

**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)                         |
|  | ) | (Jointly Administered)                          |
| Debtors.                                 | ) |   |
|  | ) | Objection Deadline: January 11, 2010, 4:00 p.m. |
|  | ) | Hearing Date: February 4, 2010, 11:00 a.m.      |

**APPLICATION FOR ORDER APPROVING THE EMPLOYMENT AND RETENTION  
OF LATHAM & WATKINS LLP AS COUNSEL FOR THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS *NUNC PRO TUNC* TO NOVEMBER 24, 2009**

The Official Committee of Unsecured Creditors (the “Committee”) of the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”), hereby applies (the “Application”) to the Court for entry of an Order, pursuant to Section 1103(a) of Title 11 of the United States Code (the “Bankruptcy Code”), Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), authorizing and approving the employment and retention of Latham & Watkins LLP (“Latham & Watkins”), as counsel for the Committee, *nunc pro tunc* to November 24, 2009. In support of the Application, the Committee relies upon the Affidavit of Mitchell A. Seider attached hereto as Exhibit A and incorporated herein by reference (the “Seider Affidavit”), sworn to on December 18, 2009. In further support hereof, the Committee respectfully represents as follows:

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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).

## **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 operating their businesses and managing their properties as debtors-in-possession pursuant to Sections 1107 and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these Chapter 11 cases.

2. On November 24, 2009, 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. The Committee thereafter selected Latham & Watkins as its counsel in these Chapter 11 cases.

## **JURISDICTION**

3. The Court has jurisdiction over 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). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

## **RELIEF REQUESTED**

4. Pursuant to Sections 1103(a) and 328(a) of the Bankruptcy Code, the Committee seeks the authority to employ and retain Latham & Watkins as its counsel *nunc pro tunc* to November 24, 2009, subject to entry of an order approving such employment and retention, for the purpose of representing and advising the Committee in all aspects of the Debtors’ Chapter 11 cases.

## **THE RETENTION OF LATHAM & WATKINS**

5. The Committee respectfully submits that it is necessary and appropriate for it to employ and retain Latham & Watkins to provide, among other things, the following services:

- (a) advise the Committee with respect to its rights, duties and powers in these Chapter 11 cases;
- (b) assist and advise the Committee in its discussions and consultations with the Debtors and other parties in interest regarding the administration of these Chapter 11 cases;
- (c) assist the Committee in analyzing the claims of the Debtors' creditors and the Debtors' capital structure and in negotiating with holders of claims and equity interests;
- (d) assist the Committee in its investigation of the acts, conduct, assets, liabilities and financial condition of the Debtors and of the operation of the Debtors' businesses and affairs;
- (e) assist the Committee in its analysis of, and negotiations with, the Debtors or any third party concerning matters related to, among other things, the assumption or rejection of certain leases of non-residential real property and executory contracts, asset dispositions, financing of other transactions and the terms of one or more plans of reorganization for the Debtors and accompanying disclosure statements and related plan documents;
- (f) assist and advise the Committee as to its communications to the general creditor body regarding significant matters in these Chapter 11 cases;
- (g) represent the Committee at all hearings to be held before this Court and other proceedings and communicating with the Committee regarding the matters heard and the issues raised as well as the decisions and considerations of this Court;
- (h) review and analyze all motions, applications, orders, statements of operations and schedules filed with the Court and advise the Committee as to their necessity, propriety and impact upon the interests of unsecured creditors in these cases, and to the extent deemed appropriate by the Committee support, join or object to pleadings or orders on behalf of the Committee;
- (i) assist with and prepare, on behalf of the Committee, any pleadings, including without limitation, applications, motions, memoranda, proposed orders, complaints, adversary complaints, objections or comments in connection with any of the foregoing, as may be required in support of

positions taken by the Committee, including all trial preparation as may be necessary;

- (j) advise and assist the Committee with respect to any regulatory or governmental activities;
- (k) investigate and analyze any claims against the Debtors' non-debtor affiliates;
- (l) confer with the professionals retained by the Debtors and other parties in interest, as well as with such other professionals as may be selected and employed by the Committee; and
- (m) perform such other legal services as may be required or are otherwise deemed to be in the interests of the Committee in accordance with the Committee's powers and duties as set forth in the Bankruptcy Code.

6. The Committee believes that it is necessary to employ counsel to render the professional services to the Committee described above so that the Committee may properly fulfill its duties under the Bankruptcy Code. Further, the Committee believes that Latham & Watkins is well qualified to handle the legal work required in these Chapter 11 cases.

7. The Committee selected Latham & Watkins because of its extensive experience and knowledge of bankruptcy matters. Likewise, the Committee believes that Latham & Watkins is well qualified to represent the Committee in these cases based upon its considerable experience and knowledge in the field of creditors' rights and business reorganizations under chapter 11 of the Bankruptcy Code, as well as in other areas of law related to these Chapter 11 cases, including, but not limited to, corporate, banking, and complex financial matters. The Committee believes that Latham & Watkins is well qualified to represent it in these Chapter 11 cases and respectfully requests that the Court approve such retention.

8. Latham & Watkins does not have an office in Delaware and, according to Rule 9090-1 of the Local Rules requiring an attorney without an office in Delaware be associated with an attorney who is a member of the Bar of the District of Delaware and who maintains an office

in the District of Delaware in order to be admitted *pro hac* vice, the Committee is seeking, by separate application, to retain the law firm of Drinker Biddle & Reath LLP (“Drinker”) to serve as co-counsel in connection with the Debtor’s Chapter 11 cases.

9. In order to avoid duplication of efforts, Latham & Watkins and Drinker have discussed each firm’s respective responsibilities in connection with representation of the Committee. Additionally, to the extent that any conflicts arise that impair Latham & Watkins’s ability to act as counsel to the Committee on a given matter, the Committee intends for Drinker to act as special counsel as to such matters.

#### **LATHAM & WATKINS’S CONNECTIONS IN THESE CASES**

10. The Committee has reviewed the Seider Affidavit, including all of the “connections” (as such term is used in Bankruptcy Rule 2014(a)) to the cases disclosed therein.

11. Notwithstanding any such connections, the Committee believes that Latham & Watkins is a “disinterested person,” as the Committee understands this term is defined, pursuant to sections 101(14) and 101(31), as modified by section 1103(b), of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors’ estates with respect to the matters for which Latham & Watkins is to be employed, as required by Bankruptcy Code Section 328(c). However, Latham & Watkins is a large firm with a national and international practice, and may represent or may have represented certain of the Debtors’ creditors, equity holders, related parties or other parties in interest in matters unrelated to these cases, as set forth in greater detail in the Seider Affidavit.

#### **LATHAM & WATKINS’S COMPENSATION**

12. Subject to this Court’s approval, Latham & Watkins proposes to render its legal services on its customary hourly basis in accordance with its ordinary hourly rates in effect on the date such services are rendered, subject to sections 328(a), 1103(a) and 330 of the

Bankruptcy Code. The current hourly rates charged by Latham & Watkins for professionals and paraprofessionals employed in its offices are set forth on Exhibit C to the Seider Affidavit. These hourly rates are subject to periodic adjustments (typically in January of each year) to reflect economic and other conditions.

13. The Latham & Watkins partners who will be most active in these cases are Mitchell A. Seider and Roger G. Schwartz. Mr. Seider is a member in good standing of both the New York and Texas Bars and is admitted to practice in the United States District Courts for the Southern and Eastern Districts of New York, the Northern, Southern and Western Districts of Texas, the District of Arizona and for the United States Court of Appeals for the Fifth Circuit. Mr. Schwartz is a member in good standing of both the New York and New Jersey Bars and is admitted to practice in the United States District Court for the Southern District of New York and the United States Court of Appeals for the Third Circuit. Both Mr. Seider and Mr. Schwartz have been admitted to practice *pro hac vice* before this Court in these cases. It will be necessary during the course of these cases for other Latham & Watkins attorneys and professionals to provide services to the Committee.

14. Latham & Watkins will maintain detailed records of actual and necessary costs and expenses incurred in connection with the legal services described above. Latham & Watkins will make appropriate applications to this Court for compensation and reimbursement of out-of-pocket expenses in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and any applicable orders or procedures fixed by this Court. Latham & Watkins reserves its right to file an application for an allowance of an enhanced fee award at the end of this proceeding, subject to the discretion of the Committee.

15. Pursuant to Bankruptcy Code Section 328(a), the Committee may retain its counsel pursuant to reasonable terms and conditions. The Committee submits that such rates are reasonable and should be approved by the Court, subject to a determination of the amounts to be paid to Latham & Watkins upon application for allowance.

16. The Committee respectfully requests that Latham & Watkins be allowed compensation for its services and reimbursement for its expenses in accordance with Bankruptcy Code Sections 330 and 331 and Bankruptcy Rule 2016, upon submission of appropriate applications therefore in compliance with all applicable orders, rules and guidelines, subject to the review and approval of this Court.

17. The Committee respectfully requests that all fees and related costs and expenses incurred by the Committee on account of services rendered by Latham & Watkins in these cases be paid as administrative expenses of the Debtors' estates pursuant to sections 328(a), 330(a), 331, 503(b), 507(a)(1) and 1103(a) of the Bankruptcy Code.

