

BI (Official Form 1) (12/11)

United States Bankruptcy Court District of Delaware		VOLUNTARY PETITION
Name of Debtor (if individual, enter Last, First, Middle): SAI Holdings, Inc.		Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): Service Asset Investments, Inc.		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 74-2763657		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): 800 Klein Road Plano, Texas		Street Address of Joint Debtor (No. and Street, City, and State):
ZIP CODE 75074		ZIP CODE
County of Residence or of the Principal Place of Business: Collin County		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):		Mailing Address of Joint Debtor (if different from street address):
ZIP CODE		ZIP CODE
Location of Principal Assets of Business Debtor (if different from street address above):		
ZIP CODE		
<p>Type of Debtor (Form of Organization) (Check one box.)</p> <p><input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i></p> <p><input checked="" type="checkbox"/> Corporation (includes LLC and LLP)</p> <p><input type="checkbox"/> Partnership</p> <p><input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)</p> <hr/> <p style="text-align: center;">Chapter 15 Debtors</p> <p>Country of debtor's center of main interests:</p> <p>Each country in which a foreign proceeding by, regarding, or against debtor is pending:</p>	<p>Nature of Business (Check one box.)</p> <p><input type="checkbox"/> Health Care Business</p> <p><input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B)</p> <p><input type="checkbox"/> Railroad</p> <p><input type="checkbox"/> Stockbroker</p> <p><input type="checkbox"/> Commodity Broker</p> <p><input type="checkbox"/> Clearing Bank</p> <p><input checked="" type="checkbox"/> Other</p> <hr/> <p style="text-align: center;">Tax-Exempt Entity (Check box, if applicable.)</p> <p><input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).</p>	<p>Chapter of Bankruptcy Code Under Which The Petition is Filed (Check one box.)</p> <p><input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding</p> <p><input checked="" type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding</p> <p><input type="checkbox"/> Chapter 11</p> <p><input type="checkbox"/> Chapter 12</p> <p><input type="checkbox"/> Chapter 13</p> <hr/> <p>Nature of Debts (Check one box.)</p> <p><input type="checkbox"/> 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."</p> <p><input checked="" type="checkbox"/> Debts are primarily business debts.</p>
<p style="text-align: center;">Filing Fee (Check one box.)</p> <p><input checked="" type="checkbox"/> Full Filing Fee attached.</p> <p><input type="checkbox"/> 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.</p> <p><input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.</p>		<p style="text-align: center;">Chapter 11 Debtors</p> <p>Check one box:</p> <p><input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p><input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p>Check if:</p> <p><input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter).</p> <hr/> <p>Check all applicable boxes:</p> <p><input type="checkbox"/> A plan is being filed with this petition.</p> <p><input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).</p>
<p>Statistical/Administrative Information</p> <p><input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.</p> <p><input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.</p>		<p>THIS SPACE IS FOR COURT USE ONLY</p>
<p>Estimated Number of Creditors</p> <p><input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000</p>		
<p>Estimated Assets</p> <p><input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input checked="" type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion</p>		
<p>Estimated Liabilities</p> <p><input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input checked="" type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion</p>		



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Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): SAI Holdings, Inc.	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
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 Rider 1	Case Number:	Date Filed:	
District: Delaware	Relationship:	Judge:	
<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 type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>		<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</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>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?			
<p><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.</p> <p><input checked="" type="checkbox"/> No.</p>			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<p><input type="checkbox"/> Exhibit D, completed and signed by the debtor, is attached and made a part of this petition.</p> If this is a joint petition:			
<p><input type="checkbox"/> Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.</p>			
Information Regarding the Debtor – Venue (Check any applicable box.)			
<p><input 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.</p> <p><input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor’s affiliate, general partner, or partnership pending in this District.</p> <p><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.</p>			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)			
<p><input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor’s residence. (If box checked, complete the following.)</p> <p style="text-align: right;">_____</p> <p style="text-align: right;">(Name of landlord that obtained judgment)</p> <p style="text-align: right;">_____</p> <p style="text-align: right;">(Address of landlord)</p>			
<p><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</p> <p><input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.</p> <p><input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).</p>			

