

UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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

**NOTICE OF AMENDMENT TO SCHEDULES OF ASSETS  
AND LIABILITIES OF PENSON FINANCIAL SERVICES, INC.**

TO: (I) THE U.S. TRUSTEE; (II) COUNSEL TO THE COMMITTEE; (III) COUNSEL FOR THE SECOND LIEN NOTEHOLDERS COMMITTEE; (IV) COUNSEL FOR THE CONVERTIBLE NOTEHOLDERS COMMITTEE; AND (V) PARTIES THAT HAVE FILED A NOTICE OF APPEARANCE IN THESE CHAPTER 11 CASES PURSUANT TO BANKRUPTCY RULE 2002

PLEASE TAKE NOTICE that pursuant to Rule 1009(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 1009-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), Penson Financial Services, Inc. (“PFSI”) hereby amends its Schedules of Assets and Liability (the “PFSI Schedules”) as set forth herein.

PLEASE TAKE FURTHER NOTICE that annexed hereto as Exhibit 1 is an amendment to Schedule B of the PFSI Schedules

PLEASE TAKE FURTHER NOTICE that annexed hereto as Exhibit 2 is the *Declaration Concerning Amendment To The Schedules Of Assets And Liabilities Of Penson Financial Services, Inc.*

<sup>1</sup> The Debtors in these chapter 11 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), Penson Futures (6207). The Debtors’ Mailing Address is 800 Klein Road, Suite 200, Plano, Texas 75074.



Dated: June 12, 2013  
Wilmington, Delaware

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**EXHIBIT 1**

**Schedule B Amendment**

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

In re Penson Financial Services, Inc.  
Debtor

Case No. 13-10063 (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.	X			
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			

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In re Penson Financial Services, Inc.  
Debtor

Case No. 13-10063 (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 Penon Financial Services, Inc.  
Debtor

Case No. 13-10063 (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
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).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.		See Supplement B14		Unknown
15. Government and corporate bonds and other negotiable and non-negotiable instruments.	X			

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In re Penson Financial Services, Inc.  
Debtor

Case No. 13-10063 (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 Supplement B16 immediately following Supplement B14		Unknown
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			

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In re Penson Financial Services, Inc.  
Debtor

Case No. 13-10063 (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 Penson Financial Services, Inc.  
Debtor

Case No. 13-10063 (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			
<u>2</u> continuation sheets attached				Unknown

Penson Financial Services, Inc.

Case No. 13-10063 (PJW)

SCHEDULE B - PERSONAL PROPERTY

SUPPLEMENT B-14

Interests in Partnerships or Joint Ventures. Itemize.

<u>Description</u>	<u>Net Book Value as of 12/31/2012</u>
22.5% interest in IBC Associates, LLC	Unknown Supplement
20% interest in Independent Capital Management, LLC	Unknown Supplement
<b>Total:</b>	<b>Unknown</b>

Penson Financial Services, Inc.

Case No. 13-10063 (PJW)

**SCHEDULE B - PERSONAL PROPERTY  
SUPPLEMENT B 16  
Accounts Receivable**

Description

Net Book Value as of 12/31/2012

**Other Accounts Receivable:**

Lehman Brothers Inc. - Proof of Claim #2138, \$2,746,617	Unknown	Supplement
MF Global Inc. - Proof of Claim #5303, \$150,000	Unknown	Supplement
MF Global Inc. - Proof of Claim #4030, \$146,976	Unknown	Supplement
MF Global Inc. - Proof of Claim #4019, \$29,880	Unknown	Supplement
MF Global Inc. - Proof of Claim #4025, \$25,488	Unknown	Supplement

<b>Total:</b>	<b>Unknown</b>
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**EXHIBIT 2**

**Declaration**

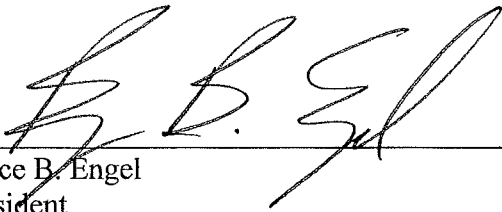
UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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

**DECLARATION CONCERNING AMENDMENT TO THE SCHEDULES OF ASSETS  
AND LIABILITIES OF PENSON FINANCIAL SERVICES, INC.**

I, Bryce B. Engel, President of Penson Financial Services, Inc., declare under penalty of perjury that I have read the foregoing amendment to Schedule B to the Schedules of Assets and Liabilities of Penson Financial Services, Inc. consisting of 8 sheets, and that it is true and correct to the best of my knowledge, information and belief.

This 12th day of June, 2013




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Bryce B. Engel  
President  
800 Klein Road, Suite 200  
Plano, Texas 75074

<sup>1</sup> The Debtors in these chapter 11 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), Penson Futures (6207). The Debtors' Mailing Address is 800 Klein Road, Suite 200, Plano, Texas 75074.