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UNITED STATES BANKRUPTCY COURT

CENTRAL DISTRICT OF CALIFORNIA

SANTA ANA DIVISION

In re	Case No. 8:08-bk-13421-ES
FREMONT GENERAL CORPORATION, a Nevada corporation, Debtor. Taxpayer ID No. 95-2815260	Chapter 11 Case **OFFICIAL COMMITTEE OF EQUITY HOLDERS' FIRST AMENDED DISCLOSURE STATEMENT DESCRIBING FIRST AMENDED CHAPTER 11 PLAN OF REORGANIZATION**

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I. INTRODUCTION

The Official Committee of Equity Holders (the "Equity Committee") of Fremont General Corporation (the "Debtor") submits this First Amended Disclosure Statement (the "Disclosure Statement") in connection with the solicitation of acceptances and rejections of the Equity Committee's first amended plan of reorganization (the "Plan"), a copy of which was sent to you in the same envelope as this document. THE DOCUMENT YOU ARE READING IS THE DISCLOSURE STATEMENT FOR THE ENCLOSED PLAN. Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Plan.

This is a reorganizing plan. In other words, the Equity Committee seeks to accomplish payments under the Plan with Cash on hand and other Assets presently available to the Debtor, as well as assets to be generated by the Reorganized Debtor.

ANY AND ALL STATEMENTS, REPRESENTATIONS, ESTIMATES, ANALYSES, AND FINANCIAL PROJECTIONS CONTAINED IN THE DISCLOSURE STATEMENT AND PLAN ARE SOLELY THOSE OF THE EQUITY COMMITTEE, AND SHOULD NOT BE RELIED UPON AS STATEMENTS OF THE DEBTOR OR ITS MANAGEMENT TEAM. WHILE CERTAIN FINANCIAL INFORMATION CONTAINED IN THE DISCLOSURE STATEMENT AND PLAN RELATING TO THE DEBTOR AND ITS WHOLLY-OWNED INDIRECT SUBSIDIARY FREMONT REORGANIZING CORPORATION ("FRC") MAY BE BASED UPON INFORMATION PROVIDED BY THE DEBTOR TO THE EQUITY COMMITTEE, SUCH INFORMATION WAS PROVIDED PURSUANT TO A CONFIDENTIALITY AGREEMENT EXPRESSLY CONTEMPLATING THAT SUCH MATERIALS WERE NOT GENERALLY AVAILABLE FOR PUBLIC CIRCULATION AND WERE CONSTRUCTED UNDER CIRCUMSTANCES THAT HAVE NOW BEEN MATERIALLY ALTERED. MOREOVER, THE INFORMATION INCLUDES FINANCIAL STATEMENTS THAT HAVE NOT BEEN AUDITED OR REVIEWED BY INDEPENDENT REGISTERED ACCOUNTANTS, HAVE NOT BEEN PRESENTED IN ACCORDANCE WITH GENERALLY ACCEPTED ACCOUNTING PRINCIPLES, AND WERE PREPARED FOR INTERNAL PURPOSES RATHER THAN FOR THE PURPOSES PRESENTED IN THE DISCLOSURE STATEMENT AND PLAN.

A. Purpose of This Document

The purpose of this Disclosure Statement is to set forth information (1) about the history of the Debtor, its business, and the chapter 11 case, (2) concerning the Plan and alternatives to the Plan, (3) advising the holders of Claims and Equity Interests of their

rights under the Plan, (4) assisting the Creditors and Equity Interest Holders who are entitled to vote on the Plan in making an informed judgment regarding whether they should vote to accept this Plan and to reject any plan proposed by the Debtor or the Official Committee of Unsecured Creditors, and (5) assisting the Bankruptcy Court in determining whether the Plan complies with the provisions of chapter 11 of the Bankruptcy Code and should be confirmed. This Disclosure Statement cannot tell you everything about your rights. You should consider consulting your own lawyer to obtain more specific advice on how the Plan will affect you and what is the best course of action for you.

Be sure to read the Plan as well as the Disclosure Statement. If there are any inconsistencies between the Plan and the Disclosure Statement, the Plan provisions will govern.

By order dated _____, the Bankruptcy Court approved this Disclosure Statement as containing "adequate information" concerning the Plan, meaning that it contains sufficient information to enable Creditors and Equity Interest Holders to make an informed judgment in exercising their rights to vote to accept or reject the Plan. Any party may now solicit votes for or against the Plan.

The only Creditors or Equity Interest Holders who may vote for or against the Plan are those who have a Claim that is both (1) allowed or allowed for voting purposes and (2) classified in an impaired class. A Class is impaired if the legal, equitable, or contractual rights of the Claims or Equity Interests in the Class are altered. Classes of Claims or Equity Interests that are not impaired are conclusively presumed to have voted to accept the Plan and therefore are not entitled to vote on the Plan.

B. Deadlines for Voting and Objecting; Date of Plan Confirmation Hearing

The Bankruptcy Court has not yet confirmed the Plan described in this Disclosure Statement. In other words, the terms of the Plan are not yet binding on anyone. However, if the Court later confirms the Plan, then the Plan will be binding on the Debtor and on all Creditors and Equity Interest Holders in this case. The Equity Committee, as proponent of the Plan, recommends that the holders of Claims in Classes 2A, 2C, 2D, and

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3B vote to accept the Plan and to reject any plan proposed by the Debtor or the Creditors' Committee.

1. Time and Place of the Confirmation Hearing

The hearing where the Court will determine whether or not to confirm the Plan will take place on _____, 2009, at __:__ __.m. in Courtroom 5A of the Ronald Reagan Federal Building and United States Courthouse located at 411 West Fourth Street, Santa Ana, California 92701.

2. Deadline for Voting for or Against the Plan

If you are entitled to vote, it is in your best interest to timely vote on the enclosed ballot and return the ballot in the enclosed envelope to Weiland, Golden, Smiley, Wang Ekvall & Strok, LLP, attn: Philip E. Strok, 650 Town Center Drive, Suite 950, Costa Mesa, California 92626.

Your ballot must be received by _____ or it will not be counted.

3. Deadline for Objecting to the Confirmation of the Plan

Objections to the confirmation of the Plan must be filed with the Court and served upon counsel for the Equity Committee no later than _____.

4. Identity of Person to Contact for Further Information Regarding the Plan

Any interested party desiring further information about the Plan should contact Philip E. Strok of Weiland, Golden, Smiley, Wang Ekvall & Strok, LLP, by phone at (714) 966-1000 or by e-mail at pstrok@wgllp.com.

C. Disclaimer

The Disclosure Statement contains information that will inform your decision of whether to vote to accept or reject the Plan. The purpose of the Disclosure Statement is to provide "adequate information" of a kind and in sufficient detail as far as is reasonably practicable given the nature and history of the Debtor and the condition of its books and records that would enable a reasonable hypothetical investor to make an informed judgment about the Plan. The Equity Committee makes no representations concerning

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the Debtor, its financial condition, or any aspect of the Plan other than those contained in this Disclosure Statement.

The financial data relied upon in formulating the Plan is based on historical financial information obtained by the Equity Committee from the Debtor and on financial projections prepared by the Equity Committee's financial advisors, CRG Partners Group LLC ("CRG"). Unless otherwise indicated, the financial information is unaudited. The Equity Committee cannot warrant or represent that the information contained in this Disclosure Statement is without inaccuracies, although great effort has been taken to ensure that the information is presented fairly.

In July 2008, Weiland, Golden, Smiley, Wang Ekvall & Strok, LLP ("Weiland Golden") commenced representing the Equity Committee as its counsel and CRG commenced representing the Equity Committee as its financial advisors. Weiland Golden and CRG have relied upon information provided by the Debtor and its management in connection with the preparation of this Disclosure Statement. Although Weiland Golden and CRG have performed certain limited due diligence in connection with the preparation of this Disclosure Statement, they have not independently verified all of the information contained herein. The Equity Committee incorporates by reference the boldface capitalized text set forth above on page 1 of this Disclosure Statement.

Although a copy of this Disclosure Statement is being served on the Securities and Exchange Commission (the "SEC") and the SEC has been given an opportunity to object to the adequacy of the Disclosure Statement, the Disclosure Statement has not been and will not be registered under the Securities Act of 1933, as amended (the "Securities Act"), or applicable state securities laws. Neither the SEC nor any state regulatory authority has passed upon the accuracy or adequacy of the Disclosure Statement, its exhibits, or the statements contained therein.

The contents of this Disclosure Statement should not be construed as legal, business, or tax advice. Any tax advice that may be contained in the Disclosure Statement is not intended to be used and cannot be used for the purpose of avoiding any

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tax penalties that may be imposed on any person. All Creditors and Equity Interest Holders should consult their own legal counsel and accountants as to legal, tax, and other matters concerning their Claims or Equity Interests.

II. OVERVIEW OF THE EQUITY COMMITTEE'S PLAN

The following is a brief summary of the material provisions of the Plan and is provided for convenience only. A more detailed description of the Plan appears below in Section VI of the Disclosure Statement.

The Plan's objective is to vest title to all Assets of the Debtor in the Reorganized Debtor which will then make Distributions to Holders of Allowed Claims and Equity Interests in accordance with the Plan. The Plan designates a series of Classes of Claims and one Class of Equity Interests and includes all Claims against and Equity Interests in the Debtor.

The following table summarizes the treatment of Claims and Equity Interests under the Plan with: (1) estimates of the amount of Claims in each category or Class that will be finally determined to be Allowed Claims; and (2) a description of the treatment provided for in the Plan for each Class of Claims and Equity Interests. The dollar amounts are based on the records of the Debtor as of the Petition Date or the date of the Disclosure Statement proposed by the Debtor and do not constitute an admission by the Equity Committee or the Debtor as to the validity or amount of any particular Claim or Equity Interest. All rights of any party in interest to dispute the validity or amount of any Claim or Equity Interest that have not already been Allowed by the Bankruptcy Court or by agreement of the parties are hereby reserved.

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Class	Description of Claim or Interest	Treatment	Estimated Aggregate Amount of Allowed Claims	Estimated Percentage Recovery of Allowed Claims or Interests	Impaired and Entitled to Vote
N/A	Administrative Claims[1]	Unless any entity entitled to payment of an Allowed Administrative Claim agrees to a less favorable treatment or unless otherwise ordered by the Court, each Holder of an Allowed Administrative Claim will receive, in full satisfaction of its Claim, Cash in an amount equal to the amount of the Allowed Administrative Claim on the later of: (1) the Effective Date, or (2) the fifteenth Business Day after such Administrative Claim becomes an Allowed Administrative Claim, or, in either case, as soon thereafter as is practicable. However, Ordinary Course Administrative Claims will be paid in full in accordance with the terms and conditions of the particular transaction that gave rise to the Ordinary Course Administrative Claim or as otherwise authorized by the Court.	As of October 31, 2009, the Debtor has estimated that the projected range of unpaid Administrative Claims will be from $1,800,000 to $2,000,000.	100%	No
N/A	Priority taxes	Except to the extent that a Holder of an Allowed Priority Tax Claim has been paid by the Debtor prior to the Effective Date or agrees to a less favorable treatment, each	The Debtor has estimated the range from $100,271 to $102,676,574.[2] The Equity Committee has	100%	No

[1] The Administrative Claims described in this table do not include Administrative Claims that have already been paid or any intercompany Administrative Claims that may be due to FRC.

[2] The $102,676,574 figure includes the IRS's proof of claim in the amount of $89,384,470 and the California Franchise Tax Board's proof of claim in the amount of $13,292,104 and does not represent the Debtor's view of the amount that ultimately is likely to be Allowed. The Debtor disputes the proofs of claim filed by the IRS and the California Franchise Tax Board.

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Class	Description of Claim or Interest	Treatment	Estimated Aggregate Amount of Allowed Claims	Estimated Percentage Recovery of Allowed Claims or Interests	Impaired and Entitled to Vote
		Holder of an Allowed Priority Tax Claim shall receive, in full satisfaction of its Claim, Cash in an amount equal to such Allowed Priority Tax Claim on the later of (1) the Effective Date, or (2) the fifteenth Business Day after the Priority Tax Claim becomes an Allowed Priority Tax Claim, or in either case, as soon thereafter as is practicable.	estimated that the Allowed Priority Taxes will be significantly below the high-end of the range.		
1	Priority Non-Tax Claims	Except to the extent that a Holder of an Allowed Priority Non-Tax Claim agrees to a less favorable treatment, each Allowed Priority Non-Tax Claim will be paid in full satisfaction of the Priority Non-Tax Claim on the later of (1) the Effective Date or (2) the fifteenth Business Day after such date that the Claim becomes an Allowed Priority Non-Tax Claim, or in either case, as soon thereafter as is practicable	The Debtor has estimated the range from $0 to $68,253	100%	No
2A	General Unsecured Claims (excluding the TOPrS Claims (Class 2B), the $176,402,107 of Claims represented by the 7.875% Senior Notes due 2009 (Class 2C), and any Claims included in the Convenience Class (Class 2D))	Except as provided below with respect to the Holder of an Allowed General Unsecured Claim pursuant to the Rampino Stipulation, the Enron Stipulation, the BONY Stipulation or any other settlement, compromise, stipulation or order which provides for treatment that is more or less favorable than the treatment provided for herein, whether in terms of maturity, amortization, interest rate and/or	Approximately $56.5 million Class 2A includes the proof of claim filed by the Debtor's indirect wholly-owned subsidiary, FRC, in an unspecified amount.	100%	Yes

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Class	Description of Claim or Interest	Treatment	Estimated Aggregate Amount of Allowed Claims	Estimated Percentage Recovery of Allowed Claims or Interests	Impaired and Entitled to Vote
		entitlement to interest (prepetition or postpetition) or otherwise, The Holder of an Allowed General Unsecured Claim shall elect on its ballot, which election may not be changed, one of the following treatments, either of which will be in full satisfaction of the Allowed General Unsecured Claim: Treatment A: The Allowed General Unsecured Claim *plus* any and all accrued pre-petition interest will be paid in full within fifteen Business Days of the Effective Date of the Plan with no postpetition interest; or Treatment B: The Allowed General Unsecured Claim *plus* any and all accrued prepetition interest *plus* postpetition interest at the federal judgment rate in effect during each month (based on the rate in effect on the Petition Date for the first postpetition month and then the first business day of each month thereafter) from the Petition Date to the Effective Date *plus* interest at 6% per annum from the Effective Date through the date of payment will be paid in full no later than two years after the Effective Date. The Holder of any Allowed General Unsecured Claim that does not timely make an election on its ballot between the two			

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Class	Description of Claim or Interest	Treatment	Estimated Aggregate Amount of Allowed Claims	Estimated Percentage Recovery of Allowed Claims or Interests	Impaired and Entitled to Vote
		treatments will default to Treatment B. The Holder of an Allowed General Unsecured Claim pursuant to the Rampino Stipulation, the Enron Stipulation, the BONY Stipulation or any other settlement, compromise, stipulation or order which provides for treatment that is more or less favorable than the treatment provided for herein, whether in terms of maturity, amortization, interest rate and/or entitlement to interest (prepetition or postpetition) or otherwise, shall be paid in accordance with the underlying compromise, settlement, stipulation or order giving rising to the Allowed Claim, and if no payment date is specified on the later of (1) the fifteenth Business Day after the Effective Date or (2) the fifteenth Business Day after the Claim becomes an Allowed Claim, or in either case, as soon thereafter as is practicable.			
2B	TOPrS Claims	The Holders of Allowed TOPrS Claims shall retain their legal, equitable, and contractual rights provided by the Indenture dated as of March 6, 1996	$107,422,681	100%	No
2C	General Unsecured Claims of the Holders of the 7.875% Senior Notes	The Holders of the Senior Notes shall receive and agree to accept a Cash payment in the aggregate amount of $175,000,000 on the Effective Date as	$176,402,107	100%	Yes

Class	Description of Claim or Interest	Treatment	Estimated Aggregate Amount of Allowed Claims	Estimated Percentage Recovery of Allowed Claims or Interests	Impaired and Entitled to Vote
		and for full and final satisfaction of their Claims, which shall be distributed to each Holder, on a pro rata basis, based on the outstanding principal due to each Holder. The payment of $175,000,000 to the Holders of the Senior Notes shall be a condition to the Plan going effective.			
2D	Convenience Class of General Unsecured Claims of $5,000 or less	All Holders of Allowed General Unsecured Claims in the amount of $5,000 or less will be paid in Cash equal to the amount of the Allowed General Unsecured Claim on the later of (1) the Effective Date of the Plan, or (2) the fifteenth Business Day after the General Unsecured Claim becomes an Allowed General Unsecured Claim. In addition, any Holder of an Allowed General Unsecured Claim in excess of $5,000 may elect to be treated in this Class 2D by marking the appropriate box on the ballot. Where the Allowed General Unsecured Claim exceeds $5,000, the payment of $5,000 will be deemed to be in full satisfaction of the Allowed General Unsecured Claim.	The Equity Committee estimates that there are approximately 365 Claims that fall into this category, with the estimated amount of Claims in this category totaling approximately $53,000	100%	Yes
3A	Equity Interests	Holders of existing Equity Interests in the Debtor will retain their Equity Interests in the Reorganized Debtor, diluted as set forth below, in full and final satisfaction of their Equity Interests.	As of the Petition Date, approximately 82,116,176 shares of the Debtor's common stock had been issued	100%	No

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Class	Description of Claim or Interest	Treatment	Estimated Aggregate Amount of Allowed Claims	Estimated Percentage Recovery of Allowed Claims or Interests	Impaired and Entitled to Vote
3B	Section 510(b) Claims	The Holder of an Allowed Section 510(b) Claim will receive newly-issued interests in the Reorganized Debtor in full and final satisfaction of their Allowed Section 510(b) Claims. The percentage interest of common stock to which such Holders will be entitled shall be based upon the average trading value of the common stock of Reorganized Debtor shares for the thirty days preceding the date on which any Section 510(b) Claims become Allowed Section 510(b) Claims if such allowance occurs after the Effective Date.	Unknown	100%	Yes

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III. HISTORY OF THE DEBTOR

The Debtor is a publicly-held Nevada corporation that has functioned as a financial services holding company. Its prepetition business operations were conducted through two intermediate holding companies--one for banking operations and one for insurance operations.

A. The Lending Operations

The Debtor engaged in both commercial and residential real estate lending nationwide through the Debtor's industrial bank subsidiary, Fremont Reorganizing Company, formerly known as Fremont Investment & Loan ("FIL" or "FRC"). FIL focused on the origination of commercial real estate loans and held these loans primarily for investment. Its consumer lending operations focused on the origination of non-prime and

sub-prime residential real estate loans, most of which were sold to third party investors or securitized. FIL was one of the nation's largest originators of sub-prime loans.

FIL's business grew rapidly in the years before the Debtor's bankruptcy filing. FIL's total amount of residential loan originations increased from approximately $14 billion in 2003 to approximately $36 billion in 2006. Its commercial real estate loan originations also increased from approximately $1.1 billion in annual mortgage originations in 2003 to approximately $8.3 billion in 2005. However, the sub-prime lending market deteriorated significantly in 2007. A periodic review by the Federal Deposit Insurance Corporation ("FDIC") of FIL's sub-prime lending operations led to the issuance of a cease-and-desist order with respect to some of FIL's past sub-prime lending practices. The cease and desist order required much higher capital levels, making it more difficult for FIL to operate in the sub-prime business. As a result, FIL decided to discontinue its sub-prime lending activities. As of March 7, 2007, FIL ceased entering into new funding commitments for sub-prime mortgage loans, although it continued to honor remaining outstanding commitments. FIL also sold substantially all of its commercial real estate loan portfolio to another entity during 2007, terminating FIL's interest in its commercial real estate lending business.

The vast majority of FIL's originated residential loans were transferred to third parties via a whole loan sale or securitizations. Most of FIL's loans transferred were transferred via a whole loan sale. In a whole loan sale, FIL entered into an agreement to sell loans for cash, generally on a servicing released basis, but occasionally on a servicing retained basis. As part of the sale process, FIL gave customary representations and warranties regarding the characteristics and origination process of the loans. FIL also generally committed to repurchase loans if a payment default occurred within a certain period after the loan was sold.

In a securitization, FIL transferred residential loans to a qualifying special-purpose entity, established for the limited purpose of purchasing the loans and issuing interest bearing securities that represented interests in the loans. The transfer of the loans in a

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securitization was treated as a sale, with the loans being removed from FIL's balance sheet, although FIL continued to perform loan servicing functions for the securitizations.

For various reasons, some of the loans that FIL originated were not sold to other parties. In March and April of 2007, FIL entered into whole loan sale agreements that transferred the majority of FIL's unsold sub-prime residential real estate loans, valued at approximately $6.9 billion.

B. The Insurance and Indemnity Operations

On the insurance side, the Debtor owns all of the common stock of Fremont Compensation Insurance Group, Inc. ("FCIG"). FCIG in turn owns 100% of bare legal title to the common stock of Fremont Indemnity Company in Liquidation ("Indemnity") and 100% of bare legal title to the common stock of Fremont Life Insurance Company ("Life"). In June 2003, Indemnity was placed into a state "conservation" proceeding under section 1101 of the California Insurance Code, and the following month, that proceeding was subsequently converted into a liquidation proceeding under section 1016 of the California Insurance Code. In connection with those proceedings, the California Insurance Commissioner obtained all of the powers of the directors, officers, and manager of Indemnity, as well as sole control over Indemnity's property. Life was placed into a state "conservation" proceeding in June 2008.

C. The Debtor's Management

Until November 2007, the Debtor was managed by a management team that included Chairman of the Board James A. McIntyre, President and Chief Executive Officer Louis J. Rampino. Mr. McIntyre and Mr. Rampino were each employed by the Debtor for more than thirty years. Mr. McIntyre served as the Debtor's Chief Executive Officer from 1976 until 2004, when Mr. Rampino was appointed as Chief Executive Officer.

In November 2007, Mr. McIntyre, Mr. Rampino, and several of the Debtor's other officers and directors resigned after the Debtor continued to experience significant financial difficulties. The Debtor's previous management team was replaced with a new management team, including Chairman of the Board of Directors and Chief Executive

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Officer Stephen H. Gordon and Vice-Chairman and President David S. DePillo. This management team managed the Debtor from November 2007 through October 2008. Gordon and DePillo resigned from day-to-day management on September 30, 2008, but remained on the board as chairman and vice-chairman, respectively. On October 1, 2008, Richard A. Sanchez replaced Mr. DePillo and Mr. Gordon and became the Debtor's Interim President and Interim Chief Executive Officer. Mr. Sanchez has served as Interim President and Interim CEO through the present date. Other members of the new management team, namely Thea K. Stuedli as the chief financial officer and Donald E. Royer as the general counsel, have remained in their positions since November 2007.

D. Selected Financial Information

Attached as Exhibit "1," for general informational purposes, is the Debtor's operating report filed with the Office of the United States Trustee for the month ended June 30, 2009. The Debtor's Bankruptcy Schedules are attached for general informational purposes as Exhibit "2."

IV. THE CHAPTER 11 CASE

A. Events Leading to the Bankruptcy Filing

FIL was one of the nation's largest sub-prime lenders. Although FIL resold the vast majority of all loans that it originated via "whole loan" sales, FIL remained obligated to repurchase loans that it had sold if they experienced a payment default within a certain period of time after being sold. FIL's loan repurchase obligations increased significantly in 2006.

A combination of loan repurchase losses and deterioration in the sub-prime loan market caused FIL to experience significant erosion in its statutorily mandated capital ratios. Consequently, on February 27, 2007, the FDIC provided Debtor and FIL with a Cease and Desist Order, which required the Debtor to take steps to improve FIL's Tier 1 capital ratio and significantly adjust and improve its sub-prime lending practices. As a result of the Cease and Desist Order, FIL decided to completely terminate all new sub-

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prime funding commitments on March 7, 2007, although it continued to honor existing funding commitments made before March 7, 2007. FIL reached agreements to sell its remaining residential and commercial real estate loan portfolios to third parties during the first half of 2007.

Even after ceasing residential lending, disposing of residential and commercial loan portfolios, completing the sale of significant portions of FIL's assets, and taking other steps to comply with the Cease and Desist Order, the Debtor was not able to sufficiently repair the damage to FIL's capital position caused by the sub-prime lending crisis. The FDIC issued a Supervisory Prompt Corrective Action Directive (the "Directive") on March 26, 2008, which that gave the Debtor sixty days to either recapitalize FIL or accept an offer for FIL to be acquired by another depository institution. In order to comply with the Directive, the Debtor reached an agreement with CapitalSource, Inc. ("CapitalSource"), where CapitalSource would agree to purchase substantially all of FIL's principal assets and assume its deposits. Because the Debtor was a publicly traded entity, it would have to comply with SEC proxy rules in order to complete the sale to CapitalSource. However, given its dire financial condition, the Debtor determined that it would be unable to complete an audit of its 2007 consolidated financial statements and required subsequent quarterly financial statement reviews. Under SEC proxy rules, both of these items would have to be completed before the Debtor could solicit shareholder approval of the CapitalSource Transaction. Given the difficulties associated with completing a sale outside of bankruptcy, the Debtor determined that its best option for completing the sale would be to seek protection under Chapter 11 of the Bankruptcy Code and complete the sale. Accordingly, on June 18, 2008 (the "Petition Date"), the Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtor has continued to manage its Assets and properties as a debtor-in-possession pursuant to Bankruptcy Code sections 1107 and 1108.

As of the Petition Date, the Debtor's books and records reflected that the Debtor's common stock was held by approximately 120 holders of record, with no person or entity

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holding more than 20% of the Debtor's common stock. The Debtor's common stock was listed on the New York Stock Exchange ("NYSE") under the "FMT" symbol, although the NYSE suspended trading of the Debtor's stock prior to the opening of trading on April 17, 2008. Also as of the Petition Date, the Debtor had two issues of debt securities outstanding. On March 1, 1999, the Debtor issued its "Senior Notes," of which approximately $166 million in principal remained outstanding on the Petition Date. Tennenbaum Capital Partners, LLC, appears to hold over 95% of the Senior Notes. On March 6, 1996, the Debtor issued its 9% Junior Subordinated Debentures to the Debtor's wholly-owned subsidiary, Fremont General Financing I, a Delaware business trust. Fremont General Financing I in turn issued preferred securities that had been traded on the NYSE under the symbol "FMTPR." As of the Petition Date, the Debtor's books and records reflected that the Trust Preferred Securities stock was held by approximately 1,750 holders of records and that approximately $103 million in principal remained outstanding.

B. Significant Events During the Chapter 11 Case

1. Retention of Debtor's Professionals and Agents

After filing its petition for reorganization, the Debtor retained the law firm of Patton Boggs LLP, as reorganization counsel, effective as of June 18, 2008. The Debtor also retained the law firm of Stutman, Treister & Glatt, PC, to assist Patton Boggs in rendering bankruptcy-related services to the Debtor. The Bankruptcy Court approved the Debtor's employment of these professionals, effective as of the Petition Date, pursuant to orders entered on September 29, 2008.

The Debtor has also retained (i) FTI Consulting, Inc. ("FTI") to provide interim management and management assistance to the Debtor, (ii) the law firms of Willenken, Wilson, Loh & Lieb, LLP, Epstein Becker & Green, PC and The Caldwell Law Firm as special litigation counsel, and (iii) KPMG Corporate Finance LLC ("KPMGCF") as the Debtor's exclusive financial advisor in conjunction with a contemplated transaction that could form the basis for a plan of reorganization.

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The Debtor has also retained Squar, Milner, Peterson, Miranda & Williamson, LLP and Ernst & Young, LLP as the Debtor's independent accountant and auditor.

2. Appointment of the Creditors' Committee and Equity Committee

On July 1, 2008, the U.S. Trustee appointed an official committee of creditors holding unsecured claims against the Debtor (the "Creditors' Committee") to represent the interests of the general unsecured creditors of the Estate. The members of the Creditors' Committee are: (1) Tennenbaum Multi-Strategy Master Fund, which serves as the chair; (2) HSBC Bank USA, N.A., the Indenture Trustee for holders of the Debtor's 7.875% Senior Notes; (3) Wells Fargo Bank, N.A., as successor trustee to the Bank of New York Trust Company, N.A., the Indenture Trustee for holders of the Debtor's 9% Junior Subordinated Debentures; (4) Dennis & Loretta Danko Family Trust; and (5) Rita Angel. In addition, Howard Amster and Roark, Rearden & Hamot Capital Management serve as "ex officio" members of the Creditors Committee.

The Creditors Committee has employed Klee, Tuchin, Bogdanoff & Stern LLP ("Klee Tuchin") as its counsel, the Solon Group, Inc. ("Solon") as its financial advisor on a limited basis in the Case, and Bocarsly Emden Cowan Esmail & Arndt LLP as its tax advisor.

On July 8, 2008, the U.S. Trustee appointed the Equity Committee to represent the interests of the equity holders. The initial members of the Equity Committee were: (1) John M. Koral; (2) William M. Stern; (3) Paul Dagostino; (4) William Holmes; (5) Frank E. Williams, Jr.; (6) Jeffrey M. Pies; (7) Lynn Ehlers; (8) John M. Mlynick; and (9) Jonathan Siegal. The latter two later resigned from the Equity Committee. The Equity Committee has employed, with the Bankruptcy Court's approval, Weiland Golden as its counsel and CRG as its financial advisor.

3. Consummation of the CapitalSource Transaction

Within a week of the Petition Date, the Debtor filed its Motion for Order Authorizing the Debtor to Use the Shares of Non-Debtor Subsidiary to Consummate the CapitalSource Transaction (the "CapitalSource Motion"), which sought entry of an order

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authorizing the Debtor, as sole shareholder, to use its shares of a non-debtor subsidiary to consummate the CapitalSource Transaction. Following a hearing on July 17, 2008, the Court entered an order approving the CapitalSource Motion, which order was supported by accompanying Findings of Fact and Conclusions of Law.

The CapitalSource Transaction closed on or about July 25, 2008, and FRC subsequently surrendered its banking charter to the state of California and changed its name from Fremont Investment & Loan to Fremont Reorganizing Corporation. As a result of the CapitalSource Transaction – which both the Creditors' Committee and the Equity Committee supported – seizure of FRC by the FDIC was avoided and significant value was preserved for all stakeholders.

4. The Order Limiting Transfers of Equity

On the Petition Date, the Debtor filed an emergency motion for an order limiting certain transfers of Equity Interests in the Debtor. The motion was filed because the Debtor's consolidated federal corporate income tax return for 2007 reflect NOLs of $695,469,659 that, if preserved, could yield a tax benefit of more than $200 million. However, the Debtor was concerned that unregulated postpetition trading of the Debtor's equity interests could reduce or eliminate the value of the NOLs that it thought might be critical to its reorganization. Accordingly, the Debtor sought an order limiting and tailoring restrictions on trading and requiring the Debtor to receive advance notice of any transfers that could have the effect of jeopardizing the NOLs. The Court granted the requested relief with an order that was entered on June 19, 2008.

5. Insider Compensation

During the Case, the Debtor sought Court approval of the post-petition compensation of its current and past officers and directors, including Stephen H. Gordon, David S. DePillo, Donald E. Royer, Richard A. Sanchez, and Thea K. Stuedli. The Court approved a stipulation on September 15, 2008, that set the post-petition compensation for each of these officers or directors and established a mechanism for apportioning the executive compensation cost among the Debtor and FRC.

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6. Establishment of General Bar Date and Filing of Claims

On September 4, 2008, pursuant to a Stipulated Order Regarding the Claims Bar Date, the Court established November 10, 2008 as the general claims bar date for all Persons other than governmental units to file proofs of Claim or Equity Interests arising prior to the Petition Date, pursuant to section 501 of the Bankruptcy Code, and (2) December 15, 2008 as the claims bar date for governmental units to file pre-petition Claims.

Over 900 Proofs of Claim have been filed against the Debtor, including a limited number after the Claims Bar Date. Based on its preliminary review, it appears that many of these asserted Claims are invalid and/or inflated and, ultimately after Claims objection litigation, the aggregate Claims amounts should be significantly reduced.

7. Relief from Stay Motions – McIntyre, Faigin, and The Bank of New York Mellon

During the Case, two of the Debtor's former Officers, James A. McIntyre and Alan C. Faigin have filed motions seeking relief from the automatic stay under Bankruptcy Code section 362. Former CEO McIntyre sought relief from the automatic stay to allow him to pursue litigation requiring the Debtor to hold a shareholder's meeting. After conducting a hearing on the matter, the Bankruptcy Court entered an order on October 24, 2008, denying, without prejudice, McIntyre's motion to lift the stay.

Former General Counsel Faigin filed a motion to lift the automatic stay in order to pursue state court litigation against the Debtor and FRC under a theory that both entities were jointly liable for amounts that were still allegedly owed to Faigin under his pre-petition employment contract with the Debtor. Although the Debtor, but not FRC, was a party to Faigin's employment contract, Faigin had attempted to pursue arbitration against FRC, which is not a debtor in bankruptcy, under a theory that both Debtor and FRC were joint employers of Faigin. The Bankruptcy Court entered an order on December 24, 2008 allowing Faigin's litigation against FRC to proceed on the condition that Faigin amend his

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complaint to remove all allegations against the Debtor and refrain from seeking discovery from the Debtor in connection with the state court litigation.

More recently, The Bank of New York Mellon ("BONY") filed a motion to lift the automatic stay so that prepetition litigation that BONY commenced against the Debtor for alleged interference with a contractual relationship between BONY, the New York Insurance Department, and FIC, which was pending in the United States District Court, Central District of California, on the Petition Date, could resume. The hearing on the motion has been continued several times and is presently scheduled for August 18, 2009. BONY's prepetition litigation claims have been asserted in the Case through a proof of claim BONY filed in excess of $20,000,000. The Debtor disputes any liability to BONY and whether the Debtor had the requisite intent.

8. Engagement of KPMG Corporate Finance and the Attempts to Negotiate a Consensual Plan

On January 6, 2009, the Bankruptcy Court approved the engagement of KPMG Corporate Finance LLC ("KPMGCF"), a subsidiary of KPMG LLP (UK), as the Debtor's financial advisor to locate potential acquirers of the Debtor who might act as a sponsor in a potential plan of reorganization. In connection with this engagement, the Equity Committee is informed that KPMGCF distributed marketing materials informing potential investors of the opportunity to act as the sponsor of the Debtor's plan of reorganization.

As a result of KPMGCF's marketing efforts, 26 parties entered into non-disclosure agreements and were provided access to information about the Debtor and its management. Ultimately, the Debtor received six non-binding letters of intent from interested third parties.

In Spring 2009, the Debtor evaluated each of these proposals to determine whether the implementation of any of such proposals through a plan of reorganization was viable and consulted with the committees to determine their positions. Although the Equity Committee was supportive of the Debtor's efforts and even contemplated being a co-

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sponsor of a plan with the Debtor, the Creditor's Committee was not supportive. Ultimately, the Debtor proposed its own plan.

9. Exclusivity

Pursuant to the United States Bankruptcy Code, a debtor-in-possession, such as the Debtor, has 120 days from the date of the filing of its Chapter 11 petition with the Bankruptcy Court in which to file a plan of reorganization, subject to Bankruptcy Court's discretion to grant extensions of this exclusive period. During this exclusive period no other person or entity is permitted to file a plan of reorganization. The Debtor obtained an extension of time to June 1, 2009, to propose its plan and September 1, 2009, to solicit votes on the plan. The Debtor filed its plan and the Creditors' Committee filed a motion to terminate exclusivity that was set for a hearing on July 14, 2009. The Equity Committee joined in that motion and the Court granted it and terminated exclusivity effective July 17, 2009.

10. Settlement of Claims and Litigation

During the course of the bankruptcy case, the Debtor has achieved settlements of various matters. In some instances, the Debtor has negotiated final terms of settlement, subject only to obtaining Bankruptcy Court approval. The following narrative describes the more significant settlements.

a. <u>California Insurance Commissioner</u>

In June 2004, the California Insurance Commissioner (the "CIC"), as Indemnity's statutory liquidator, sued the Debtor and FCIG in state court, alleging that they improperly utilized net operating loss deductions ("NOLs") allegedly belonging to Indemnity (the "NOL Case"). In 2005, the CIC filed another complaint against the Debtor and others on behalf of Indemnity as successor in interest to Comstock Insurance Company ("Comstock"), a former affiliate of Indemnity that was subsequently merged into Indemnity. That case alleged similar causes of action regarding the utilization of NOLs as well as assertions of improper transactions with other insurance subsidiaries and affiliates of Indemnity (the

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"Comstock Action"). In 2008, FRC was added as a defendant in both the NOL Case and the Comstock Action.

As a result of disputes as to whether Indemnity, which is in liquidation, and its subsidiaries could be considered part of the Debtor's consolidated taxpayer group for federal income tax purposes, the CIC requested that the IRS issue a private letter ruling to resolve the dispute. The IRS issued it on July 26, 2006, and based on that ruling, the CIC has taken the position that Indemnity and its subsidiaries should be included in the Debtor's consolidated taxpayer group, and the Debtor has maintained its objection to such tax treatment (the "Tax Deconsolidation Dispute").

The CIC also filed a lawsuit in California state court asserting on behalf of Indemnity claims of ownership to substantial portions of artwork, including any related proceeds from the sale of that artwork, that were at any time in the possession or control of the Debtor or its affiliates. The Debtor removed that action to the Bankruptcy Court on July 11, 2008, and it remains pending as case number 08:08-ap-01258-ES (the "Art Adversary Dispute"). The claims are being asserted against the Debtor, FRC, and four current or former employees of the Debtor.

In connection with these various adversary proceedings, the CIC filed four claims with the Bankruptcy Court, asserting the claims set forth in the NOL Case, the Comstock Action, the Art Adversary Dispute, and the Tax Consolidation Dispute. Collectively, the liquidated amounts of these asserted claims exceed $489 million, and also included unliquidated amounts.

In April 2009, the Debtor, FRC, and FCIG (together, the "Fremont Entities") and the CIC, in its capacity as the statutory liquidator or Indemnity and the statutory conservator of Life, entered into a stipulation agreement that settled their disputes (the "CIC Stipulation"). In the CIC Stipulation, the Fremont Entities and the CIC agreed to the following:

(1) Tax Issues: Within 20 days of the CIC Stipulation's effective date, the Fremont Entities will take the appropriate action to document that Indemnity has been deconsolidated from the group of affiliates of the Debtor that elect to participate in a

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consolidated federal taxpayer group so that Indemnity can use any NOLs generated by Indemnity on or after January 1, 2003, on its own tax returns. In addition, the Debtor has agreed to cooperate with the CIC in the preparation, filing, approval, and consummation of the statutory liquidation case involving Indemnity.

(2) Life Stock. On the effective date of the CIC Stipulation, FCIG, as the holder of all of Life's issued and outstanding stock, will transfer all of its right, title, and interest in the stock of Life to the Commissioner.

(3) Proofs of Claim. On the effective date of the CIC Stipulation, each of the proof of claim filed by the CIC in the Debtor's case will be withdrawn, disallowed, and expunged with prejudice. The CIC will be allowed a $5 million general unsecured claim in the Debtor's Case, and this claim will be the sole and exclusive right to payment by CIC, Indemnity, and Life from the Debtor's bankruptcy estate, except with respect to the D&O Case described below.

(4) Art Adversary Dispute. On the effective date of the CIC Stipulation, the CIC will receive $4.1 million of the funds presently held in escrow that are attributable to the sale of certain of the Debtor's artwork. The Debtor will receive the remaining proceeds held in the escrow account (approximately $300,000) and ownership rights to all of the remaining artwork, including any future proceeds from the sale or disposition of such artwork.

(5) Cash Payment. On the effective date of the CIC Stipulation, FRC will pay to Indemnity $5.0 million.

(6) Dismissal of Pending Litigation. As soon as possible after the effective date of the CIC Stipulation, the CIC will dismiss with prejudice all of the actions mentioned above, including any counterclaim or cross complaint filed therein, and the Fremont Entities will dismiss with prejudice any claims filed in connection with Indemnity's statutory liquidation case.

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(7) Releases. Except for the agreements and obligations set forth in the CIC Stipulation, CIC, Indemnity, Life, and the Fremont Entities will give each other mutual releases of the claims set forth in the actions described above.

The Debtor filed a motion to approve the CIC Stipulation pursuant to FRBP 9019 (a) in April 2009, and the motion was approved at a hearing held on May 14, 2009. The CIC Stipulation has also been approved by the two necessary state court and the Debtor and CIC are presently in the process of closing and implementing the settlement.

b. Massachusetts Attorney General

The Debtor and FRC were also subject to ongoing litigation in the Massachusetts Superior Court in Suffolk County ("MA Superior Court") brought by the Attorney General for the Commonwealth of Massachusetts (the "Commonwealth") based upon alleged consumer protection violations stemming from FRC's lending practices in connection with the origination and servicing of residential mortgage loans made to Massachusetts residents. The complaint sought injunctive and equitable relief and civil penalties. Since February 2009, the Debtor and FRC have been operating under a preliminary injunction issued by the MA Superior Court, as modified in March 2008, that enjoined the Debtor and FRC from foreclosing on certain of the loans made to Massachusetts residents absent the approval of the MA Superior Court. The preliminary injunction also prevented the Debtor and FRC from selling, transferring, or assigning any of these Massachusetts residential loans unless certain conditions were met. This litigation appeared to be outside the scope of the automatic stay pursuant to 11 U.S.C. § 362(b)(4).

In April 2009, after comprehensive settlement discussions, the Commonwealth, the Debtor, and FRC entered into a Final Judgment by Consent (the "Final Judgment"). Pursuant to the Final Judgment, FRC will pay $10 million to the Commonwealth on the effective date of the Final Judgment. If neither FRC nor FGCC is the subject of a bankruptcy proceeding as of a date that is about 95 days after the effective date of the Final Judgment and no court has determined that either the Debtor or FRC has violated any of the terms of the Final Judgment, then the Commonwealth will withdraw with

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prejudice the $20 million proof of claim that it filed in the Debtor's Case. If either FRC or FGCC is in a bankruptcy proceeding on such date, then the Commonwealth may void the Final Judgment and refund the $10 million. That deadline has not yet passed as of the filing of the Disclosure Statement.

If the Final Judgment becomes effective, then the preliminary injunction will be modified and will become a permanent injunction that will apply to loans to Massachusetts residents or to loans secured by property in Massachusetts. The permanent injunction requires the Debtor or FRC to provide the Massachusetts Attorney General with prior notice before initiating or advancing a foreclosure on any such mortgage loan originated by FRC. If the Attorney General does not provide a written objection, then the Debtor or FRC may proceed with the foreclosure. If there is a written objection, then the parties will follow the resolution procedures set forth in the Final Judgment. In addition, before the Debtor or the FRC can sell, transfer, or assign any mortgage loan originated by FRC that is secured by any residential property in Massachusetts, they must (1) provide the Attorney General with prior notice; (2) a purchaser or assignee from the FRC must agree to be bound by the foreclosure and sale restrictions in the permanent injunction, and (3) a copy of the written assignment must be provided to the Attorney General. In exchange for this agreement, upon entry of the Final Judgment by the MA Superior Court, the Commonwealth will release the Debtor and FRC from the claims set forth in the Massachusetts Action.

The Debtor sought Court approval of the Final Judgment pursuant to FRBP 9019(a) in April 2009, and that was approved at a hearing on May 14, 2009. The Debtor, FRC, and the Commonwealth have stated that they are in the process of implementing the Final Judgment.

c. Enron

In April 2009, the Debtor entered into a stipulation and agreement (the "Enron Stipulation') with Enron Creditors Recovery Corporation ("Enron") to settle the litigation

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described below and to resolve a proof of claim in the approximate amount of $25.5 million that Enron filed against the Debtor in the Case.

On December 2, 2001, Enron and certain affiliates filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court, Southern District of New York (the "Enron Court"). Before that date, Enron issued unsecured commercial paper to various entities, including the Debtor. The commercial paper had maturities of up to 270 days. In a series of transfers, Enron allegedly paid over $1 billion to various entities, including $25,426,521.66 to the Debtor, on account of the commercial paper prior to their stated maturity. In November 2003, representatives of Enron's bankruptcy estate filed avoidance actions in the Enron Court against the Debtor and various defendants, contending that the payments were avoidable and recoverable under the Bankruptcy Code. In settlement of that dispute, Enron and the Debtor agreed to the following:

(1) Allowed General Unsecured Claim. Enron will be allowed for purposes of voting on any plan proposed in the Case and receiving Distributions a general unsecured claim against the Debtor in the amount of $4.0 million (the "Allowed Enron Claim"). However, upon Enron's actual receipt of Distributions from the Debtor's bankruptcy estate of $2.0 million, the Allowed Enron Claim will be deemed satisfied in full and Enron will have no further right to any Distributions from the Debtor's bankruptcy estate. The Allowed Enron Claim is the only right to payment that Enron will have against the Debtor's bankruptcy estate.

(2) Dismissal of the Avoidance Action. After the effective date of the agreement, Enron has agreed to dismiss the avoidance action with prejudice as to the Debtor, with each party bearing its own attorney's fees and costs.

(3) Releases. On the effective date and except for the agreements and obligations arising from the settlement, Enron and the Debtor will exchange mutual general releases of all claims they may hold against one another.

Both this Court and the Enron Court have approved the settlement agreement.

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d. The Rampino Litigation and Associated Defendants' Wage, SERP, and Indemnification Claims

In October 2006, the CIC, as the statutory liquidator of Indemnity, filed a first amended complaint in Los Angeles Superior Court against seven former officers and directors of the Debtor or Indemnity (together, the "Rampino Defendants"), alleging that they breached their fiduciary duties by allowing Indemnity to engage in an inappropriate underwriting scheme that caused injury to Indemnity's reinsurers, which in turn injured Indemnity by settlements it made with those reinsurers (the "D&O Case"). Although neither the Debtor nor any affiliates are defendants in the D&O Case, it is possible that the Debtor could have indemnification obligations to some or all of the Rampino Defendants. After the Debtor filed its bankruptcy petition, each of the Rampino Defendants filed at least one claim based on, among other things, the contention that the Debtor is obligated to indemnify each of them for any settlement amounts or judgment that might be entered against them in the D&O Case.'

In May 2009, the Debtor entered into a stipulation (the "Rampino Stipulation") with the Rampino Defendants and the CIC to settle the outstanding litigation and to resolve fifteen proof of claims that together asserted liquidated amounts in excess of $27 million and that also contained substantial contingent and unliquidated components. A summary of the Rampino Stipulation is as follows:

(1) Allowed General Unsecured Claim of CIC. The CIC will be allowed, for voting and Distribution purposes, a general unsecured claim in the amount of $35 million. However, after the CIC's actual receipt of Distributions from the Debtor's bankruptcy estate totaling $22 million, the claim will be deemed to be satisfied in full and the CIC will have no further right to any Distributions from the Debtor's bankruptcy estate on account of the D&O Case. This claim is in addition to the $5 million general unsecured claim allowed the CIC for the unrelated settlement discussed above.

(2) Final Disallowance of Proof of Claims. Each of the Rampino Defendants' proofs of claim will be deemed to have been withdrawn or disallowed with prejudice.

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(3) Allowed General Unsecured SERP Claims. Four of the seven defendants will each be allowed for purposes of voting and Distribution purposes a general unsecured claim against the Debtor in amounts ranging from $2.3 million to $5.6 million. However, once they actually receive Distributions in specific, lesser amounts ranging from $1.42 million to $3.47 million, their claims will be deemed to have been satisfied in full and they will have no further rights to Distributions or payments from the Debtor's bankruptcy estate. They will also have no right to Distributions or payments from the Fremont General Corporation Supplemental Executive Retirement Plan or the Fremont General Corporation Supplemental Executive Retirement Plan II.

(4) Dismissal of Litigation. After the effective date of the Rampino Stipulation, CIC and Indemnity will dismiss the D&O Case with prejudice, and Mr. Bailey, Mr. Rampino, and Mr. McIntyre will dismiss their respective adversary proceedings that are pending in the Bankruptcy Court to be dismissed with prejudice against all defendants other than the Debtor. With respect to the Debtor, the dismissal is conditioned upon their receiving payment on account of their allowed general unsecured claims.

(5) Releases. Except for the agreements and obligation arising under the Rampino Stipulation, the parties will execute mutual general releases, except that the Rampino Defendants are not releasing any claims that they may have against the Debtor as a result of ownership of the Debtor's common stock or other securities of the Debtor or its affiliates. In addition, no one is releasing any claims that they may hold against any insurance policy issued by any insurer of any of the parties.

The hearing on approval of the Rampino Stipulation was held on June 11, 2009, and the order approving the Rampino Stipulation was entered on June 18, 2009.

e. Other Settled and Resolved Claims

The Debtor and FRC entered into an agreement with Credit Suisse to provide for the payment and resolution of a proof of claim in excess of $2 million filed by Credit Suisse, which agreement was approved by the Court pursuant to Federal Rule of Bankruptcy Procedure 9019(a).

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The Debtor entered into a stipulation providing for the withdrawal with prejudice of 86 separate proofs of claim filed by the plaintiffs in the so-called Scheid action, which stipulation was approved by the Court.

The Debtor and FRC agreed to settle their affirmative claims against BlackRock, Inc., Private National Mortgage Acceptance Company, LLC, and John Lawrence, which agreement was also approved by the Court pursuant to Federal Rule of Bankruptcy Procedure 9019(a).

The Debtor has entered into a stipulation with BONY (the "BONY Stipulation") to settle the litigation described above and to resolve a proof of claim in the approximate amount of $20 million that BONY filed against the Debtor in the Case. The Debtor has agreed, subject to Court approval, to afford BONY a general unsecured non-priority claim in the amount of $10,000,000; provided, however, that (i) the Allowed Claim shall be deemed to have been satisfied in full upon the actual receipt of Distributions on or before October 31, 2009 that total $6,500,000; or (ii) in the event that the aggregate payment described in (i) of this paragraph is not made on or before October 31, 2009, then the Allowed Claim shall be deemed to have been satisfied in full upon the actual receipt of Distributions on or before June 30, 2010 that total $7,000,000. BONY has agreed to dismiss the district court action with prejudice and there will be a mutual release of claims. A hearing to consider approval of the BONY Stipulation has been scheduled for September 10, 2009.

V. LITIGATION AND CAUSES OF ACTION

A. Litigation Commenced Pre-Petition

As of the Petition Date, the Debtor was involved in certain litigation and other actions set forth in the Bankruptcy Schedules (Exhibit "2" hereto), the most material of which are discussed above.

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B. Post-Petition and Other Potential Causes of Action

1. In General

Since the Petition Date, the Debtor has prosecuted or defended adversary proceedings that are connected with this Chapter 11 case. In some instances, the Debtor removed civil actions that were pending in other courts on the Petition Date to the Bankruptcy Court. The discussion in this Section is for general informational purposes only. Nothing herein is intended nor should be construed to be any admission or acknowledgement of any matter and all parties reserve all of their respective rights with respect to any potential and/or actual claims against any Persons.

2. Adv. Pro. No. 8:08-ap-01256-ES and Adv. Pro No. 8:09-ap-01103-ES

This adversary proceeding involves certain claims asserted against the Debtor arising from two supplemental executive retirement plans, or "SERPs." The Debtor removed this proceeding from California state court to this Court on July 7, 2008. The Debtor filed a motion to dismiss the plaintiff's complaint. The plaintiffs have filed a second amended complaint,

A different set of plaintiffs filed the separate adversary proceeding No. 8:09-ap-01103-ES, *Bailey v. Fremont General Corporation, et al.* This proceeding was brought by two former executive employees of the Debtor, Wayne Bailey and Louis Rampino, and involves certain ERISA claims asserted against the Debtor related to two supplemental executive retirement plans.

The Rampino Stipulation described above and that has been approved by the Court resolves these adversary proceedings with respect to all plaintiffs other than Alan Faigin. The Equity Committee is informed by the Debtor that it is in discussions with Alan Faigin to settle and resolve these adversary proceedings in their entirety.

3. Adv. Pro. No. 8:08-ap-01258-ES

This proceeding involves the California Insurance Commissioner's asserted ownership interests in certain artwork and related proceeds (the "Art Action"). This

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proceeding was removed from California state court to this Court by the Debtor on July 11, 2008. The Art Action was settled and, as described above, the settlement was approved by the Court.

4. Adv. Pro. No. 8:08-ap-01418-ES

This proceeding involves the Debtor and FRC's rights to coverage under certain insurance policies issued by the Federal Insurance Company (the "Insurance Action"). This proceeding was commenced by the Debtor and FRC on October 20, 2008 and remains pending before the Court.

5. Adv. Pro. No. 8:08-ap-01470-ES

This proceeding involves the Debtor's claims against National Relocation Services, Inc., Mike Garrett, and other parties in connection with the misappropriation of certain furniture, fixtures, and equipment from the Debtor's Water Garden location (the "Mover Action"). This proceeding was commenced by the Debtor on November 20, 2008, and a motion to amend the complaint is currently pending.

6. Other Actions

The Debtor has addressed a series of motions for relief from stay, motions for conversion, motions for Rule 2004 exams, and various other contested matters that have arisen during this case.

7. Other Significant Litigation Claims

Certain Claims against the Debtor and FRC are not at present pending before the Bankruptcy Court, but may present material risks to holders of Claims and Interests under the Plan if not resolved in a satisfactory manner.

8. Causes of Action Are to Be Retained Under Plan; No Waiver Should Be Implied

At least ten (10) Business Days prior to the Confirmation Hearing, the Equity Committee will file a non-exhaustive list of potential Causes of Action; provided, however, notwithstanding any otherwise applicable principle of law or equity, including, without limitation, any principles of judicial estoppel, res judicata, collateral estoppel, issue

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preclusion, or any similar doctrine, the failure to list, disclose, describe, identify, analyze or refer to any Cause of Action, or potential Cause of Action, in the Plan, this Disclosure Statement, or any other document filed with the Bankruptcy Court will in no manner waive, eliminate, modify, release, or alter the rights of the Debtor, the Creditor's Committee, or the Equity Committee's right to commence, prosecute, defend against, settle, and realize upon any Cause of Action that the Debtor or the Estate has or may have as of the Confirmation Date. Unless otherwise provided in the Plan or Confirmation Order, to the extent any filed or to-be-filed actions are not resolved, after the Effective Date, the Reorganized Debtor will continue to prosecute, settle, or otherwise resolve or dispose of those actions.

9. Objections To Claims

The Equity Committee is informed that the Debtor has commenced its review, analysis and investigation of the filed Claims and the Claim objection process. The Equity Committee expects that after Confirmation, the Reorganized Debtor will continue the Claim objection process and file additional objections to various scheduled and filed Claims.

VI. SUMMARY OF THE PLAN OF REORGANIZATION

The following is a summary of the material provisions of the Plan, although it should not replace a review of the Plan in its entirety.

The goal of the Plan is to vest all of the Assets of the Debtor in the Reorganized Debtor free and clear of all liens and in accordance with section 1141 of the Bankruptcy Code, with the long-term goal of utilizing the assets of the Reorganized Debtor to, among other things, purchase a bank or bank charter to form a platform for a roll-up of community bank acquisitions and, when combined with other business opportunities, that will ultimately pay all Allowed Claims in full and generate a significant return for holders of equity in the Reorganized Debtor.

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The treatment of Allowed Claims and Allowed Equity Interests under the Plan supersedes any agreements or rights the Holders of those Claims or Equity Interests may have in or against the Debtor or its Assets and is in full satisfaction of the legal, equitable, and contractual rights of the holders of the Claims or Equity Interests. Unless the Plan provides otherwise, no Distributions will be made and no rights retained on account of any Claim or Equity Interest that has not become an Allowed Claim or Allowed Equity Interest.

As required by the Bankruptcy Code, the Plan classifies Claims and Equity Interests in various classes according to their right to priority. The Plan states whether each Class of Claims or Equity Interests is impaired and provides for the treatment that each Class will receive.

A. Allowance and Treatment of Unclassified Claims

Certain types of Claims are not placed into voting classes but are instead unclassified. They are not considered impaired and they do not vote on the Plan because they are automatically entitled to certain treatment under the Bankruptcy Code. Accordingly, the following Claims have not been put into a Class:

1. Administrative Claims

Administrative Claims are for costs and expenses of administering the Debtor's Case that are allowable under Bankruptcy Code section 503(b) or 28 U.S.C. § 1930, and include Claims incurred postpetition in the ordinary course of the Debtor's business, fees and expenses of professionals, and fees due to the U.S. Trustee's Office.

The following chart lists the Debtor's section 503(b) unpaid Administrative Claims and their treatment under the Plan:

Description	Treatment
Ordinary Course Administrative Claims	Unless the Reorganized Debtor objects to an Ordinary Course Administrative Claim, the Claim will be allowed in accordance with the terms and conditions that gave rise to the Ordinary Course Administrative Claim, and the person holding the Ordinary Course Administrative Claim need not file any request for payment of its claim.
Clerk's Office Fees	Paid in full before the Effective Date.
Office of the U.S. Trustee	Paid in full before the Effective Date.

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Description	Treatment
Allowed Administrative Claims (Excluding Ordinary Course Administrative Claims) and Professional Fee Claims	Paid in full on the later of: (1) the Effective Date; or (2) the fifteenth Business Day after such Administrative Claim or Professional Fee Claim becomes an Allowed Administrative Claim or Allowed Professional Fee Claim, or in either case, as soon thereafter as is practicable.

a. Administrative Claim Reserve

On the Effective Date, the Reorganized Debtor will fund the Administrative Claims Reserve with sufficient funds to pay all Administrative Claims outstanding as of the Effective Date in full. Distributions will be made to the Holders of Allowed Administrative Claims from the Administrative Claims Reserve. Any amounts remaining in the Administrative Claims Reserve after payment in full of all Allowed Administrative Claims will revert to the Reorganized Debtor.

b. Administrative Claims Bar Date

All requests for payment of an Administrative Claim that accrued from the Petition Date, except for (1) Ordinary Course Administrative Claims, (2) Clerk's Office and U.S. Trustee fees, and (3) Professional Fee Claims, must be filed with the Court no later than thirty days after the Effective Date (the "Administrative Claims Bar Date") or be forever barred. Within five business days of the Effective Date, the Reorganized Debtor will serve notice of the Administrative Claims Bar Date on all creditors and parties in interest.

c. Deadline for Objections to Administrative Claims

All objections to allowance of Administrative Claims, excluding Professional Fee Claims, must be filed by any parties in interest no later than sixty (60) days after the Administrative Claims Bar Date (the "Administrative Claims Objection Deadline.") The Administrative Claims Objection Deadline may be extended for a one-time sixty (60) day period by the Reorganized Debtor by filing a notice of the extended Administrative Claim Objection Deadline with the Bankruptcy Court. Thereafter, it may only be extended by an order of the Bankruptcy Court. If no objection to an Administrative Claim is filed on or before the Administrative Claim Objection Deadline, then the Administrative Claim will be deemed Allowed as of that date.

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d. U.S. Trustee Fees

Quarterly fees owed to the Office of the U.S. Trustee will be paid prior to the Effective Date by the Debtor, and after the Effective Date by the Reorganized Debtor when due in accordance with applicable law. The Reorganized Debtor will continue to file reports showing the calculation of such fees until the Case is closed under Bankruptcy Code section 350.

e. Professional Fee Claims

Any professional seeking allowance of a Professional Fee Claim for services rendered prior to the Effective Date must (1) file their application for allowance of compensation and reimbursement of expenses on or before 45 days after the Effective Date or such other date as may be set by the Bankruptcy Court, and (2) have the fees and expenses allowed by a Final Order. Any party in interest may file an objection to such an application within the time provided by the Local Bankruptcy Rules or within any other period that the Court sets. Professionals holding Professional Fee Claims who do not timely File and serve their applications for payment will be forever barred from asserting these Claims against the Reorganized Debtor or its property.

2. Priority Tax Claims

Priority Tax Claims include certain unsecured income, employment, and other taxes described by Bankruptcy Code section 507(a)(8). The Bankruptcy Code requires that each holder of a section 507(a)(8) Priority Tax Claim receive the present value of such Claim in deferred Cash payments, over a period not exceeding five years from the order for relief.

The following chart lists the treatment under the Plan for Debtor's § 507(a)(8) Priority Tax Claims:

Description	Treatment
Priority Tax Claims Arising Under 11 U.S.C. § 507(a)(8)	Except to the extent that a Holder of an Allowed Priority Tax Claim has been paid by the Debtor prior to the Effective Date or agrees to a less favorable treatment, each Holder of an Allowed Priority Tax Claim shall receive, in full satisfaction of its Claim, Cash in an amount equal to such Allowed Priority Tax Claim on the later of (1) the Effective Date, or (2) the fifteenth Business Day after the Priority Tax Claim becomes an Allowed Priority Tax Claim, or in either case, as soon thereafter as is practicable.

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B. Allowance and Treatment of Classified Claims and Interests

1. Priority Non-Tax Claims (Class 1)

Priority Non-Tax Claims are those unsecured claims entitled to priority under 11 U.S.C. § 507(a) other than Tax Claims arising under 11 U.S.C. § 507(a)(8). The Bankruptcy Code requires that each holder of a Priority Non-Tax Claim receive Cash on the Effective Date equal to the Allowed amount of such Claim. However, a Class of Priority Non-Tax Claims may vote to accept deferred Cash payments of a value, as of the Effective Date of the Plan, equal to the Allowed amount of such Claim.

The following chart summarizes the treatment of these Claims:

Class	Description	Impaired	Treatment
1	Priority Non-Tax Claims	No	Except to the extent that a Holder of an Allowed Priority Non-Tax Claim agrees to a less favorable treatment, each Allowed Priority Non-Tax Claim will be paid in full satisfaction of the Priority Non-Tax Claim from funds available to the Reorganized Debtor on the later of (1) the Effective Date or (2) the fifteenth Business Day after such date that the Claim becomes an Allowed Priority Non-Tax Claim or, in either case, as soon thereafter as is practicable.

2. General Unsecured Claims (Class 2)

Class 2 is comprised of all General Unsecured Claims, which are Claims not entitled to priority under Bankruptcy Code section 507(a). The following chart summarizes the Plan's treatment of all Classes containing the Debtor's General Unsecured Claims:

Class	Description	Impaired	Treatment
2A	General Unsecured Claims (excluding the TOPrS Claims (Class 2B), the $176,402,107 of Claims represented by the 7.875% Senior Notes due 2009 (Class 2C), and any Claims included in the Convenience Class (Class 2D))	Yes	Except as provided below with respect to the Holder of an Allowed General Unsecured Claim pursuant to the Rampino Stipulation, the Enron Stipulation, the BONY Stipulation or any other settlement, compromise, stipulation or order which provides for treatment that is more or less favorable than the treatment provided for herein, whether in terms of maturity, amortization, interest rate and/or entitlement to interest (prepetition or postpetition) or otherwise, The Holder of an Allowed General Unsecured Claim shall elect on its ballot, which election may not be changed, one of the following treatments, either of which will be in full satisfaction of the Allowed General Unsecured Claim:

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Class	Description	Impaired	Treatment
			Treatment A: The Allowed General Unsecured Claim *plus* any and all accrued pre-petition interest will be paid in full within fifteen Business Days of the Effective Date of the Plan with no postpetition interest; or Treatment B: The Allowed General Unsecured Claim *plus* any and all accrued prepetition interest *plus* postpetition interest at the federal judgment rate in effect during each month (based on the rate in effect on the Petition Date for the first postpetition month and then the first business day of each month thereafter) from the Petition Date to the Effective Date *plus* interest at 6% per annum from the Effective Date through the date of payment will be paid in full no later than two years after the Effective Date. The Holder of any Allowed General Unsecured Claim that does not timely make an election on its ballot between the two treatments will default to Treatment B. The Holder of an Allowed General Unsecured Claim pursuant to the Rampino Stipulation, the Enron Stipulation, the BONY Stipulation or any other settlement, compromise, stipulation or order which provides for treatment that is more or less favorable than the treatment provided for herein, whether in terms of maturity, amortization, interest rate and/or entitlement to interest (prepetition or postpetition) or otherwise, shall be paid in accordance with the underlying compromise, settlement, stipulation or order giving rising to the Allowed Claim, and if no payment date is specified on the later of (1) the fifteenth Business Day after the Effective Date or (2) the fifteenth Business Day after the Claim becomes an Allowed Claim, or in either case, as soon thereafter as is practicable.
2B	TOPrS Claims	No	The Holders of Allowed TOPrS Claims shall retain their legal, equitable, and contractual rights provided by the Indenture dated as of March 6, 1996. However, if the Court finds at the Confirmation Hearing that the Holders of the Class 2B Claims have demonstrated that a contractual provision or applicable non-bankruptcy law entitles the Holders of TOPrS Claims to demand or receive accelerated payment of their Claims, the Reorganized Debtor will: (1) cure any such default that occurred prepetition, other than a default of a kind specified in 11 U.S.C. § 365(b)(2) or of a kind that § 365(b)(2) does not require to be cured; (2) reinstate the maturity of the Class 2B Claim as such maturity existed prior to the default; (3) compensate the Holders of such Class 2B Claim for any damages incurred as a result of any

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Class	Description	Impaired	Treatment
			reasonable reliance by such Holder on such contractual provision or such applicable law; and (4) if such Class 2B Claim arises from any failure to perform a nonmonetary obligation, compensate the Holder of such Class 2B Claim (other than the Debtor or an insider) for the actual pecuniary loss that it suffered as a result of such failure.
2C	General Unsecured Claims of the Holders of the 7.875% Senior Notes	Yes	The Holders of the Senior Notes shall receive and agree to accept a Cash payment in the aggregate amount of $175,000,000 on the Effective Date as and for full and final satisfaction of their Claims, which shall be distributed to each Holder, on a pro rata basis, based on the outstanding principal due to each Holder. The payment of $175,000,000 to the Holders of the Senior Notes shall be a condition to the Plan going effective.
2D	Convenience Class of General Unsecured Claims of $5,000 or less	Yes	All Holders of Allowed General Unsecured Claims in the amount of $5,000 or less will be paid in Cash equal to the amount of the Allowed General Unsecured Claim on the later of (1) the Effective Date of the Plan, or (2) the fifteenth Business Day after the General Unsecured Claim becomes an Allowed General Unsecured Claim. In addition, any Holder of an Allowed General Unsecured Claim in excess of $5,000 may elect to be treated in this Class 2D by marking the appropriate box on the ballot. Where the Allowed General Unsecured Claim exceeds $5,000, the payment of $5,000 will be deemed to be in full satisfaction of the Allowed General Unsecured Claim.

