

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

SCHEDULE 13D/A-9

Under the Securities Exchange Act of 1934
(Amendment No. 9)

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)

February 23, 2005

(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

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

6. Citizenship or Place of Organization Connecticut

Number of Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power	0
	8. Shared Voting Power (see Item 5 below)	5,631,012
	9. Sole Dispositive Power	0
	10. Shared Dispositive Power (see Item 5 below)	5,631,012

11. Aggregate Amount Beneficially Owned by Each Reporting Person 5,631,012

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

13. Percent of Class Represented by Amount in Row (11) 17.9%

14. Type of Reporting Person (See Instructions) 00

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

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

3. SEC Use Only

4. Source of Funds (See Instructions) WC

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

6. Citizenship or Place of Organization Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power	0
	8. Shared Voting Power (see Item 5 below)	35,815
	9. Sole Dispositive Power	0
	10. Shared Dispositive Power (see Item 5 below)	35,815

11. Aggregate Amount Beneficially Owned by Each Reporting Person 35,815

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

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

3. SEC Use Only

4. Source of Funds (See Instructions) WC

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

6. Citizenship or Place of Organization Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power	0
	8. Shared Voting Power (see Item 5 below)	1,937,970
	9. Sole Dispositive Power	0
	10. Shared Dispositive Power (see Item 5 below)	1,937,970

11. Aggregate Amount Beneficially Owned by Each Reporting Person 1,937,970

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

13. Percent of Class Represented by Amount in Row (11) 6.2%

14. Type of Reporting Person (See Instructions) PN

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1. Names of Reporting Persons. *Wexford Special Situations 1996 Institutional, L.P.*

I.R.S. Identification Nos. of Above Persons
(entities only)
(Intentionally Omitted)

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

3. SEC Use Only

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

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

6. Citizenship or Place of Organization *Delaware*

Number of Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power	0
	8. Shared Voting Power (see Item 5 below)	325,194
	9. Sole Dispositive Power	0
	10. Shared Dispositive Power (see Item 5 below)	325,194

11. Aggregate Amount Beneficially Owned by Each Reporting Person *325,194*

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

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

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

1. Names of Reporting Persons. *Wexford Advisors LLC*

I.R.S. Identification Nos. of Above Persons
(entities only)
(Intentionally Omitted)

2. Check the Appropriate Box if a Member of a Group (a)
(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)	2,350,163
	9. Sole Dispositive Power	0
	10. Shared Dispositive Power (see Item 5 below)	2,350,163

11. Aggregate Amount Beneficially Owned by Each Reporting Person 2,350,163

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

13. Percent of Class Represented by Amount in Row (11) 7.5 %

14. Type of Reporting Person (See Instructions) OO

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

2. Check the Appropriate Box if a Member of a Group (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)	463,097

Person With	9. Sole Dispositive Power	0
	10. Shared Dispositive Power (see Item 5 below)	463,097

11. Aggregate Amount Beneficially Owned by Each Reporting Person		463,097

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

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

14. Type of Reporting Person (See Instructions)		PN

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

Number of Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power	0
	8. Shared Voting Power (see Item 5 below)	463,097
	9. Sole Dispositive Power	0
	10. Shared Dispositive Power (see Item 5 below)	463,097

11. Aggregate Amount Beneficially Owned by Each Reporting Person		463,097

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

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

14. Type of Reporting Person (See Instructions)		PN

CUSIP No. 402635-10-6

-
1. Names of Reporting Persons. *Wexford Special Situations 1996 Limited*
 I.R.S. Identification Nos. of Above Persons
 (entities only)
 (Intentionally Omitted)
-
2. Check the Appropriate Box if a Member of a Group (a)
 (See Instructions) (b)
-
3. SEC Use Only
-
4. Source of Funds (See Instructions) *WC*
-
5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)
-
6. Citizenship or Place of Organization *Cayman Islands*
-
- | | | |
|---|---|--------|
| Number of Shares Beneficially Owned by Each Reporting Person With | 7. Sole Voting Power | 0 |
| | 8. Shared Voting Power (see Item 5 below) | 86,999 |
| | 9. Sole Dispositive Power | 0 |
| | 10. Shared Dispositive Power (see Item 5 below) | 86,999 |
-
11. Aggregate Amount Beneficially Owned by Each Reporting Person *86,999*
-
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*
-

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)

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)

2,344,342

9. Sole Dispositive Power

0

10. Shared Dispositive Power (see Item 5 below)

2,344,342

11. Aggregate Amount Beneficially Owned by Each Reporting Person

2,344,342

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

[]

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

7.5%

14. Type of Reporting Person (See Instructions)

PN

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 (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

Number of Shares Beneficially

7. Sole Voting Power

0

Owned by Each Reporting Person With	8. Shared Voting Power (see Item 5 below)	2,344,342
	9. Sole Dispositive Power	0
	10. Shared Dispositive Power (see Item 5 below)	2,344,342

