

**United States Bankruptcy Court  
District of Delaware**

**Voluntary Petition**

Name of Debtor (if individual, enter Last, First, Middle): <b>J.G. Wentworth, LLC</b>	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) <b>20-3124647</b>	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): <b>40 Morris Avenue Bryn Mawr, PA</b>	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code <b>19010</b>	ZIP Code
County of Residence or of the Principal Place of Business: <b>Montgomery</b>	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
ZIP Code	ZIP Code

Location of Principal Assets of Business Debtor (if different from street address above):

<b>Type of Debtor</b> (Form of Organization) (Check one box) <ul style="list-style-type: none"> <li><input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i></li> <li><input checked="" type="checkbox"/> Corporation (includes LLC and LLP)</li> <li><input type="checkbox"/> Partnership</li> <li><input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)</li> </ul>	<b>Nature of Business</b> (Check one box) <ul style="list-style-type: none"> <li><input type="checkbox"/> Health Care Business</li> <li><input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B)</li> <li><input type="checkbox"/> Railroad</li> <li><input type="checkbox"/> Stockbroker</li> <li><input type="checkbox"/> Commodity Broker</li> <li><input type="checkbox"/> Clearing Bank</li> <li><input checked="" type="checkbox"/> Other</li> </ul>	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box) <ul style="list-style-type: none"> <li><input type="checkbox"/> Chapter 7</li> <li><input type="checkbox"/> Chapter 9</li> <li><input checked="" type="checkbox"/> Chapter 11</li> <li><input type="checkbox"/> Chapter 12</li> <li><input type="checkbox"/> Chapter 13</li> <li><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding</li> <li><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding</li> </ul>
<b>Tax-Exempt Entity</b> (Check box, if applicable) <ul style="list-style-type: none"> <li><input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).</li> </ul>		<b>Nature of Debts</b> (Check one box) <ul style="list-style-type: none"> <li><input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose."</li> <li><input checked="" type="checkbox"/> Debts are primarily business debts.</li> </ul>

<b>Filing Fee</b> (Check one box) <ul style="list-style-type: none"> <li><input checked="" type="checkbox"/> Full Filing Fee attached</li> <li><input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.</li> <li><input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.</li> </ul>	<b>Chapter 11 Debtors</b> <ul style="list-style-type: none"> <li>Check one box:                         <ul style="list-style-type: none"> <li><input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).</li> <li><input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).</li> </ul> </li> <li>Check if:                         <ul style="list-style-type: none"> <li><input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.</li> </ul> </li> <li>Check all applicable boxes:                         <ul style="list-style-type: none"> <li><input checked="" type="checkbox"/> A plan is being filed with this petition.</li> <li><input checked="" type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).</li> </ul> </li> </ul>
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<b>Statistical/Administrative Information</b> <ul style="list-style-type: none"> <li><input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.</li> <li><input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.</li> </ul>	THIS SPACE IS FOR COURT USE ONLY									
<b>Estimated Number of Creditors</b> <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/> 1-49</td> <td><input type="checkbox"/> 50-99</td> <td><input checked="" type="checkbox"/> 100-199</td> <td><input type="checkbox"/> 200-999</td> <td><input type="checkbox"/> 1,000-5,000</td> <td><input type="checkbox"/> 5,001-10,000</td> <td><input type="checkbox"/> 10,001-25,000</td> <td><input type="checkbox"/> 25,001-50,000</td> <td><input type="checkbox"/> 50,001-100,000</td> <td><input type="checkbox"/> OVER 100,000</td> </tr> </table>	<input type="checkbox"/> 1-49	<input type="checkbox"/> 50-99	<input checked="" type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> OVER 100,000
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<b>Estimated Assets</b> <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input checked="" type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input type="checkbox"/> More than \$1 billion</td> </tr> </table>	<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input checked="" type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion
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<b>Estimated Liabilities</b> <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input checked="" type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input type="checkbox"/> More than \$1 billion</td> </tr> </table>	<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input checked="" type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion
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<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>J.G. Wentworth, LLC</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)</b>			
Location Where Filed: <b>- None -</b>	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)</b>			
Name of Debtor: <b>See Attachment</b>	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<p style="text-align:center;"><b>Exhibit A</b></p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align:center;"><b>Exhibit B</b></p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).</p> <p><b>X</b> _____ (Date) Signature of Attorney for Debtor(s)</p>		
<b>Exhibit C</b>			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
<b>Exhibit D</b>			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____ (Name of landlord that obtained judgment)			
_____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

**Voluntary Petition**

*(This page must be completed and filed in every case)*

Name of Debtor(s):  
**J.G. Wentworth, LLC**

**Signatures**

**Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.  
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.  
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).  
  
