

B6 Summary (Official Form 6 - Summary) (12/07)

**United States Bankruptcy Court
District of Delaware**

In re SAI Holdings, Inc.
Debtor

Case No. 13-10062 (PJW)

Chapter 11

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	No	0			
B - Personal Property	Yes	9	\$ 212,571,363		
C - Property Claimed As Exempt	No	0			
D - Creditor Holding Secured Claim	Yes	1		\$ 221,472,222	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	No	0			
F - Creditors Holding Unsecured Nonpriority Claims	Yes	2		\$ 322,385,386	
G - Executory Contracts and Unexpired Leases	No	0			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			
J - Current Expenditures of Individual Debtor(s)	No	0			
Total		13	\$ 212,571,363	\$ 543,857,608	



B 6B (Official Form 6B) (12/07)

In re SAI Holdings, Inc.
Debtor

Case No. 13-10062 (PJW)

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT MARKET VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. Cash on hand.	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks; savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Regions Bank 100 Congress Avenue, Suite 150 Austin, Texas 78701		\$ 4,820
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			

B 6B (Official Form 6B) (12/07)

In re SAI Holdings, Inc.
Debtor

Case No. 13-10062 (PJW)

SCHEDULE B - PERSONAL PROPERTY

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT MARKET VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities, itemize and name each issuer.	X			

B 6B (Official Form 6B) (12/07)

In re SAI Holdings, Inc.
Debtor

Case No. 13-10062 (PJW)

SCHEDULE B - PERSONAL PROPERTY

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT MARKET VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
<p>11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)</p>	X			
<p>12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.</p>	X			
<p>13. Stock and interests in incorporated and unincorporated businesses. Itemize.</p>		See Exhibit B13 immediately following Schedule B		\$ 65,299,359
<p>14. Interests in partnerships or joint ventures. Itemize.</p>	X			
<p>15. Government and corporate bonds and other negotiable and non-negotiable instruments.</p>		See Exhibit B15 immediately following Exhibit B13		\$ 25,282,659

B 6B (Official Form 6B) (12/07)

In re SAI Holdings, Inc.
Debtor

Case No. 13-10062 (PJW)

SCHEDULE B - PERSONAL PROPERTY

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT MARKET VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
16. Accounts Receivable.		See Exhibit B16 immediately following Exhibit B15		\$ 121,984,525
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owing debtor include tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A – Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			

B 6B (Official Form 6B) (12/07)

In re SAI Holdings, Inc.
Debtor

Case No. 13-10062 (PJW)

SCHEDULE B - PERSONAL PROPERTY

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT MARKET VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			

B 6B (Official Form 6B) (12/07)

In re SAI Holdings, Inc.
Debtor

Case No. 13-10062 (PJW)

SCHEDULE B - PERSONAL PROPERTY

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT MARKET VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
29. Machinery, fixtures, equipment and supplies used in business.	X			
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

3 continuation sheets attached

\$ **212,571,363**

SAI Holdings, Inc.

Case No. 13-10062 (PJW)

SCHEDULE B - PERSONAL PROPERTY
EXHIBIT B 13

Stock and Interests in Incorporated and Unincorporated Businesses

<u>Description</u>	<u>Net Book Value as of 12/31/2012</u>
100% ownership in Penson Financial Services, Inc.	\$ 139,271,876
100% ownership in Penson Execution Services, Inc.	985
100% ownership in Penson Holdings, Inc.	(36,079,670)
100% ownership in Nexa Technologies, Inc.	(25,905,483)
100% ownership in GHP1, Inc.	(11,849,770)
100% ownership in GHP2, LLC	(71,528)
100% ownership Penson Financial Futures, Inc.	(67,051)
Total:	\$ 65,299,359

SAI Holdings, Inc.

