

**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)
: :
: : **Hearing Date: December 16, 2010 at 3:30 p.m.**
-----X **Objection Deadline: December 7, 2010 at 5:00 p.m.**

MOTION FOR AN ORDER (I) APPROVING THE PROPOSED DISCLOSURE STATEMENT, (II) APPROVING NOTICE AND OBJECTION PROCEDURES FOR THE DISCLOSURE STATEMENT HEARING, (III) ESTABLISHING SOLICITATION AND VOTING PROCEDURES, (IV) SCHEDULING A CONFIRMATION HEARING, AND (V) ESTABLISHING NOTICE AND OBJECTION PROCEDURES FOR CONFIRMATION OF THE PROPOSED PLAN

Advanta Corp. and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the “*Debtors*”), respectfully represent:

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 (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). 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*”).

Relief Requested

1. By this motion (the “*Motion*”), the Debtors request, pursuant to sections 105, 502, 1125, 1126, and 1128 of the Bankruptcy Code, Rules 2002, 3003, 3016, 3017, 3018, 3020, 9013, 9014 and 9021 of the Bankruptcy Rules and Rules 2002-1 and 3017-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “*Local Rules*”), entry of an order, in the form attached hereto as *Exhibit A* (the “*Proposed Disclosure Statement Order*”), (i) approving the proposed disclosure statement (the “*Proposed Disclosure Statement*”)² for the Debtors’ proposed plan (the “*Proposed Plan*”),³ (ii) approving notice and objection procedures for the hearing on approval of the Proposed Disclosure Statement, (iii) establishing solicitation and voting procedures; (iv) scheduling a confirmation hearing, and (v) establishing notice and objection procedures in respect of confirmation of the Proposed Plan.

The Proposed Disclosure Statement Order

2. The Proposed Disclosure Statement Order:
 - (a) approves the Proposed Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code;
 - (b) approves the notice and objection procedures for the hearing on the approval of the Proposed Disclosure Statement;
 - (c) approves procedures (the “*Solicitation Procedures*”) for the Debtors to solicit acceptances of the Proposed Plan, which include:
 - (1) determining which creditors and equity interest holders may vote to accept or reject the Proposed Plan;
 - (2) temporarily allowing certain claims for voting purposes;

² Disclosure Statement for Debtors’ Joint Plan Under Chapter 11 of the Bankruptcy Code, filed on November 2, 2010 [Docket No. 896].

³ Debtors’ Joint Plan Under Chapter 11 of the Bankruptcy Code filed on November 2, 2010 [Docket No. 895].

- (3) setting **December 16, 2010** as the date and time for determining which holders of claims and equity interests may vote to accept or reject the Proposed Plan or receive notice of non-voting status (the “**Voting Record Date**”);
 - (4) setting the deadline by which the Solicitation Agent (as defined below) must receive a ballot for such ballot to be counted (the “**Voting Deadline**”);
 - (5) approving the forms of ballots (each a “**Ballot**” and collectively, the “**Ballots**”) substantially in the form of **Exhibits 1-1, 1-2, 1-3, 1-4, 1-5, and 1-6** to the Proposed Disclosure Statement Order;
 - (6) establishing voting and tabulation procedures; and
 - (7) approving a notice to holders of allowed claims and equity interests not entitled to vote advising of their status (the “**Notice of Non-Voting Status**”) substantially in the form of **Exhibits 2-1 and 2-2**; and
- (d) schedules a hearing to consider confirmation of the Proposed Plan (the “**Confirmation Hearing**”);
- (e) approves procedures for confirmation of the Proposed Plan, which include:
- (1) approving the notice of the Confirmation Hearing substantially in the form attached as **Exhibit 3** to the Proposed Disclosure Statement Order; and
 - (2) establishing the deadline to object or respond to the confirmation of the Proposed Plan (the “**Confirmation Objection Deadline**”).

3. The following are the key dates set forth in this Motion:

	Date
Disclosure Statement Objection Deadline	December 7, 2010 at 5:00 p.m.
Disclosure Statement Hearing	December 16, 2010 at 3:30 p.m.
Voting Record Date	December 16, 2010
Solicitation Date	No later than seven (7) days after entry of the Disclosure Statement Order (as defined below)
Voting Deadline	Twenty-eight (28) days after the Solicitation Date
Confirmation Objection Deadline	Twenty-eight (28) days after the Solicitation Date
Confirmation Hearing	At least seven (7) days after the Confirmation Objection Deadline

4. The following are the exhibits cited throughout this Motion:

	Exhibit
Proposed Disclosure Statement Order Ballots	Exhibit A to the Motion
Investment Note and RediReserve Certificate and Ballot	Exhibit 1-1 to the Proposed Disclosure Statement Order
General Unsecured Ballot	Exhibit 1-2 to the Proposed Disclosure Statement Order
Subordinated Note Beneficial Ballot	Exhibit 1-3 to the Proposed Disclosure Statement Order
Subordinated Note Master Ballot	Exhibit 1-4 to the Proposed Disclosure Statement Order
Subordinated Claim Ballot	Exhibit 1-5 to the Proposed Disclosure Statement Order
Equity Interest Ballot	Exhibit 1-6 to the Proposed Disclosure Statement Order
Notices of Non-Voting Status	
Notice to Unimpaired Classes	Exhibit 2-1 to the Proposed Disclosure Statement Order
Notice to Impaired Classes	Exhibit 2-2 to the Proposed Disclosure Statement Order
Notice of the Confirmation Hearing	Exhibit 3 to the Proposed Disclosure Statement Order
Notice of the Disclosure Statement Hearing	Exhibit B to the Motion

I. The Proposed Disclosure Statement

A. The Debtors Proposed Disclosure Statement Contains Adequate Information and Should Be Approved.

5. Pursuant to section 1125 of the Bankruptcy Code, prior to soliciting votes on the Proposed Plan, the Debtors must provide holders of impaired claims with “adequate information” regarding the Proposed Plan in the form of a court-approved disclosure statement.

Section 1125(a)(1) of the Bankruptcy Code provides:

“[A]dequate information” means information of a kind, and in sufficient detail, as far as is reasonably practicable in light of the nature and history of the debtor and the condition of the debtor’s books and records, including a discussion of the potential material Federal tax consequences of the plan to the debtor, any successor to the debtor, and a hypothetical investor typical of the holders of claims or interests in the case, that would enable such hypothetical investor of the relevant class to make an informed judgment about the plan

11 U.S.C. § 1125(a)(1). Thus, a debtor’s disclosure statement must, as a whole, provide information that is “reasonably practicable” to permit an “informed judgment” by impaired creditors entitled to vote on the plan. *See In re Dakota Rail, Inc.*, 104 B.R. 138, 142 (Bankr. D. Minn. 1989). The bottom-line requirement of a disclosure statement is that it “must clearly and succinctly inform the average unsecured creditor what it is going to get, when it is going to get it, and what contingencies there are to getting its distribution.” *In re Ferretti*, 128 B.R. 16, 19 (Bankr. D.N.H. 1991).⁴

6. In examining the adequacy of the information contained in a disclosure statement, the bankruptcy court has broad discretion. *See Texas Extrusion Corp. v. Lockheed Corp. (In re Texas Extrusion Corp.)*, 844 F.2d 1142, 1157 (5th Cir. 1988); *In re Oxford Homes*,

⁴*Cf. Kirk v. Texaco, Inc.*, 82 B.R. 678, 681-82 (S.D.N.Y. 1988) (“whether a disclosure statement required under [section 1125(b)] contains adequate information is *not* governed by otherwise applicable nonbankruptcy law, rule, or regulation”) (citing 11 U.S.C. § 1125(d)).

204 B.R. 264 (Bankr. D. Me. 1997). Congress granted bankruptcy courts discretion in order to facilitate effective reorganization of a debtor in the broad range of businesses in which chapter 11 debtors engage and the broad range of circumstances that accompany chapter 11 cases. *See* H.R. Rep. No. 595, 95th Cong., 1st Sess. 408-09 (1977); *see also In re Copy Crafters Quickprint Inc.*, 92 B.R. 973, 979 (Bankr. N.D.N.Y. 1988) (adequacy of disclosure statement “is to be determined on a case-specific basis under a flexible standard that can promote the policy of chapter 11 towards fair settlement through a negotiation process between informed interested parties”). Accordingly, the determination of whether a disclosure statement contains adequate information is to be made on a case-by-case basis, focusing on the unique facts and circumstances of each case. *See In re Phoenix Petroleum Co.*, 278 B.R. 385, 393 (Bankr. E.D. Pa. 2001).

7. Courts generally examine whether the disclosure statement contains the following types of information, where applicable:

- (a) the circumstances that gave rise to the filing of the bankruptcy petition;
- (b) an explanation of the available assets and their value;
- (c) the anticipated future of the debtor;
- (d) the source of the information provided in the disclosure statement;
- (e) a disclaimer, which typically indicates that no statements or information concerning the debtor or its assets or securities are authorized, other than those set forth in the disclosure statement;
- (f) the condition and performance of the debtor while in chapter 11;
- (g) information regarding claims against the estate;
- (h) a liquidation analysis setting forth the estimated return that creditors would receive under chapter 7;
- (i) the accounting and valuation methods used to produce the financial information in the disclosure statement;

- (j) information regarding the future management of the debtor, including the amount of compensation to be paid to any insiders, directors and/or officers of the debtor;
- (k) a summary of the plan of reorganization or liquidation;
- (l) an estimate of all administrative expenses, including attorneys' fees and accountants' fees;
- (m) the collectibility of any accounts receivable;
- (n) any financial information, valuations or *pro forma* projections that would be relevant to creditors' determinations of whether to accept or reject the plan;
- (o) information relevant to the risks being taken by the creditors and equity interest holders;
- (p) the actual or projected value that can be obtained from avoidable transfers;
- (q) the existence, likelihood and possible success of nonbankruptcy litigation;
- (r) the tax consequences of the plan; and
- (s) the relationship of the debtor with its affiliates.

See, e.g., In re Scioto Valley Mortgage Co., 88 B.R. 168, 170-71 (Bankr. S.D. Ohio 1988); *see also Oxford*, 104 B.R. at 269 (using similar list). These factors are not meant to be exclusive nor must a debtor provide all the information on the list; rather, the court must decide what is appropriate in each case. *See Ferretti*, 128 B.R. at 18-19 (adopting similar list); *see also Phoenix Petroleum*, 278 B.R. at 393 (making use of similar list but cautioning that "no one list of categories will apply in every case").

8. In addition to the types of information courts typically require, a disclosure statement generally provides an overview of the chapter 11 process for those creditors who may be unfamiliar with chapter 11. A disclosure statement usually also provides an analysis of the alternatives to a proposed plan and concludes with the debtor's recommendation that

creditors should vote to accept the proposed plan because such plan provides the most certain and timely recoveries to holders of claims against and equity interests in the debtor's estate.

9. The Debtors submit that the Proposed Disclosure Statement contains information with respect to the applicable subject matter identified above, including, but not limited to:

- (a) an overview of the Proposed Plan (Arts. II and V);
- (b) an explanation of the available assets and their value (Art. III and IV);
- (c) the operation of the Debtors' businesses (Art. III);
- (d) the indebtedness of the Debtors and information regarding pending claims and administrative expenses (Arts. II, III and V);
- (e) a disclaimer that indicates that no statements or information concerning the debtors or their assets or securities are authorized, other than those set forth in the Proposed Disclosure Statement (Art. VI);
- (f) the key events leading to the commencement of the Debtors' chapter 11 cases (Art. III);
- (g) the significant events that occurred during the chapter 11 cases (Art. IV);
- (h) an overview of a liquidation analysis under Chapter 7 (Exh. D);
- (i) the risk factors affecting the Debtors (Art. VI);
- (j) the relationship of the Debtors with their affiliates (Art. III and Exh. C);
- (k) the procedures for confirming the Proposed Plan (Art. VIII); and
- (l) the tax consequences of the Proposed Plan (Art. VII).

10. In addition to the types of information that bankruptcy courts typically examine, the Proposed Disclosure Statement provides an analysis of the alternatives to the confirmation and consummation of the Proposed Plan (Art. VIII) and concludes with a recommendation by the Debtors that creditors should vote to accept the Proposed Plan because it

provides the highest and best recoveries to holders of claims against and equity interests in the Debtors' estates.

11. The Proposed Disclosure Statement contains the information bankruptcy courts typically consider when determining whether the information in a disclosure statement is adequate. Accordingly, the Debtors respectfully request that this Court approve the Proposed Disclosure Statement as it meets the requirements of section 1125 of the Bankruptcy Code.

B. Approval of the Notice of Disclosure Statement Hearing

12. The hearing to consider, among other things, approval of the Proposed Disclosure Statement is scheduled for **December 16, 2010 at 3:30 p.m. (Eastern Time)** (the "*Disclosure Statement Hearing*"). The deadline to object or respond to approval of the Proposed Disclosure Statement is **December 7, 2010 at 5:00 p.m. (Eastern Time)** (the "*Disclosure Statement Objection Deadline*").

13. Rule 3017(a) of the Bankruptcy Rules provides as follows:

[A]fter a disclosure statement is filed in accordance with Rule 3016(b), the court shall hold a hearing on at least 28 days' notice to the debtor, creditors, equity security holders and other parties in interest as provided in Rule 2002 to consider the disclosure statement and any objections or modifications thereto. The plan and the disclosure statement shall be mailed with the notice of the hearing only to the debtor, any trustee or committee appointed under the Code, the Securities and Exchange Commission and any party in interest who requests in writing a copy of the statement or plan.

14. Bankruptcy Rules 2002(b) and (d) require notice to all creditors, indenture trustees, and equity interest holders of the time set for filing objections to, and the hearing to consider the approval of, a disclosure statement. In accordance with the foregoing, the Debtors will serve the notice of the Disclosure Statement Hearing and the Disclosure Statement Objection Deadline (the "*Disclosure Statement Notice*"), a form of which is annexed to this

Motion as *Exhibit B* and incorporated herein by reference, by electronic and/or first class mail on: (i) the Office of the United States Trustee for the District of Delaware (the “*U.S. Trustee*”); (ii) counsel to the official committee of general unsecured creditors (the “*Creditors’ Committee*”); (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 successor trustee under the 8.99% Indenture (as defined in the Rosoff Declaration); (v) all creditors who are listed on the Debtors’ Schedules or who have filed a proof of claim; (vi) all equity interest holders; (vii) the Internal Revenue Service (the “*IRS*”); (viii) the Securities and Exchange Commission (the “*SEC*”); and (ix) those parties who have requested notice of pleadings in these chapter 11 cases pursuant to Bankruptcy Rule 2002 (collectively, the “*Notice Parties*”).

15. Copies of the Disclosure Statement (as defined below) and the Proposed Plan will be included in the Solicitation Packages (as defined below) of all creditors and equity interest holders who are entitled to vote (as discussed in more detail below). The Debtors will also provide copies of the Proposed Disclosure Statement and Proposed Plan, at the Debtors’ expense, to (i) the U.S. Trustee, (ii) the Creditors’ Committee; (iii) the SEC, (iv) the IRS; and (v) any party in interest who specifically requests such documents in the manner specified in the Disclosure Statement Notice. Copies of the Proposed Disclosure Statement and Proposed Plan are also on file with the Office of the Clerk of the United States Bankruptcy Court for the District of Delaware (the “*Court*”) for review during normal business hours and available at the Debtors’ claims agent’s website at www.advantareorg.com.

C. Approval of Procedures for the Filing of Objections to the Disclosure Statement

16. The Debtors propose the following procedures for parties to object or respond to the approval of the Proposed Disclosure Statement or the other relief sought in the Motion (the “*Disclosure Statement Objection Procedures*”):

- (a) Objections and responses, if any, to the approval of the Proposed Disclosure Statement or any other relief sought by the Debtors in the Motion must (a) be in writing, (b) conform to the Bankruptcy Rules and the Local Rules, (c) set forth the name of the objecting party, the nature and amount of claims or equity interests held or asserted by the objecting party against the Debtors’ estates or property, and (d) provide the basis for the objection and the specific grounds therefor.
- (b) Any objections or responses must be filed, together with proof of service, with the Court and served upon the following parties so as to be received no later than the Disclosure Statement Objection Deadline:

<p>Debtors</p> <p>Advanta Corp. Plymouth Corporate Center 625 W. Ridge Pike Building E, Suite 100 Conshohocken, Pennsylvania 19428 Attn: Jay A. Dubow</p>	<p>Counsel to the Debtors</p> <p>Weil, Gotshal & Manges LLP, 767 Fifth Avenue New York, New York 10153 Attn: Robert J. Lemons Victoria Vron</p>
<p>Office of the U.S. Trustee</p> <p>The Office of the United States Trustee 844 King Street Suite 2207 Wilmington, Delaware 19801 Attn: David M. Klauder</p>	<p>Counsel to the Statutory Committee of Unsecured Creditors</p> <p>Latham & Watkins LLP 885 Third Avenue New York, NY 10022-4834 Attn: Roger G. Schwartz Adam J. Goldberg</p>

17. Requiring that objections and responses to the Proposed Disclosure Statement be filed and served no later than the Disclosure Statement Objection Deadline will afford the Court, the Debtors, and other parties in interest sufficient time before the Disclosure Statement Hearing to consider objections and responses to the Proposed Disclosure Statement.

The Debtors request that the Court find that the Disclosure Statement Objection Procedures comply with Bankruptcy Rule 3017(a).

II. The Solicitation Procedures

18. In connection with the Proposed Disclosure Statement and the Proposed Plan, the Debtors propose to implement the following solicitation and balloting procedures and have retained The Garden City Group, Inc. (the “*Solicitation Agent*”), as the Debtors’ claims, solicitation, and balloting agent.⁵

A. Parties Entitled to Vote

19. On January 25, 2010, the Debtors filed their schedules of assets and liabilities and their statements of financial affairs, and on March 26, 2010, Advanta, AMCUSA and ASSC filed amendments to their schedules of assets and liabilities (collectively, and as may be further amended, the “*Schedules*”).⁶ On March 17, 2010, the Debtors filed a motion (the “*Bar Date Motion*”)⁷ to set **May 14, 2010 at 5:00 p.m. (Eastern Time)** as the proposed deadline for parties in interest to file proofs of claim (the “*Bar Date*”). On April 7, 2010, the Court entered an order approving the Bar Date Motion (the “*Bar Date Order*”).⁸ The Bar Date has passed and more than 2,900 proofs of claim have been filed.

⁵ *Order Granting Debtors’ Application for Authority to (I) Employ and Retain The Garden City Group, Inc. as Claims and Noticing Agent for the Debtors and (II) Appoint the Garden City Group, Inc. as Agent of the Bankruptcy Court*, dated November 10, 2010 [Docket No. 22].

⁶ The Schedules were docketed as follows: Docket Nos. 175, 176, 177, 178, 179, 180, 181, 182, 183, 184, 285, 186, 187, 188, 189, 190, 191, 192, 193, 194, 195, 196, 197, 198, 199, 200, 201, 202, 203, 204, 205, 206, 207, 208, 209, 210, 211, 212, 359, 360, and 361.

