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THEODORE B. STOLMAN (State Bar No. CA 52099)
WHITMAN L. HOLT (State Bar No. CA 238198)
STUTMAN, TREISTER & GLATT, P.C.
1901 Avenue of the Stars, 12th Floor
Los Angeles, CA 90067
Telephone: (310) 228-5600
Facsimile: (310) 228-5788

ROBERT W. JONES (State Bar No. TX 10951200)
BRENT R. MCILWAIN (State Bar No. TX 24013140)
PATTON BOGGS LLP
2000 McKinney Avenue, Suite 1700
Dallas, TX 75201-8001
Telephone: (214) 758-1500
Facsimile: (214) 758-1550

Reorganization Counsel for Debtor and Debtor in Possession

LEE R. BOGDANOFF (State Bar No. CA 119542)
JONATHAN S. SHENSON (State Bar No. CA 184250)
BRIAN M. METCALF (State Bar No. CA 205809)
KLEE, TUCHIN, BOGDANOFF & STERN LLP
1999 Avenue of the Stars, 39th Floor
Los Angeles, CA 90067-6049
Telephone: (310) 407-4000
Facsimile: (310) 407-9090

Counsel for the Official Committee of Unsecured Creditors

UNITED STATES BANKRUPTCY COURT

CENTRAL DISTRICT OF CALIFORNIA

SANTA ANA DIVISION

In re FREMONT GENERAL CORPORATION, a Nevada corporation, Debtor.	Case No.: 8:08-13421-ES Chapter 11 **JOINT STATEMENT OF THE DEBTOR AND CREDITORS' COMMITTEE REGARDING PLAN MODIFICATIONS & SOLICITATION** **Plan Confirmation Hearing** Date: April 23, 2010 Time: 9:30 a.m. Place: Courtroom 5A 411 West Fourth Street Santa Ana, California 92701

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Fremont General Corporation, the debtor and debtor in possession in the above-captioned chapter 11 case (the "Debtor"), and the Official Committee of Unsecured Creditors appointed in the Debtor's chapter 11 case (the "Committee") respectfully submit this joint statement in response to the contentions of Signature Holdings Group, LLC ("Signature") and New World Acquisition LLC ("New World"), on the one hand, and the Official Committee of Equity Holders (the "OEC"), on the other hand, that certain recent modifications to the parties' respective competing chapter 11 plans are "material," and that such plans as modified cannot be confirmed in the absence of an entirely new solicitation process.

While the Debtor and the Committee have often disagreed in good faith on a number of issues in this case, today they stand together in clear agreement on a critical issue: The plan process can and should promptly proceed as scheduled and reach its final conclusion, resulting in the timely confirmation of a chapter 11 plan for the Debtor.

In the event the Court finds that any modifications to the plans submitted by Signature, New World, or the OEC (collectively, the "Proponents") adversely impact the treatment provided to any accepting class of creditors or equity holders who has not consented in writing to the modification(s) made to such plan(s), both the Debtor and the Committee believe that re-solicitation of votes on the plan(s) should not be an option for any of the Proponents.[1] Rather,

[1] Although the Proponents challenge the modifications to the respective competing plans as "material," and claim that "material" modifications to a plan require the re-solicitation of votes, the applicable rules and cases establish that re-solicitation of votes should only be necessary in circumstances in which the modification adversely impacts the treatment of previously accepting classes of creditors and equity holders. Thus, if a modification does not adversely affect the treatment of the claim of any creditor or interest of any equity holder who has not consented in writing to the modification, then it will be deemed accepted by all creditors and equity holders who previously accepted the plan. Correspondingly, if a proposed modification adversely impacts the treatment of the claim of any creditor or interest of any equity holder who has already rejected the plan, then consent of such creditors and equity holders to the modification is unnecessary. *See, e.g.*, Fed. R. Bankr. P. 3019(a) (stating that if "the proposed modification does not adversely change the treatment of the claim of any creditor or the interest of any equity security holder who has not accepted in writing the modification, it shall be deemed accepted by all creditors and equity security holders who have previously accepted the plan"); *In re Enron Corp.*, No. 01-16034, 2004 Bankr. LEXIS 2549, at *259 (Bankr. S.D.N.Y. July 15, 2004) ("The best test [for whether written consent under Federal Rule of Bankruptcy Procedure 3019 is required] is whether the modification so affects any creditor or interest holder who accepted the plan that such entity, if it knew of the modification, would be likely to reconsider its acceptance." (quoting 9 *Collier on Bankruptcy* ¶ 3019.01 (15th ed. Rev. 2004))). Here, it appears that the Proponents generally focus on modifications

