

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

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In re : Chapter 11
 :
 : Case No. 09-13931 (KJC)
ADVANTA CORP., *et al.*, :
 : (Jointly Administered)
 :
Debtors.¹ :
 : (Proposed) Hearing Date: Feb. 10, 2011 at 1:00 p.m.
 : (Proposed) Obj. Deadline: At the hearing.
-----X
Re: Docket No. 1156

**MOTION FOR AN ORDER AUTHORIZING DEBTORS
TO EXCEED THE PAGE LIMIT REQUIREMENT FOR
MEMORANDUM OF LAW IN SUPPORT OF CONFIRMATION
OF THE DEBTORS' JOINT PLAN UNDER CHAPTER 11
OF THE BANKRUPTCY CODE, AS MODIFIED**

Advanta Corp. and its affiliated debtors and debtors in possession (collectively, the “*Debtors*”) hereby submits this motion (the “*Motion*”) for the entry of an order, pursuant to Rule 7007-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “*Local Rules*”), authorizing the Debtors to exceed the page limit requirement for Debtors’ memorandum of law in support of confirmation of the Plan (as defined below) [Docket No. 1156] (the “*Confirmation Memorandum*”). In support of this Motion, the Debtors respectfully represents as follows:

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), BE 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).

BACKGROUND

1. On February 8, 2011, the Debtors filed the Debtors Joint Plan Under Chapter 11 of the Bankruptcy Code, dated November 2, 2010 (as modified on February 8, 2011) [Docket No. 1151] (the “*Plan*”).

2. The hearing on, *inter alia*, confirmation of the Plan, is scheduled to take place on February 10, 2011 at 1:00 p.m. (Eastern Standard Time). In support of confirmation of the Plan, the Debtors, today, filed, *inter alia*, their Confirmation Memorandum. In addition to providing the general legal bases for confirmation of the Plan, the Confirmation Memorandum responds to certain objections to such confirmation (collectively, the “*Objections*”).

RELIEF REQUESTED

3. By this Motion, the Debtors request that the Court enter an order authorizing the Debtors to exceed the page limit requirement for the Confirmation Memorandum.

4. Local Rule 7007-2 and this Court’s General Chambers Procedures, dated April 3, 2006 (the “*General Chambers Procedures*”), provide that no brief shall exceed forty pages in length. Del. Bankr. L. R. 7007-2(a)(iv); General Chambers Pro. at 2, ¶ 2(a)(vi). A brief, however, may exceed forty pages with leave of the court. Del. Bankr. L. R. 7007-2(a)(iv).

5. The Debtors respectfully submit that authority to exceed the page limitations prescribed by Local Rule 7007-2 and the General Chambers Procedures in connection with the Confirmation Memorandum is reasonable and appropriate under the circumstances. The Confirmation Memorandum, as filed, is approximately 60 pages (exclusive of exhibits). As mentioned above, the Confirmation Memorandum, in addition to providing the legal bases in support of confirmation of the Plan, responds to the Objections.

6. Although the Debtors have made the Confirmation Memorandum as succinct as possible under the circumstances, the Debtors cannot provide the Court with the information necessary for the full and fair adjudication of the matters presented within the forty page limit. Further, given the circumstances, including the size of these cases and the complex means of implementing the Plan, the Debtors respectfully submit that there is more than ample justification for the relief requested herein.

NO PRIOR REQUEST

7. The Debtors have not previously sought the relief requested herein from this or any other Court.

WHEREFORE, the Debtors respectfully request that this Court enter an order, in the form attached hereto as *Exhibit A*, (i) granting the Debtors leave to file the Confirmation Memorandum in excess of the page limitations imposed by Local Rule 7007-2 and the General Chambers Procedures; and (ii) granting the Debtors such other and further relief as this Court deems just and proper.

Dated: February 8, 2011
Wilmington, Delaware

/s/ Zachary I. Shapiro

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EXHIBIT A

Proposed Order

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

-----X
: Chapter 11
In re :
: Case No. 09-13931 (KJC)
ADVANTA CORP., *et al.*, :
: (Jointly Administered)
Debtors.¹ :
: **Re: Docket Nos. 1156 & ____**
-----X

**ORDER AUTHORIZING DEBTORS TO EXCEED THE PAGE
LIMIT REQUIREMENT FOR MEMORANDUM OF LAW IN SUPPORT
OF CONFIRMATION OF THE DEBTORS' JOINT PLAN UNDER
CHAPTER 11 OF THE BANKRUPTCY CODE, AS MODIFIED**

Upon consideration of the Motion (the “*Motion*”)² for an Order authorizing the Debtors to exceed the page limitation for its Confirmation Memorandum, the Court having reviewed the Motion, and the Court finding that the Debtors have demonstrated sufficient justification for approval of the Motion; and after due deliberation, the Court having determined that good and sufficient cause has been shown,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED in its entirety.

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), BE 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).

² All capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

2. The Debtors are authorized to file the Confirmation Memorandum in excess of the forty page limitation prescribed by Local Rule 7007-2 and the General Chambers Procedures.

Dated: February _____, 2011
Wilmington, Delaware

THE HONORABLE KEVIN J. CAREY
CHIEF UNITED STATES BANKRUPTCY JUDGE