CONTANGO OIL & GAS CO
Form 10-Q
February 09, 2009

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q

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

For the quarterly period ended December 31, 2008

OR

o **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	**95-4079863**
(State or other jurisdiction of incorporation or organization)	(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)

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 þ No o

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 o Accelerated filer þ Non-accelerated filer o Smaller reporting company o

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

The total number of shares of common stock, par value $0.04 per share, outstanding as of January 31, 2009 was 16,317,680.

CONTANGO OIL & GAS COMPANY AND SUBSIDIARIES
QUARTERLY REPORT ON FORM 10-Q
FOR THE SIX MONTHS ENDED DECEMBER 31, 2008
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All references in this Form 10-Q to the Company , Contango , we , us or our are to Contango Oil & Gas Company and its wholly-owned Subsidiaries. Unless otherwise noted, all information in this Form 10-Q 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.

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CONTANGO OIL & GAS COMPANY AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
ASSETS

	December 31, 2008 (Unaudited)	June 30, 2008
CURRENT ASSETS:		
Cash and cash equivalents	$ 77,046,546	$ 59,884,574
Inventory tubulars	334,797	334,797
Accounts receivable:		
Trade receivables	25,787,838	72,343,761
Advances to affiliates	5,262,365	5,754,516
Joint interest billings receivable	8,961,632	18,019,847
Prepaid capital costs	1,264,278	1,264,278
Other	1,200,250	1,147,345
Total current assets	119,857,706	158,749,118
PROPERTY AND EQUIPMENT:		
Natural gas and oil properties, successful efforts method of accounting:		
Proved properties	464,182,425	442,630,193
Unproved properties	7,537,646	7,591,447
Furniture and equipment	293,301	278,737
Accumulated depreciation, depletion and amortization	(25,828,292)	(13,134,511)
Total property and equipment, net	446,185,080	437,365,866
OTHER ASSETS:		
Cash and other assets held by affiliates	3,879,470	3,299,002
Other	424,986	559,764
Total other assets	4,304,456	3,858,766
TOTAL ASSETS	$ 570,347,242	$ 599,973,750

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

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CONTANGO OIL & GAS COMPANY AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
LIABILITIES AND SHAREHOLDERS EQUITY

	December 31, 2008 (Unaudited)	June 30, 2008
CURRENT LIABILITIES:		
Accounts payable	$ 4,789,418	$ 22,990,887
Royalties and working interests payable	40,454,570	66,606,414
Accrued liabilities	3,201,965	10,334,008
Joint interest advances	4,106,072	15,666,389
Accrued exploration and development	4,866,990	3,082,399
Advances from affiliates		2,965,022
Debt of affiliates	3,429,990	3,261,177
Income tax payable	30,896,967	3,463,176
Other current liabilities	3,689,163	466,232
Total current liabilities	95,435,135	128,835,704
LONG-TERM DEBT		15,000,000
DEFERRED TAX LIABILITY	111,807,161	112,189,684
ASSET RETIREMENT OBLIGATION	2,347,861	1,949,881
SHAREHOLDERS EQUITY:		
Common stock, $0.04 par value, 50,000,000 shares authorized, 19,620,334 shares issued and 16,317,680 outstanding at December 31, 2008, 19,404,746 shares issued and 16,819,746 outstanding at June 30, 2008	784,813	776,189
Additional paid-in capital	75,585,707	73,030,926
Treasury stock at cost (3,302,654 shares at December 31, 2008; 2,585,000 shares at June 30, 2008)	(40,485,660)	(6,843,900)
Retained earnings	324,872,225	275,035,266
Total shareholders equity	360,757,085	341,998,481
TOTAL LIABILITIES AND SHAREHOLDERS EQUITY	$ 570,347,242	$ 599,973,750

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

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CONTANGO OIL & GAS COMPANY AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	Three Months Ended December 31,		Six Months Ended December 31,	
	2008	**2007**	**2008**	**2007**
REVENUES:				
Natural gas, oil and liquids sales	$ 45,516,589	$ 16,595,383	$ 118,237,396	$ 25,691,126
Total revenues	45,516,589	16,595,383	118,237,396	25,691,126
EXPENSES:				
Operating expenses	5,413,883	808,076	9,952,245	1,531,922
Exploration expenses (credit)	(461,258)	413,791	7,630,882	515,427
Depreciation, depletion and amortization	6,350,014	947,665	13,247,428	1,547,905
Lease expirations	377,652		446,417	
General and administrative expenses	2,577,152	1,755,181	4,503,238	3,097,642
Total expenses	14,257,443	3,924,713	35,780,210	6,692,896
NET INCOME FROM CONTINUING OPERATIONS BEFORE OTHER INCOME AND INCOME TAXES	31,259,146	12,670,670	82,457,186	18,998,230
OTHER INCOME (EXPENSE):				
Interest expense (net of interest capitalized)	(146,263)	(1,329,499)	(442,421)	(2,159,359)
Interest income	179,361	484,195	603,513	848,509
Other income (expense)		(7,142)		2,184,023
NET INCOME FROM CONTINUING OPERATIONS BEFORE INCOME TAXES	31,292,244	11,818,224	82,618,278	19,871,403
Provision for income taxes	(12,375,657)	(4,130,587)	(32,781,319)	(6,944,348)
NET INCOME FROM CONTINUING OPERATIONS	18,916,587	7,687,637	49,836,959	12,927,055
DISCONTINUED OPERATIONS (NOTE 8)				
Discontinued operations, net of income taxes		104,036,104		104,968,156
NET INCOME	18,916,587	111,723,741	49,836,959	117,895,211
Preferred stock dividends		450,000		900,000
NET INCOME ATTRIBUTABLE TO COMMON STOCK	$ 18,916,587	$ 111,273,741	$ 49,836,959	$ 116,995,211

NET INCOME PER SHARE:								
Basic								
Continuing operations	$	1.14	$	0.45	$	2.98	$	0.75
Discontinued operations				6.49				6.56
Total	$	1.14	$	6.94	$	2.98	$	7.31
Diluted								
Continuing operations	$	1.12	$	0.45	$	2.92	$	0.75
Discontinued operations				6.02				6.09
Total	$	1.12	$	6.47	$	2.92	$	6.84
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING:								
Basic		16,598,297		16,023,002		16,727,475		16,007,091
Diluted		16,899,619		17,277,392		17,071,192		17,245,483

