

PLEASE CAREFULLY REVIEW THIS OBJECTION AND THE ATTACHMENTS HERETO TO DETERMINE WHETHER THIS OBJECTION AFFECTS YOUR CLAIM.

**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: November 24, 2010 10:00 a.m.
	:	Response Deadline: November 10, 2010 4:00 p.m.

**FOURTH OMNIBUS OBJECTION TO CLAIMS:
(I) DUPLICATIVE CLAIMS, (II) AMENDED CLAIMS, AND
(III) WRONG DEBTOR 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 fourth non-substantive omnibus objection (the “*Omnibus Objection*”) to certain claims asserted

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*”).

against the Debtors' estates that are listed on *Exhibits A, B* and *C* attached hereto (collectively, the "*Fourth Omnibus Claims*"). 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 D* (the "*Order*") recategorizing, disallowing and/or expunging in their entirety each of the Fourth Omnibus Claims as reflected in the exhibits attached hereto, without prejudice to the Debtors' right to object to any surviving or recategorized claims on any other grounds whatsoever.

Jurisdiction

2. 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.

The Bar Dates

3. 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*").

4. Pursuant to the Bar Date Order, The Garden City Group, Inc., the court-appointed claims and noticing agent in these cases ("*The Garden City Group*"), mailed notice of the Bar Date (the "*Bar Date Notice*") to approximately 19,500 parties in interest. In addition to

mailing the Bar Date Notices, 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.

5. As of the Bar Date, approximately 2,900 Proofs of Claim have been docketed in these chapter 11 cases. Among the filed claims are the Fourth Omnibus Claims. The Debtors have reviewed each of the Fourth Omnibus Claims and have concluded that each such claim is appropriately objected to on the basis set forth below.

Objection

A. Duplicative Claims and Amended Claims

6. Certain creditors filed more than one Proof of Claim with respect to the same alleged obligation.² The claims listed on *Exhibit A* attached hereto in the column labeled “Duplicate Claim to be Disallowed” are duplicates of the corresponding claim listed in the column labeled “Remaining Claim”. The duplicative claims objected to in this Omnibus Objection are those claims which were filed or docketed, as the case may be, against the same Debtor more than once (collectively, the “*Duplicative Claims*”).

7. Similarly, certain creditors filed Proofs of Claim that were later amended and therefore superseded by a subsequent Proof of Claim filed by or on behalf of the same claimant. The claims listed on *Exhibit B* attached hereto in the column labeled “Amended Claim to be Disallowed” (collectively, the “*Amended Claims*”) are claims that have been superseded by a subsequently filed Proof of Claim listed in the column labeled “Remaining Claim”.

² In certain cases, Garden City Group docketed one Proof of Claim several times (thereby assigning a separate Proof of Claim number to each copy) because the claimant submitted multiple copies of the same Proof of Claim. This Omnibus Objection treats such claims as “Duplicate Claims”.

8. The Debtors should not be required to pay twice on the same obligation. Moreover, elimination of redundant claims and claims that have been amended or superseded by subsequently filed claims will enable the Debtors to maintain a claims register that more accurately reflects the claims that have been asserted against the Debtors.

9. Accordingly, the Debtors object to the allowance of each of the Duplicative Claims and Amended Claims described in *Exhibits A and B* and request that such claims be disallowed in their entirety and expunged. Because this Omnibus Objection does not constitute an objection to any of the surviving claims, the Debtors reserve their right to object to such surviving claims on any grounds whatsoever.

B. Wrong Debtor Claims

10. The claims reflected in *Exhibit C* are claims that identify one Debtor as the obligor when such claims are properly asserted, if at all, against another Debtor (collectively, the “*Wrong Debtor Claims*”). In each instance involving the Wrong Debtor Claims, the claimant has no valid legal justification (for example, the existence of a guaranty) for asserting a claim against the named Debtor. By this objection, the Debtors seek to recategorize the Wrong Debtor Claims as claims asserted against the correct Debtor or Debtors (collectively, the “*As-Recategorized Claims*”).

