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ATTORNEYS FOR DEFENDANT


Dated: August 13, 2010
Wilmington, Delaware

Advanta Corp. ("Advanta"), the defendant and debtor herein, hereby moves this Court for an order, pursuant to Federal Rule of Civil Procedure 37(a), as incorporated by Federal Rule of Bankruptcy Procedure 7037, seeking to preclude plaintiff Advanta Bank Corp. ("ABC" or the "Bank") and the Federal Deposit Insurance Corporation (the "FDIC") from introducing evidence on any subject matters (including whether Advanta's tax election complied with the GAAP and the TSA) on which the FDIC, the receiver of ABC, withheld documents or deposition testimony under the bank examination or deliberative process privileges, or in the alternative, compel the FDIC to produce all documents from December 15, 2009 forward relating to the TSA and the TSA Claim which were withheld on a claim of bank examination or deliberative process privileges and make a representative available before the evidentiary hearing is concluded for a deposition who is knowledgeable about the withheld documents. The grounds for this Motion are set forth in *Advanta Corp.'s Memorandum of Law in Support of Motion to Preclude, Or in the Alternative, Compel Discovery from the FDIC* filed under seal contemporaneously herewith.

WHEREFORE Advanta respectfully requests that the Court (i) grant this Motion, (ii) enter an order, substantially in the form of the proposed order attached hereto as Exhibit A, precluding FDIC/ABC from introducing evidence on any subject matters (including whether Advanta's tax election complied with the GAAP and the TSA) on which the FDIC, the receiver of plaintiff ABC, withheld documents or deposition testimony under the bank examination or deliberative process privileges, or in the alternative, compel the FDIC to produce all documents from December 15, 2009 forward relating to the TSA and the TSA Claim which were withheld on a claim of bank

examination or deliberative process privileges and make a representative available before the evidentiary hearing is concluded for a deposition who is knowledgeable about the withheld documents.

Dated: August 13, 2010
Wilmington, Delaware



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- and -

Marcia L. Goldstein (*pro hac vice*)
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EXHIBIT A

matters (including whether Advanta's tax election complied with the GAAP and the TSA) on which the FDIC, the receiver of ABC, withheld documents or deposition testimony under the bank examination or deliberative process privileges, or in the alternative, compel the FDIC to produce all documents from December 15, 2009 forward relating to the TSA and the TSA Claim which were withheld on a claim of bank examination or deliberative process privileges and make a representative available before the evidentiary hearing is concluded for a deposition who is knowledgeable about the withheld documents; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 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 this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to the parties listed therein; and it appearing that no other or further notice need be provided; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court, after due deliberation and sufficient cause appearing therefore:

IT IS HEREBY ORDERED THAT:

1. The Motion to Preclude, or in the Alternative, Compel Discovery From the FDIC is GRANTED.
2. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this Order.

Dated: August 13, 2010
Wilmington, Delaware

THE HONORABLE KEVIN J. CAREY
CHIEF UNITED STATES BANKRUPTCY JUDGE