

Edgar Filing: AMSTER HOWARD - Form SC 13D/A

AMSTER HOWARD
Form SC 13D/A
February 08, 2008

OMB Number 3235-0145

United States
Securities and Exchange Commission
Washington DC 20549

Schedule 13D/A Amendment No. 3
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 5, 2008
(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 | 793,453 |
| Beneficially | | | |
| Owned By Each | 8 | Shared Voting | 4,298,347 |
| Reporting Person | | | |
| With | 9 | Sole Dispositive | 793,453 |
| | 10 | Shared Dispositive | 4,298,347 |
| 11 | Aggregate Amount Beneficially owned | | 2,731,639 |
| 12 | Check if Aggregate Amount (11) Excludes Certain Shares | | |
| 13 | Percent of Class Represented by amount in row (11) | | 3.43 % |
| 14 | Type of Reporting Person | | IN |

| | | | |
|------------------|--|--------------------|---|
| 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 | 91,155 |
| Reporting Person | | | |
| With | 9 | Sole Dispositive | |
| | 10 | Shared Dispositive | 91,155 |
| 11 | Aggregate Amount Beneficially owned | | 91,155 |
| 12 | Check if Aggregate Amount (11) Excludes Certain Shares | | |
| 13 | Percent of Class Represented by amount in row (11) | | 0.11 % |
| 14 | Type of Reporting Person | | OO |

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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 95,292 |
| | Reporting Person | | |
| | With | 9 | Sole Dispositive |
| | | 10 | Shared Dispositive 95,292 |
| 11 | Aggregate Amount Beneficially owned | | 95,292 |
| 12 | Check if Aggregate Amount (11) Excludes Certain Shares | | |
| 13 | Percent of Class Represented by amount in row (11) | | 0.12 |
| | % | | |
| 14 | Type of Reporting Person | | 00 |

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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
Owned By Each 8 Shared Voting 18,100
Reporting Person
With 9 Sole Dispositive

10 Shared Dispositive 18,100

11 Aggregate Amount Beneficially owned 18,100

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

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| | | | |
|------------------|--|---------------|------------------------------|
| Beneficially | | | |
| Owned By Each | 8 | Shared Voting | 4,076,750 |
| Reporting Person | | | |
| With | | 9 | Sole Dispositive |
| | | 10 | Shared Dispositive 4,076,750 |
| 11 | Aggregate Amount Beneficially owned | | 1,920,086 |
| 12 | Check if Aggregate Amount (11) Excludes Certain Shares | | |
| 13 | Percent of Class Represented by amount in row (11) | | 2.41 % |
| 14 | Type of Reporting Person | | CO |

| | | | |
|------------------|--|--|------------------------------|
| 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 | 2,156,664 |
| Reporting Person | | | |
| With | | 9 | Sole Dispositive |
| | | 10 | Shared Dispositive 2,156,664 |
| 11 | Aggregate Amount Beneficially owned | | 2,156,664 |
| 12 | Check if Aggregate Amount (11) Excludes Certain Shares | | |
| 13 | Percent of Class Represented by amount in row (11) | | 2.71 % |
| 14 | Type of Reporting Person | | OO |

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| | | | | |
|----|--|----------------|--------------------|--------|
| 1 | Name of Reporting Person | Tamra F. Gould | | |
| 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 | 65,500 |
| | Beneficially | | | |
| | Owned By Each | 8 | Shared Voting | 96,100 |
| | Reporting Person | | | |
| | With | 9 | Sole Dispositive | 65,500 |
| | | 10 | Shared Dispositive | 96,100 |
| 11 | Aggregate Amount Beneficially owned | 161,600 | | |
| 12 | Check if Aggregate Amount (11) Excludes Certain Shares | | | |
| 13 | Percent of Class Represented by amount in row (11) | 0.2 | % | |
| 14 | Type of Reporting Person | IN | | |

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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 AF

5 Check if Disclosure

6 Citizenship U.S.A.

Number of Shares 7 Sole Voting
 Beneficially
 Owned By Each 8 Shared Voting 96,100
 Reporting Person
 With 9 Sole Dispositive
 10 Shared Dispositive 96,100

11 Aggregate Amount Beneficially owned 96,100

12 Check if Aggregate Amount (11) Excludes Certain Shares

13 Percent of Class Represented by amount in row (11) 0.12 %

14 Type of Reporting Person 00

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

Item 3. Source and Amount of Funds or Other Consideration

Howard Amster, in his personal and individual retirement accounts purchased an additional 430,553 common shares with personal funds without borrowing includes PIK shares received. The total consideration for these purchases is \$ 3,506,358.39. Howard Amster's total investment on 793,453 shares is \$ 11,105,319.01.