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

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CONTANGO OIL & GAS COMPANY AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Six Months Ended December 31,	
	2008	**2007**
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income from continuing operations	$ 49,836,959	$ 12,927,055
Plus income from discontinued operations, net of income taxes		104,968,156
Net income	49,836,959	117,895,211
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation, depletion and amortization	13,247,428	4,711,779
Lease expirations	446,417	
Exploration expenditures	7,123,043	361,838
Deferred income taxes	(382,523)	60,737,850
Tax benefit from exercise/cancellation of stock options	(229,761)	(225,719)
Stock-based compensation	811,065	864,712
Gain on sale of assets and other		(156,487,766)
Changes in operating assets and liabilities:		
Decrease in accounts receivable and other	45,676,247	1,541,388
Increase in notes receivable		(250,000)
Increase in prepaid insurance	(64,221)	(219,279)
Decrease (increase) in interest receivable	1,139,412	(400,453)
Increase (decrease) in accounts payable and advances from joint owners	(29,761,786)	8,363,805
Increase (decrease) in other accrued liabilities	(31,442,757)	1,305,645
Increase in income taxes payable	27,663,552	5,259,376
Other		(22,348)
Net cash provided by operating activities	84,063,075	43,436,039
CASH FLOWS FROM INVESTING ACTIVITIES:		
Natural gas and oil exploration and development expenditures	(20,626,040)	(37,809,764)
Increase in restricted cash		(199,183,422)
Increase in net investment in affiliates	(992,083)	(21,372,343)
Sale of short-term investments		2,200,576
Additions to furniture and equipment	8,699	(49,790)
Proceeds from the sale of assets		196,181,000
Investment in Contango Venture Capital Corporation		(1,166,624)
Net cash used in investing activities	(21,609,424)	(61,200,367)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Borrowings under credit facility		5,000,000
Repayments under credit facility	(15,000,000)	
Borrowings by affiliates		8,967,095
Preferred stock dividends		(900,000)

Tax benefit from exercise/cancellation of stock options	229,761	225,719
Purchase of common stock	(31,794,019)	
Debt issuance costs	(250,000)	
Proceeds from exercised options, warrants and others	1,522,579	580,760
Net cash provided by (used in) financing activities	(45,291,679)	13,873,574
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	17,161,972	(3,890,754)
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	59,884,574	6,177,618
CASH AND CASH EQUIVALENTS, END OF PERIOD	$ 77,046,546	$ 2,286,864
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid for taxes	$	$
Cash paid for interest	$ 273,608	$ 2,413,364

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

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CONTANGO OIL & GAS COMPANY AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF SHAREHOLDERS EQUITY
(Unaudited)

	Common Stock Shares	Common Stock Amount	Paid-in Capital	Treasury Stock	Retained Earnings	Total Shareholders Equity
Balance at June 30, 2008	16,819,746	$ 776,189	$ 73,030,926	$ (6,843,900)	$ 275,035,266	$ 341,998,481
Exercise of stock options	204,500	8,180	1,413,615			$ 1,421,795
Tax benefit of exercising stock options			120,540			$ 120,540
Issuance of restricted common stock			78,375			$ 78,375
Net income					30,920,372	$ 30,920,372
Treasury shares at cost	(143,454)			(7,906,442)		$ (7,906,442)
Expense of stock options			285,304			$ 285,304
Balance at September 30, 2008	16,880,792	$ 784,369	$ 74,928,760	$ (14,750,342)	$ 305,955,638	$ 366,918,425
Exercise of stock options	8,000	320	100,340			$ 100,660
Tax benefit of exercising stock options			109,221			$ 109,221
Issuance of restricted common stock	3,088	124	162,082			$ 162,206
Net income					18,916,587	$ 18,916,587
Treasury shares at cost	(574,200)			(25,735,318)		$ (25,735,318)
Expense of stock options			285,304			$ 285,304
Balance at December 31, 2008	16,317,680	$ 784,813	$ 75,585,707	$ (40,485,660)	$ 324,872,225	$ 360,757,085

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

CONTANGO OIL & GAS COMPANY AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

1. Basis of Presentation

The accompanying unaudited consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America (GAAP) for interim financial information, pursuant to the rules and regulations of the Securities and Exchange Commission, including instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all the information and footnotes required by GAAP for complete annual financial statements. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. All such adjustments are of a normal recurring nature. The financial statements should be read in conjunction with the audited financial statements and notes included in the Company s Form 10-K for the fiscal year ended June 30, 2008. The results of operations for the three and six months ended December 31, 2008 are not necessarily indicative of the results that may be expected for the fiscal year ending June 30, 2009.

2. Summary of Significant Accounting Policies

The application of GAAP involves certain assumptions, judgments, choices and estimates that affect reported amounts of assets, liabilities, revenues and expenses. Thus, the application of these principles can result in varying results from company to company. Contango s significant accounting policies are described below.

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 field by field 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 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. For the six months ended December 31, 2008, the Company recorded lease expiration expense of $446,417 due to the expiration of lease block High Island 113 at our partially-owned subsidiary, Republic Exploration LLC (REX), and the expiration of lease blocks East Breaks 283, East Breaks 369, East Breaks 370 and High Island A16 at our partially-owned subsidiary, Contango Offshore Exploration LLC (COE).

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 offshore exploration programs. In accordance with Statement of Financial Accounting Standards (SFAS) No. 144 (SFAS 144), Accounting for the Impairment or Disposal of Long-Lived Assets, the Company classifies such property sales as discontinued operations.

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 December 31, 2008, the Company had approximately $77.0 million in cash and cash equivalents. Of this amount, approximately $51.3 million was invested in U.S. Treasury money market funds and the remaining $25.7 million was invested in overnight U.S. Treasury funds.

CONTANGO OIL & GAS COMPANY AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

Principles of Consolidation. The Company s consolidated financial statements include the accounts of Contango Oil & Gas Company and its subsidiaries and affiliates, after elimination of all intercompany balances and transactions. Wholly-owned subsidiaries are fully consolidated. The Company has two subsidiaries that are not wholly owned: 32.3% owned REX and 65.6% owned COE. These subsidiaries are not controlled by the Company and are proportionately consolidated.

For the fiscal year ended June 30, 2007, the Company owned 42.7% of REX and 76.0% of COE. 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 decreased to 32.3% and 65.6%, respectively.

Contango s 19.5% ownership of Moblize Inc. (Moblize) 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. In June 2008, the Financial Accounting Standards Board (FASB) issued Staff Position No. EITF 03-6-1 (FSP EITF 03-6-1), Determining Whether Instruments Granted in Share-Based Payments Transactions Are Participating Securities . 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 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 May 2008, the FASB issued SFAS No. 162 (SFAS 162), The Hierarchy of Generally Accepted Accounting Principles . SFAS 162 identifies the sources of accounting principles and the framework for selecting the principles used in the preparation of financial statements of nongovernmental entities that are presented in conformity with GAAP (the GAAP hierarchy). SFAS 162 is effective 60 days following the Securities and Exchange Commission s approval of the Public Company Accounting Oversight Board amendments to AU section 411, The Meaning of *Present Fairly in Conformity With Generally Accepted Accounting Principles.* We are currently evaluating the provisions of SFAS 162 and assessing the impact, if any, it may have on our financial position and results of operations.

