

Edgar Filing: FREMONT GENERAL CORP - Form SC 13D/A

FREMONT GENERAL CORP  
Form SC 13D/A  
February 07, 2007

OMB Number 3235-0145

United States  
Securities and Exchange Commission  
Washington DC 20549

Schedule 13D/A Amendment No. 2  
Under the Securities and Exchange Act of 1934

Fremont General Corporation  
Name of Issuer

common stock  
Title of Class of Securities

CUSIP Number 357288109

Howard Amster, 23811 Chagrin Blvd., Suite 200  
Beachwood, Ohio 44122-5525, 216 595-1047  
(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications)

February 2, 2007  
(Date of Event which Requires Filing of this Statement)

If this filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of 240.13d-1(e) (f) or (g), check the following box / /.

Note: Scheduled filed in paper format shall include a signed original and five copies of the schedule including all exhibits. See 240.13D-7 for other parties to who copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that Section of the Act, but shall be subject to all other provisions of the Act (however see the Notes).

1	Name of Reporting Person	Howard Amster
2	If a member group	a) / /
b)	/X/	
3	SEC Use only	
4	Source of Funds	PF
5	Check if Disclosure	
6	Citizenship	U.S.A.

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Number of Shares	7	Sole Voting	2,334,750
Beneficially			
Owned By Each	8	Shared Voting	4,658,550
Reporting Person			
With	9	Sole Dispositive	2,334,750
	10	Shared Dispositive	4,658,550
11	Aggregate Amount Beneficially owned		4,889,000
12	Check if Aggregate Amount (11) Excludes Certain Shares		
13	Percent of Class Represented by amount in row (11)		6.28 %
14	Type of Reporting Person		IN

1	Name of Reporting Person		Howard M Amster Charitable Remainder Unitrust
2	If a member group	a)	/ /
b)	/X/		
3	SEC Use only		
4	Source of Funds	AF	
5	Check if Disclosure		
6	Citizenship	U.S.A.	
Number of Shares	7	Sole Voting	
Beneficially			
Owned By Each	8	Shared Voting	3,400
Reporting Person			
With	9	Sole Dispositive	
	10	Shared Dispositive	3,400
11	Aggregate Amount Beneficially owned		3,400
12	Check if Aggregate Amount (11) Excludes Certain Shares		
13	Percent of Class Represented by amount in row (11)		0.00 %
14	Type of Reporting Person		OO

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1	Name of Reporting Person		Howard M Amster 2005 Charitable Remainder Unitrust
2	If a member group	a)	/ /
b)	/X/		
3	SEC Use only		
4	Source of Funds	AF	
5	Check if Disclosure		
6	Citizenship	U.S.A.	
	Number of Shares	7	Sole Voting
	Beneficially		
	Owned By Each	8	Shared Voting 104,900
	Reporting Person		
	With	9	Sole Dispositive
		10	Shared Dispositive 104,900
11	Aggregate Amount Beneficially owned		104,900
12	Check if Aggregate Amount (11) Excludes Certain Shares		
13	Percent of Class Represented by amount in row (11)		0.13 %
14	Type of Reporting Person		00

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1 Name of Reporting Person Howard Amster & Tamra F. Gould  
Charitable Remainder Unitrust

2 If a member group a) / /  
b) /X/

3 SEC Use only

4 Source of Funds AF

5 Check if Disclosure

6 Citizenship U.S.A.

Number of Shares 7 Sole Voting  
Beneficially  
Owned By Each 8 Shared Voting 106,100  
Reporting Person  
With 9 Sole Dispositive  
10 Shared Dispositive 106,100

11 Aggregate Amount Beneficially owned 106,100

12 Check if Aggregate Amount (11) Excludes Certain Shares

13 Percent of Class Represented by amount in row (11) 0.13 %

14 Type of Reporting Person 00

1 Name of Reporting Person Amster Limited Partnership

2 If a member group a) / /  
b) /X/

3 SEC Use only

4 Source of Funds WC

5 Check if Disclosure

6 Citizenship USA

Number of Shares 7 Sole Voting  
Beneficially

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Owned By Each	8	Shared Voting	19,000
Reporting Person			
With	9	Sole Dispositive	
	10	Shared Dispositive	19,000
11	Aggregate Amount Beneficially owned		19,000
12	Check if Aggregate Amount (11) Excludes Certain Shares		
13	Percent of Class Represented by amount in row (11)		0.02 %
14	Type of Reporting Person		PN

