

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

In re: : Chapter 7
: :
AMERICAN BUSINESS FINANCIAL : Case No. 05-10203 (MFW)
SERVICES, INC. *et al.*, : (Jointly Administered)
: :
Debtors.¹ : **Hearing Date: December 7, 2011 at 2:00 p.m.**
: :
: **Objection Date: November 30, 2011 at 4:00 p.m.**

**CHAPTER 7 TRUSTEE’S FIRST OMNIBUS OBJECTION (NON-SUBSTANTIVE)
TO DUPLICATIVE CLAIMS PURSUANT TO SECTION 502 OF THE BANKRUPTCY
CODE, RULES 3007 AND 9014 OF THE FEDERAL RULES OF BANKRUPTCY
PROCEDURE AND DEL. BANKR. L.R. 3007-1**

George L. Miller, in his capacity as Chapter 7 Trustee (the “Chapter 7 Trustee”) for the estates of the above captioned Debtors (the “Estates”), in accordance with the Order Approving Chapter 7 Trustee’s Motion to Establish Special Procedures Regarding Objections to Duplicative Claims [Docket No. 4943] (the “Special Claims Procedures Order”) hereby objects (the “First Omnibus Objection”) to each of the claims listed on the Duplicative Claims Exhibit which is attached hereto, incorporated herein by reference and marked as Exhibit “A”, pursuant to 11 U.S.C. § 502 and Rules 3007 and 9014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 3007-1 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”). In support of this First Omnibus Objection, the Chapter 7 Trustee submits the Declaration of the Chapter 7 Trustee (the “Chapter 7 Trustee’s

¹ American Business Financial Services, Inc, Case No. 05-10203, Tiger Relocation Company, Case No. 05-10204, American Business Credit, Inc., Case No. 05-10206, Home American Credit, Inc., Case No. 05-10207, American Business Mortgage Services, Inc., Case No. 05-10208 and ABFS Consolidated Holdings, Inc., Case No. 05-10217 (collectively, the “Debtors”).

Docket Nos. 5160 & 5161
Filed 11/2/2011

Declaration”) attached hereto as Exhibit “B” and incorporated herein by reference, and respectfully represents as follows:

JURISDICTION

1. The Bankruptcy Court has jurisdiction over this First Omnibus Objection pursuant to 28 U.S.C. Sections 157 and 1334. The matter is a core proceeding pursuant to 28 U.S.C. Sections 157(b)(2)(A)(B) and (O). Venue is proper before this Court pursuant to 28 U.S.C. Sections 1408 and 1409. The predicates for relief sought herein are 11 U.S.C. Section 105, Bankruptcy Rules 1001 and 3007, and Local Rules 1001-1(c) and 3007-1.

BACKGROUND

2. On January 21, 2005 (the “Petition Date”), the Debtors filed voluntary petitions for relief under Chapter 11 of Title 11 of U.S.C. § 101 et seq. (the “Bankruptcy Code”). Pursuant to an order entered on January 25, 2005, the Debtors’ cases are jointly administered with those of their affiliated debtors.

3. On May 17, 2005 the Debtors’ Chapter 11 cases were converted to cases under Chapter 7 of the Bankruptcy Code (the “Conversion Date”) and on the same date the Chapter 7 Trustee was appointed to administer the Debtors’ bankruptcy cases in Chapter 7.

4. On or about May 26, 2005 the Bankruptcy Court issued a Notice of Chapter 7 (Conversion) setting a date of June 16, 2005 for a Meeting of Creditors pursuant to §341 and setting the deadline to file a proof of claim of August 18, 2005 [Docket No. 865] by mail to all known creditors (approximately 35,000 parties). Subsequently, on August 16, 2005, the Bankruptcy Court issued a Notice of Corrected Bar Date by mail to all known creditors (the “Bar Date Notice”) [Docket No. 1753]. The Bar Date Notice established a

deadline of September 16, 2005 (the “Chapter 7 Bar Date”) for the filing of proofs of claim for all claims (except government units) that arose prior to the Petition Date.

5. American Business Financial Services, Inc. (“ABFS”) issued certain senior collateralized notes (the “2003 Senior Collateralized Notes”) under an Indenture, dated as of December 31, 2003 (the “2003 Indenture”) by and between ABFS and U.S. Bank National Association (“U.S. Bank”) as the original Indenture Trustee. Subsequently, U.S. Bank withdrew as Indenture Trustee under the 2003 Indenture and Law Debenture Trust Company of New York (“Law Debenture”) was substituted as the successor Indenture Trustee.

