

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

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<i>In re</i>	:	Chapter 11
ADVANTA CORP., <i>et al.</i> ,	:	Case No. 09-13931 (KJC)
Debtors. <sup>1</sup>	:	(Jointly Administered)
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		Re: Docket Nos. 895, 896, 899, 1005, 1007, 1008, 1011, 1028, 1029, 1037, 1038 & 1039

**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*

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<sup>1</sup> 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 modified December 17, 2010) (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 certain objections to the Motion having been filed (the “*Objections*”); 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 Court has reviewed and approved the Proposed Disclosure Statement filed by the Debtors (as approved, the “*Disclosure Statement*”) and has determined that it complies with Section 1125 of the Bankruptcy Code. Although the Court has also reviewed the letter of the Creditors’ Committee<sup>2</sup> to unsecured creditors, substantially in the form attached hereto as *Exhibit 5* (the “*Committee Letter*”), the Committee Letter has not been subject to the

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

Bankruptcy Code's standard for approval of a disclosure statement. While the Court has allowed inclusion of the Committee Letter in the Solicitation Packages (as defined below), it has not endorsed its contents.

**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, 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 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 Objection to Certain Claims**

N. The notice of the Debtors’ objection to certain Investment Note Claims and RediReserve Certificate Claims listed on *Schedule 12.10* of the Plan, substantially in the form annexed hereto as *Exhibit 4* (the “*Notice of Objection*”), complies with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules and provides adequate notice of such objection to affected holders. No further notice is necessary.

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

O. 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.

P. 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.

Q. 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.

R. 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.

S. 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 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.

***Parties Not Entitled to Vote***

5. A creditor or equity interest holder who holds a claim or equity interest in a Voting Class is not entitled to vote on the 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; or
- (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.

***Temporary Allowance / Disallowance of Claims and Equity Interests***

6. 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.

7. 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.

8. 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**

9. The Voting Record Date shall be set as **December 16, 2010**.

10. 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.

11. With respect to transfers of claims filed pursuant to Bankruptcy Rule 3001, but excluding any transfers of Investment Note Claims, RediReserve Certificate Claims or Subordinated Noted Claims, 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**

12. The Solicitation Packages are **APPROVED**.

13. 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; *provided, however*, that holders in Class 3 shall receive such documents in printed hard-copy form instead of CD-ROM;
- (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) the Committee Letter.

14. 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.

15. 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 Plan, including any party that has requested notice of pleadings in these chapter 11 cases pursuant to Bankruptcy Rule 2002.

16. 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.

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

18. The Debtors may send the Disclosure Statement in a CD-ROM format instead of printed hard copies (other than to holders in Class 3); *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).

19. 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**

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

21. 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*.

22. 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.

**Notice of Objection to Certain Claims**

23. The Notice of Objection is **APPROVED**.

24. The Debtors shall send the Notice of Objection in hard-copy form as part of the Solicitation Packages to all holders of Investment Note Claims and/or RediReserve Certificate Claims listed on *Schedule 12.10* of the Plan.

**Ballots**

25. The Ballots are **APPROVED**.
26. The Voting Deadline is set as **February 1, 2011 at 5:00 p.m. (Eastern Time)**.
27. 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.
28. 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***.
29. 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***.
30. 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. Subordinated Note Beneficial Ballots and the Subordinated Notes Master Ballots shall not be sent to the Indenture Trustees.

31. 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*.

32. 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**

33. 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 Plan, the Ballot shall not be counted as a vote to accept or reject the 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 Plan, the Ballot shall not be counted as a vote to accept or reject the 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 not be counted as a vote to accept or reject 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 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.
34. 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.

35. 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.

36. The Solicitation Agent shall file with the Court a certification of the voting results no later than **two (2) business days** prior to the Confirmation Hearing.

