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MAY 25 2010

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Central District of California
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23 **SEE PAGE TWO FOR TITLE OF ORDER**
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1 UNITED STATES BANKRUPTCY COURT
2 FOR THE CENTRAL DISTRICT OF CALIFORNIA
3 SANTA ANA DIVISION

4 In re

5 FREMONT GENERAL CORPORATION,
6 a Nevada corporation.

7 Debtor.

9 Taxpayer ID No. 95-2815260

Case No. 8:08-bk-13421-ES
Chapter 11 Case

ORDER CONFIRMING “SIGNATURE GROUP HOLDINGS, LLC’S FOURTH AMENDED CHAPTER 11 PLAN OF REORGANIZATION OF FREMONT GENERAL CORPORATION, JOINED BY JAMES MCINTYRE AS CO-PLAN PROPONENT (DATED MAY 11, 2010)”

Confirmation Hearings

10 **Date:** April 27-29, 2010
11 **Time:** 9:00 a.m.
12 **Courtroom:** 5A
13 **Judge:** Hon. Erithe A. Smith

14 The Court held hearings (“Confirmation Hearings”) on March 12, 19 and 31, 2010, and April
15 2, 23, 27, 28 and 29, 2010 regarding confirmation of *Signature Group Holdings, LLC’s Chapter 11*
16 *First Amended Plan of Reorganization of Fremont General Corporation, Joined by Certain TOPrS*
17 *Holders and James McIntyre as Co-Plan Proponents, Dated March 18, 2010* [Docket No. 1784],
18 which plan has been non-materially modified by the filed *Signature Group Holdings, LLC’s Third*
19 *Amended Chapter 11 Plan of Reorganization of Fremont General Corporation, Joined by James*
20 *McIntyre as Co-Plan Proponent (Dated April 9, 2010)* [Docket No. 1888], which plan has been non-
21 materially modified and supplemented by the filed *Notice Of Submission And Submission Of*
22 *Additional Plan Supplements To Signature Group Holdings, LLC’s Second Amended Chapter 11*
23 *Plan Of Reorganization Of Fremont General Corporation, Joined By Certain TOPrS Holders And*
24 *James McIntyre As Co-Plan Proponents (Dated April 9, 2010)* [Docket No. 1947] (the “Plan
25 Supplement”), which plan has been non-materially modified by the filed *Signature Group Holdings,*
26 *LLC’s Third Amended Chapter 11 Plan of Reorganization of Fremont General Corporation, Joined*
27 *by James McIntyre as Co-Plan Proponent (Dated April 26, 2010)* [Docket No. 2030], which plan has
28 been non-materially modified by the concurrently filed *Signature Group Holdings, LLC’s Fourth*

1 *Amended Chapter 11 Plan of Reorganization of Fremont General Corporation, Joined by James*
2 *McIntyre as Co-Plan Proponent (Dated May 11, 2010)* and all exhibits appended thereto [Docket No.
3 2094] (the “Final Plan”) (collectively, the Final Plan and the Plan Supplement documents (as
4 superseded by the revised form of documents attached as exhibits to the Final Plan), the “Signature
5 Plan”).¹ The Signature Plan is jointly proposed by Signature Group Holdings, LLC (“Signature”) and
6 James A. McIntyre, Sr. (“McIntyre”) for the above-captioned debtor and debtor in possession,
7 Fremont General Corporation (“Fremont” or “Debtor”). The record of the Confirmation Hearings
8 reflects all appearances that were made by counsel or parties in interest.

9 The Court, having reviewed and considered the following, among others:

- 10 • the Signature Plan (including the Plan Supplement);
- 11 • the *Fourth Amended Disclosure Statement for Signature Group Holdings, LLC’s*
12 *Chapter 11 Plan of Reorganization of Fremont General Corporation, Joined by*
13 *Certain TOPrS Holders and James McIntyre as Co-Plan Proponents Dated January*
14 *20, 2010* [Docket No. 1450] (“Signature Disclosure Statement”);
- 15 • the *Declaration of John S. Hekman in Support of Valuation and Reserve Analysis*
16 *Prepared by LECG for Fremont Reorganizing Corporation* [Docket No. 1515];
- 17 • the *Declaration of Thomas J. Donatelli in Support of Confirmation of Signature*
18 *Group Holdings, LLC’s Chapter 11 Plan of Reorganization of Fremont General*
19 *Corporation, Joined by Certain TOPrS Holders and James McIntyre as Co-Plan*
20 *Proponents, Dated January 20, 2010* [Docket No. 1526];
- 21 • the *Declaration of Kyle Ross in Support of Confirmation of Signature Group*
22 *Holdings, LLC’s Chapter 11 Plan of Reorganization of Fremont General*
23 *Corporation, Joined by Certain TOPrS Holders and James McIntyre as Co-Plan*
24 *Proponents, Dated January 20, 2010* [Docket No. 1528];
- 25 • the *Initial Brief of Signature Group Holdings, LLC in Support of Confirmation of*
26 *Signature group Holdings, LLC’s Chapter 11 Plan of Reorganization of Fremont*
27 *General Corporation, Joined by Certain TOPrS Holders and James McIntyre as Co-*
28 *Plan Proponents, Dated January 20, 2010* [Docket No. 1529];
- the *Order Approving Fremont General Corporation’s: (1) Form of Plan Solicitation*
Cover Letter and Summary Exhibits; and (2) Guidelines Regarding Plan Solicitation
Practices [Docket No. 1561] (“Solicitation Order”);
- the *Order Approving “Fourth Amended Disclosure Statement for Signature Group*
Holdings, LLC’s Chapter 11 Plan of Reorganization of Fremont General

¹ All capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Signature Plan. The rules of interpretation set forth in the Signature Plan shall apply to this Order.

1 *Corporation, Joined by Certain TOPrS Holders and James McIntyre as Co-Plan*
2 *Proponents Dated January 20, 2010*” [Docket No. 1618];

- 3 • *the Notice of Submission and Submission of Schedule of Assumed Agreements With*
4 *Respect to Signature Group Holdings, LLC’s Chapter 11 Plan of Reorganization of*
5 *Fremont General Corporation, Joined by Certain TOPrS Holders and James McIntyre*
6 *as Co-Plan Proponents, Dated January 20, 2010* [Docket No. 1626];
- 7 • *the Order Approving (A) the Form, Scope, and Nature of Solicitation, Balloting,*
8 *Tabulation, and Notices with Respect to the Chapter 11 Plans For Fremont General*
9 *Corporation and (B) Related Confirmation Procedures, Deadlines and Notices, dated*
10 *February 24, 2010* [Docket No. 1635] (“Scheduling Order”);
- 11 • the omnibus objection to chapter 11 plans proposed by Signature, the Official
12 Committee of Creditors Holding Unsecured Claims (“Creditors Committee”), New
13 World Acquisition, LLC (“New World”), and the Official Equity Committee (“OEC”),
14 filed by Denise Fuleihan [Docket No. 1681];
- 15 • the omnibus objection to chapter 11 plans proposed by Signature, the Creditors
16 Committee, New World and the OEC, filed by Alan W. Faigin [Docket No. 1655];
- 17 • the omnibus objection to chapter 11 plans proposed by Signature, the Creditors
18 Committee, New World and the OEC, filed by the New York State Teachers’
19 Retirement System [Docket No. 1656];
- 20 • the omnibus objection to chapter 11 plans proposed by Signature, the Creditors
21 Committee, New World and the OEC, filed by the California Franchise Tax Board
22 [Docket No. 1657];
- 23 • *the Limited Objections and Reservation of Rights of Official Committee of Unsecured*
24 *Creditors to Chapter 11 Plans for Fremont General Corporation* [Docket No. 1659];
- 25 • *the Official Committee of Equity Holders’ Limited Opposition and Comments to the*
26 *Plans of Reorganization Filed by: (1) New World Acquisition, LLC; (2) Signature*
27 *group Holdings, LLC; and (3) the Official Committee of Unsecured Creditors* [Docket
28 No. 1660];
- *the Declaration of Kyle Ross in Support of Signature Group Holdings, LLC’s*
 Objections as of March 1, 2010 to Confirmation of: (1) New World Acquisition, LLC’s
 Amended Chapter 11 Plan of Reorganization for Fremont General Corporation
 (Dated January 19, 2010), and (2) Official Committee of Equity Holders’ Fourth
 Amended Chapter 11 Plan of Reorganization (Dated January 20, 2010) [Docket No.
 1662];
- the omnibus objection to assumption of executory contract (employment agreement)
 and to chapter 11 plans proposed by Signature, the Creditors Committee, New World
 and the OEC, filed by Richard Sanchez [Docket No. 1666];
- the omnibus objection to assumption of executory contract (employment agreement)
 and to chapter 11 plans proposed by Signature, the Creditors Committee, New World
 and the OEC, filed by Donald Royer [Docket No. 1667];

