

REGISTRATION NO. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-3

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

ENRON OIL & GAS COMPANY

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction
of incorporation or organization
No.)

47-0684736
(I.R.S. Employer
Identification

1400 SMITH STREET, HOUSTON, TEXAS 77002

TELEPHONE NO. (713) 853-6161

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

BARRY HUNSAKER, JR., ESQ.
SENIOR VICE PRESIDENT AND GENERAL COUNSEL
ENRON OIL & GAS COMPANY

1400 SMITH STREET

HOUSTON, TEXAS 77002

(713) 853-6161

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

Copies to:

GARY W. ORLOFF, ESQ.
BRACEWELL & PATTERSON, L.L.P.
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711 LOUISIANA STREET
4842
HOUSTON, TEXAS 77002

REX R. ROGERS, ESQ.
ASSISTANT GENERAL COUNSEL
ENRON CORP.
1400 SMITH STREET, ROOM
HOUSTON, TEXAS 77002

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE OF THE SECURITIES TO THE PUBLIC: From time to time after
the effective date of this Registration Statement as determined in light of market conditions and other factors.

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

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the
Securities Act of 1933, check the following box. /X/

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following
box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. //

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

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. //

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER UNIT	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (1)	AMOUNT OF REGISTRATION FEE
Debt Securities				
Common Stock, \$.01 par value	(2)	(2)	\$150,000,000	\$51,725

(1) Estimated solely for the purposes of calculating the registration fee.

(2) Not applicable pursuant to Form S-3 General Instruction II. D under the Securities Act of 1933.

THE REGISTRANT HEREBY AMENDS THE REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT OF 1933 OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(a), MAY DETERMINE.

PURSUANT TO RULE 429 UNDER THE SECURITIES ACT OF 1933, THIS REGISTRATION STATEMENT CONTAINS A COMBINED PROSPECTUS THAT ALSO RELATES TO \$250,000,000 OF OTHER SECURITIES REGISTERED ON FORM S-3, REGISTRATION STATEMENT NO. 33-42620, WHICH WAS DECLARED EFFECTIVE ON SEPTEMBER 27, 1991 (THE "PREVIOUSLY REGISTERED SECURITIES"). THIS REGISTRATION STATEMENT CONSTITUTES POST-EFFECTIVE AMENDMENT NO. 1 TO REGISTRATION STATEMENT NO. 33-42620, PURSUANT TO WHICH THE TOTAL AMOUNT OF UNSOLD PREVIOUSLY REGISTERED SECURITIES REGISTERED ON REGISTRATION STATEMENT NO. 33-42620, WITHOUT LIMITATION AS TO CLASS OF SECURITIES, MAY BE OFFERED AND SOLD AS DEBT SECURITIES AND/OR COMMON STOCK TOGETHER WITH THE SECURITIES REGISTERED HEREUNDER THROUGH THE USE OF THE COMBINED PROSPECTUS INCLUDED HEREIN. IN THE EVENT SUCH PREVIOUSLY REGISTERED SECURITIES ARE OFFERED AND SOLD PRIOR TO THE EFFECTIVE DATE OF THIS REGISTRATION STATEMENT, THE AMOUNT OF SUCH PREVIOUSLY REGISTERED SECURITIES SO SOLD WILL NOT BE INCLUDED IN THE PROSPECTUS HEREUNDER. IN ACCORDANCE WITH RULE 429(b), THE AMOUNT OF THE PREVIOUSLY PAID FILING FEE ASSOCIATED WITH THE PREVIOUSLY REGISTERED SECURITIES WAS \$62,500.

*****INFORMATION CONTAINED HEREIN IS SUBJECT TO COMPLETION OR AMENDMENT. A ** REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS BEEN FILED ** WITH THE SECURITIES AND EXCHANGE COMMISSION. THESE SECURITIES MAY NOT ** BE SOLD NOR MAY OFFERS TO BUY BE ACCEPTED PRIOR TO THE TIME THE ** REGISTRATION STATEMENT BECOMES EFFECTIVE. THIS PROSPECTUS SHALL NOT ** CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY NOR ** SHALL THERE BE ANY SALE OF THESE SECURITIES IN ANY STATE IN WHICH SUCH ** OFFER, SOLICITATION OR SALE WOULD BE UNLAWFUL PRIOR TO REGISTRATION OR ** QUALIFICATION UNDER THE SECURITIES LAWS OF ANY SUCH STATE. * *****

SUBJECT TO COMPLETION, DATED AUGUST 9, 1996

PROSPECTUS

ENRON OIL & GAS COMPANY

\$400,000,000

**DEBT SECURITIES
COMMON STOCK**

Enron Oil & Gas Company (the "Company") may offer from time to time its unsecured debt securities consisting of notes, debentures or other evidences of indebtedness (the "Debt Securities"). The Company and/or Enron Corp. (the "Selling Stockholder") may also offer and sell from time to time shares of Common Stock, par value \$.01 per share, of the Company (the "Common Stock"). The aggregate initial offering price of the Debt Securities and the Common Stock to be offered by the Company and Common Stock to be offered by the Selling Stockholder hereby (the "Securities") will not exceed \$400,000,000. The Securities may be offered in amounts, at prices and on terms to be determined in light of market conditions at the time of sale and set forth in a Prospectus Supplement.

The Debt Securities may be offered as separate series. The terms of each series of Debt Securities, including, where applicable, the specific designation, aggregate principal amount, authorized denominations, maturity, rate or rates and time or times of payment of any interest, any terms for optional or mandatory redemption, which may include redemption at the option of holders upon the occurrence of certain events, or payment of additional amounts or any sinking fund provisions, and any other specific terms in connection with the offering and sale of such series (the "Offered Debt Securities") will be set forth in a Prospectus Supplement.

The Securities may be sold directly by the Company or the Selling Stockholder to investors, through agents designated from time to time or to or through underwriters or dealers. See "Plan of Distribution". If any underwriters are involved in the sale of any Securities in respect of which this Prospectus is being delivered, the names of such underwriters and any applicable commissions or discounts will be set forth in a Prospectus Supplement. The net proceeds to the Company from such sale also will be set forth in a Prospectus Supplement. The Company will not receive any of the proceeds from the sale of the Common Stock by the Selling Stockholder. Enron Corp. currently owns approximately 59% of the outstanding Common Stock.

The Common Stock is listed on the New York Stock Exchange under the symbol "EOG". On August 8, 1996, the last reported sale price of Common Stock on the New York Stock Exchange Composite Tape was \$27.38 per share.

Except for sales of Common Stock by the Selling Stockholder on the New York Stock Exchange at prevailing market prices, this Prospectus may not be used to consummate sales of Securities unless accompanied by a Prospectus Supplement.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THE DATE OF THIS PROSPECTUS IS , 1996

AVAILABLE INFORMATION

The Company is subject to the informational requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and in accordance therewith files reports, proxy statements and other information with the Securities and Exchange Commission (the "Commission"). Such reports, proxy statements and other information can be inspected and copied at the public reference facilities maintained by the Commission at Room 1024, 450 Fifth Street, N.W., Washington, D.C. 20549; and at the following Regional Offices of the Commission: Midwest Regional Office, 500 West Madison Street, Suite 1400, Chicago, Illinois 60661; and Northeast Regional Office, 7 World Trade Center, Suite 1300, New York, New York 10048. Copies of such material can also be obtained from the Public Reference Section of the Commission at 450 Fifth Street, N.W., Room 1024, Washington, D.C. 20549, at prescribed rates, or from the site maintained by the Commission on the Internet World Wide Web at <http://www.sec.gov>. The Company's Common Stock is listed on the New York Stock Exchange, Inc. ("NYSE"), and reports, proxy statements and other information concerning the Company can be inspected and copied at the offices of the NYSE at 20 Broad Street, New York, New York 10005.

This Prospectus constitutes a part of Registration Statements on Form S-3 (collectively, together with all amendments and exhibits thereto, the "Registration Statement") filed by the Company with the Commission under the Securities Act of 1933, as amended (the "Securities Act"), with respect to the Securities offered hereby. This Prospectus does not contain all of the information set forth in such Registration Statement, certain parts of which are omitted in accordance with the rules and regulations of the Commission. Reference is made to such Registration Statement and to the exhibits relating thereto for further information with respect to the Company and the Securities offered hereby. Any statements contained herein concerning the provisions of any document filed as an exhibit to the Registration Statement or otherwise filed with the Commission or incorporated by reference herein are not necessarily complete, and in each instance reference is made to the copy of such document so filed for a more complete description of the matter involved. Each such statement is qualified in its entirety by such reference.

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The Company's Annual Report on Form 10-K for the year ended December 31, 1995, Quarterly Reports on Form 10-Q for the quarters ended March 31, 1996 and June 30, 1996, and the description of the Common Stock contained in the Registration Statement on Form 8-A declared effective on October 3, 1989, are incorporated herein by reference.

Each document filed by the Company pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the date of this Prospectus and prior to the termination of the offering of the Securities pursuant hereto shall be deemed to be incorporated herein by reference and to be a part hereof from the date of filing of such document. Any statement contained herein or in a document all or a portion of which is incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Prospectus to the extent that a statement contained herein or in any subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Prospectus.

The Company will provide without charge to each person to whom a copy of this Prospectus is delivered, on the request of any such person, a copy of any or all of the foregoing documents incorporated herein by reference, other than exhibits to such documents (unless such exhibits are specifically incorporated by reference into the documents that this Prospectus incorporates). Requests should be directed to Secretary, Enron Oil & Gas Company, at its principal executive offices, 1400 Smith Street, Houston, Texas 77002 (telephone: 713-853-6161).

IN CONNECTION WITH THIS OFFERING, UNDERWRITERS MAY OVER-ALLOT OR EFFECT TRANSACTIONS WHICH STABILIZE OR MAINTAIN THE MARKET PRICES OF THE SECURITIES OFFERED HEREBY AT LEVELS ABOVE THOSE WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH TRANSACTIONS MAY BE EFFECTED ON THE NEW YORK STOCK EXCHANGE, IN THE OVER-THE-COUNTER MARKET OR OTHERWISE. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

BUSINESS OF THE COMPANY

GENERAL

The Company, a Delaware corporation organized in 1985, is engaged in the exploration for, and the development, production and marketing of, natural gas and crude oil primarily in major producing basins in the United States, as well as in Canada, Trinidad and India and, to a lesser extent, selected other international areas. At December 31, 1995, the Company's estimated net proved natural gas reserves were 3,343 billion cubic feet ("Bcf"), including 1,180 Bcf of proved undeveloped methane reserves in the Big Piney deep Paleozoic formations and amounts related to a volumetric production payment, and the Company's estimated net proved crude oil, condensate and natural gas liquids reserves were 50 million barrels. At such date, approximately 78% of the Company's reserves (on a natural gas equivalent basis) was located in the United States, 10% in Canada, 8% in Trinidad and 4% in India.

The Company's business strategy is to maximize the rate of return on investment of capital by controlling both operating and capital costs. The Company has in the past and may in the future enter into various commodity market related mechanisms designed to enhance the certainty of future revenues as related to certain portions of its anticipated commodity sales volumes. This strategy enhances the generation of both income and cash flow from each unit of production and allows for the growth of production on a cost-effective basis by optimizing the reinvestment of cash flow. The Company implements its strategy by emphasizing the drilling of internally generated prospects in order to find and develop low cost reserves. Achieving and maintaining the lowest possible cost structure are also important goals in the implementation of the Company's strategy. Consistent with the Company's desire to optimize the use of its assets, it also maintains a strategy of selling selected oil and gas properties that for various reasons may no longer fit into future operating plans, or which are not assessed to have sufficient future growth potential and when the economic value to be obtained by selling the properties and reserves in the ground is evaluated to be greater than what would be obtained by holding the properties and producing the reserves over time. As a result, the Company typically receives each year a varying but substantial level of proceeds related to such sales which proceeds are available for general corporate use.

Unless the context requires otherwise, as used in this Prospectus the "Company" shall mean Enron Oil & Gas Company and its subsidiaries.

EXPLORATION AND PRODUCTION

NORTH AMERICAN OPERATIONS

The Company's seven principal United States producing areas are the Big Piney area in northwest Wyoming, South Texas area, East Texas area, Offshore Gulf of Mexico area, Canyon Trend area in West Texas, Pitchfork Ranch area in southeast New Mexico and Vernal area in northeast Utah. Properties in these areas are substantially all operated by the Company, and comprised approximately 67% of the Company's United States reserves (on a natural gas equivalent basis) and 90% of the Company's maximum United States net natural gas deliverability as of December 31, 1995.

The Company's other United States natural gas and crude oil producing properties are located primarily in other areas of Texas, Utah, New Mexico, Oklahoma, California and Kansas.

At December 31, 1995, 95% of the Company's proved United States reserves (on a natural gas equivalent basis) was natural gas and 5% was crude oil, condensate and natural gas liquids. A substantial portion of the Company's United States natural gas reserves is in long-lived fields with well-established production histories. The Company believes that opportunities exist to increase production in many of these fields through continued infill and other development drilling.

The Company also has natural gas and crude oil producing properties located in Western Canada, primarily in the provinces of Alberta, Saskatchewan and Manitoba.

OUTSIDE NORTH AMERICA OPERATIONS

The Company has operations offshore Trinidad and India, was recently awarded by Venezuela the rights to pursue development of reserves on the Gulf of Paria East Block offshore the eastern state of Sucre, and is conducting exploration in selected other international areas. Properties offshore Trinidad and India comprised 100% of the Company's proved reserves and production outside of North America at year end 1995.

MARKETING

Wellhead Marketing. The Company's North America wellhead natural gas production is currently being sold on the spot market and under long-term natural gas contracts at market responsive prices. In many instances, the long-term contract prices closely approximate the prices received for natural gas being sold on the spot market. Wellhead natural gas volumes from Trinidad are sold at prices that are based on a fixed price schedule with annual escalations. Natural gas volumes in India will be sold to the Gas Authority of India, Ltd. under a take-or-pay contract at a price linked to a basket of world market fuel oil quotations with floor and ceiling limits. Approximately 30% of the Company's wellhead natural gas production is currently being sold to pipeline and marketing subsidiaries of Enron Corp. The Company believes that the terms of its transactions and agreements with Enron Corp. and/or its affiliates are and intends that future such transactions and agreements will be at least as favorable to the Company as could be obtained from third parties.

Substantially all of the Company's wellhead crude oil and condensate is sold under various terms and arrangements at market responsive prices.

Other Marketing. Enron Oil & Gas Marketing, Inc. ("EOGM"), a wholly-owned subsidiary of the Company, is a marketing company engaging in various marketing activities. Both the Company and EOGM contract to provide, under short-term and long-term agreements, natural gas to various purchasers and then aggregate the necessary supplies for the sales with purchases from various sources including third-party producers, marketing companies, pipelines or from the Company's own production. In addition, EOGM has purchased and constructed several small gathering systems in order to facilitate its entry into the gathering business on a limited basis. Both the Company and EOGM utilize other short and long-term hedging and trading mechanisms including sales and purchases utilizing NYMEX-related commodity market transactions. These marketing activities have provided an effective balance in managing a portion of the Company's exposure to commodity price risks for both natural gas and crude oil and condensate wellhead prices.

USE OF PROCEEDS

The Company intends to apply any net proceeds it receives from the sale of the Securities to its general funds to be used for general corporate purposes, including in certain circumstances to retire outstanding indebtedness. Any specific allocations of the proceeds to a particular purpose that has been made at the date of any Prospectus Supplement will be described therein. The Company will not receive any of the proceeds of the sale of Common Stock by the Selling Stockholder.

RATIO OF EARNINGS TO FIXED CHARGES

	SIX MONTHS ENDED JUNE 30, 1996	YEAR ENDED DECEMBER 31,				
		1995	1994	1993	1992	1991
Ratio of Earnings to Fixed Charges.....	10.31	10.64	11.12	7.95	3.95	2.21

For purposes of computing the ratio of earnings to fixed charges, earnings consist of income before income taxes plus interest, net of amounts capitalized. Fixed charges consist of interest on debt including amounts capitalized, amortization of debt discount and issuance expense and that portion of rental expense determined to be representative of interest.

DESCRIPTION OF DEBT SECURITIES

The following description of the terms of the Debt Securities sets forth certain general terms and provisions of the Debt Securities to which any Prospectus Supplement may relate (the "Offered Debt Securities"). The particular terms of the Offered Debt Securities and the extent, if any, to which such general provisions may apply to the Offered Debt Securities are described in the Prospectus Supplement relating to such Offered Securities.

The Debt Securities will be unsecured obligations of the Company issued under an Indenture (the "Indenture") between the Company and Texas Commerce Bank National Association, as Trustee (the "Trustee"), dated as of September 1, 1991. The following statements are summaries of certain provisions contained in the Indenture, the form of which is filed as an exhibit to the Registration Statement of which this Prospectus is a part. They do not purport to be complete statements of all the terms and provisions of the Indenture, and reference is hereby made to the Indenture for full and complete statements of such terms and provisions, including the definitions of certain terms used herein. Wherever reference is made in the following statements to a particular section of the Indenture, such section shall be deemed to be incorporated in such statements as a part thereof, and such statements are qualified in their entirety by such reference. The italicized references below are to the section numbers in the Indenture.

GENERAL

The Indenture does not limit the aggregate principal amount of unsecured debentures, notes or other evidences of indebtedness of the Company which may be issued thereunder from time to time in one or more series by the Company, and the Company may in the future issue additional securities (in addition to the Debt Securities) under the Indenture. Reference is made to the Prospectus Supplement for the following terms of the Offered Debt Securities: (i) the title of the Offered Debt Securities; (ii) any limit upon the aggregate principal amount of the Offered Debt Securities; (iii) the date or dates on which the principal of the Offered Debt Securities is payable; (iv) the rate or rates (which may be fixed or variable), or the method by which such rate or rates shall be determined, at which the Offered Debt Securities shall bear interest, if any, the date or dates from which such interest shall accrue, or the method by which such date or dates shall be determined, the interest payment dates on which such interest shall be payable and the regular record date for the interest payable on any interest payment date; (v) the place or places where the principal of (and premium, if any) and interest on Offered Debt Securities shall be payable; (vi) the period or periods within which, the price or prices at which and the terms and conditions upon which Offered Debt Securities may be redeemed, in whole or in part, at the option of the Company, if the Company is to have that option; (vii) the obligation, if any, and the option, if any, of the Company to redeem, purchase or repay Offered Debt Securities pursuant to any sinking fund or analogous provisions or at the option of a holder thereof and the period or periods within which, the price or prices at which and the terms and conditions upon which Offered Debt Securities shall be redeemed, purchased or repaid in whole or in part, pursuant to such obligation or option; (viii) whether the Offered Debt Securities are to be issued in whole or in part in the form of one or more permanent global securities and, if so, the identity of the depository for such permanent global securities; (ix) any trustees, paying agents, transfer agents or registrars with respect to Offered Debt Securities; and (x) any other term of the Offered Debt Securities (which term shall not be inconsistent with the provisions of the Indenture. (Section 301.)

The Company will maintain in each place specified by the Company for payment of any series of Offered Debt Securities an office or agency where Offered Debt Securities of that series may be presented or surrendered for payment, where Offered Debt Securities of that series may be surrendered for registration of transfer or exchange and where notices and demands to or upon the Company in respect of the Offered Debt Securities of that series and the Indenture may be served.

Unless otherwise indicated in the Prospectus Supplement relating thereto, the Offered Debt Securities will be issued only in fully registered form, without coupons, in denominations of \$1,000 or integral multiples thereof. (Section 302.) No service charge will be made for any transfer or exchange of such Offered Debt

Securities, but the Company may require payment of a sum sufficient to cover any tax or other governmental charge payable in relation thereto. (Section 305.)

Debt Securities may be issued under the Indenture as Original Issue Discount Securities to be offered and sold at a substantial discount below their principal amount. Special federal income tax, accounting and other considerations applicable to any such Original Issue Discount Securities will be described in any Prospectus Supplement relating thereto. "Original Issue Discount Securities" means any security which provides for an amount less than the principal amount thereof to be due and payable upon a Event of Default and the continuation thereof. (Section 101.)

Unless otherwise indicated in a Prospectus Supplement, the covenants contained in the Indenture and the Debt Securities would not necessarily afford holders of the Debt Securities protection in the event of a highly leveraged or other transaction involving the Company that may adversely affect holders.

PERMANENT GLOBAL DEBT SECURITIES

If any Offered Debt Securities are issuable in permanent global form, the applicable Prospectus Supplement will describe the circumstances, if any, under which beneficial owners of interests in any such permanent global Debt Security may exchange such interests for Debt Securities of such series and of like tenor and principal amount in any authorized form and denomination. (Section 305.) Principal of and any premium and interest on a permanent global Debt Security will be payable in the manner described in the applicable Prospectus Supplement.

LIMITATIONS ON LIENS

The Indenture provides that so long as any of the securities issued under the Indenture (including the Debt Securities) are outstanding, the Company will not, and will not permit any Subsidiary to, create or suffer to exist, except in favor of the Company or any Subsidiary, any Lien upon any Principal Property at any time owned by it, to secure any Funded Debt of the Company or any Subsidiary, unless effective provision is made whereby outstanding securities issued under the Indenture (including the Debt Securities) will be equally and ratably secured with any and all such Funded Debt and with any other indebtedness similarly entitled to be equally and ratably secured. This restriction does not apply to prevent the creation or existence of any: (a) Acquisition Lien or Permitted Encumbrance; or (b) Lien created or assumed by the Company or a Subsidiary in connection with the issuance of debt securities the interest on which is excludable from gross income of the holder of such security pursuant to the Internal Revenue Code of 1986, as amended, for the purpose of financing, in whole or in part, the acquisition or construction of property or assets to be used by the Company or a Subsidiary. In case the Company or any Subsidiary shall propose to create or permit to exist a Lien on any Principal Property at any time owned by it to secure any Funded Debt of the Company or any Subsidiary, other than Funded Debt permitted to be secured under clauses (a) or (b) above, the Company will prior thereto give written notice thereof to the Trustee, and the Company will, or will cause such Subsidiary to, prior to or simultaneously with such creation or permission to exist, by supplemental indenture executed to the Trustee (or to the extent legally necessary to another trustee or additional or separate trustee), in form satisfactory to the Trustee, effectively secure all the securities issued under the Indenture equally and ratably with such Funded Debt and any other indebtedness entitled to be equally and ratably secured.

Notwithstanding the foregoing, the Company or a Subsidiary may issue, assume or guarantee Funded Debt secured by a Lien which would otherwise be subject to the foregoing restrictions in an aggregate amount which, together with all other Funded Debt of the Company or a Subsidiary secured by a Lien which (if originally issued, assumed or guaranteed at such time) would otherwise be subject to the foregoing restrictions (not including Funded Debt permitted to be secured under the foregoing exception), does not at the time exceed 10% of the Consolidated Net Tangible Assets of the Company, as shown on the audited consolidated financial statements of the Company as of the end of the fiscal year preceding the date of determination. (Section 1007.)

The holder of more than 50% in principal amount of the outstanding securities issued under the Indenture (including the Debt Securities) may waive compliance by the Company with the covenant contained in Section 1007 of the Indenture (and certain other covenants of the Company). (Section 1009.)

The Indenture defines the term "Subsidiary" to mean a corporation more than 50% of the outstanding voting stock of which is owned, directly or indirectly, by the Company or by one or more other Subsidiaries, or by the Company and one or more other Subsidiaries. The term "Principal Property" is defined to mean any property interest in oil and gas reserves located in the United States or offshore the United States and owned by the Company or any Subsidiary and which is capable of producing crude oil, condensate, natural gas, natural gas liquids or other similar hydrocarbon substances in paying quantities, the net book value of which property interest exceeds two (2) percent of Consolidated Net Tangible Assets, except any such property interest or interests that in the opinion of the Board of Directors is not of material importance to the total business conducted by the Company and its Subsidiaries as a whole. Without limitation, the term "Principal Property" shall not include (i) accounts receivable and other obligations of any obligor under a contract for the sale, exploration, production, drilling, development, processing or transportation of crude oil, condensate, natural gas, natural gas liquids or other similar hydrocarbon substances by the Company or any of its Subsidiaries, and all related rights of the Company or any of its Subsidiaries, and all guarantees, insurance, letters of credit and other agreements or arrangements of whatever character supporting or securing payment of such receivables or obligations, or (ii) the production or any proceeds from production of crude oil, condensate, natural gas, natural gas liquids or other similar hydrocarbon substances. (Section 101.)

