

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 3)

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 Management LLC
411 West Putnam Avenue
Greenwich, CT 06830
(203) 862-7012
(Name, address and telephone number of person authorized
to receive notices and communications)

November 20, 1998
(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 Management 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)	27,561,406
	9. Sole Dispositive Power	0

10.	Shared Dispositive Power (see Item 5 below)	27,561,406
11.	Aggregate Amount Beneficially Owned by Each Reporting Person	27,561,406
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)	[]
13.	Percent of Class Represented by Amount in Row (11)	16.0%
14.	Type of Reporting Person (See Instructions)	OO

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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 (See Instructions)	(a) [x] (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)	172,492
	9. Sole Dispositive Power	0
	10. Shared Dispositive Power (see Item 5 below)	172,492
11.	Aggregate Amount Beneficially Owned by Each Reporting Person	172,492
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)	OO

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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)
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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 7. Sole Voting Power 0
Beneficially Owned by Each 8. Shared Voting Power (see Item 5 below) 172,492
Reporting Person With 9. Sole Dispositive Power 0
10. Shared Dispositive Power (see Item 5 below) 172,492

11. Aggregate Amount Beneficially Owned by Each Reporting Person 172,492

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) OO

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CUSIP No. 402635-10-6

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) [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 7. Sole Voting Power 0
Beneficially Owned by Each 8. Shared Voting Power (see Item 5 below) 9,339,539
Reporting Person With 9. Sole Dispositive Power 0
10. Shared Dispositive Power (see Item 5 below) 9,339,539

11. Aggregate Amount Beneficially Owned by Each Reporting Person 9,339,539

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) []
13. Percent of Class Represented by Amount in Row (11) 5.4%
14. Type of Reporting Person (See Instructions) PN

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CUSIP No. 402635-10-6

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) [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) | 1,557,600 |
| | 9. Sole Dispositive Power | 0 |
| | 10. Shared Dispositive Power (see Item 5 below) | 1,557,600 |
| 11. Aggregate Amount Beneficially Owned by Each Reporting Person | | 1,557,600 |

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) []
13. Percent of Class Represented by Amount in Row (11) 0.9%
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 7. Sole Voting Power 0
Beneficially
Owned by Each 8. Shared Voting Power (see Item 5 below) 11,316,477
Reporting
Person With 9. Sole Dispositive Power 0
10. Shared Dispositive Power (see Item 5 below) 11,316,477

11. Aggregate Amount Beneficially Owned by Each Reporting Person 11,316,477

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

13. Percent of Class Represented by Amount in Row (11) 6.6%

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 7. Sole Voting Power 0
Beneficially
Owned by Each 8. Shared Voting Power (see Item 5 below) 2,660,525
Reporting
Person With 9. Sole Dispositive Power 0
10. Shared Dispositive Power (see Item 5 below) 2,660,525

11. Aggregate Amount Beneficially Owned by Each Reporting Person 2,660,525

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

13. Percent of Class Represented by Amount in Row (11) 1.5%

14. Type of Reporting Person (See Instructions) PN

CUSIP No. 402635-10-6

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) [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 7. Sole Voting Power 0
Beneficially
Owned by Each 8. Shared Voting Power (see Item 5 below) 2,660,525
Reporting Person With 9. Sole Dispositive Power 0
10. Shared Dispositive Power (see Item 5 below) 2,660,525
11. Aggregate Amount Beneficially Owned by Each Reporting Person 2,660,525
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) []
13. Percent of Class Represented by Amount in Row (11) 1.5%
14. Type of Reporting Person (See Instructions) PN

CUSIP No. 402635-10-6

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) [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 Cayman Islands

Number of Shares	7.	Sole Voting Power	0
Beneficially			
Owned by Each	8.	Shared Voting Power (see Item 5 below)	419,338
Reporting			
Person With	9.	Sole Dispositive Power	0
	10.	Shared Dispositive Power (see Item 5 below)	419,338
11.		Aggregate Amount Beneficially Owned by Each Reporting Person	419,338
12.		Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)	[]
13.		Percent of Class Represented by Amount in Row (11)	0.2%
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 (See Instructions) (a) [x]
(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	7.	Sole Voting Power	0
Beneficially			
Owned by Each	8.	Shared Voting Power (see Item 5 below)	11,302,204
Reporting			
Person With	9.	Sole Dispositive Power	0
	10.	Shared Dispositive Power (see Item 5 below)	11,320,204
11.		Aggregate Amount Beneficially Owned by Each Reporting Person	11,302,204
12.		Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)	[]
13.		Percent of Class Represented by Amount in Row (11)	6.6%
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 Owned by Each Reporting Person With	7. Sole Voting Power	0
	8. Shared Voting Power (see Item 5 below)	11,302,204
	9. Sole Dispositive Power	0
	10. Shared Dispositive Power (see Item 5 below)	11,302,204