- 1 • the omnibus objection to assumption of executory contract (employment agreement)
2 and to chapter 11 plans proposed by Signature, the Creditors Committee, New World
3 and the OEC, filed by Thea Stuedli [Docket No. 1668];
- 4 • the *Statement of HSBC Bank USA, National Association, as Indenture Trustee, in*
5 *Support of Confirmation of Chapter 11 Plans of Reorganization for Fremont General*
6 *Corporation Proposed by The Official Committee Of Unsecured Creditors, New*
7 *World Acquisition, LLC, Signature Group Holdings, LLC, and the Official Committee*
8 *of Equity Holders* [Docket No. 1679];
- 9 • the *Initial Omnibus Objection and Response of Wells Fargo Bank, N.A., and Wells*
10 *Fargo Delaware Trust Company, as Trustee to Proposed Competing Plans of*
11 *Reorganization and Reservation of Rights* [Docket No. 1680];
- 12 • the omnibus objection to chapter 11 plans proposed by Signature, the Creditors
13 Committee, New World and the OEC, filed by Gwyneth E. Colburn [Docket No.
14 1693];
- 15 • the *Interim ERISA Lead Plaintiff's Limited Objection To Four Chapter 11 Plans of*
16 *Reorganization* [Docket No. 1738];
- 17 • the *Declaration of Seth W. Hamot in Support of Signature Group Holdings, LLC's*
18 *Response to Objections to Confirmation of Signature Group Holdings, LLC's Chapter*
19 *11 Plan of Reorganization of Fremont General Corporation, Joined by Certain*
20 *TOPrS Holders and James McIntyre as Co-Plan Proponents, Dated January 20, 2010*
21 *Made by (1) New World Acquisition, LLC, and (2) Official Committee of Equity*
22 *Holders* [Docket No. 1708];
- 23 • the *Response of Signature Group Holdings, LLC and Statement Regarding: (1)*
24 *Limited Objections and Reservation of Rights with Respect to Signature Group*
25 *Holdings, LLC's Chapter 11 Plan of Reorganization of Fremont General*
26 *Corporation, Joined by Certain TOPrS Holders and James McIntyre as Co-Plan*
27 *Proponents, Dated January 20, 2010 Made by the Official Committee of Unsecured*
28 *Creditors, (2) Non-Opposition to Comments Submitted to Signature Group Holdings,*
LLC by HSBC Bank USA as Trustee for the Class 3B Senior Notes, and (3) Non-
Opposition to Comments Submitted to Signature Group Holdings, LLC by Wells
Fargo, NA, as Trustee for the Class 3C TOPrS [Docket No. 1709];
- the *First Response of Wells Fargo Bank, N.A. and Wells Fargo Trust Company, as*
Trustee to Proposed Competing Plans of Reorganization and Reservation of Rights
Regarding Non-Vote Determinative Issues [Docket No. 1713];
- the *Omnibus Reply of the Official Committee of Equity Holders to the Objections to*
Confirmation of its Fourth Amended Chapter 11 Plan of Reorganization (Date
January 20, 2010) and Limited Joinder to Objection of New World Acquisition, LLC,
to Confirmation of Signature Group, LLC's Chapter 11 Plan of Reorganization of
Fremont General Corporation (Dated January 20, 2010) [Docket No. 1718];
- the *Declaration of Lawrence Hershfield in Support of Omnibus Reply of the Official*
Committee of Equity Holders to the Objections to Confirmation of its Fourth Amended
Chapter 11 Plan of Reorganization (Date January 20, 2010) [Docket No. 1719];

- 1 • the *Declaration of Jeff Nerland in Support of Omnibus Reply of the Official*
2 *Committee of Equity Holders to the Objections to Confirmation of its Fourth Amended*
3 *Chapter 11 Plan of Reorganization (Date January 20, 2010)* [Docket No. 1720];
- 4 • the *Declaration of Frank E. Williams in Support of Omnibus Reply of the Official*
5 *Committee of Equity Holders to the Objections to Confirmation of its Fourth Amended*
6 *Chapter 11 Plan of Reorganization (Date January 20, 2010)* [Docket No. 1721];
- 7 • the *Signature Group Holdings, LLC’s Response to Objection to Confirmation of*
8 *Signature Group Holdings, LLC’s Chapter 11 Plan of Reorganization of Fremont*
9 *General Corporation, Joined by Certain TOPrS Holders and James McIntyre as Co-*
10 *Plan Proponents, Dated January 20, 2010 Made by (1) New World Acquisition, LLC,*
11 *and Official Committee of Equity Holders* [Docket No. 1722];
- 12 • the *Joinder of Ranch Capital, LLC to: (I) the Official Committee of Equity Holders’*
13 *Limited Opposition and Comments to the Plans of Reorganization Filed By: (1) New*
14 *World Acquisition, LLC; (2) Signature Group Holdings, LLC; and (3) the Official*
15 *Committee of Unsecured Creditors; and (II) Omnibus Reply of the Official Committee*
16 *of Equity Holders to the Objections to Confirmation of Its Fourth Amended Chapter*
17 *11 Plan of Reorganization (Dated January 20, 2010) and Limited Joinder to*
18 *Objection of New World Acquisition, LLC to Confirmation of Signature Group*
19 *Holdings, LLCs Chapter 11 Plan of Reorganization of Fremont General Corporation*
20 *(Dated January 20, 2010)* [Docket No. 1723];
- 21 • the *Declaration of Craig Noell in Support of Signature Group Holdings, LLC’s*
22 *Response to Objections to Confirmation of Signature group Holdings, LLC’s Chapter*
23 *11 Plan of Reorganization of Fremont General Corporation Joined by Certain TOPrS*
24 *Holdings and James McIntyre as Co-Plan Proponents, Dated January 20 2010 Made*
25 *by (1) New World Acquisition, LLC, and Official Committee of Equity Holders*
26 [Docket No. 1724];
- 27 • the *Signature Group Holdings, LLC’s Response to Common Objections to Plan*
28 *Confirmation Made by: (1) Richard Sanchez, Donald E. Royer and Thea Stuedli, (2)*
Alan W. Faigin, (3) the California Franchise Tax Board, (4) the New York State
Teacher’s Retirement System (NYSTRS), (5) Denise H. Fuleihan, and (6) Gwyneth E.
Colburn [Docket No. 1725];
- the *Declaration of Craig Noell in Support of Signature Group Holdings, LLC’s*
Response to Common Objections to Plan Confirmation Made by: (1) Donald E.
Royer, Richard Sanchez, and Thea Stuedli, (2) Alan W. Faigin, (3) the California
Franchise Tax Board, (4) the New York State Teacher’s Retirement System (NYSTRS),
(5) Denise H. Fuleihan, and (6) Gwyneth E. Colburn [Docket No. 1726];
- the *Motion to Strike of James A. McIntyre, Sr. to “Omnibus Reply of the Official*
Committee of Equity Holders to Objections to Confirmation of its Fourth Amended
Chapter 11 Plan of Reorganization (Dated January 20, 2010) and Limited Joinder to
Objection of New World Acquisition, LLC to Confirmation of Signature Group, LLC’s
Chapter 11 Plan of Reorganization of Fremont General Corporation (Dated January
20, 2010)” [Docket No. 1742];

- 1 • the *Supplemental Declaration of James A. McIntyre, Sr. in Support of Motion to*
2 *Strike of James A. McIntyre, Sr. to “Omnibus Reply of the Official Committee of*
3 *Equity Holders to Objections to Confirmation of its Fourth Amended Chapter 11 Plan*
4 *of Reorganization (Dated January 20, 2010) and Limited Joinder to Objection of New*
5 *World Acquisition, LLC to Confirmation of Signature Group, LLC’s Chapter 11 Plan*
6 *of Reorganization of Fremont General Corporation (Dated January 20, 2010)”*
7 [Docket No. 1743];
- 8 • the *Affidavit of Robert Q. Klamser Regarding Votes Accepting or Rejecting the (1)*
9 *Chapter 11 Plan of Fremont General Corporation Presented by the Official*
10 *Committee of Unsecured Creditors, (2) Official Committee of Equity Holders’ Fourth*
11 *Amended Chapter 11 Plan of Reorganization for Fremont General Corporation, (3)*
12 *Ranch Capital, LLC’s Second Amended Plan of Reorganization for Fremont General*
13 *Corporation, (4) Signature Group Holding LLC’s Chapter 11 Plan of Reorganization*
14 *of Fremont General Corporation, Joined by Certain TOPrS Holders and James*
15 *McIntyre as Co-Proponents, and (5) New World Acquisition LLC’s Amended Chapter*
16 *11 Plan of Reorganization for Fremont General Corporation* [Docket No. 1746];
- 17 • the *Notice of Errata to: Declaration of Craig Noell in Support of Signature Group*
18 *Holdings, LLC’s Response to Objections to Confirmation of Signature group*
19 *Holdings, LLC’s Chapter 11 Plan of Reorganization of Fremont General Corporation*
20 *Joined by Certain TOPrS Holders and James McIntyre as Co-Plan Proponents, Dated*
21 *January 20 2010 Made by (1) New World Acquisition, LLC, and Official Committee of*
22 *Equity Holders* [Docket No. 1747];
- 23 • the *Status Report of Official Committee of Unsecured Creditors Regarding Hearings*
24 *on Confirmation of Chapter 11 Plans of Fremont General Corporation* [Docket No.
25 1748];
- 26 • the *Statement of James A. McIntyre, Sr. in Support of “Signature Group Holdings,*
27 *LLC’s Chapter 11 Plan of Reorganization of Fremont General Corporation, Joined by*
28 *Certain TOPrS Holders and James McIntyre as Co-Plan Proponents, Dated March*
18, 2010 [Docket No. 1778];
- the *Notice of Modification of Signature Group Holdings, LLC’s Chapter 11 Plan of*
Reorganization of Fremont General Corporation , Joined by Certain TOPrS Holders
and James McIntyre as Co-Plan Proponents, Dated January 20, 2010 [Docket No.
1785];
- the *Official Committee of Equity Holders’ Opposition to Motion to Strike of James A.*
McIntyre, Sr. [Docket No. 1788];
- the *Motion of the Official Committee of Equity Holders for Order to Designate Votes*
of James A. McIntyre, Sr. Pursuant to 11 U.S.C. § 1126(e) [Docket No. 1794];

