

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

In re:)	Chapter 11
)	
ADVANTA CORP, <i>et al.</i> , ²)	Case No. 09-13931 (KJC)
)	
Debtors.)	(Jointly Administered)
)	

Objection Deadline: February 26, 2010 at 4:00 p.m.
Hearing Date: March 3, 2010 at 11:00 a.m.

**MOTION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE ENTRY OF ORDER PERMITTING SECURITIES TRADING
UPON ESTABLISHMENT OF A SCREENING WALL**

The Official Committee of Unsecured Creditors (the “Committee”) of the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”), by and through its undersigned counsel, hereby submits this motion (this “Motion”) for the entry of an order permitting members of the Committee, including those named below and any future members, if any, (the “Committee Members”), as well as certain affiliates of Committee Members, to trade in the Securities (as defined below) upon the establishment and implementation of “Screening Walls” and in accordance with the terms and conditions of any such order. In support of this Motion, the Committee respectfully represents as follows:

BACKGROUND

1. On November 8, 2009 (the “Petition Date”), each of the above captioned debtors filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code. The Debtors are

² The Debtors in these cases, along with the last four digits of each Debtors’ 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), Great Expectations International Inc. (0440), Great Expectations Franchise Corp. (3326), and Great Expectations Management Corp. (3328), Advanta Ventures Inc. (5127), BizEquity Corp. (8960), Ideablob Corp. (0726), and Advanta Credit Card Receivables Corp. (7955).

operating their businesses and managing their properties as debtors-in-possession pursuant to Sections 1107 and 1108 of the Bankruptcy Code. The Debtors' chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Bankruptcy Rule 1015(b). No trustee or examiner has been appointed in these Chapter 11 cases.

2. On November 19, 2009, the Office of the United States Trustee for the District of Delaware (the "U.S. Trustee") appointed the Committee, pursuant to Bankruptcy Code Section 1102(a)(1). The Committee consists of the following members: (i) The Bank of New York Mellon ("Bank of New York"); (ii) Stonehill Capital Management LLC ("Stonehill"); (iii) DVL Incorporated ("DVL"); (iv) Brandywine Operating Partnership ("Brandywine"); and (v) Law Debenture Trust Company of New York ("Law Debenture"). The Committee selected Stonehill as its chair.

3. Pursuant to section 1102 of the Bankruptcy Code, the Committee retained Latham & Watkins LLP and Drinker Biddle & Reath LLP as its co-counsel *nunc pro tunc* to November 19, 2009.

4. The Committee's intention has been to craft a motion and proposed order that will provide the Committee Members with necessary comfort, but that will also provide the U.S. Trustee and this Court with a motion and proposed order that are substantially similar to orders entered by this Court in other cases, and by other Judges in this District. To that end, on February 10, 2010, the Committee provided a copy of the Motion and proposed Order to the U.S. Trustee. On February 12, 2010, the U.S. Trustee provided informal comments, but otherwise agreed to the form and substance of the Order. The comments provided by the U.S. Trustee were integrated into the Motion and proposed Order.

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)(2) and may be determined by this court. The statutory predicate for the relief sought by this Motion is 11 U.S.C. § 105(a). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

RELIEF REQUESTED

6. By this Motion, the Committee requests the entry of an order in the form annexed hereto as Exhibit A (the “Order”) determining that the Committee Members, as well as certain affiliates of any Committee Member (together with the Committee Members, each an “Screening Wall Entity”), acting in any capacity will neither violate their duties as Committee Members or otherwise nor subject their claims to possible disallowance, subordination or other adverse treatment by trading (i) stock, notes, bonds, debentures, participations in, or derivatives based upon or relating to, any of the Debtors’ or their non-debtor affiliates’ debt obligations or equity interests or (ii) any other claims against or interests in any one or more members of the Debtors or their non-debtor affiliates that constitute “securities” within the meaning of applicable state or federal securities laws or both ((i) and (ii) collectively, “Securities”), whether or not covered by Bankruptcy Rule 3001(e), as long as a Screening Wall Entity that engages in any such transaction establishes and effectively implements a Screening Wall and procedures to prevent the misuse of any material nonpublic information that may be obtained as a result of a Committee Member’s performance of Committee-related activities.

