

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934 (FEE REQUIRED)

For the fiscal year ended November 30, 1993

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934 (NO FEE REQUIRED)

For the transition period from _____ to _____

Commission file number 1-2256

THRIFT PLAN OF EXXON CORPORATION
AND PARTICIPATING AFFILIATED EMPLOYERS

(Full title of the plan)

EXXON CORPORATION

(Name of issuer of the securities)

225 E. John W. Carpenter Freeway
Irving, Texas 75062-2298

(Address of principal executive office)

THRIFT PLAN OF EXXON CORPORATION
AND PARTICIPATING AFFILIATED EMPLOYERS

THRIFT FUND

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THRIFT PLAN OF EXXON CORPORATION
AND PARTICIPATING AFFILIATED
THRIFT FUND
STATEMENT OF NET ASSETS
NOVEMBER 30, 1993
(thousands of dollars)

	Exxon Corporation		Exxon Corporation		
	Common Asset Fund	Common Stock Fund	Equity Portfolio Fund	Preferred Stock Fund	Total
	-----	-----	-----	-----	-----
Assets					
Investments, at current value:					
Fixed income securities	2,696,421	-	-	9,928	2,706,349
Short-term investment fund	36,949	-	-	6,750	43,699
Loans to participants	173,905	-	-	-	173,905
Exxon Corporation common stock	-	2,706,776	-	-	2,706,776
Wells Fargo index fund	-	-	273,205	-	273,205
Exxon Corporation Class A preferred stock	-	-	-	693,413	693,413
Total investments	2,907,275	2,706,776	273,205	710,091	6,597,347
Cash	47	-	-	-	47
Amounts due from employers	-	-	-	36,152	36,152
Dividends receivable	30,090	-	-	-	30,090
Accrued interest	44,376	-	-	72	44,448
Other receivables	17,065	-	-	-	17,065
Interfund transfers receivable (payable)	(23,264)	23,264	-	-	-
Total assets	2,975,589	2,730,040	273,205	746,315	6,725,149

Liabilities

Payables and accrued liabilities	45,419	-	-	18,758	64,177
Notes payable	-	-	-	675,000	675,000
Subrogation rights obligation	-	-	-	41,061	41,061
Total liabilities	45,419	-	-	734,819	780,238
Net assets available for benefits	2,930,170	2,730,040	273,205	11,496	5,944,911

The accompanying notes are an integral part of these financial statements.

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THRIFT PLAN OF EXXON CORPORATION
AND PARTICIPATING AFFILIATED
THRIFT FUND
STATEMENT OF NET ASSETS
NOVEMBER 30, 1992
(thousands of dollars)

	Exxon Corporation Common Asset Fund	Exxon Corporation Common Stock Fund	Equity Portfolio Fund	Exxon Corporation Preferred Stock Fund	Total
Assets					
Investments, at current value:					
Fixed income securities	2,651,958	-	-	-	2,651,958
Short-term investment fund	32,028	-	-	18,464	50,492
Loans to participants	198,445	-	-	-	198,445
Exxon Corporation					
common stock	-	2,523,267	-	-	2,523,267
Wells Fargo index fund	-	-	219,030	-	219,030
Exxon Corporation					
Class A preferred stock	-	-	-	780,385	780,385
Total investments	2,882,431	2,523,267	219,030	798,849	6,423,577
Cash	37	-	-	-	37
Amounts due from employers	671	-	-	35,650	36,321
Dividends receivable	29,996	-	-	-	29,996
Accrued interest	31,660	-	-	50	31,710
Interfund transfers					
receivable (payable)	(18,527)	13,278	5,249	-	-
Total assets	2,926,268	2,536,545	224,279	834,549	6,521,641
Liabilities					
Payables and accrued liabilities					
liabilities	14,454	295	-	19,501	34,250
Notes payable	-	-	-	765,000	765,000
Subrogation rights obligation	-	-	-	53,061	53,061
Total liabilities	14,454	295	-	837,562	852,311
Net assets available for benefits	2,911,814	2,536,250	224,279	(3,013)	5,669,330

The accompanying notes are an integral part of these financial statements.

