

COMSTOCK RESOURCES, INC.
COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS
CHARTER

(ADOPTED FEBRUARY 14, 2013)

I. PURPOSE

The primary functions of the Compensation Committee are to discharge the Board of Directors' responsibilities relating to compensation of the Company's executives and to produce an annual report on executive compensation for inclusion in the Company's proxy statement, in accordance with applicable rules and regulations.

II. MEMBERS

The Compensation Committee shall be comprised of three or more Directors as determined by the Board, each of whom shall be an independent Director (as defined in the listing standards of the New York Stock Exchange) and free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Compensation Committee. In addition, (i) if any compensation or benefit plan administered by the Compensation Committee is subject to Rule 16b-3 of the Securities Exchange Act of 1934, as amended, each Compensation Committee member shall also qualify as a "disinterested person," as such term is defined under Rule 16b-3, and (ii) if an award or payment under any compensation or benefit plan administered by the Compensation Committee would be subject to the deduction limitation under Section 162(m) of the Internal Revenue Code of 1986, as amended, at least two members of the Compensation Committee shall also qualify as "outside directors," as such term is defined under Section 162(m) and the regulations thereunder. The members of the Compensation Committee shall be appointed by the Board on the recommendation of the Corporate Governance/Nominating Committee and shall serve for a period of one year or until such time as his or her successor has been duly named or until such member's earlier resignation, death or removal. The Compensation Committee shall have a chairman who shall be designated from among its membership by the Board and who shall preside at meetings of the Compensation Committee. In the event that the Board fails to select a chairman, then the members of the Compensation Committee shall select a chairman. Compensation Committee members may be removed (with or without cause) and replaced by the Board.

III. MEETINGS

The Compensation Committee shall hold regular meetings as may be necessary and such special meetings as may be called by the chairman of the Compensation Committee.

IV. RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties, the Compensation Committee shall:

1. Review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives and set the CEO's compensation level based on this evaluation. In determining the long-term incentive component of CEO compensation, the Compensation Committee will consider the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the Company's CEO in past years.
2. Administer the Company's executive compensation programs, including, without limitation, its 2009 Long-term Incentive Plan, authorizing awards to employees and directors under such Plan, making recommendations to the Board regarding the base salary of senior management employees, approving their bonus opportunity levels, establishing performance goals applicable to one or more executive employees, and determining the extent to which such performance goals have been attained.
3. Review and approve, periodically and when appropriate, any employment agreements, severance arrangements, change in control agreements and change in control provisions affecting any elements of compensation and benefits applicable to one or more executive employees.
4. Recommend to the Board of Directors the creation of any compensation or employee benefit plan or program for the officers or directors of the Company.
5. Review the Company's incentive compensation arrangements, at least annually, to determine that they do not promote excessive risk-taking consistent with the requirements of the Dodd-Frank Act.
6. Administer the Company's "clawback" policy in the event of a material restatement of its financial statements upon which incentive awards or payments were based, consistent with the requirements of the Dodd-Frank Act.
7. Review and make recommendations to the Board, at least annually, regarding the remuneration (including equity-based remuneration) of the Company's non-employee directors.
8. Review and discuss with management the Compensation Discussion and Analysis (the "CD&A") required to be included in the Company's proxy statement and annual report on Form 10-K by the rules and regulations of the Securities and Exchange Commission. Based on such review, the Compensation Committee shall determine whether to recommend to the Board that the CD&A be so included.
9. Produce the annual Compensation Committee Report for inclusion in the Company's proxy statement in compliance with the rules and regulations promulgated by the Securities and Exchange Commission.
10. Report regularly to the Board any issues that arise with respect to the Compensation Committee's responsibilities.
11. Perform any other activities consistent with this Charter, the Company's Bylaws and governing law, as the Compensation Committee or the Board deems necessary or appropriate.

12. Conduct an annual performance evaluation of the Compensation Committee's effectiveness.
13. Retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser, in its sole discretion.
14. Be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other adviser retained by the Committee.
15. Determine appropriate compensation to be paid to a compensation consultant, independent legal counsel or any other adviser retained by the compensation committee, and the Company shall provide funding therefor.
16. Select a compensation consultant, legal counsel or other adviser to the Committee only after taking into consideration, all factors relevant to that person's independence from management, including the following:
 - (i) The provision of other services to the Company by the firm that employs the compensation consultant, legal counsel or other adviser;
 - (ii) The amount of fees received from the Company by the firm that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the firm;
 - (iii) The policies and procedures of the firm that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
 - (iv) Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Compensation Committee;
 - (v) Any Company stock owned by the compensation consultant, legal counsel or other adviser; and
 - (vi) Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the firm employing the adviser with an executive officer of the Company.
17. Review this Charter and submit any proposed changes to the Governance Committee for review.