

Edgar Filing: CONTANGO OIL & GAS CO - Form SC 13G

CONTANGO OIL & GAS CO
Form SC 13G
December 30, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)1

Contango Oil & Gas Company

(Name of Issuer)

Common Stock, Par Value \$0.04 per Share

(Title of Class of Securities)

21075N105

(CUSIP Number)

December 20, 2002

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

1 The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 21075N105

13G

Page 2 of 22 Pages

- 1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

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MORGAN STANLEY

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

| | | | |
|---|----|------------------------|-----------|
| | 5. | SOLE VOTING POWER | -0- |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 6. | SHARED VOTING POWER | 1,136,364 |
| | 7. | SOLE DISPOSITIVE POWER | -0- |
| | 8. | SHARED DISPOSITION | 1,136,364 |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,136,364

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES []
CERTAIN SHARES*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
12.57%

12. TYPE OF REPORTING PERSON*
CO

CUSIP No. 21075N105

13G

Page 3 of 23 Pages

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
MSDW CAPITAL PARTNERS IV, INC.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

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Delaware

| | | | |
|---|--|------------------------|-----------|
| | 5. | SOLE VOTING POWER | -0- |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 6. | SHARED VOTING POWER | 1,136,364 |
| | 7. | SOLE DISPOSITIVE POWER | -0- |
| | 8. | SHARED DISPOSITION | 1,136,364 |
| 9. | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | |
| | 1,136,364 | | |
| 10. | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* | | [] |
| 11. | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | | |
| | 12.57% | | |
| 12. | TYPE OF REPORTING PERSON* | | |
| | CO, IA | | |

CUSIP No. 21075N105

13G

Page 4 of 23 Pages

| | | | |
|---|--|------------------------|-----------|
| 1. | NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) | | |
| | MSDW CAPITAL PARTNERS IV, LLC | | |
| 2. | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* | (a) [] | (b) [] |
| 3. | SEC USE ONLY | | |
| 4. | CITIZENSHIP OR PLACE OF ORGANIZATION | | |
| | Delaware | | |
| | 5. | SOLE VOTING POWER | -0- |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH | 6. | SHARED VOTING POWER | 1,136,364 |
| | 7. | SOLE DISPOSITIVE POWER | -0- |

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REPORTING
PERSON WITH

8. SHARED DISPOSITION 1,136,364

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,136,364

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
12.57%

12. TYPE OF REPORTING PERSON*
CO, IA

CUSIP No. 21075N105

13G

Page 3 of 23 Pages

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
MSDW CAPITAL PARTNERS IV, INC.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5. SOLE VOTING POWER -0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

6. SHARED VOTING POWER 1,136,364

7. SOLE DISPOSITIVE POWER -0-

8. SHARED DISPOSITION 1,136,364

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,136,364

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES []

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CERTAIN SHARES*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
12.57%

12. TYPE OF REPORTING PERSON*
CO, IA

CUSIP No. 21075N105

13G

Page 3 of 23 Pages

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
MSDW CAPITAL PARTNERS IV, INC.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

| | | |
|--|---------------------------|-----------|
| | 5. SOLE VOTING POWER | -0- |
| NUMBER OF SHARES | 6. SHARED VOTING POWER | 1,136,364 |
| BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7. SOLE DISPOSITIVE POWER | -0- |
| | 8. SHARED DISPOSITION | 1,136,364 |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,136,364

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES []
CERTAIN SHARES*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
12.57%

12. TYPE OF REPORTING PERSON*
CO, IA

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

MORGAN STANLEY DEAN WITTER CAPITAL PARTNERS IV, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

| | | | |
|--|----|------------------------|-----------|
| | 5. | SOLE VOTING POWER | -0- |
| NUMBER OF SHARES | 6. | SHARED VOTING POWER | 1,018,128 |
| BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7. | SOLE DISPOSITIVE POWER | -0- |
| | 8. | SHARED DISPOSITION | 1,018,128 |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,018,128

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11.26%

12. TYPE OF REPORTING PERSON*

PN

CUSIP No. 21075N105

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Page 6 of 23 Pages

1. NAMES OF REPORTING PERSONS

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I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

