

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

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In re

Chapter 11

ADVANTA CORP., *et al.*,¹

Case No. 09-13931 (KJC)

Debtors.

(Jointly Administered)

Objection Deadline: May 29, 2015 at 4:00 p.m. (E.T.)

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Hearing Date: July 9, 2015 at 11:00 a.m. (E.T.)

**MOTION OF THE LIQUIDATING TRUSTEE FOR ORDER APPROVING THE
DISPOSAL OF CERTAIN BOOKS AND RECORDS**

FTI Consulting, Inc., in its capacity as the liquidating trustee (the “**Liquidating Trustee**”) of the liquidating trusts (the “**Liquidating Trusts**”) established under the *Debtors’ Joint Plan Under Chapter 11 of the Bankruptcy Code* (as modified, the “**Plan**”),² by and through its co-counsel, Latham & Watkins LLP and Drinker Biddle & Reath LLP, hereby moves (the “**Motion**”) the Bankruptcy Court for entry of an order in the form attached hereto as Exhibit A (the “**Order**”), pursuant to sections 105(a), 363(b) and 554(a) of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rules 6007(a) and 3020(d) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), authorizing the Liquidating Trustee to dispose of certain books and records, as more fully described herein, transferred to the Liquidating Trusts

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 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 but not otherwise defined herein shall have the meanings ascribed to them in the Plan or the Confirmation Order, as applicable.

pursuant to the Plan in a manner deemed appropriate by the Liquidating Trustee. In support of this Motion, the Liquidating Trustee respectfully states as follows:

Jurisdiction

1. The Bankruptcy Court has jurisdiction over this Motion under 28 U.S.C. §§ 157 and 1334 and Article XI of the Plan. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue for this proceeding and this Motion is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory bases for the relief requested herein are sections 105(a), 363(b) and 554(a) of the Bankruptcy Code and Rules 6007(a) and 3020(d) of the Bankruptcy Rules.

Background

3. On November 8, 2009, Advanta Corp. and certain other Debtors filed their petitions for relief under the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”). On November 20, 2009, the remaining Debtors filed their chapter 11 cases.

4. On November 2, 2010, the Debtors filed the Disclosure Statement with the Bankruptcy Court, and on December 17, 2010, the Bankruptcy Court entered the Disclosure Statement Order approving the Disclosure Statement, as modified. On February 11, 2011, the Bankruptcy Court entered the Confirmation Order confirming the Plan. The effective date occurred on February 28, 2011 (the “**Effective Date**”), and the Plan (as modified on February 28, 2011) was substantially consummated.

5. In accordance with the terms of the Plan and the Liquidating Trust Agreements, the Debtors transferred the Liquidating Trust Assets to the respective Liquidating Trusts free and clear of all Claims and equity interests, and the Liquidating Trustee succeeded to all of the Debtors' right, title and interest in and to the Liquidating Trust Assets on the Effective Date.³ Included in the transferred Liquidating Trust Assets were the Books and Privileges of all of the Debtors. Under Section 1.88 of the Plan, Books and Privileges was defined to include, among other things, "all books and records of such Debtor(s), including, without limitation, all documents and communications of any kind, whether physical or electronic. . . ." Thus, all of the Debtors' documents, communications, books, and records, in any format, including physical, electronic, or otherwise, and including, without limitation, those materials related to the Debtors' mortgage origination, servicing, securitization and other mortgage-related businesses (the "**Books and Records**"), were transferred to each Debtor's respective Liquidating Trust on the Effective Date, to be managed and controlled by the Liquidating Trustee pursuant to the Plan and the Liquidating Trust Agreements.

