

**MINUTES OF THE  
SPECIAL MEETING OF STOCKHOLDERS OF  
FREEDOM FINANCIAL GROUP, INC.**

**NOVEMBER 30, 2009**

The Special Meeting of Stockholders of Freedom Financial Group, Inc., a Delaware corporation (the “Company”), was held at 9:00 a.m. Central Time on November 30, 2009 at the University Plaza Hotel, 333 S. John Q. Hammons Parkway, Springfield, Missouri in the Nebraska Room.

**CALL TO ORDER**

The meeting was called to order at 9:00 a.m. by Vern Schweigert, Chairman of the Board of the Company. Jacob W. Bayer, Jr. served as Secretary at the meeting. Mr. Schweigert welcomed the shareholders in attendance, introduced those at the head table, including all of the Company’s Directors (Jerry Fenstermaker, Troy Compton, David Ledesma, Robert Chancellor, Stephen Gore and himself), senior management (Jerry Fenstermaker – Chief Executive Officer and Kevin Maxwell – Chief Financial Officer) and outside legal counsel (Tom O’Neal and Jacob W. Bayer, Jr. of Polsinelli Shughart, P.C.).

**DUE CALLING OF MEETING**

The Chairman confirmed that notice of the meeting was mailed, together with the Proxy Statement to each stockholder of record as of October 14, 2009. The notice complied with Delaware law and the Company’s Certificate of Incorporation and Bylaws. The stockholders were invited to review the proxy materials for information on actions to be taken at this Meeting. Ms. Becky Paulson was appointed as Inspector of Elections.

**ANNOUNCEMENT OF QUORUM PRESENT**

The Chairman then reported that proxies had been received for 14,180,916 shares entitled to vote in person or by proxy at this Meeting, which represented 69.3% of the total number of outstanding shares. Mr. Schweigert then announced that a quorum of the Company’s stockholders was present in person or by proxy.

**CONSIDERATION OF BUSINESS**

The Chairman introduced the Company’s Chief Executive Officer, Jerry Fenstermaker, who addressed the shareholders and explained the circumstances, timeline and process which had brought the Board to recommend to the Shareholders that (i) substantially all of the assets of the Company be sold, and (ii) the Company be dissolved and liquidated. The efforts of the management and Board, as more fully set forth in the Proxy Statement, were described. Mr. Fenstermaker expressed disappointment that management was not able to locate replacement financing from any party necessary to

pay off the ReMark loan, even though the Company had become profitable in spite of the trying economic times. He explained that the Board's decisions were motivated by a desire to maximize value for the Shareholders.

#### **SALE OF ASSETS**

The first order of business considered by the stockholders was the approval of the Proposal 1 in the Proxy Statement – the sale of substantially all of the Company's assets to American Credit Acceptance, LLC pursuant to the Auto Receivables Purchase Agreement in substantially the form of Appendix A to the Proxy Statement. The Chairman read a portion of the description of Proposal 1 from the Proxy Statement.

#### **DISSOLUTION AND LIQUIDATION**

The second order of business was the shareholders approval of Proposal 2 in the Proxy Statement – liquidation and dissolution of the Company pursuant to the Plan of Dissolution in substantially the form of Appendix B to the Proxy Statement. The Chairman read a portion of the description of the Plan of Dissolution from the Proxy Statement.

Mr. Schweigert explained that if the two Proposals were approved, the Company intended to complete the Asset Sale on Friday, December 4, 2009, hoped to file the Certificate of Dissolution the Delaware Secretary of State the following week and to make an initial liquidating distribution of \$0.17/share to the shareholders around December 17, 2009. Thereafter, the Company would wind-up its business operations as quickly as possible and pay all debts and resolve or make provisions for all claims in accordance with Delaware law. Although, there could be no assurance of a subsequent distribution, the Board and management currently believed that the distributions to the shareholders would aggregate between \$0.17/share and \$0.21/share. The final distribution may not occur for approximately three years.

#### **ADJOURNMENT OF SPECIAL MEETING**

Proposal 3 in the Proxy Statement providing for adjournment of the Special Meeting of the Shareholders in the event additional time was necessary to solicit proxies in favor of Proposals 1 and 2, was not considered due to the fact that sufficient proxies had been received by the date of the meeting.

#### **SHAREHOLDER COMMENTS**

The Chairman opened up the meeting for shareholder questions and comments. Numerous shareholders asked questions regarding (i) the timing and amount of distributions to the shareholders, (ii) the process of winding-up the business of the Company, (iii) the compensation of the Board and management both during the operation and winding-up on the corporation, and (iv) relationships between the Board members and third parties. All questions were addressed by the Board. Several shareholders also expressed disappointment and anger that most of their investments in the Company had

been lost to fraud and mismanagement by Sinclair Financial Group and Stevens Financial Group, the predecessors of the Company prior to bankruptcy reorganization. Other shareholders, while acknowledging disappointment, expressed gratitude to management for using their best efforts under bad circumstances.

#### **CANVASS OF STOCKHOLDERS**

Mr. Schweigert canvassed the stockholders present to see if any stockholder had any proxy to be voted at the meeting or if any stockholder wished to withdraw a previously submitted proxy and vote in person. Shareholders were directed to the Inspector of Elections.

#### **RECORDING OF VOTE**

Mr. Schweigert then opened the polls for voting on each of the issues presented and asked the Inspector of Election to record the votes on the motions. The Chairman announced that the number of proxies received prior to the Shareholder meeting which were not revoked, were sufficient to cause each Proposal to be approved by more than 50% of all the shares issued, outstanding and entitled to vote on each such matter, and each such Proposal was approved.

#### **ANNOUNCEMENT OF FINAL RESULTS OF VOTING**

The Inspector of Election submitted a final report of the votes which showed that:


Proposal 1 authorizing the sale of substantially all of the Company's assets was approved with 13,422,679 shares voting in favor, 556,199 voting against, 202,198 abstaining and no broker non-votes.

Proposal 2 authorizing and approving the Plan of Dissolution was approved with 13,318,720 shares voting in favor, 645,485 shares voting against, 216,711 abstaining and no broker non-votes.

The Chairman then asked if there was any other business to come before the meeting.

#### **ADJOURNMENT OF MEETING**

There being no further business to come before the meeting and upon motion duly made, seconded and unanimously carried, the meeting was adjourned.

  
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Jacob W. Bayer, Jr., Secretary