

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

	-X	
<i>In re</i>	:	Chapter 11
	:	
	:	Case No. 09-13931 (KJC)
ADVANTA CORP., <i>et al.</i> ,	:	
	:	(Jointly Administered)
Debtors. ¹	:	
	:	(Proposed) Hearing Date: May 10, 2010 at 1:30 p.m.
	-X	(Proposed) Obj. Deadline: May 10, 2010 at 9:00 a.m.

**DEBTORS' MOTION PURSUANT TO 11 U.S.C. §§ 105(a) AND 107(c)
FOR ORDER AUTHORIZING FILING UNDER SEAL OF SCHEDULES TO
SUPPLEMENTAL DECLARATION OF WILLIAM A. ROSOFF IN
SUPPORT OF THE DEBTORS' REPLY TO ACTING UNITED STATES
TRUSTEE'S OBJECTION TO MOTION FOR AUTHORITY TO IMPLEMENT
POSTPETITION SEVERANCE PLAN AND OTHER RELATED RELIEF**

Advanta Corp. and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the “*Debtors*”), hereby move (the “*Seal Motion*”) for entry of an order pursuant to sections 105(a) and 107(c) of chapter 11 of title 11 of the Bankruptcy Code authorizing the filing under seal of Schedules “A”, “B,” “C,” and “D” (collectively, the “*Sealed Schedules*”) to the Supplemental Declaration of William A. Rosoff (the “*Supplemental Declaration*”) in Support of the Debtors’ Reply to Acting United States

¹ The Debtors in these jointly administered chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are Advanta Corp. (2070), Advanta Investment Corp. (5627), Advanta Business Services Holding Corp. (4047), Advanta Business Services Corp. (3786), Advanta Shared Services Corp. (7074), Advanta Service Corp. (5625), Advanta Advertising Inc. (0186), Advantennis Corp. (2355), Advanta Mortgage Holding Company (5221), Advanta Auto Finance Corporation (6077), Advanta Mortgage Corp. USA (2654), Advanta Finance Corp. (8991), Advanta Ventures Inc. (5127), 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). Information regarding the Debtors’ businesses and the background relating to events leading up to these chapter 11 cases can be found in (i) the Declaration of William A. Rosoff in Support of the Debtors’ Chapter 11 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*”).

Trustee's Objection to Motion for Authority to Implement Postpetition Severance Plan and Other Related Relief (the "*Reply*"), and directing that the Sealed Schedules shall remain under seal and shall not be made publicly available. In support of the Seal Motion, the Debtors respectfully represent as follows:

Background

1. On March 19, 2010, the Debtors filed their Motion for Authority to Implement Postpetition Severance Plan and Other Related Relief [Docket No. 346] (the "*Severance Motion*").

2. On March 25, 2010, the Debtors filed the Declaration of William A. Rosoff in Support of the Debtors' Motion for Authority to Implement Postpetition Severance Plan and Other Related Relief [Docket No. 357].

3. On April 5, 2010, the Acting United States Trustee (the "*U.S. Trustee*") filed the Acting United States Trustee's Objection to the Debtors' Motion for Authority to Implement Postpetition Severance Plan and Other Related Relief [Docket No. 383].

4. Contemporaneously with the filing of this Seal Motion, the Debtors filed their Reply and the Supplemental Declaration.

Jurisdiction

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

Relief Requested

6. By this Seal Motion, the Debtors request that the Court enter an order authorizing and directing that the unredacted Sealed Schedules be filed under seal and not made

available to any party other than the Court, the U.S. Trustee and counsel to the statutory committee of unsecured creditors (the “*Creditors’ Committee*”).

Basis for Relief

7. Section 107(c) of the Bankruptcy Code provides this Court with the power to issue orders to protect entities from potential harm that may result from the disclosure of confidential information and states, in pertinent part:

(1) The bankruptcy court, for cause, may protect an individual with respect to the following types of information to the extent the court finds that disclosure of such information would create undue risk of identity theft or other unlawful injury to the individual or the individual’s property:

(A) Any means of identification (as defined in section 1028 (d) of title 18) contained in a paper filed, or to be filed, in a case under this title.