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THRIFT PLAN OF EXXON CORPORATION
AND PARTICIPATING AFFILIATED

THRIFT FUND
STATEMENT OF CHANGES IN NET ASSETS
FOR THE YEAR ENDED NOVEMBER 30, 1993
(thousands of dollars)

	Exxon Corporation		Exxon Corporation		Total
	Common Asset Fund	Common Stock Fund	Equity Portfolio Fund	Preferred Stock Fund	
Contributions:					
Employer	38,771	-	-	73,760	112,531
Employee	179,815	-	-	-	179,815
Total contributions	218,586	-	-	73,760	292,346
Investment income:					
Interest	175,517	-	-	594	176,111
Dividends	-	120,004	-	55,586	175,590
Net appreciation in current value of investments	252	142,903	24,468	13,813	181,436
Total investment income	175,769	262,907	24,468	69,993	533,137
Interest and miscellaneous expense	-	-	-	(42,085)	(42,085)
LESOP conversions	-	100,785	-	(100,785)	-
Benefit payments					
at current value	(274,436)	(124,479)	-	-	(398,915)
Participant withdrawals at current value	(103,694)	(5,208)	-	-	(108,902)
Interfund transfers	2,131	(40,215)	24,458	13,626	-
Net increase	18,356	193,790	48,926	14,509	275,581
Net assets available for benefits:					
At the beginning of year	2,911,814	2,536,250	224,279	(3,013)	5,669,330
At the end of the year	2,930,170	2,730,040	273,205	11,496	5,944,911

The accompanying notes are an integral part of these financial statements.

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THRIFT PLAN OF EXXON CORPORATION
AND PARTICIPATING AFFILIATED EMPLOYERS
THRIFT FUND
NOTES TO FINANCIAL STATEMENTS

Note 1: Plan Description

The Thrift Fund is the Trust arrangement of the Thrift Plan of Exxon Corporation and Participating Affiliated Employers. The participants in the Thrift Fund, commonly called the Thrift Plan or the Savings and Investment Program, are eligible employees and former employees of Exxon Corporation and certain affiliated employers. The Thrift Plan is explained in detail in the Exxon Thrift Plan and Trust Summary Plan Description (Summary Plan Description) dated December 1993, as amended from time to time. The Thrift Plan is an "employee pension benefit plan" described in Section 3(2) of Employee Retirement Income Security Act of 1974 (ERISA) and also a "defined contribution plan" described in Section 3(34) of ERISA.

Eligibility, enrollment, participant and employer contributions, vesting, participation, forfeiture, loans, withdrawals, distribution, and other Thrift Plan provisions are described in detail in the Summary Plan Description. Also set forth in the Summary Plan Description are the investment features and options of the Thrift Plan including, but not limited to, stock purchases and sales, equity unit purchases and sales, extended market unit purchases and sales (first available December 1, 1993), and other transactions.

Note 2: Accounting Policies

The accounting records of the Thrift Fund are maintained on the accrual basis.

Common Asset securities, Exxon Corporation common stock, and Equity Portfolio investments are stated at market value. Market values are based on quoted prices as of the date of the financial statements, or, if market quotations are not readily available, upon estimated values obtained from a major investment securities firm. Exxon Corporation Class A preferred stock is stated at current value. Such value was determined by the Trustee of the Thrift Fund.

Net appreciation in the current value of investments includes realized gains and losses on investments sold during the year and unrealized gains and losses on investments held at year-end.

