UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q/A

(AMENDMENT NO. 1)

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

For the quarterly period ended March 31, 2007

OR

¨ **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 x No ¨

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

Large accelerated filer ¨ Accelerated filer x Non-accelerated filer ¨

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

The total number of shares of common stock, par value $0.04 per share, outstanding as of May 4, 2007 was 15,952,807.

EXPLANATORY NOTE

Contango Oil & Gas Company (the Company , Contango , we , our , us) is hereby amending its previously filed Quarterly Report on Form 10- for the quarter ended March 31, 2007 (the Original Filing). This Amendment No. 1 (the Amendment) is being filed solely to amend the following items:

- Footnote No. 1 to the Consolidated Financial Statements Summary of Significant Accounting Policies, *Principles of Consolidation,* has been revised to more clearly explain the consolidation policy of our non-wholly owned subsidiaries; and

- Item 2 *Management s Discussion and Analysis of Financial Condition and Results of Operations,* revised to replace the discussion in the Original Filing that was based on activity of continuing and discontinued operations combined, which was presented without differentiation and was inconsistent with the financial statement presentation. The revised discussion focuses on continuing operations apart from discontinued operations in accordance with generally accepted accounting principles (GAAP) and the provisions of Item 303(a) of Regulation S-K. Since we did not have any newly discontinued operations for the nine months ended March 31, 2007, the revisions restate the analysis comparing our more recent activity to that of the corresponding periods of the prior year. Additionally, we are providing expanded disclosures of Management s Discussion and Analysis covering the first and second quarters of the fiscal year ended June 30, 2007 for the same reason, rather than amending the earlier interim reports for such periods.

Other than as specified above, this Amendment does not modify or affect the financial statements in the Original Filing. As a result of this Amendment, the certifications filed as Exhibit 31.1 and Exhibit 32.1 have been re-executed as of the date of this Amendment. This Amendment does not reflect events occurring after the filing of the Original Filing or modify or update the disclosures therein in any way other than as described above. In accordance with Rule 12b-15 promulgated under the Securities Exchange Act of 1934, the complete text of each affected item, as amended, is included herein. Unaffected items have not been repeated in this Amendment.

CONTANGO OIL & GAS COMPANY AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

ASSETS

	March 31, 2007 (Unaudited)	June 30, 2006
CURRENT ASSETS:		
Cash and cash equivalents	$ 2,565,459	$ 10,274,950
Short-term investments		18,472,327
Inventory tubulars	334,797	194,825
Accounts Receivable:		
Trade receivables	5,046,779	481,593
Advances to affiliates	3,884,118	256,180
Joint interest billings receivable	2,252,320	3,422,261
Prepaid capital costs	4,965,752	1,208,299
Other	491,987	202,583
Total current assets	19,541,212	34,513,018
PROPERTY AND EQUIPMENT:		
Natural gas and oil properties, successful efforts method of accounting:		
Proved properties	53,955,718	18,395,015
Unproved properties	30,397,628	23,293,300
Furniture and equipment	231,877	231,877
Accumulated depreciation, depletion and amortization	(2,022,630)	(662,877)
Total property and equipment, net	82,562,593	41,257,315
OTHER ASSETS:		
Cash and other assets held by affiliates	2,516,241	1,054,100
Investment in Freeport LNG Project	3,243,585	3,243,585
Investment in Contango Venture Capital Corporation	6,769,246	4,453,028
Deferred income tax asset	5,625,902	4,455,190
Facility fees and other assets	593,317	408,769
Total other assets	18,748,291	13,614,672
TOTAL ASSETS	$ 120,852,096	$ 89,385,005

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

CONTANGO OIL & GAS COMPANY AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

LIABILITIES AND SHAREHOLDERS EQUITY

	March 31, 2007 (Unaudited)	June 30, 2006
CURRENT LIABILITIES:		
Accounts payable	$ 4,376,365	$ 1,041,505
Joint interest advances	602,457	5,638,600
Accrued exploration and development	9,878,601	8,278,245
Advances from affiliates	2,357,271	194,862
Debt of affiliates	8,540,091	
Other accrued liabilities	1,750,182	1,026,743
Total current liabilities	27,504,967	16,179,955
LONG-TERM DEBT	30,000,000	10,000,000
ASSET RETIREMENT OBLIGATION	862,344	665,458
SHAREHOLDERS EQUITY:		
Convertible preferred stock, 6%, Series D, $0.04 par value, 4,000 shares authorized, 2,000 shares issued and outstanding at June 30, 2006, liquidation preference of $10,000,000 at $5,000 per share		80
Common stock, $0.04 par value, 50,000,000 shares authorized, 18,527,807 shares issued and 15,952,807 outstanding at March 31, 2007, 17,574,085 shares issued and 14,999,085 outstanding at June 30, 2006,	741,111	702,961
Additional paid-in capital	46,615,497	45,105,504
Accumulated other comprehensive income	1,105,857	
Treasury stock at cost (2,575,000 shares)	(6,180,000)	(6,180,000)
Retained earnings	20,202,320	22,911,047
Total shareholders equity	62,484,785	62,539,592
TOTAL LIABILITIES AND SHAREHOLDERS EQUITY	$ 120,852,096	$ 89,385,005