3. Class of Equity Interests (Class 3A)

Equity Interest Holders are the parties who hold ownership interests (i.e., Equity Interests) in the Debtor. As of the Petition Date, the Debtor had issued approximately 82,116,179 shares of common stock. The following chart summarizes the treatment of Holders of Equity Interests:

Class	Description	Impaired	Treatment
3A	Equity Interests	No	Holders of existing Equity Interests in the Debtor will retain their Equity Interests in the Reorganized Debtor, diluted by the issuance of any stock to Class 3B, in full and final satisfaction of their Equity Interests.

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4. Class of Claims Subordinated Under 11 U.S.C. § 510(b) (Class 3B)

Class 3B is comprised of Claims subordinated under 11 U.S.C. § 510(b) because they arise from the rescission of a purchase or sale of a security of the Debtor or an affiliate of the Debtor, for damages arising from the purchase or sale of such a security, or for reimbursement or contribution on account of such a claim. The following chart describes the treatment provided for Holders of Class 3B Claims under the Plan:

Class	Description	Impaired	Treatment
3B	Section 510(b) Claims	Yes	The Holders of Allowed Section 510(b) Claims will receive newly-issued interests in the Reorganized Debtor in full and final satisfaction of their Allowed Section 510(b) Claims. The percentage interest of common stock to which such Holders will be entitled shall be based upon the average trading value of the common stock of the shares of the Reorganized Debtor for the thirty days preceding the date on which any Section 510(b) Claims become Allowed Section 510(b) Claims if such allowance occurs after the Effective Date.

The Equity Committee believes that the issuance of interests in the Reorganized Debtor to the Holders of Allowed Class 3B Claims pursuant to the Plan will satisfy the applicable requirements of section 1145(a)(1) of the Bankruptcy Code, and that such issuance should be exempt from registration under the Securities Act and any applicable Blue Sky Law. The issuance of interests will be entirely in exchange for Claims or Equity Interests.

C. <u>Executory Contracts and Unexpired Leases</u>

Effective upon Confirmation of the Plan, the Debtor will reject all executory contracts and unexpired leases between the Debtor and any other party that have not previously been rejected, other than those executory contracts and unexpired leases which are listed on the final schedule to be filed ten (10) days before the Confirmation Hearing Date with the Bankruptcy Court of executory contracts and unexpired leases to be assumed under the Plan at confirmation.

All Allowed Claims arising from the rejection of executory contracts or unexpired leases will be treated as Class 2A General Unsecured Claims, and a proof of claim must

be filed with the Bankruptcy Court and served on the Reorganized Debtor within thirty days of the Effective Date of the Plan or be forever barred and unenforceable against the Debtor, the Reorganized Debtor, or their property.

D. Means of Effectuating the Plan

Although the immediate goal of the Plan is obviously to provide a source for full repayment of Claims against the Debtor, the long term strategy is to utilize the assets of the Reorganized Debtor to invest in business opportunity areas including (i) purchase a bank or a bank charter to form a platform for a roll-up of community bank acquisitions, (ii) purchase, work-out and sale of distressed loans, (iii) fund and service hard money mortgages with a conservative loan to cost ratio, and (iv) develop a middle-market asset-based lending platform. The activities will target after-tax returns of 20-25%, although the Plan assumes only a 15% return on invested capital. It also proposes to utilize the Debtor's substantial NOL carryforwards to generate significant after-tax returns to the Reorganized Debtor's shareholders. A business plan describing the short and long-term strategies and projections in greater detail is attached as Exhibit "3."

As of June 30, 2009, the Debtor had Cash on hand of $27,888,817. The balance of the funds that will be necessary to satisfy the payments required to be made on the Effective Date will be obtained from the Debtor's investment in its non-bankruptcy subsidiary, FRC, after appropriate payments or reserves are made for claims of creditors of FRC. The Reorganized Debtor will receive funds from FRC in the form of a dividend(s) declared by the New Board of FRC described below.

After payments required to be made on the Effective Date are made, the cash balance available to the Reorganized Debtor will be in excess of $90 million, leaving the Reorganized Debtor with sufficient liquidity to meet its operating expenses, obligations under the Plan, strategic investments, and interest expense.

1. The Reorganized Debtor's Management Team

On the Effective Date of the Plan, the existing boards of directors for the Debtor and FRC will be replaced by new 7-member boards of directors (the "New Board"). The

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New Boards will be comprised of the following members: (1) Frank E. Williams, Jr., a current member of the Equity Committee; (2) William M. Stern, a current member of the Equity Committee; (3) John M. Koral, a current member of the Equity Committee; (4) Steven J. Schwartz or other Equity Committee designee; (5) Jacques Rebibo, a capital partner of Ategra Capital Management, LLC, or other Equity Committee designee; (6) a designee of the Equity Committee; and (7) Don Royer, the present general counsel of the Debtor, should he elect to accept, or other Equity Committee designee. Biographies of the first five individuals named are included in the business plan that is attached as Exhibit "3." The Equity Committee shall have the right to appoint fewer or additional directors to the New Boards through the Effective Date of the Plan as it deems appropriate. In addition, the Holders of Class 2B Claims will be entitled to select one additional non-voting New Board member of the Reorganized Debtor who will have observation rights. The New Boards will immediately commence interviewing for a new chief executive officer of the Reorganized Debtor and FRC. The New Boards will be assisted in this effort by Ategra. Ategra is the investment manager for the Ategra Community Financial Institution Fund, L.P., which is an investment pool held primarily by current and former directors, chief executive officers, and managers of community banks. Additional senior management will be determined by the new chief executive officer. The new chief executive officer and management team of the Reorganized Debtor and FRC will be designated at or prior to the Confirmation Hearing Date. The cash flow projections in support of the Plan have allocated $1.5 million per year for salaries and benefits for senior management of the Reorganized Debtor and FRC. The FRC board of directors will have discretion to determine when funds belonging to FRC may be "up streamed" in the form of a dividend(s) and used by the Reorganized Debtor to fund payments under the Plan and to fulfill the long-term strategy being implemented by the Plan. It is contemplated that monies will be immediately available to the Reorganized Debtor through a dividend(s) from FRC in an amount sufficient to allow the Plan Effective Date to occur and to fund payments under the Plan.

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Promptly after the Effective Date, the Reorganized Debtor shall take all corporate action necessary to appoint the same New Board for the Reorganized Debtor as members of the board of directors of such other of the Debtor's direct and indirect subsidiaries as deemed necessary. Such boards of directors may appoint the same or different chief executive officer and management team as the Reorganized Debtor with the primary duty of administering or liquidating assets of such subsidiaries as deemed appropriate.

Richard Sanchez, Don Royer and Thea Stuedli (the "Remaining Executives") have not agreed, at this point, to continued employment by the Reorganized Debtor under the terms of the Executive Employment Agreements or otherwise and, with the possible exception of Mr. Royer, are not contemplated by the Equity Committee's Plan to serve as officers or directors. Accordingly, the Remaining Executives may take the position, regardless of any proposed assumption of the Executive Employment Agreements, that "good reason" exists for one or more of them to resign under the terms of the Executive Employment Agreements, and that they are entitled to certain payments by the Debtor and/or FRC as a result thereof. In the event that the Equity Committee decides to reject any of the Executive Employment Agreements, the Equity Committee believes, without admission, that the maximum potential rejection damage claims arising from the Executive Employment Agreements total approximately $4.75 million between the Debtor and/or FRC. The Equity Committee's business plan attached as Exhibit "3" and, more specifically, the projections take these potential rejection damage claims into account under the "[s]everance" detail on operating expenses for November 2009.

2. The Short-Term Strategy

In the short-term, the Reorganized Debtor intends to increase the yield on its Cash investments by purchasing mortgage-backed securities and other related financial products with a target return of 6% and is in the process of analyzing various proposals that it has received with respect to such investments.

At present the Debtor is classified as a "reporting company" for purposes of the 1934 Securities and Exchange Act. The Debtor previously determined that the Debtor

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was unable to file its Quarterly Report on Form 10-Q for the quarter ended March 31, 2009 by the May 15, 2009 due date and the Debtor was not able to make that filing within the fifteen-day extension permitted by the rules of the SEC. A similar disclosure has been made regarding the Annual Report on Form 10-K for the fiscal year ended December 31, 2007 and 2008 in addition to the Quarterly Report on form 10-Q for the quarters ended March 31, 2008, June 30, 2008 and September 30, 2008.

While it implements this short-term strategy, the Reorganized Debtor will remain a public company trading on the pink sheets. If required, the Reorganized Debtor will seek a waiver from the SEC of filing and/or reporting requirements. Because the cost of certifying the Debtor's historical financial statements is estimated to cost between $1.5 million and $2.0 million, the Reorganized Debtor would not immediately come into compliance but would have audited statements on an ongoing basis that could be used to re-register the company in three years.

In July 2010, the Reorganized Debtor intends to make its first strategic acquisition, with the goal being to have that investment opportunity assume the present accounting, finance, and treasury matters in July 2010, with non-senior management gradually reduced from an estimated head count of 18 in late 2009 to 5 through 2012.

3. The Long-Term Strategy

The long-term strategy is to utilize the Reorganized Debtor's assets to invest in business opportunity areas including (i) purchase a bank or a bank charter to form a platform for a roll-up of community bank acquisitions, (ii) purchase, work-out and sale of distressed loans, (iii) fund and service hard money mortgages with a conservative loan to cost ratio, and (iv) develop a middle-market asset-based lending platform. The activities will target after-tax returns of 20-25%, although the Plan assumes only a 15% return on invested capital. It is contemplated that separate subsidiaries would be established post-confirmation for each of the businesses. The Equity Committee has identified qualified and experienced candidates to run each of the contemplated businesses, some of which are specified in the appendix to the business plan attached as Exhibit "3."

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a. Community Bank

Ategra, which specializes in advisory and investment banking to community banks, and Danielson Associates, its affiliate, will assist the Reorganized Debtor in identifying potential acquisition targets, primarily on the East Coast. There are active discussions on the acquisition of three community banks, subject to regulatory approval. Once a community bank is acquired, it will bid on and acquire deposits in FDIC auctions.

As of March 31, 2009, approximately 300 community banks and thrifts with assets between $300 million and $5 billion have damaged their capital base through poor credit risk underwriting, and their franchises are available for control purchases through equity offerings, asset/liability purchases, or government-assisted sales. Properly capitalized banking companies have the opportunity to gain valuable employees and customers from failed franchises. In addition, well-organized and capitalized groups now have the ability to acquire banking assets and liabilities for a price well below their economic and cash flow value because of the lack of liquidity and limited availability of risk capital for the sector.

b. Distressed Loans

The Reorganized Debtor will also pursue the identification, purchase, work-out and sale of distressed loans primarily in the commercial and residential real estate area.

c. Hard Money Mortgages

The Reorganized Debtor will also pursue the under-served market of loans to the residential builder market. The Reorganized Debtor would fund and service short-term mortgages with a conservative loan to cost ratio of approximately 50%.

d. Asset-Based Financing

Given the current financial difficulties being experienced by CIT in this under-served market, the Reorganized Debtor will pursue asset-based financing. The Reorganized Debtor would fund and service these types of loans to small and middle-market companies.

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E. Risk Factors

The Reorganized Debtor's ability to perform its obligations under the Plan is subject to various factors and contingencies, some of which are described in this section. The following discussion summarizes some of the material risks associated with the Plan, but is not exhaustive. Moreover, it should be read in connection with other disclosures contained in the Plan and the Disclosure Statement. Each Creditor and Equity Holder, in conjunction with its advisors, should supplement the following discussion by analyzing and evaluating the Plan and the Disclosure Statement as a whole. The risks associated with the Plan must be carefully considered in determining whether to accept the Plan.

1. Plan Assumptions

The business plan that would be implemented by the Plan contains a number of assumptions, just as any business plan does, and these assumptions must be taken into account when analyzing risk. The following is a summary of the material assumptions:

(a) Excess Cash is assumed to be invested at a rate of 6%;

(b) Opening Cash after payment of items required to be paid on the Effective Date is projected at $90.8 million;

(c) Total assets are projected at $217.4 million;

(d) The reserve for general unsecured claims of approximately $10 million will prove sufficient;

(e) The TOPrS Notes are reinstated with accrued interest to be paid in December 2012 and interest to be paid-in-kind in 2013 and 2014;

(f) At least $500,000 in loan income is generated each month from January 2010 until July 2010, when the loans would be sold or securitized;

(g) Litigation-related professional fees will be reduced to $4.5 million in 2010, $3 million in 2011, and $1 million in 2012. Investment-related professional fees are assumed to be $2 million for the first investment and $1 million for the second investment, and $250,000 for the third investment;

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(h) Approximately $100 million will be raised by July 2010 through early repayment of mortgages, REO and real estate sales, and sales or securitizations of loans;

(i) Insurance and bond recoveries are estimated to be $12 million in 2010 and $13.3 million in 2011; and

(j) Repurchase Obligations over a three-year period beginning in 2010 will not exceed $21.0 million.

The Equity Committee has tried to minimize any risks associated with these assumptions by being conservative with its figures and projecting fewer recoveries and higher costs than are actually anticipated to occur.

2. Additional Risks

a. General Risks

In addition to any of the assumptions proving to be materially inaccurate, there are certain downsides and risks associated with the business plan that must be considered, including the following:

(a) Investment returns could be less than projected and the Reorganized Debtor might be forced to liquidate investments to raise Cash;

(b) Operating costs and litigation settlements could cost more than projected;

(c) Resolution of bankruptcy claims might take longer than expected and require the Reorganized Debtor to pay or reserve more Cash than anticipated in the projections, although a contingency of approximately $10 million is included in the projections; and

(d) The Reorganized Debtor may be unable to implement its long-term plan if its capital reserves are found to be insufficient by any applicable law or regulations.

b. Specific Risks

In addition to the general risks described above, there are a number of specific risks that must be taken into account, as set forth below.

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(i) Repurchase Obligations

As explained above, FRC sold most of its residential loans to third parties in either whole loan sales or securitization transactions. As part of the sale process, FRC was often required to give representations and warranties regarding the origination process of the loans and committed to repurchase loans if a payment default occurred within a specified period of time (the "Repurchase Obligations").

In 2006, the total amount of Repurchase Obligations significantly increased and comprised about 2.4% of the loans FRC sold and securitized in 2006. In 2005, the percentage had only been 0.9% and in 2004 it had been 0.7%. Demands based on Repurchase Obligations have continued.

As of April 30 2009, FRC had reserved approximately $51.7 million on account of known Repurchase Claims and estimated that $10.6 million would be paid out of the reserve in June 2009. Under the Plan proposed by the Equity Committee, $41.1 million will continue to be reserved for Repurchase Claims and Repurchase Obligations. Although the Equity Committee believes that this reserve should be more than sufficient to satisfy any such Repurchase Obligations, it is possible that the final amount of Repurchase Obligations may exceed this reserve.

(ii) Risks Regarding Unresolved Litigation

FRC is further a defendant in excess of 150 litigation matters in various fora related to its lending operations. While resolution of the lawsuits is on-going, new lawsuits often replace the resolved ones and there is no assurance that the lawsuits will be resolved for the sums projected by the Equity Committee. The ability of the Reorganized Debtor to fully realize upon FRC's assets may be constrained by FRC's need to retain funds to defend against and settle these litigation matters.

(iii) Risks Regarding Unresolved Claims

As of the date of this Disclosure Statement, the process of reviewing and objecting to Claims is not complete. To the extent not resolved and the settlements approved prior

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to the Effective Date of the Plan, final resolution of certain Claims will require approval of the New Board of the Reorganized Debtor.

One such Claim is the Claim filed by the IRS (the "IRS Claim") that asserts a priority unsecured Claim against the Debtor in excess of $89 million.

According to the Debtor, the Debtor has administratively appealed adjustments proposed during the IRS examination of tax years 2004 and 2005. The adjustments proposed by the IRS pertain to the valuation of retired interests in securitizations and non-accrual interest income on commercial real estate loans, and will increase the Debtor's taxable income. The assessments associated with these adjustments were included in the IRS Claim.

In addition, the Debtor's 2006 tax return is currently being examined by the IRS. The Debtor received notice of an IRS audit in December 2008. In 2006, the Debtor recorded a NOL of approximately $459 million which was fully carried back to the 2004 tax return to recapture a majority of the taxes that the Debtor paid in 2004. The Debtor then received a "carryback refund" in 2008 of approximately $160 million. If the IRS proposes adjustments that reduce the NOL that was recorded on the 2006 return, it could impact the carryback refund and result in the Debtor having to repay some or all of the tax return that the Debtor received.

The Debtor's 2007 tax return is also under examination after the Debtor received the audit notice in January 2009. In 2007, the Debtor recorded a NOL in excess of $1 billion and that loss was partially carried back to 2005 to recapture taxes paid in 2005, resulting in the Debtor receiving a "carryback refund" of approximately $105 million in June 2008. This refund was transferred to FRC in accordance with an existing tax allocation agreement.

There is a similar issue with the Claim filed by the Franchise Tax Board in the amount of $13,292,104. If these Claims are not resolved favorably to the Debtor, then they may adversely affect the ability of the Reorganized Debtor to consummate the Plan.

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In addition to those tax issues, there is another issue that may adversely impact the ability to fund the Plan. In November 2008, FRC entered into a Consent Agreement with the IRS in which the IRS allowed FRC to change its method of accounting for loan repurchase obligations. Under that Consent Agreement, FRC must recognize an increase in computing taxable income of $100,358,879 (the "Adjustment"). FRC is required to recognize a quarter of the Adjustment in computing taxable income beginning with the tax year ended December 31, 2008, and is required to recognize a quarter of the Adjustment in each of the next three years. If FRC ceases engaging in the trade or business associated with the loan repurchase obligations or ceases to exist, then FRC must take the remaining balance of the Adjustment into account in computing taxable income in the year it ceases that business or ceases to exist. As a result, if FRC does not generate a sufficient offset against the taxable income recognized under the Consent Agreement (such as by using NOL carryforwards to offset its taxable income), then FRC and the Debtor may incur a federal and state tax liability beyond that disputed liability included within the IRS Claim. The Consent Agreement-based liability would likely be required to be paid from Cash on hand.

(iv) Dilution of Equity and Public Company Status

As set forth above, Claims in Class 3B, which is comprised of claims that may be equitably subordinated under 11 U.S.C. § 510(b), will receive equity in the Reorganized Debtor that will result in a dilution of the equity held by Equity Interest Holders in Class 3A. In addition, there can be no assurance that the Reorganized Debtor will remain a public company trading on the pink sheets. To the extent that applicable securities law and regulation requires the Reorganized Debtor to be compliant with the Securities Exchange Act of 1934, the Reorganized Debtor may be required to deregister from its filing obligations under the Exchange Act. If required, the Reorganized Debtor will seek a waiver from the SEC of filing and/or reporting requirements.

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F. Tax Consequences of Plan

CREDITORS AND EQUITY INTEREST HOLDERS CONCERNED WITH HOW THE PLAN MAY AFFECT THEIR TAX LIABILITY SHOULD CONSULT WITH THEIR OWN ACCOUNTANTS, ATTORNEYS, AND/OR ADVISORS.

THE FOLLOWING DISCUSSION IS A SUMMARY OF CERTAIN OF THE SIGNIFICANT FEDERAL INCOME TAX CONSEQUENCES OF THE PLAN TO THE DEBTOR AND TO HOLDERS OF CLAIMS AND INTERESTS AND IS BASED ON THE INTERNAL REVENUE CODE OF 1986, AS AMENDED TO THE DATE HEREOF (THE "TAX CODE"), TREASURY REGULATIONS PROMULGATED AND PROPOSED THEREUNDER, AND JUDICIAL DECISIONS AND PUBLISHED ADMINISTRATIVE RULES AND PRONOUNCEMENTS OF THE IRS AS IN EFFECT ON THE DATE HEREOF. CHANGES IN SUCH RULES OR NEW INTERPRETATIONS THEREOF COULD SIGNIFICANTLY AFFECT THE TAX CONSEQUENCES DESCRIBED BELOW. NO RULINGS HAVE BEEN REQUESTED FROM THE IRS. MOREOVER, NO LEGAL OPINIONS HAVE BEEN REQUESTED FROM COUNSEL WITH RESPECT TO ANY OF THE TAX ASPECTS OF THE PLAN.

THE FEDERAL, STATE, LOCAL AND OTHER TAX CONSEQUENCES OF THE PLAN TO THE HOLDERS OF CLAIMS AND INTERESTS MAY VARY BASED ON THE INDIVIDUAL CIRCUMSTANCES OF EACH HOLDER. IN addition, THIS DISCUSSION DOES NOT COVER ALL ASPECTS OF FEDERAL INCOME TAXATION THAT MAY BE RELEVANT TO THE DEBTOR OR THE HOLDERS OF CLAIMS OR INTERESTS, NOR DOES THE DISCUSSION DEAL WITH TAX ISSUES PECULIAR TO CERTAIN TYPES OF TAXPAYERS (SUCH AS DEALERS IN SECURITIES, S CORPORATIONS, LIFE INSURANCE COMPANIES, FINANCIAL INSTITUTIONS, TAX-EXEMPT ORGANIZATIONS AND FOREIGN TAXPAYERS). NO ASPECT OF FOREIGN, STATE, LOCAL OR ESTATE AND GIFT TAXATION IS ADDRESSED.

THE FOLLOWING SUMMARY IS, THEREFORE, NOT A SUBSTITUTE FOR CAREFUL TAX PLANNING AND ADVICE BASED ON THE INDIVIDUAL

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CIRCUMSTANCES OF EACH HOLDER OF A CLAIM OR INTEREST. HOLDERS OF CLAIMS OR INTERESTS ARE URGED TO CONSULT THEIR OWN TAX ADVISORS FOR THE FEDERAL, STATE, LOCAL AND OTHER TAX CONSEQUENCES PECULIAR TO THEM UNDER THE PLAN.

As set forth above, on the Petition Date, the Debtor had NOLs available to it for the 2007 tax year in excess of $1 billion, although a portion of the NOLs were carried back to earlier tax years to obtain a tax refund, leaving NOLs of approximately $695 million in NOLS available.

The Equity Committee has proposed this Plan in part to preserve these NOLS by keeping the equity in the Reorganized Debtor intact, although there may be some dilution for Claims subordinated under 11 U.S.C. § 510(b). Although the Equity Committee believes that this should preserve the NOLs, it cannot guarantee that they will remain available for the Reorganized Debtor because in order to realize value from the NOLs, the Reorganized Debtor must acquire income-producing assets or otherwise conduct a business that generates positive income that can be setoff by the NOLs.

All Distributions to Class 1 and 2 Claims are subject to applicable tax withholdings, including employment tax withholding if applicable.

G. Retention of Jurisdiction

The Bankruptcy Court will retain jurisdiction of all matters arising in or related to the Plan to the fullest extent provided by law until the Plan is fully consummated, including, without limitations:

1. The adjudication of the validity, scope, classification, allowance, and disallowance of any Claim;

2. The estimation of any Claim;

3. The allowance or disallowance of Professional Fee Claims, compensation, or other Administrative Claims;

4. To hear and determine Claims concerning taxes pursuant to Bankruptcy Code sections 346, 505, 525, and 1146;

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5. To hear and determine any action or proceeding brought under Bankruptcy Code sections 108, 510, 543, 544, 545, 547, 548, 549, 550, 551, and 553;

6. To hear and determine all actions and proceedings relating to pre-confirmation matters;

7. To hear and determine any issue relating to the assumption or rejection of executory contracts and unexpired leases;

8. To hear and determine any modification to the Plan in accordance with the Bankruptcy Rules and the Bankruptcy Code;

9. To enforce and interpret terms of the Plan;

10. To correct any defects, cure any omissions, or reconcile any inconsistency in the Plan or the Confirmation Order as may be necessary to carry out the purpose and intent of the Plan;

11. To hear and determine such matters and make such orders as are consistent with the Plan as may be necessary to carry out the provisions thereof and to adjudicate any disputes arising under or related to any order entered by the Court in this Case; and

12. The entry of an order concluding and terminating this Case.

H. Claims

The Reorganized Debtor or any other party in interest shall file objections to Claims or Equity Interests within 180 days of the Effective Date. The Reorganized Debtor may obtain an extension of this date by filing a motion in the Bankruptcy Court, based upon a showing of "cause." If, at the time of any Distribution, a Claim or Equity Interest under the Plan is a Disputed Claim or Disputed Equity Interest, the Reorganized Debtor shall have the right to hold in trust any funds that would be distributed to that Claim Holder or Equity Interest Holder if the Claim or Equity Interest were Allowed and until the Claim or Equity Interest is Allowed, if at all (the "Reserve Account"). Any unused funds in the Reserve Account, not otherwise designated for payout under the Plan, shall be returned to the

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Reorganized Debtor for use under the Plan, if required, and then to the Reorganized Debtor.

I. The Committees

Until the Effective Date, the Equity Committee and Creditors Committee shall continue in existence. As of the Effective Date, the Equity Committee and Creditors Committee shall terminate and disband and the members of the Equity Committee and the Creditors Committee shall be released and discharged of and from all further authority, duties, responsibilities and obligations related to and arising from their service as Committee members. Except as otherwise provided in the Plan or Court order, the prohibition on members of the Equity Committee from trading their respective Equity Interests shall cease as of the Confirmation Date.

VII. MISCELLANEOUS PROVISIONS GOVERNING DISBURSEMENTS

A. Dates of Distributions

The Reorganized Debtor shall make each required Distribution by the date stated in the Plan with respect to such Distribution. Any Distribution required to be made on the Effective Date shall be deemed to be made on such date if made as soon as practicable after such date. Any Distribution required to be made on the date on which a Claim becomes an Allowed Claim shall be deemed to be made on such date if made on the nearest Distribution Date occurring after such date.

B. Manner of Distribution

At the option of the Reorganized Debtor, monetary Distributions may be made in Cash, by wire transfer, or by a check drawn on a domestic bank.

C. Undeliverable Distributions

Distributions to holders of Allowed Claims will be sent to the last known address set forth on such holder's proof of Claim Filed with the Court, or on the Schedules, if no proof of Claim has been filed. Holders of Claims may change the address to which Distributions will be sent by filing a written change of address with the Court and serving a copy of the

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change of address on the Reorganized Debtor. If a Distribution is returned to the Reorganized Debtor as undeliverable, the Reorganized Debtor shall hold such Distribution and shall not be required to take any further action with respect to the delivery of the Distribution unless and until the Reorganized Debtor is notified in writing of the then current address of the Person entitled to receive the Distribution. Unless and until the Reorganized Debtor is so notified, such Distribution shall be deemed to be "Unclaimed Property" and shall be dealt with in accordance with Section VI.F. of the Disclosure Statement.

D. Rounding of Payments

Whenever payment of a fraction of a cent would otherwise be called for, the actual payment shall reflect a rounding down of such fraction to the nearest whole cent. To the extent Cash remains undistributed as a result of the rounding of such fraction to the nearest whole cent, such Cash shall be treated as "Unclaimed Property" and shall be dealt with in accordance with Section VI.F. of the Disclosure Statement.

E. Compliance with Tax Requirements

The Reorganized Debtor shall comply with all withholding and reporting requirements imposed by federal, state, or local taxing authorities in connection with making Distributions pursuant to the Plan.

In connection with each Distribution with respect to which the filing of an information return (such as an Internal Revenue Service Form 1099 or 1042) or withholding is required, the Reorganized Debtor shall file such information return with the Internal Revenue Service and provide any required statements in connection therewith to the recipients of such Distribution, or effect any such withholding and deposit all moneys so withheld to the extent required by law. With respect to any Person from whom a tax identification number, certified tax identification number, or other tax information required by law to avoid withholding has not been received by the Reorganized Debtor, then the Reorganized Debtor may, at its sole option, withhold the amount required and distribute

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the balance to such Person or decline to make such Distribution until the information is received.

F. Distribution of Unclaimed Property

If a Distribution is returned to the Reorganized Debtor as undeliverable, then such Distribution amount shall be deemed to be "Unclaimed Property." Nothing contained in the Plan shall require the Reorganized Debtor, or anyone else, to attempt to locate such Person. The Unclaimed Property shall be set aside and (in the case of Cash) held in a segregated interest-bearing account to be maintained by the Reorganized Debtor. If such Person presents itself within one (1) year following the Effective Date, the Unclaimed Property distributable to such Person, together with any interest or dividends earned thereon, shall be paid or distributed to such Person. If such Person does not present itself within one (1) year following the Effective Date, any such Unclaimed Property and accrued interest or dividends earned thereon shall become the property of the Reorganized Debtor for use under the Plan, if required, then to the Reorganized Debtor.

G. Setoff

Any Claims of any nature which the Debtor or the Estate may have against the holder of a Claim may be, but are not required to be, set off against any Claim and the Distribution to be made pursuant to the Plan in respect of such Claim. Neither the failure by the Reorganized Debtor or any other Person to effect such a setoff nor the allowance of any Claim shall constitute a waiver or a release of any claim which any or all of the foregoing may have against the holder of a Claim.

H. Exculpation Provision

Except to the extent arising from willful misconduct or gross negligence, any and all Claims, liabilities, Causes of Action, rights, damages, costs, and obligations held by any party against the Equity Committee, and its respective members, attorneys, accountants, advisors, agents, and other professionals, and their officers, directors, and employees, whether known or unknown, matured or contingent, liquidated or unliquidated, existing, arising, or accruing, whether or not yet due, in any manner related to the postpetition

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administration of this Case or the formulation, negotiation, solicitation or implementation of the Plan, shall be deemed fully waived, barred, released, and discharged, except as to rights, obligations, duties, claims, and responsibilities preserved, created, or established under the Plan.

VIII. CONFIRMATION REQUIREMENTS AND PROCEDURES

PERSONS OR ENTITIES CONCERNED WITH CONFIRMATION OF THIS PLAN SHOULD CONSULT WITH THEIR OWN ATTORNEYS BECAUSE THE LAW ON CONFIRMING A PLAN OF REORGANIZATION IS VERY COMPLEX. The following discussion is intended solely for the purpose of alerting readers about basic confirmation issues, which they may wish to consider, as well as certain deadlines for filing Claims. The Equity Committee CANNOT and DOES NOT represent that the discussion contained below is a complete summary of the law on this topic.

Many requirements must be met before the Court can confirm a Plan. Some of the requirements include that the Plan must be proposed in good faith, acceptance of the Plan, whether the Plan pays creditors at least as much as creditors would receive in a Chapter 7 liquidation, and whether the Plan is feasible. These requirements are not the only requirements for confirmation.

A. Who May Vote or Object

1. Who May Object to Confirmation of the Plan

Any party in interest may object to the confirmation of the Plan, but as explained below, not everyone is entitled to vote to accept or reject the Plan.

2. Who May Vote to Accept/Reject the Plan

A Creditor or Equity Interest holder has a right to vote for or against the Plan if that creditor or Equity Interest Holder has a Claim which is both (1) allowed or allowed for voting purposes and (2) classified in an impaired Class.

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a. What Is an Allowed Claim/Interest

As noted above, a Creditor or Equity Interest Holder must first have an Allowed Claim or Equity Interest to have the right to vote. Generally, any proof of Claim or Equity Interest will be allowed, unless there is objection to the Claim. When an objection to a Claim or Equity Interest is filed, the Creditor or Equity Interest Holder holding the Claim or Equity Interest cannot vote unless the Court, after notice and hearing, either overrules the objection or allows the Claim or Equity Interest for voting purposes.

THE BAR DATE FOR FILING A PROOF OF CLAIM OR EQUITY INTEREST IN THIS CASE WAS NOVEMBER 10, 2008 for all Persons other than governmental units. A Creditor or Equity Interest Holder may have an Allowed Claim or Equity Interest even if a proof of Claim or Equity Interest was not timely filed, but only if the Claim (1) is scheduled on the Debtor's Schedules and such Claim is not scheduled as disputed, contingent, or unliquidated, and (2) no party in interest has objected to the Claim. An Equity Interest is deemed allowed if it is scheduled and no party in interest has objected to the Equity Interest.

b. What Is an Impaired Claim/Interest

As noted above, an Allowed Claim or Equity Interest only has the right to vote if it is in a Class that is impaired under the Plan. A Class is impaired if the Plan alters the legal, equitable, or contractual rights of the members of that Class. For example, a Class comprised of General Unsecured Claims is impaired if the Plan fails to pay the members of that Class 100% of what they are owed.

In this case, the Equity Committee believes that Classes 2A, 2C, 2D, and 3B are impaired and are entitled to vote to accept or reject the Plan. The Plan Proponents believe that Classes 1, 2B, and 3A are unimpaired and that holders of Claims in these Classes therefore do not have the right to vote to accept or reject the Plan. Parties who dispute the Equity Committee's characterization of their Claim or Equity Interest as being impaired or unimpaired may file an objection to the Plan contending that the Plan Proponents have incorrectly characterized the Class.

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3. Who Is Not Entitled to Vote

The following four types of Claims are not entitled to vote: (1) Claims that have been disallowed; (2) Claims in unimpaired Classes; (3) Claims entitled to priority pursuant to 11 U.S.C. § 507(a)(1), (a)(2), (a)(8), or (b); and (4) Claims or Equity Interests in Classes that do not receive or retain any value under the Plan. Claims in unimpaired Classes are not entitled to vote because such Classes are deemed to have accepted the Plan. Claims entitled to priority pursuant to 11 U.S.C. § 507(a)(2), (a)(3), and (a)(8) are not entitled to vote because such Claims are not placed in Classes and they are required to receive certain treatment specified by the Bankruptcy Code. Claims or Equity Interests in Classes that do not receive or retain any value under the Plan do not vote because such Classes are deemed to have rejected the Plan. EVEN IF YOUR CLAIM IS OF THE TYPE DESCRIBED ABOVE, YOU MAY STILL HAVE A RIGHT TO OBJECT TO THE CONFIRMATION OF THE PLAN.

4. Votes Necessary to Confirm the Plan

If impaired Classes exist, the Court cannot confirm the Plan unless (1) at least one impaired Class of Claims has accepted the Plan without counting the votes of any Insiders within that Class, and (2) all impaired Classes have voted to accept the Plan, unless the Plan is eligible to be confirmed by "cramdown" on non-accepting Classes, as discussed later in Section VII.A.6.

5. Votes Necessary for a Class to Accept the Plan

A Class of Claims is considered to have accepted the Plan when more than one-half (1/2) in number and at least two-thirds (2/3) in dollar amount of the Claims which actually voted, voted in favor of the Plan. A Class of Equity Interests is considered to have "accepted" the Plan when at least two-thirds (2/3) in amount of the interest-holders of such Class which actually voted, voted to accept the Plan.

6. Treatment of Non-accepting Classes

As noted above, even if all impaired Classes do not accept the proposed Plan, the Court may nonetheless confirm the Plan if the non-accepting Classes are treated in the

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manner required by the Code. The process by which non-accepting Classes are forced to be bound by the terms of a Plan is commonly referred to as "cramdown." The Code allows the Plan to be "crammed down" on non-accepting Classes of Claims or Equity Interests if it meets all consensual requirements except the voting requirements of 11 U.S.C. § 1129(a)(8) and if the Plan does not "discriminate unfairly" and is "fair and equitable" toward each impaired Class that has not voted to accept the Plan as referred to in 11 U.S.C. § 1129(b) and applicable case law.

7. Request for Confirmation Despite Nonacceptance by Impaired Class(es)

The Equity Committee will ask the Court to confirm this Plan by cramdown on impaired Classes 2A, 2C, 2D, or 3B if any of these Classes do not vote to accept the Plan.

B. Liquidation Analysis

Another confirmation requirement is the "Best Interest Test," which requires a liquidation analysis. Under the Best Interest Test, if a Claimant or Equity Interest Holder is in an impaired Class and that claimant or Equity Interest Holder does not vote to accept the Plan, then that Claimant or Equity Interest Holder must receive or retain under the Plan property of a value not less than the amount that such holder would receive or retain if the Debtor were liquidated under Chapter 7 of the Bankruptcy Code.

In a Chapter 7 case, the debtor's assets are usually sold by a Chapter 7 trustee. Secured creditors are paid first from the sales proceeds of properties on which the secured creditor has a Lien. Administrative claims are paid next. Next, unsecured creditors are paid from any remaining sales proceeds, according to their rights to priority. Unsecured creditors with the same priority share in proportion to the amount of their allowed claim in relationship to the amount of total allowed unsecured claims. Finally, interest holders receive the balance that remains after all creditors are paid, if any.

For the Court to be able to confirm this Plan, the Court must find that all Creditors and Equity Interest Holders who do not accept the Plan will receive at least as much under the Plan as such holders would receive under a Chapter 7 liquidation. Below is a

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demonstration, in balance sheet format, that all Creditors and Equity Interest Holders will receive at least as much under the Plan as such creditor or Equity Interest Holder would receive under a Chapter 7 liquidation. The liquidation analysis assumes that a chapter 7 trustee would commence liquidation in November 2009 and that the liquidation of the major assets would occur by June 2012 with a 10% discount in value. The analysis also assumes that there would be ongoing expenses to liquidate the assets and to resolve the litigation over an estimated period of three years. The liquidation analysis includes the assets and liabilities of FRC. The more comprehensive and detailed liquidation analysis is attached as Exhibit "4."

ASSETS VALUED AT LIQUIDATION VALUES[3]

Estimated Cash on Hand as of 11/09	$ 329,060
Income & Other Recoveries During Liquidation	$ 57,413
Less Operating Costs During Liquidation	$ (41,739)
Estimated Cash Available for Distribution	$ 344,734
Plus Assets at Estimated Liquidation Value:	
Loans Held for Sale	$ 60,000
FHLB Stock	$ 2,000
Loans Held for Investment	$ 3,500
Real Estate Owned	$ 2,300
Premises & Equipment	$ 6,000
Miscellaneous Assets	$ 15,000
	$ 433,534
Less: Chapter 7 Trustee Fees and Expenses	$ (12,889)
Less: Priority Tax Claims, incl. accrued interest	$ (13,135)
Less: FRC Claims (known and unknown)	$ (27,760)

[3] In millions.

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Net Cash Available for Distribution to Unsecured Creditors	$ 379,751

Claims Before Subordination by TOPrS:

Senior Notes, incl. accrued interest	$ 185,453
TOPrS Claims, incl. accrued interest	$ 119,866
General Unsecured Claims, incl. accrued interest	$ 57,158
Total Unsecured Claims, incl. accrued interest	$ 362,477

	Total Distribution	Percentage Recovery	Remaining Unpaid
Senior Notes (Principal and Interest)	$ 185,453	100.0%	$0
TOPrS (Principal and Interest)	$ 119,866	100.0%	$0
Unsecured Claims (total)	$ 57,158	100.0%	$0

Below is a demonstration in tabular format that all Creditors and Equity Interest Holders are projected to receive at least as much under the Plan as they would receive in a Chapter 7 liquidation:

CLASS	ESTIMATED PAYOUT PERCENTAGE OR RETAINED INTEREST UNDER PLAN	ESTIMATED PAYOUT PERCENTAGE OR RETAINED INTEREST IN CHAPTER 7 LIQUIDATION
1	100%	100.0%
2A	100%	100.0%
2B	100%	100.0%
2C	100%	100.0%
2D	100%	100.0%
3A	100%	100.0%
3B	100%	100.0%

C. Feasibility

Another requirement for confirmation involves the feasibility of the Plan, which means that confirmation of the Plan is not likely to be followed by the liquidation, or the

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need for further financial reorganization, of the Debtor or any successor to the Debtor under the Plan, unless such liquidation or reorganization is proposed in the Plan.

There are at least two important aspects of a feasibility analysis. The first aspect considers whether the Plan proponent will have enough Cash on hand on the Effective Date of the Plan to pay all the Claims and expenses which are entitled to be paid on such date. The second aspect considers whether the proponent will have enough Cash over the life of the Plan to make the required Plan payments.

With respect to the first component, there is sufficient Cash on hand and available to the Debtor to pay all Claims that must be paid on the Effective Date so that even after the Administrative Claims and the Claims in Classes 1, 2A, 2C, and 2D are paid in full, there will be Cash remaining of approximately $90 million to fund the Reorganized Debtor's business plan and meet Plan obligations until the first strategic investment occurs in July 2010. Subsequent strategic investments would occur in January and July 2011. In the meantime, the Reorganized Debtor will increase the yield on its Cash investments through the purchase or mortgage-backed securities and other related financial products with a target after-tax return of 6%. The Equity Committee has worked with and received proposals from several money management firms with respect to such investments, and the Equity Committee is in the process of evaluating the information it has received thus far but believes that 6% is a reasonable expected rate of return. In addition, the Reorganized Debtor will continue to generate loan income. The Plan assumes an average of $500,000 a month on loan income from January 2010 through July 2010, when the loans would be sold or securitized. These numbers are consistent with the present rate of returns, which were $550,000 in March 2009 and $606,000 in April 2009.

The second component of the feasibility analysis requires an examination of whether the Reorganized Debtor will have sufficient Cash over the life of the Plan to make the required Plan payments. As set forth above, the long-term strategy of the Reorganized Debtor to pay off the other Claims and then to generate returns for the Equity Interest Holders in Classes 3A and 3B is to utilize the assets available to the

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Reorganized Debtor to invest in business opportunity areas including (i) purchase a bank or a bank charter to form a platform for a roll-up of community bank acquisitions, (ii) purchase, work-out and sale of distressed loans, (iii) fund and service hard money mortgages with a conservative loan to cost ratio, and (iv) develop a middle-market asset-based lending platform. The activities will target after-tax returns of 20-25%, although the Plan assumes only a 15% return on invested capital. In accomplishing that objective, the Reorganized Debtor will have the assistance of Ategra and its affiliate Danielson Associates. both of whom are experienced in advisory and investment banking to community banks and who can assist the Reorganized Debtor by identifying potential acquisition targets on the East Coast. With the Cash that will be available to the Reorganized Debtor as well as the generation of approximately $100 million in income by July 2010 through the early repayment of mortgages, real estate sales, and sales or securitization of loans, there is sufficient liquidity to fund the Reorganized Debtor's long term strategy which will result in all Creditors being paid in full and in a significant return to the Class 3A and Class 3B Equity Interests.

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IX. EFFECT OF CONFIRMATION OF PLAN

A. Discharge

The rights under the Plan and the treatment of Claims and Equity Interests under the Plan will be in exchange for, and in complete satisfaction, discharge, and release of all Claims and Equity Interests of any nature whatsoever against the Debtor, the Reorganized Debtor, or their property. Except as otherwise provided in the Plan or the Confirmation Order,

(1) On the Effective Date, the Debtor, the Debtor's Estate, Reorganized Debtor, and their property will, to the fullest extent permitted by section 1141 of the Bankruptcy Code, be deemed discharged and released from any and all Claims and Equity Interests, including without limitation, all demands, liabilities, Claims, and Equity Interests that arose before the Confirmation Date or that are based upon or otherwise relate to acts, events,

omissions, transactions or other activities of any kind that occurred before the Confirmation Date, and all debts of the kind specified in Bankruptcy Code §§ 502(g), 502(h), or 502(i) regardless of whether: (a) a proof of Claim or proof of Equity Interest based on such debt or Equity Interest is filed or deemed filed; (b) a Claim or Equity Interest based on such debt or Equity Interest is allowable under Bankruptcy Code § 502; or (c) the Person holding the Claim or Equity Interest based on such a debt or Interest has accepted the Plan;

(2) All Persons will be precluded from asserting against the Debtor, the Estate, or the Reorganized Debtor, or their property, any other or further Claims or Equity Interests based on, arising from, or in connection with any act, event, omission, transaction, or other activity of any kind that occurred before the Confirmation Date;

(3) Any debt of the Debtor, whether secured or unsecured, which was in default up to the Confirmation, will no longer be deemed in default. Moreover, to the extent that the Debtor and Reorganized Debtor comply with the terms and conditions of the Plan, these obligations will be deemed in good standing;

(4) As set forth in sections 524 and 1141 of the Bankruptcy Code, except as otherwise provided in the Plan or the Confirmation Order, the Confirmation Order constitutes a discharge or any and all Claims against, and all debts and liabilities of, the Debtor. The Reorganized Debtor and its property will, to the fullest extent permitted by section 1141 of the Bankruptcy Code, be deemed discharged and released from any and all Claims and Equity Interests, including, without limitation, all demands, liabilities, Claims and Equity Interests that arose before the Confirmation Date or that are based on or otherwise relate to acts, events, transactions, or other activities of any kind that occurred before the Confirmation Date. This discharge will void any judgment that was obtained against the Debtor at any time only to the extent that the judgment relates to a discharged Claim.

(5) Subject to the limitations and conditions imposed under section 1125(e) of the Bankruptcy Code, Persons who, in good faith and in compliance with applicable

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provisions of the Bankruptcy Code, either solicit Plan acceptances or rejections or participate in the offer, issuance, sale, or purchase of securities under the Plan will not be liable on account of their solicitation or participation for violation of any applicable law, rule, or regulation governing the solicitation of Plan acceptances or rejections or the offer, issuance, sale, or purchase of such securities.

B. Vesting of Property of the Estate

On the Effective Date, all Assets that are property of the Estate as of the Effective Date, including all Causes of Action, Rights of Action and Avoidance Actions, will vest in the Reorganized Debtor free and clear of the Claims of any Creditors.

C. Modification of Plan

The Equity Committee may modify the Plan at any time before confirmation. However, the Court may require a new disclosure statement and/or re-voting on the Plan.

The Equity Committee may also seek to modify the Plan at any time after confirmation only if (1) the Plan has not been substantially consummated and (2) the Court authorizes the proposed modifications after notice and a hearing.

D. Post-Confirmation Status Report

Within 120 days of the Confirmation Date, the Reorganized Debtor shall file a status report with the Court explaining what progress has been made toward consummation of the confirmed Plan. The status report shall be served on the United States Trustee and the members of the Committees. Further status reports shall be filed every 180 days and served on the same entities.

E. Post-Confirmation United States Trustee Fees

Pursuant to 28 U.S.C. § 1930(a)(6), quarterly fees to the United States Trustee will continue to be due until the bankruptcy case is closed, dismissed, or converted to Chapter 7, at the rate in effect at the time such fees are due. Such fees shall be paid by the Reorganized Debtor.

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F. Post-Confirmation Conversion/Dismissal

A creditor or party in interest may bring a motion to convert or dismiss the case under 11 U.S.C. § 1112(b), after the Plan is confirmed, if there is a default in performing the Plan. If the Court orders the case converted to Chapter 7 after the Plan is confirmed, then all property that had been property of the Chapter 11 Estate, and that has not been disbursed pursuant to the Plan, will revest in the Chapter 7 estate. The automatic stay will be reimposed upon the revested property, but only to the extent that relief from stay was not previously authorized by the Court during this case.

The Confirmation Order may also be revoked under very limited circumstances. The Court may revoke the order if the order was procured by fraud and if a party in interest brings an adversary proceeding to revoke confirmation within 180 days after the Confirmation Date.

G. Final Decree

Upon substantial consummation of the Plan and the occurrence of the Effective Date, the Estate shall be deemed fully administered as referred to in Bankruptcy Rule 3022, and the Reorganized Debtor shall file a motion with the Court to obtain a final decree to close the Reorganization Case.

Dated: August 12, 2009

WEILAND, GOLDEN,
SMILEY, WANG EKVALL & STROK, LLP

By: Philip E. Strok

PHILIP E. STROK
Attorneys for the Official Committee
of Equity Holders

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Exhibit 99.1

UNITED STATES DEPARTMENT OF JUSTICE
OFFICE OF THE UNITED STATES TRUSTEE
CENTRAL DISTRICT OF CALIFORNIA

In Re:		CHAPTER 11 (BUSINESS)	
Fremont General Corporation		Case Number:	8:08-bk-13421
		Operating Report Number:	13
	Debtor	For the Month Ending:	30-Jun-09

I. CASH RECEIPTS AND DISBURSEMENTS
A. (GENERAL ACCOUNT — MASTER DEMAND ACCOUNT)

1. TOTAL RECEIPTS PER ALL PRIOR GENERAL ACCOUNT REPORTS (1)			18,603,264
2. LESS: TOTAL TRANSFERS AND DISBURSEMENTS PER ALL PRIOR GENERAL ACCOUNT REPORTS			18,598,750
3. BEGINNING BALANCE:			4,515
4. RECEIPTS DURING CURRENT PERIOD:			
Accounts Receivable — Post-filing		—	
Accounts Receivable — Pre-filing		—	
General Sales		—	
Other (Specify)	Transfers from Money Market Acct	235,000	
Other (Specify)	Insurance Proceeds — legal expense reimbursement	2,269,735	
Other (Specify)	Return of escrow account funds	350,774	
TOTAL RECEIPTS THIS PERIOD:			2,855,509
5. BALANCE:			2,860,025
6. LESS: TOTAL TRANSFERS AND DISBURSEMENTS DURING CURRENT PERIOD			
Transfers to Other DIP Accounts (from page 2)			2,082,000
Disbursements (from page 2)			772,823
7. ENDING BALANCE:			5,201
8. General Account Number(s):	Well Fargo # xxxxxx1638 (2)		
Depository Name & Location:	Wells Fargo Bank — Pasadena Commercial Banking 350 W. Colorado Blvd, Suite 210, Pasadena, CA 91105		

Notes

(1) Receipts reflected in Master Demand Account include collections prior to the petition date.

(2) Where indicated by an "x" throughout the MOR, the applicable digit has been hidden to prevent theft or other unauthorized access to the account. The information will be available to parties in interest upon reasonable request.

TOTAL DISBURSEMENTS FROM GENERAL ACCOUNT FOR CURRENT PERIOD

Date mm/dd/yyyy	Check Number	Payee or DIP account	Purpose	*Amount Transferred	**Amount Disbursed	Amount
6/3/2009	wire	CRG Partners Group LLC	Professional fees		$ 5,346	$ 5,346
6/3/2009	wire	Mark Schaffer	Director Fees		5,833	5,833
6/3/2009	wire	Robert Shackleton	Director Fees		5,833	5,833
6/3/2009	wire	David S. Depillo	Director Fees		5,833	5,833
6/3/2009	wire	Barney Northcote	Director Fees		5,833	5,833
6/3/2009	wire	John Charles Loring	Director Fees		5,833	5,833
6/3/2009	wire	Solon Group, Inc.	Professional fees		6,968	6,968
6/3/2009	wire	Kurtzman Carson Consultants	Professional fees		9,194	9,194
6/3/2009	wire	KPMG Corporate Finance LLC	Professional fees		25,223	25,223
6/3/2009	wire	Epstein, Becker, & Green P.C.	Professional fees		25,281	25,281
6/3/2009	wire	Fremont General Corporation	Bank Account Transfer	58,000		58,000
6/3/2009	wire	Patton Boggs LLP	Professional fees		184,546	184,546
6/3/2009	6000000431	Financial Accounting Standards Board	A/P vendor payments		100	100
6/3/2009	6000000432	LA Fine Arts	A/P vendor payments		330	330
6/3/2009	6000000433	Public Company Accounting Oversight Board	A/P vendor payments		400	400
6/3/2009	6000000434	Stephen H. Gordon	Director Fees		5,833	5,833
6/10/2009	wire	Bowne of Los Angeles Inc	A/P vendor payments		435	435
6/10/2009	wire	FTI Consulting	Professional fees		99,517	99,517
6/10/2009	6000000435	Iron Mountain Records Mgmt Inc	A/P vendor payments		3,554	3,554
6/16/2009	wire	Fremont General Corporation	Bank Account Transfer	1,697,000		1,697,000
6/17/2009	wire	Bowne of Los Angeles Inc	A/P vendor payments		1,225	1,225
6/17/2009	wire	Klee, Tuchin, Bogdanoff & Stern LLP	Professional fees		123,447	123,447
6/17/2009	6000000436	Mellon Investor Services LLC	A/P vendor payments		2,799	2,799
6/17/2009	6000000437	West Payment Center	A/P vendor payments		3,656	3,656
6/22/2009	wire	Wells Fargo	Client Analysis Service Charge		2,693	2,693
6/24/2009	wire	Bowne of Los Angeles Inc	A/P vendor payments		4,670	4,670
6/24/2009	wire	CRG Partners Group LLC	Professional fees		12,791	12,791
6/24/2009	wire	Weiland, Golden, Smiley, Wang, Ekvall, and Strok LLP	Professional fees		56,441	56,441
6/24/2009	wire	Stutman, Treister, and Glatt PC	Professional fees		169,205	169,205
6/24/2009	wire	Fremont General Corporation	Bank Account Transfer	327,000		
			TOTAL DISBURSEMENTS THIS PERIOD:	$ 2,082,000	$ 772,823	$ 2,527,823

* Fill in amounts in this column if they are TRANSFERS to another DIP account (e.g. Payroll or Tax); the "amount" column will be filled in for you.

** Fill in amounts in this column if they are DISBURSEMENTS to outside payees; the "amount" column will be filled in for you.

GENERAL ACCOUNT
BANK RECONCILIATION

Bank statement Date: 6/30/2009 Balance on Statement: $ 5,201

Plus deposits in transit (a):

Deposit Date	Deposit Amount

TOTAL DEPOSITS IN TRANSIT $ —

Less Outstanding Checks (a):

Check Number	Check Date	Check Amount

TOTAL OUTSTANDING CHECKS: $ —

Bank statement Adjustments:

Explanation of Adjustments-

ADJUSTED BANK BALANCE: $ 5,201

Source: FREMONT GENERAL CORP, 8-K, July 16, 2009

I. CASH RECEIPTS AND DISBURSEMENTS
B. (COMMERCIAL MONEY MARKET ACCOUNT)

1. TOTAL RECEIPTS PER ALL PRIOR REPORTS		34,692,823
2. LESS: TOTAL TRANSFERS AND DISBURSEMENTS PER ALL PRIOR REPORTS		8,655,778
3. BEGINNING BALANCE:		26,037,043
4. RECEIPTS DURING CURRENT PERIOD:		
Transferred from General Account	2,082,000	
Interest Income	2,652	
TOTAL RECEIPTS THIS PERIOD:		2,084,652
5. BALANCE:		28,121,695
6. LESS: TOTAL TRANSFERS AND DISBURSEMENTS DURING CURRENT PERIOD		
Transfers to Other DIP Accounts (from page 5)		235,000
Disbursements (from page 5)		3,079
7. ENDING BALANCE:		27,883,616
8. COMMERCIAL MONEY MARKET ACCOUNT Number(s): xxxxxx8097		
Depository Name & Location:	Wells Fargo Bank — Pasadena Commercial Banking 350 W. Colorado Blvd, Suite 210, Pasadena, CA 91105	

TOTAL DISBURSEMENTS FROM COMMERCIAL MONEY MARKET ACCOUNT FOR CURRENT PERIOD

Date mm/dd/yyyy	Check Number	Payee	Purpose	*Amount Transferred	**Amount Disbursed	Amount
6/10/2009	wire	Fremont General Corporation	Bank account transfer	$ 104,000		$ 104,000
6/17/2009	wire	Fremont General Corporation	Bank account transfer	131,000		131,000
6/22/2009	wire	Wells Fargo	Client Analysis Service Charge		3,079	3,079
			TOTAL DISBURSEMENTS THIS PERIOD:	$ 235,000	$ 3,079	$ 238,079

* Fill in amounts in this column if they are TRANSFERS to another DIP account (e.g. Payroll or Tax); the "amount" column will be filled in for you.

** Fill in amounts in this column if they are DISBURSEMENTS to outside payees; the "amount" column will be filled in for you.

Source: FREMONT GENERAL CORP, 8-K, July 16, 2009

COMMERCIAL MONEY MARKET ACCOUNT
BANK RECONCILIATION

Bank statement Date:	6/30/2009	Balance on Statement:	$ 27,883,616

Plus deposits in transit (a):

Deposit Date	Deposit Amount

TOTAL DEPOSITS IN TRANSIT 0

Less Outstanding Checks (a):

Check Number	Check Date	Check Amount

TOTAL OUTSTANDING CHECKS: 0

Bank statement Adjustments:

Explanation of Adjustments-

ADJUSTED BANK BALANCE: $ 27,883,616

* It is acceptable to replace this form with a similar form

** Please attach a detailed explanation of any bank statement adjustment

Source: FREMONT GENERAL CORP, 8-K, July 16, 2009

II. STATUS OF PAYMENTS TO SECURED CREDITORS, LESSORS AND OTHER PARTIES TO EXECUTORY CONTRACTS

Creditor, Lessor, Etc.	Frequency of Payments (Mo/Qtr)	Amount of Payment	Post-Petition payments not made (Number)	Total Due
—	—	—	—	—

TOTAL DUE: —

III. TAX LIABILITIES

FOR THE REPORTING PERIOD: June 30, 2009

Gross Sales Subject to Sales Tax: —

Total Wages Paid: —

	Total Post-Petition Amounts Owing	Amount Delinquent	Date Delinquent Amount Due
Federal Withholding	—	—	N/A
State Withholding	—	—	N/A
FICA- Employer's Share	—	—	N/A
FICA- Employee's Share	—	—	N/A
Federal Unemployment	—	—	N/A
Sales and Use	—	—	N/A
Real Property	—	—	N/A
Other:			
TOTAL:	—	—	

Source: FREMONT GENERAL CORP, 8-K, July 16, 2009

I. D SUMMARY SCHEDULE OF CASH

ENDING BALANCES FOR THE PERIOD: 6/30/2009

(Provide a copy of monthly account statements for each of the below)

	General Account:	5,201
	Money Market Account:	27,883,616
	Payroll Account: (1)	N/A
Other Accounts:		
Other Monies:		
	Petty Cash (from below):	—
TOTAL CASH AVAILABLE:		27,888,817

Petty Cash Transactions:

Date	Purpose	Amount
TOTAL PETTY CASH TRANSACTIONS:		N/A —

(1) The Debtor's payroll account has been closed.

Source: FREMONT GENERAL CORP, 8-K, July 16, 2009

IV. AGING OF ACCOUNTS PAYABLE AND RECEIVABLE

	Accounts Payable	Accounts Receivable	
	Post-Petition	Pre-Petition	Post-Petition
30 days or less	198,930	—	—
31 – 60 days	1,448	—	—
61 – 90 days	—		—
91 – 120 days	—		—
Over 120 days	21,273	118,819	
TOTAL:	221,651	118,819	—

V. INSURANCE COVERAGE

Name of Carrier	Insurance Type	Amount of Coverage	Policy Expiration Date	Premium Paid Through (Date)
XL Specialty	Directors & Officers	15,000,000	4/01/09-7/01/09	7/1/09
Continental Casualty	Excess D&O	15,000,000	4/01/09-7/01/09	7/1/09
U.S. Specialty	Excess D&O	15,000,000	4/01/09-7/01/09	7/1/09
RSUI Indemnity	Excess D&O	15,000,000	4/01/09-7/01/09	7/1/09
Allied World Natl	Excess D&O	10,000,000	4/01/09-7/01/09	7/1/09
U.S. Specialty	Excess D&O	10,000,000	4/01/09-7/01/09	7/1/09
Liberty Mutual	Excess D&O	10,000,000	4/01/09-7/01/09	7/1/09
Navigators Ins.	Excess D&O	10,000,000	4/01/09-7/01/09	7/1/09
Westchester Surplus	Excess D&O	10,000,000	4/01/09-7/01/09	7/1/09
Platte River	Excess D&O	10,000,000	4/01/09-7/01/09	7/1/09
Scottsdale Ins.	Excess D&O	5,000,000	4/01/09-7/01/09	7/1/09
XL Specialty	Run-off D&O	20,000,000	1/01/07-1/01/14	1/1/14
Continental Casualty	Run-off D&O	15,000,000	1/01/07-1/01/14	1/1/14
RSUI Indemnity	Run-off D&O	15,000,000	1/01/07-1/01/14	1/1/14
New Mkts Undrwrtr	Run-off D&O	10,000,000	1/01/07-1/01/14	1/1/14
Platte River	Run-off D&O	10,000,000	1/01/07-1/01/14	1/1/14
St. Paul Mercury	Run-off D&O	10,000,000	1/01/07-1/01/14	1/1/14
Federal Insurance	Run-off D&O	10,000,000	1/01/07-1/01/14	1/1/14
Liberty Mutual	Run-off D&O	10,000,000	1/01/07-1/01/14	1/1/14
Columbia Casualty	Fiduciary Liability	10,000,000	4/01/09-7/01/09	7/1/09
XL Specialty	Excess Fiduciary Liability	10,000,000	4/01/09-7/01/09	7/1/09
U.S. Specialty	Excess Fiduciary Liability	10,000,000	4/01/09-7/01/09	7/1/09
Navigators Ins.	Excess Fiduciary Liability	10,000,000	4/01/09-7/01/09	7/1/09
Allied World Natl	Excess Fiduciary Liability	5,000,000	4/01/09-7/01/09	7/1/09
Westchester Surplus	Excess Fiduciary Liability	5,000,000	4/01/09-7/01/09	7/1/09
XL Specialty	Run-off Fiduciary	15,000,000	1/01/07-1/01/14	1/1/14
Capital Indemnity	Run-off Fiduciary	10,000,000	1/01/07-1/01/14	1/1/14
Federal Insurance	Run-off Fiduciary	10,000,000	1/01/07-1/01/14	1/1/14
Houston Casualty	Run-off Fiduciary	5,000,000	1/01/07-1/01/14	1/1/14
National Union Fire	Crime Coverage	15,000,000	4/01/09-7/01/09	7/1/09
Zurich American	Excess Crime Coverage	15,000,000	4/01/09-7/01/09	7/1/09
Continental Ins.	Excess Crime Coverage	10,000,000	4/01/09-7/01/09	7/1/09
Federal Insurance	Errors & Omissions	5,000,000	4/01/09-7/01/09	7/1/09
U.S. Specialty	Excess E&O	5,000,000	4/01/09-7/01/09	7/1/09
Federal Insurance	Commercial Automobile	1,000,000	1/01/09-1/01/10	1/1/10
Federal Insurance	Commercial Excess and Umbrella	5,000,000	1/01/09-1/01/10	1/1/10
Great American	Excess Umbrella	20,000,000	1/01/09-1/01/10	1/1/10
Federal Insurance	Commercial Package	14,499,247	1/01/09-1/01/10	1/1/10
State Compensation Fund of CA	Workers Compensation	1,000,000	1/01/09-1/01/10	1/1/10

Source: FREMONT GENERAL CORP, 8-K, July 16, 2009

VI. UNITED STATES TRUSTEE QUARTERLY FEES (TOTAL PAYMENTS)

Quarterly Period Ending (Date)	Total Disbursements (during Quarter)	Quarterly Fees	Date Paid	Amount Paid	Quarterly Fees Still Owing
June 30, 2008	0	325	22-Aug-2008	325	—
June 30, 2008	0	1	1-Oct-2008	1	—
September 30, 2008	851,493	4,875	19-Nov-2008	4,875	—
December 31, 2008	3,817,827	10,400	21-Jan-2009	10,400	—
March 31, 2009	3,442,105	10,400	15-Apr-2009	10,400	—
June 30, 2009	2,311,647	9,750		—	9,750
					—
					—
					—
					—
					—
					—
					—
					—
					—
		35,751		26,001	9,750

VII SCHEDULE OF COMPENSATION PAID TO INSIDERS

Name of Insider	Date of Order Authorizing Compensation	Authorized Gross Compensation	Gross Compensation Paid During the Month
No compensation disbursements made to insiders during the period.			

VIII. SCHEDULE OF OTHER AMOUNTS PAID TO INSIDERS

Name of Insider	Date of Order Authorizing Compensation	Description	Amount Paid During the Month
Robert Shackleton	9/29/08	Director fees	5,833
Mark Schaffer	9/29/08	Director fees	5,833
John Charles Loring	9/29/08	Director fees	5,833
Barney Northcote	9/29/08	Director fees	5,833
David S. Depillo	9/29/08	Director fees	5,833
Stephen H. Gordon	9/29/08	Director fees	5,833

Source: FREMONT GENERAL CORP, 8-K, July 16, 2009

IX. PROFIT AND LOSS STATEMENT
(ACCRUAL BASIS ONLY)

	Current Month 6/30/09	Cumulative Post-Petition 6/19/08-6/30/09
Sales/Revenue:		
Net Sales/Revenue	$ —	$ —
Cost of Goods Sold:		
Cost of Goods Sold (COGS)	—	—
Gross Profit	—	—
Other Operating Income (Itemize)	—	—
Operating Expenses:		
Payroll — Insiders	—	—
Compensation- regular (intercompany allocation)	117,861	1,706,319
Compensation- group insurance	—	—
Compensation- 401(k)/ESOP/Incentive	629	(1,713,346)
Occupancy	3,884	505,245
Payroll Taxes	—	—
Other Taxes (Itemize)	—	—
Information systems	1,444	32,523
Advertising and promotion	—	23,635
Telecom	—	2,932
Travel	—	1,243
Printing and supplies	6,330	24,833
Postage	—	(29,156)
All other	(306,343)	200,041
Depreciation and Amortization	574	21,544
Rent Expense — Real Property	—	—
Lease Expense — Personal Property	—	—
Insurance	163,663	2,022,618
Miscellaneous Operating Expenses (Itemize)	—	—
Total Operating Expenses	(11,958)	2,798,431
Net Gain/(Loss) from Operations	11,958	(2,798,431)
Non-Operating Income:		
Interest Income	2,654	216,755
Net Gain on Sale of Assets (Itemize)	—	—
Other — Equity in Earnings of Subsidiaries	(19,402,475)	133,736,159
Other (Itemize) — SERP	—	(75,276)
Total Non-Operating income	(19,399,821)	133,877,638
Non-Operating Expenses:		
Interest Expense (1)	23,914	296,534
Legal and Professional (Itemize) (2)	829,587	10,814,987
Other (Itemize)	—	—
Total Non-Operating Expenses	853,501	11,111,521
NET INCOME/(LOSS)	$ (20,241,364)	$ 119,967,686

Notes:

(1) Represents amortization of capitalized debt issuance costs.

(2) Represents professional fee accruals (estimates) by the Debtor for financial statement (GAAP) purposes.

