

**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.<sup>1</sup> : (Jointly Administered)  
:   
:   
: **Hearing Date: April 7, 2010 at 3:00 p.m.**  
: **Objection Deadline: March 31, 2010 at 4:00 p.m.**  
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**MOTION FOR AUTHORITY TO REDEEM CERTAIN SHARES IN  
COMMUNITY REINVESTMENT ACT QUALIFIED INVESTMENT FUND**

Advanta Corp. (“*Advanta*”), as debtor and debtor in possession in the above-referenced jointly administered chapter 11 cases, respectfully represents:

<sup>1</sup> 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. 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. Additional information regarding the Debtors’ businesses 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 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 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. Although Advanta believes that the transaction proposed by this motion (the “*Motion*”) is in the ordinary course of its business, out of an abundance of caution, Advanta hereby requests, pursuant to section 363 of the Bankruptcy Code, entry of the proposed order substantially in the form attached hereto as *Exhibit A*, authorizing Advanta to redeem 101,419.878 shares (the “*CRAIX Shares*”) in that certain mutual fund known as the Community Reinvestment Act Qualified Investment Fund (the “*Fund*”) at the publicly quoted net asset value (“*NAV*”)² for each share, free and clear of all liens, claims and encumbrances.

2. To maximize Advanta’s ability to obtain the highest return possible on its investment, Advanta also requests that it be authorized to redeem the CRAIX Shares on a date that Advanta determines, in its business judgment, will capitalize on the highest per share NAV for the CRAIX Shares. Advanta will provide the statutory committee of unsecured creditors (the “*Creditors’ Committee*”) with two business days’ prior notice of its redemption of the CRAIX Shares.

3. In addition, to realize the sale proceeds in a more expeditious manner, Advanta requests that any order approving the sale be effective immediately, and the Court waive the 14-day stay pursuant to Bankruptcy Rule 6004(h).

### **Redemption of the Shares**

4. The Fund is an open-end fund with the investment objective of providing (1) a high level of current income consistent with the preservation of capital and (2) investments that will be deemed to be qualified under the Community Reinvestment Act of 1977, as

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<sup>2</sup> This publicly quoted share price is calculated daily by dividing the total value of the Fund’s underlying assets after subtracting its total liabilities by the number of outstanding shares.

amended, 12 U.S.C. §§ 2901-2908 (the “**CRA**”).<sup>3</sup> In line with this investment strategy, the Fund invests in taxable municipal bonds that have as their primary purpose community development. As a result of the Fund’s investment strategy, shares of the Fund may be deemed qualified investments under the CRA, and financial institutions may receive CRA credit with respect to shares of the Fund owned by them.

5. Advanta’s subsidiary banking institutions are CRA-subject institutions, and therefore receive grades on their overall CRA performance from federal bank regulators. One of those subsidiaries, Advanta Bank, receives positive consideration on its CRA exams for Advanta’s investment in the Fund. However, because Advanta no longer needs to provide support to the CRA program of Advanta Bank, Advanta’s investment in the Fund is no longer necessary.

6. As of March 1, 2010, the publicly quoted NAV of each of the CRAIX Shares was \$10.78, which represents an increase from the quoted per share NAV of \$10.64 in December 2009. During 2009, Advanta’s investment in the CRAIX Shares produced dividend income of \$41,717.25. At the current publicly quoted NAV of \$10.78, the total fair market value of the CRAIX Shares is approximately \$1,093,306.28.

7. Advanta believes its redemption of the CRAIX Shares on a future date that it determines, pursuant to its business judgment, will capitalize on the highest NAV of the

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<sup>3</sup> The CRA was passed in 1977 to authorize federal bank regulators to use their authority to “to encourage [financial] institutions to help meet the credit needs of the local communities in which they are chartered consistent with the safe and sound operation of such institutions.” 12 U.S.C. § 2901(b). Pursuant to this statutory mandate, federal bank regulators review the overall performance of covered banks in meeting their CRA obligations and provide a written report on such performance, a portion of which, including the overall rating, is released to the public. *Id.* §§ 2903, 2906. This record of performance is taken into account when banks seek approval of certain transactions, such as the opening of a branch, relocation of a home office, a merger, or acquisition. *Id.* §§ 2902(3), 2903(a). The appropriate financial supervisory agencies determine whether a financial institution’s application should be approved either in light of, or despite, their record of meeting community credit needs.