7. The term “Screening Wall” refers to a procedure established by an institution to isolate its trading activities from its activities as a member of an official committee of unsecured creditors in a chapter 11 case. The Committee proposes that the Screening Wall procedures to be

employed by a Screening Wall Entity, if it wishes to trade in Securities, shall include the following information blocking procedures:

- A. Each Screening Wall Entity shall cause personnel designated to receive nonpublic Committee information (“Committee Personnel”) to execute a letter, substantially in the form annexed as Exhibit B hereto, acknowledging that they may receive nonpublic Committee information (“Information”) and that they are aware of, and agree to comply with the Order and the Screening Wall procedures which are in effect with respect to the Securities. Each Screening Wall Entity shall provide a copy of any such letter executed by its Committee Personnel to Committee counsel and the U.S. Trustee;
- B. Committee Personnel shall inhabit separate personal offices from those inhabited by other employees of such Screening Wall Entity and Committee Personnel will not discuss, send or receive Information with any other employees of such Screening Wall Entity other than in compliance with the Screening Wall procedures, provided that Information may be shared with:
 - 1. senior management, including in-house legal personnel, of a Screening Wall Entity who, due to their duties and responsibilities, have a legitimate need to know such Information, provided that such individuals (i) otherwise comply with the Order and (ii) use such Information only in connection with their senior managerial responsibilities; and
 - 2. regulators, auditors, consultants, advisors and legal and compliance personnel, and to the extent that such information may be accessible by internal computer systems, Screening Wall Entity administrative personnel who service and maintain such systems, each of whom will agree not to share Information with other employees and will keep such Information in files inaccessible to other employees, representatives and agents who are not involved with trading or investment advisory activities with respect to Screening Wall Entity, Screening Wall Member’s clients, or Screening Wall Entity’s interests;
- C. Except as otherwise provided for in this Order, each Screening Wall Entity shall take those steps necessary to restrict access to hard copy files containing Information to non-Committee Personnel;
- D. Except as otherwise provided for in this Order, each Screening Wall Entity shall take those steps necessary to restrict the exchange of Information

through electronic means between Committee Personnel and all non-Committee Personnel;

- E. Committee Personnel will not receive any specific or detailed information regarding each Screening Wall Entity's trades in the Securities in advance of the execution of such trades; provided, however, that this restriction shall not apply to Committee Personnel who are legal personnel, to the extent they are consulted about these Chapter 11 cases, including but not limited to, the terms of this Order or the each Screening Wall Entity's general ability to trade in the Securities. Committee Personnel may receive: (i) reports and communications showing each Screening Wall Entity's purchases, sales and ownership of Securities, but no more frequently than as is customary or otherwise appropriate; and (ii) the usual and customary internal reports showing each Screening Wall Entity's purchases and sales on behalf of each Screening Wall Entity or its clients to the extent that such personnel would otherwise receive such reports and communications in the ordinary course, and such reports are not specifically prepared with respect to the Debtors; and
- F. Each Screening Wall Entity's compliance personnel shall periodically review such Screening Wall Entity's trades to determine if there is any reason to believe that such trades were not made in compliance with the information blocking procedures; provided, however, that the Order is not intended to preclude the Court from taking any action it may deem appropriate in the event that an actual breach of fiduciary duty has occurred because the procedures employed have not been effective or for reasons unrelated to the fact of such Screening Wall Entity's ability to trade based upon the establishment of the procedures set forth in this Order, and the Order shall not preclude the U.S. Trustee from taking any appropriate action for an actual breach of fiduciary duty by such Committee Member.
- G. A Screening Wall Entity that trades in the Securities shall immediately disclose to the Committee's counsel and the U.S. Trustee any material breaches of the procedures described herein.
- H. Unless a Screening Wall Entity resigns from the Committee or otherwise is no longer a party to this Order, a Screening Wall Entity that trades in the Securities will (i) file an initial certification of the amount and types of its claims against/interests in the Debtors and (ii) update this information through quarterly reports submitted to the U.S. Trustee.
- I. A Screening Wall Entity that trades in the Securities shall, unless it resigns from the Committee or otherwise is no longer a party to this Order, disclose to Committee counsel and the U.S. Trustee every six (6) months a declaration verifying continued compliance with the procedures defined herein.

