

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

-----X
:
In re : Chapter 11
:
ADVANTA CORP., *et al.*, : Case No. 09-13931 (KJC)
:
Debtors.¹ : (Jointly Administered)
:
-----X

**NOTICE OF *AMENDED*² AGENDA OF MATTERS SCHEDULED
FOR HEARING ON DECEMBER 4, 2009 AT 11:00 A.M. (EST)³**

I. CONTINUED MATTERS:

1. Motion of Debtors for Authority (a) to (i) Pay Certain Employee Compensation and Benefits and (ii) Maintain and Continue Such Benefits and Other Employee-Related Programs and (b) For the Debtors' Financial Institutions to Honor and Process Checks and Transfers Related to Such Obligations Pursuant to Sections 105(a), 363(b), and 507(a) of the Bankruptcy Code [Docket No. 5 - filed November 8, 2009]

¹ The debtors and debtors-in-possession in these cases (each, a "Debtor" and collectively, the "Debtors"), 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), Great Expectations International Inc. (0440), Great Expectations Franchise Corp. (3326), Great Expectations Management Corp. (3328), Advanta Ventures Inc. (5127), BizEquity Corp. (8960), Ideablob Corp. (0726), and Advanta Credit Card Receivables Corp. (7955). Each of the Debtors (other than Advanta Credit Card Receivables Corp. and the Great Expectations entities) maintains its principal corporate office at Welsh & McKean Roads, P.O. Box 844, Spring House, Pennsylvania 19477-0844. Advanta Credit Card Receivables Corp. maintains its principal corporate office at 2215 B. Renaissance Drive, Suite 5. Las Vegas, NV 89119, and the Great Expectations entities maintain their principal corporate office at 1209 Orange Street, Wilmington, Delaware 19801.

² Amended items appear in bold.

³ The hearing will be held before The Honorable Kevin J. Carey at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 5th Floor, Courtroom 5, Wilmington, Delaware 19801. Any party who wishes to appear telephonically at the December 4, 2009 hearing must contact Courtcall, LLC at 866-582-6878 prior to **12:00 p.m. (noon) (Eastern Standard Time) on Thursday, December 3, 2009** in accordance with the *Instructions for Telephonic Appearances Effective January 5, 2005, Revised April 27, 2009*.

Objection Deadline: November 25, 2009 at 4:00 p.m.; extended to December 1, 2009 for the Office of the United States Trustee and extended to December 2, 2009 for the Official Committee of Unsecured Creditors

Objections/Responses Received: Informal responses received from the Office of the United States Trustee and the Official Committee of Unsecured Creditors.

Related Documents:

- i. Interim Order Pursuant to Sections 105(a), 363(b), and 507(a) of the Bankruptcy Code (A) Authorizing the Debtors to (i) Pay Certain Employee Compensation and Benefits and (ii) Maintain and Continue Such Benefits and Other Employee-Related Programs and (B) Authorizing the Debtors' Financial Institutions to Honor and Process Checks and Transfers Related to Such Obligations [Docket No. 23 - filed November 10, 2009]
- ii. Notice of (1) Entry of "Interim Order Pursuant to Sections 105(a), 363(b), and 507(a) of the Bankruptcy Code (A) Authorizing the Debtors to (i) Pay Certain Employee Compensation and Benefits and (ii) Maintain and Continue Such Benefits and Other Employee-Related Programs and (B) Authorizing the Debtors' Financial Institutions to Honor and Process Checks and Transfers Related to Such Obligations;" and (2) Scheduling of a Final Hearing Thereon [Docket No. 30 - filed November 10, 2009]

Status: The hearing on this matter is continued to the omnibus hearing scheduled for January 5, 2010 at 1:00 p.m.

2. Motion of Debtors For an Order Pursuant to Sections 105(a), 345(b), and 363(c) of the Bankruptcy Code (I) Authorizing the Debtors to (A) Continue Their Existing Cash Management System, and (B) Maintain Their Existing Bank Accounts and Business Forms, and (II) Granting an Extension of Time to Comply With Section 345(b) of the Bankruptcy Code [Docket No. 8 - filed November 8, 2009]

Objection Deadline: November 25, 2009 at 4:00 p.m.; extended to December 1, 2009 for the Office of the United States Trustee and extended to December 2, 2009 for the Official Committee of Unsecured Creditors

Objections/Responses Received: Informal responses received from the Office of the United States Trustee and the Official Committee of Unsecured Creditors.

