

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 5)

GULFPORT ENERGY CORPORATION  
(Name of issuer)

Common Stock, \$.01 Par Value Per Share  
(Title of class of securities)

402635-10-6  
(CUSIP number)

Arthur H. Amron  
Wexford Capital LLC  
411 West Putnam Avenue  
Greenwich, CT 06830  
(203) 862-7012

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

May 22, 2001  
(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 ss.ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-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 SS.240.13d-7

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CUSIP No. 402635-10-6

-----  
1. Names of Reporting Persons. Wexford Capital LLC  
I.R.S. Identification Nos. of Above Persons (entities only)  
(Intentionally Omitted)

-----  
2. Check the Appropriate Box if a Member of a Group (a) [x]  
(See Instructions) (b) [ ]

-----  
3. SEC Use Only

-----  
4. Source of Funds (See Instructions) AF

-----  
5. Check if Disclosure of Legal Proceedings is [ ]  
Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization Connecticut

Number of Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power	0
	8. Shared Voting Power (see Item 5 below)	1,904,485
	9. Sole Dispositive Power	0
	10. Shared Dispositive Power (see Item 5 below)	1,904,485

11. Aggregate Amount Beneficially Owned by Each Reporting Person 1,904,485

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) [ ]

13. Percent of Class Represented by Amount in Row (11) 18.6%

14. Type of Reporting Person (See Instructions) 00

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CUSIP No. 402635-10-6

1. Names of Reporting Persons. Wexford Spectrum Investors LLC  
I.R.S. Identification Nos. of Above Persons (entities only)  
(Intentionally Omitted)

2. Check the Appropriate Box if a Member of a Group (a) [x]  
(See Instructions) (b) [ ]

3. SEC Use Only

4. Source of Funds (See Instructions) WC

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) [ ]

6. Citizenship or Place of Organization Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power	0
	8. Shared Voting Power (see Item 5 below)	11,138
	9. Sole Dispositive Power	0
	10. Shared Dispositive Power (see Item 5 below)	11,138

11. Aggregate Amount Beneficially Owned by Each Reporting Person 11,138

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) [ ]

13. Percent of Class Represented by Amount in Row (11) 0.1%

14. Type of Reporting Person (See Instructions) 00

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CUSIP No. 402635-10-6

1. Names of Reporting Persons. Wexford Spectrum Advisors, LLC  
I.R.S. Identification Nos. of Above Persons (entities only)  
(Intentionally Omitted)

2. Check the Appropriate Box if a Member of a Group (a) [x]  
(See Instructions) (b) [ ]

3. SEC Use Only

4. Source of Funds (See Instructions) AF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) [ ]

6. Citizenship or Place of Organization Delaware

Number of Shares Beneficially 7. Sole Voting Power 0

Owned by Each Reporting 8. Shared Voting Power (see Item 5 below) 11,138

Person With 9. Sole Dispositive Power 0

10. Shared Dispositive Power (see Item 5 below) 11,138

11. Aggregate Amount Beneficially Owned by Each Reporting Person 11,138

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) [ ]

13. Percent of Class Represented by Amount in Row (11) 0.1%

14. Type of Reporting Person (See Instructions) 00

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- 
1. Names of Reporting Persons. *Wexford Special Situations 1996, L.P.*  
I.R.S. Identification Nos. of Above Persons (entities only)  
(Intentionally Omitted)
- 
2. Check the Appropriate Box if a Member of a Group (a)   
(See Instructions) (b)
- 
3. SEC Use Only
- 
4. Source of Funds (See Instructions) WC
- 
5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)
- 
6. Citizenship or Place of Organization Delaware
- 
- |                                     |   |         |
|-------------------------------------|---|---------|
| Number of Shares Beneficially       | 7. Sole Voting Power                            | 0       |
| Owned by Each Reporting Person With | 8. Shared Voting Power (see Item 5 below)       | 608,702 |
|                                     | 9. Sole Dispositive Power                       | 0       |
|                                     | 10. Shared Dispositive Power (see Item 5 below) | 608,702 |
- 
11. Aggregate Amount Beneficially Owned by Each Reporting Person 608,702
- 
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 
13. Percent of Class Represented by Amount in Row (11) 6.0%
- 
14. Type of Reporting Person (See Instructions) PN
- 

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- 
1. Names of Reporting Persons. *Wexford Special Situations 1996 Institutional, L.P.*  
I.R.S. Identification Nos. of Above Persons (entities only)  
(Intentionally Omitted)
- 
2. Check the Appropriate Box if a Member of a Group (a)   
(See Instructions) (b)
- 
3. SEC Use Only
- 
4. Source of Funds (See Instructions) WC
-

