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

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2024

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission File No. 001-03262

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

Nevada	**94-1667468**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification Number)**

5300 Town and Country Blvd., Suite 500, Frisco, Texas 75034
(Address of principal executive offices)
Telephone No.: (972) 668-8800

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value $0.50 (per share)	CRK	New York Stock Exchange

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 such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes ☒ No ☐

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. (Check one):

Large accelerated filer ☒ Accelerated filer ☐ Non-accelerated ☐ Smaller reporting company ☐

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☒

The number of shares outstanding of the registrant's common stock, par value $0.50, as of October 30, 2024 was 292,260,645.

COMSTOCK RESOURCES, INC.

QUARTERLY REPORT

For the Quarter Ended September 30, 2024

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PART 1 — FINANCIAL INFORMATION
ITEM 1. FINANCIAL STATEMENTS (UNAUDITED)

COMSTOCK RESOURCES, INC.

CONSOLIDATED BALANCE SHEETS

	As of	
	September 30, 2024	December 31, 2023
	(Unaudited)	
	(In thousands)	
ASSETS		
Cash and cash equivalents	$ 13,772	$ 16,669
Accounts receivable:		
Natural gas and oil sales and gas services	100,814	166,639
Joint interest operations	38,322	48,704
From affiliates	16,721	16,087
Derivative financial instruments	71,704	126,775
Other current assets	58,379	86,619
Total current assets	299,712	461,493
Property and equipment:		
Natural gas and oil properties, successful efforts method:		
Proved	7,805,384	7,126,519
Unproved	413,109	343,419
Other	110,827	62,382
Accumulated depreciation, depletion and amortization	(2,738,872)	(2,147,549)
Net property and equipment	5,590,448	5,384,771
Goodwill	335,897	335,897
Derivative financial instruments	4,828	—
Operating lease right-of-use assets	82,124	71,462
	$ 6,313,009	$ 6,253,623
LIABILITIES AND STOCKHOLDERS' EQUITY		
Accounts payable	$ 358,336	$ 523,260
Accrued costs	106,057	134,466
Operating leases	35,372	23,765
Total current liabilities	499,765	681,491
Long-term debt	2,949,181	2,640,391
Deferred income taxes	402,870	470,035
Derivative financial instruments	20,495	—
Long-term operating leases	46,681	47,742
Reserve for future abandonment costs	32,016	30,773
Total liabilities	3,951,008	3,870,432
Commitments and contingencies		
Stockholders' equity:		
Common stock—$0.50 par, 400,000,000 shares authorized, 292,260,645 and 278,429,463 shares issued and outstanding at September 30, 2024 and December 31, 2023, respectively	146,130	139,214
Additional paid-in capital	1,362,393	1,260,930
Accumulated earnings	786,748	958,270
Total stockholders' equity attributable to Comstock	2,295,271	2,358,414
Noncontrolling interest	66,730	24,777
Total stockholders' equity	2,362,001	2,383,191
	$ 6,313,009	$ 6,253,623

The accompanying notes are an integral part of these statements.

COMSTOCK RESOURCES, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	Three Months Ended September 30, 2024	Three Months Ended September 30, 2023	Nine Months Ended September 30, 2024	Nine Months Ended September 30, 2023
	(In thousands, except per share amounts)			
Revenues:				
Natural gas sales	$ 252,650	$ 304,141	$ 756,260	$ 911,065
Oil sales	975	1,309	2,925	4,111
Total natural gas and oil sales	253,625	305,450	759,185	915,176
Gas services	50,847	71,287	127,889	239,350
Total revenues	304,472	376,737	887,074	1,154,526
Operating expenses:				
Production and ad valorem taxes	12,578	25,386	49,730	59,891
Gathering and transportation	53,996	47,012	150,456	137,981
Lease operating	29,248	31,664	99,125	100,525
Exploration	—	—	—	1,775
Depreciation, depletion and amortization	208,350	148,190	593,281	422,350
Gas services	52,622	67,632	132,796	224,317
General and administrative	9,923	9,586	29,271	31,992
Gain on sale of assets	(910)	—	(910)	(125)
Total operating expenses	365,807	329,470	1,053,749	978,706
Operating income (loss)	(61,335)	47,267	(166,675)	175,820
Other income (expenses):				
Gain from derivative financial instruments	75,163	14,276	89,218	76,190
Other income	274	409	927	1,467
Interest expense	(54,516)	(43,624)	(156,005)	(121,082)
Total other income (expenses)	20,921	(28,939)	(65,860)	(43,425)
Income (loss) before income taxes	(40,414)	18,328	(232,535)	132,395
(Provision for) benefit from income taxes	14,696	(3,608)	69,094	(28,878)
Net income (loss)	(25,718)	14,720	(163,441)	103,517
Net income attributable to noncontrolling interest	(3,173)	—	(8,081)	—
Net income (loss) available to Comstock	$ (28,891)	$ 14,720	$ (171,522)	$ 103,517
Net income (loss) per share:				
Basic	$ (0.09)	$ 0.05	$ (0.57)	$ 0.37
Diluted	$ (0.09)	$ 0.05	$ (0.57)	$ 0.37
Weighted average shares outstanding:				
Basic	290,170	276,999	285,949	276,741
Diluted	290,170	276,999	285,949	276,741
Dividends per share	$ —	$ 0.125	$ —	$ 0.375

The accompanying notes are an integral part of these statements.

COMSTOCK RESOURCES, INC.

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(Unaudited)

	Common Shares	Common Stock- Par Value	Additional Paid-in Capital	Accumulated Earnings	Noncontrolling Interest	Total
			(In thousands)			
Balance at January 1, 2023	277,517	$ 138,759	$ 1,253,417	$ 886,138	$ —	$ 2,278,314
Stock-based compensation	(7)	(4)	2,050	—	—	2,046
Net income	—	—	—	134,503	—	134,503
Common stock dividends	—	—	—	(34,688)	—	(34,688)
Balance at March 31, 2023	277,510	$ 138,755	$ 1,255,467	$ 985,953	$ —	$ 2,380,175
Stock-based compensation	983	491	(85)	—	—	406
Net loss	—	—	—	(45,706)	—	(45,706)
Common stock dividends	—	—	—	(34,689)	—	(34,689)
Balance at June 30, 2023	278,493	$ 139,246	$ 1,255,382	$ 905,558	$ —	$ 2,300,186
Stock-based compensation	(63)	(32)	2,687	—	—	2,655
Net income	—	—	—	14,720	—	14,720
Payment of preferred stock dividends	—	—	—	(34,804)	—	(34,804)
Balance at September 30, 2023	278,430	$ 139,214	$ 1,258,069	$ 885,474	$ —	$ 2,282,757
Balance at January 1, 2024	278,430	$ 139,214	$ 1,260,930	$ 958,270	$ 24,777	$ 2,383,191
Stock-based compensation	1,272	637	2,778	—	—	3,415
Issuance of common stock	12,500	6,250	94,200	—	—	100,450
Net income (loss)	—	—	—	(16,321)	1,847	(14,474)
Contributions from noncontrolling interest	—	—	—	—	6,000	6,000
Balance at March 31, 2024	292,202	$ 146,101	$ 1,357,908	$ 941,949	$ 32,624	$ 2,478,582
Stock-based compensation	59	29	680	—	—	709
Stock issuance costs	—	—	(39)	—	—	(39)
Net income (loss)	—	—	—	(126,310)	3,061	(123,249)
Contributions from noncontrolling interest	—	—	—	—	11,000	11,000
Distributions to noncontrolling interest	—	—	—	—	(1,098)	(1,098)
Balance at June 30, 2024	292,261	$ 146,130	$ 1,358,549	$ 815,639	$ 45,587	$ 2,365,905
Stock-based compensation	—	—	3,883	—	—	3,883
Stock issuance costs	—	—	(39)	—	—	(39)
Net income (loss)	—	—	—	(28,891)	3,173	(25,718)
Contributions from noncontrolling interest	—	—	—	—	19,000	19,000
Distributions to noncontrolling interest	—	—	—	—	(1,030)	(1,030)
Balance at September 30, 2024	292,261	$ 146,130	$ 1,362,393	$ 786,748	$ 66,730	$ 2,362,001

The accompanying notes are an integral part of these statements.

COMSTOCK RESOURCES, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Nine Months Ended September 30, 2024	Nine Months Ended September 30, 2023
	(In thousands)	
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income (loss)	$ (163,441)	$ 103,517
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Deferred income taxes	(67,165)	28,878
Gain on sale of assets	(910)	(125)
Depreciation, depletion and amortization	593,281	422,350
Gain on derivative financial instruments	(89,218)	(76,190)
Cash settlements of derivative financial instruments	159,956	76,221
Amortization of debt discount and issuance costs	8,519	5,980
Stock-based compensation	11,380	7,006
Decrease in accounts receivable	75,573	295,323
Increase in other current assets	(749)	(624)
Decrease in accounts payable and accrued expenses	(173,942)	(73,697)
Net cash provided by operating activities	353,284	788,639
CASH FLOWS FROM INVESTING ACTIVITIES:		
Capital expenditures and acquisitions	(817,526)	(1,088,933)
Prepaid drilling costs	28,989	(14,594)
Proceeds from sales of assets	1,214	41,295
Net cash used for investing activities	(787,323)	(1,062,232)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Borrowings on bank credit facility	580,000	575,000
Repayments of bank credit facility	(645,000)	(230,000)
Issuance of Senior Notes	372,000	—
Issuance of common stock	100,450	—
Common stock dividends paid	—	(104,181)
Debt and stock issuance costs	(6,807)	(144)
Income tax withholdings on equity awards	(3,373)	(1,899)
Contributions from noncontrolling interest	36,000	—
Distributions to noncontrolling interest	(2,128)	—
Net cash provided by financing activities	431,142	238,776
Net decrease in cash and cash equivalents	(2,897)	(34,817)
Cash and cash equivalents, beginning of period	16,669	54,652
Cash and cash equivalents, end of period	$ 13,772	$ 19,835

The accompanying notes are an integral part of these statements.

(1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

These unaudited consolidated financial statements include the accounts of Comstock Resources, Inc. and its wholly-owned subsidiaries (collectively, "Comstock" or the "Company"). In management's opinion, the accompanying unaudited consolidated financial statements contain all adjustments necessary to present fairly the financial position of Comstock as of September 30, 2024, and the related results of operations and cash flows for the periods being presented. Net income (loss) and comprehensive income (loss) are the same in all periods presented. All adjustments are of a normal recurring nature unless otherwise disclosed.