11. Aggregate Amount Beneficially Owned by Each Reporting Person 11,302,204

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

13. Percent of Class Represented by Amount in Row (11) 6.6%

14. Type of Reporting Person (See Instructions) CO

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CUSIP No. 402635-10-6

1. Names of Reporting Persons.

Wexford Overseas Partners I, 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 Cayman Islands

Number of Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power	0
	8. Shared Voting Power (see Item 5 below)	2,109,708
	9. Sole Dispositive Power	0

10.	Shared Dispositive Power (see Item 5 below)	2,109,708
11.	Aggregate Amount Beneficially Owned by Each Reporting Person	2,109,708
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)	[]
13.	Percent of Class Represented by Amount in Row (11)	1.2%
14.	Type of Reporting Person (See Instructions)	PN

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CUSIP No. 402635-10-6

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 (See Instructions)	(a) [x] (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 Owned by Each Reporting Person With	7. Sole Voting Power	0
	8. Shared Voting Power (see Item 5 below)	2,109,708
	9. Sole Dispositive Power	0
	10. Shared Dispositive Power (see Item 5 below)	2,109,708
11.	Aggregate Amount Beneficially Owned by Each Reporting Person	2,109,708
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)	[]
13.	Percent of Class Represented by Amount in Row (11)	1.2%
14.	Type of Reporting Person (See Instructions)	OO

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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 (See Instructions)	(a) [x] (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 66,952,665
Beneficially
Owned by Each 8. Shared Voting Power (see Item 5 below) 27,561,406
Reporting
Person With 9. Sole Dispositive Power 66,952,665
10. Shared Dispositive Power (see Item 5 below) 27,561,406

11. Aggregate Amount Beneficially Owned by Each Reporting Person 94,514,071

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

13. Percent of Class Represented by Amount in Row (11) 54.86%

14. Type of Reporting Person (See Instructions) IN

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CUSIP No. 402635-10-6

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 (See Instructions) (a) [x]
(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 0
Beneficially
Owned by Each 8. Shared Voting Power (see Item 5 below) 27,561,406
Reporting
Person With 9. Sole Dispositive Power 0
10. Shared Dispositive Power (see Item 5 below) 27,561,406

11. Aggregate Amount Beneficially Owned by Each Reporting Person 27,561,406

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

13. Percent of Class Represented by Amount in Row (11) 16.0%

14. Type of Reporting Person (See Instructions) IN

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This Amendment No. 3 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, 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. 3, 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 5. Interest in Securities of the Issuer.

A. Since the date of the last amendment to the Statement filed as aforesaid, the Reporting Persons acquired (i) on or about July 22, 1998, an aggregate of 35,848 shares of Common Stock in a pro-rata distribution to all holders of an Allowed Claim within Class D-3 pursuant to, as defined in, and in accordance with, the provisions of the Plan, and (ii) an aggregate of 92,082,704 shares of Common Stock upon the exercise of Rights acquired by the Reporting persons pursuant to the Plan, at an exercise price of \$.05 per Right. The exercise price was paid by with working capital (or personal funds in the case of Mr. Davidson) by a combination of cash and the forgiveness of indebtedness at an equivalent per share value owed to the Reporting Persons by the Company. The number of shares acquired by each of the Reporting Persons pursuant to each of the foregoing transactions is set forth below:

1. INTERIM DISTRIBUTION

<TABLE>
<CAPTION>

Reporting Person -----	Number of Shares Acquired -----
<S>	<C>
Wexford Special Situations 1996, L.P.	7,426
Wexford Special Situations 1996 Institutional, L.P.	1,027
Wexford-Euris Special Situations 1996, L.P.	2,346
Wexford Special Situations 1996, Limited	278
Wexford Capital Partners II, L.P.	20,875
Wexford Overseas Partners I, L.P.	3,896