11. Therefore, the Debtors object to the allowance of each of the Wrong Debtor Claims described in *Exhibit C* and request that such Wrong Debtor Claims be recategorized as claims against the correct Debtor, as noted in *Exhibit C*, and disallowed in their entirety with respect to the asserted Debtor. Because this Omnibus Objection to the Wrong Debtor Claims does not constitute an objection to the As-Recategorized Claims, the Debtors reserve their right to object to the As-Recategorized Claims on any other grounds whatsoever.

12. In support of the foregoing, the Debtors rely on the Declaration of Julie Hertzberg Pursuant in Support of the Fourth Omnibus Objection to Claims: (i) Duplicative Claims, (ii) Amended Claims, and (iii) Wrong Debtor Claims (Non-Substantive) (the “*Hertzberg Declaration*”), dated as of the date hereof and attached hereto as *Exhibit E*.

Notice

13. 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) each holder of a Fourth Omnibus Claim at the address for notices set forth in each party’s Proof of Claim; 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.

14. 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

15. 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

16. 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

17. To the extent that a response is filed regarding any Fourth Omnibus Claim listed in this Omnibus Objection and the Debtors are unable to resolve the response, each such Fourth Omnibus Claim, and the objection by the Debtors to each such Fourth Omnibus 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.

Responses to Omnibus Objection

18. To contest the relief requested in this Omnibus Objection, a claimant must file and serve a written response to this Objection (a “**Response**”) so that it is received no later than November 10, 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 and Adam J. Goldberg

19. 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 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.

20. 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

21. 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

22. 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 may be scheduled for any such objection.

23. 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: October 21, 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**

-----X
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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)
:
:
: **Hearing Date: November 24, 2010 at 10:00 a.m. (EST)**
-----X **Response Deadline: November 10, 2010 at 4:00 p.m. (EST)**

**NOTICE OF FOURTH OMNIBUS OBJECTION TO CLAIMS:
(I) DUPLICATIVE CLAIMS, (II) AMENDED CLAIMS, AND
(III) WRONG DEBTOR CLAIMS (NON-SUBSTANTIVE)**

PLEASE TAKE NOTICE that, on October 21, 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 **Fourth Omnibus Objection to Claims: (I) Duplicative Claims, (II) Amended Claims, and (III) Wrong Debtor 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

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the Omnibus Objection, as set forth in the Omnibus Objection, with the United States Bankruptcy Court for the District of Delaware, 824 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 Standard Time) on November 10, 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 **November 24, 2010 at 10:00 a.m. (Eastern Standard 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: October 21, 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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ATTORNEYS FOR
DEBTORS AND DEBTORS IN
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**IN THE 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)
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Debtors.¹ : (Jointly Administered)
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: **Hearing Date: November 24, 2010 at 10:00 a.m. (EST)**
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(I) DUPLICATIVE CLAIMS, (II) AMENDED CLAIMS, AND
(III) WRONG DEBTOR CLAIMS (NON-SUBSTANTIVE)**

PLEASE TAKE NOTICE that, on October 21, 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 **Fourth Omnibus Objection to Claims: (I) Duplicative Claims, (II) Amended Claims, and (III) Wrong Debtor 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

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written response (a “*Response*”) with the Bankruptcy Court prior to **4:00 p.m. (Eastern Standard Time) on November 10, 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
--

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 **November 24, 2010 at 10:00 a.m. (Eastern Standard Time).**

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

Dated: October 21, 2010
Wilmington, Delaware

Respectfully submitted,

/s/ Zachary I. Shapiro _____

Mark D. Collins (No. 2981)
Paul N. Heath (No. 3704)
Chun I. Jang (No. 4790)
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ATTORNEYS FOR
DEBTORS AND DEBTORS IN
POSSESSION

