

United States Bankruptcy Court District of Delaware Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Advanta Corp. Name of Joint Debtor (Spouse) (Last, First, Middle): N/A All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): Teachers Service Organization, Inc. TSO Financial Corp. All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names): N/A Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): EIN No. 23-1462070 Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): N/A Street Address of Debtor (No. & Street, City, and State): Welsh & McKean Roads, P.O. Box 844, Spring House, Pennsylvania ZIP CODE: 19477 Street Address of Joint Debtor (No. & Street, City, and State): N/A ZIP CODE: County of Residence or of the Principal Place of Business: Montgomery N/A Mailing Address of Debtor (if different from street address): N/A ZIP CODE: Mailing Address of Joint Debtor (if different from street address): N/A ZIP CODE: Location of Principal Assets of Business Debtor (if different from street address above): N/A ZIP CODE:

Type of Debtor (Form of Organization) Check one box. [] Individual (includes Joint Debtors) See Exhibit D on page 2 of this form. [x] Corporation (includes LLC and LLP) [] Partnership [] Other (If debtor is not one of the above entities, check this box and state type of entity below.) Nature of Business (Check one box.) [] Health Care Business [] Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) [] Railroad [] Stockbroker [] Commodity Broker [] Clearing Bank [x] Other Holding Company Tax-Exempt Entity (Check box, if applicable.) [] Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code.) Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) [] Chapter 7 [] Chapter 9 [x] Chapter 11 [] Chapter 12 [] Chapter 13 [] Chapter 15 Petition for Recognition of a Foreign Main Proceeding [] Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box) [] Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." [x] Debts are primarily business debts.

Filing Fee (Check one box) [x] Full Filing Fee attached [] Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. [] Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B. Chapter 11 Debtors Check one box: [] Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). [x] Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: [] Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. Check all applicable boxes: [] A plan is being filed with this petition. [] Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).

Statistical/Administrative Information (Estimates only) [x] Debtor estimates that funds will be available for distribution to unsecured creditors. [] Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. THIS SPACE IS FOR COURT USE ONLY

Estimated Number of Creditors (Consolidated with Affiliates) [] 1-49 [] 50-99 [] 100-199 [] 200-999 [] 1,000-5,000 [] 5,001-10,000 [x] 10,001-25,000 [] 25,001-50,000 [] 50,001-100,000 [] Over 100,000 Estimated Assets (Consolidated with Affiliates) [] \$0 to \$50,000 [] \$50,001 to \$100,000 [] \$100,001 to \$500,000 [] \$500,001 to \$1 million [] \$1,000,001 to \$10 million [] \$10,000,001 to \$50 million [] \$50,000,001 to \$100 million [x] \$100,000,001 to \$500 million [] \$500,000,001 to \$1 billion [] More than \$1 billion Estimated Liabilities (Consolidated with Affiliates) [] \$0 to \$50,000 [] \$50,001 to \$100,000 [] \$100,001 to \$500,000 [] \$500,001 to \$1 million [] \$1,000,001 to \$10 million [] \$10,000,001 to \$50 million [] \$50,000,001 to \$100 million [x] \$100,000,001 to \$500 million [] \$500,000,001 to \$1 billion [] More than \$1 billion

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Advanta Corp.	
All Prior Bankruptcy Case Filed Within Last 8 Years (If more than one, attach additional sheet) NOT APPLICABLE			
Location Where Filed:	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: See Attached Schedule 1	Case Number: Pending	Date Filed: November 8, 2009	
District: District of Delaware	Relationship: Affiliates	Judge: Pending	
<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;">Exhibit B</p> <p style="text-align: center;"><small>(To be completed if debtor is an individual whose debts are primarily consumer debts)</small></p> <p style="text-align: center;">NOT APPLICABLE</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p style="text-align: center;">X _____ Signature of Attorney for Debtor(s) Date</p>		
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> No.			
Exhibit D			
NOT APPLICABLE			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor – Venue			
(Check any applicable box.)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certificate by a Debtor Who Resides as a Tenant of Residential Property (Check any applicable boxes.)			
NOT APPLICABLE			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____ (Name of landlord than obtained judgment)			
_____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with his petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(f)).			

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s): **Advanta Service Corp.****Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by § 342(b) of the Bankruptcy Code.

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of DebtorX _____
Signature of Joint Debtor_____
Telephone Number (If not represented by attorney)_____
Date**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding and that I am authorized to file this petition.

(Check only one box.)