6. The Books and Records generally consist of the following: approximately 23,500 cartons, approximately 12,700 boxes, and approximately 2770 cubic feet space of paper records located in storage facilities; approximately 85 computer hard drives; and approximately 4700 electronic tapes and cartridges in storage. The Books and Records include materials, including documents, hard drives, and other records, from several departments of the Debtors'

³ On the Effective Date, the Advanta Trust Assets were also transferred to the Advanta Trust and the Reorganized Advanta Assets were maintained by Reorganized Advanta. For the avoidance of doubt, neither the Advanta Trust Assets nor the Reorganized Advanta Assets include any of the Books and Records (as defined herein), which were all transferred to an applicable Liquidating Trust.

former businesses, including, without limitation, general office, accounting, human resources, banking, credit card businesses, mortgage origination, servicing, securitization and other mortgage-related businesses, IT, legal, treasury, insurance and facilities. Since the Effective Date, the Liquidating Trustee has spent approximately \$450,000 storing, maintaining, and preserving the Debtors' hard copy documents alone. The Liquidating Trustee estimates that continued storage of these documents will cost the estate an additional \$10,500 per month. The hard copy documents only make up a portion of the Books and Records that the Liquidating Trustee has been storing.

7. The Plan and the Liquidating Trust Agreements also authorize the Liquidating Trustee to dispose of the Books and Records in its sole discretion, with the exception of those "books and records that are reasonably likely to pertain to pending litigation in which the Debtors or their current or former officers or directors are a party" (the "**Plan Reserved Materials**"). Plan at §5.4(g)(x); Liquidating Trust Agreements at §3.2(a)(x). In order to dispose of the Plan Reserved Materials, the Liquidating Trustee must first seek authorization from the Bankruptcy Court.

8. Separately, the Confirmation Order also restricts the Liquidating Trustee's otherwise broad authority to dispose of the Books and Records. Specifically, per an agreement between the parties to the ERISA Litigation, the Underland Action, and the Securities Litigation (each as defined in the Confirmation Order, and, collectively, the "**Pennsylvania Cases**"), the Debtors, and the Creditors' Committee, the Liquidating Trustee must seek approval of the Bankruptcy Court to dispose of the Litigation Books and Records (as defined in the

Confirmation Order)⁴ and provide notice of such a request to the attorneys for the plaintiffs in the Pennsylvania Cases, prior to any disposal thereof.

9. Since the Effective Date, the Liquidating Trustee has fully administered certain of the Debtors' Estates. As a result of the Liquidating Trustee's achievements, on June 6, 2011, December 18, 2012, and December 30, 2013, at the request of the Liquidating Trustee, the Bankruptcy Court entered certain orders and final decrees closing the bankruptcy cases of Advanta Investment Corp., Advanta Business Services Holding Corp., Advanta Auto Finance Corporation, Advanta Business Services Corp., Advanta Finance Corp., Advanta Advertising Inc., Advanta Mortgage Corp. USA, Advanta Mortgage Holding Company, Advanta Services Corp., Advanta Shared Services Corp., Advanta Ventures Inc., Advantennis Corp., BE Corp, ideablob Corp., Advanta Credit Card Receivables Corp., Great Expectations International Inc., Great Expectations Franchise Corp., and Great Expectations Management Corp., respectively. Thus, the only remaining business entities that were formerly debtors or successors to debtors are Advanta Corp. and Advanta Services LLC.

10. Additionally, as a result of the completion of the liquidation processes of certain of the Liquidating Trusts, on December 18, 2012, the Advantennis Liquidating Trust, the Advanta Auto Finance Trust, and the Advanta Finance Trust, and, on February 4, 2014, the ASSC Trust and the AMCUSA Trust were dissolved (collectively, the "**Dissolved Trusts**"). On February 20, 2014, the Bankruptcy Court entered an order extending the term of the AC Liquidating Trust (a.k.a. the AC Trust) and the Advanta Trust by eighteen (18) months, through

⁴ To be clear, the Plan Reserved Materials likely include the Litigation Books and Records.

and including August 28, 2015. On April 10, 2015, the Bankruptcy Court entered another order further extending the term of the AC Liquidating Trust (a.k.a. the AC Trust) and the Advanta Trust by an additional eighteen (18) months, through and including February 28, 2017. Thus, the only remaining Liquidating Trusts are the AC Liquidating Trust and the Advanta Trust.