⁷ *Motion to Establish Deadline to File Proofs of Claim and Approve the Form and Manner of Notice Thereof* [Docket No. 341].

⁸ *Order Establishing the Deadline to File Proofs of Claim and Approving the Form and Manner of Notice Thereof* [Docket No. 399].

20. Based upon the Debtors’ Schedules, the proofs of claim filed in these chapter 11 cases, and the provisions of the Proposed Plan, the Debtors propose that creditors and equity interest holders in the following classes (the “*Voting Classes*”) be entitled to vote:

Class	Description
Class 3	Investment Note Claims and RediReserve Claims against Advanta.
Classes 4(a)-(f)	General Unsecured Claims against the Consolidated Debtors, Advantennis, AMCUSA, Advanta Auto Finance, ASSC, and Advanta Finance, respectively.
Class 5	Subordinated Note Claims.
Classes 6(a)-(f)	Subordinated Claims against the Consolidated Debtors, Advantennis, AMCUSA, Advanta Auto Finance, ASSC, and Advanta Finance, respectively.
Classes 7(d)-(f)	Equity Interests in AMCUSA, Advanta Auto Finance, and Advanta Finance, respectively.

21. A creditor or equity interest holder in a Voting Class whose claim or equity interest has been allowed by the Court prior to the Voting Deadline will be allowed to vote in the amount of such allowed claim or equity interest. In addition, as further discussed in Section II(c) below, certain additional claims or equity interests will be temporarily allowed for purposes of voting on the Proposed Plan.

B. Parties Not Entitled to Vote

22. A creditor or equity interest holder who holds a claim or equity interest in a Voting Class is not entitled to vote on the Proposed Plan to the extent that:

- (a) as of the Voting Record Date, the outstanding amount of such claim or equity interest is not greater than zero (\$0.00);
- (b) as of the Voting Record Date, such claim has been disallowed, expunged, disqualified, or suspended;

- (c) such creditor did not timely file a proof of claim by the Bar Date (or did not receive an order of the Court prior to the Voting Deadline deeming such claim timely) and the Debtors either did not schedule such creditor's claims or scheduled such creditor's claim as contingent, unliquidated, or disputed or in a zero or an unknown amount.

23. The Proposed Plan does not impair certain classes of claims and equity interests and provides for no recovery to a class of equity interests. Pursuant to sections 1126(f) and (g) of the Bankruptcy Code, holders of such claims and equity interests are deemed to either accept or reject the Proposed Plan and, accordingly, are not entitled to vote on confirmation of the Proposed Plan (collectively, the “*Non-Voting Classes*”).

24. The following constitute Non-Voting Classes:

Class	Description	Impairment	Acceptance / Rejection
Classes 1(a)-(f)	Other Priority Claims against the Consolidated Debtors, Advantennis, AMCUSA, Advanta Auto Finance, ASSC, and Advanta Finance, respectively	Unimpaired	Deemed to accept
Classes 2(a)-(f)	Secured Claims against the Consolidated Debtors, Advantennis, AMCUSA, Advanta Auto Finance, ASSC, and Advanta Finance, respectively	Unimpaired	Deemed to accept
Classes 7(a)-(c)	Equity Interests in Consolidated Debtors, Advantennis, and ASSC, respectively	Impaired	Deemed to reject
Class 7(g)	Equity Interests in ASC	Unimpaired	Deemed to accept

25. Holders of stock or other equity interests in Advanta will not be entitled to vote. Certain affiliates of the Debtors, however, will be entitled to vote on the Proposed Plan because they are holders of stock in AMCUSA, Advanta Auto Finance, and Advanta Finance, respectively.

C. Temporary Allowance of Claims and Equity Interests

26. Pursuant to section 1126(a) of the Bankruptcy Code, only holders of “allowed” claims and equity interests may accept or reject a chapter 11 plan. A class of claims accepts a plan if such plan has been accepted by creditors that hold at least two-thirds in amount and more than one-half in number of the allowed claims of such class held by creditors that voted. A class of equity interests accepts a plan if such plan has been accepted by holders of equity interests that hold at least two-thirds in amount of the allowed equity interests of such class held by equity interest holders that voted. Bankruptcy Rule 3018(a) provides that the court may temporarily allow a claim or equity interest in an amount that the court deems appropriate for the purpose of such claimholder or equity interest holder accepting or rejecting a plan.

27. The Debtors propose that, for the purpose of voting only, each claim or equity interest within the Voting Classes be temporarily allowed in an amount equal to the amount of such claim or equity interest set forth in the Schedules or the Debtors’, the Solicitation Agent’s or similarly situated registrar’s records, as applicable, subject to the following exceptions:

- (a) If a claim or equity interest is deemed allowed under the Proposed Plan, such claim is allowed for voting purposes in the deemed allowed amount set forth in the Proposed Plan;
- (b) If a proof of claim was timely filed in an amount that is liquidated, non-contingent, and undisputed, such claim is temporarily allowed in the amount set forth on the proof of claim, unless such claim is disputed as set forth in subparagraph (g) below;
- (c) If a claim for which a proof of claim has been timely filed is contingent, unliquidated, or disputed, such claim is accorded one vote and valued at one dollar (\$1.00) for voting purposes only, and not for purposes of allowance or distribution, unless such claim is disputed as set forth in subparagraph (g) below;

- (d) If a claim has been estimated or otherwise allowed for voting purposes by order of the Court, such claim is temporarily allowed in the amount so estimated or allowed by the Court for voting purposes only, and not for purposes of allowance or distribution;
- (e) If a claim is listed in the Schedules as contingent, unliquidated, or disputed or in a zero or an unknown amount, and a proof of claim was not (a) filed by the Bar Date or (b) deemed timely filed by an order of the Court prior to the Voting Deadline, the Debtors propose that such claim be disallowed for voting purposes pursuant to Bankruptcy Rule 3003(c);
- (f) If a claim is listed in the Schedules or on a timely filed proof of claim as contingent, unliquidated, or disputed in part, such claim is temporarily allowed in the amount that is liquidated, non-contingent, and undisputed for voting purposes only, and not for purposes of allowance or distribution, unless such claim is disputed as set forth in subparagraph (g) below; and
- (g) If the Debtors have filed an objection or request for estimation of a claim on or before the Voting Record Date, such claim is temporarily disallowed except as ordered by the Court before the Voting Deadline; *provided, however,* that if the Debtors' objection seeks to reclassify or reduce the allowed amount of such claim, then such claim is temporarily allowed for voting purposes in the reduced amount and/or as reclassified, except as ordered by the Court before the Voting Deadline.

28. If any creditor or equity interest holder seeks to challenge the allowance or disallowance of its claim or equity interest for voting purposes, the Debtors propose that the creditor or equity interest holder file with the Court a motion for an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such claim for voting purposes in a different amount (the "***Rule 3018(a) Motion***"). Upon the filing of any such motion, the Debtors propose that the creditor's or equity interest holder's Ballot should not be counted unless temporarily allowed by an order of the Court entered prior to or concurrent with entry of an order confirming the Proposed Plan. The Debtors propose that all Rule 3018(a) Motions must be filed no later than the tenth (10th) calendar day before the Voting Deadline.

D. The Voting Record Date

29. Bankruptcy Rule 3017(d) provides that, for the purposes of soliciting votes in connection with the confirmation of a plan of reorganization, “creditors and equity security holders shall include holders of stock, bonds, debentures, notes and other securities of record on the date the order approving the disclosure statement is entered or another date fixed by the court, for cause, after notice and a hearing.” Bankruptcy Rule 3018(a) provides as follows: “A plan may be accepted or rejected in accordance with § 1126 of the Code within the time fixed by the Court pursuant to Rule 3017.”

30. In accordance with these rules, the Debtors request that this Court exercise its power under such rules to set **December 16, 2010** as the Voting Record Date for purposes of determining which creditors are entitled to vote on the Proposed Plan. In addition, the Debtors request that the Court establish the Voting Record Date as the date for determining which creditors and equity interest holders in non-voting classes are entitled to receive an appropriate Notice of Non-Voting Status.

31. The Debtors propose that the record holders of claims be determined, as of the Voting Record Date, based upon the records of the Debtors and the Solicitation Agent. Additionally, the Debtors propose that any documentation evidencing a transfer of a claim not received and docketed by the Court at least twenty-one (21) days prior to the Voting Record Date shall not be recognized for purposes of voting or receipt of the Proposed Plan confirmation materials.

32. The Debtors believe that the Voting Record Date is appropriate, as such date facilitates the determination of which creditors and equity interest holders are entitled to

vote on the Proposed Plan or, in the case of Non-Voting Classes, which creditors and equity interest holders should receive the Notice of Non-Voting Status.

E. Approval of Solicitation Packages and Procedures for Distribution Thereof

33. Bankruptcy Rule 3017(d) lists the materials that must be provided to holders of claims and equity interests for the purpose of soliciting votes on a debtor's chapter 11 plan and providing adequate notice of the hearing to consider confirmation thereof. Specifically, Bankruptcy Rule 3017(d) provides:

Upon approval of a disclosure statement, — except to the extent that the court orders otherwise with respect to one or more unimpaired classes of creditors or equity security holders — the debtor in possession, trustee, proponent of the plan, or clerk as the court orders shall mail to all creditors and equity security holders, and in a chapter 11 reorganization case shall transmit to the United States trustee,

- (1) the plan or a court-approved summary of the plan;
- (2) the disclosure statement approved by the court;
- (3) notice of the time within which acceptances and rejections of the plan may be filed; and
- (4) any other information as the court may direct, including any court opinion approving the disclosure statement or a court-approved summary of the opinion.

34. In addition, notice of the time fixed for filing objections and the hearing on confirmation shall be mailed to all creditors and equity interest holders in accordance with Bankruptcy Rules 2002(b) and 2002(d), and a form of ballot conforming to Official Bankruptcy Form No. 14 shall be mailed to creditors and equity interest holders entitled to vote on the chapter 11 plan.⁹

⁹ Official Bankruptcy Form No. 14 can be found at www.uscourts.gov/bkforms/index.html, the Official Website for the United States Bankruptcy Courts.

35. Upon entry of an order (the “*Disclosure Statement Order*”) approving the Proposed Disclosure Statement (as approved, the “*Disclosure Statement*”) as containing adequate information under section 1125 of the Bankruptcy Code, the Debtors propose to mail or cause to be mailed the Solicitation Packages (as defined below) no later than seven (7) days after entry of the Disclosure Statement Order (the “*Solicitation Date*”).

36. In accordance with Bankruptcy Rule 3017(d), the Debtors propose to distribute the following materials to each member of the Voting Classes:

- (a) the Disclosure Statement Order (without exhibits);
- (b) the Confirmation Hearing Notice (as defined herein);
- (c) a CD-ROM containing the Disclosure Statement, which will include the Proposed Plan as an attachment;
- (d) a Ballot customized for such holder and conforming to Official Bankruptcy Form No. 14, in the form described below, and a postage-prepaid return envelope; and
- (e) such other materials as the Court may direct

(collectively, the “*Voting Solicitation Packages*”).

37. The Debtors propose to send to each member of the Non-Voting Classes:

- (a) a Notice of Non-Voting Status, in one of the forms described below;
- (b) the Confirmation Hearing Notice; and
- (c) such other materials as the Court may direct

(collectively, the “*Non-Voting Solicitation Packages*”).

38. The Debtors propose to distribute the following materials to the (i) U.S. Trustee; (ii) counsel for the Creditors’ Committee; (iii) the SEC; (iv) the IRS; (v) all parties to executory contracts and unexpired leases that have not been assumed or rejected prior to entry of the Proposed Disclosure Statement Order and which are not already receiving the Voting

Solicitation Packages; and (vi) any other party in interest who requests in writing a copy of the Disclosure Statement and the Proposed Plan, including any party that has requested notice of pleadings in these chapter 11 cases pursuant to Bankruptcy Rule 2002:

- (a) the Disclosure Statement Order (without exhibits);
- (b) the Confirmation Hearing Notice;
- (c) a CD-ROM containing the Disclosure Statement, which will include the Proposed Plan as an attachment; and
- (d) such other materials as the Court may direct

(collectively, the “*Notice Solicitation Package*” and together with the Voting Solicitation Packages and the Non-Voting Solicitation Packages, the “*Solicitation Packages*”).

39. In addition, the Debtors propose to distribute the Confirmation Hearing Notice to any creditor or other party in interest that would not otherwise receive a Solicitation Package.

40. Because of significantly reduced costs and environmental benefits, the Debtors propose to send the Disclosure Statement and the Proposed Plan in a CD-ROM format instead of printed hard copies. The Disclosure Statement and the Proposed Plan will be available at <http://www.advantareorg.com> for free. Moreover, any creditor or equity interest holder in a Voting Class may request a hard copy of the Disclosure Statement and the Proposed Plan by contacting the Debtors’ counsel or the Solicitation Agent before the Voting Deadline.

41. The Debtors anticipate that the United States Postal Service may return some Disclosure Statement Notices, Confirmation Hearing Notices or Solicitation Packages as undeliverable. The Debtors submit that it is costly and wasteful to mail Solicitation Packages to the same addresses from which mail was previously returned as undeliverable. Therefore, the Debtors request the Court waive the strict notice rule and excuse the Debtors from mailing

Solicitation Packages to addresses from which the Debtors previously received any mailings returned as undeliverable unless the Debtors are provided with a new mailing addresses before the Solicitation Date.

42. Although the Debtors have made, and will make, every effort to ensure that the Solicitation Packages described are in final form, the Debtors nonetheless request authority to make non-substantive changes to the Disclosure Statement, the Proposed Plan, and related documents without further order of the Court, including ministerial changes to correct typographical and grammatical errors, and to make conforming changes among the Disclosure Statement, the Proposed Plan, and any other materials in the Solicitation Packages prior to mailing.

43. The Debtors submit that they have shown good cause for implementing the proposed notice and service procedures and request the Court's approval thereof.

F. Approval of Forms of Ballots

44. As set forth above, Bankruptcy Rule 3017(d) requires the Debtors to mail a form of ballot, which substantially conforms to Official Form No. 14, only to "creditors and equity security holders entitled to vote on the plan." The Debtors propose to distribute to creditors and equity interest holders in the Voting Classes one or more Ballots substantially in the forms annexed to the Proposed Disclosure Statement Order as *Exhibits 1-1, 1-2, 1-3, 1-4, 1-5, and 1-6*, which are incorporated herein by reference. The forms for the Ballots are based on Official Form No. 14 but have been modified to address the particular aspects of these chapter 11 cases and to include certain additional information that the Debtors believe is relevant and appropriate for each Voting Class.

45. With respect to holders of Allowed RediReserve Certificates Claims¹⁰ or Allowed Investment Note Claims in Class 3, the Debtors propose to send Ballots (the “**Investment Note and RediReserve Certificate Ballots**”) substantially in the form annexed to the Proposed Disclosure Statement Order as **Exhibit 1-1**.

46. To holders of allowed General Unsecured Claims in Classes 4(a) through 4(f), the Debtors propose to send Ballots (the “**General Unsecured Ballots**”) substantially in the form annexed to the Proposed Disclosure Statement Order as **Exhibit 1-2**.

47. To holders of Allowed Subordinated Claims in Class 5 who hold the underlying securities for their own benefit, the Debtors propose to send Ballots (the “**Subordinated Notes Beneficial Ballots**”) substantially in the form annexed to the Proposed Disclosure Statement Order as **Exhibit 1-3**; *provided, however*, that with respect to entities that hold an Allowed Subordinated Claim for the benefit of one or more third-parties (collectively and together with their respective agents, the “**Voting Nominees**”), the Debtors will provide each Voting Nominee with sufficient Solicitation Packages for distribution to each of the beneficial holders represented by the Voting Nominee. Each Voting Nominee will also receive a master ballot, substantially in the form attached to the Proposed Order as **Exhibit 1-4** (the “**Subordinated Notes Master Ballot**”). The Voting Nominee may elect to (a) “prevalidate” the Subordinated Notes Beneficial Ballots contained in the Solicitation Packages, forward such Solicitation Packages to the beneficial holders, and instruct the beneficial holders to return the Subordinated Notes Beneficial Ballots to the Solicitation Agent or (b) forward the Solicitation Packages to the beneficial holders with instructions for the beneficial holders to return the Subordinated Notes Beneficial Ballots to the Voting Nominee and the Voting Nominee will

¹⁰ Capitalized terms not defined herein have the meaning ascribed to such terms in the Proposed Plan.

tabulate the Subordinated Notes Beneficial Ballots on the Subordinated Notes Master Ballot. To be “prevalidated,” a Subordinated Notes Beneficial Ballot must indicate the name and address of the beneficial holder, the amount of the underlying securities, and the corresponding account numbers. If the Voting Nominee elects the latter course of action, upon return of the Subordinated Notes Beneficial Ballots, the Voting Nominee must tabulate the Subordinated Notes Beneficial Ballots and either return the Subordinated Notes Beneficial Ballots to the Solicitation Agent or retain the Subordinated Notes Beneficial Ballots cast by the respective beneficial holders for inspection for a period of at least one (1) year following the Voting Deadline. In either instance, the Voting Nominee must provide the beneficial holder with the appropriate materials within **five (5) business** days of receipt of the Solicitation Packages. The Debtors will reimburse each Voting Nominee for its reasonable and customary costs and expenses associated with distribution of the Solicitation Packages and tabulation of the Subordinated Notes Beneficial Ballots.

48. To holders of Allowed Subordinated Claims in Classes 6(a)-(f), the Debtors propose to send ballots (the “*Subordinated Claim Ballots*”) substantially in the form annexed to the Proposed Disclosure Statement Order as *Exhibit 1-5*.

49. In addition, to holders of an equity interest in AMCUSA, Advanta Auto Finance, and Advanta Finance, the Debtors propose to send Ballots (the “*Equity Interest Ballots*”) substantially in the form annexed to the Proposed Disclosure Statement Order as *Exhibit 1-6*.

