

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

2009 NOV 23 PM 1:29

-----X
In re : Chapter 11
ADVANTA CORP., et al., : Case No. 09-[●] (●) 09-13931 KJC
Debtors.¹ : (Joint Administration Requested)
-----X

NOTICE OF SUBSTANTIAL STOCK OWNERSHIP

PLEASE TAKE NOTICE that [Name of Filer] (the "Filer") hereby provides notice (the "Notice"), that, as of the date hereof, the Filer beneficially owns:

- (i) _____ shares of Advanta Corp. ("Advanta") Class A Preferred Stock (the "Class A Preferred") and/or Options to acquire _____ shares of Class A Preferred,
- (ii) _____ shares of Advanta Class A Common Stock (the "Class A Common") and/or Options to acquire _____ shares of Class A Common,
- (iii) 2,672,930 shares of Advanta Class B Common Stock (the "Class B Common") and/or Options to acquire _____ shares of Class B Common,

PLEASE TAKE FURTHER NOTICE that the taxpayer identification number of the Filer is 20-2862677

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

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.

Fund	Investment Description	Taxlot ID	Trade Quantity	Trade Date
SOUNDPOST CAPITAL LP	ADVANTA CORP CL-B CMN CLASS B	59026564	48192	03/03/2009
SOUNDPOST CAPITAL LP	ADVANTA CORP CL-B CMN CLASS B	59075023	43144	03/03/2009
SOUNDPOST CAPITAL LP	ADVANTA CORP CL-B CMN CLASS B	59092187	29413	03/05/2009
SOUNDPOST CAPITAL LP	ADVANTA CORP CL-B CMN CLASS B	61747838	187890	06/26/2009
SOUNDPOST CAPITAL LP	ADVANTA CORP CL-B CMN CLASS B	61759729	313165	06/26/2009
SOUNDPOST CAPITAL LP	ADVANTA CORP CL-B CMN CLASS B	61812537	46972	06/30/2009
SOUNDPOST CAPITAL LP	ADVANTA CORP CL-B CMN CLASS B	62020699	149993	07/09/2009
SOUNDPOST CAPITAL LP	ADVANTA CORP CL-B CMN CLASS B	62533671	76172	08/03/2009
SOUNDPOST CAPITAL LP	ADVANTA CORP CL-B CMN CLASS B	62551459	125658	08/05/2009
SOUNDPOST CAPITAL LP	ADVANTA CORP CL-B CMN CLASS B	64341271	185582	11/09/2009
SOUNDPOST CAPITAL LP	ADVANTA CORP CL-B CMN CLASS B	64341272	433025	11/09/2009
SOUNDPOST CAPITAL LP	ADVANTA CORP CL-B CMN CLASS B	64364000	26549	11/10/2009

Fund	Investment Description	Taxlot ID	Trade Quantity	Trade Date
HFR HE SOUNDPOST MASTER	ADVANTA CORP CL-B CMN CLASS B	61186727	1328	06/02/2009
HFR HE SOUNDPOST MASTER	ADVANTA CORP CL-B CMN CLASS B	61747760	46350	06/26/2009
HFR HE SOUNDPOST MASTER	ADVANTA CORP CL-B CMN CLASS B	61759728	77216	06/26/2009
HFR HE SOUNDPOST MASTER	ADVANTA CORP CL-B CMN CLASS B	61812536	11588	06/30/2009
HFR HE SOUNDPOST MASTER	ADVANTA CORP CL-B CMN CLASS B	61889304	26264	07/01/2009
HFR HE SOUNDPOST MASTER	ADVANTA CORP CL-B CMN CLASS B	62020697	43075	07/09/2009
HFR HE SOUNDPOST MASTER	ADVANTA CORP CL-B CMN CLASS B	62551460	29120	08/05/2009
HFR HE SOUNDPOST MASTER	ADVANTA CORP CL-B CMN CLASS B	62579612	3708	08/06/2009
HFR HE SOUNDPOST MASTER	ADVANTA CORP CL-B CMN CLASS B	63025527	14020	09/01/2009
HFR HE SOUNDPOST MASTER	ADVANTA CORP CL-B CMN CLASS B	63592091	24441	10/01/2009
HFR HE SOUNDPOST MASTER	ADVANTA CORP CL-B CMN CLASS B	64341274	117480	11/09/2009
HFR HE SOUNDPOST MASTER	ADVANTA CORP CL-B CMN CLASS B	64341275	50349	11/09/2009
HFR HE SOUNDPOST MASTER	ADVANTA CORP CL-B CMN CLASS B	64363998	7204	11/10/2009

Fund	Investment Description	Taxlot ID	Trade Quantity	Trade Date
SOUNDPOST CAPITAL LTD	ADVANTA CORP CL-B CMN CLASS B	59026263	22748	03/03/2009
SOUNDPOST CAPITAL LTD	ADVANTA CORP CL-B CMN CLASS B	59075016	16218	03/03/2009
SOUNDPOST CAPITAL LTD	ADVANTA CORP CL-B CMN CLASS B	59092185	13883	03/05/2009
SOUNDPOST CAPITAL LTD	ADVANTA CORP CL-B CMN CLASS B	61747758	65760	06/26/2009
SOUNDPOST CAPITAL LTD	ADVANTA CORP CL-B CMN CLASS B	61759727	109619	06/26/2009
SOUNDPOST CAPITAL LTD	ADVANTA CORP CL-B CMN CLASS B	61812535	16440	06/30/2009
SOUNDPOST CAPITAL LTD	ADVANTA CORP CL-B CMN CLASS B	61889305	12525	07/01/2009
SOUNDPOST CAPITAL LTD	ADVANTA CORP CL-B CMN CLASS B	62020696	56932	07/09/2009
SOUNDPOST CAPITAL LTD	ADVANTA CORP CL-B CMN CLASS B	64270726	38166	11/02/2009
SOUNDPOST CAPITAL LTD	ADVANTA CORP CL-B CMN CLASS B	64341273	149495	11/09/2009
SOUNDPOST CAPITAL LTD	ADVANTA CORP CL-B CMN CLASS B	64341276	64069	11/09/2009
SOUNDPOST CAPITAL LTD	ADVANTA CORP CL-B CMN CLASS B	64363999	9177	11/10/2009

1. In the case of shares of Class A Preferred, Class A Common and Class B Common (collectively, "*Advanta Stock*") and/or Options to acquire Advanta Stock that are owned directly by the Filer, the table sets forth (i) the number of such shares and/or Options, and (ii) the date(s) on which such shares and/or Options were acquired (broken out by class, as applicable).

2. In the case of shares of Advanta Stock and/or Options to acquire Advanta Stock 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 such shares and/or Options beneficially owned by the Filer, (ii) the number of such shares and/or Options, and (iii) the date(s) on which such shares and/or Options were acquired (broken out by class, as applicable).

<i>Class</i>	<i>Name of Owner</i>	<i>Number of Shares of Advanta Stock Owned</i>	<i>Number of Shares of Advanta Stock subject to Options Owned</i>	<i>Date(s) Acquired</i>
Class A Preferred				
Class A Common				
Class B Common				

(Attach additional pages if necessary)

For purposes of this Notice:

SEE ATTACHED

(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) "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.

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

Respectfully submitted,

SOUNDPOST PARTNERS, LP
[Name of Filer]

By:

Name:

Title:

JANE LASTER
MANAGING MEMBER

Address:

405 PARK AVE 6th FL
NEW YORK, NY 10022

Telephone:

212-922-8388

Facsimile:

646-536-2734

Date:

11-18-09