

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q

(Mark One)

(root) QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934  
For The Quarter Ended June 30, 1996

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF  
THE SECURITIES EXCHANGE ACT OF 1934 (NO FEE REQUIRED)

Commission File No. 0-16741

COMSTOCK RESOURCES, INC.  
(Exact name of registrant as specified in its charter)

NEVADA  
(State or other jurisdiction of  
incorporation or organization)

94-1667468  
(I.R.S. Employer  
Identification Number)

5005 LBJ Freeway, Suite 1000, Dallas, Texas 75244  
(Address of principal executive offices)

Telephone No.: (214) 701-2000

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 filing requirements for the past 90 days.

Yes [root] No

The number of shares outstanding of Registrant's common stock, par value \$.50, as of August 14, 1996 was 15,747,254.

COMSTOCK RESOURCES, INC.

QUARTERLY REPORT  
FOR THE QUARTER ENDED JUNE 30, 1996

INDEX

PART I. Financial Information	Page No.
Item 1. Financial Statements	
Consolidated Balance Sheets - June 30, 1996 and December 31, 1995.....	4
Consolidated Statements of Operations - Three Months and Six Months ended June 30, 1996 and 1995.....	5
Consolidated Statement of Stockholders' Equity - Six Months ended June 30, 1996.....	6
Consolidated Statements of Cash Flows - Six Months ended June 30, 1996 and 1995.....	7
Notes to Consolidated Financial Statements.....	8
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.....	11

PART II. Other Information

Item 4. Submission of Matters to a Vote of Security Holders.....14

Item 6. Exhibits and Reports on Form 8-K.....15

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

COMSTOCK RESOURCES, INC. AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS  
ASSETS

	June 30, 1996	December 31, 1995
	-----	-----
	(Unaudited)	
Cash and Cash Equivalents	\$ 8,693,877	\$ 1,916,648
Accounts Receivable:		
Oil and gas sales	12,843,359	5,385,000
Gas marketing sales	8,768,528	8,450,794
Joint interest operations	2,289,541	1,230,403
Other Current Assets	545,719	264,232
	-----	-----
Total current assets	33,141,024	17,247,077
	-----	-----
Property and Equipment:		
Oil and gas properties, successful efforts method	247,979,050	154,843,663
Other	2,797,690	2,717,625
Accumulated depreciation, depletion and amortization	(57,603,565)	(55,445,097)
	-----	-----
Net property and equipment	193,173,175	102,116,191
	-----	-----
Other Assets	661,727	735,398
	-----	-----
	\$226,975,926	\$120,098,666
	=====	=====

LIABILITIES AND STOCKHOLDERS' EQUITY

Current Portion of Long-term Debt	\$ 217,262	\$ 18,677,181
Accounts Payable and Accrued Expenses	23,825,144	16,511,219
	-----	-----
Total current liabilities	24,042,406	35,188,400
	-----	-----
Long-term Debt, less current portion	160,037,501	53,133,751
Deferred Revenue	215,002	430,000
Other Noncurrent Liabilities	1,155,264	1,218,742
Stockholders' Equity:		
Preferred stock - \$10.00 par, 5,000,000 shares authorized, 3,100,000 shares outstanding at June 30, 1996 and December 31, 1995	31,000,000	31,000,000
Common stock - \$.50 par, 30,000,000 shares authorized, 13,724,754 and 12,926,672 shares outstanding at June 30, 1996 and December 31, 1995, respectively	6,862,378	6,463,336
Additional paid-in capital	40,391,779	38,182,398
Retained deficit	(36,675,123)	(45,444,055)
Less: Deferred compensation - restricted stock grants	(53,281)	(73,906)
	-----	-----
Total stockholders' equity	41,525,753	30,127,773
	-----	-----
	\$226,975,926	\$120,098,666
	=====	=====

The accompanying notes are an integral part of these statements.

