

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM S-3
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

COMSTOCK RESOURCES, INC.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of
incorporation or organization)

1311
(Primary Standard Industrial
Classification Code Number)

94-1667468
(I.R.S. Employer
Identification No.)

**5300 Town and Country Blvd., Suite 500
Frisco, Texas 75034
(972) 668-8800**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

M. Jay Allison
Chairman of the Board of Directors and Chief Executive Officer
Comstock Resources, Inc.
5300 Town and Country Blvd., Suite 500
Frisco, Texas 75034
(972) 668-8800

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Jack E. Jacobsen
Locke Lord LLP
2200 Ross Avenue, Suite 2800
Dallas, Texas 75201
(214) 740-8000

Approximate date of commencement of proposed sale to the public: From time to time after this registration statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. File No. 333-238113

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Securities and Exchange Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

| | | | |
|-------------------------|--------------------------|---------------------------|-------------------------------------|
| Large accelerated filer | <input type="checkbox"/> | Accelerated filer | <input checked="" type="checkbox"/> |
| Non-Accelerated filer | <input type="checkbox"/> | Smaller reporting company | <input type="checkbox"/> |
| | | Emerging growth company | <input type="checkbox"/> |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for comply with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of Securities Act.

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|--|---|----------------------------|
| Debt Securities | \$50,000,000 (1) | \$6,490.00 (3) |
| Guarantees of Debt Securities | (2) | (2) |

- (1) Comstock Resources, Inc. (the "Registrant") previously registered certain securities with a maximum aggregate offering price \$750,000,000 on a Registration Statement on Form S-3 (File No. 333-238113) which was filed by Registrant on May 8, 2020, as amended May 22, 2020 and declared effective by the Securities and Exchange Commission on June 1, 2020 (the "Related Registration Statement"). In accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended (the "Securities Act") an additional amount of securities having a proposed maximum aggregate offering price representing no more than 20% of the maximum aggregate offering price of the remaining securities eligible to be sold under the Related Registration Statement is being registered under this Registration Statement. In no event will the maximum aggregate offering of all securities issued pursuant to this Registration Statement and the Related Registration Statement exceed \$800,000,000.
- (2) Includes certain subsidiaries of identified in the "Table of Additional Subsidiary Guarantor Registrants", which may be guarantors of some or all of the debt securities registered hereunder and, as such, have been listed as co-registrants for the purpose of providing guarantees, if any. Pursuant to Rule 457(n) under the Securities Act, no registration fee is payable with respect to any such guarantees.
- (3) Calculated pursuant to Rule 457(o) under the Securities Act. Represents the registration fee only for the additional amount of debt securities being registered hereby. The Registrant previously registered securities pursuant to the Related Registration Statement for which a registration fee of \$26,819.93 was paid.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

TABLE OF ADDITIONAL SUBSIDIARY GUARANTOR REGISTRANTS

| <u>Exact Name of Additional Registrant as Specified in its Charter</u> | <u>State or Other Jurisdiction of Incorporation or Organization</u> | <u>I.R.S. Employer Identification No.</u> |
|--|---|---|
| Comstock Oil & Gas, LLC | Nevada | 75-2272352 |
| Comstock Oil & Gas-Louisiana, LLC | Nevada | 28-0012430 |

Explanatory Note and Incorporation By Reference

The Registrant is filing this Registration Statement on Form S-3 with the Securities and Exchange Commission (the “Commission”) pursuant to Rule 462(b) and General Instruction IV of Form S-3 both as promulgated under the Securities Act of 1933, as amended. This Registration Statement on Form S-3 relates to the public offering of securities contemplated by the Registration Statement on [Form S-3](#) (File No. 333-238113) filed with the Commission on May 8, 2020, as amended by the [Pre-Effective Amendment No. 1](#) filed on May 22, 2020, and declared effective by the Commission on June 1, 2020 (the “Related Registration Statement”). This Registration Statement on Form S-3 is being filed for the purpose of registering an additional amount of securities equal to 20% of the remaining \$250,000,000 of securities eligible to be sold under the Related Registration Statement, or \$50,000,000 of additional securities. The Registrant hereby incorporates by reference into this Registration Statement on Form S-3 in its entirety the Related Registration Statement, including each of the documents filed by the Registrant with the Commission and incorporated or deemed to be incorporated by reference therein and all exhibits thereto.

