

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 6)

GULFPORT ENERGY CORPORATION  
(Name of issuer)

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

402635-10-6  
(CUSIP number)

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

March 29, 2002  
(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because ss.ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [ ] .

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

<TABLE>

<CAPTION>

CUSIP No. 402635-10-6

<S>	<C>	<C>
1.	Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (entities only) (Intentionally Omitted)	Wexford Capital LLC
2.	Check the Appropriate Box if a Member of a Group (See Instructions)	(a) [x] (b) [ ]
3.	SEC Use Only	
4.	Source of Funds (See Instructions)	AF
5.	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)	[ ]
6.	Citizenship or Place of Organization	Connecticut
	Number of Shares Beneficially	7. Sole Voting Power 0

Owned by Each Reporting Person With	8.	Shared Voting Power (see Item 5 below)	2,258,343
	9.	Sole Dispositive Power	0
	10.	Shared Dispositive Power (see Item 5 below)	2,258,343
<hr/>			
11.	Aggregate Amount Beneficially Owned by Each Reporting Person		2,258,343
<hr/>			
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)		[ ]
<hr/>			
13.	Percent of Class Represented by Amount in Row (11)		21.3%
<hr/>			
14.	Type of Reporting Person (See Instructions)		00

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CUSIP No. 402635-10-6

<S>	<C>	<C>	
1.	Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (entities only) (Intentionally Omitted)		Wexford Spectrum Investors LLC
<hr/>			
2.	Check the Appropriate Box if a Member of a Group (See Instructions)		(a) [x] (b) [ ]
<hr/>			
3.	SEC Use Only		
<hr/>			
4.	Source of Funds (See Instructions)		WC
<hr/>			
5.	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)		[ ]
<hr/>			
6.	Citizenship or Place of Organization		Delaware
<hr/>			
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power	0
	8.	Shared Voting Power (see Item 5 below)	14,108
	9.	Sole Dispositive Power	0
	10.	Shared Dispositive Power (see Item 5 below)	14,108
<hr/>			
11.	Aggregate Amount Beneficially Owned by Each Reporting Person		14,108
<hr/>			
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)		[ ]
<hr/>			
13.	Percent of Class Represented by Amount in Row (11)		0.1%
<hr/>			
14.	Type of Reporting Person (See Instructions)		00

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CUSIP No. 402635-10-6

<S>	<C>	<C>
1.	Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (entities only) (Intentionally Omitted)	Wexford Spectrum Advisors, LLC
2.	Check the Appropriate Box if a Member of a Group (See Instructions)	(a) [x] (b) [ ]
3.	SEC Use Only	
4.	Source of Funds (See Instructions)	AF
5.	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)	[ ]
6.	Citizenship or Place of Organization	Delaware
	Number of Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power 0 8. Shared Voting Power (see Item 5 below) 14,108 9. Sole Dispositive Power 0 10. Shared Dispositive Power (see Item 5 below) 14,108
11.	Aggregate Amount Beneficially Owned by Each Reporting Person	14,108
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)	[ ]
13.	Percent of Class Represented by Amount in Row (11)	0.1%
14.	Type of Reporting Person (See Instructions)	OO

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CUSIP No. 402635-10-6

<S>	<C>	<C>
1.	Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (entities only) (Intentionally Omitted)	Wexford Special Situations 1996, L.P.
2.	Check the Appropriate Box if a Member of a Group (See Instructions)	(a) [x] (b) [ ]
3.	SEC Use Only	

4. Source of Funds (See Instructions) WC

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

6. Citizenship or Place of Organization Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power	0
	8. Shared Voting Power (see Item 5 below)	770,992
	9. Sole Dispositive Power	0
	10. Shared Dispositive Power (see Item 5 below)	770,992

11. Aggregate Amount Beneficially Owned by Each Reporting Person 770,992

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

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

14. Type of Reporting Person (See Instructions) PN

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CUSIP No. 402635-10-6

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

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

3. SEC Use Only

4. Source of Funds (See Instructions) WC

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

6. Citizenship or Place of Organization Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power	0
	8. Shared Voting Power (see Item 5 below)	129,375
	9. Sole Dispositive Power	0

