

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

-----X	:	
	:	
<i>In re</i>	:	Chapter 11
	:	
ADVANTA CORP., <i>et al.</i> , <sup>1</sup>	:	Case No. 09-13931 (KJC)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

**MOTION FOR SHORTENED NOTICE AND AN EXPEDITED HEARING ON THE  
MOTION OF ADVANTA BANK CORP. FOR ENTRY OF AN ORDER COMPELLING  
ADVANTA CORP. TO EITHER (I) REQUEST AN EXTENSION TO FILE ITS 2009  
CONSOLIDATED FEDERAL INCOME TAX RETURN; OR (II) ELECT TO CARRY  
ITS 2009 CONSOLIDATED NET OPERATING LOSS BACK FIVE YEARS**

Advanta Bank Corp. ( “ABC”), by and through its undersigned counsel, hereby  
moves (the “Motion to Shorten”) this Court for entry of an Order scheduling an emergency  
hearing on the Motion of Advanta Bank Corp. for Order Compelling Advanta Corp. to Either (I)

---

<sup>1</sup> 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). 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 19477-0844. 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 1980I. Additional information regarding the Debtors' businesses and the background relating to events leading up to these chapter II cases can be found in (i) the Declaration of William A. Rosoff in Support of the Debtors' Chapter II 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*").

Request an Extension to File Its 2009 Consolidated Federal Income Tax Return; or (ii) Elect to Carry Its 2009 Consolidated Net Operating Loss Back Five Years (the “Motion to Compel”), filed contemporaneously herewith, and limiting the notice required. In support of this Motion to Shorten, ABC respectfully states as follows

### **JURISDICTION**

1. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. § 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicates for the relief requested herein are section 105 of Title 11 of the United States Code (11 U.S.C. § 101 *et seq.* as amended, the “Bankruptcy Code”), Rule 9006(c) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 9006-1(e) of the Local Rules of Practice and Procedure for the United States Bankruptcy Court for the District of Delaware (the “Local Rules”).

### **BACKGROUND**

3. Debtor Advanta Corp. (“Advanta”) is the common parent of an affiliated group of corporations, including ABC (the “Consolidated Group”). As such, Advanta files a consolidated return for the Consolidated Group for federal income tax purposes.

4. Upon information and belief, the Consolidated Group will report a net consolidated loss in 2009, and Advanta may elect to carry the 2009 net operating loss to the Consolidated Group’s preceding five taxable years. ABC’s preliminary estimates indicate that the potential refund from the Internal Revenue Service associated with such an election would be approximately \$54 million (the “Anticipated Refund”). ABC will be entitled to a substantial portion of the Anticipated Refund pursuant to and in accordance with the Consolidated Group’s tax sharing agreement dated May 1, 1995 (the “TSA”).

5. The five-year net loss carryback claim is a limited opportunity provided for under recent changes to the tax law. The five-year net loss carryback election (the “NOL Election”) must be made by the common parent of an affiliated group filing a consolidated return. The NOL Election must be filed with the income tax return for the taxable year of the applicable net operating loss on or before the due date.

6. The due date for Advanta to file the consolidated return for the Consolidated Group is Monday, March 15, 2010 (the “Filing Deadline”). Despite request, Advanta has not informed ABC whether it has made the NOL Election or whether it will do so by the Filing Deadline.

### **RELIEF REQUESTED**

7. Pursuant to Rule 9006(c)(1) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Bankruptcy Rules 9007 and 2002(m), and Delaware Bankruptcy Local Rule 9006-1(e), this Court may shorten the notice period for the hearing on the Motion to Compel and grant expedited consideration thereof. Pursuant to Delaware Bankruptcy Local Rule 9006-1(e), no hearing on this Motion to Shorten is required.

8. By this Motion to Shorten, ABC requests that the time period for notice in connection with the Motion to Compel be shortened so that the Motion to Compel can be heard by the Filing Deadline. ABC further requests that the Court allow any objections to the Motion to Compel to be heard at the hearing.

9. Cause exists to shorten the time by which a hearing should be held to consider the relief sought in the Motion to Compel. ABC’s preliminary estimates indicate that the potential refund associated with the five-year net loss carryback election would be approximately \$54 million. The NOL Election must be made by Monday, March 15, 2010, or the right to take the

NOL Election will be forever extinguished. Advanta has refused to inform ABC of whether it has made the NOL Election or whether it will do so by the Filing Deadline.

10. Given that the next omnibus hearing date in these cases is not scheduled to occur until after the Filing Deadline, ABC seeks to shorten notice on the Motion to Compel. If the hearing on the Motion to Compel does not take place by the Filing Deadline, Advanta will be forever barred from receiving the Anticipated Refund, and ABC will be severely prejudiced.

