

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

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In re : Chapter 11
:
ADVANTA CORP., *et al.*, : Case No. 09-13931 (KJC)
:
Debtors.¹ : (Jointly Administered)
:
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**MOTION TO SHORTEN THE NOTICE AND OBJECTION PERIODS FOR DEBTORS’
MOTION PURSUANT TO SECTIONS 363 AND 365 OF THE BANKRUPTCY
CODE FOR (I) APPROVAL OF ASSUMPTION OF CERTAIN NETJETS
AGREEMENTS, AS MODIFIED, AND (II) AUTHORIZATION
TO SELL FRACTIONAL INTERESTS SUBJECT THERETO**

Advanta Corp. (“Advanta”) and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (together with Advanta, the “Debtors”), hereby submit this Motion to Shorten the Notice and Objection Periods (the “Motion to Shorten”) for the Debtors’ Motion Pursuant to Sections 363 and 365 of the Bankruptcy Code for (I) Approval of Assumption of Certain NetJets Agreements, as Modified, and (II) Authorization to Sell Fractional Interests Subject Thereto (the “Underlying Motion”).² The Debtors are filing

¹ The Debtors in these jointly administered chapter 11 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, Nevada 89119, and the Great Expectations entities maintain their principal corporate office at 1209 Orange Street, Wilmington, Delaware 19801.

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

and serving the Underlying Motion contemporaneously with this Motion to Shorten. In support of this Motion to Shorten, the Debtors respectfully represent as follows:

Relief Requested

1. The Debtors seek to shorten the notice and objection periods for the Underlying Motion. The Debtors respectfully request that the Underlying Motion be scheduled for the omnibus hearing already scheduled on March 3, 2010 at 10:00 a.m. (Eastern Standard Time), or at the Court's earliest convenience thereafter, with objections, if any, to be made by February 24, 2010 at 4:00 p.m. (Eastern Standard Time).

Basis for Relief

2. All motions must be filed and served at least fourteen days (seventeen if served by mail) prior to the hearing date, unless the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") state otherwise. Del. Bankr. L.R. 9006-1(c)(i). Further, the Bankruptcy Rules state that twenty-one days of notice is required for a motion proposing the use, sale or lease of property outside the ordinary course of business. Fed. R. Bankr. P. 2002(a)(2).

3. Despite these notice requirements, a court may schedule a motion on less notice upon "written motion (served on all interested parties) specifying the exigencies justifying shortened notice." Del. Bankr. L.R. 9006-1(e).

4. Pursuant to the Underlying Motion, the Debtors are seeking entry of an order approving the assumption by the Debtors of the Management Agreements, as modified by the Renewal Agreement, and authorizing the Debtors to sell the Fractional Interests to NetJets pursuant to the terms specified in the Repurchase Agreements.

5. To the extent Bankruptcy Rule 2002(a)(2) is implicated by the Underlying Motion, exigent circumstances exist here to shorten the notice and objection periods with respect to such motion. As is set forth more fully in the Underlying Motion, the Debtors no longer have


a need for the use of the Aircraft and are deriving no benefit from the Management Agreements. Further, the sale of the Fractional Interests will enhance the Debtors' liquidity position by (i) generating net cash proceeds of approximately \$494,968.54 from NetJets and (ii) eliminating the Fees (and other future management and/or other future fees) associated with the Management Agreements. If the relief sought in the Underlying Motion is granted, such relief will greatly benefit the Debtors' estates and creditors. Thus, it is critical that the Underlying Motion be heard as soon as possible. Further, the Debtors will be serving the Underlying Motion by overnight mail. Thus, the Debtors submit that this modest modification of the notice period from 21 days to the 19 days will not prejudice any parties. Finally, the Underlying Motion has been circulated to counsel to the official committee of unsecured creditors and they have indicated that they will not object to the relief sought therein. Accordingly, the Debtors respectfully submit that parties in interest will not be prejudiced by the dates proposed herein.

Notice

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

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: February 12, 2010
Wilmington, Delaware



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ATTORNEYS FOR
DEBTORS AND DEBTORS IN
POSSESSION

EXHIBIT A
Proposed Order

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

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	:	
<i>In re</i>	:	Chapter 11
	:	
ADVANTA CORP., <i>et al.</i> ,	:	Case No. 09-13931 (KJC)
	:	
Debtors. ¹	:	(Jointly Administered)
	:	
	-----X	Re: Docket No. ___

**ORDER SHORTENING NOTICE AND OBJECTION PERIODS FOR DEBTORS’
MOTION PURSUANT TO SECTIONS 363 AND 365 OF THE BANKRUPTCY
CODE FOR (I) APPROVAL OF ASSUMPTION OF CERTAIN NETJETS
AGREEMENTS, AS MODIFIED, AND (II) AUTHORIZATION
TO SELL FRACTIONAL INTERESTS SUBJECT THERETO**

Upon the Motion to Shorten the Notice and Objection Periods (the “Motion to Shorten”) for the Motion Pursuant to Sections 363 and 365 of the Bankruptcy Code for (I) Approval of Assumption of Certain NetJets Agreements, as Modified, and (II) Authorization to Sell Fractional Interests Subject Thereto (the “Underlying Motion”) filed by Advanta Corp. (“Advanta”) and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (together with Advanta, the “Debtors”); and the Court finding that (a) it has jurisdiction over this matter; (b) the Debtors have provided due notice of the Motion to Shorten and no other or further notice need be provided; and (c) the exigencies of the circumstances

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justify shortening the notice and objection periods with respect to the Underlying Motion; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion to Shorten is GRANTED.
2. The Underlying Motion will be scheduled for hearing on March 3, 2010 at 10:00 a.m. (Eastern Standard Time). Objections to the Underlying Motion shall be made by February 24, 2010 at 4:00 p.m. (Eastern Standard Time).
3. This Court retains jurisdiction to interpret, implement and enforce the provisions of this Order.

Dated: February _____, 2010
Wilmington, Delaware

THE HONORABLE KEVIN J. CAREY
CHIEF UNITED STATES BANKRUPTCY JUDGE