

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

FORM 10-KSB

ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934

OR

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF SECURITIES EXCHANGE  
ACT OF 1934

FOR THE YEAR ENDED DECEMBER 31, 2002  
Commission File Number 000-19514

Gulfport Energy Corporation

-----  
(Name of small business issuer in its charter)

Delaware

73-1521290

-----  
(State or other jurisdiction of  
Incorporation or organization)

-----  
(IRS Employer  
Identification Number)

14313 North May Avenue, Suite 100  
Oklahoma City, Oklahoma 73134  
(405) 848-8807

-----  
(Address, including zip code, and telephone number, including  
area code, of registrant's principal executive office)

Securities registered pursuant to Section 12(b) of the Act:

Not Applicable

Securities registered pursuant to Section 12(g) of the Act:

TITLE OF EACH CLASS	NAME OF EACH EXCHANGE ON WHICH REGISTERED
Common Stock, \$0.01 par value	None

Indicate by a check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No .

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Indicate by a check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB.

State issuer's revenues for its most recent fiscal year: \$12,134,000

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was sold, or the average bid and asked price of such common equity, as of a specified date within the past 60 days: \$9,182,782 as of February 28, 2003

APPLICABLE ONLY TO REGISTRANTS INVOLVED IN  
BANKRUPTCY PROCEEDINGS DURING THE  
PRECEDING FIVE YEARS

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

Yes  No   
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## DISCLOSURE REGARDING FORWARD-LOOKING STATEMENTS

This Form 10-KSB includes "forward-looking statements" within the meaning of Section 27A of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). All statements other than statements of historical facts, included in this Form 10-KSB that address activities, events or developments that Gulfport Energy Corporation ("Gulfport" or the "Company"), a Delaware corporation, formerly known as WRT Energy Corporation ("WRT"), expects or anticipates will or may occur in the future, including such things as estimated future net revenues from oil and gas reserves and the present value thereof, future capital expenditures (including the amount and nature thereof), business strategy and measures to implement strategy, competitive strength, goals, expansion and growth of Gulfport's business and operations, plans, references to future success, reference to intentions as to future matters and other such matters are forward-looking statements. These statements are based on certain assumptions and analyses made by Gulfport in light of its experience and its perception of historical trends, current conditions and expected future developments as well as other factors it believes are appropriate in the circumstances. However, whether actual results and developments will conform with Gulfport's expectations and predictions is subject to a number of risks and uncertainties, general economic, market, or business conditions; the opportunities (or lack thereof) that may be presented to and pursued by Gulfport; competitive actions by other oil and gas companies; changes in laws or regulations; and other factors, many of which are beyond the control of Gulfport. Consequently, all of the forward-looking statements made in the Form 10-KSB are qualified by these cautionary statements and there can be no assurances that the actual results or developments anticipated by Gulfport will be realized, or even if realized, that they will have the expected consequences to or effects on Gulfport, its business or operations.

## Item 1. Business

## Description of Business

Gulfport is an independent oil and gas exploration and production company with properties located along the Louisiana Gulf Coast. Gulfport has a market enterprise value (the Company's diluted shares multiplied by the trading price

plus long-term debt less cash and short-term investments on a given day) of approximately \$40.9 million dollars as of December 31, 2002 and generated EBITDA (earnings before interest, taxes and depletion, depreciation and amortization) of \$4.0 million dollars for the twelve months ended December 31, 2002. As of December 31, 2002, the Company had 26 MBOE proved reserves with a present value (10%) of estimated future net reserves of \$245 million dollars and associated standardized measure of discounted future net cash flows of \$211 million.

Gulfport is actively pursuing further development of its properties in order to fully exploit its reserves. The Company has a substantial portfolio of low risk developmental projects for the next several years providing the opportunity to increase production and cash flow. Gulfport's developmental program is designed to reach the Company's high impact, higher potential rate of return prospects through the penetration of several producing horizons.

Additionally, Gulfport owns 3-D seismic data, which along with the Company's technical expertise, will be used to identify exploratory prospects and test undrilled fault blocks in existing fields.

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#### Background

Gulfport is the successor of WRT Energy Corporation ("WRT"). WRT filed for bankruptcy in February 1996. Gulfport emerged as the reorganized company in July 1997.

#### Principal Oil and Gas Properties

Gulfport owns interests in a number of producing oil and gas properties located along the Louisiana Gulf Coast. The following is a map showing the locations of Gulfport's principal oil and gas properties.

(MAP OMITTED)

Gulfport serves as the operator of substantially all of the properties in which it holds a working interest with the exception of the Texaco ("Texaco" or "ChevronTexaco") well and deep rights at West Cote Blanche Bay. During 2001 Chevron acquired Texaco. The following table presents certain information as of January 1, 2003 reflecting Gulfport's net interest in its producing oil and gas properties.

<TABLE>  
<CAPTION>

Field	NRI/WI Percentages	Non-Producing				Net Proved Reserves As of 1/1/03				
		Producing Wells (1)		wells		Acreage (2)	Gas MBOE	Oil MBOE	Total MBOE	
		Gross	Net	Gross	Net					
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	
E Hackberry	78.7/100	13	13	70	70	3,147	3,147	545	3,168	3,713
W Hackberry	87.5/100	1	1	26	26	592	592	-	46	46
West Cote Blanche Bay (3) (4)	78.7/100	44	42	292	291	4,590	4,590	2,537	19,781	22,318
Overrides/Royalty Non-operated	Various	20	1	21	3	4,956	586	3	10	13
<b>TOTAL</b>		<b>78</b>	<b>57</b>	<b>409</b>	<b>390</b>	<b>13,285</b>	<b>8,915</b>	<b>3,085</b>	<b>23,005</b>	<b>26,090</b>

</TABLE>

(1) The following wells produce on an intermittent basis: East Hackberry - 7; West Hackberry - 0; and West Cote Blanche Bay -9.

(2) All of Gulfport's acreage is Developed Acreage.

(3) Includes 2 producing wells and 1 shut-in well attributable to depths below the Rob "C" Marker ("Deep Rights"). Gulfport has a 40.40% non-operated working interest (29.95% NRI) in the Deep Rights outside of the producing wells and a 7% non-operated interest in the producing wells. The Deep Rights are operated by ChevronTexaco Corporation.

(4) In the future, Gulfport will have to plug and abandon almost 400 wellbores. Gulfport's strategy to meet this obligation is to plug at least twenty wells a year at WCBB, three at Hackberry and to invest in plugging escrow accounts. The Company continually deposits money in the West Cote Blanche Bay Escrow Account, which currently has a balance of approximately \$2.5 million dollars.

Additionally, Gulfport has a \$200,000 letter of credit dedicated to the plugging operations at East Hackberry.

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All of the oil and gas leases in which Gulfport owns an interest have been perpetuated by production. The operator may surrender the leases at any time by notice to the lessors, or by the cessation of production.

#### East Hackberry Field

(Map Omitted)

#### Location and Land

The East Hackberry Field is located along the western shore of Lake Calcasieu in Cameron Parish, Louisiana approximately 80 miles west of Lafayette and 15 miles inland from the Gulf of Mexico. In February 1994, Gulfport purchased a 100% working interest (approximately 79% average NRI) in certain producing oil and gas properties situated in the East Hackberry Field. The purchase included two separate lease blocks, the Erwin Heirs Block which is located on land originally developed by Gulf Oil Company (now ChevronTexaco Corporation), and the adjacent State Lease 50 Block which is located primarily in the shallow waters of Lake Calcasieu, originally developed by Texaco. The two lease blocks together contain 3,147 acres.

In September 1994, Gulfport sold an overriding royalty interest equal to a 50% working interest in certain producing oil and gas wells situated in the East Hackberry Field to Milam Royalty Corporation, a subsidiary of J. P. Morgan and Company. In April 1999, Gulfport purchased the overriding royalty interest back from the then current owner, Queen Sand Resources, Inc., giving Gulfport a 100% working interest in the field.

#### Geology

The Hackberry Field is a major salt intrusive feature, elliptical in shape as opposed to a classic "dome," divided into East and West field entities by a saddle. Structurally, Gulfport's East Hackberry acreage is located on the eastern end of the Hackberry salt ridge. There are over 30 pay zones at this field. The salt intrusion formed a series of structurally complex and steeply dipping fault blocks in the Lower Miocene and Oligocene age rocks. These fault blocks serve as traps for hydrocarbon accumulation. Gulfport's wells currently produce from perforations found between 5,100' and 12,200'.

#### Area History and Production

The East Hackberry field was discovered in 1926 by Gulf Oil Company (now ChevronTexaco Corporation) by a gravitational anomaly survey. The massive shallow salt stock presented an easily recognizable gravity anomaly indicating a productive field. Initial production began in 1927 and has continued to the present. The estimated cumulative oil and condensate production through 2002 was 111 million barrels of oil with casinghead gas production being 60 billion cubic feet of gas. There have been a total of 170 wells drilled on Gulfport's portion of the field with 13 having current daily production; 7 produce intermittently; 70 wells are shut-in and 4 wells have been converted to salt water disposal wells. The remaining 76 wells have been plugged and abandoned. During 2002, daily net production averaged 320 barrels of oil with a limited amount of net gas production.

#### Facilities

Gulfport has land-based production and processing facilities located at the East Hackberry Field. The facility is comprised of two dehydrating units and

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four disposal pumps. Gulfport also has a field office that serves both the East and West Hackberry fields.

#### 2001 Activity

Gulfport began a program to periodically test shut-in wells on the State Lease 50 portion of the East Hackberry Field. Additionally, Gulfport reactivated a satellite tank battery at the State Lease 50 portion of East Hackberry. The Company also conducted several remedial operations that included repairing holes in tubing and casing, replaced parted tubing and cleaned out salt water disposal wells.

#### 2002 Activity

During 2002, Gulfport worked over one salt-water disposal well at the Erwin part of the East Hackberry Field. The Company recompleted and put on full time production one well that had been shut-in on the State lease 50 portion of East Hackberry. Gulfport also plugged four wells at State Lease 50.

Gulfport will continue testing shut-in wells and putting them on permanent or intermittent production as results warrant. The Company also plans several

recompletion projects for the Erwin and State Lease 50 portion of East Hackberry.

#### 2003 Activity

During the first quarter of 2003, Gulfport has cleaned out two saltwater disposal wells with coiled tubing and has repaired two submersible pumps at East Hackberry.

Gulfport also plans to work over or recomplate at least five wells at East Hackberry during 2003.

The Company has also filed a permit to drill a saltwater disposal well on the Erwin portion of East Hackberry. Gulfport is at or near capacity with its current salt water disposal well and feels by adding another salt water disposal well, additional wells that are currently shut in due to a high saltwater cut can be put back on production.

#### West Hackberry Field

##### Location and Land

The West Hackberry Field is located on land and is five miles West of Lake Calcasieu in Cameron Parish, Louisiana approximately 85 miles west of Lafayette and 15 miles inland from the Gulf of Mexico. In November 1992, Gulfport purchased a 100% working interest (approximately 80% average NRI, subsequently increased to approximately 87.5% NRI) in 592 acres within the West Hackberry Field.

Gulfport's leases at West Hackberry are located within two miles of one of the United States' Department of Energy's Strategic Petroleum Reserves. The West Hackberry storage facility occupies 525 acres and has capacity to store 222 million barrels of oil in underground salt caverns.

##### Geology

Structurally, Gulfport's West Hackberry acreage is located on the western end of the Hackberry salt ridge. (See graphic above.) There are over 30 pay zones at this field. West Hackberry consists of a series of fault-bounded traps

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in the Oligocene-age Vincent and Keough sands associated with the Hackberry Salt Ridge. Recoveries from these thick, porous, water-drive reservoirs have resulted in per well cumulatives of almost 700 BOE.

##### Area History and Production

The first discovery well at West Hackberry was drilled in 1938 and was developed by Superior Oil Company (now Exxon-Mobil Corporation) between 1938 and 1988. The estimated cumulative oil and condensate production through 2002 was 170 million barrels of oil with casinghead gas production of 120 billion cubic feet of gas. There have been 36 wells drilled to date on Gulfport's portion of West Hackberry and currently 1 are producing, 26 are shut-in and 1 well has been converted to a saltwater disposal well. The remaining 8 wells have been plugged and abandoned. During 2002, daily net production averaged 22 barrels of oil and a limited amount of gas.

##### Facilities

Gulfport has land-based production and processing facilities located at the West Hackberry field. Gulfport has two dehydrating units and one disposal pump. Gulfport maintains a field office that serves both the East and West Hackberry fields.

#### 2001 Activity

Gulfport conducted several remedial operations that included repairing holes in tubing and casing and replacing parted tubing.

#### 2003 Activity

Gulfport is in the process of generating projects in the West Hackberry field.

#### West Cote Blanche Bay Field

(Map Omitted) (Type Log Omitted)

##### Location and Land

The West Cote Blanche Bay (WCBB) Field lies approximately five miles off the coast of Louisiana primarily in St. Mary Parish in a shallow bay, with water depths averaging eight to ten feet. Gulfport originally acquired from Texaco a 6.25% working interest in all zones in the WCBB field in July 1988. In April 1995, Gulfport completed the purchase of an additional 43.75% working interest

in the WCBB field from an affiliate of Benton Oil and Gas Company and two affiliates of Tenneco, Inc. as to those rights lying above the base of the Rob "C" marker, located at approximately 10,500'. The sellers retained their interests in all depths below the base of the Rob "C" marker. In July, 1997 Gulfport acquired the remaining 50% working interest in the WCBB field in depths above the Rob "C" marker from Texaco and became the operator of the shallow rights in the field. In 1999, Gulfport exercised a preferential right to purchase an additional 1.00% working interest in the rights below the Rob "C" marker. Currently Gulfport owns a 100% working interest (78.66% NRI) and is the operator in the depths above the Rob "C" marker and owns a 40.40% non-operated working interest (29.95% NRI) in depths below the Rob "C" marker. ChevronTexaco is the operator below the base of the Rob "C" marker. Gulfport's leasehold at WCBB covers a portion of Louisiana State Lease 340 and contains 4,590 acres.