Source: FREMONT GENERAL CORP, 8-K, July 16, 2009

X. BALANCE SHEET
(ACCRUAL BASIS ONLY)

	Current Month End	
ASSETS		
Current Assets:		
Unrestricted Cash	$ 27,888,817	
Accounts Receivable	118,819	
Intercompany Receivable	607,164	
Prepaid Expenses	2,993,227	
Other (Itemize) — SERP / EBP Accounts & Other Benefit Accounts	11,835,797	
Other (Itemize) — Investment — FG Financing	3,092,777	
Total Current Assets		46,536,601
Property, Plant, and Equipment	168,996	
Accumulated Depreciation/Depletion	(15,775)	
Net Property, Plant, and Equipment		153,221
Other Assets (Net of Amortization):		
Other (Itemize) — GSOP Merrill Lynch Acct. xxx-37M01	14,928	
Investment in Subsidiary	418,319,184	
Total Other Assets		418,334,112
TOTAL ASSETS		$465,023,934
LIABILITIES		
Post-petition Liabilities:		
Accounts Payable	221,651	
Accruals (1)	2,429,633	
Taxes Payable	—	
Professional fees	—	
Accrued Interest Payable	—	
Other	8,042,950	
Total Post-petition Liabilities		10,694,234
Pre-petition Liabilities / Liabilities Subject to Compromise:		
Priority Liabilities	—	
Unsecured Liabilities (1)	341,659,606	
Total Pre-petition Liabilities		341,659,606
TOTAL LIABILITIES		352,353,840
EQUITY:		
Pre-petition Owners' Equity	(17,535,317)	
Post-petition Profit/(Loss)	119,967,686	
Direct Charges to Equity	10,237,725	
TOTAL EQUITY		112,670,094
TOTAL LIABILITIES & EQUITY		$465,023,934

Notes:

(1) Includes accruals (estimates) by the Debtor for financial statement presentation (GAAP) purposes.

XI. QUESTIONNAIRE

		No	Yes
1.	Has the debtor-in-possession made any payments on its pre-petition unsecured debt, except as have been authorized by the court? If "Yes", explain below:	☑	☐
		No	**Yes**
2.	Has the debtor-in-possession during this reporting period provided compensation or remuneration to any officers, directors, principals, or other insiders without appropriate authorization? If "Yes", explain below:	☑	☐

3. State what progress was made during the reporting period toward filing a plan of reorganization.
The Debtor filed a chapter 11 plan and related disclosure statement on June 1, 2009 [Docket Nos. 712-713]. No hearing has yet been set regarding those documents.

4. Describe potential future developments which may have a significant impact on the case:
As noted, the Debtor filed a chapter 11 plan and related disclosure statement on June 1, 2009. The Official Committee of Unsecured Creditors has filed a motion to terminate the Debtor's solicitation exclusivity period [Docket Nos. 728-732], which is set for hearing on July 14, 2009 [Docket No. 737].

5. Attach copies of all Orders granting relief from the automatic stay that were entered during the reporting period.

		No	Yes
6.	Did you receive any exempt income this month, which is not set forth in the operating report? If "Yes", please set forth the amounts and sources of the income below.	☑	☐

I, Thea Stuedli, Chief Financial Officer of Fremont General Corporation declare under penalty of perjury that I have fully read and understood the foregoing debtor-in-possession operating report and that the information contained herein is true and complete to the best of my knowledge.

Created by 10KWizard www.10KWizard.com

Source: FREMONT GENERAL CORP, 8-K, July 16, 2009

UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT COURT OF CALIFORNIA

In re	)	Chapter 11
FREMONT GENERAL CORPORATION,	)	Case No. 8:08-bk-13421
DEBTOR.	)	

SCHEDULES OF ASSETS AND LIABILITIES

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GLOBAL NOTES AND STATEMENT OF LIMITATIONS, METHODOLOGY AND DISCLAIMER REGARDING DEBTOR'S STATEMENT OF FINANCIAL AFFAIRS WITH SCHEDULES[1]

The Schedules of Assets and Liabilities and Statement of Financial Affairs (the "Schedules and Statements") filed herewith by Fremont General Corporation, the debtor and debtor in possession in the above-captioned case (the "Debtor"), were prepared pursuant to 11 U.S.C. § 521 and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") by management of the Debtor and are unaudited. While the Debtor's management has made every effort to ensure that the Schedules and Statements are accurate and complete based on information that was available at the time of preparation, inadvertent errors or omissions may have occurred. The Schedules and Statements remain subject to further review and verification by the Debtor. Subsequent information may result in material changes in financial and other data contained in the Schedules and Statements. Except as noted in the Schedules and Statements, all asset and liability data is reported as of the close of business on June 18, 2008. The Debtor has used its best efforts to compile the information set forth in the Schedules and Statements from its books and records maintained in the ordinary course of its business. The Debtor reserves its right to amend its Schedules and Statements from time to time as may be necessary or appropriate. These Global Notes and Statement of Limitations, Methodology and Disclaimer Regarding Debtor's Statement of Financial Affairs with Schedules (the "Global Notes") are incorporated by reference in, and comprise an integral part of, the Schedules and Statements, and should be referred to and reviewed in connection with any review of the Schedules and Statements.

1. Description of the Case. On June 18, 2008, the Debtor filed a voluntary petition with the United States Bankruptcy Court for the Central District of California (the "Bankruptcy Court") for reorganization under chapter 11, title 11, of the United States Code (as amended, the "Bankruptcy Code")

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[1] The Schedules of Assets and Liabilities and Statement of Financial Affairs begin immediately after these Global Notes.

under case number 8:08-bk-13421. The Debtor is currently operating its businesses as a debtor in possession under the Bankruptcy Code.

2. Basis of Presentation. For financial reporting purposes, the Debtor prepares consolidated financial statements, which include financial information for all subsidiaries and have historically been filed with the United States Securities and Exchange Commission (the "SEC"), audited annually and reviewed quarterly. The Schedules and Statements are unaudited and reflect the Debtor's best efforts to report the assets and liabilities of the Debtor on an unconsolidated basis. These Schedules and Statements neither purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles in the United States ("GAAP"), nor are they intended to fully reconcile to the consolidated financial statements.

3. Summary of Significant Reporting Policies. The Schedules and Statements have been signed by Thea Stuedli, Chief Financial Officer of the Debtor. In reviewing and signing the Schedules and Statements, Ms. Stuedli has necessarily relied upon the efforts, statements and representations of the accounting and non-accounting personnel located at the Debtor's headquarters. Ms. Stuedli has not (and could not have) personally verified the accuracy of each such statement and representation, including statements and representations concerning amounts owed to creditors.

The Debtor made its best effort to report asset, liability, disbursement and other information on the Debtor's Schedules and Statements. However, the following qualifications and limitations apply to the Debtor's Schedules and Statements:

a. Reporting Date. Unless otherwise indicated, Assets and Liabilities are reported in the Debtor's Schedules and Statements as of the close of business on June 18, 2008. Although all asset values have been presented as of June 18, 2008, accumulated depreciation is reflected as of May 31, 2008.

b. Net Book Value. It would be cost prohibitive and unduly burdensome to obtain current market valuations of the Debtor's property interest. Accordingly, unless otherwise indicated, net book values as of the June 18, 2008, rather than current

market values of the Debtor's interests in property, are reflected on the Debtor's Schedules. Assets that have been fully depreciated or were expensed for accounting purposes have no net book value or have been listed as undetermined.

c. Causes of Action. The Debtor has not set forth all causes of action against all third parties as assets in its Schedules and Statements. The Debtor reserves all of its rights with respect to any causes of action that it may have; neither these Global Notes nor the Schedules and Statements shall be deemed a waiver of any such causes of action or otherwise given any estoppel effect in the Debtor's bankruptcy case or any other case, matter, or proceeding.

d. Executory Contracts. The Debtor has not set forth executory contracts as assets in its Schedules and Statements. The Debtor's executory contracts have been set forth in Schedule G.

e. Property and Equipment – Owned. Unless otherwise noted, owned property and equipment are stated at net book value. The estimated useful lives for the Debtor's assets are two to 12 years for fixtures and equipment and the lesser of the life of the asset or the lease for leasehold improvements. The leases are identified in the Debtor's Schedule G of Executory Contracts. Inasmuch as the Debtor calculates depreciation and amortization monthly, the Schedules and Statements reflect monthly depreciation and amortization through May 31, 2008.

f. Payments to Creditors and Insiders. On Statement of Financial Affairs 3C and 23, the Debtor has not scheduled payments made to employees who may be deemed officers where the employees function in a purely ministerial role and have no material inside information.

g. Interests in Subsidiaries. The Debtor owns directly three subsidiaries. Equity interests in subsidiaries primarily arise from common stock ownership or investment interests. The Debtor's "Schedule B-Personal Property" lists such Debtor's ownership

interests, if any, in subsidiaries and affiliates. For purposes of these Schedules and Statements, the Debtor has listed the value of such ownership interests as undetermined or at the net book value because the fair market value of such stock or interests is dependent on numerous variables and factors. Additional information regarding the Debtor's interest in subsidiaries is described in the Debtor's Supplement to Schedule B.

h. Financial Statements. The Debtor is a publicly held corporation whose common shares were listed on the New York Stock Exchange through April 14, 2008 under the symbol FMT. The Debtor's shares are currently listed on OTC Bulletin Board under the symbol FMNTQ. The Debtor, therefore, filed consolidated financial statements and records annually with the SEC. On October 17, 2007, the Debtor filed its annual report on Form 10-K for the fiscal year ending December 31, 2006, with the SEC. On November 9, 2007, the Debtor filed its most recent quarterly report on Form 10-Q with the SEC for the period ending September 30, 2007. Accordingly, the Debtor's Statement of Financial Affairs do not list the names of specific entities to which financial statements were provided in the year preceding the commencement of this Chapter 11 case.

i. Schedule F. The descriptions provided in Schedule F are intended only to be a summary. Nothing in the Global Notes or the Schedules and Statements shall be deemed a modification or interpretation of the terms of such agreements. The claims of individual creditors for, among other things, merchandise, goods, services or taxes are listed at the amounts listed on the Debtor's books and records and may not reflect credits or allowances due from such creditor. The Debtor reserves all of its rights respecting such credits and allowances. The dollar amounts listed may be exclusive of contingent and unliquidated amounts. The Debtor expressly incorporates by reference into Schedule F all parties to pending and potentially pending litigation

listed in the Debtor's Schedules as contingent, unliquidated and disputed claims to the extent not already listed on Schedule F. All parties to executory contracts, including those listed on Schedule G, are holders of contingent and unliquidated unsecured claims arising from (i) obligations under those executory contracts and/or (ii) rejection damages in the event that such executory contract is rejected. Not all such claims are duplicated on Schedule F.

j. Schedule G:

i. The business of the Debtor is complex. While every effort has been made to ensure the accuracy of the Schedule of Executory Contracts, inadvertent errors or omissions may have occurred. The Debtor hereby reserves all 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.

ii. The contracts, agreements, and leases listed on Schedule G may have expired or may have been modified, amended, or supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letters, and other documents, instruments, and agreements that may not be listed therein. The real property lease listed on Schedule G may contain renewal options, guarantees of payment, options to purchase, rights of first refusal, rights to lease additional space, and other miscellaneous rights. Such rights, powers, duties, and obligations are not set forth on Schedule G. Certain of the executory agreements may not have been memorialized and could be subject to dispute. Schedule G does not include nondisclosure agreements. Schedule G does not include all of the Debtor's bid proposals entered into by the Debtor in the ordinary course of its business because the Debtor does not consider such documents to be executory contracts. Additionally, the Debtor

may be a party to various other agreements concerning real property, such as easements, rights of way, subordination, non-disturbance, and attornment agreements, supplemental agreements, amendments/letter agreements, title documents, consents, site plans, maps, and other miscellaneous agreements. Such documents are not set forth in Schedule G. Certain of the agreements listed on Schedule G may be in the nature of conditional sales agreements or secured financings.

k. The presence of a contract or agreement on this Schedule does not constitute an admission that such contract or agreement is an executory contract or unexpired lease. The Debtor reserves all its rights, claims, and causes of action with respect to the contracts and agreements listed on these Schedules.

l. Dates of Incurred Claims. The claims listed in Schedules E and F were incurred on various dates. A determination of the date upon which each claim was incurred would be unduly burdensome and cost prohibitive.

m. Statement of Financial Affairs. Both questions 3C and 23 in the Statement of Financial Affairs request information regarding payments to insiders. The Debtor has listed expense reimbursements, gross wages and bonuses, severance pay, director and committee fees, leased car payments, moving expenses, payments related to the gross up of income for benefits received during the year, and distributions of deferred compensation to its insiders in response to question 23.

4. Employee and Former Employee Addresses. Where directors, employees, and former employees have been identified in the Schedules and Statements, their addresses have not been set forth. These addresses will be provided with appropriate confidentiality provisions upon request.

5. Disputed, Contingent, and/or Unliquidated Claims. Schedules E and F permit the Debtor to designate a claim as disputed, contingent, and/or unliquidated. A failure to designate a claim on any of these schedules as disputed, contingent, and/or unliquidated does not constitute an admission that such

claim is not subject to objection. The Debtor reserves the right to dispute, or assert offsets or defenses to any claim reflected on these Schedules as to nature, amount, liability, or status or to otherwise subsequently designate any claim as disputed, contingent or unliquidated.

6. SERP Plans. Nothing in the Schedules and Statements shall be deemed to have any bearing, implication, or other effect on the legal nature of the assets subject to the Fremont General Corporation Supplemental Executive Retirement Plan, the Fremont General Corporation Supplemental Executive Retirement Plan II, or the related Merrill Lynch Non-Qualified Deferred Compensation Plan Trust Agreements (collectively, the "SERP Plans") or on the respective rights and obligations of the Debtor and any beneficiaries of the SERP Plans. Any estoppel or other evidentiary import is expressly disclaimed, and the Debtor hereby reverses all rights with respect to the characterization of the SERP Plans in this case, as well as in any other case, proceeding, or matter.

7. Insurance. The Debtor maintains general liability insurance policies, and various other insurance policies, on behalf of the Debtor. A listing of all such insurance policies is set forth on the Debtor's Schedule G.

8. Global Notes Control. In the event that the Schedules and Statements differ from the foregoing Global Notes, the Global Notes shall control.

END OF GLOBAL NOTES

SCHEDULES AND STATEMENTS BEGIN ON THE FOLLOWING PAGE

IN THE UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

In re: FREMONT GENERAL CORPORATION,
Case No. 8:08-bk-13421

SUMMARY OF SCHEDULES

Indicate as to each schedule whether the schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, C, D, E, F, G, H, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the amount of the debtor's assets. Add the amounts of Schedules D, E, and F to determine the total amount of the debtor's liabilities.

Name of Schedule	Attached (YES/NO)	No. of Sheets	Amounts Scheduled		
			Assets	Liabilities	Other
A - Real Property	Yes	1	$ -		
B - Personal Property	Yes	17	$ 362,227,537		
C - Property Claimed as Exempt	Yes	1			
D- Creditors Holding Secured Claims	Yes	1		$ -	
E - Creditors Holding Unsecured Priority Claims	Yes	1		$ -	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	16		$ 326,529,372	
G - Executory Contracts and Leases	Yes	22			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	Yes	0			$ -
J- Current Expenses of Individual Debtor(s)	Yes	0			$ -
Total Number of Sheets in ALL Schedules		60			
		Total Assets	$ 362,227,537		
			Total Liabilities	$ 326,529,372	
				Total Other	$ -

EXHIBIT 2 PAGE 39

IN THE UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

In re: FREMONT GENERAL CORPORATION,
Case No. 8:08-bk-13421

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant , community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, or both own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

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

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim."

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTOR'S INTEREST IN PROPERTY	CURRENT MARKET VALUE OF DEBTOR'S INTEREST IN PROPERTY WITHOUT DEDUCTING ANY SECURED CLAIM OR MORTGAGE	AMOUNT OF SECURED CLAIM OR MORTGAGE
None			

IN THE UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

In re: FREMONT GENERAL CORPORATION,
Case No. 8:08-bk-13421

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 husband, wife, or both 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."

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	CURRENT MARKET VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. Cash on hand.	NONE		
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.		Wells Fargo Master Demand Acct 350 W. Colorado Blvd Suite 210 Pasadena, CA 91105	$6,174,275
		Wells Fargo Demand Acct 350 W. Colorado Blvd Suite 210 Pasadena, CA 91105	$469,858
		Wells Fargo Investment Acct 707 Wilshire Blvd, 17th Floor Los Angeles, CA 90017	$25,507,601
		Merrill Lynch GSOP 1400 Merrill Lynch Drive Pennington, NJ 08534	$17,910
		Escrow Account for Monetized Artwork 707 Wilshire Blvd, 17th Floor Los Angeles, CA 90017	$4,289,047
		See attached Supplement to Schedule B	
3. Security deposits with public utilities, telephone companies, landlords, and others.	NONE		
4. Household goods and furnishings, including audio, video, and computer equipment.	NONE		

EXHIBIT 2 PAGE 91

IN THE UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

In re: FREMONT GENERAL CORPORATION,
Case No. 8:08-bk-13421

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 husband, wife, or both 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."

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	CURRENT MARKET VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
5. Books; pictures and other art objects; antiques; stamp, coin, record, tape, compact disc, and other collections or collectibles.		Artwork at 2 locations: Fremont General Corp. 2727 E. Imperial Hwy. Brea, CA 92821 Los Angeles Fine Arts & Wine Storage Co. 2290 Centinela Ave. Los Angeles, CA 90064	Unknown
6. Wearing apparel.	NONE		
7. Furs and jewelry.	NONE		
8. Firearms and sports, photographic, and other hobby equipment.	NONE		
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.		See Attached Exhibit B-9	Unknown
10. Annuities. Itemize and name each issuer.	NONE		

EXHIBIT 2 PAGE 92

IN THE UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

In re: FREMONT GENERAL CORPORATION,
Case No. 8:08-bk-13421

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 husband, wife, or both 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."

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	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); Rule 1007(b)).	NONE		
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Itemize.		Merrill Lynch SERP	$161,442
		Merrill Lynch EBP	$1,533
		Merrill Lynch 2005 SERP	$11,630,298
		See attached Supplement to Schedule B	
13. Stock and interests in incorporated and unincorporated businesses. Itemize.		Fremont Aviation Services Corporation	Undetermined
		Fremont General Credit Corporation	$310,672,365
		See attached Supplement to Schedule B	
14. Interests in partnerships or joint ventures. Itemize.	NONE		
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.		See attached Supplement to Schedule B	Unknown
16. Accounts Receivable.		Intercompany Receivable Fremont Investment & Loan	$45,454
		iStar See attached Supplement to Schedule B	$12,729

EXHIBIT 2 PAGE 93

IN THE UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

In re: FREMONT GENERAL CORPORATION,
Case No. 8:08-bk-13421

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 husband, wife, or both 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."

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	CURRENT MARKET VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	NONE		
18. Other liquidated debts owing debtor including tax refunds. Give particulars.		See attached Supplement to Schedule B	$0
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule of Real Property.	NONE		
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	NONE		
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.		See attached Supplement to Schedule B	Unknown
22. Patents, copyrights, and other intellectual property. Give particulars.	NONE		
23. Licenses, franchises, and other general intangibles. Give particulars.	NONE		

EXHIBIT 2 PAGE 94

IN THE UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

In re: FREMONT GENERAL CORPORATION,
Case No. 8:08-bk-13421

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 husband, wife, or both 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."

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	CURRENT MARKET VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
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.	NONE		
25. Automobiles, trucks, trailers, and other vehicles and accessories.	NONE		
26. Boats, motors, and accessories.	NONE		
27. Aircraft and accessories.	NONE		
28. Office equipment, furnishings, and supplies.		Furniture and Equipment	$156,950
29. Machinery, fixtures, equipment and supplies used in business.		Info Systems Equipment	$31,015
30. Inventory.	NONE		

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IN THE UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

In re: FREMONT GENERAL CORPORATION,
Case No. 8:08-bk-13421

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 husband, wife, or both 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."

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	CURRENT MARKET VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
31. Animals.	NONE		
32. Crops - growing or harvested. Give particulars.	NONE		
33. Farming equipment and implements.	NONE		
34. Farms supplies, chemicals, and feed.	NONE		

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IN THE UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

In re: FREMONT GENERAL CORPORATION,
Case No. 8:08-bk-13421

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 husband, wife, or both 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."

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	CURRENT MARKET VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
35. Other personal property of any kind not already listed. Itemize.		Other receivable	$105,513
		Prepaid Insurance	$1,805,266
		Prepaid Postage	$5,244
		Prepaid Deposits	$20,000
		Prepaid Other See attached Supplement to Schedule B	$1,121,037
		TOTAL	**$362,227,537**

EXHIBIT 2 PAGE 97

In re:	§	
	§	
FREMONT GENERAL CORPORATION	§	Case No. 8:08-bk-13421
	§	
Debtor	§	(Chapter 11)
	§	
	§	

Supplement to Schedule B – Personal Property

Question 2: Financial accounts in banks.

Art Proceeds Escrow Account

In addition to the accounts already referenced in response to question 2, the Debtor also includes a $4,289,047.08 deposit account balance of an escrow account that was established at Wells Fargo Bank prior to the bankruptcy petition date under the following circumstances.

Prior to the petition date, the Debtor had consigned certain artwork with Christie's Inc. for auction. On or about April 11, 2008, such artwork was sold by auction, resulting in the $4,289,047.08 deposit account balance referenced above.

Also prior to the petition date, the Insurance Commissioner of the State of California (the "Commissioner") brought a civil action against the Debtor and other persons, which action has been assigned LASC Case No BS083582. In such civil action, the Commissioner on behalf of the Fremont Indemnity estate, asserted ownership claims against the artwork. At an ex parte hearing before the Honorable William F. Highberger, who was assigned to preside over the statutory liquidation case for Fremont Indemnity, the Commissioner's claim to ownership of the artwork was asserted, and by order dated April 10, 2008, Judge Highberger directed the parties to have Christie's deposit the net sale proceeds in an escrow account under the jurisdiction of the state court until further order of that court, or until stipulation between the parties to release any of the funds, approved by the state court.

Accordingly, while the Debtor claims ownership of the entire $4,289,047.08 deposit account balance, the Debtor's ability to access and use the funds in the escrow account remains restricted by the terms of the April 10, 2008 order and the terms of the Escrow Agreement between the Debtor, the Commissioner and Wells Fargo Bank. In addition, the Debtor claims ownership of certain items of artwork, including artwork not sold at auction, all of which remains either on its premises or in storage.

Question 12: SERP Trusts and Employee Benefits Trust

From time to time, the Debtor and its indirect subsidiary FIL transferred funds to Merrill Lynch Trust Company (the "Trust"), under one or more "SERP" or "Excess Benefit" plans. For example, each of the Debtor and FIL transferred assets in the ordinary course of business to the

Trust pursuant to the terms of that "Merrill Lynch Non-Qualified Deferred Compensation Plan Trust Agreement" (the "SERP II Trust Agreement").

While the assets held by the Trust are held "separate" from other funds of the Debtor, such assets may be used for purposes of satisfying obligations to the Debtor's general creditors. The SERP II Trust Agreement expressly provides that the employees have no "preferred claim" on the funds, but rather hold mere "unsecured contract based rights against the employer." See SERP II Trust Agreement at section 1(d).

The value of the assets held by the Trustee, held to satisfy the Debtor's obligations, including SERP plan obligations to current or former employees, is reported to be $11,793,273; and the value of the assets held by the Trustee in the subtrust allocable to FIL's obligations, including its SERP plan obligations to employees of FIL is calculated to be $2,142,409. The Debtor has included the value of its interest in such Trust assets in response to question 12, column 5.

Question 13: The Debtor holds ownership interests in the equity securities of the following affiliated entities:

Fremont General Credit Corporation ("FGCC") (the financial holding company for Fremont Investment & Loan – "FIL")
Fremont Aviation Services Corp.
Fremont Compensation Insurance Group
Fremont General Financing I

Debtor has custody or control over such equity securities.

The value of the Debtor's interest in such entities cannot be determined with certainty. Certain assets and liabilities of FIL are the subject of a pending purchase and assumption agreement, which if closed, is expected to produce a reasonable and fair consideration for the assets to be purchased and liabilities assumed. However because of unresolved claims against FIL, the value of the Debtor's indirect interest in FIL is uncertain. As of June 18, 2008, the Debtor recorded a value of $278,481,263 for its investments in FGCC, which in turn owns FIL. However such value, calculated consistent with accepted accounting principles, reflects a charge-off of FIL's intercompany receivable from FGC. As disclosed in Schedule F, and as discussed in response to Question 18 below, for bankruptcy disclosure purposes, FGC has listed the intercompany payable in the amount of $32,191,102 owed to FIL under the Tax Allocation Agreement. The corresponding intercompany receivable amount has been added to the $278,481,263 recorded value of FGC's investment in FGCC for purpose of reporting a total value of $310,672,365 in response to Question 13. No representations have been made in these Schedules as to the fair market value of the Debtor's interest in FGCC.

Question 15: Interests in bonds and notes (negotiable and non-negotiable).

The Debtor is the payee of that certain note issued by the "Fremont General Corporation Employee Benefits Trust". The stated amount of this note dated December 31, 2006 is

$2,539,114. The value of the note is uncertain, as common stock issued by the Debtor is the sole source of assets to repay the note. Thus a value of "unknown" has been assigned on Schedule B.

Question 16: Accounts receivable.

The Debtor has recorded an intercompany accounts receivable from FIL in the amount of $45,454. The Debtor has determined that as of June 18, 2008, the accounts receivable balance owed by iStar Financial Inc., an unaffiliated entity, is in the amount of $12,729.00.

Question 18: Tax Refunds

On or about May 8, 2007, the Debtor filed its 2007 tax return. The Debtor first filed a return for 2007 (Form 1120), and then filed the Form 1139 for the carryback refund for the 2005 year. A carryback refund was claimed in the amount of $105,816,090.44, which represented the amount due the consolidated taxpayer group, including the Debtor and its indirect subsidiary Fremont Investment and Loan ("FIL").

The $105,816,090.44 carryback refund was received on or about June 10, 2007. Immediately thereafter the carryback refund was transferred to FIL pursuant to a Tax Allocation Agreement. As of the Petition Date, the proceeds of the carryback refund were held in a segregated interest bearing account in the name of FIL.

However, prior to the transfer of the carryback refund to FIL, FIL's refund entitlement was estimated to be approximately $138 million, which is approximately $32 million in excess of the carryback refund amount received from the IRS. Accordingly, the Debtor has scheduled a corresponding debt obligation to FIL in the amount of $32,191,102 due under the Tax Allocation Agreement.

Question 21: Contingent and unliquidated claims

The Debtor has not concluded its evaluation with legal counsel regarding what claims may exist. The fact a claim against others is not listed in this Schedule B does not constitute a waiver of any claim that may later be determined to be held by the Debtor or its estate. The Debtor reserves the right to assert such claim by offset or otherwise.

Question 35: Other Personal Property

The Debtor's indirect subsidiary, Fremont Investment and Loan ("FIL"), has historically paid and continues to pay certain of FGC's expenses, primarily salary and benefit expenses of certain officers employed by both FIL and the Debtor. Currently, the salary expenses that have been allocated to FGC are as follows:

Officer Name	Job Name	Gross Annual Salary	%FGC	Allocated Annual Salary
Brody, David	Associate General Counsel	183,000.00	100%	183,000.00
Hurwitz, Bruce	SVP, Deputy General Counsel & Assistant Secretary	238,000.00	25%	59,500.00
Enssle, Terrin	SVP, Treasurer	260,400.00	12.50%	32,550.00
DePillo, David	Vice-Chairman & President	900,000.00	40%	360,000.00
Dewez, Brigitte	VP, Corporate Secretary	268,000.00	50%	134,000.00
Gordon, Stephen	Chairman & CEO	1,000,000.00	40%	400,000.00
Royer, Donald	EVP & General Counsel	500,000.00	50%	250,000.00
Sanchez, Richard	EVP & CAO	500,000.00	50%	250,000.00
Stuedli, Thea	EVP & CFO	450,000.00	50%	225,000.00
	Total	4,299,400.00		1,894,050.00
	FGC Officers			

Prior to the petition date, in the ordinary course FIL had recorded an intercompany account receivable from the Debtor for the Debtor's allocated share of such expenses, which was then settled between the entities periodically. Prior to the petition date, the Debtor paid FIL for the Debtor's estimated share of such common expenses through the period ending August 15, 2008. The Debtor has included the $364,240.41 allocated share of salary expense within the total $1,121,037 value assigned to the "Prepaid Other" category found in the Debtor's response to Question 35 of Schedule B.

IN THE UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

In re: FREMONT GENERAL CORPORATION,
Case No. 8:08-bk-13421

SCHEDULE B - PERSONAL PROPERTY
EXHIBIT B-9 - INSURANCE POLICIES

COVERAGE	COMPANY	POLICY NO.	TERM	VALUE
Directors & Officers	XL Specialty Insurance 100 Constitution Plaza 17th floor Hartford, CT 06103	ELU10227308	1/01/08-1/01/09	Unknown
Excess D&O	Continental Casualty c/o CNA Insurance Companies 40 Wall Street New York, NY 10005	169567739	1/01/08-1/01/09	Unknown
Excess D&O	U.S. Specialty c/o Houston Casualty Company P.O. Box 4108 Farmington, CT 06034	14MGU08A15986	1/01/08-1/01/09	Unknown
Excess D&O	RSUI Indemnity Company 945 East Paces Ferry Road Suite 1800 Atlanta, GA 30326-1125	NHS627733	1/01/08-1/01/09	Unknown
Excess D&O	Allied World Assurance, Inc. 100 Summer Street Boston, MA 02210	C008853002	1/01/08-1/01/09	Unknown
Excess D&O	U.S. Specialty c/o Houston Casualty Company P.O. Box 4108 Farmington, CT 06034	14MGU08A15987	1/01/08-1/01/09	Unknown
Excess D&O	Liberty Mutual Insurance 55 Water Street 18th floor New York, NY 10041	78301018	1/01/08-1/01/09	Unknown

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Excess D&O	Navigators Insurance One Penn Plaza 55th floor New York, NY 10119	NY08DOL119482NV	1/01/08-1/01/09	Unknown
Excess D&O	Westchester Surplus c/o ACE Westchester Fire Insurance Company 500 Colonial Center Parkway Roswell, GA 30076	G23824504001	1/01/08-1/01/09	Unknown
Excess D&O	Darwin/ Platte River Insurance Company 9 Farm Springs Road Farmington, CT 06032	3037882	1/01/08-1/01/09	Unknown
Excess D&O	Freedom/ Scottsdale Insurance Company 250 Greenwich Street Suite A, 33rd Floor New York, NY 10007	XOS0800002	1/01/08-1/01/09	Unknown
Run-off D&O	XL Specialty Insurance 100 Constitution Plaza 17th floor Hartford, CT 06103	ELU095774-07	1/01/07-1/01/14	Unknown
Run-off D&O	Continental Casualty c/o CNA Insurance Companies 40 Wall Street New York, NY 10005	169567739	1/01/07-1/01/14	Unknown
Run-off D&O	RSUI Indemnity Company 945 East Paces Ferry Road Suite 1800 Atlanta, GA 30326-1125	NHS623775	1/01/07-1/01/14	Unknown
Run-off D&O	New Markets Underwriter c/o Allied World Assurance, Inc. 100 Summer Street Boston, MA 02210	NU5829257	1/01/07-1/01/14	Unknown
Run-off D&O	Darwin/ Platte River Insurance Company 9 Farm Springs Road Farmington, CT 06032	0303-481	1/01/07-1/01/14	Unknown

Run-off D&O	St. Paul Mercury c/o St. Paul Travelers 385 Washington Street St. Paul, MN 55102	594CM1790	1/01/07-1/01/14	Unknown
Run-off D&O	Chubb/ Federal Insurance Company 15 Mountain View Road Warren, NJ 07059	8167-7802	1/01/07-1/01/14	Unknown
Run-off D&O	Liberty Mutual Insurance 55 Water Street 18th floor New York, NY 10041	078301-017	1/01/07-1/01/14	Unknown
Fiduciary Liability	Columbia Casualty c/o CNA Insurance Companies 40 Wall Street New York, NY 10005	287202290	1/01/08-1/01/09	Unknown
Excess Fiduciary Liability	XL Specialty Insurance 100 Constitution Plaza 17th floor Hartford, CT 06103	ELU10227108	1/01/08-1/01/09	Unknown
Excess Fiduciary Liability	U.S. Specialty c/o Houston Casualty Company P.O. Box 4108 Farmington, CT 06034	14MGU08A15990	1/01/08-1/01/09	Unknown
Excess Fiduciary Liability	Navigators Insurance One Penn Plaza 55th floor New York, NY 10119	NY08FID203850NV	1/01/08-1/01/09	Unknown
Excess Fiduciary Liability	Allied World Assurance, Inc. 100 Summer Street Boston, MA 02210	C008857002	1/01/08-1/01/09	Unknown

Excess Fiduciary Liability	Westchester Surplus c/o ACE Westchester Fire Insurance Company 500 Colonial Center Parkway Roswell, GA 30076	G23824498001	1/01/08-1/01/09	Unknown
Run-off Fiduciary	XL Specialty Insurance 100 Constitution Plaza 17th floor Hartford, CT 06103	ELU09577507	1/01/07-1/01/14	Unknown
Run-off Fiduciary	Capital Indemnity c/o Darwin/ Platte River Insurance Company 9 Farm Springs Road Farmington, CT 06032	3032220	1/01/07-1/01/14	Unknown
Run-off Fiduciary	Chubb/ Federal Insurance Company 15 Mountain View Road Warren, NJ 07059	68001539	1/01/07-1/01/14	Unknown
Run-off Fiduciary	Houston Casualty Company P.O. Box 4108 Farmington, CT 06034	H70770000	1/01/07-1/01/14	Unknown
Crime Coverage	AIG/ National Union Fire Insurance Underwriters 175 Water Street New York, NY 10038	5504129	1/01/08-1/01/09	Unknown
Excess Crime Coverage	Zurich American Insurance Company 1400 American Lane Shaumburg, IL 60196	FID596401900	1/01/08-1/01/09	Unknown
Excess Crime Coverage	Continental Insurance c/o CNA Insurance Companies 40 Wall Street New York, NY 10005	286986570	1/01/08-1/01/09	Unknown
Errors & Omissions	Chubb/ Federal Insurance Company 15 Mountain View Road Warren, NJ 07059	82077796	1/01/08-1/01/09	Unknown

Excess E&O	U.S. Specialty c/o Houston Casualty Company P.O. Box 4108 Farmington, CT 06034	14MGU08A15989	1/01/08-1/01/09	Unknown
Difference in Conditions	Essex Insurance 19867 Prairie Street Suite 250 Chatsworth, CA 91311-6530	SX358234	12/31/07-12/31/08	Unknown
Excess Difference in Conditions	Empire Indemnity 19867 Prairie Street Suite 250 Chatsworth, CA.91311-6530	308218JF1	12/31/07-12/31/08	Unknown
Excess Difference in Conditions	Princeton Insurance 555 College Road East Princeton, NJ 08543-5241	B2A3IM000057700	12/31/07-12/31/08	Unknown
Commercial Automobile	Chubb/ Federal Insurance Company 15 Mountain View Road Warren, NJ 07059	73253487	1/01/08-1/01/09	Unknown
Group Personal Umbrella	Chubb/ Federal Insurance Company 15 Mountain View Road Warren, NJ 07059	79544349	1/01/08-1/01/09	Unknown
Commercial Excess and Umbrella	Chubb/ Federal Insurance Company 15 Mountain View Road Warren, NJ 07059	79826594	1/01/08-1/01/09	Unknown
Excess Umbrella	Great American 580 Walnut Street Cincinnati, OH 45202	405723302	1/01/08-1/01/09	Unknown
Excess Umbrella	Fireman's Fund 777 San Marin Drive Navato, CA 94998	SHX80396328	1/01/08-1/01/09	Unknown

Excess Umbrella	American Guarantee P.O. Box 4367 Woodland Hills, CA 91367-4976	914093901	1/01/08-1/01/09	Unknown
Commercial Package	Chubb/ Federal Insurance Company 15 Mountain View Road Warren, NJ 07059	35357851	1/01/08-1/01/09	Unknown
Workers Compensation	Crum & Forster 1 City Boulevard West P.O. Box 14217 Orange, CA 92868	4086948267	1/01/08-1/01/09	Unknown

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IN THE UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

In re: FREMONT GENERAL CORPORATION,
Case No. 8:08-bk-13421

SCHEDULE C - PROPERTY CLAIMED AS EXEMPT

Debtor claims the exemptions to which debtor is entitled under: (check one box)

☐ 11 U.S.C. § 522(b)(2)

☐ 11 U.S.C. § 522(b)(3)

☐ Check if debtor claims a homestead that exceeds $136,875

DESCRIPTION OF PROPERTY	SPECIFY LAW PROVIDING EACH EXEMPTION	VALUE OF CLAIMED EXEMPTION	CURRENT VALUE OF PROPERTY WITHOUT DEDUCTING EXEMPTION
None			

In Re: FREMONT GENERAL CORPORATION Debtor, Case No. 08-13421 Entity # 1

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED, NATURE OF LIEN AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT, UNLIQUIDATED, DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
NONE				

GRAND TOTAL:

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In Re: FREMONT GENERAL CORPORATION Debtor, Case No. 08-13421 Entity # 1

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT, UNLIQUIDATED, DISPUTED	TOTAL AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY
1042880 - 10000170 DEPARTMENT OF THE TREASURY 1500 PENNSYLVANIA AVENUE, NW WASHINGTON DC 20220	INCOME TAXES	Contingent, Disputed, Unliquidated	Unknown	Unknown
1042209 - 10000416 FDIC FDIC RULES AND REGULATIONS PO BOX 880910 DALLAS TX 75388-0910	CAPITAL MAINTENANCE AND COMMITMENT GUARANTEE	Contingent, Disputed, Unliquidated	Unknown	Unknown
1039874 - 10000168 FRANCHISE TAX BOARD PO BOX 942857 SACRAMENTO CA 94257-0551	INCOME TAXES	Contingent, Disputed, Unliquidated	Unknown	Unknown
1041991 - 10000169 LOS ANGELES COUNTY TAX COLLECTOR P.O. BOX 54027 LOS ANGELES CA 90054-0027	PROPERTY TAXES	Contingent, Disputed, Unliquidated	Unknown	Unknown
1042971 - 10000417 ORANGE COUNTY TAX COLLECTOR THE TREASURER - TAX COLLECTOR 12 CIVIC CENTER PLAZA SANTA ANA CA 92701	PROPERTY TAXES	Contingent, Disputed, Unliquidated	Unknown	Unknown
		DEBTOR TOTAL:	$0.00	$0.00

In Re: FREMONT GENERAL CORPORATION Debtor, Case No. 08-13421 Entity # 1

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED, NATURE OF LIEN AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT, UNLIQUIDATED, DISPUTED	AMOUNT OF CLAIM
1042895 - 10000183 ABANDONED PROPERTY DIVISION ONE ASHBURTON PLACE, 12TH FLOOR BOSTON MA 2108	UNCLAIMED PROPERTY	Contingent, Unliquidated	Unknown
1042951 - 10000351 ALAN W. FAIGIN DLA PIPER, LLP JOHN D. MEER, ESQ. 1999 AVENUE OF THE STARS FOURTH FLOOR LOS ANGELES CA 90067	LITIGATION ALAN W. FAIGIN V. FREMONT GENERAL CORPORATION, CASE NUMBER: 72-460-00182-08	Contingent, Disputed, Unliquidated	Unknown
1039942 - 10000173 AMPCO SYSTEM PARKING 2425 OLYMPIC BLVD SANTA MONICA CA 90404-2013	ACCOUNTS PAYABLE		$27,378.99
1042883 - 10000178 ARIZONA DEPARTMENT OF REVENUE UNCLAIMED PROPERTY 1600 WEST MONROE STREET PHOENIX AZ 85007	UNCLAIMED PROPERTY	Contingent, Unliquidated	Unknown
1042968 - 10000374 AT&T PAYMENT CENTER SACRAMENTO CA 95887-0001	ACCOUNTS PAYABLE		$458.08
1036630 - 10000104 BAILEY, WAYNE R ADDRESS ON FILE	SERP II	Contingent, Disputed, Unliquidated	$2,832,871.77
1036630 - 10000135 BAILEY, WAYNE R ADDRESS ON FILE	EXCESS BENEFIT PLAN	Contingent, Disputed, Unliquidated	$66.44
1039753 - 10000335 CALIFORNIA DEPARTMENT OF FINANCIAL INSTITUTIONS Attn CAROL CHESBROUGH, CHIEF DEPUTY COMMISSIONER 1810 13TH STREET SACRAMENTO CA 95814	LITIGATION IN THE MATTER OF FREMONT INVESTMENT & LOAN	Contingent, Disputed, Unliquidated	Unknown

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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED, NATURE OF LIEN AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT, UNLIQUIDATED, DISPUTED	AMOUNT OF CLAIM
1042957 - 10000340 CITY OF CLEVELAND COHEN ROSENTHAL & KRAMER, LLP JOSHUA COHEN, ESQ. 700 WEST ST. CLAIR AVENUE SUITE 400 CLEVELAND OH 44113	LITIGATION CITY OF CLEVELAND V. DEUTSCHE BANK TRUST COMPANY, ET AL., CASE NUMBER: CV 08 646970	Contingent, Disputed, Unliquidated	Unknown
1042962 - 10000342 CITY OF CLEVELAND COMMUNITY HOUSING SOLUTIONS ANDRIS NIKIFOROVS 12114 LARCHMERE BLVD. CLEVELAND OH 44120	LITIGATION CITY OF CLEVELAND V. DEUTSCHE BANK TRUST COMPANY, ET AL., CASE NUMBER: CV 08 646970	Contingent, Disputed, Unliquidated	Unknown
1042955 - 10000341 CITY OF CLEVELAND CITY OF CLEVELAND LAW DEPARTMENT ROBERT J. TRIOZZI CLEVELAND CITY HALL 601 LAKESIDE AVENUE, ROOM 106 CLEVELAND OH 44114	LITIGATION CITY OF CLEVELAND V. DEUTSCHE BANK TRUST COMPANY, ET AL., CASE NUMBER: CV 08 646970	Contingent, Disputed, Unliquidated	Unknown
1042956 - 10000336 COMMONWEALTH OF MASSACHUSETTS OFFICE OF THE ATTORNEY GENERAL, PUBLIC PROTECTION & ADVOCACY BUREAU CHRISTOPHER K. BARRY-SMITH JEFFREY D. CLEMENTS 100 CAMBRIDGE STREET 11TH FLOOR BOSTON MA 2114	LITIGATION COMMONWEALTH OF MASSACHUSETTS V. FREMONT INVESTMENT & LOAN, AND FREMONT GENERAL CORPORATION, CASE NUMBER: CIVIL ACTION NO. 07-4373F	Contingent, Disputed, Unliquidated	Unknown
1042885 - 10000184 COMPTROLLER OF MARYLAND COMPLIANCE DIVISION UNCLAIMED PROPERTY UNIT, 301 WEST PRESTON STREET ROOM 310 BALTIMORE MD 21201-2383	UNCLAIMED PROPERTY	Contingent, Unliquidated	Unknown
1040007 - 10000045 CREDIT SUISSE Attn ANDREW ROSENBURGH 2121 AVENUE OF THE STARS SUITE 3100 LOS ANGELES CA 90067	ENGAGEMENT AGREEMENT	Contingent, Unliquidated	Unknown
1039831 - 10000172 CT CORP SYSTEMS PO BOX 4349 CAROL STREAM IL 60197-4349	ACCOUNTS PAYABLE		$4,427.43

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED, NATURE OF LIEN AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT, UNLIQUIDATED, DISPUTED	AMOUNT OF CLAIM
1042476 - 10000368 DARRICK GRIMES YOLANDA GRIMES c/o DARRICK GRIMES 23 STACEY LEE DRIVE NEWBURGH NY 12550	LITIGATION GRIMES V. FREMONT GENERAL, FIL (LITIGATION), CASE NUMBER: 08-CV-01024	Contingent, Disputed, Unliquidated	Unknown
1042893 - 10000185 DEPARTMENT OF STATE TREASURER UNCLAIMED PROPERTY PROGRAM 325 NORTH SALISBURY STREET RALEIGH NC 27603-1385	UNCLAIMED PROPERTY	Contingent, Unliquidated	Unknown
1042886 - 10000186 DEPARTMENT OF THE TREASURY UNCLAIMED PROPERTY P.O. BOX 214 TRENTON NJ 08695-0214	UNCLAIMED PROPERTY	Contingent, Unliquidated	Unknown
1042151 - 10000410 DICKINSON C. ROSS ADDRESS ON FILE	CONTINUING COMPENSATION PLAN	Contingent, Disputed, Unliquidated	Unknown
1042328 - 10000370 DUNHAM, BOWMAN & LESKRA Attn JOHN W. LESKRA, ESQ. 300 WEST CLAY STREET COLLINSWORTH IL 62234	LITIGATION	Contingent, Disputed, Unliquidated	Unknown
1042948 - 10000345 ENRON CORP. VENABLE LLP MICHAEL SCHATZOW, ESQ. RICHARD L. WASSERMAN, ESQ. 1800 MERCANTILE BANK & TRUST BUILDING TWO HOPKINS PLAZA BALTIMORE MD 21201	LITIGATION ENRON CORP. V. GOLDMAN SACHS & CO., ET AL, CASE NUMBER: 01-16034 (AJG)	Contingent, Disputed, Unliquidated	Unknown
1036151 - 10000095 FAIGIN, ALAN ADDRESS ON FILE	SERP	Contingent, Disputed, Unliquidated	$135,380.14
1036151 - 10000136 FAIGIN, ALAN ADDRESS ON FILE	EXCESS BENEFIT PLAN	Contingent, Disputed, Unliquidated	$103.09
1036151 - 10000105 FAIGIN, ALAN ADDRESS ON FILE	SERP II	Contingent, Disputed, Unliquidated	$803,812.03

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED, NATURE OF LIEN AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT, UNLIQUIDATED, DISPUTED	AMOUNT OF CLAIM
1039758 - 10000334 FEDERAL DEPOSIT INSURANCE CORPORATION Attn STAN IVIE, REGIONAL DIRECTOR 25 JESSIE STREET AT ECKER SQUARE SUITE 2300 SAN FRANCISCO CA 94105	LITIGATION IN THE MATTER OF FREMONT INVESTMENT & LOAN, FREMONT GENERAL CREDIT CORPORATION, FREMONT GENERAL CORPORATION, CASE NUMBER: FDIC-07-035B	Contingent, Disputed, Unliquidated	Unknown
1042973 - 10000419 FELICE ATENCIO, DARRYL LAZAR, RONALD MARTIO, KEVIN SMITH AND LILLIAN SOLOMON c/o GLANCY, BINKOW AND GOLDBERG, LLP LIONEL GLANCY 1801 AVE. OF THE STARS, SUITE 311 LOS ANGELES CA 90067	LITIGATION CLASS ACTION COMPLAINT, CASE NUMBER: CV 08-03862 DDP.	Contingent, Disputed, Unliquidated	Unknown
1042974 - 10000420 FELICE ATENCIO, DARRYL LAZAR, RONALD MARTIO, KEVIN SMITH AND LILLIAN SOLOMON c/o GLANCY, BINKOW AND GOLDBERG, LLP MICHAEL GOLDBERG 1801 AVE. OF THE STARS, SUITE 311 LOS ANGELES CA 90067	LITIGATION CLASS ACTION COMPLAINT, CASE NUMBER: CV 08-03862 DDP.	Contingent, Disputed, Unliquidated	Unknown
1042892 - 10000180 FLORIDA DEPARTMENT OF FINANCIAL SERVICES BUREAU OF UNCLAIMED PROPERTY P.O. BOX 1990 TALLAHASSEE FL 32302-1990	UNCLAIMED PROPERTY	Contingent, Unliquidated	Unknown
1042967 - 10000350 FREMONT INDEMNITY COMPANY ORRICK, HERRINGTON & SUTCLIFFE, LLP THOMAS J. WELSH, ESQ. 400 CAPITOL MALL SUITE 3000 SACRAMENTO CA 95814	LITIGATION FREMONT INDEMNITY COMPANY V. FREMONT GENERAL CORPORATION, FREMONT COMPENSATION INSURANCE GROUP, DOES 1-30, DOES 31-60, CASE NUMBER: BC316472 AND BC320766	Contingent, Disputed, Unliquidated	Unknown
1042897 - 10000195 FREMONT INVESTMENT AND LOAN 2727 EAST IMPERIAL HIGHWAY BREA CA 92823	INTERCOMPANY PAYABLES		$32,191,389.00

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED, NATURE OF LIEN AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT, UNLIQUIDATED, DISPUTED	AMOUNT OF CLAIM
1042945 - 10000348 GERLING GLOBAL REINSURANCE CORPORATION OF AMERICA MUSICK, PEELER & GARRETT, LLP LAWRENCE A. TABB, ESQ. JENNIFER KOKES, ESQ. ONE WILSHIRE BLVD. SUITE 2000 LOS ANGELES CA 90017	LITIGATION GERLING GLOBAL REINSURANCE CORPORATION OF AMERICA V. FREMONT GENERAL CORPORATION, FREMONT COMPENSATION INSURANCE GROU, INC., LOUIS RAMPINO, DOES 1-10, CASE NUMBER: CV05-5454-CAS (PJWX)	Contingent, Disputed, Unliquidated	Unknown
1042959 - 10000349 GERLING GLOBAL REINSURANCE CORPORATION OF AMERICA RIKER, DANZIG, SCHERER, HYLAND & PERRETTI, LLP SHAWN L. KELLY, ESQ. SIGRID FRANZBLAU, ESQ. HEADQUARTERS PLAZA ONE SPEEDWALL AVENUE MORRISTOWN NJ 7962	LITIGATION GERLING GLOBAL REINSURANCE CORPORATION OF AMERICA V. FREMONT GENERAL CORPORATION, FREMONT COMPENSATION INSURANCE GROU, INC., LOUIS RAMPINO, DOES 1-10, CASE NUMBER: CV05-5454-CAS (PJWX)	Contingent, Disputed, Unliquidated	Unknown
1036152 - 10000106 HAUGE, MARILYN I ADDRESS ON FILE	SERP II	Contingent, Disputed, Unliquidated	$16,237.64
1039627 - 10000196 HSBC BANK USA, N.A. Attn ROBERT A. CONRAD, VICE PRESIDENT 452 FIFTH AVENUE NEW YORK NY 10016	7.875 % SENIOR NOTES PRINCIPAL LIABILITY: SEE EXHIBIT F-A		$166,302,015.00
1039627 - 10000212 HSBC BANK USA, N.A. Attn ROBERT A. CONRAD, VICE PRESIDENT 452 FIFTH AVENUE NEW YORK NY 10016	7.875 % SENIOR NOTES INTEREST LIABILITY		$9,252,823.00
1042884 - 10000182 ILLINOIS STATE TREASURER'S OFFICE UNCLAIMED PROPERTY DIVISION P.O. BOX 19496 SPRINGFIELD IL 62794-9496	UNCLAIMED PROPERTY	Contingent, Unliquidated	Unknown
1042900 - 10000358 INSURANCE COMMISSIONER OF THE STATE OF CALIFORNIA Attn THOMAS J. WELSH, ESQ. ORRICK, HERRINGTON & SUTCLIFFE, LLP 400 CAPITOL MALL SUITE 3000 SACRAMENTO CA 95814	LITIGATION INSURANCE COMMISSIONER OF THE STATE OF CALIFORNIA VS. FREMONT GENERAL CORPORATION, FREMONT INVESTMENT & LOAN, NICOLE MAURY, JAMES MCINTYRE, LOUIS RAMPINO, THEA STUEDLI, DOES 1-30, CASE NUMBER: BS083582	Contingent, Disputed, Unliquidated	Unknown

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED, NATURE OF LIEN AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT, UNLIQUIDATED, DISPUTED	AMOUNT OF CLAIM
1039891 - 10000175 IRON MOUNTAIN RECORDS MGMT INC OFF SITE DATA PROTECTION PO BOX 601018 LOS ANGELES CA 90060-1018	ACCOUNTS PAYABLE		$1,463.11
1042964 - 10000352 JAMES A. MCINTYRE, SR., AN INDIVIDUAL, AND ALAN W. FAIGIN, AN INDIVIDUAL LAW OFFICE OF WILLAIM IADAROLA, P.C. WILLIAM M. IADAROLA, ESQ. 6B LIBERTY SUITE 245 ALISO VIEJO CA 92656	LITIGATION JAMES A. MCINTYRE, SR., AN INDIVIDUAL, AND ALAN W. FAIGIN, AN INDIVIDUAL VS. FREMONT GENERAL CORPORATION, STEPHEN A. GORDON, AN INDIVIDUAL, DAVID S. DEPILLO, AN INDIVIDUAL; MERRILL LYNCH & CO., DOES 1 - 20, CASE NUMBER: 30-2008 00107700	Contingent, Disputed, Unliquidated	Unknown
1038190 - 10000107 JOHNSON, MONIQUE ADDRESS ON FILE	SERP II	Contingent, Disputed, Unliquidated	$205,647.07
1038190 - 10000137 JOHNSON, MONIQUE ADDRESS ON FILE	EXCESS BENEFIT PLAN	Contingent, Disputed, Unliquidated	$66.44
1042473 - 10000365 KARINA HERNANDEZ c/o BRAYTON PURCELL LLP PETER B. FREDMAN 222 RUSH LANDING ROAD NOVATO CA 94948	LITIGATION HERNANDEZ V. FIL, FGCC, FGC, BAYWIDE FIN (CA), CASE NUMBER: CA07-02467	Contingent, Disputed, Unliquidated	Unknown
1042947 - 10000356 KARINA HERNANDEZ BRAYTON PURCELL, LLP 222 RUSH LANDING NOVATO CA 94948	LITIGATION KARINA HERNANDEZ VS. FREMONT INVESTMENT & LOAN; FREMONT GENERAL CREDIT CORPORATION; FREMONT GENERAL CORPORATION; BAYWIDE FINANCIAL SERVICES; RE/MAX BAYWIDE REAL ESTATE; J. ANDREW PAULSON, AN INDIVIDUAL; ANDRES E. MONSALVES, AN INDIVIDUAL; FABIO JOSE SOLERI, AND INDIVIDUAL; AND DOES 1 -100, CASE NUMBER: CV07-02467	Contingent, Disputed, Unliquidated	Unknown
1037545 - 10000108 LEE, ROBIN J ADDRESS ON FILE	SERP II	Contingent, Disputed, Unliquidated	$1,117.56

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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED, NATURE OF LIEN AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT, UNLIQUIDATED, DISPUTED	AMOUNT OF CLAIM
1042958 - 10000347 MARCY JOHANNESSON, WENDY HORVAT, ROBERT ANDERSON, LINDA SULLIVAN, ARMANDO SALAS AND JAMES K. HOPKINS KELLER ROHRBACK, LLP LYNN LINCOLN SARKO, ESQ. DEREK LOESER, ESQ. 1201 THIRD AVENUE, NW SUITE 3200 SEATTLE WA 98101	LITIGATION IN RE FREMONT GENERAL CORPORATION LITIGATION, CASE NUMBER: CV07-02693	Contingent, Disputed, Unliquidated	Unknown
1042950 - 10000346 MARCY JOHANNESSON, WENDY HORVAT, ROBERT ANDERSON, LINDA SULLIVAN, ARMANDO SALAS AND JAMES K. HOPKINS BRAUN LAW GROUP, P.C. MICHAEL D. BRAUN, ESQ. 12400 WILSHIRE BLVD. SUITE 920 LOS ANGELES CA 90025	LITIGATION IN RE FREMONT GENERAL CORPORATION LITIGATION, CASE NUMBER: CV07-02693	Contingent, Disputed, Unliquidated	Unknown
1036998 - 10000103 MASUGUCHI, THOMAS M ADDRESS ON FILE	SERP II	Contingent, Disputed, Unliquidated	$2,844.12
1042949 - 10000357 MATTHEW SCHEID AND MELTON MCCLANAGHAN, JR. ON BEHALF OF THEMSELVES AND OTHERS SIMILARLY SITUATED GOLDSTEIN, DEMCHAK, BALLER, BORGEN & DARDARIAN 300 LAKESIDE, DR. SUITE 1000 OAKLAND CA 94612	LITIGATION MATTHEW SCHEID AND MELTON MCCLANAGHAN, JR. ON BEHALF OF THEMSELVES AND OTHERS SIMILARLY SITUATED V. FREMONT GENERAL CORPORATION, FREMONT GENERAL CREDIT CORPORATION, AND FREMONT INVESTMENT & LOAN, CASE NUMBER: C07-06063 (CRB)	Contingent, Disputed, Unliquidated	Unknown
1038567 - 10000138 MAURY, NICOLE F ADDRESS ON FILE	EXCESS BENEFIT PLAN	Contingent, Disputed, Unliquidated	$19.43
1037152 - 10000109 MCINTYRE, JAMES A ADDRESS ON FILE	SERP II	Contingent, Disputed, Unliquidated	$3,180,983.19
1037152 - 10000139 MCINTYRE, JAMES A ADDRESS ON FILE	EXCESS BENEFIT PLAN	Contingent, Disputed, Unliquidated	$66.44

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED, NATURE OF LIEN AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT, UNLIQUIDATED, DISPUTED	AMOUNT OF CLAIM
1036632 - 10000110 MEYERS, RAYMOND G ADDRESS ON FILE	SERP II	Contingent, Disputed, Unliquidated	$1,153,358.53
1036632 - 10000140 MEYERS, RAYMOND G ADDRESS ON FILE	EXCESS BENEFIT PLAN	Contingent, Disputed, Unliquidated	$66.44
1042475 - 10000367 MICHELE M. SIMMSPARRIS c/o SIMMS-PARRIS, MALDONADO, TEHAUNO, LLP MICHELE M. SIMMS-PARIS 65 IRVING ROAD TEANECK NJ 07666	LITIGATION SIMMSPARRIS V. FGC, ET AL., CASE NUMBER: L3106-08	Contingent, Disputed, Unliquidated	Unknown
1042474 - 10000366 MICHELE M. SIMMS-PARRIS c/o SIMMS-PARRIS, MALDONADO, TEHAUNO, LLP MICHELE M. SIMMS-PARIS 65 IRVING ROAD TEANECK NJ 07666	LITIGATION SIMMSPARRIS V. FGC, ET AL., CASE NUMBER: L-50-08	Contingent, Disputed, Unliquidated	Unknown
1042952 - 10000344 MOHAMMED AL-BEITAWI, INDIVIDUALLY AND ON BEHALF OF ALL OTHERS SIMILARLY SITUATED BERNSTEIN LITOWITZ BERGER & GROSSMAN, LLP SALVATORE J. GRAZIANO, ESQ. KATHERINE SINDERSON, ESQ. 1285 AVENUE OF THE AMERICAS NEW YORK NY 10019	LITIGATION MOHAMMED AL-BEITAWI, INDIVIDUALLY AND ON BEHALF OF ALL OTHERS SIMILARLY SITUATED V. FREMONT GENERAL CORPORATION, ET AL., CASE NUMBER: CV 07-5756 FMC (FFMX)	Contingent, Disputed, Unliquidated	Unknown
1042965 - 10000343 MOHAMMED AL-BEITAWI, INDIVIDUALLY AND ON BEHALF OF ALL OTHERS SIMILARLY SITUATED BERNSTEIN LITOWITZ BERGER & GROSSMAN, LLP BLAIR A. NICHOLAS, ESQ. 12481 HIGH BLUFF DR. SUITE 300 SAN DIEGO CA 92130	LITIGATION MOHAMMED AL-BEITAWI, INDIVIDUALLY AND ON BEHALF OF ALL OTHERS SIMILARLY SITUATED V. FREMONT GENERAL CORPORATION, ET AL., CASE NUMBER: CV 07-5756 FMC (FFMX)	Contingent, Disputed, Unliquidated	Unknown
1039785 - 10000373 MWB BUSINESS SYSTEMS 5700 WARLAND DR CYPRESS CA 90630-5030	ACCOUNTS PAYABLE		$148.44

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED, NATURE OF LIEN AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT, UNLIQUIDATED, DISPUTED	AMOUNT OF CLAIM
1042887 - 10000188 NEW YORK STATE COMPTROLLER OFFICE OF UNCLAIMED FUNDS 110 STATE STREET, 8TH FLOOR ALBANY NY 12236	UNCLAIMED PROPERTY	Contingent, Unliquidated	Unknown
1042062 - 10000376 NYSE MARKET, INC. BOX #4006 P.O. BOX 8500 PHILADELPHIA PA 19178-4006	ACCOUNTS PAYABLE		$676.75
1039749 - 10000337 NYSE REGULATION, INC. Attn LISA M. NEUNER 11 WALL STREET 10TH FLOOR NEW YORK NY 10005	LITIGATION NYSER INVESTIGATION #1000214522 AND #10224096	Contingent, Disputed, Unliquidated	Unknown
1042894 - 10000179 OFFICE OF THE STATE CONTROLLER JOHN CHIANG UNCLAIMED PROPERTY DIVISION P.O. BOX 642850 SACRAMENTO CA 94250-5873	UNCLAIMED PROPERTY	Contingent, Unliquidated	Unknown
1042889 - 10000187 OFFICE OF THE STATE TREASURER NEVADA UNCLAIMED PROPERTY DIVISION GRANT SAWYER BUILDING 555 E. WASHINGTON AVT STE 4200 LAS VEGAS NV 89101	UNCLAIMED PROPERTY	Contingent, Unliquidated	Unknown
1042896 - 10000193 OFFICE OF THE STATE TREASURER UNCLAIMED PROPERTY UNIT P.O. BOX 2114 MADISON WI 53701-2114	UNCLAIMED PROPERTY	Contingent, Unliquidated	Unknown
1042881 - 10000189 OHIO DEPARTMENT OF COMMERCE DIVISION OF UNCLAIMED FUNDS 77 S. HIGH ST., 20TH FLOOR COLUMBUS OH 43215-6108	UNCLAIMED PROPERTY	Contingent, Unliquidated	Unknown
1039871 - 10000176 PCS CONNECTION LLC PO BOX 410951 CHARLOTTE NC 28241	ACCOUNTS PAYABLE		$500.00
1036633 - 10000141 RAMPINO, LOUIS J ADDRESS ON FILE	EXCESS BENEFIT PLAN	Contingent, Disputed, Unliquidated	$66.44

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED, NATURE OF LIEN AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT, UNLIQUIDATED, DISPUTED	AMOUNT OF CLAIM
1036633 - 10000111 RAMPINO, LOUIS J ADDRESS ON FILE	SERP II	Contingent, Disputed, Unliquidated	$3,419,545.84
1041993 - 10000409 ROBERT F. LEWIS ADDRESS ON FILE	CONTINUING COMPENSATION PLAN	Contingent, Disputed, Unliquidated	Unknown
1042946 - 10000355 ROBERT T. KIMBREW, CHRISELLA THOMAS, ELSA GONZALES, FELIX PENA, ALMA HARRIS, JOSE AGUILAR AND NORMA AGUILAR ON BEHALF OF THEMSELVES AND ALL OTHERS SIMILARLY SITUATED RODDY KLEIN & RYAN 727 ATLANTIC AVENUE BOSTON MA 2111	LITIGATION ROBERT T. KIMBREW, CHRISELLA THOMAS, ELSA GONZALES, FELIX PENA, ALMA HARRIS, JOSE AGUILAR AND NORMA AGUILAR ON BEHALF OF THEMSELVES AND ALL OTHERS SIMILARLY SITUATED VS. FREMONT INVESTMENT & LOAN, FREMONT GENERAL CORPORATION, CASE NUMBER: CV08-3277 R(ANX)	Contingent, Disputed, Unliquidated	Unknown
1042963 - 10000354 ROBERT T. KIMBREW, CHRISELLA THOMAS, ELSA GONZALES, FELIX PENA, ALMA HARRIS, JOSE AGUILAR AND NORMA AGUILAR ON BEHALF OF THEMSELVES AND ALL OTHERS SIMILARLY SITUATED COUGHLIN STOIA GELLER RUDMAN & ROBBINS, LLP 655 WEST BROADWAY SUITE 1900 SAN DIEGO CA 92101	LITIGATION ROBERT T. KIMBREW, CHRISELLA THOMAS, ELSA GONZALES, FELIX PENA, ALMA HARRIS, JOSE AGUILAR AND NORMA AGUILAR ON BEHALF OF THEMSELVES AND ALL OTHERS SIMILARLY SITUATED VS. FREMONT INVESTMENT & LOAN, FREMONT GENERAL CORPORATION, CASE NUMBER: CV08-3277 R(ANX)	Contingent, Disputed, Unliquidated	Unknown
1042960 - 10000361 RONALD J. NICOLAS, JR. LAW OFFICES OF GEORGE B. PIGGOT, ESQ 2 PARK PLAZA SUITE 300 IRVINE CA 92614	LITIGATION RONALD J. NICOLAS, JR. V. FREMONT GENERAL CORPORATION, FREMONT INVESTMENT & LOAN, DOES 1 - 50 INCLUSIVE, CASE NUMBER: NOT YET FILED	Contingent, Disputed, Unliquidated	Unknown
1042891 - 10000181 STATE OF HAWAII UNCLAIMED PROPERTY PROGRAM P.O. BOX 150 HONOLULU HI 96810	UNCLAIMED PROPERTY	Contingent, Unliquidated	Unknown
1036021 - 10000096 TAYLOR, B MORGYN ADDRESS ON FILE	SERP	Contingent, Disputed, Unliquidated	$9,633.47

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED, NATURE OF LIEN AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT, UNLIQUIDATED, DISPUTED	AMOUNT OF CLAIM
1036021 - 10000142 TAYLOR, B MORGYN ADDRESS ON FILE	EXCESS BENEFIT PLAN	Contingent, Disputed, Unliquidated	$57.58
1037000 - 10000112 TERBOVIC, NICK ADDRESS ON FILE	SERP II	Contingent, Disputed, Unliquidated	$395.99
1037000 - 10000143 TERBOVIC, NICK ADDRESS ON FILE	EXCESS BENEFIT PLAN	Contingent, Disputed, Unliquidated	$102.53
1037000 - 10000097 TERBOVIC, NICK ADDRESS ON FILE	SERP	Contingent, Disputed, Unliquidated	$13,854.43
1042888 - 10000190 TEXAS COMPTROLLER OF PUBLIC ACCOUNTS UNCLAIMED PROPERTY HOLDER REPORTING SECTION P.O. BOX 12019 AUSTIN TX 78711-2019	UNCLAIMED PROPERTY	Contingent, Unliquidated	Unknown
1042961 - 10000338 THE BANK OF NEW YORK PILLSBURY WINTHROP, LLP ROBERT WALLAN ESQ. 10250 CONSTELLATION BLVD. 21ST FLOOR LOS ANGELES CA 90067	LITIGATION THE BANK OF NEW YORK V. FREMONT GENERAL CORPORATION, CASE NUMBER: CV03-9238 CAS (PJWX)	Contingent, Disputed, Unliquidated	Unknown
1042953 - 10000339 THE BANK OF NEW YORK PILLSBURY WINTHROP, LLP ROBERT WALLAN ESQ. 725 S. FIGUEROA ST. SUITE 2800 LOS ANGELES CA 90017	LITIGATION THE BANK OF NEW YORK V. FREMONT GENERAL CORPORATION, CASE NUMBER: CV03-9238 CAS (PJWX)	Contingent, Disputed, Unliquidated	Unknown
1042029 - 10000377 THE WALL STREET JOURNAL INC. CORPORATE SUBSCRIPTION PROGRAM 102 FIRST AVENUE CHICOPEE MA 01020	ACCOUNTS PAYABLE		

