

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

FREMONT GENERAL CORP  
Form SC 13D/A  
November 22, 2006

OMB Number 3235-0145

United States  
Securities and Exchange Commission  
Washington DC 20549

Schedule 13D/A Amendment No. 1  
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)

November 20, 2006  
(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	2,056,150
Beneficially			
Owned By Each	8	Shared Voting	3,789,350
Reporting Person			
With	9	Sole Dispositive	2,056,150
	10	Shared Dispositive	3,789,350
11	Aggregate Amount Beneficially owned		4,328,200
12	Check if Aggregate Amount (11) Excludes Certain Shares		
13	Percent of Class Represented by amount in row (11)		5.56 %
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 80,700
	Reporting Person		
	With	9	Sole Dispositive
		10	Shared Dispositive 80,700
11	Aggregate Amount Beneficially owned		80,700
12	Check if Aggregate Amount (11) Excludes Certain Shares		
13	Percent of Class Represented by amount in row (11)		0.1 %
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 104,800  
Reporting Person  
With 9 Sole Dispositive  
10 Shared Dispositive 104,800

11 Aggregate Amount Beneficially owned 104,800

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	17,000
Reporting Person			
With	9	Sole Dispositive	
	10	Shared Dispositive	17,700
11	Aggregate Amount Beneficially owned		17,700
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	2,863,900
Reporting Person			
With	9	Sole Dispositive	
	10	Shared Dispositive	2,863,900
11	Aggregate Amount Beneficially owned		1,544,900
12	Check if Aggregate Amount (11) Excludes Certain Shares		
13	Percent of Class Represented by amount in row (11)		1.98 %
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 1,319,000  
Reporting Person  
With 9 Sole Dispositive

10 Shared Dispositive 1,319,000

11 Aggregate Amount Beneficially owned 1,319,000

12 Check if Aggregate Amount (11) Excludes Certain Shares

13 Percent of Class Represented by amount in row (11) 1.7 %

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 Tamra F. Gould Investment Trust

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
Reporting Person			

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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		00	

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	James M. Loveman
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	
Beneficially			
Owned By Each	8	Shared Voting	4,100
Reporting Person			
With	9	Sole Dispositive	
	10	Shared Dispositive	4,100

11		Aggregate Amount Beneficially owned	0	
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	IN	

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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

1 Name of Reporting Person Pleasant Lake Apts. Corp.

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

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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 287,050  
Reporting Person  
With 9 Sole Dispositive

10 Shared Dispositive 287,050

11 Aggregate Amount Beneficially owned 287,050

12 Check if Aggregate Amount (11) Excludes Certain Shares

13 Percent of Class Represented by amount in row (11) 0.37 %

14 Type of Reporting Person CO

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

2 If a member group a) / /  
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 285,000  
Reporting Person  
With 9 Sole Dispositive

10 Shared Dispositive 285,000

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11 Aggregate Amount Beneficially owned 285,000  
 12 Check if Aggregate Amount (11) Excludes Certain Shares  
 13 Percent of Class Represented by amount in row (11) 0.37 %  
 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 410,300  
 Reporting Person  
 With 9 Sole Dispositive  
 10 Shared Dispositive 410,300

11 Aggregate Amount Beneficially owned 410,300  
 12 Check if Aggregate Amount (11) Excludes Certain Shares  
 13 Percent of Class Represented by amount in row (11) 0.53 %  
 14 Type of Reporting Person BD

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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	20,403
	Reporting Person			
	With	9	Sole Dispositive	
		10	Shared Dispositive	20,403
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	

1	Name of Reporting Person	Tova Financial, Inc. Charitable Remainder Unitrust		
2	If a member group	a)	/	/
b)	/X/			
3	SEC Use only			

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4 Source of Funds AF

5 Check if Disclosure

6 Citizenship

Number of Shares 7 Sole Voting  
Beneficially  
Owned By Each 8 Shared Voting 12,503  
Reporting Person  
With 9 Sole Dispositive

10 Shared Dispositive 12,503

11 Aggregate Amount Beneficially owned 12,503

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

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



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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) / /  
 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 980  
 Beneficially  
 Owned By Each 8 Shared Voting 440,853  
 Reporting Person  
 With 9 Sole Dispositive 980  
 10 Shared Dispositive 440,853

11 Aggregate Amount Beneficially owned 429,330  
 12 Check if Aggregate Amount (11) Excludes Certain Shares  
 13 Percent of Class Represented by amount in row (11) 0.55 %  
 14 Type of Reporting Person IN

