

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

In re ADVANTA CORP., <i>et al.</i> , Debtors.	Chapter 11 Jointly Administered Case No. 09-1393 1 (KJC) Re: Docket Nos. 344 and 381
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**LIMITED OBJECTION OF BRANDYWINE OPERATING PARTNERSHIP, L.P.
WITH RESPECT TO THE DEBTORS' MOTION FOR AN ORDER
AUTHORIZING THE REJECTION OF THE TALLEYVILLE PROPERTY LEASE**

Brandywine Operating Partnership, L.P. ("Brandywine"), by and through its undersigned counsel, hereby files this Limited Objection (the "Limited Objection") with respect to the Motion for an Order Authorizing the Rejection of the Talleyville Property Lease (the "Lease Rejection Motion") filed by the above-captioned debtors and debtors in possession (the "Debtors"). In support of its Limited Objection, Brandywine respectfully states as follows:

LIMITED OBJECTION

1. Pursuant to the Lease Rejection Motion, the Debtors seek to reject the lease for certain premises located at Righter Parkway, Talleyville, Delaware (the "Premises"). Advanta Bank Corp. subleased a portion of the Premises from one of the Debtors, Advanta Corp. ("Advanta"). Pursuant to the Lease Rejection Motion, the Debtors require approval of the FDIC-R to reject the lease. The FDIC-R has filed a Reservation of Rights concerning the Lease Rejection Motion pending outcome of negotiations with the Debtors.

2. Due to the speculative nature of the Lease Rejection Motion, in that the Debtors reserve the right to withdraw the Lease Rejection Motion and the Debtors may not be out of the Premises by April 30, 2010, Brandywine requested certain procedures to be placed in the proposed form of order. Brandywine requested the Debtors, upon final approval by the

FDIC-R to reject the lease, file a certification of counsel by April 30, 2010 that the Debtors have received formal permission to reject the lease from the FDIC-R, that they have made April's lease payment, and have surrendered the Premises to Brandywine.

3. Brandywine has further requested language in the order that makes clear that any property abandoned by the Debtors at the Premises, that Brandywine is permitted to dispose of such property without liability to any third party. The Debtors have declined to modify the proposed order.

WHEREFORE, Brandywine objects to the Lease Rejection Motion to the extent it does not include language consistent with this Limited Objection.

Dated: April 5, 2010
Wilmington, Delaware

Respectfully submitted,

/s/ Garvan F. McDaniel
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CERTIFICATE OF SERVICE

Garvan F. McDaniel hereby certifies that on April 5, 2010, he caused copies of the foregoing *Limited Objection of Brandywine Operating Partnership, L.P. with Respect to the Debtors' Motion for an Order Authorizing the Rejection of the Talleyville Property Lease* to be served by electronic notification through the CM/ECF System for the United States Bankruptcy Court for the District of Delaware on all parties registered in the case and on the following parties via electronic mail:

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