

PLEASE CAREFULLY REVIEW THIS OMNIBUS OBJECTION AND THE ATTACHMENTS HERETO TO DETERMINE WHETHER THIS OMNIBUS OBJECTION AFFECTS YOUR CLAIM(S). THIS OMNIBUS OBJECTION DOES NOT AFFECT THE OWNERSHIP INTEREST IN STOCK OF ADVANTA. THE OBJECTION IS SOLELY TO THE PROOF OF CLAIM FILED ON ACCOUNT OF THE STOCK OWNERSHIP INTEREST.

**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)
	:	Hearing Date: October 27, 2010 at 3:00 p.m.
	:	Response Deadline: October 20, 2010 at 4:00 p.m.

**SECOND OMNIBUS OBJECTION TO CLAIMS:
STOCK OWNERSHIP CLAIMS (NON-SUBSTANTIVE)**

Advanta Corp. and certain of its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the “*Debtors*”), hereby file this non-

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*”), 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), BE 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., BE 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*”). The Debtors are authorized to continue to operate their businesses and manage their properties as debtors and debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. Further, in accordance with an order of this Court, the Debtors’ cases are being jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”).

substantive second omnibus objection (the “*Omnibus Objection*”) to certain filed claims referenced on *Exhibit A* attached hereto (collectively, the “*Stock Ownership Claims*”) asserted by holders of equity interests in Advanta (collectively, the “*Claimants*”). In support of this Omnibus Objection, the Debtors respectfully represent as follows:

Relief Requested

1. By this Omnibus Objection, pursuant to section 502 of the Bankruptcy Code, Bankruptcy Rule 3007(d)(7), and Rule 3007-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “*Local Rules*”), the Debtors request entry of a proposed order substantially in the form attached hereto as *Exhibit B* (the “*Order*”) disallowing and expunging the Stock Ownership Claims in their entirety because they are claims of shareholders based on ownership of stock of Advanta.

The Bar Dates

2. On April 7, 2010, the Court entered an order (the “*Bar Date Order*”) [Docket No. 399] establishing, among other things, May 14, 2010 at 5:00 p.m. (Eastern Time) (the “*Bar Date*”) as the deadline to file proofs of claim against the Debtors (each a “*Proof of Claim*,” and, collectively, the “*Proofs of Claim*”).

3. Pursuant to the Bar Date Order, Garden City Group, Inc., the court-appointed claims and noticing agent in these cases, mailed notice of the Bar Date (the “*Bar Date Notice*”) to approximately 19,500 parties in interest. In addition to mailing the Bar Date Notice, the Debtors gave notice to potential creditors by publishing the Bar Date Notice in *The Wall Street Journal* and *The Philadelphia Inquirer*. The mailing and publishing of the Bar Date Notice provided potential creditors with adequate and sufficient notice of the Bar Date.

4. As of the Bar Date, approximately 2,900 Proofs of Claim had been docketed in these chapter 11 cases. Among the filed claims are the Stock Ownership Claims of the Claimants. The Debtors have reviewed each of the Stock Ownership Claims and have concluded that the Stock Ownership Claims are invalid and hereby object to each Stock Ownership Claim on the basis set forth below.

Objection

5. The Stock Ownership Claims reflected in *Exhibit A* represent Proofs of Claim filed by Claimants based on ownership of stock in Advanta. The Debtors believe that disallowance of the Stock Ownership Claims is appropriate because these Stock Ownership Claims do not constitute “claims” within the meaning of section 101(5) of the Bankruptcy Code. Furthermore, Bankruptcy Rule 3007(d)(7) states that a debtor may object to the allowance of a claim based solely on the ground that the claimant is asserting “. . . interests, rather than claims”. Additionally, Local Rule 3007-1(d)(v) states that claims “filed by a shareholder based on ownership of stock” may be objected to through a non-substantive objection.

6. The Stock Ownership Claims are based solely on ownership of stock and do not assert damages. The Claimants will not be prejudiced by having the Stock Ownership Claims disallowed and expunged because this Omnibus Objection does not affect the Claimants equity interests in Advanta and the treatment of the Claimants’ equity interests in Advanta will ultimately be addressed by the Debtors’ chapter 11 plan. Accordingly, the Debtors seek entry of the Order expunging the Stock Ownership Claims in their entirety.

