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

SCHEDULE 13D

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

> GULFPORT ENERGY CORPORATION (Name of issuer)

Common Stock, \$.50 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)

September 15, 1999 (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

Page 1 of 26 Pages

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 AF 4. Source of Funds (See Instructions)

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

[ ]

Citizenship or Place of Organization

Connecticut

Number of Shares 7. Sole Voting Power 0 Beneficially Owned by Each 8. Shared Voting Power (see Item 5 below) 1,795,860 Reporting

| Person            | With                     | 9.          | Sole Disposi                    | tive Power    |                   | 0                  |
|-------------------|--------------------------|-------------|---------------------------------|---------------|-------------------|--------------------|
|                   |                          | 10.         | Shared Dispos                   | sitive Power  | (see Item 5 belo  | w) 1,795,860       |
| 11.               |                          |             | nt Beneficial.<br>Reporting Per | _             |                   | 1,795,860          |
| 12.               |                          |             | ggregate Amou<br>(See Instruc   |               | 1) Excludes       | [ ]                |
| 13.               | Percent of               | Cla         | ss Represente                   | d by Amount   | in Row (11)       | 17.7%              |
| 14.               | Type of Re               | port        | ing Person (Se                  | ee Instructio | ons)              | 00                 |
| CUSIP No          | . 402635-10              | )–6         |                                 |               | Pag               | e 2 of 26 Pages    |
| 1.                | Names of R               | Report      | ting Persons.                   |               | Wexford Spectru   | m Investors LLC    |
|                   | I.R.S. Ide<br>(Intention |             |                                 | of Above Per  | sons (entities on | <i>1y</i> )        |
| 2.                | Check the                |             | opriate Box i<br>ons)           | f a Member o  | f a Group         | (a) [x]<br>(b) [ ] |
| 3.                | SEC Use On               | ly          |                                 |               |                   |                    |
| 4.                | Source of                | Fund        | s (See Instru                   | ctions)       |                   | WC                 |
| 5.                |                          |             | osure of Lega<br>ant to Items : | _             | s is              | [ ]                |
| 6.                | Citizenshi               | p or        | Place of Orga                   | anization     |                   | Delaware           |
| Number            | of Shares                | 7.          | Sole Voting                     | Power         |                   | 0                  |
|                   | y Each                   | 8.          | Shared Voting                   | g Power (see  | Item 5 below)     | 11,138             |
| Reporti<br>Person | -                        | 9.          | Sole Disposi                    | tive Power    |                   | 0                  |
|                   |                          | 10.         | Shared Dispos                   | sitive Power  | (see Item 5 belo  | w) 11,138          |
| 11.               |                          |             | nt Beneficial.<br>Reporting Per | _             |                   | 11,138             |
| 12.               |                          |             | ggregate Amour<br>(See Instruc  |               | 1) Excludes       | [ ]                |
| 13.               | Percent of               | Cla         | ss Represente                   | d by Amount   | in Row (11)       | 0.1%               |
| 14.               | Type of Re               | port        | ing Person (Se                  | ee Instructio | ons)              | 00                 |
| CUSIP No          | . 402635-10              | )– <i>6</i> |                                 |               | Pag               | e 3 of 26 Pages    |
| 1.                | Names of R               | Report      | ting Persons.                   |               | Wexford Spectru   | m Advisors, LLC    |
|                   | I.R.S. Ide<br>(Intention |             |                                 | of Above Per  | sons (entities on | 1y)                |
|                   |                          |             |                                 |               |                   |                    |

| 3.                | SEC Use Only  |                    |
|-------------------|---|--------------------|
| 4.                | Source of Funds (See Instructions)  | AF                 |
| 5.                | Check if Disclosure of Legal Proceedings is<br>Required Pursuant to Items 2(d) or 2(e)  | [ ]                |
| 6.                | Citizenship or Place of Organization  | Delaware           |
| Benefic           | of Shares 7. Sole Voting Power cially by Each 8. Shared Voting Power (see Item 5 below) | 0<br>11,138        |
| Reporti<br>Person | ing   | 0                  |
| 1613011           | 10. Shared Dispositive Power (see Item 5 below)   |                    |
| 11.               | Aggregate Amount Beneficially Owned by Each Reporting Person                            | 11,138             |
| 12.               | Check if the Aggregate Amount in Row (11) Excludes<br>Certain Shares (See Instructions) | [ ]                |
| 13.               | Percent of Class Represented by Amount in Row (11)                                      | 0.1%               |
| 14.               | Type of Reporting Person (See Instructions)   | 00                 |
| CUSIP No          | Page 4 of   | E 26 Pages         |
| 1.                | Names of Reporting Persons. Wexford Special Situations 1                                | .996, 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]<br>(b) [ ] |
| 3.                | SEC Use Only  |                    |
| 4.                | Source of Funds (See Instructions)  | WC                 |
| 5.                | Check if Disclosure of Legal Proceedings is<br>Required Pursuant to Items 2(d) or 2(e)  | [ ]                |
| 6.                | Citizenship or Place of Organization  | Delaware           |
| Number            | of Shares 7. Sole Voting Power  | 0                  |
| Benefic           | _   | 608,702            |
| Reporti<br>Person |   | 0                  |
|                   | - 10. Shared Dispositive Power (see Item 5 below)                                       | 608,702            |
| 11.               | Aggregate Amount Beneficially Owned by Each Reporting Person                            | 608,702            |