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) [ ]

6. Citizenship or Place of Organization Delaware

Number of Shares Beneficially 7. Sole Voting Power 0

Owned by Each Reporting Person 8. Shared Voting Power (see Item 5 below) 102,141

Person With 9. Sole Dispositive Power 0

10. Shared Dispositive Power (see Item 5 below) 102,141

11. Aggregate Amount Beneficially Owned by Each Reporting Person 102,141

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) [ ]

13. Percent of Class Represented by Amount in Row (11) 1.0%

14. Type of Reporting Person (See Instructions) PN

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CUSIP No. 402635-10-6

1. Names of Reporting Persons. Wexford Advisors, LLC  
I.R.S. Identification Nos. of Above Persons (entities only)  
(Intentionally Omitted)

2. Check the Appropriate Box if a Member of a Group (a) [x]  
(See Instructions) (b) [ ]

3. SEC Use Only

4. Source of Funds (See Instructions) AF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) [ ]

6. Citizenship or Place of Organization Delaware

Number of Shares Beneficially 7. Sole Voting Power 0

Owned by Each Reporting Person 8. Shared Voting Power (see Item 5 below) 738,168

Person With 9. Sole Dispositive Power 0

10. Shared Dispositive Power (see Item 5 below) 738,168

11. Aggregate Amount Beneficially Owned by Each Reporting Person 738,168

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) [ ]

13. Percent of Class Represented by Amount in Row (11) 7.3%

14. Type of Reporting Person (See Instructions) OO

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CUSIP No. 402635-10-6

1. Names of Reporting Persons. Wexford-Euris Special Situations 1996, L.P.  
I.R.S. Identification Nos. of Above Persons (entities only)  
(Intentionally Omitted)

2. Check the Appropriate Box if a Member of a Group (a) [x]  
(See Instructions) (b) [ ]

3. SEC Use Only

4. Source of Funds (See Instructions) WC

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) [ ]

6. Citizenship or Place of Organization Delaware

Number of Shares Beneficially 7. Sole Voting Power 0

Owned by Each Reporting Person 8. Shared Voting Power (see Item 5 below) 172,767

Person With 9. Sole Dispositive Power 0

10. Shared Dispositive Power (see Item 5 below) 172,767

11. Aggregate Amount Beneficially Owned by Each Reporting Person 172,767

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) [ ]

13. Percent of Class Represented by Amount in Row (11) 1.7%

14. Type of Reporting Person (See Instructions) PN

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1. Names of Reporting Persons. *Wexford-Euris Advisors, LLC*  
 I.R.S. Identification Nos. of Above Persons (entities only)  
 (Intentionally Omitted)

2. Check the Appropriate Box if a Member of a Group (a)   
 (See Instructions) (b)

3. SEC Use Only

4. Source of Funds (See Instructions) *AF*

5. Check if Disclosure of Legal Proceedings is  
 Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization *Delaware*

Number of Shares 7. Sole Voting Power *0*  
 Beneficially

Owned by Each 8. Shared Voting Power (see Item 5 below) *172,767*  
 Reporting

Person With 9. Sole Dispositive Power *0*

10. Shared Dispositive Power (see Item 5 below) *172,767*

11. Aggregate Amount Beneficially  
 Owned by Each Reporting Person *172,767*

12. Check if the Aggregate Amount in Row (11) Excludes  
 Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11) *1.7%*

14. Type of Reporting Person (See Instructions) *PN*

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1. Names of Reporting Persons. *Wexford Special Situations 1996, Limited*  
 I.R.S. Identification Nos. of Above Persons (entities only)  
 (Intentionally Omitted)

2. Check the Appropriate Box if a Member of a Group (a)   
 (See Instructions) (b)

3. SEC Use Only

4. Source of Funds (See Instructions) *WC*

5. Check if Disclosure of Legal Proceedings is  
 Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization Cayman Islands

Number of Shares Beneficially 7. Sole Voting Power 0

Owned by Each Reporting Person 8. Shared Voting Power (see Item 5 below) 27,325

Person With 9. Sole Dispositive Power 0

10. Shared Dispositive Power (see Item 5 below) 27,325

11. Aggregate Amount Beneficially Owned by Each Reporting Person 27,325

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) [ ]

