GOODRICH PETROLEUM CORP Form SC 13D/A January 29, 2003

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D (Rule 13d-101)

Under the Securities Act of 1934 (Amendment No. 4)\*

# GOODRICH PETROLEUM CORPORATION

(Name of Issuer)

Common Stock, par value \$0.20 per share

(Title of Class of Securities)

382410-10-8

(CUSIP Number)

Steven N. Machtinger

560 Mission Street

San Francisco, CA 94105

(415) 315-7800

(Name, Address and Telephone Number of Person Authorized

to Receive Notices and Communications)

### January 16, 2003

(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 that 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  $\hat{y}$ .

**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.

\* 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 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).

CLISIP NO	382410 10 8			D 0 (17)
1	NAME OF REPORTI		DVE PERSONS (Entities only)	Page 2 of 17 Pages
2	Alps Investments LLC CHECK THE APPRO		A MEMBER OF A GROUP	(a) ý (b) o
3	SEC USE ONLY SOURCE OF FUNDS			
5	OO CHECK BOX IF DISC PURSUANT TO ITEM	CLOSURE OF LE 1 2(d) OR 2(e)	GAL PROCEEDINGS IS REQUIRE	)
6	N/A CITIZENSHIP OR PL	ACE OF ORGAN	IIZATION	0
	Virginia	7	SOLE VOTING POWER	
1	NUMBER OF			
	SHARES	8	1,544,341 SHARED VOTING POWER	
Bl	ENEFICIALLY			
	OWNED	9	0 SOLE DISPOSITIVE POWER	
	BY EACH	9	SOLE DISPOSITIVE POWER	
]	REPORTING			

1,544,341

PERSON

WITH

	11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	12	6,751,470* CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
	13	N/A PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	14	33.2%* TYPE OF REPORTING PERSON
* Se	e Item 5 h	IV erein.

CUSIP NO.	382410 10 8		13 D	Page 3 of 17 Pages
1	NAME OF REPORTING	G PERSONS		
	I.R.S. IDENTIFICATIO	ON NOS. OF AI	BOVE PERSONS (Entities or	nly)
2	Campbell Associates CHECK THE APPROP	RIATE BOX II	F A MEMBER OF A GROU	J <b>P</b>
3	SEC USE ONLY			(a) (b)
4	SOURCE OF FUNDS			
5	OO CHECK BOX IF DISCI PURSUANT TO ITEM	LOSURE OF L 2(d) OR 2(e)	EGAL PROCEEDINGS IS I	REQUIRED
6	N/A CITIZENSHIP OR PLA	CE OF ORGA	NIZATION	
	Nevada	7	SOLE VOTING POW	ER
1	NUMBER OF			
	SHARES	8	0 SHARED VOTING PO	OWER
BF	ENEFICIALLY			
	OWNED		2,442	
	BY EACH	9	SOLE DISPOSITIVE	POWER
I	REPORTING			
	PERSON		0	

WITH

### 10 SHARED DISPOSITIVE POWER

# 2,442 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 12 6,751,470\* 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES N/A 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 33.2%\* 14 TYPE OF REPORTING PERSON \* See Item 5 herein.

NO. 3	82410 10 8		13 D	Page 4 of 17 Pages
1	NAME OF REPORTI	NG PERSONS		
	I.R.S. IDENTIFICAT	ION NOS. OF AF	BOVE PERSONS (Entities only)	
2	Donald M.Campbell M		Pension Plan F A MEMBER OF A GROUP	
3	SEC USE ONLY			
4	SOURCE OF FUNDS			
5	OO CHECK BOX IF DISC PURSUANT TO ITEM		EGAL PROCEEDINGS IS REQUII	RED
6	N/A CITIZENSHIP OR PI	LACE OF ORGA	NIZATION	
	USA	7	SOLE VOTING POWER	
N	UMBER OF			
	SHARES	8	0 SHARED VOTING POWER	
BE	NEFICIALLY			
	OWNED		262,629	
	BY EACH	9	SOLE DISPOSITIVE POWER	R
R	EPORTING			
	PERGON		0	

PERSON

WITH

### 10 SHARED DISPOSITIVE POWER

# 262,629 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 12 6,751,470\* 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES N/A 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 33.2%\* 14 TYPE OF REPORTING PERSON PN \* See Item 5 herein.

