

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

ORIGINAL

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In re : Chapter 11
ADVANTA CORP., et al., : Case No. 09-13931 (KJC)
: (Joint Administration Requested)
Debtors. : Re: Docket No. 5
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**INTERIM ORDER PURSUANT TO SECTIONS 105(a), 363(b), AND 507(a) OF
THE BANKRUPTCY CODE (A) AUTHORIZING THE DEBTORS TO
(i) PAY CERTAIN EMPLOYEE COMPENSATION AND BENEFITS AND
(ii) MAINTAIN AND CONTINUE SUCH BENEFITS AND OTHER EMPLOYEE-
RELATED PROGRAMS AND (B) AUTHORIZING THE DEBTORS'
FINANCIAL INSTITUTIONS TO HONOR AND PROCESS CHECKS AND
TRANSFERS RELATED TO SUCH OBLIGATIONS**

Upon the motion, dated November 8, 2009 (the "**Motion**"), Advanta Corp.
("**Advanta**") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and
debtors in possession (collectively, the "**Debtors**"¹), pursuant to sections 105(a) and 363(b) of the
Bankruptcy Code,² (i) authorizing, but not requiring, the Debtors to (a) pay, in their sole
discretion, wages, salaries, compensation, employee benefits, bonuses and severance obligations
and (b) maintain and continue to honor their practices, programs, and policies for their

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are Advanta Corp. (2070), Advanta Investment Corp. (5627), Advanta Business Services Holding Corp. (4047), Advanta Business Services Corp. (3786), Advanta Shared Services Corp. (7074), Advanta Service Corp. (5625), Advanta Advertising Inc. (0186), Advantennis Corp. (2355), Advanta Mortgage Holding Company (5221), Advanta Auto Finance Corporation (6077), Advanta Mortgage Corp. USA (2654), Advanta Finance Corp. (8991), Great Expectations International Inc. (0440), Great Expectations Franchise Corp. (3326), and Great Expectations Management Corp. (3328). Each of the Debtors (other than the Great Expectations entities) maintains its principal corporate office at Welsh & McKean Roads, P.O. Box 844, Spring House, Pennsylvania 19477-0844. The Great Expectations entities maintain their principal corporate office at 1209 Orange Street, Wilmington, Delaware 19801.

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

employees as they were in effect on the Commencement Date, and (ii) authorizing and directing the Debtors' banks and financial institutions to honor and process checks and electronic funds transfers related to such obligations, all as more fully described in the Motion; and upon consideration of the Rosoff Declaration; and this Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the 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 Motion having been provided to the Notice Parties, and it appearing that no other or further notice need be provided; and this Court having determined that the relief sought in the Motion is in the best interests of the Debtors, their creditors, and all parties in interest; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before this Court and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that, pursuant to sections 105(a) and 363(b) of the Bankruptcy Code, the Debtors are authorized, but not required, to satisfy all prepetition Employee Obligations without further order of the Court, and in accordance with the Debtors' stated policies, including, without limitation, all obligations with respect to (i) salary, wages and commissions, (ii) garnishments, (iii) payroll taxes, (iv) reimbursement expenses, (v) health and welfare benefit plans, (vi) severance payments, (vii) retirement savings plans, and (xiii) all obligations with respect to insurance policies and coverage related to the foregoing, provided, however, that payments shall not be made on the Debtors' prepetition obligations related to Board Meeting Fees and Board Meeting Expense Reimbursements pending entry of a final order of the Court; and it is further

ORDERED that, notwithstanding anything to the contrary herein, payments made to the current and former Employees pursuant to this Order on account of Employee Obligations shall not exceed the sum of \$900,000 in the aggregate and \$10,950 to any single current or former Employee pending entry of a final order of this Court; and it is further

ORDERED that, notwithstanding anything to the contrary herein, no Severance Payments shall be made to any insider pending entry of a final order of this Court; and it is further

ORDERED that the Debtors are authorized, but not required, to continue to honor all practices, programs, and policies with respect to the Employees as such practices, programs, and policies were in effect as of the Commencement Date, including, but not limited to the Employee Obligations and Employee Benefits; and it is further

ORDERED that the Debtors are authorized, but not required, to pay costs and expenses incidental to the payment of the Employee Obligations, including all administration and processing costs and payments to third parties, in the ordinary course of business, to facilitate the administration and maintenance of the Debtors' programs and policies related to the Employee Obligations; and it is further

ORDERED that the Debtors' banks or other financial institutions are authorized to process, honor, and pay any checks drawn or electronic funds transfers requested on the Debtors' account to pay the Employee Obligations, and the costs and expenses incident thereto, whether those checks or electronic funds transfer requests were presented prior to or after the Commencement Date, *provided, however*, that such checks or electronic funds transfers are identified by the Debtors as relating directly to the authorized payment of the Employee Obligations authorized to be paid pursuant to this Order, in each case solely to the extent that there exist sufficient funds to make such payments or other transfers; *provided* that in no event

shall any such bank or other financial institution that takes any such action either (i) at the direction of the Debtors, (ii) in good faith belief that the Court has authorized such action consistent with the implementation of reasonable item handling procedures, or (iii) as a result of an innocent mistake made despite the implementation of reasonable item handling procedures, be deemed in violation of this Order or have liability in connection therewith; and it is further

ORDERED that the Debtors are authorized to issue replacement checks, resubmit electronic funds transfer requests, or otherwise make payment to any Employee on account of the Employee Obligations authorized to be paid pursuant to this Order without the need for further Court approval; and it is further

ORDERED that nothing herein constitutes (i) an admission as to the validity of any claim against the Debtors or (ii) a waiver of the Debtors' or any party in interest's rights to subsequently dispute any claim of any Employee or director under applicable nonbankruptcy law; and it is further

ORDERED that nothing contained in the Motion or in this Order (i) constitutes an assumption, adoption, or rejection of any executory contract or agreement between the Debtors and any third party or (ii) requires the Debtors to make any of the payments authorized herein; and it is further

ORDERED that nothing contained herein shall be deemed a waiver of, determination related to, or authorization to take any action under any provision set forth in section 503(c) of the Bankruptcy Code; and it is further

ORDERED that Rule 6003 of the Federal Rules of Bankruptcy Procedure has been satisfied because the relief requested in the Motion is necessary to avoid immediate and irreparable harm to the Debtors; and it is further

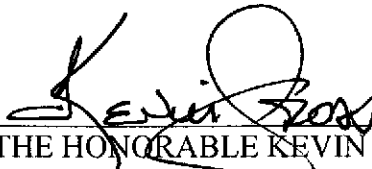
ORDERED that notwithstanding the applicability of Rule 6004(h) of the Federal Rules of Bankruptcy Procedure or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED that a final hearing with respect to the Motion, if necessary, will be held on December 4, 2009 at 11:00 a.m. (Eastern Time); and it is further

ORDERED that the Debtors shall serve this Order within three (3) business days of its entry on the parties in interest identified in Local Rule 2002-1(b), including the Notice Parties; and it is further

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

Dated: November 10, 2009
Wilmington, Delaware



THE HONORABLE KEVIN GROSS
UNITED STATES BANKRUPTCY JUDGE