

FEDERAL DEPOSIT INSURANCE CORPORATION

WASHINGTON, D.C.

In the Matter of)	
)	
ADVANTA BANK CORP.)	CONSENT ORDER
DRAPER, UTAH)	
)	FDIC-09-651B
(INSURED STATE NONMEMBER BANK))	

The Federal Deposit Insurance Corporation ("FDIC") is the appropriate Federal banking agency for Advanta Bank Corp, Draper, Utah ("Bank"), under 12 U.S.C. § 1813(q).

The Bank, by and through its duly elected and acting Board of Directors ("Board"), has executed a "Stipulation and Consent to the Issuance of a Consent Order" ("Stipulation"), dated November 18, 2009 that is accepted by the FDIC. With the Stipulation, the Bank has consented, without admitting or denying any charges of unsafe or unsound banking practices or violations of law or regulation to the issuance of this CONSENT ORDER by the FDIC.

Having determined that the requirements for issuance of a CONSENT ORDER under 12 U.S.C. § 1818(b) and 12 U.S.C. § 1818(i)(2) have been satisfied, the FDIC hereby orders that:

CONSENT ORDER

1. Immediately upon the effective date of this CONSENT ORDER, without the prior written consent of the Regional Director of the FDIC's New York Regional Office ("Regional Director"), the Bank shall not either directly or indirectly enter into, participate in, or otherwise engage in or allow any "extension of credit" to Advanta Corp. and/or directly or indirectly enter into, participate in, or otherwise engage in or allow any "covered transaction" or "transaction covered" with Advanta Corp. or with any other "affiliate" of the Bank regardless of whether such "extension of credit", "covered transaction" or "transaction covered" would be prohibited, limited or otherwise regulated by Sections 23A or 23B of the Federal Reserve Act ("Sections 23A and 23B"), 12 U.S.C. §§ 371c and 371c-1.

2. For purposes of this CONSENT ORDER, "extension of credit" shall be defined as set forth at 12 C.F.R. § 215.3 and "affiliate," "covered transaction" and "transaction covered" shall have the meanings set forth in Sections 23A and 23B. Additionally, for purposes of this CONSENT ORDER, any transaction by the Bank with any person or entity shall be deemed to be a transaction with an "affiliate" of the Bank if any of the proceeds of the transaction are used for

the benefit of, or transferred to such "affiliate" or the transaction in any manner directly or indirectly benefits the Bank "affiliate".

3. As of the effective date of this ORDER, the Bank shall not enter into any contract or modification of an existing contract with Advanta Corp. or any other Bank affiliate, or increase the periodic payments under any existing contract with Advanta Corp. or any other Bank affiliate without submitting the new contract, modification, or information concerning the proposed increase in any existing contract with Advanta Corp. or any other Bank affiliate to the Regional Director for review and approval.

4. All requests for prior written approval required under this CONSENT ORDER shall be received at least 30 days prior to the proposed "extension of credit", "covered transaction", "transaction covered", new contract, contract modification, or payment increase (collectively, "affiliate transactions") and shall contain, but not be limited to, an analysis of the impact the affiliate transactions would have on the Bank's capital position, cash flow, concentrations of credit, asset quality and allowance for loan and lease loss needs.

5. This CONSENT ORDER shall supersede the provisions contained in Paragraphs 6 and 7 of the FDIC's ORDER TO CEASE AND DESIST, dated June 30, 2009, FDIC-09-266b, ("CEASE AND DESIST ORDER"). All other provisions of the CEASE AND DESIST ORDER shall remain effective and enforceable.

6. It is expressly and clearly understood that if, at any time, the Regional Director shall deem it appropriate in fulfilling the responsibilities placed upon him or her under applicable law to undertake any further action affecting the Bank, nothing in this CONSENT ORDER shall in any way inhibit, estop, bar or otherwise prevent him or her from doing so, including, but not limited to, the imposition of civil money penalties.

7. This CONSENT ORDER shall be binding upon the Bank, its successors and assigns, and all institution-affiliated parties of the Bank. The provisions of this CONSENT ORDER shall remain effective and enforceable except to the extent that, and until such time as, any provision of this CONSENT ORDER shall have been modified, terminated, superseded, or set aside in writing by the FDIC.

8. This CONSENT ORDER will become effective upon its issuance by the FDIC.

Pursuant to delegated authority.

Dated this 24th day of November, 2009.

/s/

James C. Watkins
Acting Regional Director
New York Region
Division of Supervision and
Consumer Protection
Federal Deposit Insurance
Corporation