

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
ADVANTA CORP, <u>et al.</u> , ¹)	Case No. 09-13931 (KJC)
)	
Debtors.)	(Jointly Administered)
)	
)	Re: Docket 124

**CERTIFICATION OF COUNSEL REGARDING 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 19 [corrected date], 2009**

The undersigned certifies as follows:

1. On December 21, 2009, the Official Committee of Unsecured Creditors (the “Committee”) of the above captioned debtors and debtors-in-possession (collectively, the “Debtors”) filed 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 [Docket No. 124] (the “Application”) with the United States Bankruptcy Court for the District of Delaware (the “Court”).

2. The undersigned further certifies that he has reviewed the Court’s docket in the

¹ The Debtors in these cases, along with the last four digits of each Debtors’ federal tax identification number, are Advanta Corp. (2070), Advanta Investment Corp. (5627), Advanta Business Services Holding Corp. (4047), Advanta Business Services Corp. (3786), Advanta Shared Services Corp. (7074), Advanta Service Corp. (5625), Advanta Advertising Inc, (0186), Advantennis Corp. (2355), Advanta Mortgage Holding Company (5221), Advanta Auto Finance Corporation (6077), Advanta Mortgage Corp. USA (2654), Advanta Finance Corp. (8991), Great Expectations International Inc. (0440), Great Expectations Franchise Corp. (3326), and Great Expectations Management Corp. (3328), Advanta Ventures Inc. (5127), BizEquity Corp. (8960), Ideablob Corp. (0726), and Advanta Credit Card Receivables Corp. (7955).

above-captioned chapter 11 cases and no answer, objection or other responsive pleading to the Application appears thereon. Pursuant to the Notice of Application and Hearing, responses to the Application were to be filed and served no later than 4:00 p.m. (Eastern Standard Time) on January 11, 2009.

3. The Committee received certain informal comments (the “Comments”) to the Application from the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”) on Friday January 8, 2009 at 5:22 p.m. In order to facilitate a consensual resolution to the Comments, the Committee agreed to an extension of the objection deadline, through January 13, 2009 at 4:00 p.m. Other than the Comments, the undersigned further certifies that neither he nor the Committee have received further comments, objections or informal responses to the Application. Attached hereto as Exhibit A is a revised form of order resolving the Comments (the “Revised Order”).

4. In addition, a technical error was discovered in the Application and the form of order attached thereto. Specifically, the Application and the form of order incorrectly request the Court to set November 24, 2009 as the effective date of the employment and retention of Latham & Watkins LLP. November 19, 2009 is the correct and appropriate date for the initiation of the employment and retention of Latham & Watkins LLP as counsel to the Committee because the Committee was formed and selected Latham & Watkins LLP as its counsel on that date. The Revised Order remedies this technical error in addition to addressing the Comments.

5. The Revised Order has been circulated to and is acceptable to the U.S. Trustee and the Debtors. For the convenience of the Court and all parties-in-interest, a blackline of the Revised Order against the proposed form of order filed with the Application is attached hereto as Exhibit B.

WHEREFORE, the Committee respectfully requests that the Revised Order, substantially in the form attached hereto as Exhibit A, be entered at the earliest convenience of the Court.

Dated: January 13, 2010
Wilmington, Delaware

/s/ Howard 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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Proposed Counsel of the Official Committee
of Unsecured Creditors

EXHIBIT A

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 19, 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; *provided that* Latham & Watkins, without first petitioning the Court, will not charge an hourly rate for any of its attorneys or personnel of more than \$1000.00 per hour; 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

The Honorable Kevin J. Carey
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT B

consideration of the 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:

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Wilmington, Delaware

The Honorable Kevin J. Carey
UNITED STATES BANKRUPTCY JUDGE