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THRIFT PLAN OF EXXON CORPORATION
AND PARTICIPATING AFFILIATED EMPLOYERS
THRIFT FUND
NOTES TO FINANCIAL STATEMENTS

Note 3: Revalued Cost Basis Gains and Losses

The Department of Labor (DOL) requires that the components of net appreciation (depreciation) for investments held in the Exxon Corporation Common Stock Fund, investments held in the Common Asset Fund, and investments held in the Exxon Corporation Preferred Stock Fund be segregated and calculated on a revalued cost basis for ERISA annual report (Form 5500) reporting purposes. Under the revalued cost basis, realized gains and losses on investments sold are calculated as proceeds less market value at the beginning of the year or, if acquired during the year, historical cost. Unrealized gains and losses are calculated as market value of assets at the end of the year less market value at the beginning of the year or, if acquired during the year, historical cost.

For the Common Asset Fund and the Exxon Corporation Preferred Stock Fund fixed income securities, gains and losses are calculated on the basis of specific security identification. For Exxon Corporation common stock, gains and losses are calculated assuming a first-in, first-out methodology for total shares in the portfolio for all shares sold by participants.

For the years ended November 30, 1993 and 1992, these components of net appreciation (depreciation) were:

	Exxon Corporation Common Stock		Common Asset Fixed Income Securities		Exxon Corporation Preferred Stock	
	1993	1992	1993	1992	1993	1992
	-----	-----	-----	-----	-----	-----
	1993	1992	1993	1992	1993	1992
	----	----	----	----	----	----
	(thousands of dollars)					
Realized Gain (Loss)	\$ 50,579	\$26,364	(\$12,827)	(\$15,837)	\$ -	\$ -
Unrealized Gain	92,324	29,392	13,079	4,862	13,813	-
	-----	-----	-----	-----	-----	-----
Net Appreciation (Depreciation)	\$142,903	\$55,756	\$ 252	(\$10,975)	\$13,813	\$ -

Note 4: Tax Status

In 1993, the Internal Revenue Service issued a favorable determination letter with respect to the qualification of the Thrift Plans under Section 401(a) of the Internal Revenue Code (IRC). The Trustee believes that the Plan is qualified and, therefore, that the Trust is exempt from tax under IRC Section 501(a).

The federal tax treatment of a qualified plan and trust, as well as distributions from such a plan, are described on pages 37 through 43 of the Summary Plan Description.

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THRIFT PLAN OF EXXON CORPORATION
AND PARTICIPATING AFFILIATED EMPLOYERS
THRIFT FUND
NOTES TO FINANCIAL STATEMENTS

Note 5: Expenses

Participating employers pay the administrative expenses of the Thrift Fund with the exception of: (1) brokers' commissions and SEC fees on Exxon Corporation common stock purchases and sales which are paid by Thrift participants purchasing or selling stock and are included in the price of the stock at the time of purchase or sale and (2) management fees, brokerage commissions, and administrative expenses of the Equity Portfolio, which are paid by Thrift participants in the Equity Portfolio Fund.

Note 6: Direct Dividend Account

A Leveraged Employee Stock Ownership Plan (LESOP) was incorporated into the Thrift Plan on August 1, 1988. This LESOP is commonly referred to as the Direct Dividend Account (DDA) and is described in detail in the Summary Plan Description. In 1989, the Trustee-Thrift Trust borrowed \$1.0 billion at a floating rate of interest under the terms of notes, guaranteed by Exxon Corporation, maturing between 1990 and 1999. Remaining annual principal payments on the notes range from \$105.0 million to \$125.0 million. In addition there are subrogation rights obligations which are mentioned below. The Trustee used the proceeds of the borrowing to purchase 16,349,945 shares of a new issue of Exxon Corporation Class A preferred stock for \$61.50 per share. Exxon Corporation Class A preferred stock can be converted into Exxon Corporation common stock at the lower of current common stock market value or \$61.50. Dividends are cumulative and payable in an amount per share equal to \$4.68 per annum. As of November 30, 1993, there were 16,344,440 shares of Exxon Corporation common stock in the DDA.