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED, NATURE OF LIEN AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT, UNLIQUIDATED, DISPUTED	AMOUNT OF CLAIM
1039745 - 10000360 THEODORA ORINGHER MILLER & RICHMAN, PC 535 ANTON BLVD. NINTH FLOOR COSTA MESA CA 92626	LITIGATION KYLE WALKER ARBITRATION DEMAND	Contingent, Disputed, Unliquidated	Unknown
1042954 - 10000359 THOMAS C. WHITESELL DANIELS, FINE, ISRAEL, SCHONBUCH & LEBOVITS 1901 CENTURY PARK EAST NINTH FLOOR LOS ANGELES CA 90067	LITIGATION THOMAS C. WHITESELL VS. FREMONT GENERAL CORPORATION, FREMONT INVESTMENT & LOAN, DOES 1-100 INCLUSIVE, CASE NUMBER: SC096019	Contingent, Disputed, Unliquidated	Unknown
1039984 - 10000371 TMSI 5100 E ANAHEIM RD LONG BEACH CA 90815-4215	ACCOUNTS PAYABLE		$2,264.00
1042882 - 10000191 TREASURER'S OFFICE UNCLAIMED PROPERTY DIVISION 341 SOUTH MAIN STREET, 5TH FLOOR SALT LAKE CITY UT 84111	UNCLAIMED PROPERTY	Contingent, Unliquidated	Unknown
1039774 - 10000372 UPS PO BOX 894820 LOS ANGELES CA 90189-4820	ACCOUNTS PAYABLE		$34.00
1039862 - 10000177 VERISIGN INC 487 E MIDDLEFIELD RD MOUNTAINVIEW CA 94043	ACCOUNTS PAYABLE		$3,024.00
1042477 - 10000369 VICTOR H. SPARROW III c/o VICTOR SPARROW III 1768 WILLARD STREET, NORTHWEST WASHINGTON DC 20009	LITIGATION SPARROW V. FREMONT GENERAL (LITIGATION-USDC), CASE NUMBER: CCR 08 CV 0032	Contingent, Disputed, Unliquidated	Unknown
1038570 - 10000113 WALLACE, RICHARD H ADDRESS ON FILE	SERP II	Contingent, Disputed, Unliquidated	$2,676.93
1042969 - 10000378 WARREN CANDIAS & ASSOCIATES, INC. 2913 EL CAMINO REAL, #435 TUSTIN CA 92782	ACCOUNTS PAYABLE		$1,017.50

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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED, NATURE OF LIEN AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT, UNLIQUIDATED, DISPUTED	AMOUNT OF CLAIM
1042890 - 10000192 WASHINGTON STATE DEPARTMENT OF REVENUE UNCLAIMED PROPERTY SECTION P.O. BOX 34053 SEATTLE WA 98124-1053	UNCLAIMED PROPERTY	Contingent, Unliquidated	Unknown
1039911 - 10000174 WATER GARDEN CO LLC FILE 41079 LOS ANGELES CA 90074-1079	ACCOUNTS PAYABLE		$1,018.02
1042472 - 10000364 WAYNE M. BUNCH c/o LAW OFFICES OF DONALD L. GALINE DONALD L. GALINE 411 BOREL AVENUE SUITE 500 SAN MATEO CA 94402	LITIGATION WAYNE BUNCH VS. SHERYLL BUNCH, FREMONT (7-213220) CA, CASE NUMBER: CIV 463785	Contingent, Disputed, Unliquidated	Unknown
1042970 - 10000415 WELLS FARGO BANK, NATIONAL ASSOCIATION Attn JAMES R. LEWIS CORPORATE TRUST SERVICES 45 BROADWAY - 14TH FLOOR NEW YORK NY 10006	GUARANTEE PREFERRED SECURITIES GUARANTEE AGREEMENT	Contingent, Unliquidated	Unknown
1042970 - 10000211 WELLS FARGO BANK, NATIONAL ASSOCIATION Attn JAMES R. LEWIS CORPORATE TRUST SERVICES 45 BROADWAY - 14TH FLOOR NEW YORK NY 10006	9% JR SUBORDINATED DEBENTURES INTEREST LIABILITY		$3,865,979.00
1042970 - 10000197 WELLS FARGO BANK, NATIONAL ASSOCIATION Attn JAMES R. LEWIS CORPORATE TRUST SERVICES 45 BROADWAY - 14TH FLOOR NEW YORK NY 10006	9% JR SUBORDINATED DEBENTURES PRINCIPAL LIABILITY		$103,092,784.00
1039780 - 10000171 WEST PAYMENT CTR PO BOX 6292 CAROL STREAM IL 60197-6292	ACCOUNTS PAYABLE		$2,979.00
1037001 - 10000144 ZANGRILLI, JEFFREY ADDRESS ON FILE	EXCESS BENEFIT PLAN	Contingent, Disputed, Unliquidated	$19.43
		GRAND TOTAL:	$326,529,372.29

IN THE UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

In re: FREMONT GENERAL CORPORATION
Case no. 8:08-bk-13421

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
SENIOR NOTE HOLDERS
EXHIBIT F-A

SHARES	1ST LINE OF NAME & ADDRESS	2ND LINE OF NAME & ADDRESS	3RD LINE OF NAME & ADDRESS	4TH LINE OF NAME & ADDRESS	5TH LINE OF NAME & ADDRESS	6TH LINE OF NAME & ADDRESS
135101000.00000	TENNENBAUM MULTI-STRATEGY	MASTER FUND - NON-FLIP	2951 28TH STREET SUITE 1100	SANTA MONICA CA 90405-2951		
000500000.00000	RITA ANGEL	9 E 79TH ST	NEW YORK NY 10021			
000500000.00000	DAVID C WEAVIL	MILA D WEAVIL TTEE	WEAVIL FAMILY TRUST	U/A 10/2/02	7348 HENSON FOREST DR	SUMMERFIELD NC 27358
000500000.00000	DENNIS G DANKO	LORETTA M DANKO TTEE	DENNIS & LORETTA M DANKO FAM TR	U/A 7/7/98	10941 E BUCKSKIN TRAIL	SCOTTSDALE AZ 85255
000400000.00000	HSBC PRIVATE BANK (SUISSE) SA	PO BOX 3580	CH-1211 GENEVA 3	SWITZERLAND		
000309000.00000	CLINTON R STEVENSON JR TTEE	CLINTON R STEVENSON JR REV TR	U/A 2/18/04	C/O TRIMARK PACIFIC HOMES	31111 AGOURA RD SUITE 210	WESTLAKE VILLAGE CA 91361
000250000.00000	BANKPLUS WEALTH MANAGEMENT GROUP	1068 HIGHLAND COLONY PKY	RIDGELAND MS 39157			
000115000.00000	ZAKI A SHEIKH R/O IRA	FCC AS CUSTODIAN	2552 WESTMORELAND DRIVE	GRANITE CITY IL 62040-5248		
000104000.00000	*	ERROR ACCOUNT BONDS	RBC CAPITAL MARKETS CORPORATION	ATTN: PROXY DEPT. M10	510 MARQUETTE AVE. S.	MINNEAPOLIS MN 55402
000100000.00000	ERIC M BANHAZL &	ILYSSA C BANHAZL JT TEN	240 CRESCENT GLEN DRIVE	GLENDORA CA 91741		
000100000.00000	P REISBORD H REISBORD CO-TTEES	PAUL & HAY REISBORD TRUST	U/A DTD 09/24/1980	4540 NOELINE WAY	ENCINO CA 91436-2108	
000080000.00000	G TESHIROGI & M TESHIROGI TTEE	GLENN AND MACHIKO TESHIROGI RE	U/A DTD 08/23/2003	28913 COVECREST DR	RANCHO PALOS VERDES CA 90275	
000065000.00000	NFS/FMTC IRA	FBO ANTHONY E PISTORIO	11 WINDWARD PLACE	CAPE HAZE FL 33946		
000060000.00000	PHILIP J SALVATI IRA R/O	BEAR STEARNS SEC CORP CUST	2 ARISTOTLE	IRVINE CA 92603-3619		
000056000.00000	LYNNE UNGER	1671 VERNON	MUSKEGON MI 49441			
000050000.00000	NFS/FMTC IRA	FBO MARTIN WINERMAN	APT 237	24431 LYONS AVE	SANTA CLARITA CA 91321	
000050000.00000	NFS/FMTC IRA	FBO JOHN F ARCHER II	3614 HARDWICK COURT	DOUGLASVILLE GA 30135		
000050000.00000	GONZALO FULQUET &	ELENA SALLES & ALVARO FULQUET	RINCON 541 OFICINA 501	MONTEVIDEO CP 11000	URUGUAY	
000050000.00000	WYSOKER GLASSNER WEINGARTNER	PA PSP U/A 10/13/1993	MURRAY WEINGARTNER TTEE	FBO MURRAY WEINGARTNER	6640 EAST CALUMET CIR	LAKE WORTH FL 33467-7002
000044000.00000	FMT CO CUST IRA ROLLOVER	FBO PAUL BAERI	15 PAGE DR	RED BANK NJ 07701-5840		
000040000.00000	IRA FBO JOHN N WEDEKING	JPMORGAN CHASE BANK CUSTODIAN	ROLLOVER ACCOUNT	406 SW COUNTRY CLUB LN	ANKENY IA 50023-9675	
000040000.00000	IRA FBO ALBERT P FREDERICO JR	PERSHING LLC AS CUSTODIAN	14855 PARKWOOD DR	GRAND HAVEN MI 49417-8630		
000035000.00000	JOHN A PINTO FAMILY LMTD PSHP	802 SOUTH AVENUE WEST	WESTFIELD NJ 07090-1475			
000035000.00000	CUST FPO	MICHAEL LEVINE IRA	FBO MICHAEL LEVINE	3507 BAYSHORE BLVD UNIT 603	TAMPA FL 33629-8917	
000030000.00000	ISAAC M CHAN &	SILVIAN W CHAN JTWROS	17713 NE 125TH ST	REDMOND WA 98052-2260		
000030000.00000	CAROLE HAYNES TTEE	ARTHUR C HYDE	OLIVIA THOMAS HYDE TRUST U/W/O	U/A DTD 08/05/1999	150 SWOVER CREEK RD	EDINBURG VA 22824-3064
000030000.00000	KATHLEEN M HYMES	CHARLES SCHWAB & CO INC CUST	SIMPLE IRA DTD 06/10/1997	101 EWART RD	SCARSDALE NY 10583	
000030000.00000	HOWARD LOVE	TOD DTD 11/15/2005	6600 RAVENA ROAD	LIBERTY MO 64068-7726		
000030000.00000	IRA FBO PAUL L HEINE	PERSHING LLC AS CUSTODIAN	64 COUNTRY FIELD DRIVE	CAMDEN DE 19934-1772		
000030000.00000	CLAUDETTE E TAYLOR	1827 SUSQUEHANNOCK DRIVE	MCLEAN VA 22101-5069			
000030000.00000	RICHARD JOHN &	MARY JOHN JNTN	701 WEST RAND ROAD UNIT 436	ARLINGTON HEIGHTS IL 60004-8440		
000030000.00000	IRA FBO GEORGE C HAETTINGER	PERSHING LLC AS CUSTODIAN	ROLLOVER ACCOUNT	17020 CHEYENNE CT	LOCKPORT IL 60441-4592	
000030000.00000	IRA FBO JOHN KUBICHEK	PERSHING LLC AS CUSTODIAN	ROLLOVER ACCOUNT	4019 HWY NN	WEST BEND WI 53095-8773	
000025000.00000	CHERILL C VENCIL TTEE FBO	NOEL W VENCIL TRUST DTD 1/4/79	16469 LEXINGTON CT	LAKE OSWEGO OR 97034-5069		
000025000.00000	ADRIANA CICALA & JUAN GRASSO	JT TEN	BLANCA DEL TABARE 2917 OFC 502	MONTEVIDEO CP 11.300	URUGUAY	
000025000.00000	ROBERT L CAVENEY	GAIL D CAVENEY JTWROS	805 KAINUI DR	KAILUA HI 96734-2025		
000025000.00000	IGNACIO VILASECA	TOD DTD 04/04/2006	PO BOX 621	MONTEVIDEO	URUGUAY	
000025000.00000	HOWARD J STERMER	TOD DTD 02/01/2006	3653-59 W FULLERTON AVENUE	CHICAGO IL 60647-2344		
000025000.00000	FMT CO CUST IRA	FBO EDWARD G SALLOOM JR	255 WILDWOOD AVENUE	WORCESTER MA 01603-1628		
000025000.00000	JOSEPH J PETRAS &	MARYETTA PETRAS JT TEN	1220 N VERMILLION STREET	GARY IN 46403		
000025000.00000	ROBERT W MCCONNELL JANET D	MARSHALL-MCCONNELL CO-TTEES	MARSHALL-MCCONNELL TRUST UA	U/A DTD 01/08/1997	3220 SMUGGLERS COVE ROAD	GREENBANK WA 98253-9606
000025000.00000	RHONA E ROSS TTEE	THOMAS 1996 SURVIVORS TR	UA DTD 05/20/97	19148 NASHVILLE ST	NORTHRIDGE CA 91326-2635	
000025000.00000	JOHN ALVIN HAACK	2500 VILLAGE LN.	FORISTELL MO 63348-2422			
000025000.00000	CORNEL SPIEGLER	24 PETER DRIVE	RICHBORO PA 18954-1651			
000025000.00000	RONALD R MAUDSLEY &	SHERRY A MAUDSLEY JT TEN	1395 LA RIATA LANE	SANTA BARBARA CA 93111-1343		
000025000.00000	FMT CO CUST IRA	FBO DONNA SALLOOM GEORGE	14 BROOKLINE STREET	WORCESTER MA 01603-1509		
000020000.00000	FMT CO CUST IRA ROLLOVER	FBO KENNETH W HYCHE	907 COOKS VALLEY RD	KINGSPORT TN 37664-4914		
000020000.00000	FMTC CUSTODIAN - ROTH IRA	FBO FRANK J SEBASTIAN	65 ELM ST	MILTON MA 02186-3108		
000020000.00000	JONATHAN G STACEY TTEE	FRANCES W STACEY TRUST	U/A DTD 1/17/91	11935 SW ROBBINS DR	BEAVERTON OR 97008-7946	
000020000.00000	DANIEL AND SARAH GOLDBERG TTEES	OF THE DANIEL AND SARAH GOLDBERG	REVOCABLE LIVING TST DTD 12/31/91	12137 STONE FOREST DRIVE	PINEVILLE NC 28134-6408	
000020000.00000	RICARDO S PASCUAL &	ELVIRA M PASCUAL JT WROS	4336 NORTH DAMEN AVE	CHICAGO IL 60618-1747		
000020000.00000	CUST FPO	CARMINE F BUFFONE IRA	FBO CARMINE F BUFFONE	33050 JEFFERSON AVE	ST CLR SHORES MI 48082-1104	
000020000.00000	FREDERICK B MAYERS CUST FOR	F GENERALAO UILUTMA	UNTIL AGE 21	837 N HARLEM AVE APT 2N	OAK PARK IL 60302	
000020000.00000	DELIA GENERALAO	17 ST JUDAS TADDEUS	SAN VICENTE VILLAGE	SUBANGDAKU	MANDAUE CITY CEBU	PHILIPPINES*AIRMAIL*
000020000.00000	SELMA JOHNSTON TTEE	SELMA JOHNSTON TRUST	U/A DTD 10/07/2004	3440 S JEFFERSON ST #701	FALLS CHURCH VA 22041-3125	
000020000.00000	M TESHIROGI & G TESHIROGI TTEE	GLENN & MACHIKO TESHIROGI REVO	U/A DTD 08/25/2003 PLEDGED A/C	28913 COVECREST DRIVE	RANCHO PALOS VERDES CA 90275	
000020000.00000	FREDERICK B MAYERS CUST FOR	V GENERALAO UILUTMA	UNTIL AGE 18	837 N HARLEM AVE APT 2N	OAK PARK IL 60302	
000020000.00000	BART SCHACHTER	CHARLENE RAE SCHACHTER	2365 BUSH ST	SAN FRANCISCO CA 94115-3123		
000020000.00000	CLAUDE P HONEA	4171 NORTHGATE ST NE	GRAND RAPIDS MI 49525			
000019000.00000	OLGA ALLOCCA	29 GAINES STREET	HUNTINGTON NY 11743			
000016000.00000	G BOURNE & B BOURNE CO-TTEE	BOURNE SUB TRUST A U/A	DTD 04/30/1986	5940 SKI LODGE LANE	FLAGSTAFF AZ 86001-7719	
000015000.00000	JUDITH A BENDZUCH &	MICHAEL T BENDZUCH JTWROS	7030 N SKYWAY DR	TUCSON AZ 85718-1126		
000015000.00000	CAROLE L HAYNES	ROTH IRA	RBC CAPITAL MARKETS CORP CUST	BOX 404	EDINBURG VA 22824-0404	
000015000.00000	SUSAN K PEARSON	BOX 3312	LEESVILLE SC 29070-1312			
000015000.00000	KAZIMIERZ G ANTCZAK	OLD #4-A NEW#7	1ST CROSS ST INDIRA NAGAR	ADYAR CHENNAI 600 020	TAMI NADU INDIA	
000015000.00000	NFS/FMTC IRA	FBO ARMAND H MAFFIA	10450 SW 62ND DR	PORTLAND OR 97219		
000015000.00000	RICHARD PETILLI	BETTY PETILLI	6212 COVERTY PL	VERO BEACH FL 32966-6487		

EXHIBIT F-A PAGE 1 OF 3

IN THE UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

In re: FREMONT GENERAL CORPORATION
Case no. 8:08-bk-13421

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
SENIOR NOTE HOLDERS
EXHIBIT F-A

SHARES	1ST LINE OF NAME & ADDRESS	2ND LINE OF NAME & ADDRESS	3RD LINE OF NAME & ADDRESS	4TH LINE OF NAME & ADDRESS	5TH LINE OF NAME & ADDRESS	6TH LINE OF NAME & ADDRESS
000015000.00000	FMT CO CUST IRA ROLLOVER	FBO JOHN C MULHERN	1518 W NORTH ST	PALATINE IL 60067-1881		
000015000.00000	FMT CO CUST IRA ROLLOVER	FBO JOHN C MULHERN	1518 W NORTH ST	PALATINE IL 60067-1881		
000015000.00000	ATTENTION REORG PERSHING	DONALDSON LUFKIN & JENRETTE	PERSHING LLC	1 PERSHING PLAZA 7TH FLOOR	JERSEY CITY NJ 07399	
000015000.00000	SELMA MELEK KARACAN	P.O. BOX 645	LEWES DE 19958-0645			
000015000.00000	JOHN D WEISBROT	SANDRA WEISBROT JT TEN	6160 UPPER MOUNTAIN RD	NEW HOPE PA 18938-5650		
000013000.00000	MACHIKO JOYCE TESHIROGI	CHARLES SCHWAB & CO INC CUST	IRA ROLLOVER	28913 COVECREST DRIVE	RANCHO PALOS VERDES CA 90275	
000012000.00000	SYLVIA FELTER	24743 VIA MADERA	CALABASAS CA 91302			
000012000.00000	HAROLD MORGENSTERN	LOURDES D CALVO	3004 WALNUT RIDGE DR	ANN ARBOR MI 48103		
000011000.00000	GORDON LITTLE CO	ELIZABETH LITTLE TTEE	LITTLE FAMILY TRUST	U/A 2/16/04	8674 FALMOUTH AVE APT 209	PLAYA DEL REY CA 90293
000011000.00000	A G EDWARDS & SONS C/F	ORVILLE D. SHEARER	IRA ACCOUNT	411 WINDYHILL RD	SHERMANSDALE PA 17090-8639	
000011000.00000	A G EDWARDS & SONS C/F	ROLAND URIGUEN	IRA ACCOUNT	135 HAMPTON ROAD	PITTSTOWN NJ 08867-4401	
000010000.00000	JULIAN A. GOLD	526 NORTH PALM DRIVE	BEVERLY HILLS CA 90210			
000010000.00000	GLADYS HARVEY TTEE	GLADYS HARVEY TRUST	U/A DTD MARCH 16 1995	15 LUPINE DR	CORTE MADERA CA 94925-1715	
000010000.00000	FMT CO CUST IRA	FBO JUN YAO	1529 W 2ND ST	BROOKLYN NY 11204-4105		
000010000.00000	BARBARA GLICK TTEE	BARBARA M GLICK TRUST U/A	DTD 01/24/1992	22101 COLONY DRIVE	BOCA RATON FL 33433-5207	
000010000.00000	ROBERT A SAMPSON	21172 GREENSBORO	HUNTINGTON BEACH CA 92646-7021			
000010000.00000	GAGNON INVESTMENT ADV. SERV.	PO BOX 334	MANSFIELD MA 02048-0334			
000010000.00000	MELVIN STIER	4000 TOWERSIDE TERR SUITE 1602	MIAMI FL 33138-2239			
000010000.00000	AVANINDRA GODBOLE &	ARUNDHATI DHAGAT JTWROS	3276 RAVENSWOOD WAY	SAN JOSE CA 95148-2820		
000010000.00000	OTHA B ROBINSON &	ROSE C ROBINSON JTWROS	8200 PINE RANCH DR	BRIGHTON MI 48114-7300		
000010000.00000	WARREN W TAYLOR JR TTEE	ERNST TONSTAD TTEE	ERNST TONSTAD TRUST	U/A DTD 01/01/1995	900 SO WASHINGTON ST 114	FALLS CHURCH VA 22046-4040
000010000.00000	PAUL G WINGO	R/O IRA E*TRADE CUSTODIAN	10021 JESSICA STREET	KELLER TX 76248-5834		
000010000.00000	TIMOTHY A LOFTIN	IRA R/O ETRADE CUSTODIAN	261 MEADOW MIST CT	SIMI VALLEY CA 93065-5901		
000010000.00000	MICHAEL E CHAPMAN	197 EIGHTH STREET	PH211	CHARLESTOWN MA 02129-4235		
000010000.00000	BROWNSTONE INVESTMENT GROUP	LLC	655 3RD AVE	23TH FL	NEW YORK NY 10017	
000010000.00000	RODERICK PATRICK	2 CANAL STREET STE 2430	NEW ORLEANS LA 70130-1520			
000010000.00000	FRANCOIS NEHAMA	460 SABAL PALM	MIAMI FL 33137-3352			
000010000.00000	NFS/FMTC IRA	FBO ROBERT P LAUDADIO	14 ALBA PLACE	PARSIPPANY NJ 07054		
000010000.00000	ROBERT P LAUDADIO	14 ALBA PL	PARSIPPANY NJ 07054			
000010000.00000	NFS/FMTC IRA	FBO EILEEN HEALY FORD	721 SMOKEHALLOW TRAIL	FRANKLIN LAKES NJ 07417		
000010000.00000	ROBERT H ROSE	SHIRLEY L ROSE	5831 LEISURE SOUTH DR. SE	KENTWOOD MI 49548		
000010000.00000	NFS/FMTC IRA	FBO WILLIAM SWANSON	25161 WANDERING LN	LAKE FOREST CA 92630		
000010000.00000	NFS/FMTC IRA	FBO ALAN MARCUM	5481 SAINT MARYS CIRCLE	WESTMINSTER CA 92683		
000010000.00000	CHARLES H NORTON	LINDA YVONNE NORTON	4951 NETARTS HWY W # 1840	TILLAMOOK OR 97141-9467		
000010000.00000	ROBERT WASHBURN	9713 PASO FINO ST	LAS VEGAS NV 89143-1177			
000010000.00000	DAVID LOUIS HIGHLEY	PHYLLIS L HIGHLEY	292 WANDA DR	ROSEBURG OR 97470-9870		
000010000.00000	JIANG LI CUST	JOANNA YAO UTMA NY	211 POMEROY AVE APT 1305	MERIDEN CT 06450-7182		
000010000.00000	IRA FBO BARBARA SWANDA	PERSHING LLC AS CUSTODIAN	14 S CONGRESS STREET	NEWTOWN PA 18940-1906		
000010000.00000	BETTY SIEGEL REV LIV TST	UA 02 21 2008 BETTY SIEGEL OR MILTON	7890 SEVILLE PLACE	APT #1403	BOCA RATON FL 33433	
000010000.00000	ALICE CHENG &	CLARA A LEE JT TEN	11990 CHALON RD	LOS ANGELES CA 90049		
000010000.00000	SEP FBO JAMES CURRY	PERSHING LLC AS CUSTODIAN	325 MAPLE AVENUE	HARLEYSVILLE PA 19438-2222		
000010000.00000	IRA FBO VINCENT P MORRIS	PERSHING LLC AS CUSTODIAN	ROLLOVER ACCOUNT	3640 LEXINGTON DRIVE	DOYLESTOWN PA 18902-5449	
000010000.00000	IRA FBO ROBERT NIERADKA	PERSHING LLC AS CUSTODIAN	8 SUSSEX COURT	TURNERSVILLE NJ 08012-2125		
000010000.00000	MARION I GULL	312 W HASTINGS RD UNIT 116	SPOKANE WA 99218-3709			
000009000.00000	IRA FBO ANDREA REITZ	PERSHING LLC AS CUSTODIAN	1986 TUMBLEBROOK RD	COOPERSBURG PA 18036-2219		
000009000.00000	MARJORIE A FISHER	3930 N VALLEY DR	WISCONSIN RAPIDS	WI 54494		
000009000.00000	JULIETTA C VECCHIO TTEE	KATHLEEN R WELLER TTEE	CAMILLE A WELLER IRREV FAM TRU	FBO CAMILLE A WELLER	191 CORNELL ST	ROSLINDALE MA 02131-4102
000009000.00000	FMT CO CUST IRA ROLLOVER	FBO STEVEN SCHWAGER	14 RAEBEN AVE	OAKLAND NJ 07436-3816		
000008000.00000	GWENTFIELD HOLDINGS LMTD	EURO-AM BLDG & MGMT SERVICES LTD	R G HODGE PLAZA P O BOX 3161	WICKHAM'S CLAY ROADTOWN TORTOLA	VIRGIN ISLANDS (BRITISH)	
000008000.00000	NFS/FMTC IRA	FBO JOHN W JUNKIN	201 MIDLAND AVE	BESSEMER PA 16112		
000008000.00000	HARLEN J HAGEN TTEE	HARLEN J HAGEN LIVING TRUST	U/A 11/27/06	15515 436TH AVE	WALLACE SD 57272	
000006000.00000	FMT CO CUST IRA ROLLOVER	FBO BHADRESH SOLANKI	29590 MIRA LOMA DR APT 102	TEMECULA CA 92592-2221		
000006000.00000	GREGORY M LLOYD	949 VAN DYKE DR	LAGUNA BEACH CA 92651-3460			
000005000.00000	JEFFREY WILLIAM SHAW	IRA ETRADE CUSTODIAN	207 BRANDON POINT ROAD	LOCUST HILL VA 23092-9610		
000005000.00000	THEODORE M JOHNSON &	PHEBE B JOHNSON JTWROS	6 CHARTHOUSE CV	BUENA PARK CA 90621-1653		
000005000.00000	VALERIO MARTINENGO	VIA VINAY 20	CUNEO IT 12100			
000005000.00000	ANNETTE M MORRIS	26833 VIA DESMONDE	LOMITA CA 90717-3619			
000005000.00000	FMT CO CUST SEPP IRA	FBO JOAN M GAGNON	PO BOX 334	MANSFIELD MA 02048-0334		
000005000.00000	FMT CO CUST IRA ROLLOVER	FBO RONNIE JOSEPH MAZZOLA	1705 ANCHORAGE DR	PRINCETON TX 75407-2806		
000005000.00000	FMT CO CUST IRA ROLLOVER	FBO GEORGE H LEWIS	25 OAK HILL RD	BROOKLINE NH 03033-2020		
000005000.00000	ANNE MARIE SMITH CUST	MOLLY A SMITH UTMA MA	23 SHARPE RD	BELMONT MA 02478-3522		
000005000.00000	WILFRED DAYE	JIN HWANG	287 BRISCOE RD	NEW CANAAN CT 06840-2310		
000005000.00000	RONALD L KOEPKE	MARILYN Y KOEPKE	TOD NAME ON FILE	13 15TH ST SE	WATERTOWN SD 57201	
000005000.00000	IRA FBO CAROLYN DIANE BONE	PERSHING LLC AS CUSTODIAN	2 WILLOW DR.	CHARLESTON MO 63834-9645		
000005000.00000	ATTENTION REORG PERSHING	DONALDSON LUFKIN & JENRETTE	PERSHING LLC	1 PERSHING PLAZA 7TH FLOOR	JERSEY CITY NJ 07399	
000005000.00000	IRA FBO ROBERT D HEATH	PERSHING LLC AS CUSTODIAN	7024 UPPER YORK ROAD	NEW HOPE PA 18938-9516		
000005000.00000	VINCENT P MORRIS	SUSAN C MORRIS JT TEN	3640 LEXINGTON DRIVE	DOYLESTOWN PA 18902-5449		

EXHIBIT C PAGE 15

IN THE UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

In re: FREMONT GENERAL CORPORATION
Case no. 8:08-bk-13421

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
SENIOR NOTE HOLDERS
EXHIBIT F-A

SHARES	1ST LINE OF NAME & ADDRESS	2ND LINE OF NAME & ADDRESS	3RD LINE OF NAME & ADDRESS	4TH LINE OF NAME & ADDRESS	5TH LINE OF NAME & ADDRESS	6TH LINE OF NAME & ADDRESS
000004000.00000	CLARA LEE RESP INDV	FBO MATTISE LEE MAAREK ESA	TD AMERITRADE INC CUSTODIAN	11990 CHALON RD	LOS ANGELES CA 900491525	
000004000.00000	FMT CO CUST IRA	FBO DONALD TERRY KENDRICK MD	6298 W SARATOGA WAY	FLORENCE AZ 85232-8620		
000004000.00000	FBO NANCY SOLERO (BENE)	700 WEST 20TH STREET	WILMINGTON DE 19802-3813			
000003000.00000	FBO FRANCES HARRISON (BENE)	2694 TROON CIRCLE	COTTONWOOD HTS UT 84121-5652			
000003000.00000	FBO JENNIFER CONOVER (BENE)	2218 DEL MAR ROAD - #1	MONTROSE CA 91020-1526			
000003000.00000	ANDREW J DITTBERNER AND	LORI K DITTBERNER JTTEN	3329 #2 DOMAIN ST	ST CHARLES MO 63301		
000003000.00000	ROBERT B O'DONNELL JR	165 BISHOP ST	ATTLEBORO MA 02703-3216			
000003000.00000	DEBRA L WILEY	24 S MAIN ST	STOCKTON NJ 08559-2126			
000002000.00000	FMT CO CUST IRA ROLLOVER	FBO CAMELLIA M SOBERS	92 CREASE RD	BUDD LAKE NJ 07828-1002		
000002000.00000	A G EDWARDS & SONS C/F	DAVID MCGEE	IRA ACCOUNT	PO BOX 1447	LT EGG HARBOR NJ 08087-5447	
000002000.00000	SHARON C PURDY	IRA ETRADE CUSTODIAN	4681 MARBLEHEAD BAY DRIVE	OCEANSIDE CA 92057-4268		
000001000.00000	ROBERT S TODT	7 BERKLEY RD	SCOTIA NY 12302-4222			
000001000.00000	FMT CO CUST IRA ROLLOVER	FBO STEPHANIE E B LEVINE	76 GILBERT ST	MANSFIELD MA 02048-1706		
000001000.00000	CRAIG L GILLOOLY TTEE FOR THE	401KADMINISTRATORS.COM	401K PLAN (ROTH)2	1205 PROSPECT ST STE 400	LA JOLLA CA 92037-3613	

EXHIBIT 2 PAGE 140

In Re: FREMONT GENERAL CORPORATION Debtor, Case No. 08-13421 Entity # 1

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE TERM OF CONTRACT AND EFFECTIVE DATE.
1039993 - 10000039 ABERNATHY MACGREGOR Attn IAN D. CAMPBELL 707 WILSHIRE BLVD SUITE 3950 LOS ANGELES CA 90017	Type of Contract: SERVICE AGREEMENT
1039633 - 10000387 AETNA LIFE INSURANCE COMPANY OF HARTFORD CONNECTICUT Attn LISA HIRAKAMI 1200 W 7TH STREET, SUITE 500 LOS ANGELES CA 90017	Type of Contract: BENEFIT AGREEMENT Description: DENTAL
1039641 - 10000380 ANTHEM BLUE CROSS Attn KRISTEN WESLEY 801 S FIGUEROA 5TH FLOOR LOS ANGELES CA 90017	Type of Contract: BENEFIT AGREEMENT Description: MEDICAL
1039641 - 10000381 ANTHEM BLUE CROSS Attn KRISTEN WESLEY 801 S FIGUEROA 5TH FLOOR LOS ANGELES CA 90017	Type of Contract: BENEFIT AGREEMENT Description: MEDICAL
1039641 - 10000382 ANTHEM BLUE CROSS Attn KRISTEN WESLEY 801 S FIGUEROA 5TH FLOOR LOS ANGELES CA 90017	Type of Contract: BENEFIT AGREEMENT Description: MEDICAL
1036630 - 10000001 BAILEY, WAYNE R ADDRESS ON FILE	Type of Contract: INDEMNIFICATION AGREEMENT

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE TERM OF CONTRACT AND EFFECTIVE DATE.
1036630 - 10000028 BAILEY, WAYNE R ADDRESS ON FILE	Type of Contract: EMPLOYMENT AGREEMENT
1039989 - 10000014 BARNEY ROGER NORTHCOTE ADDRESS ON FILE	Type of Contract: INDEMNIFICATION AGREEMENT
1040006 - 10000040 BATE, PETERSON, DEACON, ZINN & YOUNG LLP Attn LINDA DEACON, ESQ. 888 SOUTH FIGUEROA ST. 15TH FLOOR LOS ANGELES CA 90017	Type of Contract: SERVICE AGREEMENT
1040016 - 10000041 BINGHAM MCCUTCHEN LLP Attn JAMES M. ROCKETT, ESQ. 3 EMBARCADERO CENTER SAN FRANCISCO CA 94111	Type of Contract: SERVICE AGREEMENT
1040035 - 10000092 BLOOMBERG LP 499 PARK AVENUE NEW YORK NY 10022	Type of Contract: SERVICE AGREEMENT
1040025 - 10000072 BOWNE Attn LINDA CAMRAS P.O. BOX 79358 CITY OF INDUSTRY CA 91716	Type of Contract: SERVICE AGREEMENT

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SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE TERM OF CONTRACT AND EFFECTIVE DATE.
1040004 - 10000074 BRIDGEWAY SOFTWARE, INC. 6575 WEST LOOP SOUTH 6575 WEST LOOP SOUTH 3RD FLOOR BELLAIRE TX 77401-3521	Type of Contract: SERVICE AGREEMENT
1040000 - 10000042 BUCHALTER NEMER Attn MIA S. BLACKLER, ESQ. 333 MARKET STREET 25TH FLOOR SAN FRANCISCO CA 94105-2126	Type of Contract: SERVICE AGREEMENT
1040001 - 10000043 BUCHALTER NEMER Attn KALLY AMAN, ESQ. 1000 WILSHIRE BOULEVARD SUITE 1500 LOS ANGELES CA 90017-2457	Type of Contract: SERVICE AGREEMENT
1042322 - 10000081 BUTTNER HAMMOCK & COMPANY, P.A. 4237 SALISBURY RD. SUITE 100, BLD. 1 JACKSONVILLE FL 32216	Type of Contract: SERVICE AGREEMENT
1040017 - 10000044 CALDWELL LESLIE & PROCTOR, LLP Attn MICHAEL J. PROCTOR, JR. 1000 WILSHIRE BOULEVARD SUITE 600 LOS ANGELES CA 90017	Type of Contract: SERVICE AGREEMENT
1039637 - 10000399 CERIDIAN BENEFIT SERVICES Attn JUANITA WILLIAMS 3201 34TH ST SOUTH ST PETERSBURG FL 33711	Type of Contract: BENEFIT AGREEMENT Description: COBRA ADMINISTRATION

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE TERM OF CONTRACT AND EFFECTIVE DATE.
1039636 - 10000398 CERIDIAN FSA SERVICES Attn JUANITA WILLIAMS 3201 34TH ST SOUTH ST PETERSBURG FL 33711	Type of Contract: BENEFIT AGREEMENT Description: FSA ADMINISTRATION
1035527 - 10000029 COLBURN, GWYNETH E ADDRESS ON FILE	Type of Contract: MANAGEMENT CONTINUITY AGREEMENT
1035144 - 10000002 DEPILLO, DAVID S ADDRESS ON FILE	Type of Contract: INDEMNIFICATION AGREEMENT
1035144 - 10000024 DEPILLO, DAVID S ADDRESS ON FILE	Type of Contract: EMPLOYMENT AGREEMENT
1035529 - 10000003 DEWEZ, BRIGITTE M ADDRESS ON FILE	Type of Contract: INDEMNIFICATION AGREEMENT
1042151 - 10000016 DICKINSON C. ROSS ADDRESS ON FILE	Type of Contract: INDEMNIFICATION AGREEMENT

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE TERM OF CONTRACT AND EFFECTIVE DATE.
1042273 - 10000090 DIRECT REPORT CORPORATION SHAREHOLDER.COM 12 CLOCK TOWER PLACE MAYNARD MA 01754	Type of Contract: SERVICE AGREEMENT
1040008 - 10000046 DYKEMA Attn RICHARD E. GOTTLIEB, ESQ. 10 SOUTH WACKER DRIVE SUITE 2300 CHICAGO IL 60606	Type of Contract: SERVICE AGREEMENT
1042274 - 10000091 E*TRADE FINANCIAL CORPORATE SERVICES 135 EAST 57TH STREET NEW YORK NY 10022	Type of Contract: SERVICE AGREEMENT
1039994 - 10000047 EPSTEIN BECKER & GREEN, P.C. Attn GEORGE T. CAPLAN, ESQ. 1925 CENTURY PARK EAST SUITE 500 LOS ANGELES CA 90067	Type of Contract: SERVICE AGREEMENT
1042326 - 10000089 EQUITY EDGE 671 NORTH GLEBE ROAD ARLINGTON VA 22203	Type of Contract: SERVICE AGREEMENT
1040015 - 10000048 ERNST & YOUNG, LLP Attn LINDA MCCALL RICHARD MAGNUSON 725 SOUTH FIGUEROA ST LOS ANGELES CA 90017	Type of Contract: SERVICE AGREEMENT

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE TERM OF CONTRACT AND EFFECTIVE DATE.
1036151 - 10000004 FAIGIN, ALAN ADDRESS ON FILE	Type of Contract: INDEMNIFICATION AGREEMENT
1036151 - 10000030 FAIGIN, ALAN ADDRESS ON FILE	Type of Contract: EMPLOYMENT AGREEMENT
1042863 - 10000407 FREMONT GENERAL CORPORATION Attn GENERAL COUNSEL 2727 E. IMPERIAL HIGHWAY BREA CA 92821-6713	Type of Contract: TAX ALLOCATION AGREEMENT
1039629 - 10000166 FREMONT INVESTMENT AND LOAN Attn ROCKE MACKE 2727 EAST IMPERIAL HIGHWAY BREA CA 92823	Type of Contract: SUBLEASE
1039629 - 10000406 FREMONT INVESTMENT AND LOAN Attn ROCKE MACKE 2727 EAST IMPERIAL HIGHWAY BREA CA 92823	Type of Contract: TAX ALLOCATION AGREEMENT
1035072 - 10000005 GORDON, STEPHEN H ADDRESS ON FILE	Type of Contract: INDEMNIFICATION AGREEMENT

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE TERM OF CONTRACT AND EFFECTIVE DATE.
1035072 - 10000023 GORDON, STEPHEN H ADDRESS ON FILE	Type of Contract: EMPLOYMENT AGREEMENT
1036152 - 10000031 HAUGE, MARILYN I ADDRESS ON FILE	Type of Contract: MANAGEMENT CONTINUITY AGREEMENT
1039627 - 10000208 HSBC BANK USA, N.A. Attn ROBERT A. CONRAD, VICE PRESIDENT 452 FIFTH AVENUE NEW YORK NY 10016	Type of Contract: INDENTURE AGREEMENT Description: 7.875% SENIOR NOTES
1039995 - 10000050 HUNTER'S GLEN FORD LTD. Attn GERALD J. FORD 200 CRESCENT COURT SUITE 1350 DALLAS TX 75201	Type of Contract: SERVICE AGREEMENT
1042323 - 10000082 IRELL & MANELLA, LLP Attn STEVEN MARENBERG, ESQ. 1800 AVENUE OF THE STARS SUITE 900 LOS ANGELES CA 90067	Type of Contract: SERVICE AGREEMENT
1040033 - 10000079 I-STAR FINANCIAL Attn CHIEF OPERATING OFFICER 1114 AVENUE OF THE AMERICAS NEW YORK NY 10036	Type of Contract: SERVICE AGREEMENT

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE TERM OF CONTRACT AND EFFECTIVE DATE.
1042324 - 10000083 IVIZE, LLC Attn MYRON JADWIN 2030 MAIN STREET SUITE 1500 IRVINE CA 92614	Type of Contract: SERVICE AGREEMENT
1042027 - 10000009 JOHN C. LORING ADDRESS ON FILE	Type of Contract: INDEMNIFICATION AGREEMENT
1038190 - 10000007 JOHNSON, MONIQUE ADDRESS ON FILE	Type of Contract: INDEMNIFICATION AGREEMENT
1039639 - 10000384 KAISER PERMANENTE Attn BETTY REID ELLIS 700 N. BRAND BLVD. STE. 950 GLENDALE CA 91203	Type of Contract: BENEFIT AGREEMENT Description: MEDICAL
1039639 - 10000385 KAISER PERMANENTE Attn BETTY REID ELLIS 700 N. BRAND BLVD. STE. 950 GLENDALE CA 91203	Type of Contract: BENEFIT AGREEMENT Description: MEDICAL
1040034 - 10000080 KATTEN MUCHIN ROSENMAN LLP Attn KENNETH JACOBSON 525 WEST MONROE ST. CHICAGO IL 60061-3693	Type of Contract: SERVICE AGREEMENT

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE TERM OF CONTRACT AND EFFECTIVE DATE.
1040009 - 10000051 KIRKPATRICK & LOCKHART PRESTON BATES ELLIS LLP Attn JONATHAN D. JAFFE, ESQ. 55 SECOND STREET SUITE 1700 SAN FRANCISCO CA 94105-3493	Type of Contract: SERVICE AGREEMENT
1037151 - 10000032 LAMB, PATRICK E ADDRESS ON FILE	Type of Contract: EMPLOYMENT AGREEMENT
1039996 - 10000052 LECG Attn WALTER MIX, III 550 SOUTH HOPE STREET SUITE 2150 LOS ANGELES CA 90071	Type of Contract: SERVICE AGREEMENT
1039642 - 10000386 MAGELLAN BEHAVIORAL HEALTH Attn MICHAEL JOSEPH 14100 MAGELLAN PLAZA MARYLAND HEIGHTS MO 63043	Type of Contract: BENEFIT AGREEMENT Description: EAP
1039853 - 10000019 MARK EDWARD SCHAFFER ADDRESS ON FILE	Type of Contract: INDEMNIFICATION AGREEMENT
1040012 - 10000053 MCCARTHY, LEBIT, CRYSTAL & LIFFMAN Attn DAVID SCHAEFFER, ESQ. 101 WEST PROSPECT AVENUE SUITE 1800 CLEVEAND OH 44115	Type of Contract: SERVICE AGREEMENT

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE TERM OF CONTRACT AND EFFECTIVE DATE.
1037152 - 10000011 MCINTYRE, JAMES A ADDRESS ON FILE	Type of Contract: INDEMNIFICATION AGREEMENT
1037152 - 10000033 MCINTYRE, JAMES A ADDRESS ON FILE	Type of Contract: EMPLOYMENT AGREEMENT
1040021 - 10000076 MELLON INVESTOR SERVICES LLC Attn GENERAL COUNSEL 480 WASHINGTON BOULEVARD JERSEY CITY NJ 7310	Type of Contract: SERVICE AGREEMENT
1040005 - 10000077 MELLON INVESTOR SERVICES LLC Attn CLIENT SERVICE MANAGER 400 S. HOPE STREET 4TH FLOOR LOS ANGELES CA 90071	Type of Contract: SERVICE AGREEMENT
1039999 - 10000078 MELLON INVESTOR SERVICES LLC Attn LEGAL DEPARTMENT OVERPECK CENTRE 85 CHALLENGER ROAD RIDGEFIELD PARK NJ 07660	Type of Contract: SERVICE AGREEMENT
1039638 - 10000200 MERRILL LYNCH Attn KARIN J. TOMLINSON THE RETIREMENT GROUP AT MERRILL LYNCH 10375 PARK MEADOWS DRIVE SUITE 600 LITTLETON CO 80124	Type of Contract: TRUST AGREEMENT Description: FREMONT GENERAL CORPORATION INVESTMENT INCENTIVE PROGRAM

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE TERM OF CONTRACT AND EFFECTIVE DATE.
1039638 - 10000201 MERRILL LYNCH Attn KARIN J. TOMLINSON THE RETIREMENT GROUP AT MERRILL LYNCH 10375 PARK MEADOWS DRIVE SUITE 600 LITTLETON CO 80124	Type of Contract: TRUST AGREEMENT Description: FREMONT GENERAL CORPORATION EMPLOYEE STOCK OWNERSHIP PLAN
1039638 - 10000202 MERRILL LYNCH Attn KARIN J. TOMLINSON THE RETIREMENT GROUP AT MERRILL LYNCH 10375 PARK MEADOWS DRIVE SUITE 600 LITTLETON CO 80124	Type of Contract: TRUST AGREEMENT Description: FREMONT GENERAL CORPORATION SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN
1039638 - 10000203 MERRILL LYNCH Attn KARIN J. TOMLINSON THE RETIREMENT GROUP AT MERRILL LYNCH 10375 PARK MEADOWS DRIVE SUITE 600 LITTLETON CO 80124	Type of Contract: TRUST AGREEMENT Description: FREMONT GENERAL CORPORATION SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN II
1039638 - 10000204 MERRILL LYNCH Attn KARIN J. TOMLINSON THE RETIREMENT GROUP AT MERRILL LYNCH 10375 PARK MEADOWS DRIVE SUITE 600 LITTLETON CO 80124	Type of Contract: TRUST AGREEMENT Description: FREMONT GENERAL CORPORATION 2003 EXCESS BENEFIT PLAN
1039638 - 10000205 MERRILL LYNCH Attn KARIN J. TOMLINSON THE RETIREMENT GROUP AT MERRILL LYNCH 10375 PARK MEADOWS DRIVE SUITE 600 LITTLETON CO 80124	Type of Contract: TRUST AGREEMENT Description: FREMONT GENERAL CORPORATION EMPLOYEE BENEFITS TRUST
1039638 - 10000400 MERRILL LYNCH Attn KARIN J. TOMLINSON THE RETIREMENT GROUP AT MERRILL LYNCH 10375 PARK MEADOWS DRIVE SUITE 600 LITTLETON CO 80124	Type of Contract: BENEFIT AGREEMENT Description: 401K

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE TERM OF CONTRACT AND EFFECTIVE DATE.
1039638 - 10000401 MERRILL LYNCH Attn KARIN J. TOMLINSON THE RETIREMENT GROUP AT MERRILL LYNCH 10375 PARK MEADOWS DRIVE SUITE 600 LITTLETON CO 80124	Type of Contract: BENEFIT AGREEMENT Description: ESOP
1039638 - 10000402 MERRILL LYNCH Attn KARIN J. TOMLINSON THE RETIREMENT GROUP AT MERRILL LYNCH 10375 PARK MEADOWS DRIVE SUITE 600 LITTLETON CO 80124	Type of Contract: BENEFIT AGREEMENT Description: SERP
1039638 - 10000403 MERRILL LYNCH Attn KARIN J. TOMLINSON THE RETIREMENT GROUP AT MERRILL LYNCH 10375 PARK MEADOWS DRIVE SUITE 600 LITTLETON CO 80124	Type of Contract: BENEFIT AGREEMENT Description: SERP II
1039638 - 10000404 MERRILL LYNCH Attn KARIN J. TOMLINSON THE RETIREMENT GROUP AT MERRILL LYNCH 10375 PARK MEADOWS DRIVE SUITE 600 LITTLETON CO 80124	Type of Contract: BENEFIT AGREEMENT Description: EBP
1039638 - 10000405 MERRILL LYNCH Attn KARIN J. TOMLINSON THE RETIREMENT GROUP AT MERRILL LYNCH 10375 PARK MEADOWS DRIVE SUITE 600 LITTLETON CO 80124	Type of Contract: BENEFIT AGREEMENT Description: GSOP
1039643 - 10000394 METLIFE INSURANCE COMPANY Attn SUE DOERING 190 CARONDELET PLAZA ST. LOUIS MO 63105	Type of Contract: BENEFIT AGREEMENT Description: GROUP UNIVERSAL LIFE, DEPENDENT LIFE SPOUSE/CHILD

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE TERM OF CONTRACT AND EFFECTIVE DATE.
1036632 - 10000012 MEYERS, RAYMOND G ADDRESS ON FILE	Type of Contract: INDEMNIFICATION AGREEMENT
1036632 - 10000034 MEYERS, RAYMOND G ADDRESS ON FILE	Type of Contract: EMPLOYMENT AGREEMENT
1040027 - 10000054 MORGAN LEWIS & BOCKIUS, LLP Attn PAUL A. RICHLER, ESQ. 300 S. GRAND AVENUE SUITE 2200 LOS ANGELES CA 90071	Type of Contract: SERVICE AGREEMENT
1036564 - 10000013 NICOLAS JR, RONALD J ADDRESS ON FILE	Type of Contract: INDEMNIFICATION AGREEMENT
1036564 - 10000035 NICOLAS JR, RONALD J ADDRESS ON FILE	Type of Contract: EMPLOYMENT AGREEMENT
1042321 - 10000084 OLIVER & WYMAN Attn CHARLES L. MCCLENAHAN 10 SOUTH WACKER DRIVE SUITE 1700 CHICAGO IL 60606	Type of Contract: SERVICE AGREEMENT

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE TERM OF CONTRACT AND EFFECTIVE DATE.
1040010 - 10000055 O'MELVENY & MYERS LLP Attn GARY TELL, ESQ. 1625 EYE STREET, NW WASHINGTON DC 20006	Type of Contract: SERVICE AGREEMENT
1040028 - 10000056 O'MELVENY & MYERS LLP Attn MATTHEW EASTUS, ESQ. 400 S. HOPE STREET LOS ANGELES CA 90071	Type of Contract: SERVICE AGREEMENT
1040018 - 10000057 PACHULSKI STANG ZIEHL & JONES LLP Attn IAIN NASATIR, ESQ. 10100 SANTA MONICA BLVD 11TH FLOOR LOS ANGELES CA 90067	Type of Contract: SERVICE AGREEMENT
1040020 - 10000073 PR NEWSWIRE ASSOCIATION LLC. Attn BEN ESFANDI GPO 5897 NEW YORK NY 10087-5897	Type of Contract: SERVICE AGREEMENT
1040030 - 10000061 PROMONTORY FINANCIAL GROUP, LLC Attn KONRAD ALT ONE EMBARCADERO CENTER SUITE 3840, 301 CLAY STREET SAN FRANCISCO CA 94111	Type of Contract: SERVICE AGREEMENT
1036633 - 10000015 RAMPINO, LOUIS J ADDRESS ON FILE	Type of Contract: INDEMNIFICATION AGREEMENT

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE TERM OF CONTRACT AND EFFECTIVE DATE.
1036633 - 10000036 RAMPINO, LOUIS J ADDRESS ON FILE	Type of Contract: EMPLOYMENT AGREEMENT
1042318 - 10000085 RIVERS RE RESOLUTIONS, LLC Attn TIMOTHY C. RIVERS 14 HOPKINSON COURT BASKING RIDGE NJ 7920	Type of Contract: SERVICE AGREEMENT
1041993 - 10000008 ROBERT F. LEWIS ADDRESS ON FILE	Type of Contract: INDEMNIFICATION AGREEMENT
1039958 - 10000020 ROBERT JAMES SHACKLETON ADDRESS ON FILE	Type of Contract: INDEMNIFICATION AGREEMENT
1035556 - 10000017 ROYER, DONALD E ADDRESS ON FILE	Type of Contract: INDEMNIFICATION AGREEMENT
1035556 - 10000025 ROYER, DONALD E ADDRESS ON FILE	Type of Contract: EMPLOYMENT AGREEMENT

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE TERM OF CONTRACT AND EFFECTIVE DATE.
1041982 - 10000010 RUSSELL K. MAYERFELD ADDRESS ON FILE	Type of Contract: INDEMNIFICATION AGREEMENT
1035145 - 10000018 SANCHEZ, RICHARD A ADDRESS ON FILE	Type of Contract: INDEMNIFICATION AGREEMENT
1035145 - 10000026 SANCHEZ, RICHARD A ADDRESS ON FILE	Type of Contract: EMPLOYMENT AGREEMENT
1040013 - 10000062 SANDLER O'NEILL & PARTNERS, L.P. Attn JOHN W. ZIEGLER 919 THIRD AVE 6TH FLOOR NEW YORK NY 10022	Type of Contract: SERVICE AGREEMENT
1039998 - 10000063 SANDLER O'NEILL & PARTNERS, L.P. Attn JOHN DOYLE 919 THIRD AVE 6TH FLOOR NEW YORK NY 10022	Type of Contract: SERVICE AGREEMENT
1040032 - 10000075 SCARPELLO & HUSS, LTD., Attn BANK OF AMERICA CENTER BANK OF AMERICA CENTER 600 E. WILLIAM STREET SUITE 300 CARSON CITY NV 89701-4052	Type of Contract: SERVICE AGREEMENT

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE TERM OF CONTRACT AND EFFECTIVE DATE.
1040003 - 10000071 SHARHOLDER.COM P.O. BOX 757502 PHILADELPHIA PA 19175	Type of Contract: SERVICE AGREEMENT
1042325 - 10000086 SHERMAN & HOWARD, LLC Attn TOBIN KERN, ESQ. 633 SEVENTEENTH STREET SUITE 3000 DENVER CO 80202	Type of Contract: SERVICE AGREEMENT
1042320 - 10000087 SHIPMAN & GOODWIN, LLP Attn R. MICHAEL MEO, JR. 300 ATLANTIC STREET STAMFORD CT 6901	Type of Contract: SERVICE AGREEMENT
1040002 - 10000064 SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP Attn JIM CARROLL, ESQ. ONE BEACON STREET BOSTON MA 02108	Type of Contract: SERVICE AGREEMENT
1040031 - 10000065 SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP Attn ANDREW SANDLER, ESQ. 1440 NEW YORK AVENUE, N.W. WASHINGTON DC 20005	Type of Contract: SERVICE AGREEMENT
1040022 - 10000066 SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP Attn SUSAN SALTZSTEIN, ESQ. FOUR TIMES SQUARE NEW YORK NY 10039	Type of Contract: SERVICE AGREEMENT

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE TERM OF CONTRACT AND EFFECTIVE DATE.
1040023 - 10000067 SQUAR, MILNER, PETERSON, MIRANDA & WILLIAMSON LLP Attn ADAM BULLOCK, CPA 4100 NEWPORT PLACE DRIVE THIRD FLOOR NEWPORT BEACH CA 92660	Type of Contract: SERVICE AGREEMENT
1037153 - 10000021 STUEDLI, THEA K ADDRESS ON FILE	Type of Contract: INDEMNIFICATION AGREEMENT
1037153 - 10000027 STUEDLI, THEA K ADDRESS ON FILE	Type of Contract: EMPLOYMENT AGREEMENT
1039440 - 10000408 TENNENBAUM MULTI-STRATEGY MASTER FUND - NON-FLIP 2951 28TH STREET SUITE 1100 SANTA MONICA CA 90405-2961	Type of Contract: FORBEARANCE AGREEMENT
1042238 - 10000006 THOMAS W. HAYES ADDRESS ON FILE	Type of Contract: INDEMNIFICATION AGREEMENT
1040014 - 10000070 THOMSON REUTERS Attn SCOTT DALEY 195 BROADWAY 7TH FLOOR NEW YORK NY 10007	Type of Contract: SERVICE AGREEMENT

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE TERM OF CONTRACT AND EFFECTIVE DATE.
1040036 - 10000093 TOWERS PERRIN 2010 MAIN STREET SUITE 1050 IRVINE CA 92614	Type of Contract: SERVICE AGREEMENT
1039630 - 10000167 TRANSWESTERN Attn JONATHAN LARSEN 707 WILSHIRE BLVD. SUITE 4300 LOS ANGELES CA 90017	Type of Contract: BROKERAGE SUBLEASE
1039640 - 10000389 UNICARE LIFE & HEALTH INSURANCE Attn AGNES ALTOUNIAN 801 S. FIGUEROA STREET, 5TH FLOOR LOS ANGELES CA 90017	Type of Contract: BENEFIT AGREEMENT Description: LIFE
1039640 - 10000390 UNICARE LIFE & HEALTH INSURANCE Attn AGNES ALTOUNIAN 801 S. FIGUEROA STREET, 5TH FLOOR LOS ANGELES CA 90017	Type of Contract: BENEFIT AGREEMENT Description: AD&D
1039640 - 10000391 UNICARE LIFE & HEALTH INSURANCE Attn AGNES ALTOUNIAN 801 S. FIGUEROA STREET, 5TH FLOOR LOS ANGELES CA 90017	Type of Contract: BENEFIT AGREEMENT Description: VOLUNTARY LIFE
1039640 - 10000392 UNICARE LIFE & HEALTH INSURANCE Attn AGNES ALTOUNIAN 801 S. FIGUEROA STREET, 5TH FLOOR LOS ANGELES CA 90017	Type of Contract: BENEFIT AGREEMENT Description: VOLUNTARY ADD

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE TERM OF CONTRACT AND EFFECTIVE DATE.
1039640 - 10000393 UNICARE LIFE & HEALTH INSURANCE Attn AGNES ALTOUNIAN 801 S. FIGUEROA STREET, 5TH FLOOR LOS ANGELES CA 90017	Type of Contract: BENEFIT AGREEMENT Description: DEPENDENT LIFE
1039635 - 10000383 UNITED HEALTHCARE SELECT Attn KARA WILLIAMS 10700 VALLEY VIEW STREET CA107-0179 CYPRESS CA 90630	Type of Contract: BENEFIT AGREEMENT Description: MEDICAL
1039634 - 10000395 UNUM LIFE INSURANCE CO. Attn SANDY KENNEDY-BAUTISTA 101 NORTH BRAND BLVD. STE 900 GLENDALE CA 91203-2621	Type of Contract: BENEFIT AGREEMENT Description: LTD
1039645 - 10000396 UNUM LIFE INSURANCE CO. Attn SANDY KENNEDY-BAUTISTA 101 NORTH BRAND BLVD. STE 900 GLENDALE CA 91203-2621	Type of Contract: BENEFIT AGREEMENT Description: LTC
1039646 - 10000397 UNUM PROVIDENT Attn SANDY KENNEDY-BAUTISTA 102 NORTH BRAND BLVD. STE 900 GLENDALE CA 91203-2622	Type of Contract: BENEFIT AGREEMENT Description: FMLA/STD
1039644 - 10000388 VISION SERVICE PLAN Attn RENEE SALVADOR 3333 QUALITY DRIVE RANCHO CORDOVA CA 90802-4519	Type of Contract: BENEFIT AGREEMENT Description: VISION

EXHIBIT 2 PAGE 146

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE TERM OF CONTRACT AND EFFECTIVE DATE.
1035565 - 10000037 WALKER, KYLE R ADDRESS ON FILE	Type of Contract: MANAGEMENT CONTINUITY AGREEMENT
1042898 - 10000210 WATER GARDEN COMPANY LLC C/O TRAMMELL CROW SERVICES, INC. 2425 OLYMPIC BLVD SUITE 520 EAST SANTA MONICA CA 90404	Type of Contract: LEASE
1042970 - 10000206 WELLS FARGO BANK, NATIONAL ASSOCIATION Attn JAMES R. LEWIS CORPORATE TRUST SERVICES 45 BROADWAY - 14TH FLOOR NEW YORK NY 10006	Type of Contract: AMENDED AND RESTATED DECLARATION OF TRUST Description: FREMONT GENERAL FINANCING I
1042970 - 10000207 WELLS FARGO BANK, NATIONAL ASSOCIATION Attn JAMES R. LEWIS CORPORATE TRUST SERVICES 45 BROADWAY - 14TH FLOOR NEW YORK NY 10006	Type of Contract: INDENTURE AGREEMENT Description: 9% JUNIOR SUBORDINATED DEBENTURES
1042972 - 10000418 WELLS FARGO DELAWARE TRUST COMPANY, A DELAWARE CORPORATION Attn CORPORATE TRUST SERVICES (MAC N2722-160) 919 NORTH MARKET STREET SUITE 1600 WILMINGTON DE 19801	Type of Contract: AMENDED AND RESTATED DECLARATION OF TRUST Description: FREMONT GENERAL FINANCING I
1040019 - 10000069 WILLENKEN WILSON LOH & LIEB LLP Attn MICHAEL C. LIEB, ESQ. 707 WILSHIRE BOULEVARD SUITE 3850 LOS ANGELES CA 90017	Type of Contract: SERVICE AGREEMENT

EXHIBIT 2 PAGE 141

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE TERM OF CONTRACT AND EFFECTIVE DATE.
1042319 - 10000088 WOOLLS & PEER Attn GREG SHER, ESQ. ONE WILSHIRE BLVD. 22ND FLOOR LOS ANGELES CA 90017	Type of Contract: SERVICE AGREEMENT

EXHIBIT 2 PAGE 148

In Re: FREMONT GENERAL CORPORATION Debtor, Case 08-13421

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co signers. In community property states, a married debtor not filing a joint case should report the name and address of the nondebtor spouse on this schedule. Include all names used by the nondebtor spouse during the six years immediately preceding the commencement of this case.

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
FREMONT GENERAL FINANCING I	THE CHASE MANHATTAN BANK N.A. c/o WELLS FARGO BANK, N.A. AS SUCCESSOR TRUSTEE CORPORATE TRUST SERVICES 45 BROADWAY - 14TH FLOOR NEW YORK, NY 10006

UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

In re	Chapter 11
FREMONT GENERAL CORPORATION,	Case No. 8:08-bk-13421
DEBTOR.	

DECLARATION CONCERNING DEBTOR'S SCHEDULES

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

I, Executive Vice President and Chief Financial Officer of Fremont General Corporation, named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 61 sheets, and that they are true and correct to the best of my knowledge, information and belief.

Date: July 3, 2008 Signature Thea Stuedli

Print Name Thea K. Stuedli

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.

IN THE UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

In re:	
FREMONT GENERAL CORPORATION,	Chapter 11
Debtors.	Case No. 8:08-bk-13421

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.

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IN THE UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

In re: FREMONT GENERAL CORPORATION,
Case No. 8:08-bk-13421

1. Income from Employment or Operation of Business

None ☐

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.)

AMOUNT	PERIOD	SOURCE (if more than one)
$455,946	**January 1, 2008 to June 18, 2008 (unaudited)**	**Income Statement (year-to-date)**
$2,488,852	**January 1, 2007 to December 31, 2007 (unaudited)**	**2007 Income Statement**
$3,094,591	**January 1, 2006 to December 31, 2006**	**2006 Income Statement**

IN THE UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

In re: FREMONT GENERAL CORPORATION,
Case No. 8:08-bk-13421

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, or 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.)

None ☐

PERIOD	SOURCE	AMOUNT
January 1, 2008 to June 18, 2008 (unaudited)	Non-interest Income	$547,515
January 1, 2007 to December 31, 2007 (unaudited)	None	None
January 1, 2006 to December 31, 2006	Non-interest Income	$581,422

IN THE UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

In re: FREMONT GENERAL CORPORATION,
Case No. 8:08-bk-13421

3. Payments to Creditors

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

a.

None ☑

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 if the aggregate value of all property that constitutes or is affected by such transfer is not 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 creditor 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.)

NAME & ADDRESS OF CREDITOR	DATE OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING

IN THE UNITED STATES BANKRUPTCY COURT
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In re: FREMONT GENERAL CORPORATION,
Case No. 8:08-bk-13421

3. Payments to Creditors

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 this case if the aggregate value of all property that constitutes or is affected by such transfer is not less that $5,475. (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.)

NAME & ADDRESS OF CREDITOR	DATE OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
See attached Exhibit 3-B			

IN THE UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

In re: FREMONT GENERAL CORPORATION,
Case No. 8:08-bk-13421

3. Payments to Creditors

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 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.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
See attached Exhibit 3-C			

IN THE UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

In re: FREMONT GENERAL CORPORATION,
Case No. 8:08-bk-13421

4. Suits and administrative proceedings, Executions, Garnishments and Attachments

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.)

None ☐

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
See attached Exhibit 4-A			

IN THE UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

In re: FREMONT GENERAL CORPORATION,
Case No. 8:08-bk-13421

4. Suits, Executions, Garnishments and Attachments

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.)

None ☐

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
State insurance commissioner as receiver for an affiliate of the Debtor attempted the seizure of proceeds of sale of Debtor's art. At present, the proceeds are held in escrow (see schedule B, Question 2). In Debtor's opinion, the art and its proceeds were not "seized" and thus no judicial lien has attached.		

IN THE UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

In re: FREMONT GENERAL CORPORATION,
Case No. 8:08-bk-13421

5. Repossession, 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.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE, SALE, TRANSFER, OR RETURN	DESCRIPTION AND VALUE OF PROPERTY

IN THE UNITED STATES BANKRUPTCY COURT
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6. Assignments and Receiverships

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.)

None ☑

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT

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.)

