

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

	x	
In re:	:	Chapter 11
ADVANTA CORP., <i>et al.</i>	:	Case No. 09-13931 (KJC)
Debtors. ¹	:	(Jointly Administered)
	:	RE: D.I. 323, 332, 391
	x	
ADVANTA BANK CORP.	:	
Plaintiff,	:	
-against-	:	Adversary Proceeding
ADVANTA CORP.	:	No.: 10-50795 (KJC)
Defendant.	:	RE: D.I. 8, 9, 15, 17, 18, 19
	:	
	x	

**CERTIFICATION OF COUNSEL
REGARDING SUPPLEMENTAL SCHEDULING ORDER**

The undersigned hereby certifies as follows:

1. On April 6, 2010, the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) entered the *Order Approving Stipulation* [Docket No. 391; Adv. Docket No. 15] (the “*Scheduling Order*”). By the Scheduling Order, the Bankruptcy Court, *inter alia*, set certain deadlines and other dates with respect to the Tax Motion, the

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).

Injunctive Relief Motion (each as defined in the Scheduling Order), and Advanta Bank Corp.'s ("**ABC**") *Amended Complaint* [Adv. Docket No. 8] (the "**Complaint**").

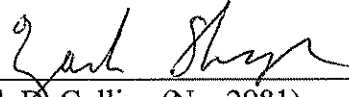
2. Attached hereto as Exhibit A is a proposed form of order supplementing the Scheduling Order (the "**Supplemental Scheduling Order**").² By the Supplemental Scheduling Order, the parties are seeking to, *inter alia*, (i) set revised deadlines and other dates with respect to (a) the Injunctive Relief Motion and (b) the Complaint, (ii) withdraw, with prejudice, the *Emergency Motion of Advanta Bank Corp. for Entry of an Order Compelling Debtor Advanta Corp. to (i) Timely File a Request for an Extension of Time to File 2009 Consolidated Federal Income Tax Return; Or, in the Alternative, (ii) Elect to Carry Back 2009 Consolidated Net Operating Losses Five Years* [Docket No. 323], and (iii) set certain deadlines and other dates with respect to the FDIC-R Return Motion.

3. The Supplemental Scheduling Order has been circulated to, and is acceptable to, counsel to the FDIC, as receiver for ABC, counsel to the Creditors' Committee, and counsel to Advanta.

² Capitalized terms used herein and not otherwise defined shall have the meanings given to them in the Supplemental Scheduling Order.

WHEREFORE, Advanta respectfully requests that the Supplemental Scheduling Order, substantially in the form attached hereto as Exhibit A, be entered at the earliest convenience of the Bankruptcy Court.

Dated: May 14, 2010
Wilmington, Delaware



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, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

ATTORNEYS FOR DEBTORS AND
DEBTORS IN POSSESSION

Exhibit A

Supplemental Scheduling Order

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

	x	
In re:	:	Chapter 11
ADVANTA CORP., <i>et al.</i>	:	Case No. 09-13931 (KJC)
Debtors.	:	(Jointly Administered)
	:	RE: D.I. 323, 332, 391
	x	
ADVANTA BANK CORP.	:	
Plaintiff,	:	
-against-	:	Adversary Proceeding
ADVANTA CORP.	:	No.: 10-50795 (KJC)
Defendant.	:	RE: D.I. 8, 9, 15, 17, 18, 19
	:	
	x	

SUPPLEMENTAL SCHEDULING ORDER

It is hereby ORDERED that the Scheduling Order entered in the above-referenced adversary proceeding on April 6, 2010 (Adv. Proc. D.I. 15) is modified as set forth herein, and any current deadlines applicable to plaintiff Federal Deposit Insurance Corporation (“*FDIC*”), as receiver for Advanta Bank Corp. (“*ABC*”), defendant Advanta Corp. (“*Advanta*”), or the committee of unsecured creditors (the “*Creditors’ Committee*”) with respect to the above-captioned actions shall be extended as follows:

1. The FDIC shall file its reply brief, if any, in connection with the *Emergency Motion of Plaintiff Advanta Bank Corp. for Declaratory and Injunctive Relief in Connection With its Amended Complaint* [Adv. Proc. D.I. 9] (the “*Injunctive Relief Motion*”) by May 14, 2010 at 5:00 p.m. (prevailing Eastern Time).

2. The *Emergency Motion of Advanta Bank Corp. for Entry of an Order Compelling Debtor Advanta Corp. to (i) Timely File a Request for an Extension of Time to File 2009 Consolidated Federal Income Tax Return; Or, in the Alternative, (ii) Elect to Carry Back 2009 Consolidated Net Operating Losses Five Years* filed in the above-captioned chapter 11 cases [D.I. 323] is hereby deemed withdrawn with prejudice by the FDIC as moot.

3. If the FDIC seeks to amend or otherwise adjust any of the federal income tax returns filed by the Advanta consolidated tax group for 2009 or any prior taxable year, then (i) the FDIC shall file a motion (the “*FDIC-R Return Motion*”) with the Court seeking a determination that such action does not violate the automatic stay extant under 11 U.S.C. § 362, or, alternatively, that the automatic stay should be lifted to permit such action, and (ii) the following filing deadlines shall apply to the FDIC-R Return Motion:

- (a) The FDIC shall file the FDIC-R Return Motion by May 14, 2010 at 5:00 p.m. (prevailing Eastern Time).
- (b) Advanta and the Creditors’ Committee shall each file their respective responsive pleadings, if any, to the FDIC-R Return Motion by May 28, 2010 at 5:00 p.m. (prevailing Eastern Time).
- (c) The FDIC shall file a reply, if any, by June 4, 2010 at 5:00 p.m. (prevailing Eastern Time).

4. The Injunctive Relief Motion and FDIC-R Return Motion, if filed, shall be heard at the omnibus hearing on June 8, 2010 at 10:00 a.m. (prevailing Eastern Time).

5. Advanta’s time to file a responsive pleading to ABC’s *Amended Complaint* [Adv. Proc. D.I. 8] shall be extended until thirty (30) days after entry of this Court’s last order resolving the Injunctive Relief Motion and FDIC-R Return Motion, if filed.

6. Deadlines contained in this Order may be modified either by stipulation of the parties without further order of the Court or by the Court for good cause shown.

Dated: May _____, 2010
Wilmington, Delaware

THE HONORABLE KEVIN J. CAREY
CHIEF UNITED STATES BANKRUPTCY JUDGE