

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. ¹ | : | (Jointly Administered) |
| | : | |
| | : | Re: Docket No. 756, § 73 |
| | X | |

**ORDER GRANTING THIRD OMNIBUS OBJECTION
(SUBSTANTIVE) TO CLAIMS (RECLASSIFIED AND RECATEGORIZED CLAIMS)**

Upon the third substantive omnibus objection, dated August 31, 2010 (the “*Omnibus Objection*”), of Advanta and its debtor affiliates, as debtors and debtors in possession in the above referenced chapter 11 cases (collectively, the “*Debtors*”), for entry of an order reclassifying a portion or all of the Third Omnibus Claims² as general unsecured claims, and recategorizing certain of the Third Omnibus Claims asserted against the wrong Debtor as asserted against the correct Debtor or Debtors, all as more fully set forth in the Omnibus Objection; and upon the Hertzberg Declaration, dated August 31, 2010; and this Court having jurisdiction to consider the Omnibus Objection and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Omnibus Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before

¹ 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*”), 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 Third Omnibus Objection.

this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Omnibus Objection having been provided to the Notice Parties, and no other or further notice being required; and the Court having determined that the legal and factual bases set forth in the Omnibus Objection establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefore, it is

ORDERED that the Omnibus Objection is granted; and it is further

ORDERED that each claim listed on *Exhibit A* attached hereto is hereby reclassified as a general unsecured claim, to the extent set forth on *Exhibit A*; and it is further

ORDERED that the claim listed on *Exhibit B* attached hereto is hereby recategorized as a claim asserted against the modified Debtor on *Exhibit B*, and the claimant listed on *Exhibit B* shall have no claim against the asserted Debtor listed on *Exhibit B* with respect to such claim; and it is further

ORDERED that Garden City Group, Inc. is authorized and directed to reclassify each Third Omnibus Claim as a general unsecured claim on the official claims registry in these chapter 11 cases and to make other changes to the official claims registry as necessary to reflect the terms of this Order; and it is further

ORDERED that the Omnibus Objection does not prejudice the rights of the Debtors, or any other party in interest, to object to the Third Omnibus Claims on any other grounds whatsoever, and the Debtors and other parties in interest retain all further substantive and/or procedural objections they may have with respect to any recategorized or surviving claims; and it is further

ORDERED that each objection by the Debtors to claims set forth on *Exhibit A* and *Exhibit B* hereto constitutes a separate contested matter as contemplated by Bankruptcy Rule 9014 and Local Rule 3007-1; and it is further

ORDERED that this Order shall be deemed a separate Order with respect to each claim set forth on *Exhibit A* and *Exhibit B* hereto and any stay of this Order pending appeal by any holder of a claim whose claim is subject to this Order shall only apply to the contested matter that involves such claimant and shall not act to stay the applicability and or finality of this Order with respect to the other claims listed in the Omnibus Objection or this Order; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from the interpretation and/or implication of this Order.

Dated: Oct 25, 2010
Wilmington, Delaware



THE HONORABLE KEVIN J. CAREY
CHIEF UNITED STATES BANKRUPTCY JUDGE

Exhibit A

THIRD OMNIBUS OBJECTION
Exhibit A - Misclassified Claims (Substantive)

| Name of Claimant | Claim Number | Asserted Priority Amount | Asserted Unsecured Amount | Modified Priority Amount | Modified Unsecured Amount | Reason for Reclassification |
|-------------------------------|------------------|--------------------------|---------------------------|--------------------------|---------------------------|---|
| 1 ADVANCED DOOR SERVICE, INC. | 333 ¹ | \$930.33 | \$0.00 | \$13.60 | \$916.73 | The claim included services in the amount of \$916.73 that are not eligible for treatment under sec. 503(b)(9). |
| 2 BRANT, RICHARD T | 125 | \$1,500.00 | \$0.00 | \$0.00 | \$1,500.00 | The claim is for services provided and not eligible for priority treatment under sec. 507(a)(4). |

¹ Indicates that claim is pending modification on the Debtors' Third Omnibus Objection (Substantive) to Improper Debtor Claims (exhibit B attached hereto).

Exhibit B

THIRD OMNIBUS OBJECTION

Exhibit B - Improper Debtor

| Name of Claimant | Claim Number | Claim Amount | Asserted Debtor | Modified Debtor |
|-------------------------------|------------------|--------------|-----------------|-------------------------------|
| 1 ADVANCED DOOR SERVICE, INC. | 333 ¹ | \$930.33 | Advanta Corp. | Advanta Shared Services Corp. |

¹Indicates that claim is pending reclassification on the Debtors' Third Omnibus Objection (Substantive) to Misclassified Claims (exhibit A attached hereto).