

## **BOIS d'ARC ENERGY, INC.**

### **CODE OF BUSINESS CONDUCT AND ETHICS**

#### **BOIS D'ARC'S OBLIGATION TO YOU**

This Code of Business Conduct and Ethics is intended to meet the requirements of certain New York Stock Exchange rules and applies to every director, officer and employee of Bois d'Arc.

Two of Bois d'Arc Energy, Inc.'s ("Bois d'Arc's") primary responsibilities to its workforce are to create an environment where employees feel free to call attention to legal or policy violations, and to investigate impartially the concerns that employees raise.

Bois d'Arc will not retaliate against any employee for reporting suspected violations of laws, regulations or company policies. This means Bois d'Arc will not terminate, demote, or otherwise discriminate against an employee for calling attention to suspected illegal or unethical acts. This protection extends to anyone giving information in relation to an investigation. However, Bois d'Arc reserves the right to discipline anyone who knowingly makes a false accusation, provides false information to the company or has acted improperly.

Bois d'Arc supports all employees in the performance of their assigned duties. If you face legal action (not including traffic citations) arising from your performance of work responsibilities, the company will provide your defense, as long as it is reasonably believed you were acting in the interests of the company, as determined by management and their counsel, and your interests are not in conflict with the company's interests.

#### **YOUR OBLIGATION TO BOIS D'ARC**

The following information outlines a code of business ethics for conduct at Bois d'Arc Energy, Inc. and its subsidiaries and affiliates (Bois d'Arc) and unless otherwise indicated applies to all directors, officers and employees of Bois d'Arc. This company-wide code provides guidance to Bois d'Arc directors, officers and employees on how to maintain the company's commitment to being ethical in all its business dealings. As with many universal codes, some sections and topics may be more relevant to certain functions or departments than to others. **However, since one person's misconduct can damage the company's hard-earned reputation and compromise the public's trust**, every person should become familiar with and comply with the entire code.

- It is your responsibility to comply with the law and behave in an ethical manner. This responsibility cannot be delegated or assumed by the company or any supervisor.
- This code cannot anticipate every possible situation or cover every topic in detail. Most of the topics covered in this code are explained in greater detail in a company policy. From time-to-time the company may establish compliance programs to address specific subjects. If you are unclear about a situation, stop and ask your supervisor for guidance before taking action.

- Bois d'Arc's standards in this code do not necessarily take into account all local legal requirements. Where more restrictive local laws or requirements exist, those will control.
- Failure to obey laws and regulations violates this code and may expose both you and the company to criminal or civil prosecution. Any violation of this code or other compliance programs may result in corrective action, up to and including termination. Depending on the nature of the conduct involved, the company may also take civil action against you and even refer criminal misconduct to law enforcement agencies.
- You are responsible for reporting suspected violations of this code.
- If you have a question about a topic covered in this code or a concern regarding any unethical or illegal conduct, please talk with your immediate supervisor. If you are uncomfortable talking with your immediate supervisor, you may contact the Chief Executive Officer.

## **CONFLICTS OF INTEREST**

A "conflict of interest" exists any time directors, officers or employees face a choice between what is in their personal interest (financial or otherwise) and the interests of Bois d'Arc. Such situations are not always easy to avoid. When a conflict of interest arises, it is important that such persons act with great care to avoid even the appearance that their actions were not in the best interest of Bois d'Arc. If you find yourself in a position where your objectivity may be questioned because of individual interest or family or personal relationships, notify your supervisor immediately.

### **Ownership Interests**

Board of Directors approval may be needed for Bois d'Arc to do business with a company in which an employee or family member owns -- directly or indirectly -- an interest. If you or a family member own or acquire an interest that is greater than 5 percent in a company, Board of Directors approval is needed:

- If the company does more than \$5,000 in annual sales of goods or services to Bois d'Arc; or
- If you help make Bois d'Arc purchasing decisions or have a part in payment for the goods and services.

If your ownership interest does not meet any of the above criteria, Board of Directors approval is not needed, but you remain obligated to act in the best interests of Bois d'Arc.

