

Edgar Filing: FREMONT GENERAL CORP - Form SC 13D

FREMONT GENERAL CORP
Form SC 13D
August 16, 2006

OMB Number 3235-0145

United States
Securities and Exchange Commission
Washington DC 20549

Schedule 13D
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)

August 9, 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	1,669,850
Beneficially			
Owned By Each	8	Shared Voting	3,027,850
Reporting Person			
With	9	Sole Dispositive	1,669,850
	10	Shared Dispositive	3,027,850
11	Aggregate Amount Beneficially owned		3,380,300
12	Check if Aggregate Amount (11) Excludes Certain Shares		
13	Percent of Class Represented by amount in row (11)		4.34 %
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	2,600
Reporting Person			
With	9	Sole Dispositive	
	10	Shared Dispositive	2,600
11	Aggregate Amount Beneficially owned		2,600
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 61,200
	Reporting Person		
	With	9	Sole Dispositive
		10	Shared Dispositive 61,200
11	Aggregate Amount Beneficially owned		61,200
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		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
	Reporting Person		103,300
	With	9	Sole Dispositive
		10	Shared Dispositive
			103,300
11	Aggregate Amount Beneficially owned		103,300
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	14,700
Reporting Person			
With	9	Sole Dispositive	
	10	Shared Dispositive	14,700
11	Aggregate Amount Beneficially owned		14,700
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	2,285,500
Reporting Person			
With	9	Sole Dispositive	
	10	Shared Dispositive	2,285,500
11	Aggregate Amount Beneficially owned		1,140,600
12	Check if Aggregate Amount (11) Excludes Certain Shares		
13	Percent of Class Represented by amount in row (11)		1.46 %
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	1,144,900
	Reporting Person			
	With	9	Sole Dispositive	
		10	Shared Dispositive	1,144,900
11	Aggregate Amount Beneficially owned			1,144,900
12	Check if Aggregate Amount (11) Excludes Certain Shares			
13	Percent of Class Represented by amount in row (11)		1.47	%
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	21,100
Reporting Person			
With	9	Sole Dispositive	23,000
	10	Shared Dispositive	21,100

11 Aggregate Amount Beneficially owned 44,100

12 Check if Aggregate Amount (11) Excludes Certain Shares

13 Percent of Class Represented by amount in row (11) 0.06 %

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)		0.00	%
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	17,000	
Reporting Person				
With	9	Sole Dispositive		
	10	Shared Dispositive	17,000	
11	Aggregate Amount Beneficially owned		17,000	
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		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 5,400
Reporting Person
With 9 Sole Dispositive
10 Shared Dispositive 5,400

11 Aggregate Amount Beneficially owned 5,400

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 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 5,400
Reporting Person
With 9 Sole Dispositive

 10 Shared Dispositive 5,400

11 Aggregate Amount Beneficially owned 5,400

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 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 186,050
Reporting Person
With 9 Sole Dispositive

10 Shared Dispositive 186,050

11 Aggregate Amount Beneficially owned 186,050

12 Check if Aggregate Amount (11) Excludes Certain Shares

13 Percent of Class Represented by amount in row (11) 0.23 %

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 184,500
Reporting Person
With 9 Sole Dispositive

10 Shared Dispositive 184,500

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11 Aggregate Amount Beneficially owned 184,500
 12 Check if Aggregate Amount (11) Excludes Certain Shares
 13 Percent of Class Represented by amount in row (11) 0.23 %
 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 356,300
 Reporting Person
 With 9 Sole Dispositive
 10 Shared Dispositive 356,300

11 Aggregate Amount Beneficially owned 356,300

12 Check if Aggregate Amount (11) Excludes Certain Shares

13 Percent of Class Represented by amount in row (11) 0.5 %

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	19,275
	Reporting Person			
	With	9	Sole Dispositive	
		10	Shared Dispositive	19,275
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 11,375
Reporting Person
With 9 Sole Dispositive

10 Shared Dispositive 11,375

11 Aggregate Amount Beneficially owned 11,375

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 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 760
 Beneficially
 Owned By Each 8 Shared Voting 385,725
 Reporting Person
 With 9 Sole Dispositive 760
 10 Shared Dispositive 385,725

11 Aggregate Amount Beneficially owned 375,110
 12 Check if Aggregate Amount (11) Excludes Certain Shares
 13 Percent of Class Represented by amount in row (11) 0.5 %
 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 21,275
Reporting Person
With 9 Sole Dispositive

10 Shared Dispositive 21,275

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	21,275
Reporting Person			
With	9	Sole Dispositive	690
	10	Shared Dispositive	21,275

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

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

Howard Amster

- a) Howard Amster
- b) 23811 Chagrin Blvd., # 200, Beachwood, Ohio 44122-5525
- c) Present principal occupation- Real Estate Operator
23811 Chagrin Blvd. # 200, Beachwood, Oh 44122-5525
- d) Howard Amster has not been convicted in any criminal proceedings

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(excluding traffic violations or similar misdemeanors, if any) within the last five years.

e) Howard Amster has not been party to any civil proceedings of a judicial or administrative body or competent jurisdiction of the type described in Item 2 of Schedule 13D within the last five years.

f) U.S.A.