1	Name of Reporting Person	Amster Trading Company	
2	If a member group	a)	/ /
b)	/X/		
3	SEC Use only		
4	Source of Funds	WC	
5	Check if Disclosure		
6	Citizenship	USA	
Number of Shares	7	Sole Voting	
Beneficially			
Owned By Each	8	Shared Voting	3,527,900
Reporting Person			
With	9	Sole Dispositive	
	10	Shared Dispositive	3,527,900
11	Aggregate Amount Beneficially owned		1,647,400
12	Check if Aggregate Amount (11) Excludes Certain Shares		
13	Percent of Class Represented by amount in row (11)		2.12 %
14	Type of Reporting Person		CO

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1	Name of Reporting Person	Amster Trading Company Charitable Remainder Unitrusts		
2	If a member group	a)	/	/
b)	/X/			
3	SEC Use only			
4	Source of Funds	AF		
5	Check if Disclosure			
6	Citizenship			
	Number of Shares	7	Sole Voting	
	Beneficially			
	Owned By Each	8	Shared Voting	1,880,500
	Reporting Person			
	With	9	Sole Dispositive	
		10	Shared Dispositive	1,880,500
11	Aggregate Amount Beneficially owned			1,880,500
12	Check if Aggregate Amount (11) Excludes Certain Shares			
13	Percent of Class Represented by amount in row (11)		2.42	%
14	Type of Reporting Person		00	

1	Name of Reporting Person	Tamra F. Gould
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2 If a member group a) / /  
 c) /X/

3 SEC Use only

4 Source of Funds PF

5 Check if Disclosure

6 Citizenship U.S.A.

Number of Shares	7	Sole Voting	23,000
Beneficially			
Owned By Each	8	Shared Voting	36,100
Reporting Person			
With	9	Sole Dispositive	23,000
	10	Shared Dispositive	36,100

11 Aggregate Amount Beneficially owned 59,100

12 Check if Aggregate Amount (11) Excludes Certain Shares

13 Percent of Class Represented by amount in row (11) 0.08 %

14 Type of Reporting Person IN

1 Name of Reporting Person First Amended and Restated  
 Declaration of Trust of Tamra F. Gould

2 If a member group a) / /  
 b) /X/

3 SEC Use only

4 Source of Funds OO

5 Check if Disclosure

6 Citizenship U.S.A.

Number of Shares	7	Sole Voting	
Beneficially			
Owned By Each	8	Shared Voting	4,100

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Reporting Person				
With	9	Sole Dispositive		
	10	Shared Dispositive	4,100	
11	Aggregate Amount Beneficially owned		4,100	
12	Check if Aggregate Amount (11) Excludes Certain Shares			
13	Percent of Class Represented by amount in row (11)		0.01	%
14	Type of Reporting Person		OO	

1	Name of Reporting Person	Gould Trading Company
2	If a member group	a) / /
b)	/X/	
3	SEC Use only	
4	Source of Funds	WC
5	Check if Disclosure	
6	Citizenship	USA

Number of Shares	7	Sole Voting		
Beneficially				
Owned By Each	8	Shared Voting	32,000	
Reporting Person				
With	9	Sole Dispositive		
	10	Shared Dispositive	32,000	
11	Aggregate Amount Beneficially owned		32,000	
12	Check if Aggregate Amount (11) Excludes Certain Shares			
13	Percent of Class Represented by amount in row (11)		0.04	%
14	Type of Reporting Person		CO	



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1 Name of Reporting Person Samuel J Heller

2 If a member group a) / /  
d) /X/

3 SEC Use only

4 Source of Funds PF

5 Check if Disclosure

6 Citizenship U.S.A.

Number of Shares 7 Sole Voting  
Beneficially  
Owned By Each 8 Shared Voting 9,400  
Reporting Person  
With 9 Sole Dispositive  
10 Shared Dispositive 9,400

11 Aggregate Amount Beneficially owned 9,400

12 Check if Aggregate Amount (11) Excludes Certain Shares

13 Percent of Class Represented by amount in row (11) 0.01 %

14 Type of Reporting Person IN

1 Name of Reporting Person Samuel J Heller Irrevocable Trust

2 If a member group a) / /

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b) /X/

3 SEC Use only

4 Source of Funds 00

5 Check if Disclosure

6 Citizenship U.S.A.

Number of Shares 7 Sole Voting  
Beneficially  
Owned By Each 8 Shared Voting 9,400  
Reporting Person  
With 9 Sole Dispositive

