

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

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<i>In re</i>	:	Chapter 11
ADVANTA CORP., <i>et al.</i> ,	:	Case No. 09-[●] (●)
Debtors. ¹	:	(Joint Administration Requested)
	:	
	-X	

**NOTICE OF INTENT TO PURCHASE, ACQUIRE
OR OTHERWISE ACCUMULATE ADVANTA STOCK**

PLEASE TAKE NOTICE that [Name of Filer] (the “*Filer*”) hereby provides notice (the “*Notice*”) of (i) its intention to purchase, acquire or otherwise accumulate directly one or more shares of Advanta Corp. (“*Advanta*”) Class A Preferred Stock (the “*Class A Preferred*”), Advanta Class A Common Stock (the “*Class A Common*”), Advanta Class B Common Stock (the “*Class B Common*,” and together with the Class A Preferred and the Class A Common, “*Advanta Stock*”) and/or Options (as defined below) to acquire shares of Advanta Stock and/or (ii) a proposed purchase or acquisition of shares of Advanta Stock and/or Options to acquire Advanta Stock that would result in an increase in the number of shares of Advanta Stock or Options to acquire Advanta Stock that are beneficially owned (as defined below) by the Filer (any proposed transaction described in (i) or (ii), a “*Proposed Transfer*”).

PLEASE TAKE FURTHER NOTICE that the following table sets forth the following information:

1. If the Proposed Transfer involves the purchase or acquisition directly by the Filer of shares of Advanta Stock and/or Options to acquire Advanta Stock, the table sets forth (i) the number of shares of Advanta Stock and/or Options to acquire Advanta Stock proposed to be

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.

purchased or acquired, and (ii) the date(s) of such Proposed Transfer (broken out by class, as applicable).

2. If the Proposed Transfer involves the purchase or acquisition of shares of Advanta Stock and/or Options to acquire Advanta Stock by a person or Entity other than the Filer, but the Proposed Transfer nonetheless would increase the number of shares of Advanta Stock and/or Options to acquire Advanta Stock that are beneficially owned by the Filer, the table sets forth (i) the name(s) of each such person or Entity that proposes to purchase or acquire such shares and/or Options, (ii) the number of shares and/or Options to be so purchased or acquired, and (iii) the date(s) of such Proposed Transfer (broken out by class, as applicable).

<i>Class</i>	<i>Name of Purchaser or Acquirer</i>	<i>Number of Shares of Advanta Stock to be Purchased or Acquired</i>	<i>Number of Shares of Subject to Options to be Purchased or Acquired</i>	<i>Date(s) of Proposed Transfer</i>
Class A Preferred				
Class A Common				
Class B Common				

(Attach additional page if necessary)

PLEASE TAKE FURTHER NOTICE that the following table summarizes the Filer's beneficial ownership of shares of Advanta Stock and/or Options to acquire Advanta Stock assuming the Proposed Transfer is approved and consummated as described above. The table sets forth, as of immediately following the Proposed Transfer, (i) the number of Shares of Advanta Stock (or Options to acquire Advanta Stock) that would be owned directly by the Filer and (ii) in the case of any beneficial ownership by the Filer of shares and/or Options that would be owned by another person or Entity as record/legal owner, the name(s) of each prospective record/legal owner and the number of shares and/or Options that would be owned by each such record/legal owner (broken out by class, as applicable):

<i>Class</i>	<i>Name of Owner</i>	<i>Number of Shares of Advanta Stock to be Owned</i>	<i>Number of Shares subject to Options to be Owned</i>
Class A Preferred			
Class A Common			

Class B Common			
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(Attach additional page if necessary)