 I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by § 1515 of title 11 are attached. Pursuant to § 1511 of title 11, United States Code, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.X _____
Signature of Foreign Representative)_____
Printed Name of Foreign Representative)_____
Date**Signature of Attorney****Mark D. Collins w/ permission COJ*

Mark D. Collins (No. 2981) Marcia L. Goldstein

Printed Name of Attorney for Debtor(s)

Richards, Layton & Finger, P.A. Weil, Gotshal & Manges LLP

Firm Name

One Rodney Square, 920 N. King Street 767 Fifth Avenue

Address

Wilmington, DE 19801 New York, NY 10153

(302) 651-7700 (212) 310-8000

Telephone Number

November 8, 2009

Date

* In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Authorized Individual

William A. Rosoff

Printed Name of Authorized Individual

President, Director, and Vice Chairman of the Board

Title of Authorized Individual

November 8, 2009

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19B is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer_____
Social Security number (if the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)_____
Address

X _____

Date

Signature of Bankruptcy Petition Preparer of officer, principal, responsible person, or partner whose social security number is provided above.

Name and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment of both 11 U.S.C. § 110; 18 U.S.C. § 156.

Schedule 1 to Chapter 11 Petition

On the date hereof, each of the affiliated entities listed above (including the debtor in this chapter 11 case) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code with the United States Bankruptcy Court for the District of Delaware (the "*Court*"). A motion has been filed or shortly will be filed with the Court requesting the chapter 11 cases of these entities be consolidated for procedural purposes only and jointly administered.

COMPANY	CASE NUMBER	DATE FILED
Advanta Corp.	09-_____ ()	November 8, 2009
Advanta Business Services Holding Corp.	09-_____ ()	November 8, 2009
Advanta Business Services Corp.	09-_____ ()	November 8, 2009
Advanta Shared Services Corp.	09-_____ ()	November 8, 2009
Advanta Service Corp.	09-_____ ()	November 8, 2009
Advanta Advertising Inc.	09-_____ ()	November 8, 2009
Advantennis Corp.	09-_____ ()	November 8, 2009
Advanta Investment Corp.	09-_____ ()	November 8, 2009
Advanta Mortgage Holding Company	09-_____ ()	November 8, 2009
Advanta Auto Finance Corporation	09-_____ ()	November 8, 2009
Advanta Mortgage Corp. USA	09-_____ ()	November 8, 2009
Advanta Finance Corp.	09-_____ ()	November 8, 2009
Great Expectations International Inc.	09-_____ ()	November 8, 2009
Great Expectations Franchise Corp.	09-_____ ()	November 8, 2009
Great Expectations Management Corp.	09-_____ ()	November 8, 2009

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

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In re : Chapter 11
:
ADVANTA CORP., : Case No. 09-[●] (●)
:
Debtor. : (Joint Administration Requested)
:
-----X

EXHIBIT "A" TO VOLUNTARY PETITION

1. The Debtor and/or its affiliates have securities registered under Section 12 of the Securities and Exchange Act of 1934, as amended. The Debtor's SEC file number is 0-14120.

2. The following consolidated financial data (which is consolidated among Advanta Corp. and its debtor affiliates) is based upon the latest unaudited information, as of September 30, 2009.

a. Total assets	\$363 million	
b. Total debts (including debts listed in 2.c., below)	\$331 million	
c. Debt securities held by more than 500 holders:		Approximate number of holders
secured <input type="checkbox"/> unsecured <input checked="" type="checkbox"/> subordinated <input type="checkbox"/>	\$138.1 million ¹	3,400
d. Number of shares of preferred stock:	1,010	1
e. Number of shares of common stock (as of November 2, 2009):		
▪ 14,410,133 Class A outstanding		161
▪ 29,773,697 Class B outstanding		341

3. Brief description of Debtor's business: Advanta Corp. ("Advanta") is the parent company of two depository institutions, Advanta Bank Corp. ("ABC") and Advanta Bank. Advanta's primary business emanates out of its ownership of ABC, which, prior to recent events, was one of the nation's largest issuers of business purpose credit cards to small businesses and business professionals in the United States. In addition to managing its direct investment in ABC, Advanta provides direct managerial support for ABC's business.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of Debtor:

Dennis Alter, Advanta Corp. ESOP, Stonehill, Dimensional Fund, and Vanguard Group, Inc.