Howard M Amster Charitable Remainder Unitrust

Howard M Amster Charitable Remainder Unitrust has been funded by Howard Amster . Because Howard Amster has the right to change the trustee of the trust, he can be deemed to have the right to shared voting and dispositive power over any security owned by the trust. While Howard Amster receives certain income distributions from the trust, the assets owned by the trust benefits charitable purposes. Howard Amster disclaims beneficial ownership of the securities owned by the trust. Howard Amster is the sole trustee of the Howard M Amster Charitable Remainder Unitrust, although he has no pecuniary interest in the trust and therefore disclaims beneficial ownership of shares owned by the trust.

a) Howard M Amster Charitable Remainder Unitrust

b) 23811 Chagrin Blvd., # 200
Beachwood, Ohio 44122-5525

c) Charitable Remainder Unitrust

d) Neither Howard Amster or the trustee have been convicted in any criminal proceedings (excluding traffic violations or similar misdemeanors, if any) within the last five years.

e) Neither Howard Amster or the trustee 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.

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Howard M Amster 2005 Charitable Remainder Unitrust

Howard M Amster 2005 Charitable Remainder Unitrust has been funded by Howard Amster . Because Howard Amster has the right to change the trustee of the trust, he can be deemed to have the right to shared voting and dispositive power over any security owned by the trust. While Howard Amster receives certain income distributions from the trust, the assets owned by the trust benefits charitable purposes. Howard Amster disclaims beneficial ownership of the securities owned by the trust. Howard Amster is the sole trustee of the Howard M Amster 2005 Charitable Remainder Unitrust, although he has no pecuniary interest in the trust and therefore disclaims beneficial ownership of shares owned by the trust.

- a) Howard M Amster 2005 Charitable Remainder Unitrust
- b) 23811 Chagrin Blvd., # 200
Beachwood, Ohio 44122-5525
- c) Charitable Remainder Unitrust
- d) Neither Howard Amster or the trustee have been convicted in any criminal proceedings (excluding traffic violations or similar misdemeanors, if any) within the last five years.
- e) Neither Howard Amster or the trustee 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

Howard Amster & Tamra F. Gould Charitable Remainder Unitrust

Howard Amster & Tamra F. Gould Charitable Remainder Unitrust has been funded by Howard Amster . Because Howard Amster has the right to change the trustee of the trust, he can be deemed to have the right to shared voting and dispositive power over any security owned by the trust. While Howard Amster receives certain income distributions from the trust, the assets owned by the trust benefits charitable purposes. Howard Amster disclaims beneficial ownership of the securities owned by the trust. Howard Amster is the sole trustee of the Howard Amster &

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Tamra F. Gould Charitable Remainder Unitrust, although he has no pecuniary interest in the trust and therefore disclaims beneficial ownership of shares owned by the trust.

- a) Howard Amster & Tamra F. Gould Charitable Remainder Unitrust
- b) 23811 Chagrin Blvd., # 200
Beachwood, Ohio 44122-5525
- c) Charitable Remainder Unitrust
- d) Neither Howard Amster or the trustee have been convicted in any criminal proceedings (excluding traffic violations or similar misdemeanors, if any) within the last five years.
- e) Neither Howard Amster or the trustee 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.

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Amster Limited Partnership

Howard Amster is a 10 % owner and General Partner of Amster Limited Partnership and as such can be deemed the beneficial owner of such entity and may be deemed to have shared voting and dispositive power over shares owned by Amster Limited Partnership.

- a) Amster Limited Partnership
- b) 23811 Chagrin Blvd., # 200
Beachwood, Ohio 44122-5525
- c) Investments
- d) Neither the officers, directors or partners of Amster Ltd. Partnership have been convicted in any criminal proceedings (excluding traffic violations or similar misdemeanors, if any) within the last five years.
- e) Neither the officers, directors or partners of Amster Ltd. Partnership 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.

Amster Trading Company

Howard Amster is the 100% owner of Amster Trading Company and as such can be deemed the beneficial owner of such entity and may be deemed to have shared voting and dispositive power over shares owned by Amster Trading Company.

- a) Amster Trading Company
- b) 23811 Chagrin Blvd., # 200
Beachwood, Ohio 44122-5525
- c) Investments

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- d) Neither the officers, directors, or shareholder of Amster Trading Company have been convicted in any criminal proceedings (excluding traffic violations or similar misdemeanors, if any) within the last five years.
- e) Neither the officers, directors, or shareholder of Amster Trading Company 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.

Amster Trading Company Charitable Remainder Unitrusts

Amster Trading Company Charitable Remainder Unitrusts have been funded by Amster Trading Company. Because Amster Trading Company has the right to change the trustee of the trusts, it can be deemed to have the right to shared voting and dispositive power over any security owned by the trusts. While Amster Trading Company receives certain income distributions from the trusts, the assets owned by the trusts benefits charitable purposes. Amster Trading Company disclaims beneficial ownership of the securities owned by these trusts. Howard Amster is the sole trustee of the Amster Trading Company Charitable Remainder Unitrusts although he has no pecuniary interest in the trusts and therefore disclaims beneficial ownership of shares owned by the trusts.