### **Outside Employment**

Officers and employees who hold second jobs or financial or management interests in another company should make certain they cause no conflicts of interest or potential negative impact on the confidence that the public has in Bois d'Arc. This means you may not participate in other employment (including self-employment) or serve as an officer, director, partner or consultant for other organizations if such activity:

- Interferes with your ability to act in the best interests of Bois d'Arc; or
- Interferes with your ability to carry out your duties and responsibilities to Bois d'Arc; or
- Requires you to use proprietary, confidential or non-public information, procedures, plans or techniques of Bois d'Arc; or
- Creates an appearance of impropriety.

Obtain Board of Directors approval:

- To perform work or services for any person or organization that competes with or seeks to do business with Bois d'Arc, provided however, that service as an officer and/or director of Comstock Resources, Inc. is permissible; or
- Before taking a position on the board of directors of another organization that has regular business dealings with Bois d'Arc. Since a director often has access to sensitive information and charts the course for the organization he or she helps to direct, this step protects you and Bois d'Arc from even the appearance of improper behavior.
- Board of Directors approval is not required to sit on the board of directors of a non-profit organization, provided, however, governmental or political offices or positions (appointed or elected) shall not be considered non-profit for this purpose. To avoid even the appearance of improper behavior, excuse yourself from any discussion or vote on any matter that involves Bois d'Arc.

Before taking any position on the board of another organization, all officers and employees are encouraged to consult with the Chief Executive Officer prior to accepting any such position.

### **Gifts, Meals, Services and Entertainment**

Directors, officers and employees should not request or accept anything that might be used as a means of influence, or even appear to influence, against the company's best interests. Personal gifts should not be accepted other than those considered common business courtesies and for which you would reasonably expect to give something similar in return in the normal course of business.

- Bois d'Arc's gift policy requires that you maintain a written report on any items or courtesies you receive that are valued at greater than \$250, and that you review the report with your supervisor.

### **SAFEGUARDING COMPANY ASSETS / ACCURACY OF BOOKS AND RECORDS**

Bois d'Arc maintains internal controls to provide direction on protecting company assets and financial accountability. The controls are based upon the following principles.

#### **Do not:**

- Make personal use of company assets which creates any additional costs for the company, interferes with work duties or violates any company policies;

- Allow company property to be used to help carry out illegal acts;
- Manipulate financial accounts, records or reports for personal gain; or
- Maintain off-the-book accounts to facilitate questionable or illegal payments.

**Do:**

- Prepare project budget proposals with accurate information;
- Maintain books, accounts and records according to generally accepted accounting principles, using enough detail to reflect accurately and fairly company transactions; and
- Record transactions in a timely manner, so that no misleading financial information is created. (These transactions include income, expense, indebtedness, obligation, reserves and acquisition or disposition of assets, etc.)

### **INSIDER TRADING**

Insider trading is a crime that can carry severe penalties. If you know material, confidential information about Bois d'Arc or any company with whom Bois d'Arc has a business relationship and you trade company securities, such as stocks or bonds, while in possession of that information or tell others about it before it is made public, you may have committed insider trading.

Material information is the type of news that would affect a reasonable investor's decision on whether or not to buy or sell the company's stock or other securities. Examples include plans to issue securities, sharp changes in earnings patterns, changes in dividend rates, changes in key management personnel, mergers, acquisitions, and important regulatory and legal actions affecting the company. This policy forbids you from trading not only in the stock of Bois d'Arc but also in those of its suppliers, customers or other companies with whom Bois d'Arc has a business relationship while in possession of material inside information learned in the course of your employment at Bois d'Arc.

Bois d'Arc encourages all employees to invest in Bois d'Arc stock. However, if you have access to any information not readily available to the public, you must be very careful when trading stock to be sure you have not traded while in possession of material non-public information. When you have such information:

- Do not tell anyone not authorized to have the information. A casual remark to a friend may find its way to a broker and eventually to the entire financial community, thereby requiring the company to make a premature or unplanned public announcement. This "tipping" may be illegal and damaging to the company.
- Do not trade in the company's stock (or that of an applicable outside company) until the news has been made public for at least two full business days. Circumstances suggesting the possibility of insider trading may result in an investigation by governmental authorities of company and stockbroker records of stock trading transactions. This investigation could damage Bois d'Arc's

reputation and result in liability or penalties, including criminal charges and fines against the individual employee.