Effective July 1, 2009, the FASB issued SFAS No. 157-2 (SFAS 157-2), Effective Date of FASB Statement No. 157 . This pronouncement defers the effective date of SFAS No. 157 (SFAS 157), Fair Value Measurements 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 December 2007, the FASB issued SFAS No. 141(R) (SFAS 141(R)), Business Combinations and SFAS No. 160 (SFAS 160), Noncontrolling Interests in Consolidated Financial Statements . 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.

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CONTANGO OIL & GAS COMPANY AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

Stock-Based Compensation. Effective July 1, 2001, the Company adopted the fair value based method prescribed in SFAS No. 123, Accounting for Stock Based Compensation . Under the fair value based 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 option-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 six months ended December 31, 2008: (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 six months ended December 31, 2007.

Under the Company s 1999 Stock Incentive Plan, as amended (the 1999 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 our common stock price at the date of grant. For the six months ended December 31, 2008, the Company granted 3,088 shares of restricted stock to its Board of Directors as part of its annual compensation. For the six months ended December 31, 2007, the Company granted 4,140 shares of restricted stock to its Board of Directors as part of its annual compensation and 331 shares of restricted stock to a new member of the Board. These shares vest over a period of one year.

During the six months ended December 31, 2008 and 2007, the Company recorded stock-based compensation charges of $811,065 and $864,712, 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.

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 GAAP requires us to make estimates and assumptions that affect our reported results of operations, 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.

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CONTANGO OIL & GAS COMPANY AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

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 six months ended December 31, 2008 were ConocoPhillips Company and Shell Trading US Company. 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. Net Income per Common Share

A reconciliation of the components of basic and diluted net income per share of common stock is presented in the tables below.

	Three Months Ended December 31, 2008			Three Months Ended December 31, 2007		
	Income	**Weighted Average Shares**	**Per Share**	**Income**	**Weighted Average Shares**	**Per Share**
Income from continuing operations, including preferred dividends	$ 18,916,587	16,598,297	$ 1.14	$ 7,237,637	16,023,002	$ 0.45
Discontinued operations, net of income taxes	$		$	$ 104,036,104	16,023,002	$ 6.49
Basic Earnings per Share:						
Net income attributable to common stock	$ 18,916,587	16,598,297	$ 1.14	$ 111,273,741	16,023,002	$ 6.94
Effect of Potential Dilutive Securities:						
Stock options		299,778			464,922	
Series E preferred stock				450,000	789,468	$ 0.57
Restricted shares		1,544				
Income from continuing operations	$ 18,916,587	16,899,619	$ 1.12	$ 7,687,637	17,277,392	$ 0.45
Discontinued operations, net of income taxes	$		$	$ 104,036,104	17,277,392	$ 6.02
Diluted Earnings per Share:						
Net income, attributable to common stock	$ 18,916,587	16,899,619	$ 1.12	$ 111,723,741	17,277,392	$ 6.47

CONTANGO OIL & GAS COMPANY AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

5. Net Income per Common Share Continued

	Six Months Ended December 31, 2008			Six Months Ended December 31, 2007		
	Income	Weighted Average Shares	Per Share	Income	Weighted Average Shares	Per Share
Income from continuing operations, including preferred dividends	$ 49,836,959	16,727,475	$ 2.98	$ 12,027,055	16,007,091	$ 0.75
Discontinued operations, net of income taxes	$		$	$ 104,968,156	16,007,091	$ 6.56
Basic Earnings per Share:						
Net income attributable to common stock	$ 49,836,959	16,727,475	$ 2.98	$ 116,995,211	16,007,091	$ 7.31
Effect of Potential Dilutive Securities:						
Stock options					448,924	
Shares assumed purchased		342,173				
Series E preferred stock				900,000	789,468	$ 1.14
Restricted shares		1,544				
Income from continuing operations	$ 49,836,959	17,071,192	$ 2.92	$ 12,927,055	17,245,483	$ 0.75
Discontinued operations, net of income taxes	$		$	$ 104,968,156	17,245,483	$ 6.09
Diluted Earnings per Share:						
Net income, attributable to common stock	$ 49,836,959	$ 17,071,192	$ 2.92	$ 117,895,211	17,245,483	$ 6.84

6. Long-Term Debt

On October 3, 2008, the Company and its wholly-owned subsidiary, 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 available to fund the Company s offshore Gulf of Mexico 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 December 31, 2008,

the Company had no amounts outstanding under the Credit Agreement.
On August 26, 2008, the Company prepaid the $15.0 million it had outstanding under its $30.0 million Term Loan Agreement with a private investment company and terminated the Term Loan Agreement. For the six months ended December 31, 2008, the Company paid $212,816 in interest and non-use fees.

7. Other Income

Other income for the six months ended December 31, 2007 totaled approximately $2.2 million. This amount relates to a payment from a stockholder related to a short swing profit liability. In September 2007, one of the Company s stockholders determined that it had inadvertently engaged in trades which resulted in automatic short swing profit liability to the Company pursuant to Section 16(b) of the Securities Exchange Act of 1934. After becoming aware of the situation, the stockholder promptly made a payment of approximately $2.2 million to the Company to settle the entire short swing profit liability owed as a consequence of these trades.

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CONTANGO OIL & GAS COMPANY AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

8. Sale of Properties Discontinued Operations

The Company did not have any discontinued operations during the six months ended December 31, 2008.

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. In accordance with SFAS 144, the Company classified these property sales as discontinued operations in the financial statements for all periods presented.

The summarized financial results for discontinued operations for the three and six months ended December 31, 2007 are as follows:

	Three Months Ended December 31, 2007	Six Months Ended December 31, 2007
Operating Results:		
Revenues	$ 4,651,171	$ 9,683,442
Operating expenses	(151,156)	(1,101,955)
Depletion expenses	(894,587)	(3,163,874)
Exploration expenses	(37,650)	(347,403)
Gain on sale of discontinued operations	156,487,766	156,419,261
Gain before income taxes	160,055,544	161,489,471
Provision for income taxes	(56,019,440)	(56,521,315)
Gain from discontinued operations, net of income taxes	$ 104,036,104	$ 104,968,156

9. Related Party Transactions

In the ordinary course of business, the Company contracted with Moblize to install automation equipment that will allow Contango Operators, Inc. (COI) to remotely monitor, control and record, in real time, daily production volumes from the Grand Isle 72 #1 well. For the six months ended December 31, 2008 and 2007, the Company paid approximately $2,800 and $1,400, respectively, to Moblize for such services.

