

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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In re : Chapter 11  
ADVANTA CORP. : Case No. 09-13931  
Debtors.<sup>1</sup> : (Jointly Administered)  
-----X Re: Docket No. 341, 389

**ORDER ESTABLISHING THE DEADLINE TO FILE PROOFS OF  
CLAIM AND APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

Upon the motion dated March 17, 2009 (the "*Motion*") of Advanta Corp. and its affiliated debtors, as debtors and debtors in possession (collectively, the "*Debtors*"), pursuant to section 502(b)(9) of title 11 of the United States Code (the "*Bankruptcy Code*") and Rules 2002(a)(7), (f), and (l) and 3003(c) of the Federal Rules of Bankruptcy Procedure (the "*Bankruptcy Rules*") to (i) establish May 14, 2010 at 5:00 p.m. (Eastern Daylight Time) (the "*Bar Date*") as the deadline to file proofs of claim (each a "*Proof of Claim*," and, collectively, "*Proofs of Claim*"), (ii) approve the proposed form of Proof of Claim in substantially the form attached hereto as *Exhibit 1* (the "*Proof of Claim Form*"), (iii) approve the proposed notices of the Bar Date, substantially in the form attached hereto as

<sup>1</sup> The Debtors in these jointly administered chapter 11 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), Advanta Ventures Inc. (5127), BizEquity Corp. (8960), Ideablob Corp. (0726), Advanta Credit Card Receivables Corp. (7955), Great Expectations International Inc. (0440), Great Expectations Franchise Corp. (3326), and Great Expectations Management Corp. (3328). Each of the Debtors (other than Advanta Credit Card Receivables Corp. and the Great Expectations entities) maintains its principal corporate office at Welsh & McKean Roads, P.O. Box 844, Spring House, Pennsylvania 19477-0844. Advanta Credit Card Receivables Corp. maintains its principal corporate office at 2215 B. Renaissance Drive, Suite 5, Las Vegas, Nevada 89119, and the Great Expectations entities maintain their principal corporate office at 1209 Orange Street, Wilmington, Delaware 19801.

*Exhibits 2 and 3* (collectively, the "*Bar Date Notices*"), and (iv) approve the form and manner of notice of the Bar Date, all as more fully described in the Motion; and the 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 requested relief 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<sup>2</sup>; and the relief requested in the Motion being in the best interests of the Debtors, their estates and their creditors; and the Court having reviewed the Motion; 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 the Court, and upon the record of the hearing on the Motion, and after due deliberation and sufficient cause appearing therefor, it is

ORDERED as follows: -

1. **The Bar Date**

- (a) Except as otherwise provided herein, all persons and entities (including, without limitation, individuals, partnerships, corporations, joint ventures, trusts, and Governmental Units) that assert a claim (as defined in section 101(5) of the Bankruptcy Code) against any of the Debtors that arose on or prior to the relevant Debtor's Commencement Date shall file a Proof of Claim on or before the Bar Date (i.e., 5:00 p.m. (Eastern Daylight Time) on May 14, 2010).
- (b) The trustee or administrative agent of any debt issued by the Debtors may, but is not obligated to, file a Proof of Claim on behalf of all the debt holders for which it acts, in lieu of, or in addition to, any Proof of Claim that may be filed by an individual debt holder. In respect of any such claim filed by The Bank of New York Mellon (the "*Indenture Trustee*") on behalf of holders of debt issued by the Debtors under the indenture dated as of October 23, 1995 (the "*Indenture*"), the Indenture Trustee may rely solely on the records of the Debtors, in

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<sup>2</sup> Capitalized terms that are used but not defined herein shall have the meanings ascribed to them in the Motion.

their capacity as paying agent and securities registrar under the Indenture, for the amount of interest and principal owing.

