

COMSTOCK RESOURCES INC

Form 305B2

February 19, 2004

Securities Act File No. 333-111237

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM T-1**

**STATEMENT OF ELIGIBILITY UNDER THE  
TRUST INDENTURE ACT OF 1939 OF A CORPORATION  
DESIGNATED TO ACT AS TRUSTEE**

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**CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE  
PURSUANT TO SECTION 305(b)(2)x**

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**THE BANK OF NEW YORK TRUST COMPANY, N.A.**  
(formerly known as The Bank of New York Trust Company of Florida, N.A.)  
(Exact name of trustee as specified in its charter)

(State of incorporation if not a U.S. national bank)

**59-2283428**  
(I.R.S. employer identification no.)

**800 BRICKELL AVENUE  
SUITE 300  
MIAMI, FLORIDA 33131**

(Address of principal executive offices) (Zip Code)

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**THE BANK OF NEW YORK TRUST COMPANY, N.A.**  
**600 North Pearl Street, Suite 420**  
**Dallas, TX 75201**  
**(214) 880-8234**

(Name, address and telephone number of agent for service)

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

**NEVADA** **94-1667468**  
(State or other jurisdiction of (IRS employer  
incorporation or organization) identification no.)

**5300 TOWN AND COUNTRY BLVD, SUITE 500**  
**FRISCO, TEXAS 75034**  
**(972)-668-8800**

(Address, zip code and telephone number of  
principal executive offices)

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**SENIOR NOTES**  
**(\$150,000,000 SENIOR NOTES DUE 2012 )**

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1. General Information.

Furnish the following information as to the trustee

- (a) Name and address of each examining or supervising authority to which it is subject.

**Comptroller of the Currency  
United States Department of the Treasury  
Washington, D.C. 20219**

**Federal Reserve Bank  
Atlanta, Georgia 30309**

**Federal Deposit Insurance Corporation  
Washington, D.C. 20429**

- (b) Whether it is authorized to exercise corporate trust powers.

**Yes.**

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

**None.**

3-15 Not Applicable

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the Act ) and 17 C.F.R. 229.10(d).

- (1) A copy of the Articles of Association of the Bank of New York Trust Company of Florida, N.A. (Exhibit 1 to Form T-1 filed with Registration Statement No. 333-100717.)
- (2) A copy of certificate of authority of the trustee to commence business. (Exhibit 2 to Form T-1 filed with Registration Statement No. 333-100717.)
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- (3) A copy of the Authorization of the trustee to exercise corporate trust powers. (Exhibit 3 to Form T-1 filed with Registration Statement No. 333-100717.)
  - (4) A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-100717.)
  - (6) The consent of the Trustee required by Section 321(b) of the Act.
  - (7) A copy of the latest report of condition of the Trustee published pursuant to law or the requirements of its supervising or examining authority.
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SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Trust Company, N.A., a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of Dallas and the State of Texas, on the 13th day of February, 2004.

THE BANK OF NEW YORK TRUST  
COMPANY, N.A.

By: /s/ PATRICK T. GIORDANO  
Patrick T Giordano, Agent

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CONSENT OF TRUSTEE

Pursuant to the requirements of Section 321(b) of the Trust Indenture Act of 1939, in connection with the proposed issuance of Comstock Resources, Inc \$150,000,000 Senior Notes due 2012, The Bank of New York Trust Company, N.A. hereby consents that reports of examinations by Federal, State, Territorial or District Authorities may be furnished by such authorities to the Securities and Exchange Commission upon request therefor.

THE BANK OF NEW YORK TRUST  
COMPANY, N.A.

By: /s/ PATRICK T. GIORDANO  
Patrick T Giordano, Agent

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EXHIBIT 7 TO FORM T-1

**Board of Governors of the Federal Reserve System**  
**OMB Number: 7100-0036**  
**Federal Deposit Insurance Corporation**  
**OMB Number: 3064-0052**  
**Office of the Comptroller of the Currency**  
OMB Number: 1557-0081  
**Expires April 30, 2006**

**Federal Financial Institutions Examination Council**

**Please refer to page I,  
Table of Contents, for  
the required disclosure  
of estimated burden.**

**Consolidated Reports of Condition and Income for  
A Bank With Domestic Offices Only FFIEC 041**

**Report at the close of business September 30, 2003**

20030930

(RCRI 9999)

This report is required by law: 12 U.S.C. § 324 (State member banks); 12 U.S.C. § 1817 (State nonmember banks); and 12 U.S.C. § 161 (National banks).

