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ENDICOTT MANAGEMENT CO
Form SC 13D/A
March 30, 2004

SECURITIES & EXCHANGE COMMISSION
Washington, D.C. 20552

SCHEDULE 13D/A*
(Rule 13d-101)
(Amendment No. 4)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2(a)

Provident Financial Holdings, Inc.
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

743868101
(CUSIP Number)

Mr. Matthew J. Zweig
Schulte Roth & Zabel LLP
919 Third Avenue
New York, New York 10022
(212) 756-2502

(Name, address and telephone number of person
authorized to receive notices and communications)

March 15, 2004
(Date of event which requires filing of this statement)

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

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

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*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 class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for purposes 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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(1) NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
 JAM Partners, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **
 (a) [X]
 (b) []

(3) SEC USE ONLY

(4) SOURCE OF FUNDS **
 WC, OO

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []

(6) CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF	(7) SOLE VOTING POWER	-0-
SHARES	_____	
BENEFICIALLY	(8) SHARED VOTING POWER	131,463
OWNED BY	_____	
EACH	(9) SOLE DISPOSITIVE POWER	-0-
REPORTING	_____	
PERSON WITH	(10) SHARED DISPOSITIVE POWER	131,463

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 350,800

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ** []

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 4.9%

(14) TYPE OF REPORTING PERSON **
 PN

** SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) JAM Special Opportunities Fund, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ** (a)
(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS **
WC, OO

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []

(6) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF	(7)	SOLE VOTING POWER	-0-
SHARES	<hr/>		
BENEFICIALLY	(8)	SHARED VOTING POWER	-0-
OWNED BY	<hr/>		
EACH	(9)	SOLE DISPOSITIVE POWER	-0-
REPORTING	<hr/>		
PERSON WITH	(10)	SHARED DISPOSITIVE POWER	-0-

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 350,800

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ** []

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.9%

(14) TYPE OF REPORTING PERSON ** PN

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(1) NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

JAM Managers, L.L.C.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **

(a)

(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS **

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF (7) SOLE VOTING POWER

-0-

SHARES

BENEFICIALLY (8) SHARED VOTING POWER

131,463

OWNED BY

EACH (9) SOLE DISPOSITIVE POWER

-0-

REPORTING

PERSON WITH (10) SHARED DISPOSITIVE POWER

131,463

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

350,800

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES **

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.9%

(14) TYPE OF REPORTING PERSON **

PN

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(1) NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Seymour Jacobs

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **

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(a) [X]
 (b) []

(3) SEC USE ONLY

(4) SOURCE OF FUNDS **

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
 REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []

(6) CITIZENSHIP OR PLACE OF ORGANIZATION United States

NUMBER OF (7) SOLE VOTING POWER 2,812
 SHARES

BENEFICIALLY (8) SHARED VOTING POWER 131,463
 OWNED BY

EACH (9) SOLE DISPOSITIVE POWER 2,812
 REPORTING

PERSON WITH (10) SHARED DISPOSITIVE POWER 131,463

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED
 BY EACH REPORTING PERSON 350,800

(12) CHECK BOX IF THE AGGREGATE AMOUNT
 IN ROW (11) EXCLUDES CERTAIN SHARES ** []

(13) PERCENT OF CLASS REPRESENTED
 BY AMOUNT IN ROW (11) 4.9%

(14) TYPE OF REPORTING PERSON ** IN

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(1) NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE
 PERSONS (ENTITIES ONLY) Endicott Partners, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **
(a) [X]
 (b) []

(3) SEC USE ONLY

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(4) SOURCE OF FUNDS **
WC

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []

(6) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF (7) SOLE VOTING POWER
SHARES -0-

BENEFICIALLY (8) SHARED VOTING POWER
OWNED BY 59,700

EACH (9) SOLE DISPOSITIVE POWER
REPORTING -0-

PERSON WITH (10) SHARED DISPOSITIVE POWER
59,700

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON 350,800

(12) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN SHARES ** []

(13) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11) 4.9%

(14) TYPE OF REPORTING PERSON **
PN

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(1) NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE
PERSONS (ENTITIES ONLY)
Endicott Partners II, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **
(a) [X]
(b) []