11. Despite the full administration of certain of the Debtors' Estates, the closure of certain bankruptcy cases, and the dissolution of the Dissolved Trusts, the Liquidating Trustee has not, out of an abundance of caution, disposed of the Books and Records of the Dissolved Trusts or the AC Liquidating Trust. Instead, prior to the dissolution of each of the Dissolved Trusts, the Liquidating Trustee transferred the Books and Records of each of the Dissolved Trusts to the AC Liquidating Trust for continued storage. Moreover, the Liquidating Trustee has not disposed of the Plan Reserved Materials or the Litigation Books and Records and, therefore, has met its obligations under the Plan and the Confirmation Order.

12. In addition to maintaining and, when necessary, transferring the Books and Records, the Liquidating Trustee has effectively responded to all discovery requests involving the Books and Records from third-party litigants. In particular, after the Effective Date, the parties to the Pennsylvania Cases served document subpoenas on the Liquidating Trustee. The collection, processing, and production of documents in response to these subpoenas were a massive undertaking that took over a year for the Liquidating Trustee to complete. The Liquidating Trustee delivered to the parties to the Pennsylvania Cases manifests of electronic documents and hard copy materials. The parties selected 574 boxes of hard copy documents (the "**Selected Hard Copy Documents**") and, following a very limited privilege review, over

900,000 pages of documents were ultimately produced to the parties to the Pennsylvania cases (the “**Hard Copy Productions**”).

13. An even more massive undertaking was the collection and production of documents from 2.3 terabytes (which constitutes tens of millions of pages) of Advanta’s electronic data. For the electronic data, the parties to the Pennsylvania Cases designated 93 custodians and 168 sets of search terms, all of which were applied to the 2.3 terabytes of data for purposes of providing a subset to the parties. Following a privilege review, the Liquidating Trustee produced approximately 5.5 million pages of electronic documents to the parties to the Pennsylvania Cases (the “**Electronic Productions**” and, together with the Hard Copy Productions, the “**Produced Records**”).⁵ Despite the Eastern District of Pennsylvania’s fee-sharing order, the Liquidating Trustee incurred tens of thousands of dollars in fees in connection with these document productions.

14. In early 2014, the parties to the Pennsylvania Cases informed the Liquidating Trustee that they finalized and executed settlement agreements in all three cases. Additionally, the following final orders approving the settlements in the Pennsylvania Cases have been entered:

- *Final Approval Order and Judgment*, entered on January 9, 2014, which approved and ordered, among other things, on a final basis a settlement between the named plaintiffs and defendants in the ERISA Litigation and dismissed the ERISA Litigation with prejudice;
- *Final Approval Order and Judgment of Dismissal with Prejudice*, entered on September 8, 2014, which approved and ordered, among other things, the Stipulation and the

⁵ For the avoidance of doubt, the Liquidating Trustee did not produce the portion of the 2.3 terabytes of electronic data that was not responsive to the 93 custodians and 168 sets of search terms provided by the parties or that was determined to be privileged (the “**Selected Unprocessed Data**”).

Settlement (as defined therein) as final, fair, reasonable and adequate as between the named plaintiffs and the defendants in the Underland Action and that the Underland Action and all claims contained therein are dismissed with prejudice as to the plaintiffs, the class members, and all Releasing Persons (as defined therein); and

- *Order Approving Settlement and Order of Dismissal with Prejudice*, entered August 4, 2014, which approved the Settlement (as defined therein) as final, fair, reasonable and adequate as between the Class and Class Members (as defined in the Settlement) in the Securities Litigation and that, upon the effective date of the Settlement, the Securities Litigation and all claims contained therein are dismissed with prejudice as to the plaintiffs, the Class Members, and all Releasing Persons (as defined therein).