The accompanying unaudited consolidated 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 accounting principles generally accepted in the United States have been omitted pursuant to those rules and regulations, although Comstock believes that the disclosures made are adequate to make the information presented not misleading. These unaudited consolidated financial statements should be read in conjunction with the financial statements and notes thereto included in Comstock's Annual Report on Form 10-K for the year ended December 31, 2023. The results of operations for the period through September 30, 2024 are not necessarily an indication of the results expected for the full year.

Pinnacle Gas Services ("PGS") is a joint venture entity formed by the Company and an affiliate of Quantum Capital Solutions. PGS provides gathering and treating services for natural gas production in the Company's Western Haynesville area. Comstock directs the activities that most significantly impact the performance of PGS and has the obligation to absorb losses or right to receive benefits that could potentially be significant to PGS. Accordingly, Comstock is considered the primary beneficiary and consolidates the assets, liabilities and results of operations of PGS in the accompanying consolidated financial statements. PGS assets that cannot be used by Comstock for general corporate purposes include $101.6 million and $54.9 million of other property and equipment as of September 30, 2024 and December 31, 2023, respectively. Other PGS assets that cannot be used by Comstock and PGS liabilities for which creditors do not have recourse to Comstock's assets are not material to the Company's consolidated financial statements. The portions of PGS net income and stockholders' equity not attributable to Comstock's controlling interest are shown separately as noncontrolling interests in the accompanying consolidated statements of operations and statements of stockholders' equity.

Other Current Assets

Other current assets at September 30, 2024 and December 31, 2023 consisted of the following:

	As of	
	September 30, 2024	December 31, 2023
	(In thousands)	
Prepaid drilling costs	$ 41,135	$ 70,124
Income tax receivable	6,587	8,312
Production tax refunds receivable	3,957	5,745
Other receivables	3,757	—
Prepaid expenses	2,943	2,438
	$ 58,379	$ 86,619

Property and Equipment

The Company follows the successful efforts method of accounting for its natural gas and oil properties. Costs incurred to acquire natural gas and oil leases and to drill and complete developmental wells are capitalized.

Exploratory well costs are initially capitalized as proved property in the consolidated balance sheets but charged to exploration expense if and when the well is determined not to have found commercial proved natural gas and oil reserves.

The changes in capitalized exploratory well costs are as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
	(In thousands)			
Beginning capitalized exploratory well costs	$ 69,800	$ 34,196	$ 96,233	$ 867
Additions to exploratory well costs pending the determination of proved reserves	60,930	74,737	219,778	179,049
Determined to have found proved reserves	(837)	(71,838)	(186,118)	(142,821)
Ending capitalized exploratory well costs	$ 129,893	$ 37,095	$ 129,893	$ 37,095

As of September 30, 2024 and December 31, 2023, the Company had no exploratory wells for which costs have been capitalized for a period greater than one year.

The Company assesses the need for an impairment of the capitalized costs for its proved natural gas and oil properties on a property basis. No impairments were recognized to adjust the carrying value of the Company's proved natural gas and oil properties during any of the periods presented. Unproved natural gas and oil properties are also periodically assessed and any impairment in value is charged to expense. The costs related to unproved properties are transferred to proved natural gas and oil properties and amortized on an equivalent unit-of-production basis when they are reflected in proved natural gas and oil reserves.

The Company determines the fair value of its natural gas and oil properties using a discounted cash flow model and proved and risk-adjusted probable natural gas and oil reserves. Undrilled acreage can also be valued based on sales transactions in comparable areas. Significant Level 3 assumptions associated with the calculation of discounted future cash flows included in the cash flow model include management's outlook for natural gas and oil prices, production costs, capital expenditures, and future production as well as estimated proved natural gas and oil reserves and risk-adjusted probable natural gas and oil reserves. Management's natural gas and oil price outlook is developed based on third-party longer-term price forecasts as of each measurement date. The expected future net cash flows are discounted using an appropriate discount rate in determining a property's fair value.

It is reasonably possible that the Company's estimates of undiscounted future net cash flows attributable to its natural gas and oil properties may change in the future. The primary factors that may affect estimates of future cash flows include future adjustments, both positive and negative, to proved and appropriate risk-adjusted probable natural gas and oil reserves, results of future drilling activities, future prices for natural gas and oil, and increases or decreases in production and capital costs. As a result of these changes, there may be future impairments in the carrying values of these or other properties.

Goodwill

The Company had goodwill of $335.9 million as of September 30, 2024 that was recorded in 2018. The Company is not required to amortize goodwill as a charge to earnings; however, the Company is required to conduct an annual review of goodwill for impairment. The Company performs an annual assessment of goodwill on October 1 of each year and performs interim assessments if indicators of impairment are present. If the carrying value of goodwill exceeds the fair value, an impairment charge would be recorded for the difference between fair value and carrying value. No impairment indicators were identified during the periods presented.

Leases

The Company has right-of-use lease assets of $82.1 million related to its corporate office, certain office equipment, vehicles and drilling rigs with corresponding short-term and long-term liabilities. The value of the lease assets and liabilities are determined based upon discounted future minimum cash flows contained within each of the respective contracts. The Company determines if contracts contain a lease at inception of the contract. To the extent that contract terms representing a lease are identified, leases are identified as being either an operating lease or a finance-type lease. Comstock currently has no finance-type leases. Right-of-use lease assets representing the Company's right to use an underlying asset for the lease term and the related lease liabilities represent our obligation to make lease payments under the terms of the contracts. Short-term leases that have an initial term of one year or less are not capitalized; however, amounts paid for those leases are included as part of its lease cost disclosures. Short-term lease costs exclude expenses related to leases with a lease term of one month or less. Leases for the right to explore for and develop natural gas and oil reserves and the related rights to use the land associated with those leases are reflected as natural gas and oil properties.

Comstock contracts for a variety of equipment used in its natural gas and oil exploration and development activities. Contract terms for this equipment vary broadly, including the contract duration, pricing, scope of services included along with the equipment, cancellation terms, and rights of substitution, among others. The Company's drilling and completion operations routinely change due to changes in commodity prices, demand for natural gas and oil, and the overall operating and economic environment. Accordingly, Comstock manages the terms of its contracts for drilling rigs and completion equipment so as to allow for maximum flexibility in responding to these changing conditions. The Company's hydraulic fracturing fleet contracts are on terms of less than one year and include rights of substitution. The Company has three drilling rig contracts with a three year term with options to extend the term by mutual agreement at mutually acceptable terms or terminate the contracts at any time without default by the lessor. The Company's other drilling rig contracts are presently either for periods of less than one year, or they are on terms that provide for cancellation with 30 or 45 days advance notice without a specified expiration date. The Company has elected not to recognize right-of-use lease assets for contracts less than one year. The costs associated with drilling and completion operations are accounted for under the successful efforts method, which generally require that these costs be capitalized as part of our proved natural gas and oil properties on our balance sheet unless they are incurred on exploration wells that are unsuccessful, in which case they are charged to exploration expense.

Lease costs recognized during the three months and nine months ended September 30, 2024 and 2023 were as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
	(In thousands)			
Operating lease cost included in general and administrative expense	$ 423	$ 445	$ 1,263	$ 1,334
Operating lease cost included in lease operating expense	564	523	1,652	1,533
Operating lease cost included in natural gas and oil properties	9,171	18,659	25,473	41,339
Variable lease cost (drilling rig and completion costs included in natural gas and oil properties)	1,306	25,970	4,670	31,032
Short-term lease cost (drilling rig costs included in natural gas and oil properties)	5,582	20,098	21,096	73,986
	$ 17,046	$ 65,695	$ 54,154	$ 149,224

Cash payments for operating leases associated with right-of-use lease assets included in net cash provided by operating activities were $1.0 million for both the three months ended September 30, 2024 and 2023, respectively, and $2.9 million for both the nine months ended September 30, 2024 and 2023, respectively. Cash payments for operating leases associated with right-of-use lease assets included in net cash used for investing activities were $16.1 million and $64.7 million for the three months ended September 30, 2024 and 2023, respectively, and $51.2 million and $146.4 million for the nine months ended September 30, 2024 and 2023, respectively.

As of September 30, 2024 and December 31, 2023, the operating leases had a weighted-average term of 2.2 years and 2.9 years, respectively, and the weighted-average discount rate used to determine the present value of future operating lease payments was 7.3% and 7.2%, respectively. As of September 30, 2024, the Company also had expected future payments for short term leased drilling services of $53.7 million.

As of September 30, 2024, expected future payments related to contracts that contain operating leases were as follows:

	(In thousands)
October 1 to December 31, 2024	$ 10,049
2025	40,056
2026	34,015
2027	3,821
2028	1,560
Total lease payments	89,501
Imputed interest	(7,448)
Total lease liability	$ 82,053

Accrued Costs

Accrued costs at September 30, 2024 and December 31, 2023 consisted of the following:

	As of	
	September 30, 2024	December 31, 2023
	(In thousands)	
Accrued transportation costs	$ 34,088	$ 32,294
Accrued interest payable	22,086	54,912
Accrued income and other taxes	21,215	1,894
Accrued drilling costs	16,369	35,876
Accrued employee compensation	6,998	6,700
Accrued lease operating expenses	3,646	2,299
Other	1,655	491
	$ 106,057	$ 134,466

Reserve for Future Abandonment Costs

Comstock's asset retirement obligations relate to future plugging and abandonment expenses on its natural gas and oil properties and disposal of other facilities. The following table summarizes the changes in Comstock's total estimated liability for such obligations during the periods presented:

	Nine Months Ended September 30,	
	2024	2023
	(In thousands)	
Reserve for future abandonment costs at beginning of period	$ 30,773	$ 29,114
New wells placed on production	109	114
Liabilities settled	(40)	(42)
Wells sold	(157)	—
Accretion expense	1,331	1,248
Reserve for future abandonment costs at end of period	$ 32,016	$ 30,434

Derivative Financial Instruments and Hedging Activities

All of the Company's derivative financial instruments are used for risk management purposes and, by policy, none are held for trading or speculative purposes. Comstock minimizes credit risk to counterparties of its derivative financial instruments through formal credit policies, monitoring procedures, and diversification. The Company is not required to provide any credit support to its counterparties other than cross collateralization with the assets securing its bank credit facility. None of the Company's derivative financial instruments involve payment or receipt of premiums. The Company classifies the fair value amounts of derivative financial instruments as net current or noncurrent assets or liabilities, whichever the case may be, by commodity contract. None of the Company's derivative contracts were designated as cash flow hedges. All of Comstock's natural gas derivative financial instruments are tied to the Henry Hub-NYMEX price index.

