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FREMONT GENERAL CORP  
Form 10-Q  
August 09, 2005

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT UNDER SECTION 13 OR 15 (d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2005

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

For the Transition period from \_\_\_\_\_ to \_\_\_\_\_

COMMISSION FILE NUMBER 001-08007

FREMONT GENERAL CORPORATION  
(Exact name of registrant as specified in its charter)

NEVADA  
(State or other jurisdiction of  
incorporation or organization)

95-2815260  
(I.R.S. Employer  
Identification No.)

2425 Olympic Boulevard  
Santa Monica, California 90404  
(Address of principal executive offices)  
(Zip Code)

(310) 315-5500  
(Registrant's telephone number, including area code)

NOT APPLICABLE  
(Former Name or Former Address, if Changed Since Last Report)

Indicate by check mark whether the registrant: (1) has filed all reports required by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock:

SHARES OUTSTANDING

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CLASS  
Common Stock, \$1.00 par value

JULY 31, 2005  
77,878,000

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## FREMONT GENERAL CORPORATION

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FREMONT GENERAL CORPORATION AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS

JUNE 30,  
2005

-----  
(UNAUDITED)  
(THOUSANDS OF DOLLARS)

ASSETS

Cash and cash equivalents .....	\$ 1,422,815
Investment securities classified as available for sale at fair value .....	1,037
Federal Home Loan Bank ("FHLB") stock at cost .....	156,284
Loans held for sale - net .....	5,489,368
Loans held for investment - net .....	3,576,832
Mortgage servicing rights - net .....	22,318
Residual interests in securitized loans at fair value .....	16,784
Accrued interest receivable .....	32,122
Real estate owned .....	21,739
Premises and equipment - net .....	59,886
Deferred income taxes .....	132,331
Other assets .....	67,759
	-----
TOTAL ASSETS .....	\$ 10,999,275
	=====

LIABILITIES

Deposits:	
Savings accounts .....	\$ 1,192,069
Money market deposit accounts .....	419,681
Certificates of deposit .....	6,713,986
	-----
	8,325,736
Warehouse lines of credit .....	-
Federal Home Loan Bank advances .....	857,000
Senior Notes due 2009 .....	180,290
Liquid Yield Option Notes due 2013 ("LYONs") .....	-
Junior Subordinated Debentures .....	103,093
Other liabilities .....	335,493
	-----
TOTAL LIABILITIES .....	9,801,612
Commitments and contingencies .....	-

STOCKHOLDERS' EQUITY

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Preferred stock, par value \$ .01 per share - Authorized: 2,000,000 shares; none issued .....	-
Common stock, par value \$1 per share - Authorized: 150,000,000 shares; Issued and outstanding: (2005 - 77,936,000 and 2004 - 77,241,000) .....	77,936
Additional paid-in capital .....	343,974
Retained earnings .....	832,933
Deferred compensation .....	(61,369)
Accumulated other comprehensive income .....	4,189
	-----
TOTAL STOCKHOLDERS' EQUITY .....	1,197,663
	-----
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY .....	\$ 10,999,275
	=====

The accompanying notes are an integral part of these statements.

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FREMONT GENERAL CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)

	THREE MONTHS ENDED JUNE 30,	
	2005	2004
	-----	-----
	(THOUSANDS OF DOLLARS)	
INTEREST INCOME:		
Interest and fee income on loans:		
Residential .....	\$ 125,764	\$ 95,003
Commercial .....	76,457	73,087
Other .....	84	165
	-----	-----
	202,305	168,255
Interest income - other .....	8,645	2,774
	-----	-----
	210,950	171,029
INTEREST EXPENSE:		
Deposits .....	62,300	35,024
FHLB advances .....	12,213	8,331
Warehouse lines of credit .....	2,337	125
Senior Notes .....	3,651	3,765
Junior Subordinated Debentures .....	2,319	2,319
Other .....	168	60
	-----	-----
	82,988	49,624
Net interest income .....	127,962	121,405
Provision for loan losses .....	(4,216)	146

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Net interest income after provision for loan losses .....	132,178	121,259
NON-INTEREST INCOME:		
Net gain on whole loan sales and securitizations		
of residential real estate loans .....	91,964	127,050
Loan servicing income .....	16,201	7,630
Mortgage servicing rights amortization and		
impairment provision .....	(4,807)	(4,514)
Impairment on residual assets .....	(572)	-
Other .....	5,784	6,471
	-----	-----
	108,570	136,637
NON-INTEREST EXPENSE:		
Compensation and related .....	55,654	68,046
Occupancy .....	6,942	3,552
Other .....	28,119	23,249
	-----	-----
	90,715	94,847
INCOME BEFORE INCOME TAXES .....	150,033	163,049
INCOME TAX EXPENSE .....	59,263	67,671
	-----	-----
NET INCOME .....	\$ 90,770	\$ 95,378
	=====	=====
EARNINGS PER SHARE:		
Basic .....	\$ 1.25	\$ 1.32
Diluted .....	1.21	1.30
CASH DIVIDENDS DECLARED PER COMMON SHARE .....	\$ 0.08	\$ 0.06

The accompanying notes are an integral part of these statements.

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FREMONT GENERAL CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (UNAUDITED)

	COMMON STOCK	ADDITIONAL PAID-IN CAPITAL	RETAINED EARNINGS	DEFERRED COMPENSATION
	-----	-----	-----	-----
	(THOUSANDS OF DOLLAR)			
BALANCE AT DECEMBER 31, 2003 .....	\$ 75,990	\$ 296,000	\$ 328,044	\$ (35,
Net income .....	-	-	178,041	
Cash dividends declared .....	-	-	(8,336)	
Conversion of LYONS .....	3	41	-	
Stock options exercised .....	792	14,828	-	

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Retirement of common stock .....	(12)	(38)	-	
Shares issued, acquired or allocated for employee benefit plans .....	393	8,595	-	(39,7)
Amortization of restricted stock .....	-	-	-	7,
Shares allocated to ESOP .....	-	4,829	-	15,
Other adjustments .....	-	(2,700)	-	3,
Net change in unrealized gain on investments and residual interests, net of deferred taxes .....	-	-	-	
BALANCE AT JUNE 30, 2004 .....	\$ 77,166	\$ 321,555	\$ 497,749	\$ (49,4)
	=====	=====	=====	=====
BALANCE AT DECEMBER 31, 2004 .....	\$ 77,241	\$ 330,328	\$ 663,580	\$ (58,9)
Net income .....	-	-	180,872	
Cash dividends declared .....	-	-	(11,519)	
Conversion of LYONs .....	35	560	-	
Retirement of common stock .....	(34)	(174)	-	2
Shares issued, acquired or allocated for employee benefit plans .....	694	15,013	-	(35,4)
Amortization of restricted stock .....	-	-	-	9,8
Shares allocated to ESOP .....	-	(1,368)	-	25,8
Change in cost of common stock held in trust .....	-	-	-	(5,6)
Other adjustments .....	-	(385)	-	2,7
Net change in unrealized gain on investments and residual interests, net of deferred taxes .....	-	-	-	
BALANCE AT JUNE 30, 2005 .....	\$ 77,936	\$ 343,974	\$ 832,933	\$ (61,3)
	=====	=====	=====	=====

The accompanying notes are an integral part of these statements.

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FREMONT GENERAL CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

	SIX MONTH JUNE
	----- 2005 ----- (THOUSANDS)
OPERATING ACTIVITIES	
Net income .....	\$ 180,872
Adjustments to reconcile net income to net cash provided by (used in) operating activities:	
Provision for loan losses .....	(3,180)
Increase in mortgage servicing rights .....	(14,027)

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Increase in residual interests in securitized loans .....	(3,752)
Cash from residual interests in securitized loans .....	9,892
Deferred income tax expense .....	21,349
Depreciation, amortization and impairment of retained interests .....	23,285
Decrease in accrued interest .....	1,999
Change in other assets .....	(13,876)
Increase in borrower principal and interest due investors .....	29,437
Increase in accrued Employee Stock Ownership Plan .....	13,553
Increase in premium recapture and repurchase reserve .....	12,127
Increase in deferred compensation obligation .....	10,768
Decrease in federal and state income taxes payable .....	(46,556)
Change in accrued incentive compensation .....	(42,556)
Change in accounts payable and other liabilities .....	19,299
	-----
NET CASH PROVIDED BY OPERATING ACTIVITIES BEFORE LOANS HELD FOR	
SALE ACTIVITY .....	198,634
Originations of residential real estate loans held for sale .....	(16,856,044)
Sale of and payments received from residential real estate loans	
held for sale .....	16,817,068
	-----
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES .....	159,658
INVESTING ACTIVITIES	
Originations and advances funded for loans held for portfolio .....	(1,583,933)
Payments received from and sales of loans held for portfolio .....	1,329,128
Decrease in investment securities available for sale .....	190
Net purchases of FHLB stock .....	(79,157)
Purchases of premises and equipment .....	(13,328)
	-----
NET CASH USED IN INVESTING ACTIVITIES .....	(347,100)
FINANCING ACTIVITIES	
Deposits accepted, net of repayments .....	778,756
FHLB advances, net of repayments .....	(43,000)
Extinguishment of LYONs and Senior Notes .....	(30)
Dividends paid .....	(10,691)
Stock options exercised .....	-
Increase in deferred compensation plans .....	(19,753)
	-----
NET CASH PROVIDED BY FINANCING ACTIVITIES .....	705,282
Change in cash and cash equivalents .....	517,840
Cash and cash equivalents at beginning of period .....	904,975
	-----
Cash and cash equivalents at end of period .....	\$ 1,422,815
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The accompanying notes are an integral part of these statements.

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	THREE MONTHS ENDED JUNE 30,	
	2005	2004
	-----	-----
	(THOUSANDS)	
Net income .....	\$ 90,770	\$ 95,378
Other comprehensive income (loss):		
Net change in unrealized gains (losses) during the period:		
Residual interests in securitized loans .....	6,110	(4,124)
Investment securities .....	(1)	(26)
	-----	-----
	6,109	(4,150)
Less deferred income tax expense (benefit) .....	2,444	(1,660)
	-----	-----
Other comprehensive net income (loss) .....	3,665	(2,490)
	-----	-----
TOTAL COMPREHENSIVE NET INCOME .....	\$ 94,435	\$ 92,888
	=====	=====

The accompanying notes are an integral part of these statements.

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FREMONT GENERAL CORPORATION AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(UNAUDITED)

NOTE 1: BASIS OF PRESENTATION

The accompanying consolidated financial statements include the accounts of Fremont General Corporation ("Fremont General") and its subsidiaries (together the "Company"), including the Company's principal operating subsidiary, Fremont Investment & Loan ("FIL"), a California chartered industrial bank which is engaged in commercial and residential real estate lending on a nationwide basis. The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"). All intercompany balances and transactions have been eliminated in consolidation.

The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that materially affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities at the date of the financial statements and revenues and expenses during the reporting period. Actual results could differ from those estimates. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for the fair presentation of the interim financial statements have been included. The operating results for the three and six month periods ended June 30, 2005 are not necessarily indicative of the results that may be expected for the year ended December 31, 2005.

The unaudited interim consolidated financial statements should be read in



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conjunction with the consolidated financial statements and related notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2004. Certain prior period amounts have been reclassified to conform to the current period presentation.

### NOTE 2: NEW ACCOUNTING STANDARDS

In March 2005, the United States Securities and Exchange Commission ("SEC") issued Staff Accounting Bulletin No. 107 ("SAB 107") to provide public companies additional guidance in applying the provisions of Statement of Financial Accounting Standards No. 123(R), Share-Based Payment ("SFAS No. 123R"). SAB 107 expresses the SEC staff's views regarding the interaction between SFAS No. 123R and certain SEC rules and regulations and provides further information regarding the valuation of share-based payment arrangements for public companies. Subsequent to issuing SAB 107, in April 2005, the SEC adopted a new rule that allows companies to implement SFAS No. 123R at the beginning of their next fiscal year. Prior to the adoption of this new rule, calendar year-end companies would have been required to implement SFAS No. 123R as of the beginning of the third quarter of 2005. The Company does not believe

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that the adoption of SFAS No. 123R or the application of the guidance in SAB 107 will have a significant impact on the Company's financial position or results of operations.

In March 2005, the Financial Accounting Standards Board ("FASB") issued FASB Staff Position ("FSP") FIN 46(R)-5: Implicit Variable Interests under FASB Interpretation No. 46 (Revised December 2003), Consolidation of Variable Interest Entities ("FIN 46(R)-5"). This FSP was issued to address whether a reporting enterprise should consider whether it holds an implicit variable interest in a variable interest entity ("VIE") or potential VIE when specific conditions exist. FIN 46(R)-5 also provides additional guidance defining implicit variable interests as implied financial interests in an entity that change with changes in the fair value of the entity's net assets exclusive of variable interests. The Company does not believe that the adoption of FIN 46(R)-5 will have a significant impact on the Company's financial position or results of operations.

### NOTE 3: CASH AND CASH EQUIVALENTS

Cash and cash equivalents, as of the dates indicated, are summarized in the following table:

	JUNE 30, 2005 ----- (THOUSANDS OF
Cash on hand .....	\$ 248
FHLB shareholder transaction account .....	1,128,026
Federal Reserve account .....	2,093
U. S. Government Agency money market fund .....	117,630
Market interest rate account .....	10
Non-interest bearing deposits in other financial institutions .....	174,808

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Cash and cash equivalents .....	\$ 1,422,815
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The FHLB shareholder transaction account represents a short-term interest-bearing transaction account with the Federal Home Loan Bank of San Francisco. The Company's cash and cash equivalent balances were unrestricted as of June 30, 2005 and December 31, 2004.

NOTE 4: LOANS HELD FOR SALE

Loans held for sale consist solely of residential real estate loans (primarily first trust deeds, but also second trust deeds) which are aggregated prior to their sale and are carried at the lower of aggregate cost, or estimated fair value. Estimated fair values are based upon current secondary market prices for loans with similar coupons, maturities and credit quality.

