## SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Form 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF

[X] THE SECURITIES EXCHANGE ACT OF 1934

For The Quarter Ended September 30, 1995

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 [X] No []

Date Shares

12,769,162

Outstanding Common Stock

(\$0.50 par value) 11/14/95

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#### COMSTOCK RESOURCES, INC.

#### QUARTERLY REPORT FOR THE QUARTER ENDED SEPTEMBER 30, 1995

#### INDEX

PART 1. Financial information	Page No
Item 1. Financial Statements	
Consolidated Balance Sheets - September 30, 1995 and December 31, 1994 Consolidated Statements of Operations - Three Months and Nine Months ended	4
September 30, 1995 and 1994	5
Consolidated Statement of Stockholders' Equity - Nine Months ended September 30, 1995 Consolidated Statements of Cash Flows -	6
Nine Months ended September 30, 1995 and 1994 Notes to Consolidated Financial Statements	7 8
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operation	s 12
PART II. Other Information	
Item 6. Exhibits and Reports on Form 8-K	14
2	

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

## COMSTOCK RESOURCES, INC. AND SUBSIDIARIES CONSOLIDATED BALANCE SHEETS

#### ASSETS

		December 31,
	1995	1994
	(Unaudited)	
Cash and Cash Equivalents Accounts Receivable:	\$ 969,292	\$ 3,425,248
Oil and gas sales		2,616,086
Gas marketing sales	3,961,695	5,558,418
Joint interest operations Acquisition settlement	1,091,024 1,040,931	619,063 -
Prepaid Expenses and Other		250,397
Inventory	93,353	93,728
Total current assets		12,562,940
Property and Equipment:		
Oil and gas properties, successful efforts method	171,449,018	113,269,341
Other	2,652,010	1,371,517 (36,651,750)
Accumulated depreciation, depletion and amortization	(42,393,496)	(36,651,750)
Net property and equipment		77,989,108
Other Assets	832,088	1,018,665
	\$144,400,273	\$ 91,570,713
	========	========
LIABILITIES AND STOCKHOLDERS'	EQUITY	
Current Portion of Long-term Debt	\$ 17,279,757	\$ 7,009,864
Accounts Payable and Accrued Expenses	6,179,910	8,368,639
Accrued Natural Gas Purchases	6,179,910 3,718,597	3,120,114
Total current liabilities	27,178,264	18,498,617
Long-term Debt, less current portion	56 978 250	30,922,479
Deferred Revenue		
Other Noncurrent Liabilities	430,000 1,269,765	944,860
Stockholders' Equity: Preferred stock - \$10.00 par, 5,000,000 shares authorized		
3,100,000 and 1,600,000 shares outstanding at		
September 30, 1995 and December 31, 1994, respectively	31,000,000	16,000,000
Common stock - \$.50 par, 30,000,000 shares authorized,		
12,769,162 and 12,342,811 shares outstanding at September 30, 1995 and December 31, 1994, respectivel	y 6,384,581	6,171,406
Additional paid-in capital	37,624,362	36,523,602
Retained deficit	(16,380,730)	(17, 375, 095)
Less: Deferred compensation - restricted stock grants	(84,219)	(115, 156)
Total stockholders' equity	58,543,994	41,204,757
	\$144,400,273	\$ 91,570,713
	=========	=========

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

	Three Months Ended September 30,		Nine Mo Ended Sep	nths tember 30,
		1994		1994
Revenues: Oil and gas sales	\$ 5.881.131	\$ 4.337.403	\$ 14,253,556	\$13.187.326
Gas marketing sales Gas gathering and processing	11,530,438 117,912	2,678,679	34,785,894 454,438	3,554,529
Gain on sales of property Other income	91,049	129,289	2,608,088 206,329	269,110
Total revenues	20,210,583	7,282,277	52,308,305	17,163,956
Expenses: Oil and gas operating Natural gas purchases Gas gathering and processing	2,036,153 11,296,432 49,317	1,688,475 2,563,823	4,803,504 33,973,759 135,356	
Depreciation, depletion and amortization General and administrative, net Interest	2,251,183 465,962 1,654,647	2,128,610 393,503 744,750	6,113,970 1,447,541 3,573,844	
Total expenses	17,753,694	7,519,161	50,047,974	16,690,029
Net income (loss) before income taxes and extraordinary item Provision for income taxes Net income (loss) before extraordinary item	-	-	2,260,331	-
Preferred stock dividends Net income (loss) attributable to common stock before extraordinary item	(640,535)		(1,266,966)	
		(496, 459)	993,365	(48,148)
Extraordinary item - loss on early extinguishment of debt	-	(615,793)	-	(615,793)
Net income (loss) attributable to common stock after extraordinary item			\$ 993,365	
Net income (loss) per share: Before extraordinary item Extraordinary item	\$ 0.14	\$ (0.04) (0.05)	\$ 0.08	\$ - (0.05)
After extraordinary item	\$ 0.14	\$ (0.09)	\$ 0.08	\$ (0.05)
Weighted average number of common shares and common stock equivalent shares outstanding	13,025,046	12,117,339	12,842,609	12,010,064