50. The table below summarizes the type of Ballots the Debtors anticipate sending to holders in the Voting Classes:

Class	Description	Ballot
Class 3	Investment Note Claims and RediReserve Claims against Advanta	Exhibit 1-1
Classes 4(a)-(f)	General Unsecured Claims against the Consolidated Debtors, Advantennis, AMCUSA, Advanta Auto Finance, ASSC, Advanta Finance, respectively.	Exhibit 1-2
Class 5	Subordinated Note Claims	Exhibit 1-3/ Exhibit 1-4 (Beneficial Ballot)
Classes 6(a)-(f)	Subordinated Claims against the Consolidated Debtors, Advantennis, AMCUSA, Advanta Auto Finance, ASSC, Advanta Finance, respectively.	Exhibit 1-5
Classes 7(d)-(f)	Equity Interests in AMCUSA, Advanta Auto Finance, and Advanta Finance, respectively.	Exhibit 1-6

51. To holders of claims or equity interests in Non-Voting Classes whose claims or equity interests are unimpaired pursuant to the Proposed Plan and who, therefore, are deemed to accept the Proposed Plan, the Debtors will send a notice of non-voting status substantially in the form attached to the Proposed Disclosure Statement Order as Exhibit 2-1 (the “*Notice of Non-Voting Status – Unimpaired Class*”). To the holders of claims or equity interests in Non-Voting Classes who are not entitled to receive distributions under the Proposed Plan and who, therefore, are deemed to reject the Proposed Plan, the Debtors will send a notice of non-voting status substantially in the form attached to the Proposed Disclosure Statement Order as Exhibit 2-2 (the “*Notice of Non-Voting Status – Impaired Class*” and, collectively with the Notice of Non-Voting Status- Unimpaired Class, the “*Notices of Non-Voting Status*”).

52. With respect to service of the Notice of Non-Voting Status – Impaired Class on the holders of Advanta’s publicly-traded stock as reflected in the records maintained by

the Advanta's transfer agent(s) (the "**Non-Voting Securities**"), the Debtors propose to send the Notices of Non-Voting Status as follows:

- (a) the Debtors will provide any registered holders of Non-Voting Securities with a copy of the Notice of Non-Voting Status – Impaired Classes by first-class mail;
- (b) the Debtors will provide the nominees or their agents with sufficient copies of the Notice of Non-Voting Status – Impaired Classes to forward to the beneficial holders of the Non-Voting Securities; and
- (c) the nominees or their agents shall then forward the Notice of Non-Voting Status – Impaired Classes or copies thereof to the beneficial holders of the Non-Voting Securities within five (5) business days of the receipt by such Non-Voting Nominees of the Notice of Non-Voting Status – Impaired Classes.

G. The Voting Deadline

53. Bankruptcy Rule 3017(c) provides that, on or before approval of a disclosure statement, the court shall fix a time within which the holders of claims or equity interest holders may accept or reject a plan. The Debtors anticipate completing substantially all mailing of the Solicitation Packages by the Solicitation Date. Based on such schedule, the Debtors propose that in order to be counted as a vote to accept or reject the Proposed Plan, each Ballot must be properly executed, completed, and delivered to the Solicitation Agent (i) by first-class mail, in the return envelope provided with each Ballot, (ii) by overnight courier, or (iii) by hand delivery, so that it is received by the Solicitation Agent no later than twenty-eight (28) days after the Solicitation Date (the "**Voting Deadline**"); *provided, however*, that each beneficial holder of Subordinated Note Claims that receives the Voting Solicitation Package from his or her Voting Nominee with a return envelope addressed to the Voting Nominee, must allow sufficient time for his or her Voting Nominee to process such holder's vote on the Subordinated Notes Master Ballot and return such master ballot to the Solicitation Agent before the Voting Deadline.

The Debtors submit that such solicitation period is a sufficient period within which creditors and equity interest holders can make an informed decision whether to accept or reject the Proposed Plan.

H. Tabulation Procedures

54. In addition, the Debtors request that the following procedures apply with respect to tabulating Ballots:

- (a) Whenever a holder of a claim or equity interest casts more than one Ballot voting the same claim(s) or equity interest(s) before the Voting Deadline, the last valid Ballot received before the Voting Deadline shall be deemed to reflect the voter's intent, and thus, to supersede any prior Ballots.
- (b) Whenever a voter casts a Ballot that is properly completed, executed, and timely returned to the Solicitation Agent or the Voting Nominee, as applicable, but does not indicate either an acceptance or rejection of the Proposed Plan, the Ballot shall be deemed to reflect the voter's intent to accept the Proposed Plan.
- (c) Whenever a voter casts a Ballot that is properly completed, executed, and timely returned to the Solicitation Agent or the Voting Nominee, as applicable, but indicates both an acceptance and a rejection of the Proposed Plan, the Ballot shall be deemed to reflect the voter's intent to accept the Proposed Plan.
- (d) Whenever a voter casts Ballots received by the Solicitation Agent or the Voting Nominee, as applicable, on the same day, but which are voted inconsistently, such Ballots shall be deemed to reflect the voter's intent to accept the Plan.
- (e) The following Ballots shall not be counted:
 - (1) Any Ballot received after the Voting Deadline unless the Debtors shall have granted an extension of the Voting Deadline in writing with respect to such Ballot;
 - (2) any Ballot that is illegible or contains insufficient information to permit the identification of the voter;
 - (3) any Ballot cast by a person or entity that does not hold a claim or equity interest in a class that is entitled to vote to accept or reject the Proposed Plan;

- (4) any Ballot cast by a person who is not entitled to vote, even if such individual holds a claim or equity interest in a Voting Class;
 - (5) any unsigned Ballot;
 - (6) any Ballot which the Court determines, after notice and a hearing, that such vote was not solicited or procured in good faith or in accordance with the provisions of the Bankruptcy Code; or
 - (7) any Ballot transmitted to the Solicitation Agent or the Voting Nominee, as applicable, by facsimile or other means not specifically approved herein.
- (f) If a party that is entitled to vote has more than one claim within the same class against one or more of the Debtors based upon different transactions, the Debtors propose that said party shall be entitled to one vote for numerosity purposes in the aggregate dollar amount of all of said claims.
- (g) If a party that is entitled to vote has claims (either scheduled or filed or both) against more than one of the Consolidated Debtors based on the same transaction (*e.g.*, a claim against one Debtor that was guaranteed by another Debtor), the Debtors propose that said party shall be entitled to one vote for numerosity purposes in a dollar amount based upon its claim against one of the Consolidated Debtors.
- (h) With respect to Subordinated Notes Master Ballots submitted by Voting Nominees or pre-validated Subordinated Notes Beneficial Ballots submitted by or through the Voting Nominees:
- (1) With respect to the tabulation of Subordinated Notes Master Ballots cast by Voting Nominees, for purposes of voting, the Solicitation Agent will use the principal amount held as of the Voting Record Date, as applicable (the “**Record Amount**”).
 - (2) All Voting Nominees to which beneficial holders return their Subordinated Notes Beneficial Ballots must summarize on the Subordinated Notes Master Ballot all Subordinated Notes Beneficial Ballots cast by the beneficial holders and either return the Subordinated Notes Beneficial Ballots to the Solicitation Agent or retain the Subordinated Notes Beneficial Ballots cast by the respective beneficial holders for inspection for a period of at least one (1) year following the Voting Deadline;
 - (3) Votes cast by the beneficial holders through a Voting Nominee by means of a Subordinated Notes Master Ballot or prevalidated Subordinated Notes Beneficial Ballot will be applied against the positions held by such Voting Nominee as evidenced by a list of

record holders provided by the Debtors and compiled as of the Voting Record Date; *provided, however*, that votes submitted by a Voting Nominee on a Subordinated Notes Master Ballot or prevalidated Subordinated Notes Beneficial Ballot will not be counted in excess of the Record Amount of such securities held by such Voting Nominee;

- (4) To the extent that there are over-votes submitted by a Voting Nominee, whether pursuant to a Subordinated Notes Master Ballot or prevalidated Subordinated Notes Beneficial Ballot, the Solicitation Agent will attempt to reconcile discrepancies with the Voting Nominee;
- (5) To the extent that over-votes on a Subordinated Notes Master Ballot or prevalidated Subordinated Notes Beneficial Ballot are not reconciled prior to the preparation of the vote certification, the Solicitation Agent will apply the votes to accept and to reject the Plan in the same proportion as the votes to accept or reject the Plan submitted on the Subordinated Notes Master Ballot or prevalidated Subordinated Notes Beneficial Ballot that contained the over-vote, but only to the extent of the Record Amount of such securities held by such Voting Nominee; and
- (6) Each beneficial holder will be deemed to have voted the full amount of its claim.

55. With respect to transfers of claims filed pursuant to Bankruptcy Rule 3001, the Debtors propose that the transferor of such claim shall be deemed to be the holder of the claim as of the Voting Record Date and be entitled to cast the ballot with respect to that claim unless the documentation evidencing such transfer was docketed by the Court on or before **twenty-one (21) days** prior to the Voting Record Date and no timely objection with respect to such transfer was filed by the transferor.

56. To assist in the solicitation process, the Debtors request that the Court grant the Solicitation Agent the authority to contact parties that submit incomplete or otherwise deficient Ballots to cure such deficiencies.

III. The Confirmation Hearing

57. Bankruptcy Rule 3017(c) provides that “on or before approval of the disclosure statement, the court shall fix a time within which the holders of claims and equity interests may accept or reject the plan and may fix a date for the hearing on confirmation.” In accordance with Bankruptcy Rules 2002(b), 2002(d) and 3017(c), and in view of the Debtors’ proposed solicitation schedule outlined herein, the Debtors request that the Confirmation Hearing be scheduled for at least seven (7) days after the Voting Deadline. The Confirmation Hearing may be adjourned or continued from time to time by the Court or the Debtors without further notice other than adjournments announced in open Court or as indicated in any notice of agenda of matters scheduled for hearing filed with the Court. The proposed date for the Confirmation Hearing is in compliance with the Bankruptcy Rules and the Local Rules and will enable the Debtors to pursue confirmation of the Proposed Plan in a timely fashion.

A. Confirmation Hearing Notice

58. Bankruptcy Rules 2002(b) and (d) require not less than 28 days’ notice to all claimholders and equity interest holders of the time fixed for filing objections and the hearing to consider confirmation of a chapter 11 plan. Pursuant to Bankruptcy Rule 3020(b)(1), objections to confirmation of a plan must be filed and served “within a time fixed by the court.”

59. In accordance with these procedural rules, the Debtors propose to provide to all parties in interest a copy of the Confirmation Hearing Notice setting forth (i) the Voting Deadline, (ii) the Confirmation Objection Deadline, (iii) procedures for filing objections and responses to confirmation of the Proposed Plan, and (iv) the time, date, and place for the Confirmation Hearing. A form of the Confirmation Hearing Notice is attached to the Proposed Disclosure Statement Order as *Exhibit 3*.

60. Bankruptcy Rule 2002(l) permits the Court to “order notice by publication if it finds that notice by mail is impracticable or that it is desirable to supplement the notice.” In addition to mailing the Confirmation Hearing Notice, the Debtors propose to publish a notice of the Confirmation Hearing, substantially in the form of the Confirmation Hearing Notice, once not later than twenty-eight (28) days before the Confirmation Objection Deadline in *The Wall Street Journal* and *The Philadelphia Inquirer*. The Debtors believe that publication of the Confirmation Hearing Notice will provide sufficient notice of the Court’s approval of the Proposed Disclosure Statement, the Voting Record Date, the Voting Deadline, the Confirmation Objection Deadline, and the time, date, and place of the Confirmation Hearing to persons who do not otherwise receive notice.

61. The foregoing procedures will provide parties in interest with at least 28 days’ notice of the Confirmation Objection Deadline and the Confirmation Hearing, and accordingly, should be approved.

B. Objection Procedures

62. The Debtors propose that the twenty-eighth (28) day after the Solicitation Date be set as the Confirmation Objection Deadline.

63. Objections and responses, if any, to confirmation of the Proposed Plan must (a) be in writing, (b) conform to the Bankruptcy Rules and the Local Rules, (c) set forth the name of the objecting party, the nature and amount of claims or interests held or asserted by the objecting party against the Debtors’ estates or property, and (d) provide the basis for the objection and the specific grounds therefor.

64. Any objections or responses must be filed, together with proof of service, with the Court and served upon and received by the U.S. Trustee, counsel to the Committee, and

Debtors' counsel no later than the Confirmation Objection Deadline. Pursuant to Bankruptcy Rule 3020(b), "if no objection is timely filed, the Court may determine that the plan has been proposed in good faith and not by any means forbidden by law without receiving evidence on such issues."

65. The Confirmation Hearing Notice will provide parties in interest with at least 28 days' notice of the Confirmation Objection Deadline. The Confirmation Objection Deadline will afford the Debtors and other parties in interest sufficient time to consider the objections and file any replies, while leaving the Court sufficient time to consider any such objections and replies before the Confirmation Hearing.

66. The Debtors submit that if there are objections to confirmation, it will assist the Court and may expedite the Confirmation Hearing if the Debtors reply to any such objections. Accordingly, the Debtors request that they be authorized to file and serve replies or an omnibus reply to any such objections no later than **two business days** prior to the Confirmation Hearing.

67. The Debtors respectfully request that the Court approve these procedures for filing objections to the Proposed Plan and replies thereto pursuant to Bankruptcy Rules 2002, 3017, and 3020.

Notice

68. No trustee or examiner has been appointed in these chapter 11 cases. Notice of this Motion will be provided to (i) the U.S. Trustee; (ii) the Creditors' Committee; (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); and (v) those parties who have requested

notice pursuant to Bankruptcy Rule 2002. The Debtors respectfully submit that no further notice of this Motion is required.

WHEREFORE, the Debtors respectfully request that the Court grant the relief requested herein and such other and further relief as the Court may deem just and proper.

Dated: November 2, 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 (5103)
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ATTORNEYS FOR
DEBTORS AND DEBTORS IN
POSSESSION

**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)
:
: **Hearing Date: December 16, 2010 at 3:30 p.m.**
-----X **Objection Deadline: December 7, 2010 at 5:00 p.m.**

**NOTICE OF HEARING TO CONSIDER APPROVAL OF
DISCLOSURE STATEMENT WITH RESPECT TO DEBTORS' JOINT
PLAN UNDER CHAPTER 11 OF THE BANKRUPTCY CODE
AND APPROVAL OF SOLICITATION PROCEDURES**

**TO ALL PARTIES IN INTEREST IN ADVANTA CORP. (“ADVANTA”) AND ITS AFFILIATED DEBTORS
IN THE ABOVE-REFERENCED CHAPTER 11 CASES (COLLECTIVELY, THE “DEBTORS”), PLEASE
TAKE NOTICE THAT:**

Filing of the Proposed Disclosure Statement. On November 2, 2010, the Debtors filed (i) the *Debtors' Joint Plan Under Chapter 11 of the Bankruptcy Code*, dated November 2, 2010 (the “**Proposed Plan**”), (ii) the proposed *Disclosure Statement for the Debtors' Joint Plan Under Chapter 11 of the Bankruptcy Code*, dated November 2, 2010 (the “**Proposed Disclosure Statement**”); and (iii) a Motion for an Order (I) Approving the Proposed Disclosure Statement, (II) Approving Notice and Objection Procedures for the Disclosure Statement Hearing, (III) Establishing Solicitation and Voting Procedures, (IV) Scheduling a Confirmation Hearing, and (V) Establishing Notice and Objection Procedures for Confirmation of the Proposed Plan (the “**Motion**”).

Disclosure Statement Hearing. A hearing to consider approval of the Motion and the Proposed Disclosure Statement is scheduled on **December 16, 2010 at 3:30 p.m. (prevailing Eastern Time)** (the “**Disclosure Statement Hearing**”) before The Honorable Kevin J. Carey, United States Bankruptcy Judge, in Room 5 of the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”), 824 North Market Street, 5th Floor, Wilmington, Delaware 19801. The Disclosure Statement Hearing may be continued from time to time without further notice other than the announcement by the Debtors in open court of the

¹ The Debtors in these jointly administered chapter 11 cases are Advanta, Advanta Investment Corp., Advanta Business Services Holding Corp., Advanta Business Services Corp., Advanta Shared Services Corp., Advanta Service Corp., Advanta Advertising Inc., Advantennis Corp., Advanta Mortgage Holding Company, Advanta Auto Finance Corporation, Advanta Mortgage Corp. USA, Advanta Finance Corp., Advanta Ventures Inc., BE Corp., ideablob Corp., Advanta Credit Card Receivables Corp., Great Expectations International Inc., Great Expectations Franchise Corp., and Great Expectations Management Corp.

adjourned date(s) at the Disclosure Statement Hearing or any continued hearing or as indicated in any notice of agenda of matters scheduled for hearing filed with the Bankruptcy Court. The Debtors may modify the Proposed Disclosure Statement, if necessary, prior to, during, or as a result of the Disclosure Statement Hearing without further notice.

Notice of the Motion. Copies of the Motion will be provided only to the parties who have filed a notice of appearance and request for service in these cases. A copy of this Notice, however, is being sent to all creditors and equity holders of any of the Debtors and all other parties in interest, whether or not such parties filed a notice of appearance and request for service in these cases. If you would like a copy of the Motion, please contact The Garden City Group, Inc. at (866) 697-5647. Interested parties may also review the Motion free of charge at www.advantareorg.com.

Objections to the Motion and/or the Proposed Disclosure Statement.

Objections or responses to approval of the Proposed Disclosure Statement or any other relief requested in the Motion, if any, must (i) be in writing; (ii) conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of Bankruptcy Practice and Procedure of the Bankruptcy Court; (iii) set forth the name of the objecting party, the nature and amount of claims or equity interests held or asserted by the objecting party against the Debtors' estates or property, and (iv) provide the basis for the objection and the specific grounds therefor.

All objections and responses to approval of the Proposed Disclosure Statement or any other relief requested in the Motion must be filed, together with proof of service, with the Bankruptcy Court and be served, so as to be received no later than **December 7, 2010 at 5:00 p.m. (prevailing Eastern Time)**, upon:

<p>Debtors</p> <p>Advanta Corp. Plymouth Corporate Center 625 W. Ridge Pike Building E, Suite 100 Conshohocken, Pennsylvania 19428 Attn: Jay A. Dubow</p>	<p>Counsel to the Debtors</p> <p>Weil, Gotshal & Manges LLP, 767 Fifth Avenue New York, New York 10153 Attn: Robert J. Lemons Victoria Vron</p>
<p>Office of the U.S. Trustee</p> <p>The Office of the United States Trustee 844 King Street Suite 2207 Wilmington, Delaware 19801 Attn: David M. Klauder</p>	<p>Counsel to the Statutory Committee of Unsecured Creditors</p> <p>Latham & Watkins LLP 885 Third Avenue New York, NY 10022-4834 Attn: Roger G. Schwartz Adam J. Goldberg</p>

IF AN OBJECTION TO THE MOTION OR THE PROPOSED DISCLOSURE STATEMENT IS NOT FILED AND SERVED AS PRESCRIBED HEREIN, THE OBJECTING PARTY MAY BE BARRED FROM OBJECTING TO THE MOTION OR THE PROPOSED DISCLOSURE STATEMENT OR TO THE ADEQUACY THEREOF AND MAY NOT BE HEARD AT THE DISCLOSURE STATEMENT HEARING.

Additional Information. For more information about this notice or to obtain a copy of the Proposed Disclosure Statement, please contact The Garden City Group, Inc., the Debtors' solicitation agent, at (866) 697-5647.

