

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

ORIGINAL

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<i>In re</i>	:	Chapter 11
	:	
ADVANTA CORP., <i>et al.</i> ,	:	Case No. 09-13931 (KJC)
	:	(Joint Administration Requested)
Debtors. ¹	:	
-----X	:	Re: Docket No. 8

**INTERIM ORDER PURSUANT TO SECTIONS 105(a), 345(b), AND 363(c) OF THE
BANKRUPTCY CODE (I) AUTHORIZING THE DEBTORS TO CONTINUE THEIR
EXISTING CASH MANAGEMENT SYSTEM, AND (B) MAINTAIN THEIR EXISTING
BANK ACCOUNTS AND BUSINESS FORMS, AND (II) GRANTING AN EXTENSION
OF TIME TO COMPLY WITH SECTION 345(b) OF THE BANKRUPTCY CODE**

Upon the motion (the “*Motion*”), dated November 8, 2009, Advanta Corp. (“*Advanta*”) and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the “*Debtors*”) pursuant to sections 105(a), 345(b), and 363(c)(1) of the Bankruptcy Code,² for entry of an order (i) authorizing the Debtors to (a) continue to use their existing cash management system, and (b) maintain existing bank accounts and business forms, and (ii) granting an extension of time to comply with the requirements of section 345(b) of the Bankruptcy Code, all as more fully set forth in the Motion; and upon consideration of the Rosoff Declaration; and this Court having jurisdiction to consider the

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.

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 the Debtors are authorized and empowered, pursuant to sections 105(a), 345(b), and 363(c)(1), of the Bankruptcy Code, to continue to manage their cash pursuant to the Cash Management System, and to collect, concentrate, and disburse cash in accordance with that Cash Management System, subject to the provisions of this Order; and it is further

ORDERED that, subject to the provisions of this Order, the Debtors are authorized to (i) designate, maintain, and continue to use any or all of the Bank Accounts, including, but not limited to, those bank accounts listed on Exhibit "1" annexed hereto, in the names and with the account numbers existing immediately prior to the Commencement Date, (ii) deposit funds into and withdraw funds from such accounts by all usual means, including, without limitation, checks, wire transfers, automated transfers, and other debits, and (iii) treat their prepetition Bank Accounts for all purposes as debtor in possession accounts; and it is further

ORDERED that the Debtors' time to comply with section 345(b) of the Bankruptcy Code is hereby extended for a period of sixty days from the date of this Order (the

“Extension Period”); *provided, however*, that such extension is without prejudice to the Debtors’ right to request a further extension of the Extension Period or the waiver of the requirements of section 345(b) in these cases; and it is further

ORDERED that all Banks with which the Debtors maintained Bank Accounts as of the Commencement Date are authorized and directed to continue to treat, service, and administer the Bank Accounts as accounts of the respective Debtor as a debtor in possession without interruption and in the usual and ordinary course, and to receive, process, honor and pay any and all checks, drafts, wires, or other transfers by the holders or makers thereof, as the case may be and only to the extent authorized by order of this Court, which originated (i) prepetition and were presented prepetition but not honored until after the Commencement Date; (ii) prepetition but are not presented to the Banks for payment until after the Commencement Date; and (iii) postpetition and are presented to the Banks for payment after the Commencement Date; and it is further

ORDERED that each of the Banks that maintains a disbursement account shall implement reasonable handling procedures designed to effectuate the terms of this Order, and no bank that implements such handling procedures and then honors a prepetition check or other item drawn on any Bank Account that is the subject of this Order either (i) at the direction of the Debtors to honor such prepetition check or item, (ii) in good faith belief that the Court has authorized such prepetition check or item to be honored, or (iii) as a result of an innocent mistake made despite implementation of such handling procedures, shall be deemed in violation of this Order and shall have no liability for a prepetition or other item drawn on any Bank Account that is subject to this Order; and it is further

ORDERED that the Banks are authorized to charge back against the Bank Accounts (i) any returned items drawn or presented against the Bank Accounts, regardless of whether such returned items originated prepetition or postpetition, and (ii) any overadvances, credit balances or other customary fees or expenses on Bank accounts that arise in the ordinary course of business, either prepetition or postpetition, in connection with the use and management of such Bank Accounts; *provided, however*, that none of the Banks shall be required to make transfers from or honor any draws against any of the Bank Accounts except to the extent of collected funds available in such respective Bank Accounts; and it is further

ORDERED that the Debtors are authorized to pay customary prepetition and postpetition banking and custody fees owed to any of their Banks and any such customary postpetition banking and custody fees will have administrative priority; and it is further

ORDERED that nothing contained herein shall prevent the Debtors from closing any Bank Account(s) or opening any additional bank accounts, as they may deem necessary and appropriate, and any relevant bank is authorized to honor the Debtors' requests to close or open such Bank Accounts or additional bank accounts, as the case may be; *provided, however*, that any new account shall be with a bank that is insured with the Federal Deposit Insurance Corporation and that is organized under the laws of the United States or any State therein; *provided further, however*, that contemporaneous notice of the opening or closure of any account shall be given to the U.S. Trustee and any official committee(s); and it is further