- a) Amster Trading Company Charitable Remainder Unitrusts
- b) 23811 Chagrin Blvd., # 200
Beachwood, Ohio 44122-5525
- c) Charitable Remainder Unitrusts
- d) Neither the officers, directors, or shareholders of Amster Trading Company have been convicted in any criminal proceedings (excluding traffic violations or similar misdemeanors, if any) within the last five years.
- e) Neither the officers, directors, or shareholders of Amster Trading Company 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.

Tamra F. Gould

- a) Tamra F. Gould
- b) 25812 Fairmount Boulevard
Beachwood, Ohio 44122-2214
- c) Present principal occupation- Principal, Tamar Securities,

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23811 Chagrin Blvd. # 200 Beachwood OH 44122

- d) Tamra F. Gould has not been convicted in any criminal proceedings (excluding traffic violations or similar misdemeanors, if any) within the last five years.
- e) Tamra F. Gould has not been party to any civil proceedings of a judicial or administrative body or competent jurisdiction of the type described in Item 2 of Schedule 13D within the last five years.
- f) U.S.A.

Tamra F. Gould Investment Trust

The Tamra F. Gould Investment Trust has been 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.

James M Loveman is the Trustee of the Tamra F Gould Investment Trust. Mr. Loveman can be deemed to have the right to shared voting and dispositive power over any security owned by the trust. Mr. Loveman has no pecuniary interest in the Trust and therefore disclaims beneficial ownership of shares owned by the Trust.

- a) Tamra F. Gould Investment Trust
- b) 23811 Chagrin Boulevard, Suite 200
Beachwood, OH 44122-5525
- c) Investment Trust
- d) Neither Mr. Loveman 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 Mr. Loveman 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.
Gould Trading Company

Tamra F. Gould is the 100% owner of Gould Trading Company and as such can be deemed the beneficial owner of such entity and may be deemed to have shared voting and dispositive power over shares owned by Gould Trading Company.

- a) Gould Trading Company
- b) 25812 Fairmount Boulevard
Beachwood, Ohio 44122-2214
- c) Investments

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d) Neither the officers, directors, or shareholder of Gould Trading Company have been convicted in any criminal proceedings (excluding traffic violations or similar misdemeanors, if any) within the last five years.

e) Neither the officers, directors, or shareholder of Gould Trading Company 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.

Samuel J Heller

a) Samuel J Heller
b) 1550 N Stapley Drive, # 131
Mesa, Arizona 85203-3710

c) Student

d) Samuel J Heller has not been convicted in any criminal proceedings (excluding traffic violations or similar misdemeanors, if any) within the last five years.

e) Samuel J Heller has not been party to any civil proceedings of a judicial or administrative body or competent jurisdiction of the type described in Item 2 of Schedule 13D within the last five years.

f) U.S.A.

Samuel J Heller Irrevocable Trust

Howard Amster is a co-trustee of the Samuel J Heller Irrevocable Trust. Mr. Amster can be deemed to have the right to shared voting and dispositive power over any security owned by the trust. Mr. Amster has no pecuniary interest in the trust and therefore disclaims beneficial ownership of shares owned by the trust.

a) Samuel J Heller Irrevocable Trust
b) 1550 N Stapley Drive, # 131
Mesa, Arizona 85203-3710

c) Irrevocable Trust

d) Neither Howard Amster as trustee or the other trustees have been convicted in any criminal proceedings (excluding traffic violations or similar misdemeanors, if any) within the last five years.

e) Neither Howard Amster as trustee or the other trustees 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.

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Let's Get Organized, Inc.

David Zlatin is the 100 % owner of Let's Get Organized, Inc. and as such can be deemed the beneficial owner of such entity and may be deemed to have shared voting and dispositive power over shares owned by Let's Get Organized, Inc.

- a) Let's Get Organized, Inc.
- b) 2542 Biscayne Boulevard
Beachwood, Ohio 44122-1773
- c) Investments
- d) Neither the officers, directors or shareholder of Let's Get Organized, Inc. have been convicted in any criminal proceedings (excluding traffic violations or similar misdemeanors, if any) within the last five years.
- e) Neither the officers, directors or shareholder of Let's Get Organized, Inc. 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.

James M Loveman

James M Loveman is the trustee of the Tamra F Gould Investment Trust.

- a) James M Loveman
- b) 2848 Eaton Road
Shaker Heights, Ohio 44122-2514
- c) Present principal occupation- Trader, Tamar Securities,
23811 Chagrin Blvd. # 200 Beachwood OH 44122
- d) James M Loveman has not been convicted in any criminal proceedings (excluding traffic violations or similar misdemeanors, if any) within the last five years.
- e) James M Loveman has not been party to any civil proceedings of a judicial or administrative body or competent jurisdiction of the type described in Item 2 of Schedule 13D within the last five years.
- f) U.S.A.

newAx, Inc.