¹ Represents the approximate aggregate outstanding principal amount of RediReserve Certificates and Investment Notes plus accrued but unpaid interest (both as defined in that certain Declaration of William A. Rosoff in Support of the Debtors' Chapter 11 Petitions and First-Day Motions (the "*Rosoff Declaration*"). The Debtor also has Trust Preferred Securities (as defined in the Rosoff Declaration) outstanding in the approximate aggregate principal amount of \$89 million (plus \$7.4 million in accrued but unpaid interest). Though the Trust Preferred Securities are held by only approximately 130 holders, they are noted here out of an abundance of caution.

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

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In re : Chapter 11
:
ADVANTA CORP., : Case No. 09-[●] (●)
:
Debtor. : (Joint Administration Requested)
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-----X

EXHIBIT "C" TO VOLUNTARY PETITION

1. Identify and briefly describe all real or personal property owned by or in possession of the debtor that, to the best of the debtor's knowledge, poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

The Debtor does not believe it owns or possesses any real or personal property that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety. To the extent the Debtor has an interest in such property, to the best of the Debtor's knowledge, the Debtor is in compliance with all applicable laws, including, without limitation, all environmental laws and regulations.

2. With respect to each parcel of real property or item of personal property identified in question 1, describe the nature and location of the dangerous condition, whether environmental or otherwise, that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

The Debtor is not aware of any real or alleged dangerous conditions existing on or related to any real or personal property owned or possessed by the Debtor.

**CERTIFICATE OF RESOLUTIONS
OF THE
BOARD OF DIRECTORS
OF
ADVANTA CORP.**

November 8, 2009

I, William A. Rosoff, a duly authorized officer of Advanta Corp., a Delaware Corporation (the "**Company**"), hereby certify that at a special meeting of the Board of Directors of the Company (the "**Board**"), duly called and held on November 8, 2009, and in compliance with Delaware General Corporation Law, the following resolutions were adopted and that said resolutions have not been modified or rescinded and are still in full force and effect on the date hereof:

Filing for relief under Chapter 11

RESOLVED, that, in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors, stockholders, employees, and other interested parties that a petition be filed by the Company, seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "**Bankruptcy Code**"); and further

RESOLVED, that each of the Authorized Persons (it being understood that, for the purpose of these resolutions, the "**Authorized Persons**" shall include, without limitation, the Chief Executive Officer, the President, the Chief Financial Officer, the Secretary, any Vice President or Senior Vice President, the Treasurer, any Assistant Treasurer or Assistant Secretary of the Company or any designee of any such officer) is hereby authorized and empowered, in the name and on behalf of the Company, to execute and verify petitions and amendments thereto under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the District of Delaware (the "**Bankruptcy Court**") at such time or in such other jurisdiction as such Authorized Person executing the same shall determine; and further

RESOLVED, that the law firm of Weil, Gotshal & Manges LLP is hereby engaged as attorneys for the Company under a general retainer in the Company's chapter 11 case (the "**Chapter 11 Case**"), subject to any requisite Bankruptcy Court approval; and further

RESOLVED, that the law firm of Richards, Layton & Finger, a Delaware professional association, is hereby engaged as local counsel for the Company under a general retainer in the Chapter 11 Case, subject to any requisite Bankruptcy Court approval; and further

RESOLVED, that The Garden City Group, Inc. is hereby engaged as noticing agent for the Company, subject to any requisite Bankruptcy Court approval; and further

RESOLVED, that KPMG LLP is hereby engaged as auditor of the Company's consolidated financial statements, subject to any requisite Bankruptcy Court approval.

General Authorization

RESOLVED, that each Authorized Person, and such other officers of the Company as the Authorized Persons shall from time to time designate, be, and each hereby is, authorized and empowered, in the name and on behalf of the Company, to engage and retain all assistance by legal counsel, accountants, financial advisors, and other professionals in connection with the Chapter 11 Case, on such terms as such persons deem necessary, proper or desirable; and further

RESOLVED, that each Authorized Person, and such other officers of the Company as the Authorized Persons shall from time to time designate, and any employees or agents (including counsel) designated by or directed by any such officers, be, and each hereby is, authorized and empowered, in the name and on behalf of the Company, to execute and file all petitions, schedules, motions, lists, applications, pleadings and other papers, and to take and perform any and all further acts and deeds which he or she deems necessary, proper or desirable in connection with the Chapter 11 Case, with a view to the successful prosecution of such case; and further