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

CONTANGO OIL & GAS COMPANY AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited)

	Three Months Ended March 31, 2007	Three Months Ended March 31, 2006	Nine Months Ended March 31, 2007	Nine Months Ended March 31, 2006
REVENUES:				
Natural gas and oil sales	$ 5,416,020	$ 123,199	$ 7,458,733	$ 315,274
Total revenues	5,416,020	123,199	7,458,733	315,274
EXPENSES:				
Operating expenses (credits)	280,302	5,512	557,953	(11,216)
Exploration expenses	253,741	152,011	1,151,211	978,682
Depreciation, depletion and amortization	1,050,200	11,909	1,554,583	99,032
Impairment of natural gas and oil properties		419,918	192,109	419,918
General and administrative expenses	2,371,076	1,061,518	4,900,017	3,083,492
Total expenses	3,955,319	1,650,868	8,355,873	4,569,908
INCOME (LOSS) FROM CONTINUING OPERATIONS BEFORE OTHER INCOME (EXPENSES) AND INCOME TAXES	1,460,701	(1,527,669)	(897,140)	(4,254,634)
OTHER INCOME (EXPENSE):				
Interest expense (net of interest capitalized)	(739,510)	(93)	(1,297,415)	(285)
Interest income	231,253	165,946	638,395	565,314
Gain (loss) on sale of assets and other	(677,580)	(18,519)	(1,994,265)	223,167
INCOME (LOSS) FROM CONTINUING OPERATIONS BEFORE INCOME TAXES	274,864	(1,380,335)	(3,550,425)	(3,466,438)
Benefit (provision) for income taxes	(96,152)	524,792	1,156,420	1,326,191
INCOME (LOSS) FROM CONTINUING OPERATIONS	178,712	(855,543)	(2,394,005)	(2,140,247)
DISCONTINUED OPERATIONS (Note 5)				
Discontinued operations, net of income taxes		1,754,965		3,032,583
NET INCOME (LOSS)	178,712	899,422	(2,394,005)	892,336
Preferred stock dividends	22,222	150,000	314,722	451,000
NET INCOME (LOSS) ATTRIBUTABLE TO COMMON STOCK	$ 156,490	$ 749,422	$ (2,708,727)	$ 441,336
NET INCOME (LOSS) PER SHARE:				
Basic				
Continuing operations	$ 0.01	$ (0.07)	$ (0.18)	$ (0.18)
Discontinued operations		0.12		0.21
Total	$ 0.01	$ 0.05	$ (0.18)	$ 0.03
Diluted				
Continuing operations	$ 0.01	$ (0.07)	$ (0.18)	$ (0.18)
Discontinued operations		0.12		0.21

Total	$ 0.01	$ 0.05	$ (0.18)	$ 0.03
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING:				
Basic	15,759,324	14,865,965	15,262,085	14,675,586
Diluted	16,068,154	14,865,965	15,262,085	14,675,586

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

CONTANGO OIL & GAS COMPANY AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

	Nine Months Ended March 31, 2007	Nine Months Ended March 31, 2006
CASH FLOWS FROM OPERATING ACTIVITIES:		
Loss from continuing operations	$ (2,394,005)	$ (2,140,247)
Plus income from discontinued operations, net of income taxes		3,032,583
Net loss	(2,394,005)	892,336
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Depreciation, depletion and amortization	1,554,583	1,065,766
Impairment of natural gas and oil properties	192,109	419,918
Exploration expenditures	665,783	1,759,438
Deferred income taxes	(1,766,174)	538,905
Tax benefit from exercise of stock option	(157,760)	(414,854)
Stock-based compensation	1,158,069	599,695
Loss (gain) on sale of assets and other	2,009,165	(1,081,271)
Changes in operating assets and liabilities:		
Decrease (increase) in accounts receivable and other	(4,565,186)	240,789
Increase in notes receivable	(783,824)	
Increase in prepaid insurance	(290,275)	(59,594)
Increase in interest receivable	(114,282)	
Increase in inventory	(139,972)	
Increase (decrease) in accounts payable and advances from joint owners	(1,701,283)	537,528
Increase in other accrued liabilities	344,088	294,698
Increase (decrease) in income taxes payable	157,760	(1,177,985)
Other	(14,900)	(38,474)
Net cash provided by (used in) operating activities	(5,846,104)	3,576,895
CASH FLOWS FROM INVESTING ACTIVITIES:		
Natural gas and oil exploration and development expenditures	(40,030,977)	(21,783,141)
Decrease (increase) in net investment in affiliates	(14,960,566)	26,634
Investment in Freeport LNG Project		(236,834)
Sale of short-term investments, net	18,472,327	15,587,387
Additions to furniture and equipment	(23,025)	(18,370)
Sale of assets	7,000,000	1,744,215
Decrease in advances to operators		1,802,906
Investment in Contango Venture Capital Corporation	(600,000)	(708,021)
Acquisition of overriding royalty interests		(1,000,000)
Acquisition of Republic Exploration LLC and Contango Offshore Exploration interests		(7,500,000)
Net cash used in investing activities	(30,142,241)	(12,085,224)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Borrowings under credit facility	20,000,000	
Borrowings by affiliates	8,540,091	
Proceeds from preferred equity issuances, net of issuance costs		9,616,438
Preferred stock dividends	(314,722)	(451,000)
Repurchase/cancellation of stock options	(202,521)	

