

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

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

**Hearing Date: Only if Objections are Filed.
Objection Deadline: February 11, 2013 at 4:00 p.m. (ET)**

**MOTION OF THE TRUSTEE FOR THE ENTRY
OF AN ORDER UNDER BANKRUPTCY CODE SECTION 105(a)
AND BANKRUPTCY RULE 9006 FURTHER
EXTENDING TIME TO OBJECT TO CLAIMS**

FTI Consulting, Inc., as the Trustee for the trusts established under the confirmed Plan of Reorganization of Advanta Corp., *et al.* (the “Trustee”), by and through its co-attorneys, Latham & Watkins LLP and Drinker Biddle & Reath LLP, hereby moves (the “Motion”) for the entry of an order pursuant to section 105(a) of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 9006 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and the *Debtors’ Joint Plan Under Chapter 11 of the Bankruptcy Code*, further extending the Claims Objection Deadline (defined below) to July 29, 2013. In support of this Motion, the Trustee respectfully represents as follows:

¹ The Debtors in these jointly administered chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, were Advanta Corp. (2070) (“Advanta”), 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), BE 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).

JURISDICTION AND VENUE

1. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334 and Article 7.2 of the Plan. 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.

2. The statutory predicate for the relief requested herein is section 105(a) of the Bankruptcy Code. Such relief is also warranted under Bankruptcy Rule 9006.

BACKGROUND

3. On November 8, 2009 (the "Petition Date"), Advanta Corp. and certain other debtors each commenced a chapter 11 case in this Court by filing a voluntary petition for relief under the Bankruptcy Code, and on November 20, 2009, the remaining debtors filed chapter 11 petitions.

4. On November 2, 2010, Advanta Corp. and its affiliated debtors (the "Debtors") filed with the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") the Disclosure Statement for Debtors' Joint Plan Under Chapter 11 of the Bankruptcy Code (as modified, the "Disclosure Statement"), and the Debtors' Joint Plan Under Chapter 11 of the Bankruptcy Code (as modified, the "Plan"). On December 17, 2010, the Bankruptcy Court entered an order approving the Disclosure Statement, as modified (the "Disclosure Statement Order"). On February 11, 2011, the Order confirming the Plan was entered by the Bankruptcy Court. The Effective Date occurred on February 28, 2011 (the "Effective Date"), and the Plan (as modified February 28, 2011) was substantially consummated.

5. Pursuant to, among other sections, section 7.2 of the Plan, the Trustee was granted authority to evaluate and prosecute, among other things, objections to claims (the "Claims"), and actions to recover alleged transfers that are subject to avoidance under applicable

provisions of the Bankruptcy Code. Further, pursuant to section 7.2 of the Plan, objections to the Claims must be served and filed:

(i) on or before the one-hundred-and-eightieth (180th) day following the later of (x) the Effective Date, and (y) the date that a proof of Claim is filed or amended or a Claim is otherwise asserted or amended in writing by or on behalf of a holder of such Claim, or (ii) on such later date as may be fixed by the Bankruptcy Court, whether fixed before or after the date specified in clauses (x) or (y) above (the “Claims Objection Deadline”).

6. On July 13, 2011, the Trustee filed its first Motion to Extend Time to Object to Claims (Docket No. 1301). On August 9, 2011, the Bankruptcy Court entered an Order Granting the Motion to Extend Time to Object to Claims (Docket No. 1306), extending the Claims Objection Deadline through November 8, 2011. On October 14, 2011, the Trustee filed its Motion of the Trustee for the Entry of an Order Under Bankruptcy Code Section 105(a) and Bankruptcy Rule 9006 Further Extending Time to Object to Claims (Docket No. 1321). On October 31, 2011, the Bankruptcy Court entered an Order Under Bankruptcy Code Section 105(a) and Bankruptcy Rule 9006 Further Extending Time to Object to Claims (Docket No. 1326), extending the Claims Objection Deadline through March 7, 2012. On February 14, 2012, the Trustee filed its Motion of the Trustee for the Entry of an Order Under Bankruptcy Code Section 105(a) and Bankruptcy Rule 9006 Further Extending Time to Object to Claims (Docket No. 1487). On March 6, 2012, the Bankruptcy Court entered an Order Under Bankruptcy Code Section 105(a) and Bankruptcy Rule 9006 Further Extending Time to Object to Claims (Docket No. 1494), extending the Claims Objection Deadline through July 9, 2012. On June 28, 2012, the Trustee filed its Motion of the Trustee for the Entry of an Order Under Bankruptcy Code Section 105(a) and Bankruptcy Rule 9006 Further Extending Time to Object to Claims (Docket No. 1506). On July 19, 2012, the Bankruptcy Court entered an Order Under Bankruptcy Code Section 105(a) and Bankruptcy Rule 9006 Further Extending Time to Object to Claims (Docket

No. 1511), extending the Claims Objection Deadline through November 29, 2012. On November 15, 2012, the Trustee filed its Motion of the Trustee for the Entry of an Order Under Bankruptcy Code Section 105(a) and Bankruptcy Rule 9006 Further Extending Time to Object to Claims (Docket No. 1523). On December 10, 2012, the Bankruptcy Court entered an Order Under Bankruptcy Code Section 105(a) and Bankruptcy Rule 9006 Further Extending Time to Object to Claims (Docket No. 1538), extending the Claims Objection Deadline through January 29, 2013.