11.	Aggregate Amount Beneficially Owned by Each Reporting Person	129,375
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)	[ ]
13.	Percent of Class Represented by Amount in Row (11)	1.3%
14.	Type of Reporting Person (See Instructions)	PN

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CUSIP No. 402635-10-6

<S>	<C>	<C>
1.	Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (entities only) (Intentionally Omitted)	Wexford Advisors LLC
2.	Check the Appropriate Box if a Member of a Group (See Instructions)	(a) [x] (b) [ ]
3.	SEC Use Only	
4.	Source of Funds (See Instructions)	AF
5.	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)	[ ]
6.	Citizenship or Place of Organization	Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power	0
	8. Shared Voting Power (see Item 5 below)	934,978
	9. Sole Dispositive Power	0
	10. Shared Dispositive Power (see Item 5 below)	934,978

11.	Aggregate Amount Beneficially Owned by Each Reporting Person	934,978
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)	[ ]
13.	Percent of Class Represented by Amount in Row (11)	9.0%
14.	Type of Reporting Person (See Instructions)	OO

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CUSIP No. 402635-10-6

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

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

3. SEC Use Only

4. Source of Funds (See Instructions) AF

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

6. Citizenship or Place of Organization Delaware

Number of Shares	7. Sole Voting Power	0
Beneficially		
Owned by Each	8. Shared Voting Power (see Item 5 below)	202,504
Reporting		
Person With	9. Sole Dispositive Power	0
	10. Shared Dispositive Power (see Item 5 below)	202,504

11. Aggregate Amount Beneficially Owned by Each Reporting Person 202,504

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

13. Percent of Class Represented by Amount in Row (11) 2.0%

14. Type of Reporting Person (See Instructions) PN

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CUSIP No. 402635-10-6

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

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

3. SEC Use Only

4. Source of Funds (See Instructions) AF

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

6. Citizenship or Place of Organization Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power	0
	8. Shared Voting Power (see Item 5 below)	202,504
	9. Sole Dispositive Power	0
	10. Shared Dispositive Power (see Item 5 below)	202,504

11. Aggregate Amount Beneficially Owned by Each Reporting Person 202,504

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

13. Percent of Class Represented by Amount in Row (11) 2.0%

14. Type of Reporting Person (See Instructions) PN

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CUSIP No. 402635-10-6

<S>	<C>	<C>
1.	Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (entities only) (Intentionally Omitted)	Wexford Special Situations 1996 Limited

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

3. SEC Use Only

4. Source of Funds (See Instructions) WC

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

6. Citizenship or Place of Organization Cayman Islands

Number of Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power	0
	8. Shared Voting Power (see Item 5 below)	34,611
	9. Sole Dispositive Power	0
	10. Shared Dispositive Power (see Item 5 below)	34,611

11. Aggregate Amount Beneficially Owned by Each Reporting Person 34,611

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

13. Percent of Class Represented by Amount in Row (11) 0.3%

14. Type of Reporting Person (See Instructions) 00

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CUSIP No. 402635-10-6

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

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

3. SEC Use Only

4. Source of Funds (See Instructions) WC

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

6. Citizenship or Place of Organization Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power	0
	8. Shared Voting Power (see Item 5 below)	932,663
	9. Sole Dispositive Power	0
	10. Shared Dispositive Power (see Item 5 below)	932,663

11. Aggregate Amount Beneficially Owned by Each Reporting Person 932,663

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

13. Percent of Class Represented by Amount in Row (11) 9.0%

14. Type of Reporting Person (See Instructions) PN

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CUSIP No. 402635-10-6

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

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

3. SEC Use Only

4. Source of Funds (See Instructions) AF

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

6. Citizenship or Place of Organization Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power	0
	8. Shared Voting Power (see Item 5 below)	932,663
	9. Sole Dispositive Power	0
	10. Shared Dispositive Power (see Item 5 below)	932,663