Case No. 13-10062 (PJW)

**SCHEDULE B - PERSONAL PROPERTY
EXHIBIT B 15**

Government and Corporate Bonds and Other Negotiable and Non-Negotiable Instruments

<u>Description</u>	<u>Net Book Value as of 12/31/2012</u>	
Dade County Florida Housing Finance Authority - Global Trust Acct. (9,750,000)	\$	9,608,138
Leon County, Florida Educational Facilities, Subordinated (15,900,000)		8,087,217
Cambridge Student Housing, Series D (3,678,832)		3,161,662
Cambridge Student Housing, Series C, (3,081,820)		2,648,578
Will County, Illinois- Student Housing, Project A, 2023 (1,100,000)		1,236,000
Will County, Illinois- Student Housing, Project A, 2033 (4,120,000)		330,000
Will County, Illinois- Student Housing, Project B (225,000)		70,882
Texas Student Housing Authority, Series B (2,000,000)		60,000
Birmingham, Alabama Multifamily Housing Subordinated D (130,000)		39,000
Roxborough Village Metropolitan District Colorado, Series B (93,645)		15,223
Roman Forest Public Utility, Series 1972 (57,000)		11,185
Adams County, Colorado Series 1983a (13,098)		11,046
Roman Forest Public Utility, Series 1973 (19,000)		3,728
Fort Wayne, 2028 CUSIP 349247TN6 (200,000)		-
Palm Glade Acquisition Corp (2,375,000)		-
Ridges Master Property Owners Improvement (40,000)		-
Sumter County, Florida Industrial Development Authority, Series A (345,000)		-
	Total:	\$ 25,282,659

SAI Holdings, Inc.

Case No. 13-10062 (PJW)

SCHEDULE B - PERSONAL PROPERTY
EXHIBIT B 16
Accounts Receivable

<u>Description</u>	<u>Net Book Value as of 12/31/2012</u>
Intercompany Receivable - Penson Holdings, Inc.	\$ 66,621,178
Intercompany Receivable - Nexa Technologies, Inc.	28,702,624
Subordinated Loan Receivable - Penson Financial Services, Inc.	13,500,000
Intercompany Receivable - GHP1, Inc.	13,084,314
Intercompany Receivable - Penson Financial Futures, Inc.	75,069
Trading Income due from Penson Financial Services, Inc.	1,340
Total:	\$ 121,984,525

B 6D (Official Form 6D) (12/07)

In re SAI Holdings, Inc.
Debtor

Case No. 13-10062 (PJW)

Chapter 11

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is the creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H – Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim Without Deducting Value of Collateral" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion, if Any" on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITORS NAME AND MAILING ADDRESS INCLUDING ZIP CODE	CODEBTOR	HUSBAND, WIFE, JC OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTION VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO. US Bank NA as Indenture Trustee One New York Plaza New York, NY 10004			12.5% Senior Second Lien Secured Notes Due 2017 Collateralized by equity interests in certain subsidiaries Value \$	X	X		\$ 215,972,222	
ACCOUNT NO. Penson Financial Services, Inc. 800 Klein Rd, Suite 200 Plano, Tx 75074			Note Payable - Collateralized by certain municipal bonds held at SAI Holdings, Inc. Value \$				\$ 5,500,000	
							\$ 221,472,222	

0 continuation sheets attached

(Total of this page)

(Report also on Summary of Schedules.)

(If applicable, report also on Statistical Summary of Certain Liabilities and Related Data.)

B 6F (Official Form 6F) (12/07)

In re SAI Holdings, Inc.
Debtor

Case No. 13-10062 (PJW)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured nonpriority claims to report on this Schedule F

CREDITORS NAME AND MAILING ADDRESS INCLUDING ZIP CODE (See instructions above)	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.							
Intercompany Payable, Net			See Exhibit F1 immediately following Schedule F				\$ 318,885,386
ACCOUNT NO.							
Schonfeld Securities, LLC. 1 Jericho Plaza Jericho, NY 11753			Schonfeld 2009 Earnout, 3rd year			X	\$ 3,500,000
ACCOUNT NO.							
Total							\$ 322,385,386

1 continuation sheets attached

SAI Holdings, Inc.