The Company's residential real estate loans have loan terms for up to thirty years and are typically secured by first deeds of trust on single-family residences. The Company's residential real estate loans held for sale typically have a significant concentration (generally 75% or above) of "hybrid" loans which have a fixed rate of interest for an initial period (generally two years) after origination, after which the interest rate is adjusted to a rate equal to the sum of six-month LIBOR and a margin as set forth in the mortgage note. The interest rate then adjusts at each six-month interval thereafter, subject to various lifetime and periodic rate caps and floors. The loans are generally made to borrowers who do not satisfy all of the credit, documentation and other underwriting standards prescribed by conventional mortgage lenders and loan buyers, such as Fannie Mae and Freddie Mac, and are commonly referred to as "sub-prime" or "non-prime" loans.

A valuation reserve is maintained for certain non-performing loans and other loans held for sale based upon the Company's estimate of inherent losses. Provisions for the valuation reserve are charged against gain on sale of loans. The following table details the loans held for sale as of the dates indicated:

	JUNE 30, 2005
	-----
	(THOUSANDS OF
Loan principal balance:	
1st trust deeds .....	\$ 4,960,655
2nd trust deeds .....	516,448
	-----
	5,477,103
Basis adjustment for fair value hedge accounting .....	1,375
Net deferred direct origination costs .....	65,544

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	-----
	5,544,022
Less: Valuation reserve .....	(54,654)
	-----
Loans held for sale - net .....	\$ 5,489,368
	=====
Loans held for sale on non-accrual status .....	\$ 18,263
	=====

Since most of the loans that are held for sale are sold within 60 days, the amount of loans held for sale that are classified as non-accrual or become real estate owned, is generally small. Loans held for sale may include loans repurchased from previous whole loan sale transactions and securitizations. In the ordinary course of business, as the loans held for sale are sold, the Company makes standard industry representations and warranties about the loans. The Company may have to subsequently repurchase certain loans due to defects that occurred in the origination of the loan. Such defects are categorized as documentation errors, underwriting errors, or fraud. In addition, the Company is generally required to repurchase loans that experience first payment defaults (and in limited cases, second payment defaults). If there are no such defects or early payment defaults, the Company has no commitment to repurchase loans sold. During the second quarter of 2005, the Company repurchased a total of \$47.7 million in loans, as compared to \$20.2 million in the second quarter of 2004. The Company maintains a reserve for the effect of loans estimated to be repurchased that require a valuation reserve upon repurchase, which is included in other liabilities and totaled \$10.2 million and \$4.8 million as of June 30, 2005 and December 31, 2004, respectively. Provisions for the repurchase reserve are charged against gain on sale of loans.

The Company also maintains a reserve for premium recapture that represents the estimate of potential refunds of premiums received on previously completed loan sales (due to early loan prepayments or for certain loans repurchased from prior sales) that may occur under the provisions of the various agreements entered into for the sale of loans held for sale; this reserve totaled \$6.1 million and \$3.9 million as of June 30, 2005 and December 31, 2004, respectively, and is included in other liabilities. Provisions for the premium recapture reserve are charged against gain on sale of loans.

NOTE 5: LOANS HELD FOR INVESTMENT

Loans held for investment consist of the Company's commercial real estate loans. Commercial real estate loans, which are primarily variable rate (generally based upon six-month LIBOR and a margin), represent loans secured primarily by first mortgages on properties such as multi-family, office, retail, industrial, land development, lodging, and commercial mixed-use properties. The commercial real estate loans are comprised of permanent, bridge and construction loans of relatively short duration (rarely more than five years in length of term and typically shorter, such as two to three years).

As of June 30, 2005, the Company had \$2.2 billion in unfunded commitments for existing loans and \$258.4 million in unfunded commitments for loans not yet booked, as compared to \$1.8 billion and \$218.8 million, respectively, as of December 31, 2004. Due to the variability in the timing of the funding of these



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Loans held for investment - net .....	\$ 3,308,617	\$ 4,472
	=====	=====

The following table sets forth information regarding the Company's commercial real estate loans on non-accrual status and restructured loans on accrual status. In cases where a borrower experiences financial difficulties and the Company makes certain concessionary modifications to contractual terms (typically a reduction of the interest rate charged), the loan is classified as a restructured (accruing) loan if the loan is performing in accordance with the agreed upon modified loan terms and projected cash proceeds are deemed sufficient to repay both principal and interest. Restructured loans are presented as such in the period of restructure and the three subsequent quarters.

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	JUNE 30, 2005	DEC
	-----	---
	(THOUSANDS OF DO	
Non-accrual commercial real estate loans held for investment .....	\$ 33,113	\$
	=====	=====
Restructured commercial real estate loans on accrual status .....	\$ 12,412	\$
	=====	=====

The Company employs a documented and systematic methodology in determining the adequacy of its allowance for loan losses, which assesses the risk of losses inherent in the portfolio, and represents the Company's estimate of probable inherent losses in the loan portfolio as of the date of the financial statements. The allowance for loan losses methodology incorporates management's judgment concerning the effect of recent economic events on portfolio performance, as well as concentration factors (such as property types, geographic regions and loan sizes). Activity in the allowance for loan losses is summarized in the following tables:

	THREE MONTHS ENDED JUNE 30,		SIX JU
	----- 2005 -----	----- 2004 -----	----- 2005 -----
	(THOUSANDS OF DOLLARS)		
Beginning balance .....	\$ 171,941	\$ 220,816	\$ 171,525
Provision for loan losses .....	(4,216)	146	(3,180)
Charge-offs .....	(8,197)	(6,388)	(12,180)

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Recoveries .....	428	152	3,791
	-----	-----	-----
Net charge-offs .....	(7,769)	(6,236)	(8,389)
	-----	-----	-----
Ending balance .....	\$ 159,956	\$ 214,726	\$ 159,956
	=====	=====	=====

In addition to its allowance for loan losses, the Company maintains an allowance for unfunded commercial real estate loan commitments on existing loans and, to a lesser degree, loans not yet funded; this allowance totaled \$8.6 million and \$7.1 million as of June 30, 2005 and December 31, 2004, respectively, and is included in other liabilities.

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NOTE 6: REAL ESTATE OWNED

The Company's real estate owned ("REO") consists of property acquired through or in lieu of foreclosure on loans secured by real estate. REO is reported in the financial statements at the lower of cost or estimated realizable value (net of estimated costs to sell). REO consisted of the following types of property as of the periods indicated:

	JUNE 30, 2005	DEC 31, 2004
	-----	-----
	(THOUSANDS OF DOLLARS)	(THOUSANDS OF DOLLARS)
Commercial real estate .....	\$ 18,106	\$ 18,106
Residential real estate .....	3,633	3,633
	-----	-----
Real estate owned .....	\$ 21,739	\$ 21,739
	=====	=====

NOTE 7: MORTGAGE SERVICING RIGHTS

At the time of securitization or sale of loans on a whole loan basis with servicing rights retained, the Company analyzes whether the benefits of servicing are greater than or less than adequate compensation and, as a result, records a mortgage servicing rights asset or liability ("MSR"), respectively. The estimated fair value of the Company's mortgage servicing rights at June 30, 2005 and December 31, 2004 was \$22.3 million and \$18.0 million, respectively. The following tables summarize the activity in the Company's mortgage servicing rights asset as of the periods indicated:

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	THREE MONTHS ENDED JUNE 30,		SIX MONTHS JUNE
	2005	2004	2005
	(THOUSANDS OF DOLLARS)		
Beginning balance .....	\$ 23,196	\$ 11,438	\$ 20,044
Additions from securitization transactions .....	6,391	5,808	14,027
Amortization .....	(5,062)	(2,037)	(9,547)
Ending balance before valuation allowance .....	24,525	15,209	24,524
Valuation allowance			
Beginning balance .....	(2,462)	-	(2,042)
Provision for temporary impairment .....	255	(2,477)	(164)
Ending balance .....	(2,207)	(2,477)	(2,206)
Mortgage servicing rights - net .....	\$ 22,318	\$ 12,732	\$ 22,318

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As servicer, the Company is required to make certain advances on specific loans it is servicing, to the extent such advances are deemed collectible by the Company, from collections related to the individual loan. The total amount outstanding of such servicing advances was \$8.7 million and \$5.3 million at June 30, 2005 and December 31, 2004, respectively, and is included in other assets.

The fair value of the MSR's is derived from the net positive cash flows associated with the servicing agreements. The Company determines the fair value of the MSR's at the time of securitization and at each reporting date by the use of a cash flow model that incorporates prepayment speeds, discount rate and other key assumptions management believes are consistent with assumptions other major market participants use in valuing the MSR's. The Company determined, as part of its on-going assessment of the assumptions used to value its MSR's, to increase the discount rate utilized to 15.0% during the first quarter of 2005. The key economic assumptions used in subsequently measuring the fair value of the Company's MSR's as of the periods indicated are as follows:

	JUNE 30, 2005	DEC
Weighted-average life (years) .....	1.5	
Weighted-average annual prepayment speed .....	48.2%	
Weighted-average annual discount rate .....	15.0%	

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NOTE 8: RESIDUAL INTERESTS IN SECURITIZED LOANS

Residual interests in loan securitizations are recorded as a result of the sale of residential real estate loans through a securitization transaction and the subsequent issuance of net interest margin securities ("NIMs") to monetize the residual interest from the original securitization transaction.

Residual interests represent the discounted expected future residual cash flows from the securitizations that inure to the Company's benefit subject to prepayment, net lifetime credit losses and other factors. The following tables summarize the activity of the Company's residual interests:

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	THREE MONTHS ENDED JUNE 30,	
	----- 2005 -----	----- 2004 -----
	(THOUSANDS OF DOLLARS)	
Beginning balance at fair value .....	\$ 12,449	\$ 13,741
Additions to residual interests .....	1,467	1,574
Interest accretion .....	2,969	948
Cash received .....	(5,639)	-
Fair value adjustment .....	6,110	(4,124)
Permanent impairment .....	(572)	-
	-----	-----
Residual interests in securitized loans at fair value .....	\$ 16,784	\$ 12,139
	=====	=====

Loans sold through securitization transactions are done so on a non-recourse basis to off-balance sheet qualified special purpose entities ("QSPEs"), except for representations and warranties customary within the mortgage banking industry. In a NIM transaction, the certificates representing the residual interest in certain excess cash flows from the original securitization transaction are transferred to a QSPE, which issues interest-bearing securities. The net proceeds from the sale of these NIM securities, along with a residual interest certificate, represents the consideration received by the Company. The residual interest certificate retained from a NIM transaction is subordinate to the NIM securities issued until the NIM securities are paid in full. The residual interests retained from the NIM transactions are classified as "available-for-sale" securities and are measured at fair value; any unrealized gains or losses from adjustments to the estimated fair value, net of deferred taxes, are reported as part of accumulated other comprehensive income, which is a separate component of stockholders' equity. In the original securitizations and NIM transactions, a two-tier structure is utilized in which the loans are first sold to a special purpose corporation (referred to as the Depositor), which then transfers the loans to the QSPE. The Company's only ownership interest from its securitization transactions is reflected in the retained residual interests from the NIM transactions of \$16.8 million as detailed above.

As of June 30, 2005, a total of \$4.5 billion in loan principal was



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outstanding from the Company's securitization transactions. The total amount of loan principal originally securitized in these transactions was \$6.3 billion.

The Company determines the estimated fair values of the residual interests retained from the NIM transactions by discounting the expected net cash flows to be received utilizing the cash-out method. The Company uses the forward LIBOR curve for estimating interest rates on the adjustable rate loans and the variable rate securities, and utilizes other assumptions that management believes are consistent with assumptions other major market participants would use to estimate the fair value of similar residual

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interests. Key economic assumptions used in subsequently measuring the fair value of the Company's residual interests as of the periods indicated are as follows:

	JUNE 30, 2005	DEC -----
Weighted-average life (years) .....	1.6	
Weighted-average annual prepayment speed (CPR) .....	46.4%	
Weighted-average lifetime credit losses .....	4.5%	
Weighted-average annual discount rate .....	20.0%	

### NOTE 9: DERIVATIVE FINANCIAL INSTRUMENTS

The Company utilizes derivative financial instruments in connection with its interest rate risk management activities. In accordance with its interest rate risk strategy, the Company currently utilizes a combination of forward sales commitments and Eurodollar futures contracts to hedge its residential loans held for sale and a certain portion of its unfunded pipeline of interest rate lock commitments. These derivatives are intended to reduce the risk of adverse fair value changes in certain interest rate environments. The Company's forward sales commitments represent obligations to sell loans at a specific price and date in the future; therefore, the value of these commitments increase as interest rates increase. Short Eurodollar futures contracts are standardized exchange-traded contracts, the values of which are tied to spot Eurodollar rates at specified future dates. The value of these futures contracts increase when interest rates rise. Conversely, the value of the forward sales commitments and the short Eurodollar positions decrease when interest rates decrease, while the related loans are expected to increase in value. The values of the loans, the forward sales commitments and the Eurodollar positions may not move in corresponding amounts and time frames and may result in a negative or positive impact on earnings in any given period. In accordance with Statement of Financial Accounting Standards No. 133, Accounting for Derivatives and Hedging Activities, as amended and interpreted ("SFAS No. 133"), the derivative financial instruments are reported at their fair value.

At June 30, 2005, the Company's commitments to sell forward its residential real estate loans to third party investors in whole loan sales transactions were

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approximately \$4.12 billion at various rates and terms. The Company distinguishes commitments to sell forward loans in two categories, allocated and unallocated. At June 30, 2005, allocated and unallocated forward sale commitments notional amounts were \$870.0 million and \$3.25 billion, respectively. Allocated forward sales commitments are contractual sales

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agreements whereby a specific pool of loans is agreed upon to be sold to specific buyers at a contractually agreed upon date and price. In accordance with SFAS No. 133, the allocated forward sales commitments are accounted for as fair value hedges designated to specific pools of loans that have been contractually agreed upon for sale. Unallocated forward sales commitments are agreements that provide a fixed price on a pool of loans not yet specified, these commitments are treated as economic hedges (and are not currently designated as accounting hedges) and are classified as free-standing derivatives. Changes in the fair value of both the unallocated and allocated forward sales commitments are reported as a component of gain on sale of residential real estate loans and as either other assets or liabilities, as applicable. The amount of hedge ineffectiveness related to allocated forward sales commitments is immaterial.