Tax benefit from exercise/cancellation of stock option		157,760		414,854
Proceeds from exercised options, warrants and others		434,755		1,535,880
Debt issuance costs		(336,509)		
Net cash provided by financing activities		28,278,854		11,116,172
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS		(7,709,491)		2,607,843
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD		10,274,950		3,985,775
CASH AND CASH EQUIVALENTS, END OF PERIOD	$	2,565,459	$	6,593,618
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:				
Cash paid for taxes	$	451,993	$	945,816
Cash paid for interest	$	1,657,488	$	285

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

CONTANGO OIL & GAS COMPANY AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF SHAREHOLDERS EQUITY

(Unaudited)

						For the Nine Months Ended March 31, 2007				
	Preferred Stock		Common Stock			Accumulated Other			Total	
	Shares	Amount	Shares	Amount	Paid-in Capital	Comprehensive Income	Treasury Stock	Retained Earnings	Shareholders Equity	Comprehensive Income
Balance at June 30, 2006	2,000	$ 80	14,999,085	$ 702,961	$ 45,105,504	$	$ (6,180,000)	$ 22,911,047	$ 62,539,592	
Issuance of common stock			16,750	670	81,268				81,938	
Expense of stock options					147,222				147,222	
Repurchase/cancellation of stock options, net of tax benefit					(152,508)				(152,508)	
Net loss								(255,856)	(255,856)	
Preferred stock dividends								(150,000)	(150,000)	
Comprehensive income										$
Balance at September 30, 2006	2,000	80	15,015,835	703,631	45,181,486		(6,180,000)	22,505,191	62,210,388	
Conversion of Series D preferred shares	(100)	(4)	41,666	1,667	(1,663)					
Exercise of stock options			4,000	160	50,170				50,330	
Tax benefit from exercise of stock options					2,825				2,825	
Issuance of common stock			8,416	337	71,704				72,041	
Cashless exercise of stock options			726	29	(29)					
Expense of stock options					147,222				147,222	
Net loss								(2,316,861)	(2,316,861)	
Preferred stock dividends								(142,500)	(142,500)	
Comprehensive income										$
Balance at December 31, 2006	1,900	76	15,070,643	705,824	45,451,715		(6,180,000)	20,045,830	60,023,445	
Conversion of Series D preferred shares	(1,900)	(76)	791,664	31,667	(31,591)					
Exercise of stock options			90,500	3,620	380,805				384,425	
Tax benefit from exercise of stock options					121,041				121,041	

Cancellation of options and warrants			(16,119)				(16,119)	
Expense of stock options			709,646				709,646	
Net income						178,712	178,712	178,712
Preferred stock dividends						(22,222)	(22,222)	
Unrealized gain on available-for-sale securities				1,105,857			1,105,857	1,105,857
Comprehensive income								$ 1,284,569
Balance at March 31, 2007	$ 15,952,807	$ 741,111	$ 46,615,497	$ 1,105,857	$ (6,180,000)	$ 20,202,320	$ 62,484,785	

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

CONTANGO OIL & GAS COMPANY AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The accompanying unaudited consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America 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 accounting principles generally accepted in the United States of America 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. Certain prior year amounts have been reclassified to conform to the current year presentation. 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, 2006. The results of operations for the three and nine months ended March 31, 2007 are not necessarily indicative of the results that may be expected for the fiscal year ending June 30, 2007.

1. Summary of Significant Accounting Policies

The application of generally accepted accounting principles 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 cost center by cost center basis using the unit of production method, with lease acquisition costs amortized over total proved reserves and other costs amortized over proved developed reserves.

When circumstances indicate that proved properties may be impaired, the Company compares expected undiscounted future 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. Approximately $0.2 million of impairment was reported for the nine months ended March 31, 2007 which was attributable to a write-down of costs relating to the Alta-Ellis #1 well in December 2006.

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 classified its $11.6 million property sale effective April 1, 2006, and its $2.0 million property sale effective February 1, 2006, as discontinued operations. An integral and on-going part of our business strategy is to sell our proved reserves from time to time in order to generate additional capital to reinvest in our onshore and offshore exploration programs. Thus, it is our intent to remain an independent natural gas and oil company engaged in the exploration, production, and acquisition of natural gas and oil.

CONTANGO OIL & GAS COMPANY AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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 March 31, 2007, the Company had $2,565,459 in cash and cash equivalents, of which $665,483 was invested in highly liquid AAA-rated tax-exempt money market funds.

Short Term Investments. As of March 31, 2007, the Company had no money invested in a portfolio of periodic auction reset (PAR) securities, which typically have coupons that periodically reset to market interest rates at intervals ranging from 7 to 35 days. These PAR securities are ordinarily classified as short term investments and consist of AAA-rated tax-exempt municipal bonds. PAR securities are highly liquid and have minimal interest rate risk.

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. Exploration and development subsidiaries not wholly owned, such as 42.7% owned Republic Exploration LLC (REX), 50% owned Magnolia Offshore Exploration LLC (MOE), and 76.0% owned Contango Offshore Exploration LLC (COE) are not controlled by the Company and are proportionately consolidated.