11. Aggregate Amount Beneficially Owned by Each Reporting Person 932,663

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

13. Percent of Class Represented by Amount in Row (11) 9.0%

14. Type of Reporting Person (See Instructions) CO

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CUSIP No. 402635-10-6

<S> <C> <C>  
1. Names of Reporting Persons. Wexford Overseas Partners I, L.P.  
I.R.S. Identification Nos. of Above Persons (entities only)  
(Intentionally Omitted)

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

3. SEC Use Only

4. Source of Funds (See Instructions) WC

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

6. Citizenship or Place of Organization Cayman Islands

Number of Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power	0
	8. Shared Voting Power (see Item 5 below)	174,090
	9. Sole Dispositive Power	0
	10. Shared Dispositive Power (see Item 5 below)	174,090

11. Aggregate Amount Beneficially Owned by Each Reporting Person 174,090

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

13. Percent of Class Represented by Amount in Row (11) 1.7%

14. Type of Reporting Person (See Instructions) PN

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CUSIP No. 402635-10-6

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

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

3. SEC Use Only

4. Source of Funds (See Instructions) AF

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

6. Citizenship or Place of Organization Cayman Islands

Number of Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power	0
	8. Shared Voting Power (see Item 5 below)	174,090
	9. Sole Dispositive Power	0
	10. Shared Dispositive Power (see Item 5 below)	174,090

11. Aggregate Amount Beneficially Owned by Each Reporting Person 174,090

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

13. Percent of Class Represented by Amount in Row (11) 1.7%

14. Type of Reporting Person (See Instructions) 00

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<CAPTION>

CUSIP No. 402635-10-6

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

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

3. SEC Use Only

4. Source of Funds (See Instructions) WC

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

6. Citizenship or Place of Organization Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power	0
	8. Shared Voting Power (see Item 5 below)	4,721,032
	9. Sole Dispositive Power	0
	10. Shared Dispositive Power (see Item 5 below)	4,721,032

11. Aggregate Amount Beneficially Owned by Each Reporting Person 4,721,032

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

13. Percent of Class Represented by Amount in Row (11) 41.8%

14. Type of Reporting Person (See Instructions) 00

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CUSIP No. 402635-10-6

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

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

3. SEC Use Only

4. Source of Funds (See Instructions) AF

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

6. Citizenship or Place of Organization United States

Number of Shares	7. Sole Voting Power	5,505,305
Beneficially		
Owned by Each	8. Shared Voting Power (see Item 5 below)	2,258,343
Reporting		
Person With	9. Sole Dispositive Power	5,505,305
	10. Shared Dispositive Power (see Item 5 below)	2,258,343

11. Aggregate Amount Beneficially Owned by Each Reporting Person 7,763,648

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

13. Percent of Class Represented by Amount in Row (11) 66.0%

14. Type of Reporting Person (See Instructions) IN

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<TABLE>

<CAPTION>

CUSIP No. 402635-10-6

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

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

3. SEC Use Only

4. Source of Funds (See Instructions) AF

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

6. Citizenship or Place of Organization United States

Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power	0
	8.	Shared Voting Power (see Item 5 below)	2,258,343
	9.	Sole Dispositive Power	0
	10.	Shared Dispositive Power (see Item 5 below)	2,258,343

11. Aggregate Amount Beneficially Owned by Each Reporting Person 2,258,343

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

13. Percent of Class Represented by Amount in Row (11) 21.3%

14. Type of Reporting Person (See Instructions) IN

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<CAPTION>

CUSIP No. 402635-10-6

<S>	<C>	<C>
1.	Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (entities only) (Intentionally Omitted)	Gulfport Funding, LLC

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

3. SEC Use Only

4. Source of Funds (See Instructions) 00

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

6. Citizenship or Place of Organization Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power	0
	8.	Shared Voting Power (see Item 5 below)	108,625
	9.	Sole Dispositive Power	0
	10.	Shared Dispositive Power (see Item 5 below)	108,625

