

**ITEM 1
COVER PAGE**

PART 2A OF FORM ADV: FIRM BROCHURE

WEXFORD CAPITAL LP

March 28, 2024

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and

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This brochure (this "Brochure") provides information about the qualifications and business practices of Wexford Capital LP ("Wexford"). If you have any questions about the contents of this Brochure, please contact Wexford's Chief Compliance Officer at (203) 862-7300 or ir@wexford.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the "SEC") or by any state securities authority.

Wexford is registered as an investment adviser with the SEC. Registration with the SEC or with any state securities authority does not imply a certain level of skill or training.

This Brochure does not constitute an offer to sell or solicitation of an offer to buy any securities. The securities of the Funds (as defined in Item 4) are offered and sold on a private placement basis under exemptions promulgated under the Securities Act of 1933, as amended, and other

exemptions of similar import under U.S. state laws and the laws of other jurisdictions where any offering may be made.

Additional information about Wexford is also available on the SEC's website at www.adviserinfo.sec.gov.

ITEM 2
MATERIAL CHANGES

Wexford's most recent update to Part 2 of Form ADV was made in March 2023. Wexford's business activities have not changed materially since the time of that update. This Brochure updates Wexford's assets under management.

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ITEM 4 ADVISORY BUSINESS

Wexford Capital LP, a Delaware limited partnership (“Wexford”), was formed in February 2009 and is the successor to Wexford Capital LLC, which was formed in December 1995, and Wexford Management Corp., which was incorporated in May 1994. Wexford has over thirty-five (35) employees and an office in both West Palm Beach, Florida and Greenwich, Connecticut. Charles E. Davidson, Wexford’s Chairman and Chief Investment Officer, and Joseph M. Jacobs, Wexford’s President, are the principal owners of Wexford and have ultimate authority over the management, operations and investment decisions made by Wexford.

Wexford serves as the investment adviser, sub-adviser, manager or general partner (collectively, the “Manager”) for a variety of private pooled investment vehicles over which Wexford has discretionary trading authority. These private pooled investment vehicles include, but are not be limited to, U.S. limited partnerships, U.S. limited liability companies, and non-U.S. corporations that are structured as either hedge funds (collectively, the “Hedge Funds”) or private equity funds (collectively, the “Private Equity Funds” and, together with the Hedge Funds and any other private pooled investment vehicle managed by Wexford, the “Funds”). Each Hedge Fund is generally structured as a “master-feeder” fund, whereby the “feeder” fund of a Fund invests in the “master” fund of such Fund or, on occasion, in other investment vehicles managed by Wexford. Each Private Equity Fund is generally structured as a single-entity fund. None of the Funds are required to be registered as an investment company under the Investment Company Act of 1940 and Wexford does not participate in any wrap fee programs.

Wexford performs investment advisory services for the Funds in accordance with the offering memorandum for each such Fund (in each case, a “Memorandum” and, collectively, the “Memoranda”). Investments made by Wexford on behalf of any Fund may be in the form of preferred stock, debt, warrants, common stock, options or other types of securities or ownership interests. Moreover, special purpose entities managed by Wexford may also invest in the foregoing forms of investments through private equity, distressed securities or special situation investments. Please see Item 8 for a more detailed description of Wexford's advisory services.

Although not necessarily an exhaustive list of legal entities advised or managed by Wexford, Wexford currently provides administrative and/or investment management services to the following Funds:

- Wexford Spectrum Fund, L.P., a Delaware limited partnership, and Wexford Offshore Spectrum Fund, a Cayman Islands exempted company (collectively, the “Spectrum Funds”), which are opportunistic, multi-strategy/global macro hedge funds;
- Wexford Catalyst Fund, L.P., a Delaware limited partnership, and Wexford Offshore Catalyst Fund Limited, a Cayman Islands exempted company (collectively, the “Catalyst Funds”), which are focused on the energy, natural resources, and industrial sectors;
- Wexford Credit Opportunities Fund, L.P., a Delaware limited partnership, and Wexford Offshore Credit Opportunities Fund Limited, a Cayman Islands exempted company

(collectively, the "Credit Opportunities Funds"), which are multi-strategy, credit-oriented hedge funds focused on high-yield debt, distressed debt, mortgages, and special situations equity;

- Wexford Absolute Return Fund, L.P., a Delaware limited partnership (the "Absolute Return Fund"), which is an insurance-dedicated fund that predominately invests in other Funds;
- Wexford Focused Equities, L.P. (the "Focused Equities Fund"), a Delaware limited partnership, which is a hedge fund focused on equities;
- Wexford Long Term Equity Fund, L.P. (the "Long Term Equity Fund"), a Delaware limited partnership, which is a hedge fund focused on equities;
- Wexford-MIT Energy II, L.P., a Delaware limited partnership that has a lead investor and a small number of additional investors who are affiliated with Wexford;
- Wexford Partners VII, L.P., a Delaware limited partnership; Wexford Offshore Partners VII Limited, a Cayman Islands exempted company; Wexford Partners VIII, L.P., a Delaware limited partnership; Wexford Partners 9, L.P., a Delaware limited partnership; Wexford Partners 10, L.P., a Delaware limited partnership; and Wexford Partners 11, L.P., a Delaware limited partnership; each of which is a private equity fund that may invest, whether proactively or passively, in a wide array of private asset classes.