10 Shared Dispositive 9,400

11 Aggregate Amount Beneficially owned 9,400

12 Check if Aggregate Amount (11) Excludes Certain Shares

13 Percent of Class Represented by amount in row (11) 0.01 %

14 Type of Reporting Person 00

1 Name of Reporting Person Let's Get Organized, Inc.

2 If a member group a) / /  
b) /X/

3 SEC Use only

4 Source of Funds WC

5 Check if Disclosure

6 Citizenship USA

Number of Shares 7 Sole Voting  
Beneficially  
Owned By Each 8 Shared Voting 250  
Reporting Person  
With 9 Sole Dispositive

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	10	Shared Dispositive	250	
11		Aggregate Amount Beneficially owned	250	
12		Check if Aggregate Amount (11) Excludes Certain Shares		
13		Percent of Class Represented by amount in row (11)	0.00	%
14		Type of Reporting Person	CO	

1	Name of Reporting Person	newAX, Inc.
2	If a member group	a) / /
b)		/X/
3	SEC Use only	
4	Source of Funds	WC
5	Check if Disclosure	
6	Citizenship	USA

Number of Shares	7	Sole Voting	
Beneficially			
Owned By Each	8	Shared Voting	12,800
Reporting Person			
With	9	Sole Dispositive	
	10	Shared Dispositive	12,800

11		Aggregate Amount Beneficially owned	12,800	
12		Check if Aggregate Amount (11) Excludes Certain Shares		
13		Percent of Class Represented by amount in row (11)	0.02	%
14		Type of Reporting Person	CO	

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1 Name of Reporting Person Pleasant Lake Apts. Corp.

2 If a member group a) / /

b) /X/

3 SEC Use only

4 Source of Funds WC

5 Check if Disclosure

6 Citizenship U.S.A.

Number of Shares 7 Sole Voting

Beneficially

Owned By Each 8 Shared Voting 348,850

Reporting Person

With 9 Sole Dispositive

10 Shared Dispositive 348,850

11 Aggregate Amount Beneficially owned 348,850

12 Check if Aggregate Amount (11) Excludes Certain Shares

13 Percent of Class Represented by amount in row (11) 0.44 %

14 Type of Reporting Person CO

1 Name of Reporting Person Pleasant Lake Apts. Ltd.  
Partnership

2 If a member group a) / /

b) /X/

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3 SEC Use only

4 Source of Funds 00

5 Check if Disclosure

6 Citizenship U.S.A.

Number of Shares 7 Sole Voting  
Beneficially  
Owned By Each 8 Shared Voting 345,400  
Reporting Person  
With 9 Sole Dispositive

10 Shared Dispositive 345,400

11 Aggregate Amount Beneficially owned 345,400

12 Check if Aggregate Amount (11) Excludes Certain Shares

13 Percent of Class Represented by amount in row (11) 0.44 %

14 Type of Reporting Person 00

1 Name of Reporting Person Ramat Securities Ltd.

2 If a member group a) / /  
b) /X/

3 SEC Use only

4 Source of Funds WC

5 Check if Disclosure

6 Citizenship U.S.A.

Number of Shares 7 Sole Voting  
Beneficially  
Owned By Each 8 Shared Voting 526,200  
Reporting Person  
With 9 Sole Dispositive

10 Shared Dispositive 526,200

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11	Aggregate Amount Beneficially owned	526,200	
12	Check if Aggregate Amount (11) Excludes Certain Shares		
13	Percent of Class Represented by amount in row (11)		0.68 %
14	Type of Reporting Person	BD	

1	Name of Reporting Person	Tova Financial, Inc.
2	If a member group	a) / /
b)	/X/	
3	SEC Use only	
4	Source of Funds	WC
5	Check if Disclosure	
6	Citizenship	USA

Number of Shares	7	Sole Voting	
Beneficially			
Owned By Each	8	Shared Voting	21,550
Reporting Person			
With	9	Sole Dispositive	
	10	Shared Dispositive	21,550

11	Aggregate Amount Beneficially owned	7,900	
12	Check if Aggregate Amount (11) Excludes Certain Shares		
13	Percent of Class Represented by amount in row (11)		0.01 %
14	Type of Reporting Person	CO	