</TABLE>

2. EXERCISE OF RIGHTS

<TABLE>
<CAPTION>

Reporting Person -----	Number of Shares Acquired -----	Cash Paid -----	Debt Forgiven -----
<S>	<C>	<C>	<C>
Wexford Spectrum Investors LLC	157,798	\$3,761.54	\$4,128.34
Wexford Special Situations 1996, L.P.	8,543,939	\$205,803.86	\$221,393.10
Wexford Special Situations 1996 Institutional, L.P.	1,424,914	\$34,270.97	\$36,974.71
Wexford-Euris Special Situations 1996, L.P.	2,433,885	\$58,698.95	\$62,995.29
Wexford Special Situations 1996, Limited	383,616	\$9,226.05	\$9,954.77
Wexford Capital Partners II, L.P.	10,339,412	\$252,335.00	\$264,635.61
Wexford Overseas Partners I, L.P.	1,929,990	\$47,101.56	\$49,397.94
Charles E. Davidson	66,869,450	\$417,092.17	\$2,926,365.34

</TABLE>

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B. In addition to the foregoing, on December 30, 1998, Charles E. Davidson sold an aggregate of 6,143,258 shares of Common Stock beneficially owned solely by him in a private transaction at a price of \$.01 per share.

C. As a result of the foregoing, 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 172,260,305 shares of Common Stock issued and outstanding, which, based upon the Form 8-K of the Company, filed December 21, 1998, is the number of Shares outstanding as of December 18, 1998):

1. WEXFORD MANAGEMENT LLC

(a) Aggregate number of shares of Common Stock beneficially owned:
27,561,406

Percentage: 16.0%

- (b) 1. Sole power to vote or to direct vote: -0-
2. Shared power to vote or to direct vote: 27,561,406
3. Sole power to dispose or to direct the disposition: -0-
4. Shares power to dispose or to direct the disposition: 27,561,406
- (c) Other than as reported above, there were no transactions by Wexford Management in connection with the Common Stock during the past 60 days.
- (d) Wexford Management 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: 172,492
Percentage: 0.1%
- (b) 1. Sole power to vote or to direct vote: -0-
2. Shared power to vote or to direct vote: 172,492
3. Sole power to dispose or to direct the disposition: -0-
4. Shares power to dispose or to direct the disposition: 172,492
- (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.
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3. WEXFORD SPECTRUM ADVISORS, LLC
- (a) Aggregate number of shares of Common Stock beneficially owned: 172,492
Percentage: 0.1%
- (b) 1. Sole power to vote or to direct vote: -0-
2. Shared power to vote or to direct vote: 172,492
3. Sole power to dispose or to direct the disposition: -0-
4. Shares power to dispose or to direct the disposition: 172,492
- (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: 9,339,539
Percentage: 5.4%
- (b) 1. Sole power to vote or to direct vote: -0-
2. Shared power to vote or to direct vote: 9,339,539
3. Sole power to dispose or to direct the disposition: -0-
4. Shares power to dispose or to direct the disposition: 9,339,539
- (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: 1,557,600
Percentage: 0.9%
- (b) 1. Sole power to vote or to direct vote: -0-
2. Shared power to vote or to direct vote: 1,557,600
3. Sole power to dispose or to direct the disposition: -0-
4. Shares power to dispose or to direct the disposition: 1,557,600
- (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.

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6. WEXFORD ADVISORS, LLC

- (a) Aggregate number of shares of Common Stock beneficially owned: 11,316,477
Percentage: 6.6%
- (b) 1. Sole power to vote or to direct vote: -0-
2. Shared power to vote or to direct vote: 11,316,477
3. Sole power to dispose or to direct the disposition: -0-
4. Shares power to dispose or to direct the disposition: 11,316,477
- (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.

7. WEXFORD-EURIS SPECIAL SITUATIONS 1996, L.P.

- (a) Aggregate number of shares of Common Stock beneficially owned: 2,660,525
Percentage: 1.5%
- (b) 1. Sole power to vote or to direct vote: -0-
2. Shared power to vote or to direct vote: 2,660,525
3. Sole power to dispose or to direct the disposition: -0-
4. Shares power to dispose or to direct the disposition: 2,660,525
- (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: 2,660,525
Percentage: 1.5%
- (b) 1. Sole power to vote or to direct vote: -0-
2. Shared power to vote or to direct vote: 2,660,525
3. Sole power to dispose or to direct the disposition: -0-
4. Shares power to dispose or to direct the disposition: 2,660,525
- (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.