SIP NO. 3	382410 10 8		13 D		Page 5 of 17 Pages
					_
1	NAME OF REPORTI	NG PERSONS			
	I.R.S. IDENTIFICAT	ION NOS. OF A	BOVE PERS	SONS (Entities only)	
2	Daniel H. Case III Liv CHECK THE APPRO	ing Trust U/A D PRIATE BOX I	ated 7/17/00 IF A MEMBI	ER OF A GROUP	
3	SEC USE ONLY				
4	SOURCE OF FUNDS				
5	OO CHECK BOX IF DISC PURSUANT TO ITEM		LEGAL PRO	CEEDINGS IS REQUIRED	
6	N/A CITIZENSHIP OR PI	LACE OF ORGA	ANIZATION	I	
	USA	7	SOLE	VOTING POWER	
N	NUMBER OF				
	SHARES	8	516,28 SHAR	66 RED VOTING POWER	
BE	ENEFICIALLY				
	OWNED		0		
	BY EACH	9		DISPOSITIVE POWER	
F	REPORTING				

516,286

PERSON

WITH

11	0 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
12	6,751,470* CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	N/A PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	0
14	33.2%* TYPE OF REPORTING PERSON	
* See Item	OO n 5 herein.	

P NO.	382410 10 8		13 D	Page 6 of 17 Pages			
1	NAME OF REPORTING PERSONS						
	I.R.S. IDENTIFICATI	ON NOS. OF A	BOVE PERSONS (Entities	only)			
2	Estate of Daniel H. Ca CHECK THE APPRO		F A MEMBER OF A GRO	UP			
3	SEC USE ONLY						
4	SOURCE OF FUNDS						
4	SOURCE OF FUNDS						
5	OO CHECK BOX IF DISC PURSUANT TO ITEM		EGAL PROCEEDINGS IS	S REQUIRED			
6	N/A CITIZENSHIP OR PI	ACE OF ORGA	NIZATION				
	USA	7	SOLE VOTING POV	VER			
ľ	NUMBER OF						
	SHARES	8	27,000 SHARED VOTING I	POWER			
BF	ENEFICIALLY						
	OWNED		0	a nowan			
	BY EACH	9	SOLE DISPOSITIVE	E POWER			
1	REPORTING						

WITH 11

27,000

PERSON

11	0 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
12	6,751,470* CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	N/A PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	0
14	33.2%* TYPE OF REPORTING PERSON	
* See Iter	OO n 5 herein.	

NO. 38	32410 10 8		13 D	Page 7 of 17 Page 7
1	NAME OF REPORT	ING PERSONS		
	I.R.S. IDENTIFICAT	ION NOS. OF AI	BOVE PERSONS (Entities	s only)
2	Stacey B. Case Living CHECK THE APPRO	Trust OPRIATE BOX II	F A MEMBER OF A GRO	OUP
3	SEC USE ONLY			
4	SOURCE OF FUNDS	1		
5	OO CHECK BOX IF DIS PURSUANT TO ITE		EGAL PROCEEDINGS IS	S REQUIRED
6	N/A CITIZENSHIP OR P	LACE OF ORGA	NIZATION	
	USA	7	SOLE VOTING POV	WER
NU	UMBER OF			
:	SHARES	8	128,663 SHARED VOTING	POWER
BEN	NEFICIALLY			
,	OWNED		0	
F	ВУ ЕАСН	9	SOLE DISPOSITIVI	E POWER
RF	EPORTING			

128,663

PERSON

WITH

11	0 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
12	6,751,470* CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	N/A PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	0
14	33.2%* TYPE OF REPORTING PERSON	
* See Iter	OO n 5 herein.	

