

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

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: Chapter 11
In re :
: Case No. 09-13931 (KJC)
ADVANTA CORP., *et al.*, :
: (Jointly Administered)
Debtors.¹ :
: **Obj. Deadline: 12/29/2009 at 4:00 p.m. (ET)**
-----X **Hearing Date: 1/5/2010 at 1:00 p.m. (ET)**

**DEBTORS' MOTION FOR AN ORDER GRANTING THE
DEBTORS ADDITIONAL TIME TO FILE REPORTS OF FINANCIAL
INFORMATION PURSUANT TO BANKRUPTCY RULE 2015.3(A)**

Advanta Corp. ("*Advanta*") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the "*Debtors*") respectfully represent:

¹ The Debtors in these cases, 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), Advanta Ventures Inc. (5127), BizEquity 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). 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. Additional information regarding the Debtors' business and the background relating to events leading up to these chapter 11 cases can be found in (i) the Declaration of William A. Rosoff in Support of the Debtors' Chapter 11 Petitions and First-Day Motions, filed on November 8, 2009, (the "*Rosoff Declaration*"), the date the majority of Debtors filed their petitions (the "*Commencement Date*") under chapter 11 of title 11 of the United States Code (the "*Bankruptcy Code*"), and (ii) that certain supplement thereto, filed on November 20, 2009, the date Advanta Ventures Inc., BizEquity Corp., Ideablob Corp. and Advanta Credit Card Receivables Corp. filed their Chapter 11 cases (the "*Second Commencement Date*", and together with the Commencement Date, the "*Commencement Dates*"). As of the Commencement Dates, the Debtors are authorized to continue to operate their businesses and manage their properties as debtors and debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. Further, in accordance with an order of this Court, the Debtors' cases are being jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the "*Bankruptcy Rules*").

Relief Requested

1. By this motion (the "**Motion**"), the Debtors request, pursuant to Rule 2015.3 and 9006(b) of the Bankruptcy Rules and 9006-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "**Local Rules**"), entry of the proposed order (the "**Proposed Order**") substantially in the form attached hereto as Exhibit "A," granting the Debtors additional time, through and including January 12, 2010 (the "**Extension Deadline**"), to file their respective initial reports of financial information on entities in which a chapter 11 estate holds a controlling or substantial interest (the "**Rule 2015.3 Reports**") and/or to seek a modification of such reporting requirements for cause, pursuant to Bankruptcy Rule 2015.3(d). Although the Debtors expect to file their Rule 2015.3 Reports prior to the Extension Deadline, the Debtors reserve the right to seek a further extension for cause.

Applicable Authority

2. Bankruptcy Rule 2015.3(a) requires the Debtors to file Rule 2015.3 Reports for "each entity that is not a publicly traded corporation or a debtor in a case under title 11, and in which the estate holds a substantial or controlling interest." Bankruptcy Rule 2015.3(c) creates a presumption for the purposes of this rule that an entity of which the estate controls or owns at least a 20% interest "shall be presumed to be an entity in which the estate has a substantial or controlling interest." Bankruptcy Rule 2015.3 requires that the Debtors' first Rule 2015.3 Reports must be filed no later than five (5) days before the first date set for the meeting of creditors (the "**341 Meeting**") under section 341 of title 11 of the United States Code and subsequent Rule 2015.3 Reports must be filed no less than every six (6) months thereafter. 11 U.S.C. § 2013.5(b). The 341 meeting for the Debtors will be held on December 17, 2009,

therefore, the Rule 2015.3 Reports must be filed no later than December 12, 2009, and notice of the filing submitted to interested parties by November 29, 2009.

3. Bankruptcy Rule 9006(b)(i) allows the Court to enlarge the period of time within which an act is required to be done “for cause shown.” Pursuant to Local Rule 9006-2, the filing of this Motion automatically extends the time in which the Debtors may file the initial Rule 2015.3 Reports to the date of the hearing on this Motion.

