

B 7 (Official Form 7) (04/10)

Form 7. STATEMENT OF FINANCIAL AFFAIRS
UNITED STATES BANKRUPTCY COURT
District of Delaware

In re SAI Holdings, Inc. Case No. 13-10062 Chapter 11
Debtor

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, 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).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

None **1. Income from employment or operation of business**

- State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

See Attachment 1



None **2. Income other than from employment or operation of business**

State the amount of income received by the debtor other than from employment, trade, profession, operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

3. Payments to creditors

Complete a. or b., as appropriate, and c.

None

a. Individual or joint debtor(s) with primarily consumer debts: List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

<u>NAME AND ADDRESS OF CREDITOR</u>	<u>DATES OF PAYMENTS</u>	<u>AMOUNT PAID</u>	<u>AMOUNT STILL OWING</u>
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None

b. Debtor whose debts are not primarily consumer debts: List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

<u>NAME AND ADDRESS OF CREDITOR</u>	<u>DATE OF PAYMENT/TRANSFERS</u>	<u>AMOUNT PAID OR VALUE OF TRANSFERS</u>	<u>AMOUNT STILL OWING</u>
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None

c. All debtors: List all payments made within one year immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

<u>NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR</u>	<u>DATE OF PAYMENT</u>	<u>AMOUNT PAID</u>	<u>AMOUNT STILL OWING</u>
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* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

4. Suits and administrative proceedings, executions, garnishments and attachments

None

a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

<u>CAPTION OF SUIT AND CASE NUMBER</u>	<u>NATURE OF PROCEEDING</u>	<u>COURT OR AGENCY AND LOCATION</u>	<u>STATUS OR DISPOSITION</u>
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None

b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

<u>NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED</u>	<u>DATE OF SEIZURE</u>	<u>DESCRIPTION AND VALUE OF PROPERTY</u>
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5. Repossessions, foreclosures and returns

None

List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

<u>NAME AND ADDRESS OF CREDITOR OR SELLER</u>	<u>DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN</u>	<u>DESCRIPTION AND VALUE OF PROPERTY</u>
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6. Assignments and receiverships

None

a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

<u>NAME AND ADDRESS OF ASSIGNEE</u>	<u>DATE OF ASSIGNMENT</u>	<u>TERMS OF ASSIGNMENT OR SETTLEMENT</u>
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None

- b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

<u>NAME AND ADDRESS OF CUSTODIAN</u>	<u>NAME AND LOCATION OF COURT CASE TITLE AND NUMBER</u>	<u>DATE OF ORDER</u>	<u>DESCRIPTION AND VALUE OF PROPERTY</u>
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7. Gifts

None

- List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

<u>NAME AND ADDRESS OF PERSON OR ORGANIZATION</u>	<u>RELATIONSHIP TO DEBTOR, IF ANY</u>	<u>DATE OF GIFT</u>	<u>DESCRIPTION AND VALUE OF GIFT</u>
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8. Losses

None

- List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

<u>DESCRIPTION AND VALUE OF PROPERTY</u>	<u>DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS</u>	<u>DATE OF LOSS</u>
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9. Payments related to debt counseling or bankruptcy

None

- List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of a petition in bankruptcy within **one year** immediately preceding the commencement of this case.

Penson Financial Services, Inc. paid all professionals on behalf of the debtors. Refer to Penson Financial Services, Inc. Statement of Financial Affairs Question 9 (Case No. 13-10063).

10. Other transfers

None

a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

See Attachment 10 A

None

b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

<u>NAME OF TRUST OR OTHER DEVISE</u>	<u>DATE(S) OF TRANSFER(S)</u>	<u>AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY</u>
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11. Closed financial accounts

None

List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

<u>NAME AND ADDRESS OF INSTITUTION</u>	<u>TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE</u>	<u>AMOUNT AND DATE OF SALE OR CLOSING</u>
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12. Safe deposit boxes

None

List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

<u>NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY</u>	<u>NAME AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY</u>	<u>DESCRIPTION OF CONTENTS</u>	<u>DATE OF TRANSFER OR SURRENDER, IF ANY</u>
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13. Setoffs

None

- List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

<u>NAME AND ADDRESS OF CREDITOR</u>	<u>DATE OF SETOFF</u>	<u>AMOUNT OF SETOFF</u>
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14. Property held for another person

None

- List all property owned by another person that the debtor holds or controls.

<u>NAME AND ADDRESS OF OWNER</u>	<u>DESCRIPTION AND VALUE OF PROPERTY</u>	<u>LOCATION OF PROPERTY</u>
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15. Prior address of debtor

None

- If debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

See Attachment 15

16. Spouses and Former Spouses

None

- 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 **eight years** 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.

NAME

17. Environmental Information

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law.

