

CONTANGO OIL & GAS CO

Form 10-K

September 11, 2009

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended June 30, 2009

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission file number 001-16317

**CONTANGO OIL & GAS COMPANY**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**95-4079863**  
(IRS Employer

Identification No.)

**3700 Buffalo Speedway, Suite 960**

**Houston, Texas 77098**

(Address of principal executive offices)

**(713) 960-1901**

(Registrant's telephone number, including area code)

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

Common Stock, Par Value \$0.04 per share

NYSE Amex

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by 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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by 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-K or any amendment to this Form 10-K.

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

(Do not check if smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

At December 31, 2008, the aggregate market value of the registrant's common stock held by non-affiliates (based upon the closing sale price of shares of such common stock as reported on the NYSE Amex was \$564,656,515. As of August 31, 2009, there were 15,828,980 shares of the registrant's common stock outstanding.

**Documents Incorporated by Reference**

Items 10, 11, 12, 13 and 14 of Part III have been omitted from this report since registrant will file with the Securities and Exchange Commission, not later than 120 days after the close of its fiscal year, a definitive proxy statement, pursuant to Regulation 14A. The information required by Items 10, 11, 12, 13 and 14 of this report, which will appear in the definitive proxy statement, is incorporated by reference into this Form 10-K.

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**CONTANGO OIL & GAS COMPANY AND SUBSIDIARIES**

**ANNUAL REPORT ON FORM 10-K FOR THE FISCAL YEAR ENDED JUNE 30, 2009**

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**CAUTIONARY STATEMENT ABOUT FORWARD-LOOKING STATEMENTS**

Some of the statements made in this report may contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, and Section 21E of the Securities Exchange Act of 1934, as amended. The words and phrases should be , will be , believe , expect , anticipate , estimate , forecast , goal and similar expressions identify forward-looking statements and express our expectations about future events. These include such matters as:

Our financial position

Business strategy, including outsourcing

Meeting our forecasts and budgets

Anticipated capital expenditures

Drilling of wells

Natural gas and oil production and reserves

Timing and amount of future discoveries (if any) and production of natural gas and oil

Operating costs and other expenses

Cash flow and anticipated liquidity

Prospect development

Property acquisitions and sales

Although we believe the expectations reflected in such forward-looking statements are reasonable, such expectations may not occur. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or

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achievements to be materially different from actual future results expressed or implied by the forward-looking statements. These factors include among others:

Low and/or declining prices for natural gas and oil

Natural gas and oil price volatility

Operational constraints, start-up delays and production shut-ins at both operated and non-operated production platforms, pipelines and gas processing facilities

The risks associated with acting as the operator in drilling deep high pressure and temperature wells in the Gulf of Mexico

The risks associated with exploration, including cost overruns and the drilling of non-economic wells or dry holes, especially in prospects in which the Company has made a large capital commitment relative to the size of the Company's capitalization structure

The timing and successful drilling and completion of natural gas and oil wells

Availability of capital and the ability to repay indebtedness when due

Availability of rigs and other operating equipment

Ability to raise capital to fund capital expenditures

Timely and full receipt of sale proceeds from the sale of our production

The ability to find, acquire, market, develop and produce new natural gas and oil properties

Interest rate volatility

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Uncertainties in the estimation of proved reserves and in the projection of future rates of production and timing of development expenditures

Operating hazards attendant to the natural gas and oil business

Downhole drilling and completion risks that are generally not recoverable from third parties or insurance

Potential mechanical failure or under-performance of significant wells, production facilities, processing plants or pipeline mishaps

Weather

Availability and cost of material and equipment

Delays in anticipated start-up dates

Actions or inactions of third-party operators of our properties

Actions or inactions of third-party operators of pipelines or processing facilities

Ability to find and retain skilled personnel

Strength and financial resources of competitors

Federal and state regulatory developments and approvals

Environmental risks

Worldwide economic conditions

The ability to construct and operate offshore infrastructure, including pipeline and production facilities.

The continued compliance by the Company with various pipeline and gas processing plant specifications for the gas and condensate produced by the Company.



Drilling and operating costs, production rates and ultimate reserve recoveries in our Eugene Island 10 ( Dutch ) and State of Louisiana ( Mary Rose ) acreage.

You should not unduly rely on these forward-looking statements in this report, as they speak only as of the date of this report. Except as required by law, we undertake no obligation to publicly release any revisions to these forward-looking statements to reflect events or circumstances occurring after the date of this report or to reflect the occurrence of unanticipated events. See the information under the heading Risk Factors referred to on page 12 of this report for some of the important factors that could affect our financial performance or could cause actual results to differ materially from estimates contained in forward-looking statements.

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*All references in this Form 10-K to the Company, Contango, we, us or our are to Contango Oil & Gas Company and wholly-owned Subsidiaries. Unless otherwise noted, all information in this Form 10-K relating to natural gas and oil reserves and the estimated future net cash flows attributable to those reserves are based on estimates prepared by independent engineers and are net to our interest.*

## **PART I**

### **Item 1. Business**

#### **Overview**

Contango is a Houston-based, independent natural gas and oil company. The Company's business is to explore, develop, produce and acquire natural gas and oil properties primarily offshore in the Gulf of Mexico. Contango Operators, Inc. (COI), our wholly-owned subsidiary, acts as operator on certain offshore prospects.

#### **Our Strategy**

Our exploration strategy is predicated upon two core beliefs: (1) that the only competitive advantage in the commodity-based natural gas and oil business is to be among the lowest cost producers and (2) that virtually all the exploration and production industry's value creation occurs through the drilling of successful exploratory wells. As a result, our business strategy includes the following elements:

*Funding exploration prospects generated by Juneau Exploration, L.P., our alliance partner.* We depend totally upon our alliance partner, Juneau Exploration, L.P. (JEX), for prospect generation expertise. JEX is experienced and has a successful track record in exploration.

*Using our limited capital availability to increase our reward/risk potential on selective prospects.* We have concentrated our risk investment capital in our offshore Gulf of Mexico prospects. Exploration prospects are inherently risky as they require large amounts of capital with no guarantee of success. COI drills and operates our offshore prospects. Should we be successful in any of our offshore prospects, we will have the opportunity to spend significantly more capital to complete development and bring the discovery to producing status.

*Operating in the Gulf of Mexico.* COI was formed for the purpose of drilling and operating exploration wells in the Gulf of Mexico. While the Company has historically drilled turnkey wells, adverse weather conditions as well as difficulties encountered while drilling our offshore wells could cause our contracts to come off turnkey and thus lead to significantly higher drilling costs.

*Sale of proved properties.* From time-to-time as part of our business strategy, we have sold and in the future expect to continue to sell some or a substantial portion of our proved reserves and assets to capture current value, using the sales proceeds to further our offshore exploration activities. Since its inception, the Company has sold approximately \$484 million worth of natural gas and oil properties, and views periodic reserve sales as an opportunity to capture value, reduce reserve and price risk, and as a source of funds for potentially higher rate of return natural gas and oil exploration opportunities.

*Controlling general and administrative and geological and geophysical costs.* Our goal is to be among the most efficient in the industry in revenue and profit per employee and among the lowest in general and administrative costs. We plan to continue outsourcing our geological, geophysical, and reservoir engineering and land functions, and partnering with cost efficient operators. We have seven employees.

*Structuring transactions to share risk.* JEX, our alliance partner, shares in the upfront costs and the risk of our exploration prospects.

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*Structuring incentives to drive behavior.* We believe that equity ownership aligns the interests of our employees and stockholders. Our directors and executive officers beneficially own or have voting control over approximately 24% of our common stock.

### **Exploration Alliance with JEX**

JEX is a private company formed for the purpose of assembling domestic natural gas and oil prospects. Under our agreement with JEX, JEX generates natural gas and oil prospects and evaluates exploration prospects generated by others. JEX focuses on the Gulf of Mexico, and generates offshore exploration prospects via our affiliated companies, Republic Exploration, LLC ( REX ) and Contango Offshore Exploration, LLC ( COE ) (see Offshore Gulf of Mexico Exploration Joint Ventures below). We do not have a written agreement with JEX which contractually obligates them to provide us with their services.

### **Offshore Gulf of Mexico Exploration Joint Ventures**

Contango, through its wholly-owned subsidiary COI, and its partially-owned subsidiaries, REX and COE, conducts exploration activities in the Gulf of Mexico. During the fiscal year ended June 30, 2009, the Company relinquished 44 Gulf of Mexico leases to the Minerals Management Service ( MMS ). Of these 44 leases, 18 leases were near expiration and 26 were relinquished early. As of August 31, 2009, Contango, through COI, REX and COE, had an interest in 25 offshore leases. See Offshore Properties below for additional information on our offshore properties.

Effective April 1, 2008, the Company sold a portion of its ownership interest in REX to an existing member of REX for approximately \$0.8 million. As a result of the sale, the Company's equity ownership interest in REX decreased to 32.3%, which is its current ownership interest. Effective April 1, 2008, the Company sold a portion of its ownership interest in COE to an existing member of COE for approximately \$0.9 million. As a result of the sale, the Company's equity ownership interest in COE decreased to 65.6%, which is its current ownership interest.

Both REX and COE were formed for the purpose of generating exploration opportunities in the Gulf of Mexico. See Exhibit 21.2 for an organizational chart of our subsidiaries. These companies focus on identifying prospects, acquiring leases at federal and state lease sales and then selling the prospects to third parties, including Contango, subject to timed drilling obligations plus retained reversionary interests in favor of REX and COE.

### *Impact of Hurricanes Gustav and Ike*

In August 2008 and September 2008, Hurricanes Gustav and Ike, respectively, moved through the Gulf of Mexico and it was necessary for us to shut-in our Dutch and Mary Rose production at various times before, during and after the storms. Our offshore facilities sustained only minor damage from Hurricane Ike, and damage was limited to our Dutch and Mary Rose wells, affecting mainly SCADA control systems, helideck skirting, risers, and disrupted flowlines. Repairs have been completed on the damaged wells at an 8/8ths cost of approximately \$2.4 million, which is covered by the Company's insurance after an 8/8ths deductible of \$675,000. The third-party processing and pipeline facilities on which we rely, however, incurred significant damage from Hurricane Ike and necessitated significant downtime for our production while repairs were being made. All third-party facilities have now been repaired and we have resumed production from our Gulf of Mexico assets.

Our corporate office sustained major damage and we temporarily relocated. Repairs to our corporate office have been completed and we returned to our offices in the first quarter of the 2009 calendar year.

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*Republic Exploration LLC (REX)*

West Delta 36, a REX prospect, is operated by a third party. The Company depends on a third-party operator for the operation and maintenance of this production platform. The well resumed production in January 2009 after being temporarily shut-in due to minor damage from Hurricane Ike. As of August 31, 2009, the well was producing at an 8/8ths rate of approximately 5.0 million cubic feet equivalent per day ( Mmcfed ). REX has a 25.0% working interest ( WI ), and a 20.0% net revenue interest ( NRI ), in this well.

On June 1, 2009, REX was awarded two lease blocks from the Central Gulf of Mexico Lease Sale No. 208. REX bid \$257,777 on East Cameron 210 and \$157,777 on South Timbalier 97.

In March 2009, COI spud Eugene Island 56 #1 ( High Country West ), a REX prospect, which was determined to be a dry hole. COI has a 100% WI and paid 100% of the drilling costs of approximately \$11.1 million. These costs together with associated leasehold costs and prospect fees of approximately \$0.6 million are reflected as exploration expenses in the Company s Consolidated Statements of Operations for the fiscal year ended June 30, 2009.

In October 2008, COI spud West Delta 77 ( Devil s Elbow ), a REX prospect, which was determined to be a dry hole. COI has a 100% WI and paid 100% of the drilling costs of approximately \$5.4 million. These costs together with associated leasehold costs of approximately \$1.7 million are reflected as exploration expenses in the Company s Consolidated Statements of Operations for the fiscal year ended June 30, 2009.

On April 3, 2008, the members of REX entered into an Amended and Restated Limited Liability Company Agreement (the REX LLC Agreement ), effective as of April 1, 2008, to, among other things, distribute REX s interest in Dutch and Mary Rose to the individual members of REX or their designees. In connection with this distribution, REX repaid in full all amounts owed by REX to a private investment firm under a \$50.0 million demand promissory note with such private investment firm (the REX Demand Note ). All security interests and other liens granted in favor of such private investment firm as security for the obligations under the REX Demand Note have been released and terminated. The Company s portion of such repayment was approximately \$22.5 million.

*Contango Offshore Exploration LLC (COE)*

Grand Isle 72 ( Liberty ), a COE prospect operated by COI, began producing in March 2007 and as of August 31, 2009 was producing at an 8/8ths rate of approximately 1.0 Mmcfed. COE has a 50% WI and a 40% NRI in this well. As of June 30, 2009, COE had borrowed \$4.3 million from the Company under a promissory note (the Note ) to fund a portion of its share of development costs at Grand Isle 72. The Note bears interest at a per annum rate of 10% and is payable upon demand. As of June 30, 2009, accrued and unpaid interest on the Note was \$1.2 million. In March 2009, COE completed the top-most zone and increased production on this well. The cost on an 8/8ths basis was approximately \$1.3 million, or \$0.4 million net to the Company s ownership percentage in COE. For the fiscal year ended June 30, 2009, the Company recorded impairment expense of \$3.4 million related to Grand Isle 72 as a result of the expected future undiscounted net cash flows of this well being lower than the unamortized capitalized cost.

Grand Isle 70, another COE prospect, was drilled by COI in July 2006. The well has been temporarily abandoned while alternative development scenarios are being evaluated. For the fiscal year ended June 30, 2009, the Company recorded impairment expense of \$2.7 million related to Grand Isle 70 as a result of the expected future undiscounted net cash flows of this well being lower than the unamortized capitalized cost. COE has a 45.1% WI before completion of the well and a 52.6% WI after completion of the well, while COI has a 3.6% WI before and after completion of the well.

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**Contango Resources Company and Contango Operators, Inc**

Contango Resources Company ( CRC ), a wholly-owned subsidiary of the Company, was formed for the purpose of drilling and operating exploration and development wells in the Gulf of Mexico. On March 31, 2009, CRC was merged with and into COI, with COI being the surviving entity. Thus, all of Contango's offshore exploration, production, and operations are now performed by COI. Additionally, COI acquires significant working interests in offshore exploration and development opportunities in the Gulf of Mexico, usually under a farm-out agreement, or similar agreement, with either REX or COE. COI may also operate and acquire significant working interests in offshore exploration and development opportunities under farm-in agreements with third parties.

Nearly all of the Company's production is from its four Dutch wells, four Mary Rose wells, and Eloise North well (located in Louisiana State Lease No. 19266 #3). These nine wells produce via two platforms: the Company-owned and operated platform at Eugene Island 11 and a third-party owned and operated platform at Eugene Island 24.

*Eugene Island 11 Platform*

The Company's platform at Eugene Island 11 is currently processing approximately 51.8 Mmcfd, net to Contango. This platform was designed with a capacity of 500 million cubic feet per day ( Mmcf ) and 6,000 barrels of oil per day ( bopd ). This platform services production from the Company's four Mary Rose wells, our Eloise North well, and our Dutch #4 well. From the Eugene Island 11 platform, the gas and condensate flow to Eugene Island 63 via our pipeline, which has been designed with a capacity of 330 Mmcf and 6,000 bopd, and then to on-shore processing facilities near Patterson, Louisiana.

The Company's Mary Rose #1 well was successfully worked over in January 2009 at a cost of approximately \$11.5 million (\$6.1 million net to Contango), to reduce water production from a water bearing sand above our production reservoir. We also installed line heaters at the Eugene Island 11 platform which allowed us to further increase our production rate. Production had been constrained due to entrained water that attached to the paraffin in our condensate. The line heaters were installed at a cost of approximately \$1.9 million (\$0.9 million net to Contango).

The Company's Mary Rose #2 well was successfully worked over in May 2009 at a cost of approximately \$5.6 million (\$3.0 million net to Contango), to also reduce water production from a water bearing sand above our production reservoir.

*Eugene Island 24 Platform*

The third-party owned and operated production platform at Eugene Island 24 is currently processing approximately 23.0 Mmcf, net to Contango. This platform was designed with a capacity of 100 Mmcf and 3,000 bopd. This platform services production from the Company's Dutch #1, #2 and #3 wells.

*Other Activities*

On August 19, 2009, COI was the apparent high bidder on three lease blocks at the Western Gulf of Mexico Lease Sale No. 210. We bid approximately \$1.0 million on Matagorda Island Block 617, and \$0.3 million each on Matagorda Island Blocks 607 and 616.

An apparent high bid ( AHB ) gives the bidding party priority in award of offered tracts, subject to review by the MMS which may reject all bids for a given tract. The MMS review process can take up to 90 days. Upon completion of that process, final results for all AHBs will be known.

Effective September 1, 2008, COI purchased additional working interests in nine offshore lease blocks from existing owners for a total of \$2.1 million. See Offshore Properties below for a detailed description of the interests owned in our offshore properties.

On April 3, 2008, the Company acquired additional working interests in the Eugene Island 10 ( Dutch ) and State of Louisiana ( Mary Rose ) discoveries in a like-kind exchange, using funds from the sale

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of its Eastern core Arkansas Fayetteville Shale properties held by a qualified intermediary. The Company purchased an additional 4.17% working interest and 3.33% net revenue interest in Dutch and an additional average 4.56% working interest and 3.33% net revenue interest in Mary Rose from three different companies for \$100 million. The effective date of the transaction was January 1, 2008.

On February 8, 2008, the Company purchased an additional 0.3% overriding royalty interest in the Dutch and Mary Rose discoveries for \$9.0 million in a like-kind exchange, using funds from the sale of its Eastern core Arkansas Fayetteville Shale properties held by a qualified intermediary.

On January 3, 2008, the Company acquired an additional 8.33% working interest and 6.67% net revenue interest in Dutch and an additional average 9.11% working interest and 6.67% net revenue interest in Mary Rose from three different companies for \$200 million, in a like-kind exchange, using funds from the sale of its Western core Arkansas Fayetteville Shale properties held by a qualified intermediary. The effective date of the transaction was January 1, 2008. As of August 22, 2008, the Company had a 47.05% working interest and 38.12% net revenue interest in Dutch, and an average 53.21% working interest and 37.00% net revenue interest in Mary Rose.

**Offshore Properties**

*Producing Properties.* The following table sets forth the interests owned by Contango through its related entities in the Gulf of Mexico which were producing natural gas or oil as of August 31, 2009:

<b>Area/Block</b>	<b>WI</b>	<b>NRI</b>	<b>Status</b>
<b><u>Contango Operators, Inc.:</u></b>			
Eugene Island 10 #D-1 (Dutch #1)	47.05%	38.1%	Producing
Eugene Island 10 #E-1 (Dutch #2)	47.05%	38.1%	Producing
Eugene Island 10 #F-1 (Dutch #3)	47.05%	38.1%	Producing
Eugene Island 10 #G-1 (Dutch #4)	47.05%	38.1%	Producing
S-L 18640 #1 (Mary Rose #1)	53.21%	40.5%	Producing
S-L 19266 #1 (Mary Rose #2)	53.21%	38.7%	Producing
S-L 19266 #2 (Mary Rose #3)	53.21%	38.7%	Producing
S-L 18860 #1 (Mary Rose #4)	34.58%	25.5%	Producing
S-L 19266 #3 (Eloise North #1)	36.90%	26.9%	Producing
<b><u>Republic Exploration LLC</u></b>			
Eugene Island 113B	0.0%	3.3%	Producing
West Delta 36	25.0%	20.0%	Producing
<b><u>Contango Offshore Exploration LLC:</u></b>			
Grand Isle 72	50.0%	40.0%	Producing
Ship Shoal 358, A-3 well	10.0%	7.7%	Producing

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*Leases.* The following table sets forth the interests owned by Contango through its related entities in leases in the Gulf of Mexico as of August 31, 2009:

<b>Area/Block</b>	<b>WI</b>	<b>Lease Date</b>	<b>Expiration Date</b>
<b><u>Contango Operators, Inc.:</u></b>			
Ship Shoal 14	50.00%	May-06	May-11
South Marsh Island 57	50.00%	May-06	May-11
South Marsh Island 59	50.00%	May-06	May-11
South Marsh Island 75	50.00%	May-06	May-11
Ship Shoal 263	25.00%	Jun-06	Jun-11
Grand Isle 70	3.65%	Jun-06	Jun-11
S-L 19261	53.21%	Feb 07	Feb 12
S-L 19396	53.21%	Jun 07	Jun 12
Eugene Island 11	53.21%	Dec 07	Dec-12
Eugene Island 56(1)	100.00%	Jul-08	Jul-13
<b><u>Republic Exploration LLC</u></b>			
South Marsh Island 57	50.00%	May-06	May-11
South Marsh Island 59	50.00%	May-06	May-11
South Marsh Island 75	50.00%	May-06	May-11
Ship Shoal 14	50.00%	May-06	May-11
East Cameron 210	100.00%	Jun-09	Jun-14
South Timbalier 97	100.00%	Jun-09	Jun-14
<b><u>Contango Offshore Exploration LLC:</u></b>			
Ship Shoal 263	75.00%	Jun-06	Jun-11
Viosca Knoll 383	100.00%	Jun-06	Jun-11
Grand Isle 70	45.13%	Jun-06	Jun-11
East Breaks 369	(2)	Dec-03	Dec-13
East Breaks 370	100.00%	Dec-03	Dec-13
East Breaks 366	100.00%	Nov-05	Nov-15
East Breaks 410	100.00%	Nov-05	Nov-15

(1) Dry Hole

(2) Farmed out. COE will receive a 3.67% ORRI before project payout and a 6.67% ORRI after project payout

**Contango Venture Capital Corporation**

In March 2008, Contango Venture Capital Corporation ( CVCC ), our wholly-owned subsidiary, sold its direct and indirect investments in Gridpoint, Inc., Trulite, Inc., Protonex Technology Corporation, Jadoo Power Systems, Contango Capital Partners Fund, L.P. and Contango Capital Partnership Management, LLC for \$3.4 million, in the aggregate, recognizing a loss of approximately \$2.9 million for the fiscal year ended June 30, 2008. CVCC 's only remaining alternative energy investment is Mobilize, Inc. ( Mobilize ). As of August 31, 2009, CVCC owned 443,648 shares of Mobilize convertible preferred stock, which represents an approximate 19.5% ownership interest. Mobilize develops real time diagnostics and field optimization solutions for the oil and gas and other industries using open-standards based technologies.

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**Property Sales and Discontinued Operations**

*Freeport LNG Development, L.P.*

On February 5, 2008, the Company sold its ten percent (10%) limited partnership interest in Freeport LNG Development L.P. ( Freeport LNG ) to Turbo LNG LLC, an affiliate of Osaka Gas Co., Ltd., for \$68.0 million, and recognized a pre-tax gain of approximately \$63.4 million on the sale. Freeport LNG is a limited partnership formed to develop, construct and operate a 1.75 billion cubic feet per day ( Bcfd ) liquefied natural gas ( LNG ) receiving and gasification terminal on Quintana Island, near Freeport, Texas. The Company used \$20.3 million of the proceeds from the sale to pay off its debt with The Royal Bank of Scotland plc, including principal, interest and fees. Another \$20.0 million was used to pay off its debt with a private investment firm. The remaining \$27.7 million was used for working capital purposes.

*Arkansas Fayetteville Shale*

On December 21, 2007, the Company sold its Western core Arkansas Fayetteville Shale properties to Petrohawk Energy Corporation for \$199.2 million. The sale was effective October 1, 2007. The Company sold approximately 14,200 acres with 6.4 Mmcfd of production, net to Contango. The Company recognized a gain of approximately \$155.9 million for the fiscal year ended June 30, 2008 as a result of this sale.

On January 30, 2008, the Company sold its Eastern core Arkansas Fayetteville Shale properties to XTO Energy, Inc. for approximately \$128.0 million. The sale was effective December 1, 2007. The Eastern core consisted of approximately 11,200 acres with 3.0 Mmcfd of production, net to Contango. The Company recognized a gain of approximately \$106.4 million for the fiscal year ended June 30, 2008 as a result of this sale.

*Texas and Louisiana*

Effective February 1, 2008, the Company sold its interest in two on-shore wells to Alta Resources LLC. The Alta-Ellis#1 in Texas and the Temple-Inland in Louisiana were sold for approximately \$1.1 million.

**Marketing and Pricing**

The Company currently derives its revenue principally from the sale of natural gas and oil. As a result, the Company's revenues are determined, to a large degree, by prevailing natural gas and oil prices. The Company currently sells its natural gas and oil on the open market at prevailing market prices. Market prices are dictated by supply and demand, and the Company cannot predict or control the price it receives for its natural gas and oil. The Company has outsourced the marketing of its offshore natural gas and oil production volume to a privately-held third party marketing firm. The Company has a policy not to hedge its natural gas and oil production.

Price decreases would adversely affect our revenues, profits and the value of our proved reserves. Historically, the prices received for natural gas and oil have fluctuated widely. Among the factors that can cause these fluctuations are:

The domestic and foreign supply of natural gas and oil

Overall economic conditions

The level of consumer product demand

Adverse weather conditions and natural disasters



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The price and availability of competitive fuels such as heating oil and coal

Political conditions in the Middle East and other natural gas and oil producing regions

The level of LNG imports

Domestic and foreign governmental regulations

Potential price controls and special taxes

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**Competition**

The Company competes with numerous other companies in all facets of its business. Our competitors in the exploration, development, acquisition and production business include major integrated oil and gas companies as well as numerous independents, including many that have significantly greater financial resources and in-house technical expertise.

**Governmental Regulations**

*Federal Income Tax.* Federal income tax laws significantly affect the Company's operations. The principal provisions affecting the Company are those that permit the Company, subject to certain limitations, to deduct as incurred, rather than to capitalize and amortize, its domestic intangible drilling and development costs and to claim depletion on a portion of its domestic natural gas and oil properties based on 15% of its natural gas and oil gross income from such properties (up to an aggregate of 1,000 barrels per day of domestic crude oil and/or equivalent units of domestic natural gas).