(See Instructions)

(b) [ ]

| 12.                | Check if the Aggregate Amount in Row (11) Excludes<br>Certain Shares (See Instructions) | [ ]                              |
|--------------------|---|----------------------------------|
| 13.                | Percent of Class Represented by Amount in Row (11)                                      | 6.0%                             |
| 14.                | Type of Reporting Person (See Instructions)   | PN                               |
| CUSIP No           | . 402635-10-6   | Page 5 of 26 Pages               |
| 1.                 | Names of Reporting Persons. Wexford Specifications                                      | cial Situations 1996<br>al, L.P. |
|                    | I.R.S. Identification Nos. of Above Persons (entitie<br>(Intentionally Omitted)         | es only)                         |
| 2.                 | Check the Appropriate Box if a Member of a Group (See Instructions)                     | (a) [x]<br>(b) [ ]               |
| 3.                 | SEC Use Only  |                                  |
| 4.                 | Source of Funds (See Instructions)  | WC                               |
| 5.                 | Check if Disclosure of Legal Proceedings is<br>Required Pursuant to Items 2(d) or 2(e)  | [ ]                              |
| 6.                 | Citizenship or Place of Organization  | Delaware                         |
| Number<br>Benefic  | of Shares 7. Sole Voting Power ially  | o                                |
| Owned b<br>Reporti | -   | w) 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<br>Certain Shares (See Instructions) | [ ]                              |
| 13.                | Percent of Class Represented by Amount in Row (11)                                      | 1.0%                             |
| 14.                | Type of Reporting Person (See Instructions)   | PN                               |
| CUSIP No           | . 402635-10-6   | Page 6 of 26 Pages               |
| 1.                 | Names of Reporting Persons.   | exford Advisors, LLC             |
|                    | I.R.S. Identification Nos. of Above Persons (entitie<br>(Intentionally Omitted)         | es only)                         |
| 2.                 | Check the Appropriate Box if a Member of a Group (See Instructions)                     | (a) [x]<br>(b) [ ]               |
| 3.                 | SEC Use Only  |                                  |

AF

Source of Funds (See Instructions)