4. Bankruptcy Rule 2015.3(d) provides the Court with the ability, after notice and hearing, to modify the reporting requirement of Bankruptcy Rule 2015.3(a) for cause, including that the Debtors are “not able, after a good faith effort, to comply with these reporting requirements, or that the information required by subdivision (a) is publicly available.”

5. Accordingly, this Court is authorized to grant the relief requested in this Motion.

Basis for the Relief Requested

6. Cause exists under Bankruptcy Rule 9006(b)(1) to extend the deadline for filing of the Debtors’ Rule 2015.3 Reports. To prepare complete and accurate Rule 2015.3 Reports as required by Bankruptcy Rule 2015.3(a), the Debtors must gather and review numerous documents. In addition to the foregoing, compilation of the Rule 2015.3 Reports will be challenging because the individuals available to complete the task on behalf of the Debtors must divide their time between gathering the information necessary to prepare the Rule 2015.3 Reports, continuing their efforts to prepare and file the Debtors’ Schedules of Assets and Liabilities and Statements of Financial Affairs (the “*Schedules and Statements*”), and managing the Debtors’ business operations and reorganization efforts. Of the 37 entities reflected on Advanta’s organizational structure chart attached hereto as Exhibit “B”, 19 are Debtors and 18

are non-debtors. The latter group includes bank and insurance subsidiaries. While the Debtors have employed measures to ensure access to the information necessary to compile the Rule 2015.3 Reports, the Debtors will require the assistance of employees of their non-debtor subsidiaries to accurately and thoroughly complete such reports. In certain instances, with Advanta Bank Corp. as just an example, the Debtors may not be able to source all of the information they need in as timely manner as desired. Accordingly, the flexibility afforded to the Debtors with a 30-day extension will significantly help the Debtors' information gathering efforts.

7. As noted above, the need for more time is exacerbated by the contemporaneous requirement that the Debtors prepare and file their Schedules and Statements, which will provide considerable information on the Debtors' business operations and financial position to all parties in interest, as well as the process of running the Company during and transitioning the Debtors' businesses into chapter 11. These tasks have imposed substantial burdens on the Debtors' management and personnel.

8. Given the complex nature of the Debtors' business affairs, as well as the need to continue to operate the Debtors' businesses while the necessary information is being compiled, the Debtors believe that cause exists to extend the time to file the Rule 2015.3 Reports.

9. It is, of course, important that the Debtors' Rule 2015.3 Reports be complete and accurate, and that they fully evidence the holdings in which the Debtors maintain a controlling or substantial interest as of the commencement of these cases. The Debtors are seeking a modest extension through and until the Extension Deadline to gather the information

necessary to accurately complete the Rule 2015.3 Reports. The Debtors will endeavor to file the Rule 2015.3 Reports before such deadline.

10. While the Debtors are undertaking to prepare the Rule 2015.3 Reports, the Debtors and their advisors are also in the process of evaluating the extent to which cause exists for this Court to vary the reporting requirement established by Bankruptcy Rule 2015.3 as contemplated by subsection (d). The factors under consideration by the Debtors include the number of entities and the complexity of their business operations, the time and resources that must be devoted by the Debtors' financial advisors and other professionals to collect, analyze, and present the Rule 2015.3 Reports as prescribed in Official Form 26, the costs to the Debtors' estates, the availability of such information from the Debtors and from publicly available sources, and the impact of such reports on the Chapter 11 Cases. Accordingly, the Debtors also respectfully request that the Court extend, through and including the Extension Deadline, the time in which the Debtors must file a motion with this Court seeking an appropriate modification, waiver, or request for protection of the information under section 107 of the Bankruptcy Code.

Jurisdiction

11. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409. The Bankruptcy Rules applicable to the relief sought herein are Bankruptcy Rules 2015.3 and 9006(b), and the applicable Local Rule is 9006-2.