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#### Deep Rights Acquisition

Effective August 1, 2002 Gulfport acquired additional interest in the deep rights, those rights located below the base of the Rob C formation found at a depth of approximately 10,000', at the West Cote Blanche Bay Field. This acquisition brings Gulfport's interest to a total of 40.40% working interest and 29.95% net revenue interest in the deep rights at this field to go with 100% working interest and 78.665% net revenue interest in the shallow rights. The Company continues to work to increase its interest in its primary asset, West Cote Blanche Bay.

#### Geology

WCBB overlies one of the largest salt dome structures on the Gulf Coast. The field is characterized by a piercement salt dome, which created traps from the Pleistocene through the Miocene. The relative movements affected deposition and created a complex system of fault traps. The compensating fault sets generally trend NW-SE and are intersected by sets having a major radial component. Later-stage movement caused extension over the dome and a large graben system (a downthrown area bounded by normal faults) was formed.

There are over 100 distinct sandstone reservoirs recognized throughout most of the field and nearly 200 major and minor discrete intervals have been tested. Within the 875 wellbores that have been drilled to date in the field, over 4,000 potential zones have been penetrated. These sands are highly porous and permeable reservoirs primarily with a strong water drive.

WCBB is a structurally and stratigraphically complex field. All of the PUD locations at WCBB are adjacent to faults and abut at least one fault. Gulfport's Proved Undeveloped (PUD) drilling program is designed to penetrate each PUD trap with a new wellbore in a structurally optimum position, usually very close to the fault seal. The majority of these wells are directionally drilled using steering tools and downhole motors. The tolerance for error in getting near the fault is low, so the complex faulting does introduce a risk factor of crossing the fault before encountering the zone of interest, which could result in part or all of the zone being absent in the borehole. This in turn can result in lower than expected or zero reserves for that zone. The new wellbores eliminate the mechanical risk associated with trying to produce the zone from an old existing wellbore, while the wellbore locations are situated so as to entirely drain each reservoir. The vast majority of the PUD targets are up-dip offsets to wells which produced from a sub-optimum position within a particular zone. Gulfport's current PUD drilling schedule calls for the drilling of 171 wells, starting in 2003 with 18 wells and continuing through 2011. All costs for the directional drilling has been figured into the overall well cost budget.

#### Area History and Production

Texaco drilled the discovery well in 1940 based on a seismic and gravitational anomaly. WCBB was subsequently developed on an even 160-acre pattern for much of the remainder of the decade. Developmental drilling continued and reached its peak in the 1970's when over 300 of the over 800 total wells were drilled in the field. Of the over 800 wells drilled, only 80 were dry holes and many of these were capable of hydrocarbon production. As a result, the field has an historic success rate of over 90% for all wells drilled. Past successes do not assure similar results going forward. The historical average cumulative gross production for a producer in the field is 237 MBO, with over 100 of those wells (14% of total wells) producing in excess of 500 MBO. As of January 1, 2003, field cumulative gross production was 192 MMBO and 233 BCF of gas.

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There have been 875 wells drilled in WCBB. Of these, 42 are currently producing, 291 are shut-in and five are salt water disposal wells. The balance of the wells (or 537) have been plugged and abandoned. During 2002, Gulfport's net current daily production averaged 1,316 barrels of oil, 1,148 MCF of gas and 11,092 barrels of water at WCBB.

In 1991, Texaco conducted a 70 square mile 3-D seismic survey with 1,100 shot points per mile that processed out 100 fold. In 1993, an undershoot survey

around the crest and production facilities was added. Gulfport owns the rights to the seismic data. In December of 1999 Gulfport completed the reprocessing of the seismic data and its technical staff developed prospects from the data. The reprocessed data will enable Gulfport to identify prospects in areas of the field that would otherwise remain obscure.

#### Facilities

Gulfport owns and operates a production facility at WCBB. The platform for the production facility stretches over a mile and is equipped with a 30 MMCF capacity dehydrating system and three 225 horsepower triplex saltwater disposal pumps. The Company has an ongoing program to modernize and service the production facilities at WCBB. During 2001, Gulfport installed two new gas compressors totaling 3,000 horsepower into full time service at the field replacing three outdated inefficient compressors. The new compressors increased efficiency and, together with a new header valve the Company installed at one of the tank batteries, reduced gas usage in the field by 50%. Other work performed on the facility during 2001 included repairing or replacing flow lines and gas lift lines. Gulfport also back flowed and cleaned sand from the five saltwater disposal wells at West Cote Blanche Bay, which allows the wells to handle a higher volume of water. The Company generates cash flow by handling other companies' gas and oil and disposing of their saltwater through the facility for a fee. In 2002, Gulfport received an average of \$25,111 a month from a third party partner for their share of the facility expenses.

#### 2001 Activity

During April 2001, Gulfport finished the seven well drilling program it had commenced in January of 2001. The Company successfully drilled, completed and is currently producing six intermediate depth wells, with total depths averaging approximately 9,000' and one shallow well, with a total depth of 2,500'. These wells found significant oil and gas deposits in multiple targets ranging from relatively low risk proven undeveloped objectives to higher potential exploratory targets. Gulfport feels that by taking most future wells to a depth of 9,000' there will be an increased chance of converting reserves currently classified as possible and probable to proved.

During 2001, Gulfport plugged 26 wells at WCBB at an average cost of \$18,400 per well.

#### 2002 Activity

In 2002, Gulfport continued to use the reprocessed 3-D seismic data to identify and confirm intermediate and shallow prospects at WCBB.

During the first quarter of 2002, Gulfport performed two re-completions and one workover at the West Cote Blanche Bay Field. Some of this work commenced during the fourth quarter of 2001.

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During 2002, Gulfport met its plugging obligation for the period ending March 31, 2003 and plugged 22 wells at WCBB at an average cost of \$12,741 per well. (Two of the wells plugged will count towards the 2003 plugging liability). The Company has plugged 112 wells at WCBB since it began its plugging program in 1997.

Gulfport began a seven well drilling program in April and finished it in July of 2002. The Company completed and is currently producing five wells drilled during the program. Four of the five wells that are currently producing are directional wells that were steered by downhole motors so as to encounter multiple hydrocarbon targets at the best structural position possible. The four directional wells drilled during this program encountered a total of 328 feet of net pay with a combined initial production rate of 460 barrels of oil, 548 mcf of gas and 233 barrels of water per day. Gulfport drilled two non-productive wells in this drilling program. One of these wells was a shallow exploratory well drilled near the lease boundary, while the other well encountered the target zones but the zones were deemed to be too thin to justify completion.

Effective August 1, 2002 Gulfport acquired additional interest in the deep rights, those rights located below the base of the Rob "C" formation found at a depth of approximately 10,000', at the West Cote Blanche Bay Field. This acquisition brings Gulfport's interest to a total of 40.40% working interest and 29.95% net revenue interest in the deep rights at this field to go with 100% working interest and 78.665% net revenue interest in the shallow rights. The Company continues to work to increase its interest in its primary asset, West Cote Blanche Bay.

Hurricane Lili hit the southern gulf coast of Louisiana on October 3, 2002 with estimated sustained winds over 120 miles per hour and a 9- foot tidal surge. The eye of the hurricane came on shore directly East of Gulfport's WCBB field. The storm caused significant damage to the Company's production facilities and the WCBB field. The total cost to restore production to the field was estimated by the Company's personnel and insurance carrier to be \$3,510,000. As of December 31, 2002, the Company had received a \$1,000,000 advance payment from its insurance carrier in order to commence repairs to the field and facility. The remaining \$2,510,000 in insurance settlement proceeds

was received during early 2003 and is included in the accompanying balance sheet in the financial statements as "Insurance settlement receivable" at December 31, 2002.

Gulfport commenced a six well drilling program at West Cote Blanche Bay on December 1, 2002, four of the wells were drilled or spud in 2002 and the remaining two were drilled in 2003. These wells had total depths ranging from 2,500' to 5,000' and each well tested at least two zones. The Company generally drilled shallower wells in this drilling program in order to lower risk and reduce drilling costs. The six wells encountered a total of 536' of net pay and 27 productive zones. The six wells had initial daily total gross production of 849 barrels of oil, 55 mcf of gas and 47 barrels of water.

#### 2003 Activity

Gulfport is preparing to drill two seven well drilling programs at West Cote Blanche Bay in 2003. The first seven well program should spud during mid-April and the second program should spud during the summer of 2003. These wells will have total depths ranging from 2,500' to 6,800'. The Company is also working on another four well drilling program that will most likely begin sometime during the fourth quarter 2003.

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Gulfport has also successfully recompleted two wells during the first quarter of 2003 and plans an additional four recompletions in the second quarter of the year.

During 2002, Gulfport filed for a permit to convert a well that is currently inactive to a saltwater disposal well. The Company is nearing capacity with its current saltwater disposal system and feels that adding another disposal well will not only service additional production that it hopes to discover in the field, but will allow Gulfport to put into production wells that are currently inactive due to a high salt water cut. As of the date of this filing, the permit is still pending.

#### Texaco Operated Well

In June of 1999, Gulfport executed a sublease in favor of Texaco of an approximate 72 acre block below the base of the 8 Sand, located at approximately 9,060 feet, at WCBB and reserved a 25% back-in working interest after the proceeds of the well totaled \$1,000,000. The well paid out in December 1999.

Gulfport is in the process of securing a release of two Texaco operated boreholes, which are within the Gulfport acreage and depleted abandoned in the zones below the Rob "C". There are several productive zones behind pipe to which Gulfport retains 100% interest and can exploit at relatively low costs.

#### Overriding Royalty Interests

Gulfport also owns overriding royalty interests in an additional 14 producing oil and gas wells lying in four fields.

When Gulfport sold its interest in the Bayou Penchant Field to Castex Energy 1996 Limited Partnership effective April 1, 1998, Gulfport retained a 10% overriding royalty interest in this field. The Bayou Penchant field is located in Terrebonne Parish, Louisiana and the 2002 average daily gross production from five producing wells was 1,320 gross MCF of gas.

Gulfport also owns a 2.5% overriding royalty interest in three producing wells at the Napoleonville Field retained when Gulfport sold its interest to Plymouth Operating Company in 1998. The Napoleonville field is located in Assumption Parish, Louisiana and averaged 120 gross barrels of oil per day in 2002.

The land occupied by a warehouse owned by Gulfport in Lafayette, LA covers approximately one acre. The mineral rights underlying the building were included in a unit drilled by Newfield Exploration Company. In April 2000, effective June 1999, Gulfport backed into a working interest in the Gladys Garber #1 well. The well generated over \$14,000 and \$62,000 net to Gulfport's interest during 2002 and 2001 respectively.

#### Fee Minerals and Surface Interest

Gulfport owns 230 net acres of fee minerals and surface interest adjacent to its West Hackberry Field in Cameron Parish, Louisiana. This property currently contains six marginally producing wells.

#### Castex Energy 1996 Limited Partnership

#### Castex Back-In

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Gulfport sold its interest in the Bayou Penchant, Bayou Pigeon, Deer Island and Golden Meadow fields to Castex Energy 1996 Limited Partnership effective April 1, 1998 subject to a 25% reversionary interest in the partnership after



Castex had received 100% of the initial investment. Castex informed Gulfport that the investment had paid out effective September 1, 2001. In lieu of a 25% interest in the partnership, Gulfport elected to take a proportionately reduced 25% working interest in the properties. The Company now owns the following working interest in the subject fields:

<TABLE>  
<CAPTION>

Field	Parish	Acreeage Working Interest	Producing Wells	Non-Producing Wells
<S>	<C>	<C>	<C>	<C>
Bayou Penchant	Terrebonne	3.125%	6	9
Bayou Pigeon	Iberia	6.250%	6	6
Deer Island	Terrebonne	6.250%	3	3
Golden Meadow	Lafourche	3.125%	0	1
Bayou Long	Iberia	3.125%	1	0

</TABLE>

During early 2003, Apache Corporation ("Apache") took over as operator of most of the properties Gulfport received from Castex. Apache has proposed several work over and recompletion projects scheduled for the first and second quarter of 2003 related to these properties.

#### Other Interests

##### Litigation Trust

Gulfport owns a 12% interest in the Trust (the "Litigation Trust") that was established in WRT's bankruptcy to pursue litigation connected with WRT.

The Litigation Trust filed approximately 400 preference actions and several substantive actions alleging fraud, malpractice and other wrongdoings. At this time, Gulfport cannot estimate what the potential future recovery from the litigation will be. See additional discussion regarding the Litigation Trust in the footnotes to the accompanying financial statements.

##### Oil and Gas Marketing

Gulfport sells its oil and gas at the wellhead and does not refine petroleum products. Other than normal production facilities, Gulfport does not own an interest in any bulk storage facilities or pipelines. As is customary in the industry, Gulfport sells its production in any one area to relatively few purchasers, including transmission companies that have pipelines near Gulfport's producing wells. Gas purchase contracts are generally on a short-term "spot market" basis and usually contain provisions by which the prices and delivery quantities for future deliveries will be determined. The majority of Gulfport's crude oil production in 2002 was sold on contracts based on the average closing price on NYMEX for each trading day during the month of delivery.

During 2002, oil sales to Gulfmark Energy Inc., Williams Energy Marketing & Trading Company, Shell Trading Company and Equiva Trading Company accounted for 56%, 19%, 12% and 10%, respectively, of Gulfport's oil sales. Gulfport had no other purchasers that accounted for greater than 10% of its oil sales during 2002. During 2001, oil sales to Gulfmark Energy Inc. accounted for 86% of Gulfport's oil sales. Gulfport had no gas purchasers that accounted for more than 10% of its total sales during 2002 or 2001.