COMSTOCK RESOURCES, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF OPERATIONS  
(Unaudited)

	Three Months		Six Months	
	Ended June 30, 1996	1995	Ended June 30, 1996	1995
<b>Revenues:</b>				
Oil and gas sales	\$16,222,008	\$ 4,556,342	\$25,777,149	\$ 8,372,425
Gas marketing sales	19,243,208	12,755,385	44,669,109	23,255,456
Gas gathering and processing	209,756	145,781	363,367	336,526
Gain on sales of properties	1,527,575	-	1,527,575	-
Other income	102,326	51,387	232,271	133,315
<b>Total revenues</b>	<b>37,304,873</b>	<b>17,508,895</b>	<b>72,569,471</b>	<b>32,097,722</b>
<b>Costs and Expenses:</b>				
Oil and gas operating	3,317,852	1,282,251	5,841,039	2,767,351
Exploration	285,364	-	285,364	-
Natural gas purchases	18,902,249	12,462,664	43,695,842	22,677,327
Gas gathering and processing	73,283	38,799	130,229	86,039
Depreciation, depletion and amortization	4,483,782	2,065,193	7,105,140	3,862,787
General and administrative, net	472,533	482,419	884,366	981,579
Interest	2,743,797	942,564	4,592,267	1,919,197
<b>Total costs and expenses</b>	<b>30,278,860</b>	<b>17,273,890</b>	<b>62,534,247</b>	<b>32,294,280</b>
<b>Income (loss) before income taxes</b>	<b>7,026,013</b>	<b>235,005</b>	<b>10,035,224</b>	<b>(196,558)</b>
Provision for income taxes	-	-	-	-
<b>Net income (loss)</b>	<b>7,026,013</b>	<b>235,005</b>	<b>10,035,224</b>	<b>(196,558)</b>
Preferred stock dividends	(633,146)	(337,321)	(1,266,292)	(626,431)
<b>Net income (loss) attributable to common stock</b>	<b>\$ 6,392,867</b>	<b>\$ (102,316)</b>	<b>\$ 8,768,932</b>	<b>\$ (822,989)</b>
<b>Net income (loss) attributable to common stock per share -</b>				
Primary	\$ 0.45	\$ (0.01)	\$ 0.63	\$ (0.07)
Fully diluted	\$ 0.34	\$ (0.01)	\$ 0.49	\$ (0.07)
<b>Weighted average number of common and common stock equivalent shares outstanding -</b>				
Primary	14,184,036	12,478,302	13,868,183	12,412,040
Fully diluted	20,632,632	-	20,380,776	-

The accompanying notes are an integral part of these statements.

COMSTOCK RESOURCES, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY  
For the Six Months Ended June 30, 1996  
(Unaudited)

	Preferred Stock	Common Stock	Additional Paid-In Capital	Retained Earnings (Deficit)	Deferred Compensation- Restricted Stock Grants	Total
Balance at December 31, 1995	\$31,000,000	\$ 6,463,336	\$38,182,398	\$(45,444,055)	\$ (73,906)	\$30,127,773
Issuance of common stock	-	399,042	2,209,381	-	-	2,608,423
Restricted stock grants	-	-	-	-	20,625	20,625
Net income attributable to common stock	-	-	-	8,768,932	-	8,768,932
Balance at June 30, 1996	<u>\$31,000,000</u>	<u>\$ 6,862,378</u>	<u>\$40,391,779</u>	<u>\$(36,675,123)</u>	<u>\$ (53,281)</u>	<u>\$41,525,753</u>

The accompanying notes are an integral part of these statements.