each such Proponent should choose between withdrawing its plan entirely or, in the alternative, amending its plan to effectively withdraw the modifications, if any, that the Court determines would otherwise require re-solicitation of votes. Similarly, if the Court finds any irregularity in the solicitation of or voting on any plan, and that the irregularity is fatal to the Proponent's plan, then the applicable plan must fail and its confirmation should be denied. Certainly, a Proponent that the Court believes engaged in any improper or illicit conduct should not be rewarded with a second chance at soliciting acceptances of its plan at the expense of all innocent stakeholders.

The Debtor and the Committee believe numerous compelling reasons support this balanced approach. First, there will be materially adverse economic consequences for this estate if re-solicitation is permitted to occur or confirmation is delayed. Among other costs, the estate will be saddled with several million dollars of additional administrative liabilities as the Proponents essentially restart a new contested plan confirmation process, despite the process already proceeding for months. In addition, as the Court is aware, under the terms of its settlement with the Debtor, the Bank of New York will be entitled to a total recovery of $10 million (as opposed to $7 million) on account of its deemed allowed general unsecured claim if it is not paid in full on or before June 30th, which will undoubtedly occur if confirmation proceedings are held in abeyance to accommodate the re-solicitation of one or more plans.

Second, re-solicitation and delaying confirmation of a plan will greatly increase the likelihood that the plan that is ultimately confirmed will be one of liquidation or, at a minimum, a plan that is much less favorable to equity holders than the plans currently before the Court as creditors will have an opportunity to revisit the treatment they receive under the plans. By way of illustration, while each of the plans incorporates the terms of a settlement regarding the post-petition interest to be paid on the Senior Notes, the willingness of the holders of such notes to agree to settle was dependent upon having a plan promptly confirmed. In the event the confirmation process is further delayed in order to accommodate the re-solicitation of any plan,

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that are purportedly adverse and "material" to equity holders, but that class voted to reject all of the plans. Consequently, regardless of whether such modifications are actually adverse or "material" to equity holders, there simply is no need to re-solicit their votes or the plans generally.

the holders of more than 95% of the Senior Notes have already indicated to the Committee that they will withdraw their support for the settlement and oppose any plan which fails to pay post-petition interest at the contract rate. If this issue were litigated and the Court found that holders of the Senior Notes were entitled to the contract rate of interest (as opposed to the federal judgment rate), the estate would have to pay an approximately $20 million of additional post-petition interest to the holders of the Senior Notes, perhaps rendering the Proponents' plans unconfirmable on feasibility grounds.

Also, with the threat of reinstatement having been eliminated by this Court's finding that the Proponents' business plans preclude such treatment, any leverage the Proponents may have once had to incentivize TOPrS holders to accept a compromise treatment under their plans has also been eliminated. It is dubious that the TOPrS holders would have any continuing incentive to support or accept the treatment provided under the Proponents' plans (in any re-solicitation) given that, under a plan that promptly distributes available cash to satisfy claims, they could receive payment in full by the end of calendar year 2011 as is contemplated in the Committee's plan, which has already been found to be confirmable by the Court.

Third, although the Debtor and the Committee understand that the Court and certain stakeholders may feel some frustration with the conduct of certain of the Proponents or with the increased intensity of their efforts in recent weeks, there is no reason to believe that matters would be any different in a re-solicitation scenario. To the contrary, it is likely that a similar set of events would unfold, with each Proponent jockeying for position following the release of revised balloting results. In fact, before any re-solicitation could even begin, each of the Proponents would likely go to war regarding the form and substance of any further re-solicitation materials, appropriate re-solicitation guidelines, and the like. After already completing a heavily negotiated and perhaps unprecedented 5-way solicitation process, the Debtor and the Committee agree that starting at square one would be incredibly wasteful and not in the interest of any stakeholder.

