

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>KINDERHOOK GP LLC</u> <hr/> (Last) (First) (Middle) 1 EXECUTIVE DRIVE SUITE 160 <hr/> (Street) FORT LEE NJ 07024 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/22/2003	3. Issuer Name and Ticker or Trading Symbol <u>SEGMENTZ INC [ SEGZ ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,500,000 <sup>(1)(2)</sup>	I	By Kinderhook Partners, LP

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Warrants	12/31/2003	12/22/2008	Common Stock 750,000 <sup>(1)(2)</sup>	1.5	I	By Kinderhook Partners, LP

1. Name and Address of Reporting Person\*  
KINDERHOOK GP LLC  


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 (Last) (First) (Middle)  
 1 EXECUTIVE DRIVE  
 SUITE 160  


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 (Street)  
 FORT LEE NJ 07024  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
KINDERHOOK PARTNERS L P  


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 (Last) (First) (Middle)  
 ONE EXECUTIVE DR SUITE 160  


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 (Street)  
 FORT LEE NJ 07024  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
CLEARMAN STEPHEN J  


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 (Last) (First) (Middle)  
 ONE EXECUTIVE DRIVE, SUITE 160  


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 (Street)  
 FORT LEE NJ 07024  


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 (City) (State) (Zip)

(City)

(State)

(Zip)

**Explanation of Responses:**

1. Each of the reporting person and the joint filers disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that the reporting person or any joint filer is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended or for any other purpose.
2. These securities are owned by Kinderhook Partners, LP. Kinderhook GP, LLC is the general partner of Kinderhook Partners, LP. Stephen J. Clearman is the managing member of Kinderhook GP, LLC.

Kinderhook Partners, LP By:  
Kinderhook GP, LLC, its GP      12/31/2003  
By: Stephen J. Clearman,  
Managing Member

Kinderhook GP, LLC By:  
Stephen J. Clearman,      12/31/2003  
Managing Member

Stephen J. Clearman      12/31/2003

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**