The term "indebtedness," as applied to the Company or any Subsidiaries, is defined to mean bonds, debentures, notes and other instruments representing obligations created or assumed by any such corporation for the repayment of money borrowed (other than unamortized debt discount or premium). All indebtedness secured by a Lien upon property owned by the Company or any Subsidiary and upon which indebtedness any such corporation customarily pays interest, although any such corporation has not assumed or become liable for the payment of such indebtedness, is also deemed to be indebtedness of any such corporation. All indebtedness for money borrowed incurred by other persons which is directly guaranteed as to payment of principal by the Company or any Subsidiary is for all purposes of the Indenture deemed to be indebtedness of any such corporation, but no other contingent obligation of any such corporation in respect of indebtedness incurred by other persons is for any purpose deemed indebtedness of such corporation. Indebtedness of the Company or any Subsidiary does not include (i) any amount representing capitalized lease obligations; (ii) indirect guarantees or other contingent obligations in connection with the indebtedness of others, including agreements, contingent or otherwise, with such persons or with third persons, with respect to, or to permit or ensure the payment of, obligations of such other persons, including, without limitation, agreements to purchase or repurchase obligations of such other persons, to advance or supply funds to or to invest in such other persons, or agreements to pay for property, products or services of such other persons (whether or not conferred, delivered or rendered), and any demand charge, throughput, take-or-pay, keep-well, make-whole, cash deficiency, maintenance of working capital or earnings or similar agreements; and (iii) any guarantees with respect to lease or other similar periodic payments to be made by other persons. (Section 101.)

The term "Funded Debt" as applied to the Company or any Subsidiary is defined to mean all indebtedness incurred, created, assumed or guaranteed by the Company or any Subsidiary, or upon which such corporation customarily pays interest charges, which matures, or is renewable by such corporation to a date, more than one year after the date as of which Funded Debt is being determined. (Section 101.)

"Lien" is defined to mean any mortgage, pledge, lien, security interest or similar charge or encumbrance. (Section 101.) "Acquisition Lien" is defined to mean any (i) Lien upon any property acquired before or after the date of the Indenture, created at the time of acquisition or within one year thereafter to secure all or a portion of the purchase price thereof, or existing thereon at the date of acquisition, whether or not assumed by the Company or any Subsidiary, provided that any such Lien applies only to the property so acquired and fixed improvements thereon, (ii) Lien upon any property acquired before or after the date of the Indenture by any corporation that is or becomes a Subsidiary after the date of the Indenture ("Acquired Entity"), provided that any such Lien (1) shall either (A) exist prior to the time the Acquired Entity becomes a Subsidiary or (B) be created at the time the Acquired Entity becomes a Subsidiary or within one year thereafter to secure all or a

portion of the acquisition price thereof and (2) shall only apply to those properties owned by the Acquired Entity at the time it becomes a subsidiary or thereafter acquired by it from sources other than the Company or any other Subsidiary, and (iii) any extension, renewal or refunding, in whole or in part, of any Lien permitted by clause (i) or (ii) above, if limited to the same property or any portion thereof subject to, and securing not more than the amount secured by, the Lien extended, renewed or refunded. (Section 101.)

"Permitted Encumbrance" is defined to mean any (a) Lien reserved in any oil, gas or other mineral lease for rent, royalty or delay rental under such lease and for compliance with the terms of such lease; (b) Lien for any judgments or attachments in an aggregate amount not in excess of \$10,000,000, or Lien for any judgment or attachment the execution or enforcement of which has been stayed or which has been appealed and secured, if necessary, by the filing of an appeal bond; (c) sale or other transfer of crude oil, condensate, natural gas, natural gas liquids or other similar hydrocarbon substances in place, or the future production thereof, for a period of time until, or in an amount such that, the transferee will realize therefrom a specified amount (however determined) of money or a specified amount of such crude oil, condensate, natural gas, natural gas liquids or other similar hydrocarbon substances or the sale or other transfer of any other interest in property of the character commonly referred to as a "production payment," "overriding royalty," "net profits interest," "royalty" or similar burden on any oil and gas property or mineral interest owned by the Company or any Subsidiary; (d) Lien consisting of or reserved in any (i) grant or conveyance in the nature of a farm-out or conditional assignment to the Company or any Subsidiary entered into in the ordinary course of business to secure any undertaking of the Company or any Subsidiary in such grant or conveyance, (ii) interest of an assignee in any proved undeveloped lease or proved undeveloped portion of any producing property transferred to such assignee for the purpose of the development of such lease or property, (iii) unitization or pooling agreement or declaration, (iv) contract for the sale, purchase, exchange or processing of production, or (v) operating agreement, area of mutual interest agreement and other agreement which is customary in the oil and gas business and which agreement does not materially detract from the value, or materially impair the use of, the properties affected thereby; (e) Lien arising out of any forward contract, futures contract, swap agreement or other commodities contract entered into by the Company or any Subsidiary; (f) Lien on any oil and gas property of the Company or any Subsidiary thereof, or on production therefrom, to secure any liability of the Company or such Subsidiary for all or part of the Development Cost for such property under any joint operating, drilling or similar agreement for exploration, drilling or development of such property, or any renewal or extension of such Lien; or (g) certain other Liens as described in the Indenture. (Section 101.)

MODIFICATION OF THE INDENTURE

With certain exceptions, the Indenture provides that, with the consent of the holders of more than 50% in principal amount of all outstanding securities issued under the Indenture (the "Indenture Securities") (including, where applicable, the Debt Securities) affected thereby, the Company and the Trustee may enter into a supplemental indenture for the purpose of adding to, changing or eliminating any of the provisions of the Indenture or modifying in any manner the rights of the holders of Indenture Securities. Notwithstanding the foregoing, the consent of the holder of each outstanding Indenture Security affected thereby will be required to: (a) change the Stated Maturity of the principal of, or any installment of principal of or interest on, any Indenture Security, or reduce the principal amount thereof or the rate of interest thereon or any premium payable upon the redemption thereof, or change any Place of Payment where, or change the coin or currency in which, any Indenture Security or any premium or the interest thereon is payable, or impair the right to institute suit for the enforcement of any such payment on or after the Stated Maturity thereof (or, in the case of redemption, on or after the Redemption Date); (b) reduce the percentage in principal amount of the outstanding Indenture Securities of any series, the consent of whose holders is required for any supplemental indenture or for any waiver provided for in the Indenture; or (c) with certain exceptions, modify any of the provisions of the section of the Indenture which concern waiver of past defaults, waiver of certain covenants or consent to supplemental indentures, except to increase the percentage of principal amount of Indenture Securities of any series, the holders of which are required to effect such waiver or consent or to provide that certain other provisions of the Indenture cannot be modified or waived without the consent of the holder of each outstanding Indenture Security affected thereby. The Indenture provides that a supplemental indenture which changes or eliminates any covenant or other provision of the Indenture which has expressly been

included solely for the benefit of one or more particular series of Indenture Securities, or which modifies the rights of the holders of Indenture Securities of such series with respect to such covenant or other provision shall be deemed not to affect the rights under the Indenture of the holder of Indenture Securities of any other series. (Section 902.)

EVENTS OF DEFAULT AND RIGHTS UPON DEFAULT

Under the Indenture, the term "Event of Default" with respect to any series of Indenture Securities, means any one of the following events which shall have occurred and is continuing: (a) default in the payment of any interest upon any Indenture Security of that series when it becomes due and payable or default in the payment of any mandatory sinking fund payment provided for by the terms of any series of Indenture Securities, and continuance of such default for a period of 30 days; (b) default in the payment of the principal of (or premium, if any, on) any Indenture Security of that series at its Maturity; (c) default in the performance, or breach, of any covenant or warranty of the Company in the Indenture (other than a covenant or warranty a default in whose performance or whose breach is otherwise specifically dealt with in the Indenture or which has been expressly included in the Indenture solely for the benefit of one or more series of Indenture Securities other than that series), and continuance of such default or breach for 60 days after there has been given to the Company by the Trustee, or to the Company and the Trustee by the holders of at least 25% in principal amount of all outstanding Indenture Securities, a written notice specifying such default or breach and requiring it to be remedied and stating that such notice is a "Notice of Default" under the Indenture; or (d) certain events involving the Company in bankruptcy, receivership or other insolvency proceedings or an assignment for the benefit of creditors (Section 501.)

If an Event of Default described in clause (a) or (b) in the foregoing paragraph has occurred and is continuing with respect to Indenture Securities of any series, the Indenture provides that the Trustee or the holders of not less than 25% in principal amount of the outstanding Indenture Securities of that series may declare the principal amount of all of the Indenture Securities of that series to be due and payable immediately, and upon any such declaration such principal amount shall become immediately due and payable. If an Event of Default described in clause (c) or (d) of the foregoing paragraph occurs and is continuing, the Trustee or the holders of not less than 25% in principal amount of all of the Indenture Securities then outstanding may declare the principal amount of all of the Indenture Securities to be due and payable immediately, and upon any such declaration such principal amount shall become immediately due and payable. (Section 502.)

A default under other indebtedness of the Company is not an Event of Default under the Indenture, and an Event of Default under one series of Indenture Securities will not necessarily be an Event of Default under another series.

At any time after such a declaration of acceleration with respect to Indenture Securities of any series (or of all series, as the case may be) has been made and before judgment or decree for payment of the money due has been obtained by the Trustee, the holders of a majority in principal amount of the outstanding Indenture Securities of that series (or of all series, as the case may be) may rescind and annul such declaration and its consequences, if subject to certain conditions, all Events of Default with respect to Indenture Securities of that series (or of all series, as the case may be), other than the non-payment of the principal of the Indenture Securities due solely by such declaration of acceleration, have been cured or waived and all payments due (other than by acceleration) have been paid or deposited with the Trustee. (Section 502.) With certain exceptions, the holders of not less than a majority in principal amount of the outstanding Indenture Securities of any series, on behalf of the holders of all the Indenture Securities of such series, may waive any past default described in clause (a) or (b) of the first paragraph of this heading "Events of Default and Rights Upon Default" (or, in the case of a default described in clause (c) or (d) of such paragraph, the holders of a majority in principal amount of all outstanding Indenture Securities may waive any such past default), and its consequences, except a default (a) in the payment of the principal of (or premium, if any) or interest on any Indenture Security, or (b) in respect to a covenant or provision of the Indenture which under the Indenture cannot be modified or amended without the consent of the holder of each outstanding Indenture Security of such series affected. (Section 513.)

The holders of not less than a majority in principal amount of the Indenture Securities of any series at the time outstanding are empowered under the terms of the Indenture, subject to certain limitations, to direct the time, method and place of conducting any proceeding for any remedy available to the Trustee or exercising any trust or power conferred on the Trustee. (Section 512.)

The Indenture further provides that no holder of an Indenture Security of any series may enforce the Indenture except in the case of failure by the Trustee to act for 60 days after notice of a continuing Event of Default with respect to the Indenture Securities of that series and after request by the holders of not less than 25% in principal amount of the outstanding Indenture Securities of such series and the offer to the Trustee of reasonable indemnity, but this provision will not prevent a holder of any Indenture Security from enforcing the payment of the principal of, and interest on, such holder's Indenture Security. (Section 507 and 508.)

The Indenture requires that the Company deliver to the Trustee, within 120 days after the end of each fiscal year, an Officers' Certificate, stating whether to the best knowledge of the signers thereof the Company is in default in the performance and observance of certain of the terms of the Indenture, and if so, specifying each such default and the nature and status thereof of which the signers may have knowledge. (Section 1008.)

DISCHARGE OF INDENTURE

With certain exceptions, the Company may discharge its obligations under the Indenture with respect to any series of Indenture Securities by (i) paying or causing to be paid the principal of (and premium, if any) and interest on all the Indenture Securities of such series outstanding, as and when the same shall become due and payable; (ii) delivering to the Trustee all outstanding Indenture Securities of such series for cancellation; or (iii) entering into an agreement in form and substance satisfactory to the Company and the Trustee providing for the creation of an escrow fund and depositing in trust with the Trustee, as escrow agent of such fund, sufficient funds in cash and/or Eligible Obligations and/or U.S. Government Obligations, maturing as to principal and interest in such amounts and at such times, as will be sufficient to pay at the Stated Maturity or Redemption Date all such Indenture Securities of such series not previously delivered to the Trustee for cancellation, including principal (and premium, if any) and interest to the Stated Maturity or Redemption Date. (Section 401.)

The Indenture defines "Eligible Obligations" to mean interest bearing obligations as a result of the deposit of which the Indenture Securities are rated in the highest generic long-term debt rating category assigned to legally defeased debt by one or more nationally recognized rating agencies. (Section 101).

For federal income tax purposes, there is a substantial risk that a legal defeasance of a series of Indenture Securities by the deposit of cash, Eligible Obligations, or U.S. Government Obligations in a trust would be characterized by the Internal Revenue Service or a court as a taxable exchange by the holders of the Indenture Securities of that series for either (i) an issue of obligations of the defeasance trust or (ii) a direct interest in the cash and/or Eligible Obligations and/or U.S. Government Obligations held in the defeasance trust. If the defeasance were so characterized, then a holder of an Indenture Security of the series defeased would be: (i) required to recognize gain or loss (which would be capital gain or loss if the Indenture Securities were held as a capital asset) at the time of the defeasance as if the Indenture Security had been sold at such time for an amount equal to the amount of cash and the fair market value of the Eligible Obligations and/or U.S. Government Obligations held in the defeasance trust; (ii) required to include in income in each taxable year the interest and any original issue discount or gain or loss attributable to either such defeasance trust obligations or such securities, as the case may be; and (iii) subject to the market discount provisions of the Internal Revenue Code as they may pertain to such defeasance trust obligations or such securities. As a result, a holder of an Indenture Security may be required to pay taxes on any such gain or income even though such holder may not have received any cash therefrom. Prospective investors are urged to consult their own advisors as to the tax consequences of an actual or legal defeasance, including the applicability and effect of tax laws other than Federal income tax law.

CONCERNING THE TRUSTEE

Texas Commerce Bank National Association, 712 Main Street, Houston, Texas 77002, is the Trustee under the Indenture. Such bank may from time to time also act as a depository of funds for, make loans to, and perform other services for, the Company, or its affiliates in the normal course of business. Forrest E. Hoglund, Chairman of the Board, President and Chief Executive Officer, and a Director of the Company, is also an advisory director of Texas Commerce Bank National Association.

The holders of a majority in principal amount of the outstanding securities issued under the Indenture will have the right to direct the time, method and place of conducting any proceeding for exercising any remedy available to the Trustee, subject to certain exceptions. The Indenture provides that if an Event of Default occurs (and is not cured), the Trustee will be required, in the exercise of its power, to use the degree of care of a prudent person in the conduct of such person's own affairs. Subject to such provisions, the Trustee will be under no obligation to exercise any of its rights or powers under the Indenture at the request of any holder of securities issued under the Indenture, unless such holder shall have offered to the Trustee security and indemnity satisfactory to it against any loss, liability or expense and then only to the extent required by the terms of the Indenture. The Trustee may resign at any time or may be removed by the Company. If the Trustee resigns, is removed or becomes incapable of acting as Trustee or if a vacancy occurs in the office of the Trustee for any cause, a successor Trustee shall be appointed in accordance with the provisions of the Indenture.

If the Trustee shall have or acquire any "conflicting interest" within the meaning of the Trust Indenture Act, the Trustee shall either eliminate such interest or resign, to the extent and in the manner provided by, and subject to the provisions of, the Trust Indenture Act and the Indenture. (Section 608.) The Trust Indenture Act also contains certain limitations on the right of the Trustee, as a creditor of the Company, to obtain payment of claims in certain cases, or to realize on certain property received by it in respect of such claims, as security or otherwise. (Section 613.)

THE SELLING STOCKHOLDER

SELLING STOCKHOLDER	BENEFICIAL OWNERSHIP (1)		SHARES TO BE SOLD
	SHARES	PERCENTAGE	
Enron Corp.....	94,360,000	59%	(2)

(1) Enron Corp. has previously issued certain Exchangeable Notes, which at maturity may be exchanged for no more than 10,500,000 shares of Common Stock owned by Enron Corp., subject to adjustment under certain circumstances and to Enron Corp.'s option to pay an amount in cash in lieu of such mandatory exchange. The shares that may be delivered upon exchange therefor are beneficially owned by Enron Corp. until such time, if any, as they are delivered at maturity of the Exchangeable Notes. If the maximum number of shares of Common Stock are delivered at maturity of the Exchangeable Notes, Enron Corp. will beneficially own 83,860,000 shares of Common Stock or approximately 52.5% of the outstanding shares.

(2) The Selling Stockholder may sell from time to time a number of shares of Common Stock totaling up to an aggregate initial offering price of no greater than \$400 million.

RELATIONSHIP BETWEEN THE COMPANY AND ENRON CORP.

Ownership of Common Stock. Through its ability to elect all of the directors of the Company, Enron Corp. has the ability to control all matters relating to the management of the Company, including any determination with respect to acquisitions or dispositions of Company assets, future issuance of common stock or other securities of the Company and any dividends payable on the Common Stock. Enron Corp. also has the ability to control the Company's exploration, development, acquisition and operating expenditure plans. There is no agreement between Enron Corp. and the Company that would prevent Enron Corp. from acquiring additional shares of Common Stock of the Company.

Contractual Arrangements. The Company entered into a Services Agreement (the "Services Agreement") with Enron Corp. effective January 1, 1994, pursuant to which Enron Corp. provides various services, such as maintenance of certain employee benefit plans, provision of telecommunications and computer services, lease of office space and the provision of purchasing and operating services and certain other corporate staff and support services. Such services historically have been supplied to the Company by Enron Corp., and the Services Agreement provides for the further delivery of such services substantially identical in nature and quality to those services previously provided. The Company has agreed to a fixed rate for the rental of office space and to reimburse Enron Corp. for all other direct costs incurred in rendering services to the Company under the contract and to pay Enron Corp. for allocated indirect costs incurred in rendering such services up to a maximum of approximately \$7.5 million in 1996. The limit on cost for the allocated indirect services provided by Enron Corp. to the Company will increase in subsequent years for inflation and certain changes in the Company's allocation bases, but such increase will not exceed 7.5% per year. The Services Agreement is for an initial term through December 1998 and will continue thereafter until terminated by either party.

In March 1995, in a series of transactions with Enron Corp. and an affiliate of Enron Corp., the Company exchanged all of its fuel supply and purchase contracts and related price swap agreements associated with a Texas City cogeneration plant (the "Cogen Contracts") for certain natural gas price swap agreements (the "Swap Agreements") of equivalent value. As a result of the transactions, the Company has been relieved of all performance obligations associated with the Cogen Contracts. Under the terms of the Swap Agreements, the Company will realize net operating revenues and receive corresponding cash payments of approximately \$91 million during the period extending through December 31, 1999. The estimated fair value of the Swap Agreements was approximately \$81 million at the effective date the Swap Agreements. The net of this series of transactions has resulted/will result in increases in net operating revenues and cash receipts for the Company during 1995 and 1996 of approximately \$13 million and \$7 million, respectively, with offsetting decreases in 1998 and 1999 versus that anticipated under the Cogen Contracts.

Prior to December 14, 1995, the Company was included in the consolidated federal income tax return filed by Enron Corp. as the common parent for itself and its subsidiaries and affiliated companies, excluding any foreign subsidiaries. Effective December 14, 1995 the Company and Enron Corp. entered into a new tax allocation agreement pursuant to which, among other things, Enron Corp. has agreed (in exchange for the payment of \$13.0 million by the Company) to be liable for, and indemnify the Company against, all United States federal and state income taxes and certain foreign taxes imposed on the Company for periods prior to December 14, 1995, the date Enron Corp. reduced its ownership in the Company to less than 80%. The Company does not believe that the cessation of consolidated tax reporting with Enron Corp. and effectiveness of the former tax allocation agreement concurrently with deconsolidation or the terms of the new tax allocation agreement will have a material adverse effect on its financial condition or results of operations.

Conflicts of Interest. The nature of the respective businesses of the Company and Enron Corp. and its affiliates is such as to potentially give rise to conflicts of interest between the two companies. Conflicts could arise, for example, with respect to transactions involving purchases, sales and transportation of natural gas and other business dealings between the Company and Enron Corp. and its affiliates, potential acquisitions of businesses or oil and gas properties, the issuance of additional shares of voting securities, the election of directors or the payment of dividends by the Company.

Circumstances may also arise that would cause Enron Corp. to engage in the exploration for and/or development and production of natural gas and crude oil in competition with the Company. For example, opportunities might arise which would require financial resources greater than those available to the Company, which are located in areas or countries in which the Company does not intend to operate or which involve properties that the Company would be unwilling to acquire. Also, Enron Corp. might acquire a competing oil and gas business as part of a larger acquisition. In addition, as part of Enron Corp.'s strategy of securing supplies of natural gas or capital, Enron Corp. may from time to time acquire producing properties or interests in entities owning producing properties, and thereafter engage in exploration, development and production activities with respect to such properties or indirectly engage in such activities through such companies. Enron Corp. subsidiaries provide or arrange financing, including debt or equity financing, for exploration and production companies that compete with the Company. In connection with such activities, Enron Corp. affiliates may make investments in the debt or equity of such companies. In its financing activities, Enron Corp. or an entity in which it has an interest may make loans secured by oil and gas properties or securities of oil and gas companies, may acquire production payments or may receive interests in oil and gas properties as equity components of lending transactions. As a result of its lending activities, Enron Corp. may also acquire oil and gas properties or companies upon foreclosure of secured loans or as part of a borrower's rearrangement of its obligations. Such acquisition, exploration, development and production activities may directly or indirectly compete with the Company's business. There can be no assurances that Enron Corp. will not engage directly or indirectly through entities other than the Company, in the natural gas and crude oil exploration, development and production business in competition with the Company.

Joint Energy Development Investments Limited Partnership ("JEDI"), a limited partnership in which a subsidiary of Enron Corp. owns a 50% general partner interest, owns controlling interests in Coda Energy, Inc., and Mariner Holdings, Inc. Such companies are engaged in the exploration for, and the development, production and marketing of, natural gas and crude oil. Conflicts may arise between these companies and the Company, and Enron Corp. will be required to resolve such conflicts in a manner that is consistent with its fiduciary and contractual duties to other investors in these companies and its fiduciary duties to the Company. Enron Corp. has entered into agreements with these companies and other investors in these companies designed to minimize certain conflicts of interest that may arise and providing, among other things, that the Company has no obligation to offer any business opportunities to these companies.

The Company and Enron Corp. and its affiliates have in the past entered into material intercompany transactions and agreements incident to their respective businesses, and the Company and Enron Corp. and its affiliates may be expected to enter into material transactions and agreements from time to time in the future. Such transactions and agreements have related to, among other things, the purchase and sale of natural gas and crude oil, the financing of exploration and development efforts by the Company, and the provision of certain corporate services. The Company believes that its existing transactions and agreements with Enron Corp. and its affiliates have been at least as favorable to the Company as could be obtained from third parties, and the Company intends that the terms of any future transactions and agreements between the Company and Enron Corp. and its affiliates will be at least as favorable to the Company as could be obtained from third parties.