COMSTOCK RESOURCES, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
For the Six Months Ended June 30,  
(Unaudited)

	1996	1995
	-----	-----
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income (loss)	\$ 10,035,224	\$ (196,558)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Compensation paid in common stock	174,875	133,625
Exploration	285,364	-
Depreciation, depletion and amortization	7,105,140	3,862,787
Deferred revenue	(214,998)	430,000
Gain on sales of properties	(1,527,575)	(18,035)
	-----	-----
Working capital provided by operations	15,858,030	4,211,819
Increase in accounts receivable	(8,835,231)	(211,360)
Increase in other current assets	(281,487)	(62,180)
Increase (decrease) in accounts payable and accrued expenses	7,022,030	(1,777,764)
	-----	-----
Net cash provided by operating activities	13,763,342	2,160,515
	-----	-----
CASH FLOWS FROM INVESTING ACTIVITIES:		
Proceeds from sales of properties	8,969,029	98,035
Capital expenditures and acquisitions	(105,878,749)	(8,916,606)
	-----	-----
Net cash used for investing activities	(96,909,720)	(8,818,571)
	-----	-----
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from preferred stock issuance	-	15,000,000
Proceeds from common stock issuance	1,487,500	-
Stock issuance costs	(7,724)	(43,683)
Borrowings	172,149,671	7,403,139
Principal payments on debt	(83,705,840)	(18,566,197)
	-----	-----
Net cash provided by financing activities	89,923,607	3,793,259
	-----	-----
Net increase (decrease) in cash and cash equivalents	6,777,229	(2,864,797)
Cash and cash equivalents, beginning of year	1,916,648	3,425,248
	-----	-----
Cash and cash equivalents, end of period	\$ 8,693,877	\$ 560,451
	=====	=====

The accompanying notes are an integral part of these statements.

COMSTOCK RESOURCES, INC. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

June 30, 1996 and 1995  
(Unaudited)

(1) SIGNIFICANT ACCOUNTING POLICIES -

Basis of Presentation -

In management's opinion, the accompanying consolidated financial statements contain all adjustments (consisting solely of normal recurring adjustments) necessary to present fairly the financial position of Comstock Resources, Inc. and subsidiaries (the "Company") as of June 30, 1996 and the related results of operations for the three months and six months ended June 30, 1996 and 1995 and cash flows for the six months ended June 30, 1996 and 1995.

The accompanying unaudited financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and disclosures normally included in annual financial statements prepared in accordance with generally accepted accounting principles have been omitted pursuant to those rules and regulations, although the Company believes that the disclosures made are adequate to make the information presented not misleading. These financial statements should be read in conjunction with the Company's financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 1995.

The results of operations for the six months ended June 30, 1996 and 1995, are not necessarily an indication of the results expected for the full year.

Supplementary Information with Respect to the Statements of Cash Flows -

The Company paid cash for interest of \$4,261,729 and \$1,919,197 during the six months ended June 30, 1996 and 1995, respectively. No cash for income taxes was paid in the six months ended June 30, 1996 and 1995.

The following is a summary of the significant noncash investing and financing activities:

	For the Six Months Ended June 30,	
	1996	1995
	-----	-----
Common stock issued for director compensation	\$154,250	\$113,000
Common stock issued for preferred stock dividends	\$974,397	\$626,431

COMSTOCK RESOURCES, INC. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(continued)

Earnings Per Share -

Net income (loss) attributable to common stock represents net income (loss) less preferred stock dividend requirements of \$633,146 and \$337,321 for the three months ended June 30, 1996 and 1995, respectively and \$1,266,292 and \$626,431 for the six months ended June 30, 1996 and 1995, respectively. Net income (loss) attributable to common stock per share is computed by dividing net income (loss) attributable to common stock by the weighted average number of common shares and common stock equivalents outstanding during each period. Common stock equivalents include, when applicable, dilutive stock options and warrants using the treasury stock method. Fully diluted net income (loss) attributable to common stock per share includes the dilutive effect of the Company's convertible preferred stock using the "if converted" method and dilutive stock options and warrants using the treasury stock method.