In addition to those Funds set forth above, Wexford may, on behalf of certain Private Equity Fund investors, manage certain entities that hold certain assets that remain after the liquidation and dissolution of the relevant Private Equity Fund(s) due to such remaining assets not having yet been liquidated.

As of December 31, 2023, the value of Wexford's net assets under management was approximately \$1.3 billion.

This Brochure generally includes information about Wexford and its relationships with its Funds and affiliates. While much of this Brochure applies to all such Funds and affiliates, certain information included herein applies to specific Funds or affiliates only. As used herein, the term "client" refers to any Fund.

ITEM 5 FEES AND COMPENSATION

Wexford, in its capacity as Manager, generally charges an asset based fee of 1-2% per year on assets under management for the Funds (the "Management Fee"). Wexford and/or its affiliates share in profits based on the performance of the assets under management pursuant to the terms of the relevant agreement, generally 18-20% of profits generated (the "Incentive Compensation"). For its Hedge Funds and certain other Funds, Wexford also charges an administrative fee (the "Administrative Fee" and, together with Management Fee and Incentive Compensation, collectively, the "Fees") of 0.125-0.175% per annum of the net asset value of each class of shares or interests. The specific fees applicable to each Fund are set forth in each Fund's Memorandum. Certain investors may pay reduced Management Fees or Incentive Compensation as set forth in the applicable Memorandum or as negotiated by such investors.

Fees and any other compensation paid to Wexford or its affiliates by the Funds are generally deducted from the assets of the Funds, whereby (i) the Management Fee for the Hedge Funds is generally paid on a monthly basis in advance and the Management Fee for the Private Equity Funds is generally paid on a quarterly basis in advance, (ii) the Incentive Compensation for the Hedge Funds is generally paid on an annual basis (or upon realization or deemed realization of a "special investment" in a Hedge Fund, where such special investment comprises part of such Fund's investment strategy) and the Incentive Compensation for the Private Equity Funds is generally paid after the relevant investors have received a return of all of their capital contributions to the relevant Private Equity Fund.

With respect to those Funds that permit investors to redeem or withdraw capital, such redemptions and/or withdrawals are generally permitted on a quarterly basis.

In the event that a Fund bears any fees or expenses in connection with the operation of such Fund (collectively, the "Fund Operating Expenses"), such Fund will generally charge its investors their respective *pro rata* portion of such Fund Operating Expenses. While further detailed in the Memoranda, Fund Operating Expenses may include, but are not limited to, the following: Organizational costs and expenses; taxes and governmental fees; investment expenses; brokerage and commission expenses; due diligence and consulting fees; fees and expenses of open and closed-end funds or of unaffiliated investment advisers; margin expenses; premium and interest expenses; expenses of any other investment vehicles; license, maintenance and other fees; registration, transfer agents, and custodial fees and expenses; stock exchange listing fees; portfolio pricing fees; insurance expenses; operating expenses; legal, accounting, audit and tax preparation expenses, including but not limited to fees for (i) internal legal or tax preparation services and/or (ii) services performed by Wexford's or an affiliate's management, legal, accounting or administrative personnel for the benefit of any operating company or special purpose entity in which the relevant Fund may have investments; investment research expenses; director and STAR Trust expenses (for certain offshore Funds); overhead or other fees and expenses borne by any Wexford subsidiary or affiliate in respect of services provided in connection with any investments made by the relevant Fund(s); other out-of-pocket costs and expenses borne by Wexford and/or its affiliates in connection with the relevant Fund(s) and/or its underlying assets or investments; and any extraordinary expenses such as litigation and

indemnification of the general partner of the relevant Fund, Wexford and/or their respective affiliates.

ITEM 6
PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

Each Fund pays Wexford and/or its affiliates, as the case may be, Incentive Compensation in accordance with such Fund's Memorandum. Although Wexford's Incentive Compensation may vary among Funds (or classes thereof), which may be viewed as presenting an inherent conflict of interest, Wexford does not believe that any such conflict of interest is material since any variation among the Funds with respect to Incentive Compensation is the result of how the Funds (or classes thereof) differ from one another, which may include, without limitation, objective considerations such as differing risk profiles and/or prevailing market conditions. Moreover, Wexford has established policies and procedures to address conflicts of interest (see Item 11 for information relating to Wexford's allocation policy).

Multiple Funds may have similar or overlapping investment objectives and/or strategies. To the extent that a particular investment opportunity is suitable for multiple Funds, Wexford is committed to allocating such investment opportunity among such Funds pro rata based on assets allocated to the applicable strategy or in such other manner that it determines to be reasonable under the circumstances.

ITEM 7
TYPES OF CLIENTS

Wexford provides investment advice to the Funds and other investment vehicles, as described in Item 4 above. Wexford generally imposes a minimum initial investment of \$1 million - \$5 million per investor in each Fund, although any such Fund may accept lesser amounts.