DESCRIPTION OF COMMON STOCK

AUTHORIZED AND OUTSTANDING CAPITAL STOCK

The authorized capital stock of the Company consists of 320,000,000 shares of Common Stock, \$.01 par value, of which 159,849,840 shares were outstanding on August 1, 1996. The following summary description of the capital stock of the Company is qualified in its entirety by reference to the Restated Certificate of Incorporation of the Company, as amended, a copy of which is filed as an exhibit to the Registration Statement of which this Prospectus is a part.

The Common Stock possesses ordinary voting rights for the election of directors and in respect to other corporate matters, each share being entitled to one vote. There are no cumulative voting rights, meaning that the holders of a majority of the shares voting for the election of directors can elect all the directors if they choose to do so. The Common Stock carries no preemptive rights and is not convertible, redeemable or assessable, or entitled to the benefits of any sinking fund. The holders of Common Stock are entitled to dividends in such amounts and at such times as may be declared by the Board of Directors out of funds legally available therefor.

Upon liquidation or dissolution, holders of Common Stock are entitled to share ratably in all net assets available for distribution to stockholders after payment of any corporate debts. All outstanding shares of Common Stock are duly authorized, validly issued, fully paid and nonassessable.

The transfer agent and registrar of the Common Stock is First Chicago Trust Company of New York, Jersey City, New Jersey.

LIMITATION ON DIRECTORS' LIABILITY

Delaware corporation law authorizes corporations to limit or eliminate the personal liability of directors to corporations and their stockholders for monetary damages for breach of directors' fiduciary duty of care. The duty of care requires that, when acting on behalf of the corporation, directors must exercise an informed business judgment based on all material information reasonably available to them. Absent the limitations authorized by such laws, directors are accountable to corporations and their stockholders for monetary damages for conduct constituting gross negligence in the exercise of their duty of care. The Delaware laws enable corporations to limit available relief to equitable remedies such as injunction or rescission. The Restated Certificate of Incorporation, as amended, of the Company limits the liability of directors of the Company to the Company or its stockholders (in their capacity as directors but not in their capacity as officers) to the fullest extent permitted by the Delaware law. Specifically, directors of the Company will not be personally liable for monetary damages for breach of a director's fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Company or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for unlawful payments of dividends or unlawful stock repurchases or redemptions as provided in Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit.

This provision in the Restated Certificate of Incorporation may have the effect of reducing the likelihood of derivative litigation against directors, and may discourage or deter stockholders or management from bringing a lawsuit against directors for breach of their duty of care, even though such an action, if successful, might otherwise have benefited the Company and its stockholders.

PLAN OF DISTRIBUTION

The Company and/or the Selling Stockholder may sell the Securities offered hereby (i) through underwriters, brokers, dealers or agents; or (ii) directly to purchasers. In addition, the Selling Stockholder may sell any shares of Common Stock offered hereby from time to time in transactions (including block transactions in which the Selling Stockholder is the seller) on the NYSE or any other exchange on which the Common Stock may be traded, or in the over-the-counter market. The Selling Stockholder may also sell shares of Common Stock in special offerings, exchange distributions or secondary distributions in accordance with the rules of the NYSE or such other exchange, in negotiated transactions, including through the writing of call options or the purchase of put options on shares of the Common Stock (whether such options are listed on an options exchange or otherwise), or otherwise. The Selling Stockholder may effect such transactions by selling shares of the Common Stock to or through underwriters, dealers, brokers or agents. Such underwriters, dealers, brokers or agents may sell such shares to institutional purchasers in one or more transactions (including block transactions) on the NYSE or otherwise. Any sales of the Securities may be made at market prices prevailing at the time of sale, at prices related to such prevailing market prices or at negotiated prices. Except for sales of Common Stock by the Selling Stockholder on the New York Stock Exchange at prevailing market prices, the Prospectus Supplement with respect to the Securities will set forth the terms of the offering of the Securities, including the name or names of any underwriters or agents, the purchase price of the Securities and the proceeds to the Company and/or the Selling Stockholder from such sale, any delayed delivery arrangements, any underwriting discounts and commissions and other items constituting underwriters' compensation, any initial public offering price and any discounts or concessions allowed or reallocated or paid to dealers. Any initial public offering price and any discounts or concessions allowed or reallocated or paid to dealers may be changed from time to time.

If underwriters are used in the sale, the Securities will be acquired by the underwriters for their own account and may be resold from time to time in one or more transactions, including negotiated transactions, at a fixed public offering price or at varying prices determined at the time of sale. In connection with the sale of the Securities, underwriters, brokers, dealers or agents may be deemed to have received compensation from the Company or the Selling Stockholder in the form of underwriting discounts or commissions and may also receive commissions from purchasers of the Securities for whom they may act as agent or to whom they may sell as principal. Underwriters or agents may sell the Securities to or through dealers, and such dealers may receive compensation in the form of discounts, concessions or commissions from the underwriters or commissions from the purchasers for whom they may act as agent. The Securities may be offered to the public either through underwriting syndicates represented by one or more managing underwriters or directly by one or more firms acting as underwriters. The underwriter or underwriters with respect to a particular underwritten offering of Securities will be named in the Prospectus Supplement relating to such offering and, if an underwriting syndicate is used, the managing underwriter or underwriters will be set forth on the cover of such Prospectus Supplement. Unless otherwise set forth in the Prospectus Supplement relating thereto, the obligations of the underwriters to purchase the Securities will be subject to certain conditions precedent, and the underwriters will be obligated to purchase all the Securities offered if any are purchased.

If dealers are utilized in the sale of Securities, the Company and/or the Selling Stockholder will sell such Securities to the dealers as principals. The dealers may then resell such Securities to the public at varying prices to be determined by such dealers at the time of resale. The names of dealers or brokers acting as dealers and the terms of the transaction will be set forth in the Prospectus Supplement relating thereto.

The Securities may be sold directly by the Company and/or the Selling Stockholder or through agents designated by the Company and/or the Selling Stockholder from time to time. Any agent involved in the offer or sale of the Securities in respect to which this Prospectus is delivered will be named, and any commissions payable by the Company and/or the Selling Stockholder to such agent will be set forth, in the Prospectus Supplement relating thereto. Unless otherwise indicated in the Prospectus Supplement, any such agent will be acting on a best efforts basis for the period of its appointment.

If so indicated in the Prospectus Supplement, the Company and/or the Selling Stockholder will authorize agents, underwriters, brokers or dealers to solicit offers from certain types of institutions to purchase Securities

from the Company and/or the Selling Stockholder at the public offering price set forth in the Prospectus Supplement pursuant to delayed delivery contracts providing for payment and delivery on a specified date in the future. Such contracts will be subject only to those conditions set forth in the Prospectus Supplement, and the Prospectus Supplement will set forth the commission payable for solicitation of such contracts.

The Securities (other than the Common Stock), when first issued, will have no established trading market. Any underwriters or agents to or through whom Securities are sold by the Company or the Selling Stockholder for public offering and sale may make a market in such Securities, but such underwriters or agents will not be obligated to do so and may discontinue any market making at any time without notice. No assurance can be given as to the liquidity of the trading market for any such Securities.

Agents, brokers, dealers and underwriters may be entitled under agreements with the Company and/or the Selling Stockholder to indemnification by the Company against certain civil liabilities, including liabilities under the Securities Act, or to contribution with respect to payments which such agents, brokers, dealers or underwriters may be required to make in respect thereof. Agents, brokers, dealers and underwriters may be customers of, engage in transactions with or perform services for the Company or the Selling Stockholder in the ordinary course of business.

VALIDITY OF SECURITIES

The validity of the Securities offered hereby will be passed upon for the Company by Barry Hunsaker, Jr., Esq., Senior Vice President and General Counsel of the Company, and for the Underwriters by Bracewell & Patterson, L.L.P. Mr. Hunsaker owns substantially less than 1% of the outstanding shares of Common Stock. Bracewell & Patterson, L.L.P. provides services to the Company and to Enron Corp. and certain of its subsidiaries and affiliates on matters unrelated to the offering of the Securities.

EXPERTS

The consolidated financial statements and schedule included in the Company's Annual Report on Form 10-K for the year ended December 31, 1995, incorporated by reference in this Prospectus, have been audited by Arthur Andersen LLP, independent public accountants, as indicated in their report with respect thereto, and are incorporated by reference herein in reliance upon the authority of said firm as experts in accounting and auditing in giving said report.

The letter report of DeGolyer and MacNaughton, independent petroleum consultants, included as an exhibit to the Company's Annual Report on Form 10-K for the year ended December 31, 1995, and the estimates from the reports of that firm appearing in such Annual Report, are incorporated by reference herein on the authority of said firm as experts in petroleum engineering and in giving such reports.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 14. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION.

The following table sets forth those expenses to be incurred by the Company in connection with the issuance and distribution of the securities being registered. Except for the Securities and Exchange Commission registration fee, all amounts shown are estimates.

Filing Fee for Registration Statement.....	\$
51,725	
Legal Fees and Expenses.....	
20,000	
Accounting Fees and Expenses.....	
25,000	
Transfer Agent's Fees and Expenses.....	
15,000	
Blue Sky Fees and Expenses.....	
25,000	
Printing and Engraving Expenses.....	
50,000	
Miscellaneous.....	
13,275	

Total.....	
\$200,000	
=====	

ITEM 15. INDEMNIFICATION OF OFFICERS AND DIRECTORS.

The Restated Certificate of Incorporation, as amended, of the Company (the "Corporation" therein) contains the following provisions relating to indemnification of directors and officers, namely:

"Eighth: A.1. A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit.

2. The foregoing provisions of this Article shall not eliminate or limit the liability of a director for any act or omission occurring prior to the effective date of this Restated Certificate of Incorporation. Any repeal or amendment of this Article by the stockholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or amendment. In addition to the circumstances in which a director of the Corporation is not personally liable as set forth in the foregoing provisions of this Article, a director shall not be liable to the fullest extent permitted by any amendment to the Delaware General Corporation Law enacted that further limits the liability of a director.

B.1. Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer, of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Delaware General Corporation Law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent

and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, except as provided in paragraph 2. hereof, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this Section shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that, if the Delaware General Corporation Law requires, the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of the proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Article or otherwise. The Corporation may, by action of its Board of Directors, provide indemnification to employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of directors and officers.

2. If a claim under paragraph B.1. of this Article is not paid in full by the Corporation within thirty days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the Delaware General Corporation Law for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Delaware General Corporation Law, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

3. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, by-law, agreement, vote of stockholders or disinterested directors or otherwise.

4. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Delaware General Corporation Law.

5. If this Article or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify and hold harmless each director, officer, employee and agent of the Corporation, and may nevertheless indemnify and hold harmless each employee and agent of the Corporation, as to costs, charges and expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, administrative or investigative to the full extent permitted by any applicable portion of this Article that shall not have been invalidated and to the full extent permitted by applicable law.

6. For purposes of this Article, reference to the "Corporation" shall include, in addition to the Corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger prior to (or, in the case of an entity specifically designated in a resolution of the

Board of Directors, after) the adoption hereof and which, if its separate existence had continued, would have had the power and authority to indemnify its directors, officers and employees or agents, so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued."

The Form of Underwriting Agreement filed as Exhibit 1 hereto, under certain specified circumstances, provides for indemnification by the Underwriters of the directors, officers and controlling persons of the Company.

The Company has purchased liability insurance policies covering the directors and officers of the Company to provide protection where the Company cannot legally indemnify a director or officer and where a claim arises under the Employee Retirement Income Security Act of 1974 against a director or officer based on an alleged breach of fiduciary duty or other wrongful act.

ITEM 16. EXHIBITS

EXHIBIT NO.	DESCRIPTION
*1	-- Form of Underwriting Agreement -- Debt Securities (Exhibit 1 to Form S-3 Registration Statement No. 33-42640, filed September 6, 1991).
*3(a)	-- Restated Certificate of Incorporation of Enron Oil & Gas Company (Exhibit 3.1 to Form S-1 Registration Statement No. 33-30678, filed August 24, 1989).
*3(b)	-- Certificate of Amendment of Restated Certificate of Incorporation of Enron Oil & Gas Company (Exhibit 4.1(b) to Form S-8 Registration Statement No. 33-52201, filed February 8, 1994).
*3(c)	-- Certificate of Amendment of Restated Certificate of Incorporation of Enron Oil & Gas Company (Exhibit 4.1(c) to Form S-8 Registration Statement No. 33-58103, filed March 15, 1995).
3(d)	-- Certificate of Amendment of Restated Certificate of Incorporation of Enron Oil & Gas Company, dated June 11, 1996.
*3(e)	-- Bylaws of Enron Oil & Gas Company (Exhibit 3.2 to Enron Oil & Gas Company Annual Report on Form 10-K for the year ended December 31, 1995).
*4(a)	-- Form of Indenture dated as of September 1, 1991, between Enron Oil & Gas Company and Texas Commerce Bank National Association (Exhibit 4(a) to Registration Statement No. 33-42640, filed September 6, 1991).
*4(b)	-- Form of Debt Security, included in Exhibit 4(a).
*4(c)	-- Specimen of Certificate evidencing the Common Stock (Exhibit 3.3 to Form S-1 Registration Statement No. 33-30678, filed August 24, 1989).
5	-- Opinion of Barry Hunsaker, Jr., Esq., Senior Vice President and General Counsel of Enron Oil & Gas Company.
12	-- Computation of Ratios of Earnings to Fixed Charges.
23(a)	-- Consent of Arthur Andersen LLP.
23(b)	-- Consent of DeGolyer and MacNaughton.
23(c)	-- The consent of Barry Hunsaker, Jr., Esq. is contained in his opinion filed as Exhibit 5 hereto.

EXHIBIT NO.	DESCRIPTION
24	-- Powers of Attorney.
25	-- Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of Texas Commerce Bank National Association.

* Incorporated by reference as indicated.

ITEM 17. UNDERTAKINGS

The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to each Registration Statement:

(i) To include any prospectus required in Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of each Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (1)(i) and (1)(ii) do not apply if the Registration Statement is on Form S-3, Form S-8 or Form F-3 and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement;

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for purposes of determining any liability under the Securities Act of 1933, each filing of the Company's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(5) To deliver or cause to be delivered with the prospectus, to each person to whom the prospectus is sent or given, the latest annual report to security holders that is incorporated by reference in the prospectus and furnished pursuant to and meeting the requirements of Rule 14a-3 or Rule 14c-3 under the Securities Exchange Act of 1934; and, where interim financial information required to be presented

by Article 3 of Regulation S-X is not set forth in the prospectus, to deliver or cause to be delivered to each person to whom the prospectus is sent or given, the latest quarterly report that is specifically incorporated by reference in the prospectus to provide such interim financial information.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the provisions described under Item 15 above, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Enron Oil & Gas Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement or amendment to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Houston, State of Texas, on the 9th day of August, 1996.

ENRON OIL & GAS COMPANY (Registrant)

By: /s/ WALTER C. WILSON

(Walter C. Wilson)
Senior Vice President and Chief
Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement or amendment has been signed by the following persons in the capacities with Enron Oil & Gas Company indicated and on the 9th day of August, 1996.

SIGNATURE

TITLE

/s/ FORREST E. HOGLUND

(Forrest E. Hoglund)

Chairman of the Board, President and Chief
Executive Officer and Director
(Principal Executive Officer)

/s/ WALTER C. WILSON

(Walter C. Wilson)

Senior Vice President and Chief Financial
Officer (Principal Financial Officer)

/s/ BEN B. BOYD

(Ben B. Boyd)

Vice President and Controller
(Principal Accounting Officer)

FRED C. ACKMAN*

(Fred C. Ackman)

Director

RICHARD D. KINDER*

(Richard D. Kinder)

Director

KENNETH L. LAY*

(Kenneth L. Lay)

Director

EDWARD RANDALL, III*

(Edward Randall, III)

Director

*By /s/ ANGUS H. DAVIS

(Angus H. Davis)

(Attorney-in-fact for persons indicated)

INDEX TO EXHIBITS

EXHIBIT NUMBER	DESCRIPTION
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*4(a)	-- Form of Indenture dated as of September 1, 1991, between Enron Oil & Gas Company and Texas Commerce Bank National Association (Exhibit 4(a) to Registration Statement No. 33-42640, filed September 6, 1991).
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12	-- Computation of Ratios of Earnings to Fixed Charges.
23(a)	-- Consent of Arthur Andersen LLP.
23(b)	-- Consent of DeGolyer and MacNaughton.
23(c)	-- The consent of Barry Hunsaker, Jr., Esq. is contained in his opinion filed as Exhibit 5 hereto.
24	-- Powers of Attorney.
25	-- Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of Texas Commerce Bank National Association.

* Incorporated by reference as indicated.

EXHIBIT 3(d)

CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
ENRON OIL & GAS COMPANY

Enron Oil & Gas Company, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Company"), does hereby certify that:

The amendment to the Company's Restated Certificate of Incorporation set forth in the following resolution approved by the Company's Board of Directors and stockholders was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware:

"RESOLVED, that the Restated Certificate of Incorporation of the Company is hereby amended by deleting Paragraph A of Article Fourth thereof in its entirety and substituting the following therefor:

"FOURTH: A. The total number of shares of all classes of stock that the Corporation shall have authority to issue is Three Hundred Twenty Million (320,000,000) shares of Common Stock, par value \$.01 per share (hereinafter referred to as "Common Stock")."

IN WITNESS WHEREOF, Enron Oil & Gas Company has caused this Certificate to be signed and attested by its duly authorized officers, this 11th day of June, 1996.

ENRON OIL & GAS COMPANY

ATTEST:

By: /s/ FORREST E. HOGLAND

By: /s/ A. HARDIE DAVIS

Forrest E. Hogland
Chairman, President
Communications
and Chief Executive Officer

A. Hardie Davis
Vice President,
and Corporate Secretary

EXHIBIT 5

August 9, 1996

Enron Oil & Gas Company
1400 Smith Street
Houston, Texas 77002

Gentlemen:

As Senior Vice President and General Counsel of Enron Oil & Gas Company, a Delaware corporation (the "Company"), I am familiar with its Registration Statement No. 33-42620 on Form S-3 declared effective by the Securities and Exchange Commission (the "Commission") on September 27, 1991, and the Registration Statement on Form S-3 currently being filed with the Commission (collectively, the "Registration Statement") relating to the proposed offering from time to time of (i) up to an aggregate amount of \$400 million of Company Debt Securities and/or Common Stock, par value \$.01 per share (the Debt Securities and Common Stock collectively referred to herein as the "Securities"). In connection therewith, I have examined, among other things, a copy of the Restated Certificate of Incorporation and Bylaws of the Company, the corporate proceedings taken to date with respect to the authorization, issuance and sale of the Securities, a copy of the Indenture dated as of September 1, 1991 (the "Indenture") between the Company and Texas Commerce Bank National Association, as Trustee, and I have performed such other investigations as I have considered appropriate as the basis for the opinions expressed herein. Capitalized terms used but not defined herein are used as defined in the Registration Statement.

Based on the foregoing, I am of the opinion that:

- (1) The Company is a corporation duly organized, validly existing and in good standing under the laws of the State of Delaware.
- (2) The Debt Securities of the Company have been validly authorized for issuance, and (subject to the Registration Statement becoming effective and any applicable state securities or Blue Sky laws being complied with), when the terms thereof and of their issue and sale have been duly established, upon issuance and delivery thereof as set forth in the Registration Statement, and upon receipt by the Company of the purchase price thereof, the Debt Securities will be validly issued and will be binding obligations of the Company.
- (3) The issuance of the Common Stock to be issued by the Company has been duly authorized, and (subject to the Registration Statement becoming effective and applicable Blue sky laws being complied with), when the terms of their issue and sale have been duly established, upon the issuance and delivery thereof as set forth in the Registration Statement, and upon the receipt by the Company of the purchase price thereof, the Common Stock will be validly issued, fully paid and nonassessable.

(4) The shares of Common Stock to be sold by the Selling Stockholder are, and upon sale will be, validly issued, fully paid, and nonassessable.

I am a member of the bar of the State of Texas. The opinion set forth above is limited in all respects to the laws of the State of Texas, the General Corporation Law of the State of Delaware and federal law.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the references to me under the caption "Validity of Securities" in the Prospectus constituting part of the Registration Statement and to the filing of this opinion as an exhibit thereto. By giving such consent I do not admit that I am an expert with respect to any part of the Registration Statement, including this exhibit, within the meaning of the term "expert" as used in the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission issued thereunder.

Very truly yours,

BARRY HUNSAKER, JR.

EXHIBIT 12

ENRON OIL & GAS COMPANY
COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES
(In Thousands)
(Unaudited)

	Six Months Ended 6/30/96	Year Ended December 31,				
		1995	1994	1993	1992	1991
Earnings Available for Fixed Charges:						
Net Income	\$73,505	\$142,118	\$147,998	\$138,025	\$ 97,580	\$ 47,916
Less:						
Capitalized Interest Expense	(2,747)	(6,490)	(6,124)	(5,457)	(3,580)	(4,482)
Add:						
Fixed Charges	10,194	18,414	14,613	15,378	25,869	33,982
Income Tax Provision (Benefit)	24,165	41,936	5,937	(25,752)	(17,736)	(2,247)
Earnings Available	\$105,117	\$195,978	\$162,424	\$122,194	\$102,133	\$ 75,169
Fixed Charges						
Interest Expense	7,184	11,300	8,135	9,921	22,289	29,500
Capitalized Interest	2,747	6,490	6,124	5,457	3,580	4,482
Rental Expense Representative of Interest Factor	263	614	357	-	-	-
Total Fixed Charges	\$ 10,194	\$ 18,414	\$ 14,613	\$ 15,378	\$ 25,869	\$ 33,982
Ratio of Earnings to Fixed Charges	10.31	10.64	11.12	7.95	3.95	2.21

EXHIBIT 23(a)

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this registration statement of our report on the consolidated financial statements of Enron Oil & Gas Company and subsidiaries dated February 16, 1996, included in Enron Oil & Gas Company's Form 10-K for the year ended December 31, 1995, and to all references to our Firm included in this registration statement.

ARTHUR ANDERSEN LLP

Houston, Texas
August 9, 1996

EXHIBIT 23.b

[DEGOLYER AND MACNAUGHTON LETTERHEAD]

August 8, 1996

Enron Oil & Gas Company
1400 Smith Street
Houston, Texas 77002

Gentlemen:

In connection with Enron Oil & Gas Company's (the Company) Registration Statement on Form S-3 registering the sale of Common Stock and Debt Securities of the Company to be filed with the Securities and Exchange Commission on or about August 9, 1996, we hereby consent to the incorporation by reference in said Registration Statement of the references to our firm and to our opinions delivered to the Company regarding our comparison of estimates prepared by us to those furnished to us by the Company of proved oil, condensate, natural gas liquids, and natural gas reserves of certain selected properties owned by the Company expressed in our letter reports dated January 27, 1994, January 13, 1995, and January 22, 1996, for estimates as of January 1, 1994, January 1, 1995, and December 31, 1995, respectively, which are included in the section "Supplemental Information to Consolidated Financial Statements - Oil and Gas Producing Activities" in the Company's Annual Report on Form 10-K for the year ended December 31, 1995. We also consent to the references to us in the section "Experts" in the Prospectus that is a part of the Registration Statement.

Very truly yours,

*/s/ DEGOLYER AND
MACNAUGHTON*

DeGOLYER and MacNAUGHTON

EXHIBIT 24

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that in connection with the proposed registration by Enron Oil & Gas Company, a Delaware corporation (the "Company"), of Debt Securities and Common Stock, \$.01 par value, in connection with the proposed sale of such Debt Securities by the Company and Common Stock by the Company and/or Enron Corp. as a "Selling Stockholder" of the Company, the undersigned officer or director of the Company hereby constitutes and appoints Walter C. Wilson, Barry Hunsaker, Jr., and Angus H. Davis, and each of them (with full power to each of them to act alone), his true and lawful attorney-in-fact and agent, for him and on his behalf and in his name, place and stead, in any and all capacities, to sign, execute and file a registration statement on Form S-3 relating to such securities to be filed with the Securities and Exchange Commission, together with all amendments thereto, with all exhibits and any and all documents required to be filed with respect thereto with any regulatory authority, granting unto said attorneys, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises in order to effectuate the same as fully to all intents and purposes as the undersigned might or could do if personally present, hereby ratifying and confirming all the said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereto set his hand this 9th day of August, 1996.

