

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

In re:) Chapter 11
)
ADVANTA CORP., *et al.*,¹) Case No. 09-13931 (KJC)
)
Debtors.) (Jointly Administered)

**Objection Deadline: October 5, 2010 at 4:00 p.m.
Hearing Date: TBD**

NOTICE OF SECOND INTERIM FEE APPLICATION

Name of applicant (the “*Applicant*”): Latham & Watkins LLP

Authorized to provide professional services to: Official Committee of Unsecured Creditors

Date of retention: November 19, 2009

Period for which compensation and reimbursement is sought: April 1, 2010 through July 31, 2010

Amount of compensation sought as actual, reasonable and necessary: \$1,498,244.50

Amount of expense reimbursement sought as actual, reasonable and necessary: \$ 28,566.94

¹ The Debtors in these cases, along with the last four digits of each Debtor’s 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). Each of the Debtors (other than the Great Expectations entities) maintains its principal corporate office at Welsh & McKean Roads, P.O. Box 844, Spring House, Pennsylvania 19477-0844. The Great Expectations entities maintain their principal corporate office at 1209 Orange Street, Wilmington, Delaware 19801. Additional information regarding the Debtors’ business and the background relating to events leading up to these chapter 11 cases can be found in the Declaration of William A. Rosoff in Support of the Debtors’ Chapter 11 Petitions and First-Day Motions, filed on November 8, 2009 (the “*Rosoff Declaration*”), the date the Debtors filed their petitions (the “*Commencement Date*”) under chapter 11 of title 11 of the United States Code (the “*Bankruptcy Code*”). As of the Commencement Date, the Debtors are authorized to continue to operate their businesses and manage their properties as debtors and debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. Further, in accordance with an order of this Court, the Debtors’ cases are being jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure.

This is (a)n: X interim _____ final application
 Summary of fee applications for the compensation period:

Date Filed	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
06/04/2010	04/01/2010 – 04/30/2010	\$289,940.50	\$8,583.09	\$231,952.40	\$8,583.09
07/02/2010	05/01/2010 – 05/31/2010	\$315,757.00	\$4,859.76	\$252,605.60	\$4,859.76
08/13/2010	06/01/2010 – 06/30/2010	\$422,064.00	\$7,909.21	\$337,651.20	\$7,909.21
09/02/2010	07/01/2010 – 07/31/2010	\$470,483.00	\$7,214.88	\$376,386.40	\$7,214.88

Summary of any objections to fee applications:

Date of Fee Application	Date of Objection	Total Fees Subject to Objection	Total Expenses Subject to Objection
N/A			

PLEASE TAKE NOTICE that, pursuant to the Court’s Order Pursuant to Sections 330 and 331 of the Bankruptcy Code and Bankruptcy Rule 2016 Implementing Certain Procedures for the Interim Compensation and Reimbursement of Professionals, dated 12/03/2009 (Docket No. 102) (the “*Interim Compensation Order*”), objections, if any, to this Second Interim Fee Application² must be filed with the Court and served on the Applicant at the address set forth below and the Notice Parties so as to be received **by or before 4:00 p.m. (E.T.) on October 5, 2010**. If no timely objections are filed to the Second Interim Fee Application, the Court, in accordance with the terms of the Interim Compensation Order, may enter an order granting the Second Interim Fee Application without a hearing.

² Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to them in the Interim Compensation Order.

Dated: September 14, 2010
Wilmington, Delaware

Respectfully Submitted,

/s/ Roger G. Schwartz

Mitchell A. Seider
Roger G. Schwartz
LATHAM & WATKINS LLP
885 Third Avenue, Suite 1200
New York, New York 10022-4834
Telephone: (212) 906-1200
Facsimile: (212) 751-4864
E-mail: Mitchell.Seider@lw.com
Roger.Schwartz@lw.com

Attorneys for the Official Committee
of Unsecured Creditors