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Fourth and finally, it bears emphasizing that the equities of this case weigh heavily against any re-solicitation or further delay of the confirmation process. Putting aside the fact that this complex case has been pending for nearly two years, the Court has already provided the Proponents with more than a fair opportunity to finalize and solicit their plans. Indeed, in December 2009, after having rescheduled solicitation and confirmation related dates several times (and over a period of several months) to accommodate the request by five separate equity-based proponents for inclusion of their respective plans on the same timeline as the Committee's plan (which was first filed in August 2009), the Court was unequivocal in ruling that the opportunity to become part of the confirmation process had terminated. The clear line drawn by the Court should be enforced. *See, e.g.*, *Taylor v. Freeland & Kronz*, 503 U.S. 638, 644 (1992) ("Deadlines may lead to unwelcome results, but they prompt parties to act and they produce finality."). The Debtor and Committee respectfully submit that further delaying the confirmation process and allowing re-solicitation to occur at this juncture would be contrary to the spirit of the Court's ruling and the estate's interests, and should not be permitted under any scenario.

In summary, although there are many difficult issues left to resolve, the remaining time should provide a full and fair opportunity to do so without any need for re-solicitation.

DATED: April 21, 2010

/s/ *Jonathan S. Shenson*
Jonathan S. Shenson, an Attorney with
KLEE, TUCHIN, BOGDANOFF & STERN LLP

Counsel for the Official Committee
of Unsecured Creditors

/s/ *Whitman L. Holt*
THEODORE B. STOLMAN
WHITMAN L. HOLT
STUTMAN, TREISTER & GLATT, P.C.

-&-

ROBERT W. JONES
BRENT R. MCILWAIN
PATTON BOGGS LLP

Reorganization Counsel for
Debtor and Debtor in Possession

In re: Fremont General Corp., Debtor(s).	CHAPTER 11 CASE NUMBER 8:08-bk-13421-ES

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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: 1901 Avenue of the Stars, 12th Floor, Los Angeles, CA 90067.

The foregoing document described **JOINT STATEMENT OF THE DEBTOR AND CREDITORS' COMMITTEE REGARDING PLAN MODIFICATIONS & SOLICITATION** 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 **April 21, 2010**, 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:

See following page.

☒ Service information continued on attached page

II. SERVED BY U.S. MAIL OR OVERNIGHT MAIL(indicate method for each person or entity served)**:**
On **April 21, 2010**, 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.*

See following page.

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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 **April 21, 2010**, I caused to be served the following person(s) and/or entity(ies) by personal delivery via messenger ~~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.*

See following page.

☒ 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.

04/21/2010	Melissa Altamirano	*Melissa Altamirano*
Date	*Type Name*	*Signature*

In re: Fremont General Corp.,	CHAPTER 11
Debtor(s).	CASE NUMBER 8:08-bk-13421-ES

I. SERVICE BY THE COURT VIA NOTICE OF ELECTRONIC FILING ("NEF")

Kyra E Andrassy on behalf of Interested Party Official Committee of Equity Holders
kandrassy@wgllp.com

Kristen N Beall on behalf of Debtor Fremont General Corporation
kbeall@pattonboggs.com, bmcilwain@pattonboggs.com

Reem J Bello on behalf of Interested Party Official Committee of Equity Holders
rbello@wgllp.com

Ron Bender on behalf of Creditor Costa Brava Partnership III LP
rb@lnbrb.com

Dustin P Branch on behalf of Creditor iStar Financial, Inc.
dustin.branch@kattenlaw.com

Brendt C Butler on behalf of Interested Party James McIntyre
BButler@rutan.com

Frank Cadigan on behalf of U.S. Trustee United States Trustee (SA)
frank.cadigan@usdoj.gov

Gary O Caris on behalf of Creditor Wells Fargo Bank, N.A.
gcaris@mckennalong.com, pcoates@mckennalong.com

Lisa W Chao on behalf of Plaintiff Insurance Commissioner of the State of California
lisa.chao@doj.ca.gov

Shawn M Christianson on behalf of Interested Party Courtesy NEF
cmcintire@buchalter.com

Eric A Cook on behalf of Debtor Fremont General Corporation
ecook@ebglaw.com

Kristopher Davis on behalf of Special Counsel Epstein Becker & Green, P.C.
ksdavis@ebglaw.com

Ted A Dillman on behalf of Interested Party Official Committee of Equity Security Holders
Ted.dillman@lw.com

Willis B Douglass on behalf of Creditor United States of America IRS
Willis.B.Douglass@irscounsel.treas.gov

Jesse S Finlayson on behalf of blank New York State Teachers' Retirement System
jfinlayson@faw-law.com, wmills@faw-law.com

Philip A Gasteier on behalf of Creditor Costa Brava Partnership III LP
pag@lnbrb.com

Jodie M Grotins on behalf of Interested Party Courtesy NEF
jgrotins@mcguirewoods.com

Peter J Gurfein on behalf of Creditor HSBC Bank USA, National Association
pgurfein@akingump.com