SCREENING WALL PROVISIONS

8. Certain of the Committee Members are directly themselves or are affiliated with investment advisors or managers that provide investment-advisory services to institutional, pension, mutual fund and high net-worth clients and affiliated funds and accounts. These Committee Members may also buy and sell the Securities for their own portfolios. Although Committee Members owe fiduciary duties to the creditors of these estates, they also have fiduciary duties to maximize returns to their respective clients through trading the Securities. Thus, if a Committee Member is barred from trading the Securities during the pendency of these Bankruptcy Cases because of its duties to other creditors, it may risk the loss of a beneficial investment opportunity for itself and/or its clients and, moreover, may breach the aforesaid fiduciary duty to such clients. Alternatively, if a Committee Member resigns from the Committee, its interests may be compromised by virtue of taking a less active role in the reorganization process.

9. Many institutions have faced the same dilemma with respect to committee memberships in other chapter 11 cases in recent years. To resolve this issue, bankruptcy courts, with increasing regularity, have allowed committee members (and their affiliates) of official committees to trade in the securities of a debtor and its non-debtor affiliates while still serving as committee members. Such authorization, however, is usually conditioned on the establishment of a screening or ethical wall. Courts in this jurisdiction have issued orders in chapter 11 bankruptcy cases authorizing members of statutory committees to trade securities upon establishment of a screening or ethical Wall. See, e.g., *In re Cooper-Standard Holdings, Inc., et al.*, No. 09-12743 (PJW) (Bankr. D. Del.) (Order dated September 25, 2009); *In re Semcrude, L.P., et al.*, No. 08-11525 (BLS) (Bankr. D. Del.) (Order dated August 29, 2008) (Official

Committee of Unsecured Creditors); *In re Fedders North America, Inc., et al.*, No. 07-11176 (BLS) (Bankr. D. Del.) (Order dated September 20, 2007) (Official Committee of Unsecured Creditors); *In re Global Power Equipment Group, Inc., et al.*, No. 06-11045 (BLS) (Bankr. D. Del.) (Order dated December 4, 2006) (Official Committee of Equity Security Holders); *In re Foamex International, Inc., et al.*, No. 05-12685 (PJW) (Bankr. D. Del. Dec. 1, 2005); *In re Nationsrent, Inc., et al.*, No. 01-11628 (PJW) (Bankr. Del. Apr. 2, 2002); *In re The Finova Group, Inc.*, No. 01-0697 (PJW) (Bankr. D. Del. Apr. 12, 2001); *In re GST Telecom, Inc.*, No. 00-1982 (GMS) (Bankr. D. Del. Oct. 19, 2000); *In re Sun Healthcare Group, Inc.*, No. 99-3657 (MFW) (Bankr. D. Del. Dec. 11, 1999); *In re ICO Global Communications Services Inc.*, No. 99-2933 (MFW) (Bankr. D. Del. Sept. 21, 1999); *In re Acme Metals Inc.*, No. 98-2179 (MFW) (Bankr. D. Del. Dec. 21, 1998); *In re Mid American Waste Systems, Inc.*, No. 97-104 (PJW) (Bankr. D. Del. Feb. 21, 1997); *In re Ace-Texas, Inc.*, No. 96-166 (PJW) (Bankr. D. Del. July 17, 1996); *In re Harvard Industries, Inc.*, Nos. 91-104, 91-479 through 91-487 (Bankr. D. Del. July 15, 1991).

10. Each of these orders, and trading orders more generally, provide that a committee member does not violate its fiduciary duties as a committee member by trading in a debtor's securities (or, by extension, a non-debtor affiliate's securities) so long as it acts in accordance with certain information blocking procedures approved by the Bankruptcy Court. The orders further provide that the Bankruptcy Court may take appropriate action if there is any actual breach of fiduciary duty because of a breach of the information blocking procedures.

