

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

IN RE: ) Chapter 11  
)  
ADVANTA, CORP., et al., ) Case No. 09-13931 (KJC)  
)  
) Courtroom 5  
) 824 Market Street  
Debtors. ) Wilmington, Delaware  
)  
) March 3, 2010  
) 10:00 a.m.

TRANSCRIPT OF PROCEEDINGS  
BEFORE THE HONORABLE KEVIN J. CAREY  
UNITED STATES BANKRUPTCY JUDGE

APPEARANCES:

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1 WILMINGTON, DELAWARE, WEDNESDAY, MARCH 3, 2010, 10:01 A.M.

2 THE CLERK: Be seated, please.

3 THE COURT: Good morning.

4 MR. HEATH: Good morning, Your Honor. Paul Heath  
5 of Richards, Layton & Finger.

6 Your Honor referring to our amended agenda, Items  
7 1, 2, and 3 have been continued, Your Honor. And I believe  
8 that you've already entered orders with respect to Items 4,  
9 5, and 6.

10 THE COURT: I have.

11 MR. HEATH: That takes us to Item No. 7, Your  
12 Honor, which is the debtors' motion for approval of  
13 assumption of certain NetJet agreements as modified, and  
14 authorization to sell fractional interest subject thereto.  
15 I did want to note for Your Honor that the debtors did file  
16 a supplemental declaration of Jay Dubow in support of the  
17 motion. And I think that Your Honor has that with the  
18 amended agenda that we had sent over.

19 THE COURT: I do. I've reviewed it and signed the  
20 order.

21 MR. HEATH: Oh, thank you, Your Honor.

22 Your Honor, the last item on the agenda then is  
23 the motion for relief from the automatic stay and I believe  
24 that counsel for the movant is in the courtroom, Your Honor.

25 THE COURT: Very well.

1           MR. BAILEY: Good morning. Your Honor, we  
2 presented this motion because we felt the facts were just a  
3 bit different then for most of the folks who had accounts  
4 with Advanta. In this case, as you may know from looking at  
5 our motion, a check was delivered to my client representing  
6 the balance in his account with Advanta quite awhile before  
7 the bankruptcy petition was actually filed. The petition  
8 was filed on the 8th as you know. He took that check to his  
9 bank, deposited it without any indication or warning that  
10 there was a problem and later learned that the check didn't  
11 clear, that it bounced.

12           Now the response is that the filing on the 8th,  
13 obligated the bank to return the check which is true of  
14 course, they were obligated. But on the 4th of November  
15 when the check was delivered to my client, Advanta knew full  
16 well what was coming on the 8th. Their -- no doubt their  
17 first day motions were prepared, senior management was  
18 aware, and yet nonetheless they issued this check to my  
19 clients and left them with a bad check fee and a notice from  
20 their bank.

21           That we think tips the scales from your average  
22 investor who is out some portion or all of their investment,  
23 depending on how the case ultimately turns out months from  
24 now. Both sides talked about competing interests. I'm not  
25 going to try to recount what the Court already knows about

1 what the test is and how the competing interest should be  
2 resolved. Our feeling was simply because of the particular  
3 facts of this case, that we had a unique situation.

4 THE COURT: Thank you. Let me hear from the  
5 debtor.

6 MS. VRON: Good morning, Your Honor. Just for the  
7 record, Victoria Vron from Weil, Gotshal & Manges on behalf  
8 of the debtors.

9 Your Honor, what we have in front of us is a  
10 motion by a general unsecured creditor seeking payment on  
11 his unsecured pre-petition claim in full ahead of all other  
12 similarly situated creditors, and in fact, I had other  
13 credits that have claims in senior in priority to the  
14 movants. The movants have showed no cause at all to have  
15 this claim paid ahead of all other creditors. The movants'  
16 only contention is that it somehow was in bad faith to issue  
17 check on November 4 before the bankruptcy filing. That was  
18 unfortunate that the movant did not cash the check in time,  
19 but having said that, the bankruptcy filing intervened. And  
20 as Your Honor knows, under the Bankruptcy Code, a pre-  
21 petition check could not be honored by the debtors or their  
22 banks.

23 Under the case law, Your Honor, in order to show  
24 cause for lifting the automatic stay in this case, there are  
25 various factors a Court would look to. The first factor is

1 prejudice to the estate. Here, the debtors' estates will be  
2 greatly prejudiced if the movants' claim is paid in full.  
3 Like the movant, there are a number of other creditors out  
4 there in a similar situation.

