

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
ADVANTA CORP, <i>et al.</i> , ¹)	Case No. 09-13931 (KJC)
)	(Jointly Administered)
Debtors.)	
)	
)	Related Docket No.: <u>124,156</u>

**ORDER GRANTING 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, 2009**

This matter having been brought before the Court by the Official Committee of Unsecured Creditors (the "Committee") in the above-captioned cases, upon application (the "Application") for the 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 (the "Local Rules"), authorizing the employment and retention of Latham & Watkins LLP ("Latham & Watkins") as counsel, *nunc pro tunc* to November 19, 2009; and the Court having considered the Application, the accompanying Affidavit of Mitchell A. Seider, and all responses or objections to the Application; and the Court finding that (a) the Court has jurisdiction over the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, (b) the consideration of 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).

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

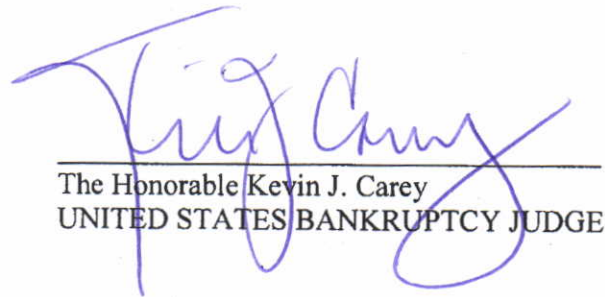
ORDERED, that the compensation to be paid to Latham & Watkins for legal services rendered and reimbursement of expenses incurred on behalf of the Committee shall be

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: ^{Jan 15} February 15, 2010
Wilmington, Delaware


The Honorable Kevin J. Carey
UNITED STATES BANKRUPTCY JUDGE