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- 2 • the *Signature Group Holdings, LLC's Motion to Strike New Arguments and Evidence*
- 3 *Submitted by the Official Committee of Equity Holders in Support of its "Omnibus*
- 4 *Reply of the Official Committee of Equity Holders to The Objections to Confirmation*
- 5 *of its Fourth Amended Chapter 11 Plan of Reorganization (Dated January 20, 2010)*
- 6 *and Limited Joinder to Objection of New World Acquisition, LLC, to Confirmation of*
- 7 *Signature Group, LLC's Chapter 11 Plan of Reorganization of Fremont General*
- 8 *Corporation (Dated January 20, 2010)" [Docket No. 1812];*
- 9 • the *Statement and Reservation of Rights of Official Committee of Unsecured Creditors*
- 10 *Regarding Modifications to Chapter 11 Plans for Fremont General Corporation*
- 11 *[Docket No. 1819];*
- 12 • the *Declaration of Craig Noell in Support of Signature Group Holdings, LLC's*
- 13 *Objection to "Motion for Order Approving (1) Settlement With Certain TOPrS and (2)*
- 14 *Further Non-Material Modification to Official Committee of Equity Holders' Fourth*
- 15 *Amended Chapter 11 Plan of Reorganization (Dated January 20, 2010 Pursuant to 11*
- 16 *U.S.C. Section 1127(a)" [Docket No. 1831];*
- 17 • the *Omnibus Response and Reservation of Rights of Wells Fargo Bank, N.A. and*
- 18 *Wells Fargo Delaware Trust Company, as Trustee to Proposed Modifications to*
- 19 *Competing Plans of Reorganization [Docket No. 1848];*
- 20 • the *Motion of the Official Committee of Equity Holders for Order to Designate the*
- 21 *Following Votes and/or Preference Elections Pursuant to 11 U.S.C. § 1126(e): (1)*
- 22 *Seth W. Hamot; (2) Howard Amster; (3) Roark, Rearden & Hamot Capital*
- 23 *Management, LLC; (4) Costa Brava Partnership III LP; (5) Kingstown Capital*
- 24 *Management, LP; and (6) Raymond G. Meyers; Declaration of Evan D. Smiley in*
- 25 *Support Thereof [Docket No. 1889];*
- 26 • the *Notice of Motion and Motion Pursuant to Rule 3018 for Order Approving Change*
- 27 *of Votes of Shareholders to Acceptances of the New World Acquisition, LLC's Second*
- 28 *Amended Chapter 11 Plan of Reorganization for Fremont General Corporation and*
- Signature Group Holdings, LLC's Second Amended Chapter 11 Plan of*
- Reorganization of Fremont General Corporation [Docket No. 1892];*
- the *Official Committee of Equity Holders' Opposition to Motion to Strike of Signature*
- Group Holdings, LLC [Docket No. 1897];*
- the *Joint Motion of Signature Group Holdings, LLC and James A. McIntyre, Sr. for*
- Order Approving: (1) Settlement Agreement With Kenneth S. Grossman and New*
- World Acquisition, LLC, Pursuant to Federal Rules of Bankruptcy Procedure 3018*
- and 9019; and (2) Non-Material Modifications to "Signature Group Holdings, LLC's*
- Second Amended Chapter 11 Plan of Reorganization of Fremont General*
- Corporation, Joined by Certain TOPrS Holders and James McIntyre as Co-Plan*
- Proponents, Dated April 9, 2010" Pursuant to 11 U.S. C. § 1127 and Federal Rule of*
- Bankruptcy Procedure 3019 [Docket No. 1899];*

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- 2 • the *Declaration of Kenneth S. Grossman in Support of Joint Motion of Signature*
- 3 *Group Holdings, LLC and James A. McIntyre, Sr. for Order Approving: (1)*
- 4 *Settlement Agreement With Kenneth S. Grossman and New World Acquisition, LLC,*
- 5 *Pursuant to Federal Rules of Bankruptcy Procedure 3018 and 9019; and (2) Non-*
- 6 *Material Modifications to “Signature Group Holdings, LLC’s Second Amended*
- 7 *Chapter 11 Plan of Reorganization of Fremont General Corporation, Joined by*
- 8 *Certain TOPrS Holders and James McIntyre as Co-Plan Proponents, Dated April 9,*
- 9 *2010” Pursuant to 11 U.S. C. § 1127 and Federal Rule of Bankruptcy Procedure*
- 10 *3019 [Docket No. 1900];*
- 11 • the *Declaration of Craig Noell in Support of Joint Motion of Signature Group*
- 12 *Holdings, LLC and James A. McIntyre, Sr. for Order Approving: (1) Settlement*
- 13 *Agreement With Kenneth S. Grossman and New World Acquisition, LLC, Pursuant to*
- 14 *Federal Rules of Bankruptcy Procedure 3018 and 9019; and (2) Non-Material*
- 15 *Modifications to “Signature Group Holdings, LLC’s Second Amended Chapter 11*
- 16 *Plan of Reorganization of Fremont General Corporation, Joined by Certain TOPrS*
- 17 *Holders and James McIntyre as Co-Plan Proponents, Dated April 9, 2010” Pursuant*
- 18 *to 11 U.S. C. § 1127 and Federal Rule of Bankruptcy Procedure 3019 [Docket No.*
- 19 *1902];*
- 20 • the *Opposition of James A. McIntyre, Sr. to Motion of the Official Committee of*
- 21 *Equity Holders for Order to Designate Votes of James A. McIntyre, Sr. Pursuant to 11*
- 22 *U.S.C. § 1126(e) [Docket No. 1904];*
- 23 • the *Submission of Deposition Transcript of James A. McIntyre, Sr. in Support of*
- 24 *Opposition of James A. McIntyre, Sr. to Motion of the Official Committee of Equity*
- 25 *Holders for Order to Designate Votes of James A. McIntyre, Sr. Pursuant to 11 U.S.C.*
- 26 *§ 1126(e) [Docket No. 1905];*
- 27 • the *Notice of Withdrawal of Motion of the Official Committee of Equity Holders for*
- 28 *Order to Designate Votes of James A. McIntyre, Sr. Pursuant to 11 U.S.C. § 1126(e)*
- [Docket No. 1930];*
- the *Notice of Withdrawal of Objections; Docket Nos. 1669, 1674 and 1972, filed by*
- New World [Docket No. 1931];*
- the *Omnibus Objection of the Official Committee of Equity Holders to: (A) Motion of*
- Signature Group Holdings, LLC and James McIntyre, Sr. for Order Approving (1)*
- Settlement Agreement with Kenneth S. Grossman and New World Acquisition, LLC,*
- Pursuant to Federal Rules of Bankruptcy Procedure 3018 and 9019; and (2) Non-*
- Material Modifications to “Signature Group Holdings, LLC’s Second Amended Plan*
- of Reorganization; (B) Motion for Approval of Non-Material Modifications of New*
- World Acquisition, LLC’s Second Amended Chapter 11 Plan of Reorganization for*
- Fremont General Corporation (Dated April 9, 2010); and (C) Motion for Order*
- Pursuant to Rule 3018 for Order Approving Change of Votes of Shareholders to*
- Acceptances [Docket No. 1938];*