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.

Available Information

General information about us can be found on our Website at 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.

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Item 2. ***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 accompanying notes and other information included elsewhere in this Form 10-Q and in our Form 10-K for the fiscal year ended June 30, 2008, previously filed with the Securities and Exchange Commission.

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 ex 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, we cannot assure you that such expectations will occur. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or 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 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

- 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
- The 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
- 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 in this Form 10-Q 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.

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) and Contango Resources Company (CRC), our wholly-owned subsidiaries, act 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 and CRC drill and operate 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 and CRC were 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. 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.

Structuring incentives to drive behavior. We believe that equity ownership aligns the interests of our partners, employees, and stockholders. Our directors and executive officers beneficially own or have voting control over approximately 23% 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 subsidiaries, COI and CRC, and its partially-owned subsidiaries, REX and COE, conducts exploration activities in the Gulf of Mexico. As of January 31, 2009, Contango, through COI, CRC, REX and COE, had an interest in 62 offshore leases. See Offshore Properties below for additional information on our offshore properties.

As of December 31, 2008, Contango owned a 32.3% equity interest in REX and a 65.6% equity interest in COE, both of which were formed for the purpose of generating exploration opportunities in the Gulf of Mexico. These companies focus on identifying prospects, acquiring leases at federal and state lease sales and then selling the prospects to 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 was limited to six of our seven Dutch and Mary Rose wells, affecting mainly SCADA control systems, helideck skirting, risers, and disrupted flowlines. Repairs have been completed on the six 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 $500,000. 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.

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Our corporate office sustained major damage and we have temporarily relocated to an office approximately 200 yards away. We expect to return to our corporate office in the first quarter of the 2009 calendar year.

Republic Exploration LLC

In October 2008, COI spud West Delta 77 (Devil s Elbow), a REX prospect, which has been determined to be a dry hole. COI has a 100% working interest (WI) and paid 100% of the drilling costs of $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 six months ended December 31, 2008.

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 January 24, 2009, the well was producing at an 8/8ths rate of approximately 10.6 million cubic feet equivalent per day (Mmcfed). REX has a 25.0% WI, and a 20.0% net revenue interest (NRI), in this well.

Contango Offshore Exploration LLC

Grand Isle 72 (Liberty), a COE prospect operated by COI, began producing in March 2007 and as of January 31, 2009 was producing at a rate of approximately 0.2 Mmcfed. COE has a 50% WI and a 40% NRI in this well. As of December 31, 2008, 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 December 31, 2008, accrued and unpaid interest on the Note was $926,023. COE plans to complete the top-most zone in this well in the March/April 2009 time frame. The estimated cost on an 8/8ths basis is approximately $0.8 million, or $0.3 million net to the Company s ownership percentage in COE.

Grand Isle 70, another COE prospect, was drilled by COI in July 2006 and proved to be a discovery. The well has been temporarily abandoned while alternative development scenarios are being evaluated. 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.

Ship Shoal 358, a COE prospect, is operated by a third party. The Company depends on a third-party operator for the operation and maintenance of this production platform. As of January 31, 2009, the well was producing at an 8/8ths rate of approximately 0.6 Mmcfed. COE has a 10.0% WI and a 7.7% NRI in this well.

Contango Operators, Inc

COI, a wholly-owned subsidiary of the Company, was formed for the purpose of drilling exploration and development wells in the Gulf of Mexico. COI operates and 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.

COI s latest well, Eloise North on State of Louisiana leases at a depth below our Mary Rose discovery, began producing in December 2008. The Company s net revenue interest in Eloise North, inclusive of its ownership interest in REX, is approximately 27.0%. As of January 31, 2009, the Company had invested approximately $17.2 million to drill and complete this well.

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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.

For the remaining six months of fiscal year 2009, we expect to invest approximately $44.0 million for COI to potentially drill up to three additional wildcat exploration wells as follows.

Well		8/8ths DHC	Contango DHC WI	NRI (inclusive of REX and COE)	Date
Eugene Island 56	West	$ 12 million	100.00%	59.45%	February 2009
Eugene Island 56	East	$ 12 million	100.00%	59.45%	TBD (1)
Ship Shoal 263		$ 20 million	100.00%	72.78%	June 2009
		$ 44 million			

(1) May not be drilled if Eugene Island 56 #1 is a dry hole

If all three exploration wells are successful, we expect to invest an additional $22.0 million in completion, facility and pipeline costs. COI will carry either REX or COE, as applicable, for a 10% working interest through the tanks until initial production is achieved. Following a casing point election, REX or COE, as generator of the prospect, has the option to acquire an additional 25% working interest from COI.

Contango Resources Company

CRC is a wholly-owned subsidiary of Contango formed for the sole purpose of drilling and operating exploration and development wells in our Dutch and Mary Rose leases in the Gulf of Mexico.

Current Activities.

The Company s Mary Rose #1 well is temporarily shut-in for a workover to reduce water production from a water bearing sand above our production reservoir. The Mary Rose #1 is the only well of the nine Dutch and Mary Rose wells that we have drilled that did not receive a good cement bond log in the production casing. The Company expects to invest approximately $3.8 million to complete the workover. Assuming a successful workover, we expect the Mary Rose #1 well to return to production in February 2009.

Our Mary Rose #2, #3 and #4 wells, along with our Dutch #4 well, are currently producing at a combined constrained 8/8ths rate of approximately 118 Mmcfed (approximately 43 Mmcfed net to Contango). The constraint is due to entrained water that attaches to the paraffin in our condensate. This condition is exacerbated by ambient cold temperatures. We are in the process of installing line heaters at an 8/8ths cost of approximately $3.7 million (approximately $1.85 million net to Contango), which we believe will solve this problem. We expect to have the line heaters installed in the March/April 2009 time frame. Our four Mary Rose wells, along with our Eloise North well and our Dutch #4 well flow to the Company s production platform at Eugene Island 11 (EI-11H) and from there through our owned pipeline to a third party s transportation hub at Eugene Island 63. Our EI-11H platform has been designed with a capacity of 500 million cubic feet per day (Mmcfd) and 6,000 barrels of oil per day (bopd) and our pipeline, which flows from Eugene Island 11 to Eugene Island 63, has been designed with a capacity of 330 Mmcfd and 6,000 bopd. The gas and condensate then flow from Eugene Island 63 to on-shore processing facilities near Patterson, Louisiana. Our Eloise North well is temporarily shut-in. As of January 31, 2009, the Company had invested approximately $11.5 million to drill and complete Dutch #4. We have a 38.12% net revenue interest in this well.