Upon the formation of REX and MOE, Contango was the only owner that contributed cash, and under the terms of the respective limited liability company agreements, was entitled to all of the ventures assets and liabilities until the ventures expended all of the Company s initial cash contribution. The Company therefore consolidated 100% of the ventures net assets and results of operations. During the quarter ended December 31, 2002, both REX and MOE completed exploration activities to fully expend the Company s initial cash contribution, thereby enabling each owner to share in the net assets of the venture based on their stated ownership percentages. Commencing with the quarter ended December 31, 2002, the Company began consolidating 33.3% and 50.0% of the net assets and results of operations of REX and MOE, respectively. The reduction of our ownership in the net assets of REX and MOE resulted in a non-cash exploration expense of approximately $4.2 million and $0.2 million, respectively. The other owners of REX contributed seismic data and related geological and geophysical services, while the other owner of MOE contributed geological and geophysical services in exchange for its ownership interest.

Upon the formation of COE, Contango was the only owner that contributed cash, but by agreement, the owners in COE immediately shared in the net assets of COE, including the Company s initial cash contribution, based on their stated ownership percentages. The Company therefore consolidated 66.6% of the venture s net assets and results of operations. The other owner of COE contributed geological and geophysical services in exchange for its ownership interest.

On September 2, 2005, the Company purchased an additional 9.4% ownership interest in each of REX and COE. Both interests were purchased from an existing owner, which prior to the sale, owned 33.3% of each of the two subsidiaries. As a result of these two purchases, the Company s equity ownership interest in REX has increased from 33.3% to 42.7% and in COE from 66.6% to 76.0%. On September 2, 2005, an independent third party also purchased a 9.4% interest in each of REX and COE and the selling owner s ownership interest thus decreased from 33.3% to 14.6% in each such entity.

Contango s 10% limited partnership interest in Freeport LNG Development, L.P. (Freeport LNG) is accounted for at cost. As a 10% limited partner, the Company has no ability to direct or control the operations or management of the general partner.

Contango s 32% ownership in Contango Capital Partnership Management, LLC (CCPM), Contango s 25% limited partnership interest in Contango Capital Partners, L.P. (CCPLP) and Contango s 33% ownership of Moblize Inc. (Moblize) are accounted for using the equity method. Under the equity method, only Contango s investment in and amounts due to and from the equity investee are included in the consolidated balance sheet.

CONTANGO OIL & GAS COMPANY AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

CCPLP formed the Contango Capital Partners Fund, LP (the Fund) in January 2005. The Fund owns equity interests in a portfolio of alternative energy companies. The Fund marks these equity interests to market according to fair market values on a quarterly basis.

Contango s investments in Gridpoint, Inc. (Gridpoint) 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.

Contango s investment in Trulite, Inc. (Trulite) is accounted for in accordance with SFAS No. 115 (SFAS 115) Accounting for Certain Investments in Debt and Equity Securities . SFAS 115 applies to preferred stock and common stock, if ownership is less than 20%, or if ownership exceeds 20% but effective control (significant influence) is lacking. It is not applicable to investments under the equity method. Due to the nature and objective of our investment in Trulite, these securities are classified as available-for-sale securities under SFAS 115. Any unrealized gains or losses while marking these securities to market are reflected as a component of other comprehensive income at March 31, 2007.

Recent Accounting Pronouncements. In February 2007, the FASB issued SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities Including an Amendment of FASB Statement No. 115. This pronouncement permits entities to use the fair value method to measure certain financial assets and liabilities by electing an irrevocable option to use the fair value method at specified election dates. After election of the option, subsequent changes in fair value would result in the recognition of unrealized gains or losses as period costs during the period the change occurred. SFAS No. 159 becomes effective as of the beginning of the first fiscal year that begins after November 15, 2007, with early adoption permitted. However, entities may not retroactively apply the provisions of SFAS No. 159 to fiscal years preceding the date of adoption. We are currently evaluating the impact that SFAS No. 159 may have on our financial position, results of operations or cash flows.

In September 2006, the Financial Accounting Standards Board (FASB) issued SFAS No. 157, Fair Value Measurements. SFAS No. 157 defines fair value, establishes a framework for measuring fair value under Generally Accepted Accounting Principles and requires enhanced disclosures about fair value measurements. It does not require any new fair value measurements. SFAS No. 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. We do not expect SFAS No. 157 to have a material impact on the Company.

In July 2006, the FASB issued FASB Interpretation No. 48 (FIN 48), Accounting for Uncertainty in Income Taxes, an interpretation of FASB Statement No. 109 . FIN 48 clarifies the accounting for uncertainty in income taxes recognized in a company s financial statements in accordance with SFAS No. 109, Accounting for Income Taxes. It prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The interpretation also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. FIN 48 is effective for fiscal years beginning after December 15, 2006. We are currently evaluating the provisions of FIN 48 and assessing the impact, if any, it may have on our financial position and results of operations.

