

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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 In re: : Chapter 11
 :
 PENSON WORLDWIDE, INC., *et al.*,¹ : Case No. 13-10061 (PJW)
 :
 Debtors. : (Jointly Administered)
 :
 : Re: Docket No. 11
 :
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**CERTIFICATION OF COUNSEL REGARDING DEBTORS' SECOND OMNIBUS
MOTION TO REJECT CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED
LEASES AS OF THE PETITION DATE**

On January 11, 2013, the above-captioned debtors and debtors in possession (the "Debtors") filed the *Debtors' Second Omnibus Motion to Reject Certain Executory Contracts and Unexpired Leases as of the Petition Date* [D.I. 11] (the "Motion"). No formal objections to the Motion were filed. Objections to the Motion, if any, were to be filed on or before 4:00 p.m. (ET) on February 1, 2013 (the "Objection Deadline"). However, prior to the Objection Deadline, Moody's Analytics Inc. (the "Company") provided an informal response. As the result of subsequent discussions between the Debtors and the Company, the parties reached a consensual resolution with respect to the Company's concerns, the terms of which are embodied in the revised form of order (the "Revised Order"), attached hereto as Exhibit A. As stated previously, no other objections or responses were received.

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, Suite 200, Plano, Texas 75074.



Accordingly, the Debtors respectfully request that the Court enter the Revised Order, attached hereto as Exhibit A, granting the relief requested in the Motion at its earliest convenience without further notice or hearing.

Dated: February 6, 2013
Wilmington, Delaware

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*Proposed Counsel to the Debtors and
Debtors in Possession*

EXHIBIT A

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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In re: : Chapter 11
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PENSON WORLDWIDE, *et al.*,¹ : Case No. 13-10061 (PJW)
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Debtors. : (Jointly Administered)
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**ORDER APPROVING DEBTORS' SECOND OMNIBUS MOTION
TO REJECT CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED
LEASES AS OF THE PETITION DATE**

Upon consideration of the motion (the "Motion")² of the debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors"), seeking entry of an order authorizing the Debtors to reject certain executory contracts and unexpired leases *nunc pro tunc* to the Petition Date, all as more fully described in the Motion; and it appearing that this Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference from the United States District Court for the District of Delaware dated as of February 29, 2012; and it appearing that venue of these cases and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and it appearing that notice of the Motion has been given as set forth in the Motion and that such notice is adequate and no other or further notice need be given; and a hearing having been held to consider the relief requested in the Motion; and upon the record of the hearing and all of the proceedings had before the Court; and

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, Suite 200, Plano, Texas 75074.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion.

the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, their creditors and all other parties in interest; and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor:

IT IS HEREBY ORDERED, ADJUDGED and DECREED that:

1. The Motion is GRANTED as set forth herein.
2. The Contracts listed on Exhibit 1 attached hereto are deemed rejected *nunc pro tunc* to the Petition Date.
3. The Debtors are authorized to abandon, as of the Petition Date, the Personal Property remaining at the unexpired lease locations.
4. All Personal Property remaining at the unexpired lease locations, as of the Petition Date, is deemed abandoned.
5. Nothing in this Order or the Motion shall be construed as prejudicing any rights the Debtors may have to dispute or contest the amount of or basis for any claims asserted against the Debtors arising in connection with the rejection of the Contracts or as an admission as to the validity or priority of any claim against the Debtors.
6. Nothing in the Motion or this Order shall be deemed or construed as an approval of an assumption of any contract pursuant to section 365 of the Bankruptcy Code and all such rights are reserved.
7. Notice of the Motion as provided therein shall be deemed good and sufficient notice, and the requirements of Bankruptcy Rule 6004(a) are satisfied by such notice or otherwise deemed waived to the extent applicable.