| Exhibit No. | Description |
|-------------|---|
| 5.1* | Opinion of Locke Lord LLP. |
| 5.2* | Opinion of Woodburn and Wedge. |
| 23.1* | Consent of Locke Lord LLP (included in Exhibit 5.1). |
| 23.2* | Consent of Woodburn and Wedge (contained in Exhibit 5.2). |
| 23.3* | Consent of Ernst & Young LLP. |
| 23.4* | Consent of KPMG LLP. |
| 23.5* | Consent of Independent Petroleum Consultants Lee Keeling & Associates, Inc. |
| 23.6* | Consent of Independent Petroleum Engineers And Geologists Netherland, Sewell & Associates, Inc. |
| 24.1 | Power of Attorney (incorporated by reference to the signature page to the Registrant's Related Registration Statement on Form S-3 (File No. 333-238113) filed with the Commission on May 8, 2020 , as amended by the Pre-Effective Amendment No. 1 filed on May 22, 2020). |
| 25.1 | Statement of Eligibility of Trustee under the Indenture on Form T-1. (incorporated by reference to Form T-1 filed with the Commission on June 23, 2020, filed pursuant to Section 305(b)(2) of the Trust Indenture Act of 1939, as amended, under the electronic form type 305B2). |

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Frisco, State of Texas, on August 17, 2020.

COMSTOCK OIL & GAS, LLC

By: /s/ M. JAY ALLISON

M. Jay Allison

Chief Executive Officer

(Principal Executive Officer)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Frisco, State of Texas, on August 17, 2020.

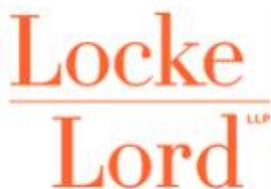
COMSTOCK OIL & GAS – LOUISIANA, LLC

By: /s/ M. JAY ALLISON

M. Jay Allison

Chief Executive Officer

(Principal Executive Officer)



August 17, 2020

Comstock Resources, Inc.
5300 Town and Country Blvd., Suite 500
Frisco, Texas 75034

Re: Comstock Resources, Inc. Registration Statement on Form S-3 filed on August 17, 2020

Ladies and Gentlemen:

We are rendering this opinion in connection with the registration statement on Form S-3 (the "Registration Statement") filed by Comstock Resources, Inc. (the "Company"), a Nevada corporation, with the Securities and Exchange Commission (the "Commission") under Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof. The Registration Statement incorporates by reference the registration statement on Form S-3 (File No. 333-238113) filed by the Company with the Commission under the Securities Act on May 8, 2020, as amended by the Pre-Effective Amendment No. 1 filed with the Commission on May 22, 2020, and declared effective by the Commission on June 1, 2020 (the "Related Registration Statement"), including each of the documents filed by the Company with the Commission and incorporated or deemed to be incorporated therein and all exhibits thereto. Pursuant to the Registration Statement, the Company is registering \$50,000,000 of unsecured debt securities (the "Debt Securities") and the guarantees of the Company's Debt Securities by the Co-Registrants (the "Guarantees").

The Debt Securities and the Guarantees will be issued pursuant to the indenture, dated June 23, 2020 (the "Indenture"), entered into by the Company, each of the Co-Registrants, as guarantors, and American Stock Transfer & Trust Company, LLC (the "Trustee") qualified to act as such under the Trust Indenture Act of 1939, as amended (the "Trust Indenture Act"), as amended by the First Supplemental Indenture, dated June 23, 2020, which are Exhibit 4.1 and Exhibit 4.2, respectively, to the Company's Current Report on Form 8-K filed with the Commission on June 24, 2020, and which are incorporated by referenced into the Registration Statement through incorporation of the Related Registration Statement, and as the same may hereafter be supplemented from time to time, among other things at the time of and in connection with the issuance of the Debt Securities and any Guarantees.