(B) Other information contained in a paper described in subparagraph (A).

8. In addition, under section 105(a) of the Bankruptcy Code, the Court may “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions” of the Bankruptcy Code.

9. The Debtors submit that cause exists for the Court to grant the relief requested herein. The Sealed Schedules contain highly confidential and personal financial information regarding the Debtors’ employees identified therein. The disclosure of such information would create undue risk of harm to the employees or their property. Moreover, the Sealed Schedules contain, *inter alia*, the amounts of severance that are proposed to be, or have been, provided to certain of the Debtors’ employees. Disclosure of such amounts may have a demoralizing impact on the Debtors’ employees who may be receiving a lower severance amount than other employees. Further, disclosing the confidential information contained in the

Sealed Schedules poses a risk of substantially harming the Debtors because other employers may use such information to recruit the Debtors' remaining employees at a vulnerable time. The interests of these individuals and the Debtors in avoiding such risk and in protecting their personal and private information substantially outweigh any general public interest in having the information in the public domain.

10. Moreover, the Debtors propose providing an unredacted copy of the Sealed Schedules on a confidential basis to the Court, the U.S. Trustee and the Creditors' Committee. With respect to any other party in interest who demonstrates a legitimate need to obtain some or all of the personal and confidential information contained in the Sealed Schedules the Debtors will meet and confer with such party or parties in an effort to reach an agreement to provide the information subject to a confidentiality agreement.

Notice

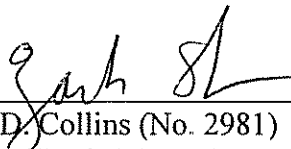
11. No trustee or examiner has been appointed in these chapter 11 cases. Notice of this Motion will be provided by overnight or express mail to (i) the U.S. Trustee; (ii) counsel to the Creditors' Committee; (iii) Bank of New York Mellon, as trustee under the Investment Note Indenture and Law Debenture Trust Company of New York, as trustee under the 8.99% Indenture (both as defined in the Rosoff Declaration); (iv) all Eligible Employees and Former Employees (each as defined in the Severance Motion); and (v) those parties who have requested notice pursuant to Bankruptcy Rule 2002 (collectively, the "*Notice Parties*"). The Debtors respectfully submit that no further notice of this Motion is required.

No Prior Request

12. No previous request for the relief sought herein has been made to this or any other Court.

WHEREFORE, the Debtors respectfully request entry of an Order, substantially in the form attached hereto as Exhibit A, granting the relief requested herein and such other and further relief as the Court deems appropriate.

Dated: May 5, 2010
Wilmington, Delaware



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Paul N. Heath (No. 3704)
Chun I. Jang (No. 4790)
Zachary I. Shapiro (No. 5103)
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ATTORNEYS FOR
DEBTORS AND DEBTORS IN
POSSESSION

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

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: Chapter 11
In re :
: Case No. 09-13931 (KJC)
ADVANTA CORP., *et al.*, :
: (Jointly Administered)
Debtors.¹ :
: (Proposed) Hearing Date: May 10, 2010 at 1:30 p.m.
-----X (Proposed) Obj. Deadline: May 10, 2010 at 9:00 a.m.

NOTICE OF MOTIONS AND HEARING THERON

PLEASE TAKE NOTICE that on May 5, 2010, Advanta Corp. and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the “*Debtors*”) filed the **Debtors’ Motion Pursuant to 11 U.S.C. §§ 105(a) and 107(c) for Order Authorizing Filing Under Seal of Schedules to Supplemental Declaration of William A. Rosoff in Support of the Debtors’ Reply to Acting United States Trustee’s Objection to Motion for Authority to Implement Postpetition Severance Plan and Other Related Relief** (the “*Motion*”) with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801 (the “*Bankruptcy Court*”).

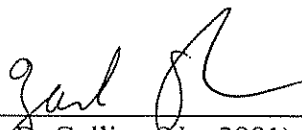
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PLEASE TAKE FURTHER NOTICE that, contemporaneously with the filing of the Motion, the Debtors filed a **Motion to Shorten Notice and Objection Periods for Debtors' Motion to File Under Seal Schedules to Supplemental Declaration of William A. Rosoff in Support of Debtors' Reply to Acting United States Trustee's Objection to Postpetition Severance Motion** (the "**Motion to Shorten**"). The hearing date and objection deadline set forth herein are consistent with the dates proposed in the Motion to Shorten. In the event that the Bankruptcy Court does not approve the dates proposed in the Motion to Shorten, the Debtors will file and serve a separate notice notifying all parties in interest of the revised hearing date and objection deadline.

