

**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 DEBTORS' MOTION TO FILE UNDER SEAL SCHEDULES TO
SUPPLEMENTAL DECLARATION OF WILLIAM A. ROSOFF IN
SUPPORT OF DEBTORS' REPLY TO ACTING UNITED STATES
TRUSTEE'S OBJECTION TO POSTPETITION SEVERANCE MOTION**

Advanta Corp. and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, 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

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*”).

Bankruptcy Court for the District of Delaware (the “*Local Rules*”), shortening the notice and objection periods for the Debtors’ Motion Pursuant to 11. U.S.C. §§ 105(a) and 107(c) for Order Authorizing Filing Under Seal of Schedules to Supplemental Declaration of William A. Rosoff in Support of the Debtors’ Reply to Acting United States Trustee’s Objection to Motion for Authority to Implement Postpetition Severance Plan and Other Related Relief (the “*Sealing Motion*”).² The Debtors are filing and serving the Sealing Motion, their Reply and the Supplemental Declaration 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 Sealing Motion. The Debtors respectfully request that the Sealing Motion be scheduled for the omnibus hearing on May 10, 2010 at 1:30 p.m. (Eastern Daylight Time) (the “*Omnibus Hearing*”), or at the Court’s earliest convenience thereafter, with objections, if any, to be made by May 10, 2010 at 9:00 a.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). 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

² All capitalized terms used but not defined herein shall have the meanings ascribed to them in the Seal Motion.

requested in the Sealing 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 Plan applicable to Eligible Employees (each as defined in the Severance Motion), (ii) pay a performance-based incentive bonus to a key management employee, and (iii) authorizing certain other related relief.

4. The Debtors believe that it is critical that the relief requested in the Severance Motion be granted so that they can implement, *inter alia*, the Postpetition Severance Plan 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 Debtors' chapter 11 cases.

5. As is set forth more fully in the Sealing Motion, which is incorporated herein by reference, the U.S. Trustee has objected to the relief requested in the Severance Motion. Given the critical nature of the relief requested in the Severance Motion, the Debtors filed, contemporaneously with the filing of this Motion to Shorten, their Reply and the Supplemental Declaration. The Sealed Schedules are attached to the Supplemental Declaration. Thus, the Debtors submit that the Seal Motion should be heard in connection with the Reply and Supplemental Declaration, both of which are scheduled to heard at the Omnibus Hearing. Further, due to the uncontroversial nature of relief requested in the Sealing Motion, and that unredacted copies of the Sealed Schedules will be provided to the Court, the U.S. Trustee and the

Creditors' Committee, the Debtors submit that expedited consideration of the Sealing Motion will not prejudice any parties and is appropriate under the circumstances.

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. Given the expedited timeframe proposed herein, the Debtors believe that allowing parties in interest additional time to object is appropriate under the circumstances, and hereby request that objections to the relief requested in the Sealing Motion, if any, be made by May 10, 2010, at 9:00 a.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 U.S. Trustee; (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 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 to Shorten 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 entry of an Order, substantially in the form attached hereto as Exhibit A, granting the relief requested herein and such other and further relief as the Court deems appropriate.

Dated: May 5, 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
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ADVANTA CORP., *et al* , : Case No. 09-13931 (KJC)
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Debtors.¹ : (Jointly Administered)
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: **Re: Docket No. ____**
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**ORDER SHORTENING NOTICE AND OBJECTION PERIODS
FOR DEBTORS' MOTION TO FILE UNDER SEAL SCHEDULES TO
SUPPLEMENTAL DECLARATION OF WILLIAM A. ROSOFF IN
SUPPORT OF DEBTORS' REPLY TO ACTING UNITED STATES
TRUSTEE'S OBJECTION TO POSTPETITION SEVERANCE MOTION**

Upon the motion, dated May 5, 2010 (the "*Motion to Shorten*"), of Advanta Corp. 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 shortening the notice and objection periods for the Debtors' Motion Pursuant to 11. U.S.C. §§ 105(a) and 107(c) for Order Authorizing Filing Under Seal of Schedules to Supplemental Declaration of William A. Rosoff in Support of the Debtors' Reply to Acting United States Trustee's Objection to Motion for Authority to Implement Postpetition

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).

Severance Plan and Other Related Relief (the "*Sealing 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 to the Notice Parties and no other or further notice need be provided; and (c) the exigencies of the circumstances justify shortening the notice and objection periods with respect to the Sealing Motion; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion to Shorten is GRANTED.
2. The hearing to consider the Sealing Motion shall be held on May 10, 2010 at 1:30 p.m. (Eastern Daylight Time).
3. Objections to the Sealing Motion, if any, shall made by May 10, 2010 at 9:00 a.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: May _____, 2010
Wilmington, Delaware

THE HONORABLE KEVIN J. CAREY
CHIEF UNITED STATES BANKRUPTCY JUDGE