*Environmental Matters.* Domestic natural gas and oil operations are subject to extensive federal regulation and, with respect to federal leases, to interruption or termination by governmental authorities on account of environmental and other considerations such as the Comprehensive Environmental Response, Compensation and Liability Act ( CERCLA ) also known as the Super Fund Law . The trend towards stricter standards in environmental legislation and regulation could increase costs to the Company and others in the industry. Natural gas and oil lessees are subject to liability for the costs of clean-up of pollution resulting from a lessee's operations, and may also be subject to liability for pollution damages. The Company maintains insurance against costs of clean-up operations, but is not fully insured against all such risks. A serious incident of pollution may also result in the Department of the Interior requiring lessees under federal leases to suspend or cease operation in the affected area.

The Oil Pollution Act of 1990 (the OPA ) and regulations thereunder impose a variety of regulations on responsible parties related to the prevention of oil spills and liability for damages resulting from such spills in U.S. waters. The OPA assigns liability to each responsible party for oil removal costs and a variety of public and private damages. While liability limits apply in some circumstances, a party cannot take advantage of liability limits if the spill was caused by gross negligence or willful misconduct or resulted from violation of federal safety, construction or operating regulations. Few defenses exist to the liability imposed by the OPA. In addition, to the extent the Company's offshore lease operations affect state waters, the Company may be subject to additional state and local clean-up requirements or incur liability under state and local laws. The OPA also imposes ongoing requirements on responsible parties, including proof of financial responsibility to cover at least some costs in a potential spill. The Company believes that it currently has established adequate proof of financial responsibility for its offshore facilities. However, the Company cannot predict whether these financial responsibility requirements under the OPA amendments will result in the imposition of substantial additional annual costs to the Company in the future or otherwise materially adversely affect the Company. The impact, however, should not be any more adverse to the Company than it will be to other similarly situated or less capitalized owners or operators in the Gulf of Mexico.

The Company's operations are subject to numerous federal, state and local laws and regulations controlling the discharge of materials into the environment or otherwise relating to the protection of the environment. Such laws and regulations, among other things, impose absolute liability on the lessee for the cost of clean-up of pollution resulting from a lessee's operations, subject the lessee to liability for pollution damages, may require suspension or cessation of operations in affected areas, and impose restrictions on the injection of liquids into subsurface aquifers that may contaminate groundwater. Such laws could have a significant impact on the operating costs of the Company, as well as the natural gas and oil industry in general. Federal, state and local initiatives to further regulate the disposal of natural gas and oil wastes are also pending in certain jurisdictions, and these initiatives could have a similar impact on the Company. The Company's operations are also subject to additional federal, state and local laws and regulations relating to protection of human health, natural resources, and the environment pursuant to which the Company may incur compliance costs or other liabilities.

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*Other Laws and Regulations.* Various laws and regulations often require permits for drilling wells and also cover spacing of wells, the prevention of waste of natural gas and oil including maintenance of certain gas/oil ratios, rates of production and other matters. The effect of these laws and regulations, as well as other regulations that could be promulgated by the jurisdictions in which the Company has production, could be to limit the number of wells that could be drilled on the Company's properties and to limit the allowable production from the successful wells completed on the Company's properties, thereby limiting the Company's revenues.

The MMS administers the natural gas and oil leases held by the Company on federal onshore lands and offshore tracts in the Outer Continental Shelf. The MMS holds a royalty interest in these federal leases on behalf of the federal government. While the royalty interest percentage is fixed at the time that the lease is entered into, from time to time the MMS changes or reinterprets the applicable regulations governing its royalty interests, and such action can indirectly affect the actual royalty obligation that the Company is required to pay. However, the Company believes that the regulations generally do not impact the Company to any greater extent than other similarly situated producers. At the end of lease operations, oil and gas lessees must plug and abandon wells, remove platforms and other facilities, and clear the lease site sea floor. The MMS requires companies operating on the Outer Continental Shelf to obtain surety bonds to ensure performance of these obligations. As an operator, the Company is required to obtain surety bonds of \$200,000 per lease for exploration and \$500,000 per lease for developmental activities.

The Federal Energy Regulatory Commission (the "FERC") has embarked on wide-ranging regulatory initiatives relating to natural gas transportation rates and services, including the availability of market-based and other alternative rate mechanisms to pipelines for transmission and storage services. In addition, the FERC has announced and implemented a policy allowing pipelines and transportation customers to negotiate rates above the otherwise applicable maximum lawful cost-based rates on the condition that the pipelines alternatively offer so-called recourse rates equal to the maximum lawful cost-based rates. With respect to gathering services, the FERC has issued orders declaring that certain facilities owned by interstate pipelines primarily perform a gathering function, and may be transferred to affiliated and non-affiliated entities that are not subject to the FERC's rate jurisdiction. The Company cannot predict the ultimate outcome of these developments, or the effect of these developments on transportation rates. Inasmuch as the rates for these pipeline services can affect the natural gas prices received by the Company for the sale of its production, the FERC's actions may have an impact on the Company. However, the impact should not be substantially different on the Company than it will on other similarly situated natural gas producers and sellers.

**Employees**

We have seven employees, all of whom are full time. We use the services of independent consultants and contractors to perform various professional services, including reservoir engineering, land, legal, environmental and tax services. We are dependent on JEX for prospect generation, evaluation and prospect leasing. As a working interest owner, we rely on outside operators to drill, produce and market our natural gas and oil for our onshore prospects and certain offshore prospects where we are a non-operator. In the offshore prospects where we are the operator, we rely on a turn-key contractor to drill and rely on independent contractors to produce and market our natural gas and oil. In addition, we utilize the services of independent contractors to perform field and on-site drilling and production operation services and independent third party engineering firms to calculate our reserves.

**Directors and Executive Officers**

The following table sets forth the names, ages and positions of our directors and executive officers:

<b>Name</b>	<b>Age</b>	<b>Position</b>
Kenneth R. Peak	64	Chairman, Chief Executive Officer, Chief Financial Officer, and Director
Marc Duncan	56	President and Chief Operating Officer
Lesia Bautina	38	Senior Vice President and Contoller
Sergio Castro	40	Vice President, Treasurer and Secretary
B.A. Berilgen	61	Director

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Jay D. Brehmer	44	Director
Charles M. Reimer	64	Director
Steven L. Schoonover	64	Director

*Kenneth R. Peak.* Mr. Peak is the founder and has been Chairman, Chief Executive Officer and Chief Financial Officer of Contango since its formation in September 1999. Mr. Peak entered the energy industry in 1972 as a commercial banker and held a variety of financial and executive positions in the oil and gas industry prior to starting Contango in 1999. Mr. Peak served as an officer in the U.S. Navy from 1968 to 1971. Mr. Peak received a BS in physics from Ohio University in 1967, and an MBA from Columbia University in 1972. He currently serves as a director of Patterson-UTI Energy, Inc., a provider of onshore contract drilling services to exploration and production companies in North America.

*Lesia Bautina.* Ms. Bautina joined Contango in November 2001 as Controller and was appointed Vice President and Controller in August 2002. In July 2005, Ms. Bautina was promoted to Senior Vice President. Prior to joining Contango, Ms. Bautina worked as an auditor for Arthur Andersen LLP from 1997 to 2001. Her primary experience is accounting and financial reporting for exploration and production companies. Ms. Bautina received a degree in History from the University of Lvov in the Ukraine in 1990 and a BBA in Accounting in 1996 from Sam Houston State University, where she graduated with honors. Ms. Bautina is a Certified Public Accountant and member of the Petroleum Accounting Society of Houston.

*Sergio Castro.* Mr. Castro joined Contango in March 2006 as Treasurer and was appointed Vice President and Treasurer in April 2006. Prior to joining Contango, Mr. Castro spent two years (April 2004 to March 2006) as a consultant for UHY Advisors TX, LP. From January 2001 to April 2004, Mr. Castro was a lead credit analyst for Dynegy Inc. From August 1997 to January 2001, Mr. Castro worked as an auditor for Arthur Andersen LLP, where he specialized in energy companies. Mr. Castro was honorably discharged from the U.S. Navy in 1993 as an E-6, where he served onboard a nuclear powered submarine. Mr. Castro received a BBA in Accounting in 1997 from the University of Houston, graduating summa cum laude. Mr. Castro is a Certified Public Accountant and a Certified Fraud Examiner.

*Marc Duncan.* Mr. Duncan joined Contango in June 2005 as President and Chief Operating Officer of Contango Operators, Inc. Mr. Duncan has over 25 years of experience in the energy industry and has held a variety of domestic and international engineering and senior-level operations management positions relating to natural gas and oil exploration, project development, and drilling and production operations. Prior to joining Contango, Mr. Duncan served as Chief Operating Officer of USENCO International, Inc. and its subsidiaries and affiliates in China and Ukraine from February 2000 to July 2004 and as a senior project and drilling engineer for Hunt Oil Company from July 2004 to June 2005. He holds an MBA in Engineering Management from the University of Dallas, an MEd from the University of North Texas and a BS in Science and Education from Stephen F. Austin University.

*B.A. Berilgen.* Mr. Berilgen was appointed a director of Contango in July 2007. Mr. Berilgen has served in a variety of senior positions during his 38 year career. Most recently, he became Chief Executive Officer of Patara Oil & Gas LLC in April 2008. Prior to that he was Chairman, Chief Executive Officer and President of Rosetta Resources Inc., a company he founded in June 2005, until his resignation in July 2007, and then he was an independent consultant from July 2007 through April 2008. Mr. Berilgen was also previously the Executive Vice President of Calpine Corp. and President of Calpine Natural Gas L.P. from October 1999 through June 2005. In June 1997, Mr. Berilgen joined Sheridan Energy, a public oil and gas company, as its President and Chief Executive Officer. Mr. Berilgen attended the University of Oklahoma, receiving a B.S. in Petroleum Engineering in 1970 and a M.S. in Industrial Engineering / Management Science.

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*Jay D. Brehmer.* Mr. Brehmer has been a director of Contango since October 2000. Mr. Brehmer is a co-founding partner of Southplace, LLC, a provider of private-company middle-market corporate finance advisory services. Mr. Brehmer founded Southplace, LLC in November 2002. In August 2004, Mr. Brehmer became Managing Director of Houston Capital Advisors LP, a boutique financial advisory, merger and acquisition investment bank, while still retaining his membership in Southplace, LLC. Mr. Brehmer resigned from Houston Capital Advisors LP in January 2008 and is currently associated with Southplace, LLC in a full-time capacity. From May 1998 until November 2002, Mr. Brehmer was responsible for structured-finance energy related transactions at Aquila Energy Capital Corporation. Prior to joining Aquila, Mr. Brehmer founded Capital Financial Services, which provided mid-cap companies with strategic merger and acquisition advice coupled with prudent financial capitalization structures. Mr. Brehmer holds a BBA from Drake University in Des Moines, Iowa.

*Charles M. Reimer.* Mr. Reimer was elected a director of Contango in November 2005. Mr. Reimer is President of Freeport LNG Development, L.P., and has experience in exploration, production, liquefied natural gas ( LNG ) and business development ventures, both domestically and abroad. From 1986 until 1998, Mr. Reimer served as the senior executive responsible for the VICO joint venture that operated in Indonesia, and provided LNG technical support to P. T. Badak. Additionally, during these years he served, along with Pertamina executives, on the board of directors of the P.T. Badak LNG plant in Bontang, Indonesia. Mr. Reimer began his career with Exxon Company USA in 1967 and held various professional and management positions in Texas and Louisiana. Mr. Reimer was named President of Phoenix Resources Company in 1985 and relocated to Cairo, Egypt, to begin eight years of international assignments in both Egypt and Indonesia. Prior to joining Freeport LNG Development, L.P. in December 2002, Mr. Reimer was President and Chief Executive Officer of Cheniere Energy, Inc.

*Steven L. Schoonover.* Mr. Schoonover was elected a director of Contango in November 2005. Mr. Schoonover was most recently Chief Executive Officer of Cellxion, L.L.C., a company he founded in September 1996 and sold in September 2007, which specialized in construction and installation of telecommunication buildings and towers, as well as the installation of high-tech telecommunication equipment. Since the sale in September 2007, Mr. Schoonover continues to serve as a consultant to the current management team of Cellxion, L.L.C. From 1990 until its sale in November 1997 to Telephone Data Systems, Inc., Mr. Schoonover served as President of Blue Ridge Cellular, Inc., a full-service cellular telephone company he co-founded. From 1983 to 1996, he served in various positions, including President and Chief Executive Officer, with Fibrebond Corporation, a construction firm involved in cellular telecommunications buildings, site development and tower construction. Mr. Schoonover has been awarded, on two occasions with two different companies, Entrepreneur of the Year, sponsored by Ernst & Young, Inc Magazine and USA Today.

Directors of Contango serve as members of the board of directors until the next annual stockholders meeting, until successors are elected and qualified or until their earlier resignation or removal. Officers of Contango are elected by the board of directors and hold office until their successors are chosen and qualified, until their death or until they resign or have been removed from office. All corporate officers serve at the discretion of the board of directors. In fiscal year 2009, each outside director of the Company received a quarterly retainer of \$8,000 payable in cash and \$36,000 payable annually in Company common stock. Each outside director also received a \$1,000 cash payment for each board meeting and separately scheduled Audit Committee meeting attended. The Chairman of the Audit Committee received an additional quarterly cash payment of \$3,000. For fiscal year 2010, each outside director of the Company will receive a quarterly retainer of \$20,000 payable in cash, with no stock option or common stock grants. There will be no additional payments for meetings attended or being chairman of a committee. There are no family relationships between any of our directors or executive officers.

**Corporate Offices**

We lease our corporate offices at 3700 Buffalo Speedway, Suite 960, Houston, Texas 77098. Our existing 60 month lease agreement expires on October 31, 2011.

**Code of Ethics**

We adopted a Code of Ethics for senior management in December 2002. A copy of our Code of Ethics is filed as an exhibit to this Form 10-K and is also available on our Website at [www.contango.com](http://www.contango.com).

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**Available Information**

General information about us can be found on our Website at [www.contango.com](http://www.contango.com). Our annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K, as well as any amendments and exhibits to those reports, are available free of charge through our Website as soon as reasonably practicable after we file or furnish them to the Securities and Exchange Commission ( SEC ).

**Item 1A. Risk Factors**

*In addition to the other information set forth elsewhere in this Form 10-K, you should carefully consider the following factors when evaluating the Company. An investment in the Company is subject to risks inherent in our business. The trading price of the shares of the Company is affected by the performance of our business relative to, among other things, competition, market conditions and general economic and industry conditions. The value of an investment in the Company may decrease, resulting in a loss.*

***We have no ability to control the prices that we receive for natural gas and oil. Natural gas and oil prices fluctuate widely, and a substantial or extended decline in natural gas and oil prices would adversely affect our revenues, profitability and growth and could have a material adverse effect on the business, the results of operations and financial condition of the Company.***

Our revenues, profitability and future growth depend significantly on natural gas and crude oil prices. Prices received affect the amount of future cash flow available for capital expenditures and repayment of indebtedness and our ability to raise additional capital. We do not expect to hedge our production to protect against price decreases. Lower prices may also affect the amount of natural gas and oil that we can economically produce. Factors that can cause price fluctuations include:

The domestic and foreign supply of natural gas and oil.

Overall economic conditions.

The level of consumer product demand.

Adverse weather conditions and natural disasters.

The price and availability of competitive fuels such as LNG, heating oil and coal.

Political conditions in the Middle East and other natural gas and oil producing regions.

The level of LNG imports.

Domestic and foreign governmental regulations.

Potential price controls and increased taxes.

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Access to pipelines and gas processing plants.

A substantial or extended decline in natural gas and oil prices could have a material adverse effect on our access to capital and the quantities of natural gas and oil that may be economically produced by us. A significant decrease in price levels for an extended period would negatively affect us.

***We depend on the services of our chairman, chief executive officer and chief financial officer, and implementation of our business plan could be seriously harmed if we lost his services.***

We depend heavily on the services of Kenneth R. Peak, our chairman, chief executive officer, and chief financial officer. We do not have an employment agreement with Mr. Peak, and the proceeds from a \$10.0 million key person life insurance policy on Mr. Peak may not be adequate to cover our losses in the event of Mr. Peak's death.

***We are highly dependent on the technical services provided by JEX and could be seriously harmed if JEX terminated its services with us or became otherwise unavailable.***

Because we have only seven employees, none of whom are geoscientists or petroleum engineers, we are dependent upon JEX for the success of our natural gas and oil exploration projects and expect to remain so for the foreseeable future. We do not have a written agreement with JEX which contractually obligates them to provide us with their services in the future. Highly qualified explorationists and engineers are difficult to attract and retain. As a result, the loss of the services of JEX could have a material adverse effect on us and

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could prevent us from pursuing our business plan. Additionally, the loss by JEX of certain explorationists could have a material adverse effect on our operations as well.

***Our ability to successfully execute our business plan is dependent on our ability to obtain adequate financing.***

Our business plan, which includes participation in 3-D seismic shoots, lease acquisitions, the drilling of exploration prospects and producing property acquisitions, has required and is expected to continue to require substantial capital expenditures. We may require additional financing to fund our planned growth. Our ability to raise additional capital will depend on the results of our operations and the status of various capital and industry markets at the time we seek such capital. Accordingly, additional financing may not be available to us on acceptable terms, if at all. In the event additional capital resources are unavailable, we may be required to curtail our exploration and development activities or be forced to sell some of our assets in an untimely fashion or on less than favorable terms.

It is difficult to quantify the amount of financing we may need to fund our planned growth. The amount of funding we may need in the future depends on various factors such as:

Our financial condition.

The prevailing market price of natural gas and oil.

The type of projects in which we are engaging.

The lead time required to bring any discoveries to production.

***We frequently obtain capital through the sale of our producing properties.***

The Company, since its inception in September 1999, has raised approximately \$484.0 million from various property sales. These sales bring forward future revenues and cash flows, but our longer term liquidity could be impaired to the extent our exploration efforts are not successful in generating new discoveries, production, revenues and cash flows. Additionally, our longer term liquidity could be impaired due to the decrease in our inventory of producing properties that could be sold in future periods. Further, as a result of these property sales the Company's ability to collateralize bank borrowings is reduced which increases our dependence on more expensive mezzanine debt and potential equity sales. The availability of such funds will depend upon prevailing market conditions and other factors over which we have no control, as well as our financial condition and results of operations.

***We assume additional risk as Operator in drilling high pressure and high temperature wells in the Gulf of Mexico.***

COI, a wholly-owned subsidiary of the Company, was formed for the purpose of drilling and operating exploration wells in the Gulf of Mexico. Drilling activities are subject to numerous risks, including the significant risk that we do not reach our target reservoir or that no commercially productive hydrocarbon reserves will be encountered. The cost of drilling, completing and operating wells and of installing production facilities and pipelines is often uncertain. Drilling costs could be significantly higher if we encounter difficulty in drilling offshore exploration wells. The Company's drilling operations may be curtailed, delayed, canceled or negatively impacted as a result of numerous factors, including title problems, weather conditions, compliance with governmental requirements and shortages or delays in the delivery or availability of material, equipment and fabrication yards. In periods of increased drilling activity resulting from high commodity prices, demand exceeds availability for drilling rigs, drilling vessels, supply boats and personnel experienced in the oil and gas industry in general, and the offshore oil and gas industry in particular. This may lead to difficulty and delays in consistently obtaining certain services and equipment from vendors, obtaining drilling rigs and other equipment at favorable rates and scheduling equipment fabrication at factories and fabrication yards. This, in turn, may lead to projects being delayed or experiencing increased costs. The cost of drilling, completing, and operating wells is often uncertain, and new wells may not be productive or we may not recover all or any of our investment.



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Additionally, we use turnkey contracts that may cost more than drilling contracts at daily rates. Under certain conditions, the turnkey contract can be terminated by the turnkey drilling contractor, which could lead to materially higher risks and costs for the Company.

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*We rely on third-party operators to operate and maintain some of our production pipelines and processing facilities and, as a result, we have limited control over the operations of such facilities. The interests of an operator may differ from our interests.*

We depend upon the services of third-party operators to operate production platforms, pipelines, gas processing facilities and the infrastructure required to produce and market our natural gas, condensate and oil. We have limited influence over the conduct of operations by third-party operators. As a result, we have little control over how frequently and how long our production is shut-in when production problems, weather and other production shut-ins occur. Poor performance on the part of, or errors or accidents attributable to, the operator of a project in which we participate may have an adverse effect on our results of operations and financial condition. Also, the interest of an operator may differ from our interests.

*Repeated production shut-ins can possibly damage our well bores.*

Our well bores are required to be shut-in from time to time due to a variety of issues, including a combination of weather, mechanical problems, sand production, bottom sediment, water and paraffin associated with our condensate production at our Eugene Island 11 platform, as well as downstream third-party facility and pipeline shut-ins. In addition, shut-ins are necessary from time to time to upgrade and improve the production handling capacity at related downstream platform, gas processing and pipeline infrastructure. In addition to negatively impacting our near term revenues and cash flow, repeated production shut-ins may damage our well bores if repeated excessively or not executed properly. The loss of a well bore due to damage could require us to drill additional wells.

*Concentrating our capital investment in the Gulf of Mexico increases our exposure to risk.*

Our capital investments are focused in offshore Gulf of Mexico prospects. However, our exploration prospects in the Gulf of Mexico may not lead to significant revenues. Furthermore, we may not be able to drill productive wells at profitable finding and development costs.

*Natural gas and oil reserves are depleting assets and the failure to replace our reserves would adversely affect our production and cash flows.*

Our future natural gas and oil production depends on our success in finding or acquiring new reserves. If we fail to replace reserves, our level of production and cash flows will be adversely impacted. Production from natural gas and oil properties decline as reserves are depleted, with the rate of decline depending on reservoir characteristics. Our total proved reserves will decline as reserves are produced unless we conduct other successful exploration and development activities or acquire properties containing proved reserves, or both. Further, the majority of our reserves are proved developed producing. Accordingly, we do not have significant opportunities to increase our production from our existing proved reserves. Our ability to make the necessary capital investment to maintain or expand our asset base of natural gas and oil reserves would be impaired to the extent cash flow from operations is reduced and external sources of capital become limited or unavailable. We may not be successful in exploring for, developing or acquiring additional reserves. If we are not successful, our future production and revenues will be adversely affected.

*Reserve estimates depend on many assumptions that may turn out to be inaccurate. Any material inaccuracies in these reserve estimates or underlying assumptions could materially affect the quantities and present values of our reserves.*

There are numerous uncertainties in estimating crude oil and natural gas reserves and their value, including many factors that are beyond our control. It requires interpretations of available technical data and various assumptions, including assumptions relating to economic factors. Any significant inaccuracies in these interpretations or assumptions could materially affect the estimated quantities and present value of reserves shown in this report.

In order to prepare these estimates, our independent third-party petroleum engineers must project production rates and timing of development expenditures as well as analyze available geological, geophysical, production and engineering data, and the extent, quality and reliability of this data can vary. The process also

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requires economic assumptions relating to matters such as natural gas and oil prices, drilling and operating expenses, capital expenditures, taxes and availability of funds.

Actual future production, natural gas and oil prices, revenues, taxes, development expenditures, operating expenses and quantities of recoverable natural gas and oil reserves most likely will vary from our estimates. Any significant variance could materially affect the estimated quantities and pre-tax net present value of reserves shown in this report. In addition, estimates of our proved reserves may be adjusted to reflect production history, results of exploration and development, prevailing natural gas and oil prices and other factors, many of which are beyond our control and may prove to be incorrect over time. As a result, our estimates may require substantial upward or downward revisions if subsequent drilling, testing and production reveal different results. Furthermore, some of the producing wells included in our reserve report have produced for a relatively short period of time. Accordingly, some of our reserve estimates are not based on a multi-year production decline curve and are calculated using a reservoir simulation model together with volumetric analysis. Any downward adjustment could indicate lower future production and thus adversely affect our financial condition, future prospects and market value.

The standardized measure of our discounted future net cash flows is shown on page F-27. The guidance for presenting such disclosure is located in Statement of Financial Accounting Standard Number 69. Our measure of Pre-tax net present value discounted at 10% provided in Properties Natural Gas and Oil Reserves excludes future income taxes and represents a non-GAAP measure. You should not assume that the non-GAAP pre-tax net present value of our proved reserves referred to in this annual report is the current market value of our estimated natural gas and oil reserves. We base the pre-tax net present value of future net cash flows from our proved reserves on prices and costs on the date of the estimate. Actual future prices, costs, taxes and the volume of produced reserves will likely differ materially from those used in the pre-tax net present value estimate.

***The Company's revenue activities are significantly concentrated in one field.***

The proved reserves assigned to our Dutch, Mary Rose and Eloise discoveries have nine producing well bores concentrated in one reservoir. As of August 31, 2009, this reservoir had approximately two and a half years of production history, and was producing via two pipelines and two production platforms. Reserve assessments based on only nine well bores in one reservoir with relatively limited production history are subject to significantly greater risk of downward revision than multiple well bores from a variety of mature producing reservoirs.

***We rely on the accuracy of the estimates in the reservoir engineering reports provided to us by our outside engineers.***

We have no in house reservoir engineering capability, and therefore rely on the accuracy of the periodic reservoir reports provided to us by our independent third-party reservoir engineers. If those reports prove to be inaccurate, our financial reports could have material misstatements. Further, we use the reports of our independent reservoir engineers in our financial planning. If the reports of the outside reservoir engineers prove to be inaccurate, we may make misjudgments in our financial planning.

***Exploration is a high risk activity, and our participation in drilling activities may not be successful.***

Our future success largely depends on the success of our exploration drilling program. Participation in exploration drilling activities involves numerous risks, including the significant risk that no commercially productive natural gas or oil reservoirs will be discovered. The cost of drilling, completing and operating wells is uncertain, and drilling operations may be curtailed, delayed or canceled as a result of a variety of factors, including:

Unexpected drilling conditions.

Blowouts, fires or explosions with resultant injury, death or environmental damage.

Pressure or irregularities in formations.

Equipment failures or accidents.