CONTANGO OIL & GAS COMPANY AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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 options-pricing model. Effective July 1, 2005, the Company adopted SFAS No. 123 (revised 2004) (SFAS 123(R)), Share-Based Payment . Prior to the adoption of SFAS 123(R), the Company presented all benefits from the exercise of share-based compensation as operating cash flows in the statement of cash flows. 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 with the following weighted-average assumptions used for grants during the quarters ended March 31, 2007 and 2006, respectively: (i) risk-free interest rates of 5.0 and 4.5 percent; (ii) expected lives of five years; (iii) expected volatility of 56 percent and 40 percent and (iv) expected dividend yield of zero percent.

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. Restricted stock awards generally vest over a period of three years. Grants of service based restricted stock awards are valued at our common stock price at the date of grant. During the nine months ended March 31, 2007, the Company granted 16,750 shares of restricted stock to its employees, and 8,416 shares of restricted stock to its Board of Directors as part of its annual compensation. The shares of restricted stock granted to the Board of Directors vest over a period of one year.

On February 7, 2007, the Company granted 200,000 options to the Chairman and CEO at a fair value of $11.25 per option, to be expensed over the vesting period. During the nine months ended March 31, 2007 and 2006, the Company recorded stock-based compensation charges of $1,158,069 and $599,695 to general and administrative expense, respectively.

2. Natural Gas and Oil Exploration Risk

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

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

3. Credit Risk

The majority of the Company s revenues for the three and nine months ended March 31, 2007 resulted from oil and gas sales to a single customer, Cokinos Energy Corporation. The receivables associated with these revenues are secured with letters of credit. We believe the loss of this purchaser would not have a material effect on our financial position or results of operation since there are numerous potential purchasers of our production.

CONTANGO OIL & GAS COMPANY AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

4. Sale of Properties Continuing Operations

In December 2006, Contango Operators, Inc. (COI), a wholly-owned subsidiary of the Company, completed the sale of its 25% working interest in the Grand Isle 72 well (Liberty) to an independent oil and gas company for $7.0 million. The sold property had reserves of approximately 1.9 billion cubic feet equivalent (Bcfe), net to COI. The Company recognized a loss of approximately $2.0 million for the nine months ended March 31, 2007 as a result of this sale. The Company continues to have an interest in Grand Isle 72 via its investment in COE.

5. Sale of Properties Discontinued Operations

On March 24, 2006, the Company s Board of Directors approved the sale of all of the Company s onshore producing assets in Texas and Alabama for an aggregate purchase price of $11.6 million. These properties were held by Contango STEP, L.P. (STEP), an indirect wholly-owned subsidiary of the Company. The sale was completed in June 2006 pursuant to a purchase and sale agreement. The sold properties had net reserves of approximately 203 thousand barrels of oil and 849 million cubic feet (MMcf) of gas, or 2.1 Bcfe. The Company recognized a pre-tax gain of $6.2 million for the year ended June 30, 2006. This sale has been classified as discontinued operations in our financial statements for all periods presented.

In March 2006, the Company completed the sale of its interest in a producing well in Zapata County, Texas to an independent oil and gas company for approximately $2.0 million. Approximately 227 MMcf of proven reserves were sold. Pre-tax proceeds after netting adjustments were $2.0 million. The Company recognized a pre-tax gain on sale of $1.0 million for the year ended June 30, 2006. This sale has been classified as discontinued operations in our financial statements for all periods presented.

The Company did not have any discontinued operations for the three or nine months ended March 31, 2007. The summarized financial results for discontinued operations for the periods ended March 31, 2006 are as follows:

Operating Results :

	Three Months Ended March 31, 2007	Three Months Ended March 31, 2006	Nine Months Ended March 31, 2007	Nine Months Ended March 31, 2006
Revenues	$	$ 1,555,134	$	$ 4,377,017
Operating credits		466,362*		1,266,320
Exploration expenses				(1,093,139)
Depreciation, depletion and amortization		(380,000)		(966,734)
Gain on sale of discontinued operations		1,058,450		1,082,048
Gain before income taxes	$	$ 2,699,946	$	$ 4,665,512
Provision for income taxes		(944,981)		(1,632,929)
Gain from discontinued operations, net of income taxes	$	$ 1,754,965	$	$ 3,032,583

* Credits due to severance tax refunds

CONTANGO OIL & GAS COMPANY AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the three and nine months ended March 31, 2006, operating expenses from discontinued operations resulted in a net credit of $466,362 and $1,266,320, respectively. The net credits were attributable to credits issued for previously paid severance taxes. The Railroad Commission of Texas allows for a severance tax reduction on tight sand gas wells. As a result, some of our properties sold in fiscal year 2005 were eligible for severance tax reduction. By contractual agreement, revenues and expenses prior to July 1, 2004, the effective date of the sale, accrue to us.

