

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

SCHEDULE 13D/A-8

Under the Securities Exchange Act of 1934
(Amendment No. 8)

GULFPORT ENERGY CORPORATION
(Name of issuer)

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

402635-10-6
(CUSIP number)

Arthur H. Amron
Wexford Capital LLC
411 West Putnam Avenue
Greenwich, CT 06830
(203) 862-7012
(Name, address and telephone number of person authorized to receive notices and communications)

August 17, 2004
(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. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule ss. 240.13d-7

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CUSIP No. 402635-10-6

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

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

3. SEC Use Only

4.	Source of Funds (See Instructions)	AF
<hr/>		
5.	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)	[]
<hr/>		
6.	Citizenship or Place of Organization	Connecticut
<hr/>		
	7. Sole Voting Power	0
Number of Shares	<hr/>	
Beneficially	8. Shared Voting Power (see Item 5 below)	5,613,081
Owned by Each	<hr/>	
Reporting	9. Sole Dispositive Power	0
Person With	<hr/>	
	10. Shared Dispositive Power (see Item 5 below)	5,613,081
<hr/>		
11.	Aggregate Amount Beneficially Owned by Each Reporting Person	
<hr/>		
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)	[]
<hr/>		
13.	Percent of Class Represented by Amount in Row (11)	25.2%
<hr/>		
14.	Type of Reporting Person (See Instructions)	00

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CUSIP No. 402635-10-6

1.	Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (entities only) (Intentionally Omitted)	Wexford Spectrum Investors LLC
<hr/>		
2.	Check the Appropriate Box if a Member of a Group See Instructions)	(a) [X] (b) []
<hr/>		
3.	SEC Use Only	
<hr/>		
4.	Source of Funds (See Instructions)	WC
<hr/>		
5.	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)	[]
<hr/>		
6.	Citizenship or Place of Organization	Delaware
<hr/>		
	7. Sole Voting Power	0
Number of Shares	<hr/>	
Beneficially	8. Shared Voting Power (see Item 5 below)	35,704

Owned by Each

Reporting

Person With

9. Sole Dispositive Power

0

10. Shared Dispositive Power (see Item 5 below)

35,704

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)

less than 1%

14. Type of Reporting Person (See Instructions)

00

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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
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

7. Sole Voting Power

0

Number of
Shares

Beneficially

Owned by Each

Reporting

Person With

8. Shared Voting Power (see Item 5 below)

1,931,893

9. Sole Dispositive Power

0

10. Shared Dispositive Power (see Item 5 below)

1,931,893

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) 9.3%

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
I.R.S. Identification Nos. Institutional, L.P.
of Above Persons (entities only)
(Intentionally Omitted)

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

3. SEC Use Only

4. Source of Funds (See Instructions) WC

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

6. Citizenship or Place of Organization Delaware

Number of
Shares
Beneficially
Owned by Each
Reporting
Person With
7. Sole Voting Power 0

8. Shared Voting Power (see Item 5 below) 324,174

9. Sole Dispositive Power 0

10. Shared Dispositive Power (see Item 5 below) 324,174

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) 1.6%

14. Type of Reporting Person (See Instructions) PN

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CUSIP No. 402635-10-6

1. Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (entities only) (Intentionally Omitted)		Wexford Advisors LLC
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		Delaware
7. Sole Voting Power		0
Number of Shares Beneficially Owned by Each Reporting Person With	8. Shared Voting Power (see Item 5 below)	2,342,792
	9. Sole Dispositive Power	0
	10. Shared Dispositive Power (see Item 5 below)	2,342,792
	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)		11.1%
14. Type of Reporting Person (See Instructions)		00

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CUSIP No. 402635-10-6

1. Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (entities only) (Intentionally Omitted)		Wexford-Euris Special Situations 1996, L.P.
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) 461,373

9. Sole Dispositive Power 0

10. Shared Dispositive Power (see Item 5 below) 461,373

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) 2.3%

14. Type of Reporting Person (See Instructions) PN

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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 Reporting Person With	8. Shared Voting Power (see Item 5 below)	461,373
	9. Sole Dispositive Power	0
	10. Shared Dispositive Power (see Item 5 below)	461,373

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)

2.3%

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 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)

