

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

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<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. 438 541

**ORDER AUTHORIZING AND APPROVING THE
STIPULATION RESOLVING (I) MOTION OF SHI INTERNATIONAL INC. FOR
ALLOWANCE AND IMMEDIATE PAYMENT OF AN
ADMINISTRATIVE EXPENSE CLAIM PURSUANT TO 11 U.S.C. §503(b)(9); (II)
PROOF OF CLAIM NO. 3; AND (III) PROOF OF CLAIM NO. 2343**

Upon consideration of the *Stipulation Resolving (I) Motion Of SHI International Inc. For Allowance And Immediate Payment Of Administrative Expense Claim Pursuant To 11 U.S.C. §503(b)(9); (II) Proof Of Claim No. 3; And (III) Proof Of Claim No. 2343* (the “*Stipulation*”), entered into between the above-captioned debtors and debtors-in-possession (collectively, the “*Debtors*”) and SHI International Inc. (“*SHI*”), a true and correct copy of which is attached hereto as *Exhibit 1*; and it appearing that the relief requested in the Stipulation is in the best interests of the Debtors’ estates, their creditors, SHI and other parties in interest; and it appearing that this Court has jurisdiction over the matters raised in the Stipulation pursuant to 28 U.S.C. §§ 157 and 1334; and after due deliberation and sufficient cause therefore, it is hereby:

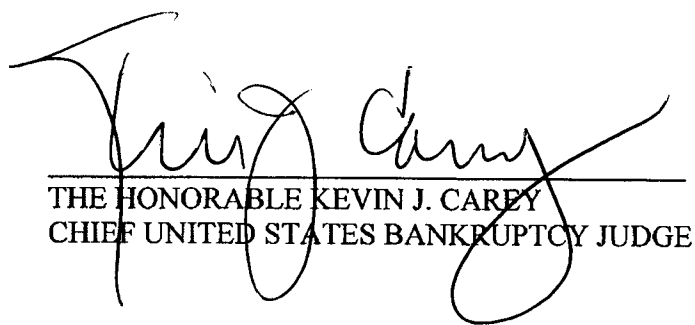
1. ORDERED that the Stipulation is approved; and it is further

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).

2. ORDERED that the Stipulation is hereby incorporated into the provisions of this Order as if fully set forth herein, and is effective as an Order of this Court; and it is further

3. ORDERED that this Court reserves jurisdiction to enforce the terms of this Order and the Stipulation.

Dated: June 8, 2010
Wilmington, Delaware



THE HONORABLE KEVIN J. CAREY
CHIEF UNITED STATES BANKRUPTCY JUDGE

Exhibit 1
Stipulation

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

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In re : Chapter 11
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ADVANTA CORP., *et al.*, : Case No. 09-13931 (KJC)
:
Debtors.¹ : (Jointly Administered)
:
-----X **Re: Docket No. 438**

**STIPULATION RESOLVING (I) MOTION OF SHI
INTERNATIONAL INC. FOR ALLOWANCE AND IMMEDIATE
PAYMENT OF AN ADMINISTRATIVE EXPENSE CLAIM PURSUANT TO 11 U.S.C.
§503(b)(9); (II) PROOF OF CLAIM NO. 3; AND (III) PROOF OF CLAIM NO. 2343**

Advanta Corp. (“*Advanta*”) and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the “*Debtors*”), by and through their undersigned counsel, and SHI International Inc. (“*SHI*” and, together with Advanta, the “*Parties*”), by and through its undersigned counsel, hereby enter into this stipulation, subject only to approval by the United States Bankruptcy Court for the District of Delaware (the “*Court*”). In connection herewith, the Parties stipulate and agree as follows:

RECITALS:

A. On their respective Commencement Dates, each of the Debtors commenced with this Court a voluntary case under chapter 11 of the Bankruptcy Code

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). Information regarding the Debtors’ businesses and the background relating to events leading up to these chapter 11 cases can be found in (i) the Declaration of William A. Rosoff in Support of the Debtors’ Chapter 11 Petitions and First-Day Motions, filed on November 8, 2009, (the “*Rosoff Declaration*”), the date the majority of Debtors filed their petitions (the “*Commencement Date*”) under chapter 11 of title 11 of the United States Code (the “*Bankruptcy Code*”), and (ii) that certain supplement thereto, filed on November 20, 2009, the date Advanta Ventures Inc., BizEquity Corp., ideablob Corp. and Advanta Credit Card Receivables Corp. filed their chapter 11 cases (the “*Second Commencement Date*”, and together with the Commencement Date, the “*Commencement Dates*”).

(collectively, the "**Chapter 11 Cases**") and are authorized to continue businesses and manage their properties as debtors and debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. The Debtors' cases are being jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**").

B. On April 23, 2010, SHI filed the Motion of SHI International Inc. for Allowance and Immediate Payment of Administrative Expense Claim Pursuant to 11 U.S.C. § 503(b)(9) [Docket No. 438] (the "**Motion**") requesting immediate payment of \$138,437.00 for products and goods that SHI alleges were sold and delivered to Advanta within 20 days prior to the Commencement Date of Advanta's Chapter 11 Case.

C. On November 25, 2009, SHI filed a proof of claim against Advanta's estate, which was assigned Claim No. 3 ("**POC 3**"). SHI subsequently amended POC 3 on May 14, 2010 by filing a second proof of claim, which was assigned Claim No. 2343 ("**POC 2343**" and together with POC 3, the "**Claims**"). POC 2343 seeks payment in the aggregate amount of \$360,192.20 for goods allegedly ordered by and delivered to Advanta prior to the commencement of Advanta's Chapter 11 Case. Specifically, in POC 2343, SHI seeks payment of \$138,437.00 under section 503(b)(9) of the Bankruptcy Code for goods allegedly delivered to Advanta within 20 days prior to the Commencement Date and \$223,583.15 as a general unsecured claim.