Employer contributions to the DDA, plus certain dividends, are used to make principal and interest payments on the notes. Employer contributions are based on a matching program related to employee contributions and are funded annually when principal amounts on the notes are due. As contributions and dividends are credited, shares of preferred stock are proportionately converted into common stock and allocated to participants' accounts. During 1993, 1,638,776 shares, or approximately \$101 million, of preferred stock were converted to common stock and allocated. During 1992, 1,539,994 shares, or approximately \$95 million, of preferred stock were converted to common stock and allocated. Net dividends on the preferred stock of \$56 million and \$64 million were paid during 1993 and 1992, respectively, and covered certain principal and interest payments on the notes and interest payments on the subrogation rights referred to below.

The 1993 \$90 million principal payment on the notes and \$12 million retirement of subrogation rights (referred to below) were

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THRIFT PLAN OF EXXON CORPORATION
AND PARTICIPATING AFFILIATED EMPLOYERS
THRIFT FUND
NOTES TO FINANCIAL STATEMENTS

funded with approximately \$69 million of employer contributions to the DDA, \$17 million of common dividends reinvested within the DDA and \$16 million of preferred stock dividends and interest income in excess of interest expense. The 1992 \$85 million principal payment on the notes and \$11 million retirement of subrogation rights (referred to below) were funded with approximately \$73 million of employer contributions to the DDA, \$12 million of common dividends reinvested within the DDA and \$11 million of preferred stock dividends and interest income in excess of interest expense.

Upon its payment in 1991 and 1990 respectively of \$11 million and \$53 million principal on the notes as guarantor, Exxon Corporation became subrogated to all rights of the holders of such notes with respect to those payments. These subrogation rights include the right to receive payment from the Trustee-Thrift Trust of the remaining principal amounts, if any, plus accrued and unpaid interest thereon, upon final payment of all principal and interest on the notes. During 1992, Exxon Corporation sold these subrogation rights to a third party, which is paid interest thereon on a current basis. Under certain circumstances, the third party may require Exxon Corporation to repurchase these subrogation rights. During 1993, \$12 million of the subrogation rights obligation incurred in 1990 was retired, and during 1992, \$11 million of the subrogation rights obligation incurred in 1991 was retired.

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THRIFT PLAN OF EXXON CORPORATION EXHIBIT 1
AND PARTICIPATING AFFILIATED EMPLOYERS

THRIFT FUND

ITEM 27a-SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES

11/30/93

(thousands of dollars)

DESCRIPTION	COUPON	MATURITY DATE	PAR VALUE	AMORTIZED COST	CURRENT VALUE
-----	-----	----	-----	-----	-----
COMMON ASSET FUND					

CORPORATE BONDS					
AT&T CAPITAL CORP M/T/N	9.000%	06/15/94	\$ 1,500	\$ 1,529	\$ 1,542
AT&T CAPITAL CORP M/T/N	5.640%	04/29/94	10,000	10,000	10,084
AT&T CAPITAL CORP M/T/N	5.470%	06/08/94	10,000	10,000	10,098
AT&T CAPITAL CORP M/T/N	5.390%	06/10/94	5,000	5,000	5,047
AT&T CAPITAL CORP M/T/N	5.380%	06/03/94	5,000	5,000	5,045
AT&T CAPITAL CORP M/T/N	5.300%	05/24/94	5,000	5,000	5,042
AT&T CAPITAL CORP M/T/N	5.280%	06/23/94	2,640	2,640	2,665
AT&T CAPITAL CORP M/T/N	5.180%	06/24/94	8,000	8,000	8,072
AT&T CAPITAL CORP M/T/N	4.650%	08/05/94	2,000	2,000	2,014
AT&T CAPITAL CORP M/T/N	4.860%	05/18/95	4,000	4,000	4,034
AM EXPRESS CREDIT CORP	7.375%	02/01/94	470	470	473
AMERICAN HSG TR XI MTG C	6.450%	02/25/07	12,807	12,805	12,911