Exhibit A

Duplicative Claims

FOURTH OMNIBUS OBJECTION
Exhibit A - Duplicative Claims

SURVIVING CLAIM			CLAIM TO BE DISALLOWED				
Name of Claimant	Remaining Claim	Debtor	Duplicate Claim to be Disallowed	Debtor	Amount	Reason for Disallowance	
1	BOOTH, AMBER RAE	310	Advanta Corp.	312	Advanta Corp.	\$8,800.00*	Proof of claim listed in column entitled "Duplicate Claim to be Disallowed" is duplicative of proof of claim listed in column entitled "Remaining Claim".
2	BRANT, RICHARD T	125	Advanta Corp.	146	Advanta Corp.	\$1,500.00	Proof of claim listed in column entitled "Duplicate Claim to be Disallowed" is duplicative of proof of claim listed in column entitled "Remaining Claim".
3	COCO, MICHAEL	381	Advanta Corp.	382	Advanta Corp.	\$79,520.00*	Proof of claim listed in column entitled "Duplicate Claim to be Disallowed" is duplicative of proof of claim listed in column entitled "Remaining Claim".
4	COMMONWEALTH OF MASSACHUSETTS	176	Advanta Mortgage Corp. USA	177	Advanta Mortgage Corp. USA	\$223.60	Proof of claim listed in column entitled "Duplicate Claim to be Disallowed" is duplicative of proof of claim listed in column entitled "Remaining Claim".
5	COMMONWEALTH OF MASSACHUSETTS	176	Advanta Mortgage Corp. USA	183	Advanta Mortgage Corp. USA	\$223.60	Proof of claim listed in column entitled "Duplicate Claim to be Disallowed" is duplicative of proof of claim listed in column entitled "Remaining Claim".

* - Indicates claim contains unliquidated and/or undetermined amounts

FOURTH OMNIBUS OBJECTION
Exhibit A - Duplicative Claims

SURVIVING CLAIM			CLAIM TO BE DISALLOWED			
Name of Claimant	Remaining Claim	Debtor	Duplicate Claim to be Disallowed	Debtor	Amount	Reason for Disallowance
6 COUNTY OF SAN BERNARDINO	931	Advanta Corp.	1764	Advanta Corp.	\$1,624.98*	Proof of claim listed in column entitled "Duplicate Claim to be Disallowed" is duplicative of proof of claim listed in column entitled "Remaining Claim".
7 DAVIDSON, LAUREN M	1266	Advanta Corp.	1267	Advanta Corp.	\$7,625.96	Proof of claim listed in column entitled "Duplicate Claim to be Disallowed" is duplicative of proof of claim listed in column entitled "Remaining Claim".
8 DAVIS, LAWANDA H	305	Advanta Corp.	313	Advanta Corp.	\$47,382.40*	Proof of claim listed in column entitled "Duplicate Claim to be Disallowed" is duplicative of proof of claim listed in column entitled "Remaining Claim".
9 FIA CARD SERVICES NA AS SUCCESSOR IN INTEREST TO BANK OF AMERICA NA AND MBNA AMERICA BANK NA BY AMERICAN INFOSOURCE LP AS ITS AGENT	50	Advanta Corp.	279	Advanta Corp.	\$135.00	Proof of claim listed in column entitled "Duplicate Claim to be Disallowed" is duplicative of proof of claim listed in column entitled "Remaining Claim".
10 FIA CARD SERVICES NA AS SUCCESSOR IN INTEREST TO BANK OF AMERICA NA AND MBNA AMERICA BANK NA BY AMERICAN INFOSOURCE LP AS ITS AGENT	51	Advanta Corp.	280	Advanta Corp.	\$812.09	Proof of claim listed in column entitled "Duplicate Claim to be Disallowed" is duplicative of proof of claim listed in column entitled "Remaining Claim".

