

**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 Nos. 343, 373, 388 & 401

**CERTIFICATION OF COUNSEL REGARDING AMENDED ORDER MODIFYING
AUTOMATIC STAY TO ALLOW ADVANCEMENT UNDER INSURANCE POLICIES**

The undersigned certifies as follows:

1. On March 19, 2010, Advanta Corp. and its affiliated debtors and debtors in possession in the above-referenced chapter 11 cases (collectively, the “***Debtors***”) filed the *Motion for an Order Modifying Automatic Stay to Allow Advancement Under Insurance Policies* [Docket No. 343] (the “***Motion***”) with the United States Bankruptcy Court for the District of Delaware (the “***Bankruptcy Court***”).

2. By the Motion, the Debtors sought, out of an abundance of caution, entry of an order modifying the automatic stay, to the extent applicable, to allow the Debtors’ third party insurance provider, Axis Insurance Company (“***Axis***”), to pay and/ or advance, pursuant to the Axis Policies,² covered defense costs incurred by the Covered Individuals as defendants in the Class Actions.

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).

3. On March 31, 2010, the Western Pennsylvania Electrical Employees Pension Fund (the “**Pension Fund**”) filed the *Limited Objection of Western Pennsylvania Electrical Employees Pension Fund to Debtors’ Motion for Order Modifying Automatic Stay to Allow Advancement Under Insurance Policies* [Docket No. 373] (the “**Limited Objection**”). The Debtors and the Pension Fund were able to resolve the Limited Objection by modifying the proposed order attached to the Motion (the “**Revised Order**”). The Debtors thus filed the Revised Order under Certification of Counsel [Docket No. 388] and, on April 7, 2010, the Bankruptcy Court entered the Revised Order without holding a hearing on the Motion [Docket No. 401].

4. Since the entry of the Revised Order, an additional class action litigation, *Underland v. Alter, et al.*, No. 10-16719 (Sup. Ct. Pa.), was commenced (the “**New Class Action**”), in which Covered Individuals are defendants. Accordingly, the Debtors desire to amend the Revised Order, out of an abundance of caution, so that Axis is authorized to pay and/or advance, pursuant to the Axis Policies, covered defense costs incurred by the Covered Individuals as defendants in the New Class Action. A copy of the amended Revised Order is attached hereto as Exhibit A (the “**Amended Order**”). The Amended Order has been circulated to, and is acceptable to, counsel to the official committee of general unsecured creditors and counsel to the Pension Fund. Further, for the convenience of the Bankruptcy Court and all parties in interest, a blackline of the Amended Order against the Revised Order is attached hereto as **Exhibit B**.

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

WHEREFORE, the Debtors respectfully request that the Amended Order, substantially in the form attached hereto as ***Exhibit A***, be entered at the earliest convenience of the Bankruptcy Court.

Dated: September 10, 2010
Wilmington, Delaware

/s/ Zachary I. Shapiro

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ATTORNEYS FOR THE DEBTORS AND
DEBTORS IN POSSESSION

EXHIBIT A

Amended Order

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

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<i>In re</i>	:	Chapter 11
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ADVANTA CORP., <i>et al.</i> ,	:	Case No. 09-13931 (KJC)
	:	
Debtors. ¹	:	(Jointly Administered)
	:	
	:	Re: Docket Nos. 343, 373, 388, 401 & ____
	X	

**AMENDED ORDER PURSUANT TO SECTION 362 OF THE
BANKRUPTCY CODE, MODIFYING AUTOMATIC STAY TO
ALLOW AXIS TO MAKE ADVANCEMENT UNDER INSURANCE POLICIES**

Upon the motion, dated March 19, 2010 (the “*Motion*”), of 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 section 362(d) of title 11 to the United States Code (the “*Bankruptcy Code*”) and Rule 4001(a)(3) of the Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”), for an order modifying the automatic stay, to the extent applicable, to allow the Debtors’ third party insurance provider, Axis Insurance Company (“*Axis*”), to pay and/ or advance pursuant to the Axis Policies² covered defense costs incurred by the Covered Individuals as defendants in the class action litigations including but not limited to *Steamfitters Local 449 Pension Fund v. Advanta Corp., et al.*, No. 09-4730 (E.D. Pa.);

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² Capitalized terms not defined herein shall have the meaning ascribed to them in the Motion.