ITEM 8

METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Methods of Analysis and Investment Strategies

Wexford provides investment advisory services to a series of Hedge Funds and Private Equity Funds that invest in a wide variety of industries. Wexford believes that managing different types of Funds enables Wexford to have detailed knowledge and perspective across the private and public equity markets for the sectors on which Wexford is currently focused and that such detailed knowledge and perspective provide the Funds with an incremental competitive advantage due to their collective breadth and depth of resources.

Wexford has particular expertise in investing in the following sectors: bankruptcy/distressed, energy/natural resources, real estate, technology/telecommunication, and transportation. Wexford's activity level in any of these sectors at any given time depends on Wexford's macro view of the world. In addition, if Wexford believes that there is a compelling opportunity in an investment space outside of one of Wexford's core areas of expertise, Wexford may partner with a third-party specialist with expertise in such investment space with whom Wexford may consult in connection therewith or form joint ventures.

Wexford may purchase or sell short a wide variety of securities and other financial instruments of U.S. and non-U.S. issuers, including but not limited to common stock, stock warrants and rights, preferred stock, bonds, debentures, convertible securities, government securities, various types of bankruptcy claims, swaps, non-U.S. currencies, index options, futures, mortgages, commodity futures and option contracts, and arbitrage situations. In addition, when deemed advantageous to any Fund, Wexford may participate in initial public offerings and/or invest in esoteric companies or opportunities due to perceived attractive rates of returns with respect to such investments.

Wexford's methods of analysis include, without limitation, fundamental, technical and cyclical analysis. Wexford has significant expertise in utilizing complex financial and mathematical structures to create sophisticated analytical tools, which Wexford applies to fixed income products and other derivative securities, including but not limited to options, futures and convertible bonds.

Wexford's Funds may maintain, as Wexford deems appropriate, assets in cash or cash-equivalent instruments for the purpose of strategically maintaining liquidity, whether in preparation to make certain investments, fund redemptions or withdrawals or for any other reason relating to Wexford's view of what may be best for the stability and success of the Funds. Any income earned from investments made by a Fund may be re-invested by that Fund in accordance with that Fund's investment strategy.

Certain Funds may organize or acquire special purpose entities. These special purpose entities may also invest in the foregoing forms of investments through private equity, distressed securities or special situation investments and thereby provide a liquid market for the trading of such investments.

Wexford or its affiliates may determine that certain Hedge Fund assets or securities either lack a readily assessable market value or should be held until the resolution of a special event or circumstance (each, a “Special Investment”). Each Special Investment will be maintained in a special investment account until its realization or the determination by Wexford or its affiliates that such investment need not be treated as a Special Investment any longer. An investor in a Hedge Fund will have the option to participate in any Special Investment in which such Hedge Fund participates subsequent to such investor’s initial investment in such Hedge Fund.

The descriptions contained herein of specific investment strategies employed and/or investments made by a Fund should not be construed in any way as limiting the scope of such Fund's investment activities. A Fund may engage in any investment strategy and participate in any investment as Wexford deems fit, regardless of whether such investment strategy or investment is specifically described herein.

Set forth below are brief descriptions of certain principal investment strategies employed by Wexford with respect to managing the Funds. Please refer to the Memorandum of the relevant Fund for more information about the investment strategies in connection with such Fund.

Spectrum Funds

The Spectrum Funds are opportunistic, multi-strategy hedge funds that employ a macro investment style combined with a strong value bias and an emphasis on managing to market cycle and sentiment. The goal of the Spectrum Funds is to maximize total rates of return while achieving low-to-moderate volatility.

Catalyst Funds

The Catalyst Funds are absolute rate of return funds focused on the energy, natural resources and industrials sectors, primarily through a portfolio of long and short equities, debt and commodities. The Catalyst Funds invest and trade primarily across global markets in the energy, natural resources, and industrial sectors.

Credit Opportunities Funds

The Credit Opportunities Funds are multi-strategy, credit-oriented funds focused on high-yield and distressed debt, mortgages, and special situations equity that utilize a flexible strategy in an effort to maximize total returns throughout the complete credit cycle while minimizing drawdowns. The Credit Opportunities Funds invest primarily in debt and equity securities, whole loan mortgages, and bank loans by taking long and/or short positions therein. The Credit Opportunities Funds seek to maintain low-to-moderate volatility, utilize limited leverage, and maintain broad diversification at all times.

Other Hedge Funds

The Absolute Return Fund is an insurance-dedicated fund that predominantly invests in other Funds.

The Focused Equities Fund and Long Term Equities Fund are long biased equity funds.

Private Equity Funds

The Private Equity Funds generally have a relatively broad mandate and are closed to new investment. Investors have extended the life of the Private Equity Funds, as they continue to hold investments that have not been liquidated. Wexford has not been charging any fees to manage the Private Equity Funds and has been working to liquidate remaining investments with the goal of ultimately closing the Private Equity Funds.