#### **The Confirmation Hearing**

37. The Confirmation Hearing shall be held at **1:00 p.m. (Eastern Time) on February 10, 2011**; *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**

38. The deadline to object or respond to confirmation of the Plan or the Debtors' objection to the Claims set forth on *Schedule 12.10* of the Plan shall be **February 1, 2011 at 5:00 p.m. (Eastern Time)** (the "*Confirmation Objection Deadline*").

39. Objections and responses, if any, to confirmation of the Plan or the Debtors' objection to the Claims set forth on *Schedule 12.10* 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.

40. 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:

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

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.

41. The Debtors are authorized to file and serve replies or an omnibus reply to any objections or responses to confirmation of the Plan or the Debtors' objection to the Claims set forth on *Schedule 12.10* of the Plan, and any affidavits in support thereof, no later than **two (2) business days** prior to the Confirmation Hearing. The Debtors shall file the proposed order confirming the Plan no later than **two (2) business days** prior to the Confirmation Hearing.

42. Objections or responses to confirmation of the Plan or the Debtors' objection to the Claims set forth on *Schedule 12.10* 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**

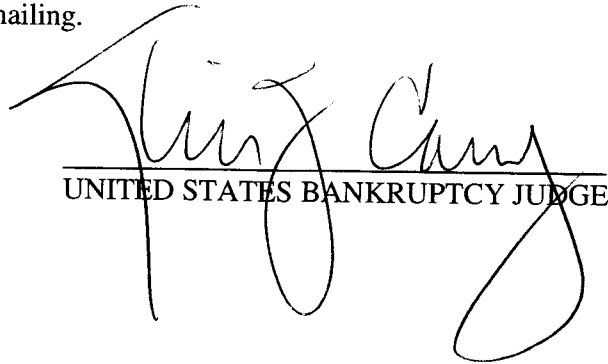
43. The notice substantially in the form annexed hereto as *Exhibit 3* (the "*Confirmation Hearing Notice*") is **APPROVED**.

44. The Debtors shall publish a notice of the Confirmation Hearing, substantially in the form of the Confirmation Hearing Notice, once not later than thirty-five (35) days before the Confirmation Objection Deadline in *The Wall Street Journal* and *The Philadelphia Inquirer*.

45. 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.

46. 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 17, 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	
<i>In re</i>	:	Chapter 11
ADVANTA CORP., <i>et al.</i> ,	:	Case No. 09-13931 (KJC)
Debtors. <sup>1</sup>	:	(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 modified December 17, 2010) (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 February 1, 2011 (the “Voting Deadline”)**, unless such time is extended in writing by the Debtors.

**Please note that the Proposed Plan enjoins any party from, among other things, pursuing their claims and interests against the Debtors and channeling all claims against the Debtors to the applicable Liquidating Trust. With certain exceptions, the Proposed Plan also exculpates certain parties, including the Debtors and their officers, directors and employees, from liability for any actions taken postpetition in connection with the Chapter 11 Cases. Please refer to Article X of the**

<sup>1</sup> 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.

**Proposed Plan for additional information.**

**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 February 1, 2011 (the "Voting Deadline")**, unless such time is extended in writing by the Debtors.

**This Ballot should not be sent to the Indenture Trustee. 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 VOTED CLASS 3 BALLOTS OTHER THAN THIS BALLOT.**

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

**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.<sup>1</sup> : (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 modified December 17, 2010) (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 February 1, 2011 (the "Voting Deadline")**, unless such time is extended in writing by the Debtors.

**Please note that the Proposed Plan enjoins any party from, among other things, pursuing their claims and interests against the Debtors and channeling all claims against the Debtors to the applicable Liquidating Trust. With certain exceptions, the Proposed Plan also exculpates certain parties, including the Debtors and their officers, directors and employees, from liability for any actions taken postpetition in connection with the Chapter 11 Cases. Please refer to Article X of the Proposed Plan for additional information.**

<sup>1</sup> 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 February 1, 2011 (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		
<i>In re</i>	:	Chapter 11
	:	
ADVANTA CORP., <i>et al.</i> ,	:	Case No. 09-13931 (KJC)
	:	
Debtors. <sup>1</sup>	:	(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 modified December 17, 2010) (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 February 1, 2011 (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.