11. Aggregate Amount Beneficially Owned by Each Reporting Person 108,625

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

13. Percent of Class Represented by Amount in Row (11) 1.1%

&lt;/TABLE&gt;

This Amendment No. 6 to Schedule 13D modifies and supplements the Schedule 13D (the "Statement") initially filed on July 22, 1997, amended and restated in its entirety by Amendment No. 1 to the Statement filed on July 30, 1997, and further amended by Amendment No. [sic] 1 to the Statement filed on June 12, 1998, Amendment No. 3 to the Statement filed on January 21, 1999, Amendment No. 4 to the Statement filed October 20, 1999, and Amendment No. 5 to the Statement filed on June 27, 2001 with respect to the common stock, \$0.01 par value per share (the "Common Stock"), of GULFPORT ENERGY CORPORATION, a Delaware corporation (the "Company"). Except to the extent supplemented by the information contained in this Amendment No. 6, the Statement, as amended as provided above, remains in full force and effect. Capitalized terms used herein without definition have the respective meanings ascribed to them in the Statement.

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

A. Since the date of the last amendment to the Statement, the Reporting Persons acquired an aggregate of 6,000.66 Units in a private placement effected by the Company pursuant to Regulation D under the Securities Act of 1933, for an aggregate purchase price of \$6,000,660 (the "Purchase Price"). Each Unit consists of (i) one share of cumulative Preferred Stock, Series A, par value \$0.01 per share, of the Company and (ii) one warrant (collectively, the "Unit Warrants") to purchase 250 shares of Common Stock of the Company at an exercise price of \$4.00 per share, exercisable until March 29, 2012. Payment for the Units was funded with a combination of cash from working capital and the surrender by GF LLC to the Company for cancellation of a promissory note in the principal amount of \$3.0 million plus accrued and unpaid interest thereon through March 29, 2002. The number of Units acquired by each of the Reporting Persons as a result of their acquisition of Units pursuant to the foregoing transaction is set forth below:

&lt;TABLE&gt;

&lt;CAPTION&gt;

Reporting Person	Units Purchased*	Cash Paid**	Debt Forgiven**
<S>	<C>	<C>	<C>
Wexford Capital Partners II, L.P.	725.71	\$ 278,330	\$ 447,376
Wexford Overseas Partners, I, L.P.	135.46	\$ 51,953	\$ 83,507
Wexford Special Situations 1996, L.P.	599.91	\$ 230,083	\$ 369,826
Wexford Special Situations 1996 Institutional, L.P.	100.67	\$ 38,608	\$ 62,057
Wexford-Euris Special Situations 1996, L.P.	104.97	\$ 0	\$ 104,967
Wexford Special Situations 1996 Limited	26.93	\$ 10,329	\$ 16,602
Wexford Spectrum Investors LLC	10.98	\$ 4,210	\$ 6,767
CD Holding Company LLC	4,296.03	\$2,124,153	\$2,171,877

&lt;/TABLE&gt;

\* For each Unit acquired, the acquiring Reporting Person is deemed the beneficial owner of 250 shares of Common Stock of the Company (e.g., the acquisition of 725.71 Units by Wexford Capital Partners II, L.P. resulted in an increase in the number of shares of Common Stock beneficially owned by such Reporting Person by 181,427.5 shares).

\*\* The Cash Paid was paid by each of the Reporting Persons out of working capital and the Debt Forgiven was forgiven by GF LLC. The above table reflects the allocation of the debt forgiven among the members according to their respective ownership percentages in GF LLC.

