

**IN THE 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 **Re: Docket No. 902**

**CERTIFICATION OF COUNSEL REGARDING ORDER AUTHORIZING
EXERCISE OF OWNERSHIP RIGHTS OVER CERTAIN INSURANCE POLICIES**

The undersigned certifies as follows:

1. On November 3, 2010, Advanta Corp., and its affiliated debtors and debtors in possession in the above-referenced chapter 11 cases (collectively, the “*Debtors*”) filed the *Motion for Authority to Exercise Ownership Rights Over Certain Insurance Policies* [Docket No. 902] (the “*Motion*”) with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801 (the “*Bankruptcy Court*”). By the Motion, the Debtors are seeking entry of an order, pursuant to sections 105(a) and 363 of title 11 of the Bankruptcy Code,² authorizing, (i) Advanta, in its sole discretion, to exercise ownership rights over the Policies, and (ii) PacLife to remit any proceeds of the Policies to the Trust.

2. The undersigned further certifies that he has reviewed the Bankruptcy Court’s docket in the above-referenced chapter 11 cases and no answer, objection or other responsive

¹ The Debtors in these 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), Great Expectations International Inc. (0440), Great Expectations Franchise Corp. (3326), Great Expectations Management Corp. (3328), Advanta Ventures Inc. (5127), BE Corp. (8960), ideablob Corp. (0726), and Advanta Credit Card Receivables Corp. (7955).

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

pleading to the Motion appears thereon. Pursuant to the *Notice of Motion and Hearing*, filed and served contemporaneously with the Motion, responses or objections to the Motion were to be filed and served no later than 4:00 p.m. (Eastern Standard Time) on November 17, 2010 and a hearing to consider the Motion was scheduled for November 24, 2010 at 10:00 a.m. (Eastern Standard Time).

3. The Debtors received certain informal comments (the “*Comments*”) to the Motion from PacLife and the Official Committee of Unsecured Creditors (the “*Committee*”). Other than the Comments, the undersigned further certifies that neither he nor the Debtors have received further comments, objections or informal responses to the Motion. Attached hereto as *Exhibit A* is a revised form of order resolving the Comments (the “*Revised Order*”).

4. The Revised Order has been circulated to and is acceptable to PacLife and the Committee. For the convenience of the Bankruptcy Court and all parties in interest, a blackline of the Revised Order against the proposed form of order filed with the Motion is attached hereto as *Exhibit B*.

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

Dated: November 19, 2010
Wilmington, Delaware

/s/ Zachary I. Shapiro

Mark D. Collins (No. 2981)
Paul N. Heath (No. 3704)
Chun I. Jang (No. 4790)
Zachary I. Shapiro (No. 5103)
RICHARDS, LAYTON & FINGER, P.A.
One Rodney Square
920 North King Street
Wilmington, Delaware 19801
Telephone: (302) 651-7700
Facsimile: (302) 651-7701

- and -

WEIL, GOTSHAL & MANGES LLP
Marcia L. Goldstein
Robert J. Lemons
767 Fifth Avenue
New York, NY 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

ATTORNEYS FOR
DEBTORS AND DEBTORS IN
POSSESSION

EXHIBIT A

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

-----X
:
In re : Chapter 11
:
ADVANTA CORP., *et al.*, : Case No. 09-13931 (KJC)
:
Debtors.¹ : (Jointly Administered)
:
-----X **Re: Docket No. 902**

**ORDER AUTHORIZING EXERCISE
OF OWNERSHIP RIGHTS OVER CERTAIN INSURANCE POLICIES**

Upon the motion, dated November 3, 2010 (the “*Motion*”), of Advanta Corp. (“*Advanta*”), as debtor and debtor in possession, for entry of an order, pursuant to sections 105(a) and 363 of title 11 of the United States Code (the “*Bankruptcy Code*”),² authorizing, (i) Advanta, in its sole discretion, to exercise ownership rights over the Policies listed on *Exhibit I* attached hereto, and (ii) PacLife to remit any proceeds of the Policies to the Trust; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to the Notice Parties; and the relief requested in the Motion being in the best interests of Advanta,

¹ The Debtors in these jointly administered chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are Advanta Corp. (2070), Advanta Investment Corp. (5627), Advanta Business Services Holding Corp. (4047), Advanta Business Services Corp. (3786), Advanta Shared Services Corp. (7074), Advanta Service Corp. (5625), Advanta Advertising Inc. (0186), Advantennis Corp. (2355), Advanta Mortgage Holding Company (5221), Advanta Auto Finance Corporation (6077), Advanta Mortgage Corp. USA (2654), Advanta Finance Corp. (8991), Advanta Ventures Inc. (5127), BE Corp. (8960), ideablob Corp. (0726), Advanta Credit Card Receivables Corp. (7955), Great Expectations International Inc. (0440), Great Expectations Franchise Corp. (3326), and Great Expectations Management Corp. (3328).