CRAIX Shares, will provide the greatest return on Advanta's investment and generate the most value for its estate.

**Good Business Reasons Support  
Advanta's Decision to Redeem the CRAIX Shares**

8. Section 363(b)(1) provides, in relevant part, that “[t]he trustee, after notice and a hearing, may use, sell or lease, other than in the ordinary course of business, property of the estate.” The use, sale, or lease of property of the estate, other than in the ordinary course of business, is authorized when there is a “good business reason” that justifies such action. *See, e.g., Myers v. Martin (In re Martin)*, 91 F.3d 389, 395 (3d Cir. 1996) (citing *Fulton State Bank v. Schipper (In re Schipper)*, 933 F.2d 513, 515 (7th Cir. 1991)); *In re Abbotts Dairies of Penn, Inc.*, 788 F.2d 143 (3d Cir. 1986) (implicitly adopting the “sound business judgment” test of *Lionel Corp.* and requiring good faith); *In re Lionel Corp.*, 722 F.2d 1063, 1070 (2d Cir. 1983) (“The rule we adopt requires that a judge determining a § 363(b) application expressly find from the evidence presented before him at the hearing a good business reason to grant such an application.”); *In re Del. & Hudson Ry. Co.*, 124 B.R. 169, 178 (D. Del. 1991) (affirming decision permitting debtor to sell assets where sound business reasons supported the sale); *In re Allegheny Int’l*, 117 B.R. 171 (W.D. Pa. 1990) (affirming bankruptcy court order allowing debtor to enter into financing arrangement because debtor provided good business reason for use of estate property pursuant to section 363(b)).

9. To the extent that Advanta's redemption of the CRAIX Shares is not in the ordinary course of business, good business reasons support its decision to redeem the CRAIX Shares. First, redemption of the CRAIX Shares will allow Advanta to immediately realize additional funds for its estate, thereby increasing the pool of assets available for creditor distribution and furthering Advanta's liquidation efforts. Second, Advanta believes that the

current trend in per share NAV represents the highest and best offer Advanta would receive for the CRAIX Shares. Since January 1, 2007, the per share NAV for the CRAIX Shares has rarely exceeded \$10.78 per share, which is the publicly quoted NAV of each CRAIX Share as of March 1, 2010. In addition, there is no secondary market for the CRAIX Shares; the CRAIX Shares must be repurchased by the Fund at the publicly quoted per share NAV. This pricing is consistent with what investors typically receive on redemption of shares in open-end funds. Third, because the Fund invests in assets with a targeted duration of three to ten years, the value of shares in the Fund is subject to risk of deterioration if market interest rates increase. Selling the CRAIX Shares in the near future will allow Advanta to capture the highest value for the shares. Finally, as previously stated, Advanta no longer needs its investment in the Fund to provide CRA credit to the CRA program of Advanta Bank. Accordingly, Advanta has determined in its sound business judgment that a redemption of the CRAIX Shares on the terms proposed in this Motion is in the best interests of Advanta, its estate, and its creditors.

#### **An Auction of the CRAIX Shares Is Not Required**

10. In accordance with Bankruptcy Rule 6004(f)(1), asset sales outside of the ordinary course of business may be by private or public sale. FED. R. BANKR. P. 6004(f)(1). A debtor has broad discretion in determining the manner in which its assets are sold. *Berg v. Scanlon (In re Alisa P'ship)*, 15 B.R. 802, 802 (Bankr. D. Del. 1981) (“[T]he manner of [a] sale is within the discretion of the trustee . . .”); *In re Bakalis*, 220 B.R. 525, 531 (Bankr. E.D.N.Y. 1998) (noting that a trustee has “ample discretion to administer the estate, including authority to conduct public or private sales of estate property”) (internal quotations and citations omitted). As long as a debtor maximizes the return to its estate, a court should defer to a debtor’s business judgment. *In re Bakalis*, 220 B.R. at 532 (recognizing that although a trustee’s business

judgment enjoys great judicial deference, a duty is imposed on the trustee to maximize the value obtained from a sale); *In re Nepsco, Inc.*, 36 B.R. 25, 26 (Bankr. D. Me. 1983) (“Clearly, the thrust of th[e] statutory scheme [governing 363 sales] is to provide maximum flexibility to the trustee, subject to the oversight of those for whose benefit he acts, i.e., the creditors of the estate.”). Accordingly, if a debtor concludes that conducting a private sale, as opposed to a public auction, is in the best interest of the estate, the debtor should be permitted to do so. *Penn Mut. Life Ins. Co v. Woodscape Ltd. P’ship (In re Woodscape Ltd. P’ship)*, 134 B.R. 165, 174 (Bankr. D. Md. 1991) (noting that, with respect to sales of estate property, “[t]here is no prohibition against a private sale . . . and there is no requirement that the sale be by public auction.”).