☑ None

NAME AND ADDRESSES OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE AND NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY

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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.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
WESTSIDE FOOD BANK 1710 22ND ST SANTA MONICA, CA 90404	Unknown	9/1/2007	$5,000.00
LIONS CLUB OF SANTA MONICA PO BOX 246 SANTA MONICA, CA 90406	Unknown	9/1/2007	$500.00
SOCIAL & ENVIRONMENTAL ENTERPRISES C/O JAYO FOUNDATION 3509 S. PURDUE AVE. LOS ANGELES, CA 90066	Unknown	9/1/2007	$1,500.00
SANTA MONICA FIREFIGHTERS 2118 WILSHIRE BLVD, BOX 544 SANTA MONICA, CA 90403	Unknown	10/3/2007	$5,000.00
REVLON RUN/WALK FOR WOMEN C/O THE DAVIS GROUP 400 CONTINENTAL BLVD SUITE 275 EL SEGUNDO, CA 90245-5065	Unknown	4/25/2007	$2,000.00
BRIGHAM YOUNG UNIVERSITY PROVO, UT 84602	Unknown	June-07	$208.33
		July-07	$208.33
		August-07	$208.33
		September-07	$208.33
		October-07	$208.33
		November-07	$208.33
		December-07	$208.33
BOY SCOUTS OF AMERICA PO BOX 7338 LONG BEACH, CA 90807	Unknown	June-07	$166.67
		July-07	$166.67
		August-07	$166.67
		September-07	$166.67
		October-07	$166.67
		November-07	$166.67
		December-07	$166.67
AYSO REGION 678	Unknown	June-07	$208.33
		July-07	$208.33
		August-07	$208.33
		September-07	$208.33
		October-07	$208.33
		November-07	$208.33
		December-07	$208.33
		TOTAL	$18,083.31

IN THE UNITED STATES BANKRUPTCY COURT
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In re: FREMONT GENERAL CORPORATION,
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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.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND IF LOSS WAS RECOVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS

IN THE UNITED STATES BANKRUPTCY COURT
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In re: FREMONT GENERAL CORPORATION,
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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.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
FTI Consulting, LLC 2001 Ross Avenue Suite 300 Dallas, TX 75201	5/28/2008	$200,000
FTI Consulting, LLC 2001 Ross Avenue Suite 300 Dallas, TX 75201	6/16/2008	$84,342
FTI Consulting, LLC 2001 Ross Avenue Suite 300 Dallas, TX 75201	6/17/2008	$300,000
FTI Consulting, LLC 2001 Ross Avenue Suite 300 Dallas, TX 75201	6/18/2008	$364,910
Patton Boggs LLP 2001 Ross Avenue Suite 3000 Dallas, TX 75201-8001	Various	$590,438
Kurtzman Carson Consultants LLC 2335 Alaska Ave El Segundo, CA 90245	6/17/2008	$50,000
Stutman, Treister & Glatt, P.C. 1901 Avenue of the Stars 12th Floor Los Angeles, CA 90067	06/12/08	$26,974.00
Stutman, Treister & Glatt, P.C. 1901 Avenue of the Stars 12th Floor Los Angeles, CA 90067	06/17/08	$200,000.00
Stutman, Treister & Glatt, P.C. 1901 Avenue of the Stars 12th Floor Los Angeles, CA 90067	06/18/08	$168,573.50
Stutman, Treister & Glatt, P.C. 1901 Avenue of the Stars 12th Floor Los Angeles, CA 90067	04/24/08	$75,000.00
	Total	$2,060,237

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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.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED

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.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY

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11. Closed Financial Accounts

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.

None ☐

NAME AND ADDRESS OF INSTITUTION	TYPE AND NUMBER OF ACCOUNT AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
Wells Fargo Bank, N.A. P.O. Box 63020 San Francisco, CA 94163	***Name:*** FGC Employee Benefits Plans ***Type:*** Demand Deposit Account ***Number:*** XXXX-XX1331 ***Balance:*** $0.00	6/12/2008
Wells Fargo Institutional Securities, LLC 608 Second Avenue South Minneapolis, MN 55479	***Name:*** Fremont General Corporation Eurodollar Account ***Type:*** Eurodollar Demand Deposit Account ***Number:*** XXXX6922 ***Balance:*** $0.00	6/13/2008

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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

NAME AND ADDRESSES OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY

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In re: FREMONT GENERAL CORPORATION,
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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.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF

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14. Property Held for Another Person

None ☐ List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
To the extent applicable see supplement to Schedule B, Question 12 with respect to FIL Funds held in trust by Merrill Lynch for benefit of FIL (FIL would be the owner).		

IN THE UNITED STATES BANKRUPTCY COURT
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15. Prior Address of Debtor

None ☐ If the 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	DATE OF OCCUPANCY
2425 Olympic Boulevard Suite 300 Santa Monica, California 90404	Fremont General Corporation	From October 1, 2004 to February 1, 2008.

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In re: FREMONT GENERAL CORPORATION,
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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

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.

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:

None ☑

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW

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

None ☑

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW

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

None ☑

NAME AND ADDRESS OF GOVERNNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION

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In re: FREMONT GENERAL CORPORATION,
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18. Nature, Location and Name of Business

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.

None ☐ 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	TAXPAYER I.D. NO. (EIN)	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES OF OPERATION
Fremont General Credit Corp	95-4634484	2727 E. Imperial Highway Brea, CA 92821	A holding company for financial services, it holds all or substantially all the common stock of Fremont Investment & Loan, a California industrial bank.	Debtor held interest in this business entity all six prior years.
Fremont Aviation Services Corporation	95-2996854	9301 Wilshire Blvd., Suite 100 Beverly Hills, CA 90210	A general purpose corporation.	Debtor held interest in this business entity all six prior years.
Fremont Compensation Insurance Group	95-4052781	2727 E. Imperial Highway Brea, CA 92821	A holding company for insurance operations.	Debtor held interest in this business entity all six prior years, however insurance business was discontinued in 2002 and placed in liquidation by the California Insurance Commissioner in 2003.
Fremont General Financing I		Wells Fargo Bank, National Association Corporate Trust Services 45 Broadway - 14th Floor New York, New York 10006	Hold subordinate debenture issued by Debtor.	Debtor held interest in this business entity all six prior years.

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

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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.

NAME AND ADDRESS	DATES SERVICES RENDERED
Thea Stuedli 2727 East Imperial Highway Brea, CA 92821	November 10, 2007 to present
Ronald J. Nicolas, Jr. 2727 East Imperial Highway Brea, CA 92821	July 11, 2007 to November 9, 2007
Patrick E. Lamb 2727 East Imperial Highway Brea, CA 92821	May 20, 2004 to July 9, 2007

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19. Books, Records and Financial Statements

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

NAME AND ADDRESS	DATES SERVICES RENDERED
Squar, Milner, Peterson, Miranda & Williamson, LLP 4100 Newport Place Drive, 3rd Floor Newport Beach, CA 92660	April 24, 2007 to present
Grant Thornton LLP 18400 Von Karmen, Suite 700 Irvine, CA 92612	July 2006 to April 24, 2007
Ernst & Young 725 S. Figueroa St. Los Angeles, CA 90017	1977 to July 2006

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19. Books, Records and Financial Statements

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

NAME	ADDRESS
Thea Stuedli	2727 East Imperial Highway Brea, California 92821
Squar, Milner, Peterson, Miranda & Williamson, LLP	4100 Newport Place Drive, 3rd Floor Newport Beach, CA 92660

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19. Books, Records and Financial Statements

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

The Debtor and its non-filing affiliates provided financial statements in the ordinary course of business, and in compliance with federal securities laws and other regulations, to various entities, such as federal and state bank regulatory authorities. Pursuant to the requirements of the Securities Exchange Act of 1934, Fremont General Corporation prepared and filed with the Securities and Exchange Commission (the "SEC") Form 8-K Special Reports, Form 10-Q Quarterly Reports and Form 10-K Annual Reports (collectively, the "SEC Filings") on a consolidated basis. The SEC filings contain financial information relating to Fremont General Corporation and its respective subsidiaries and affiliates. Because the SEC Filings are of public record, Fremont General Corporation does not maintain records of the parties who requested or obtained copies of same from public sources or otherwise.

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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

None ☑ b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS

IN THE UNITED STATES BANKRUPTCY COURT
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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 or equity securities of the corporation.

OFFICER'S NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Stephen H. Gordon 2727 East Imperial Highway Brea, California 92821	Chairman of the Board and CEO	0%
David S. DePillo 2727 East Imperial Highway Brea, California 92821	Vice Chairman and President	0%
Richard A. Sanchez 2727 East Imperial Highway Brea, California 92821	Director, Executive Vice President and Chief Administrative Officer	0%
Donald E. Royer 2727 East Imperial Highway Brea, California 92821	Executive Vice President and General Counsel	0%
Thea K. Stuedli 2727 East Imperial Highway Brea, California 92821	Executive Vice President and Chief Financial Officer	0%
John C. Loring 2727 East Imperial Highway Brea, California 92821	Independent Non-Executive Director	102,000 shares or .0012%
Barney R. Northcote 2727 East Imperial Highway Brea, California 92821	Independent Non-Executive Director	0%
Mark E. Schaffer 2727 East Imperial Highway Brea, California 92821	Independent Non-Executive Director	0%
Robert J. Shackleton 2727 East Imperial Highway Brea, California 92821	Independent Non-Executive Director	10,000 shares or .0001%
James A. McIntyre 2727 East Imperial Highway Brea, California 92821	Former Chairman	8,464,716 shares or 10.308%
Terrin Enssle 2727 East Imperial Highway Brea, California 92821	Treasurer	0%
Leanne Matthews 2727 East Imperial Highway Brea, California 92821	Senior Vice President, Director of Internal Audit and Chief Risk Officer	0%
Brigitte M. Dewez 2727 East Imperial Highway Brea, California 92821	Vice President and Secretary	0%
David N. Brody 2727 East Imperial Highway Brea, California 92821	Assistant Secretary	0%
Bruce Hurwitz 2727 East Imperial Highway Brea, California 92821	Assistant Secretary	0%

Footnote: The Debtor has included officers whose function is ministerial (such as recording minutes of board meetings) rather than policy-making.

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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.

NAME	ADDRESS	DATE OF WITHDRAWAL

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.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
James A. McIntyre 2727 East Imperial Highway Brea, California 92821	Chairman of the Board [1] Director [2]	November 9, 2007 January 8, 2008
Louis J. Rampino 2727 East Imperial Highway Brea, California 92821	Director, President & CEO	November 9, 2007
Wayne R. Bailey 2727 East Imperial Highway Brea, California 92821	Director, Executive Vice President & COO	November 9, 2007
Alan W. Faigin 2727 East Imperial Highway Brea, California 92821	Senior Vice President, General Counsel, Secretary and CLO	March 12, 2008
Patrick E. Lamb 2727 East Imperial Highway Brea, California 92821	Senior Vice President, Treasurer, CFO and CAO	July 9, 2007
Ronald J. Nicolas, Jr. 2727 East Imperial Highway Brea, California 92821	Senior Vice President, Treasurer, CFO & CAO	March 7, 2008
Raymond G. Meyers 2727 East Imperial Highway Brea, California 92821	Senior Vice President and Chief Administrative Officer	January 10, 2008
Monique Johnson 2727 East Imperial Highway Brea, California 92821	Senior Vice President and Chief Internal Auditor	February 19, 2008
Marilyn I. Hauge 2727 East Imperial Highway Brea, California 92821	Vice President & Assistant Secretary	September 14, 2007

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.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
Thomas W. Hayes 2727 East Imperial Highway Brea, California 92821	Independent Non-Executive Director	January 8, 2008
Robert F. Lewis 2727 East Imperial Highway Brea, California 92821	Independent Non-Executive Director	January 8, 2008
Russell K. Mayerfeld 2727 East Imperial Highway Brea, California 92821	Independent Non-Executive Director	January 8, 2008
Dickinson C. Ross 2727 East Imperial Highway Brea, California 92821	Independent Non-Executive Director	January 8, 2008

Footnotes:

[1] Chairman of the Board until November 9, 2007.

[2] Director of the Company until January 8, 2008.

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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.

NAME AND ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OR PROPERTY
See attached Exhibit 23		

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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.

NAME OF PARENT CORPORATION	FEDERAL TAX ID NUMBER (EIN)	CONSOLIDATED GROUP
Fremont General Corporation	95-2815260	

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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.

NAME OF PENSION FUND	FEDERAL TAX ID NUMBER
Fremont General Corporation and Affiliated Companies Investment Incentive Plan (Plan number 003)	95-2815260
Fremont General Corporation Employee Stock Ownership Plan (Plan number 005)	95-2815260
Fremont General Corporation Supplemental Executive Retirement Plan	95-2815260
Fremont General Corporation Supplemental Executive Retirement Plan II	95-2815260
Fremont General Corporation 2003 Excess Benefit Plan	95-2815260
Fremont General Corporation Employee Benefits Trust	95-2815260

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PRIMARILY NON CONSUMER DEBTS

NAME OF CREDITOR	DATE OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS
ABERNATHY MACGREGOR GROUP INC	05/01/08	$ 12,411.42
ABERNATHY MACGREGOR GROUP INC	05/19/08	$ 10,453.28
ABERNATHY MACGREGOR GROUP INC	06/17/08	$ 22,414.63
ADP INC	3/27/08	$ 610,301.62
ADP INC	4/1/08	$ 345,991.00
ADP INC	4/3/08	$ 38,618.56
ADP INC	4/10/08	$ 693,343.11
ADP INC	4/14/08	$ 10,257.74
ADP INC	4/24/08	$ 559,518.06
ADP INC	4/28/08	$ 73,305.10
ADP INC	5/7/08	$ 522,154.82
ADP INC	05/09/08	$ 28,143.99
ADP INC	5/13/08	$ 64,145.69
ADP INC	05/14/08	$ 9,381.33
ADP INC	5/22/08	$ 12,636.84
AERLEX LAW GROUP	05/01/08	$ 5,000.00
AETNA LIFE INSURANCE	4/11/08	$ 49,230.69
AETNA LIFE INSURANCE	05/29/08	$ 46,538.19
AIR GROUP INC	03/27/08	$ 75,000.00
AIR GROUP INC	04/10/08	$ 92,494.57
AIR GROUP INC	05/08/08	$ 130,918.88
AIR GROUP INC	05/14/08	$ 54,241.97
AIR GROUP INC	05/29/08	$ 30,002.50
AIR TEC	04/18/08	$ 210.00
AMERICAN STOCK EXCHANGE	03/27/08	$ 181.20
AMERICAN STOCK EXCHANGE	03/28/08	$ 181.20
AMERICAN STOCK EXCHANGE	05/01/08	$ 94.76
AMERICAN STOCK EXCHANGE	05/29/08	$ 151.00
AMPCO SYSTEM PARKING	03/26/08	$ 2,826.50
AMPCO SYSTEM PARKING	05/09/08	$ 7,088.50
AMPCO SYSTEM PARKING	06/12/08	$ 26,780.50
ANTHONY FANALI	03/31/08	$ 850.00
AON RISK INSURANCE SVCS WEST INC	06/17/08	$ 6,494,384.00
AON RISK INSURANCE SVCS WEST INC	06/18/08	$ 33,963.44
ARMANINO MCKENNA LLP	06/18/08	$ 796.57
ARTHUR J GALLAGHER AND CO	03/28/08	$ 17,444.00
ARTHUR J GALLAGHER AND CO	05/01/08	$ 17,444.00
ARTHUR J GALLAGHER AND CO	05/21/08	$ 17,444.00
ASSI SECURITY	06/04/08	$ 499.98
ATKINSON-BAKER INC	03/20/08	$ 487.45
ATT MOBILITY	03/27/08	$ 408.52
ATT MOBILITY	03/27/08	$ 71.79
ATT MOBILITY	05/01/08	$ 0.17
ATT SACRAMENTO	06/02/08	$ 111.16
BARGER AND WOLEN LLP	05/20/08	$ 445.50
BARNEY NORTHCOTE	06/17/08	$ 11,666.66

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NAME OF CREDITOR	DATE OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS
BARNEY NORTHCOTE	06/18/08	$ 5,833.33
BARNEY ROGER NORTHCOTE	05/05/08	$ 5,833.33
BARNEY ROGER NORTHCOTE	06/05/08	$ 5,833.33
BARNEY ROGER NORTHCOTE	06/17/08	$ 11,666.66
BARNEY ROGER NORTHCOTE	06/18/08	$ 5,833.33
BATE PETERSON DEACON ZINN AND YOUNG LLP	06/02/08	$ 5,611.95
BATE PETERSON DEACON ZINN AND YOUNG LLP	06/03/08	$ 718.20
BATE PETERSON DEACON ZINN AND YOUNG LLP	06/18/08	$ 5,770.44
BLOOMBERG FINANCE LP	05/29/08	$ 8,224.50
BLUE CROSS OF CALIFORNIA	04/01/08	$ 322,088.15
BLUE CROSS OF CALIFORNIA	4/11/08	$ 15,534.64
BLUE CROSS OF CALIFORNIA	05/06/08	$ 269,094.71
BLUE CROSS OF CALIFORNIA	05/15/08	$ 13,452.79
BLUE CROSS OF CALIFORNIA	06/05/08	$ 262,395.78
BOWNE OF LOS ANGELES INC	04/01/08	$ 395.00
BOWNE OF LOS ANGELES INC	04/04/08	$ 385.00
BOWNE OF LOS ANGELES INC	04/08/08	$ 420.00
BOWNE OF LOS ANGELES INC	04/21/08	$ 1,510.00
BOWNE OF LOS ANGELES INC	04/28/08	$ 710.00
BOWNE OF LOS ANGELES INC	05/06/08	$ 575.00
BOWNE OF LOS ANGELES INC	05/19/08	$ 1,200.00
BOWNE OF LOS ANGELES INC	05/27/08	$ 785.00
BOWNE OF LOS ANGELES INC	05/30/08	$ 390.00
BOWNE OF LOS ANGELES INC	06/05/08	$ 585.00
BOWNE OF LOS ANGELES INC	06/17/08	$ 3,656.00
BROADRIDGE	05/20/08	$ 338.91
BROADRIDGE	05/27/08	$ 159.62
BRUNE AND RICHARD LLP	05/05/08	$ 6,431.93
BRUNE AND RICHARD LLP	05/27/08	$ 5,395.41
BRUNE AND RICHARD LLP	06/10/08	$ 27,622.13
BUTTNER HAMMOCK AND CO P A	04/03/08	$ 19,800.00
BUTTNER HAMMOCK AND CO P A	05/07/08	$ 9,690.00
BUTTNER HAMMOCK AND CO P A	05/30/08	$ 16,140.00
BUTTNER HAMMOCK AND CO P A	06/17/08	$ 48,140.96
CALDWELL LESLIE AND PROCTOR A PROFESSIONAL CORP	04/03/08	$ 2,954.00
CALDWELL LESLIE AND PROCTOR A PROFESSIONAL CORP	05/02/08	$ 21,418.74
CALDWELL LESLIE AND PROCTOR A PROFESSIONAL CORP	05/30/08	$ 10,423.50
CALDWELL LESLIE AND PROCTOR A PROFESSIONAL CORP	06/17/08	$ 11,276.50
CANTILO AND BENNETT LLP	06/12/08	$ 4,021.85
CDW DIRECT LLC	04/01/08	$ 2,148.00
CERIDIAN BENEFITS SVCS INC	05/15/08	$ 596.44
CHARLES LORING	06/17/08	$ 14,684.66
CLAIMS RESOURCE MANAGEMENT INC	04/30/08	$ 1,470.00
CMF FIL	5/19/08	$ 6.00
CMF FIL	6/5/08	$ 451,999.07
CREDIT SUISSE LLC	05/06/08	$ 99,111.57

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NAME OF CREDITOR	DATE OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS
CREDIT SUISSE LLC	05/07/08	$ 200,000.00
CREDIT SUISSE LLC	6/17/08	$ 100,000.00
CREDIT SUISSE LLC	06/18/08	$ 2,010,057.37
CT CORP SYSTEMS	04/08/08	$ 137,754.00
CT CORP SYSTEMS	05/27/08	$ 757.75
DOCUMENT DISINTEGRATION INC	03/24/08	$ 145.00
DOCUMENT DISINTEGRATION INC	04/11/08	$ 145.00
DOCUMENT DISINTEGRATION INC	04/22/08	$ 185.00
DS WATERS OF AMERICA INC	05/21/08	$ 104.00
ENVIRONETICS	03/27/08	$ 431.25
EPSTEIN BECKER AND GREEN P C	06/06/08	$ 215,933.60
EPSTEIN BECKER AND GREEN P C	06/10/08	$ 169,720.57
EPSTEIN BECKER AND GREEN P C	06/17/08	$ 68,329.95
ERNST & YOUNG LLP	04/15/08	$ 54,610.00
ERNST & YOUNG LLP	04/18/08	$ 17,077.00
ERNST & YOUNG LLP	05/12/08	$ 30,000.00
ERNST & YOUNG LLP	05/19/08	$ 2,790.00
ERNST & YOUNG LLP	05/21/08	$ 13,142.00
ERNST & YOUNG LLP	06/17/08	$ 15,021.00
ERNST & YOUNG LLP	06/17/08	$ 12,170.00
FAIGIN ALAN W	04/11/08	$ 6,378.82
FASCO	4/28/08	$ 22,029.86
FASCO	4/30/08	$ 2,000.00
FEDEX	03/21/08	$ 147.56
FEDEX	03/25/08	$ 149.61
FEDEX	03/31/08	$ 28.63
FEDEX	04/08/08	$ 66.20
FEDEX	04/17/08	$ 17.18
FEDEX	05/02/08	$ 9.60
FINANCIAL ACCOUNTING STANDARDS BOARD	05/07/08	$ 600.00
FIRST CHOICE SERVICES	03/27/08	$ 60.00
FREMONT INVESTMENT & LOAN	3/20/08	$ 687,493.15
FREMONT INVESTMENT & LOAN	4/8/08	$ 162,749.84
FREMONT INVESTMENT & LOAN	4/8/08	$ 16,593.75
FREMONT INVESTMENT & LOAN	4/10/08	$ 6,039.00
FREMONT INVESTMENT & LOAN	4/11/08	$ 874,124.26
FREMONT INVESTMENT & LOAN	5/9/08	$ 319,181.79
FREMONT INVESTMENT & LOAN	6/9/08	$ 327,691.20
FREMONT INVESTMENT & LOAN	6/9/08	$ 82,522.46
FREMONT INVESTMENT & LOAN	6/11/08	$ 105,816,090.44
FREMONT INVESTMENT & LOAN	6/17/08	364,240.41
FREMONT INVESTMENT & LOAN - PAYROLL	5/16/08	$ 159,286.42
FREMONT INVESTMENT & LOAN - PAYROLL	6/4/08	$ 49.03
FROMIN'S	03/21/08	$ 261.33
FTI CONSULTING	06/03/08	$ 200,000.00
FTI CONSULTING	06/12/08	$ 84,341.53

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NAME OF CREDITOR	DATE OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS
FTI CONSULTING	06/17/08	$ 753,561.70
HACKNEY IT RESOURCES INC	03/27/08	$ 600.00
HANG MASTERS	04/11/08	$ 165.00
HILL FARRER AND BURRILL LLP	05/09/08	$ 4,905.00
HONEYWELL	03/31/08	$ 48,737.62
HONEYWELL	05/08/08	$ 11,288.90
HSBC	06/17/08	$ 15,731.00
HUB DATA	04/03/08	$ 500.00
HYATT REGENCY	03/25/08	$ 170.00
IKON OFFICE SOLUTIONS INC	03/27/08	$ 63.15
IKON OFFICE SOLUTIONS INC	05/05/08	$ 11.18
INTERCALL INC	04/02/08	$ 32.30
INTERCALL INC	05/01/08	$ 61.02
IRELL AND MANELLA LLP	06/12/08	$ 15,813.75
IRELL AND MANELLA LLP	06/17/08	$ 1,670.00
IRON MOUNTAIN RECORDS MGMT INC	03/25/08	$ 2,049.89
IRON MOUNTAIN RECORDS MGMT INC	03/25/08	$ 1,964.30
IRON MOUNTAIN RECORDS MGMT INC	05/01/08	$ 2,816.49
IRON MOUNTAIN RECORDS MGMT INC	05/01/08	$ 2,111.06
IRON MOUNTAIN RECORDS MGMT INC	05/21/08	$ 1,761.74
IRON MOUNTAIN RECORDS MGMT INC	05/27/08	$ 1,937.35
IRON MOUNTAIN RECORDS MGMT INC	06/13/08	$ 1,040.41
IVIZE OF DOWNTOWN LOS ANGELES LLC	05/07/08	$ 92,931.65
IVIZE OF DOWNTOWN LOS ANGELES LLC	05/30/08	$ 10,311.49
IVIZE OF DOWNTOWN LOS ANGELES LLC	06/17/08	$ 43,176.47
IVIZE OF DOWNTOWN LOS ANGELES LLC	06/17/08	$ 9,148.88
JOHN CHARLES LORING	04/02/08	$ 5,833.33
JOHN CHARLES LORING	04/03/08	$ 640.00
JOHN CHARLES LORING	05/05/08	$ 5,833.33
JOHN CHARLES LORING	06/05/08	$ 5,833.33
JOHN CHARLES LORING	06/13/08	$ 1,029.00
JOHN CHARLES LORING	06/17/08	$ 14,684.66
JORDAN LAWRENCE GROUP	05/19/08	$ 363.45
JPMORGAN CHASE BANK N A	06/03/08	$ 4,285.72
KAISER FOUNDATION HEALTH PLAN INC	04/08/08	$ 109,991.81
KAISER FOUNDATION HEALTH PLAN INC	05/05/08	$ 104,952.51
KAISER FOUNDATION HEALTH PLAN INC	05/30/08	$ 89,116.13
KAYE SCHOLER LLP	04/10/08	$ 269,520.58
KAYE SCHOLER LLP	05/20/08	$ 88,289.68
KURTZMAN CARSON CONSULTANTS LLC	06/17/08	$ 50,000.00
L A ART EXCHANGE INC	05/21/08	$ 322.90
LA FINE ARTS AND WINE STORAGE CO	03/28/08	$ 355.00
LA FINE ARTS AND WINE STORAGE CO	04/02/08	$ 330.00
LA FINE ARTS AND WINE STORAGE CO	05/01/08	$ 330.00
LA FINE ARTS AND WINE STORAGE CO	05/30/08	$ 330.00
LAW OFFICES OF JOEL F CITRON	05/02/08	$ 20,064.53

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NAME OF CREDITOR	DATE OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS
LAW OFFICES OF JOEL F CITRON	05/29/08	$ 5,951.60
LAW OFFICES OF JOEL F CITRON	06/04/08	$ 7,678.21
LAW OFFICES OF JOEL F CITRON	06/12/08	$ 4,408.40
LAW OFFICES OF JOEL F CITRON	06/17/08	$ 5,817.20
LEGAL SVC SOLUTION	06/12/08	$ 15,382.88
LEGALINK INC	06/11/08	$ 1,709.05
LEGISLATIVE INTENT SVC INC	04/03/08	$ 1,950.00
LEGISLATIVE INTENT SVC INC	05/07/08	$ 700.00
LIGATURE	03/24/08	$ 450.92
LOS ANGELES TIMES LLC	04/15/08	$ 20.33
MAGELLAN BEHAVIORAL HEALTH INC	04/03/08	$ 3,103.95
MARILYN I. HAUGE	3/28/2008	$ 519.06
MARK EDWARD SCHAFFER	04/02/08	$ 5,833.33
MARK EDWARD SCHAFFER	05/05/08	$ 5,833.33
MARK EDWARD SCHAFFER	06/05/08	$ 5,833.33
MARK EDWARD SCHAFFER	06/17/08	$ 11,666.66
MARK SCHAFFER	06/17/08	$ 11,666.66
MCCARTHY LEBIT CRYSTAL AND LIFFMAN CO LPA	05/01/08	$ 3,967.10
MCCARTHY LEBIT CRYSTAL AND LIFFMAN CO LPA	06/12/08	$ 3,402.50
MCCARTHY LEBIT CRYSTAL AND LIFFMAN CO LPA	06/17/08	$ 452.50
MCGRAW-HILL CO INC	05/02/08	$ 935.00
MELLON INVESTOR SERVICES LLC	03/20/08	$ 9,470.04
MELLON INVESTOR SERVICES LLC	04/01/08	$ 2,731.32
MELLON INVESTOR SERVICES LLC	05/01/08	$ 2,807.13
MELLON INVESTOR SERVICES LLC	05/30/08	$ 3,557.25
MERRILL CORP	05/30/08	$ 32,243.66
MERRILL LYNCH PIERCE FENNER AND SMITH INC	3/21/08	$ 24,774.95
MERRILL LYNCH PIERCE FENNER AND SMITH INC	3/31/08	$ 158,506.46
MERRILL LYNCH PIERCE FENNER AND SMITH INC	4/14/08	$ 144,829.59
MERRILL LYNCH PIERCE FENNER AND SMITH INC	4/28/08	$ 140,991.78
MERRILL LYNCH PIERCE FENNER AND SMITH INC	4/29/08	$ 705.51
MERRILL LYNCH PIERCE FENNER AND SMITH INC	5/12/08	$ 128,504.57
MERRILL LYNCH PIERCE FENNER AND SMITH INC	5/13/08	$ 13,846.13
MERRILL LYNCH PIERCE FENNER AND SMITH INC	05/20/08	$ 3,080.00
MERRILL LYNCH PIERCE FENNER AND SMITH INC	5/28/08	$ 126,573.88
MERRILL LYNCH PIERCE FENNER AND SMITH INC	06/05/08	$ 13,479.00
MERRILL LYNCH PIERCE FENNER AND SMITH INC	6/9/08	$ 122,525.29
MERRILL LYNCH PIERCE FENNER AND SMITH INC	06/11/08	$ 1,250.00
MERRILL LYNCH PIERCE FENNER AND SMITH INC	06/12/08	$ 9,000.00
METLIFE	04/10/08	$ 7,203.39
METLIFE	05/08/08	$ 4,848.91
METLIFE	06/03/08	$ 4,436.18
MICHAEL PERI	03/25/08	$ 1,192.50
MICHAEL PERI	03/27/08	$ 1,222.50
MICHAEL PERI	04/01/08	$ 622.50
MILLER AND CHEVALIER CHARTERED	05/12/08	$ 4,075.00

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NAME OF CREDITOR	DATE OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS
MONIQUE JOHNSON	5/23/2008	$ 564.48
MORGAN LEWIS & BOCKIUS LLP	06/17/08	$ 410.46
MORRISON & FOERSTER LLP	04/07/08	$ 133,312.54
MORRISON & FOERSTER LLP	05/30/08	$ 240,843.78
MORRISON & FOERSTER LLP	06/17/08	$ 171,520.06
MWB BUSINESS SYSTEMS	05/30/08	$ 656.00
NEFF CONSULTING LLC	04/10/08	$ 10,843.75
NEFF CONSULTING LLC	05/20/08	$ 7,852.50
NICOLE F MAURY	06/17/08	$ 1,487.50
NRS INC	03/27/08	$ 2,611.50
NRS INC	04/08/08	$ 1,666.50
NRS INC	04/25/08	$ 1,382.25
NRS INC	05/19/08	$ 3,169.58
NRS INC	05/21/08	$ 1,382.25
NRS INC	06/04/08	$ 1,382.25
NYSE MARKET INC	03/20/08	$ 516.75
NYSE MARKET INC	03/26/08	$ 105,497.00
NYSE MARKET INC	03/28/08	$ 6,501.00
NYSE MARKET INC	05/27/08	$ 238.75
OFFICE DEPOT INC	03/21/08	$ 460.17
OFFICE DEPOT INC	03/24/08	$ 282.30
OFFICE DEPOT INC	03/31/08	$ 674.92
OFFICE DEPOT INC	04/14/08	$ 122.71
OLIVER WYMAN ACTUARIAL CONSULTING INC	04/07/08	$ 35,162.50
OLIVER WYMAN ACTUARIAL CONSULTING INC	05/22/08	$ 6,162.50
OLIVER WYMAN ACTUARIAL CONSULTING INC	05/30/08	$ 61,262.50
O'MELVENY AND MYERS LLP	04/03/08	$ 109,469.12
O'MELVENY AND MYERS LLP	04/10/08	$ 122,941.10
O'MELVENY AND MYERS LLP	04/11/08	$ 56,683.91
O'MELVENY AND MYERS LLP	05/05/08	$ 44,597.30
ORACLE USA INC	04/17/08	$ 19,572.13
PACHULSKI STANG ZIEHL AND JONES LLP	05/08/08	$ 60,782.48
PACHULSKI STANG ZIEHL AND JONES LLP	06/03/08	$ 90,779.55
PATTON BOGGS LLP	04/08/08	$ 627,711.79
PATTON BOGGS LLP	04/15/08	$ 435,160.21
PATTON BOGGS LLP	05/12/08	$ 463,598.76
PATTON BOGGS LLP	05/16/08	$ 575,295.16
PATTON BOGGS LLP	06/11/08	$ 586,894.93
PATTON BOGGS LLP	06/17/08	$ 480,775.94
PATTON BOGGS LLP	06/17/08	$ 26,445.00
PITNEY BOWES GLOBAL FINANCIAL SVCS LLC	04/11/08	$ 17,782.73
PITNEYWORKS PURCHASE POWER	04/30/08	$ 49.99
PR NEWSWIRE ASSOCIATION LLC	03/27/08	$ 2,633.25
PR NEWSWIRE ASSOCIATION LLC	03/31/08	$ 2,457.50
PR NEWSWIRE ASSOCIATION LLC	04/02/08	$ 1,565.25
PR NEWSWIRE ASSOCIATION LLC	04/07/08	$ 1,389.50

IN THE UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

In re: FREMONT GENERAL CORPORATION,
Case No. 8:08-bk-13421

STATEMENT OF FINANCIAL AFFAIRS
EXHIBIT 3-B - PAYMENTS TO CREDITORS
PRIMARILY NON CONSUMER DEBTS

NAME OF CREDITOR	DATE OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS
PR NEWSWIRE ASSOCIATION LLC	04/14/08	$ 1,389.50
PR NEWSWIRE ASSOCIATION LLC	04/22/08	$ 1,740.10
PR NEWSWIRE ASSOCIATION LLC	05/05/08	$ 1,038.00
PR NEWSWIRE ASSOCIATION LLC	05/09/08	$ 5,451.25
PR NEWSWIRE ASSOCIATION LLC	05/12/08	$ 1,213.30
PR NEWSWIRE ASSOCIATION LLC	05/21/08	$ 1,173.25
PR NEWSWIRE ASSOCIATION LLC	05/27/08	$ 2,630.10
PR NEWSWIRE ASSOCIATION LLC	06/17/08	$ 3,137.25
PR NEWSWIRE ASSOCIATION LLC	06/17/08	$ 1,751.35
PROVIDENT LIFE AND ACCIDENT INS CO	03/31/08	$ 981.30
PUBLIC COMPANY ACCOUNTING OVERSIGHT BOARD	05/07/08	$ 3,500.00
REED ELSEVIER INC	04/02/08	$ 64.19
RIVERS RE RESOLUTIONS LLC	06/17/08	$ 30,000.00
ROBERT JAMES SHACKLETON	04/02/08	$ 5,833.33
ROBERT JAMES SHACKLETON	05/05/08	$ 5,833.33
ROBERT JAMES SHACKLETON	06/05/08	$ 5,833.33
ROBERT JAMES SHACKLETON	06/17/08	$ 11,666.66
ROBERT SHACKLETON	06/17/08	$ 11,666.66
SANDLER O'NEILL	4/11/08	$ 100,000.00
SANDLER O'NEILL	5/19/08	$ 100,000.00
SANDLER O'NEILL	6/17/08	$ 100,000.00
SECRETARY OF STATE	04/03/08	$ 125.00
SEDGWICK DETERT MORAN AND ARNOLD LLP	06/02/08	$ 13,998.43
SHAREHOLDER.COM	05/30/08	$ 885.00
SHERWOOD ARTWORKS	03/27/08	$ 1,352.50
SHIELD SECURITY INC	03/21/08	$ 1,370.72
SHIELD SECURITY INC	03/31/08	$ 948.96
SHIPMAN AND GOODWIN LLP	03/24/08	$ 11,331.09
SHIPMAN AND GOODWIN LLP	06/02/08	$ 11,047.43
SHIPMAN AND GOODWIN LLP	06/11/08	$ 2,143.98
SHIPMAN AND GOODWIN LLP	06/17/08	$ 10,532.40
SIMPSON THACHER AND BARTLETT LLP	05/30/08	$ 74,026.32
SKADDEN ARPS SLATE MEAGHER AND FLOM LLP	06/17/08	$ 648,538.00
SKADDEN ARPS SLATE MEAGHER AND FLOM LLP	06/17/08	$ 517,071.00
SQUAR MILNER PETERSON MIRANDA AND WILLIAMSON LLP	04/01/08	$ 60,000.00
SQUAR MILNER PETERSON MIRANDA AND WILLIAMSON LLP	05/20/08	$ 107,000.00
SQUAR MILNER PETERSON MIRANDA AND WILLIAMSON LLP	06/17/08	$ 100,000.00
SQUAR MILNER PETERSON MIRANDA AND WILLIAMSON LLP	06/18/08	$ 48,600.00
STAPLES CENTER	04/28/08	$ 89,084.00
STATE OF CALIFORNIA	04/08/08	$ 980.07
STATE OF NEW JERSEY	05/23/08	$ 42,494.00
STUTMAN TREISTER AND GLATT	04/24/08	$ 75,000.00
STUTMAN TREISTER AND GLATT	06/12/08	$ 26,974.00
STUTMAN TREISTER AND GLATT	06/17/08	$ 200,000.00
STUTMAN TREISTER AND GLATT	06/18/08	$ 168,573.50
TALX UC EXPRESS	05/05/08	$ 2,750.00

IN THE UNITED STATES BANKRUPTCY COURT
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In re: FREMONT GENERAL CORPORATION,
Case No. 8:08-bk-13421

STATEMENT OF FINANCIAL AFFAIRS
EXHIBIT 3-B - PAYMENTS TO CREDITORS
PRIMARILY NON CONSUMER DEBTS

NAME OF CREDITOR	DATE OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS
TALX UC EXPRESS	05/09/08	$ 3,378.63
TALX UC EXPRESS	05/21/08	$ 4,180.00
TALX UC EXPRESS	06/11/08	$ 2,398.00
TENNENBAUM CAPITAL PARTNERS LLC	05/30/08	$ 207,039.45
TERBOVIC, NICK	3/28/2008	$ 179.72
THE BANK OF NEW YORK TRUST CO N A	03/27/08	$ 2,135.00
THE BANK OF NEW YORK TRUST CO N A	04/21/08	$ 4,876.00
THE BANK OF NEW YORK TRUST CO N A	05/22/08	$ 2,500.00
THE BANK OF NEW YORK TRUST CO N A	06/05/08	$ 5,985.00
THOMSON FINANCIAL LLC	04/14/08	$ 7,343.75
THOMSON FINANCIAL LLC	05/01/08	$ 11,928.00
THOMSON FINANCIAL LLC	05/21/08	$ 16,819.00
THOMSON FINANCIAL LLC	06/17/08	$ 11,928.00
TIME WARNER NY CABLE LLC	03/27/08	$ 213.62
TIME WARNER NY CABLE LLC	04/07/08	$ 16.37
TMSI	03/27/08	$ 2,472.94
TMSI	04/30/08	$ 2,581.67
TMSI	05/29/08	$ 2,206.15
TTA RESEARCH AND GUIDANCE	05/27/08	$ 546.40
ULINE INC	03/27/08	$ 54.12
UMDS	03/27/08	$ 536.49
UMDS	06/02/08	$ 552.29
UNIQUE PLANT RENTALS INC	03/27/08	$ 1,000.00
UNITED EXPRESS MESSENGER	04/30/08	$ 33.75
UNITED HEALTHCARE INSURANCE CO	04/09/08	$ 24,886.83
UNITED HEALTHCARE INSURANCE CO	05/02/08	$ 23,120.61
UNITED HEALTHCARE INSURANCE CO	06/04/08	$ 12,105.90
UNITED STATES TREASURY	05/07/08	$ 1,000.00
UNUM LIFE INSURANCE CO OF AMERICA	04/02/08	$ 9,258.30
UNUM LIFE INSURANCE CO OF AMERICA	04/11/08	$ 1,281.33
UNUM LIFE INSURANCE CO OF AMERICA	04/11/08	$ 922.31
UNUM LIFE INSURANCE CO OF AMERICA	04/14/08	$ 21,438.29
UNUM LIFE INSURANCE CO OF AMERICA	05/12/08	$ 9,708.80
UNUM LIFE INSURANCE CO OF AMERICA	05/16/08	$ 20,214.21
UNUM LIFE INSURANCE CO OF AMERICA	05/16/08	$ 1,229.58
UNUM LIFE INSURANCE CO OF AMERICA	05/16/08	$ 885.06
UNUM LIFE INSURANCE CO OF AMERICA	05/22/08	$ 18,943.10
UPS	03/21/08	$ 263.25
UPS	04/21/08	$ 113.35
UPS	05/27/08	$ 68.00
VALLEY COURIERS INC	03/27/08	$ 397.08
VERISIGN INC	03/27/08	$ 756.00
VERISIGN INC	04/14/08	$ 756.00
VERIZON	03/27/08	$ 989.96
VERIZON	03/27/08	$ 927.04
VERIZON	04/03/08	$ 927.04

IN THE UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

In re: FREMONT GENERAL CORPORATION,
Case No. 8:08-bk-13421

STATEMENT OF FINANCIAL AFFAIRS
EXHIBIT 3-B - PAYMENTS TO CREDITORS
PRIMARILY NON CONSUMER DEBTS

NAME OF CREDITOR	DATE OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS
VERIZON	04/09/08	$ 668.91
VERIZON	05/13/08	$ 946.60
VERIZON	06/11/08	$ 930.32
VISION SERVICE PLAN	04/03/08	$ 9,600.98
VISION SERVICE PLAN	05/07/08	$ 9,459.14
VISION SERVICE PLAN	05/20/08	$ 8,519.43
WATER GARDEN CO LLC	03/28/08	$ 133,366.83
WATER GARDEN CO LLC	04/25/08	$ 185,189.66
WATER GARDEN CO LLC	05/05/08	$ 5,393.81
WATER GARDEN CO LLC	05/23/08	$ 185,189.66
WELLS FARGO BANK	03/28/08	$ 223.91
WEST PAYMENT CTR	03/27/08	$ 90.93
WEST PAYMENT CTR	04/02/08	$ 2,986.94
WILLENKEN WILSON LOH AND LIEB LLP	03/27/08	$ 344.08
WILLENKEN WILSON LOH AND LIEB LLP	04/01/08	$ 629.80
WILLENKEN WILSON LOH AND LIEB LLP	04/02/08	$ 134,505.07
WILLENKEN WILSON LOH AND LIEB LLP	04/03/08	$ 35,903.95
WILLENKEN WILSON LOH AND LIEB LLP	05/07/08	$ 127,063.49
WILLENKEN WILSON LOH AND LIEB LLP	05/30/08	$ 182,023.58
WILLENKEN WILSON LOH AND LIEB LLP	06/03/08	$ 16,161.20
WILLENKEN WILSON LOH AND LIEB LLP	06/11/08	$ 21,418.68
WILLENKEN WILSON LOH AND LIEB LLP	06/17/08	$ 246,394.44
WOLTERS KLUWER FINANCIAL SERVICES	03/26/08	$ 231.92
WOLTERS KLUWER FINANCIAL SERVICES	04/01/08	$ 229.04
WOLTERS KLUWER FINANCIAL SERVICES	04/11/08	$ 231.96
WOLTERS KLUWER FINANCIAL SERVICES	05/22/08	$ -
WOOLLS AND PEER A PROFESSIONAL CORPORATION	04/02/08	$ 6,027.50
WOOLLS AND PEER A PROFESSIONAL CORPORATION	04/25/08	$ 17,999.77
WOOLLS AND PEER A PROFESSIONAL CORPORATION	05/15/08	$ 156.98
WOOLLS AND PEER A PROFESSIONAL CORPORATION	06/10/08	$ 70.00
WOOLLS AND PEER A PROFESSIONAL CORPORATION	06/17/08	$ 759.82
	TOTAL	**$ 135,773,413.93**

Note: See Creditor Matrix for address information. Additional payment detail can be provided upon request.

IN THE UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

In re: FREMONT GENERAL CORPORATION,
Case No. 8:08-bk-13421

STATEMENT OF FINANCIAL AFFAIRS
EXHIBIT 3-C - PAYMENTS TO CREDITORS
CREDITORS WHO ARE OR WERE INSIDERS

NAME OF CREDITOR	DATE OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS
ALAN FAIGIN	6/22/2007	$ 1,634.62
ALAN FAIGIN	6/22/2007	$ 14,711.54
ALAN FAIGIN	7/6/2007	$ 700.00
ALAN FAIGIN	7/6/2007	$ 1,300.00
ALAN FAIGIN	7/6/2007	$ 16,346.16
ALAN FAIGIN	7/20/2007	$ 1,634.62
ALAN FAIGIN	7/20/2007	$ 14,711.54
ALAN FAIGIN	8/3/2007	$ 700.00
ALAN FAIGIN	8/3/2007	$ 1,300.00
ALAN FAIGIN	8/3/2007	$ 16,346.16
ALAN FAIGIN	8/17/2007	$ 16,346.16
ALAN FAIGIN	8/27/2007	$ 106,250.00
ALAN FAIGIN	8/31/2007	$ 16,346.16
ALAN FAIGIN	9/14/2007	$ 700.00
ALAN FAIGIN	9/14/2007	$ 1,300.00
ALAN FAIGIN	9/14/2007	$ 16,346.16
ALAN FAIGIN	9/28/2007	$ 1,634.62
ALAN FAIGIN	9/28/2007	$ 14,711.54
ALAN FAIGIN	10/1/2007	$ 106,250.01
ALAN FAIGIN	10/12/2007	$ 700.00
ALAN FAIGIN	10/12/2007	$ 1,300.00
ALAN FAIGIN	10/12/2007	$ 16,346.16
ALAN FAIGIN	10/26/2007	$ 16,346.16
ALAN FAIGIN	11/9/2007	$ 700.00
ALAN FAIGIN	11/9/2007	$ 1,300.00
ALAN FAIGIN	11/9/2007	$ 16,346.16
ALAN FAIGIN	11/21/2007	$ 16,346.16
ALAN FAIGIN	12/7/2007	$ 700.00
ALAN FAIGIN	12/7/2007	$ 1,300.00
ALAN FAIGIN	12/7/2007	$ 3,269.23
ALAN FAIGIN	12/7/2007	$ 13,076.93
ALAN FAIGIN	12/21/2007	$ 16,346.16
ALAN FAIGIN	1/2/2008	$ 106,250.01
ALAN FAIGIN	1/4/2008	$ 3,453.85
ALAN FAIGIN	1/4/2008	$ 13,815.38
ALAN FAIGIN	1/4/2008	$ 138,691.00
ALAN FAIGIN	1/18/2008	$ 3,453.85
ALAN FAIGIN	1/18/2008	$ 5,180.77
ALAN FAIGIN	1/18/2008	$ 8,634.61
ALAN FAIGIN	2/1/2008	$ 1,726.92
ALAN FAIGIN	2/1/2008	$ 15,542.31
ALAN FAIGIN	2/15/2008	$ 1,726.92

IN THE UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

In re: FREMONT GENERAL CORPORATION,
Case No. 8:08-bk-13421

STATEMENT OF FINANCIAL AFFAIRS
EXHIBIT 3-C - PAYMENTS TO CREDITORS
CREDITORS WHO ARE OR WERE INSIDERS

NAME OF CREDITOR	DATE OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS
ALAN FAIGIN	2/15/2008	$ 3,453.85
ALAN FAIGIN	2/15/2008	$ 12,088.46
ALAN FAIGIN	2/29/2008	$ 17,269.23
ALAN FAIGIN	3/11/2008	$ 1,726.92
ALAN FAIGIN	3/11/2008	$ 3,453.85
ALAN FAIGIN	3/11/2008	$ 12,088.46
ALAN FAIGIN	3/11/2008	$ 38,853.46
ALAN W. FAIGIN	6/21/2007	$ 8,326.04
ALAN W. FAIGIN	7/27/2007	$ 8,667.84
ALAN W. FAIGIN	9/4/2007	$ 10,519.25
ALAN W. FAIGIN	9/27/2007	$ 10,746.38
ALAN W. FAIGIN	11/8/2007	$ 12,297.41
ALAN W. FAIGIN	04/11/08	$ 6,378.82
BARNEY NORTHCOTE	06/17/08	$ 11,666.66
BARNEY NORTHCOTE	06/18/08	$ 5,833.33
BARNEY ROGER NORTHCOTE	1/24/2008	$ 5,833.33
BARNEY ROGER NORTHCOTE	2/1/2008	$ 5,833.33
BARNEY ROGER NORTHCOTE	03/05/08	$ 5,833.33
BARNEY ROGER NORTHCOTE	05/05/08	$ 5,833.33
BARNEY ROGER NORTHCOTE	06/05/08	$ 5,833.33
BARNEY ROGER NORTHCOTE	06/17/08	$ 11,666.66
BARNEY ROGER NORTHCOTE	06/18/08	$ 5,833.33
CHARLES LORING	12/26/2007	$ 646.00
CHARLES LORING	1/24/2008	$ 5,833.33
CHARLES LORING	2/1/2008	$ 5,833.33
CHARLES LORING	2/15/2008	$ 840.00
CHARLES LORING	03/05/08	$ 5,833.33
CHARLES LORING	03/07/08	$ 715.00
CHARLES LORING	04/02/08	$ 5,833.33
CHARLES LORING	04/03/08	$ 640.00
CHARLES LORING	05/05/08	$ 5,833.33
CHARLES LORING	06/05/08	$ 5,833.33
CHARLES LORING	06/13/08	$ 1,029.00
CHARLES LORING	06/17/08	$ 14,684.66
CHARLES LORING	06/17/08	$ 14,684.66
CMF FIL	5/19/08	$ 6.00
CMF FIL	6/5/08	$ 451,999.07
DAVID S. DEPILLO	11/21/2007	$ 38,076.92
DAVID S. DEPILLO	12/7/2007	$ 700.00
DAVID S. DEPILLO	12/7/2007	$ 1,800.00
DAVID S. DEPILLO	12/7/2007	$ 6,923.08
DAVID S. DEPILLO	12/7/2007	$ 27,692.30

IN THE UNITED STATES BANKRUPTCY COURT
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In re: FREMONT GENERAL CORPORATION,
Case No. 8:08-bk-13421

STATEMENT OF FINANCIAL AFFAIRS
EXHIBIT 3-C - PAYMENTS TO CREDITORS
CREDITORS WHO ARE OR WERE INSIDERS

NAME OF CREDITOR	DATE OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS
DAVID S. DEPILLO	12/21/2007	$ 34,615.38
DICKINSON C. ROSS	7/2/2007	$ 4,166.67
DICKINSON C. ROSS	8/1/2007	$ 8,666.67
DICKINSON C. ROSS	9/4/2007	$ 7,166.67
DICKINSON C. ROSS	10/1/2007	$ 7,166.67
DICKINSON C. ROSS	11/1/2007	$ 11,666.67
DICKINSON C. ROSS	12/1/2007	$ 8,666.67
DICKINSON C. ROSS	1/2/2008	$ 4,166.67
DICKINSON C. ROSS	1/11/2008	$ 3,000.00
DONALD E. ROYER	11/21/2007	$ 21,153.85
DONALD E. ROYER	12/7/2007	$ 700.00
DONALD E. ROYER	12/7/2007	$ 1,600.00
DONALD E. ROYER	12/7/2007	$ 3,846.15
DONALD E. ROYER	12/7/2007	$ 15,384.62
DONALD E. ROYER	12/21/2007	$ 19,230.77
FREMONT AVIATION SERVICE	6/19/2007	$ -
FREMONT AVIATION SERVICE	6/19/2007	$ 2,125.00
FREMONT AVIATION SERVICE	6/19/2007	$ 27,000.00
FREMONT AVIATION SERVICE	6/19/2007	$ 82,745.00
FREMONT AVIATION SERVICE	6/29/2007	$ 75,000.00
FREMONT AVIATION SERVICE	8/30/2007	$ 150,000.00
FREMONT AVIATION SERVICE	10/15/2007	$ 300,000.00
FREMONT AVIATION SERVICE	12/7/2007	$ 150,000.00
FREMONT AVIATION SERVICE	1/9/2008	$ 28,500.00
FREMONT AVIATION SERVICE	4/28/08	$ 22,029.86
FREMONT AVIATION SERVICE	4/30/08	$ 2,000.00
FREMONT INVESTMENT AND LOAN	6/22/2007	$ 5,327.50
FREMONT INVESTMENT AND LOAN	6/29/2007	$ 5,445.52
FREMONT INVESTMENT AND LOAN	7/6/2007	$ 31,757.07
FREMONT INVESTMENT AND LOAN	7/16/2007	$ 1,322.14
FREMONT INVESTMENT AND LOAN	7/17/2007	$ 1,955.00
FREMONT INVESTMENT AND LOAN	7/23/2007	$ 2,888,576.00
FREMONT INVESTMENT AND LOAN	8/1/2007	$ 2,126,680.31
FREMONT INVESTMENT AND LOAN	8/9/2007	$ 32,703.53
FREMONT INVESTMENT AND LOAN	8/10/2007	$ 561,866.41
FREMONT INVESTMENT AND LOAN	8/14/2007	$ 329,000.00
FREMONT INVESTMENT AND LOAN	8/30/2007	$ 4,986,410.06
FREMONT INVESTMENT AND LOAN	9/4/2007	$ 2,052.86
FREMONT INVESTMENT AND LOAN	9/7/2007	$ 32,692.89
FREMONT INVESTMENT AND LOAN	9/12/2007	$ 7,312.50
FREMONT INVESTMENT AND LOAN	9/27/2007	$ 1,069,250.00
FREMONT INVESTMENT AND LOAN	10/9/2007	$ 32,692.89

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STATEMENT OF FINANCIAL AFFAIRS
EXHIBIT 3-C - PAYMENTS TO CREDITORS
CREDITORS WHO ARE OR WERE INSIDERS

NAME OF CREDITOR	DATE OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS
FREMONT INVESTMENT AND LOAN	10/17/2007	$ 978.93
FREMONT INVESTMENT AND LOAN	10/31/2007	$ 247,866.00
FREMONT INVESTMENT AND LOAN	10/31/2007	$ 17,152,406.00
FREMONT INVESTMENT AND LOAN	11/1/2007	$ 66,374,461.00
FREMONT INVESTMENT AND LOAN	11/5/2007	$ 31,757.07
FREMONT INVESTMENT AND LOAN	11/13/2007	$ 2,000.00
FREMONT INVESTMENT AND LOAN	11/21/2007	$ 935.82
FREMONT INVESTMENT AND LOAN	12/5/2007	$ 32,705.54
FREMONT INVESTMENT AND LOAN	12/10/2007	$ 55,375.25
FREMONT INVESTMENT AND LOAN	12/11/2007	$ 50,342.51
FREMONT INVESTMENT AND LOAN	12/13/2007	$ 7,312.50
FREMONT INVESTMENT AND LOAN	12/19/2007	$ 579,091.77
FREMONT INVESTMENT AND LOAN	1/9/2008	$ 17,748.29
FREMONT INVESTMENT AND LOAN	1/11/2008	$ 31,109.46
FREMONT INVESTMENT AND LOAN	1/15/2008	$ 142,566.67
FREMONT INVESTMENT AND LOAN	1/17/2008	$ 50,000,000.00
FREMONT INVESTMENT AND LOAN	1/17/2008	$ 74,657,798.26
FREMONT INVESTMENT AND LOAN	1/29/2008	$ 7,318.72
FREMONT INVESTMENT AND LOAN	2/8/2008	$ 604,141.74
FREMONT INVESTMENT AND LOAN	2/12/2008	$ 3,680.50
FREMONT INVESTMENT AND LOAN	3/7/08	$ 326,155.09
FREMONT INVESTMENT AND LOAN	3/20/08	$ 687,493.15
FREMONT INVESTMENT AND LOAN	4/8/08	$ 16,593.75
FREMONT INVESTMENT AND LOAN	4/8/08	$ 162,749.84
FREMONT INVESTMENT AND LOAN	4/10/08	$ 6,039.00
FREMONT INVESTMENT AND LOAN	4/11/08	$ 874,124.26
FREMONT INVESTMENT AND LOAN	5/9/08	$ 319,181.79
FREMONT INVESTMENT AND LOAN	5/16/08	$ 159,286.42
FREMONT INVESTMENT AND LOAN	6/4/08	$ 49.03
FREMONT INVESTMENT AND LOAN	6/9/08	$ 82,522.46
FREMONT INVESTMENT AND LOAN	6/9/08	$ 327,691.20
FREMONT INVESTMENT AND LOAN	6/11/08	$ 105,816,090.44
FREMONT INVESTMENT AND LOAN	6/17/08	$ 364,240.41
HIMENO, ELAINE E.	1/30/2008	$ 1,326.18
JAMES A. MCINTYRE	6/22/2007	$ 3,076.92
JAMES A. MCINTYRE	6/22/2007	$ 27,692.31
JAMES A. MCINTYRE	7/6/2007	$ 700.00
JAMES A. MCINTYRE	7/6/2007	$ 1,800.00
JAMES A. MCINTYRE	7/6/2007	$ 30,769.23
JAMES A. MCINTYRE	7/20/2007	$ 3,076.92
JAMES A. MCINTYRE	7/20/2007	$ 27,692.31
JAMES A. MCINTYRE	8/3/2007	$ 700.00

IN THE UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

In re: FREMONT GENERAL CORPORATION,
Case No. 8:08-bk-13421

STATEMENT OF FINANCIAL AFFAIRS
EXHIBIT 3-C - PAYMENTS TO CREDITORS
CREDITORS WHO ARE OR WERE INSIDERS

NAME OF CREDITOR	DATE OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS
JAMES A. MCINTYRE	8/3/2007	$ 1,800.00
JAMES A. MCINTYRE	8/3/2007	$ 30,769.23
JAMES A. MCINTYRE	8/17/2007	$ 30,769.23
JAMES A. MCINTYRE	8/31/2007	$ 30,769.23
JAMES A. MCINTYRE	9/17/2007	$ 700.00
JAMES A. MCINTYRE	9/17/2007	$ 1,800.00
JAMES A. MCINTYRE	9/17/2007	$ 30,769.23
JAMES A. MCINTYRE	9/28/2007	$ 3,076.92
JAMES A. MCINTYRE	9/28/2007	$ 27,692.31
JAMES A. MCINTYRE	10/12/2007	$ 700.00
JAMES A. MCINTYRE	10/12/2007	$ 1,800.00
JAMES A. MCINTYRE	10/12/2007	$ 30,769.23
JAMES A. MCINTYRE	10/26/2007	$ 30,769.23
JAMES A. MCINTYRE	11/9/2007	$ 700.00
JAMES A. MCINTYRE	11/9/2007	$ 1,800.00
JAMES A. MCINTYRE	11/9/2007	$ 30,769.23
JAMES A. MCINTYRE	11/12/2007	$ 6,153.85
JAMES A. MCINTYRE	11/12/2007	$ 199,743.58
JAMES A. MCINTYRE	11/21/2007	$ 30,769.23
JAMES A. MCINTYRE	1/30/2008	$ 2,072.76
JAMES A. MCINTYRE	1/30/2008	$ 558,329.06
LEE, ROBIN J.	1/16/2008	$ 62,396.69
LEE, ROBIN J.	1/30/2008	$ 5,473.29
LEE, ROBIN J.	2/11/2008	$ 103.60
LOUIS J. RAMPINO	6/22/2007	$ 3,076.92
LOUIS J. RAMPINO	6/22/2007	$ 27,692.31
LOUIS J. RAMPINO	7/6/2007	$ 700.00
LOUIS J. RAMPINO	7/6/2007	$ 9,230.77
LOUIS J. RAMPINO	7/6/2007	$ 21,538.46
LOUIS J. RAMPINO	7/20/2007	$ 3,076.92
LOUIS J. RAMPINO	7/20/2007	$ 12,307.69
LOUIS J. RAMPINO	7/20/2007	$ 15,384.62
LOUIS J. RAMPINO	7/23/2007	$ 9,216.58
LOUIS J. RAMPINO	8/3/2007	$ 700.00
LOUIS J. RAMPINO	8/3/2007	$ 30,769.23
LOUIS J. RAMPINO	8/17/2007	$ 30,769.23
LOUIS J. RAMPINO	8/31/2007	$ 30,769.23
LOUIS J. RAMPINO	9/14/2007	$ 700.00
LOUIS J. RAMPINO	9/14/2007	$ 30,769.23
LOUIS J. RAMPINO	9/28/2007	$ 3,076.92
LOUIS J. RAMPINO	9/28/2007	$ 3,076.92
LOUIS J. RAMPINO	9/28/2007	$ 24,615.39

IN THE UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

In re: FREMONT GENERAL CORPORATION,
Case No. 8:08-bk-13421

STATEMENT OF FINANCIAL AFFAIRS
EXHIBIT 3-C - PAYMENTS TO CREDITORS
CREDITORS WHO ARE OR WERE INSIDERS

NAME OF CREDITOR	DATE OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS
LOUIS J. RAMPINO	10/12/2007	$ 700.00
LOUIS J. RAMPINO	10/12/2007	$ 30,769.23
LOUIS J. RAMPINO	10/26/2007	$ 3,076.92
LOUIS J. RAMPINO	10/26/2007	$ 27,692.31
LOUIS J. RAMPINO	11/9/2007	$ 700.00
LOUIS J. RAMPINO	11/9/2007	$ 30,769.23
LOUIS J. RAMPINO	11/12/2007	$ 172,051.28
LOUIS J. RAMPINO	12/31/2007	$ 1,523.08
LOUIS J. RAMPINO	12/31/2007	$ 339,797.27
MARILYN I. HAUGE	10/31/2007	$ 1,752.11
MARILYN I. HAUGE	10/31/2007	$ 44,148.43
MARILYN I. HAUGE	3/18/2008	$ 152,198.37
MARILYN I. HAUGE	3/28/2008	$ 519.06
MARK EDWARD SCHAFFER	1/24/2008	$ 5,833.33
MARK EDWARD SCHAFFER	2/1/2008	$ 5,833.33
MARK EDWARD SCHAFFER	03/05/08	$ 5,833.33
MARK EDWARD SCHAFFER	04/02/08	$ 5,833.33
MARK EDWARD SCHAFFER	05/05/08	$ 5,833.33
MARK EDWARD SCHAFFER	06/05/08	$ 5,833.33
MARK EDWARD SCHAFFER	06/17/08	$ 11,666.66
MARK EDWARD SCHAFFER	06/17/08	$ 11,666.66
MASUGUCHI, THOMAS M.	3/3/2008	$ 3,173.08
MASUGUCHI, THOMAS M.	3/3/2008	$ 11,425.16
MASUGUCHI, THOMAS M.	3/3/2008	$ 74,508.85
MONIQUE JOHNSON	5/23/2008	$ 564.48
PATRICK E. LAMB	6/22/2007	$ 1,634.62
PATRICK E. LAMB	6/22/2007	$ 14,711.54
PATRICK E. LAMB	6/27/2007	$ 260.07
PATRICK E. LAMB	7/6/2007	$ 700.00
PATRICK E. LAMB	7/6/2007	$ 1,300.00
PATRICK E. LAMB	7/6/2007	$ 3,269.23
PATRICK E. LAMB	7/6/2007	$ 4,903.85
PATRICK E. LAMB	7/6/2007	$ 8,173.08
PATRICK E. LAMB	7/9/2007	$ 1,634.62
PATRICK E. LAMB	7/9/2007	$ 66,474.35
PATRICK E. LAMB	9/4/2007	$ 227,997.75
PATRICK E. LAMB	9/6/2007	$ 2,370.50
PATRICK E. LAMB	1/11/2008	$ 793,039.58
PATRICK E. LAMB	1/30/2008	$ 3,643.80
RAYMOND G. MEYERS	6/22/2007	$ 1,250.00
RAYMOND G. MEYERS	6/22/2007	$ 2,500.00
RAYMOND G. MEYERS	6/22/2007	$ 8,750.00

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IN THE UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

In re: FREMONT GENERAL CORPORATION,
Case No. 8:08-bk-13421

STATEMENT OF FINANCIAL AFFAIRS
EXHIBIT 3-C - PAYMENTS TO CREDITORS
CREDITORS WHO ARE OR WERE INSIDERS

NAME OF CREDITOR	DATE OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS
RAYMOND G. MEYERS	7/6/2007	$ 700.00
RAYMOND G. MEYERS	7/6/2007	$ 1,300.00
RAYMOND G. MEYERS	7/6/2007	$ 12,500.00
RAYMOND G. MEYERS	7/20/2007	$ 1,250.00
RAYMOND G. MEYERS	7/20/2007	$ 2,500.00
RAYMOND G. MEYERS	7/20/2007	$ 8,750.00
RAYMOND G. MEYERS	8/3/2007	$ 700.00
RAYMOND G. MEYERS	8/3/2007	$ 1,300.00
RAYMOND G. MEYERS	8/3/2007	$ 12,500.00
RAYMOND G. MEYERS	8/9/2007	$ 1,873.00
RAYMOND G. MEYERS	8/17/2007	$ 1,250.00
RAYMOND G. MEYERS	8/17/2007	$ 11,250.00
RAYMOND G. MEYERS	8/31/2007	$ 5,000.00
RAYMOND G. MEYERS	8/31/2007	$ 7,500.00
RAYMOND G. MEYERS	9/14/2007	$ 700.00
RAYMOND G. MEYERS	9/14/2007	$ 1,300.00
RAYMOND G. MEYERS	9/14/2007	$ 12,500.00
RAYMOND G. MEYERS	9/28/2007	$ 1,250.00
RAYMOND G. MEYERS	9/28/2007	$ 11,250.00
RAYMOND G. MEYERS	10/12/2007	$ 700.00
RAYMOND G. MEYERS	10/12/2007	$ 1,250.00
RAYMOND G. MEYERS	10/12/2007	$ 1,300.00
RAYMOND G. MEYERS	10/12/2007	$ 11,250.00
RAYMOND G. MEYERS	10/26/2007	$ 12,500.00
RAYMOND G. MEYERS	11/9/2007	$ 700.00
RAYMOND G. MEYERS	11/9/2007	$ 1,250.00
RAYMOND G. MEYERS	11/9/2007	$ 1,300.00
RAYMOND G. MEYERS	11/9/2007	$ 11,250.00
RAYMOND G. MEYERS	11/14/2007	$ 1,873.00
RAYMOND G. MEYERS	11/21/2007	$ 12,500.00
RAYMOND G. MEYERS	12/7/2007	$ 700.00
RAYMOND G. MEYERS	12/7/2007	$ 1,300.00
RAYMOND G. MEYERS	12/7/2007	$ 2,500.00
RAYMOND G. MEYERS	12/7/2007	$ 10,000.00
RAYMOND G. MEYERS	12/21/2007	$ 12,500.00
RAYMOND G. MEYERS	1/4/2008	$ 13,423.08
RAYMOND G. MEYERS	1/4/2008	$ 147,469.00
RAYMOND G. MEYERS	1/8/2008	$ 2,684.62
RAYMOND G. MEYERS	1/8/2008	$ 5,369.23
RAYMOND G. MEYERS	1/8/2008	$ 27,808.15
RAYMOND G. MEYERS	1/9/2008	$ -
RAYMOND G. MEYERS	1/17/2008	$ 2,910.15

IN THE UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

In re: FREMONT GENERAL CORPORATION,
Case No. 8:08-bk-13421

STATEMENT OF FINANCIAL AFFAIRS
EXHIBIT 3-C - PAYMENTS TO CREDITORS
CREDITORS WHO ARE OR WERE INSIDERS

NAME OF CREDITOR	DATE OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS
RAYMOND G. MEYERS	1/23/2008	$ 928,861.71
RAYMOND G. MEYERS	2/11/2008	$ 2,072.76
RICHARD A. SANCHEZ	11/21/2007	$ 21,153.85
RICHARD A. SANCHEZ	12/5/2007	$ 195.00
RICHARD A. SANCHEZ	12/7/2007	$ 700.00
RICHARD A. SANCHEZ	12/7/2007	$ 1,600.00
RICHARD A. SANCHEZ	12/7/2007	$ 3,846.15
RICHARD A. SANCHEZ	12/7/2007	$ 15,384.62
RICHARD A. SANCHEZ	12/21/2007	$ 19,230.77
ROBERT F. LEWIS	7/2/2007	$ 4,166.67
ROBERT F. LEWIS	8/1/2007	$ 8,666.67
ROBERT F. LEWIS	9/4/2007	$ 7,166.67
ROBERT F. LEWIS	10/1/2007	$ 7,166.67
ROBERT F. LEWIS	11/1/2007	$ 11,666.67
ROBERT F. LEWIS	12/1/2007	$ 8,666.67
ROBERT F. LEWIS	1/2/2008	$ 4,166.67
ROBERT F. LEWIS	1/11/2008	$ 1,500.00
ROBERT JAMES SHACKLETON	1/24/2008	$ 5,833.33
ROBERT JAMES SHACKLETON	2/1/2008	$ 5,833.33
ROBERT JAMES SHACKLETON	03/05/08	$ 5,833.33
ROBERT JAMES SHACKLETON	04/02/08	$ 5,833.33
ROBERT JAMES SHACKLETON	05/05/08	$ 5,833.33
ROBERT JAMES SHACKLETON	06/05/08	$ 5,833.33
ROBERT JAMES SHACKLETON	06/17/08	$ 11,666.66
ROBERT JAMES SHACKLETON	06/17/08	$ 11,666.66
RUSSELL K. MAYERFELD	7/2/2007	$ 4,166.67
RUSSELL K. MAYERFELD	8/1/2007	$ 1,305.79
RUSSELL K. MAYERFELD	8/1/2007	$ 8,666.67
RUSSELL K. MAYERFELD	9/4/2007	$ 1,272.41
RUSSELL K. MAYERFELD	9/4/2007	$ 5,666.67
RUSSELL K. MAYERFELD	10/1/2007	$ 7,166.67
RUSSELL K. MAYERFELD	10/4/2007	$ 1,554.39
RUSSELL K. MAYERFELD	11/1/2007	$ 4,621.56
RUSSELL K. MAYERFELD	11/1/2007	$ 11,666.67
RUSSELL K. MAYERFELD	12/1/2007	$ 8,666.67
RUSSELL K. MAYERFELD	1/2/2008	$ 4,166.67
RUSSELL K. MAYERFELD	1/11/2008	$ 3,000.00
SANCHEZ, RICHARD A.	02/04/08	$ 62.23
STEPHEN H. GORDON	11/21/2007	$ 42,307.69
STEPHEN H. GORDON	12/7/2007	$ 700.00
STEPHEN H. GORDON	12/7/2007	$ 7,692.31
STEPHEN H. GORDON	12/7/2007	$ 30,769.23

IN THE UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

In re: FREMONT GENERAL CORPORATION,
Case No. 8:08-bk-13421

STATEMENT OF FINANCIAL AFFAIRS
EXHIBIT 3-C - PAYMENTS TO CREDITORS
CREDITORS WHO ARE OR WERE INSIDERS

NAME OF CREDITOR	DATE OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS
STEPHEN H. GORDON	12/21/2007	$ 38,461.54
STEPHEN H. GORDON	1/17/2008	$ 5,107.67
TAYLOR, B. MORGYN	3/14/2008	$ 27,945.66
TERBOVIC, NICK	3/3/2008	$ 53,158.89
TERBOVIC, NICK	3/28/2008	$ 179.72
THEA K. STUEDLI	11/21/2007	$ 19,038.46
THEA K. STUEDLI	12/7/2007	$ 700.00
THEA K. STUEDLI	12/7/2007	$ 1,600.00
THEA K. STUEDLI	12/7/2007	$ 3,461.54
THEA K. STUEDLI	12/7/2007	$ 13,846.15
THEA K. STUEDLI	12/21/2007	$ 17,307.69
THEA K. STUEDLI	02/06/08	$ 697.94
THOMAS W. HAYES	8/1/2007	$ 874.45
THOMAS W. HAYES	9/4/2007	$ 695.25
THOMAS W. HAYES	10/4/2007	$ 659.25
THOMAS W. HAYES	11/1/2007	$ 1,642.30
VIGO, MICHAEL	3/14/2008	$ 771.12
WALLACE, RICHARD H.	1/9/2008	$ 65,835.20
WALLACE, RICHARD H.	1/23/2008	$ 58,709.79
WALLACE, RICHARD H.	1/30/2008	$ 3,757.99
WAYNE R. BAILEY	6/22/2007	$ 2,692.31
WAYNE R. BAILEY	6/22/2007	$ 24,230.77
WAYNE R. BAILEY	7/6/2007	$ 700.00
WAYNE R. BAILEY	7/6/2007	$ 1,600.00
WAYNE R. BAILEY	7/6/2007	$ 26,923.08
WAYNE R. BAILEY	7/12/2007	$ 1,948.25
WAYNE R. BAILEY	7/20/2007	$ 2,692.31
WAYNE R. BAILEY	7/20/2007	$ 24,230.77
WAYNE R. BAILEY	8/3/2007	$ 700.00
WAYNE R. BAILEY	8/3/2007	$ 1,600.00
WAYNE R. BAILEY	8/3/2007	$ 2,692.31
WAYNE R. BAILEY	8/3/2007	$ 24,230.77
WAYNE R. BAILEY	8/16/2007	$ 1,595.00
WAYNE R. BAILEY	8/17/2007	$ 2,692.31
WAYNE R. BAILEY	8/17/2007	$ 10,769.23
WAYNE R. BAILEY	8/17/2007	$ 13,461.54
WAYNE R. BAILEY	8/31/2007	$ 26,923.08
WAYNE R. BAILEY	9/13/2007	$ 1,595.00
WAYNE R. BAILEY	9/14/2007	$ 700.00
WAYNE R. BAILEY	9/14/2007	$ 1,600.00
WAYNE R. BAILEY	9/14/2007	$ 26,923.08
WAYNE R. BAILEY	9/28/2007	$ 2,692.31

IN THE UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

In re: FREMONT GENERAL CORPORATION,
Case No. 8:08-bk-13421

STATEMENT OF FINANCIAL AFFAIRS
EXHIBIT 3-C - PAYMENTS TO CREDITORS
CREDITORS WHO ARE OR WERE INSIDERS

NAME OF CREDITOR	DATE OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS
WAYNE R. BAILEY	9/28/2007	$ 24,230.77
WAYNE R. BAILEY	10/12/2007	$ 700.00
WAYNE R. BAILEY	10/12/2007	$ 1,600.00
WAYNE R. BAILEY	10/12/2007	$ 26,923.08
WAYNE R. BAILEY	10/26/2007	$ 26,923.08
WAYNE R. BAILEY	11/9/2007	$ 700.00
WAYNE R. BAILEY	11/9/2007	$ 1,600.00
WAYNE R. BAILEY	11/9/2007	$ 26,923.08
WAYNE R. BAILEY	11/12/2007	$ 102,083.32
WAYNE R. BAILEY	12/17/2007	$ 1,574.61
WAYNE R. BAILEY	12/17/2007	$ 274,266.99
	TOTAL	$ 340,006,940.39

Note: See Creditor Matrix for address information. Additional payment detail can be provided upon request.