Notice

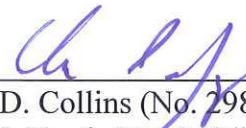
12. No trustee or examiner has been appointed in these chapter 11 cases. Notice of this Motion will be provided to (i) the Office of the United States Trustee for the District of Delaware; (ii) proposed counsel to the official committee of general unsecured creditors; (iii) Law Debenture Trust Company of New York, as trustee under the Investment Note Indenture and 8.99% Indenture (both as defined in the Rosoff Declaration); and (iv) and those parties who have requested notice pursuant to Bankruptcy Rule 2002 (collectively, the “*Notice Parties*”). The Debtors respectfully submit that no further notice of this Motion is required.

No Prior Request

13. No previous request for the relief sought herein has been made to this or any other Court.

WHEREFORE, the Debtors respectfully request that the Court grant the relief requested herein and such other and further relief as the Court may deem just and proper.

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

ATTORNEYS FOR
DEBTORS AND DEBTORS IN
POSSESSION

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

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<i>In re</i>	:	Chapter 11
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ADVANTA CORP., <i>et al.</i> ,	:	Case No. 09-13931 (KJC)
	:	
Debtors. ¹	:	(Jointly Administered)
	:	
-----X	:	Obj. Deadline: 12/29/2009 at 4:00 p.m. (ET)
		Hearing Date: 1/5/2010 at 1:00 p.m. (ET)

NOTICE OF MOTION AND HEARING

PLEASE TAKE NOTICE that, on December 3, 2009, the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) filed the **Debtors’ Motion for an Order Granting the Debtors Additional Time to File Reports of Financial Information Pursuant to Bankruptcy Rule 2015.3(a)** (the “Motion”) with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801 (the “Bankruptcy Court”).

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Motion must be in writing, filed with the Clerk of the Bankruptcy Court and served upon and

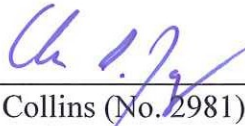
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received by the undersigned counsel for the Debtors on or before **December 29, 2009 at 4:00 p.m. (Eastern Standard Time)**.

PLEASE TAKE FURTHER NOTICE that if an objection is timely filed, served and received and such objection is not otherwise timely resolved, a hearing to consider such objection and the Motion will be held before The Honorable Kevin J. Carey at the Bankruptcy Court, 824 Market Street, 5th Floor, Courtroom 5, Wilmington, Delaware 19801 on **January 5, 2010 at 1:00 p.m. (Eastern Standard Time)**.

IF NO OBJECTIONS TO THE MOTION ARE TIMELY FILED, SERVED AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

Dated: December 3, 2009
Wilmington, Delaware



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RICHARDS, LAYTON & FINGER, P.A.
One Rodney Square
920 North King Street
Wilmington, Delaware 19801
Telephone: (302) 651-7700
Facsimile: (302) 651-7701

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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

ATTORNEYS FOR DEBTORS AND
DEBTORS IN POSSESSION

Exhibit A

The Proposed Order

**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)
	:	
	X	

**ORDER GRANTING DEBTORS' MOTION FOR AN ORDER
GRANTING THE DEBTORS ADDITIONAL TIME TO FILE REPORTS OF
FINANCIAL INFORMATION PURSUANT TO BANKRUPTCY RULE 2015.3(A)**

Upon the motion (the "*Motion*"), dated December 3, 2009, Advanta Corp. ("*Advanta*") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the "*Debtors*"), for an order pursuant to Rules 9006(b) and 2015.3(d) of the Federal Rules of Bankruptcy Procedure (the "*Bankruptcy Rules*") and Rule 9006-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "*Local Rules*"), granting the Debtors additional time, through and including January 12, 2010 (the "*Extension Deadline*"), to file their reports pursuant to Bankruptcy Rule 2015.3 of financial information on entities in which a chapter 11

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estate holds a controlling or substantial interest (the “*Rule 2015.3 Reports*”) and/or to seek a modification of such reporting requirements for cause; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to the Notice Parties;² and the relief requested in the Motion being in the best interests of the Debtors and their respective estates; and the Court having reviewed the Motion; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court, and upon the record of the hearing on the Motion, and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the time within which the Debtors shall file their Rule 2015.3 Reports and/or seek a modification of such reporting requirements for cause is extended through and including the Extension Deadline, without prejudice to the right of the Debtors to seek additional extensions of time, for cause shown.