11. As discussed above, the CRAIX Shares are redeemable, meaning they are required to be repurchased by the Fund. Investors may redeem their interests in the Fund at any time and for any reason, at that day’s closing per share NAV. If proper paperwork is timely submitted on the requesting day, payment for redeemed shares may be received the following day. Accordingly, redemption of the CRAIX Shares through the Fund’s transfer agent is the only way to divest Advanta’s investment in the Fund. Regardless, a third party purchaser presumably would not pay more than the redemption price because it would only be entitled to the redemption price after completing its purchase of the shares. Moreover, providing Advanta with flexibility to redeem the shares at a future date that will capitalize on the highest per share NAV of the CRA-Qualified Shares is the most efficient and best way to maximize the value of any redemption of the CRAIX Shares to Advanta’s estate, and should be approved.

**Sale of the CRAIX Shares Free and Clear  
of Liens, Claims, and Encumbrances is Appropriate**

12. Advanta further submits that it is appropriate that its interest in the Fund be sold free and clear of liens, claims, and encumbrances pursuant to section 363(f) of the Bankruptcy Code, with any such liens, claims, encumbrances, or interests to attach to the sale proceeds thereof. Section 363(f) of the Bankruptcy Code provides:

The trustee may sell property under subsection (b) or (c) of this section free and clear of any interest in such property of an entity other than the estate, only if—

- (1) applicable nonbankruptcy law permits sale of such property free and clear of such interest;
- (2) such entity consents;
- (3) such interest is a lien and the price at which such property is to be sold is greater than the aggregate value of all liens on such property;
- (4) such interest is in bona fide dispute; or
- (5) such entity could be compelled, in a legal or equitable proceeding, to accept a money satisfaction of such interest.

11 U.S.C. § 363(f). Because section 363(f) is stated in the disjunctive, when selling property of the estate it is only necessary to meet one of the five conditions of that section. *See In re Kellstrom Indus. Inc.*, 282 B.R. 787, 793 (Bankr. D. Del. 2002) (“Section 363(f) is written in the disjunctive, not the conjunctive. Therefore, if any of the five conditions is met, the debtor has the authority to conduct the sale free and clear of all liens.” (citing *Citicorp Homeowners Servs., Inc. v. Elliot (In re Elliot)*, 94 B.R. 343, 345 (E.D. Pa. 1988))).

13. As of the date hereof, Advanta is not aware of any liens or interests held by any party in respect of Advanta’s rights to the CRAIX Shares. Advanta submits that the Court should authorize the redemption of the CRAIX Shares free and clear of any and all liens,

claims and encumbrances, with any of the same to be transferred and attached to the net proceeds of the sale, with the same validity and priority that such liens, claims and encumbrances had against the rights to the CRAIX Shares. Thus, the sale of the CRAIX Shares free and clear of liens, claims and encumbrances will satisfy the statutory prerequisites of section 363(f) of the Bankruptcy Code.

14. In light of the foregoing, Advanta respectfully requests that, pursuant to section 363 of the Bankruptcy Code, the Court authorize Advanta to redeem the CRAIX Shares on a date Advanta determines, in its sound business judgment, will capitalize on the highest value of the CRAIX Shares, and provide Advanta with the greatest return on its investment.

**Relief Under Bankruptcy Rule 6004(h)**

15. Bankruptcy Rule 6004(h) provides that an ‘order authorizing the use, sale, or lease of property . . . is stayed until the expiration of 14 days after entry of the order, unless the court orders otherwise.’” In order to allow maximum flexibility in attaining the highest and best NAV for each of the CRAIX Shares, Advanta requests that any order approving the sale of the CRAIX Shares be effective immediately by providing that the 14-day stay is inapplicable.

**Jurisdiction**

16. 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.