- 1 • the *Signature Group Holdings, LLC's Response to Official Committee of Equity*
2 *Holders' Opposition to Motion to Strike of Signature Group Holdings, LLC* [Docket
3 No. 1945];
- 4 • the *Opposition of James A. McIntyre, Sr. and Signature Group Holdings, LLC to*
5 *"Motion of the Official Committee of Equity Holders for Order to Designate the*
6 *Following Votes and/or Preference Elections Pursuant to 11 U.S.C. § 1126(e): (1)*
7 *Seth W. Hamot; (2) Howard Amster; (3) Roark, Rearden & Hamot Capital*
8 *Management, LLC; (4) Costa Brava Partnership III LP; (5) Kingstown Capital*
9 *Management, LP; and (6) Raymond G. Meyers"* [Docket No. 1949];
- 10 • the *Evidentiary Objections of James A. McIntyre, Sr. and Signature Group Holdings,*
11 *LLC to the Declaration Evan D. Smiley in Support of the "Motion of the Official*
12 *Committee of Equity Holders for Order to Designate the Following Votes and/or*
13 *Preference Elections Pursuant to 11 U.S.C. § 1126(e): (1) Seth W. Hamot; (2)*
14 *Howard Amster; (3) Roark, Rearden & Hamot Capital Management, LLC; (4) Costa*
15 *Brava Partnership III LP; (5) Kingstown Capital Management, LP; and (6) Raymond*
16 *G. Meyers"* [Docket No. 1950];
- 17 • the *Declaration of Robert Weingarten in Support of (1) Confirmation of "Signature*
18 *Group Holdings, LLC's Second Amended Chapter 11 Plan of Reorganization of*
19 *Fremont General Corporation, Joined by Certain TOPrS Holders and James McIntyre*
20 *as Co-Plan Proponents, Dated April 9, 2010 and (2) New World Acquisition, LLC's*
21 *and Signature Group Holdings, LLC's Opposition to Plan Supplement for the Official*
22 *Committee of Equity Holders Fourth Amended Chapter 11 Plan of Reorganization*
23 *(Dated March 24, 2010)* [Docket No. 1952];
- 24 • the *Reply to Opposition of James A. McIntyre, Sr. and Signature Group Holdings,*
25 *LLC to "Motion of the Official Committee of Equity Holders for Order to Designate*
26 *the Following Votes and/or Preference Elections Pursuant to 11 U.S.C. § 1126(e): (1)*
27 *Seth W. Hamot; (2) Howard Amster; (3) Roark, Rearden & Hamot Capital*
28 *Management, LLC; (4) Costa Brava Partnership III LP; (5) Kingstown Capital*
 Management, LP; and (6) Raymond G. Meyers"; Declaration of Evan D. Smiley in
 Support Thereof [Docket No. 1970];
- the *Reply to the Opposition of New World Acquisition, LLC and Signature Group*
 Holdings, LLC to Plan Supplement for the Official Committee of Equity Holders
 Fourth Amended Chapter 11 Plan of Reorganization (Dated March 24, 2010) and
 Supplement to Omnibus Objection of the Official Committee of Equity Holders to:
 (A) Motion of Signature Group Holdings, LLC and James A. McIntyre, Sr. for Order
 Approving (1) Settlement Agreement With Kenneth S. Grossman and New World
 Acquisition, LLC, Pursuant to Federal Rules of Bankruptcy Procedure 3018 and
 9019; and (2) Non-Material Modifications to "Signature Group Holdings, LLC's
 Second Amended Plan of Reorganization; (B) Motion for Approval of Non-Material
 Modifications of New World Acquisition, LLC's Second Amended Chapter 11 Plan of
 Reorganization for Fremont General Corporation (Dated April 9, 2010); and (C)
 Motion for Order Pursuant 3018 for Order Approving Change of Votes of
 Shareholders to Acceptances; Memorandum of Points and Authorities in Support
 Thereof [Docket No. 1972];

- 1 • the *Declarations of Evan D. Smiley, Jeff Pies, and Lawrence Hershfield in Support of*
2 *Reply to the Opposition of New World Acquisition, LLC and Signature Group*
3 *Holdings, LLC to Plan Supplement for the Official Committee of Equity Holders*
4 *Fourth Amended Chapter 11 Plan of Reorganization (Dated March 24, 2010) and*
5 *Supplement to Omnibus Objection of the Official Committee of Equity Holders to: (A)*
6 *Motion of Signature Group Holdings, LLC and James A. McIntyre, Sr. for Order*
7 *Approving (1) Settlement Agreement With Kenneth S. Grossman and New World*
8 *Acquisition, LLC, Pursuant to Federal Rules of Bankruptcy Procedure 3018 and*
9 *9019; and (2) Non-Material Modifications to “Signature Group Holdings, LLC’s*
10 *Second Amended Plan of Reorganization; (B) Motion for Approval of Non-Material*
11 *Modifications of New World Acquisition, LLC’s Second Amended Chapter 11 Plan of*
12 *Reorganization for Fremont General Corporation (Dated April 9, 2010); and (C)*
13 *Motion for Order Pursuant 3018 for Order Approving Change of Votes of*
14 *Shareholders to Acceptances [Docket No. 1974];*
- 15 • the *Joint Reply of Signature Group Holdings, LLC, New World Acquisition, LLC,*
16 *Kenneth S. Grossman, and James A. McIntyre, Sr. to the Omnibus Objection of the*
17 *Official Committee of Equity Holders [DOCKET NO. 1938] [Docket No. 1975];*
- 18 • the *Joint Statement of the Debtor and the Creditors’ Committee Regarding Plan*
19 *Modifications & Solicitation [Docket No. 1976];*
- 20 • the *Declaration of Kyle Ross in Support of Joint Reply of Signature Group Holdings,*
21 *LLC, New World Acquisition, LLC, Kenneth S. Grossman, and James A. McIntyre, Sr.*
22 *to the Omnibus Objection of the Official Committee of Equity Holders [DOCKET NO.*
23 *1938] [Docket No. 1977];*
- 24 • the *Declaration of John P. Schafer in Support of Joint Reply of Signature Group*
25 *Holdings, LLC, New World Acquisition, LLC, Kenneth S. Grossman, and James A.*
26 *McIntyre, Sr. to the Omnibus Objection of the Official Committee of Equity Holders*
27 *[DOCKET NO. 1938] [Docket No. 1979];*
- 28 • the *Declaration of Craig Noell in Support of Joint Reply of Signature Group*
Holdings, LLC, New World Acquisition, LLC, Kenneth S. Grossman, and James A.
McIntyre, Sr. to the Omnibus Objection of the Official Committee of Equity Holders
[DOCKET NO. 1938] [Docket No. 1980];
- the *Notice of Errata to: Joint Reply of Signature Group Holdings, LLC, New World*
Acquisition, LLC, Kenneth S. Grossman, and James A. McIntyre, Sr. to the Omnibus
Objection of the Official Committee of Equity Holders [DOCKET NO. 1938] [Docket
No. 1988];
- the *Joinder of Michael J. Ball to Motion of the Official Committee of Equity Holders*
for Order to Designate the Following Votes and/or Preference Elections Pursuant to
11 U.S.C. § 1126(e): (1) Seth W. Hamot; (2) Howard Amster; (3) Roark, Rearden &
Hamot Capital Management, LLC; (4) Costa Brava Partnership III LP; (5) Kingstown
Capital Management, LP; and (6) Raymond G. Meyers; Declaration of Evan D.
Smiley in Support Thereof [Docket No. 2055];

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- 1 • the *Declaration of Gideon Bernstein in Support of Opposition to Signature Plan*
2 *Signature Group Holdings, LLC's Second Amended Plan of Reorganization and*
3 *Motion for Order Pursuant to 3018 for Order Approving Change of Votes of*
4 *Shareholders to Acceptances* [Docket No. 2012];
- 5 • the *Witness List of the Official Committee of Equity Holders in Opposition to*
6 *Confirmation of Signature Group Holdings, LLC's Chapter 11 Plan of Reorganization*
7 *of Fremont General Corporation, Joined by Certain TOPrS Holders and James*
8 *McIntyre (Dated April 9, 2010)* [Docket No. 2013];
- 9 • the *Declaration of Brendt C. Butler in Support of "Signature Group Holdings, LLC's*
10 *Second Amended Chapter 11 Plan of Reorganization of Fremont General*
11 *Corporation, Joined by Certain TOPrS Holders and James McIntyre as Co-Plan*
12 *Proponents, Dated April 9, 2010"* [Docket No. 2018];
- 13 • the *Declaration of James A. McIntyre, Sr. in Support of "Signature Group Holdings,*
14 *LLC's Second Amended Chapter 11 Plan of Reorganization of Fremont General*
15 *Corporation, Joined by Certain TOPrS Holders and James McIntyre as Co-Plan*
16 *Proponents, Dated April 9, 2010"* [Docket No. 2019];
- 17 • the *Notice of Nomination of John M. Koral as Existing Equity Holder Board Member*
18 [Docket No. 2022];
- 19 • the *Second Declaration of Brendt C. Butler in Support of "Signature Group Holdings,*
20 *LLC's Second Amended Chapter 11 Plan of Reorganization of Fremont General*
21 *Corporation, Joined by Certain TOPrS Holders and James McIntyre as Co-Plan*
22 *Proponents, Dated April 9, 2010"* [Docket No. 2023];
- 23 • the *Declaration of John F. Nickoll in Support of "Signature Group Holdings, LLC's*
24 *Second Amended Chapter 11 Plan of Reorganization of Fremont General*
25 *Corporation, Joined by Certain TOPrS Holders and James McIntyre as Co-Plan*
26 *Proponents, Dated April 9, 2010"* [Docket No. 2024];
- 27 • the *Declaration of Craig Noell in Support of Confirmation of "Signature Group*
28 *Holdings, LLC's Second Amended Chapter 11 Plan of Reorganization of Fremont*
General Corporation, Joined by Certain TOPrS Holders and James McIntyre as Co-
Plan Proponents, Dated April 9, 2010" [Docket No. 2027];
- the *Declaration of Thomas Donatelli in Support of "Signature Group Holdings,*
LLC's Second Amended Chapter 11 Plan of Reorganization of Fremont General
Corporation, Joined by Certain TOPrS Holders and James McIntyre as Co-Plan
Proponents, Dated April 9, 2010" [Docket No. 2028];
- the *Joint Notice of Motion and Motion of Signature Group Holdings, LLC and James*
A. McIntyre, Sr. for Order Approving Non-Material Modifications to "Signature
Group Holdings, LLC's Third Amended Chapter 11 Plan of Reorganization of
Fremont General Corporation, Joined by James McIntyre as Co-Plan Proponents
(Dated April 26, 2010)," Pursuant to 11 U.S.C. § 1127 and Federal Rule of
Bankruptcy Procedure 3019 [Docket No. 2029];

