

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

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

**NOTICE OF *SECOND AMENDED*² AGENDA OF MATTERS SCHEDULED
FOR HEARING ON APRIL 8, 2010 AT 10:00 A.M. (EDT)³**

******* AT THE DIRECTION OF THE COURT, THE DATE AND TIME OF THE
HEARING HAS BEEN MOVED FROM APRIL 7, 2010 AT 3:00 P.M. (EDT)
TO APRIL 8, 2010 AT 10:00 A.M. (EDT) *******

I. UNCONTESTED MATTERS GOING FORWARD:

1. Motion of Debtors for Authority (a) to (i) Pay Certain Employee Compensation and Benefits and (ii) Maintain and Continue Such Benefits and Other Employee-Related Programs and (b) for the Debtors’ Financial Institutions to Honor and Process Checks and Transfers Related to Such Obligations Pursuant to Sections 105(a), 363(b), and 507(a) of the Bankruptcy Code [Docket No. 5 - filed November 8, 2009]

¹ The Debtors, 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), 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, Pennsylvania 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, Delaware 19801.

² **Amended items appear in bold.**

³ The hearing will be held before The Honorable Kevin J. Carey at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 5th Floor, Courtroom 5, Wilmington, Delaware 19801. Any party who wishes to appear telephonically at the April 7, 2010 hearing must contact Courtcall, LLC at 866-582-6878 prior to **12:00 p.m. (noon) (EDT) on Tuesday, April 7, 2010** in accordance with the *Instructions for Telephonic Appearances Effective January 5, 2005, Revised April 27, 2009*.

Objection Deadline: November 25, 2009 at 4:00 p.m. (EST); extended to December 1, 2009 for the Office of the United States Trustee and extended for the Official Committee of Unsecured Creditors.

Objections/Responses Received: Informal responses received from the Office of the United States Trustee and the Official Committee of Unsecured Creditors.

Related Documents:

- i. Interim Order Pursuant to Sections 105(a), 363(b), and 507(a) of the Bankruptcy Code (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 [Docket No. 23 - filed November 10, 2009]
- ii. Notice of (1) Entry of "Interim Order Pursuant to Sections 105(a), 363(b), and 507(a) of the Bankruptcy Code (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;" and (2) Scheduling of a Final Hearing Thereon [Docket No. 30 - filed November 10, 2009]

Status: The Debtors and certain parties in interest are in negotiations regarding a consensual form of final order and intend to either submit such order under certification of counsel or present such order to the Court at the hearing.

2. Motion of Debtors for an Order Pursuant to Sections 105(a), 345(b), and 363(c) of the Bankruptcy Code (I) Authorizing the Debtors to (A) Continue Their Existing Cash Management System, and (B) Maintain Their Existing Bank Accounts and Business Forms, and (II) Granting an Extension of Time to Comply With Section 345(b) of the Bankruptcy Code [Docket No. 8 - filed November 8, 2009]

Objection Deadline: November 25, 2009 at 4:00 p.m. (EST); extended to December 1, 2009 for the Office of the United States Trustee and extended for the Official Committee of Unsecured Creditors.

Objections/Responses Received: Informal responses received from the Office of the United States Trustee and the Official Committee of Unsecured Creditors.

Related Documents:

- i. Interim Order Pursuant to Sections 105(a), 345(b), and 363(c) of the Bankruptcy Code (I) Authorizing the Debtors to Continue Their Existing Cash Management System, and (B) Maintain Their Existing Bank Accounts and Business Forms, and (II) Granting an Extension of Time to Comply With Section 345(b) of the Bankruptcy Code [Docket No. 26 - filed November 10, 2009]
- ii. Notice of (1) Entry of “Interim Order Pursuant to Sections 105(a), 345(b), and 363(c) of the Bankruptcy Code (I) Authorizing the Debtors to Continue Their Existing Cash Management System, and (B) Maintain Their Existing Bank Accounts and Business Forms, and (II) Granting an Extension of Time to Comply With Section 345(b) of the Bankruptcy Code;” and (2) Scheduling of a Final Hearing Thereon [Docket No. 31 - filed November 10, 2009]

Status: The Debtors and certain parties in interest are in negotiations regarding a consensual form of final order and intend to either submit such order under certification of counsel or present such order to the Court at the hearing.

