# 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)

August17, 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.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.

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

Source o		AF
	Disclosure of Legal Proceedings is Pursuant to Items 2(d) or 2(e)	[ ]
Citizens	hip or Place of Organization	 Connecticut
Number c		0
Owned by		
Reportin Person W	9	0
	10. Shared Dispositive Power (see Item 5 below)	
. Aggregat	e Amount Beneficially Each Reporting Person	
	the Aggregate Amount in Row (11) Excludes Shares (See Instructions)	[ ]
. Percent	of Class Represented by Amount in Row (11)	25.2%
	Page 2	of 24 Pages
I.R.S. I		
	2635-10-6  Reporting Persons. Wexford Spectrum In dentification Nos. of Above Persons s only) onally Omitted)	vestors LLC
(Intenti	Reporting Persons. Wexford Spectrum Indentification Nos. of Above Persons s only)	 (a) [X]
(Intenti	Reporting Persons. Wexford Spectrum In dentification Nos. of Above Persons s only) onally Omitted)  e Appropriate Box if a Member of a Group ructions)	 (a) [X]
(Intenti	Reporting Persons. Wexford Spectrum In dentification Nos. of Above Persons s only) onally Omitted)  e Appropriate Box if a Member of a Group ructions)	(a) [X] (b) [ ]
Check the See Inst	Reporting Persons. Wexford Spectrum In dentification Nos. of Above Persons s only) onally Omitted)	(a) [X] (b) [ ]
Check the See Inst	Reporting Persons. Wexford Spectrum In dentification Nos. of Above Persons sonly) onally Omitted)  e Appropriate Box if a Member of a Group ructions)  Only  f Funds (See Instructions)  Disclosure of Legal Proceedings is	(a) [X] (b) [ ]
Check the See Inst	Reporting Persons. Wexford Spectrum In dentification Nos. of Above Persons sonly) onally Omitted)  e Appropriate Box if a Member of a Group ructions)  Only  f Funds (See Instructions)  Disclosure of Legal Proceedings is Pursuant to Items 2(d) or 2(e)  hip or Place of Organization  7. Sole Voting Power	(a) [X] (b) [ ] 

Owned by Each Reporting		
Person With	9. Sole Dispositive Power	o
	10. Shared Dispositive Power (see Item 5 below)	35,704
	nt Beneficially Reporting Person	
	Aggregate Amount in Row (11) Excludes  (See Instructions)	[ ]
Percent of Cl	ass Represented by Amount in Row (11)	less than 1%
. Type of Repor	ting Person (See Instructions)	00
	Page 3	of 24 Pages
JSIP No. 402635-	10–6	
Names of Repo I.R.S. Identi Persons (enti (Intentionall	fication Nos. of Above ties only)	s 1996, L.P.
Check the App. See Instruction	ropriate Box if a Member of a Group ons)	(a) [X] (b) [ ]
SEC Use Only		
Source of Fund	ds (See Instructions)	WC
	losure of Legal Proceedings is uant to Items 2(d) or 2(e)	[ ]
	r Place of Organization	Delaware
Number of	7. Sole Voting Power	0
	8. Shared Voting Power (see Item 5 below)	1,931,893
Person With	9. Sole Dispositive Power	0
	10. Shared Dispositive Power (see Item 5 below)	1,931,893
	unt Beneficially Reporting Person	

13.	Percent of Clas	ss Rep	presented by Amount in Row (11)	9.3%
 14.	Type of Report	ing Pe	erson (See Instructions)	PN
			Page 4	of 24 Pages
CUS	IP No. 402635-1	0–6		
1.	Names of Report I.R.S. Identifi of Above Person (Intentionally	icatio ns (en	on Nos. Institu ntities only)	uations 1996 tional, L.P.
 2.	Check the Appro		e Box if a Member of a Group	(a) [X] (b) [ ]
 3.	SEC Use Only			
4.	Source of Fund	s (See	Instructions)	WC
 5.			of Legal Proceedings is o Items 2(d) or 2(e)	[ ]
 6.	Citizenship or	Place	e of Organization	Delaware
	Number of	7.	Sole Voting Power	0
	Shares Beneficially Owned by Each	8.	Shared Voting Power (see Item 5 below)	324,174
	Reporting Person With	9.	Sole Dispositive Power	0
		10.	Shared Dispositive Power (see Item 5 below)	324,174
 11.	Aggregate Amous	nt Ber		
 12.	Check if the Ag Certain Shares		ate Amount in Row (11) Excludes Instructions)	[ ]
 13.	Percent of Clas	ss Rep	presented by Amount in Row (11)	1.6%
 14.	Type of Report	ing Pe	erson (See Instructions)	 PN