(3) SEC USE ONLY

(4) SOURCE OF FUNDS ** WC

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []

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(6) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF (7) SOLE VOTING POWER -0-
SHARES

BENEFICIALLY (8) SHARED VOTING POWER 77,700
OWNED BY

EACH (9) SOLE DISPOSITIVE POWER -0-
REPORTING

PERSON WITH (10) SHARED DISPOSITIVE POWER 77,700

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON 350,800

(12) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN SHARES ** []

(13) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11) 4.9%

(14) TYPE OF REPORTING PERSON **
PN

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(1) NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE
PERSONS (ENTITIES ONLY) Endicott Offshore Investors, Ltd.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **
(a) [X]
(b) []

(3) SEC USE ONLY

(4) SOURCE OF FUNDS **
WC

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []

(6) CITIZENSHIP OR PLACE OF ORGANIZATION
British Virgin Islands

NUMBER OF (7) SOLE VOTING POWER

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-0-

SHARES _____

BENEFICIALLY (8) SHARED VOTING POWER 65,100

OWNED BY _____

EACH (9) SOLE DISPOSITIVE POWER -0-

REPORTING _____

PERSON WITH (10) SHARED DISPOSITIVE POWER 65,100

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON 350,800

(12) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN SHARES ** []

(13) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11) 4.9%

(14) TYPE OF REPORTING PERSON ** CO

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(1) NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE
PERSONS (ENTITIES ONLY) W.R. Endicott, L.L.C.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ** (a) [X]
(b) []

(3) SEC USE ONLY

(4) SOURCE OF FUNDS **

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2 (d) OR 2 (e) []

(6) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF (7) SOLE VOTING POWER -0-

SHARES _____

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BENEFICIALLY (8) SHARED VOTING POWER 59,700
 OWNED BY _____
 EACH (9) SOLE DISPOSITIVE POWER -0-
 REPORTING _____
 PERSON WITH (10) SHARED DISPOSITIVE POWER 59,700

 (11) AGGREGATE AMOUNT BENEFICIALLY OWNED
 BY EACH REPORTING PERSON 350,800

 (12) CHECK BOX IF THE AGGREGATE AMOUNT
 IN ROW (11) EXCLUDES CERTAIN SHARES ** []

 (13) PERCENT OF CLASS REPRESENTED
 BY AMOUNT IN ROW (11) 4.9%

 (14) TYPE OF REPORTING PERSON ** PN

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 (1) NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE
 PERSONS (ENTITIES ONLY) W.R. Endicott II, L.L.C.

 (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ** (a) [X]
 (b) []

 (3) SEC USE ONLY

 (4) SOURCE OF FUNDS **

 (5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
 REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []

 (6) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF (7) SOLE VOTING POWER -0-
 SHARES _____
 BENEFICIALLY (8) SHARED VOTING POWER 77,700
 OWNED BY _____
 EACH (9) SOLE DISPOSITIVE POWER -0-

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REPORTING

PERSON WITH (10) SHARED DISPOSITIVE POWER 77,700

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 350,800

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ** []

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.9%

(14) TYPE OF REPORTING PERSON ** PN

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(1) NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Endicott Management Co.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ** (a) [X] (b) []

(3) SEC USE ONLY

(4) SOURCE OF FUNDS ** WC

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []

(6) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF (7) SOLE VOTING POWER -0-
SHARES

BENEFICIALLY (8) SHARED VOTING POWER 14,025
OWNED BY

EACH (9) SOLE DISPOSITIVE POWER -0-
REPORTING

PERSON WITH (10) SHARED DISPOSITIVE POWER 14,025

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED

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BY EACH REPORTING PERSON

350,800

(12) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN SHARES ** []

(13) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)
4.9%

(14) TYPE OF REPORTING PERSON ** CO

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(1) NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE
PERSONS (ENTITIES ONLY)
Wayne K. Goldstein

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **
(a) [X]
(b) []

(3) SEC USE ONLY

(4) SOURCE OF FUNDS **

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []

(6) CITIZENSHIP OR PLACE OF ORGANIZATION United States

NUMBER OF (7) SOLE VOTING POWER
SHARES -0-

BENEFICIALLY (8) SHARED VOTING POWER
OWNED BY 216,525

EACH (9) SOLE DISPOSITIVE POWER
REPORTING -0-

PERSON WITH (10) SHARED DISPOSITIVE POWER
216,525

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
350,800

(12) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN SHARES ** []

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(13) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11) 4.9%

(14) TYPE OF REPORTING PERSON ** IN

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(1) NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE
PERSONS (ENTITIES ONLY) Robert I. Usdan

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **
(a) [X]
(b) []

(3) SEC USE ONLY

(4) SOURCE OF FUNDS **

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []

(6) CITIZENSHIP OR PLACE OF ORGANIZATION United States

NUMBER OF (7) SOLE VOTING POWER -0-
SHARES

BENEFICIALLY (8) SHARED VOTING POWER 216,525
OWNED BY

EACH (9) SOLE DISPOSITIVE POWER -0-
REPORTING

PERSON WITH (10) SHARED DISPOSITIVE POWER 216,525

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON 350,800

(12) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN SHARES ** []

(13) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11) 4.9%

(14) TYPE OF REPORTING PERSON ** IN

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Item 1. Security and Issuer.

This Amendment No. 4 to Schedule 13D relates to the common stock, par value \$0.01 per share (the "Common Stock") of Provident Financial Holdings, Inc. (the "Company" or "Provident"). The address of the principal executive offices of the Company is 3756 Central Avenue, Riverside, California 92506. The joint filing agreement was filed with an earlier-filed version of this Schedule 13D

Item 2. Identity and Background.

(a) This Schedule 13D is being jointly filed by each of the following persons (collectively, the "Group" or the "Group Members"):

(i) The "Jam Parties":

- (A) JAM Partners, L.P., a Delaware limited partnership ("JAM").
- (B) JAM Special Opportunities Fund, L.P., a Delaware limited partnership ("JAM SOF").
- (C) JAM Managers, L.L.C., a Delaware limited liability company ("JAM MGR").
- (D) Seymour Jacobs ("Mr. Jacobs").

(ii) The "Endicott Parties":

- (A) Endicott Partners, L.P., a Delaware limited partnership ("EPLP").
- (B) Endicott Partners II, L.P., a Delaware limited partnership ("EPLPII").
- (C) Endicott Offshore Investors, Ltd., a British Virgin Islands international business company ("EOI").
- (D) W.R. Endicott, L.L.C., a Delaware limited liability company ("WRE LLC").
- (E) W.R. Endicott II, L.L.C., a Delaware limited liability company ("WRE II LLC").
- (F) Endicott Management Co., a Delaware corporation ("Endicott Management").
- (G) Wayne K. Goldstein ("Mr. Goldstein").
- (H) Robert I. Usdan ("Mr. Usdan").

The Group Members have entered into a Joint Filing Agreement, a copy of which was filed with an earlier-filed version of this Schedule 13D.

(b) The address of the principal business and principal office of JAM, JAM SOF, JAM MGR and Mr. Jacobs is as follows: One Fifth Avenue, New York, New York 10003.

The address of the principal business and principal office of EPLP, EPLPII, WRE LLC, WRE II LLC, Endicott Management, Mr. Goldstein and Mr. Usdan is as follows: 237 Park Avenue, Suite 801, New York, New York 10017.

The address of the principal business and principal office of EOI is as follows: c/o Trident Fund Services (B.V.I.) Ltd., Wickhams Cay, P.O. Box 146 Road Town, Tortola, British Virgin Islands.

(c) JAM and JAM SOF are limited partnerships formed for the purpose of investing in, among other things, the equity securities of various financial services providers. JAM MGR is a limited liability company and general partner of JAM and JAM SOF. Mr. Jacobs is the sole Managing Member of JAM MGR.

The business of EPLP, EPLPII and EOI is investment, in, among other things, the equity securities of various financial services providers. Endicott Management, in addition to being the advisor to EPLP, EPLPII and EOI, also manages two accounts which invest in, among other things, financial services providers. WRE LLC is the general partner of EPLP. WRE II LLC is the general partner of EPLPII. Messrs. Goldstein and Usdan are Co-Presidents of Endicott Management and Managing Members of WRE LLC and WRE II LLC.