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

its estate and its creditors; and the Court having reviewed the Motion; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and the Court having further determined that the Policies listed on *Exhibit I* hereto are the property of Advanta's estate, and constitute, according to PacLife's records, the Policies owned by the Trust; and upon all of the proceedings had before the Court, and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is GRANTED; and it is further

ORDERED that Advanta is authorized, but not directed, to exercise any and all ownership rights under the Policies issued by PacLife and listed on *Exhibit I* including, without limitation, instructing the Trustee to surrender the Policies; and it is further

ORDERED that Advanta is authorized to provide PacLife and the Trustee any and all documentation necessary to effectuate the exercise of such rights under the Policies; and it is further

ORDERED that, if directed by Advanta and/or the Trustee (as applicable), PacLife shall, within a commercially reasonable amount of time, and in accordance with the terms of each applicable Policy, surrender the Policies and transfer any and all amounts constituting the Cash Surrender Value of the Policies to the Trust; and it is further

ORDERED that, in the event that the insured under the Policies passes away prior to Advanta's or the Trustee's notice to surrender the Policies being delivered to PacLife, PacLife shall convey the death benefit under the applicable Policy to the Trust instead of the Cash Surrender Value; and it is further

ORDERED that, in the event that PacLife has surrendered the Cash Surrender Value to the Trust with respect to the insured, and the parties subsequently determine that the

insured died prior to the surrender of the relevant Policy, PacLife shall pay to the Trust the difference between the Cash Surrender Value and the applicable death benefit under such Policy in accordance with the terms of the applicable Policy; and it is further

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

Dated: November _____, 2010
Wilmington, Delaware

THE HONORABLE KEVIN J. CAREY
CHIEF UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Schedule of Policies

Date	Policy	Policy No.	Maturity Date
January 1, 1993	Whole Life – VI	0122635230	January 1, 2043
January 1, 1993	Whole Life - VI	0122645180	January 1, 2043
January 1, 1994	Whole Life – VI	0122777590	January 1, 2043

EXHIBIT B

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

-----X
:
In re : Chapter 11
:
ADVANTA CORP., *et al.*, : Case No. 09-13931 (KJC)
:
Debtors.¹ : (Jointly Administered)
:
-----X **Re: Docket No. 902**

**ORDER AUTHORIZING EXERCISE
OF OWNERSHIP RIGHTS OVER CERTAIN INSURANCE POLICIES**

Upon the motion, dated November 3, 2010 (the “*Motion*”), of Advanta Corp. (“*Advanta*”), as debtor and debtor in possession, for entry of an order, pursuant to sections 105(a) and 363 of title 11 of the United States Code (the “*Bankruptcy Code*”),² authorizing, (i) Advanta, in its sole discretion, to exercise ownership rights over the Policies listed on *Exhibit I* attached hereto, and (ii) PacLife to remit any proceeds of the Policies to the Trust; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to the Notice Parties; and the relief requested in the Motion being in the best interests of Advanta,

¹ The Debtors in these jointly administered chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are Advanta Corp. (2070), Advanta Investment Corp. (5627), Advanta Business Services Holding Corp. (4047), Advanta Business Services Corp. (3786), Advanta Shared Services Corp. (7074), Advanta Service Corp. (5625), Advanta Advertising Inc. (0186), Advantennis Corp. (2355), Advanta Mortgage Holding Company (5221), Advanta Auto Finance Corporation (6077), Advanta Mortgage Corp. USA (2654), Advanta Finance Corp. (8991), Advanta Ventures Inc. (5127), BE Corp. (8960), ideablob Corp. (0726), Advanta Credit Card Receivables Corp. (7955), Great Expectations International Inc. (0440), Great Expectations Franchise Corp. (3326), and Great Expectations Management Corp. (3328).

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

its estate and its creditors; and the Court having reviewed the Motion; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and the Court having further determined that the Policies listed on *Exhibit 1* hereto are the property of Advanta's estate, and constitute, according to PacLife's records, the Policies owned by the Trust; and upon all of the proceedings had before the Court, and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is GRANTED; and it is further

ORDERED that Advanta is authorized, but not directed, to exercise any and all ownership rights under the Policies issued by PacLife and listed on *Exhibit 1* including, without limitation, ~~surrendering~~ instructing the Trustee to surrender the Policies; and it is further

ORDERED that Advanta is authorized to provide PacLife and the Trustee any and all documentation necessary to effectuate the exercise of such rights under the Policies; and it is further

ORDERED that, if directed by Advanta and/or the Trustee (as applicable), PacLife shall ~~surrender the Policies~~ within a commercially reasonable amount of time, ~~terminate such Policies,~~ and in accordance with the terms ~~thereof~~ of each applicable Policy, surrender the Policies and transfer any and all amounts constituting the Cash Surrender Value of the Policies to the Trust; and it is further

ORDERED that, in the event that the insured under the Policies passes away prior to Advanta's or the Trustee's notice to surrender the Policies being delivered to PacLife, PacLife shall convey the death benefit under the applicable Policy to the Trust instead of the Cash Surrender Value; and it is further

ORDERED that, in the event that PacLife has surrendered the Cash Surrender Value to the Trust with respect to the insured, and the parties subsequently determine that the insured died prior to the surrender of the relevant Policy, PacLife shall pay to the Trust the difference between the Cash Surrender Value and the applicable death benefit under such Policy in accordance with the terms of the applicable Policy; and it is further

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

Dated: November _____, 2010
Wilmington, Delaware

THE HONORABLE KEVIN J. CAREY
CHIEF UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Schedule of Policies

Date	Policy	Policy No.	Maturity Date
January 1, 1993	Whole Life – VI	0122635230	January 1, 2043
January 1, 1993	Whole Life - VI	0122645180	January 1, 2043
January 1, 1994	Whole Life – VI	0122777590	January 1, 2043