15. Accordingly, it is not expected that the parties to the Pennsylvania Cases will require additional document discovery, and the parties to the Pennsylvania Cases have made no discovery requests that remain outstanding. Additionally, counsel to the plaintiffs in each of the Pennsylvania Cases were contacted regarding the filing of this Motion and did not object to the relief requested herein.

16. The Liquidating Trustee is aware of only one other case where third-party discovery involving the Books and Records may have been necessary: *FDIC as Receiver for Advanta Bank Corp. v. Alter and Rosoff*, No. 13-3361 (E.D. Pa. 2013) (the “**FDIC Case**”). The FDIC Case was filed by the Federal Deposit Insurance Company (“**FDIC**”), in its capacity as the receiver to ABC, on June 17, 2013 in the Eastern District of Pennsylvania. On September 26, 2013, the FDIC Case was consolidated with two of the Pennsylvania Cases for discovery purposes. It is the Liquidating Trustee’s understanding that the FDIC received copies of all the documents produced by the Liquidating Trustee from the parties to the Pennsylvania Cases. Moreover, the Liquidating Trustee has not received a single request for additional documents or materials from the FDIC in years. Accordingly, the Liquidating Trustee believes the FDIC no longer needs any of the Plan Reserved Materials or the Litigation Books and Records. The

Liquidating Trustee's counsel has communicated with the FDIC's counsel and has made it aware of the filing of this Motion.

17. At this time, the Liquidating Trustee is in the process of monetizing and/or distributing the few remaining assets of the AC Liquidating Trust and the Advanta Trust, resolving the few remaining corporate issues associated with the Debtors' estates, and beginning the final wind down processes associated with administration of the bankruptcy cases and the liquidation process. Given the status of these processes, the responsiveness of the Liquidating Trustee to the discovery requests to date, the absence of anticipated future discovery requests, and the costs associated with continued storage, the Liquidating Trustee believes it is the appropriate time to begin disposing of the Books and Records, including, specifically, the Plan Reserved Materials and the Litigation Books and Records.

Relief Requested

18. By this Motion, the Liquidating Trustee seeks authority to dispose, in its sole discretion and without further Bankruptcy Court approval, of the Plan Reserved Materials and the Litigation Books and Records, including, without limitation, the Selected Hard Copy Documents, the Produced Records and the Selected Unprocessed Data. Thus, if this Motion is approved, the Liquidating Trustee will be authorized to dispose of all of the Books and Records in its sole discretion and without further Bankruptcy Court approval.⁶

⁶ For the avoidance of doubt, the Books and Records do not include the Liquidating Trusts' respective books and records, which are maintained by Liquidating Trustee pursuant to the Liquidating Trust Agreements, relating to, among other things, (i) the Liquidating Trust Assets, (ii) the income of the Liquidating Trusts, and (iii) the payment of expenses of, and liabilities of claims against or assumed by, the Liquidating Trusts (collectively the "**Liquidating**

Basis for Relief Requested

19. In furtherance of and consistent with the purpose of the Liquidating Trusts and the Plan, Section 5.4(g)(x) of the Plan and Section 3.2(a)(x) of the Liquidating Trust Agreements, respectively, empower the Liquidating Trustee to:

dispose of the books and records transferred to the applicable Liquidating Trustee in a manner deemed appropriate by such Trustee; *provided, however,* that such Trustee shall not dispose of any books and records that are reasonably likely to pertain to pending litigation in which the Debtors or their current or former officers or directors are a party without further order of the Bankruptcy Court.