Case No. 13-10062 (PJW)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
EXHIBIT F 1
Intercompany Payables, Net

<u>Description</u>	<u>Net Book Value as of 12/31/2012</u>
Penson Worldwide, Inc. 800 Klein Rd, Suite 200 Plano, TX 75074	\$ 207,348,185
Penson Financial Services, Inc. 800 Klein Rd, Suite 200 Plano, TX 75074	111,537,201
Total:	\$ 318,885,386

B 6H (Official Form 6H) (12/07)

In re SAI Holdings, Inc.
Debtor

Case No. 13-10062 (PJW)

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by the debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight-year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Penson Holdings, Inc. 800 Klein Rd. Suite 200 Plano, Texas 75074 12.5% Senior Second Lien Secured Notes Due 2017 Penson Worldwide, Inc. 800 Klein Rd. Suite 200 Plano, Texas 75074 12.5% Senior Second Lien Secured Notes Due 2017	US Bank NA as Indenture Trustee One New York Plaza New York, NY 10004 US Bank NA as Indenture Trustee One New York Plaza New York, NY 10004

B6 Declaration (Official Form 6 - Declaration) (12/07)


In re SAI Holdings, Inc.
Debtor

Case No. 13-10062 (PJW)

DECLARATION CONCERNING DEBTOR'S SCHEDULES
DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the authorized Signatory of SAI Holdings, Inc., declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 14 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date: 2.6.2013
Plano, Texas

Signature: 
R. Bart McCain, Senior Vice President and Chief Financial Officer

The business of the Debtor is complex. While every effort has been made to make these amended Schedules accurate and complete, unintentional errors or omissions may exist. In the event that errors or omissions are discovered, these Schedules will be supplemented or amended as appropriate.

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

-----	X	
In re:	:	Chapter 11
	:	
PENSON WORLDWIDE, INC., <i>et al.</i> , ¹	:	Case No. 13-10061 (PJW)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	X	

GENERAL NOTES PERTAINING TO SCHEDULES AND SOFAS

On January 11, 2013 (the “Commencement Date”), Penson Worldwide, Inc. (“Penson”), SAI Holdings, Inc. (“SAI”), Penson Financial Services, Inc. (“PFSI”), Penson Financial Futures, Inc. (“Futures”), Penson Holdings, Inc. (“PHI”), Penson Execution Services, Inc. (“Execution”), Nexa Technologies, Inc. (“Nexa”), GHP 1, Inc. (“GHP1”), GHP2, LLC (“GHP2” and with GHP1, the “GHP Entities”), and Penson Futures as 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 “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”). The Debtors continue to operate their businesses as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. The Debtors’ chapter 11 cases (the “Chapter 11 Cases”) have been consolidated for procedural purposes only and are being jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Local Rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”) under Case No. 13-10061 (PJW).

The Debtors prepared the schedules of assets and liabilities and the schedules of executory contracts and unexpired leases (collectively, the “Schedules”) and the statements of financial affairs (the “SOFAs”) pursuant to section 521 of the Bankruptcy Code and Bankruptcy Rule 1007. The Schedules and SOFAs are unaudited and do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles in the United States (“GAAP”), and they are not intended to be fully reconciled to the Debtors’ financial statements.

