

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

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In re : Chapter 11
ADVANTA CORP., *et al.*, : Case No. 09-13931 (KJC)
Debtors.¹ : (Jointly Administered)
: Re: Docket Nos. 1527, 1530, 1539 & 1541
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**ORDER GRANTING TRUSTEE’S TENTH OMNIBUS OBJECTION TO CLAIMS: (I)
NO LIABILITY CLAIMS, (II) DISPUTED AMOUNT CLAIMS,
AND (III) RECLASSIFICATION CLAIMS**

Upon the objection, dated November 16, 2012 (the “*Tenth Omnibus Objection*”), of FTI Consulting, Inc. (“*FTI*”), in its capacity as Trustee of the AC Liquidating Trust, the AMCUSA Trust, the Advanta Auto Finance Trust, and the Advanta Finance Trust (the “*Trustee*”), by and through its attorneys, Latham & Watkins LLP and Drinker Biddle & Reath LLP, hereby files this tenth substantive omnibus objection (the “*Omnibus Objection*”) to certain claims asserted against the estates of Advanta Corp. and certain of its affiliated debtors in the above-referenced chapter 11 cases (collectively, the “*Debtors*”), for entry of an order disallowing and expunging or reducing, as appropriate, the Tenth Omnibus Claims,² all as more fully set forth in the Omnibus Objection; and upon the Scruton Declaration, dated as of November 16, 2012; and this Court having jurisdiction to consider the Tenth Omnibus Objection, the Declaration of Andrew Scruton in support, and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and

¹ Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Omnibus Objection.

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

consideration of the Tenth Omnibus Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Tenth Omnibus Objection having been provided to the Notice Parties, and no other or further notice being required; and the Court having considered all responses to the Tenth Omnibus Objection, if any, and all such responses having been either overruled or withdrawn; and the Court having determined that the legal and factual bases set forth in the Tenth Omnibus Objection establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefore, it is

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

ORDERED that each Tenth Omnibus Claim listed on *Exhibits 1* attached hereto is hereby disallowed and expunged in its entirety; and it is further

ORDERED that each Tenth Omnibus Claim listed on *Exhibit 2* hereto is reduced to a claim asserted in the amount indicated in the column labeled "Modified Claim Amount;" and it is further

ORDERED that the Tenth Omnibus Claim listed on *Exhibit 3* hereto is reclassified as a general unsecured claim in the amount indicated in the column labeled "Reclassified Claim Amount;" and it is further

ORDERED that, pursuant to an agreement by the parties, the hearing of the Trustee's objection to the Tenth Omnibus Claims listed on *Exhibit 4* to this Order has been consensually adjourned to January 22, 2013 at 11:00 a.m. (ET) and the Claimants that filed the Tenth Omnibus Claims listed on *Exhibit 4* to this Order have been granted an extension through December 28, 2012 to file and serve on Trustee's counsel written responses to the Omnibus Objection; and it is further

2

ORDERED that The Garden City Group is authorized and directed to expunge the Tenth Omnibus Claims on the official claims registry pursuant to this Order and to make other changes to the official claims registry as necessary to reflect the terms of this Order; and it is further

ORDERED that each Tenth Omnibus Claims set forth on *Exhibits 1* through *3* to this Order and the objection by the Trustee to such claim, as addressed in the Tenth Omnibus Objection, constitutes a separate contested matter as contemplated by Bankruptcy Rule 9014 and Local Rule 3007-1; and it is further

ORDERED that this Order shall be deemed a separate Order with respect to each Tenth Omnibus Claims set forth on *Exhibits 1* through *3* to this Order and any stay of this Order pending appeal by any holder of a claim whose claim is subject to this Order shall only apply to the contested matter that involves such claimant and shall not act to stay the applicability and/or finality of this Order with respect to the other contested matters listed in the Omnibus Objection or this Order; and it is further