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IN THE UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

In re: FREMONT GENERAL CORPORATION,
Case No. 8:08-bk-13421

Statement of Financial Affairs - Exhibit 4-A
Suits and administrative proceedings, Executions, Garnishments and Attachments

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
IN THE MATTER OF FREMONT INVESTMENT & LOAN, FREMONT GENERAL CREDIT CORPORATION, FREMONT GENERAL CORPORATION CASE NUMBER: FDIC-07-035B	ORDER TO CEASE & DESIST, SUPERVISORY PROMPT CORRECTIVE ACTION DIRECTIVE		COMPLIANCE ON-GOING
IN THE MATTER OF FREMONT INVESTMENT & LOAN	ORDER TO CEASE & DESIST, SUPERVISORY PROMPT CORRECTIVE ACTION DIRECTIVE		COMPLIANCE ON-GOING
FELICE ATENCIO, DARRYL LAZAR, RONALD MARTIN, KEVIN SMITH AND LILLIAN SOLOMON ADV V. FREMONT GENERAL CORPORATION, LOUIS J. RAMPINO, WAYNE R. BAILEY, PATRICK E. LAMB AND KYLE R. WALKER, CASE NUMBER: CV-08-03862-DDP	CLASS ACTION COMPLAINT	US DISTRICT COURT, CENTRAL DISTRICT OF CA	OPEN
COMMONWEALTH OF MASSACHUSETTS V. FREMONT INVESTMENT & LOAN, AND FREMONT GENERAL CORPORATION CASE NUMBER: CIVIL ACTION NO. 07-4373F	COMPLAINT FOR INJUNCTIVE RELIEF, EQUITABLE RELIEF FOR MASSACHUSETTS BORROWERS AND CIVIL PENALTIES.	SUPERIOR COURT SUFFOLK COUNTY, MA	OPEN
NYSER INVESTIGATION #1000214522 AND #10224096 CASE NUMBER:	INVESTIGATION INTO TRADING ISSUES.		OPEN
THE BANK OF NEW YORK V. FREMONT GENERAL CORPORATION CASE NUMBER: CV03-9238 CAS (PJWX)	COMPLAINT SEEKING RETURN OF TRANSFERRED CUSTODIAL DEPOSITS.	US DISTRICT COURT, CENTRAL DISTRICT, LOS ANGELES	OPEN
CITY OF CLEVELAND V. DEUTSCHE BANK TRUST COMPANY, ET AL. CASE NUMBER: CV 08 646970	PUBLIC NUISSANCE COMPLAINT, RELATED TO CLEVELANDS HIGH FORECLOSURE RATES	COURT OF COMMON PLEAS, CUYAHOGA COUNTY, OHIO	OPEN
MOHAMMED AL-BEITAWI, INDIVIDUALLY AND ON BEHALF OF ALL OTHERS SIMILARLY SITUATED V. FREMONT GENERAL CORPORATION, ET AL. CASE NUMBER: CV 07-5756 FMC (FFMX)	CONSOLIDATED SECURITIES CLASS ACTION	US DISTRICT COURT, CENTRAL DISTRICT, LOS ANGELES	OPEN
ENRON CORP. V. GOLDMAN SACHS & CO., ET AL CASE NUMBER: 01-16034 (AJG)	COMPLAINT FOR VOIDABLE PREFERENCE AND FRAUDLENT CONVEYANCE	US BANKRUPTCY COURT, SOUTHERN DISTRICT OF NEW YORK	OPEN
IN RE FREMONT GENERAL CORPORATION LITIGATION CASE NUMBER: CV07-02693	CONSOLIDATED CLASS ACTION COMPLAINT FOR BREACHES OF FIDUCIARY DUTY UNDER ERISA	US DISTRICT COURT, CENTRAL DISTRICT, LOS ANGELES	OPEN
GERLING GLOBAL REINSURANCE CORPORATION OF AMERICA V. FREMONT GENERAL CORPORATION, FREMONT COMPENSATION INSURANCE GROU, INC., LOUIS RAMPINO, DOES 1 10 CASE NUMBER: CV05-5454-CAS (PJWX)	CASE UNDER APPEAL TO BE HEARD ON JUNE 6, 2008.	US DISTRICT COURT, CENTRAL DISTRICT, WESTERN DIVISION	OPEN
FRANK TAYLOR, JR. DERIVATIVELY ON BEHALF OF NOMINAL DEFENDANT FREMONT GENERAL CORPORATION V. LOUIS RAMPINO, WAYNE BAILEY, JAMES MCINTYRE, THOMAS HAYES, ROBERT F. LEWIS, RUSSEL MAYERFELD AND DICKINSON C. ROSS, AND FREMONT GENERAL CORPORATION, NOMINAL DEFENDANT CASE NUMBER: CV08-00124 (GAF (PLAX)	SHAREHOLDER DERIVATIVE COMPLAINT	CLOSED. (NEW DEMAND RECEIVED, COMPLAINT NOT FILED)	CLOSED (DISMISSED WITHOUT PREJUDICE BY PLAINTIFF). (NEW DEMAND RECEIVED, COMPLAINT NOT FILED)

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IN THE UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

In re: FREMONT GENERAL CORPORATION,
Case No. 8:08-bk-13421

Statement of Financial Affairs - Exhibit 4-A
Suits and administrative proceedings, Executions, Garnishments and Attachments

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
FREMONT INDEMNITY COMPANY V. FREMONT GENERAL CORPORATION, FREMONT COMPENSATION INSURANCE GROUP, DOES 1-30, DOES 31-60 CASE NUMBER: BC316472 AND BC320766	INSURANCE COMMISIONER, AS LIQUIDATOR OF FIC, FILED THE COMPLAINT ALLEGING MISAPPROPRIATION OF NET OPERATING LOSSES (NOLS I AND NOLS II))	SUPERIOR COURT, COUNTY OF LOS ANGELSE	OPEN
ALAN W. FAIGIN V. FREMONT GENERAL CORPORATION CASE NUMBER: 72-460-00182-08	COMPLAINT AND DEMAND FOR ARBITRATION	AMERICAN ABITRATION ASSOCIATION, WESTERN CASE MANAGEMENT CENTER	OPEN
THOMAS BORGERS V. FREMONT GENERAL CORPORATION CASE NUMBER: 9-3290-07-066	WHISTLEBLOWER COMPLAINT	OSHA, SAN FRANCISCO, CA	CLOSED. SETTLED.
JAMES A. MCINTYRE, SR., AN INDIVIDUAL, AND ALAN W. FAIGIN, AN INDIVIDUAL VS. FREMONT GENERAL CORPORATION, STEPHEN A. GORDON, AN INDIVIDUAL, DAVID S. DEPILLO, AN INDIVIDUAL; MERRILL LYNCH & CO., DOES 1 - 20 CASE NUMBER: 30-2008 00107700	COMPLAINT FOR DAMAGES - BREACH OF CONTRACT, BREACH OF FIDUCIARY DUTY, UNJUST ENRICHMENT, ETC.	SUPERIOR COURT OF THE STATE OF CALIFORNIA, COUNTY OF ORANGE	OPEN
FREMONT GENERAL CORPORATION AND FREMONT INVESTMENT & LOAN VS. BLACKROCK INC; PRIVATE NATIONAL MORTGAGE ACCEPTANCE COMPANY, LLC D/B/A PENNYMAC; JOHN LAWRENCE, AN INDIVIDUAL; AND DOES 1-25 CASE NUMBER: 30-2008 001105649	COMPLAINT BROUGHT BY FGC AND FIL FOR BREACH OF WRITTEN CONTRACT, BREACH OF COVENANT OF GOOD FAITH, INTENTIONAL INTERFERENCE WITH EMPLOYMENT RELATIONSHIPS, ETC.	SUPERIOR COURT OF CALIFORNIA, COUNTY OF ORANGE	OPEN
ROBERT T. KIMBREW, CHRISELLA THOMAS, ELSA GONZALES, FELIX PENA, ALMA HARRIS, JOSE AGUILAR AND NORMA AGUILAR ON BEHALF OF THEMSELVES AND ALL OTHERS SIMILARLY SITUATED VS. FREMONT INVESTMENT & LOAN, FREMONT GENERAL CORPORATION CASE NUMBER: CV08-3277 R(ANX)	COMPLAINT FOR VIOLATION OF EQUAL CREDIT OPPORTUNITY ACT AND FAIR HOUSING ACT	US DISTRICT COURT CENTRAL DISTRICT OF CALIFORNIA, SOUTHER DIVISION, SANTA ANA	OPEN
KARINA HERNANDEZ VS. FREMONT INVESTMENT & LOAN; FREMONT GENERAL CREDIT CORPORATION; FREMONT GENERAL CORPORATION; BAYWIDE FINANCIAL SERVICES; RE/MAX BAYWIDE REAL ESTATE; J. ANDREW PAULSON, AN INDIVIDUAL; ANDRES E. MONSALVES, AN INDIVIDUAL; FABIO JOSE SOLERI, AND INDIVIDUAL; AND DOES 1 -100 CASE NUMBER: CV07-02467	CONSUMER CLASS ACTION AND INDIVIDUAL COMPLAINT	SUPERIOR COURT OF CALIFORNIA, COUNTY OF CONTRA COSTA	OPEN
MATTHEW SCHEID AND MELTON MCCLANAGHAN, JR. ON BEHALF OF THEMSELVES AND OTHERS SIMILARLY SITUATED V. FREMONT GENERAL CORPORATION, FREMONT GENERAL CREDIT CORPORATION, AND FREMONT INVESTMENT & LOAN CASE NUMBER: C07-06063 (CRB)	CLASS ACTION WAGE & HOUR COMPLAINT	US DISTRICT COURT, NORTHERN DISTRICT, SAN FRANCISCO DIVISION	OPEN

IN THE UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

In re: FREMONT GENERAL CORPORATION,
Case No. 8:08-bk-13421

Statement of Financial Affairs - Exhibit 4-A
Suits and administrative proceedings, Executions, Garnishments and Attachments

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
KAREN K. WOOLEY VS. FREMONT INVESTMENT & LOAN, FREMONT GENERAL CORPORATION, DOES 1-10 CASE NUMBER: 07CC06050	COMPLAINT FOR EMPLOYMENT DISCRIMINATION AND HARRASSMENT	SUPERIOR COURT OF CALIFORNIA, COUNTY OF ORANGE	CLOSED. SETTLED.
INSURANCE COMMISSIONER OF THE STATE OF CALIFORNIA VS. FREMONT GENERAL CORPORATION, FREMONT INVESTMENT & LOAN, NICOLE MAURY, JAMES MCINTYRE, LOUIS RAMPINO, THEA STUEDLI, DOES 1-30 CASE NUMBER: BS083582	ADVERSARY COMPLAINT REGARDING ARTWORK	SUPERIOR COURT, COUNTY OF LOS ANGELSE	OPEN
THOMAS C. WHITESELL VS. FREMONT GENERAL CORPORATION, FREMONT INVESTMENT & LOAN, DOES 1-100 INCLUSIVE CASE NUMBER: SC096019	EMPLOYMENT LITIGATION COMPLAINT FOR DAMAGES AND DECLARATORY RELIEF	SUPERIOR COURT OF CALIFORNIA, COUNTY OF LOS ANGELES, WEST DISTRICT	OPEN
KYLE WALKER ARBITRATION DEMAND	DEMAND LETTER FROM MR. WALKER'S COUNSEL REGARDING SEVERANCE		NO FORMAL COMPLAINT FILED
RONALD J. NICOLAS, JR. V. FREMONT GENERAL CORPORATION, FREMONT INVESTMENT & LOAN, DOES 1 - 50 INCLUSIVE CASE NUMBER: NOT YET FILED	COMPLAINT FOR BREACH OF EMPLOYMENT CONTRACT	SUPERIOR COURT OF CALIFORNIA, COUNTY OF ORANGE	PENDING
WAYNE BUNCH VS. SHERYLL BUNCH, FREMONT (7-213220) CA CASE NUMBER: CIV 463785	COMPLAINT TO ENJOIN FORECLOSURE AND FOR DECLARATORY RELIEF AND TRO. PLAINTIFF WAYNE M. BUNCH IS THE EX-HUSBAND OF DEFENDANT SHERYLL R. BUNCH (FREMONT¿S BORROWER). THE COMPLAINT ALLEGES THAT PLAINTIFF WAS AN OWNER IN JOINT TENANCY WITH THE BORROWER ON TWO SEPARATE PROPERTIES AND THE BORROWER FORGED PLAINTIFF¿S SIGNATURE ON THE NOTES SUBJECT TO THE REFERENCED LOANS. PLAINTIFF FURTHER ALLEGES THE BREACH OF THE OBLIGATIONS FOR WHICH THE DEEDS OF TRUST ARE SECURITY HAS NOT OCCURRED AS TO PLAINTIFF¿S ONE-HALF (1/2/) JOINT TENANCY INTEREST IN THE PROPERTIES. PLAINTIFF IS SEEKING A TEMPORARY RESTRAINING ORDER, PRELIMINARY INJUNCTION AND PERMANENT INJUNCTION RESTRAINING FREMONT FORM SELLING PLAINTIFF'S ONE-HALF JOINT TENANCY INTEREST IN THE PROPERTIES.	CA -SAN MATEO SUPERIOR COURT	OPEN

EXHIBIT 2 PAGE 205

IN THE UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

In re: FREMONT GENERAL CORPORATION,
Case No. 8:08-bk-13421

Statement of Financial Affairs - Exhibit 4-A
Suits and administrative proceedings, Executions, Garnishments and Attachments

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
HERNANDEZ V. FIL, FGCC, FGC, BAYWIDE FIN (CA) CASE NUMBER: CA07-02467	PREDATORY LENDING CLASS ACTION LAWSUIT. BORROWER HERNANDEZ ALLEGES SHE WAS MISLED BY HER BROKER RE MONTHLY PAYMENTS AND WAS IGNORANT AS TO ADDITIONAL FEES AND COSTS SUCH AS INSURANCE, CLOSING COSTS, ETC. IT WASN'T UNTIL WELLS STARTED FCL THAT THIS SUIT CAME IN. 5 PAYMENTS MADE - ALL TIMELY AND LOANS WERE CURRENT WHEN RELEASED.	CA- CONTRA COSTA SUPERIOR COURT	OPEN
SIMMSPARRIS V. FGC, ET AL. CASE NUMBER: L3106-08	PLAINTIFF FILED AN ACTION FOR MALICIOUS PROSECUTION, BREACHES OF CONTRACT, GOOD FAITH, FAIR DEALING AND FIDUCIARY DUTY, FRAUD, FALSE LIGHT, INTENTIONAL INFLICTION OF EMOTIONAL DISTRESS, CIVIL CONSPIRACY TORTOIUS INTERFERENCE WITH ECONOMIC ADVANTAGE, CONVERSION AND NEGLIGENCE. PLAINTIFF IS A SETTLEMENT ATTORNEY THAT CLOSED A TRANSACTION FOR THE SALE OF A PROPERTY BETWEEN WANDA AUSTIN-WINGOOOD (BORROWER AND BUYER) AND CARLOS MOLINA (SELLER). THERE WAS LITIGATION CONCERNING THE CLOSING. THE MATTER WAS SETTLED AND THE PLAINTIFF WAS ORDERED TO CONTRIBUTE TO THE SETTLEMENT. PLAINTIFF REFUSED TO HONOR THE SETTLEMENT AGREEMENT AND A MOTION WAS FILED TO ENFORCE THE SETTLEMENT. IT IS UNKNOWN THE OUTCOME. NEVERTHELESS, THIS LITIGATION ARISES OUT OF THAT CASE. SEE LB#3336.	SUPERIOR COURT - NJ - BERGEN COUNTY	PENDING (NOT SERVED)

EXHIBIT 2 PAGE 706

IN THE UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

In re: FREMONT GENERAL CORPORATION,
Case No. 8:08-bk-13421

Statement of Financial Affairs - Exhibit 4-A
Suits and administrative proceedings, Executions, Garnishments and Attachments

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
GRIMES V. FREMONT GENERAL, FIL (LITIGATION) CASE NUMBER: 08-CV-01024	VIOLATIONS OF THE CIVIL RIGHTS, TRUTH IN LENDING, FAIR HOUSING, EQUAL CREDIT OPPORTUNITY, REAL ESTATE SETTLEMENT PROCEDURE, HOME OWNERSHIP AND EQUITY PROTECTION ACTS ARISING FROM DEFENDANTS' FRAUDULENT CONSPIRACY TO ENGAGE IN PREDATORY LENDING PRACTICES WITH LOANS MADE TO AFRICAN-AMERICANS.PLAINTIFF IS PRO PER.	USDC - SOUTHERN DISTRICT - FLORIDA	OPEN
SPARROW V. FREMONT GENERAL (LITIGATION-USDC) CASE NUMBER: CCR 08 CV 0032	BORROWER SUES FOR DECLARATORY JUDGMENT, ACCOUNTING, INJUNCTIVE RELIEF AND DAMAGES BECAUSE HE ALLEGES HE HAS MADE ALL HIS PAYMENTS ON TIME AND FREMONT'S ACCOUNTING ON HIS LOAN IS IN ERROR. THIS BORROWER HAS SENT US NUMEROUS LETTERS SINCE THE INCEPTION OF HIS LOAN AND FREMONT HAS RESPONDED. THE BORROWER EVEN SUED US IN SMALL CLAIMS COURT, BUT IT WAS DISMISSED. (LB #4385 AND 4697)	USDC- DISTRICT OF MARYLAND	OPEN

IN THE UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

In re: FREMONT GENERAL CORPORATION,
Case No. 8:08-bk-13421

STATEMENT OF FINANCIAL AFFAIRS - EXHIBIT 23
WITHDRAWALS FROM A PARTNERSHIP OR DISTRIBUTIONS BY A CORPORATION

Name	Source	Auto Allowance	EBP Distribution	Exec Med Allowance	Restricted Stock	Retention Bonus	Expense Reimbursement	Salary	SERP	SERP Distribution	Service Award	Unused Vacation	Intercompany	Grand Total
Alan Faigin	FGC	$ 7,800.00		$ 4,200.00	$ 138,691.00	$ 318,750.02		$ 389,397.36				$ 38,853.46		$ 897,691.84
Barney Northcote	FGC							$ 64,166.63						$ 64,166.63
Charles Loring	FGC						$ 1,486.00	$ 66,753.30						$ 68,239.30
CMF FIL	FGC												$ 452,005.07	$ 452,005.07
David S. DePillo	FGC	$ 1,800.00		$ 700.00				$ 107,307.68						$ 109,807.68
Dickinson Ross	FGC							$ 54,666.69						$ 54,666.69
Donald E. Royer	FGC	$ 1,600.00		$ 700.00				$ 59,615.39						$ 61,915.39
Elaine Himeno	FGC								$ 1,326.18					$ 1,326.18
Fremont Aviation Services Corporation	FGC												$ 839,399.86	$ 839,399.86
Fremont Investment and Loan	FGC												$ 331,256,857.55	$ 331,256,857.55
James A. McIntyre	FGC	$ 9,000.00	$ 2,072.76	$ 3,500.00				$ 375,384.61		$ 558,329.06		$ 199,743.58		$ 1,148,030.01
Louis J. Rampino	FGC		$ 1,523.08	$ 3,500.00				$ 338,461.53		$ 339,797.27	$ 9,216.58	$ 172,051.28		$ 864,549.74
Marilyn I. Hauge	FGC		$ 2,271.17							$ 196,346.80				$ 198,617.97
Mark Schaffer	FGC							$ 58,333.30						$ 58,333.30
Michael Vigo	FGC		$ 771.12											$ 771.12
Monique Johnson	FGC								$ 564.48					$ 564.48
Morgyn B. Taylor	FGC									$ 27,945.66				$ 27,945.66
Nick Terbovic	FGC									$ 53,338.61				$ 53,338.61
Patrick E. Lamb	FGC	$ 1,300.00	$ 6,014.30	$ 700.00			$ 260.07	$ 34,326.94		$ 1,021,037.33		$ 66,474.35		$ 1,130,112.99
Raymond G. Meyers	FGC	$ 7,800.00	$ 2,072.76	$ 4,200.00	$ 147,469.00			$ 203,133.08		$ 928,861.71		$ 27,808.15		$ 1,321,344.70
Richard A. Sanchez	FGC	$ 1,600.00		$ 700.00			$ 257.23	$ 59,615.39						$ 62,172.62
Richard H. Wallace	FGC		$ 3,757.99							$ 124,544.99				$ 128,302.98
Robert Lewis	FGC							$ 53,166.69						$ 53,166.69
Robert Shackleton	FGC							$ 58,333.30						$ 58,333.30
Robin J. Lee	FGC		$ 5,473.29							$ 62,500.29				$ 67,973.58
Russell K. Mayerfeld	FGC							$ 61,920.84						$ 61,920.84
Stephen H. Gordon	FGC			$ 700.00				$ 124,338.44						$ 125,038.44
Thea K. Stuedli	FGC	$ 1,600.00		$ 700.00			$ 697.94	$ 53,653.84						$ 56,651.78
Thomas M. Masuguchi	FGC		$ 3,173.08							$ 85,934.01				$ 89,107.09
Thomas W. Hayes	FGC							$ 3,871.25						$ 3,871.25
Wayne R. Bailey	FGC	$ 8,000.00	$ 1,574.61	$ 3,500.00				$ 301,292.13		$ 274,266.99		$ 102,083.32		$ 690,717.05
Grand Total		$ 40,500.00	$ 28,704.16	$ 23,100.00	$ 286,160.00	$ 318,750.02	$ 2,701.24	$ 2,467,738.39	$ 1,890.66	$ 3,672,902.72	$ 9,216.58	$ 607,014.14	$ 332,548,262.48	$ 340,006,940.39

EXHIBIT 2 PAGE 268

UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

In re	)	Chapter 11
FREMONT GENERAL CORPORATION,	)	Case No. 8:08-bk-13421
DEBTOR.	)	

DECLARATION CONCERNING DEBTOR'S STATEMENT OF FINANCIAL AFFAIRS

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

I, Executive Vice President and Chief Financial Officer of Fremont General Corporation, named as debtor in this case, declare under penalty of perjury that I have read the foregoing statement of financial affairs, consisting of 58 sheets, and that they are true and correct to the best of my knowledge, information and belief.

Date: July 3, 2008 Signature Thea Stuedli

Print Name Thea K. Stuedli

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
CENTRAL DISTRICT COURT OF CALIFORNIA

In re	)	Chapter 11
FREMONT GENERAL CORPORATION,	)	Case No. 8:08-bk-13421
DEBTOR.	)	

AMENDED SCHEDULES OF ASSETS AND LIABILITIES

THEODORE B. STOLMAN (State Bar No. 52099)
TStolman@Stutman.com
SCOTT H. YUN (State Bar No. 185190)
SYun@Stutman.com
STUTMAN TREISTER & GLATT, P.C.
1901 Avenue of the Stars, 12th Floor
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and

ROBERT W. JONES (State Bar No. 10951200)
RWJones@pattonboggs.com
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GLOBAL AMENDMENT NOTES AND STATEMENT OF LIMITATIONS, METHODOLOGY AND DISCLAIMER REGARDING DEBTOR'S AMENDMENT TO THE SCHEDULES OF ASSETS AND LIABILITIES[1]

The Amendment to the Schedules of Assets and Liabilities (the "Amended Schedules") filed herewith by Fremont General Corporation, the debtor and debtor in possession (the "Debtor"), were prepared pursuant to 11 U.S.C. § 521 and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") by management of the Debtor and are unaudited. While the Debtor's management has made every effort to ensure that the Amended Schedules are accurate and complete based on information that was available at the time of preparation, inadvertent errors or omissions may have occurred. The Amended Schedules remain subject to further review and verification by the Debtor. Subsequent information may result in material changes in financial and other data contained in the Amended Schedules. Except as noted in the Amended Schedules, all asset and liability data is reported as of the close of business on June 18, 2008. The Debtor has used its best efforts to compile the information set forth in the Amended Schedules from its books and records maintained in the ordinary course of its business. The Debtor reserves its right to make further amendments as may be necessary or appropriate. The Global Notes and Statement of Limitations, Methodology and Disclaimer Regarding Debtor's Statement of Financial Affairs with Schedules (the "Global Notes") as found in the Debtor's Schedules of Assets and Liabilities filed on July 3, 2008 (the "Schedules") are incorporated by reference in, and comprise an integral part of, the Amended Schedules, and should be referred to and reviewed in connection with any review of the Amended Schedules.

1. Overview of Amendments. On July 3, 2008, the Debtor filed the Schedules. The Amended Schedules are intended (i) to include additional creditors having an "ESOP Plan" based claim, (ii) to make corrections to previously estimated claims, and (iii) to make specific corrections on the Schedule B of personal property.

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[1] The Amended Schedules of Assets and Liabilities begin immediately after these Global Amendment Notes.

2. "ESOP Benefit" Creditors listed on Amended Schedule F . Each creditor listed on the Amended Scheduled F, whose claim description is referenced as an "ESOP Benefits" based claim, is a former employee to whom an unclaimed benefit under the Debtor's ESOP Plan is recorded on the Debtor's records. The Amended Schedule F reports the Debtor's recorded liability to such persons, without taking into account any defense to the claim, such as a statute of limitation. These ESOP Benefit based claims were not listed on the prior Schedules.

3. "Accounts Payable" Creditors listed on Amended Schedule F. In several instances, creditors listed on the Amended Schedule F, whose claim description is "Accounts Payable" was listed in the Schedules. However, based upon information received after July 3, 2008, the Debtor has corrected the liquidated amount due as of the Petition Date. In other instances, the "Account Payable" claim had not come to the Debtor's attention as of the July 3, 2008 filing of the Schedules, accordingly such creditor has been added.

4. Creditors listed on the original Schedule F, but not listed on Amended Schedule F. Creditors listed in the original Schedule F, but not listed in the Amended Schedule F, are unaffected by the Amended Schedules. Furthermore, if any such creditors have filed a proof of claim, the absence of any reference to such creditors in the Amended Schedule F has no significance.

5. Amended Schedule B – Personal Property (Item 13). The Amended Schedule amends the value of the Debtor's interest in "incorporated and unincorporated businesses" from $310,672,365 to $278,481,263. The text of Supplement to Schedule B, Question 13, is replaced in its entirety by the following text: the Debtor holds ownership interests in the equity securities of the following affiliated entities: Fremont General Credit Corporation ("FGCC") (the financial holding company for Fremont Reorganizing Corporation, f/k/a Fremont Investment & Loan – "FIL", Fremont Aviation Services Corp., Fremont Compensation Insurance Group, and Fremont General Financing I. The Debtor has custody or control over such equity securities. The value of the Debtor's interest in such entities cannot be determined with certainty. Because of unresolved claims against FIL, the value of the Debtor's indirect interest in FIL is uncertain. As of June 18, 2008, the Debtor recorded a value of $278,481,263 for its

investments in FGCC, which in turn owns FIL. No representations have been made in these Schedules as to the fair market value of the Debtor's interest in FGCC.

6. Amended Schedule B – Personal Property (Exhibit B-9 Insurance Policies). The Amended Schedule identifies which of the policies includes a six year run-off term for current officers and directors.

END OF GLOBAL AMENDMENT NOTES

AMENDED SCHEDULES BEGIN ON THE FOLLOWING PAGE

IN THE UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

In re: FREMONT GENERAL CORPORATION
Case No. 8:08-bk-13421

AMENDED SUMMARY OF SCHEDULES

Indicate as to each schedule whether the schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, C, D, E, F, G, H, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the amount of the debtor's assets. Add the amounts of Schedules D, E, and F to determine the total amount of the debtor's liabilities.

Name of Schedule	Attached (YES/NO)	No. of Sheets	Amounts Scheduled		
			Assets	Liabilities	Other
A - Real Property	No	0	$ -		
B - Personal Property	Yes	11	$ 330,036,435		
C - Property Claimed as Exempt	No	0			
D- Creditors Holding Secured Claims	No	0		$ -	
E - Creditors Holding Unsecured Priority Claims	No	0		$ -	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	36		$ 326,560,878	
G - Executory Contracts and Leases	No	0			
H - Codebtors	No	0			
I - Current Income of Individual Debtor(s)	No	0			$ -
J- Current Expenses of Individual Debtor(s)	No	0			$ -
Total Number of Sheets in ALL Schedules		47			
		Total Assets	$ 330,036,435		
			Total Liabilities	$ 326,560,878	
				Total Other	$ -

EXHIBIT 2 PAGE 214

IN THE UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

In re: FREMONT GENERAL CORPORATION,
Case No. 8:08-bk-13421

AMENDED 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 husband, wife, or both 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."

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	CURRENT MARKET VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. Cash on hand.		See Prior Schedule B	
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.		See Prior Schedule B	
3. Security deposits with public utilities, telephone companies, landlords, and others.		See Prior Schedule B	
4. Household goods and furnishings, including audio, video, and computer equipment.		See Prior Schedule B	
5. Books; pictures and other art objects; antiques; stamp, coin, record, tape, compact disc, and other collections or collectibles.		See Prior Schedule B	
6. Wearing apparel.		See Prior Schedule B	
7. Furs and jewelry.		See Prior Schedule B	
8. Firearms and sports, photographic, and other hobby equipment.		See Prior Schedule B	

IN THE UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

In re: FREMONT GENERAL CORPORATION,
Case No. 8:08-bk-13421

AMENDED SCHEDULE B - PERSONAL PROPERTY

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TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	CURRENT MARKET VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.		See Attached Exhibit B-9	Unknown
10. Annuities. Itemize and name each issuer.		See Prior Schedule B	
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); Rule 1007(b)).		See Prior Schedule B	
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Itemize.		See Prior Schedule B	
13. Stock and interests in incorporated and unincorporated businesses. Itemize.		Fremont General Credit Corporation	$278,481,263
14. Interests in partnerships or joint ventures. Itemize.		See Prior Schedule B	
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.		See Prior Schedule B	
16. Accounts Receivable.		See Prior Schedule B	

IN THE UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

In re: FREMONT GENERAL CORPORATION,
Case No. 8:08-bk-13421

AMENDED SCHEDULE B - PERSONAL PROPERTY

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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."

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	CURRENT MARKET VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.		See Prior Schedule B	
18. Other liquidated debts owing debtor including tax refunds. Give particulars.		See Prior Schedule B	
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule of Real Property.		See Prior Schedule B	
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.		See Prior Schedule B	
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.		See Prior Schedule B	
22. Patents, copyrights, and other intellectual property. Give particulars.		See Prior Schedule B	
23. Licenses, franchises, and other general intangibles. Give particulars.		See Prior Schedule B	
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.		See Prior Schedule B	

IN THE UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

In re: FREMONT GENERAL CORPORATION,
Case No. 8:08-bk-13421

AMENDED 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 husband, wife, or both 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."

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	CURRENT MARKET VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
25. Automobiles, trucks, trailers, and other vehicles and accessories.		See Prior Schedule B	
26. Boats, motors, and accessories.		See Prior Schedule B	
27. Aircraft and accessories.		See Prior Schedule B	
28. Office equipment, furnishings, and supplies.		See Prior Schedule B	
29. Machinery, fixtures, equipment and supplies used in business.		See Prior Schedule B	
30. Inventory.		See Prior Schedule B	
31. Animals.		See Prior Schedule B	
32. Crops - growing or harvested. Give particulars.		See Prior Schedule B	

IN THE UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

In re: FREMONT GENERAL CORPORATION,
Case No. 8:08-bk-13421

AMENDED SCHEDULE B - PERSONAL PROPERTY

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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."

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	CURRENT MARKET VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
33. Farming equipment and implements.		See Prior Schedule B	
34. Farms supplies, chemicals, and feed.		See Prior Schedule B	
35. Other personal property of any kind not already listed. Itemize.		See Prior Schedule B	
		TOTAL	**$278,481,263**

EXHIBIT 2 PAGE 219

IN THE UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

In re: FREMONT GENERAL CORPORATION,
Case No. 8:08-bk-13421

AMENDED SCHEDULE B - PERSONAL PROPERTY
EXHIBIT B-9 - INSURANCE POLICIES

COVERAGE	COMPANY	POLICY NO.	TERM	VALUE
Directors & Officers	XL Specialty Insurance 100 Constitution Plaza 17th floor Hartford, CT 06103	ELU10227308[1]	1/01/08-1/01/09	Unknown
Excess D&O	Continental Casualty c/o CNA Insurance Companies 40 Wall Street New York, NY 10005	169567739	1/01/08-1/01/09	Unknown
Excess D&O	Continental Casualty c/o CNA Insurance Companies 40 Wall Street New York, NY 10005	287249982[1]	1/01/08-1/01/09	Unknown
Excess D&O	U.S. Specialty c/o Houston Casualty Company P.O. Box 4108 Farmington, CT 06034	14MGU08A15986[1]	1/01/08-1/01/09	Unknown
Excess D&O	RSUI Indemnity Company 945 East Paces Ferry Road Suite 1800 Atlanta, GA 30326-1125	NHS627733[1]	1/01/08-1/01/09	Unknown
Excess D&O	Allied World Assurance, Inc. 100 Summer Street Boston, MA 02210	C008853002	1/01/08-1/01/09	Unknown
Excess D&O	Allied World Assurance, Inc. 100 Summer Street Boston, MA 02210	C009428003[1]	1/01/08-1/01/09	Unknown

[1]Policy includes a six year run-off term for current officers and directors which will be activated at a later date.

COVERAGE	COMPANY	POLICY NO.	TERM	VALUE
Excess D&O	U.S. Specialty c/o Houston Casualty Company P.O. Box 4108 Farmington, CT 06034	14MGU08A15987[1]	1/01/08-1/01/09	Unknown
Excess D&O	Liberty Mutual Insurance 55 Water Street 18th floor New York, NY 10041	78301018[1]	1/01/08-1/01/09	Unknown
Excess D&O	Navigators Insurance One Penn Plaza 55th floor New York, NY 10119	NY08DOL119482NV[1]	1/01/08-1/01/09	Unknown
Excess D&O	Westchester Surplus c/o ACE Westchester Fire Insurance Company 500 Colonial Center Parkway Roswell, GA 30076	G23824504001[1]	1/01/08-1/01/09	Unknown
Excess D&O	Darwin/ Platte River Insurance Company 9 Farm Springs Road Farmington, CT 06032	3037882[1]	1/01/08-1/01/09	Unknown
Excess D&O	Freedom/ Scottsdale Insurance Company 250 Greenwich Street Suite A, 33rd Floor New York, NY 10007	XOS0800002[1]	1/01/08-1/01/09	Unknown
Run-off D&O	XL Specialty Insurance 100 Constitution Plaza 17th floor Hartford, CT 06103	ELU095774-07	1/01/07-1/01/14	Unknown
Run-off D&O	Continental Casualty c/o CNA Insurance Companies 40 Wall Street New York, NY 10005	169567739	1/01/07-1/01/14	Unknown

[1]Policy includes a six year run-off term for current officers and directors which will be activated at a later date.

COVERAGE	COMPANY	POLICY NO.	TERM	VALUE
Run-off D&O	RSUI Indemnity Company 945 East Paces Ferry Road Suite 1800 Atlanta, GA 30326-1125	NHS623775	1/01/07-1/01/14	Unknown
Run-off D&O	New Markets Underwriter c/o Allied World Assurance, Inc. 100 Summer Street Boston, MA 02210	NU5829257	1/01/07-1/01/14	Unknown
Run-off D&O	Darwin/ Platte River Insurance Company 9 Farm Springs Road Farmington, CT 06032	0303-481	1/01/07-1/01/14	Unknown
Run-off D&O	St. Paul Mercury c/o St. Paul Travelers 385 Washington Street St. Paul, MN 55102	594CM1790	1/01/07-1/01/14	Unknown
Run-off D&O	Chubb/ Federal Insurance Company 15 Mountain View Road Warren, NJ 07059	8167-7802	1/01/07-1/01/14	Unknown
Run-off D&O	Liberty Mutual Insurance 55 Water Street 18th floor New York, NY 10041	078301-017	1/01/07-1/01/14	Unknown
Fiduciary Liability	Columbia Casualty c/o CNA Insurance Companies 40 Wall Street New York, NY 10005	287202290[1]	1/01/08-1/01/09	Unknown
Excess Fiduciary Liability	XL Specialty Insurance 100 Constitution Plaza 17th floor Hartford, CT 06103	ELU10227108[1]	1/01/08-1/01/09	Unknown

[1]Policy includes a six year run-off term for current officers and directors which will be activated at a later date.

COVERAGE	COMPANY	POLICY NO.	TERM	VALUE
Excess Fiduciary Liability	U.S. Specialty c/o Houston Casualty Company P.O. Box 4108 Farmington, CT 06034	14MGU08A15990[1]	1/01/08-1/01/09	Unknown
Excess Fiduciary Liability	Navigators Insurance One Penn Plaza 55th floor New York, NY 10119	NY08FID203850NV[1]	1/01/08-1/01/09	Unknown
Excess Fiduciary Liability	Allied World Assurance, Inc. 100 Summer Street Boston, MA 02210	C008857002[1]	1/01/08-1/01/09	Unknown
Excess Fiduciary Liability	Westchester Surplus c/o ACE Westchester Fire Insurance Company 500 Colonial Center Parkway Roswell, GA 30076	G23824498001[1]	1/01/08-1/01/09	Unknown
Run-off Fiduciary	XL Specialty Insurance 100 Constitution Plaza 17th floor Hartford, CT 06103	ELU09577507	1/01/07-1/01/14	Unknown
Run-off Fiduciary	Capital Indemnity c/o Darwin/ Platte River Insurance Company 9 Farm Springs Road Farmington, CT 06032	3032220	1/01/07-1/01/14	Unknown
Run-off Fiduciary	Chubb/ Federal Insurance Company 15 Mountain View Road Warren, NJ 07059	68001539	1/01/07-1/01/14	Unknown
Run-off Fiduciary	Houston Casualty Company P.O. Box 4108 Farmington, CT 06034	H70770000	1/01/07-1/01/14	Unknown

[1]Policy includes a six year run-off term for current officers and directors which will be activated at a later date.

COVERAGE	COMPANY	POLICY NO.	TERM	VALUE
Crime Coverage	AIG/ National Union Fire Insurance Underwriters 175 Water Street New York, NY 10038	5504129	1/01/08-1/01/09	Unknown
Excess Crime Coverage	Zurich American Insurance Company 1400 American Lane Shaumburg, IL 60196	FID596401900	1/01/08-1/01/09	Unknown
Excess Crime Coverage	Continental Insurance c/o CNA Insurance Companies 40 Wall Street New York, NY 10005	286986570	1/01/08-1/01/09	Unknown
Errors & Omissions	Chubb/ Federal Insurance Company 15 Mountain View Road Warren, NJ 07059	82077796	1/01/08-1/01/09	Unknown
Excess E&O	U.S. Specialty c/o Houston Casualty Company P.O. Box 4108 Farmington, CT 06034	14MGU08A15989	1/01/08-1/01/09	Unknown
Difference in Conditions	Essex Insurance 19867 Prairie Street Suite 250 Chatsworth, CA 91311-6530	SX358234	12/31/07-12/31/08	Unknown
Excess Difference in Conditions	Empire Indemnity 19867 Prairie Street Suite 250 Chatsworth, CA 91311-6530	308218JF1	12/31/07-12/31/08	Unknown
Excess Difference in Conditions	Princeton Insurance 555 College Road East Princeton, NJ 08543-5241	B2A3IM000057700	12/31/07-12/31/08	Unknown
Commercial Automobile	Chubb/ Federal Insurance Company 15 Mountain View Road Warren, NJ 07059	73253487	1/01/08-1/01/09	Unknown

[1]Policy includes a six year run-off term for current officers and directors which will be activated at a later date.

COVERAGE	COMPANY	POLICY NO.	TERM	VALUE
Group Personal Umbrella	Chubb/ Federal Insurance Company 15 Mountain View Road Warren, NJ 07059	79544349	1/01/08-1/01/09	Unknown
Commercial Excess and Umbrella	Chubb/ Federal Insurance Company 15 Mountain View Road Warren, NJ 07059	79826594	1/01/08-1/01/09	Unknown
Excess Umbrella	Great American 580 Walnut Street Cincinnati, OH 45202	405723302	1/01/08-1/01/09	Unknown
Excess Umbrella	Fireman's Fund 777 San Marin Drive Navato, CA 94998	SHX80396328	1/01/08-1/01/09	Unknown
Excess Umbrella	American Guarantee P.O. Box 4367 Woodland Hills, CA 91367-4976	914093901	1/01/08-1/01/09	Unknown
Commercial Package	Chubb/ Federal Insurance Company 15 Mountain View Road Warren, NJ 07059	35357851	1/01/08-1/01/09	Unknown
Workers Compensation	Crum & Forster 1 City Boulevard West P.O. Box 14217 Orange, CA 92868	4086948267	1/01/08-1/01/09	Unknown

[1]Policy includes a six year run-off term for current officers and directors which will be activated at a later date.

In Re: FREMONT GENERAL CORPORATION Debtor, Case No. 08-13421 Entity # 1

AMENDED SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED, NATURE OF LIEN AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT, UNLIQUIDATED, DISPUTED	AMOUNT OF CLAIM
1069773 - 10001095 ABELLAR, JOANN ADDRESS ON FILE	ESOP BENEFITS		$8.36
1039851 - 10001323 ABERNATHY MACGREGOR GROUP INC 501 MADISON AVE NEW YORK NY 10022	ACCOUNTS PAYABLE		$4,687.87
1069766 - 10001202 AIELLO, MINDY ADDRESS ON FILE	ESOP BENEFITS		$2.63
1069717 - 10001251 ALGOSO, CARMEN ADDRESS ON FILE	ESOP BENEFITS		$0.45
1039879 - 10001327 AMERICAN STOCK EXCHANGE PO BOX 757510 PHILADELPHIA PA 19175-7510	ACCOUNTS PAYABLE		$90.60
1039942 - 10001319 AMPCO SYSTEM PARKING 2425 OLYMPIC BLVD SANTA MONICA CA 90404-2013	ACCOUNTS PAYABLE		$24,304.31
1069754 - 10001168 ANDAYA, EFREN ADDRESS ON FILE	ESOP BENEFITS		$3.08
1069827 - 10001174 ANDRE, REYNOLD ADDRESS ON FILE	ESOP BENEFITS		$15.08
1069674 - 10001024 ANDREWS, JOHN ADDRESS ON FILE	ESOP BENEFITS		$0.75

AMENDED SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED, NATURE OF LIEN AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT, UNLIQUIDATED, DISPUTED	AMOUNT OF CLAIM
1069778 - 10001300 ANDREWS, MARY ADDRESS ON FILE	ESOP BENEFITS		$0.10
1069910 - 10001261 ARABIT, CARMENCITA ADDRESS ON FILE	ESOP BENEFITS		$2.29
1069803 - 10001166 AREVALOS, ANNETTE ADDRESS ON FILE	ESOP BENEFITS		$5.37
1069919 - 10001286 ARMENTA, NORA ADDRESS ON FILE	ESOP BENEFITS		$1.04
1069780 - 10001290 ASHFORD, ANNETTE ADDRESS ON FILE	ESOP BENEFITS		$13.05
1039826 - 10001312 ATT SACRAMENTO PAYMENT CENTER SACRAMENTO CA 95887-0001	ACCOUNTS PAYABLE		$763.57
1069802 - 10001120 AUSTIN, SANDRA ADDRESS ON FILE	ESOP BENEFITS		$0.01
1069715 - 10001039 AVERETTA, GREGORY ADDRESS ON FILE	ESOP BENEFITS		$8.82
1069786 - 10001118 AYERS, GEORGE ADDRESS ON FILE	ESOP BENEFITS		$13.60
1069791 - 10001270 BAILEY, LYNETTE ADDRESS ON FILE	ESOP BENEFITS		$5.93

EXHIBIT 2 PAGE 227

AMENDED SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED, NATURE OF LIEN AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT, UNLIQUIDATED, DISPUTED	AMOUNT OF CLAIM
1069844 - 10001207 BAIRD, DARRELL ADDRESS ON FILE	ESOP BENEFITS		$0.20
1069841 - 10001123 BAKER, BRADLEY ADDRESS ON FILE	ESOP BENEFITS		$24.00
1069713 - 10001169 BAKER, MICHELLE ADDRESS ON FILE	ESOP BENEFITS		$2.80
1069716 - 10000993 BALADES, JENNIFER ADDRESS ON FILE	ESOP BENEFITS		$18.28
1069972 - 10001196 BALAMIENTO, TONY M. ADDRESS ON FILE	ESOP BENEFITS		$0.14
1069729 - 10001062 BALIZADO, MARY ANN ADDRESS ON FILE	ESOP BENEFITS		$36.08
1069860 - 10001204 BARNES, SHARLA ADDRESS ON FILE	ESOP BENEFITS		$0.40
1069981 - 10001211 BARRINGER, PEGGY ADDRESS ON FILE	ESOP BENEFITS		$1.33
1069682 - 10001225 BASICH, KAREN ADDRESS ON FILE	ESOP BENEFITS		$3.82
1069676 - 10001235 BEASON, LOWELL ADDRESS ON FILE	ESOP BENEFITS		$0.78

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AMENDED SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED, NATURE OF LIEN AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT, UNLIQUIDATED, DISPUTED	AMOUNT OF CLAIM
1069855 - 10001224 BECERRA, IDA ADDRESS ON FILE	ESOP BENEFITS		$6.72
1069968 - 10001240 BENNETT, JOHN ADDRESS ON FILE	ESOP BENEFITS		$1.92
1069687 - 10001126 BENNETT, KATHERINE ADDRESS ON FILE	ESOP BENEFITS		$0.01
1069901 - 10000973 BENNING, DAWN ADDRESS ON FILE	ESOP BENEFITS		$4.01
1069777 - 10001282 BENSON, DEBRA ADDRESS ON FILE	ESOP BENEFITS		$1.41
1069690 - 10001073 BENTON, MELANIE ADDRESS ON FILE	ESOP BENEFITS		$5.40
1069857 - 10001301 BERRIEN, MAUREEN ADDRESS ON FILE	ESOP BENEFITS		$0.31
1069829 - 10001036 BERTSCHINGER, COLLEEN ADDRESS ON FILE	ESOP BENEFITS		$6.43
1069889 - 10001194 BOLDEN, LESA ADDRESS ON FILE	ESOP BENEFITS		$0.94
1069794 - 10001139 BONIADI, LAILA ADDRESS ON FILE	ESOP BENEFITS		$1.98

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AMENDED SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED, NATURE OF LIEN AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT, UNLIQUIDATED, DISPUTED	AMOUNT OF CLAIM
1069660 - 10001188 BOONE, KATHLYN ADDRESS ON FILE	ESOP BENEFITS		$9.43
1069931 - 10001146 BORJA, WENDY ADDRESS ON FILE	ESOP BENEFITS		$103.67
1069746 - 10001256 BOSWELL, ANNA ADDRESS ON FILE	ESOP BENEFITS		$2.83
1039865 - 10001320 BOWNE OF LOS ANGELES INC PO BOX 79358 CITY OF INDUSTRY CA 91716-9358	ACCOUNTS PAYABLE		$6,872.00
1069824 - 10001072 BRADLEY, CRISSHUN ADDRESS ON FILE	ESOP BENEFITS		$18.74
1069944 - 10001247 BRANSON, SANDRA ADDRESS ON FILE	ESOP BENEFITS		$5.36
1069728 - 10001236 BREWER, MARK ADDRESS ON FILE	ESOP BENEFITS		$0.74
1069815 - 10001053 BROOKS, CANDICE ADDRESS ON FILE	ESOP BENEFITS		$0.27
1069721 - 10001108 BROUSSARD, BRONWYN ADDRESS ON FILE	ESOP BENEFITS		$16.27
1069745 - 10000982 BROWN, WENDY ADDRESS ON FILE	ESOP BENEFITS		$1.93

AMENDED SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED, NATURE OF LIEN AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT, UNLIQUIDATED, DISPUTED	AMOUNT OF CLAIM
1069664 - 10001302 BUCHHOLZ, JILL ADDRESS ON FILE	ESOP BENEFITS		$0.24
1069760 - 10001283 BUENROSTRO, DARLENE ADDRESS ON FILE	ESOP BENEFITS		$1.53
1069681 - 10001233 BURNS, SARA ADDRESS ON FILE	ESOP BENEFITS		$4.01
1069787 - 10001103 BUTLER, PAMELA ADDRESS ON FILE	ESOP BENEFITS		$1.36
1069994 - 10001107 CADIGAN, DENNIS ADDRESS ON FILE	ESOP BENEFITS		$2.80
1039824 - 10001321 CALDWELL LESLIE AND PROCTOR A PROFESSIONAL CORP 1000 WILSHIRE BLVD STE 600 LOS ANGELES CA 90017-2463	ACCOUNTS PAYABLE		$1,205.80
1069683 - 10001040 CALDWELL, KAREN ADDRESS ON FILE	ESOP BENEFITS		$1.11
1069985 - 10001005 CANAR, BETTY ADDRESS ON FILE	ESOP BENEFITS		$12.03
1069906 - 10001306 CAPLAN, ALICE INEZ ADDRESS ON FILE	ESOP BENEFITS		$282.36
1069963 - 10001288 CASTRO, DOLORES ADDRESS ON FILE	ESOP BENEFITS		$2.51

AMENDED SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED, NATURE OF LIEN AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT, UNLIQUIDATED, DISPUTED	AMOUNT OF CLAIM
1069837 - 10001087 CHENG, IVAN ADDRESS ON FILE	ESOP BENEFITS		$2.16
1069767 - 10001025 CHU, BOB ADDRESS ON FILE	ESOP BENEFITS		$18.16
1069952 - 10000999 CLABAUGH, ROXANNA ADDRESS ON FILE	ESOP BENEFITS		$1.42
1069776 - 10000985 CLARK, KRISTIN ADDRESS ON FILE	ESOP BENEFITS		$2.43
1069862 - 10000979 CLARK, MICHAEL ADDRESS ON FILE	ESOP BENEFITS		$2.27
1069710 - 10001082 CLOUTIER, TODD ADDRESS ON FILE	ESOP BENEFITS		$0.01
1069959 - 10000994 COLE, BRENDA ADDRESS ON FILE	ESOP BENEFITS		$17.52
1069726 - 10000980 COLE, KATHLEEN ADDRESS ON FILE	ESOP BENEFITS		$1.02
1069680 - 10001149 COLGAN, MATTHEW ADDRESS ON FILE	ESOP BENEFITS		$8.65
1069936 - 10001296 COLLEY, BETTIE ADDRESS ON FILE	ESOP BENEFITS		$15.62

AMENDED SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED, NATURE OF LIEN AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT, UNLIQUIDATED, DISPUTED	AMOUNT OF CLAIM
1069993 - 10001148 COLLIS, JOHN ADDRESS ON FILE	ESOP BENEFITS		$8.02
1069953 - 10000997 CONNOLLY, KELLY ADDRESS ON FILE	ESOP BENEFITS		$1.14
1069962 - 10001165 CONNOR, ROBERT ADDRESS ON FILE	ESOP BENEFITS		$0.01
1069699 - 10001051 CONTRERAS, CARMEN ADDRESS ON FILE	ESOP BENEFITS		$11.14
1069871 - 10001001 COOPER, GLORIA ADDRESS ON FILE	ESOP BENEFITS		$2.58
1069895 - 10001121 COPELAND, GARY ADDRESS ON FILE	ESOP BENEFITS		$0.06
1069853 - 10001227 CORNELIUS, KEITH ADDRESS ON FILE	ESOP BENEFITS		$19.20
1069858 - 10000989 COSBY, BRENDA ADDRESS ON FILE	ESOP BENEFITS		$1.92
1069798 - 10001255 COTTON, CAROLYN ADDRESS ON FILE	ESOP BENEFITS		$7.27
1069662 - 10001266 COWDEN, LEE ADDRESS ON FILE	ESOP BENEFITS		$11.68

AMENDED SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED, NATURE OF LIEN AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT, UNLIQUIDATED, DISPUTED	AMOUNT OF CLAIM
1069759 - 10001284 CRAIG, PAMELA ADDRESS ON FILE	ESOP BENEFITS		$1.92
1069898 - 10001034 CRAWFORD, PETER ADDRESS ON FILE	ESOP BENEFITS		$1.46
1069848 - 10000976 CRAWFORD, SANDRA ADDRESS ON FILE	ESOP BENEFITS		$7.12
1069688 - 10001119 CROSEN, MONEAK ADDRESS ON FILE	ESOP BENEFITS		$1.87
1069757 - 10001171 CURTIS, DENISE ADDRESS ON FILE	ESOP BENEFITS		$1.36
1069818 - 10001003 DAGUE, TERESA ADDRESS ON FILE	ESOP BENEFITS		$0.06
1069805 - 10001249 D'AURIA, HELENE ADDRESS ON FILE	ESOP BENEFITS		$3.66
1069755 - 10000998 DAVIDSON, DAWN ADDRESS ON FILE	ESOP BENEFITS		$0.15
1069796 - 10001135 DAVILA, ERNIE ADDRESS ON FILE	ESOP BENEFITS		$0.75
1069912 - 10001176 DAVIS, BARREY ADDRESS ON FILE	ESOP BENEFITS		$1.57

AMENDED SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED, NATURE OF LIEN AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT, UNLIQUIDATED, DISPUTED	AMOUNT OF CLAIM
1069934 - 10001006 DAVIS, BRIAN ADDRESS ON FILE	ESOP BENEFITS		$13.34
1069822 - 10001212 DAVIS, HELEN ADDRESS ON FILE	ESOP BENEFITS		$2.05
1069920 - 10000983 DAVIS, SUSAN ADDRESS ON FILE	ESOP BENEFITS		$1.18
1069922 - 10001104 DE LEON, TERESA ADDRESS ON FILE	ESOP BENEFITS		$2.79
1069747 - 10001102 DE MARS, JANET ADDRESS ON FILE	ESOP BENEFITS		$4.32
1069692 - 10001281 DEBRUYN, GRACE ADDRESS ON FILE	ESOP BENEFITS		$1.14
1069979 - 10001183 DEL HIERRO, CARRIE ADDRESS ON FILE	ESOP BENEFITS		$0.01
1069861 - 10001205 DELUCA, ANN ADDRESS ON FILE	ESOP BENEFITS		$0.92
1069772 - 10000975 DI MURO, CHRISTOPHER ADDRESS ON FILE	ESOP BENEFITS		$1.61
1069774 - 10001189 DIAZ, CAROL ADDRESS ON FILE	ESOP BENEFITS		$19.74

AMENDED SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED, NATURE OF LIEN AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT, UNLIQUIDATED, DISPUTED	AMOUNT OF CLAIM
1069881 - 10001106 DICICCO, KRISTIN ADDRESS ON FILE	ESOP BENEFITS		$2.25
1069846 - 10001028 DRISCOLL, JOHN ADDRESS ON FILE	ESOP BENEFITS		$1.90
1069928 - 10001052 DUPUIS, LAURA ADDRESS ON FILE	ESOP BENEFITS		$0.80
1069813 - 10001234 EGAN, COLLEEN ADDRESS ON FILE	ESOP BENEFITS		$1.13
1069893 - 10001161 EITELJORGE, JOHN ADDRESS ON FILE	ESOP BENEFITS		$0.01
1069752 - 10001220 ELLIOTT, SANDRA ADDRESS ON FILE	ESOP BENEFITS		$2.07
1069887 - 10001162 ELLISON, KEITH ADDRESS ON FILE	ESOP BENEFITS		$4.45
1069697 - 10001113 ELMORE, CHARLES ADDRESS ON FILE	ESOP BENEFITS		$125.34
1069709 - 10001179 ELSCHNER, FRANK ADDRESS ON FILE	ESOP BENEFITS		$10.04
1039782 - 10001331 ERNST & YOUNG LLP DEPT 6793 LOS ANGELES CA 90084-6793	ACCOUNTS PAYABLE		$2,300.00

AMENDED SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED, NATURE OF LIEN AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT, UNLIQUIDATED, DISPUTED	AMOUNT OF CLAIM
1069826 - 10001017 ETIENNE, MICHAEL ADDRESS ON FILE	ESOP BENEFITS		$5.33
1069923 - 10001063 EUGENIO, LAURA ADDRESS ON FILE	ESOP BENEFITS		$0.32
1069695 - 10001071 EVANS, COREY ADDRESS ON FILE	ESOP BENEFITS		$1.36
1069894 - 10001012 EWERS, THOMAS ADDRESS ON FILE	ESOP BENEFITS		$68.20
1069909 - 10001136 FELICIANO, ALVIN ADDRESS ON FILE	ESOP BENEFITS		$0.32
1069958 - 10001253 FELLOWS, MARY ADDRESS ON FILE	ESOP BENEFITS		$19.12
1069744 - 10001285 FERGUSON, JANICE ADDRESS ON FILE	ESOP BENEFITS		$5.69
1069806 - 10001164 FERLA, MARIO ADDRESS ON FILE	ESOP BENEFITS		$3.40
1069856 - 10001131 FICARELLI, ELIZABETH ADDRESS ON FILE	ESOP BENEFITS		$2.06
1069948 - 10001089 FIELD, SCOTT ADDRESS ON FILE	ESOP BENEFITS		$13.97

AMENDED SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED, NATURE OF LIEN AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT, UNLIQUIDATED, DISPUTED	AMOUNT OF CLAIM
1069741 - 10001160 FINNEY, VICKY ADDRESS ON FILE	ESOP BENEFITS		$29.52
1069899 - 10001061 FINORE, JOHN ADDRESS ON FILE	ESOP BENEFITS		$5.72
1069903 - 10001167 FLEMING, TRISTA ADDRESS ON FILE	ESOP BENEFITS		$16.72
1069666 - 10001045 FOLETTA, CYNTHIA ADDRESS ON FILE	ESOP BENEFITS		$0.05
1069795 - 10001004 FREEMAN, JOANN ADDRESS ON FILE	ESOP BENEFITS		$1.05
1069781 - 10001074 GAJDA, RICHARD ADDRESS ON FILE	ESOP BENEFITS		$0.43
1069704 - 10001143 GARCIA, ELIZABETH ADDRESS ON FILE	ESOP BENEFITS		$2.46
1069974 - 10001020 GARCIA, GRISELDA ADDRESS ON FILE	ESOP BENEFITS		$1.03
1069924 - 10001101 GARLAND, STEVEN ADDRESS ON FILE	ESOP BENEFITS		$2.14
1069975 - 10001232 GARVINE, SHARON ADDRESS ON FILE	ESOP BENEFITS		$5.92

