

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 2 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
43rd Floor
San Francisco, California 94111
Tel. No.: (415) 781-0866

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

- with copies to -

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

November 14, 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.

Page 1 of 8 Pages

CUSIP No. 205768203

13D

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 PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	_

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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 183,216 shares of Common Stock (See Item 5.)

8	SHARED VOTING POWER	
	0	

9	SOLE DISPOSITIVE POWER	
	183,216	shares of Common Stock (See Item 5.)

10	SHARED DISPOSITIVE POWER	
	0	

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	183,216	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)	
	.75%	of Common Stock (See Item 5)

14	TYPE OF REPORTING PERSON*	
	IA	

*SEE INSTRUCTIONS BEFORE FILLING OUT

AMENDMENT NO. 2 TO
SCHEDULE 13D

This Amendment No. 2 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.

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

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") and Quantum Partners, LDC "QUE") (collectively, the "Funds"), has invested approximately \$1,571,599.82 in Common Stock of the Issuer as described in Item 5 below. CELP, CEF, COG, COG Int'l., and QUE have invested approximately \$491,239.96, \$268.63, \$596,514.20, \$210,179.18, and \$273,397.85 respectively. The source of these funds was the respective working capital of each of the Funds.

Item 4. Purpose of the Transaction

There is no change in this section.

Item 5. Interest in Securities of the Issuer

As of December 12, 1997, Cambridge is the beneficial owner of 183,216 shares of Common Stock, or .75% shares of the shares outstanding. Of the 183,216 shares of Common Stock described above, (i) 94,000 are deemed beneficially owned by Cambridge in its capacity as investment advisor for the institutional account of CELP; (ii) 66 are deemed beneficially owned by Cambridge in its capacity as investment advisor for the institutional account of CEF; (iii) 45,800 are deemed beneficially owned by Cambridge in its capacity as investment advisor for the institutional account of COG; (iv) 18,450 are deemed beneficially

owned by Cambridge in its capacity as investment advisor for the institutional account of COG Int'l.; (v) 24,900 are deemed beneficially owned by Cambridge in its capacity as investment advisor for the institutional account of QUE.

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 December 12, 1997 is based on 24,204,785 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 November 10, 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., and QUE, respectively.

(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 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.

CRK

DATE	ACCOUNT	TRANS (A/D)	SHARES	PRICE (\$)
11/05/97	CEF	D	5550	15.87
11/05/97	CEF	D	20350	16.02
11/05/97	CELP	D	19800	16.02
11/05/97	CELP	D	5400	15.87
11/05/97	COG	D	6050	16.07
11/05/97	COG	D	1650	15.94
11/05/97	COGI	D	2750	16.01
11/05/97	COGI	D	750	15.86
11/05/97	PAL*	D	1500	15.87
11/05/97	PAL*	D	550	15.99
11/05/97	PAL*	D	150	15.78
11/05/97	QUE	D	5500	16.01
11/14/97	PAL*	D	14500	14.17
11/14/97	PAL*	D	4700	14.17
11/14/97	PAL*	D	5384	14.17
11/14/97	QUE	D	60000	14.2
11/14/97	QUE	D	10000	14.2
11/14/97	QUE	D	6200	14.2
11/14/97	QUE	D	18800	14.17
11/14/97	QUE	D	23800	14.2
11/17/97	CEF	D	10000	14.62
11/17/97	CELP	D	10000	14.62
11/17/97	QUE	D	5000	14.62
11/18/97	CEF	D	42000	14.54
11/18/97	CELP	D	41000	14.54
11/18/97	COGI	D	6000	14.59
11/18/97	QUE	D	11000	14.54
11/19/97	CEF	D	21800	14.14
11/19/97	CEF	D	8400	14.19
11/19/97	CEF	D	9700	14.14
11/19/97	CELP	D	11600	14.14
11/19/97	CELP	D	8200	14.19
11/19/97	CELP	D	10900	14.14
11/19/97	CELP	D	7100	14.14