In connection with this opinion, we have examined originals or copies, certified, or otherwise identified to our satisfaction, of: (i) the Second Amended and Restated Articles of Incorporation ("Restated Articles of Incorporation") and Amended and Restated Bylaws ("Bylaws") of the Company, each as amended to date and currently in effect, and similar organizational documents for each of the Co-Registrants; (ii) the Registration Statement and the Related Registration Statement; (iii) the prospectus contained in the Registration Statement (the "Prospectus"); and (iv) resolutions adopted by the Board of Directors of the Company (the "Board of Directors") and the board of directors (or similar governing body) of each Co-Registrant relating to the registration of the Debt Securities and Guarantees and related matters. We have also reviewed such other documents and records of the Company and each Co-Registrant and such agreements, certificates and receipts of public officials, certificates of officers or other representatives of the Company and each Co-Registrant and others, and such other documents as we have deemed necessary or appropriate as a basis for the opinions set forth herein.

In rendering the opinions contained herein, we have, with your permission, made the following assumptions: (i) all documents submitted to or reviewed by us, including all amendments and supplements thereto, are accurate and complete and, if not originals, are true, correct, and complete copies of the originals; (ii) the signatures on each of such documents by the parties thereto are genuine; (iii) each individual who signed such documents had the legal capacity to do so; and (iv) all persons who signed such documents on behalf of a business entity were duly authorized to do so. We have assumed that there are no amendments, modifications, or supplements to such documents other than those amendments, modifications, and supplements that are known to us. As to facts material to the opinions, statements and assumptions expressed herein, we have, with your consent, relied upon oral or written statements and representations of officers and other representatives of the Company, public officials and others. We have not independently verified such factual matters.

In rendering the opinions set forth below, we have assumed that (i) at the time of offer, issuance and sale of any Debt Securities and Guarantees, the Registration Statement, and any other required post-effective amendments thereto, will be effective under the Securities Act, any required prospectus supplement with respect to such Debt Securities and Guarantees will have been delivered and filed with the Commission and no stop order suspending its effectiveness will have been issued and remain in effect; and (ii) upon the issuance of Debt Securities, a Statement of Eligibility of the Trustee on Form T-1 under the Trust Indenture Act will have been filed with the Commission.

In rendering the opinions below with respect to the Debt Securities and Guarantees, we have additionally assumed that the Trustee is duly organized, validly existing and in good standing under the laws of its jurisdiction of organization; that the Trustee is duly qualified to engage in the activities contemplated by the Indenture; that the Indenture has been duly authorized, executed and delivered by the Trustee and constitutes a legally valid, binding and enforceable obligation of the Trustee, enforceable against the Trustee in accordance with its terms; that the Trustee is in compliance, generally and with respect to acting as trustee under the Indenture, with all applicable laws and regulations; and that the Trustee has the requisite organizational and legal power and authority to perform its obligations under the Indenture. (ii) any Board Resolution (as defined in the Indenture) and/or Officer's Certificate (as defined in the Indenture) executed and delivered pursuant to the Indenture, in any such case, pursuant to which any Debt Securities and Guarantees are issued, will comply with the Indenture, and the form and terms of such Debt Securities and Guarantees will comply with the Indenture and any such Board Resolution and/or Officer's Certificate; and (iii) each of the Company and the Co-Registrants is and at all times material hereto will be a corporation, limited partnership, or limited liability company (as applicable) duly organized and validly existing under the laws of the jurisdiction under which it is currently organized.