11. In the seminal decision on this issue, *In re Federated Dep't Stores, Inc.*, No. 1-90-00130, 1991 Bankr. LEXIS 288 (Bankr. S.D. Ohio Mar. 7, 1991), the Bankruptcy Court agreed

with the position of the Securities and Exchange and stated that the movant, Fidelity Management & Research Company,

will not be violating its fiduciary duties as a committee member and accordingly, will not be subjecting its claims to possible disallowance, subordination, or other adverse treatment, by trading in securities of the Debtors . . . during the pendency of these [c]ases, provided that Fidelity employs an appropriate information blocking device or "[Screening] Wall" which is reasonably designed to prevent Fidelity trading personnel from receiving any nonpublic committee information through Fidelity committee personnel and to prevent Fidelity committee personnel from receiving information regarding Fidelity's trading in securities of the Debtors . . . in advance of such trades.

In re Federated Dep't Stores, Inc., 1991 Bankr. LEXIS 288 at *2.

12. The *Federated* Court approved Fidelity's ethical wall procedures, which, as here, included: (i) a written acknowledgement by personnel performing committee work that they could receive non-public information and were aware of the Screening Wall procedures in effect; (ii) a prohibition on the sharing of non-public committee information with certain other employees; (iii) separate file space for committee work which is inaccessible to certain other employees; (iv) restrictions on committee personnel's access to trading information; and (v) a compliance review process. Similarly, the order in *Federated* only covered those committee members actually engaged in the trading of securities as a regular part of their business. The Screening Wall procedures outlined here parallel those protections established in the *Federated* case and followed in subsequent cases.

NOTICE

13. Notice of this Motion will be given to (i) the U.S. Trustee, (ii) counsel to the Debtors, and (iv) the Securities and Exchange Commission. Notice of this Motion will be

provided to all parties entitled to notice under Del. Bankr. LR 2002-1(b) by electronic mail and/or overnight courier.

NO PRIOR REQUEST

14. No previous motion for the relief requested herein has been made to this Court or any other court.

WHEREFORE, the Committee respectfully requests (i) the entry of an order, substantially in the form annexed hereto as Exhibit A, granting the Screening Wall Entities permission to engage in the trading of the Securities during the pendency of these cases, as long as any Screening Wall Entity that engages in any such transaction establishes and effectively implements Screening Wall policies and procedures to prevent the misuse of any material nonpublic information that may be obtained as a result of a Committee Member's performance of Committee-related activities, and (ii) any further relief as the Court deems just and appropriate.

Dated: February 12, 2010

DRINKER BIDDLE & REATH LLP

/s/ Howard A. Cohen
Howard A. Cohen (DE 4082)
1100 N. Market Street, Suite 1000
Wilmington, DE 19801
Telephone: (302) 467-4200
Facsimile: (302) 467-4201

- and -

LATHAM & WATKINS LLP
Mitchell A. Seider (admitted *pro hac vice*)
Roger G. Schwartz (admitted *pro hac vice*)
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Counsel of the Official Committee of
Unsecured Creditors

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

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

Objection Deadline: February 26, 2010 at 4:00 p.m.
Hearing Date: March 3, 2010 at 11:00 a.m.

NOTICE OF MOTION

PLEASE TAKE NOTICE that on February 12, 2010, co-counsel for the Official Committee of Unsecured Creditors (the “Committee”) in the above-captioned matter has filed the *Motion of the Official Committee of Unsecured Creditors for the Entry of Order Permitting Securities Trading Upon Establishment of a Screening Wall* (the “Motion”).

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 Committee on or before **February 26, 2010 at 4:00 p.m.** (the “Objection Deadline”). Only those objections that are timely filed, served and received will be considered by the Court.

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

¹ The Debtors in these cases, along with the last four digits of each Debtors’ 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), Great Expectations International Inc. (0440), Great Expectations Franchise Corp. (3326), and Great Expectations Management Corp. (3328), Advanta Ventures Inc. (5127), BizEquity Corp. (8960), Ideablob Corp. (0726), and Advanta Credit Card Receivables Corp. (7955).