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 Reporting Person With	8. Shared Voting Power (see Item 5 below)	86,726
	9. Sole Dispositive Power	0
	10. Shared Dispositive Power (see Item 5 below)	86,726

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) less than 1%

14. Type of Reporting Person (See Instructions) 00

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CUSIP No. 402635-10-6

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

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

3. SEC Use Only

4. Source of Funds (See Instructions) WC

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

6. Citizenship or Place of Organization Delaware

Number of
Shares
Beneficially
Owned by Each
Reporting
Person With
7. Sole Voting Power 0

8. Shared Voting Power (see Item 5 below) 2,336,990

9. Sole Dispositive Power 0

10. Shared Dispositive Power (see Item 5 below) 2,336,990

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) 11.1%

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) 2,336,990

9. Sole Dispositive Power 0

10. Shared Dispositive Power (see Item 5 below) 2,336,990

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) 11.1%

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	<table border="0"> <tr> <td>7. Sole Voting Power</td> <td>0</td> </tr> <tr> <td colspan="2">-----</td> </tr> <tr> <td>8. Shared Voting Power (see Item 5 below)</td> <td>436,221</td> </tr> <tr> <td colspan="2">-----</td> </tr> <tr> <td>9. Sole Dispositive Power</td> <td>0</td> </tr> <tr> <td colspan="2">-----</td> </tr> <tr> <td>10. Shared Dispositive Power (see Item 5 below)</td> <td>436,221</td> </tr> </table>	7. Sole Voting Power	0	-----		8. Shared Voting Power (see Item 5 below)	436,221	-----		9. Sole Dispositive Power	0	-----		10. Shared Dispositive Power (see Item 5 below)	436,221
7. Sole Voting Power	0														

8. Shared Voting Power (see Item 5 below)	436,221														

9. Sole Dispositive Power	0														

10. Shared Dispositive Power (see Item 5 below)	436,221														

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)	2.1%														

14. Type of Reporting Person (See Instructions)	PN														

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CUSIP No. 402635-10-6

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

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	<table border="0"> <tr> <td>7. Sole Voting Power</td> <td>0</td> </tr> <tr> <td colspan="2">-----</td> </tr> <tr> <td>8. Shared Voting Power (see Item 5 below)</td> <td>436,221</td> </tr> </table>	7. Sole Voting Power	0	-----		8. Shared Voting Power (see Item 5 below)	436,221
7. Sole Voting Power	0						

8. Shared Voting Power (see Item 5 below)	436,221						

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

10. Shared Dispositive Power (see Item 5 below) 436,221

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) 2.1%

14. Type of Reporting Person (See Instructions) 00

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CUSIP No. 402635-10-6

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

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

3. SEC Use Only

4. Source of Funds (See Instructions) AF

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

6. Citizenship or Place of Organization Delaware

Number of 7. Sole Voting Power 0
Shares

Beneficially 8. Shared Voting Power (see Item 5 below) 13,152,566
Owned by Each

Reporting 9. Sole Dispositive Power 0
Person With

10. Shared Dispositive Power (see Item 5 below) 13,152,566

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) 52.1%

14. Type of Reporting Person (See Instructions) 00

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CUSIP No. 402635-10-6

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

Number of
Shares
Beneficially
Owned by Each
Reporting
Person With
7. Sole Voting Power 13,963,522

8. Shared Voting Power (see Item 5 below) 5,613,081

9. Sole Dispositive Power 13,963,522

10. Shared Dispositive Power (see Item 5 below) 5,613,081

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) 71.5%

14. Type of Reporting Person (See Instructions) IN

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CUSIP No. 402635-10-6

1. Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (entities only) (Intentionally Omitted)		Joseph M. Jacobs
2. Check the Appropriate Box if a Member of a Group See Instructions)		(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3. SEC Use Only		
4. Source of Funds (See Instructions)		AF, PF
5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)		<input type="checkbox"/>
6. Citizenship or Place of Organization		United States
Number of Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power	55,263
	8. Shared Voting Power (see Item 5 below)	5,636,302
	9. Sole Dispositive Power	55,263
	10. Shared Dispositive Power (see Item 5 below)	5,636,302
11. Aggregate Amount Beneficially Owned by Each Reporting Person		
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)		<input type="checkbox"/>
13. Percent of Class Represented by Amount in Row (11)		25.5%
14. Type of Reporting Person (See Instructions)		IN