(2) OIL & GAS PROPERTY ACQUISITION -

On May 1 and May 2, 1996, the Company completed a \$104 million purchase of working interests in the Double A Wells field in Polk County, Texas. The Company acquired 100% of the capital stock of Black Stone Oil Company, the operator of the field, together with additional interests held by other working interest owners in nineteen producing oil and gas properties as well as interests in adjacent undeveloped oil and gas leases. The interests were acquired effective January 1, 1996. Accordingly, revenues from the properties net of operating and development costs attributable to the period January 1, 1996 to April 30, 1996 were recorded as a reduction of the purchase price paid for the properties. The net proved oil and natural gas reserves attributable to the interests acquired are estimated at 5.3 million barrels of oil and 98.5 billion cubic feet of natural gas as of January 1, 1996.

(3) LONG-TERM DEBT -

In connection with the \$104 million oil and gas property acquisition closed in May 1996, the Company entered into a \$176 million credit facility with two banks, consisting of a \$166 million revolving credit commitment and a \$10 million short-term bridge loan. The new revolving credit facility converts to a two year term loan on May 1, 1999. The Company financed the \$104 million acquisition and refinanced \$68.7 million outstanding under its existing bank credit facility with borrowings under the new bank credit facility. On May 15, 1996, the Company repaid the \$10 million bridge loan primarily from proceeds from certain asset sales.

As of June 30, 1996, the Company had \$160 million outstanding under the new bank revolving credit facility. Borrowings under the new bank credit facility cannot exceed a borrowing base determined semiannually by the banks. The borrowing base at June 30, 1996 was \$166 million. Amounts outstanding under the new bank credit facility bear interest at a floating rate based on The First National Bank of Chicago's base rate (as defined) plus 1/2% or, at the Company's option, at a fixed rate for up to six months based on the London Interbank Offered Rate ("LIBOR") plus 2%. As of June 30, 1996, the Company had placed the outstanding advances under the revolving credit facility under fixed rate loans based on LIBOR at an average rate of approximately 7.51% per annum.

COMSTOCK RESOURCES, INC. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(continued)

(4) SALE OF OIL AND GAS PROPERTIES -

In May 1996, the Company sold certain oil and gas properties for approximately \$9 million. The properties sold include interests in 145 producing wells located in Oklahoma, Arkansas, Nebraska and Kansas as well as the Company's interests in the Chapman Ranch field in South Texas. The properties sold were non-strategic assets to the Company and were located out of the Company's primary operating areas. A gain from the sales of \$1.5 million is included in the accompanying statement of operations.

(5) SUBSEQUENT EVENT -

On July 10, 1996, the Company converted the 1,000,000 shares of the 1994 Series B Convertible Preferred Stock, \$10 par value, into 2,000,000 shares of common stock of the Company. The conversion of the 1994 Series B Convertible Preferred Stock into common stock will reduce the dividends paid on the preferred stock in the future by \$625,000 per annum.

ITEM 2: MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL  
CONDITION AND RESULTS OF OPERATIONS

Results of Operations

Revenues

Oil and gas sales increased \$11.7 million (256%) in the second quarter of 1996, to \$16.2 million from \$4.6 million in 1995's second quarter due primarily to a 176% increase in gas production and a 203% increase in oil production. The production increases are principally related to oil and gas property acquisitions that were completed in July 1995 and May 1996. The increase in oil and gas sales in the second quarter of 1996 is also partially due to a 32% increase in the Company's average gas price and a 13% increase in the Company's average oil price realized for the quarter.

For the six months ended June 30, 1996, oil and gas sales increased \$17.4 million (208%) to \$25.8 million from \$8.4 million in 1995. Gas production increased 134% and oil production increased 142% in the first six months of 1996. Production increases from the acquisitions combined with a 37% increase in the Company's average gas price and a 15% increase in the average oil price account for the 208% increase in oil and gas sales.