18. Since the Committee retained the services of Latham & Watkins on November 24, 2009, and Latham & Watkins immediately began to provide necessary services to the Committee at the Committee's direction, the Committee requests that the Court enter an order authorizing Latham & Watkins' retention effective as of November 24, 2009.

#### **RESERVATION OF RIGHTS**

19. The Committee hereby reserves the right to retain additional professionals as necessary in these cases, subject to Court approval.

#### **NOTICE**

20. Notice of this Application has been given to (i) the Debtors, (ii) the U.S. Trustee and (iii) those parties requesting notice pursuant to Del. Bankr. L.R. 2002-1(b). In light of the nature of the relief requested, the Committee submits that no further notice is required.

**NO PRIOR REQUEST**

21. No prior Application for the relief requested has been made to this or any other Court.

*[Remainder of Page Intentionally Left Blank]*



**CONCLUSION**

**WHEREFORE**, the Committee respectfully requests that the Court enter the Order annexed hereto as Exhibit B approving the Committee's engagement and retention of Latham & Watkins as counsel, *nunc pro tunc* to November 24, 2009, and that the Court grant the Committee such other and further relief as it deems just and proper

Dated: December 21, 2009  
Wilmington, Delaware

**THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS OF ADVANTA CORP, ET AL.**

By: Stonehill Capital Management LLC

By: /s/ Michael Stern  
Name: Michael Stern  
Date: December 21, 2009

**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)                         |
|  | ) | (Jointly Administered)                          |
| Debtors.                                 | ) |   |
|  | ) | Objection Deadline: January 11, 2010, 4:00 p.m. |
|  | ) | Hearing Date: February 4, 2010, 11:00 a.m.      |

**NOTICE OF APPLICATION FOR ORDER APPROVING THE EMPLOYMENT AND  
RETENTION OF LATHAM & WATKINS LLP AS COUNSEL FOR  
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
NUNC PRO TUNC TO NOVEMBER 24, 2009**

TO: (a) counsel to the Debtors; (b) the Office of the United States Trustee for the District of Delaware; and (c) those parties requesting notice pursuant to Bankruptcy Rule 2002.

PLEASE TAKE NOTICE that, on December 21, 2009, the Official Committee of Unsecured Creditors (collectively, the "Committee") in the above-captioned case filed the attached **Application for Order Approving the Employment and Retention of Latham & Watkins LLP as Counsel for the Official Committee of Unsecured Creditors *Nunc Pro Tunc to November 24, 2009*** (the "Application") attached hereto, with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801 (the "Bankruptcy Court").

PLEASE TAKE FURTHER NOTICE THAT OBJECTIONS AND RESPONSES TO THE APPLICATION, IF ANY, MUST BE IN WRITING AND FILED WITH 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).

BANKRUPTCY COURT AND SERVED UPON AND RECEIVED BY THE UNDERSIGNED PROPOSED COUNSEL FOR THE COMMITTEE ON OR BEFORE 4:00 P.M. EASTERN STANDARD TIME ON JANUARY 11, 2010.

PLEASE TAKE FURTHER NOTICE that if any objections to the Application are timely-filed, served and received and such objections are not otherwise timely resolved, a hearing to consider such objections and the Application will be held before the Honorable Kevin J. Carey at the Bankruptcy Court, 824 North Market Street, 5<sup>th</sup> Floor, Courtroom 5, Wilmington, Delaware 19801 on February 4, 2010 at 11:00 a.m. Eastern Standard Time.

IF NO OBJECTIONS TO THE APPLICATION ARE TIMELY FILED, SERVED AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THIS RELIEF WITHOUT FURTHER NOTICE OR HEARING.

*[Remainder of page intentionally left blank]*

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT  
MAY GRANT THE RELIEF REQUESTED IN THE APPLICATION WITHOUT FURTHER  
NOTICE OR HEARING.

Date: December 21, 2009

**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

Proposed Co-counsel of the Official  
Committee of Unsecured Creditors

and

LATHAM & WATKINS LLP  
Mitchell A. Seider (admitted *pro hac vice*)  
Roger G. Schwartz (admitted *pro hac vice*)  
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885 Third Avenue, Suite 1000  
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Email: roger.schwartz@lw.com  
Email: adam.goldberg@lw.com

Proposed Counsel of the Official Committee  
of Unsecured Creditors

**EXHIBIT A**

**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)                         |
|  | ) | (Jointly Administered)                          |
| Debtors.                                   | ) |   |
|  | ) | Objection Deadline: January 11, 2010, 4:00 p.m. |
|  | ) | Hearing Date: February 4, 2010, 11:00 a.m.      |

**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  
NUNC PRO TUNC TO NOVEMBER 24, 2009**

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 & Watkins"), which maintains offices at 885 Third Avenue, Suite 1000, New York, New York 10022, and elsewhere. I am familiar with the matters set forth herein and submit this Affidavit, on behalf of Latham & Watkins, in support of the annexed application (the "Application") for an order authorizing the retention of Latham & Watkins as counsel for the Official Committee of

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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).

Unsecured Creditors (the “Committee”) in the above-captioned cases, pursuant to sections 328 and 1103 of the Bankruptcy Code, 11 U.S.C. §§ 101-1330 (the “Bankruptcy Code”), and to comply with sections 328, 504 and 1103 of the Bankruptcy Code and Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and the Local Bankruptcy Rules for the District of Delaware (the “Local Rules”).

**SERVICES TO BE RENDERED BY LATHAM & WATKINS**

2. The Committee has requested, and Latham & Watkins has agreed to provide, among other things, the following services:

- (a) advise the Committee with respect to its rights, duties and powers in these Chapter 11 cases;
- (b) assist and advise the Committee in its discussions and consultations with the Debtors and other parties interested regarding the administration of these Chapter 11 cases;
- (c) assist the Committee in analyzing the claims of the Debtors’ creditors and the Debtors’ capital structure and in negotiating with holders of claims and equity interests;
- (d) assist the Committee in its investigation of the acts, conduct, assets, liabilities and financial condition of the Debtors and of the operation of the Debtors’ businesses and affairs;
- (e) assist the Committee in its analysis of, and negotiations with, the Debtors or any third party concerning matters related to, among other things, the assumption or rejection of certain leases of non-residential real property and executory contracts, asset dispositions, financing of other transactions and the terms of one or more plans of reorganization for the Debtors and accompanying disclosure statements and related plan documents;
- (f) assist and advise the Committee as to its communications to the general creditor body regarding significant matters in these Chapter 11 cases;
- (g) represent the Committee at all hearings to be held before this Court and other proceedings and communicating with the Committee regarding the matters heard and the issues raised as well as the decisions and considerations of this Court;

- (h) review and analyze all motions, applications, orders, statements of operations and schedules filed with the Court and advise the Committee as to their necessity, propriety and impact upon the interests of unsecured creditors in these cases, and to the extent deemed appropriate by the Committee support, join or object to pleadings or orders on behalf of the Committee;
- (i) assist with and prepare, on behalf of the Committee, any pleadings, including without limitation, applications, motions, memoranda, proposed orders, complaints, adversary complaints, objections or comments in connection with any of the foregoing, as may be required in support of positions taken by the Committee, including all trial preparation as may be necessary;
- (j) advise and assist the Committee with respect to any regulatory or governmental activities;
- (k) investigate and analyze any claims against the Debtors' non-debtor affiliates;
- (l) confer with the professionals retained by the Debtors and other parties in interest, as well as with such other professionals as may be selected and employed by the Committee; and
- (m) perform such other legal services as may be required or are otherwise deemed to be in the interests of the Committee in accordance with the Committee's powers and duties as set forth in the Bankruptcy Code.

3. Based upon, among other things, Latham & Watkins' considerable experience in representing official unsecured committees of creditors and knowledge in the field of creditors' rights and business reorganizations under chapter 11 of the Bankruptcy Code, as well as in other areas of law related to these Chapter 11 cases, including, but not limited to, corporate, banking, and complex financial matters, I believe that Latham & Watkins is well-qualified to represent the Committee in these Chapter 11 cases.

**LATHAM & WATKINS IS NOT PRECLUDED FROM BEING RETAINED  
IN THESE CASES**

4. To the best of my knowledge and information, neither I nor Latham & Watkins are insiders of the Debtors. Except as set forth below, neither I nor Latham & Watkins hold directly any claim, debt or equity security of the Debtors.

5. To the best of my knowledge and information, no member of Latham & Watkins has been, within two years from the date of the filing of the Debtors' petitions, a director, officer or employee of the Debtors as specified in subparagraph (B) of 11 U.S.C. § 101(14).

6. To the best of my knowledge and information, Latham & Watkins does not have any interest materially adverse to the interests of the Debtors' estates, or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors, or for any other reason as specified in subparagraph (C) of 11 U.S.C. § 101(14), or for any other reason.

7. To the best of my knowledge and information, Latham & Watkins does not currently represent the Debtors or any of their affiliates, partners or subsidiaries, and Latham & Watkins will not undertake the representation of the Debtors or any of their affiliates, partners or subsidiaries during this engagement. Moreover, except as otherwise set forth herein, Latham & Watkins will not undertake the representation of any party other than the Committee in connection with the Debtors' Chapter 11 proceedings.