Jurisdiction

7. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Notice

8. No trustee or examiner has been appointed in these chapter 11 cases. Notice of this Omnibus Objection will be provided to (i) the Office of the United States Trustee for the District of Delaware; (ii) counsel to the official committee of general unsecured creditors; (iii) Bank of New York Mellon as trustee under the Investment Note Indenture (as defined in the Rosoff Declaration); (iv) Law Debenture Trust Company of New York as trustee under the 8.99% Indenture (as defined in the Rosoff Declaration); (v) the Claimants listed on *Exhibit A* attached hereto; and (vi) those parties who have requested notice pursuant to Bankruptcy Rule 2002 (collectively, the “*Notice Parties*”). The Debtors respectfully submit that no further notice of this Omnibus Objection is required.

9. Pursuant to Bankruptcy Rule 3007, the Debtors have provided all claimants affected by this Omnibus Objection with at least thirty days’ notice of the hearing to consider this Omnibus Objection.

No Prior Request

10. No previous request for the relief sought herein has been made to this or any other Court.

Statement of Compliance with Local Rule 3007-1

11. The undersigned representative of Richards, Layton & Finger, P.A. certifies that he has reviewed the requirements of Local Rule 3007-1 and that the Omnibus Objection substantially complies with that Local Rule. To the extent that the Omnibus Objection does not comply in all respects with the requirements of Local Rule 3007-1, Richards, Layton & Finger, P.A. believes such deviations are not material and respectfully requests that any such requirement be waived.

Separate Contested Matters

12. To the extent that a response is filed regarding any Stock Ownership Claim listed in this Omnibus Objection and the Debtors are unable to resolve the response, each such Stock Ownership Claim, and the objection by the Debtors to each such Stock Ownership Claim asserted herein, shall constitute a separate contested matter as contemplated by Bankruptcy Rule 9014. Any order entered by the Court regarding an objection asserted in the Omnibus Objection shall be deemed a separate order with respect to each Claim.

Response to Omnibus Objection

13. To contest the relief requested in this Omnibus Objection, a Claimant must file and serve a written response to this Omnibus Objection (a “***Response***”) so that it is received no later than October 20, 2010 at 4:00 p.m. (EDT) (the “***Response Deadline***”). Every Response must be filed with the Office of the Clerk of the United States Bankruptcy Court for the District of Delaware: 824 North Market Street, Wilmington, Delaware 19801, and served upon the following parties, so that the Response is received no later than the Response Deadline, at the following addresses:

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, NY 10153
Attn: Robert J. Lemons and Jennifer N. Ganesh

- and -

RICHARDS, LAYTON & FINGER, P.A.
One Rodney Square
920 North King Street
Wilmington, DE 19801
Attn: Paul N. Heath and Chun I. Jang

- and -

Latham & Watkins LLP
885 Third Avenue
New York, NY 10022-4834
(212) 906-1200
Attn: Roger G. Schwartz, Adam J. Goldberg and Catherine M.
Martin

14. Every Response to this Omnibus Objection must contain at a minimum the following information:

- (a) a caption setting forth the name of the Court, the name of the Debtors, the case number, and the title of the Omnibus Objection to which the Response is directed;
- (b) the name of the Claimant, his/her/its claim number, and a description of the basis for the amount of the Proof of Claim;
- (c) the specific factual basis and supporting legal argument upon which the party will rely in opposing this Omnibus Objection;
- (d) any supporting documentation, to the extent it was not included with the Proof of Claim previously filed with the clerk or claims agent, upon which the party will rely to support the basis for and amounts asserted in the Proof of Claim; and
- (e) the name, address, telephone number, and fax number of the person(s) (which may be the claimant or the claimant's legal representative) with whom counsel for the Debtors should communicate with respect to the claim or the Omnibus Objection and who possesses authority to reconcile, settle, or otherwise resolve the objection to the disputed claim on behalf of the claimant.

15. If a Claimant fails to file and serve a timely Response by the Response Deadline, the Debtors may present to the Court an appropriate order disallowing such Claimant's claim, without further notice to the Claimant or a hearing.

Replies to Responses

16. Consistent with Local Rule 9006-1(d), the Debtors may, at their option, file and serve a reply to a Response no later than 4:00 p.m. (Prevailing Eastern Time) one day prior to the deadline for filing the agenda on any hearing to consider the Omnibus Objection.

Reservation of Rights

17. The Debtors hereby reserve the right to object in the future to any of the Proofs of Claim listed in this Omnibus Objection or on the exhibits attached hereto on any ground, and to amend, modify, and/or supplement this Omnibus Objection, including, without limitation, to object to amended or newly-filed claims. Separate notice and hearing will be scheduled for any such objection.