**A. Request for Limitation of Notice**

11. The necessity of an emergency hearing on the Motion to Compel precludes ABC's ability to provide notice in a timely manner to all parties otherwise required under the Federal and Local Rules.

12. ABC therefore requests that notice of the Motion to Compel and this Motion to Shorten be limited to overnight service or hand delivery upon the Debtors, the Official Committee of Unsecured Creditors ("Committee"), and the Office of the United States Trustee. Based on the foregoing, ABC submits that the requested relief is necessary and appropriate.

13. Pursuant to Local Rule 9006-1(e), the Court may rule on this Motion to Shorten without the need for a hearing, and ABC respectfully requests that the Motion to Shorten be granted without further hearing.

WHEREFORE, ABC respectfully requests the entry of an Order in the form attached hereto as Exhibit A: (i) shortening the applicable notice period with respect to the Motion to Compel; (ii) scheduling a hearing on the Motion to Compel for March 15, 2010; (iii) permitting any objections or other responses to the Trustee to be considered at the time of the hearing; and (iv) granting such other and further relief as the Court deems just and proper.

Dated: March 12, 2010  
Wilmington, DE

PEPPER HAMILTON LLP

/s/ Michael J. Custer

Michael J. Custer (DE No. 4843)  
Hercules Plaza, Suite 5100  
1313 North Market Street, P.O. Box 1709  
Wilmington, Delaware 19899-1709  
Telephone: (302) 777-6500  
Facsimile: (302)421-8390  
Email: [custerm@pepperlaw.com](mailto:custerm@pepperlaw.com)

and

Leon R. Barson  
Bonnie MacDougal Kistler  
3000 Two Logan Square  
18<sup>th</sup> and Arch Streets  
Philadelphia, PA 19103-2799  
Telephone: (215) 981-4000  
Facsimile: (215) 981-4750  
Email: [barsonl@pepperlaw.com](mailto:barsonl@pepperlaw.com)  
[kistlerb@pepperlaw.com](mailto:kistlerb@pepperlaw.com)

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

	X	
<i>In re</i>	:	Chapter 11
	:	
ADVANTA CORP., <i>et al.</i> , <sup>1</sup>	:	Case No. 09-13931 (KJC)
	:	
Debtors.	:	(Jointly Administered)
	:	
	:	Related Docket No. _____
	X	

**ORDER GRANTING MOTION FOR SHORTENED NOTICE AND AN EXPEDITED HEARING ON THE MOTION OF ADVANTA BANK CORP. FOR ENTRY OF AN ORDER COMPELLING ADVANTA CORP. TO EITHER (I) REQUEST AN EXTENSION TO FILE ITS 2009 CONSOLIDATED FEDERAL INCOME TAX RETURN; OR (II) ELECT TO CARRY ITS 2009 CONSOLIDATED NET OPERATING LOSS BACK FIVE YEARS**

UPON THE MOTION (the “Motion to Shorten”) of Advanta Bank Corp.

(“ABC”) for entry of an Order Shortening Notice and Scheduling an Expedited Hearing on the Motion of Advanta Bank Corp. for Order Compelling Advanta Corp. to Either (I) Request an

---

<sup>1</sup> 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). 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 19477-0844. 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 1980I. Additional information regarding the Debtors' businesses and the background relating to events leading up to these chapter II cases can be found in (i) the Declaration of William A. Rosoff in Support of the Debtors' Chapter II 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*”).

Extension to File Its 2009 Consolidated Federal Income Tax Return; or (ii) Elect to Carry Its 2009 Consolidated Net Operating Loss Back Five Years (the "Motion to Compel"), and having given due consideration to the Motion to Shorten, and this Court possessing jurisdiction to consider the Motion to Shorten, and venue lying appropriately with this Court, and notice of the Motion to Shorten being sufficient under the circumstances, and the relief requested by the Motion to Shorten being just and proper, IT IS HEREBY ORDERED THAT:

1. The Motion to Shorten is GRANTED.
2. This Court will hold a hearing on the Motion to Compel on March 15, 2010, at \_\_\_\_:\_\_\_\_.m at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 5th Floor, Courtroom #5, Wilmington, DE 19801.
3. This Court shall retain jurisdiction with respect to all matter arising from or related to the implementation of this Order.

Dated: \_\_\_\_\_, 2010  
Wilmington, Delaware

\_\_\_\_\_  
HONORABLE KEVIN J. CAREY, CHIEF JUDGE  
UNITED STATES BANKRUPTCY JUDGE