Material, Significant, or Unusual Risks Relating to Investment Strategies and Particular Types of Securities

The following list of risk factors does not purport to be a complete list of the risks presented by investing in any of the Funds. These risk factors include only those risks that Wexford believes to be material, significant or unusual and relate to particular investment strategies or methods of analysis employed by Wexford. Please refer to the Memorandum of the relevant Fund for a more complete description of the risks presented by investing in such Fund.

The investment strategies that Wexford employs for the benefit of the Funds are speculative and entail substantial risk and, thus, the Funds should be prepared to bear a substantial loss of capital. There can be no assurance that the investment objectives of any Fund will be achieved and past results should not be viewed as an indication of future performance.

Material, significant or unusual risks presented by investing in the Funds include, for example and without limitation, risks that may be associated with leverage, counterparties, co-investment, control positions, diversification, concentration, discretionary investments, hedging, currency, commodity, derivatives, securities lending, call and put options, illiquidity, low credit quality and distressed securities, valuation, credit cycles, equitable subordination, real estate, environmental liability, bank loans and participations, litigation, insolvency, bankruptcy, relative value strategies, directional trading, emerging markets, sovereign debt, municipal securities and uncertain exit strategies.

ITEM 9
DISCIPLINARY INFORMATION

There are no legal or disciplinary events that Wexford deems to be reasonably material to an investor or prospective investor's evaluation of Wexford's advisory business or the integrity of Wexford's management.

ITEM 10

OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Neither Wexford nor any of its management personnel is registered as a broker-dealer and none of the foregoing have an application pending to register with the SEC as a broker-dealer or registered representative of a broker-dealer. Further, Wexford is exempt from registration with the National Futures Association pursuant to 17 CFR 4.13(a)(3).

Wexford or its affiliates may receive closing fees, consulting fees, advisory fees and options, transaction fees or break-up fees (net of certain expenses of transactions not completed) or other fees in connection with a Fund's investments. Typically, one-half of such amounts received by Wexford or its affiliates multiplied by a Fund's pro rata interest in the underlying portfolio investment will be credited to such Fund as an offset against any Management Fees otherwise payable.

Wexford performs certain accounting and administrative functions on behalf of each Fund. As compensation for such services, Wexford receives the Administrative Fee described in Item 5 above. In addition, Wexford has entered into a services agreement with a third-party administrator to perform certain administrative and compliance services for the benefit of the Hedge Funds and certain compliance services for the benefit of the Private Equity Funds. Wexford pays such third-party administrator for these services directly.

Wexford may, from time to time, invest relatively small portions of Hedge Fund capital with one or more unaffiliated investment managers.

Wexford's principals may, from time to time, co-invest with the Funds or invest in assets similar to those in which the Funds invest. Such co-investments are typically permitted with respect to investments that (i) are outsized for the applicable Fund(s), (ii) require a level of liquidity that the Fund(s) do not have at the time that such investment opportunity arises or (iii) have been deemed by Wexford to otherwise be inappropriate for the applicable Fund(s).

It should also be noted that Wexford's principals have ownership interests in a wide variety of entities affiliated with Wexford, including Wexford Real Estate Investors LLC ("WREI"). WREI is a business that operates independently of Wexford and exclusively focuses on real estate investment opportunities.

ITEM 11

CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

Code of Ethics

Wexford is committed to conducting its investment advisory business and management of the Funds in a manner that is consistent with Wexford's fiduciary obligation to the Funds and in accordance with all applicable laws, rules and regulations. In furtherance of these objectives with respect to Wexford's advisory business and the Funds, Wexford has adopted a Compliance Manual (the "Manual"), which sets forth various policies by which Wexford and its Covered Persons (as defined below) must abide pursuant to applicable law, including a Code of Ethics (the "Code"). The Manual is distributed to each Wexford employee upon hire and, thereafter, on at least an annual basis. The Manual incorporates *inter alia* the following principles that each Wexford employee and any immediate family member with whom such employee resides (each a "Covered Person" and, collectively, the "Covered Persons") are expected to uphold:

- Each Covered Person must, at all times, prioritize the interests of the Funds over his/her own financial interests;
- Any personal financial transaction covered by the Code engaged in by a Covered Person must be conducted in a manner consistent with the Code; and
- To the extent that a Covered Person is aware of the identity of securities owned by and/or the financial circumstances of any Fund or any such Fund's investors, such Covered Person must generally keep such information confidential and not disclose any such information to any third party.

Investors and prospective investors in any Fund may request to see a copy of the Code by contacting Wexford at the address or telephone number listed on the first page of this document.

Cross Trades

Wexford may, in accordance with the Manual, execute certain transactions between or among the Funds. Such transactions, otherwise referred to as "cross trades", are entered into only when Wexford deems the transaction to be in the interests of those Funds involved in such cross trade, including considerations regarding "best execution" for such Funds.

Principal Transactions

Wexford may execute certain transactions between itself and a Fund, which is otherwise referred to as a principal transaction. In the event that Wexford engages in any principal transactions, Wexford ensures that it does so in accordance with the Manual in respect of Section 206(3) of the Investment Advisers Act of 1940, as amended (the "Advisers Act").