D. After good faith, arms'-length negotiations, the Parties have reached agreement to resolve the Motion and the Claims.

NOW, THEREFORE, IT IS HEREBY STIPULATED BETWEEN THE PARTIES AS FOLLOWS:

1. This stipulation, agreement and order (the “*Stipulation*”) is subject to the approval of the Court and shall be of no force or effect unless and until it is approved by the Court on a final, non-appealable basis (the “*Effective Date*”). In the event this Stipulation is not approved by the Court on a final, non-appealable basis, nothing contained herein shall be deemed to be a waiver of any causes of action or proofs of claim or an admission of liability by any Party hereto and, in such event, all rights of the Parties shall be preserved.

2. Upon the Effective Date, SHI shall have an allowed administrative claim against Advanta under section 503(b)(9) of the Bankruptcy Code in the amount of \$126,452.50 (the “*Allowed 503(b)(9) Claim*”) and an allowed general unsecured claim against Advanta in the amount of \$223,583.15 (the “*Allowed GUC Claim*”, and together with the Allowed 503(b)(9) Claim, the “*Allowed Claims*”).

3. Advanta shall pay the Allowed 503(b)(9) Claim to SHI in full no later than June 25, 2010 by mailing a check payable to SHI International Inc. to the following address so it is received no later than June 25, 2010:

SHI International
c/o Duane Morris LLP
Attention: Sommer L. Ross, Esq.
1100 North Market Street, Suit 1200
Wilmington, Delaware 19801

4. The Allowed GUC Claim shall receive the treatment provided for general unsecured claims as set forth in Advanta’s yet to be filed chapter 11 plan of reorganization, or such other plan as may be filed with and approved by this Court.

5. Upon the Effective Date, and without further order of this Court, POC 3 shall be disallowed and expunged in its entirety and POC 2343 shall be allowed in the amounts described in paragraph 2.

6. By executing this Stipulation, the Parties agree and acknowledge that: (a) the Debtors’ schedules, claims registers, and books and records shall be deemed to be amended

to reflect the foregoing; and (b) no subsequent, different or further objection, motion or adversary proceeding shall be filed with respect to, or on account of, the Allowed Claims.

7. By no later than June 25, 2010, Advanta shall return to SHI certain goods originally purchased from SHI that Advanta never used (the “*Unused Goods*”), which the Parties agree are worth \$3,361.95. The Unused Goods shall be returned to the following address:

SHI Internatinal Inc.
c/o Akif Nizam
33 Knightsbridge Road
Piscataway, New Jersey 08854

8. In the event the Unused Goods are not returned to SHI on or before June 25, 2010, the Parties agree that SHI’s Allowed 503(b)(9) Claim shall be increased by \$3,361.95 (the “*Additional 503(b)(9) Payment*”). The Additional 503(b)(9) Payment shall be payable to SHI no later than July 2, 2010 and such payment shall be made in accordance with the instructions set forth in paragraph 3 hereof.

9. The Parties agree that Advanta will bear the cost of returning the Unused Goods to SHI.

10. Except for the Allowed Claims and the Additional 503(b)(9) Payment, if applicable, SHI and its affiliates, predecessors-in-interest, successors and assigns, and its past, present and future members, officers, directors, partners, principals, agents, insurers, servants, employees, representatives, trustees and attorneys (collectively, the “*SHI Parties*”), shall have no further Claims (as defined in section 101(5) of the Bankruptcy Code) against the Debtors, their affiliates, their estates or their respective predecessors-in-interest, successors and assigns, officers, directors, partners, principals, agents, insurers, servants, employees, representatives, trustees and attorneys (collectively, the “*Debtor Parties*”) whatsoever on account of Claims or causes of action that arose prior to the date hereof. Likewise, the Debtors and the Debtor Parties

hereby waive and release any and all Claims any of them have or may have against SHI and the SHI Parties from the beginning of time up to and including the date hereof.

11. This Stipulation contains the entire agreement between the Parties as to the subject matter hereof and supersedes all prior agreements and undertakings between the Parties relating thereto.

12. This Stipulation may not be modified other than by a signed writing executed by the Parties hereto or by further order of this Court.

13. Each person who executes this Stipulation represents that he or she is duly authorized to execute this Stipulation on behalf of the respective Parties hereto and that each such party has full knowledge and has consented to this Stipulation.

14. This Stipulation may be executed in counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument, and it shall constitute sufficient proof of this Stipulation to present any copy, copies, or facsimiles signed by the Parties hereto to be charged.

15. The Court shall retain jurisdiction to hear any disputes among the Parties regarding this Stipulation and the order approving it.

<p>Dated: June 7, 2010</p> <p><u>/s/ Sommer L. Ross</u></p> <p>Richard W. Riley (DE 4052) Sommer L. Ross (DE 4598) DUANE MORRIS LLP 1100 North Market Street, Suit 1200 Wilmington, DE 19801 Telephone: (302) 657-4900 Facsimile: (302) 657-4901</p> <p>ATTORNEYS FOR SHI INTERNATIONAL INC.</p>	<p>Dated: June 7, 2010</p> <p><u>/s/ Zachary I. Shapiro</u></p> <p>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</p> <p>- and -</p> <p>WEIL, GOTSHAL & MANGES LLP 767 Fifth Avenue New York, New York 10153 Telephone: (212) 310-8000 Facsimile: (212) 310-8007 Marcia L. Goldstein Robert J. Lemons</p> <p>ATTORNEYS FOR DEBTORS AND DEBTORS IN POSSESSION</p>
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