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1	Name of Reporting Person	Tova Financial, Inc. Charitable Remainder Unitrust		
2	If a member group	a)	/	/
b)	/X/			
3	SEC Use only			
4	Source of Funds	AF		
5	Check if Disclosure			
6	Citizenship			
	Number of Shares	7	Sole Voting	
	Beneficially			
	Owned By Each	8	Shared Voting	13,650
	Reporting Person			
	With	9	Sole Dispositive	
		10	Shared Dispositive	13,650
11	Aggregate Amount Beneficially owned		13,650	
12	Check if Aggregate Amount (11) Excludes Certain Shares			
13	Percent of Class Represented by amount in row (11)		0.02	%
14	Type of Reporting Person		00	

1	Name of Reporting Person	ZAK Group LLC		
2	If a member group	a)	/	/
b)	/X/			
3	SEC Use only			

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4	Source of Funds	WC	
5	Check if Disclosure		
6	Citizenship	U.S.A.	
	Number of Shares	7	Sole Voting
	Beneficially		
	Owned By Each	8	Shared Voting 7,900
	Reporting Person		
	With	9	Sole Dispositive
		10	Shared Dispositive 7,900
11	Aggregate Amount Beneficially owned		7,900
12	Check if Aggregate Amount (11) Excludes Certain Shares		
13	Percent of Class Represented by amount in row (11)		0.01 %
14	Type of Reporting Person		00

1	Name of Reporting Person	David Zlatin	
2	If a member group	a)	/ /
e)	/X/		
3	SEC Use only		
4	Source of Funds	PF	
5	Check if Disclosure		
6	Citizenship	U.S.A.	
	Number of Shares	7	Sole Voting 3,441
	Beneficially		
	Owned By Each	8	Shared Voting 557,900
	Reporting Person		
	With	9	Sole Dispositive 3,441
		10	Shared Dispositive 557,900
11	Aggregate Amount Beneficially owned		547,691



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12 Check if Aggregate Amount (11) Excludes Certain Shares  
 13 Percent of Class Represented by amount in row (11) 0.70 %  
 14 Type of Reporting Person IN

1 Name of Reporting Person David Zlatin and Gilda Zlatin JTWS  
 2 If a member group a) / /  
 f) /X/  
 3 SEC Use only  
 4 Source of Funds PF  
 5 Check if Disclosure  
 6 Citizenship U.S.A.  
 Number of Shares 7 Sole Voting  
 Beneficially  
 Owned By Each 8 Shared Voting 23,550  
 Reporting Person  
 With 9 Sole Dispositive  
 10 Shared Dispositive 23,550  
 11 Aggregate Amount Beneficially owned 9,900  
 12 Check if Aggregate Amount (11) Excludes Certain Shares  
 13 Percent of Class Represented by amount in row (11) 0.01 %  
 14 Type of Reporting Person IN

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1	Name of Reporting Person	Gilda Zlatin	
2	If a member group	a)	/ /
g)	/X/		
3	SEC Use only		
4	Source of Funds	PF	
5	Check if Disclosure		
6	Citizenship	U.S.A.	
	Number of Shares	7	Sole Voting 905
	Beneficially		
	Owned By Each	8	Shared Voting 23,550
	Reporting Person		
	With	9	Sole Dispositive 905
		10	Shared Dispositive 23,550
11	Aggregate Amount Beneficially owned	10,805	
12	Check if Aggregate Amount (11) Excludes Certain Shares		
13	Percent of Class Represented by amount in row (11)	0.01 %	
14	Type of Reporting Person	IN	

There are no changes to the Schedule 13D, as amended except as set forth in this second amendment.

Item 2. Identity and Background

The First Amended and Restated Declaration of Trust of Tamra F. Gould replaced the Tamra F. Gould Investment Trust. The 4,100 Fremont General Corporation common shares were transferred to this trust on 01/05/07.

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The previous Tamra F. Gould Investment Trust, James Loveman, its trustee no longer have any shared voting, dispositive power and disclaim any beneficial ownership of Fremont General Corporation and are no longer a member of this Group.

First Amended and Restated Declaration of Trust of Tamra F. Gould

First Amended and Restated Declaration of Trust of Tamra F. Gould is funded by Tamra F. Gould.