Personal Trading Policy

Pursuant to Rule 204A-1 under the Advisers Act, the Code governs many types of personal transactions (each, a "Covered Transaction" and, collectively, the "Covered Transactions"),

including (i) the requirement that all Covered Persons disclose (a) any account in which he/she may have direct or indirect influence or control over any Covered Transaction (each, a “Covered Account”) and (b) any holdings in any such Covered Account and (ii) the requirement that a Covered Transaction must be approved by Wexford in accordance with the Code prior to a Covered Person being permitted to execute any such Covered Transaction.

Barring exceptional circumstances as may be determined by Wexford on a case-by-case basis, Wexford does not permit any Covered Person to engage in (i) any Covered Transaction in which any Fund is actively participating and/or in connection with which any Wexford employee is privy to any material non-public information or (ii) any Covered Transaction that involves a security that any Fund owns (unless the market capitalization of the issuer of such security is no less than \$10 billion).

Conflicts of Interest

Wexford manages a variety of Funds and certain Funds may have similar or overlapping investment objectives and/or strategies. To the extent that a particular investment opportunity is suitable for multiple Funds, Wexford is committed to allocating such investment opportunity among such Funds pro rata based on assets allocated to the applicable strategy or in some other manner that it determines to be reasonable under the circumstances, pursuant to internal allocation policies and procedures that are intended to ensure that no Fund will receive preferential treatment over any other Fund. For the sake of clarity, however, there may always be variation with respect to the specific types and sizes of positions held by a Fund when compared to another Fund due to various factors and considerations, including but not limited to distinct investment objectives, risk tolerances, tax situations and/or timing of capital contributions and/or withdrawals. In addition to the allocation policies and procedures referenced above, Wexford has also adopted a written protocols for the allocation of any new issues, secondary offerings, and private placements of equity securities.

As previously referenced in Item 10, Wexford’s principals have ownership interests in a wide variety of entities affiliated with Wexford, including WREI. WREI is a business that operates independently of Wexford and exclusively focuses on real estate investment opportunities.

ITEM 12

BROKERAGE PRACTICES

Broker-Dealer Selection

Wexford generally has discretionary authority to engage in a wide variety of investments for the benefit of the Funds without being obligated to obtain prior consent from the applicable Fund(s) regarding the details of any such investment, including but not limited to (i) which securities are bought and sold for the benefit of a Fund; (ii) the total amount of a security to be bought or sold for the benefit of a Fund; (iii) the broker(s) that Wexford engages in connection with the purchase or sale of securities for the benefit of a Fund; and (iv) the prices and commission rates paid in connection with any such investments.

Wexford will generally allocate portfolio transactions to broker-dealers on the basis of best execution. In selecting broker-dealers, Wexford will consider the full range and quality of a broker-dealer's services in placing trades including without limitation, price, commission rates, the size, type and difficulty of the relevant transaction, confidentiality, the broker's general execution and operational capability, the broker's reliability and financial responsibility, the level of risk posed by trading and/or holding the relevant securities with such broker, and any research products or research-related services provided by such broker. Accordingly, if Wexford determines in good faith that the amount of commissions charged by a broker is reasonable in relation to the value of the brokerage and research products or services provided by such broker, the Funds may pay commissions to such broker in an amount greater than the amount another broker might charge.

Soft Dollars

From time to time, the Funds may pay a broker-dealer commissions (or dealer mark-ups and mark-downs arising in connection with riskless principal transactions) for executing transactions in excess of that which another broker-dealer might have charged for executing those same transactions due to the additional value of the brokerage and research products and services provided by the broker-dealer. The use of commissions or "soft dollars" to pay for such brokerage and research products or services falls within the "safe harbor" provided under Section 28(e) of the Securities Exchange Act of 1934, as amended, since such brokerage and research products and services benefit the applicable Fund. Under Section 28(e), research obtained with soft dollars generated by a Fund may be used by Wexford to service other Funds, including Funds that may not have paid for soft dollar benefits. Please refer to the relevant Fund's Memorandum for a further description of the use of soft dollars with respect to such Fund.

Order Aggregation

If Wexford or any of its affiliates determines that it would be appropriate for more than one Fund to participate in an investment opportunity, Wexford will seek to execute orders for all of the participating Funds on an equitable basis by taking into account such factors as the relative amounts of capital available for such investments and whether the participation of any such Funds in any such investments is appropriate in light of the respective investment strategies and/or portfolio positions of such Funds. Orders may be combined for all participating Funds

and, if any order is not filled at the same price, such order may be allocated on an average price basis. Similarly, if an order for the benefit of more than one Fund cannot be fully executed under prevailing market conditions, the securities in connection therewith may be allocated among the applicable Funds on a basis that Wexford or its affiliates deem to be equitable.