# COMSTOCK RESOURCES, INC. AND SUBSIDIARIES CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY For the Nine Months Ended September 30, 1995 (Unaudited)

	Preferred Stock	Common Stock	Additional Paid-In Capital	Retained Earnings (Deficit)
Balance at December 31, 1994 Issuance of preferred stock	\$16,000,000 15,000,000	\$ 6,171,406	\$36,522,602 -	\$(17,374,095) -
Issuance of common stock		213,175	1,191,791	-
Restricted stock grants	-	-	-	-
Stock issuance costs	-	-	(90,031)	-
Net income attributable to common stock	-	-	-	993,365
Balance at September 30, 1995	\$31,000,000	\$ 6,384,581	\$37,624,362	\$(16,380,730)
,	==========	=======================================	=======================================	=======================================
	Deferred Compensation Restricted Stock Grants			
Balance at December 31, 1994 Issuance of preferred stock Issuance of common stock	\$ (115,156) - -	\$41,204,757 15,000,000 1,404,966		
Restricted stock grants	30,937	30,937		
Stock issuance costs Net income attributable	-	(90,031)		
to common stock	-	993,365		
Balance at September 30, 1995	\$ (84,219) =======	\$58,543,994 =======		

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

	1995	1994
Cash flows from operating activities: Net income before extraordinary item Adjustments to reconcile net income to net cash provided by operating activities:	\$ 2,260,331	\$ 473,927
Compensation paid in common stock Bad debt expense Depreciation, depletion and amortization Deferred revenue Amortization of discounts Gain on sales of property	430,000	80,466 5,549,353
Working capital provided by operations (Increase) decrease in accounts receivable Decrease in other current assets Decrease in accounts payable and accrued expenses	(1,783,083)	5,706,979 854,090 152,747 (3,287,879)
Net cash provided by operating activities	2,996,235	3,425,937
Cash flows from investing activities: Proceeds from sales of properties Collections on note receivable Repurchase of volumetric production payment Capital expenditures and acquisitions	-	160,058 166,973 (8,367,665) (10,323,615)
Net cash used for investing activities	(56,712,824)	(18,364,249)
Cash flows from financing activities: Proceeds from preferred stock issuance Proceeds from common stock issuances Stock issuance costs Borrowings Principal payments on debt	25,000 (90,031) 58,403,139	6,000,000 214,650 (307,747) 29,843,966 (20,016,837)
Net cash provided by financing activities	51,260,633	15,734,032
Net increase (decrease) in cash and cash equivalents	(2,455,956)	795,720
Cash and cash equivalents, beginning of period	3,425,248	754,970
Cash and cash equivalents, end of period	•	\$ 1,550,690 ======

#### COMSTOCK RESOURCES, INC. AND SUBSIDIARIES

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

September 30, 1995 and 1994 (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 September 30, 1995 and the related results of operations for the three months and nine months ended September 30, 1995 and 1994 and cash flows for the nine months ended September 30, 1995 and 1994.

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, 1994.

The results of operations for the nine months ended September 30, 1995 and 1994, are not necessarily an indication of the results expected for the full year.

The Company periodically reviews the carrying value of its proved oil and gas properties for impairment in value on a company-wide basis by comparing the net capitalized costs of proved oil and gas properties with the undiscounted future cash flows after income taxes attributable to proved oil and gas properties. Under this policy, no impairment in carrying value has been required during 1995 and 1994. However, in March 1995 the Financial Accounting Standards Board issued Standard No. 121, "Accounting for the Impairment of Long-Lived Assets." Beginning in 1996, this standard requires an assessment of fair value of oil and gas properties to be performed using certain groupings of property costs. Fair value is to be measured by market value, if an active market exists. If the market value is not readily determinable, discounted future net cash flows, after income taxes, are to be used to estimate fair value. The adoption of this standard by the Company will result in an impairment of the carrying value of the Company's oil and gas properties ranging from \$15 million to \$20 million, primarily related to the Company's Texas Panhandle field properties.