The Company had the following natural gas price derivative financial instruments at September 30, 2024:

	Future Production Period			
	Three Months Ending December 31, 2024	Year Ending December 31, 2025	Year Ending December 31, 2026	Total
Natural Gas Price Swap Contracts:				
Volume (MMBtu)	64,400,000	136,875,000	109,500,000	310,775,000
Average Price per MMBtu	$3.54	$3.51	$3.51	$3.51
Natural Gas Price Collar Contracts:				
Volume (MMBtu)		54,750,000	91,250,000	146,000,000
Average Price per MMBtu:				
Average Ceiling		$3.80	$3.98	$3.92
Average Floor		$3.50	$3.50	$3.50

Subsequent to September 30, 2024, the Company entered into natural gas swap contracts to hedge an additional 7,300,000 MMBtu of natural gas production from January 2025 to December 2025 at an average price of $3.40 per MMBtu.

The classification of derivative financial instruments of assets or liabilities, consists of the following:

Type	Consolidated Balance Sheet Location	As of September 30, 2024	As of December 31, 2023
		(In thousands)	
Asset Derivative Financial Instruments:			
Natural gas price derivatives	Derivative Financial Instruments – current	$ 71,704	$ 126,775
Natural gas price derivatives	Derivative Financial Instruments – long-term	$ 4,828	$ —
Liability Derivative Financial Instruments:			
Natural gas price derivatives	Derivative Financial Instruments – long-term	$ 20,495	$ —

The Company recognized cash settlements and changes in the fair value of its derivative financial instruments as a single component of other income (expenses).

Gains and losses related to cash settlements and changes in the fair value recognized on the Company's derivative contracts recognized in the consolidated statement of operations were as follows:

Gain (loss) on Derivatives Recognized in Earnings	Three Months Ended September 30, 2024	Three Months Ended September 30, 2023	Nine Months Ended September 30, 2024	Nine Months Ended September 30, 2023
	(In thousands)			
Natural gas price derivatives	$ 75,163	$ 14,276	$ 89,218	$ 76,190
	$ 75,163	$ 14,276	$ 89,218	$ 76,190

Stock-Based Compensation

Comstock accounts for employee stock-based compensation under the fair value method. Compensation cost is measured at the grant date based on the fair value of the award and is recognized over the award vesting period and included in general and administrative expenses for awards of restricted stock and performance stock units ("PSUs") to the Company's employees and directors. The Company recognized $3.9 million and $2.7 million of stock-based compensation expense within general and administrative expenses related to awards of restricted stock and PSUs to its employees and directors during the three months ended September 30, 2024 and 2023, respectively, and $11.4 million and $7.0 million for the nine months ended September 30, 2024 and 2023, respectively.

In February 2024, the Company granted an aggregate of 1,272,811 shares of restricted stock to its directors and employees, which were valued at $7.63 per share. In June 2024, the Company granted an aggregate of 43,173 shares of restricted stock to its directors, which were valued at $12.16 per share. As of September 30, 2024, Comstock had 2,091,087 shares of unvested restricted stock outstanding at a weighted average grant date fair value of $9.25 per share. Total unrecognized compensation cost related to unvested restricted stock grants of $15.3 million as of September 30, 2024 is expected to be recognized over a period of 1.9 years.

In February 2024, the Company granted an aggregate of 705,603 PSUs to its executive officers at a value of $9.69 per unit. As of September 30, 2024, Comstock had 1,290,755 PSUs outstanding with a weighted average grant date fair value of $13.21 per unit. The number of shares of common stock to be issued related to the PSUs is based on the Company's stock price performance as compared to its peers which could result in the issuance of anywhere from zero to 2,581,510 shares of common stock. Total unrecognized compensation cost related to these grants of $9.7 million as of September 30, 2024 is expected to be recognized over a period of 2.2 years.

Revenue Recognition

Comstock produces natural gas and oil and reports revenues separately for each of these two primary products in its statements of operations. Revenues are recognized upon the transfer of produced volumes to the Company's customers, who take control of the volumes and receive all the benefits of ownership upon delivery at designated sales points.

Gas services revenues represent sales of natural gas purchased for resale from unaffiliated third parties and fees received for gathering and treating services provided by PGS to third parties. Revenues are recognized upon completion of the gathering and treating of contracted natural gas volumes and delivery of purchased natural gas volumes to the Company's customers. Profits and losses earned from the gathering and treating of natural gas produced by the Company's natural gas wells are eliminated in consolidation. Revenues and expenses associated with natural gas purchased for resale are presented on a gross basis in the Company's consolidated statements of operations as the Company acts as the principal in the transaction by assuming the risks and rewards from ownership of the natural gas volumes purchased and the responsibility to deliver the natural gas volumes to their sales point.

All natural gas and oil and gas services revenues are subject to contracts that have commercial substance, contain specific pricing terms, and define the enforceable rights and obligations of both parties. These contracts typically provide for cash settlement within 25 days following each production month and are cancellable upon 30 days' notice by either party for oil and vary for natural gas based upon the terms set out in the confirmations between both parties. Prices for sales of natural gas and oil are generally based upon terms that are common in the oil and gas industry, including index or spot prices, location and quality differentials, as well as market supply and demand conditions. As a result, prices for natural gas and oil routinely fluctuate based on changes in these factors. Prices for gathering and treating services are generally fixed in nature but can vary due to the quality of the gas being treated. Each unit of production (thousand cubic feet of natural gas and barrel of crude oil) represents a separate performance obligation under the Company's contracts since each unit has economic benefit on its own and each is priced separately according to the terms of the contracts.

Comstock has elected to exclude all taxes from the measurement of transaction prices, and its revenues are reported net of royalties and exclude revenue interests owned by others because the Company acts as an agent when selling natural gas and oil on behalf of royalty owners and working interest owners. Revenue is recorded in the month of production based on an estimate of the Company's share of volumes produced and prices realized. Gas services revenue is recorded in the month the services are performed and purchased gas is sold based on an estimate of natural gas volumes and contract prices. The Company recognizes any differences between estimates and actual amounts received in the month when payment is received. Historically, differences between estimated revenues and actual revenues received have not been significant. The amount of natural gas or oil sold may differ from the amount to which the Company is entitled based on its revenue interests in the properties. The Company did not have any significant imbalance positions at September 30, 2024 or December 31, 2023.

The Company recognized accounts receivable of $100.8 million and $166.6 million as of September 30, 2024 and December 31, 2023, respectively, from purchasers for contracts where performance obligations have been satisfied and an unconditional right to consideration exists.

Credit Losses

Substantially all of the Company's accounts receivable are due from either purchasers of natural gas and oil or participants in natural gas and oil wells for which the Company serves as the operator. Generally, operators of natural gas and oil wells have the right to offset future revenues against unpaid charges related to operated wells. Natural gas and oil sales are generally unsecured. Comstock assesses the collectability of its receivables based upon their age, the credit quality of the purchaser or participant and the potential for revenue offset. The Company has not had any significant credit losses in the past and believes its accounts receivable are fully collectible. Accordingly, no allowance for doubtful accounts has been recorded for the nine months ended September 30, 2024 and 2023.

Income Taxes

Deferred income taxes are provided to reflect the future tax consequences or benefits of differences between the tax basis of assets and liabilities and their reported amounts in the financial statements using enacted tax rates.

In recording deferred income tax assets, the Company considers whether it is more likely than not that its deferred income tax assets will be realized in the future. The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which those deferred income tax assets would be deductible. The Company believes that after considering all the available objective evidence, historical and prospective, with greater weight given to historical evidence, management is not able to determine that it is more likely than not that all of its deferred tax assets will be realized. As a result, the Company established valuation allowances for its deferred tax assets and U.S. federal and state net operating loss carryforwards that are not expected to be utilized due to the uncertainty of generating taxable income prior to the expiration of the carryforward periods. The Company will continue to assess the valuation allowances against deferred tax assets considering all available information obtained in future periods.

The following is an analysis of the consolidated income tax provision (benefit):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
	(In thousands)			
Current - Federal	$ (1,962)	$ —	$ (1,962)	$ —
Current - State	—	—	37	—
Deferred - Federal	(8,662)	3,999	(50,242)	28,350
Deferred - State	(4,072)	(391)	(16,927)	528
	$ (14,696)	$ 3,608	$ (69,094)	$ 28,878

The difference between the federal statutory rate of 21% and the effective tax rate is due to the following:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Tax at statutory rate	21.0%	21.0%	21.0%	21.0%
Tax effect of:				
Valuation allowance on deferred tax assets	—	5.5	(0.2)	1.7
State income taxes, net of federal benefit	10.2	(8.2)	7.8	(1.6)
Nondeductible stock-based compensation	(0.2)	1.7	(0.9)	0.8
Other	5.4	(0.3)	2.0	(0.1)
Effective tax rate	36.4%	19.7%	29.7%	21.8%

For the three and nine months ended September 30, 2024, the effective tax rates for state income taxes, net of federal benefit, and other income taxes increased due to an increase in tax benefits within state jurisdictions with higher statutory tax rates and new claims for marginal well tax credits. The Company's federal income tax returns for the years subsequent to December 31, 2019 remain subject to examination. The Company's income tax returns in major state income tax jurisdictions remain subject to examination for various periods subsequent to December 31, 2020. The Company is currently under examination with the state of Louisiana and believes that its significant filing positions are highly certain and that all of its other significant income tax filing positions and deductions would be sustained under audit or the final resolution would not have a material effect on the consolidated financial statements. Therefore, the Company has not established any significant reserves for uncertain tax positions.

Fair Value Measurements

The Company holds or has held certain financial assets and liabilities that are required to be measured at fair value. These include cash and cash equivalents held in bank accounts and derivative financial instruments. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. A three-level hierarchy is followed for disclosure to show the extent and level of judgment used to estimate fair value measurements:

Level 1 — Inputs used to measure fair value are unadjusted quoted prices that are available in active markets for the identical assets or liabilities as of the reporting date.

Level 2 — Inputs used to measure fair value, other than quoted prices included in Level 1, are either directly or indirectly observable as of the reporting date through correlation with market data, including quoted prices for similar assets and liabilities in active markets and quoted prices in markets that are not active. Level 2 also includes assets and liabilities that are valued using models or other pricing methodologies that do not require significant judgment since the input assumptions used in the models, such as interest rates and volatility factors, are corroborated by readily observable data from actively quoted markets for substantially the full term of the financial instrument.

Level 3 — Inputs used to measure fair value are unobservable inputs that are supported by little or no market activity and reflect the use of significant management judgment. These values are generally determined using pricing models for which the assumptions utilize management's estimates of market participant assumptions.