P NO. 3	382410 10 8		13 D		Page 8 of 17 Pages		
1	NAME OF REPORTING PERSONS						
	I.R.S. IDENTIFICAT	TION NOS. OF A	BOVE PERSONS (Ent	tities only)			
	Michael D. Fulton an	d Katheryn E. Co	ole				
2	CHECK THE APPRO	OPRIATE BOX	IF A MEMBER OF A (	GROUP			
3	SEC USE ONLY						
4	SOURCE OF FUNDS	S					
	00						
5	CHECK BOX IF DIS PURSUANT TO ITE		LEGAL PROCEEDING	GS IS REQUIRED			
6	N/A CITIZENSHIP OR P	LACE OF ORG	ANIZATION				
Ü		Error or ond					
	USA						
		7	SOLE VOTING	POWER			
N	NUMBER OF						
	SHARES	8	0 SHARED VOTI	NG POWER			
BE	ENEFICIALLY						
	OWNED	2	869,507	THE POWER			
	BY EACH	9	SOLE DISPOSI	HVE POWEK			
I	REPORTING						
	PERSON		0				

WITH 15

### 10 SHARED DISPOSITIVE POWER

# 869,507 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 12 6,751,470\* 13 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES N/A 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 33.2%\* 14 TYPE OF REPORTING PERSON IN \* See Item 5 herein.

NO.	382410 10 8		13 D	Page 9 of 17 Page	ages			
1	NAME OF DEPODITING	C DEDCOME						
1	NAME OF REPORTING PERSONS							
	I.R.S. IDENTIFICATIO	N NOS. OF A	BOVE PERSONS (Entitie	es only)				
	Laurence L. Spitters							
2	CHECK THE APPROP	RIATE BOX I	F A MEMBER OF A GR	COUP				
3	SEC USE ONLY							
4	SOURCE OF FUNDS							
	00							
5	PURSUANT TO ITEM		EGAL PROCEEDINGS	IS REQUIRED				
6	N/A CITIZENSHIP OR PLA	CE OF ORGA	ANIZATION					
	USA	7	SOLE VOTING PO	OWED				
		/	SOLE VOTING PC	JWER				
-	NUMBER OF		220 472					
	SHARES	8	320,452 SHARED VOTING	<b>G POWER</b>				
B	ENEFICIALLY							
	OWNED	2	0	ALE DOWNED				
	BY EACH	9	SOLE DISPOSITIV	VE PUWEK				
	REPORTING							

17

320,452

PERSON

WITH

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
12	6,751,470* CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	N/A PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	(
14	33.2%* TYPE OF REPORTING PERSON	
* See Ite	IN n 5 herein.	

NO. 3	382410 10 8		13 D		Page 10 of 17 Pages
1	NAME OF REPORTIN	NG PERSONS			
	I.R.S. IDENTIFICATI	ON NOS. OF A	BOVE PERSONS (E	ntities only)	
2	Hambrecht & Quist Ca CHECK THE APPRO	alifornia PRIATE BOX l	IF A MEMBER OF A	A GROUP	
3	SEC USE ONLY				
4	SOURCE OF FUNDS				
5	OO CHECK BOX IF DISC		LEGAL PROCEEDIN	NGS IS REQUIRED	
	PURSUANT TO ITEM	I 2(d) OR 2(e)			
	N/A				
5	CITIZENSHIP OR PL	ACE OF ORGA	ANIZATION		
	California	7	SOLE VOTIN	G POWER	
N	NUMBER OF				
1	SHARES		0		
BF	ENEFICIALLY	8	SHARED VOT	FING POWER	
	OWNED				
	BY EACH	9	2,786,632 SOLE DISPOS	SITIVE POWER	

WITH 19

0

PERSON

### 10 SHARED DISPOSITIVE POWER

# 2,786,632 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 12 6,751,470\* 13 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 14 N/A 15 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 16 33.2%\* 17 TYPE OF REPORTING PERSON CO \* See Item 5 herein.