Supplementary Information with Respect to the Statements of Cash Flows -

The Company paid cash for interest of \$3,574,000 and \$2,040,000 during the nine months ended September 30, 1995 and 1994, respectively. No cash for income taxes was paid in the nine months ended September 30, 1995 and 1994.

#### COMSTOCK RESOURCES, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

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

	For the Nine Months Ended September 30, 1995 1994		
Common stock issued for director compensation	\$	113,000	\$ 113,000
Common stock issued for preferred stock dividends	\$	1,266,966	\$ 522,075
Preferred stock issued for repurchase of volumetric production payment	\$	-	\$ 8,000,000

Earnings Per Share -

Net income (loss) attributable to common stock represents net income (loss) less preferred stock dividend requirements of \$640,535 and \$259,575 for the three months ended September 30, 1995 and 1994, respectively and \$1,266,966 and \$522,075 for the nine months ended September 30, 1995 and 1994, 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 equivalent shares outstanding during each period. Common stock equivalent shares include, when applicable, dilutive stock options and warrants using the treasury stock method.

#### (2) OIL & GAS PROPERTY ACQUISITIONS -

On May 15, 1995, the Company closed an acquisition of producing offshore oil and gas properties located in Louisiana State waters in the Gulf of Mexico. The Company acquired interests in 14 oil and gas wells (3.5 net wells) for \$8,199,000. The Company's independent petroleum engineers estimate that the interests acquired had proved oil and gas reserves of approximately 1,060,000 barrels of oil and 1,074,000 thousand cubic feet ("Mcf") of natural gas as of November 1, 1994, the effective date of the acquisition.

On July 31, 1995, the Company closed an acquisition of producing oil and gas properties and natural gas gathering systems located in East Texas and North Louisiana for \$50.6 million. The Company acquired interests in 319 (188 net) oil and gas wells for \$49.1 million. The Company's independent petroleum engineers estimate that the interests acquired by the Company had net proved oil and gas reserves of approximately 888,000 barrels of oil and 108 billion cubic feet of natural gas as of March 1, 1995, the effective date of the acquisition. In addition, the Company acquired the managing general partner interest and a 20.31% limited partner interest in Crosstex Pipeline Partners, Ltd. as well as certain other gas gathering systems primarily located in Harrison County, Texas for \$1.5 million.

#### COMSTOCK RESOURCES, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

#### (3) LONG-TERM DEBT -

On July 31, 1995, the Company's bank credit facility was amended to provide a \$100 million revolving credit facility and a one year term loan of \$10 million. As of September 30, 1995, the Company had \$63,350,050 outstanding under the revolving credit facility which bears interest at the agent bank's prime rate plus 1.5% and is subject to a borrowing base redetermined semiannually by the banks. The borrowing base as of September 30, 1995 for the revolving credit facility was \$68,940,000 and reduces by \$1,060,000 each month thereafter. The revolving credit facility has a final maturity of October 1, 1998. As of September 30, 1995, the Company had \$10 million outstanding under the term loan which bears interest at the agent bank's prime rate plus 4% and is payable in full on July 31, 1996.

#### (4) PREFERRED STOCK -

On June 16, 1995, the Board of Directors of the Company created a new series of the Company's preferred stock (\$10.00 par value) consisting of 1,500,000 shares designated as the Series 1995 Convertible Preferred Stock (the "Series 1995 Preferred"). On June 19, 1995, the Company sold 1,500,000 shares of the Series 1995 Preferred in a private placement for \$15 million. The Series 1995 Preferred bears quarterly dividends at the rate of 22.5 cents on each outstanding share (9% per annum of the par value). The Company can elect to pay the dividends in cash or in shares of the Company's common stock.

On June 30, 2000 and on each June 30, thereafter, so long as any shares of the Series 1995 Preferred are outstanding, the Company is obligated to redeem 300,000 shares of the Series 1995 Preferred at \$10.00 per share plus accrued and unpaid dividends. The mandatory redemption price may be paid either (i) in cash or (ii) in shares of common stock, at the option of the Company. The holders of the Series 1995 Preferred have the right, at their option, to convert all or any part of such shares into shares of common stock of the Company at any time at the initial conversion price of \$5.25 per share of common stock, subject to adjustment. The Company has the option to redeem the shares of Series 1995 Preferred after providing the holders of the Series 1995 Preferred a specified rate of return on the initial purchase.

#### (5) SALE OF GAS PROCESSING PLANT -

On August 1, 1995, the Company sold its 43.25% interest in the Wharton gas processing plant and gathering system in Wharton County, Texas to an unaffiliated company for approximately \$3 million. The Company realized a \$2.6 million gain on the sale which is included in the accompanying consolidated statements of operations for the three and nine months ended September 30, 1995.