* - Indicates claim contains unliquidated and/or undetermined amounts

FOURTH OMNIBUS OBJECTION
Exhibit A - Duplicative Claims

SURVIVING CLAIM			CLAIM TO BE DISALLOWED			
Name of Claimant	Remaining Claim	Debtor	Duplicate Claim to be Disallowed	Debtor	Amount	Reason for Disallowance
11 FIA CARD SERVICES NA AS SUCCESSOR IN INTEREST TO BANK OF AMERICA NA AND MBNA AMERICA BANK NA BY AMERICAN INFOSOURCE LP AS ITS AGENT	52	Advanta Corp.	281	Advanta Corp.	\$5,894.68	Proof of claim listed in column entitled "Duplicate Claim to be Disallowed" is duplicative of proof of claim listed in column entitled "Remaining Claim".
12 FIA CARD SERVICES NA AS SUCCESSOR IN INTEREST TO BANK OF AMERICA NA AND MBNA AMERICA BANK NA BY AMERICAN INFOSOURCE LP AS ITS AGENT	53†	Advanta Corp.	282	Advanta Corp.	\$227.00	Proof of claim listed in column entitled "Duplicate Claim to be Disallowed" is duplicative of proof of claim listed in column entitled "Remaining Claim".
13 FIA CARD SERVICES NA AS SUCCESSOR IN INTEREST TO BANK OF AMERICA NA AND MBNA AMERICA BANK NA BY AMERICAN INFOSOURCE LP AS ITS AGENT	54	Advanta Corp.	283	Advanta Corp.	\$634.45	Proof of claim listed in column entitled "Duplicate Claim to be Disallowed" is duplicative of proof of claim listed in column entitled "Remaining Claim".
14 FIA CARD SERVICES NA AS SUCCESSOR IN INTEREST TO BANK OF AMERICA NA AND MBNA AMERICA BANK NA BY AMERICAN INFOSOURCE LP AS ITS AGENT	55	Advanta Corp.	284	Advanta Corp.	\$2,161.72	Proof of claim listed in column entitled "Duplicate Claim to be Disallowed" is duplicative of proof of claim listed in column entitled "Remaining Claim".
15 FIA CARD SERVICES NA AS SUCCESSOR IN INTEREST TO BANK OF AMERICA NA AND MBNA AMERICA BANK NA BY AMERICAN INFOSOURCE LP AS ITS AGENT	56†	Advanta Corp.	285	Advanta Corp.	\$1,833.17	Proof of claim listed in column entitled "Duplicate Claim to be Disallowed" is duplicative of proof of claim listed in column entitled "Remaining Claim".

† - Claim also appears on Exhibit C.

FOURTH OMNIBUS OBJECTION
Exhibit A - Duplicative Claims

SURVIVING CLAIM			CLAIM TO BE DISALLOWED			
Name of Claimant	Remaining Claim	Debtor	Duplicate Claim to be Disallowed	Debtor	Amount	Reason for Disallowance
16 FIA CARD SERVICES NA AS SUCCESSOR IN INTEREST TO BANK OF AMERICA NA AND MBNA AMERICA BANK NA BY AMERICAN INFOSOURCE LP AS ITS AGENT	57	Advanta Corp.	286	Advanta Corp.	\$441.33	Proof of claim listed in column entitled "Duplicate Claim to be Disallowed" is duplicative of proof of claim listed in column entitled "Remaining Claim".
17 FLEISCHER, LISA K	250	Advanta Corp.	1620	Advanta Corp.	\$201,574.36*	Proof of claim listed in column entitled "Duplicate Claim to be Disallowed" is duplicative of proof of claim listed in column entitled "Remaining Claim".
18 FRANCHISE TAX BOARD	191	Advanta Mortgage Corp. USA	223	Advanta Mortgage Corp. USA	\$5,009.88*	Proof of claim listed in column entitled "Duplicate Claim to be Disallowed" is duplicative of proof of claim listed in column entitled "Remaining Claim".
19 FRANCHISE TAX BOARD	2014	Great Expectations Franchise Corp.	2138	Great Expectations Franchise Corp.	\$7,036.38	Proof of claim listed in column entitled "Duplicate Claim to be Disallowed" is duplicative of proof of claim listed in column entitled "Remaining Claim".
20 FRANCHISE TAX BOARD	2015	Advanta Business Services Corp.	2139	Advanta Business Services Corp.	\$1,165.32	Proof of claim listed in column entitled "Duplicate Claim to be Disallowed" is duplicative of proof of claim listed in column entitled "Remaining Claim".