11. Aggregate Amount Beneficially Owned by Each Reporting Person		2,344,342

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

13. Percent of Class Represented by Amount in Row (11)		7.5%

14. Type of Reporting Person (See Instructions)		CO

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1. Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (entities only) (Intentionally Omitted)	Wexford Overseas Partners I, 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		Cayman Islands

Number of Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power	0
	8. Shared Voting Power (see Item 5 below)	437,594
	9. Sole Dispositive Power	0
	10. Shared Dispositive Power (see Item 5 below)	437,594

11. Aggregate Amount Beneficially Owned by Each Reporting Person		437,594

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

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

CUSIP No. 402635-10-6

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

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

3. SEC Use Only

4. Source of Funds (See Instructions) AF

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

6. Citizenship or Place of Organization Cayman Islands

Number of Shares	7	Sole Voting Power	0
Beneficially			
Owned by Each	8	Shared Voting Power (see Item 5 below)	437,594
Reporting			
Person With	9	Sole Dispositive Power	0
	10	Shared Dispositive Power (see Item 5 below)	437,594

11 Aggregate Amount Beneficially
 Owned by Each Reporting Person 437,594

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

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

14 Type of Reporting Person (See Instructions) 00

CUSIP No. 402635-10-6

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

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

3 SEC Use Only

4 Source of Funds (See Instructions) AF

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

6 Citizenship or Place of Organization Delaware

Number of Shares	7	Sole Voting Power	0
Beneficially			
Owned by Each	8	Shared Voting Power (see Item 5 below)	13,195,478
Reporting			
Person With	9	Sole Dispositive Power	0
	10	Shared Dispositive Power (see Item 5 below)	13,195,478

11 Aggregate Amount Beneficially Owned by Each Reporting Person 13,195,478

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

13 Percent of Class Represented by Amount in Row (11) 41.9%

14 Type of Reporting Person (See Instructions) 00

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CUSIP No. 402635-10-6

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

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

3 SEC Use Only

4 Source of Funds (See Instructions) AF

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

6 Citizenship or Place of Organization United States

Number of Shares	7	Sole Voting Power	14,006,435
Beneficially	-----		
Owned by Each	8	Shared Voting Power (see Item 5 below)	5,631,012
Reporting	-----		
Person With	9	Sole Dispositive Power	14,006,435

	10	Shared Dispositive Power (see Item 5 below)	5,631,012

11	Aggregate Amount Beneficially Owned by Each Reporting Person		19,637,447

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

13	Percent of Class Represented by Amount in Row (11)		62.4%

14	Type of Reporting Person (See Instructions)		IN

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

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, PF

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

6	Citizenship or Place of Organization		United States

Number of Shares	7	Sole Voting Power	55,398
Beneficially	-----		
Owned by Each	8	Shared Voting Power (see Item 5 below)	5,654,289
Reporting	-----		
Person With	9	Sole Dispositive Power	55,398

	10	Shared Dispositive Power (see Item 5 below)	5,654,289

11	Aggregate Amount Beneficially Owned by Each Reporting Person		5,709,687

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

13	Percent of Class Represented by Amount in Row (11)		18.1%

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, Amendment No. 7 to the Statement filed on April 29, 2002, and Amendment No. 8 to the Statement filed on September 28, 2004 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. 9, the Statement, as amended as provided above, remains in full force and effect. Capitalized terms used herein without definition have the respective meanings ascribed to them in the Statement.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Since the date of the last amendment to the Statement filed as aforesaid, the Company effected a private placement of 4,000,000 shares of Common Stock at a subscription price of \$3.50 per share (the "PRIVATE PLACEMENT"). Immediately following the Private Placement, (a) the Reporting Persons acquired an aggregate of 7,324,082 shares of Common Stock upon the exercise of various Warrants held by them at an exercise price of \$1.19 per share and (b) the Company redeemed an aggregate of 12,478.93 shares of the Company's Cumulative Preferred Stock, Series A (the "PREFERRED STOCK"), held by the Reporting Persons, at a redemption price of \$1,000 per share. The exercise price for the Warrants was funded with proceeds received from the redemption of 8,716 shares of the Preferred Stock.

As result of the exercise of 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 31,483,253 shares of Common Stock issued and outstanding, which, based upon information and belief, is the number of Shares currently outstanding):

1. WEXFORD CAPITAL LLC

- (a) Aggregate number of shares of Common Stock beneficially owned:
Percentage: 17.9%
- (b)
 - 1. Sole power to vote or to direct vote: -0-
 - 2. Shared power to vote or to direct vote: 5,631,012
 - 3. Sole power to dispose or to direct the disposition: -0-
 - 4. Shared power to dispose or to direct the disposition:
5,631,012
- (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: 35,815
3. Sole power to dispose or to direct the disposition: -0-
4. Shared power to dispose or to direct the disposition: 35,815

(c) Other than as reported above, there were no transactions by Wexford Spectrum in connection with the Common Stock during the past 60 days.