Howard Amster is a 14.66 % shareholder of newAx, Inc. and as such can be deemed a beneficial owner of such entity and may be deemed to have shared voting and dispositive power over shares owned by newAx, Inc.

- a) newAx, Inc.
- b) 700 W Irving Park A-1
Chicago, Illinois 60613-3133

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- c) Investments
- d) Neither the officers, directors or shareholder of newAx Inc. have been convicted in any criminal proceedings (excluding traffic violations or similar misdemeanors, if any) within the last five years.
- e) Neither the officers, directors or shareholder of newAx Inc. 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.

Pleasant Lake Apts. Corp.

Howard Amster is the 100 % owner of Pleasant Lake Apts. Corp. and as such can be deemed the beneficial owner of such entity and may be deemed to have shared voting and dispositive power over shares owned by Pleasant Lake Apts. Ltd. Corp.

- a) Pleasant Lake Apts. Corp.
b) 23811 Chagrin Blvd., # 200
Beachwood, Ohio 44122-5525
- c) Investments
- d) Neither the officers, directors or shareholder of Pleasant Lake Apts. Corp. have been convicted in any criminal proceedings (excluding traffic violations or similar misdemeanors, if any) within the last five years.
- e) Neither the officers, directors or shareholder of Pleasant Lake Apts. Corp. 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.

Pleasant Lake Apts. Ltd. Partnership

Howard Amster is the 99.75 % owner of Pleasant Lake Apts. Ltd. Partnership and as such can be deemed the beneficial owner of such entity and may be deemed to have shared voting and dispositive power over shares owned by Pleasant Lake Apts. Ltd. Partnership.

Pleasant Lake Apts. Corp. is the General Partner of Pleasant Lake Apts. Ltd. Partnership and as such can be deemed the beneficial owner of such entity and may be deemed to have shared voting and dispositive power over shares owned by Pleasant Lake Apts. Ltd. Partnership.

- a) Pleasant Lake Apts. Ltd. Partnership
b) 7530 Lucerne Drive, # 101
Middleburg Heights, Ohio 44130
- c) Real Estate
- d) Neither the officers, directors or partners of Pleasant Lake Apts. Ltd. Partnership have been convicted in any criminal proceedings

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(excluding traffic violations or similar misdemeanors, if any) within the last five years.

e) Neither the officers, directors or partners of Pleasant Lake Apts. Ltd. Partnership 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.

Ramat Securities Ltd., 23811 Chagrin Blvd., # 200, Beachwood, Ohio 44122 Securities Firm

David Zlatin and Howard Amster are the unitholders of Ramat Securities Ltd., an Ohio Limited Liability Company.

David Zlatin is a 17 % owner/principal of Ramat Securities Ltd. and has joint control of voting and dispositive power over all securities owned by Ramat Securities Ltd. While David Zlatin directly or indirectly does not beneficially own 5 % of Fremont General Corporation, he because of such voting and dispositive power, might be deemed a beneficial owner of these shares owned by Ramat Securities Ltd.

Howard Amster is an 83 % owner/principal of Ramat Securities Ltd. and has joint voting or dispositive power over any securities owned by Ramat Securities Ltd., but by being an 83 % owner can be deemed a beneficial owner of all securities owned by Ramat Securities Ltd.

d) Neither the members or unitholders of Ramat Securities Ltd. have been convicted in any criminal proceedings (excluding traffic violations or similar misdemeanors, if any) within the last five years.

e) Neither the members or unitholders of Ramat Securities Ltd. 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.

Tova Financial, Inc.

David Zlatin is a 50 % owner of Tova Financial, Inc. and as such can be deemed the beneficial owner of such entity and may be deemed to share shared voting and dispositive power over shares owned by Tova Financial, Inc.

Gilda Zlatin is a 50 % owner of Tova Financial, Inc. and as such can be deemed the beneficial owner of such entity and may be deemed to share shared voting and dispositive power over shares owned by Tova Financial, Inc.

- a) Tova Financial, Inc.
- b) 2562 Biscayne Blvd.
Beachwood, Ohio 44122-1773
- c) Investments

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d) Neither the officers, directors or shareholders of Tova Financial Inc. have been convicted in any criminal proceedings (excluding traffic violations or similar misdemeanors, if any) within the last five years.

e) Neither the officers, directors or shareholders of Tova Financial Inc. 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.