---

<sup>1</sup> 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.

**Please note that the Proposed Plan enjoins any party from, among other things, pursuing their claims and interests against the Debtors and channeling all claims against the Debtors to the applicable Liquidating Trust. With certain exceptions, the Proposed Plan also exculpates certain parties, including the Debtors and their officers, directors and employees, from liability for any actions taken postpetition in connection with the Chapter 11 Cases. Please refer to Article X of the Proposed Plan for additional information.**

**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 February 1, 2011 (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.**

This Ballot should not be sent to the Indenture Trustees.

**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 Holder<sup>2</sup></u>	<u>Amount of Other Senior Subordinated Note Claims Voted</u>

<sup>2</sup> 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 (as modified December 17, 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	
<i>In re</i>	:	
	:	Chapter 11
ADVANTA CORP., <i>et al.</i> ,	:	
	:	Case No. 09-13931 (KJC)
Debtors. <sup>1</sup>	:	
	:	(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 modified December 17, 2010) (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.**

**Please note that the Proposed Plan enjoins any party from, among other things, pursuing their claims and interests against the Debtors and channeling all claims against the Debtors to the applicable Liquidating Trust. With certain exceptions, the Proposed Plan also exculpates certain parties, including the Debtors and their officers, directors and employees, from liability for any actions taken postpetition in connection with the Chapter 11 Cases. Please refer to Article X of the Proposed Plan for additional information.**

<sup>1</sup> 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 February 1, 2011, 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

This Master Ballot should not be sent to the Indenture Trustees. 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 33-34 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 33-34 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"/>
<b>TOTALS:</b>	\$	<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.			\$

**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 (as modified December 17, 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> ,	:	
Debtors. <sup>1</sup>	:	Case No. 09-13931 (KJC)
	:	(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 modified December 17, 2010) (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 February 1, 2011 (the “Voting Deadline”)**, unless such time is extended in writing by the Debtors.

**Please note that the Proposed Plan enjoins any party from, among other things, pursuing their claims and interests against the Debtors and channeling all claims against the Debtors to the applicable Liquidating Trust. With certain exceptions, the Proposed Plan also exculpates certain parties, including the Debtors and their officers, directors and employees, from liability for any actions taken postpetition in connection with the Chapter 11 Cases. Please refer to Article X of the Proposed Plan for additional information.**

<sup>1</sup> 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 February 1, 2011 (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	
<i>In re</i>	:	
	:	Chapter 11
ADVANTA CORP., <i>et al.</i> ,	:	
Debtors. <sup>1</sup>	:	Case No. 09-13931 (KJC)
	:	(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 modified December 17, 2010) (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 February 1, 2011 (the “Voting Deadline”)**, unless such time is extended in writing by the Debtors.

**Please note that the Proposed Plan enjoins any party from, among other things, pursuing their claims and interests against the Debtors and channeling all claims against the Debtors to the applicable Liquidating Trust. With certain exceptions, the Proposed Plan also exculpates certain parties, including the Debtors and their officers, directors and employees, from liability for any actions taken postpetition in connection with the Chapter 11 Cases. Please refer to Article X of the Proposed Plan for additional information.**

<sup>1</sup> 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 February 1, 2011, (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. <sup>1</sup>	: (Jointly Administered)
-----X	

**NOTICE OF NON-VOTING STATUS TO UNIMPAIRED CLASSES<sup>2</sup>**

PLEASE TAKE NOTICE THAT on the United States Bankruptcy Court for the District of Delaware (the "**Bankruptcy Court**") entered an order, dated December 17, 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 (as modified December 17, 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 modified December 17, 2010) (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'**

<sup>1</sup> 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.

<sup>2</sup> 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.



