

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)
	:	
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		Re: D.I. 829, <b>§ 70</b>

**ORDER AUTHORIZING ADVANTA'S  
ENTRY INTO THE PARTICIPATION AGREEMENT**

Upon the motion, dated September 29, 2010 (the "**Motion**") of Advanta Corp. ("**Advanta**") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession, for an order pursuant to sections 105(a) and 363(b)(1) of title 11 of the Bankruptcy Code<sup>2</sup> authorizing Advanta to enter into the Participation Agreement, all as more fully set forth 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 it appearing that no other or further notice need be provided; and the Court having reviewed the Motion; and the Court having determined that the relief requested in the Motion is in the best interests of Advanta, its creditors and its estate; and the Court having determined that the transactions set forth in the Motion

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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 used but not otherwise defined herein shall have the same meanings ascribed to them in the Motion.

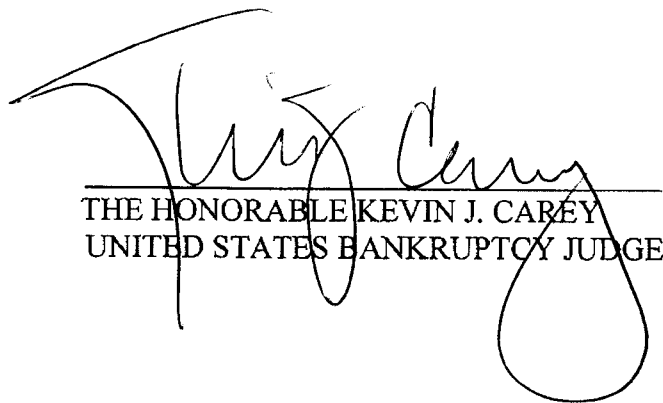
represent an exercise of Advanta's sound business judgment; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court, and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is GRANTED; and it is further

ORDERED that, pursuant to section 363 of the Bankruptcy Code, Advanta is authorized to enter into the Participation Agreement and perform thereunder; 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: October 25, 2010  
Wilmington, Delaware



THE HONORABLE KEVIN J. CAREY  
UNITED STATES BANKRUPTCY JUDGE