AMENDED SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED, NATURE OF LIEN AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT, UNLIQUIDATED, DISPUTED	AMOUNT OF CLAIM
1069927 - 10001056 GARZA, ARLENE ADDRESS ON FILE	ESOP BENEFITS		$0.95
1069986 - 10001274 GAUMER, MURRAY ADDRESS ON FILE	ESOP BENEFITS		$32.24
1069797 - 10001223 GESSNER, JOHN ADDRESS ON FILE	ESOP BENEFITS		$3.46
1069966 - 10001277 GODBEY, KRISTINE ADDRESS ON FILE	ESOP BENEFITS		$2.81
1069961 - 10001289 GOLDSTEIN, DARLENE ADDRESS ON FILE	ESOP BENEFITS		$33.26
1069671 - 10001209 GOMEZ, GINA ADDRESS ON FILE	ESOP BENEFITS		$10.59
1069954 - 10001172 GREENO, TAMRA ADDRESS ON FILE	ESOP BENEFITS		$0.07
1069971 - 10001153 GUARDADO, MIGUEL ADDRESS ON FILE	ESOP BENEFITS		$0.24
1069808 - 10001033 GUERRA, KATHRYN ADDRESS ON FILE	ESOP BENEFITS		$3,547.40
1069816 - 10001231 GUTIERREZ-ALVARADO, SONIA ADDRESS ON FILE	ESOP BENEFITS		$15.99

AMENDED SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED, NATURE OF LIEN AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT, UNLIQUIDATED, DISPUTED	AMOUNT OF CLAIM
1069810 - 10001159 HACKETT, MICHAEL ADDRESS ON FILE	ESOP BENEFITS		$3.35
1069969 - 10001026 HAGLE, BOBBY ADDRESS ON FILE	ESOP BENEFITS		$4.51
1069907 - 10001048 HALL, ANGELINA ADDRESS ON FILE	ESOP BENEFITS		$1.14
1069693 - 10001092 HAND, MELANIE ADDRESS ON FILE	ESOP BENEFITS		$30.89
1069814 - 10001054 HANSEN, ARENDT ADDRESS ON FILE	ESOP BENEFITS		$9.48
1069725 - 10001156 HECKER, MANDY ADDRESS ON FILE	ESOP BENEFITS		$1.24
1069916 - 10001214 HELMSWORTH, TRACY ADDRESS ON FILE	ESOP BENEFITS		$0.20
1069930 - 10001085 HEYER, THOMAS ADDRESS ON FILE	ESOP BENEFITS		$0.16
1069980 - 10001257 HILL, TRACEY ADDRESS ON FILE	ESOP BENEFITS		$0.01
1069882 - 10001258 HINES, MICHAEL ADDRESS ON FILE	ESOP BENEFITS		$0.22

AMENDED SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED, NATURE OF LIEN AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT, UNLIQUIDATED, DISPUTED	AMOUNT OF CLAIM
1069949 - 10001262 HOFFMAN, MARLENE ADDRESS ON FILE	ESOP BENEFITS		$5.98
1069940 - 10001163 HOLT, KIM ADDRESS ON FILE	ESOP BENEFITS		$1.36
1069734 - 10001213 HOLUBA, LUCILLE ADDRESS ON FILE	ESOP BENEFITS		$3.50
1069918 - 10001075 HORTON, LORENA ADDRESS ON FILE	ESOP BENEFITS		$2.32
1069870 - 10001297 HUNNEWELL, RICHARD ADDRESS ON FILE	ESOP BENEFITS		$3.76
1069908 - 10001137 HUNT, TONI ADDRESS ON FILE	ESOP BENEFITS		$47.88
1069764 - 10001278 HUNTER, MARISA ADDRESS ON FILE	ESOP BENEFITS		$8.18
1069724 - 10000981 IGNACZ, DENA ADDRESS ON FILE	ESOP BENEFITS		$3.35
1039891 - 10001314 IRON MOUNTAIN RECORDS MGMT INC OFF SITE DATA PROTECTION PO BOX 601018 LOS ANGELES CA 90060-1018	ACCOUNTS PAYABLE		$1,267.21
1069866 - 10001186 JACKSON, MONICA ADDRESS ON FILE	ESOP BENEFITS		$2.62

AMENDED SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED, NATURE OF LIEN AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT, UNLIQUIDATED, DISPUTED	AMOUNT OF CLAIM
1069939 - 10001217 JOHNSON, BENITA ADDRESS ON FILE	ESOP BENEFITS		$0.09
1069859 - 10001157 JOHNSON, KATRYNA ADDRESS ON FILE	ESOP BENEFITS		$1.19
1069698 - 10001208 JOHNSON, SUSAN ADDRESS ON FILE	ESOP BENEFITS		$2.15
1069982 - 10001246 JOHNSON, TRISHA ADDRESS ON FILE	ESOP BENEFITS		$0.60
1069863 - 10001018 JOLLY, CAROLYN ADDRESS ON FILE	ESOP BENEFITS		$0.36
1069914 - 10001079 JONES, CLODA ADDRESS ON FILE	ESOP BENEFITS		$3.15
1069842 - 10000988 JONES, SANDY ADDRESS ON FILE	ESOP BENEFITS		$2.49
1069995 - 10001315 JP MORGAN SECURITIES INC PO BOX 13658 NEWARK NJ 07188-0658	ACCOUNTS PAYABLE	Contingent, Disputed	$0.00
1069885 - 10001002 KACHLIC, KATHY ADDRESS ON FILE	ESOP BENEFITS		$0.05
1069684 - 10001244 KALLIO, JERRY ADDRESS ON FILE	ESOP BENEFITS		$2.72

AMENDED SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED, NATURE OF LIEN AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT, UNLIQUIDATED, DISPUTED	AMOUNT OF CLAIM
1069833 - 10001091 KANG, ANNA ADDRESS ON FILE	ESOP BENEFITS		$4.38
1069686 - 10000974 KATZ, MARIANNE ADDRESS ON FILE	ESOP BENEFITS		$2.86
1069675 - 10001023 KEITH, JAN ADDRESS ON FILE	ESOP BENEFITS		$1.49
1069991 - 10001304 KELLEY, SHIRLETTA ADDRESS ON FILE	ESOP BENEFITS		$0.53
1069748 - 10001272 KEMP, KIM ADDRESS ON FILE	ESOP BENEFITS		$4.89
1069739 - 10001158 KEYSER, STEVEN ADDRESS ON FILE	ESOP BENEFITS		$1.57
1069661 - 10001077 KHANOYAN, ANAHID ADDRESS ON FILE	ESOP BENEFITS		$3.54
1069868 - 10001226 KHONG, JENNIFER ADDRESS ON FILE	ESOP BENEFITS		$22.15
1069769 - 10001199 KITAGAWA, ISAO KENNETH ADDRESS ON FILE	ESOP BENEFITS		$4.67
1069851 - 10001058 KRAMER, MARYBETH ADDRESS ON FILE	ESOP BENEFITS		$51.55

AMENDED SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED, NATURE OF LIEN AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT, UNLIQUIDATED, DISPUTED	AMOUNT OF CLAIM
1069932 - 10000990 KUHNHAUSEN, MARIA ADDRESS ON FILE	ESOP BENEFITS		$3.40
1069761 - 10001111 LA ROCCA, JOSHUA ADDRESS ON FILE	ESOP BENEFITS		$1.97
1069809 - 10001069 LAI, WELBY ADDRESS ON FILE	ESOP BENEFITS		$3.84
1069902 - 10001140 LANYON, JANA ADDRESS ON FILE	ESOP BENEFITS		$1.62
1069933 - 10001308 LAPRADD, BARBARA ADDRESS ON FILE	ESOP BENEFITS		$2.63
1069672 - 10001032 LEE, MARY ADDRESS ON FILE	ESOP BENEFITS		$0.99
1069872 - 10001219 LEE, VICTOR ADDRESS ON FILE	ESOP BENEFITS		$3.76
1069678 - 10001021 LEIALOHA, DANIELLE ADDRESS ON FILE	ESOP BENEFITS		$0.18
1069669 - 10001081 LEWIS, DANIA ADDRESS ON FILE	ESOP BENEFITS		$0.05
1069807 - 10000991 LIN, RYAN ADDRESS ON FILE	ESOP BENEFITS		$1.42

AMENDED SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED, NATURE OF LIEN AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT, UNLIQUIDATED, DISPUTED	AMOUNT OF CLAIM
1069789 - 10001115 LINDEN, DAVID ADDRESS ON FILE	ESOP BENEFITS		$0.01
1069706 - 10001181 LOPEZ, DEBORAH ADDRESS ON FILE	ESOP BENEFITS		$17.07
1069667 - 10001177 LORENTZ, RANDY ADDRESS ON FILE	ESOP BENEFITS		$13.58
1069784 - 10001065 LOVETT, JULIA ADDRESS ON FILE	ESOP BENEFITS		$4.87
1069989 - 10001200 LOW, JULIANNE ADDRESS ON FILE	ESOP BENEFITS		$3.28
1069751 - 10001142 LOWI-TENG, KELLY ADDRESS ON FILE	ESOP BENEFITS		$14.74
1069913 - 10001130 LUA, YOLANDA ADDRESS ON FILE	ESOP BENEFITS		$91.76
1069782 - 10001114 LUCAS, DEBRA ADDRESS ON FILE	ESOP BENEFITS		$1.73
1069812 - 10001237 LUJAN, YOLANDA ADDRESS ON FILE	ESOP BENEFITS		$2.21
1069677 - 10001098 MADDEN, MARY ADDRESS ON FILE	ESOP BENEFITS		$0.13

AMENDED SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED, NATURE OF LIEN AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT, UNLIQUIDATED, DISPUTED	AMOUNT OF CLAIM
1038566 - 10001273 MADDOX, JOAN A ADDRESS ON FILE	ESOP BENEFITS		$16.88
1069756 - 10001292 MAHARAJ, NALEEN ADDRESS ON FILE	ESOP BENEFITS		$1.32
1069733 - 10001228 MANZANO, EPI ADDRESS ON FILE	ESOP BENEFITS		$4.41
1069964 - 10000987 MARINEZ, VALINDA ADDRESS ON FILE	ESOP BENEFITS		$3.55
1069801 - 10001076 MARZIALE, PATRICIA ADDRESS ON FILE	ESOP BENEFITS		$1.14
1035958 - 10001015 MATTHEWS, LOUISE R ADDRESS ON FILE	ESOP BENEFITS		$208.87
1069731 - 10001195 MCADOO, CYNTHIA ADDRESS ON FILE	ESOP BENEFITS		$2.34
1069900 - 10001271 MCATEE, JAMIE ADDRESS ON FILE	ESOP BENEFITS		$2.48
1069987 - 10001192 MCCARTHY, KAREN ADDRESS ON FILE	ESOP BENEFITS		$0.08
1069945 - 10000986 MCCLOUD, SCOTT ADDRESS ON FILE	ESOP BENEFITS		$1.25

AMENDED SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED, NATURE OF LIEN AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT, UNLIQUIDATED, DISPUTED	AMOUNT OF CLAIM
1069852 - 10001094 MCCRAY, KATHLEEN ADDRESS ON FILE	ESOP BENEFITS		$53.37
1069938 - 10001216 MCDANIEL, LEE ADDRESS ON FILE	ESOP BENEFITS		$11.97
1069834 - 10001049 MCDONALD, PATRICIA ADDRESS ON FILE	ESOP BENEFITS		$3.78
1069884 - 10001083 MCGILL, SHIRLEY ADDRESS ON FILE	ESOP BENEFITS		$0.02
1069694 - 10001250 MCKEON, GAIL ADDRESS ON FILE	ESOP BENEFITS		$20.35
1069768 - 10001201 MCLANE, SCOTT ADDRESS ON FILE	ESOP BENEFITS		$6.80
1069832 - 10001145 MCNANY, EUGENE ADDRESS ON FILE	ESOP BENEFITS		$9.43
1039983 - 10001325 MELLON INVESTOR SERVICES LLC PO BOX 360857 PITTSBURGH PA 15251-6857	ACCOUNTS PAYABLE		$2,949.49
1069950 - 10001086 MERRILES, ANNE ADDRESS ON FILE	ESOP BENEFITS		$2.03
1069758 - 10001125 MOORE, CHERRY ADDRESS ON FILE	ESOP BENEFITS		$6.45

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AMENDED SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED, NATURE OF LIEN AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT, UNLIQUIDATED, DISPUTED	AMOUNT OF CLAIM
1069668 - 10001132 MOORE, KENT ADDRESS ON FILE	ESOP BENEFITS		$0.09
1069799 - 10001260 MORALES, PAUL ADDRESS ON FILE	ESOP BENEFITS		$0.07
1069960 - 10001291 MORNES, JUANITA ADDRESS ON FILE	ESOP BENEFITS		$0.01
1069811 - 10001241 MORSCHAUSER, HELEN ADDRESS ON FILE	ESOP BENEFITS		$5.39
1069888 - 10001066 MOSES, SANDRA ADDRESS ON FILE	ESOP BENEFITS		$0.03
1069943 - 10001263 MURPHY, DENNIS ADDRESS ON FILE	ESOP BENEFITS		$3.96
1069821 - 10001041 MURPHY, KATHLEEN ADDRESS ON FILE	ESOP BENEFITS		$14.39
1069823 - 10001210 MUSE, SHEILA ADDRESS ON FILE	ESOP BENEFITS		$2.82
1039786 - 10001316 MWB BUSINESS SYSTEMS FILE 50897 LOS ANGELES CA 90074-0897	ACCOUNTS PAYABLE		$157.17
1069788 - 10001030 NAJIYA, ABDUL BADIA ADDRESS ON FILE	ESOP BENEFITS		$32.64

AMENDED SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED, NATURE OF LIEN AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT, UNLIQUIDATED, DISPUTED	AMOUNT OF CLAIM
1069996 - 10001313 NEXTEL COMMUNICATION SPRINT NEXTEL PO BOX 219623 KANSAS CITY MO 64121-9623	ACCOUNTS PAYABLE		$570.96
1069905 - 10001184 NGUYEN, ANGIE ADDRESS ON FILE	ESOP BENEFITS		$3.82
1069992 - 10001127 NICHOLS, MARTIS ADDRESS ON FILE	ESOP BENEFITS		$0.43
1039869 - 10001322 NRS INC 2671 POMONA BLVD POMONA CA 91768	ACCOUNTS PAYABLE		$829.35
1069879 - 10001019 NUNEZ, IGNACIO ADDRESS ON FILE	ESOP BENEFITS		$1.06
1039852 - 10001317 NYSE MARKET INC BOX 4006 PO BOX 8500 PHILADELPHIA PA 19178-4006	ACCOUNTS PAYABLE		$238.75
1069691 - 10001100 O'DONOVAN, MARION ADDRESS ON FILE	ESOP BENEFITS		$1.77
1069877 - 10001239 OESTERLE, CAROL ADDRESS ON FILE	ESOP BENEFITS		$5.23
1069740 - 10000977 OJEDA, EDONNA ADDRESS ON FILE	ESOP BENEFITS		$1.68
1069849 - 10001059 OKAMOTO, LAURA ADDRESS ON FILE	ESOP BENEFITS		$2.66

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AMENDED SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED, NATURE OF LIEN AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT, UNLIQUIDATED, DISPUTED	AMOUNT OF CLAIM
1069865 - 10001190 OLSON, MELANIE ADDRESS ON FILE	ESOP BENEFITS		$1.50
1069836 - 10001180 ORTEGA-PHUNG, ALMA ADDRESS ON FILE	ESOP BENEFITS		$0.58
1069921 - 10001155 OSHIRO, JANICE ADDRESS ON FILE	ESOP BENEFITS		$2.59
1069712 - 10001293 OSTERHOUT, COLLEEN ADDRESS ON FILE	ESOP BENEFITS		$0.04
1069738 - 10001248 PACHMAYR, COBY ADDRESS ON FILE	ESOP BENEFITS		$0.85
1069864 - 10001133 PALAFOX, JENNIFER ADDRESS ON FILE	ESOP BENEFITS		$0.02
1069951 - 10001259 PAOLA, CAROL ADDRESS ON FILE	ESOP BENEFITS		$0.01
1069955 - 10000996 PAREDES, CARMEN ADDRESS ON FILE	ESOP BENEFITS		$0.29
1069730 - 10001198 PARK, WARREN ADDRESS ON FILE	ESOP BENEFITS		$0.90
1069925 - 10001057 PATRICK, ANTONIO ADDRESS ON FILE	ESOP BENEFITS		$1.13

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AMENDED SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED, NATURE OF LIEN AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT, UNLIQUIDATED, DISPUTED	AMOUNT OF CLAIM
1039871 - 10001326 PCS CONNECTION LLC PO BOX 410951 CHARLOTTE NC 28241	ACCOUNTS PAYABLE		$215.85
1069771 - 10001276 PECSON, CORAZON ADDRESS ON FILE	ESOP BENEFITS		$0.20
1069973 - 10001060 PICK, HERMINIA ADDRESS ON FILE	ESOP BENEFITS		$0.65
1069892 - 10001000 PICKARD, PATSY ADDRESS ON FILE	ESOP BENEFITS		$1.04
1069941 - 10001150 PICKETT, ANGELA ADDRESS ON FILE	ESOP BENEFITS		$0.83
1069970 - 10001238 PLUMA, JOSETTE ADDRESS ON FILE	ESOP BENEFITS		$1.70
1069990 - 10001197 POFF, KEVIN ADDRESS ON FILE	ESOP BENEFITS		$10.20
1069965 - 10001280 PURDIE, DENISE ADDRESS ON FILE	ESOP BENEFITS		$829.74
1069967 - 10001154 PURTLE, JENNIFER ADDRESS ON FILE	ESOP BENEFITS		$7.04
1069775 - 10001112 PURVES, MICHAEL ADDRESS ON FILE	ESOP BENEFITS		$3.49

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AMENDED SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED, NATURE OF LIEN AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT, UNLIQUIDATED, DISPUTED	AMOUNT OF CLAIM
1069736 - 10001173 PUTRIM, JEANNINE ADDRESS ON FILE	ESOP BENEFITS		$0.10
1069917 - 10000995 QUINTERO, LAURA ADDRESS ON FILE	ESOP BENEFITS		$21.85
1069763 - 10001279 RAMIREZ, CONNIE ADDRESS ON FILE	ESOP BENEFITS		$1.10
1069869 - 10001141 RAMOS, MARY ADDRESS ON FILE	ESOP BENEFITS		$3.27
1069890 - 10001193 RANGER, MICHELE ADDRESS ON FILE	ESOP BENEFITS		$0.27
1069840 - 10001294 RAZON, SARAH ADDRESS ON FILE	ESOP BENEFITS		$0.49
1069673 - 10001027 REDFIELD, CARRIE ADDRESS ON FILE	ESOP BENEFITS		$0.46
1069689 - 10001287 RINALDI, JOHN ADDRESS ON FILE	ESOP BENEFITS		$16.54
1069804 - 10001252 ROBINSON, ANNIE ADDRESS ON FILE	ESOP BENEFITS		$4.24
1069705 - 10001182 RODGERS, KEVIN ADDRESS ON FILE	ESOP BENEFITS		$3.91

AMENDED SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED, NATURE OF LIEN AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT, UNLIQUIDATED, DISPUTED	AMOUNT OF CLAIM
1069727 - 10001203 RODRIGUEZ, ANGELINA ADDRESS ON FILE	ESOP BENEFITS		$6.04
1069665 - 10001047 ROGERS, ROBIN ADDRESS ON FILE	ESOP BENEFITS		$22.65
1069714 - 10001080 ROGUSKI, MICHELLE ADDRESS ON FILE	ESOP BENEFITS		$5.40
1069876 - 10001105 ROMAN, ROSE ADDRESS ON FILE	ESOP BENEFITS		$3.12
1069779 - 10001038 ROSS, JOHN ADDRESS ON FILE	ESOP BENEFITS		$179.94
1069835 - 10001267 RUIZ, DESIREE ADDRESS ON FILE	ESOP BENEFITS		$9.26
1069896 - 10001147 RUNDELLA, DAVID ADDRESS ON FILE	ESOP BENEFITS		$11.33
1069915 - 10001078 RUTHERFORD, PAMELA ADDRESS ON FILE	ESOP BENEFITS		$0.05
1069703 - 10001307 SABIN, LAURENCE ADDRESS ON FILE	ESOP BENEFITS		$10.48
1069983 - 10001275 SALEH, FRIDA ADDRESS ON FILE	ESOP BENEFITS		$0.19

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AMENDED SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED, NATURE OF LIEN AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT, UNLIQUIDATED, DISPUTED	AMOUNT OF CLAIM
1069825 - 10001099 SANBERG, DRUSILLA ADDRESS ON FILE	ESOP BENEFITS		$0.17
1069838 - 10001222 SANCHEZ, MARTHA ELVA ADDRESS ON FILE	ESOP BENEFITS		$317.85
1069793 - 10001007 SANDERS WEINER, GILDA ADDRESS ON FILE	ESOP BENEFITS		$14.89
1069711 - 10001042 SARINO, REMEDIOS ADDRESS ON FILE	ESOP BENEFITS		$0.01
1069956 - 10001215 SAVAGE, ANDREA ADDRESS ON FILE	ESOP BENEFITS		$0.10
1069828 - 10001037 SAWYER, SLOANE ADDRESS ON FILE	ESOP BENEFITS		$8.08
1037207 - 10001014 SAYAS, ANTHONY L ADDRESS ON FILE	ESOP BENEFITS		$12.65
1069929 - 10001090 SCHNEIDER, DAWN ADDRESS ON FILE	ESOP BENEFITS		$7.47
1069753 - 10001178 SCHUMACHER, NATALIE ADDRESS ON FILE	ESOP BENEFITS		$0.10
1069762 - 10001242 SCHWARTZ, BRIAN ADDRESS ON FILE	ESOP BENEFITS		$3.59

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AMENDED SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED, NATURE OF LIEN AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT, UNLIQUIDATED, DISPUTED	AMOUNT OF CLAIM
1069743 - 10001122 SCHWARTZ, CARL ADDRESS ON FILE	ESOP BENEFITS		$2.39
1069783 - 10001243 SEAL, PAUL ERIC ADDRESS ON FILE	ESOP BENEFITS		$7.43
1069978 - 10001295 SEIDEN, DAVID ADDRESS ON FILE	ESOP BENEFITS		$68.04
1069839 - 10001218 SHABAZIAN, KAREN ADDRESS ON FILE	ESOP BENEFITS		$25.21
1069735 - 10001299 SHALLENBERGER, DANN ADDRESS ON FILE	ESOP BENEFITS		$3.15
1069723 - 10001206 SHELLOW, SCOTT ADDRESS ON FILE	ESOP BENEFITS		$1.38
1069867 - 10001185 SIMJEE, KHALID ADDRESS ON FILE	ESOP BENEFITS		$2.00
1069831 - 10001265 SISTEK, SHERYL ADDRESS ON FILE	ESOP BENEFITS		$5.51
1069984 - 10001303 SMITH, ROBERT ADDRESS ON FILE	ESOP BENEFITS		$18.35
1069722 - 10001245 SOLIS, RAMON ADDRESS ON FILE	ESOP BENEFITS		$0.13

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AMENDED SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED, NATURE OF LIEN AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT, UNLIQUIDATED, DISPUTED	AMOUNT OF CLAIM
1069719 - 10001068 SONENSHINE, JILL ADDRESS ON FILE	ESOP BENEFITS		$6.66
1069708 - 10001046 SOUZA, VALERIE ADDRESS ON FILE	ESOP BENEFITS		$40.37
1069891 - 10001096 STALLWORTH, ANGELA ADDRESS ON FILE	ESOP BENEFITS		$5.93
1069819 - 10001175 STEWART, BERNADINE ADDRESS ON FILE	ESOP BENEFITS		$3.00
1069880 - 10000984 STOVALL, DONALD ADDRESS ON FILE	ESOP BENEFITS		$1.53
1069843 - 10001067 STROBEL, SHARON ADDRESS ON FILE	ESOP BENEFITS		$2,660.24
1069847 - 10001064 STUTZMAN, DONNA ADDRESS ON FILE	ESOP BENEFITS		$2.53
1069685 - 10001097 SUAREZ, ROSA ADDRESS ON FILE	ESOP BENEFITS		$0.66
1069878 - 10001022 SUGUITAN-REYES, ROSALIE ADDRESS ON FILE	ESOP BENEFITS		$3.39
1069742 - 10001109 SWANSON, ANDREW ADDRESS ON FILE	ESOP BENEFITS		$0.17

EXHIBIT 2 PAGE 256

AMENDED SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED, NATURE OF LIEN AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT, UNLIQUIDATED, DISPUTED	AMOUNT OF CLAIM
1069988 - 10001170 SZETO, FREDRIC ADDRESS ON FILE	ESOP BENEFITS		$0.52
1069765 - 10000978 TABON, CHRIS ADDRESS ON FILE	ESOP BENEFITS		$4.41
1069820 - 10001298 TAILLON, CHRISTINE ADDRESS ON FILE	ESOP BENEFITS		$0.05
1069911 - 10001221 TAPANG, MICHAEL ADDRESS ON FILE	ESOP BENEFITS		$0.02
1069937 - 10001043 TAYLOR, MARGARET ADDRESS ON FILE	ESOP BENEFITS		$0.20
1069935 - 10001254 TIPPETT, CHERYL ADDRESS ON FILE	ESOP BENEFITS		$1.73
1069790 - 10001311 TIRADO, JESUS ADDRESS ON FILE	ESOP BENEFITS		$238.36
1039984 - 10001318 TMSI 5100 E ANAHEIM RD LONG BEACH CA 90815-4215	ACCOUNTS PAYABLE		$3,622.35
1069718 - 10001117 TOLSON, ANDAMO ADDRESS ON FILE	ESOP BENEFITS		$3.05
1069732 - 10001093 TREVINO, LETICIA ADDRESS ON FILE	ESOP BENEFITS		$2.38

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AMENDED SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED, NATURE OF LIEN AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT, UNLIQUIDATED, DISPUTED	AMOUNT OF CLAIM
1069749 - 10001269 TSHABOURIAN, BERJOUHI ADDRESS ON FILE	ESOP BENEFITS		$16.63
1039948 - 10001329 TTA RESEARCH AND GUIDANCE PO BOX 71687 CHICAGO IL 60694-1687	ACCOUNTS PAYABLE		$585.59
1069942 - 10001309 TURLEY, HELEN ADDRESS ON FILE	ESOP BENEFITS		$2.04
1069750 - 10001009 ULLRICH, PATRICK ADDRESS ON FILE	ESOP BENEFITS		$4.06
1069696 - 10001044 UNERTL, LEE ADDRESS ON FILE	ESOP BENEFITS		$0.09
1069679 - 10001055 URBAN, TONI ADDRESS ON FILE	ESOP BENEFITS		$0.62
1069707 - 10001088 VANCE, LORI ADDRESS ON FILE	ESOP BENEFITS		$17.63
1069700 - 10001013 VANEGAS, MARY ANN ADDRESS ON FILE	ESOP BENEFITS		$29.47
1069770 - 10001191 VARGAS, MAGDA ADDRESS ON FILE	ESOP BENEFITS		$0.22
1069785 - 10001016 VAUGHAN, MELODY ADDRESS ON FILE	ESOP BENEFITS		$0.96

EXHIBIT 2 PAGE 258

AMENDED SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED, NATURE OF LIEN AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT, UNLIQUIDATED, DISPUTED	AMOUNT OF CLAIM
1069926 - 10001151 VELASCO, RONALD ADDRESS ON FILE	ESOP BENEFITS		$0.53
1069897 - 10001310 VERDE-DULA, LISA ADDRESS ON FILE	ESOP BENEFITS		$6.55
1069663 - 10001305 VERNON, MARYLYN ADDRESS ON FILE	ESOP BENEFITS		$1.59
1069800 - 10001134 VIRAY, BELLA ADDRESS ON FILE	ESOP BENEFITS		$0.01
1069817 - 10001138 WADSWORTH, CRYSTAL ADDRESS ON FILE	ESOP BENEFITS		$1.50
1069845 - 10001029 WALIA, JASPREET ADDRESS ON FILE	ESOP BENEFITS		$0.34
1069720 - 10001110 WALKER, ANTHONY ADDRESS ON FILE	ESOP BENEFITS		$4.24
1038656 - 10001229 WARNER, SUSAN L ADDRESS ON FILE	ESOP BENEFITS		$15.60
1069875 - 10001031 WATANABE CHAPIN, JENNIFER ADDRESS ON FILE	ESOP BENEFITS		$10.78
1039911 - 10001330 WATER GARDEN CO LLC FILE 41079 LOS ANGELES CA 90074-1079	ACCOUNTS PAYABLE		$3,896.36

EXHIBIT 2 PAGE 259

AMENDED SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED, NATURE OF LIEN AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT, UNLIQUIDATED, DISPUTED	AMOUNT OF CLAIM
1069737 - 10000992 WATSON, ADRIENNE ADDRESS ON FILE	ESOP BENEFITS		$2.78
1069886 - 10001116 WATSON, TONI ADDRESS ON FILE	ESOP BENEFITS		$0.19
1069830 - 10001187 WEATHERLY, JEANIE ADDRESS ON FILE	ESOP BENEFITS		$5.52
1069701 - 10001011 WEEMS, DOMINIC ADDRESS ON FILE	ESOP BENEFITS		$3.66
1069874 - 10001128 WEN, IVY ADDRESS ON FILE	ESOP BENEFITS		$0.45
1069977 - 10001050 WESLER, ROBERT ADDRESS ON FILE	ESOP BENEFITS		$7.68
1069957 - 10001124 WESTRA, PAMELA ADDRESS ON FILE	ESOP BENEFITS		$13.05
1069883 - 10001084 WHITEHOUSE, RENEE ADDRESS ON FILE	ESOP BENEFITS		$56.38
1069904 - 10001144 WILDMON, DAVID ADDRESS ON FILE	ESOP BENEFITS		$52.89
1069850 - 10001152 WILLERFORD, SALLY ADDRESS ON FILE	ESOP BENEFITS		$0.13

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AMENDED SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	DATE CLAIM WAS INCURRED, NATURE OF LIEN AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT, UNLIQUIDATED, DISPUTED	AMOUNT OF CLAIM
1069976 - 10001230 WILSON, MICHAEL ADDRESS ON FILE	ESOP BENEFITS		$8.20
1069670 - 10001035 WINDSCHEFFEL, NORMA ADDRESS ON FILE	ESOP BENEFITS		$1.32
1039875 - 10001324 WOLTERS KLUWER FINANCIAL SERVICES 8832 INNOVATION WAY CHICAGO IL 60682-0088	ACCOUNTS PAYABLE		$226.75
1069873 - 10001129 WONG, BRENDA ADDRESS ON FILE	ESOP BENEFITS		$30.92
1069702 - 10001010 WOO, IRENE ADDRESS ON FILE	ESOP BENEFITS		$0.89
1069947 - 10001268 WOODS, ALLONDA ADDRESS ON FILE	ESOP BENEFITS		$0.99
1069792 - 10001008 YOUNG, KIMBERLY ADDRESS ON FILE	ESOP BENEFITS		$5.82
1069854 - 10001264 YOUNGDALE, THOMAS ADDRESS ON FILE	ESOP BENEFITS		$2.16
1069946 - 10001070 ZICKERT, KRISTIN ADDRESS ON FILE	ESOP BENEFITS		$0.11
		GRAND TOTAL:	$65,413.38

EXHIBIT 2 PAGE 291

UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

In re	Chapter 11
FREMONT GENERAL CORPORATION,	Case No. 8:08-bk-13421
DEBTOR.	

DECLARATION CONCERNING DEBTOR'S SCHEDULES

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

I, Executive Vice President and Chief Financial Officer of Fremont General Corporation, named as debtor in this case, declare under penalty of perjury that I have read the foregoing amended summary and schedules, consisting of 48 sheets, and that they are true and correct to the best of my knowledge, information and belief.

Date: October 29, 2008 Signature Thea Stuedli

Print Name Thea K. Stuedli

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.

DRAFT 2 202

New Fremont Bankcorp

Business Plan

August 10, 2009

EXHIBIT 3 PAGE 203

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    - Wind-down of Litigation
    - Core Investment Strategies and Target Returns
    - Management and Board of Directors
    - New Fremont Bankcorp Operations Description
    - Public Company Status
    - Other Key Assumptions
    - Summary of Financial Projections
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V. Business Plan Downsides and Risks
VI. Business Plan Upsides and Opportunities
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    - Financial Projections
    - Management and Board Biographies

EXHIBIT 3 PAGE 2 of 4

Executive Summary

Executive Summary

I. Vision and Mission

The long term strategy is to utilize Fremont's assets to invest in four areas of opportunity including (1) purchase a bank or bank charter to form a platform for a roll-up of community bank acquisitions, (2) purchase, work-out and sale of distressed loans, (3) fund and service hard money mortgages with a conservative loan to cost ratio, and (4) develop a middle-market asset-based lending platform. These activities will target an after-tax return of 20-25%, although for conservatism, a 15% return on invested capital has been used in the cash flow projections.

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Executive Summary

II. Business Plan Overview

The OEC business plan calls for legacy operations to be reduced and terminated one month following the first strategic acquisition (assumed to be made in July, 2010).

The OEC business plan assumes that litigation is resolved over a three year period ending December, 2012. The plan assumes an average of five cases are settled per month (a total of 190 cases) from November, 2009 through December, 2012 at an average cost of $6,000 per month per case.

EXHIBIT 3 PAGE 5 of 9

Liquidity Overview

The restructuring plan will leave the company with sufficient liquidity to meet operating expenses, strategic investments and interest expense.

($ in millions)	2009	2010	2011	2012	2013	2014
Receipts	$ 2,350	$ 121,603	$ 22,877	$ 14,143	$ 14,574	$ 15,323
Operating Disbursements	(7,071)	(11,548)	(5,875)	(5,641)	(1,575)	(1,575)
Non-Operating Disbursements	(691)	(14,506)	(12,006)	(8,006)	(506)	(506)
Payments to Creditors	(238,244)	-	-	(56,051)	-	-
Strategic Investments	-	(25,000)	(50,000)	-	-	-
Net Cash Flow	**$ (243,656)**	**$ 70,549**	**$ (45,004)**	**$ (55,555)**	**$ 12,493**	**$ 13,242**
Ending Cash Balance	**$ 85,404**	**$ 155,953**	**$ 110,950**	**$ 55,394**	**$ 67,887**	**$ 81,129**

EXHIBIT C PAGE 2 of 3

Key Insights

- After factoring in payments at the effective date projected at $175 million for the senior notes and $63.2 million for general unsecured creditors, New Fremont's cash balance is sufficient to meet liquidity needs, with a pro forma opening cash balance of over $90 million
- New Fremont is forecast to have adequate cash balances to fund operating costs, strategic investments of $75 million and an accrued interest payment in 2012 of $56 million
- New Fremont's timing of its strategic investments is believed to be conservative, and could begin earlier based on input from third parties

Cash Flow Trends

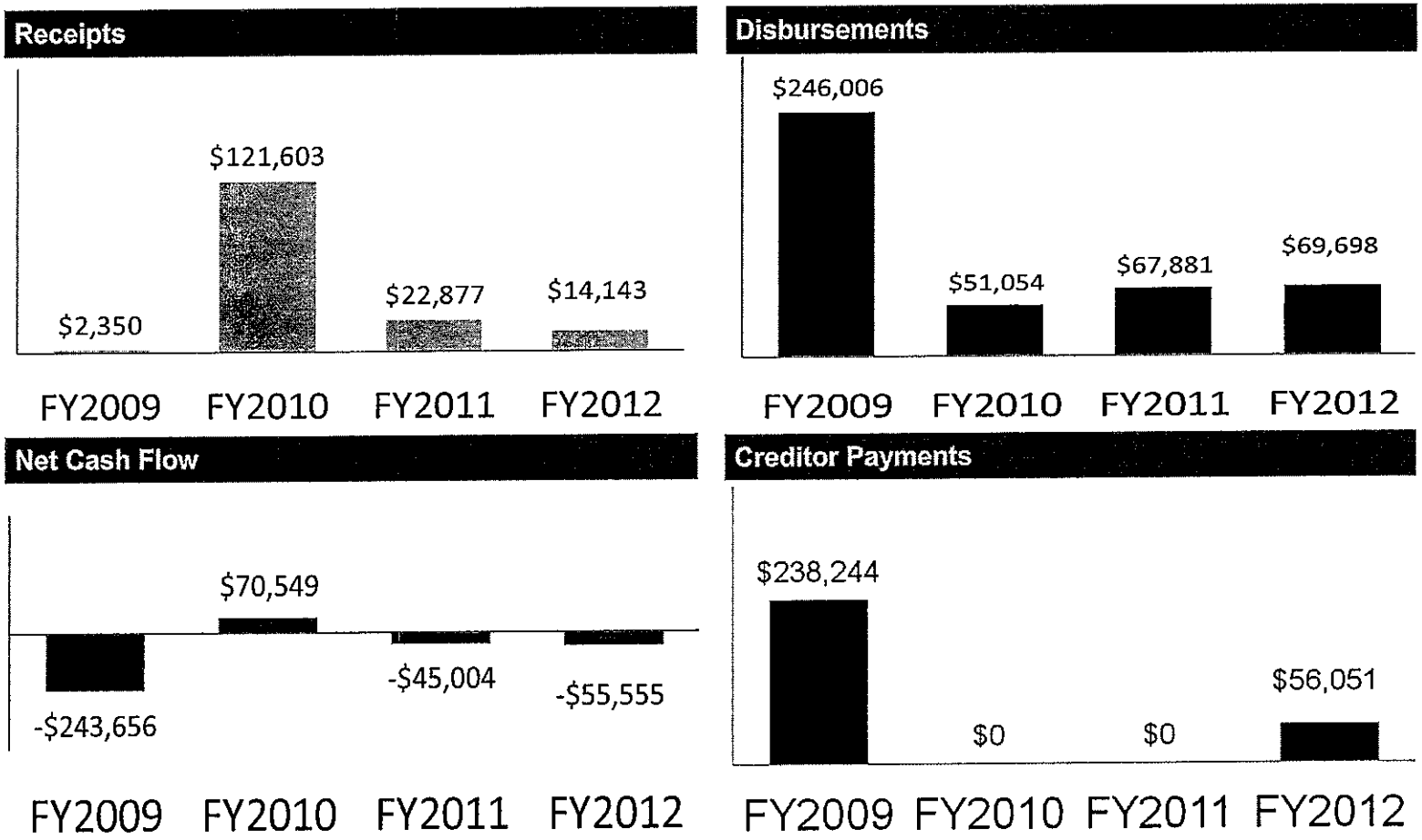

EXHIBIT 3 PAGE 2009

Key Milestones

Experienced team

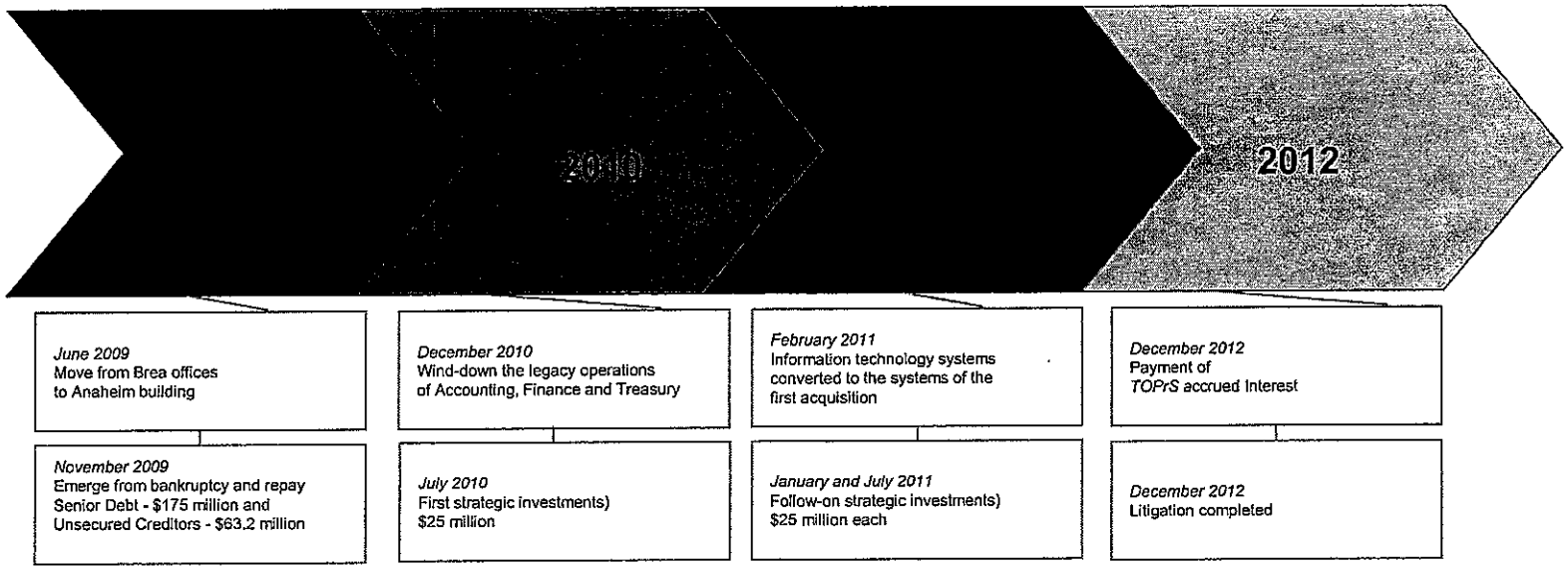

EXHIBIT 3 PAGE 36

Vision and Mission of New Fremont Bankcorp

II. Vision and Mission of New Fremont Bankcorp

Confirm a Stand-Alone Plan of Reorganization which gives the shareholders of Fremont General an opportunity to use existing assets to repay creditors on a reasonable basis and to establish a viable business which can generate significant after-tax returns to shareholders utilizing the NOL carry forwards.

The business plan assumes an orderly wind-down of existing operations and litigation.

The long term strategy is to utilize Fremont's assets to invest in four areas of opportunities including (1) purchase a bank or bank charter to form a platform for a roll-up of community bank acquisitions, (2) purchase, work-out and sale of distressed loans, (3) fund and service hard money mortgages with a conservative loan to cost ratio, and (4) develop a middle-market asset-based lending platform. These activities will target an after-tax return of 20-25%, although for conservatism, a 15% return on invested capital has been used in the cash flow projections.

EXHIBIT 3, PAGE 10

II. Vision and Mission of New Fremont Bankcorp

While the long term strategy is being implemented, the short term strategy is to increase yield on cash investments through purchase of mortgage-backed securities and other related financial products with a target after-tax return of 6%.

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Business Plan

III. Business Plan

Plan of Reorganization

Senior Debt – payment of $175 million at the effective date.

Unsecured Creditors – payment (or reserve) in full at the effective date.

TOPrS – reinstatement and payment of accrued interest in December, 2012. Annual interest of 9% in 2013 and 2014 is assumed to be paid-in-kind ("PIK").

Equity – unimpaired.

EXHIBIT 3, PAGE 215

Business Plan

III. Business Plan

Wind-down of Current Operations

Accounting, Finance and Treasury – legacy operations to be reduced and terminated one month following the first strategic acquisition (assumed to be made in July, 2010).

The cash flow projection assumes a non-senior management related headcount of 18 in the last two months of 2009, reducing to 16 in 2010, 8 in March, 2011 (primarily legal-related) and to zero in December, 2012.

EXHIBIT 3 PAGE 276

III. Business Plan

Wind-down of Current Operations

Information Technology – existing systems and personnel maintained through August, 2010, and then replaced by systems and personnel in place in the first strategic investment.

Loan Servicing – sub-servicing provided by SLS to be maintained until the first strategic investment of a community bank is completed, and then servicing would be transferred.

EXHIBIT 3 PAGE 21

III. Business Plan

Wind-down of Current Operations

Administration – after completing the first strategic investment, transfer as many administrative activities as possible from Fremont to the platform community bank.

Facilities – Fremont moved from the Brea offices to the Anaheim building in June, 2009. The OEC Plan is to transfer personnel and records after completing the first strategic investment, although for conservatism, the cash flow projections assume most of the legacy costs continue through 2012.

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III. Business Plan

Expected Cost of Wind-down

Fremont management has estimated operating costs at a $10.0 million run rate in 2010, excluding senior management compensation and benefits which are assumed to be $1.5 million per year. The OEC plan assumes the operating costs are reduced to $4.4 million in 2011 and $4.1 million in 2012. See the detailed expense projections in the Appendix.

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III. Business Plan

Wind-down of Litigation

Timing of Settlement – the OEC plan assumes that litigation is concluded over a three year period ending December, 2012.

Cost – the OEC plan assumes an on-going internal legal staff will be in place to resolve the litigation through December, 2012. Based on discussions with Don Royer, external professional fees are estimated at $4.5 million in 2010, $3 million in 2011, and $1 million in 2012.

Settlement Cost – the OEC plan assumes that settlement costs will approximate the historical rate of $6,000 per case (of this type), with five cases settled per month beginning in November, 2009 through December, 2012.

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III. Business Plan

Long Term Core Investment Strategies and Target Returns

The long term strategy is to utilize Fremont's assets to invest in four areas of interest including (1) purchase a bank or bank charter to form a platform for a roll-up of community bank acquisitions, (2) purchase, work-out and sale of distressed loans, (3) fund and service hard money mortgages with a conservative loan to cost ratio, and (4) develop a middle-market asset-based lending platform. These activities will target an after-tax return of 20-25%, although for conservatism, a 15% return on invested capital has been used in the cash flow projections. It is contemplated that separate subsidiaries would be established post-confirmation for each of the businesses.

EXHIBIT 3 PAGE 281

III. Business Plan

Long Term Core Investment Strategies and Target Returns

Community Bank

Frank Williams, Chairman of the OEC, has worked with and invested in funds managed by Ategra Capital Management, LLC and its affiliate Danielson Associates (see Appendix for more information). Ategra specializes in advisory and investment banking to community banks and they will assist New Fremont in identifying potential acquisition targets, primarily on the East Coast. There are active discussions on the acquisition of three community banks, which would be subject to regulatory approval. Because of the volume of banks which are available, the projections have been revised to assume the first acquisition is completed in July, 2010 instead of January, 2011.

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III. Business Plan

Long Term Core Investment Strategies and Target Returns

In addition, once a platform is established, the platform bank would bid on and acquire deposits in FDIC auctions.

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III. Business Plan

Community Bank Market Opportunity Description

As of March 31, 2009 approximately 300 community banks and thrifts with assets between $300 million and $5 billion have damaged their capital base through poor credit risk underwriting and their franchises are available for control purchases through highly dilutive equity offerings, asset-liability purchases or government assisted sales.

Properly capitalized banking companies are in position to pick up valuable employees and customers from failed franchises.

Well organized and capitalized groups are in a position to acquire banking assets and liabilities for a price well below their economic and cash flow value because of the lack of liquidity and limited availability or risk capital for the sector.

EXHIBIT 3 PAGE 284

III. Business Plan

Community Bank Market Opportunity Description (con't)

Tough times strengthen the good players as a) mortgage lending moves to the well capitalized and prudent companies b) trend and levered investors depart c) poorly structured, weak players are forced to sell, kicking off a new merger process d) industry margins get wider and e) competition for branches and people lessens.

EXHIBIT 3 PAGE 25

Business Plan

III. Business Plan

Community Bank Market Opportunity (con't)

National Troubled Bank Statistics
As of March 31, 2009 – The Number of Banks with Assets of:

	$1B-5B	$500M-$1B	$300M - $500M	Total
Where NPAs * to Primary Capital* Are				
Above 50%	87	108	101	29
Above 75%	49	64	54	157
Above 100%	31	43	37	111
Above 125%	20	23	24	67

*NPAs are nonperforming assets and include nonaccrual loans, loans 90 days past due and real estate owned. Primary capital is tangible equity plus loan loss reserves. Historically banks that reach NPAs to Primary capital of a) 50% require new equity capital, b) 75% require dilutive equity offerings such than new shareholders are in control, c) 100% require a control acquirer and d) 125% or more a government involved transaction.

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Business Plan

III. Business Plan

Community Bank Market Opportunity (con't)
Post-Cycle Returns Historically Outsized

	Total Return		Fed
	All Banks	Small Cap Banks	Funds Rate
2007	(22)%	(28)%	4.25%
2006	17	14	4.97
2005	1	(2)	3.22
2004	12	21	1.35
2003	35	43	1.13
2002	(9)	14	1.67
2001	2	22	3.88
2000	18	13	6.24
1999	(4)	(9)	4.97
1998	9	1	5.35
1997	47	64	5.46
1996	43	31	5.30

	Total Return		Fed
	All Banks	Small Cap Banks	Funds Rate
1995	56%	40%	5.83%
1994	(3)	3	4.21
1993	10	-	3.02
1992	36	-	3.52
1991	64	-	5.69
1990	(28)	-	8.10
1989	13	-	9.21

EXHIBIT 3 PAGE 84

Recent Community Bank Acquisitions

The high risk loans have required rapid sales of community banks. The haste creates a prime buying environment

Flagstar Bancorp acquired by MatlinPatterson Global Advisors

- In January 2009, the private equity group MatlinPatterson Global Advisors invested $350 million in Flagstar, buying stock convertible into common shares at 80 cents a share, getting roughly a 70% stake in the company
- In 2009, Flagstar plans to raise an additional $100 million in equity from MatlinPatterson, half in the form of preferred stock and half in the form of trust preferred securities paying a 10% coupon

BankUnited acquired by P.E. team headed by John Kanas

- Acquired in May 2009. BankUnited had $12.8 billion of assets and $8.6 billion in deposits, and regulators said it was critically undercapitalized
- Price - $900 million in new capital and to acquire $12.7 billion of the bank's assets and $8.3 billion of certain deposits that are considered less risky. The FDIC agreed to absorb most future losses on a $10.7 billion pool of assets that the investment team will manage
- The private-equity consortium buying the bank includes W.L. Ross, Blackstone Group, Carlyle Group and Centerbridge Partners

First National Bank of Cainesville acquired by C. Flowers & Co.

- Deal was approved on August 27, 2008
- J. Christopher Flowers may use the bank, which has assets of about $14 million, as a platform to buy failed institutions, according to a person close to Flowers, who asked not to be identified because the plans are private

EXHIBIT 3, PAGE 28

III. Business Plan

Long Term Core Investment Strategies and Target Returns

Distressed Loans

The second line of business New Fremont will pursue involves the identification, purchase, work-out and sale of distressed loans primarily in the commercial and residential real estate area.

EXHIBIT 2 PAGE 184

III. Business Plan

Long Term Core Investment Strategies and Target Returns

Hard Money Mortgages

The third line of business New Fremont will pursue involves the under-served market of non-conforming loans to the residential builder market. New Fremont would fund and then service short-term mortgages with a conservative loan to cost ratio of approximately 50%.

EXHIBIT 3 PAGE 29

III. Business Plan

Long Term Core Investment Strategies and Target Returns

Asset-based Financing

The fourth line of business New Fremont will pursue involves the under-served market of asset-based financing that is currently frozen because of the financial difficulties of CIT. New Fremont would fund and then service these loans to small and middle-market companies.

EXHIBIT 3 PAGE 29

III. Business Plan

Short Term Core Investment Strategies and Target Returns

While the long term strategy is being implemented, the short term strategy is to increase yield on cash investments through purchase of mortgage-backed securities and other related financial products with a target return of 6%. Bill Stern, Vice Chairman of the OEC, has worked with and received proposals from several money management firms.

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III. Business Plan

Board of Directors (to be determined, see Appendix)

- Composition
- OEC-designated Members
- Compensation

EXHIBIT 3 PAGE abc

III. Business Plan

Management

Key Management – Ategra will assist the OEC in identifying and recruiting a CEO to run New Fremont. Additional senior management will be determined by the new CEO. The OEC has identified two experienced candidates to run the community bank business, one individual with RTC experience in purchasing and working out distressed loans, and candidates with mortgage and asset-based financing experience. Management would be named prior to or at confirmation. The cash flow projections have allocated $1.5 million per year for salaries and benefits for senior management.

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III. Business Plan

Additional Advisors

Weiland, Golden, Smiley, Wang Ekvall & Strok, LLP, legal counsel to the OEC, and CRG Partners Group, LLC, financial advisor to the OEC, will continue to advise the company on an as needed and requested basis.

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III. Business Plan

New Fremont Bankcorp Operations Description

Accounting, Finance and Treasury – the OEC Plan is to have the first strategic investment assume the "holding company" functions for accounting, finance and treasury matters beginning in August, 2010.

Information Technology -- the OEC Plan is to have the first strategic investment handle the information technology requirements for the company and subsidiaries beginning in August, 2010.

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III. Business Plan

Public Company Status

The OEC Plan calls for Fremont to remain as a public company and continue to trade on the pink sheets. Should it be required, the OEC will seek a waiver of SEC filing and/or reporting requirements.

The cost of certifying historical financial statements is estimated at $1.5-2.0 million. The OEC's Plan is to not spend the capital required to bring Fremont into SEC compliance in the short term, but to have audited statements which can be used to re-register the company in three years.

EXHIBIT 3 PAGE 20f1

Business Plan

III. Business Plan

Opening Pro Forma Balance Sheet

- See Appendix for details.
- Opening cash after payment of senior notes and general unsecured claims projected at $90.8 million.
- Total assets projected at $217.4 million.
- Total TOPrS obligations including accrued interest projected at $120.8 million.
- Total other liabilities projected at $61.6 million including a reserve for repurchase claims of $41.1 million.
- Total shareholder equity projected at $35 million.

EXHIBIT 3 PAGE 36

III. Business Plan

Other Key Assumptions

Assets

Cash – cash is assumed to be invested at a rate of 6%.

SERP Assets – these assets are assumed to be offset by the claims and distributed to the holders of the claims at the effective date or held by Fremont for the benefit of the claimants. Any excess assets would be used by New Fremont for its benefit.

Strategic Investments – the OEC plan assumes the first $25 million investment would be completed in July, 2010 with follow-on investments of $25 million in January, 2011 and $25 million in July, 2011.

EXHIBIT 3 PAGE 29

III. Business Plan

Other Key Assumptions

Liabilities

Senior Debt – $175 million paid at the effective date.

SERP – see SERP assets.

Other liabilities including IRS, Rampino, NOL CIC, Enron, Bank of New York, Non-Rampino Wage, Watergarden Lease Rejection claims are assumed to be paid (or reserved for) at the effective date. A contingency of approximately $10 million is included in estimated unsecured claims.

TOPrS – reinstated. Accrued interest is assumed to be paid in December, 2012. Interest is assumed to be paid-in-kind in 2013 and 2014. New Fremont may seek to purchase these shares at a discount in the market although this is not reflected in the projections.

EXHIBIT 3 PAGE 300

III. Business Plan

Other Key Assumptions

Income

Interest Income – excess cash is assumed to be invested at an average rate of 6%.

Loan Income – the OEC Plan projects an average of $500,000 per month in loan income from January, 2010 until July, 2010 when the loans are assumed to be sold or securitized. In May and June, 2009, the collections on the loan portfolio generated approximately $500,000 per month.

EXHIBIT 3 PAGE 39

III. Business Plan

Other Key Assumptions

Expenses

Rent & Occupancy – assumed to be $21,000 per month through December, 2012.

Compensation and Benefits – headcount is assumed to be reduced from 27 to 18 by the end of 2009. Headcount is further reduced to 6 in 2010. With the strategic investment in July, 2010, accounting and finance functions will be transferred and headcount reduced to 5 through 2012 (primarily legal remaining). Compensation is projected using current salary rates. Benefits are projected at 25% of compensation.

Insurance – assumed to be $375,000 per year based on a quote provided by McGriff, Seibels & Williams.

EXHIBIT 3 PAGE 392

III. Business Plan

Other Key Assumptions

Expenses (con't)

Professional Fees – litigation-related professional fees are assumed to be reduced to $4.5 million in 2010, $3 million in 2011 and $1 million in 2012 based on discussions with Don Royer. Investment related professional fees are assumed to be $2 million for the first investment and $1 million for the second transaction, and $250,000 for the third transaction.

Interest – accrued interest is assumed to be paid in December, 2012 on the TOPrS at a rate of 9%. Interest is assumed to be paid-in-kind in 2013 and 2014 per the terms of Indenture Agreement.

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III. Business Plan

Other Key Assumptions

Loans – the OEC Plan assumes that approximately $100 million will be raised by July, 2010 through early repayment of mortgages, REO and real estate sales, and sales or securitization of loans.

Insurance and Bond Recoveries – per discussions with Fremont General Counsel, the OEC Plan includes recoveries of $12 million in 2010 and $13.3 million in 2011.

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III. Business Plan

Other Key Assumptions

Liabilities

Repurchase Reserves – the projections assume quarterly payments of $1.75 million for three years beginning in 2010 for a total of $21 million. This does not include the contingency payments of approximately $10 million assumed to be paid at the effective date.

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III. Business Plan

Cash Flow Projections (see Appendix)

2009-2014

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Other Financing Options

Other Financing Options

IV. Other Financing Options

Conversion of Existing Creditor Obligations to Equity – should existing creditors have an interest in converting their debt to equity, the OEC will engage in negotiations to determine a reasonable valuation.

Subordinated Debt – the OEC has had discussions with several investors interested in funding New Fremont's hard money mortgage and asset-based lending business opportunities. However, for conservatism, the projections have not reflected any additional subordinated debt.

3rd Party Proponent – the OEC will continue to discuss potential investment in Fremont by third parties.

Rights Offering to Shareholders – although not included in the OEC Plan, New Fremont could raise additional funds through a rights offering once financial reporting is brought current.

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Business Plan Downsides and Risks

V. Business Plan Downsides and Risks

Investment returns could be less than projected and New Fremont could run out of cash or be forced to liquidate investments.

Operating costs and litigation settlements could cost more than projected and New Fremont could run out of cash or be forced to liquidate investments.

Resolution of bankruptcy claims could take longer than expected and require New Fremont to pay (or reserve) more cash than anticipated in the projections, although a contingency of approximately $10 million is included in the projections.

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Business Plan Upsides and Opportunities

Business Plan Upsides and Opportunities

VI. Business Plan Upsides and Opportunities

Bond and insurance recoveries could be higher than projected at $25.3 million.

Operations and litigation costs are projected conservatively, and could be lower than estimated.

Strategic investments are projected to yield 15%, but could generate higher returns.

Repurchase reserve payments could be less than the $21 million assumed in the plan.

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Appendix

Appendix

VII. Appendix

Opening Pro Forma Balance Sheet

Cash Flow Projections from 2009-2014

Payments to Creditors and Strategic Investments 2009-2014

Detail of Operating Expenses from 2009-2014

EXHIBIT 3 PAGE 314

Appendix – Opening Pro Forma Balance Sheet

New Fremont Bankcorp Opening Pro Forma Consolidated Balance Sheet At the Effective Date	Actual April 2009	Projected Activity to Oct 2009	Projected October 2009	Pay Senior Notes	Pay IRS Claims	Book Unsecured Claims	Pay Unsecured Claims	Opening Pro Forma Balance Sheet
Assets								
Cash	$376,124	($47,064) a	$329,060	($175,000)	($12,500) f		($50,744) g	$90,816
Loans held for sale	66,634		66,634					66,634
FHLB stock	2,146		2,146					2,146
Loans held for investment, net	5,242		5,242					5,242
Total Cash, Investments & Loans	450,146	(47,064)	403,082	(175,000)	(12,500)	0	(50,744)	164,838
Accrued interest income	961		961					961
Real estate owned, net	2,634		2,634					2,634
Premises and equipment, net	9,343	(1,152) b	8,191					8,191
Other assets	42,908	(2,175) c	40,733					40,733
Total all other assets	55,846	(3,327)	52,519	0	0	0	0	52,519
Total Assets	$505,992	($50,391)	$455,601	($175,000)	($12,500)	$0	($50,744)	$217,357
Liabilities								
Senior notes	166,585		166,585	(166,585)				0
Accrued interest senior notes	9,909		9,909	(9,909)				0
TOPrS	103,093	d	103,093					103,093
Accrued interest TOPrS	4,330	13,394 d	17,724					17,724
Repurchase reserve	$51,737	($10,600) e	$41,137					$41,137
Income taxes payable	(36,996)		(36,996)					(36,996)
Income taxes payable	43,724		43,724		(6,727) f			36,997
SERP	11,550		11,550					11,550
Accrued Bonus	1,665		1,665					1,665
Watergarden Lease Rejection	2,384		2,384				(2,384) g	0
Accounts Payable	7,677		7,677				(2,260) g	5,417
Other	1,757		1,757			46,100	(46,100) g	1,757
Total Liabilities	367,415	2,794	370,209	(176,494)	(6,727)	46,100	(50,744)	182,344
Stockholders Equity	138,577	(53,185)	85,392	1,494	(5,773) f	(46,100)	(46,100)	35,013
Total Liabilities and Equity	$505,992	($50,391)	$455,601	($175,000)	($12,500)	$0	($96,844)	$217,357

See Footnotes on the next page

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Appendix – Opening Pro Forma Balance Sheet

Footnotes

a) Cash reduced for settlement of Mass AG $10M and FRC CIC $5M, and debtor forecasted cash flow from May through October 2009
b) Depreciation of $192,000 per month for May through October 2009 (6 months)
c) Sale of assets per debtor cash flow projection
d) Booked estimated accrued interest from petition date to October 31 2009 on TOPrS
e) Payment of repurchase reserve per debtor cash flow
f) Settlement of IRS claim for $12.5 million
g) Booked and paid estimated claims for Rampino ($22M) NOC CIC $5M, Enron ($2M), BoNY ($6.5M), non-Rampino wage claims ($350,000), Watergarden lease rejection claim ($2.384M), FRC known liabilities ($2.26 million), and a contingency for unknown claims for FRC ($4.5M), FGC ($3.75M) and general ($2M).