B. As a result of the issuance of the Unit Warrants, the Reporting Persons may be deemed to beneficially own the respective percentages and numbers of outstanding shares of Common Stock set forth below (on the basis of 10,146,566 shares of Common Stock issued and outstanding, which, based upon information and belief, is the number of Shares currently outstanding):

&lt;TABLE&gt;

&lt;CAPTION&gt;

## 1. WEXFORD CAPITAL LLC

&lt;S&gt; &lt;C&gt;

- (a) Aggregate number of shares of Common Stock beneficially owned: 2,258,343  
Percentage: 21.3%
- (b) 1. Sole power to vote or to direct vote: -0-
2. Shared power to vote or to direct vote: 2,258,343
3. Sole power to dispose or to direct the disposition: -0-

4. Shared power to dispose or to direct the disposition: 2,258,343  
(c) Other than as reported above, there were no transactions by Wexford Capital in connection with the Common Stock during the past 60 days.  
(d) Wexford Capital may be deemed to have the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of the Common Stock.  
(e) Not applicable.

2. WEXFORD SPECTRUM INVESTORS LLC  
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- (a) Aggregate number of shares of Common Stock beneficially owned: 14,108  
Percentage: 0.1%
- (b) 1. Sole power to vote or to direct vote: -0-  
2. Shared power to vote or to direct vote: 14,108  
3. Sole power to dispose or to direct the disposition: -0-  
4. Shared power to dispose or to direct the disposition: 14,108
- (c) Other than as reported above, there were no transactions by Wexford Spectrum in connection with the Common Stock during the past 60 days.  
(d) Wexford Spectrum may be deemed to have the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of the Common Stock.  
(e) Not applicable.

3. WEXFORD SPECTRUM ADVISORS, LLC  
-----

- (a) Aggregate number of shares of Common Stock beneficially owned: 14,108  
Percentage: 0.1%
- (b) 1. Sole power to vote or to direct vote: -0-  
2. Shared power to vote or to direct vote: 14,108  
3. Sole power to dispose or to direct the disposition: -0-  
4. Shared power to dispose or to direct the disposition: 14,108
- (c) Other than as reported above, there were no transactions by the Spectrum General Partner in connection with the Common Stock during the past 60 days.  
(d) The Spectrum General Partner may be deemed to have the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of the Common Stock.  
(e) Not applicable.

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

- (a) Aggregate number of shares of Common Stock beneficially owned: 770,992 Percentage: 7.5%
- (b) 1. Sole power to vote or to direct vote: -0-  
2. Shared power to vote or to direct vote: 770,992  
3. Sole power to dispose or to direct the disposition: -0-  
4. Shared power to dispose or to direct the disposition: 770,992
- (c) Other than as reported above, there were no transactions by Wexford Special Situations 1996, L.P. in connection with the Common Stock during the past 60 days.  
(d) Wexford Special Situations 1996, L.P. may be deemed to have the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of the Common Stock.  
(e) Not applicable.

</TABLE>

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<CAPTION>

5. WEXFORD SPECIAL SITUATIONS 1996 INSTITUTIONAL, L.P.  
-----

- <S> <C>
- (a) Aggregate number of shares of Common Stock beneficially owned: 129,375  
Percentage: 1.3%
- (b) 1. Sole power to vote or to direct vote: -0-  
2. Shared power to vote or to direct vote: 129,375  
3. Sole power to dispose or to direct the disposition: -0-  
4. Shared power to dispose or to direct the disposition: 129,375
- (c) Other than as reported above, there were no transactions by Wexford Special Situations 1996 Institutional, L.P. in connection with the Common Stock during the past 60 days.  
(d) Wexford Special Situations 1996 Institutional, L.P. may be deemed to have the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of the Common Stock.  
(e) Not applicable.

6. WEXFORD ADVISORS LLC  
-----

- (a) Aggregate number of shares of Common Stock beneficially owned: 934,978  
Percentage: 9.0%
- (b) 1. Sole power to vote or to direct vote: -0-  
2. Shared power to vote or to direct vote: 934,978  
3. Sole power to dispose or to direct the disposition: -0-  
4. Shared power to dispose or to direct the disposition: 934,978
- (c) Other than as reported above, there were no transactions by the Special General Partner in connection with the Common Stock during the past 60 days.  
(d) The Special General Partner may be deemed to have the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of the Common Stock.  
(e) Not applicable.