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This Amendment No. 8 to Schedule 13D modifies and supplements the Schedule 13D (the "STATEMENT") initially filed on July 22, 1997, amended and restated in its entirety by Amendment No. 1 to the Statement filed July 30, 1997, and further amended by Amendment No. [sic] 1 to the Statement filed on June 12, 1998, Amendment No. 3 to the Statement filed on January 21, 1999, Amendment No. 4 to the Statement filed October 20, 1999, Amendment No. 5 to the Statement filed on June 27, 2001, Amendment No. 6 to the Statement filed on April 9, 2002 and Amendment No. 7 to the Statement filed on April 29, 2002, 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. 8, 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, Gulfport Funding, LLC, a Reporting Person owned by

the other Reporting Persons, liquidated and distributed its interest in the Company's securities to its members, pro rata in accordance with their respective membership interests in such entity.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

A. Since the date of the last amendment to the Statement filed as aforesaid, the Company effected a pro-rata rights offering (the "RIGHTS OFFERING") to all shareholders of record on the record date therefore. Pursuant to the Rights Offering, the Reporting Persons acquired on or about August 17, 2004, an aggregate of 6,296,025 shares of Common Stock upon the exercise of Rights, at an exercise price of \$1.20 per Right. The Reporting Persons exercised all of their respective Rights and certain of the Reporting Persons exercised additional Rights granted to them pursuant to the over-allotment option. CD Holding Company, LLC, one of the Reporting Persons ("CDH"), back-stopped the Rights Offering for a commitment fee (the "COMMITMENT FEE") of 2% of the gross proceeds from the Rights Offering, which at the option of CDH, could be applied to the subscription price payable upon the exercise of its Rights. In addition, in connection with the Rights Offering, on April 30, 2004, CDH entered into a \$3.0 million revolving credit facility with the Issuer (the "CREDIT FACILITY"). Borrowings under the Credit Facility bore interest at the rate of 10% per annum and became due upon the closing of the Rights Offering. Under the Credit Facility, CDH was given the option to apply the outstanding principal amount and any accrued but unpaid interest to the subscription price payable upon the exercise of Rights or to convert any borrowings plus any accrued interest into shares of Common Stock at a conversion price of \$1.20 per share. At the closing of the Rights Offering, \$500,000 had been borrowed under the Credit Facility and there was accrued interest thereon of \$10,548.

In accordance with the terms of the Rights, Mr. Davidson assigned 781,418 Rights granted to his IRA to CDH, which company is also principally owned and controlled by Mr. Davidson. In addition, immediately following the Rights Offering, one of the Reporting Persons made a distribution of a portion of the Common Stock acquired by it upon the exercise of its Rights to its members, some of whom are Reporting Persons.

The subscription price for all of the Reporting Persons (other than CDH) was paid with working capital (or personal funds in the case of Mr. Davidson and Mr. Jacobs). CDH paid the subscription price with a combination of cash, the application of the Commitment Fee (\$240,000), and the conversion of the aggregate borrowings plus accrued interest under the Credit Facility (\$510,548), at an equivalent per share price of \$1.20.

B. The issuance of the Rights triggered anti-dilution provisions in various Warrants held by the Reporting Persons. As result of the exercise of the Rights, the liquidation of Gulfport Funding, LLC and the application of the anti-dilution provisions to the Warrants, 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 20,146,566 shares of Common Stock issued and outstanding, which, based upon information and belief, is the number of Shares currently outstanding):

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1. WEXFORD CAPITAL LLC

(a) Aggregate number of shares of Common Stock beneficially owned:
Percentage: 25.2% (b)

1. Sole power to vote or to direct vote: -0-
2. Shared power to vote or to direct vote: 5,613,081
3. Sole power to dispose or to direct the disposition: -0-
4. Shared power to dispose or to direct the disposition:
5,613,081

- (c) Other than as reported above, there were no transactions by Wexford Capital in connection with the Common Stock during the past 60 days.
- (d) Wexford Capital may be deemed to have the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of the Common Stock.
- (e) Not applicable.

2. WEXFORD SPECTRUM INVESTORS LLC

- (a) Aggregate number of shares of Common Stock beneficially owned:
Percentage: less than 1%
- (b) 1. Sole power to vote or to direct vote: -0-
2. Shared power to vote or to direct vote: 35,704
3. Sole power to dispose or to direct the disposition: -0-
4. Shared power to dispose or to direct the disposition: 35,704
- (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.