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Beginning in January 2003, Gulfport has entered into various fixed price contracts for a portion of the WCBB production for periods during 2003 and January 2004.

##### Competition and Markets

**Availability of Markets.** The availability of a ready market for any oil and/or gas produced by Gulfport depends on numerous factors beyond the control of management, including but not limited to, the extent of domestic production and imports of oil, the proximity and capacity of gas pipelines, the availability of skilled labor, materials and equipment, the effect of state and federal regulation of oil and gas production and federal regulation of gas sold in interstate commerce. Oil and gas produced by Gulfport in Louisiana is sold to various purchasers who service the areas where Gulfport's wells are located. Gulfport's wells are not subject to any agreements that would prevent Gulfport from either selling its production on the spot market or committing such gas to a long-term contract; however, there can be no assurance that Gulfport will continue to have ready access to suitable markets for its future oil and gas production.

**Impact of Energy Price Changes.** Oil and gas prices can be extremely volatile and are subject to substantial seasonal, political and other fluctuations. The prices at which oil and gas produced by Gulfport may be sold is uncertain and it is possible that under some market conditions the production and sale of oil and gas from some or all of its properties may not be economical. The availability of a ready market for oil and gas and the prices obtained for such oil and gas, depend upon numerous factors beyond the control of Gulfport, including competition from other oil and gas suppliers and national

and international economic and political developments. Because of all of the factors influencing the price of oil and gas, it is impossible to accurately predict future prices.

#### Environmental Regulation

Operations of Gulfport are subject to numerous federal, state and local laws and regulations governing environmental protection. Over the last several years, state and federal environmental laws and regulations have become more stringent and may continue to become more stringent in the future. These laws and regulations may affect Gulfport's operations and costs as a result of their affect on oil and gas development, exploration, and production operations. It is not anticipated that Gulfport will be required in the near future to expend amounts that are material in relation to its total capital expenditures program by reason of environmental laws and regulations, but inasmuch as such laws and regulations are frequently changed, Gulfport is unable to predict the ultimate cost of compliance.

#### Operational Hazards and Insurance

Gulfport's operations are subject to all of the risks normally incident to the production of oil and gas, including blowouts, cratering, pipe failure, casing collapse, oil spills and fires, each of which could result in severe damage to or destruction of oil and gas wells, production facilities or other property, or injury to persons. The energy business is also subject to environmental hazards, such as oil spills, gas leaks, and ruptures and discharge of toxic substances or gases that could expose Gulfport to substantial liability due to pollution and other environmental damage. Although Gulfport maintains insurance coverage considered to be customary in the industry for a company its size, it is not fully insured against certain of these risks, either because such insurance is not available or because of high premium costs. The occurrence

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of a significant event that is not fully insured against could have a material adverse effect on Gulfport's financial position.

#### Headquarters and Other Facilities

Gulfport leases office space in Oklahoma City, Oklahoma under a lease covering approximately 12,035 square feet. The monthly rent is approximately \$18,000.

In 1996, Gulfport purchased a building in Lafayette, Louisiana to be used as Gulfport's Louisiana headquarters. The 16 year-old building contains 12,480 total square feet with 6,180 square feet of finished office area and 6,300 square feet of clear span warehouse area. The mortgage balance was approximately \$140,000 as of January 1, 2003 with an estimated fair market value of \$350,000. This building allows Gulfport to provide office space for Louisiana personnel, have access to meeting space close to the fields and to maintain a corporate presence in Louisiana.

#### Employees

At December 31, 2002 Gulfport had 14 employees. A Louisiana well servicing company serves as contract operator of the fields and provides all necessary field personnel.

#### Item 2. Properties

##### Oil & Gas Reserves

The oil and gas reserve information set forth below represents estimates as prepared by the independent engineering firm of Netherland, Sewell & Associates, Inc. Reserve engineering is a subjective process of estimating volumes of economically recoverable oil and gas that cannot be measured in an exact manner. The accuracy of any reserve estimate is a function of the quality of available data and of engineering and geological interpretation. As a result, the estimates of different engineers often vary. In addition, the results of drilling, testing, and production may justify revisions of such estimates. Accordingly, reserve estimates often differ from the quantities of oil and gas that are ultimately recovered. Estimates of economically recoverable oil and gas and of future net revenues are based on a number of variables and assumptions, all of which may vary from actual results, including geologic interpretation, prices, and future production rates and costs.

The following table sets forth estimates of the proved oil and gas reserves of Gulfport at December 31, 2002, as estimated by Netherland, Sewell & Associates, an independent engineering firm.

<TABLE>  
<CAPTION>

DECEMBER 31, 2002

Proved Reserves	Developed	Undeveloped	Total
-----------------	-----------	-------------	-------

<S>	<C>	<C>	<C>
Oil (MBBLS)	3,232	19,773	23,005
Gas (MMCF)	3,773	14,737	18,510
MBOE	3,861	22,229	26,090
Year-end present value 10% of estimated future net revenue (Pre-tax)	\$ 36,907,000	\$ 208,425,000	\$ 245,332,000

</TABLE>

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Total proved reserves decreased to 26,090 MBOE at January 1, 2003 from 28,944 at January 1, 2002. This decrease in reserves is mainly attributable to normal production declines, the loss of PUD reserves after some of the zones proved non-commercial in the #867, 868 and #869 wells and an increase in gas usage at the WCBB facility due to a measurement change.

The estimated future net revenues set forth above were determined by using reserve quantities of proved reserves and the periods in which they are expected to be developed and produced based on economic conditions prevailing at December 31, 2002. The estimated future production is priced at December 31, 2002 without escalation using \$31.20 per BBL and \$4.74 per MCF, adjusted by lease for transportation fees and regional price differentials.

In compliance with federal law, Gulfport files annual reports with the Energy Information Agency of the U.S. Department of Energy with respect to its production of oil and gas during each calendar year and its estimated oil and gas reserves at the end of each year.

#### Production, Prices, and Production Costs

The following is a table and graph of Gulfport's net production in 2002 and 2001.

<TABLE>  
<CAPTION>

	Year Ended December 31,	
	2002	2001
	----	----
Production Volumes:		
<S>	<C>	<C>
Oil (MBBLS)	464	595
Gas (MMCF)	103	71
Oil Equivalents (MBOE)	481	607
Average Prices		
Oil (per BBL)	\$24.69 (1)	\$25.50 (1)
Gas (per MCF)	\$ 3.66	\$ 4.20
Oil Equivalents (per MBOE)	\$24.59	\$25.48
Average Production Costs (per BOE)	\$10.65 (2)	\$ 7.85 (2)
Average Production Taxes (per BOE)	\$ 2.81	\$ 2.88

</TABLE>

(1) Includes fixed contract prices of \$26.50 for the months May through October 2002 and \$25.90 for November and December.

(2) Does not include production taxes.

(Graph Omitted)

#### Drilling and Recompletion Activities

The following table contains data with respect to certain of Gulfport's field operations during the years ended December 31, 2002 and 2001.

<TABLE>  
<CAPTION>

	2002		2001	
	Gross	Net	Gross	Net
	-----	----	-----	----
Recompletions, Sidetracks and Deepenings:				
<S>	<C>	<C>	<C>	<C>
Oil	4	4	6	6
Gas	0	0	0	0
Non-Productive	0	0	0	0
TOTAL:	4	4	6	6
	=====		=====	
Exploratory - non-productive	1	1	0	0
	=====		=====	

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Development Wells:				
Oil	8	8	7	7
Gas	0	0	0	0
Non-Productive	1	1	0	0
	-----		-----	
TOTAL:	9	9	7	7
	=====		=====	

</TABLE>

Title to Oil and Gas Properties

It is customary in the oil and gas industry to make only a cursory review of title to undeveloped oil and gas leases at the time they are acquired and to obtain more extensive title examinations when acquiring producing properties. In future acquisitions, Gulfport will conduct title examinations on material portions of such properties in a manner generally consistent with industry practice. Certain of Gulfport's oil and gas properties may be subject to title defects, encumbrances, easements, servitudes or other restrictions, none of which, in management's opinion, will in the aggregate materially restrict Gulfport's operations.

Item 3. Legal Proceedings

Gulfport has been named as a defendant in various lawsuits. The ultimate resolution of these matters is not expected to have a material adverse affect on the Company's financial condition or results of operations for the periods presented in the financial statements.

Item 4. Submission of Matters to a Vote of Security Holders

On March 5, 2002, the holders of a majority of the outstanding shares of the Company's common stock executed a written consent electing five persons to serve on the board of directors of Gulfport. Each director will serve until the next annual meeting or until he is succeeded by another qualified director who has been elected.

The annual shareholder meeting for Gulfport for the year ended December 31, 2002 has not been scheduled as of the date of this filing.

Item 4a. Executive Officers of the Registrant.

The officers of Gulfport are as follows:

<TABLE>

<CAPTION>

	Name	Age	Position
	----	---	-----
<S>	Mike Liddell	49	Chairman of the Board, Chief Executive Officer, President and Director
	Michael G. Moore	46	Vice President and Chief Financial Officer
	Lisa Holbrook	32	Vice President, General Counsel and Secretary

</TABLE>

Mike Liddell has served as a director of Gulfport since July 11, 1997, as Chief Executive Officer since April 28, 1998 and as Chairman of the Board since

July 28, 1998. Mr. Liddell has served as President of Gulfport since July 2000. In addition, Mr. Liddell served as Chief Executive Officer of DLB from October 1994 to April 28, 1998, and as a director of DLB from 1991 through April 1998. From 1991 to 1994, Mr. Liddell was President of DLB. From 1979 to 1991, he was President and Chief Executive Officer of DLB Energy. He received a B.S. degree in education from Oklahoma State University. He is the brother of Mickey Liddell.

Michael G. Moore has served as Vice President and Chief Financial Officer since July 2000. From May 1998 through July 2000, Mr. Moore served as Vice President and Chief Financial Officer of Indian Oil Company. From September 1995 through May 1998, Mr. Moore served as Controller of DLB Oil & Gas, Inc. Prior to that, Mr. Moore served as Controller of LEDCO, Inc., a Houston based gas marketing company. Mr. Moore received both his B.B.A degree in finance and his M.B.A. from the University of Central Oklahoma.

Lisa Holbrook has served as Vice President and Secretary of Gulfport since November 5, 1999, and as General Counsel since April 28, 1998. In addition, Ms. Holbrook served as Assistant General Counsel of DLB until April 1998. In 1996, Ms. Holbrook received her J.D. from Oklahoma City University Law School where she graduated with highest distinction.

PART II

Item 5. Market for Registrant's Common Equity and Related Stockholder Matters

Gulfport's Common Stock is traded on the NASD OTC Bulletin Board under the symbol GPOR. The following table sets forth the high and low sales prices for the Common Stock in each quarter:

<TABLE>

<CAPTION>

YEAR ENDED DECEMBER 31	2002		2001	
	LOW	HIGH	LOW	HIGH
<S>	<C>	<C>	<C>	<C>
First Quarter	\$3.50	\$5.40	\$3.88	\$4.50
Second Quarter	\$2.80	\$4.20	\$4.00	\$6.25
Third Quarter	\$2.75	\$3.65	\$4.00	\$4.60
Fourth Quarter	\$2.10	\$3.05	\$4.25	\$4.60

</TABLE>

Holders of Record

At the close of business on February 1, 2003 there were 406 shareholders of record holding 10,146,566 shares of Common Stock outstanding.

Dividend Policy

Gulfport has never paid dividends on the Common Stock. Gulfport currently intends to retain all earnings to fund its operations. Therefore, Gulfport does not intend to pay any cash dividends on the Common Stock in the foreseeable future.

Item 6. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of the Company's financial condition and results of operations is based in part on the financial statements and the notes thereto included elsewhere in this Annual Report and should be read in conjunction therewith.

Credit Facilities

On July 11, 1997 Gulfport entered into a \$15,000,000 credit facility with ING (U.S.) Capital Corporation ("ING"). During 1998 and 1999, there were two amendments to the facility and the maturity date was reset to June 30, 2000. On June 28, 2000, the Company repaid in full its credit facility at ING and established a new credit facility at Bank of Oklahoma ("BOK"). Gulfport was advanced \$1.6 million on this new facility, which called for interest payments to be made monthly in addition to twelve monthly principal payments of \$100,000, with the remaining unpaid balance due on August 31, 2001. On March 22, 2001, Gulfport executed a new note with BOK increasing the availability to \$1,760,000, increasing the monthly payments slightly to \$110,000 beginning July 1, 2001 and extending the maturity date to October 1, 2002. This new note replaces the original BOK note dated June 28, 2000.

On June 20, 2002, the Company entered into a new line of credit with BOK. Under the terms of the new agreement, the Company was extended a commitment to borrow up to \$2,300,000. Amounts borrowed under the line bear interest at Chase Manhattan Prime plus one percent, with payments of interest on outstanding balances due monthly beginning August 1, 2002. Any principal amounts borrowed under the line will be due on July 1, 2003. The outstanding balance under this credit facility was \$0 at December 31, 2002.

On May 22, 2001, the Company entered in to a revolving line of credit agreement with Gulfport Funding, LLC, ("Gulfport Funding") which has ownership in common with the Company. Under the terms of the agreement, the Company could borrow up to \$3,000,000, with borrowed amounts bearing interest at Bank of America Prime Rate plus 4%. All outstanding principal amounts along with accrued interest are due on February 22, 2002. The Company paid a facility commitment fee of \$60,000 in connection with this line of credit. This fee was amortized over the life of the agreement. As of December 31, 2001, the Company borrowed \$3,000,000 available under this line. On March 29, 2002, the outstanding balance of this note payable, along with all accumulated interest due on the note were retired through Gulfport Funding's participation in the Company's Private Placement Offering.