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

Liquidity and Capital Resources

Financial Position -

Total assets at September 30, 1995 were \$144.4 million, an increase of \$52.8 million over total assets at December 31, 1994 of \$91.6 million. The increase relates to the two acquisitions completed in 1995 aggregating \$58.8 million.

On June 19, 1995, the Company sold 1,500,000 shares of a newly issued preferred stock in a private placement for \$15 million. The new series of preferred stock bears quarterly dividends at the rate of 22.5 cents on each outstanding share (9% per annum of the par value). Proceeds from the preferred stock sale were used to reduce amounts outstanding under the Company's bank credit facility.

As of September 30, 1995, the Company had \$63.4 million outstanding under its \$100 million revolving bank credit facility. Amounts outstanding under the revolving credit facility are subject to a borrowing base redetermined semiannually by the banks. At September 30, 1995, the borrowing base was \$68.9 million and reduces by \$1,060,000 each month thereafter. The Company also had \$10 million outstanding under a one year term loan from the banks which matures on July 31, 1996.

At September 30, 1995, the Company had a working capital deficit of \$15.3 million. The working capital deficit relates to \$7.1 million in current maturities under the Company's bank revolving credit facility as well as a one-year \$10 million term loan with the banks. The Company believes that future cash flow from operations will be sufficient to fund the required debt service under the revolving credit facility and that the Company will be able to repay the one-year term loan with the proceeds from future issuances of debt or equity securities.

In March 1995, the Financial Accounting Standards Board issued Standard No. 121, "Accounting for the Impairment of Long-Lived Assets." Beginning in 1996, this standard requires an assessment of fair value of oil and gas properties to be performed using certain groupings of property costs. Fair value is to be measured by market value, if an active market exists. If the market value is not readily determinable, discounted future net cash flows, after income taxes, are to be used to estimate fair value. The adoption of this standard by the Company will result in an impairment of the carrying value of the Company's oil and gas properties ranging from \$15 million to \$20 million, primarily related to the Company's Texas Panhandle field properties.

Sources and Uses of Capital Resources -

During the nine months ended September 30, 1995, the primary sources of funds for the Company were proceeds from the preferred stock placement of \$15 million, borrowings under the Company's bank credit facility of \$58.3 million, proceeds from sales of property of \$3 million and cash generated from operating activities of \$3 million. Primary uses of funds for the nine months ended September 30, 1995 were capital expenditures and acquisitions of \$59.7 million and principal payments on debt of \$22.1 million.

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

The Company estimates that capital expenditures for the remaining three months of the year will approximate \$2.8 million. These capital expenditures relate primarily to drilling eight development wells and the recompletion of 23 existing wells. Funds for these expenditures will be provided by borrowings under the Company's revolving credit facility.

Results of Operations

Earnings -

The Company reported net income of \$2,457,000 for the three months ended September 30, 1995, before preferred stock dividends of \$641,000, as compared to a net loss of \$237,000, before preferred stock dividends of \$260,000 and an extraordinary loss of \$616,000, for the three months ended September 30, 1994. After the preferred stock dividends, net income attributable to common stock per share for the three months ended September 30, 1995 was \$.14 per share on weighted average shares of 13 million as compared to a net loss per share of \$.04 on weighted average shares of 12.1 million for the three months ended September 30, 1994. After the extraordinary item, the net loss per share was \$.09 for the three months ended September 30, 1994. The Company reported net income of \$2,260,000 for the nine months ended September 30, 1995, before preferred stock dividends of \$1,267,000, as compared to net income of \$474,000, before preferred stock dividends of \$522,000 and the extraordinary loss of \$616,000, for the nine months ended September 30, 1994. Net income attributable to common stock for the first nine months of 1995 was \$.08 per share on weighted average shares of 12.8 million as compared to a net loss attributable to common stock of less than \$.01 per share on weighted average shares of 12 million for the first nine months of 1994. After the extraordinary item, the net loss per share was \$.05 for the nine months ended September 30, 1994. Included in net income in 1995 is a \$2.6 million gain from the sale of the Company's interest in a gas processing plant which occurred on August 1, 1995.