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1 Name of Reporting Person David Zlatin and Gilda Zlatin JTWOS

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  
Beneficially  
Owned By Each 8 Shared Voting 22,403  
Reporting Person  
With 9 Sole Dispositive

10 Shared Dispositive 22,403

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

1 Name of Reporting Person Gilda Zlatin

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

3 SEC Use only

4 Source of Funds PF

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5 Check if Disclosure

6 Citizenship U.S.A.

Number of Shares	7	Sole Voting	690
Beneficially			
Owned By Each	8	Shared Voting	22,403
Reporting Person			
With	9	Sole Dispositive	690
	10	Shared Dispositive	22,403

11 Aggregate Amount Beneficially owned 10,590

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 first amendment.

Item 1. Security and Issuer

Fremont General Corporation  
common stock

Fremont General Corporation  
2425 Olympic Blvd., Third Floor  
Santa Monica, California 90404  
310 315 5500

CUSIP Number 357288109

Item 2. Identity and Background

For information purposes only

Ramat Securities Ltd. clients and employees own 150,802 common shares of Fremont General Corporation common shares excluding various Amster, Gould, Zlatin member group shares or 0.19 % of Fremont General Corporation common shares.

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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.

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

Howard Amster, in his personal and individual retirement accounts purchased an additional 386,300 common shares with personal funds without borrowing. The total consideration for these purchases is \$ 5,754,328.77 bringing Howard Amster's total investment to \$ 40,525,524.08.

Howard M Amster Charitable Remainder Unitrust purchased an additional 800 common shares with trust assets without borrowing. The total consideration for the purchase is \$ 11,480.82 bringing Howard M Amster Charitable Remainder Unitrust's total investment to \$ 69,102.18.

Howard M Amster 2005 Charitable Remainder Unitrust purchased an additional 19,500 common shares with trust assets without borrowing. The total consideration for these purchases is \$ 279,649.13 bringing Howard M Amster 2005 Charitable Remainder Unitrust's total investment to \$ 1,538,453.83.

Howard Amster and Tamra F. Gould Charitable Remainder Unitrust purchased an additional 1,500 common shares with trust assets without borrowing. The total consideration for the purchase for this purchase is \$ 21,493.85 bringing Howard Amster and Tamra F. Gould Charitable Remainder Unitrust's total investment to \$ 2,360,666.61.

Amster Ltd. Partnership purchased an additional 2,300 common shares with partnership funds without borrowing. The total consideration for these purchases is \$ 34,143.62 bringing Amster Ltd. Partnership's total investment to \$ 162,051.85.

Amster Trading Company purchased an additional 404,300 common shares with working capital without borrowing. The total consideration for these purchases is \$ 6,641,342.70 bringing Amster Trading Company's total investment to \$ 30,321,814.19.

Amster Trading Company Charitable Remainder Unitrusts purchased an additional 174,100 common shares with trust

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assets without borrowing. The total consideration for this purchase is \$ 2,508,894.52 bringing Amster Trading Company Charitable Remainder Unitrusts's total investment to \$ 23,139,256.08.

Gould Trading Company purchased an additional 15,000 common shares with working capital without borrowing. The total consideration for this purchase is \$ 235,760.00 bringing Gould Trading Company's total investment to \$ 515,913.40.

Samuel J Heller Irrevocable Trust purchased an additional 4,000 common shares with trust assets without borrowing. The total consideration for the purchase reported on this amendment is \$ 52,800.10 bringing the Samuel J Heller Irrevocable Trust's total investment to \$ 161,364.80.

Pleasant Lake Apts. Corp. purchased an additional 500 common shares with working capital without borrowing. The total consideration for this purchase is \$ 7,288.20 bringing Pleasant Lake Apts. Corp.'s total investment to \$ 41,019.67.

Pleasant Lake Apts. Ltd. Partnership purchased an additional 100,500 common shares with partnership funds without borrowing. The total consideration for this purchase is \$ 1,456,118.70 bringing Pleasant Lake Apts. Ltd. Partnership's total investment to \$ 4,826,859.11.

Ramat Securities Ltd. purchased an additional 54,000 common shares with working capital without borrowing. The total consideration for these purchases is \$ 766,626.00 bringing Ramat Securities Ltd.'s total investment to \$ 7,562,198.40.