Related Documents:

- i. Interim Order Pursuant to Sections 105(a), 345(b), and 363(c) of the Bankruptcy Code (I) Authorizing the Debtors to Continue Their Existing Cash Management System, and (B) Maintain Their Existing Bank Accounts and Business Forms, and (II) Granting an Extension of Time to Comply With Section 345(b) of the Bankruptcy Code [Docket No. 26 - filed November 10, 2009]
- ii. Notice of (1) Entry of “Interim Order Pursuant to Sections 105(a), 345(b), and 363(c) of the Bankruptcy Code (I) Authorizing the Debtors to Continue Their Existing Cash Management System, and (B) Maintain Their Existing Bank Accounts and Business Forms, and (II) Granting an Extension of Time to Comply With Section 345(b) of the Bankruptcy Code;” and (2) Scheduling of a Final Hearing Thereon [Docket No. 31 - filed November 10, 2009]

Status: The hearing on this matter is continued to the omnibus hearing scheduled for January 5, 2010 at 1:00 p.m.

3. Motion of Debtors Pursuant to Sections 105(a) and 362 of the Bankruptcy Code (I) Establishing Notification Procedures Regarding Restrictions on Certain Transfers of Claims Against and Equity Interests in the Debtors and (II) Scheduling a Final Hearing [Docket No. 9 - filed November 8, 2009]

Objection Deadline: November 25, 2009 at 4:00 p.m.; extended to December 1, 2009 for the Office of the United States Trustee and extended to December 2, 2009 for the Official Committee of Unsecured Creditors

Objections/Responses Received: Informal responses received from the Office of the United States Trustee and the Official Committee of Unsecured Creditors.

Related Documents:

- i. Interim Order Pursuant to Sections 105(a) and 362 of the Bankruptcy Code (i) Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Interests in the Debtors’ Estates, and (ii) Scheduling a Final Hearing [Docket No. 27 - filed November 10, 2009]
- ii. Notice of (1) Entry of “Interim Order Pursuant to Sections 105(a) and 362 of the Bankruptcy Code (i) Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Interests in the Debtors’ Estates, and (ii) Scheduling a Final Hearing” [Docket No. 33 - filed November 10, 2009]

Status: The hearing on this matter is continued to the omnibus hearing scheduled for January 5, 2010 at 1:00 p.m.

II. **UNCONTESTED MATTERS GOING FORWARD:**

4. Motion of Debtors Pursuant to Sections 105(a) and 366 of the Bankruptcy Code for an Interim and Final Order (I) Prohibiting Utilities From Altering, Refusing, or Discontinuing Service; (II) Approving the Debtors' Proposed Adequate Assurance; and (III) Approving Procedures for Resolving Requests for Additional Adequate Assurance [Docket No. 10 - filed November 8, 2009]

Objection Deadline: November 27, 2009 at 4:00 p.m.; extended to December 1, 2009 for the Office of the United States Trustee and extended to December 2, 2009 for the Official Committee of Unsecured Creditors

Objections/Responses Received:

- A. Objection of PECO Energy Company to the Motion of Debtors Pursuant to Sections 105(a) and 366 of the Bankruptcy Code for an Interim and Final Order (I) Prohibiting Utilities from Altering, Refusing or Discontinuing Service; (II) Approving the Debtor's Proposed Adequate Assurance; and (III) Approving Procedures for Resolving Requests for Additional Adequate Assurance [Docket No. 58 - filed November 23, 2009]
- B. **Notice of Withdrawal of Objection of PECO Energy Company to the Motion of Debtor's Pursuant to Sections 105(a) and 366 of the Bankruptcy Code for an Interim and Final Order (I) Prohibiting Utilities from Altering, Refusing or Discontinuing Service; (II) Approving the Debtors' Proposed Adequate Assurance; and (III) Approving Procedures for Resolving Requests for Additional Adequate Assurance [Docket No. 97 - filed December 3, 2009]**

Related Documents:

- i. Interim Order Pursuant to Sections 105(a) and 366 of the Bankruptcy Code (I) Prohibiting Utilities From Altering, Refusing, or Discontinuing Service; (II) Approving the Debtors' Proposed Adequate Assurance; and (III) Approving Procedures for Resolving Requests for Additional Adequate Assurance [Docket No. 28 - filed November 10, 2009]

- ii. Notice of (1) Entry of “Interim Order Pursuant to Sections 105(a) and 366 of the Bankruptcy Code (I) Prohibiting Utilities From Altering, Refusing, or Discontinuing Service; (II) Approving the Debtors’ Proposed Adequate Assurance; and (III) Approving Procedures for Resolving Requests for Additional Adequate Assurance;” and (2) Scheduling of a Final Hearing Thereon [Docket No. 32 - filed November 10, 2009]
- iii. **Certification of Counsel Regarding Motion of Debtors Pursuant to Sections 105(a) and 366 of the Bankruptcy Code for an Interim and Final Order (I) Prohibiting Utilities from Altering, Refusing, or Discontinuing Service; (II) Approving the Debtors’ Proposed Adequate Assurance; and (III) Approving Procedures for Resolving Requests for Additional Adequate Assurance [Docket No. 98 - filed December 3, 2009]**

Status: The Debtors have resolved the objection of PECO Energy Company and have submitted a revised form of order under certification of counsel. Accordingly, a hearing on this matter is only necessary to the extent the court has any questions.