- 1 • the *Notice of Submission of Signature Group Holdings, LLC's Third Amended*
2 *Chapter 11 Plan of Reorganization of Fremont General Corporation, Joined by James*
3 *McIntyre as Co-Plan Proponent (Dated April 26, 2010)* [Docket No. 2030];
- 4 • the *Declaration of Kenneth S. Grossman in Support of New World Acquisition, LLC's*
5 *Amended Chapter 11 Plan of Reorganization for Fremont General Corporation*
6 *(Dated January 19, 2010) and Signature Group Holdings, LLC's Chapter 11 Plan of*
7 *Reorganization of Fremont General Corporation, Joined by Certain TOPrS Holders*
8 *and James McIntyre as Co-Plan Proponents, Dated April 9, 2010* [Docket No. 2031];
- 9 • the *Declaration of Kenneth S. Grossman in Response to Declaration of Gideon*
10 *Bernstein [Docket No. 2012]* [Docket No. 2032];
- 11 • the *Second Amended Witness List for Confirmation of the "Signature Group*
12 *Holdings, LLC's Chapter 11 Plan of Reorganization of Fremont General*
13 *Corporation, Joined by Certain TOPrS Holders and James McIntyre as Co-Plan*
14 *Proponents, dated April 9, 2010"* [Docket No. 2033];
- 15 • the *Emergency Motion Pursuant to LBR 9075-1 for Order Pursuant to Rule 3018*
16 *Approving Change of Votes of Certain Shareholders to (A) Acceptances of Signature*
17 *Group Holdings, LLC's Second Amended Chapter 11 Plan of Reorganization of*
18 *Fremont General Corporation and (B) Acceptances to New World Acquisition, LLC's*
19 *Second Amended Chapter 11 Plan of Reorganization of Fremont General*
20 *Corporation; Declarations of Shareholders in Support Attached* [Docket No. 2043];
- 21 • the *Emergency Motion Pursuant to LBR 9075-1 for Order Pursuant to Rule 3018*
22 *Approving Change of Votes of Certain Shareholders to (A) Acceptances of Signature*
23 *Group Holdings, LLC's Second Amended Chapter 11 Plan of Reorganization of*
24 *Fremont General Corporation and (B) Acceptances to New World Acquisition, LLC's*
25 *Second Amended Chapter 11 Plan of Reorganization of Fremont General*
26 *Corporation, and (C) Rejection of the Official Committee of Equity Security Holders*
27 *Fourth Amended Chapter 11 Plan of Reorganization; Declarations in Support*
28 [Docket No. 2044];
- the *Declaration of John M. Mylnick With Respect to Vote Changes and Solicitation*
Thereof; And Other Matters Before This Court [Docket No. 2048];
- All other pleadings and evidence that were submitted before or at the Confirmation
Hearing;
- The record in the above-captioned chapter 11 case; and
- The arguments and representations of counsel at the Confirmation Hearings;

and the Court having entered its *Findings of Fact and Conclusions of Law re: Confirmation of*
Signature Group Holdings, LLC's Fourth Amended Chapter 11 Plan of Reorganization of Fremont
General Corporation, Joined by James McIntyre as Co-Plan Proponent (Dated May 11, 2010)
(“Findings and Conclusions”), and good cause being found therefor;

1 **IT IS HEREBY ORDERED THAT:**

2 1. The Signature Plan is approved and confirmed under 11 U.S.C. § 1129.² The exhibits
3 appended to the Final Plan, the documents contained in the Plan Supplement not otherwise superseded
4 by the exhibits attached to the Final Plan, and the Schedule of Assumed Agreements are authorized
5 and approved, shall be deemed a part of the Signature Plan, and are incorporated by this reference.
6 The failure to reference or discuss any particular provision of the Signature Plan in this Order shall
7 have no effect on this Court’s approval and authorization of, or the validity, binding effect and
8 enforceability of, such provision; and each provision of the Signature Plan is authorized and approved
9 and shall have the same validity, binding effect and enforceability as every other provision of the
10 Signature Plan, whether or not mentioned in this Order.

11 2. The provisions of the Signature Plan and this Order will bind the Debtor, the
12 Reorganized Debtor, and all creditors and shareholders of the Debtor, whether or not the Claims or
13 Equity Interests of these Persons are impaired under the Signature Plan, whether or not these Persons
14 have voted to accept or reject the Signature Plan, and whether or not these Persons have filed proofs
15 of Claim or Equity Interest or are deemed to have filed proofs of Claim or Equity Interest in the Case.

16 3. The Reorganized Debtor may enter into, execute and deliver any and all agreements,
17 documents and/or instruments and take any and all actions necessary or desirable to implement the
18 Signature Plan, this Order, the Management Agreement between CP Management and the
19 Reorganized Debtor, the Warrant Agreement, the Subscription Agreement, the Merger transactions
20 (including without limitation, the merger of FGCC into the Debtor or Reorganized Debtor (as
21 applicable) and then the merger of FRC into the Debtor or Reorganized Debtor (as applicable)), the
22 amendment of corporate governance documents (such as certificates of incorporation, bylaws, or
23 similar charter documents) to the extent necessary to authorize the transactions discussed in Section
24 IV.G of the Signature Plan, the “Leucadia Provision” restricting the transfer of Common Stock, the

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27 ² Unless otherwise indicated, all chapter, section, and rule references are to 11 U.S.C. §§ 101 through 1532
28 (“Bankruptcy Code”), to the Federal Rules of Bankruptcy Procedure, Rules 101 through 9037
 (“Bankruptcy Rules”), and to the Local Bankruptcy Rules of the United States Bankruptcy Court for the
 Central District of California, Rules 1001-1 through 9075-1 (“Local Bankruptcy Rules”).

1 establishment of the Administrative Claims Reserve (defined below), the establishment of the
2 Repurchase Claims Reserve, the \$39 million New Note to the TOPrS, the New Indenture, the \$10
3 million capital contribution into the Reorganized Debtor, the issuance of Common Stock and
4 Warrants, the Registration Rights Agreement, each Subscription Agreement, and any other transaction
5 contemplated under those documents or the Signature Plan. To effectuate these transactions and the
6 Signature Plan, the officers and directors of the Debtor and the Reorganized Debtor, or any other
7 Person designated by the Board of Directors of the Reorganized Debtor, are authorized -- without
8 further notice or application to or order from this Court -- to enter into, execute, deliver, file, and/or
9 record any and all agreements, documents and/or instruments and to take any other actions that those
10 officers or directors may determine to be necessary or desirable, regardless of whether such
11 agreements, documents, instruments or actions are specifically referred to in the Signature Plan or this
12 Order, provided, however, that any corporate actions necessary to effectuate the Signature Plan shall
13 be taken by the new Board of Directors and officers appointed pursuant to the terms of the Signature
14 Plan, and none of the current officers or directors of the Debtor, FGCC, or FRC shall be required to
15 take any such action. To the extent that, under applicable non-bankruptcy law, any of these actions
16 otherwise would require the consent or approval (including execution of agreements, documents
17 and/or instruments) of the shareholders or the Debtor or the directors or officers of the Debtor, this
18 Order constitutes that consent and approval. No further documents or actions shall be required to
19 effectuate the merger, authorize the issuance of stock and warrants provided for by the Signature Plan,
20 or otherwise effectuate the Signature Plan, and the Board of Directors of the Reorganized Debtor shall
21 be authorized to ratify any actions taken by the Reorganized Debtor to effectuate the Signature Plan
22 on or after the Effective Date, and such action shall be deemed to have occurred on the Effective
23 Date.

24 4. On the Effective Date, all directors of the Board of Directors of the Debtor and its
25 subsidiaries shall be deemed to have resigned from such positions, including without limitation, from
26 their positions on any committees of the Boards of Directors, without the need for any further notice,
27 action, order, or approval of this Court, or other act or action under applicable laws. On the Effective
28 Date, the new members of the Board of Directors of the Reorganized Debtor shall be deemed

1 appointed, without the need for any further notice, action, order or approval of this Court, or other act
2 or action under applicable laws. Concurrently, on the Effective Date, the Reorganized Debtor shall be
3 authorized to immediately take all necessary action to appoint directors for any of the Reorganized
4 Debtor's remaining subsidiaries, without the need for any further notice, action, order, or approval of
5 this Court, or other act or action under applicable laws.