5 THE COURT: How many?

6 MS. VRON: There were approximately \$2 million  
7 worth of checks that were issued pre-petition that were not  
8 cashed in time and that were returned. So all of those  
9 Claimants will have pre-petition claims. In addition, there  
10 are overall about 9,000 retail noteholders who also had  
11 accounts with Advanta who are also going to be standing in  
12 line waiting for distributions on their claims. If the  
13 movants are allowed to receive any compensation on their  
14 claim right now, that will in effect -- may lead to other  
15 holders filing motions for relief from stay in this Court.

16 And in addition to the fact that it's going to be  
17 vastly expensive to defend up to 9,000 motions for relief  
18 from stay, it's going to be greatly prejudicial to the  
19 debtors other unsecured creditors who have to wait until  
20 distributions under a Chapter 11 plan. The movants have  
21 simply shown no cause in light of that hard -- kind of  
22 hardship to that stay -- to lift the stay here. We,  
23 therefore, ask that the movants' motion be denied. Thank  
24 you.

25 THE COURT: All right. Now there's not very much

1 of a factual record here so I'll, for the moment, just  
2 converse with counsel about what some of the facts are that  
3 at least aren't apparent to me from the pleadings. The  
4 check is dated November 4. Was it sent, mailed to the  
5 movant here on that day?

6 MR. BAILEY: It was --

7 THE COURT: Anybody know?

8 MR. BAILEY: It was -- one moment. It was dated  
9 that day, the 4th, and it was mailed that day and it was  
10 received a day or two later. I don't know the exact date,  
11 but prior to the 8th. And it was deposited on the 8th. I  
12 have the -- we enclosed copies of some of these documents  
13 with the petition. I have extra copies here.

14 THE COURT: But it was presented on -- to the bank  
15 on the 8th?

16 MR. BAILEY: Yes, sir. I have the back of the  
17 check here which I can hand up if it's not with your copy of  
18 our motion. And it's stamped on November 8. It doesn't  
19 indicate the time --

20 THE COURT: Yeah, no, I --

21 MR. BAILEY: -- or I can't read it.

22 THE COURT: -- have the front, but not the back of  
23 the check.

24 MR. BAILEY: I'm happy to hand that up.

25 THE COURT: All right.

1 MR. BAILEY: May I approach?

2 THE COURT: Yes. Thank you. Okay.

3 MR. BAILEY: And, Your Honor, we also have the  
4 monthly statement for November 2009 as showing that the  
5 account was closed out by a total withdraw on November the  
6 4th.

7 THE COURT: So First Federal was open on a Sunday?

8 MR. BAILEY: I don't know. I know my bank is open  
9 on Sunday. I don't know if they are, but that's -- all I  
10 know is that's what the deposit stamp shows.

11 THE COURT: Well let me ask this. With respect to  
12 the moneys owed and maybe it's disputed, I don't know, but  
13 the check was cut so I assume it's not disputed and not  
14 paid. And typically, the debtors' right, that would on the  
15 civil side simply be a general unsecured claim. Your client  
16 would file a proof of claim and that would take its course.  
17 But in the motion, you allege there's also criminal sanction  
18 to be imposed here, but offer no factual underpinning in the  
19 motion. Now you say in your argument today they knew at the  
20 time, they had to know at the time they were on the verge of  
21 filing a bankruptcy and that there were bound to be a  
22 substantial number of checks. I don't know how many they  
23 cut on that day that wouldn't make it to the bank in time,  
24 but there's no evidence of that, in terms of evidence. I  
25 could -- I guess you're asking me to infer from the

1 circumstances that that would be the case.

2 MR. BAILEY: Yes, I am because of the facts which  
3 are not refutable. We have a check that has a date on it.  
4 We have an issue in state. We have the bank's statement.  
5 We have what I showed you which is the back of the check  
6 showing when it was deposited. And we can't do discovery  
7 obviously at this point given the nature of the --

8 THE COURT: Why not?

9 MR. BAILEY: We're fairly early on in this case.  
10 It was just filed recently.

11 THE COURT: This is a contested matter. You have  
12 discovery rights under the Bankruptcy Rules.

13 MR. BAILEY: No doubt you're right.

14 THE COURT: So assuming for the moment that on the  
15 civil side your remedy is a proof of claim. What relief  
16 would you want with respect to any potential criminal  
17 exposure for what happened? And who -- what would you be  
18 doing and who would be your target defendants or who would  
19 you be asking to be the target defendant? And would you be  
20 doing -- and this was not my area of practice when I was in  
21 practice, but seeking a private complaint right type of  
22 thing.