6. ABFS issued certain additional senior collateralized notes (the “2004 Senior Collateralized Notes”) under an Indenture, dated as of June 30, 2004 (the “2004 Indenture”) and together with the 2003 Indenture, the “Collateralized Indentures”) by and between ABFS and U.S. Bank as the original Indenture Trustee. Subsequently, U.S. Bank also withdrew as Indenture Trustee under the 2004 Indenture and Wells Fargo Bank, National Association (“Wells Fargo”) was substituted as the successor Indenture Trustee (collectively, Law Debenture and Wells Fargo are the “Collateralized Sub-debt Trustees”).

7. Pursuant to Section 6.9 of the Collateralized Indentures, the Collateralized Sub-debt Trustees each filed proofs of claim (the “Collateralized Sub-debt Master Claims”) for the amounts owing under the Indentures respectively to the holders of the 2003 Senior Collateralized Notes and the 2004 Senior Collateralized Notes (collectively, the “Collateralized Noteholders”). The treatment of the Collateralized Sub-debt Master Claims filed by Law Debenture and Wells Fargo has been agreed to pursuant to a settlement

agreement entered into among the Chapter 7 Trustee, Law Debenture and Wells Fargo which was previously approved by order of the Bankruptcy Court [Docket No. 4160].

8. ABFS also issued certain unsecured, subordinated investment notes and unsecured adjustable rate subordinated money market notes (the “Unsecured Notes” and together with the 2003 Senior Collateralized Notes and the 2004 Senior Collateralized Notes, the “Notes”) under certain indentures dated October 19, 1995, May 27, 1997, October 20, 1998, October 15, 1999, October 30, 2000, October 16, 2001, October 3, 2002 and November 7, 2003 (collectively, the “Unsecured Indentures” and together with the Collateralized Indentures, the “Indentures”) by and between ABFS and U.S. Bank as Indenture Trustee (the “Unsecured Indenture Trustee”).

9. Pursuant to the Unsecured Indentures, the Unsecured Indenture Trustee filed a proof of claim on behalf of the holders of Unsecured Notes (collectively, the “Unsecured Noteholders”) asserting a claim as of the Petition Date in the principal amount of \$487,007,319.74 plus interest of \$34,640,948.47 (the “Unsecured Noteholder Master Claim”).

10. In addition to the Collateralized Sub-debt Master Claims filed by the Collateralized Sub-debt Trustees and the Unsecured Noteholder Master Claim filed by the Unsecured Indenture Trustee asserting rights to payment of the Notes issued pursuant to the Indentures (collectively, the “Master Claims”), individual Collateralized Noteholders and Unsecured Noteholders in response to receiving the Bar Date Notice have filed in excess of approximately 20,000 individual proofs of claim which are duplicative of the claims set forth in the Master Claims. Accordingly, in accordance with his duties under § 704(a)(5) of the Bankruptcy Code, and in order to enable distribution to be made from the Estates pursuant to

§ 726 of the Bankruptcy Code, the Chapter 7 Trustee files this First Omnibus Objection objecting to the proofs of claim asserting rights to payment of the Notes filed by individual Collateralized Noteholders and Unsecured Noteholders (the “Proofs of Claim”) because such individual Proofs of Claim assert claims which are duplicative of the claims asserted in the Master Claims. The distributions to be made from the Estates by the Chapter 7 Trustee on behalf of Collateralized Noteholders and Unsecured Noteholders will be made on the Master Claims to the Collateralized Sub-debt Trustees and the Unsecured Indenture Trustee, who in turn would make distributions to the individual Collateralized Noteholders and Unsecured Noteholders in accordance with the applicable Indentures.

**Special Claims Procedure Order and Relief Requested in
First Omnibus Objection Regarding Duplicative Claims**

11. The Special Claims Procedure Order [Docket No. 4943] previously entered by the Bankruptcy Court granted the Chapter 7 Trustee’s Motion to Establish Special Procedures Regarding Omnibus Objections to Duplicative Claims [Docket No. 4870], approved the use of certain special procedures in connection with this First Omnibus Objection consisting *inter alia* of permitting the Chapter 7 Trustee (i) to object in a single omnibus objection to all individual Proofs of Claim filed by Collateralized Note Holders and Unsecured Note Holders, and (ii) to provide notice of the First Omnibus Objection by (a) mailing a Notice of First Omnibus Objection in the form annexed hereto as Exhibit “C” (the “Notice of First Omnibus Objection”) to the individual claimants and (b) posting a copy of the First Omnibus Objection and Notice of First Omnibus Objection (Exhibit “C” hereto) on the website maintained by the Chapter 7 Trustee (collectively, the “Special Procedures”).