Although the Debtors’ management has made every reasonable effort to ensure that the Schedules and SOFAs are accurate and complete based on information that was available to them at the time of preparation, subsequent information, discovery or audit may result in material changes to the information currently reflected in the Schedules and SOFAs requiring

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.

amendment, and inadvertent errors or omissions may have occurred. In addition, while the Debtors have generated financial data the Debtors believe to be reasonable, actual assets and liabilities may deviate from the Schedules and SOFAs due to certain events that occur throughout the duration of these Chapter 11 Cases. Accordingly, the Schedules and SOFAs remain subject to further review and verification by the Debtors. The Debtors reserve their right to amend the Schedules and SOFAs from time-to-time as may be necessary or appropriate. These general notes regarding the Debtors' Schedules and SOFAs (the "General Notes") are incorporated in, and comprise an integral part of the Schedules and SOFAs filed by the Debtors and should be referenced in connection with any review of the Schedules and SOFAs. Nothing contained in the Schedules and SOFA shall constitute a waiver of any rights or claims of the Debtors against any third party with respect to any aspect of these Chapter 11 Cases.

1. **Information Subject to Confidentiality.** There may be instances in the Schedules and SOFAs where the Debtors have deemed it necessary and appropriate to redact from the public record information such as names, addresses, or amounts. Typically, the Debtors have used this approach because of an agreement between the Debtors and a third party, concerns of confidentiality, or concerns for the privacy of, or otherwise preserving the confidentiality of personally identifiable information with respect to, an individual.
2. **Amendments.** The Debtors reserve the right to amend and/or supplement the Schedules and SOFAs as necessary and/or appropriate.
3. **"As of" Information Date.** Unless otherwise stated, asset values are as of December 31, 2012, and liability information is as of the Commencement Date.
4. **Specific Notes.** These General Notes are in addition to the specific notes set forth in the individual Schedules and SOFAs. Disclosure of information in one Schedule, SOFA, exhibit, attachment, or continuation sheet, even if incorrectly placed, shall be deemed to be disclosed in the correct Schedule, SOFA, exhibit, attachment, or continuation sheet.
5. **Asset Presentation.** Except as otherwise stated, each asset of the Debtors is shown on the basis of the book value of the asset in the Debtors' non-audited accounting books and records, as of the close of business on December 31, 2012, and not on the basis of current market values of such interest in property. Attempts to obtain current market valuations of all assets would be cost prohibitive, unduly burdensome, and an inefficient use of the assets of the Debtors' estates. Accordingly, the Debtors have not attempted to do so in connection with the preparation of the Schedules and SOFAs. Amounts ultimately realized may vary from the book value (or whatever value was ascribed) and such variance may be material. The Debtors reserve their right to amend or adjust the value of each asset or liability set forth herein.
6. **Liabilities.** Pursuant to orders of the Bankruptcy Court, the Debtors have been granted authority to pay, in their own discretion, the liquidated, noncontingent, and undisputed prepetition obligations to certain employees and certain employee benefits. Such liabilities are not reflected in the Schedules and SOFAs, as they have been or will be satisfied following the Commencement Date. In addition, as further described below, in the case of the claims of certain lien holders and certain taxing authorities, the Debtors'

investigation regarding the validity of such claims is ongoing, and certain claims for which the Debtors may ultimately determine they have no liability have been scheduled as “contingent” claims.

7. **GHP1, Inc. and GHP2, LLC.** The Debtors maintain one set of consolidated financials for the GHP entities not two separate financial books. The Schedules for the GHP Entities are allocated based on their respective general partner ownership percentages in Pension Futures (GHP1 – 99.4% and GHP2 – 0.6%)
8. **Intercompany Transactions.** The Debtors utilize a centralized cash management and disbursement system where the majority of the funds are held and disbursed by PFSI on behalf of individual debtors. In the ordinary course of managing their accounts payables, the Debtors allocate invoices to the applicable Debtor based on usage or other means and corresponding adjustments are made to the intercompany account balances of the affected Debtors. To the extent that funds are transferred from one Debtor’s bank account into another Debtor’s bank accounts as part of the operation of the cash management system, appropriate entries are made adjusting the intercompany balances between the affected Debtors. As a result of industry regulations, certain transfers were accounted for by including book entry transfers through the common corporate parent(s) of the transferring and receiving entities. Additionally, some Debtor or non-Debtor entities did not generate sufficient receipts in excess of cash outflows to meet their obligations as they became due, and those entities accumulated net payable amounts to other entities in the PWI corporate family.