**Notice**

17. 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) counsel to the Creditors’ Committee; (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); and (iv) those parties listed on the master service list on file with this Court (collectively, the “*Notice Parties*”). Advanta respectfully submits that no further notice of this Motion is required.

**No Prior Request**

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

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

Dated: March 17, 2010  
Wilmington, Delaware



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Paul N. Heath (No. 3704)  
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ATTORNEYS FOR  
DEBTORS AND DEBTORS IN  
POSSESSION

**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.<sup>1</sup> : (Jointly Administered)  
: :  
-----X : **Hearing: April 7, 2010 at 3:00 p.m. (ET)**  
: **Obj. Deadline: March 31, 2010 at 4:00 p.m. (ET)**

**NOTICE OF MOTION AND HEARING**

PLEASE TAKE NOTICE that, on March 17, 2010, Advanta Corp. and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the “Debtors”) filed the **Motion for Authority to Redeem Certain Shares in Community Reinvestment Act Qualified Investment Fund** (the “Motion”) with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3<sup>rd</sup> 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 Debtors on or before **March 31, 2010 at 4:00 p.m. (Eastern Daylight Time)**.

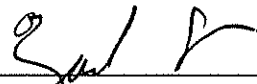
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<sup>1</sup> The Debtors in these jointly administered chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are Advanta Corp. (2070), Advanta Investment Corp. (5627), Advanta Business Services Holding 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.

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 **April 7, 2010 at 3:00 p.m. (Eastern Daylight 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: March 17, 2010  
Wilmington, Delaware



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ATTORNEYS FOR DEBTORS AND  
DEBTORS IN POSSESSION

**Exhibit A**

**IN THE 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. <sup>1</sup>	:	(Jointly Administered)
	:	
-----X	:	Re: Docket No. ____

**ORDER AUTHORIZING REDEMPTION OF CERTAIN SHARES IN  
COMMUNITY REINVESTMENT ACT QUALIFIED INVESTMENT  
FUND FREE AND CLEAR OF LIENS, CLAIMS, AND ENCUMBRANCES**

Upon the motion, dated March 17, 2010 (the “*Motion*”), of Advanta Corp. (“*Advanta*”), as debtor and debtor in possession in the above-referenced jointly administered chapter 11 cases, for authorization to redeem the CRAIX Shares<sup>2</sup> through the Fund’s transfer agent at the publicly quoted per share net asset value (“*NAV*”), free and clear of liens, claims, and encumbrances, on a future date that Advanta determines will capitalize on the highest publicly quoted NAV of each of the CRAIX Shares, all as more fully described in the Motion; 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

<sup>1</sup> 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).

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Motion.

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; and the relief requested in the Motion being in the best interests of Advanta, its estate, and its creditors; 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 after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted; and it is further

ORDERED that, pursuant to section 363(b)(1) of title 11 of the United States Code (the “*Bankruptcy Code*”), Advanta is authorized to redeem the CRAIX Shares at such time as Advanta determines, in its business judgment, will capitalize on the highest net asset value of each CRAIX Share and provide the greatest return on Advanta’s investment (the “*Redemption*”); and it is further

ORDERED that Advanta provide two business days’ prior notice to the Creditors’ Committee of the Redemption; and it is further

ORDERED that, pursuant to section 363(f) of the Bankruptcy Code, the Redemption shall be free and clear of any and all liens, claims and encumbrances, with such liens, claims and encumbrances, if any, to attach to the proceeds of the Redemption with the same force, effect, and priority as such liens, claims and encumbrances have on the CRAIX Shares, as appropriate; and it is further

ORDERED that the rights and defenses of Advanta and any other party in interest with respect to any assertion that any liens, claims and encumbrances have attached to the proceeds of the Redemption are hereby preserved; and it is further



ORDERED that Advanta is authorized to execute, deliver, implement and fully perform any and all obligations, instruments, documents and papers and to take any and all actions reasonably necessary or appropriate to effectuate the Redemption and perform any and all obligations contemplated therein without the need for further corporate authorization; and it is further

ORDERED that the 14-day stay under Rule 6004(h) of the Federal Rules of Bankruptcy Procedure is waived; and it is further

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 Order.

Dated: April \_\_\_\_\_, 2010  
Wilmington, Delaware

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THE HONORABLE KEVIN J. CAREY  
CHIEF UNITED STATES BANKRUPTCY JUDGE