Howard M Amster Charitable Remainder Unitrust purchased an additional 4,300 common shares with trust assets without borrowing. The total consideration for this purchase was \$ 57,790.75.

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Howard M Amster 2005 Charitable Remainder Unitrust purchased an additional 121,500 common shares with trust assets without borrowing. The total consideration for these purchases is \$ 1,618,359.02. Howard M Amster 2005 Charitable Remainder Unitrust's total investment on 91,155 shares is \$ 1,206,969.22.

Amster Ltd. Partnership purchased an additional 7,000 common shares with partnership funds without borrowing. The total consideration for these purchases is \$ 35,996.00 bringing Amster Ltd. Partnership's total investment on 18,100 shares to \$ 228,955.57.

Amster Trading Company purchased an additional 622,836 common shares with working capital without borrowing includes PIK shares received. The total consideration for these purchases is \$ 2,306,581.60. Amster Trading Company's total investment on 1,920,086 shares is \$ 25,892,180.22.

Amster Trading Company Charitable Remainder Unitrusts purchased an additional 734,500 common shares with trust assets without borrowing. The total consideration for these purchases were \$ 5,613,662.48. Amster Trading Company Charitable Remainder Unitrusts's total investment on 2,156,664 shares is \$ 28,935,754.43.

Tamra F. Gould in her individual retirement account purchased an additional 42,500 common shares with personal funds without borrowing. The total consideration for these purchases is \$ 509,140.00 bringing Tamra F Gould in her individual retirement accounts total investment to \$ 926,902.47.

Gould Trading Company purchased an additional 60,000 common shares with working capital without borrowing. The total consideration for these purchases is \$ 441,491.80 bringing Gould Trading Company's total investment to \$ 957,405.30.

Let's Get Organized purchased an additional 225 common shares with working capital without borrowing. The total consideration for the purchase was \$ 3,103.00.

Pleasant Lake Apts. Corp. purchased an additional 2,000 common shares with working capital without borrowing. The total consideration for the purchase was \$ 27,530.90.

Pleasant Lake Apts. Ltd. Partnership purchased an additional 122,200 common shares with partnership funds without borrowing. The total consideration for those purchases were \$ 1,214,030.36.

Ramat Securities Ltd. purchased an additional 65,800 common shares with working capital without borrowing. The total consideration for those purchases were \$ 856,070.00.

Tova Financial, Inc. purchased an additional 5,594 common shares with working capital without borrowing. The total consideration for those purchases were \$ 45,025.34.

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Tova Financial, Inc. Charitable Remainder Unitrust purchased an additional 2,850 common shares with trust assets without borrowing. The total consideration for the purchase was \$ 14,799.10.

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 was \$ 3,034.50.

Gilda Zlatin, in her individual retirement accounts purchased an additional 225 common shares with personal funds and without borrowing. The total consideration for the purchase was \$ 3,103.00.

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 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

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 79,630,085 shares as of October 31, 2007 referenced in the 10-Q for period ending September 30, 2007.

(a) (b) The aggregate amount owned by this Reporting Group is 5,236,350 shares or 6.57 % of the outstanding shares.

Howard Amster in his name and individual retirement accounts owns 793,453 shares or 1.00 % of the common outstanding shares.

Howard M Amster 2005 Charitable Remainder Unitrust owns 91,155 shares or 0.11 % of the common outstanding shares.

Howard Amster and Tamra F. Gould Charitable Remainder Unitrust owns 95,292 shares or 0.12 % of the common outstanding shares.

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Amster Ltd. Partnership owns 18,100 common shares or 0.02 % of the common outstanding shares

Amster Trading Company owns 1,920,086 shares or 2.41 % of the common outstanding shares.

Amster Trading Company Charitable Remainder Unitrusts own 2,156,664 shares or 2.71 % of the common outstanding shares.

Tamra F. Gould in her individual retirement account owns 65,500 common shares or 0.08 % of the common outstanding shares.

First Amended and Restated Declaration of Trust of Tamra F. Gould owns 96,100 or 0.12 % of the common outstanding shares.

c) Description of Transactions

Transactions were executed on a listed stock exchange as an open market transaction with Bear, Stearns Securities Corp. as executing broker unless footnoted on the following table for Payment In Kind transfers (PIK), and transfer from Gould Trading to the First Amended Restated Declaration of Tamra F. Gould.