BCI HOME EQUITY LOAN ABS	7.100%	09/15/06	6,360	6,340	6,423
BNY MASTER CREDIT CARD T	7.950%	04/15/96	22,917	23,163	23,312
BNY MASTER CREDIT CARD T	7.100%	12/15/96	37,060	37,296	38,067
BANCO INTL TRADE, SER A-	6.760%	10/15/96	3,000	3,048	3,185
BANCO INTL TRADE, SER A-	6.760%	10/15/96	3,972	4,036	4,217
BANCO INTL TRADE	6.380%	04/15/94	1,471	1,483	1,488
BANCO INTL TRADE	6.260%	10/15/94	1,471	1,492	1,508
BANCO INTL TRADE	6.160%	04/15/95	1,471	1,495	1,527
BANCO INTL TRADE, SER A-	6.760%	10/15/96	3,000	3,048	3,185
BANCO INTL TRADE	7.440%	04/15/97	3,497	3,573	3,822
BANKERS TRUST NY CORP	9.375%	05/15/94	5,000	5,048	5,116
BARCLAYS BANK M/T/N SER	8.600%	09/15/94	13,400	13,677	13,907
BAYERISCHE LANDESBANK US	6.100%	02/01/95	2,000	2,029	2,048
BAYERISCHE LANDESBANK US	5.750%	02/14/95	14,500	14,446	14,827
BAYERISCHE LANDESBANK US	5.750%	01/31/95	4,000	4,033	4,089
BAYERISCHE LANDESBANK US	4.500%	01/20/95	5,750	5,769	5,798
BAYERISCHE LANDESBANK US	4.625%	04/02/96	14,000	13,992	14,089
BELLSOUTH CAPITAL FUNDIN	5.300%	05/01/95	4,000	4,053	4,057
CFAC GRANTOR TRUST	6.450%	12/15/97	6,976	6,995	7,116
CFC-12 GRANTOR TR CLASS	9.100%	10/16/95	2,541	2,522	2,548
CFC-14 GRANTOR TRUST	7.150%	11/15/06	14,128	14,228	14,189
CTS HOME EQUITY LOAN TRU	7.700%	09/15/06	10,049	10,222	10,473
CAPITAL AUTO RECEIVABLES	5.750%	12/15/97	4,882	4,933	4,963
CAPITAL AUTO RECEIVABLES	4.900%	02/15/98	25,500	25,542	25,631
CAPITAL AUTO RECEIVABLES	5.350%	02/17/98	2,000	2,037	2,020
CAPITAL AUTO RECEIVABLES	4.700%	05/15/97	9,650	9,645	9,644
CAPSTEAD SECURITIES VIII	7.400%	09/25/22	8,000	8,041	8,730
CHASE LINCOLN TRUST 91-A	7.750%	06/15/97	1,842	1,839	1,882
CHEMICAL BANK GRANTOR TR	9.000%	02/15/95	1,915	1,917	1,931
CHEMICAL BANK GRANTOR TR	8.900%	12/15/96	6,088	6,074	6,261
CHEVRON CORP PROFIT SHARE	6.920%	01/01/96	5,000	5,214	5,215
CHEVY CHASE CRED CARD 92	7.550%	10/31/97	5,000	5,015	5,003

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THRIFT PLAN OF EXXON CORPORATION
AND PARTICIPATING AFFILIATED EMPLOYERS
THRIFT FUND

EXHIBIT 1

ITEM 27a-SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
11/30/93

(thousands of dollars)