The following table below reflects the Company's oil and gas production and its average oil and gas prices for the three months and six months ended June 30, 1996 and 1995:

	Three Months		Six Months	
	Ended June 30,		Ended June 30,	
	1996	1995	1996	1995
	-----	-----	-----	-----
PRODUCTION:				
Oil (MBbls)	239	79	345	143
Gas (MMcf)	4,867	1,767	7,976	3,403
AVERAGE PRICES:				
Oil (per Bbl)	\$20.45	\$18.09	\$19.92	\$17.37
Gas (per Mcf)	\$ 2.33	\$ 1.77	\$ 2.37	\$ 1.73

Gas marketing net margins (revenues less expenses) increased \$48,000 (16%) to \$341,000 in the second quarter of 1996 from \$293,000 in 1995's second quarter. For the six months ended June 30, 1996 net margins increased \$395,000 (68%) to \$973,000 from \$578,000 in the six months ended June 30, 1995. The increase over 1995 is attributable to higher first quarter 1996 margins which reflected the Company's ability to capitalize on short-term volatility in natural gas prices during 1996's first quarter.

Gas gathering and processing net margins (revenues less expenses) increased \$29,000 (28%) to \$136,000 in the second quarter of 1996 from \$107,000 in 1995's second quarter. For the six months ended June 30, 1996 net margins decreased \$17,000 (7%) to \$233,000 from \$250,000 in the six months ended June 30, 1995.

Other income increased \$51,000 (99%) to \$102,000 in the second quarter of 1996 from \$51,000 in second quarter of 1995. Other income for the six months ended June 30, 1996 increased \$99,000 (74%) to \$232,000 from \$133,000 for the six months ended June 30, 1995. The increase is due primarily to interest income earned on short-term cash deposits.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL  
CONDITION AND RESULTS OF OPERATIONS  
(continued)

Costs and Expenses

Oil and gas operating expenses, including production taxes, increased \$2 million (159%) to \$3.3 million in the second quarter of 1996 from \$1.3 million in the second quarter of 1995 due primarily to the 181% increase in oil and gas production (on an equivalent Mcf basis) resulting from the 1995 and 1996 property acquisitions. Oil and gas operating expenses per Mcf produced decreased 8% to 53 cent in the second quarter of 1996 from 57 cent in the second quarter of 1995. Oil and gas operating costs for the six months ended June 30, 1996 increased \$3 million (111%) to \$5.8 million from \$2.8 million for the six months ended June 30, 1995. Oil and gas operating expenses per Mcf produced decreased 11% to 58 cent for six months ended June 30, 1996 from 65 cent in 1995. The decrease results from lower lifting costs associated with the Double A Wells field acquired in May 1996.

General and administrative expenses decreased \$10,000 (2%) to \$473,000 in the second quarter of 1996 from \$482,000 in 1995's second quarter. For the first six months of 1996, general and administrative expenses decreased \$97,000 (10%) to \$884,000 from \$982,000 in the six months ended June 30, 1995.

Depreciation, depletion and amortization increased \$2.4 million (117%) to \$4.5 million in the second quarter of 1996 from \$2.1 million in the second quarter of 1995 due primarily to the 181% increase in oil and gas production (on an equivalent Mcf basis). Amortization per Mcfe produced decreased by 22% to 69 cent for the three months ended June 30, 1996 from 89 cent for the three months ended June 30, 1995 due to the lower acquisition costs associated with the properties acquired in 1995. For the six months ended June 30, 1996, depreciation, depletion and amortization increased \$3.2 million (84%) to \$7.1 million from \$3.9 million for the six months ended June 30, 1995. Amortization per Mcfe decreased by 22% to 68 cent for the six months ended June 30, 1996 from 88 cent for the six months ended June 30, 1995.

