

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

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: *In re* : Chapter 11
: :
: : Case No. 09-13931 (KJC)
: :
: : (Jointly Administered)
: :
: : Debtors.¹ :
: : Re: Docket No. 5, 23, 405
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**FINAL 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**

Upon the motion, dated November 8, 2009 (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 105(a) and 363(b) of the Bankruptcy Code,² (i) authorizing, but not requiring, the Debtors to (a) pay, in their sole discretion, wages, salaries, compensation, employee benefits, bonuses and severance obligations and (b) maintain and continue to honor their practices, programs, and policies for their

¹ The Debtors in these 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. 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 and not otherwise defined herein shall have the meanings ascribed to them in the Motion.

employees as they were in effect on the Commencement Date, and (ii) authorizing and directing the Debtors' banks and financial institutions to honor and process checks and electronic funds transfers related to such obligations, all as more fully described in the Motion; and upon consideration of the Rosoff Declaration; and this Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein 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 the Court having entered an interim order with respect to the Motion on November 10, 2009 (the "*Interim Order*"); and due and proper notice of the Motion having been provided to the Notice Parties, and it appearing that no other or further notice need be provided; and this Court having determined that the relief sought in the Motion is in the best interests of the Debtors, their creditors, and all parties in interest; 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 this Court and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted on a final basis subject to the modifications set forth in this Order; and it is further

ORDERED that, pursuant to sections 105(a) and 363(b) of the Bankruptcy Code, the Debtors are authorized, but not required, to satisfy all prepetition Employee Obligations without further order of the Court, and in accordance with the Debtors' stated policies, including, without limitation, all obligations with respect to (i) salary, wages and commissions, (ii) garnishments, (iii) payroll taxes, (iv) reimbursement expenses, (v) health and welfare benefit plans, (vi) severance payments to one insider terminated prepetition and such severance

payments as are authorized to be paid under the Interim Order, (vii) retirement savings plans, (xiii) all obligations with respect to insurance policies and coverage related to the foregoing; and (xiv) all obligations related to Board Meeting Fees and Board Meeting Expense Reimbursements; and it is further

ORDERED that, notwithstanding anything to the contrary herein, payments made to any current and former Employee or director pursuant to this Order on account of Employee Obligations incurred prior to the Commencement Date shall not exceed \$10,950 per Employee (the “\$10,950 Cap”) and in the aggregate shall not exceed \$350,000; *provided, however*, that reimbursement of business expenses shall not count as part of the \$10,950 Cap; and it is further

ORDERED that the Debtors are authorized, but not required, to continue to honor all practices, programs, and policies with respect to the Employees related to Employee Obligations and Employee Benefits, consistent with the terms of this Order, as such practices, programs, and policies were in effect as of the Commencement Date; *provided, however*, that the following practices, programs, and policies shall not be continued: (a) tuition and education-related expenses; (b) adoption assistance expenses; (c) scholarships for Employee family members; (d) matching contributions to higher education institutions; and (e) Service Milestone Rewards; and it is further

ORDERED that, notwithstanding anything to the contrary in this Order, the Debtors are authorized, but not required, to continue the following Additional Benefit Programs: (i) all COBRA coverage as required by, including legally-required COBRA subsidies, and payment of non-legally-required COBRA subsidies under certain separation agreements; (ii) the administration and maintenance of certain 401K retirement plans and employee stock programs; (iii) certain 401K consultation and advice services; (iv) tax preparation and financial assistance

services; (v) a certain deferred compensation plan; (vi) a certain outplacement service referred to as Career Concepts; (vi) a certain health advice service referred to as Health Advocate; and (vii) a certain personal advice service referred to as Carebridge; *provided, however*, that if the Debtors decide that an Additional Benefit Program that is not listed in clauses (i) through (vii) is reasonably necessary and appropriate for the Debtors to continue in these chapter 11 cases, the Debtors shall consult with the Creditors Committee prior to instituting and making payments on any such Additional Benefit Program, and upon consultation with the Creditors Committee, continuation of such Additional Benefit Program shall be authorized, but not required; and it is further

ORDERED that the Debtors are authorized, but not required, to pay costs and expenses incidental to the payment of those Employee Obligations that are authorized to be paid pursuant to this Order, including administration and processing costs and payments to third parties, in the ordinary course of business, to facilitate the administration and maintenance of the Debtors' programs and policies related to such Employee Obligations; and it is further

ORDERED that the Debtors' banks or other financial institutions are authorized to process, honor, and pay any checks drawn or electronic funds transfers requested on the Debtors' account to pay the Employee Obligations that are authorized to be paid pursuant to this Order, and the costs and expenses incident thereto, whether those checks or electronic funds transfer requests were presented prior to or after the Commencement Date, *provided, however*, that such checks or electronic funds transfers are identified by the Debtors as relating directly to the authorized payment of the Employee Obligations authorized to be paid pursuant to this Order, in each case solely to the extent that there exist sufficient funds to make such payments or other transfers; *provided* that in no event shall any such bank or other financial institution that

takes any such action either (i) at the direction of the Debtors, (ii) in good faith belief that the Court has authorized such action consistent with the implementation of reasonable item handling procedures, or (iii) as a result of an innocent mistake made despite the implementation of reasonable item handling procedures, be deemed in violation of this Order or have liability in connection therewith; and it is further

ORDERED that the Debtors are authorized to issue replacement checks, resubmit electronic funds transfer requests, or otherwise make payment to any Employee on account of the Employee Obligations authorized to be paid pursuant to this Order without the need for further Court approval; and it is further

ORDERED that nothing herein constitutes (i) an admission as to the validity of any claim against the Debtors or (ii) a waiver of the Debtors' or any party in interest's rights to subsequently dispute any claim of any Employee or director under applicable nonbankruptcy law; and it is further

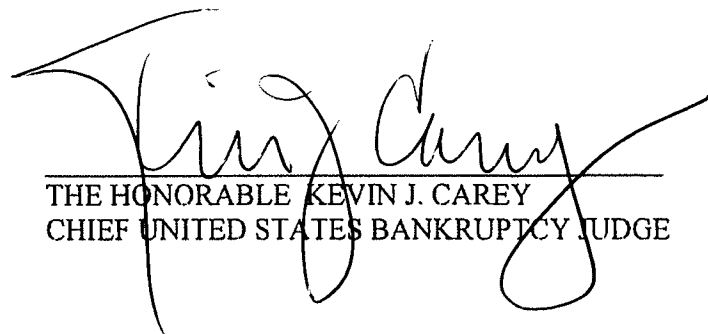
ORDERED that nothing contained in the Motion or in this Order (i) constitutes an assumption, adoption, or rejection of any executory contract or agreement between the Debtors and any third party or (ii) requires the Debtors to make any of the payments authorized herein; and it is further

ORDERED that nothing contained herein shall be deemed a waiver of, determination related to, or authorization to take any action under any provision set forth in section 503(c) of the Bankruptcy Code; and it is further

ORDERED that notwithstanding the applicability of Rule 6004(h) of the Federal Rules of Bankruptcy Procedure or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; 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, or enforcement of this Order.

Dated: April 8, 2010
Wilmington, Delaware



THE HONORABLE KEVIN J. CAREY
CHIEF UNITED STATES BANKRUPTCY JUDGE