| Number of Shares 7. Sole Voting Power Beneficially Owned by Each 8. Shared Voting Power (see Item 5 below) 738, Reporting Person With 9. Sole Dispositive Power 10. Shared Dispositive Power (see Item 5 below) 738, 11. Aggregate Amount Beneficially Owned by Each Reporting Person 738, 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 14. Type of Reporting Person (See Instructions)  Page 7 of 26 Page 7 o | 5.       | Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)     | [ ]                |
|--|----------|---|--------------------|
| Remeticially Owned by Each 8. Shared Voting Power (see Item 5 below) 738, Reporting Person With 9. Sole Dispositive Power (see Item 5 below) 738, Reporting Person With 9. Sole Dispositive Power (see Item 5 below) 738, 11. Aggregate Amount Beneficially Owned by Each Reporting Person 738, 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  14. Type of Reporting Person (See Instructions)  Page 7 of 26 P | 6.       | Citizenship or Place of Organization  | Delaware           |
| Owned by Each 8. Shared Voting Power (see Item 5 below) 738, Reporting Person With 9. Sole Dispositive Power 10. Shared Dispositive Power (see Item 5 below) 738, 11. Aggregate Amount Beneficially Owned by Each Reporting Person 738, 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. Type of Reporting Person (See Instructions) 14. Type of Reporting Person (See Instructions) 15. Names of Reporting Persons. Wexford-Euris Special Situations 1996, L. I.R.S. Identification Nos. of Above Persons (entities only) (Intentionally Omitted) 15. Check the Appropriate Box if a Member of a Group (a) (See Instructions) (b) 16. SEC Use Only 17. Source of Funds (See Instructions) 17. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) [a Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) [a Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) [a Check Item 5 below) 17. Sole Voting Power Beneficially Owned by Each 8. Shared Voting Power (see Item 5 below) 17. Reporting Person With 9. Sole Dispositive Power (see Item 5 below) 17. Aggregate Amount Beneficially Owned by Each Reporting Person 17. Aggregate Amount Beneficially Owned by Each Reporting Person 17.  |          |   | C                  |
| Person With 9. Sole Dispositive Power  10. Shared Dispositive Power (see Item 5 below) 738.  11. Aggregate Amount Beneficially Owned by Each Reporting Person 738.  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  14. Type of Reporting Person (See Instructions)  Page 7 of 26 Page (CUSIP No. 402635-10-6  1. Names of Reporting Persons. Wexford-Euris Special Situations 1996, L 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)  5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) [ 6. Citizenship or Place of Organization Delaw.  Number of Shares 7. Sole Voting Power Beneficially Owned by Each 8. Shared Voting Power (see Item 5 below) 172, Reporting Person With 9. Sole Dispositive Power  10. Shared Dispositive Power (see Item 5 below) 172, 11. Aggregate Amount Beneficially Owned by Each Reporting Person 172,   | Owned b  | by Each 8. Shared Voting Power (see Item 5 below)                                       | 738,168            |
| 11. Aggregate Amount Beneficially 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)  14. Type of Reporting Person (See Instructions)  Page 7 of 26 Page (USIP No. 402635-10-6  1. Names of Reporting Persons. Wexford-Euris Special Situations 1996, L 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)  3. SEC Use Only  4. Source of Funds (See Instructions)  5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)  6. Citizenship or Place of Organization  Delaw.  Number of Shares 7. Sole Voting Power Beneficially Owned by Each 8. Shared Voting Power (see Item 5 below)  172, Reporting Person With 9. Sole Dispositive Power  10. Shared Dispositive Power (see Item 5 below)  172, Owned by Each Reporting Person  172, Owned by Each Reporting Person  172, Owned by Each Reporting Person  172,   | -        |   | a                  |
| Owned by Each Reporting Person  738,  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. Type of Reporting Person (See Instructions)  Page 7 of 26 Page CUSIP No. 402635-10-6  1. Names of Reporting Persons. Wexford-Euris Special Situations 1996, L 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)  3. SEC Use Only  4. Source of Funds (See Instructions)  5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)  6. Citizenship or Place of Organization  Delaw.  Number of Shares 7. Sole Voting Power Beneficially Owned by Each 8. Shared Voting Power (see Item 5 below)  172, Reporting Person With 9. Sole Dispositive Power  10. Shared Dispositive Power (see Item 5 below)  172, Owned by Each Reporting Person  172,   |          | 10. Shared Dispositive Power (see Item 5 below)   | 738,168            |
| Certain Shares (See Instructions)  13. Percent of Class Represented by Amount in Row (11) 7  14. Type of Reporting Person (See Instructions)  Page 7 of 26 Page 7 | 11.      |   | 738,168            |
| Page 7 of 26 Page  | 12.      |   | [ ]                |
| Page 7 of 26 Page  | 13.      | Percent of Class Represented by Amount in Row (11)                                      | 7.3%               |
| 1. Names of Reporting Persons. Wexford-Euris Special Situations 1996, L 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)  3. SEC Use Only  4. Source of Funds (See Instructions)  5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)  6. Citizenship or Place of Organization  Delaw.  Number of Shares 7. Sole Voting Power Beneficially Owned by Each 8. Shared Voting Power (see Item 5 below)  172, Reporting Person With 9. Sole Dispositive Power  10. Shared Dispositive Power (see Item 5 below)  172, Aggregate Amount Beneficially Owned by Each Reporting Person  172,   | 14.      | Type of Reporting Person (See Instructions)   | 00                 |
| 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)  3. SEC Use Only  4. Source of Funds (See Instructions)  5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)  6. Citizenship or Place of Organization  Delaw.  Number of Shares 7. Sole Voting Power Beneficially Owned by Each 8. Shared Voting Power (see Item 5 below)  172, Reporting Person With 9. Sole Dispositive Power  10. Shared Dispositive Power (see Item 5 below)  172,  11. Aggregate Amount Beneficially Owned by Each Reporting Person  172,  | CUSIP No |   | of 26 Pages        |
| (Intentionally Omitted)  2. Check the Appropriate Box if a Member of a Group (See Instructions) (b)  3. SEC Use Only  4. Source of Funds (See Instructions)  5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) [  6. Citizenship or Place of Organization Delaw.  Number of Shares 7. Sole Voting Power Beneficially Owned by Each 8. Shared Voting Power (see Item 5 below) 172, Reporting Person With 9. Sole Dispositive Power (see Item 5 below) 172,  11. Aggregate Amount Beneficially Owned by Each Reporting Person 172,  | 1.       | Names of Reporting Persons. Wexford-Euris Special Situations                            | 1996, L.P.         |
| (See Instructions) (b)  3. SEC Use Only  4. Source of Funds (See Instructions)  5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) [  6. Citizenship or Place of Organization Delaw.  Number of Shares 7. Sole Voting Power Beneficially Owned by Each 8. Shared Voting Power (see Item 5 below) 172, Reporting Person With 9. Sole Dispositive Power  10. Shared Dispositive Power (see Item 5 below) 172,  11. Aggregate Amount Beneficially Owned by Each Reporting Person 172,   |          |   |                    |
| 4. Source of Funds (See Instructions)  5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) [  6. Citizenship or Place of Organization Delaw.  Number of Shares 7. Sole Voting Power Beneficially Owned by Each 8. Shared Voting Power (see Item 5 below) 172, Reporting Person With 9. Sole Dispositive Power  10. Shared Dispositive Power (see Item 5 below) 172,  11. Aggregate Amount Beneficially Owned by Each Reporting Person 172,  | 2.       |   | (a) [x]<br>(b) [ ] |
| 5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) [  6. Citizenship or Place of Organization Delaw.  Number of Shares 7. Sole Voting Power Beneficially Owned by Each 8. Shared Voting Power (see Item 5 below) 172, Reporting Person With 9. Sole Dispositive Power  10. Shared Dispositive Power (see Item 5 below) 172,  11. Aggregate Amount Beneficially Owned by Each Reporting Person 172,   | 3.       | SEC Use Only  |                    |
| Required Pursuant to Items 2(d) or 2(e) [  6. Citizenship or Place of Organization Delaw.  Number of Shares 7. Sole Voting Power  Beneficially Owned by Each 8. Shared Voting Power (see Item 5 below) 172,  Reporting Person With 9. Sole Dispositive Power  10. Shared Dispositive Power (see Item 5 below) 172,  11. Aggregate Amount Beneficially Owned by Each Reporting Person 172,  | 4.       | Source of Funds (See Instructions)  | WC                 |
| Number of Shares 7. Sole Voting Power  Beneficially Owned by Each 8. Shared Voting Power (see Item 5 below) 172, Reporting Person With 9. Sole Dispositive Power  10. Shared Dispositive Power (see Item 5 below) 172,  11. Aggregate Amount Beneficially Owned by Each Reporting Person 172,  | 5.       |   | [ ]                |
| Beneficially Owned by Each 8. Shared Voting Power (see Item 5 below) 172, Reporting Person With 9. Sole Dispositive Power  10. Shared Dispositive Power (see Item 5 below) 172,  11. Aggregate Amount Beneficially Owned by Each Reporting Person 172,   | 6.       | Citizenship or Place of Organization  | Delaware           |
| Owned by Each 8. Shared Voting Power (see Item 5 below) 172, Reporting Person With 9. Sole Dispositive Power  10. Shared Dispositive Power (see Item 5 below) 172,  11. Aggregate Amount Beneficially Owned by Each Reporting Person 172,  |          |   | C                  |
| Person With 9. Sole Dispositive Power  10. Shared Dispositive Power (see Item 5 below) 172,  11. Aggregate Amount Beneficially Owned by Each Reporting Person 172,   | Owned b  | by Each 8. Shared Voting Power (see Item 5 below)                                       | 172,767            |
| 11. Aggregate Amount Beneficially Owned by Each Reporting Person 172,  | -        |   | C                  |
| Owned by Each Reporting Person 172,  |          | 10. Shared Dispositive Power (see Item 5 below)   | 172,767            |
| 12 Check if the Aggregate Amount in Pour (11) Evaludes   | 11.      |   | 172,767            |
| · · · · · · · · · · · · · · · · · · ·  | 12.      | Check if the Aggregate Amount in Row (11) Excludes<br>Certain Shares (See Instructions) | [ ]                |
| 13. Percent of Class Represented by Amount in Row (11) 1   | 13.      | Percent of Class Represented by Amount in Row (11)                                      | 1.7%               |

