

Edgar Filing: CONTANGO OIL & GAS CO - Form 10-K/A

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

Title of each class	Name of exchange on which registered
Common Stock, Par Value \$0.04 per share	NYSE MKT

Securities registered pursuant to Section 12(g) of the Act: None

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.

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 June 30, 2014, 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 MKT, was \$618 million. As of February 27, 2015, there were 19,155,847 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 the 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.

CONTANGO OIL & GAS COMPANY AND SUBSIDIARIES

ANNUAL REPORT ON FORM 10-K/A FOR THE FISCAL YEAR ENDED DECEMBER 31, 2014

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EXPLANATORY NOTE

This Amendment No. 1 to Annual Report on Form 10-K/A amends the Annual Report on Form 10-K for the year ended December 31, 2014 of Contango Oil & Gas Company (“Contango”), which was filed with the Securities and Exchange Commission (“SEC”) on March 3, 2015. This Form 10-K/A is being filed for the purpose of providing separate financial statements of Exaro Energy III LLC (“Exaro”) in accordance with Rule 3-09 of Regulation S-X. The Exaro audited consolidated financial statements as of and for the year ended December 31, 2014, and the Independent Auditor’s report thereon are filed as Exhibit 99.4 hereto, and the unaudited consolidated financial statements as of December 31, 2013 and for the years ended December 31, 2013 and 2012, are filed as Exhibit 99.5 hereto, both included as financial statement schedules in Item 15. “Exhibits and Financial Statement Schedules” of this Form 10-K/A. Contango owns a noncontrolling equity interest (37%) in Exaro, which Contango accounts for under the equity method of accounting, and the consolidated financial statements of Exaro as of and for the year ended December 31, 2014, were not available at the time that Contango filed its Annual Report on Form 10-K for the year ended December 31, 2014 on March 3, 2015.

Rule 3-09 of Regulation S-X provides that if a 50%-or-less-owned person accounted for by the equity method meets the first or third condition of the significant subsidiary tests set forth in Rule 1-02(w) of Regulation S-X, substituting 20% for 10%, separate financial statements for that 50%-or-less-owned person shall be filed. The significance tests are calculated as of the end of each of Contango’s fiscal years and with respect to each fiscal year.

Exaro met the significant subsidiary tests described above as of and with respect to Contango’s fiscal year ended December 31, 2014, and Contango has therefore included in this Form 10-K/A the required financial statements for Exaro.

The consent of BDO USA, LLP for Exaro Energy III LLC is also filed as an exhibit to this Amendment No. 1 to Annual Report on Form 10-K/A. In addition, this Form 10-K/A includes an updated exhibit index in respect thereof and certifications under Sections 302 and 906 of the Sarbanes-Oxley Act of 2002.

Except as described above, this Amendment No. 1 on Form 10-K/A is not intended to update or modify any other information presented in Contango’s Annual Report on Form 10-K for the year ended December 31, 2014, as originally filed. This Amendment No. 1 does not update or modify in any way the financial position, results of operations, cash flows or related disclosures in Contango’s Annual Report on Form 10-K, and does not reflect events occurring after the Form 10-K’s original filing date of March 3, 2015. Accordingly, this Form 10-K/A should be read in conjunction with Contango’s other filings made with the SEC subsequent to the filing of its Annual Report on Form 10-K for the year ended December 31, 2014.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a) Financial Statements and Schedules:

The financial statements were previously filed with the Annual Report on Form 10-K for the year ended December 31, 2014, filed with the Securities and Exchange Commission on March 3, 2015.

(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.

Exhibit

Number	Description
2.1	Agreement and Plan of Merger, among Contango Oil & Gas Company, Contango Acquisition, Inc. and Crimson Exploration Inc., dated as of April 29, 2013. (24)
3.1	Certificate of Incorporation of Contango Oil & Gas Company. (5)
3.2	Third Amended and Restated Bylaws of Contango Oil & Gas

- 3.3 Company. (34)
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 Registration
Rights
Agreement,
dated as of
April 29, 2013,
among
Contango Oil
& Gas
Company,
OCM Crimson
Holdings, LLC
and OCM GW
Holdings, LLC.
(24)
- 10.1 Agreement,
dated effective
as of
September 1,
1999, between
Contango Oil
& Gas
Company and
Juneau
Exploration,
L.L.C. (2)
- 10.2 Amendment
dated August
14, 2000 to
agreement
between
Contango Oil
& Gas
Company and
Juneau
Exploration
Company,
LLC. dated