Fair Values – Reported

The following presents the carrying amounts and the fair values of the Company's financial instruments as of September 30, 2024 and December 31, 2023:

	As of			
	September 30, 2024		December 31, 2023	
	Carrying Value	Fair Value	Carrying Value	Fair Value
	(In thousands)			
Assets:				
Commodity-based derivatives [1]	$ 76,532	$ 76,532	$ 126,775	$ 126,775
Liabilities:				
Commodity-based derivatives [1]	$ 20,495	$ 20,495	$ —	$ —
Bank credit facility [2]	$ 415,000	$ 415,000	$ 480,000	$ 480,000
6.75% senior notes due 2029 [3]	$ 1,602,665	$ 1,577,223	$ 1,229,018	$ 1,138,208
5.875% senior notes due 2030 [3]	$ 965,000	$ 897,450	$ 965,000	$ 849,200

(1) The Company's commodity-based derivatives are classified as Level 2 and measured at fair value using third party pricing services and other active markets or broker quotes that are readily available in the public markets.
(2) The carrying value of our floating rate debt outstanding approximates fair value.
(3) The fair value of the Company's fixed rate debt was based on quoted prices as of September 30, 2024 and December 31, 2023, respectively, a Level 1 measurement.

Earnings Per Share

Unvested restricted stock containing non-forfeitable rights to dividends are included in common stock outstanding and are considered to be participating securities and included in the computation of basic and diluted earnings per share pursuant to the two-class method. At September 30, 2024 and December 31, 2023, 2,091,087 and 1,429,084 shares of restricted stock, respectively, are included in common stock outstanding as such shares have a non-forfeitable right to participate in any dividends that might be declared and have the right to vote on matters submitted to the Company's stockholders.

Weighted average shares of unvested restricted stock outstanding were as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
	(In thousands)			
Unvested restricted stock	2,091	1,469	2,219	1,186

PSUs represent the right to receive a number of shares of the Company's common stock that may range from zero to up to two times the number of PSUs granted on the award date based on the achievement of certain performance measures during a performance period. The number of potentially dilutive shares related to PSUs is based on the number of shares, if any, which would be issuable at the end of the respective period, assuming that date was the end of the performance period. The treasury stock method is used to measure the dilutive effect of PSUs.

Weighted average unearned PSUs outstanding were as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
	(In thousands, except per unit amounts)			
Weighted average PSUs	1,291	744	1,266	631
Weighted average grant date fair value per unit	$13.21	$15.92	$13.21	$15.92

Basic and diluted income (loss) per share for the three months and nine months ended September 30, 2024 and 2023 were determined as follows:

	Three Months Ended September 30,					
	2024			2023		
	Loss	Shares	Per Share	Income	Shares	Per Share
	(In thousands, except per share amounts)					
Net income (loss) attributable to common stock	$ (25,718)			$ 14,720		
Income allocable to unvested restricted shares	—			—		
Basic income (loss) attributable to common stock	(25,718)	290,170	$ (0.09)	14,720	276,999	$ 0.05
Diluted income (loss) attributable to common stock	$ (25,718)	290,170	$ (0.09)	$ 14,720	276,999	$ 0.05

	Nine Months Ended September 30,					
	2024			2023		
	Loss	Shares	Per Share	Income	Shares	Per Share
	(In thousands, except per share amounts)					
Net income (loss) attributable to common stock	$ (163,441)			$ 103,517		
Income allocable to unvested restricted shares	—			—		
Basic income (loss) attributable to common stock	(163,441)	285,949	$ (0.57)	103,517	276,741	$ 0.37
Diluted income (loss) attributable to common stock	$ (163,441)	285,949	$ (0.57)	$ 103,517	276,741	$ 0.37

None of the Company's participating securities participate in losses and as such are excluded from the computation of basic earnings per share during periods of net losses.

Supplementary Information with Respect to the Consolidated Statements of Cash Flows

Cash payments made for interest and income taxes and other non-cash investing activities for the nine months ended September 30, 2024 and 2023, respectively, were as follows:

	Nine Months Ended September 30,	
	2024	2023
	(In thousands)	
Cash payments for:		
Interest payments	$ 180,312	$ 150,239
Income tax payments	$ 37	$ 29,796
Non-cash investing activities include:		
Decrease in accrued capital expenditures	$ (19,507)	$ (32,441)
Liabilities assumed in exchange for right-of-use lease assets	$ 34,321	$ 157,789

Recent Accounting Pronouncements

In November 2023, the FASB issued Accounting Standards Update ("ASU") 2023-07 "Segment Reporting–Improvements to Reportable Segment Disclosures". ASU 2023-07 requires additional disclosures about a public entity's reportable segments, including requiring all annual disclosures of reportable segment's profit or loss and assets during interim periods, identifying the title and position of an entity's chief operating decision maker ("CODM"), disclosing significant expenses regularly provided to the CODM that are included in each reported measure of segment profit or loss, and disclosing additional measures of profit or loss used by the CODM in deciding how to allocate resources. The update is effective for public entities for fiscal years beginning after December 15, 2023, and interim and fiscal years beginning after December 15, 2024. ASU 2023-07 will not have an impact on the Company's reported results of operations, financial position or liquidity but will have an impact on the Company's financial statement disclosures.

In December 2023, the FASB issued ASU 2023-09 "Improvements to Income Tax Disclosures". ASU 2023-09 requires additional disclosures around effective tax rates and cash income taxes paid and is effective for public entities for annual periods beginning after December 15, 2024. ASU 2023-07 will not have an impact on the Company's reported results of operations, financial position or liquidity but will have an impact on the Company's financial statement disclosures.

(2) ACQUISITION

In March 2024, the Company acquired approximately 189,000 net undeveloped acres in its Western Haynesville area from an unaffiliated third party for $50.0 million, which was accounted for as an asset acquisition.

(3) LONG-TERM DEBT

At September 30, 2024, long-term debt was comprised of the following:

	(In thousands)
6.75% Senior Notes due 2029:	
Principal	$ 1,623,880
Discount, net of amortization	(21,215)
5.875% Senior Notes due 2030:	
Principal	965,000
Bank Credit Facility:	
Principal	415,000
Debt issuance costs, net of amortization	(33,484)
	$ 2,949,181

As of September 30, 2024, the Company had $415.0 million outstanding under a bank credit facility. Aggregate commitments under the bank credit facility are $1.5 billion, which matures on November 15, 2027. Borrowings under the bank credit facility are subject to a borrowing base, which is currently set at $2.0 billion. The borrowing base is re-determined on a semi-annual basis and upon the occurrence of certain other events. Borrowings under the bank credit facility are secured by substantially all of the assets of the Company and its subsidiaries and bear interest at the Company's option, at either SOFR plus 1.75% to 2.75% or an alternate base rate plus 0.75% to 1.75%, in each case depending on the utilization of the borrowing base. Additionally, beginning in the fourth quarter of 2024 through the second quarter of 2025, the bank credit facility will bear interest at the Company's option, at either SOFR plus 2.25% to 3.25% or an alternate base rate plus 1.25% to 2.25%, with either option also based on the utilization of the borrowing base. Beginning in the third quarter of 2025 through maturity, the bank credit facility will bear interest at the Company's option, at either SOFR plus 2.0% to 3.0% or an alternate base rate plus 1.0% to 2.0%, with either option also based on the utilization of the borrowing base. The Company also pays a commitment fee of 0.375% to 0.5% on the unused portion of the borrowing base. The bank credit facility places certain restrictions upon the Company's and its subsidiaries' ability to, among other things, incur additional indebtedness, pay cash dividends, repurchase common stock, make certain loans, investments and divestitures and redeem the senior notes. The only financial covenants are the maintenance of a leverage ratio of less than 4.0 to 1.0, which reduces to 3.75 to 1.0 at June 30, 2025 and to 3.5 to 1.0 at September 30, 2025, and an adjusted current ratio of at least 1.0 to 1.0. The Company was in compliance with the covenants as of September 30, 2024.

In April 2024, the Company issued $400.0 million principal amount of 6.75% senior notes due 2029 (the "New 2029 Notes") in a private placement and received net proceeds after offering costs and deducting the initial purchasers' discounts of $365.2 million, which were used to pay down the outstanding borrowings on the Company's bank credit facility. The New 2029 Notes have substantially identical terms as the Company's $1,223.9 million aggregate principal amount of 6.75% senior notes due 2029, which mature on March 1, 2029 and accrue interest at a rate of 6.75% per annum, payable semi-annually on March 1 and September 1 of each year.

(4) COMMON STOCK

In March 2024, the Company issued 12,500,000 shares of common stock in a private placement to two entities controlled by Comstock's majority stockholder, receiving proceeds of $100.5 million. Following the issuance, Comstock's majority stockholder's beneficial ownership in the Company increased to 67% and is currently approximately 71% after subsequent open market purchases made in the third quarter of 2024.

(5) COMMITMENTS AND CONTINGENCIES

In August 2024, the Company entered into two agreements for two new drilling rigs, one with a three-year term and one with a one-year term, with an annual commitment of $12.8 million per drilling rig. Comstock plans to take delivery of the rigs in December 2024 and February 2025, respectively.

From time to time, the Company is involved in certain litigation that arises in the normal course of its operations. The Company records a loss contingency for these matters when it is probable that a liability has been incurred and the amount of the loss can be reasonably estimated. The Company does not believe the resolution of these matters will have a material effect on the Company's financial position, results of operations or cash flows and no material amounts are accrued relative to these matters at September 30, 2024 or 2023.

(6) RELATED PARTY TRANSACTIONS

Comstock operates natural gas and oil properties held by partnerships owned by its majority stockholder. The Company charges the partnerships for the costs incurred to drill, complete and produce wells, as well as drilling and operating overhead fees. Comstock also provides natural gas marketing services to the partnerships, including evaluating potential markets and providing hedging services, in return for a fee equal to $0.02 per Mcf for natural gas marketed. The Company received $0.3 million and $0.3 million for the three months ended September 30, 2024 and 2023, respectively, and $0.8 million and $1.0 million for the nine months ended September 30, 2024 and 2023, respectively, for drilling, operating and marketing services provided to the partnerships. The fees received for the services are reflected as a reduction of general and administrative expenses in the accompanying consolidated statements of operations.

In connection with the operation of the wells, the Company had a $16.7 million and $16.1 million receivable from the partnerships at September 30, 2024 and December 31, 2023, respectively.

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

This report contains forward-looking statements that involve risks, uncertainties and assumptions that are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 including those described under the heading "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2023 (the "Annual Report"). Actual results may differ materially from those anticipated in our forward-looking statements due to many factors. The following discussion should be read in conjunction with the consolidated financial statements and notes thereto included in this report and in our Annual Report.