Tropical storms, hurricanes and other adverse weather conditions.

Compliance with governmental requirements and laws, present and future.

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Shortages or delays in the availability of drilling rigs and the delivery of equipment.

Our turnkey drilling contracts reverting to a day rate contract which would significantly increase the cost and risk to the Company.

Problems at third-party operated platforms, pipelines and gas processing facilities over which we have no control. Even when properly used and interpreted, 3-D seismic data and visualization techniques are only tools used to assist geoscientists in identifying subsurface structures and hydrocarbon indicators. They do not allow the interpreter to know conclusively if hydrocarbons are present or economically producible. Poor results from our drilling activities would materially and adversely affect our future cash flows and results of operations.

In addition, as a successful efforts company, we choose to account for unsuccessful exploration efforts (the drilling of dry holes) and seismic costs as a current expense of operations, which immediately impacts our earnings. Significant expensed exploration charges in any period would materially adversely affect our earnings for that period and cause our earnings to be volatile from period to period.

***The natural gas and oil business involves many operating risks that can cause substantial losses.***

The natural gas and oil business involves a variety of operating risks, including:

Blowouts, fires and explosions.

Surface cratering.

Uncontrollable flows of underground natural gas, oil or formation water.

Natural disasters.

Pipe and cement failures.

Casing collapses.

Stuck drilling and service tools.

Reservoir compaction.

Abnormal pressure formations.

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Environmental hazards such as natural gas leaks, oil spills, pipeline ruptures or discharges of toxic gases.

Capacity constraints, equipment malfunctions and other problems at third-party operated platforms, pipelines and gas processing plants over which we have no control.

Repeated shut-ins of our well bores could significantly damage our well bores.

Required workovers of existing wells that may not be successful.

If any of the above events occur, we could incur substantial losses as a result of:

Injury or loss of life.

Reservoir damage.

Severe damage to and destruction of property or equipment.

Pollution and other environmental damage.

Clean-up responsibilities.

Regulatory investigations and penalties.

Suspension of our operations or repairs necessary to resume operations.

Offshore operations are subject to a variety of operating risks peculiar to the marine environment, such as capsizing and collisions. In addition, offshore operations, and in some instances, operations along the Gulf Coast, are subject to damage or loss from hurricanes or other adverse weather conditions. These conditions can cause substantial damage to facilities and interrupt production. As a result, we could incur substantial liabilities that could reduce the funds available for exploration, development or leasehold acquisitions, or result in loss of properties.

If we were to experience any of these problems, it could affect well bores, platforms, gathering systems and processing facilities, any one of which could adversely affect our ability to conduct operations. In accordance with customary industry practices, we maintain insurance against some, but not all, of these risks. Losses could occur for uninsurable or uninsured risks or in amounts in excess of existing insurance coverage. We may not be able to maintain adequate insurance in the future at rates we consider reasonable, and particular

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types of coverage may not be available. An event that is not fully covered by insurance could have a material adverse effect on our financial position and results of operations.

***Not hedging our production may result in losses.***

Due to the significant volatility in natural gas prices and the potential risk of significant hedging losses if our production should be shut-in during a period when NYMEX natural gas prices increase, our policy is to hedge only through the purchase of puts. By not hedging our production, we may be more adversely affected by declines in natural gas and oil prices than our competitors who engage in hedging arrangements.

***Our ability to market our natural gas and oil may be impaired by capacity constraints and equipment malfunctions on the platforms, gathering systems, pipelines and gas plants that transport and process our natural gas and oil.***

All of our natural gas and oil is transported through gathering systems, pipelines, processing plants, and offshore platforms. Transportation capacity on gathering system pipelines and platforms is occasionally limited and at times unavailable due to repairs or improvements being made to these facilities or due to capacity being utilized by other natural gas or oil shippers that may have priority transportation agreements. If the gathering systems, processing plants, platforms or our transportation capacity is materially restricted or is unavailable in the future, our ability to market our natural gas or oil could be impaired and cash flow from the affected properties could be reduced, which could have a material adverse effect on our financial condition and results of operations. Further, repeated shut-ins of our wells could result in damage to our well bores that would impair our ability to produce from these wells and could result in additional wells being required to produce our reserves.

***We may not have title to our leased interests and if any lease is later rendered invalid, we may not be able to proceed with our exploration and development of the lease site.***

Our practice in acquiring exploration leases or undivided interests in natural gas and oil leases is to not incur the expense of retaining title lawyers to examine the title to the mineral interest prior to executing the lease. Instead, we rely upon the judgment of JEX and others to perform the field work in examining records in the appropriate governmental, county or parish clerk's office before leasing a specific mineral interest. This practice is widely followed in the industry. Prior to the drilling of an exploration well the operator of the well will typically obtain a preliminary title review of the drillsite lease and/or spacing unit within which the proposed well is to be drilled to identify any obvious deficiencies in title to the well and, if there are deficiencies, to identify measures necessary to cure those defects to the extent reasonably possible. However, such deficiencies may not have been cured by the operator of such wells. It does happen, from time to time, that the examination made by title lawyers reveals that the lease or leases are invalid, having been purchased in error from a person who is not the rightful owner of the mineral interest desired. In these circumstances, we may not be able to proceed with our exploration and development of the lease site or may incur costs to remedy a defect. It may also happen, from time to time, that the operator may elect to proceed with a well despite defects to the title identified in the preliminary title opinion.

***Competition in the natural gas and oil industry is intense, and we are smaller and have a more limited operating history than many of our competitors.***

We compete with a broad range of natural gas and oil companies in our exploration and property acquisition activities. We also compete for the equipment and labor required to operate and to develop these properties. Many of our competitors have substantially greater financial resources than we do. These competitors may be able to pay more for exploratory prospects and productive natural gas and oil properties. Further, they may be able to evaluate, bid for and purchase a greater number of properties and prospects than we can. Our ability to explore for natural gas and oil and to acquire additional properties in the future depends on our ability to evaluate and select suitable properties and to consummate transactions in this highly competitive environment. In addition, many of our competitors have been operating for a much longer time than we have and have substantially larger staffs. We may not be able to compete effectively with these companies or in such a highly competitive environment.

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*We are subject to complex laws and regulations, including environmental regulations that can adversely affect the cost, manner or feasibility of doing business.*

Our operations are subject to numerous laws and regulations governing the operation and maintenance of our facilities and the discharge of materials into the environment. Failure to comply with such rules and regulations could result in substantial penalties and have an adverse effect on us. These laws and regulations may:

Require that we obtain permits before commencing drilling.

Restrict the substances that can be released into the environment in connection with drilling and production activities.

Limit or prohibit drilling activities on protected areas, such as wetlands or wilderness areas.

Require remedial measures to mitigate pollution from former operations, such as plugging abandoned wells.

Under these laws and regulations, we could be liable for personal injury and clean-up costs and other environmental and property damages, as well as administrative, civil and criminal penalties. We maintain only limited insurance coverage for sudden and accidental environmental damages. Accordingly, we may be subject to liability, or we may be required to cease production from properties in the event of environmental damages. These laws and regulations have been changed frequently in the past. In general, these changes have imposed more stringent requirements that increase operating costs or require capital expenditures in order to remain in compliance. It is also possible that unanticipated factual developments could cause us to make environmental expenditures that are significantly different from those we currently expect. Existing laws and regulations could be changed and any such changes could have an adverse effect on our business and results of operations.

*We cannot control the activities on properties we do not operate.*

Other companies may from time to time drill, complete and operate properties in which we have an interest. As a result, we have a limited ability to exercise influence over operations for these properties or their associated costs. Our dependence on the operator and other working interest owners for these projects and our limited ability to influence operations and associated costs could materially adversely affect the realization of our targeted returns on capital in drilling or acquisition activities. The success and timing of our drilling and development activities on properties operated by others therefore depend upon a number of factors that are outside of our control, including:

Timing and amount of capital expenditures.

The operator's expertise and financial resources.

Approval of other participants in drilling wells.

Selection of technology.

*We are highly dependent on our management team, JEX, exploration partners and third-party consultants and any failure to retain the services of such parties could adversely affect our ability to effectively manage our overall operations or successfully execute current or future business strategies.*



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The successful implementation of our business strategy and handling of other issues integral to the fulfillment of our business strategy is highly dependent on our management team, as well as certain key geoscientists, geologists, engineers and other professionals engaged by us. We are highly dependent on the services provided by JEX and we do not have any written agreements contractually obligating them to provide us with their services in the future. The loss of key members of our management team, JEX or other highly qualified technical professionals could adversely affect our ability to effectively manage our overall operations or successfully execute current or future business strategies which may have a material adverse effect on our business, financial condition and operating results.

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*Acquisition prospects are difficult to assess and may pose additional risks to our operations.*

We expect to evaluate and, where appropriate, pursue acquisition opportunities on terms our management considers favorable. The successful acquisition of natural gas and oil properties requires an assessment of:

Recoverable reserves.

Exploration potential.

Future natural gas and oil prices.

Operating costs.

Potential environmental and other liabilities and other factors.

Permitting and other environmental authorizations required for our operations.

In connection with such an assessment, we would expect to perform a review of the subject properties that we believe to be generally consistent with industry practices. Nonetheless, the resulting conclusions are necessarily inexact and their accuracy inherently uncertain and such an assessment may not reveal all existing or potential problems, nor will it necessarily permit a buyer to become sufficiently familiar with the properties to fully assess their merits and deficiencies. Inspections may not always be performed on every platform or well, and structural and environmental problems are not necessarily observable even when an inspection is undertaken.

Future acquisitions could pose additional risks to our operations and financial results, including:

Problems integrating the purchased operations, personnel or technologies.

Unanticipated costs.

Diversion of resources and management attention from our exploration business.

Entry into regions or markets in which we have limited or no prior experience.

Potential loss of key employees, particularly those of the acquired organization.

*Anti-takeover provisions of our certificate of incorporation, bylaws and Delaware law could adversely effect a potential acquisition by third-parties that may ultimately be in the financial interests of our stockholders.*

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Our certificate of incorporation, bylaws and the Delaware General Corporation Law contain provisions that may discourage unsolicited takeover proposals. These provisions could have the effect of inhibiting fluctuations in the market price of our common stock that could result from actual or rumored takeover attempts, preventing changes in our management or limiting the price that investors may be willing to pay for shares of common stock.

Pursuant to these provisions, the Company adopted a Stockholders Rights Plan (the Plan ) in September 2008 that is designed to ensure that all stockholders of the Company receive fair value for their shares of common stock in a proposed takeover of the Company and to guard against coercive takeover tactics to gain control of the Company. In addition, these provisions, among other things, authorize the board of directors to:

Designate the terms of and issue new series of preferred stock.

Limit the personal liability of directors.

Limit the persons who may call special meetings of stockholders.

Prohibit stockholder action by written consent.

Establish advance notice requirements for nominations for election of the board of directors and for proposing matters to be acted on by stockholders at stockholder meetings.

Require us to indemnify directors and officers to the fullest extent permitted by applicable law.

Impose restrictions on business combinations with some interested parties.

***Our common stock is thinly traded.***

Contango has approximately 15.8 million shares of common stock outstanding, held by approximately 82 holders of record. Directors and officers own or have voting control over approximately 3.4 million shares.

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Since our common stock is not heavily traded, the purchase or sale of relatively small common stock positions may result in disproportionately large increases or decreases in the price of our common stock.

**Item 1B. Unresolved Staff Comments**

None.

**Item 2. Properties****Production, Prices and Operating Expenses**

The following table presents information from continuing operations regarding the production volumes, average sales prices received and average production costs associated with our sales of natural gas, oil and natural gas liquids ( NGLs ) for the periods indicated. Oil, condensate and NGLs are compared with natural gas in terms of cubic feet of natural gas equivalents. One barrel of oil, condensate or NGL is the energy equivalent of six thousand cubic feet ( Mcf ) of natural gas. Reported lease operating expenses include property and severance taxes.

	<b>Year Ended June 30,</b>		
	<b>2009</b>	<b>2008</b>	<b>2007</b>
<b>Production:</b>			
Natural gas (million cubic feet)	20,535	9,089	1,792
Oil and condensate (thousand barrels)	515	185	34
Natural gas liquids (thousand gallons)	24,803	4,968	187
<b>Total (million cubic feet equivalent)</b>	<b>27,168</b>	<b>10,909</b>	<b>2,023</b>
Natural gas (thousand cubic feet per day)	56,260	24,833	4,910
Oil and condensate (barrels per day)	1,411	505	93
Natural gas liquids (gallons per day)	67,953	13,574	512
<b>Total (thousand cubic feet equivalent per day)</b>	<b>74,434</b>	<b>29,802</b>	<b>5,541</b>
<b>Average sales price:</b>			
Natural gas (per thousand cubic feet)	\$ 6.34	\$ 9.77	\$ 6.62
Oil and condensate (per barrel)	\$ 67.72	\$ 108.36	\$ 59.60
Natural gas liquids (per gallon)	\$ 1.03	\$ 1.55	\$ 0.94
<b>Total (per thousand cubic feet equivalent)</b>	<b>\$ 7.02</b>	<b>\$ 10.68</b>	<b>\$ 6.91</b>
<b>Selected data per Mcfe:</b>			
Total lease operating expenses	\$ 0.87	\$ 0.62	\$ 0.44
General and administrative expenses	\$ 0.35	\$ 1.50	\$ 3.38
Depreciation, depletion and amortization of natural gas and oil properties	\$ 1.17	\$ 1.01	\$ 0.61

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The following table presents information regarding our net costs incurred in the purchase of proved and unproved properties and in exploration and development activities for the periods indicated:

	Year Ended June 30,		
	2009	2008	2007
Property acquisition costs:			
Unproved	\$	\$	\$ 3,571,830
Proved	1,131,582	309,000,000	
Exploration costs	23,284,970	45,243,651	72,888,603
Developmental costs	22,889,629	76,025,586	1,453,066
Capitalized interest			1,083,693
<b>Total costs</b>	<b>\$ 47,306,181</b>	<b>\$ 430,269,237</b>	<b>\$ 78,997,192</b>

**Drilling Activity**

The following table shows our drilling activity for the periods indicated. In the table, gross wells refer to wells in which we have a working interest, and net wells refer to gross wells multiplied by our working interest in such wells.

	Year Ended June 30,					
	2009		2008		2007	
	Gross	Net	Gross	Net	Gross	Net
Exploratory Wells:						
Productive (onshore)			34	2.2	60	9.9
Productive (offshore)	2	0.8	4	2.0	4	1.6
Non-productive (onshore)			19	3.9	4	0.6
Non-productive (offshore)	2	2.0	1	1.0	1	0.4
<b>Total</b>	<b>4</b>	<b>2.8</b>	<b>58</b>	<b>9.1</b>	<b>69</b>	<b>12.5</b>

The productive and non-productive onshore wells listed above relate strictly to our investment in the Arkansas Fayetteville Shale. At the time the Company sold its interest in the Arkansas Fayetteville Shale wells, the Company had 16 wells that were being drilled. We have classified those 16 wells as non-productive.

**Exploration and Development Acreage**

Our principal natural gas and oil properties consist of natural gas and oil leases. The following table indicates our interests in developed and undeveloped acreage as of June 30, 2009:

	Developed Acreage(1)(2)		Undeveloped Acreage(1)(3)	
	Gross(4)	Net(5)	Gross(4)	Net(5)
Onshore Texas			5,800	4,060
Offshore Gulf of Mexico	21,897	5,892	61,522	35,824

Total	21,897	5,892	67,322	39,884
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- (1) Excludes any interest in acreage in which we have no working interest before payout or before initial production.
- (2) Developed acreage consists of acres spaced or assignable to productive wells.
- (3) Undeveloped acreage is considered to be those leased acres on which wells have not been drilled or completed to a point that would permit the production of commercial quantities of oil and gas, regardless of whether or not such acreage contains proved reserves.
- (4) Gross acres refer to the number of acres in which we own a working interest.

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(5) Net acres represent the number of acres attributable to an owner's proportionate working interest in a lease (e.g., a 50% working interest in a lease covering 320 acres is equivalent to 160 net acres).

Included in the Offshore Gulf of Mexico acres shown in the table above are the beneficial interests Contango has in the offshore acreage owned by its partially-owned subsidiaries. The above table includes (i) our 32.3% interest in REX's 1,163 net developed acres and 19,335 net undeveloped acres, and (ii) our 65.6% interest in COE's 3,000 net developed acres and 27,825 net undeveloped acres. In addition, the Company holds royalty interests in approximately 5,000 gross developed acres (53 net developed acres), offshore in the Gulf of Mexico.

**Productive Wells**

The following table sets forth the number of gross and net productive natural gas and oil wells in which we owned an interest as of June 30, 2009:

	<b>Total Productive Wells(1)</b>	
	<b>Gross(2)</b>	<b>Net(3)</b>
Natural gas (offshore)	13	4.7
Oil		
<b>Total</b>	<b>13</b>	<b>4.7</b>

- (1) Productive wells are producing wells and wells capable of producing commercial quantities. Completed but marginally producing wells are not considered here as a productive well.
- (2) A gross well is a well in which we own an interest.
- (3) The number of net wells is the sum of our fractional working interests owned in gross wells.

**Natural Gas and Oil Reserves**

The following table presents our estimated net proved natural gas and oil reserves and the pre-tax net present value of our reserves at June 30, 2009, based on a reserve report generated by William M. Cobb & Associates, Inc. The Company believes that having an independent and well respected third-party engineering firm prepare its reserve report enhances the credibility of our reported reserve estimates. Management is responsible for the reserve estimate disclosures in this filing, and meets regularly with our independent third-party engineer to review these reserve estimates.

<b>Offshore</b>	<b>Total Proved Reserves as of June 30, 2009</b>		
	<b>Producing</b>	<b>Non-Producing</b>	<b>Total</b>
Natural gas (MMcf)	229,862	50,754	280,616
Oil and condensate (MBbls)	4,464	540	5,004
Natural gas liquids (MBbls)	6,037	1,364	7,401
Total proved reserves (MMcfe)	292,868	62,178	355,046
Pre-tax net present value (\$000) (Disc. @ 10%)	\$ 844,281	\$ 45,584	889,865

The line item Pre-tax net present value, discounted at 10% in the table above, is not intended to represent the current market value of the estimated natural gas and oil reserves we own. The pre-tax net present value of future cash flows attributable to our proved reserves as of June 30, 2009 was based on \$3.89 per million British thermal units (MMBtu) for natural gas at the NYMEX, \$69.89 per barrel of oil at the West Texas Intermediate Posting, and \$35.66 per barrel of NGLs, in each case before adjusting for basis, transportation costs and British thermal unit (Btu) content. The pre-tax net present value is a non-GAAP financial measure as defined in Item 10(e) of Regulation S-K. The table below reconciles our calculation of pre-tax net present value to the standardized measure of discounted future net cash flows, which is the most directly comparable GAAP financial measure. Management believes that the presentation of the non-GAAP





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financial measure of pre-tax net present value is an important financial measure used by analysts, investors and independent oil and gas producers for evaluating the relative value of oil and natural gas properties and acquisitions because the tax characteristics of comparable companies can differ materially. The reconciliation of the pre-tax net present value to the standardized measure of discounted future net cash flows relating to our proved oil and natural gas reserves at June 30, 2009 is as follows (in thousands):

	At June 30, 2009
Pre-tax net present value (\$000) (Disc. @ 10%)	889,865
Future income taxes, discounted at 10%	(251,774)
<b>Standardized measure of discounted future net cash flows</b>	<b>638,091</b>

While we are reasonably certain of recovering our calculated reserves, the process of estimating natural gas and oil reserves is complex. It requires various assumptions, including natural gas and oil prices, drilling and operating expenses, capital expenditures, taxes and availability of funds. Our third party engineers must project production rates, estimate timing and amount of development expenditures, analyze available geological, geophysical, production and engineering data, and the extent, quality and reliability of all of this data can vary. Actual future production, natural gas and oil prices, revenues, taxes, development expenditures, operating expenses and quantities of recoverable natural gas and oil reserves most likely will vary from estimates. Any significant variance could materially affect the estimated quantities and net present value of reserves. In addition, estimates of proved reserves may be adjusted to reflect production history, results of exploration and development, prevailing natural gas and oil prices and other factors, many of which are beyond our control.

**Item 3. Legal Proceedings**

As of the date of this Form 10-K, we are not a party to any material legal proceedings and we are not aware of any material proceedings contemplated against us.

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

During the quarter ended June 30, 2009, no matters were submitted to a vote of security holders.

**PART II****Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.**

Our common stock was listed on the American Stock Exchange (now known as the NYSE Amex) in January 2001 under the symbol MCF. The table below shows the high and low closing prices of our common stock for the periods indicated.

	High	Low
Fiscal Year 2008:		
Quarter ended September 30, 2007	\$ 40.20	\$ 32.05
Quarter ended December 31, 2007	\$ 52.70	\$ 36.75
Quarter ended March 31, 2008	\$ 69.15	\$ 49.52
Quarter ended June 30, 2008	\$ 94.40	\$ 69.25
Fiscal Year 2009:		
Quarter ended September 30, 2008	\$ 94.40	\$ 48.11
Quarter ended December 31, 2008	\$ 56.30	\$ 36.55
Quarter ended March 31, 2009	\$ 57.15	\$ 32.20
Quarter ended June 30, 2009	\$ 49.87	\$ 35.87



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On August 31, 2009, the closing price of our common stock on the NYSE Amex was \$44.94 per share, and there were 15,828,980 shares of Contango common stock outstanding, held by approximately 82 holders of record.

We have not declared or paid any dividends on our shares of common stock. Any future decision to pay dividends on our common stock will be at the discretion of our board and will depend upon our financial condition, results of operations, capital requirements, and other factors our board may deem relevant.

On May 17, 2007, we sold \$30.0 million of our Series E preferred stock to a group of private investors. The sale of the Series E preferred stock was exempt from registration pursuant to Section 4(2) of the Securities Act of 1933 and Regulation D promulgated thereunder, as a transaction not involving a public offering. The Series E preferred stock was convertible at any time by the holder into shares of our common stock at a price of \$38.00 per share. The dividend on the Series E preferred stock was paid quarterly in cash at a rate of 6.0% per annum. We used the net proceeds to repay \$15.0 million in debt outstanding from the Company's \$30.0 million term loan agreement and to fund the Company's offshore Gulf of Mexico deep shelf exploration program.

During the quarter ended March 31, 2008, four Series E preferred stockholders voluntarily elected to convert a total of 2,400 shares of Series E preferred stock to 315,786 shares of our common stock. The converted shares of Series E preferred stock had a face value of \$12.0 million. During the quarter ended June 30, 2008, the final three Series E preferred stockholders voluntarily elected to convert a total of 3,600 shares of Series E preferred stock to 473,682 shares of our common stock. The converted shares of Series E preferred stock had a face value of \$18.0 million.

The following table sets forth information about our equity compensation plan at June 30, 2009:

<b>Plan Category</b>	<b>Number of securities to be issued upon exercise of outstanding options, warrants and rights</b>	<b>Weighted-average exercise price of outstanding options, warrants and rights</b>	<b>Number of securities remaining available for future issuance under equity compensation plans</b>
Equity compensation plans approved by security holders	685,167	\$ 16.49	508,666

Equity compensation plans not approved by security holders

The Company's 1999 Stock Incentive Plan expired in August 2009 with the final 508,666 securities remaining unissued. The 685,167 outstanding options will be converted into securities if exercised prior to their expiration date, which expiration date ranges from June 2010 to September 2013.

During the fiscal year ended June 30, 2009, the Company purchased 21,754 shares of its common stock from one member of its board for approximately \$1.3 million, under a board approved \$100 million share repurchase program. During the fiscal year ended June 30, 2008, prior to the implementation of the \$100 million share repurchase program, the board approved the purchase of 10,000 shares of common stock from one member of its board for approximately \$0.7 million, and approved the purchase of an aggregate of 99,333 stock options from three officers of the Company and one member of its board for approximately \$5.9 million, in the aggregate.

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The following graph compares the yearly percentage change from June 30, 2004 until June 30, 2009 in the cumulative total stockholder return on our common stock to the cumulative total return on the Russell 2000 Stock Index and a peer group of five independent oil and gas exploration companies selected by us. The companies in our selected peer group are ATP Oil & Gas Corp., Callon Petroleum, Energy XXI (Bermuda) Limited, McMoRan Exploration Company, and W&T Offshore, Inc. Our common stock began trading on the American Stock Exchange on January 19, 2001 and previously traded on the Nasdaq over-the-counter Bulletin Board. The graph assumes that a \$100 investment was made in our common stock and each index on June 30, 2004 and that all dividends were reinvested. The stock performance for our common stock is not necessarily indicative of future performance. For companies that did not exist as of June 30, 2004, we used the initial public price for all periods that an actual price did not exist.

