

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

-----X
In re: : Chapter 11
: :
ADVANTA CORP., *et al.*,¹ : Case No. 09-13931 (KJC)
: :
Debtors. : (Jointly Administered)
-----X
Hearing Date: June 7, 2011 10:00 a.m.
Objection Deadline: May 23, 2011 4:00 p.m.

NOTICE OF MOTION

PLEASE TAKE NOTICE that on May 6, 2011, FTI Consulting, Inc. as the Trustee for the trusts established under the confirmed Plan of Reorganization of Advanta Corp., *et al.* (the “Trustee”) filed its Motion Under 11 U.S.C. §§ 105(a) and 350(a), Fed. R. Bankr. P. 3022 and Del. Bankr. LR 5009-1(a) for Order and Final Decree Closing Consolidated Chapter 11 Cases, Designating Surviving Chapter 11 Case, and Waiving Requirement of Further Post-Confirmation Reports in Chapter 11 Cases to be Closed (the “Motion”) with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801 (the “Bankruptcy Court”).

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Motion must be in writing, filed with the Clerk of the Bankruptcy Court and served upon and received by the undersigned proposed counsel for the Debtors at or before **4:00 p.m. (Eastern Time) on May 23, 2011.**

¹ The Debtors in these jointly administered chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, were Advanta Corp. (2070) (“Advanta”), 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).

PLEASE TAKE FURTHER NOTICE that if an objection is timely filed, served and received and such objection is not otherwise timely resolved, a hearing to consider such objection and the Motion will be held before The Honorable Kevin J. Carey at the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 5th Floor, Courtroom 5, Wilmington, Delaware 19801 on **June 7, 2011 at 10:00 a.m. (Eastern Time)**.

IF NO OBJECTIONS TO THE MOTION ARE TIMELY FILED, SERVED AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

Dated: May 6, 2011
Wilmington, Delaware

DRINKER BIDDLE & REATH LLP

/s/ Howard A. Cohen
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Counsel for FTI Consulting, Inc., as Trustee

**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.*,¹ : Case No. 09-13931 (KJC)
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Debtors. : (Jointly Administered)
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Hearing Date: June 7, 2011 10:00 a.m.
Objection Deadline: May 23, 2011 4:00 p.m.

**MOTION UNDER 11 U.S.C. §§ 105(a) AND 350(a), FED. R. BANKR. P. 3022 AND DEL.
BANKR. LR 5009-1(a) FOR ORDER AND FINAL DECREE CLOSING
CONSOLIDATED CHAPTER 11 CASES, DESIGNATING SURVIVING CHAPTER 11
CASE, AND WAIVING REQUIREMENT OF FURTHER POST-CONFIRMATION
REPORTS IN CHAPTER 11 CASES TO BE CLOSED**

Pursuant to 11 U.S.C. §§ 105(a) and 350(a), Fed. R. Bankr. P. 3022 and Del. Bankr. LR 5009-1(a), FTI Consulting, Inc. as the Trustee for the trusts (the “Trustee”) established under the Debtors’ Joint Plan Under Chapter 11 of the Bankruptcy Code (as modified, the “Plan”), hereby moves for an order and final decree, substantially in the form attached hereto as Exhibit “B”, (i) closing the bankruptcy cases of certain debtors as identified on Exhibit “A” attached hereto (the “Administered Cases”), whose estates have been consolidated and/or dissolved under the Plan (defined below) and as such are fully administered, (ii) designating the bankruptcy case of Advanta Corp., Case No. 09-13931 (KJC) as the surviving bankruptcy case (the “Surviving Case”) of the Consolidated Debtors (as defined below and under the Plan) and (iii) waiving the

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requirement to file further post-confirmation reports in the Administered Cases. In support, the trustee respectfully states²:

JURISDICTION AND VENUE

1. This Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334 and sections 5.2 and 5.3 of the Plan. This is a core proceeding pursuant to, without limitation, 28 U.S.C. §§ 157(b)(2)(A) and (O). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

BACKGROUND

A. Procedural Background

2. On November 8, 2009 (the “Petition Date”), Advanta Corp. and certain other debtors each commenced a chapter 11 case in this Court by filing a voluntary petition for relief under the Bankruptcy Code, and on November 20, 2009, the remaining debtors filed chapter 11 petitions.