Based on the agreement between the parties to the Pennsylvania Cases, the Debtors, and the Creditors' Committee described above, Section 29(c)(B) of the Confirmation Order provides that:

prior to abandoning or otherwise disposing of any books, records or other documents (in any format, including electronic, paper form or otherwise) that pertain to the Underland Action, the ERISA Litigation or the Securities Litigation (collectively, "***Litigation Books and Records***") the Liquidating Trustees shall seek approval of the Bankruptcy Court on not less than seventeen (17) days written notice to the attorneys for the Underland Plaintiffs and the attorneys for the plaintiffs in the ERISA Litigation and the Securities Litigation and shall not abandon or otherwise dispose of any of the Litigation Books and Records absent the entry of a further order of the Bankruptcy Court authorizing same.

Together, the Plan, the Liquidating Trust Agreements, and the Confirmation Order generally authorize the Liquidating Trustee to dispose of all of the Books and Records, but require the Liquidating Trustee to seek Bankruptcy Court authorization before disposing of the Plan Reserved Materials and the Litigation Books and Records. As noted above, in order to streamline the process, prior to the filing of this Motion, counsel to each of the plaintiffs in each of the Pennsylvania Cases were contacted regarding the filing of this Motion and the relief

Trust Records"). The Liquidating Trustee will maintain and/or dispose of the Liquidating Trust Records in its sole discretion or as otherwise required by the Liquidating Trust Agreements.

requested herein. Counsel to each of the plaintiffs in each of the Pennsylvania Cases advised the Liquidating Trustee that they do not object to the relief requested in this Motion.

20. The Liquidating Trustee seeks authority for the relief requested in this Motion pursuant to Sections 105(a), 554(a), and 363(b)(1) of the Bankruptcy Code. First, section 105(a) of the Bankruptcy Code provides that the Bankruptcy Court “may issue an order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.” The purpose of Section 105(a) of the Bankruptcy Code is “to assure the bankruptcy court’s power to take whatever action is appropriate or necessary in aid of the exercise of their jurisdiction.” 2 Collier on Bankruptcy, ¶ 105.01 at 105-6 (16th ed. 2014). For example, in *In re HSF Holding, Inc.*, the bankruptcy court exercised its authority pursuant to section 105(a) when it approved the abandonment of estate property. 421 B.R. 716, 718 (Bankr. D. Del. 2010) (approving abandonment of the debtors’ estates’ interests in the spare main engine of a passenger ferry pursuant to sections 105(a) and 554(a) prior to the effective date of the chapter 11 plan of reorganization).

21. Similarly, section 554(a) of the Bankruptcy Code provides that “[a]fter notice and a hearing, the trustee may abandon any property of the estate that is burdensome to the estate or that is of inconsequential value and benefit to the estate.” This section “serves the purpose of expeditious and equitable distribution by permitting the trustee to abandon property that consumes the resources and drains the income of the estate.” *In re Pilz Compact Disc, Inc.*, 229 B.R. 630, 635 (Bankr. E.D. Pa. 1999) (citation omitted) (granting chapter 7 trustee’s motion to abandon approximately two million warehoused phonorecords in various stages of production

prior to the effective date of a chapter 11 plan of reorganization because the lack of proper copyright licenses precluded their completion or sale, which, together with storage fees, rendered the property “valueless to the estate or burdensome to it”). The Bankruptcy Court need not consider “speculative factors” when making a determination pursuant to section 554 of the Bankruptcy Code. *See In re Nelson*, 251 B.R. 857, 860 (B.A.P. 8th Cir. 2000). For example, in *In re Nelson*, the bankruptcy court explained that courts “cannot be expected to deny . . . abandonment on the basis of a speculative scenario which may or may not occur in the future . . . [o]therwise, [objecting parties] could certainly invent a scenario under which virtually all property could become valuable in the future.” *Id.* at 861 (affirming bankruptcy court’s order approving abandonment of certain parcels of real property in which the debtors had no equity because, *inter alia*, the hypothetical possibility that the property could have rental value at some point in the future did not mean the property was not of inconsequential value to the estate).