	06/30/04	06/30/05	6/30/2006	6/30/2007	6/30/2008	6/30/2009
Peer Group Composite	100	106	149	134	193	30
Russell 2000 Stock Index	100	108	123	141	117	86
Contango Oil & Gas Co.	100	138	213	546	1,397	639

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	Year Ended June 30,				
	2009	2008	2007	2006	2005
	(Dollar amounts in 000s, except per share amounts)				
<b>Financial Data:</b>					
Revenues:					
Natural gas and oil sales	\$ 190,656	\$ 116,498	\$ 14,140	\$ 776	\$ 1,051
Total revenues	\$ 190,656	\$ 116,498	\$ 14,140	\$ 776	\$ 1,051
Income (loss) from continuing operations	\$ 55,861	\$ 83,221	\$ (1,078)	\$ (6,888)	\$ (3,191)
Discontinued operations, net of income taxes		173,685	(1,617)	6,681	15,609
Net income (loss)	\$ 55,861	\$ 256,906	\$ (2,695)	\$ (207)	\$ 12,418
Preferred stock dividends		1,548	540	601	420
Net income (loss) attributable to common stock	\$ 55,861	\$ 255,358	\$ (3,235)	\$ (808)	\$ 11,998
Net income (loss) per share:					
Basic					
Continuing operations	\$ 3.41	\$ 5.05	\$ (0.03)	\$ (0.50)	\$ (0.27)
Discontinued operations		10.73	(0.18)	0.45	1.19
Total	\$ 3.41	\$ 15.78	\$ (0.21)	\$ (0.05)	\$ 0.92
Diluted					
Continuing operations	\$ 3.35	\$ 4.82	\$ (0.03)	\$ (0.50)	\$ (0.27)
Discontinued operations		10.06	(0.18)	0.45	1.19
Total	\$ 3.35	\$ 14.88	\$ (0.21)	\$ (0.05)	\$ 0.92
Weighted average shares outstanding:					
Basic	16,363	16,185	15,430	14,760	13,089
Diluted	16,690	17,263	15,430	14,760	13,089
Working capital (deficit)	\$ 43,232	\$ 29,913	\$ (4,088)	\$ 18,333	\$ 28,839
Capital expenditures	\$ 47,306	\$ 430,269	\$ 78,997	\$ 34,879	\$ 9,677
Long term debt	\$	\$ 15,000	\$ 20,000	\$ 10,000	\$
Stockholders equity	\$ 349,364	\$ 341,998	\$ 90,804	\$ 62,540	\$ 50,979
Total assets	\$ 517,042	\$ 599,974	\$ 153,936	\$ 89,385	\$ 53,353
Proved Reserve Data:					
Total proved reserves (Mmcfe)	355,046	369,076	84,876	3,430	1,373
Pre-tax net present value (SEC at 10%)	\$ 889,865	\$ 3,183,843	\$ 329,179	\$ 8,852	\$ 7,081

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#### **Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

*The following discussion and analysis of our financial condition and results of operations should be read in conjunction with the financial statements and the related notes and other information included elsewhere in this report.*

##### **Overview**

Contango is a Houston-based, independent natural gas and oil company. The Company's business is to explore, develop, produce and acquire natural gas and oil properties primarily offshore in the Gulf of Mexico. COI, our wholly-owned subsidiary, acts as operator on certain offshore prospects.

*Revenues and Profitability.* Our revenues, profitability and future growth depend substantially on prevailing prices for natural gas and oil and on our ability to find, develop and acquire natural gas and oil reserves that are economically recoverable. The preparation of our financial statements in conformity with generally accepted accounting principles requires us to make estimates and assumptions that affect our reported results of operations and the amount of reported assets, liabilities and proved natural gas and oil reserves. We use the successful efforts method of accounting for our natural gas and oil activities.

*Reserve Replacement.* Generally, our producing properties offshore in the Gulf of Mexico have high initial production rates, followed by steep declines. As a result, we must locate and develop or acquire new natural gas and oil reserves to replace those being depleted by production. Substantial capital expenditures are required to find, develop and acquire natural gas and oil reserves.

*Sale of proved properties.* From time-to-time as part of our business strategy, we have sold, and in the future may continue to sell some or a substantial portion of our proved reserves to capture current value, using the sales proceeds to further our exploration activities.

*Use of Estimates.* The preparation of our financial statements requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates. Significant estimates with regard to these financial statements include estimates of remaining proved natural gas and oil reserves and the timing and costs of our future drilling, development and abandonment activities.

Please see **Risk Factors** on page 12 for a more detailed discussion of a number of other factors that affect our business, financial condition and results of operations.

##### **Results of Operations**

The following is a discussion of the results of our continuing operations for the fiscal year ended June 30, 2009, compared to the fiscal year ended June 30, 2008, and for the fiscal year ended June 30, 2008, compared to the fiscal year ended June 30, 2007.

*Revenues.* All of our revenues are from the sale of our natural gas and oil production. Our revenues may vary significantly from year to year depending on changes in commodity prices, which fluctuate widely, and production volumes. Our production volumes are subject to wide swings as a result of new discoveries, weather and mechanical related problems. In addition, our production declines over time as we produce our reserves.

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The table below sets forth revenue and production data for continuing operations for the fiscal years ended June 30, 2009, 2008 and 2007.

	Year ended June 30, 2009			Year ended June 30, 2008		
	2008			2007		
	(\$000)			(\$000)		
			%			%
<b>Revenues:</b>						
Natural gas and oil sales	\$ 190,656	\$ 116,498	64%	\$ 116,498	\$ 14,140	724%
Total revenues	\$ 190,656	\$ 116,498		\$ 116,498	\$ 14,140	
<b>Production:</b>						
Natural gas (million cubic feet)	20,535	9,089	126%	9,089	1,792	407%
Oil and condensate (thousand barrels)	515	185	178%	185	34	444%
Natural gas liquids (thousand gallons)	24,803	4,968	399%	4,968	187	2557%
Total (million cubic feet equivalent)	27,168	10,909	149%	10,909	2,023	439%
Natural gas (thousand cubic feet per day)	56,260	24,833	127%	24,833	4,910	406%
Oil and condensate (barrels per day)	1,411	505	179%	505	93	443%
Natural gas liquids (gallons per day)	67,953	13,574	401%	13,574	512	2551%
Total (thousand cubic feet per day equivalent)	74,434	29,802	150%	29,802	5,541	438%
<b>Average Sales Price:</b>						
Natural gas (per thousand cubic feet)	\$ 6.34	\$ 9.77	-35%	\$ 9.77	\$ 6.62	48%
Oil and condensate (per barrel)	\$ 67.72	\$ 108.36	-38%	\$ 108.36	\$ 59.60	82%
Natural gas liquids (per gallon)	\$ 1.03	\$ 1.55	-34%	\$ 1.55	\$ 0.94	65%
Operating expenses	\$ 23,684	\$ 6,777	249%	\$ 6,777	\$ 891	661%
Exploration expenses	\$ 20,603	\$ 5,729	260%	\$ 5,729	\$ 2,380	141%
Depreciation, depletion and amortization	\$ 32,673	\$ 11,900	175%	\$ 11,900	\$ 1,607	641%
Impairment of natural gas and oil properties	\$ 11,075	\$ 642	1625%	\$ 642	\$	100%
General and administrative expenses	\$ 9,467	\$ 16,929	-44%	\$ 16,929	\$ 6,842	147%
Interest expense, net of interest capitalized	\$ 741	\$ 3,933	-81%	\$ 3,933	\$ 2,163	82%
Interest income	\$ 926	\$ 1,969	-53%	\$ 1,969	\$ 886	122%
Gain (loss) on sale of assets and other	\$ (530)	\$ 62,314	-101%	\$ 62,314	\$ (2,684)	2422%

*Natural Gas, Oil and NGL Sales.* We reported revenues of approximately \$190.7 million for the year ended June 30, 2009, up from approximately \$116.5 million reported for the year ended June 30, 2008. This increase was attributable to increased natural gas, oil and NGL sales from our Mary Rose #4 discovery which began producing in July 2008, our Eloise North discovery which began producing in December 2008, and our Dutch #4 discovery which began producing in January 2009. This increase was partially offset by reduced sales from our Dutch #1 #3 wells which were shut-in during all of September, October and the majority of November 2008 due to Hurricane Ike. The increase was also attributable to the additional interest we purchased in our Dutch and Mary Rose discoveries, effective January 1, 2008.

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We reported natural gas and oil sales of approximately \$116.5 million for the year ended June 30, 2008, up from approximately \$14.1 million reported for the year ended June 30, 2007. This increase was attributable to our Dutch #2 discovery which began producing in July 2007, our Dutch #3 discovery which began producing in November 2007, our Mary Rose #1 and #3 discoveries which began producing in April 2008, and our Mary Rose #2 discovery which began producing in June 2008. The increase was also attributable to the additional interest we purchased in our Dutch and Mary Rose discoveries, effective January 1, 2008.

*Natural Gas, Oil and NGL Production and Average Sales Prices.* Our net natural gas production for the year ended June 30, 2009 was approximately 56.3 Mmcf/d, up from approximately 24.8 Mmcf/d for the year ended June 30, 2008. Net oil production for the period was up from 505 bopd to 1,411 bopd, and NGL production was up from 13,574 gallons per day to 67,953 gallons per day for the same period. The increase in natural gas, oil and NGL production was principally attributable to our Mary Rose #4 discovery which began producing in July 2008, our Eloise North discovery which began producing in December 2008, and our Dutch #4 discovery which began producing in January 2009. This increase was partially offset by reduced production from our Dutch #1 #3 wells which were shut-in during all of September, October and the majority of November 2008 due to Hurricane Ike. The increase in production was also attributable to the additional interest we purchased in our Dutch and Mary Rose discoveries, effective January 1, 2008. For the year ended June 30, 2009, the price of natural gas was \$6.34 per Mcf while the price for oil and NGLs was \$67.72 per barrel and \$1.03 per gallon, respectively. For the year ended June 30, 2008, the price of natural gas was \$9.77 per Mcf while the price for oil and NGLs was \$108.36 per barrel and \$1.55 per gallon, respectively.

Our net natural gas production for the year ended June 30, 2008 was approximately 24.8 Mmcf/d, up from approximately 4.9 Mmcf/d for the year ended June 30, 2007. Net oil production for the period was up from 93 bopd to 505 bopd, and NGL production was up from 512 gallons per day to 13,574 gallons per day for the same period. The increase in natural gas, oil and NGL production was the result of our Dutch #2 discovery which began producing in July 2007, our Dutch #3 discovery which began producing in November 2007, our Mary Rose #1 and #3 discoveries which began producing in April 2008, and our Mary Rose #2 discovery which began producing in June 2008. Another reason for the increase was the additional interest we purchased in our Dutch and Mary Rose discoveries, effective January 1, 2008. For the year ended June 30, 2008, the price of natural gas was \$9.77 per Mcf while the price for oil and NGLs was \$108.36 per barrel and \$1.55 per gallon, respectively. For the year ended June 30, 2007, the price of natural gas was \$6.62 per Mcf while the price for oil and NGLs was \$59.60 per barrel and \$0.94 per gallon, respectively.

*Operating Expenses.* Operating expenses for the year ended June 30, 2009 were approximately \$23.7 million which included approximately \$10.7 million for workover costs. The remaining costs related mainly to continuing operations from our four Dutch wells, four Mary Rose wells and Eloise North well, compared to operating expenses for the year ended June 30, 2008 of approximately \$6.8 million which related to continuing operations from three Dutch wells and three Mary Rose wells. Operating expenses for the year ended June 30, 2007 were approximately \$0.9 million which related mainly to only one Dutch well.

*Exploration Expense.* We reported approximately \$20.6 million of exploration expenses for the year ended June 30, 2009. Of this amount, approximately \$7.1 million related to the dry hole the Company drilled at West Delta 77, \$12.5 million related to the dry hole the Company drilled at Eugene Island 56, and the remaining \$1.0 million related to various geological and geophysical activities, seismic data and delay rentals.

We reported approximately \$5.7 million of exploration expenses for the year ended June 30, 2008. Of this amount, approximately \$4.2 million was related to the dry hole the Company drilled at High Island A198, approximately \$0.6 million was attributable to the cost to acquire and reprocess 3-D seismic data offshore in the Gulf of Mexico, and approximately \$0.9 million was attributable to the payment of delay rentals.

We reported approximately \$2.4 million of exploration expenses for the year ended June 30, 2007. Of this amount, approximately \$1.4 million was attributable to the cost to acquire and reprocess 3-D seismic data in the Gulf of Mexico, and approximately \$1.0 million was attributable to the payment of delay rentals.



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*Depreciation, Depletion and Amortization.* Depreciation, depletion and amortization for the year ended June 30, 2009 was approximately \$32.7 million. For the year ended June 30, 2008, we recorded approximately \$11.9 million of depreciation, depletion and amortization. The increase in depreciation, depletion and amortization was primarily attributable to added production from newly added reserves from our Mary Rose #4, Eloise North and Dutch #4 discoveries, as well as from the additional interest we purchased in our Dutch and Mary Rose discoveries, effective January 1, 2008.

Depreciation, depletion and amortization for the year ended June 30, 2008 was approximately \$11.9 million. For the year ended June 30, 2007, we recorded approximately \$1.6 million of depreciation, depletion and amortization. The increase in depreciation, depletion and amortization was primarily attributable to added production from newly added reserves from our Dutch #2, Dutch #3, Mary Rose #1, Mary Rose #2 and Mary Rose #3 discoveries, as well as from the additional interest we purchased in our Dutch and Mary Rose discoveries, effective January 1, 2008.

*Impairment of Natural Gas and Oil Properties.* For the year ended June 30, 2009, the Company recorded impairment expense of approximately \$11.1 million. Of this amount, approximately \$2.7 million related to the impairment of Grand Isle 70 and \$3.4 million related to the impairment of Grand Isle 72, as a result of the expected future undiscounted net cash flows of these wells being lower than the unamortized capitalized cost. The remaining \$5.0 million related to the expiration and relinquishment of 44 lease blocks owned by REX and COE.

For the year ended June 30, 2008, the Company recorded impairment expense of approximately \$0.6 million related to the expiration of Eugene Island 209 and Viosca Knoll 161, two leases held by COE. The Company did not report an impairment charge for the fiscal year ended June 30, 2007.

*General and Administrative Expenses.* General and administrative expenses for the year ended June 30, 2009 were approximately \$9.5 million, down from \$16.9 million for the year ended June 30, 2008. The decrease is principally attributable to higher bonus payments in fiscal year 2008. Major components of general and administrative expenses for the year ended June 30, 2009 included approximately \$1.0 million in salaries, \$4.3 million in benefits and bonuses (includes \$1.4 million in non-cash expenses related to restricted stock and option awards), \$1.7 million in office administration and other expenses, \$0.5 million in insurance costs, \$0.7 million in accounting and tax services, and \$1.3 million in legal and other administrative expenses.

General and administrative expenses for the year ended June 30, 2008 were approximately \$16.9 million, up from \$6.8 million for the year ended June 30, 2007. The increase is principally attributable to higher bonus payments in fiscal year 2008. Major components of general and administrative expenses for the year ended June 30, 2008 included approximately \$1.0 million in salaries, \$12.1 million in benefits and bonuses (includes \$1.5 million in non-cash expenses to restricted stock and option awards), \$1.1 million in office administration and other expenses, \$0.4 million in insurance costs, \$0.9 million in accounting and tax services, and \$1.4 million in legal and other administrative expenses.

General and administrative expenses for the year ended June 30, 2007 were approximately \$6.8 million. Major components of general and administrative expenses for the year ended June 30, 2007 included approximately \$4.4 million in salaries, benefits and bonuses (includes \$1.5 million in non-cash expenses related to restricted stock and option awards), \$1.2 million in office administration and other expenses, \$0.3 million in insurance costs, \$0.5 million in accounting and tax services, and \$0.4 million in legal and other administrative expenses.

*Interest Expense.* Interest expense for the fiscal years ended June 30, 2009, 2008 and 2007 were approximately \$0.7 million, \$3.9 million, and \$2.2 million, respectively. The higher levels of interest expense for fiscal year 2008 and 2007 were attributable to higher levels of bank debt outstanding during such periods. The lower level of interest expense in fiscal year 2009 was attributable to the Company retiring all of its long term debt in the first quarter of fiscal year 2009.

*Interest Income.* Interest income for the fiscal years ended June 30, 2009, 2008 and 2007 were approximately \$0.9 million, \$1.9 million, and \$0.9 million, respectively. The higher level of interest income

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for fiscal year 2008 was attributable to loans made to related parties and interest earned on the proceeds from our various property sales.

*Gain on Sale of Assets and Other.* For the year ended June 30, 2009, we reported a loss on sale of assets and other of approximately \$0.5 million related to a post-closing adjustment for the sale of our Arkansas Fayetteville Shale properties.

For the year ended June 30, 2008, we reported a gain on sale of assets and other of approximately \$62.3 million. Of this amount, approximately \$63.4 million relates to the gain on the sale of the Company's 10% limited partnership interest in Freeport LNG, \$2.1 million relates to a payment from a stockholder related to a short swing profit liability, \$0.3 million relates to the gain on the sale of certain overriding royalty interests and onshore properties, offset by a \$2.9 million loss recognized on the sale of certain assets held by CVCC and a \$0.6 million loss attributable to the write-down of the Company's investment in Mobilize.

We reported a loss on sale of assets and other of approximately \$2.7 million for the year ended June 30, 2007, consisting of a \$2.3 million loss on our sale of Grand Isle 72 and a \$0.4 million loss on equity investments.

*Discontinued Operations* The table and discussions above, along with our financial statements, discuss only continuing operations for all fiscal years presented. Not reflected are the Company's sold producing properties which generated 7.7% and 24.3% of combined revenues for the fiscal years ended June 30, 2008 and 2007, respectively. The Company did not have any discontinued operations for the fiscal year ended June 30, 2009. Please see Note 5 - Sale of Properties - Discontinued Operations of Notes to Consolidated Financial Statements included as part of this Form 10-K, for a discussion of our discontinued operations.

**Capital Resources and Liquidity**

*Cash From Operating Activities.* Cash flow from operating activities provided approximately \$95.4 million in cash for the year ended June 30, 2009 compared to \$112.7 million for the same period in 2008. This decrease in net cash provided by operating activities was primarily attributable to lower net income from continuing operations for the year ended June 30, 2009. This lower net income is due to lower natural gas and oil prices during 2009, partially offset by increased production from our Mary Rose #4, Eloise North and Dutch #4 discoveries which began producing during the year ended June 30, 2009.

Cash flow from operating activities provided approximately \$112.7 million in cash for the year ended June 30, 2008 compared to \$4.1 million for the same period in 2007. This increase in cash provided by operating activities was attributable to increased natural gas and oil sales from our Dutch #2, Dutch #3, Mary Rose #1, Mary Rose #2 and Mary Rose #3 discoveries which began producing during the year ended June 30, 2008. Another reason for the increase was the added sales attributable to the additional interest we purchased in our Dutch and Mary Rose discoveries, effective January 1, 2008.

*Cash From Investing Activities.* Cash flows used in investing activities for the year ended June 30, 2009 were approximately \$45.8 million, compared to \$38.9 million used in investing activities for the year ended June 30, 2008. The lower level of cash flows used in investing activities in 2008 was due primarily to the proceeds received from the sale of certain assets.

Cash flows used in investing activities for the year ended June 30, 2008 were approximately \$38.9 million, compared to \$55.1 million used in investing activities for the year ended June 30, 2007. This decrease in cash flows used in investing activities was due primarily to the proceeds received from the sale of our Arkansas Fayetteville Shale properties and our 10% limited partnership interest in Freeport LNG, partially offset by the acquisition of additional interests in our Dutch and Mary Rose leases.

*Cash From Financing Activities.* Cash flows used in financing activities for the year ended June 30, 2009 were approximately \$65.1 million, compared to \$20.2 million used in financing activities for the same period in 2008. This \$65.1 million of cash flows used in financing activities for the year ended June 30, 2009

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is primarily composed of purchasing approximately \$51.8 million of our common stock and the repayment of \$15.0 million of debt.

Cash flows used in financing activities for the year ended June 30, 2008 were approximately \$20.2 million, compared to \$47.0 million provided by financing activities for the same period in 2007. This decrease in cash flow was primarily attributable to \$48.5 million of debt repayment by the Company and its affiliates, \$1.5 million of preferred stock dividends paid, and \$6.6 million of stock and options repurchased during the year ended June 30, 2008, partially offset by \$35.0 million of borrowings under credit facilities.

*Income Taxes.* Income taxes are our biggest expenditure. During the year ended June 30, 2009 and 2008, we paid approximately \$45.6 million and \$22.0 million, respectively, in estimated income taxes.

*Capital Budget.* For fiscal year 2010, our capital expenditure budget calls for us to invest a total of \$60 million as we plan to drill up to four wildcat exploration wells, at an estimated dry hole cost of approximately \$15 million each, net to Contango. The Company will own approximately a 72% NRI in all four wells. We plan to spud our Ship Shoal 263 prospect ( Nautilus ) around November 2009, and our Matagorda Island 617 prospect ( Dude ) in early 2010. Our Matagorda Island 607/616 prospect ( El Duderino ) may not be drilled, depending on the results from our Dude well. Our fourth prospect has yet to be identified. Assuming we were to drill all four of these prospects by our fiscal year-end of June 30, 2010, and all four wells were dry, we would be able to defer an estimated \$20 million in income taxes that would otherwise be owed and thus reduce our projected after-tax capital outlay to approximately \$40 million.

The Company often reviews acquisitions and prospects presented to us by third parties and may decide to invest in one or more of these opportunities. There can be no assurance that we will invest, or that any investment entered into will be successful. These potential investments are not part of our current capital budget and would require us to invest additional capital. Natural gas and oil prices continue to be volatile and have fallen dramatically when compared to this period last year. As of September 1, 2009, natural gas was \$2.84 per Mmbtu and oil was \$68.05 per barrel. Our production is currently approximately 74.8 Mmcfed, net to Contango. If natural gas prices remain at their current levels, our ability to fund our planned capital expenditures may require us to borrow, or alternatively, to reduce our planned capital expenditures. As of September 1, 2009, we had approximately \$39.0 million in cash and cash equivalents and no debt outstanding.

*Discontinued Operations.* The Company, since its inception in September 1999, has raised \$484.0 million in proceeds from twelve separate property sales, and views periodic reserve sales as an opportunity to capture value, reduce reserve and price risk, in addition to being a source of funds for potentially higher rate of return natural gas and oil exploration investments. We believe these periodic natural gas and oil property sales are an efficient strategy to meet our cash and liquidity needs by providing us with immediate cash, which would otherwise take years to realize through the production lives of the fields sold. We have in the past and expect to in the future to continue to rely heavily on the sales of assets to generate cash to fund our exploration investments and operations.

These sales bring forward future revenues and cash flows, but our longer term liquidity could be impaired to the extent our exploration efforts are not successful in generating new discoveries, production, revenues and cash flows. Additionally, our longer term liquidity could be impaired due to the decrease in our inventory of producing properties that could be sold in future periods. Further, as a result of these property sales the Company's ability to collateralize bank borrowings is reduced which increases our dependence on more expensive mezzanine debt and potential equity sales. The availability of such funds will depend upon prevailing market conditions and other factors over which we have no control, as well as our financial condition and results of operations.

The table below sets forth the proceeds received from natural gas and oil property sales in each of the fiscal years ended June 30, 2007 and 2008, the impact of these sales on our developed reserve quantities, and a measure of our developed reserves held at the end of each such fiscal year. We had no discontinued operations for the fiscal year ended June 30, 2009. Please see the reserve activity reported in the Supplemental Oil and Gas Disclosures on pages F-25 through F-28 for a more detailed discussion regarding our standardized measure.

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Fiscal Year of Property Sale	Proceeds Received	Reserves Sold (Mmcfe)	Reserves at end of Fiscal Year (Mmcfe)	Standardized Measure of
				Discounted Future Net Cash Flows at end of Fiscal Year
2007	\$ 7,000,000	426	84,876	\$ 252,297,275
2008	\$ 328,300,000	13,789	369,076	\$ 2,233,918,129

For fiscal year 2008, the Company realized approximately \$8.1 million in operating cash flows from discontinued operations, approximately \$319.0 million in investing cash flows from discontinued operations and zero in financing cash flows from discontinued operations.

**Off Balance Sheet Arrangements**

None.

**Contractual Obligations**

The following table summarizes our known contractual obligations as of June 30, 2009:

	Total	Payment due by period			More than 5 years
		Less than 1 year	1-3 years	3-5 years	
Operating leases	436,824	184,482	252,342		
Total	\$ 436,824	\$ 184,482	\$ 252,342	\$	\$

**Share Repurchase Program**

In September 2008, the Company's board of directors approved a \$100 million share repurchase program. Under the program, all shares are purchased in the open market from time to time by the Company or through privately negotiated transactions. The purchases will be made subject to market conditions and certain volume, pricing and timing restrictions to minimize the impact of the purchases upon the market. Repurchased shares of common stock become authorized but unissued shares, and may be issued in the future for general corporate and other purposes. As of August 31, 2009, we have purchased 1,224,354 shares of our common stock at an average cost per share of \$42.30, for a total expenditure of approximately \$51.8 million. As at August 31, 2009, we have 15,828,980 shares of common stock outstanding and 16,514,147 fully diluted shares.

**Credit Facility**

On August 26, 2008, the Company prepaid the \$15.0 million it had outstanding under its \$30.0 million loan agreement with a private investment firm (the Term Loan Agreement) and terminated the Term Loan Agreement. On February 5, 2008, using the proceeds from our \$68.0 million sale of Freeport LNG, the Company prepaid the \$20.0 million it had outstanding under its three-year \$20.0 million secured term loan facility with The Royal Bank of Scotland plc (the RBS Facility) and terminated the RBS Facility.

On October 3, 2008, the Company and COI, as successor by merger to Contango Resources Company, completed the arrangement of a \$50 million Hydrocarbon Borrowing Base secured revolving credit facility pursuant to a credit agreement with Guaranty Bank, as administrative agent and issuing lender (the Credit Agreement). The credit facility is secured by substantially all of the Company's assets and is available to fund the Company's exploration and development activities, as well as the repurchase of shares of the Company's common stock, the payment of dividends, and working capital as needed. Borrowings under the Credit Agreement bear interest at LIBOR plus 2.0% per annum. The outstanding principal amount and any accrued interest thereon is due October 3, 2010, and may be prepaid at any time in accordance with the Credit Agreement with no prepayment penalty. An arrangement fee of 0.5%,



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or \$250,000, was paid in connection with the facility and a commitment fee of 0.5% is paid on the unused commitment amount. No amounts have been drawn on the credit facility.

On August 21, 2009, Guaranty Bank was closed by the Office of Thrift Supervision, and the Federal Deposit Insurance Corporation (FDIC) was named Receiver. No advance notice is given to the public when a financial institution is closed. All of our deposit accounts at Guaranty Bank were transferred to BBVA Compass and were available immediately. We understand that the terms of our Credit Agreement remain unchanged and have been assumed by BBVA Compass.