ITEM 13

REVIEW OF ACCOUNTS

Wexford's review process is customized to the requirements of each Fund. Wexford does not conduct formal periodic reviews of client accounts. All Hedge Funds, except for the Long Term Equity Fund, are managed by Charles E. Davidson, Wexford's Chairman and Chief Investment Officer, with input from other Wexford officers. The Long Term Equity Fund is managed by Joseph M. Jacobs, Wexford's President.

Investors in the Funds receive a variety of periodic reports as required by regulation or as may be requested by the investors, including annual audited financial statements and information necessary for investors to complete their income tax returns and investment statements.

ITEM 14
CLIENT REFERRALS AND OTHER COMPENSATION

Wexford does not receive economic benefits from non-clients for providing investment advice or other advisory services. Neither Wexford nor any of Wexford's affiliates compensates any third party, including any placement agent, for client referrals. From time to time, however, Wexford may retain solicitors to refer investors to Wexford or enter into selling arrangements to sell interests in the Funds. Such payments may take the form of a fixed fee or a percentage of the Wexford's fees and will be made in compliance with Rule 206-4(3) of the Advisers Act.

ITEM 15

CUSTODY

Wexford is subject to Rule 206(4)-2 under the Advisers Act (the "Custody Rule"). Wexford is not required, however, to comply with certain requirements of the Custody Rule since Wexford complies with the "Pooled Vehicle Annual Audit Exception", which, among other things, requires that each Fund (i) be subject to audit at least annually by an independent public accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board and (ii) distribute its audited financial statements to all of its investors no later than one hundred twenty (120) days after the end of such Fund's fiscal year.

ITEM 16
INVESTMENT DISCRETION

Wexford serves as the investment adviser for each Fund and has discretionary trading authority in connection therewith. Wexford's investment decisions and advice with respect to each Fund are subject to each Fund's investment objectives and guidelines as set forth in each such Fund's Memorandum.

ITEM 17

VOTING CLIENT SECURITIES

Wexford has adopted proxy voting policies (the “Proxy Policies”) in compliance with the Advisers Act. Wexford’s general objective with respect to proxy voting is to vote any proxy proposal, amendment, consent or resolution that arises in connection with a security held by a Fund (each, a “Proxy”, and, collectively, the “Proxies”) in a prudent and diligent manner that will serve the applicable Fund's best interests in accordance with its investment objectives unless Wexford determines that abstaining or not voting is in the best interests of the Fund. Further, Wexford may choose not to vote Proxies that relate to any issuer in which the Funds collectively own less than a three percent (3%) interest. Notwithstanding the foregoing, Wexford will neither abstain from voting nor affirmatively decide not to vote a Proxy if the applicable Fund is a plan asset fund subject to the requirements of the Employee Retirement Income Security Act of 1974, as amended.

When determining how to vote Proxies, Wexford may take into account a variety of factors and considerations that Wexford deems to be material to such determination, including but not limited to:

- A Proxy’s impact on the value of the relevant issuer;
- The costs and benefits associated with the Proxy; and
- Customary practices in the relevant industry and/or business.

At times, conflicts may arise between the interests of a Fund, on the one hand, and Wexford or its affiliates, on the other hand. If Wexford determines that it has, or may be perceived to have, a conflict of interest when voting a Proxy, Wexford will address any such potential conflict of interest in accordance with the procedures set forth in the Proxy Policies.

Investors may request to see a copy of the Proxy Policies and the proxy voting record relating to a Fund by contacting Wexford at the address or telephone number listed on the first page of this document.

ITEM 18
FINANCIAL INFORMATION

Wexford is not required to include a balance sheet for its most recent fiscal year since Wexford does not charge or solicit pre-payment of fees amounting to \$1,200 or more per client six or more months in advance.

Wexford is not aware of any financial condition reasonably likely to impair its ability to meet contractual commitments relating to any of the Funds or Wexford's performance of its fiduciary obligation in connection therewith. Further, Wexford has not been the subject of any bankruptcy petition during the past ten years from the date hereof.

ITEM 19
REQUIREMENTS FOR STATE-REGISTERED ADVISERS

As of the date hereof, Wexford is not registered with any state securities authority and is not required to do so.

WEXFORD CAPITAL LP

BROCHURE SUPPLEMENT

(ADV PART 2B)

March 28, 2024

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www.wexford.com

BROCHURE SUPPLEMENT (ADV PART 2B)

Charles E. Davidson

March 28, 2024

c/o Wexford Capital LP
777 South Flagler Drive
Suite 602 East
West Palm Beach, FL 33401
Tel: (561) 273-8600
www.wexford.com

This brochure supplement provides information about Charles E. Davidson that supplements the Wexford Capital LP Brochure (ADV Part 2A). You should have received a copy of that brochure. Please contact (203) 862-7300 or ir@wexford.com if you did not receive the brochure or if you have any questions about the contents of this supplement.