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

- (a) Aggregate number of shares of Common Stock beneficially owned: 202,504  
Percentage: 2.0%

- (b) 1. Sole power to vote or to direct vote: -0-
- 2. Shared power to vote or to direct vote: 202,504
- 3. Sole power to dispose or to direct the disposition: -0-
- 4. Shared power to dispose or to direct the disposition: 202,504
- (c) Other than as reported above, there were no transactions by Wexford-Euris in connection with the Common Stock during the past 60 days.
- (d) Wexford-Euris may be deemed to have the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of the Common Stock.
- (e) Not applicable.

8. WEXFORD-EURIS ADVISORS LLC

- (a) Aggregate number of shares of Common Stock beneficially owned: 202,504  
Percentage: 2.0%
- (b) 1. Sole power to vote or to direct vote: -0-
- 2. Shared power to vote or to direct vote: 202,504
- 3. Sole power to dispose or to direct the disposition: -0-
- 4. Shared power to dispose or to direct the disposition: 202,504
- (c) Other than as reported above, there were no transactions by the Euris General Partner in connection with the Common Stock during the past 60 days.
- (d) The Euris General Partner may be deemed to have the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of the Common Stock.
- (e) Not applicable.

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<CAPTION>

9. WEXFORD SPECIAL SITUATIONS 1996, LIMITED

- <S> <C>
- (a) Aggregate number of shares of Common Stock beneficially owned: 34,611  
Percentage: 0.3%
- (b) 1. Sole power to vote or to direct vote: -0-
- 2. Shared power to vote or to direct vote: 34,611
- 3. Sole power to dispose or to direct the disposition: -0-
- 4. Shared power to dispose or to direct the disposition: 34,611
- (c) Other than as reported above, there were no transactions by Wexford Cayman in connection with the Common Stock during the past 60 days.
- (d) Wexford Cayman may be deemed to have the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of the Common Stock. The filing of this Statement shall not be construed as an admission that Wexford Cayman is, for the purposes of Section 13D of the Act, the beneficial owner of any securities covered by this Statement.
- (e) Not applicable.

10. WEXFORD CAPITAL PARTNERS II, L.P.

- (a) Aggregate number of shares of Common Stock beneficially owned: 932,663  
Percentage: 9.0%
- (b) 1. Sole power to vote or to direct vote: -0-
- 2. Shared power to vote or to direct vote: 932,663
- 3. Sole power to dispose or to direct the disposition: -0-
- 4. Shared power to dispose or to direct the disposition: 932,663
- (c) Other than as reported above, there were no transactions by Wexford Capital in connection with the Common Stock during the past 60 days.
- (d) Wexford Capital may be deemed to have the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of the Common Stock.
- (e) Not applicable.

11. WEXFORD CAPITAL CORPORATION

- (a) Aggregate number of shares of Common Stock beneficially owned: 932,663  
Percentage: 9.0%
- (b) 1. Sole power to vote or to direct vote: -0-
- 2. Shared power to vote or to direct vote: 932,663
- 3. Sole power to dispose or to direct the disposition: -0-
- 4. Shared power to dispose or to direct the disposition: 932,663
- (c) Other than as reported above, there were no transactions by the Wexford Capital General Partner in connection with the Common Stock during the past 60 days.
- (d) The Wexford Capital General Partner may be deemed to have the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of the Common Stock.
- (e) Not applicable.

12. WEXFORD OVERSEAS PARTNERS I, L.P.

- (a) Aggregate number of shares of Common Stock beneficially owned: 174,090  
Percentage: 1.7%
- (b) 1. Sole power to vote or to direct vote: -0-
- 2. Shared power to vote or to direct vote: 174,090
- 3. Sole power to dispose or to direct the disposition: -0-
- 4. Shared power to dispose or to direct the disposition: 174,090
- (c) Other than as reported above, there were no transactions by Wexford Overseas in connection with the Common Stock during the past 60 days.
- (d) Wexford Overseas may be deemed to have the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of the Common Stock.
- (e) Not applicable.