In accordance with the Gulfport Funding revolving credit agreement, the Company issued 108,625 warrants to CD Holdings, LLC. The exercise price of these warrants was established as the average closing price of the Company's common stock for the five days following the issuance of the warrants. The warrant agreement provides for pro-rata adjustments to the number of warrants granted if

the Company at any time increases the number of outstanding shares or otherwise adjusts its capitalization.

#### Results of Operations

The markets for oil and gas have historically been, and will continue to be, volatile. Prices for oil and gas may fluctuate in response to relatively minor changes in supply and demand, market uncertainty and a variety of factors beyond the control of Gulfport. Set forth in the table below are the average prices received by the Company and production volumes during the periods indicated.

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<TABLE>  
<CAPTION>

	Year Ended December 31,	
	2002	2001
	----	----
Production Volumes:		
<S>	<C>	<C>
Oil (MBBLS)	464	595
Gas (MMCF)	103	71
Oil Equivalents (MBOE)	481	607
Average Prices		
Oil (per BBL)	\$24.69 (1)	\$25.50 (1)
Gas (per MCF)	\$ 3.66	\$ 4.20
Oil Equivalents (per MBOE)	\$24.59	\$25.48
Average Production Costs (per BOE)	\$10.65 (2)	\$ 7.85 (2)
Average Production Taxes (per BOE)	\$ 2.81	\$ 2.88

</TABLE>

(1) Includes fixed contract prices of \$26.50 for the months May through October 2002 and \$25.90 for November and December.

(2) Does not include production taxes.

#### Comparison of Years Ended December 31, 2002 and 2001

Gulfport reported net loss attributable to common stock of \$625,000 for the year ended December 31, 2002, as compared with net income attributable to common stock of \$5,417,000 for the year ended December 31, 2001. The decrease in earnings attributable to common stock of \$6,042,000 was due to a decrease in oil and gas sales during 2002 mainly as a result of the damage to the WCBB facility and facility down time caused by Hurricane Lili, gains recorded during 2001 on the settlement of disputed amounts and to the preferred stock dividends paid as a result of the preferred stock issued in conjunction with the March 2002 Private Placement Offering.

Oil and Gas Revenues. For the year ended December 31, 2002, Gulfport reported oil and gas revenues of \$11,829,000, a 31% decrease from revenues of \$15,458,000 in 2001. This \$3,629,000 decrease in revenues is attributable to a 21% decrease in BOE produced to 481 BOE for the year ended December 31, 2002 as compared to 607 BOE for the same period in 2001. This decrease in production was due mainly to the loss of production from the WCBB field as a result of Hurricane Lili as well as normal production declines.

Operating Expenses Including Production Taxes. Total lease operating expenses including production taxes decreased slightly to \$6,474,000 for the year ended December 31, 2002 as compared to \$6,517,000 for the same period in 2001.

General and Administrative Expenses. Net general and administrative expenses increased slightly by \$239,000 or 13% to \$1,873,000 for the year ended December 31, 2002 from \$1,634,000 for the same period in 2001. This increase was due primarily to a reduction in administrative reimbursements from related parties companies of \$75,546, an increase in legal fees of \$71,614 incurred as a result of the preferred offering during 2002 and a write off of miscellaneous pipe inventory of \$60,000.

Interest Expense. Interest expense decreased by \$200,000 or 110% to \$181,000 for the year ended December 31, 2002 from \$381,000 for the same period in 2001. This decrease was due to the retirement of the Company's outstanding debt during 2002.

Litigation Trust. The Company received \$160,000 from the Litigation Trust during 2002. No revenues were received from the Litigation Trust in 2001.

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Other changes in income for the year ended December 31, 2002 as compared to the year ended December 31, 2001 were attributable to the following factors:

Depreciation, Depletion and Amortization. Depreciation, depletion and amortization expense was \$3,386,000 for the year ended December 31, 2002, consisting of \$3,106,000 in depletion on oil and gas properties, \$260,000 in depreciation of other property and equipment and \$20,000 in amortization

expense. This is a 12% decrease when compared to the 2001 depreciation, depletion and amortization expense of \$3,778,000. This decrease is due primarily to a decrease in production for the year ended December 31, 2002 to 481 MBOE as compared to 607 MBOE for the same period in 2001.

**Income Taxes.** As of December 31, 2002, the Company had a net operating loss carryforward of approximately \$91 million, in addition to numerous timing differences which gave rise to a deferred tax asset of approximately \$49 million, which was fully reserved by a valuation allowance at that date. Utilization of net operating loss carryforwards and other timing differences will be recognized as a reduction in income tax expense in the year utilized. A current tax provision of \$176,000 was provided for the year ended 2002, which was fully offset by an equal income tax benefit due to operating loss carryforwards and other deferred tax assets.

**Preferred Stock Dividends.** During 2002, the Company issued \$1,066,000 of preferred stock dividends to the holders of the preferred stock issued in conjunction with the March 2002 Private Placement Offering.

**Gain on Settlement of Disputed Amounts.** Other changes in income for the period ended December 31, 2002 as compared to the period ended December 31, 2001, included \$1.9 million of non-recurring income related to the settlement of disputed amounts recognized during 2001. During the second quarter of 2001, the Company reached a settlement with Texaco Exploration and Production, Inc. ("Texaco") regarding previously disputed amounts, some of which date back to periods which were prior to the Company's reorganization. The Company's net gain resulting from this settlement was \$754,000. Also included on "Gain on Settlement of Disputed Amounts" for the year ended December 31, 2001, were items previously recorded as accounts payable totaling \$1,167,000 which were also settled or had expired by December 31, 2001. Included in this total were certain tax claims of \$372,000 as discussed in Note 15 to the Financial Statements, as well as \$795,000 in funds which the Company had previously classified as accounts payable at December 31, 2000 because it believed these funds exceeded its share of revenues on properties which it owns.

#### Capital Expenditures, Capital Resources and Liquidity

Net cash flow provided by operating activities for the year ended December 31, 2002 was \$4.0 million, as compared to net cash flow provided by operating activities of \$7.6 million for the comparable period in 2001. The decrease was due to a decrease in oil and gas sales during 2002 mainly as a result of the damage to the WCBB facility and facility down time caused by Hurricane Lili, gains recorded during 2001 on the settlement of disputed amounts and to the preferred stock dividends paid as a result of the preferred stock issued in conjunction with the March 2002 Private Placement Offering.

Net cash provided by financing activities for 2002 was \$4.9 million as compared to \$3.1 million provided during 2001. Net cash provided by financing activities in 2002 include \$6.0 million in proceeds received in the Company's Private Placement Offering which took place in March 2002, while financing activities in 2001 included \$3.0 million of proceeds from the new Gulfport Funding, LLC credit facility and \$.96 million in proceeds from borrowings on a line of credit.

**Capital Expenditures.** In 2002, Gulfport invested \$8.5 million in oil and gas properties and other property and equipment as compared to \$12.8 million

during the comparable period in 2001. Of the \$8.5 million that the Company spent during 2002, \$5.0 million was spent on drilling and completion activity on new wells, \$3.1 million was spent on workover activity on existing wells, \$63,000 was spent on the acquisition of existing properties, and the remaining expenditures were attributable to general and administrative costs which were capitalized to the full cost pool. During 2002, Gulfport financed its capital expenditures with cash flow provided by operations and proceeds received in its Private Placement Offering which took place during March of 2002.

Gulfport's strategy is to continue to increase cash flows generated by its properties by undertaking new drilling, workover, sidetrack and recompletion projects in the fields to exploit its reserves. The Company has upgraded its infrastructure by enhancing its existing facilities to increase operating efficiencies, increase volume capacities and lower lease operating expenses. Additionally, Gulfport completed the reprocessing of its 3-D seismic data in its principal property, West Cote Blanche Bay. The reprocessed data will enable the Company's geophysicists to generate new prospects and enhance existing prospects in the intermediate zones in the field, thus creating a portfolio of new drilling opportunities.

**Capital Resources.** On July 11, 1997 Gulfport entered into a \$15,000,000 credit facility with ING (U.S.) Capital Corporation ("ING"). During 1998 and 1999, there were two amendments to the facility and the maturity date was reset to June 30, 2000. On June 28, 2000, the Company repaid in full its credit facility at ING and established a new credit facility at Bank of Oklahoma ("BOK"). Gulfport was advanced \$1.6 million on this new facility, which called for interest payments to be made monthly in addition to twelve monthly principal payments of \$100,000, with the remaining unpaid balance due on August 31, 2001.

On March 22, 2001, Gulfport executed a new note with BOK increasing the availability to \$1,760,000, increasing the monthly payments slightly to \$110,000 beginning July 1, 2001 and extending the maturity date to October 1, 2002. All outstanding amounts related to this note were repaid during 2002.

On June 20, 2002, the Company entered into a new line of credit with BOK. Under the terms of the new agreement, the Company was extended a commitment to borrow up to \$2,300,000. Amounts borrowed under the line bear interest at Chase Manhattan Prime plus one percent, with payments of interest on outstanding balances due monthly beginning August 1, 2002. Any principal amounts borrowed under the line will be due on July 1, 2003. There was no outstanding balance under this credit facility at December 31, 2002.

On May 22, 2001, the Company entered into a revolving line of credit agreement with Gulfport Funding, LLC, ("Gulfport Funding") which has ownership in common with the Company. Under the terms of the agreement, the Company may borrow up to \$3,000,000, with borrowed amounts bearing interest at Bank of America Prime Rate plus 4%. All outstanding principal amounts along with accrued interest were due on February 22, 2002. The Company paid a facility commitment fee of \$60,000 in connection with this line of credit. This fee was amortized over the life of the agreement. As of December 31, 2001, the Company had borrowed \$3,000,000 available under this line. On March 29, 2002, the outstanding balance of this note payable, along with all accumulated interest due on the note were retired through Gulfport Funding's participation in the Company's Private Placement Offering as described below.

In March 2002, the Company commenced a Private Placement Offering of \$10 million dollars consisting of 10,000 Units. Each Unit consists of (i) one (1) share of Cumulative Preferred Stock, Series A, of the Company (Preferred) and (ii) a warrant to purchase up to 250 shares of common stock, par value \$0.01 per share. Dividends accrue on the Preferred prior to the Mandatory Redemption Date at the rate of 12% per annum payable quarterly in cash or, at the option of the

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Company for a period not to exceed two (2) years from the Closing Date, payable in whole or in part in additional shares of the Preferred based on the Liquidation Preference of the Preferred at the rate of 15% per annum. No other dividends shall be declared or shall accrue on the Preferred. To the extent funds are legally available, the Company is obligated to declare and pay the dividends on the Preferred. The Warrants have a term of ten (10) years and an exercise price of \$4.00. The Company is required to redeem the Preferred on the fifth anniversary of the first issuance and the Company may at its sole option, choose to redeem the Preferred at any time before the expiration of the five years. Accordingly, the Preferred issued in connection with this Offering is treated as redeemable stock in the accompanying balance sheet.

Two-thirds of the Preferred Stockholders can affect any Company action, which would effect their preference position. The Preferred cannot be sold or transferred by its holders and the Company must use its best efforts to register with the Securities and Exchange Commission ("SEC") the common stock issued in connection with the exercise of the Warrants or, if possible, piggyback the issued common stock if the Company participates in a public offering with the SEC.

The Offering was made available to stockholders (some of whom were affiliates) of the Company as of December 31, 2001 and who were known to be accredited investors by the Company. Purchasers were able to participate up to their pro rata share of ownership in the Company as of December 31, 2001. The Offering's initial closing began March 29, 2002 and continued until April 15, 2002, with a total subscription of \$9,292,000 or 9,291.85 units.

On March 29, 2002, Gulfport Funding, LLC, participated in the Offering through a conversion of its \$3.0 million dollar loan along with the accumulated interest due from the Company for 3,262.98 Units. Additionally, on March 29, 2002 entities controlled by the majority shareholder initially funded a share of the Preferred Offering in the amount of \$2,738,000.

As a result of the completion of the NSA engineering report for the year ended January 1, 2003, the Company intends to initiate discussions with banking institutions in an attempt to put in a place a larger and longer-term revolving credit facility. The Company cannot be sure however that they will be successful.

The Company is also currently consulting with several financial advisors to determine how to take advantage of the current market whether through internal value creation or a capital markets transaction.

Liquidity. The primary capital commitments faced by the Company are the capital requirements needed to continue developing the Company's proved reserves.

In Gulfport's January 1, 2003 reserve report, 85% of Gulfport's net reserves were categorized as proved undeveloped. The proved reserves of Gulfport will generally decline as reserves are depleted, except to the extent that Gulfport conducts successful exploration or development activities or acquires properties containing proved developed reserves, or both.



To realize reserves and increase production, the Company must continue its exploratory drilling, undertake other replacement activities or utilize third parties to accomplish those activities. In the year 2003, Gulfport expects to undertake several intermediate drilling programs. It is anticipated that these reserve development projects will be funded either through the use of cash flow from operations when available, interim bank financing or related third party financing, a long-term credit facility or by accessing the capital markets. The

cash flow generated from these new projects will be used to make the Company's required principal payments on its debt (if any) with the remainder reinvested in the field to complete more capital projects.

Commitments and Contingencies

Plugging and Abandonment Funds

In connection with the acquisition of the remaining 50% interest in the WCBB properties, the Company assumed the obligation to contribute approximately \$18,000 per month through March, 2004, to a plugging and abandonment trust and the obligation to plug a minimum of 20 wells per year for 20 years commencing March 11, 1997. ChevronTexaco retained a security interest in production from these properties until abandonment obligations to ChevronTexaco have been fulfilled. Once the plugging and abandonment trust is fully funded, the Company can access it for use in plugging and abandonment charges associated with the property. As of December 31, 2002, the plugging and abandonment trust totaled \$2,514,000, including interest received during 2002 of approximately \$29,000. The company has plugged 112 wells at WCBB since it began its plugging program in 1997.