/s/ KENNETH L. LAY

Kenneth L. Lay

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that in connection with the proposed registration by Enron Oil & Gas Company, a Delaware corporation (the "Company"), of Debt Securities and Common Stock, \$.01 par value, in connection with the proposed sale of such Debt Securities by the Company and Common Stock by the Company and/or Enron Corp. as a "Selling Stockholder" of the Company, the undersigned officer or director of the Company hereby constitutes and appoints Walter C. Wilson, Barry Hunsaker, Jr., and Angus H. Davis, and each of them (with full power to each of them to act alone), his true and lawful attorney-in-fact and agent, for him and on his behalf and in his name, place and stead, in any and all capacities, to sign, execute and file a registration statement on Form S-3 relating to such securities to be filed with the Securities and Exchange Commission, together with all amendments thereto, with all exhibits and any and all documents required to be filed with respect thereto with any regulatory authority, granting unto said attorneys, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises in order to effectuate the same as fully to all intents and purposes as the undersigned might or could do if personally present, hereby ratifying and confirming all the said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereto set his hand this 9th day of August, 1996.

/s/ RICHARD D. KINDER

Richard D. Kinder

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that in connection with the proposed registration by Enron Oil & Gas Company, a Delaware corporation (the "Company"), of Debt Securities and Common Stock, \$.01 par value, in connection with the proposed sale of such Debt Securities by the Company and Common Stock by the Company and/or Enron Corp. as a "Selling Stockholder" of the Company, the undersigned officer or director of the Company hereby constitutes and appoints Walter C. Wilson, Barry Hunsaker, Jr., and Angus H. Davis, and each of them (with full power to each of them to act alone), his true and lawful attorney-in-fact and agent, for him and on his behalf and in his name, place and stead, in any and all capacities, to sign, execute and file a registration statement on Form S-3 relating to such securities to be filed with the Securities and Exchange Commission, together with all amendments thereto, with all exhibits and any and all documents required to be filed with respect thereto with any regulatory authority, granting unto said attorneys, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises in order to effectuate the same as fully to all intents and purposes as the undersigned might or could do if personally present, hereby ratifying and confirming all the said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereto set his hand this 9th day of August, 1996.

/s/ FORREST E. HOGLUND

Forrest E. Hoglund

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that in connection with the proposed registration by Enron Oil & Gas Company, a Delaware corporation (the "Company"), of Debt Securities and Common Stock, \$.01 par value, in connection with the proposed sale of such Debt Securities by the Company and Common Stock by the Company and/or Enron Corp. as a "Selling Stockholder" of the Company, the undersigned officer or director of the Company hereby constitutes and appoints Walter C. Wilson, Barry Hunsaker, Jr., and Angus H. Davis, and each of them (with full power to each of them to act alone), his true and lawful attorney-in-fact and agent, for him and on his behalf and in his name, place and stead, in any and all capacities, to sign, execute and file a registration statement on Form S-3 relating to such securities to be filed with the Securities and Exchange Commission, together with all amendments thereto, with all exhibits and any and all documents required to be filed with respect thereto with any regulatory authority, granting unto said attorneys, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises in order to effectuate the same as fully to all intents and purposes as the undersigned might or could do if personally present, hereby ratifying and confirming all the said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereto set his hand this 9th day of August, 1996.

/s/ FRED C. ACKMAN

Fred C. Ackman

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that in connection with the proposed registration by Enron Oil & Gas Company, a Delaware corporation (the "Company"), of Debt Securities and Common Stock, \$.01 par value, in connection with the proposed sale of such Debt Securities by the Company and Common Stock by the Company and/or Enron Corp. as a "Selling Stockholder" of the Company, the undersigned officer or director of the Company hereby constitutes and appoints Walter C. Wilson, Barry Hunsaker, Jr., and Angus H. Davis, and each of them (with full power to each of them to act alone), his true and lawful attorney-in-fact and agent, for him and on his behalf and in his name, place and stead, in any and all capacities, to sign, execute and file a registration statement on Form S-3 relating to such securities to be filed with the Securities and Exchange Commission, together with all amendments thereto, with all exhibits and any and all documents required to be filed with respect thereto with any regulatory authority, granting unto said attorneys, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises in order to effectuate the same as fully to all intents and purposes as the undersigned might or could do if personally present, hereby ratifying and confirming all the said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereto set his hand this 9th day of August, 1996.

/s/ EDWARD RANDALL, III

Edward Randall, III

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM T-1

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

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY
OF A TRUSTEE PURSUANT TO SECTION 305(B)(2) _____

TEXAS COMMERCE BANK NATIONAL ASSOCIATION

(Exact name of trustee as specified in its charter)

A NATIONAL BANKING ASSOCIATION
(State of Incorporation if not a U.S.
national bank)
No.)

74-0800980
(I.R.S. Employer
Identification

712 MAIN STREET
HOUSTON, TEXAS
(Address of principal executive
offices)

77002
(Zip Code)

ENRON OIL & GAS COMPANY

(Exact name of obligor as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)
No.)

47-0684736
(I.R.S. Employer
Identification

1400 SMITH STREET
HOUSTON, TEXAS
(Address of principal executive
offices)

77002
(Zip Code)

**ENRON OIL & GAS COMPANY DEBT
SECURITIES**

(Title of the indenture
securities)

ITEM 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, Washington, D.C. Federal Deposit Insurance Corporation, Washington, D.C.
Board of Governors of The Federal Reserve System,
Washington, D.C.

(B) WHETHER IT IS AUTHORIZED TO EXERCISE CORPORATE TRUST POWERS.

Yes.

ITEM 2. AFFILIATIONS WITH THE OBLIGOR.

IF THE OBLIGOR IS AN AFFILIATE OF THE TRUSTEE, DESCRIBE EACH SUCH AFFILIATION.

The obligor is not an affiliate of the trustee. (See Note on Page 6.)

ITEM 3. VOTING SECURITIES OF THE TRUSTEE.

FURNISH THE FOLLOWING INFORMATION AS TO EACH CLASS OF VOTING SECURITIES OF THE TRUSTEE:

COL. A TITLE OF CLASS -----	COL. B AMOUNT OUTSTANDING -----
-----------------------------------	---------------------------------------

Not applicable by virtue of Form T-1 General Instruction B and response to Item 13.

ITEM 4. TRUSTEESHIPS UNDER OTHER INDENTURES.

IF THE TRUSTEE IS A TRUSTEE UNDER ANOTHER INDENTURE UNDER WHICH ANY OTHER SECURITIES, OR CERTIFICATES OF INTEREST OR PARTICIPATION IN ANY OTHER SECURITIES, OF THE OBLIGOR ARE OUTSTANDING, FURNISH THE FOLLOWING INFORMATION:

(A) TITLE OF THE SECURITIES OUTSTANDING UNDER EACH SUCH OTHER INDENTURE.

Not applicable by virtue of Form T-1 General Instruction B and response to Item 13.

(B) A BRIEF STATEMENT OF THE FACTS RELIED UPON AS A BASIS FOR THE CLAIM THAT NO CONFLICTING INTEREST WITHIN THE MEANING OF SECTION 310(B)(1) OF THE ACT ARISES AS A RESULT OF THE TRUSTEESHIP UNDER ANY SUCH OTHER INDENTURE, INCLUDING A STATEMENT AS TO HOW THE INDENTURE SECURITIES WILL RANK AS COMPARED WITH THE SECURITIES ISSUED UNDER SUCH OTHER INDENTURE.

Not applicable by virtue of Form T-1 General Instruction B and response to Item 13.

ITEM 5. INTERLOCKING DIRECTORATES AND SIMILAR RELATIONSHIPS WITH THE OBLIGOR OR UNDERWRITERS.

IF THE TRUSTEE OR ANY OF THE DIRECTORS OR EXECUTIVE OFFICERS OF THE TRUSTEE IS A DIRECTOR, OFFICER, PARTNER, EMPLOYEE, APPOINTEE OR REPRESENTATIVE OF THE OBLIGOR OR OF ANY UNDERWRITER FOR THE OBLIGOR, IDENTIFY EACH SUCH PERSON HAVING ANY SUCH CONNECTION AND STATE THE NATURE OF EACH SUCH CONNECTION.

Not applicable by virtue of Form T-1 General Instruction B and response to Item 13.

ITEM 6. VOTING SECURITIES OF THE TRUSTEE OWNED BY THE OBLIGOR OR ITS OFFICIALS.

FURNISH THE FOLLOWING INFORMATION AS TO THE VOTING SECURITIES OF THE TRUSTEE OWNED BENEFICIALLY BY THE OBLIGOR AND EACH DIRECTOR, PARTNER AND EXECUTIVE OFFICER OF THE OBLIGOR.

COL. A	COL. B	COL. C	COL. D
NAME OF OWNER -----	TITLE OF CLASS -----	AMOUNT OWNED BENEFICIALLY -----	PERCENTAGE OF VOTING SECURITIES REPRESENTED BY AMOUNT GIVEN IN COL. C -----

Not applicable by virtue of Form T-1 General Instruction B and response to Item 13.

ITEM 7. VOTING SECURITIES OF THE TRUSTEE OWNED BY UNDERWRITERS OR THEIR OFFICIALS.

FURNISH THE FOLLOWING INFORMATION AS TO THE VOTING SECURITIES OF THE TRUSTEE OWNED BENEFICIALLY BY EACH UNDERWRITER FOR THE OBLIGOR AND EACH DIRECTOR, PARTNER AND EXECUTIVE OFFICER OF EACH SUCH UNDERWRITER.

Col. A	Col. B	Col. C	Col. D
Name of owner -----	Title of class -----	Amount owned beneficially -----	Percent of voting securities represented by amount given in Col. C -----

Not applicable by virtue of Form T-1 General Instruction B and response to Item 13.

ITEM 8. SECURITIES OF THE OBLIGOR OWNED OR HELD BY THE TRUSTEE.

FURNISH THE FOLLOWING INFORMATION AS TO SECURITIES OF THE OBLIGOR OWNED BENEFICIALLY OR HELD AS COLLATERAL SECURITY FOR OBLIGATIONS IN DEFAULT BY THE TRUSTEE.

COL. A	COL. B	COL. C	COL. D
TITLE OF CLASS -----	WHETHER THE SECURITIES ARE VOTING OR NONVOTING SECURITIES -----	AMOUNT OWNED BENEFICIALLY OR HELD AS COLLATERAL SECURITY FOR OBLIGATIONS IN DEFAULT -----	PERCENT OF CLASS REPRESENTED BY AMOUNT GIVEN IN COL. C -----

Not applicable by virtue of Form T-1 General Instruction B and response to Item 13.

ITEM 9. SECURITIES OF UNDERWRITERS OWNED OR HELD BY THE TRUSTEE.

IF THE TRUSTEE OWNS BENEFICIALLY OR HOLDS AS COLLATERAL SECURITY FOR OBLIGATIONS IN DEFAULT ANY SECURITIES OF AN UNDERWRITER FOR THE OBLIGOR, FURNISH THE FOLLOWING INFORMATION AS TO EACH CLASS OF SECURITIES OF SUCH UNDERWRITER ANY OF WHICH ARE SO OWNED OR HELD BY THE TRUSTEE.

COL. A	COL. B	COL. C	COL. D
NAME OF ISSUER AND TITLE OF CLASS -----	AMOUNT OUTSTANDING -----	AMOUNT OWNED BENEFICIALLY OR HELD AS COLLATERAL SECURITY FOR OBLIGATIONS IN DEFAULT BY TRUSTEE -----	PERCENT OF CLASS REPRESENTED BY AMOUNT GIVEN IN COL. C -----

Not applicable by virtue of Form T-1 General Instruction B and response to Item 13.

ITEM 10. OWNERSHIP OR HOLDINGS BY THE TRUSTEE OF VOTING SECURITIES OF CERTAIN AFFILIATES OR SECURITY HOLDERS OF THE OBLIGOR.

IF THE TRUSTEE OWNS BENEFICIALLY OR HOLDS AS COLLATERAL SECURITY FOR OBLIGATIONS IN DEFAULT VOTING SECURITIES OF A PERSON WHO, TO THE KNOWLEDGE OF THE TRUSTEE (1) OWNS 10 PERCENT OR MORE OF THE VOTING SECURITIES OF THE OBLIGOR OR (2) IS AN AFFILIATE, OTHER THAN A SUBSIDIARY, OF THE OBLIGOR, FURNISH THE FOLLOWING INFORMATION AS TO THE VOTING SECURITIES OF SUCH PERSON:

COL. A	COL. B	COL. C	COL. D
NAME OF ISSUER AND TITLE OF CLASS -----	AMOUNT OUTSTANDING -----	AMOUNT OWNED BENEFICIALLY OR HELD AS COLLATERAL SECURITY FOR OBLIGATIONS IN DEFAULT BY TRUSTEE -----	PERCENT OF CLASS REPRESENTED BY AMOUNT GIVEN IN COL. C -----

Not applicable by virtue of Form T-1 General Instruction B and response to Item 13.

ITEM 11. OWNERSHIP OR HOLDINGS BY THE TRUSTEE OF ANY SECURITIES OF A PERSON OWNING 50 PERCENT OR MORE OF THE VOTING SECURITIES OF THE OBLIGOR.

IF THE TRUSTEE OWNS BENEFICIALLY OR HOLDS AS COLLATERAL SECURITY FOR OBLIGATIONS IN DEFAULT ANY SECURITIES OF A PERSON WHO, TO THE KNOWLEDGE OF THE TRUSTEE, OWNS 50 PERCENT OR MORE OF THE VOTING SECURITIES OF THE OBLIGOR, FURNISH THE FOLLOWING INFORMATION AS TO EACH CLASS OF SECURITIES OF SUCH PERSON ANY OF WHICH ARE SO OWNED OR HELD BY THE TRUSTEE.

COL. A	COL. B	COL. C	COL. D
NAME OF ISSUER AND TITLE OF CLASS -----	AMOUNT OUTSTANDING -----	AMOUNT OWNED BENEFICIALLY OR HELD AS COLLATERAL SECURITY FOR OBLIGATIONS IN DEFAULT BY TRUSTEE -----	PERCENT OF CLASS REPRESENTED BY AMOUNT GIVEN IN COL. C -----

Not applicable by virtue of Form T-1 General Instruction B and response to Item 13.

ITEM 12. INDEBTEDNESS OF THE OBLIGOR TO THE TRUSTEE.

EXCEPT AS NOTED IN THE INSTRUCTIONS, IF THE OBLIGOR IS INDEBTED TO THE TRUSTEE, FURNISH THE FOLLOWING INFORMATION:

COL. A	COL. B	COL. C
NATURE OF INDEBTEDNESS DUE ----- -----	AMOUNT OUTSTANDING -----	DATE

Not applicable by virtue of Form T-1 General Instruction B and response to Item 13.

ITEM 13. DEFAULTS BY THE OBLIGOR.

(A) STATE WHETHER THERE IS OR HAS BEEN A DEFAULT WITH RESPECT TO THE SECURITIES UNDER THIS INDENTURE. EXPLAIN THE NATURE OF ANY SUCH DEFAULT.

There is not, nor has there been, a default with respect to the securities under this indenture. (See Note on Page 6.)

(B) IF THE TRUSTEE IS A TRUSTEE UNDER ANOTHER INDENTURE UNDER WHICH ANY OTHER SECURITIES, OR CERTIFICATES OF INTEREST OR PARTICIPATION IN ANY OTHER SECURITIES, OF THE OBLIGOR ARE OUTSTANDING, OR IS TRUSTEE FOR MORE THAN ONE OUTSTANDING SERIES OF SECURITIES UNDER THE INDENTURE, STATE WHETHER THERE HAS BEEN A DEFAULT UNDER ANY SUCH INDENTURE OR SERIES, IDENTIFY THE INDENTURE OR SERIES AFFECTED, AND EXPLAIN THE NATURE OF ANY SUCH DEFAULT.

There has not been a default under any such indenture or series. (See Note on Page 6.)

ITEM 14. AFFILIATIONS WITH THE UNDERWRITERS.

IF ANY UNDERWRITER IS AN AFFILIATE OF THE TRUSTEE, DESCRIBE EACH SUCH AFFILIATION.

Not applicable by virtue of Form T-1 General Instruction B and response to Item 13.

ITEM 15. FOREIGN TRUSTEE.

IDENTIFY THE ORDER OR RULE PURSUANT TO WHICH THE FOREIGN TRUSTEE IS AUTHORIZED TO ACT AS SOLE TRUSTEE UNDER INDENTURES QUALIFIED OR TO BE QUALIFIED UNDER THE ACT.

Not applicable.

ITEM 16. LIST OF EXHIBITS.

LIST BELOW ALL EXHIBITS FILED AS A PART OF THIS STATEMENT OF ELIGIBILITY.

- o1 -- A copy of the articles of association of the trustee as now in effect.
- #2 -- A copy of the certificate of authority of the trustee to commence business.
- *3 -- A copy of the authorization of the trustee to exercise corporate trust powers.
- []4 -- A copy of the existing by-laws of the trustee.
- 5 -- Not applicable.
- 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.
- 8 -- Not applicable.
- 9 -- Not applicable.
- o Incorporated by reference to exhibit bearing the same designation and previously filed with the Securities and Exchange Commission as an exhibit to the Form S-3 File No. 33-56195.
- # Incorporated by reference to exhibit bearing the same designation and previously filed with the Securities and Exchange Commission as an exhibit to the Form S-3 File No. 33-42814.
- * Incorporated by reference to exhibit bearing the same designation and previously filed with the Securities and Exchange Commission as an exhibit to the Form S-11 File No. 33-25132.
- [] Incorporated by reference to exhibit bearing the same designation and previously filed with the Securities and Exchange Commission as an exhibit to the Form S-3 File No. 33-65055.

NOTE

Inasmuch as this Form T-1 is filed prior to the ascertainment of all facts on which to base responsive answers to Items 2 and 13, the answers to said Items are based on incomplete information. Such items may, however, be considered as correct unless amended by an amendment to this Form T-1.

SIGNATURE

PURSUANT TO THE REQUIREMENTS OF THE TRUST INDENTURE ACT OF 1939, THE TRUSTEE, TEXAS COMMERCE BANK NATIONAL ASSOCIATION, A NATIONAL BANKING ASSOCIATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE UNITED STATES OF AMERICA, HAS DULY CAUSED THIS STATEMENT OF ELIGIBILITY TO BE SIGNED ON ITS BEHALF BY THE UNDERSIGNED, THEREUNTO DULY AUTHORIZED, ALL IN THE CITY OF HOUSTON AND STATE OF TEXAS, ON THE 9TH DAY OF AUGUST, 1996.

**TEXAS COMMERCE BANK
NATIONAL ASSOCIATION**

By: /s/ Wayne Mentz

*Wayne Mentz
Assistant Vice President and
Trust
Officer*

Exhibit 6

CONSENT OF TRUSTEE

Pursuant to the requirements of Section 321(b) of the Trust Indenture Act of 1939 in connection with the proposed issue of Enron Oil & Gas Company Debt Securities, we hereby consent 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.

TEXAS COMMERCE BANK NATIONAL ASSOCIATION

By: /s/ Wayne Mentz

*Wayne Mentz
Assistant Vice President and Trust
Officer*

Dated: August 9, 1996

EXHIBIT 7

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 March 31, 1999

FEDERAL FINANCIAL INSTITUTIONS EXAMINATION COUNCIL

[LOGO] Please refer to page 1, [1] Table of Contents, for the required disclosure of estimated burden.

**CONSOLIDATED REPORTS OF CONDITION AND INCOME FOR
A BANK WITH DOMESTIC AND FOREIGN OFFICES -- FFIEC 031**

(960630)

REPORT AT THE CLOSE OF BUSINESS JUNE 30, 1996 -----

(RCRI 9999)

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

This report form is to be filed by banks with branches and consolidated subsidiaries in U.S. territories and possessions, Edge or Agreement subsidiaries, foreign branches, consolidated foreign subsidiaries, or International Banking Facilities.

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.

I. Kenneth L. Tilton, Executive Vice President

Name and Title of Officer Authorized to Sign Report

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

Kenneth L. Tilton

Signature of Officer Authorized to Sign Report

July 31, 1996

Date of Signature

The Reports of Condition and Income are to be prepared in accordance with Federal regulatory authority instructions. NOTE: These instructions may in some cases differ from generally accepted accounting principles.

We, the undersigned directors (trustees), attest to the correctness of this Report of Condition (including the supporting schedules) 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 true and correct.

/s/ ALAN R. BUCKWALTER

Director (Trustee)

/s/ [ILLEGIBLE]

Director (Trustee)

/s/ MARK SHAPIRO

Director (Trustee)

For Banks Submitting Hard Copy Report Forms:

State Member Banks: Return the original and one copy to the appropriate Federal Reserve District Bank.

State Nonmember Banks: Return the original only in the special return address envelope provided. If express mail is used in lieu of the special return address envelope, return the original only to the FDIC, c/o Quality Data Systems, 2127 Espey Court, Suite 204, Crofton, MD 21114.

National Banks: Return the original only in the special return address envelope provided. If express mail is used in lieu of the special return address envelope, return the original only to the FDIC, c/o Quality Data Systems, 2127 Espey Court, Suite 204, Crofton, MD 21114.

03263
FDIC Certificate Number -----

(RCRI 9060)

CALL NO. 196 31 6-30-96

STBK: 48-3926 00373 STCERT: 48-03263

**TEXAS COMMERCE BANK NATIONAL ASSOCIA
712 MAIN STREET
HOUSTON, TX 77001**

**CONSOLIDATED REPORTS OF CONDITION AND INCOME FOR
A BANK WITH DOMESTIC AND FOREIGN OFFICES**

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DISCLOSURE OF ESTIMATED BURDEN

The estimated average burden associated with this information collection is 32.2 hours per respondent and is estimated to vary from 15 to 230 hours per response, depending on individual circumstances. Burden estimates include the time for reviewing instructions, gathering and maintaining data in the required form, and completing the information collection, but exclude the time for compiling and maintaining business records in the normal course of a respondent's activities. Comments concerning the accuracy of this burden estimate and suggestions for reducing this burden should be directed to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, D.C. 20503, and to one of the following:

SECRETARY

Board of Governors of the Federal Reserve System
Washington, D.C. 20551

LEGISLATIVE AND REGULATORY ANALYSIS DIVISION

Office of the Comptroller of the Currency
Washington, D.C. 20219

ASSISTANT EXECUTIVE SECRETARY

Federal Deposit Insurance Corporation
Washington, D.C. 20429**REPORT OF CONDITION**

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For information or assistance, National and State nonmember banks should contact the FDIC's Call Reports Analysis Unit, 550 17th Street,

NW, Washington, D.C. 20429, toll free on (800) 688-FDIC(3342), Monday through Friday between 8:00 a.m. and 5:00 m.m., Eastern time. State member banks should contact their Federal Reserve District Bank.

Legal Title of Bank: Texas Commerce Bank National Association
 Address: P.O. Box 2558
 City, State Zip: Houston, TX 77252-2558
 FDIC Certificate No.: | | | | |

 0 3 2 6 3

Call Date: 6/30/96 ST-BK: 48-3926 FFIEC 031
 Page RI-1

Consolidated Report of Income for the period January 1, 1996-June 30, 1996

All Report of Income schedules are to be reported on a calendar year-to-date basis in thousands of dollars.

