

**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)

Re: Docket Nos. 978 & 981

**Objection Deadline: TBD
Hearing Date: TBD**

**EXPEDITED MOTION OF THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS TO FILE UNDER SEAL ITS OBJECTION TO THE DEBTORS' MOTION
TO EXTEND EXCLUSIVITY AND EXPEDITED MOTION FOR AN ORDER,
PURSUANT TO SECTION 1121(d) OF THE BANKRUPTCY CODE, (A)
TERMINATING THE DEBTORS' EXCLUSIVITY PERIODS, AND (B) AUTHORIZING
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS TO PROPOSE AND
SOLICIT ACCEPTANCES TO A CHAPTER 11 PLAN**

The Official Committee of Unsecured Creditors (the "Committee")² of the above-captioned debtors and debtors in possession (collectively, the "Debtors") submit this expedited motion (the "Motion to Seal") for entry of an order authorizing the Committee to file its (i) Objection to the Debtors' Motion to Extend Exclusivity and Expedited Motion for an Order Pursuant to Section 1121(d) of the Bankruptcy Code (a) Terminating the Debtors' Exclusive Periods to Propose and Solicit Acceptances to a Chapter 11 Plan and (b) Authorizing the Official

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), BE Corp., f/k/a 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). Advanta Ventures Inc., BizEquity Corp., Ideablob Corp. and Advanta Credit Card Receivables Corp. commenced their chapter 11 cases on November 20, 2009. All other Debtors commenced their chapter 11 cases on November 8, 2009.

² Capitalized terms used herein and not otherwise defined shall have the meanings ascribed thereto in the Objection.

Committee of Unsecured Creditors to Propose and Solicit Acceptances to a Chapter 11 Plan (the “Objection”) and (ii) Expedited Motion for an Order Pursuant to Section 1121(d) of the Bankruptcy Code (a) Terminating the Debtors’ Exclusive Periods to Propose and Solicit Acceptances to a Chapter 11 Plan and (b) Authorizing the Official Committee of Unsecured Creditors to Propose and Solicit Acceptances to a Chapter 11 Plan (the “Motion”) under seal pursuant to Federal Bankruptcy Rule 9018. In support of the Motion to Seal, the Committee respectfully submits as follows:

JURISDICTION

1. The Court has jurisdiction over this matter under 28 U.S.C. §§ 157 and 1334(b). Venue is proper before this Court pursuant to 28 U.S.C. § 1409. This is a core matter under 28 U.S.C. § 157(b)(2). The statutory predicates for relief requested herein are 11 U.S.C. § 107(b), and Del. Bankr. Local R. 9018-1(b).

RELIEF REQUESTED

2. By this Motion to Seal, the Committee seeks the entry of an order in substantially the same form as the proposed Order attached hereto as Exhibit A, authorizing it to file the Objection and the Motion under seal.

BASIS FOR RELIEF

3. Section 107(b) the Bankruptcy Code provides bankruptcy courts with the power to issue orders that will protect entities from potential harm:

On request of a party in interest, the bankruptcy court shall, and on the bankruptcy court's own motion, the bankruptcy court may –

(1) protect an entity with respect to a trade secret or confidential research, development, or *commercial information*; . . .

11 U.S.C. § 107(b) (emphasis added).³

4. Bankruptcy Rule 9018 identifies the procedure by which a party may move for relief under § 107(b):

On motion or on its own initiative, with or without notice, the court may make any order which justice requires (1) to protect the estate or any entity in respect of a trade secret or other confidential research, development, or commercial information, . . .

Fed R. Bankr. P. 9018.

5. Where parties have demonstrated good cause, courts have entered orders under § 107(b) of the Bankruptcy Code limiting access to filed documents. *See, e.g., In re Epic Assocs. V*, 54 B.R. 445, 450 (Bankr. E.D. Va. 1985); *In re Nunn*, 49 B.R. 963, 964-65 (Bankr. E.D. Va. 1985). Additionally, courts may deny access to judicial documents when open inspection may be used as a vehicle for improper purpose. *See In re Orion Pictures Corp.*, 21 F.3d 24, 27 (2d Cir. 1994) (citing *Nixon v. Warner Commc'ns, Inc.*, 435 U.S. 589, 597 (1978)).