DESCRIPTION	COUPON	MATURITY DATE	PAR VALUE	AMORTIZED COST	CURRENT VALUE
-----	-----	----	-----	-----	-----
CHEVY CHASE CRED CARD 92	7.550%	10/31/97	\$15,000	\$14,974	\$14,934
CHEVY CHASE CRED CARD 92	7.550%	10/31/97	20,000	19,965	20,010
COMDISCO RECEIVABLES TRU	7.700%	05/15/96	571	570	579
COMDISCO RECEIVABLES TRU	6.100%	05/15/97	5,106	5,173	5,162
CONCORD LEASING TRUST 91	6.700%	11/15/97	7,655	7,648	7,685
CONCORD LEASING TRUST	5.310%	05/01/00	8,626	8,586	8,588
CORESTATES HOME EQUITY	5.100%	03/15/09	9,786	9,780	9,533
DELTA FUNDING MTG PASS-T	9.000%	02/25/06	4,203	4,197	4,372
DIAMOND FUNDING CORP	6.350%	11/20/97	31,390	31,377	31,743
DISCOVER CARD TRUST	5.500%	05/16/98	40,000	39,950	40,583
DISNEY WALT MED TERM NOT	7.750%	03/06/95	3,700	3,863	3,872
DUKE PWR CO M/T/N	6.470%	12/15/95	5,000	5,221	5,179
EXPORT FINANCE CORP M/T/	9.070%	01/15/95	1,725	1,800	1,818
FCC GRANTOR TRUST	8.750%	02/15/06	8,113	8,440	8,473
FICAL HOME EQUITY LOAN T	8.900%	11/15/97	4,211	4,282	4,406
FIRST DEP SER 93-1 CL1	4.900%	06/15/00	40,000	39,989	40,200
FIRST INTERSTATE AUTO TR	9.000%	10/15/96	4,588	4,626	4,649
FIRST JERSEY NATL NOTE F	12.875%	12/15/93	4,000	4,005	4,006
FIRST UNION NATL DEP NT	9.000%	06/22/94	8,500	8,658	8,744
FIRST USA CR CARD MASTER	5.200%	06/15/98	39,725	40,042	40,029
FLEET FIN INC	5.450%	03/20/23	9,194	9,188	9,244
FLEET FIN HOME EQUITY 91	6.700%	10/16/06	10,982	10,962	11,288
FLEETWOOD CR 93-B GRANT	4.950%	08/15/08	5,744	5,729	5,689
FORD CR 90-A GRANTOR TR	8.750%	10/15/95	1,711	1,731	1,744
FORD CR 91-A GRANTOR TR	7.800%	02/15/96	3,326	3,332	3,370
FORD CR AUTO LOAN MASTER	5.625%	10/15/95	40,000	40,030	40,632
FORRESTAL CENTER CORP M/	5.670%	05/16/94	10,000	10,000	10,091
GE CAPITAL MTG SERVICES	7.200%	09/15/11	9,104	9,096	9,430
GE CAPITAL MTG SERVICES	5.900%	01/25/01	9,591	9,660	9,649
GMAC 1992-C GRANTOR TR	5.950%	02/15/97	9,241	9,239	9,407
GMAC 1992-D GRANTOR TR	5.550%	05/15/97	9,009	9,003	9,121
GMAC 1992-F GRANTOR TR	4.500%	09/15/97	3,657	3,616	3,663
GENERAL DEVELOPMENT MTG	9.050%	02/25/99	5,450	5,393	5,650
GENERAL ELEC CO	5.875%	12/01/94	28,000	28,000	28,500
GENERAL ELEC CAPITAL COR	8.250%	01/14/95	4,550	4,699	4,747
GENERAL ELEC CAP CORP MT	9.500%	05/23/94	10,000	10,193	10,273

GOVERNMENT EXP TR CL A	6.250%	03/01/97	5,530	5,515	5,509
GREEN TREE FINL CORP	4.750%	10/15/17	7,058	6,934	7,044
GREEN TREE FINL CORP	5.850%	01/15/18	11,536	11,586	11,640
GUARANTEED MTG CORP III	8.500%	06/01/14	231	234	230
HIBERNIA NATL BK GRANTOR	8.300%	12/15/95	3,190	3,181	3,260
HITACHI CREDIT AMER MTN	6.850%	09/11/95	10,000	10,000	9,994
HITACHI CREDIT AMER MTN	7.600%	03/29/95	10,000	10,000	10,001
HITACHI CREDIT AMER MTN	8.540%	12/15/94	5,000	5,110	5,232