Results of Operations

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
	(In thousands, except per unit amounts)			
Net Production Data:				
Natural gas (MMcf)	133,116	130,528	403,420	383,902
Oil (MBbls)	13	17	40	57
Natural gas equivalent (MMcfe)	133,198	130,629	403,662	384,241
Revenues:				
Natural gas sales	$ 252,650	$ 304,141	$ 756,260	$ 911,065
Oil sales	975	1,309	2,925	4,111
Total natural gas and oil sales	$ 253,625	$ 305,450	$ 759,185	$ 915,176
Expenses:				
Production and ad valorem taxes	$ 12,578	$ 25,386	$ 49,730	$ 59,891
Gathering and transportation	$ 53,996	$ 47,012	$ 150,456	$ 137,981
Lease operating	$ 29,248	$ 31,664	$ 99,125	$ 100,525
Exploration	$ —	$ —	$ —	$ 1,775
Average Sales Price:				
Natural gas (per Mcf)	$ 1.90	$ 2.33	$ 1.87	$ 2.37
Oil (per Bbl)	$ 75.00	$ 77.00	$ 73.13	$ 72.12
Average equivalent (Mcfe)	$ 1.90	$ 2.34	$ 1.88	$ 2.38
Expenses ($ per Mcfe):				
Production and ad valorem taxes	$ 0.09	$ 0.20	$ 0.12	$ 0.16
Gathering and transportation	$ 0.41	$ 0.36	$ 0.37	$ 0.36
Lease operating	$ 0.22	$ 0.24	$ 0.25	$ 0.26
Gas Services:				
Gas services revenue	$ 50,847	$ 71,287	$ 127,889	$ 239,350
Gas services expense	$ 52,622	$ 67,632	$ 132,796	$ 224,317

Revenues –

Natural gas and oil sales of $253.6 million for the three months ended September 30, 2024 decreased by $51.8 million (17%) as compared to $305.5 million for the third quarter of 2023. The decrease was primarily due to lower natural gas prices realized in the third quarter of 2024 as compared to 2023. Our natural gas production for the third quarter of 2024 increased 2% to 133.1 billion cubic feet ("Bcf") (1.4 Bcf per day) and was sold at an average price of $1.90 per thousand cubic feet ("Mcf"), which declined 18% from the average realized natural gas price in the third quarter of 2023. Natural gas production for the third quarter of 2023 was 130.5 Bcf (1.4 Bcf per day) and was sold at an average price of $2.33 per Mcf.

Natural gas and oil sales of $759.2 million for the nine months ended September 30, 2024 decreased by $156.0 million (17%) as compared to $915.2 million for the nine months ended September 30, 2023, which was primarily due to 21% lower natural gas prices during the first nine months of 2024 as compared with 2023 prices. Our natural gas production for the first nine months of 2024 increased 5% to 403.4 Bcf (1.5 Bcf per day), and was sold at an average price of $1.87 per Mcf as compared to 383.9 Bcf (1.4 Bcf per day) sold at an average price of $2.37 per Mcf in the first nine months of 2023.

We utilize natural gas price derivative financial instruments to manage our exposure to changes in prices of natural gas and to protect returns on investment from our drilling activities. The following table presents our natural gas prices before and after the effect of cash settlements of our derivative financial instruments:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Average Realized Natural Gas Price:				
Natural gas, per Mcf	$ 1.90	$ 2.33	$ 1.87	$ 2.37
Cash settlements on derivative financial instruments, per Mcf	0.38	0.08	0.40	0.20
Price per Mcf, including cash settlements on derivative financial instruments	$ 2.28	$ 2.41	$ 2.27	$ 2.57

Gas service revenues of $50.8 million decreased $20.4 million (29%) for the third quarter of 2024 from $71.3 million in the third quarter of 2023. Gas service revenues of $127.9 million decreased $111.5 million (47%) for the first nine months of 2024 from $239.4 million for the first nine months of 2023. The decreases were primarily due to lower natural gas prices related to sales of natural gas purchased to utilize our excess transport capacity.

Costs and Expenses –

Our production and ad valorem taxes decreased $12.8 million (50%) to $12.6 million for the third quarter of 2024 from $25.4 million in the third quarter of 2023. Production and ad valorem taxes decreased $10.2 million (17%) to $49.7 million for the first nine months of 2024 from $59.9 million in the first nine months of 2023. The decreases were primarily due to a lower statutory production tax rate in Louisiana and lower production taxes in Texas from lower natural gas and oil sales.

Gathering and transportation costs for the third quarter of 2024 increased $7.0 million (15%) to $54.0 million as compared to $47.0 million in the third quarter of 2023. Gathering and transportation costs for the first nine months of 2024 increased $12.5 million (9%) to $150.5 million as compared to $138.0 million for the first nine months of 2023. The increases were due to production growth in areas with higher average gathering and transportation rates.

Our lease operating expense of $29.2 million ($0.22 per Mcfe) for the third quarter of 2024 decreased $2.4 million (8%) from lease operating expense of $31.7 million ($0.24 per Mcfe) for the third quarter of 2023. Lease operating expense of $99.1 million ($0.25 per Mcfe) for the first nine months of 2024 decreased $1.4 million (1%) from lease operating expense of $100.5 million ($0.26 per Mcfe) for the first nine months of 2023. The decreases for both periods were primarily due to lower water disposal and other production costs in 2024 as compared to the same periods in 2023.

Gas service expenses of $52.6 million decreased $15.0 million (22%) for the third quarter of 2024 from $67.6 million in the third quarter of 2023. Gas service expenses of $132.8 million decreased $91.5 million (41%) for the first nine months of 2024 from $224.3 million for the first nine months of 2023. The decreases in both periods were primarily due to lower natural gas prices related to purchases of third party natural gas for resale.

Depreciation, depletion and amortization ("DD&A") increased $60.2 million to $208.4 million in the third quarter of 2024 from $148.2 million in the third quarter of 2023. Our DD&A per equivalent Mcf produced was $1.56 per Mcfe for the quarter ended September 30, 2024 as compared to $1.13 for the quarter ended September 30, 2023. DD&A increased $170.9 million to $593.3 million for the first nine months of 2024 from $422.4 million during the first nine months of 2023. Our DD&A per equivalent Mcf produced was $1.47 per Mcfe for the nine months ended September 30, 2024 as compared to $1.10 for the nine months ended September 30, 2023. The increase in the DD&A rate for both periods was primarily due to lower estimated proved undeveloped reserves which were determined using lower natural gas prices.

General and administrative expenses, which are reported net of overhead reimbursements, increased to $9.9 million for the third quarter of 2024 as compared to $9.6 million in the third quarter of 2023, which was primarily due to higher employee compensation. General and administrative expenses decreased to $29.3 million for the first nine months of 2024 as compared to $32.0 million during the first nine months of 2023, which was primarily due to lower employee compensation.

We use derivative financial instruments as part of our price risk management program to protect our capital investments. During the quarter ended September 30, 2024, we had net gains related to our derivative financial instruments of $75.2 million, as compared to net gains on derivative financial instruments of $14.3 million during the quarter ended September 30, 2023. Realized net gains from our price risk management program were $51.4 million for the quarter ended September 30, 2024 as compared to realized net gains of $10.3 million for the quarter ended September 30, 2023. Net gains on derivative financial instruments were $89.2 million for the first nine months of 2024 as compared to net gains of $76.2 million for the first nine months of 2023. Realized net gains from our price risk management program were $160.0 million for the first nine months of 2024 as compared to realized net gains of $76.2 million for the first nine months of 2023.

Interest expense was $54.5 million and $43.6 million for the quarters ended September 30, 2024 and 2023, respectively, and $156.0 million and $121.1 million for the nine months ended September 30, 2024 and 2023, respectively. The increase in interest expense for both periods was due primarily to the issuance of an additional $400.0 million principal amount of senior notes and higher interest rates.

Income taxes for the quarters ended September 30, 2024 and 2023 were a benefit of $14.7 million and a provision of $3.6 million, respectively. Income taxes for the nine months ended September 30, 2024 and 2023 were a benefit of $69.1 million and a provision of $28.9 million, respectively. Income tax expense for the quarters ended September 30, 2024 and 2023 reflect an effective tax rate of 36.4% and 19.7%, respectively. Income tax expense for the nine months ended September 30, 2024 and 2023 reflect an effective tax rate of 29.7% and 21.8%, respectively. The difference between the federal statutory tax rate of 21% and our effective rate is primarily attributable to the impact of state income taxes and revisions to the estimated future utilization of federal and state net operating loss carryforwards.

As a result of continued lower natural gas prices, we reported a net loss of $25.7 million, or $0.09 per share for the quarter ended September 30, 2024. Loss from operations for the third quarter of 2024 was $61.3 million. We reported net income of $14.7 million or $0.05 per share for the quarter ended September 30, 2023. In the first nine months of 2024, we reported a net loss of $163.4 million or $0.57 per share. Loss from operations for the first nine months of 2024 was $166.7 million. We reported net income of $103.5 million or $0.37 per diluted share for the nine months ended September 30, 2023.

Cash Flows, Liquidity and Capital Resources

Cash Flows

The following table summarizes sources and uses of cash and cash equivalents:

	Nine Months Ended September 30, 2024	Nine Months Ended September 30, 2023
	(In thousands)	
Sources of cash and cash equivalents:		
Operating activities	$ 353,284	$ 788,639
Issuance of 6.75% Senior Notes	372,000	—
Issuance of common stock	100,450	—
Borrowings on bank credit facility, net of repayments	—	345,000
Proceeds from asset sales	1,214	41,295
Contributions from noncontrolling interest	36,000	—
Total	$ 862,948	$ 1,174,934
Uses of cash and cash equivalents:		
Capital expenditures	$ 788,537	$ 1,103,527
Repayments on bank credit facility, net of borrowings	65,000	—
Common stock dividends	—	104,181
Debt and stock issuance costs	6,807	144
Distributions to noncontrolling interest	2,128	—
Other	3,373	1,899
Total	$ 865,845	$ 1,209,751

Cash flows from operating activities. Net cash provided by our operating activities decreased $435.4 million (55%) to $353.3 million in the first nine months of 2024 from $788.6 million in the same period in 2023. The decrease was due primarily to lower natural gas prices.

Issuance of 6.75% Senior Notes. In April 2024, we issued $400.0 million principal amount of 6.75% senior notes due 2029 in a private placement and received net proceeds after deducting the initial purchasers' discounts of $365.2 million, which were used to pay down the outstanding borrowings on the Company's bank credit facility.