This report form is to be filed by banks with domestic offices only. Banks with foreign offices (as defined in the instructions) must file FFIEC 031.

NOTE: The Reports of Condition and Income must be signed by an authorized officer and the Report of Condition must be attested to by not less than two directors (trustees) for State nonmember banks and three directors for State member and national Banks.

The Reports of Condition and Income are to be prepared in Accordance with Federal regulatory authority instructions.

**I, Thomas J. Mastro, Comptroller**

We, the undersigned directors (trustees), attest to the correctness of the Report of Condition (including the supporting schedules) for this report date and declare that it has been examined by us and to the best of our knowledge and belief has been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and is trust and correct.

\_\_\_\_\_  
Name and Title of Officer Authorized to Sign Report

/s/ Richard G. Jackson

Of the named bank do hereby declare that the Reports of Condition and Income (including the supporting schedules) for this report date have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true to the best of my knowledge.

\_\_\_\_\_  
Director (Trustee)

/s/ Thomas J. Mastro

/s/ Nicholas G. English

Signature of Officer Authorized to Sign Report

Director (Trustee)

9/30/2003

/s/ Karen B. Shupenko

Date of Signature

Director (Trustee)

**Submission of Reports**

Each bank must prepare its Reports of Condition and Income either:

(if other than EDS) must transmit the bank's computer data file to EDS.

For electronic filing assistance, contact EDS Call Report Services, 2150 N. Prospect Ave., Milwaukee, WI 53202, and telephone (800) 255-1571.

To fulfill the signature and attestation requirement for the Reports of Condition and Income for this report date, attach this signature page (or a photocopy or a computer-generated version of this page) to the hard-copy record of the completed report that the bank places in its files.

- (a) in electronic form and then file the computer data file directly with the banking agencies collection agent, Electronic Data Systems Corporation (EDS), by modem or on computer diskette; or
- (b) in hard-copy (paper) form and arrange for another party to convert the paper report to electronic form. That party

FDIC Certificate Number:	91271	<b>The Bank of New York Trust Company of Florida, N.A.</b>
	_____	
	(RCRI 9050)	Legal Title of Bank (TEXT 9010)
		<b>Miami</b>
		City (TEXT 9130)
		<b>FL</b>
		<b>33131-2974</b>
		State Abbrev. (TEXT 9200)      Zip Code (TEXT 9220)

Board of Governors of the Federal Reserve System, Federal Deposit Insurance Corporation, Office of the Comptroller of the Currency

The Bank of New York Trust  
 Company of Florida, N.A.      FFIEC 041  
**Miami, FL 33131-2974**      RC-1

**10 10**

FDIC Certificate Number 91271  
**Consolidated Report of Condition for Insured Commercial  
 And State-Chartered Savings Banks for September 30, 2003**

All Schedules are to be reported in thousands of dollars. Unless otherwise indicated, report the amount outstanding as of the last business day of the quarter.

***Schedule RC Balance Sheet***

<b>ASSETS</b>	<b>Dollar Amounts In Thousands RCON Bil / Mil / Thou</b>
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1. Cash and balances due from depository institutions (from Schedule RC-A):				
a. Noninterest-bearing balances and currency and coin (1)	0081	4,012		1.a
b. Interest-bearing balances (2)	0071	5,599		1.b
2. Securities:				
a. Held-to-maturity securities (from Schedule RC-B, Column A)	1754	0		2.a
b. Available-for-sale securities (from Schedule RC-B, column D)	1773	8,626		2.b
3. Federal funds sold and securities purchased under agreements to resell				
a. Federal funds sold	B987	0		3.a
b. Securities purchased under agreements to resell (3)	B988	0		3.b
4. Loans and lease financing receivables: (from Schedule RC-C)				
a. Loans and leases, held for sale		5369	0	4.a
b. Loans and leases, net of unearned income	B528	0		4.b
c. LESS: Allowance for loan and lease losses	3123	0		4.c
d. Loans and leases, net of unearned income, allowance, and reserve (item 4.b minus 4.c)		<u>B529</u>	0	4.d
5. Trading assets		3545	0	5.
6. Premises and fixed assets (including capitalized leases)		2145	1,254	6.
7. Other real estate owned (from Schedule RC-M)		2150	0	7.
8. Investments in unconsolidated subsidiaries and associated companies (from Schedule RC-M)		2130		0 8.
9. Customers liability to this bank on acceptances outstanding		2155		0 9.
10. Intangible assets				
a. Goodwill		3163	15,127	10.a
b. Other Intangible assets (from Schedule RC-M)		0426	494	10.b
11. Other assets (from Schedule RC-F)		2160	1,084	11.
12. Total assets (sum of items 1 through 11)		2170	<b>36,196</b>	12.