Dated: November 2, 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)
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- and -

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ATTORNEYS FOR
DEBTORS AND DEBTORS IN
POSSESSION

Exhibit A

Proposed Disclosure Statement Order

**UNITED STATES BANKRUPTCY COURT
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 No. ____

ORDER (I) APPROVING THE DISCLOSURE STATEMENT, (II) APPROVING NOTICE AND OBJECTION PROCEDURES FOR THE DISCLOSURE STATEMENT HEARING, (III) ESTABLISHING SOLICITATION AND VOTING PROCEDURES, (IV) SCHEDULING A CONFIRMATION HEARING, AND (V) ESTABLISHING NOTICE AND OBJECTION PROCEDURES FOR CONFIRMATION OF THE PROPOSED PLAN

Upon the motion (the “*Motion*”), dated November 2, 2010, of Advanta Corp. and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the “*Debtors*”), pursuant to sections 105, 502, 1125, 1126, and 1128 of title 11 of the United States Code (the “*Bankruptcy Code*”), Rules 2002, 3003, 3016, 3017, 3018, 3020, 9013, 9014, and 9021 of the Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”), and Rules 2002-1 and 3017-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “*Local Rules*”), for an order (the “*Order*”) (i) approving the Debtors’ proposed disclosure statement (the “*Proposed Disclosure Statement*”) for the *Debtors’ Joint Plan Under Chapter 11 of the*

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 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).

Bankruptcy Code, filed by the Debtors on November 2, 2010 (as it may be amended, the “*Plan*”); (ii) approving notice and objection procedures for the hearing on approval of the Proposed Disclosure Statement; (iii) establishing solicitation and voting procedures; (iv) scheduling a confirmation hearing; and (v) establishing notice and objection procedures in respect of confirmation of the Plan, all as more fully described in the Motion; and the Court having held a hearing to consider the relief requested herein (the “*Hearing*”) with the appearances of all interested parties noted in the record of the Hearing; and upon the record of the Hearing, and all of the proceedings before the Court, the Court hereby finds and determines the following:

Jurisdiction and Venue

- A. Consideration of the Motion and the relief requested therein is a core proceeding pursuant to 28 U.S.C. § 157(b).
- B. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.
- C. The Court has jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334.

The Disclosure Statement

- D. The Proposed Disclosure Statement contains adequate information within the meaning of section 1125 of the Bankruptcy Code (as approved, the “*Disclosure Statement*”). No further information is necessary.

Balloting and Voting Procedures

- E. The procedures set forth below for the solicitation and tabulation of votes to accept or reject the Plan provide for a fair and equitable voting process and are consistent with

section 1126 of the Bankruptcy Code.

Ballots

F. The ballots substantially in the forms annexed hereto as *Exhibits 1-1, 1-2, 1-3, 1-4, 1-5, and 1-6* (collectively, the “*Ballots*”), including all voting instructions provided therein, are consistent with Official Form No. 14, address the particular needs of these chapter 11 cases, and provide adequate information and instructions for each individual entitled to vote to accept or reject the Plan. No further information or instructions are necessary.

Parties Entitled to Vote

G. Pursuant to the Plan, allowed claims and interests in Class 3 (Investment Note Claims and RediReserve Claims against Advanta), Classes 4(a)-(f) (General Unsecured Claims against the Consolidated Debtors, Advantennis, AMCUSA, Advanta Auto Finance, ASSC, and Advanta Finance, respectively), Class 5 (Subordinated Note Claims), Classes 6(a)-(f) (Subordinated Claims against the Consolidated Debtors, Advantennis, AMCUSA, Advanta Auto Finance, ASSC, and Advanta Finance, respectively), and Classes 7(d)-(f) (Equity Interests in AMCUSA, Advanta Auto Finance, and Advanta Finance, respectively) are impaired and are entitled to receive distributions under the Plan and, accordingly, holders of allowed claims and equity interests in such classes are entitled to vote on account of such claims or equity interests (collectively, the “*Voting Classes*”).

Parties Not Entitled to Vote

H. Pursuant to the Plan, allowed claims and equity interests in Classes 1(a)-(f) (Other Priority Claims against the Consolidated Debtors, Advantennis, AMCUSA, Advanta Auto Finance, ASSC, and Advanta Finance, respectively), Classes 2(a)-(f) (Secured Claims against the Consolidated Debtors, Advantennis, AMCUSA, Advanta Auto Finance, ASSC, and

Advanta Finance, respectively), and Class 7(g) (Equity Interests in ASC), are unimpaired (the “*Unimpaired Classes*”) and, accordingly, pursuant to section 1126(f) of the Bankruptcy Code, holders of such claims or equity interests are conclusively presumed to accept the Plan and are not entitled to vote on account of such claims or equity interests.

I. Pursuant to the Plan, interests in Classes 7(a)-(c) (Equity Interests in Consolidated Debtors, Advantennis, and ASSC, respectively) (the “*Non-Voting Impaired Classes*”) will not receive or retain any property under the Plan and, accordingly, pursuant to section 1126(g) of the Bankruptcy Code, holders of such interests are deemed to reject the Plan and are not entitled to vote on account of such interests (together with the Unimpaired Classes, the “*Non-Voting Classes*”).

Notices of Non-Voting Status

J. The Notices of Non-Voting Status, substantially in the forms annexed hereto as *Exhibits 2-1* and *2-2*, comply with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules and, together with the Confirmation Hearing Notice,² provide adequate notice to holders of claims or equity interests in the Non-Voting Classes of their non-voting status. No further notice of their non-voting status is necessary.

Sufficiency of Notice

K. The distribution and contents of the Solicitation Packages comply with Bankruptcy Rules 2002 and 3017 and constitute sufficient notice to all interested parties of the Voting Record Date, Voting Deadline, Confirmation Objection Deadline, Confirmation Hearing, and all related matters.

L. The period, set forth below, during which the Debtors may solicit

² Capitalized terms not defined herein shall have the meaning assigned to such term in the Motion.

acceptances to the Plan is a reasonable and sufficient period of time for holders of claims or equity interests in the Voting Classes to make an informed decision regarding whether to accept or reject the Plan and timely return Ballots evidencing such decision.

The Confirmation Hearing

M. The procedures set forth below regarding notice to all parties in interest of the time, date, and place of the hearing to consider confirmation of the Plan (the “*Confirmation Hearing*”) and for filing objections or responses to the Plan, provide due, proper, and adequate notice and comply with Bankruptcy Rules 2002 and 3017(d).

Notice of the Disclosure Statement Hearing and Service of the Proposed Disclosure Statement

N. Actual notice of the Hearing and the deadline for filing objections to the Disclosure Statement and the Motion (the “*Disclosure Statement Notice*”) was provided to the Notice Parties (as defined in the Motion) substantially in the form of *Exhibit B* to the Motion, and such notice constitutes good and sufficient notice to all interested parties and no further notice is necessary.

O. The Proposed Disclosure Statement and the Proposed Plan were provided to (i) the U.S. Trustee, (ii) the Creditors’ Committee, (iii) the SEC, (iv) the IRS; and (v) any party in interest who specifically requested such documents in the manner specified in the Disclosure Statement Notice. Such service complies with Bankruptcy Rule 3017(a) and no further service of such documents is necessary.

P. The form and manner of notice of the time set for filing objections to, and the time, date, and place of, the Hearing to consider the approval of the Proposed Disclosure Statement and the other relief requested in the Motion was adequate and comports with due process and no further notice is necessary.

Q. All notices provided to date of the Hearing and all notices to be provided relating to confirmation of the Plan pursuant to the procedures set forth herein constitute good and sufficient notice to all parties in interest of all matters pertinent hereto and of all matters pertinent to the Confirmation Hearing and no other or further notice need be provided.

R. The legal and factual bases set forth in the Motion establish just and sufficient cause to grant the relief requested therein.

NOW, THEREFORE, IT IS HEREBY ORDERED that:

1. The Motion is **GRANTED** as set forth herein.

Disclosure Statement

2. The Disclosure Statement contains adequate information in accordance with section 1125 of the Bankruptcy Code and is **APPROVED**.

3. All objections, if any, to the Disclosure Statement that have not been withdrawn or resolved are overruled.

Solicitation and Voting Procedures

Appointment of The Garden City Group, Inc. as Solicitation Agent

4. The Garden City Group, Inc. is authorized to perform all balloting and solicitation services and any services incidental thereto.

Temporary Allowance / Disallowance of Claims and Equity Interests

5. Solely for purposes of voting to accept or reject the Plan and not for the purpose of the allowance of, or distribution on account of, a claim or equity interest, and without prejudice to the rights of the Debtors in any other context, each claim or interest within a class of claims or interests entitled to vote to accept or reject the Plan is temporarily allowed in an amount equal to the amount of such claim or interest as set forth in the Schedules or the

Debtors', the Solicitation Agent's or similarly situated registrar's records, as applicable,

provided that:

- (a) If a claim or equity interest is deemed allowed under the Plan, such claim or equity interest is allowed for voting purposes in the deemed allowed amount set forth in the Plan;
- (b) If a proof of claim was timely filed in an amount that is liquidated, non-contingent, and undisputed, such claim is temporarily allowed in the amount set forth on the proof of claim, unless such claim is disputed as set forth in subparagraph (g) below;
- (c) If a claim for which a proof of claim has been timely filed is contingent, unliquidated, or disputed, such claim is accorded one vote and valued at one dollar (\$1.00) for voting purposes only, and not for purposes of allowance or distribution, unless such claim is disputed as set forth in subparagraph (g) below;
- (d) If a claim has been estimated or otherwise allowed for voting purposes by order of the Court, such claim is temporarily allowed in the amount so estimated or allowed by the Court for voting purposes only, and not for purposes of allowance or distribution;
- (e) If a claim is listed in the Schedules as contingent, unliquidated, or disputed or in a zero or an unknown amount, and a proof of claim was not (a) filed by the Bar Date or (b) deemed timely filed by an order of the Court prior to the Voting Deadline, the Debtors propose that such claim be disallowed for voting purposes pursuant to Bankruptcy Rule 3003(c);
- (f) If a claim is listed in the Schedules or on a timely filed proof of claim as contingent, unliquidated, or disputed in part, such claim is temporarily allowed in the amount that is liquidated, non-contingent, and undisputed for voting purposes only, and not for purposes of allowance or distribution, unless such claim is disputed as set forth in subparagraph (g) below; and
- (g) If the Debtors have filed an objection or request for estimation of a claim on or before the Voting Record Date, such claim is temporarily disallowed except as ordered by the Court before the Voting Deadline; *provided, however,* that if the Debtors' objection seeks to reclassify or reduce the allowed amount of such claim, then such claim is temporarily allowed for voting purposes in the reduced amount and/or as reclassified, except as ordered by the Court before the Voting Deadline.

6. If any creditor or equity interest holder seeks to challenge the allowance or disallowance of its claim or equity interest for voting purposes, such creditor or equity interest holder shall file with this Court a motion for an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such claim for voting purposes in a different amount (a “***Rule 3018(a) Motion***”). Upon the filing of any such motion, such creditor’s or equity interest holder’s Ballot shall be counted in accordance with the above-designated guidelines unless temporarily allowed in a different amount by an order of this Court entered prior to or concurrent with entry of an order confirming the Plan. Any Rule 3018(a) Motion must be filed no later than the tenth (10th) calendar day before the Voting Deadline.

7. Each creditor or equity interest holder that votes to accept or reject the Plan is deemed to have voted the full amount of its claim or equity interest therefor.

The Voting Record Date

8. The Voting Record Date shall be set as [●], 2010.

9. The record holders of claims shall be determined, as of the Voting Record Date, based upon the records of the Debtors and the Solicitation Agent. Accordingly, any notice of claim transfer received by the record holder of the Debtors’ debt securities, the Debtors, the Solicitation Agent, or other similarly situated registrar after the Voting Record Date shall not be recognized for purposes of voting or receipt of Plan confirmation materials.

10. With respect to transfers of claims filed pursuant to Bankruptcy Rule 3001, the transferor of such claim shall be deemed to be the holder of the claim as of the Voting Record Date and be entitled to cast the ballot with respect to that claim unless the documentation evidencing such transfer was docketed by the Court on or before **twenty-one (21)**

days prior to the Voting Record Date and no timely objection with respect to such transfer was filed by the transferor.

Solicitation Packages

11. The Solicitation Packages are **APPROVED**.

12. The Voting Solicitation Package shall be distributed to each member of the Voting Classes and shall contain the following materials:

- (a) this Order (without exhibits);
- (b) the Confirmation Hearing Notice (as defined herein);
- (c) a CD-ROM containing the Disclosure Statement, which shall include the Plan as an attachment; and
- (d) a Ballot customized for such holder and conforming to Official Bankruptcy Form No. 14, in the form described below, and a postage-prepaid return envelope.

13. The Non-Voting Solicitation Packages shall be distributed to each member of the Non-Voting Class and shall contain the following materials:

- (a) a Notice of Non-Voting Status, in one of the forms as described below; and
- (b) the Confirmation Hearing Notice.

14. The Debtors shall distribute the Notice Solicitation Packages to (i) the U.S. Trustee; (ii) counsel for the Creditors' Committee; (iii) the SEC; (iv) the IRS; (v) all parties to executory contracts and unexpired leases that have not been assumed or rejected prior to entry of Proposed Disclosure Statement order and which are not already receiving the Voting Solicitation Packages; and (vi) any other party in interest who requests in writing a copy of the Disclosure Statement and the Proposed Plan, including any party that has requested notice of pleadings in these chapter 11 cases pursuant to Bankruptcy Rule 2002.

15. The Notice Solicitation Package shall contain the following materials:
 - (a) this Order (without exhibits);
 - (b) the Confirmation Hearing Notice; and
 - (c) a CD-ROM containing the Disclosure Statement, which shall include the Plan as an attachment.

16. The Debtors shall distribute the Confirmation Hearing Notice to any creditor or other party in interest that would not otherwise receive a Solicitation Package.

17. The Debtors may send the Disclosure Statement in a CD-ROM format instead of printed hard copies; *provided, however*, that any creditor or equity interest holder in a Voting Class may request a hardcopy of the Disclosure Statement and/or the Plan by contacting (i) Debtors' counsel by (a) mail (Weil, Gotshal & Manges, 767 5th Avenue, New York, NY 10153, Attn: Jennifer N. Ganesh), email (Jennifer.Ganesh@weil.com), or (b) phone ((212)-310-8644) or (ii) the Solicitation Agent by phone ((866) 697-5647).

18. With respect to addressees from which Disclosure Statement Notices, Confirmation Hearing Notices or Solicitation Packages are returned as undeliverable, the Debtors are excused from mailing Solicitation Packages or any other materials related to voting or confirmation of the Plan to those entities listed at such addresses unless the Debtors are provided with accurate addresses for such entities before the Solicitation Date, and failure to mail Solicitation Packages or any other materials related to voting or confirmation of the Plan to such entities shall not constitute inadequate notice of the Confirmation Hearing or the Voting Deadline and shall not constitute a violation of Bankruptcy Rule 3017(d) or otherwise.

Notices of Non-Voting Status

19. The Notices of Non-Voting Status are **APPROVED**.

20. To creditors and equity interest holders in the Non-Voting Classes whose claims are unimpaired pursuant to the Plan, the Debtors shall send a Notice of Non-Voting Status – Unimpaired Class substantially in the form attached hereto as *Exhibit 2-1*. To creditors and equity interest holders in the Non-Voting Classes whose claims or equity interests are impaired and who are not entitled to receive distributions under the Plan, the Debtors shall send a Notice of Non-Voting Status – Impaired Class substantially in the form attached hereto as *Exhibit 2-2*.

21. With respect to service of the Notice of Non-Voting Status – Impaired Class on the holders of Advanta’s publicly-traded stock as reflected in the records maintained by the Advanta’s transfer agent(s) (the “*Non-Voting Securities*”), the Debtors shall send the Notices of Non-Voting Status as follows:

- (a) the Debtors shall provide any registered holders of Non-Voting Securities with a copy of the Notice of Non-Voting Status – Impaired Classes by first-class mail;
- (b) the Debtors shall provide the nominees or their agents with sufficient copies of the Notice of Non-Voting Status – Impaired Classes to forward to the beneficial holders of the Non-Voting Securities; and
- (c) the nominees or their agents shall then forward the Notice of Non-Voting Status – Impaired Classes or copies thereof to the beneficial holders of the Non-Voting Securities within five (5) business days of the receipt by such Non-Voting Nominees of the Notice of Non-Voting Status – Impaired Classes.

Ballots

- 22. The Ballots are **APPROVED**.
- 23. The Voting Deadline is set as [●] at [●][●].m. ([●]).
- 24. All Ballots must be properly executed, completed, and delivered to the Solicitation Agent by (i) by first-class mail, in the return envelope provided with each Ballot, (ii) by overnight courier, or (iii) by hand delivery, so that they are *actually received* by the

Solicitation Agent no later than the Voting Deadline; *provided, however*, that each beneficial holder of Subordinated Note Claims that receives the Voting Solicitation Package from his or her Voting Nominee with a return envelope addressed to the Voting Nominee shall allow sufficient time for his or her Voting Nominee to process such holder's vote on the Subordinated Notes Master Ballot and return such master ballot to the Solicitation Agent before the Voting Deadline.

25. To holders of Allowed RediReserve Certificate Claims and Allowed Investment Note Claims in Class 3, the Debtors shall send an Investment Note and RediReserve Certificate Ballot substantially in the form annexed hereto as *Exhibit 1-1*.

26. To holders of Allowed General Unsecured Claims in Classes 4(a)-(f), the Debtors shall send a General Unsecured Ballot substantially in the form annexed hereto as *Exhibit 1-2*.

27. To holders of Allowed Subordinated Claims in Class 5 who hold the underlying securities for their own benefit, the Debtors shall send the Subordinated Notes Beneficial Ballots substantially in the form annexed hereto as *Exhibit 1-3*; *provided, however*, that with respect to Voting Nominees who hold an Allowed Subordinated Claim for the benefit of one or more third-parties, the Debtors shall provide each Voting Nominee with sufficient Solicitation Packages for distribution to each of the beneficial holders represented by the Voting Nominee. Each Voting Nominee shall also receive a Subordinated Notes Master Ballot, substantially in the form attached hereto as *Exhibit 1-4*. The Voting Nominee may elect to (a) "prevalidate" the Subordinated Notes Beneficial Ballots contained in the Solicitation Packages, forward such Solicitation Packages to the beneficial holders, and instruct the beneficial holders to return the Subordinated Notes Beneficial Ballots to the Solicitation Agent or (b) forward the Solicitation Packages to the beneficial holders with instructions for the

beneficial holders to return the Subordinated Notes Beneficial Ballots to the Voting Nominee and the Voting Nominee will tabulate the Subordinated Notes Beneficial Ballots on the Subordinated Notes Master Ballot. To be “prevalidated,” a Subordinated Notes Beneficial Ballot must indicate the name and address of the beneficial holder, the amount of the underlying securities, and the corresponding account numbers. If the Voting Nominee elects the latter course of action, upon return of the Subordinated Notes Beneficial Ballots, the Voting Nominee shall tabulate the Subordinated Notes Beneficial Ballots and return the Subordinated Notes Beneficial Ballots to the Solicitation Agent. In either instance, the Voting Nominee shall provide the beneficial holder with the appropriate materials within **five (5) business** days of receipt of the Solicitation Packages. The Debtors shall reimburse each Voting Nominee for its reasonable and customary costs and expenses associated with distribution of the Solicitation Packages and tabulation of the Subordinated Notes Beneficial Ballots.