During March 2002, Gulfport fulfilled its yearly plugging commitment of 20 wells at WCBB for the twelve-month period ending March 31, 2002. During July 2002, the Company commenced its plugging commitment program for the twelve-month period ending March 31, 2003. As of the date of this filing, the pluggings were completed.

In addition, the Company has letters of credit totaling \$200,000 secured by certificates of deposit being held for plugging costs in the East Hackberry field. Once specific wells are plugged and abandoned the \$200,000 will be returned to the Company.

Texaco Global Settlement

Pursuant to the terms of a global settlement between ChevronTexaco and the State of Louisiana which includes the State Lease No. 50 portion of Gulfport's East Hackberry Field, Gulfport was obligated to commence drilling a well or other qualifying development operation on certain non-producing acreage in the field prior to March 1998. Because of prevailing market conditions during 1998, the Company believed it was commercially impractical to shoot seismic or commence drilling operations on the subject property. As a result, Gulfport has agreed to surrender approximately 440 non-producing acres in this field to the State of Louisiana. At December 31, 2002, Gulfport was in the process of releasing these properties to the State of Louisiana.

Item 7. Financial Statements

The information required by this item appears on pages F-1 through F-22 following the signature pages of this Report.

Item 8. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

None

PART III

Item 9. Directors and Executive Officers of the Registrant.

The officers and directors of Gulfport are as follows:

<TABLE>  
<CAPTION>

Name	Age	Position
Mike Liddell	49	Chairman of the Board, Chief Executive Officer, President and Director
Michael G. Moore	46	Vice President and Chief Financial Officer

Lisa Holbrook	32	Vice President, General Counsel and Secretary
Robert E. Brooks	56	Director
*David L. Houston	50	Director
*Mickey Liddell	41	Director
*Dan Noles	55	Director

</TABLE>

\*Members of Gulfport's Audit Committee.

Mike Liddell has served as a director of Gulfport since July 11, 1997, as Chief Executive Officer since April 28, 1998 and as Chairman of the Board since July 28, 1998. Mr. Liddell has served as President of Gulfport since July 2000. In addition, Mr. Liddell served as Chief Executive Officer of DLB from October 1994 to April 28, 1998, and as a director of DLB from 1991 through April 1998. From 1991 to 1994, Mr. Liddell was President of DLB. From 1979 to 1991, he was President and Chief Executive Officer of DLB Energy. He received a B.S. degree in education from Oklahoma State University. He is the brother of Mickey Liddell and brother in law of Dan Noles.

Michael G. Moore has served as Vice President and Chief Financial Officer since July 2000. From May 1998 through July 2000, Mr. Moore served as Vice President and Chief Financial Officer of Indian Oil Company. From September 1995 through May 1998, Mr. Moore served as Controller of DLB Oil & Gas, Inc. Prior to that, Mr. Moore served as Controller of LEDCO, Inc., a Houston based gas marketing company. Mr. Moore received his B.B.A degree in finance from the University of Central Oklahoma in 1982 and in 1987 also completed his M.B.A. from the University of Central Oklahoma.

Lisa Holbrook has served as Vice President and Secretary of Gulfport since November 5, 1999, and as General Counsel since April 28, 1998. In addition, Ms. Holbrook served as Assistant General Counsel of DLB until April 1998. In 1996, Ms. Holbrook received her J.D. from Oklahoma City University Law School where she graduated with highest distinction.

Robert E. Brooks has served as a director of Gulfport since July 11, 1997. Mr. Brooks is currently a partner with Brooks Greenblatt, a commercial finance company located in Baton Rouge, Louisiana that was formed by Mr. Brooks in July 1997. Mr. Brooks is a Certified Public Accountant and was Senior Vice President in charge of Asset Finance and Managed Assets for Bank One, Louisiana between 1993 and July 1997. He received his B.S. degree from Purdue University in mechanical engineering in 1969. He obtained graduate degrees in finance and accounting from the Graduate School of Business at the University of Chicago in 1974.

David Houston has served as a director of Gulfport since July 1998. Since 1991, Mr. Houston has been the principal of Houston & Associates, a firm that offers life and disability insurance, compensation and benefits plans and estate planning. Prior to 1991, he was President and Chief Executive Officer of Equity

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Bank for Savings, F.A., a \$600 million, Oklahoma-based savings bank. He currently serves on the board of directors and executive committee of Deaconess Hospital, Oklahoma City, Oklahoma, and is the former chair of the Oklahoma State Ethics Commission and the Oklahoma League of Savings Institutions. He received a Bachelor of Science degree in business from Oklahoma State University and a graduate degree in banking from Louisiana State University.

Mickey Liddell has served as a director of Gulfport since January 1999. Mr. Liddell is currently the President of Banner Entertainment, Inc., a motion picture production company in Los Angeles, California. Prior to 1994, Mr. Liddell owned and managed wholesale nutrition product stores in Los Angeles. Mr. Liddell received a Bachelor of Arts from the University of Oklahoma in Communications in 1984 and a graduate degree from Parson School of Design in New York, New York in 1987. He is the brother of Mike Liddell and the brother in law of Dan Noles.

Dan Noles was appointed to the Board of Directors in January of 2000. Mr. Noles has served as the president of Atoka Management Company, an oilfield equipment company, since 1993. Mr. Noles received his Bachelor degree in Finance from the University of Oklahoma in 1970. Mr. Noles is the brother-in-law to Mike Liddell and Mickey Liddell.

Items 10 & 11. Executive Compensation and Security Ownership of Certain Beneficial owners and Management

For information concerning Item 10 - Executive Compensation and Item 11 - Security Ownership of Certain Beneficial owners and Management, see the definitive Proxy Statement of Gulfport Energy Corporation for the Annual Meeting of Shareholders, the date of which has not been determined as of the date of this filing, which will be filed with the Securities and Exchange Commission within 120 days after the close of the Registrant's year and is incorporated herein by this reference (with the exception of portions noted therein that are

not incorporated by reference). See also Part I - Item 4A - Executive Officers of the Registrant.

Item 12. Certain Relationships and Related Transactions

In March 2001, a company that shares common ownership with Gulfport acquired a majority of the oil and natural gas properties of a mid-continent exploration and production company. Subsequent to the acquisition, Gulfport began providing administrative services to effectively manage the day-to-day operations of this acquisition and in turn receives an administrative service fee for such services. These properties were sold effective January 1, 2002.

Item 13. Exhibits and Reports on Form 8-K.

(a) Exhibits.

- 10.1 Credit Agreement dated June 28, 2000 between Registrant and Bank of Oklahoma filed March 30, 2001 (1)
- 10.2 Stock Option Plan filed March 30, 2001 (1)
- 10.3 Credit Agreement dated February 1, 2001 between Registrant and Bank of Oklahoma (1)
- 10.4 Credit Agreement dated May 22, 2001 between Registrant and Gulfport Funding, LLC (1)
- 10.5 Warrant Agreement dated May 22, 2001 between Registrant and Gulfport Funding, LLC (1)

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- 10.6 Promissory Note dated May 22, 2001 between Registrant and Gulfport Funding, LLC (1)

-----  
(1) Previously filed as an exhibit to Form 10-K for the year ended December 31, 2001, and incorporated herein by reference.  
None

(b) Reports on Form 8-K

- 2.1 Form 8-K filed on March 8, 2002 between Registrant and Gulfport Funding, LLC.

ITEM 14. CONTROLS AND PROCEDURES

Gulfport Energy Corporation, under the direction of the Chief Executive Officer and the Vice President and Chief Financial Officer, has established disclosure controls and procedures that are designed to ensure that information required to be disclosed by Gulfport in the reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. The disclosure controls and procedures are also intended to ensure that such information is accumulated and communicated to Gulfport's management, including the Chief Executive Officer and the Vice President and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosures.

Within 90 days prior to the filing of this Form 10-KSB, an evaluation was performed under the supervision and with the participation of Gulfport management, including the Chief Executive Officer and the Vice President and Chief Financial Officer, of Gulfport's disclosure controls and procedures (as those terms are defined in Rule 13a-14(c) under the Securities Exchange Act of 1934). Based upon their evaluation, the Chairman and Chief Executive Officer and the Executive Vice President and Chief Financial Officer have concluded that Gulfport's disclosure controls and procedures are effective as of the date of this Form 10-KSB. In compliance with Section 302 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. Section 1350), each of these officers executed a Certification included in this Form 10-KSB.

As of the date of this Form 10-KSB, there have not been any significant changes in Gulfport's internal controls or in other factors that could significantly affect these controls subsequent to the date of their evaluation. No significant deficiencies or material weaknesses in such internal controls were identified in the evaluation and as a consequence, no corrective action was required to be taken.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities and Exchange Act of 1934 as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: March 28, 2003.

GULFPORT ENERGY CORPORATION

By:/s/Mike Liddell

-----  
Mike Liddell, Chief Executive Officer

Pursuant to the requirements of the Securities and Exchange Act of 1934 as amended, this report has been signed below by the following persons on behalf of the Registrant and in the capacity and on the date indicated.

Date: March 28, 2003

By:/s/Mike Liddell

-----  
Mike Liddell, Chief Executive Officer  
And Director

Date: March 28, 2003

By:/s/Robert Brooks

-----  
Robert Brooks, Director

Date: March 28, 2003

By:/s/David L. Houston

-----  
David L. Houston, Director

Date: March 28, 2003

By:/s/Mickey Liddell

-----  
Mickey Liddell, Director

Date: March 28, 2003

By:/s/Dan Noles

-----  
Dan Noles, Director

Date: March 28, 2003

By:/s/Michael G. Moore

-----  
Michael G. Moore, Vice President and  
Chief Financial Officer

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EXHIBIT INDEX

- 10.7 Credit Agreement dated June 28, 2000 between Registrant and Bank of Oklahoma filed March 30, 2001 (1)
- 10.8 Stock Option Plan filed March 30, 2001 (1)
- 10.9 Credit Agreement dated February 1, 2001 between Registrant and Bank of Oklahoma (1)
- 10.10 Credit Agreement dated May 22, 2001 between Registrant and Gulfport Funding, LLC (1)
- 10.11 Warrant Agreement dated May 22, 2001 between Registrant and Gulfport Funding, LLC (1)
- 10.12 Promissory Note dated May 22, 2001 between Registrant and Gulfport Funding, LLC (1)

-----  
(1) Previously filed as an exhibit to Form 10-K for the year ended December 31, 2001, and incorporated herein by reference.  
None

## Item 7. Financial Statements

## INDEX TO FINANCIAL STATEMENTS

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Independent Auditors' Report	F-2
Balance Sheet, December 31, 2002	F-3
Statements of Operations, Years Ended December 31, 2002 and 2001	F-4
Statements of Common Stockholders' Equity, Years Ended December 31, 2002 and 2001	F-5
Statements of Cash Flows, Years Ended December 31, 2002 and 2001	F-6
Notes to Financial Statements	F-7

## F-1

## INDEPENDENT AUDITORS' REPORT

The Board of Directors and  
Stockholders of Gulfport Energy Corporation:

We have audited the accompanying balance sheet of Gulfport Energy Corporation (a Delaware corporation) as of December 31, 2002, and the related statements of operations, common stockholders' equity, and cash flows for the years ended December 31, 2002 and 2001. These financial statements are the responsibility of Gulfport's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Gulfport Energy Corporation as of December 31, 2002, and the results of its operations and its cash flows for the years ended December 31, 2002 and 2001, in conformity with accounting principles generally accepted in the United States of America.

HOGAN & SLOVACEK

Oklahoma City, OK  
 March 13, 2003

F-2  
 GULFPORT ENERGY CORPORATION  
 BALANCE SHEET

December 31,  
 2002

<TABLE>  
 <CAPTION>

Assets

Current assets:

<S>	<C>
Cash and cash equivalents	\$ 1,109,000
Insurance settlement receivable	2,510,000
Accounts receivable, net of allowance for doubtful accounts of \$239,000	1,833,000
Accounts receivable - related party	58,000
Prepaid expenses and other current assets	205,000
Total current assets	5,715,000

Property and equipment:

Oil and natural gas properties	109,480,000
Other property and equipment	1,872,000
Accumulated depletion, depreciation, amortization and impairment reserve	(72,846,000)
Property and equipment, net	38,506,000

Other assets 2,825,000

Total assets \$ 47,046,000

Liabilities and Stockholders' Equity

Current liabilities:

Accounts payable and accrued liabilities	\$ 2,689,000
Accrued payable - royalty audit	492,000
Current maturities of long-term debt	22,000
Total current liabilities	3,203,000

Long-term debt 118,000

Total liabilities 3,321,000

Commitments and contingencies

Redeemable 12% cumulative preferred stock, Series A, \$.01 par value, with a redemption and liquidation value of \$1,000 per share; 15,000 shares authorized, 10,358 issued and outstanding 10,358,000

Preferred stock, \$.01 par value; 4,985,000 authorized, none issued -

Common stockholders' equity:

Common stock - \$.01 par value, 20,000,000 authorized, 10,146,566 issued and outstanding 101,000  
 Paid-in capital 84,192,000  
 Accumulated deficit (50,926,000)

Total stockholders' equity	33,367,000
----------------------------	------------

Total liabilities and stockholders' equity	\$ 47,046,000
--	---------------

</TABLE>

The "full cost" method of accounting for oil and gas exploration and production activities has been followed in preparing this balance sheet.

See accompanying notes to financial statements.