3. On November 2, 2010, Advanta Corp. and its affiliated debtors (the “Debtors”) filed with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) the Disclosure Statement for Debtors’ Joint Plan Under Chapter 11 of the Bankruptcy Code (as modified, the “Disclosure Statement”), and the Debtors’ Joint Plan Under Chapter 11 of the Bankruptcy Code (as modified, the “Plan”). On December 17, 2010, the Bankruptcy Court entered an order approving the Disclosure Statement, as modified (the “Disclosure Statement Order”). On February 11, 2011, the Order confirming the Plan was entered by the Bankruptcy

² Nothing contained in this Motion shall be construed or deemed to alter or amend the terms of the Plan.

Court. The Effective Date occurred on February 28, 2011 (the “Effective Date”), and the Plan (as modified February 28, 2011) was substantially consummated.

B. Background to Substantive Consolidation and Dissolution of Certain Debtors

4. Section 5.2 of the Plan provides for the substantive consolidation of certain of the Debtors’ estates for purposes of voting and making Plan distributions. Pursuant to the Plan, the estates of Advanta, Advanta Investment Corp., Advanta Business Services Holding Corp., Advanta Business Services Corp., Advanta Services Corp. (“ASC”), Advanta Advertising Inc., Advanta Mortgage Holding Company, Advanta Ventures Inc., BE Corp., ideablob Corp., Advanta Credit Card Receivables Corp., Great Expectations International Inc., Great Expectations Franchise Corp., and Great Expectations Management Corp. (collectively, the “Consolidated Debtors”) have been consolidated into a single estate. The remaining estates (Advantennis Corp., Advanta Mortgage Corp. USA, Advanta Auto Finance Corp., Advanta Shared Services Corp., and Advanta Finance Corp.) were not consolidated under the Plan (collectively, the “Non-Consolidated Debtors”).

5. To effect substantive consolidation of the Consolidated Debtors’ estates, section 5.2(a) of the Plan provides:

[t]he Plan contemplates and is predicated upon substantive consolidation of the Consolidated Debtors into a single entity for the purpose of all actions under the Plan. Entry of the Confirmation Order shall constitute approval pursuant to section 105(a) of the Bankruptcy Code, effective as of the Effective Date, of the substantive consolidation of the Chapter 11 Cases of the Consolidated Debtors for all purposes related to the Plan, including, without limitation, for purposes of voting, confirmation and distribution.

6. Moreover, Section 5.2(b) lays out the mechanics of the substantive consolidation and provides that:

[o]n and after the Effective Date, (i) no distributions shall be made under the Plan on account of Intercompany Claims among the Consolidated Debtors, (ii) all guarantees by any of the Consolidated Debtors of the obligations of any other Consolidated Debtor arising prior to the Effective Date shall be deemed eliminated so that any Claim against any Consolidated Debtor and any guarantee thereof executed by any other Consolidated Debtor and any joint and several liability of any of the Consolidated Debtors shall be deemed to be one obligation of the deemed Consolidated Debtors, and (iii) each and every Claim filed or to be filed in the Chapter 11 Cases of the Consolidated Debtors shall be deemed filed against the Consolidated Debtors and shall be deemed one Claim against and obligation of the Consolidated Debtors. The substantive consolidation contemplated in this Section 5.2 shall only include the Consolidated Debtors and shall not include Advantennis, AMCUSA, Advanta Auto Finance, ASSC, and Advanta Finance.

7. Section 5.3 of the Plan provides for the dissolution of certain Debtor entities, stating that:

[o]n and as of the Effective Date, all Debtors (other than Advanta and ASC) shall be deemed dissolved without any further court or corporate action, including the filing of any documents with the Secretary of State for any state in which such Debtors are incorporated or any other jurisdiction; *provided, however*, that the applicable Trustees shall have authority to take whatever actions are necessary to dissolve the Debtors (other than Advanta and ASC).

RELIEF REQUESTED

8. By this Motion, the Trustee requests that this Court enter an order and final decree (i) closing the Administered Cases, (ii) designating Case No. 09-13931 (KJC) as the Surviving Case of the Consolidated Debtors, and (iii) waiving the requirement that the Consolidated Debtors in the Administered Cases submit any further post-confirmation reports in those cases and directing all further reporting to occur on a consolidated basis in the Surviving Case. **Nothing in this Motion is intended to effect the reporting or requirement to pay quarterly fees with respect to the cases of the Non-Consolidated Debtors.**

BASIS FOR RELIEF

A. The Administered Cases Should Be Closed

9. Section 350(a) of the Bankruptcy Code provides that “[a]fter an estate is fully administered and the court has discharged the trustee, the court shall close the case,” and Bankruptcy Rule 3022 provides that “[a]fter an estate is fully administered in a chapter 11 reorganization case, the court, on its own motion or on motion of a party in interest, shall enter a final decree closing the case.” Finally, Local Rule 5009-(a) provides that, “upon written motion, a party in interest may seek entry of a final decree at any time after the confirmed plan has been substantially consummated provided that all required fees due under 28 U.S.C. § 1930 have been paid.” Bankr. D. De. L.R. 5009-1(a).