CHARLES E. DAVIDSON

Item 2: EDUCATION BACKGROUND AND BUSINESS EXPERIENCE

Charles E. Davidson, 71, co-founded Wexford in 1994 and serves as its Chairman and Chief Investment Officer. Mr. Davidson has primary responsibility for the overall strategic direction of Wexford's investment activities, serves as the senior portfolio manager for the Hedge Funds. From 1984-94, Mr. Davidson was a General Partner of Steinhardt Partners, L.P. where he was responsible for all fixed income arbitrage, risk arbitrage, private equity, distressed/bankruptcy and special situation investments of the multi-billion dollar hedge fund. From 1977-84, Mr. Davidson was employed by Goldman Sachs & Co. where he was the head of domestic corporate bond trading and proprietary trading. Mr. Davidson holds an MBA and a BA in Economics from the University of California - Los Angeles.

Item 3: DISCIPLINARY INFORMATION

None.

Item 4: OTHER BUSINESS ACTIVITIES

Mr. Davidson may serve as a member of the board of directors (or an equivalent position) of entities formed as special purpose vehicles by the Funds or their affiliates.

Item 5: ADDITIONAL COMPENSATION

Mr. Davidson does not receive any bonus that is based, in whole or in part, on the number or amount of sales, client referrals or new accounts. Similarly, he does not receive any economic benefit for providing advisory services to anyone that is not a client.

Item 6: SUPERVISION

Mr. Davidson is Wexford's Chairman and Chief Investment Officer. As such, he has direct or indirect supervisory authority over all of the firm's investment personnel.

Mr. Davidson can be reached at (561) 273-8600.

Item 7: REQUIREMENTS FOR STATE REGISTERED ADVISERS

Not applicable.

BROCHURE SUPPLEMENT (ADV PART 2B)

Joseph M. Jacobs

March 28, 2024

c/o Wexford Capital LP
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This brochure supplement provides information about Joseph M. Jacobs that supplements the Wexford Capital LP Brochure (ADV Part 2A). You should have received a copy of that brochure. Please contact (203) 862-7300 or ir@wexford.com if you did not receive the Brochure or if you have any questions about the contents of this supplement.

JOSEPH M. JACOBS

Item 2: EDUCATION BACKGROUND AND BUSINESS EXPERIENCE

Joseph M. Jacobs, 71, co-founded Wexford in 1994 and serves as its President. Mr. Jacobs has primary responsibility for overseeing the activities of the Private Equity Funds and Wexford Long Term Equity Fund, L.P. He has served on the boards and creditors' committees of a number of public and private companies in which Wexford has held investments. From 1982-94, Mr. Jacobs was employed by Bear Stearns & Co., Inc. where he attained the position of Senior Managing Director. While at Bear Stearns, Mr. Jacobs was active in bankruptcies and restructurings and was responsible for all of the firm's real estate investment banking activities, including debt and equity financing of real estate on both a private and public basis, real estate investment, and advisory services. From 1979-82, he was employed as a commercial lending officer at Citibank, N.A. Mr. Jacobs holds an MBA from Harvard Business School and a BS in economics from the Wharton School of the University of Pennsylvania.

Item 3: DISCIPLINARY INFORMATION

None.

Item 4: OTHER BUSINESS ACTIVITIES

Mr. Jacobs may serve as a member of the board of directors (or an equivalent position) of entities formed as special purpose vehicles by the Funds or their affiliates.

Item 5: ADDITIONAL COMPENSATION

Mr. Jacobs does not receive any bonus that is based, in whole or in part, on the number or amount of sales, client referrals or new accounts. Similarly, he does not receive any economic benefit for providing advisory services to anyone that is not a client.

Item 6: SUPERVISION

Mr. Jacobs is Wexford's President and one of the principal executives in the Wexford structure. As such, he has direct or indirect supervisory authority over all of the firm's private equity investment personnel.

Mr. Jacobs can be reached at (561) 273-8600.

Item 7: REQUIREMENTS FOR STATE REGISTERED ADVISERS

Not applicable.

BROCHURE SUPPLEMENT (ADV PART 2B)

Fernando Lopez-Oña

March 28, 2024

c/o Wexford Capital LP
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This brochure supplement provides information about Fernando Lopez-Oña that supplements the Wexford Capital LP Brochure (ADV Part 2A). You should have received a copy of that brochure. Please contact (203) 862-7300 or ir@wexford.com if you did not receive the Brochure or if you have any questions about the contents of this supplement.

FERNANDO LOPEZ-OÑA

Item 2: EDUCATION BACKGROUND AND BUSINESS EXPERIENCE

Fernando Lopez-Oña, 47, joined Wexford as a Partner in 2020. Mr. Lopez-Oña has over 24 years of experience in the financial services industry. Prior to joining Wexford, Mr. Lopez-Oña spent almost 7 years at Silver Rock Financial L.P. and its predecessor entities which he joined in 2013 as Managing Partner of the UK entity. During his time in London, he was responsible for sourcing and managing EMEA credit & equity opportunities for the Milken Family office. Then in 2017, after Silver Rock spun out of the family office as a \$3Bn+ AUM opportunistic credit registered investment advisor, he joined the Santa Monica, California based team as a senior member of their Investment Committee. Mr. Lopez-Oña began his career at Citigroup where he spent 15 years within the global markets and corporate banking divisions in the US, Europe, Latin America and Asia. His last role at Citigroup was Managing Director and Head of European Distressed Debt Trading. Mr. Lopez-Oña holds a BA in Economics from the University of Pennsylvania.