1 NAME OF REPORTING PERSONS  LR.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities only)  Hambrecht & Quist Group  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  3 SEC USE ONLY  4 SOURCE OF FUNDS  OO  5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)  N/A  6 CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware  7 SOLE VOTING POWER  NUMBER OF  SHARES  8 SHARED VOTING POWER  BENEFICIALLY  OWNED  2,786,632  BY EACH  9 SOLE DISPOSITIVE POWER	USIP NO.	. 382410 10 8		13 D	Page 11 of 17 Pages	
LR.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities only)  Hambrecht & Quist Group CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  SEC USE ONLY  SOURCE OF FUNDS  OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)  N/A CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware 7 SOLE VOTING POWER  NUMBER OF SHARES 8 0 SHARED VOTING POWER  BENEFICIALLY OWNED 2,786,632 BY EACH 9 SOLE DISPOSITIVE POWER						
LR.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities only)  Hambrecht & Quist Group CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  SEC USE ONLY  SOURCE OF FUNDS  OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)  N/A CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware 7 SOLE VOTING POWER  NUMBER OF SHARES 8 0 SHARED VOTING POWER  BENEFICIALLY OWNED 2,786,632 BY EACH 9 SOLE DISPOSITIVE POWER		NAME OF DEPORT	NG PERGONG			
Hambrecht & Quist Group CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  SEC USE ONLY  SOURCE OF FUNDS  OG CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)  N/A CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware 7 SOLE VOTING POWER  NUMBER OF SHARES 8 O SHARED VOTING POWER  BENEFICIALLY OWNED 2,786,632 BY EACH 9 SOLE DISPOSITIVE POWER	1	NAME OF REPORTS	NG PERSONS			
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  3 SEC USE ONLY  4 SOURCE OF FUNDS  OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)  N/A CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware  7 SOLE VOTING POWER  NUMBER OF SHARES 8 SHARED VOTING POWER  BENEFICIALLY OWNED 2,786,632 BY EACH 9 SOLE DISPOSITIVE POWER		I.R.S. IDENTIFICATI	ON NOS. OF AI	BOVE PERSONS (Entities on	aly)	
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  3 SEC USE ONLY  4 SOURCE OF FUNDS  OO 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)  N/A 6 CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware 7 SOLE VOTING POWER  NUMBER OF SHARES 8 SHARED VOTING POWER  BENEFICIALLY OWNED 2,786,632 BY EACH 9 SOLE DISPOSITIVE POWER		Hambrecht & Ouist G	roup			
4 SOURCE OF FUNDS  OO 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)  N/A 6 CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware 7 SOLE VOTING POWER  NUMBER OF SHARES 8 OSHARED VOTING POWER  BENEFICIALLY OWNED 2,786,632 BY EACH 9 SOLE DISPOSITIVE POWER	2	CHECK THE APPRO	PRIATE BOX I	F A MEMBER OF A GROUI	P	
4 SOURCE OF FUNDS  OO 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)  N/A 6 CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware 7 SOLE VOTING POWER  NUMBER OF SHARES 8 0 SHARED VOTING POWER  BENEFICIALLY OWNED 2,786,632 BY EACH 9 SOLE DISPOSITIVE POWER						(a (b
OO  CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)  N/A  CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware  7 SOLE VOTING POWER  NUMBER OF SHARES 8 OSHARED VOTING POWER  BENEFICIALLY  OWNED 2,786,632 BY EACH  9 SOLE DISPOSITIVE POWER	3	SEC USE ONLY				
OO  CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)  N/A  CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware  7 SOLE VOTING POWER  NUMBER OF SHARES 8 OSHARED VOTING POWER  BENEFICIALLY  OWNED 2,786,632 BY EACH  9 SOLE DISPOSITIVE POWER						
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)  N/A 6 CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware 7 SOLE VOTING POWER  NUMBER OF SHARES 8 OSHARED VOTING POWER  BENEFICIALLY  OWNED 2,786,632 BY EACH 9 SOLE DISPOSITIVE POWER	4	SOURCE OF FUNDS				
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)  N/A 6 CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware 7 SOLE VOTING POWER  NUMBER OF SHARES 8 0 SHARED VOTING POWER  BENEFICIALLY  OWNED 0WNED 2,786,632 BY EACH 9 SOLE DISPOSITIVE POWER						
N/A CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware 7 SOLE VOTING POWER  NUMBER OF SHARES 8 O SHARED VOTING POWER  BENEFICIALLY OWNED OWNED BY EACH 9 2,786,632 SOLE DISPOSITIVE POWER	5	CHECK BOX IF DISC		EGAL PROCEEDINGS IS R	EQUIRED	
Delaware 7 SOLE VOTING POWER  NUMBER OF SHARES 8 0 SHARED VOTING POWER  BENEFICIALLY OWNED 2,786,632 BY EACH 9 SOLE DISPOSITIVE POWER		PURSUANT TO ITEM	1 2(d) OR 2(e)			
Delaware 7 SOLE VOTING POWER  NUMBER OF SHARES 8 0 SHARED VOTING POWER  BENEFICIALLY OWNED BY EACH 9 2,786,632 SOLE DISPOSITIVE POWER		N/A				
NUMBER OF  SHARES  8  SHARED VOTING POWER  BENEFICIALLY  OWNED  BY EACH  7  SOLE VOTING POWER  2,786,632  SOLE DISPOSITIVE POWER	6		ACE OF ORGA	NIZATION		
NUMBER OF  SHARES  8  SHARED VOTING POWER  BENEFICIALLY  OWNED  BY EACH  7  SOLE VOTING POWER  2,786,632  SOLE DISPOSITIVE POWER		Daloworo				
SHARES  8 SHARED VOTING POWER  BENEFICIALLY  OWNED  BY EACH  9 2,786,632 SOLE DISPOSITIVE POWER		Belaware	7	SOLE VOTING POWE	ER	
BENEFICIALLY  OWNED  BY EACH  8 SHARED VOTING POWER  2,786,632  9 SOLE DISPOSITIVE POWER		NUMBER OF				
OWNED  2,786,632  BY EACH  9 SOLE DISPOSITIVE POWER		SHARES	8		WER	
BY EACH  9 SOLE DISPOSITIVE POWER	В	ENEFICIALLY				
BY EACH			Q	2,786,632 SOLE DISPOSITIVE F	POWER	
REPORTING			,	SSEE PIST OSTITVE I		
0		REPORTING		0		