18. Notwithstanding anything contained in this Omnibus Objection or the attached exhibits, nothing herein shall be construed as a waiver of any rights that the Debtors may have: (a) to bring avoidance actions under the applicable sections of the Bankruptcy Code against the holders of claims subject to the Omnibus Objection; or (b) to exercise their rights of setoff against the holders of such claims relating to such avoidance actions.

WHEREFORE the Debtors respectfully request entry of the Order granting the relief requested herein and such other and further relief as the Court may deem just and appropriate.

Dated: August 31, 2010
Wilmington, Delaware

/s/ Zachary I. Shapiro

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

ATTORNEYS FOR
DEBTORS AND DEBTORS IN
POSSESSION

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

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:
In re : Chapter 11
:
ADVANTA CORP., *et al.*, : Case No. 09-13931 (KJC)
:
Debtors.¹ : (Jointly Administered)
:
: **Hearing Date: October 27, 2010 at 3:00 p.m. (EDT)**
: **Response Deadline: October 20, 2010 at 4:00 p.m. (EDT)**
-----X

**NOTICE OF SECOND OMNIBUS OBJECTION TO CLAIMS:
STOCK OWNERSHIP CLAIMS (NON-SUBSTANTIVE)**

PLEASE TAKE NOTICE that, on August 31, 2010, Advanta Corp. and certain of 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, filed the **Second Omnibus Objection to Claims: Stock Ownership Claims (Non-Substantive)** (the “*Omnibus Objection*”) with the United States Bankruptcy Court for the District of Delaware (the “*Bankruptcy Court*”).

PLEASE TAKE FURTHER NOTICE THAT in accordance with Rule 9006-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, if you wish to oppose the Omnibus Objection, then you must file a

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), BE 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).

written response (a “*Response*”) with the Bankruptcy Court prior to **4:00 p.m. (Eastern Daylight Time) on October 20, 2010** (the “*Response Deadline*”) at the address shown below:

United States Bankruptcy Court for the District of Delaware Clerk of the Court 824 North Market Street, 3rd Floor Wilmington, Delaware 19801
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PLEASE TAKE FURTHER NOTICE THAT any Response must be in writing and **served upon and actually received by the undersigned counsel for the Debtors prior to the Response Deadline.**

PLEASE TAKE FURTHER NOTICE THAT, if a Response is timely filed, served and received and such Response is not otherwise timely resolved, a hearing to consider such Response and the Omnibus Objection will be held before The Honorable Kevin J. Carey at the Bankruptcy Court, 824 Market Street, 5th Floor, Courtroom 5, Wilmington, Delaware 19801 on **October 27, 2010 at 3:00 p.m. (Eastern Daylight Time).**

**IF NO RESPONSES TO THE OMNIBUS OBJECTION ARE TIMELY
FILED, SERVED AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE
COURT MAY GRANT THE RELIEF REQUESTED IN THE OMNIBUS OBJECTION
WITHOUT FURTHER NOTICE OR HEARING.**

Dated: August 31, 2010
Wilmington, Delaware

Respectfully submitted,

/s/ Zachary I. Shapiro _____

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

ATTORNEYS FOR
DEBTORS AND DEBTORS IN
POSSESSION

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

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:
In re : Chapter 11
:
ADVANTA CORP., *et al.*, : Case No. 09-13931 (KJC)
:
Debtors.¹ : (Jointly Administered)
:
:
: **Hearing Date: October 27, 2010 at 3:00 p.m. (EDT)**
-----X **Response Deadline: October 20, 2010 at 4:00 p.m. (EDT)**

**NOTICE OF SECOND OMNIBUS OBJECTION TO CLAIMS:
STOCK OWNERSHIP CLAIMS (NON-SUBSTANTIVE)**

PLEASE TAKE NOTICE that, on August 31, 2010, Advanta Corp. and certain of 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, filed the **Second Omnibus Objection to Claims: Stock Ownership Claims (Non-Substantive)** (the “*Omnibus Objection*”), objecting to your claim(s) in the above-captioned chapter 11 cases. **Your claim(s) may be disallowed and/or your substantive rights may be affected as a result of the Omnibus Objection. Therefore, you should read the attached Omnibus Objection carefully.** If you do not want the Court to disallow your claim(s), then you or your attorney must file a written response (a “*Response*”) to the Omnibus Objection, as set forth in the Omnibus Objection, with the United States Bankruptcy Court for the District of Delaware, 824