Page 8 of 26 Pages

| CUSIP | No. | 402635-10-6 |
|-------|-----|-------------|
|-------|-----|-------------|

| CUSIP No          | o. 402635–10–6   | Page 8 of 26 Pages           |
|-------------------|--|------------------------------|
| 1.                | Names of Reporting Persons.  | Wexford-Euris Advisors, LLC  |
|                   | I.R.S. Identification Nos. of Above Persons<br>(Intentionally Omitted)                 | (entities only)              |
| 2.                | Check the Appropriate Box if a Member of a ( (See Instructions)                        | Group (a) [x] (b) [ ]        |
| 3.                | SEC Use Only   |                              |
| 4.                | Source of Funds (See Instructions)   | AF                           |
| 5.                | Check if Disclosure of Legal Proceedings is<br>Required Pursuant to Items 2(d) or 2(e) | [ ]                          |
| 6.                | Citizenship or Place of Organization   | Delaware                     |
|                   | of Shares 7. Sole Voting Power   | o                            |
|                   | y Each 8. Shared Voting Power (see Item  | n 5 below) 172,767           |
| Reporti<br>Person | <del>-</del>   | 0                            |
|                   | 10. Shared Dispositive Power (see  | e Item 5 below) 172,767      |
| 11.               | Aggregate Amount Beneficially<br>Owned by Each Reporting Person                        | 172,767                      |
| 12.               | Check if the Aggregate Amount in Row (11) Ex<br>Certain Shares (See Instructions)      | kcludes<br>[ ]               |
| 13.               | Percent of Class Represented by Amount in Ro   | ow (11) 1.7%                 |
| 14.               | Type of Reporting Person (See Instructions)  | PN                           |
| CUSIP No          | o. 402635–10–6   | Page 9 of 26 Pages           |
| 1.                | Names of Reporting Persons. Wexford Spec   | ial Situations 1996, Limited |
|                   | I.R.S. Identification Nos. of Above Persons<br>(Intentionally Omitted)                 | (entities only)              |
| 2.                | Check the Appropriate Box if a Member of a ( (See Instructions)                        | Group (a) [x] (b) [ ]        |
| 3.                | SEC Use Only   |                              |
| 4.                | Source of Funds (See Instructions)   | WC                           |
| 5.                | Check if Disclosure of Legal Proceedings is<br>Required Pursuant to Items 2(d) or 2(e) | [ ]                          |