Schedule RI--Income Statement

	Dollar Amounts in Thousands			
	RIAD	Bil	Mil	Thou
1. Interest income:	////			
a. Interest and fee income on loans:	////			
(1) In domestic offices:	////			
(a) Loans secured by real estate	4011	107,276		1.a.(1)(a)
(b) Loans to depository institutions	4019	1,488		1.a.(1)(b)
(c) Loans to finance agricultural production and other loans to farmers	4024	2,430		1.a.(1)(c)
(d) Commercial and industrial loans	4012	215,606		1.a.(1)(d)
(e) Acceptances of other banks	4026	0		1.a.(1)(e)
(f) Loans to individuals for household, family, and other personal expenditures:	////			
(1) Credit cards and related plans	4054	8,181		1.a.(1)(f)(1)
(2) Other	4055	93,852		1.a.(1)(f)(2)
(g) Loans to foreign governments and official institutions	4056	5,601		1.a.(1)(g)
(h) Obligations (other than securities and leases) of states and political subdivisions in the U.S.:	////			
(1) Taxable obligations	4503	0		1.a.(1)(h)(1)
(2) Tax-exempt obligations	4504	712		1.a.(1)(h)(2)
(i) All other loans in domestic offices	4058	38,817		1.a.(1)(i)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4059	4,362		1.a.(2)
b. Income from lease financing receivables:	////			
(1) Taxable leases	4505	5,225		1.b.(1)
(2) Tax-exempt leases	4307	0		1.b.(2)
c. Interest income on balances due from depository institutions:(1)	////			
(1) In domestic offices	4105	127		1.c.(1)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4106	0		1.c.(2)
d. Interest and dividend income on securities:	////			
(1) U.S. Treasury securities and U.S. Government agency and corporation obligations	4027	137,514		1.d.(1)
(2) Securities issued by states and political subdivisions in the U.S.:	////			
(a) Taxable securities	4506	15		1.d.(2)(a)
(b) Tax-exempt securities	4507	8		1.d.(2)(b)
(3) Other domestic debt securities	3657	103		1.d.(3)
(4) Foreign debt securities	3658	0		1.d.(4)
(5) Equity securities (including investments in mutual funds)	3659	1,384		1.d.(5)
e. Interest income from trading assets	4069	234		1.e.

(1) Includes interest income on time certificates of deposit not held for trading.

Legal Title of Bank: Texas Commerce Bank National Association
 Address: P.O. Box 2558
 City, State Zip: Houston, TX 77252-2558
 FDIC Certificate No.: | | | | |
 0 3 2 6 3

Call Date: 6/30/96 ST-BK: 48-3926 FFIEC 031
 Page RI-2

Schedule RI--Continued

	Dollar Amounts in Thousands		Year-to-date	
	RIAD	Bil Mil Thou		
1. Interest income (continued)				
f. Interest income on federal funds sold and securities purchased under agreements to resell in domestic offices of the bank and of its Edge and Agreement subsidiaries, and in IBFs	4020	13,714	1.f.	
g. Total interest income (sum of items 1.a through 1.f)	4107	636,649	1.g.	
2. Interest expense:				
a. Interest on deposits:				
(1) Interest on deposits in domestic offices:				
(a) Transaction accounts (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts)	4508	2,772	2.a.(1)(a)	
(b) Nontransaction accounts:				
(1) Money market deposit accounts (MMDAs)	4509	20,998	2.a.(1)(b)(1)	
(2) Other savings deposits	4511	51,941	2.a.(1)(b)(2)	
(3) Time certificates of deposit of \$100,000 or more	4174	21,216	2.a.(1)(b)(3)	
(4) All other time deposits	4512	67,067	2.a.(1)(b)(4)	
(2) Interest on deposits in foreign offices, Edge and Agreement subsidiaries, and IBFs	4172	8,097	2.a.(2)	
b. Expense of federal funds purchased and securities sold under agreements to repurchase in domestic offices of the bank and of its Edge and Agreement subsidiaries, and in IBFs	4180	26,377	2.b.	
c. Interest on demand notes issued to the U.S. Treasury, trading liabilities, and other borrowed money	4185	18,422	2.c.	
d. Interest on mortgage indebtedness and obligations under capitalized leases	4072	774	2.d.	
e. Interest on subordinated notes and debentures	4200	14,452	2.e.	
f. Total interest expense (sum of items 2.a through 2.e)	4073	232,116	2.f.	
3. Net interest income (item 1.g minus 2.f)	RIAD 4074	404,533	3.	
4. Provisions:				
a. Provision for loan and lease losses	RIAD 4230	0	4.a.	
b. Provision for allocated transfer risk	RIAD 4243	0	4.b.	
5. Noninterest income:				
a. Income from fiduciary activities	4070	59,200	5.a.	
b. Service charges on deposit accounts in domestic offices	4080	71,312	5.b.	
c. Trading revenue (must equal Schedule RI, sum of Memorandum items 8.a through 8.d)	A220	14,259	5.c.	
d. Other foreign transaction gains (losses)	4076	0	5.d.	
e. Not applicable				
f. Other noninterest income:				
(1) Other fee income	5407	38,944	5.f.(1)	
(2) All other noninterest income*	5408	20,107	5.f.(2)	
g. Total noninterest income (sum of items 5.a through 5.f)	RIAD 4079	203,822	5.g.	
6. a. Realized gains (losses) on held-to-maturity securities	RIAD 3521	0	6.a.	
b. Realized gains (losses) on available-for-sale securities	RIAD 3196	4,389	6.b.	
7. Noninterest expense:				
a. Salaries and employee benefits	4135	209,683	7.a.	
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217	75,228	7.b.	
c. Other noninterest expense*	4092	113,758	7.c.	
d. Total noninterest expense (sum of items 7.a through 7.c)	RIAD 4093	398,669	7.d.	
8. Income (loss) before income taxes and extraordinary items and other adjustments (item 3 plus or minus items 4.a, 4.b, 5.g, 6.a, 6.b, and 7.d)	RIAD 4301	214,075	8.	
9. Applicable income taxes (on item 8)	RIAD 4302	78,165	9.	
10. Income (loss) before extraordinary items and other adjustments (item 8 minus 9)	RIAD 4300	135,910	10.	

*Describe on Schedule RI-E--Explanations.

Legal Title of Bank: Texas Commerce Bank National Association
 Address: P.O. Box 2558
 City, State Zip: Houston, TX 77252-2558
 FDIC Certificate No.: | | | | |

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Schedule RI--Continued

Dollar Amounts in Thousands	Year-to-date		
	RIAD	Bil Mil Thou	
11. Extraordinary items and other adjustments:	//////////		
a. Extraordinary items and other adjustments, gross of income taxes* .	4310	0	11.a.
b. Applicable income taxes (on item 11.a)*	4315	0	11.b.
c. Extraordinary items and other adjustments, net of income taxes	//////////		
(item 11.a minus 11.b)	//////////	RIAD 4320	0 11.c.
12. Net income (loss) (sum of items 10 and 11.c)	//////////	RIAD 4340	135,910 12.

| I481 | (-

Memoranda

Dollar Amounts in Thousands	Year-to-date		
	RIAD	Bil Mil Thou	
1. Interest expense incurred to carry tax-exempt securities, loans, and leases acquired after August 7, 1986, that is not deductible for federal income tax purposes	4513	100	M.1.
2. Income from the sale and servicing of mutual funds and annuities in domestic offices (included in Schedule RI, item 8)	8431	8,458	M.2.
3.-4. Not applicable			
5. Number of full-time equivalent employees on payroll at end of current period (round to nearest whole number)	4150	8,754	M.5.
6. Not applicable			
7. If the reporting bank has restated its balance sheet as a result of applying push down accounting this calendar year, report the date of the bank's acquisition	9106	00/00/00	M.7.
8. Trading revenue (from cash instruments and off-balance sheet derivative instruments) (sum of Memorandum items 8.a through 8.d must equal Schedule RI, item 5.c):	//// Bil Mil Thou		
a. Interest rate exposures	8757	6,911	M.8.a.
b. Foreign exchange exposures	8758	7,348	M.8.b.
c. Equity security and index exposures	8759	0	M.8.c.
d. Commodity and other exposures	8760	0	M.8.d.
9. Impact on income of off-balance sheet derivatives held for purposes other than trading:	//////////		
a. Net increase (decrease) to interest income	8761	8,763	M.9.a.
b. Net (increase) decrease to interest expense	8762	(870)	M.9.b.
c. Other (noninterest) allocations	8763	(616)	M.9.c.
10. Credit losses on off-balance sheet derivatives (see instructions)	A251	0	M.10.

*Describe on Schedule RI-E--Explanations.

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Schedule RI-A--Changes in Equity Capital

Indicate decreases and losses in parentheses.

	Dollar Amounts in Thousands		I483		(-)
	RIAD	Bil Mil Thou			
1. Total equity capital originally reported in the December 31, 1995, Reports of Condition and Income	3215	1,596,159			1.
2. Equity capital adjustments from amended Reports of Income, net*	3216	0			2.
3. Amended balance end of previous calendar year (sum of items 1 and 2)	3217	1,596,159			3.
4. Net income (loss) (must equal Schedule RI, item 12)	4340	135,910			4.
5. Sale, conversion, acquisition, or retirement of capital stock, net	4346	0			5.
6. Changes incident to business combinations, net	4356	0			6.
7. LESS: Cash dividends declared on preferred stock	4470	0			7.
8. LESS: Cash dividends declared on common stock	4460	0			8.
9. Cumulative effect of changes in accounting principles from prior years* (see instructions for this schedule)	4411	0			9.
10. Corrections of material accounting errors from prior years* (see instructions for this schedule)	4412	0			10.
11. Change in net unrealized holding gains (losses) on available-for-sale securities	8433	(72,304)			11.
12. Foreign currency translation adjustments	4414	0			12.
13. Other transactions with parent holding company* (not included in items 5, 7, or 8 above)	4415	0			13.
14. Total equity capital end of current period (sum of items 3 through 13) (must equal Schedule RC, item 28)	3210	1,659,765			14.

*Describe on Schedule RI-E--Explanations.

Schedule RI-B--Charge-offs and Recoveries and Changes in Allowance for Loan and Lease Losses

Part I. Charge-offs and Recoveries on Loans and Leases

Part I excludes charge-offs and recoveries through the allocated transfer risk reserve.

	Dollar Amounts in Thousands				I486		(-)
	(Column A) Charge-offs		(Column B) Recoveries		Calendar year-to-date		
	RIAD	Bil Mil Thou	RIAD	Bil Mil Thou			
1. Loans secured by real estate:							
a. To U.S. addressees (domicile)	4651	1,321	4661	2,459			1.a.
b. To non-U.S. addressees (domicile)	4652	0	4662	0			1.b.
2. Loans to depository institutions and acceptances of other banks:							
a. To U.S. banks and other U.S. depository institutions	4653	0	4663	0			2.a.
b. To foreign banks	4654	0	4664	0			2.b.
3. Loans to finance agricultural production and other loans to farmers	4655	1,227	4665	4			3.
4. Commercial and industrial loans:							
a. To U.S. addressees (domicile)	4645	26,720	4617	1,135			4.a.
b. To non-U.S. addressees (domicile)	4646	0	4618	0			4.b.
5. Loans to individuals for household, family, and other personal expenditures:							
a. Credit cards and related plans	4656	1,647	4666	210			5.a.
b. Other (includes single payment, installment, and all student loans)	4657	14,515	4667	5,310			5.b.
6. Loans to foreign governments and official institutions	4643	0	4627	5			6.
7. All other loans	4644	665	4628	1,149			7.
8. Lease financing receivables:							
a. Of U.S. addressees (domicile)	4658	0	4668	0			8.a.
b. Of non-U.S. addressees (domicile)	4659	0	4669	0			8.b.
9. Total (sum of items 1 through 8)	4635	46,095	4605	10,272			9.

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Schedule RI-B--Continued

Part I. Continued

Memoranda	(Column A) Charge-offs		(Column B) Recoveries		
	Calendar year-to-date				
	Dollar Amounts in Thousands		Dollar Amounts in Thousands		
	RIAD	Bil Mil Thou	RIAD	Bil Mil Thou	
1-3. Not applicable	////	////	////	////	
4. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RI-B, part I, items 4 and 7, above	5409	0	5410	51	M.4.
5. Loans secured by real estate in domestic offices (included in Schedule RI-B, part I, item 1, above):					
a. Construction and land development	3582	450	3583	148	M.5.a.
b. Secured by farmland	3584	0	3585	0	M.5.b.
c. Secured by 1-4 family residential properties:					
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	5411	0	5412	0	M.5.c.(1)
(2) All other loans secured by 1-4 family residential properties	5413	866	5414	263	M.5.c.(2)
d. Secured by multifamily (5 or more) residential properties	3588	0	3589	4	M.5.d.
e. Secured by nonfarm nonresidential properties	3590	5	3591	2,044	M.5.e.

Part II. Changes in Allowance for Loan and Lease Losses

	Dollar Amounts in Thousands		Dollar Amounts in Thousands		
	RIAD	Bil Mil Thou	RIAD	Bil Mil Thou	
1. Balance originally reported in the December 31, 1995, Reports of Condition and Income	3124	290,221			1.
2. Recoveries (must equal part I, item 9, column B above)	4605	10,272			2.
3. LESS: Charge-offs (must equal part I, item 9, column A above)	4635	46,095			3.
4. Provision for loan and lease losses (must equal Schedule RI, item 4.a)	4230	0			4.
5. Adjustments* (see instructions for this schedule)	4815	0			5.
6. Balance end of current period (sum of items 1 through 5) (must equal Schedule RC, item 4.b)	3123	254,398			6.

*Describe on Schedule RI-E--Explanations.

Schedule RI-C--Applicable Income Taxes by Taxing Authority

Schedule RI-C is to be reported with the December Report of Income.

	Dollar Amounts in Thousands		Dollar Amounts in Thousands		
	RIAD	Bil Mil Thou	RIAD	Bil Mil Thou	
1. Federal	4780	N/A			1.
2. State and local	4790	N/A			2.
3. Foreign	4795	N/A			3.
4. Total (sum of items 1 through 3) (must equal sum of Schedule RI, items 9 and 11.b)	4770	N/A			4.
5. Deferred portion of item 4	RIAD 4772	N/A	1489	(-	5.

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Schedule RI-D--Income from International Operations

For all banks with foreign offices, Edge or Agreement subsidiaries, or IBFs where international operations account for more than 10 percent of total revenues, total assets, or net income.

Part I. Estimated Income from International Operations

	I492		
	Year-to-date		
	RIAD	Bil Mil Thou	
Dollar Amounts in Thousands			
1. Interest income and expense booked at foreign offices, Edge and Agreement subsidiaries, and IBFs:	//////////		
a. Interest income booked	4837	N/A	1.a.
b. Interest expense booked	4838	N/A	1.b.
c. Net interest income booked at foreign offices, Edge and Agreement subsidiaries, and IBFs (item 1.a minus 1.b)	4839	N/A	1.c.
2. Adjustments for booking location of international operations:	//////////		
a. Net interest income attributable to international operations booked at domestic offices	4840	N/A	2.a.
b. Net interest income attributable to domestic business booked at foreign offices	4841	N/A	2.b.
c. Net booking location adjustment (item 2.a minus 2.b)	4842	N/A	2.c.
3. Noninterest income and expense attributable to international operations:	//////////		
a. Noninterest income attributable to international operations	4097	N/A	3.a.
b. Provision for loan and lease losses attributable to international operations	4235	N/A	3.b.
c. Other noninterest expense attributable to international operations	4239	N/A	3.c.
d. Net noninterest income (expense) attributable to international operations (item 3.a minus 3.b and 3.c)	4843	N/A	3.d.
4. Estimated pretax income attributable to international operations before capital allocation adjustment (sum of items 1.c, 2.c, and 3.d)	4844	N/A	4.
5. Adjustment to pretax income for internal allocations to international operations to reflect the effects of equity capital on overall bank funding costs	4845	N/A	5.
6. Estimated pretax income attributable to international operations after capital allocation adjustment (sum of items 4 and 5)	4846	N/A	6.
7. Income taxes attributable to income from international operations as estimated in item 6	4797	N/A	7.
8. Estimated net income attributable to international operations (item 6 minus 7)	4341	N/A	8.

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	RIAD	Bil Mil Thou	
Dollar Amounts in Thousands			
1. Intracompany interest income included in item 1.a above	4847	N/A	M.1.
2. Intracompany interest expense included in item 1.b above	4848	N/A	M.2.

Part II. Supplementary Details on Income from International Operations Required by the Departments of Commerce and Treasury for Purposes of the U.S. International Accounts and the U.S. National Income and Product Accounts

	Year-to-date		
	RIAD	Bil Mil Thou	
Dollar Amounts in Thousands			
1. Interest income booked at IBFs	4849	N/A	1.
2. Interest expense booked at IBFs	4850	N/A	2.
3. Noninterest income attributable to international operations booked at domestic offices (excluding IBFs):	//////////		
a. Gains (losses) and extraordinary items	5491	N/A	3.a.
b. Fees and other noninterest income	5492	N/A	3.b.
4. Provision for loan and lease losses attributable to international operations booked at domestic offices (excluding IBFs)	4852	N/A	4.
5. Other noninterest expense attributable to international operations booked at domestic offices (excluding IBFs)	4853	N/A	5.

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Schedule RI-E--Explanations

Schedule RI-E is to be completed each quarter on a calendar year-to-date basis.

Detail all adjustments in Schedule RI-A and RI-B, all extraordinary items and other adjustments in Schedule RI, and all significant items of other noninterest income and other noninterest expense in Schedule RI. (See instructions for details.)

	I495		(-)
	Year-to-date		
Dollar Amounts in Thousands	RIAD	Bil Mil Thou	
1. All other noninterest income (from Schedule RI, item 5.f.(2))	////		
Report amounts that exceed 10% of Schedule RI, item 5.f.(2):	////		
a. Net gains on other real estate owned	5415	5,813	1.a.
b. Net gains on sales of loans	5416	0	1.b.
c. Net gains on sales of premises and fixed assets	5417	0	1.c.
Itemize and describe the three largest other amounts that exceed 10% of Schedule RI, item 5.f.(2):	////		
d. TEXT 4461 -----			
CHECK PRINTING INCOME	4461	5,121	1.d.
e. TEXT 4462 -----			
INTERBANK CONTRACT SERVICES	4462	5,480	1.e.
f. TEXT 4463 -----			
	4463		1.f.
2. Other noninterest expense (from Schedule RI, item 7.c):	////		
a. Amortization expense of intangible assets	4531	22,682	2.a.
Report amounts that exceed 10% of Schedule RI, item 7.c:	////		
b. Net losses on other real estate owned	5418	0	2.b.
c. Net losses on sales of loans	5419	0	2.c.
d. Net losses on sales of premises and fixed assets	5420	0	2.d.
Itemize and describe the three largest other amounts that exceed 10% of Schedule RI, item 7.c:	////		
e. TEXT 4464 -----			
	4464		2.e.
f. TEXT 4467 -----			
	4467		2.f.
g. TEXT 4468 -----			
	4468		2.g.
3. Extraordinary items and other adjustments (from Schedule RI, item 11.a) and applicable income tax effect (from Schedule RI, item 11.b) (itemize and describe all extraordinary items and other adjustments):	////		
a. (1) TEXT 4469 -----			
(2) Applicable income tax effect RIAD 4486	4469		3.a.(1)
b. (1) TEXT 4487 -----			
(2) Applicable income tax effect RIAD 4488	4487		3.a.(2)
c. (1) TEXT 4489 -----			
(2) Applicable income tax effect RIAD 4491	4489		3.b.(1)
4. Equity capital adjustments from amended Reports of Income (from Schedule RI-A, item 2) (itemize and describe all adjustments):	////		
a. TEXT 4492 -----			
	4492		3.b.(2)
b. TEXT 4493 -----			
	4493		3.c.(1)
5. Cumulative effect of changes in accounting principles from prior years (from Schedule RI-A, item 9) (itemize and describe all changes in accounting principles):	////		
a. TEXT 4494 -----			
	4494		3.c.(2)
b. TEXT 4495 -----			
	4495		4.a.
6. Corrections of material accounting errors from prior years (from Schedule RI-A, item 10) (itemize and describe all corrections):	////		
a. TEXT 4496 -----			
	4496		4.b.
b. TEXT 4497 -----			
	4497		5.a.

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Schedule RI-E--Continued

Dollar Amounts in Thousands	Year-to-date		
	RIAD	Bil Mil Thou	
7. Other transactions with parent holding company (from Schedule RI-A, item 13) (itemize and describe all such transactions):	//////////	//////////	
a. TEXT 4498 -----	4498		7.a.
b. TEXT 4499 -----	4499		7.b.
8. Adjustments to allowance for loan and lease losses (from Schedule RI-B, part II, item 5) (itemize and describe all adjustments):	//////////	//////////	
a. TEXT 4521 -----	4521		8.a.
b. TEXT 4522 -----	4522		8.b.
9. Other explanations (the space below is provided for the bank to briefly describe, at its option, any other significant items affecting the Report of Income):	I498	I499	(-
No comment (RIAD 4769)			
Other explanations (please type or print clearly): (TEXT 4769)			

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Consolidated Report of Condition for Insured Commercial and State-Chartered Savings Banks for June 30, 1996

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

		C400		(-
Dollar Amounts in Thousands		RCFD	Bil Mil Thou	
ASSETS				
1. Cash and balances due from depository institutions (from Schedule RC-A):				
a. Noninterest-bearing balances and currency and coin(1)				
		0081	2,008,330	1.a.
b. Interest-bearing balances(2)				
		0071	5,108	1.b.
2. Securities:				
a. Held-to-maturity securities (from Schedule RC-B, column A)				
		1754	592,121	2.a.
b. Available-for-sale securities (from Schedule RC-B, column D)				
		1773	3,158,919	2.b.
3. Federal funds sold and securities purchased under agreements to resell in domestic offices of the bank and of its Edge and Agreement subsidiaries, and in IBFs:				
a. Federal funds sold				
		0276	1,774,300	3.a.
b. Securities purchased under agreements to resell				
		0277	14,896	3.b.
4. Loans and lease financing receivables:				
a. Loans and leases, net of unearned income (from Schedule RC-C)				
	RCFD 2122	12,062,066		4.a.
b. LESS: Allowance for loan and lease losses				
	RCFD 3123	254,398		4.b.
c. LESS: Allocated transfer risk reserve				
	RCFD 3128	0		4.c.
d. Loans and leases, net of unearned income, allowance, and reserve (item 4.a minus 4.b and 4.c)				
		2125	11,807,668	4.d.
5. Trading assets (from Schedule RC-D)				
		3545	26,501	5.
6. Premises and fixed assets (including capitalized leases)				
		2145	555,173	6.
7. Other real estate owned (from Schedule RC-M)				
		2150	13,643	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	10,277	9.
10. Intangible assets (from Schedule RC-M)				
		2143	442,399	10.
11. Other assets (from Schedule RC-F)				
		2160	398,765	11.
12. Total assets (sum of items 1 through 11)				
		2170	20,808,100	12.

(1) Includes cash items in process of collection and unposted debits.
 (2) Includes time certificates of deposit not held for trading.