- 10.3 effective as of
September 1,
1999. (4)
Asset Purchase
Agreement by
and among
Juneau
Exploration,
L.P. and
Contango Oil
& Gas
Company dated
January 4,
2002. (6)
- 10.4 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)
- 10.5 Second
Amended and
Restated Credit
Agreement
dated as of
October 1,
2010 among
Contango Oil
& Gas
Company,
Contango
Operators, Inc.
and Amegy
Bank National
Association, as
Administrative
Agent and
Letter of Credit

- Issuer, together with First Amendment to Second Amended and Restated Credit Agreement dated October 20, 2010 among Contango Oil & Gas Company, Contango Operators, Inc. and Amegy Bank National Association. (18)
- 10.6 Purchase and Sale Agreement between Juneau Exploration, L.P. and Contango Operators, Inc. dated October 1, 2010. (19)
- 10.7 Purchase and Sale Agreement between Conterra Company as Seller, and Patara Oil & Gas LLC as Purchaser, dated April 22, 2011. (20)
- 10.8 Limited Liability Company Agreement of Republic Exploration LLC dated August 24, 2000. (10)

- 10.9 Amendment to
Limited
Liability
Company
Agreement and
Additional
Agreements of
Republic
Exploration
LLC dated as
of September
1, 2005. (10)
- 10.10 Limited
Liability
Company
Agreement of
Contango
Offshore
Exploration
LLC dated
November 1,
2000. (10)
- 10.11 First
Amendment to
Limited
Liability
Company
Agreement and
Additional
Agreements of
Contango
Offshore
Exploration
LLC dated as
of September
1, 2005. (10)
- 10.12 Assignment of
Operating
Rights Interest
between CGM,
LP and
Contango
Operators, Inc.,
dated as of
January 3,
2008. (13)
- 10.13 Partial
Assignment of
Oil and Gas
Leases between
CGM, LP and

10.14 Contango
Operators, Inc.,
dated as of
January 3,
2008. (13)
Assignment of
Operating
Rights Interest
between CGM,
LP and
Contango
Operators, Inc.,
dated as of
January 3,
2008. (13)

3

- 10.15 Assignment of Operating Rights Interest between Olympic Energy Partners, LLC and Contango Operators, Inc., dated as of January 3, 2008. (13)
- 10.16 Partial Assignment of Oil and Gas Leases between Olympic Energy Partners, LLC and Contango Operators, Inc. dated as of January 3, 2008. (13)
- 10.17 Assignment of Operating Rights Interest between Olympic Energy Partners, LLC and Contango Operators, Inc., dated as of January 3, 2008. (13)
- 10.18 Assignment of Operating Rights Interest between Juneau Exploration, LP and Contango Operators,

- Inc., dated as of January 3, 2008. (13)
- 10.19 Partial Assignment of Oil and Gas Leases between Juneau Exploration, LP and Contango Operators, Inc., dated as of January 3, 2008. (13)
- 10.20 Assignment of Operating Rights Interest between Juneau Exploration, LP and Contango Operators, Inc., dated as of January 3, 2008. (13)
- 10.21 Assignment of Operating Rights Interest between Juneau Exploration, LP and Contango Operators, Inc., dated as of April 3, 2008. (14)
- 10.22 Partial Assignment of Oil and Gas Leases between Juneau Exploration, LP and Contango

- Operators,
Inc., dated as
of April 3,
2008. (14)
- 10.23 Assignment
of Operating
Rights
Interest
between
Juneau
Exploration,
LP and
Contango
Operators,
Inc., dated as
of April 3,
2008. (14)
- 10.24 Assignment
of Operating
Rights
Interest
between
Olympic
Energy
Partners, LLC
and Contango
Operators,
Inc., dated as
of April 3,
2008. (14)
- 10.25 Partial
Assignment
of Oil and
Gas Leases
between
Olympic
Energy
Partners, LLC
and Contango
Operators,
Inc. dated as
of April 3,
2008. (14)
- 10.26 Assignment
of Operating
Rights
Interest
between
Olympic
Energy
Partners, LLC

- and Contango
Operators,
Inc., dated as
of April 3,
2008. (14)
- 10.27 Assignment
of Overriding
Royalty
Interest
between
Dutch
Royalty
Investments,
Land and
Leasing, LP
and Contango
Operators,
Inc., dated as
of February 8,
2008. (15)
- 10.28 Assignment
of Overriding
Royalty
Interest
between
Dutch
Royalty
Investments,
Land and
Leasing, LP
and Contango
Operators,
Inc., dated as
of February 8,
2008. (15)
- 10.29 Assignment
of Overriding
Royalty
Interest
between
Dutch
Royalty
Investments,
Land and
Leasing, LP
and Contango
Operators,
Inc., dated as
of February 8,
2008. (15)
- 10.30