23 MR. BAILEY: Well this is not my area either and  
24 I'm not suggesting that we really are interested in  
25 vigorously pursuing some criminal remedy over an \$8,000

1 matter. We're just not. Practically speaking, I can't  
2 conduct extensive discovery on an \$8,000 matter.

3 THE COURT: And I understand that, counsel.

4 MR. BAILEY: And we just can't do that. Now as to  
5 the criminal aspects which is what you're pointedly asking  
6 about, it seems to me that in this case one could argue that  
7 with full knowledge that the check wouldn't be honored, that  
8 the check wouldn't clear, with clear knowledge of that.  
9 They'd have to know. You can't say on November the 4th,  
10 they didn't know what was going to happen on the 8th.  
11 That's simply -- we all know how these things work. It's  
12 simply not possible. Yet nonetheless, apparently and not  
13 only was my client put in a bad position, but apparently  
14 from what I'm hearing, many others were, too. That was done  
15 with full knowledge of what was going to happen and yet they  
16 went ahead. That simply is the way that we see it.

17 THE COURT: All right, thank you.

18 MR. COHEN: Good morning, Your Honor. Howard  
19 Cohen, Drinker, Biddle & Reath on behalf of the Committee.

20 Your Honor, in connection with criminal matters,  
21 it's my understanding that at the time the check is drawn  
22 there -- as long as there are funds in that account, you  
23 know, available to cover that check, then it's not a  
24 criminal act. So if the debtor draws -- writes the check,  
25 but doesn't have the funds, that's one thing. But if the

1 funds are in the account, my understanding that's generally  
2 not a criminal act.

3 I believe debtors' counsel is going to give a  
4 presentation about where we are in this case. We're all  
5 working hard to move this case along to get a plan on file.  
6 So we understand the situation the movant's in. We're  
7 committed to moving this case along, getting a plan  
8 confirmed, and getting distributions to unsecured creditors.  
9 And we think that given where we are at this point, it  
10 doesn't make sense to lift the stay and that the movant will  
11 file the proof of claim and we will move this case along,  
12 get it to confirmation and the movant will get the  
13 distribution that movant's entitled to. Thank you.

14 MS. VRON: Your Honor, the Committees' counsel is  
15 completely correct. The check here was not honored, not  
16 because there were insufficient funds in the account, but  
17 because the bank was under instructions not to honor any  
18 pre-petition checks because of the bankruptcy filing. There  
19 is simply no cause here for any criminal liability.

20 And, in addition, the check was sent out on  
21 November 4. The Claimant had full opportunity to deposit  
22 that check before the 8th and had it done so, the check  
23 would have been honored. And I'm sure there were other  
24 claimants who received checks around that same period of  
25 time who did deposit their checks prior to November 8 and

1 did receive payment.

2 THE COURT: All right, thank you. All right. Mr.  
3 Bailey, here's what I'm going to do. These situations in  
4 terms of the clients we represent are always unfortunate.  
5 And there's just nothing good to be said about it. And I'm  
6 aware and sympathetic to that position, but on the civil  
7 side, your remedy clearly is to file a proof of claim.

8 MR. BAILEY: Which we'll do.

9 THE COURT: And I'll give you a choice with  
10 respect to potential criminal pursuit. I'll either consider  
11 this a preliminary hearing on the motion and carry it over  
12 to a final date if in between you'd like to do a little more  
13 investigation or discovery about whether you have the ground  
14 to or whether you wish to ask for relief to pursue criminal  
15 aspects and against whom. Or I'll simply deny your motion  
16 without prejudice with the right to just ask that it be  
17 relisted without having to file a new motion at some future  
18 date. Again, if you come to that decision, I'll -- the  
19 choice is yours.

20 MR. BAILEY: Well it seems to me it's a little  
21 more efficient to simply deny the motion without a  
22 prejudice. It's less paperwork for the Court and less  
23 paperwork for us. And given the Court's inclination, I  
24 think that's what we'd like to do.

25 THE COURT: Okay. I'll ask counsel to confer and

1 submit a Form of Order embodying that ruling for the reasons  
2 that I've stated on the record today.

3 MR. BAILEY: Thank you.

4 THE COURT: Is there anything further for today?

5 MS. VRON: Your Honor, if you would like, we could  
6 give Your Honor just an update on the status of the cases.

7 THE COURT: Certainly.

8 MS. VRON: As Your Honor knows, in January after  
9 evaluating various options that the debtor had, the debtors  
10 announced that they would be winding down their businesses  
11 and liquidating. And since then, the debtors and the  
12 committee have been working together closely on pretty much  
13 all aspects of the Chapter 11 case. Both the committee and  
14 the debtors have spent a fair amount of time developing a  
15 protocol that they would follow in seeing these cases to a  
16 conclusion. In early February, the debtors submitted a  
17 draft business plan to the committee and we're in the  
18 process right now of working through various items in that  
19 business plan with committee's counsel and financial  
20 advisors.

