maintain their principal corporate office at 1209 Orange Street, Wilmington, Delaware 19801.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to the Notice Parties; and the relief requested in the Motion being in the best interests of the Debtors, their estates and their creditors; and the Court having reviewed the Motion; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court, and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that, pursuant to section 365(a) of the Bankruptcy Code, the assumption by Advanta of the Management Agreements, as modified by the Renewal Amendment, is hereby approved, subject to, and effective as of, the closing of the sale of the Fractional Interests to NetJets; and it is further

ORDERED that Advanta is authorized to enter into the Renewal Amendment; and it is further

ORDERED that the Debtors' obligation to cure defaults under section 365(b) of the Bankruptcy Code shall be fully satisfied upon closing of the sale of the Fractional Interests to NetJets and payment by NetJets of the purchase price set forth in the Repurchase Agreements; and it is further

ORDERED that the Debtors shall have no other cure or adequate assurance obligations arising under section 365(b)(1)(A)-(C) of the Bankruptcy Code in connection with the assumption of the Management Agreements other than as set forth in this Order; and it is further

ORDERED that, the requirements of section 365(b)(1) of the Bankruptcy Code

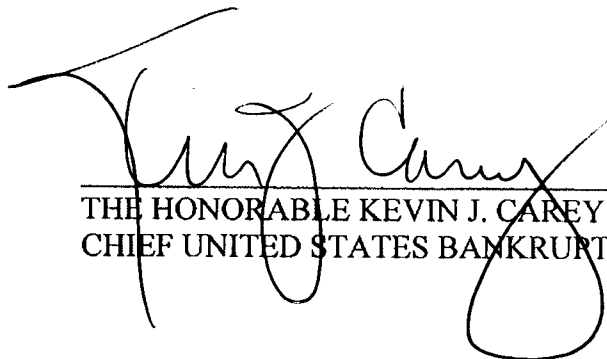
with respect thereto are deemed satisfied; and it is further

ORDERED that, pursuant to section 363(b) of the Bankruptcy Code, Advanta is hereby authorized to enter into the Repurchase Agreements and sell its Fractional Ownership Interests to NetJets thereunder; and it is further

ORDERED that Advanta is authorized to execute, deliver, implement and fully perform any and all obligations, instruments, documents and papers and to take any and all actions reasonably necessary or appropriate to effectuate the Repurchase Agreements and perform any and all obligations contemplated therein without the need for further corporate authorization; and it is further

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

Dated: March 3, 2010
Wilmington, Delaware



THE HONORABLE KEVIN J. CAREY
CHIEF UNITED STATES BANKRUPTCY JUDGE