CONTANGO OIL & GAS COMPANY AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

6. Net Income (Loss) Per Common Share

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

	Three Months Ended March 31, 2007			Three Months Ended March 31, 2006		
	Income	Weighted Average Shares	Per Share	Income (Loss)	Weighted Average Shares	Per Share
Income (loss) from continuing operations including preferred dividends	$ 156,490	15,759,324	$ 0.01	$ (1,005,543)	14,865,965	$ (0.07)
Discontinued operations, net of income taxes	$		$	$ 1,754,965	14,865,965	$ 0.12
Basic Earnings per Share:						
Net income (loss) attributable to common stock	$ 156,490	15,759,324	$ 0.01	$ 749,422	14,865,965	$ 0.05
Effect of Potential Dilutive Securities:						
Stock options		308,830			(a)	
Series D preferred stock	(a)	(a)		(a)	(a)	
Income (loss) from continuing operations including preferred dividends	$ 156,490	16,068,154	$ 0.01	$ (1,005,543)	14,865,965	$ (0.07)
Discontinued operations, net of income taxes	$		$	$ 1,754,965	14,865,965	$ 0.12
Diluted Earnings per Share:						
Net income attributable to common stock	$ 156,490	16,068,154	$ 0.01	$ 749,422	14,865,965	$ 0.05
Anti-dilutive Securities:						
Shares assumed not issued from options to purchase common shares as income from continuing operations was in a loss position for the period	$		$	$	952,000	$ 7.87
Series D preferred stock	$ 22,222	140,740	$ 0.16	$ 150,000	833,333	$ 0.18

(a) Anti-dilutive.

	Nine Months Ended March 31, 2007			Nine Months Ended March 31, 2006		
	Loss	Weighted Average Shares	Per Share	Income (Loss)	Weighted Average Shares	Per Share
Loss from continuing operations including preferred dividends	$ (2,708,727)	15,262,085	$ (0.18)	$ (2,591,247)	14,675,586	$ (0.18)
Discontinued operations, net of income taxes			$	3,032,583	14,675,586	0.21
Basic Earnings per Share:						
Net income (loss) attributable to common stock	$ (2,708,727)	15,262,085	$ (0.18)	$ 441,336	14,675,586	$ 0.03

Effect of Potential Dilutive Securities:						
Stock options		(a)			(a)	
Series D preferred stock	(a)	(a)		(a)	(a)	
Loss from continuing operations including preferred dividends	$ (2,708,727)	15,262,085	$ (0.18)	$ (2,591,247)	14,675,586	$ (0.18)
Discontinued operations, net of income taxes				3,032,583	14,675,586	0.21
Diluted Earnings per Share:						
Net loss attributable to common stock	$ (2,708,727)	15,262,085	$ (0.18)	$ 441,336	14,675,586	$ 0.03
Anti-dilutive Securities:						
Shares assumed not issued from options to purchase common shares as income from continuing operations was in a loss position for the period	$		$	$	952,000	$ 7.87
Series C preferred stock (converted during the period)	$		$	$ 21,000	1,166,667	$ 0.02
Series D preferred stock	$ 314,722	833,330	$ 0.38	$ 430,000	791,667	$ 0.54

(a) Anti-dilutive.

CONTANGO OIL & GAS COMPANY AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

7. Acquisition of Interest in Partially-Owned Subsidiaries and Overriding Royalties

On September 2, 2005, we purchased an additional 9.4% ownership interest in each of our two partially-owned offshore Gulf of Mexico exploration subsidiaries, REX for $5.6 million and COE for $1.9 million, for a total expenditure of $7.5 million. Both interests were purchased from Juneau Exploration, L.P. (JEX), which prior to the sale, owned 33.3% of each of the two subsidiaries. As a result of these two purchases, the Company s equity ownership interest in REX has increased from 33.3% to 42.7% and in COE from 66.6% to 76.0%. The purchases were financed from the Company s existing cash on hand. An independent third party also purchased a 9.4% interest in each of REX and COE from JEX for the same total purchase price of $7.5 million. JEX will continue in its capacity as the managing member of both REX and COE and following these two sales, now owns a 14.6% interest in each of REX and COE.

The purchase price paid in excess of the subsidiaries net assets acquired (purchase price allocation) was allocated to the various assets owned by the subsidiaries during the quarter ended September 30, 2005. These assets include planned drilling commitments, unevaluated exploration blocks, and proven developed producing properties. A significant portion of the purchase price allocation was allocated to our Eugene Island 10 (Dutch) and Grand Isle 63/72/73 (Liberty) exploration prospects.

On November 7, 2005, the Company, in a separate transaction, also acquired certain overriding royalty interests in REX, COE and MOE offshore prospects for the purchase price of $1.0 million.

8. Series D Perpetual Cumulative Convertible Preferred Stock

On July 15, 2005, we sold $10.0 million of our Series D preferred stock to a group of private investors. The Series D preferred stock is perpetual and cumulative, is senior to our common stock and is convertible at any time into shares of our common stock at a price of $12.00 per share. The dividend on the Series D preferred stock can be paid quarterly in cash at a rate of 6.0% per annum or paid-in-kind at a rate of 7.5% per annum. Our registration statement filed with the Securities and Exchange Commission, covering the 833,330 shares of common stock issuable upon conversion of the Series D preferred stock, became effective on October 26, 2005. Net proceeds associated with the private placement of the Series D preferred stock was $9,616,438, net of stock issuance costs.

In November 2006, two Series D preferred stockholders voluntarily elected to convert a total of 100 shares of Series D preferred stock to 41,666 shares of common stock, par value $0.04 per share. The converted shares of Series D preferred stock had a face value of $0.5 million.