Proceeds from asset sales. In the first nine months of 2024, we sold our interest in certain non-operated properties for net proceeds of $1.2 million. In the first nine months of 2023, we sold our interest in certain non-operated properties for net proceeds of $41.3 million.

Capital expenditures. The decrease in capital expenditures of $315.0 million was primarily due to lower drilling and completion activity in the first nine months of 2024. The $87.9 million of unproved property acquisitions in 2024 included the acquisition of 189,000 net acres in our Western Haynesville area from an unaffiliated third party for $50.0 million.

Our capital expenditures are summarized in the following table:

	Nine Months Ended September 30, 2024	Nine Months Ended September 30, 2023
	(In thousands)	
Acquisitions:		
Unproved property	$ 87,938	$ 76,646
Exploration and development:		
Development leasehold costs	12,153	19,087
Exploratory drilling and completion costs	215,992	179,049
Development drilling and completion costs	411,315	740,808
Other development costs	22,175	18,868
Asset retirement obligations	70	71
Total exploration and development	749,643	1,034,529
Other property and equipment	48,445	22,076
Total capital expenditures	$ 798,088	$ 1,056,605
Change in accrued capital expenditures and other	19,507	32,441
Prepaid drilling costs	(28,989)	14,594
Change in asset retirement obligations	(69)	(113)
Total cash capital expenditures	$ 788,537	$ 1,103,527

We drilled 35 (29.7 net) wells and completed 41 (35.9 net) Haynesville and Bossier shale operated wells during the first nine months of 2024. We currently expect to spend an additional $225 million to $275 million in the remaining three months of 2024 on drilling, completion, infrastructure and other activity.

Issuance of common stock. In the first nine months of 2024, we issued 12,500,000 shares of common stock to two entities controlled by our majority stockholder in a private placement, receiving proceeds of $100.5 million.

Common stock dividends. During the first nine months of 2023, we paid quarterly cash dividends of $0.125 per common share to stockholders of record as of March 1, 2023, June 1, 2023 and September 1, 2023, respectively.

Liquidity and Capital Resources

As of September 30, 2024, we had $1.1 billion of liquidity, comprised of $1,085.0 million of unused borrowing capacity under our bank credit facility and $13.8 million of cash and cash equivalents on hand. Our short and long-term capital requirements consist primarily of funding our development and exploration activities, acquisitions, payments of contractual obligations and debt service.

We expect to fund our future development and exploration activities with future operating cash flow and borrowings under our bank credit facility. The timing of most of our future capital expenditures is discretionary because of our limited number of material long-term capital expenditure commitments. Consequently, we have a significant degree of flexibility to adjust the level of our capital expenditures as circumstances warrant. We believe that our cash provided by operations and borrowings available under our bank credit facility will be sufficient to satisfy our foreseeable liquidity needs and capital expenditure requirements for at least the next twelve months. If our plans or assumptions change or our assumptions prove to be inaccurate, we may be required to seek additional capital, including debt or equity financing. We cannot provide any assurance that we will be able to obtain such capital, or if such capital is available, that we will be able to obtain it on acceptable terms.

We do not have a specific acquisition budget for the remainder of 2024 because the timing and size of acquisitions are unpredictable. We intend to use our cash flows from operations, borrowings under our bank credit facility, or other debt or equity financing to the extent available, to finance such acquisitions. The availability and attractiveness of these sources of financing will depend upon a number of factors, some of which will relate to our financial condition and performance and some of which will be beyond our control, such as prevailing interest rates, natural gas and oil prices and other market conditions. Lack of access to the debt or equity markets due to general economic conditions could impede our ability to complete acquisitions.

At September 30, 2024, we had $415.0 million of borrowings outstanding under our bank credit facility. Aggregate commitments under our bank credit facility are $1.5 billion, which matures on November 15, 2027. Borrowings under our bank credit facility are subject to a borrowing base, which was redetermined on October 30, 2024 and currently set at $2.0 billion. The borrowing base is re-determined on a semi-annual basis and upon the occurrence of certain other events. Borrowings under our bank credit facility are secured by substantially all of our assets and those of our subsidiaries and bear interest at our option. Additionally, beginning in the fourth quarter of 2024 through the second quarter of 2025, the bank credit facility will bear interest at our option at either adjusted SOFR plus 2.25% to 3.25% or an alternate base rate plus 1.25% to 2.25%, in each case depending on the utilization of the borrowing base. Beginning in the third quarter of 2025 through maturity, borrowings under our bank credit facility will bear interest at our option, at either SOFR plus 2.0% to 3.0% or an alternate base rate plus 1.0% to 2.0%, also in each case depending on the utilization of the borrowing base. We also pay a commitment fee of 0.375% to 0.50% on the unused portion of the borrowing base. Our bank credit facility places certain restrictions upon our and our subsidiaries' ability to, among other things, incur additional indebtedness, pay cash dividends, repurchase common stock, make certain loans, investments and divestitures and redeem the senior notes. The only financial covenants are the maintenance of a leverage ratio of less than 4.0 to 1.0, which reduces to 3.75 to 1.0 at June 30, 2025 and to 3.5 to 1.0 at September 30, 2025, and an adjusted current ratio of at least 1.0 to 1.0. We were in compliance with the covenants as of September 30, 2024.

Federal and State Taxation

At September 30, 2024, we had $754.1 million in U.S. federal net operating loss ("NOL") carryforwards and $1.7 billion in certain state NOL carryforwards. As a result of the change of control in August 2018, our ability to use NOLs to reduce taxable income is limited. If we do not generate a sufficient level of taxable income prior to the expiration of the pre-2018 NOL carryforward periods, then we will lose the ability to apply those NOLs as offsets to future taxable income. We estimate that $740.6 million of the U.S. federal NOL carryforwards and $1.2 billion of the estimated state NOL carryforwards will expire unused.

Our federal income tax returns for the years subsequent to December 31, 2019 remain subject to examination. Our income tax returns in major state income tax jurisdictions remain subject to examination for various periods subsequent to December 31, 2020. Currently, we are under examination with the state of Louisiana and believe that our significant filing positions are highly certain and that all of our other significant income tax filing positions and deductions would be sustained under audit or the final resolution would not have a material effect on the consolidated financial statements. Therefore, we have not established any significant reserves for uncertain tax positions.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

Natural Gas and Oil Prices

Our financial condition, results of operations and capital resources are highly dependent upon the prevailing market prices of natural gas and oil. These commodity prices are subject to wide fluctuations and market uncertainties due to a variety of factors, some of which are beyond our control. Factors influencing natural gas and oil prices include the level of global demand for oil, the foreign supply of natural gas and oil, the effect of the war in Ukraine and the geopolitical response to Russia's invasion, the establishment of and compliance with production quotas by oil exporting countries, weather conditions that determine the demand for natural gas, the price and availability of alternative fuels and overall economic conditions. It is impossible to predict future natural gas and oil prices with any degree of certainty. Sustained weakness in natural gas and oil prices may adversely affect our financial condition and results of operations and may also reduce the amount of natural gas and oil reserves that we can produce economically. Any reduction in our natural gas and oil reserves, including reductions due to price fluctuations, can have an adverse effect on our ability to obtain capital for our exploration and development activities. Similarly, any improvements in natural gas and oil prices can have a favorable impact on our financial condition, results of operations and capital resources.

As of September 30, 2024, we had natural gas price swaps to hedge approximately 64.4 Bcf of our 2024 natural gas production at an average price of $3.54 per MMBtu and approximately 136.9 Bcf and 109.5 Bcf of our 2025 and 2026 production, respectively, at an average price of $3.51 per MMBtu. We also had natural gas collars to hedge approximately 54.8 Bcf of our 2025 production at an average ceiling price of $3.80 and an average floor price of $3.50 and natural gas collars to hedge approximately 91.3 Bcf of our 2026 production at an average ceiling price of $3.98 and an average floor price of $3.50. None of our derivative contracts have margin requirements or collateral provisions that could require funding prior to the scheduled cash settlement date.

An increase of 10% in the market price of natural gas on September 30, 2024 would decrease the fair value of our natural gas price swaps and collars by approximately $115.3 million. A decrease of 10% in the market price of natural gas on September 30, 2024 would increase the fair value of our natural gas price swaps and collars by approximately $115.2 million. The impact of hypothetical changes in market prices of natural gas on our natural gas derivative financial instruments does not include the offsetting impact that the same hypothetical changes in market prices of natural gas may have on our physical sales of natural gas. Since our outstanding natural gas derivative financial instruments hedge only a portion of our forecasted physical gas production, a positive or negative impact to the fair value of our natural gas derivative financial instruments would be partially offset by our physical sales of natural gas.

Interest Rates

At September 30, 2024, we had approximately $3.0 billion principal amount of long-term debt outstanding. $965.0 million of our long-term debt bear interest at a fixed rate of 5.875% and $1.62 billion of our long-term debt bear interest at a fixed rate of 6.75%. As of September 30, 2024, the fair market value of the 5.875% senior notes due in 2030 and the 6.75% senior notes due in 2029 was $897.5 million and $1.58 billion, respectively, based on the market price of approximately 93% and 97%, respectively, of the face amount of such debt. At September 30, 2024, we had $415.0 million outstanding under our bank credit facility, which is subject to variable rates of interest that are tied to SOFR or the corporate base rate, at our option. Any increase in these interest rates would have an adverse impact on our results of operations and cash flow.

ITEM 4. CONTROLS AND PROCEDURES

As of September 30, 2024, we carried out an evaluation, under the supervision and with the participation of our chief executive officer and chief financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934). Based on this evaluation, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures were effective as of September 30, 2024 to provide reasonable assurance that information required to be disclosed by us in the reports filed or submitted by us under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and to provide reasonable assurance that information required to be disclosed by us is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure. There were no changes in our internal controls over financial reporting (as such term is defined in Rule 13a-15(f) under the Securities Exchange Act of 1934) that occurred during the three months ended September 30, 2024 that has materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting.

PART II — OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

From time to time, we are involved in certain litigation that arises in the normal course of its operations. We record a loss contingency for these matters when it is probable that a liability has been incurred and the amount of the loss can be reasonably estimated. We do not believe the resolution of these matters will have a material effect on our financial position, results of operations or cash flows and no material amounts are accrued relative to these matters at September 30, 2024 or 2023.

ITEM 1A. RISK FACTORS

We are subject to various risks and uncertainties in the course of our business. For a discussion of such risks and uncertainties, please see "Item 1A. Risk Factors" in the Annual Report. There have been no material changes to the Risk Factors we have disclosed in the Annual Report.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

During the three months ended September 30, 2024, none of our directors or officers adopted or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as those terms are defined in Regulation S-K, Item 408(a).