28. To holders of allowed Subordinated Claims in Classes 6(a)-(f), the Debtors shall send a Subordinated Claim Ballot substantially in the form annexed hereto as *Exhibit 1-5*.

29. To Holders of allowed Equity Interests in Classes 7(d)-(f), the Debtors shall send an Equity Interest Ballot substantially in the form annexed hereto as *Exhibit 1-6*.

Tabulation Procedures

30. The following tabulation procedures are **APPROVED**:

- (a) Whenever a holder of a claim or equity interest casts more than one Ballot voting the same claim(s) or equity interest(s) before the Voting Deadline, the last valid Ballot received before the Voting Deadline shall be deemed to reflect the voter’s intent, and thus, to supersede any prior Ballots.
- (b) Whenever a voter casts a Ballot that is properly completed, executed, and timely returned to the Solicitation Agent or the Voting Nominee, as applicable, but does not indicate either an acceptance or rejection of the

Proposed Plan, the Ballot shall be deemed to reflect the voter's intent to accept the Proposed Plan.

- (c) Whenever a voter casts a Ballot that is properly completed, executed, and timely returned to the Solicitation Agent or the Voting Nominee, as applicable, but indicates both an acceptance and a rejection of the Proposed Plan, the Ballot shall be deemed to reflect the voter's intent to accept the Proposed Plan.
- (d) Whenever a voter casts Ballots received by the Solicitation Agent or the Voting Nominee, as applicable, on the same day, but which are voted inconsistently, such Ballots shall be deemed to reflect the voter's intent to accept the Plan.
- (e) The following Ballots shall not be counted:
 - (1) Any Ballot received after the Voting Deadline unless the Debtors shall have granted an extension of the Voting Deadline in writing with respect to such Ballot;
 - (2) any Ballot that is illegible or contains insufficient information to permit the identification of the voter;
 - (3) any Ballot cast by a person or entity that does not hold a claim or equity interest in a class that is entitled to vote to accept or reject the Proposed Plan;
 - (4) any Ballot cast by a person who is not entitled to vote, even if such individual holds a claim or equity interest in a Voting Class;
 - (5) any unsigned Ballot;
 - (6) any Ballot which the Court determines, after notice and a hearing, that such vote was not solicited or procured in good faith or in accordance with the provisions of the Bankruptcy Code; or
 - (7) any Ballot transmitted to the Solicitation Agent or the Voting Nominee, as applicable, by facsimile or other means not specifically approved herein.
- (f) If a party that is entitled to vote has more than one claim within the same class against one or more of the Debtors based upon different transactions, that said party shall be entitled to one vote for numerosity purposes in the aggregate dollar amount of all of said claims.
- (g) If a party that is entitled to vote has claims (either scheduled or filed or both) against more than one of the Consolidated Debtors based on the

same transaction (*e.g.*, a claim against one Debtor that was guaranteed by another Debtor), that said party shall be entitled to one vote for numerosity purposes in a dollar amount based upon its claim against one of the Consolidated Debtors.

31. With respect to Subordinated Notes Master Ballots submitted by Voting Nominees or pre-validated Subordinated Notes Beneficial Ballots submitted by or through the Voting Nominees:

- (a) With respect to the tabulation of Subordinated Notes Master Ballots cast by Voting Nominees, for purposes of voting, the Solicitation Agent shall use the principal amount held as of Voting Record Date, as applicable (the “*Record Amount*”).
- (b) All Voting Nominees to which beneficial holders return their Subordinated Notes Beneficial Ballots shall summarize on the Subordinated Notes Master Ballot all Subordinated Notes Beneficial Ballots cast by the beneficial holders and return the Subordinated Notes Beneficial Ballots to the Solicitation Agent; *provided, however*, that each Voting Nominee shall retain the Subordinated Notes Beneficial Ballots cast by the respective beneficial holders for inspection for a period of at least one (1) year following the Voting Deadline;
- (c) Votes cast by the beneficial holders through a Voting Nominee by means of a Subordinated Notes Master Ballot or prevalidated Subordinated Notes Beneficial Ballot shall be applied against the positions held by such Voting Nominee as evidenced by a list of record holders provided by the Debtors and compiled as of the Voting Record Date; *provided, however*, that votes submitted by a Voting Nominee on a Subordinated Notes Master Ballot or prevalidated Subordinated Notes Beneficial Ballot shall not be counted in excess of the Record Amount of such securities held by such Voting Nominee;
- (d) To the extent that there are over-votes submitted by a Voting Nominee, whether pursuant to a Subordinated Notes Master Ballot or prevalidated Subordinated Notes Beneficial Ballot, the Solicitation Agent shall attempt to reconcile discrepancies with the Voting Nominee;
- (e) To the extent that over-votes on a Subordinated Notes Master Ballot or prevalidated Subordinated Notes Beneficial Ballot are not reconciled prior to the preparation of the vote certification, the Solicitation Agent shall apply the votes to accept and to reject the Plan in the same proportion as the votes to accept or reject the Plan submitted on the Subordinated Notes Master Ballot or prevalidated Subordinated Notes Beneficial Ballot that

contained the over-vote, but only to the extent of the Record Amount of such securities held by such Voting Nominee; and

- (f) Each beneficial holder shall be deemed to have voted the full amount of its claim.

32. To assist in the solicitation process, the Solicitation Agent may, but is not obligated to, contact parties that submit incomplete or otherwise deficient Ballots to cure such deficiencies.

The Confirmation Hearing

33. The Confirmation Hearing shall be held at [●].m. (Eastern Time) on [●], 2010; provided, however, that the Confirmation Hearing may be adjourned or continued from time to time by the Court or the Debtors without further notice other than adjournments announced in open Court or as indicated in any notice of agenda of matters scheduled for hearing filed by the Debtors with the Court.

Objection Procedures

34. The Confirmation Objection Deadline to object or respond to confirmation of the Plan shall be [●], 2010 at [●].m. (Eastern Time).

35. Objections and responses, if any, to confirmation of the Plan must (a) be in writing, (b) conform to the Bankruptcy Rules and the Local Rules, (c) set forth the name of the objecting party, the nature and amount of claims or interests held or asserted by the objecting party against the Debtors' estates or property, and (d) set forth the basis for the objection and the specific grounds therefore.

36. Any objection or response must be filed with the Court, together with the proof of service, and served upon and received by the following parties no later than the Confirmation Objection Deadline:

<p>Debtors</p> <p>Advanta Corp. Plymouth Corporate Center 625 W. Ridge Pike Building E, Suite 100 Conshohocken, Pennsylvania 19428 Attn: Jay A. Dubow</p>	<p>Counsel to the Debtors</p> <p>Weil, Gotshal & Manges LLP, 767 Fifth Avenue New York, New York 10153 Attn: Robert J. Lemons Victoria Vron</p>
<p>Office of the U.S. Trustee</p> <p>The Office of the United States Trustee 844 King Street Suite 2207 Wilmington, Delaware 19801 Attn: David M. Klauder</p>	<p>Counsel to the Statutory Committee of Unsecured Creditors</p> <p>Latham & Watkins LLP 885 Third Avenue New York, NY 10022-4834 Attn: Roger G. Schwartz Adam J. Goldberg</p>

Pursuant to Bankruptcy Rule 3020(b), if no objection to confirmation of the Plan is timely filed, this Court may determine that the Plan has been proposed in good faith and not by any means forbidden by law without receiving evidence on such issues.

37. The Debtors are authorized to file and serve replies or an omnibus reply to any objections or responses to confirmation of the Plan no later than **two business days** prior to the Confirmation Hearing.

38. Objections or responses to confirmation of the Plan that are not timely filed, served, and actually received in the manner set forth above shall not be considered and shall be deemed overruled.

Confirmation Hearing Notice

39. The notice substantially in the form annexed hereto as *Exhibit 3* (the “*Confirmation Hearing Notice*”) is **APPROVED**.

40. The Debtors shall publish a notice of the Confirmation Hearing, substantially in the form of the Confirmation Hearing Notice, once not later than twenty-eight

(28) days before the Confirmation Objection Deadline in *The Wall Street Journal* and *The Philadelphia Inquirer*.

41. The Debtors are authorized, in their sole discretion, to take or refrain from taking any action necessary or appropriate to implement the terms of and the relief granted in this Order without seeking further order of the Court.

42. The Debtors are authorized to make nonsubstantive changes to the Disclosure Statement, the Plan, the Ballots, and related documents without further order of the Court, including, without limitation, changes to correct typographical and grammatical errors and to make conforming changes among the Disclosure Statement, the Plan and any other materials in the Solicitation Packages prior to mailing.

Dated: December ____, 2010
Wilmington, Delaware

UNITED STATES BANKRUPTCY JUDGE

Exhibit 1-1

Investment Note and RediReserve Certificate Ballot

**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

**BALLOT FOR HOLDERS OF CLASS 3 INVESTMENT NOTE CLAIMS
AND REDIRESERVE CERTIFICATE CLAIMS**

Advanta Corp. (“*Advanta*”) and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the “*Debtors*”), are soliciting votes with respect to the Debtors’ Joint Plan Under Chapter 11 of the Bankruptcy Code, dated November 2, 2010 (as it may be amended or modified, the “*Proposed Plan*”), from the holders of certain impaired claims and interests against the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Proposed Plan. If you have any questions on how to properly complete this Ballot, please call The Garden City Group, Inc. (the “*Solicitation Agent*”) at (866) 697-5647.

Class 3 (Investment Note Claims and RediReserve Certificate Claims) consists of claims related to the senior unsecured debt securities (the “*Investment Notes*”) and the RediReserve Variable Rate Certificates (the “*RediReserve Certificates*”) that were offered by Advanta and its predecessors directly to retail investors in certain states in order to fund general corporate purposes pursuant to the indenture, dated October 23, 1995, between Advanta and the Bank of New York Mellon, in its capacity as the indenture trustee. **THIS BALLOT IS ONLY FOR HOLDERS OF THE INVESTMENT NOTE CLAIMS AND/OR THE REDIRESERVE CERTIFICATE CLAIMS.**

In order for your vote to be counted, this Ballot must be properly completed, signed, and returned in the envelope provided. The deadline for the receipt by the Solicitation Agent of all Ballots is no later than **5:00 p.m. (prevailing Eastern Time) on _____, 2010 (the “*Voting Deadline*”)**, unless such time is extended in writing by the Debtors.

¹ The Debtors in these jointly administered chapter 11 cases are Advanta, Advanta Investment Corp., Advanta Business Services Holding Corp., Advanta Business Services Corp., Advanta Shared Services Corp., Advanta Service Corp., Advanta Advertising Inc., Advantennis Corp., Advanta Mortgage Holding Company, Advanta Auto Finance Corporation, Advanta Mortgage Corp. USA, Advanta Finance Corp., Advanta Ventures Inc., BE Corp., ideablob Corp., Advanta Credit Card Receivables Corp., Great Expectations International Inc., Great Expectations Franchise Corp., and Great Expectations Management Corp.

**VOTING INSTRUCTIONS FOR COMPLETING THE
BALLOT FOR HOLDERS OF CLASS 3 CLAIMS:
INVESTMENT NOTE CLAIMS AND REDIRESERVE CERTIFICATE CLAIMS**

1. This Ballot is submitted to you to solicit your vote to accept or reject the Proposed Plan. **PLEASE READ THE PROPOSED PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**
2. The Proposed Plan will be accepted by Class 3 if it is accepted by the holders of two-thirds in amount and more than one-half in number of Claims in Class 3 voting on the Proposed Plan. In the event that Class 3 rejects the Proposed Plan, the Bankruptcy Court may nevertheless confirm the Proposed Plan and thereby make it binding on you if the Bankruptcy Court finds that the Proposed Plan does not unfairly discriminate against, and accords fair and equitable treatment to, the holders of Claims in Class 3 and all other Classes of Claims and Equity Interests rejecting the Proposed Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Proposed Plan is confirmed by the Bankruptcy Court, all holders of Claims against and Equity Interests in the Debtors (including those holders who abstain from voting on or reject the Proposed Plan, and those holders who are not entitled to vote on the Proposed Plan) will be bound by the confirmed Proposed Plan and the transactions contemplated thereby.
3. In order for your Class 3 vote to be counted, this Ballot must be properly completed, signed, and returned in the envelope provided. The deadline for the receipt by the Solicitation Agent of all Ballots is no later than **5:00 p.m. (prevailing Eastern Time) on _____, 2010, (the “Voting Deadline”)**, unless such time is extended in writing by the Debtors.

Ballots will not be accepted by telecopy, facsimile, or other electronic means of transmission.

4. To properly complete this Ballot, you must follow the procedures described below:
 - a. make sure that the information contained in Item 1 is correct;
 - b. cast a vote to accept or reject the Proposed Plan by checking the appropriate box in Item 2;
 - c. provide the information required by Item 3, if applicable to you;
 - d. if you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing. You may be requested to provide satisfactory evidence of your authority to so act (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);
 - e. if you also hold other claims or interests in classes entitled to vote, you should receive a different Ballot for each such claim or interest. Your vote will be counted in determining acceptance or rejection of the Proposed Plan by a particular class only if you complete, sign and return the Ballot labeled for that class in accordance with the instructions on that Ballot;
 - f. if you believe that you have received the wrong Ballot, please contact the Solicitation Agent immediately;

- g. provide your name and mailing address;
- h. sign and date your Ballot; and
- i. return your Ballot (with an original signature) using the enclosed pre-addressed return envelope or by hand delivery or overnight courier to the Solicitation Agent at the following address:

If by US Mail:

The Garden City Group, Inc.
Attn: Advanta Corp.
P.O. Box 9562
Dublin, Ohio 43017-4862

If by Hand Delivery or Overnight Mail:

The Garden City Group, Inc.
Attn: Advanta Corp.
5151 Blazer Parkway, Suite A
Dublin, OH 43017

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH THIS BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PROPOSED PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THIS BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' SOLICITATION AGENT, THE GARDEN CITY GROUP, INC., AT (866) 697-5647. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT. PLEASE ALSO NOTE THAT THE SOLICITATION AGENT IS NOT PERMITTED TO GIVE LEGAL ADVICE.

PLEASE COMPLETE THE FOLLOWING:

Item 1. Amount of Investment Note Claims and RediReserve Certificate Claims. The undersigned hereby certifies that as of December 16, 2010, the undersigned was the beneficial holder (or authorized signatory for a beneficial holder) of the Investment Notes and/or RediReserve Certificates in the following aggregate unpaid amount (insert amount below).

Amount of Investment Notes \$ _____
 Amount of RediReserve Certificates \$ _____

Item 2. Vote on the Proposed Plan. The holder of the Investment Notes and/or RediReserve Certificates identified in Item 1 hereby votes to:

Check One Box Only

- Accept** the Proposed Plan

 Reject the Proposed Plan

Item 3. Certification as to the Investment Notes and/or RediReserve Certificates held in Additional Accounts. By completing and returning this Ballot, the holder certifies that either (a) it has not submitted any other Ballots for other Investment Note Claims or RediReserve Certificate Claims held in other accounts or other record names or (b) it has provided the information specified in the following table for all other Investment Note Claims and RediReserve Certificate Claims for which it has submitted additional Ballots, each of which indicates the same vote to accept or reject the Proposed Plan (please use additional sheets of paper if necessary):

ONLY COMPLETE THIS SECTION IF YOU HAVE

<u>Account Number</u>	<u>Name of Holder</u>	<u>Amount of Other Investment Note Claims or RediReserve Certificate Claims Voted</u>

**VOTED CLASS
3 BALLOTS
OTHER THAN
THIS
BALLOT.**

Item 4. Acknowledgements and Certification. By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with a copy of the Disclosure Statement and the Proposed Plan, including all exhibits thereto, as well as notice of the hearing to consider confirmation of the Proposed Plan. The undersigned certifies that (i) it is the holder of the Investment Notes and/or the RediReserve Certificates identified in Item 1 above and (ii) it has full power and authority to vote to accept or reject the Proposed Plan. The undersigned further acknowledges that the Debtors' solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Proposed Plan contained therein.

Print or Type Name of Claimant _____

Social Security No./Federal Tax I.D. No. _____

Signature _____

Name of Signatory (if different than claimant) _____

If by Authorized Agent, Title of Agent _____

Street Address _____

City, State and Zip Code _____

Telephone Number _____

Email Address _____

Date Completed _____

Please check one or both of the below boxes, if the above address is a change of address for the purpose(s) of:

- future notice mailings; **AND/OR***
- distribution payments*

Exhibit 1-2

General Unsecured Ballot

**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

**BALLOT FOR HOLDERS OF GENERAL
UNSECURED CLAIMS IN CLASSES 4(a)-(f)**

Advanta Corp. (“*Advanta*”) and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the “*Debtors*”), are soliciting votes with respect to the Debtors’ Joint Plan Under Chapter 11 of the Bankruptcy Code, dated November 2, 2010 (as it may be amended or modified, the “*Proposed Plan*”), from the holders of certain impaired claims and interests against the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Proposed Plan. If you have any questions on how to properly complete this Ballot, please call The Garden City Group, Inc. (the “*Solicitation Agent*”) at (866) 697-5647.

**THIS BALLOT IS TO BE USED FOR VOTING BY HOLDERS OF GENERAL
UNSECURED CLAIMS AGAINST ANY OF THE DEBTORS.**

In order for your vote to be counted, this Ballot must be properly completed, signed, and returned in the envelope provided. The deadline for the receipt by the Solicitation Agent of all Ballots is no later than **5:00 p.m. (prevailing Eastern Time) on _____, 2010 (the “*Voting Deadline*”)**, unless such time is extended in writing by the Debtors.

¹ The Debtors in these jointly administered chapter 11 cases are Advanta, Advanta Investment Corp., Advanta Business Services Holding Corp., Advanta Business Services Corp., Advanta Shared Services Corp., Advanta Service Corp., Advanta Advertising Inc., Advantennis Corp., Advanta Mortgage Holding Company, Advanta Auto Finance Corporation, Advanta Mortgage Corp. USA, Advanta Finance Corp., Advanta Ventures Inc., BE Corp., ideablob Corp., Advanta Credit Card Receivables Corp., Great Expectations International Inc., Great Expectations Franchise Corp., and Great Expectations Management Corp.

