

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

	-X	
	:	Chapter 11
<i>In re</i>	:	
	:	Case No. 09-13931 (KJC)
ADVANTA CORP., <i>et al.</i> ,	:	
	:	(Jointly Administered)
Debtors. ¹	:	
	:	Obj. Deadline: November 27, 2009 at 4:00 p.m. (EST)
	:	Hearing Date: December 4, 2009 at 11:00 a.m. (EST)
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**MOTION OF DEBTORS FOR AN ORDER PURSUANT TO
BANKRUPTCY CODE SECTION 105(a), BANKRUPTCY RULE 1007
AND LOCAL RULE 1007-1 EXTENDING THE TIME TO FILE
SCHEDULES OF ASSETS AND LIABILITIES, SCHEDULES OF
EXECUTORY CONTRACTS AND UNEXPIRED LEASES, LISTS OF
EQUITY SECURITY HOLDERS, SCHEDULES OF CURRENT INCOME
AND EXPENDITURES AND STATEMENTS OF FINANCIAL AFFAIRS**

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), Great Expectations International Inc. (0440), Great Expectations Franchise Corp. (3326), and Great Expectations Management Corp. (3328). Each of the Debtors (other than the Great Expectations entities) maintains its principal corporate office at Welsh & McKean Roads, P.O. Box 844, Spring House, Pennsylvania 19477-0844. 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 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 Debtors filed their petitions (the "*Commencement Date*") under chapter 11 of title 11 of the United States Code (the "*Bankruptcy Code*"). As of the Commencement Date, 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 Bankruptcy Code section 105, Rule 1007 of the Bankruptcy Rules and Rule 1007-1 of the Local Rules of Bankruptcy Practice and Procedure of the United State Bankruptcy Court for the District of Delaware (the “***Local Rules***”), entry of the proposed order substantially in the form attached hereto as Exhibit “A” extending the time within which to file their Schedules and Statements (as defined below) for an additional 60 days to February 8, 2010 (for a total of 90 days from the Commencement Date). In support of the Motion, the Debtors filed the Rosoff Declaration on the Commencement Date.

2. Pursuant to section 521 of the Bankruptcy Code and Bankruptcy Rule 1007, the Debtors are required to file, within 15 days of the Commencement Date: (i) schedules of assets and liabilities; (ii) schedules of executory contracts and unexpired leases; (iii) lists of equity holders; (iv) schedules of current income and expenditures; and (v) statements of financial affairs (collectively, the “***Schedules and Statements***”). Rule 1007-1(b) of the Local Rules provides, however, that if the total number of creditors in a debtor’s case exceeds 200, the debtor must file its Schedules and Statements within 30 days of the Commencement Date. In the instant case, the Debtors have approximately 10,000 creditors – well above the 200 required by Local Rule 1007-1(b) - and, therefore, the Debtors must file their Schedules and Statements within 30 days of the Commencement Date. By this Motion, the Debtors respectfully request that the Court extend such 30 day period to 90 days from the Commencement Date, without prejudice to the Debtors’ ability to request additional extensions should it become necessary.

3. The Debtors further request that, upon the consent of the Office of the United States Trustee for the District of Delaware (the “***U.S. Trustee***”) and by order of this Court

upon certification of counsel, the deadline for the Debtors to file their Schedules and Statements be extended without the need for any additional motion practice on this subject in these chapter 11 cases.

**Cause Exists to Extend the
Time to File the Schedules and Statements**

4. The Debtors estimate that they have approximately 10,000 creditors. The conduct and operation of the Debtors' business operations require that the Debtors maintain voluminous books and records and complex accounting systems. Given the size and complexity of the Debtors' business operations, the number of creditors, and the fact that certain prepetition invoices have not yet been received, the Debtors were unable to compile all of the information required to complete the Schedules and Statements prior to the Commencement Date.

5. Moreover, given the numerous critical operational matters that the Debtors' accounting staff must address in the early days of these cases, the Debtors will not be in a position to complete the Schedules and Statements within the time requirements specified in Bankruptcy Rule 1007(c) and Local Rule 1007-1(b). Completing the Debtors' Schedules and Statements will require the Debtors and their advisors to collect, review, and assemble copious amounts of information from books, records, and documents relating to the claims of over 10,000 creditors, as well as the Debtors' many assets and contracts. Assembling the necessary information would require a significant expenditure of the Debtors' time and effort, as well as that of their employees, at a time when such resources would be best spent towards administering the Debtors' chapter 11 cases. Nevertheless, recognizing the importance of the Schedules and Statements in these chapter 11 cases, the Debtors intend to complete the Schedules and Statements as quickly as possible under the circumstances.