I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

**X** \_\_\_\_\_  
Signature of Debtor

**X** \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (If not represented by attorney)

\_\_\_\_\_  
Date

**Signature of Attorney\***

**X** \_\_\_\_\_  
Signature of Attorney for Debtor(s)

**Norman L. Pernick (No. 2290)**  
Printed Name of Attorney for Debtor(s)

**Cole, Schotz, Meisel, Forman & Leonard, P.A.**  
Firm Name

**A Professional Corporation**  
**500 Delaware Avenue, Suite 1410**  
**Wilmington, DE 19801**

\_\_\_\_\_  
Address

**302-652-3131 Fax: 302-652-3117**  
Telephone Number

\_\_\_\_\_  
Date

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

**X** *DMiller*  
Signature of Authorized Individual

**David Miller**  
Printed Name of Authorized Individual

**Chief Executive Officer**  
Title of Authorized Individual

**5/19/09**  
Date

**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

**X** \_\_\_\_\_  
Signature of Foreign Representative

\_\_\_\_\_  
Printed Name of Foreign Representative

\_\_\_\_\_  
Date

**Signature of Non-Attorney Bankruptcy Petition Preparer**

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

\_\_\_\_\_  
Printed Name and title, if any, of Bankruptcy Petition Preparer

\_\_\_\_\_  
Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

\_\_\_\_\_  
Address

**X** \_\_\_\_\_

\_\_\_\_\_  
Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

*A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.*

In re J.G. Wentworth, LLC

Case No. \_\_\_\_\_

Debtor

**FORM 1. VOLUNTARY PETITION**  
**Pending Bankruptcy Cases Filed Attachment**

Name of Debtor / District

Case No. / Relationship

Date Filed / Judge

J.G. Wentworth, Inc.  
District of Delaware

Owns 16.6781% of Parent

JGW Holdco, LLC  
District of Delaware

Parent

**ACTION BY UNANIMOUS WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS**

**OF**

**J.G. WENTWORTH, LLC**

**A Delaware Limited Liability Company**

May 19, 2009

The undersigned, being such members of the board of directors (the "Board of Directors") of J.G. Wentworth, LLC, a Delaware limited liability company (the "Company"), sufficient to approve the transactions set forth herein, acting pursuant to Section 18-404(d) of the Delaware Limited Liability Company Act, do hereby consent to the adoption of, and do hereby adopt, the following resolutions with the same force and effect as if they had been approved and adopted at a duly convened meeting of the Board of Directors of the Company.

**WHEREAS**, the Board of Directors of the Company has determined (the "Chapter 11 Determination") that it is in the best interest of the Company and its creditors, sole member and other interested parties that petitions be filed by the Company seeking relief under the provisions of Chapter 11, Title 11 of the United States Bankruptcy Code (the "Bankruptcy Code"); and

**WHEREAS**, the Board of Directors of the Company has determined that it is in the best interest of the Company and certain of its direct and indirect subsidiaries to enter into the Credit Agreement (as defined below).

**NOW, THEREFORE, BE IT:**

**RESOLVED**, that in the judgment of the Board of Directors, taking into consideration the Chapter 11 Determination, it is desirable and in the best interest of the Company, its creditors, sole member, and other interested parties that a petition be filed by the Company seeking relief under the provisions of Chapter 11, Title 11 of the Bankruptcy Code (the "Bankruptcy Proceedings"), and the filing of such petition is authorized hereby; and be it

**FURTHER RESOLVED**, that the officers of the Company (each, an "Authorized Officer" and collectively, the "Authorized Officers") be, and each of them hereby is, appointed by the Board of Directors as an authorized signatory of the Company in connection with the Bankruptcy Proceedings authorized herein; and be it

