

United States Bankruptcy Court
District of Delaware

In Re: Advanta Corp., et al.¹
Debtors

Chapter 11
Case No. 09-13931 (KJC)

**PERIODIC REPORT REGARDING VALUE, OPERATIONS AND PROFITABILITY
OF ENTITIES IN WHICH THE ESTATE OF ADVANTA CORP.
HOLDS A SUBSTANTIAL OR CONTROLLING INTEREST**

This is the report as of December 10, 2010 on the value, operations and profitability of those entities in which the estate holds a substantial or controlling interest, as required by Bankruptcy Rule 2015.3. The estate of Advanta Corp.² holds a substantial or controlling interest in the following non-debtor entities (the “Non-Debtors”) that are included within the attached Form 26 Report.

Entity Name	Interest of the Estate
Advanta Bank Holding Corp.	100%
Advanta Insurance Company	100%
Advanta Life Insurance Company ³	100%
Advanta Insurance Agency Inc. ³	100%
First Advanta Insurance Agency, Inc. ³	100%
Advanta International Corporation I	100%
Advanta International Corporation II	100%
Advanta GCF GP Corp.	100%
Advanta GP Corp.	100%
Advanta Investment Corp II	100%
Advanta Information Services, Inc.	100%

This periodic report (the “Periodic Report”) contains separate reports (“Entity Reports”) on the value, operations, and profitability of each entity listed above.

¹The Debtors are Advanta Corp., Advanta Business Services Holding Corp., Advanta Business Services Corp., Advanta Shared Services Corp., Advanta Service Corp., Advanta Advertising Inc., Advantennis Corp., Advanta Investment Corp., Advanta Mortgage Holding Company, Advanta Auto Finance Corporation, Advanta Mortgage Corp. USA, Advanta Finance Corp., Advanta Credit Card Receivables Corp., Advanta Ventures Inc., BE Corp., ideablob Corp., Great Expectations International Inc., Great Expectations Franchise Corp., Great Expectations Management Corp.

²No other Debtor entity owns a substantial or controlling interest in any non-debtor entities.

³Advanta Life Insurance Company, Advanta Insurance Agency Inc. and First Advanta Insurance Agency, Inc. became directly-owned subsidiaries of Advanta Corp. via dividend from Advanta Insurance Company on June 23, 2010.

The financial statements presented are as of June 30, 2010 and as of December 31, 2009, and for the six months ended June 30, 2010. Exhibit A contains a valuation estimate for the entity as of a date not more than two years prior to the date of this report. It also contains a description of the valuation method used. Exhibit B contains a balance sheet, a statement of income (loss), a statement of cash flows, and a statement of changes in stockholder's equity (deficit) for the period covered by the Entity Report, along with summarized footnotes. Exhibit C contains a description of the Non-Debtors' business operations.

Advanta Corp. also has a 100% equity interest in Advanta Bank Corp. ("ABC"), a non-debtor entity. The FDIC and the Utah Division of Financial Institutions closed ABC and the FDIC was appointed the receiver of ABC effective March 19, 2010. As a result, the FDIC assumed all of ABC's deposits and controls all of ABC's assets. Advanta Corp. expects no recovery from the FDIC for Advanta Corp.'s ownership interest in ABC and estimates the value of its investment to be zero as of March 19, 2010. Therefore, reports on ABC's value, operations and profitability for the six months ended June 30, 2010 are not relevant to the Debtors and have not been included in this Periodic Report.

THIS REPORT MUST BE SIGNED BY A REPRESENTATIVE OF THE TRUSTEE OR
DEBTOR IN POSSESSION.

The undersigned, having reviewed the above listing of entities in which the estate of Advanta Corp. holds a substantial or controlling interest, and being familiar with the Debtors' financial affairs, verifies under the penalty of perjury that the listing is complete, accurate and truthful to the best of his/her knowledge.

