

**IN THE 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)
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**MOTION TO SHORTEN NOTICE AND OBJECTION PERIODS
FOR THE “MOTION FOR AUTHORITY TO IMPLEMENT
POSTPETITION SEVERANCE PLAN AND OTHER RELATED RELIEF”**

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*”), submit this motion (the “*Motion to Shorten*”) for entry of an order, pursuant to Bankruptcy Rules 2002 and 9006 and Rule 9006-1(e) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “*Local*”

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) (“*Shared Services*”), 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*”).

Rules”), shortening the notice and objection periods for the *Motion for Authority to Implement Postpetition Severance Plan and Other Related Relief* (the “*Severance Motion*”). The Debtors are filing and serving the Severance 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 Severance Motion. The Debtors respectfully request that the Severance Motion be scheduled for the omnibus hearing on April 7, 2010 at 3:00 p.m. (Eastern Daylight Time) (the “*Omnibus Hearing*”), or at the Court’s earliest convenience thereafter, with objections, if any, to be made in writing and filed on or before April 2, 2010 at 4:00 p.m. (Eastern Daylight Time).

Basis for Relief

2. Local Rule 9006-1(c) requires that all motion papers be filed and served at least fourteen days prior to a hearing date scheduled for such motion, and seventeen days if service is by mail, unless the Bankruptcy Rules state otherwise. See Bankr. D. Del. R. 9006-1(c)(i). Additionally, Bankruptcy Rule 2002(a)(2) requires “at least 21 days’ notice by mail of . . . a proposed use, sale, or lease of property of the estate other than in the ordinary course of business.” Fed. R. Bankr. P. 2002(a)(2). 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.” Bankr. D. Del. R. 9006-1(e). The Debtors respectfully submit that allowing the relief requested in the Severance Motion to be considered on an expedited basis at the Omnibus Hearing is reasonable and appropriate under the circumstances.

3. By the Severance Motion, the Debtors are seeking entry of an order (i) allowing them to implement and make payments under the Postpetition Severance Program applicable to Eligible Employees,² and pay a performance-based incentive bonus to a key management employee, and (ii) authorizing certain other related relief.

4. To the extent that Bankruptcy Rule 2002(a)(2) is implicated by the Severance Motion, the Debtors submit that exigent circumstances exist to shorten the notice and objection periods with respect to such motion. The Debtors believe that it is critical that they promptly implement their new severance program and other related relief as soon as possible, as failure to timely do so could create a negative perception among employees that the Debtors do not intend to honor obligations owed to present and former employees. Such a perception could jeopardize employee morale and endanger the Debtors' ability to maintain its workforce at this crucial stage of the chapter 11 cases. Thus, it is critical that the Severance Motion be heard as soon as possible.

5. Moreover, the payments contemplated in the Severance Motion have been presented to and negotiated with the Creditors' Committee and its financial advisers. It is the Debtors' understanding that the Creditors' Committee does not object to the relief requested in the Severance Motion.

6. Additionally, Local Rule 9006-1(c) requires that the objection deadline with respect to motions be scheduled to permit all objections to be filed and served at least seven (7) days before the hearing date. Due to the nature of the Severance Motion and the slightly compressed timeframe in which the Debtors would like the relief requested therein to be considered by this Court, the Debtors believe that allowing parties-in-interest additional time to

² Capitalized terms not otherwise defined herein shall have the meaning ascribed in the Severance Motion.

file objections is appropriate under the circumstances, and hereby request that all parties-in-interest be required to file any objections to the relief requested in the Severance Motion by April 2, 2010, at 4:00 p.m. (Eastern Daylight Time).

Notice

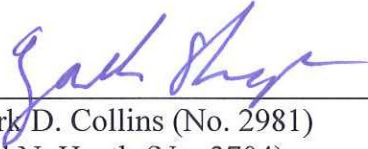
7. No trustee or examiner has been appointed in these chapter 11 cases. Notice of this Motion to Shorten will be provided by overnight or express mail to (i) the Office of the United States Trustee for the District of Delaware; (ii) counsel to the Creditors' Committee; (iii) Bank of New York Mellon, 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); (iv) all Eligible Employees and Former Employees; and (v) 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

8. 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: March 19, 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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In re : Chapter 11
:
ADVANTA CORP., *et al.*, : Case No. 09-13931 (KJC)
:
Debtors.¹ : (Jointly Administered)
:
: **Re: Docket No. ____**
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ORDER GRANTING MOTION TO SHORTEN NOTICE AND OBJECTION PERIODS FOR THE “MOTION FOR AUTHORITY TO IMPLEMENT POSTPETITION SEVERANCE PLAN AND OTHER RELATED RELIEF”

Upon the motion, dated March 19, 2010 (the “*Motion to Shorten*”), of Advanta Corp. (“*Advanta*”) and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the “*Debtors*”), for entry of an order pursuant to Rules 2002 and 9006 of the Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”) and Rule 9006-1(e) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “*Local Rules*”) shortening the notice and objection periods for the *Motion for Authority to Implement Postpetition Severance Plan and Other Related Relief* (the “*Severance Motion*”); and the Court having reviewed the Motion to Shorten; and the Court having found that (a) the Court 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

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).

provided; and (c) the exigencies of the circumstances justify shortening the notice and objection periods with respect to the Severance Motion; and after due deliberation and sufficient cause appearing therefore,

IT IS HEREBY ORDERED THAT:

1. The Motion to Shorten is GRANTED.
2. The hearing to consider the Severance Motion shall be held on April 7, 2010, at 3:00 p.m. (Eastern Daylight Time).
3. The deadline to file objections in writing to the Severance Motion shall be April 2, 2010, at 4:00 p.m. (Eastern Daylight Time).
4. This Court shall retain jurisdiction with respect to any matters related to or arising from the implementation of this Order.

Dated: April _____, 2010
Wilmington, Delaware

THE HONORABLE KEVIN J. CAREY
CHIEF UNITED STATES BANKRUPTCY JUDGE