Based upon the foregoing and subject to the additional qualifications set forth below, we are of the opinion, when the Company the Debt Securities have been authenticated by the Trustee and duly executed and delivered on behalf of the Company against payment therefor in accordance with the terms and provisions of the Indenture and as contemplated by the Registration Statement, the prospectus included as a part thereof and any related prospectus supplement, that:

1. the terms of the Debt Securities and Guarantees will be executed and delivered as described in the Registration Statement, the prospectus included as a part thereof and any related prospectus supplement;
2. the Debt Securities and Guarantees as executed and delivered will not violate any law applicable to the Company or result in a default under or breach of any agreement or instrument binding upon the Company and the Co-Registrants, respectively;
3. the Debt Securities and Guarantees as executed and delivered comply with all requirements and restrictions, if any, applicable to the Company and the Co-Registrants, whether imposed by any court or governmental or regulatory body having jurisdiction over the Company;
4. the Debt Securities and Guarantees, when issued and sold as contemplated in the Registration Statement, the prospectus included as a part thereof and any related prospectus supplement, will constitute valid and binding obligations of the Company and the Co-Registrants, respectively.

Our opinions set forth above is subject to the following exceptions with respect to enforcement of the Debt Securities and Guarantees, which may be limited by (a) bankruptcy, insolvency, reorganization, fraudulent conveyance, moratorium, or other similar laws now or hereafter in effect relating to creditors' rights generally, (b) general principles of equity (regardless of whether enforceability is considered in a proceeding at law or in equity), (c) public policy considerations which may limit the rights of parties to obtain remedies, (d) the waivers of any usury defense contained in the Indenture which may be unenforceable, (e) requirements that a claim with respect to any Debt Securities denominated in a currency, currency unit, or composite currency other than United States dollars (or a judgment denominated other than United States dollars in respect of such claim) be converted into United States dollars at a rate of exchange prevailing on a date determined pursuant to applicable law, and (f) governmental authority to limit, delay, or prohibit the making of payments outside the United States or in foreign currencies, currency units, or composite currencies.

With respect to any agreement or instrument (other than the Indenture) reviewed by us, that by its terms or otherwise is governed by the law of any jurisdiction other than the laws of the State of Texas, our opinion herein is based solely on our understanding of the plain language of such agreement or instrument and we do not express our opinion with respect to the interpretation, validity, binding nature, or enforceability of any such agreement or instrument, and we do not assume any responsibility with respect to the effect on the opinions or statements set forth herein of any interpretation thereof inconsistent with such understanding.

We do not express any opinion herein with respect to the law of any jurisdiction other than the States of Texas and New York (but not including any laws, statutes, ordinances, administrative decisions, rules or regulations of any political subdivision of the State of New York), applicable federal law, and, based solely on the opinion of Woodburn and Wedge filed concurrently with our opinion as part of the Registration Statement, the State of Nevada.

This opinion is intended solely for your benefit. It is not to be quoted, in whole or in part, disclosed, made available to, or relied upon by any other person, firm, or entity without our express prior written consent. This opinion is limited to the specific opinions expressly stated herein, and no other opinion is implied or may be inferred beyond the specific opinions expressly stated herein.

This opinion is based upon our knowledge of the law and facts relevant to the transactions herein referenced as of the date hereof. We assume no duty to update or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention or to reflect any changes in any law that may hereafter occur or become effective.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to our firm under the heading "Legal Matters" in the Prospectus. In giving this consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

/s/ LOCKE LORD LLP

Locke Lord LLP

August 17, 2020

Comstock Resources, Inc.
5300 Town and Country Blvd., Suite 500
Frisco, TX 75034

Ladies and Gentlemen:

We have acted as counsel to Comstock Resources, Inc., a Nevada corporation (the “Company”), Comstock Oil & Gas, LLC, a Nevada limited liability company (“Comstock Oil & Gas”), and Comstock Oil & Gas Louisiana, LLC, a Nevada limited liability company (“COG-Louisiana,” and together with Comstock Oil & Gas, the “Notes Guarantors”), in connection with a Registration Statement (the “Registration Statement”) filed under Rule 462(b) under the Securities Act of 1933, as amended (the “Securities Act”), on or about the date hereof. The Registration Statement incorporates by reference the registration statement on Form S-3 (File No. 333-238113) filed by the Company with the Securities and Exchange Commission (the “Commission”) under the Securities Act on May 8, 2020, as amended by the Pre-Effective Amendment No. 1 filed with the Commission on May 22, 2020, and declared effective by the Commission on June 1, 2020 (the “Related Registration Statement”), including each of the documents filed by the Company with the Commission and incorporated or deemed to be incorporated therein and all exhibits thereto. Pursuant to the Registration Statement, the Company is registering \$50,000,000 of unsecured debt securities (the “Debt Securities”) and the guarantees of the Company’s Debt Securities by the Co-Registrants (the “Guarantees”).

In connection with this opinion, we have examined originals or copies, certified, or otherwise identified to our satisfaction, of:

- (i) the Second Amended and Restated Articles of Incorporation of the Company, as filed with the Nevada Secretary of State on August 13, 2018;
- (ii) Certificate of Amendment to Articles of Incorporation, as filed with the Nevada Secretary of State on July 16, 2019;
- (iii) Certificate of Designation, as filed with the Nevada Secretary of State on July 16, 2019;
- (iv) Amended and Restated Bylaws of the Company, adopted August 21, 2014, as amended August 17, 2018 and as further amended July 15, 2019, and certified to us to be currently in effect;
- (v) Articles of Organization of Comstock Oil & Gas, as filed with the Nevada Secretary of State on July 10, 2019;
- (vi) Operating Agreement of Comstock Oil & Gas, dated to be effective as of July 10, 2019;
- (vii) Articles of Organization of COG-Louisiana, as filed with the Nevada Secretary of State on December 20, 2001;
- (viii) Operating Agreement of COG-Louisiana, dated as of December 21, 2001;
- (ix) A Certificate of Good Standing for the Company issued by the Nevada Secretary of State on August 13, 2020;
- (x) A Certificate of Good Standing for Comstock Oil & Gas issued by the Nevada Secretary of State on August 13, 2020;
- (xi) A Certificate of Good Standing for COG-Louisiana issued by the Nevada Secretary of State on August 13, 2020;
- (xii) The indenture (the “Indenture”), entered into by the Company, each of the Co-Registrants, as guarantors, and American Stock Transfer & Trust Company, LLC (the “Trustee”), as amended by the First Supplemental Indenture, which are Exhibit 4.1 and Exhibit 4.2, respectively, to the Company’s Current Report on Form 8-K filed with the Commission on June 24, 2020, and which are incorporated by referenced into the Registration Statement;
- (xiii) Resolutions adopted by the Board of Directors of the Company (the “Board of Directors”) dated May 4, 2020, authorizing and approving the Registration Statement, the issuance and sale of the securities described in the Registration Statement;
- (xiv) Resolutions of the Board of Directors adopted as of June 15, 2020, authorizing and approving the Indenture;
- (xv) Resolutions of the Pricing Committee of the Company, dated August 14, 2020, approving certain pricing terms of the Securities, and matters related thereto;
- (xvi) A certificate of Roland O. Burns, as the President, Chief Financial Officer, and Secretary of the Company, the Senior Vice President, Chief Financial Officer, Secretary and Treasurer of Comstock Oil & Gas, and a Manager of COG-Louisiana, certifying to the authenticity of certain documents described above and matters related thereto.

We have also reviewed such other documents and records of the Company and each Notes Guarantor and such agreements, certificates and receipts of public officials, certificates of officers or other representatives of the Company and each Notes Guarantor and others, and such other documents as we have deemed necessary or appropriate as a basis for the opinions set forth herein.