Date: December 10, 2010



Signature of Authorized Individual

Philip M. Browne

Printed Name of Authorized Individual

Chief Financial Officer

Title of Authorized Individual

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Exhibit A
Valuation Estimates
June 30, 2010
(Dollars in Thousands)
(Unaudited)

<u>Non-Debtor Entity</u>	<u>Interest of the Estate</u>	<u>Value</u>	
Advanta Bank Holding Corp.	100%	\$ 0	(a)
Advanta Insurance Company	100%	5,981	(b)
Advanta Life Insurance Company	100%	4,160	(b)
Advanta Insurance Agency Inc.	100%	1,082	(a)
First Advanta Insurance Agency, Inc.	100%	126	(a)
Advanta International Corporation I	100%	0	(a)
Advanta International Corporation II	100%	13	(a)
Advanta GCF GP Corp.	100%	7	(a)
Advanta GP Corp.	100%	0	(a)
Advanta Investment Corp. II	100%	0	(a)
Advanta Information Services, Inc.	100%	0	(a)

Notes:

- (a) The basis for the valuation of this non-debtor entity is the net positive book value calculated as total assets less total liabilities as of June 30, 2010. If the net book value calculated as total assets less total liabilities as of June 30, 2010 is a deficit, the estimated value is zero.
- (b) The basis for the valuation of this non-debtor entity is the net book value calculated as total assets less total liabilities as of June 30, 2010, plus the premium over book value in the capital stock sale agreement.

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Exhibit B
Financial Statements

Notes to Financial Statements

Basis of Financial Statement Presentation – The financial statements contained herein are unaudited and have been assembled from the consolidated books and records of Advanta Corp., which are prepared in accordance with generally accepted accounting principles in the United States of America (“U.S. GAAP”). The accounting policies used in the preparation of Advanta Corp. consolidated financial statements are described in its Annual Report on Form 10-K for the fiscal year ended December 31, 2008 and Form 10-Q for the quarterly period ended September 30, 2009. The financial statements for each Non-Debtor are presented on the same basis as they are aggregated into the consolidated results of Advanta Corp., which may not be appropriate for a Non-Debtor on a stand-alone basis and may not comply with U.S. GAAP in all material respects. This information has not been subject to procedures that would typically be applied to financial information presented in accordance with U.S. GAAP, and upon the application of such procedures, management believes that the financial information could be subject to changes and these changes could be material.

The results of operations contained herein are not necessarily indicative of results that are expected from any other period or for the full year and may not necessarily reflect the combined results of operations, financial position and cash flows of the Non-Debtors in the future.

The information contained herein is provided to fulfill the requirements of the Office of the United States Trustee, including balance sheets, income and cash flow statements and statements of changes in shareholders equity for each of the Non-Debtors. The results for each Non-Debtor are presented on a consolidated basis and include the results of that Non-Debtor’s subsidiaries, which are indirect subsidiaries of Advanta Corp.

Use of Estimates – The preparation of financial statements in accordance with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual amounts could differ from those estimates.

Intercompany Transactions – Intercompany transactions between the Non-Debtors and related period ending balances have not been eliminated in the financial statements contained herein. In addition, the Non-Debtor financial statements reflect intercompany transactions with Debtors and the related period ending balances. No conclusion as to the legal obligation nor the related asset valuation associated with these intercompany transactions and balances is made by the presentation herein.

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EXHIBIT B-1a
BALANCE SHEETS
AS OF JUNE 30, 2010
(Unaudited)

(In thousands)	Advanta Bank Holding Corp.	Advanta Insurance (1)	Advanta International Corp. I and II	Advanta GCF GP Corp.	Advanta GP Corp.	Advanta Investment Corp. II	Advanta Information Services, Inc.
ASSETS							
Cash	\$ 0	\$ 5,204	\$ 145	\$ 1	\$ 99	\$ 1	\$ 0
Interest-bearing deposits	0	630	0	0	0	0	0
Investments available for sale	0	5,454	0	0	0	46	0
Premises and equipment:							
Premises and equipment, gross	0	35	0	0	0	0	0
Accumulated depreciation	0	(35)	0	0	0	0	0
Premises and equipment, net	0	0	0	0	0	0	0
Intercompany advances	0	0	42	0	34	283	0
Tax assets	0	0	272	7	0	1,922	0
Other assets	1,571	56	0	0	0	0	0
Total assets	\$ 1,571	\$ 11,345	\$ 459	\$ 7	\$ 133	\$ 2,252	\$ 0
LIABILITIES							
Intercompany line of credit - payable	\$ 0	\$ 0	\$ 595	\$ 0	\$ 0	\$ 0	\$ 0
Intercompany accrued interest payable	0	0	2	0	0	0	0
Intercompany advance payables	2,223	10	511	0	0	7,393	0
Current income taxes payable	3,343	1,468	0	0	682	0	120
Other liabilities	0	51	0	0	0	0	0
Total liabilities	5,566	1,529	1,107	0	682	7,393	120
Stockholders' equity	(3,995)	9,816	(648)	7	(549)	(5,141)	(120)
Total liabilities and equity	\$ 1,571	\$ 11,345	\$ 459	\$ 7	\$ 133	\$ 2,252	\$ 0

Note: These financial statements do not eliminate intercompany assets, intercompany liabilities or investments in subsidiaries and do not reflect an estimate of uncollectible amounts of intercompany receivables. A substantial portion of intercompany receivables may not be collectible.