In re: Fremont General Corp.,	CHAPTER 11
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Matthew Heyn on behalf of Creditor Committee Official Committee of Unsecured Creditors of Fremont General Corporation
mheyn@ktbslaw.com

Whitman L Holt on behalf of Consultant FTI Consulting, Inc.
wholt@stutman.com

Mark D Houle on behalf of Creditor Bank Of New York
mark.houle@pillsburylaw.com

Michelle Hribar on behalf of Interested Party James McIntyre
mhribar@rutan.com

Sean A Kading on behalf of Interested Party Donald Royer
skading@marshackhays.com

Derek J Kaufman on behalf of Attorney Ranch Capital, LLC & RC Fremont, LLC
derek.kaufman@mto.com

William H. Kiekhofer on behalf of Creditor U.S. BANK NATIONAL ASSOCIATION
wkiekhofer@mcguirewoods.com

Lewis R Landau on behalf of Interested Party Alan Faigin
lew@landaunet.com

Thomas A. Lee 2 on behalf of Creditor American Express Travel Related Services Co Inc Corp Card
notices@becket-lee.com

Kerri A Lyman on behalf of Defendant David DePillo
klyman@irell.com

Richard A Marshack on behalf of Interested Party Donald Royer
rmarshack@marshackhays.com, lbergini@marshackhays.com

Robert S Marticello on behalf of Interested Party Official Committee of Equity Holders
Rmarticello@wgllp.com

Neeta Menon on behalf of Debtor Fremont General Corporation
nmenon@stutman.com

Sarah D Moyed on behalf of Interested Party Courtesy NEF
moyeds@sec.gov

Mike D Neue on behalf of Financial Advisor KPMG Corporate Finance LLC
mneue@thelobelfirm.com, csolorzano@thelobelfirm.com

Aram Ordubegian on behalf of Creditor Wells Fargo Bank, N.A.
ordubegian.aram@arentfox.com

David L Osias on behalf of Interested Party Kelly Capital, LLC
bcrfilings@allenmatkins.com, dosias@allenmatkins.com

Christina M Padien on behalf of Creditor HSBC Bank USA, National Association
cmoore@akingump.com

In re: Fremont General Corp.,	CHAPTER 11
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Jonathan Petrus on behalf of Creditor Tennenbaum Capital Partners
jpetrus@ktbslaw.com

David M Poitras on behalf of Creditor Fremont Reorganizing Corporation (f/k/a Fremont Investment & Loan)
dpoitras@jmbm.com

Christopher E Prince on behalf of Creditor New World Group
cprince@lesnickprince.com

Michael B Reynolds on behalf of Stockholder James McIntyre
mreynolds@swlaw.com, kcollins@swlaw.com

John P Schafer on behalf of Interested Party Signature Group Holdings LLC
jps@mandersonllp.com

Sarah Seewer on behalf of Interested Party Courtesy NEF
sarah.seewer@kirkland.com

Jonathon Shenson on behalf of Attorney Klee, Tuchin, Bogdanoff & Stern LLP
jshenson@ktbslaw.com

Evan D Smiley on behalf of Creditor Committee Official Committee of Unsecured Creditors of Fremont General Corp.
esmiley@wgllp.com

Philip E Strok on behalf of Debtor Fremont General Corporation
pstrok@wgllp.com

Samuel J Teele on behalf of blank New York State Teachers' Retirement System
steele@lowenstein.com

United States Trustee (SA)
ustpregion16.sa.ecf@usdoj.gov

Thomas J Welsh on behalf of Plaintiff Insurance Commissioner of the State of California
tomwelsh@orrick.com

Brian D Wesley on behalf of Creditor FRANCHISE TAX BOARD
brian.wesley@doj.ca.gov

Alan Z Yudkowsky on behalf of Creditor Water Garden Company L.L.C.
ayudkowsky@stroock.com

Scott H Yun on behalf of Debtor Fremont General Corporation
syun@stutman.com

In re: Fremont General Corp.,	CHAPTER 11
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II. SERVICE BY U.S. MAIL

Fremont General Corporation
175 N. Riverview Drive
Anaheim, CA 92808
Attention: General Counsel

Fremont Investment & Loan
175 N. Riverview Drive
Anaheim, CA 92808
Attention: General Counsel

Robert W. Jones
PATTON BOGGS LLP
2000 McKinney Ave., Ste. 1700
Dallas, TX 75201-8001