CCR MANAGEMENT A, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

| | | | |
|--------------|----|------------------------|-----------|
| | 5. | SOLE VOTING POWER | -0- |
| NUMBER OF | | | |
| SHARES | 6. | SHARED VOTING POWER | 1,018,128 |
| BENEFICIALLY | | | |
| OWNED BY | | | |
| EACH | 7. | SOLE DISPOSITIVE POWER | -0- |
| REPORTING | | | |
| PERSON WITH | 8. | SHARED DISPOSITION | 1,018,128 |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,018,128

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES []
CERTAIN SHARES*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11.26%

12. TYPE OF REPORTING PERSON*

OO

CUSIP No. 21075N105

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

CONCERT CAPITAL RESOURCES A, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3. SEC USE ONLY

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4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

| | | | |
|---|----|------------------------|-----------|
| | 5. | SOLE VOTING POWER | -0- |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 6. | SHARED VOTING POWER | 1,018,128 |
| | 7. | SOLE DISPOSITIVE POWER | -0- |
| | 8. | SHARED DISPOSITION | 1,018,128 |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,018,128

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11.26%

12. TYPE OF REPORTING PERSON*

PN

CUSIP No. 21075N105

13G

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1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

MSDW IV 892 INVESTORS, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

| | | | |
|-------------------------------------|----|---------------------|--------|
| | 5. | SOLE VOTING POWER | -0- |
| NUMBER OF SHARES BENEFICIALLY | 6. | SHARED VOTING POWER | 86,864 |

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| | | | |
|--|-------|---------------------------|--------|
| OWNED BY EACH REPORTING PERSON WITH | ----- | 7. SOLE DISPOSITIVE POWER | -0- |
| | ----- | 8. SHARED DISPOSITION | 86,864 |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
86,864

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
.96%

12. TYPE OF REPORTING PERSON*
PN

CUSIP No. 21075N105

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
CCR MANAGEMENT B, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

| | | | |
|---|-------|---------------------------|--------|
| | ----- | 5. SOLE VOTING POWER | -0- |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | ----- | 6. SHARED VOTING POWER | 86,864 |
| | ----- | 7. SOLE DISPOSITIVE POWER | -0- |
| | ----- | 8. SHARED DISPOSITION | 86,864 |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
86,864

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10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
.96%

12. TYPE OF REPORTING PERSON*
OO

CUSIP No. 21075N105

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
CONCERT CAPITAL RESOURCES B, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

| | | | |
|---|----|------------------------|--------|
| | 5. | SOLE VOTING POWER | -0- |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 6. | SHARED VOTING POWER | 86,864 |
| | 7. | SOLE DISPOSITIVE POWER | -0- |
| | 8. | SHARED DISPOSITION | 86,864 |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
86,864

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
.96%

12. TYPE OF REPORTING PERSON*

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PN

CUSIP No. 21075N105

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Page 11 of 23 Pages

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

MORGAN STANLEY DEAN WITTER CAPITAL INVESTORS IV, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

| | | | |
|--|----|------------------------|--------|
| | 5. | SOLE VOTING POWER | -0- |
| NUMBER OF SHARES | 6. | SHARED VOTING POWER | 31,372 |
| BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7. | SOLE DISPOSITIVE POWER | -0- |
| | 8. | SHARED DISPOSITION | 31,372 |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

31,372

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES []
CERTAIN SHARES*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

.35%

12. TYPE OF REPORTING PERSON*

PN

CUSIP No. 21075N105

13G

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

CCR MANAGEMENT C, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

| | | |
|---|---------------------------|--------|
| | 5. SOLE VOTING POWER | -0- |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 6. SHARED VOTING POWER | 31,372 |
| | 7. SOLE DISPOSITIVE POWER | -0- |
| | 8. SHARED DISPOSITION | 31,372 |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

31,372

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES []
CERTAIN SHARES*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

.35%

12. TYPE OF REPORTING PERSON*

PN

CUSIP No. 21075N105

13G

Page 13 of 23 Pages

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

CONCERT CAPITAL RESOURCES C, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

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3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

| | | | |
|--|----|------------------------|--------|
| | 5. | SOLE VOTING POWER | -0- |
| NUMBER OF SHARES | 6. | SHARED VOTING POWER | 31,372 |
| BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7. | SOLE DISPOSITIVE POWER | -0- |
| | 8. | SHARED DISPOSITION | 31,372 |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

31,372

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES []
CERTAIN SHARES*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

.35%

12. TYPE OF REPORTING PERSON*

OO

Item 1(a). Name of Issuer:

Contango Oil & Gas Company (the "Company")

Item 1(b). Address of Issuer's Principal Executive Offices:

3700 Buffalo Speedway, Suite 960, Houston, Texas 77098

Item 2(a). Name of Person Filing:

This statement is filed jointly on behalf of the persons identified below. In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), each person filing this statement acknowledges that it is responsible for the completeness and accuracy of the information concerning that person but is not responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Morgan Stanley ("MS")

MSDW Capital Partners IV, Inc. ("MSDWCP IV, Inc.")

