



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

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

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

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

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

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company  
(Do not check if smaller reporting company)

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

At June 30, 2014, the aggregate market value of the registrant's common stock held by non-affiliates (based upon the closing sale price of shares of such common stock as reported on the NYSE MKT, was \$618 million. As of February 27, 2015, there were 19,155,847 shares of the registrant's common stock outstanding.

Documents Incorporated by Reference

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



CONTANGO OIL & GAS COMPANY AND SUBSIDIARIES

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

TABLE OF CONTENTS

	Page
	<u>Explanatory</u>
	<u>Note</u> 2
	PART IV
<u>Item 15.</u>	<u>Exhibits</u>
	<u>and</u>
	<u>Financial</u>
	<u>Statement</u>
	<u>Schedules</u> 3

## EXPLANATORY NOTE

This Amendment No. 2 to Annual Report on Form 10-K/A amends the Annual Report on Form 10-K for the year ended December 31, 2014 of Contango Oil & Gas Company (“Contango”), which was filed with the Securities and Exchange Commission (“SEC”) on March 3, 2015. This Form 10-K/A is being filed for the purpose of providing a revised summary reserve report as of December 31, 2014 from William M. Cobb & Associates, Inc. (“Cobb”) and a revised summary reserve report as of December 31, 2014 from W.D. Von Gonten and Company (“Von Gonten”).

The revised summary reserve reports provided pursuant to this Amendment No. 2 on Form 10K/A include certain additional disclosures required by Item 1202(a)(8) of Regulation S-K. The reserve, present value and other quantitative estimates provided in such revised reports have not changed from those included in the summary reserve reports filed with Contango’s Annual Report on Form 10-K for the year ended December 31, 2014.

The consents of Cobb and Von Gonten are also filed as an exhibit to this Amendment No. 2 to Annual Report on Form 10-K/A. In addition, this Form 10-K/A includes an updated exhibit index in respect thereof and certifications under Sections 302 and 906 of the Sarbanes-Oxley Act of 2002.

Except as described above, this Amendment No. 2 on Form 10-K/A is not intended to update or modify any other information presented in Contango’s Annual Report on Form 10-K for the year ended December 31, 2014, as originally filed, or in the Amendment No. 1 on Form 10K/A for the year ended December 31, 2014, as filed on March 31, 2015. This Amendment No. 2 does not update or modify in any way the financial position, results of operations, cash flows or related disclosures in Contango’s Annual Report on Form 10-K, and does not reflect events occurring after the Form 10-K’s original filing date of March 3, 2015. Accordingly, this Form 10-K/A should be read in conjunction with Contango’s other filings made with the SEC subsequent to the filing of its Annual Report on Form 10-K for the year ended December 31, 2014.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a) Financial Statements and Schedules:

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

(b) Exhibits:

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

Exhibit

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

3.3	Company. (34) Amendment to the Certificate of Incorporation of Contango Oil & Gas Company. (8)
4.1	Facsimile of common stock certificate of Contango Oil & Gas Company. (1)
4.2	Registration Rights Agreement, dated as of April 29, 2013, among Contango Oil & Gas Company, OCM Crimson Holdings, LLC and OCM GW Holdings, LLC. (24)
10.1	Agreement, dated effective as of September 1, 1999, between Contango Oil & Gas Company and Juneau Exploration, L.L.C. (2)
10.2	Amendment dated August 14, 2000 to agreement between Contango Oil & Gas Company and Juneau Exploration Company, LLC. dated

- 10.3 effective as of  
September 1,  
1999. (4)  
Asset Purchase  
Agreement by  
and among  
Juneau  
Exploration,  
L.P. and  
Contango Oil  
& Gas  
Company dated  
January 4,  
2002. (6)
- 10.4 Asset Purchase  
Agreement by  
and among  
Mark A.  
Stephens, John  
Miller, The  
Hunter  
Revocable  
Trust, Linda G.  
Ferszt, Scott  
Archer and the  
Archer  
Revocable  
Trust and  
Contango Oil  
& Gas  
Company dated  
January 9,  
2002. (7)
- 10.5 Second  
Amended and  
Restated Credit  
Agreement  
dated as of  
October 1,  
2010 among  
Contango Oil  
& Gas  
Company,  
Contango  
Operators, Inc.  
and Amegy  
Bank National  
Association, as  
Administrative  
Agent and  
Letter of Credit

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

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

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

3

---

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

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

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

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

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

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

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

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

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

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

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

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

(25)

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

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

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

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

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

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

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

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

- 23.4 Consent of Grant  
Thronton  
LLP.(34)
- 23.5 Consent of BDO  
USA, LLP. (35)  
Certification of  
Chief Executive  
Officer required  
by Rules 13a-14  
and 15d-14 under  
the Securities  
Exchange Act of  
1934. †
- 31.1

5

---

- 31.2 Certification of Chief Financial Officer required by Rules 13a-14 and 15d-14 under the Securities Exchange Act of 1934. †
- 32.1 Certification of Chief Executive Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. †
- 32.2 Certification of Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. †
- 99.1 Report of William M. Cobb & Associates, Inc. †
- 99.2 Report of Netherland, Sewell & Associates.(34)
- 99.3 Report of W.D. Von Gonten and Company. †
- 99.4 Exaro Energy III LLC Financial Statements as of and for the year ended December 31,