22. Finally, section 363(b)(1) of the Bankruptcy Code provides that, prior the consummation of a chapter 11 plan of reorganization, “[t]he trustee, after notice and a hearing, may use, sell, or lease, other than in the ordinary course of business, property of the estate” Generally, where a debtor seeks to use, sell, or lease assets of the estate pursuant to section 363(b)(1) of the Bankruptcy Code, the debtor’s good faith business judgment regarding the proposed transaction should not be disturbed absent a showing that the transaction constitutes an abuse of discretion or is contrary to the interests of the creditors. *See Abbotts Dairies of Pennsylvania, Inc.*, 788 F.2d 143, 149-50 (3d Cir. 1986). The same standard applies to a request to abandon or dispose of property pursuant to section 554 of the Bankruptcy Code by a trustee.

See In re Contract Research Solutions, Inc., No. 12-11004 (KJC), 2013 Bankr. LEXIS 1784, at *11 (Bankr. D. Del. May 1, 2013) (limiting the examination of the trustee's decision to abandon property to whether the decision reflects good business judgment and was made in good faith).

23. The Liquidating Trustee submits that its valid business judgment supports the disposal of the Plan Reserved Materials, the Litigation Books and Records, including, without limitation, the Selected Hard Copy Documents, the Produced Records, and the Selected Unprocessed Data and that the Motion should be granted under sections 105(a), 363(b) and 554(a) of the Bankruptcy Code.

24. First, entry of an order approving the disposal of the Plan Reserved Materials, the Litigation Books and Records, including, without limitation, the Selected Hard Copy Documents, the Produced Records, and the Selected Unprocessed Data is an appropriate exercise of the Bankruptcy Court's authority and is in line with the Bankruptcy Court's precedent under Sections 105(a) and 554(a) of the Bankruptcy Code. These materials are of inconsequential value to the Liquidating Trustee, and continued storage imposes a substantial and unjustifiable financial and administrative burden on the Liquidating Trust, resulting in a financial drain that will reduce recoveries without any associated benefit to AC Trust Beneficiaries. Disposal of these materials will instead benefit AC Trust Beneficiaries by saving money and alleviating the administrative burden of maintenance currently on the Liquidating Trustee.

25. Second, disposal of the Plan Reserved Materials, the Litigation Books and Records, including, without limitation, the Selected Hard Copy Documents, the Produced

Records, and the Selected Unprocessed Data would be an exercise of the sound business judgment of the Liquidating Trustee as typically required under Section 363(b)(1) of the Bankruptcy Code. The Liquidating Trustee and its advisors have analyzed the costs of continued storage of the Plan Reserved Materials, the Litigation Books and Records, including, without limitation, the Selected Hard Copy Documents, the Produced Records, and the Selected Unprocessed Data, and the Liquidating Trustee has determined, in the exercise of its business judgment, that the cost of their continued storage outweighs all potential benefits.

26. Apart from document production in connection with the discovery requests in the Pennsylvania Cases, the Liquidating Trustee does not believe it has made any use of these materials since the Effective Date, does not have any anticipated reason to use these materials going forward, and does not believe these materials are of any value. The Debtors are no longer in business and the Liquidating Trustee no longer needs these materials for the administration of the liquidating process. Further, the Liquidating Trustee has responded promptly to all discovery requests relating to the Plan Reserved Materials and the Litigation Books and Records the Liquidating Trustee is not aware of any threatened or pending litigation in which the Debtors or the Debtors' respective directors and officers are a party or the Plan Reserved Materials and the Litigation Books and Records are reasonably likely to pertain. Therefore, the Liquidating Trustee is not aware of any circumstances which, under the Plan, Liquidating Trust Agreements or the Confirmation Order, would preclude disposal of the Books and Records. The Liquidating Trustee, therefore, does not believe there is any material purpose to the continued storage of these materials.