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

| Cayman Islands |
|----------------|
|----------------|

| Number<br>Benefic  |                        | 7.    | Sole Voting Power  | 0                  |
|--------------------|------------------------|-------|--|--------------------|
| Owned b<br>Reporti | y Each<br>ng           | 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.                |                        |       | nt Beneficially<br>Reporting Person                        | 27, 325            |
| 12.                |                        |       | ggregate Amount in Row (11) Excludes (See Instructions)    | [ ]                |
| 13.                | Percent o              | f Cla | ss Represented by Amount in Row (11)                       | 0.3%               |
| 14.                | Type of R              | eport | ing Person (See Instructions)                              | 00                 |
| CUSIP No           | . 402635-1             | 0–6   | Page 10  | ) of 26 Pages      |
| 1.                 | Names of               | Repor | ting Persons. Wexford Capital Parti                        | ners II, L.P.      |
|                    |                        |       | ication Nos. of Above Persons (entities only) Omitted)     | •                  |
| 2.                 | Check the<br>(See Inst |       | opriate Box if a Member of a Group<br>ons)                 | (a) [*]<br>(b) [ ] |
| 3.                 | SEC Use O              | nly   |  |                    |
| 4.                 | Source of              | Fund  | s (See Instructions)                                       | WC                 |
| 5.                 |                        |       | osure of Legal Proceedings is ant to Items 2(d) or 2(e)    | [ ]                |
| 6.                 | Citizensh              | ip or | Place of Organization                                      | Delaware           |
| Number             | of Shares              | 7.    | Sole Voting Power  | 0                  |
| Benefic<br>Owned b | ially<br>y Each        | 8.    | Shared Voting Power (see Item 5 below)                     | 736,342            |
| Reporti.<br>Person | -                      | 9.    | Sole Dispositive Power                                     | 0                  |
|                    |                        | 10.   | Shared Dispositive Power (see Item 5 below)                | 736, 342           |
| 11.                |                        |       | nt Beneficially<br>Reporting Person                        | 736, 342           |
| 12.                |                        |       | ggregate Amount in Row (11) Excludes<br>(See Instructions) | [ ]                |
| 13.                | Percent o              | f Cla | ss Represented by Amount in Row (11)                       | 7.3%               |
| 14.                | Type of R              | eport | ing Person (See Instructions)                              | PN                 |

| 1.                | Names of Rep                          | orting Persons.  | Wexford Capital       | Corporation         |
|-------------------|---------------------------------------|--|-----------------------|---------------------|
|                   | I.R.S. Ident<br>(Intentional          | ification Nos. of Above Per<br>ly Omitted)                 | sons (entities only)  |                     |
| 2.                | Check the Ap                          | propriate Box if a Member o<br>tions)                      | f a Group             | (a) [x]<br>(b) [ ]  |
| 3.                | SEC Use Only                          |  |                       |                     |
| 4.                | Source of Fu                          | nds (See Instructions)                                     |                       | AF                  |
| 5.                |                                       | closure of Legal Proceeding<br>suant to Items 2(d) or 2(e) |                       | [ ]                 |
| 6.                | Citizenship                           | or Place of Organization                                   |                       | Delaware            |
| Number<br>Benefic | of Shares 7.                          | Sole Voting Power  |                       | 0                   |
|                   | y Each 8.                             | Shared Voting Power (see                                   | Item 5 below)         | 736,342             |
| Person            | -                                     | Sole Dispositive Power                                     |                       | 0                   |
|                   | 10                                    | . Shared Dispositive Power                                 | (see Item 5 below)    | 736,342             |
| 11.               |                                       | ount Beneficially<br>h Reporting Person                    |                       | 736,342             |
| 12.               |                                       | Aggregate Amount in Row (1<br>es (See Instructions)        | 1) Excludes           | [ ]                 |
| 13.               | Percent of C                          | lass Represented by Amount                                 | in Row (11)           | 7.3%                |
| 14.               | Type of Repo                          | rting Person (See Instructi                                | ons)                  | co                  |
| CUSIP No          | o. 402635-10-6                        |  | Page 12               | of 26 Pages         |
| 1.                | Names of Rep                          | orting Persons. W  | exford Overseas Parti | ners I, L.P.        |
|                   | I.R.S. Ident<br>(Intentional          | ification Nos. of Above Per<br>ly Omitted)                 | sons (entities only)  |                     |
| 2.                | Check the Ap                          | propriate Box if a Member o<br>tions)                      | f a Group             | (a) [x]<br>(b) [ ]  |
| 3.                | SEC Use Only                          |  |                       |                     |
| 4.                | Source of Fu                          | nds (See Instructions)                                     |                       | WC                  |
| _                 |                                       |  |                       |                     |
| 5.                |                                       | closure of Legal Proceeding<br>suant to Items 2(d) or 2(e) |                       | [ ]                 |
| 6.                | Required Pur                          | -  |                       | [ ]<br>yman Islands |
| 6.                | Required Pur Citizenship of Shares 7. | suant to Items 2(d) or 2(e)                                |                       |                     |