At June 30, 2005, the Company had a pipeline of loans in process of approximately \$2.29 billion in new residential real estate loans, generally subject to the potential borrower meeting the conditions of the loan approval. The Company conditionally quotes interest rates to potential borrowers, which are then subject to adjustment by the Company if any such conditions are not satisfied. Since the Company generally funds the loans at the rates conditionally approved, the quotes are considered to constitute interest rate locks. These interest rate lock commitments, which generally are for 30 days, are treated as free-standing derivatives and are carried at their estimated fair value with any changes recorded as a component of gain on sale of residential real estate loans. Fair value is estimated based upon the change in the fair value of the underlying mortgage loans as adjusted for the probability of a certain amount of loans in the pipeline not funding within the terms of the initial rate lock. The change in fair value is measured from the date of the interest rate lock and, therefore, at the time of issuance, the value of the interest rate lock is zero.

The Company's Eurodollar futures contracts are currently treated as economic hedges and are not currently designated as accounting hedges and are classified as free-standing derivatives. As of June 30, 2005, the Company had in place short Eurodollar futures positions covering loan principal of \$1.30 billion and \$721.1 million for its loans held for sale and its unfunded loan pipeline, respectively. Eurodollar futures are utilized in an effort to offset the changes in value related to the loan inventory and pipeline without the necessity of restricting certain loan inventory or pipeline loans to a specific forward sale commitment. Eurodollar futures are carried at their fair value with any changes recorded as a component of gain on sale of residential real estate loans. Gains or losses on Eurodollar futures are recognized when such positions are closed out, typically when a forward sale commitment is entered into. The Company's Eurodollar futures contracts are collateralized by maintenance of a margin account which had a balance of \$7.5 million as of June 30, 2005.

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The estimated fair values of the Company's derivatives were as follows (included in other assets or liabilities, as applicable, in the consolidated balance sheets) for the periods indicated:

	JUNE 30, 2005	DEC 31, 2004
	-----	-----
	(THOUSANDS OF DOLLARS)	
Forward sale commitments .....	\$ (6,590)	\$
Eurodollar futures .....	562	
Interest rate lock commitments .....	(561)	
	-----	-----
	\$ (6,589)	\$
	=====	=====

NOTE 10: GAIN ON SALE AND SECURITIZATION OF RESIDENTIAL REAL ESTATE LOANS

The Company routinely sells and securitizes residential mortgage loans into the secondary market. Gains or losses are recognized at the date of settlement and when the Company has transferred control over the loans to either a transaction-specific securitization trust or to a third-party purchaser. The amount of gain or loss for loan sales or securitizations is based upon the difference between the net sales proceeds received, including any retained interests, and the allocated carrying amount of the loans (which includes the costs directly incurred with the origination of the loans, net of origination points and fees received, which are deferred and recognized when the loans are sold). The following tables present the detailed components of the gain on sale and securitization of loans:

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	THREE MONTHS ENDED JUNE 30,	
	----- 2005	----- 2004
	----- (THOUSANDS)	
Whole loan sales of residential real estate loans .....	\$ 8,776,193	\$ 4,385,574
Securitizations of residential real estate loans .....	981,717	790,125
	-----	-----
Total loan sales and securitizations - net of repurchases ..	\$ 9,757,910	\$ 5,175,699
	=====	=====
Gross premium recognized on loan sales and securitizations .....	\$ 268,120	\$ 208,849
Provision for premium recapture and reversal .....	(10,038)	(4,249)
Net gain (loss) on derivative instruments .....	(25,573)	1,678
Direct costs of loan originations - net .....	(125,464)	(75,081)
	-----	-----
	107,045	131,197

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Provision for valuation and repurchase reserves .....	(15,081)	(4,147)
	-----	-----
Net gain on sale .....	\$ 91,964	\$ 127,050
	=====	=====

The net gain or (loss) on derivative instruments included in the net gain on sale of residential real estate loans consists of the following items:

	THREE MONTHS ENDED JUNE 30,	
	2005	2004
	-----	-----
	(THOUSANDS)	
Eurodollar futures:		
Change in fair value .....	\$ (2,912)	\$ -
Net realized loss .....	(18,874)	-
Transaction expenses and other .....	(517)	-
	-----	-----
	(22,303)	-
Change in fair value of:		
Interest rate lock commitments .....	725	1,212
Forward sales commitments .....	(11,208)	(1,084)
Interest rate cap contracts .....	-	1,550
Loans held for sale subject to fair value hedges .....	7,213	-
	-----	-----
Net gain (loss) on derivative instruments .....	\$ (25,573)	\$ 1,678
	=====	=====

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NOTE 11: LOAN SERVICING INCOME

In addition to the securitized loans that it services, the Company also services loans sold to other financial institutions on an interim basis (until servicing is transferred to another party). The following tables present the components of loan servicing income for the Company:

	THREE MONTHS ENDED JUNE 30,	
	2005	2004
	-----	-----
	(THOUSANDS)	
Servicing fee income:		
Securitization transactions .....	\$ 5,214	\$ 2,583
Interim .....	7,768	4,175
Other .....	641	-
Ancillary income (1) :		

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Securitization transactions .....	927	426
Interim and other .....	1,136	700
Other .....	515	(254)
	-----	-----
Loan servicing income .....	\$ 16,201	\$ 7,630
	=====	=====

NOTE 12: INCOME TAXES

The major components of income tax expense are summarized in the following tables:

	THREE MONTHS ENDED JUNE 30,	
	2005	2004
	-----	-----
	(THOUSANDS)	
Federal:		
Current .....	\$ 39,644	\$ 36,006
Deferred .....	9,383	15,272
	-----	-----
	49,027	51,278
	-----	-----
State:		
Current .....	6,980	12,682
Deferred .....	3,256	3,711
	-----	-----
	10,236	16,393
	-----	-----
Total tax provision .....	\$ 59,263	\$ 67,671
	=====	=====

The deferred income tax balance includes the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and for income tax purposes. The components of the Company's deferred tax assets are summarized in the following table:

JUNE 30,	DE
2005	---
-----	---
(THOUSANDS OF D	

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Deferred tax assets:		
Mark-to-market on loans held for sale .....	\$ 75,253	\$
Allowance for loan losses .....	73,098	
Compensation related items .....	19,396	
State income and franchise taxes .....	7,880	
Other - net .....	-	
	-----	
Total deferred tax assets .....	175,627	
Deferred tax liabilities:		
Loan origination costs .....	(33,142)	
Mortgage servicing .....	(6,987)	
Other - net .....	(3,167)	
	-----	
Total deferred tax liabilities .....	(43,296)	
	-----	
Net deferred tax asset .....	\$ 132,331	\$
	=====	==

In assessing the realization of deferred income tax assets, the Company considers whether it is more likely than not that the deferred income tax assets will be realized. The ultimate realization of deferred income tax assets depends in part upon the generation of future taxable income during the periods in which temporary differences become deductible. In the Company's opinion, the deferred tax assets will be fully realized and no valuation allowance is necessary as the Company has the ability to generate sufficient future taxable income to realize the tax benefits.

The Company has accrued the expected maximum tax and interest exposure for tax matters that are either in the process of resolution or have been identified as having the potential for adjustment. These matters primarily consist of issues relating to the discontinued insurance operations, the apportionment of income to various states and the deduction of certain expenses.

NOTE 13: DEBT - FREMONT GENERAL CORPORATION

The debt of Fremont General is detailed in the following table; none of the Fremont General debt is guaranteed by FIL:

	JUNE 30, 2005	DE
	-----	---
	(THOUSANDS OF D	
Senior Notes due 2009, less discount (2005 - \$1,160; 2004 - \$1,317) .....	\$ 180,290	\$
Liquid Yield Option Notes due 2013, ("LYONs") less discount (2004 - \$339) .....	-	
Junior Subordinated Debentures .....	103,093	

-----  
 \$ 283,383  
 =====

On May 27, 2005, the Company notified the LYONs holders that it would redeem the entire principal amount of LYONs outstanding on June 30, 2005 at the redemption price equal to \$664.37 per \$1,000 principal amount. Prior to the redemption, holders had the option to convert LYONs into common stock of the Company of the rate of 38.5757 shares per \$1,000 principal amount.

Fremont General's 9% Junior Subordinated Debentures are the sole asset of Fremont General Financing I, a statutory business trust (the "Trust") wholly-owned by Fremont General. The Trust issued, and has outstanding, \$100 million of 9% Trust Originated Preferred SecuritiesSM (the "Preferred Securities") which represent preferred undivided beneficial interests in the Trust.

NOTE 14: DEPOSITS, FHLB ADVANCES AND WAREHOUSE LINES OF CREDIT - FREMONT INVESTMENT & LOAN

FIL utilizes the issuance of deposits, which are insured up to the maximum legal limit by the Federal Deposit Insurance Corporation, Federal Home Loan Bank ("FHLB") advances and warehouse lines of credit in funding its operations.

As of June 30, 2005, the weighted-average interest rate for savings and money market deposit accounts was 2.94% and for certificates of deposit it was 3.37%. The weighted-average interest rate for all deposits at June 30, 2005 was 3.29%.

Certificates of deposit as of June 30, 2005 are detailed by maturity and rates as follows:

AMOUNT ----- (THOUSANDS OF DOLLARS)	MATURING BY JUNE 30, -----	WEIGHTED AVERAGE RATE -----
\$ 6,647,946	2006	3.36%
12,763	2007	2.75%
3,464	2008	4.24%
49,172	2009	5.85%
641	2010	2.02%
----- \$ 6,713,986 =====		----- 3.37% =====

Of the total certificates of deposit outstanding at June 30, 2005, \$1.6 billion were obtained through brokers.

Interest expense on deposits is summarized as follows:

	THREE MONTHS ENDED 2005 ----- (THOUSANDS OF DOLLARS)
Savings and money market deposit accounts .....	\$ 10,928
Certificates of deposit .....	51,515
Penalties for early withdrawal .....	(143)
	-----
	\$ 62,300 =====
	SIX MONTHS ENDED 2005 ----- (THOUSANDS OF DOLLARS)
Savings and money market deposit accounts .....	\$ 20,768
Certificates of deposit .....	91,116
Penalties for early withdrawal .....	(228)
	-----
	\$ 111,656 =====

Total interest payments on deposits were \$59.9 million and \$37.9 million, for the three month periods ended June 30, 2005 and 2004, respectively, and \$108.4 million and \$72.0 million, for the six months ended June 30, 2005 and 2004, respectively.

FIL is a member of the Federal Home Loan Bank system, and as such maintains a credit line with the FHLB of San Francisco that is based upon a percentage of its total regulatory assets, subject to collateralization requirements and certain collateral sub-limits. Advances are primarily collateralized by residential loans held for sale, and to a lesser extent, by certain commercial loans held for investment. The maximum amount of credit which the FHLB will extend varies from time to time in accordance with their policies. FIL's maximum financing availability, based upon its level of regulatory assets and subject to the amount and type of collateral pledged and their respective advance rates, was \$3.79 billion as of June 30, 2005. At June 30, 2005 and December 31, 2004, FIL had an approximate maximum borrowing capacity based upon its pledged loan collateral of \$2.52 billion and \$2.11 billion, respectively, with outstanding borrowings of \$857.0 million and \$900.0 million, respectively. All borrowings mature within one year. FIL pledged loans with a carrying value of \$2.81 billion and \$2.37 billion at June 30, 2005 and December 31, 2004, respectively, to secure the current and any future borrowings. FIL's borrowing capacity can be used to borrow under various FHLB loan programs, including adjustable and



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fixed-rate financing, for periods ranging from one day to 30 years, with a variety of interest rate structures available. The weighted-average interest rate on the amount outstanding at June 30, 2005 was 2.40%. The borrowing capacity has no

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commitment fees or cost, requires minimum levels of investment in FHLB stock (FIL receives dividend income on its investment in FHLB stock), and can be withdrawn by the FHLB if there is any significant change in the financial or operating condition of FIL and is conditional upon its compliance with certain agreements covering advances, collateral maintenance, eligibility and documentation requirements. At June 30, 2005, FIL was in compliance with all requirements of its FHLB credit facility.

Total interest payments on advances from the FHLB were \$12.3 million and \$8.3 million, for the three month periods ended June 30, 2005 and 2004, respectively, and \$19.7 million and \$15.7 million, for the six months ended June 30, 2005 and 2004, respectively.

FIL has a line of credit with the Federal Reserve Bank of San Francisco ("Federal Reserve") and, at June 30, 2005 and December 31, 2004, had a borrowing capacity, based upon collateral pledged, of \$286.4 million and \$159.0 million respectively, with no outstanding borrowings at June 30, 2005 or December 31, 2004. FIL pledged loans with a carrying value of \$381.8 million and \$212.1 million at June 30, 2005 and December 31, 2004, respectively to the Federal Reserve. This line of credit is provided when all other sources of funds are not reasonably available and any such advances are made with the expectation that they will be repaid when the availability of the usual source of funds is restored, usually the next business day.

During 2003, FIL established three separate warehouse lines of credit to facilitate the funding of residential real estate loans prior to their sale or securitization. The total funding capacity available at June 30, 2005 under the three facilities was \$2.5 billion, of which \$1.25 billion was committed. There were no amounts outstanding on these facilities at June 30, 2005. Borrowings, if any, under each of the facilities are secured by loans held for sale as pledged by FIL. Each of the facilities is subject to certain conditions, including, but not limited to, financial and other covenants including the maintenance of certain capital and liquidity levels. At June 30, 2005, FIL was in compliance with all financial and other covenants related to these facilities.

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### NOTE 15: OTHER LIABILITIES

The following table details the composition of the Company's other liabilities as of the dates indicated:

JUNE 30,	DE
2005	---
-----	---

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Deferred compensation obligation .....	\$ 49,933	\$
Borrower principal and interest due investors .....	41,028	
Borrower escrow collections payable .....	33,376	
Accrued incentive compensation .....	32,115	
State income tax liability .....	31,998	
Accounts payable .....	21,074	
Premium recapture and repurchase reserve .....	16,271	
Federal income tax liability .....	20,603	
Accrued Employer Stock Ownership Plan expense .....	18,981	
Interest payable .....	16,639	
Rate lock and forwards liability .....	9,693	
Allowance for unfunded loan commitments .....	8,603	
Dividends payable to shareholders .....	6,235	
Other .....	28,944	
	-----	---
Other liabilities .....	\$ 335,493	\$
	=====	==

NOTE 16: DEFERRED COMPENSATION

Stock award plans are provided for the benefit of certain key members of management that authorize shares of either stock rights or stock options to be allocable to participants. Restricted stock awards are amortized to compensation expense over the service period of the awards that vary from two to ten years. Unamortized amounts are reported as deferred compensation.