WITH

11	2,786,632 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
12	6,751,470* CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	N/A PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	0
14	33.2%* TYPE OF REPORTING PERSON	
* See Item 5	CO herein.	

NO. 382410 10 8		13 D		Page 12 of 17 Pages
1 NAME OF RI	EPORTING PERSO	ONS		
I.R.S. IDENT	IFICATION NOS. (	OF ABOVE PE	ERSONS (Entities only)	
Hambrecht &	Quist Guaranty Fir	nance, LLC		
2 CHECK THE	APPROPRIATE B	OX IF A MEM	IBER OF A GROUP	
SEC USE ON	LY			
SOURCE OF	FUNDS			
SOURCE OF	TONDS			
00				
	TIF DISCLOSURE ( ΓΟ ITEM 2(d) OR 2		ROCEEDINGS IS REQUI	IRED
N/A CITIZENSHI	P OR PLACE OF O	) PRGANIZATIO	ON	
California	7	y soi	LE VOTING POWER	
MANDED OF	,	501	LE VOIINGTOWER	
NUMBER OF		0		
SHARES	8		ARED VOTING POWER	
BENEFICIALLY				
OWNED			36,632	un.
BY EACH	9	y SOI	LE DISPOSITIVE POWE	ιK

0

PERSON

WITH

11	2,786,632 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
12	6,751,470* CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	N/A PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	0
14	33.2%* TYPE OF REPORTING PERSON	
* See Item 5	OO herein.	

NO. 38	82410 10 8		13 D	Page 13 of 17 Pages
1	NAME OF REPORTIN	NG PERSONS		
	I.R.S. IDENTIFICATION	ON NOS. OF AI	BOVE PERSONS (Entities only)	
2	Donald M. Campbell CHECK THE APPRO	PRIATE BOX II	F A MEMBER OF A GROUP	
3	SEC USE ONLY			
4	SOURCE OF FUNDS			
5	PF, OO CHECK BOX IF DISC PURSUANT TO ITEM		EGAL PROCEEDINGS IS REQUIR	ED
6	N/A CITIZENSHIP OR PL	ACE OF ORGA	NIZATION	
	<b>United States</b>	7	SOLE VOTING POWER	
N	UMBER OF			
	SHARES	8	293,518* SHARED VOTING POWER	
BEN	NEFICIALLY			
	OWNED		3,051,703*	
]	ВУ ЕАСН	9	SOLE DISPOSITIVE POWER	
R	EPORTING			

25

293,518\*

PERSON

WITH

11	3,051,703* AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
12	6,751,470* CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	N/A PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	0
14	33.2%* TYPE OF REPORTING PERSON	
* See Item 5 h	IN nerein.	