In rendering the opinions contained herein, we have, with your permission, made the following assumptions: (i) all documents submitted to or reviewed by us, including all amendments and supplements thereto, are accurate and complete and, if not originals, are true, correct, and complete copies of the originals; (ii) the signatures on each of such documents by the parties thereto are genuine; (iii) each individual who signed such documents had the legal capacity to do so; and (iv) all persons who signed such documents on behalf of a business entity other than the Registrants were duly authorized to do so. We have assumed that there are no amendments, modifications, or supplements to such documents other than those amendments, modifications, and supplements that are known to us.

In rendering the opinions expressed in paragraph 1 below with respect to the Securities referred to therein, we have additionally assumed that: (i) the Trustee will have all requisite power and authority to execute, deliver, and perform its obligations under the Indenture; (ii) at the time of execution of the Indenture, the execution and delivery thereof and the performance of such obligations will have been duly authorized by all necessary action on the Trustee's part, and the Indentures will have been duly delivered by it; (iii) at the time of execution of the Indenture, the Indenture will be enforceable against the Trustee in accordance with the terms thereof; (iv) the Indenture will each be duly qualified under the Trust Indenture Act of 1939, as amended; (v) any supplemental indenture to the Indenture, pursuant to which any Securities are issued, will comply with the Indentures as theretofore supplemented, and the form and terms of such Securities will comply with the Indenture as then supplemented; and (vi) the Indenture actually entered into by the Company, the Notes Guarantors, and Trustee will not deviate in any material or substantial respect from the terms set forth in the Registration Statement, such that any deviation would alter our opinions contained herein.

We have also assumed that:

- i. the Registration Statement will be effective and will comply with all applicable laws at the time the Securities are issued as contemplated by the Registration Statement;
- ii. all Debt Securities and Guarantees will be issued and sold in compliance with applicable federal and state securities laws and in the manner stated in the Registration Statement and any applicable appropriate prospectus supplement; and
- iii. the Debt Securities and Guarantees will be issued and sold in the forms and containing the terms set forth in the Registration Statement and any applicable appropriate prospectus supplement.

Our opinions set forth below are subject to (a) bankruptcy, insolvency, reorganization, fraudulent conveyance, moratorium, or other similar laws now or hereafter in effect relating to creditors' rights generally, (b) general principles of equity (regardless of whether enforceability is considered in a proceeding at law or in equity), (c) public policy considerations which may limit the rights of parties to obtain remedies, (d) the waivers of any usury defense contained in the Indentures which may be unenforceable, (e) requirements that a claim with respect to any Securities denominated in a currency, currency unit, or composite currency other than United States dollars (or a judgment denominated other than United States dollars in respect of such claim) be converted into United States dollars at a rate of exchange prevailing on a date determined pursuant to applicable law, and (f) governmental authority to limit, delay, or prohibit the making of payments outside the United States or in foreign currencies, currency units, or composite currencies (collectively, these qualifications and limitations are referred to herein as the "Enforceability Qualifications").

Based upon and subject to the foregoing, and subject also to the limitations, qualifications, exceptions and assumptions set forth herein, we are of the opinion that:

- 1) The Company is validly existing as a corporation in good standing under the laws of the State of Nevada.
- 2) The Debt Securities when issued by the Company (a) will not violate the Company's organizational documents, (b) will have been authorized by all necessary corporate action of the Company, and (c) will be within the corporate powers of the Company.
- 3) Each Guarantee issued by the Note Guarantors, when issued, (a) will not violate each Notes Guarantor's organizational documents, (b) will have been authorized by all necessary limited liability company action of each Notes Guarantor, and (c) will be within the limited liability company powers of the Guarantor.
- 4) Each Notes Guarantor is validly existing as a limited liability company in good standing under the laws of the State of Nevada.

With respect to any agreement or instrument reviewed by us, that by its terms or otherwise is governed by the law of any jurisdiction other than the laws of the State of Nevada, our opinion herein is based solely on our understanding of the plain language of such agreement or instrument and we do not express our opinion with respect to the interpretation, validity, binding nature, or enforceability of any such agreement or instrument, and we do not assume any responsibility with respect to the effect on the opinions or statements set forth herein of any interpretation thereof inconsistent with such understanding.