- Assignment
of Overriding
Royalty
Interest
between
Dutch
Royalty
Investments,
Land and
Leasing, LP
and Contango
Operators,
Inc., dated as
of February 8,
2008. (15)
- 10.31 Assignment
of Overriding
Royalty
Interest
between
Dutch
Royalty
Investments,
Land and
Leasing, LP
and Contango
Operators,
Inc., dated as
of February 8,
2008. (15)
- 10.32 Assignment
of Overriding
Royalty
Interest
between
Dutch
Royalty
Investments,
Land and
Leasing, LP
and Contango
Operators,
Inc., dated as
of February 8,
2008. (15)
- 10.33 Assignment
of Overriding
Royalty
Interest
between
Dutch

- Royalty
Investments,
Land and
Leasing, LP
and Contango
Operators,
Inc., dated as
of February 8,
2008. (15)
- 10.34 Amended and
Restated
Limited
Liability
Company
Agreement of
Republic
Exploration
LLC, dated
April 1, 2008.
(14)
- 10.35 Amended and
Restated
Limited
Liability
Company
Agreement of
Contango
Offshore
Exploration
LLC, dated
April 1, 2008.
(15)
- 10.36 Amended and
Restated 2005
Stock
Incentive Plan
* (28)
- 10.37 Contango Oil
& Gas
Company
Amended and
Restated 2009
Incentive
Compensation
* Plan. (11)
- 10.38 Conterra Joint
Venture
Development
Agreement
effective
October 1,

- 2009 between
Conterra
Company and
Patara Oil &
Gas LLC.
(12)
- 10.39 First
Amended and
Restated
Limited
Liability
Company
Agreement
dated as of
March 31,
2012. (21)
- 10.40 Participation
Agreement
covering
OCS-G
27927, Ship
Shoal Block
263, South
Addition,
dated as of
October 9,
2008 between
Contango
Offshore
Exploration
LLC and
Contango
Operators,
Inc. (23)
- 10.41 Amendment
to
Participation
Agreement
covering
OCS-G
27927, Ship
Shoal Block
263, South
Addition,
dated as of
October 7,
2009 between
Contango
Offshore
Exploration
LLC and

- 10.42 Contango
Operators,
Inc. (23)
Amendment
to
Participation
Agreement
covering
OCS-G
27927, Ship
Shoal Block
263, South
Addition,
dated as of
January 29,
2010 between
Contango
Offshore
Exploration
LLC and
Contango
Operators,
Inc. (23)
- 10.43 Participation
Agreement
covering
OCS-G
33596,
Vermilion
170, dated as
of July 1,
2010 between
Republic
Exploration
LLC and
Contango
Operators,
Inc. (23)

- 10.44 Participation Agreement covering OCS-G 33640, Ship Shoal 121; OCS-G 33641, Ship Shoal 122; and OCS-G 22701, Ship Shoal 134, dated as of July 1, 2010 between Republic Exploration LLC and Contango Operators, Inc. (23)
- 10.45 Amendment to Participation Agreement covering OCS-G 33640, Ship Shoal 121; OCS-G 33641, Ship Shoal 122; and OCS-G 22701, Ship Shoal 134, dated as of June 30, 2012 between Republic Exploration LLC and Contango Operators, Inc. (23)
- 10.46 Participation Agreement covering OCS-G 22738, South Timbalier 75, dated as of July 26, 2011 between Republic Exploration LLC and Contango Operators, Inc. (23)
- 10.47 Amendment to Participation

- Agreement covering OCS-G 22738, South Timbalier 75, dated as of August 21, 2012 between Republic Exploration LLC and Contango Operators, Inc. (23)
- 10.48 Participation Agreement covering Tuscaloosa Marine Shale, dated as of August 27, 2012 between Juneau Exploration LP and Contango Operators, Inc. (23)
- 10.49 Letter Agreement dated as of June 8, 2012 between Juneau Exploration LP and Contango Operators, Inc. (23)
- 10.50 Participation Agreement covering Central Gulf of Mexico Lease Sale 216/222, dated as of August 27, 2012 between Republic Exploration LLC and Contango Operators, Inc. (23)
- 10.51 Participation Agreement covering Central Gulf of Mexico Lease Sale 216/222, dated as

- of August 27,
2012 between
Juneau
Exploration LP
and Contango
Operators, Inc.
(23)
- 10.52 Agreement to
Purchase
Overriding
Royalty Interest,
dated March 1,
2010 between
Contango
Offshore
Exploration LLC
and Juneau
Exploration LP.
(23)
- 10.53 Employment
Agreement, dated
as of April 29,
2013, among
Contango Oil &
Gas Company
and Allan D.
Keel. (24)
- 10.54 Employment
Agreement, dated
as of April 29,
2013, among
Contango Oil &
Gas Company
and E. Joseph
Grady. (24)
- 10.55 First Right of
Refusal
Agreement
between
Contango Oil &
Gas Company
and Juneau
Exploration, L.P.,
entered into as of
January 1, 2013.
(25)
- 10.56 Advisory
Agreement
between Contaro
Company and
Juneau

Exploration, L.P.,
entered into as of
January 1, 2013.