NO. 382	2410 10 8		13 D	Page 14 of 17 Pages
1	NAME OF REPORTI	NG PERSONS		
	I.R.S. IDENTIFICAT	ION NOS. OF AE	BOVE PERSONS (Entities only)	
2	Guaranty Finance Ma CHECK THE APPRO	nagement, LLC DPRIATE BOX II	F A MEMBER OF A GROUP	
3	SEC USE ONLY			
4	SOURCE OF FUNDS			
5	OO CHECK BOX IF DIS PURSUANT TO ITEN		EGAL PROCEEDINGS IS REQU	IRED
	N/A CITIZENSHIP OR PI	LACE OF ORGA	NIZATION	
	Delaware	7	SOLE VOTING POWER	
NU	MBER OF			
S	SHARES	8	0 SHARED VOTING POWER	t
BENI	EFICIALLY			
(	OWNED		2,786,632	
В	Y EACH	9	SOLE DISPOSITIVE POWI	ER
RE	PORTING			
D	PERSON		0	

WITH 27

### 10 SHARED DISPOSITIVE POWER

# 2,786,632 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 12 6,751,470\* 13 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES N/A 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 14 TYPE OF REPORTING PERSON OO \* See Item 5 herein.

SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. SCHEDULE 13D UNDER THE SECURITIES EXCHANGE ACT OF 1934

### Introduction.

This Amendment No. 4 (<u>Amendment No. 3</u>) to Schedule 13D is filed by Alps Investments LLC, a Virginia limited liability company (<u>Alps</u>); Daniel H. Case III Living Trust U/A Dated 7/17/00 (the <u>D. Case Trust</u>); Estate of Daniel H. Case III (the <u>D. Case Estate</u>); Stacey B. Case Living Trust (the <u>S. Case Trust</u>); Michael D. Fulton & Katheryn E. Cole (<u>Fulton & Cole</u>); Laurence L. Spitters (Spitters); Campbell Associates, a Nevada family partnership (<u>Campbell Associates</u>); Delaware Charter Guaranty Trust Co., Custodian for Donald M. Campbell Money Purchase Pension Plan (the <u>Plan</u>); Donald M. Campbell (<u>Campbell</u>); Hambrecht & Quist Group, a Delaware corporation (<u>H&Q Group</u>), Hambrecht & Quist Guaranty Finance LLC, a California limited liability company (<u>H&Q Guaranty Finance</u>); and Guaranty Finance Management, LLC, a Delaware limited liability company (<u>Guaranty Finance Management</u>, and, together with Alps, the D. Case Trust, the D. Case Estate, the S. Case Trust, Fulton & Cole, Spitters, Campbell Associates, the Plan, Campbell, H&Q Group, H&Q California and H&Q Guaranty Finance, the <u>Reporting Persons</u>). This Amendment No. 4 amends the Original Schedule 13D (the <u>Original Schedule 13D</u>) filed with the Securities and Exchange Commission (the <u>SEC</u>) on October 15, 1999 by certain of the Reporting Persons, as amended by Amendment No. 1 to Schedule 13D filed with the SEC on September 5, 2002 by H&Q Group, H&Q California, H&Q Guaranty Finance, Guaranty Finance Management and Campbell (<u>Amendment No. 1</u>), as amended by Amendment No. 2 to Schedule 13D filed with the SEC on October 9, 2002 by H&Q Group, H&Q California, H&Q Guaranty Finance, Guaranty Finance Management and Campbell (<u>Amendment No. 2</u>), as amended by Amendment No. 3 to Schedule 13D filed with the SEC on January 23, 2003 by the Reporting Persons (<u>Amendment No. 3</u>).

On February 12, 2002, Alps filed Amendment No. 5 to its Statement on Schedule 13G (as amended to date, the <u>Alps Schedule 13G</u>). On February 13, 2002, Fulton & Cole filed Amendment No. 5 to their Statement on Schedule 13G (as amended to date, the <u>Fulton & Cole Schedule 13G</u>). The Alps Schedule 13G and the Fulton & Cole Schedule 13G are incorporated by reference herein.

All capitalized terms used herein but not otherwise defined herein shall have the meanings given to them in Amendment No. 1. The Original Schedule 13D, as amended by Amendment No. 1, Amendment No. 2 and Amendment No. 3 (the <u>Schedule 13D</u>) is hereby amended as follows:

### Item 1. Security and Issuer.

No change since Amendment No. 3 (No Change).