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THRIFT PLAN OF EXXON CORPORATION
AND PARTICIPATING AFFILIATED EMPLOYERS
THRIFT FUND

EXHIBIT 1

ITEM 27a-SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
11/30/93
(thousands of dollars)

DESCRIPTION	COUPON	MATURITY DATE	PAR VALUE	AMORTIZED COST	CURRENT VALUE
-----	-----	----	-----	-----	-----
HOUSEHOLD CR CARD TR	6.000%	07/15/97	\$45,000	\$44,912	\$45,914
HOUSEHOLD FIN CORP V/R	8.150%	03/19/96	8,864	8,955	9,271
HOUSEHOLD FIN HOME EQU L	4.750%	05/20/08	12,849	12,821	12,813
HYUNDAI AUTO RECEIVABLES	4.300%	05/15/98	11,619	11,608	11,597
IBM CR CORP	7.200%	02/19/94	15,000	15,065	15,099
IBM CR CORP MEDIUM TERM	7.370%	05/02/94	6,500	6,551	6,594
IBM CR CORP M/T/N	5.580%	05/12/94	10,000	10,000	10,078
JOHNSON & JOHNSON NT	8.500%	08/15/95	4,500	4,804	4,801
JOHNSON & JOHNSON M/T/N	8.000%	03/20/96	20,000	21,604	21,453
KIDDER PEABODY MTG ASSET	8.650%	03/20/18	519	515	527
KIDDER PEABODY MTG ASSET	8.750%	05/01/17	370	367	377
LOMAS MTG FDG CORP II	9.000%	09/20/15	1,302	1,299	1,348
MCA FUNDING CORP M/T/N	4.880%	05/20/96	8,000	8,004	8,516
MCA FDG CORP M/T/N RESTR	4.880%	05/20/96	9,000	8,999	8,997
MCA FDG CORP M/T/N RESTR	4.480%	08/13/96	5,000	4,996	4,938
MERCK & CO INC	7.750%	05/01/96	7,000	7,497	7,473
MERDIAN GRANTOR TR	7.950%	02/15/96	1,463	1,448	1,478
MIDLANTIC AUTO GRANTOR T	4.300%	09/15/97	15,051	14,963	15,043
MIDLANTIC 1990-A AUTOMOB	9.200%	05/15/95	748	753	747
MOBIL CORP M/T/N	4.878%	09/18/95	5,000	5,002	5,033
MORGAN J P & CO INC SUB	8.875%	08/01/94	8,000	8,171	8,268
MORGAN J P & CO INC	5.375%	01/21/95	2,650	2,683	2,687
MORGAN GTY TR CO NEW YORK	8.125%	03/15/96	2,000	2,160	2,136
MORGAN STANLEY MTG TR	6.500%	04/20/08	14,602	14,649	14,703
NBD BK N A M/T/N	6.000%	05/30/95	10,000	10,107	10,253
NATIONAL BK DETROIT M/T/	8.000%	02/14/95	3,350	3,476	3,504
NAVISTAR FINL 1991-1 RST	6.400%	12/15/96	7,453	7,453	7,391
NAVISTAR FINL 1993-A OWN	4.475%	10/15/98	3,000	2,999	2,999
NISSAN AUTO RECEIVABLES	4.300%	09/15/97	5,231	5,182	5,233
NORDIC INVT BK	5.250%	11/30/95	24,500	24,719	24,838
NORDISKA INVESTERINGSBAN	9.500%	12/15/94	7,250	7,508	7,612
NORINCHUKIN BK CTF DEP N	7.875%	04/11/94	1,000	1,007	1,015
NORINCHUKIN BK CTF DEP N	7.625%	05/02/94	6,000	6,006	6,097
NORTHERN ILL GAS CO 1ST	4.500%	03/15/96	10,000	9,969	9,966
NORWEST FINL INC	7.250%	11/01/95	5,000	5,243	5,243
NORWEST FINL INC NT	7.100%	11/15/96	1,300	1,382	1,373
PAINWEBBER CMO TR SER G	8.000%	04/01/17	1,656	1,626	1,682
PEOPLES BK CR CARD TR	4.800%	12/15/99	24,300	24,276	24,559
PFIZER INC	7.125%	10/01/96	23,750	25,399	25,117
PITNEY BOWES CR CORP MED	6.640%	04/03/95	5,000	5,116	5,157
PITNEY BOWES CR CORP MED	6.650%	04/03/95	5,000	5,109	5,156
PREMIER AUTO TR 1992-1 A	5.750%	07/15/97	9,159	9,131	9,294
PREMIER AUTO TR ABS	4.900%	10/15/98	25,000	24,940	25,008
PREMIER AUTO TR	4.900%	12/15/98	7,000	7,018	6,971