<p>Voluntary Petition <i>(This page must be completed and filed in every case.)</i></p>	<p>Name of Debtor(s): SAI Holdings, Inc.</p>
Signatures	
<p style="text-align: center;">Signature(s) of Debtor(s) (Individual/Joint)</p> <p>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 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;">Signature of a Foreign Representative</p> <p>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.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, 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.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>X _____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>
<p style="text-align: center;">Signature of Attorney*</p> <p>X <u><i>Pauline K. Morgan</i></u> Signature of Attorney for Debtor(s)</p> <p><u>Pauline K. Morgan</u> Printed Name of Attorney for Debtor(s) <u>Young Conaway Stargatt & Taylor, LLP</u> Firm Name YOUNG CONAWAY STARGATT & TAYLOR, LLP Rodney Square 1000 North King Street Wilmington, DE 19801-0391 (302) 571-6600</p> <p><u>January 11, 2013</u> Date</p> <p><small>*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.</small></p>	<p style="text-align: center;">Signature of Non-Attorney Bankruptcy Petition Preparer</p> <p>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 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ 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.)</p> <p>_____ Address</p> <p>X _____ Signature</p> <p>_____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>Names 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.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>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 or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</i></p>
<p style="text-align: center;">Signature of Debtor (Corporation/Partnership)</p> <p>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.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X <u><i>Bryce B. Engel</i></u> Signature of Authorized Individual</p> <p>Bryce B. Engel President and Chief Operating Officer</p> <p><u>January 11, 2013</u> Date</p>	

Rider 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the “**Debtors**”) filed a petition in this court for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the case number assigned to the chapter 11 case of Penson Worldwide, Inc.

1. Penson Worldwide, Inc.
2. SAI Holdings, Inc.
3. Penson Financial Services, Inc.
4. Penson Financial Futures, Inc.
5. Penson Holdings, Inc.
6. Penson Execution Services, Inc.
7. Nexa Technologies, Inc.
8. GHP1, Inc.
9. GHP2, LLC
10. Penson Futures

**WRITTEN CONSENT OF
THE BOARD OF DIRECTORS OF
SAI HOLDINGS, INC.**

THE UNDERSIGNED being the sole director of SAI Holdings, Inc. (the "**Company**"), a Texas corporation, hereby consents that the actions recited herein shall be deemed the actions of the Board of Directors of the Company with the same effect as if taken at a duly noticed and called meeting of the Board of Directors, and directs that this writing be filed with the minutes of proceedings of that Board--all pursuant to the provisions of Section 21.415 of the Texas Business Organizations Code.

WHEREAS, the Board of Directors has reviewed and considered the financial and operational condition of the Company and the Company's business on the date hereof, including the historical performance of the Company, the assets of the Company, the current and long-term liabilities of the Company, the market for the Company's products and services, and credit market conditions; and

WHEREAS, the Board of Directors has received, reviewed and considered the recommendations of the senior management of the Company and the Company's legal, financial and other advisors as to the relative risks and benefits of pursuing a bankruptcy proceeding under the provisions of Title 11 of the United States Code;

NOW, THEREFORE, BE IT RESOLVED that, in the judgment of the Board of Directors, it is desirable and in the best interests of the Company, its creditors, stockholders and other interested parties, that a voluntary petition (the "**Petition**") be filed by the Company under the provisions of Chapter 11 of Title 11 of the United States Code; and it is further

RESOLVED, that the Company shall be, and it hereby is, directed and authorized to execute and file on behalf of the Company all petitions, schedules, lists and other papers or documents, and to take any and all action which they deem reasonable, advisable, expedient, convenient, necessary or proper to obtain such relief; and it is further

RESOLVED, that each and every officer of the Company and any of their designees (collectively the "**Designated Persons**"), be and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company (i) to execute and verify the Petition as well as all other ancillary documents and to cause the Petition to be filed with the United States Bankruptcy Court for the District of Delaware commencing a case (the "**Bankruptcy Case**") and to make or cause to be made prior to the execution thereof any modifications to the Petition or ancillary documents, and (ii) to execute, verify and file or cause to be filed all petitions, schedules, lists, motions, applications and other papers or documents necessary or desirable in connection with the foregoing; and it is further