8. To the best of my knowledge and information, Latham & Watkins neither holds nor represents any interest materially adverse to the Committee, the Debtors, their creditors or other parties in interest, or such parties' respective attorneys and professionals in these Chapter 11 cases. Based upon information available to me, I believe that Latham & Watkins is a "disinterested person" within the meaning of the Bankruptcy Code.



## REPRESENTATION OF PARTIES IN INTEREST

9. In preparing this Affidavit and in connection with the Committee's proposed retention of Latham & Watkins, I had submitted to Latham & Watkins' computer conflict database the names set forth in the schedule attached hereto as Exhibit A, which names were either provided to Latham & Watkins by counsel to the Debtors or identified by Latham & Watkins. The various categories of parties in interest reviewed by Latham & Watkins in these cases are set forth in Exhibit A.

10. The conflicts database maintained by Latham & Watkins is designed to include information regarding every matter on which the firm is now or has been engaged, including, but not limited to, the identity of related parties and adverse parties. It is the policy of Latham & Watkins that no new matter may be accepted or opened within the firm without completing and submitting to those charged with maintaining the conflicts database the information necessary to check each such matter for conflicts, including the identity of the prospective client, the matter, and related and adverse parties. Accordingly, Latham & Watkins maintains and systematically updates this system in the regular course of business of the firm, and it is the regular practice of the firm to make and maintain these records.

11. Attached as Exhibit B to this affidavit is a summary schedule of the parties related to these cases and/or certain affiliates and subsidiaries of such parties which Latham & Watkins currently represents in matters wholly unrelated to the Debtors' Chapter 11 cases (the "Current Clients"), and the parties and/or certain affiliates or subsidiaries of such parties that Latham & Watkins has in the past represented in matters wholly unrelated to the Debtors' Chapter 11 cases. To the extent that any actions are to be commenced by the Committee against Latham & Watkins' Current Clients, Latham & Watkins' will abide by all applicable ethical obligations and rules with respect to its representation of the Committee in any such actions.

12. Except as otherwise set forth in the table below, Latham & Watkins' services on behalf of the parties in interest identified in Exhibit B constituted, with respect to each such party in interest, less than 1% of Latham & Watkins' annual revenues for the 2008 fiscal year:

| <b>Party in Interest:</b>           | <b>Percentage of Latham &amp; Watkins' annual revenue for fiscal year 2008:</b> |
|-------------------------------------|---|
| General Electric and its affiliates | < 2%  |
| JP Morgan Chase and its affiliates  | < 1.5%  |

13. In addition, Latham & Watkins has in the past served, or is currently serving, as counsel to various parties in other chapter 11 cases in which certain members of the Committee or other parties in interest in these cases may have been, or currently are, involved.

14. In addition, certain professionals retained and proposed to be retained by the Debtors, the Committee or other parties in interest in these cases are involved in other cases in which Latham & Watkins serves as counsel to various clients.

15. On or about December 8, 2009, Latham & Watkins solicited information, by firmwide email to its attorneys, to determine if any such persons hold any of the Debtors' debt or equity securities, or other claims against the Debtors. To the best of my knowledge and information based upon the responses received to the foregoing information requests, none of Latham & Watkins' attorneys currently hold any of Debtors' debt or equity securities or other claims against the Debtors. It is possible that certain Latham attorneys may hold interests in certain passive investment vehicles (such as mutual funds or other similar funds), which in turn may hold equity interests or other securities of the Debtors. It is also possible that a professionally managed retirement plan on behalf of Latham & Watkins' attorneys, or a 401(k) type plan, may hold equity interests or other securities of the Debtors. However, based on the responses received to date, no such investments are known to me at this time. If further

information respecting holdings becomes known, Latham & Watkins will file a supplemental affidavit in these cases.

16. Latham & Watkins may have in the past represented, may currently represent and/or may in the future represent in matters wholly unrelated to the Debtors' Chapter 11 cases, other entities not currently known to Latham & Watkins who may be creditors of the Debtors. To the extent that Latham & Watkins discovers any such information or needs to update the information disclosed herein, Latham & Watkins will disclose such information to the Court, the Debtors and the United States Trustee by filing a supplemental affidavit in these cases.

17. I do not believe that any of Latham & Watkins' representations of creditors or other parties in interest who are involved in these Chapter 11 cases comprise a material component of Latham & Watkins' practice, nor does Latham & Watkins currently represent such parties on any issue relating to these Chapter 11 cases. For the reasons stated herein, it is my belief that Latham & Watkins represents no interests materially adverse to the Debtors' individual creditors or the Committee with respect to these cases and, therefore, is eligible to be retained.

18. Furthermore, I have submitted to Latham & Watkins' computer database the names of Judge Kevin J. Carey and the Office of the U.S. Trustee, and to the best of my knowledge, Latham & Watkins has no connection with Judge Kevin J. Carey and the Office of the U.S. Trustee with responsibility for this District that would preclude its engagement by the Committee in these cases. Latham & Watkins has not reviewed the relationship that the members of the Latham & Watkins engagement team may have against a comprehensive list of employees within the U.S. Trustee's office in this District, but will do so upon being provided with a list of such persons by the office of the U.S. Trustee.

19. Despite the efforts described above to identify and disclose connections with parties in interest in these cases, because the Debtors are a large enterprise with 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 & Watkins' clients, Latham & Watkins is unable to state with certainty that every relevant client representation or other connection of Latham & Watkins with parties in interest in these cases has been disclosed. In this regard, if Latham & Watkins discovers additional information that requires disclosure, Latham & Watkins will file a supplemental affidavit in these cases.

**STATEMENT RELATING TO COMPENSATION OF LATHAM & WATKINS**

20. Latham & Watkins is willing to be retained by the Committee as its counsel and will make appropriate applications to this Court for compensation and reimbursement of out-of-pocket expenses, all in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules for the United States Bankruptcy Court for the District of Delaware and any applicable orders of this Court.

21. Latham & Watkins will bill at its standard hourly rates set forth in Exhibit C hereto. The current hourly rates charged by Latham & Watkins for certain professionals and paraprofessionals expected to be actively involved in these cases are set forth in Exhibit C hereto. Latham & Watkins' hourly rates are subject to periodic increase (typically in January of each year) in the normal course of Latham & Watkins' business. Other attorneys and paralegals will, from time to time, assist in Latham & Watkins' representation of the Committee in connection with these cases at Latham & Watkins' standard hourly rates in effect for those personnel. These rates are set at a level designated to fairly compensate Latham & Watkins for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses.

22. It is Latham & Watkins' policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, telephone and telecopier toll charges, photocopying charges, travel expenses, expenses for "working meals" and computerized research, as well as non-ordinary overhead expenses, such as secretarial overtime.

23. Latham & Watkins specifically reserves its right to file an application for an allowance of an enhanced fee award at the end of this proceeding, subject to the discretion of the Committee.

**STATEMENT UNDER SECTIONS 329 AND 504 OF THE BANKRUPTCY CODE  
AND UNDER FEDERAL RULE OF BANKRUPTCY PROCEDURE 2016**

24. In accordance with sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rule 2016, neither I nor Latham & Watkins has entered into any agreements, express or implied, with any other parties in interest, including the Debtors, any creditor, or any attorney for such party in interest in these cases (i) for the purpose of sharing or fixing fees or other compensation to be paid to any such party in interest or its attorneys for services rendered in connection therewith, (ii) for payment of such compensation from the assets of the estates in excess of the compensation allowed by this Court pursuant to applicable provisions of the Bankruptcy Code, or (iii) for payment of compensation in connection with these cases other than in accordance with applicable provisions of the Bankruptcy Code.

*[Remainder of page intentionally left blank]*

EXECUTED this 18th day of December, 2009 at New York, New York.

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

Sworn to before me this  
18th day of December, 2009

/s/ Christine E. Thomson  
Christine E. Thomson, Notary Public  
Notary Public, State of New York  
No.: 01TH4896872  
Qualified in Nassau County  
Certificate Filed in Nassau and NY Counties  
Commission Expires August 3, 2013

