

**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 No. 1157**
-----X

**MOTION OF THE DEBTORS FOR AN ORDER SHORTENING NOTICE
AND OBJECTION PERIODS WITH RESPECT TO 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 submit this motion (the “*Motion to Shorten*”) for entry of an order, pursuant to Rules 2002 and 9006 of the Federal Rules of Bankruptcy Procedure (“*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 (“*Local Rules*”): (i) approving the form and manner of notice of the *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* (the “*Motion*”);² (ii) allowing the Motion to be considered by the Court at the hearing scheduled in the above-captioned chapter 11 cases for February 10, 2011 at 1:00 p.m. (Eastern Standard Time) (the “*February 10 Hearing*”);

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

and (iii) permitting parties to raise objections to the Motion, if any, at the February 10 Hearing. In further support of this Motion to Shorten, the Debtors respectfully state as follows:

BASIS FOR RELIEF REQUESTED

1. Local Rule 9006-1 governs time for service and filing of motions to be heard by the Court. Specifically, Local Rule 9006-1(c) requires that motions be filed and served at least 14 days prior to the hearing date scheduled for such motion (or 17 days if notice is given by regular mail) unless the Bankruptcy Rules or Local Rules state otherwise; however, Local Rule 9006-1(e) provides that such notice can be shortened by order of the Court upon written motion specifying the exigencies justifying shortened notice. See Del. Bankr. L.R. 9006-1(e); see also Fed. R. Bankr. P. 9006(c) (providing that “when an act is required or allowed to be done at or within a specified time by these rules or by a notice given thereunder or by order of court, the court for cause shown may in its discretion with or without notice order the period reduced”). For the reasons set forth herein, the Debtors respectfully submit that the exigencies of this matter justify expedited consideration of the Motion.

2. By the Motion, the Debtors are seeking entry of an order granting them leave to exceed the page limitations set forth in Local Rule 7007-2(a)(iv) in connection with their memorandum of law in support of confirmation of the Plan [Docket No. 1156] (the “*Confirmation Memorandum*”).

3. Due to the significance of confirming the Plan, the breadth of objections to confirmation of the Plan (collectively, the “*Objections*”), as well as the number of complex issues which must be addressed in the Confirmation Memorandum, the Debtors believe that an extension of the page limitations set by Local Rule 7007-2(a)(iv) is warranted.

4. As the confirmation of the Plan is scheduled to be heard by the Court at the February 10 Hearing, the Debtors respectfully submit that the shortened notice and objection

period proposed herein is necessary so that the Confirmation Memorandum can be presented in support of Plan confirmation and in opposition to the Objections. If the Debtors are not permitted to present the Confirmation Memorandum at the February 10 Hearing, the Debtors respectfully submit that the Court would not be in a position to consider all of the factual and legal arguments presented in favor of Plan confirmation. Accordingly, the Debtors submit that allowing the Motion to be heard on shortened notice at the February 10 Hearing is appropriate under the circumstances.

5. Additionally, Local Rule 9006-1(c)(ii) 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. Under the circumstances, the Debtors believe it is reasonable and appropriate to permit parties to raise objections to Motion, if any, at the February 10 Hearing.

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: February 8, 2011
Wilmington, Delaware

/s/ Zachary I. Shapiro

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 –

Marcia L. Goldstein
Robert J. Lemons
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Attorneys for Debtors
and Debtors in Possession

EXHIBIT A

**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 No. 1157 & ____**
-----X

**ORDER SHORTENING NOTICE AND OBJECTION PERIODS
WITH RESPECT TO 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**

Upon the motion (the “*Motion to Shorten*”) of the above-captioned debtors and debtors in possession (collectively the “*Debtors*”) for entry of an order shortening the notice period for the *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* (the “*Motion*”); and the Court having jurisdiction to consider the Motion to Shorten and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion to Shorten 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 to Shorten having been given; and the Court having reviewed the Motion to Shorten; and the Court having determined

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).

that the legal and factual bases set forth in the Motion to Shorten establish just cause for the relief granted herein; and after due deliberation, the Court having determined that good and sufficient cause has been shown,

IT IS HEREBY ORDERED THAT:

1. The Motion to Shorten is granted.
2. The Motion will be heard at the hearing scheduled to begin on February 10, 2011 at 1:00 p.m. (Eastern Standard Time) (the “*February 10 Hearing*”).
3. Any objection or response to the relief requested in the Motion may be raised at the February 10 Hearing.
4. This Order shall be effective and enforceable immediately upon entry.
5. This Court retains jurisdiction to interpret, implement, and enforce the provisions of this Order.

Dated: February ____, 2011
Wilmington, Delaware

THE HONORABLE KEVIN J. CAREY
CHIEF UNITED STATES BANKRUPTCY JUDGE