(1) Advanta Insurance includes Advanta Insurance Company, Advanta Life Insurance Company, Advanta Insurance Agency Inc. and First Advanta Insurance Agency, Inc. Advanta Life Insurance Company, Advanta Insurance Agency Inc. and First Advanta Insurance Agency, Inc. became directly-owned subsidiaries of Advanta Corp. via dividend from Advanta Insurance Company on June 23, 2010.

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EXHIBIT B-1b
BALANCE SHEETS
AS OF DECEMBER 31, 2009
(Unaudited)

(In thousands)	Advanta Bank Holding Corp.	Advanta Insurance Company	Advanta International Corp. I and II	Advanta GCF GP Corp.	Advanta GP Corp.	Advanta Investment Corp. II	Advanta Information Services, Inc.
ASSETS							
Cash	\$ 2,695	\$ 2,270	\$ 184	\$ 6	\$ 99	\$ 1	\$ 5
Interest-bearing deposits	0	0	0	0	0	0	0
Investments available for sale	232	9,264	0	0	0	46	0
Receivables, net	2,515	0	0	0	0	0	0
Premises and equipment:							
Premises and equipment, gross	5,330	35	0	0	0	0	0
Accumulated depreciation	(5,238)	(35)	0	0	0	0	0
Premises and equipment, net	92	0	0	0	0	0	0
Intercompany advances	71	50	14	0	34	283	0
Tax assets	0	0	272	7	0	1,922	20
Other assets	1,571	152	9	0	0	0	0
Total assets	\$ 7,176	\$ 11,735	\$ 479	\$ 12	\$ 133	\$ 2,252	\$ 25
LIABILITIES							
Intercompany line of credit - payable	\$ 0	\$ 0	\$ 584	\$ 0	\$ 0	\$ 0	\$ 0
Intercompany accrued interest payable	0	0	2	0	0	0	0
Intercompany advance payables	2,319	61	481	0	0	7,393	0
Current income taxes payable	3,574	1,466	0	0	682	0	145
Other liabilities	68	324	26	0	0	0	0
Total liabilities	5,961	1,851	1,092	0	682	7,393	145
Stockholders' equity	1,215	9,884	(613)	12	(549)	(5,141)	(120)
Total liabilities and equity	\$ 7,176	\$ 11,735	\$ 479	\$ 12	\$ 133	\$ 2,252	\$ 25

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EXHIBIT B-2
INCOME STATEMENTS
FOR THE SIX MONTHS ENDED JUNE 30, 2010
(Unaudited)

	Advanta Bank Holding Corp.	Advanta Insurance (1)	Advanta International Corp. I and II	Advanta GCF GP Corp.	Advanta GP Corp.	Advanta Investment Corp. II	Advanta Information Services, Inc.
Interest income	\$ 43	\$ 21	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Interest expense	0	0	9	0	0	0	0
Net interest income	43	21	(9)	0	0	0	0
Provision for credit losses	0	0	0	0	0	0	0
Net interest income after provision for credit losses	43	21	(9)	0	0	0	0
Noninterest revenues (losses):							
Insurance revenues, net	0	11	0	0	0	0	0
Intercompany management fees	64	0	0	0	0	0	0
Other noninterest revenue	30	(8)	0	0	0	0	0
Total noninterest revenues (losses)	93	3	0	0	0	0	0
Operating expenses:							
Personnel expense	131	8	(1)	0	0	0	0
External processing	4	0	0	0	0	0	0
Postage expense	0	4	0	0	0	0	0
Professional fees	777	18	14	0	0	0	0
Equipment expense	7	9	0	0	0	0	0
Occupancy expense	9	0	0	0	0	0	0
Intercompany servicing fees	80	0	0	0	0	0	0
Other expenses	4,568	55	13	0	0	0	0
Total operating expenses	5,576	94	26	0	0	0	0
Pretax loss	(5,440)	(70)	(35)	0	0	0	0
Income tax benefit	(230)	0	0	0	0	0	0
Net loss	\$ (5,210)	\$ (70)	\$ (35)	\$ 0	\$ 0	\$ 0	\$ 0

Note: These financial statements do not eliminate intercompany revenues, costs or management fees.