States Bankruptcy Court for the District of Delaware, 824 Market Street, 5th Floor, Courtroom 5, Wilmington, Delaware 19801 on **March 3, 2010 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 COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

Dated: February 12, 2010

DRINKER BIDDLE & REATH LLP

/s/ Howard A. Cohen
Howard A. Cohen (DE 4082)
1100 N. Market Street, Suite 1000
Wilmington, DE 19801
Telephone: (302) 467-4200
Facsimile: (302) 467-4201

Counsel of the Official Committee of
Unsecured Creditors

EXHIBIT A

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

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

**ORDER PERMITTING SECURITIES TRADING
UPON ESTABLISHMENT OF A SCREENING WALL**

Upon the motion (the “Motion”)², of the Official Committee of Unsecured Creditors (“Committee”) of the above-captioned debtors (collectively, the “Debtors”) for the entry of an order pursuant to section 105(a) of title 11 of the United States Code (the “Bankruptcy Code”), permitting the Screening Wall Entities to trade in the Securities upon the establishment and implementation of a Screening Wall and in accordance with the terms and conditions of this Order; and due and proper notice of the Motion having been give; and no adverse interest being affected; and no objections to the Motions having been filed; and after due deliberation and sufficient cause appearing therefore,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted as provided in this Order.
2. Any Committee Member, acting in any capacity, shall not violate and shall not be deemed to have violated its fiduciary duties as a Committee Member and, accordingly, will not

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² Capitalized terms used but not defined herein shall have the meanings given them in the motion.

subject its claims to possible disallowance, subordination, or other adverse treatment to the extent that such Committee Member and/or its affiliates trades Securities, whether or not covered by Bankruptcy Rule 3001(3), during the pendency of these cases, provided, however, such Committee Member establishes, effectively implements, and strictly adheres to the policies and procedures set forth herein, to prevent the non-Committee Personnel (as defined below) from misusing nonpublic information obtained as a result of Committee Member's performance of Committee-related activities.

3. The Screening Wall procedures to be employed by a Screening Wall Entity, if it wishes to trade in the Securities, shall include the following information blocking procedures:

- A. Each Screening Wall Entity shall cause personnel designated to receive nonpublic Committee information ("Committee Personnel") to execute a letter, substantially in the form annexed as Exhibit B hereto, acknowledging that they may receive nonpublic Committee information ("Information") and that they are aware of, and agree to comply with the Order and the Screening Wall procedures which are in effect with respect to the Securities. Each Screening Wall Entity shall provide a copy of any such letter executed by its Committee Personnel to Committee counsel and the U.S. Trustee;
- B. Committee Personnel shall inhabit separate personal offices from those inhabited by other employees of such Screening Wall Entity and Committee Personnel will not discuss, send or receive Information with any other employees of such Screening Wall Entity other than in compliance with the Screening Wall procedures, provided that Information may be shared with:
 - 1. senior management, including in-house legal personnel, of a Screening Wall Entity who, due to their duties and responsibilities, have a legitimate need to know such Information, provided that such individuals (i) otherwise comply with the Order and (ii) use such Information only in connection with their senior managerial responsibilities; and
 - 2. regulators, auditors, consultants, advisors and legal and compliance personnel, and to the extent that such information may be accessible by internal computer systems, Screening Wall Entity administrative personnel who service and maintain such systems, each of whom will agree not to share Information with other

employees and will keep such Information in files inaccessible to other employees, representatives and agents who are not involved with trading or investment advisory activities with respect to Screening Wall Entity, Screening Wall Member's clients, or Screening Wall Entity's interests;

- C. Except as otherwise provided for in this Order, each Screening Wall Entity shall take those steps necessary to restrict access to hard copy files containing Information to non-Committee Personnel;
- D. Except as otherwise provided for in this Order, each Screening Wall Entity shall take those steps necessary to restrict the exchange of Information through electronic means between Committee Personnel and all non-Committee Personnel;
- E. Committee Personnel will not receive any specific or detailed information regarding each Screening Wall Entity's trades in the Securities in advance of the execution of such trades; provided, however, that this restriction shall not apply to Committee Personnel who are legal personnel, to the extent they are consulted about these Chapter 11 cases, including but not limited to, the terms of this Order or the each Screening Wall Entity's general ability to trade in the Securities. Committee Personnel may receive: (i) reports and communications showing each Screening Wall Entity's purchases, sales and ownership of Securities, but no more frequently than as is customary or otherwise appropriate; and (ii) the usual and customary internal reports showing each Screening Wall Entity's purchases and sales on behalf of each Screening Wall Entity or its clients to the extent that such personnel would otherwise receive such reports and communications in the ordinary course, and such reports are not specifically prepared with respect to the Debtors; and
- F. Each Screening Wall Entity's compliance personnel shall periodically review such Screening Wall Entity's trades to determine if there is any reason to believe that such trades were not made in compliance with the information blocking procedures; provided, however, that the Order is not intended to preclude the Court from taking any action it may deem appropriate in the event that an actual breach of fiduciary duty has occurred because the procedures employed have not been effective or for reasons unrelated to the fact of such Screening Wall Entity's ability to trade based upon the establishment of the procedures set forth in this Order, and the Order shall not preclude the U.S. Trustee from taking any appropriate action for an actual breach of fiduciary duty by such Committee Member.
- G. A Screening Wall Entity that trades in the Securities shall immediately disclose to the Committee's counsel and the U.S. Trustee any material breaches of the procedures described herein.