ITEM 6. EXHIBITS

Exhibit No.	Description
3.1	Second Amended and Restated Articles of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to our Current Report on Form 8-K dated August 13, 2018).
3.2	Amendment to Second Amended and Restated Articles of Incorporation of the Company dated July 16, 2019 (incorporated by reference to Exhibit 3.1 to our Current Report on Form 8-K dated July 15, 2019).
3.3	Amended and Restated Bylaws (incorporated by reference to Exhibit 3.1 to our Current Report on Form 8-K dated August 21, 2014).
3.4	First Amendment to Amended and Restated Bylaws of the Company (incorporated by reference to Exhibit 3.1 to our Current Report on Form 8-K dated August 17, 2018).
3.5	Amendment No. 2 to the Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 to our Current Report on Form 8-K dated July 15, 2019).
10.1*	Second Amendment to Second Amended and Restated Credit Agreement dated as of October 30, 2024, among the Company, Wells Fargo Bank National Association as Administrative Agent and the lenders party thereto from time to time.
31.1*	Section 302 Certification of the Chief Executive Officer.
31.2*	Section 302 Certification of the Chief Financial Officer.
32.1†	Certification for the Chief Executive Officer as required by Section 906 of the Sarbanes-Oxley Act of 2002.
32.2†	Certification for the Chief Financial Officer as required by Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS*	Inline XBRL Instance Document
101.SCH*	Inline XBRL Taxonomy Extension Schema with Embedded Linkbase Documents
104*	Cover Page Interactive Data File (embedded within the Inline XBRL document)

* Filed herewith.
† Furnished herewith.

COMSTOCK RESOURCES, 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: October 31, 2024	/s/ M. JAY ALLISON
	M. Jay Allison, Chairman and Chief Executive Officer
	(Principal Executive Officer, Duly Authorized Officer)
Date: October 31, 2024	/s/ ROLAND O. BURNS
	Roland O. Burns, President, Chief Financial Officer and Secretary
	(Principal Financial and Accounting Officer)

Exhibit 10.1

SECOND AMENDMENT TO SECOND AMENDED AND RESTATED CREDIT AGREEMENT

This SECOND AMENDMENT TO SECOND AMENDED AND RESTATED CREDIT AGREEMENT (this "**Amendment**") dated as of October 30, 2024, is among COMSTOCK RESOURCES, INC. (the "**Borrower**"), the Lenders (as defined below) party hereto, and WELLS FARGO BANK, N.A., as administrative agent for the Lenders (in such capacity, together with its successors and assigns, the "**Administrative Agent**").

PRELIMINARY STATEMENT

A. The Borrower, the Administrative Agent, certain banks and other financial institutions, as lenders (the "**Lenders**" and each a "**Lender**"), and certain other parties have entered into that certain Second Amended and Restated Credit Agreement dated as of November 15, 2022 (as amended, restated, supplemented or otherwise modified from time to time prior to the date hereof, the "**Existing Credit Agreement**"; and the Existing Credit Agreement as amended by this Amendment, the "**Credit Agreement**"), pursuant to which the Lenders have, subject to the terms and conditions set forth therein, made certain credit available to and on behalf of the Borrower.

B. The Borrower, the Administrative Agent and the Lenders party hereto desire to enter into this amendment to, among other things, (i) amend the Existing Credit Agreement as set forth in Section 2 hereof and (ii) evidence the reaffirmation of the Borrowing Base by the requisite Lenders at $2,000,000,000 as set forth in Section 3 hereof.

NOW THEREFORE, in consideration of the foregoing and the mutual agreements set forth herein and other good and valuable consideration, the parties agree as follows:

Section 1.***Definitions***. Unless otherwise defined in this Amendment, each capitalized term used in this Amendment has the meaning assigned to such term in the Credit Agreement.

Section 2.***Amendments to the Existing Credit Agreement***.

(a) Section 1.1 of the Existing Credit Agreement is hereby amended to add in appropriate alphabetical order the following definitions which shall read in their entirety as follows:

> "Qualifying Compliance Certificate" means a Compliance Certificate in respect of the fiscal quarter of the Borrower ending June 30, 2025 or any fiscal quarter of the Borrower ending thereafter, in any case, delivered in accordance with Section 8.01(c) and which demonstrates the Borrower's ratio of Total Net Debt as of the last day of such fiscal quarter to EBITDAX for the four fiscal quarters ending on the last day of such fiscal quarter is less than 2.00 to 1.00.
>
> "Second Amendment" means that certain Second Amendment to Second Amended and Restated Credit Agreement, dated as of the Second Amendment Effective Date, among the Borrower, the Guarantors party thereto, the Administrative Agent and the Lenders party thereto.
>
> "Second Amendment Effective Date" means October 30, 2024.

"Specified Period" means the period commencing on the Second Amendment Effective Date and ending (a) for purposes of Section 1.10(b), on the date the Borrower delivers a Qualifying Compliance Certificate and (b) for purposes of Sections 1.10(a) and 9.08(c), on the date the Borrower delivers the Compliance Certificate in respect of the fiscal quarter of the Borrower ending June 30, 2025 in accordance with Section 8.01(c) and such Compliance Certificate demonstrates the Borrower's compliance with Section 9.01(a) as of June 30, 2025.

(b) The first sentence of, and the Elected Commitment Utilization Grid contained in, the definition of "Applicable Margin" contain in Section 1.1 of the Existing Credit Agreement are hereby amended and restated in their respective entireties to read as follows:

"Applicable Margin" means, subject to Section 1.10(a), for any day, with respect to any ABR Loan or SOFR Loan, or with respect to the commitment fee rate set forth in the grid below for any commitment fees payable hereunder (the "Commitment Fee Rate"), as the case may be, the rate per annum set forth in the Elected Commitment Utilization Grid below based upon the Elected Commitment Utilization Percentage then in effect:

Elected Commitment Utilization Grid					
Elected Commitment Utilization Percentage	<25%	≥25% but <50%	≥50% but <75%	≥75% but <90%	≥90%
SOFR Loans	2.000%	2.250%	2.500%	2.750%	3.000%
ABR Loans	1.000%	1.250%	1.500%	1.750%	2.000%
Commitment Fee Rate	0.375%	0.375%	0.500%	0.500%	0.500%

(c) The definition of "Loan Documents" contained in Section 1.1 of the Existing Credit Agreement is hereby amended and restated in its entirety to read as follows:

"Loan Documents" means this Agreement, the Notes, the Fee Letter, the Letter of Credit Agreements, the Letters of Credit, the Security Instruments, the First Amendment, the Second Amendment, and any other document identified as a "Loan Document" delivered in connection with this Agreement from time to time, in each case, as the same may be amended, modified, supplemented or restated from time to time.

(d) The following definitions are deleted from Section 1.1 of the Existing Credit Agreement: "Preferred Stock", "Preferred Stock Documents" and "Series B Preferred Stock."

(e) Article I of the Existing Credit Agreement is hereby amended by adding a new Section 1.10 to read in its entirety as follows:

Section 1.10 Specified Period. Notwithstanding anything to the contrary herein, solely during the Specified Period:

(a) The "Applicable Margin" shall be determined by reference to the Elected Commitment Utilization Grid set forth below:

Elected Commitment Utilization Grid					
Elected Commitment Utilization Percentage	<25%	≥25% but <50%	≥50% but <75%	≥75% but <90%	≥90%
SOFR Loans	2.250%	2.500%	2.750%	3.000%	3.250%
ABR Loans	1.250%	1.500%	1.750%	2.000%	2.250%
Commitment Fee Rate	0.375%	0.375%	0.500%	0.500%	0.500%

(b) As of (i) the Second Amendment Effective Date and (ii) the last day of each fiscal quarter (a "Hedge Compliance Date") ending during the Specified Period (commencing with the fiscal quarter ending December 31, 2024), one or more of the Loan Parties shall have entered into Hedge Transactions with one or more Approved Counterparties in the form of fixed-price swap transactions, or purchased put options or collars with exercise prices of not less than eighty-five percent (85%) of the then-prevailing market price at the time such Hedge Transaction is entered into to hedge notional volumes of natural gas covering not less than, for each calendar month during the first 12 months following such Hedge Compliance Date, fifty percent (50%) of the reasonably anticipated production of natural gas from the total PDP Reserves of the Loan Parties as projected for each such month in the Reserve Report most recently delivered prior to such Hedge Compliance Date. For purposes of this Section 1.10(b), forecasts of projected production shall equal the projections for proved developed producing reserves of natural gas set out in the most recent Reserve Report delivered to the Administrative Agent. The Borrower shall deliver a certificate demonstrating in reasonable detail compliance with this Section 1.10(b) concurrently with the delivery of each Compliance Certificate delivered during the Specified Period in accordance with Section 8.01(c). The failure by the Loan Parties to be in compliance with this Section 1.10(b) as of any Hedge Compliance Date shall constitute a Default.

(f) Section 9.01(a) of the Existing Credit Agreement is hereby amended and restated in its entirety to read as follows:

(a) Ratio of Total Net Debt to EBITDAX. The Borrower will not permit, as of the last day of any fiscal quarter (commencing with the fiscal quarter ending September 30, 2024) its ratio of Total Net Debt as of the last day of such fiscal quarter to EBITDAX for the four fiscal quarters ending on the last day of such fiscal quarter, to be greater than the ratio set forth opposite such date below:

Test Date	Maximum Ratio
September 30, 2024	4.00 to 1.00
December 31, 2024	4.00 to 1.00

Test Date	Maximum Ratio
March 31, 2025	4.00 to 1.00
June 30, 2025	3.75 to 1.00
September 30, 2025 and the last day of each fiscal quarter thereafter	3.50 to 1.00

(g) Section 9.08(c) of the Existing Credit Agreement is hereby amended by adding a new subsection (w) to read in its entirety as follows:

> (c) other than during the Specified Period, the Borrower may declare or make, or agree to pay or make, directly or indirectly, any Restricted Payment if (i) no Default or Event of Default exists or would result therefrom, (ii) the Total Net Debt to EBITDAX ratio immediately after giving effect to such dividend or distribution is no greater than 2.75:1.00, (iii) the Borrower would have unused borrowing capacity that can be accessed under this Agreement at such time in an amount not less than 20% of the amount of the Loan Limit in effect at such time immediately after giving effect to such Restricted Payment and (iv) the Borrower shall have delivered the certificate required pursuant to Section 8.01(v) not less than one (1) Business Day prior to the date such Restricted Payment is actually made; and

(h) Section 9.08(d) of the Existing Credit Agreement is hereby amended and restated in its entirety to read as follows:

> (i) [Reserved];

Section 3.***Borrowing Base Redetermination***. In reliance on the representations, warranties, covenants and agreements contained in this Amendment, the Administrative Agent and the Lenders constituting at least the Required Lenders hereby agree that, effective as of the Second Amendment Effective Date, the Borrowing Base shall be reaffirmed at $2,000,000,000, and the Borrowing Base shall remain at $2,000,000,000 until the next Scheduled Redetermination, Interim Redetermination or other adjustment of the Borrowing Base thereafter, whichever occurs first pursuant to the terms of the Credit Agreement. The Borrower and the Lenders constituting at least the Required Lenders acknowledge that (a) the redetermination of the Borrowing Base provided for in this Section 3 shall constitute the Scheduled Redetermination of the Borrowing Base that was scheduled to occur on or about October 1, 2024 for purposes of Section 2.07 of the Credit Agreement and (b) this Amendment constitutes a New Borrowing Base Notice for purposes of Section 2.07(d) of the Credit Agreement with respect to the Borrowing Base redetermination provided for in this Section 3.