**FURTHER RESOLVED**, that the Authorized Officers be, and each of them hereby is, authorized, directed and empowered, on behalf of and in the name of the Company, to execute, verify and/or file, or cause to be filed and/or executed or verified (or direct others to do so on their behalf as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in that connection to employ and retain all assistance by legal counsel, accountants or other professionals and to take any and all action which they deem necessary, proper or desirable in connection with the Bankruptcy Proceedings, including any and all action necessary, proper or

desirable in connection with obtaining debtor in possession financing, with a view to the successful prosecution of such case; and be it

**FURTHER RESOLVED**, that the law firm of Reed Smith LLP, be, and it hereby is, retained and employed as corporate and finance counsel for the Company; and be it

**FURTHER RESOLVED**, that the law firm of Cole, Schotz, Meisel, Forman & Leonard, P.A., be, and it hereby is, retained and employed as counsel for the Company in connection with the Bankruptcy Proceedings; and be it

**FURTHER RESOLVED**, that the financial advisory services firm of Moelis & Company, be, and it hereby is, retained and employed as investment banker and financial advisor for the Company; and be it

**FURTHER RESOLVED**, that the Authorized Officers be, and each of them hereby is, authorized, directed and empowered, on behalf of and in the name of the Company, to retain such other professionals as deemed appropriate during the course of the Bankruptcy Proceedings; and be it

**FURTHER RESOLVED**, that the Company, as debtor and debtor in possession under Chapter 11 of the Bankruptcy Code, be, and it hereby is, authorized to enter into that certain Amended and Restated Priming Lien Credit Agreement (the "Credit Agreement"), by and among the Company, as borrower, certain subsidiaries of the Company party thereto, as guarantors, JLL JGW Distribution, LLC, a Delaware limited liability company ("JLL") and certain lending institutions party thereto from time to time, as lenders, and JLL, as administrative agent, in substantially the form provided or described to the Board of Directors (with such final terms and provisions as the Authorized Officer executing the Credit Agreement may approve), pursuant to which the borrowers will borrow funds (the "Indebtedness") and the borrowers and the guarantors will grant security interests in and liens on all or substantially all of their assets in connection with such borrowings and guarantees; and be it

**FURTHER RESOLVED**, that the Company, as debtor and debtor in possession under Chapter 11 of the Bankruptcy Code, be, and it hereby is, authorized to obtain the use of cash collateral in such amounts as is reasonably necessary for continuing the affairs of the Company; and be it

**FURTHER RESOLVED**, that the Board of Directors has determined that the Company will receive substantial direct and indirect benefits from the loans and other financial accommodations to be made under the Credit Agreement to the Company; and be it

**FURTHER RESOLVED**, that the Authorized Officers be, and each of them hereby is, authorized to negotiate, determine and approve for and on behalf of the Company as debtor and debtor in possession, the terms and provisions of the Credit Agreement, the principal amount, rate of interest and maturity of promissory notes to be executed by the Company, if any, evidencing the Indebtedness (the "Notes") and such other documents, agreements, instruments, financing statements, notices, undertakings, certificates or other writings as may be required pursuant to the terms of the Credit Agreement, contemplated thereby or in furtherance thereof; and be it

**FURTHER RESOLVED**, that the Company is hereby authorized to pledge, mortgage, hypothecate, encumber and grant a lien on or security interest in, any and all of its property, real or personal, tangible or intangible, now or hereafter acquired, to secure the Company's obligations under the Loan Documents (as defined below) pursuant to any security agreement, pledge agreement, deed of trust, mortgages or similar documents; and be it