**SOLICITATION AGENT, THE GARDEN CITY GROUP, INC. (ATTN: ADVANTA 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	
<i>In re</i>	:	
	:	Chapter 11
ADVANTA CORP., <i>et al.</i> ,	:	
Debtors. <sup>1</sup>	:	Case No. 09-13931 (KJC)
	:	(Jointly Administered)
	X	

**NOTICE OF NON-VOTING STATUS TO IMPAIRED CLASSES<sup>2</sup>**

PLEASE TAKE NOTICE THAT on the United States Bankruptcy Court for the District of Delaware (the “*Bankruptcy Court*”) entered an order, dated December 17, 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 (as modified December 17, 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 modified December 17, 2010) (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,**

<sup>1</sup> 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.

<sup>2</sup> 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. <sup>1</sup>	:	(Jointly Administered)
	:	
	:	Hearing Date: February 10, 2011 at 1:00 p.m.
-----X	:	Obj. Deadline: February 1, 2011 at 5:00 p.m.

**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 December 17, 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 **February 10, 2011 at 1:00 p.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

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<sup>1</sup> 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 **February 1, 2011 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 **February 1, 2011 at 5:00 p.m. (prevailing Eastern Time)**, upon:

<p><b>Debtors</b></p> <p>Advanta Corp.  Plymouth Corporate Center  625 W. Ridge Pike  Building E, Suite 100  Conshohocken, Pennsylvania 19428  Attn: Jay A. Dubow</p>	<p><b>Counsel to the Debtors</b></p> <p>Weil, Gotshal &amp; Manges LLP,  767 Fifth Avenue  New York, New York 10153  Attn: Robert J. Lemons  Victoria Vron</p>
<p><b>Office of the U.S. Trustee</b></p> <p>The Office of the United States Trustee  844 King Street  Suite 2207  Wilmington, Delaware 19801  Attn: David M. Klauder</p>	<p><b>Counsel to the Statutory Committee of Unsecured Creditors</b></p> <p>Latham &amp; 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](http://www.advantareorg.com). **Please note that the Solicitation Agent is not permitted to give legal advice.**

**The Proposed Plan enjoins any party from, among other things, pursuing their claims and interests against the Debtors and channeling all claims against the Debtors to the applicable Liquidating Trust. With certain exceptions, the Proposed Plan also exculpates certain parties, including the Debtors and their officers, directors and employees, from liability for any actions taken postpetition in connection with the Chapter 11 Cases. Please refer to Article X of the Proposed Plan for additional information.**

Dated: December [●], 2010  
Wilmington, Delaware

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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 4**

**Notice of Objection to Certain Claims**

**PLEASE CAREFULLY REVIEW THIS NOTICE.  
SUBSTANTIVE RIGHTS MAY BE AFFECTED.**

**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. <sup>15</sup>	:	(Jointly Administered)
-----X	:	

**NOTICE OF OBJECTION TO CERTAIN INVESTMENT NOTE  
CLAIMS AND REDIRESERVE CERTIFICATE CLAIMS**

**TO ALL PERSON AND ENTITIES WITH CLAIMS AGAINST ADVANTA CORP. (“Advanta”) ARISING FROM OWNERSHIP OF INVESTMENT NOTES AND/OR REDIRESERVE CERTIFICATES, PLEASE TAKE NOTICE THAT:**

1. On November 8, 2009, Advanta filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code.

2. On November 2, 2010, the Debtors filed their Joint Plan Under Chapter 11 of the Bankruptcy Code (the “*Plan*”) [Docket No. 895] with the United States Bankruptcy Court for the District of Delaware (the “*Bankruptcy Court*”). Additional information about the Plan and the procedures for voting on the Plan are enclosed separately.

3. On April 24, 2010, The Bank of New York Mellon, as indenture trustee for the Investment Notes<sup>16</sup> and the RediReserve Certificates under that certain indenture dated October 23, 1995, filed a proof of claim, assigned claim number 941 (the “*BNYM Claim*”), on behalf of all holders of Investment Notes and RediReserve Certificates in the amount of \$140,622,493.80.