- This policy against insider trading also covers transfers into and out of company stock or savings plans and changes in patterns involving purchases of Bois d'Arc stock within the plans. However, regular scheduled monthly purchases of Bois d'Arc stock within the plans are not prohibited.

***Blackout Periods:*** The blackout periods **commence** at midnight, Houston time, on the last day of the calendar month in which Bois d'Arc's fiscal quarter ends, and **end** at midnight, Houston time, on the second business day following the date of the Company's conference call for reporting the results of such quarter. The mandatory pre-clearance procedures discussed below apply to ALL trades in Bois d'Arc's securities regardless of whether a blackout period is then in effect, except for trades made within Bois d'Arc's 401(k) plans by the plans' administrators (however, you may not make any changes to your 401(k) plan elections during any blackout period).

- Bois d'Arc may prohibit trades at any time if at the time, Bois d'Arc believes trading by insiders would be inappropriate because of developments at Bois d'Arc that are or could become material. The Chief Financial Officer is responsible for advising whether or not the blackout period is in effect.

Except for non-discretionary trades made within Bois d'Arc's 401(k) plans by the plans' administrators, Bois d'Arc's insider trading policies require that you pre-clear all transactions in Bois d'Arc's stock or other securities with the Chief Financial Officer prior to executing any such transaction. This rule applies regardless of whether a "blackout period" is then in effect. In addition, you may not make changes to your 401(k) plan elections during the blackout periods.

## **BRIBERY, KICKBACKS AND OTHER IMPROPER PAYMENTS**

Bois d'Arc and its directors, officers and employees must maintain high ethical and professional standards in dealings with government officials and members of the private sector.

- Do not directly or indirectly promise, offer or make payment in money or anything of value to anyone, including a government official or member of a royal family, agent or employee of a government, political party, labor organization or business entity or a candidate of a political party, with the intent to induce favorable business treatment or to improperly affect business or government decisions.
- Our code does not necessarily take into account all local legal requirements. Where more restrictive local laws exist, those will control. In general, Bois d'Arc does not consider ordinary and reasonable business entertainment or gifts of insubstantial value that are customary and legal in the local market to be improper. We recognize that in certain cultures, there may be an occasion when gift giving of a more substantial nature is customary and expected. Decisions

about these situations must be carefully weighed, and prior approval of local management and the Chief Financial Officer should be obtained.

- Document any entertainment of and gifts to customers and potential customers.
- Pay special attention to the treatment of public officials and employees of governmental agencies whose conduct with respect to gifts and meals is controlled by laws and regulations which must be complied with at all times. These laws and regulations are complex and can vary from country to country - and even within a country (e.g. local versus national officials).
- Seek the advice of the Chief Financial Officer if there is any uncertainty about the propriety or legality of an action.

### **Use and Selection of Agents**

Bois d'Arc will engage only reputable, qualified individuals or firms as consultants, agents, representatives or distributors under compensation arrangements that are reasonable in relation to the services performed. The engagement should be formalized in a written contract approved by the Chief Financial Officer.

Bois d'Arc expects its employees and agents alike to conduct business with integrity wherever we do business, and ignorance of that standard is never an acceptable excuse for improper behavior, nor is it acceptable for improper behavior to be rationalized as being in the company's best interest. No act of impropriety advances the interests of the company.

### **POLITICAL PROCESS**

Bois d'Arc strongly supports employee involvement in the political process and individual activities supporting a party, candidate or issue. As part of this commitment, the company provides information and shares its viewpoint with employees, customers and the general public. At the same time, Bois d'Arc respects anyone's right to disagree with official company positions regarding political preferences.

- Due to the complexity and diversity of laws and regulations governing political activities, political contributions and other related activities on behalf of the company may only be undertaken with the prior approval of the Chief Financial Officer as provided herein.
- When expressing your individual political views, make it clear that these views are personal and not those of the company.
- Corporate contributions to political candidates are not permitted unless permitted under applicable laws and approved in advance by: (i) the Chief Financial Officer for contributions not exceeding \$5,000 in any given fiscal year to a particular candidate, or (ii) the Board of Directors for contributions that exceed \$5,000 in any given fiscal year to a particular candidate.
- Do not engage in political campaign activities on company time or use company resources (including photocopy machines, computers and phones) for political activities, unless permitted under applicable laws and approved in advance by the Chief Financial Officer.

