

IMPAC MORTGAGE HOLDINGS INC
Form SC 13D/A
November 14, 2005

OMB Number 3235-0145

United States
Securities and Exchange Commission
Washington DC 20549

Schedule 13D/A
Under the Securities and Exchange Act of 1934
Amendment No. 1

IMPAC MORTGAGE HOLDINGS, INC.
Name of Issuer

common stock
Title of Class of Securities

45254P102
CUSIP Number

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.

11/09/05
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).

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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.	
	Number of Shares	7	Sole Voting	3,972,400
	Beneficially			
	Owned By Each	8	Shared Voting	5,597,000
	Reporting Person			
	With	9	Sole Dispositive	3,972,400
		10	Shared Dispositive	5,597,000
11	Aggregate Amount Beneficially owned			4,677,900
12	Check if Aggregate Amount (11) Excludes Certain Shares			
13	Percent of Class Represented by amount in row (11)			6.15 %
14	Type of Reporting Person		IN	

1	Name of Reporting Person	Howard M Amster 2005 Charitable Remainder Unitrust
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2	If a member group	a)	/	/
		b)	/X/	

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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		5,900
	With	9	Sole Dispositive
		10	Shared Dispositive
			5,900
11	Aggregate Amount Beneficially owned		5,900
12	Check if Aggregate Amount (11) Excludes Certain Shares		
13	Percent of Class Represented by amount in row (11)		0.01 %
14	Type of Reporting Person		00

1	Name of Reporting Person	Amster Limited Partnership	
2	If a member group	a)	/ /
		b)	/X/
3	SEC Use only		
4	Source of Funds		WC
5	Check if Disclosure		

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6	Citizenship			USA
	Number of Shares	7	Sole Voting	
	Beneficially			
	Owned By Each	8	Shared Voting	3,600
	Reporting Person			
	With	9	Sole Dispositive	
		10	Shared Dispositive	3,600
11	Aggregate Amount Beneficially owned			3,600
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			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	1,115,300
	Reporting Person			

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With	9	Sole Dispositive	
	10	Shared Dispositive	1,115,300
11	Aggregate Amount Beneficially owned		246,100
12	Check if Aggregate Amount (11) Excludes Certain Shares		
13	Percent of Class Represented by amount in row (11)		0.32 %
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	USA	
	Number of Shares	7	Sole Voting
	Beneficially		
	Owned By Each	8	Shared Voting
	Reporting Person		905,200
	With	9	Sole Dispositive

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	10	Shared Dispositive	905,200	
11		Aggregate Amount Beneficially owned	905,200	
12		Check if Aggregate Amount (11) Excludes Certain Shares		
13		Percent of Class Represented by amount in row (11)	1.19	%
14		Type of Reporting Person	00	

1	Name of Reporting Person	Samuel J Heller		
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.	
	Number of Shares Beneficially Owned By Each Reporting Person With	7	Sole Voting	
		8	Shared Voting	8,000
		9	Sole Dispositive	
		10	Shared Dispositive	8,000
11	Aggregate Amount Beneficially owned		8,000	
12	Check if Aggregate Amount (11) Excludes Certain Shares			
13	Percent of Class Represented by amount in row (11)		0.01	%

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14 Type of Reporting Person IN

1 Name of Reporting Person Samuel J Heller Irrevocable Trust

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 8,000
Reporting Person
With 9 Sole Dispositive

10 Shared Dispositive 8,000

11 Aggregate Amount Beneficially owned 8,000

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

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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	U.S.A.		
	Number of Shares	7	Sole Voting	
	Beneficially			
	Owned By Each	8	Shared Voting	700
	Reporting Person			
	With	9	Sole Dispositive	
		10	Shared Dispositive	700
11	Aggregate Amount Beneficially owned	700		
12	Check if Aggregate Amount (11) Excludes Certain Shares			
13	Percent of Class Represented by amount in row (11)	0.0 %		
14	Type of Reporting Person	CO		

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1	Name of Reporting Person	Pleasant Lake Apts. Corp.
2	If a member group	a) / / b) /X/
3	SEC Use only	
4	Source of Funds	WC
5	Check if Disclosure	
6	Citizenship	U.S.A.
	Number of Shares	7
	Beneficially	Sole Voting
	Owned By Each	8
	Reporting Person	Shared Voting
	With	9
		Sole Dispositive
		10
		Shared Dispositive
11	Aggregate Amount Beneficially owned	25,000
12	Check if Aggregate Amount (11) Excludes Certain Shares	
13	Percent of Class Represented by amount in row (11)	0.03 %
14	Type of Reporting Person	CO

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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
	Beneficially	Sole Voting
	Owned By Each	8
	Reporting Person	Shared Voting
	With	9
		Sole Dispositive
		10
		Shared Dispositive
11	Aggregate Amount Beneficially owned	25,000
12	Check if Aggregate Amount (11) Excludes Certain Shares	
13	Percent of Class Represented by amount in row (11)	0.03 %
14	Type of Reporting Person	00