Most of these intercompany transactions are recorded as intercompany payables and receivables on the books and records of the applicable Debtor entities, although in certain instances, intercompany transactions may be evidenced by a note. For consolidated financial statement purposes, the intercompany amounts owed have been eliminated in accordance with GAAP. No conclusion as to the legal obligation related to these intercompany transactions is made by representation or presentation herein.

For purposes of the Schedules, intercompany transactions are presented on a net basis, as recorded in the accounting books of the Debtors.

For purposes of the SOFA:

(a) Responses to SOFA question 3b for each entity were prepared based on the Debtor entity which received the benefit for cash disbursements made to vendors in the ordinary course of business.

(b) The Debtors have not included in Responses to any SOFA questions any transfers (either cash or book entry) arising from intercompany transactions that result from the ordinary course operation of the Debtors’ consolidated cash management system.

(c) Included in response to SOFA question 3c are cash transfers, loans, or dividends between the applicable Debtor-entity and other members of the PWI corporate

family which may be unrelated to the ordinary course operation of the Debtors' consolidated accounts payable system.

(d) Subject to note (b) above, parties should review responses to SOFA question 3c for any transaction between a Debtor and its affiliate that may be responsive to SOFA question 23.

9. **Non-Insider Employee Payments.** The Debtors utilize a third-party payroll administrator for purposes of distributing employee compensation and related payments. As a result, the Debtors have not listed in response to SOFA 3b the gross amounts remitted to the third-party payroll administrator for ordinary course payroll obligation and have not separately identified the employees and other third-parties who were the ultimate recipients of the Debtors' employee compensation and related payments made in the ordinary course of business.

In the course of business, the Debtors may be obligated to withhold amounts from the paychecks of various regular employees in connection with garnishment orders or other state law withholding orders. The Debtors believe that these amounts do not constitute property of the estates and, accordingly, are not responsive to these questions. Moreover, out of concern for the confidentiality of the Debtors' employees, the Debtors have not listed any such garnishments in response to SOFA 4.

10. **Unliquidated Claim Amounts.** Claim amounts that could not be fairly quantified by the Debtors are scheduled as "unliquidated."
11. **Claims Description.** The Debtors have made reasonable efforts to properly classify claims as "disputed," "contingent," or "unliquidated," where applicable. Any failure to designate a claim on the Debtors' Schedules and/or SOFAs as "disputed," "contingent," or "unliquidated" does not constitute an admission by the Debtors that such claim is not "disputed," "contingent," or "unliquidated." The Debtors reserve the right to dispute, or to assert offsets or defenses to, any claim reflected on their Schedules and SOFAs as to amount, liability, priority, secured or unsecured status, or classification, or to otherwise designate any claim as "disputed," "contingent," or "unliquidated," by filing and serving an appropriate amendment. The Debtors reserve the right to amend their Schedules and/or SOFAs as appropriate.
12. **Property and Equipment – Owned.** Owned property and equipment are listed at net book value, including any depreciation (in accordance with GAAP) as recorded in the Debtors' books and records. Nothing in the Schedules and SOFAs (including, without limitation, the failure to list leased property or equipment as owned property or equipment) is or shall be construed as an admission as to the determination of legal status of any lease (including whether any lease is a true lease or financing arrangement), and the Debtors reserve all of their rights with respect to such issues.
13. **Leases.** The Debtors have not included in the Schedules and SOFAs the future obligations under operating leases.