(25)

10.57 Employment
Agreement, dated
as of June 10,
2013, among
Contango Oil &
Gas Company
and Jeffrey A.
Sikora. (26)

10.58 Employment
Agreement, dated
as of June 7,
2013, among
Contango Oil &
Gas Company
and A. Carl
Isaac. (26)

10.59 Employment
Agreement, dated
as of June 7,
2013, among
Contango Oil &
Gas Company
and John A.
Thomas. (26)

10.60 Employment
Agreement, dated
as of June 7,
2013, among
Contango Oil &
Gas Company
and Jay S.
Mengle. (26)

10.61 Employment
Agreement, dated
as of June 7,
2013, among
Contango Oil &
Gas Company
and Thomas H.
Atkins. (26)

10.62 Transition
Agreement, dated
as of June 10,
2013, between
Contango Oil &
Gas Company
and Marc

- 10.63 Duncan. (27)
Participation
Agreement
covering Central
Gulf of Mexico
Lease Sale 227,
dated as of
March 21, 2013
between
Republic
Exploration LLC
and Contango
Operators, Inc.
(22)
Participation
Agreement
covering
Timbalier Island
Prospect, South
Timbalier Area
Block 17, S.L.
21906, dated
April 3, 2013
between
Republic
Exploration LLC,
Juneau
Exploration, L.P.
and Contango
Operators, Inc.
(22)
Credit
Agreement
among Contango
Oil & Gas
Company, as
Borrower, Royal
Bank of Canada,
as Administrative
Agent, and the
Lenders
Signatory Hereto
dated October 1,
2013. (28)
- 10.64
- 10.65
- 10.66 First Amendment
to Credit
Agreement
among Contango
Oil & Gas
Company, as
Borrower, Royal

	Bank of Canada, as Administrative Agent, and the Lenders Signatory Hereto. (30) Second Amendment to Credit Agreement among Contango Oil & Gas company, as Borrower, Royal Bank of Canada, as Administrative Agent, and the Lenders Signatory Hereto. (31) Termination Agreement between Juneau Exploration LP and Contaro Company, dated July 15, 2014. (32) Contango Oil & Gas Company
10.67	
10.68	
10.69	* Director Compensation Plan. (33)
14.1	Code of Ethics.(29)
21.1	List of Subsidiaries.(34)
21.2	Organizational Chart.(34)
23.1	Consent of William M. Cobb & Associates, Inc.(34)
23.2	Consent of Netherland, Sewell & Associates, Inc.(34)
23.3	Consent of W.D. Von Gonten & Co.(34)

- 23.4 Consent of Grant
Thronton
LLP.(34)
- 23.5 Consent of BDO
USA, LLP. †
Certification of
Chief Executive
Officer required
by Rules 13a-14
and 15d-14 under
the Securities
Exchange Act of
1934. †
- 31.1

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- 31.2 Certification of Chief Financial Officer required by Rules 13a-14 and 15d-14 under the Securities Exchange Act of 1934. †
- 32.1 Certification of Chief Executive Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. †
- 32.2 Certification of Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. †
- 99.1 Report of William M. Cobb & Associates, Inc.(34)
- 99.2 Report of Netherland, Sewell & Associates.(34)
- 99.3 Report of W.D. Von Gonten and Company.(34)
- 99.4 Exaro Energy III LLC Financial Statements as of and for the year ended

	December 31, 2014 (Audited). †
	Exaro Energy III LLC Financial
99.5	Statements for the years ended December 31, 2013 and 2012 (Unaudited). †
101	Interactive Data Files.(34)

* Indicates a management contract or compensatory plan or arrangement.