Tova Financial, Inc. Charitable Remainder Unitrust purchased an additional 1,128 common shares with trust assets without borrowing. The total consideration for the purchase is \$ 16,398.85 bringing Tova Financial, Inc. Charitable Remainder Unitrust's total investment to \$ 271,998.55.

David Zlatin, in his individual retirement account purchased an additional 220 common shares with personal funds and without borrowing. The total consideration for the purchase is \$ 3,226.13 bringing David Zlatin's total investment to \$ 17,147.50.

### Item 4. Purpose of Transaction

The following acquired their shares or may 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

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Amster Limited Partnership  
Amster Trading Company  
Amster Trading Company Charitable Remainder Unitrusts  
Tamra F. Gould  
Tamra F. Gould Investment Trust  
Gould Trading Company  
Samuel J. Heller  
Samuel J. Heller Irrevocable Trust  
Let's Get Organized, Inc.  
James M. Loveman  
newAx, Inc.  
Pleasant Lake Apts. Corp.  
Pleasant Lake Apts. Ltd. Partnership  
Ramat Securites Ltd.  
Tova Financial, Inc.  
Toval 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

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 5,928,923 shares or 7.61% of the outstanding shares.

Howard Amster in his name and individual retirement accounts owns 2,056,150 shares or 2.64 % 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 80,700 shares or 0.1 % of the common outstanding shares.

Howard Amster and Tamra F. Gould Charitable Remainder Unitrust owns 104,800 shares or 0.13 % of the common outstanding shares.

Amster Ltd. Partnership owns 9,100 common shares or 0.01 % of the common outstanding shares

Amster Trading Company owns 1,544,900 shares or 1.98 % of the common outstanding shares.

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Amster Trading Company Charitable Remainder Unitrusts own 1,319,000 shares or 1.7 % 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.

Tamra F. Gould Investment Trust 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 2,050 common shares or 0.00 % of the common outstanding shares.

Pleasant Lake Apts. Ltd. Partnership owns 285,000 common shares or 0.37 % of the common outstanding shares.

Ramat Securities Ltd. owns 410,300 common shares or 0.53 % of the common outstanding shares.

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

Tova Financial, Inc. Charitable Remainder Unitrust owns 12,503 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 980 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 690 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.

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Identity	Date	Shares	Price	
Howard Amster	08/24/06	150,000	14.86	
and various	08/25/06	109,300	14.50	
Individual	10/16/06	60,200	14.49	
Retirement Accounts	10/20/06	8,000	13.83	
	11/06/06	200		14.51
	11/07/06	8,600	14.58	
	11/20/06	50,000	16.48	
Howard M Amster	11/03/06	800	14.31	
Charitable				
Remainder Unitrust				
Howard M Amster	08/25/06	1,000	14.50	
2005 Charitable	10/16/06	600	14.49	
Remainder Unitrust	11/03/06	17,900	14.31	
Howard Amster	11/03/06	1,500	14.31	
and Tamra F. Gould				
Charitable Remainder				
Unitrust				
Amster Ltd.	08/24/06	2,000	14.86	
Partnership	11/06/06	300		14.51
Amster Trading	10/16/06	4,600	14.49	
Company	10/20/06	38,000	13.83	
	11/07/06	8,200	14.58	
	11/20/06	85,500	16.48	
	11/21/06	268,000	16.85	
Amster Trading	10/16/06	17,600	14.49	
Company Charitable	11/03/06	104,800	14.31	
Remainder Unitrusts	11/06/06	28,500	14.51	
	11/07/06	23,200	14.58	
Gould Trading	08/16/06	15,000	15.70	
Company				
Samuel J Heller	09/21/06	4,000	13.15	
Irrevocable Trust				
Pleasant Lake	11/06/06	500		14.51
Apts. Ltd. Corp.				
Pleasant Lake	10/20/06	5,000	13.83	
Apts. Ltd.	11/06/06	95,500	14.51	
Partnership				
Ramat Securities	08/30/06	40,000	14.20	
Ltd.	08/31/06	14,000	14.19	
Tova Financial, Inc.	11/06/06	1,128	14.51	
Charitable Remainder				
Unitrust				



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David Zlatin                      11/06/06                      220                      14.51  
in his 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:                      November 21, 2006

/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  
Title:                      General Partner

/s/  
Amster Trading Company  
By:                      Howard Amster  
Title:                      President

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

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/s/  
Tamra F. Gould

/s/  
Tamra F. Gould Investment Trust  
By: James Loveman  
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

/s/  
James M. Loveman

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

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/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