PLEASE TAKE FURTHER NOTICE that if the Proposed Transfer involves a purchase or acquisition of shares of Advanta Stock and/or Options to acquire Advanta Stock directly by the Filer and such Proposed Transfer would result in (i) an increase in the beneficial ownership of shares of Advanta Stock and/or Options to acquire Advanta Stock by a person or Entity (other than the Filer) that currently is a Substantial Equityholder or (ii) a person or Entity (other than the Filer) becoming a Substantial Equityholder, the following table sets forth (i) the name of each such person or Entity, (ii) the number of shares of Advanta Stock and/or Options to acquire Advanta Stock that are beneficially owned by such person or Entity prior to the Proposed Transfer, and (iii) the number of shares of Advanta Stock and/or Options to acquire Advanta Stock that would be beneficially owned by such person or Entity immediately following the Proposed Transfer (broken out by class, as applicable).

<i>Class</i>	<i>Name of Beneficial Owner</i>	<i>Number of Shares/Options prior to Proposed Transfer</i>	<i>Number of Shares/Options following Proposed Transfer</i>
Class A Preferred			
Class A Common			
Class B Common			

(Attach additional page if necessary)

PLEASE TAKE FURTHER NOTICE that the taxpayer identification number of the Filer is _____.

PLEASE TAKE FURTHER NOTICE that, under penalties of perjury, the Filer hereby declares that it has examined this Notice and accompanying attachments (if any), and, to the best of its knowledge and belief, this Notice and any attachments which purport to be part of this Notice are true, correct and complete.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Interim 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 the Debtors or the Creditors' Committee have **fifteen (15) business days** after the filing of this Notice to object to the Proposed Transfer described herein. If the Debtors or the Creditors' Committee file an objection, such Proposed Transfer will not be effective unless approved by a final and nonappealable order of the Court. If the Debtors and the Creditors' Committee do not object within such fifteen (15) business day period, or if the Debtors and the Creditors' Committee

provide written authorization approving the Proposed Transfer prior to the end of such fifteen (15) business day period, then such Proposed Transfer may proceed solely as specifically described in this Notice.

PLEASE TAKE FURTHER NOTICE that any further transactions that may result in the Filer increasing its beneficial ownership of shares of Advanta Stock and/or Options to acquire Advanta Stock will each require an additional notice filed with the Court to be served in the same manner as this Notice.

For purposes of this Notice:

(i) “Beneficial ownership” (or any variation thereof of Advanta Stock and Options to acquire Advanta Stock) shall be determined in accordance with applicable rules under section 382 of the Tax Code, Treasury Regulations and rulings issued by the Internal Revenue Service (the “*IRS*”), and, thus, to the extent provided in those rules, from time to time shall include, without limitation, (A) direct and indirect ownership (*e.g.*, a holding company would be considered to beneficially own all stock owned or acquired by its subsidiaries), (B) ownership by a holder’s family members and any group of persons acting pursuant to a formal or informal understanding to make a coordinated acquisition of stock, and (C) to the extent set forth in Treasury Regulations section 1.382-4, the ownership of an Option to acquire Advanta Stock;

(ii) “Entity” has the meaning given to it in Treasury Regulations section 1.382-3(a) and shall include persons acting pursuant to a formal or informal understanding among themselves to make a coordinated acquisition;

(iii) “Option” means any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture, contract to acquire stock, or similar interest regardless of whether it is contingent or otherwise not currently exercisable;

(iv) “Substantial Equityholder” means any person or Entity that beneficially owns at least:

- a. 47 shares of Advanta’s Class A Preferred Stock (representing 4.75% of all shares of Advanta’s Class A Preferred Stock issued and outstanding);
- b. 684,481 shares of Advanta’s Class A Common Stock (representing 4.75% of all shares of Advanta’s Class A Common Stock issued and outstanding); or
- c. 1,413,432 shares of Advanta’s Class B Common Stock (representing 4.75% of all shares of Advanta’s Class B Common Stock issued and outstanding).

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

Respectfully submitted,

[Name of Filer]

By: _____

Name: _____

Title: _____

Address: _____

Telephone: _____

Facsimile: _____

Date: _____