

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

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*In re* : Chapter 11  
 :  
 : Case No. 09-13931 (KJC)  
ADVANTA CORP., *et al.*, :  
 : (Jointly Administered)  
 :  
Debtors.<sup>1</sup> :  
 :  
 : Re: Docket No. 344  
-----X

**CERTIFICATION OF COUNSEL REGARDING MOTION FOR AN ORDER  
AUTHORIZING THE REJECTION OF THE TALLEYVILLE PROPERTY LEASE**

The undersigned certifies as follows:

1. On March 19, 2010, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the **Motion of the Debtors for an Order Authorizing the Rejection of the Talleyville Property Lease** [Docket No. 344] (the “Motion”) with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”).

2. Pursuant to the Notice of Motion and Hearing, responses to the Motion were to be filed and served no later than 4:00 p.m. (Eastern Daylight Time) on March 31, 2010 (the “Objection Deadline”). The Objection Deadline was extended to the close of business on April 2, 2010 for the Federal Deposit Insurance Corporation, as receiver for Advanta Bank Corp. (the “FDIC”), and further extended to April 5, 2010 at 10:00 a.m. (Eastern Daylight Time) for Brandywine Operating Partnership L.P. (“Brandywine”).

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<sup>1</sup> 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), Great Expectations Management Corp. (3328), Advanta Ventures Inc. (5127), BizEquity Corp. (8960), Ideablob Corp. (0726), and Advanta Credit Card Receivables Corp. (7955). 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, NV 89119, and the Great Expectations entities maintain their principal corporate office at 1209 Orange Street, Wilmington, Delaware 19801.

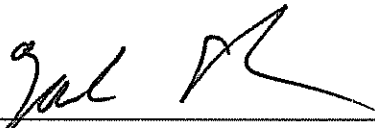
3. On April 2, 2010, the FDIC filed the **Reservation of Rights of the Federal Deposit Insurance Corporation to the Debtors' (I) Motion for an Order Authorizing the Rejection of the Spring House Facility Lease, and (II) Motion for an Order Authorizing the Rejection of the Talleyville Property Lease** [Docket No. 381] (the "Reservation of Rights"). The Reservation of Rights, by its express terms, was not an objection to the Motion and did not result in a modification of the proposed form of order attached to the Motion (the "Originally Proposed Order"). The Debtors also received informal comments from the FDIC with respect to the Motion (the "Comments").

4. Additionally, on April 5, 2010, Brandywine filed its **Limited Objection of Brandywine Operating Partnership, L.P. With Respect to Debtors' Motion for an Order Authorizing the Rejection of the Talleyville Property Lease** [Docket No. 382] (the "Limited Objection"). Other than the Reservation of Rights and the Limited Objection, the undersigned certifies that he has reviewed the Bankruptcy Court's docket in the above-captioned chapter 11 cases and no answer, objection or other responsive pleading to the Motion appears thereon. The undersigned further certifies that neither he nor the Debtors have received further comments, objections or informal responses to the Motion other than the Comments.

5. The Debtors, in consultation with Brandywine and the FDIC, have resolved the Comments and the Limited Objection and such resolution is reflected in the revised proposed form of order attached hereto as Exhibit A (the "Revised Order"). The Revised Order has been circulated to and is acceptable to the FDIC and Brandywine. For the convenience of the Bankruptcy Court and all parties in interest, a blackline of the Revised Order against the Originally Proposed Order is attached hereto as Exhibit B.

WHEREFORE, the Debtors respectfully request that the Revised Order, substantially in the form attached hereto as Exhibit A, be entered at the earliest convenience of the Bankruptcy Court.

Dated: April 7, 2010  
Wilmington, Delaware



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ATTORNEYS FOR DEBTORS AND  
DEBTORS IN POSSESSION

**EXHIBIT A**

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

-----X	:	
<i>In re</i>	:	Chapter 11
	:	
ADVANTA CORP., <i>et al.</i> ,	:	Case No. 09-13931 (KJC)
	:	
Debtors. <sup>1</sup>	:	(Jointly Administered)
	:	
-----X	:	Re: Docket No. 344

**ORDER AUTHORIZING REJECTION  
OF THE TALLEYVILLE PROPERTY LEASE**

Upon the motion (the “*Motion*”), dated March 19, 2010, of Advanta Corp. and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the “*Debtors*”), pursuant to section 365 of title 11 of the United States Code (the “*Bankruptcy Code*”), for approval of rejection of the Lease<sup>2</sup>, 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; and the relief requested in the Motion being in the best

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<sup>1</sup> The Debtors in these cases 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

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

interests of the Debtors, their respective 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 that the Motion is granted as provided herein, and it is further

ORDERED that, pursuant to section 365(a) of the Bankruptcy Code, rejection of the Lease is hereby approved, and the Lease shall be deemed rejected effective as of April 30, 2010; and it is further

ORDERED that all claims for damages arising as a result of the rejection of the Lease shall be filed by the deadline, once established by order of the Court, for filing proofs of claim in the Debtors' chapter 11 cases; and it is further

ORDERED that Brandywine is authorized to dispose of any property that is abandoned by the Debtors at the Talleyville Property without liability to anyone, including, but not limited to, the Debtors; and it is further

ORDERED that nothing herein shall constitute a waiver by the Debtors of any potential claims any of them may have related to the Lease; and it is further

ORDERED that the Debtors and the Federal Deposit Insurance Corporation, as receiver for Advanta Bank Corp. (the "**FDIC-R**"), shall work in good faith to resolve any dispute between the parties over the ownership of any property located at the Talleyville Facility; and it is further

ORDERED that prior to the effective date of the rejection of the Lease, the Debtors shall provide the FDIC-R with reasonable access to the Talleyville Facility in order to permit the removal of any property owned exclusively by Advanta Bank Corp.; and it is further

ORDERED that this Court shall retain jurisdiction to resolve any dispute with respect to the ownership of any property located at the Talleyville Facility that the Debtors and the FDIC-R cannot timely resolve; and it is further

ORDERED that any order relating to the assumption, assumption and assignment, or rejection of that certain lease of the non-residential real property located at 700 Dresher Road, Pennsylvania Business Campus, Horsham, Pennsylvania 19044 (the "*Dresher Facility*") shall include language reciprocal to the language included in the three immediately preceding paragraphs (including language providing the Debtors reasonable access to the Dresher Facility to permit removal of any property owned exclusively by the Debtors) and shall provide that the FDIC-R shall work with the Debtors in good faith to allow the Debtors to conduct any sale(s) of their assets at the Dresher Facility as may be necessary; 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 \_\_\_\_\_, 2010  
Wilmington, Delaware

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THE HONORABLE KEVIN J. CAREY  
CHIEF UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT B**



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

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Dated: April \_\_\_\_\_, 2010  
Wilmington, Delaware

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THE HONORABLE KEVIN J. CAREY  
CHIEF UNITED STATES BANKRUPTCY JUDGE