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MSDW Capital Partners IV, LLC ("MSDWCP IV, LLC")
Morgan Stanley Dean Witter Capital Partners IV, L.P. ("MSDWCP IV, L.P.")
CCR Management A, LLC ("CCRA, LLC")
Concert Capital Resources A, L.P. ("CCRA, L.P.")
MSDW IV 892 Investors, L.P. ("MSDW IV 892, L.P.")
CCR Management B, LLC ("CCRB, LLC")
Concert Capital Resources B, L.P. ("CCRB, L.P.")
Morgan Stanley Dean Witter Capital Investors IV, L.P. ("MSDWCI IV, L.P.")
CCR Management C, LLC ("CCRC, LLC")
Concert Capital Resources C, L.P. ("CCRC, L.P.")

Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of the principal business office of MS, MSDWCP IV, Inc., MSDWCP IV, LLC, MSDWCP IV, L.P., MSDW IV 892, L.P. and IV, L.P. is:

1585 Broadway
New York, New York 10036

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The address of the principal business office of CCRA, LLC, CCRA, L.P., CCRB, LLC, CCRB, L.P., CCRC, LLC and CCRC, L.P. is:

2 Houston Center
909 Fannin, Suite 1850
Houston, Texas 77010

Item 2(c). Citizenship:

The citizenship of MS, MSDWCP IV, Inc., MSDWCP IV, LLC, MSDWCP IV, L.P., CCRA, LLC, CCRA, L.P., MSDW IV 892, L.P., CCRB, LLC, CCRB, L.P., MSDWCI IV, L.P., CCRC, LLC and CCRC, L.P. is Delaware.

Item 2(d). Title of Class of Securities:

This statement relates to the Company's Common Stock, par value \$0.04 per share (the "Shares").

Item 2(e). CUSIP Number:

21075N105

Item 3. If this Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) Broker or dealer registered under Section 15 of the Exchange Act;
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act;

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- (c) [] Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d) [] Investment company registered under Section 8 of the Investment Company Act;
- (e) [] An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) [] An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) [] A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) [] A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) [] A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) [] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

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Item 4. Ownership.

The filing of this statement should not be construed as an admission by any person that such person is, for purposes of Section 13(d) or 13(g) of the Exchange Act, the beneficial owner of any securities covered by this statement, other than the securities set forth opposite such person's name in the table in Item 4(c) below.

(a) Amount beneficially owned:

As of December 20, 2002: (i) CCRA, L.P. directly owned 4,480 shares of Series B Convertible Cumulative Preferred Stock of the Company, par value \$0.04 per share (the "Preferred Stock"); (ii) CCRB, L.P. directly owned 382 shares of Preferred Stock; and (iii) CCRC, L.P. owned 138 shares of Preferred Stock. The Preferred Stock is presently convertible into shares of the Company's Common Stock, initially for a conversion price of \$4.40 per share. Accordingly, as of December 20, 2002: (i) CCRA, L.P. may be deemed to beneficially own 1,018,128 Shares; (ii) CCRB, L.P. may be deemed to beneficially own 86,864 Shares; and (iii) CCRC, L.P. may be deemed to beneficially own 31,372 Shares.

CCRA, LLC is the general partner of CCRA, L.P., and, as such, has the power to vote or direct the vote and to dispose or direct the disposition of all Shares held by CCRA, L.P. MSDWCP IV, L.P. is the sole member of CCRA, LLC, and, as such, has the power to direct the actions of CCRA, LLC. Therefore, CCRA, LLC and MSDWCP IV, L.P. each may be deemed to have beneficial ownership of the 1,018,128 Shares deemed to be beneficially owned by CCRA, L.P.