Item 3: DISCIPLINARY INFORMATION

None.

Item 4: OTHER BUSINESS ACTIVITIES

Mr. Lopez-Oña may serve as a member of the board of directors (or an equivalent position) of entities formed as special purpose vehicles by the Funds or their affiliates.

Item 5: ADDITIONAL COMPENSATION

Mr. Lopez-Oña does not receive any bonus that is based, in whole or in part, on the number or amount of sales, client referrals or new accounts. Similarly, he does not receive any economic benefit for providing advisory services to anyone that is not a client.

Item 6: SUPERVISION

Mr. Lopez-Oña reports to Mr. Davidson, the Chairman and Chief Investment Officer of Wexford.

Mr. Lopez-Oña can be reached at (561) 273-8600.

Item 7: REQUIREMENTS FOR STATE REGISTERED ADVISERS

Not applicable.

BROCHURE SUPPLEMENT (ADV PART 2B)

Aaron S. Meyer

March 28, 2024

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This brochure supplement provides information about Aaron Meyer that supplements the Wexford Capital LP Brochure (ADV Part 2A). You should have received a copy of that brochure. Please contact (203) 862-7300 or ir@wexford.com if you did not receive the Brochure or if you have any questions about the contents of this supplement.

AARON S. MEYER

Item 2: EDUCATION BACKGROUND AND BUSINESS EXPERIENCE

Aaron S. Meyer, 47, joined Wexford in 2014 and became a Partner in 2018. Mr. Meyer focuses on Wexford's public investments. From 2010-13, Mr. Meyer was a Portfolio Manager at RBC Proprietary Trading, managing a long-short portfolio. From 2009-10, Mr. Meyer was a Portfolio Manager and Analyst managing a long-short portfolio at Millennium Management and from 2007-09, he was a Portfolio Manager managing a long-short portfolio at Satellite Asset Management. From 1999-01 and 2003-07, Mr. Meyer also gained investment experience at CR Intrinsic Investors, Neuberger Berman and Goldman Sachs. Mr. Meyer holds an MBA from New York University and a BA in Political Science and International Economics from Haverford College.

Item 3: DISCIPLINARY INFORMATION

None.

Item 4: OTHER BUSINESS ACTIVITIES

Mr. Meyer may serve as a member of the board of directors (or an equivalent position) of entities formed as special purpose vehicles by the Funds or their affiliates.

Item 5: ADDITIONAL COMPENSATION

Mr. Meyer does not receive any bonus that is based, in whole or in part, on the number or amount of sales, client referrals or new accounts. Similarly, he does not receive any economic benefit for providing advisory services to anyone that is not a client.

Item 6: SUPERVISION

Mr. Meyer reports to Mr. Davidson, the Chairman and Chief Investment Officer of Wexford.

Mr. Meyer can be reached at (203) 862-7300.

Item 7: REQUIREMENTS FOR STATE REGISTERED ADVISERS

Not applicable.

BROCHURE SUPPLEMENT (ADV PART 2B)

Mark Zand

March 28, 2024

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This brochure supplement provides information about Mark Zand that supplements the Wexford Capital LP Brochure (ADV Part 2A). You should have received a copy of that brochure. Please contact (203) 862-7300 or ir@wexford.com if you did not receive the Brochure or if you have any questions about the contents of this supplement.

MARK ZAND

Item 2:

EDUCATION BACKGROUND AND BUSINESS EXPERIENCE

Mark Zand, 70, joined Wexford in 1996 and became a Partner in 2001 and serves as the co-portfolio manager for the Credit Opportunities Funds. His responsibilities include research and trading in fixed income and distressed securities. He has served on the boards and creditors' committees of a number of private companies in which Wexford has held investments. From 1980-96, Mr. Zand worked for Merrill Lynch where he attained the position of Managing Director in High Yield/Distressed Securities Trading and Sales, and Sales Manager. From 1976-80, Mr. Zand worked at Stuart Brothers and E.F. Hutton. Mr. Zand holds an APC in finance and an MBA from New York University and a BA with distinction in economics from the University of Michigan.

Item 3: DISCIPLINARY INFORMATION

None.

Item 4: OTHER BUSINESS ACTIVITIES

Mr. Zand may serve as a member of the board of directors (or an equivalent position) of entities formed as special purpose vehicles by the Funds or their affiliates.

Item 5: ADDITIONAL COMPENSATION

Mr. Zand does not receive any bonus that is based, in whole or in part, on the number or amount of sales, client referrals or new accounts. Similarly, he does not receive any economic benefit for providing advisory services to anyone that is not a client.

Item 6: SUPERVISION

Mr. Zand reports to Mr. Davidson, the Chairman and Chief Investment Officer of Wexford.

Mr. Zand can be reached at (561) 273-8600.

Item 7: REQUIREMENTS FOR STATE REGISTERED ADVISERS

Not applicable.