4. Certain holders of Investment Notes and RediReserve Certificates filed individual proofs of claims for principal and interest on account of Investment Notes and/or RediReserve Certificates that are duplicative of the BNYM Claim. Schedule 12.10 of the Plan (“*Schedule 12.10*”) lists all proofs of claim that the Debtors believe are duplicative of the BNYM Claim.

<sup>15</sup> 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).

<sup>16</sup> Capitalized terms used and not otherwise defined herein shall have the meaning ascribed to them in the Plan.

5. The Plan provides that the BNYM Claim will be allowed in the amount of \$140,622,493.80 and holders of Investment Notes and RediReserve Certificates as of the Distribution Record Date will receive distributions on account of such claims as provided in the Plan. **If you would like to confirm that your Investment Note Claim or RediReserve Certificate Claim is included in the BNYM Claim, please contact Advanta at (800) 223-7074.**

6. The Plan also provides that because the BNYM Claim is being allowed, all proofs of claims listed on Schedule 12.10 will be disallowed under the Plan because such proofs of claims are duplicative of the BNYM Claim.

7. **Please review Schedule 12.10 carefully as your proof of claim may be included on Schedule 12.10.** If your proof of claim is included in Schedule 12.10, but you disagree that it is duplicative of the BNYM Claim or otherwise object to the disallowance of your claim, you must file and serve a written response to the Plan (a "*Response*") so that it is received no later than **February 1, 2011 at 5:00 p.m. (prevailing Eastern Time)** (the "*Response Deadline*"). Every Response must be filed with the Office of the Clerk of the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, Wilmington, Delaware 19801, and served upon the following parties, so that the Response is received no later than the Response Deadline, at the following addresses:

WEIL, GOTSHAL & MANGES LLP 767 Fifth Avenue New York, NY 10153 Attn: Robert J. Lemons and Jennifer N. Ganesh	RICHARDS, LAYTON & FINGER, P.A. One Rodney Square 920 North King Street Wilmington, DE 19801 Attn: Paul N. Heath and Chun I. Jang
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8. Every Response must contain at a minimum the following information:

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

9. If your proof of claim is listed on Schedule 12.10 and you fail to file and serve a timely Response by the Response Deadline, the Debtors may present to the Court an appropriate order disallowing your claim, without further notice to you or a hearing.

10. If you file and serve a timely Response by the Response Deadline, the Court will hold a hearing on your Response on **February 10, 2011 at 1:00 p.m. (prevailing Eastern Time)**; *provided, however*, that the hearing may be adjourned or continued from time to time by the Court or the Debtors upon notice to you.

Dated: \_\_\_\_\_, 2010  
Wilmington, Delaware

---

Mark D. Collins (No. 2981)  
Paul N. Heath (No. 3704)  
Chun I. Jang (No. 4790)  
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 5**

**Committee Letter**

**OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
OF ADVANTA CORP., et al. (Case No. 09-13931 (KJC))**

December 17, 2010

TO: Unsecured Creditors of Advanta Corp. ("Advanta") and affiliated debtors (the "Debtors")

The Official Committee of Unsecured Creditors (the "Creditors' Committee")<sup>1</sup> of Advanta and the Debtors was appointed by the Office of the United States Trustee (an arm of the U.S. Department of Justice) on November 19, 2009 pursuant to federal law to represent the interests of unsecured creditors of Advanta Corp., as a debtor-in-possession, and the other debtors and debtors-in-possession, such as you. The Creditors' Committee was actively involved as the Debtors formulated their Joint Plan Under Chapter 11 of the Bankruptcy Code dated as of November 2, 2010 (as modified December 17, 2010) (the "Debtors' Plan") and has analyzed the terms of the Debtors' Plan that is enclosed in this package. Based on the Creditors' Committee involvement and analysis, the Creditors' Committee writes to inform you of its determinations and recommendations regarding the Debtors' Plan.<sup>2</sup>

**The Creditors' Committee recommends that you  
VOTE TO ACCEPT THE DEBTORS' PLAN  
on the ballot enclosed in this package.**