13. Percent of Class Represented by Amount in Row (11) 0.3%

14. Type of Reporting Person (See Instructions) 00

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CUSIP No. 402635-10-6

1. Names of Reporting Persons. Wexford Capital Partners II, L.P.  
I.R.S. Identification Nos. of Above Persons (entities only)  
(Intentionally Omitted)

2. Check the Appropriate Box if a Member of a Group (a) [x]  
(See Instructions) (b) [ ]

3. SEC Use Only

4. Source of Funds (See Instructions) WC

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) [ ]

6. Citizenship or Place of Organization Delaware

Number of Shares Beneficially 7. Sole Voting Power 0

Owned by Each Reporting Person 8. Shared Voting Power (see Item 5 below) 736,342

Person With 9. Sole Dispositive Power 0

10. Shared Dispositive Power (see Item 5 below) 736,342



11. Aggregate Amount Beneficially Owned by Each Reporting Person 736,342

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) [ ]

13. Percent of Class Represented by Amount in Row (11) 7.3%

14. Type of Reporting Person (See Instructions) PN

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CUSIP No. 402635-10-6

1. Names of Reporting Persons. Wexford Capital Corporation  
I.R.S. Identification Nos. of Above Persons (entities only)  
(Intentionally Omitted)

2. Check the Appropriate Box if a Member of a Group (a) [x]  
(See Instructions) (b) [ ]

3. SEC Use Only

4. Source of Funds (See Instructions) AF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) [ ]

6. Citizenship or Place of Organization Delaware

Number of Shares Beneficially 7. Sole Voting Power 0

Owned by Each Reporting Person 8. Shared Voting Power (see Item 5 below) 736,342

Person With 9. Sole Dispositive Power 0

10. Shared Dispositive Power (see Item 5 below) 736,342

11. Aggregate Amount Beneficially Owned by Each Reporting Person 736,342

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) [ ]

13. Percent of Class Represented by Amount in Row (11) 7.3%

14. Type of Reporting Person (See Instructions) CO

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-----  
1. Names of Reporting Persons. *Wexford Overseas Partners I, L.P.*  
I.R.S. Identification Nos. of Above Persons (entities only)  
(Intentionally Omitted)

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2. Check the Appropriate Box if a Member of a Group (a)   
(See Instructions) (b)

-----  
3. SEC Use Only

-----  
4. Source of Funds (See Instructions) WC

-----  
5. Check if Disclosure of Legal Proceedings is  
Required Pursuant to Items 2(d) or 2(e)

-----  
6. Citizenship or Place of Organization *Cayman Islands*

-----  
Number of Shares 7. Sole Voting Power 0  
Beneficially

-----  
Owned by Each 8. Shared Voting Power (see Item 5 below) 137,445  
Reporting Person With

-----  
9. Sole Dispositive Power 0

-----  
10. Shared Dispositive Power (see Item 5 below) 137,445

-----  
11. Aggregate Amount Beneficially  
Owned by Each Reporting Person 137,445

-----  
12. Check if the Aggregate Amount in Row (11) Excludes  
Certain Shares (See Instructions)

-----  
13. Percent of Class Represented by Amount in Row (11) 1.4%

-----  
14. Type of Reporting Person (See Instructions) PN

-----  
1. Names of Reporting Persons. *Wexford Capital Limited*  
I.R.S. Identification Nos. of Above Persons (entities only)  
(Intentionally Omitted)

-----  
2. Check the Appropriate Box if a Member of a Group (a)   
(See Instructions) (b)

-----  
3. SEC Use Only

-----  
4. Source of Funds (See Instructions) AF

-----  
5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) [ ]

-----  
6. Citizenship or Place of Organization Cayman Islands

-----  
Number of Shares Beneficially 7. Sole Voting Power 0

-----  
Owned by Each Reporting Person 8. Shared Voting Power (see Item 5 below) 137,445

-----  
Person With 9. Sole Dispositive Power 0

-----  
10. Shared Dispositive Power (see Item 5 below) 137,445

-----  
11. Aggregate Amount Beneficially Owned by Each Reporting Person 137,445

-----  
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) [ ]

-----  
13. Percent of Class Represented by Amount in Row (11) 1.4%

-----  
14. Type of Reporting Person (See Instructions) 00

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CUSIP No. 402635-10-6

-----  
1. Names of Reporting Persons. CD Holding Company, LLC  
I.R.S. Identification Nos. of Above Persons (entities only)  
(Intentionally Omitted)

-----  
2. Check the Appropriate Box if a Member of a Group (a) [x]  
(See Instructions) (b) [ ]

-----  
3. SEC Use Only

-----  
4. Source of Funds (See Instructions) AF

-----  
5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) [ ]