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<CAPTION>

13. WEXFORD CAPITAL LIMITED

<S> <C>

- (a) Aggregate number of shares of Common Stock beneficially owned: 174,090  
Percentage: 1.7%
- (b) 1. Sole power to vote or to direct vote: -0-  
2. Shared power to vote or to direct vote: 174,090  
3. Sole power to dispose or to direct the disposition: -0-  
4. Shared power to dispose or to direct the disposition: 174,090
- (c) Other than as reported above, there were no transactions by the Wexford Overseas General Partner in connection with the Common Stock during the past 60 days.
- (d) The Wexford Overseas General Partner may be deemed to have the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of the Common Stock.
- (e) Not applicable.

14. CD HOLDING COMPANY, LLC

- (a) Aggregate number of shares of Common Stock beneficially owned: 4,721,032  
Percentage: 41.8%
- (b) 1. Sole power to vote or to direct vote: -0-  
2. Shared power to vote or to direct vote: 4,721,032  
3. Sole power to dispose or to direct the disposition: -0-  
4. Shared power to dispose or to direct the disposition: 4,721,032
- (c) Other than as reported above, there were no transactions by CD Holding Company, LLC in connection with the Common Stock during the past 60 days.
- (d) CD Holding Company, LLC may be deemed to have the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of the Common Stock.
- (e) Not applicable.

15. CHARLES E. DAVIDSON

- (a) Aggregate number of shares of Common Stock beneficially owned: 7,763,648  
Percentage: 66.0%
- (b) 1. Sole power to vote or to direct vote: 5,505,305  
2. Shared power to vote or to direct vote: 2,258,343  
3. Sole power to dispose or to direct the disposition: 5,505,305  
4. Shared power to dispose or to direct the disposition: 2,258,343
- (c) Other than as reported above, there were no transactions by Mr. Davidson in connection with the Common Stock during the past 60 days.
- (d) Mr. Davidson may be deemed to have the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of the Common Stock.
- (e) Not applicable.

16. JOSEPH M. JACOBS

- (a) Aggregate number of shares of Common Stock beneficially owned: 2,258,343  
Percentage: 21.3%
- (b) 1. Sole power to vote or to direct vote: -0-  
2. Shared power to vote or to direct vote: 2,258,343  
3. Sole power to dispose or to direct the disposition: -0-  
4. Shared power to dispose or to direct the disposition: 2,258,343
- (c) Other than as reported above, there were no transactions by Mr. Jacobs in connection with the Common Stock during the past 60 days.
- (d) Mr. Jacobs may be deemed to have the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of the Common Stock.
- (e) Not applicable.

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<CAPTION>

17. GULFPORT FUNDING, LLC

<S> <C>

- (a) Aggregate number of shares of Common Stock beneficially owned: 108,625  
Percentage: 1.1%
- (b) 1. Sole power to vote or to direct vote: -0-  
2. Shared power to vote or to direct vote: 108,625  
3. Sole power to dispose or to direct the disposition: -0-  
4. Shared power to dispose or to direct the disposition: 108,625
- (c) Other than as reported above, there were no transactions by Gulfport Funding, LLC in connection with the Common Stock during the past 60 days.
- (d) Gulfport Funding, LLC may be deemed to have the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of the Common Stock.
- (e) Not applicable.

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Wexford Capital LLC may, by reason of its status as investment manager to the Wexford Funds, manager to Wexford Spectrum and GF LLC and investment sub-advisor to Wexford Cayman, be deemed to own beneficially the Common Stock of which the Wexford Funds, Wexford Spectrum, GF LLC and Wexford Cayman possess

beneficial ownership.

The Special General Partner may, by reason of its status as general partner of the Special Funds, be deemed to own beneficially the Common Stock of which the Special Funds possess beneficial ownership. The Special General Partner may, by reason of its status as the investment advisor to Wexford Cayman, be deemed to own beneficially the Common Stock of which Wexford Cayman possesses the beneficial ownership.

The Euris General Partner may, by reason of its status as the general partner of Wexford-Euris, be deemed to own beneficially the Common Stock of which Wexford-Euris possesses beneficial ownership.