RESOLVED, that the law firm of Paul, Weiss, Rifkind, Wharton & Garrison LLP ("**Paul Weiss**") be, and hereby is, authorized and empowered to represent the Company, as

bankruptcy co-counsel to represent and assist the Company in carrying out its duties under Title 11 of the United States Code; and in connection therewith, the Designated Persons be and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of Paul Weiss; and it is further

RESOLVED, that the law firm of Young Conaway Stargatt & Taylor, LLP (“**Young Conaway**”) be, and hereby is, authorized and empowered to represent the Company, as bankruptcy co-counsel to represent and assist the Company in carrying out its duties under Title 11 of the United States Code; and in connection therewith, the Designated Persons be and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of Young Conaway; and it is further

RESOLVED, that KPMG LLP (“**KPMG**”) be, and hereby is, authorized and empowered to serve as financial advisor to represent and assist the Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company’s rights and obligations in connection with the Bankruptcy Case; and in connection therewith, the Designated Persons be and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company to execute appropriate retention agreements, pay appropriate retainers, if required, prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of KPMG; and it is further

RESOLVED, that Kurtzman Carson Consultants LLC (“**KCC**”) be, and hereby is, authorized and empowered to serve as notice, claims, solicitation and balloting agent in connection with the Bankruptcy Case commenced by the Company under the Bankruptcy Code; and in connection therewith, the Designated Persons be and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company to execute appropriate retention agreements, pay appropriate retainers, if required, prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of KCC; and it is further

RESOLVED, that the Designated Persons be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company to employ any other individual and/or firm as professionals or consultants or financial advisors to the Company as are deemed necessary to represent and assist the Company in carrying out its duties under Title 11 of the United States Code, and in connection therewith, the Designated Persons be and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of such firms; and it is further


RESOLVED, that the Designated Persons be, and each of them acting alone or in any combination is, hereby authorized, directed and empowered from time to time in the name and on behalf of the Company, to perform the obligations of the Company under the Bankruptcy Code, with all such actions to be performed in such manner, and all such certificates, instruments, guaranties, notices and documents to be executed and delivered in such form, as the officer performing or executing the same shall approve, and the performance or execution thereof by such officer shall be conclusive evidence of the approval thereof by such officer and by the Company; and it is further

RESOLVED, that the Designated Persons be, and each of them acting alone or in any combination is, hereby authorized, directed and empowered from time to time in the name of and on behalf of the Company, to enter into any agreement and to take or cause to be taken any and all such further actions and to execute and deliver any and all instruments and documents and to pay all such expenses, costs, fees, or taxes, in each case, as in such Designated Person(s)'s judgment shall be necessary or desirable in order to fully effectuate the prompt and orderly sale or liquidation of the Company's assets; and it is further

RESOLVED, that the Designated Persons be, and each of them acting alone is, hereby authorized, directed and empowered from time to time in the name and on behalf of the Company, to adopt resolutions and otherwise exercise the rights and powers of the Company as such Designated Person may deem necessary, appropriate or desirable (i) as a member or manager (however denominated) of the direct and indirect subsidiaries of the Company that are limited liability companies (if any), (ii) as general partner or limited partner of the direct and indirect subsidiaries of the Company that are limited partnerships (if any), and (iii) as a stockholder of the direct and indirect subsidiaries of the Company that are corporations (if any); and that thereupon such resolutions shall be deemed adopted as and for the resolutions of each such subsidiary of the Company; and it is further

RESOLVED, that all of the acts and transactions relating to matters contemplated by the foregoing resolutions, which acts would have been approved by the foregoing resolutions except that such actions were taken prior to the execution of these resolutions, are hereby in all respects confirmed, approved and ratified.

of this 3rd IN WITNESS WHEREOF, the undersigned has executed this Written Consent as
day of January, 2013.