On January 15, 2007, we exercised our mandatory conversion rights pursuant to the terms of our Series D preferred stock, and converted all of the remaining 1,900 shares of our Series D preferred stock issued and outstanding into 791,664 shares of our common stock. The outstanding shares of the Series D preferred stock had a face value of $9.5 million.

CONTANGO OIL & GAS COMPANY AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

9. Contango Venture Capital Corporation

As of March 31, 2007, Contango Venture Capital Corporation (CVCC), our wholly-owned subsidiary, held a direct investment in three alternative energy portfolio companies Gridpoint, Inc., Moblize Inc. and Trulite Inc. Our investment in Gridpoint is less than 20% and we account for this investment under the cost method. Our investment in Moblize rose above 20% during the three months ended September 30, 2006 when the Company exercised its right pursuant to two warrants, to purchase additional shares of the company. We account for this investment under the equity method. Trulite is a publicly traded company. We account for this investment in accordance with SFAS No. 115 (SFAS 115) Accounting for Certain Investments in Debt and Equity Securities .

Gridpoint, Inc. As of March 31, 2007, CVCC had invested approximately $1.0 million in Gridpoint in exchange for 333,333 shares of Gridpoint preferred stock, which represents an approximate 1.8% ownership interest. Gridpoint s intelligent energy management products ensure clean, reliable power, increase energy efficiency, and integrate renewable energy. With Gridpoint, home and business owners can automatically protect themselves from power outages, manage their energy online and reduce their carbon footprint.

Moblize Inc. As of March 31, 2007, CVCC had invested $1.2 million in Moblize in exchange for 648,648 shares of Moblize convertible preferred stock, which represents an approximate 33% ownership interest. Moblize develops real time diagnostics and field optimization solutions for the oil and gas and other industries using open-standards based technologies. Moblize has deployed its technology on our Grand Isle 72 well which allows COI to remotely monitor, control and record, in real time, daily production volumes. Moblize is continuing to deploy its technology on oil fields near Houston belonging to Chevron U.S.A. Inc. and on other COI operated wells.

Trulite, Inc. As of March 31, 2007, CVCC had invested $0.9 million in Trulite in exchange for 2,001,014 shares of Trulite common stock, which represents an approximate 17% ownership interest. Trulite develops lightweight hydrogen generators for fuel cell systems, and recently began trading publicly on over the counter bulletin boards under the stock symbol TRUL.OB . As a result, we mark-to-market our investment in Trulite based on public pricing. At March 31, 2007, our investment in Trulite had a mark-to-market value of approximately $2.6 million.

As of March 31, 2007, CVCC owned 25% of Contango Capital Partners Fund, L.P. (the Fund). The Fund currently holds a direct investment in two alternative energy companies Protonex Technology Corporation (Protonex) and Jadoo Power Systems (Jadoo). We account for our investment in the Fund under the equity method. The Fund, however, accounts for its investment in Protonex in accordance with SFAS 115, and accounts for its investment in Jadoo at fair value in accordance with the AICPA Audit and Accounting Guide, Investment Companies .

Protonex Technology Corporation. As of March 31, 2007, the Fund had invested $1.5 million in Protonex in exchange for 2,400,000 shares of Protonex stock, which represents an approximate 7% ownership interest. Protonex provides long-duration portable and remote power sources with a focus on providing solutions to the U.S. military and supplies complete power solutions and application engineering services to original equipment manufacturer s customers. Protonex trades its common shares on the AIM market of the London Stock Exchange under the stock symbol PTX.L . As a result, the Fund marks-to-market its investment in Protonex based on public pricing. At March 31, 2007, the Fund s investment in Protonex had a mark-to-market value of approximately $4.4 million.

Jadoo Power Systems. As of March 31, 2007, the Fund has invested approximately $1.2 million and owns 2,200,000 shares of Jadoo stock, which represents an approximate 5% ownership interest. Jadoo develops high energy density power products for the law enforcement, military and electronic news gathering applications. As of March 31, 2007, the Fund s investment in Jadoo had a valuation of approximately $1.2 million.

CONTANGO OIL & GAS COMPANY AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

10. Long-Term Debt

On January 30, 2007, the Company completed the arrangement of a new $30.0 million secured term loan agreement with a private investment firm (the Term Loan Agreement). The Term Loan Agreement is secured with substantially all the assets of the Company, except for the stock of Contango Sundance, Inc. (Sundance), our wholly-owned subsidiary. As of March 31, 2007, the Company had borrowed $10.0 million under the Term Loan Agreement. Borrowings under the Term Loan Agreement bear interest at 30 day LIBOR plus 5.0%. Accrued interest is due monthly. The principal is due December 31, 2008, but we may prepay at any time with no prepayment penalty. An arrangement fee of 1%, or $300,000, was paid in connection with the term loan. Additionally, we pay a non-use fee in the amount of 0.50% per annum multiplied by such non-funded amount.

The Company has $20.0 million outstanding under a three-year $20.0 million secured term loan facility with The Royal Bank of Scotland plc (the RBS Facility). The RBS Facility is secured with the stock of Sundance. Sundance owns a 10% limited partnership interest in Freeport LNG, which owns the Freeport LNG facility. Borrowings under the RBS Facility bear interest, at the Company s option, at either (i) 30 day LIBOR, (ii) 60 day LIBOR, (iii) 90 day LIBOR or (iv) 6 month LIBOR, all plus 6.5%. Interest is due at the end of the LIBOR period chosen. The principal is due April 27, 2009, but we may prepay after April 27, 2008 with no prepayment penalty.