7. For the reasons set forth below, the Trustee seeks the entry of an order of the Bankruptcy Court pursuant to Article 7.2 of the Plan further extending the Claims Objection Deadline through and including July 29, 2013.

RELIEF REQUESTED

8. By way of this Motion, the Trustee seeks the entry of an order, substantially in the form attached hereto as **Exhibit A**, extending the Claims Objection Deadline through and including July 29, 2013. The Trustee further requests that the extension herein be granted without prejudice to its right to seek further extensions of the Claims Objection Deadline.

BASIS FOR RELIEF

9. As demonstrated above, the Claims Objection Deadline may be extended by order of the Court pursuant to the Section 7.2 of the Plan.

10. Bankruptcy Code section 105(a) provides that “[t]he court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title,” 11 U.S.C. § 105(a), and it is generally recognized that “[s]ection 105(a) authorizes the bankruptcy court . . . to fashion such orders as are required to further the substantive provisions of the [Bankruptcy] Code.” See In re Morristown & E.R. Co., 885 F.2d 98, 100 (3d Cir. 1989).

11. Federal Rule of Bankruptcy Procedure 9006(b)(1) permits the Court, in its discretion, to extend the Claims Objection Deadline for cause, with or without motion or notice.

Bankruptcy Rule 9006(b)(1) provides in pertinent part:

[W]hen an act is required or allowed to be done at or within a specified period . . . by order of court, the court for cause shown may at any time in its discretion (1) with or without motion or notice order the period enlarged if the request therefore is made before expiration of the period prescribed or as extended by a previous order . . .

FED. R. BANKR. P. 9006(b)(1).

12. The Trustee is making the request in this Motion before the expiration of the current Claims Objection Deadline, and, accordingly, this request complies with Bankruptcy Rule 9006(b)(1).

13. Although Bankruptcy Rule 9006 does not define “cause,” it has been noted that “courts should be liberal in granting extensions of time sought before the period to act has elapsed, as long as the moving party has not been guilty of negligence or bad faith and the privilege of extensions has not been abused” 10 Collier on Bankruptcy (15th ed. rev. 2008 at 9006-14).

14. In the context of determining whether “cause” exists regarding extensions of time, courts have considered such factors as the size and complexity of the issues involved, the good faith progress being made towards resolving those issues, and the amount of time elapsed in the case. See, e.g., In re Cent. Jersey Airport Servs., 282 B.R. 176, 184 (Bankr. D.N.J. 2002); In re Adelphia Communs. Corp., 336 B.R. 610, 674 (Bankr. S.D.N.Y. 2006); In re Express One Int’l, 194 B.R. 98, 100 (Bankr. E.D. Tex. 1996).

15. It is respectfully submitted that cause exists to extend the Claims Objection Deadline through, and including, July 29, 2013. Together, the Trustee and the Debtors have filed

ten (10) omnibus claims objections.¹ In addition, the Trustee has successfully negotiated consensual resolutions with respect to certain significant Claims that were filed against the Debtors' estates and continues to engage in negotiations with other claimants concerning Claims filed in these cases. Notwithstanding the fact that the Trustee has reached some significant settlements, the Trustee cannot allow the Claims Objection Deadline to pass while it attempts to finalize the settlement documentation and/or resolve objections relating to such Claims. For example, in connection with the settlement of the AMCUSA Class Claimants' Claims, the Trustee has been informed that class plaintiff must go back to the Missouri courts for approval of the settlement terms prior to executing any settlement documentation with the Trustee and that such approval process might take up to 90 days. It is anticipated that the AMCUSA settlement will receive final approval in the first quarter of 2013. Additionally, significant Claims remain disputed and unresolved in connection with, inter alia, the Trustee's Ninth Omnibus Objection to Claims: (I) No Liability Claims, (II) Disputed Amount Claims, and (III) Reclassification Claims (Substantive) (Docket No. 1526). Until such time as all of the claims objections have been fully and finally resolved, the Trustee submits that an extension of the Claims Objection Deadline is warranted.

16. The Trustee and its professionals have also been very focused on prosecuting Chapter 5 causes of action. Although many avoidance action claims have been consensually resolved, a few claims remain pending. While the Trustee is hopeful that all claims will be consensually resolved, until such time as the Chapter 5 causes of action are resolved, the Trustee will not be in a position to determine which Claims must be disallowed pursuant to section

¹ Although the Trustee does not believe that it will be necessary to file any further claims objections in these cases, out of an abundance of caution, the Trustee requests that the Court extend the Claims Objection Deadline such that the Trustee can be certain that all claims have been reconciled.