6 5. On and as of the Effective Date, the Board of Directors of the Reorganized Debtor and
7 all subsidiaries thereof shall consist of the following nine (9) members: Craig F. Noell, Kenneth S.
8 Grossman, John Nickoll, Robert Schwab, John M. Koral, Norman Matthews, Richard A. Rubin, and
9 two directors to be nominated by the TOPrS Group and approved in accordance with the Signature
10 Plan. If the TOPrS Group has not made its nominations by the Effective Date, then such nominations
11 shall be made within thirty (30) days of the Effective Date. Notice of the TOPrS Group nominations
12 shall be filed with the Court and served on the U.S. Trustee and those parties who have requested
13 special notice.

14 6. The issuance of stock pursuant to the Signature Plan shall be exempt from any
15 securities laws regulation requirements to the fullest extent permitted by Bankruptcy Code section
16 1145, Section 4(2) of the Securities Act, and any other applicable exemptions.

17 7. All commercially reasonable arrangements with Signature and other parties regarding
18 funding of the \$10 million capital contribution into the Reorganized Debtor in return for 12,500,000
19 shares of Common Stock at \$0.80 per share are approved. Such funds shall be placed into segregated
20 account(s) by May 14, 2010 and shall be held solely for disbursement in accordance with the Signature
21 Plan.

22 8. On the Effective Date, the Reorganized Debtor is authorized to issue and shall issue
23 twelve million five hundred thousand (12,500,000) shares of Common Stock to the Signature
24 Investors in accordance with the Signature Plan.

25 9. All arrangements with Signature regarding paying up to an aggregate of \$300,000 to
26 acquire Warrants to purchase 15 million shares of Common Stock at an exercise price of \$1.03 per
27 share, including the vesting schedule of such Warrants under Section IV.A of the Signature Plan, are
28 approved.

1 10. On the Effective Date, the Reorganized Debtor is authorized to issue and shall issue
2 twenty-one million (21,000,000) shares of Common Stock to the Holders of Class 3C Claims in
3 accordance with the Signature Plan.

4 11. As of the Effective Date and upon the payment of the cure payments under Bankruptcy
5 Code section 365(b)(1) (if applicable), pursuant to Section III of the Signature Plan, each of the
6 Assumed Agreements (as defined in the Findings and Conclusions) shall be deemed assumed by the
7 Reorganized Debtor and shall be in full force and effect, except to the extent that they have been
8 modified consensually with the agreement of the parties thereto.

9 12. To the extent that the non-debtor party to any Assumed Agreement has filed a proof of
10 Claim against the Debtor asserting prepetition arrearages under an Assumed Agreement or asserting a
11 rejection damage claim, payment of the cure payment pursuant to Section III of the Signature Plan
12 shall be deemed to satisfy, in full, any prepetition arrearage or rejection damage claim, irrespective of
13 whether the cure payment is less than the amount set forth in any such proof of Claim.

14 13. Each of the Rejected Agreements (as defined in the Findings and Conclusions) shall be
15 deemed rejected by the Debtor as of the Effective Date. The deadlines, procedures and sanctions set
16 forth in Section III of the Signature Plan regarding the assertion of Claims for damages arising from
17 such rejection are approved and established.

18 14. Any party wishing to assert a Professional Fee Claim or Non-Ordinary Course
19 Administrative Claim against the Estate must, on or before 30 days after the Effective Date, both file
20 with the Court a final fee application or a motion requesting allowance of the fees or claim and serve
21 the application or motion on the Reorganized Debtor and the U.S. Trustee. Subject to the Indenture
22 Trustees providing invoices to counsel to Signature, which shall be subject only to Signature's review
23 for reasonableness under the applicable Indenture, the Reorganized Debtor shall pay or cause to be
24 paid in full and in cash as an Administrative Claim, without the need for application to, or approval of,
25 any court, or consent of any other party without reduction to the recovery of applicable holders of
26 allowed claims, any and all Indenture Trustee Fees and other amounts that are due to each of the
27 Indenture Trustees and their respective Professionals as of the Effective Date on or before the
28 Effective Date or within ten (10) days of the Indenture Trustee providing counsel to Signature such

1 invoices if the invoice is not provided prior to the Effective Date. If Signature disputes any portion of
2 the fees and expenses sought by the Indenture Trustees by means of a written notification of such fee
3 or expense dispute delivered to the Indenture Trustee during such ten (10) day period, the
4 Reorganized Debtor shall pay or cause to be paid that undisputed portion of the requested fees and
5 costs within ten (10) days of receipt of the invoices from the Indenture Trustee and the Indenture
6 Trustee shall have the right to seek a determination by the Court of that disputed portion of the fees
7 and costs as reasonable under the applicable Indenture or assert its Charging Lien to pay such disputed
8 amounts. In the event of any conflict between this Order and the Signature Plan with respect to those
9 matters covered by this paragraph 14, the terms of this paragraph 14 shall prevail.

10 15. Within ten (10) Business Days after the Confirmation Date, the Debtor shall provide
11 Signature with an estimate of the amount of Administrative Claims it reasonably believes will be
12 outstanding as of and after the Effective Date (the "Administrative Claims Reserve Amount"). On the
13 Effective Date, the Reorganized Debtor shall fund into a segregated account cash in an amount equal
14 to the Administrative Claims Reserve Amount (the "Administrative Claims Reserve"). Absent further
15 order of the Court (obtained via an application by the Reorganized Debtor on at least fifteen (15)
16 days' notice to any Person holding an unpaid Administrative Claim as of the Effective Date (other than
17 an Ordinary Course Administrative Claim)), the funds in the Administrative Claims Reserve shall
18 remain in the segregated account (for the benefit of the holders of unpaid Administrative Claims (other
19 than Ordinary Course Administrative Claims)) except to the extent such funds are used by the
20 Reorganized Debtor to satisfy Allowed Administrative Claims (other than Ordinary Course
21 Administrative Claims) in accordance with the terms of the Signature Plan. For the avoidance of any
22 doubt whatsoever, the establishment and existence of the Administrative Claims Reserve shall not be
23 construed, in any way, as limiting the Reorganized Debtor's obligation to satisfy any and all Allowed
24 Administrative Claims in full in accordance with the terms of the Signature Plan (and without regard to
25 whether there are sufficient funds available in the Administrative Claims Reserve to satisfy any such
26 claim).

27 16. Except as provided in the Signature Plan, upon the Effective Date, all Assets that are
28 property of the Estate as of the Effective Date, including all Causes of Action, Rights of Action, and

1 Avoidance Actions, will vest (and will be deemed to have vested as of the Effective Date) in the
2 Reorganized Debtor free and clear of the Claims of any Creditors. From and after the Effective Date,
3 the Reorganized Debtor, pursuant to the Management Agreement, may operate its business and use,
4 acquire and dispose of property and settle and compromise liabilities without supervision by the Court
5 and free of any restrictions of the Bankruptcy Code or Bankruptcy Rules, other than those restrictions
6 expressly imposed by the Signature Plan and this Order.

7 17. On the Effective Date, the Reorganized Debtor shall execute and deliver the New
8 Indenture and the \$39 million new note to the TOPrS bearing 9% annual interest, payable quarterly
9 commencing one quarter after the Effective Date and continuing quarterly thereafter, with a final
10 maturity on December 31, 2016, as provided under and pursuant to the Signature Plan.

11 18. The Disbursing Agent or the respective Indenture Trustee, as applicable, is authorized
12 to make all Distributions provided for under the Signature Plan in the manner set forth in Section VII
13 of the Signature Plan. Subject to the Indenture Trustee providing invoices to counsel to Signature,
14 which shall be subject only to Signature's review for reasonableness under the applicable Indenture,
15 the Reorganized Debtor shall pay or cause to be paid in full and in cash as an Administrative Claim,
16 without the need for application to, or approval of, any court, or consent of any other party without
17 reduction to the recovery of applicable holders of allowed claims, any and all Indenture Trustee Fees
18 and other amounts that are due to each of the Indenture Trustees and their respective Professionals as
19 of the Effective Date on or before the Effective Date or within ten (10) days of the Indenture Trustee
20 providing counsel to Signature such invoices if the invoice is not provided prior to the Effective Date.
21 If Signature disputes any portion of the fees and expenses sought by the Indenture Trustees by means
22 of a written notification of such fee or expense dispute delivered to the Indenture Trustee during such
23 ten (10) day post-Effective Date period, the Reorganized Debtor shall pay or cause to be paid that
24 undisputed portion of the requested fees and costs within ten (10) days of receipt of the invoices from
25 the Indenture Trustee and the Indenture Trustee shall have the right to seek a determination by the
26 Court of that disputed portion of the fees and costs as reasonable under the applicable Indenture or
27 assert its Charging Lien to pay such disputed amounts. In the event of any conflict between this Order
28

1 and the Signature Plan with respect to those matters covered by this paragraph 18, the terms of this
2 paragraph 18 shall prevail.