Item 2. Identity and Background.

No Change.

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

No Change.

Item 4. Purpose of Transaction.

No Change.

### Item 5. Interest in Securities of Issuer.

No Change, except that Spitters inadvertently failed to list on his signature page to the Agreement 109,560 shares of Common Stock beneficially owned by him as a result of his ownership of warrants of the Issuer.

Accordingly, the following chart amends and restates the chart in Item 5 in Amendment No. 3 and the related disclosure:

					Percentage <sup>(1)</sup>	Aggregate(2)(3)	Percentage <sup>(2) (3)</sup> Of Class
	Sole Power <sup>(1)</sup>	Shared Power <sup>(1)</sup>	Sole Power <sup>(1)</sup>	Shared Power <sup>(1)</sup>	Of Class	Beneficial	(as a Group)
Reporting Person	to Vote	to Vote	to Dispose	To Dispose	(not as a Group)	Ownership	
Alps	1,544,341	0	1,544,341	0	8.4%	6,751,470	33.2%
D. Case Trust	516,286	0	516,286	0	2.9%	6,751,470	33.2%
D. Case Estate	27,000	0	27,000	0	0.15%	6,751,470	33.2%
S. Case Trust	128,663	0	128,663	0	0.72%	6,751,470	33.2%
Fulton & Cole	0	869,507	0	869,507	4.8%	6,751,470	33.2%
Spitters	320,452	0	320,452	0	1.8%	6,751,470	33.2%
Campbell Associates	0	2,442	0	2,442	0.01%	6,751,470	33.2%
H&Q Group	0	2,786,632(3)	0	2,786,632(3)	14.6%	6,751,470	33.2%
H&Q California	0	2,786,632(3)	0	2,786,632(3)	14.6%	6,751,470	33.2%
H&Q Guaranty Finance	0	2,786,632(3)	0	2,786,632(3)	14.6%	6,751,470	33.2%
Campbell	293,518	3,051,703(3)(4)	293,518	3,051,703(3)(4)	18.5%	6,751,470	33.2%
Guaranty Finance Management	0	2,786,632(3)	0	2,786,632(3)	14.6%	6,751,470	33.2%

<sup>(1)</sup> Calculated in accordance with Rule 13d-3 of the Exchange Act, excluding shares owned beneficially solely because of the formation of a Group.

<sup>(2)</sup> Calculated in accordance with Rule 13d-3 of the Exchange Act, including shares owned beneficially solely because of the formation of a Group.

<sup>(3)</sup> Includes shares of Common Stock issuable upon the conversion of the Issuer s Series A Preferred Stock, which Common Stock is excluded from the Group Shares.

(4) Includes shares of Common Stock held in the name of Campbell Associates and Delaware Charter Guaranty & Trust Co., Custodian for the Plan.

Item 6.	Contracts.	Arrangements.	Understanding	ıs or Relationshi	ps with Res	spect to Secur	ities of Issuer.
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No Change, except for the matters disclosed in Item 5 herein.

### Item 7. Material to be Filed as Exhibits.

The following exhibits to this Statement on Schedule 13D are filed herewith:

- 1. Joint Filing Undertaking as required by Rule 13d-1(k).
- 2. Agreement, dated as of January 16, 2003, by and among Alps, Campbell Associates, the Plan, the D. Case Trust, the D. Case Estate, the S. Case Trust, Fulton & Cole, H&Q Guaranty Finance and Spitters (with corrected signature page from Spitters).

### **SIGNATURE**

Each party, after reasonable inquiry and to the best of its knowledge and belief, certifies that the information set forth in this statement is true, complete and correct.