12. By this First Omnibus Objection, the Chapter 7 Trustee hereby objects to each of the listed individual Proofs of Claim filed by individual Collateralized Noteholders

and individual Unsecured Noteholders asserting rights of payment of the Notes (the “Duplicative Claims”) set forth on the exhibit which is attached hereto, incorporated herein and marked as Exhibit “A” (the “Duplicative Claims Exhibit”) on the non-substantive basis that the claims asserting rights to payment of the Notes are duplicative of the Master Claims filed by one or more of the Indenture Trustees and therefore should be disallowed. To the extent a Duplicative Claim also asserts an interest in preferred stock, the Trustee requests that the Duplicative Claims shall be deemed to be solely a proof of interest (and not a proof of claim) by an equity security holder under 11 U.S.C. §501(a) solely for the stock interest, and that such Duplicative Claim(s) shall nevertheless be disallowed as a claim of a creditor as defined by 11 U.S.C. §§101(5) and (10). Accordingly, the Chapter 7 Trustee, consistent with the Special Procedures established by the Special Claims Procedures Order, requests entry of an order by the Bankruptcy Court in the form attached hereto as Exhibit “D” disallowing the Duplicative Claims pursuant to § 502 of the Bankruptcy Code, Rules 3007 and 9014 of the Federal Rules of Bankruptcy Procedure and Del. Bankr. L.R. 3007-1.

SEPARATE CONTESTED MATTERS

13. Each of the Duplicative Claims and the Chapter 7 Trustee’s objections thereto as asserted herein constitute a separate contested matter, as contemplated by Bankruptcy Rule 9014 and Local Rule 3007-1. The Chapter 7 Trustee requests that any order entered by the Court with respect to an objection asserted herein be deemed a separate order with respect to each Duplicative Claim.

RESPONSES TO THE OBJECTION

A. Filing and Service of Responses

14. Pursuant to the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and orders of this Court, in the event you do not agree to your claim being a duplicate of one of the Master Claim(s) being asserted by the Indenture Trustees or otherwise contest the claim objection, a claimant must file a written response to the First Omnibus Objection (a “Response”) with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, DE 19801 on or before **November 30, 2011 at 4:00 p.m. (Prevailing Eastern Time) (the “Response Deadline”)**. At the same time claimants file a written Response, if any, with the Bankruptcy Court, claimants must also serve a copy of the written Response upon the Chapter 7 Trustee’s attorney, John T. Carroll, III, Esquire, Cozen O’Connor, 1201 North Market Street, Suite 1400, Wilmington, DE 19801. In any Responses filed with the Court and served on the Chapter 7 Trustee’s attorney, claimants should **not** disclose their social security numbers.

15. If a Response to the First Omnibus Objection is not received by the Response Deadline, the relief requested shall be deemed unopposed, and the Bankruptcy Court may enter an order granting the relief sought without a hearing.

16. If a Response contains an address different from that stated on the Proof of Claim actually filed, the address in the Response shall control and shall be the service address for other future service of papers.

B. Timely Response Required; Hearing; Replies

17. If a Response is properly and timely filed and served in accordance with the above-procedures, the Chapter 7 Trustee will endeavor to reach a consensual resolution with the claimant. If no consensual resolution is reached, the Court will conduct a hearing with respect to the First Omnibus Objection and the Response on **December 7, 2011 at 2:00 p.m. (Prevailing Eastern Time)** or other such date and time as the parties filing Responses may be notified. Only those Responses made in writing and timely filed and received will be considered by the Court at any such hearing. The Chapter 7 Trustee reserves the right to adjourn a hearing with respect to a specific objection set forth herein and any Response thereto.