The Company s Dutch #1, #2 and #3 wells are currently producing at a combined 8/8ths rate of approximately 110 Mmcfed (approximately 42 Mmcfed net to Contango).

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Offshore Properties

Producing Properties. The following table sets forth the interests owned by Contango through CRC, COI, and its related entities in the Gulf of Mexico which were producing natural gas or oil as of February 6, 2009:

Area/Block	WI	NRI	Status	Notes
Contango Resources Company:				
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%	Being worked over	
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%	Shut-in	
Republic Exploration LLC				
Eugene Island 113B	0.0%	3.3%	Producing	Farm out
West Delta 36	25.0%	20.0%	Producing	Farm out
Contango Offshore Exploration LLC:				
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 working interests owned by Contango and related entities in the Gulf of Mexico as of January 31, 2009. We have a total of 62 leases, 28 of which will expire in the next twelve months.

Area/Block	WI	Lease Date	Expiration Date	Status	Notes
Contango Resources Company:					
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		
Contango Operators, Inc.:					
Grand Isle 63	25.00%	May-04	May-09		
Grand Isle 73	25.00%	May-04	May-09		
West Delta 43	35.00%	May-04	May-09	Dry Hole	
Ship Shoal 14	50.00%	May-06	May-11		
Ship Shoal 25	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		
South Marsh Island 282	50.00%	May-06	May-11		
Ship Shoal 263	25.00%	Jan-06	Jan-11		
Grand Isle 70	3.65%	Jun-06	Jun-11		
West Delta 77	50.00%	Jun-06	Jun-11	Dry Hole	
Vermilion 194	50.00%	Jul-06	Jul-11		
Republic Exploration LLC					
South Timbalier 191	50.00%	May-04	May-09		
Vermilion 36	100.00%	May-04	May-09		
Vermilion 109	100.00%	May-04	May-09		
Vermilion 134	100.00%	May-04	May-09		
West Cameron 179	100.00%	May-04	May-09		
West Cameron 185	100.00%	May-04	May-09		
West Cameron 200	100.00%	May-04	May-09		
West Delta 18	100.00%	May-04	May-09		
West Delta 33	100.00%	May-04	May-09		
West Delta 34	100.00%	May-04	May-09		
West Delta 43	30.00%	May-04	May-09	Dry Hole	
Ship Shoal 220	50.00%	Jun-04	Jun-09		
South Timbalier 240	50.00%	Jun-04	Jun-09		
West Cameron 133	100.00%	Jun-04	Jun-09		
West Cameron 80	100.00%	Jun-04	Jun-09		
West Cameron 167	100.00%	Jun-04	Jun-09		
Eugene Island 76	0.00%	Jul-04	Jul-09	Depleted	Farm out
Vermilion 130	100.00%	Jul-04	Jul-09		
Vermilion 154	(1)	Jul-04	Jul-09	(2)	Farm out
West Cameron 107	100.00%	May-05	May-10		

Eugene Island 168	50.00%	Jun-05	Jun-10		
Vermilion 73	0.00%	Jul-05	Jul-10	Dry Hole	Farm out
High Island A243	75.00%	Jan-06	Jan-11		

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Area/Block	WI	Lease Date	Expiration Date	Status	Notes
Republic Exploration LLC (continued)					
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		
South Marsh Island 282	50.00%	May-06	May-11		
Ship Shoal 14	50.00%	May-06	May-11		
Ship Shoal 25	50.00%	May-06	May-11		
West Delta 77	50.00%	Jun-06	Jun-11	Dry Hole	
Vermilion 194	50.00%	Jul-06	Jul-11		
High Island A196	100.00%	Nov-06	Nov-11		
High Island A197	100.00%	Nov-06	Nov-11		
High Island A198	100.00%	Nov-06	Nov-11	Dry Hole	
High Island 263	100.00%	Jan-08	Jan-13		
High Island A38	100.00%	Jan-08	Jan-13		
Eugene Island 56	100.00%	Jul-08	Jul-13		
Contango Offshore Exploration LLC:					
South Timbalier 191	50.00%	May-04	May-09		
Grand Isle 63	50.00%	May-04	May-09		
Grand Isle 73	50.00%	May-04	May-09		
Ship Shoal 220	50.00%	Jun-04	Jun-09		
South Timbalier 240	50.00%	Jun-04	Jun-09		
Viosca Knoll 118	50.00%	Jun-04	Jun-09		
Vermilion 154	(1)	Jul-04	Jul-09	(2)	Farm out
Viosca Knoll 475	100.00%	May-05	May-10		
Eugene Island 168	50.00%	Jun-05	Jun-10		
East Breaks 366	100.00%	Nov-05	Nov-15		
East Breaks 410	100.00%	Nov-05	Nov-15		
East Breaks 167	75.00%	Dec-05	Dec-10		
High Island A311	75.00%	Dec-05	Dec-10		
East Breaks 166	75.00%	Jan-06	Jan-11		
High Island A342	75.00%	Jan-06	Jan-11		
Ship Shoal 263	75.00%	Jan-06	Jan-11		
Viosca Knoll 383	100.00%	Jan-06	Jan-11		
Grand Isle 70	45.10%	Jun-06	Jun-11		
Viosca Knoll 119	50.00%	Jun-06	Jun-11		

(1) REX and COE will split a 25% back-in WI after payout

(2) Not drilled. Lease is in the process of being assigned back to

the Company

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 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 to the consolidated financial statements included in this Quarterly Report on Form 10-Q. 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 its 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 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. 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 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 December 31, 2008 of 1% would not have a material effect on depreciation, depletion and amortization.

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.

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Stock-Based Compensation. Effective July 1, 2006, we adopted SFAS No. 123 (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 to our consolidated financial statements.

MD&A Summary Data

The table below sets forth revenue, expense and production data for continuing operations for the three and six months ended December 31, 2008 and 2007.