Name: Daniel P. Son
Title: Director

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
PENSON WORLDWIDE, INC., <i>et al.</i> , ¹)	Case No. 13- _____ (_____)
Debtors.)	(Joint Administration Requested)
)	
)	

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

The above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code. The following is the consolidated list of the Debtors’ creditors holding the 30 largest noncontingent unsecured claims (the “**Consolidated List**”) based on the Debtors’ books and records as of approximately December 28, 2012. The Consolidated List is prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in these chapter 11 cases. The Consolidated List does not include (a) persons who come within the definition of “insider” set forth in 11 U.S.C. § 101(31) or (b) secured creditors. None of these creditors are minor children. The information contained herein shall neither constitute an admission of liability by, nor is it binding on, the Debtors. The information herein, including the failure of the Debtors to list any claim as contingent, unliquidated or disputed, does not constitute a waiver of the Debtors’ right to contest the validity, priority or amount of any claim.

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Penson Worldwide, Inc. (6356); SAI Holdings, Inc. (3657); Penson Financial Services, Inc. (3990); Penson Financial Futures, Inc. (6207); Penson Holdings, Inc. (4821); Penson Execution Services, Inc. (9338); Nexa Technologies, Inc. (7424); GHP1, Inc. (1377); GHP2, LLC (1374); and Penson Futures (6207). The Debtors’ mailing address is 800 Klein Road, Plano, Texas 75074.

Consolidated List of Creditors Holding 30 Largest Unsecured Claims

Rank	Name, telephone number, fax number, complete mailing address including zip code of creditor and employee, agent or department of creditor familiar with claim who may be contacted	Nature of Claim	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured also state value of security)
1	Second Lien Noteholders Committee c/o Fried, Frank, Harris, Shriver & Jacobson LLP Gary Kaplan, Esq. One New York Plaza NY, NY 10004 Ph: 212-859-8000 Fax: 212-859-4000	12.50% Senior Second Lien Secured Notes due 2017		\$215,972,222.22 (value of collateral securing claim is unknown)
2	Convertible Noteholders Committee c/o Sidley Austin LLP Bojan Guzina, Esq. One South Dearborn Chicago, IL 60603 Ph: (312) 853-7323 Fax: (312) 853-7036	8.00% Senior Convertible Notes due 2014		\$62,866,667
3	Sungard Financial Systems LLC 601 Walnut Street, Suite 1010 Philadelphia, PA 19106 Ph: 215-627-3800 Fax: 215-627-7009	Contract		\$6,393,854
4	Microsoft Licensing, GP 6100 Neil Road, STE 100 Reno, NV 89511 Ph: 775-823-5600 Fax: 775-823-7287	Contract		\$730,943
5	ComGraphics, Inc 329 W. 18th St, 10th Fl Chicago, IL 60616 Ph: 312-226-0900 Fax: 312-226-9411	Contract		\$349,104
6	Berkeley First City, LP C/O Lincoln Property Company 1700 Pacific Ave, STE 2300 Dallas, TX 75201 Ph: 214-740-5019 Fax: 214-855-3725	Contract	Disputed	\$326,154
7	NYSE ARCA LLC Box # 223529 Pittsburgh, PA 15251 Ph: 88-689-7739 Fax: 312-960-9647	Services		\$243,916
8	Vernado Office Management LLC One Penn Plaza PO BOX 11191 New York, NY 10286-1191 Ph: 212-894-7000 Fax: 201-587-0600	Contract		\$157,270
9	NASDAQ Stock Market LLC Lockbox # 10200, PO Box 8500 Philadelphia, PA 19178 Ph: 800-955-3898 Fax: 215-496-5460	Services		\$148,086
10	Drinker Biddle & Reath LLP 191 N Wacker Dr, STE 3700 Chicago, IL 60606 Ph: 312-569-1000 Fax: 312-569-3000	Services		\$127,790
11	CSG Systems Inc PO Box 3366 Omaha, NE 68176 Ph: 800-824-7674 Fax: 402-431-7627	Contract		\$89,556

