

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 1 TO
SCHEDULE 13D

Under the Securities Exchange Act of 1934

COMSTOCK RESOURCES, INC.

(Name of Issuer)

Common Stock, \$0.50 Par Value

(Title of Class of Securities)

205768203
(CUSIP NUMBER)

CAMBRIDGE INVESTMENTS, LTD.
600 Montgomery Street
27th Floor
San Francisco, California 94111
Tel. No.: (415) 627-3017

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

- with copies to -

Michael G. Tannenbaum, Esq.
Newman Tannenbaum Helporn Syracuse & Hirschtritt LLP
900 Third Avenue - 13th Floor
New York, New York 10022
(212) 508-6700

October 2, 1997 and October 23, 1997

(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d- 1(b)(3) or (4) check the following box []

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, as amended ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

1 NAME OF REPORTING PERSONS
S.S OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
Cambridge Investments, Ltd.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS*
00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED
PURSUANT TO ITEM 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OR ORGANIZATION
U.S.A.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER as of October 20, 1997, 1,565,800 shares of Common Stock (See Item 5.) as of October 23, 1997, 1,390,400 shares of Common Stock (See Item 5.)
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER as of October 20, 1997, 1,565,800 shares of Common Stock (See Item 5.) as of October 23, 1997, 1,390,400 shares of Common Stock (See Item 5.)
	10	SHARED DISPOSITIVE POWER 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
as of October 20, 1997, 1,565,800 shares of Common Stock (See Item 5.)
as of October 23, 1997, 1,390,400 shares of Common Stock (See Item 5.)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES* []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
as of October 20, 1997, 6.47% shares of Common Stock (See Item 5.)
as of October 23, 1997, 5.75% shares of Common Stock (See Item 5.)

14 TYPE OF REPORTING PERSON*
IA

*SEE INSTRUCTIONS BEFORE FILLING OUT

AMENDMENT NO. 1 TO

SCHEDULE 13D

This Amendment No. 1 to Schedule 13D is being filed on behalf of Cambridge Investments, Ltd., a California corporation ("Cambridge" or "CIL"), registered as an investment advisor in the State of California, regarding shares of Comstock Resources, Inc. acquired on behalf of certain of its clients. The information contained in this amendment reflects activity relating to two reportable events. The first of these reportable events occurred on October 2, 1997 and resulted from Cambridge's beneficial ownership in the Issuer increasing by more than 1% over that which was previously reported. The second reportable event occurred on October 23, 1997 and resulted from Cambridge's beneficial ownership in the Issuer decreasing by more than 1% below that which it beneficially owned as of October 20, 1997.

Item 1. Security and Issuer

Securities acquired: Common Stock, \$0.50 par value

Issuer: Comstock Resources, Inc. (the "Issuer")
5005 LBJ Freeway - Suite 1000
Dallas, TX 75244
(214) 701-2000

Item 2. Identity and Background

There is no change in this section.

Item 3. Source and Amount of Funds

(i) October 2, 1997 Event: As of October 20, 1997, Cambridge, through Cambridge Energy, L.P. ("CELP"), Cambridge Energy Fund International Ltd. ("CEF") Cambridge Oil & Gas, L.P. ("COG"), Cambridge Oil & Gas International, Ltd. ("COG Int'l"), Palamundo, LDC ("Palamundo"), Quantum Partners, LDC ("QUE") and Cambridge (collectively, the "Funds"), has invested approximately \$16,860,833.44 in Common Stock of the Issuer as described in Item 5 below. CELP, CEF, COG, COG Int'l, Palamundo, QUE and Cambridge have invested approximately \$3,610,255.47 \$3,367,198.46, \$1,038,790.25, \$725,892.50, \$113,109.75, \$3,334,510.60 and \$2,059,116.41, respectively. The source of these funds was the respective working capital of each of the Funds. JRT may be deemed to have invested directly and indirectly approximately \$2,611,960.06 in Common Stock of the Issuer as described in Item 5 below.

(ii) October 23, 1997 Event: As of October 23, 1997, Cambridge, through Cambridge Energy, L.P. ("CELP"), Cambridge Energy Fund International Ltd. ("CEF") Cambridge Oil & Gas, L.P. ("COG"), Cambridge Oil & Gas International, Ltd. ("COG Int'l"), Palamundo, LDC ("Palamundo"), and Quantum Partners, LDC ("QUE") (collectively, the "Funds"), has invested approximately \$14,949,048 in Common Stock of the

Issuer as described in Item 5 below. CELP, CEF, COG, COG Int'l., Palamundo, QUE and Cambridge have invested approximately \$4,891,740.30, \$4,648,682.80, \$1,038,790.25, \$725,892.50, \$113,109.75, \$3,334,510.60 and \$0, respectively. The source of these funds was the respective working capital of each of the Funds. JRT may be deemed to have invested directly and indirectly approximately \$196,320.75 in Common Stock of the Issuer as described in Item 5 below.

Item 4. Purpose of the Transaction

There is no change in this section.

Item 5. Interest in Securities of the Issuer

(a)(i) October 2, 1997 Event: As of October 20, 1997, Cambridge is the beneficial owner of 1,565,800 shares of Common Stock, or 6.47% shares of the shares outstanding. Of the 1,565,800 shares of Common Stock described above, (i) 402,900 are deemed beneficially owned by Cambridge in its capacity as investment advisor for the institutional account of CELP; (ii) 337,366 are deemed beneficially owned by Cambridge in its capacity as investment advisor for the institutional account of CEF; (iii) 83,200 are deemed beneficially owned by Cambridge in its capacity as investment advisor for the institutional account of COG; (iv) 60,650 are deemed beneficially owned by Cambridge in its capacity as investment advisor for the institutional account of COG Int'l.; (v) 10,784 are deemed beneficially owned by Cambridge in its capacity as investment advisor for the institutional account of Palamundo; (vi) 273,500 are deemed beneficially owned by Cambridge in its capacity as investment advisor for the institutional account of QUE; and (vii) 169,800 are deemed beneficially owned by Cambridge in its capacity as investment advisor for its institutional account. JRT, directly and indirectly, may be deemed the beneficial owner of 227,600 shares of Common Stock or, in the aggregate, 0.9% of the shares outstanding.

