

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

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|--------------------------------|--------|--|---|
|                                | -----X |  |   |
|                                | :      |  |   |
| <i>In re</i>                   | :      |  | Chapter 11  |
|                                | :      |  |   |
| ADVANTA CORP., <i>et al.</i> , | :      |  | Case No. 09-13931 (KJC)                             |
|                                | :      |  |   |
| Debtors. <sup>1</sup>          | :      |  | (Jointly Administered)                              |
|                                | :      |  |   |
|                                | :      |  | <b>Re: Docket Nos. 343, 373, 388, 401 &amp; 787</b> |
|                                | -----X |  |   |

**AMENDED ORDER PURSUANT TO SECTION 362 OF THE  
BANKRUPTCY CODE, MODIFYING AUTOMATIC STAY TO  
ALLOW AXIS TO MAKE ADVANCEMENT UNDER INSURANCE POLICIES**

Upon the motion, dated March 19, 2010 (the “*Motion*”), of Advanta Corp. (“*Advanta*”) and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the “*Debtors*”), pursuant to section 362(d) of title 11 to the United States Code (the “*Bankruptcy Code*”) and Rule 4001(a)(3) of the Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”), for an order modifying the automatic stay, to the extent applicable, to allow the Debtors’ third party insurance provider, Axis Insurance Company (“*Axis*”), to pay and/ or advance pursuant to the Axis Policies<sup>2</sup> covered defense costs incurred by the Covered Individuals as defendants in the class action litigations including but not limited to *Steamfitters Local 449 Pension Fund v. Advanta Corp., et al.*, No. 09-4730 (E.D. Pa.);

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<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), BE 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 defined herein shall have the meaning ascribed to them in the Motion.

*Ragan v. Advanta Corp., et al.*, No. 09-cv-4974 (E.D. Pa.); *Hiatt v. Advanta Corp., et al.*, No. 09-5467 (E.D. Pa.); *Yates, et al. v. Rosoff, et al.*, No. 09-5746 (E.D. Pa.) and *Underland v. Alter, et al., No. 10-16719 (Sup. Ct. Pa.)*<sup>3</sup> (the “*Class Actions*”), 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 interests of the Debtors, their creditors and their estates; 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 sections 105(a) and 362(d) of the Bankruptcy Code, the automatic stay is hereby modified, without further order of this Court, to allow payment by Axis to or for the benefit of the Covered Individuals under the Axis Policies of covered defense costs and/or advancement of covered defense costs incurred in the Class Actions; and it is further

ORDERED that the Debtors are authorized to execute all the documentation necessary to allow Axis to pay covered defense costs, and/or advance covered defense costs, or both incurred by the Individual Defendants in the Class Actions; and it is further

ORDERED that nothing in this Order shall modify or alter the rights and

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<sup>3</sup> This amended order reflects an additional class action litigation that has been filed subsequent to the filing of the original Motion.

obligations of any parties provided for under the terms and conditions of the Axis Policies; and it is further

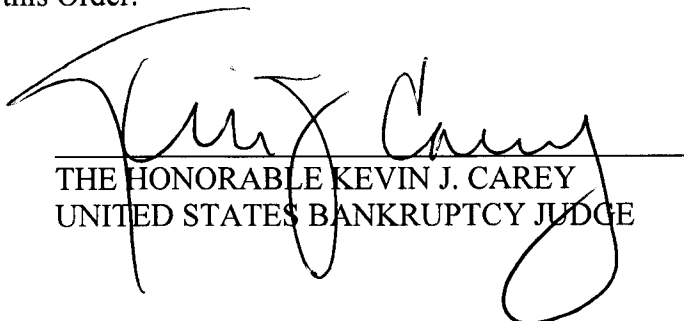
ORDERED that nothing in this Order shall constitute a determination that the proceeds of the Axis Policies are property of the Debtors' estates; and it is further

ORDERED that all parties to the Axis Policies reserve all rights and defenses that they would otherwise have; and it is further

ORDERED that the fourteen day stay provided by Bankruptcy Rule 4001(a)(3) is waived; and it is further

ORDERED that this Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: September 14, 2010  
Wilmington, Delaware



THE HONORABLE KEVIN J. CAREY  
UNITED STATES BANKRUPTCY JUDGE