Consolidated List of Creditors Holding 30 Largest Unsecured Claims

Rank	Name, telephone number, fax number, complete mailing address including zip code of creditor and employee, agent or department of creditor familiar with claim who may be contacted	Nature of Claim	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured also state value of security)
12	Sungard Securities Finance LLC 14 Manor Parkway Salem, NH 3079 Ph: 603-898-5980 Fax: 603-898-4730	Contract		\$86,248
13	Equinix, Inc 4252 Solutions Center Chicago, IL 60677 Ph: 866-979-3749 Fax: 312-994-3993	Contract		\$81,382
14	Standard & Poors Financial Services, LLC 2542 Collection Center Dr Chicago, IL 60693 Ph: Fax: 312-233-7051	Contract		\$77,405
15	Headstrong Inc 11911 Freedom Drive, STE 900 Reston Tower Center Reston, VA 20190 Ph: 703-272-6700 Fax: 703-272-2000	Services		\$62,808
16	Iron Mountain PO Box 915026 Dallas, TX 75391 Ph: 800-899-4766 Fax: 800-934-5348	Trade		\$58,845
17	HOVServices 38120 Amrhein Rd Livonia, MI 48150 Ph: 734-632-1600 Fax: 734-632-1650	Services		\$52,023
18	Merrill Lynch, Pierce, Fenner & Smith Inc 540 West Madison Ave, Attn Christina Daley Chicago, IL 60661 Ph: 312-234-4027 Fax: 312-234-4070	Services		\$51,526
19	ITG, Inc. PO BOX 5987 New York, NY 10087-5987 Ph: 212-444-6426 Fax: 212-444-6353	Services		\$45,148
20	PDQ ATS, Inc 2624 Patriot Blvd Glenview, IL 60026 Ph: 224-521-2467 Fax: 224-521-2720	Services		\$43,544
21	IDG Services, Inc 1403 TI Blvd, STE A Richardson, TX 75081 Ph: 972-234-9920 Fax: 972-234-9929	Services		\$43,362
22	NW Tech Network Security PO Box 6183 Oceanside, CA 92052 Ph: 800-535-3353 Fax: 877-591-1958	Contract		\$42,250
23	The Irvine Company Office Prop PO BOX 846486 Los Angeles, CA 90084-6486 Ph: 949-720-4300 Fax: 949-720-2218	Contract		\$42,136

Consolidated List of Creditors Holding 30 Largest Unsecured Claims

Rank	Name, telephone number, fax number, complete mailing address including zip code of creditor and employee, agent or department of creditor familiar with claim who may be contacted	Nature of Claim	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured also state value of security)
24	Global Crossing P.O.BOX 790407 Saint Louis, MO 63179 Ph: 800-567-6789 Fax: 720-888-5619	Services		\$40,813
25	FlexTrade LLC 111 Great Neck Rd, Suite 314 Great Neck, NY 11021 Ph: 516-627-8993 Fax: 516-427-1513	Services		\$40,736
26	Morgan Stanley 1300 Thames Street Wharf, Attn Banking Operations - Stock Options Baltimore, MD 21231 Ph: 650-358-1811 Fax: 614-467-4471	Services		\$37,982
27	Experis Finance US, LLC PO Box 905378 Charlotte, NC 28290 Ph: 800-326-6797 Fax: 704-424-2601	Services		\$36,825
28	State of Delaware division of Corporations Corporation Trust Center, 1209 Orange St Wilmington, DE 19801 Ph: 302-658-7581 Fax: 302-655-5049	Tax		\$36,540
29	RR Donnelley PO Box 730216 Dallas, TX 75373 Ph: 214-443-1168 Fax: 214-443-1180	Contract		\$33,579
30	Citigroup Global Markets, Inc 130 Chesire Lane, STE 202 Minnetonka, MN 55305 Ph: 952-475-5500 Fax: 952-475-5500	Services		\$32,561

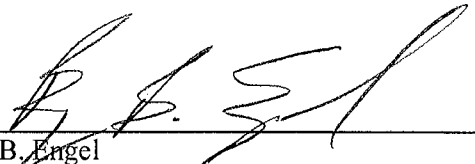
**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