27. Although hypothetical scenarios could be contemplated in which the Plan Reserved Materials and Litigation Books and Records could be requested in the future—for example, unforeseen or unknown litigation relating to the Debtors’ prior businesses—the bankruptcy court need not consider such speculative factors in its determination of this Motion. *See In re Nelson*, 251 B.R. 857, 860 (B.A.P. 8th Cir. 2000). As discussed above, the Liquidating Trustee is in the final stages of the administration of the bankruptcy cases and the liquidation, and it is aware of no sufficient reason supporting the continued cost of storage for the Plan Reserved Materials or Litigation Books and Records. The Liquidating Trustee has not received any discovery requests relating to the Plan Reserved Materials or Litigation Books and Records by parties not affiliated with the Pennsylvania Cases or the FDIC Case, nor is the Liquidating Trustee aware of any potential future requests by parties affiliated with these cases. Further, any third parties that desire access to the Plan Reserved Materials and Litigation Books and Records have had ample time to submit requests during the more than three and a half year period since the Effective Date. Even if the Bankruptcy Court were to consider the speculative document requests of hypothetical litigants for the Plan Reserved Materials and the Litigation Books and Records relevant to its determination of this Motion, the Liquidating Trustee intends, through its vendors, to initially preserve in digital format the Produced Records and the Selected Unprocessed Data.

28. If the Motion is approved, the Liquidating Trustee will seek to ensure, by selecting a responsible vendor and implementing appropriate procedures such as shredding and proper electronic data destruction, that disposal of the Plan Reserved Materials and the Litigation

Books and Records will not cause the dissemination of any confidential information. Together, the proposed disposal of these materials is neither an abuse of discretion nor contrary to the interests of the AC Trust Beneficiaries.

29. Based on the foregoing, the Liquidating Trustee respectfully requests authority to dispose, in its sole discretion and without further Bankruptcy Court approval, of the Plan Reserved Materials and the Litigation Books and Records, including, without limitation, the Selected Hard Copy Documents, the Produced Records and the Selected Unprocessed Data.

Notice

30. Notice of this Motion will be provided to: (i) the Office of the United States Trustee for the District of Delaware; (ii) counsel to the plaintiffs and counsel to the defendants in each of the Pennsylvania Cases; (iii) counsel to the plaintiffs and counsel to the defendants in the FDIC Case; (iv) J.P. Morgan Chase Bank, National Association, Chase Bank USA, National Association (formerly known as Chase Manhattan Bank USA, National Association), Chase Manhattan Mortgage Corporation, and Chase Home Finance, LLC; (v) the Indenture Trustees; and (vi) those parties who have requested notice pursuant to Rule 2002 of the Bankruptcy Rules. Subject to the relief requested herein, the Liquidating Trustee respectfully submits that no other or further notice of this Motion or hearing is required.

No Prior Request

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

WHEREFORE, the Liquidating Trustee respectfully requests that the Bankruptcy Court enter an order granting the Motion and authorizing such other and further relief as the Bankruptcy Court deems just and proper under the circumstances of these cases.

Dated: May12, 2015
Wilmington, Delaware

DRINKER BIDDLE & REATH LLP

/s/ Howard A. Cohen
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- and -

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Counsel to FTI Consulting, Inc., as
Liquidating Trustee

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

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In re

Chapter 11

ADVANTA CORP., *et al.*,¹

Case No. 09-13931 (KJC)

Debtors.

(Jointly Administered)

Objection Deadline: May 29, 2015 at 4:00 p.m. (E.T.)

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Hearing Date: July 9, 2015 at 11:00 a.m. (E.T.)

NOTICE OF MOTION

PLEASE TAKE NOTICE that on May 12, 2015, FTI Consulting, Inc., in its capacity as the liquidating trustee (the “**Liquidating Trustee**”) of the liquidating trusts (the “**Liquidating Trusts**”) established under the *Debtors’ Joint Plan Under Chapter 11 of the Bankruptcy Code*, by and through its counsel, Latham & Watkins LLP and Drinker Biddle & Reath LLP, filed the *Motion of the Liquidating Trustee For Order Approving the Disposal Of Certain Books and Records* (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 counsel for the Liquidating Trustee at or before **4:00 p.m. (Eastern Time) on May 29, 2015.**

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 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 No. 5, Wilmington, Delaware 19801 on **July 9, 2015 at 11:00 a.m. (Eastern Time)**.

