

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

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*In re* : Chapter 11  
: :  
ADVANTA CORP., *et al.*, : Case No. 09-[●] (●)  
: :  
Debtors.<sup>1</sup> : (Joint Administration Requested)  
: :  
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**NOTICE OF ELECTION AND CONSENT UNDER THE  
[INTERIM/FINAL] ORDER PURSUANT TO  
SECTIONS 105 AND 362 OF THE BANKRUPTCY CODE ESTABLISHING  
NOTIFICATION PROCEDURES AND APPROVING RESTRICTIONS  
ON CERTAIN TRANSFERS OF INTERESTS IN THE DEBTORS' ESTATES**

PLEASE TAKE NOTICE that [Name of Claimholder] herewith elects to become an Electing Claimholder under the [Interim/Final Order] Pursuant to Sections 105(a) and 362 of the Bankruptcy Code Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Interests in the Debtors' Estates (the "Order") and agrees to be bound by the terms set forth therein and below.

PLEASE TAKE FURTHER NOTICE that the taxpayer identification number of [Name of Claimholder] is \_\_\_\_\_.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order, this Notice is being filed with the Court and served upon the Debtors, the Debtors' counsel and the Creditors' Committee's counsel.

PLEASE TAKE FURTHER NOTICE that, in the event that the Debtors deliver notice (a "**Sell-Down Notice**") that an Electing Claimholder<sup>2</sup> must sell, cause to sell or otherwise

<sup>1</sup> 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.

transfer all or a portion of its beneficial ownership of the excess (in each case, calculated by Class) of (x) the amount of Claims beneficially owned by such Electing Claimholder over (y) such Electing Claimholder's Maximum Amount to unrelated transferees each of which does not own immediately prior to such transfer, and will not own after the contemplated consummation of such transfer, an Excess Amount with respect to such transferee, then the Electing Claimholder shall sell, cause to sell or otherwise transfer the portion of the Excess Amount specified in the Sell-Down Notice, prior to the Sell-Down Date.

PLEASE TAKE FURTHER NOTICE that the Electing Claimholder agrees not to sell, cause to sell or otherwise transfer Claims to any transferee if the Electing Claimholder has a reasonable basis to believe that (1) such transferee is or would become as a result of such sale or transfer a Substantial Claimholder, and (2) the transferee is an Electing Claimholder. In effecting any sale or other transfer of Claims pursuant to a Sell-Down Notice, an Electing Claimholder shall, to the extent that it is reasonably feasible to do so within normal constraints of the market in which such sale takes place, notify the acquirer of such Claims of the existence of the Order and the Equity Forfeiture Provision (it being understood that, in all cases in which there is direct communication between a sales person and a customer, including, without limitation, communication via telephone, e-mail and instant messaging, the existence of the Order and the Equity Forfeiture Provision shall be included in such sales person's summary of the transaction).

PLEASE TAKE FURTHER NOTICE that, until the date that the Electing Claimholder has sold, caused to sell or otherwise transferred that portion of the Excess Amount specified in the Sell-Down Notice, the Electing Claimholder (either directly or through its advisors) shall not, and shall not be asked to, disclose (or otherwise make evident unless compelled to do so by an order of a court of competent jurisdiction or some other applicable legal requirement) to the Debtors that any Claims in which such Electing Claimholder has a beneficial ownership are Newly Traded Claims. For this purpose, the Debtors acknowledge and agree that the following activities shall not constitute participation in formulating a plan of reorganization if, in pursuing such activities, the relevant Electing Claimholder does not disclose (or otherwise make evident) to the Debtors that such Electing Claimholder has beneficial ownership of Newly Traded Claims: filing an objection to a proposed disclosure statement or to confirmation of a proposed plan of reorganization; voting to accept or reject a proposed plan of reorganization; reviewing or commenting on a proposed business plan; providing information on a confidential basis to the attorneys for the Debtors; general membership on an official committee or an *ad hoc* committee; or taking any action required by the order of the Court.

PLEASE TAKE FURTHER NOTICE that the Electing Claimholder acknowledges and agrees that, as sanction for violating the Electing Claimholder's obligations under this election, the Electing Claimholder may be subject to the Equity Forfeiture Provision under the Order.

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<sup>2</sup> All terms not expressly defined in this Notice shall be construed to have the same meaning as such terms have in the Order.

PLEASE TAKE FURTHER NOTICE that the Electing Claimholder acknowledges and agrees to provide a Notice of Compliance to the Debtors and Debtors' counsel within five (5) business days after the later of (i) entry of an order approving the 382(l)(5) Plan, (ii) the Sell-Down Date and (iii) such other date specified in the Sell-Down Notice (but in any event before the effective date of the 382(l)(5) Plan) that such Electing Claimholder has complied fully with the terms and conditions set forth in this Notice and the Sell-Down Notice.

PLEASE TAKE FURTHER NOTICE that this Notice is given in addition to, and not as a substitute for, any requisite notice under Rule 3001(e) of the Federal Rules of Bankruptcy Procedure.

[IF APPLICABLE] I am represented by [name of the law firm], [address], [phone], (Attn: [name]).

Respectfully submitted,

\_\_\_\_\_  
(Name of Electing Claimholder)

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

Telephone: \_\_\_\_\_

Facsimile: \_\_\_\_\_

Date: \_\_\_\_\_