	2014 (Audited). (35)
	Exaro Energy III LLC Financial Statements for the years ended December 31, 2013 and 2012 (Unaudited). (35)
99.5	
101	Interactive Data Files.(34)

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

† Filed herewith

1. Filed as an exhibit to the Company's Form 10-SB Registration Statement, as filed with the Securities and Exchange Commission on October 16, 1998.
2. Filed as an exhibit to the Company's report on Form 10-QSB for the quarter ended September 30, 1999, as filed with the Securities and Exchange Commission on

- November 11,  
1999.
3. Reserved
  4. Filed as an exhibit to the Company's annual report on Form 10-KSB for the fiscal year ended June 30, 2000, as filed with the Securities and Exchange Commission on September 27, 2000.
  5. Filed as an exhibit to the Company's report on Form 8-K, dated December 1, 2000, as filed with the Securities and Exchange Commission on December 15, 2000.
  6. Filed as an exhibit to the Company's report on Form 8-K, dated January 4, 2002, as filed with the Securities and Exchange Commission on January 8, 2002.
  7. Filed as an exhibit to the Company's report on Form 10-QSB for

- the quarter  
ended  
March 31,  
2002, as filed  
with the  
Securities and  
Exchange  
Commission  
on  
February 14,  
2002.
8. Filed as an exhibit to the Company's report on Form 10-QSB for the quarter ended December 31, 2002, dated November 14, 2002, as filed with the Securities and Exchange Commission.
  9. Reserved
  10. Filed as an exhibit to the Company's report on Form 8-K, dated September 2, 2005, as filed with the Securities and Exchange Commission on September 8, 2005.
  11. Filed as an exhibit to the Company's Schedule 14A on Definitive Proxy Statement for 2014, as filed with the Securities and

- Exchange  
Commission  
on April 11,  
2014
12. Filed as an exhibit to the Company's report on Form 8-K, dated October 22, 2009, as filed with the Securities and Exchange Commission on October 28, 2009.
  13. Filed as an exhibit to the Company's report on Form 8-K, dated January 3, 2008, as filed with the Securities and Exchange Commission on January 9, 2008.
  14. Filed as an exhibit to the Company's report on Form 8-K, dated April 3, 2008, as filed with the Securities and Exchange Commission on April 9, 2008.
  15. Filed as an exhibit to the Company's report on Form 10-K for the fiscal year ended June 30, 2008, as filed with the

- Securities and  
Exchange  
Commission  
on August 29,  
2008.
16. Reserved
  17. Reserved
  18. Filed as an  
exhibit to the  
Company's  
report on Form  
8-K, dated  
October 20,  
2010 as filed  
with the  
Securities and  
Exchange  
Commission  
on October 25,  
2010.
  19. Filed as an  
exhibit to the  
Company's  
report on Form  
10-Q for the  
quarter ended  
September 30,  
2010, as filed  
with the  
Securities and  
Exchange  
Commission  
on  
November 9,  
2010.
  20. Filed as an  
exhibit to the  
Company's  
report on Form  
8-K, dated  
May 13, 2011  
as filed with  
the Securities  
and Exchange  
Commission  
on May 18,  
2011.



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

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

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

the  
Securities  
and  
Exchange  
Commission  
on June 14,  
2013.

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

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

34. Filed as an exhibit to the Company's Annual Report on Form 10-K for the year ended December 31, 2014, as filed with the Securities and Exchange Commission on March 3, 2015.
35. Filed as an exhibit to Amendment No. 1 to the Company's Annual Report on Form 10-K/A for the year ended December 31, 2014, as filed with the Securities and Exchange Commission on March 31, 2015.



SIGNATURES

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

CONTANGO OIL & GAS COMPANY

Signature	Title	Date
/s/ ALLAN D. KEEL	Chief Executive Officer (principal executive officer)	February 11, 2016
Allan D. Keel		
/s/ E. JOSEPH GRADY	Chief Financial Officer (principal financial officer)	February 11, 2016
E. Joseph Grady		
/s/ DENISE DUBARD	Chief Accounting Officer (principal accounting officer)	February 11, 2016
Denise DuBard		

POWER OF ATTORNEY

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

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

Signature	Title	Date
/s/ ALLAN D. KEEL	Chief Executive Officer (principal executive officer) and	
Allan D. Keel	Director	February 11, 2016
*		
Joseph J. Romano	Director	February 11, 2016
*		
B. A. Berilgen	Director	February 11, 2016
*		
B. James Ford	Director	February 11, 2016
*		
Ellis L. McCain	Director	February 11, 2016
*		
Charles M. Reimer	Director	February 11, 2016

\*

Steven L. Schoonover Director February 11, 2016

\*

The undersigned, pursuant to a power of attorney executed by each of the directors noted above and previously filed with the Securities and Exchange Commission by signing his name below, does execute and deliver this report on Form 10-K/A on behalf of each of the persons and in such capacities as noted above.

By: /s/ ALLAN D. KEEL .

Allan D. Keel

Attorney-in-fact

9

---