8. Notwithstanding any applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

9. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

10. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

11. The Courts shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: February ____, 2013
Wilmington, Delaware

PETER J. WALSH
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

Non-Debtor Contract Counterparty	Contract Description	Debtor Counterparty	Address	Address2	City	State	Province/Territory	Country
Berkeley First City, L.P. c/o Lincoln Property Company	Lease of property located at 1700 Pacific Avenue, Dallas, Texas	PWI	1700 Pacific Ave.	Suite 2300	Dallas	TX		United States
Global Crossing Level3 (V12536)	Conferencing Level (3) for Penson Financial 0204797768	PFSI	PO Box 790407		St Louis	MO		United States
Global Crossing	Converged IP Services for TradeKing - 0205209114	PFSI	PO BOX 741276		Cincinnati	OH		United States
Telecommunications (V10092)	0204685314 - IPVPN Circuit @ 600 W. Chicago	PWI	PO BOX 741276		Cincinnati	OH		United States
Microbank Software, Inc.	Master Services Agreement	PFSI	80 Broad Street	7th Floor	New York	NY		United States
Microbank Software, Inc.	Professional Services Agreement	PFSI	80 Broad Street	7th Floor	New York	NY		United States
Microbank Software, Inc.	Software License Agreement	PFSI	80 Broad Street	7th Floor	New York	NY		United States
Microbank Software, Inc.	Software Maintenance Agreement	PFSI	80 Broad Street	7th Floor	New York	NY		United States
MyFax	Myfax - Toronto office	NEXA	2 Gurdwara Road	3rd Floor	Ottawa	ON	Ontario	Canada
Net(Net), Inc.	Non-Disclosure Agreement	PFSI	217 East 24th Street	Suite 010	Holland	MI		United States
Odyssey Information Services,	Consultant Services Agreement	PFSI	5801 Tennyson Parkway	Suite 200	Plano	TX		United States
Omgeo LLC.(V10876)	ADPCOS - OASYS	PFSI	55 Thomson Place	6th Floor	Boston	MA		United States
Omgeo LLC.(V10876)	ADPCOS - ALERT	PFSI	55 Thomson Place	6th Floor	Boston	MA		United States
OpenText (Formerly Global	Annual Maintenance for Proforma	PFSI	5400 LBJ Freeway	Suite 300	Dallas	TX		United States
Partner Technology	Non-Disclosure Agreement	PFSI	1155 Park Street		Regina		Saskatchewan	Canada
PC Mail	Blackberry Enterprise Server	PFSI	2555 West 190th Street		Torrance	CA		United States
Primitive Logic	Primitive Logic- MCA	PWI	704 Sansome St.		San Francisco	CA		United States
Primitive Logic	Primitive Logic- SOW	PWI	704 Sansome St.		San Francisco	CA		United States
Providea- Polycom	Maintenance / Support for Polycom	PFSI	PO Box 636132		Cincinnati	OH		United States
Qualys, Inc.	Vulnerability Scanning	PWI	1600 Bridge Parkway	2nd Floor	Redwood Shores	CA		United States
Quest Software	Change Audit Tool used for audit requests	PFSI	5 Polaris Way		Aliso Viejo	CA		United States
RegEd Inc. (V12525)	Firm Element Training Agreement	PFSI	2100 Gateway Centre Blvd.	Suite 200	Morrisville	NC		United States
Reich & Tang Distributors, Inc. (V11479)	Participating Organization Agreement	PFSI	600 FIFTH AVENUE		New York City	NY		United States
Reich & Tang Distributors, Inc. (V11479)	Cash Management Agreement	PFSI	600 FIFTH AVENUE		New York City	NY		United States
Rogers Cable	Rogers - Toronto Office (230-	NEXA	333 Bloor St	7th Floor	Toronto			Canada
Ron Ritchey & Associates, Inc.	Consultant Fee Agreement	PFSI	PO Box 93538		Southlake	TX		United States