- (c) Any person or entity (including, without limitation, individuals, partnerships, corporations, joint ventures, trusts, and Governmental Units) that asserts a claim that arises from the rejection of an executory contract or unexpired lease must file a Proof of Claim based on such rejection on or before the later of
  - (i) the Bar Date, and
  - (ii) **5:00 p.m. (Prevailing Eastern Time)** on the date that is **thirty (30) days** following the effective date of such rejection (unless the order authorizing such rejection provides otherwise);

*provided, however*, that a party to an executory contract or unexpired lease that asserts a claim on account of unpaid amounts accrued and outstanding as of the relevant Debtor's Commencement Date pursuant to such executory contract or unexpired lease (other than a rejection damages claim) must file a Proof of Claim for such amounts on or before the Bar Date unless another exception identified in herein applies.

- (d) If any of the Debtors amends or supplements any of Schedule D, E, or F (collectively, the "*Schedules*"), the deadline to file a Proof of Claim with respect to any claimant affected by such amendment or supplement shall be the later of (i) the Bar Date and (ii) **5:00 p.m. (Prevailing Eastern Time)** on the date that is **thirty (30) days** from the date of notice of the amendment or supplement.

## 2. Proofs of Claim

- (a) Proofs of Claim shall specify by name and case number the Debtor against which the Proof of Claim is asserted and, if the holder asserts a claim against more than one Debtor, a separate Proof of Claim must be filed against each Debtor.
- (b) Proofs of Claim shall also:
  - (i) conform to the Proof of Claim Form attached hereto as *Exhibit 1* or the Official Bankruptcy Form No. 10.
  - (ii) if applicable, assert any priority status pursuant to sections 507(a) of the Bankruptcy Code or administrative status pursuant to section 503(b)(9);
  - (iii) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant;

- (iv) include supporting documentation or, if voluminous, a summary or explanation as to why documentation is not available;
- (v) be in the English language; and
- (vi) be denominated in United States currency.

### 3. **Advanta Claims Processing Center**

Proofs of Claim must be received on or before the Bar Date by GCG, the official claims agent in the Debtors' chapter 11 cases, at the following address:

Advanta Claims Processing  
c/o Garden City Group, Inc.  
P.O. Box 9562  
Dublin, Ohio 43017-4862

(the "*Advanta Claims Processing Center*").

- (a) The Debtors and GCG shall not be required to accept a Proof of Claim sent by facsimile, telecopy, or electronic mail transmission.
- (b) Proofs of Claim shall be deemed timely filed only if actually received by the Advanta Claims Processing Center on or before the Bar Date.
- (c) Any entity that files a Proof of Claim by mail and wishes to receive a clocked-in copy by return mail must include an additional copy of the Proof of Claim and a self-addressed postage-paid envelope.

### 4. **Exceptions to the Bar Date**

Parties are not required to file a Proof of Claim by the Bar Date for the following claims:

- (a) a claim asserted by any person or entity in a Proof of Claim that has already been properly filed against a Debtor with the Clerk of the United States Bankruptcy Court for the District of Delaware or GCG in a form substantially similar to Official Bankruptcy Form No. 10;
- (b) a claim listed on a Debtor's Schedules and
  - (i) the claim is not described as "disputed," "contingent," or "unliquidated" on the Schedules;
  - (ii) the claimant agrees with the amount, nature, and priority of the claim set forth in the Schedules; and

- (iii) the claimant agrees that the claim is an obligation of the specific Debtor that has listed the claim in its Schedules;
- (c) a claim that has been allowed by order of the Court or satisfied in full prior to the Bar Date;
- (d) a claim against a Debtor by any Debtor or non-debtor, direct or indirect, subsidiary of Advanta (other than Advanta Bank Corp., which is not excused from the requirement to file Proofs of Claim); and
- (e) a claim allowable under sections 503(b) or 507(a) of the Bankruptcy Code as an administrative expense of the Debtors' chapter 11 cases other than administrative expenses allowable under section 503(b)(9) of the Bankruptcy Code.