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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
	Beneficially	Sole Voting
	Owned By Each	8
	Reporting Person	Shared Voting
	With	9
		Sole Dispositive
		10
		Shared Dispositive
		430,800
11	Aggregate Amount Beneficially owned	430,800
12	Check if Aggregate Amount (11) Excludes Certain Shares	
13	Percent of Class Represented by amount in row (11)	0.57 %
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	37,480
	Reporting Person			
	With	9	Sole Dispositive	
		10	Shared Dispositive	37,480
11	Aggregate Amount Beneficially owned	30,900		
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	Tova Financial, Inc. Charitable Remainder Unitrust		
2	If a member group	a)	/	/
		b)	/X/	
3	SEC Use only			
4	Source of Funds	AF		
5	Check if Disclosure			
6	Citizenship	USA		
	Number of Shares	7	Sole Voting	
	Beneficially			
	Owned By Each	8	Shared Voting	6,580
	Reporting Person			
	With	9	Sole Dispositive	
		10	Shared Dispositive	6,580
11	Aggregate Amount Beneficially owned	6,580		
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/	

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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 3,600
	Reporting Person		
	With	9	Sole Dispositive
		10	Shared Dispositive 3,600
11	Aggregate Amount Beneficially owned		3,600
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) / / b) /X/
3	SEC Use only		
4	Source of Funds		PF
5	Check if Disclosure		

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6	Citizenship			U.S.A.
	Number of Shares	7	Sole Voting	7,130
	Beneficially			
	Owned By Each	8	Shared Voting	480,580
	Reporting Person			
	With	9	Sole Dispositive	7,130
		10	Shared Dispositive	480,580
11	Aggregate Amount Beneficially owned			481,130
12	Check if Aggregate Amount (11) Excludes Certain Shares			
13	Percent of Class Represented by amount in row (11)			0.63 %
14	Type of Reporting Person			IN

1	Name of Reporting Person	David Zlatin and Gilda Zlatin JTWROS
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.
	Number of Shares	7
		Sole Voting

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Beneficially			
Owned By Each	8	Shared Voting	45,480
Reporting Person			
With		9	Sole Dispositive
		10	Shared Dispositive 45,480
11	Aggregate Amount Beneficially owned		38,900
12	Check if Aggregate Amount (11) Excludes Certain Shares		
13	Percent of Class Represented by amount in row (11)		0.05 %
14	Type of Reporting Person		IN

1	Name of Reporting Person	Gilda Zlatin	
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.	
	Number of Shares	7	Sole Voting 2,120
	Beneficially		
	Owned By Each	8	Shared Voting 45,480
	Reporting Person		
	With	9	Sole Dispositive 2,120
		10	Shared Dispositive 45,480

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11	Aggregate Amount Beneficially owned	41,020
12	Check if Aggregate Amount (11) Excludes Certain Shares	
13	Percent of Class Represented by amount in row (11)	0.05 %
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 2. Identity and Background

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

David Zlatin and Gilda Zlatin are husband and wife. Except for their JTWROS holding, Tova Financial, Inc. and Tova Financial, Inc. Charitable Remainder Unitrust, each disclaims any shared voting and dispositive power over shares of Impac Mortgage Holdings, Inc. 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

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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

- 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.

Item 3. Source and Amount of Funds or Other Consideration

Howard Amster, in his personal and individual retirement accounts purchased all 589,815 common shares with personal funds without borrowing. The total consideration for the purchases reported on this amendment is \$ 5,963,654.25 bringing Howard Amster's investment to \$ 64,381,181.67.

Howard M Amster 2005 Charitable Remainder Unitrust purchased all 3,300 common shares with trust assets without borrowing. The total consideration for the purchase reported on this amendment is \$ 32,722.40 bringing Howard M Amster 2005 Charitable Remainder Unitrust's total investment to \$ 65,874.77.

Amster Trading Company purchased all 105,985 common shares with working capital without borrowing. The total consideration for the purchase reported on this amendment is \$ 1,098,438.05 bringing Amster Trading Company's total investment to \$ 3,701,335.99.

Amster Trading Company Charitable Remainder Unitrusts purchased all 114,000 common shares with trust assets without borrowing. The total consideration for the purchases reported on this amendment is \$ 1,168,241.31 bringing the Amster Trading Company Charitable Remainder Unitrusts's total investment to \$ 13,332,163.66.

Ramat Securities Ltd. purchased 261,300 common shares with working capital without borrowing. The total consideration for the purchases reported on this amendment is \$ 2,636,357 bringing Ramat Securities Ltd.'s total investment to \$ 3,518,862.20.

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Tova Financial, Inc. purchased all 22,900 common shares with working capital without borrowing. The total consideration for the purchases reported on this amendment is \$ 227,274.45 bringing Tova Financial, Inc.'s total investment to \$ 390,086.05.

Tova Financial, Inc. Charitable Remainder Unitrust purchased all 1,580 common shares with trust assets without borrowing. The total consideration for the purchases reported on this amendment is \$ 15,661.22 bringing Tova Financial, Inc. Charitable Remainder Unitrust's total investment to \$127,305.72.

David Zlatin and Gilda Zlatin as JTROS purchased all 8,000 common shares with their personal funds and without borrowing. The total consideration for their purchase is \$ 77,295.90.