## Exhibit A

### List of parties in interest submitted to Latham & Watkins conflicts database

| <u>Name of Entity</u>                               | <u>Category of party in interest</u>    |
|---|---|
| Adam Suitts   | Parties to Litigation/Pending Liability |
| Advanced Call Center Technologies, LLC              | Major Contract Counterparties           |
| Advanta 101 GP Corp.                                | Merged/Dissolved Entities               |
| Advanta Advertising Inc.                            | Debtors                                 |
| Advanta Auto Finance Corporation                    | Debtors                                 |
| Advanta Bank Corp.                                  | Non-Debtor Affiliates                   |
| Advanta Bank Holding Corp.                          | Non-Debtor Affiliates                   |
| Advanta Bank IS. Advanta Business Receivables Corp. | Non-Debtor Affiliates                   |
| Advanta Business Cards                              | Non-Debtor Affiliates                   |
| Advanta Business Services Corp.                     | Debtors                                 |
| Advanta Business Services Holding Corp.             | Debtors                                 |
| Advanta Corp.                                       | Debtors                                 |
| Advanta Credit Card Receivables Corp.               | Non-Debtor Affiliates                   |
| Advanta Credit Card Receivables Corp.               | UCC-I                                   |
| Advanta Finance Corp.                               | Debtors                                 |
| Advanta Finance Residential Mortgage Corp.          | Merged/Dissolved Entities               |
| Advanta GCF GP Corp.                                | Non-Debtor Affiliates                   |
| Advanta GP Corp.                                    | Non-Debtor Affiliates                   |
| Advanta GP II Corp.                                 | Merged/Dissolved Entities               |
| Advanta Growth Capital Fund LP                      | Non-Debtor Affiliates                   |
| Advanta India Services Private Limited              | Non-Debtor Affiliates                   |
| Advanta Information Services, Inc.                  | Non-Debtor Affiliates                   |
| Advanta Insurance Agency Inc.                       | Non-Debtor Affiliates                   |
| Advanta Insurance Company                           | Non-Debtor Affiliates                   |
| Advanta International Corporation I                 | Non-Debtor Affiliates                   |
| Advanta International Corporation II                | Non-Debtor Affiliates                   |
| Advanta Investment Corp.                            | Debtors                                 |
| Advanta Investment Corp. II                         | Non-Debtor Affiliates                   |
| Advanta Leasing Services (discontinued)             | Non-Debtor Affiliates                   |
| Advanta Life Insurance Company                      | Non-Debtor Affiliates                   |
| Advanta Mortgage (discontinued)                     | Non-Debtor Affiliates                   |
| Advanta Mortgage Conduit Services, Inc.             | Merged/Dissolved Entities               |

|   |   |
|---|---|
| Advanta Mortgage Corp. Midatlantic                              | Merged/Dissolved Entities                       |
| Advanta Mortgage Corp. Midwest                                  | Merged/Dissolved Entities                       |
| Advanta Mortgage Corp. Northeast                                | Merged/Dissolved Entities                       |
| Advanta Mortgage Corp. of New Jersey                            | Merged/Dissolved Entities                       |
| Advanta Mortgage Corp. of New Jersey                            | Merged/Dissolved Entities                       |
| Advanta Mortgage Corp. USA                                      | Debtors   |
| Advanta Mortgage Holding Company                                | Debtors   |
| Advanta National Bank   | Debtor Affiliates' Current & Former Trade Names |
| Advanta Nominee Services, Inc.                                  | Merged/Dissolved Entities                       |
| Advanta Partners 101 LP   | Merged/Dissolved Entities                       |
| Advanta Partners LP   | Non-Debtor Affiliates                           |
| Advanta Properties I Corp.                                      | Merged/Dissolved Entities                       |
| Advanta Properties I Corp.                                      | Merged/Dissolved Entities                       |
| Advanta Properties II Corp.                                     | Merged/Dissolved Entities                       |
| Advanta Properties II Corp.                                     | Merged/Dissolved Entities                       |
| Advanta Service Corp.   | Debtors   |
| Advanta Shared Services Corp.                                   | Debtors   |
| Advanta Ventures Inc.   | Non-Debtor Affiliates                           |
| Advantage Mortgage Corp. Midatlantic II                         | Merged/Dissolved Entities                       |
| Advantennis Corp.   | Debtors   |
| Ajay Pillai   | Current and Former Officers and Directors       |
| Alabama Revenue Department-Tax Division                         | Taxing Authorities                              |
| Allied Barton Security Services                                 | Major Contract Counterparties                   |
| Anne E. Lewis   | Major Contract Counterparties                   |
| Anne Howley   | Current and Former Officers and Directors       |
| Aramark   | Top 30 Unsecured Creditors (consolidated)       |
| Arizona Department of Insurance                                 | Governmental & Regulatory Agencies              |
| Arkansas Finance and Administration Department-Revenue Division | Taxing Authorities                              |
| Associated Creditors Exchange, Inc.                             | Major Contract Counterparties                   |
| Axis Insurance Company  | Insurers  |
| Bank of America (Business Card)                                 | Top 30 Unsecured Creditors (consolidated)       |
| Bank of America Corp.   | Recent Sales and Acquisitions                   |
| Bank of New York  | Top 30 Unsecured Creditors (consolidated)       |
| Bank of New York Mellon   | Major Contract Counterparties                   |
| BankServ  | Major Contract Counterparties                   |



|  |   |
|--|---|
| Ben Burgin   | Major Contract Counterparties             |
| Ben's Custom Windows Inc.  | Parties to Litigation/Pending Liability   |
| Berkley Regional Insurance Company   | Insurers                                  |
| Bizequity Corp.  | Non-Debtor Affiliates                     |
| BNY Mellon   | Top 30 Unsecured Creditors (consolidated) |
| Brandon Callier  | Parties to Litigation/Pending Liability   |
| Buckley Sandler LLP  | Debtors' Professionals                    |
| Buraye Insurance Agency  | Parties to Litigation/Pending Liability   |
| California State Board of Equalization   | Taxing Authorities                        |
| Career Concepts  | Top 30 Unsecured Creditors (consolidated) |
| Career Concepts, Inc.  | Major Contract Counterparties             |
| Carol Conover  | Top 30 Unsecured Creditors (consolidated) |
| Catlin Insurance Company   | Insurers                                  |
| Chad C. Blue   | Current and Former Officers and Directors |
| Chase Manhattan Mortgage Corporation (transferred and assigned all assets and operating liabilities associated with Advanta's mortgage business) | Recent Sales and Acquisitions             |
| Christa P.C. Sullivan  | Parties to Litigation/Pending Liability   |
| Christopher Carroll  | Current and Former Officers and Directors |
| Citicorp Vendor Finance, Inc.  | UCC-I                                     |
| Coltex Leverage Lease Corporation I  | Merged/Dissolved Entities                 |
| Coltex Leverage Lease Corporation I  | Merged/Dissolved Entities                 |
| Connecticut Revenue Services Department Tax Division   | Taxing Authorities                        |
| Connexions Loyalty Travel Solutions  | Major Contract Counterparties             |
| Corporate Risk Advisors, LLC   | Debtors' Professionals                    |
| Cozen O'Connor   | Debtors' Professionals                    |
| Dana Becker Dunn   | Current and Former Officers and Directors |
| Daniel Haas  | Parties to Litigation/Pending Liability   |
| David B. Weinstock   | Current and Former Officers and Directors |
| David Kneller  | Top 30 Unsecured Creditors (consolidated) |
| David Weinstock  | Top 30 Unsecured Creditors (consolidated) |
| Dechert LLP  | Debtors' Professionals                    |
| Delaware Finance Department-Revenue Division   | Taxing Authorities                        |
| Delaware Internal Revenue Service  | Taxing Authorities                        |
| Delaware Office of the State Bank Commissioner   | Governmental & Regulatory Agencies        |
| Denise Jones   | Top 30 Unsecured Creditors (consolidated) |

|   |   |
|---|---|
| Dennis Alter  | Current and Former Officers and Directors |
| Deutsche Bank AG  | UCC-I                                     |
| Deutsche Bank Trust Company (Americas)  | Major Contract Counterparties             |
| Dey's End Consulting  | Debtors' Professionals                    |
| District of Columbia Office of Tax and Revenue  | Taxing Authorities                        |
| Doris J. Logan  | Parties to Litigation/Pending Liability   |
| Duane Morris LLP  | Debtors' Professionals                    |
| DVL Incorporated  | Top 30 Unsecured Creditors (consolidated) |
| E-Commerce Investments, Inc.  | Merged/Dissolved Entities                 |
| E-Commerce Investments, Inc.  | Merged/Dissolved Entities                 |
| Edward L. Bleynt, Jr.   | Parties to Litigation Pending Liability   |
| Elizabeth H. Mai  | Current and Former Officers and Directors |
| Equifax Information SVCS LLC  | Major Contract Counterparties             |
| Erick Brownstein  | Debtors' Professionals                    |
| Eurest  | Major Contract Counterparties             |
| Eurest  | Top 30 Unsecured Creditors (consolidated) |
| Eurest Dining Services  | Major Contract Counterparties             |
| Experian  | Major Contract Counterparties             |
| Fed Ex  | Top 30 Unsecured Creditors (consolidated) |
| Federal Deposit Insurance Corporation   | Governmental & Regulatory Agencies        |
| Federal Insurance Company   | Insurers                                  |
| Federal Reserve Board   | Governmental & Regulatory Agencies        |
| Financial Statement Services, Inc   | Major Contract Counterparties             |
| First Advanta Insurance Agency Inc.   | Non-Debtor Affiliates                     |
| First Data  | Major Contract Counterparties             |
| Fleet Credit Card Services, L.P. (acquired 1.3% ownership interest as of December 31, 2008) | Recent Sales and Acquisitions             |
| Francis Noonan  | Top 30 Unsecured Creditors (consolidated) |
| Fred W. Fairclough  | Top 30 Unsecured Creditors (consolidated) |
| Fredy Buraye  | Parties to Litigation Pending Liability   |
| General Electric Capital Corp.  | UCC-I                                     |
| General Expectations Management Corp.   | Debtors                                   |
| GenPack US LLC  | Major Contract Counterparties             |
| Good Company.com LLC  | Non-Debtor Affiliates                     |
| Grave Rayburn Bowman, Inc. d/b/a Home Sweet Home  | Parties to Litigation/Pending Liability   |
| Great Expectations Franchise Corp.  | Debtors                                   |