Section 4.***Ratification***. The Borrower, for itself and the other Loan Parties, hereby ratifies and confirms all of the Obligations under the Credit Agreement (as amended hereby) and the other Loan Documents, and in particular, affirms that the terms of the Security Documents secure, and will continue to secure, all Obligations after giving effect to this Amendment.

Section 5.***Effectiveness***. This Amendment shall become effective upon the first date on which all of the conditions set forth in this Section 5 are satisfied (the "**Second Amendment Effective Date**"):

(a) the Administrative Agent shall have received executed counterpart signature pages to this Amendment from the Borrower, the Administrative Agent and Lenders comprising at least the Required Lenders;

(b) the Administrative Agent shall have received reasonably satisfactory evidence that the Borrower will be in compliance with Section 1.10(b) of the Credit Agreement (as amended by this Amendment) as of the Second Amendment Effective Date; and

(c) the Borrower shall have confirmed and acknowledged to the Administrative Agent and the Lenders, and by its execution and delivery of this Amendment, the Borrower does hereby confirm and acknowledge to the Administrative Agent and the Lenders, that (i) the execution, delivery and performance of this Amendment has been duly authorized by all requisite corporate action on the part of the Borrower and each other Loan Party; (ii) the Credit Agreement (as amended hereby) and each other Loan Document constitute valid and legally binding agreements enforceable against the Borrower and each other Loan Party that is a party thereto in accordance with their respective terms, except as such enforceability may be limited by bankruptcy, insolvency, reorganization, moratorium, fraudulent transfer or other similar laws relating to or affecting the enforcement of creditors' rights generally and by general principles of equity; (iii) the representations and warranties by the Borrower and each other Loan Party contained in the Credit Agreement and in the other Loan Documents are true and correct on and as of the date hereof as though made as of the date hereof; and (iv) no Default or Event of Default exists under the Credit Agreement or any of the other Loan Documents.

Section 6.***Governing Law***. This Amendment shall be governed by, and construed in accordance with, the laws of the State of New York.

Section 7.***Miscellaneous***. (a) On and after the effectiveness of this Amendment, each reference in the Credit Agreement to "this Agreement", "hereunder", "hereof" or words of like import referring to the Existing Credit Agreement, and each reference in each other Loan Document to "the Credit Agreement", "thereunder", "thereof" or words of like import referring to the Existing Credit Agreement, shall mean and be a reference to the Credit Agreement, as amended or otherwise modified by this Amendment; (b) the execution, delivery and effectiveness of this Amendment shall not, operate as a waiver of any default of the Borrower or any other Loan Party or any right, power or remedy of the Administrative Agent or the Lenders under any of the Loan Documents, nor constitute a waiver of any provision of any of the Loan Documents and except as otherwise modified by the terms hereof, the Credit Agreement and such other Loan Documents shall remain in full force and effect; (c) this Amendment may be executed in any number of counterparts and by different parties hereto in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement; and (d) delivery of an executed counterpart of a signature page to this Amendment by telecopier shall be effective as delivery of a manually executed counterpart of this Amendment. This Amendment shall constitute a Loan Document for purposes of the Credit Agreement.

Section 8.***Final Agreement***. THE CREDIT AGREEMENT AND THE OTHER LOAN DOCUMENTS, INCLUDING THIS AMENDMENT, REPRESENT THE FINAL AGREEMENT BETWEEN THE PARTIES AND MAY NOT BE CONTRADICTED BY EVIDENCE OF PRIOR, CONTEMPORANEOUS OR SUBSEQUENT ORAL AGREEMENTS OF THE PARTIES. THERE ARE NO ORAL AGREEMENTS BETWEEN THE PARTIES.

[Signature Pages Follow]

IN WITNESS WHEREOF, each of the parties hereto has caused this Amendment to be executed by its officer(s) thereunto duly authorized as of the date first above written.

BORROWER:

COMSTOCK RESOURCES, INC.,
a Nevada corporation

By: /s/ Roland O. Burns
Name: Roland O. Burns
Title: President and Chief Financial Officer

ADMINISTRATIVE AGENT AND LENDERS:

WELLS FARGO BANK, N.A., As Administrative Agent, an Issuing Bank and a Lender

By: /s/ Jonathan Herrick
Name: Jonathan Herrick
Title: Managing Director

BANK OF AMERICA, N.A.,
as a Lender

By: /s/ Christopher Baethge
Name: Christopher Baethge
Title: Vice President

CAPITAL ONE, NATIONAL ASSOCIATION,
as a Lender

By: /s/ David Lee Garza
Name: David Lee Garza
Title: Vice President

FIFTH THIRD BANK, NATIONAL ASSOCIATION,
as a Lender

By: /s/ Thomas Kleiderer
Name: Thomas Kleiderer
Title: Managing Director

MIZUHO BANK, LTD.,
as a Lender

By: /s/ Edward Sacks
Name: Edward Sacks
Title: Managing Director

REGIONS BANK,
as a Lender

By: /s/ Cody Chance
Name: Cody Chance
Title: Managing Director

TRUIST BANK,
as a Lender

By: /s/ Farhan Iqbal
Name: Farhan Iqbal
Title: Director

KEYBANK NATIONAL ASSOCIATION,
as a Lender

By: /s/ David M. Bornstein
Name: David M. Bornstein
Title: Senior Vice President

PNC BANK, NATIONAL ASSOCIATION,
as a Lender

By: /s/ Robert Downey
Name: Robert Downey
Title: Vice President

CITIZENS BANK, N.A.,
as a Lender

By: /s/ Cameron Spence
Name: Cameron Spence
Title: Vice President

CANADIAN IMPERIAL BANK OF COMMERCE, NEW YORK BRANCH,
as a Lender

By: /s/ Jacob W. Lewis
Name: Jacob W. Lewis
Title: Authorized Signatory

By: /s/ Donovan C. Broussard
Name: Donovan C. Broussard
Title: Authorized Signatory

CITIBANK, N.A.,
as a Lender

By: /s/ Jeff Ard
Name: Jeff Ard
Title: Vice President

BARCLAYS BANK PLC,
as a Lender

By: /s/ Sydney G. Dennis
Name: Sydney G. Dennis
Title: Director

FIRST-CITIZENS BANK & TRUST COMPANY,
as a Lender

By: /s/ Jodie North
Name: Jodie North
Title: Director

COMERICA BANK,
as a Lender

By: /s/ Cassandra Lucas
Name: Cassandra Lucas
Title: Vice President

GOLDMAN SACHS BANK USA,
as a Lender

By: /s/ Priyankush Goswami
Name: Priyankush Goswami
Title: Authorized Signatory

MORGAN STANLEY SENIOR FUNDING, INC.,
as a Lender

By: /s/ Aaron McLean
Name: Aaron McLean
Title: Vice President

ACKNOWLEDGMENT BY GUARANTORS

Each of the undersigned Guarantors hereby (i) consents to the terms and conditions of that certain Second Amendment to Second Amended and Restated Credit Agreement dated effective as of October 30, 2024 (the "**Amendment**"), (ii) acknowledges and agrees that its consent is not required for the effectiveness of the Amendment, (iii) ratifies and acknowledges its respective Obligations under each Loan Document to which it is a party and affirms that the terms of the Guaranty Agreement guarantees, and will continue to guarantee, the Obligations, after giving effect to the Amendment, and (iv) represents and warrants that (a) no Default or Event of Default has occurred and is continuing, (b) it is in full compliance with all covenants and agreements pertaining to it in the Loan Documents, and (c) it has reviewed a copy of the Amendment.

COMSTOCK OIL & GAS, LLC

By Comstock Resources, Inc., its sole member

By: /s/ Roland O. Burns
Name: Roland O. Burns
Title: President

COMSTOCK OIL & GAS - LOUISIANA HOLDINGS, LLC

By Comstock Oil & Gas, LLC, its sole member

By Comstock Resources, Inc., its sole member

By: /s/ Roland O. Burns
Name: Roland O. Burns
Title: President

COMSTOCK OIL & GAS – LOUISIANA, LLC

By: /s/ Roland O. Burns
Name: Roland O. Burns
Title: Manager

By: /s/ M. Jay Allison
Name: M. Jay Allison
Title: Manager

COMSTOCK GAS SERVICES LLC

By:	/s/ Roland O. Burns
Name:	Roland O. Burns
Title:	President

PINNACLE GAS TREATING LLC

By Comstock Gas Services LLC, its sole member

By:	/s/ Roland O. Burns
Name:	Roland O. Burns
Title:	President

Exhibit 31.1

Section 302 Certification

I, M. Jay Allison, certify that:

1. I have reviewed this September 30, 2024 Form 10-Q of Comstock Resources, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 31, 2024

/s/ M. JAY ALLISON

Chief Executive Officer

Exhibit 31.2

Section 302 Certification

I, Roland O. Burns, certify that:

1. I have reviewed this September 30, 2024 Form 10-Q of Comstock Resources, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 31, 2024

/s/ ROLAND O. BURNS

President and Chief Financial Officer

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Comstock Resources, Inc. (the “Company”) on Form 10-Q for the three and nine months ended September 30, 2024 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, M. Jay Allison, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ M. JAY ALLISON

M. Jay Allison

Chief Executive Officer

October 31, 2024

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Comstock Resources, Inc. (the "Company") on Form 10-Q for the three and nine months ended September 30, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Roland O. Burns, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ ROLAND O. BURNS

Roland O. Burns

Chief Financial Officer

October 31, 2024