F-3  
GULFPORT ENERGY CORPORATION  
STATEMENTS OF OPERATIONS

<TABLE>  
<CAPTION>

	Year ended December 31,	
	2002	2001
REVENUES:		
<S>	<C>	<C>
Gas sales	\$ 379,000	\$ 298,000
Oil and condensate sales	11,450,000	15,160,000
Other income	305,000	215,000
	12,134,000	15,673,000
COSTS AND EXPENSES:		
Operating expenses	5,163,000	4,767,000
Production taxes	1,311,000	1,750,000
Depreciation, depletion, and amortization	3,386,000	3,778,000
General and administrative	1,873,000	1,634,000
	11,733,000	11,929,000
INCOME FROM OPERATIONS	401,000	3,744,000
OTHER (INCOME) EXPENSE:		
Gain on settlement of disputed amounts	-	(1,921,000)
Interest expense	181,000	381,000
Interest income	(61,000)	(133,000)
Proceeds from Litigation Trust	(160,000)	-
	(40,000)	(1,673,000)
INCOME BEFORE INCOME TAXES	441,000	5,417,000
INCOME TAX EXPENSE (BENEFIT):		
Current	176,000	2,167,000
Deferred	(176,000)	(2,167,000)
	-	-
NET INCOME	441,000	5,417,000
Less: preferred stock dividends	(1,066,000)	-
NET INCOME (LOSS) AVAILABLE TO COMMON SHAREHOLDERS	\$ (625,000)	\$ 5,417,000
NET INCOME (LOSS) PER COMMON SHARE:		
Basic	\$ (0.06)	\$ 0.53
Diluted	\$ (0.06)	\$ 0.52

</TABLE>

See accompanying notes to financial statements.

GULFPORT ENERGY CORPORATION  
Statements of Common Stockholders' Equity

<TABLE>  
<CAPTION>

	Common Stock		Additional	Accumulated
	Stock	Amount	Paid-in Capital	Deficit
<S>	<C>	<C>	<C>	<C>
Balance at December 31, 2000	10,145,400	\$101,000	\$ 84,190,000	\$ (55,718,000)
Common shares issued	1,166	-	2,000	-
Net income	-	-	-	5,417,000
Balance at December 31, 2001	10,146,566	101,000	84,192,000	(50,301,000)
Net income	-	-	-	441,000
Preferred stock dividends	-	-	-	(1,066,000)
Balance at December 31, 2002	10,146,566	\$101,000	\$ 84,192,000	\$ (50,926,000)

</TABLE>

See accompanying notes to financial statements.

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GULFPORT ENERGY CORPORATION  
Statements of Cash Flows

<TABLE>  
<CAPTION>

	Year ended December 31,	
	2002	2001
Cash flows from operating activities:		
<S>	<C>	<C>
Net income	\$ 441,000	\$ 5,417,000
Adjustments to reconcile net income to net cash provided by operating activities:		
Depletion, depreciation and amortization	3,366,000	3,730,000
Provision for doubtful accounts receivable	87,000	-
Amortization of debt issuance costs	20,000	44,000
Changes in operating assets and liabilities:		
Decrease (increase) in accounts receivable - related party	47,000	(160,000)
(Increase) decrease in accounts receivable	(769,000)	2,512,000
Decrease (increase) in prepaid expenses	31,000	(126,000)
Increase (decrease) in accounts payable and accrued liabilities	807,000	(3,789,000)
Net cash provided by operating activities	4,030,000	7,628,000
Cash flows from investing activities:		
Additions to cash held in escrow	(242,000)	(533,000)
Additions to other assets	(2,000)	-
Additions to other property, plant and equipment	(14,000)	(57,000)
Additions to oil and gas properties	(8,513,000)	(12,704,000)
Expenditures related to oil and gas properties due to hurricane, net of insurance proceeds received	(133,000)	-
Net cash used in investing activities	(8,904,000)	(13,294,000)
Cash flows from financing activities:		
Proceeds from issuance of preferred and common stock	6,029,000	2,000
Proceeds from borrowings - related party	-	3,000,000
Proceeds from borrowings	-	960,000
Principal payments on borrowings	(1,123,000)	(876,000)



Net cash provided by financing activities	4,906,000	3,086,000
Net increase (decrease) in cash and cash equivalents	32,000	(2,580,000)
Cash and cash equivalents at beginning of period	1,077,000	3,657,000
Cash and cash equivalents at end of period	\$ 1,109,000	\$ 1,077,000
Supplemental disclosure of cash flow information:		
Interest payments	\$ 42,000	\$ 114,000
Supplemental disclosure of non-cash transactions:		
Repayment of note payable to related party through issuance of Series A Preferred Stock	\$ 3,000,000	\$ -
Repayment of accrued interest due on note payable to related party through issuance of Series A Preferred Stock	\$ 263,000	\$ -
Payment of Series A Preferred Stock dividends through issuance of Series A Preferred Stock	\$ 1,066,000	\$ -

</TABLE>

See accompanying notes to financial statements.

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GULFPORT ENERGY CORPORATION  
NOTES TO FINANCIAL STATEMENTS  
DECEMBER 31, 2002 AND 2001

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Business

Gulfport is a domestic independent oil and gas exploration, development and production company with properties located in the Louisiana Gulf Coast.

Cash and Cash Equivalents

The Company considers all highly liquid investments with an original maturity of three months or less to be cash equivalents for purposes of the statement of cash flows.

Oil and Gas Properties

The Company uses the Full Cost method of accounting for oil and gas operations. Accordingly, all costs, including nonproductive costs and certain general and administrative costs associated with acquisition, exploration and development of oil and gas properties, are capitalized. Net capitalized costs are limited to the estimated future net revenues, after income taxes, discounted at 10% per year, from proven oil and gas reserves and the cost of the properties not subject to amortization. Such capitalized costs, including the estimated future development costs and site remediation costs, if any, are depleted by an equivalent units-of-production method, converting gas to barrels at the ratio of six MCF of gas to one barrel of oil. No gain or loss is recognized upon the disposal of oil and gas properties, unless such dispositions significantly alter the relationship between capitalized costs and proven oil and gas reserves. Oil and gas properties not subject to amortization consist of the cost of undeveloped leaseholds and totaled \$1,500 at December 31, 2002. These costs are reviewed periodically by management for impairment, with the impairment provision included in the cost of oil and gas properties subject to amortization. Factors considered by management in its impairment assessment include drilling results by Gulfport and other operators, the terms of oil and gas leases not held by production, and available funds for exploration and development.

Other Property and Equipment

Depreciation of other property and equipment is provided on a straight-line basis over estimated useful lives of the related assets, which range from 7 to 30 years.

## Reclassifications

Certain reclassifications have been made to the 2001 financial statement presentation in order to conform to the 2002 financial statement presentation.

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GULFPORT ENERGY CORPORATION  
NOTES TO FINANCIAL STATEMENTS  
DECEMBER 31, 2002 AND 2001  
CONTINUED

## Net Income (Loss) per Common Share

Basic net income (loss) per common share is computed by dividing income or loss attributable to common stock by the weighted average number of common shares outstanding for the period. Diluted net income (loss) per common share reflects the potential dilution that could occur if options or other contracts to issue common stock were exercised or converted into common stock. Diluted net loss per common share does not reflect dilution from potential common shares, because to do so would be anti-dilutive. Calculations of basic and diluted net income (loss) per common share are illustrated in Note 17.

## Income Taxes

Gulfport uses the asset and liability method of accounting for income taxes, under which deferred tax assets and liabilities are recognized for the future tax consequences of (1) temporary differences between the financial statement carrying amounts and the tax bases of existing assets and liabilities and (2) operating loss and tax credit carryforwards. Deferred income tax assets and liabilities are based on enacted tax rates applicable to the future period when those temporary differences are expected to be recovered or settled. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income during the period the rate change is enacted. Deferred tax assets are recognized as income in the year in which realization becomes determinable.

## Revenue Recognition

Gas revenues are recorded in the month produced using the entitlement method, whereby any production volumes received in excess of the Company's ownership percentage in the property are recorded as a liability. If less than Gulfport's entitlement is received, the underproduction is recorded as a receivable. There is no such liability or asset recorded at December 31, 2002. Oil revenues are recognized when ownership transfers, which occurs in the month produced.

## Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates, judgments and assumptions that affect the reported amounts of assets and liabilities as of the date of the financial statements and revenues and expenses during the reporting period. Actual results could differ materially from those estimates. Significant estimates with regard to these financial statements include the estimate of proved oil and gas reserve quantities and the related present value of estimated future net cash flows there from and future net operating loss carryforwards available as reductions of income tax expense.

## Commitments and Contingencies

Liabilities for loss contingencies arising from claims, assessments, litigation or other sources are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated.

## Segment Information

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GULFPORT ENERGY CORPORATION  
NOTES TO FINANCIAL STATEMENTS  
DECEMBER 31, 2002 AND 2001  
CONTINUED

The Company's only revenue generating activity is the production and sale of oil and gas from properties located on the Louisiana Gulf Coast. Therefore, no reporting of business segments has been included in these financial statements or the notes thereto.

## 2. INSURANCE SETTLEMENT RECEIVABLE

Hurricane Lili hit the southern gulf coast of Louisiana on October 3, 2002 with estimated sustained winds over 120 miles per hour and a 9- foot tidal surge. The eye of the hurricane came on shore directly East of Gulfport's WCBB field. The storm caused significant damage to the Company's production facilities and the WCBB field. The total cost to restore production to the

field was estimated by the Company's personnel and insurance carrier to be \$3,510,000. As of December 31, 2002, the Company had received a \$1,000,000 advance payment from its insurance carrier in order to commence repairs to the field and facility. The remaining \$2,510,000 in insurance settlement proceeds was received during early 2003 and is included in the accompanying balance sheet as "Insurance settlement receivable" at December 31, 2002.

3. ACCOUNTS RECEIVABLE - RELATED PARTY

Included in the accompanying December 31, 2002 balance sheet are amounts receivable from entities that have similar controlling interests as those controlling the Company. These receivables represent amounts billed by the Company for general and administrative functions performed by Gulfport's personnel on behalf of the related party companies. During 2002 and 2001, Gulfport reduced its corresponding expenses by \$250,000, and \$325,000, respectively, billed to the companies for performance of these services.

4. PROVISION FOR ALLOWANCE FOR DOUBTFUL ACCOUNTS

A summary of the activity in the allowance for doubtful accounts for the year ended December 31, 2002 is as follows:

<TABLE>  
<CAPTION>  
<S>

	<C>
Balance, beginning of the year	\$ 239,000
Provision for bad debts	87,000
Bad debts written off	(87,000)
	-----
Balance, end of year	\$ 239,000
	=====

</TABLE>

Charges to bad debt expense totaling \$87,000 were made during the year ended December 31, 2002. No charges to bad debt expense were made during the year ended December 31, 2001.

5. PROPERTY AND EQUIPMENT

The major categories of property and equipment and related accumulated depreciation, depletion and amortization as of December 31, 2002 are as follows:

F-9  
GULFPORT ENERGY CORPORATION  
NOTES TO FINANCIAL STATEMENTS  
DECEMBER 31, 2002 AND 2001  
CONTINUED

<TABLE>  
<CAPTION>  
<S>

	<C>
Oil and gas properties	\$ 109,480,000
Office furniture and fixtures	1,395,000
Building	217,000
Land	260,000
	-----
Total property and equipment	\$ 111,352,000
	-----
Accumulated depreciation, depletion, amortization and impairment reserve	(72,846,000)
	-----
Property and equipment, net	\$ 38,506,000
	=====

</TABLE>

Included in oil and gas properties at December 31, 2002 are \$1,633,000 in general and administrative costs incurred and capitalized to the full cost pool. General and administrative costs capitalized to the full cost pool represent management's estimate of costs incurred directly related to exploration and development activities such as geological costs and other administrative costs associated with overseeing the exploration and development activities. All general and administrative costs not directly associated with exploration and development activities were charged to expense as they were incurred.

6. OTHER ASSETS

Other assets as of December 31, 2002 consist of the following:

<TABLE>  
<CAPTION>  
<S>

Plugging and abandonment escrow account	<C>
---	-----

on the WCBB properties (Note 19)	\$ 2,514,000
CD's securing Letter of credit	200,000
Deposits	111,000
	-----
	\$ 2,825,000
	=====

</TABLE>

7. ACCRUED PAYABLE - ROYALTY AUDIT

During the third quarter of 2002, the Company underwent a royalty audit which was conducted by the State of Louisiana. The audit covered the period from January 1, 1999 through December 31, 2001. The Company was notified during the fourth quarter of 2002 that the total amount to be paid as a result of the audit was \$492,000, including \$146,000 in penalties and interest. The total amount payable has been included in the accompanying balance sheet as "Accrued payable - royalty audit" at December 31, 2002. The portion of the total amount to be paid which is attributable to royalties has been included in "Operating expenses", while the portion attributable to penalties and interest have been included in "General and administrative" expenses in the accompanying statements of operations for the year ended December 31, 2002, respectively.

F-10  
GULFPORT ENERGY CORPORATION  
NOTES TO FINANCIAL STATEMENTS  
DECEMBER 31, 2002 AND 2001  
CONTINUED

8. LONG-TERM DEBT

Long-term debt as of December 31, 2002 is as follows:

<TABLE>

<CAPTION>

Note payable to bank, payable in monthly payments of \$2,900, including interest at 9.5%, concluding May, 2004,

<S>	collateralized by land and building.	<C> \$ 140,000
		-----
	Total	140,000
	Less - current maturities of long-term debt	(22,000)
		-----
	Debt reflected as long-term	\$ 118,000
		=====

</TABLE>

Following are the maturities of long-term debt for each of the next two years:

<TABLE>

<CAPTION>

<S>		<C>
	2003	\$ 22,000
	2004	118,000
		-----
		\$ 140,000
		=====

</TABLE>

Building Loan

In 1996, the Company purchased a building in Lafayette, Louisiana to be used as Gulfport's Louisiana headquarters. The building is 12,480 square feet with approximately 6,180 square feet of finished office area and 6,300 square feet of warehouse space. This building allows Gulfport to provide office space for Louisiana personnel, have access to meeting space close to the fields and to maintain a corporate presence in Louisiana.

