

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

	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. 8, 26, 406

**FINAL ORDER PURSUANT TO SECTIONS 105(a), 345(b), AND 363(c) OF THE
BANKRUPTCY CODE AUTHORIZING THE DEBTORS TO (A) CONTINUE THEIR
EXISTING CASH MANAGEMENT SYSTEM, AS MODIFIED, AND (B) MAINTAIN
THEIR EXISTING BANK ACCOUNTS AND BUSINESS FORMS**

Upon the motion (the “*Motion*”), dated November 8, 2009, 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), 345(b), and 363(c)(1) of the Bankruptcy Code,² for entry of an order authorizing the Debtors to (a) continue to use their existing cash management system, as modified, and (b) maintain existing bank accounts and business forms, all as more fully set forth in the Motion; and upon consideration of

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.

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 Debtors are authorized and empowered, pursuant to sections 105(a), 345(b), and 363(c)(1), of the Bankruptcy Code, to continue to manage their cash pursuant to the Cash Management System, and to collect, concentrate, and disburse cash in accordance with that Cash Management System, subject to the provisions of this Order; *provided, however*, that the Debtors are authorized to make such changes to the Cash Management System as the Debtors (with the consent of the official committee of unsecured creditors appointed in these chapter 11 cases (the “*Creditors’ Committee*”)) deem appropriate to maximize value for the Debtors’ estates in accordance with all other provisions of this Order; *provided, further, however*, that the Debtors shall provide notice to the Office of the United States Trustee for the District of Delaware of any such changes to the Cash Management System; and it is further

ORDERED that, subject to the provisions of this Order, the Debtors are authorized to (i) designate, maintain, and continue to use any or all of the Bank Accounts, including, but not limited to, those bank accounts listed on **Exhibit 1** annexed hereto, in the names and with the account numbers listed on **Exhibit 1**, (ii) deposit funds into and withdraw funds from such accounts by all usual means, including, without limitation, checks, wire transfers, automated transfers, and other debits, and (iii) treat their prepetition Bank Accounts for all purposes as debtor in possession accounts; and it is further

ORDERED that, notwithstanding anything to the contrary in this Order, in continuing to manage their cash pursuant to their Cash Management System, the Debtors: (a) will consult and keep the Creditors' Committee apprised of the status of their cash management; (b) will use commercially reasonable efforts to manage their expenditures consistent with cash flow forecasts that are revised and delivered to the Creditors' Committee's professionals on a weekly basis; and (c) agree to (i) consult with their financial advisors prior to effecting a transaction that is not included in the 13-week cash flow forecast that will result in either a single cash transfer in an amount greater than \$250,000 from one Debtor to another Debtor or a single cash transfer in an amount greater than \$100,000 from a Debtor to any non-Debtor entity and (ii) use commercially reasonable efforts to promptly notify the Creditors' Committee that such a transaction may occur not less than five days before such a transaction is expected to occur; and it is further

ORDERED that all Banks with which the Debtors maintained Bank Accounts as of the Commencement Date are authorized and directed to continue to treat, service, and administer the Bank Accounts as accounts of the respective Debtor as a debtor in possession without interruption and in the usual and ordinary course, and to receive, process, honor and pay

any and all checks, drafts, wires, or other transfers by the holders or makers thereof, as the case may be and only to the extent authorized by order of this Court, which originated (i) prepetition and were presented prepetition but not honored until after the Commencement Date; (ii) prepetition but are not presented to the Banks for payment until after the Commencement Date; and (iii) postpetition and are presented to the Banks for payment after the Commencement Date; and it is further

ORDERED that each of the Banks that maintains a disbursement account shall implement reasonable handling procedures designed to effectuate the terms of this Order, and no bank that implements such handling procedures and then honors a prepetition check or other item drawn on any Bank Account that is the subject of this Order either (i) at the direction of the Debtors to honor such prepetition check or item, (ii) in good faith belief that the Court has authorized such prepetition check or item to be honored, or (iii) as a result of an innocent mistake made despite implementation of such handling procedures, shall be deemed in violation of this Order and shall have no liability for a prepetition or other item drawn on any Bank Account that is subject to this Order; and it is further