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North Market Street, 3rd Floor, Wilmington, Delaware 19801 (the “*Bankruptcy Court*”), and serve such Response so as to be received by the undersigned counsel to the Debtors no later than **4:00 p.m. (Eastern Daylight Time) on October 20, 2010.**

PLEASE TAKE FURTHER NOTICE THAT YOUR SUBSTANTIVE RIGHTS MAY BE AFFECTED BY THIS OMNIBUS OBJECTION AND BY ANY FURTHER OMNIBUS OBJECTIONS THAT MAY BE FILED BY THE DEBTORS. THE RELIEF SOUGHT HEREIN IS WITHOUT PREJUDICE TO THE DEBTORS’ RIGHT TO PURSUE FURTHER SUBSTANTIVE OR NON-SUBSTANTIVE OBJECTIONS AGAINST YOUR CLAIM(S) SUBJECT TO THE OMNIBUS OBJECTION.

PLEASE TAKE FURTHER NOTICE that if no Response to the Omnibus Objection is timely filed and received in accordance with the above procedures, an order may be entered granting the relief requested in the Omnibus Objection without further notice or a hearing. If a Response is properly filed and served in accordance with the above procedures, a hearing on the Omnibus Objection and the Response will be held on **October 27, 2010 at 3:00 p.m. (Eastern Daylight Time)** (the “*Hearing*”) before The Honorable Kevin J. Carey, United States Bankruptcy Court Judge for the District of Delaware, in the United States Bankruptcy Court, 824 North Market Street, 5th Floor, Courtroom 5, Wilmington, Delaware 19801. Only a Response made in writing and timely filed and received will be considered by the Bankruptcy Court at the Hearing.

**IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE,
THE BANKRUPTCY COURT MAY GRANT THE RELIEF DEMANDED BY THE
OMNIBUS OBJECTION WITHOUT FURTHER NOTICE OR HEARING.**

Dated: August 31, 2010
Wilmington, Delaware

Respectfully submitted,

/s/ Zachary I. Shapiro

Mark D. Collins (No. 2981)
Paul N. Heath (No. 3704)
Chun I. Jang (No. 4790)
Zachary I. Shapiro (No. 5103)
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One Rodney Square
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Facsimile: (212) 310-8007

ATTORNEYS FOR
DEBTORS AND DEBTORS IN
POSSESSION

Exhibit A

The Stock Ownership Claims

SECOND OMNIBUS OBJECTION
Exhibit A - Stock Ownership Claims

	Name of Claimant	Claim Number	Claim Amount	Reason for Disallowance
1	AWWAD, JAMAL R & AWWAD, JOANN G	1601	\$142,425.00	Claimant does not have a claim based on the ownership of stock. Claimant's equity interests in Advanta will be addressed by the Debtors' chapter 11 plan.
2	DUNMORE, NATALIE J	2310	\$4,000.00	Claimant does not have a claim based on the ownership of stock. Claimant's equity interests in Advanta will be addressed by the Debtors' chapter 11 plan.
3	GIORDANO, FRED	2891	\$3,029.39	Claimant does not have a claim based on the ownership of stock. Claimant's equity interests in Advanta will be addressed by the Debtors' chapter 11 plan.
4	MATARESE, VITO A	1585	\$11,430.00	Claimant does not have a claim based on the ownership of stock. Claimant's equity interests in Advanta will be addressed by the Debtors' chapter 11 plan.
5	MESSAM, BARRINGTON	2573	\$207.99	Claimant does not have a claim based on the ownership of stock. Claimant's equity interests in Advanta will be addressed by the Debtors' chapter 11 plan.
6	MESSAM, BARRINGTON	2574	\$705.99	Claimant does not have a claim based on the ownership of stock. Claimant's equity interests in Advanta will be addressed by the Debtors' chapter 11 plan.
7	STANIEK, JOSEPH	1134	\$93.22	Claimant does not have a claim based on the ownership of stock. Claimant's equity interests in Advanta will be addressed by the Debtors' chapter 11 plan.
8	TOMKINSON, ALFONSO	535	\$3,500.00	Claimant does not have a claim based on the ownership of stock. Claimant's equity interests in Advanta will be addressed by the Debtors' chapter 11 plan.
		TOTAL	\$165,391.59	