6. Accordingly, pursuant to Bankruptcy Rule 1007(c) and Local Rule 1007-1(b), the Debtors respectfully request that the Court extend the date by which the Schedules and Statements must be filed, for an additional 60 days, for a total of 90 days, until February 8, 2010.

7. This Court has the authority to grant the requested extension under section 105(a) of the Bankruptcy Code, Bankruptcy Rule 1007(c), and Local Rule 1007-1(b). Section 105(a) of the Bankruptcy Code grants the Court broad authority to issue any order that is necessary and appropriate to carry out the provisions of the Bankruptcy Code. Bankruptcy Rule 1007(c) provides that “any extension of time for the filing of the schedules . . . may be granted only on motion for cause shown.” Similarly, Local Rule 1007-1(b) provides that such an extension “shall be granted, for cause, only upon filing of a motion by the debtor.” In light of the volume of material that must be compiled and reviewed by the Debtors’ staff in order to complete the Schedules and Statements for each of the Debtors, there is more than ample “cause” for granting the requested extension.

The Relief Requested is Appropriate

8. The Court has granted similar relief to that requested herein in a number of cases in this District. *See, e.g., In re Panolam Holdings Co.* Case No. 09-13889 (MFW) (Bankr. D. Del Nov. 5, 2009) (order granting debtors an additional 60 days, for a total of 90 days from the petition date, to file their schedules and statements); *In re Aleris International Inc.*, Case No. 09-10478 (BLS) (Bankr. D. Del. March 17, 2009) (order granting debtors an additional 60 days, for a total of 90 days from the petition date, to file their schedules and statements); *In re LandSource Cmty. Dev. LLC*, Case No. 08-11111 (KJC) (Bankr. D. Del. August 27, 2008) (same); *In re Vertis Holdings, Inc. et al*, Case No. 08-11460 (CSS) (Bankr. D. Del. August 13, 2008) (order granting debtors an additional 40 days, for a total of 70 days from the petition date, to file their schedules and statements); *In re Linens Holding Co.*, Case No. 08-10832 (CSS)

(Bankr. D. Del. May 27, 2008) (granting debtors an additional 45 days, for a total of 75 days after commencement of the case, to file schedules and statements); *In re Dan River Holdings LLC*, Case No. 08-10726 (BLS) (Bankr. D. Del. Apr. 22, 2008) (order granting debtors an additional 30 days, for a total of 60 days from the petition date, to file their schedules and statements); *In re Powermate Holding Corp.*, Case No. 08-10498 (KG) (Bankr. D. Del. Apr. 14, 2008) (order granting a total extension of 74 days from the petition date for debtors to file their schedules and statements); *In re Buffets Holdings, Inc.*, Case No. 08-10141 (MFW) (Bankr. D. Del. Mar. 12, 2008) (order granting a total extension of 76 days from the petition date for debtors to file their schedules and statements); *In re Delta Fin. Corp.*, Case No. 07-11880 (CSS) (Bankr. D. Del. Jan. 1, 2008) (granting debtors and additional 60 days, for a total of 90 days from the petition date, to file their schedules and statements); *In re Three A's Holdings, LLC.*, Case No. 06-10886 (BLS) (Bankr. D. Del. Sept. 14, 2006) (same); *In re Kaiser Aluminum Corp.*, Case No. 02-10429 (JKF) (Bankr. D. Del. Mar. 5, 2002) (order granting 90-day extension of time for filing schedules and statements).

Jurisdiction

9. 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

10. 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) the Debtors' 30 largest unsecured creditors (on a consolidated basis); (iii) Bank of New York Mellon as trustee under the Investment Note Indenture and 8.99% Indenture (both as defined in the Rosoff Declaration); and (iv) those parties who have requested

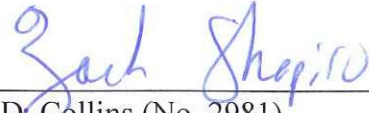
notice pursuant to Bankruptcy Rule 2002 (collectively, the “*Notice Parties*”). The Debtors respectfully submit that no further notice of this Motion is required.