### **Application of Critical Accounting Policies and Management's Estimates**

The discussion and analysis of the Company's financial condition and results of operations is based upon the consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these consolidated financial statements requires the Company to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. The Company's significant accounting policies are described in Note 2 of Notes to Consolidated Financial Statements included as part of this Form 10-K. We have identified below the policies that are of particular importance to the portrayal of our financial position and results of operations and which require the application of significant judgment by management. The Company analyzes its estimates, including those related to natural gas and oil reserve estimates, on a periodic basis and bases its estimates on historical experience, independent third party reservoir engineers and various other assumptions that management believes to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions. The Company believes the following critical accounting policies affect its more significant judgments and estimates used in the preparation of the Company's consolidated financial statements:

*Successful Efforts Method of Accounting.* Our application of the successful efforts method of accounting for our natural gas and oil business activities requires judgments as to whether particular wells are developmental or exploratory, since exploratory costs and the costs related to exploratory wells that are determined to not have proved reserves must be expensed whereas developmental costs are capitalized. The results from a drilling operation can take considerable time to analyze, and the determination that commercial reserves have been discovered requires both judgment and application of industry experience. Wells may be completed that are assumed to be productive and actually deliver natural gas and oil in quantities insufficient to be economic, which may result in the abandonment of the wells at a later date. On occasion, wells are drilled which have targeted geologic structures that are both developmental and exploratory in nature, and in such instances an allocation of costs is required to properly account for the results. Delineation seismic costs incurred to select development locations within a productive natural gas and oil field are typically treated as development costs and capitalized, but often these seismic programs extend beyond the proved reserve areas and therefore management must estimate the portion of seismic costs to expense as exploratory. The evaluation of natural gas and oil leasehold acquisition costs included in unproved properties requires management's judgment to estimate the fair value of exploratory costs related to drilling activity in a given area. Drilling activities in an area by other companies may also effectively condemn leasehold positions.

*Reserve Estimates.* While we are reasonably certain of recovering our reported reserves, the Company's estimates of natural gas and oil reserves are, by necessity, projections based on geologic and engineering data, and there are uncertainties inherent in the interpretation of such data as well as the projection of future rates of production and the timing of development expenditures. Reserve engineering is a subjective process of estimating underground accumulations of natural gas and oil that are difficult to measure. The accuracy of any reserve estimate is a function of the quality of available data, engineering and geological interpretation and judgment. Estimates of economically recoverable natural gas and oil reserves and future net cash flows necessarily depend upon a number of variable factors and assumptions, such as historical production from the area compared with production from other producing areas, the assumed effect of regulations by governmental agencies, and assumptions governing future natural gas and oil prices, future operating costs, severance taxes, development costs and workover costs, all of which may in fact vary

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considerably from actual results. The future drilling costs associated with reserves assigned to proved undeveloped locations may ultimately increase to the extent that these reserves are later determined to be uneconomic. For these reasons, estimates of the economically recoverable quantities of expected natural gas and oil attributable to any particular group of properties, classifications of such reserves based on risk of recovery, and estimates of the future net cash flows may vary substantially. Any significant variance in the assumptions could materially affect the estimated quantity and value of the reserves, which could affect the carrying value of the Company's natural gas and oil properties and/or the rate of depletion of such natural gas and oil properties. Actual production, revenues and expenditures with respect to the Company's reserves will likely vary from estimates, and such variances may be material. Holding all other factors constant, a reduction in the Company's proved reserve estimate at June 30, 2009 of 1% would not have a material effect on depreciation, depletion and amortization expense. Holding all other factors constant, a reduction in the Company's proved reserve estimate at June 30, 2009 of 5%, 10% and 15% would affect depreciation, depletion and amortization expense by approximately \$1.5 million, \$3.2 million, and \$5.1 million, respectively.

*Impairment of Natural Gas and Oil Properties.* The Company reviews its proved natural gas and oil properties for impairment on an annual basis or whenever events and circumstances indicate a potential decline in the recoverability of their carrying value. The Company compares expected undiscounted future net cash flows on a cost center basis to the unamortized capitalized cost of the asset. If the future undiscounted net cash flows, based on the Company's estimate of future natural gas and oil prices and operating costs and anticipated production from proved reserves, are lower than the unamortized capitalized cost, then the capitalized cost is reduced to fair market value. The factors used to determine fair value include, but are not limited to, estimates of reserves, future commodity pricing, future production estimates, anticipated capital expenditures, and a discount rate commensurate with the risk associated with realizing the expected cash flows projected. Unproved properties are reviewed quarterly to determine if there has been impairment of the carrying value, with any such impairment charged to expense in the period. Given the complexities associated with natural gas and oil reserve estimates and the history of price volatility in the natural gas and oil markets, events may arise that will require the Company to record an impairment of its natural gas and oil properties and there can be no assurance that such impairments will not be required in the future nor that they will not be material.

*Stock-Based Compensation.* Effective July 1, 2006, we adopted Statement of Financial Accounting Standard (SFAS) No. 123(R) (revised 2004) (SFAS 123(R)), Share-Based Payment, which requires companies to measure and recognize compensation expense for all stock-based payments at fair value. SFAS 123(R) requires that management make assumptions including stock price volatility and employee turnover that are utilized to measure compensation expense. The fair value of stock options granted is estimated at the date of grant using the Black-Scholes option-pricing model. This model requires the input of highly subjective assumptions, which are set forth in Note 2 of Notes to Consolidated Financial Statements included as part of this Form 10-K.

**Recent Accounting Pronouncements**

Effective July 1, 2009, the FASB issued SFAS No. 157-2, Effective Date of FASB Statement No. 157 (SFAS 157-2). This pronouncement defers the effective date of SFAS No. 157, Fair Value Measurements (SFAS 157) to fiscal years beginning after November 15, 2008, and interim periods within those fiscal years, for all nonfinancial assets and nonfinancial liabilities, except for items that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually). An entity that has issued interim or annual financial statements reflecting the application of the measurement and disclosure provisions of SFAS 157 prior to February 12, 2008, must continue to apply all provisions of SFAS 157. We are currently evaluating the provisions of SFAS 157-2 and assessing the impact, if any, it may have on our financial position and results of operations.

In June 2009, the FASB issued FAS No. 168, The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles, a replacement of FASB Statement No. 162, which codifies existing GAAP and recognizes only two levels of GAAP, authoritative and nonauthoritative. The standard is effective for financial statements issued after September 15, 2009 and we do not anticipate that it will have a material effect on our financial statements.

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We adopted SFAS No. 165, Subsequent Events ( SFAS 165 ) as of the fiscal year ended June 30, 2009 and are in compliance with its disclosure requirements. SFAS 165 was issued by the FASB in May 2009 to establish general standards of accounting for and disclosure of events that occur after the balance sheet date but before the financial statements are issued ( subsequent events ). SFAS 165 defines two types of subsequent events as recognized and nonrecognized. Recognized subsequent events are events that provide additional evidence about conditions that existed at the balance sheet date (including estimates inherent in the process of preparing the financial statements) and therefore should be recorded in the financial statements. Nonrecognized subsequent events are events that do not provide evidence about conditions that existed at the balance sheet date but are considered to be material and therefore should be disclosed. The new standard requires disclosure of the date through which management has evaluated subsequent events and the basis for such date, which for public entities is generally the date the financial statements are issued. SFAS 165 is effective for interim or annual reporting periods ending after June 15, 2009, and shall be applied prospectively. SFAS 165 is not applicable to specific subsequent events that fall within the scope of other GAAP. The adoption of SFAS No. 165 did not have an impact on the Company's financial position, cash flows or results of operations.

In April 2009, the FASB issued SFAS No. 157-4, Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly ( SFAS 157-4 ) which provides additional guidance for estimating fair value when the volume and level of activity for the asset or liability have significantly decreased. This guidance is effective for interim reporting periods ending after June 15, 2009. Our adoption of SFAS 157-4 did not have a material impact on our financial condition or results of operations.

In December 2008, the SEC announced that it had approved revisions designed to modernize the oil and gas company reserve reporting requirements. The most significant amendments to the requirements include the following:

**Commodity Prices** Economic producibility of reserves and discounted cash flows will be based on a 12-month average commodity price unless contractual arrangements designate the price to be used.

**Disclosure of Unproved Reserves** Probable and possible reserves may be disclosed separately on a voluntary basis.

**Proved Undeveloped Reserve Guidelines** Reserves may be classified as proved undeveloped if there is a high degree of confidence that the quantities will be recovered.

**Reserve Estimation Using New Technologies** Reserves may be estimated through the use of reliable technology in addition to flow tests and production history.

**Reserve Personnel and Estimation Process** Additional disclosure is required regarding the qualifications of the chief technical person who oversees our reserves estimation process. We will also be required to provide a general discussion of our internal controls used to assure the objectivity of the reserves estimate.

**Non-Traditional Resources** The definition of oil and gas producing activities will expand and focus on the marketable product rather than the method of extraction.

The rules are effective for fiscal years ending on or after December 31, 2009, and early adoption is not permitted. We are currently evaluating the new rules and assessing the impact they will have on our reported natural gas and oil reserves. The SEC is coordinating with the FASB to obtain the revisions necessary to SFAS No. 19, Financial Accounting and Reporting by Oil and Gas Producing Companies, and SFAS No. 69, Disclosures About Oil and Gas Producing Activities, to provide consistency with the new rules. In the event that consistency is not achieved in time for companies to comply with the new rules, the SEC has indicated that it will consider delaying the compliance date.

In June 2008, the FASB issued Staff Position No. EITF 03-6-1, Determining Whether Instruments Granted in Share-Based Payments Transactions Are Participating Securities ( FSP EITF 03-6-1 ). FSP EITF 03-6-1 addresses whether instruments granted in share-based payment



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transactions are participating securities prior to vesting and, therefore, need to be included in the earnings allocation in computing earnings per share ( EPS ) under the two-class method described in SFAS No. 128, Earnings per Share . The provisions of FSP

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EITF 03-6-1 are effective for financial statements issued for fiscal years beginning after December 15, 2008, and interim periods within those years. All prior-period EPS data presented shall be adjusted retrospectively (including interim financial statements, summaries of earnings, and selected financial data) to conform with the provisions of FSP EITF 03-6-1. Early application is not permitted. We do not expect FSP EITF 03-6-1 to have a material effect on our consolidated financial statements.

In December 2007, the FASB issued SFAS No. 141(R), Business Combinations ( SFAS 141(R) ) and SFAS No. 160, Noncontrolling Interests in Consolidated Financial Statements ( SFAS 160 ). These statements require most identifiable assets, liabilities and noncontrolling interests to be recorded at full fair value and require noncontrolling interests to be reported as a component of equity. Both statements are effective for periods beginning on or after December 15, 2008, and earlier adoption is prohibited. SFAS 141(R) will be applied to business combinations occurring after the effective date and SFAS 160 will be applied prospectively to all noncontrolling interests, including any that arose before the effective date. We are currently evaluating the provisions of SFAS 141(R) and SFAS 160 and assessing the impact, if any, they may have on our financial position and results of operations.

**Item 7A. Quantitative and Qualitative Disclosure about Market Risk**

*Commodity Risk.* Our major commodity price risk exposure is to the prices received for our natural gas and oil production. Realized commodity prices received for our production are tied to the spot prices applicable to natural gas and crude oil at the applicable delivery points. Prices received for natural gas and oil are volatile, unpredictable and are beyond our control. For the year ended June 30, 2009, a 10% fluctuation in the prices received for natural gas and oil production would have had an approximate \$19 million impact on our revenues.

*Interest Rate Risk.* As of August 31, 2009, we have no long-term debt subject to the risk of loss associated with movements in interest rates.

**Item 8. Financial Statements and Supplementary Data**

The financial statements and supplemental information required to be filed under Item 8 of Form 10-K are presented on pages F-1 through F-29 of this Form 10-K.

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**Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

None.

**Item 9A. Controls and Procedures**

*Evaluation of Disclosure Controls and Procedures*

An evaluation was performed under the supervision and with the participation of the Company's senior management of the effectiveness of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act")) as of June 30, 2009, the end of the period covered by this report. Based on that evaluation, the Company's management, including the Chairman, Chief Executive Officer, Chief Financial Officer, Controller and Treasurer, concluded that the Company's disclosure controls and procedures were effective as of such date to ensure that information required to be disclosed in the reports that the Company files under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and (ii) accumulated and communicated to the Company's management, including the Chairman, Chief Executive Officer and Chief Financial Officer, together with our Controller and Treasurer, as appropriate, to allow timely decisions regarding required disclosures.

*Management's Report on Internal Control Over Financial Reporting*

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). Under the supervision and with the participation of the Company's management, including the Chairman, Chief Executive Officer and Chief Financial Officer, together with our Controller and the Treasurer, the Company conducted an evaluation of the effectiveness of its internal control over financial reporting based on the framework in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on the Company's evaluation under the framework in *Internal Control Integrated Framework*, the Company's management concluded that its internal control over financial reporting was effective as of June 30, 2009.

Grant Thornton LLP, the independent registered public accounting firm that audited our consolidated financial statements included in this Annual Report on Form 10-K, has audited the effectiveness of our internal control over financial reporting as of June 30, 2009, as stated in their report which is included herein.

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Board of Directors and Shareholders

Contango Oil & Gas Company

We have audited Contango Oil & Gas Company (a Delaware corporation) and subsidiaries' internal control over financial reporting as of June 30, 2009, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Contango Oil & Gas Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying management's report on internal control over financial reporting. Our responsibility is to express an opinion on Contango Oil & Gas Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Contango Oil & Gas Company and subsidiaries maintained, in all material respects, effective internal control over financial reporting as of June 30, 2009, based on criteria established in *Internal Control - Integrated Framework* issued by COSO.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Contango Oil & Gas Company and subsidiaries as of June 30, 2009 and 2008, and the related consolidated statements of operations, shareholders' equity, and cash flows for each of the three years in the period ended June 30, 2009 and our report dated September 11, 2009 expressed an unqualified opinion on those financial statements.

/s/ GRANT THORNTON LLP

Houston, Texas

September 11, 2009

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*Changes in Internal Control Over Financial Reporting*

There was no change in our internal controls over financial reporting during the period covered by this annual report on Form 10-K that materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**Item 9B. Other Information**

On September 30, 2008, the Company adopted a Stockholder Rights Plan (the Plan) that is designed to ensure that all stockholders of Contango receive fair value for their shares of common stock in the event of any proposed takeover of Contango and to guard against the use of partial tender offers or other coercive tactics to gain control of Contango without offering fair value to all of Contango's stockholders. The Plan is not intended, nor will it operate, to prevent an acquisition of Contango on terms that are favorable and fair to all stockholders.

Under the terms of the Plan, each right (a Right) will entitle the holder to buy 1/100 of a share of Series F Junior Preferred Stock of Contango (the Preferred Stock) at an exercise price of \$200 per share. The Rights will be exercisable and will trade separately from the shares of common stock only if a person or group acquires beneficial ownership of 20% or more of Contango's common stock or commences a tender or exchange offer that would result in such a person or group owning 20% or more of the common stock (the Triggering Event).

Under the terms of the Plan, Rights have been distributed as a dividend at the rate of one Right for each share of common stock held as of the close of business on October 1, 2008. Stockholders will not actually receive certificates for the Rights at this time, but the Rights will become part of each outstanding

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share of common stock. An additional Right will be issued along with each share of common stock that is issued or sold by Contango after October 1, 2008. The Rights may only be exercised during a three-year period and are scheduled to expire on September 30, 2011. Upon a Triggering Event, Contango stockholders will receive certificates for the Rights.

If any person actually acquires 20% or more of shares of common stock other than through a tender or exchange offer for all shares of common stock that provides a fair price and other acceptable terms for such shares, as determined by the board of directors of Contango or if a 20%-or-more stockholder engages in certain self-dealing transactions or engages in a merger or other business combination in which Contango survives and its shares of common stock remain outstanding, the other Contango stockholders will be able to exercise the Rights and buy shares of common stock of Contango having approximately twice the value of the exercise price of the Rights. Additionally, if Contango is involved in certain other mergers where its shares are exchanged or certain major sales of its assets occur, Contango stockholders will be able to purchase a certain number of the other party's common stock in an amount equal to approximately twice the value of the exercise price of the Rights.

Contango will be entitled to redeem the Rights at \$0.01 per Right at any time until the earlier of (i) the tenth day following public announcement that a person has acquired a 20% ownership position in shares of common stock of Contango or (ii) the final expiration date of the Rights. Contango in its discretion may extend the period during which it may redeem the Rights.

**PART III**

**Item 10. *Directors, Executive Officers and Corporate Governance***

The information regarding directors, executive officers, promoters and control persons required under Item 10 of Form 10-K will be contained in our Definitive Proxy Statement for our 2009 Annual Meeting of Stockholders (the Proxy Statement) under the headings Election of Directors, Executive Compensation, Section 16(a) Beneficial Ownership Reporting Compliance and Corporate Governance and is incorporated herein by reference. The Proxy Statement will be filed with the SEC pursuant to Regulation 14A of the Exchange Act, not later than 120 days after June 30, 2009.

**Item 11. *Executive Compensation***

The information required under Item 11 of Form 10-K will be contained in the Proxy Statement under the heading Executive Compensation and is incorporated herein by reference.

**Item 12. *Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters***

The information required under Item 12 of Form 10-K will be contained in the Proxy Statement under the heading Security Ownership of Certain Other Beneficial Owners and Management and is incorporated herein by reference.

**Item 13. *Certain Relationships and Related Transactions, and Director Independence***

The information required under Item 13 of Form 10-K will be contained in the Proxy Statement under the heading Certain Relationships and Related Transactions, and Director Independence and Executive Compensation and is incorporated herein by reference.

**Item 14. *Principal Accountant Fees and Services***

The information required under Item 14 of Form 10-K will be contained in the Proxy Statement under the heading Principal Accountant Fees and Services and is incorporated herein by reference.

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The financial statements are set forth in pages F-1 to F-24 of this Form 10-K. Financial statement schedules have been omitted since they are either not required, not applicable, or the information is otherwise included.

**(b) Exhibits:**

The following is a list of exhibits filed as part of this Form 10-K. Where so indicated by a footnote, exhibits, which were previously filed, are incorporated herein by reference.

<b>Exhibit Number</b>	<b>Description</b>
2.1	Purchase and Sale Agreement, by and between Juneau Exploration, L.P. and REX Offshore Corporation, dated as of September 1, 2005.(11)
2.2	Purchase and Sale Agreement, by and between Juneau Exploration, L.P. and COE Offshore, LLC dated as of September 1, 2005.(11)
2.3	Asset Purchase Agreement by and among Petrohawk Energy Corporation and Contango Operators Inc. (successor-in-interest to Contango Gas Solutions, L.P.), Alta Resources, L.L.C., GPM Energy, LLC, MND Partners, L.P. and TePee Petroleum Company, Inc., dated as of November 26, 2007.(17)
2.4	Asset Purchase Agreement by and among XTO Energy Inc. and Contango Operators, Inc., Alta Resources, L.L.C., GPM Energy, LLC, MND Partners, L.P. and TePee Petroleum Company, Inc., dated as of January 4, 2008.(18)
2.5	Partnership Interest Purchase Agreement by and among Turbo LNG LLC, Contango Sundance, Inc. and Osaka Gas Co., Ltd., as Guarantor, dated January 7, 2008.(19)
3.1	Certificate of Incorporation of Contango Oil & Gas Company.(5)
3.2	Bylaws of Contango Oil & Gas Company.(5)
3.3	Agreement of Plan of Merger of Contango Oil & Gas Company, a Delaware corporation, and Contango Oil & Gas Company, a Nevada corporation.(5)
3.4	Amendment to the Certificate of Incorporation of Contango Oil & Gas Company.(8)
4.1	Facsimile of common stock certificate of Contango Oil & Gas Company.(1)
4.2	Certificate of Designations, Preferences and Relative Rights and Limitations for Series E Perpetual Cumulative Convertible Preferred Stock of Contango Oil & Gas Company.(14)
4.3	Securities Purchase Agreement, dated as of May 11, 2007, among Contango Oil & Gas Company and the Purchasers Named Therein, relating to the Series E Perpetual Cumulative Convertible Preferred Stock.(14)
4.4	Certificate of Designation of Series F Junior Preferred Stock of Contango Oil & Gas Company dated September 30, 2008.(25)
4.5	Rights Agreement, dated as of September 30, 2008, between Contango Oil & Gas Company and Computershare Trust Company, N.A., as Rights Agent.(25)
10.1	Agreement, dated effective as of September 1, 1999, between Contango Oil & Gas Company and Juneau Exploration, L.L.C.(2)
10.2	Securities Purchase Agreement dated August 24, 2000 by and between Contango Oil & Gas Company and Trust Company of the West.(3)

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- 10.3 Securities Purchase Agreement dated August 24, 2000 by and between Contango Oil & Gas Company and Fairfield Industries Incorporated.(3)
- 10.4 Securities Purchase Agreement dated August 24, 2000 by and between Contango Oil & Gas Company and Juneau Exploration Company, L.L.C.(3)
- 10.5 Amendment dated August 14, 2000 to agreement between Contango Oil & Gas Company and Juneau Exploration Company, LLC. dated effective as of September 1, 1999.(4)
- 10.6 Asset Purchase Agreement by and among Juneau Exploration, L.P. and Contango Oil & Gas Company dated January 4, 2002.(6)



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10.7	Asset Purchase Agreement by and among Mark A. Stephens, John Miller, The Hunter Revocable Trust, Linda G. Ferszt, Scott Archer and the Archer Revocable Trust and Contango Oil & Gas Company dated January 9, 2002.(7)
10.8	Freeport LNG Development, L.P. Amended and Restated Limited Partnership Agreement dated February 27, 2003.(10)
10.9	Partnership Purchase Agreement among Contango Sundance, Inc., Contango Oil & Gas, Cheniere LNG, Inc. and Cheniere Energy, Inc. dated March 1, 2003.(10)
10.10	First Amendment, dated December 19, 2003, to Freeport LNG Development, L.P. Amended and Restated Limited Partnership Agreement dated February 27, 2003.(10)
10.11	Limited Liability Company Agreement of Republic Exploration LLC dated August 24, 2000.(11)
10.12	Amendment to Limited Liability Company Agreement and Additional Agreements of Republic Exploration LLC dated as of September 1, 2005.(11)
10.13	Limited Liability Company Agreement of Contango Offshore Exploration LLC dated November 1, 2000.(11)
10.14	First Amendment to Limited Liability Company Agreement and Additional Agreements of Contango Offshore Exploration LLC dated as of September 1, 2005.(11)
10.15*	Contango Oil & Gas Company 1999 Stock Incentive Plan.(12)
10.16*	Amendment No. 1 to Contango Oil & Gas Company 1999 Stock Incentive Plan dated as of March 1, 2001.(12)
10.17	Term Loan Agreement between Contango Oil & Gas Company and The Royal Bank of Scotland plc, dated April 27, 2006.(13)
10.18	Demand Promissory Note dated October 26, 2006 with Schedules I, II and III.(15)
10.19	Term Loan Agreement between Contango Oil & Gas Company and Centaurus Capital LLC, dated January 30, 2007.(16)
10.20	Form of Pledge Agreement.(16)
10.21	Assignment of Operating Rights Interest between CGM, LP and Contango Operators, Inc., dated as of January 3, 2008.(20)
10.22	Partial Assignment of Oil and Gas Leases between CGM, LP and Contango Operators, Inc., dated as of January 3, 2008.(20)
10.23	Assignment of Operating Rights Interest between CGM, LP and Contango Operators, Inc., dated as of January 3, 2008.(20)
10.24	Assignment of Operating Rights Interest between Olympic Energy Partners, LLC and Contango Operators, Inc., dated as of January 3, 2008.(20)
10.25	Partial Assignment of Oil and Gas Leases between Olympic Energy Partners, LLC and Contango Operators, Inc. dated as of January 3, 2008.(20)
10.26	Assignment of Operating Rights Interest between Olympic Energy Partners, LLC and Contango Operators, Inc., dated as of January 3, 2008.(20)
10.27	Assignment of Operating Rights Interest between Juneau Exploration, LP and Contango Operators, Inc., dated as of January 3, 2008.(20)
10.28	Partial Assignment of Oil and Gas Leases between Juneau Exploration, LP and Contango Operators, Inc., dated as of January 3, 2008.(20)
10.29	Assignment of Operating Rights Interest between Juneau Exploration, LP and Contango Operators, Inc., dated as of January 3, 2008.(20)
10.30	Assignment of Operating Rights Interest between Juneau Exploration, LP and Contango Operators, Inc., dated as of April 3, 2008.(22)
10.31	Partial Assignment of Oil and Gas Leases between Juneau Exploration, LP and Contango Operators, Inc., dated as of April 3, 2008.(22)
10.32	Assignment of Operating Rights Interest between Juneau Exploration, LP and Contango Operators, Inc., dated as of April 3, 2008.(22)
10.33	

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- Assignment of Operating Rights Interest between Olympic Energy Partners, LLC and Contango Operators, Inc., dated as of April 3, 2008.(22)
- 10.34 Partial Assignment of Oil and Gas Leases between Olympic Energy Partners, LLC and Contango Operators, Inc. dated as of April 3, 2008.(22)
- 10.35 Assignment of Operating Rights Interest between Olympic Energy Partners, LLC and Contango Operators, Inc., dated as of April 3, 2008.(22)
- 10.36 Assignment of Overriding Royalty Interest between Dutch Royalty Investments, Land and Leasing, LP and Contango Operators, Inc., dated as of February 8, 2008.(24)

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10.37	Assignment of Overriding Royalty Interest between Dutch Royalty Investments, Land and Leasing, LP and Contango Operators, Inc., dated as of February 8, 2008.(24)
10.38	Assignment of Overriding Royalty Interest between Dutch Royalty Investments, Land and Leasing, LP and Contango Operators, Inc., dated as of February 8, 2008.(24)
10.39	Assignment of Overriding Royalty Interest between Dutch Royalty Investments, Land and Leasing, LP and Contango Operators, Inc., dated as of February 8, 2008.(24)
10.40	Assignment of Overriding Royalty Interest between Dutch Royalty Investments, Land and Leasing, LP and Contango Operators, Inc., dated as of February 8, 2008.(24)
10.41	Assignment of Overriding Royalty Interest between Dutch Royalty Investments, Land and Leasing, LP and Contango Operators, Inc., dated as of February 8, 2008.(24)
10.42	Assignment of Overriding Royalty Interest between Dutch Royalty Investments, Land and Leasing, LP and Contango Operators, Inc., dated as of February 8, 2008.(24)
10.43	Amended and Restated Limited Liability Company Agreement of Republic Exploration LLC, dated April 1, 2008.(22)
10.44	Amended and Restated Limited Liability Company Agreement of Contango Offshore Exploration LLC, dated April 1, 2008.(24)
10.45	Third Amendment to Term Loan Agreement, dated as of January 17, 2008, between Contango Oil & Gas Company, as Borrower, and Centaurus Capital LLC, as Lender.(21)
10.46	Fourth Amendment to Term Loan Agreement, dated as of February 13, 2008, between Contango Oil & Gas Company, as Borrower, and Centaurus Capital LLC, as Lender.(23)
10.47	Amended and Restated Term Loan Agreement, dated June 5, 2008, between Contango Oil & Gas Company, as Borrower, and Centaurus Capital LLC, as Lender.(24)
10.48	\$50,000,000 Amended and Restated Credit Agreement dated as of March 31, 2009 among Contango Oil & Gas Company, Contango Energy Company and Contango Operators Inc. as Borrowers, Guaranty Bank, as administrative agent and issuing lender, and the lenders party thereto from time to time.(26)
14.1	Code of Ethics.(12)
21.1	List of Subsidiaries.
21.2	Organizational Chart.
23.1	Consent of William M. Cobb & Associates, Inc.
23.2	Consent of Grant Thornton LLP.
23.3	Consent of W.D. Von Gonten & Co.
31.1	Certification required by Rules 13a-14 and 15d-14 under the Securities Exchange Act of 1934.
32.1	Certification pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

Filed herewith.