| Reporti<br>Person | ng With 9. Sole Dispositive Power   | 0                  |
|-------------------|---|--------------------|
|                   | 10. Shared Dispositive Power (see Item 5 b  | elow) 137,445      |
| 11.               | •   |                    |
| 11.               | Aggregate Amount Beneficially Owned by Each Reporting Person                            | 137,445            |
| 12.               | Check if the Aggregate Amount in Row (11) Excludes<br>Certain Shares (See Instructions) | [ ]                |
| 13.               | Percent of Class Represented by Amount in Row (11)                                      | 1.4%               |
| 14.               | Type of Reporting Person (See Instructions)   | PN                 |
| CUSIP No          | p. 402635-10-6  | age 13 of 26 Pages |
| 1.                | Names of Reporting Persons. Wexfo   | rd Capital Limited |
|                   | I.R.S. Identification Nos. of Above Persons (entities (Intentionally Omitted)           | only)              |
| 2.                | Check the Appropriate Box if a Member of a Group (See Instructions)                     | (a) [x]<br>(b) [ ] |
| 3.                | SEC Use Only  |                    |
| 4.                | Source of Funds (See Instructions)  | AF                 |
| 5.                | Check if Disclosure of Legal Proceedings is<br>Required Pursuant to Items 2(d) or 2(e)  | [ ]                |
| 6.                | Citizenship or Place of Organization  | Cayman Islands     |
| Number<br>Benefic | of Shares 7. Sole Voting Power  | o                  |
| Owned b           | by Each 8. Shared Voting Power (see Item 5 below)                                       | 137,445            |
| Reporti<br>Person | -   | 0                  |
|                   | 10. Shared Dispositive Power (see Item 5 b  | elow) 137,445      |
| 11.               | Aggregate Amount Beneficially<br>Owned by Each Reporting Person                         | 137,445            |
| 12.               | Check if the Aggregate Amount in Row (11) Excludes<br>Certain Shares (See Instructions) | [ ]                |
| 13.               | Percent of Class Represented by Amount in Row (11)                                      | 1.4%               |
| 14.               | Type of Reporting Person (See Instructions)   | 00                 |
| No. 4026          |   | age 14 of 26 Pages |
|                   |   |                    |

CD Holding Company, LLC

1.

Names of Reporting Persons.

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]<br>(b) [ ]   |
|---|---|--|
| 3.  | SEC Use Only  |  |
| 4.  | Source of Funds (See Instructions)  | AF   |
| 5.  | Check if Disclosure of Legal Proceedings is<br>Required Pursuant to Items 2(d) or 2(e)  | [ ]  |
| 6.  | Citizenship or Place of Organization  | Delaware   |
|   | of Shares 7. Sole Voting Power  | 0  |
|   | by Each 8. Shared Voting Power (see Item 5 below)   | 3,574,722  |
| Reporti<br>Person                                   | <del>-</del>  | 0  |
|   | 10. Shared Dispositive Power (see Item 5 below  | w) 3,574,722   |
| 11.   | Aggregate Amount Beneficially<br>Owned by Each Reporting Person   | 3, 574, 722  |
| 12.   | Check if the Aggregate Amount in Row (11) Excludes<br>Certain Shares (See Instructions)   | [ ]  |
| 13.   | Percent of Class Represented by Amount in Row (11)  | 35.2%  |
| 14.   | Type of Reporting Person (See Instructions)   | 00   |
|   |   |  |
| CUSIP No  | Page<br>5. 402635-10-6  | 15 of 26 Pages   |
|   | o. 402635-10-6  | -  |
| CUSIP No.   | o. 402635-10-6  | les E. Davidson  |
|   | Names of Reporting Persons. Char.   | les E. Davidson  |
|   | Names of Reporting Persons. Char.   | les E. Davidson  |
| 1.  | Names of Reporting Persons. Char.  I.R.S. Identification Nos. of Above Persons (entities on.)  Check the Appropriate Box if a Member of a Group   | les E. Davidson<br>ly)<br>(a) [x]  |
| 2.  | Names of Reporting Persons. Char.  I.R.S. Identification Nos. of Above Persons (entities on.)  Check the Appropriate Box if a Member of a Group (See Instructions)  | les E. Davidson<br>ly)<br>(a) [x]  |
| <ol> <li>2.</li> <li>3.</li> </ol>                  | Names of Reporting Persons. Char.  I.R.S. Identification Nos. of Above Persons (entities on.)  Check the Appropriate Box if a Member of a Group (See Instructions)  SEC Use Only  | les E. Davidson ly) (a) [*] (b) [ ]  |
| <ol> <li>2.</li> <li>3.</li> <li>4.</li> </ol>      | Names of Reporting Persons. Char.  I.R.S. Identification Nos. of Above Persons (entities on.  Check the Appropriate Box if a Member of a Group (See Instructions)  SEC Use Only  Source of Funds (See Instructions)  Check if Disclosure of Legal Proceedings is  | les E. Davidson ly)  (a) [*] (b) [ ]   |
| 1. 2. 3. 4. 5. 6. Number                            | Names of Reporting Persons. Char.  I.R.S. Identification Nos. of Above Persons (entities on.  Check the Appropriate Box if a Member of a Group (See Instructions)  SEC Use Only  Source of Funds (See Instructions)  Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)  Citizenship or Place of Organization  of Shares 7. Sole Voting Power  | les E. Davidson  ly)  (a) [*] (b) [ ]  |
| 1.  2.  3.  4.  5.  Number Benefic Owned by         | Names of Reporting Persons.  I.R.S. Identification Nos. of Above Persons (entities on Check the Appropriate Box if a Member of a Group (See Instructions)  SEC Use Only  Source of Funds (See Instructions)  Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)  Citizenship or Place of Organization  of Shares 7. Sole Voting Power cially by Each 8. Shared Voting Power (see Item 5 below)     | les E. Davidson ly)  (a) [x] (b) [ ]  AF   |
| 1.  2.  3.  4.  5.  Number Benefic                  | Names of Reporting Persons.  I.R.S. Identification Nos. of Above Persons (entities on Check the Appropriate Box if a Member of a Group (See Instructions)  SEC Use Only  Source of Funds (See Instructions)  Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)  Citizenship or Place of Organization  of Shares 7. Sole Voting Power cially by Each 8. Shared Voting Power (see Item 5 below) ing | les E. Davidson ly)  (a) [x] (b) [ ]  AF  United States  4,358,995                     |
| 1.  2.  3.  4.  5.  Number Benefic Owned be Reporti | Names of Reporting Persons.  I.R.S. Identification Nos. of Above Persons (entities on Check the Appropriate Box if a Member of a Group (See Instructions)  SEC Use Only  Source of Funds (See Instructions)  Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)  Citizenship or Place of Organization  of Shares 7. Sole Voting Power cially by Each 8. Shared Voting Power (see Item 5 below) ing | les E. Davidson ly)  (a) [*] (b) [ ]  AF  United States  4,358,995 1,795,860 4,358,995 |