**VOTING INSTRUCTIONS FOR COMPLETING THE
BALLOT FOR HOLDERS OF GENERAL UNSECURED CLAIMS IN CLASSES 4(a)-(f)**

1. This Ballot is submitted to you to solicit your vote to accept or reject the Proposed Plan. **PLEASE READ THE PROPOSED PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**
2. The Proposed Plan will be accepted by each of the Classes 4(a)-(f) if it is accepted by the holders of two-thirds in amount and more than one-half in number of Claims in such Class voting on the Proposed Plan. In the event that any of Classes 4(a)-(f) reject the Proposed Plan, the Bankruptcy Court may nevertheless confirm the Proposed Plan and thereby make it binding on holders of claims in such Class if the Bankruptcy Court finds that the Proposed Plan does not unfairly discriminate against, and accords fair and equitable treatment to, the holders of Claims in such Class and all other Classes of Claims and Equity Interests rejecting the Proposed Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Proposed Plan is confirmed by the Bankruptcy Court, all holders of Claims against and Equity Interests in the Debtors (including those holders who abstain from voting on or reject the Proposed Plan, and those holders who are not entitled to vote on the Proposed Plan) will be bound by the confirmed Proposed Plan and the transactions contemplated thereby.
3. In order for your vote to be counted, this Ballot must be properly completed, signed, and returned in the envelope provided. The deadline for the receipt by the Solicitation Agent of all Ballots is no later than **5:00 p.m. (prevailing Eastern Time) on _____, 2010, (the “Voting Deadline”)**, unless such time is extended in writing by the Debtors.

Ballots will not be accepted by telecopy, facsimile, or other electronic means of transmission.

4. To properly complete this Ballot, you must follow the procedures described below:
 - a. make sure that the information contained in Item 1 is correct;
 - b. cast a vote to accept or reject the Proposed Plan by checking the appropriate box in Item 2;
 - c. if you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing. You may be requested to provide satisfactory evidence of your authority to so act (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);
 - d. if you also hold other claims or interests in classes entitled to vote, you should receive a different Ballot for each such claim or interest. Your vote will be counted in determining acceptance or rejection of the Proposed Plan by a particular class only if you complete, sign and return the Ballot labeled for that class in accordance with the instructions on that Ballot;
 - e. if you believe that you have received the wrong Ballot, please contact the Solicitation Agent immediately;

- f. provide your name and mailing address;
- g. sign and date your Ballot; and
- h. return your Ballot (with an original signature) using the enclosed pre-addressed return envelope or by hand delivery or overnight courier to the Solicitation Agent at the following address:

If by US Mail:

The Garden City Group, Inc.
Attn: Advanta Corp.
P.O. Box 9562
Dublin, Ohio 43017-4862

If by Hand Delivery or Overnight Mail:

The Garden City Group, Inc.
Attn: Advanta Corp.
5151 Blazer Parkway, Suite A
Dublin, OH 43017

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH THIS BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PROPOSED PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THIS BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' SOLICITATION AGENT, THE GARDEN CITY GROUP, INC., AT (866) 697-5647. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT. PLEASE ALSO NOTE THAT THE SOLICITATION AGENT IS NOT PERMITTED TO GIVE LEGAL ADVICE.

PLEASE COMPLETE THE FOLLOWING:

Item 1. Amount of General Unsecured Claims. The undersigned hereby certifies that it holds General Unsecured Claims against the Debtor referenced below in the amount set forth below.

Debtor: _____
Amount of General Unsecured Claims: \$_____

Item 2. Vote on the Proposed Plan. The undersigned holder of the General Unsecured Claims identified in Item 1 hereby votes to:

Check One Box Only

- Accept** the Proposed Plan
- Reject** the Proposed Plan

Item 3. Acknowledgements and Certification. By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with a copy of the Disclosure Statement and the Proposed Plan, including all exhibits thereto, as well as notice of the hearing to consider confirmation of the Proposed Plan. The undersigned certifies that (i) it is the holder of the General Unsecured Claims identified in Item 1 above and (ii) it has full power and authority to vote to accept or reject the Proposed Plan. The undersigned further acknowledges that the Debtors' solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Proposed Plan contained therein.

Print or Type Name of Claimant _____

Social Security No./Federal Tax I.D. No. _____

Signature _____

Name of Signatory (if different than claimant) _____

If by Authorized Agent, Title of Agent _____

Street Address _____

City, State and Zip Code _____

Telephone Number _____

Email Address _____

Date Completed _____

Please check one or both of the below boxes, if the above address is a change of address for the purpose(s) of:

- future notice mailings; **AND/OR***

- *distribution payments*

Exhibit 1-3

Subordinated Notes Beneficial Ballot

**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

BALLOT FOR HOLDERS OF CLASS 5 SUBORDINATED NOTE CLAIMS

Advanta Corp. (“*Advanta*”) and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the “*Debtors*”), are soliciting votes with respect to the Debtors’ Joint Plan Under Chapter 11 of the Bankruptcy Code, dated November 2, 2010 (as it may be amended or modified, the “*Proposed Plan*”), from the holders of certain impaired claims and interests against the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Proposed Plan. If you have any questions on how to properly complete this Ballot, please call The Garden City Group, Inc. (the “*Solicitation Agent*”) at (866) 697-5647.

Class 5 (Subordinated Note Claims) consists of claims related to the 8.99% junior subordinated deferrable interest debentures (the “*Subordinated Notes*”) issued by Advanta pursuant to the indenture, dated as of December 17, 1996, between Advanta and the indenture trustee for the Subordinated Notes. **THIS BALLOT IS ONLY FOR THE BENEFICIAL HOLDERS OF THE SUBORDINATED NOTE CLAIMS.**

In order for your vote to be counted, this Ballot must be properly completed, signed, and returned in the envelope provided. The deadline for the receipt by the Solicitation Agent of all Ballots (including Ballots and Subordinated Notes Master Ballots cast on behalf of beneficial holders) is no later than **5:00 p.m. (prevailing Eastern Time) on _____, 2010 (the “*Voting Deadline*”)**, unless such time is extended in writing by the Debtors.

IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR BANK, BROKER, OR OTHER VOTING NOMINEE (EACH OF THE FOREGOING, A “*VOTING NOMINEE*”), PLEASE ALLOW SUFFICIENT TIME FOR YOUR VOTING NOMINEE TO PROCESS YOUR VOTE ON A SUBORDINATED NOTES MASTER BALLOT AND RETURN THE SUBORDINATED NOTES MASTER BALLOT TO THE SOLICITATION AGENT BEFORE THE VOTING DEADLINE.

¹ The Debtors in these jointly administered chapter 11 cases are Advanta, Advanta Investment Corp., Advanta Business Services Holding Corp., Advanta Business Services Corp., Advanta Shared Services Corp., Advanta Service Corp., Advanta Advertising Inc., Advantennis Corp., Advanta Mortgage Holding Company, Advanta Auto Finance Corporation, Advanta Mortgage Corp. USA, Advanta Finance Corp., Advanta Ventures Inc., BE Corp., ideablob Corp., Advanta Credit Card Receivables Corp., Great Expectations International Inc., Great Expectations Franchise Corp., and Great Expectations Management Corp.

**VOTING INSTRUCTIONS FOR COMPLETING THE
BALLOT FOR HOLDERS OF CLASS 5 CLAIMS:
SUBORDINATED NOTE CLAIMS**

1. This Ballot is submitted to you to solicit your vote to accept or reject the Proposed Plan. **PLEASE READ THE PROPOSED PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**
2. The Proposed Plan will be accepted by Class 5 if it is accepted by the holders of two-thirds in amount and more than one-half in number of Claims in Class 5 voting on the Proposed Plan. In the event that Class 5 rejects the Proposed Plan, the Bankruptcy Court may nevertheless confirm the Proposed Plan and thereby make it binding on you if the Bankruptcy Court finds that the Proposed Plan does not unfairly discriminate against, and accords fair and equitable treatment to, the holders of Claims in Class 5 and all other Classes of Claims and Equity Interests rejecting the Proposed Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Proposed Plan is confirmed by the Bankruptcy Court, all holders of Claims against and Equity Interests in the Debtors (including those holders who abstain from voting on or reject the Proposed Plan, and those holders who are not entitled to vote on the Proposed Plan) will be bound by the confirmed Proposed Plan and the transactions contemplated thereby.
3. In order for your Class 5 vote to be counted, this Ballot must be properly completed, signed, and returned in the envelope provided. The deadline for the receipt by the Solicitation Agent of all Ballots (including Subordinated Notes Beneficial Ballots and Subordinated Notes Master Ballots cast on behalf of beneficial holders) is no later than **5:00 p.m. (prevailing Eastern Time) on _____, 2010, (the “Voting Deadline”)**, unless such time is extended in writing by the Debtors.

IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR BANK, BROKER, OR OTHER VOTING NOMINEE, PLEASE ALLOW SUFFICIENT TIME FOR YOUR VOTING NOMINEE TO PROCESS YOUR VOTE ON A SUBORDINATED NOTES MASTER BALLOT AND RETURN THE SUBORDINATED NOTES MASTER BALLOT TO THE SOLICITATION AGENT BEFORE THE VOTING DEADLINE.

Ballots will not be accepted by telecopy, facsimile, or other electronic means of transmission.

4. To properly complete this Ballot, you must follow the procedures described below:
 - a. make sure that the information contained in Item 1 is correct;
 - b. cast a vote to accept or reject the Proposed Plan by checking the appropriate box in Item 2;
 - c. provide the information required by Item 3, if applicable to you;
 - d. if you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing. You may be requested to provide satisfactory evidence of your authority to so act (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);

- e. if you also hold other claims or interests in classes entitled to vote, you should receive a different Ballot for each such claim or interest. Your vote will be counted in determining acceptance or rejection of the Proposed Plan by a particular class only if you complete, sign and return the Ballot labeled for that class in accordance with the instructions on that Ballot;
- f. if you believe that you have received the wrong Ballot, please contact the Solicitation Agent immediately;
- g. provide your name and mailing address;
- h. sign and date your Ballot; and
- i. return your Ballot (with an original signature) using the enclosed pre-addressed return envelope.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH THIS BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PROPOSED PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THIS BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' SOLICITATION AGENT, THE GARDEN CITY GROUP, INC., AT (866) 697-5647. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT. PLEASE ALSO NOTE THAT THE SOLICITATION AGENT IS NOT PERMITTED TO GIVE LEGAL ADVICE.

PLEASE COMPLETE THE FOLLOWING:

Item 1. Principal Amount of Subordinated Note Claims. The undersigned hereby certifies that as of December 16, 2010, the undersigned was the beneficial holder (or authorized signatory for a beneficial holder) of Subordinated Notes in the following aggregate unpaid principal amount (insert amount below). If your Subordinated Notes are held by a Voting Nominee on your behalf and you do not know the amount of the Subordinated Notes held, please contact your Voting Nominee immediately.

Principal Amount of Subordinated Notes \$ _____

Item 2. Vote on the Proposed Plan. The beneficial holder of the Subordinated Notes identified in Item 1 hereby votes to:

Check One Box Only

- Accept** the Proposed Plan
- Reject** the Proposed Plan

Item 3. Certification as to the Subordinated Notes held in Additional Accounts. By completing and returning this Ballot, the beneficial holder certifies that either (a) it has not submitted any other Ballots for other Subordinated Note Claims held in other accounts or other record names or (b) it has provided the information specified in the following table for all other Subordinated Note Claims for which it has submitted additional Ballots, each of which indicates the same vote to accept or reject the Proposed Plan (please use additional sheets of paper if necessary):

ONLY COMPLETE THIS SECTION IF YOU HAVE VOTED CLASS 5 BALLOTS OTHER THAN THIS BALLOT.

<u>Account Number with Voting Nominee</u>	<u>Name of Holder²</u>	<u>Amount of Other Senior Subordinated Note Claims Voted</u>

² Insert your name if the Subordinated Notes are held by you in record name or, if held in street name, insert the name of your Voting Nominee.

Item 4. Acknowledgements and Certification. By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with a copy of the disclosure statement for the Proposed Plan, dated November 2, 2010 (the “*Disclosure Statement*”) and the Proposed Plan, including all exhibits thereto, as well as the notice of hearing to consider confirmation of the Proposed Plan. The undersigned certifies that (i) it is the holder of the Subordinated Note identified in Item 1 above and (ii) it has full power and authority to vote to accept or reject the Proposed Plan. The undersigned further acknowledges that the Debtors’ solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Proposed Plan contained therein.

Print or Type Name of Claimant _____

Social Security No./Federal Tax I.D. No. _____

Signature _____

Name of Signatory (if different than claimant) _____

If by Authorized Agent, Title of Agent _____

Street Address _____

City, State and Zip Code _____

Telephone Number _____

Email Address _____

Date Completed _____

Exhibit 1-4

Subordinated Notes Master Ballot

**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

**MASTER BALLOT FOR RECORD HOLDERS
OF CLASS 5 SUBORDINATED NOTE CLAIMS**

Advanta Corp. (“*Advanta*”) and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the “*Debtors*”), are soliciting votes with respect to the Debtors’ Joint Plan Under Chapter 11 of the Bankruptcy Code, dated November 2, 2010 (as it may be amended or modified, the “*Proposed Plan*”), from the holders of certain impaired claims and interests against the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Proposed Plan. If you have any questions on how to properly complete this Ballot, please call The Garden City Group, Inc. (the “*Solicitation Agent*”) at (866) 697-5647.

Class 5 (Subordinated Note Claims) consists of claims related to the 8.99% junior subordinated deferrable interest debentures (the “*Subordinated Notes*”) issued by Advanta pursuant to the indenture, dated as of December 17, 1996, between Advanta and the indenture trustee for the Subordinated Notes. **THIS MASTER BALLOT IS ONLY FOR CASTING VOTES ON BEHALF OF BENEFICIAL HOLDERS OF THE SUBORDINATED NOTES.**

This Master Ballot is to be used by you as (i) a broker, bank, or other nominee, (ii) the agent of a broker, bank, or other nominee (each of the foregoing, a “*Voting Nominee*”), or (iii) the proxy holder of a Voting Nominee or beneficial holder for the Subordinated Notes, to transmit to the Solicitation Agent the votes of such beneficial holders in respect of their Subordinated Note Claims to accept or reject the Proposed Plan.

¹ The Debtors in these jointly administered chapter 11 cases are Advanta, Advanta Investment Corp., Advanta Business Services Holding Corp., Advanta Business Services Corp., Advanta Shared Services Corp., Advanta Service Corp., Advanta Advertising Inc., Advantennis Corp., Advanta Mortgage Holding Company, Advanta Auto Finance Corporation, Advanta Mortgage Corp. USA, Advanta Finance Corp., Advanta Ventures Inc., BE Corp., ideablob Corp., Advanta Credit Card Receivables Corp., Great Expectations International Inc., Great Expectations Franchise Corp., and Great Expectations Management Corp.

**INSTRUCTIONS FOR COMPLETING THE MASTER BALLOT FOR
RECORD HOLDERS OF CLASS 5 SUBORDINATED NOTE CLAIMS**

VOTING DEADLINE/SOLICITATION AGENT:

The Voting Deadline is 5:00 p.m. (prevailing Eastern Time) on _____, 2010, unless extended by the Debtors in writing. To have the vote of the beneficial holder(s) for whom you act as Voting Nominee count, you must complete, sign, and return the Master Ballot so that it is actually received by the Solicitation Agent, before the Voting Deadline, at the following address:

If by US Mail:

The Garden City Group, Inc.
Attn: Advanta Corp.
P.O. Box 9562
Dublin, Ohio 43017-4862

If by Hand Delivery or Overnight Mail:

The Garden City Group, Inc.
Attn: Advanta Corp.
5151 Blazer Parkway, Suite A
Dublin, OH 43017

The Master Ballot will not be accepted by telecopy, facsimile, or other electronic means of transmission.

HOW TO VOTE:

If you are both the registered owner and the beneficial holder of any principal amount of the Subordinated Notes and you wish to vote any Subordinated Note Claims held on account thereof, you may complete, execute and return to the Solicitation Agent either an individual Subordinated Notes Beneficial Ballot that was included in the materials sent out in connection with the voting and solicitation of the Proposed Plan (collectively, the “*Solicitation Package*”) or a Master Ballot.

If you are transmitting the votes of any beneficial holders of Subordinated Note Claims other than yourself, you may either:

1. “Prevalidate” the individual Subordinated Notes Beneficial Ballot contained in the Solicitation Package and then forward the Solicitation Package to the beneficial owner of the Subordinated Note Claims for voting within five (5) business days after the receipt by you of the Solicitation Package, with the beneficial owner then returning the individual Subordinated Notes Beneficial Ballot directly to the Solicitation Agent in the return envelope to be provided in the Solicitation Package. A Voting Nominee “prevalidates” a Subordinated Notes Beneficial Ballot by indicating thereon the record holder of the Subordinated Note Claims voted, the amount of the Subordinated Notes held by the beneficial holder, and the appropriate account numbers through which the beneficial owner’s holdings are derived. The beneficial owner must then return the “prevalidated” Subordinated Notes Beneficial Ballot to the Solicitation Agent; or
2. Forward the Solicitation Package to the beneficial owner of the Subordinated Note Claims for voting together with a return envelope provided by and addressed to you, as the Voting Nominee, with the beneficial owner then returning the individual Subordinated Notes Beneficial Ballot to you as the Voting Nominee. In such case, you must then tabulate the votes of your respective beneficial owners on the Master Ballot that was provided to you separately by the Solicitation Agent, and then return the Master Ballot to the Solicitation Agent. You should advise the beneficial owners to return their individual Subordinated Notes Beneficial Ballot to you as the Voting Nominee by a date

calculated by you to allow you to prepare and return the Master Ballot to the Solicitation Agent so that the Master Ballot is **actually received** by the Solicitation Agent by the Voting Deadline.

With respect to all Subordinated Notes Beneficial Ballots returned to you, you must properly complete the Master Ballot, as follows:

- a. Check the appropriate box in Item 1 on the Master Ballot;
- b. Indicate the votes to accept or reject the Proposed Plan in Item 2 of the Master Ballot, as transmitted to you by the beneficial owners of the Subordinated Note Claims. To identify such beneficial holders without disclosing their names, please use the customer account number assigned by you to each such beneficial owner, or if no such customer account number exists, please assign a number to each account (making sure to retain a separate list of each beneficial owner and the assigned number). **IMPORTANT: EACH BENEFICIAL HOLDER MUST VOTE ALL OF HIS, HER, OR ITS SUBORDINATED NOTE CLAIMS EITHER TO ACCEPT OR REJECT THE PROPOSED PLAN, AND MAY NOT SPLIT SUCH VOTE. IF ANY BENEFICIAL OWNER HAS ATTEMPTED TO SPLIT SUCH VOTE, PLEASE CONTACT THE SOLICITATION AGENT IMMEDIATELY.** Please follow the tabulation procedures set forth at Paragraphs 30-32 of the order approving the Disclosure Statement, a copy of which is enclosed as part of the Solicitation Package (the “*Disclosure Statement Order*”), in tabulating votes of beneficial holders of the Subordinated Note Claims;
- c. Please note that Item 3 of the Master Ballot requests that you transcribe the information provided by each beneficial owner in Item 3 of each completed Subordinated Notes Beneficial Ballot relating to other Subordinated Note Claims voted;
- d. Review the certification in Item 4 of the Master Ballot;
- e. Sign and date the Master Ballot, and provide the remaining information requested;
- f. If additional space is required to respond to any item on the Master Ballot, please use additional sheets of paper clearly marked to indicate the applicable Item of the Master Ballot to which you are responding;
- g. Contact the Solicitation Agent if you need any additional information; and
- h. Deliver the completed, executed Master Ballot (containing an original signature) so as to be **received** by the Solicitation Agent before the Voting Deadline. For each completed, executed Subordinated Notes Beneficial Ballot returned to you by a beneficial owner, either forward such Subordinated Notes Beneficial Ballot (along with your Master Ballot) to the Solicitation Agent or retain such Subordinated Notes Beneficial Ballot in your files for one (1) year from the Voting Deadline.