- 5. Motion of Debtors for an Order Pursuant to Bankruptcy Code Section 105(a), Bankruptcy Rule 1007 and Local Rule 1007-1 Extending the Time to File Schedules of Assets and Liabilities, Schedules of Executory Contracts and Unexpired Leases, Lists of Equity Security Holders, Schedules of Current Income and Expenditures and Statements of Financial Affairs [Docket No. 38 - filed November 16, 2009]

Objection Deadline: November 27, 2009 at 4:00 p.m.; extended to December 1, 2009 for the Office of the United States Trustee and extended to December 2, 2009 for the Official Committee of Unsecured Creditors

Objections/Responses Received: Informal responses received from the Office of the United States Trustee.

Related Documents:

- i. **Certification of Counsel Regarding Motion of Debtors for an Order Pursuant to Bankruptcy Code Section 105(a), Bankruptcy Rule 1007 and Local Rule 1007-1 Extending the Time to File Schedules of Assets and Liabilities, Schedules of Executory Contracts and Unexpired Leases, Lists of Equity Security Holders, Schedules of Current Income and Expenditures and Statements of Financial Affairs [Docket No. 93 - filed December 2, 2009]**

Status: The Debtors have submitted a revised form of order under certification of counsel resolving the comments of the Office of the United States Trustee. Accordingly, a hearing on this matter is only necessary to the extent the court has any questions.

6. Motion of the Debtors to Implement Certain Procedures for the Interim Compensation and Reimbursement of Professionals Pursuant to Sections 330 and 331 of the Bankruptcy Code and Bankruptcy Rule 2016 [Docket No. 39 - filed November 16, 2009]

Objection Deadline: November 27, 2009 at 4:00 p.m.; extended to December 1, 2009 for the Office of the United States Trustee and extended to December 2, 2009 for the Official Committee of Unsecured Creditors

Objections/Responses Received: None to date.

Related Documents:

- i. **Certification of No Objection Regarding Motion of the Debtors to Implement Certain Procedures for the Interim Compensation and Reimbursement of Professionals Pursuant to Sections 330 and 331 of the Bankruptcy Code and Bankruptcy Rule 2016 [Docket No. 95 - filed December 2, 2009]**

Status: The Debtors have submitted a form of order under certification of no objection regarding this matter. Accordingly, a hearing on this matter is only necessary to the extent the court has any questions.

7. Application of the Debtors and Debtors-in-Possession for Entry of an Order Authorizing the Retention and Employment of Richards, Layton & Finger, P.A. as Co-counsel to the Debtors *Nunc Pro Tunc* to the Commencement Date Pursuant to Section 327(a) of the Bankruptcy Code [Docket No. 42 - filed November 16, 2009]

Objection Deadline: November 27, 2009 at 4:00 p.m.; extended to December 1, 2009 for the Office of the United States Trustee and extended to December 2, 2009 for the Official Committee of Unsecured Creditors

Objections/Responses Received: Informal responses received from the Office of the United States Trustee.

Related Documents:

- i. **Certification of Counsel Regarding Application of the Debtors and Debtors-in-Possession for Entry of an Order Authorizing the**

Retention and Employment of Richards, Layton & Finger, P.A. as Co-Counsel to the Debtors *Nunc Pro Tunc* to the Commencement Date Pursuant to Section 327(a) of the Bankruptcy Code [Docket No. 96 - filed December 3, 2009]

Status: The Debtors have resolved the comments of the Office of the United States Trustee and have submitted a form of order under certification of counsel. Accordingly, a hearing on this matter is only necessary to the extent the court has any questions.

8. Motion for an Order Authorizing Entry Into a Lease Amendment with Liberty Property Limited Partnership [Docket No. 43 - filed November 16, 2009]

Objection Deadline: November 27, 2009 at 4:00 p.m.; extended to December 1, 2009 for the Office of the United States Trustee and extended to December 2, 2009 for the Official Committee of Unsecured Creditors

Objections/Responses Received: Informal responses received from the Official Committee of Unsecured Creditors.