The Wexford Capital General Partner may, by reason of its status as general partner of Wexford Capital, be deemed to own beneficially the Common Stock of which Wexford Capital possesses beneficial ownership.

The Wexford Overseas General Partner may, by reason of its status as general partner of Wexford Overseas, be deemed to own beneficially the Common Stock of which Wexford Overseas possesses beneficial ownership.

Wexford Advisors may, by reason of its status as a general partner of Wexford Spectrum Fund I, L.P. and Wexford Spectrum II, L.P., and as manager of Wexford Spectrum, be deemed to own beneficially the Common Stock of which Wexford Spectrum possesses beneficial ownership.

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

Charles E. Davidson may, by reason of his status as manager of CD Holding Company, LLC, be deemed to own beneficially the Common Stock of which CD Holding Company, LLC possesses beneficial ownership.

\* \* \* \* \*

SIGNATURE  
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After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: April 9 2002

WEXFORD CAPITAL LLC

By: /s/ Arthur H. Amron  
-----

Name: Arthur H. Amron  
Title: Senior Vice President

WEXFORD SPECTRUM INVESTORS LLC

By: /s/ Arthur H. Amron  
-----

Name: Arthur H. Amron  
Title: Vice President

WEXFORD SPECTRUM ADVISORS, LLC

By: /s/ Arthur H. Amron  
-----

Name: Arthur H. Amron  
Title: Vice President

WEXFORD SPECIAL SITUATIONS 1996, L.P.

By: Wexford Advisors LLC,  
general partner

By: /s/ Arthur H. Amron  
-----

Name: Arthur H. Amron  
Title: Vice President

WEXFORD SPECIAL SITUATIONS  
1996 INSTITUTIONAL, L.P.

By: *Wexford Advisors LLC,*  
*general partner*

By: */s/ Arthur H. Amron*

-----  
Name: *Arthur H. Amron*  
Title: *Vice President*

*WEXFORD ADVISORS, LLC*

By: */s/ Arthur H. Amron*

-----  
Name: *Arthur H. Amron*  
Title: *Vice President*

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

By: *Wexford-Euris Advisor LLC,*  
*general partner*

By: */s/ Arthur H. Amron*

-----  
Name: *Arthur H. Amron*  
Title: *Vice President*

*WEXFORD-EURIS ADVISORS, LLC*

By: */s/ Arthur H. Amron*

-----  
Name: *Arthur H. Amron*  
Title: *Vice President*

*WEXFORD SPECIAL SITUATIONS 1996, LIMITED*

By: */s/ Arthur H. Amron*

-----  
Name: *Arthur H. Amron*  
Title: *Vice President*

*WEXFORD CAPITAL PARTNERS II, L.P.*

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

By: *Wexford Capital Corporation,*  
*general partner*

By: */s/ Arthur H. Amron*

-----  
Name: *Arthur H. Amron*  
Title: *Vice President*

*WEXFORD CAPITAL CORPORATION*

By: */s/ Arthur H. Amron*

-----  
Name: *Arthur H. Amron*  
Title: *Vice President*

*WEXFORD OVERSEAS PARTNERS I, L.P.*

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

By: *Wexford Capital Limited*

By: */s/ Arthur H. Amron*

-----  
Name: *Arthur H. Amron*  
Title: *Vice President*

WEXFORD CAPITAL LIMITED

By: /s/ Arthur H. Amron

-----  
Name: Arthur H. Amron  
Title: Vice President

CD HOLDING COMPANY, LLC

By: /s/ Charles E. Davidson

-----  
Name: Charles E. Davidson  
Title: Manager

/s/ Charles E. Davidson

-----  
CHARLES E. DAVIDSON

/s/ Joseph M. Jacobs

-----  
JOSEPH M. JACOBS

GULFPORT FUNDING, LLC

By: WEXFORD CAPITAL LLC

By: /s/ Arthur H. Amron

-----  
Name: Arthur H. Amron  
Title: Senior Vice President