(1) Advanta Insurance includes Advanta Insurance Company, Advanta Life Insurance Company, Advanta Insurance Agency Inc. and First Advanta Insurance Agency, Inc. Advanta Life Insurance Company, Advanta Insurance Agency Inc. and First Advanta Insurance Agency, Inc. became directly-owned subsidiaries of Advanta Corp. via dividend from Advanta Insurance Company on June 23, 2010.

EXHIBIT B-3
STATEMENTS OF CASH FLOWS
SIX MONTHS ENDED JUNE 30, 2010
(Unaudited)

	Advanta Bank Holding Corp.	Advanta Insurance ⁽¹⁾	Advanta International Corp. I and II	Advanta GCF GP Corp.	Advanta GP Corp.	Advanta Investment Corp. II	Advanta Information Services, Inc.
Net cash used in operating activities	\$ (2,769)	\$ (245)	\$ (52)	\$ 0	\$ 0	\$ 0	\$ (5)
Investing activities:							
Change in interest-bearing deposits	0	(630)	0	0	0	0	0
Purchase of investments available for sale	0	(11,965)	0	0	0	0	0
Proceeds from sales or maturities of investments	0	15,775	0	0	0	0	0
Change in receivables not held for sale	131	0	0	0	0	0	0
Purchases of premises and equipment, net	(19)	0	0	0	0	0	0
Net cash provided by investing activities	112	3,180	0	0	0	0	0
Financing activities:							
Return of capital	0	0	0	(5)	0	0	0
Change in intercompany borrowings	(38)	(1)	13	0	0	0	0
Net cash provided by (used in) financing activities	(38)	(1)	13	(5)	0	0	0
Net increase (decrease) in cash	(2,695)	2,934	(39)	(5)	0	0	(5)
Cash at beginning of period	2,695	2,270	184	6	99	1	5
Cash at end of period	\$ 0	\$ 5,204	\$ 145	\$ 1	\$ 99	\$ 1	\$ 0

(1) Advanta Insurance includes Advanta Insurance Company, Advanta Life Insurance Company, Advanta Insurance Agency Inc. and First Advanta Insurance Agency, Inc. Advanta Life Insurance Company, Advanta Insurance Agency Inc. and First Advanta Insurance Agency, Inc. became directly-owned subsidiaries of Advanta Corp. via dividend from Advanta Insurance Company on June 23, 2010.

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EXHIBIT B-4
STATEMENTS OF CHANGES IN STOCKHOLDER'S EQUITY
SIX MONTHS ENDED JUNE 30, 2010
(Unaudited)

(In thousands)	Advanta Bank Holding Corp.	Advanta Insurance ⁽¹⁾	Advanta International Corp. I and II		Advanta GCF GP Corp.		Advanta GP Corp.	Advanta Investment Corp. II	Advanta Information Services, Inc.
			Corp. I	Corp. II	Corp.	Corp.			
Beginning Balance, January 1, 2010	\$ 1,215	\$ 9,884	\$ (613)	\$ 12	\$ (549)	\$ (5,141)	\$ (120)		
Net loss	(5,210)	(70)	(35)	0	0	0	0		
Other comprehensive income	0	2	0	0	0	0	0		
Return of capital	0	0	0	(5)	0	0	0		
Ending Balance, June 30, 2010	<u>\$ (3,995)</u>	<u>\$ 9,816</u>	<u>\$ (648)</u>	<u>\$ 7</u>	<u>\$ (549)</u>	<u>\$ (5,141)</u>	<u>\$ (120)</u>		

(1) Advanta Insurance includes Advanta Insurance Company, Advanta Life Insurance Company, Advanta Insurance Agency Inc. and First Advanta Insurance Agency, Inc. Advanta Life Insurance Company, Advanta Insurance Agency Inc. and First Advanta Insurance Agency, Inc. became directly-owned subsidiaries of Advanta Corp. via dividend from Advanta Insurance Company on June 23, 2010.