**5. Effects of the Bar Date**

- (a) In the event a Debtor receives a discharge under a chapter 11 plan, any holder of a claim against any of the Debtors who is required, but fails, to file a Proof of Claim in accordance with the Bar Date Order on or before the Bar Date shall be forever barred, estopped, and enjoined from asserting such claim against the Debtors (or filing a Proof of Claim with respect thereto), and the Debtors and their property shall be forever discharged from any and all indebtedness or liability with respect to such claim.
- (b) Additionally, the Debtors request that any holder of a claim against the Debtors who is required, but fails, to file a Proof of Claim in accordance with this Order on or before the Bar Date, with the exception of a holder who holds a claim against the Debtors with respect to which claim the trustee or the administrative agent has already filed a Proof of Claim, shall not be permitted to vote to accept or reject any chapter 11 plan filed in these chapter 11 cases (whether a plan of liquidation or reorganization) or receive further notices regarding such claim.
- (c) Any holder of a claim against any of the Debtors who files a proof of claim but fails to assert the claim's priority or administrative status shall be forever barred, estopped, enjoined from asserting such priority or administrative claim status with respect to any such claim and such claim shall not be entitled to such status.

**6. Form of Proof of Claim**

The Proof of Claim Form is APPROVED.

**7. Notice of the Bar Date**

- (a) The form of each of the Bar Date Notices and the method of delivery or publication of each, as proposed in the Motion, are APPROVED and shall constitute adequate and sufficient notice of the Bar Date.
- (b) The Debtors shall, as soon as reasonably practicable after the date of this Order, serve the General Bar Date Notice and Proof of Claim Form, by first-class mail on the following parties:
  - (i) the Office of the United States Trustee for the District of Delaware (the "*U.S. Trustee*");
  - (ii) counsel to the official committee of unsecured creditors (the "*Committee*");
  - (iii) counsel to the Indenture Trustee under the Indenture and Law Debenture Trust Company of New York as trustee under the 8.99% Indenture (as defined in the Rosoff Declaration);
  - (iv) all parties that have requested notice in these chapter 11 cases;
  - (v) all persons or entities that have previously filed a Proof of Claim;
  - (vi) all creditors and other known holders of claims as of the Commencement Date, including all persons or entities listed in the Debtors' Schedules;
  - (vii) all parties to executory contracts and unexpired leases of the Debtors listed on any of the Debtors' Schedule G;
  - (viii) all parties to litigation with the Debtors;
  - (ix) the Internal Revenue Service, the Securities and Exchange Commission, and the Federal Deposit Insurance Corporation;
  - (x) any applicable state banking regulatory agencies; and
  - (xi) the applicable state Attorney Generals' offices.

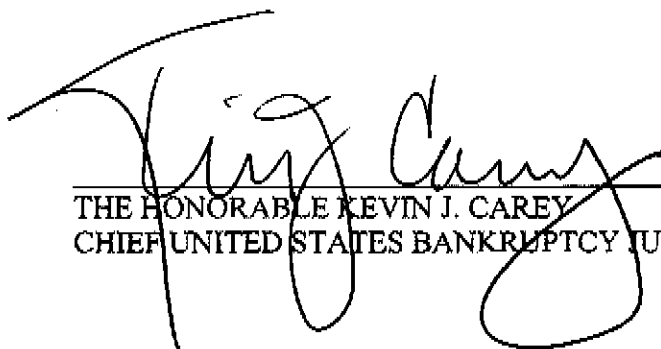
**8. Miscellaneous Provisions**

- (a) The Debtors and GCG are authorized and empowered to take such steps and perform such acts as may be necessary or appropriate to implement and effectuate the terms of this Order
- (b) That entry of this Order is without prejudice to the right of the Debtors to seek a further order of this Court fixing a date by which holders of claims or interests not subject to the Bar Date established herein shall

file such Proofs of Claim or interests or be forever barred from asserting such claims or interests against the Debtors or their estates.

- (c) All time periods in this Order shall be subject to Bankruptcy Rule 9006.
- (d) 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: April 6, 2010  
Wilmington, Delaware



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THE HONORABLE KEVIN J. CAREY  
CHIEF UNITED STATES BANKRUPTCY JUDGE