	Three Months Ended December 31,			Six Months Ended December 31,		
	2008	**2007**	**Change**	**2008**	**2007**	**Change**
		($000)			($000)	
Revenues:						
Natural gas, oil and liquids sales	$ 45,517	$ 16,595	174%	$ 118,237	$ 25,691	360%
Total revenues	$ 45,517	$ 16,595	174%	$ 118,237	$ 25,691	360%
Production:						
Natural gas (million cubic feet)	5,016	1,754	186%	9,874	3,023	227%
Oil and condensate (thousand barrels)	98	32	206%	216	55	293%
Natural gas liquids (thousand gallons)	335	434	-23%	1,039	814	28%
Total (million cubic feet equivalent)	5,652	2,008	181%	11,318	3,469	226%
Natural gas (million cubic feet per day)	54.5	19.1	185%	53.7	16.4	227%
Oil and condensate (thousand barrels per day)	1.1	0.3	267%	1.2	0.3	300%
Natural gas liquids (thousand gallons per day)	3.6	4.7	-23%	5.6	4.4	27%
Total (million cubic feet equivalent per day)	61.6	21.6	185%	61.7	18.8	228%
Average Sales Price:						
Natural gas (per thousand cubic feet)	$ 7.89	$ 7.55	5%	$ 9.72	$ 6.73	44%
Oil and condensate (per barrel)	$ 56.88	$ 86.85	-35%	$ 94.58	$ 78.38	21%
Natural gas liquids (per gallon)	$ 1.08	$ 1.34	-19%	$ 1.82	$ 1.26	44%
Operating expenses	$ 5,414	$ 808	570%	$ 9,952	$ 1,532	550%
Exploration expenses (credit)	$ (461)	$ 414	-211%	$ 7,631	$ 515	1382%

Depreciation, depletion and amortization	$ 6,350	$ 948	570%	$ 13,247	$ 1,548	756%
Impairment of natural gas and oil properties	$ 378	$	100%	$ 446	$	100%
General and administrative expenses	$ 2,577	$ 1,755	47%	$ 4,503	$ 3,098	45%
Interest expense, net of interest capitalized	$ 146	$ 1,329	-89%	$ 442	$ 2,159	-80%
Interest income	$ 179	$ 484	-63%	$ 603	$ 849	-29%
Other income (expense)	$	$ (7)	-100%	$	$ 2,184	-100%

Three Months Ended December 31, 2008 Compared to Three Months Ended December 31, 2007

Natural Gas, Oil and Natural Gas Liquids (NGL) Sales. We reported revenues of approximately $45.5 million for the three months ended December 31, 2008, compared to revenues of approximately $16.6 million for the three months ended December 31, 2007. This increase is principally attributable to increased natural gas and oil sales from our Mary Rose #1 and #3 discoveries which began producing in April 2008, our Mary Rose #2 discovery which began producing in June 2008 and our Mary Rose #4 discovery which began producing in July 2008, partially offset by reduced sales from our three Dutch wells which were shut-in during all of October and the majority of November 2008 due to Hurricane Ike. The increase is also attributable to the additional interest we purchased in our Dutch and Mary Rose discoveries, effective January 1, 2008.

For the three months ended December 31, 2008, the average price of natural gas was $7.89 per thousand cubic feet (Mcf) while the average price for oil and condensate was $56.88 per barrel and the average price for NGLs was $1.08 per gallon. For the three months ended December 31, 2007, the average price of natural gas was $7.55 per Mcf while the average price for oil and condensate was $86.85 per barrel and the average price for NGLs was $1.34 per gallon.

Natural Gas, Oil and NGL Production and Average Sales Prices. Our net natural gas production for the three months ended December 31, 2008 was approximately 54.5 Mmcfd, up from approximately 19.1 Mmcfd for the three months ended December 31, 2007. Net oil and condensate production for the comparable periods also increased from approximately 300 barrels per day to approximately 1,100 barrels per day, while our NGL production decreased from approximately 4,700 gallons per day to approximately 3,600 gallons per day. This increase in natural gas and oil production is principally attributable to our Mary Rose #1 and #3 discoveries which began producing in April 2008, our Mary Rose #2 discovery which began producing in June 2008 and our Mary Rose #4 discovery which began producing in July 2008, partially offset by reduced production from our three Dutch wells which were shut-in during all of October and the majority of November 2008 due to Hurricane Ike. The increase is also attributable to the additional interest we purchased in our Dutch and Mary Rose discoveries, effective January 1, 2008. The decrease in NGL production is mainly attributable to reduced production from our three Dutch wells which were shut-in during all of October and the majority of November 2008 due to Hurricane Ike.

Operating Expenses. Lease operating expenses (LOE) for the three months ended December 31, 2008 were approximately $5.4 million which related mainly to continuing operations from our three Dutch wells and four Mary Rose wells. Included in LOE is approximately $1.6 million of Louisiana state severance taxes. Lease operating expenses for the three months ended December 31, 2007 were $808,076 which related to only three Dutch wells.

Exploration Expense. We reported a credit of $461,258 for exploration expenses for the three months ended December 31, 2008. This credit is mainly attributable to an over accrual of drilling costs for West Delta 77 in the previous quarter. We reported $413,791 of exploration expenses for the three months ended December 31, 2007, attributable to various geological and geophysical activities, seismic data, and delay rentals.

Depreciation, Depletion and Amortization. Depreciation, depletion and amortization for the three months ended December 31, 2008 was approximately $6.4 million. For the three months ended December 31, 2007, we recorded $947,665 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 #1, #2, #3 and #4 discoveries, as well as from the additional interest we purchased in our Dutch and Mary Rose discoveries, effective January 1, 2008, partially offset by reduced sales from our three Dutch wells which were shut-in during all of October and the majority of November 2008 due to Hurricane Ike.

Lease Expiration Expense. For the three months ended December 31, 2008, the Company recorded lease expiration expense of $377,652 related to the expiration of lease blocks East Breaks 283, East Breaks 369, East Breaks 370 and High Island A16. No lease expiration expense was incurred during the three months ended December 31, 2007.

General and Administrative Expenses. General and administrative expenses for the three months ended December 31, 2008 and the three months ended December 31, 2007 were approximately $2.6 million and $1.8 million, respectively. Major components of general and administrative expenses for the three months ended December 31, 2008 included approximately $1.1 million in State of Louisiana franchise taxes, $0.6 million in salaries and benefits, $0.3 million in legal, accounting, engineering and other professional fees, $0.1 million in office administration expenses, $0.1 million in insurance costs, and $0.4 million related to the cost of expensing stock options and stock grant compensation. Major components of general and administrative expenses for the three months ended December 31, 2007 included approximately $0.8 million in salaries and benefits, approximately $0.5 million in legal, accounting, engineering and other professional fees, $0.1 million in insurance costs, and $0.4 million related to the cost of expensing stock options and stock grant compensation.

Interest Expense. We reported interest expense of $146,263 for the three months ended December 31, 2008, compared to interest expense of approximately $1.3 million for the three months ended December 31, 2007. The lower level of interest expense is attributable to the Company retiring all of its long term debt in the in the first quarter of fiscal year 2009.

Interest Income. We reported interest income of $179,361 for the three months ended December 31, 2008. This compares to $484,195 of interest income reported for the three months ended December 31, 2007. The decrease is due to outstanding promissory notes during the three months ended December 31, 2007 between the Company and Trulite Inc. that were converted into shares of Trulite Inc. common stock in late November 2007.

