

United States Bankruptcy Court

District Of Delaware

In re Advanta Corp.,
Debtor

Case No. 09-13931 (KJC)

Chapter 11

FIRST AMENDED¹

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property		1	\$ 0.00		
B - Personal Property		36	\$ 290,699,890.72		
C - Property Claimed as Exempt		1			
D - Creditors Holding Secured Claims		2		\$ 0.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)		2		\$ 0.00	
F - Creditors Holding Unsecured Nonpriority Claims		70		\$ 233,910,953.74	
G - Executory Contracts and Unexpired Leases		43			
H - Codebtors		5			
I - Current Income of Individual Debtor(s)	No				\$ N/A
J - Current Expenditures of Individual Debtors(s)	No				\$ N/A
TOTAL		160	\$ 290,699,890.72 + UNDETERMINED AMOUNTS	\$ 233,910,953.74 + UNDETERMINED AMOUNTS	

¹ Amendments are highlighted. Only changed sheets are attached. Refer to Schedules filed on January 25, 2010 for remainder of the Schedules.

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(If known)

SCHEDULE B – PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an “x” in the appropriate position in the column labeled “None.” If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an “H,” “W,” “J,” or “C” in the column labeled “Husband, Wife, Joint, or Community.” If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person’s name and address under “Description and Location of Property.” If the property is being held for a minor child, simply state the child’s initials and the name and address of the child’s parent or guardian, such as “A.B., a minor child, by John Doe, guardian.” Do not disclose the child’s name. See 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	CURRENT VALUE OF DEBTOR’S INTEREST IN PROPERTY, WITH- OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. Cash on hand.	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		SEE ATTACHED RIDER B.2		\$98,381,680.27
3. Security deposits with public utilities, telephone companies, landlords, and others.		BABYLON BUSINESS CAMPUS (STORAGE FACILITY RENTAL)		\$2,875.00
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books; pictures and other art objects; antiques; stamp, coin, record, tape, compact disc, and other collections or collectibles.	<input checked="" type="checkbox"/>			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.		SEE ATTACHED RIDER B.9		UNDETERMINED
10. Annuities. Itemize and name each issuer.	X			

In re Advanta Corp.,
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Case No. 09-13931 (KJC)
(If known)

SCHEDULE B – PERSONAL PROPERTY
(Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITH- OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.		SEE ATTACHED RIDER B.13		UNDETERMINED
14. Interests in partnerships or joint ventures. Itemize.		INVESTMENT IN FLEET CREDIT CARD SERVICES, L.P.		UNDETERMINED
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.		SEE ATTACHED RIDER B.15		\$1,498,763.00
16. Accounts receivable.		SEE ATTACHED RIDER B.16		\$177,146,298.24
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.		SEE ATTACHED RIDER B.18		\$1,469,206.00
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.		SEE ATTACHED RIDER B.20		\$8,500,000.00

In re: Advanta Corp.

Case No. 09-13931 (KJC)

SCHEDULE B -PERSONAL PROPERTY
Rider B.13 - Stocks and interests in incorporated businesses

NAME OF BUSINESS	OWNERSHIP INTEREST	NET BOOK VALUE
ADVANTA ADVERTISING INC.	SUBSIDIARY	UNDETERMINED
ADVANTA BANK CORP.	SUBSIDIARY	UNDETERMINED
ADVANTA BANK HOLDING CORP.	SUBSIDIARY	UNDETERMINED
ADVANTA BUSINESS SERV HOLDING CORP.	SUBSIDIARY	UNDETERMINED
ADVANTA CAPITAL TRUST	SUBSIDIARY	UNDETERMINED
ADVANTA CREDIT CARD REC CORP.	SUBSIDIARY	UNDETERMINED
ADVANTA GCF GP CORP.	SUBSIDIARY	UNDETERMINED
ADVANTA GP CORP.	SUBSIDIARY	UNDETERMINED
ADVANTA INFO SERVICES INC.	SUBSIDIARY	UNDETERMINED
ADVANTA INSURANCE COMPANY	SUBSIDIARY	UNDETERMINED
ADVANTA INTERNATIONAL CORP. I	SUBSIDIARY	UNDETERMINED
ADVANTA INTERNATIONAL CORP. II	SUBSIDIARY	UNDETERMINED
ADVANTA INVESTMENT CORP.	SUBSIDIARY	UNDETERMINED
ADVANTA INVESTMENT CORP. II	SUBSIDIARY	UNDETERMINED
ADVANTA MORTGAGE HOLDING COMPANY	SUBSIDIARY	UNDETERMINED
ADVANTA SERVICE CORP.	SUBSIDIARY	UNDETERMINED
ADVANTA SHARED SERVICES CORP.	SUBSIDIARY	UNDETERMINED
ADVANTA VENTURES INC.	SUBSIDIARY	UNDETERMINED
VISA INC.	CLASS B COMMON STOCK (497,417 SHARES)	UNDETERMINED
TOTAL		<u>UNDETERMINED</u>

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(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. SUPERIOR INSURANCE CO 5900 N ANDREWS FORT LAUDERDALE, FL 33309			UNCLAIMED FUNDS	X			\$338.00
ACCOUNT NO. TAMBE, RAJESH R. 1309 FERNWOOD CT CHALFONT, PA 18914			VARIOUS EMPLOYEE BENEFITS		X		UNDETERMINED
ACCOUNT NO. THE BANK OF NEW YORK MELLON ATTN: DAVID M. KERR 101 BARCLAY STREET, 8 WEST NEW YORK, NY 10286			SENIOR INDENTURE DATED OCTOBER 23, 1995 *THIS AMOUNT REPRESENTS THE AGGREGATE AMOUNT OWED AND AMOUNTS THAT ARE OWED TO EACH INDIVIDUAL ARE NOT SET FORTH HERIN				\$140,622,493.80
ACCOUNT NO. THE BANK OF NEW YORK MELLON FINANCIAL CONTROL BILLING DEPT. P.O. BOX 19445A NEWARK, NJ 07195-0445			TRADE PAYABLE				\$19,143.06
						Subtotal ▶	\$ 140,641,974.86
						Total ▶	\$

Sheet no. 63 of 69 continuation sheets
attached to Schedule of Creditors Holding
Unsecured Nonpriority Claims

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the Statistical
Summary of Certain Liabilities and Related Data.)

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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

**AMENDMENTS TO DEBTORS
SCHEDULES OF ASSETS AND LIABILITIES**

I, Phillip M. Browne, the Senior Vice President and Chief Financial Officer of Advanta Corp. declare under penalty of perjury, that the foregoing amended sheets are true and correct to the best of my knowledge and belief.

Dated: March 26, 2010



Philip M. Browne
Senior Vice President and Chief Financial Officer