ORDERED that the Debtors are authorized to use their existing Business Forms and are not required to (i) obtain new stock reflecting their status as debtors in possession, including listing the chapter 11 case numbers under which these cases are being jointly administered, or (ii) print "debtor in possession" on any of their Business Forms or in wire

transfer instructions, provided, however, that upon depletion of the Debtors' check stock, the Debtors will obtain new check stock reflecting their status as debtors in possession; and it is further

ORDERED that the Debtors are authorized, but not directed, to continue performing their respective obligations, commitments and transactions constituting intercompany transactions with both Debtor and non-debtor affiliates in the ordinary course of the business and shall continue to maintain detailed records of time, provided, however, that absent further order of the Court, outstanding postpetition intercompany funding liabilities between the Debtors and non-debtor affiliates shall not exceed \$1.5 million in the aggregate (for the avoidance of doubt, payments of amounts from Debtors' Bank Accounts to or for the benefit of any non-debtor affiliates, including without limitation, payroll obligations of the non-debtor affiliates, are hereby authorized up to the limitation described in this sentence); and it is further

ORDERED, for Banks at which the Debtors hold accounts that are party to a Uniform Depository Agreement with the Office of the United States Trustee for the District of Delaware, within 15 days from the date of entry of this Order the Debtors shall (a) contact each Bank, (b) provide the Bank with each of the Debtors' employer identification numbers, and (c) identify each of their accounts held at such Banks as being held by a debtor in possession; and it is further

ORDERED, for Banks that are not party to a Uniform Depository Agreement with the Office of the United States Trustee for the District of Delaware, the Debtors shall use their good-faith efforts to cause the Bank to execute a Uniform Depository Agreement in a form prescribed by the Office of the United States Trustee for the District of Delaware within 45 days of the date of entry of this Order; and it is further

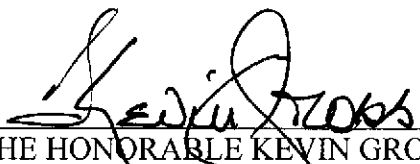
ORDERED that Bankruptcy Rule 6003(b) has been satisfied because the relief requested in the Motion is necessary to avoid immediate and irreparable harm to the Debtors; and it is further

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

ORDERED that within three (3) business days after the date of this Order, the Debtors shall serve a copy of the Motion and this order on the Banks and other parties required to be noticed under 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 and/or enforcement of this Order.

Dated: November 10, 2009
Wilmington, Delaware



THE HONORABLE KEVIN GROSS
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Bank Accounts

No.	Account Number	Account Function	Holding Institution
PRINCIPAL ACCOUNTS			
1.	1172271	Master Concentration Account	Republic First Bancorp, Inc.
2.	1172328	Accounts Payable	Republic First Bancorp, Inc.
3.	1171593	RediReserve Draft Account ¹	Republic First Bancorp, Inc.
4.	1171607	Investment Notes Account	Republic First Bancorp, Inc.
5.	1172336	Dependent care	Republic First Bancorp, Inc.
6.	1172344	ACH taxes	Republic First Bancorp, Inc.
7.	2000011057257	Payroll Account	Wachovia
8.	2000015132709	Foreign exchange wires account	Wachovia
ENTITY LEVEL ACCOUNTS			
9.	1172271	Funding Department – Accounts Payable / GTA	Republic First Bancorp, Inc.
10.	1173006	Advanta Advertising	Republic First Bancorp, Inc.
11.	1173014	Advanta Auto Finance	Republic First Bancorp, Inc.
12.	1173030	Advanta Business Services Corp.	Republic First Bancorp, Inc.
13.	1173049	Advanta Business Services Holding Corp.	Republic First Bancorp, Inc.
14.	1173405	Advanta Corp Employees Political Involvement Fund	Republic First Bancorp, Inc.

¹ In the Motion, the Debtors do not seek authority to continue to make postpetition principal or interest payments on either the RediReserve Certificates or the Investment Notes (both as defined in the Rosoff Declaration).

15.	1173332	Advanta Credit Card Receivables Corp.	Republic First Bancorp, Inc.
16.	1173065	Advanta Finance Corp.	Republic First Bancorp, Inc.
17.	1173189	Advanta Investment Corp.	Republic First Bancorp, Inc.
18.	1173200	Advanta Mortgage Corp USA	Republic First Bancorp, Inc.
19.	1173219	Advanta Mortgage Holding Corp.	Republic First Bancorp, Inc.
20.	1173227	Advanta Service Corp	Republic First Bancorp, Inc.
21.	1173235	Advanta Shared Services Corp.	Republic First Bancorp, Inc.
22.	1173391	Advanta Ventures Inc.	Republic First Bancorp, Inc.
23.	1173243	Advantennis Corp	Republic First Bancorp, Inc.
24.	1173286	BizEquity Corp	Republic First Bancorp, Inc.
25.	1173251	Ideablob Corp	Republic First Bancorp, Inc.

Investment Fund

No.	Account Number	Account Name	Account Use
1.	31394	BlackRock Temp Fund 24	Investment Account
2.	3360164719	Dreyfus Fund 288	Investment Account
3.	2571775	Federated Prime Obligation Fund #10	Investment Account