Tova Financial, Inc., Charitable Remainder Unitrust

Tova Financial, Inc., Charitable Remainder Unitrust has been Funded by Tova Financial, Inc. Because Tova Financial, Inc. has the right to change the trustee of the trust, it can be deemed to have the right to shared voting and dispositive power over any security owned by the trust. While Tova Financial, Inc. receives certain income distributions from the trust, the assets owned by the trust benefits charitable purposes. Tova Financial Inc. disclaims beneficial ownership of the securities owned by the trust. David Zlatin and Gilda Zlatin are co-trustees of the Tova Financial, Inc. Charitable Remainder Unitrust, although they have no pecuniary interest in the trust and therefore disclaim beneficial ownership of shares owned by the trust.

a) Tova Financial, Inc., Charitable Remainder Unitrust
b) 2562 Biscayne Blvd.
Beachwood, Ohio 44122-1773

c) Charitable Remainder Unitrust

d) Neither the officers, directors, or shareholders of Tova Financial, Inc. have been convicted in any criminal proceedings (excluding traffic violations or similar misdemeanors, if any) within the last five years.

e) Neither the officers, directors, or shareholders of Tova Financial, Inc. 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.

ZAK Group LLC

David Zlatin is a 36 % owner of ZAK Group LLC and as such can be deemed to be a beneficial owner of such entity and may be deemed to have shared voting and dispositive power shares owned by ZAK Group LLC. Amster Limited Partnership is a 28 % owner of ZAK Group LLC and as such can be deemed to be a beneficial owner of such entity and may be deemed to have shared voting and dispositive power owned by ZAK Group LLC.

a) ZAK Group LLC

b) 221 Allynd Blvd., Chardon, Ohio 44024-1010

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c) Investments

d) Neither the officers, directors or members of ZAK Group LLC have been convicted in any criminal proceedings (excluding traffic violations or similar misdemeanors, if any) within the last five years.

e) Neither the officers, directors or members of ZAK Group LLC have been a party to any civil proceedings of a judicial or administrative body of competent jurisdiction of the type described in Item 2 of Schedule 13D within the last five years.

David Zlatin

David Zlatin and Gilda Zlatin are husband and wife. Except for Tova Financial, Inc., Tova Financial, Inc. Charitable Remainder Unitrust, their JTWR0S holding, each disclaims any shared voting and dispositive power over shares of Fremont General Corporation that each may own as a beneficial owner.

a) David Zlatin

b) 2562 Biscayne Blvd., Beachwood, Ohio 44122-1773

c) Present principal occupation- Principal, Ramat Securities Ltd., securities firm- 23811 Chagrin Blvd. # 200, Beachwood, Oh 44122-5525

d) David Zlatin has not been convicted in any criminal proceedings (excluding traffic violations or similar misdemeanors, if any) within the last five years.

e) David Zlatin has not been party to any civil proceedings of a judicial or administrative body or competent jurisdiction of the type described in Item 2 of Schedule 13D within the last five years.

David Zlatin and Gilda Zlatin as Joint Tenants with Rights of Survivorship (as JTWR0S)

David Zlatin and Gilda Zlatin are husband and wife. Except for their JTWR0S holding, Tova Financial, Inc. Tova Financial, Inc. Charitable Remainder Unitrust, each disclaims any shared voting and dispositive power over shares of Fremont General Corporation that each may own as a beneficial owner.

a) David Zlatin

b) 2562 Biscayne Blvd., Beachwood, Ohio 44122-1773

c) Present principal occupation- Principal, Ramat Securities Ltd., securities firm- 23811 Chagrin Blvd. # 200, Beachwood, Oh 44122-5525

d) David Zlatin has not been convicted in any criminal proceedings (excluding traffic violations or similar misdemeanors, if any) within the last five years.

e) David Zlatin has not been party to any civil proceedings of a judicial or administrative body or competent jurisdiction of the type described in Item 2 of Schedule 13D within the last five years.

Gilda Zlatin

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- a) Gilda Zlatin
- b) 2562 Biscayne Blvd., Beachwood, Ohio 44122-1773
- c) Present principal occupation- Teacher
On leave/sabbatical.
- d) Gilda Zlatin has not been convicted in any criminal proceedings (excluding traffic violations or similar misdemeanors, if any) within the last five years.
- e) Gilda Zlatin has not been party to any civil proceedings of a judicial or administrative body or competent jurisdiction of the type described in Item 2 of Schedule 13D within the last five years.

Gilda Zlatin

David Zlatin and Gilda Zlatin are husband and wife. Except for Tova Financial, Inc., and Tova Financial, Inc. Charitable Remainder Unitrust, their JTWR0S holding, each disclaims any shared voting and dispositive power over shares of Fremont General Corporation that each may own as a beneficial owner.

- a) Gilda Zlatin
- b) 2562 Biscayne Blvd., Beachwood, Ohio 44122-1773
- c) Present principal occupation- Teacher
On leave/sabbatical.
- d) Gilda Zlatin has not been convicted in any criminal proceedings (excluding traffic violations or similar misdemeanors, if any) within the last five years.
- e) Gilda Zlatin has not been party to any civil proceedings of a judicial or administrative body or competent jurisdiction of the type described in Item 2 of Schedule 13D within the last five years.

For information purposes only

Ramat Securities Ltd. clients and employees own 112,119 common shares of Fremont General Corporation common shares excluding various Amster, Gould, Zlatin member group shares or 0.14 % 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.