14. **Interest in Subsidiaries and Affiliates.** PWI is a holding company incorporated in Delaware, and PWI owns 100% of the equity of SAI, another holding company. PWI and SAI Holdings have historically conducted business through their direct and indirect subsidiaries. SAI Holdings directly owns the following entities, each of which is a Debtor in these cases: GHP1, GHP2, Execution, Futures, PFSI, PHI and Nexa. Nexa is the only Debtor with on-going business operations. GHP1 and GHP2 are partners in Penson Futures. PHI directly owns a number of non-Debtor entities, including Penson Asia Limited, Penson Financial Services Canada Inc., Penson Financial Services Ltd., and Penson Financial Services Venture, Inc.
15. **Excluded Assets and Liabilities.** The Debtors have excluded from the Schedules and SOFAs certain categories of liabilities which might be included for GAAP recording purposes, such as certain accrued liabilities including, without limitation, accrued salaries, employee benefits, and certain other accruals. Additionally, certain deferred charges, accounts, or reserves recorded for GAAP reporting purposes only and assets with a net book value of zero may not be included in the Debtors' Schedules.
16. **Estimates.** To close the books and records of the Debtors, the Debtors were required to make certain estimates and assumptions that affect the reported amounts of their assets, liabilities, revenue, and expenses. Accordingly, in some instances, as noted in the Schedules and SOFAs, the Debtors have used estimated amounts where actual data as of the Commencement Date was not available.
17. **Insiders.** The Debtors have attempted to include all payments made during the one-year period preceding the Commencement Date to any entity or individual deemed an "insider." For this purpose, "insider" is defined as a general partner of a Debtor, an affiliate of a Debtor, an individual serving as an officer or director of a Debtor, or an affiliate thereof within the one-year period prior to the Commencement Date. The listing of a party as an insider is not intended to be nor should be construed as a legal characterization of such party as an insider and does not act as an admission of any fact, claim, right, or defense, and all such rights, claims, and defenses are hereby expressly reserved.
18. **Causes of Action.** The Debtors, despite reasonable efforts, may not have identified and/or set forth all of their causes of action (filed or potential) against third parties as assets in their Schedules and SOFAs. The Debtors reserve all of their rights with respect to any causes of action the Debtors may have, and neither these General Notes nor the Schedules and SOFAs (nor anything contained therein) shall be deemed a waiver of any such causes of action.
19. **Schedule B – Personal Property.** The exclusion of certain intellectual property or litigation claims shall not be construed to be an admission that such intellectual property rights or litigation claims have been abandoned, have been terminated, or otherwise expired by their terms, or have been assigned or otherwise transferred pursuant to a sale, acquisition, or other transaction. Accordingly, the Debtors reserve all of their rights with respect to the legal status of any and all such intellectual property rights and litigation claims. All matters listed in response to SOFA 4(a) in which the respective Debtor has

asserted claims, counterclaims and/or cross-claims are incorporated by reference into Schedule B to the extent such claims are an asset of the Debtor's estate.

The Debtors have not set forth executory contracts as assets on Schedule B. The Debtors' executory contracts are set forth in Schedule G.

20. **Schedule D – Creditors Holding Secured Claims.** Although the Debtors may have scheduled claims of various creditors as secured claims, the Debtors reserve all rights to dispute or challenge the secured nature of any such creditor's claim or the characterization of the structure of any such transaction or any document or instrument related to such creditor's claim. Secured claim amounts have been listed on Schedule D without regard to the value of assets secured thereby. The descriptions provided in Schedule D are intended only to be a summary. Reference to the applicable agreements and other related relevant documents is necessary for a complete description of the collateral and the nature, extent, and priority of any liens. In certain instances, a Debtor may be a co-obligor, co-mortgagor, or guarantor with respect to scheduled claims, and no claim set forth on Schedule D of any Debtor is intended to acknowledge claims of creditors that are otherwise satisfied or discharged by other entities. Nothing in the General Notes or the Schedules and SOFAs shall be deemed a modification or interpretation of the terms of such agreements.

The Debtors' investigation into their various lien liabilities is ongoing, and certain claims for which the Debtors may ultimately determine that have no liability have been scheduled as "contingent" claims. The inclusion on Schedule D of their creditors that have asserted liens is not intended to be an acknowledgement of the validity, extent, or priority of any such liens, and the Debtors reserve their right to challenge such liens and the underlying claims on any ground whatsoever.

