

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

-----X	
	:
<i>In re</i>	:
	:
ADVANTA CORP., <i>et al.</i> ,	:
	:
Debtors. ¹	:
	:
-----X	

Chapter 11
Case No. 09-13931 (KJC)
(Jointly Administered)

**MOTION TO SHORTEN THE NOTICE PERIOD FOR DEBTORS'
MOTION FOR AN ORDER AUTHORIZING ENTRY INTO A LEASE
AMENDMENT WITH LIBERTY PROPERTY LIMITED PARTNERSHIP**

The above-captioned debtors and debtors-in-possession (collectively, the “Debtors”), hereby submit this Motion to Shorten the Notice Period (the “Motion to Shorten”) for the Debtors’ Motion for an Order Authorizing Entry Into a Lease Amendment With Liberty Property Limited Partnership (the “Underlying Motion”).² The Debtors are filing and serving the Underlying Motion contemporaneously with this Motion to Shorten. In support of this Motion to Shorten, the Debtors respectfully represent as follows:

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 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, NV 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.

Relief Requested

1. The Debtors seek to shorten the notice period for the Underlying Motion. The Debtors respectfully request that the Underlying Motion be scheduled for the omnibus hearing already scheduled on December 4, 2009 at 11:00 a.m. (EST) (the “Hearing”), or at the Court’s earliest convenience thereafter, with objections, if any, to be made by November 30, 2009 at 4:00 p.m. (EST).

Basis for Relief

2. All motions must be filed and served at least fifteen days (eighteen 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). The Bankruptcy Rules state that twenty 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. Objection deadlines normally must be set five business days before a hearing date. Del. Bankr. L.R. 9006-1(c)(ii).

4. 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).

5. Exigent circumstances exist here for the reasons set forth in the Underlying Motion, which the Debtors incorporate herein by reference. As is set forth in the Underlying Motion, the Debtors will save approximately \$80,000 per month if they are permitted to enter in the Lease Amendment. However, the Debtors’ entry into the Lease Amendment is contingent on Liberty Property finding a new tenant to lease the portion of the space that, as a result of the Lease Amendment, will no longer be subject to the Lease. As of the date hereof, Liberty Property has informed the Debtors that it is currently in negotiations with at least one

party regarding leasing such space. Thus, it is critical that the hearing on the Underlying Motion occur as soon as possible or the Debtors risk the possibility of this party losing interest in leasing such space. In light of such exigent circumstances, the Debtors respectfully request that the Court shorten the notice period and schedule the Underlying Motion for the Hearing. Indeed, the Debtors will be serving the Underlying Motion by overnight mail. Thus, this modest modification of the notice period from 20 days to the 18 days will not prejudice any parties.

6. The Debtors also request that the objection deadline for the Underlying Motion be modified so that parties in interest may object to the Underlying Motion by November 30, 2009 at 4:00 p.m. (EST). Given the expedited time frame requested, the Debtors believe that this objection period is appropriate under the circumstances. Accordingly, the Debtors respectfully submit that parties in interest will not be prejudiced by the dates proposed herein.

Notice

7. Notice of this Motion to Shorten and the Underlying Motion has been 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); (iv) Liberty Property; 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: 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
FOR THE DISTRICT OF DELAWARE**

-----X	
	:
<i>In re</i>	:
	:
ADVANTA CORP., <i>et al.</i> ,	:
	:
Debtors. ¹	:
	:
-----X	

Chapter 11
Case No. 09-13931 (KJC)
(Jointly Administered)

**ORDER SHORTENING NOTICE PERIOD FOR DEBTORS' MOTION FOR AN
ORDER AUTHORIZING ENTRY INTO A LEASE AMENDMENT
WITH LIBERTY PROPERTY LIMITED PARTNERSHIP**

Upon the Motion to Shorten the Notice Period (the "Motion to Shorten") for the Motion for an Order Authorizing Entry Into A Lease Amendment With Liberty Property Limited Partnership (the "Underlying Motion") filed by the above-captioned debtors and debtors-in-possession (collectively, 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 justify shortened notice of the Underlying Motion; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion to Shorten is GRANTED.

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 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, NV 89119, and the Great Expectations entities maintain their principal corporate office at 1209 Orange Street, Wilmington, Delaware 19801

2. The Underlying Motion will be scheduled for hearing on December 4, 2009 at 11:00 a.m. (EST). Objections to the Underlying Motion shall be made by November 30, 2009 at 4:00 p.m. (EST).

3. This Court retains jurisdiction to interpret, implement and enforce the provisions of this Order.

Dated: _____, 2009
Wilmington, Delaware

THE HONORABLE KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE