

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

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In re : Chapter 11
:
ADVANTA VENTURES INC., : Case No. 09-____ ()
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Debtor. :
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Employer I.D. No. 26-3295127 :
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In re : Chapter 11
:
ADVANTA CREDIT CARD : Case No. 09-____ ()
RECEIVABLES CORP., :
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Debtor. :
:
Employer I.D. No. 20-5747955 :
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In re : Chapter 11
:
IDEABLOB CORP., : Case No. 09-____ ()
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Debtor. :
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Employer I.D. No. 26-3860726 :
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In re : Chapter 11
:
BIZEQUITY CORP., : Case No. 09-____ ()
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Debtor. :
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Employer I.D. No. 26-3298960 :
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**MOTION FOR AN ORDER PURSUANT TO
SECTION 105(a) OF THE BANKRUPTCY CODE DIRECTING
THAT CERTAIN ORDERS IN THE CHAPTER 11 CASES OF
ADVANTA CORP., ET AL., BE MADE APPLICABLE TO NEW DEBTORS**

Advanta Corp. (“*Advanta*”), and certain of its direct and indirect subsidiaries, as debtors and debtors in possession, each of which commenced a case under chapter 11 of the Bankruptcy Code on November 8, 2009 (each a “*First Filed Debtor*,” and collectively, the “*First Filed Debtors*”),¹ together with Advanta Ventures Inc., BizEquity Corp., Ideablob Corp., and Advanta Credit Card Receivables Corp., as direct and indirect subsidiaries of Advanta and as debtors and debtors in possession, which have commenced cases under chapter 11 of the Bankruptcy Code on November 20, 2009 (the “*New Debtors*,”² and together with the First Filed Debtors, the “*Debtors*”), respectfully represent:

¹ The First Filed Debtors in these cases, along with the last four digits of each First Filed 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 First Filed Debtors’ businesses 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 First Filed 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 First Filed 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 First Filed Debtors’ cases are being jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure.

² The New Debtors in these chapter 11 cases, along with the last four (4) digits of each New Debtor’s federal tax identification number, are: Advanta Ventures Inc. (5127), BizEquity Corp. (8960), Ideablob Corp. (0726), and Advanta Credit Card Receivables Corp. (7955). Each of the New Debtors (other than Advanta Credit Card Receivables Corp.) 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.

Relief Requested

1. By this motion (the “*Motion*”), the Debtors request, pursuant to section 105(a) of the Bankruptcy Code, that the Court enter an order substantially in the form of the proposed order attached hereto as Exhibit “A,” directing that certain orders previously entered in the First Filed Debtors’ chapter 11 cases and certain proposed orders pending before the Court in such cases (collectively, the “*First Filed Debtors’ Orders*”) apply to the New Debtors in their chapter 11 cases. A list of the First Filed Debtors’ Orders is attached to the proposed order as Exhibit “1.” Specifically, the Debtors seek to have (i) those previously entered orders listed on Exhibit “1” applied to the New Debtors effective *nunc pro tunc* to the date of commencement of the New Debtors’ chapter 11 cases (the “*New Debtors’ Commencement Date*”), and (ii) any orders entered after the New Debtors’ Commencement Date on motions that were pending in the First Filed Debtors’ jointly administered cases on or before the New Debtors’ Commencement Date applied to the New Debtors effective as of entry of any such orders.

2. The Debtors seek the foregoing relief in an effort to eliminate the filing of duplicative applications and motions and, therefore, reduce the burdens on this Court and parties in interest. The relief set forth in the First Filed Debtors’ Orders is necessary to facilitate the New Debtors’ smooth transition into chapter 11 and to maximize the value of the New Debtors’ estates for the benefit of all parties in interest.

The Court Has the Authority to Grant the Relief Requested

3. Section 105(a) of the Bankruptcy Code provides, in relevant part, that “[t]he court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.” 11 U.S.C. § 105(a). Pursuant to section 105(a) of the Bankruptcy Code, the Court has expansive equitable powers to fashion any order or decree that

is in the interest of preserving or protecting the value of a debtor's assets. *See, e.g., In re Chinichian*, 784 F.2d 1440, 1443 (9th Cir. 1986) (“Section 105 sets out the power of the bankruptcy court to fashion orders as necessary pursuant to the purposes of the Bankruptcy Code.”); *Bird v. Crown Convenience (In re NWFEX, Inc.)*, 864 F.2d 588, 590 (8th Cir. 1988) (“The overriding consideration in bankruptcy . . . is that equitable principles govern.”); *In re Cooper Properties Liquidating Trust, Inc.*, 61 B.R. 531, 537 (Bankr. W.D. Tenn. 1986) (“the Bankruptcy Court is one of equity and as such it has a duty to protect whatever equities a debtor may have in property for the benefit of its creditors as long as that protection is implemented in a manner consistent with the bankruptcy laws.”).

4. Entry of an order directing that the First Filed Debtors' Orders be made applicable to the New Debtors will obviate the need for duplicative notices, motions, applications, and orders to be filed in the New Debtors' chapter 11 cases. The New Debtors seek to save considerable time and expense for their estates and reduce the burden on the Court and parties in interest by proceeding in this manner. The New Debtors require the protections and authorizations that are set forth in the First Filed Debtors' Orders to enter chapter 11 in an orderly manner and to maintain their ability to efficiently administer their chapter 11 cases. If this Motion is not granted, the New Debtors would seek substantially the same substantive relief granted in the First Filed Debtors' Orders. Those orders address many of the matters that most debtors must deal with in their chapter 11 cases. For example, the orders deal with, among other things, the payment of taxes, and insurance and employee related issues.

5. Had the New Debtors filed chapter 11 petitions at the same time as the First Filed Debtors, they would have been movants with respect to the First Filed Debtors' Orders. By proceeding in the manner of this Motion, the Debtors seek to streamline the motion

practice for requesting such relief, while at the same time providing the same requisite facts and justification for such relief as if the New Debtors had filed such motions.

6. The New Debtors believe that the relief requested herein is appropriate to carry out the provisions of the Bankruptcy Code. Similar procedures have been authorized in other complex chapter 11 cases. *See, e.g., In re General Growth Properties, Inc., et al.*, Ch. 11 Case No. 09-11977 (ALG) (Bankr. S.D.N.Y. 2009); *In re SemCrude, L.P., et al.*, Ch. 11 Case No. 08-11525 (BLS) (Bankr. D. Del. 2008); *In re WorldCom, Inc., et al.*, Ch. 11 Case No. 02-13533 (AJG) (Bankr. S.D.N.Y. 2002); *In re Enron Corp., et al.*, Ch. 11 Case No. 01-16034 (AJG) (Bankr. S.D.N.Y. 2002); *In re Adelpia Bus. Solutions, Inc., et al.*, Ch. 11 Case No. 02-11389 (REG) (Bankr. S.D.N.Y. 2002); and *In re Genesis Health Ventures, Inc., et al.*, Case Nos. 00-2692, 3196 (JHW) (Bankr. D. Del. 2000).

The Debtors Satisfy Bankruptcy Rule 6003(b)

7. Bankruptcy Rule 6003(b) provides that to the extent relief is necessary to avoid immediate and irreparable harm, a bankruptcy court may approve a motion to “pay all or part of a claim that arose before the filing of the petition” prior to 20 days after the Commencement Date. FED. R. BANKR. P. 6003(b). The New Debtors submit that the relief requested in this Motion is necessary to avoid immediate and irreparable harm to the New Debtors, as described herein, and that Bankruptcy Rule 6003(b) has been satisfied.

Waiver of Bankruptcy Rule 6004(h)

8. To implement the foregoing successfully, the New Debtors seek a waiver of the ten-day stay of an order authorizing the use, sale, or lease of property under Bankruptcy Rule 6004(h).

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

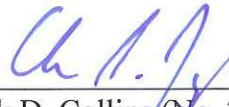
10. No trustee or examiner has been appointed in these chapter 11 cases. Notice of this Motion will be provided to (i) the Office of the United States Trustee for the District of Delaware; (ii) the Debtors' 30 largest unsecured creditors (on a consolidated basis); and (iii) Bank of New York Mellon as trustee under the Investment Note Indenture and 8.99% Indenture (both as defined in the Rosoff Declaration) (collectively, the "*Notice Parties*"). As this Motion is seeking first-day relief, notice of this Motion and any order entered hereon will be served on all parties required by Local Rule 9013-1(m). Due to the urgency of the circumstances surrounding this Motion and the nature of the relief requested herein, the New 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 New Debtors to this or any other court.

WHEREFORE, the New 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 20, 2009
Wilmington, Delaware



Mark D. Collins (No. 2981)
Paul N. Heath (No. 3704)
Chun I. Jang (No. 4790)
Zachary I. Shapiro (No. 5103)
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- and -

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Robert J. Lemons
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Telephone: (212) 310-8000
Facsimile: (212) 310-8007

ATTORNEYS FOR
DEBTORS AND DEBTORS IN
POSSESSION

Exhibit A

Proposed Order

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

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In re : Chapter 11
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Employer I.D. No. 26-3860726 :
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In re : Chapter 11
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BIZEQUITY CORP., : Case No. 09-____ ()
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Debtor. :
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Employer I.D. No. 26-3298960 :
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**ORDER PURSUANT TO SECTION 105(a) OF
THE BANKRUPTCY CODE DIRECTING THAT CERTAIN
ORDERS IN THE CHAPTER 11 CASES OF ADVANTA
CORP., ET AL., BE MADE APPLICABLE TO NEW DEBTORS**

Upon the motion (the “*Motion*”)¹ dated November 20, 2009, of Advanta Ventures Inc., BizEquity Corp., Ideablob Corp., and Advanta Credit Card Receivables Corp. (collectively, the “*New Debtors*”)² for entry of an order pursuant to section 105(a) of the title 11 of the United States Code (the “*Bankruptcy Code*”), directing that certain of the orders entered in the chapter 11 cases of Advanta Corp. (“*Advanta*”) and certain of its direct and indirect subsidiaries, as debtors and debtors in possession (each a “*First Filed Debtor*,” collectively, the “*First Filed Debtors*,” and together with the New Debtors, the “*Debtors*”),³ and reflected on Exhibit “1” hereto be made applicable to the New Debtors, 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 core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to

¹ Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Motion.