Six Months Ended December 31, 2008 Compared to Six Months Ended December 31, 2007

Natural Gas, Oil and NGL Sales. We reported revenues of approximately $118.2 million for the six months ended December 31, 2008, compared to revenues of approximately $25.7 million for the six months ended December 31, 2007. This increase is attributable to increased natural gas and oil sales from our Dutch #3 discovery which began producing in November 2007, our Mary Rose #1 and #3 discoveries which began producing in April 2008, our Mary Rose #2 discovery which began producing in June 2008 and our Mary Rose #4 discovery which began producing in July 2008, partially offset by reduced sales from our three Dutch wells which were shut-in during all of October and the majority of November 2008 due to Hurricane Ike. The increase is also attributable to the additional interest we purchased in our Dutch and Mary Rose discoveries, effective January 1, 2008.

For the six months ended December 31, 2008, the average price of natural gas was $9.72 per Mcf while the average price for oil and condensate was $94.58 per barrel and the average price for NGLs was $1.82 per gallon. For the six months ended December 31, 2007, the average price of natural gas was $6.73 per Mcf while the average price for oil and condensate was $78.38 per barrel and the average price for NGLs was $1.26 per gallon.

Natural Gas, Oil and NGL Production and Average Sales Prices. Our net natural gas production for the six months ended December 31, 2008 was approximately 53.7 Mmcfd, up from approximately 16.4 Mmcfd for the six months ended December 31, 2007. Net oil and condensate production for the comparable periods also increased from approximately 300 barrels per day to approximately 1,200 barrels per day, while our NGL production increased from approximately 4,400 gallons per day to approximately 5,600 gallons per day. This increase in natural gas and oil and NGL production is principally attributable to our Dutch #3 discovery which began producing in November 2007, our Mary Rose #1 and #3 discoveries which began producing in April 2008, our Mary Rose #2 discovery which began producing in June 2008 and our Mary Rose #4 discovery which began producing in July 2008, partially offset by reduced production from our three Dutch wells which were shut-in during all of October and the majority of November 2008 due to Hurricane Ike. The increase is also attributable to the additional interest we purchased in our Dutch and Mary Rose discoveries, effective January 1, 2008.

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Operating Expenses. LOE for the six months ended December 31, 2008 were approximately $10.0 million which related mainly to continuing operations from our three Dutch wells and four Mary Rose wells. Included in LOE is approximately $4.0 million of Louisiana state severance taxes. Lease operating expenses for the six months ended December 31, 2007 were approximately $1.5 million which related to production from only two Dutch wells.

Exploration Expense. We reported approximately $7.6 million of exploration expenses for the six months ended December 31, 2008. Of this amount, approximately $7.1 million related to the dry hole the Company drilled at West Delta 77 while the remaining $0.5 million related to various geological and geophysical activities, seismic data, and delay rentals. We reported $515,427 of exploration expenses for the six months ended December 31, 2007, attributable to various geological and geophysical activities, seismic data, and delay rentals.

Depreciation, Depletion and Amortization. Depreciation, depletion and amortization for the six months ended December 31, 2008 was approximately $13.2 million. For the six months ended December 31, 2007, we recorded approximately $1.5 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 #3 and Mary Rose #1, #2, #3 and #4 discoveries, as well as from the additional interest we purchased in our Dutch and Mary Rose discoveries, effective January 1, 2008, partially offset by reduced sales from our three Dutch wells which were shut-in during all of October and the majority of November 2008 due to Hurricane Ike.

Lease Expiration Expense. For the six months ended December 31, 2008, the Company recorded lease expiration expense of $446,417 related to the expiration of lease blocks High Island 113, East Breaks 283, East Breaks 369, East Breaks 370 and High Island A16. No lease expiration expense was incurred during the six months ended December 31, 2007.

General and Administrative Expenses. General and administrative expenses for the six months ended December 31, 2008 and the six months ended December 31, 2007 were approximately $4.5 million and $3.1 million, respectively. Major components of general and administrative expenses for the six months ended December 31, 2008 included approximately $1.1 million in State of Louisiana franchise taxes, $1.1 million in salaries and benefits, $1.0 million in legal, accounting, engineering and other professional fees, $0.2 million in office administration expenses, $0.3 million in insurance costs, and $0.8 million related to the cost of expensing stock options and stock grant compensation. Major components of general and administrative expenses for the six months ended December 31, 2007 included approximately $1.3 million in salaries and benefits, approximately $0.6 million in legal, accounting, engineering and other professional fees, $0.1 million in office administration expenses, $0.2 million in insurance costs, and $0.9 million related to the cost of expensing stock options and stock grant compensation.

Interest Expense. We reported interest expense of $442,421 for the six months ended December 31, 2008, compared to interest expense of approximately $2.2 million for the six months ended December 31, 2007. The lower level of interest expense is attributable to the Company retiring all of its long term debt in the in the first quarter of fiscal year 2009.

Interest Income. We reported interest income of $603,513 for the six months ended December 31, 2008. This compares to $848,509 of interest income reported for the six months ended December 31, 2007. The decrease is due to outstanding promissory notes during the six months ended December 31, 2007 between the Company and Trulite Inc. that were converted into shares of Trulite Inc. common stock in late November 2007.

Other Income. Other income for the six months ended December 31, 2007 totaled approximately $2.2 million. This amount relates to a payment from a stockholder related to a short swing profit liability. In September 2007, one of our stockholders determined that it had inadvertently engaged in trades which resulted in automatic short swing profit liability to the Company pursuant to Section 16(b) of the Securities Exchange Act of 1934. After becoming aware of the situation, the stockholder promptly made a payment of approximately $2.2 million to the Company to settle the entire short swing profit liability owed as a consequence of these trades.