**FURTHER RESOLVED**, that the Authorized Officers be, and each of them hereby is, authorized and empowered on behalf of the Company, as debtor and debtor in possession, to cause to be prepared, to negotiate, execute and deliver, and to perform its obligations under (i) the Credit Agreement, (ii) the Notes, if any, and (iii) such other documents, agreements, instruments, financing statements, notices, undertakings, certificates and other writings as may be required by, contemplated by or in furtherance of the Credit Agreement, including but not limited to any fee letter, control agreement, guaranty, pledge agreement, security agreement, letter of credit application, certificate, mortgage, other security instrument or other document evidencing the obligations of the Company under the debtor in possession financing (all of the foregoing documents, collectively, the "Loan Documents"), each containing such provisions, terms, conditions, covenants, warranties, and representations as may be deemed necessary or appropriate by the Authorized Officer so acting, and any amendments, restatements, amendments and restatements, supplements or other modifications thereto, in each case with such changes therein and additions thereto (substantial or otherwise) as shall be deemed necessary, appropriate or advisable by any Authorized Officer executing the same on behalf of the Company, the execution and delivery thereof by such Authorized Officer to be conclusive evidence of such approval by them; and be it

**FURTHER RESOLVED**, that the Company is hereby authorized to enter into and perform its obligations under one or more pledge agreements, including amendments, restatements, supplements and other modifications thereto, pursuant to the terms of which the Company will pledge to an agent or agents for the benefit of the lenders and other secured creditors under the Credit Agreement and the other Loan Documents certain equity interests owned by the Company from time to time to secure the payment and performance of the obligations of the Company under the Credit Agreement and the other Loan Documents; and be it

**FURTHER RESOLVED**, that the Authorized Officers be, and each of them hereby is, authorized to establish, facilitate or comply with the terms and conditions of the Loan Documents as the same may be amended from time to time, and to do and perform, or cause to be done and performed, all acts, deeds and things, in the name and on behalf of the Company as such Authorized Officer may deem necessary or appropriate; and be it

**FURTHER RESOLVED**, that the Authorized Officers be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Corporation, acting in its capacity as General Partner of the Partnership, and/or the Partnership to take all such actions to obtain any authorizations, consents, waivers or approvals of any third party that such Authorized Officers deem necessary, appropriate or advisable to effect the transactions contemplated by these resolutions, and such Authorized Officers may execute and deliver or cause to be delivered such agreements and other documents and may take all such other actions as such Authorized Officer deems necessary or advisable to effect this resolution; and be it

**FURTHER RESOLVED**, that the Authorized Officers be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Corporation, to amend, supplement or otherwise modify from time to time the terms of any documents, agreements, instruments, financing statements, notices, undertakings, certificates or other writings referred to in the foregoing resolutions; and be it

**FURTHER RESOLVED**, that all acts lawfully done or actions lawfully taken by any Authorized Officer to seek relief on behalf of the Company under Chapter 11 of the Bankruptcy Code, or in connection with the Bankruptcy Proceedings or any matter related thereto, including the debtor in possession financing be, and they hereby are, adopted, ratified, confirmed and approved in all respects; and be it

**FURTHER RESOLVED**, that the filing of a voluntary bankruptcy petition by any of the General Partner, the Limited Partner, or the Partnership shall not be an event of dissolution of the Partnership, but rather the Partners shall continue the business of the Partnership after such filing; and be it

**FURTHER RESOLVED**, that any amendment to the Limited Liability Company Agreement of the Company necessary to (i) correct a clerical error, (ii) waive any event of withdrawal, (iii) waive an event of dissolution, or (iv) otherwise effect the continuation of the Company upon the filing of a voluntary bankruptcy petition is hereby approved and each of the Authorized Officers be, and they hereby are, authorized and directed to execute and deliver such amendment; and be it

**FURTHER RESOLVED**, that all instruments, agreements, certificates, consents, waivers or other documents heretofore executed and delivered (or caused to be executed and delivered) and all acts lawfully done or actions lawfully taken by any Authorized Officer in connection with the Bankruptcy Proceeding, any debtor in possession financing, or any further action to seek relief on behalf of the Company under Chapter 11 of the Bankruptcy Code, or in connection therewith or related thereto, be, and hereby are, adopted, ratified, confirmed and approved; and be it

**FURTHER RESOLVED**, that the Authorized Officers be, and each of them hereby is, authorized, directed and empowered, in the name and on behalf of the Company, to take or cause to be taken any and all such further action and to execute, deliver, verify and/or file, or cause to be executed, delivered, verified and/or filed (or direct others to do so on its behalf as provided herein) all such further documents, agreements, instruments, financing statements, notices, undertakings, certificates and other writings, and to incur all such fees and expenses as in their judgment shall be necessary, appropriate or advisable in the good faith judgment of such Authorized Officer to effectuate the purpose and intent of any and all of the foregoing resolutions; and be it

