

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

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:
: Chapter 11
:
: Case No. 09-[●] (●)
:
: (Joint Administration Requested)
:
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**NOTICE OF REQUEST TO PURCHASE,
ACQUIRE OR OTHERWISE ACCUMULATE A CLAIM²**

PLEASE TAKE NOTICE that [Name of Filer] (the “*Filer*”) hereby provides notice (the “*Notice*”) of (i) its intent to purchase, acquire or otherwise accumulate directly a Claim or Claims against Advanta Corp. (“*Advanta*”) and certain of its affiliates, as debtors and debtors in possession (collectively, the “*Debtors*”) and/or (ii) a proposed purchase or acquisition of Claims that, following the proposed acquisition, would be beneficially owned by the Filer (any proposed transaction described in (i) or (ii), a “*Proposed Transfer*”).

PLEASE TAKE FURTHER NOTICE that, if applicable, on [Prior Date(s)], the Filer filed a Notice of Substantial Claimholder Status with the Court and served copies thereof on the Debtors and Debtors’ counsel.

PLEASE TAKE FURTHER NOTICE that the Filer is filing this notice as (check one):

¹The 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.

² Unless otherwise indicated, all terms not expressly defined in this Notice shall be construed to have the same meaning as such terms have in the Interim Order pursuant to sections 105(a) and 362 of the Bankruptcy Code (i) establishing notification procedures regarding restrictions on certain transfers of interests in the Debtors’ estates and (ii) scheduling a final hearing.

<i>A Substantial Claimholder</i>	
<i>A person or Entity that would, upon consummation of the Proposed Transfer, become a Substantial Claimholder</i>	

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

1. In the case of Claims that are owned directly by the Filer, the table sets forth the dollar amount of all Claims beneficially owned (as defined below) by the Filer (broken down by Class, as applicable).

2. In the case of Claims that are not owned directly by the Filer but are nonetheless beneficially owned by the Filer, the table sets forth (i) the name(s) of each record or legal owner of Claims that are beneficially owned by the Filer, and (ii) the dollar amount of all Claims beneficially owned by such record or legal owner (broken out by Class, as applicable).

Class	Name of Owner	Dollar Amount Owned
<i>Retail Notes</i>		
<i>Other Unsecured Claims and Trust Preferreds</i>		

(Attach additional page if necessary)

PLEASE TAKE FURTHER NOTICE that the following table sets forth a summary of the Protected Amount for each Class of Claims beneficially owned by the Filer (whether owned by the Filer directly or indirectly), and that Filer will provide any additional information in respect of such Claims that the Debtors reasonably request.

Class	Name of Owner	Protected Amount
<i>Retail Notes</i>		
<i>Other Unsecured Claims and Trust Preferreds</i>		

(Attach additional page if necessary)

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

1. If the Proposed Transfer involves the purchase or acquisition of Claims directly by the Filer, the following table sets forth the dollar amount of all Claims (by Class) proposed to be purchased or acquired.

2. If the Proposed Transfer involves the purchase or acquisition of Claims by a person or Entity other than the Filer, but the Proposed Transfer nonetheless would increase the dollar amount of Claims that are beneficially owned by the Filer, the following table sets forth (i) the name(s) of each such person or Entity that proposes to purchase or acquire such Claims, and (ii) the dollar amount of all Claims (by Class) to be so purchased or acquired.

Class	Record/Legal Owner	Dollar Amount to be Acquired
<i>Retail Notes</i>		
<i>Other Unsecured Claims and Trust Preferreds</i>		

(Attach additional page if necessary)

PLEASE TAKE FURTHER NOTICE that if the Proposed Transfer involves a purchase or acquisition of Claims directly by the Filer and such Proposed Transfer would result in (i) an increase in the Beneficial Ownership of Claims by a person or Entity (other than the Filer) that currently is a Substantial Claimholder or (ii) a person or Entity (other than the Filer) becoming a Substantial Claimholder, the following table sets forth (x) the name of each such person or Entity, (y) the dollar amount of all Claims beneficially owned by such person or Entity (broken down by Class, as applicable), and (z) the dollar amount of all Claims that would be beneficially owned by such person or Entity immediately following the Proposed Transfer (broken down by Class, as applicable):

Class	Name of Owner	Dollar Amount Currently Owned	Dollar Amount to be Owned Following Proposed Transfer
<i>Retail Notes</i>			
<i>Other Unsecured Claims and Trust Preferreds</i>			

(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 Filer hereby acknowledges that if the Proposed Transfer is not approved in writing by the Debtors within **fifteen (15) business days** after the filing of this Notice, such Proposed Transfer shall be deemed rejected. If the Debtors 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 Claims will each require an additional notice filed with the Court to be served in the same manner as this Notice.

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.

(i) "Beneficial ownership" of Claims means (x) the beneficial ownership of a Claim as determined in accordance with applicable rules under section 382 of the Tax Code, the Treasury Regulations promulgated thereunder, and rulings issued by the IRS (for such purpose, treating a Claim as if it is stock), and, to the extent provided in those rules from time to time, shall include (A) direct and indirect ownership (e.g., a holding company would be considered to beneficially own all Claims owned or acquired by its subsidiaries) and (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 Claims; and (y) the beneficial ownership of an Option with respect to the acquisition of a Claim (for such purpose, treating a Claim as if it is stock) or any consideration distributed in respect of any Claim under a plan of reorganization; provided, that for the avoidance of doubt, beneficial ownership of a Claim also includes the beneficial ownership of any right to receive any equity consideration to be distributed in respect of a Claim pursuant to a plan of reorganization or applicable bankruptcy court order;

(ii) "Claim" means (A) the Retail Notes and (B) any other claim under which any of the Debtors is the obligor (which for this purpose shall include the Trust Preferreds). In calculating the amount of Claims hereunder, any applicable intercreditor agreements, shall be given in accordance with their terms;

(iii) "Class" means any separate class of Claims, including, without limitation, (A) the Retail Notes and (B) any other claim under which any of the Debtors is the obligor (which for this purpose shall include the Trust Preferreds);

(iv) "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;

(v) "Option" has the meaning provided in Treasury Regulations section 1.382-4(d)(9)(i), for this purpose treating Claims as if they were stock;

(vi) "Protected Amount" means the amount of Claims, by Class, of which a holder had Beneficial Ownership on the Order Date;

(vii) "Retail Notes" means the RediReserve Variable Rate Certificates and the Investment Notes issued by Advanta and governed by the terms of that certain indenture dated October 23, 1995 between Advanta and the Bank of New York Mellon (as successor to JP Morgan Chase Bank, N.A.), as indenture trustee;

(viii) "Substantial Claimholder" means any person or Entity that Beneficially Owns, or any Entity controlled by such person or Entity through which such person or Entity Beneficially Owns, with respect to any Class of Claims, a dollar amount of Claims of such Class of more than the Threshold Amount for such Class of Claims;

(ix) "Threshold Amount" means, for the following Classes of Claims, the amount of Claims set forth in the following table which amounts may be subsequently increased or decreased as the Debtors may determine to be appropriate in the Notice of 382(1)(5) Plan or thereafter in compliance with the Order:

<i>Retail Notes</i>	\$6,300,000
<i>Other Unsecured Claims and Trust Preferreds</i>	\$4,200,000

(x) "Trust Preferreds" shall mean the trust preferred securities issued by Advanta Capital Trust I, a statutory business trust, representing preferred beneficial interests in the assets of the trust. The assets of the trust consist of 8.99% junior subordinated debentures, due December 17, 2026, issued by Advanta.

[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: _____
