

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

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In re : Chapter 11
:
ADVANTA VENTURES INC., : Case No. 09-____ ()
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Debtor. :
:
Employer I.D. No. 26-3295127 :
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In re : Chapter 11
:
ADVANTA CREDIT CARD : Case No. 09-____ ()
RECEIVABLES CORP., :
:
Debtor. :
:
Employer I.D. No. 20-5747955 :
-----X

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:
In re : Chapter 11
:
IDEABLOB CORP., : Case No. 09-____ ()
:
Debtor. :
:
Employer I.D. No. 26-3860726 :
-----X

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In re : Chapter 11
:
BIZEQUITY CORP., : Case No. 09-____ ()
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Debtor. :
:
Employer I.D. No. 26-3298960 :
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**SUPPLEMENTAL DECLARATION OF WILLIAM A. ROSOFF IN SUPPORT
OF THE DEBTORS' CHAPTER 11 PETITIONS AND FIRST-DAY MOTIONS**

I, William A. Rosoff, being fully sworn, hereby declare that the following is true to the best of my knowledge, information, and belief:

1. I am President and Vice Chairman of the Board of Advanta Corp. ("*Advanta*"), which is incorporated in Delaware and headquartered in Pennsylvania. On November 8, 2009 (the "*Commencement Date*"), Advanta and certain of its affiliated debtors and debtors in possession (the "*First Filed Debtors*") commenced voluntary cases under chapter 11 of title 11 of the United States Code (the "*Bankruptcy Code*").¹ On the Commencement Date, the First Filed Debtors filed that certain Declaration of William A. Rosoff in Support of the Debtors' Chapter 11 Petitions and First-Day Motions (the "*Rosoff Declaration*"), which included information regarding the First Filed Debtors' businesses and the background relating to the events leading up to the First Filed Debtors' chapter 11 cases. At a hearing held on November 10, 2009 (the "*First Day Hearing*"), the Bankruptcy Court for the District of Delaware (the "*Court*") entered the Rosoff Declaration into evidence in support of the relief the First Filed Debtors requested at the First Day Hearing. The Rosoff Declaration is incorporated herein by reference and all capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Rosoff Declaration.

¹ The First Filed Debtors in these cases, along with the last four digits of each First Filed 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), and Great Expectations Management Corp. (3328). Each of the First Filed Debtors (other than the Great Expectations entities) maintains its principal corporate office at Welsh & McKean Roads, P.O. Box 844, Spring House, Pennsylvania 19477-0844. The Great Expectations entities maintain their principal corporate office at 1209 Orange Street, Wilmington, Delaware 19801.

2. On the date hereof (the "*New Debtors' Commencement Date*"), Advanta Ventures Inc. ("*Advanta Ventures*"), BizEquity Corp. ("*BizEquity*"), Ideablob Corp. ("*Ideablob*"), and Advanta Credit Card Receivables Corp. ("*Advanta Credit Card Receivables*") (collectively, the "*New Debtors*,"² and together with the First Filed Debtors, the "*Debtors*") have commenced chapter 11 cases in this Court. Advanta, together with the other Debtors and its non-debtor subsidiaries (including the Banking Subsidiaries), shall be referred to herein as the "*Company*."

3. I submit this supplemental declaration (the "*Supplemental Rosoff Declaration*") in support of the *Motion for an Order Pursuant to Section 105(a) of the Bankruptcy Code Directing that Certain Orders In the Chapter 11 Cases of Advanta Corp., et al., Be Made Applicable to New Debtors* (the "*Motion*"). Except as otherwise indicated, all facts set forth in this Supplemental Rosoff Declaration are based upon my personal knowledge, my discussions with other members of the Company's current or former senior management, my review of relevant documents, or my opinion based upon experience, knowledge, and information concerning the operations of the Company generally. While I have made every reasonable effort to ensure that the information contained herein is accurate and complete based upon information that was available at the time of the preparation of the Supplemental Rosoff Declaration, the subsequent receipt of information may result in material changes to financial data and other information contained herein. In the event material information is obtained subsequent to this Supplemental Rosoff Declaration, I will submit a supplement or amendment

² The New Debtors in these chapter 11 cases, along with the last four (4) digits of each New Debtor's federal tax identification number, are: Advanta Ventures Inc. (5127), BizEquity Corp. (8960), Ideablob Corp. (0726), and Advanta Credit Card Receivables Corp. (7955). Each of the New Debtors (other than Advanta Credit Card Receivables Corp.) 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.

hereto, as applicable. If called upon to testify, I would testify competently to the facts set forth in this Supplemental Rosoff Declaration. By resolution of the Board, I am authorized to submit this Supplemental Rosoff Declaration.

4. The following chart summarizes the business activity of each of the New Debtors:

Debtor	Business Description
Advanta Credit Card Receivables Corp.	Owns credit card receivables pursuant to the RPSA, which are serviced by Advanta Bank Corp. Cash flow received from servicing is used to repay certain intercompany borrowings from Advanta.
Advanta Ventures Inc.	Holding company of Ideablob and BizEquity.
Ideablob Corp.	Provides an online platform to inspire and assist young entrepreneurs to successfully innovate, launch, and grow businesses.
BizEquity Corp.	Provides financial services to small businesses including, among other things, estimated business valuations.

Summary of the Motion for an Order Pursuant to Section 105(a) of the Bankruptcy Code Directing that Certain Orders in the Chapter 11 Cases of Advanta Corp., et al., Be Made Applicable to New Debtors

5. Contemporaneously herewith, the New Debtors have filed a motion seeking, pursuant to section 105(a) of the Bankruptcy Code, that certain orders previously entered by, and certain proposed orders pending before, the Court, in the First Filed Debtors' chapter 11 cases (collectively, the "*First Filed Debtors' Orders*") apply to the New Debtors in their chapter 11 cases (the "*New Debtors First Day Motion*"). A list of applicable orders is attached as Exhibit "1" to the proposed order in the New Debtors First Day Motion. Specifically, the Debtors seek to have (i) the First Filed Debtors' Orders applied to the New Debtors effective *nunc pro tunc* to the New Debtors' Commencement Date and (ii) any orders entered after the New Debtors' Commencement Date on motions that were pending in the First

Filed Debtors' jointly administered cases on or before the New Debtors' Commencement Date applied to the New Debtors effective as of entry of any such orders. The New Debtors do not seek any relief separate and apart from the First Filed Debtors' Orders (or any subsequently proposed orders) nor do they seek any adjustment to any relevant payment caps set forth therein.

6. For the same reasons that the First Filed Debtors' Orders needed to be entered in the First Filed Debtors' chapter 11 cases, I believe that entry of the relief requested in the New Debtors First Day Motion is in the best interests of the New Debtors' estates and creditors, will avoid immediate and irreparable harm to the New Debtors, and is both necessary and appropriate.

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Conclusion

I respectfully request that the Court grant all relief requested in the First-Day Motions and such and other further relief as may be just.

ADVANTA CORP.

By: 

Name: William A. Rosoff

Title: President and Vice Chairman of the Board

Dated: November 20, 2009