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

Dated: December 20, 2012
Wilmington, Delaware

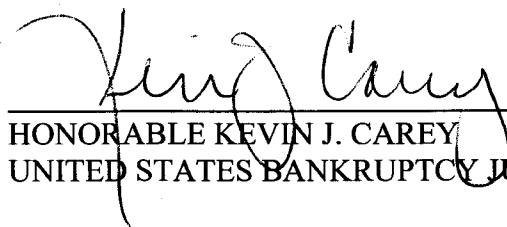

HONORABLE KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

No Liability Claims

TENTH OMNIBUS OBJECTION
Exhibit 1 – No Liability Claims

Name of Claimant		Claim Number	Filed Claim Amount	Reason for Disallowance
1.	DONCSECZ, MICHAEL W.	1648	\$5,197.00	There is no evidence supporting any liability for this claim in the Debtors' books and records. Accordingly, this claim should be disallowed and expunged.
2.	FRANCHISE TAX BOARD	191	\$5,009.88	There is no evidence supporting any liability for this claim in the Debtors' books and records. Moreover, the basis of this claim is the alleged failure by Advanta Mortgage Corp. USA to file tax returns for the years 2008 and 2009. The Debtors' books and records show that these tax returns were filed and appropriate taxes paid. Accordingly, this claim should be disallowed and expunged.
3.	FRANCHISE TAX BOARD	2015	\$1,165.32	There is no evidence supporting any liability for this claim in the Debtors' books and records. Accordingly, this claim should be disallowed and expunged.
4.	HOWARD T GLASSMAN CH 7 TTEE OF VALLEY	231	\$7,368.93	There is no evidence supporting any liability for this claim in the Debtors' books and records. Furthermore, it appears that the proper defendant in the underlying adversary proceeding should have been Advanta Bank Corp. a non-Debtor. Accordingly, this claim should be disallowed and expunged.
5.	MISSOURI DEPARTMENT OF REVENUE	752	\$5,108.92	There is no evidence supporting any liability for this claim in the Debtors' books and records. Accordingly, this claim should be disallowed and expunged.
6.	RHYNES, VINCENT E	2922	\$0.00	There is no evidence supporting any liability for this claim in the Debtors' books and records. Accordingly, this claim should be disallowed and expunged.
7.	PLAVNER, JODI T.	2248	UNDETERMINED	There is no evidence supporting any liability for this claim in the Debtors' books and records. Accordingly, this claim should be disallowed and expunged.
8.	STATE OF CALIFORNIA	2925	\$1,629.28	There is no evidence supporting any liability for this claim in the Debtors' books and records. Accordingly, this claim should be disallowed and expunged.
9.	STATE OF CALIFORNIA	2926	\$1,629.28	There is no evidence supporting any liability for this claim in the Debtors' books and records. Accordingly, this claim should be disallowed and expunged.
10.	STATE OF CALIFORNIA	2927	\$631.74	There is no evidence supporting any liability for this claim in the Debtors' books and records. Accordingly, this claim should be disallowed and expunged.

Name of Claimant		Claim Number	Filed Claim Amount	Reason for Disallowance
11.	TENNESSEE DEPARTMENT OF REVENUE	2932	\$2,836.27	There is no evidence supporting any liability for this claim in the Debtors' books and records. Accordingly, this claim should be disallowed and expunged.
12.	U S BANK NATIONAL ASSOCIATION	2129	UNDETERMINED	There is no evidence supporting any liability for this claim in the Debtors' books and records. Accordingly, this claim should be disallowed and expunged.
13.	RI DIVISION OF TAXATION	82 ¹	\$3,250.00	This claim was superseded by claim number 2938. Accordingly, there is no liability for this claim and this claim should be disallowed and expunged.
14.	RI DIVISION OF TAXATION	2935 ¹	\$1,250.00	This claim was superseded by claim number 2938. Accordingly, there is no liability for this claim and this claim should be disallowed and expunged.
	CHARTIS PROPERTY CASUALTY CO ET AL	2405	UNDETERMINED	There is no evidence supporting any liability for this claim in the Debtors' books and records. Accordingly, this claim should be disallowed and expunged.
	CHARTIS PROPERTY CASUALTY CO ET AL	2407	UNDETERMINED	There is no evidence supporting any liability for this claim in the Debtors' books and records. Accordingly, this claim should be disallowed and expunged.

¹ The Trustee understands that Claim Numbers 82 and 2935 have been satisfied and withdrawn by the RI Division of Taxation [Docket 1517], but includes the claims herein in an abundance of caution.

Exhibit 2

Disputed Amount Claims

TENTH OMNIBUS OBJECTION
Exhibit 2 – Disputed Amount Claims

Name of Claimant	Claim Number	Filed Claim Amount	Modified Claim Amount	Reason for Disallowance
1. ALLIED BARTON SECURITY SERVICES LLC	2883	\$29,474.77	\$429.48	Some invoices included in the claim are for services provided to Advanta Bank Corp., which is a non-Debtor. Beginning March 2010 those Advanta Bank Corp. locations were operated by the Federal Deposit Insurance Corporation. The claim should be reduced to the Modified Claim Amount reflected in the Debtors' books and records.
2. DUNKELBERG, WILLIAM C.	1653	\$61,200.00	\$59,160.85	This claim should be reduced to the Modified Claim Amount, which is adjusted to reflect the claimant's pre-petition vested balance.
3. WELLS FARGO BANK NA AS TRUSTEE	2923	\$9,450.12	\$8,759.75	This claim should be reduced to the Modified Claim Amount, which reflects the balance reflected in the Debtor's books and records.

Exhibit 3

Reclassification Claim

TENTH OMNIBUS OBJECTION
Exhibit 3 – Reclassification of Priority Claim
to General Unsecured Claim

Name of Claimant	Claim Number	Filed Claim Amount	Reclassified Claim Amount	Reason for Disallowance
1. NORTH CAROLINA DEPARTMENT OF REVENUE	141	Priority: \$362.42 General Unsecured: \$347.19	Priority: \$0 General Unsecured: \$709.61	There is no evidence supporting priority treatment for this claim in the Debtors' books and records. Accordingly, the portion of this claim classified by Claimant as priority should be reclassified as general unsecured and allowed in that amount.

Exhibit 4

Adjourned Matters

TENTH OMNIBUS OBJECTION
Exhibit 4 – Adjournd Matters

	Name of Claimant	Claim Number	Filed Claim Amount
1.	TENNESSEE DEPARTMENT OF REVENUE	2932	\$2,836.27