18. If a claimant whose Proof of Claim is subject to the First Omnibus Objection fails to file and serve a timely Response on or before the Response Deadline, the Chapter 7 Trustee will present to the Bankruptcy Court an appropriate order disallowing the claim **without further notice to the claimant.**

NOTICE

19. The Chapter 7 Trustee will, in accordance with the Special Claims Procedures Order, provide notice of this First Omnibus Objection by (a) mailing the Notice of First Omnibus Objection to the individual claimants and (b) posting a copy of the First Omnibus Objection and the Notice of First Omnibus Objection on the website maintained by the Chapter 7 Trustee for the Debtors' Estates. Service of the Notice of the First Omnibus Objection (Exhibit "C" hereto) will be made by first-class, U.S. mail, postage prepaid upon each of the claimants identified in the Duplicative Claim Exhibit (Exhibit "A") to the First

Omnibus Objection at the addresses listed therein. A copy of this First Omnibus Objection is also being served upon the United States Trustee.

RESERVATION OF RIGHTS

20. In this First Omnibus Objection, the Chapter 7 Trustee has asserted certain objections to the Duplicative Claims. Pursuant to Del. Bankr. L.R. 3007-1, the objections contained herein are non-substantive. By this reservation, the Chapter 7 Trustee expressly reserves the right to amend, modify, or supplement the objections asserted herein and to file additional objections, including without limitation, pursuant to § 502(d) of the Bankruptcy Code, to the Proofs of Claim or any other claims (whether filed or not filed) which may be asserted against the Debtors' Estates. Should this First Omnibus Objection be dismissed or overruled, the Chapter 7 Trustee reserves his right to object on any other grounds that the Chapter 7 Trustee discovers during the pendency of this case.

STATEMENT OF COMPLIANCE WITH LOCAL RULE 3007-1

21. The undersigned representative of Cozen O'Connor ("Cozen") certifies that he has reviewed the requirements of Del. Bankr. L.R. 3007-1 and that the First Omnibus Objection substantially complies with that Local Rule subject to the terms of the Special Claims Procedures Order. To the extent that the First Omnibus Objection does not comply in all respects with the requirements of Del. Bankr. L.R. 3007-1 and the Special Claims Procedures Order, Cozen believes that such deviations are not material and respectfully requests that any such requirement be waived.

WHEREFORE, the Chapter 7 Trustee respectfully requests that the Court (i) sustain this First Omnibus Objection, (ii) enter an Order, substantially in the form which is attached hereto as Exhibit “D” disallowing the Duplicative Claims, and (iii) granting such other and further relief as the Court may deem just and proper.

Dated: Wilmington, Delaware
November 2, 2011

COZEN O’CONNOR

By: /s/ John T. Carroll, III
John T. Carroll, III (DE No. 4060)
1201 N. Market Street
Suite 1400
Wilmington, DE 19801
302-295-2028 Telephone
302-295-2013 Fax
jcarroll@cozen.com

*Counsel to Chapter 7 Trustee,
George L. Miller*

EXHIBIT A

DUPLICATIVE CLAIMS EXHIBIT

(See separate posting for Duplicate Claims Exhibit)

EXHIBIT B

**CHAPTER 7 TRUSTEE
DECLARATION**

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

In re: : Chapter 7
: :
AMERICAN BUSINESS FINANCIAL : Case No. 05-10203 (MFW)
SERVICES, INC. *et al.*, : (Jointly Administered)
: :
Debtors.¹ :

**DECLARATION OF GEORGE L. MILLER, CHAPTER 7 TRUSTEE
IN SUPPORT OF THE FIRST OMNIBUS OBJECTION (NON-SUBSTANTIVE)
TO DUPLICATIVE CLAIMS PURSUANT TO SECTION 502 OF THE BANKRUPTCY
CODE, RULES 3007 AND 9014 OF THE FEDERAL RULES OF BANKRUPTCY
PROCEDURE AND DEL. BANKR. L.R. 3007-1**

I, George L. Miller, the Chapter 7 Trustee for the estates of the above-captioned Debtors (the "Estates") hereby declare that the following is true to the best of my knowledge, information and belief:

1. On or about May 17, 2005, the Chapter 11 cases of the Debtors were converted to Chapter 7 cases under the Bankruptcy Code² and on the same day I was appointed as Chapter 7 Trustee to administer the Debtors' Estates.

2. I submit this declaration in support of the First Omnibus Objection (Non-Substantive) to Duplicative Claims Pursuant to § 502 of the Bankruptcy Code, Rules 3007 and 9014 of the Federal Rules of Bankruptcy Procedure and Del. Bankr. L.R. 3007-1 (the "First Omnibus Objection").