Non-Debtor Contract Counterparty	Contract Description	Debtor Counterparty	Address	Address2	City	State	Province/Territory	Country
Salesforce	Salesforce.com Master Subscription Agreement	PWI	One Market	Suite 300	San Francisco	CA		United States
Salesforce	SalesForce PWI Order Form 2011 3yrs	PWI	One Market	Suite 300	San Francisco	CA		United States
Simplify, Inc.	Non-Disclosure Agreement	PWI	300 Valleywood Drive		The Woodlands	TX		United States
SkillSoft Corporation	Service & Subscription Agreement	PFSI	107 Northeastern Blvd.		Nashua	NH		United States
SMS Systems Maintenance Services, Inc. (V10565)	Annual Maintenance - Computer Hardware	PFSI	9013 Perimeter Drive	Suite E	Charlotte	NC		United States
SourceFire	SourceFire- Maintenance	PFSI	2727 LBJ FREEWAY	SUITE 810	DALLAS	TX		United States
Southwest Office Systems-SOS	SOS - Premium Service Agreement	PFSI	SOS Plaza	PO BOX 612248	D/FW	TX		United States
Southwest Office Systems-SOS	Print Audit Solution	PFSI	SOS Plaza	PO BOX 612248	D/FW	TX		United States
Sprint	Air Card Services Agreement	PFSI	5020 Riverside Drive	n/a	Irving	TX		United States
Sprint	Account 866686262 for 415-203-1512	NEXA	5020 Riverside Drive	n/a	Irving	TX		United States
Sprint	Account 972119827-00001 for 626-233-1287	NEXA	5020 Riverside Drive	n/a	Irving	TX		United States
StreetAccount	Penson Fund Subscription	PFSI	PO BOX 13453		Jackson	WY		United States
SunGard Availability Services LP	Work Group Availability	PWI	4500 Fuller Drive	Suite 150	Irving	TX		United States
SunGard Availability Services LP	Ducati II	PFSI	4500 Fuller Drive	Suite 150	Irving	TX		United States
SunGard Availability Services LP	Ducati Stage II Informatica Support	PFSI	4500 Fuller Drive	Suite 150	Irving	TX		United States
SunGard Availability Services LP	Ducati Iie	PFSI	4500 Fuller Drive	Suite 150	Irving	TX		United States
SunGard Availability Services LP	Ducati	PFSI	4500 Fuller Drive	Suite 150	Irving	TX		United States
SunGard Brokerage & Clearing Services	SunGard- Obligation Warehouse SOW	PFSI	3 Van de Graaff Drive		Burlington	MA		United States
SunGard Brokerage & Clearing Services	DS3 VNET	PFSI	3 Van de Graaff Drive		Burlington	MA		United States
SunGard Brokerage & Clearing Services	STN Settlements GSCC Processing Agreement	PFSI	3 Van de Graaff Drive		Burlington	MA		United States
SunGard Brokerage & Clearing Services	Migration Testing Support / QA Staff Augmentation	PFSI	3 Van de Graaff Drive		Burlington	MA		United States
SunGard Brokerage & Clearing Services	Nighttime Delivery Orders Processing Agreement	PFSI	3 Van de Graaff Drive		Burlington	MA		United States
SunGard Brokerage & Clearing Services	Remote Processing Agreement	PFSI	3 Van de Graaff Drive		Burlington	MA		United States