(d) No member of the Group has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) No member of the Group has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and, as a result of such proceeding, was or is subject to, a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or State securities laws or finding any violation with respect to such laws.

(f) All of the individuals who are members of the Group are citizens of the United States.

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

In aggregate, the Group owns 350,800 shares, equal to 4.9% of the Common Stock of the Company. The percentages used herein are calculated based upon the 7,229,138 shares of Common Stock issued and outstanding as of February 2, 2004, as reflected in the Company's Form 10-Q for the quarter ended December 1, 2003.

The amount of funds expended by JAM to acquire the 131,463 shares of Common Stock it holds in its name is \$1,163,410. The amount of funds expended by Mr. Jacobs to acquire the 2,812 shares of Common Stock he holds in his name is \$28,163. All of such funds were provided from available capital and from time to time, in part by margin account loans from NationsBanc Montgomery Securities, extended in the ordinary course of business on that firm's usual terms and conditions. All or part of the shares of Common Stock owned by any of the JAM Parties may from time to time be pledged as collateral for loans made by such firm to the JAM Parties. Such loans generally bear interest at a rate based upon the broker's call rate from time to time in effect. Such indebtedness, if any, may be refinanced with other banks or broker-dealers.

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The amount of funds expended by EPLP to acquire the 59,700 shares of Common Stock it holds in its name is \$823,846. Such funds were provided from available capital. The amount of funds expended by EPLPII to acquire the 77,700 shares of Common Stock it holds in its name is \$1,844,329. Such funds were provided from available capital. The amount of funds expended by EOI to acquire the 65,100 shares of Common Stock it holds in its name is \$950,158. Such funds were provided from available capital. The amount of funds expended by Endicott Management to acquire the 14,025 shares of Common Stock it holds in its name is \$143,008. Such funds were provided from available capital.

Item 4. Purpose of the Transaction.

The purpose of the sale of the shares of Common Stock by members of the Group is to realize profit from appreciation in the market price of the Common Stock since Mr. Jacobs was elected to the Board of Directors.

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Members of the Group may make further purchases or sales of shares of Common Stock. Members of the Group may dispose of any or all of the shares of Common Stock held by them, although they have no current intention to do so. No member of the Group has any plans or proposals, which relate to, or would result in, any of the matters referred to in paragraphs (b) through (j), inclusive of Item (4) of Schedule 13D. Each member of the Group may, at any time and from time to time, review or reconsider its positions and formulate plans or proposals with respect thereto.

Item 5. Interest in Securities of the Issuer.

A. JAM Partners, L.P.

(a) - (b) See cover page.

(c) The trading dates, number of shares of Common Stock purchased or sold and the price per share for all transactions by JAM in the Common Stock since the filing of the most recent Schedule 13D, which were all in the open market, are set forth in Schedule A and are incorporated by reference.

(d) Because Mr. Jacobs is the Managing Member of JAM MGR, he has the power to direct the affairs of JAM MGR. JAM MGR has the power to direct the affairs of JAM, including the voting and disposition of shares of Common Stock held in the name of JAM. Mr. Jacobs is also the General Partner of JAM. Therefore, Mr. Jacobs has voting and dispositive power with regard to shares of Common Stock held in the name of JAM.

B. JAM Special Opportunity Fund, L.P.

(a) - (b) See cover page.

(c) The trading dates, number of shares of Common Stock purchased or sold and the price per share for all transactions by JAM SOF in the Common Stock since the filing of the most recent Schedule 13D, which were all in the open market, are set forth in Schedule B and are incorporated by reference.

(d) Because Mr. Jacobs is the Managing Member of JAM MGR, he

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has the power to direct the affairs of JAM MGR. JAM MGR has the power to direct the affairs of JAM SOF, including the voting and disposition of shares of Common Stock held in the name of JAM SOF. Mr. Jacobs is also the General Partner of JAM SOF. Therefore, Mr. Jacobs has voting and dispositive power with regard to shares of Common Stock held in the name of JAM SOF.

C. JAM Managers, L.L.C.

(a) - (b) See cover page.