Buys

| Identity | Date | Shares | Price | |
|-------------------------------|----------|---------|---------|-----|
| Howard Amster | 02/12/07 | 19,400 | 11.8324 | |
| and various | 02/20/07 | 8,000 | 13.7457 | |
| Individual | 02/22/07 | 180,000 | 12.7788 | |
| Retirement Accounts | 06/27/07 | 10,808 | 11.03 | PIK |
| | 09/07/07 | 77,100 | 4.8144 | |
| | 12/20/07 | 135,245 | 2.75 | PIK |
| Howard M Amster | 02/15/07 | 4,300 | 13.4225 | |
| Charitable Remainder Unitrust | | | | |
| Howard M Amster | 02/14/07 | 109,500 | 13.542 | |
| 2005 Charitable | 02/20/07 | 7,700 | 13.7457 | |
| Remainder Unitrust | 04/03/07 | 4,300 | 6.4691 | |
| Amster Ltd. | 04/04/07 | 2,000 | 5.90 | |
| Partnership | 09/07/07 | 5,000 | 4.8144 | |
| Amster Trading | 04/04/07 | 13,000 | 5.90 | |
| Company | 04/04/07 | 20,000 | 5.7849 | |
| | 06/27/07 | 13,250 | 11.03 | PIK |
| | 09/07/07 | 131,500 | 4.8144 | |
| 12/20/07 | 318,186 | 2.75 | | PIK |
| 01/02/08 | 126,900 | 3.57 | | PIK |
| Amster Trading | 02/12/07 | 8,800 | 11.8324 | |
| Company Charitable | 02/14/07 | 34,500 | 13.542 | |

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| | | | | |
|---|----------|---------|----------|--------------------------------|
| Remainder Unitrusts | 02/15/07 | 11,700 | 13.4225 | |
| | 02/20/07 | 126,500 | 13.7457 | |
| | 03/27/07 | 10,000 | 7.724 | |
| | 03/27/07 | 30,000 | 7.4297 | |
| | 03/27/07 | 30,000 | 7.5395 | |
| | 03/28/07 | 60,000 | 7.7239 | |
| | 03/29/07 | 4,000 | 7.60 | |
| | 03/29/07 | 10,000 | 7.4772 | |
| | 03/29/07 | 11,000 | 7.5282 | |
| | 03/30/07 | 20,000 | 6.9644 | |
| | 03/30/07 | 25,000 | 7.0231 | |
| | 03/30/07 | 25,000 | 7.0552 | |
| | 04/03/07 | 10,700 | 6.4691 | |
| | 04/03/07 | 8,600 | 6.8145 | |
| | 08/06/07 | 53,900 | 4.7327 | |
| | 09/10/07 | 146,500 | 4.5533 | |
| | 09/11/07 | 8,300 | 4.5892 | |
| | 10/01/07 | 100,000 | 3.7832 | |
| Tamra F. Gould | 02/09/07 | 20,000 | 12.0264 | |
| Individual Retirement Account | 02/12/07 | 22,500 | 11.9308 | |
| First Amended and Restated Declaration or Trust of Tamra F. Gould | 01/02/08 | 92,000 | | Received from Gould Trading Co |
| Gould Trading Co | 03/01/07 | 20,000 | 8.5766 | |
| | 03/05/07 | 26,500 | 6.8438 | |
| | 03/05/07 | 13,500 | 6.4726 | |
| Let's Get Organized | 02/16/07 | 225 | | 13.66 |
| Pleasant Lake Apts. Ltd. Corp. | 02/20/07 | 2,000 | 13.7457 | |
| Pleasant Lake Apts. Ltd. Partnership | 02/20/07 | 60,800 | 13.7457 | |
| | 04/03/07 | 11,400 | 6.8145 | |
| | 04/04/07 | 25,000 | 6.0078 | |
| | 04/04/07 | 25,000 | 5.942 | |
| Ramat Securities Ltd. | 02/13/07 | 39,700 | 12.70596 | |
| | 02/14/07 | 26,100 | 13.47291 | |
| Tova Financial Inc. | 02/15/07 | 2,100 | 13.59 | |
| | 09/07/07 | 3,494 | 4.693 | |
| Tova Financial, Inc. Charitable Remainder Unitrust | 02/16/07 | 150 | | 13.66 |
| | 09/07/07 | 2,700 | 4.693 | |
| David Zlatin in his individual retirement accounts | 02/16/07 | 220 | 13.66 | |
| Gilda Zlatin in her individual retirement accounts | 02/16/07 | 225 | | 13.66 |