* - Indicates claim contains unliquidated and/or undetermined amounts

FOURTH OMNIBUS OBJECTION
Exhibit A - Duplicative Claims

SURVIVING CLAIM			CLAIM TO BE DISALLOWED				
Name of Claimant	Remaining Claim	Debtor	Duplicate Claim to be Disallowed	Debtor	Amount	Reason for Disallowance	
21	FRANCHISE TAX BOARD	2016	Advanta Auto Finance Corporation	2137	Advanta Auto Finance Corporation	\$3,084.61	Proof of claim listed in column entitled "Duplicate Claim to be Disallowed" is duplicative of proof of claim listed in column entitled "Remaining Claim".
22	FRANCHISE TAX BOARD	2017	Great Expectations Management Corp.	2136	Great Expectations Management Corp.	\$7,036.38	Proof of claim listed in column entitled "Duplicate Claim to be Disallowed" is duplicative of proof of claim listed in column entitled "Remaining Claim".
23	JOYCE, DENISE R	298	Advanta Corp.	317	Advanta Corp.	\$145,968.00*	Proof of claim listed in column entitled "Duplicate Claim to be Disallowed" is duplicative of proof of claim listed in column entitled "Remaining Claim".
24	LOS ANGELES COUNTY TREASURER AND TAX	254	Advanta Mortgage Corp. USA	288	Advanta Mortgage Corp. USA	\$5,840.66*	Proof of claim listed in column entitled "Duplicate Claim to be Disallowed" is duplicative of proof of claim listed in column entitled "Remaining Claim".
25	LOS ANGELES COUNTY TREASURER AND TAX	255	Advanta Business Services Corp.	287	Advanta Business Services Corp.	\$3,179.99*	Proof of claim listed in column entitled "Duplicate Claim to be Disallowed" is duplicative of proof of claim listed in column entitled "Remaining Claim".

* - Indicates claim contains unliquidated and/or undetermined amounts

FOURTH OMNIBUS OBJECTION
Exhibit A - Duplicative Claims

SURVIVING CLAIM			CLAIM TO BE DISALLOWED				
Name of Claimant	Remaining Claim	Debtor	Duplicate Claim to be Disallowed	Debtor	Amount	Reason for Disallowance	
26	NEER, BENNY L	160	Advanta Corp.	1248	Advanta Corp.	\$700.00	Proof of claim listed in column entitled "Duplicate Claim to be Disallowed" is duplicative of proof of claim listed in column entitled "Remaining Claim".
27	OKLAHOMA TAX COMMISSION	49	Advanta Business Services Corp.	68	Advanta Business Services Corp.	\$100.00*	Proof of claim listed in column entitled "Duplicate Claim to be Disallowed" is duplicative of proof of claim listed in column entitled "Remaining Claim".
28	PARDUHN, CHERRIL	300	Advanta Corp.	314	Advanta Corp.	\$19,225.60	Proof of claim listed in column entitled "Duplicate Claim to be Disallowed" is duplicative of proof of claim listed in column entitled "Remaining Claim".
29	RAUSCH, THERESA	243	Advanta Corp.	1223	Advanta Corp.	\$43,034.04	Proof of claim listed in column entitled "Duplicate Claim to be Disallowed" is duplicative of proof of claim listed in column entitled "Remaining Claim".
30	VERIZON WIRELESS	211	Advanta Corp.	2262	Advanta Corp.	\$568.88	Proof of claim listed in column entitled "Duplicate Claim to be Disallowed" is duplicative of proof of claim listed in column entitled "Remaining Claim".

* - Indicates claim contains unliquidated and/or undetermined amounts

FOURTH OMNIBUS OBJECTION
Exhibit A - Duplicative Claims

SURVIVING CLAIM			CLAIM TO BE DISALLOWED			
Name of Claimant	Remaining Claim	Debtor	Duplicate Claim to be Disallowed	Debtor	Amount	Reason for Disallowance
31 WILCO DEVELOPMENT AND MARKETING, INC. DBA HELCO PRECISION TOOL AND HELCO TOOL AND GAGE	137	Advanta Corp.	1370	Advanta Corp.	\$96,172.13*	Proof of claim listed in column entitled "Duplicate Claim to be Disallowed" is duplicative of proof of claim listed in column entitled "Remaining Claim".
TOTAL					\$568,927.55	