-----  
6. Citizenship or Place of Organization Delaware

-----  
Number of Shares Beneficially 7. Sole Voting Power 0

-----  
Owned by Each Reporting Person 8. Shared Voting Power (see Item 5 below) 3,574,722

-----  
Person With 9. Sole Dispositive Power 0

-----  
10. Shared Dispositive Power (see Item 5 below) 3,574,722

-----  
11. Aggregate Amount Beneficially Owned by Each Reporting Person 3,574,722  
-----

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) [ ]  
-----

13. Percent of Class Represented by Amount in Row (11) 35.2%  
-----

14. Type of Reporting Person (See Instructions) 00  
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CUSIP No. 402635-10-6

-----  
1. Names of Reporting Persons. Charles E. Davidson  
I.R.S. Identification Nos. of Above Persons (entities only)  
-----

2. Check the Appropriate Box if a Member of a Group (a) [x]  
(See Instructions) (b) [ ]  
-----

3. SEC Use Only  
-----

4. Source of Funds (See Instructions) AF  
-----

5. Check 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 Shares 7. Sole Voting Power 4,358,995  
Beneficially

Owned by Each 8. Shared Voting Power (see Item 5 below) 1,904,485  
Reporting

Person With 9. Sole Dispositive Power 4,358,995

10. Shared Dispositive Power (see Item 5 below) 1,904,485  
-----

11. Aggregate Amount Beneficially Owned by Each Reporting Person 6,263,480  
-----

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) [ ]  
-----

13. Percent of Class Represented by Amount in Row (11) 61.1%  
-----

14. Type of Reporting Person (See Instructions) IN  
-----

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1. Names of Reporting Persons. Joseph M. Jacobs  
I.R.S. Identification Nos. of Above Persons (entities only)

2. Check the Appropriate Box if a Member of a Group (a)   
(See Instructions) (b)

3. SEC Use Only

4. Source of Funds (See Instructions) AF

5. Check 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 Shares Beneficially 7. Sole Voting Power 0

Owned by Each Reporting Person 8. Shared Voting Power (see Item 5 below) 1,904,485

Person With 9. Sole Dispositive Power 0

10. Shared Dispositive Power (see Item 5 below) 1,904,485

11. Aggregate Amount Beneficially 1,904,485  
Owned by Each Reporting Person

12. Check if the Aggregate Amount in Row (11) Excludes [ ]  
Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11) 18.6%

14. Type of Reporting Person (See Instructions) IN

1. Names of Reporting Persons. Gulfport Funding, LLC  
I.R.S. Identification Nos. of Above Persons (entities only)  
(Intentionally Omitted)

2. Check the Appropriate Box if a Member of a Group (a)   
(See Instructions) (b)

3. SEC Use Only

4. Source of Funds (See Instructions) AF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) [ ]

6. Citizenship or Place of Organization Delaware

Number of Shares Beneficially 7. Sole Voting Power 0

Owned by Each Reporting Person 8. Shared Voting Power (see Item 5 below) 108,625

Person With 9. Sole Dispositive Power 0

10. Shared Dispositive Power (see Item 5 below) 108,625

11. Aggregate Amount Beneficially Owned by Each Reporting Person 108,625

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) [ ]

13. Percent of Class Represented by Amount in Row (11) 1.0%

14. Type of Reporting Person (See Instructions) 00

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This Amendment No. 5 to Schedule 13D modifies and supplements the Schedule 13D (the "Statement") initially filed on July 22, 1997, amended and restated in its entirety by Amendment No. 1 to the Statement filed July 30, 1997, and further amended by Amendment No. [sic] 1 to the Statement filed on June 12, 1998, Amendment No. 3 to the Statement filed on January 21, 1999, and Amendment No. 4 to the Statement filed October [20], 1999 with respect to the common stock, \$0.01 par value per share (the "Common Stock"), of GULFPORT ENERGY CORPORATION, a Delaware corporation (the "Company"). Except to the extent supplemented by the information contained in this Amendment No. 5, the Statement, as amended as provided above, remains in full force and effect. Capitalized terms used herein without definition have the respective meanings ascribed to them in the Statement.