3. WEXFORD SPECIAL SITUATIONS 1996, L.P.

- (a) Aggregate number of shares of Common Stock beneficially owned:
Percentage: 9.3%
- (b) 1. Sole power to vote or to direct vote: -0-
2. Shared power to vote or to direct vote: 1,931,893
3. Sole power to dispose or to direct the disposition: -0-
4. Shared power to dispose or to direct the disposition:
1,931,893
- (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.

4. WEXFORD SPECIAL SITUATIONS 1996 INSTITUTIONAL, L.P.

- (a) Aggregate number of shares of Common Stock beneficially owned:
Percentage: 1.6%
- (b) 1. Sole power to vote or to direct vote: -0-
2. Shared power to vote or to direct vote: 324,174
3. Sole power to dispose or to direct the disposition: -0-
4. Shared power to dispose or to direct the disposition:
324,174
- (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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5. WEXFORD ADVISORS LLC

- (a) Aggregate number of shares of Common Stock beneficially owned:
Percentage: 11.1%
- (b) 1. Sole power to vote or to direct vote: -0-
2. Shared power to vote or to direct vote: 2,342,792
3. Sole power to dispose or to direct the disposition: -0-
4. Shared power to dispose or to direct the disposition:
2,342,792
- (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.

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

- (a) Aggregate number of shares of Common Stock beneficially owned:
Percentage: 2.3%
- (b) 1. Sole power to vote or to direct vote: -0-
2. Shared power to vote or to direct vote: 461,373
3. Sole power to dispose or to direct the disposition: -0-
4. Shared power to dispose or to direct the disposition:
461,373
- (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.

7. WEXFORD-EURIS ADVISORS LLC

- (a) Aggregate number of shares of Common Stock beneficially owned:
Percentage: 2.3%
- (b) 1. Sole power to vote or to direct vote: -0-
2. Shared power to vote or to direct vote: 461,373
3. Sole power to dispose or to direct the disposition: -0-
4. Shared power to dispose or to direct the disposition:

- (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.

8. WEXFORD SPECIAL SITUATIONS 1996 LIMITED

- (a) Aggregate number of shares of Common Stock beneficially owned:
Percentage: less than 1%
- (b) 1. Sole power to vote or to direct vote: -0-
2. Shared power to vote or to direct vote: 86,726
3. Sole power to dispose or to direct the disposition: -0-
4. Shared power to dispose or to direct the disposition: 86,726
- (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.
- (e) Not applicable.

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9. WEXFORD CAPITAL PARTNERS II, L.P. ("Wexford Capital II")

- (a) Aggregate number of shares of Common Stock beneficially owned:
Percentage: 11.1%
- (b) 1. Sole power to vote or to direct vote: -0-
2. Shared power to vote or to direct vote: 2,336,990
3. Sole power to dispose or to direct the disposition: -0-
4. Shared power to dispose or to direct the disposition:
2,336,990
- (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 II 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.

10. WEXFORD CAPITAL CORPORATION

- (a) Aggregate number of shares of Common Stock beneficially owned:
Percentage: 11.1%
- (b) 1. Sole power to vote or to direct vote: -0-
2. Shared power to vote or to direct vote: 2,336,990
3. Sole power to dispose or to direct the disposition: -0-

4. Shared power to dispose or to direct the disposition:
2,336,990

(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.

11. WEXFORD OVERSEAS PARTNERS I, L.P.

(a) Aggregate number of shares of Common Stock beneficially owned:
Percentage: 2.1%

(b) 1. Sole power to vote or to direct vote: -0-

2. Shared power to vote or to direct vote: 436,221

3. Sole power to dispose or to direct the disposition: -0-

4. Shared power to dispose or to direct the disposition:
436,221

(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.

12. WEXFORD CAPITAL LIMITED

(a) Aggregate number of shares of Common Stock beneficially owned:
Percentage: 2.1%

(b) 1. Sole power to vote or to direct vote: -0-

2. Shared power to vote or to direct vote: 436,221

3. Sole power to dispose or to direct the disposition: -0-

4. Shared power to dispose or to direct the disposition:
436,221

(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.