CCRB, LLC is the general partner of CCRB, L.P., and, as such, has the power to vote or direct the vote and to dispose or direct the disposition of all Shares held by CCRB, L.P. MSDW IV 892, L.P. is the sole member of CCRB, LLC, and, as such, has the power to direct the actions of CCRB, LLC. Therefore, CCRB, LLC and MSDW IV 892, L.P. each may be deemed to have beneficial ownership

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of the 86,864 Shares deemed to be beneficially owned by CCRB, L.P.

CCRC, LLC is the general partner of CCRC, L.P., and, as such, has the power to vote or direct the vote and to dispose or direct the disposition of all Shares held by CCRC, L.P. MSDWCI IV, L.P. is the sole member of CCRA, LLC, and, as such, has the power to direct the actions of CCRA, LLC. Therefore, CCRC, LLC and MSDWCI IV, L.P. each may be deemed to have beneficial ownership of the 31,372 Shares deemed to be beneficially owned by CCRC, L.P.

MSDWCP IV, LLC is the general partner of MSDWCP IV, L.P., MSDW IV 892, L.P. and MSDWCI IV, L.P. (collectively, "Funds IV") and, as such, has the power to direct the actions of Funds IV. MSDWCP IV, Inc. is the institutional managing member of MSDWCP IV, LLC, and, as such, shares together with the remaining managing members, the power to direct the actions of MSDWCP IV, LLC. MS, as the sole shareholder of MSDWCP IV, Inc., controls the actions of MSDWCP IV, Inc.

Therefore, MS, MSDWCP IV, Inc. and MSDWCP IV, LLC each may be deemed to have beneficial ownership of the 1,136,363 Shares deemed to be beneficially owned collectively by CCRA, L.P., CCRB, L.P. and CCRC, L.P.

MS is filing solely in its capacity as parent company of, and indirect beneficial owner of securities held by, one of its business units.

(b) Percent of class: (1)

| | |
|--|----------------------|
| Morgan Stanley | 12.57% of the Shares |
| MSDW Capital Partners IV, Inc. | 12.57% of the Shares |
| MSDW Capital Partners IV, LLC | 12.57% of the Shares |
| Morgan Stanley Dean Witter Capital Partners IV, L.P. | 11.26% of the Shares |

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| | |
|---|----------------------|
| CCR Management A, LLC | 11.26% of the Shares |
| Concert Capital Resources A, L.P. | 11.26% of the Shares |
| MSDW IV 892 Investors, L.P. | .96% of the Shares |
| CCR Management B, LLC | .96% of the Shares |
| Concert Capital Resources B, L.P. | .96% of the Shares |
| Morgan Stanley Dean Witter Capital Investors IV, L.P. | .35% of the Shares |
| CCR Management C, LLC | .35% of the Shares |
| Concert Capital Resources C, L.P. | .35% of the Shares |

 (1) Based on the 9,043,282 Shares reported to be outstanding as of November 12, 2002 on the Form 10-QSB filed with the SEC, for the quarter ended September 30, 2002.

(c) Number of shares as to which such person has:

| | (i) Sole power to vote or to direct the vote | (ii) Shared power to vote or to direct the vote | (iii) Sole power to dispose or to direct the disposition of |
|----------------|--|---|--|
| | ----- | ----- | ----- |
| Morgan Stanley | - 0 - | 1,136,363 | - 0 - |

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| | | | |
|---|-------|-----------|-------|
| MSDW Capital Partners IV, Inc. | - 0 - | 1,136,363 | - 0 - |
| MSDW Capital Partners IV, LLC | - 0 - | 1,136,363 | - 0 - |
| Morgan Stanley Dean Witter Capital Partners IV, L.P. | - 0 - | 1,018,128 | - 0 - |
| CCR Management A, LLC | - 0 - | 1,018,128 | - 0 - |
| Concert Capital Resources A, L.P. | - 0 - | 1,018,128 | - 0 - |
| MSDW IV 892 Investors, L.P. | - 0 - | 86,864 | - 0 - |
| CCR Management B, LLC | - 0 - | 86,864 | - 0 - |
| Concert Capital Resources B, L.P. | - 0 - | 86,864 | - 0 - |
| Morgan Stanley Dean Witter Capital Investors IV, L.P. | - 0 - | 31,372 | - 0 - |

