

T E Ranch Limited Partnership
600 Travis, Suite 6100
Houston, Texas 77002-3007

March 14, 1997

Top Hat Plan Exemption
Pension and Welfare Benefits Administration
Room N-5644 U S Department of Labor
200 Constitution Avenue NW
Washington , D. C. 20210

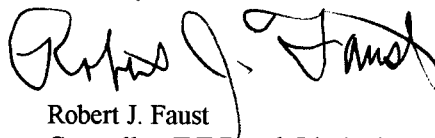
Dear Sirs:

RE: Reporting and Disclosure Compliance Statement

Enclosed please find a Reporting and Disclosure Compliance Statement related to "Tophat" plan established by the T E Ranch Limited Partnership.

If you have any questions or require further information regarding this plan, please do not hesitate to contact me at 713/226-5030.

Sincerely,



Robert J. Faust
Controller, T E Ranch Limited Partnership

RJF/nm

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T E RANCH LIMITED PARTNERSHIP
REPORTING AND DISCLOSURE COMPLIANCE
STATEMENT

February 6, 1997

In compliance with Section 110 of the Employee Retirement Income Security Act of 1974 ("ERISA") and the regulations thereunder, found in Section 2520.104-23, T E Ranch Limited Partnership ("T E") is filing this Reporting and Disclosure Compliance Statement and in connection herewith, provides the following information:

EMPLOYER: T E Ranch Limited Partnership
ADDRESS: 600 Travis, Suite 6100
Houston, Texas 77002-3007

EMPLOYER
IDENTIFICATION
NUMBER: 76-0463668

PLAN NAMES: Deferred Compensation Plan
for Certain Key Employees

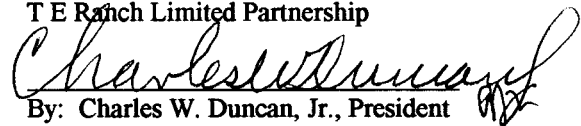
NUMBER OF PLANS: One

NUMBER OF EMPLOYEES
PARTICIPATING IN EACH
PLAN: One

T E maintains the above-named unfunded Plan primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees.

T E will provide the Plan documents to the Secretary of Labor upon request, as required by Section 104(a)(1) of ERISA.

T E Ranch Limited Partnership



By: Charles W. Duncan, Jr., President
CWD, JR. Exploration, Inc.,
General Partner