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| Great Expectations International, Inc.                                     | Debtors                                   |
| Herman Miller Op Spectrum  | Major Contract Counterparties             |
| Home Care Services, Inc. d/b/a LJM Air Conditioning                        | Parties to Litigation/Pending Liability   |
| Howard Yablin  | Parties to Litigation/Pending Liability   |
| Howrey LLP   | Debtors' Professionals                    |
| Hudson Insurance Company   | Insurers                                  |
| Idaho Tax Commission   | Taxing Authorities                        |
| Ideablob Corp.   | Non-Debtor Affiliates                     |
| Illinois Revenue Department-Tax Division                                   | Taxing Authorities                        |
| Indiana Revenue Department-Tax Division                                    | Taxing Authorities                        |
| Interstate Bldg Maintenance Corp   | Top 30 Unsecured Creditors (consolidated) |
| Interstate Building  | Major Contract Counterparties             |
| Jack Scalfani  | Parties to Litigation/Pending Liability   |
| James Baker  | Parties to Litigation/Pending Liability   |
| James Morton   | Debtors' Professionals                    |
| James R. Sohn  | Major Contract Counterparties             |
| Jean Becker-Powell   | Parties to Litigation/Pending Liability   |
| Jill Baker   | Parties to Litigation/Pending Liability   |
| Joel Horwich   | Parties to Litigation/Pending Liability   |
| John F. Moore  | Current and Former Officers and Directors |
| John T. Lamont   | Major Contract Counterparties             |
| Judge Technical Services   | Major Contract Counterparties             |
| Karen Braun  | Top 30 Unsecured Creditors (consolidated) |
| Kathleen Kerwin  | Parties to Litigation/Pending Liability   |
| Kenneth L. Brown   | Parties to Litigation/Pending Liability   |
| Konica Minolta Business Solutions U.S.A., Inc.                             | UCC-I                                     |
| KPMG   | Debtors' Professionals                    |
| Lawrence Smith   | Parties to Litigation/Pending Liability   |
| Lenny DiWilliams   | Current and Former Officers and Directors |
| Lucien B. Padawer  | Parties to Litigation/Pending Liability   |
| M.D. Gujrati & Co. Chartered   | Debtors' Professionals                    |
| Maine Administrative and Financial Services<br>Department-Revenue Services | Taxing Authorities                        |
| Man K. Kim   | Parties to Litigation/Pending Liability   |
| Marsa, Inc.  | Parties to Litigation/Pending Liability   |
| Maryland-Director of Assessments & Taxation                                | Taxing Authorities                        |

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|--|---|
| Massachusetts Department of Revenue                      | Taxing Authorities                        |
| Massachusetts Department of Revenue-Bankruptcy Unit      | Taxing Authorities                        |
| Max Botel  | Current and Former Officers and Directors |
| McGladrey & Pullen, LLP                                  | Debtors' Professionals                    |
| Michael A. Stolper                                       | Current and Former Officers and Directors |
| Michael P. Farrell                                       | Parties to Litigation/Pending Liability   |
| Michael P. Gilmore                                       | Major Contract Counterparties             |
| Michigan Department of the Treasury-Revenue Tax Division | Taxing Authorities                        |
| Minnesota Revenue Department                             | Taxing Authorities                        |
| Missouri Revenue Department-Tax Division                 | Taxing Authorities                        |
| Montana Revenue Department                               | Taxing Authorities                        |
| Mt. Vernon Leasing, Inc.                                 | Merged/Dissolved Entities                 |
| Mt. Vernon Leasing, Inc.                                 | Merged/Dissolved Entities                 |
| National Credit Union Administration                     | Governmental & Regulatory Agencies        |
| National Union Fire Insurance Company                    | Insurers                                  |
| NCB Management Services, Inc.                            | Major Contract Counterparties             |
| Net Jet Aviation, Inc.                                   | Major Contract Counterparties             |
| NetJets Aviation, Inc.                                   | Top 30 Unsecured Creditors (consolidated) |
| New Hampshire Department of Revenue Administration       | Taxing Authorities                        |
| New Jersey Office of State Treasurer                     | Taxing Authorities                        |
| New York State Department of Taxation and Finance        | Taxing Authorities                        |
| New York Taxation and Finance Department                 | Taxing Authorities                        |
| Nine Summer LLC  | Debtors' Professionals                    |
| North Carolina Revenue Department                        | Taxing Authorities                        |
| NYC Dept of Finance                                      | Taxing Authorities                        |
| O. C Tanner  | Top 30 Unsecured Creditors (consolidated) |
| Office of Thrift Supervision                             | Governmental & Regulatory Agencies        |
| Oklahoma Tax Commission                                  | Taxing Authorities                        |
| Olaf Olafsson  | Current and Former Officers and Directors |
| Oracle   | Top 30 Unsecured Creditors (consolidated) |
| Ortho McNeil Pharmaceutical                              | Top 30 Unsecured Creditors (consolidated) |
| Pamela R. Hill   | Major Contract Counterparties             |
| Paul E. Sampson  | Parties to Litigation/Pending Liability   |
| PECO   | Top 30 Unsecured Creditors (consolidated) |

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|--|---|
| Penney J. Graves                             | Parties to Litigation/Pending Liability   |
| Pennsylvania Revenue Department              | Taxing Authorities                        |
| Pepper Hamilton LLP                          | Debtors' Professionals                    |
| Philadelphia Newspapers                      | Top 30 Unsecured Creditors (consolidated) |
| Philip Cook                                  | Major Contract Counterparties             |
| Philip M. Browne                             | Current and Former Officers and Directors |
| Phillip A. Turberg                           | Top 30 Unsecured Creditors (consolidated) |
| Phillips And Cohen Associates, Ltd.          | Major Contract Counterparties             |
| R&R Enterprises                              | Parties to Litigation/Pending Liability   |
| Rhode Island Administration Department       | Taxing Authorities                        |
| Richards Layton & Finger, P.A.               | Debtors' Professionals                    |
| Robert S. Blank                              | Current and Former Officers and Directors |
| Robert Toll                                  | Parties to Litigation/Pending Liability   |
| Robert Williamson                            | Top 30 Unsecured Creditors (consolidated) |
| Ron Stern                                    | Parties to Litigation/Pending Liability   |
| Ronald Lubner                                | Current and Former Officers and Directors |
| RSM McGladgrey                               | Debtors' Professionals                    |
| Samuel F. Scabilloni                         | Major Contract Counterparties             |
| Schneider, Harrison, Segal & Lewis LLP       | Debtors' Professionals                    |
| Schwab                                       | Top 30 Unsecured Creditors (consolidated) |
| Schwab Retirement Plan Services Inc.         | Major Contract Counterparties             |
| Shalom Consulting                            | Debtors' Professionals                    |
| Shellie Gilmer                               | Major Contract Counterparties             |
| Sheryl Dylan Russell                         | Parties to Litigation/Pending Liability   |
| SHI International Corp                       | Top 30 Unsecured Creditors (consolidated) |
| Sid Eibl Von Rospeunt                        | Parties to Litigation/Pending Liability   |
| Simon Adamiyatt                              | Debtors' Professionals                    |
| Sky City Group LLC d/b/a Sky City Properties | Parties to Litigation/Pending Liability   |
| South Carolina Revenue Department            | Taxing Authorities                        |
| SpiritCorp., Inc.                            | Parties to Litigation/Pending Liability   |
| State of California Franchise Tax Board      | Taxing Authorities                        |
| Sunesys                                      | Top 30 Unsecured Creditors (consolidated) |
| SunGard Availability Services                | Major Contract Counterparties             |
| Susan Levin                                  | Parties to Litigation/Pending Liability   |
| Tango Financial Services, Inc.               | Parties to Litigation/Pending Liability   |
| Teacher Service Organization, Inc.           | Debtors' Current & Former Trade Names     |

|  |   |
|--|---|
| Tennessee Revenue Department                                       | Taxing Authorities                        |
| Texas Comptroller of Public Accounts                               | Taxing Authorities                        |
| The Fidelity and Deposit Company of Maryland (Zurich)              | Insurers                                  |
| The Synoptic Project, Ltd.   | Parties to Litigation/Pending Liability   |
| Thomas Costello  | Current and Former Officers and Directors |
| Transmogrify LLC   | Debtors' Professionals                    |
| TSSL Jedobert Cal, Inc.  | Merged/Dissolved Entities                 |
| TSO Financial Corp   | Debtors' Current & Former Trade Names     |
| US Realty Advisors   | Debtors' Professionals                    |
| Utah Department of Financial Institutions                          | Governmental & Regulatory Agencies        |
| Utah State Tax Commission  | Taxing Authorities                        |
| VanCott, Bagley, Cornwall & McCarthy                               | Debtors' Professionals                    |
| Verizon  | Top 30 Unsecured Creditors (consolidated) |
| Visa Inc. (as of December 31, 2008, owns 497 shares of Visa stock) | Recent Sales and Acquisitions             |
| Wachovia NJ/PA/NY  | Major Contract Counterparties             |
| Weil, Gotshal & Manges LLP   | Debtors' Professionals                    |
| West Virginia Tax and Revenue Department                           | Taxing Authorities                        |
| Westchester Fire Insurance Company (ACE)                           | Insurers                                  |
| William A. Hill Jr.  | Major Contract Counterparties             |
| William A. Rosoff  | Current and Former Officers and Directors |
| William C. Dunkelberg  | Top 30 Unsecured Creditors (consolidated) |
| Wisconsin Revenue Department                                       | Taxing Authorities                        |
| XL Specialty Insurance Company                                     | Insurers                                  |
| Yolanda Ward   | Top 30 Unsecured Creditors (consolidated) |