The Company periodically contributes cash to a grantor stock ownership trust ("GSOP") in order to pre-fund contributions to various employee benefit plans (e.g., 401(K) match, Employee Stock Ownership Plan contribution, etc.). The Company consolidates the GSOP under the provisions of Financial Accounting Standards Board Interpretation No. 46R, Consolidation of Variable Interest Entities. The GSOP uses the contributed cash to acquire shares of the Company's common stock and the shares held by the GSOP are recorded at fair value and treated as treasury stock for purposes of calculating the Company's basic and diluted earnings per share.

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The Company also maintains a Supplemental Executive Retirement Plan ("SERP") and Excess Benefit Plan ("EBP"); both of which are deferred compensation plans designed to provide certain employees the ability to receive benefits that would be otherwise lost under the Company's qualified retirement plans due to statutory or other limits on salary deferral and matching contributions.

The following table details the composition of the Company's deferred compensation balance (which is reported as a component of stockholders' equity) as of the periods indicated:

JUNE 30,                      DEC  
2005                              ---  
-----

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Unamortized restricted stock awards .....	\$ 32,092	\$
SERP and EBP .....	17,497	
GSOP .....	11,780	
	-----	---
Deferred compensation .....	\$ 61,369	\$
	=====	====

NOTE 17: INDUSTRIAL BANK REGULATORY CAPITAL

FIL is subject to various regulatory capital requirements under California and Federal regulations. Failure to meet minimum capital requirements can result in regulatory agencies initiating certain mandatory and possibly additional discretionary actions that, if undertaken, could have a direct material effect on the consolidated financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, FIL must meet specific capital guidelines that involve quantitative measures of its assets, liabilities and certain off-balance sheet items as calculated under regulatory accounting practices. FIL's capital amounts, requirements and classifications are also subject to qualitative judgments by its regulators about components, risk weightings and other factors. Banking institutions that are experiencing or anticipating significant growth are generally expected to maintain capital ratios above minimum levels.

As of June 30, 2005, FIL's regulatory capital exceeded all minimum requirements to which it is subject and the most recent notification from the FDIC categorized FIL as "well-capitalized". To be categorized as "well-capitalized", the institution must maintain capital ratios as set forth in the following table; the FDIC and FIL, however, have agreed that FIL will maintain a Tier-1 Leverage Ratio of at least 8.5%. There have been no conditions or events since that notification that management believes have changed FIL's categorization as "well-capitalized". As of June 30, 2005, FIL's Tier-1 Leverage Ratio was 12.05%. Management does not anticipate any difficulties in maintaining a Tier-1 Leverage Ratio of at least 8.5%. FIL's actual regulatory amounts and the related standard regulatory minimum ratios required to

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qualify as well capitalized are detailed in the table below.

	JUNE 30, 2005	
	MINIMUM REQUIRED	ACT RAT
	-----	---
Tier-1 Leverage Capital .....	5.00%	12
Risk-Based Capital:		
Tier-1 .....	6.00%	18
Total .....	10.00%	19

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	DECEMBER 31, 20	
	----- MINIMUM REQUIRED -----	ACT RAT ---
Tier-1 Leverage Capital .....	5.00%	12
Risk-Based Capital:		
Tier-1 .....	6.00%	17
Total .....	10.00%	18

Regulatory capital is assessed for adequacy by three measures: Tier-1 Leverage Capital, Tier-1 Risk-Based Capital and Total Risk-Based Capital. FIL's Tier-1 Leverage Capital includes common stockholder's equity, a certain portion of its mortgage servicing rights not includable in regulatory capital and other adjustments. Tier-1 Leverage Capital is measured with respect to average assets during the quarter. The Tier-1 Risk-Based Capital ratio is calculated as a percent of risk-weighted assets at the end of the quarter. FIL's Total Risk-Based Capital includes the allowable amount of its allowance for loan losses (the allowable amount includable is limited to 1.25% of gross risk-weighted assets). The Total Risk-Based Capital ratio is calculated as a percent of risk-weighted assets at the end of the quarter. The following table details the calculation of the respective capital amounts at FIL at the dates indicated:

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	JUNE 30, 2005 ----- (THOUSANDS OF
Common stockholder's equity at FIL .....	\$ 1,423,860
Less:	
Disallowed portion of mortgage servicing rights .....	(2,232)
Unrealized gains on available-for-sale securities .....	(4,189)
	-----
Total Tier-1 Capital .....	1,417,439
Add:	
Allowable portion of the allowance for loan losses .....	98,611
	-----
Total Risk-Based Capital (Tier-1 and Tier-2) .....	\$ 1,516,050 =====

NOTE 18: COMMITMENTS, CONTINGENCIES AND OFF-BALANCE SHEET ACTIVITIES

The Company is a defendant in a number of legal actions arising in the ordinary course of business and from the discontinuance of the insurance operations. Management and its legal counsel are of the opinion that the

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settlement of these actions, individually or in the aggregate, will not have a material effect on the Company's business, financial position or results of operations.

On June 2, 2004, the State of California Insurance Commissioner John Garamendi (the "Commissioner"), as statutory liquidator of Fremont Indemnity Company ("Fremont Indemnity"), filed suit in Los Angeles Superior Court against Fremont General alleging the improper utilization by Fremont General of certain net operating loss deductions ("NOLs") allegedly belonging to its Fremont Indemnity subsidiary (the "Fremont Indemnity case") and misrepresentation and concealment. This complaint involves issues that Fremont General considers were resolved in an agreement among the California Department of Insurance, Fremont Indemnity and Fremont General (the "Agreement"). The Agreement, dated July 2, 2002, was executed on behalf of the California Department of Insurance by the Honorable Harry Low, the State of California Insurance Commissioner at that time. Fremont General has honored all of its obligations under the Agreement.

On January 25, 2005, the Company's motions to dismiss the lawsuit brought by the Commissioner, on behalf of Fremont Indemnity, against the Company were argued and heard before the Superior Court of the State of California (the "Court"). On January 26, 2005 the Court issued its rulings dismissing all the causes of action in the complaint without leave to amend, except for the 7th cause of action for alleged concealment by the Company of a potential reinsurance dispute, which was dismissed with leave to amend. The Court also found that the Company had properly utilized the NOLs in accordance with the Agreement.

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In addition, the Court rejected the Commissioner's request for findings that the Company's use of the NOLs and worthless stock deduction were voidable preferences and/or fraudulent transfers. The Court also rejected the Commissioner's request for injunctive relief to force the Company to amend its prior consolidated income tax returns to remove and forgo the worthless stock deduction for its investment in Fremont Indemnity.

On May 2, 2005 the Commissioner filed an amended complaint with regard to the 7th cause of action on behalf of Fremont Indemnity against the Company alleging intentional misrepresentation, concealment and promissory fraud, which induced the Commissioner to first enter into the Agreement. On July 15, 2005, the Court dismissed the amended complaint with 20 days leave to amend. On August 4, 2005, the Commissioner filed a further amendment to the complaint, again alleging intentional misrepresentation, concealment and promissory fraud. The Company continues to believe that the complaint lacks merit.

The Commissioner filed a second complaint against Fremont General on behalf of Fremont Indemnity as successor in interest to Comstock Insurance Company ("Comstock"), a former affiliate of Fremont Indemnity, which was subsequently merged into Fremont Indemnity. This case alleged similar causes of action regarding the usage of the NOLs as in the Fremont Indemnity case as well as improper transactions with other insurance subsidiaries and affiliates of Fremont Indemnity. This matter was deemed a related case to the Fremont Indemnity case. On April 22, 2005, the Court dismissed, without leave to amend, the entire complaint. This ruling does not address or necessarily have legal effect on the related Fremont Indemnity case. On July 22, 2005, the Company received a Notice of Appeal to the Court's April 22, 2005 dismissal of the complaint. The Company continues to believe that this litigation is without merit.

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The Company, in relation to one of its commercial real estate lending transactions, has participated in a standby letter of credit which represents a conditional obligation of the Company; this letter of credit guarantees the performance of a borrower to a third party in the amount of approximately \$17.5 million.

### NOTE 19: OPERATIONS BY REPORTABLE SEGMENT

The Company manages its operations based on the types of products and services offered by each of its strategic business units. Based on that approach the Company has grouped its products and services into two reportable segments - Commercial and Residential Real Estate.

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The Commercial Real Estate segment originates commercial real estate loans on a nationwide basis marketed through the use of trade advertising, direct marketing, newsletters and trade shows. Loans originated consist primarily of bridge, construction and permanent loans. Substantially all of the loans originated are held in the Company's loan portfolio.

The Residential Real Estate segment originates non-prime or sub-prime loans nationally through independent brokers on a wholesale basis. These loans are then primarily sold to third party investors on a servicing-released basis, or, to a lesser extent, securitized. Net interest income is recognized on these loans during the period that the Company holds them for sale. In addition, servicing income is realized on the loans sold into the Company's securitizations and on loans sold to other parties on an interim basis.

Management measures and evaluates each of these segments based on total revenues generated, net interest income and pre-tax operating results. The results of operations include certain allocated corporate expenses as well as interest expense charged back to the segments for the use of funds generated by the Company's corporate and retail banking operations. Interest expense is allocated among the residential and commercial segments using treasury rates matched to the terms of the respective loans plus a spread to cover the expenses of the retail banking operations.

Certain expenses that are centrally managed at the corporate level such as provision for income taxes and other general corporate expenses are excluded from the measure of segment profitability reviewed by management. Therefore, the Company has included these expenses along with the results of the Company's retail banking operation, which does not meet the definition of a reportable segment, in the Other category. Historical periods have been restated to conform to this presentation.

Intersegment eliminations shown in the table below relate to the credit allocated to the retail banking operations for operating funds provided to the two reportable segments.

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RESIDENTIAL      COMMERCIAL

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	REAL ESTATE -----	REAL ESTATE -----	OTHER -----
	(THOUSANDS OF DOLLARS)		
Three Months ended June 30, 2005			
Total revenues .....	\$ 232,317	\$ 81,007	\$ 77,283
Net interest income .....	71,384	45,687	10,891
Provision for loan losses .....	-	(4,213)	(3)
Net gain on whole loan sales and securitizations of residential real estate loans .....	91,964	-	-
Mortgage servicing rights amortization .....	(5,062)	-	-
Compensation and related .....	25,453	5,898	24,303
Other non-interest expense .....	12,047	2,687	13,385
Income (loss) before income taxes .....	115,239	43,667	(8,873)
Total consolidated assets .....	5,549,942	3,609,216	1,840,117
Three Months ended June 30, 2004			
Total revenues .....	\$ 228,556	\$ 77,170	\$ 43,248
Net interest income .....	68,340	50,472	2,593
Provision for loan losses .....	(350)	(111)	607
Net gain on whole loan sales and securitizations of residential real estate loans .....	127,050	-	-
Mortgage servicing rights amortization .....	(2,037)	-	-
Compensation and related .....	40,003	8,862	19,181
Other non-interest expense .....	7,817	1,944	13,488
Income (loss) before income taxes .....	149,003	43,181	(29,135)
Total consolidated assets .....	5,377,498	3,694,461	1,303,715

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	RESIDENTIAL REAL ESTATE -----	COMMERCIAL REAL ESTATE -----	OTHER -----
	(THOUSANDS OF DOLLARS)		
Six Months ended June 30, 2005			
Total revenues .....	\$ 461,551	\$ 150,628	\$ 136,972
Net interest income .....	141,688	86,868	18,158
Provision for loan losses .....	(1)	(3,173)	(6)
Net gain on whole loan sales and securitizations of residential real estate loans .....	200,324	-	-
Mortgage servicing rights amortization .....	(9,547)	-	-
Compensation and related .....	60,476	12,561	41,897
Other non-interest expense .....	22,762	1,043	24,543
Income (loss) before income taxes .....	248,977	80,571	(28,337)
Total consolidated assets .....	5,549,942	3,609,216	1,840,117
Six Months ended June 30, 2004			
Total revenues .....	\$ 447,059	\$ 154,199	\$ 88,425
Net interest income .....	132,374	102,983	3,611
Provision for loan losses .....	6,291	10,548	(294)
Net gain on whole loan sales and securitizations of residential real estate loans .....	249,246	-	-

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Mortgage servicing rights amortization .....	(3,407)	-	-
Compensation and related .....	79,774	17,718	37,738
Other non-interest expens .....	17,001	6,714	22,294
Income (loss)before income taxes .....	282,128	71,872	(49,258)
Total consolidated assets .....	5,377,498	3,694,461	1,303,715

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NOTE 20: EARNINGS PER SHARE

Earnings per share have been computed based on the weighted-average number of shares. The following tables set forth the computation of basic and diluted earnings per share:

	THREE MONTHS ENDED JUNE 30,	
	2005	2004
	(THOUSANDS OF SHARES EXCEPT PER SHARE)	
Net income		
(numerator for basic earnings per share) .....	\$ 90,770	\$ 95,378
Effect of dilutive securities:		
LYONs .....	4	5
Net income available to common stockholders after assumed conversions (numerator for diluted earnings per share) .....	\$ 90,774	\$ 95,383
Weighted-average shares		
(denominator for basic earnings per share) .....	72,759	72,027
Effect of dilutive securities using the treasury stock method for restricted stock and stock options:		
Restricted stock .....	1,132	1,371
Employee benefit plans .....	1,203	-
Stock options .....	87	129
LYONs .....	33	40
Dilutive potential common shares .....	2,455	1,540
Adjusted weighted-average shares and assumed conversions (denominator for diluted earnings per share) .....	75,214	73,567
Basic earnings per share .....	\$ 1.25	\$ 1.32
Diluted earnings per share .....	\$ 1.21	\$ 1.30



## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This report may contain "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, and are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements and the currently reported results are based upon the current expectations and beliefs of Fremont General Corporation ("Fremont") and its subsidiaries (combined "the Company") concerning future developments and their potential effects upon the Company. These statements and the Company's results reported herein are not guarantees of future performance or results and there can be no assurance that actual developments and economic performance will be as anticipated by the Company. Actual developments and/or results may differ significantly and adversely from the Company's expected or currently reported results as a result of significant risks, uncertainties and factors, often beyond the Company's control (as well as the various assumptions utilized in determining the Company's expectations), and which include, but are not limited to, the following:

- o the variability of general and specific economic conditions and trends, and changes in, and the level of, interest rates;
- o the impact of competition and pricing environments on loan and deposit products and the resulting effect upon the Company's net interest margin and net gain on sale;
- o changes in the Company's ability to originate loans, and any changes in the cost and volume of loans originated as a result thereof, and the effectiveness of the Company's interest risk management, including hedging, of its funded and unfunded loans;
- o the ability to access the necessary capital resources in a cost-effective manner to fund loan originations, the condition of the whole loan sale and securitization markets and the timing of sales and securitizations;
- o the ability of the Company to sell or securitize the residential real estate loans it originates, the pricing of existing and future loans, and the net premiums realized upon the sale of such loans;
- o the ability of the Company to sell certain of the commercial real estate loans and foreclosed real estate in its portfolio and the net proceeds realized upon the sale of such;
- o the impact of changes in the commercial and residential real estate markets, and changes in the fair values of the Company's assets and loans, including the value of the underlying real estate collateral;
- o the ability to effectively manage the Company's growth in assets and volume, including its lending concentrations, and to maintain acceptable levels of credit quality;
- o the ability to collect and realize the amounts outstanding, and the timing thereof, of loans and foreclosed real estate;
- o the variability in determining the level of the allowance for loan losses and the fair value of the mortgage servicing rights and residual interests

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in securitizations;

- o the effect of certain determinations or actions taken by, or the inability to secure regulatory approvals from, the Federal Deposit Insurance Corporation, the Department of Financial Institutions of the State of California or other regulatory bodies on various matters;
- o the ability of the Company to maintain cash flow sufficient for it to meet its debt service and other obligations;
- o the ability to maintain effective compliance with laws and regulations and control expenses, particularly in periods of significant growth for the Company;

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- o the impact and cost of adverse state and federal legislation and regulations, litigation, court decisions and changes in the judicial climate;
- o the impact of changes in federal and state tax laws and interpretations, including tax rate changes, and the effect of any adverse outcomes from the resolution of issues with taxing authorities;
- o the ability to maintain an effective system of internal and financial disclosure controls, and to identify and remediate any control deficiencies, under the requirements of Section 404 of the Sarbanes-Oxley Act of 2002; and
- o other events, risks and uncertainties discussed elsewhere in this Form 10-Q, the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2004, and from time to time in Fremont's other reports, press releases and filings with the Securities and Exchange Commission.

The Company undertakes no obligation to publicly update such forward-looking statements.

### OVERVIEW

Fremont General Corporation ("Fremont General" or when combined with its subsidiaries "the Company") is a holding company which is engaged in lending operations through its indirectly wholly-owned subsidiary, Fremont Investment & Loan ("FIL"). FIL is a California state-chartered industrial bank. Fremont General is not a "bank holding company" as defined for regulatory purposes.

FIL has two primary lending operations, commercial and residential real estate, both of which are done on a nationwide basis. FIL's commercial real estate lending operation includes nine regional offices and, as of June 30, 2005, had loans outstanding in 36 states. The residential real estate lending platform originated loans from 46 states through its five regional loan production centers during the second quarter of 2005. FIL funds its operations primarily through deposit accounts sourced in California that are insured up to the maximum legal limit by the Federal Deposit Insurance Corporation ("FDIC") and, to a lesser extent, advances from the Federal Home Loan Bank of San Francisco ("FHLB"). As such, FIL is regulated by the FDIC and the Department of Financial Institutions of the State of California ("DFI").

FIL's residential real estate lending operation originates first and, to a

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lesser degree, second mortgage loans on a wholesale basis through a network of independent mortgage brokers. FIL offers mortgage products that are designed for borrowers who do not generally satisfy the credit, documentation or other underwriting standards prescribed by conventional mortgage lenders, such as Fannie Mae and Freddie Mac and are commonly referred to as "non-prime" or "sub-prime". These borrowers generally have considerable equity in the properties securing their loans, but have impaired or limited credit profiles or higher debt-to-income ratios than conventional mortgage lenders allow. The borrowers also include individuals who, due to self-employment or other circumstances, have difficulty documenting their income through conventional means. FIL seeks to mitigate its exposure to credit risk through underwriting standards that strive to ensure appropriate loan to collateral valuations. All of the residential real estate loans that FIL originates are currently either sold in whole loan sales to various financial institutions or, to a

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lesser extent, securitized and sold to various investors. The Company has retained some of these loans as held for investment in prior periods and may do so again in the future.

FIL's commercial real estate lending operation provides first mortgage financing on various types of income producing properties. The commercial real estate loans that FIL originates are all held for investment, with some loans participated out to reduce credit limit exposures. Loans are originated through broker and borrower relationships and the borrowers are typically mid-size developers and owners seeking a loan structure that provides limited recourse and is short-term, providing bridge or construction financing for comprehensive construction, renovation, repositioning and lease-up of existing or new properties. To manage the credit risk involved in this lending, FIL is focused on the value and quality of the collateral and the quality and experience of the parties with whom it does business. The size of loan commitments originated generally range from \$10 million to \$60 million, with some loans for larger amounts.

The Company's two operating lines of business are designed to be somewhat counter-cyclical and to provide balance in varying economic cycles; however, both of the Company's operating businesses are influenced by the overall condition of the economy, in particular the interest rate environment and, as a result, experience cyclicity in volume, loan losses and earnings. The Company strives to manage its operations so as to optimize operational efficiency and to maintain risks within acceptable parameters. The Company's lending operations generate income as follows:

- o All of the residential real estate loans originated are currently sold for varying levels of gain through whole loan sales to other financial institutions, and to a lesser degree, to various investors through securitization transactions. A held for sale valuation reserve, a loan repurchase reserve and a premium recapture reserve are maintained and adjusted through provisions (which are either an expense or a credit to income) that are recognized in the consolidated statements of income. Net interest income is recognized on the loans originated during the period that the Company holds them for sale. Servicing income is realized on the loans sold into the Company's securitizations and on an interim basis for loans sold to other financial institutions.
- o Commercial real estate loans, which are held for investment, generate net interest income on the difference between the rates charged on the loans and the cost of borrowed funds. An allowance for loan losses is maintained

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and adjusted through provisions (which are either an expense or a credit to income) that are recognized in the consolidated statements of income.

The principal market risks the Company faces are interest rate risk, which is the risk that the valuation of the Company's interest-sensitive loans and liabilities and its net interest income will change due to changes in interest rates, and liquidity risk, which is the ability of the Company to access the necessary funding and capital resources, in a cost-effective manner, to fund its loan originations or to sell its loans held for sale. The Company endeavors to mitigate interest rate risk by attempting to match the rate reset (or repricing) characteristics of its assets with its liabilities. The Company also utilizes forward loan sale

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commitments to provide liquidity and to hedge its loans held for sale. The objective of the Company's interest rate and liquidity risk management activities is to reduce the risk of operational disruption and to reduce the volatility in income caused by changes in interest rates; however, the mortgage banking industry is inherently subject to income volatility due to the effect of interest rate variations on loan production volume, premiums realized on loan sales and securitizations, as well as loan pre-payment patterns, which in turn affects the valuation of the Company's residual interests and mortgage servicing rights, as well as the amount of loan servicing income realized.

This discussion and analysis should be read in conjunction with the Consolidated Financial Statements and notes thereto presented under Item 1, and the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2004.

### CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The Company's discussion and analysis of its financial condition and results of operations are based upon its consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"). The preparation of these financial statements requires the Company to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. On an on-going basis, the Company evaluates its estimates, which are based on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

The Company has identified four accounting policies as being critical because they require more significant judgment and estimates about matters that may differ from the estimates determined under different assumptions or conditions. These critical accounting policies relate to the gain on whole loan sales and securitizations, allowance for loan losses, derivatives and income taxes. The critical accounting policies and estimates are further discussed in Management's Discussion and Analysis in the Annual Report on Form 10-K for the fiscal year ended December 31, 2004.

### EARNINGS PERFORMANCE

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The Company reported income before income taxes of \$150.0 million for the second quarter of 2005 as compared to \$163.0 million for the second quarter of 2004. For the first six months of 2005, income before income taxes totaled \$301.2 million, as compared to \$304.7 million for the first six months of 2004. The decrease in income before income taxes for the second quarter and first six months of 2005 represent decreases of 8.0% and 1.2% over the results for the second quarter and first six months of 2004, respectively. This is primarily a result of decreased levels of the net gain on whole loan sales and

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securitizations of residential real estate loans, partially offset by a lower provision for loan losses, an increase in net interest income and loan servicing income, as well as a reduction in non-interest expense.

The Company reported net income of \$90.8 million for the second quarter of 2005. This is compared to net income of \$95.4 million for the second quarter of 2004. For the first six months of 2005, net income totaled \$180.9 million, as compared to \$178.0 million for the first six months of 2004.

### NET INTEREST INCOME

The Company recorded net interest income for the second quarter and first six months of 2005 of \$128.0 million and \$246.7 million as compared to \$121.4 million and \$239.0 million for the second quarter and first six months of 2004, respectively. The increase in net interest income is primarily a result of an increase in the average interest-earning assets, primarily the residential real estate loans held for sale. Total average interest-earning assets increased 16% to \$11.6 billion during the second quarter of 2005, as compared to \$10.0 billion during the second quarter of 2004. The net interest income margin as a percentage of average interest-earning assets decreased to an annualized 4.42% for the second quarter of 2005 from 4.88% for the second quarter of 2004. Total average interest-earning assets increased 13% to \$11.0 billion for the first six months of 2005, as compared to \$9.7 billion during the first six months of 2004. The net interest income margin decreased to an annualized 4.52% for the first six months of 2005 from 4.94% for the first six months of 2004. Net interest income is impacted by the volume, mix and rate of interest-earning assets and interest-bearing liabilities. The decrease in the Company's net interest margin is due primarily to higher funding costs relative to the yields realized on loans outstanding during the second quarter and first six months of 2005. In particular, yields on the Company's residential real estate loans held for sale remained essentially static during the first six months of 2005, while the underlying cost of funds increased during the same period.

The following tables identify the consolidated interest income, interest expense, average interest-earning assets and interest-bearing liabilities, and net interest margins, as well as an analysis of changes in net interest income due to volume and rate changes, for the second quarter and first six months of 2005 and 2004:

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THREE MONTHS ENDED JU  
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	2005			
	AVERAGE BALANCE	INTEREST	YIELD/ COST	
	(THOUSANDS OF DOLLARS, E			
Interest-earning assets (1):				
Commercial real estate loans .....	\$ 3,864,369	\$ 76,457	7.94%	\$ 3
Residential real estate loans (2) .....	6,971,662	125,849	7.24%	5
Syndicated commercial loans .....	-	-	-	
Residual interests in securitized loans .....	18,823	2,969	63.27%	
Cash equivalents and investment securities ....	752,416	5,675	3.03%	
<b>Total interest-earning assets .....</b>	<b>\$ 11,607,270</b>	<b>\$ 210,950</b>	<b>7.29%</b>	<b>\$ 10</b>
Interest-bearing liabilities:				
Time deposits .....	\$ 6,510,178	\$ 51,396	3.17%	\$ 5
Savings deposits .....	1,640,279	10,904	2.67%	1
FHLB advances .....	1,823,463	12,213	2.69%	1
Warehouse lines of credit .....	230,658	2,337	4.06%	
Senior Notes due 2004 .....	-	-	-	
Senior Notes due 2009 .....	181,450	3,650	8.05%	
LYONs .....	386	7	7.27%	
Junior Subordinated Debentures .....	103,093	2,320	9.00%	
Other .....	29,166	161	2.21%	
<b>Total interest-bearing liabilities .....</b>	<b>\$ 10,518,673</b>	<b>\$ 82,988</b>	<b>3.16%</b>	<b>\$ 9</b>
<b>Net interest income .....</b>		<b>\$ 127,962</b>		
Percent of average interest-earning assets:				
Interest income .....			7.29%	
Interest expense .....			2.87%	
<b>Net interest margin .....</b>			<b>4.42%</b>	

	SIX MONTHS ENDED JUN			
	2005			
	AVERAGE BALANCE	INTEREST	YIELD/ COST	AV BA
	(THOUSANDS OF DOLLARS, E			
Interest-earning assets (1):				

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Commercial real estate loans .....	\$ 3,743,649	\$ 142,849	7.69%	\$ 3
Residential real estate loans (2) .....	6,601,538	236,959	7.24%	5
Syndicated commercial loans .....	-	-	-	-
Residual interests in securitized loans .....	17,050	4,307	50.94%	-
Cash equivalents and investment securities ....	635,183	8,759	2.78%	-
	-----	-----	-----	-----
Total interest-earning assets .....	\$ 10,997,420	\$ 392,874	7.20%	\$ 9
	=====	=====	=====	=====
Interest-bearing liabilities:				
Time deposits .....	\$ 6,204,962	\$ 90,963	2.96%	\$ 5
Savings deposits .....	1,694,871	20,693	2.46%	1
FHLB advances .....	1,586,223	19,719	2.51%	1
Warehouse lines of credit .....	115,966	2,556	4.44%	-
Senior Notes due 2004 .....	-	-	-	-
Senior Notes due 2009 .....	181,450	7,301	8.05%	-
LYONs .....	480	15	6.30%	-
Junior Subordinated Debentures .....	103,093	4,639	9.00%	-
Other .....	27,140	274	2.04%	-
	-----	-----	-----	-----
Total interest-bearing liabilities .....	\$ 9,914,185	\$ 146,160	2.97%	\$ 8
	=====	=====	=====	=====
Net interest income .....		\$ 246,714		
		=====		
Percent of average interest-earning assets:				
Interest income .....			7.20%	
Interest expense .....			2.68%	
			-----	
Net interest margin .....			4.52%	
			=====	

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THREE MONTHS ENDED JUNE 30, 2005 COMPARED TO 2004				
CHANGE DUE TO				
	VOLUME	RATE	TOTAL	VOL
	-----	-----	-----	-----
(THOUSANDS OF DOLLARS)				
Cash equivalent and investment securities .....	\$ 2,492	\$ 1,357	\$ 3,849	\$
Loans:				
Commercial real estate .....	(1,438)	4,808	3,370	(
Residential real estate .....	24,045	6,716	30,761	4
Other .....	1,388	553	1,941	
	-----	-----	-----	-----
Total Loans .....	23,995	12,077	36,072	3
	-----	-----	-----	-----
Total increase in interest income .....	26,487	13,434	39,921	4

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Time deposits .....	(10,324)	(14,639)	(24,963)	(1
Savings deposits .....	935	(3,249)	(2,314)	
FHLB advances .....	276	(4,158)	(3,882)	
Warehouse lines of credit .....	(2,212)	-	(2,212)	
Senior Notes due 2004 and 2009 .....	115	-	115	
LYONs .....	1	-	1	
Junior Subordinated Debentures .....	-	-	-	
Other .....	(104)	(5)	(109)	
Total decrease in interest expense .....	(11,313)	(22,051)	(33,364)	(1
Increase (decrease) in net interest income .....	\$ 15,174	\$ (8,617)	\$ 6,557	\$ 2

NON-INTEREST INCOME

WHOLE LOAN SALES AND SECURITIZATIONS OF RESIDENTIAL REAL ESTATE LOANS

The gain on the sale of residential real estate loans decreased from \$127.1 million in the second quarter of 2004 to \$92.0 million for the second quarter of 2005 in spite of a significant increase in the volume of loans sold and securitized in the second quarter of 2005 as compared to the second quarter of 2004. For the first six months of 2005, the gain on the sale of residential real estate loans decreased to \$200.3 million, as compared to \$249.2 million for the first six months of 2004. The decrease in gain on sale is primarily attributable to the realization of lower gross premiums on loans sold and securitized in the second quarter and first six months of 2005, as compared to the second quarter and first six months of 2004, as a result of lower interest rate margins reflecting increased price competition in the non-prime mortgage origination market.