- Notify your supervisor of plans to run for office or seek public appointment. Employees campaigning for or serving in public office must avoid conflicts of interest and excuse themselves from any political matters involving the company.

### **USE OF COMPUTER RESOURCES**

Bois d'Arc invests in and uses computer resources (computer hardware, software, supporting infrastructure, network connections and telecommunications equipment) to advance its business strategy and objectives. Unless prohibited by local law, the use of this technology, including electronic mail and the Internet, is monitored by the company.

- Computer software (computer programs, databases and related documentation) whether purchased from a supplier or developed by Bois d'Arc is protected by copyright and may also be protected by patent or as a trade secret. Employees are expected to strictly follow the terms and conditions of the license agreements, including provisions not to copy or distribute materials covered by these agreements. These protected materials may not be reproduced for personal use.
- Use of the Internet, Intranet and electronic mail should be in support of and to advance Bois d'Arc's business success. Any personal use of these technologies should not create additional costs for the company, interfere with work duties or violate any company policies, including policies related to and prohibiting defamatory, discriminatory, offensive or threatening messages, gambling, pornography, viruses, chain letters, executable "ready to run" files, "hacking," etc.

### **CONFIDENTIAL AND PROPRIETARY INFORMATION**

All information -- including electronic information -- that is created or used in support of company business activities is the property of Bois d'Arc. Information is a valuable asset and employees are expected to protect it from unauthorized disclosure. This applies to company, business partner and employee data. Laws which protect company assets and contractual arrangements between Bois d'Arc and its business partners may restrict the use of such confidential and proprietary information and impose both corporate and personal liabilities for impermissible use or disclosure. You may be asked to sign a confidentiality agreement during the course of your employment.

- In the course of business Bois d'Arc has access to information regarding joint interest and royalty owners and employees which must be treated as confidential to protect individuals' privacy rights.
- Use confidential and proprietary information for business purposes only. Use the policies in your business unit for labeling and handling confidential information. If you are uncertain as to some information's confidentiality, consult with your supervisor.
- Do not disclose confidential or proprietary information to individuals (including other employees) who do not have a business need to know the information. Do not help anyone gain access to confidential information without authorization.
- Do not disclose Bois d'Arc confidential business information to a non-employee third party without the prior approval of the Chief Financial Officer.

## **BRAND MANAGEMENT AND INTELLECTUAL PROPERTY**

Bois d'Arc's name, logo, inventions, processes and innovations are all valuable assets of the company and are part of its brand management efforts. These assets are called "intellectual property," and their protection is vital to the success of Bois d'Arc's business. In addition, employees must respect the intellectual property rights of third parties. Violation of others' intellectual property rights may subject both an employee and the company to substantial liability, including criminal penalties.

*Intellectual property that you create during the course of your employment belongs to Bois d'Arc. Share any innovations or inventions you create with your supervisor so that the company can take steps to protect these valuable assets.*

## **MEDIA AND PUBLIC INQUIRIES**

Directors, officers and employees should not "leak" information to the media or others. Unless your job duties specifically include responding to outside inquiries, refer inquiries to the appropriate department:

- Refer all inquiries from regulatory agencies to the Chief Financial Officer or appropriate professionals within the company;
- Refer all inquiries from the news or trade media to the Chief Financial Officer, which identifies an appropriate spokesperson; and
- Refer all inquiries about current or former Bois d'Arc employees to the Chief Financial Officer.

## **ENVIRONMENT, HEALTH AND SAFETY**

Bois d'Arc highly values the health and safety of our employees, customers and communities. Protecting and responsibly managing natural resources are critical to the quality of life in the areas we serve, the environment and Bois d'Arc's long-term business success.