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Schedule RC--Continued

	Dollar Amounts in Thousands		//////////	Bil Mil Thou	
LIABILITIES					
13. Deposits:			//////////		
a. In domestic offices (sum of totals of columns A and C from Schedule RC-E, part I)			RCON 2200	15,341,444	13.a.
(1) Noninterest-bearing(1)	RCON 6631	6,104,891	//////////		13.a.(1)
(2) Interest-bearing	RCON 6636	9,236,553	//////////		13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs (from Schedule RC-E, part II)			RCFN 2200	320,667	13.b.
(1) Noninterest-bearing	RCFN 6631	0	//////////		13.b.(1)
(2) Interest-bearing	RCFN 6636	320,667	//////////		13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase in domestic offices of the bank and of its Edge and Agreement subsidiaries, and in IBFs:			//////////		
a. Federal funds purchased	RCFD 0278	261,294	RCFD 0279	950,307	14.a.
b. Securities sold under agreements to repurchase					14.b.
15. a. Demand notes issued to the U.S. Treasury	RCON 2840	1,565,030	RCFD 3548	15,672	15.a.
b. Trading liabilities (from Schedule RC-D)					15.b.
16. Other borrowed money:			//////////		
a. With a remaining maturity of one year or less	RCFD 2332	14,797	RCFD 2333	96	16.a.
b. With a remaining maturity of more than one year					16.b.
17. Mortgage indebtedness and obligations under capitalized leases	RCFD 2910	26,820	RCFD 2920	10,277	17.
18. Bank's liability on acceptances executed and outstanding	RCFD 3200	345,000	RCFD 2930	296,931	18.
19. Subordinated notes and debentures			RCFD 2948	19,148,335	19.
20. Other liabilities (from Schedule RC-G)					20.
21. Total liabilities (sum of items 13 through 20)			RCFD 3282	0	21.
22. Limited-life preferred stock and related surplus			RCFD 3838	0	22.
EQUITY CAPITAL					
23. Perpetual preferred stock and related surplus			RCFD 3230	612,893	23.
24. Common stock			RCFD 3839	924,675	24.
25. Surplus (exclude all surplus related to preferred stock)			RCFD 3632	206,260	25.
26. a. Undivided profits and capital reserves			RCFD 8434	(84,063)	26.a.
b. Net unrealized holding gains (losses) on available-for-sale securities			RCFD 3284	0	26.b.
27. Cumulative foreign currency translation adjustments			RCFD 3210	1,659,765	27.
28. Total equity capital (sum of items 23 through 27)			RCFD 3300	20,808,100	28.
29. Total liabilities, limited-life preferred stock, and equity capital (sum of items 21, 22, and 28)					29.

Memorandum

To be reported only with the March Report of Condition.

1. Indicate in the box 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 1995

Number

| RCFD 6724 N/A | M.1.

- 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 = 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)
- 4 = Directors' examination of the bank performed by other external auditors (may be required by state chartering authority)
- 5 = Review of the bank's financial statements by external auditors
- 6 = Compilation of the bank's financial statements by external auditors
- 7 = Other audit procedures (excluding tax preparation work)
- 8 = No external audit work

(1) Includes total demand deposits and noninterest-bearing time and savings deposits.

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Schedule RC-A--Cash and Balances Due From Depository Institutions

Exclude assets held for trading.

	C405				
	(Column A) Consolidated Bank		(Column B) Domestic Offices		
	RCFD	Bil Mil Thou	RCON	Bil Mil Thou	
Dollar Amounts in Thousands					
1. Cash items in process of collection, unposted debits, and currency and coin	0022	1,751,651	0020	1,475,135	1.
a. Cash items in process of collection and unposted debits			0080	276,516	1.a.
b. Currency and coin			0082	41,717	2.
2. Balances due from depository institutions in the U.S.					
a. U.S. branches and agencies of foreign banks (including their IBFs)	0083	5,008			2.a.
b. Other commercial banks in the U.S. and other depository institutions in the U.S. (including their IBFs)	0085	36,709			2.b.
3. Balances due from banks in foreign countries and foreign central banks			0070	10,483	3.
a. Foreign branches of other U.S. banks	0073	16			3.a.
b. Other banks in foreign countries and foreign central banks	0074	10,472			3.b.
4. Balances due from Federal Reserve Banks	0090	209,582	0090	209,582	4.
5. Total (sum of items 1 through 4) (total of column A must equal Schedule RC, sum of items 1.a and 1.b)	0010	2,013,438	0010	2,013,433	5.

Memorandum

Dollar Amounts in Thousands

	RCON	Bil Mil Thou	
1. Noninterest-bearing balances due from commercial banks in the U.S. (included in item 2, column B above)	0050	36,609	M.1.

Schedule RC-B--Securities

Exclude assets held for trading.

	C410								
	Held-to-maturity				Available-for-sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value(1)		
Dollar Amounts in Thousands									
	RCFD	Bil Mil Thou	RCFD	Bil Mil Thou	RCFD	Bil Mil Thou	RCFD	Bil Mil Thou	
1. U.S. Treasury securities	0211	17,973	0213	17,950	1286	602,162	1287	581,488	1.
2. U.S. Government agency and corporation obligations (exclude mortgage-backed securities):									
a. Issued by U.S. Government agencies(2)	1289	0	1290	0	1291	0	1293	0	2.a.
b. Issued by U.S. Government-sponsored agencies(3)	1294	36	1295	20	1297	0	1298	0	2.b.

(1) Includes equity securities without readily determinable fair values at historical cost in item 6.c, column D.

(2) Includes Small Business Administration "Guaranteed Loan Pool Certificates," U.S. Maritime Administration obligations, and Export-Import Bank participation certificates.

(3) Includes obligations (other than mortgage-backed securities) issued by the Farm Credit System, the Federal Home Loan Bank System, the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association, the Financing Corporation, Resolution Funding Corporation, the Student Loan Marketing Association, and the Tennessee Valley Authority.

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Schedule RC-B--Continued

	Held-to-maturity				Available-for-sale			
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value(1)	
Dollar Amounts in Thousands	RCFD	Bil Mil Thou	RCFD	Bil Mil Thou	RCFD	Bil Mil Thou	RCFD	Bil Mil Thou
3. Securities issued by states and political subdivisions in the U.S.:	//////////	//////////	//////////	//////////	//////////	//////////	//////////	//////////
a. General obligations	1676	259	1677	259	1678	0	1679	0
b. Revenue obligations	1681	40	1686	49	1690	0	1691	0
c. Industrial development and similar obligations	1694	0	1695	0	1696	0	1697	0
4. Mortgage-backed securities (MBS):	//////////	//////////	//////////	//////////	//////////	//////////	//////////	//////////
a. Pass-through securities:	//////////	//////////	//////////	//////////	//////////	//////////	//////////	//////////
(1) Guaranteed by GNMA	1698	0	1699	0	1701	1,279,661	1702	1,273,466
(2) Issued by FNMA and FHLMC	1703	573,813	1705	563,957	1706	1,285,738	1707	1,254,570
(3) Other pass-through securities	1709	0	1710	0	1711	0	1713	0
b. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS):	//////////	//////////	//////////	//////////	//////////	//////////	//////////	//////////
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA	1714	0	1715	0	1716	0	1717	0
(2) Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA	1718	0	1719	0	1731	3,230	1732	3,268
(3) All other mortgage-backed securities	1733	0	1734	0	1735	0	1736	0
5. Other debt securities:	//////////	//////////	//////////	//////////	//////////	//////////	//////////	//////////
a. Other domestic debt securities	1737	0	1738	0	1739	0	1741	0
b. Foreign debt securities	1742	0	1743	0	1744	0	1746	0
6. Equity securities:	//////////	//////////	//////////	//////////	//////////	//////////	//////////	//////////
a. Investments in mutual funds	//////////	//////////	//////////	//////////	1747	0	1748	0
b. Other equity securities with readily determinable fair values	//////////	//////////	//////////	//////////	1749	0	1751	0
c. All other equity securities(1)	//////////	//////////	//////////	//////////	1752	46,127	1753	46,127
7. Total (sum of items 1 through 6) (total of column A must equal Schedule RC, item 2.a) (total of column D must equal Schedule RC, item 2.b)	1754	592,121	1771	582,235	1772	3,216,918	1773	3,158,919

(1) Includes equity securities without readily determinable fair values at historical cost in item 6.c, column D. 14

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Schedule RC-B--Continued

Memoranda	C412		(-
	RCFD	Bil Mil Thou	
Dollar Amounts in Thousands			
1. Pledged securities(2)	0416	2,237,322	M.1.
2. Maturity and repricing data for debt securities(2),(3),(4) (excluding those in nonaccrual status):	//////////	//////////	
a. Fixed rate debt securities with a remaining maturity of:	//////////	//////////	
(1) Three months or less	0343	18,265	M.2.a.(1)
(2) Over three months through 12 months	0344	198,548	M.2.a.(2)
(3) Over one year through five years	0345	1,045,308	M.2.a.(3)
(4) Over five years	0346	2,437,988	M.2.a.(4)
(5) Total fixed rate debt securities (sum of Memorandum items 2.a.(1) through 2.a.(4)	0347	3,700,109	M.2.a.(5)
b. Floating rate debt securities with a repricing frequency of:	//////////	//////////	
(1) Quarterly or more frequently	4544	4,804	M.2.b.(1)
(2) Annually or more frequently, but less frequently than quarterly	4545	0	M.2.b.(2)
(3) Every five years or more frequently, but less frequently than annually	4551	0	M.2.b.(3)
(4) Less frequently than every five years	4552	0	M.2.b.(4)
(5) Total floating rate debt securities (sum of Memorandum items 2.b.(1) through 2.b.(4))	4553	4,804	M.2.b.(5)
c. Total debt securities (sum of Memorandum items 2.a.(5) and 2.b.(5)) (must equal total debt securities from Schedule RC-B, sum of items 1 through 5, columns A and D, minus nonaccrual debt securities included in Schedule RC-N, item 9, column C)	0393	3,704,913	M.2.c.
3. Not applicable	//////////	//////////	
4. Held-to-maturity debt securities restructured and in compliance with modified terms (included in Schedule RC-B, items 3 through 5, column A, above)	5365	0	M.4.
5. Not applicable	//////////	//////////	
6. Floating rate debt securities with a remaining maturity of one year or less(2),(4) (included in Memorandum items 2.b.(1) through 2.b.(4) above)	5519	0	M.6.
7. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer)	1778	0	M.7.
8. High-risk mortgage securities (included in the held-to-maturity and available-for-sale accounts in Schedule RC-B, item 4.b):	//////////	//////////	
a. Amortized cost	8780	0	M.8.a.
b. Fair value	8781	0	M.8.b.
9. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule RC-B, items 2, 3, and 5):	//////////	//////////	
a. Amortized cost	8782	0	M.9.a.
b. Fair value	8783	0	M.9.b.

- (2) Includes held-to-maturity securities at amortized cost and available-for-sale securities at fair value.
- (3) Exclude equity securities, e.g., investments in mutual funds, Federal Reserve stock, common stock, and preferred stock.
- (4) Memorandum items 2 and 6 are not applicable to savings banks that must complete supplemental Schedule RC-J.

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Schedule RC-C--Loans and Lease Financing Receivables

Part I. Loans and Leases

Do not deduct the allowance for loan and lease losses from amounts reported in this schedule. Report total loans and leases, net of unearned income. Exclude assets held for trading.

	(Column A) Consolidated Bank		(Column B) Domestic Offices		C415	(-)
	RCFD	Bil Mil Thou	RCON	Bil Mil Thou		
Dollar Amounts in Thousands						
1. Loans secured by real estate	1410	2,547,770	//////////	//////////		1.
a. Construction and land development	//////////	//////////	1415	527,540		1.a.
b. Secured by farmland (including farm residential and other improvements)	//////////	//////////	1420	17,748		1.b.
c. Secured by 1-4 family residential properties:	//////////	//////////	//////////	//////////		
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	//////////	//////////	1797	0		1.c.(1)
(2) All other loans secured by 1-4 family residential properties:	//////////	//////////	//////////	//////////		
(a) Secured by first liens	//////////	//////////	5367	784,981		1.c.(2)(a)
(b) Secured by junior liens	//////////	//////////	5368	291,860		1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties	//////////	//////////	1460	155,522		1.d.
e. Secured by nonfarm nonresidential properties	//////////	//////////	1480	770,119		1.e.
2. Loans to depository institutions:	//////////	//////////	//////////	//////////		
a. To commercial banks in the U.S.	//////////	//////////	1505	1,840		2.a.
(1) To U.S. branches and agencies of foreign banks	1506	0	//////////	//////////		2.a.(1)
(2) To other commercial banks in the U.S.	1507	1,840	//////////	//////////		2.a.(2)
b. To other depository institutions in the U.S.	1517	10	1517	10		2.b.
c. To banks in foreign countries	//////////	//////////	1510	27,894		2.c.
(1) To foreign branches of other U.S. banks	1513	0	//////////	//////////		2.c.(1)
(2) To other banks in foreign countries	1516	30,894	//////////	//////////		2.c.(2)
3. Loans to finance agricultural production and other loans to farmers	1590	63,053	1590	63,053		3.
4. Commercial and industrial loans:	//////////	//////////	//////////	//////////		
a. To U.S. addressees (domicile)	1763	5,508,687	1763	5,472,190		4.a.
b. To non-U.S. addressees (domicile)	1764	177,066	1764	111,834		4.b.
5. Acceptances of other banks:	//////////	//////////	//////////	//////////		
a. Of U.S. banks	1756	0	1756	0		5.a.
b. Of foreign banks	1757	0	1757	0		5.b.
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)	//////////	//////////	1975	2,346,447		6.
a. Credit cards and related plans (includes check credit and other revolving credit plans)	2008	127,685	//////////	//////////		6.a.
b. Other (includes single payment, installment, and all student loans) .	2011	2,218,762	//////////	//////////		6.b.
7. Loans to foreign governments and official institutions (including foreign central banks)	2081	153,840	2081	148,417		7.
8. Obligations (other than securities and leases) of states and political subdivisions in the U.S. (includes nonrated industrial development obligations)	2107	17,446	2107	17,446		8.
9. Other loans	1563	1,064,591	//////////	//////////		9.
a. Loans for purchasing or carrying securities (secured and unsecured) .	//////////	//////////	1545	45,371		9.a.
b. All other loans (exclude consumer loans)	//////////	//////////	1564	1,019,220		9.b.
10. Lease financing receivables (net of unearned income)	//////////	//////////	2165	150,422		10.
a. Of U.S. addressees (domicile)	2182	135,853	//////////	//////////		10.a.
b. Of non-U.S. addressees (domicile)	2183	14,569	//////////	//////////		10.b.
11. LESS: Any unearned income on loans reflected in items 1-9 above	2123	0	2123	0		11.
12. Total loans and leases, net of unearned income (sum of items 1 through 10 minus item 11) (total of column A must equal Schedule RC, item 4.a)	2122	12,062,066	2122	11,951,914		12.

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Schedule RC-C--Continued

Part I. Continued

Memoranda	(Column A) Consolidated Bank		(Column B) Domestic Offices		
	RCFD	Bil Mil Thou	RCON	Bil Mil Thou	
Dollar Amounts in Thousands					
1. Commercial paper included in Schedule RC-C, part I, above	1496	0	1496	0	M.1.
2. Loans and leases restructured and in compliance with modified terms (included in Schedule RC-C, part I, above and not reported as past due or nonaccrual in Schedule RC-N, Memorandum item 1):	//////////	//////////	//////////	//////////	
a. Loans secured by real estate:					
(1) To U.S. addressees (domicile)	1687	0			M.2.a.(1)
(2) To non-U.S. addressees (domicile)	1689	0			M.2.a.(2)
b. All other loans and all lease financing receivables (exclude loans to individuals for household, family, and other personal expenditures)	8691	219,523			M.2.b.
c. Commercial and industrial loans to and lease financing receivables of non-U.S. addressees (domicile) included in Memorandum item 2.b above	8692	0			M.2.c.
3. Maturity and repricing data for loans and leases(1) (excluding those in nonaccrual status):					
a. Fixed rate loans and leases with a remaining maturity of:					
(1) Three months or less	0348	412,544			M.3.a.(1)
(2) Over three months through 12 months	0349	618,804			M.3.a.(2)
(3) Over one year through five years	0356	2,248,224			M.3.a.(3)
(4) Over five years	0357	1,421,160			M.3.a.(4)
(5) Total fixed rate loans and leases (sum of Memorandum items 3.a.(1) through 3.a.(4))	0358	4,700,732			M.3.a.(5)
b. Floating rate loans with a repricing frequency of:					
(1) Quarterly or more frequently	4554	6,559,414			M.3.b.(1)
(2) Annually or more frequently, but less frequently than quarterly	4555	519,123			M.3.b.(2)
(3) Every five years or more frequently, but less frequently than annually	4561	118,330			M.3.b.(3)
(4) Less frequently than every five years	4564	31,362			M.3.b.(4)
(5) Total floating rate loans (sum of Memorandum items 3.b.(1) through 3.b.(4))	4567	7,228,229			M.3.b.(5)
c. Total loans and leases (sum of Memorandum items 3.a.(5) and 3.b.(5)) (must equal the sum of total loans and leases, net, from Schedule RC-C, part I, item 12, plus unearned income from Schedule RC-C, part I, item 11, minus total nonaccrual loans and leases from Schedule RC-N, sum of items 1 through 8, column C)	1479	11,928,961			M.3.c.
d. Floating rate loans with a remaining maturity of one year or less (included in Memorandum items 3.b.(1) through 3.b.(4) above)	A246	2,497,717			M.3.d.
4. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RC-C, part I, items 4 and 9, column A, page RC-6(2)	2746	324,581			M.4.
5. Loans and leases held for sale (included in Schedule RC-C, part I, above)	5369	263,751			M.5.
6. Adjustable rate closed-end loans secured by first liens on 1-4 family residential properties (included in Schedule RC-C, part I, item 1.c.(2)(a), column B, page RC-6)			RCON	Bil Mil Thou	M.6.
			5370	207,766	

- (1) Memorandum item 3 is not applicable to savings banks that must complete supplemental Schedule RC-J.
- (2) Exclude loans secured by real estate that are included in Schedule RC-C, part I, item 1, column A.

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Schedule RC-C--Continued

Part II. Continued

Agricultural Loans to Small Farms

5. Indicate in the appropriate box at the right whether all or substantially all of the dollar volume of your bank's "Loans secured by farmland (including farm residential and other improvements)" in domestic offices reported in Schedule RC-C, part I, item 1.b, column B, and all or substantially all of the dollar volume of your bank's "Loans to finance agricultural production and other loans to farmers" in domestic offices reported in Schedule RC-C, part I, item 3, column B, have original amounts of \$100,000 or less (If your bank has no loans outstanding in both of these two loan categories, place an "X" in the box marked "NO" and do not complete items 7 and 8; otherwise, see instructions for further information.)

	YES	NO
.....	6860	X

If YES, complete items 6.a and 6.b below and do not complete items 7 and 8.

If NO and your bank has loans outstanding in either loan category, skip items 6.a and 6.b and complete items 7 and 8 below.

6. Report the total number of loans currently outstanding for each of the following Schedule RC-C, part I, loan categories:

	Number of Loans		
a. "Loans secured by farmland (including farm residential and other improvements)" in domestic offices reported in Schedule RC-C, part I, item 1.b, column B	5576	N/A	6.a.
b. "Loans to finance agricultural production and other loans to farmers" in domestic offices reported in Schedule RC-C, part I, item 3, column B	5577	N/A	6.b.

(Column A)	(Column B)
Number of Loans	Amount Currently Outstanding

Dollar Amounts in Thousands

	Number of Loans		Amount		
	CON		CON	Bil Mil Thou	
7. Number and amount currently outstanding of "Loans secured by farmland (including farm residential and other improvements)" in domestic offices reported in Schedule RC-C, part I, item 1.b, column B (sum of items 7.a through 7.c must be less than or equal to Schedule RC-C, part I, item 1.b, column B):					
a. With original amounts of \$100,000 or less	5578	19	5579	519	7.a.
b. With original amounts of more than \$100,000 through \$250,000	5580	13	5581	1,916	7.b.
c. With original amounts of more than \$250,000 through \$500,000	5582	9	5583	2,232	7.c.
8. Number and amount currently outstanding of "Loans to finance agricultural production and other loans to farmers" in domestic offices reported in Schedule RC-C, part I, item 3, column B (sum of items 8.a through 8.c must be less than or equal to Schedule RC-C, part I, item 3, column B):					
a. With original amounts of \$100,000 or less	5584	125	5585	3,621	8.a.
b. With original amounts of more than \$100,000 through \$250,000	5586	31	5587	3,701	8.b.
c. With original amounts of more than \$250,000 through \$500,000	5588	18	5589	3,427	8.c.

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Schedule RC-D--Trading Assets and Liabilities

Schedule RC-D is to be completed only by banks with \$1 billion or more in total assets or with \$2 billion or more in par/notional amount of off-balance sheet derivative contracts (as reported in Schedule RC-L, items 14.a through 14.e, columns A through D).

	C420		(-
	Dollar Amounts in Thousands		
	Bil	Mil	Thou
ASSETS			
1. U.S. Treasury securities in domestic offices	RCON 3531	1,987	1.
2. U.S. Government agency and corporation obligations in domestic offices (exclude mortgage-backed securities)	RCON 3532	255	2.
3. Securities issued by states and political subdivisions in the U.S. in domestic offices	RCON 3533	3,477	3.
4. Mortgage-backed securities (MBS) in domestic offices:			
a. Pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA	RCON 3534	0	4.a.
b. Other mortgage-backed securities issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS)	RCON 3535	0	4.b.
c. All other mortgage-backed securities	RCON 3536	0	4.c.
5. Other debt securities in domestic offices	RCON 3537	0	5.
6. Certificates of deposit in domestic offices	RCON 3538	0	6.
7. Commercial paper in domestic offices	RCON 3539	0	7.
8. Bankers acceptances in domestic offices	RCON 3540	0	8.
9. Other trading assets in domestic offices	RCON 3541	15	9.
10. Trading assets in foreign offices	RCFN 3542	0	10.
11. Revaluation gains on interest rate, foreign exchange rate, and other commodity and equity contracts:			
a. In domestic offices	RCON 3543	20,767	11.a.
b. In foreign offices	RCFN 3544	0	11.b.
12. Total trading assets (sum of items 1 through 11) (must equal Schedule RC, item 5)	RCFD 3545	26,501	12.
LIABILITIES			
13. Liability for short positions	RCFD 3546	0	13.
14. Revaluation losses on interest rate, foreign exchange rate, and other commodity and equity contracts	RCFD 3547	15,672	14.
15. Total trading liabilities (sum of items 13 and 14) (must equal Schedule RC, item 15.b)	RCFD 3548	15,672	15.

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Schedule RC-E--Deposit Liabilities

Part I. Deposits in Domestic Offices

	C425						(-)						
	Transaction Accounts			Nontransaction Accounts									
	(Column A) Total transaction accounts (including total demand deposits)	(Column B) Memo: Total demand deposits (included in column A)	(Column C) Total nontransaction accounts (including MMDAs)										
Dollar Amounts in Thousands	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	
Deposits of:	////	////	////	////	////	////	////	////	////	////	////	////	////
1. Individuals, partnerships, and corporations	2201	5,560,725	2240	5,158,932	2346	9,011,941							1.
2. U.S. Government	2202	39,213	2280	39,202	2520	245							2.
3. States and political subdivisions in the U.S.	2203	110,890	2290	47,345	2530	161,786							3.
4. Commercial banks in the U.S.	2206	341,092	2310	341,092	2550	0							4.
5. Other depository institutions in the U.S.	2207	14,561	2312	14,561	2349	0							5.
6. Banks in foreign countries	2213	15,563	2320	15,563	2236	0							6.
7. Foreign governments and official institutions (including foreign central banks)	2216	1,413	2300	1,413	2377	0							7.
8. Certified and official checks	2330	84,015	2330	84,015									8.
9. Total (sum of items 1 through 8) (sum of columns A and C must equal Schedule RC, item 13.a)	2215	6,167,472	2210	5,702,123	2385	9,173,972							9.