(d) Wexford Spectrum may be deemed to have the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of the Common Stock.

(e) Not applicable.

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3. WEXFORD SPECIAL SITUATIONS 1996, L.P.

(a) Aggregate number of shares of Common Stock beneficially owned:
Percentage: 6.2%

1. Sole power to vote or to direct vote: -0-
2. Shared power to vote or to direct vote: 1,937,970
3. Sole power to dispose or to direct the disposition: -0-
4. Shared power to dispose or to direct the disposition:
1,937,970

(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: 1.0%

1. Sole power to vote or to direct vote: -0-
2. Shared power to vote or to direct vote: 325,194
3. Sole power to dispose or to direct the disposition: -0-
4. Shared power to dispose or to direct the disposition: 325,194

(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.

5. WEXFORD ADVISORS LLC

(a) Aggregate number of shares of Common Stock beneficially owned:
Percentage: 7.5%

1. Sole power to vote or to direct vote: -0-
2. Shared power to vote or to direct vote: 2,350,163
3. Sole power to dispose or to direct the disposition: -0-
4. Shared power to dispose or to direct the disposition: 2,350,163

(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: 1.5%
- (b)
 - 1. Sole power to vote or to direct vote: -0-
 - 2. Shared power to vote or to direct vote: 463,097
 - 3. Sole power to dispose or to direct the disposition: -0-
 - 4. Shared power to dispose or to direct the disposition: 463,097
- (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.

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7. WEXFORD-EURIS ADVISORS LLC

- (a) Aggregate number of shares of Common Stock beneficially owned:
Percentage: 1.5%
- (b)
 - 1. Sole power to vote or to direct vote: -0-
 - 2. Shared power to vote or to direct vote: 463,097
 - 3. Sole power to dispose or to direct the disposition: -0-
 - 4. Shared power to dispose or to direct the disposition: 463,097
- (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: 86,999
 - 3. Sole power to dispose or to direct the disposition: -0-
 - 4. Shared power to dispose or to direct the disposition: 86,999
- (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.

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

- (a) Aggregate number of shares of Common Stock beneficially owned:
Percentage: 7.5%
- (b)
 - 1. Sole power to vote or to direct vote: -0-
 - 2. Shared power to vote or to direct vote: 2,344,342
 - 3. Sole power to dispose or to direct the disposition: -0-
 - 4. Shared power to dispose or to direct the disposition: 2,344,342
- (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 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: 7.5%
- (b)
 - 1. Sole power to vote or to direct vote: -0-
 - 2. Shared power to vote or to direct vote: 2,344,342
 - 3. Sole power to dispose or to direct the disposition: -0-
 - 4. Shared power to dispose or to direct the disposition:
2,344,342
- (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.

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11. WEXFORD OVERSEAS PARTNERS I, L.P.

- (a) Aggregate number of shares of Common Stock beneficially owned:
Percentage: 1.4%
- (b)
 - 1. Sole power to vote or to direct vote: -0-
 - 2. Shared power to vote or to direct vote: 437,594
 - 3. Sole power to dispose or to direct the disposition: -0-
 - 4. Shared power to dispose or to direct the disposition: 437,594
- (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: 1.4%
- (b)
 - 1. Sole power to vote or to direct vote: -0-
 - 2. Shared power to vote or to direct vote: 437,594

- 3. Sole power to dispose or to direct the disposition: -0-
- 4. Shared power to dispose or to direct the disposition: 437,594

- (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: 41.9%
- (b) 1. Sole power to vote or to direct vote: -0-
2. Shared power to vote or to direct vote: 13,195,478
3. Sole power to dispose or to direct the disposition: -0-
4. Shared power to dispose or to direct the disposition: 13,195,478
- (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: 62.4%
- (b) 1. Sole power to vote or to direct vote: 14,006,435
2. Shared power to vote or to direct vote: 5,631,012
3. Sole power to dispose or to direct the disposition: 14,006,435
4. Shared power to dispose or to direct the disposition:
5,631,012
- (c) Other than as reported above, there were no transactions by Mr. Davidson in connection with the Common Stock during the past 60 days.
- (d) Mr. Davidson may be deemed to have the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of the Common Stock.
- (e) Not applicable.

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15. JOSEPH M. JACOBS

- (a) Aggregate number of shares of Common Stock beneficially owned:
Percentage: 18.1%
- (b) 1. Sole power to vote or to direct vote: 55,398
2. Shared power to vote or to direct vote: 5,654,289
3. Sole power to dispose or to direct the disposition: 55,398
4. Shared power to dispose or to direct the disposition: 5,654,289
- (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) 54,634 shares of Common Stock owned directly by Mr. Jacobs, (ii) 23,277 shares of Common Stock held of record by his wife, and (iii) an aggregate of 764 shares of Common Stock 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: March 2, 2005

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

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

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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