A total of \$9.8 billion in loans were sold (including loans sold via securitization) during the second quarter of 2005, as compared to loan sales and securitizations of \$5.2 billion during the second quarter of 2004. For the first six months of 2005, a total of \$16.8 billion in loans were sold (including loans sold via securitization), as compared to loan sales of \$9.8 billion during the first six months of 2004. The average gross premium on loans sold and securitized during the second quarter of 2005 was 2.75% as compared to an average of 4.04% for the second quarter of 2004. For the first six months of 2005, the average gross premium on loans sold was 2.79% as compared to an average of 4.16% for the first six months of 2004.

The Company realized a net loss on its derivative instruments utilized to hedge the impact of interest rate volatility on its residential real estate lending activities during the second quarter and first six months of 2005. This net loss primarily resulted from a decrease in the underlying interest rate indices (primarily the two-year swap rate) which conversely had a positive impact upon the gross loan sale and securitization premiums realized during the same period. During the first quarter of 2005, the Company realized a net gain on its hedging activities. Such premiums and the gain or loss on derivative instruments have exhibited, and are expected to continue to exhibit, variability (often significant) based on various economic and interest rate environments, as well as on the Company's loan sale and hedging activity levels and their timing.



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The Company also reported higher provisions for valuation and repurchase reserves for the second quarter and first six months of 2005 (0.16% and 0.13% of total net loan sales and securitizations, respectively), as compared to the similar periods in 2004 (0.08% and 0.09%, respectively). This is primarily due to relative increases in loan repurchases in 2005 and the level of second mortgages in the loans held for sale as of June 30, 2005. The Company is in the process of enhancing its estimation methodology for its valuation and repurchase reserves; this process may result in different levels of provisions in future periods. The net gain percentage (the net gain after direct costs, net gains or losses on derivative instruments, provisions for premium recapture and valuation and repurchase reserves, divided by net loans sold) on these sales decreased from 2.46% in the second quarter of 2004 to 0.93% in the second quarter of 2005. For the first six months of 2005, the gain percentage on these sales decreased to 1.19% as compared to 2.56% in the first six months of 2004.

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The following tables provide the amounts of loans sold during the respective periods and additional detail on the gain on sale:

	THREE MONTHS ENDED JUNE 30,	
	2005	2004
	(THOUSANDS OF DOLLARS)	
Whole loan sales of residential real estate loans .....	\$ 8,776,193	\$ 4,385,574
Securitizations of residential real estate loans .....	981,717	790,125
	\$ 9,757,910	\$ 5,175,699
	\$ 9,757,910	\$ 5,175,699
Gross premium recognized on loan sales and securitizations .....	\$ 268,120	\$ 208,849
Provision for premium recapture and reversal .....	(10,038)	(4,249)
Net gain (loss) on derivative instruments .....	(25,573)	1,678
Direct costs of loan originations - net of origination points and fees .....	(125,464)	(75,081)
	107,045	131,197
Provision for valuation and repurchase reserves .....	(15,081)	(4,147)
	\$ 91,964	\$ 127,050
	\$ 91,964	\$ 127,050
Gross premium recognized on loan sales and securitizations .....	2.75%	4.04%
Provision for premium recapture and reversal .....	(0.10%)	(0.08%)
Net gain (loss) on derivative instruments .....	(0.27%)	0.03%
Direct costs of loan originations - net of origination points and fees .....	(1.29%)	(1.45%)
	1.09%	2.54%
Provision for valuation and repurchase reserves .....	(0.16%)	(0.08%)

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Net gain on sale .....	0.93%	2.46%
	=====	=====

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LOAN SERVICING AND OTHER NON-INTEREST INCOME

The components of the Company's loan servicing and other non-interest income for the second quarter and first six months of 2005 and 2004 are indicated in the following tables:

	THREE MONTHS ENDED JUNE 30,		SIX MONTHS JUNE
	2005	2004	2005
	(THOUSANDS OF DOLLARS)		
Loan Servicing Income:			
Servicing fee income:			
Securitization transactions .....	\$ 5,214	\$ 2,583	\$ 9,593
Interim .....	7,768	4,175	14,276
Other .....	641	-	1,472
	-----	-----	-----
	13,623	6,758	25,341
Ancillary income .....	2,063	1,126	4,033
Other .....	515	(254)	814
	-----	-----	-----
	\$ 16,201	\$ 7,630	\$ 30,188
	=====	=====	=====
MSR Amortization and Impairment:			
MSR amortization .....	\$ (5,062)	\$ (2,037)	\$ (9,547)
MSR impairment provision .....	255	(2,477)	(164)
	-----	-----	-----
	\$ (4,807)	\$ (4,514)	\$ (9,711)
	=====	=====	=====
Other Non-Interest Income:			
Prepayment fees:			
Commercial real estate .....	\$ 420	\$ 2,646	\$ 1,381
Residential real estate .....	712	2,286	1,274
Commercial real estate transaction fees .....	3,773	1,420	5,836
All other .....	879	119	974
	-----	-----	-----
	\$ 5,784	\$ 6,471	\$ 9,465
	=====	=====	=====

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The Company's loan servicing income (which is all related to residential real estate), before mortgage servicing rights amortization and impairment provision, increased from \$7.6 million in the second quarter of 2004 to \$16.2 million for the second quarter of 2005. For the first six months of 2005 loan servicing income was \$30.2 million versus \$14.2 million for the first six months of 2004. This increase was due to an increase in residential real estate loan origination volume, which resulted in an increase in loan securitization activity and higher levels of interim servicing during the second quarter and first six months of 2005 as compared to the second quarter and first six months of 2004. The additional loan securitization activity also created a higher level of MSR's, which resulted in an increase in the amortization (expense) of the MSR's in 2005 versus 2004.

The Company was servicing approximately \$21.0 billion in principal balance of loans as of June 30, 2005. The Company intends to continue to service the loans held for sale and those loans it securitizes; however, it currently does not contemplate servicing a significant amount of loans sold to other parties for

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more than on an interim basis. The following is a breakdown of the principal balance of the loans being serviced by categorization as of the periods indicated:

	JUNE 30, 2005	DEC ---
(MILLIONS OF DO		
Loans in securitizations .....	\$ 4,485	\$
Loans held for sale .....	5,477	
Loans sold and serviced on an interim basis .....	11,022	
	\$ 20,984	\$
	=====	=====

### PROVISION FOR LOSSES

The provision for loan losses decreased from \$146,000 in the second quarter of 2004 to a \$4.2 million credit to income for the second quarter of 2005. For the first six months of 2005, the provision for loan losses was a \$3.2 million credit to income versus a \$16.5 million expense for the first six months of 2004. The decrease in the provision was primarily a result of a significant decrease in the net charge-offs and level of non-accrual loans experienced for the commercial real estate loans held for investment during 2005. In addition, the Company has continued to reduce its exposure to commercial real estate loans secured by hotel and lodging properties which have been the majority of the non-accrual loans and net charge-offs in prior periods. The provision for loan losses represents the current period expense (or credit to income) associated with maintaining an appropriate allowance for loan losses. The loan loss provision for each period is dependent upon many factors, including loan growth, net charge-offs, changes in the composition and concentrations of the loan

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portfolio, the number and balances of non-accrual loans, delinquencies, the level of restructured loans, assessment by management of the inherent risk in the portfolio, the value of the underlying collateral and the general economic conditions in the commercial real estate markets in which the Company lends. Periodic fluctuations in the provision for loan losses and the allowance for loan losses result from management's on-going assessment of their adequacy.

### NON-INTEREST EXPENSE

Non-interest expense decreased during the second quarter and first six months of 2005, as compared to the second quarter and first six months of 2004. Compensation expense for the second quarter of 2005 represented most of the change as it decreased to \$55.7 million from \$68.0 million in the second quarter of 2004. The decrease is due primarily to an increase in the capitalization level of direct loan origination costs and, to a lesser degree, lower levels of accrued incentive compensation, partially offset by increased compensation expense related to the higher residential real estate loan origination volume and an increase in the loan servicing portfolio. The Company decreased its internal commission costs related to its residential real estate loan production during 2005 as compared to 2004, thus limiting the amount of

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increase in compensation expense associated with an increase in residential real estate loan production. Compensation and non-compensation related operating expenses are detailed in the following tables:

	THREE MONTHS ENDED JUNE 30,	
	2005	2004
	(THOUSANDS)	
Compensation and related .....	\$ 55,654	\$ 68,046
Occupancy .....	6,942	3,552
Other .....	28,119	23,249
	-----	-----
Total non-interest expense .....	\$ 90,715	\$ 94,847
	=====	=====

	THREE MONTHS ENDED JUNE 30,	
	2005	2004
	(THOUSANDS)	
Total compensation and related .....	\$ 125,803	\$ 117,747
Deferral of loan origination costs (1) .....	(70,149)	(49,701)
	-----	-----
Compensation and related .....	\$ 55,654	\$ 68,046

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Other non-interest expense for the second quarter and first six months of June 30, 2005 and 2004 is summarized below:

	THREE MONTHS ENDED JUNE 30,	
	2005	2004
	(THOUSANDS)	
Legal, professional and other outside services .....	\$ 7,327	\$ 7,935
Information technology .....	3,948	3,106
Printing, supplies and postage .....	3,990	2,866
Advertising and promotion .....	2,740	2,354
Auto and travel .....	2,137	2,101
Leasing and loan expense .....	1,351	455
Net real estate owned expenses .....	195	214
Telephone .....	1,296	1,012
All other .....	5,135	3,206
Other expenses .....	\$ 28,119	\$ 23,249

INCOME TAXES

Income tax expense of \$59.3 million and \$67.7 million for the quarters ended June 30, 2005 and 2004, represent effective tax rates of 39.5% and 41.5%, respectively, on income before income taxes of \$150.0 million and \$163.0 million for the same respective periods. For the six month periods ended June 30, 2005 and 2004, income tax expense of \$120.3 million and \$126.7 million, represent effective tax rates of 40.0% and 41.6%, respectively, on income before income taxes of \$301.2 million and \$304.7 million for the same respective periods. The decreases in effective tax rates during 2005 are primarily a result of the changing geographic mix of the Company's operations which has resulted in more of the Company's taxable income being subject to tax in states with lower tax rates. The effective tax rates for all periods presented are different than the Federal enacted tax rate of 35%, due mainly to various apportioned state income tax provisions resulting from the Company's nationwide lending operations.