United States Trustee
411 West Fourth Street, Suite 9041
Santa Ana, CA 92701-4593

Internal Revenue Service
P.O. Box 21126
Philadelphia, PA 19114

U.S. Department of Justice Tax Division
Civil Trial Section, Western Region
P. O. Box 683
Ben Franklin Station
Washington, DC 20044

United States Attorney's Office Tax Division
Federal Building, Room 7211
300 North Los Angeles Street
Los Angeles, CA 90012

Securities Exchange Commission
5670 Wilshire Boulevard, 11th Floor
Los Angeles, CA 90036

Employment Development Department
Bankruptcy Group MIC 92E
P. O. Box 826880
Sacramento, CA 94280-0001

Franchise Tax Board
Attention: Bankruptcy
P. O. Box 2952
Sacramento, CA 95812-2952

Wells Fargo Bank N.A.
Attn: Keith Endersen
350 W. Colorado Blvd., Suite 210
Pasadena, CA 91105

Bank of New York
Attn: Bridget Schessler
525 William Penn Pl, Fl. 7
Pittsburgh, PA 15219

HSBC Bank USA, N.A.
Attn: Robert A. Conrad
452 Fifth Avenue
New York, NY 10016

Tennenbaum Capital Partners, LLC
Attn: Steve Wilson
2951 28th Street, Suite 1000
Santa Monica, CA 90405

Rita Angel
9 E. 79th St.
New York, NY 10021

Rita Angel
c/o Joshua T. Angel
Herrick & Feinstein
2 Park Avenue
New York, NY 10016

Dennis G. Danko
Loretta M. Danko, Ttee
Dennis & Loretta M. Danko Fam Tr.
U/A 7/7/88
10941 E. Buckskin Trail
Scottsdale, AZ 85255

Howard Amster
23811 Chagrin Blvd., Suite 200
Beachwood, OH 44122

James M. Rockett
Bingham McCutchen LLP
3 Embarcadero Center
San Francisco, CA 94111

CapitalSource TRS Inc.
Attn: Chief Legal Officer
4445 Willard Avenue, 12th Floor
Chevy Chase, MD 20815

Federal Deposit Insurance Corporation
Division of Supervision and Consumer Protection
San Francisco Regional Office
25 Jessie Street at Ecker Square, Suite 2300
San Francisco, CA 94105

State of California
Department of Financial Institutions
45 Fremont Street, Suite 1700
San Francisco, CA 94105-2219

Rabia Cebeci, Esq.
Security Exchange Commission
5670 Wilshire Blvd., 11th Floor
Los Angeles, CA 90036

In re: Fremont General Corp., Debtor(s).	CHAPTER 11 CASE NUMBER 8:08-bk-13421-ES

REQUEST FOR SPECIAL NOTICE

Attys for the Official Committee of Equity Security Holders
Weiland, Golden, et al.
Attn: Evan D. Smiley, Esq.
650 Town Center Drive, Suite 950
Costa Mesa, CA 92626

Attys for Bank of New York
Pillsbury Winthrop Shaw Pittman
Attn: Mark D. Houle, Esq.
650 Town Center Drive, Suite 700
Costa Mesa, CA 92626-7122

Attys for Official Committee of Unsecured Creditors
Klee, Tuchin, Bogdanoff & Stern LLP
Attn: Lee R. Bogdanoff, Esq.
1999 Avenue of the Stars, 39th Floor
Los Angeles, CA 90067-6049

Attys for iStar Financial, Inc.
Katten Muchin Rosenman LLP
c/o Thomas J. Leanse, Dustin P. Branch
2029 Century Park East, Suite 2600
Los Angeles, CA 90067-3012

Attys for HSBC Bank USA, National Assn., as Trustee
Ropes & Gray LLP
Attn: Mark R. Somerstein, A. Vanderwal
1211 Avenue of the Americas
New York, NY 10036-8704

Attys for Wells Fargo Bank, NA
Arent Fox LLP
Attn: Andrew I. Silfen, Sally Siconolfi
1675 Broadway
New York, NY 10019

Attys for Wells Fargo Bank, NA
Wells Fargo Bank, NA
Attn: James R. Lewis
45 Broadway, 14th Floor
New York, NY 10006

Attys for Interested Party Ronald J. Nicholas, Jr.
George B. Piggott, Esq.
2 Park Plaza, Suite 300
Irvine, CA 92614-8513

Bk Attys for NY State Teachers' Retirement System
Jesse S. Finlayson, Michael R. Williams
Finlayson Augustini & Williams
15615 Alton Parkway, Suite 250
Irvine, CA 92618