Bois d'Arc will periodically conduct environmental, health and safety assessments to measure compliance with environmental, health, and safety laws, regulations and other requirements. To meet our high standards, each employee should:

- Conduct operations in a manner that meets applicable environmental, health and safety laws, regulations, permits and other requirements, such as those dealing with employee and public safety, work conditions, pollution control and waste management.
- Follow instructions on environmental, health and safety laws, regulations and hazards, and apply training to protect yourself, others and the environment. Report immediately all environmental, health and safety incidents, including significant near misses.
- While on Bois d'Arc premises or engaged in Bois d'Arc business, do not threaten or injure other persons, or possess or use weapons unless authorized.

- To make sure that you are fit for your duties and that your work environment is safe, do not unlawfully use, possess, sell or transfer illegal drugs, narcotics or alcohol either on or off the job. Be free of the effects of alcohol or drugs at work.

### **STATE OF EQUAL EMPLOYMENT OPPORTUNITY**

It is the policy of Bois d'Arc to seek qualified applicants for positions throughout the company without regard to race, color, religion, national origin, sex, age, veteran/military status or disability in accordance with the provisions of the Civil Rights Act of 1964, as amended, and other applicable federal and state laws. This policy fully embraces equality of opportunity with respect to all employment matters. All personnel actions such as compensation, benefits, promotions, transfers, terminations, layoffs, recall, company-sponsored training, education, assistance and social and recreational programs will be administered without regard to race, color, religion, sex, national origin, age, disability, veteran/military status or any other legally protected trait.

All employment decisions relating to disabled persons will be made in accordance with the Americans with Disabilities Act.

Bois d'Arc and its employees must comply with all applicable laws concerning discrimination. Bois d'Arc does not tolerate discrimination in its workplace or against its employees. Bois d'Arc will recruit, select, train and pay based on merit, experience and other work-related criteria.

### **HARASSMENT IN THE WORKPLACE**

Bois d'Arc is firmly committed to a work environment free from all forms of harassment based upon protected status of any employee or applicant for employment by anyone, including supervisors, co-workers, clients/customers or visitors. Such harassment violates both company policy and state and federal discrimination laws. It is neither permitted nor condoned.

This policy prohibits any verbal, physical or visual conduct that belittles or demeans an individual on the basis of race, religion, national origin, sex, age or disability.

This policy specifically prohibits sexual harassment as well as all other forms of harassment. Sexual harassment includes any unwelcome sexual advances, requests for sexual favors, or other verbal or physical conduct of a sexual nature when:

1. Submission to such conduct is an explicit or implicit condition of employment;
2. Employment decisions are based on an employee's submission to or rejection of such conduct; or
3. Such conduct unreasonably interferes with an individual's work performance or creates an intimidating, hostile or offensive work environment.

Any employee or applicant for employment who feels that he or she has been harassed, sexually or otherwise, or knows of or suspects the occurrence of harassment is strongly urged and encouraged to inform the harasser that his or her conduct is unwelcome and must stop, and to

contact either his or her immediate supervisor or the human resources manager. If an employee feels uncomfortable about approaching his or her immediate supervisor or the human resources manager, the employee should contact any higher level manager, or any officer of Bois d'Arc, including the president. Any person making a harassment complaint may do so without fear of retaliation. The company will discipline, including discharge, any person who engages in retaliatory activity against a person making a harassment complaint.

Because of the sensitivity of harassment issues, each case will be promptly and thoroughly investigated to determine whether the complained-of harassment has occurred. The investigation will be conducted in a confidential manner, to the extent consistent with the need to conduct a thorough and complete investigation.

Any employee found to have violated Bois d'Arc's policy against harassment will be subject to immediate disciplinary action, including written disciplinary warnings, transfer, demotion, suspension and/or discharge. By enforcing this policy, we will preserve the right of every employee and applicant for employment to enjoy a workplace free of harassment of any type.

### **DRUG AND ALCOHOL POLICY**

In addition to Bois d'Arc's other policies, employees are expected to read, understand and sign Bois d'Arc's Drug and Alcohol Policy.

### **FAIR COMPETITION**

The purpose of fair competition standards is to ensure full, effective and fair competition and, in particular, to protect consumers from unfair or anti-competitive behavior. It is Bois d'Arc's policy not only to adhere strictly to the fair competition standards that are a matter of law in virtually every country in which we operate, but also to conduct company affairs with the highest moral, legal and ethical principles consistent with the spirit of these laws.