REVIEW OF FINANCIAL CONDITION

LOANS HELD FOR SALE

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The Company's residential real estate loans held for sale have held steady at \$5.5 billion at December 31, 2004 and June 30, 2005. During the second quarter of 2005, residential real estate loan originations totaled \$9.24 billion as compared to \$5.89 billion for the second quarter of 2004. During the first six months of 2005, residential real estate loan originations totaled \$17.01 billion as compared to \$10.98 billion for the first six months of 2004. The following table details the loans held for sale as of the dates indicated:

	JUNE 30, 2005
(THOUSANDS OF	
Loan principal balance:	
1st trust deeds .....	\$ 4,960,655
2nd trust deeds .....	516,448
	5,477,103
Basis adjustment for fair value hedge accounting .....	1,375
Net deferred direct origination costs .....	65,544
Less: Valuation reserve .....	(54,654)
	\$ 5,489,368

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The following tables profile the loan origination volume for the periods indicated:

	THREE MONTHS ENDED JUNE 30,	
	2005	2004
(THOUSANDS OF DOLLARS)		
<b>LOAN ORIGINATION VOLUME BY LIEN POSITION:</b>		
Firsts .....	\$ 8,433,079	\$ 5,549,589
Seconds .....	810,600	341,906
	\$ 9,243,679	\$ 5,891,495
<b>FOR FIRST MORTGAGES ORIGINATION VOLUME ONLY:</b>		
Average loan size .....	\$ 241,166	\$ 211,550
Weighted-average coupon .....	7.15%	6.83%
Average bureau credit score (FICO) .....	624	621
Average loan-to-value (LTV) .....	81.0%	80.9%
Percentage of interest-only loan volume .....	27.0%	20.2%

Product Mix:

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ARM - 2/28 .....	85.7%	78.6%
ARM - 3/27 .....	2.9%	4.5%
ARM - 5/25 .....	0.9%	0.0%
Fixed .....	10.5%	16.9%
	-----	-----
	100.0%	100.0%
	=====	=====

LOAN PURPOSE:

Purchase .....	49.5%	42.8%
Refinance .....	50.5%	57.2%
	-----	-----
	100.0%	100.0%
	=====	=====

FOR SECOND MORTGAGES ORIGINATION VOLUME ONLY:

Average loan size .....	\$ 50,751	\$ 40,952
Weighted-average coupon .....	9.99%	10.43%
Average bureau credit score (FICO) .....	650	651

FIRST & SECOND MORTGAGES - ORIGINATION BY GEOGRAPHIC DISPERSION:

California .....	27.9%	37.1%
New York .....	11.1%	10.1%
Florida .....	10.6%	7.7%
New Jersey .....	6.8%	6.5%
Maryland .....	5.5%	3.9%
All other states .....	38.1%	34.7%
	-----	-----
	100.0%	100.0%
	=====	=====

LOANS HELD FOR INVESTMENT

The Company's net loans held for investment before the allowance for loan losses was approximately \$3.74 billion at June 30, 2005, as compared to \$3.48 billion at December 31, 2004. The following tables show the total commercial real estate new loan commitment volume for the periods indicated:

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	THREE MONTHS ENDED JUNE 30,	
	2005	2004
	-----	-----
	(THOUSAND)	
Senior loans .....	\$ 1,157,062	\$ 644,775
Mezzanine loans .....	-	-

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	----- \$ 1,157,062 =====	----- \$ 644,775 =====
Average senior loan size originated .....	\$ 28,221 =====	\$ 21,493 =====

The following table shows detail for the Company's loans held for investment outstanding as of the dates indicated:

	JUNE 30, 2005	
	----- AMOUNT -----	----- % OF TOTAL -----
	(THOUSANDS OF DOLLARS)	
Commercial real estate loans:		
Bridge .....	\$ 1,613,630	43 %
Construction .....	1,238,396	33 %
Permanent .....	777,115	20 %
Single tenant credit .....	139,287	4 %
	-----	-----
	3,768,428	100 %
Other .....	4,356	-
	-----	-----
	3,772,784	100 %
Net deferred loan fees and origination costs .....	(35,996)	(1) %
	-----	-----
	3,736,788	99 %
Allowance for loan losses .....	(159,956)	(4) %
	-----	-----
Loans held for investment - net .....	\$ 3,576,832	95 %
	=====	=====

As of June 30, 2005, approximately 30.6% and 15.3% of the Company's commercial real estate loans outstanding were secured by properties located within California and New York, respectively; no other state except Florida (12.7%) represented greater than 10% of the loan portfolio. The real estate securing these loans includes a wide variety of property types including multi-family, office, retail, industrial, land development, lodging and mixed-use properties. The loans in the portfolio were distributed by property type as follows as of the dates indicated:



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Multi-family - Condominiums .....	33%
Office .....	16%
Land Development .....	13%
Commercial Mixed-Use .....	10%
Industrial .....	8%
Retail .....	7%
Multi-family - Other .....	6%
Hotels & Lodging .....	4%
Special Purpose .....	3%
	-----
	100%
	=====

The following table stratifies the commercial real estate loans held for investment by loan amounts outstanding as of June 30, 2005:

LOAN SIZE RANGE	NUMBER OF LOANS	TOTAL LOANS OUTSTANDING	%
-----	-----	(THOUSANDS OF DOLLARS)	----
\$0 - \$ 1 million .....	86	\$ 11,860	1%
> \$1 million - \$ 5 million .....	117	330,568	9%
> \$5 million - \$10 million .....	95	701,402	19%
> \$10 million - \$15 million .....	42	510,620	13%
> \$15 million - \$20 million .....	26	444,127	12%
> \$20 million - \$30 million .....	16	393,458	10%
> \$30 million - \$40 million .....	17	583,346	15%
> \$40 million - \$50 million .....	5	222,776	6%
> \$50 million .....	9	570,271	15%
	-----	-----	----
	413	\$ 3,768,428	100%
	=====	=====	====

As of June 30, 2005, the average loan size was \$9.1 million (or \$11.5 million when loans under \$1 million are excluded) and the average loan-to-value ratio was approximately 73%, using the most current available appraised values and current loan balances outstanding.

The Company's largest single individual commercial real estate loan outstanding (net of participation) at June 30, 2005 was \$84.0 million with a total loan commitment of \$84.0 million. The Company's largest net commitment for a single loan at June 30, 2005 was \$101.5 million; this represents the maximum potential loan amount to the borrower. As of June 30, 2005, the largest concentration of loans (separate loans on different properties) which have a common investor or equity sponsor totaled \$121.3 million in loan principal outstanding and \$215.0 million in total loan commitment and is comprised of seven separate loans, all of which were performing as of June 30, 2005.

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The following tables provide additional information related to the Company's commercial real estate non-accrual loans, foreclosed assets ("REO"), restructured loans on accrual status and accruing loans past due 90 days or more, as well as reflect the related net loss experience and allowance for loan loss reconciliation applicable to the loans held for investment as of and for the respective periods ended as shown below:

	JUNE 30, 2005	DEC 31, 2004
	(THOUSANDS OF DOLLARS, EXCEPT PERCENTAGES)	
COMMERCIAL REAL ESTATE:		
Non-accrual loans held for investment ("HFI") .....	\$ 33,113	\$ 33,113
Real estate owned / foreclosed assets (REO) .....	18,106	18,106
	-----	-----
Total non-performing assets .....	\$ 51,219	\$ 51,219
	=====	=====
Accruing loans past due 90 days or more .....	\$ -	\$ -
	=====	=====
Restructured loans on accrual status: .....	\$ 12,412	\$ 12,412
	=====	=====
Non-accrual loans to total loans HFI .....	0.89%	0.89%
Allowance for loan losses to total loans HFI .....	4.28%	4.28%
Allowance for loan losses to non-accrual loans .....	483.0%	483.0%

	THREE MONTHS END	
	COMMERCIAL REAL ESTATE	RESIDENTIAL REAL ESTATE
	(THOUSANDS OF DOLLARS)	
Beginning allowance for loan losses .....	\$ 171,891	\$ -
Provision for loan losses .....	(4,213)	-

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Charge-offs .....	(8,197)	-
Recoveries .....	428	-
	-----	-----
Net charge-offs .....	(7,769)	-
	-----	-----
Ending allowance for loan losses .....	\$ 159,909	\$ -
	=====	=====
Net loan charge-offs to average total loans held for investment .....	0.81%	0.00%
	=====	=====

THREE MONTHS END

	COMMERCIAL REAL ESTATE	RESIDENTIAL REAL ESTATE
	-----	-----
	(THOUSANDS OF DOLLARS)	
Beginning allowance for loan losses .....	\$ 196,504	\$ 22,186
Provision for loan losses .....	(111)	(350)
Charge-offs .....	(4,955)	(197)
Recoveries .....	37	33
	-----	-----
Net charge-offs .....	(4,918)	(164)
	-----	-----
Ending allowance for loan losses .....	\$ 191,475	\$ 21,672
	=====	=====
Net loan charge-offs to average total loans held for investment .....	0.50%	0.07%
	=====	=====

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SIX MONTHS EN

	COMMERCIAL REAL ESTATE	RESIDENTIAL REAL ESTATE
	-----	-----
	(THOUSANDS OF DOLLARS)	
Beginning allowance for loan losses .....	\$ 171,471	\$ -
Provision for loan losses .....	(3,172)	(1)
Charge-offs .....	(12,180)	-
Recoveries .....	3,790	1
	-----	-----
Net charge-offs .....	(8,390)	1
	-----	-----
Ending allowance for loan losses .....	\$ 159,909	\$ -
	=====	=====

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Net loan charge-offs to average total loans held for investment .....	0.45%	0.00%
	=====	=====
	SIX MONTHS EN	
	-----	-----
	COMMERCIAL REAL ESTATE	RESIDENTIAL REAL ESTATE
	-----	-----
	(THOUSANDS OF DO	
Beginning allowance for loan losses .....	\$ 194,957	\$ 15,643
Provision for loan losses .....	10,548	6,291
Charge-offs .....	(14,166)	(382)
Recoveries .....	136	120
	-----	-----
Net charge-offs .....	(14,030)	(262)
	-----	-----
Ending allowance for loan losses .....	\$ 191,475	\$ 21,672
	=====	=====
Net loan charge-offs to average total loans held for investment .....	0.71%	0.06%
	=====	=====

There were eight commercial real estate non-accrual loans held for investment (the largest having a balance of \$11.1 million) totaling \$33.1 million, or 0.9% of the total loans held for investment, as of June 30, 2005. At December 31, 2004 there were 13 commercial real estate loans totaling \$82.3 million on non-accrual status, which represented 2.5% of the total loans held for investment as of that date. Loans secured by hotel and lodging properties represented 59% and 55% of the total commercial real estate loans on non-accrual status as of June 30, 2005 and December 31, 2004, respectively.

REO related to commercial real estate loans was \$18.1 million at June 30, 2005, consisting of six properties (the largest having a balance of \$7.2 million), which were acquired through or in lieu of foreclosure on loans secured by real estate. At December 31, 2004 there were eight commercial real estate properties owned, totaling \$21.3 million.

The level of non-performing assets fluctuates and specific loans can have a material impact upon the total. Consideration must be given that, due to the secured nature of the Company's loans and the presence of larger-balance loans, the classification, and the timing thereof, of an individual loan as non-

accrual or REO can have a significant impact upon the level of total non-performing assets, without necessarily a commensurate increase in loss exposure.

The allowance for loan losses, as a percentage of total loans held for investment decreased to 4.28% as of June 30, 2005, as compared to 4.92% as of December 31, 2004. Total net charge-offs in the second quarter of 2005 totaled

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\$7.8 million, as compared to \$6.2 million for the second quarter of 2004. In both periods, substantially all of the charge-offs related to commercial real estate loans. The net charge-off ratio for commercial real estate loans for the first six months of 2005 was 0.45% as compared to 0.71% for the first six months of 2004. Loans secured by hotel and lodging properties represented (4.8%) and 72.3% of the total commercial real estate net (recoveries)/charge-offs for the first six months of 2005 and 2004, respectively.

### LIQUIDITY AND CAPITAL RESOURCES

The commercial and residential real estate lending activities are financed primarily through deposit accounts offered by FIL and which are insured by the FDIC. FIL offers certificates of deposit and savings and money market deposit accounts (insured by the FDIC to the legal maximum) through its 19 branches in California. FIL minimizes the costs associated with its accounts by not offering traditional checking, safe deposit boxes, ATM access and other traditional retail services. Deposits totaled \$8.33 billion at June 30, 2005 and are summarized as to type as follows:

	NUMBER OF ACCOUNTS -----	
Savings and money market deposit accounts .....	32,175	\$
Certificates of deposit:		
Retail .....	109,922	
Brokered .....	-	

FIL is also eligible for financing through the Federal Home Loan Bank of San Francisco ("FHLB"), from which financing is available based upon advance rates on certain pledged collateral and at various rates and terms. At June 30, 2005, FIL had a borrowing capacity with the FHLB of \$2.52 billion, of which \$857.0 million was borrowed and outstanding. The \$2.52 billion in borrowing capacity was based upon a total of \$2.81 billion in pledged loan collateral at June 30, 2005. FIL's maximum financing availability, based upon its regulatory assets and subject to the amount of collateral pledged and the related advance rates, was approximately \$3.79 billion as of June 30, 2005.

To add flexibility and capacity to its ability to fund the origination of residential real estate loans, the Company currently maintains three separate warehouse lines of credit. The total funding capacity of these three facilities was \$2.5 billion at June 30, 2005. Borrowings, if any, under each of the facilities are secured by loans held for sale as pledged by FIL. There were no amounts outstanding at June 30, 2005. The three facilities are summarized as follows:

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- o \$1 billion master repurchase facility (\$500 million committed) with Goldman Sachs Mortgage Company expiring in February 2006, secured by certain residential real estate loans held for sale, interest at one-month LIBOR plus a margin of 0.45%.
- o \$1 billion master loan and security facility (\$500 million committed) with Greenwich Capital Financial Products expiring in September 2005, secured by certain residential real estate loans held for sale, interest at one-month LIBOR plus a margin of 0.45%.
- o \$500 million master repurchase facility (\$250 million committed) with Credit Suisse First Boston Mortgage Capital expiring in January 2006, secured by certain residential real estate loans held for sale, interest at overnight LIBOR plus a margin of 0.50%.

Each of the facilities is subject to certain conditions, including but not limited to financial and other covenants. At June 30, 2005, FIL was in compliance with all financial and other covenants under these facilities.

In addition, FIL has a line of credit with the Federal Reserve Bank of San Francisco ("FRB") with a borrowing capacity of \$286.4 million at June 30, 2005. There were no amounts outstanding under the line of credit with the FRB at June 30, 2005.

The Company's residential loan disposition strategy is to primarily utilize whole loan sales and, to a lesser extent, securitizations. The Company attempts to build multiple whole loan sale relationships to achieve diversity and enhance market liquidity. During the first six months of 2005, the Company had transacted whole loan sales with 16 different financial institutions, the largest institution representing 20.4% of the total whole loan sales volume during this period.

As a holding company, Fremont General currently pays its operating expenses, interest expense, taxes, obligations under its various employee benefit plans, and stockholders' dividends, and meets its other obligations primarily from its cash on hand and intercompany tax payments and benefit plan reimbursements from FIL. During 2002 and 2003, Fremont General had significant net operating loss carryforwards which were used to offset taxable income generated by FIL. As a result, intercompany payments of federal income tax obligations from FIL, which were otherwise payable to taxing authorities, were available for use by Fremont General for general working capital purposes. The last of the net operating loss carryforwards were fully utilized during 2003 and only current operating losses at Fremont

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General will offset taxable income generated by FIL; as a result, during 2004 and 2005, Fremont General paid most of the federal income taxes it received from FIL to the federal taxing authorities. Dividends of \$5.4 million and \$3.8 million were paid on Fremont General's common stock in the quarters ended June 30, 2005 and 2004, respectively; however, no assurance can be given that future common stock dividends will be declared.

There exist certain California Franchise Tax matters pending resolution, of which Fremont General is not yet able to make a determination of their ultimate liability, but does not believe that the actual outcomes of these matters will adversely impact its liquidity. It is expected that the final resolution of these matters may take several years.