## Exhibit B

### Related Parties

| Party in Interest  | Category With Respect to Party in Interest | Latham & Watkins Possible Relationship  | Comments and/or Status   |
|--|--|---|--|
| Advanced Call Center Technologies, LLC                           | Major Contract Counterparties              | Call Center Technologies  | To the extent the entity with a L&W possible relationship is related to this party in interest, L&W currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases.   |
| Allied Barton Security Services                                  | Major Contract Counterparties              | Allied Barton Security, Allied Security, Allied Barton, Allied Security Inc., AlliedBarton Security Services LLC, Allied Barton Security SVCS LLC | L&W has in the past and currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases.   |
| Aramark  | Top 30 Unsecured Creditors (consolidated)  | Aramark and affiliated entities   | L&W has in the past and currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases. One or more attorneys at L&W represented this entity while at a prior firm, and such representation was in matters wholly unrelated to the Debtors' Chapter 11 cases. |
| Arkansas Finance and Administration Department- Revenue Division | Taxing Authorities                         | State of Arkansas, Arkansas Dept of Finance & Administration  | L&W has in the past represented this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases.  |
| Axis Insurance Company   | Insurers                                   | Axis Insurance Company, Axis Capital and affiliated entities  | L&W has in the past and currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases.   |
| Bank of America (Business Card)                                  | Top 30 Unsecured Creditors (consolidated)  | Bank of America and affiliated entities   | L&W has in the past and currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases. One or more attorneys at L&W represented this entity while at a prior firm, and such representation was in matters wholly unrelated to the Debtors' Chapter 11 cases. |
| Bank of America Corp.  | Recent Sales and Acquisitions              | Bank of America and affiliated entities   | L&W has in the past and currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases. One or more attorneys at L&W represented this entity while at a prior firm, and such representation was in matters wholly unrelated to the Debtors' Chapter 11 cases. |

| <b>Party in Interest</b>               | <b>Category With Respect to Party in Interest</b> | <b>Latham &amp; Watkins Possible Relationship</b>   | <b>Comments and/or Status</b>  |
|--|---|---|--|
| Bank of New York                       | Top 30 Unsecured Creditors (consolidated)         | Bank of New York and affiliated entities  | L&W has in the past and currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases. One or more attorneys at L&W represented this entity while at a prior firm, and such representation was in matters wholly unrelated to the Debtors' Chapter 11 cases.   |
| Bank of New York Mellon                | Major Contract Counterparties                     | Bank of New York and affiliated entities  | L&W has in the past and currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases. One or more attorneys at L&W represented this entity while at a prior firm, and such representation was in matters wholly unrelated to the Debtors' Chapter 11 cases.   |
| BankServ                               | Major Contract Counterparties                     | BankServ  | L&W currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 case.  |
| Berkley Regional Insurance Company     | Insurers  | W.R. Berkley Corporation, Berkley Risk Managers, WR Berkley                                   | To the extent the entity with a L&W possible relationship is related to this party in interest: (a) L&W has in the past represented this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases and (b) one or more attorneys at L&W represented this entity while at a prior firm and such representation was in matters wholly unrelated to the Debtors' Chapter 11 cases.  |
| BNY Mellon                             | Top 30 Unsecured Creditors (consolidated)         | Bank of New York and affiliated entities  | L&W has in the past and currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases. One or more attorneys at L&W represented this entity while at a prior firm, and such representation was in matters wholly unrelated to the Debtors' Chapter 11 cases.   |
| California State Board of Equalization | Taxing Authorities                                | State of California, California Board of Equalization, California State Board of Equalization | To the extent the entity with a L&W possible relationship is related to this party in interest: (a) L&W has in the past represented this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases and (b) one or more attorneys at L&W represented this entity while at a prior firm, and such representation was in matters wholly unrelated to the Debtors' Chapter 11 cases. |
| Catlin Insurance Company               | Insurers  | Catlin Group Limited (1st Excess Side A), Catlin, Catlin Insurance Co. Ltd                    | L&W has in the past represented this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases.  |



| <b>Party in Interest</b>   | <b>Category With Respect to Party in Interest</b> | <b>Latham &amp; Watkins Possible Relationship</b>                | <b>Comments and/or Status</b>  |
|--|---|--|--|
| Chase Manhattan Mortgage Corporation (transferred and assigned all assets and operating liabilities associated with Advanta's mortgage business) | Recent Sales and Acquisitions                     | JP Morgan Chase and affiliated entities                          | L&W has in the past and currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases. One or more attorneys at L&W represented this entity while at a prior firm, and such representation was in matters wholly unrelated to the Debtors' Chapter 11 cases. |
| Citicorp Vendor Finance, Inc.  | UCC-I   | Citicorp Vendor Finance, Inc., Citigroup and affiliated entities | L&W has in the past and currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases. One or more attorneys at L&W represented this entity while at a prior firm, and such representation was in matters wholly unrelated to the Debtors' Chapter 11 cases. |
| Connecticut Revenue Services Department Tax Division   | Taxing Authorities                                | The State of Connecticut, State of Connecticut                   | To the extent the entity with a L&W possible relationship is related to this party in interest, L&W has in the past and currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases.   |
| Cozen O'Connor   | Debtors' Professionals                            | Cozen & O'Connor, Cozen O'Connor                                 | L&W has in the past represented this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases.  |
| Dechert LLP  | Debtors' Professionals                            | Dechert LLP  | L&W has in the past and currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases.   |
| Denise Jones   | Top 30 Unsecured Creditors (consolidated)         | Deborah Denise Jones, Denise A. Jones, Carolyn Denise Jones      | To the extent the entity with a L&W possible relationship is related to this party in interest, L&W has in the past represented this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases.  |
| Deutsche Bank AG   | UCC-I   | Deutsche Bank AG and affiliates                                  | L&W has in the past and currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases. One or more attorneys at L&W represented this entity while at a prior firm, and such representation was in matters wholly unrelated to the Debtors' Chapter 11 cases. |
| Deutsche Bank Trust Company (Americas)   | Major Contract Counterparties                     | Deutsche Bank Trust Company (Americas) and affiliates            | L&W has in the past and currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases. One or more attorneys at L&W represented this entity while at a prior firm, and such representation was in matters wholly unrelated to the Debtors' Chapter 11 cases. |

| <b>Party in Interest</b>     | <b>Category With Respect to Party in Interest</b> | <b>Latham &amp; Watkins Possible Relationship</b>   | <b>Comments and/or Status</b>   |
|------------------------------|---|---|---|
| Duane Morris LLP             | Debtors' Professionals                            | Duane Morris LP, Duane Morris   | L&W has in the past and currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases.  |
| E-Commerce Investments, Inc. | Merged/Dissolved Entities                         | E-Commerce Exchange, E-Commerce, E-Commerce Group, Inc., European E-Commerce Fund, eCommerce Industries, Inc. | To the extent the entity with a L&W possible relationship is related to this party in interest, L&W has in the past and currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases.  |
| Equifax Information SVCS LLC | Major Contract Counterparties                     | Equifax and affiliates  | L&W has in the past and currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases. One or more attorneys at L&W represented this entity while at a prior firm, and such representation was in matters wholly unrelated to the Debtors' Chapter 11 cases.  |
| Eurest                       | Major Contract Counterparties                     | Compass Group Inc. and affiliates   | To the extent the entity with a L&W possible relationship is related to this party in interest: (a) L&W has in the past and currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases and (b) one or more attorneys at L&W represented this entity while at a prior firm, and such representation was in matters wholly unrelated to the Debtors' Chapter 11 cases. |
| Eurest                       | Top 30 Unsecured Creditors (consolidated)         | Compass Group Inc. and affiliates   | To the extent the entity with a L&W possible relationship is related to this party in interest: (a) L&W has in the past and currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases and (b) one or more attorneys at L&W represented this entity while at a prior firm, and such representation was in matters wholly unrelated to the Debtors' Chapter 11 cases. |
| Eurest Dining Services       | Major Contract Counterparties                     | Compass Group Inc. and affiliates   | To the extent the entity with a L&W possible relationship is related to this party in interest: (a) L&W has in the past and currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases and (b) one or more attorneys at L&W represented this entity while at a prior firm, and such representation was in matters wholly unrelated to the Debtors' Chapter 11 cases. |
| Experian                     | Major Contract Counterparties                     | Experian and affiliates   | L&W has in the past and currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases. One or more attorneys at L&W represented this entity while at a prior firm, and such representation was in matters wholly unrelated to the Debtors' Chapter 11 cases.  |