\* Indicates a management contract or compensatory plan or arrangement.

1. Filed as an exhibit to the Company's Form 10-SB Registration Statement, as filed with the Securities and Exchange Commission on October 16, 1998.
2. Filed as an exhibit to the Company's report on Form 10-QSB for the quarter ended December 31, 1999, as filed with the Securities and Exchange Commission on November 11, 1999.
3. Filed as an exhibit to the Company's report on Form 8-K, dated August 24, 2000, as filed with the Securities and Exchange Commission on September 8, 2000.
4. Filed as an exhibit to the Company's annual report on Form 10-KSB for the fiscal year ended June 30, 2000, as filed with the Securities and Exchange Commission on September 27, 2000.
- 5.

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- Filed as an exhibit to the Company's report on Form 8-K, dated December 1, 2000, as filed with the Securities and Exchange Commission on December 15, 2000.
6. Filed as an exhibit to the Company's report on Form 8-K, dated January 4, 2002, as filed with the Securities and Exchange Commission on January 8, 2002.
  7. Filed as an exhibit to the Company's report on Form 10-QSB for the quarter ended March 31, 2002, as filed with the Securities and Exchange Commission on February 14, 2002.
  8. Filed as an exhibit to the Company's report on Form 10-QSB for the quarter ended December 31, 2002, dated November 14, 2002, as filed with the Securities and Exchange Commission.
  9. Filed as an exhibit to the Company's annual report on Form 10-KSB for the fiscal year ended June 30, 2003, as filed with the Securities and Exchange Commission on September 22, 2003.

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10. Filed as an exhibit to the Company's report on Form 8-K, dated December 19, 2003, as filed with the Securities and Exchange Commission on December 23, 2003.
11. Filed as an exhibit to the Company's report on Form 8-K, dated September 2, 2005, as filed with the Securities and Exchange Commission on September 8, 2005.
12. Filed as an exhibit to the Company's report on Form 10-K for the fiscal year ended June 30, 2005, as filed with the Securities and Exchange Commission on September 13, 2005.
13. Filed as Exhibit 10.1 to the Company's report on Form 10-Q for the quarter ended March 31, 2006, dated May 15, 2006, as filed with the Securities and Exchange Commission.
14. Filed as an exhibit to the Company's report on Form 8-K, dated May 11, 2007, as filed with the Securities and Exchange Commission on May 17, 2007.
15. Filed as an exhibit to the Company's report on Form 10-Q for the quarter ended September 30, 2006, dated November 8, 2006, as filed with the Securities and Exchange Commission.
16. Filed as an exhibit to the Company's report on Form 8-K, dated January 30, 2007, as filed with the Securities and Exchange Commission on February 5, 2007.
17. Filed as an exhibit to the Company's report on Form 8-K, dated November 26, 2007, as filed with the Securities and Exchange Commission on November 29, 2007.
18. Filed as an exhibit to the Company's report on Form 8-K, dated January 4, 2008, as filed with the Securities and Exchange Commission on January 10, 2008.
19. Filed as an exhibit to the Company's report on Form 8-K, dated February 5, 2008, as filed with the Securities and Exchange Commission on February 8, 2008.
20. Filed as an exhibit to the Company's report on Form 8-K, dated January 3, 2008, as filed with the Securities and Exchange Commission on January 9, 2008.
21. Filed as an exhibit to the Company's report on Form 8-K, dated January 17, 2008, as filed with the Securities and Exchange Commission on January 24, 2008.
22. Filed as an exhibit to the Company's report on Form 8-K, dated April 3, 2008, as filed with the Securities and Exchange Commission on April 9, 2008.
23. Filed as an exhibit to the Company's report on Form 10-Q for the quarter ended March 31, 2008, as filed with the Securities and Exchange Commission on May 12, 2008.
24. Filed as an exhibit to the Company's report on Form 10-K for the fiscal year ended June 30, 2008, as filed with the Securities and Exchange Commission on August 29, 2008.
25. Filed as an exhibit to the Company's report on Form 8-K, dated September 30, 2008, as filed with the Securities and Exchange Commission on October 1, 2008.
26. Filed as an exhibit to the Company's report on Form 10-Q for the quarter ended March 31, 2009, as filed with the Securities and Exchange Commission on May 11, 2009.

**SIGNATURES**

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**CONTANGO OIL & GAS COMPANY**

/s/ KENNETH R. PEAK  
Kenneth R. Peak  
Chairman, Chief Executive Officer and Chief  
Financial Officer (principal executive officer  
and principal financial officer)

/s/ LESIA BAUTINA  
Lesia Bautina  
Senior Vice President and Controller  
(principal accounting officer)

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In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<b>Name</b>	<b>Title</b>	<b>Date</b>
/s/ KENNETH R. PEAK Kenneth R. Peak	Chairman of the Board	September 11, 2009
/s/ B.A. BERILGEN B.A. Berilgen	Director	September 11, 2009
/s/ JAY D. BREHMER Jay D. Brehmer	Director	September 11, 2009
/s/ CHARLES M. REIMER Charles M. Reimer	Director	September 11, 2009
/s/ STEVEN L. SCHOONOVER Steven L. Schoonover	Director	September 11, 2009

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**CONTANGO OIL & GAS COMPANY AND SUBSIDIARIES**

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Board of Directors and Shareholders

Contango Oil & Gas Company

We have audited the accompanying consolidated balance sheets of Contango Oil & Gas Company (a Delaware corporation) and subsidiaries as of June 30, 2009 and 2008, and the related consolidated statements of operations, shareholders' equity and cash flows for each of the three years in the period ended June 30, 2009. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit 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 Contango Oil & Gas Company and subsidiaries as of June 30, 2009 and 2008, and the results of their operations and their cash flows for each of the three years in the period ended June 30, 2009 in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Contango Oil & Gas Company and subsidiaries' internal control over financial reporting as of June 30, 2009, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and our report dated September 11, 2009 expressed an unqualified opinion on the internal control over financial reporting.

/S/ GRANT THORNTON LLP

Houston, Texas

September 11, 2009



**Table of Contents****Index to Financial Statements****CONTANGO OIL & GAS COMPANY AND SUBSIDIARIES****CONSOLIDATED BALANCE SHEETS****ASSETS**

	<b>June 30,</b>	
	<b>2009</b>	<b>2008</b>
<b>CURRENT ASSETS:</b>		
Cash and cash equivalents	\$ 44,371,324	\$ 59,884,574
Accounts receivable:		
Trade receivable	32,809,165	72,343,761
Advances to affiliates	5,494,747	5,754,516
Joint interest billings	4,515,660	18,019,847
Severance taxes receivable	3,528,402	
Income taxes	4,221,644	
Prepaid capital costs	75,097	1,264,278
Other	1,459,433	1,482,142
<b>Total current assets</b>	<b>96,475,472</b>	<b>158,749,118</b>
<b>PROPERTY, PLANT AND EQUIPMENT:</b>		
Natural gas and oil properties, successful efforts method of accounting:		
Proved properties	460,881,471	442,630,193
Unproved properties	2,911,258	7,591,447
Furniture and equipment	273,185	278,737
Accumulated depreciation, depletion and amortization	(44,952,301)	(13,134,511)
<b>Total property, plant and equipment, net</b>	<b>419,113,613</b>	<b>437,365,866</b>
<b>OTHER ASSETS:</b>		
Cash and other assets held by affiliates	1,128,110	3,299,002
Other	324,712	559,764
<b>Total other assets</b>	<b>1,452,822</b>	<b>3,858,766</b>
<b>TOTAL ASSETS</b>	<b>\$ 517,041,907</b>	<b>\$ 599,973,750</b>

The accompanying notes are an integral part of these consolidated financial statements.

**Table of Contents****Index to Financial Statements****CONTANGO OIL & GAS COMPANY AND SUBSIDIARIES****CONSOLIDATED BALANCE SHEETS****LIABILITIES AND SHAREHOLDERS EQUITY**

	<b>June 30,</b>	
	<b>2009</b>	<b>2008</b>
<b>CURRENT LIABILITIES:</b>		
Accounts payable	\$ 8,812,677	\$ 22,990,887
Royalties and working interests payable	32,781,712	66,606,414
Accrued liabilities	3,867,579	10,334,008
Joint interest advances	4,056,991	15,666,389
Accrued exploration and development	120,300	3,082,399
Advances from affiliates		2,965,022
Debt of affiliates	3,604,609	3,261,177
Income tax payable		3,463,176
Other current liabilities		466,232
<b>Total current liabilities</b>	<b>53,243,868</b>	<b>128,835,704</b>
<b>LONG-TERM DEBT</b>		<b>15,000,000</b>
<b>DEFERRED TAX LIABILITY</b>	<b>110,964,147</b>	<b>112,189,684</b>
<b>ASSET RETIREMENT OBLIGATION</b>	<b>3,469,624</b>	<b>1,949,881</b>
<b>COMMITMENTS AND CONTINGENCIES (NOTE 15)</b>		
<b>SHAREHOLDERS EQUITY:</b>		
Common stock, \$0.04 par value, 50,000,000 shares authorized, 19,638,334 shares issued and 15,828,980 outstanding at June 30, 2009, 19,404,746 shares issued and 16,819,746 outstanding at June 30, 2008,	785,533	776,189
Additional paid-in capital	76,321,911	73,030,926
Treasury stock at cost (3,809,354 and 2,585,000 shares, respectively)	(58,639,644)	(6,843,900)
Retained earnings	330,896,468	275,035,266
<b>Total shareholders equity</b>	<b>349,364,268</b>	<b>341,998,481</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS EQUITY</b>	<b>\$ 517,041,907</b>	<b>\$ 599,973,750</b>

The accompanying notes are an integral part of these consolidated financial statements.

**Table of Contents****Index to Financial Statements****CONTANGO OIL & GAS COMPANY AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF OPERATIONS**

	2009	Year Ended June 30, 2008	2007
<b>REVENUES:</b>			
Natural gas and oil sales	\$ 190,655,605	\$ 116,497,713	\$ 14,140,161
<b>Total revenues</b>	<b>190,655,605</b>	<b>116,497,713</b>	<b>14,140,161</b>
<b>EXPENSES:</b>			
Operating expenses	23,684,159	6,776,757	891,116
Exploration expenses	20,602,915	5,728,600	2,380,071
Depreciation, depletion and amortization	32,673,191	11,899,620	1,607,319
Impairment of natural gas and oil properties	11,074,778	642,374	
General and administrative expense	9,467,113	16,928,760	6,841,721
<b>Total expenses</b>	<b>97,502,156</b>	<b>41,976,111</b>	<b>11,720,227</b>
<b>INCOME FROM CONTINUING OPERATIONS BEFORE OTHER INCOME AND INCOME TAXES</b>	<b>93,153,449</b>	<b>74,521,602</b>	<b>2,419,934</b>
<b>OTHER INCOME (EXPENSE):</b>			
Interest expense, net of interest capitalized	(741,011)	(3,933,309)	(2,162,573)
Interest income	925,505	1,969,145	886,420
Gain (loss) on sale of assets and other	(530,260)	62,314,188	(2,684,062)
<b>INCOME (LOSS) FROM CONTINUING OPERATIONS BEFORE INCOME TAXES</b>	<b>92,807,683</b>	<b>134,871,626</b>	<b>(1,540,281)</b>
Benefit (provision) from income taxes	(36,946,481)	(51,650,422)	462,569
<b>INCOME (LOSS) FROM CONTINUING OPERATIONS</b>	<b>55,861,202</b>	<b>83,221,204</b>	<b>(1,077,712)</b>
<b>DISCONTINUED OPERATIONS (Note 5)</b>			
Discontinued operations, net of income taxes		173,685,065	(1,616,839)
<b>NET INCOME (LOSS)</b>	<b>55,861,202</b>	<b>256,906,269</b>	<b>(2,694,551)</b>
Preferred stock dividends		1,547,777	539,722
<b>NET INCOME (LOSS) ATTRIBUTABLE TO COMMON STOCK</b>	<b>\$ 55,861,202</b>	<b>\$ 255,358,492</b>	<b>\$ (3,234,273)</b>
<b>NET INCOME (LOSS) PER SHARE:</b>			
<b>Basic</b>			
Continuing operations	\$ 3.41	\$ 5.05	\$ (0.11)
Discontinued operations		10.73	(0.10)
<b>Total</b>	<b>\$ 3.41</b>	<b>\$ 15.78</b>	<b>\$ (0.21)</b>

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Diluted				
Continuing operations	\$	3.35	\$	4.82
Discontinued operations				\$ (0.11)
				10.06
				(0.10)
Total	\$	3.35	\$	14.88
				\$ (0.21)
<b>WEIGHTED AVERAGE COMMON SHARES OUTSTANDING:</b>				
Basic		16,362,719		16,184,517
				15,430,146
Diluted		16,690,426		17,262,715
				15,430,146

The accompanying notes are an integral part of these consolidated financial statements.

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**Table of Contents****Index to Financial Statements****CONTANGO OIL & GAS COMPANY AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF CASH FLOWS**

	2009	Year Ended June 30, 2008	2007
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Income (loss) from continuing operations	\$ 55,861,202	\$ 83,221,204	\$ (1,077,712)
Plus income from discontinued operations, net of income taxes		173,685,065	(1,616,839)
Net income (loss)	55,861,202	256,906,269	(2,694,551)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Depreciation, depletion and amortization	32,673,191	15,173,285	3,267,252
Impairment of natural gas and oil properties	11,074,778	1,234,111	192,109
Exploration expenditures	19,038,463	4,747,798	5,473,218
Deferred income taxes	(1,225,537)	115,952,055	692,818
Loss (gain) on sale of assets		(326,337,749)	2,313,334
Stock-based compensation	1,381,797	1,476,988	1,492,765
Tax benefit from exercise of stock options	(264,187)	(1,080,562)	(188,897)
Changes in operating assets and liabilities:			
Decrease (increase) in accounts receivable and other	39,688,876	(67,279,024)	(7,599,816)
Increase in notes receivable		(250,000)	(1,005,000)
Increase in prepaid insurance	(19,366)	(447,202)	(205,904)
Increase in inventory			(139,972)
Increase (decrease) in accounts payable and advances from joint owners	(11,597,588)	26,152,482	4,570,213
Increase (decrease) in other accrued liabilities	(43,819,351)	75,997,351	(87,286)
Increase (decrease) in income taxes payable	(7,420,632)	7,210,622	(2,377,988)
Other		3,286,631	370,723
Net cash provided by operating activities	95,371,646	112,743,055	4,073,018
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Natural gas and oil exploration and development expenditures	(45,741,659)	(119,928,546)	(77,688,085)
Sale of short-term investments, net		2,200,576	16,271,751
Additions to furniture and equipment	(16,025)	(43,225)	(26,659)
Investment in Contango Venture Capital Corporation		(1,166,624)	(681,244)
Acquisition of natural gas and oil producing properties		(309,000,000)	
Sale/Acquisition costs		(7,847,613)	
Proceeds from the sale of assets		396,925,821	7,000,000
Net cash used in investing activities	(45,757,684)	(38,859,611)	(55,124,237)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Borrowings under credit facility		35,000,000	25,000,000
Repayments under credit facility	(15,000,000)	(40,000,000)	(15,000,000)
Borrowings (repayments) by affiliates		(8,540,091)	8,540,091
Proceeds from preferred equity issuances, net of issuance costs			28,783,936
Preferred stock dividends		(1,547,777)	(539,722)
Repurchase/cancellation of stock options		(5,922,532)	(202,521)
Purchase of common stock	(51,795,744)	(663,900)	
Proceeds from exercised options	1,654,345	580,760	519,715

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Tax benefit from exercise/cancellation of stock options	264,187	1,080,562	188,897
Debt issuance costs	(250,000)	(163,510)	(336,509)
Net cash provided by (used in) financing activities	(65,127,212)	(20,176,488)	46,953,887
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(15,513,250)	53,706,956	(4,097,332)
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	59,884,574	6,177,618	10,274,950
CASH AND CASH EQUIVALENTS, END OF PERIOD	\$ 44,371,324	\$ 59,884,574	\$ 6,177,618
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:			
Cash paid for taxes, net of cash received	\$ 45,592,652	\$ 21,974,825	\$ 451,993
Cash paid for interest	\$ 397,579	\$ 4,305,336	\$ 2,702,672

The accompanying notes are an integral part of these consolidated financial statements.

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## CONTANGO OIL &amp; GAS COMPANY AND SUBSIDIARIES

## CONSOLIDATED STATEMENT OF SHAREHOLDERS EQUITY

	Preferred Stock		Common Stock		Paid-in Capital	Accumulated Other Comprehensive Income		Treasury Stock	Retained Earnings	Total Shareholders Equity	Comprehensive Income
	Shares	Amount	Shares	Amount							
<b>Balance at June 30, 2006</b>	2,000	\$ 80	14,999,085	\$ 702,961	\$ 45,105,504	\$	\$ (6,180,000)	\$ 22,911,047	\$ 62,539,592		
Exercise of stock options			106,500	4,260	515,455				519,715		
Tax benefit from exercise of stock options					155,003				155,003		
Cancellation of stock options, net of tax benefit of \$33,894					(168,627)				(168,627)		
Cashless exercise of stock options			726	29	(29)						
Amortization of restricted stock			25,166	1,007	152,972				153,979		
Conversion of Series D preferred stock to common stock	(2,000)	(80)	833,330	33,334	(33,254)						
Issuance of Series E preferred stock	6,000	240			28,783,696				28,783,936		
Expense of stock options					1,338,786				1,338,786		
Net loss								(2,694,551)	(2,694,551)	(2,694,551)	
Preferred stock dividends								(539,722)	(539,722)		
Unrealized gain on available for sale securities, net of tax						715,659			715,659	715,659	
Comprehensive income										\$ (1,978,892)	
<b>Balance at June 30, 2007</b>	6,000	\$ 240	15,964,807	\$ 741,591	\$ 75,849,506	\$ 715,659	\$ (6,180,000)	\$ 19,676,774	\$ 90,803,770		

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Exercise of stock options	71,000	2,840	577,920				580,760	
Tax benefit from exercise of stock options			611,726				611,726	
Cancellation of stock options, net of tax benefit of \$468,836			(5,453,696)				(5,453,696)	
Treasury shares at cost	(10,000)					(663,900)	(663,900)	
Amortization of restricted stock	4,471	179	252,257				252,436	
Conversion of Series E preferred stock to common stock	(6,000)	(240)	789,468	31,579	(31,339)			
Expense of stock options			1,224,552				1,224,552	
Net income						256,906,269	256,906,269	256,906,269
Preferred stock dividends						(1,547,777)	(1,547,777)	
Unrealized gain on available for sale securities, net of tax					(715,659)		(715,659)	(715,659)
<b>Comprehensive income</b>								<b>\$ 254,211,718</b>
<b>Balance at June 30, 2008</b>	<b>\$</b>	<b>16,819,746</b>	<b>\$ 776,189</b>	<b>\$ 73,030,926</b>	<b>\$</b>	<b>\$ (6,843,900)</b>	<b>\$ 275,035,266</b>	<b>\$ 341,998,481</b>
Exercise of stock options	230,500	9,220	1,645,125				1,654,345	
Tax benefit from exercise of stock options			264,187				264,187	
Amortization of restricted stock	3,088	124	240,457				240,581	
Treasury shares at cost	(1,224,354)					(51,795,744)	(51,795,744)	
Expense of stock options			1,141,216				1,141,216	
Net income						55,861,202	55,861,202	
<b>Balance at June 30, 2009</b>	<b>\$</b>	<b>15,828,980</b>	<b>\$ 785,533</b>	<b>\$ 76,321,911</b>	<b>\$</b>	<b>\$ (58,639,644)</b>	<b>\$ 330,896,468</b>	<b>\$ 349,364,268</b>

The accompanying notes are an integral part of this consolidated financial statement.





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**CONTANGO OIL & GAS COMPANY AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**1. Organization and Business**

Contango Oil & Gas Company (collectively with its subsidiaries, Contango or the Company) is a Houston-based, independent natural gas and oil company. The Company's business is to explore, develop, produce and acquire natural gas and oil properties primarily offshore in the Gulf of Mexico.

**2. Summary of Significant Accounting Policies**

*Use of Estimates.* The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

*Revenue Recognition.* Revenues from the sale of natural gas and oil produced are recognized upon the passage of title, net of royalties. Revenues from natural gas production are recorded using the sales method. When sales volumes exceed the Company's entitled share, an overproduced imbalance occurs. To the extent the overproduced imbalance exceeds the Company's share of the remaining estimated proved natural gas reserves for a given property, the Company records a liability. At June 30, 2009 and 2008, the Company had no material imbalances.

*Cash Equivalents.* Cash equivalents are considered to be highly liquid investment grade debt investments having an original maturity of 90 days or less. As of June 30, 2009, the Company had \$44.4 million in cash and cash equivalents. Of this amount, approximately \$30.3 million was invested in U.S. Treasury money market funds and the remaining \$14.1 million was invested in overnight U.S. Treasury funds.

*Accounts Receivable.* The Company sells natural gas and crude oil to a limited number of customers. In addition, the Company participates with other parties in the operation of natural gas and crude oil wells. Substantially all of the Company's accounts receivables are due from either purchasers of natural gas and crude oil or participants in natural gas and crude oil wells for which the Company serves as the operator. Generally, operators of natural gas and crude oil properties have the right to offset future revenues against unpaid charges related to operated wells.

The allowance for doubtful accounts is an estimate of the losses in the Company's accounts receivable. The Company periodically reviews the accounts receivable from customers for any collectability issues. An allowance for doubtful accounts is established based on reviews of individual customer accounts, recent loss experience, current economic conditions, and other pertinent factors. Accounts deemed uncollectible are charged to the allowance. Provisions for bad debts and recoveries on accounts previously charged-off are added to the allowance.

Accounts receivable allowance for bad debt was \$0 at June 30, 2009 and 2008. At June 30, 2009 and 2008, the carrying value of the Company's accounts receivable approximates fair value.

*Net Income (Loss) per Common Share.* Basic and diluted net income (loss) per common share has been computed in accordance with Statement of Financial Accounting Standard (SFAS) No. 128, Earnings per Share. Basic net income (loss) per common share is computed by dividing income (loss) attributable to common stock by the weighted average number of common shares outstanding for the period. Diluted net income per common share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock. See Note 7 Net Income (Loss) Per Common Share for the calculations of basic and diluted net income (loss) per common share.

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**CONTANGO OIL & GAS COMPANY AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

*Income Taxes.* The Company follows the liability method of accounting for income taxes under which deferred tax assets and liabilities are recognized for the future tax consequences of (i) temporary differences between the tax basis of assets and liabilities and their reported amounts in the financial statements and (ii) operating loss and tax credit carryforwards for tax purposes. Deferred tax assets are reduced by a valuation allowance when, based upon management's estimates, it is more likely than not that a portion of the deferred tax assets will not be realized in a future period. In accordance with Financial Accounting Standards Board (FASB) Interpretation No. 48, Accounting for Uncertainty in Income Taxes, an interpretation of FASB Statement No. 109, the Company reviews its tax position for tax uncertainties.

The Company files income tax returns in the United States and various state jurisdictions. The Company's tax returns for 2006, 2007 and 2008 remain open for examination by the taxing authorities in the respective jurisdictions where those returns were filed.

*Concentration of Credit Risk.* Substantially all of the Company's accounts receivable result from natural gas and oil sales or joint interest billings to a limited number of third parties in the natural gas and oil industry. This concentration of customers and joint interest owners may impact the Company's overall credit risk in that these entities may be similarly affected by changes in economic and other conditions.

*Consolidated Statements of Cash Flows.* For the purpose of cash flows, the Company considers all highly liquid investments with a maturity date of three months or less when purchased to be cash equivalents. Significant transactions may occur that do not directly affect cash balances and, as such, are not disclosed in the Consolidated Statements of Cash Flows. Certain such non-cash transactions are disclosed in the Consolidated Statements of Shareholders' Equity, including shares issued as compensation and issuance of stock options.

*Fair Value of Financial Instruments.* The carrying amounts of the Company's short-term financial instruments, including cash equivalents, short-term investments, trade accounts receivable and accounts payable, approximate their fair values based on the short maturities of those instruments. The Company's long-term debt is variable rate debt and, as such, approximates fair value, as interest rates are variable based on prevailing market rates.