Interest expense increased \$1.8 million (191%) to \$2.7 million for three months ended June 30, 1996 from \$943,000 for the three months ended June 30, 1995. Interest expense for the six months ended June 30, 1996 increased \$2.7 million (139%) to \$4.6 million in 1996 from \$1.9 million for the six months ended June 30, 1995. The increases are related to an increase in the average outstanding advances under the Company's bank credit facility. The weighted average annual interest rate paid under the bank credit facility decreased to 9.0% in 1996's first half as compared to 10.5% in the first half of 1995.

Net Income

For the second quarter of 1996, the Company reported net income of \$7 million before preferred stock dividends of \$633,000 as compared to net income of \$235,000 before preferred stock dividends of \$337,000 for three months ended June 30, 1995. Net income per share for the second quarter of 1996 was 45 cent (34 cent on a fully diluted basis) on weighted average shares outstanding of 14.2 million (20.6 million on a fully diluted basis) as compared to a net loss of 1 cent per share for the second quarter of 1995 on weighted average shares outstanding of 12.5 million. The second quarter net income included a \$1.5 million gain from the sale of certain oil and gas properties and a charge for an exploratory dry hole of \$285,000.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL  
CONDITION AND RESULTS OF OPERATIONS  
(continued)

Net income for the six months ended June 30, 1996 was \$10 million before preferred stock dividends of \$1.3 million as compared to a loss of \$197,000 before preferred stock dividends of \$626,000 for the six months ended June 30, 1995. Net income per share for the year ended June 30, 1996 was 63 cent (49 cent on a fully diluted basis) on weighted average shares outstanding of 13.9 million (20.4 million on a fully diluted basis) as compared to a net loss of 7 cent per share for the six months ended June 30, 1995 on weighted average shares outstanding of 12.4 million.

Capital Expenditures

On May 1 and May 2, 1996, the Company completed its largest acquisition to date with the \$104 million purchase of working interests in the Double A Wells field in Polk County, Texas. The Company acquired 100% of the capital stock of Black Stone Oil Company, the operator of the field, together with additional interests held by other working interest owners in nineteen producing oil and gas properties as well as interests in adjacent undeveloped oil and gas leases. The interests were acquired effective January 1, 1996. Accordingly, revenues from the properties net of operating and development costs attributable to the period January 1, 1996 to April 30, 1996 were recorded as a reduction of the purchase price paid for the properties.

The following table summarizes the Company's capital expenditure activity for the six months ended June 30, 1996 and 1995 (in thousands):

	Six Months Ended June 30,	
	1996	1995
	-----	-----
Acquisition of oil and gas reserves	\$101,784	\$ 7,522
Other leasehold costs	71	-
Workovers and recompletions	1,827	870
Exploratory drilling	285	-
Development drilling	1,759	399
Acquisition of gas marketing, processing and gathering assets	63	109
Other	90	17
	-----	-----
Total	\$ 105,879	\$ 8,917
	=====	=====

Capital Resources and Liquidity

During the six months ended June 30, 1996, the primary sources of funds for the Company were borrowings under the Company's new bank credit facility of \$172.1 million, cash generated from operations of \$13.8 million and proceeds from sales of properties of \$9 million. Primary uses of funds for the six months ended June 30, 1996 were capital expenditures and acquisitions of \$105.9 million and principal payments on debt including the retirement of the short-term bridge note and the existing credit facility totalling \$83.7 million.

The May 1996 acquisition was financed under a new \$176 million bank credit facility provided by two banks consisting of a \$166 million revolving credit facility and a \$10 million bridge loan. The Company financed the \$104 million acquisition and refinanced \$58.7 million outstanding under its existing revolving credit facility and an existing \$10 million bridge loan which was to mature on July 31,

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL  
CONDITION AND RESULTS OF OPERATIONS  
(continued)

1996 with borrowings under the new bank credit facility. The new revolving credit facility converts to a two year term loan on May 1, 1999. On May 15, 1996, the Company retired the \$10 million bridge note primarily from the proceeds from the sale of certain oil and gas properties.