9. NOTE PAYABLE - RELATED PARTY

On March 29, 2002, the outstanding balance of the Company's note payable to Gulfport Funding, LLC ("Gulfport Funding"), along with all accumulated interest due on the note, were retired through Gulfport Funding's participation in the Company's Private Placement Offering as described in Note 11.

10. REVOLVING LINE OF CREDIT

On June 20, 2002, the Company entered into a line of credit with Bank of Oklahoma. Under the terms of the new agreement, the Company was extended a commitment to borrow up to \$2,300,000. Amounts borrowed under the line bear interest at Chase Manhattan Prime plus 1%, with payments of interest on outstanding balances due monthly beginning August 1, 2002. Any principal amounts borrowed under the line will be due on July 1, 2003. As of December 31, 2002, no amounts had been borrowed under this line.

F-11  
 GULFPORT ENERGY CORPORATION  
 NOTES TO FINANCIAL STATEMENTS  
 DECEMBER 31, 2002 AND 2001  
 CONTINUED

11. COMMON STOCK OPTIONS, WARRANTS AND CHANGES IN CAPITALIZATION

Options

The Company sponsors the 1999 Stock Option Plan (the "Plan"), which is administered by the Compensation Committee (the "Committee") of the Board of Directors of the Company. Under the terms of the Plan, the Committee may determine: to which eligible participants options shall be granted, the number of shares covered by such options, the purchase price or exercise price of such options, the vesting period of such options and the exercisable period of such options. Eligible participants are defined as (i) all directors of the Company; (ii) all officers of the Company; and (iii) all key employees of the Company with a customary work week of at least 40 hours in the employ of the Company. The maximum number of shares for which options may be granted under the Plan, as adjusted for changes in capitalization which have taken place since the Plan's adoption, is 883,000.

The Company accounts for stock options under Statement of Financial Accounting Standards ("SFAS") No. 123, "Accounting for Stock-Based Compensation" as amended by SFAS No. 148, "Accounting for Stock-Based Compensation - Transition and Disclosure". Presented below is a summary of the status of stock options and related activity for the years ended December 31, 2002 and 2001:

<TABLE>  
 <CAPTION>

	Shares	Weighted Average Exercise Price per Share
	-----	-----
<S>	<C>	<C>
Options outstanding at December 31, 2000	609,105	\$ 2.00
Granted	-	-
Exercised	(1,750)	2.00
Forfeited/expired	-	-
	-----	-----
Options outstanding at December 31, 2001	607,355	\$ 2.00
Granted	10,000	2.00
Exercised	-	-
Forfeited/expired	-	-
	-----	-----
Options outstanding at December 31, 2002	617,355	\$ 2.00
	=====	=====

</TABLE>

All options granted, exercised and outstanding have an exercise price of \$2.00.

The Company granted an employee 10,000 common stock options with an exercise price of \$2.00 per share and an effective date of August 1, 2002. The options vest 35% in August 2003 and 35% in August 2004 with the remaining vesting in August 2005. The option agreement provides for pro rata adjustments to the options granted if the Company at any time increases the number of outstanding shares or otherwise alters its capitalization.

The fair value of each option grant is estimated on the date of grant using the Black-Scholes option-pricing model with the following assumptions used for options granted during 2002: dividend yield of 0%, as Gulfport has never declared dividends on its common stock; expected volatility of 50%; risk-free interest rates of 5.5%; and an expected life of 5 years. Based upon these assumptions, the fair value of the options granted during 2002 was \$1.84. As a result, no compensation expense was recognized upon issuance of these options.

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 GULFPORT ENERGY CORPORATION  
 NOTES TO FINANCIAL STATEMENTS  
 DECEMBER 31, 2002 AND 2001  
 CONTINUED

No options were granted during the year ended December 31, 2001.

Options outstanding at December 31, 2002 totaled 617,355. Of this total, 508,430 options were exercisable at December 31, 2002, with the remaining options vesting in future periods.

#### Warrants

In accordance with the origination of the note payable to Gulfport Funding (retired during 2002 as discussed in Note 9), the Company issued 108,625 warrants to CD Holdings, LLC. The exercise price of these warrants is \$5.25 and was estimated as the average closing price of the Company's common stock for the five days following the issuance of the warrants. The warrant agreement provides for pro rata adjustments to the number of warrants granted if the Company at any time increases the number of outstanding shares or otherwise adjusts its capitalization.

Also, on July 11, 2002, 1,163,195 previously exercisable warrants expired. The issuance of these warrants had stemmed from a reorganization which took place in 1997.

#### Private Placement Offering

In March 2002, the Company commenced a Private Placement Offering of \$10.0 million dollars consisting of 10,000 Units. Each Unit consists of (i) one (1) share of Cumulative Preferred Stock, Series A, of the Company (Preferred) and (ii) a warrant to purchase up to 250 shares of common stock, par value \$0.01 per share. Dividends shall accrue on the Preferred Stock prior to the Mandatory Redemption Date (as defined below) at the rate of 12% per annum payable quarterly in cash or, at the option of the Company for a period not to exceed two (2) years from the Closing Date, payable in whole or in part in additional shares of the Preferred based on the Liquidation Preference (as defined below) of the Preferred at the rate of 15% per annum. No other dividends shall be declared or shall accrue on the Preferred. To the extent funds are legally available, the Company is obligated to declare and pay the dividends on the Preferred. The Warrants have a term of ten (10) years and an exercise price of \$4.00. The Company is required to redeem the Preferred on the fifth anniversary of the first issuance and the Company may at its sole option, choose to redeem the Preferred at any time before the expiration of the five years.

Two-thirds of the Preferred Stockholders can affect any Company action which would effect their preference position. The Preferred cannot be sold or transferred by its holders and the Company must use its best efforts to register with the Securities and Exchange Commission ("SEC") the common stock issued in connection with the exercise of the Warrants or, if possible, piggyback the issued common stock if the Company participates in a public offering with the SEC.

The Offering was made available to stockholders and affiliates of the Company as of December 31, 2001 who were known to be accredited investors by the Company. Purchasers were able to participate up to their pro rata share of

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GULFPORT ENERGY CORPORATION  
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CONTINUED

ownership in the Company as of December 31, 2001. The Offering's initial closing began March 29, 2002 and continued until April 15, 2002, with a total subscription of \$9,292,000 or 9,921.85 units.

On March 29, 2002, Gulfport Funding, LLC, participated in the Offering through a conversion of its \$3.0 million dollar loan along with the accumulated interest due from the Company for 3,262.98 Units. Additionally, on March 29, 2002 entities controlled by the majority shareholder initially funded a share of the Preferred Offering in the amount of \$2,738,000.

#### 12. DIVIDENDS ON SERIES A PREFERRED STOCK

As discussed in Note 11, the Company may, at its option, accrue additional shares of Preferred for the payment of dividends at a rate of 15% per annum during the initial two years following the closing date of its Offering. The Company has chosen to do so for the quarterly periods ending June 30, September 30, and December 31, 2002 and has therefore accrued additional shares payable totaling \$1,066,000 at December 31, 2002 related to the Preferred Stock Series A shares issued and outstanding during those time periods. These dividends payable were calculated based upon the Preferred's \$1,000 per share redemptive value and are reflected as "Series A preferred stock" in the accompanying balance sheet.

#### 13. FAIR VALUE OF FINANCIAL INSTRUMENTS

All financial instruments carried as assets and liabilities on the

accompanying balance sheet at December 31, 2002 are carried at cost, which approximates market value. The outstanding shares of Series A preferred stock have been stated on the accompanying balance sheet at their redemptive value of \$1,000 per share.

14. CASTEX BACK-IN

Gulfport sold its interest in the Bayou Penchant, Bayou Pigeon, Deer Island and Golden Meadow fields to Castex Energy 1996 Limited Partnership (Castex) effective April 1, 1998 subject to a 25% reversionary interest in the partnership after Castex had received 100% of the initial investment. Castex informed Gulfport that the investment had paid out effective September 1, 2001. In lieu of a 25% interest in the partnership, Gulfport elected to take a proportionately reduced 25% working interest in the properties. During March 2002, the Company received approximately \$220,000 from Castex which the Company believes consists of sales income for the period after payout net of operating expenses, although the Company has not received confirmation of such. As a result, this amount received has been included in the accompanying statements of operations for the year ended December 31, 2002 as "Other income".

15. SETTLEMENT OF DISPUTED AMOUNTS

During the second quarter of 2001, the Company reached a settlement with Texaco Exploration and Production, Inc. ("Texaco") regarding previously disputed amounts, some of which date back to periods which were prior to the Company's reorganization. The Company's net gain resulting from this settlement is included in the accompanying statement of income for the year ended December 31, 2001, as "Gain on Settlement of Disputed Amounts" in the amount of \$754,000.

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GULFPORT ENERGY CORPORATION  
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CONTINUED

Also included on "Gain on Settlement of Disputed Amounts" for the year ended December 31, 2001, were items previously recorded as accounts payable totaling \$1,167,000 which were also settled or had expired by December 31, 2001. Included in this total were certain tax claims of \$372,000 dating back to a reorganization which took place during 1997 and which management believed would not be asserted, as well as \$795,000 in funds which the Company had previously classified as accounts payable because it believed these funds exceeded its share of revenues on properties which it owns.

16. INCOME TAXES

A reconciliation of the statutory federal income tax amount to the recorded expense follows:

<TABLE>  
<CAPTION>

	2002	2001
	-----	-----
<S> Income before federal income taxes	\$ 441,000	\$ 5,417,000
	-----	-----
Expected income tax at statutory rate	176,000	2,167,000
Net operating loss carryforward utilized	(176,000)	(2,167,000)
Other deferred tax assets utilized	-	-
	-----	-----
Income tax expense recorded	\$ -	\$ -
	=====	=====

</TABLE>

The tax effects of temporary differences and net operating loss carryforwards, which give rise to deferred tax assets at December 31, 2002 are estimated as follows:

<TABLE>  
<CAPTION>  
<S>

	<C>
Net operating loss carryforward	\$ 36,356,000
Oil and gas property basis difference	12,540,000
	-----
Total deferred tax asset	48,896,000
Valuation allowance	(48,896,000)
	-----
Net deferred tax asset (liability)	\$ -
	=====

</TABLE>

The Company has an available tax net operating loss carry forward estimated

at approximately \$90,890,000 as of December 31, 2002. This carryforward will begin to expire in the year 2013.

17. NET INCOME (LOSS) PER COMMON SHARE

A reconciliation of the components of basic and diluted net income (loss) per common share is presented in the table below:

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GULFPORT ENERGY CORPORATION  
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CONTINUED

<TABLE>  
<CAPTION>

	2002			2001		
	Income (loss)	Shares	Per Share	Income (loss)	Shares	Per Share
Basic:						
Income (loss) attributable to						
<S> common stock	<C> \$ (625,000)	<C> 10,146,566	<C> \$(0.06) =====	<C> \$5,417,000	<C> 10,146,112	<C> \$0.53 =====
Effect of dilutive securities:						
Stock options	-	-		-	342,261	
Diluted:						
Income (loss) attributable to common stock, after assumed dilutions	\$ (625,000) =====	10,146,566 =====	\$(0.06) =====	\$5,417,000 =====	10,488,373 =====	\$0.52 =====

</TABLE>

Common stock equivalents not included in the 2001 calculation of diluted income (loss) per share are 1,163,195 warrants issued in 1997. Also not included in the calculation of 2001 diluted earnings per share are 108,625 warrants issued in connection with the Company's line of credit with Gulfport Funding, as discussed in Note 11. These potential common shares were not considered in the calculations due to their anti-dilutive effect during the periods presented.

18. RELATED PARTY TRANSACTIONS

In the ordinary course of business, the Company conducts business activities with a substantial number of its shareholders.

DLB Oil & Gas, Inc. ("DLB") and Wexford Management LLC ("Wexford") were, along with Gulfport, co-proponents in a 1997 plan of reorganization. During April of 1998, DLB distributed all of its shares in the Company to its shareholders prior to DLB's acquisition by Chesapeake Energy Corporation. As a result of this distribution, Charles Davidson, Mike Liddell and Mark Liddell collectively received 37.5% of the Company's stock. As of December 31, 2002, Wexford and its affiliates owned approximately 17.7% of Gulfport's issued outstanding stock. Charles Davidson, Mike Liddell and the Estate of Mark Liddell own collectively 52.6% of the Company's outstanding stock as of December 31, 2002.

19. COMMITMENTS

Office Lease

On August 8, 2002, the Company executed a 60-month lease on 12,035 square feet of office space which commenced on November 15, 2002. Payments due under the lease during its term are as follows:

<TABLE>  
<CAPTION>

For the 12 months ended December 31:

<S>	<C>
2003	\$ 217,000
2004	217,000
2005	216,000
2006	216,000
2007	181,000



Total \$1,047,000  
=====

</TABLE>

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GULFPORT ENERGY CORPORATION  
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CONTINUED

Payments made under this lease during the year ended December 31, 2002 totaled \$27,000. Rental expense for all operating leases for the years ended December 31, 2002 and 2001 totaled \$165,000 and \$127,000, respectively.

Plugging and Abandonment Funds

In connection with the acquisition of the remaining 50% interest in the WCBB properties, the Company assumed the obligation to contribute approximately \$18,000 per month through March, 2004, to a plugging and abandonment trust and the obligation to plug a minimum of 20 wells per year for 20 years commencing March 11, 1997. Texaco retained a security interest in production from these properties until abandonment obligations to Texaco have been fulfilled. Once the plugging and abandonment trust is fully funded, the Company can access it for use in plugging and abandonment charges associated with the property. As of December 31, 2002 the plugging and abandonment trust totaled \$2,514,000, including interest received during 2002 of approximately \$29,000.

In March 2002, Gulfport began to fulfill its yearly plugging commitment of 20 wells at WCBB for the twelve-month period ending March 31, 2002. As of the date of this filing, the pluggings were completed.