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Sells

| Identity | Date | Shares | Price | |
|---|----------|---------|---------|-------------|
| Howard Amster | 07/16/07 | 65,000 | 10.4982 | |
| and various | 07/17/07 | 30,400 | 10.601 | |
| Individual | 07/17/07 | 11,000 | 11.2287 | |
| Retirement Accounts | 07/19/07 | 14,100 | 10.6518 | |
| | 12/07/07 | 68,700 | 2.6436 | |
| | 12/10/07 | 125,700 | 2.7701 | |
| | 12/11/07 | 30,000 | 3.067 | |
| | 12/13/07 | 5,500 | 3.06 | |
| | 12/27/07 | 75,000 | 3.9739 | |
| | 12/28/07 | 80,000 | 3.9355 | |
| | 01/02/08 | 61,000 | 3.6397 | |
| | 01/03/08 | 8,000 | 3.6149 | |
| | 01/17/08 | 150,000 | 3.5595 | |
| | 02/04/08 | 50,000 | 3.3505 | |
| | 02/05/08 | 685,700 | 3.2999 | |
| | 02/06/07 | 461,700 | 3.3476 | |
| | 02/07/08 | 50,050 | 3.304 | |
| Howard M Amster | 02/07/08 | 7,700 | 3.0304 | |
| Charitable Remainder | | | | |
| Unitrust | | | | |
| Howard M Amster | 12/20/07 | 135,245 | 2.75 | PIK |
| 2005 Charitable | | | | |
| Remainder Unitrust | | | | |
| Howard Amster | 06/27/07 | 10,808 | 11.03 | PIK |
| and Tamra F. Gould | | | | |
| Charitable Remainder | | | | |
| Unitrust | | | | |
| Amster Trading | 06/14/07 | 10,000 | 12.495 | |
| Company | 07/12/07 | 80,000 | 10.4786 | |
| | 07/13/07 | 107,651 | 10.5052 | |
| | 10/24/07 | 152,499 | 3.1584 | |
| Amster Trading | 06/27/07 | 13,250 | 11.03 | PIK |
| Company Charitable | 12/20/07 | 318,186 | 2.75 | PIK |
| Remainder Unitrusts | 01/02/08 | 126,900 | 3.57 | PIK |
| Gould Trading Co. | 01/02/08 | 92,000 | | Transferred |
| to First Amended and Restated Declaration of Trust of | | | | |
| Tamra F. Gould | | | | |
| Samuel J Heller | 05/31/07 | 9,400 | 13.1064 | |
| Irrevocable Trust | | | | |

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| | | | |
|--|--|--|---|
| Let's Get Organized | 12/04/07 | 475 | 2.2339 |
| newAx, Inc. | 06/04/07 | 12,800 | 13.0512 |
| Pleasant Lake Apts. Corp. | 02/07/08 | 5,450 | 3.0304 |
| Pleasant Lake Apts. Ltd. Partnership | 12/03/07 12/04/07 12/05/07 12/06/07 | 4,200 223,500 104,000 135,900 | 2.35 2.2339 2.2211 2.523 |
| Ramat Securities Ltd. | 02/28/07 02/28/07 03/27/07 03/28/07 03/29/07 03/30/07 04/03/07 04/04/07 07/02/07 07/11/07 07/11/07 | 41,600 20,000 70,400 60,000 25,000 70,000 35,000 85,000 83,000 1,000 101,000 | 9.6927 9.8235 7.51492 7.60543 7.47264 6.95984 6.22725 5.90815 11.089 10.75 10.71223 |
| Tova Financial, Inc. | 07/02/07 12/04/07 | 7,500 5,994 | 11.089 2.2339 |
| Tova Financial, Inc. Charitable Remainder Unitrust | 07/02/07 12/04/07 | 7,500 9,000 | 11.089 2.2339 |
| ZAK Group LLC | 01/03/08 02/07/08 | 4,000 3,900 | 3.50 3.0304 |
| David Zlatin in his individual retirement accounts | 12/04/07 | 3,661 | 2.2339 |
| David Zlatin and Gilda Zlatin JTWROS | 12/04/07 | 2,000 | 2.2339 |
| Gilda Zlatin in her individual retirement accounts | 12/04/07 | 1,130 | 2.2339 |

The following are no longer members of this filing group and disclaim ownership, shared voting, dispositive, pecuniary interest in Fremont General Corporation common shares.

Howard M Amster Charitable Remainder Unitrust
Gould Trading Company
Samuel J Heller
Samuel J Heller Irrevocable Trust
Let's Get Organized, Inc.
newAx, Inc.
Pleasant Lake Apts. Corp.

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Pleasant Lake Apts. Ltd. Partnership
Ramat Securities Ltd.
Tova Financial, Inc.
Tova Financial, Inc. Charitable Remainder Unitrust
ZAK Group, Ltd.
David Zlatin
David Zlatin and Gilda Zlatin as JTWROS
Gilda Zlatin

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 8, 2008

/s/
Howard Amster

/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

/s/
Tamra F. Gould

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