Page 5 of 24 Pages

. Names of Report I.R.S. Identifi of Above Persor (Intentionally	cation Nos. s (entities only)	Wexford Advisors LLC	
. Check the Appro See Instruction	ppriate Box if a Member of a Group ss)	(a) [X] (b) [ ]	
. SEC Use Only			
. Source of Funds	(See Instructions)	AF	
	osure of Legal Proceedings is ant to Items 2(d) or 2(e)	[ ]	
. Citizenship or	Place of Organization	Delaware	
Number of Shares	7. Sole Voting Power	0	
Beneficially Owned by Each	8. Shared Voting Power (see Item 5 k	pelow) 2,342,792	
Reporting Person With	9. Sole Dispositive Power	0	
	10. Shared Dispositive Power (see Ite	em 5 below) 2,342,792	
1. Aggregate Amour Owned by Each F	t Beneficially Reporting Person		
_	gregate Amount in Row (11) Excludes (See Instructions)	[ ]	
Percent of Clas	s Represented by Amount in Row (11)	11.1%	
	ng Person (See Instructions)	00	
		Page 6 of 24 Pages	
USIP No. 402635-10	9–6		
Names of Report I.R.S. Identifi of Above Persor (Intentionally	cation Nos. as (entities only)	 l Situations 1996, L.P.	
. Check the Appro See Instruction	ppriate Box if a Member of a Group ns)	(a) [X] (b) [ ]	

3. SEC Use Only

Source o	of Funds (See Instructions)	WC
	f Disclosure of Legal Proceedings is	
Required	d Pursuant to Items 2(d) or 2(e)	[ ]
	ship or Place of Organization	Delaware
	7. Sole Voting Power	O
Number of Shares	of 	
Benefici Owned by	y Each	461,373
Reportin Person W		0
	10. Shared Dispositive Power (see Item 5 below)	461,373
	te Amount Beneficially y Each Reporting Person	
. Check if	f the Aggregate Amount in Row (11) Excludes	
Certain	Shares (See Instructions)	[ ]
		2.38
. Percent	of Class Represented by Amount in Row (11)	∠.3∜
	of Class Represented by Amount in Row (11) Reporting Person (See Instructions)	
	Reporting Person (See Instructions)	PI
SIP No. 40 Names of I.R.S. 1 Persons	Reporting Person (See Instructions)  Page 7 of the second	PN of 24 Pages
SIP No. 40  Names of I.R.S. 1 Persons (Intenti	Reporting Person (See Instructions)  Page 7 of the Page 7	PN of 24 Pages visors LLC
. Type of  SIP No. 40  Names of I.R.S. 1 Persons (Intenti	Reporting Person (See Instructions)  Page 7 of the second	PN of 24 Pages
. Type of  SIP No. 40  Names of I.R.S. 1 Persons (Intenti	Reporting Person (See Instructions)  Page 7 of the position of Persons.  Reporting Persons.  Reporting Persons.  Wexford-Euris Add Identification Nos. of Above (entities only) ionally Omitted)  The Appropriate Box if a Member of a Group tructions)	PN of 24 Pages visors LLC
. Type of  SIP No. 40  Names of I.R.S. 1 Persons (Intenti  Check th See Inst	Reporting Person (See Instructions)  Page 7 of the position of Persons.  Reporting Persons.  Reporting Persons.  Wexford-Euris Add Identification Nos. of Above (entities only) ionally Omitted)  The Appropriate Box if a Member of a Group tructions)	PN of 24 Pages visors LLC  (a) [X] (b) [ ]
. Type of  SIP No. 40  Names of I.R.S. 1 Persons (Intenti  Check th See Inst  SEC Use  Source of	Reporting Person (See Instructions)  Page 7 of the properties of Persons.  Reporting Persons.  Reporting Persons.  Reporting Persons.  Reporting Persons.  Reporting Persons.  Wexford-Euris Advance (entities only) (ionally Omitted)  The Appropriate Box if a Member of a Group tructions)  Only	PN of 24 Pages visors LLC
Names of I.R.S. I Persons (Intenti  Check th See Inst  SEC Use  Source of Check if Required	Reporting Person (See Instructions)  Page 7 of Co.	PN of 24 Pages visors LLC  (a) [X] (b) [ ]