RESOLVED, that each Authorized Person, and such other officers of the Company as the Authorized Persons shall from time to time designate, and any employees or agents (including counsel) designated by or directed by any such officers, be, and each hereby is, authorized and empowered, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file and/or record, and perform, such agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates or other documents, and to take such other action, as in the judgment of such persons shall be or become necessary, proper or desirable in connection with the prosecution of the Chapter 11 Case; and further

RESOLVED, that each Authorized Person be, and each hereby is, authorized and empowered on behalf of and in the name of the Company, to execute such consents of the Company and take such other action, as such Authorized Person considers necessary, proper or desirable to effectuate these resolutions, such determination to be evidenced by such execution or the taking of such action; and further


RESOLVED, that each Authorized Person, and such other officers of the Company as the Authorized Persons shall from time to time designate, be, and each hereby is, authorized and empowered, in the name and on behalf of the Company, as the case may be, to (and any such actions heretofore taken by any of them are hereby ratified, confirmed and approved in all respects): (i) negotiate, execute, deliver and/or file any and all of the agreements, documents and instruments referred to herein, and such other agreements, documents and instruments and assignments thereof as may be required or as

such officers deem appropriate or advisable, or to cause the negotiation, execution and delivery thereof, in the name and on behalf of the Company, as the case may be, in such form and substance as such officers may approve, together with such changes and amendments to any of the terms and conditions thereof as such officers may approve, with the execution and delivery thereof on behalf of the Company by or at the direction of such officers to constitute evidence of such approval, (ii) negotiate, execute, deliver and/or file, in the name and on behalf of the Company any and all agreements, documents, certificates, consents, filings and applications relating to the resolutions adopted and matters ratified or approved herein and the transactions contemplated thereby, and amendments and supplements to any of the foregoing, and to take such other actions as may be required or as such officers deem appropriate or advisable in connection therewith, and (iii) take such other actions as may be required, or as may in their judgment be appropriate or advisable, in order to effectuate fully the resolutions adopted and matters ratified or approved herein and the consummation of the transactions contemplated thereby; and further

RESOLVED, that, any and all past actions heretofore taken by officers or directors of the Company in the name and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed, and approved in all respects as the act and deed of the Company.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Resolutions as of the date first above written.


By: William A. Rosoff
Title: President and Vice Chairman of the Board

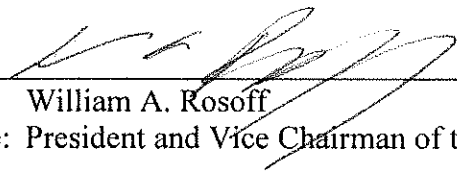
UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

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In re : Chapter 11
:
ADVANTA CORP., : Case No. 09-[●] (●)
:
Debtor. : (Joint Administration Requested)
:
-----X

**DECLARATION CONCERNING CONSOLIDATED
LIST OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS**

I, the undersigned authorized officer of Advanta Corp., named as the debtor in this case (the "**Debtor**"), declare under penalty of perjury that I have read the foregoing Consolidated List of Creditors Holding 30 Largest Unsecured Claims against the Debtor and its affiliates (collectively, the "**Debtors**"),¹ which simultaneously have commenced chapter 11 cases in this Court, and that the list is true and correct to the best of my information and belief.

Dated: November 8, 2009


By: William A. Rosoff
Title: President and Vice Chairman of the Board

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 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.

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

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In re : Chapter 11
:
ADVANTA CORP., : Case No. 09-●
:
Debtor. : (Joint Administration Requested)
:
-----X

CONSOLIDATED CREDITOR LIST

The debtor and its debtor affiliates set forth on Schedule 1 to the petition (collectively, the “*Debtors*”)¹ each filed a petition in this Court on November 8, 2009 for relief under chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532. Contemporaneously with the filing of the petitions, the Debtors filed a single consolidated list of creditors (the “*Consolidated Creditor List*”), in lieu of separate lists. Due to its voluminous nature, the Consolidated Creditor List is being submitted to the Court electronically along with this petition.

DECLARATION CONCERNING CONSOLIDATED CREDITOR LIST

I, the undersigned authorized officer of Advanta Corp., named as the debtor in this case, declare under penalty of perjury that I have reviewed the consolidated creditor list submitted with the petition of Advanta Corp., and that the list is true and correct to the best of my information and belief.