* - Indicates claim contains unliquidated and/or undetermined amounts

Exhibit B

Amended Claims

FOURTH OMNIBUS OBJECTION
Exhibit B - Amended Claims

SURVIVING CLAIM				CLAIM TO BE DISALLOWED			
Name of Claimant	Remaining Claim	Debtor		Amended Claim to be Disallowed	Debtor	Amount	Reason for Disallowance
1 AT&T CORP	2890	Advanta Corp.	\$10,585.51	201	Advanta Corp.	\$10,585.51	Proof of claim listed in column entitled "Amended Claim to be Disallowed" is superseded by proof of claim listed in column entitled "Remaining Claim".
2 AT&T CORP	2890	Advanta Corp.	\$10,585.51	2885	Advanta Corp.	\$0.00	Proof of claim listed in column entitled "Amended Claim to be Disallowed" is superseded by proof of claim listed in column entitled "Remaining Claim".
3 BAPTISTA, LUIS P	2447	Advanta Corp.	\$200,035.44	1930	Advanta Corp.	\$99,890.08	Proof of claim listed in column entitled "Amended Claim to be Disallowed" is superseded by proof of claim listed in column entitled "Remaining Claim".
4 BREEZE, MELISSA	260	Advanta Corp.	\$31,008.00	247	Advanta Corp.	\$9,302.40	Proof of claim listed in column entitled "Amended Claim to be Disallowed" is superseded by proof of claim listed in column entitled "Remaining Claim".
5 ELSMORE, LESLIE	264	Advanta Corp.	\$122,491.20	248	Advanta Corp.	\$75,384.61	Proof of claim listed in column entitled "Amended Claim to be Disallowed" is superseded by proof of claim listed in column entitled "Remaining Claim".
6 HARVEY, DEBORAH W	2261	Advanta Corp.	\$18,814.40	299	Advanta Corp.	\$8,812.80	Proof of claim listed in column entitled "Amended Claim to be Disallowed" is superseded by proof of claim listed in column entitled "Remaining Claim".
7 HARVEY, DEBORAH W	2261	Advanta Corp.	\$18,814.40	315	Advanta Corp.	\$8,812.80	Proof of claim listed in column entitled "Amended Claim to be Disallowed" is superseded by proof of claim listed in column entitled "Remaining Claim".
8 INDIANA DEPARTMENT OF STATE REVENUE	969	Great Expectations Management Corp.	\$2,769.22	116	Great Expectations Management Corp.	\$476.53*	Proof of claim listed in column entitled "Amended Claim to be Disallowed" is superseded by proof of claim listed in column entitled "Remaining Claim".

* - Indicates claim contains unliquidated and/or undetermined amounts

FOURTH OMNIBUS OBJECTION
Exhibit B - Amended Claims

SURVIVING CLAIM				CLAIM TO BE DISALLOWED			
Name of Claimant	Remaining Claim	Debtor		Amended Claim to be Disallowed	Debtor	Amount	Reason for Disallowance
9 JACOWAY, JAMIE	273	Advanta Corp.	\$64,015.20	245	Advanta Corp.	\$64,015.20	Proof of claim listed in column entitled "Amended Claim to be Disallowed" is superseded by proof of claim listed in column entitled "Remaining Claim".
10 MAHONEY, THOMAS D	2323	Advanta Corp.	\$337,189.20	1808	Advanta Corp.	\$178,113.78	Proof of claim listed in column entitled "Amended Claim to be Disallowed" is superseded by proof of claim listed in column entitled "Remaining Claim".
11 SNYDER, DEBRA	2121	Advanta Corp.	\$10,950.00	1903	Advanta Corp.	\$29,619.78	Proof of claim listed in column entitled "Amended Claim to be Disallowed" is superseded by proof of claim listed in column entitled "Remaining Claim".
12 STATE OF NEW JERSEY DEPARTMENT OF TAXATION	2900	Advanta Corp.	\$0.00	202	Advanta Corp.	\$21,500.00	Proof of claim listed in column entitled "Amended Claim to be Disallowed" is superseded by proof of claim listed in column entitled "Remaining Claim".
13 STATE OF NEW JERSEY DEPARTMENT OF TAXATION	2900	Advanta Corp.	\$0.00	203	Advanta Corp.	\$500.00	Proof of claim listed in column entitled "Amended Claim to be Disallowed" is superseded by proof of claim listed in column entitled "Remaining Claim".
14 STATE OF NEW JERSEY DEPARTMENT OF TAXATION	2900	Advanta Corp.	\$0.00	204	Advanta Corp.	\$500.00	Proof of claim listed in column entitled "Amended Claim to be Disallowed" is superseded by proof of claim listed in column entitled "Remaining Claim".
15 STATE OF NEW JERSEY DEPARTMENT OF TAXATION	2900	Advanta Corp.	\$0.00	205	Advanta Corp.	\$21,500.00	Proof of claim listed in column entitled "Amended Claim to be Disallowed" is superseded by proof of claim listed in column entitled "Remaining Claim".
16 TENNESSEE DEPARTMENT OF REVENUE	1511	Advanta Business Services Corp.	\$4,171.35*	12	Advanta Corp.	\$2,873.46*	Proof of claim listed in column entitled "Amended Claim to be Disallowed" is superseded by proof of claim listed in column entitled "Remaining Claim".