3. Motion of Debtors Pursuant to Sections 105(a) and 362 of the Bankruptcy Code (I) Establishing Notification Procedures Regarding Restrictions on Certain Transfers of Claims Against and Equity Interests in the Debtors and (II) Scheduling a Final Hearing [Docket No. 9 - filed November 8, 2009]

Objection Deadline: November 25, 2009 at 4:00 p.m. (EST); extended to December 1, 2009 for the Office of the United States Trustee and extended for certain other parties, including the Official Committee of Unsecured Creditors.

Objections/Responses Received: Informal responses received from the Office of the United States Trustee and the Official Committee of Unsecured Creditors.

Related Documents:

- i. Interim Order Pursuant to Sections 105(a) and 362 of the Bankruptcy Code (i) Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Interests in the Debtors’ Estates, and (ii) Scheduling a Final Hearing [Docket No. 27 - filed November 10, 2009]

- ii. Notice of (1) Entry of “Interim Order Pursuant to Sections 105(a) and 362 of the Bankruptcy Code (i) Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Interests in the Debtors’ Estates, and (ii) Scheduling a Final Hearing” [Docket No. 33 - filed November 10, 2009]

Status: The Debtors and certain parties in interest are in negotiations regarding a consensual form of final order and intend to either submit such order under certification of counsel or present such order to the Court at the hearing.

4. Motion for Authority to Redeem Certain Shares in Community Reinvestment Act Qualified Investment Fund [Docket No. 340 - filed March 17, 2010]

Objection Deadline: March 31, 2010 at 4:00 p.m. (EDT).

Objections/Responses Received: None to date.

Related Documents:

- i. Certification of No Objection Regarding Motion for Authority to Redeem Certain Shares in Community Reinvestment Act Qualified Investment Fund [Docket No. 386 - filed April 5, 2010]

Status: On April 5, 2010, the Debtors filed a certification of no objection with respect to this matter. Accordingly, no hearing is necessary unless the Court has any questions or concerns.

5. Motion to Establish Deadline to File Proofs of Claim and Approve the Form and Manner of Notice Thereof [Docket No. 341 - filed March 17, 2010]

Objection Deadline: March 31, 2010 at 4:00 p.m. (EDT).

Objections/Responses Received: Informal inquiries received from the Office of the United States Trustee and informal comments received from certain parties in interest.

Related Documents:

- i. Certification of Counsel Regarding Motion to Establish Deadlines to File Proofs of Claim and Approve the Form and Manner of Notice Thereof [Docket No. 389 - filed April 5, 2010]

Status: On April 5, 2010, the Debtors filed a revised form of order under certification of counsel that resolves the informal comments received with respect to this matter. Accordingly, no hearing is necessary unless the Court has any questions or concerns.

6. Motion for an Order Authorizing the Rejection of the Spring House Facility Lease [Docket No. 348 - filed March 19, 2010]

Objection Deadline: March 31, 2010 at 4:00 p.m. (EDT); extended to close of business on April 2, 2010 for the FDIC as receiver for Advanta Bank Corp.

Objections/Responses Received:

- A. Reservation of Rights of the Federal Deposit Insurance Corporation With Respect to the Debtors' (I) Motion for an Order Authorizing the Rejection of the Spring House Facility Lease, and (II) Motion for an Order Authorizing the Rejection of the Talleyville Property Lease [Docket No. 381 - filed April 2, 2010]

Related Documents:

- i. Certification of Counsel Regarding Motion for an Order Authorizing the Rejection of the Spring House Facility Lease [Docket No. 387 - filed April 5, 2010]

Status: On April 5, 2010, the Debtors filed a revised form of order under certification of counsel with respect to this matter; however, the Debtors and the FDIC, as receiver for Advanta Bank Corp., are still negotiating a consensual form of order. Accordingly, the hearing on this matter is going forward.