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9. WEXFORD SPECIAL SITUATIONS 1996, LIMITED

- (a) Aggregate number of shares of Common Stock beneficially owned: 419,338
Percentage: 0.2%
- (b) 1. Sole power to vote or to direct vote: -0-
2. Shared power to vote or to direct vote: 419,338
3. Sole power to dispose or to direct the disposition: -0-
4. Shares power to dispose or to direct the disposition: 419,338
- (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:
11,302,204
Percentage: 6.6%
- (b) 1. Sole power to vote or to direct vote: -0-
2. Shared power to vote or to direct vote: 11,302,204
3. Sole power to dispose or to direct the disposition: -0-
4. Shares power to dispose or to direct the disposition:
11,302,204
- (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.

11. WEXFORD CAPITAL CORPORATION

- (a) Aggregate number of shares of Common Stock beneficially owned:
11,302,204
Percentage: 6.6%
- (b) 1. Sole power to vote or to direct vote: -0-
2. Shared power to vote or to direct vote: 11,302,204
3. Sole power to dispose or to direct the disposition: -0-
4. Shares power to dispose or to direct the disposition:
11,302,204
- (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.

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12. WEXFORD OVERSEAS PARTNERS I, L.P.

- (a) Aggregate number of shares of Common Stock beneficially owned:
2,109,708
Percentage: 1.2%
- (b) 1. Sole power to vote or to direct vote: -0-
2. Shared power to vote or to direct vote: 2,109,708
3. Sole power to dispose or to direct the disposition: -0-
4. Shares power to dispose or to direct the disposition:
2,109,708
- (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:
2,109,708
Percentage: 1.2%
- (b) 1. Sole power to vote or to direct vote: -0-
2. Shared power to vote or to direct vote: 2,109,708
3. Sole power to dispose or to direct the disposition: -0-
4. Shares power to dispose or to direct the disposition:
2,109,708
- (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. CHARLES E. DAVIDSON

- (a) Aggregate number of shares of Common Stock beneficially owned:
94,514,071
Percentage: 54.86%
- (b) 1. Sole power to vote or to direct vote: 66,952,655
2. Shared power to vote or to direct vote: 27,561,406
3. Sole power to dispose or to direct the disposition:
66,952,655

4. Shares power to dispose or to direct the disposition: 27,561,406
- (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.

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15. JOSEPH M. JACOBS

- (a) Aggregate number of shares of Common Stock beneficially owned: 27,561,406
Percentage: 16.0%
- (b) 1. Sole power to vote or to direct vote: -0-
2. Shared power to vote or to direct vote: 27,561,406
3. Sole power to dispose or to direct the disposition: -0-
4. Shares power to dispose or to direct the disposition: 27,561,406
- (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.

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

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 Management, be deemed to own beneficially the Common Stock of which the Wexford Funds, Wexford Spectrum and Wexford Cayman possess beneficial ownership.

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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: January ____, 1999

WEXFORD MANAGEMENT LLC

By: _____

Name:
Title:

WEXFORD SPECTRUM
INVESTORS LLC

By: _____
Name:
Title:

WEXFORD SPECTRUM
ADVISORS, LLC

By: _____
Name:
Title:

WEXFORD SPECIAL
SITUATIONS 1996, L.P.

By: _____
Name:
Title:

WEXFORD SPECIAL SITUATIONS
1996 INSTITUTIONAL, L.P.

By: _____
Name:
Title:

WEXFORD ADVISORS, LLC

By: _____
Name:
Title:

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WEXFORD-EURIS SPECIAL
SITUATIONS 1996, L.P.

By: _____
Name:
Title:

WEXFORD-EURIS ADVISORS, LLC

By: _____
Name:
Title:

WEXFORD SPECIAL
SITUATIONS 1996, LIMITED

By: _____
Name:
Title:

WEXFORD CAPITAL
PARTNERS II, L.P.

By: _____
Name:
Title:

WEXFORD CAPITAL CORPORATION

By: _____
Name:
Title:

WEXFORD OVERSEAS
PARTNERS I, L.P.

By: _____
Name:
Title:

WEXFORD CAPITAL LIMITED

By: _____

Name:

Title:

CHARLES E. DAVIDSON

JOSEPH M. JACOBS