* - Indicates claim contains unliquidated and/or undetermined amounts

FOURTH OMNIBUS OBJECTION
Exhibit B - Amended Claims

SURVIVING CLAIM					CLAIM TO BE DISALLOWED			
Name of Claimant	Remaining Claim	Debtor		Amended Claim to be Disallowed	Debtor	Amount	Reason for Disallowance	
17	VERIZON	2884	Advanta Corp.	\$328.66	2263	Advanta Corp.	\$5,706.52	Proof of claim listed in column entitled "Amended Claim to be Disallowed" is superseded by proof of claim listed in column entitled "Remaining Claim".
18	WILSON, CATHY	2575	Advanta Corp.	\$10,950.00*	2048	Advanta Corp.	Undetermined	Proof of claim listed in column entitled "Amended Claim to be Disallowed" is superseded by proof of claim listed in column entitled "Remaining Claim".
19	WILSON, CATHY	2576	Advanta Shared Services Corp.	\$10,950.00*	2049	Advanta Shared Services Corp.	Undetermined	Proof of claim listed in column entitled "Amended Claim to be Disallowed" is superseded by proof of claim listed in column entitled "Remaining Claim".
TOTAL							\$537,593.47	

* - Indicates claim contains unliquidated and/or undetermined amounts

Exhibit C

Wrong Debtor Claims

FOURTH OMNIBUS OBJECTION
Exhibit C - Wrong Debtor Claims

	Name of Claimant	Claim Number	Asserted Debtor	Claim Amount	Modified Debtor
1	ARCHITECTURE/DESIGN ALLIANCE, INC.	2454	Advanta Service Corp.	\$1,258.80	Advanta Shared Services Corp.
2	BOWNE OF NEW YORK CITY LLC	209	Advanta Corp.	\$14,056.66	Advanta Shared Services Corp.
3	BRANDYWINE OPERATING PARTNERSHIP LP	1811	Advanta Corp.	\$542,938.00	Advanta Shared Services Corp.
4	COR-O-VAN	845	Advanta Mortgage Corp. USA	\$7,987.92	Advanta Corp.
5	FIA CARD SERVICES NA AS SUCCESSOR IN INTEREST TO BANK OF AMERICA NA AND MBNA AMERICA BANK NA BY AMERICAN INFOSOURCE LP AS ITS AGENT	53†	Advanta Corp.	\$227.00	Advanta Shared Services Corp.
6	FIA CARD SERVICES NA AS SUCCESSOR IN INTEREST TO BANK OF AMERICA NA AND MBNA AMERICA BANK NA BY AMERICAN INFOSOURCE LP AS ITS AGENT	56†	Advanta Corp.	\$1,833.17	BizEquity Corp.

† - Claim also appears on Exhibit A.

FOURTH OMNIBUS OBJECTION
Exhibit C - Wrong Debtor Claims

	Name of Claimant	Claim Number	Asserted Debtor	Claim Amount	Modified Debtor
7	HOWROYD-WRIGHT EMPLOYMENT AGENCY INC	73	Advanta Corp.	\$2,843.51	Great Expectations International Inc.
8	KELLY SERVICES INC	13	Advanta Corp.	\$1,519.19	Advanta Shared Services Corp.
9	OREGONIAN PUBLISHING CO.	809	Advanta Advertising Inc.	\$2,791.80	Advanta Corp.
10	TEKSYSTEMS INC	230	Advanta Corp.	\$1,047.97	Advanta Shared Services Corp.