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(c) JAM MGR has made no purchases or sales of Common Stock in the last 60 days.

(d) Because Mr. Jacobs is the Managing Member of JAM MGR, he has the power to direct the affairs of JAM MGR. Therefore, Mr. Jacobs has voting and disposition power with regard to shares of Common Stock held in the name of JAM MGR.

D. Seymour Jacobs

(a) - (b) See cover page.

(c) The trading dates, number of shares of Common Stock purchased or sold and the price per share for all transactions in the Common Stock by Mr. Jacobs since the filing of the Schedule 13D, which were all in the open market, are set forth in Schedule C and are incorporated by reference.

E. Endicott Partners, L.P.

(a) - (b) See cover page.

(c) The trading dates, number of shares of Common Stock purchased or sold and the price per share for all transactions by EPLP in the Common Stock since the filing of the most recent Schedule 13D, which were all in the open market, are set forth in Schedule D and are incorporated by reference.

(d) Mr. Goldstein and Mr. Usdan are each a Managing Member of WRE LLC. WRE LLC is the general partner of EPLP. Therefore, Mr. Goldstein and Mr. Usdan share the power to direct the affairs of WRE LLC. WRE LLC has to power to vote or direct the affairs of EPLP, including the voting and disposition of shares of Common Stock held in the name of EPLP. Therefore, Mr. Goldstein and Mr. Usdan share voting and disposition power with regard to shares of Common Stock held in the name of EPLP.

F. Endicott Partners II, L.P.

(a) - (b) See cover page.

(c) The trading dates, number of shares of Common Stock purchased or sold and the price per share for all transactions by EPLPII in the Common Stock since the filing of the most recent Schedule 13D, which were all in the open market, are set forth in Schedule F and are incorporated by reference.

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(d) Mr. Goldstein and Mr. Usdan are each a Managing Member of WRE II LLC. WRE II LLC is the general partner of EPLPII. Therefore, Mr. Goldstein and Mr. Usdan share the power to direct the affairs of WRE II LLC. WRE II LLC has to power to vote or direct the affairs of EPLPII, including the voting and disposition of shares of Common Stock held in the name of EPLPII. Therefore, Mr. Goldstein and Mr. Usdan share voting and disposition power with regard to shares of Common Stock held in the name of EPLPII.

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G. Endicott Offshore Investors, Ltd.

(a) - (b) See cover page.

(c) The trading dates, number of shares of Common Stock purchased or sold and the price per share for all transactions by EOI in the Common Stock since the filing of the most recent Schedule 13D, which were all in the open market, are set forth in Schedule F and are incorporated by reference.

(d) Mr. Goldstein and Mr. Usdan are each a Co-President of Endicott Management. Endicott Management directs the investment affairs of EOI. Therefore, Mr. Goldstein and Mr. Usdan share the power to direct the affairs of EOI, including voting and disposition power with regard to shares of Common Stock held in the name of EOI.

H. W.R. Endicott, L.L.C.

(a) - (b) See cover page.

(c) WRE LLC has made no purchases or sales of Common Stock in the last 60 days.

(d) Mr. Goldstein and Mr. Usdan are each a Managing Member of WRE LLC. Therefore, Mr. Goldstein and Mr. Usdan share voting and disposition power with regard to shares of Common Stock held in the name of WRE LLC.

I. W.R. Endicott II, L.L.C.

(a) - (b) See cover page.

(c) WRE II LLC has made no purchases or sales of Common Stock in the last 60 days.

(d) Mr. Goldstein and Mr. Usdan are each a Managing Member of WRE II LLC. Therefore, Mr. Goldstein and Mr. Usdan share voting and disposition power with regard to shares of Common Stock held in the name of WRE II LLC.

J. Endicott Management Co.

(a) - (b) See cover page.

(c) The trading dates, number of shares of Common Stock purchased or sold and the price per share for all transactions in the Common Stock by Endicott Management for its managed accounts since the filing of the most recent Schedule 13D, which were all in the open market, are set forth in Schedule G and are incorporated by reference.

(d) Mr. Goldstein and Mr. Usdan are each a Co-President of

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Endicott Management. Therefore, Mr. Goldstein and Mr. Usdan share the power to direct the affairs of Endicott Management, including voting and disposition power with regard to shares of Common Stock held in the name of Endicott Management.