13. CD HOLDING COMPANY, LLC

(a) Aggregate number of shares of Common Stock beneficially owned:
Percentage: 52.1%

(b) 1. Sole power to vote or to direct vote: -0-

2. Shared power to vote or to direct vote: 13,152,566

3. Sole power to dispose or to direct the disposition: -0-

4. Shared power to dispose or to direct the disposition:
13,152,566

(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.

14. CHARLES E. DAVIDSON

(a) Aggregate number of shares of Common Stock beneficially owned:
Percentage: 71.5%

(b) 1. Sole power to vote or to direct vote: 13,963,522

2. Shared power to vote or to direct vote: 5,613,081

3. Sole power to dispose or to direct the disposition:
13,963,522

4. Shared power to dispose or to direct the disposition:
5,613,081

(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.

15. JOSEPH M. JACOBS

(a) Aggregate number of shares of Common Stock beneficially owned: Percentage: 25.5%

(b) 1. Sole power to vote or to direct vote: 55,263

2. Shared power to vote or to direct vote: 5,636,302

3. Sole power to dispose or to direct the disposition: 55,263

4. Shared power to dispose or to direct the disposition:
5,636,302

(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 Capital 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 II, be deemed to own beneficially the Common Stock of which Wexford Capital II 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.

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

The shares of Common Stock reported as being beneficially owned by Joseph M. Jacobs include (i) 38,668 shares of Common Stock and warrants to purchase an aggregate of 15,833 shares of Common Stock at \$1.20 per share owned directly by Mr. Jacobs, (ii) 16,554 shares of Common Stock and warrants to purchase an aggregate of 6,667

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shares of Common Stock at \$1.20 per share held of record by his wife, and (iii) an aggregate of 546 shares of Common Stock and warrants to purchase 217 shares of Common Stock at \$1.20 per share held in accounts for the benefit of his children, of which Mr. Jacobs serves as custodian.

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.

* * * * *

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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: September 28, 2004

WEXFORD CAPITAL LLC

By: /s/ Arthur H. Amron

Name: Arthur H. Amron
Title: Principal and Secretary

WEXFORD SPECTRUM INVESTORS LLC

By: /s/ Arthur H. Amron

Name: Arthur H. Amron
Title: Vice President

WEXFORD SPECIAL SITUATIONS 1996, L.P.

By: Wexford Advisors LLC, general partner

By: /s/ Arthur H. Amron

Name: Arthur H. Amron
Title: Vice President

**WEXFORD SPECIAL SITUATIONS
1996 INSTITUTIONAL, L.P.**

By: Wexford Advisors LLC, general partner

By: /s/ Arthur H. Amron

Name: Arthur H. Amron
Title: Vice President

WEXFORD ADVISORS LLC

By: /s/ Arthur H. Amron

Name: Arthur H. Amron
Title: Vice President

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

By: Wexford-Euris Advisors LLC,
general partner

By: /s/ Arthur H. Amron

Name: Arthur H. Amron
Title: Vice President

WEXFORD-EURIS ADVISORS LLC

By: /s/ Arthur H. Amron

Name: Arthur H. Amron
Title: Vice President

WEXFORD SPECIAL SITUATIONS 1996
LIMITED

By: /s/ Arthur H. Amron

Name: Arthur H. Amron
Title: Vice President

WEXFORD CAPITAL PARTNERS II, L.P.

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

By: Wexford Capital Corporation,
general partner

By: /s/ Arthur H. Amron

Name: Arthur H. Amron
Title: Vice President

WEXFORD CAPITAL CORPORATION

By: /s/ Arthur H. Amron

Name: Arthur H. Amron
Title: Vice President

WEXFORD OVERSEAS PARTNERS I, L.P.

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

By: Wexford Capital Limited

By: /s/ Arthur H. Amron

Name: Arthur H. Amron
Title: Vice President

WEXFORD CAPITAL LIMITED

By: /s/ Arthur H. Amron

Name: Arthur H. Amron
Title: Vice President

CD HOLDING COMPANY, LLC

By: /s/ Charles E. Davidson

Name: Charles E. Davidson
Title: Manager

/s/ Charles E. Davidson

CHARLES E. DAVIDSON

/s/ Joseph M. Jacobs

JOSEPH M. JACOBS