PLEASE NOTE:

The Master Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Proposed Plan. Holders should not surrender, at this

time, certificates representing their securities, if any. Neither the Debtors nor the Solicitation Agent will accept delivery of any such certificates surrendered together with the Master Ballot.

No Beneficial Holder Ballot nor Master Ballot shall constitute or be deemed a proof of claim or interest or an assertion of a claim or interest.

No fees, commissions, or other remuneration will be payable to any Voting Nominee for soliciting votes on the Proposed Plan. We will, however, reimburse you for reasonable, documented, actual costs and expenses incurred by you in forwarding the Subordinated Notes Beneficial Ballots and other enclosed materials to the beneficial owners of the Subordinated Notes held by you as a Voting Nominee or in a fiduciary capacity and in tabulating the Subordinated Notes Beneficial Ballots.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL RENDER YOU OR ANY OTHER PERSON THE AGENT OF THE DEBTORS OR THE SOLICITATION AGENT, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PROPOSED PLAN, EXCEPT FOR THE STATEMENTS CONTAINED IN THE ENCLOSED DOCUMENTS.

IF YOU HAVE ANY QUESTIONS REGARDING THE MASTER BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PROPOSED PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, SUBORDINATED NOTES BENEFICIAL BALLOTS OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' SOLICITATION AGENT, THE GARDEN CITY GROUP, INC., AT (866) 697-5647. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT. PLEASE ALSO NOTE THAT THE SOLICITATION AGENT IS NOT PERMITTED TO GIVE LEGAL ADVICE.

PLEASE COMPLETE THE FOLLOWING:

Item 1. Certification of Authority to Vote. The undersigned certifies that as of December 16, 2010 (the Voting Record Date under the Proposed Plan), the undersigned (please check appropriate box):

- Is a broker, bank, or other nominee for the beneficial owners of the aggregate principal amount of the Subordinated Notes listed in Item 2 below, and is the registered holder of such securities, or
- Is acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a broker, bank, or other nominee that is the registered holder of the aggregate principal amount of the Subordinated Notes listed in Item 2 below, or
- Has been granted a proxy (an original of which is attached hereto) from a broker, bank, or other nominee, or a beneficial owner, that is the registered holder of the aggregate principal amount of Subordinated Notes listed in Item 2 below,

and accordingly, has full power and authority to vote to accept or reject the Proposed Plan, on behalf of the Subordinated Note Claims held by the beneficial owners of the Subordinated Notes described in Item 2.

Item 2. Vote. The undersigned transmits the following votes of beneficial holders in respect of their Subordinated Note Claims, and certifies that the following beneficial holders of the Subordinated Notes, as identified by their respective customer account numbers set forth below, are beneficial holders of such securities as of December 16, 2010, the Voting Record Date, and have delivered to the undersigned, as Voting Nominee, their ballots (“*Subordinated Notes Beneficial Ballots*”) casting such votes. Indicate in the appropriate column the aggregate principal amount voted for each account, or attach such information to this Master Ballot in the form of the following table. Please note each beneficial holder must vote all of his, her, or its Subordinated Note Claims to accept or to reject the Proposed Plan and may not split such vote. **PLEASE FOLLOW THE TABULATION PROCEDURES AT PARAGRAPHS 30-32 OF THE DISCLOSURE STATEMENT ORDER IN FILLING OUT THE BELOW.**

Your Customer Account Number for Each Beneficial Holder of Voting Subordinated Notes	Principal Amount of Subordinated Notes	Accept	Reject
1.	\$	<input type="checkbox"/>	<input type="checkbox"/>
2.	\$	<input type="checkbox"/>	<input type="checkbox"/>
3.	\$	<input type="checkbox"/>	<input type="checkbox"/>
4.	\$	<input type="checkbox"/>	<input type="checkbox"/>
5.	\$	<input type="checkbox"/>	<input type="checkbox"/>
6.	\$	<input type="checkbox"/>	<input type="checkbox"/>
7.	\$	<input type="checkbox"/>	<input type="checkbox"/>
8.	\$	<input type="checkbox"/>	<input type="checkbox"/>
9.	\$	<input type="checkbox"/>	<input type="checkbox"/>
TOTALS:	\$	<input type="checkbox"/>	<input type="checkbox"/>

Item 3. Certification as to Transcription of Information from Item 3 as to Subordinated Note Claims Voted Through Other Subordinated Notes Beneficial Ballots. The undersigned certifies that the undersigned has transcribed in the following table the information, if any, provided by beneficial holders in Item 3 of the beneficial holder's original Subordinated Notes Beneficial Ballot, identifying any Subordinated Note Claims for which such beneficial owners have submitted other Subordinated Notes Beneficial Ballots other than to the undersigned:

YOUR Customer Account Number for Each Beneficial Owner Who Completed Item 3 of the Beneficial Holder Ballots	TRANSCRIBE FROM ITEM 3 OF THE SUBORDINATED NOTES BENEFICIAL BALLOTS:		
	Name of Owner	Account Number with Voting Nominee	Amount of Other Subordinated Notes Voted
1.			\$
2.			\$
3.			\$
4.			\$
5.			\$
6.			\$
7.			\$
8.			\$
9.			\$
10.			\$

Item 4. Certification. By signing this Master Ballot, the undersigned certifies that each beneficial holder of the Subordinated Notes listed in Item 2 above has been provided with a copy of the disclosure statement for the Proposed Plan, dated November 2, 2010 (the "*Disclosure Statement*") and the Proposed Plan, including the exhibits thereto, as well as notice of hearing to consider confirmation of the Proposed Plan, and acknowledges that the solicitation of votes for the Proposed Plan is subject to all of the terms and conditions set forth in the Disclosure Statement and the Disclosure Statement Order.

Name of Voting Nominee _____

Participant Number _____

Name of Proxy Holder or Agent for Voting Nominee (if applicable): _____

Social Security No./Federal Tax I.D. No. _____

Signature _____

By (if applicable) _____

Title (if applicable) _____

Street Address _____

City, State and Zip Code _____

Telephone Number _____

Email Address _____

Date Completed _____

Exhibit 1-5

Subordinated Claim Ballot

**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		

BALLOT FOR HOLDERS OF SUBORDINATED CLAIMS IN CLASSES 6(a)-(f)

Advanta Corp. (“*Advanta*”) and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the “*Debtors*”), are soliciting votes with respect to the Debtors’ Joint Plan Under Chapter 11 of the Bankruptcy Code, dated November 2, 2010 (as it may be amended or modified, the “*Proposed Plan*”), from the holders of certain impaired claims and interests against the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Proposed Plan. If you have any questions on how to properly complete this Ballot, please call The Garden City Group, Inc. (the “*Solicitation Agent*”) at (866) 697-5647.

This Ballot is to be used for voting by holders of Subordinated Claims against any of the Debtors. Subordinated Claims are claims against any of the Debtors subject to subordination to all other claims, including, but not limited to, under section 510 of the Bankruptcy Code, including claims related to the following litigations: *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 *Steamfitters Local 449 Pension Fund v. Advanta Corp., et al.*, No. 09-4730 (E.D. Pa.). **THIS BALLOT IS ONLY FOR HOLDERS OF SUBORDINATED CLAIMS.**

In order for your vote to be counted, this Ballot must be properly completed, signed, and returned in the envelope provided. The deadline for the receipt by the Solicitation Agent of all Ballots is no later than **5:00 p.m. (prevailing Eastern Time) on _____, 2010 (the “Voting Deadline”)**, unless such time is extended in writing by the Debtors.

¹ The Debtors in these jointly administered chapter 11 cases are Advanta, Advanta Investment Corp., Advanta Business Services Holding Corp., Advanta Business Services Corp., Advanta Shared Services Corp., Advanta Service Corp., Advanta Advertising Inc., Advantennis Corp., Advanta Mortgage Holding Company, Advanta Auto Finance Corporation, Advanta Mortgage Corp. USA, Advanta Finance Corp., Advanta Ventures Inc., BE Corp., ideablob Corp., Advanta Credit Card Receivables Corp., Great Expectations International Inc., Great Expectations Franchise Corp., and Great Expectations Management Corp.

**VOTING INSTRUCTIONS FOR COMPLETING THE
BALLOT FOR HOLDERS OF SUBORDINATED CLAIMS IN CLASSES 6(a)-(f)**

1. This Ballot is submitted to you to solicit your vote to accept or reject the Proposed Plan. **PLEASE READ THE PROPOSED PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**
2. The Proposed Plan will be accepted by each of the Classes 6(a)-(f) if it is accepted by the holders of two-thirds in amount and more than one-half in number of Claims in such Class voting on the Proposed Plan. In the event that any of Classes 6(a)-(f) reject the Proposed Plan, the Bankruptcy Court may nevertheless confirm the Proposed Plan and thereby make it binding on holders of claims in such Class if the Bankruptcy Court finds that the Proposed Plan does not unfairly discriminate against, and accords fair and equitable treatment to, the holders of Claims in such Class and all other Classes of Claims and Equity Interests rejecting the Proposed Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Proposed Plan is confirmed by the Bankruptcy Court, all holders of Claims against and Equity Interests in the Debtors (including those holders who abstain from voting on or reject the Proposed Plan, and those holders who are not entitled to vote on the Proposed Plan) will be bound by the confirmed Proposed Plan and the transactions contemplated thereby.
3. In order for your vote to be counted, this Ballot must be properly completed, signed, and returned in the envelope provided. The deadline for the receipt by the Solicitation Agent of all Ballots is no later than **5:00 p.m. (prevailing Eastern Time) on _____, 2010, (the “Voting Deadline”)**, unless such time is extended in writing by the Debtors.

Ballots will not be accepted by telecopy, facsimile, or other electronic means of transmission.

4. To properly complete this Ballot, you must follow the procedures described below:
 - a. make sure that the information contained in Item 1 is correct;
 - b. cast a vote to accept or reject the Proposed Plan by checking the appropriate box in Item 2;
 - c. if you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing. You may be requested to provide satisfactory evidence of your authority to so act (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);
 - d. if you also hold other claims or interests in classes entitled to vote, you should receive a different Ballot for each such claim or interest. Your vote will be counted in determining acceptance or rejection of the Proposed Plan by a particular class only if you complete, sign and return the Ballot labeled for that class in accordance with the instructions on that Ballot;
 - e. if you believe that you have received the wrong Ballot, please contact the Solicitation Agent immediately;
 - f. provide your name and mailing address;

- g. sign and date your Ballot; and
- h. return your Ballot (with an original signature) using the enclosed pre-addressed return envelope or by hand delivery or overnight courier to the Solicitation Agent at the following address:

If by US Mail:

The Garden City Group, Inc.

Attn: Advanta Corp.

P.O. Box 9562

Dublin, Ohio 43017-4862

If by Hand Delivery or Overnight Mail:

The Garden City Group, Inc.

Attn: Advanta Corp.

5151 Blazer Parkway, Suite A

Dublin, OH 43017

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH THIS BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PROPOSED PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THIS BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' SOLICITATION AGENT, THE GARDEN CITY GROUP, INC., AT (866) 697-5647. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT. PLEASE ALSO NOTE THAT THE SOLICITATION AGENT IS NOT PERMITTED TO GIVE LEGAL ADVICE.

PLEASE COMPLETE THE FOLLOWING:

Item 1. Amount of Subordinated Claims. The undersigned hereby certifies that it holds Subordinated Claims against the Debtor referenced below in the amount set forth below.

Debtor: _____
Amount of Subordinated Claims: \$_____

Item 2. Vote on the Proposed Plan. The undersigned holder of the Subordinated Claims identified in Item 1 hereby votes to:

Check One Box Only

- Accept** the Proposed Plan
- Reject** the Proposed Plan

Item 3. Acknowledgements and Certification. By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with a copy of the Disclosure Statement and the Proposed Plan, including all exhibits thereto, as well as notice of the hearing to consider confirmation of the Proposed Plan. The undersigned certifies that (i) it is the holder of the Subordinated Claims identified in Item 1 above and (ii) it has full power and authority to vote to accept or reject the Proposed Plan. The undersigned further acknowledges that the Debtors' solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Proposed Plan contained therein.

Print or Type Name of Claimant _____

Social Security No./Federal Tax I.D. No. _____

Signature _____

Name of Signatory (if different than claimant) _____

If by Authorized Agent, Title of Agent _____

Street Address _____

City, State and Zip Code _____

Telephone Number _____

Email Address _____

Date Completed _____

Please check one or both of the below boxes, if the above address is a change of address for the purpose(s) of:

- future notice mailings; **AND/OR***

- *distribution payments*

Exhibit 1-6

Equity Interest Ballot

**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

BALLOT FOR HOLDERS OF EQUITY INTERESTS IN CLASSES 7(d)-(f)

Advanta Corp. (“*Advanta*”) and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the “*Debtors*”), are soliciting votes with respect to the Debtors’ Joint Plan Under Chapter 11 of the Bankruptcy Code, dated November 2, 2010 (as it may be amended or modified, the “*Proposed Plan*”), from the holders of certain impaired claims and interests against the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Proposed Plan. If you have any questions on how to properly complete this Ballot, please call The Garden City Group, Inc. (the “*Solicitation Agent*”) at (866) 697-5647.

THIS BALLOT IS TO BE USED FOR VOTING BY HOLDERS OF EQUITY INTERESTS IN ADVANTA MORTGAGE CORP. USA, ADVANTA AUTO FINANCE, AND ADVANTA FINANCE ONLY.

In order for your vote to be counted, this Ballot must be properly completed, signed, and returned in the envelope provided. The deadline for the receipt by the Solicitation Agent of all Ballots is no later than **5:00 p.m. (prevailing Eastern Time) on _____, 2010 (the “*Voting Deadline*”)**, unless such time is extended in writing by the Debtors.

¹ The Debtors in these jointly administered chapter 11 cases are Advanta, Advanta Investment Corp., Advanta Business Services Holding Corp., Advanta Business Services Corp., Advanta Shared Services Corp., Advanta Service Corp., Advanta Advertising Inc., Advantennis Corp., Advanta Mortgage Holding Company, Advanta Auto Finance Corporation, Advanta Mortgage Corp. USA, Advanta Finance Corp., Advanta Ventures Inc., BE Corp., ideablob Corp., Advanta Credit Card Receivables Corp., Great Expectations International Inc., Great Expectations Franchise Corp., and Great Expectations Management Corp.

**VOTING INSTRUCTIONS FOR COMPLETING THE
BALLOT FOR HOLDERS OF EQUITY INTERESTS IN CLASSES 7(d)-(f)**

1. This Ballot is submitted to you to solicit your vote to accept or reject the Proposed Plan. **PLEASE READ THE PROPOSED PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**
2. The Proposed Plan will be accepted by each of the Classes 7(d)-(f) if it is accepted by the holders of two-thirds in amount of the Equity Interests in such Class voting on the Proposed Plan. In the event that any of Classes 7(d)-(f) reject the Proposed Plan, the Bankruptcy Court may nevertheless confirm the Proposed Plan and thereby make it binding on holders of Equity Interests in such Class if the Bankruptcy Court finds that the Proposed Plan does not unfairly discriminate against, and accords fair and equitable treatment to, the holders of Equity Interests in such Class and all other Classes of Claims and Equity Interests rejecting the Proposed Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Proposed Plan is confirmed by the Bankruptcy Court, all holders of Claims against and Equity Interests in the Debtors (including those holders who abstain from voting on or reject the Proposed Plan, and those holders who are not entitled to vote on the Proposed Plan) will be bound by the confirmed Proposed Plan and the transactions contemplated thereby.
3. In order for your vote to be counted, this Ballot must be properly completed, signed, and returned in the envelope provided. The deadline for the receipt by the Solicitation Agent of all Ballots is no later than **5:00 p.m. (prevailing Eastern Time) on _____, 2010, (the “Voting Deadline”)**, unless such time is extended in writing by the Debtors.

Ballots will not be accepted by telecopy, facsimile, or other electronic means of transmission.

4. To properly complete this Ballot, you must follow the procedures described below:
 - a. make sure that the information contained in Item 1 is correct;
 - b. cast a vote to accept or reject the Proposed Plan by checking the appropriate box in Item 2;
 - c. if you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing. You may be requested to provide satisfactory evidence of your authority to so act (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);
 - d. if you also hold other claims or interests in classes entitled to vote, you should receive a different Ballot for each such claim or interest. Your vote will be counted in determining acceptance or rejection of the Proposed Plan by a particular class only if you complete, sign and return the Ballot labeled for that class in accordance with the instructions on that Ballot;
 - e. if you believe that you have received the wrong Ballot, please contact the Solicitation Agent immediately;
 - f. provide your name and mailing address;

- g. sign and date your Ballot; and
- h. return your Ballot (with an original signature) using the enclosed pre-addressed return envelope or by hand delivery or overnight courier to the Solicitation Agent at the following address:

If by US Mail:

The Garden City Group, Inc.

Attn: Advanta Corp.

P.O. Box 9562

Dublin, Ohio 43017-4862

If by Hand Delivery or Overnight Mail:

The Garden City Group, Inc.

Attn: Advanta Corp.

5151 Blazer Parkway, Suite A

Dublin, OH 43017

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH THIS BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PROPOSED PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THIS BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' SOLICITATION AGENT, THE GARDEN CITY GROUP, INC., AT (866) 697-5647. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT. PLEASE ALSO NOTE THAT THE SOLICITATION AGENT IS NOT PERMITTED TO GIVE LEGAL ADVICE.

PLEASE COMPLETE THE FOLLOWING:

Item 1. Number of Equity Interests. The undersigned hereby certifies that it holds Equity Interests against the Debtor referenced below in the amount set forth below.

Debtor: _____
Number of Shares: _____

Item 2. Vote on the Proposed Plan. The undersigned holder of the Equity Interests identified in Item 1 hereby votes to:

Check One Box Only

- Accept** the Proposed Plan
 Reject the Proposed Plan

Item 3. Acknowledgements and Certification. By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with a copy of the Disclosure Statement and the Proposed Plan, including all exhibits thereto, as well as notice of the hearing to consider confirmation of the Proposed Plan. The undersigned certifies that (i) it is the holder of the Equity Interests identified in Item 1 above and (ii) it has full power and authority to vote to accept or reject the Proposed Plan. The undersigned further acknowledges that the Debtors' solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Proposed Plan contained therein.