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this

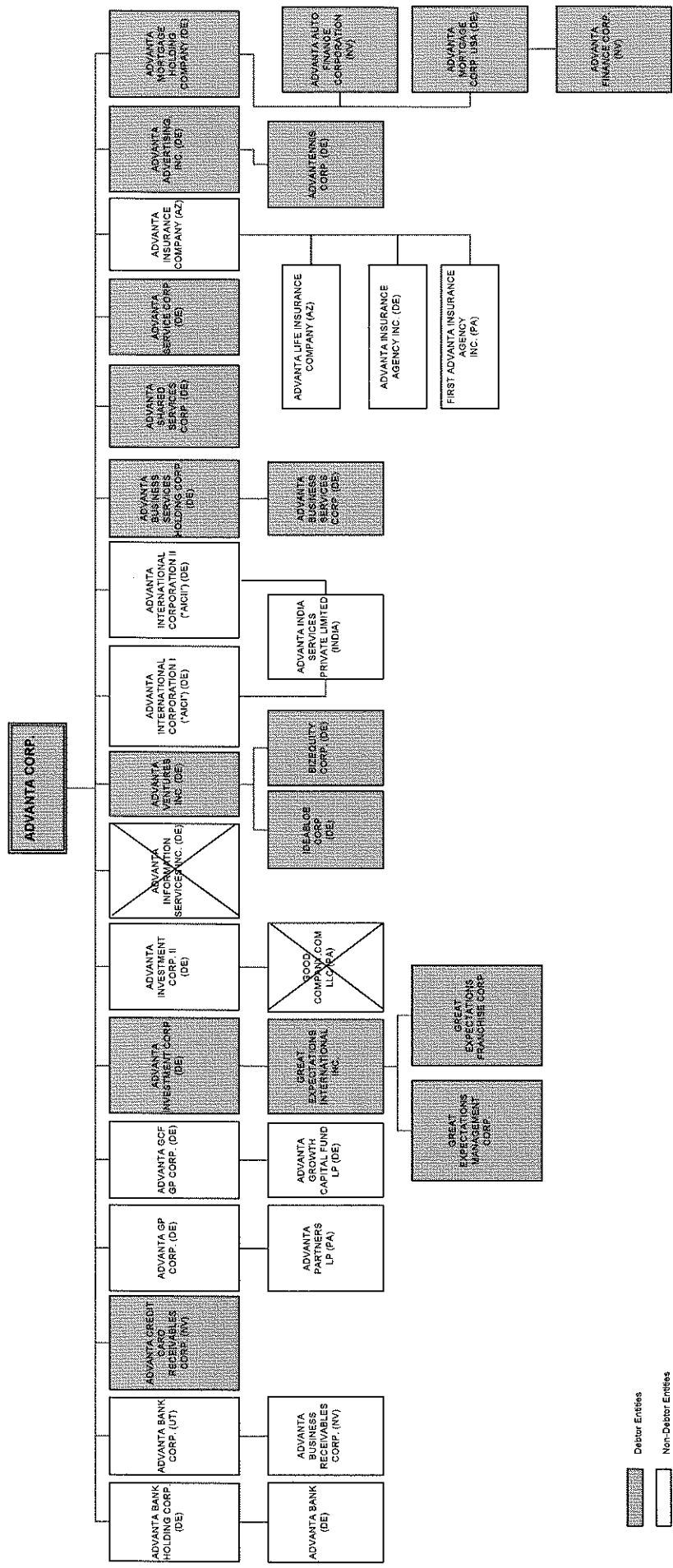
Dated: December _____, 2009
Wilmington, Delaware




THE HONORABLE KEVIN J. CAREY
CHIEF UNITED STATES BANKRUPTCY JUDGE

² Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Motion.

Exhibit B

Organizational Structure Chart



 Debtor Entities
 Non-Debtor Entities
 Inactive Entities