The Debtors have not included on Schedule D parties who may assert that their claims are secured through setoff rights, deposits posted by, or on behalf of, the Debtors, or inchoate statutory lien rights.

21. **Schedule E – Creditors Holding Unsecured Priority Claims.** The listing of any claim on Schedule E does not constitute an admission by the Debtors that such claim is entitled to priority treatment under section 507 of the Bankruptcy Code. The Debtors reserve their right to dispute the priority status of any claim on any basis. Moreover, the listing of any tax claim on Schedule E is not an admission or designation by the Debtors that such claim is a prepetition tax claim. The Debtors' investigation into their various tax liabilities is ongoing, and, as a result, certain claims for which the Debtors may ultimately determine they have no liability have been scheduled as "contingent", "unliquidated", or "disputed" claims. The inclusion on Schedule E of such tax claims is not intended to be an acknowledgement of the validity, or priority of any such claim, and the Debtors reserve their right to challenge such claims on any ground whatsoever.
22. **Schedule F – Creditors Holding Unsecured Nonpriority Claims.** The claims listed on Schedule F arose or were incurred on various dates. In certain instances, the date on which a claim arose may be unknown or subject to dispute. Although reasonable efforts

have been made to determine the date upon which each claim listed in Schedule F was incurred or arose, fixing the date for each claim in Schedule F would be unduly burdensome and cost prohibitive and, therefore, the Debtors have not listed a date for each claim listed on Schedule F. Further, any open accounts payable amounts listed in Schedule F may not take into account any accrued or uninvoiced liabilities. Parties in interest should consult their own professionals and/or advisors with respect to pursuing a claim.

The listing of any tax claim on Schedule F is not an admission or designation by the Debtors that such claim is a prepetition tax claim. The Debtors' investigation into their various tax liabilities is ongoing, and, as a result, certain claims for which the Debtors may ultimately determine they have no liability have been scheduled as "contingent", "unliquidated", or "disputed" claims. The inclusion on Schedule F of such tax claims is not intended to be an acknowledgement of the validity, or priority of any such claim, and the Debtors reserve their right to challenge such claims on any ground whatsoever

23. **Schedule G – Executory Contracts and Unexpired Leases.** While reasonable efforts have been made to ensure the accuracy of Schedule G, inadvertent errors, omissions, or over-inclusion may have occurred. Listing a contract, agreement, or lease on Schedule G does not constitute an admission that such contract, agreement, or lease is an executory contract or unexpired lease for purposes of section 365 of the Bankruptcy Code or that such contract or agreement was in effect on the Commencement Date or is valid or enforceable. The Debtors reserve all of their rights to dispute the validity, status, or enforceability of any contracts, agreements, or leases set forth in Schedule G, and to amend or supplement such Schedule as necessary, including the right to assert that certain contracts, agreements, or leases are not executory contracts or unexpired leases for purposes of section 365 of the Bankruptcy Code. Further, any and all of the Debtors' rights, claims, and causes of action with respect to the contracts, agreements, and leases listed on Schedule G are reserved and preserved.

The contracts, agreements, and leases listed on Schedule G may have expired or may have been modified, amended, and supplemented from time to time by various amendments, restatements, waivers, letters, and other documents, instruments, and agreements which may not be listed therein. Certain of the contracts, agreements, and leases listed on Schedule G may contain renewal options, guarantees of payment, options to purchase, rights of first refusal, and other miscellaneous rights. Such rights, powers, duties, and obligations may not be set forth in Schedule G. In addition, the Debtors may have entered into various other types of agreements in the ordinary course of business, such as easements, rights of way, indemnity agreements, supplemental agreements, amendments/letter agreements, and confidentiality agreements. Such documents might not be set forth in Schedule G. Each entry in Schedule G generally represents a separate contract, agreement or lease. However, in some instances, the Debtors may have entered into multiple related contracts with a counterparty, which results in multiple related entries in a particular Schedule G.