In July 2002, the Company commenced its plugging commitment program for the twelve-month period ending March 31, 2003. As of the date of this filing, the pluggings were completed. A total of 22 wells were plugged.

Texaco Global Settlement

Pursuant to the terms of a global settlement between Texaco and the State of Louisiana which includes the State Lease No. 50 portion of Gulfport's East Hackberry Field, Gulfport was obligated to commence drilling a well or other qualifying development operation on certain non-producing acreage in the field prior to March 1998. Because of prevailing market conditions during 1998, the Company believed it was commercially impractical to shoot seismic or commence drilling operations on the subject property. As a result, Gulfport has agreed to surrender approximately 440 non-producing acres in this field to the State of Louisiana. At December 31, 2002, Gulfport was in the process of releasing these properties to the State of Louisiana.

Contributions to 401(k) Plan

Gulfport sponsors a 401(k) and Profit Sharing plan under which eligible employees may contribute up to 15% of their total compensation through salary deferrals. Also under these plans, the Company will make a contribution each calendar year on behalf of each employee equal to at least 3% of his or her salary, regardless of the employee's participation in salary deferrals. During the years ended December 31, 2002 and 2001, Gulfport incurred \$56,000 and \$20,000, respectively, in contributions expense related to this plan.

Employment Agreement

At December 31, 2002, Gulfport had an employment agreement with its Chief Executive Officer. This agreement expires June 1, 2004, and calls for an annual salary of \$200,000, which may be adjusted for cost of living increases.

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20. CONTINGENCIES

Other Litigation

The Company has been named as a defendant on various other litigation matters. The ultimate resolution of these matters is not expected to have a material adverse effect on the Company's financial condition or results of operations for the periods presented in the financial statements.

Concentration of Credit Risk

Gulfport operates in the oil and gas industry principally in the state of Louisiana with sales to refineries, re-sellers such as pipeline companies, and local distribution companies. While certain of these customers are affected by

periodic downturns in the economy in general or in their specific segment of the oil and gas industry, Gulfport believes that its level of credit-related losses due to such economic fluctuations has been immaterial and will continue to be immaterial to the Company's results of operations in the long term. During 2002, Gulfport wrote off bad debts of \$87,000. No bad debt expense was incurred during 2001.

The Company maintains cash balances at several banks. Accounts at each institution are insured by the Federal Deposit Insurance Corporation up to \$100,000. At December 31, 2002 Gulfport held cash in excess of insured limits in these banks totaling \$1,007,000.

During the year ended December 31, 2002, approximately 97% of Gulfport's revenues from oil and gas sales were attributable to four purchasers: Gulfmark Energy Inc., Williams Marketing and Trading, Shell Trading, and Equiva Trading Company. During the year ended December 31, 2001, approximately 86% of Gulfport's revenues from oil and gas sales were attributable to Gulfmark Energy Inc.

#### 21. LITIGATION TRUST ENTITY

Pursuant to the Company's 1997 plan of reorganization, all of Gulfport's possible causes of action against third parties (with the exception of certain litigation related to recovery of marine and rig equipment assets and claims against Tri-Deck), existing as of the effective date of that plan, were transferred into a "Litigation Trust" controlled by an independent party for the benefit of most of the Company's existing unsecured creditors. The litigation related to recovery of marine and rig equipment and the Tri-Deck claims were subsequently transferred to the Litigation Trust as described below.

The Litigation Trust was funded by a \$3,000,000 cash payment from the Company, which was made on the effective date of reorganization. Gulfport owns a 12% interest in the Litigation Trust with the other 88% being owned by the former general unsecured creditors of Gulfport. For financial statement reporting purposes, Gulfport has not recognized the potential value of recoveries which may ultimately be obtained, if any, as a result of the actions of the Litigation Trust, treating the entire \$3,000,000 payment as a reorganization cost at the time of Gulfport's reorganization.

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On January 20, 1998, Gulfport and the Litigation Trust entered into a Clarification Agreement whereby the rights to pursue various claims reserved by Gulfport under the plan of reorganization were assigned to the Litigation Trust. In connection with this agreement, the Litigation Trust agreed to reimburse the Company \$100,000 for legal fees Gulfport had incurred in connection these claims. As additional consideration for the contribution of this claim to the Litigation Trust, Gulfport is entitled to 20% to 80% of the net proceeds from these claims.

During 2002, Gulfport received \$160,000 in proceeds from the Litigation Trust. There were no funds received from the Litigation Trust during the year ended December 31, 2001.

#### 22. ACCOUNTING PRONOUNCEMENT

In August 2001, the Financial Accounting Standards Board ("FASB") issued SFAS No. 143, "Accounting for Asset Retirement Obligations". SFAS No. 143 requires entities to record the fair value of a liability for an asset retirement obligation in the period in which it is incurred. When the liability is initially recorded, the entity capitalizes a cost by increasing the carrying amount of the related long-lived asset. Over time, the liability is accreted to its present value each period and the capitalized cost is depreciated over the useful life of the related asset. Upon settlement of the liability, an entity either settles the obligation for its recorded amount or incurs a gain or loss upon settlement. The Company is required to implement SFAS No. 143 beginning January 1, 2003.

At the date of this filing, the Company was in the process of determining the effect of implementation on the Company's financial statements. However, as a result of the acquisition of the remaining 50% interest in the WCBB properties in 1997 and the assumption of the corresponding obligation to contribute approximately \$18,000 per month through March 2004 to a plugging and abandonment trust as discussed in Note 19, the Company has contributed approximately \$2,514,000 to date toward future abandonment costs and believes the total amount funded in the plugging and abandonment trust through March 2004 will mostly satisfy the abandonment obligations required by SFAS No. 143.

#### 23. SUPPLEMENTAL INFORMATION ON OIL AND GAS EXPLORATION AND PRODUCTION ACTIVITIES (UNAUDITED)

The following is historical revenue and cost information relating to the

Company's oil and gas operations located entirely in the southeastern United States:

Capitalized Costs Related to Oil and Gas Producing Activities

<TABLE>	
<CAPTION>	
<S>	<C>
Proven Properties	\$109,480,000
Accumulated depreciation, depletion amortization and impairment reserve	(71,791,000)
	-----
Proven properties, net	\$ 37,689,000
	=====

</TABLE>

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GULFPORT ENERGY CORPORATION  
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DECEMBER 31, 2002 AND 2001  
CONTINUED

Costs Incurred in Oil and Gas Property Acquisition and Development Activities

<TABLE>		
<CAPTION>		
	2002	2001
	-----	-----
<S>	<C>	<C>
Acquisition	\$ 63,000	\$ -
Development of Proved Undeveloped Reserves	5,270,000	8,709,000
Exploratory	126,000	233,000
Recompletions/Workovers	3,054,000	3,762,000
	-----	-----
Total	\$ 8,513,000	\$ 12,704,000
	=====	=====

</TABLE>

Results of Operations for Producing Activities

The following schedule sets forth the revenues and expenses related to the production and sale of oil and gas. The income tax expense is calculated by applying the current statutory tax rates to the revenues after deducting costs, which include depreciation, depletion and amortization allowances, after giving effect to the permanent differences. The results of operations exclude general office overhead and interest expense attributable to oil and gas production.

<TABLE>		
<CAPTION>		
	2002	2001
	-----	-----
<S>	<C>	<C>
Revenues	\$11,829,000	\$15,458,000
Production costs	(6,474,000)	(6,517,000)
Depletion	(3,106,000)	(3,512,000)
	-----	-----
	2,249,000	5,429,000
	-----	-----
Income tax expense		
Current	900,000	2,172,000
Deferred	(900,000)	(2,172,000)
	-	-
	-----	-----
Results of operations from producing activities	\$ 2,249,000	\$ 5,429,000
	=====	=====

</TABLE>

Oil and Gas Reserves

The following table presents estimated volumes of proven and proven undeveloped oil and gas reserves as of December 31, 2002 and 2001 and changes in proven reserves during the last three years, assuming continuation of economic conditions prevailing at the end of each year. Volumes for oil are stated in thousands of barrels (MBbls) and volumes for gas are stated in millions of cubic feet (MMCF). The weighted average prices at December 31, 2002 used for reserve report purposes are \$31.20 and \$4.74, adjusted by lease for transportation fees and regional price differentials, for oil and gas reserves, respectively.

Gulfport emphasizes that the volumes of reserves shown below are estimates which, by their nature, are subject to revision. The estimates are made using all available geological and reservoir data, as well as production performance data. These estimates are reviewed annually and revised, either upward or

downward, as warranted by additional performance data.

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GULFPORT ENERGY CORPORATION  
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CONTINUED

<TABLE>  
<CAPTION>

	2002		2001	
	Oil	Gas	Oil	Gas
Proven Reserves				
<S> Beginning of the period	24,823	24,725	22,098	18,188
Purchases in oil and gas reserves in place	-	-	-	-
Extensions, discoveries and other additions	-	-	-	-
Revisions of prior reserve estimates	(1,354)	(6,112)	3,320	6,608
Current production	(464)	(103)	(595)	(71)
Sales of oil and gas reserves in place	-	-	-	-
End of period	23,005	18,510	24,823	24,725
Proven developed reserves	3,232	3,773	3,745	3,499

</TABLE>

Discounted Future Net Cash Flows

Estimates of future net cash flows from proven oil and gas reserves were made in accordance with SFAS No. 69, "Disclosures about Oil and Gas Producing activities." The following tables present the estimated future cash flows, and changes therein, from Gulfport's proven oil and gas reserves as of December 31, 2002 and 2001, assuming continuation of economic conditions prevailing at the end of each year.

Standardized Measure of Discounted Future Net Cash Flows Relating to Proven Oil and Gas Reserves

<TABLE>  
<CAPTION>

	Year ended December 31,	
	2002	2001
<S> Future cash flows	\$768,573,000	\$522,246,000
Future development costs	(130,762,000)	(132,310,000)
Future production costs	(87,370,000)	(88,373,000)
Future production taxes	(87,692,000)	(53,247,000)
Future net cash flows before income taxes	462,749,000	248,316,000
10% discount to reflect timing of cash flows	(217,417,000)	(117,919,000)
Discounted future net cash flows	245,332,000	130,397,000
Future income taxes, net of 10% discount	(34,294,000)	(1,475,000)
Standardized measure of discounted future net cash flows	\$211,038,000	\$128,922,000

</TABLE>

In order to develop its proved undeveloped reserves according to the drilling schedule used by the engineers in Gulfport's reserve report, the Company will need to spend \$8,024,000, \$7,430,000 and \$11,716,000 during years 2003, 2004 and 2005 respectively.

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Changes in Standardized Measure of Discounted Future Net Cash Flows Relating to

Proven Oil and Gas Reserves

<TABLE>  
<CAPTION>

	Year ended December 31,	
	2002	2001
Sales and transfers of oil and gas		
<S> produced, net of production costs	<C> \$ (5,355,000)	<C> \$ (8,941,000)
Net changes in prices and production costs	265,326,000	(344,592,000)
Acquisition of oil and gas reserves in place, less related production costs	-	-
Extensions, discoveries and improved recovery, less related costs	-	-
Revisions of previous quantity estimates, less related production costs	(45,538,000)	117,930,000
Sales of reserves in place	-	-
Accretion of discount	(99,498,000)	85,106,000
Net changes in income taxes	(32,819,000)	66,562,000
Other	-	-
	-----	-----
Total change in standardized measure of discounted future net cash flows	\$ 82,116,000	\$ (83,935,000)
	=====	=====

</TABLE>

Comparison of Standardized Measure of Discounted Future Net Cash Flows to the Net Carrying Value of Proven Oil and Gas Properties at December 31, 2002 is as follows:

<TABLE>  
<CAPTION>

<S> Standardized measure of discounted future and net cash flows	<C> \$211,038,000
	-----
Proven oil and gas properties	109,480,000
Less accumulated depreciation, depletion, amortization and impairment reserve	(71,791,000)
	-----
Net carrying value of proven oil and gas properties	37,689,000
	-----
Standardized measure of discounted future net cash flows in excess of net carrying value of proven oil and gas properties	\$173,349,000
	=====

</TABLE>

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CERTIFICATION

I, Mike Liddell, Chief Executive Officer of Gulfport Energy Corporation, certify that:

1. I have reviewed this annual report on Form 10-KSB of Gulfport Energy Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statement made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
  - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this report (the "Evaluation Date"); and

- c) presented in this report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

- a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
- b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: March 31, 2003

/s/ Mike Liddell

-----  
Mike Liddell  
Chief Executive Officer

#### CERTIFICATION OF PERIODIC REPORT

I, Mike Liddell, Chief Executive Officer of Gulfport Energy Corporation, certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that, to the best of my knowledge:

(1) the Annual Report on Form 10-KSB of the Company for the Annual period ended December 31, 2002 (the "Report") fully complies with the requirements of Section 13 (a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78M or 78o(d); and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: March 31, 2003

/s/ Mike Liddell

-----  
Mike Liddell  
Chief Executive Officer

#### CERTIFICATION

I, Michael G. Moore, Chief Financial Officer of Gulfport Energy Corporation, certify that:

1. I have reviewed this annual report on Form 10-KSB of Gulfport Energy Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statement made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a----14 and 15d-14) for the registrant and we have:

- a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within

those entities, particularly during the period in which this report is being prepared;

- b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this report (the "Evaluation Date"); and
- c) presented in this report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

- a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
- b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Dated: March 31, 2003

/s/ Mike Moore

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Mike Moore  
Chief Financial Officer

CERTIFICATION OF PERIODIC REPORT

I, Michael G. Moore, Chief Financial Officer of Gulfport Energy Corporation, certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that, to the best of my knowledge:

- (1) the Annual Report on Form 10-KSB of the Company for the annual period ended December 31, 2002 (the "Report") fully complies with the requirements of Section 13 (a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78M or 78o(d)); and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: March 31, 2003

/s/ Mike Moore

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Mike Moore  
Chief Financial Officer