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Production, Prices, Operating Expenses, and Other

	Three Months Ended December 31,		Six Months Ended December 31,	
	2008	2007	2008	2007
	(Dollar amounts in 000 s, except per Mcfe amounts)		(Dollar amounts in 000 s, except per Mcfe amounts)	
Production Data:				
Natural gas (million cubic feet)	5,016	1,754	9,874	3,023
Oil and condensate (thousand barrels)	98	32	216	55
Natural gas liquids (thousand gallons)	335	434	1,039	814
Total (million cubic feet equivalent)	5,652	2,008	11,318	3,469
Natural gas (million cubic feet per day)	54.5	19.1	53.7	16.4
Oil and condensate (thousand barrels per day)	1.1	0.3	1.2	0.3
Natural gas liquids (thousand gallons per day)	3.6	4.7	5.6	4.4
Total (million cubic feet equivalent per day)	61.6	21.6	61.7	18.8
Average Sales Price:				
Natural gas (per thousand cubic feet)	$ 7.89	$ 7.55	$ 9.72	$ 6.73
Oil and condensate (per barrel)	$ 56.88	$ 86.85	$ 94.58	$ 78.38
Natural gas liquids (per gallon)	$ 1.08	$ 1.34	$ 1.82	$ 1.26
Selected data per Mcfe:				
Lease operating expenses (including severence taxes)	$ 0.96	$ 0.40	$ 0.88	$ 0.44
General and administrative expenses	$ 0.46	$ 0.87	$ 0.40	$ 0.89
Depreciation, depletion and amortization of natural gas and oil properties	$ 1.10	$ 0.39	$ 1.12	$ 0.36

Capital Resources and Liquidity

Cash From Operating Activities. Cash flows from operating activities provided approximately $84.1 million in cash for the six months ended December 31, 2008 compared to $43.4 million for the same period in 2007. This increase in cash provided by operating activities is attributable to increased natural gas and oil sales from our Dutch #3 and Mary Rose #1, #2, #3 and #4 discoveries, as well as from the additional interest we purchased in our Dutch and Mary Rose discoveries, effective January 1, 2008, partially offset by reduced production from our three Dutch wells which were shut-in during all of October and the majority of November 2008 due to Hurricane Ike.

Cash From Investing Activities. Cash flows used in investing activities for the six months ended December 31, 2008 were approximately $21.6 million, compared to $61.2 million used in investing activities for the six months ended December 31, 2007. The difference is primarily attributable to a decreased investment in our REX subsidiary due to the distribution of Dutch and Mary Rose out of REX to its individual members in 2008. Additionally, the difference in capital expenditures is also attributable to investing approximately $30.0 million in natural gas and oil properties during the six months ended December 31, 2008, partially offset by receiving $9.4 million in outstanding capital related receivables. By comparison, for the six months ended December 31, 2007, the company invested $29.7 million in natural gas and oil properties but incurred an additional $8.4 million in capital related receivables.

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Cash From Financing Activities. Our financing activities used approximately $45.3 million in cash flow for the six months ended December 31, 2008 compared to providing $13.9 million for the same period in 2007. This difference of approximately $59.2 million is primarily attributable to prepaying $15.0 million of long term debt and purchasing approximately $31.8 million of equity, while not having any borrowings by affiliates or preferred stock dividend payments during the six months ended December 31, 2008.

Capital Budget. For the remaining six months of fiscal year 2009, our capital expenditure budget calls for us to invest approximately $44.0 million as we drill up to three wildcat exploration wells in the Gulf of Mexico. Of this $44.0 million, we have budgeted $12.0 million to drill Eugene Island 56 #1 (High Country West), $12.0 million to drill Eugene Island 56 #2 (High Country East), and $20.0 million to drill Ship Shoal 263 (Nautilus). If all three exploration wells are successful, we expect to invest an additional $22.0 million in completion, facility and pipeline costs.

The above capital expenditure descriptions are for the Company and its wholly-owned subsidiaries only, and do not include the capital expenditure descriptions for our partially-owned REX and COE subsidiaries. Contango or our partially owned subsidiary, REX, may need to raise additional debt and/or equity capital to supplement our internally generated cash flow to fund our offshore exploration and development program. There can be no assurance that we or REX will be able to raise such additional capital.

The Company 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 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 may increase 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.

Natural Gas and Oil Reserves

The following table presents our estimated net proved, developed producing natural gas and oil reserves and the pre-tax net present value of our reserves at December 31, 2008. The offshore reserves were based on a reserve report generated by William M. Cobb & Associates, Inc. The pre-tax net present value 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 December 31, 2008 was determined by the December 31, 2008 prices of $5.63 per million British thermal units (Mmbtu) for natural gas at Henry Hub and $44.60 per barrel of oil at West Texas Intermediate Posting, in each case before adjustments.

	Proved Reserves as of December 31, 2008
Natural Gas (MMcf)	287,835
Oil, Condensate and Natural Gas Liquids (MBbls)	12,712
Total proved reserves (Mmcfe)	364,107
Pre-tax net present value, SEC guidelines ($000)	$ 1,221,330

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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 and timing of development expenditures, as well as analyze available geological, geophysical, production and engineering data. The extent, quality and reliability of this data can vary. Therefore, estimates of natural gas and oil reserves are inherently imprecise. 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, our third party engineers may adjust estimates of proved reserves 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. Because most of our reserve estimates are not based on a lengthy production history and are calculated using volumetric analysis, these estimates are less reliable than estimates based on a lengthy production history.

It should not be assumed that the pre-tax net present value is the current market value of our estimated natural gas and oil reserves. In accordance with requirements of the Securities and Exchange Commission, we base the estimated discounted future net cash flows from proved reserves on prices and costs available on the date of the estimate. Actual future prices and costs may differ materially from those used in the present value estimate.

Share Repurchase Program

In September 2008, the Company s board of directors approved the implementation of 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 will become authorized but unissued shares, and may be issued in the future for general corporate and other purposes. As of January 31, 2009, we have purchased 717,654 shares of our common stock for approximately $33.6 million, at an average price of $46.88 per share. Each share of our common stock represents approximately 21 proved developed Mcfe, using our December 31, 2008 reserve report of 364.1 Bcfe and fully diluted shares at January 31, 2009 of approximately 17.0 million shares. We thus purchased approximately 15.4 Bcfe of reserves at a cost of approximately $2.23 per Mcfe.

Credit Facility

On October 3, 2008, the Company and its wholly-owned subsidiary, 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 available to fund the Company s offshore Gulf of Mexico 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% will be paid on the unused commitment amount.

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Risk Factors

In addition to the other information set forth elsewhere in this Form 10-Q and in our annual report on 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. The risk factors listed below are not all inclusive.

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 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.
- 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 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.

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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 wells in the Gulf of Mexico.

COI and CRC are wholly-owned subsidiaries of the Company, formed for the purpose of drilling and operating exploration wells in the Gulf of Mexico. COI is currently the operator of Eloise North and Grand Isle 72, and CRC is currently the operator for our Dutch and Mary Rose discoveries.

Drilling activities are subject to numerous risks, including the significant risk 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. The risk of significant cost overruns, curtailments, delays, inability to reach our target reservoir and other factors detrimental to drilling and completion operations may be higher due to our inexperience as an operator.

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.

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 even 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, as well as bottom settlement and water 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 to recover our reserves.

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 would 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.

The process of estimating natural gas and oil reserves is complex. 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.

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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 requires economic assumptions relating to matters such as natural gas and oil prices, drilling and o