Item 2. Identity and Background. Since the date of the last amendment to the Statement filed as aforesaid, the Reporting Persons disclosed herein formed Gulfport Funding, LLC, a Delaware limited liability company ("GF LLC"), for the purpose of making one or more loans to the Company. In consideration of a \$3,000,000 loan made by GF LLC to the Company in May 2001, GF LLC received warrants (the "Warrants") exercisable to purchase up to 108,625 shares of the Common Stock at an exercise price equal to the average closing price of the Common Stock over the five trading days following the grant of such Warrants. The Warrants are currently exercisable. GF LLC is owned by the Reporting Persons disclosed herein in proportion to their ownership of Common Stock. GF LLC is managed by Wexford Capital LLC, formerly known as Wexford Management LLC ("Wexford Capital").

Item 5. Interest in Securities of the Issuer.

As a result of the grant of Warrants to GF LLC, the Reporting Persons may be deemed to beneficially own the respective percentages and numbers of outstanding shares of Common Stock set forth below (on the basis of 10,146,566

shares of Common Stock issued and outstanding, which, based upon information and belief, is the number of Shares currently outstanding):

<TABLE>

<CAPTION>

<S> <C>

1. WEXFORD CAPITAL LLC		
(a)	Aggregate number of shares of Common Stock beneficially owned:	1,904,485
	Percentage:	18.6%
(b)	1. Sole power to vote or to direct vote:	-0-
	2. Shared power to vote or to direct vote:	1,904,485
	3. Sole power to dispose or to direct the disposition:	-0-
	4. Shared power to dispose or to direct the disposition:	1,904,485
(c)	Other than as reported above, there were no transactions by Wexford Capital in connection with the Common Stock during the past 60 days.	
(d)	Wexford Capital may be deemed to have the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of the Common Stock.	
(e)	Not applicable.	
2. WEXFORD SPECTRUM INVESTORS LLC		
(a)	Aggregate number of shares of Common Stock beneficially owned:	11,138
	Percentage:	0.1%
(b)	1. Sole power to vote or to direct vote:	-0-
	2. Shared power to vote or to direct vote:	11,138
	3. Sole power to dispose or to direct the disposition:	-0-
	4. Shared power to dispose or to direct the disposition:	11,138
(c)	Other than as reported above, there were no transactions by Wexford Spectrum in connection with the Common Stock during the past 60 days.	
(d)	Wexford Spectrum may be deemed to have the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of the Common Stock.	
(e)	Not applicable.	

</TABLE>

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<CAPTION>

<S> <C>

3. WEXFORD SPECTRUM ADVISORS, LLC		
(a)	Aggregate number of shares of Common Stock beneficially owned:	11,138
	Percentage:	0.1%
(b)	1. Sole power to vote or to direct vote:	-0-
	2. Shared power to vote or to direct vote:	11,138
	3. Sole power to dispose or to direct the disposition:	-0-
	4. Shared power to dispose or to direct the disposition:	11,138
(c)	Other than as reported above, there were no transactions by the Spectrum General Partner in connection with the Common Stock during the past 60 days.	
(d)	The Spectrum General Partner may be deemed to have the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of the Common Stock.	
(e)	Not applicable.	
4. WEXFORD SPECIAL SITUATIONS 1996, L.P.		
(a)	Aggregate number of shares of Common Stock beneficially owned:	608,702
	Percentage:	6.0%
(b)	1. Sole power to vote or to direct vote:	-0-
	2. Shared power to vote or to direct vote:	608,702
	3. Sole power to dispose or to direct the disposition:	-0-
	4. Shared power to dispose or to direct the disposition:	608,702
(c)	Other than as reported above, there were no transactions by Wexford Special Situations 1996, L.P. in connection with the Common Stock during the past 60 days.	

(d)	Wexford Special Situations 1996, L.P. may be deemed to have the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of the Common Stock.	
(e)	Not applicable.	
5.	WEXFORD SPECIAL SITUATIONS 1996 INSTITUTIONAL, L.P.	
(a)	Aggregate number of shares of Common Stock beneficially owned:	102,141
	Percentage:	1.0%
(b)	1. Sole power to vote or to direct vote:	-0-
	2. Shared power to vote or to direct vote:	102,141
	3. Sole power to dispose or to direct the disposition:	-0-
	4. Shared power to dispose or to direct the disposition:	102,141
(c)	Other than as reported above, there were no transactions by Wexford Special Situations 1996 Institutional, L.P. in connection with the Common Stock during the past 60 days.	
(d)	Wexford Special Situations 1996 Institutional, L.P. may be deemed to have the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of the Common Stock.	
(e)	Not applicable.	
6.	WEXFORD ADVISORS, LLC	
(a)	Aggregate number of shares of Common Stock beneficially owned:	738,168
	Percentage:	7.3%
(b)	1. Sole power to vote or to direct vote:	-0-
	2. Shared power to vote or to direct vote:	738,168
	3. Sole power to dispose or to direct the disposition:	-0-
	4. Shared power to dispose or to direct the disposition:	738,168
(c)	Other than as reported above, there were no transactions by the Special General Partner in connection with the Common Stock during the past 60 days.	
(d)	The Special General Partner may be deemed to have the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of the Common Stock.	
(e)	Not applicable.	

