

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

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

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**SECOND SUPPLEMENT TO AFFIDAVIT OF MITCHELL A. SEIDER, ESQ. OF  
LATHAM & WATKINS LLP IN SUPPORT OF THE APPLICATION FOR ORDER  
APPROVING THE EMPLOYMENT AND RETENTION OF LATHAM & WATKINS  
LLP AS COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

STATE OF NEW YORK     )  
  )     ss:  
COUNTY OF NEW YORK )

Mitchell A. Seider, being duly sworn, deposes and says:

1. I am a partner in the firm of Latham & Watkins LLP (“Latham”), which maintains offices at 885 Third Avenue, Suite 1000, New York, New York 10022, and elsewhere.

2. I am familiar with the matters set forth herein and submit this Affidavit (the “Second Supplement”) on behalf of Latham to supplement both my Affidavit of December 18, 2009 (the “Initial Affidavit”) submitted in support of the application for an order authorizing the retention of Latham as counsel, *nunc pro tunc* to November 19, 2009, for the Official Committee of Unsecured Creditors (the “Committee”) and my First Supplement to the Initial Affidavit, dated January 27, 2010 (the “First Supplement”). On February 11, 2011, the Court approved the

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<sup>1</sup> 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).

Debtors' proposed Chapter 11 Plan. All capitalized terms used herein but not defined, shall have the meaning ascribed to them in the Initial Affidavit.

3. In the Initial Affidavit, I attested to the fact that I had submitted to Latham's computer database the names of Chief Judge Kevin J. Carey ("Judge Carey") and the Office of the U.S. Trustee with responsibility for this District, and that to the best of my knowledge, Latham had no connection with Judge Carey and the Office of the U.S. Trustee that would preclude Latham's engagement by the Committee in these cases. This supplement is submitted for the purpose of disclosing a connection between Latham and a former member of Judge Carey's chambers that has been discovered through Latham's ongoing diligence.

4. The daughter of a partner at Latham interned for Judge Carey for five months ending January 31, 2011. During that time, she did not participate in any matter in which the firm represented a client. This information was brought to my attention during the second week of February 2011.

5. As was the case with Latham's disclosures made in connection with its employment and retention as counsel, despite the efforts to identify and disclose connections with parties in interest in these cases, because the Debtors have numerous creditors and other relationships, and because many of the names of parties in interest in these cases are common and cannot be confirmed as being related or unrelated to Latham's clients, Latham is unable to state with certainty that every relevant client representation or other connection of Latham with parties in interest in these cases has been disclosed. In this regard, if Latham discovers additional information that requires disclosure, Latham will further supplement the above-referenced disclosures.

6. Likewise, if Latham discovers additional information establishing a connection between it and a member of this Court that requires disclosure, Latham will further supplement the above-referenced disclosures.

EXECUTED this 16th day of February, 2011 at New York, New York.

/s/ Mitchell A. Seider  
Mitchell A. Seider, Esq.

Sworn to before me this  
16th day of February, 2011

/s/ Brenda L. Alvarez-Ladd  
Brenda L. Alvarez-Ladd  
Notary Public, State of New York  
No. 01AL5068561  
Qualified in Kings County  
Commission Expires January 19, 2015