



ORIGINAL FILED

JUL 11 2006

LOS ANGELES
SUPERIOR COURT

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 Insurance Commissioner of the State of California, in his
 capacity as the Liquidator of Fremont Indemnity Company

11 IN THE SUPERIOR COURT OF THE STATE OF CALIFORNIA
 12 FOR THE COUNTY OF LOS ANGELES
 13 CENTRAL CIVIL WEST – COMPLEX LITIGATION

15 INSURANCE COMMISSIONER OF THE
 STATE OF CALIFORNIA,
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 Applicant,
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 v.
 18 FREMONT INDEMNITY COMPANY,
 19
 Respondent.

CASE NO. BS083582
 [Assigned for All Purposes to the
 Honorable Wendell Mortimer, Jr.]
 [PROPOSED] ORDER APPROVING
 LIQUIDATOR'S PROPOSAL TO
 DISBURSE ASSETS TO STATE
 INSURANCE GUARANTEE
 ASSOCIATIONS OR FUNDS
 Date: July 11, 2006
 Time: 8:30 a.m.
 Dept.: 307 – Central Civil West
 Judge: Hon. Wendell Mortimer, Jr.

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The Verified Application for Order Approving Liquidator's Proposal to Disburse Assets to State Insurance Guarantee Associations or Funds of the Insurance Commissioner of the State of California, in his capacity as Liquidator of Fremont Indemnity Company ("Liquidator"), was heard in Department 307 of the above-entitled court, on July 11, 2006, at 8:30 a.m., the Honorable Wendell Mortimer, Jr., presiding. Having read and considered the Application, the Memorandum of Points and Authorities submitted in support thereof and, argument having been heard and good cause appearing,

IT IS HEREBY ORDERED that:

1. The Application is granted;
2. The Liquidator is authorized to disburse \$168,063,039 of the assets of Fremont Indemnity Company in liquidation to the state insurance guarantee associations or funds, subject to final adjustments of the disbursement amount;
3. The Liquidator is authorized to enter into the Assignment and Assumption Agreement with the IGAs in the form attached as Exhibit B to the Application; and
4. The Liquidator is authorized to take any and all action necessary to accomplish the purposes of this Order.

Dated: JUL 11 2006

 WENDELL R. MORTIMER, JR.
Judge of the Superior Court