*Successful Efforts Method of Accounting.* The Company follows the successful efforts method of accounting for its natural gas and oil activities. Under the successful efforts method, lease acquisition costs and all development costs are capitalized. Unproved properties are reviewed quarterly to determine if there has been impairment of the carrying value, and any such impairment is charged to expense in the period. Exploratory drilling costs are capitalized until the results are determined. If proved reserves are not discovered, the exploratory drilling costs are expensed. Other exploratory costs, such as seismic costs and other geological and geophysical expenses, are expensed as incurred. The provision for depreciation, depletion and amortization is based on the capitalized costs as determined above. Depreciation, depletion and amortization is on a cost center by cost center basis using the unit of production method, with lease acquisition costs amortized over total proved reserves and other costs amortized over proved developed reserves.

When circumstances indicate that proved properties may be impaired, the Company compares expected undiscounted future cash flows on a cost center basis to the unamortized capitalized cost of the asset. If the future undiscounted cash flows, based on the Company's estimate of future natural gas and oil prices and operating costs and anticipated production from proved reserves, are lower than the unamortized capitalized cost, then the capitalized cost is reduced to fair market value.

The Company amortizes and impairs natural gas and oil properties on a field-by-field cost center basis. Management believes this policy provides greater comparability with other successful efforts natural gas and oil companies by conforming to predominant industry practice. In addition, the field level is consistent with the Company's operational and strategic assessment of its natural gas and oil investments.

*Impairment of Long-Lived Assets.* The Company follows SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets (SFAS 144), which requires impairment losses to be recorded on long-lived assets used in operations when indicators of impairment are present and the undiscounted cash flows estimated to be generated by those assets are less than the asset's carrying amount. In the evaluation of the fair value and future benefits of long-lived assets, the Company performs an analysis of the anticipated undiscounted future net cash



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**CONTANGO OIL & GAS COMPANY AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

flows of the related long-lived assets. If the carrying value of the related asset exceeds the undiscounted cash flows, the carrying value is reduced to its fair value.

For the fiscal year ended June 30, 2009, the Company's analysis determined that Grand Isle 70 and Grand Isle 72 were impaired. The Company recorded an impairment charge of approximately \$2.7 million and \$3.4 million, respectively, related to these wells. Additionally, the Company recorded \$5.0 million in impairment expense related to the expiration and relinquishment of 44 lease blocks owned by our partially-owned subsidiaries, Republic Exploration LLC ( REX ), and Contango Offshore Exploration LLC ( COE ).

In accordance with SFAS 144, the Company classified the following asset sales as discontinued operations: its \$128.0 million Western core Arkansas Fayetteville Shale sale effective October 1, 2007, its \$199.2 million Eastern core Arkansas Fayetteville Shale sale effective December 1, 2007, and its \$1.1 million Alta-Ellis #1 and Temple Inland sale effective February 1, 2008. An integral and on-going part of our business strategy is to sell our proved reserves from time to time in order to generate additional capital to reinvest in our onshore and offshore exploration programs. Thus, it is our intent to remain an independent natural gas and oil company engaged in the exploration, production, and acquisition of natural gas and oil.

*Principles of Consolidation.* The Company's consolidated financial statements include the accounts of Contango Oil & Gas Company and its wholly and partially-owned subsidiaries, after elimination of all intercompany balances and transactions. Wholly-owned subsidiaries are fully consolidated. Exploration and development subsidiaries not wholly owned, such as REX and COE, are not controlled by the Company and are proportionately consolidated.

Effective April 1, 2008, the Company sold a portion of its ownership interest in REX and COE to an existing owner for approximately \$0.8 million and \$0.9 million, respectively. As a result of the sale, the Company's equity ownership interest in REX and COE has decreased to 32.3% and 65.6%, respectively.

Contango's 19.5% ownership of Mobilize Inc. ( Mobilize ) is accounted for using the cost method. Under the cost method, Contango records an investment in the stock of an investee at cost, and recognizes dividends received as income. Dividends received in excess of earnings subsequent to the date of investment are considered a return of investment and are recorded as reductions of cost of the investment.

*Recent Accounting Pronouncements*

Effective July 1, 2009, the FASB issued SFAS No. 157-2, *Effective Date of FASB Statement No. 157* ( SFAS 157-2 ). This pronouncement defers the effective date of SFAS No. 157, *Fair Value Measurements* ( SFAS 157 ) to fiscal years beginning after November 15, 2008, and interim periods within those fiscal years, for all nonfinancial assets and nonfinancial liabilities, except for items that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually). An entity that has issued interim or annual financial statements reflecting the application of the measurement and disclosure provisions of SFAS 157 prior to February 12, 2008, must continue to apply all provisions of SFAS 157. We are currently evaluating the provisions of SFAS 157-2 and assessing the impact, if any, it may have on our financial position and results of operations.

In June 2009, the FASB issued SFAS No. 168, *The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles*, a replacement of FASB Statement No. 162, *which codifies existing GAAP and recognizes only two levels of GAAP, authoritative and nonauthoritative*. The standard is effective for financial statements with periods ending after September 15, 2009 and we do not anticipate that it will have a material effect on our financial statements.

We adopted SFAS No. 165, *Subsequent Events* ( SFAS 165 ) as of the fiscal year ended June 30, 2009 and are in compliance with its disclosure requirements. SFAS 165 was issued by the FASB in May 2009 to establish general standards of accounting for and disclosure of events that occur after the balance sheet date but before the



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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

financial statements are issued ( subsequent events ). SFAS 165 defines two types of subsequent events as recognized and nonrecognized. Recognized subsequent events are events that provide additional evidence about conditions that existed at the balance sheet date (including estimates inherent in the process of preparing the financial statements) and therefore should be recorded in the financial statements. Nonrecognized subsequent events are events that do not provide evidence about conditions that existed at the balance sheet date but are considered to be material and therefore should be disclosed. The new standard requires disclosure of the date through which management has evaluated subsequent events and the basis for such date, which for public entities is generally the date the financial statements are issued. SFAS 165 is effective for interim or annual reporting periods ending after June 15, 2009, and shall be applied prospectively. SFAS 165 is not applicable to specific subsequent events that fall within the scope of other GAAP. The adoption of SFAS No. 165 did not have an impact on the Company's financial position, cash flows or results of operations.

In April 2009, the FASB issued SFAS No. 157-4, Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly ( SFAS 157-4 ) which provides additional guidance for estimating fair value when the volume and level of activity for the asset or liability have significantly decreased. This guidance is effective for interim reporting periods ending after June 15, 2009. Our adoption of SFAS 157-4 did not have a material impact on our financial condition or results of operations.

In December 2008, the SEC announced that it had approved revisions designed to modernize the oil and gas company reserve reporting requirements. The most significant amendments to the requirements include the following:

**Commodity Prices** Economic producibility of reserves and discounted cash flows will be based on a 12-month average commodity price unless contractual arrangements designate the price to be used.

**Disclosure of Unproved Reserves** Probable and possible reserves may be disclosed separately on a voluntary basis.

**Proved Undeveloped Reserve Guidelines** Reserves may be classified as proved undeveloped if there is a high degree of confidence that the quantities will be recovered.

**Reserve Estimation Using New Technologies** Reserves may be estimated through the use of reliable technology in addition to flow tests and production history.

**Reserve Personnel and Estimation Process** Additional disclosure is required regarding the qualifications of the chief technical person who oversees our reserves estimation process. We will also be required to provide a general discussion of our internal controls used to assure the objectivity of the reserves estimate.

**Non-Traditional Resources** The definition of oil and gas producing activities will expand and focus on the marketable product rather than the method of extraction.

The rules are effective for fiscal years ending on or after December 31, 2009, and early adoption is not permitted. We are currently evaluating the new rules and assessing the impact they will have on our reported natural gas and oil reserves. The SEC is coordinating with the FASB to obtain the revisions necessary to SFAS No. 19, Financial Accounting and Reporting by Oil and Gas Producing Companies, and SFAS No. 69,

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"Disclosures About Oil and Gas Producing Activities", to provide consistency with the new rules. In the event that consistency is not achieved in time for companies to comply with the new rules, the SEC has indicated that it will consider delaying the compliance date.

In June 2008, the FASB issued Staff Position No. EITF 03-6-1, *Determining Whether Instruments Granted in Share-Based Payments Transactions Are Participating Securities* ( FSP EITF 03-6-1 ). FSP EITF 03-6-1 addresses whether instruments granted in share-based payment transactions are participating securities prior to vesting and, therefore, need to be included in the earnings allocation in computing earnings per share ( EPS ) under the two-class method described in SFAS No. 128, *Earnings per Share* . The provisions of FSP EITF 03-6-1 are effective for financial statements issued for fiscal years beginning after December 15, 2008, and interim periods within those years. All prior-period EPS data presented shall be adjusted retrospectively (including interim financial

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

statements, summaries of earnings, and selected financial data) to conform with the provisions of FSP EITF 03-6-1. Early application is not permitted. We do not expect FSP EITF 03-6-1 to have a material effect on our consolidated financial statements.

In December 2007, the FASB issued SFAS No. 141(R), *Business Combinations* ( SFAS 141(R) ) and SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements* ( SFAS 160 ). These statements require most identifiable assets, liabilities and noncontrolling interests to be recorded at full fair value and require noncontrolling interests to be reported as a component of equity. Both statements are effective for periods beginning on or after December 15, 2008, and earlier adoption is prohibited. SFAS 141(R) will be applied to business combinations occurring after the effective date and SFAS 160 will be applied prospectively to all noncontrolling interests, including any that arose before the effective date. We are currently evaluating the provisions of SFAS 141(R) and SFAS 160 and assessing the impact, if any, they may have on our financial position and results of operations.

*Stock-Based Compensation.* The Company applies the fair value based method prescribed in SFAS No. 123 ( SFAS 123 ), *Accounting for Stock Based Compensation* . Under this method, compensation cost is measured at the grant date based on the fair value of the award and is recognized over the award vesting period. The fair value of each award is estimated as of the date of grant using the Black-Scholes options-pricing model. Effective July 1, 2005, the Company adopted SFAS No. 123 (revised 2004) ( SFAS 123(R) ), *Share-Based Payment* . SFAS 123(R) requires the benefits of tax deductions in excess of the compensation cost recognized for the options (excess tax benefit) to be classified as financing cash flows. The fair value of each option is estimated as of the date of grant using the Black-Scholes option-pricing model. The following weighted-average assumptions were used for the 60,000 options granted during the fiscal year ended June 30, 2009: (i) risk-free interest rate of 3.01 percent; (ii) expected life of five years; (iii) expected volatility of 53 percent and (iv) expected dividend yield of zero percent. No options were granted for the fiscal year ended June 30, 2008. For the fiscal year ended June 30, 2007, the following weighted-average assumptions were used: (i) risk-free interest rate of 5.0 percent; (ii) expected life of five years; (iii) expected volatility of 56 percent and (iv) expected dividend yield of zero percent.

Under the Company's 1999 Stock Incentive Plan, as amended (the 1999 Plan or the Option Plan ), the Company's board of directors may also grant restricted stock awards to officers or other employees of the Company. Restricted stock awards made under the 1999 Plan are subject to such restrictions, terms and conditions, including forfeitures, if any, as may be determined by the board. Grants of service-based restricted stock awards are valued at

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our common stock price at the date of grant. During the fiscal year ended June 30, 2009, 2008 and 2007, the Company granted 3,088 shares, 4,140 shares and 8,416 shares of restricted stock, respectively, to its Board of Directors as part of its annual compensation. The shares of restricted stock granted to the board of directors vest over a period of one year. Also for the fiscal year ended June 30, 2007, the Company granted 16,750 shares of restricted stock to its employees. The shares of restricted stock granted to employees vest over a period of three years. Additionally, on February 7, 2007, the Company granted 200,000 options to the Chairman and Chief Executive Officer at a fair value of \$11.25 per option, to be expensed over the vesting period.

During the fiscal years ended June 30, 2009, 2008 and 2007, the Company recorded stock-based compensation charges of \$1.4 million, \$1.5 million, and \$1.5 million, respectively, to general and administrative expense for restricted stock and option awards. These amounts do not reflect compensation actually received by the individuals, but rather represent expense recognized in the Company's consolidated financial statements that relate to restricted stock and option awards granted in current and previous fiscal years, in accordance with SFAS 123(R), excluding any assumption for future forfeitures.

*Derivative Instruments and Hedging Activities.* The Company did not enter into any derivative instruments or hedging activities for the fiscal years ended June 30, 2009, 2008 or 2007, nor did we have any open commodity derivative contracts at June 30, 2009.

*Asset Retirement Obligation.* The Company accounts for its retirement obligation of long lived assets in accordance with SFAS No. 143, Accounting for Asset Retirement Obligations (SFAS 143). SFAS 143 requires the Company to record the fair value of a liability for an asset retirement obligation (ARO) in the period in which it is incurred. When the liability is initially recorded, a company increases 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. Due to the Company's focus on offshore properties during the past few years, the ARO has increased since June 30, 2005. Activities related to the Company's ARO during the year ended June 30, 2009 and 2008 are as follows:

	<b>Year Ended June 30,</b>	
	<b>2009</b>	<b>2008</b>
Initial ARO as of July 1	\$ 1,949,881	\$ 862,344
Liabilities incurred during period	1,679,213	1,222,402
Liabilities settled during period		
Accretion expense	(159,470)	(134,865)
Balance of ARO as of June 30	\$ 3,469,624	\$ 1,949,881

**3. Natural Gas and Oil Exploration and Production Risk**

The Company's future financial condition and results of operations will depend upon prices received for its natural gas and oil production and the cost of finding, acquiring, developing and producing reserves. Substantially all of its production is sold under various terms and arrangements at prevailing market prices. Prices for natural gas and oil are subject to fluctuations in response to changes in supply, market uncertainty and a variety of other factors beyond the Company's control.

Other factors that have a direct bearing on the Company's financial condition are uncertainties inherent in estimating natural gas and oil reserves and future hydrocarbon production and cash flows, particularly with respect to wells that have not been fully tested and with wells having limited production histories; the timing and costs of our future drilling; development and abandonment activities; access to additional capital; changes in the price of natural gas and oil; availability and cost of services and equipment; and the presence of competitors with greater financial resources and capacity. The preparation of our financial statements in conformity with generally accepted accounting principles requires us to make estimates and assumptions that affect our reported results of operations,



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the amount of reported assets, liabilities and contingencies, and proved natural gas and oil reserves. We use the successful efforts method of accounting for our natural gas and oil activities.

**4. Customer Concentration Credit Risk**

The customer base for the Company is concentrated in the natural gas and oil industry. Major purchasers of our natural gas and oil for the fiscal year ended June 30, 2009 were ConocoPhillips Company (44%), Shell Trading US Company (18%), Enterprise Products Operating LLC (11%), Atmos Energy Marketing, LLC (8%) and Trans Louisiana Gas Pipeline, Inc. (8%). Our sales to these companies are not secured with letters of credit and in the event of non-payment, we could lose up to two months of revenues. The loss of two months of revenues would have a material adverse effect on our financial position, but there are numerous other potential purchasers of our production.

**5. Sale of Properties Discontinued Operations**

The Company did not have any discontinued operations for the fiscal year ended June 30, 2009.

During the fiscal year ended June 30, 2008, the Company sold its Arkansas Fayetteville Shale properties, an on-shore well in Texas and an on-shore well in Louisiana for approximately \$328.3 million, in the aggregate, recognizing a gain of approximately \$262.3 million. The Company's proved and unproved properties as of June 30, 2007 were reduced by approximately \$64.9 million as a result of classifying these sales as discontinued operations.

In accordance with SFAS 144, we classified our property sales as discontinued operations in our financial statements for all periods presented. The summarized financial results for discontinued operations for the periods ended June 30, 2008 and 2007 are as follows:

	2008	June 30, 2007
<b>Operating Results:</b>		
Revenues	\$ 9,679,330	\$ 4,547,661
Operating (expenses) credits	(1,144,786)	(780,709)
Depletion expenses	(3,273,655)	(1,659,933)
Exploration expenses	(359,888)	(4,402,354)
Impairment	(591,737)	(192,109)
Gain on sale of discontinued operations	262,898,530	
Gain before income taxes	\$ 267,207,794	\$ (2,487,444)
(Provision) benefit for income taxes	(93,522,729)	870,605
Gain from discontinued operations, net of income taxes	\$ 173,685,065	\$ (1,616,839)

**6. Sale of Properties Other***Freeport LNG Development, L.P.*

On February 5, 2008, the Company sold its ten percent (10%) limited partnership interest in Freeport LNG Development L.P. ( Freeport LNG ) to Turbo LNG LLC, an affiliate of Osaka Gas Co., Ltd., for \$68.0 million, and recognized a pre-tax gain of approximately \$63.4 million on the sale. Freeport LNG is a limited partnership formed to develop, construct and operate a 1.75 billion cubic feet per day ( Bcfd ) liquefied natural gas

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( LNG ) receiving and gasification terminal on Quintana Island, near Freeport, Texas. The Company used \$20.3 million of the proceeds from the sale to pay off its debt with The Royal Bank of Scotland plc, including principal, interest and fees. Another \$20.0 million was used to pay off its debt with a private investment firm. The remaining \$27.7 million was used for working capital purposes.

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## CONTANGO OIL &amp; GAS COMPANY AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

*Contango Venture Capital Corporation*

In March 2008, Contango Venture Capital Corporation ( CVCC ), our wholly-owned subsidiary, sold its direct and indirect investments in Gridpoint, Inc., Trulite, Inc., Protonex Technology Corporation, Jadoo Power Systems, Contango Capital Partners Fund, L.P. and Contango Capital Partnership Management, LLC for \$3.4 million, in the aggregate, recognizing a loss of approximately \$2.9 million for the fiscal year ended June 30, 2008. CVCC s only remaining alternative energy investment is Mobilize, Inc. ( Mobilize ). As of August 31, 2009, CVCC owned 443,648 shares of Mobilize convertible preferred stock, which represents an approximate 19.5% ownership interest. Mobilize develops real time diagnostics and field optimization solutions for the oil and gas and other industries using open-standards based technologies.

**7. Net Income (Loss) Per Common Share**

A reconciliation of the components of basic and diluted net income (loss) per common share for the fiscal years ended June 30, 2009, 2008 and 2007 is presented below:

	Year Ended June 30, 2009		
	Net Income (Loss)	Shares	Per Share
Income from continuing operations, including preferred dividends	\$ 55,861,202	16,362,719	\$ 3.41
<b>Basic Earnings per Share:</b>			
Net income attributable to common stock	\$ 55,861,202	16,362,719	\$ 3.41
Effect of Potential Dilutive Securities:			
Stock options		640,167	
Shares assumed purchased		(314,004)	
Restricted shares		1,544	
Income from continuing operations	\$ 55,861,202	16,690,426	\$ 3.35
<b>Diluted Earnings per Share:</b>			
Net income attributable to common stock	\$ 55,861,202	16,690,426	\$ 3.35

	Year Ended June 30, 2008		
	Net Income	Shares	Per Share
Income from continuing operations, including preferred dividends	\$ 81,673,427	16,184,517	\$ 5.05
Discontinued operations, net of income taxes	\$ 173,685,065	16,184,517	\$ 10.73
<b>Basic Earnings per Share:</b>			
Net income attributable to common stock	\$ 255,358,492	16,184,517	\$ 15.78
Effect of Potential Dilutive Securities:			
Stock options		448,264	
Restricted shares		7,570	
Series E preferred stock	1,547,777	622,364	

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Income from continuing operations	\$ 83,221,204	17,262,715	\$ 4.82
Discontinued operations, net of income taxes	\$ 173,685,065	17,262,715	\$ 10.06
<b>Diluted Earnings per Share:</b>			
Net income attributable to common stock	\$ 256,906,269	17,262,715	\$ 14.88

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	Year Ended June 30, 2007		
	Net Loss	Shares	Per Share
Loss from continuing operations including preferred dividends	\$ (1,617,434)	15,430,146	\$ (0.11)
Discontinued operations, net of income taxes	\$ (1,616,839)	15,430,146	\$ (0.10)
<b>Basic Earnings per Share:</b>			
Net loss attributable to common stock	\$ (3,234,273)	15,430,146	\$ (0.21)
Effect of Potential Dilutive Securities:			
Stock options		(a)	
Series D preferred stock	(a)	(a)	
Series E preferred stock	(a)	(a)	
Net loss attributable to common stock	\$ (3,234,273)	15,430,146	\$ (0.21)
<b>Diluted Earnings per Share:</b>			
Net loss attributable to common stock	\$ (3,234,273)	15,430,146	\$ (0.21)
Anti-dilutive Securities:			
Shares assumed not issued from options to purchase common shares as income from continuing operations was in a loss position for the period	\$	1,026,000	
Series D Preferred Stock	\$ 314,722	447,061	\$ 0.70
Series E Preferred Stock	\$ 225,000	94,909	\$ 2.37

(a) Anti-dilutive.

**8. Change in Ownership of Partially-Owned Subsidiaries and Overriding Royalties**

On April 3, 2008, the members of REX entered into an Amended and Restated Limited Liability Company Agreement (the REX LLC Agreement), effective as of April 1, 2008, to, among other things, distribute REX's interest in Dutch and Mary Rose to the individual members of REX or their designees. In connection with this distribution, REX repaid in full all amounts owing by REX to a private investment firm under a \$50.0 million demand promissory note with such private investment firm (the REX Demand Note), and all security interests and other liens granted in favor of such private investment firm as security for the obligations under the REX Demand Note have been released and terminated. The Company's portion of such repayment was approximately \$22.5 million.

Effective April 1, 2008, in connection with the REX LLC Agreement, the Company sold a portion of its membership interest in REX to an existing member of REX for approximately \$0.8 million. As a result of the sale, the Company's equity ownership interest in REX has decreased from 42.7% to 32.3%. Also effective April 1, 2008, the Company sold a portion of its membership interest in COE to an existing member of COE for approximately \$0.9 million. As a result of the sale, the Company's equity ownership interest in COE has decreased from 76.0% to 65.6%.

**9. Acquisitions**



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On January 3, 2008, the Company acquired additional working interests in the Eugene Island 10 ( Dutch ) and State of Louisiana ( Mary Rose ) discoveries in a like-kind exchange, using funds from the sale of its Western core Arkansas Fayetteville Shale properties held by a qualified intermediary. The Company purchased an additional 8.33% working interest and 6.67% net revenue interest in Dutch and an additional average 9.11% working interest and 6.67% net revenue interest in Mary Rose from three different companies for \$200 million. We allocated 60%, or \$120.0 million, of the purchase price to Dutch, and the remaining 40%, or \$80.0 million, to Mary Rose. Of these

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three companies, one of them was the managing member of REX, who exchanged an ownership interest in REX for a direct working interest in Dutch and Mary Rose. The Company purchased a 2.45% working interest in Dutch and a 2.68% working interest in Mary Rose from this company for approximately \$58.9 million. The effective date of the transactions was January 1, 2008.

On February 8, 2008, the Company acquired a 0.3% overriding royalty interest in the Dutch and Mary Rose discoveries for \$9.0 million in a like-kind exchange, using funds from the sale of its Eastern core Arkansas Fayetteville Shale properties held by a qualified intermediary. We allocated 60%, or \$5.4 million, of the purchase price to Dutch, and the remaining 40%, or \$3.6 million, to Mary Rose.

On April 3, 2008, the Company acquired additional working interests in the Dutch and Mary Rose discoveries in a like-kind exchange, using funds from the sale of its Eastern core Arkansas Fayetteville Shale properties held by a qualified intermediary. The Company purchased an additional 4.17% working interest and 3.33% net revenue interest in Dutch and an additional average 4.56% working interest and 3.33% net revenue interest in Mary Rose from two different companies for \$100 million. The effective date of the transaction is January 1, 2008.

**Pro Forma Results**

The pro forma results presented below for the fiscal year ended June 30, 2008 and 2007 have been prepared to give effect to our 2008 acquisitions on our results of operations under the purchase method of accounting as if they had been consummated on July 1, 2007 and July 1, 2006. The pro forma results do not purport to represent what our results of operations actually would have been if these acquisitions had in fact occurred on such date or to project our results of operations for any future date or period. The results of our 2008 acquisitions for the fiscal year ended June 30, 2008 are reflected in our revenues, net income, and earnings per share in our presented Consolidated Statements of Operations.

	<b>Year Ended June 30,</b>	
	<b>2008</b>	<b>2007</b>
Pro Forma:		
Revenues	\$ 125,058,436	\$ 17,514,201
Net income (loss)	\$ 86,391,194	\$ (866,581)
Basic earnings per share	\$ 5.24	\$ (0.09)
Diluted earnings per share	\$ 5.00	\$ (0.09)

**10. Series E Perpetual Cumulative Convertible Preferred Stock**

On May 17, 2007, we sold \$30.0 million of our Series E preferred stock to a group of private investors. The Series E preferred stock is perpetual and cumulative, is senior to our common stock and is convertible at any time into shares of our common stock at a price of \$38.00 per share. Each record holder of Series E preferred stock is entitled to one vote per share for each share of common stock into which each share of Series E preferred stock is convertible. The dividend on the Series E preferred stock can be paid quarterly in cash at a rate of 6.0% per annum or paid-in-kind at a rate of 7.5% per annum, at the Company's option. Our registration statement filed with the Securities and Exchange Commission, covering the 789,468 shares of common stock issuable upon conversion of the Series E preferred stock was declared effective September 12, 2007. Net proceeds associated with the private placement of the Series E preferred stock was approximately \$28.8 million, net of stock issuance costs.

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Holders of common stock and holders of Series E preferred stock vote as one class for the election of directors and most other matters. Upon any liquidation or dissolution of the Company, the holders of common stock are entitled to receive a pro rata share of all of the assets remaining available for distribution to shareholders after settlement of all liabilities and liquidating preferences of preferred stockholders.

During the quarter ended March 31, 2008, four Series E preferred stockholders voluntarily elected to convert a total of 2,400 shares of Series E preferred stock to 315,786 shares of our common stock. The converted shares of Series E preferred stock had a face value of \$12.0 million. During the quarter ended June 30, 2008, the final three Series E preferred stockholders voluntarily elected to convert a total of 3,600 shares of Series E preferred stock to 473,682 shares of our common stock. The converted shares of Series E preferred stock had a face value of \$18.0 million.