PLEASE TAKE FURTHER NOTICE that pursuant to the Motion to Shorten, the Debtors propose that any responses or objections to the Motion be made by **May 10, 2010 at 9:00 a.m. (Eastern Daylight Time)**.

PLEASE TAKE FURTHER NOTICE that pursuant to the Motion to Shorten, the Debtors propose that a hearing with respect to the Motion be held at the omnibus hearing already scheduled for **May 10, 2010 at 1:30 p.m. (Eastern Daylight Time)** before The Honorable Kevin J. Carey at the Bankruptcy Court, 824 Market Street, 5th Floor, Courtroom 5, Wilmington, Delaware 19801.

Dated: May 5, 2010
Wilmington, Delaware



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ATTORNEYS FOR
DEBTORS AND DEBTORS IN
POSSESSION

Exhibit A

Proposed Order

**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> ,	:		Case No. 09-13931 (KJC)
	:		
Debtors. ¹	:		(Jointly Administered)
	:		
	-----X		Re: Docket No. ____

**ORDER PURSUANT TO 11 U.S.C. §§ 105(a) AND 107(c)
GRANTING MOTION FOR ORDER AUTHORIZING FILING
UNDER SEAL OF SCHEDULES TO SUPPLEMENTAL DECLARATION OF
WILLIAM A. ROSOFF IN SUPPORT OF THE DEBTORS' REPLY TO ACTING
UNITED STATES TRUSTEE'S OBJECTION TO MOTION FOR AUTHORITY TO
IMPLEMENT POSTPETITION SEVERANCE PLAN AND OTHER RELATED RELIEF**

Upon the motion dated May 5, 2010 (the "*Seal Motion*")² of Advanta Corp. and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the "*Debtors*"), for entry of an order pursuant to sections 105(a) and 107(c) of the Bankruptcy Code, authorizing the filing under seal of the Sealed Schedules to the Supplemental Declaration, and directing that the Sealed Schedules shall remain under seal and shall not be made available to anyone other than the Court, the U.S. Trustee, and the Creditors' Committee, as more fully set forth in the Seal Motion; and the Court having jurisdiction to consider the Seal Motion and the relief sought therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Seal Motion and the requested relief being a core proceeding in this

¹ The Debtors in these cases 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).

² All capitalized terms used but not defined herein shall have the meanings ascribed to them in the Seal Motion.

Court pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Seal Motion having been provided to the Notice Parties; and no other or further notice being required; and the relief requested in the Seal Motion being in the best interests of the Debtors and their estates; and the Court having reviewed the Seal Motion; and the Court having determined that the disclosure of the information proposed to be filed under seal would create undue risk of harm to individuals or their property and that the legal and factual bases set forth in the Seal Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Debtors are authorized to file the unredacted Sealed Schedules to the Supplemental Declaration under seal; and it is further

ORDERED that the Clerk of the Court shall segregate the Sealed Schedules and maintain under seal pursuant to the procedures set forth in Rule 9018-1(b) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware until further order of this Court; and it is further

ORDERED that the foregoing notwithstanding, access to the Sealed Schedules shall be provided only to the Court, the U.S. Trustee, and counsel to the Creditors' Committee, each of which shall maintain the confidentiality of the Sealed Schedules and their contents; and it is further

ORDERED that the Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Seal Motion, including, without limitation, requiring any party requesting additional information about the Sealed Schedules to

submit to confidentiality agreements with the Debtors, who, in their sole discretion, shall determine whether to provide such additional information; and it is further

ORDERED that this Court hereby retains jurisdiction to interpret and enforce this Order.

Dated: May _____, 2010
Wilmington, Delaware

THE HONORABLE KEVIN J. CAREY
CHIEF UNITED STATES BANKRUPTCY JUDGE