</TABLE>

<TABLE>  
<CAPTION>  
<S>

<C>

7.	WEXFORD-EURIS SPECIAL SITUATIONS 1996, L.P.	
(a)	Aggregate number of shares of Common Stock beneficially owned:	172,767
	Percentage:	1.7%
(b)	1. Sole power to vote or to direct vote:	-0-
	2. Shared power to vote or to direct vote:	172,767
	3. Sole power to dispose or to direct the disposition:	-0-
	4. Shared power to dispose or to direct the disposition:	72,767
(c)	Other than as reported above, there were no transactions by Wexford-Euris in connection with the Common Stock during the past 60 days.	
(d)	Wexford-Euris may be deemed to have the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of the Common Stock.	
(e)	Not applicable.	
8.	WEXFORD-EURIS ADVISORS, LLC	
(a)	Aggregate number of shares of Common Stock beneficially owned:	172,767
	Percentage:	1.7%
(b)	1. Sole power to vote or to direct vote:	-0-
	2. Shared power to vote or to direct vote:	172,767
	3. Sole power to dispose or to direct the disposition:	-0-
	4. Shared power to dispose or to direct the disposition:	72,767
(c)	Other than as reported above, there were no transactions by the Euris General Partner in connection with the Common Stock during the past 60 days.	



- (d) The Euris General Partner may be deemed to have the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of the Common Stock.
- (e) Not applicable.

9. WEXFORD SPECIAL SITUATIONS 1996, LIMITED

- |     |  |        |
|-----|--|--------|
| (a) | Aggregate number of shares of Common Stock beneficially owned:   | 27,325 |
|     | Percentage:  | 0.3%   |
| (b) | 1. Sole power to vote or to direct vote:   | -0-    |
|     | 2. Shared power to vote or to direct vote:   | 27,325 |
|     | 3. Sole power to dispose or to direct the disposition:   | -0-    |
|     | 4. Shared power to dispose or to direct the disposition:   | 27,325 |
| (c) | Other than as reported above, there were no transactions by Wexford Cayman in connection with the Common Stock during the past 60 days.  |        |
| (d) | Wexford Cayman may be deemed to have the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of the Common Stock. The filing of this Statement shall not be construed as an admission that Wexford Cayman is, for the purposes of Section 13D of the Act, the beneficial owner of any securities covered by this Statement. |        |
| (e) | Not applicable.  |        |

10. WEXFORD CAPITAL PARTNERS II, L.P.

- |     |   |         |
|-----|---|---------|
| (a) | Aggregate number of shares of Common Stock beneficially owned:  | 736,342 |
|     | Percentage:   | 7.3%    |
| (b) | 1. Sole power to vote or to direct vote:  | -0-     |
|     | 2. Shared power to vote or to direct vote:  | 736,342 |
|     | 3. Sole power to dispose or to direct the disposition:  | -0-     |
|     | 4. Shared power to dispose or to direct the disposition:  | 736,342 |
| (c) | Other than as reported above, there were no transactions by Wexford Capital in connection with the Common Stock during the past 60 days.                        |         |
| (d) | Wexford Capital may be deemed to have the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of the Common Stock. |         |
| (e) | Not applicable.   |         |

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11. WEXFORD CAPITAL CORPORATION

- |     |   |         |
|-----|---|---------|
| (a) | Aggregate number of shares of Common Stock beneficially owned:  | 736,342 |
|     | Percentage:   | 7.3%    |
| (b) | 1. Sole power to vote or to direct vote:  | -0-     |
|     | 2. Shared power to vote or to direct vote:  | 736,342 |
|     | 3. Sole power to dispose or to direct the disposition:  | -0-     |
|     | 4. Shared power to dispose or to direct the disposition:  | 736,342 |
| (c) | Other than as reported above, there were no transactions by the Wexford Capital General Partner in connection with the Common Stock during the past 60 days.                        |         |
| (d) | The Wexford Capital General Partner may be deemed to have the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of the Common Stock. |         |
| (e) | Not applicable.   |         |