- H. Unless a Screening Wall Entity resigns from the Committee or otherwise is no longer a party to this Order, a Screening Wall Entity that trades in the Securities will (i) file an initial certification of the amount and types of its claims against/interests in the Debtors and (ii) update this information through quarterly reports submitted to the U.S. Trustee.
- I. A Screening Wall Entity that trades in the Securities shall, unless it resigns from the Committee or otherwise is no longer a party to this Order, disclose to Committee counsel and the U.S. Trustee every six (6) months a declaration verifying continued compliance with the procedures defined herein.

4. This Order shall apply to a Screening Wall Entity only if it is engaged in trading of securities as a regular part of its business.

5. Nothing set forth in the Motion or this Order shall constitute an admission by any party or finding by this Court that debt obligations of the Debtors or non-debtor affiliates is a “security” as such term is defined in the Securities Act of 1933, as amended.

6. A Committee Member’s affiliate or affiliates may be designated as a Screening Wall Entity if an employee or employees of such affiliate or affiliates execute Exhibit B to the Motion and provide a copy of such executed letter to Committee counsel and the United States Trustee.

7. Any entity bound by this Order shall not trade in the Securities except in compliance with this Order.

8. This Court retains jurisdiction to construe and enforce the terms of this Order.

Dated: March ____, 2010
Wilmington, Delaware

THE HONORABLE KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT B

[FIRM LETTERHEAD]
[NAME]
[ADDRESS]

Re: Advanta Corp., et al., Case No. 09-13931 (KJC) Order to Permit Securities
Trading Upon Establishment of a Screening Wall

Dear _____:

I am writing this letter pursuant to, and in accordance with, the Order Permitting Securities Trading Upon Establishment Of A Screening Wall (the "Order") entered by the Bankruptcy Court for the District of Delaware on February __, 2010. I am an [TITLE] of [COMMITTEE MEMBER NAME OR AFFILIATE NAME]. I am a Committee Personnel (as referenced in the Order) of the Official Committee of Unsecured Creditors of Advanta Corp, et al. I hereby acknowledge that (a) I may receive nonpublic information regarding the Debtors and the Debtors' non-debtor affiliates as a consequence of [COMMITTEE MEMBER'S] performance of Committee-related activities, and (b) I am aware of, and agree to comply with, the Order of the Screening Wall procedures which is in effect with respect to the Securities (as referenced in the Order).

Sincerely yours,

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

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

CERTIFICATE OF SERVICE

I, the undersigned, hereby certify that on this 12th day of February, 2010, I caused a true and correct copy of the *Motion of the Official Committee of Unsecured Creditors for the Entry of Order Permitting Securities Trading Upon Establishment of a Screening Wall* to be served on all parties by operation of the Case Management/Electronic Case Filing System for the United States Bankruptcy Court for the District of Delaware.

Dated: February 12, 2010

DRINKER BIDDLE & REATH LLP

/s/ Howard A. Cohen
Howard A. Cohen (DE 4082)
1100 N. Market Street, Suite 1000
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Telephone: (302) 467-4200
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Counsel for the Official
Committee of Unsecured Creditors

¹ The Debtors in these cases, along with the last four digits of each Debtors' 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), Great Expectations International Inc. (0440), Great Expectations Franchise Corp. (3326), and Great Expectations Management Corp. (3328), Advanta Ventures Inc. (5127), BizEquity Corp. (8960), Ideablob Corp. (0726), and Advanta Credit Card Receivables Corp. (7955).