In addition, a number of contracts listed in the Schedules and SOFAs are umbrella or master agreements that cover relationships with the Debtors and other non-Debtor

entities. Where relevant, such agreements have been listed in the Schedules and SOFAs. There also may be instances where one of the Debtors is not a party to the contract but has been the primary entity conducting business in connection with these contracts. Moreover, in some cases it may have been impractical or impossible to determine if the Debtors assumed the obligations of a contract entered into by a former legal entity or other non-Debtor entity. Omission of a contract, agreement or lease from Schedule G does not constitute an admission that such omitted contract, agreement or lease is not an executory contract or unexpired lease of a Debtor. The Debtors' rights under the Bankruptcy Code with respect to any such contracts or agreements shall not be impaired by such an omission.

24. **Schedule H - Codebtors.** In the ordinary course of business, the Debtors have guaranteed certain obligations and liabilities. In some instances, the transactions and guaranties are reflected elsewhere in the Schedules and SOFAs. The Debtors may not have identified certain guaranties that are embedded in the Debtors' executory contracts, unexpired leases, secured financings, debt instruments, and other agreements. Further, certain of the guaranties reflected on Schedule H may be expired or may no longer be enforceable. The Debtors reserve their right to amend Schedule H to the extent that additional guaranties are identified or such guaranties are discovered to have expired or become unenforceable.
25. **SOFA Question 1 and 2.** The Debtors finalize and record revenue and expense amounts at month end for financial statement purposes. The books and records for January 2013 were not finalized and complete on the date the SOFAs were filed with the Bankruptcy Court, so no year-to-date income has been included for 2013.
26. **SOFA Question 9.** The Debtors have listed all payments made within one year prior to the Commencement Date to persons that have provided consultation to the Debtors (or certain creditors of the Debtors) concerning debt consolidation, relief under the Bankruptcy Code, or preparation of a petition in bankruptcy. The Debtors have not verified that all such payments relate to debt consolidation, relief under bankruptcy law, or preparation of a petition in bankruptcy.
27. **SOFA Question 21.** Certain parties that appear in response to SOFA question 21 for PWI as "custodian" may only be nominal holders of the Debtor's equity securities, and other parties may be the actual beneficial holders of the Debtor's equity represented for such custodians. Listing any party as an equity holder of PWI in response to SOFA question 21 shall not be construed as a conclusion that such party is the beneficial holder of equity securities in PWI.
28. **Reservation of Rights and Exculpation.** Nothing contained in the Schedules or SOFAs shall constitute a waiver of the Debtors' rights or an admission with respect to the Chapter 11 Cases and, specifically, with respect to any issues involving equitable subordination and/or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and other relevant nonbankruptcy laws to recover assets or avoid transfers. The Debtors and their agents, attorneys, and advisors do not guarantee or warrant the accuracy, completeness, or correctness of the data that is provided herein and

shall not be liable for any loss or injury arising out of or caused in whole or in part by the acts, errors, or omissions, whether negligent or otherwise, in procuring, compiling, collecting, interpreting, reporting, communicating, or delivering the information contained herein. While reasonable effort has been made to provide accurate and complete information herein, inadvertent errors or omissions may exist. The Debtors and their agents, attorneys, and advisors expressly do not undertake any obligation to update, modify, revise, or re-categorize the information provided herein, or to notify any third party should the information be updated, modified, revised, or re-categorized. In no event shall the Debtors or their agents, attorneys, and advisors be liable to any third party for any direct, indirect, incidental, consequential, or special damages (including, but not limited to, damages arising from the disallowance of a potential claim against the Debtors or damages to business reputation, lost business, or lost profits), whether foreseeable or not and however caused, even if the Debtors or their agents, attorneys, and advisors are advised of the possibility of such damages.