The Trustee of this Trust distributes income and principal as determined to Tamra F. Gould. Because Tamra F. Gould has the right to change, amend the Trust it can be deemed she has shared voting, dispositive power and beneficial ownership to any security in the Trust.

- a) First Amended and Restated Declaration of Trust of Tamra F. Gould
- b) 25812 Fairmount Blvd.  
Beachwood, OH 44122-2214
- c) Investment Trust
- d) Neither Tamra F. Gould as trustee or the Trust have been convicted in any criminal proceedings (excluding traffic violations or similar misdemeanors, if any) within the last five years.
- e) Neither Tamra F. Gould as trustee or the Trust have been a party to any civil proceedings of a judicial or administrative body or competent jurisdictions of the type described in Item 2 of Schedule 13D within the last five years.
- f) U.S.A.  
For information purposes only

Ramat Securities Ltd. clients and employees own 157,900 common shares of Fremont General Corporation common shares excluding various Amster, Gould, Zlatin member group shares or 0.20 % of Fremont General Corporation common shares.

Clients and employees of Ramat Securities Ltd. excluding various Amster, Gould, Zlatin member group shares do not have ownership, no shared voting, no dispositive power no pecuniary interest in any Fremont General Corporation common shares held by this reporting group nor to any other securities owned directly or indirectly by the reporting group.

Ramat Securities Ltd. has no ownership, no shared voting, no dispositive, no pecuniary interest in Fremont General Corporation common shares owned by its clients and employees directly or indirectly excluding various Amster, Gould, Zlatin member group shares.

Ramat Securities Ltd. has no ownership, no shared voting, no dispositive, no pecuniary interest in any other securities owned by its clients or employees directly or indirectly excluding Mr. Amster, Mr. Zlatin.

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### Item 3. Source and Amount of Funds or Other Consideration

Howard Amster, in his personal and individual retirement accounts purchased an additional 278,600 common shares with personal funds without borrowing. The total consideration for these purchases is \$ 3,942,567.54 bringing Howard Amster's total investment to \$ 44,468,091.62.

Howard M Amster 2005 Charitable Remainder Unitrust purchased an additional 24,200 common shares with trust assets without borrowing. The total consideration for these purchases is \$ 328,846.08 bringing Howard M Amster 2005 Charitable Remainder Unitrust's total investment to \$ 1,867,299.91.

Howard Amster and Tamra F. Gould Charitable Remainder Unitrust purchased an additional 1,300 common shares with trust assets without borrowing. The total consideration for the purchase for this purchase is \$ 17,621.42 bringing Howard Amster and Tamra F. Gould Charitable Remainder Unitrust's total investment to \$ 2,378,288.03.

Amster Ltd. Partnership purchased an additional 2,000 common shares with partnership funds without borrowing. The total consideration for these purchases is \$ 30,907.72 bringing Amster Ltd. Partnership's total investment to \$ 192,959.57.

Amster Trading Company purchased an additional 102,500 common shares with working capital without borrowing. The total consideration for these purchases is \$ 1,729,789.25 bringing Amster Trading Company's total investment to \$ 32,051,603.44.

Amster Trading Company Charitable Remainder Unitrusts purchased an additional 561,500 common shares with trust assets without borrowing. The total consideration for this purchase is \$ 9,092,070.91 bringing Amster Trading Company Charitable Remainder Unitrusts's total investment to \$ 32,231,326.99.

Pleasant Lake Apts. Corp. purchased an additional 1,400 common shares with working capital without borrowing. The total consideration for this purchase is \$ 18,974.26. bringing Pleasant Lake Apts. Corp.'s total investment to \$ 59,993.93.

Pleasant Lake Apts. Ltd. Partnership purchased an additional 60,400 common shares with partnership funds without borrowing. The total consideration for these purchases is \$ 1,006,326.61 bringing Pleasant Lake Apts. Ltd. Partnership's total investment to \$ 5,833,185.72.

Ramat Securities Ltd. purchased an additional 115,900 common shares with working capital without borrowing. The total consideration for these purchases is \$ 1,665,326.03 bringing Ramat Securities Ltd.'s total investment to \$ 9,227,524.43.

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Tova Financial, Inc. Charitable Remainder Unitrust purchased an additional 1,147 common shares with trust assets without borrowing. The total consideration for the purchase is \$ 15,551.57 bringing Tova Financial, Inc. Charitable Remainder Unitrust's total investment to \$ 287,550.12.