10. According to the 1991 Advisory Committee Notes to Bankruptcy Rule 3022, factors that a court may consider in determining whether the estate has been fully administered include (1) whether the order confirming the plan has become final, (2) whether deposits required by the plan have been distributed, (3) whether the property proposed by the plan to be transferred has been transferred, (4) whether the debtor or the successor of the debtor under the plan has assumed the business or the management of the property dealt with by the plan, (5) whether payments under the plan have commenced, and (6) whether all motions, contested matters, and adversary proceedings have been finally resolved. See Fed. R. Bankr. P. 3022, Advisory Committee Notes (1991).

11. Here, the estates of the Debtors in the Administered Cases have been fully administered. First, the Order confirming the Plan was entered by the Bankruptcy Court and became final on February 11, 2011. Second, pursuant to section 5.2 of the Plan, each of the Debtors’ estates in the Administered Cases have been substantively consolidated. Finally, with

the exception of Advanta Corp. and ASC, each of the Debtors in the administered cases have be dissolved pursuant to section 5.3 of the Plan. Taken together, the closing of the Administered Cases is appropriate because the administration of any further proceedings that may relate to the Administered Cases can and will appropriately be addressed through the Surviving Case.

12. Under the circumstances, closing of the Administered Cases is also an appropriate use of the Court's equitable powers under section 105 of the Bankruptcy Code. Closing those cases will relieve the Court, the U.S. Trustee, and the Trustee from the burden of continuing to monitor and separately administer these cases. The closing of the Administered Cases will also alleviate the burden of having to pay the relevant quarterly fees under 28 U.S.C. § 1930 in cases that serve no purpose. See In re A.H. Robins Co., Inc., 219 B.R. 145, 149 (Bankr. E.D. Va. 1998) (finding that "the obligation to pay UST fees terminates upon closure, dismissal, or conversion of a chapter 11 case, and will not be paid ad infinitum").

B. Case No. 09-13931 of Advanta Corp. Should Be Designated as the Surviving Case

13. Pursuant to section 105 of the Bankruptcy Code, Case No. 09-13931 (KJC) of Advanta Corp., should be designated as the Surviving Case for any further bankruptcy administration relating to or pertaining to the Consolidated Debtors. Such relief is required to allow the proper administration of the Consolidated Debtors' estates.

C. The Requirement of Further Post-Confirmation Reporting in the Administered Cases Should be Waived

14. No beneficial purpose would be served by further reporting in the Administered Cases. The last activity in those cases was set forth in the First Post-Confirmation Report and, as a result of the substantive consolidation, no further activity will occur in those cases.

15. In addition, a final report in each of the Administered Cases is not necessary. The administration of certain assets and liabilities of the Consolidated Debtors will occur in the Surviving Case in accordance with the provisions of the Plan and can be fully accounted for in the final report in the Surviving Case. Consequently, requiring a final report in each of the Administered Cases would not be helpful to the U.S. Trustee, creditors, or other parties in interest.

16. Accordingly, the requirement of further post-confirmation reporting by the Consolidated Debtors in the Administered Cases should be waived, and all further reporting should occur on a consolidated basis in the Surviving Case.

17. To the extent not otherwise current, the Consolidated Debtors shall come current on all quarterly fees owed pursuant to 28 U.S.C. §1930 prior to the hearing on this Motion.

NOTICE

18. Notice of this Motion has been given to (a) the Office of the United States Trustee for the District of Delaware; (b) the Internal Revenue Service; and (c) all parties who have filed requests for notice under Federal Rule of Bankruptcy Procedure 2002. (No official committees remain to be served).

PRIOR RELIEF

19. No prior motion for the relief sought herein has been made to this or any other court.

WHEREFORE, for the reasons stated, the Trustee respectfully requests that this Court enter an order issuing a final decree (i) closing the Administered Cases; (ii) designating Case No. 09-13931 (KJC) as the Surviving Case of the Consolidated Debtors; (iii) waiving the requirement that the Consolidated Debtors in the Administered Cases submit any further post-confirmation reports in those cases and directing all further reporting to occur on a consolidated basis in the Surviving Case; and (iv) granting such other and further relief as may be just and proper.