None



a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

<u>SITE NAME AND ADDRESS</u>	<u>NAME AND ADDRESS OF GOVERNMENTAL</u>	<u>DATE OF NOTICE</u>	<u>ENVIRONMENTAL LAW</u>
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None



b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

<u>SITE NAME AND ADDRESS</u>	<u>NAME AND ADDRESS OF GOVERNMENTAL</u>	<u>DATE OF NOTICE</u>	<u>ENVIRONMENTAL LAW</u>
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None



c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

<u>SITE NAME AND ADDRESS</u>	<u>NAME AND ADDRESS OF GOVERNMENTAL</u>	<u>DATE OF NOTICE</u>	<u>ENVIRONMENTAL LAW</u>
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18. Nature, location and name of business

None

- a. *If the debtor is an individual*, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

See Attachment 18 A

None

- b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME

ADDRESS

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement only if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

19. Books, records and financial statements

None

- a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

See Attachment 19 A

None

- b. List all firms or individuals who within **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

See Attachment 19 B

None

- c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

See Attachment 19 C

None

- d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS

DATE ISSUED

20. Inventories

None

- a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY

INVENTORY SUPERVISOR

DOLLAR AMOUNT OF INVENTORY
(Specify cost, market or other basis)

None

- b. List the name and address of the person having possession of the records of each of the inventories reported in a., above.

DATE OF INVENTORY

NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS

21. Current Partners, Officers, Directors and Shareholders

None

- a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS

NATURE OF INTEREST

PERCENTAGE OF INTEREST

None

- b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting securities of the corporation.

See Attachment 21 B

22. Former partners, officers, directors and shareholders

None

- a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

<u>NAME</u>	<u>ADDRESS</u>	<u>DATE OF WITHDRAWAL</u>
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None

- b. If the debtor is a corporation, list all officers or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

See Attachment 22 B

23. Withdrawals from a partnership or distributions by a corporation

None

- If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

<u>NAME AND ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR</u>	<u>DATE AND PURPOSE OF WITHDRAWAL</u>	<u>AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY</u>
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24. Tax Consolidation Group

None

- If the debtor is a corporation, list the name and federal taxpayer-identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

See Attachment 24

25. Pension Funds

None

- If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

<u>NAME OF PENSION FUND</u>	<u>TAXPAPER-IDENTIFICATION NUMBER (EIN)</u>
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[If completed by an individual or individual and spouse]

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct.

Date: _____ Signature of Debtor: _____

Signature of
Date: _____ Joint Debtor (if _____

[If completed on behalf of a partnership or corporation]

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date: 02/07/2013 Signature: 

Print
Name R. Bart McCain,
and Title Senior Vice President and Chief Financial Officer

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

10 continuation sheets attached

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

SAI Holdings, Inc.

Case No. 13-10062 (PJW)

Statement of Financial Affairs**Question 1 Attachment****INCOME FROM EMPLOYMENT OR OPERATION OF BUSINESS**

1. The gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the two years immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

Year	AMOUNT	SOURCE
1/1/12 - 12/31/12	\$ (14,275,736)	Gross Revenue
1/1/11 - 12/31/11	\$ 60,300	Gross Revenue

SAI Holdings, Inc.

Case No. 13-10062 (PJW)

Statement of Financial Affairs

Question 3. c. Attachment

PAYMENTS TO CREDITORS WHO ARE INSIDERS

3. b. All debtors: List all payments made within one year immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

<u>NAME OF CREDITOR</u>	<u>RELATIONSHIP TO DEBTOR</u>	<u>ADDRESS OF CREDITOR</u>	<u>DATE OF PAYMENT</u>	<u>AMOUNT PAID</u>	<u>PAYMENT TYPE</u>
Penson Worldwide, Inc.	Parent Company	800 Klein Road, Ste 200, Plano, TX 75074	3/12/2012	2,000,000	Cash transfer
Penson Worldwide, Inc.	Parent Company	800 Klein Road, Ste 200, Plano, TX 75074	3/28/2012	1,000,000	Cash transfer
Penson Financial Services Inc.	Subsidiary Company	800 Klein Road, Ste 200, Plano, TX 75074	4/2/2012	1,500,000	Cash transfer
Penson Worldwide, Inc.	Parent Company	800 Klein Road, Ste 200, Plano, TX 75074	5/15/2012	12,500,000	Cash transfer
Penson Worldwide, Inc.	Parent Company	800 Klein Road, Ste 200, Plano, TX 75074	6/1/2012	2,400,000	Cash transfer

SAI Holdings, Inc.

Case No. 13-10062 (PJW)

Statement of Financial Affairs

Question 15 Attachment

PRIOR ADDRESS OF DEBTOR

15. If debtor has moved within three years immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY	
		FROM	TO
1700 Pacific Avenue, Ste 1400 Dallas, Texas 75201	SAI Holdings, Inc.	January 2010	November 2012

SAI Holdings, Inc.

Case No. 13-10062 (PJW)

Statement of Financial Affairs

Question 18 a. Attachment

NATURE, LOCATION AND NAME OF BUSINESS

18a. If the debtor is an individual, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within six years immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within six years immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within six years immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within six years immediately preceding the commencement of this case.