**FURTHER RESOLVED**, that the Authorized Officers be, and each of them hereby is, authorized, directed and empowered, in the name and for and on behalf of the Company, to cause the Company to pay and direct the payment of all fees and expenses incurred in connection with the transactions contemplated by these resolutions; and be it

**FURTHER RESOLVED**, that all actions previously taken by any Authorized Officer or counsel with respect to the matters contemplated by these resolutions, including but not limited to any debtor in possession financing, are hereby adopted, ratified, confirmed and approved.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK, SIGNATURE PAGE  
FOLLOWS]

**IN WITNESS WHEREOF**, the undersigned, being all of the members of the Board of Directors of J.G. Wentworth, LLC, have executed this written consent as of the date first written above.

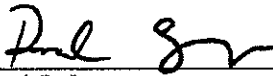
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Paul S. Levy


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Alexander Castaldi

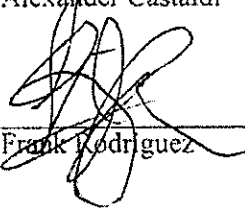
\_\_\_\_\_  
Frank Rodriguez

  
\_\_\_\_\_  
David Miller

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of Directors of J.G. Wentworth, LLC, have executed this written consent as of the date first written above.

  
\_\_\_\_\_  
Paul S. Levy

  
\_\_\_\_\_  
Alexander Castaldi

  
\_\_\_\_\_  
Frank Rodriguez

\_\_\_\_\_  
David Miller

**United States Bankruptcy Court  
District of Delaware**

In re JGW Holdco, LLC, J.G. Wentworth, LLC and J.G. Wentworth, Inc.  
Debtor(s)

Case No. \_\_\_\_\_  
Chapter 11

**DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)**

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept a retainer of .....	\$	<u>425,000.00</u>
Prior to the filing of this statement I have applied .....	\$	<u>268,526.52</u>
Remaining retainer of .....	\$	<u>156,473.48</u>

2. \$ 1,039.00 of the filing fee for each case has been paid.

3. The source of the compensation paid to me was:

Debtor     Other (specify):

4. The source of compensation to be paid to me is:

Debtor     Other (specify):

5.  I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

6. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- d. [Other provisions as needed]

**See retention papers.**

7. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

**None**

**CERTIFICATION**

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

Dated: May 19, 2009

/s/ Norman L. Pernick

**Norman L. Pernick NP-2178  
Cole, Schotz, Meisel, Forman & Leonard, P.A.  
A Professional Corporation  
500 Delaware Avenue, Suite 1410  
Wilmington, DE 19801  
302-652-3131 Fax: 302-652-3117**

United States Bankruptcy Court  
District of Delaware

In re J.G. Wentworth, LLC  
Debtor

Case No. \_\_\_\_\_

Chapter 11

**LIST OF EQUITY SECURITY HOLDERS**

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
JGW Holdco, LLC 160 Greentree Drive Suite 101 Dover, DE 19904			Sole Member

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, the Chief Executive Officer of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date 5/19/09

Signature   
David Miller  
Chief Executive Officer

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



Debtor(s)

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
 (Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>

**DECLARATION UNDER PENALTY OF PERJURY  
 ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the Chief Executive Officer of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date 5/19/09

Signature   
 David Miller  
 Chief Executive Officer

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

United States Bankruptcy Court  
District of Delaware

In re J.G. Wentworth, LLC

Debtor(s)

Case No.

Chapter

11

**CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)**

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for J.G. Wentworth, LLC in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

JGW Holdco, LLC  
160 Greentree Drive  
Suite 101  
Dover, DE 19904

None [Check if applicable]

Date

5/19/09

Norman L. Pernick (No. 2290)

Signature of Attorney or Litigant  
Counsel for J.G. Wentworth, LLC

Cole, Schotz, Maisei, Forman & Leonard, P.A.

A Professional Corporation  
500 Delaware Avenue, Suite 1410  
Wilmington, DE 19801  
302-652-3131 Fax:302-652-3117