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Exhibit C
Description of Operations for Non-Debtor Entities

Debtor Parent Company	Directly-Owned Non-Debtor Entity and Ownership Interest %	Subsidiaries of Directly-Owned Non-Debtor Entities	Operating Description
Advanta Corp.	Advanta Bank Holding Corp. (100%)		Maintains investment in Advanta Bank.
		Advanta Bank (owned 100% by Advanta Bank Holding Company)	Formerly, the purpose was to engage in any act or activity, for which banks may be organized under Delaware law and for which banks that have converted from a national bank to a Delaware state-chartered bank are entitled, including, but not limited to, trust powers. Advanta Bank adopted a plan of complete liquidation. Its federal deposit insurance terminated on June 30, 2010 and it surrendered its state banking charter and liquidated on that day. On March 26, 2010, prior to its dissolution, Advanta Bank entered into a settlement agreement with the FDIC. As part of the settlement agreement, Advanta Bank agreed to transfer to the FDIC all of the cash, loans, securities, accounts receivable and other assets of Advanta Bank with the parties agreeing that this transfer would fully satisfy the cross-guarantee liability that was asserted by the FDIC.
		AB Liquidating Trust (owned 100% by Advanta Bank Holding Company)	Trust formed to hold certain assets of Advanta Bank for the benefit of Advanta Bank Holding Corp. in connection with Advanta Bank's plan of complete liquidation.
Advanta Corp.	Advanta Insurance Company (100%)		Formerly provided excess loss coverage to Advanta Bank Corp. for Advanta Bank Corp.'s debt cancellation product, and reinsured credit unemployment insurance. A sale of all of Advanta Insurance Company's capital stock has been approved by the court and is expected to close in January or February 2011.
Advanta Corp.	Advanta Life Insurance Company (100%)		Formerly reinsured credit life and disability insurance which Advanta Bank Corp. made available to its customers through an unaffiliated third party insurer. Also directly issued life insurance that is fully reinsured. Became a directly-owned subsidiary of Advanta Corp. via dividend from Advanta Insurance Company on June 23, 2010. A sale of all of Advanta Life Insurance Company's capital stock closed on October 14, 2010 and the entity ceased to be a subsidiary of Advanta Corp.

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Description of Operations for Non-Debtor Entities

Debtor Parent Company	Directly-Owned Non-Debtor Entity and Ownership Interest %	Subsidiaries of Directly-Owned Non-Debtor Entities	Operating Description
Advanta Corp.	Advanta Insurance Agency Inc. (100%)		Formerly provided insurance sales and marketing services in connection with credit life, disability and unemployment insurance which Advanta Bank Corp. made available to its customers through unaffiliated third party insurers. Became a directly-owned subsidiary of Advanta Corp. via dividend from Advanta Insurance Company on June 23, 2010. Currently in the process of dissolving.
Advanta Corp.	First Advanta Insurance Agency, Inc. (100%)		Formerly, an insurance agency. Became a directly-owned subsidiary of Advanta Corp. via dividend from Advanta Insurance Company on June 23, 2010. Currently in the process of dissolving.
Advanta Corp.	Advanta International Corporation I (100%)		Holds shares in foreign-based entities.
Advanta Corp.	Advanta International Corporation II (100%)		Holds shares in foreign-based entities.
		Advanta India Services Private Limited (99% owned by Advanta International Corp. I and 1% owned by Advanta International Corp. II)	Advanta India Services Private Limited formerly provided various services requested by Advanta Bank Corp., including data and portfolio analytical support services. An application to strike off was filed and has been approved but there are additional steps that need to be completed to comply with Indian law and it may take an additional 4-5 months for striking off to be final.
Advanta Corp.	Advanta GCF GP Corp. (100%)		Holds a general partnership interest in Advanta Growth Capital Fund LP, a Delaware limited partnership. Currently in the process of dissolving.
		Advanta Growth Capital Fund LP (owned 100% by Advanta GCF GP Corp.)	Formerly engaged in venture capital investments. The certificate of limited partnership was cancelled effective November 12, 2010.
Advanta Corp.	Advanta GP Corp. (100%)		Holds a general partnership interest in Advanta Partners LP, a Pennsylvania limited partnership.
		Advanta Partners LP (owned 100% by Advanta GP Corp.)	Formerly engaged in venture capital investments.
Advanta Corp.	Advanta Investment Corp. II (100%)		Formerly invested in equities, including venture capital investments.
		Good Company.com LLC (owned 100% by Advanta Investment Corp. II)	Formerly acquired, owned, operated and otherwise dealt with various investments and activities in the e-commerce area.
Advanta Corp.	Advanta Information Services, Inc. (100%)		Formerly engaged in non-financial services businesses and activities.