3 19. The discharge and injunction provisions set forth in Section IX.A of the Signature Plan
4 are approved and established as if fully set forth herein.

5 20. The exculpation provision set forth in Section X.F of the Signature Plan is approved
6 and established. The exculpation provision reads as follows:

7 *As of the Effective Date, neither the Debtor, FGCC or FRC*
8 *(including, without limitation, their successors or assigns, including,*
9 *without limitation, the Reorganized Debtor, the Disbursing Agent,*
10 *the Board of Directors and Board of Directors' Agents) or the*
11 *Creditors' Committee, the Equity Committee, the Indenture*
12 *Trustees, Signature, New World Acquisition, LLC, Kenneth S.*
13 *Grossman, Daniel Pfeiffer or James A. McIntyre, Sr., and, in each*
14 *case, none of their respective present or former officers, directors,*
15 *employees, members, agents, representatives, shareholders,*
16 *attorneys, accountants, financial advisors, investment bankers,*
17 *lenders, consultants, experts, and professionals and agents for the*
18 *foregoing shall have or incur any liability for, and are expressly*
19 *exculpated and released from, any claims (as such term is defined in*
20 *Section 101 of the Bankruptcy Code) (including, without limitation,*
21 *any claims whether known or unknown, foreseen or unforeseen,*
22 *then existing or thereafter arising, in law, equity or otherwise) for*
23 *any past or present or future actions taken or omitted to be taken*
24 *under or in connection with, related to, effecting, or arising out of*
25 *the Case, including those claims arising out of the discharge of the*
26 *powers and duties conferred upon the Indenture Trustee for the*
27 *Senior Notes and the Indenture Trustee for the Junior Notes by the*
28 *Senior Notes Indenture or Junior Notes Indenture, respectively, or*
the Plan or any order of the Court entered pursuant to or in
furtherance of the Plan, or applicable law, including, without
limitation, the formulation, negotiation, documentation,
preparation, dissemination, implementation, administration,
confirmation, solicitation, or consummation of this Plan and the
Disclosure Statement; except only for actions or omissions to act to
the extent determined by a court of competent jurisdiction (in a
Final Order) to be by reason of such party's gross negligence, willful
misconduct, or fraud, and in all respects, such party shall be entitled
to rely upon the advice of counsel with respect to its duties and
responsibilities under this Plan. It, being expressly understood that
any act or omission with the approval of the Bankruptcy Court, will
be conclusively deemed not to constitute gross negligence, willful
misconduct, or fraud unless the approval of the Bankruptcy Court
was obtained by fraud or misrepresentation.

1 21. In addition to the exculpation set forth above and in Section X.F of the Signature Plan,
2 similar exculpation is hereby provided to and approved for each of U.S. Bank National Association,
3 Wells Fargo Bank, National Association, and Deutsche Bank National Trust Company, consistent with
4 the provisions of (1) paragraph 5 of that certain Order Granting Motion for Order Approving
5 Settlement and Mutual Release Agreement By and Among U.S. Bank National Association, as
6 Trustee, Fremont Reorganizing Corporation, and Fremont General Corporation [Docket No. 1661];
7 (2) paragraph 7 of that certain Order Granting Motion for Order Approving Settlement and Mutual
8 Release Agreement By and Among Wells Fargo Bank, National Association, as Trustee, Fremont
9 Reorganizing Corporation, and Fremont General Corporation [Docket No. 1987]; and (3) paragraph 5
10 of that certain Order Granting Motion for Order Approving Stipulations By and Among Deutsche
11 Bank National Trust Company, as Trustee, Fremont Reorganizing Corporation, and Fremont General
12 Corporation [Docket No. 1803].

13 22. On the Effective Date, the Creditors' Committee and the Equity Committee shall be
14 disbanded, released and discharged from the rights and duties arising from or related to the Case,
15 except with respect to matters relating to final fee applications for Professionals' compensation. The
16 Professionals retained by the Creditors' Committee and the Equity Committee and the members
17 thereof, solely in their capacities as members of the Creditors' Committee or Equity Committee, shall
18 not be entitled to compensation or reimbursement of expenses for any services rendered after the
19 Effective Date, except for services rendered and expenses incurred in connection with any applications
20 by such professionals or Creditors' Committee or Equity Committee members for allowance of
21 compensation and reimbursement of expenses pending on the Effective Date or timely Filed after the
22 Effective Date as provided in the Signature Plan.

23 23. In accordance with Bankruptcy Code section 1146(a), the issuance, transfer or
24 exchange of a security, or the making or delivery of an instrument of transfer under the Signature Plan
25 may not be taxed under any law imposing a stamp tax or similar tax. All governmental officials and
26 agents shall forego the assessment and collection of any such tax or governmental assessment and
27 accept for filing and recordation any of the foregoing instruments or other documents without
28 payment of such tax or other governmental assessment.

1 24. As provided by Section V.B of the Signature Plan, the Claims Objection Deadline shall
2 be 180 days after the Effective Date; provided, however, that this deadline may be extended by further
3 order of the Court upon a motion by the Reorganized Debtor demonstrating “cause” for such
4 extension(s).

5 25. Any claim objections that could be made by the Debtor under that certain *Stipulation*
6 *Between Fremont General Corporation and the United States of America Regarding (1) the IRS*
7 *Proof of Claim and (2) the Debtor’s Pending 9019 Motion Concerning a Closing Agreement* [Docket
8 No. 1636] or any other stipulation or agreement entered into by the Debtor during the Case may be
9 made by the Reorganized Debtor.

10 26. As provided by Section V.A of the Signature Plan, the Register Update filed by the
11 Debtor [Docket No. 1620], as such may be amended or updated prior to the Effective Date, is hereby
12 deemed to supersede and supplant this Court’s official claims register, and may hereafter be relied
13 upon by the Reorganized Debtor and any retained third party as the official Post-Confirmation Claims
14 Register.

15 27. The Reorganized Debtor shall make all commercially reasonable efforts to become
16 current with its reporting requirements with the U.S. Securities and Exchange Commission (“SEC”)
17 and to obtain a listing on a major U.S. securities exchange.

18 28. Upon entry of this Order and subject solely to the Signature Plan becoming effective, in
19 consideration for Signature and James McIntyre’s agreement, as co-plan proponents, to modify the
20 Signature Plan (through this Order) arising from requests by the Official Committee of Equity Holders
21 (the “OEC”) to provide that the Reorganized Debtor will implement and adhere to the undertakings
22 listed below in items (a)-(e) (the “OEC Requested Undertakings”), the OEC shall upon the Signature
23 Plan becoming effective be deemed to have waived any and all right(s) it has to appeal or move for (or
24 otherwise seek) reconsideration, review, rehearing, or certiorari of, or relief from, this Order or any
25 other order entered in this Case or any ruling in this Case (which was not the subject of an order from
26 this Court or otherwise), or any of the Court’s findings of fact or conclusions of law relative to the
27 confirmation of the Signature Plan or any other matter in the Case (collectively, the “Waived
28 Matters”), provided that the Waived Matters exclude those matters pertaining to approval of fee

1 applications by Professionals employed by the OEC. Notwithstanding anything to the contrary in the
2 immediately preceding sentence, if any, nothing in this paragraph shall be construed as a finding or
3 ruling by this Court or an admission by Signature or James McIntyre that the OEC has any right to
4 appeal or move for (or otherwise seek) reconsideration, review, rehearing, certiorari of, or relief from
5 this Court with respect to any of the Waived Matters.

6 (a) Commencing in the third quarter of 2010 and continuing until the Reorganized
7 Debtor has become current in its SEC reporting requirements, the Reorganized Debtor shall
8 hold a quarterly investor conference call in accordance with common practices of public
9 companies, the content and conduct of which shall be subject to management's discretion.

10 (b) The Reorganized Debtor shall make all commercially reasonable efforts to call a
11 shareholders meeting once all conditions to calling such a meeting have been satisfied,
12 including, without limitation, the Reorganized Debtor becoming current in its SEC reporting
13 requirements.

14 (c) The Reorganized Debtor shall not effect a reverse stock split in the Reorganized
15 Debtor's common stock within the first 18 months following the Effective Date, unless such
16 stock split is directly tied to its becoming listed on a national exchange.

17 (d) Signature shall recommend to the compensation committee of the Reorganized
18 Debtor's Board of Directors a two year compensation package consisting of a \$6,000-\$9,000
19 cash per quarter base director fee and the remainder in equity compensation, such as 75,000-
20 100,000 stock options intended to qualify as incentive stock options or other forms of equity
21 compensation of similar value per director vesting ratably over the two year period.