	Beneficially Owned by Each Reporting	by Each		461,373
	Person With	9. Sole	e Dispositive Power	0
		10. Shar	red Dispositive Power (see Item 5 k	below) 461,373
 11.	Aggregate Amour Owned by Each I			
12.	Check if the Ag Certain Shares		mount in Row (11) Excludes ructions)	[ ]
 13.	Percent of Clas	s Represer	nted by Amount in Row (11)	2.3%
 l4.	Type of Reports	ng Person	(See Instructions)	PN
			I	Page 8 of 24 Pages
CUS.	IP No. 402635-10	-6		
1.	Names of Report I.R.S. Identifi Above Persons (Intentionally	cation Nos entities o	s. of	tions 1996 Limited
 ?.	Check the Appro		к if a Member of a Group	(a) [X] (b) [ ]
 3.	SEC Use Only			
 4.	Source of Funds	(See Inst	tructions)	WC
 5.	Check if Disclo		egal Proceedings is ms 2(d) or 2(e)	[ ]
 6.	Citizenship or	Place of (	 Organization	Cayman Islands
	Number of Shares	7. Sole	e Voting Power	0
	Beneficially Owned by Each Reporting	8. Shai	red Voting Power (see Item 5 below)	86,726
	Person With	9. Sole	e Dispositive Power	0
		10. Shar	red Dispositive Power (see Item 5 k	below) 86,726
 11.	Aggregate Amour Owned by Each H			

13.	Percent of Clas	ss Rep	presented by Amount in Row (11)	less than 1%
 14.	Type of Report:	ing Pe	erson (See Instructions)	00
			Page 9	of 24 Pages
CUS	IP No. 402635-10	0–6		
1.	Names of Report I.R.S. Identif: Persons (entit: (Intentionally	icatio ies or	on Nos. of Above	ers II, L.P.
2.	Check the Appro	-	e Box if a Member of a Group	(a) [X] (b) [ ]
3.	SEC Use Only			
4.	Source of Funds	s (See	Instructions)	WC
 5.			of Legal Proceedings is o Items 2(d) or 2(e)	[ ]
 6.	Citizenship or	Place	of Organization	Delaware
	Number of Shares	7.	Sole Voting Power	0
	Beneficially Owned by Each	8.	Shared Voting Power (see Item 5 below)	2,336,990
	Reporting Person With	9.	Sole Dispositive Power	0
		10.	Shared Dispositive Power (see Item 5 below)	2,336,990
 11.	Aggregate Amou Owned by Each 1		_	
 12.	Check if the Ag Certain Shares		te Amount in Row (11) Excludes Instructions)	[ ]
 13.	Percent of Clas	ss Rep	presented by Amount in Row (11)	11.1%
 14.	Type of Report:	ing Pe	erson (See Instructions)	 PN

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1.	Names of Reporting Persons. Wexford Ca I.R.S. Identification Nos. of Above Persons (entities only) (Intentionally Omitted)	pital Corporation
 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 Number of Shares	0
	Beneficially 8. Shared Voting Power (see Item 5 below) Owned by Each	2,336,990
	Reporting	0
	10. Shared Dispositive Power (see Item 5 be	low) 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)	со
	Pa	ge 11 of 24 Pages
CUS	SIP No. 402635-10-6	
 1.	Names of Reporting Persons. Wexford Overseas I.R.S. Identification Nos. of Above Persons (entities only) (Intentionally Omitted)	Partners I, L.P.
 2.	Check the Appropriate Box if a Member of a Group See Instructions)	(a) [X] (b) [ ]
 3.	SEC Use Only	

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•	Source of Funds (See Instructions)	WC
	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)	
	Citizenship or Place of Organization Ca	ayman Islands
	7. Sole Voting Power Number of	0
	Beneficially 8. Shared Voting Power (see Item 5 below) Owned by Each	
	Reporting	
	10. Shared Dispositive Power (see Item 5 below)	436,221
•	Aggregate Amount Beneficially Owned by Each Reporting Person	
•	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)	[ ]
 ·	Percent of Class Represented by Amount in Row (11)	2.19
	Type of Reporting Person (See Instructions)	PN
33	IP No. 402635-10-6	
	Names of Reporting Persons. Wexford Cap	 pital Limited
	I.R.S. Identification Nos. of Above	JICAI HIMICEC
	Persons (entities only) (Intentionally Omitted)	
	Check the Appropriate Box if a Member of a Group See Instructions)	(a) [X] (b) [
	SEC Use Only	
	Source of Funds (See Instructions)	A
	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)	
	Citizenship or Place of Organization Ca	ayman Islands
	7. Sole Voting Power Number of	 C
	Shares	436, 221

