



**AMERICAN  
STOCK EXCHANGE®**  
Equities Options ETFs

Bryan Fischer  
Director  
Listing Qualifications  
(212) 306-2434

*Cert Amex*

American Stock Exchange  
86 Trinity Place  
New York, NY 10006-1872  
T 212 306 1000

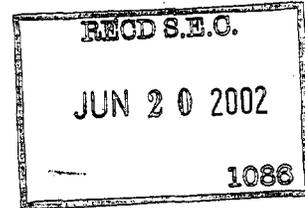


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June 20, 2002

Ms. Krista M. Hughes  
Branch Chief  
Filer Support 2  
Office of Filing Information  
Securities and Exchange Commission  
Judiciary Plaza  
450 Fifth Street, NW  
Washington, D.C. 20549

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**PROCESSED**  
JUN 27 2002  
THOMSON  
FINANCIAL



Dear Ms. Hughes:

This is to certify that on June 20, 2002 The American Stock Exchange, Inc. (the "Exchange") received from Contango Oil & Gas Company (the "Registrant") a copy of the Registrant's application on Form 8-A for the registration of the following security:

Depository Shares, representing one tenth of a shares of Series C Cumulative Convertible Preferred Stock, \$0.04 par value

We further certify that the above-described security has been approved by the Exchange for listing and registration.

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,

*Bryan Fischer*

Bryan Fischer  
Director  
Listing Qualifications Department

cc: Herbert Scholl