12. WEXFORD OVERSEAS PARTNERS I, L.P.

- |     |  |         |
|-----|--|---------|
| (a) | Aggregate number of shares of Common Stock beneficially owned: | 137,445 |
|     | Percentage:  | 1.4%    |
| (b) | 1. Sole power to vote or to direct vote:                       | -0-     |
|     | 2. Shared power to vote or to direct vote:                     | 137,445 |
|     | 3. Sole power to dispose or to direct the disposition:         | -0-     |

	4. Shared power to dispose or to direct the disposition	137,445
(c)	Other than as reported above, there were no transactions by Wexford Overseas in connection with the Common Stock during the past 60 days.	
(d)	Wexford Overseas may be deemed to have the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of the Common Stock.	
(e)	Not applicable.	
13. WEXFORD CAPITAL LIMITED		
(a)	Aggregate number of shares of Common Stock beneficially owned:	137,445
	Percentage:	1.4%
(b)	1. Sole power to vote or to direct vote:	-0-
	2. Shared power to vote or to direct vote:	137,445
	3. Sole power to dispose or to direct the disposition:	-0-
	4. Shared power to dispose or to direct the disposition	137,445
(c)	Other than as reported above, there were no transactions by the Wexford Overseas General Partner in connection with the Common Stock during the past 60 days.	
(d)	The Wexford Overseas General Partner may be deemed to have the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of the Common Stock.	
(e)	Not applicable.	
14. CD HOLDING COMPANY, LLC		
(a)	Aggregate number of shares of Common Stock beneficially owned:	3,574,722
	Percentage:	35.2%
(b)	1. Sole power to vote or to direct vote:	-0-
	2. Shared power to vote or to direct vote:	3,574,722
	3. Sole power to dispose or to direct the disposition:	-0-
	4. Shared power to dispose or to direct the disposition	3,574,722
(c)	Other than as reported above, there were no transactions by CD Holding Company, LLC in connection with the Common Stock during the past 60 days.	
(d)	CD Holding Company, LLC may be deemed to have the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of the Common Stock.	
(e)	Not applicable.	

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15. CHARLES E. DAVIDSON		
(a)	Aggregate number of shares of Common Stock beneficially owned:	6,263,480
	Percentage:	61.1%
(b)	1. Sole power to vote or to direct vote:	4,358,995
	2. Shared power to vote or to direct vote:	1,904,485
	3. Sole power to dispose or to direct the disposition:	4,358,995
	4. Shared power to dispose or to direct the disposition	1,904,485
(c)	Other than as reported above, there were no transactions by Mr. Davidson in connection with the Common Stock during the past 60 days.	
(d)	Mr. Davidson may be deemed to have the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of the Common Stock.	
(e)	Not applicable.	
16. JOSEPH M. JACOBS		
(a)	Aggregate number of shares of Common Stock beneficially owned:	1,904,485
	Percentage:	18.6%
(b)	1. Sole power to vote or to direct vote:	-0-
	2. Shared power to vote or to direct vote:	1,904,485
	3. Sole power to dispose or to direct the disposition:	-0-
	4. Shared power to dispose or to direct the disposition	1,904,485
(c)	Other than as reported above, there were no	

transactions by Mr. Jacobs in connection with the Common Stock during the past 60 days.

- (d) Mr. Jacobs may be deemed to have the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of the Common Stock.
- (e) Not applicable.

17. GULFPORT FUNDING, LLC

- (a) Aggregate number of shares of Common Stock beneficially owned: 108,625  
Percentage: 1.0%
- (b) 1. Sole power to vote or to direct vote: -0-  
2. Shared power to vote or to direct vote: 108,625  
3. Sole power to dispose or to direct the disposition: -0-  
4. Shared power to dispose or to direct the disposition: 108,625
- (c) Other than as reported above, there were no transactions by Gulfport Funding, LLC in connection with the Common Stock during the past 60 days.
- (d) Gulfport Funding, LLC may be deemed to have the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of the Common Stock.
- (e) Not applicable.

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Wexford Capital may, by reason of its status as investment manager to the Wexford Funds, manager to Wexford Spectrum and GF LLC and investment sub-advisor to Wexford Cayman, be deemed to own beneficially the Common Stock of which the Wexford Funds, Wexford Spectrum, GF LLC and Wexford Cayman possess beneficial ownership.

The Special General Partner may, by reason of its status as general partner of the Special Funds, be deemed to own beneficially the Common Stock of which the Special Funds possess beneficial ownership. The Special General Partner may, by reason of its status as the investment advisor to Wexford Cayman, be deemed to own beneficially the Common Stock of which Wexford Cayman possesses the beneficial ownership.