	Reporting Person With	9. Sole Dispositive Power	0
		10. Shared Dispositive Power (see Item 5 below)	436,221
<u>-</u> -	Aggregate Amour Owned by Each F	nt Beneficially Reporting Person	
 ·.		ggregate Amount in Row (11) Excludes (See Instructions)	[ ]
 3.	Percent of Clas	ss Represented by Amount in Row (11)	2.1%
 ! .	Type of Reporti	ing Person (See Instructions)	00
		Page 13	of 24 Pages
JSI	IP No. 402635-10	0–6	
		ication Nos. of Above ies only)	Company, LLC
	Check the Appro See Instruction	opriate Box if a Member of a Group ns)	(a) [X] (b) [ ]
	SEC Use Only		
	Source of Funds	s (See Instructions)	AF
		osure of Legal Proceedings is ant to Items 2(d) or 2(e)	[ ]
<b>-</b> -	Citizenship or	Place of Organization	Delaware
	Number of	7. Sole Voting Power	0
	Shares Beneficially Owned by Each	8. Shared Voting Power (see Item 5 below)	13,152,566
	Reporting Person With	9. Sole Dispositive Power	0
		10. Shared Dispositive Power (see Item 5 below)	13,152,566

13.	Percent of Clas	s Rep	resented by Amount in Row (11)	52.1%
 14.	Type of Report:	ing Pe	rson (See Instructions)	00
			Page 1	4 of 24 Pages
CUS	IP No. 402635-10	0-6		
1.	Names of Report I.R.S. Identifi Persons (entiti (Intentionally	icatio ies on	n Nos. of Above ly)	s E. Davidson
	(======================================	<i>-</i>	,	
2.	Check the Appro	_	e Box if a Member of a Group	(a) [X] (b) [ ]
 3.	SEC Use Only			
4.	Source of Funds	s (See	Instructions)	AF
 5.			of Legal Proceedings is Items 2(d) or 2(e)	[ ]
 6.	Citizenship or	Place	of Organization	United States
	Number of	7.	Sole Voting Power	13, 963, 522
	Shares Beneficially Owned by Each	8.	Shared Voting Power (see Item 5 below)	5,613,081
	Reporting Person With	9.	Sole Dispositive Power	13,963,522
		10.	Shared Dispositive Power (see Item 5 below,	5,613,081
 11.	Aggregate Amour Owned by Each 1			
 12.	Check if the Ag Certain Shares		te Amount in Row (11) Excludes Instructions)	[ ]
 13.	Percent of Clas	ss Rep	resented by Amount in Row (11)	71.5%
 14.	Type of Report:	ing Pe	rson (See Instructions)	 IN

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I.E Per	mes of Report R.S. Identifi rsons (entitionally	cation Nos. of Above es only)	ph M. Jacobs
	eck the Appro Instruction	priate Box if a Member of a Group s)	(a) [X] (b) [ ]
 . SEC	C Use Only		
Sou	rce of Funds	(See Instructions)	AF, PF
		sure of Legal Proceedings is nt to Items 2(d) or 2(e)	[ ]
Cit	cizenship or	Place of Organization U	nited States
Sha	mber of	7. Sole Voting Power	55,263
Own	neficially ned by Each porting	8. Shared Voting Power (see Item 5 below)	5, 636, 302
-	rson With	9. Sole Dispositive Power	55,263
		10. Shared Dispositive Power (see Item 5 below)	5, 636, 302
	_	t Beneficially eporting Person	
		gregate Amount in Row (11) Excludes (See Instructions)	[ ]
 . Per	ccent of Clas	s Represented by Amount in Row (11)	 25.5%
 . Тур	pe of Reporti	ng Person (See Instructions)	

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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 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, 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-
    - 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-
    - 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-
  - 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
  - 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.

\* \* \* \* \*

#### 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

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Name: Arthur H. Amron

Title: Principal and Secretary

#### WEXFORD SPECTRUM INVESTORS LLC

By: /s/ Arthur H. Amron

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Name: Arthur H. Amron Title: Vice President

#### WEXFORD SPECIAL SITUATIONS 1996, L.P.

By: Wexford Advisors LLC, general partner

By: /s/ Arthur H. Amron

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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

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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

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Name: Arthur H. Amron Title: Vice President

#### WEXFORD-EURIS ADVISORS LLC

By: /s/ Arthur H. Amron

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Name: Arthur H. Amron Title: Vice President

WEXFORD SPECIAL SITUATIONS 1996 LIMITED

By: /s/ Arthur H. Amron

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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

Name: Arthur H. Amron Title: Vice President

#### WEXFORD CAPITAL CORPORATION

By: /s/ Arthur H. Amron

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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

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Name: Arthur H. Amron Title: Vice President

#### WEXFORD CAPITAL LIMITED

By: /s/ Arthur H. Amron

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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
OSEPH M JACOBS

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