| <b>Party in Interest</b>  | <b>Category With Respect to Party in Interest</b> | <b>Latham &amp; Watkins Possible Relationship</b> | <b>Comments and/or Status</b>   |
|---|---|---|---|
| Fed Ex  | Top 30 Unsecured Creditors (consolidated)         | Federal Express and affiliates                    | L&W has in the past and currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases. One or more attorneys at L&W represented this entity while at a prior firm, and such representation was in matters wholly unrelated to the Debtors' Chapter 11 cases.  |
| Federal Deposit Insurance Corporation   | Governmental & Regulatory Agencies                | Federal Deposit Insurance Corporation             | L&W has in the past and currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases. One or more attorneys at L&W represented this entity while at a prior firm, and such representation was in matters wholly unrelated to the Debtors' Chapter 11 cases.  |
| Federal Insurance Company   | Insurers  | Federal Insurance Company and affiliates          | L&W has in the past and currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases. One or more attorneys at L&W represented this entity while at a prior firm, and such representation was in matters wholly unrelated to the Debtors' Chapter 11 cases.  |
| Federal Reserve Board   | Governmental & Regulatory Agencies                | Federal Reserve and Affiliates                    | L&W has in the past and currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases. One or more attorneys at L&W represented this entity while at a prior firm, and such representation was in matters wholly unrelated to the Debtors' Chapter 11 cases.  |
| First Data  | Major Contract Counterparties                     | First Data, KKR and affiliates                    | To the extent the entity with a L&W possible relationship is related to this party in interest: (a) L&W has in the past and currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases and (b) one or more attorneys at L&W represented this entity while at a prior firm, and such representation was in matters wholly unrelated to the Debtors' Chapter 11 cases. |
| Fleet Credit Card Services, L.P. (acquired 1.3% ownership interest as of December 31, 2008) | Recent Sales and Acquisitions                     | Fleet Credit and affiliates                       | L&W has in the past represented this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases. One or more attorneys at L&W represented this entity while at a prior firm, and such representation was in matters wholly unrelated to the Debtors' Chapter 11 cases.   |
| General Electric Capital Corp.  | UCC-I   | General Electric Capital Corp. and affiliates     | L&W has in the past and currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases. One or more attorneys at L&W represented this entity while at a prior firm, and such representation was in matters wholly unrelated to the Debtors' Chapter 11 cases.  |

| <b>Party in Interest</b>                | <b>Category With Respect to Party in Interest</b> | <b>Latham &amp; Watkins Possible Relationship</b> | <b>Comments and/or Status</b>   |
|---|---|---|---|
| Herman Miller Op Spectrum               | Major Contract Counterparties                     | Herman Miller Inc. and affiliates                 | One or more attorneys at L&W represented this entity while at a prior firm. We believe their representation was in matters wholly unrelated to the Debtors' Chapter 11 cases. We are currently conducting research to confirm.  |
| Howrey LLP                              | Debtors' Professionals                            | Howrey & Simon                                    | To the extent the entity with a L&W possible relationship is related to this party in interest, L&W has in the past and currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases.  |
| Hudson Insurance Company                | Insurers  | Hudson Insurance Company, Fairfax Financial       | L&W has in the past and currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases. One or more attorneys at L&W represented this entity while at a prior firm, and such representation was in matters wholly unrelated to the Debtors' Chapter 11 cases.  |
| Indiana Revenue Department-Tax Division | Taxing Authorities                                | Indiana Department of Revenue                     | L&W has in the past and currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases.  |
| James Baker                             | Parties to Litigation/Pending Liability           | James Baker                                       | To the extent the entity with a L&W possible relationship is related to this party in interest: (a) L&W has in the past and currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases and (b) one or more attorneys at L&W represented this entity while at a prior firm, and such representation was in matters wholly unrelated to the Debtors' Chapter 11 cases. |
| James R. Sohn                           | Major Contract Counterparties                     | James Sohn  | To the extent the entity with a L&W possible relationship is related to this party in interest, L&W currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases.  |
| Kathleen Kerwin                         | Parties to Litigation/Pending Liability           | Kathleen R. Kerwin                                | To the extent the entity with a L&W possible relationship is related to this party in interest, L&W has in the past represented this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases.   |
| Kenneth L. Brown                        | Parties to Litigation/Pending Liability           | Kenneth L. Brown                                  | To the extent the entity with a L&W possible relationship is related to this party in interest, L&W has in the past and currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases.  |

| <b>Party in Interest</b>                                 | <b>Category With Respect to Party in Interest</b> | <b>Latham &amp; Watkins Possible Relationship</b>                           | <b>Comments and/or Status</b>  |
|--|---|---|--|
| Konica Minolta Business Solutions U.S.A., Inc.           | UCC-I   | Konica Minolta Holdings, Inc.,<br>Minolta Cameraco Ltd., Konica Corporation | L&W has in the past and currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases. One or more attorneys at L&W represented this entity while at a prior firm, and such representation was in matters wholly unrelated to the Debtors' Chapter 11 cases. |
| KPMG   | Debtors' Professionals                            | KPMG, Peat Marwick Mitchell & Co.   | L&W has in the past and currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases. One or more attorneys at L&W represented this entity while at a prior firm, and such representation was in matters wholly unrelated to the Debtors' Chapter 11 cases. |
| Lawrence Smith   | Parties to Litigation/Pending Liability           | Lawrence Smith  | To the extent the entity with a L&W possible relationship is related to this party in interest, L&W has in the past and currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases.   |
| Man K. Kim   | Parties to Litigation/Pending Liability           | Yong Man Kim  | To the extent the entity with a L&W possible relationship is related to this party in interest, L&W currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases.   |
| McGladrey & Pullen, LLP                                  | Debtors' Professionals                            | McGladrey & Pullen  | L&W has in the past and currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases.   |
| Michael A. Stolper                                       | Current and Former Officers and Directors         | Stolper & Company   | To the extent the entity with a L&W possible relationship is related to this party in interest, L&W has in the past represented this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases.  |
| Michigan Department of the Treasury-Revenue Tax Division | Taxing Authorities                                | Michigan Department of the Treasury   | L&W has in the past and currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases.   |
| Minnesota Revenue Department                             | Taxing Authorities                                | Minnesota Department of Revenue   | L&W currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases.   |
| National Credit Union Administration                     | Governmental & Regulatory Agencies                | National Credit Union Administration  | L&W has in the past represented this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases.  |

| <b>Party in Interest</b>                          | <b>Category With Respect to Party in Interest</b> | <b>Latham &amp; Watkins Possible Relationship</b> | <b>Comments and/or Status</b>   |
|---|---|---|---|
| National Union Fire Insurance Company             | Insurers  | National Union Fire Insurance Company             | L&W has in the past and currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases. One or more attorneys at L&W represented this entity while at a prior firm, and such representation was in matters wholly unrelated to the Debtors' Chapter 11 cases.  |
| New Jersey Office of State Treasurer              | Taxing Authorities                                | Treasurer of New Jersey                           | L&W has in the past represented this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases.   |
| New York State Department of Taxation and Finance | Taxing Authorities                                | New York Department of Taxation & Finance         | L&W currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases.  |
| New York Taxation and Finance Department          | Taxing Authorities                                | New York Department of Taxation & Finance         | L&W currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases.  |
| North Carolina Revenue Department                 | Taxing Authorities                                | North Carolina Department of Revenue              | L&W currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases.  |
| O. C Tanner                                       | Top 30 Unsecured Creditors (consolidated)         | O.C. Tanner Co., Tanner O.C.                      | To the extent the entity with a L&W possible relationship is related to this party in interest, L&W has in the past and currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases.  |
| Office of Thrift Supervision                      | Governmental & Regulatory Agencies                | Office of Thrift Supervision                      | L&W currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases.  |
| Oracle  | Top 30 Unsecured Creditors (consolidated)         | Oracle Corporation, Oracle France, Oracle USA     | To the extent the entity with a L&W possible relationship is related to this party in interest: (a) L&W has in the past and currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases and (b) one or more attorneys at L&W represented this entity while at a prior firm, and such representation was in matters wholly unrelated to the Debtors' Chapter 11 cases. |

| <b>Party in Interest</b>               | <b>Category With Respect to Party in Interest</b> | <b>Latham &amp; Watkins Possible Relationship</b> | <b>Comments and/or Status</b>   |
|--|---|---|---|
| PECO                                   | Top 30 Unsecured Creditors (consolidated)         | PECO Energy Company                               | L&W has in the past and currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases. One or more attorneys at L&W represented this entity while at a prior firm, and such representation was in matters wholly unrelated to the Debtors' Chapter 11 cases.  |
| Pepper Hamilton LLP                    | Debtors' Professionals                            | Pepper, Hamilton & Scheetz, Pepper Hamilton       | L&W has in the past and currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases.  |
| Philadelphia Newspapers                | Top 30 Unsecured Creditors (consolidated)         | Philadelphia Newspapers LLC                       | L&W has in the past and currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases.  |
| Philip Cook                            | Major Contract Counterparties                     | Philip Cook                                       | To the extent the entity with a L&W possible relationship is related to this party in interest, L&W has in the past represented this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases.   |
| Phillips And Cohen Associates, Ltd.    | Major Contract Counterparties                     | Phillip Cohen                                     | To the extent the entity with a L&W possible relationship is related to this party in interest, L&W has in the past and currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases.  |
| Richards Layton & Finger, P.A.         | Debtors' Professionals                            | Richards Layton & Finger                          | L&W has in the past and currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases.  |
| Robert Williamson                      | Top 30 Unsecured Creditors (consolidated)         | Robert Williamson                                 | To the extent the entity with a L&W possible relationship is related to this party in interest, L&W currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases.  |
| Schneider, Harrison, Segal & Lewis LLP | Debtors' Professionals                            | Schnader, Harrison, Segal & Lewis                 | L&W has in the past represented this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases.   |
| Schwab                                 | Top 30 Unsecured Creditors (consolidated)         | Schwab Investments, Charles Schwab & Co. Inc.     | To the extent the entity with a L&W possible relationship is related to this party in interest: (a) L&W has in the past and currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases and (b) one or more attorneys at L&W represented this entity while at a prior firm, and such representation was in matters wholly unrelated |