**11. Income Taxes**

Actual income tax expense (benefit) from continuing operations differs from income tax expense (benefit) from continuing operations computed by applying the U.S. federal statutory corporate rate of 35 percent to pretax income (loss) as follows:

	Year Ended June 30,					
	2009		2008		2007	
Provision (benefit) at statutory tax rate	\$ 32,482,689	35.0%	\$ 47,205,069	35.0%	\$ (539,099)	(35.0)%
State income tax provision, net of federal benefit	4,120,324	4.44%	1,526,658	1.13%		
Permanent differences	343,468	0.37%	2,393,765	1.78%	13,604	0.9%
Other			524,930	0.39%	62,926	4.09%
<b>Income tax provision (benefit)</b>	<b>\$ 36,946,481</b>	<b>39.81%</b>	<b>\$ 51,650,422</b>	<b>38.30%</b>	<b>\$ (462,569)</b>	<b>(30.03)%</b>

The provision (benefit) for income taxes for the periods indicated are comprised of the following:

	Year Ended June 30,		
	2009	2008	2007
<b>Current:</b>			
Federal	\$ 31,224,546	\$ 25,364,147	\$ (1,155,387)
State	6,947,472		
<b>Total</b>	<b>\$ 38,172,018</b>	<b>\$ 25,364,147</b>	<b>\$ (1,155,387)</b>
<b>Deferred:</b>			
Federal	\$ (617,027)	\$ 23,937,570	\$ 692,818
State	(608,510)	2,348,705	
<b>Total</b>	<b>\$ (1,225,537)</b>	<b>\$ 26,286,275</b>	<b>\$ 692,818</b>
<b>Total:</b>			

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Federal	\$ 30,607,519	\$ 49,301,717	\$ (462,569)
State	6,338,962	2,348,705	
Total	\$ 36,946,481	\$ 51,650,422	\$ (462,569)

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The net deferred tax asset (liability) is comprised of the following:

	2009	Year Ended June 30, 2008	2007
Deferred tax asset (liability):			
Net operating loss carryover	\$	\$	\$ 13,254,460
AMT credit carryforward			523,149
Temporary basis differences in natural gas and oil properties and other	(110,964,147)	(112,189,684)	(10,400,593)
Net deferred tax asset (liability)	\$ (110,964,147)	\$ (112,189,684)	\$ 3,377,016

**12. Long-Term Debt**

On August 26, 2008, the Company prepaid the \$15.0 million it had outstanding under its \$30.0 million loan agreement with a private investment firm (the Term Loan Agreement) and terminated the Term Loan Agreement. On February 5, 2008, using the proceeds from our \$68.0 million sale of Freeport LNG, the Company prepaid the \$20.0 million it had outstanding under its three-year \$20.0 million secured term loan facility with The Royal Bank of Scotland plc (the RBS Facility) and terminated the RBS Facility.

On October 3, 2008, the Company and its wholly-owned subsidiary, Contango Operators, Inc, as successor by merger to Contango Resources Company, completed the arrangement of a \$50 million Hydrocarbon Borrowing Base secured revolving credit facility pursuant to a credit agreement with Guaranty Bank, as administrative agent and issuing lender (the Credit Agreement). The credit facility is secured by substantially all of the Company's assets and is available to fund the Company's exploration and development activities, as well as the repurchase of shares of the Company's common stock, the payment of dividends, and working capital as needed. Borrowings under the Credit Agreement bear interest at LIBOR plus 2.0% per annum. The outstanding principal amount and any accrued interest thereon is due October 3, 2010, and may be prepaid at any time in accordance with the Credit Agreement with no prepayment penalty. An arrangement fee of 0.5%, or \$250,000, was paid in connection with the facility and a commitment fee of 0.5% is paid on the unused commitment amount. As of June 30, 2009, no amounts had been drawn on the credit facility.

On August 21, 2009, Guaranty Bank was closed by the Office of Thrift Supervision, and the Federal Deposit Insurance Corporation (FDIC) was named Receiver. No advance notice is given to the public when a financial institution is closed. All of our deposit accounts at Guaranty Bank were transferred to BBVA Compass and were available immediately. We understand that the terms of our Credit Agreement remain unchanged and have been assumed by BBVA Compass.

The Credit Agreement contains certain negative covenants that, among other things, restrict or limit our ability to incur indebtedness, sell certain assets, and pay dividends. Failure to maintain required working capital or comply with certain covenants in the Credit Agreement could result in a default and funds not being available for borrowing. As of June 30, 2009, the Company was in compliance with its financial covenants, ratios and other provisions of the Credit Agreement.

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*Operating Leases.* Contango leases its office space and certain other equipment. As of June 30, 2009 minimum future lease payments are as follows:

Fiscal years Ending June 30,	
2010	184,482
2011	188,340
2012	63,582
2013	420
2014 and thereafter	
<b>Total</b>	<b>\$ 436,824</b>

The amount incurred under operating leases during the years ended June 30, 2009, 2008 and 2007 was \$160,405, \$149,782 and \$173,259, respectively.

**14. Stock Based Compensation**

In September 1999, the Company established the Contango Oil & Gas Company 1999 Stock Incentive Plan (the 1999 Plan or the Option Plan). Under the Option Plan, the Company may issue up to 2,500,000 shares of common stock with an exercise price of each option equal to or greater than the market price of the Company's common stock on the date of grant, but in no event less than \$2.00 per share. The Company may grant key employees both incentive stock options intended to qualify under Section 422 of the Internal Revenue Code of 1986, as amended, and stock options that are not qualified as incentive stock options. Stock option grants to non-employees, such as directors and consultants, can only be stock options that are not qualified as incentive stock options. Options generally expire after five or ten years. The vesting schedule varies, but vesting generally occurs over a two-year period (1/3 immediately, 1/3 one year from the date of grant and 1/3 two years from the date of grant) or four-year period (1/4 one year from the date of grant and 1/4 two years, three years and four years from the date of grant). As of June 30, 2009, options under the Option Plan to acquire 685,167 shares of common stock at prices between \$3.00 and \$54.99 per share were outstanding.

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## CONTANGO OIL &amp; GAS COMPANY AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

A summary of the status of the Option Plan and those options granted outside of the Option Plan as of June 30, 2009, 2008 and 2007, and changes during the fiscal years then ended, is presented in the table below:

	2009		Year Ended June 30, 2008		2007	
	Shares Under Options	Weighted Average Exercise Price	Shares Under Options	Weighted Average Exercise Price	Shares Under Options	Weighted Average Exercise Price
Outstanding, beginning of year	855,667	\$ 11.57	1,026,000	\$ 10.87	960,500	\$ 7.97
Granted	60,000	\$ 50.91		\$	213,500	\$ 20.42
Exercised	(230,500)	\$ 7.18	(71,000)	\$ 8.18	(107,750)	\$ 4.93
Cancelled		\$	(99,333)	\$ 6.77	(40,250)	\$ 8.14
Outstanding, end of year	685,167	\$ 16.49	855,667	\$ 11.57	1,026,000	\$ 10.87
Aggregate intrinsic value	\$ 17,814,342		\$ 69,608,510		\$ 26,079,555	
Exercisable, end of year	625,167	\$ 13.19	686,167	\$ 10.87	671,500	\$ 9.04
Aggregate intrinsic value	\$ 18,317,393		\$ 56,300,002		\$ 18,301,165	
Available for grant, end of year	508,666		568,666		469,333	
Weighted average fair value of options granted during the year (1).	\$ 24.91		\$		\$ 10.85	

- (1) The fair value of each option is estimated as of the date of grant using the Black-Scholes option-pricing model with the following weighted-average assumptions used for grants during the years ended June 30, 2009 and 2007, respectively: (i) risk-free interest rate of 3.01 percent and 5.0 percent; (ii) expected lives of five years for the Option Plan and other options; (iii) expected volatility of 53.17 percent and 56 percent; and (iv) expected dividend yield of zero percent.

The following table summarized information about options that were outstanding at June 30, 2009:

Range of Exercise Price	Options Outstanding			Options Exercisable	
	Number of Shares Under Outstanding Options	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price	Number of Shares Under Outstanding Options	Weighted Average Exercise Price
\$3.00 - \$3.99	35,000	3.0	\$ 3.00	35,000	\$ 3.00
\$9.00 - \$9.99	110,000	1.0	\$ 9.30	110,000	\$ 9.30

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\$10.00 - \$10.99	250,000	1.0	\$ 10.23	250,000	\$ 10.23
\$11.00 - \$11.99	24,167	1.8	\$ 11.58	24,167	\$ 11.58
\$12.00 - \$12.99	3,000	1.7	\$ 12.95	3,000	\$ 12.95
\$14.00 - \$14.99	3,000	2.0	\$ 14.14	3,000	\$ 14.14
\$21.00 - \$21.99	200,000	2.6	\$ 21.00	200,000	\$ 21.00
\$41.00 - \$41.99	15,000	4.2	\$ 41.01		\$
\$54.00 - \$54.99	45,000	4.2	\$ 54.21		\$
	685,167	1.9	\$ 16.49	625,167	\$ 13.19

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The Company accounts for employee stock-based compensation under the fair value method prescribed in SFAS 123. Prior to the adoption of SFAS 123(R), we presented all tax benefits resulting from the exercise of stock options as operating cash flows in the Consolidated Statement of Cash Flows. SFAS 123(R) requires that cash flows from the exercise of stock options resulting from tax benefits in excess of recognized cumulative compensation cost (excess tax benefits) be classified as financing cash flows. For the fiscal years ended June 30, 2009, 2008 and 2007, approximately \$0.3 million, \$1.1 million and \$0.2 million, respectively, of such excess tax benefits were classified as financing cash flows. See Note 2 Summary of Significant Accounting Policies.

All employee stock option grants are expensed over the stock options vesting period based on the fair value at the date the options are granted. The fair value of each option is estimated as of the date of grant using the Black-Scholes options-pricing model. During the fiscal year-ended June 30, 2009, 2008 and 2007, the Company recorded stock option expense of \$1.1 million, \$1.2 million and \$1.3 million, respectively.

As of June 30, 2009, we have approximately \$1.5 million of total unrecognized compensation cost related to non-vested awards granted under our various share-based plans, which we expect to recognize over an average period of three years.

The aggregate intrinsic values of the options exercised during fiscal years 2009, 2008 and 2007 were approximately \$12.2 million, \$1.9 million and \$1.9 million, respectively.

On November 11, 2008, the Company awarded a total of 3,088 shares of restricted stock under the 1999 Plan to its board of directors. Of these 3,088 shares of restricted stock, 1,544 shares vest on the date of grant, and the remaining 1,544 shares vest one year thereafter. The fair value of restricted stock was approximately \$144,000. On November 14, 2007, the Company awarded a total of 4,140 shares of restricted stock under the 1999 Plan to its board of directors. Of these 4,140 shares of restricted stock, 2,070 shares vest on the date of grant, and the remaining 2,070 shares vest one year thereafter. The fair value of restricted stock was approximately \$180,000. On November 16, 2006, the Company awarded a total of 8,416 shares of restricted stock under the 1999 Plan to its board of directors. Of these 8,416 shares of restricted stock, 4,208 shares vest on the date of grant, and the remaining 4,208 shares vest one year thereafter. The fair value of restricted stock was approximately \$144,000.

For the year ended June 30, 2009, 2008 and 2007, the Company recognized \$240,581, \$252,435 and \$153,979, respectively, in compensation expense relating to restricted stock awards. A summary of the Company's restricted stock as of June 30, 2009, is as follows:

	Number of Shares	Weighted Average Fair Value Per Share
Nonvested balance at June 30, 2007	15,375	\$ 15.04
Granted	4,471	42.95
Vested	(12,192)	20.80
Forfeited		
Nonvested balance at June 30, 2008	7,654	\$ 22.16
Granted	3,088	46.75
Vested	(9,198)	26.29
Forfeited		
Nonvested balance at June 30, 2009	1,544	\$ 46.75

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**CONTANGO OIL & GAS COMPANY AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**15. Related Party Transactions**

Effective September 1, 2008, COI purchased an interest in an existing offshore lease from Juneau Exploration, L.P. ( JEX ) for \$600,000.

On September 8, 2008, the Company purchased 21,754 shares of common stock from a member of its board of directors for approximately \$1.3 million, or \$60.81 per share, which represented the closing price of the Company's common stock on that date.

During the fiscal year ended June 30, 2007, REX executed the REX Demand Note which was non-recourse to Contango. Under the terms of the REX Demand Note, REX could borrow up to \$50.0 million at a per annum rate of 11.5% for the first advance, and a per annum rate of LIBOR plus 6.0% for each additional advance. As of April 1, 2008, REX had borrowed the entire \$50.0 million available under the REX Demand Note. The Company was not a party to or guarantor of the REX Demand Note. On April 3, 2008, the members of REX entered into the REX LLC Agreement, effective as of April 1, 2008, to, among other things, distribute REX's interest in Dutch and Mary Rose to the individual members of REX or their designees. In connection with this distribution, REX repaid in full all amounts owing by REX under the REX Demand Note, and all security interests and other liens granted in favor of such private investment firm as security for the obligations under the REX Demand Note were released and terminated. As a result of our proportionate consolidation of REX, the Company's portion of such repayment was approximately \$22.5 million. For the fiscal year ended June 30, 2008, the Company's proportionate share of such interest expense was approximately \$1.3 million.

During the fiscal year ended June 30, 2007, the Company executed a series of promissory notes with Trulite (the Trulite Notes ), whereby Trulite borrowed funds from the Company, agreeing to pay all accrued and unpaid interest on the various due dates. On November 25, 2007, the Company entered into a subscription agreement with Trulite pursuant to which both parties agreed to convert the aggregate principal balance of all five outstanding promissory notes and all accrued but unpaid interest thereon into shares of Trulite common stock. The Company converted \$1,255,000 of principal and \$101,540 of interest into 2,024,687 shares of Trulite common stock. For the fiscal year ended June 30, 2008, the Company earned approximately \$58,000 in interest income from the five Trulite Notes. As discussed in Note 6 Sale of Properties Other, the Company sold its interest in Trulite effective March 2008.

On February 13, 2008, the Company's board of directors approved the purchase of an aggregate of 99,333 stock options from three officers of the Company and one member of its board of directors for approximately \$5.9 million, in the aggregate. The board also approved the purchase of 10,000 shares of common stock from one member of its board of directors for approximately \$0.7 million. All purchases were completed during the three months ended March 31, 2008. The Company does not have a program to repurchase shares of our common stock.

On March 31, 2006, COE executed a Promissory Note (the COE Note ) to the Company to finance its share of development costs in Grand Isle 72, in the aggregate principal amount of up to \$2.8 million. The COE Note is payable upon demand and bears interest at a per annum rate of 10%. The COE Note has been amended from time to time and on April 24, 2007, the aggregate principal amount of the COE Note was increased to \$5.0 million. As of June 30, 2009, the outstanding principal balance under the COE Note was \$4.3 million. For the fiscal year ended June 30, 2009, the amount of interest income was approximately \$0.5 million.

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**CONTANGO OIL & GAS COMPANY AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**16. Share Repurchase Program**

In September 2008, the Company's board of directors approved a \$100 million share repurchase program. All shares are purchased in the open market from time to time by the Company or through privately negotiated transactions. The purchases will be made subject to market conditions and certain volume, pricing and timing restrictions to minimize the impact of the purchases upon the market. Repurchased shares of common stock become authorized but unissued shares, and may be issued in the future for general corporate and other purposes. As of March 31, 2009 we had purchased 1,224,354 shares of our common stock at an average cost per share of \$42.30, for a total expenditure of approximately \$51.8 million.

**17. Subsequent Events**

On August 21, 2009, Guaranty Bank was closed by the Office of Thrift Supervision, and the Federal Deposit Insurance Corporation (FDIC) was named Receiver. No advance notice is given to the public when a financial institution is closed. All of our deposit accounts at Guaranty Bank were transferred to BBVA Compass and were available immediately. We understand that the terms of our Credit Agreement remain unchanged and have been assumed by BBVA Compass.

We completed our review and analysis of potential subsequent events, as of September 11, 2009, the date these financial statements were issued

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The following disclosures provide unaudited information required by SFAS No. 69, Disclosures about Oil and Gas Producing Activities .

*Costs Incurred.* The following table presents information regarding our net costs incurred in the purchase of proved and unproved properties and in exploration and development activities for the periods indicated:

	Year Ended June 30,		
	2009	2008	2007
Property acquisition costs:			
Unproved	\$	\$	\$ 3,571,830
Proved	1,131,582	309,000,000	
Exploration costs	23,284,970	45,243,651	72,888,603
Developmental costs	22,889,629	76,025,586	1,453,066
Capitalized interest			1,083,693
<b>Total costs</b>	<b>\$ 47,306,181</b>	<b>\$ 430,269,237</b>	<b>\$ 78,997,192</b>

*Natural Gas and Oil Reserves.* Proved reserves are estimated quantities of natural gas and oil that geological and engineering data demonstrate with reasonable certainty to be recoverable in future years from known reservoirs under existing economic and operating conditions. Proved developed reserves are proved reserves that reasonably can be expected to be recovered through existing wells with existing equipment and operating methods.

Proved natural gas and oil reserve quantities at June 30, 2009, 2008 and 2007, and the related discounted future net cash flows before income taxes are based on estimates prepared by W.D. Von Gonten & Co. and William M. Cobb & Associates, Inc., petroleum engineering. Such estimates have been prepared in accordance with guidelines established by the Securities and Exchange Commission.

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The Company's net ownership interests in estimated quantities of proved natural gas and oil reserves and changes in net proved reserves as of June 30, 2009, 2008 and 2007, all of which are located in the continental United States, are summarized below:

	Oil and Condensate (MBbls)	NGL's (MBbls)	Natural Gas (MMcf)
Proved Developed and Undeveloped Reserves as of:			
June 30, 2006	11		3,364
Sale of reserves	(2)		(414)
Discoveries	1,188		75,662
Recoveries and revisions	6		1,732
Production	(39)		(2,452)
June 30, 2007	1,164		77,892
Sale of reserves			(13,789)
Discoveries	2,200	3,186	117,999
Purchases	1,496	2,015	78,745
Recoveries and revisions	806	2,350	41,309
Production	(187)	(112)	(10,588)
June 30, 2008	5,479	7,439	291,568
Sale of reserves			
Discoveries	104	69	2,148
Purchases			
Recoveries and revisions	(64)	483	7,437
Production	(515)	(590)	(20,537)
June 30, 2009	5,004	7,401	280,616

Proved Developed Reserves as of:

June 30, 2006	11		1,876
June 30, 2007	827		57,721
June 30, 2008	5,479	7,439	291,568
June 30, 2009	5,004	7,401	280,616

The large adjustment during the fiscal year ended June 30, 2007 related to discoveries is due to the exploration discoveries at Dutch #1, #2 and #3 on our lease at Eugene Island 10. The large adjustment during the fiscal year ended June 30, 2008 related to discoveries is due to the exploration discoveries at Mary Rose #1, #2, #3 and #4 on our State of Louisiana State leases. The large adjustment during the fiscal year ended June 30, 2008 related to purchases is due to the additional working interest the Company purchased in the Eugene Island 10 and State of Louisiana discoveries in a like-kind exchange, using funds from the sale of its Arkansas Fayetteville Shale properties held by a qualified intermediary. The Company purchased an additional 8.33% working interest and 6.67% net revenue interest in Dutch and an additional average 9.11% working interest and 6.67% net revenue interest in Mary Rose for \$200 million on January 3, 2008. The Company also purchased an additional 0.3% overriding royalty interest in the Dutch and Mary Rose discoveries for \$9.0 million on February 8, 2008. Finally, the Company purchased an additional 4.17% working interest and 3.33% net revenue interest in Dutch and an additional average 4.56% working interest and 3.33% net revenue interest in Mary Rose for \$100 million on April 3, 2008.



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*Standardized Measure.* The standardized measure of discounted future net cash flows relating to the Company's ownership interests in proved natural gas and oil reserves as of June 30, 2009, 2008 and 2007 are shown below:

	2009	As of June 30, 2008	2007
Future cash flows	\$ 1,750,118,803	\$ 5,635,443,766	\$ 575,634,244
Future operating expenses	(248,468,246)	(211,104,075)	(56,151,152)
Future development costs	(16,225,612)	(20,712,845)	(51,478,940)
Future income tax expenses	(447,934,853)	(1,733,031,168)	(114,832,834)
<b>Future net cash flows</b>	<b>1,037,490,092</b>	<b>3,670,595,678</b>	<b>353,171,318</b>
10% annual discount for estimated timing of cash flows	(399,398,648)	(1,436,677,549)	(100,874,043)
<b>Standardized measure of discounted future net cash flows</b>	<b>\$ 638,091,444</b>	<b>\$ 2,233,918,129</b>	<b>\$ 252,297,275</b>

Future cash flows represent expected revenues from production and are computed by applying fiscal year-end prices of natural gas and oil to fiscal year-end quantities of proved natural gas and oil reserves. The prices used in computing fiscal year end 2009, 2008 and 2007 future cash flows were \$4.09, \$14.16 and \$6.45 per Mcf for natural gas, respectively; \$67.98, \$142.58 and \$65.69 per barrel of oil, respectively; and \$35.66 and \$98.00 per barrel of natural gas liquids in fiscal year 2009 and 2008, respectively. The Company did not begin producing significant amounts of natural gas liquids until 2008.

Future operating expenses and development costs are computed primarily by the Company's petroleum engineers by estimating the expenditures to be incurred in developing and producing the Company's proved natural gas and oil reserves at the end of the year, based on year-end costs and assuming continuation of existing economic conditions. Future development costs relate to compression charges at our EI-11H platform, abandonment costs, future development at Grand Isle 70, and recompletion costs. Grand Isle 70 has been drilled and logged, we therefore classify this well as proved developed non producing.

Future income taxes are based on year-end statutory rates, adjusted for tax basis and applicable tax credits. A discount factor of 10 percent was used to reflect the timing of future net cash flows. The standardized measure of discounted future net cash flows is not intended to represent the replacement cost or fair value of the Company's natural gas and oil properties. An estimate of fair value would also take into account, among other things, the recovery of reserves not presently classified as proved, anticipated future changes in prices and costs, and a discount factor more representative of the time value of money and the risks inherent in reserve estimates of natural gas and oil producing operations.

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*Change in Standardized Measure.* Changes in the standardized measure of future net cash flows relating to proved natural gas and oil reserves are summarized below:

	2009	Year Ended June 30, 2008	2007
Changes due to current year operation:			
Sales of natural gas and oil, net of natural gas and oil operating expenses	\$ (166,971,446)	\$ (118,255,500)	\$ (17,015,997)
Extensions and discoveries	9,053,412	1,320,872,171	326,092,883
Net change in prices and production costs	(2,246,528,398)	393,348,968	1,721,445
Change in future development costs	5,274,099	50,366,258	2,737,444
Revisions of quantity estimates	24,805,146	641,122,998	5,450,220
Purchase of reserves		868,101,751	
Sale of reserves		(26,923,252)	(1,529,012)
Accretion of discount	318,384,235	32,917,957	885,209
Change in the timing of production rates and other	(237,994,644)	(306,888,418)	1,985,288
Changes in income taxes	698,150,911	(873,042,079)	(75,764,311)
Net change	(1,595,826,685)	1,981,620,854	244,563,169
Beginning of year	2,233,918,129	252,297,275	7,734,106
End of year	\$ 638,091,444	\$ 2,233,918,129	\$ 252,297,275

For the fiscal year ended June 30, 2009 and 2008, the standardized measure decreased by approximately \$238.0 million and \$306.9 million, respectively, due to a change in the timing of production rates and other. This is mainly attributable to production profile differences and other imprecise assumptions. We only had two wells producing in 2007, seven wells producing in 2008, and ten wells producing in 2009. Bringing additional wells on-line required us to lower our production rates on existing wells to ensure that the capacity of the third-party operated facilities downstream were not exceeded.



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*Quarterly Results of Operations.* The following table sets forth the results of operations by quarter for the years ended June 30, 2009 and 2008:

	Quarter Ended			
	Sept. 30,	Dec. 31,	Mar. 31,	June 30,
	(\$000, except per share amounts)			
<b>Fiscal Year 2009:</b>				
Revenues from continuing operations	\$ 72,721	\$ 45,517	\$ 36,133	\$ 36,285
Income from continuing operations (1)	\$ 51,198	\$ 31,259	\$ 2,025	\$ 8,671
Net income attributable to common stock	\$ 30,920	\$ 18,917	\$ 848	\$ 5,176
Net income per share (2):				
Basic:				
Continuing operations	\$ 1.83	\$ 1.14	\$ 0.05	\$ 0.33
Diluted:				
Continuing operations	\$ 1.80	\$ 1.12	\$ 0.05	\$ 0.32
<b>Fiscal Year 2008:</b>				
Revenues from continuing operations	\$ 9,096	\$ 16,596	\$ 20,559	\$ 70,246
Income from continuing operations (1)	\$ 5,377	\$ 7,693	\$ 43,965	\$ 26,186
Net income attributable to common stock	\$ 5,721	\$ 111,274	\$ 112,399	\$ 25,964
Net income per share (2):				
Basic:				
Continuing operations	\$ 0.31	\$ 0.45	\$ 2.70	\$ 1.58
Discontinued operations	\$ 0.05	\$ 6.49	\$ 4.27	\$
Diluted:				
Continuing operations	\$ 0.31	\$ 0.45	\$ 2.57	\$ 1.52
Discontinued operations	\$ 0.04	\$ 6.02	\$ 4.02	\$

- (1) Represents natural gas and oil sales, less operating expenses, exploration expenses, depreciation, depletion and amortization, impairment of natural gas and oil properties, and general and administrative expense and other income after expense for income taxes.
- (2) The sum of the individual quarterly earnings (loss) per share may not agree with year-to-date earnings (loss) per share as each quarterly computation is based on the income or loss for that quarter and the weighted average number of common shares outstanding during that quarter.