The Debtors' Plan, if accepted by unsecured creditors, such as you, and confirmed by the Bankruptcy Court, will govern how and what you are entitled to recover on your claims against Advanta and the other Debtors. Accordingly, the Creditors' Committee believes it is important for you to consider the effect of the Debtors' Plan on your claims against Advanta and the other

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<sup>1</sup> The Creditors' Committee consists of the following members: (i) The Bank of New York Mellon, in its capacity as Indenture Trustee for holders of the Investment Notes and RediReserve Certificates; (ii) Stonehill Capital Management LLC ("Stonehill"); (iii) DVL Incorporated; (iv) Brandywine Operating Partnership; and (v) Law Debenture Trust Company of New York, in its capacity as Indenture Trustee for the holders of Subordinated Notes. The Creditors' Committee selected Stonehill as its chair. The members of the Creditors' Committee constitute the Indenture Trustees for both the Investment Notes and RediReserve Certificates (collectively with the Investment Notes, the "Retail Notes") and the Subordinated Notes, a holder of the Retail Notes and the Subordinated Notes and holders of unsecured claims against the Debtors. Pursuant to orders entered by the Bankruptcy Court, the Creditors' Committee retained Latham & Watkins LLP and Drinker Biddle & Reath LLP as its attorneys and FTI Consulting, Inc. as its financial advisor.

<sup>2</sup> The Court has reviewed and approved the Disclosure Statement filed by the Debtors and has determined that it complies with Bankruptcy Code §1125. Although the Court has also reviewed the following Committee Letter, the Committee Letter has not been subject to the Bankruptcy Code's standard for approval of a disclosure statement. While the Court has allowed inclusion of the Committee Letter in this solicitation package, it has not endorsed its contents.

Debtors. The Creditors' Committee believes that the Debtors' Plan is in the best interests of the Debtors' creditors.

**Please be advised that all unsecured creditors should cast a vote on the Debtors' Plan even if a third party such as The Bank of New York Mellon (as the Retail Note Indenture Trustee), Law Debenture Trust Company of New York (as the 8.99% Indenture Trustee) or a predecessor-in-interest, filed a proof of claim on his, her, or its behalf. The Bank of New York Mellon (as the Retail Note Indenture Trustee) will NOT be voting on the Debtors' Plan in these bankruptcy cases on behalf of any unsecured creditor, including those holders of RediReserve Certificates or Investment Notes.**

**Voting Deadlines and Creditors' Committee Internet Updates:** The deadline to submit all votes to either accept or reject the Debtors' Plan is February 1, 2011 (the "Voting Deadline"). All unsecured creditors should consult and review the Debtors' solicitation materials contained in this package, including the Disclosure Statement, the voting ballots and instructions for casting a vote to accept or reject the Debtors' Plan, before submitting any ballot. The Debtors provided you with a ballot in connection with the Debtors' Plan. In order to have your vote counted with respect to the Debtors' Plan, you must complete and return the ballot in accordance with the procedures found within the Debtors' Plan. **Please follow the voting instructions carefully and complete your ballot in its entirety before the Voting Deadline.** Finally, from time to time until the Voting Deadline, the Creditors' Committee may provide important updates regarding these matters on its website (the "Committee Website") at <http://www.advantacommittee.com/>.

**Recommendation:** The Creditors' Committee believes that the Debtors' Plan is in the best interests of the Debtors' creditors and recommends that all unsecured creditors entitled to vote under the Debtors' Plan vote to **ACCEPT THE DEBTORS' PLAN**.

**If you have any questions concerning the Debtors' Plan or the Creditors' Committee's recommendation set forth in this letter, please contact the following:**

Adam Goldberg  
of Latham & Watkins LLP  
885 Third Avenue, Suite 1000  
New York, New York 10022  
Email: Adam.Goldberg@lw.com

Aaron Singer  
of Latham & Watkins LLP  
885 Third Avenue, Suite 1000  
New York, New York 10022  
Email: Aaron.Singer@lw.com

THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS OF ADVANTA CORP., *et al.*