II. **CONTESTED MATTERS GOING FORWARD:**

7. Motion for an Order Modifying Automatic Stay to Allow Advancement Under Insurance Policies [Docket No. 343 - filed March 19, 2010]

Objection Deadline: March 31, 2010 at 4:00 p.m. (EDT).

Objections/Responses Received:

- A. Limited Objection of Western Pennsylvania Electrical Employees Pension Fund to Debtors' Motion for Order Modifying Automatic Stay to Allow Advancement Under Insurance Policies [Docket No. 373 - filed March 31, 2010] (the "Limited Objection")

Related Documents:

- i. Certification of Counsel Regarding Motion for an Order Modifying Automatic Stay to Allow Advancement Under Insurance Policies [Docket No. 388 - filed April 5, 2010]

Status: On April 5, 2010, the Debtors filed a revised form of order under certification of counsel that resolves the Limited Objection. Accordingly, no hearing is necessary unless the Court has any questions or concerns.

8. Motion of the Debtors for an Order Authorizing the Rejection of the Talleyville Property Lease [Docket No. 344 - filed March 19, 2010]

Objection Deadline: March 31, 2010 at 4:00 p.m. (EDT); extended to close of business on April 2, 2010 for the FDIC as receiver for Advanta Bank Corp.; extended to April 5, 2010 at 10:00 a.m. (EDT) for Brandywine Operating Partnership L.P.

Objections/Responses Received:

- A. Reservation of Rights of the Federal Deposit Insurance Corporation With Respect to the Debtors' (I) Motion for an Order Authorizing the Rejection of the Spring House Facility Lease, and (II) Motion for an Order Authorizing the Rejection of the Talleyville Property Lease [Docket No. 381 - filed April 2, 2010]
- B. Limited Objection of Brandywine Operating Partnership, L.P. With Respect to Debtors' Motion for an Order Authorizing the Rejection of the Talleyville Property Lease [Docket No. 382 - filed April 5, 2010]

Related Documents: None to date.

Status: The hearing on this matter will go forward.

9. Motion for Authority to Implement Postpetition Severance Plan and Other Related Relief [Docket No. 346 - filed March 19, 2010]

Objection Deadline: April 2, 2010 at 4:00 p.m. (EDT); extended to 10:00 a.m. (EDT) on April 5, 2010 for the Office of the United States Trustee.

Objections/Responses Received:

- A. Acting United States Trustee's Objection to the Debtors' Motion for Authority to Implement Postpetition Severance Plan and Other Related Relief [Docket No. 383 - filed April 5, 2010]

Related Documents:

- i. Motion to Shorten Notice and Objection Periods for the "Motion for Authority to Implement Postpetition Severance Plan and Other Related Relief" [Docket No. 347 - filed March 19, 2010]
- ii. Order Granting Motion to Shorten Notice and Objection Periods for the "Motion for Authority to Implement Postpetition Severance Plan and Other Related Relief" [Docket No. 351 - filed March 22, 2010]
- iii. Declaration of William A. Rosoff in Support of the Debtors' Motion for Authority to Implement Postpetition Severance Plan and Other Related Relief [Docket No. 357 - filed March 25, 2010]

Status: The hearing on this matter will go forward.

Dated: April 6, 2010
Wilmington, Delaware

/s/ Zachary I. Shapiro

Mark D. Collins (No. 2981)
Paul N. Heath (No. 3704)
Chun I. Jang (No. 4790)
Zachary I. Shapiro (No. 5103)
RICHARDS, LAYTON & FINGER, P.A.
One Rodney Square
920 North King Street
Wilmington, Delaware 19801
Telephone: (302) 651-7700
Facsimile: (302) 651-7701

- and -

WEIL, GOTSHAL & MANGES LLP
Marcia L. Goldstein
Robert J. Lemons
767 Fifth Avenue
New York, NY 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

ATTORNEYS FOR
DEBTORS AND DEBTORS IN
POSSESSION