

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

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

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

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

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

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

2. I am familiar with the matters set forth herein and submit this Affidavit, on behalf of Latham & Watkins, to supplement my Affidavit of December 18, 2009 (the “Initial Affidavit”), submitted in support of the application for an order authorizing the retention of Latham & Watkins as counsel, *nunc pro tunc* to November 19, 2009, for the Official Committee

---

<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).

of Unsecured Creditors (the “Committee”). All capitalized terms used herein but not defined, shall have the meaning ascribed to them in the Initial Affidavit.

3. I previously attached, as Exhibit B to the Initial Affidavit, a summary schedule of 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. This supplement to the Initial Affidavit (the “Supplement”) is submitted for the purpose of disclosing additional connections between Latham & Watkins and certain parties in interest that may have been unintentionally omitted from the Initial Affidavit and that have been discovered through the ongoing diligence of Latham & Watkins.

4. Latham & Watkins may have in the past, may currently and/or may in the future represent FTI Consulting Inc. and/or certain of its affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases.

5. Latham & Watkins may have in the past, may currently and/or may in the future represent Alvarez & Marsal North America, LLC. and/or certain of its affiliates or subsidiaries in matters wholly unrelated to the Debtors' Chapter 11 cases.

6. I do not believe that any of Latham & Watkins’ representations of FTI Consulting Inc. or Alvarez & Marsal North America, LLC. 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 and previously stated in the Initial Affidavit, 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.

7. As was the case with the Initial Affidavit, despite the efforts described above to identify and disclose connections with parties in interest in these cases, because the Debtors have

numerous creditors and other relationships, and because many of the names of parties in interest in these cases are common and cannot be confirmed as being related or unrelated to Latham & 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 further supplement the Initial Affidavit.

EXECUTED this 27th day of January, 2010 at New York, New York.

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

Sworn to before me this  
27th day of January, 2010

/s/ Stephanie M. Schade  
Stephanie M. Schade  
Notary Public, State of New York  
No.: 31-4630702  
Qualified in New York County  
Commission Expires May 31, 2010