----- x
In re: : Chapter 11
: :
PENSON WORLDWIDE, INC., *et al.*,¹ : Case No. 13-____ ()
: :
Debtors. : (Joint Administration Requested)
: :
----- x

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

I, Bryce B. Engel, President and Chief Operating Officer of Penson Worldwide, Inc., one of the above-captioned debtors and debtors in possession, declare under penalty of perjury under the laws of the United States of America that I have reviewed the foregoing *Consolidated List of Creditors Holding 30 Largest Unsecured Claims* submitted herewith and that the information contained therein is true and correct to the best of my knowledge, information and belief.

Dated: January 11, 2013
Plano, Texas



Bryce B. Engel
President and Chief Operating Officer
Penson Worldwide, Inc.

On Behalf of the Other Debtors and Debtors in
Possession

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Penson Worldwide, Inc. (6356); SAI Holdings, Inc. (3657); Penson Financial Services, Inc. (3990); Penson Financial Futures, Inc. (6207); Penson Holdings, Inc. (4821); Penson Execution Services, Inc. (9338); Nexa Technologies, Inc. (7424); GHP1, Inc. (1377); GHP2, LLC (1374); and Penson Futures (6207). The Debtors' mailing address is 800 Klein Road, Plano, Texas 75074.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

----- X
 In re: : Chapter 11
 :
 PENSON WORLDWIDE, *et al.*,¹ : Case No. 13-____ ()
 :
 Debtors. : (Joint Administration Requested)
 :
 ----- X

LIST OF EQUITY SECURITY HOLDERS FOR SAI HOLDINGS, INC.

The following is the list of equity security holders for SAI Holdings, Inc. as of December 10, 2012, pursuant to Rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure:

Equity Security Holder	Address	Nature of Interests Held
Penson Worldwide, Inc.	800 Klein Road Plano, Texas 75074	100%

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Penson Worldwide, Inc. (6356); SAI Holdings, Inc. (3657); Penson Financial Services, Inc. (3990); Penson Financial Futures, Inc. (6207); Penson Holdings, Inc. (4821); Penson Execution Services, Inc. (9338); Nexa Technologies, Inc. (7424); GHP1, Inc. (1377); GHP2, LLC (1374); and Penson Futures (6207). The Debtors' mailing address is 800 Klein Road, Plano, Texas 75074.

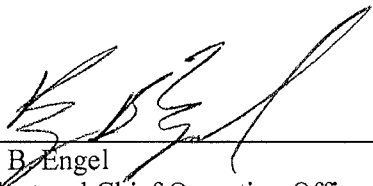
**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

----- X
In re: : Chapter 11
: :
PENSON WORLDWIDE, INC., *et al.*,¹ : Case No. 13- _____ ()
: :
Debtors. : (Joint Administration Requested)
: :
----- X

**DECLARATION CONCERNING EQUITY SECURITY HOLDERS
FOR SAI HOLDINGS, INC.**

I, Bryce B. Engel, President and Chief Operating Officer of Penson Worldwide, Inc., one of the above-captioned debtors and debtors in possession, declare under penalty of perjury under the laws of the United States of America that I have reviewed the foregoing *List of Equity Security Holders for SAI Holdings, Inc.* submitted herewith and that the information contained therein is true and correct to the best of my knowledge, information and belief.

Dated: January 11, 2013
Plano, Texas



Bryce B. Engel
President and Chief Operating Officer
Penson Worldwide, Inc.

On Behalf of the Other Debtors and Debtors in
Possession

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Penson Worldwide, Inc. (6356); SAI Holdings, Inc. (3657); Penson Financial Services, Inc. (3990); Penson Financial Futures, Inc. (6207); Penson Holdings, Inc. (4821); Penson Execution Services, Inc. (9338); Nexa Technologies, Inc. (7424); GHP1, Inc. (1377); GHP2, LLC (1374); and Penson Futures (6207). The Debtors' mailing address is 800 Klein Road, Plano, Texas 75074.