Dated: January 28, 2003

### HAMBRECHT & QUIST GROUP

By: /s/ Steven N. Machtinger

Name: Steven N. Machtinger Title: Vice President

### HAMBRECHT & QUIST CALIFORNIA

By: /s/ Steven N. Machtinger

Name: Steven N. Machtinger Title: General Counsel

### HAMBRECHT & QUIST GUARANTY FINANCE, LLC

By: /s/ David Golden

Name: David Golden

Title: Member of Management Committee

/s/ Donald M. Campbell
Donald M. Campbell

GUARANTY FINANCE MANAGEMENT, LLC

By: /s/ Donald M. Campbell

Donald M. Campbell

Chief Executive Officer and Manager

### ALPS INVESTMENT, LLC

By: Ka Po'e Hana, LLC, its Manager

By: /s/ Joseph Rymal Title: Vice President

### CAMPBELL ASSOCIATES

By: /s/ Donald M. Campbell
Name: Donald M. Campbell
Title: General Partner

DONALD M. CAMPBELL MONEY

PURCHASE PENSION PLAN

By: /s/ Donald M. Campbell

Donald M. Campbell

Beneficiary

### DANIEL H. CASE III LIVING TRUST U/A DATED 7/17/00

By: Ka Po'e Hana, LLC, its Manager

By: /s/ Joseph Rymal Title: Vice President

### ESTATE OF DANIEL H. CASE

By: Ka Po'e Hana, LLC, its Manager

By: /s/ Joseph Rymal Title: Vice President

# STACEY B. CASE LIVING TRUST By: Ka Po'e Hana, LLC, its Manager By: /s/ Joseph Rymal Title: Vice President MICHAEL D. FULTON By: /s/ Michael D. Fulton KATHERYN E. COLE By: /s/ Katheryn E. Cole LAURENCE L. SPITTERS By: /s/ Donald M. Campbell Donald M. Campbell Attorney-in-Fact\* \* Pursuant to a Power-of-Attorney granted to

Donald M. Campbell in the Agreement

EXHIBIT 1

### JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) promulgated under the Exchange Act, the undersigned hereby agree to the joint filing with each other on behalf of each of them a statement on Schedule 13D with respect to the Common Stock deemed to be beneficially owned by each of them.

The undersigned further agree that each party hereto is responsible for the timely filing of such statement on Schedule 13D and any amendments thereto, and for the completeness or accuracy of the information concerning such party contained therein; provided, however, that no party is responsible for the completeness or accuracy of the information contained therein concerning any other party, unless such party knows or has reason to believe that such information is inaccurate.

IN WITNESS WHEREOF, the undersigned have executed this Joint Filing Agreement as of the 28th day of January, 2003.

### HAMBRECHT & QUIST GROUP

By: /s/ Steven N. Machtinger
Name: Steven N. Machtinger
Title: Vice President

### HAMBRECHT & QUIST CALIFORNIA

By: /s/ Steven N. Machtinger
Name: Steven N. Machtinger
Title: General Counsel

HAMBRECHT & QUIST GUARANTY FINANCE, LLC

By: /s/ David Golden Name: David Golden

Title: Member of Management Committee

/s/ Donald M. Campbell

Donald M. Campbell

GUARANTY FINANCE MANAGEMENT, LLC

By: /s/ Donald M. Campbell

Donald M. Campbell

Chief Executive Officer and Manager

### ALPS INVESTMENT, LLC

By: Ka Po'e Hana, LLC, its Manager

By: /s/ Joseph Rymal Title: Vice President

### CAMPBELL ASSOCIATES

By: /s/ Donald M. Campbell
Name: Donald M. Campbell
Title: General Partner

DONALD M. CAMPBELL MONEY

PURCHASE PENSION PLAN

By: /s/ Donald M. Campbell

Donald M. Campbell

Beneficiary

### DANIEL H. CASE III LIVING TRUST U/A DATED 7/17/00

By: Ka Po'e Hana, LLC, its Manager

By: /s/ Joseph Rymal Title: Vice President

### ESTATE OF DANIEL H. CASE

By: Ka Po'e Hana, LLC, its Manager

By: /s/ Joseph Rymal Title: Vice President

STACEY B. CASE LIVI	NG TRUST
By: By: Title:	Ka Po'e Hana, LLC, its Manager /s/ Joseph Rymal Vice President
MICHAEL D. FULTON	
Ву:	/s/ Michael D. Fulton
KATHERYN E. COLE	
Ву:	/s/ Katheryn E. Cole
LAURENCE L. SPITTE	RS
Ву:	/s/ Donald M. Campbell Donald M. Campbell Attorney-in-Fact*
* Pursuant to a Power-of-	Attorney granted to
Donald M. Campbell in the	ne Agreement