502(d). An extension of the Claims Objection Deadline will provide the Trustee with additional time to resolve Chapter 5 causes of action, while avoiding the potentially unnecessary and premature filing of an objection to Claims with respect to creditors that received an avoidable preference or transfer.

17. Finally, the extension will afford the Trustee with additional time to address the treatment of Intercompany Claims under the Plan. While the Plan gives the Trustee broad discretion to cause the reduction, recharacterization, reinstatement or discharge of any Intercompany Claim, the Trustee will likely not be in a position to address the merits or treatment of the Intercompany Claims until such time as he has been able to reconcile the Claims. Although the Trustee does not believe the Claims Objection Deadline applies to Intercompany Claims, out of an abundance of caution, the Trustee believes it prudent to seek an extension of the Claims Objection Deadline to the extent such deadline is ultimately deemed applicable to the Intercompany Claims.

18. This is the Trustee's sixth requested extension of the Claims Objection Deadline. Accordingly, the Trustee respectfully submits that an extension of the Claims Objection Deadline to July 29, 2013 is warranted and is in the best interest of creditors, parties-in-interest, and judicial economy.

NOTICE

19. A copy of this Motion is being served by CM/ECF upon the Office of the United States Trustee and all parties who have formally requested notices in this case pursuant to Federal Rule of Bankruptcy Procedure Rule 2002. In light of the nature of the relief requested herein, the Trustee submits that no other or further notice of hearing is required and such additional notice be excused under the circumstances.

WHEREFORE the Trustee respectfully requests entry of the Order granting the relief requested herein and such other and further relief as the Court may deem just and appropriate.

Dated: January 25, 2013
Wilmington, Delaware

DRINKER BIDDLE & REATH LLP

/s/ Howard A. Cohen
Howard A. Cohen (DE 4082)
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Counsel for FTI Consulting, Inc., as Trustee

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

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

**Hearing Date: Only if Objections are Filed.
Objection Deadline: February 11, 2013 at 4:00 p.m. (ET)**

NOTICE OF MOTION

PLEASE TAKE NOTICE that on January 25, 2013, FTI Consulting, Inc., as the Trustee for the trusts established under the confirmed Plan of Reorganization of Advanta Corp., *et al.* (the “Trustee”), filed the *Motion of the Trustee for the Entry of an Order Under Bankruptcy Code Section 105(a) and Bankruptcy Rule 9006 Further Extending Time to Object to Claims* (the “Motion”) with the United States Bankruptcy Court for the District of Delaware, 824 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 received by the undersigned counsel for the Trustee at or before **4:00 p.m. (Eastern Time) on February 11, 2013.**

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

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objection and the Motion will be held before The Honorable Kevin J. Carey at the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 5th Floor, Courtroom No. 5, Wilmington, Delaware 19801 on a **date and time to be determined**.

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: January 25, 2013
Wilmington, Delaware

DRINKER BIDDLE & REATH LLP

/s/ Howard A. Cohen
Howard A. Cohen (DE 4082)
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Counsel for FTI Consulting, Inc., as Trustee

Exhibit A

Proposed Order

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

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

**ORDER GRANTING THE MOTION OF THE TRUSTEE
FOR ORDER UNDER BANKRUPTCY CODE SECTION 105(a) AND
BANKRUPTCY RULE 9006 FURTHER EXTENDING TIME TO OBJECT TO CLAIMS**

Upon the motion (the “Motion”),² of FTI Consulting, Inc. as the Trustee for the trusts established under the confirmed Plan of Reorganization of Advanta Corp., *et al.* (the “Trustee”), by and through its attorneys, Latham & Watkins LLP and Drinker Biddle & Reath LLP, for the entry of an order further extending the Claims Objection Deadline through and including July 29, 2013, all as more fully described in the Motion; and this 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 relief requested therein 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, and no other or further notice being required; and the Court having considered all responses to the Motion, if any, and all such responses having been either overruled or withdrawn; and the Court having determined

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² All capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefore, it is

ORDERED that the Motion is **GRANTED**; and it is further

ORDERED that the Claims Objection Deadline is hereby extended through and including July 29, 2013; and it is further

ORDERED that the relief granted herein is without prejudice to the Trustee's right to seek further extensions of the deadline established herein; and it is further

ORDERED that the Trustee is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion; and it is further

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

Dated: February __, 2013
Wilmington, Delaware

THE HONORABLE KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE

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

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

CERTIFICATE OF SERVICE

I, Howard A. Cohen, hereby certify that on this 25th day of January, 2013, I caused a true and correct copy of the *Motion of the Trustee for the Entry of an Order Under Bankruptcy Code Section 105(a) and Bankruptcy Rule 9006 Further Extending Time to Object to Claims* to be filed with the CM/ECF system for the United States Bankruptcy Court for the District of Delaware, and thereby served on all registered parties.

Dated: January 25, 2013

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