Item 4. Purpose of Transaction

Howard Amster, Howard M Amster 2005 Charitable Remainder Unitrust, Amster Limited Partnership, Amster Trading Company, Amster Trading Company Charitable Remainder Unitrusts, Samuel J Heller, Samuel J. Heller Irrevocable Trust, Let's Get Organized Inc., Pleasant Lake Apts. Corp., Pleasant Lake Apts. Ltd. Partnership, Ramat Securites Ltd., Tova Financial, Inc., Tova Financial Inc. Charitable Remainder Unitrust, Zak Group Ltd., David Zlatin, Gilda Zlatin, David Zlatin and Gilda Zlatin JTROS acquired their shares for purposes of investment and may be deemed to be a group.

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;

Item 5. Interest in Securities of the Issuer

The outstanding common shares of the Issuer is 76,058,363 shares. Refer to 10-Q for quarterly period ending September 30, 2005.

(a) (b) The aggregate amount owned by this Reporting Group is 5,652,430 shares or 7.43 % of the outstanding shares.

Howard Amster in his name and individual retirement accounts owns 3,972,400 shares or 5.22 % of the common outstanding shares.

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Howard M Amster 2005 Charitable Remainder Unitrust owns 5,900 shares or 0.01 % of the common outstanding shares.

Amster Trading Company owns 246,100 shares or 0.32 % of the common outstanding shares.

Amster Trading Company Charitable Remainder Unitrusts own 905,200 shares or 1.19 % of the common outstanding shares.

Samuel J Heller Irrevocable trust owns 8,000 shares or 0.01 % of the common outstanding shares.

Let's Get Organized, Inc. owns 700 shares or 0.00 % of the common outstanding shares.

Pleasant Lake Apts. Ltd. Partnership owns 25,000 common shares or 0.03 % of the common outstanding shares.

Ramat Securities Ltd. owns 430,800 common shares or 0.57 % of the common outstanding shares.

Tova Financial, Inc. owns 30,900 common shares or 0.04 % of the common outstanding shares.

Tova Financial, Inc. Charitable Remainder Unitrust owns 6,580 or 0.01 % of the common outstanding shares.

ZAK Group LLC owns 3,600 common shares or 0.01 % of the common outstanding shares.

David Zlatin owns 7,130 common shares or 0.01 % of the common outstanding shares.

David Zlatin and Gilda Zlatin as JTWROS owns 8,000 common shares or 0.01 % of the common outstanding shares.

Gilda Zlatin owns 2,120 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.

Identity	Date	Shares	Price	Executing Broker
Howard Amster	10/04/05	22400	12.2429	Bear, Stearns
and his	10/14/05	56500	10.4613	Bear, Stearns
Individual	10/31/05	214900	10.0031	Bear, Stearns
Retirement Accounts	11/01/05	1200	9.8267	Bear, Stearns
	11/01/05	36100	9.898	Bear, Stearns
	11/01/05		8300	9.94 McDonald
	11/03/05	26100	10.0993	Bear, Stearns
	11/07/05		7700	9.9478 Bear, Stearns
	11/09/05		4000	9.744 Bear, Stearns
	11/09/05	35500	9.6867	Bear, Stearns
	11/10/05	135500	9.8466	Bear, Stearns

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	11/11/05		41615	10.349	Bear, Stearns	
Howard M Amster 2005 Charitable Remainder Unitrust	11/01/05		3300	9.898	Bear, Stearns	
Amster Trading Company	11/11/05	105985		10.349	Bear, Stearns	
Amster Trading Company	10/05/05		6000	11.1697	Bear, Stearns	
Charitable Remainder Unitrusts	10/06/05	36000	10.4417		Bear, Stearns	
	10/07/05		19800	10.3582	Bear, Stearns	
	10/10/05		13800	10.1128	Bear, Stearns	
	11/01/05		5600	9.898	Bear, Stearns	
	11/07/05			4300	9.9478	Bear, Stearns
	11/10/05		28500	9.8466	Bear, Stearns	
Ramat Securities Ltd.	09/30/05			5000	12.307	Bear, Stearns
	10/03/05		22300	12.36031	Bear, Stearns	
	11/04/05		89900	9.96174	Bear, Stearns	
	11/07/05		52700	9.91571	Bear, Stearns	
	11/08/05			8200	9.69048	Bear, Stearns
	11/08/05			7500	9.6228	Bear, Stearns
	11/09/05		66700	9.6541	Bear, Stearns	
	11/09/05			9000	9.50066	Bear, Stearns
Tova Financial, Inc.	11/04/05	22900		9.9155	Bear, Stearns	
Tova Financial, Inc. Charitable Remainder Unitrust	10/31/05		1040	10.0031	Bear, Stearns	
	11/10/05		540	9.6	Bear, Stearns	
David Zlatin & Gilda Zlatin JTWOS	11/08/05		8000	9.6483	Bear, Stearns	

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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 14, 2005

/s/
Howard Amster

/s/
Howard M Amster 2005 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/
Samuel J Heller

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

/s/

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

/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 JTWOS

/s/
Gilda Zlatin