Dated: November 8, 2009



By: William A. Rosoff
Title: President and Vice Chairman of the Board

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 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.

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

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In re : Chapter 11
: :
ADVANTA CORP., : Case No. 09-[●] (●)
: :
Debtor. : (Joint Administration Requested)
: :
-----X

**CONSOLIDATED LIST OF CREDITORS
HOLDING 30 LARGEST UNSECURED CLAIMS**

The following is a list of creditors holding the 30 largest unsecured claims against the above-captioned Debtor and its affiliates, all of which simultaneously have commenced chapter 11 cases in this Court (collectively, the “*Debtors*”).¹ The list has been prepared on a consolidated basis from the unaudited books and records of the Debtors. The list reflects amounts from the Debtors’ books and records as of November 5, 2009. The list is prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors’ chapter 11 cases. The list does not include (1) persons who come within the definition of “insider” set forth in 11 U.S.C. § 101 or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 30 largest unsecured claims. The information herein shall not constitute an admission of liability by, nor is it binding on, any Debtor. Moreover, nothing herein shall affect any Debtor’s right to challenge the amount or characterization of any claim at a later date.

(1)	(2)	(3)	(4)	(5)
Name of creditor	Telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff ²	Estimated amount of claim (if secured also state value of security)
Bank of New York Mellon	Corporate Trust Department 101 Barclay Street, 8W New York, NY 10288	Unsecured debt	N/A	\$138,100,000

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.

² All claims are subject to customary offsets, rebates, discounts, reconciliations, credits, and adjustments, which are not reflected on this list.

(1) Name of creditor	(2) Telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff	(5) Estimated amount of claim (if secured also state value of security)
Bank of New York Mellon	Corporate Trust Department 101 Barclay Street, 8W New York, NY 10288	Unsecured debt	N/A	\$96,400,000
SHI International Corp.	P.O. Box 8500-41155 Philadelphia, PA 19178	Trade debt	N/A	\$293,740
Ortho McNeil Pharmaceutical	Attn: Cheryl O'Neil 1125 Trenton-Harbourtown Rd. Titistville, NJ 08560	Trade debt	N/A	\$212,500
Fred W. Fairclough	2550 East Maywood Drive Salt Lake City, Utah 84109	Trade debt	N/A	\$171,400
Net Jets Aviation, Inc.	P.O. Box 933300 Atlanta, GA 31193-3300	Trade debt	N/A	\$153,000
David Weinstock	1186 Longmeadow Lane Yardley, PA 19067	Trade debt	N/A	\$136,000
Phillip A. Turberg	4 Old Covered Bridge Road Newtown Square, PA 19182-8854	Trade debt	N/A	\$99,000
Allied Barton Security Services	P.O. Box 828854 Philadelphia, PA 19182-8854	Trade debt	N/A	\$65,000

(1) Name of creditor	(2) Telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff	(5) Estimated amount of claim (if secured also state value of security)
William C. Dunkelberg	515 Sabine Circle Wynnewood, PA 19096	Trade debt	N/A	\$60,000
William Bracken	203 Somerset Circle Chalfont, PA 18914	Trade debt	N/A	\$60,000
Francis Noonan	1321 Red Oak Drive Chalfont, PA 18914	Trade debt	N/A	\$58,000
DVL Incorporated	115 Sinclair Road Bristol, PA 19007	Trade debt	N/A	\$53,000
Brandywine Operating Partnership L.P.	P.O. Box 8538-363 Philadelphia, PA 19171	Trade debt	N/A	\$44,000
Carol Conover	29 Cedarcrest Ct. Doylestown, PA 18901	Trade debt	N/A	\$39,700
Yolanda Ward	1756 Fitzwatertown Rd. Willow Grove, PA 19090	Trade debt	N/A	\$39,700
Schwab	P.O. Box 75714 Cleveland, OH 44101-4755	Trade debt	N/A	\$37,500