Bk Attys for NY State Teachers' Retirement System
Michael S. Etkin, S. Jason Telle
Lowenstein Sandler PC
65 Livingston Avenue
Roseland, NJ 07068

Attys for NY State Teachers' Retirement System
Salvatore J. Graziano
Bernstein Litowitz Berger & Grossmann
1285 Avenue of the Americas
New York, NY 10019

Attys for Water Garden Company
Harold A. Olsen
Strook & Stroock & Lavan LLP
180 Maiden Lane
New York, NY 10038

Attys for Iron Mountain Info Mgmt.
Frank F. McGinn
Bartlett Hackett Feinberg, P.C.
155 Federal St., 9th Floor
Boston, MA 02110

Attys for Ronald A. Groden
David W. Wirt, Katherine H. Harris
Locke Lord Bissell & Liddell, LLP
111 South Wacker Drive
Chicago, IL 60606

Attys for Ronald A. Groden
Kelly S. Sinner, Esq.
Locke Lord Bissell & Liddell, LLP
300 S. Grand Ave., Suite 2600
Los Angeles, CA 90071

Attys for James McIntyre
James McIntyre
c/o Robert R. Kinas, Esq.
Snell & Wilmer LLP
3883 Howard Hughes Parkway, Suite 1100
Las Vegas, Nevada 89169

LA County Treasurer and Tax Collector
PO Box 54110
Los Angeles, CA 90051-0110

Authorized Agent for America's Servicing Company
John D. Schlotter, Esq.
McCalla Raymer, LLC
1544 Old Alabama Rd.
Roswell, GA 30076-2102

Attorneys for Creditors Marcy Johannesson, Wendy Horvart, Robert Anderson, Linda Sullivan, Armando Salas and James K. Hopkins
Michael D. Braun, Esq.
Braun Law Group, P.C.
10680 W. Pico Blvd., Suite 280
Los Angeles, CA 90064

Attorneys for Thomas Whitesell
Moses Lebovits, Esq.
Christopher G. Brady, Esq.
Daniels, Fine, Israel, Schonbuch & Lebovits, LLP
1801 Century Park East, 9th Floor
Los Angeles, CA 90067

In re: Fremont General Corp., Debtor(s).	CHAPTER 11 CASE NUMBER 8:08-bk-13421-ES

Attorneys for NY State Comptroller
Thomas P. DiNapoli
Johnston de F. Whitman, Jr.
Joshua K. Porter
Entwistle & Cappucci LLP
280 Park Avenue, 26th Fl. West
New York, NY 10017

Attorneys for the Commonwealth of Massachusetts
Jean M. Healey
John M. Stephan
Assistant Attorneys General
Commonwealth of Massachusetts
Office of the Attorney General
One Ashburton Place
Boston, MA 02108

Eric Glassman
Mennemeier, Glassman & Stroud, LLP
980 9th St., Suite 1700
Sacramento, CA 95814

Attorneys for Wells Fargo Bank, N.A.
McKenna Long & Aldridge LLP
Attn: Gary Owen Caris, Esq.
444 South Flower St., 8th Floor
Los Angeles, CA 90071

Attorneys for Wells Fargo Bank, N.A.
Chapman and Cutler LLP
Franklin H. Top, III
111 West Monroe Street
Chicago, IL 60603-4080

Attorneys for Wells Fargo Bank, N.A.
Chapman and Cutler LLP
Adelaide Maudsley
201 South Main Street, Ste. 2000
Salt Lake City, UT 84111

Attorneys for New World Group
Christopher E. Prince, Esq.
Lesnick Prince LLP
185 Pier Avenue, Suite 103
Santa Monica, CA 90405

Attorneys for New World Group
Carole Neville, Esq.
Peter D. Wolfson, Esq.
Sonnenschein Nath & Rosenthal LLP
1221 Avenue of the Americas
New York, NY 10020

Attorneys for Ranch Capital, LLC and RC Fremont, LLC
Thomas B. Walper, Esq.
Derek J. Kaufman, Esq.
Munger, Tolles & Olson LLP
355 South Grand Avenue, Suite 3500
Los Angeles, CA 90071-1560

III. SERVICE BY MESSENGER

The Honorable Erithe Smith
USBC - Central District of California
Ronald Reagan Federal Building and United States Courthouse
411 West Fourth Street, Ste. 5041
Santa Ana, CA 92701-4593