

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

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|--------------------------------|---|-------------------------|
| -----X | : | Chapter 11 |
| <i>In re</i> | : | |
| | : | Case No. 09-13931 (KJC) |
| ADVANTA CORP., <i>et al.</i> , | : | |
| | : | (Jointly Administered) |
| Debtors. ¹ | : | |
| -----X | : | Re: Docket No. 435, 472 |

**ORDER AUTHORIZING ADVANTA TO ASSUME UNEXPIRED
LEASE OF NON-RESIDENTIAL REAL PROPERTY AT 417 CAREDEAN DRIVE**

Upon the motion (the "*Motion*"), dated April 22, 2010, of Advanta Corp. ("*Advanta*") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession, pursuant to section 365 of title 11 of the United States Code (the "*Bankruptcy Code*"), for approval of assumption of the Lease², all as more fully described in the Motion; and the 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 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 Advanta, its estate and its creditors; and the Court having reviewed the Motion; and

¹ The Debtors in these cases 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)

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

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 the Motion is granted; and it is further

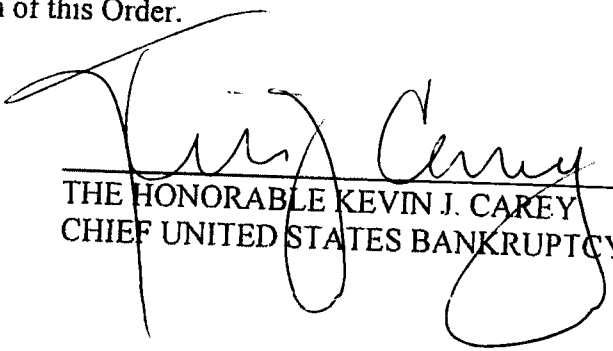
ORDERED that pursuant to 11 U.S.C. § 365(a), Advanta is hereby authorized to assume, and by entry of this Order is hereby deemed to have assumed, the Lease without further notice or documentation; and it is further

ORDERED that the Court finds that Advanta has not committed any default under the Lease and no cure is required thereunder pursuant to 11 U.S.C. § 365(b) as a precondition to Advanta's assumption of the Lease; and it is further

ORDERED that notwithstanding the possible applicability of Fed. R. Bankr. P. 6006(d), 7062, 9014, 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 with respect to all matters arising from or related to the implementation of this Order.

Dated: May 10, 2010
Wilmington, Delaware


THE HONORABLE KEVIN J. CAREY
CHIEF UNITED STATES BANKRUPTCY JUDGE