(1) Name of creditor	(2) Telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff	(5) Estimated amount of claim (if secured also state value of security)
David Kneller	35 High Street Newtown, PA 18940	Trade debt	N/A	\$33,600
Interstate Building Maintenance Corp.	1720 Kendarbren Drive Suite 721	Trade debt	N/A	\$28,600
PECO	Payment Processing P.O. Box 37632 Philadelphia, PA 19101	Trade debt	N/A	\$27,000
Bank of America	P.O. Box 15710 Wilmington, DE 19886-5710	Trade debt	N/A	\$22,000
O.C. Tanner	1930 South State Street Salt Lake City, UT 84115	Trade debt	N/A	\$21,100
Laura Bridgeford	2118 N. Bent Lane Aston, PA 19104	Trade debt	N/A	\$19,700
Fed Ex	P.O. Box 371461 Pittsburgh, PA 15250-7461	Trade debt	N/A	\$18,000
Aramark	Suite Catering Department 3601 South Broad Street Philadelphia, PA 19148	Trade debt	N/A	\$15,000

(1) Name of creditor	(2) Telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff	(5) Estimated amount of claim (if secured also state value of security)
Denise Jones	1500 Staley Circle Harleysville, PA 19438	Trade debt	N/A	\$11,500
Oracle	P.O. Box 71028 Chicago, IL 60694-1028	Trade debt	N/A	\$11,400
Eurest	1000 W. Temple Street Los Angeles, CA 90074-0196	Trade debt	N/A	\$11,000
Karen Braun	95 Wynmere Drive Horsham, PA 19044	Trade debt	N/A	\$10,200
Career Concepts	Accounts Receivable Department 4 Sentry Parkway East Suite 100 Blue Bell, PA 19422	Trade debt	N/A	\$10,000

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

-----X
In re : Chapter 11
 :
 ADVANTA CORP., : Case No. 09-[●] (●)
 :
 Debtor. : (Joint Administration Requested)
 :
 -----X

**CORPORATE OWNERSHIP STATEMENT
AND LIST OF EQUITY SECURITY HOLDERS**

Pursuant to Rules 1007(a)(1), 1007(a)(3), and 7007.1 of the Federal Rules of Bankruptcy Procedure and to enable an evaluation of possible judicial disqualification or recusal, on behalf of Advanta Corp. (the "*Debtor*"), the undersigned authorized officer certifies that the following corporations directly or indirectly own 10% or more of the Debtor's equity interests:

Holder	Last Known Address of Equity Interest Holder	Type of Interest
Advanta Corp.	Welsh & McKean Roads P.O. Box 844 Spring House Pennsylvania, 19477-0844	100% shareholder of Advanta Investment Corp. 100% shareholder of Advanta Business Services Holding Corp. 100% shareholder of Advanta Shared Services Corp. 100% shareholder of Advanta Service Corp. 100% shareholder of Advanta Advertising, Inc.
Advanta Investment Corp.	Welsh & McKean Roads P.O. Box 844 Spring House Pennsylvania, 19477-0844	99% shareholder of Great Expectations International, Inc.
Great Expectations International, Inc.	Welsh & McKean Roads P.O. Box 844 Spring House Pennsylvania, 19477-0844	100% shareholder of Great Expectations Management Corp. 100% shareholder of Great Expectations Franchise Corp.
Advanta Business Services Holding Corp.	Welsh & McKean Roads P.O. Box 844 Spring House Pennsylvania, 19477-0844	100% shareholder of Advanta Business Services Corp.

Holder	Last Known Address of Equity Interest Holder	Type of Interest
Advanta Advertising, Inc.	Welsh & McKean Roads P.O. Box 844 Spring House Pennsylvania, 19477-0844	100% shareholder of Advantennis, Corp.
Advanta Mortgage Holding Company	Welsh & McKean Roads P.O. Box 844 Spring House Pennsylvania, 19477-0844	100% shareholder of Advanta Auto Finance Corporation. 100% shareholder of Advanta Mortgage Corp. USA 100% shareholder of Advanta Finance Corp.

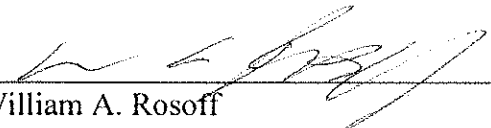
UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

-----X
: *In re* : Chapter 11
: :
: ADVANTA CORP., : Case No. 09-●
: :
: Debtor. : (Joint Administration Requested)
: :
-----X

DECLARATION CONCERNING CORPORATE OWNERSHIP STATEMENT

I, the undersigned authorized officer of Advanta Corp., named as the debtor in this case, declare under penalty of perjury that I have reviewed the Corporate Ownership Statement of Advanta Corp., submitted herewith, and that it is true and correct to the best of my information and belief.

Dated: November 8, 2009



By: William A. Rosoff
Title: President and Vice Chairman of the Board