¹ American Business Financial Services, Inc, Case No. 05-10203, Tiger Relocation Company, Case No. 05-10204, American Business Credit, Inc., Case No. 05-10206, Home American Credit, Inc., Case No. 05-10207, American Business Mortgage Services, Inc., Case No. 05-10208 and ABFS Consolidated Holdings, Inc., Case No. 05-10217 (collectively, the "Debtors").

² Unless otherwise defined herein, all capitalized terms shall have the meanings set forth in the First Omnibus Objection.

3. I make this Declaration on the basis of my review of the Debtors' books and records, the official register of claims together with the claims registered with the claims agent appointed during the Chapter 11 case (collectively the "Claims Register"), information provided by Miller Coffey Tate LLP ("Chapter 7 Trustee's Accountants"), the docket, and the Proofs of Claim (the "Claims") filed in this case.

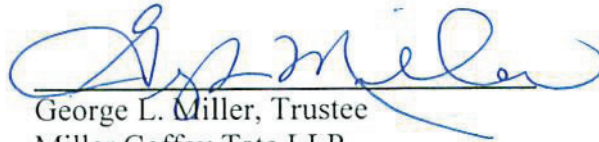
4. By the First Omnibus Objection, and after review of the Debtors' books and records and upon consultation with the Chapter 7 Trustee's Accountants, I object in my capacity as Chapter 7 Trustee to each of the Duplicative Claims identified on Exhibit "A" of the First Omnibus Objection as claims being duplicative of the Master Claims filed by the Indenture Trustees. To the extent a Duplicative Claim also asserts an interest in preferred stock, I request by the First Omnibus Objection that the Duplicative Claim be deemed to be solely a proof of interest (and not a proof of claim) by an equity security holder under 11 U.S.C. §501(a) solely for the stock interest, and that such Duplicative Claim(s) shall nevertheless be disallowed as a claim of a creditor as defined by 11 U.S.C. §§101(5) and (10).

Conclusion

5. Based upon my review and the Chapter 7 Trustee's Accountants' review of the Duplicative Claims, the Claims Register and certain books and records of the Debtors, I believe that granting the relief requested in the First Omnibus Objection is appropriate, correct and also in the best interests of the Debtors' Estates and creditors.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

Dated: November 2, 2011



George L. Miller, Trustee
Miller Coffey Tate LLP
8 Penn Center, Suite 950
1628 JFK Boulevard
Philadelphia, PA 19103
Telephone: (215) 561-0950
Facsimile: (215) 561-0330

*Chapter 7 Trustee for the
Bankruptcy Estates of Debtors*

EXHIBIT C

**NOTICE OF FIRST OMNIBUS
CLAIM OBJECTION**

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

In re: : Chapter 7
: :
AMERICAN BUSINESS FINANCIAL : Case No. 05-10203 (MFW)
SERVICES, INC. *et al.*, : (Jointly Administered)
: :
Debtors.¹ : **Hearing Date: December 7, 2011 at 2:00 p.m.**
: :
_____ : **Objection Date: November 30, 2011 at 4:00 p.m.**

**NOTICE OF CHAPTER 7 TRUSTEE’S FIRST OMNIBUS (NON-SUBSTANTIVE)
OBJECTION TO DUPLICATIVE CLAIMS**

TO: [Claim Holders and/or Counsel, if any].

The Chapter 7 Trustee has filed the First Omnibus (Non-Substantive) Objection to Duplicative Claims (the “First Omnibus Objection”) (Docket No. [____]) which seeks to alter your rights by disallowing individual claims of Collateralized Noteholders and Unsecured Noteholders² because they duplicate other claims filed as Master Claims either by (i) Law Debenture Trust Company of New York (“Law Debenture”), (ii) Wells Fargo Bank, National Association (“Wells Fargo”), or (iii) U.S. Bank National Association, in their capacities as Indenture Trustees. The treatment of the Master Claims filed by Law Debenture and Wells Fargo has been agreed to pursuant to a settlement agreement entered into among the Chapter 7 Trustee, Law Debenture and Wells Fargo (the “Settlement Agreement”) which was previously approved by the Bankruptcy Court. The contact information for the Indenture Trustees is set forth on the Chapter 7 Trustee’s website at WWW.ABFSONLINE.COM.