21 We are also working together on structuring a  
22 Chapter 11 plan. Unfortunately, unlike maybe a typical plan  
23 of liquidation, the Chapter 11 plan here is a little bit  
24 more complicated because of various complex issues such as  
25 regulatory and tax issues that have required us to take a

1 little bit of time working through and developing a Chapter  
2 11 plan. We do hope to file a plan by mid-June and we will  
3 keep the Court updated on further progress as these cases go  
4 along.

5 THE COURT: All right, thank you.

6 MR. COHEN: Debtors' counsel is also in the  
7 process of putting a bar date motion together so that should  
8 be forthcoming in the near future. This is a very  
9 complicated case. It has played out, mostly out of Court,  
10 but we are working with the debtors to efficiently move this  
11 case to a conclusion. So that -- I believe that's the  
12 update for today.

13 THE COURT: All right. Thank you very much. That  
14 concludes this hearing. The Court will stand in recess.

15 (Whereupon, at 10:19 a.m., the hearing was adjourned.)

16 CERTIFICATION

17 I certify that the foregoing is a correct  
18 transcript from the electronic sound recording of the  
19 proceedings in the above-entitled matter.

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22 \_\_\_\_\_  
Traci L. Calaman  
Transcriber

7 March 2010  
Date

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# ADVANTA CORP.3.3.10.DOC

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6:13 11:25 13:10		weil(2) 1:31 5:7			
them(1) 4:19		well(5) 3:26 4:16 8:11 9:23 12:20			
then(4) 3:23 4:3 10:23 13:11		went(1) 10:16			
there(13) 4:10 5:24 6:3 6:4 6:6 6:9 8:21		were(12) 4:2 4:14 4:17 6:6 6:7 6:7 6:8			
10:22 10:22 11:16 11:18 11:23 13:4		8:20 8:21 10:14 11:16 11:23			
there's(4) 6:25 8:17 8:24 12:5					

**UNITED STATES BANKRUPTCY COURT**  
**District of Delaware**

**In Re:**

Advanta Corp.  
Welsh & McKean Roads  
P.O. Box 844  
Spring House, PA 19477

**EIN:** 23-1462070  
Teacher Service Organization, Inc.  
TSO Financial Corp.

**Chapter:** 11

*Case No.:* 09-13931-KJC

***NOTICE OF FILING OF TRANSCRIPT AND OF DEADLINES RELATED TO RESTRICTION AND REDACTION***

A transcript of the proceeding held on 3/3/2010 was filed on 3/8/2010 . The following deadlines apply:

The parties have 7 days to file with the court a *Notice of Intent to Request Redaction* of this transcript. The deadline for filing a *request for redaction* is 3/29/2010 .

If a request for redaction is filed, the redacted transcript is due 4/8/2010 .

If no such notice is filed, the transcript may be made available for remote electronic access upon expiration of the restriction period, which is 6/7/2010 unless extended by court order.

To review the transcript for redaction purposes, you may purchase a copy from the transcriber (see docket for Transcriber's information) or you may view the document at the clerk's office public terminal.



Clerk of Court

Date: 3/8/10

(ntc)

## Notice Recipients

District/Off: 0311-1  
Case: 09-13931-KJC

User: Brandon  
Form ID: ntcBK

Date Created: 3/8/2010  
Total: 9

### Recipients of Notice of Electronic Filing:

ust	United States Trustee	USTPREGION03.WL.ECF@USDOJ.GOV
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aty	Paul N. Heath	heath@rlf.com, RBGroup@rlf.com

TOTAL: 3

### Recipients submitted to the BNC (Bankruptcy Noticing Center):

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	551	Wilmington, DE 19899		
aty	Chun I. Jang	Richards, Layton &Finger, P.A.	920 North King Street	P.O. Box
	551	Wilmington, DE 19899		
aty	Zachary I Shapiro	Richards, Layton &Finger, P.A.	920 North King Street, P.O. Box	
	551	Wilmington, DE 19801		
aty	Zachary I. Shapiro	Richards Layton &Finger, P.A.	920 North King Street	Wilmington, DE 19801
aty	Zachary I. Shapiro	Richards, Layton &Finger	920 North King Street	Wilmington, DE 19801

TOTAL: 6