K. Wayne K. Goldstein

(a) - (b) See cover page.

(c) Mr. Goldstein has made no purchases or sales of Common Stock in the last 60 days.

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L. Robert I. Usdan

(a) - (b) See cover page.

(c) Mr. Usdan has made no purchases or sales of Common Stock in the last 60 days.

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

With respect to the Endicott Parties, for all accounts managed, Endicott Management is entitled to a management fee based upon a percentage of total capital managed. In addition, Endicott Management receives an allocation of a portion of profits, if any, for the two managed accounts managed by it and the account managed for EOI. WRE LLC receives an allocation of a portion of profits, if any, for the account managed for EPLP. WRE II LLC receives an allocation of a portion of profits, if any, for the account managed for EPLPII. With respect to the JAM Parties, JAM MGR is entitled to a management fee and an allocation of a portion of profits of JAM and JAM SOF.

Other than the foregoing agreements and the Joint Acquisition Statement which was filed with an earlier-filed version of this Schedule 13D, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the persons named in Item 2 hereof and between such persons and any person with respect to any securities of the Company, including but not limited to transfer or voting of any other securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, divisions of profits or loss, or the giving or withholding of proxies.

Item 7. Materials to be Filed as Exhibits.

No. Description
-- -----

1. Joint Filing Agreement*
2. Letter from Mr. Jacobs to the Board of Directors of the Company, dated May 29, 2002.*
3. Letter from Mr. Jacobs to the Board of Directors of the Company, dated July 11, 2002.*
4. Letter from Mr. Jacobs to the Chairman of the Board of Directors of the Company, dated August 16, 2002.*
5. Letter from the Chairman of the Board of Directors of the Company to Mr. Jacobs, dated August 20, 2002.*

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6. Letter from Mr. Jacobs to the Board of Directors of the Company, dated October 22, 2002.*
7. Company communication suggesting revisions to the standstill agreement, dated October 22, 2002.*
8. Agreement among the Company and the Group Members, dated November 26, 2002.*

* Filed with an earlier-filed version of this Schedule 13D.

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SIGNATURES

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

DATED: March 30, 2004

JAM Partners, L.P.

By: /s/ Seymour Jacobs
Seymour Jacobs
General Partner

JAM Special Opportunities Fund, L.P.

By: /s/ Seymour Jacobs
Seymour Jacobs
General Partner

JAM Managers, L.L.C.

By: /s/ Seymour Jacobs
Seymour Jacobs
Managing Member

Endicott Partners, L.P.

By: W.R. Endicott, L.L.C.
General Partner

By: /s/ Robert I. Usdan
Robert I. Usdan
Managing Member

Endicott Partners II, L.P.

By: W.R. Endicott II, L.L.C.
General Partner

By: /s/ Robert I. Usdan

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Robert I. Usdan
Managing Member

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Endicott Offshore Investors, Ltd.

By: /s/ Robert I. Usdan
Robert I. Usdan
Director

W.R. Endicott, L.L.C.

By: /s/ Robert I. Usdan
Robert I. Usdan
Managing Member

W.R. Endicott II, L.L.C.

By: /s/ Robert I. Usdan
Robert I. Usdan
Managing Member

Endicott Management Co.

By: /s/ Robert I. Usdan
Robert I. Usdan
President

By: /s/ Seymour Jacobs
Seymour Jacobs

By: /s/ Wayne K. Goldstein
Wayne K. Goldstein

By: /s/ Robert I. Usdan
Robert I. Usdan

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Schedule A

JAM PARTNERS, L.P.

Date of Transaction	Number of Shares Purchased/ (Sold)	Price Per Share
03/19/03	(500)	28.11
03/20/03	(5,600)	28.09
03/21/03	(1,230)	28.14
04/29/03	(4,707)	28.96
04/30/03	(3,018)	28.92
05/01/03	(6,925)	29.06
11/24/03	(2,000)	32.50
02/03/04	53,697 (split)	0.00
03/15/04	(29,629)	25.37

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Schedule B

JAM SPECIAL OPPORTUNITIES FUND, L.P.