Exhibit B

Order

**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)
	:	
	:	Re: Docket No. ____
	X	

**ORDER GRANTING DEBTORS’ SECOND OMNIBUS
OBJECTION TO STOCKOWNERSHIP CLAIMS (NON-SUBSTANTIVE)**

Upon the second omnibus objection, dated August 31, 2010 (the “*Omnibus Objection*”), of Advanta and its affiliates, as debtors and debtors in possession in the above referenced chapter 11 cases (collectively, the “*Debtors*”), seeking to disallow and expunge the Stock Ownership Claims², all as more fully set forth in the Omnibus Objection; and this Court having jurisdiction to consider the Omnibus Objection and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Omnibus Objection 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 due and proper notice of the Omnibus Objection having been provided to the Notice Parties, and no other or further notice

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*”), 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), BE 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 Omnibus Objection.

being required; and the Court having determined that the legal and factual bases set forth in the Omnibus Objection establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Omnibus Objection is granted; and it is further

ORDERED that each Stock Ownership Claim listed on *Exhibit A* hereto is hereby disallowed and expunged in its entirety; and it is further

ORDERED that Garden City Group, Inc. is authorized and directed to delete each Stock Ownership Claim that is disallowed and expunged pursuant to this Order from the official claims registry in these chapter 11 cases and to make other changes to the official claims registry as necessary to reflect the terms of this Order; and it is further

ORDERED that each Stock Ownership Claim and the objection by the Debtors to such Stock Ownership Claim, as addressed in the Omnibus Objection and as set forth on *Exhibit A* hereto, constitutes a separate contested matter as contemplated by Bankruptcy Rule 9014 and Local Rule 3007-1; and it is further

ORDERED that this Order shall be deemed a separate Order with respect to each Stock Ownership Claim and any stay of this Order pending appeal by any Claimant whose claim is subject to this Order shall only apply to the contested matter which involves such Claimant and shall not act to stay the applicability and/or finality of this Order with respect to the other contested matters listed in the Omnibus Objection or this Order; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from the interpretation and/or implementation of this Order.

Dated: _____, 2010
Wilmington, Delaware

THE HONORABLE KEVIN J. CAREY
CHIEF UNITED STATES BANKRUPTCY JUDGE

Exhibit C

Hertzberg Declaration

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

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

**DECLARATION OF JULIE HERTZBERG IN SUPPORT
OF DEBTORS' SECOND OMNIBUS OBJECTION
TO STOCK OWNERSHIP CLAIMS (NON-SUBSTANTIVE)**

I, Julie Hertzberg, pursuant to 28 U.S.C. § 1746, hereby declare under penalty of perjury that the following is true and correct to the best of my knowledge, information and belief:

1. I am a managing director with Alvarez & Marsal North America, LLC (“*A&M*”). By order, dated December 3, 2009 [Docket No. 106], the Debtors were, among other things, authorized to retain A&M as financial advisors and to designate certain other personnel of A&M and its wholly owned subsidiaries, such as myself, to assist in the Debtors’ restructuring process. Unless otherwise stated in this Declaration, I have personal knowledge of the facts set forth herein.

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2. The Debtors' ongoing claims reconciliation process involves the collective effort of a team of the Debtors' employees assembled from people specifically familiar with the Debtors' operations and liabilities. This team works together and in conjunction with the Debtors' counsel, Weil, Gotshal & Manges LLP, A&M, Richards, Layton & Finger, P.A., and the Debtors' claims agent, Garden City Group, Inc., to review proofs of claim filed against the Debtors. In preparation of the Debtors' Second Omnibus Objection to Stock Ownership Claims (Non-Substantive) (the "*Omnibus Objection*"), the Debtors' advisors and personnel who are familiar with the information contained herein have reviewed (i) the claims at issue in the Omnibus Objection, that are listed on *Exhibit A* attached thereto, (ii) the Debtors' books and records, and (iii) the claims register. I have also personally reviewed the Omnibus Objection and *Exhibit A* attached thereto. Accordingly, I am familiar with the information contained therein.

3. To the best of my knowledge, information and belief, the Stock Ownership Claims² listed on *Exhibit A* of the Omnibus Objection should be disallowed because such Stock Ownership Claims are claims based on ownership of stock and thus should be disallowed and expunged pursuant to section 502 of the Bankruptcy Code, Rule 3007(d)(7) of the Bankruptcy Rules and Local Rule 3007-1(d)(v).

4. Based on the foregoing, and to the best of my knowledge, information and belief, the information contained in the Omnibus Objection and exhibits thereto is true and correct.

² Capitalized terms used, but not otherwise defined in this Declaration, have the meaning ascribed to such terms in the Omnibus Objection.

5. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge and belief.

Wilmington, Delaware
Dated: August 31, 2010

By: /s/ Julie Hertzberg
Julie Hertzberg