Memoranda

	Dollar Amounts in Thousands			RCON	Bil	Mil	Thou	
1. Selected components of total deposits (i.e., sum of item 9, columns A and C):	////	////	////	////	////	////	////	
a. Total Individual Retirement Accounts (IRAs) and Keogh Plan accounts	6835	783,090						M.1.a.
b. Total brokered deposits	2365	0						M.1.b.
c. Fully insured brokered deposits (included in Memorandum item 1.b above):	////	////	////	////	////	////	////	
(1) Issued in denominations of less than \$100,000	2343	0						M.1.c.(1)
(2) Issued either in denominations of \$100,000 or in denominations greater than \$100,000 and participated out by the broker in shares of \$100,000 or less	2344	0						M.1.c.(2)
d. Maturity data for brokered deposits:	////	////	////	////	////	////	////	
(1) Brokered deposits issued in denominations of less than \$100,000 with a remaining maturity of one year or less (included in Memorandum item 1.c.(1) above)	A243	0						M.1.d.(1)
(2) Brokered deposits issued in denominations of \$100,000 or more with a remaining maturity of one year or less (included in Memorandum item 1.b above)	A244	0						M.1.d.(2)
e. Preferred deposits (uninsured deposits of states and political subdivisions in the U.S. reported in item 3 above which are secured or collateralized as required under state law) ...	5590	244,686						M.1.e.
2. Components of total nontransaction accounts (sum of Memorandum items 2.a through 2.d must equal item 9, column C above):	////	////	////	////	////	////	////	
a. Savings deposits:	////	////	////	////	////	////	////	
(1) Money market deposit accounts (MMDAs)	6810	2,725,506						M.2.a.(1)
(2) Other savings deposits (excludes MMDAs)	0352	2,929,288						M.2.a.(2)
b. Total time deposits of less than \$100,000	6648	2,654,818						M.2.b.
c. Time certificates of deposit of \$100,000 or more	6645	849,161						M.2.c.
d. Open-account time deposits of \$100,000 or more	6646	15,199						M.2.d.
3. All NOW accounts (included in column A above)	2398	465,349						M.3.

4. Not applicable

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Schedule RC-E--Continued

Part I. Continued

Memoranda (continued)

	Dollar Amounts in Thousands	RCON	Bil	Mil	Thou	
5. Maturity and repricing data for time deposits of less than \$100,000 (sum of Memorandum items 5.a.(1) through 5.b.(3) must equal Memorandum item 2.b above):(1)		//////////				
a. Fixed rate time deposits of less than \$100,000 with a remaining maturity of:		//////////				
(1) Three months or less	A225		796,609			M.5.a.(1)
(2) Over three months through 12 months	A226		1,166,979			M.5.a.(2)
(3) Over one year	A227		619,730			M.5.a.(3)
b. Floating rate time deposits of less than \$100,000 with a repricing frequency of:		//////////				
(1) Quarterly or more frequently	A228		23,928			M.5.b.(1)
(2) Annually or more frequently, but less frequently than quarterly	A229		33,700			M.5.b.(2)
(3) Less frequently than annually	A230		13,872			M.5.b.(3)
c. Floating rate time deposits of less than \$100,000 with a remaining maturity of one year or less (included in Memorandum items 5.b.(1) through 5.b.(3) above)	A231		57,503			M.5.c.
6. Maturity and repricing data for time deposits of \$100,000 or more (i.e., time certificates of deposit of \$100,000 or more and open-account time deposits of \$100,000 or more) (sum of Memorandum items 6.a.(1) through 6.b.(4) must equal the sum of Memorandum items 2.c and 2.d above):(1)		//////////				
a. Fixed rate time deposits of \$100,000 or more with a remaining maturity of:		//////////				
(1) Three months or less	A232		478,226			M.6.a.(1)
(2) Over three months through 12 months	A233		303,697			M.6.a.(2)
(3) Over one year through five years	A234		68,142			M.6.a.(3)
(4) Over five years	A235		861			M.6.a.(4)
b. Floating rate time deposits of \$100,000 or more with a repricing frequency of:		//////////				
(1) Quarterly or more frequently	A236		10,723			M.6.b.(1)
(2) Annually or more frequently, but less frequently than quarterly	A237		2,711			M.6.b.(2)
(3) Every five years or more frequently, but less frequently than annually	A238		0			M.6.b.(3)
(4) Less frequently than every five years	A239		0			M.6.b.(4)
c. Floating rate time deposits of \$100,000 or more with a remaining maturity of one year or less (included in Memorandum items 6.b.(1) through 6.b.(4) above)	A240		10,696			M.6.c.

(1) Memorandum items 5 and 6 are not applicable to savings banks that must complete supplemental Schedule RC-J.

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Schedule RC-E--Continued

Part II. Deposits in Foreign Offices (including Edge and Agreement subsidiaries and IBFs)

	Dollar Amounts in Thousands		RCFN	Bil Mil Thou	
Deposits of:					
1. Individuals, partnerships, and corporations	2621	320,667			1.
2. U.S. banks (including IBFs and foreign branches of U.S. banks)	2623	0			2.
3. Foreign banks (including U.S. branches and agencies of foreign banks, including their IBFs)	2625	0			3.
4. Foreign governments and official institutions (including foreign central banks)	2650	0			4.
5. Certified and official checks	2330	0			5.
6. All other deposits	2668	0			6.
7. Total (sum of items 1 through 6) (must equal Schedule RC, item 13.b)	2200	320,667			7.

Memorandum

	Dollar Amounts in Thousands		RCFN	Bil Mil Thou	
1. Time deposits with a remaining maturity of one year or less (included in Part II, item 7 above)	A245	320,160			M.1.

Schedule RC-F--Other Assets

	Dollar Amounts in Thousands		RCFD	Bil Mil Thou	
C430 (-)					
1. Income earned, not collected on loans	RCFD 2164	102,082			1.
2. Net deferred tax assets(1)	RCFD 2148	98,069			2.
3. Excess residential mortgage servicing fees receivable	RCFD 5371	0			3.
4. Other (itemize and describe amounts that exceed 25% of this item)	RCFD 2168	198,614			4.
a. TEXT 3549 ----- RCFD 3549 59,963					4.a.
b. TEXT 3550 ----- RCFD 3550					4.b.
c. TEXT 3551 ----- RCFD 3551					4.c.
5. Total (sum of items 1 through 4) (must equal Schedule RC, item 11)	RCFD 2160	398,765			5.

Memorandum

	Dollar Amounts in Thousands		RCFD	Bil Mil Thou	
1. Deferred tax assets disallowed for regulatory capital purposes	RCFD 5610	0			M.1.

Schedule RC-G--Other Liabilities

	Dollar Amounts in Thousands		RCFD	Bil Mil Thou	
C435 (-)					
1. a. Interest accrued and unpaid on deposits in domestic offices(2)	RCFD 3645	27,012			1.a.
b. Other expenses accrued and unpaid (includes accrued income taxes payable)	RCFD 3646	174,668			1.b.
2. Net deferred tax liabilities(1)	RCFD 3049	0			2.
3. Minority interest in consolidated subsidiaries	RCFD 3000	0			3.
4. Other (itemize and describe amounts that exceed 25% of this item)	RCFD 2938	95,251			4.
a. TEXT 3552 ----- RCFD 3552 68,924					4.a.
b. TEXT 3553 ----- RCFD 3553					4.b.
c. TEXT 3554 ----- RCFD 3554					4.c.
5. Total (sum of items 1 through 4) (must equal Schedule RC, item 20)	RCFD 2930	296,931			5.

(1) See discussion of deferred income taxes in Glossary entry on "income taxes."

(2) For savings banks, include "dividends" accrued and unpaid on deposits.

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Schedule RC-H--Selected Balance Sheet Items for Domestic Offices

	C440 (-)		
	Domestic Offices		
Dollar Amounts in Thousands	RCON	Bil Mil Thou	
1. Customers' liability to this bank on acceptances outstanding	2155	10,277	1.
2. Bank's liability on acceptances executed and outstanding	2920	10,277	2.
3. Federal funds sold and securities purchased under agreements to resell	1350	1,789,196	3.
4. Federal funds purchased and securities sold under agreements to repurchase	2800	1,211,601	4.
5. Other borrowed money	3190	14,893	5.
EITHER	//////////		
6. Net due from own foreign offices, Edge and Agreement subsidiaries, and IBFs	2163	N/A	6.
OR	//////////		
7. Net due to own foreign offices, Edge and Agreement subsidiaries, and IBFs	2941	211,290	7.
8. Total assets (excludes net due from foreign offices, Edge and Agreement subsidiaries, and IBFs)	2192	20,676,867	8.
9. Total liabilities (excludes net due to foreign offices, Edge and Agreement subsidiaries, and IBFs)	3129	18,805,812	9.

Items 10-17 include held-to-maturity and available-for-sale securities in domestic offices.

	RCON	Bil Mil Thou	
10. U.S. Treasury securities	1779	599,461	10.
11. U.S. Government agency and corporation obligations (exclude mortgage-backed securities)	1785	36	11.
12. Securities issued by states and political subdivisions in the U.S.	1786	299	12.
13. Mortgage-backed securities (MBS):	//////////		
a. Pass-through securities:	//////////		
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA	1787	3,101,849	13.a.(1)
(2) Other pass-through securities	1869	0	13.a.(2)
b. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS):	//////////		
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA	1877	0	13.b.(1)
(2) All other mortgage-backed securities	2253	3,268	13.b.(2)
14. Other domestic debt securities	3159	0	14.
15. Foreign debt securities	3160	0	15.
16. Equity securities:	//////////		
a. Investments in mutual funds	3161	0	16.a.
b. Other equity securities with readily determinable fair values	3162	0	16.b.
c. All other equity securities	3169	46,127	16.c.
17. Total held-to-maturity and available-for-sale securities (sum of items 10 through 16)	3170	3,751,040	17.

Memorandum (to be completed only by banks with IBFs and other "foreign" offices)

	Dollar Amounts in Thousands		
	RCON	Bil Mil Thou	
EITHER	//////////		
1. Net due from the IBF of the domestic offices of the reporting bank	3051	N/A	M.1.
OR	//////////		
2. Net due to the IBF of the domestic offices of the reporting bank	3059	N/A	M.2.

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Schedule RC-I--Selected Assets and Liabilities of IBFs

To be completed only by banks with IBFs and other "foreign" offices.

	C445		(-)
	Dollar Amounts in Thousands		
	RCFN	Bil Mil Thou	
1. Total IBF assets of the consolidated bank (component of Schedule RC, item 12)	2133	N/A	1.
2. Total IBF loans and lease financing receivables (component of Schedule RC-C, part I, item 12, column A)	2076	N/A	2.
3. IBF commercial and industrial loans (component of Schedule RC-C, part I, item 4, column A)	2077	N/A	3.
4. Total IBF liabilities (component of Schedule RC, item 21)	2898	N/A	4.
5. IBF deposit liabilities due to banks, including other IBFs (component of Schedule RC-E, part II, items 2 and 3)	2379	N/A	5.
6. Other IBF deposit liabilities (component of Schedule RC-E, part II, items 1, 4, 5, and 6)	2381	N/A	6.

Schedule RC-K--Quarterly Averages(1)

	C455		(-)
	Dollar Amounts in Thousands		
	RCFN	Bil Mil Thou	
ASSETS			
1. Interest-bearing balances due from depository institutions	RCFD 3381	5,108	1.
2. U.S. Treasury securities and U.S. Government agency and corporation obligations(2)	RCFD 3382	3,826,844	2.
3. Securities issued by states and political subdivisions in the U.S.(2)	RCFD 3383	299	3.
4. a. Other debt securities(2)	RCFD 3647	3,300	4.a.
b. Equity securities(3) (includes investments in mutual funds and Federal Reserve stock)	RCFD 3648	46,127	4.b.
5. Federal funds sold and securities purchased under agreements to resell in domestic offices of the bank and of its Edge and Agreement subsidiaries, and in IBFs	RCFD 3365	616,920	5.
6. Loans:			
a. Loans in domestic offices:			
(1) Total loans	RCON 3360	11,947,333	6.a.(1)
(2) Loans secured by real estate	RCON 3385	2,563,218	6.a.(2)
(3) Loans to finance agricultural production and other loans to farmers	RCON 3386	65,149	6.a.(3)
(4) Commercial and industrial loans	RCON 3387	5,998,153	6.a.(4)
(5) Loans to individuals for household, family, and other personal expenditures	RCON 3388	2,340,499	6.a.(5)
b. Total loans in foreign offices, Edge and Agreement subsidiaries, and IBFs	RCFN 3360	112,629	6.b.
7. Trading assets	RCFD 3401	30,425	7.
8. Lease financing receivables (net of unearned income)	RCFD 3484	152,674	8.
9. Total assets(4)	RCFD 3368	19,879,684	9.
LIABILITIES			
10. Interest-bearing transaction accounts in domestic offices (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts) (exclude demand deposits)	RCON 3485	415,579	10.
11. Nontransaction accounts in domestic offices:			
a. Money market deposit accounts (MMDAs)	RCON 3486	2,794,960	11.a.
b. Other savings deposits	RCON 3487	2,944,928	11.b.
c. Time certificates of deposit of \$100,000 or more	RCON 3345	842,531	11.c.
d. All other time deposits	RCON 3469	2,687,600	11.d.
12. Interest-bearing deposits in foreign offices, Edge and Agreement subsidiaries, and IBFs ..	RCFN 3404	343,692	12.
13. Federal funds purchased and securities sold under agreements to repurchase in domestic offices of the bank and of its Edge and Agreement subsidiaries, and in IBFs	RCFD 3353	1,220,916	13.
14. Other borrowed money	RCFD 3355	27,745	14.

(1) For all items, banks have the option of reporting either (1) an average of daily figures for the quarter, or (2) an average of weekly figures (i.e., the Wednesday of each week of the quarter).

(2) Quarterly averages for all debt securities should be based on amortized cost.

(3) Quarterly averages for all equity securities should be based on historical cost.

(4) The quarterly average for total assets should reflect all debt securities (not held for trading) at amortized cost, equity securities with readily determinable fair values at the lower of cost or fair value, and equity securities without readily determinable fair values at historical cost.

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Schedule RC-L--Off-Balance Sheet Items

Please read carefully the instructions for the preparation of Schedule RC-L. Some of the amounts reported in Schedule RC-L are regarded as volume indicators and not necessarily as measures of risk.

	Dollar Amounts in Thousands		RCFD	Bil	Mil	Thou	
							C460 (-)
1. Unused commitments:							
a. Revolving, open-end lines secured by 1-4 family residential properties, e.g., home equity lines			3814		0		1.a.
b. Credit card lines			3815		0		1.b.
c. Commercial real estate, construction, and land development:							
(1) Commitments to fund loans secured by real estate			3816		376,776		1.c.(1)
(2) Commitments to fund loans not secured by real estate			6550		259,962		1.c.(2)
d. Securities underwriting			3817		0		1.d.
e. Other unused commitments			3818		7,920,509		1.e.
2. Financial standby letters of credit and foreign office guarantees			3819		1,018,656		2.
a. Amount of financial standby letters of credit conveyed to others	RCFD 3820	102,711					2.a.
3. Performance standby letters of credit and foreign office guarantees			3821		102,391		3.
a. Amount of performance standby letters of credit conveyed to others	RCFD 3822	2,799					3.a.
4. Commercial and similar letters of credit			3411		194,001		4.
5. Participations in acceptances (as described in the instructions) conveyed to others by the reporting bank			3428		0		5.
6. Participations in acceptances (as described in the instructions) acquired by the reporting (nonaccepting) bank			3429		0		6.
7. Securities borrowed			3432		79,067		7.
8. Securities lent (including customers' securities lent where the customer is indemnified against loss by the reporting bank)			3433		17,973		8.
9. Loans transferred (i.e., sold or swapped) with recourse that have been treated as sold for Call Report purposes:							
a. FNMA and FHLMC residential mortgage loan pools:							
(1) Outstanding principal balance of mortgages transferred as of the report date			3650		0		9.a.(1)
(2) Amount of recourse exposure on these mortgages as of the report date			3651		0		9.a.(2)
b. Private (nongovernment-issued or -guaranteed) residential mortgage loan pools:							
(1) Outstanding principal balance of mortgages transferred as of the report date			3652		0		9.b.(1)
(2) Amount of recourse exposure on these mortgages as of the report date			3653		0		9.b.(2)
c. Farmer Mac agricultural mortgage loan pools:							
(1) Outstanding principal balance of mortgages transferred as of the report date			3654		0		9.c.(1)
(2) Amount of recourse exposure on these mortgages as of the report date			3655		0		9.c.(2)
d. Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:							
(1) Outstanding principal balance of small business obligations transferred as of the report date			A249		0		9.d.(1)
(2) Amount of retained recourse on these obligations as of the report date			A250		0		9.d.(2)
10. When-issued securities:							
a. Gross commitments to purchase			3434		7,415		10.a.
b. Gross commitments to sell			3435		6,975		10.b.
11. Spot foreign exchange contracts			8765		482,982		11.
12. All other off-balance sheet liabilities (exclude off-balance sheet derivatives) (itemize and describe each component of this item over 25% of Schedule RC, item 28, "Total equity capital")			3430		0		12.
a. TEXT 3555	RCFD 3555						12.a.
b. TEXT 3556	RCFD 3556						12.b.
c. TEXT 3557	RCFD 3557						12.c.
d. TEXT 3558	RCFD 3558						12.d.

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Schedule RC-L--Continued

		Dollar Amounts in Thousands	RCFD	Bil	Mil	Thou	
13.	All other off-balance sheet assets (exclude off-balance sheet derivatives) (itemize and describe each component of this item over 25% of Schedule RC, item 28, "Total equity capital")	//////////	5591			0	13.
a.	TEXT 5592	//////////	RCFD 5592				13.a.
b.	TEXT 5593	//////////	RCFD 5593				13.b.
c.	TEXT 5594	//////////	RCFD 5594				13.c.
d.	TEXT 5595	//////////	RCFD 5595				13.d.

		C461 (-)			
Dollar Amounts in Thousands		(Column A) Interest Rate	(Column B) Foreign Exchange	(Column C) Equity Derivative	(Column D) Commodity and
Off-balance Sheet Derivatives		Contracts	Contracts	Contracts	Other Contracts
Position Indicators		Tril Bil Mil Thou	Tril Bil Mil Thou	Tril Bil Mil Thou	Tril Bil Mil Thou
14.	Gross amounts (e.g., notional amounts) (for each column, sum of items 14.a through 14.e must equal sum of items 15, 16.a, and 16.b):	//////////	//////////	//////////	//////////
a.	Futures contracts	0	0	0	0
		RCFD 8693	RCFD 8694	RCFD 8695	RCFD 8696
b.	Forward contracts	33,476	320,460	0	0
		RCFD 8697	RCFD 8698	RCFD 8699	RCFD 8700
c.	Exchange-traded option contracts:	//////////	//////////	//////////	//////////
(1)	Written options	1,500,000	0	0	0
		RCFD 8701	RCFD 8702	RCFD 8703	RCFD 8704
(2)	Purchased options	1,500,000	0	0	0
		RCFD 8705	RCFD 8706	RCFD 8707	RCFD 8708
d.	Over-the-counter option contracts:	//////////	//////////	//////////	//////////
(1)	Written options	275,423	0	0	1,025
		RCFD 8709	RCFD 8710	RCFD 8711	RCFD 8712
(2)	Purchased options	1,480,423	11,050	0	1,025
		RCFD 8713	RCFD 8714	RCFD 8715	RCFD 8716
e.	Swaps	5,110,300	0	0	11,540
		RCFD 3450	RCFD 3826	RCFD 8719	RCFD 8720
15.	Total gross notional amount of derivative contracts held for trading ..	3,030,092	331,510	0	13,590
		RCFD A126	RCFD A127	RCFD 8723	RCFD 8724
16.	Total gross notional amount of derivative contracts held for purposes other than trading:	//////////	//////////	//////////	//////////
a.	Contracts marked to market	2,185,000	0	0	0
		RCFD 8725	RCFD 8726	RCFD 8727	RCFD 8728
b.	Contracts not marked to market	4,684,530	0	0	0
		RCFD 8729	RCFD 8730	RCFD 8731	RCFD 8732

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Schedule RC-L--Continued

Dollar Amounts in Thousands	(Column A) Interest Rate		(Column B) Foreign Exchange		(Column C) Equity Derivative		(Column D) Commodity and		
	Contracts		Contracts		Contracts		Other Contracts		
Off-balance Sheet Derivatives	RCFD	Bil Mil Thou	RCFD	Bil Mil Thou	RCFD	Bil Mil Thou	RCFD	Bil Mil Thou	
17. Gross fair values of derivative contracts:	//////////	//////////	//////////	//////////	//////////	//////////	//////////	//////////	
a. Contracts held for trading:	//////////	//////////	//////////	//////////	//////////	//////////	//////////	//////////	
(1) Gross positive fair value	8733	23,570	8734	6,112	8735	0	8736	3,230	17.a.(1)
(2) Gross negative fair value	8737	18,724	8738	6,001	8739	0	8740	3,054	17.a.(2)
b. Contracts held for purposes other than trading that are marked to market:	//////////	//////////	//////////	//////////	//////////	//////////	//////////	//////////	
(1) Gross positive fair value	8741	743	8742	0	8743	0	8744	0	17.b.(1)
(2) Gross negative fair value	8745	2,787	8746	0	8747	0	8748	0	17.b.(2)
c. Contracts held for purposes other than trading that are not marked to market:	//////////	//////////	//////////	//////////	//////////	//////////	//////////	//////////	
(1) Gross positive fair value	8749	52,042	8750	0	8751	0	8752	0	17.c.(1)
(2) Gross negative fair value	8753	955	8754	0	8755	0	8756	0	17.c.(2)

Memoranda	Dollar Amounts in Thousands		RCFD	Bil Mil Thou	
1.-2. Not applicable	//////////	//////////	//////////	//////////	
3. Unused commitments with an original maturity exceeding one year that are reported in Schedule RC-L, items 1.a through 1.e, above (report only the unused portions of commitments that are fee paid or otherwise legally binding)	3833	4,876,782			M.3.
a. Participations in commitments with an original maturity exceeding one year conveyed to others	RCFD 3834	7,250	//////////	//////////	M.3.a.
4. To be completed only by banks with \$1 billion or more in total assets: Standby letters of credit and foreign office guarantees (both financial and performance) issued to non-U.S. addressees (domicile) included in Schedule RC-L, items 2 and 3, above	3377	46,326			M.4.
5. Installment loans to individuals for household, family, and other personal expenditures that have been securitized and sold without recourse (with servicing retained), amounts outstanding by type of loan:	//////////	//////////	//////////	//////////	
a. Loans to purchase private passenger automobiles (to be completed for the September report only)	2741	N/A			M.5.a.
b. Credit cards and related plans (TO BE COMPLETED QUARTERLY)	2742	0			M.5.b.
c. All other consumer installment credit (including mobile home loans)(to be completed for the September report only)	2743	N/A			M.5.c.

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Schedule RC-M--Continued

	Dollar Amounts in Thousands	Bil Mil Thou	
8. a. Other real estate owned:			
(1) Direct and indirect investments in real estate ventures	RCFD 5372	0	8.a.(1)
(2) All other real estate owned:			
(a) Construction and land development in domestic offices	RCON 5508	2,523	8.a.(2)(a)
(b) Farmland in domestic offices	RCON 5509	0	8.a.(2)(b)
(c) 1-4 family residential properties in domestic offices	RCON 5510	339	8.a.(2)(c)
(d) Multifamily (5 or more) residential properties in domestic offices	RCON 5511	0	8.a.(2)(d)
(e) Nonfarm nonresidential properties in domestic offices	RCON 5512	10,781	8.a.(2)(e)
(f) In foreign offices	RCFN 5513	0	8.a.(2)(f)
(3) Total (sum of items 8.a.(1) and 8.a.(2)) (must equal Schedule RC, item 7)	RCFD 2150	13,643	8.a.(3)
b. Investments in unconsolidated subsidiaries and associated companies:			
(1) Direct and indirect investments in real estate ventures	RCFD 5374	0	8.b.(1)
(2) All other investments in unconsolidated subsidiaries and associated companies ..	RCFD 5375	0	8.b.(2)
(3) Total (sum of items 8.b.(1) and 8.b.(2)) (must equal Schedule RC, item 8)	RCFD 2130	0	8.b.(3)
c. Total assets of unconsolidated subsidiaries and associated companies	RCFD 5376	0	8.c.
9. Noncumulative perpetual preferred stock and related surplus included in Schedule RC, item 23, "Perpetual preferred stock and related surplus"	RCFD 3778	0	9.
10. Mutual fund and annuity sales in domestic offices during the quarter (include proprietary, private label, and third party products):			
a. Money market funds	RCON 6441	7,017,685	10.a.
b. Equity securities funds	RCON 8427	0	10.b.
c. Debt securities funds	RCON 8428	0	10.c.
d. Other mutual funds	RCON 8429	48,925	10.d.
e. Annuities	RCON 8430	11,720	10.e.
f. Sales of proprietary mutual funds and annuities (included in items 10.a through 10.e above)	RCFD 8784	4,047,691	10.f.