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| | (i) Sole power to vote or to direct the vote ----- | (ii) Shared power to vote or to direct the vote ----- | (iii) Sole power to dispose or to direct the disposition of ----- |
|--------------------------------------|---|--|---|
| CCR Management C, LLC | - 0 - | 31,372 | - 0 - |
| Concert Capital Resources C, L.P. | - 0 - | 31,372 | - 0 - |

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. |_|

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired

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the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

By signing below, each of the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of the knowledge and belief of each of the undersigned, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: December 30, 2002

MORGAN STANLEY

By: /s/ Peter Vogelsang

Name: Peter Vogelsang
Title: Authorized Signatory

MSDW CAPITAL PARTNERS IV, INC.

By: /s/ Leigh Abramson

Name: Leigh Abramson
Title: Managing Director

MSDW CAPITAL PARTNERS IV, LLC
By: MSDW Capital Partners IV, Inc.,
as Institutional Managing Member

By: /s/ Leigh Abramson

Name: Leigh Abramson

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Title: Managing Director

MORGAN STANLEY DEAN WITTER CAPITAL
PARTNERS IV, L.P.

MSDW IV 892 INVESTORS, L.P.

MORGAN STANLEY DEAN WITTER CAPITAL
INVESTORS IV, L.P.

By: MSDW Capital Partners IV, LLC,
as General Partner

By: MSDW Capital Partners IV, Inc.,
as Institutional Managing Member
of the General Partner

By: /s/ Leigh Abramson

Name: Leigh Abramson

Title: Managing Director

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CCR MANAGEMENT A, LLC

CCR MANAGEMENT B, LLC

CCR MANAGEMENT C, LLC

By: Each of their respective sole
Members

By: /s/ Leigh Abramson

Name: Leigh Abramson

Title: Managing Director

CONCERT CAPITAL RESOURCES A, L.P.

CONCERT CAPITAL RESOURCES B, L.P.

CONCERT CAPITAL RESOURCES C, L.P.

By: Each of their respective General
Partners

By: /s/ Leigh Abramson

Name: Leigh Abramson

Title: Managing Director

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EXHIBIT 1

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, each of the persons named below agrees to the joint filing of a Statement on Schedule 13G (including amendments thereto) with respect to the

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common stock, par value \$0.04 per share, of Contango Oil & Gas Company, a Delaware corporation, and further agrees that this Joint Filing Agreement be included as an exhibit to such filings provided that, as contemplated by Section 13d-1(k)(1)(ii), no person shall be responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

In evidence thereof, the undersigned, being duly authorized, hereby execute this Agreement this December 30, 2002.

This Schedule may be executed in two or more counterparts, any one of which need not contain the signature of more than one party, but all such parties taken together will constitute part of this Schedule.

MORGAN STANLEY

By: /s/ Peter Vogelsang

Name: Peter Vogelsang
Title: Authorized Signatory

MSDW CAPITAL PARTNERS IV, INC.

By: /s/ Leigh Abramson

Name: Leigh Abramson
Title: Managing Director

MSDW CAPITAL PARTNERS IV, LLC

By: MSDW Capital Partners IV, Inc.,
as Institutional Managing Member of the General Partner

By: /s/ Leigh Abramson

Name: Leigh Abramson
Title: Managing Director

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MORGAN STANLEY DEAN WITTER CAPITAL PARTNERS IV, L.P.

MSDW IV 892 INVESTORS, L.P.

MORGAN STANLEY DEAN WITTER CAPITAL INVESTORS IV, L.P.

By: MSDW Capital Partners IV, LLC,
as General Partner

By: MSDW Capital Partners IV, Inc.,
as Institutional Managing Member of the General Partner

By: /s/ Leigh Abramson

Name: Leigh Abramson
Title: Managing Director

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CCR MANAGEMENT A, LLC

CCR MANAGEMENT B, LLC

CCR MANAGEMENT C, LLC

By: Each of their respective sole Members

By: /s/ Leigh Abramson

Name: Leigh Abramson

Title: Managing Director

CONCERT CAPITAL RESOURCES A, L.P.

CONCERT CAPITAL RESOURCES B, L.P.

CONCERT CAPITAL RESOURCES C, L.P.

By: Each of their respective General Partners

By: /s/ Leigh Abramson

Name: Leigh Abramson

Title: Managing Director