

**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 Nos. 830 and 862

**ORDER GRANTING MOTION FOR AUTHORIZATION TO
FILE UNDER SEAL THE PARTICIPATION AGREEMENT**

Upon the motion dated September 29, 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, Bankruptcy Rule 9018, and Local Rule 9018-1, authorizing the filing under seal of the Participation Agreement, and directing that the Participation Agreement 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 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

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), 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 All capitalized terms used but not defined herein shall have the meanings ascribed to them in 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 Motion is GRANTED; and it is further

ORDERED that the Debtors are authorized to file the unredacted Participation Agreement under seal; and it is further

ORDERED that the Clerk of the Court shall segregate and maintain the Participation Agreement under seal pursuant to the procedures set forth in Local Rule 9018-1(b) until further order of this Court; and it is further

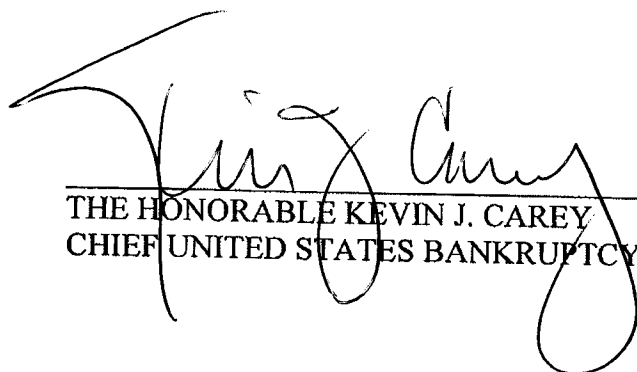
ORDERED that the foregoing notwithstanding, access to the Participation Agreement shall be provided only to the Court, the U.S. Trustee, and counsel to the Creditors' Committee, each of which shall maintain the confidentiality of the Participation Agreement and its contents; and it is further

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 Participation Agreement 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: October 18, 2010
Wilmington, Delaware



THE HONORABLE KEVIN J. CAREY
CHIEF UNITED STATES BANKRUPTCY JUDGE