† Filed herewith

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 September 30, 1999, as filed with the Securities and Exchange Commission on November 11,

- 1999.
3. Reserved
 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. 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. Reserved
10. 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.
11. Filed as an
exhibit to the
Company's
Schedule 14A
on Definitive
Proxy
Statement for
2014, as filed
with the
Securities and
Exchange

- Commission
on April 11,
2014
12. Filed as an exhibit to the Company's report on Form 8-K, dated October 22, 2009, as filed with the Securities and Exchange Commission on October 28, 2009.
 13. 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.
 14. 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.
 15. 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.
16. Reserved
 17. Reserved
 18. Filed as an exhibit to the Company's report on Form 8-K, dated October 20, 2010 as filed with the Securities and Exchange Commission on October 25, 2010.
 19. Filed as an exhibit to the Company's report on Form 10-Q for the quarter ended September 30, 2010, as filed with the Securities and Exchange Commission on November 9, 2010.
 20. Filed as an exhibit to the Company's report on Form 8-K, dated May 13, 2011 as filed with the Securities and Exchange Commission on May 18, 2011.

21. Filed as an exhibit to the Company's report on Form 8-K, dated as of March 31, 2012, as filed with the Securities and Exchange Commission on April 5, 2012.
22. Filed as an exhibit to the Company's report on Form 10-K for the fiscal year ended June 30, 2013, as filed with the Securities and Exchange Commission on August 29, 2013.
23. Filed as an exhibit to the Company's report on Form 10-K for the fiscal year ended June 30, 2012, as filed with the Securities and Exchange Commission on August 29, 2012.
24. Filed as an exhibit to the

Company's
report on
Form 8-K,
dated as of
April 29,
2013, as
filed with the
Securities
and
Exchange
Commission
on May 1,
2013.

25. Filed as an exhibit to the Company's report on Form 10-Q for the quarter ended December 31, 2012, as filed with the Securities and Exchange Commission on February 11, 2013.
26. Filed as an exhibit to the Company's Registration Statement on Form S-4, as filed with the Securities and Exchange Commission on June 13, 2013.
27. Filed as an exhibit to the Company's report on Form 8-K, dated as of June 7, 2013, as filed with

the
Securities
and
Exchange
Commission
on June 14,
2013.

28. Filed as an exhibit to the Company's Current Report on Form 8-K dated as of October 1, 2013, as filed with the Securities and Exchange Commission on October 2, 2013.
29. Filed as an exhibit to the Company's report on Form 8-K dated as of January 30, 2014, as filed with the Securities and Exchange Commission on January 30, 2014
30. Filed as an exhibit to the Company's report on Form 8-K dated as of April 11, 2014, as filed with the Securities and Exchange Commission

- on April 15, 2014.
31. Filed as an exhibit to the Company's report on Form 8-K dated as of October 28, 2014, as filed with the Securities and Exchange Commission on October 31, 2014.
 32. Filed as an exhibit to the Company's report on Form 10-Q for the quarter ended June 30, 2014, as filed with the Securities and Exchange Commission on August 11, 2014.
 33. Filed as an exhibit to the Company's Transition Report on Form 10-KT for the six months ended December 31, 2013, as filed with the Securities and Exchange Commission on March 28, 2014.

34. Filed as an exhibit to the Company's Annual Report on Form 10-K for the year ended December 31, 2014, as filed with the Securities and Exchange Commission on March 3, 2015.

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

Signature	Title	Date
<p>/s/ ALLAN D. KEEL Allan D. Keel</p>	<p>Chief Executive Officer (principal executive officer)</p>	<p>March 31, 2015</p>
<p>/s/ E. JOSEPH GRADY E. Joseph Grady</p>	<p>Chief Financial Officer (principal financial officer)</p>	<p>March 31, 2015</p>
<p>/s/ DENISE DUBARD Denise DuBard</p>	<p>Chief Accounting Officer (principal accounting officer)</p>	<p>March 31, 2015</p>

POWER OF ATTORNEY

Know all men by these presents, that the undersigned constitutes and appoints Allan D. Keel as his true and lawful attorneys-in-fact and agent, with full power of substitution for him and in his name, place and stead, in any and all capacities to sign any and all amendments or supplements to this Annual Report on Form 10-K, and to file the same, and with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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.

Signature	Title	Date
/s/ALLAN D. KEEL Allan D. Keel	Chief Executive Officer (principal executive officer) and Director	March 31, 2015
/s/ JOSEPH J. ROMANO Joseph J. Romano	Director	March 31, 2015
/s/ B.A. BERILGEN B. A. Berilgen	Director	March 31, 2015
/s/ B. JAMES FORD B. James Ford	Director	March 31, 2015
/s/ ELLIS L. MCCAIN Ellis L. McCain	Director	March 31, 2015
/s/ CHARLES M. REIMER Charles M. Reimer	Director	March 31, 2015

/s/ STEVEN L. SCHOONOVER

Steven L. Schoonover

Director March 31, 2015

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