Date of Transaction	Number of Shares Purchased/ (Sold)	Price Per Share
11/24/03	(3,000)	32.5012

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Schedule C

SEYMOUR JACOBS

Date of Transaction	Number of Shares Purchased/(Sold)	Price Per Share
05/01/03	(1,875)	29.06
05/27/03	(1,875)	30.30
02/03/04	937 (split)	0.00

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Schedule D

ENDICOTT PARTNERS, L.P.

Date of Transaction	Number of Shares Purchased/(Sold)	Price Per Share
01/07/03	(4,000)	27.7000
04/01/03	(2,100)	28.2266
04/02/03	(1,400)	28.2659
04/03/03	(1,200)	28.2970
04/04/03	(400)	28.3213
04/07/03	(1,200)	28.0935
04/24/03	(1,400)	28.5444
05/01/03	2,300	29.0600
07/03/03	(2,100)	29.3400
10/01/03	6,200	30.0200
11/10/03	700	31.7800
11/24/03	(2,300)	32.5100
01/02/04	(7,450)	36.2700
01/05/04	(1,900)	36.2500
01/06/04	4,100	35.8300
01/23/04	1,200	35.1700

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02/03/04	24,300 (split)	0.0000
03/15/04	(13,200)	25.3700

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Schedule E

ENDICOTT PARTNERS II, L.P.

Date of Transaction	Number of Shares Purchased/(Sold)	Price Per Share
01/07/03	3,000	27.7000
03/25/03	(1,800)	28.4950
03/28/03	(2,000)	28.3077
03/31/03	(2,000)	28.2548
04/01/03	(5,100)	28.2266
04/02/03	(1,700)	28.2659
04/03/03	(1,900)	28.2970
04/04/03	(500)	28.3213
04/07/03	(2,200)	28.0935
04/24/03	(1,800)	28.5444
05/01/03	3,500	29.0600
07/03/03	8,200	29.3400
10/01/03	(3,400)	30.0200
11/10/03	(1,000)	31.7800
11/24/03	(2,800)	32.5100
01/02/04	(6,600)	36.2700
01/05/04	(3,300)	36.2500
01/06/04	7,300	35.8300
01/23/04	100	35.1700
02/03/04	31,100 (split)	0.0000
03/15/04	(15,600)	25.3700

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Schedule F

ENDICOTT OFFSHORE INVESTORS, LTD.

Date of Transaction	Number of Shares Purchased/ (Sold)	Price Per Share
01/07/03	2,600	27.7000
03/25/03	(2,500)	28.4950
03/26/03	(1,400)	28.2942
03/27/03	(2,500)	28.0443
03/28/03	(5,600)	28.3077
04/03/03	(800)	28.2970
04/04/03	(500)	28.3213
04/08/03	(1,300)	28.0935
04/24/03	(1,500)	28.5444
05/01/03	2,500	29.0600
07/03/03	(5,400)	29.3400
10/01/03	(2,900)	30.0200
11/10/03	300	31.7800
11/24/03	(1,900)	32.5100
01/02/04	14,050	36.2700
01/05/04	4,350	36.2500
01/06/04	(9,700)	35.8300
01/23/04	(100)	35.1700
02/03/04	26,200 (split)	0.0000
03/15/04	(13,500)	25.3700

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Schedule G

ENDICOTT MANAGEMENT CO.

Date of Transaction	Number of Shares Purchased/ (Sold)	Price Per Share
01/07/03	(1,600)	27.7000

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03/25/03	(700)	28.4950
03/28/03	(1,300)	28.3077
03/31/03	(700)	28.2548
04/01/03	(700)	28.2266
04/02/03	(300)	28.2659
04/03/03	(400)	28.2970
04/04/03	(100)	28.3213
04/08/03	(300)	28.0935
04/24/03	(300)	28.5444
05/01/03	500	29.0600
07/03/03	(700)	29.3400
10/01/03	100	30.0200
11/24/03	(500)	32.5100
01/05/04	850	36.2500
01/06/04	(1,700)	35.8300
01/23/04	(1,200)	35.1700
02/03/04	5,575 (split)	0.0000
03/15/04	(2,700)	25.3700