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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 all 1,669,850 common shares with personal funds without borrowing. The total consideration for the purchases is \$ 34,771,195.31.

Howard M Amster Charitable Remainder Unitrust purchased all 2,600 common shares with trust assets without borrowing. The total consideration for the purchase was \$ 57,621.36.

Howard M Amster 2005 Charitable Remainder Unitrust purchased all 61,200 common shares with trust assets without borrowing. The total consideration for the purchase was \$ 1,258,804.70.

Howard Amster and Tamra F. Gould Charitable Remainder Unitrust purchased all 103,300 common shares with trust assets without borrowing. The total consideration for the purchase was \$ 2,339,172.76.

Amster Ltd. Partnership purchased all 6,800 common shares with partnership funds without borrowing. The total consideration for this purchase is \$ 127,908.23.

Amster Trading Company purchased all 1,140,600 common shares with working capital without borrowing. The total consideration for these purchases is \$ 23,680,471.49.

Amster Trading Company Charitable Remainder Unitrusts purchased all 1,144,900 common shares with trust assets without borrowing. The total consideration for these purchases is \$ 20,630,361.56.

Tamra F. Gould, in her individual retirement account purchased all 23,000 common shares with personal funds without borrowing. The total consideration for the purchases is \$ 417,762.47.

Tamra F. Gould Investment Trust purchased all 4,100 common shares with trust assets without borrowing. The total consideration for these purchase is \$ 74,588.50.

Gould Trading Company purchased all 17,000 common shares with working capital without borrowing. The total consideration

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for these purchases is \$ 280,153.40.

Samuel J Heller Irrevocable Trust purchased all 5,400 common shares with trust assets without borrowing. The total consideration for these purchase is \$ \$ 108,564.70.

Let's Get Organized Inc. purchased all 250 common shares with working capital without borrowing. The total consideration for the purchase is \$ 4,172.05.

newAx, Inc. purchased all 12,800 common shares with working capital without borrowing. The total consideration for the purchase is \$ 291,238.94.

Pleasant Lake Apts. Corp. purchased all 1,550 common shares with working capital without borrowing. The total consideration for these purchases is \$ 33,731.47.

Pleasant Lake Apts. Ltd. Partnership purchased all 184,500 common shares with partnership funds without borrowing. The total consideration for these purchases is \$ 3,370,740.41.

Ramat Securities Ltd. purchased all 356,300 common shares with working capital without borrowing. The total consideration for these purchases is \$ 6,795,572.40.

Tova Financial, Inc. purchased all 7,900 common shares with working capital without borrowing. The total consideration for the purchase is \$ 148,158.15.

Tova Financial, Inc. Charitable Remainder Unitrust purchased all 11,375 common shares with trust assets without borrowing. The total consideration for the purchase is \$ 255,599.70.

ZAK Group LLC purchased all 7,900 common shares with working capital without borrowing. The total consideration for the purchase is \$ 106,063.74.

David Zlatin , in his individual retirement account purchased all 760 common shares with personal funds and without borrowing. The total consideration for the purchases is \$ 13,921.37.

David Zlatin and Gilda Zlatin as JTWROS purchased all 2,000 common shares with their personal funds and without borrowing. The total consideration for the purchase is \$ 36,593.90.

Gilda Zlatin in her individual retirement account purchased all 690 common shares with personal funds and without borrowing. The total consideration for the purchases is \$ 14,325.72.

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

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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
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 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;
- b. An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the issuer or any of its subsidiaries;
- c. A sale or transfer or a material amount of assets of the issuer or any of its subsidiaries;
- d. Any change in the present board of directors or management of the issuer, including any plans or proposals to change the number of the terms of directors or to fill any existing vacancies on the board;
- e. Any material change in the present capitalization or dividend policy of the issuer;
- f. Any other material in the issuer's business or corporate structure;
- g. Changes in the issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the issuer by any person;
- h. Causing a class of securities of the issuer to be delisted from a national securities exchange or cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;

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- i) A class of equity securities of the issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Act; or
- j. Any action similar to any of those enumerated above.

Item 5. Interest in Securities of the Issuer

The outstanding common shares of the Issuer is 77,861,629 shares as of July 31, 2006 referenced in the 10-Q for period ending June 30, 2006.

(a)(b) The aggregate amount owned by this Reporting Group is 4,764,775 shares or 6.12 % of the outstanding shares.

Howard Amster in his name and individual retirement accounts owns 1,669,850 shares or 2.14 % of the common outstanding shares.

Howard M Amster Charitable Remainder Unitrust owns 2,600 shares or 0.00 % of the common outstanding shares.

Howard M Amster 2005 Charitable Remainder Unitrust owns 61,200 shares or 0.08 % of the common outstanding shares.

Howard Amster and Tamra F. Gould Charitable Remainder Unitrust owns 103,300 shares or 0.13 % of the common outstanding shares.

Amster Ltd. Partnership owns 6,800 common shares or 0.01 % of the common outstanding shares

Amster Trading Company owns 1,140,600 shares or 1.46 % of the common outstanding shares.