To identify which of the Master Claims is a duplicate of the individual claim which you filed, you should check the exhibits to the First Omnibus Objection which are posted

¹ American Business Financial Services, Inc, Case No. 05-10203, Tiger Relocation Company, Case No. 05-10204, American Business Credit, Inc., Case No. 05-10206, Home American Credit, Inc., Case No. 05-10207, American Business Mortgage Services, Inc., Case No. 05-10208 and ABFS Consolidated Holdings, Inc., Case No. 05-10217 (collectively, the “Debtors”).

² Capitalized terms shall have meanings ascribed to them in the First Omnibus Objection unless otherwise expressly defined herein.

on the Trustee's website at WWW.ABFSONLINE.COM and also on the Bankruptcy Court's docket [Docket Entry No. _____, dated _____].

The reason the Chapter 7 Trustee has filed this First Omnibus Objection to the individual claims of noteholders is that the Chapter 7 Trustee has made, or intends to make distributions on, or on account of, one or more of the three Master Claims (as modified by the Settlement Agreement, as applicable) to the three Indenture Trustees and the Indenture Trustees will in turn make distributions under and subject to the applicable Indenture and/or applicable law. By this First Omnibus Objection the Chapter 7 Trustee does not seek to affect, limit or impair your right to receive distributions, to the extent you are entitled to do so,³ from your Indenture Trustee from any funds received by your Indenture Trustee for such purpose in this bankruptcy case.

Only in the event that you do not agree to your claim being a duplicate of one of the Master Claims being asserted by the Indenture Trustees, are you required to file a written response with the Bankruptcy Court, 824 N. Market Street, 3rd Floor, Wilmington, Delaware 19801 to the First Omnibus Objection on or before **November 30, 2011 (the "Response Deadline")**⁴. At the same time you file your written response, if any, with the Bankruptcy Court, you must also serve a copy of the response upon the Chapter 7 Trustee's attorney:

**John T. Carroll, III, Esq.
Cozen O'Connor
1201 North Market Street
Suite 1400
Wilmington, DE 19801**

³ To the extent your individual claim also asserts an interest in preferred stock, the First Omnibus Objection seeks to deem the individual claim solely as a proof of interest (and not a proof of claim) of an equity security holder solely for the stock interest under 11 U.S.C. §501(a), and such proofs of interest for preferred stock interest(s) shall not be allowed as a claim of a creditor as defined by §§101(5) and (10). Such proofs of interest by equity security holders for preferred stock would only be entitled to distribution after the claims of all creditors are fully paid.

⁴ Please do **not** disclose your social security number in any responses filed with the Court and served on the Chapter 7 Trustee's attorney.

The Bankruptcy Court will conduct a hearing on the First Omnibus Objection on **December 7, 2011 at 2:00 p.m. (Prevailing Eastern Time)** before the Honorable Mary F. Walrath, U.S.B.J. at the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, 5th Floor, Courtroom No. 4, Wilmington, Delaware 19801 (the “Hearing”). You are not required to attend the Hearing on the First Omnibus Objection unless you believe your claim is not a duplicate of the Master Claims. If you wish to participate in the Hearing by telephone, please contact CourtCall at 866-582-6878 (ext. 3) at least 48 hours in advance of the Hearing.

The Bankruptcy Court may grant the relief demanded in the First Omnibus Objection without further notice or hearing if there are no written responses filed in accordance with this Notice.

Dated: Wilmington, Delaware
November 2, 2011

COZEN O’CONNOR

By: /s/ John T. Carroll, III
John T. Carroll, III (DE No. 4060)
1201 N. Market Street
Suite 1400
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302-295-2028 Telephone
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jcarroll@cozen.com

*Counsel to Chapter 7 Trustee,
George L. Miller*

EXHIBIT D

PROPOSED FORM OF ORDER

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

In re: : Chapter 7
:
AMERICAN BUSINESS FINANCIAL : Case No. 05-10203 (MFW)
SERVICES, INC. *et al.*, : (Jointly Administered)
:
Debtors.¹ : Related Doc. No. _____

**ORDER SUSTAINING FIRST OMNIBUS OBJECTION (NON-SUBSTANTIVE)
TO DUPLICATIVE CLAIMS PURSUANT TO SECTION 502 OF THE BANKRUPTCY
CODE, RULES 3007 AND 9014 OF THE FEDERAL RULES OF BANKRUPTCY
PROCEDURE AND DEL. BANKR. L.R. 3007-1**