Memorandum	Dollar Amounts in Thousands	RCFD	Bil Mil Thou	
1. Interbank holdings of capital instruments (to be completed for the December report only):				
a. Reciprocal holdings of banking organizations' capital instruments		3836	N/A	M.1.a.
b. Nonreciprocal holdings of banking organizations' capital instruments		3837	N/A	M.1.b.

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Schedule RC-N--Past Due and Nonaccrual Loans, Leases, and Other Assets

The FFIEC regards the information reported in all of Memorandum item 1, in items 1 through 10,

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column A, and in Memorandum items 2 through 4, column A, as confidential.

	(Column A) Past due 30 through 89 days and still accruing			(Column B) Past due 90 days or more and still accruing			(Column C) Nonaccrual		
	RCFD	Bil	Mil Thou	RCFD	Bil	Mil Thou	RCFD	Bil	Mil Thou
Dollar Amounts in Thousands									
1. Loans secured by real estate:	////	////	////	////	////	////	////	////	////
a. To U.S. addressees (domicile)	1245		79,679	1246		15,054	1247		68,846
b. To non-U.S. addressees (domicile)	1248		0	1249		0	1250		0
2. Loans to depository institutions and acceptances of other banks:	////	////	////	////	////	////	////	////	////
a. To U.S. banks and other U.S. depository institutions	5377		0	5378		0	5379		0
b. To foreign banks	5380		300	5381		0	5382		0
3. Loans to finance agricultural production and other loans to farmers	1594		1,473	1597		0	1583		2,461
4. Commercial and industrial loans:	////	////	////	////	////	////	////	////	////
a. To U.S. addressees (domicile)	1251		105,551	1252		17,336	1253		57,982
b. To non-U.S. addressees (domicile)	1254		289	1255		0	1256		35
5. Loans to individuals for household, family, and other personal expenditures:	////	////	////	////	////	////	////	////	////
a. Credit cards and related plans	5383		941	5384		272	5385		0
b. Other (includes single payment, installment, and all student loans)	5386		39,414	5387		18,299	5388		2,405
6. Loans to foreign governments and official institutions	5389		0	5390		0	5391		30
7. All other loans	5459		26,551	5460		11,174	5461		1,346
8. Lease financing receivables:	////	////	////	////	////	////	////	////	////
a. Of U.S. addressees (domicile)	1257		0	1258		0	1259		0
b. Of non-U.S. addressees (domicile)	1271		0	1272		0	1791		0
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets) .	3505		0	3506		0	3507		0

Amounts reported in items 1 through 8 above include guaranteed and unguaranteed portions of past due and nonaccrual loans and leases. Report in item 10 below certain guaranteed loans and leases that have already been included in the amounts reported in items 1 through 8.

	RCFD	Bil	Mil Thou	RCFD	Bil	Mil Thou	RCFD	Bil	Mil Thou
10. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government	5612		11,910	5613		15,221	5614		3,141
a. Guaranteed portion of loans and leases included in item 10 above	5615		11,704	5616		15,221	5617		2,513

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Schedule RC-N--Continued

Memoranda	C473 (-)						
	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
Dollar Amounts in Thousands	RCFD	Bil Mil Thou	RCFD	Bil Mil Thou	RCFD	Bil Mil Thou	
1. Restructured loans and leases included in Schedule RC-N, items 1 through 8, above (and not reported in Schedule RC-C, part I, Memorandum item 2)	1658	0	1659	0	1661	0	M.1.
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RC-N, items 4 and 7, above	6558	1,804	6559	914	6560	1,604	M.2.
3. Loans secured by real estate in domestic offices (included in Schedule RC-N, item 1, above):	RCON Bil Mil Thou		RCON Bil Mil Thou		RCON Bil Mil Thou		
a. Construction and land development	2759	28,069	2769	4,463	3492	42,747	M.3.a.
b. Secured by farmland	3493	56	3494	0	3495	268	M.3.b.
c. Secured by 1-4 family residential properties:	RCON Bil Mil Thou		RCON Bil Mil Thou		RCON Bil Mil Thou		
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	5398	0	5399	0	5400	0	M.3.c.(1)
(2) All other loans secured by 1-4 family residential properties	5401	21,095	5402	6,493	5403	10,118	M.3.c.(2)
d. Secured by multifamily (5 or more) residential properties	3499	427	3500	941	3501	606	M.3.d.
e. Secured by nonfarm nonresidential properties	3502	30,032	3503	3,157	3504	15,107	M.3.e.
4. Interest rate, foreign exchange rate, and other commodity and equity contracts:	RCFD Bil Mil Thou		RCFD Bil Mil Thou		RCFD Bil Mil Thou		
a. Book value of amounts carried as assets	3522	0	3528	0			M.4.a.
b. Replacement cost of contracts with a positive replacement cost	3529	0	3530	0			M.4.b.

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Schedule RC-O--Other Data for Deposit Insurance Assessments

Dollar Amounts in Thousands	C475 (-)		
	RCON	Bil	Mil Thou
1. Unposted debits (see instructions):	//////////		
a. Actual amount of all unposted debits	0030		N/A
OR	//////////		
b. Separate amount of unposted debits:	//////////		
(1) Actual amount of unposted debits to demand deposits	0031		0
(2) Actual amount of unposted debits to time and savings deposits(1)	0032		0
2. Unposted credits (see instructions):	//////////		
a. Actual amount of all unposted credits	3510		N/A
OR	//////////		
b. Separate amount of unposted credits:	//////////		
(1) Actual amount of unposted credits to demand deposits	3512		0
(2) Actual amount of unposted credits to time and savings deposits(1)	3514		0
3. Uninvested trust funds (cash) held in bank's own trust department (not included in total deposits in domestic offices)	3520		25,457
4. Deposits of consolidated subsidiaries in domestic offices and in insured branches in Puerto Rico and U.S. territories and possessions (not included in total deposits):	//////////		
a. Demand deposits of consolidated subsidiaries	2211		2,432
b. Time and savings deposits(1) of consolidated subsidiaries	2351		16
c. Interest accrued and unpaid on deposits of consolidated subsidiaries	5514		0
5. Deposits in insured branches in Puerto Rico and U.S. territories and possessions:	//////////		
a. Demand deposits in insured branches (included in Schedule RC-E, Part II)	2229		0
b. Time and savings deposits(1) in insured branches (included in Schedule RC-E, Part II)	2383		0
c. Interest accrued and unpaid on deposits in insured branches (included in Schedule RC-G, item 1.b)	5515		0
Item 6 is not applicable to state nonmember banks that have not been authorized by the Federal Reserve to act as pass-through correspondents.	//////////		
6. Reserve balances actually passed through to the Federal Reserve by the reporting bank on behalf of its respondent depository institutions that are also reflected as deposit liabilities of the reporting bank:	//////////		
a. Amount reflected in demand deposits (included in Schedule RC-E, Part I, item 4 or 5, column B)	2314		25
b. Amount reflected in time and savings deposits(1) (included in Schedule RC-E, Part I, item 4 or 5, column A or C, but not column B)	2315		0
7. Unamortized premiums and discounts on time and savings deposits:(1)	//////////		
a. Unamortized premiums	5516		1,938
b. Unamortized discounts	5517		0
8. To be completed by banks with "Oakar deposits." Total "Adjusted Attributable Deposits" of all institutions acquired under Section 5(d)(3) of the Federal Deposit Insurance Act (from most recent FDIC Oakar Transaction Worksheet(s))	5518		N/A
9. Deposits in lifeline accounts	5596		//////////
10. Benefit-responsive "Depository Institution Investment Contracts" (included in total deposits in domestic offices)	8432		0

(1) For FDIC insurance assessment purposes, "time and savings deposits" consists of nontransaction accounts and all transaction accounts other than demand deposits.

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Schedule RC-0--Continued

	Dollar Amounts in Thousands	RCON	Bil	Mil	Thou	
11. Adjustments to demand deposits in domestic offices reported in Schedule RC-E for certain reciprocal demand balances:						
a. Amount by which demand deposits would be reduced if reciprocal demand balances between the reporting bank and savings associations were reported on a net basis rather than a gross basis in Schedule RC-E	8785			0		11.a.
b. Amount by which demand deposits would be increased if reciprocal demand balances between the reporting bank and U.S. branches and agencies of foreign banks were reported on a gross basis rather than a net basis in Schedule RC-E	A181			0		11.b.
c. Amount by which demand deposits would be reduced if cash items in process of collection were included in the calculation of net reciprocal demand balances between the reporting bank and the domestic offices of U.S. banks and savings associations in Schedule RC-E	A182		12,262			11.c.

Memoranda (to be completed each quarter except as noted)

	Dollar Amounts in Thousands	RCON	Bil	Mil	Thou	
1. Total deposits in domestic offices of the bank (sum of Memorandum items 1.a.(1) and 1.b.(1) must equal Schedule RC, item 13.a):						
a. Deposit accounts of \$100,000 or less:						
(1) Amount of deposit accounts of \$100,000 or less	2702		8,620,055			M.1.a.(1)
(2) Number of deposit accounts of \$100,000 or less (to be completed for the June report only)	RCON 3779		1,261,937			M.1.a.(2)
b. Deposit accounts of more than \$100,000:						
(1) Amount of deposit accounts of more than \$100,000	2710		6,721,389			M.1.b.(1)
(2) Number of deposit accounts of more than \$100,000	RCON 2722		17,080			M.1.b.(2)

2. Estimated amount of uninsured deposits in domestic offices of the bank:

a. An estimate of your bank's uninsured deposits can be determined by multiplying the number of deposit accounts of more than \$100,000 reported in Memorandum item 1.b.(2) above by \$100,000 and subtracting the result from the amount of deposit accounts of more than \$100,000 reported in Memorandum item 1.b.(1) above.

Indicate in the appropriate box at the right whether your bank has a method or procedure for determining a better estimate of uninsured deposits than the estimate described above

	YES	NO	
	6861	X	M.2.a.

b. If the box marked YES has been checked, report the estimate of uninsured deposits determined by using your bank's method or procedure

	RCON	Bil	Mil	Thou	
	5597			N/A	M.2.b.

Person to whom questions about the Reports of Condition and Income should be directed:

| C477 | (-

Karen Gatenby, Vice President

(713) 216-5263

Name and Title (TEXT 8901)

Area code/phone number/extension (TEXT 8902)

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Schedule RC-R--Regulatory Capital

This schedule must be completed by all banks as follows: Banks that reported total assets of \$1 billion or more in Schedule RC, item 12, for June 30, 1995, must complete items 2 through 9 and Memoranda items 1 and 2. Banks with assets of less than \$1 billion must complete items 1 through 3 below or Schedule RC-R in its entirety, depending on their response to item 1 below.

	C480	(-	
1. Test for determining the extent to which Schedule RC-R must be completed. To be completed only by banks with total assets of less than \$1 billion. Indicate in the appropriate box at the right whether the bank has total capital greater than or equal to eight percent of adjusted total assets	YES	NO	
	RCFD 6056	////	1.

For purposes of this test, adjusted total assets equals total assets less cash, U.S. Treasuries, U.S. Government agency obligations, and 80 percent of U.S. Government-sponsored agency obligations plus the allowance for loan and lease losses and selected off-balance sheet items as reported on Schedule RC-L (see instructions).

If the box marked YES has been checked, then the bank only has to complete items 2 and 3 below. If the box marked NO has been checked, the bank must complete the remainder of this schedule.

A NO response to item 1 does not necessarily mean that the bank's actual risk-based capital ratio is less than eight percent or that the bank is not in compliance with the risk-based capital guidelines.

NOTE: All banks are required to complete items 2 and 3 below. See optional worksheet for items 3.a through 3.f.	
Dollar Amounts in Thousands	(Column A) (Column B)
2. Subordinated debt(1) and other limited-life capital instruments (original weighted average maturity of at least five years) with a remaining maturity of:	Subordinated Debt(1) Other
	and Intermediate Limited-Life
	Term Preferred Stock Capital Instruments
	RCFD Bil Mil Thou RCFD Bil Mil Thou
a. One year or less	3780 0 3786 0 2.a.
b. Over one year through two years	3781 0 3787 0 2.b.
c. Over two years through three years	3782 0 3788 0 2.c.
d. Over three years through four years	3783 0 3789 0 2.d.
e. Over four years through five years	3784 0 3790 0 2.e.
f. Over five years	3785 345,000 3791 0 2.f.
3. Amounts used in calculating regulatory capital ratios (report amounts determined by the bank for its own internal regulatory capital analyses):	////////// RCFD Bil Mil Thou
a. Tier 1 capital	////////// 8274 1,301,429 3.a.
b. Tier 2 capital	////////// 8275 549,651 3.b.
c. Total risk-based capital	////////// 3792 1,851,080 3.c.
d. Excess allowance for loan and lease losses	////////// A222 49,747 3.d.
e. Risk-weighted assets	////////// A223 16,322,316 3.e.
f. "Average total assets"	////////// A224 19,437,285 3.f.

Items 4-9 and Memoranda items 1 and 2 are to be completed by banks that answered NO to item 1 above and by banks with total assets of \$1 billion or more.

	(Column A)	(Column B)	
	Assets	Credit Equiv-	
	Recorded	alent Amount	
	on the	of Off-Balance	
	Balance Sheet	Sheet Items(2)	
4. Assets and credit equivalent amounts of off-balance sheet items assigned to the Zero percent risk category:	RCFD Bil Mil Thou	RCFD Bil Mil Thou	
a. Assets recorded on the balance sheet:	//////////	//////////	
(1) Securities issued by, other claims on, and claims unconditionally guaranteed by, the U.S. Government and its agencies and other OECD central governments	3794 2,151,228	//////////	4.a.(1)
(2) All other	3795 543,280	//////////	4.a.(2)
b. Credit equivalent amount of off-balance sheet items	//////////	3796 31,888	4.b.

(1) Exclude mandatory convertible debt reported in Schedule RC-M, item 7.

(2) Do not report in column B the risk-weighted amount of assets reported in column A.

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Schedule RC-R--Continued

	(Column A) Assets Recorded on the Balance Sheet		(Column B) Credit Equiv- alent Amount of Off-Balance Sheet Items(1)		
	RCFD	Bil Mil Thou	RCFD	Bil Mil Thou	
Dollar Amounts in Thousands					
5. Assets and credit equivalent amounts of off-balance sheet items assigned to the 20 percent risk category:					
a. Assets recorded on the balance sheet:					
(1) Claims conditionally guaranteed by the U.S. Government and its agencies and other OECD central governments	3798	434,311			5.a.(1)
(2) Claims collateralized by securities issued by the U.S. Government and its agencies and other OECD central governments; by securities issued by U.S. Government-sponsored agencies; and by cash on deposit	3799	96,485			5.a.(2)
(3) All other	3800	5,251,140			5.a.(3)
b. Credit equivalent amount of off-balance sheet items			3801	206,324	5.b.
6. Assets and credit equivalent amounts of off-balance sheet items assigned to the 50 percent risk category:					
a. Assets recorded on the balance sheet	3802	789,520			6.a.
b. Credit equivalent amount of off-balance sheet items			3803	35,076	6.b.
7. Assets and credit equivalent amounts of off-balance sheet items assigned to the 100 percent risk category:					
a. Assets recorded on the balance sheet	3804	11,812,356			7.a.
b. Credit equivalent amount of off-balance sheet items			3805	3,392,152	7.b.
8. On-balance sheet asset values excluded from the calculation of the risk-based capital ratio(2)	3806	(15,822)			8.
9. Total assets recorded on the balance sheet (sum of items 4.a, 5.a, 6.a, 7.a, and 8, column A)(must equal Schedule RC, item 12 plus items 4.b and 4.c)	3807	21,062,498			9.

Memoranda

	Dollar Amounts in Thousands		
	RCFD	Bil Mil Thou	
1. Current credit exposure across all off-balance sheet derivative contracts covered by the risk-based capital standards	8764	71,253	M.1.

	With a remaining maturity of						
	(Column A) One year or less		(Column B) Over one year through five years		(Column C) Over five years		
	RCFD	Tril Bil Mil Thou	RCFD	Tril Bil Mil Thou	RCFD	Tril Bil Mil Thou	
2. Notional principal amounts of off-balance sheet derivative contracts(3):							
a. Interest rate contracts	3809	4,326,479	8766	3,219,976	8767	577,744	M.2.a.
b. Foreign exchange contracts	3812	283,141	8769	48,368	8770	0	M.2.b.
c. Gold contracts	8771	0	8772	0	8773	0	M.2.c.
d. Other precious metals contracts	8774	0	8775	0	8776	0	M.2.d.
e. Other commodity contracts	8777	1,173	8778	11,392	8779	0	M.2.e.
f. Equity derivative contracts	A000	0	A001	0	A002	0	M.2.f.

- (1) Do not report in column B the risk-weighted amount of assets reported in column A.
- (2) Include the difference between the fair value and the amortized cost of available-for-sale securities in item 8 and report the amortized cost of these securities in items 4 through 7 above. Item 8 also includes on-balance sheet asset values (or portions thereof) of off-balance sheet interest rate, foreign exchange rate, and commodity contracts and those contracts (e.g., futures contracts) not subject to risk-based capital. Exclude from item 8 margin accounts and accrued receivables as well as any portion of the allowance for loan and lease losses in excess of the amount that may be included in Tier 2 capital.
- (3) Exclude foreign exchange contracts with an original maturity of 14 days or less and all futures contracts.

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Optional Narrative Statement Concerning the Amounts
Reported in the Reports of Condition and Income

at close of business on June 30, 1996

Texas Commerce Bank National Association

Houston

Texas

Legal Title of Bank

City

State

The management of the reporting bank may, if it wishes, submit a brief narrative statement on the amounts reported in the Reports of Condition and Income. This optional statement will be made available to the public, along with the publicly available data in the Reports of Condition and Income, in response to any request for individual bank report data. However, the information reported in column A and in all of Memorandum item 1 of Schedule RC-N is regarded as confidential and will not be released to the public. BANKS CHOOSING TO SUBMIT THE NARRATIVE STATEMENT SHOULD ENSURE THAT THE STATEMENT DOES NOT CONTAIN THE NAMES OR OTHER IDENTIFICATIONS OF INDIVIDUAL BANK CUSTOMERS, REFERENCES TO THE AMOUNTS REPORTED IN THE CONFIDENTIAL ITEMS IN SCHEDULE RC-N, OR ANY OTHER INFORMATION THAT THEY ARE NOT WILLING TO HAVE MADE PUBLIC OR THAT WOULD COMPROMISE THE PRIVACY OF THEIR CUSTOMERS. Banks choosing not to make a statement may check the "No comment" box below and should make no entries of any kind in the space provided for the narrative statement; i.e., DO NOT enter in this space such phrases as "No statement," "Not applicable," "N/A," "No comment," and "None."

The optional statement must be entered on this sheet. The statement should not exceed 100 words. Further, regardless of the number of words, the statement must not exceed 750 characters, including punctuation, indentation, and standard spacing between words and sentences. If any submission should exceed 750 characters, as defined, it will be truncated at 750 characters with no notice to the submitting bank and the truncated statement will appear as the bank's statement both on agency computerized records and in computer-file releases to the public.

All information furnished by the bank in the narrative statement must be accurate and not misleading. Appropriate efforts shall be taken by the submitting bank to ensure the statement's accuracy. The statement must be signed, in the space provided below, by a senior officer of the bank who thereby attests to its accuracy.

If, subsequent to the original submission, material changes are submitted for the data reported in the Reports of Condition and Income, the existing narrative statement will be deleted from the files, and from disclosure; the bank, at its option, may replace it with a statement, under signature, appropriate to the amended data.

The optional narrative statement will appear in agency records and in release to the public exactly as submitted (or amended as described in the preceding paragraph) by the management of the bank (except for the truncation of statements exceeding the 750-character limit described above). THE STATEMENT WILL NOT BE EDITED OR SCREENED IN ANY WAY BY THE SUPERVISORY AGENCIES FOR ACCURACY OR RELEVANCE. DISCLOSURE OF THE STATEMENT SHALL NOT SIGNIFY THAT ANY FEDERAL SUPERVISORY AGENCY HAS VERIFIED OR CONFIRMED THE ACCURACY OF THE INFORMATION CONTAINED THEREIN. A STATEMENT TO THIS EFFECT WILL APPEAR ON ANY PUBLIC RELEASE OF THE OPTIONAL STATEMENT SUBMITTED BY THE MANAGEMENT OF THE REPORTING BANK.

No comment | | (RCON 6979)

| C471 | C472 |

BANK MANAGEMENT STATEMENT (please type or print clearly):

(TEXT 6980)

/s/ KENNETH L. TILTON

Signature of Executive Officer of Bank

Date of Signature

Legal Title of Bank: Texas Commerce Bank National Association
 Address: P.O. Box 2558
 City, State Zip: Houston, TX 77252-2558
 FDIC Certificate No.: | | | | |

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Call Date: 6/30/96 ST-BK: 48-3926

THIS PAGE IS TO BE COMPLETED BY ALL BANKS

NAME AND ADDRESS OF BANK

PLACE LABEL HERE

OMB No. For OCC: 1557-0081
 OMB No. For FDIC: 3064-0052
 OMB No. For Federal Reserve: 7100-0036
 Expiration Date: 3/31/99

SPECIAL REPORT
 (Dollar Amounts in Thousands)

CLOSE OF BUSINESS DATE	FDIC Certificate Number	C-700	(-
6/30/96	0 3 2 6 3		

LOANS TO EXECUTIVE OFFICERS (Complete as of each Call Report Date)

The following information is required by Public Laws 90-44 and 102-242, but does not constitute a part of the Report of Condition. With each Report of Condition, these Laws require all banks to furnish a report of all loans or other extensions of credit to their executive officers made since the date of the previous Report of Condition. Data regarding individual loans or other extensions of credit are not required. If no such loans or other extensions of credit were made during the period, insert "none" against subitem (a). (Exclude the first \$15,000 of indebtedness of each executive officer under bank credit card plan.) See Sections 215.2 and 215.3 of Title 12 of the Code of Federal Regulations (Federal Reserve Board Regulation O) for the definitions of "executive officer" and "extension of credit," respectively. Exclude loans and other extensions of credit to directors and principal shareholders who are not executive officers.

a. Number of loans made to executive officers since the previous Call Report date	RCFD 3561	1	a.
b. Total dollar amount of above loans (in thousands of dollars)	RCFD 3562	142	b.
c. Range of interest charged on above loans (example: 9 3/4% = 9.75)	RCFD 7701	7.88	% to RCFD 7702 7.88 % c.

SIGNATURE AND TITLE OF OFFICER AUTHORIZED TO SIGN REPORT

DATE (Month, Day, Year)

/s/ KENNETH L. TILTON, EXECUTIVE VICE PRESIDENT

7-31-96

NAME AND TITLE OF PERSON TO WHOM INQUIRIES MAY BE DIRECTED (TEXT 8903)

AREA CODE/PHONE NUMBER/EXTENSION
 (TEXT 8904)
 (713) 216-5263

Karen Gatenby, Vice President

FDIC 8040/53 (6-95)

End of Filing