Amster Trading Company Charitable Remainder Unitrusts own 1,144,900 shares or 1.47 % 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 0.00 % of the common outstanding shares.

Gould Trading Company owns 17,000 or 0.02 % of the common outstanding shares.

Samuel J Heller Irrevocable trust owns 5,400 shares or 0.00 % 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.

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Pleasant Lake Apts. Ltd. Corp. owns 1,550 common shares or 0.00 % of the common outstanding shares.

Pleasant Lake Apts. Ltd. Partnership owns 184,500 common shares or 0.23 % of the common outstanding shares.

Ramat Securities Ltd. owns 356,300 common shares or 0.5 % 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 11,375 common shares or 0.01 % of the common outstanding shares.

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

David Zlatin owns 760 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 excluding payment in kind distributions (PIK) that were received by Mr. Amster from his various Charitable Remainder Unitrusts and by Amster Trading Company from the Amster Trading Company Charitable Remainder Unitrusts, each PIK were priced at closing and are also included in the following table.

Identity	Date	Shares	Price
Howard Amster	07/15/04	20,600	18.00
and various	07/16/04	64,400	18.27
Individual	07/19/04	78,000	18.35
Retirement Accounts	07/20/04	46,000	18.48
	08/02/04	5,000	19.12

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08/03/04	6,900	18.92	
08/05/04	5,000	18.28	
08/19/04	51,100	18.95	
08/25/04	116,200	18.71	
09/16/04	3,200	22.14	
09/20/04	9,800	22.25	
09/27/04	2,300	21.74	
09/29/04	2,200	22.56	
09/30/04	3,700	22.92	
10/29/04	1,800	21.60	
11/05/04	102,100	22.46	
11/08/04	115,100	22.44	
11/15/04	4,000	23.58	
11/22/04	4,700	23.15	
12/23/04	13,200	24.35	
12/23/04	4,200	24.42	PIK
12/27/04	4,700	24.46	
12/30/04	15,000	25.14	
12/31/04	45,000	25.17	
01/03/05	25,000	25.26	
01/04/05	9,600	24.84	
01/06/05	11,100	23.68	
01/07/05	19,700	23.95	
01/10/05	22,300	24.41	
01/11/05	4,300	23.74	
01/12/05	4,700	23.74	
01/13/05	4,600	23.82	
01/14/05	28,700	23.42	
01/18/05	8,400	24.00	
01/19/05	13,100	24.54	
01/20/05	7,500	24.12	
01/21/05	4,100	24.38	
01/25/05	20,500	24.14	
01/26/05	3,700	24.13	
02/03/05	1,800	24.70	
03/31/05	3,900	21.88	
04/01/05	6,800	21.98	
04/15/05	5,100	20.52	
04/26/05	6,700	20.17	
05/04/05	76,500	21.19	
05/05/05	12,900	21.77	
06/24/05	9,336	23.08	PIK
07/29/05	3,500	24.63	
09/14/05	20,300	22.66	
10/31/05	3,800	21.40	
12/02/05	600		23.60
12/07/05	1,200	23.20	
12/08/05	2,500	23.37	
12/09/05	2,000	23.90	
12/12/05	3,000	23.79	
12/12/05	42,164	24.02	PIK
12/13/05	1,000	24.14	
03/13/06	6,200	21.22	
03/14/06	17,600	21.14	
03/15/06	5,600	21.48	
03/29/06	5,900	21.89	
05/08/06	64,200	22.66	
05/09/06	44,000	22.39	
05/11/06	47,900	22.13	
05/12/06	33,200	21.60	
05/25/06	3,250	20.74	
05/26/06	300		20.90

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	06/07/06	14,800	20.22	
	07/06/06	22,500	18.07	
	07/13/06	19,800	17.62	
	07/14/06	29,850	17.49	
	07/26/06	4,300	17.44	
	08/03/06	82,000	17.85	
	08/04/06	28,100	18.04	
	08/08/06	85,000	16.72	
	08/10/06	40,750	16.58	
Howard M Amster	05/01/06	2,400	22.25	
Charitable	05/25/06	200		20.74
Remainder Unitrust				
Howard M Amster	05/03/05	10,560	21.54	
2005 Charitable	05/11/05	740		20.41
Remainder Unitrust	07/29/05	9,300	24.63	
	10/31/05	9,200	21.40	
	11/07/05	500		23.17
	04/28/06	6,400	22.25	
	05/01/06	4,800	22.25	
	07/14/06	1,900	17.49	
	08/10/06	17,800	16.58	
Howard Amster	11/09/04	90,500	22.73	
and Tamra F. Gould	08/01/05	700		24.34
Charitable	03/22/06	6,800	21.59	
Remainder Unitrust	04/28/06	1,000	22.25	
	05/01/06	3,500	22.25	
	05/15/05	300		21.40
	05/25/06	500		20.74
Amster Ltd.	07/21/04	2,400	18.75	
Partnership	06/14/06	800		18.78
	06/15/06	300		19.41
	07/03/06	3,300	18.75	
Amster Trading	09/15/04	13,300	21.79	
Company	11/01/04	3,900	21.68	
	01/03/05	173,857	24.74	PIK
	03/07/05	13,814	25.45	PIK
	03/24/05	8,963	22.50	PIK
	06/24/05	7,000	23.08	PIK
	09/14/05	14,000	22.66	
	12/06/05	1,000	23.77	
	12/12/05	87,900	24.02	PIK
	01/03/06	166,566	23.54	PIK
	03/09/06	10,000	21.90	
	03/10/06	7,700	21.81	
	03/13/06	3,300	21.22	
	05/11/06	76,200	22.13	
	06/22/06	16,400	18.24	
	06/23/06	12,000	17.98	
	07/07/06	7,300	18.32	
	07/12/06	1,600	17.64	PIK
	07/13/06	2,900	17.62	
	07/26/06	11,900	17.44	
	07/31/06	151,000	17.65	
	08/01/06	150,000	17.31	
	08/02/06	43,000	17.54	
	08/04/06	87,000	18.04	
	08/07/06	70,000	17.74	