² The New Debtors in these chapter 11 cases, along with the last four (4) digits of each New Debtor’s federal tax identification number, are: Advanta Ventures Inc. (5127), BizEquity Corp. (8960), Ideablob Corp. (0726), and Advanta Credit Card Receivables Corp. (7955). Each of the New Debtors (other than Advanta Credit Card Receivables Corp.) 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.

³ The First Filed Debtors in these cases, along with the last four digits of each First Filed 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 First Filed 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.

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 the New Debtors and their respective estates; 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 upon the record of the hearing on the Motion, and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that each order heretofore entered in the First Filed Debtors' chapter 11 cases and identified on Schedule "1" annexed hereto is applicable to the New Debtors effective *nunc pro tunc* to the date of commencement of the New Debtors' chapter 11 cases (the "*New Debtors' Commencement Date*"), and any orders entered after the New Debtors' Commencement Date on motions that were pending in the First Filed Debtors' jointly administered cases on or before the New Debtors' Commencement Date are applicable to the New Debtors effective as of the entry of any such orders; 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: _____, 2009
Wilmington, Delaware

UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

First Filed Debtors' Orders

Date	Docket #	Order
11/10/2009	21	Order Pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure Directing Joint Administration of Chapter 11 Cases
11/10/2009	22	Order Granting Debtors' Application for Authority to (I) Employ and Retain the Garden City Group, Inc. as Claims and Noticing Agent for the Debtors and (II) Appoint the Garden City Group, Inc. as Agent of the Bankruptcy Court
11/10/2009	23	Order (Interim) (A) Authorizing the Debtors to (i) Pay Certain Employee Compensation and Benefits and (ii) Maintain and Continue Such Benefits and Other Employee-Related Programs and (B) Authorizing the Debtors' Financial Institutions to Honor and Process Checks and Transfers Related to Such Obligations
11/10/2009	24	Order Authorizing The Debtors To (A) Continue Their Workers' Compensation Programs And Their Liability, Property, And Other Insurance Programs And (B) Pay Certain Obligations In Respect Thereof And (II) Authorizing And Directing The Debtors' Financial Institutions To Honor And Process Checks And Transfers Related To Such Obligations
11/10/2009	25	Order Authorizing the Debtors to Pay Certain Prepetition Taxes and Other Governmental Assessments
11/10/2009	26	Order (Interim) (I) Authorizing the Debtors to (A) Continue their Existing Cash Management System, and (B) Maintain their Existing Bank Accounts and Business Forms, and (II) Granting an Extension of Time to Comply with Section 345(b) of the Bankruptcy Code
11/10/2009	27	Order (Interim) (I) Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Interests in the Debtors' Estates, and (ii) Schedule a Final Hearing
11/10/2009	28	Order (Interim) (I) Prohibiting Utilities from Altering, Refusing, or Discontinuing Service; (II) Approving the Debtors' Proposed Adequate Assurance; and (III) Approving Procedures for Resolving Requests for Additional Adequate Assurance

Date	Docket #	Order
11/16/2009	38	Motion to Extend Deadline to File Schedules or Provide Required Information (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)
11/16/2009	39	Motion for Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals Filed by Advanta Corp.
11/16/2009	42	Application to Employ Richards, Layton & Finger, P.A. as Co-Counsel to the Debtors Nunc Pro Tunc to the Commencement Date Filed by Advanta Corp.
11/16/2009	43	Motion to Authorize an Order Authorizing Entry Into a Lease Amendment with Liberty Property Limited Partnership Filed by Advanta Corp.
11/17/2009	47	Order Shortening Notice Period for Debtors' Motion for an Order Authorizing Entry into a Lease Amendment with Liberty Property Limited Partnership
11/17/200	49	Application to Employ Weil, Gotshal & Manges LLP as Attorneys for Debtors Filed by Advanta Corp.

Date	Docket #	Order
11/18/2009	52	Motion to Authorize (Motion of Debtors for Authority to Implement Certain Procedures to Retain, Compensate, and Reimburse Ordinary Course Professionals Pursuant to Section 105(a), 327, 328, 330 of the Bankruptcy Code) Filed by Advanta Corp.
11/18/2009	53	Application to Employ Alvarez & Marsal North America, LLC as Financial Advisor to the Debtors and Debtors in Possession Filed by Advanta Corp.