Ragan v. Advanta Corp., et al., No. 09-cv-4974 (E.D. Pa.); *Hiatt v. Advanta Corp., et al.*, No. 09-5467 (E.D. Pa.); *Yates, et al. v. Rosoff, et al.*, No. 09-5746 (E.D. Pa.) and *Underland v. Alter, et al., No. 10-16719 (Sup. Ct. Pa.)*³ (the “*Class Actions*”), 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 the Debtors, their creditors and their estates; and the Court having reviewed the Motion; 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 the Court, and upon the record of the hearing on the Motion, and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted as provided herein; and it is further

ORDERED that pursuant to sections 105(a) and 362(d) of the Bankruptcy Code, the automatic stay is hereby modified, without further order of this Court, to allow payment by Axis to or for the benefit of the Covered Individuals under the Axis Policies of covered defense costs and/or advancement of covered defense costs incurred in the Class Actions; and it is further

ORDERED that the Debtors are authorized to execute all the documentation necessary to allow Axis to pay covered defense costs, and/or advance covered defense costs, or both incurred by the Individual Defendants in the Class Actions; and it is further

ORDERED that nothing in this Order shall modify or alter the rights and

³ This amended order reflects an additional class action litigation that has been filed subsequent to the filing of the original Motion.

obligations of any parties provided for under the terms and conditions of the Axis Policies; and it is further

ORDERED that nothing in this Order shall constitute a determination that the proceeds of the Axis Policies are property of the Debtors' estates; and it is further

ORDERED that all parties to the Axis Policies reserve all rights and defenses that they would otherwise have; and it is further

ORDERED that the fourteen day stay provided by Bankruptcy Rule 4001(a)(3) is waived; and it is further

ORDERED that this Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: September_____, 2010
Wilmington, Delaware

THE HONORABLE KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT B

Blackline

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

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<i>In re</i>	:	Chapter 11
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Debtors. ¹	:	(Jointly Administered)
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² Capitalized terms not defined herein shall have the meaning ascribed to them in the Motion.

incurred by the Covered Individuals as defendants in the [class action litigations including but not limited to *Steamfitters Local 449 Pension Fund v. Advanta Corp., et al.*, No. 09-4730 \(E.D. Pa.\); *Ragan v. Advanta Corp., et al.*, No. 09-cv-4974 \(E.D. Pa.\); *Hiatt v. Advanta Corp., et al.*, No. 09-5467 \(E.D. Pa.\); *Yates, et al. v. Rosoff, et al.*, No. 09-5746 \(E.D. Pa.\) and *Underland v. Alter, et al.*, No. 10-16719 \(Sup. Ct. Pa.\)](#)³ (the “*Class Actions*”), 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 the Debtors, their creditors and their estates; and the Court having reviewed the Motion; 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 the Court, and upon the record of the hearing on the Motion, and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted [as provided herein](#); and it is further

ORDERED that pursuant to sections 105(a) and 362(d) of the Bankruptcy Code, the automatic stay is hereby modified, without further order of this Court, to allow payment by Axis to or for the benefit of the Covered Individuals under the Axis Policies of covered defense costs and/or advancement of covered defense costs incurred in the Class Actions; and it is further

ORDERED that the Debtors are authorized to execute all the documentation necessary to allow Axis to pay covered defense costs, and/or advance covered defense costs, or

³ [This amended order reflects an additional class action litigation that has been filed subsequent](#)

both incurred by the Individual Defendants in the Class Actions; and it is further

ORDERED that nothing in this Order shall modify or alter the rights and obligations of any parties provided for under the terms and conditions of the Axis Policies; and it is further

ORDERED that nothing in this Order shall constitute a determination that the proceeds of the Axis Policies are property of the Debtors' estates; and it is further

ORDERED that all parties to the Axis Policies reserve all rights and defenses that they would otherwise have; and it is further

ORDERED that the fourteen day stay provided by Bankruptcy Rule 4001(a)(3) is waived; and it is further

ORDERED that this Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

| Dated: ~~April~~ September _____, 2010
Wilmington, Delaware

THE HONORABLE KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE

| [to the filing of the original Motion.](#)