No Previous Request

11. No previous request for the relief sought herein has been made by the Debtors 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: November 16, 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

PROPOSED ATTORNEYS FOR
DEBTORS AND DEBTORS IN
POSSESSION

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

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	:	Chapter 11
<i>In re</i>	:	
	:	Case No. 09-13931 (KJC)
ADVANTA CORP., <i>et al.</i> ,	:	
	:	(Jointly Administered)
Debtors. ¹	:	
	:	Obj. Deadline: November 27, 2009 at 4:00 p.m. (EST)
	:	Hearing Date: December 4, 2009 at 11:00 a.m. (EST)
-----X		

NOTICE OF MOTION AND HEARING

PLEASE TAKE NOTICE that, on November 16, 2009, the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”), filed the **Motion of Debtors for an Order Pursuant to Bankruptcy Code Section 105(a), Bankruptcy Rule 1007 and Local Rule 1007-1 Extending the Time to File Schedules of Assets and Liabilities, Schedules of Executory Contracts and Unexpired Leases, Lists of Equity Security Holders, Schedules of Current Income and Expenditures and Statements of Financial Affairs** (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

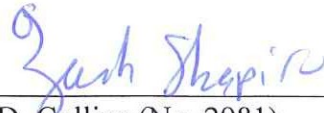
¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are Advanta Corp. (2070), Advanta Investment Corp. (5627), Advanta Business Services Holding Corp. (4047), Advanta Business Services Corp. (3786), Advanta Shared Services Corp. (7074), Advanta 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), Great Expectations International Inc. (0440), Great Expectations Franchise Corp. (3326), and Great Expectations Management Corp. (3328). Each of the Debtors (other than the Great Expectations entities) maintains its principal corporate office at Welsh & McKean Roads, P.O. Box 844, Spring House, Pennsylvania 19477-0844. The Great Expectations entities maintain their principal corporate office at 1209 Orange Street, Wilmington, Delaware 19801.

received by the undersigned proposed counsel for the Debtors on or before **November 27, 2009 at 4:00 p.m. (Eastern Standard Time).**

PLEASE TAKE FURTHER NOTICE that if any objections to the Motion are timely-filed, served and received and such objections are not otherwise timely resolved, a hearing to consider such objections and the Motion will be held before The Honorable Kevin J. Carey at the Bankruptcy Court, 824 North Market Street, 5th Floor, Courtroom 5, Wilmington, Delaware 19801 on **December 4, 2009 at 11:00 a.m. (Eastern Standard Time).**

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

Dated: November 16, 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

PROPOSED ATTORNEYS FOR
DEBTORS AND DEBTORS IN
POSSESSION

Exhibit A
Proposed Order

**UNITED STATES BANKRUPTCY COURT
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		Re: Docket No. ____

**ORDER PURSUANT TO BANKRUPTCY CODE
SECTION 105(a), BANKRUPTCY RULE 1007 AND LOCAL
RULE 1007-1 EXTENDING THE TIME TO FILE SCHEDULES
OF ASSETS AND LIABILITIES, SCHEDULES OF EXECUTORY
CONTRACTS AND UNEXPIRED LEASES, LISTS OF EQUITY
SECURITY HOLDERS, SCHEDULES OF CURRENT INCOME AND
EXPENDITURES AND STATEMENTS OF FINANCIAL AFFAIRS**

Upon the motion (the “**Motion**”)² dated November 16, 2009 of Advanta Corp. and its affiliated debtors, as debtors and debtors in possession (collectively, the “**Debtors**”), pursuant to section 105(a) of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 1007(c) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 1007-1(b) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), for an extension of time to file certain schedules and statements, 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.

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), Great Expectations International Inc. (0440), Great Expectations Franchise Corp. (3326), and Great Expectations Management Corp. (3328). Each of the Debtors (other than the Great Expectations entities) maintains its principal corporate office at Welsh & McKean Roads, P.O. Box 844, Spring House, Pennsylvania 19477-0844. The Great Expectations entities maintain their principal corporate office at 1209 Orange Street, Wilmington, Delaware 19801.

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

§§ 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 to the Notice Parties, and it appearing that no other or further notice need be provided; and this Court having determined that the relief sought in the Motion is in the best interests of the Debtors, their creditors, and all parties in interest; 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 this Court and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the time within which the Debtors must file their Schedules and Statements required by Bankruptcy Rule 1007 is enlarged and extended for an additional period of 60 days beyond the 30 days provided pursuant to Local Rule 1007-1(b) to February 8, 2010; and it is further

ORDERED that such extension is without prejudice to the Debtors' right to request a further extension of time within which to file the Schedules and Statements; and it is further

ORDERED that upon the consent of the Office of the United States Trustee for the District of Delaware and by order of this Court upon certification of counsel, the deadline for the Debtors to file their Schedules and Statements may be extended without the need for any additional motion practice on this subject in these chapter 11 cases; 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: December ____, 2009
Wilmington, Delaware

THE HONORABLE KEVIN J. CAREY
CHIEF UNITED STATES BANKRUPTCY JUDGE