ORDERED that the Banks are authorized to charge back against the Bank Accounts (i) any returned items drawn or presented against the Bank Accounts, regardless of whether such returned items originated prepetition or postpetition, and (ii) any overadvances, credit balances or other customary fees or expenses on Bank accounts that arise in the ordinary course of business, either prepetition or postpetition, in connection with the use and management of such Bank Accounts; *provided, however*, that none of the Banks shall be required to make transfers from or honor any draws against any of the Bank Accounts except to the extent of collected funds available in such respective Bank Accounts; and it is further

ORDERED that the Debtors are authorized to pay customary prepetition and postpetition banking and custody fees owed to any of their Banks and any such customary postpetition banking and custody fees will have administrative priority; and it is further

ORDERED that nothing contained herein shall prevent the Debtors from closing any Bank Account(s) or opening any additional bank accounts, as they may deem necessary and appropriate, and any relevant bank is authorized to honor the Debtors' requests to close or open such Bank Accounts or additional bank accounts, as the case may be; *provided, however*, that any new account shall be with a bank that is insured with the Federal Deposit Insurance Corporation and that is organized under the laws of the United States or any State therein; *provided further, however*, that contemporaneous notice of the opening or closure of any account shall be given to the U.S. Trustee and the Creditors' Committee; and it is further

ORDERED that the Debtors are authorized to use their existing Business Forms and are not required to (i) obtain new stock reflecting their status as debtors in possession, including listing the chapter 11 case numbers under which these cases are being jointly administered, or (ii) print "debtor in possession" on any of their Business Forms or in wire transfer instructions; *provided, however*, that upon depletion of the Debtors' check stock, the Debtors will obtain new check stock reflecting their status as debtors in possession; and it is further

ORDERED that the Debtors are authorized, but not directed, to continue performing their respective obligations, commitments and transactions constituting intercompany transactions with both Debtor and non-debtor affiliates in the ordinary course of the business and shall continue to maintain detailed records of time; and it is further

ORDERED, for Banks at which the Debtors hold accounts that are party to a Uniform Depository Agreement with the Office of the United States Trustee for the District of Delaware, within 15 days from the date of entry of this Order the Debtors shall, unless already done pursuant to the Interim Order, (a) contact each Bank, (b) provide the Bank with each of the Debtors' employer identification numbers, and (c) identify each of their accounts held at such Banks as being held by a debtor in possession; and it is further

ORDERED, for Banks that are not party to a Uniform Depository Agreement with the Office of the United States Trustee for the District of Delaware, the Debtors shall use their good-faith efforts to cause the Bank to execute a Uniform Depository Agreement in a form prescribed by the Office of the United States Trustee for the District of Delaware within 45 days of the date of entry of this Order, unless already done pursuant to the Interim Order; and it is further

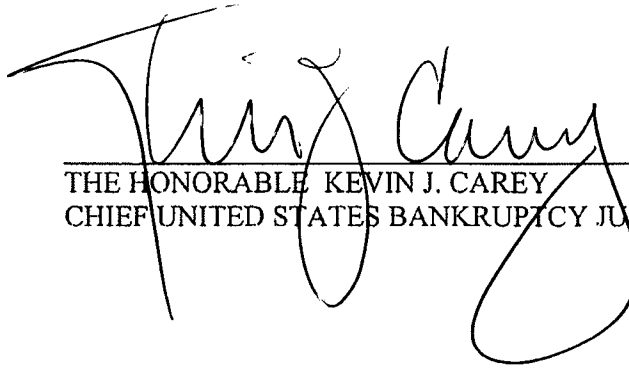
ORDERED that notwithstanding any applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED that within three (3) business days after the date of this Order, the Debtors shall serve a copy of this Order on the Banks; and it is further