| 12.               | Check if the Aggregate Amount in Row (11) Excludes<br>Certain Shares (See Instructions) | [ ]                 |
|-------------------|---|---------------------|
| 13.               | Percent of Class Represented by Amount in Row (11)                                      | 60.7%               |
| 14.               | Type of Reporting Person (See Instructions)   | IN                  |
|                   |   | Page 16 of 26 Pages |
| CUSIP No          | o. 402635-10-6  |                     |
| 1.                | Names of Reporting Persons.   | Joseph M. Jacobs    |
|                   | I.R.S. Identification Nos. of Above Persons (entiti                                     | es only)            |
|                   |   |                     |
| 2.                | Check the Appropriate Box if a Member of a Group (See Instructions)                     | (a) [x]<br>(b) [ ]  |
| 3.                | SEC Use Only  |                     |
| 4.                | Source of Funds (See Instructions)  | AF                  |
| 5.                | Check if Disclosure of Legal Proceedings is<br>Required Pursuant to Items 2(d) or 2(e)  | [ ]                 |
| 6.                | Citizenship or Place of Organization  | United States       |
| Number<br>Benefic | of Shares 7. Sole Voting Power  | 0                   |
| Owned l           | by Each 8. Shared Voting Power (see Item 5 belo   | w) 1,795,860        |
| Report:<br>Person |   | 0                   |
|                   | 10. Shared Dispositive Power (see Item 5  | below) 1,795,860    |
| 11.               | Aggregate Amount Beneficially<br>Owned by Each Reporting Person                         | 1,795,860           |
| 12.               | Check if the Aggregate Amount in Row (11) Excludes<br>Certain Shares (See Instructions) | [ ]                 |
| 13.               | Percent of Class Represented by Amount in Row (11)                                      | 17.7%               |
| 14.               | Type of Reporting Person (See Instructions)   | IN                  |
|                   |   | Page 17 of 26 Pages |

This Amendment No. 4 to Schedule 13D modifies and supplements the Schedule 13D (the "Statement") initially filed on July 22, 1997, amended and restated in its entirely 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 and Amendment No. 3 to the Statement filed on January 21, 1999, with respect to the common stock, \$0.50 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. 4, 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, Charles E. Davidson contributed all of the shares of Common Stock directly owned by him (other than shares owned by an IRA for the benefit of Mr. Davidson) to CD Holding Company, LLC, a Delaware limited liability company of which Mr. Davidson is the sole manager and the owner of 95% of the membership interests ("CD Holdings"). The other members of CD Holdings are trusts for the benefit of Mr. Davidson's children. CD Holdings is an investment company with its principal place of business at c/o Wexford Management LLC, 411 West Putnam Avenue, Greenwich, CT 06830.

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

Since the date of the last amendment to the Statement filed as A. (i) the Company effected a 1 for 50 reverse stock split and changed the par value of the Common Stock from \$.01 per share to \$.50 per share, and (ii) the Reporting Persons acquired (x) on or about June 10, 1999, an aggregate of 15,000 shares of Common Stock in open market purchases at a price of \$2.00 per share, and (y) an aggregate of 4,249,583 shares of Common Stock in a private placement effected by the Company pursuant to Regulation D under the Securities Act of 1933 on or about September 15, 1999 (the "Reg D Offering"). The purchase price for personal funds in the case of Mr. Davidson) and the subscription price for the shares purchased in the Reg D Offering was funded 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>

| 1011 11011 | Reporting Person                                    | Number of Shares Purchased |
|------------|---|----------------------------|
| <s></s>    | Wexford Special Situations 1996, L.P.               | <c><br/>1,647</c>          |
|            | Wexford Special Situations 1996 Institutional, L.P. | 469                        |
|            | Wexford-Euris Special Situations 1996, L.P.         | 275                        |
|            | Wexford Special Situations 1996, Limited            | 74                         |
|            | Wexford Capital Partners II, L.P.                   | 1,908                      |
|            | Wexford Overseas Partners I, L.P.                   | 356                        |
|            |   |                            |

 Charles E. Davidson | 10,271 |

## 2. REG D OFFERING

<TABLE> <CAPTION>

|         | Number of                                   |                 |              |                |
|---------|---|-----------------|--------------|----------------|
|         | Reporting Person                            | Shares Acquired | Cash Paid    | Debt Forgiven  |
|         |   |                 |              |                |
| <s></s> |   | <c></c>         | <c></c>      | <c></c>        |
|         | Wexford Spectrum Investors LLC              | 7,690           | <i>\$739</i> | <i>\$5,029</i> |
|         | Wexford Special Situations 1996, L.P.       | 420,265         | \$40,370     | \$274,829      |
|         | Wexford Special Situations 1996             | 70,521          | \$6,774      | \$46,117       |
|         | Institutional, L.P.                         |                 |              |                |
|         | Wexford-Euris Special Situations 1996, L.P. | 119,283         | \$11,458     | \$78,005       |