(1) Includes cash items in process of collection and unposted debits.

(2) Includes time certificates of deposit not held for trading.

(3) Includes all securities resale agreements, regardless of maturity.

The Bank of New York  
Trust Company of Florida, N.A.

FFIEC 041  
RC-2

**Legal Title of Bank**

Transmitted to EDS as 0196815 on 7/30/02 at  
11:13:43 CST

FDIC Certificate Number = 91271

**Schedule RC Continued****Dollar Amounts In Thousands****LIABILITIES**

	RCON Bil /Mil/ tho			
13. Deposits:				
a. In domestic offices (sum of totals of columns A and C From Schedule RC-E)		2200	0	13.a
(1) Noninterest-bearing (1)	6631	717		13.a.1
(2) Interest-bearing	6636	0		13.a.2
b. Not applicable				
14. Federal funds purchased and securities sold under agreements to repurchase				
a. Federal funds purchased (2)		B993	0	14.a.
b. Securities sold under agreements to repurchase (3)		B995	0	14.b
15. Trading liabilities (from Schedule RC-D)		3548	0	15
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases)(from Schedule RC-M)		3190	6,000	16
17. Not applicable				
18. Bank's liability on acceptances executed and outstanding		2920	0	18
19. Subordinated notes and debentures (4)		3200	0	19
20. Other liabilities (from Schedule RC-G)		2930	3,635	20
21. Total liabilities (sum of items 13 through 20)		2948	9,635	21
22. Minority interest in consolidated subsidiaries		3000	0	22
<b>EQUITY CAPITAL</b>				
23. Perpetual preferred stock and related surplus		3838	0	23
24. Common stock		3230	750	24
25. Surplus (exclude all surplus related to preferred stock)		3839	4,299	25
26. a. Retained earnings		3632	21,510	26.a
b. Accumulated other comprehensive income (5)		B530	2	26.b
27. Other equity capital components (6)		A130	0	27
28. Total equity capital (sum of items 23 through 27)		3210	<b>26,561</b>	28
29. Total liabilities, minority interest, and equity capital (sum of items 21, 22, and 28)		3300	<b>36,196</b>	29

**Memorandum****To be reported only with the March Report of Condition.**

- | 1.  | Indicate in the at the right, the number of the statement below that best describes the most comprehensive level of auditing work performed for the bank by independent external auditors as of any date during 2002  | RCON | Number |
|-----|---|------|--------|
|     |   | 6724 | N/A    |
| 1 = | Independent audit of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the bank   |      |        |
| 2 = | Independent audit of the bank's parent holding company conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the consolidated holding company (but not on the bank separately) |      |        |
| 3 = | Attestation on bank management's assertion on the effectiveness of the bank's internal control over financial reporting by a certified public accounting firm.  |      |        |
| 4 = | Directors' examination of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm (may be required by state chartering authority)   |      |        |
| 5 = | Directors' examination of the bank performed by other external auditors (may be required by state chartering authority)   |      |        |
| 6 = | Review of the bank's financial statements by external auditors  |      |        |
| 7 = | Compilation of the bank's financial statements by external auditors   |      |        |
| 8 = | Other audit procedures (excluding tax preparation work)   |      |        |
| 9 = | No external audit work  |      |        |
- (1) Includes total demand deposits and noninterest-bearing time and savings deposits.
- (2) Report overnight Federal Home Loan Bank Advances in Schedule RC, item 16, and other borrowed money.
- (3) Includes all securities repurchase agreements, regardless of maturity.
- (4) Includes limited-life preferred stock and related surplus.
- (5) Includes net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, and minimum pension liability adjustments.
- (6) Includes treasury stock and unearned Employee Stock Ownership Plan shares.