

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. ¹	:	(Jointly Administered)
	:	
-----X		Re: Docket No. 771 and <u>911</u>

**ORDER AUTHORIZING DISSOLUTION OF
NON-DEBTOR AFFILIATE ADVANTA INSURANCE COMPANY
PURSUANT TO SECTION 363(B) OF THE BANKRUPTCY CODE**

Upon the motion, dated September 3, 2010 (the “*Motion*”) of Advanta Corp. (“*Advanta*”) as debtor and debtor in possession (collectively, the “*Debtors*”), pursuant to section 363(b) of title 11 of the United States Code (the “*Bankruptcy Code*”), for an order authorizing the dissolution of non-debtor affiliate Advanta Insurance Company, 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;² and the relief requested in the Motion being

¹ 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), 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).

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

in the best interests of Advanta, its creditors and its estate; 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

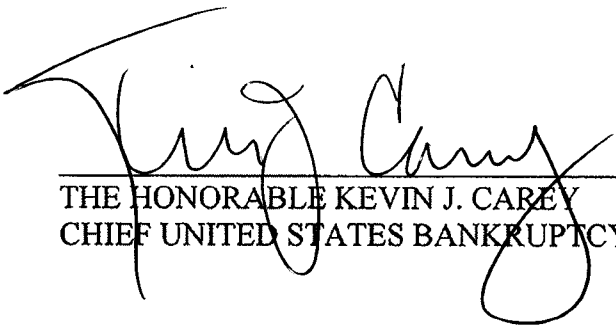
ORDERED that Advanta is authorized, but not directed, to dissolve Advanta Insurance Company in accordance with any applicable rules, regulations or procedures governing its dissolution; and it is further

ORDERED that any assets remaining after such dissolution shall be distributed to Advanta; and it is further

ORDERED that Advanta is authorized, but not directed, to take any and all actions necessary to implement the terms of this Order; 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: September 21, 2010
Wilmington, Delaware



THE HONORABLE KEVIN J. CAREY
CHIEF UNITED STATES BANKRUPTCY JUDGE