Related Documents:

- i. Motion to Shorten the Notice Period for Debtors' Motion for an Order Authorizing Entry into a Lease Amendment with Liberty Property Limited Partnership [Docket No. 44 - filed November 16, 2009]
- ii. Order Shortening Notice Period for Debtors' Motion for an Order Authorizing Entry into a Lease Amendment with Liberty Property Limited Partnership [Docket No. 47 - filed November 17, 2009]

Status: The Debtors intend to submit a form of order under certification of counsel in advance of the hearing.

9. Application of the Debtors Pursuant to Sections 327(a) and 328(a) of the Bankruptcy Code and Federal Rule of Bankruptcy Procedure 2014(a) for Authority to Employ Weil, Gotshal & Manges LLP as Attorneys for the Debtors, *Nunc Pro Tunc* to the Commencement Date [Docket No. 49 - filed November 17, 2009]

Objection Deadline: November 27, 2009 at 4:00 p.m.; extended to December 1, 2009 for the Office of the United States Trustee and extended to December 2, 2009 for the Official Committee of Unsecured Creditors

Objections/Responses Received: Informal responses received from the Office of the United States Trustee.

Related Documents:

- i. **Certification of Counsel Regarding Application of the Debtors Pursuant to Sections 327(a) and 328(a) of the Bankruptcy Code and Federal Rule of Bankruptcy Procedure 2014(a) for Authority to Employ Weil, Gotshal & Manges LLP as Attorneys for the Debtors, *Nunc Pro Tunc* to the Commencement Date [Docket No. 92 - filed December 2, 2009]**

Status: The Debtors have resolved the comments of the Office of the United States Trustee and submitted a form of order under certification of counsel. Accordingly, a hearing on this matter is only necessary to the extent the court has questions.

10. Motion of the Debtors for Authority to Implement Certain Procedures to Retain, Compensate, and Reimburse Ordinary Course Professionals Pursuant to Section 105(a), 327, 328 and 330 of the Bankruptcy Code [Docket No. 52 - filed November 18, 2009]

Objection Deadline: November 27, 2009 at 4:00 p.m.; extended to December 1, 2009 for the Office of the United States Trustee and extended to December 2, 2009 for the Official Committee of Unsecured Creditors

Objections/Responses Received: Informal responses received from the Office of the United States Trustee and the Official Committee of Unsecured Creditors.

Related Documents:

- i. **Certification of Counsel Regarding Motion of the Debtors for Authority to Implement Certain Procedures to Retain, Compensate, and Reimburse Ordinary Course Professionals Pursuant to Sections 105(a), 327, 328, and 330 of the Bankruptcy Code [Docket No. 91 - filed December 2, 2009]**

Status: The Debtors have submitted a revised form of order under certification of counsel resolving the comments of the Office of the United States Trustee and the Official Committee of Unsecured Creditors. Accordingly, a hearing on this matter is only necessary to the extent the court has questions.

11. Debtors' Application Pursuant to Sections 327(a) and 328 of the Bankruptcy Code for Authorization to Employ and Retain Alvarez & Marsal North America, LLC as Financial Advisor to the Debtors and Debtors in Possession [Docket No. 53 - filed November 18, 2009]

Objection Deadline: November 27, 2009 at 4:00 p.m.; extended to December 1, 2009 for the Office of the United States Trustee and extended to December 2, 2009 for the Official Committee of Unsecured Creditors

Objections/Responses Received: **Informal responses received from the Office of the United States Trustee and the Official Committee of Unsecured Creditors.**

Related Documents:

- i. **Certification of Counsel Regarding Debtors' Application Pursuant to Sections 327(a) and 328 of the Bankruptcy Code for Authorization to Employ and Retain Alvarez & Marsal North America, LLC as Financial Advisor to the Debtors and Debtors in Possession [Docket No. 94 - filed December 2, 2009]**

Status: **The Debtors submitted a revised form of order under certification of counsel resolving the comments of the Office of the United States Trustee and the Official Committee of Unsecured Creditors. Accordingly, a hearing on this matter is only necessary to the extent the court has questions.**

Dated: December 3, 2009
Wilmington, Delaware



Mark D. Collins (No. 2981)
Paul N. Heath (No. 3704)
Chun I. Jang (No. 4790)
Zachary I. Shapiro (No. 5103)
RICHARDS, LAYTON & FINGER, P.A.
One Rodney Square
920 North King Street
Wilmington, Delaware 19801
Telephone: (302) 651-7700
Facsimile: (302) 651-7701

- and -

WEIL, GOTSHAL & MANGES LLP
Marcia L. Goldstein
Robert J. Lemons
767 Fifth Avenue
New York, NY 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

PROPOSED ATTORNEYS FOR
DEBTORS AND DEBTORS IN
POSSESSION