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Amster Trading Company	11/30/04	4,300	22.83	
	01/31/05	1,700	24.20	
Charitable	04/29/05	8,400	21.83	
Remainder	05/11/05	6,000	20.41	
Unitrusts	07/29/05	23,700	24.63	
	04/21/06	6,900	22.56	
	04/28/06	91,600	22.25	
	05/15/06	300		21.40
	05/16/06	15,000	21.45	
	05/19/06	67,500	20.89	
	05/22/06	81,200	20.97	
	05/25/06	30,450	20.74	
	07/06/06	3,800	17.62	
	07/13/06	27,300	17.62	
	07/14/06	13,100	17.49	
	07/26/06	32,200	17.44	
	08/09/06	287,500	16.37	
	08/10/06	81,600	16.58	
	08/11/06	200,000	16.3271	
	08/14/06	162,350	16.3325	
Tamra F. Gould Individual Retirement Account	03/09/06	6,200	23.14	
	07/21/06	2,500	17.15	
	08/10/06	14,300	16.58	
Tamra F. Gould Investment Trust	06/29/06	4,100	18.17	
Gould Trading Company	08/09/06	10,000	16.37	
	08/10/06	7,000	16.58	
Samuel J Heller Irrevocable Trust	07/21/04	1,100	18.51	
	08/20/04	1,900	18.88	
	08/01/05	800		24.29
	05/02/06	500		21.92
	06/15/06	1,100	19.41	
Let's Get Organized Inc.	08/10/06	250		16.58
newAx, Inc.	08/12/05	12,800	22.71	
Pleasant Lake Apts. Ltd. Corp.	12/15/05	1,000	23.85	
	07/14/06	550	17.49	
Pleasant Lake Apts. Ltd. Partnership	05/11/06	15,700	22.13	
	05/15/06	1,300	21.40	
	05/16/06	1,200	21.45	
	08/01/06	56,400	17.45	
	08/04/06	109,900	18.04	
Ramat Securities Ltd.	06/09/04	2,500	22.69	
	07/15/04	15,000	18.00	
	07/16/04	17,100	18.27	
	07/19/04	28,000	18.35	
	07/20/04	12,500	18.33	
	08/17/04	107,400	18.60	
	11/01/04	3,900	21.68	
	11/22/04	1,100	23.42	
	02/24/05	2,000	24.30	
	03/03/05	3,200	24.97	
	03/04/05	3,000	25.40	
	03/14/05	4,000	24.63	

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	03/29/05	1,200		22.15
	05/18/05	26,500		20.78
	09/14/05	5,500		23.11
	12/02/05	2,100		23.52
	03/17/06	9,000		21.98
	03/29/06	36,000		21.67
	07/27/06	14,000		17.71
	08/09/06	50,000		16.37
	08/10/06	12,300		16.58
Tova Financial, Inc.	07/16/04	2,400		18.27
	07/19/04	4,500		18.35
	11/02/04	1,000		21.55
Tova Financial, Inc.	01/19/05	6,000		24.50
Charitable Remainder Unitrust	01/20/05	2,140	23.99	
	05/01/06	735		21.92
	08/09/06	2,500		16.37
ZAK Group LLC	03/20/03	2,600	6.60	
	07/16/04	500		18.27
	08/10/06	4,800		16.58
David Zlatin in his individual retirement account	07/16/06	760		18.27
David Zlatin and Gilda Zlatin as JTWROS	07/16/04	2,000		18.27
Gilda Zlatin in her individual retirement account	07/16/04	190		18.27
	1101/04	500	21.62	

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

There are no contracts, arrangements, understandings or relationships with respect to securities of the Issuer with any person except as set forth in items 2, 3, 5 above.

Item 7. Material to be filed as exhibits.

None

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.

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Date: August 15, 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

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

/s/
Pleasant Lake Apts. Ltd. Partnership

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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 JTWR0S

/s/
Gilda Zlatin