Both the Term Loan Agreement and the RBS Facility require a minimum level of working capital and contain certain negative covenants that, among other things, restrict or limit our ability to incur indebtedness, sell certain assets, and pay dividends. Failure to maintain required working capital or comply with certain covenants in the Term Loan Agreement and RBS Facility could result in a default and acceleration of all indebtedness under such credit facilities. As of March 31, 2007, the Company was in compliance with its financial covenants, ratios and other provisions of the Term Loan Agreement and RBS Facility.

On December 14, 2006, the Company terminated its $0.1 million credit facility with Guaranty Bank, FSB. The Company had no debt outstanding under this credit facility at the time of termination and was in compliance with its financial covenants, ratios and other provisions.

11. Related Party Transactions

In the ordinary course of business, the Company contracted with Moblize to install equipment that will allow COI to remotely monitor, control and record, in real time, daily production volumes from the Grand Isle 72 well. For the nine months ended March 31, 2007, the Company paid approximately $48,000 to Moblize for such services.

On October 26, 2006, REX executed a Demand Promissory Note (the REX Note) with a private investment firm which is non-recourse to Contango. Under the terms of the REX Note, REX can borrow up to $50.0 million at a per annum rate of 11.5% for the first advance, and a per annum rate of LIBOR plus 6.0% for each additional advance. All advances are payable in full on the earlier of October 26, 2008 or upon demand. As of March 31, 2007, REX had borrowed $20.0 million under the REX Note. The Company is not a party to or guarantor of the REX Note, but as a result of our proportionate consolidation of REX, $8.5 million is reflected as a current liability on our balance sheet as of March 31, 2007. The REX Note is secured by substantially all the assets of REX including the production attributable to REX from our Dutch and Mary Rose exploration discovery in the Gulf of Mexico. For the nine months ended March 31, 2007, the Company s proportionate share of such interest expense was approximately $264,000.

In August 2006, the Company loaned $125,000 to Trulite under a Promissory Note (the First Trulite Note). The First Trulite Note bears interest at a per annum rate of 11.25% until February 9, 2007, at which point the per annum rate will change to prime rate plus three percentage points until May 1, 2007, which is when the Trulite Note plus all accrued and unpaid interest is due. On November 21, 2006, the Company loaned an additional $400,000 to Trulite under a second Promissory Note (the Second Trulite Note). The Second Trulite Note bears

CONTANGO OIL & GAS COMPANY AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

interest at a per annum rate of 11.25% until April 24, 2007, at which point the per annum rate will change to prime rate plus three percentage points until July 22, 2007, which is when the Second Trulite Note plus all accrued and unpaid interest is due. On February 12, 2007, the Company loaned an additional $240,000 to Trulite under a third Promissory Note (the Third Trulite Note , and together with the First Trulite Note and Second Trulite Note, collectively, the Trulite Notes). The Third Trulite Note bears interest at a per annum rate of 11.25% until August 5, 2007, at which point the per annum rate will change to prime rate plus three percentage points until October 31, 2007, which is when the Third Trulite Note plus all accrued and unpaid interest is due. For the nine months ended March 31, 2007, the Company earned approximately $30,000 in interest income from the Trulite Notes.

On March 31, 2006, COE executed a Promissory Note (the COE Note) to the Company to finance its share of development costs in Grand Isle 72, in the aggregate principal amount of up to $2.8 million. The COE Note is payable upon demand and bears interest at a per annum rate of 10%. On March 20, 2007, the aggregate principal amount was increased to $3.75 million. As of March 31, 2007, the outstanding principal balance under the COE Note was $3.0 million. For the nine months ended March 31, 2007, the amount of accrued interest thereon was approximately $94,000.

In July 2006, the Company purchased options from one of the members of the Board of Directors for $91,190. We do not have a publicly announced program to repurchase shares of our common stock.

12. Subsequent Events

On April 24, 2007, the aggregate principal amount of the COE Note was increased to $5.0 million. On the same day, COE borrowed an additional $0.8 million from the Company, bringing the outstanding principal balance under the COE Note to $3.8 million as of May 4, 2007.

On April 9, 2007, the Company borrowed an additional $5.0 million under the Term Loan Agreement. The Company s total debt obligation under the Term Loan Agreement was $15.0 million as of May 4, 2007.

On April 5, 2007, the Company entered into a subscription agreement, as amended from time to time (the Subscription Agreement) with Trulite, whereby both parties agreed to convert the aggregate principal balance of $765,000 in Trulite Notes and all accrued but unpaid interest into shares of Trulite common stock. The number of shares to be issued is dependant upon the average closing sale price for the common stock as determined pursuant to Subscription Agreement, and will take place once Trulite has a specified number of shares outstanding, as detailed in the Subscription Agreement.

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.

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, 2006, 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 expressions identify forward-looking statements and express our expectations about future events. These include such matters as:

Our financial position

Business strategy and budgets