#### Revenues -

The Company's total revenues for the three months ended September 30, 1995 were \$20.2 million as compared to \$7.3 million for the same period in 1994. Revenues for the nine months ended September 30, 1995 were \$52.3 million as compared to \$17.2 million in revenues for the same period in 1994. The increase is attributable to an increase in gas marketing sales to \$34.8 million in the first nine months of 1995 as compared to \$3.6 million for the same period in Oil and gas sales for the first nine months of 1995 were \$14.3 million as compared to \$13.2 million for the nine months ended September 30, 1994. Gas production for the first nine months of 1995 increased to 6,200,000 thousand cubic feet ("Mcf") which was sold at an average price of \$1.66 per Mcf as compared to 5,050,000 Mcf sold at an average price of \$2.01 per Mcf for the first nine months of 1994. Gas production and the average price received for the third quarter of 1995 were 2,800,000 Mcf, and \$1.57 per Mcf, respectively, as compared to gas production of 1,760,000 Mcf and an average price of \$1.88 per Mcf for the three months ended September 30, 1994. Oil production for the first nine months of 1995 was 236,300 barrels which was sold at an average price of \$16.78 per barrel as compared to 203,900 barrels sold at an average price of \$15.04 per barrel for the first nine months of 1994. Oil production and the average price received for the three months ended September 30, 1995 were 93,800 barrels and \$15.88 per barrel, respectively, as compared to oil production of

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

62,200 barrels and an average price of \$16.61 per barrel for the three months ended September 30, 1994.

Expenses -

Total expenses increased to \$50 million for the nine months ended September 30, 1995 from \$16.7 million for the nine months ended September 30, 1994. Due to the increase in gas marketing sales, natural gas purchases increased to \$34 million for the nine months ended September 30, 1995 as compared to \$3.4 million for the same period in 1994.

Oil and gas operating expenses for the nine months ended September 30, 1995 were \$4.8 million, as compared to \$4.6 million for the first nine months of 1994. Lifting costs per equivalent Mcf for the first nine months of 1995 were \$.63 per equivalent Mcf as compared to \$.73 per equivalent Mcf for the first nine months of 1994. Oil and gas operating costs for the three months ended September 30, 1995, were \$2 million as compared to \$1.7 million for the third quarter of 1994.

Depreciation, depletion and amortization for the first nine months of 1995 was \$6.1 million as compared to \$5.5 million for the first nine months of 1994. The increase relates to the higher oil and gas production in 1995. Depletion and depreciation per equivalent unit of production was \$.77 per equivalent Mcf for the first nine months of 1995 as compared to \$.86 per equivalent Mcf for the same period in 1994. Depreciation, depletion and amortization for the third quarter of 1995 was \$2.3 million compared to \$2.1 million in 1994's third quarter.

General and administrative expenses totaled \$1.4 million for the first nine months of 1995 as compared to general and administrative expenses of \$1.1 million for the same period in 1994. General and administrative expenses for the three months ended September 30, 1995 were \$466,000 as compared to \$394,000 for 1994's third quarter. The increase relates to the Company's gas marketing operations which commenced in June 1994.

Interest expense for the first nine months of 1995 was \$3.6 millon as compared to \$2 million for the first nine months of 1994. Interest expense for the three months ended September 30, 1995 was \$1.7 million as compared to \$745,000 for the third quarter of 1994. The increases relate to an increase in debt outstanding and an increase in interest rates in 1995.

#### a. Exhibits

27. Financial Data Schedule for the nine months ended September 30, 1995.

#### b. Reports on Form 8-K

Current reports on Form 8-K filed during the third quarter of 1995 and to the date of this filing are as follows:

Report Date	Item	Subject of Report
August 4, 1995	2	Amendment No. 1 to May 16, 1995 Report on Form 8-K Reporting the Acquisition of Properties from Sonat Inc.
September 22, 1995	2	Amendment No. 2 to May 16, 1995 Report on Form 8-K Reporting the Acquisition of Properties from Sonat Inc.

#### **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 November 14, 1995 /s/M. JAY ALLISON

M. Jay Allison, President and Chief Executive Officer (Principal Executive

Officer)

Date November 14, 1995 /s/ROLAND O. BURNS

Roland O. Burns, Senior Vice President, Chief Financial Officer, Secretary, and Treasurer (Principal Financial and Accounting Officer)

15

This schedule contains summary financial data extracted from the Consolidated Financial Statements of Comstock Resources, Inc. for the Nine Months ended September 30, 1995 and is qualified in its entirety by reference to such financial statments.

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           DEC-31-1995
                SEP-30-1995
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                10,576,650
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                      93,353
             11,860,653
                      174,101,028
             (42,393,496)
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        27, 178, 264
                      56,978,250
                     27,543,994
        21,000,000
                  10,000,000
144,400,273
                      49,493,888
             52,308,305
                        33,973,759
                11,052,830
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