(a)(ii) October 23, 1997 Event: As of October 23, 1997, Cambridge is the beneficial owner of 1,390,400 shares of Common Stock, or 5.75% shares of the shares outstanding. Of the 1,390,400 shares of Common Stock described above, (i) 498,900 are deemed beneficially owned by Cambridge in its capacity as investment advisor for the institutional account of CELP; (ii) 433,366 are deemed beneficially owned by Cambridge in its capacity as investment advisor for the institutional account of CEF; (iii) 83,200 are deemed beneficially owned by Cambridge in its capacity as investment advisor for the institutional account of COG; (iv) 60,650 are deemed beneficially owned by Cambridge in its capacity as investment advisor for the institutional account of COG Int'l.; (v) 10,784 are deemed beneficially owned by Cambridge in its capacity as investment advisor for the institutional account of Palamundo; and (vi) 273,500 are deemed beneficially owned by Cambridge in its capacity as investment advisor for the institutional account of QUE. JRT, directly and indirectly, may be deemed the beneficial owner of 30,000 shares of Common Stock or, in the aggregate, 0.1% of the shares outstanding.

The number of shares beneficially owned by Cambridge, and the percentage of outstanding shares represented thereby, have been computed in accordance with Rule 13d-3 under the Act. The percentage of ownership of Cambridge on October 20, 1997 and October 23, 1997 is based on 24,199,785 outstanding shares of Common Stock as reported in the Issuer's Quarterly Report on Form 10-Q as filed with the Securities and Exchange Commission on August 11, 1997.

(b) Cambridge has the sole power to vote and dispose of the shares of Common Stock held for the institutional accounts of CELP, CEF, COG, COG Int'l., Palamundo, QUE and Cambridge, respectively. As of October 20, 1997, JRT has the sole power to vote and dispose of the 227,600 shares of Common Stock held by him directly or through an entity established for the benefit of his family. As of October 23, 1997, JRT has the sole power to vote and dispose of the 30,000 shares of Common Stock held by him directly or through an entity established for the benefit of his family.

(c) The transactions in the Issuer's securities by Cambridge since the last filing are listed as Annex A attached hereto and made apart hereof.

(d) The Funds, respectively, and the entity established for the benefit of JRT's family have the right to participate in the receipt of dividends from, or proceeds from the sale of securities held on behalf of such funds.

(e) Not Applicable.

Item 6. Contracts, Arrangement, Understandings or Relationships with

Respect to Securities of the Issuer

There is no change in this section.

Item 7. Material to be Filed as Exhibits

There is no change in this section.

DATE	TRANS (A/D)	SHARES	PRICE (\$)	ACCOUNT
09/05/97	A	14,800	12.25	CEF
09/05/97	A	15,200	12.25	CELP
09/05/97	A	4,000	12.25	COG
09/05/97	A	800	12.25	COGI
09/05/97	A	4,800	12.25	JRT*
09/05/97	A	800	12.25	PAL
09/05/97	A	4,400	12.25	QUE
09/24/97	D	(51,500)	11.6432	JRT*
09/25/97	D	(8,300)	11.8025	JRT*
10/01/97	D	(4,800)	11.8125	CEF
10/01/97	D	(4,900)	11.8125	CELP
10/01/97	A	2,900	11.8125	COG
10/01/97	A	9,000	11.8125	COGI
10/01/97	A	11,300	12.083	JRT*
10/01/97	A	11,000	12.083	JRT*
10/01/97	D	(200)	11.8125	PAL
10/01/97	D	(2,000)	11.8125	QUE
10/02/97	D	(12,750)	12.375	CEF
10/02/97	D	(12,600)	12.375	CELP
10/02/97	A	123,500	12.5	CIL
10/02/97	A	30,000	12.375	COGI
10/02/97	A	120,000	12.5	JRT*
10/02/97	A	50,000	12.5	JRT*
10/02/97	D	(1,050)	12.375	PAL
10/02/97	D	(3,600)	12.375	QUE
10/06/97	D	(10,000)	13.25	CEF

DATE	TRANS (A/D)	SHARES	PRICE (\$)	ACCOUNT
10/06/97	D	(10,000)	13.25	CELP
10/06/97	A	60,000	13.3844	QUE
10/06/97	A	10,000	13.25	QUE
10/07/97	A	25,000	13.5	QUE
10/09/97	A	21,500	12.9971	QUE
10/20/97	D	(61,000)	12.9547	JRT*
10/21/97	D	(50,000)	13.25	JRT*
10/21/97	D	(20,000)	13.1875	JRT*
10/22/97	D	(127,600)	13.4156	JRT*
10/23/97	A	96,000	13.3488	CEF
10/23/97	A	96,000	13.3488	CELP
10/23/97	D	(169,800)	13.375	CIL

* These transactions relate to shares held by JRT and any entity established for the benefit of his family.

Signatures

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

Dated: November 3, 1997

CAMBRIDGE INVESTMENTS, LTD.

By: /s/ Jocelyn E. Weingart

Jocelyn E. Weingart,
Vice President