ORDERED that nothing in this Order shall be interpreted as extinguishing, modifying or limiting any rights or claims the Creditors' Committee may have with respect to intercompany transactions; 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: April 8, 2010
Wilmington, Delaware



THE HONORABLE KEVIN J. CAREY
CHIEF UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Bank Accounts

No.	Account Number	Account Function	Holding Institution
PRINCIPAL ACCOUNTS			
1.	xxxx271	Master Concentration Account	Republic First Bancorp, Inc.
2.	xxxx328	Accounts Payable	Republic First Bancorp, Inc.
3.	xxxx593 (closed postpetition)	RediReserve Draft Account	Republic First Bancorp, Inc.
4.	xxxx607 (closed postpetition)	Investment Notes Account	Republic First Bancorp, Inc.
5.	xxxx336	Care Assistance	Republic First Bancorp, Inc.
6.	xxxx344	ACH taxes	Republic First Bancorp, Inc.
7.	xxxxxxxxxx257	Payroll Account	Wachovia
8.	xxxxxxxxxx709	Foreign exchange wires account	Wachovia
9.	xxxx216 (closed postpetition)	Official Check Funding	Republic First Bancorp, Inc.
10.	xxxxxxx104 (closed postpetition)	Dormant concentration	Advanta Bank
11.	xxxx1968 (closed postpetition)	Pledge Account	Advanta Bank
ENTITY LEVEL ACCOUNTS			
12.	xxxx006	Advanta Advertising	Republic First Bancorp, Inc.
13.	xxxx014	Advanta Auto Finance	Republic First Bancorp, Inc.
14.	xxxxxxx204 (closed postpetition)	Advanta Auto Finance	Advanta Bank

15.	xxxx0819 (closed postpetition)	Advanta Auto Finance	Zions Bank
16.	xxxx030	Advanta Business Services Corp.	Republic First Bancorp, Inc.
17.	xxxx0769 (closed postpetition)	Advanta Business Services Corp.	Zions Bank
18.	xxxx049	Advanta Business Services Holding Corp.	Republic First Bancorp, Inc.
19.	xxxx332	Advanta Credit Card Receivables Corp.	Republic First Bancorp, Inc.
20.	xxxxxxx780 (closed postpetition)	Advanta Credit Card Receivables Corp.	Bank of America
21.	xxxx065	Advanta Finance Corp.	Republic First Bancorp, Inc.
22.	xxxx189	Advanta Investment Corp.	Republic First Bancorp, Inc.
23.	xxxx200	Advanta Mortgage Corp USA	Republic First Bancorp, Inc.
24.	xxxx219	Advanta Mortgage Holding Corp.	Republic First Bancorp, Inc.
25.	xxxx227	Advanta Service Corp	Republic First Bancorp, Inc.
26.	xxxx235	Advanta Shared Services Corp.	Republic First Bancorp, Inc.
27.	xxxxxxx217 (closed postpetition)	Advanta Shared Services Corp.	Advanta Bank
28.	xxxx391	Advanta Ventures Inc.	Republic First Bancorp, Inc.
29.	xxxx243	Advantennis Corp	Republic First Bancorp, Inc.
30.	xxxx286	BizEquity Corp	Republic First Bancorp, Inc.
31.	xxxx251	Ideablob Corp	Republic First Bancorp, Inc.
32.	xxxxxxxxxxx233 (closed postpetition)	Ideablob Corp	Wachovia

33.	xxxxxxx471	Great Expectations Franchise Corp	PNC
34.	xxxxxxx439	Great Expectations Int'l Inc.	PNC

Investment Fund

No.	Account Number	Account Name	Account Use
1.	xx394 (closed postpetition)	BlackRock Temp Fund 24	Investment Account
2.	xxxxxxx719	Dreyfus Fund 288	Investment Account
3.	xxxx775 (closed postpetition)	Federated Prime Obligation Fund #10	Investment Account
4.	xxxxxxx289	CRA Advisors	Investment Account