Upon the First Omnibus Objection (Non-Substantive) to Duplicative Claims pursuant to § 502 of the Bankruptcy Code, Rules 3007 and 9014 of the Federal Rules of Bankruptcy Procedure and Del. Bankr. L.R. 3007-1 (the “First Omnibus Objection”), filed by George L. Miller, the Chapter 7 Trustee (the “Chapter 7 Trustee”) for the estates of the above referenced Debtors (the “Estates”); and the Declaration of the Chapter 7 Trustee, attached as Exhibit “B” to the First Omnibus Objection (the “Chapter 7 Trustee’s Declaration”); and it appearing that good and sufficient notice of the First Omnibus Objection has been given and that no further notice of the First Omnibus Objection or entry of this order need be provided; and upon the entire record herein; and the Court having considered the First Omnibus Objection, the Chapter 7 Trustee’s Declaration and the Duplicative Claims; and after due deliberation and good and sufficient cause appearing therefore;

¹ American Business Financial Services, Inc, Case No. 05-10203, Tiger Relocation Company, Case No. 05-10204, American Business Credit, Inc., Case No. 05-10206, Home American Credit, Inc., Case No. 05-10207, American Business Mortgage Services, Inc., Case No. 05-10208 and ABFS Consolidated Holdings, Inc., Case No. 05-10217 (collectively, the “Debtors”).

IT IS HEREBY FOUND THAT

A. Capitalized terms not otherwise defined in this Order shall have meanings ascribed to such terms in the First Omnibus Objection;

B. Each holder of a Duplicative Claim listed on Exhibit "A" of the First Omnibus Objection (the "Claimants") was provided proper and adequate notice of the First Omnibus Objection pursuant to the Special Claims Procedures Order;

C. The First Omnibus Objection is a core proceeding under 28 U.S.C. § 157(b)(2);

D. Any entity known to have an interest in the Duplicative Claims has been afforded reasonable opportunity to respond or to be heard regarding the relief requested in the First Omnibus Objection;

E. Each of the Duplicative Claims listed on Exhibit "A" of the First Omnibus Objection are claims which are duplicative of Master Claims filed either by the Collateralized Sub-debt Trustees and/or the Unsecured Indenture Trustee;

F. The relief requested in the First Omnibus Objection is in the best interest of the Debtors' Estates, creditors, and other parties in interest; and it is therefore

ORDERED, ADJUDGED AND DECREED THAT

1. The First Omnibus Objection is **GRANTED**.

2. Pursuant to Sections 105(a) and 502(b) of the Bankruptcy Code, each of the Duplicative Claims identified on Exhibit "A" of the First Omnibus Objection are disallowed with respect to any asserted right of payment under the Notes as duplicative of the Master Claims.

3. To the extent a Duplicative Claim asserts an interest in preferred stock, the Duplicative Claim is deemed to be solely a proof of interest (and not a proof of claim) by an equity

security holder under 11 U.S.C. §501(a) solely for the stock interest, and that such Duplicative Claim(s) are disallowed as a claim of a creditor as defined by 11 U.S.C. §§101(5) and (10).

4. The Court shall retain jurisdiction over the Debtors and the Claimants whose claims are subject to the First Omnibus Objection with respect to any matters related to or arising from the implementation of this Order.

5. Each Duplicative Proof of Claim and the objection by the Chapter 7 Trustee constitutes a separate contested matter as contemplated by Bankruptcy Rule 9014. This Order shall be deemed a separate Order with respect to each claim. Any stay of this Order pending appeal by any of the Claimants whose claims are subject to the contested matter which involves such Claimants shall not act to stay the applicability and/or finality of this Order with respect to other contested matters covered hereby.

6 This Order is without prejudice to the Chapter 7 Trustee's right to amend, modify, or supplement the First Omnibus Objection, or to file additional non-substantive or substantive objections.

7. This Order does not affect any claims, rights or remedies the Chapter 7 Trustee has or may have against the Claimants in respect of any amounts owed to the Debtors' Estates by any Claimant under Chapter 5 of the Bankruptcy Code, including without limitation the right to seek disallowance of any Claim pursuant to § 502(d) of the Bankruptcy Code.

Dated: This _____ day of _____ 20 _____.

BY THE COURT:

Honorable Mary F. Walrath
United States Bankruptcy Court Judge