David Zlatin, in his individual retirement account purchased an additional 2,461 common shares with personal funds and without borrowing. The total consideration for the purchases is \$ 38,824.59 bringing David Zlatin's total investment to \$ 55,972.09.

Gilda Zlatin, in her individual retirement accounts purchased an additional 215 common shares with personal funds and without borrowing. The total consideration for the purchases is \$ 2,947.60 bringing Gilda Zlatin's total investment to \$ 17,273.32.

### Item 4. Purpose of Transaction

The following acquired their shares or may be deemed to be a group for purposes of investment.

Howard Amster  
Howard M Amster Charitable Remainder Unitrust  
Howard M Amster 2005 Charitable Remainder Unitrust  
Howard Amster and Tamra F Gould Charitable Remainder Unitrust  
Amster Limited Partnership  
Amster Trading Company  
Amster Trading Company Charitable Remainder Unitrusts  
Tamra F. Gould  
First Amended and Restated Declaration of Trust of Tamra F. Gould  
Gould Trading Company  
Samuel J. Heller  
Samuel J. Heller Irrevocable Trust  
Let's Get Organized, Inc.  
newAx, Inc.  
Pleasant Lake Apts. Corp.  
Pleasant Lake Apts. Ltd. Partnership  
Ramat Securites Ltd.  
Tova Financial, Inc.  
Tova Financial Inc., Charitable Remainder Unitrust  
Zak Group Ltd.  
David Zlatin  
David Zlatin and Gilda Zlatin as JTWROS  
Gilda Zlatin

There are no present plans or proposals by this group of record or the beneficial owners as reported in this Schedule 13D amendment which relates to or would result in the following:

a. The acquisition by any person of additional securities of the issuer, or the disposition of securities of the issuer provided, however, the reporting persons might acquire additional shares or other securities of the issuer or dispose of some or all of their shares depending upon market conditions and their personal circumstances;

### Item 5. Interest in Securities of the Issuer

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The outstanding common shares of the Issuer is 77,862,000 shares as of October 31, 2006 referenced in the 10-Q for period ending September 30, 2006.

(a) (b) The aggregate amount owned by this Reporting Group is 7,080,546 shares or 9.09 % of the outstanding shares.

Howard Amster in his name and individual retirement accounts owns 2,334,750 shares or 3.0 % of the common outstanding shares.

Howard M Amster Charitable Remainder Unitrust owns 3,400 shares or 0.00 % of the common outstanding shares.

Howard M Amster 2005 Charitable Remainder Unitrust owns 104,900 shares or 0.13 % of the common outstanding shares.

Howard Amster and Tamra F. Gould Charitable Remainder Unitrust owns 106,100 shares or 0.13 % of the common outstanding shares.

Amster Ltd. Partnership owns 11,100 common shares or 0.02 % of the common outstanding shares

Amster Trading Company owns 1,647,400 shares or 2.12 % of the common outstanding shares.

Amster Trading Company Charitable Remainder Unitrusts own 1,880,500 shares or 2.42 % of the common outstanding shares.

Tamra F. Gould in her individual retirement account owns 23,000 common shares or 0.03 % of the common outstanding shares.  
First Amended and Restated Declaration of Trust of Tamra F. Gould owns 4,100 or 0.01% of the common outstanding shares.

Gould Trading Company owns 32,000 or 0.04 % of the common outstanding shares.

Samuel J Heller Irrevocable trust owns 9,400 shares or 0.01 % of the common outstanding shares.

Let's Get Organized Inc. owns 250 common shares or 0.00 % of the common outstanding shares.

newAx, Inc. owns 12,800 common shares or 0.02 % of the common outstanding shares.

Pleasant Lake Apts. Ltd. Corp. owns 3,450 common shares or 0.0 % of the common outstanding shares.

Pleasant Lake Apts. Ltd. Partnership owns 345,400 common shares or 0.44 % of the common outstanding shares.

Ramat Securities Ltd. owns 526,200 common shares or 0.68 % of the common outstanding shares.

Tova Financial, Inc. owns 7,900 common shares or 0.01 % of the common outstanding shares.

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Tova Financial, Inc. Charitable Remainder Unitrust owns 13,650 common shares or 0.02 % of the common outstanding shares.

ZAK Group LLC owns 7,900 common shares or 0.01 % of the common outstanding shares.

David Zlatin owns 3,441 common shares or 0.0 % of the common outstanding shares.