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Appendix – Cash Flow Projections

New Fremont Bankcorp Cash Flow Projections For the Five Years 2010 to 2014	Nov 2009	Dec 2009	Total 2009	Jan 2010	Feb 2010	Mar 2010	April 2010	May 2010	June 2010	July 2010	Aug 2010	Sept 2010	Oct 2010	Nov 2010	Dec 2010	Total 2010
Beginning Cash Balance	$329,060	$85,522	$329,060	$85,404	$84,634	$83,766	$81,244	$80,367	$79,578	$77,036	$151,220	$151,013	$149,154	$148,943	$148,325	$85,404
Receipts																
Loan Income	1,318	604	1,922	500	500	500	500	500	500	0	0	0	0	0	0	3,000
Plus Interest Income on Cash	0	428	428	427	423	419	406	402	398	385	756	755	746	745	742	6,603
Plus Sale/Securitization of Assets										100,000						100,000
Plus Recovery on Strategic Investments																0
Plus Adjust for Recoveries										2,000					10,000	12,000
Total Receipts	1,318	1,032	2,350	927	923	919	906	902	898	102,385	756	755	746	745	10,742	121,603
Operating Disbursements																
Per Detail of Operating Expenses	5,759	1,061	6,821	1,155	1,249	1,148	1,242	1,148	1,148	742	505	404	498	404	404	10,048
Plus Cost of Management/Executives	125	125	250	125	125	125	125	125	125	125	125	125	125	125	125	1,500
Total Operating Disbursements	5,884	1,186	7,071	1,280	1,374	1,273	1,367	1,273	1,273	867	630	529	623	529	529	11,548
Non-Operating Disbursements																
Per Debtor Cash Flow	728	(37)	691	417	417	417	417	417	417	417	417	417	417	417	417	5,006
Plus Professional Fees for Strategic Inv.			0							2,000				500	500	3,000
Plus Est Payments on Repurchases						1,750			1,750			1,750			1,750	7,000
Less Adjust for Professional Fees	0	0	0	0	0	0	0	0	0	(83)	(83)	(83)	(83)	(83)	(83)	(500)
Total Non-Operating Disbursements	728	(37)	691	417	417	2,167	417	417	2,167	2,334	334	2,084	334	834	2,584	14,506
Payments to Creditors (see detail below)	238,244	0	238,244	0	0	0	0	0	0	0	0	0	0	0	0	0
Strategic Investments										25,000						25,000
Total Disbursements	244,856	1,149	246,006	1,697	1,791	3,440	1,784	1,690	3,440	28,201	963	2,613	957	1,363	3,113	51,054
Net Cash Flow	(243,538)	(118)	(243,656)	(770)	(868)	(2,521)	(878)	(788)	(2,542)	74,184	(207)	(1,858)	(211)	(619)	7,628	70,549
Ending Cash Balance	$85,522	$85,404	$85,404	$84,634	$83,766	$81,244	$80,367	$79,578	$77,036	$151,220	$151,013	$149,154	$148,943	$148,325	$155,953	$155,953

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Appendix – Cash Flow Projections

New Fremont Bankcorp Cash Flow Projections For the Five Years 2010 to 2014	Jan 2011	Feb 2011	Mar 2011	April 2011	May 2011	June 2011	July 2011	Aug 2011	Sept 2011	Oct 2011	Nov 2011	Dec 2011	Total 2011
Beginning Cash Balance	$155,953	$129,966	$129,884	$136,317	$136,183	$136,175	$139,729	$113,627	$113,637	$112,234	$112,019	$111,891	$155,953
Receipts													
Loan Income	0	0	0	0	0	0	0	0	0	0	0	0	0
Plus Interest Income on Cash	780	780	650	649	682	681	681	699	568	568	561	560	7,858
Plus Sale/Securitization of Assets													
Plus Recovery on Strategic Investments	0	0	0	0	0	313	0	0	469	0	0	938	1,719
Plus Adjust for Recoveries			8,300			5,000							13,300
Total Receipts	780	780	8,950	649	682	5,993	681	699	1,037	568	561	1,498	22,877
Operating Disbursements													
Per Detail of Operating Expenses	392	486	392	408	314	314	408	314	314	408	314	314	4,375
Plus Cost of Management/Executives	125	125	125	125	125	125	125	125	125	125	125	125	1,500
Total Operating Disbursements	517	611	517	533	439	439	533	439	439	533	439	439	5,875
Non-Operating Disbursements													
Per Debtor Cash Flow	417	417	417	417	417	417	417	417	417	417	417	417	5,006
Plus Professional Fees for Strategic Inv.	1,000						1,000						2,000
Plus Est Payments on Repurchases			1,750			1,750			1,750			1,750	7,000
Less Adjust for Professional Fees	(167)	(167)	(167)	(167)	(167)	(167)	(167)	(167)	(167)	(167)	(167)	(167)	(2,000)
Total Non-Operating Disbursements	1,251	251	2,001	251	251	2,001	1,251	251	2,001	251	251	2,001	12,006
Payments to Creditors (see detail below)	0	0	0	0	0	0	0	0	0	0	0	0	0
Strategic Investments	25,000	0	0	0	0	0	25,000	0	0	0	0	0	50,000
Total Disbursements	26,767	861	2,517	783	689	2,439	26,783	689	2,439	783	689	2,439	67,881
Net Cash Flow	(25,988)	(81)	6,433	(134)	(8)	3,554	(26,102)	9	(1,402)	(215)	(128)	(942)	(45,004)
Ending Cash Balance	$129,966	$129,884	$136,317	$136,183	$136,175	$139,729	$113,627	$113,637	$112,234	$112,019	$111,891	$110,950	$110,950

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Appendix – Cash Flow Projections

New Fremont Bankcorp Cash Flow Projections For the Five Years 2010 to 2014	Jan 2012	Feb 2012	Mar 2012	April 2012	May 2012	June 2012	July 2012	Aug 2012	Sept 2012	Oct 2012	Nov 2012	Dec 2012	Total 2012	Total 2013	Total 2014
Beginning Cash Balance	$110,950	$110,986	$110,925	$110,457	$110,395	$110,425	$110,423	$110,359	$110,388	$110,699	$110,634	$110,665	$110,950	$55,394	$67,887
Receipts															
Loan Income	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Plus Interest Income on Cash	559	555	555	555	552	552	552	552	552	552	553	553	6,643	3,324	4,073
Plus Sale/Securitization of Assets						0							0		
Plus Recovery on Strategic Investments	0	0	1,250	0	0	1,719	0	0	2,031	0	0	2,500	7,500	11,250	11,250
Plus Adjust for Recoveries													0	0	0
Total Receipts	559	555	1,805	555	552	2,271	552	552	2,583	552	553	3,053	14,143	14,574	15,323
Operating Disbursements															
Per Detail of Operating Expenses	314	408	314	408	314	314	408	314	314	408	314	314	4,141	375	375
Plus Cost of Management/Executives	125	125	125	125	125	125	125	125	125	125	125	125	1,500	1,200	1,200
Total Operating Disbursements	439	533	439	533	439	439	533	439	439	533	439	439	5,641	1,575	1,575
Non-Operating Disbursements															
Per Debtor Cash Flow	417	417	417	417	417	417	417	417	417	417	417	417	5,006	5,006	5,006
Plus Professional Fees for Strategic Inv.													0	0	0
Plus Est Payments on Repurchases			1,750			1,750			1,750			1,750	7,000	0	0
Less Adjust for Professional Fees	(333)	(333)	(333)	(333)	(333)	(333)	(333)	(333)	(333)	(333)	(333)	(333)	(4,000)	(4,500)	(4,500)
Total Non-Operating Disbursements	84	84	1,834	84	84	1,834	84	84	1,834	84	84	1,834	8,006	506	506
Payments to Creditors (see detail below)	0	0	0	0	0	0	0	0	0	0	0	56,051	56,051	0	0
Strategic Investments	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Total Disbursements	523	616	2,273	616	523	2,273	616	523	2,273	616	523	58,324	69,698	2,081	2,081
Net Cash Flow	37	(62)	(468)	(62)	30	(2)	(64)	29	310	(64)	31	(55,270)	(55,555)	12,493	13,242
Ending Cash Balance	$110,986	$110,925	$110,457	$110,395	$110,425	$110,423	$110,359	$110,388	$110,699	$110,634	$110,665	**$55,394**	**$55,394**	**$67,887**	**$81,129**

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Appendix – Cash Flow Projections

Additional Detail on Cash Flow Projections

		Nov 2009	Dec 2009	Total 2009	Jan 2010	Feb 2010	Mar 2010	April 2010	May 2010	June 2010	July 2010	Aug 2010	Sept 2010	Oct 2010	Nov 2010	Dec 2010	Total 2010
Payments (or Reserve) to Creditors																	
Senior Debt		175,000		175,000													0
Unsecured Creditors		63,244		63,244													0
TOPrS Prin		0															0
TOPrS Int		0		0													0
Total		238,244	0	238,244	0	0	0	0	0	0	0	0	0	0	0	0	0
Interest Income																	
Cash Balance to Invest		$85,522	$85,404		$84,634	$83,766	$81,244	$80,367	$79,578	$77,036	$151,220	$151,013	$149,154	$148,943	$148,325	$156,953	$115,936
Blended Interest Rate	6.00%		0.5%		0.5%	0.5%	0.5%	0.5%	0.5%	0.5%	0.5%	0.5%	0.5%	0.5%	0.5%	0.5%	
Interest Income		0	428		427	423	419	406	402	398	385	756	755	746	745	742	6,603
Strategic Investments																	
Strategic Investment I											25,000	25,000	25,000	25,000	25,000	25,000	25,000
Return on Investment %											0.0%			0.0%			0.0%
Return on Investment $											0			0			0

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Appendix – Cash Flow Projections

Additional Detail on Cash Flow Projections

	Jan 2011	Feb 2011	Mar 2011	April 2011	May 2011	June 2011	July 2011	Aug 2011	Sept 2011	Oct 2011	Nov 2011	Dec 2011	Total 2011
Payments (or Reserve) to Creditors													
Senior Debt													0
Unsecured Creditors													0
TOPrS Prin													0
TOPrS Int													0
Total	0	0	0	0	0	0	0	0	0	0	0	0	0
Interest Income													
Blended Interest Rate	$155,953	$129,966	$129,884	$136,317	$136,183	$136,175	$139,729	$113,627	$113,637	$112,234	$112,019	$111,891	$127,301
Interest Rate	0.5%	0.5%	0.5%	0.5%	0.5%	0.5%	0.5%	0.5%	0.5%	0.5%	0.5%	0.5%	
Interest Income	780	780	650	649	682	681	681	699	568	568	561	560	7,858
Strategic Investments													
Strategic Investment I	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000
Return on Investment %						5.0%			7.5%			10.0%	
Return on Investment $						313			469			625	1,406
Strategic Investment II	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000
Return on Investment %												5.0%	
Return on Investment $												313	313
Strategic Investment III													
Return on Investment %													
Return on Investment $												0	0
Total Strategic Investments	50,000	50,000	50,000	50,000	50,000	50,000	50,000	50,000	50,000	50,000	50,000	50,000	50,000
Total Return on Strategic Investments	0	0	0	0	0	313	0	0	469	0	0	938	1,719

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Appendix – Cash Flow Projections

Additional Detail on Cash Flow Projections

	Jan 2012	Feb 2012	Mar 2012	April 2012	May 2012	June 2012	July 2012	Aug 2012	Sept 2012	Oct 2012	Nov 2012	Dec 2012	Total 2012	Total 2013	Total 2014
Payments (or Reserve) to Creditors															
Senior Debt													0		
Unsecured Creditors													0		
TOPrS Prin												0	0		
TOPrS Int												56,051	56,051	0	0
Total	0	0	0	0	0	0	0	0	0	0	0	56,051	56,051	0	0
Interest Income															
Cash Balance to Invest	$110,950	$110,986	$110,925	$110,457	$110,395	$110,425	$110,423	$110,359	$110,388	$110,699	$110,634	$110,665	$110,609	$55,394	$67,887
Blended Interest Rate	0.5%	0.5%	0.5%	0.5%	0.5%	0.5%	0.5%	0.5%	0.5%	0.5%	0.5%	0.5%		6.0%	6.0%
Interest Income	559	555	555	555	552	552	552	552	552	552	553	553	6,643	3,324	4,073
Strategic Investments															
Strategic Investment I	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000
Return on Investment %			15.0%			15.0%			15.0%			15.0%	15.00%	15.0%	15.0%
Return on Investment $			938			938			938			938	3,750	3,750	3,750
Strategic Investment II	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000
Return on Investment %			5.0%			7.5%			10.0%			15.0%	9.38%	15.0%	15.0%
Return on Investment $			313			469			625			938	2,344	3,750	3,750
Strategic Investment III	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000
Return on Investment %						5.0%			7.5%			10.0%	5.63%	15.0%	15.0%
Return on Investment $			0			313			469			625	1,406	3,750	3,750
Total Strategic Investments	75,000	75,000	75,000	75,000	75,000	75,000	75,000	75,000	75,000	75,000	75,000	75,000	75,000	75,000	75,000
Total Return on Strategic Investments	0	0	1,250	0	0	1,719	0	0	2,031	0	0	2,500	7,500	11,250	11,250

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Appendix – Cash Flow Projections

Additional Detail on Operating Expenses

	Nov 2009	Dec 2009	Total 2009	Jan 2010	Feb 2010	Mar 2010	April 2010	May 2010	June 2010	July 2010	Aug 2010	Sept 2010	Oct 2010	Nov 2010	Dec 2010	Total 2010
Rent & Occupancy	21	21	42	21	21	21	21	21	21	21	21	21	21	21	21	252
Non-senior Management Comp & Benefits	179	179	359	176	176	169	169	169	169	169	169	68	68	68	68	1,636
Severance	4,744	46	4,790	144	144	144	144	144	144	144						1,005
REO & Loan Servicing	500	500	1,000	500	500	500	500	500	500	0	0	0	0	0	0	3,000
Litigation Settlements	30	30	60	30	30	30	30	30	30	30	30	30	30	30	30	360
Information Technology	49	49	98	49	49	49	49	49	49	49	49	49	49	49	49	588
Telecom	50	50	100	50	50	50	50	50	50	50	50	50	50	50	50	600
Bank Charges	7	7	14	7	7	7	7	7	7	7	7	7	7	7	7	84
Postage	17	17	34	17	17	17	17	17	17	17	17	17	17	17	17	204
Document Services/Storage	46	46	92	46	46	46	46	46	46	46	46	46	46	46	46	552
Utilities & Maintenance	40	40	80	40	40	40	40	40	40	40	40	40	40	40	40	480
Subscriptions	6	6	12	6	6	6	6	6	6	6	6	6	6	6	6	72
Insurance			-		94		94			94			94			375
Miscellaneous	70	70	140	70	70	70	70	70	70	70	70	70	70	70	70	840
Total	5,759	1,061	6,821	1,155	1,249	1,148	1,242	1,148	1,148	742	505	404	498	404	404	10,048

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Appendix – Cash Flow Projections

Additional Detail on Operating Expenses

	Jan 2011	Feb 2011	Mar 2011	April 2011	May 2011	June 2011	July 2011	Aug 2011	Sept 2011	Oct 2011	Nov 2011	Dec 2011	Total 2011
Rent & Occupancy	21	21	21	0	0	0	0	0	0	0	0	0	63
Non-senior Management Comp & Benefits	56	56	56	56	56	56	56	56	56	56	56	56	670
Severance													-
REO & Loan Servicing	0	0	0										-
Litigation Settlements	30	30	30	30	30	30	30	30	30	30	30	30	360
Information Technology	49	49	49	49	49	49	49	49	49	49	49	49	588
Telecom	50	50	50										150
Bank Charges	7	7	7										21
Postage	17	17	17	17	17	17	17	17	17	17	17	17	204
Document Services/Storage	46	46	46	46	46	46	46	46	46	46	46	46	552
Utilities & Maintenance	40	40	40	40	40	40	40	40	40	40	40	40	480
Subscriptions	6	6	6	6	6	6	6	6	6	6	6	6	72
Insurance		94		94			94			94			375
Miscellaneous	70	70	70	70	70	70	70	70	70	70	70	70	840
Total	392	486	392	408	314	314	408	314	314	408	314	314	4,375

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Appendix – Cash Flow Projections

Additional Detail on Operating Expenses

	Jan 2012	Feb 2012	Mar 2012	April 2012	May 2012	June 2012	July 2012	Aug 2012	Sept 2012	Oct 2012	Nov 2012	Dec 2012	Total 2012	Total 2013	Total 2014
Rent & Occupancy	0	0	0	0	0	0	0	0	0	0	0	0	-		
Non-senior Management Comp & Benefits	56	56	56	56	56	56	56	56	56	56	56	56	670	-	-
Severance													-		
REO & Loan Servicing													-		
Litigation Settlements	30	30	30	30	30	30	30	30	30	30	30	30	360		
Information Technology	49	49	49	49	49	49	49	49	49	49	49	49	588		
Telecom													-		
Bank Charges													-		
Postage	17	17	17	17	17	17	17	17	17	17	17	17	204		
Document Services/Storage	46	46	46	46	46	46	46	46	46	46	46	46	552		
Utilities & Maintenance	40	40	40	40	40	40	40	40	40	40	40	40	480		
Subscriptions	6	6	6	6	6	6	6	6	6	6	6	6	72		
Insurance		94		94			94			94			375	375	375
Miscellaneous	70	70	70	70	70	70	70	70	70	70	70	70	840		
Total	314	408	314	408	314	314	408	314	314	408	314	314	4,141	375	375

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Appendix – Cash Flow Projections

Detail of Non-Executive Headcount, Comp & Benefits

	Monthly Salary	Nov 2009	Dec 2009	Total 2009	Jan 2010	Feb 2010	Mar 2010	April 2010	May 2010	June 2010	July 2010	Aug 2010	Sept 2010	Oct 2010	Nov 2010	Dec 2010	Total 2010
Admin	2.87	2.87	2.87	5.73													0.00
Executive Support	22.33			0.00													
Executive Support	5.81	5.81	5.81	11.61	5.81	5.81	5.81	5.81	5.81	5.81	5.81	5.81					46.45
Executive Support	5.50			0.00													
Finance & Accounting	12.92	12.92	12.92	25.83	12.92	12.92	12.92	12.92	12.92	12.92	12.92	12.92					103.33
Finance & Accounting	4.48	4.48	4.48	8.97	4.48	4.48	4.48	4.48	4.48	4.48	4.48	4.48					35.87
Finance & Accounting	4.00	4.00	4.00	7.99	4.00	4.00	4.00	4.00	4.00	4.00	4.00	4.00					31.97
Finance & Accounting	11.30	11.30	11.30	22.60	11.30	11.30	11.30	11.30	11.30	11.30	11.30	11.30					90.40
Finance & Accounting	15.23			0.00													
Finance & Accounting	3.46			0.00													
Finance & Accounting	5.68	5.68	5.68	11.36	5.68	5.68											11.36
Human Resources	4.21	4.21	4.21	8.42	4.21	4.21	4.21	4.21	4.21	4.21	4.21	4.21					33.67
IT	7.10			0.00													
IT	17.77	17.77	17.77	35.53	17.77	17.77	17.77	17.77	17.77	17.77	17.77	17.77					142.13
IT	4.25			0.00													
IT	10.08	10.08	10.08	20.17	10.08	10.08	10.08	10.08	10.08	10.08	10.08	10.08	10.08	10.08	10.08	10.08	121.00
Legal	5.50	5.50	5.50	11.00	5.50	5.50	5.50	5.50	5.50	5.50	5.50	5.50	5.50	5.50	5.50	5.50	66.00
Legal	15.46	15.46	15.46	30.93	15.46	15.46	15.46	15.46	15.46	15.46	15.46	15.46	15.46	15.46	15.46	15.46	185.55
Legal	4.77	4.77	4.77	9.53	4.77	4.77	4.77	4.77	4.77	4.77	4.77	4.77	4.77	4.77	4.77	4.77	57.20
Legal	6.00	6.00	6.00	12.00	6.00	6.00	6.00	6.00	6.00	6.00	6.00	6.00	6.00	6.00	6.00	6.00	72.00
Legal	12.92	12.92	12.92	25.83	12.92	12.92	12.92	12.92	12.92	12.92	12.92	12.92	12.92	12.92	12.92	12.92	155.00
Records Mgmt & PC	3.01																
Records Mgmt & PC	4.06	4.06	4.06	8.12	4.06	4.06	4.06	4.06	4.06	4.06	4.06	4.06					32.50
Risk Mgmt	5.42																
Risk Mgmt	7.26	7.26	7.26	14.52	7.26	7.26	7.26	7.26	7.26	7.26	7.26	7.26					58.07
Repurchase	4.30																
Repurchase	8.33	8.33	8.33	16.67	8.33	8.33	8.33	8.33	8.33	8.33	8.33	8.33					66.67
Total		143.41	143.41	286.81	140.54	140.54	134.86	134.86	134.86	134.86	134.86	134.86	54.73	54.73	54.73	54.73	1,309.17
Total with Benefits at 25%		179.26	179.26	358.52	175.68	175.68	168.58	168.58	168.58	168.58	168.58	168.58	68.41	68.41	68.41	68.41	1,636.46
Headcount		18	18		17	17	16	16	16	16	16	16	6	6	6	6	

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Appendix – Cash Flow Projections

Detail of Non-Executive Headcount, Comp & Benefits

	Jan 2011	Feb 2011	Mar 2011	April 2011	May 2011	June 2011	July 2011	Aug 2011	Sept 2011	Oct 2011	Nov 2011	Dec 2011	Total 2011
Admin													
Executive Support													0.00
Executive Support													
Executive Support													0.00
Finance & Accounting													0.00
Finance & Accounting													0.00
Finance & Accounting													0.00
Finance & Accounting													
Finance & Accounting													
Finance & Accounting													
Human Resources													0.00
IT													
IT													0.00
IT													
IT													0.00
Legal	5.50	5.50	5.50	5.50	5.50	5.50	5.50	5.50	5.50	5.50	5.50	5.50	66.00
Legal	15.46	15.46	15.46	15.46	15.46	15.46	15.46	15.46	15.46	15.46	15.46	15.46	185.55
Legal	4.77	4.77	4.77	4.77	4.77	4.77	4.77	4.77	4.77	4.77	4.77	4.77	57.20
Legal	6.00	6.00	6.00	6.00	6.00	6.00	6.00	6.00	6.00	6.00	6.00	6.00	72.00
Legal	12.92	12.92	12.92	12.92	12.92	12.92	12.92	12.92	12.92	12.92	12.92	12.92	155.00
Records Mgmt & PC													
Records Mgmt & PC													0.00
Risk Mgmt													
Risk Mgmt													0.00
Repurchase													
Repurchase													0.00
Total	44.65	44.65	44.65	44.65	44.65	44.65	44.65	44.65	44.65	44.65	44.65	44.65	535.75
Total with Benefits at 25%	55.81	55.81	55.81	55.81	55.81	55.81	55.81	55.81	55.81	55.81	55.81	55.81	669.69
Headcount		5	5	5	5	5	5	5	5	5	5	5	

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Appendix – Cash Flow Projections

Detail of Non-Executive Headcount, Comp & Benefits

	Jan 2012	Feb 2012	Mar 2012	April 2012	May 2012	June 2012	July 2012	Aug 2012	Sept 2012	Oct 2012	Nov 2012	Dec 2012	Total 2012	Total 2013	Total 2014
Legal	5.50	5.50	5.50	5.50	5.50	5.50	5.50	5.50	5.50	5.50	5.50	5.50	66.00		
Legal	15.46	15.46	15.46	15.46	15.46	15.46	15.46	15.46	15.46	15.46	15.46	15.46	185.55		
Legal	4.77	4.77	4.77	4.77	4.77	4.77	4.77	4.77	4.77	4.77	4.77	4.77	57.20		
Legal	6.00	6.00	6.00	6.00	6.00	6.00	6.00	6.00	6.00	6.00	6.00	6.00	72.00		
Legal	12.92	12.92	12.92	12.92	12.92	12.92	12.92	12.92	12.92	12.92	12.92	12.92	155.00		
Records Mgmt & PC													0.00		
Records Mgmt & PC													0.00		
Risk Mgmt													0.00		
Risk Mgmt													0.00		
Repurchase													0.00		
Repurchase													0.00		
Total	44.65	44.65	44.65	44.65	44.65	44.65	44.65	44.65	44.65	44.65	44.65	44.65	535.75	0.00	0.00
Total with Benefits at 25%	55.81	55.81	55.81	55.81	55.81	55.81	55.81	55.81	55.81	55.81	55.81	55.81	669.69	0.00	0.00
Headcount	5	5	5	5	5	5	5	5	5	5	5	5			

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VII. Appendix

Management Biographies

Board Biographies

Information on Third Parties

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VII. Appendix

Management Biographies

Additional biographies will be provided prior to or at confirmation.

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Name to be provided prior to or at Confirmation

Personal: Served four years in US Navy, Honorable Discharge

Professional experience:

November 2007-May 31, 2008 First Georgia Community Bank - Jackson, GA Special Assets Officer (put in position upon recommendation of the F.D.I.C.)

January 2007-August 2007 Private Investor

July 2004-Nov 2004 First National Bank of Tarpon Springs - Tarpon Springs, FL Vice President; Executive in Charge of Operations

1992 – Aug 2004 Private Investor

May 2003-Nov 2003 Flint River National Bank (in Organization) - Camilla, GA Chief Executive Officer, Director - New bank - Assisted in organization and opening. In charge of all personnel employment. Left before grand opening.

April 1994-September 1994 Private Investor

Oct 1991-May 1992 Bank of Dodge County – Eastman, GA President, Chief Executive Officer, Director In charge of all operations - new business, lending, deposits, loans, solicitation of new business, investing bank's funds and investments

Jan 1988-Oct 1991 Bank of Jefferson County – Louisville, GA Organizer, President, Chief Executive Officer, Director New bank – Assisted with organization and opening including the selling of the stock; complete operations of bank including all personnel employment, lending, solicitation of new business, deposits, investing bank funds and investments. The bank had approximately $15 million in assets and in a profitable position when I departed. The bank is now part of Regions Bank.

Jan 1987-Dec 1987 Middle Georgia Bank – Byron-Ft. Valley, GA Executive Vice President Managed investments and loans in addition to administrative matters, solicited new business

Feb 1980-Dec 1986 Bank of Crawford County - Roberta, GA President, Chief Executive Officer, Director, and Director of United Bank Corporation - This was an existing bank; In charge of complete operations including, personnel, soliciting new business, loans, deposits, investing for the bank

Oct 1973-Feb 1980 First National Bank of Thomasville (presently SunTrust) - Thomasville, GA Organizer, Director, President, Chief Executive Officer - New bank – assisted with organization and opening; Managed complete operations including all personnel employment, lending, solicitation of new business, deposits, investing bank funds and investments. The bank was sold to SunTrust with approximately $20 million and in profitable position.

Jul 1957-Oct 1973 First National Bank and Trust Co. (presently SunTrust) – Macon, GA Vice President In charge of installment lending functions, solicited new business and managed loan operations; very familiar with bank as I was previously in commercial lending and was the internal auditor of bank trust department, etc. and reported directly to Board of Directors.

Education:

Giles County High School - Pulaski, TN – DiplomaMercer University - Macon, GANABAC School, University of Wisconsin - Madison, WI – Diploma New York State Bankers Consumer Credit School - West Point, NY – Diploma Harvard Banking School - Boston, MA – Diploma American Institute of Banking Basic and Standard Certificates

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Name to be provided prior to or at Confirmation

Professional Experience:

2008-Present Managing Director Danielson Capital, LLC Bethesda, MD A community bank consulting and advisory firm. Provide advisory services in support of bank management and directors including strategic decision making, capital planning, CEO coaching, and risk management.

1997-2007 Founder, President, CEO, and Director Potomac Bank of Virginia Fairfax, VA A locally owned, independent, community bank serving local businesses and entrepreneurs. With a group of local business people, organized and managed this *de novo* Bank from its inception to its sale in February 2007 to Sandy Spring Bank, a larger bank, seeking entry to the Virginia market. As Potomac's only CEO, built the Bank to $275 million in assets and consistently increasing profitability. Retired from the merged Bank on December 31, 2007.

1992-1997 President and Principal Advisor Capital Advisory Associates, Inc. McLean, VA Provided advisory services to community banks and federal bank regulators. Bank advisory services focused on improving performance and organization development in areas of risk management, credit process, asset quality and capital adequacy. Provided services to regulators on evaluation of management performance and corporate governance.

1983-1992 Senior Vice President First National Bank of Chicago Chicago, IL Held a series of increasingly responsible positions at First Chicago (at that time the 12th largest US bank), starting as Manager of Washington, DC and Atlanta, GA LPO's. Subsequently managed the National Division, Correspondent Banking Division and ultimately, the Energy Department, which provided credit and investment banking services to oil, gas, and utility companies.

1966-1983 Management Positions in Credit, Lending, and Relationship Management North Carolina National Bank, Charlotte & Greensboro (now Bank of America), First Virginia Banks Inc, Falls Church, VA (now BB&T), and First & Merchants National Bank, Richmond & Arlington (now Bank of America)

Education:

MBA University of North Carolina – Chapel Hill 1966

BS Commerce University of Virginia 1963

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VII. Appendix

Proposed Board of Directors Biographies

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Appendix

Frank E. Williams, Jr.

P.O. Box 4004; Merrifield, VA 22116
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- Frank E. Williams, Jr. holds a Bachelor of Civil Engineering degree from the Georgia Institute of Technology, where he remains active as a Trustee of the Alumni Association. He has spent four (4) decades in corporate management, beginning his career as a construction engineer and rising to found and serve as an executive in several major steel fabrication, construction services, and erection companies serving customers nationwide. His career began as a resident engineer in the steel construction division of *Bethlehem Steel Corp.*; he spent the last two (2) years of his tenure there as corporate representative on the steel construction phase of the Rayburn Office Building, which houses Members of the U.S. Congress in the Nation's capital.
- Mr. Williams currently holds positions with and has a history of active involvement in various financial institutions in the Washington, DC area, following the example set by his father who was President and Chairman of the Board of Sea Island Bank in Statesboro, GA.
- He serves on the Board of Directors of *Capital Bank*, N.A., a new community bank in Rockville, MD, which was formerly known as *Harbor Capital Bank*. He served on the Board of Directors of *Hemisphere Bank* which was reorganized to become *Capital Bank, N.A.*, a $250 million community bank in Washington, DC, where he served twenty-three (23) years on the Board of Directors, with three (3) of those years serving as its Chairman. He later handled the sell negotiations of the institution to FCNB of Frederick, MD, which eventually merged with BB&T Corp. of Winston Salem, NC. In addition, Mr. Williams was a Member of the Advisory Board of *Guaranty Bank and Trust Company*, Fairfax, VA.; the Bank was sold to Riggs National Bank, now a part of PNC Corporation. He was the Founding Principle and ultimately a Member of the Advisory Board of *Freedom Bank of Virginia*.
- Mr. Williams also serves on the Board of Managers and is a Partner of *Prudent Capital,* a company founded in 1999 that provides expansion capital to later-stage, privately held operating businesses that have a commercially proven product or service plus substantial revenue and profits. Such expansion capital typically helps companies grow or facilitates an acquisition or recapitalization. It is commonly called a "Mezzanine Lender." Entities he is involved with include: Prudent Capital I, Prudent Capital II, Prudent Equities I, and Prudent Equities III.

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Frank E. Williams, Jr. (con't)

- In March, 2006 he was appointed to serve a three-year term on the *U.S. Small Business Administration's Region III Regulatory Fairness Board for the Mid-Atlantic United States.* He serves on the *AAA-Mid-Atlantic Region* Board of Directors. He was appointed in December 2008 as Chairman of *Facility Group* of Smyrna, GA. In 2005 he was appointed as Chairman of *Kaiser Group Holdings, Inc.* of Fairfax, VA, where he has been on the Board of Directors since 2002. He also serves as a Director on the Boards of *Diamondhead Casino Corporation* and *Verdant Power, Inc.* He has held leadership positions in numerous construction-related industrial and professional trade associations and organizations, including groups related to labor-management relations and promotion of increased federal investment in regional transportation and infrastructure projects.
- Currently, Mr. Williams serves as Chairman and principal owner of *Williams Enterprises of Georgia, Inc.*, a holding company controlling six (6) subsidiaries active in various facets of the steel industry: *Chattanooga Boiler and Tank*, a major steel plate fabricator, specializing in the assembly of carbon and stainless plates for the pulp and paper, petrochemical, and pharmaceutical sectors nationwide; *Williams Erection Co.*, the largest steel erection company in the Southeast, serving major steel fabricators throughout the U.S.; *Standard Iron, Inc.*, a fabricator of miscellaneous and ornamental iron, delivering products nationwide; *Atlanta Steel Erectors*, an erector of structural steel and steel plate products for industrial customers in the Southeast; *Industrial Fabricators, Inc.*, a manufacturer of structural steel and steel plate products for customers in the Southeastern U.S.; and *Alabama Structural Products, Inc.*, a fabricator of steel beams for the modular home industry.
- In addition, Mr. Williams serves as Chairman, Chief Executive Officer and fifty percent (50%) owner of *Bosworth Steel Erectors, Inc.*, Dallas, TX, a major erector of steel products in the Southwestern U.S. He is also Managing Partner and principal owner of *Industrial Alloy Fabricators, LLC*, Richmond, VA, a fabricator of alloy plate products for the pulp and chemical industries and *Industrial Alloy Erectors, LLC*, Richmond, VA, an erector of structural steel and steel plate products.
- Mr. Williams founded and served as President, Chief Executive Officer, and Chairman of *Williams Industries, Inc.* (construction services), Manassas, VA, a company that owns five (5) subsidiaries active in the steel industry, including *Williams Bridge Company*, one of the largest fabricators of steel plate for bridge structures in the Mid-Atlantic region. He continues to serve on the Board of Directors of *Williams Industries, Inc.*

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Frank E. Williams, Jr. (con't)

- He has served as Chairman and Chief Executive Officer of the *Gulf States Steel Reorganization Group*. He has been appointed by Bankruptcy Courts as an official representative serving in a *pro bono* capacity on behalf of investors and debt holders in public companies in bankruptcy: former Member and current Chairman of the Committee of Equity Holders in *Fremont General Corp.*, Chairman of the Committee of Equity Holders in *LTV Steel Company*; Co-chairman of the Committee of Equity Holders in *Westmoreland Coal Co.*; Member of the Committee of Note Holders in *Gulf States Steel, Inc. of Alabama* and *Anthony Crane Company*. He was also a Member of the Equity Committee of *Global Power Equipment Company*, as well as a Member of the Committee of Equity Holders in *Paragon Trade Brands* and *Intermet Corporation*.

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William M. Stern

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BStern2@bloomberg.net

- Mr. Stern received his MBA in 1969 from Wharton College and a BA in 1967 from Coe College. In addition, he has attended numerous continuing education classes relating to brokerage as well as director duties.
- Mr. Stern was appointed in December 2000 to the Board of Directors of Westmoreland Coal Company. He was also the Chairman of their Nominating/Governance Committee and a member of the Audit Committee.
- Since 1998 to the present, Mr. Stern has been Sr. Vice President of Stern Brothers in St. Louis, MO, where he is responsible for taxable trading with expertise and emphasis in Higher Yielding Agencies and Mortgage Product. He has extensive expertise in analysis and execution.
- From 1975 to 1998, Mr. Stern was Sr. Vice President of Mercantile/Mark Twain Banks; Managing Director of Capital Markets Group, where he assisted in growing the department and was instrumental in opening the Chicago office through consolidation with Mercantile. His many responsibilities included sales, trading and setting policies and procedures.

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John M. Koral

Boulder, CO 80301
jmkusc@yahoo.com

- Mr. Koral was born in Williamville, New York in 1958. He graduated from Alfred State University in 1979 with an Associates Degree in Mechanical Engineering and a minor in Business Administration. Mr. Koral has attended a number of financial seminars emphasizing land development and construction during his career.

- From August, 1982 to March, 1996, Mr. Koral served as President of Apex Mechanical Services, a full service Mechanical Contracting firm. From 1986 to the present, while serving as a general partner with various partnerships, he has developed commercial land and building projects and has overseen over $100 million in construction since 1982.

- During the past eighteen years, Mr. Koral has invested personal funds in asset-based loans. During that time as an investor, he has reviewed and analyzed loans and loan applications as well as the collateral offered for the loans.

- From 1996 to the present, Mr. Koral has been a partner of US Capital, Incorporated, an asset-based private lender with a current loan portfolio of approximately $30M. During this time, US Capital, Incorporated has closed in excess of $104,000,000 in loans. As Senior Vice President of the company, Mr. Koral has performed all management and administrative functions of the loan business including the initial contact with borrowers and brokers, review and analysis of loan applications, the due diligence phase of the application process, the negotiation of loan terms and pricing, management of and, in some instances, the preparation of loan documents, loan closings and the servicing of loans. In default scenarios, Mr. Koral deals with borrowers to resolve the default or, when a satisfactory resolution cannot be reached, hires counsel to initiate and oversee legal proceedings to realize on the collateral for the loan. Mr. Koral is also actively involved in all efforts to raise capital on behalf of US Capital, Incorporated, including private participations, general capitalization, subordinated notes and institutional lines of credit.

- During the past twenty-six years, Mr. Koral has either personally or through partnerships, LLC's and corporations, loaned money for commercial purposes, developed land parcels, constructed single-family dwellings, multi-family buildings, small commercial buildings and small, retail strip centers. His personal experiences and investments in these ventures have given him a unique background to utilize in the successful management and operation of US Capital, Incorporated.

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Appendix

Steven J. Schwartz

Washington, DC
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- Mr. Schwartz is a CPA and an attorney with over 30 years of experience working with, investing in, running and evaluating operating businesses in various industries as well as various real estate development projects. He received a Bachelor of Arts degree in economics from the University of Maryland and a law degree with honors from the University of Maryland School of Law.

- He currently serves on the Board of Directors of Capital Bank, N.A., a community bank located in Rockville, MD with total assets of slightly over $200 million. Since joining the bank 4 years ago, he has continued to serve on the loan, executive and compensation committees. Prior to Capital Bank, Mr. Schwartz served on the Board of Directors of another local community bank for approximately 3 years until it was sold.

- For over 25 years, Mr. Schwartz has been the Chief Financial Officer and General Counsel to a diversified group of companies in which Howard and Stanley Bender had an ownership interest. These companies have included general contracting, real estate leasing, property management and development, radio broadcasting, telecommunications, software development, wholesale distribution, and a golf course. In this position, Mr. Schwartz was responsible for the financing of all of the operating businesses.

- In addition, Mr. Schwartz is the Founder and Portfolio Manager of Prudent Capital, a group of funds that has, for the past 10 years, invested in later-stage operating businesses on a subordinated debt or preferred equity basis and in rented and built real estate projects. Industries in which Prudent Capital has invested include: government contracting, healthcare, production and post production editing, office supply sales, box storage, performance sports apparel manufacturing and underground utility locating. His mentoring services to the portfolio companies and assistance with financial structuring and restructuring have been a tremendous value to these companies.

- Previously, Mr. Schwartz practiced law for three years with the firm of Tucker Flyer & Lewis (now merged into Venable). As a lawyer, Mr. Schwartz specialized in mergers and acquisitions, taxation, real estate, business planning, executive compensation and partnership documentation. Prior to practicing law, Mr. Schwartz practiced public accounting for five years with the firm Aronson, Greene & Fisher (now called Aronson & Company). As an accountant, Mr. Schwartz specialized in mergers and acquisitions, real estate development and syndication and taxation.

- Mr. Schwartz is currently an adjunct professor at Georgetown University and has been teaching a corporate finance class in their Master of Science in Foreign Service Program for the past 2 years.

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Jacques Rebibo

- He has helped found and grow two banking companies and a mortgage company.
- A founding director and significant shareholder of Fairfax Bank & Trust in 1986, this company was sold to F&M National (subsequently BB&T) for $47 million in 1995.
- In 1998, Mr. Rebibo helped found and became Chairman of Access National Corporation, a currently operating $800 million asset banking company that has an earnings run rate of $10 million and a 17% return on equity even in today's difficult banking environment. Access National Corporation is NASDAQ listed ("ANCX").
- Mr. Rebibo is currently Chairman of 1st Portfolio Holding Corp, which owns mortgage and wealth management companies.
- Professionally, Mr. Rebibo serves as a management and financial consultant to several operating businesses.
- From 1997 until Xybernaut Corporation purchased the company in 2000, Mr. Rebibo was chief executive officer and chairman of the board of Selfware, Inc., a software development firm.
- From 1985 until 1996, Mr. Rebibo served as chief executive officer and president of Mortgage Investment Corporation (now Access National Mortgage Corporation).
- Mr. Rebibo was a founder and large shareholder of Systematics General Corp., which was sold to Atlantic Research for $33 million in 1983.
- Mr. Rebibo graduated from Memphis State University with a B.S. degree in mathematics, from the University of Maryland with an M.A. degree, and from the College of Financial Planning with a C.F.P. degree. Mr. Rebibo maintains homes in McLean, Virginia and Sewickley, Pennsylvania.

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Don Royer (should he choose to accept)

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VII. Appendix

Third Party Information

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Third Party Information

Ategra Capital Management, LLC

- Ategra Capital Management, LLC is the investment manager for the Ategra Community Financial Institution Fund, LP.
  - Investment pool held primarily by current and former directors, CEOs and managers of community banks.
  - Principals have deep background and involvement in capital allocation to community banks since 1992.
  - Through their deep involvement with the banking industry for 20 years, Ategra principals are well positioned and networked with successful bank managers and former directors in the Eastern United States.
  - In the last three years, Ategra has reviewed more than 300 capital offerings by community banks and is well positioned to understand the current state of bank capital markets.

- Jonathan Holtaway - Fund Manager for Ategra Community Financial Institution Fund, LP. Recently, Mr. Holtaway was Managing Director and Partner Danielson Associates, an investment banking company, where he provided strategic planning, capital, merger and branching advice to firm clients since 1992. Graduate University of Pennsylvania and Wharton School of Business with a B.S. in Economics and a B.A. in History.

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Third Party Information

Ategra Capital Management, LLC

- Capital Partners
  - A. P. Linton – former CEO, FCNB, $1.2 billion asset community bank.
  - Nis Nissen – former Chairman, FloridaFirst Bank, $800 million assets Florida thrift.
  - Jacques Rebibo – former Chairman, Access National Corporation, $700 million asset Virginia bank.
  - Steven Ashman – CEO/Chairman of Capital Bank, Rockville, MD
  - Stephen Cumbie – CEO NV Commercial, former director, Potomac Bank of Virginia.
  - David Schwartz – Investor, Palm Beach, Fl.
  - Arnold Danielson – Chairman, Danielson Associates.

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Appendix

Third Party Information

Ategra Capital Management, LLC

- Ategra has a deep bench of industry contacts and professionals and is engaged in the deal flow of the industry.
  - Ategra is actively working with:
    - Former CEO of an $800 million asset Florida bank that was sold for more than 3 times book in 2007.
    - Former CEO of a $300 million asset Virginia bank that was sold in 2007 for 2.6 times book.
    - Former CEO of a $200 million asset Florida bank with a 15 year history of high profitability even in the current cycle.
  - Ategra is in discussion with:
    - An $800 million asset South Carolina bank with good core franchise, but $30 to $50 million in equity needs.
    - A $250 million asset Florida bank with $10 to $15 million equity needs.
    - A $600 million asset Florida bank with $30 million equity needs.

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Appendix

Third Party Information

Danielson Associates, LLC

- Danielson Associates is a strategic planning and financial advisory firm established in 1978.
- It has more than 1,000 former banking clients.
- It has been involved as advisor in more than 90 transactions with a value of more than $4.5 billion.
- It has participated as advisor in more than 10 bank recapitalization opportunities that were successful.
- It has tracked every de novo bank startup on the East Coast since the late eighties.
- It has published national and regional bank reports since the early eighties that are widely read within the industry.

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Appendix

Third Party Information

Danielson Associates, LLC

- Arnold Danielson - Arnold G. Danielson is chairman and founder of Danielson Associates. He established the firm in 1978 and, over the next 28 years, built it into one of the leading bank consulting firms in the area. Today, he remains a leading industry figure and an authority in the community banking industry. His most recent work includes the authoring and publishing of a book that chronicles the banking industry from the 1970's to current day, "Consolidation of Banking; Or How Five Banks Bought 50% of American Business."

- David Danielson - Mr. David G. Danielson, president of Danielson Associates, LLC, has more than a decade of experience working with management and boards of financial institutions and specializes in strategic planning, mergers and acquisitions, branch expansion, market analysis and stock valuations. He provides consulting services to community banks and regularly addresses boards of directors on relevant issues in the banking industry through presentations and company sponsored seminars. In addition to working with many established banks, he works closely with de novo banks, consults with organizing groups, prepares feasibility studies, assists in the preparation of regulatory filings and has been a speaker at state banking conventions.

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Fremont General Corporation
Consolidated Balance Sheet and Adjusting Entries for Liquidation and Distribution to Creditors

	Actual April 2009	Projected Activity to Oct 2009	Projected October 2009	----Balance Sheet Adjustments---- Reduce Repurchase Claims (e)	Book Unsecured Claims (f)	Reverse Accrued Bonus (g)	Book IRS Claims (h)	Oct 2009 Adjusted Balance Sheet	Payment of Priority Tax Claims (i)	Payment of FRC Unsecured & Other Claims (j)	8 Months of Interest @ Fed Judgmnt Interest Rate (k)	Release SERP Assets (l)	Net Cash Generated (m)	Additional Write-downs of Assets (m)	Preliminary Projected June 2010
Assets															
Cash	$376,124	($47,064) a	$329,060				$0	$329,059	($13,135)	($27,760)			($18,242)		$269,922
Loans held for sale	66,634		66,634					66,634					0	0	66,634
FHLB stock	2,146		2,146					2,146					0	0	2,146
Loans held for investment, net	5,242		5,242					5,242					0	0	5,242
Total Cash, Investments & Loans	450,146	(47,064)	403,082	0	0	0	0	403,082	(13,135)	(27,760)	0	0	(18,242)	0	343,945
Accrued interest income	961		961					961					0	(961)	0
Real estate owned, net	2,634		2,634					2,634					0	0	2,634
Premises and equipment, net	9,343	(1,152) b	8,191					8,191					0	0	8,191
Other assets	42,908	(2,175) c	40,733					40,733				(11,550)	0	0	29,183
Total all other assets	55,846	(3,327)	52,519		0	0	0	52,519	0	0	0	(11,550)	0	(961)	40,008
Total Assets	$505,992	($50,391)	$455,601	$0	$0	$0	$0	$455,601	($13,135)	($27,760)	$0	($11,550)	($18,242)	($961)	$383,953
Liabilities															
Senior notes	166,585		166,585					166,585							166,585
Accrued interest senior notes	9,909	5,907 d	15,816					15,816			3,052				18,868
TOPrS	103,093		103,093					103,093							103,093
Accrued interest TOPrS	4,330	3,595 d	7,925					7,925			1,858				9,783
Repurchase reserve	$51,737	($10,600) e	41,137	(20,137)				21,000		(21,000)	0				0
Income taxes payable	(36,996)		(36,996)				5,772	(31,224)							0
Income taxes payable	43,724	418	44,142					44,142	(12,919)						0
SERP	11,550	0	11,550					11,550				(11,550)			0
Accrued Bonus	1,665	0	1,665			(1,665)		0							0
Watergarden Lease Rejection	2,384	80	2,464					2,464			41				2,505
Accounts Payable	7,677	257	7,934					7,934		(2,260)	95				5,769
Other	1,757	1,677	3,434		48,360			51,794		(4,500)	281				47,575
Total Liabilities	367,415	1,334	368,749	(20,137)	48,360	(1,665)	5,772	401,080	(12,919)	(27,760)	5,327	(11,550)	0		354,178
Stockholders Equity	138,577	(51,725)	86,852	20,137	(48,360)	1,665	(5,772)	54,521	(216)		(5,327)	0	(93,242)	(961)	(45,225)
Total Liabilities and Equity	$505,992	($50,391)	$455,601	$0	$0	$0	$0	$455,601	($13,135)	($27,760)	$0	($11,550)	($93,242)	($961)	$308,953

See accompanying footnotes

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Fremont General Corporation Consolidated Balance Sheet and Adjusting Entries for Liquidation and Distribution to Creditors	Preliminary Projected June 2010	June, 2010 Distribution to Senior Notes & Unsecured (n)	Balance Sheet After Distribution	Accrue Interest @ Fed Judmnt Int Rate 30 Mths (o)	Net Cash Generated from July 2010 to Dec 2012 (p)	Additional Write-downs of Assets (m)	Available for Distribution to Creditors	December 2012 Distribution to Creditors (q)	Remaining Cash Available for Equity
Assets									
Cash	$269,922	($221,924)	$48,000	$0	$96,028		$144,028	($140,554)	$3,474
Loans held for sale	66,634		66,634			(66,634)			
FHLB stock	2,146		2,146			(2,146)			
Loans held for investment, net	5,242		5,242			(5,242)			
Total Cash, Investments & Loans	343,945	(221,924)	122,022	0	96,028	(74,022)	144,028	(140,554)	3,474
Accrued interest income	0		0			0			
Real estate owned, net	2,634		2,634			(2,634)			
Premises and equipment, net	8,191		8,191			(8,191)			
Other assets	29,183		29,183			(29,183)			
Total all other assets	40,008	0	40,008	0	0	(40,008)	0	0	0
Total Assets	$383,953	($221,924)	$162,030	$0	$96,028	($114,030)	$144,028	($140,554)	$3,474
						0			
Liabilities						0			
Senior notes	166,585	(166,585)	0	0	0	0	0	0	0
Accrued interest senior notes	18,868	(18,868)	0	0	0	0	0	0	0
TOPrS	103,093	(1,476)	101,617	0	0	0	101,617	(101,617)	0
Accrued interest TOPrS	9,783	0	9,783	6,990	0	0	16,773	(16,773)	0
Repurchase reserve	0	0	0	0	0	0	0	0	0
Income taxes payable	(31,224)	0	(31,224)	0	0	0	0	0	0
Income taxes payable	31,224	0	31,224	(0)	0	0	0	0	0
SERP	0	0	0	0	0	0	0	0	0
Accrued Bonus	0	0	0	0	0	0	0	0	0
Watergarden Lease Rejection	2,505	(1,570)	935	59	0	0	994	(994)	0
Accounts Payable	5,769	(3,615)	2,154	135	0	0	2,289	(2,289)	0
Other	47,575	(29,810)	17,765	1,115	0	0	18,880	(18,880)	0
Total Liabilities	354,178	(221,924)	132,255	8,299	0	0	140,554	(140,554)	0
Stockholders Equity	29,775	0	29,775	(8,299)	96,028	(114,030)	3,474	0	3,474
Total Liabilities and Equity	$383,953	($221,924)	$162,030	$0	$96,028	($114,030)	$144,028	($140,554)	$3,474

See accompanying footnotes

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Footnotes to Liquidation Analysis

a) Cash reduced for settlement of Mass AG $10M and FRC CIC $5M, and debtor forecasted cash flow from May through October 2009
b) Depreciation of $192,000 per month for May through October 2009 (6 months)
c) Other sale of assets during this period per debtor cash flow projection
d) Booked estimated accrued interest from petition date to October 31 2009 on IRS Priority Claim, Senior Notes, Unsecured Claims and TOPrS at the Federal Judgment Rate of 2.51%
e) Reduce repurchase reserve to reflect payment of $10.6M and an estimate of remaining claims of $21M
f) Booked estimated claims for Rampino ($22M) NOC CIC $5M, Enron ($2M), BoNY ($6.5M), non-Rampino wage claims ($350,000), FRC known liabilities ($2.26 million) and unknown claims for FRC ($4.5M), FGC ($3.75M) and FGC general ($2M).
g) Reversed accrual for bonuses which would not be paid in a liquidation
h) Booked settlement of IRS Priority Claim for an estimate of $12.5 million, which requires a net increase to the liability of $5.772M
i) Assumes payment of IRS Priority Tax Claim plus interest at the Federal Judgment Interest Rate of 2.51% from the petition date to June 2010
j) Assumes payment of remaining FRC Claims (known and unknown) in June 2010
k) Accrued interest at the Federal Judgment Interest Rate of 2.51% for 8 months from the effective date for the Senior Notes, Unsecured Claims and TOPrS
l) SERP assets assumed to be released to SERP claimaints
m) Includes net cash flow from Fremont (all receipts less disbursements) during the 8 month period. The orderly disposal of the following assets and resultant write-down of remaining book value assumed to occur by June 2012. Accrued interest assumed to be received and accounted for in the cash flow.

	Approx.Gross Book Value	Approx Net Book Value	Premium or (Discount)	Discount %	Est. Realized Value	Primary Assets Sold
Loans held for sale	165,000	66,634	(6,634)	-10.0%	60,000	Residential loans
FHLB stock	2,146	2,146	(146)	-6.8%	2,000	FHLB stock
Loans held for investment, net	5,242	5,242	(1,742)	-33.2%	3,500	Commercial loans
Real estate owned, net	2,634	2,634	(334)	-12.7%	2,300	REO properties
Premises and equipment, net (Anaheim Building)	8,191	8,191	(2,191)	-26.7%	6,000	Anaheim office building
Other assets (CRA investments)	40,733	40,733	(25,733)	-63.2%	15,000	CRA investments and other
Total	$223,946	$125,580	($36,780)	-29.3%	$88,800	

n) Assumes full payment to Senior Notes, after subordination by TOPrS (see below), payments to Unsecured and TOPrS, and payment of the Trustee fees on an interim distribution in June 2010

Estimated cash available for distribution at June 30, 2010	$269,923
Operating reserve	(48,000)
Interim Cash Distribution	221,923

Claims including Interest		%
Senior Notes (Principal and Interest)	185,453	52.4%
TOPrS (Principal and Interest)	112,876	31.9%
Unsecured Claims (total)	55,849	15.8%
Total	$354,178	100.0%

	Before Subord by TOPrs	Impact of Subordination	Total Interim Distribution	%	Remaining Unpaid
Interim Distribution					
Senior Notes (Principal and Interest)	116,202	69,250	185,453	83.6%	0
TOPrS (Principal and Interest)	70,726	(69,250)	1,476	0.7%	111,400
Unsecured Claims (total)	34,994	0	34,994	15.8%	20,855
Total	$221,923	$0	$221,923	100.0%	$132,255

o) Accrued interest for the remaining unpaid Unsecured Claims and TOPrS at the Federal Judgment Rate of 2.51% for 30 months (assumed timing required to settle all litigation)
p) Net cash flow from Fremont during the 30 month period
q) Distribution of remaining cash (after payment of Trustee Fee):

Estimated remaining cash at December, 2012	148,302
Less estimated Trustee Fee and Expense	(4,274)
Remaining cash for distribution to creditors	144,028

		Pro Rata %
TOPrS Claim (principal and accrued Interest)	118,390	84.2%
Unsecured Claims (with accrued Interest)	22,163	15.8%
Total Claims	140,554	100.0%

	Final Distribution	Recovery	Unpaid	Claims Incl Accrued Interest	Total Distributions	Recovery
Pro rata distribution to TOPrS	118,390	100.0%	0	118,866	118,866	100.0%
Pro rata distribution to Unsecured Claims	22,163	100.0%	0	57,158	57,158	100.0%
Total	$140,554		$0	$177,024	$177,024	

Fremont General Corporation Cash Flow Analysis

Fremont General Corporation
Cash Flow Projections for Liquidation
For the Months from November 2009 to December 2012

	Nov 2009	Dec 2009	Total 2009	Jan 2010	Feb 2010	Mar 2010	April 2010	May 2010	June 2010	July 2010	Aug 2010	Sept 2010	Oct 2010	Nov 2010	Dec 2010	Total 2010
Beginning Cash Balance	$329,060	$323,818	$329,060	$323,594	$322,802	$321,916	$321,129	$320,248	$319,460	$48,000	$49,014	$48,114	$47,203	$46,187	$45,254	$323,594
Receipts																
Loan Income	1,318	604	1,922	500	500	500	500	500	490	480	470	460	450	440	430	5,720
Plus Interest Income on Cash	0	270	270	270	269	268	268	267	266	40	41	40	39	38	38	1,844
Plus Sale/Securitization of Assets									0							0
Plus Recovery on Strategic Investments																0
Plus Adjust for Recoveries										2,000					10,000	12,000
Total Receipts	1,318	874	2,192	770	769	768	768	767	755	2,520	511	500	489	478	10,468	19,564
Operating Disbursements																
Per Detail of Operating Expenses	5,759	1,061	6,821	1,155	1,249	1,148	1,242	1,148	1,148	1,098	1,005	1,005	1,098	1,005	1,005	13,305
Plus Cost of Management/Executives	52	52	104	52	52	52	52	52	52	52	52	52	52	52	52	625
Total Operating Disbursements	5,811	1,113	6,925	1,207	1,301	1,200	1,294	1,200	1,200	1,150	1,057	1,057	1,150	1,057	1,057	13,930
Non-Operating Disbursements																
Per Debtor Cash Flow	728	(37)	691	417	417	417	417	417	417	417	417	417	417	417	417	5,006
Plus Trustee Fee and Expenses	21	21	42	21	21	21	21	21	7,865	21	21	21	21	21	21	8,094
Plus Est Payments on Repurchases						0			0			0			0	0
Less Adjust for Professional Fees	0	0	0	(83)	(83)	(83)	(83)	(83)	(83)	(83)	(83)	(83)	(83)	(83)	(83)	(1,000)
Total Non-Operating Disbursements	749	(16)	733	355	355	355	355	355	8,199	355	355	355	355	355	355	12,100
Payments to Creditors (see detail below)	0	0	0	0	0	0	0	0	262,818	0	0	0	0	0	0	262,818
Strategic Investments																0
Total Disbursements	6,560	1,097	7,657	1,562	1,656	1,555	1,649	1,555	272,217	1,505	1,411	1,411	1,505	1,411	1,411	288,848
Net Cash Flow	(5,242)	(223)	(5,466)	(792)	(887)	(787)	(881)	(788)	(271,461)	1,015	(900)	(911)	(1,016)	(933)	9,056	(269,284)
Ending Cash Balance	$323,818	$323,594	$323,594	$322,802	$321,916	$321,129	$320,248	$319,460	$48,000	$49,014	$48,114	$47,203	$46,187	$45,254	$54,311	$54,311

Additional Detail on Cash Flow Projections

	Nov 2009	Dec 2009	Total 2009	Jan 2010	Feb 2010	Mar 2010	April 2010	May 2010	June 2010	July 2010	Aug 2010	Sept 2010	Oct 2010	Nov 2010	Dec 2010	Total 2010
Payments (or Reserve) to Creditors																
IRS Priority Tax Claims	0		$0						13,135							13,135
FRC Claims	0		0						27,760							27,760
Senior Debt	0		0						185,453							185,453
Unsecured Creditors	0		0						34,994							34,994
TOPrS Prin	0		0						1,476							1,476
TOPrS Int	0		0													0
Total	0	0	0	0	0	0	0	0	262,818	0	0	0	0	0	0	262,818
Interest Income																
Cash Balance to Invest	$323,818	$323,594		$322,802	$321,916	$321,129	$320,248	$319,460	$48,000	$49,014	$48,114	$47,203	$46,187	$45,254	$54,311	$161,970
Blended Interest Rate 1.00%		0.1%		0.1%	0.1%	0.1%	0.1%	0.1%	0.1%	0.1%	0.1%	0.1%	0.1%	0.1%	0.1%	
Interest Income	0	270		270	269	268	268	267	266	40	41	40	39	38	38	1,844

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Fremont General Corporation Cash Flow Analysis

Fremont General Corporation
Cash Flow Projections for Liquidation
For the Months from November 2009 to December 2012

	Jan 2011	Feb 2011	Mar 2011	April 2011	May 2011	June 2011	July 2011	Aug 2011	Sept 2011	Oct 2011	Nov 2011	Dec 2011	Total 2011
Beginning Cash Balance	$54,311	$53,448	$52,338	$59,843	$59,521	$59,289	$64,047	$63,700	$63,442	$63,173	$62,801	$62,511	$54,311
Receipts													
Loan Income	420	410	400	390	380	370	360	350	340	330	320	310	4,380
Plus Interest Income on Cash	45	45	45	44	50	50	49	53	53	53	53	52	592
Plus Sale/Securitization of Assets													
Plus Recovery on Strategic Investments	0	0	0	0	0	0	0	0	0	0	0	0	0
Plus Adjust for Recoveries			8,300			5,000							13,300
Total Receipts	465	455	8,745	434	430	5,420	409	403	393	383	373	362	18,272
Operating Disbursements													
Per Detail of Operating Expenses	1,005	1,242	916	432	338	338	432	338	338	432	338	338	6,489
Plus Cost of Management/Executives	52	52	52	52	52	52	52	52	52	52	52	52	625
Total Operating Disbursements	1,057	1,294	968	484	390	390	484	390	390	484	390	390	7,114
Non-Operating Disbursements													
Per Debtor Cash Flow	417	417	417	417	417	417	417	417	417	417	417	417	5,006
Plus Trustees Fees and Expenses	21	21	21	21	21	21	21	21	21	21	21	21	250
Plus Est Payments on Repurchases			0			0			0			0	0
Less Adjust for Professional Fees	(167)	(167)	(167)	(167)	(167)	(167)	(167)	(167)	(167)	(167)	(167)	(167)	(2,000)
Total Non-Operating Disbursements	271	271	271	271	271	271	271	271	271	271	271	271	3,256
Payments to Creditors (see detail below)	0	0	0	0	0	0	0	0	0	0	0	0	0
Strategic Investments	0	0	0	0	0	0	0	0	0	0	0	0	0
Total Disbursements	1,328	1,565	1,240	756	662	662	756	662	662	756	662	662	10,370
Net Cash Flow	(863)	(1,110)	7,505	(322)	(232)	4,758	(346)	(258)	(269)	(373)	(289)	(299)	7,901
Ending Cash Balance	$53,448	$52,338	$59,843	$59,521	$59,289	$64,047	$63,700	$63,442	$63,173	$62,801	$62,511	$62,212	$62,212

Additional Detail on Cash Flow Projections

	Jan 2011	Feb 2011	Mar 2011	April 2011	May 2011	June 2011	July 2011	Aug 2011	Sept 2011	Oct 2011	Nov 2011	Dec 2011	Total 2011
Payments (or Reserve) to Creditors													
Senior Debt													0
Unsecured Creditors													0
TOPrS Prin													0
TOPrS Int													0
Total	0	0	0	0	0	0	0	0	0	0	0	0	0
Interest Income													
Blended Interest Rate	$54,311	$53,448	$52,338	$59,843	$59,521	$59,289	$64,047	$63,700	$63,442	$63,173	$62,801	$62,511	$59,869
Interest Rate	0.1%	0.1%	0.1%	0.1%	0.1%	0.1%	0.1%	0.1%	0.1%	0.1%	0.1%	0.1%	
Interest Income	45	45	45	44	50	50	49	53	53	53	53	52	592

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Fremont General Corporation Cash Flow Analysis

Fremont General Corporation
Cash Flow Projections for Liquidation
For the Months from November 2009 to December 2012

	Jan 2012	Feb 2012	Mar 2012	April 2012	May 2012	June 2012	July 2012	Aug 2012	Sept 2012	Oct 2012	Nov 2012	Dec 2012	Total 2012
Beginning Cash Balance	$62,212	$62,069	$61,822	$61,659	$61,391	$61,207	$150,763	$150,226	$149,856	$149,486	$149,022	$148,652	$62,212
Receipts													
Loan Income	300	290	280	270	260	0	0	0	0	0	0	0	1,400
Plus Interest Income on Cash	52	52	52	52	51	51	51	126	125	125	125	124	985
Plus Sale/Securitization of Assets						90,000							90,000
Plus Recovery on Strategic Investments	0	0	0	0	0	0	0	0	0	0	0	0	0
Plus Adjust for Recoveries													0
Total Receipts	352	342	332	322	311	90,051	51	126	125	125	125	124	92,385
Operating Disbursements													
Per Detail of Operating Expenses	338	432	338	432	338	338	432	338	338	432	338	338	4,435
Plus Cost of Management/Executives	52	52	52	52	52	52	52	52	52	52	52	52	625
Total Operating Disbursements	390	484	390	484	390	390	484	390	390	484	390	390	5,060
Non-Operating Disbursements													
Per Debtor Cash Flow	417	417	417	417	417	417	417	417	417	417	417	417	5,006
Plus Trustees Fees and Expenses	21	21	21	21	21	21	21	21	21	21	21	4,274	4,503
Plus Est Payments on Repurchases			0			0			0			0	0
Less Adjust for Professional Fees	(333)	(333)	(333)	(333)	(333)	(333)	(333)	(333)	(333)	(333)	(333)	(333)	(4,000)
Total Non-Operating Disbursements	105	105	105	105	105	105	105	105	105	105	105	4,358	5,509
Payments to Creditors (see detail below)	0	0	0	0	0	0	0	0	0	0	0	140,554	140,554
Strategic Investments	0	0	0	0	0	0	0	0	0	0	0	0	0
Total Disbursements	495	589	495	589	495	495	589	495	495	589	495	145,302	151,123
Net Cash Flow	(143)	(247)	(163)	(267)	(184)	89,556	(538)	(369)	(370)	(464)	(371)	(145,178)	(58,738)
Ending Cash Balance	$62,069	$61,822	$61,659	$61,391	$61,207	$150,763	$150,225	$149,856	$149,486	$149,022	$148,652	$3,474	$3,474

Additional Detail on Cash Flow Projections

	Jan 2012	Feb 2012	Mar 2012	April 2012	May 2012	June 2012	July 2012	Aug 2012	Sept 2012	Oct 2012	Nov 2012	Dec 2012	Total 2012
Payments (or Reserve) to Creditors													0
Senior Debt												22,163	22,163
Unsecured Creditors												101,617	101,617
TOPrS Prin												16,773	16,773
TOPrS Int													
Total	0	0	0	0	0	0	0	0	0	0	0	140,554	140,554
Interest Income													
Cash Balance to Invest	$62,212	$62,069	$61,822	$61,659	$61,391	$61,207	$150,763	$150,226	$149,856	$149,486	$149,022	$148,652	$105,697
Blended Interest Rate	0.1%	0.1%	0.1%	0.1%	0.1%	0.1%	0.1%	0.1%	0.1%	0.1%	0.1%	0.1%	
Interest Income	52	52	52	52	51	51	51	126	125	125	125	124	985

Fremont General Corporation Cash Flow Analysis

Assumptions to Cash Flow Projection for Liquidation

The projections assume interest is accrued from the petition date to November 1, 2009 at the Federal Judgment Rate of 2.51% on all claims.

The projections assume a liquidation beginning November 1, 2009 by a Trustee. The liquidation of major assets is assumed to occur by June 2012 including the CRA investments, Anaheim building, commercial and residential loans, the FHLB stock and miscellaneous assets. The projections assume a discount of approximately 10%. The projections assume loan income continues through May 2012 at a declining rate from present levels and interest income on projected cash balances at a conservative rate of 1% per annum. The projections assume the Senior Notes, Unsecured Creditor Claims and TOPrS would accrue interest at the Federal Judgment Rate of 2.51% until paid. The IRS Priority Tax Claim is repaid in full plus interest in June 2010 and the Senior Notes are repaid in full plus interest in June 2010. FRC Claims (known and unknown) are also assumed to be paid in June 2010 without interest.

The projections assume recovery on insurance and bond claims of $25.3 million based on discussions with the FGC General Counsel.
The projections assume on-going expenses to liquidate the assets and resolve the litigation over a three year period. In December 2012, a distribution is assumed to be made to the TOPrS and the Unsecured Claims when the litigation is assumed to be resolved.

Trustee fees are assumed to be paid based on a rate of 3% of distributions to creditors and Trustee professional fees are estimated at $250,000 per year.

The projections assume that FGC General Counsel remains with the company at his present salary and benefits to resolve the litigation and pursue recoveries on bond and insurance claims.

In re: FREMONT GENERAL CORPORATION Debtor(s).	CHAPTER 11 CASE NUMBER 08-13421 ES

NOTE: When using this form to indicate service of a proposed order, **DO NOT** list any person or entity in Category I. Proposed orders do not generate an NEF because only orders that have been entered are placed on the CM/ECF docket.

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:

650 TOWN CENTER DRIVE, SUITE 950, COSTA MESA, CA 92626

A true and correct copy of the foregoing document described OFFICIAL COMMITTEE OF EQUITY HOLDERS' FIRST AMENDED DISCLOSURE STATEMENT DESCRIBING FIRST AMENDED CHAPTER 11 PLAN OF REORGANIZATION will be served or was served **(a)** on the judge in chambers in the form and manner required by LBR 5005-2(d); and **(b)** in the manner indicated below:

I. **TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING ("NEF")** – Pursuant to controlling General Order(s) and Local Bankruptcy Rule(s) ("LBR"), the foregoing document will be served by the court via NEF and hyperlink to the document. On AUGUST 12, 2009 I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following person(s) are on the Electronic Mail Notice List to receive NEF transmission at the email address(es) indicated below:

☐ Service information continued on attached page

II. SERVED BY U.S. MAIL OR OVERNIGHT MAIL(indicate method for each person or entity served):
On AUGUST 12, 2009 I served the following person(s) and/or entity(ies) at the last known address(es) in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States Mail, first class, postage prepaid, and/or with an overnight mail service addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

☒ Service information continued on attached page

III. SERVED BY PERSONAL DELIVERY, FACSIMILE TRANSMISSION OR EMAIL (indicate method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on AUGUST 12, 2009 I served the following person(s) and/or entity(ies) by personal delivery, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on the judge will be completed no later than 24 hours after the document is filed.

The Honorable Erithe Smith
411 W. 4th Street, Suite 2030
Santa Ana, CA 92701

☐ Service information continued on attached page

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

8/12/09	Kelly M. Rivera	Kelly M. Rivera
Date	*Type Name*	*Signature*

In re **FREMONT GENERAL CORPORATION**
Case No.: 8:08-bk-13421-ES
Revised: September 30, 2008
#268966v1<Firm> -FREMONT GENERAL SERVICE LIST - FEE STATEMENTS

SERVICE LIST

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Santa Ana, CA 92701-8000

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Anaheim, CA 92808
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Debtor's Counsel

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Equity Committee Member

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c/o James R. Lewis, V.P. or
Thomas M. Korsman, VP
45 Broadway, 14th Floor
New York, NY 10006
Creditors Committee

HSBC Bank USA, National Association,
as indenture trustee
Indenture dated March 1, 1999
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10 East 40th Street, 14th Floor
New York, NY 10018
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Tennebaum Multi-Strategy Master Fund
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