* - Indicates claim contains unliquidated and/or undetermined amounts

Exhibit D

Proposed Order

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

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

**ORDER GRANTING FOURTH OMNIBUS
OBJECTION TO CLAIMS: (I) DUPLICATIVE
CLAIMS, (II) AMENDED CLAIMS, AND (III) WRONG
DEBTOR CLAIMS (NON-SUBSTANTIVE)**

Upon the fourth omnibus objection, dated October 21, 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*”), for entry of an order recategorizing, disallowing and/or expunging in their entirety the Fourth Omnibus Claims,² all as more fully set forth in the Omnibus Objection; and upon the Hertzberg Declaration, dated as of October 21, 2010; 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.

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.

§ 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 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 therefore, it is

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

ORDERED that each Proof of Claim listed on *Exhibit 1* attached hereto and listed in the column marked “Duplicate Claim to Be Disallowed” is hereby disallowed and expunged in its entirety; and it is further

ORDERED that each Proof of Claim listed on *Exhibit 2* attached hereto and listed in the column marked “Amended Claim to Be Disallowed” is hereby disallowed and expunged in its entirety; and it is further

ORDERED that each Wrong Debtor Claim listed in *Exhibit 3* attached hereto is hereby recategorized as a Claim asserted against the correct Debtor or Debtors, as noted in the column marked “Modified Debtor” in *Exhibit 3* attached hereto, and the claimant shall have no claim against the Debtor identified in the column marked “Asserted Debtor;” and it is further

ORDERED that the rights and defenses of all parties, including, without limitation, the Debtors, to each claim listed on *Exhibits 1* and *2* attached hereto in the column marked “Remaining Claim” and to any claims listed on *Exhibit 3* attached hereto, as recategorized against the Modified Debtor, are expressly preserved; and it is further

ORDERED that The Garden City Group is authorized and directed to expunge or modify the Fourth Omnibus Claims on the official claims registry pursuant to this Order 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 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

UNITED STATES BANKRUPTCY JUDGE

Exhibit E

Hertzberg Declaration

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

-----X
:
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 THE
FOURTH OMNIBUS OBJECTION TO
(I) DUPLICATIVE CLAIMS (II) AMENDED CLAIMS,
AND (III) WRONG DEBTOR 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.

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).

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, The Garden City Group, Inc., to review proofs of claim filed against the Debtors (each, a "*Claim*," and collectively, the "*Claims*"). In preparation of the Debtors' Fourth Omnibus Objection to Claims: (i) Duplicative Claims, (ii) Amended Claims, and (iii) Wrong Debtor 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 *Exhibits A, B, and C* attached thereto, (ii) the Debtors' books and records, and (iii) the claims register. I have also personally reviewed the Omnibus Objection and the exhibits attached thereto. Accordingly, I am familiar with the information contained therein.

A. Duplicative Claims

3. To the best of my knowledge, information and belief, the Claims reflected in *Exhibit A* of the Omnibus Objection include those claims that are duplicative of other claims filed by or on behalf of the same claimant (collectively, the "*Duplicative Claims*"). The Duplicative Claims objected to in the Omnibus Objections are those in which the same claim has been docketed against the same Debtor more than once.

B. Amended Claims

4. To the best of my knowledge information and believe, the Claims reflected in *Exhibit B* of the Omnibus Objection also include those Claims that have been amended by other Claims filed by or on behalf of the same claimant (collectively, the "*Amended*

Claims”). The Amended Claims objected to in the Omnibus Objection are those in which the later Claim explicitly amended the previous Claim, or, although not explicitly indicated, in which such later-filed Claim clearly sought to amend the previous Claim. Accordingly, the Debtors require an order of this Court to expunge the Amended Claims.

C. Claims Filed in the Wrong Case

5. To the best of my knowledge, information and belief, the claims listed on *Exhibit C* to the Omnibus Objection in the column labeled “Asserted Debtor” have been filed against the incorrect Debtor and are properly asserted, if at all, against the Debtor or Debtors that are listed in the column labeled “Modified Debtor.”

6. 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.

7. 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.

Dated: October 21, 2010
Wilmington, Delaware

By: /s/ Julie Hertzberg
Julie Hertzberg