6. Here, the Committee requests authority to file the Objection and the Motion under seal out of an abundance of caution and at the direct request of the Debtors. Additionally, the Committee has good cause to file the Objection and the Motion under seal because some of the information cited in the Objection and the Motion was provided by the Debtors and may potentially be defined as “non-public” as that term is used in the Bylaws of the Official Committee of Unsecured Creditors in connection with the Chapter 11 Cases of Advanta Corp., *et al.* (the “Bylaws”), which govern the Committee. Subject to certain exceptions likely to be inapplicable to the non-public information contained within the Objection and the Motion, the Bylaws require that information provided by the Debtors (including information provided by

³ The congressional intent of section 107(b) was to require the bankruptcy court on request of a party in interest to seal trade secrets, confidential research, development or commercial information. *See* S. Rep. No. 95-989, at 29 (1978) (section 107(b) “requires the court, on the request of a party in interest, to protect trade secrets, confidential research, development, or commercial information”).

the Debtors' agents or representatives) to the Committee (including the Committee's professionals) is to be deemed and treated as non-public information.

7. The Bylaws recognize that non-public information provided by the Debtors may be used by the Committee in court filings. Specifically, Article IX, Section 6 of the Bylaws permits the Committee to use confidential information "in court proceedings related to the Debtors provided the Committee shall use necessary procedures, or such procedures imposed by the Court, to maintain confidentiality of information provided by the Debtors in connection with such proceedings."

8. Here, in order to present the Court with an Objection and the Motion that is accurate and complete, the Committee's Counsel believes that it is necessary to cite to information that was provided by the Debtors that could potentially be deemed non-public.

9. Accordingly, in order to comply with the terms of the Bylaws, the Committee files this Motion to Seal for the entry of an order authorizing the Objection and the Motion to be filed under seal with the Court. The Objection and the Motion are being filed contemporaneously with this Motion to Seal, and copies have been provided to the Court, the Debtors and the Office of the United States Trustee for Region 3. Concurrently herewith, the Committee has filed a redacted version of the Objection and Motion that removes any potentially non-public information.

CONCLUSION

WHEREFORE, the Committee respectfully requests that the Court grant the Motion to Seal and authorize it to file the Objection and the Motion under seal.

Dated: December 7, 2010
Wilmington, Delaware

Respectfully Submitted,

DRINKER BIDDLE & REATH LLP

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Counsel to the Official Committee of
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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)

Re: Docket No. _____

**ORDER GRANTING EXPEDITED MOTION OF THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS TO FILE UNDER SEAL ITS OBJECTION OF THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS TO THE DEBTORS'
MOTION TO EXTEND EXCLUSIVITY AND EXPEDITED MOTION FOR AN ORDER,
PURSUANT TO SECTION 1121(d) OF THE BANKRUPTCY CODE, (A)
TERMINATING THE DEBTORS' EXCLUSIVITY PERIODS, AND (B) AUTHORIZING
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS TO PROPOSE AND
SOLICIT ACCEPTANCES TO A CHAPTER 11 PLAN**

Upon expedited motion of the Official Committee of Unsecured Creditors of Advanta Corp. (“Advanta”) and its affiliated debtors and debtors in possession (collectively, together with Advanta, the “Debtors”) for entry of an order authorizing the Committee to file its (i) Objection to the Debtors’ Motion to Extend Exclusivity and Expedited Motion for an Order Pursuant to Section 1121(d) of the Bankruptcy Code (a) Terminating the Debtors’ Exclusive Periods to Propose and Solicit Acceptances to a Chapter 11 Plan and (b) Authorizing the Official Committee of Unsecured Creditors to Propose and Solicit Acceptances to a Chapter 11 Plan (the “Objection”) and (ii) Expedited Motion for an Order Pursuant to Section 1121(d) of the

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Bankruptcy Code (a) Terminating the Debtors' Exclusive Periods to Propose and Solicit Acceptances to a Chapter 11 Plan and (b) Authorizing the Official Committee of Unsecured Creditors to Propose and Solicit Acceptances to a Chapter 11 Plan (the "Motion") under seal pursuant to Federal Bankruptcy Rule 9018 (the "Motion to Seal"), as more fully set forth in the Motion to Seal; due and proper notice of the Motion to Seal having been provided; it appearing that no other or further notice need be provided; the Court having determined that there is 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 therefore, it is hereby

ORDERED that the motion is GRANTED.

Dated: December ____, 2010

THE HONORABLE KEVIN J. CAREY
CHIEF UNITED STATES BANKRUPTCY JUDGE