22 (e) The Reorganized Debtor shall disseminate 8-K reports regarding post Effective
23 Date material developments affecting the Reorganized Debtor, including, but not limited to:

- 24 • Changes in directors and officers;
- 25 • Changes in compensation of directors and officers;
- 26 • Entering into (and terminating) material agreements;
- 27 • The acquisition or disposal of significant assets, including costs associated with
28 disposal activities;

- 1 • Loans or other investments in excess of \$5 million;
- 2 • The creation of a financial obligation (or an obligation under an off-balance sheet
- 3 arrangement);
- 4 • Events that trigger accelerations or increase amounts due with respect to financial
- 5 obligations;
- 6 • Material impairment of assets;
- 7 • Material modification to the rights of security holders; and
- 8 • Any other disclosure that would be required under Regulation FD.

9 29. This Order shall be effective upon its entry on the Court's docket, and the stay imposed
10 by Bankruptcy Rule 3020(e) shall not apply.

11 30. The Court reserves jurisdiction to enter appropriate orders in aid of implementation of
12 the Signature Plan pursuant to section 1142.

13 31. Prior to the Effective Date, Signature is authorized to make non-material technical
14 modifications to the Signature Plan without further approval or order of this Court after notice to the
15 Debtor, the Creditors Committee and the Equity Committee with the opportunity for such noticed
16 parties to be heard. After the Effective Date, Signature is authorized to make non-material technical
17 modifications to the Signature Plan without further approval or order of this Court.

18 32. Except as governed by the Signature Plan, on and after the Effective Date the
19 Reorganized Debtor is authorized to make all settlements and dispositions of property without further
20 approval or order of this Court.

21 33. Once the Estate has been fully administered as referred to in Bankruptcy Rule 3022, the
22 Reorganized Debtor shall file a motion with this Court to obtain a final decree to close the Case.

23 34. The Reorganized Debtor shall mail notice of entry of this Order and of the Effective
24 Date to all creditors of record and all shareholders of record as of the date of entry of this Order.

25 35. Any and all objections to the Signature Plan or confirmation of the Signature Plan not
26 previously withdrawn, settled or stricken are overruled by this Order.

27
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1 36. The Court reserves jurisdiction to enter appropriate orders in aid of implementation of
2 the Signature Plan pursuant to Bankruptcy Code section 1142. The Court may properly retain
3 jurisdiction over the matters set forth in Section IV.K of the Signature Plan.

4 37. In accordance with Local Bankruptcy Rule 3020-1(b), **on or before**
5 **November 4, 2010**, the Reorganized Debtor shall file a status report explaining what progress has
6 been made toward consummation of the Plan. The Reorganized Debtor shall serve such report on the
7 U.S. Trustee, and those parties who have requested special notice. Until the entry of the Final Decree,
8 further status reports shall be filed every 180 days and served on the same Persons. Following the
9 Entry of the Final Decree, the Reorganized Debtor will post quarterly status reports on the
10 Reorganized Debtor's website until the earlier of (a) eighteen months after the Effective Date, or
11 (b) the date upon which the Reorganized Debtor has become current in its SEC reporting
12 requirements. A post-confirmation status conference will be held on **November 18, 2010 at 10:30**
13 **a.m.** before the Honorable Erithe A. Smith, United States Bankruptcy Judge, in courtroom 5A located
14 at 411 W. Fourth Street, Santa Ana, CA 92701.

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25 DATED: May 25, 2010


United States Bankruptcy Judge

1 As to Paragraph 28 of this Order, it is so stipulated:
2

3 Dated: May 11, 2010
4

By: _____
5

6 JOHN P. SCHAFER, an attorney with
7 MANDERSON, SCHAFER & McKINLAY
8 LLP, attorneys for and on behalf of
9 SIGNATURE GROUP HOLDINGS, LLP

10 By: _____
11

12 EVAN SMILEY, an attorney with
13 WEILAND, GOLDEN, SMILEY, WANG
14 EKVALL & STROK, LLP, attorneys for and
15 on behalf of the OFFICIAL COMMITTEE
16 OF EQUITY HOLDERS
17
18
19
20
21
22
23
24
25
26
27
28

1 APPROVED AS TO FORM AND CONTENT; SUPPORT IMMEDIATE ENTRY OF THE ORDER

2
3 Dated: May 14, 2010

By: /s/ Whitman L. Holt

WHITMAN L. HOLT
STUTMAN, TREISTER & GLATT, P.C.,
Attorneys for the DEBTOR

6
7 By: /s/ Evan Smiley

EVAN SMILEY
WEILAND, GOLDEN, SMILEY, WANG EKVALL
& STROK, LLP, Attorneys for the OFFICIAL
COMMITTEE OF EQUITY HOLDERS

10
11 By: /s/ Jonathan S. Shenson

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Attorneys for the OFFICIAL COMMITTEE OF
UNSECURED CREDITORS

14
15 By: /s/ Aram Ordubegian

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ANDREW I. SILFEN (admitted pro hac vice)
JEFFREY N. ROTHLEDER (admitted pro hac vice),
Attorneys for WELLS FARGO BANK, N.A. and
WELLS FARGO DELAWARE TRUST
COMPANY

18
19
20 By: /s/ Christina M. Padien

CHRISTINA M. PADIEN
AKIN GUMP STRAUSS HAUER & FELD LLP

21
22 - and -

23 MARK R. SOMERSTEIN (admitted pro hac vice)
24 MENACHEM M. BENSIGNER (admitted pro hac
25 vice)
ROPES & GRAY LLP

26 Attorneys for HSBC BANK USA, NATIONAL
27 ASSOCIATION
28

In re:

Fremont General Corporation Debtor(s).

Main Document Page 28 of 40

CHAPTER: 11

Debtor(s).

CASE NUMBER: 8:08-bk-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 a 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:
611 Anton Blvd., Suite 1400, Costa Mesa, CA 92626

A true and correct copy of the foregoing document described as ORDER CONFIRMING "SIGNATURE GROUP HOLDINGS, LLC'S FOURTH AMENDED CHAPTER 11 PLAN OF REORGANIZATION OF FREMONT GENERAL CORPORATION, JOINED BY JAMES MCINTYRE AS CO-PLAN PROPONENT (DATED MAY 11, 2010)"

_____ 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 May 14, 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 addressed 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 May 14, 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 follow. 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 May 14, 2010 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 mailing to the judge will be completed no later than 24 hours after the document is filed

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VIA HAND DELIVERY

Hon. Erithe A. Smith, U.S. Bankruptcy Ct.
411 W. Fourth Street, Santa Ana, CA 92701
(Bin Outside or Room 5097)

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.

May 14, 2010
Date

Amie Tancas
Type Name

/s/ Amie Tancas
Signature

This form is mandatory. It has been approved for use by the United States Bankruptcy Court for the Central District of California.

In re: Fremont General Corporation Debtor(s). Debtor(s).	CHAPTER: 11 CASE NUMBER: 8:08-13421-ES
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ADDITIONAL SERVICE INFORMATION (if needed):

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In re: Fremont General Corporation	Debtor(s)	CHAPTER: 11	CASE NUMBER: 8:08-bk-13421-ES
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NOTE TO USERS OF THIS FORM:

- 1) Attach this form to the last page of a proposed Order or Judgment. Do not file as a separate document.
- 2) The title of the judgment or order and all service information must be filled in by the party lodging the order.
- 3) **Category I.** below: The United States trustee and case trustee (if any) will always be in this category.
- 4) **Category II.** below: List ONLY addresses for debtor (and attorney), movant (or attorney) and person/entity (or attorney) who filed an opposition to the requested relief. **DO NOT** list an address if person/entity is listed in category I.

NOTICE OF ENTERED ORDER AND SERVICE LIST

Notice is given by the court that a judgment or order entitled (*specify*) **ORDER CONFIRMING “SIGNATURE GROUP HOLDINGS, LLC’S FOURTH AMENDED CHAPTER 11 PLAN OF REORGANIZATION OF FREMONT GENERAL CORPORATION, JOINED BY JAMES MCINTYRE AS CO-PLAN PROPONENT (DATED MAY 11, 2010)”** was entered on the date indicated as Entered@ on the first page of this judgment or order and will be served in the manner indicated below:

I. SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF) Pursuant to controlling General Order(s) and Local Bankruptcy Rule(s), the foregoing document was served on the following person(s) by the court via NEF and hyperlink to the judgment or order. As of May 14, 2010, the following person(s) are currently on the Electronic Mail Notice List for this bankruptcy case or adversary proceeding to receive NEF transmission at the email address(es) indicated below.

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In re: Fremont General Corporation	Debtor(s).	CHAPTER: 11 CASE NUMBER: 8:08-bk-13421-ES
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Service information continued on attached page

II. SERVED BY THE COURT VIA U.S. MAIL: A copy of this notice and a true copy of this judgment or order was sent by United States Mail, first class, postage prepaid, to the following person(s) and/or entity(ies) at the address(es) indicated below:

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

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Service information continued on attached page

III. TO BE SERVED BY THE LODGING PARTY: Within 72 hours after receipt of a copy of this judgment or order which bears an Entered@ stamp, the party lodging the judgment or order will serve a complete copy bearing an Entered@ stamp by U.S. Mail, overnight mail, facsimile transmission or email and file a proof of service of the entered order on the following person(s) and/or entity(ies) at the address(es), facsimile transmission number(s), and/or email address(es) indicated below:

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