Print or Type Name of Claimant _____
Social Security No./Federal Tax I.D. No. _____
Signature _____
Name of Signatory (if different than claimant) _____
If by Authorized Agent, Title of Agent _____
Street Address _____

City, State and Zip Code _____
Telephone Number _____
Email Address _____
Date Completed _____

Exhibit 2-1

Notice of Non-Voting Status to Unimpaired Classes

**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	

NOTICE OF NON-VOTING STATUS TO UNIMPAIRED CLASSES²

PLEASE TAKE NOTICE THAT on the United States Bankruptcy Court for the District of Delaware (the “*Bankruptcy Court*”) entered an order, dated _____, 2010 (the “*Disclosure Statement Order*”), approving the *Disclosure Statement for the Debtors’ Joint Plan Under Chapter 11 of the Bankruptcy Code*, dated November 2, 2010 (the “*Disclosure Statement*”) filed by Advanta Corp. (“*Advanta*”) and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the “*Debtors*”).

The Disclosure Statement Order authorizes the Debtors to solicit votes to accept or reject the *Debtors’ Joint Plan Under Chapter 11 of the Bankruptcy Code*, dated November 2, 2010 (as it may be modified or amended, the “*Proposed Plan*”), a copy of which is annexed as *Exhibit A* to the Disclosure Statement.

UNDER THE TERMS OF THE PROPOSED PLAN, YOUR CLAIMS AGAINST OR EQUITY INTERESTS IN THE DEBTORS ARE NOT IMPAIRED AND THEREFORE, PURSUANT TO SECTION 1126(f) OF TITLE 11 OF THE UNITED STATES CODE, YOU ARE (I) DEEMED TO HAVE ACCEPTED THE PROPOSED PLAN AND (II) ARE NOT ENTITLED TO VOTE ON THE PROPOSED PLAN. IF YOU HAVE ANY QUESTIONS ABOUT THE STATUS OF YOUR CLAIMS OR EQUITY INTERESTS, OR YOU WANT TO REQUEST A COPY OF THE PROPOSED PLAN AND DISCLOSURE STATEMENT, YOU SHOULD CONTACT THE DEBTORS’ SOLICITATION AGENT, THE GARDEN CITY GROUP, INC. (ATTN: ADVANTA

¹ The Debtors in these jointly administered chapter 11 cases are Advanta, Advanta Investment Corp., Advanta Business Services Holding Corp., Advanta Business Services Corp., Advanta Shared Services Corp., Advanta Service Corp., Advanta Advertising Inc., Advantennis Corp., Advanta Mortgage Holding Company, Advanta Auto Finance Corporation, Advanta Mortgage Corp. USA, Advanta Finance Corp., Advanta Ventures Inc., BE Corp., ideablob Corp., Advanta Credit Card Receivables Corp., Great Expectations International Inc., Great Expectations Franchise Corp., and Great Expectations Management Corp.

² Unimpaired Classes include the following: Classes 1(a)-(f) (Other Priority Claims against the Consolidated Debtors, Advantennis, AMCUSA, Advanta Auto Finance, ASSC, and Advanta Finance, respectively), Classes 2(a)-(f) (Secured Claims against the Consolidated Debtors, Advantennis, AMCUSA, Advanta Auto Finance, ASSC, and Advanta Finance, respectively), and Class 7(g) (Equity Interests in ASC) under the Proposed Plan.

CORP.), P.O. BOX 9562, DUBLIN, OHIO 43017-4862 OR BY CALLING (866) 697-5647. PLEASE NOTE THAT THE SOLICITATION AGENT IS NOT PERMITTED TO GIVE LEGAL ADVICE.

Dated: _____, 2010
Wilmington, Delaware

Exhibit 2-2

Notice of Non-Voting Status to Impaired Classes

**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

NOTICE OF NON-VOTING STATUS TO IMPAIRED CLASSES²

PLEASE TAKE NOTICE THAT on the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”) entered an order, dated _____, 2010 (the “**Disclosure Statement Order**”), approving the *Disclosure Statement for the Debtors’ Joint Plan Under Chapter 11 of the Bankruptcy Code*, dated November 2, 2010 (the “**Disclosure Statement**”) filed by Advanta Corp. (“**Advanta**”) and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the “**Debtors**”).

The Disclosure Statement Order authorizes the Debtors to solicit votes to accept or reject the *Debtors’ Joint Plan Under Chapter 11 of the Bankruptcy Code*, dated November 2, 2010 (as it may be modified or amended, the “**Proposed Plan**”), a copy of which is annexed as **Exhibit A** to the Disclosure Statement.

UNDER THE TERMS OF THE PROPOSED PLAN, YOU WILL NOT RECEIVE OR RETAIN ANY DISTRIBUTION OR PROPERTY UNDER THE PLAN ON ACCOUNT OF YOUR EQUITY INTERESTS IN THE DEBTORS AND THEREFORE, PURSUANT TO SECTION 1126(g) OF TITLE 11 OF THE UNITED STATES CODE, YOU ARE (I) DEEMED TO HAVE REJECTED THE PROPOSED PLAN AND (II) ARE NOT ENTITLED TO VOTE ON THE PROPOSED PLAN. IF YOU HAVE ANY QUESTIONS ABOUT THE STATUS OF YOUR EQUITY INTERESTS, OR YOU WANT TO REQUEST A COPY OF THE PROPOSED PLAN AND DISCLOSURE STATEMENT, YOU SHOULD CONTACT THE DEBTORS’ SOLICITATION AGENT, THE GARDEN CITY GROUP, INC. (ATTN: ADVANTA CORP.), P.O. BOX 9562,

¹ The Debtors in these jointly administered chapter 11 cases are Advanta, Advanta Investment Corp., Advanta Business Services Holding Corp., Advanta Business Services Corp., Advanta Shared Services Corp., Advanta Service Corp., Advanta Advertising Inc., Advantennis Corp., Advanta Mortgage Holding Company, Advanta Auto Finance Corporation, Advanta Mortgage Corp. USA, Advanta Finance Corp., Advanta Ventures Inc., BE Corp., ideablob Corp., Advanta Credit Card Receivables Corp., Great Expectations International Inc., Great Expectations Franchise Corp., and Great Expectations Management Corp.

² Impaired Classes include Classes 7(a)-(c) (Equity Interests in Consolidated Debtors, Advantennis, and ASSC, respectively) under the Proposed Plan.

DUBLIN, OHIO 43017-4862 OR BY CALLING (866) 697-5647. PLEASE NOTE THAT THE SOLICITATION AGENT IS NOT PERMITTED TO GIVE LEGAL ADVICE.

Dated: _____, 2010
Wilmington, Delaware

Exhibit 3

Notice of the Confirmation Hearing

**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: _____, 2010 at _:_.m.
	:	Obj. Deadline: _____, 2010 at _:_.m.
	X	

**NOTICE OF (I) APPROVAL OF THE
PROPOSED DISCLOSURE STATEMENT, (II) ESTABLISHMENT OF
SOLICITATION AND VOTING PROCEDURES, (III) SCHEDULING A
CONFIRMATION HEARING, AND (IV) ESTABLISHMENT OF NOTICE AND
OBJECTION PROCEDURES FOR CONFIRMATION OF THE PROPOSED PLAN**

TO ALL PARTIES IN INTEREST IN ADVANTA CORP. (“ADVANTA”) AND ITS AFFILIATED DEBTORS IN THE ABOVE-REFERENCED CHAPTER 11 CASES (COLLECTIVELY, THE “DEBTORS”), PLEASE TAKE NOTICE THAT:

Approval of Disclosure Statement. By order, dated _____, 2010 (the “*Disclosure Statement Order*”), the United States Bankruptcy Court for the District of Delaware (the “*Bankruptcy Court*”) approved the Debtors’ disclosure statement (the “*Disclosure Statement*”) for the *Debtors’ Joint Plan Under Chapter 11 of the Bankruptcy Code*, dated November 2, 2010 (the “*Proposed Plan*”) pursuant to chapter 11 of title 11 of the United States Code (the “*Bankruptcy Code*”). The Disclosure Statement Order authorizes the Debtors to solicit votes to accept or reject the Debtors’ Proposed Plan.

Confirmation Hearing. The Bankruptcy Court shall hold a hearing (the “*Confirmation Hearing*”) to consider the confirmation of the Proposed Plan on _____, **2010 at __:00 .m. (prevailing Eastern Time)**, before The Honorable Kevin J. Carey, United States Bankruptcy Judge, in Room 5 of the Bankruptcy Court, 824 North Market Street, 5th Floor, Wilmington, Delaware 19801. The Confirmation Hearing may be continued from time to time without further notice other than the announcement by the Debtors in open court of the adjourned date(s) at the Confirmation Hearing or any continued hearing or as indicated in any notice of agenda of matters scheduled for hearing filed with the Bankruptcy Court. The Debtors

¹ The Debtors in these jointly administered chapter 11 cases are Advanta, Advanta Investment Corp., Advanta Business Services Holding Corp., Advanta Business Services Corp., Advanta Shared Services Corp., Advanta Service Corp., Advanta Advertising Inc., Advantennis Corp., Advanta Mortgage Holding Company, Advanta Auto Finance Corporation, Advanta Mortgage Corp. USA, Advanta Finance Corp., Advanta Ventures Inc., BE Corp., ideablob Corp., Advanta Credit Card Receivables Corp., Great Expectations International Inc., Great Expectations Franchise Corp., and Great Expectations Management Corp.

may modify the Proposed Plan, if necessary, prior to, during, or as a result of the Confirmation Hearing in accordance with the terms of the Proposed Plan without further notice.

Voting Procedures. Certain holders of impaired claims against or equity interests in the Debtors’ estates as of **December 16, 2010** (the “**Record Date**”) are entitled to vote. If you hold such a claim or equity interest, you will receive a solicitation package which shall include a copy of (i) the Disclosure Statement Order, (ii) this Notice, (iii) a CD-ROM containing the Disclosure Statement, attached to which is the Proposed Plan, and (iv) one or more ballots. Please review the ballot(s) and the attached instructions for how to vote on the Proposed Plan. Failure to follow the voting instructions may disqualify your vote.

Voting Deadline. The deadline to vote on the Proposed Plan is _____, **2010 at 5:00 p.m. (prevailing Eastern Time)** (the “**Voting Deadline**”). The Debtors’ solicitation agent, The Garden City Group, Inc., must **receive** your ballot by the Voting Deadline, otherwise your vote will not be counted.

Parties in Interest Not Entitled to Vote. Holders of unimpaired and certain impaired claims against or equity interests in the Debtors’ estates are not entitled to vote. If you hold such a claim or equity interest, you will receive a notice of your non-voting status.

Objections to Confirmation. Objections or responses to confirmation of the Proposed Plan, if any, must (i) be in writing; (ii) conform to the Federal Rules of Bankruptcy Procedure and the Local Rules for the United States Bankruptcy Court for the District of Delaware; (iii) set forth the name of the objecting party, the nature and amount of claims or equity interests held or asserted by the objecting party against the Debtors’ estates or property and (iv) provide the basis for the objection and the specific grounds therefore.

All objections and responses to the confirmation of the Proposed Plan must be filed with the Bankruptcy Court, together with proof of service, and served, so as to be received no later than _____, **2010 at 5:00 p.m. (prevailing Eastern Time)**, upon:

<p>Debtors</p> <p>Advanta Corp. Plymouth Corporate Center 625 W. Ridge Pike Building E, Suite 100 Conshohocken, Pennsylvania 19428 Attn: Jay A. Dubow</p>	<p>Counsel to the Debtors</p> <p>Weil, Gotshal & Manges LLP, 767 Fifth Avenue New York, New York 10153 Attn: Robert J. Lemons Victoria Vron</p>
<p>Office of the U.S. Trustee</p> <p>The Office of the United States Trustee 844 King Street Suite 2207 Wilmington, Delaware 19801 Attn: David M. Klauder</p>	<p>Counsel to the Statutory Committee of Unsecured Creditors</p> <p>Latham & Watkins LLP 885 Third Avenue New York, NY 10022-4834 Attn: Roger G. Schwartz Adam J. Goldberg</p>

Pursuant to Bankruptcy Rule 3020(b), if no objection to confirmation of the Proposed Plan is timely filed, the Bankruptcy Court may determine that the Proposed Plan has been proposed in good faith and not by any means forbidden by law without receiving evidence on such issues.

Additional Information. For more information about the solicitation procedures, please contact The Garden City Group, Inc., the Debtors' solicitation agent, at (866) 697-5647. To obtain a copy of the Disclosure Statement Order, the Disclosure Statement, the Proposed Plan, or any related documents, please contact The Garden City Group, Inc. or visit the Debtors' website at www.advantareorg.com. **Please note that the Solicitation Agent is not permitted to give legal advice.**

The Proposed Plan contains an injunction which prevents, among other things, any holder of any claim or equity interest or any other party in interest in the Debtors' chapter 11 cases from directly or indirectly commencing or continuing, in any manner, any action or other proceeding of any kind against the Debtors, enforcing judgments related to such claims or interests, asserting rights of setoff, recoupment or subrogation, or interfering in any way with the Proposed Plan.

Dated: [●], 2010
Wilmington, Delaware

Mark D. Collins (No. 2981)
Paul N. Heath (No. 3704)
Chun I. Jang (No. 4790)
Zachary I. Shapiro (No. 5103)
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- and -

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ATTORNEYS FOR
DEBTORS AND DEBTORS IN
POSSESSION

Exhibit B

Notice of the Disclosure Statement Hearing

**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)
:
: **Hearing Date: December 16, 2010 at 3:30 p.m.**
-----X **Objection Deadline: December 7, 2010 at 5:00 p.m.**

**NOTICE OF HEARING TO CONSIDER APPROVAL OF
DISCLOSURE STATEMENT WITH RESPECT TO DEBTORS' JOINT
PLAN UNDER CHAPTER 11 OF THE BANKRUPTCY CODE
AND APPROVAL OF SOLICITATION PROCEDURES**

**TO ALL PARTIES IN INTEREST IN ADVANTA CORP. (“ADVANTA”) AND ITS AFFILIATED DEBTORS
IN THE ABOVE-REFERENCED CHAPTER 11 CASES (COLLECTIVELY, THE “DEBTORS”), PLEASE
TAKE NOTICE THAT:**

Filing of the Proposed Disclosure Statement. On November 2, 2010, the Debtors filed (i) the *Debtors’ Joint Plan Under Chapter 11 of the Bankruptcy Code*, dated November 2, 2010 (the “**Proposed Plan**”), (ii) the proposed *Disclosure Statement for the Debtors’ Joint Plan Under Chapter 11 of the Bankruptcy Code*, dated November 2, 2010 (the “**Proposed Disclosure Statement**”); and (iii) a Motion for an Order (I) Approving the Proposed Disclosure Statement, (II) Approving Notice and Objection Procedures for the Disclosure Statement Hearing, (III) Establishing Solicitation and Voting Procedures, (IV) Scheduling a Confirmation Hearing, and (V) Establishing Notice and Objection Procedures for Confirmation of the Proposed Plan (the “**Motion**”).

Disclosure Statement Hearing. A hearing to consider approval of the Motion and the Proposed Disclosure Statement is scheduled on **December 16, 2010 at 3:30 p.m. (prevailing Eastern Time)** (the “**Disclosure Statement Hearing**”) before The Honorable Kevin J. Carey, United States Bankruptcy Judge, in Room 5 of the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”), 824 North Market Street, 5th Floor, Wilmington, Delaware 19801. The Disclosure Statement Hearing may be continued from time to time without further notice other than the announcement by the Debtors in open court of the

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adjourned date(s) at the Disclosure Statement Hearing or any continued hearing or as indicated in any notice of agenda of matters scheduled for hearing filed with the Bankruptcy Court. The Debtors may modify the Proposed Disclosure Statement, if necessary, prior to, during, or as a result of the Disclosure Statement Hearing without further notice.

Notice of the Motion. Copies of the Motion will be provided only to the parties who have filed a notice of appearance and request for service in these cases. A copy of this Notice, however, is being sent to all creditors and equity holders of any of the Debtors and all other parties in interest, whether or not such parties filed a notice of appearance and request for service in these cases. If you would like a copy of the Motion, please contact The Garden City Group, Inc. at (866) 697-5647. Interested parties may also review the Motion free of charge at www.advantareorg.com.

Objections to the Motion and/or the Proposed Disclosure Statement.

Objections or responses to approval of the Proposed Disclosure Statement or any other relief requested in the Motion, if any, must (i) be in writing; (ii) conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of Bankruptcy Practice and Procedure of the Bankruptcy Court; (iii) set forth the name of the objecting party, the nature and amount of claims or equity interests held or asserted by the objecting party against the Debtors' estates or property, and (iv) provide the basis for the objection and the specific grounds therefor.

All objections and responses to approval of the Proposed Disclosure Statement or any other relief requested in the Motion must be filed, together with proof of service, with the Bankruptcy Court and be served, so as to be received no later than **December 7, 2010 at 5:00 p.m. (prevailing Eastern Time)**, upon:

<p>Debtors</p> <p>Advanta Corp. Plymouth Corporate Center 625 W. Ridge Pike Building E, Suite 100 Conshohocken, Pennsylvania 19428 Attn: Jay A. Dubow</p>	<p>Counsel to the Debtors</p> <p>Weil, Gotshal & Manges LLP, 767 Fifth Avenue New York, New York 10153 Attn: Robert J. Lemons Victoria Vron</p>
<p>Office of the U.S. Trustee</p> <p>The Office of the United States Trustee 844 King Street Suite 2207 Wilmington, Delaware 19801 Attn: David M. Klauder</p>	<p>Counsel to the Statutory Committee of Unsecured Creditors</p> <p>Latham & Watkins LLP 885 Third Avenue New York, NY 10022-4834 Attn: Roger G. Schwartz Adam J. Goldberg</p>

IF AN OBJECTION TO THE MOTION OR THE PROPOSED DISCLOSURE STATEMENT IS NOT FILED AND SERVED AS PRESCRIBED HEREIN, THE OBJECTING PARTY MAY BE BARRED FROM OBJECTING TO THE MOTION OR THE PROPOSED DISCLOSURE STATEMENT OR TO THE ADEQUACY THEREOF AND MAY NOT BE HEARD AT THE DISCLOSURE STATEMENT HEARING.

Additional Information. For more information about this notice or to obtain a copy of the Proposed Disclosure Statement, please contact The Garden City Group, Inc., the Debtors' solicitation agent, at (866) 697-5647.

Dated: November 2, 2010
Wilmington, Delaware

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Paul N. Heath (No. 3704)
Chun I. Jang (No. 4790)
Zachary I. Shapiro (No. 5103)
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