David Zlatin and Gilda Zlatin as JTROS own 2,000 common shares or 0.00 % of the common outstanding shares.

Gilda Zlatin owns 905 common shares or 0.00 % of the common outstanding shares.

### c) Description of Transactions

All purchases were executed on a listed stock exchange as an open market transaction with Bear, Stearns Securities Corp. as executing broker.

Identity	Date	Shares	Price	
Howard Amster	02/02/07	159,600	14.10	
and various	02/05/07	53,000	14.21	
Individual	02/05/07	66,000	14.16	
Retirement Accounts				
Howard M Amster	01/23/07	1,600	14.20	
2005 Charitable	01/31/07	22,600	13.53	
Remainder Unitrust				
Howard Amster	01/31/07	1,300	13.53	
and Tamra F. Gould Charitable Remainder Unitrust				
Amster Ltd.	12/28/06	1,200	16.68	
Partnership	01/31/07	800		13.53
Amster Trading	11/22/06	102,500	16.86	
Company				
Amster Trading	11/28/06	106,000	16.88	
Company Charitable	11/29/06	127,200	17.09	
Remainder Unitrusts	11/30/06	151,600	17.08	
	12/01/06	37,100	16.91	
	01/23/07	23,200	14.20	
	01/31/07	116,400	13.53	
Pleasant Lake	01/31/07	1,400	13.53	
Apts. Ltd. Corp.				
Pleasant Lake	11/22/06	56,500	16.86	
Apts. Ltd.	01/31/07	3,900	13.53	
Partnership				

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Ramat Securities	11/30/06	2,900	17.08	
Ltd.	12/05/06	2,000	17.17	
	12/07/06	1,800	16.76	
	12/18/06	4,200	16.86	
	02/02/07	105,000	14.10	
Tova Financial, Inc. Charitable Remainder Unitrust	01/31/07	1,147	13.53	
David Zlatin	12/11/06	2,000	16.24	
in his individual retirement accounts	01/31/07	461		13.53
Gilda Zlatin	01/31/07	215		13.53
in her individual retirement accounts				

Signature            After reasonable inquiry and to the best of our knowledge  
and belief, we certify that the information set forth in this  
statement is true, complete and correct.

Date:                February 5, 2007

/s/  
Howard Amster

/s/  
Howard M Amster Charitable Remainder Unitrust  
By:            Howard Amster  
Title:        Trustee

/s/  
Howard M Amster 2005 Charitable Remainder Unitrust  
By:            Howard Amster  
Title:        Trustee

/s/  
Howard Amster & Tamra F. Gould Charitable Remainder Unitrust  
By:            Howard Amster  
Title:        Trustee

/s/  
Amster Limited Partnership  
By:            Howard Amster



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Title: General Partner

/s/

Amster Trading Company  
By: Howard Amster  
Title: President

/s/

Amster Trading Company Charitable Remainder Unitrusts  
By: Howard Amster  
Title: Trustee

/s/

Tamra F. Gould

/s/

First Amended and Restated Declaration  
Of Trust of Tamra F. Gould  
By: Tamra F. Gould  
Title: Trustee

/s/

Gould Trading Company  
By: Tamra F. Gould  
Title: President

/s/

Samuel J Heller

/s/

Samuel J Heller Irrevocable Trust  
By: Howard Amster  
Title: Trustee

/s/

Let's Get Organized, Inc.  
By: David Zlatin  
Title: President

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/s/  
newAx, Inc.  
By: John C. Loring  
Title: Chairman, President and CEO

/s/  
Pleasant Lake Apts. Corp.  
By: Howard Amster  
Title: President

/s/  
Pleasant Lake Apts. Ltd. Partnership  
By: Pleasant Lake Apts. Corp., Howard Amster, President  
Title: Its General Partner

/s/  
Ramat Securities Ltd.  
By: David Zlatin  
Title: Principal

/s/  
Tova Financial, Inc.  
By: David Zlatin  
Title: President

/s/  
Tova Financial , Inc. Charitable Remainder Unitrust  
By: David Zlatin & Gilda Zlatin  
Title: Co-trustees

/s/  
Zak Group LLC  
By: David Zlatin  
Title: Member

/s/  
David Zlatin

/s/                                        /s/  
David Zlatin and Gilda Zlatin as JTWROS

/s/  
Gilda Zlatin