We do not express any opinion herein with respect to the law of any jurisdiction other than Chapters 78 and 86 of the Nevada Revised Statutes.

This opinion is intended solely for your benefit. It is not to be quoted, in whole or in part, disclosed, made available to, or relied upon by any other person, firm, or entity without our express prior written consent. This opinion is limited to the specific opinions expressly stated herein, and no other opinion is implied or may be inferred beyond the specific opinions expressly stated herein.

This opinion is based upon our knowledge of the law and facts relevant to the transactions herein referenced as of the date hereof. We assume no duty to update or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention or to reflect any changes in any law that may hereafter occur or become effective.

We hereby consent to the filing of this opinion as part of the Registration Statement and to the reference to our firm under the caption "Legal Matters" in the prospectus filed as a part thereof. Our consent to such reference does not constitute a consent under Section 7 of the Securities Act and in consenting to such reference you acknowledge that we have not reviewed and that we have not certified as to any part of the Registration Statement and that we do not otherwise come within the categories of persons whose consent is required under Section 7 or under the rules and regulations of the Commission thereunder.

Sincerely,

WOODBURN AND WEDGE

By: /s/ SHAWN G. PEARSON

Shawn G. Pearson

Consent of Independent Registered Public Accounting Firm

We consent to the reference to our firm under the caption “Experts” in this Registration Statement (Form S-3) and in the related Prospectus of Comstock Resources, Inc. for the registration of debt securities and guarantees of debt securities and to the incorporation by reference therein of our reports dated March 2, 2020, with respect to the consolidated financial statements of Comstock Resources, Inc., and the effectiveness of internal control over financial reporting of Comstock Resources, Inc., included in its Annual Report (Form 10-K) for the year ended December 31, 2019, filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

Dallas, Texas

August 17, 2020

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated June 12, 2019, with respect to the consolidated balance sheets of Covey Park Energy LLC and subsidiaries as of December 31, 2018 and 2017, the related consolidated statements of operation, changes in equity, and cash flows for each of the years in the three-year period ended December 31, 2018, and the related notes, which report appears in the accompanying Form 8-K of Comstock Resources Inc. dated November 13, 2019 incorporated by reference herein and to the reference to our firm under the heading "Experts" in the related registration statement also incorporated herein.

/s/ KPMG LLP
Denver, Colorado

August 17, 2020

CONSENT OF INDEPENDENT PETROLEUM CONSULTANTS

We hereby consent to the references to our firm, in the context in which they appear, in this Registration Statement (Form S-3) and related Prospectus of Comstock Resources, Inc. and to the reserve estimates as of December 31, 2019 and our report thereon in the Annual Report on Form 10-K for the year ended December 31, 2019 incorporated by reference into the Prospectus contained in the Registration Statement on Form S-3 filed with the Securities and Exchange Commission on or about August 17, 2020, and any subsequent amendments thereto.

/s/ LEE KEELING AND ASSOCIATES, INC.

Lee Keeling and Associates, Inc.

Tulsa, Oklahoma

August 17, 2020



CONSENT OF INDEPENDENT PETROLEUM ENGINEERS AND GEOLOGISTS

We hereby consent to the references to our firm, in the context in which they appear, in this Registration Statement (Form S-3) and related Prospectus of Comstock Resources, Inc. and to the reserve estimates as of December 31, 2019 and our report thereon in the Annual Report on Form 10-K for the year ended December 31, 2019 incorporated by reference into the Prospectus contained in the Registration Statement on Form S-3 filed with the Securities and Exchange Commission on or about August 17, 2020, and any subsequent amendments thereto.

NETHERLAND, SEWELL & ASSOCIATES, INC.

/s/ C.H. (SCOTT) REES III, P.E.

C.H. (Scott) Rees III, P.E.

Chairman and Chief Executive Officer

Dallas, Texas

August 17, 2020