11/19/97	CELP	D	1100	14.14
11/19/97	COGI	D	1200	14.25
11/19/97	COGI	D	4500	14.19
11/19/97	QUE	D	2200	14.18
11/19/97	QUE	D	8300	14.13
11/20/97	CEF	D	9000	14.8
11/20/97	CEF	D	4216	14.8
11/20/97	CEF	D	12000	14.8

11/20/97	CEF	D	13450	14.8
11/20/97	CEF	D	500	14.8
11/20/97	CEF	D	3000	14.8
11/20/97	CEF	D	22900	14.8
11/20/97	CEF	D	8000	14.8
11/20/97	CEF	D	10934	14.8
11/20/97	CELP	D	17900	14.8
11/20/97	CELP	D	6500	14.8
11/20/97	CELP	D	57600	14.8
11/20/97	COGI	D	12000	14.85
11/20/97	QUE	D	22000	14.8
11/21/97	CEF	D	1066	14.59
11/21/97	CEF	D	11534	14.59
11/21/97	CELP	D	12300	14.59
11/21/97	COGI	D	1800	14.65
11/21/97	QUE	D	3300	14.59
11/24/97	CEF	D	10500	14.14
11/24/97	CELP	D	10200	14.14
11/24/97	COGI	D	1500	14.19
11/24/97	QUE	D	2800	14.13
11/25/97	CEF	D	4066	13.69
11/25/97	CEF	D	31500	13.47
11/25/97	CEF	D	28600	13.47
11/25/97	CEF	D	6534	13.69
11/25/97	CELP	D	10200	13.69
11/25/97	CELP	D	2100	13.47
11/25/97	COGI	D	1500	13.75
11/25/97	COGI	D	4500	13.52
11/25/97	QUE	D	2100	13.68
11/25/97	QUE	D	600	13.68
11/25/97	QUE	D	8300	13.47
12/01/97	CEF	D	23900	12.78
12/01/97	CELP	D	23400	12.78
12/01/97	COGI	D	3400	12.84
12/01/97	QUE	D	6300	12.78
12/02/97	CELP	D	40600	12.87

12/02/97	COG	D	20200	12.92
12/02/97	QUE	D	3500	12.86
12/02/97	QUE	D	5800	12.86
12/02/97	QUE	D	4900	12.86
12/03/97	CEF	D	22000	13.38
12/03/97	CEF	D	7966	13.38

12/03/97	CEF	D	2234	13.38
12/03/97	CELP	D	10400	13.38
12/03/97	CELP	D	19000	13.38
12/03/97	COG	D	9500	13.43
12/03/97	COGI	D	2300	13.43
12/03/97	QUE	D	8600	13.38
12/05/97	CEF	D	18700	12.63
12/05/97	CELP	D	2200	14.07
12/05/97	CELP	D	23000	14.07
12/05/97	QUE	D	4400	14.07
12/05/97	QUE	D	1700	14.07
12/08/97	CEF	D	3600	13.8
12/08/97	CELP	D	2000	13.8
12/08/97	QUE	D	600	13.78
12/09/97	CEF	D	8700	13.36
12/09/97	CELP	D	3000	13.36
12/09/97	QUE	D	1300	13.35
12/10/97	CEF	D	7000	13.54
12/10/97	CELP	D	10000	13.54
12/10/97	QUE	D	1600	13.53
12/11/97	CEF	D	9034	12.62
12/11/97	CEF	D	12966	12.62
12/12/97	CEF	D	5966	12.19
12/12/97	CEF	D	10000	12.29
12/12/97	CEF	D	28834	12.29
12/12/97	CEF	D	1166	12.29
12/12/97	CEF	D	4234	12.19
12/12/97	CELP	D	10800	12.19
12/12/97	QUE	D	4000	12.19

* "PAL" as used herein means Palamundo, LDC

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: January 16, 1998

CAMBRIDGE INVESTMENTS, LTD.

By:/s/Jocelyn E. Weingart,
Vice President

Page 8 of 8 Pages