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

Dated: May 12, 2015

DRINKER BIDDLE & REATH LLP

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Counsel for FTI Consulting, Inc., as
Liquidating Trustee

EXHIBIT A

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

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

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**ORDER APPROVING THE DISPOSAL OF CERTAIN
BOOKS AND RECORDS**

Upon the motion (the “Motion”)² of FTI Consulting, Inc., in its capacity as the Liquidating Trustee of the Liquidating Trusts established under the *Debtors’ Joint Plan Under Chapter 11 of the Bankruptcy Code*, by and through its counsel, Latham & Watkins LLP and Drinker Biddle & Reath LLP, for entry of an order pursuant to sections 105(a), 363(b) and 554(a) of the Bankruptcy Code and Rules 6007(a) and 3020(d) of the Bankruptcy Rules authorizing the Liquidating Trustee to dispose of certain books, records and files as more fully described in the Motion; and the Bankruptcy Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 1157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before the Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the

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 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 but not otherwise defined herein shall have the meaning ascribed to them in the Motion, the Plan, and the Confirmation Order, respectively.

Motion having been provided, and no other or further notice being required; and the Bankruptcy Court having considered all responses to the Motion, if any, and all such responses having been either overruled or withdrawn; and the Bankruptcy Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and the Bankruptcy Court having determined that the relief requested by the Motion is in the best interests of the estate, its creditors and other parties in interest; and after due deliberation and for good cause appearing for the Motion, it is hereby

ORDERED that the Motion is granted in its entirety; and it is further

ORDERED that the Liquidating Trustee is authorized, but not directed, to dispose of the Plan Reserved Materials in its sole discretion and without further Bankruptcy Court approval; and it is further

ORDERED that the Liquidating Trustee is authorized, but not directed, to dispose of the Litigation Books and Records in its sole discretion and without further Bankruptcy Court approval; and it is further

ORDERED that the Liquidating Trustee is authorized, but not directed, to dispose of the Selected Hard Copy Documents in its sole discretion and without further Bankruptcy Court approval; and it is further

ORDERED that the Liquidating Trustee is authorized, but not directed, to dispose of the Produced Records and the Selected Unprocessed Data in its sole discretion and without further Bankruptcy Court approval; and it is further

ORDERED that, for the avoidance of doubt, upon the entry of this Order, the Liquidating Trustee is authorized, but not directed, to dispose of all of the Debtors' documents,

communications, books, and records, in any format, including physical, electronic, or otherwise, and including, without limitation, those materials related to the Debtors' mortgage origination, servicing, securitization and other mortgage-related businesses (the "**Books and Records**") in its sole discretion and without further Bankruptcy Court approval, approval of other court, or approval of any other third party; and it is further

ORDERED that the Liquidating Trustee is authorized, but not directed, to make payments necessary to dispose of the Books and Records, including, without limitation, the Plan Reserved Materials, Litigation Books and Records, Selected Hard Copy Documents, Produced Records, and the Selected Unprocessed Data, when necessary and take all reasonable and necessary actions to effectuate the disposal of the Books and Records, including, without limitation, the Plan Reserved Materials, Litigation Books and Records, Selected Hard Copy Documents, Produced Records, and the Selected Unprocessed Data; and it is further

ORDERED that the Liquidating Trustee is authorized, but not directed, to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion; and it is further

ORDERED that the Bankruptcy Court shall retain jurisdiction to hear and determine all matters arising from the interpretation and/or implementation of this Order.

Dated: _____, 2015

The Honorable Kevin J. Carey
United States Bankruptcy Judge