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Fremont General has cash and cash equivalents of \$117.9 million at June 30, 2005 and no debt maturities until March of 2009.

### OFF-BALANCE SHEET ACTIVITIES

In the second quarter of 2005, the Company continued to securitize a certain amount of its residential real estate loans. Securitization is a process of transforming the loans into securities, which are sold to investors. The loans are first sold to a special purpose corporation, which then transfers them to a qualifying special-purpose entity (a "QSPE") which is legally isolated from the Company. The QSPE, in turn, issues interest-bearing securities, commonly known as asset-backed securities, that are secured by the future cash flows to be derived from the securitized loans. The QSPE uses the proceeds from the issuance of the securities to pay the purchase price of the securitized loans. The Company does not utilize unconsolidated special-purpose entities as a mechanism to remove non-performing assets from the consolidated balance sheets.

Securitization is used by the Company to provide an additional source of liquidity. The QSPEs are not consolidated into the Company's financial statements since they meet the criteria established by SFAS No. 140, "Accounting for the Transfers and Servicing of Financial Assets and Extinguishment of Liabilities." In general, those criteria require the QSPE to be isolated and distinct from the transferor (the Company), to be limited to permitted activities, and have defined limits on the assets it can hold and the permitted sales, exchanges or distributions of its assets.

During the second quarter of 2005, the Company securitized \$982.9 million in residential real estate loans. The investors and the QSPEs do not have any recourse to the Company if the cash flows generated by the securitized loans are inadequate to service the securities issued by the QSPEs. At the close of each securitization, the Company removes from its balance sheet the carrying value of the loans securitized and adds to its balance sheet the estimated fair value of the assets obtained in consideration for the loans which generally include the cash received (net of transaction expenses), retained junior class securities (referred to as residual interests) and mortgage servicing rights.

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### ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

#### MARKET RISK

The Company is subject to market risk resulting primarily from the impact of fluctuations in interest rates upon balance sheet financial instruments such as loans, debt and derivatives. Changes in interest rates can affect loan interest income, gains on the sale of residential real estate loans, interest expense, loan origination volume, net investment income, and total stockholders' equity. The level of gain on the sale of residential real estate loans is dependent upon the level of loan origination volume, the premium paid by the purchasers of such loans and the gain or loss realized from hedging activities. Each of these factors, in turn, are highly dependent upon changes in, and the level of, interest rates and other economic factors. The Company may experience a decrease in the amount of gain it realizes should significant interest rate volatility occur or if other economic factors have a negative impact on the value and volume of the loans the Company originates. The objective of the asset

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and liability management activities is to provide the highest level of net interest and investment income and to seek cost effective sources of capital, while maintaining acceptable levels of interest rate and liquidity risk.

The Company is subject to interest rate risk resulting from differences between the rates on, and repricing characteristics of, interest-earning loans held for investment (and loans held for sale) and the rates on, and repricing characteristics of, interest-bearing liabilities used to finance its loans such as deposits and debt. Interest rate gaps may arise when assets are funded with liabilities having different repricing intervals or different market indices to which the instruments' interest rate is tied and to this degree, earnings will be sensitive to interest rate changes. Additionally, interest rate gaps could develop between the market rate and the interest rate on loans in the loan portfolio, which could result in borrowers' prepaying their loan obligations. The Company attempts to match the characteristics of interest rate sensitive assets and liabilities to minimize the effect of fluctuations in interest rates. For the Company's financial instruments, the expected maturity date does not necessarily reflect the net market risk exposure because certain instruments are subject to interest rate changes before expected maturity. With respect to the Company's residential real estate loans held for sale and its unfunded loan pipeline, the Company attempts to minimize its interest rate risk exposure through forward loan sale commitments and other financial instruments, such as Eurodollar futures contracts. These other financial instruments meet the definition of a derivative under generally accepted accounting principles and, accordingly, they are recorded in the consolidated financial statements at fair value.

The Company is reliant upon the secondary mortgage market for execution of its whole loan sales and securitizations of residential real estate loans. While the Company strives to maintain adequate levels of liquidity support and capital to withstand certain disruptions in the secondary mortgage market, a significant disruption could adversely impact the Company's ability to fund, sell, securitize or finance its residential real estate loan origination volume, leading to reduced gains on sale and a corresponding decrease in revenue and earnings. A deterioration in performance of the residential real estate loans after

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being sold in whole loan sales and securitizations could adversely impact the availability and pricing of such future transactions.

Quantitative and qualitative disclosures about the Company's market risk are included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2004. There have been no material changes in such risks or in the Company's asset and liability management activities during the six months ended June 30, 2005.

#### ITEM 4. CONTROLS AND PROCEDURES

As of June 30, 2005, the Company evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures. The evaluation was performed under the supervision and with the participation of the Company's management, including the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"). Based on that evaluation, the Company's management, including the CEO and CFO, and its audit committee, have concluded that the Company's disclosure controls and procedures were effective as of June 30, 2005.



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There have been no changes in the Company's internal controls over financial reporting that occurred in the last fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting.

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### PART II - OTHER INFORMATION

#### ITEM 1: LEGAL PROCEEDINGS

The Company is a defendant in a number of legal actions arising in the ordinary course of business and from the discontinuance of the insurance operations. Management and its legal counsel are of the opinion that the settlement of these actions, individually or in the aggregate, will not have a material effect on the Company's business, financial position or results of operations.

On June 2, 2004, the State of California Insurance Commissioner John Garamendi (the "Commissioner"), as statutory liquidator of Fremont Indemnity Company ("Fremont Indemnity"), filed suit in Los Angeles Superior Court against Fremont General alleging the improper utilization by Fremont General of certain net operating loss deductions ("NOLs") allegedly belonging to its Fremont Indemnity subsidiary (the "Fremont Indemnity case") and misrepresentation and concealment. This complaint involves issues that Fremont General considers were resolved in an Agreement among the California Department of Insurance, Fremont Indemnity and Fremont General (the Agreement"). The Agreement, dated July 2, 2002, was executed on behalf of the California Department of Insurance by the Honorable Harry Low, the State of California Insurance Commissioner at that time. Fremont General has honored all of its obligations under the Agreement.

On January 25, 2005, the Company's motions to dismiss the lawsuit brought by the Commissioner, on behalf of Fremont Indemnity, against the Company were argued and heard before the Superior Court of the State of California (the "Court"). On January 26, 2005 the Court issued its rulings dismissing all the causes of action in the complaint without leave to amend, except for the 7th cause of action for alleged concealment by the Company of a potential reinsurance dispute, which was dismissed with leave to amend. The Court also found that the Company had properly utilized the NOLs in accordance with the Agreement. In addition, the Court rejected the Commissioner's request for findings that the Company's use of the NOLs and worthless stock deduction were voidable preferences and/or fraudulent transfers. The Court also rejected the Commissioner's request for injunctive relief to force the Company to amend its prior consolidated income tax returns to remove and forgo the worthless stock deduction for its investment in Fremont Indemnity.

On May 2, 2005 the Commissioner filed an amended complaint with regard to the 7th cause of action on behalf of Fremont Indemnity against the Company alleging intentional misrepresentation, concealment and promissory fraud, which induced the Commissioner to first enter into the Agreement. On July 15, 2005, the Court dismissed the amended complaint with 20 days leave to amend. On August 4, 2005, the Commissioner filed a further amendment to the complaint, again alleging intentional misrepresentation, concealment and promissory fraud. The Company continues to believe that the complaint lacks merit.

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The Commissioner filed a second complaint against Fremont General on behalf of Fremont Indemnity as successor in interest to Comstock Insurance Company ("Comstock"), a former affiliate of Fremont Indemnity, which was subsequently merged into Fremont Indemnity. This case alleged similar causes of action regarding the usage of the NOLs as in the Fremont Indemnity case as well as improper transactions with other insurance subsidiaries and affiliates of Fremont Indemnity. This matter was deemed a related case to the Fremont Indemnity case. On April 22, 2005, the Court dismissed, without leave to amend, the entire complaint. This ruling does not address or necessarily have legal effect on the related Fremont Indemnity case. On July 22, 2005, the Company received a Notice of Appeal to the Court's April 22, 2005 dismissal of the complaint. The Company continues to believe that this litigation is without merit.

### ITEM 2: UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

#### ISSUER PURCHASES OF EQUITY SECURITIES

PERIOD	(a) TOTAL NUMBER OF SHARES (OR UNITS) PURCHASED (1)	(b) AVERAGE PRICE PAID PER SHARE (OR UNIT) (1) (2)	(c) TOTAL NUMBER OF SHARES (OR UNITS) PURCHASED AS PART OF PUBLICLY ANNOUNCED PLANS OR PROGRAMS
April 1-30, 2005	19,432	\$ 0.41	19,432
May 1-31, 2005	3,183	\$ 4.42	3,183
June 1-30, 2005	28,128	\$ 24.01	28,128
Total	50,743	\$ 13.74	50,743

### ITEM 4: SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

- a) The Annual Meeting of Stockholders was held on May 19, 2005.
- b) The following directors were elected to serve until the next Annual Meeting of Stockholders or until their successors have been elected and qualified:

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James A. McIntyre  
 Louis J. Rampino  
 Wayne R. Bailey  
 Thomas W. Hayes

Robert F. Lewis  
 Russell K. Mayerfeld  
 Dickinson C. Ross

- c) The directors named in (b) above were elected. The results of the voting of the 74,223,124 shares represented at the meeting are summarized in the following table:

	FOR -----	VOTES WITHHELD -----
J. A. McIntyre	72,123,179	2,099,945
W. R. Bailey	72,150,239	2,072,885
T. W. Hayes	73,194,737	1,028,387
R. F. Lewis	72,742,731	1,480,393
R. K. Mayerfeld	73,156,405	1,066,719
L. J. Rampino	72,108,587	2,114,537
D. C. Ross	72,708,993	1,516,131

- d) The appointment of the accounting firm of Ernst & Young LLP as the Corporation's Independent Auditors was ratified. The results of the voting of the 74,223,124 shares represented at the meeting are summarized in the following table:

FOR -----	AGAINST -----	ABSTAINED -----
73,251,379	944,674	27,071

### ITEM 6: EXHIBITS

EXHIBIT NO. -----	DESCRIPTION -----
3.1	Restated Articles of Incorporation of Fremont General Corporation. (Incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q, for the period ended June 30, 1998, Commission File Number 1-8007.)
3.2	Certificate of Amendment of Articles of Incorporation of Fremont General Corporation. (Incorporated by reference to Exhibit 3.2 to the Registrant's Annual Report on Form 10-K, for the fiscal year ended December 31, 1998, Commission File Number 1-8007.)
3.3(a)	Amended and Restated Bylaws of Fremont General Corporation. (Incorporated by reference to Exhibit 3.3 to the Registrant's Annual Report on Form 10-K, for the fiscal year ended December 31, 1995, Commission File Number 1-8007.)

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EXHIBIT NO.	DESCRIPTION
3.3(b)	Fremont General Corporation Bylaw Amendment Adopted by the Board of Directors on November 30, 2003. (Incorporated by reference to Exhibit 3.3(b) to the Registrant's Annual Report on Form 10-K, for the fiscal year ended December 31, 2003, Commission File Number 1-8007.)
3.3(c)	Fremont General Corporation Bylaw Amendment Adopted by the Board of Directors on March 16, 2004. (Incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q, for the period ended June 30, 2004, Commission File Number 1-8007.)
4.1	Form of Stock Certificate for Common Stock of the Registrant. (Incorporated by reference to Exhibit 4.1 to the Registrant's Annual Report on Form 10-K, for the fiscal year ended December 31, 2000, Commission File Number 1-8007.)
4.2	Indenture with respect to Liquid Yield Option Notes Due 2013 between the Registrant and Deutsche Bank Trust Company Americas (formerly Bankers Trust Company.) (Incorporated by reference to Exhibit 4.4 to the Registrant's Registration Statement on Form S-3 filed on October 1, 1993, Registration Number 33-68098.)
4.3	Notice of Redemption to the Holders of Liquid Yield Option Notes due 2013.
4.4	Indenture with respect to the 9% Junior Subordinated Debentures among the Registrant, the Trust and Bank of New York (originated with First Interstate Bank of California), a New York Banking Corporation, as trustee. (Incorporated by reference to Exhibit 4.3 to the Registrant's Annual Report on Form 10-K, for the fiscal year ended December 31, 1995, Commission File Number 1-8007.)
4.5	Amended and Restated Declaration of Trust with respect to the 9% Trust Originated Preferred Securities among the Registrant, the Regular Trustees, Chase Bank (USA), a Delaware banking corporation, as Delaware trustee, and JPMorgan Chase Bank, National Association, as Institutional Trustee. (Incorporated by reference to Exhibit 4.5 to the Registrant's Annual Report on Form 10-K, for the fiscal year ended December 31, 1995, Commission File Number 1-8007.)
4.6	Preferred Securities Guarantee Agreement between the Registrant JP Morgan Chase Bank, National Association, as Preferred Guarantee Trustee. (Incorporated by reference to Exhibit 4.6 to the Registrant's Annual Report on Form 10-K, for the fiscal year ended December 31, 1995, Commission File Number 1-8007.)
4.7	Common Securities Guarantee Agreement by the Registrant. (Incorporated by reference to Exhibit 4.7 to the Registrant's Annual Report on Form 10-K, for the fiscal year ended December 31, 1995, Commission File Number 1-8007.)

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- 4.8 Form of Preferred Securities. (Included in Exhibit 4.5).  
(Incorporated by reference to Exhibit 4.8 to the Registrant's Annual Report on Form 10-K, for the fiscal year ended December 31, 1995, Commission File Number 1-8007.)
- 31.1 Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

With respect to long-term debt instruments, the Registrant undertakes to provide copies of such agreements upon request by the Commission.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

FREMONT GENERAL CORPORATION

Date: August 9, 2005

/s/ LOUIS J. RAMPINO

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Louis J. Rampino  
President and Chief Executive Officer

Date: August 9, 2005

/s/ PATRICK E. LAMB

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Patrick E. Lamb  
Senior Vice President, Chief Financial  
Officer, Chief Accounting Officer and  
Treasurer  
(Principal Accounting Officer)