The Euris General Partner may, by reason of its status as the general partner of Wexford-Euris, be deemed to own beneficially the Common Stock of which Wexford-Euris possesses beneficial ownership.

The Wexford Capital General Partner may, by reason of its status as general partner of Wexford Capital, be deemed to own beneficially the Common Stock of which Wexford Capital possesses beneficial ownership.

The Wexford Overseas General Partner may, by reason of its status as general partner of Wexford Overseas, be deemed to own beneficially the Common Stock of which Wexford Overseas possesses beneficial ownership.

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Wexford Advisors may, by reason of its status as a general partner of Wexford Spectrum Fund I, L.P. and Wexford Spectrum II, L.P., and as manager of Wexford Spectrum, be deemed to own beneficially the Common Stock of which Wexford Spectrum possesses beneficial ownership.

Each of Charles E. Davidson and Joseph M. Jacobs may, by reason of his status as a controlling person of Wexford Capital, be deemed to own beneficially the Common Stock of which the Wexford Funds, Wexford Spectrum, GF LLC and Wexford Cayman possess beneficial ownership.

Charles E. Davidson may, by reason of his status as manager of CD Holding Company, LLC, be deemed to own beneficially the Common Stock of which CD Holding Company, LLC possesses beneficial ownership.

\* \* \* \* \*

SIGNATURE

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

Dated: June 26, 2001

WEXFORD CAPITAL LLC

By: /s/ Arthur H. Amron

-----  
Name: Arthur H. Amron  
Title: Senior Vice President

WEXFORD SPECTRUM  
INVESTORS LLC

By: /s/ Arthur H. Amron

-----  
Name: Arthur H. Amron  
Title: Vice President

WEXFORD SPECTRUM  
ADVISORS, LLC

By: /s/ Arthur H. Amron

-----  
Name: Arthur H. Amron  
Title: Vice President

WEXFORD SPECIAL  
SITUATIONS 1996, L.P.

By: Wexford Advisors LLC,  
general partner

By: /s/ Arthur H. Amron

-----  
Name: Arthur H. Amron  
Title: Vice President

WEXFORD SPECIAL SITUATIONS  
1996 INSTITUTIONAL, L.P.

By: Wexford Advisors LLC,  
general partner

By: /s/ Arthur H. Amron

-----  
Name: Arthur H. Amron  
Title: Vice President

WEXFORD ADVISORS, LLC

By: /s/ Arthur H. Amron

-----  
Name: Arthur H. Amron  
Title: Vice President

WEXFORD-EURIS SPECIAL  
SITUATIONS 1996, L.P.

By: Wexford-Euris Advisor LLC,  
general partner

By: /s/ Arthur H. Amron

-----  
Name: Arthur H. Amron  
Title: Vice President

WEXFORD-EURIS ADVISORS, LLC

By: /s/ Arthur H. Amron

-----  
Name: Arthur H. Amron  
Title: Vice President

WEXFORD SPECIAL  
SITUATIONS 1996, LIMITED

By: /s/ Arthur H. Amron

-----  
Name: Arthur H. Amron  
Title: Vice President

WEXFORD CAPITAL  
PARTNERS II, L.P.

By: Wexford Capital II, L.P.,  
general partner

By: Wexford Capital Corporation,  
general partner

By: /s/ Arthur H. Amron

-----  
Name: Arthur H. Amron  
Title: Vice President

WEXFORD CAPITAL CORPORATION

By: /s/ Arthur H. Amron

-----  
Name: Arthur H. Amron  
Title: Vice President

WEXFORD OVERSEAS  
PARTNERS I, L.P.

By: Wexford Capital Overseas, L.P.,  
general partner

By: Wexford Capital Limited

By: /s/ Arthur H. Amron

-----  
Name: Arthur H. Amron  
Title: Vice President

WEXFORD CAPITAL LIMITED

By: /s/ Arthur H. Amron

-----  
Name: Arthur H. Amron  
Title: Vice President

CD HOLDING COMPANY, LLC

By: /s/ Charles E. Davidson

-----  
Name: Charles E. Davidson  
Title: Manager

/s/ Charles E. Davidson

-----  
CHARLES E. DAVIDSON

/s/ Joseph M. Jacobs

-----  
JOSEPH M. JACOBS

GULFPORT FUNDING, LLC

By: WEXFORD CAPITAL LLC

By: /s/ Arthur H. Amron

-----  
Name: Arthur H. Amron  
Title: Senior Vice President