Dated: May 6, 2011
Wilmington, Delaware

DRINKER BIDDLE & REATH LLP

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Counsel for FTI Consulting, Inc., as Trustee

EXHIBIT A

Case to be Designated as Surviving Case and Cases to be Closed Pursuant to Final Decree

Consolidated Debtors

Company Name	Case No.	Requested Relief
Advanta Corp.	09-13931 (KJC)	Designate as Surviving Case
Advanta Investment Corp.	09-13942 (KJC)	Close case
Advanta Business Services Holding Corp.	09-13935 (KJC)	Close case
Advanta Business Services Corp.	09-13933 (KJC)	Close case
Advanta Services Corp.	09-13932 (KJC)	Close case
Advanta Advertising Inc.	09-13943 (KJC)	Close case
Advanta Mortgage Holding Company	09-13938 (KJC)	Close case
Advanta Ventures Inc.	09-14125 (KJC)	Close case
BE Corp	09-14130 (KJC)	Close case
ideablob Corp.	09-14129 (KJC)	Close case
Advanta Credit Card Receivables Corp.	09-14127 (KJC)	Close case
Great Expectations International Inc.	09-13945 (KJC)	Close case
Great Expectations Franchise Corp.	09-13936 (KJC)	Close case
Great Expectations Management Corp.	09-13940 (KJC)	Close case

EXHIBIT B

PROPOSED FORM OF ORDER

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

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

ORDER AND FINAL DECREE CLOSING CERTAIN CHAPTER 11 CASES

Upon consideration of the Motion² of the Trustee under 11 U.S.C. §§ 105(a) and 350(a), Fed. R. Bankr. P. 3022, and Del. Bankr. L.R. 5009-1(a) for an order and final decree, (i) closing the bankruptcy cases of certain debtors as identified on Exhibit “A” attached hereto (the “Administered Cases”), whose estates have been consolidated and/or dissolved under the Plan and, as such, are fully administered, (ii) designating the bankruptcy case of Advanta Corp., Case No. 09-13931 (KJC) as the surviving bankruptcy case (the “Surviving Case”) of the Consolidated Debtors and (iii) waiving the requirement to file further post-confirmation reports in the Administered Cases; and it appearing that this Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that venue of these chapter 11 cases and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it

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² Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Motion or the Plan, as applicable.

appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. The bankruptcy cases of the Administered Cases (as set forth on Exhibit “1” to this Order) shall be and are hereby closed.
3. Case No. 09-13931 (KJC) of Advanta Corp. shall be the Surviving Case of the Consolidated Debtors.
4. The requirement of the Debtors in the Administered Cases to file further post-confirmation reports shall be and hereby is waived. All further reporting concerning the administration of the assets and liabilities of the Consolidated Debtors shall occur on a consolidated basis in the Surviving Case.
5. To the extent not already paid, the fees required to be paid to the U.S. Trustee pursuant to 28 U.S.C. § 1930(a)(6) shall be paid as soon as reasonably practicable after the date of entry of this Order.
6. The Clerk of the Court shall enter this Order and Final Decree individually on each of the Consolidated Debtor’s dockets and thereafter such dockets shall be marked as “Closed”.
7. Notwithstanding any stay that might be applicable to this Order, this Order shall be effective and enforceable immediately upon entry hereof.

8. This Court shall retain jurisdiction to construe and enforce the terms of the this Order and Final Decree.

Dated: June ____, 2011
Wilmington, Delaware

THE HONORABLE KEVIN J. CAREY
CHIEF UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

Case to be Designated as Surviving Case and Cases to be Closed Pursuant to Final Decree

Consolidated Debtors

Company Name	Case No.	Requested Relief
Advanta Corp.	09-13931 (KJC)	Designate as Surviving Case DO NOT CLOSE THIS CASE
Advanta Investment Corp.	09-13942 (KJC)	Close case
Advanta Business Services Holding Corp.	09-13935 (KJC)	Close case
Advanta Business Services Corp.	09-13933 (KJC)	Close case
Advanta Services Corp.	09-13932 (KJC)	Close case
Advanta Advertising Inc.	09-13943 (KJC)	Close case
Advanta Mortgage Holding Company	09-13938 (KJC)	Close case
Advanta Ventures Inc.	09-14125 (KJC)	Close case
BE Corp	09-14130 (KJC)	Close case
ideablob Corp.	09-14129 (KJC)	Close case
Advanta Credit Card Receivables Corp.	09-14127 (KJC)	Close case
Great Expectations International Inc.	09-13945 (KJC)	Close case
Great Expectations Franchise Corp.	09-13936 (KJC)	Close case
Great Expectations Management Corp.	09-13940 (KJC)	Close case