At the end of 1996's second quarter, the Company's working capital improved to \$9.1 million as compared to a working capital deficit of \$17.9 million at December 31, 1995. The improvement primarily relates to the repayment of the short term \$10 million bridge loan and the new bank credit facility.

The timing of most of the Company's capital expenditures is discretionary with no material long-term capital expenditure commitments. Consequently, the Company has a significant degree of flexibility to adjust the level of such expenditures as circumstances warrant. The Company uses borrowings under its bank credit facility as well as internally generated cash flow to fund capital expenditures other than significant acquisitions and anticipates that such sources will be sufficient to fund its planned \$10.4 million in developmental capital expenditures during the remainder of 1996.

PART II - OTHER INFORMATION

ITEM 4: SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

- (a) The Company's annual meeting of stockholders was held in Dallas, Texas at 9:00 a.m., local time, on May 15, 1996.
- (b) Proxies for the meeting were solicited pursuant to Regulation 14 under the Securities Exchange Act of 1934, as amended. There was no solicitation in opposition to the nominees for election as directors as listed in the proxy statement and all nominees were elected.
- (c) Out of a total 19,402,879 shares of the Company's common stock outstanding and entitled to vote, (including 6,357,143 equivalent shares of common stock held by preferred stockholders) 14,789,337 shares were present at the meeting in person or by proxy, representing approximately 76%. Matters voted upon at the meeting were as follows:

- (i) Election of two Class B Directors to serve on the Company's board of directors until the 1999 annual meeting of stockholders. The vote tabulation with respect to each nominee was as follows:

Nominee	For	Withheld
-----	-----	-----
M. Jay Allison	14,700,619	88,717
David W. Sledge	14,700,644	88,692

Other Directors of the Company whose term of office as a Director continued after the meeting are as follows:

Class A Directors	Class C Directors
-----	-----
Franklin B. Leonard	Harold R. Logan
Cecil E. Martin, Jr.	Richard S. Hickok

- (ii) The appointment of Arthur Andersen LLP as the Company's certified public accountants for 1996 was approved by a vote of 14,755,951 shares for, 12,775 shares against, 20,611 shares abstaining and no broker non-votes.
- (iii) An amendment to the Company's 1991 Long-term Incentive Plan was approved by a vote of 9,748,619 shares for, 565,251 shares against, 37,920 shares abstaining and 4,437,547 broker non-votes.

ITEM 6: EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits

27. Financial Data Schedule for the Six Months ended June 30, 1996.

(b) Reports on Form 8-K

Current reports on Form 8-K filed during the second quarter of 1996 and to the date of this filing are as follows:

Report Date	Item	Subject of Report
----- May 1, 1996	----- 2	----- Acquisition of oil and gas properties from Black Stone Oil Company

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

COMSTOCK RESOURCES, INC.

Date August 14, 1996      /s/M. JAY ALLISON  
-----  
M. Jay Allison, President and  
Chief Executive Officer  
(Principal Executive Officer)

Date August 14, 1996      /s/ROLAND O. BURNS  
-----  
Roland O. Burns, Senior Vice President,  
Chief Financial Officer, Secretary, and  
Treasurer (Principal Financial and Accounting Officer)

This schedule contains summary financial data extracted from the Consolidated Financial Statements of Comstock Resources, Inc. for the Six Months ended June 30, 1996 and is qualified in its entirety by reference to such financial statements.

6-MOS		
	DEC-31-1996	
	JUN-30-1996	
		8,693,877
		0
	23,901,428	0
		0
	33,141,024	
		250,776,740
	(57,603,565)	
	226,975,926	
24,042,406		160,037,501
21,000,000		10,000,000
		6,862,378
		(3,663,375)
226,975,926		70,809,625
	72,569,471	
		43,695,842
	13,361,772	
	884,366	
		0
	4,592,267	
	10,035,224	
		0
10,035,224		0
		0
		0
	10,035,224	
		.63
		.49