Non-Debtor Contract Counterparty	Contract Description	Debtor Counterparty	Address	Address2	City	State	Province/Territory	Country
SunGard Brokerage & Clearing Services	Phase3 ALERT Interface UPDALT	PFSI	3 Van de Graaff Drive		Burlington	MA		United States
SunGard Brokerage & Clearing Services	End To End Testing Lead	PFSI	3 Van de Graaff Drive		Burlington	MA		United States
SunGard Brokerage & Clearing Services	Obligation Warehouse	PFSI	3 Van de Graaff Drive		Burlington	MA		United States
SunGard Financial Services	Compliance Plus Service Agreement	PFSI	44 Wall St.	3rd Floor	New York	NY		United States
SunGard Financial Services	GMI Financial Accounting System	PFSI	44 Wall St.	3rd Floor	New York	NY		United States
SunGard Securities Finance	Regulatory Reserve Reporting (R3-Reg Allo)	PWI	12B Manor Parkway		Salem	NH		United States
SunGard Securities Finance	SMART Seg Schedule	PFSI	12B Manor Parkway		Salem	NH		United States
SunGard Securities Finance	Agency Lending Disclosure of Principal - ALDOP	PFSI	12B Manor Parkway		Salem	NH		United States
SunGard Securities Finance	ASTEC Market Data Rates / Contract Variances	PWI	12B Manor Parkway		Salem	NH		United States
SunGard Securities Finance	S3 Optimization System	PWI	12B Manor Parkway		Salem	NH		United States
SunGard Securities Finance	Loanet Application Service Provider Agreement	PWI	12B Manor Parkway		Salem	NH		United States
SunGard Securities Finance	Loanet Full Service Accounting	PWI	12B Manor Parkway		Salem	NH		United States
SunGard Securities Finance	Loanet Conduit Account Number 7380	PWI	12B Manor Parkway		Salem	NH		United States
SunGard Workflow Solutions LLC	EXP AG Software License Agreement OFX-UAT.Penson.Com Server ID Certificate	PWI	104 Inverness Center Place		Birmingham	AL		United States
Symantec	Direct Placement Agreement	PFSI	4006 Beltline Rd.	Suite 275	Addison	TX		United States
TEK Systems	Trading Authorization User Agreement	PFSI	P.O. Box 198568		Atlanta	GA		United States
The Muni Center	Monthly Plant Maintenance Financial Information Tracking System (FITS)	PWI	825 Third Ave	14th Fl	New York	NY		United States
The Plant Place	ECN Exchange Simulator A-00773943	PFSI	10704 Goodnight Lane		Dallas	TX		United States
The Roberts Group	Corporate Communications Schedule	PWI	441 Lexington Avenue	Suite 606	New York	NY		United States
Thomson Reuters	512 KBPS Infrastructure Circuit for Asia A-00314917	PFSI	PO BOX 415983		BOSTON	MA		United States
Thomson Reuters	Reporting Services Asia - HK33004-001	PWI	PO BOX 415983		BOSTON	MA		United States
Thomson Reuters	WestLaw Online Research	PFSI	PO BOX 415983		BOSTON	MA		United States
Thomson Reuters	64 KB Infrastructure Circuit for Asia A-01026723	PWI	PO BOX 415983		BOSTON	MA		United States

Non-Debtor Contract Counterparty	Contract Description	Debtor Counterparty	Address	Address2	City	State	Province/Territory	Country
Time Warner Cable	15th Floor Commercial Expanded Basic Cable - 8260 13 052 0036800	PFSI	13820 Sunrise Valley Drive		Herndon	VA		United States
TMC Bonds	Custom built front end system	PWI	825 Third Avenue	14th Floor	New York	NY		United States
T-Mobile	Account Number 378467411	PWI	11830 Webb Chapel	Suite 500	Dallas	TX		United States
T-Mobile	Account Number 442162396	NEXA	11830 Webb Chapel	Suite 500	Dallas	TX		United States
T-MOBILE	Account Number: 378467411	PFSI	P.O. BOX 660252		Dallas	TX		United States
UMB Bank	Master Agreement (2).pdf	PFSI	1010 Grand Blvd		Kansas City	MO		United States
VendorLogix	Non-Disclosure Agreement	PFSI	PO Box 801335		Dallas	TX		United States
Verizon Wireless	Blackberry Devices	PFSI	750 State HWY 121 Bypass	Suite 100	Lewisville	TX		United States
Verizon Wireless	POTS Line at NYSE for Account 212 514 8060 575 21 7	PFSI	750 State HWY 121 Bypass	Suite 100	Lewisville	TX		United States
Visage Mobile, Inc.	Non-Disclosure Agreement	PFSI	500 Sansome Street	Suite 300	San Francisco	CA		United States
Vornado Office Management, LLC	One Penn Plaza Lease	PFSI	210 Route 4 East		Paramus	NJ		United States
WebEx Services (V10445)	WebEx Service - Event Center Named Hosts #269785	PWI	16720 Collections Center Drive		Chicago	IL		United States