NAME	ADDRESS	NATURE OF BUSINESS	DATES OF OPERATION	
			BEGINNING	ENDING
Penson Financial Services, Inc. 56-1673990	800 Klein Road, Ste 200, Plano, TX 75074	100% Common Stock	Organized as Sungard Securities, Inc. on October 17, 1989	Current Chapter 11
Penson Financial Futures, Inc. 36-3326207	800 Klein Road, Ste 200, Plano, TX 75074	100% Common Stock	5/24/2001	Current Chapter 11
Penson Holdings, Inc. 75-2944821	800 Klein Road, Ste 200, Plano, TX 75074	100% Common Stock	3/24/2000	Current Chapter 11
Penson Execution Services, Inc. 75-2949338	800 Klein Road, Ste 200, Plano, TX 75074	100% Common Stock	7/26/2001	Current Chapter 11
Nexa Technologies, Inc. 32-0027424	800 Klein Road, Ste 200, Plano, TX 75074	100% Common Stock	4/21/2004	Current Chapter 11
GHP1, Inc. 38-3771377	800 Klein Road, Ste 200, Plano, TX 75074	100% Common Stock	11/2/2006	Current Chapter 11

SAI Holdings, Inc.

Case No. 13-10062 (PJW)

Statement of Financial Affairs

Question 19. a. Attachment

KEEPERS OF THE BOOKS OF ACCOUNT AND RECORDS

19. a. List all bookkeepers and accountants who within two years immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME	ADDRESS	DATES OF SERVICES RENDERED
Kevin McAleer	800 Klein Road, Ste 200, Plano, TX 75074	2/27/06 - 3/31/12
Mike Chohon	800 Klein Road, Ste 200, Plano, TX 75074	4/1/12 - 6/5/12
Timothy J. Boles	800 Klein Road, Ste 200, Plano, TX 75074	10/1/07 - 10/5/12
Mary A. Smith	800 Klein Road, Ste 200, Plano, TX 75074	4/22/02 - Present
R. Bart McCain	800 Klein Road, Ste 200, Plano, TX 75074	4/22/06 - Present
Danna Taylor	800 Klein Road, Ste 200, Plano, TX 75074	7/16/07 - Present

SAI Holdings, Inc.

Case No. 13-10062 (PJW)

Statement of Financial Affairs

Question 19. b. Attachment

AUDITORS AND PREPARERS OF FINANCIAL STATEMENTS

19. b. List all firms or individuals who within two years immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

<u>NAME</u>	<u>ADDRESS</u>	<u>DATES OF SERVICES RENDERED</u>
BDO USA, LLP	700 North Pearl Street, Dallas, TX 75201	2010 - 2012

SAI Holdings, Inc.

Case No. 13-10062 (PJW)

Statement of Financial Affairs

Question 19. c. Attachment

LOCATION OF BOOKS OF ACCOUNT AND RECORDS

19. c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

<u>NAME</u>	<u>ADDRESS</u>
R. Bart McCain	800 Klein Road, Ste 200, Plano, TX 75074
Mary A. Smith	800 Klein Road, Ste 200, Plano, TX 75074
Danna Taylor	800 Klein Road, Ste 200, Plano, TX 75074

SAI Holdings, Inc.

Case No. 13-10062 (PJW)

Statement of Financial Affairs

Question 21. b. Attachment

CURRENT OFFICERS, DIRECTORS AND SHAREHOLDERS

21. b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting securities of the corporation.

NAME AND ADDRESS	TITLE	PERCENTAGE OF STOCK
Daniel P. Son 800 Klein Road, Ste 200 Plano, TX 75074	President/Director	0%
R. Bart McCain 800 Klein Road, Ste 200 Plano, TX 75074	Senior Vice President and Chief Financial Officer	0%
Mary A. Smith 800 Klein Road, Ste 200 Plano, TX 75074	Secretary	0%
Penson Worldwide, Inc. 800 Klein Road, Ste 200 Plano, TX 75074	Shareholder	100%

SAI Holdings, Inc.

Case No. 13-10062 (PJW)

Statement of Financial Affairs**Question 22. b. Attachment****FORMER OFFICERS, DIRECTORS AND SHAREHOLDERS**

22. b. If the debtor is a corporation, list all officers or directors whose relationship with the corporation terminated within one year immediately preceding the commencement of this case.

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>DATE OF TERMINATION</u>
Roger J. Engemoen, Jr. 800 Klein Road, Ste 200, Plano, TX 75074	Director	7/16/12

SAI Holdings, Inc.

Case No. 13-10062 (PJW)

Statement of Financial Affairs

Question 24 Attachment

TAX CONSOLIDATION GROUP

24. If the debtor is a corporation, list the name and federal taxpayer-identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within six years immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION

TAXPAPER-IDENTIFICATION NUMBER
(EIN)

Penson Worldwide, Inc.

75-2896356

**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.