

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

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<i>In re</i>	:	Chapter 11
ADVANTA CORP., <i>et al.</i> ,	:	Case No. 09-13931 (KJC)
Debtors. <sup>1</sup>	:	(Jointly Administered)
-----X	X	Re: Docket No. 340, <b>396</b>

**ORDER AUTHORIZING REDEMPTION OF CERTAIN SHARES IN  
COMMUNITY REINVESTMENT ACT QUALIFIED INVESTMENT  
FUND FREE AND CLEAR OF LIENS, CLAIMS, AND ENCUMBRANCES**

Upon the motion, dated March 17, 2010 (the "*Motion*"), of Advanta Corp. ("*Advanta*"), as debtor and debtor in possession in the above-referenced jointly administered chapter 11 cases, for authorization to redeem the CRAIX Shares<sup>2</sup> through the Fund's transfer agent at the publicly quoted per share net asset value ("*NAV*"), free and clear of liens, claims, and encumbrances, on a future date that Advanta determines will capitalize on the highest publicly quoted NAV of each of the CRAIX Shares, 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

<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).

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Motion.

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 the relief requested in the Motion being in the best interests of Advanta, its estate, and its 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 after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted; and it is further

ORDERED that, pursuant to section 363(b)(1) of title 11 of the United States Code (the "*Bankruptcy Code*"), Advanta is authorized to redeem the CRAIX Shares at such time as Advanta determines, in its business judgment, will capitalize on the highest net asset value of each CRAIX Share and provide the greatest return on Advanta's investment (the "*Redemption*"); and it is further

ORDERED that Advanta provide two business days' prior notice to the Creditors' Committee of the Redemption; and it is further

ORDERED that, pursuant to section 363(f) of the Bankruptcy Code, the Redemption shall be free and clear of any and all liens, claims and encumbrances, with such liens, claims and encumbrances, if any, to attach to the proceeds of the Redemption with the same force, effect, and priority as such liens, claims and encumbrances have on the CRAIX Shares, as appropriate; and it is further

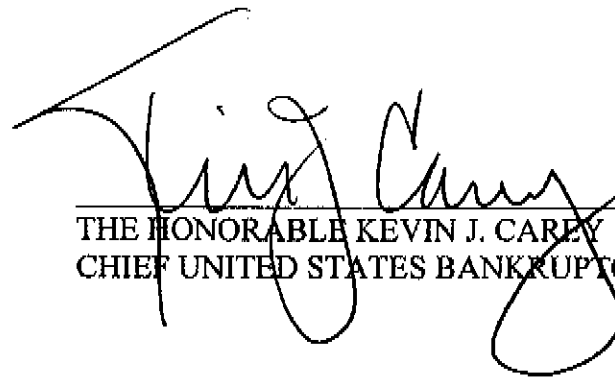
ORDERED that the rights and defenses of Advanta and any other party in interest with respect to any assertion that any liens, claims and encumbrances have attached to the proceeds of the Redemption are hereby preserved; and it is further

ORDERED that Advanta is authorized to execute, deliver, implement and fully perform any and all obligations, instruments, documents and papers and to take any and all actions reasonably necessary or appropriate to effectuate the Redemption and perform any and all obligations contemplated therein without the need for further corporate authorization; and it is further

ORDERED that the 14-day stay under Rule 6004(h) of the Federal Rules of Bankruptcy Procedure is waived; 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: April 6, 2010  
Wilmington, Delaware



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THE HONORABLE KEVIN J. CAREY  
CHIEF UNITED STATES BANKRUPTCY JUDGE