</TABLE>

Page 18 of 26 Pages

<TABLE> <CAPTION>

|         | Number of                                |                 |           |               |
|---------|--|-----------------|-----------|---------------|
|         | Reporting Person                         | Shares Acquired | Cash Paid | Debt Forgiven |
|         |  |                 |           |               |
| <s></s> | <c></c>                                  | <c></c>         | <c></c>   | <c></c>       |
|         | Wexford Special Situations 1996, Limited | 18,866          | \$1,812   | \$12,338      |
|         | Wexford Capital Partners II, L.P.        | 508,391         | \$48,835  | \$332,459     |
|         | Wexford Overseas Partners I, L.P.        | 94,896          | \$26,172  | \$45,000      |
|         | CD Holding Company, LLC                  | 2,252,471       | _*        | \$1,928,459   |
|         | Charles E. Davidson                      | 757, 200        | \$567,900 | · · · ·       |

</TABLE>

\*The amount of debt forgiven by CD Holding Company, LLC exceeded the purchase price for the shares acquired by it by \$239,105. Such amount

B. 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 10,145,400 shares of Common Stock issued and outstanding, which, based upon information and belief, is the number of Shares outstanding following the Reg D Offering):

#### WEXFORD MANAGEMENT LLC

(a) Aggregate number of shares of Common Stock beneficially owned:

1,795,860 17.7% Percentage: -0-

- (b) 1. Sole power to vote or to direct vote:
  - 2. Shared power to vote or to direct vote: 1,795,860
  - 3. Sole power to dispose or to direct the disposition: -0-
  - 4. Shares power to dispose or to direct the disposition: 1,795,860
- (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.

# WEXFORD SPECTRUM INVESTORS LLC

- (a) Aggregate number of shares of Common Stock beneficially owned: 11,138 Percentage:
- (b) 1. Sole power to vote or to direct vote: -0-
- 11,138 2. Shared power to vote or to direct vote:
  - 3. Sole power to dispose or to direct the disposition: -0-
  - 4. Shares 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.

# 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. Shares 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.

Page 19 of 26 Pages

608,702

# 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-
  - 608,702 2. Shared power to vote or to direct vote:
  - 3. Sole power to dispose or to direct the disposition: -0-
- 4. Shares power to dispose or to direct the disposition: (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.
- 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-
    - 102,141 2. Shared power to vote or to direct vote:

3. Sole power to dispose or to direct the disposition: 4. Shares 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. 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. Shares 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 (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. WEXFORD-EURIS SPECIAL SITUATIONS 1996, L.P. (a) Aggregate number of shares of Common Stock beneficially owned: 172, 767 Percentage: -0-(b) 1. Sole power to vote or to direct vote: 2. Shared power to vote or to direct vote: 172,767 3. Sole power to dispose or to direct the disposition: -0-4. Shares power to dispose or to direct the disposition: 172,767 (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. Page 20 of 26 Pages WEXFORD-EURIS ADVISORS, LLC (a) Aggregate number of shares of Common Stock beneficially owned: 172, 767 Percentage: (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. Shares power to dispose or to direct the disposition: 172,767 (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. 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: -0-27,325 4. Shares power to dispose or to direct the disposition: (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

9.

(e) Not applicable.

| <ol> <li>WEXF</li> </ol> | מידום בי חסרי | IL PARTNERS | TT | T. D |
|--------------------------|---------------|-------------|----|------|

- (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:
  - 2. Shared power to vote or to direct vote: 736,342
  - 3. Sole power to dispose or to direct the disposition: -0-4. Shares 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.

#### 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:
- 2. Shared power to vote or to direct vote: 736,342
  - 3. Sole power to dispose or to direct the disposition: -0-4. Shares 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.

#### Page 21 of 26 Pages

137,445

-0-

### 12. WEXFORD OVERSEAS PARTNERS I, L.P.

- (a) Aggregate number of shares of Common Stock beneficially owned:137,445
  Percentage: 1.4%
- 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. Shares 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-
- Shares power to dispose or to direct the disposition:
   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:  | <i>35.2</i> % |
| (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. Shares 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.

#### CHARLES E. DAVIDSON

(a) Aggregate number of shares of Common Stock beneficially owned:

Percentage:

(b) 1. Sole power to vote or to direct vote:
2. Shared power to vote or to direct vote:
3. Sole power to dispose or to direct the disposition:
4. Shares power to dispose or to direct the disposition:
1,795,860

- (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.

Page 22 of 26 Pages

#### 16. JOSEPH M. JACOBS

Percentage:

(b) 1. Sole power to vote or to direct vote:

2. Shared power to vote or to direct vote:

3. Sole power to dispose or to direct the disposition:

4. Shares power to dispose or to direct the disposition:

(c) Other than as reported above, there were no

- (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.

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: October 19, 1999

WEXFORD MANAGEMENT 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

Arthur H. Amron Name: 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

Page 24 of 26 Pages

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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

Page 25 of 26 Pages

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