| <b>Party in Interest</b>                              | <b>Category With Respect to Party in Interest</b> | <b>Latham &amp; Watkins Possible Relationship</b>                       | <b>Comments and/or Status</b>   |
|---|---|---|---|
|   |   |   | to the Debtors' Chapter 11 cases.   |
| Schwab Retirement Plan Services Inc.                  | Major Contract Counterparties                     | Schwab Investments, Charles Schwab & Co. Inc.                           | To the extent the entity with a L&W possible relationship is related to this party in interest: (a) L&W has in the past and currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases and (b) one or more attorneys at L&W represented this entity while at a prior firm, and such representation was in matters wholly unrelated to the Debtors' Chapter 11 cases. |
| Sheryl Dylan Russell                                  | Parties to Litigation/Pending Liability           | Sheryl Russell  | To the extent the entity with a L&W possible relationship is related to this party in interest, L&W has in the past represented this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases.   |
| State of California Franchise Tax Board               | Taxing Authorities                                | California Franchise Tax Board  | L&W has in the past and currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases.  |
| SunGard Availability Services                         | Major Contract Counterparties                     | Sungard, Sungard Data Systems   | To the extent the entity with a L&W possible relationship is related to this party in interest, L&W has in the past and currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases.  |
| The Fidelity and Deposit Company of Maryland (Zurich) | Insurers  | Fidelity and Deposit Company of Maryland                                | To the extent the entity with a L&W possible relationship is related to this party in interest, L&W currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases.  |
| US Realty Advisors                                    | Debtors' Professionals                            | US Realty   | To the extent the entity with a L&W possible relationship is related to this party in interest, L&W has in the past represented this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases.   |
| Utah State Tax Commission                             | Taxing Authorities                                | Utah State Tax Commission   | L&W has in the past and currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases.  |
| Verizon   | Top 30 Unsecured Creditors (consolidated)         | Verizon Communications, Verizon Internet Services C.B.A. Verizon Online | L&W has in the past and currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases. One or more attorneys at L&W represented this entity while at a prior firm, and such representation  |



| <b>Party in Interest</b>   | <b>Category With Respect to Party in Interest</b> | <b>Latham &amp; Watkins Possible Relationship</b>  | <b>Comments and/or Status</b>  |
|--|---|--|--|
|  |   |  | was in matters wholly unrelated to the Debtors' Chapter 11 cases.  |
| Visa Inc. (as of December 31, 2008, owns 497 shares of Visa stock) | Recent Sales and Acquisitions                     | Visa International, Visa International Service Association                                 | L&W has in the past and currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases. One or more attorneys at L&W represented this entity while at a prior firm, and such representation was in matters wholly unrelated to the Debtors' Chapter 11 cases. |
| Wachovia NJ/PA/NY  | Major Contract Counterparties                     | Wachovia Bank, National Association, Wachovia Securities, Wachovia and affiliated entities | L&W has in the past and currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases. One or more attorneys at L&W represented this entity while at a prior firm, and such representation was in matters wholly unrelated to the Debtors' Chapter 11 cases. |
| Weil, Gotshal & Manges LLP   | Debtors' Professionals                            | Weil, Gotshal & Manges LLP   | L&W has in the past represented this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases.  |
| Westchester Fire Insurance Company (ACE)                           | Insurers  | Westchester Fire Insurance Company   | To the extent the entity with a L&W possible relationship is related to this party in interest, L&W has in the past and currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases.   |
| William A. Hill Jr.  | Major Contract Counterparties                     | William Hill (Client Contact Skid Row Development Corporation)                             | To the extent the entity with a L&W possible relationship is related to this party in interest, L&W has in the past represented this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases.  |
| William A. Rosoff  | Current and Former Officers and Directors         | William Rosoff (Client Contact for Village Green Foods)                                    | To the extent the entity with a L&W possible relationship is related to this party in interest, L&W currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases.   |
| XL Specialty Insurance Company                                     | Insurers  | XL Capital Assurance Inc., XL Specialty Insurance  | L&W has in the past and currently represents this entity and/or certain affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases. One or more attorneys at L&W represented this entity while at a prior firm, and such representation was in matters wholly unrelated to the Debtors' Chapter 11 cases. |



**Exhibit C**

**LATHAM & WATKINS**  
**RANGE OF HOURLY BILLING RATES FOR 2009**

**General Range of Rates**

|            | <b><u>Hourly Rate</u></b> |
|------------|---------------------------|
| Partners   | \$750 - \$1050            |
| Of Counsel | \$625 - \$975             |
| Associates | \$370 - \$740             |
| Paralegals | \$115 - \$415             |

**Partners Expected to Be Most Active**

|                    |          |
|--------------------|----------|
| David Raab         | \$995.00 |
| Mitchell A. Seider | \$950.00 |
| Roger G. Schwartz  | \$850.00 |

**Associates Expected to Be Most Active**

|                      |          |
|----------------------|----------|
| Jocelyn Noll         | \$695.00 |
| Melissa Hall         | \$620.00 |
| Adam Goldberg        | \$530.00 |
| Orly Morgenstern     | \$505.00 |
| Catherine Martin     | \$475.00 |
| Aaron Singer         | \$475.00 |
| Christopher Blickley | \$425.00 |
| Evan Thorn           | \$425.00 |

**Paraprofessionals Expected to Be Most Active**

|                |          |
|----------------|----------|
| Lauren Gaskill | \$185.00 |
|----------------|----------|

**EXHIBIT B**



Application and the relief requested therein being in accordance with 28 U.S.C. §157, (c) said law firm does not hold or represent any interest materially adverse to the Debtors, any creditors of the Debtors, the United States Trustee for this District or any person employed in the United States Trustee's office, or any other party in interest with respect to the matters upon which said firm is to be engaged, (d) said firm is a "disinterested person" and has no adverse interest in connection with these cases as contemplated by the Bankruptcy Code, and (e) such retention is in the best interests of the Committee and necessary to its performance; the Court finding that notice of the Application given by the Committee was sufficient under the circumstances and it appearing that no other notice need be given; and the Court being fully advised on the premises and having determined that the legal and factual bases set forth in the Application and the Seider Affidavit establish just cause for the relief herein granted; and after due deliberation and sufficient cause appearing therefor, IT IS HEREBY:

**ORDERED**, that the Application is GRANTED, and it is further;

**ORDERED**, that the employment and retention of Latham & Watkins, as counsel for the Committee shall be, and the same hereby is, authorized *nunc pro tunc* as of November 24, 2009, the date on which the Committee selected Latham & Watkins as its counsel; and it is further

**ORDERED**, that Latham & Watkins shall be employed in accordance with its ordinary and customary rates, to perform the necessary legal services required by the Committee; and it is further

**ORDERED**, that the compensation to be paid to Latham & Watkins for legal services rendered and reimbursement of expenses incurred on behalf of the Committee shall be fixed by the Court upon appropriate application therefor in accordance with the Bankruptcy

Code, the Bankruptcy Rules, the Local Rules, and any applicable orders or procedures fixed now or in the future by this Court; and it is further

**ORDERED**, that copies of all notices, pleadings and other documents filed in these cases and any and all adversary proceedings shall be served upon the Committee by serving Latham & Watkins LLP, 885 Third Avenue, Suite 1000, New York, NY 10022 (attn: Mitchell A. Seider, Esq., Roger G. Schwartz, Esq. and Adam J. Goldberg, Esq.); and it is further

**ORDERED**, that the Court shall retain jurisdiction over any and all matters arising from the interpretation or implementation of this Order.

Dated: February \_\_\_\_, 2010  
Wilmington, Delaware

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The Honorable Kevin J. Carey  
UNITED STATES BANKRUPTCY JUDGE

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

|                       |                           |
|-----------------------|---------------------------|
| -----                 | X                         |
| In re:                | : Chapter 11              |
|                       | :                         |
| ADVANTA CORP, et al.. | : Case No. 09-13931 (KJC) |
|                       | :                         |
| Debtors.              | : (Jointly Administered)  |
| -----                 | X                         |

**CERTIFICATE OF SERVICE**

I, the undersigned, hereby certify that on this 21<sup>st</sup> day of December, 2009, I caused a true and correct copy of the **Application for Order Approving the Employment and Retention of Latham & Watkins LLP as Counsel for the Official Committee of Unsecured Creditors *Nunc Pro Tunc* to November 24, 2009** 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: December 21, 2009

**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

Proposed Counsel for the Official  
Committee of Unsecured Creditors