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THRIFT PLAN OF EXXON CORPORATION
AND PARTICIPATING AFFILIATED EMPLOYERS
THRIFT FUND

EXHIBIT 1

ITEM 27a-SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
11/30/93
(thousands of dollars)

DESCRIPTION	COUPON	MATURITY DATE	PAR VALUE	AMORTIZED COST	CURRENT VALUE
-----	-----	----	-----	-----	-----
PREMIER AUTO TR 1993-5 A	4.220%	03/02/99	\$10,000	\$ 9,988	\$ 9,888
PRIVATE EXPORT FDG CORP	6.670%	03/01/94	18,000	18,056	18,080
PRIVATE LABEL CR CARD	5.900%	04/15/98	2,567	2,566	2,580
PROCTER & GAMBLE CO NT	7.100%	09/01/94	6,000	6,062	6,137
PROCTER & GAMBLE CO NT	6.250%	03/15/95	4,000	4,071	4,100
PRUDENTIAL HOME MTG SECS	5.500%	02/25/08	7,699	7,706	7,747
PRUDENTIAL HOME MTG SECS	6.150%	03/25/23	3,500	3,529	3,527
RCI VACATION OWNERSHIP	8.375%	07/25/01	9,528	9,529	9,528
RCSB 1990-B GRANTOR TR	8.900%	05/15/96	2,083	2,073	2,149
RCSB 1991-B GRANTOR TR	6.700%	04/15/97	5,840	5,834	6,005
RABOBANK NEDERLAND MTN	9.250%	09/18/95	3,000	3,203	3,250
RABOBANK NEDERLAND MTN	5.400%	04/25/94	5,000	5,000	5,038
RABOBANK NEDERLAND MTN	4.590%	09/18/95	5,000	4,972	5,023
RABOBANK NEDERLAND MTN	4.500%	01/25/96	3,000	2,985	2,998
RABOBANK NEDERLAND MTN	4.550%	03/01/96	5,000	4,998	4,999
REPUBLIC NATL BK NEW YOR	5.750%	02/01/95	13,000	13,158	13,241
REPUBLIC N Y CORP	6.400%	04/15/95	13,600	13,912	13,955
REPUBLIC NATL BK OF NY	4.750%	10/15/95	2,000	2,009	2,005
REPUBLIC N Y CORP	8.375%	05/01/96	3,720	4,008	3,996
RESIDENTIAL FDG MTG SECS	6.500%	02/25/23	3,278	3,298	3,297
RESIDENTIAL FDG MTG SECS	5.500%	02/25/08	3,150	3,147	3,136
SCFC RECREATIONAL VEH LN	7.250%	09/15/06	10,918	10,924	10,919
SPNB HOME EQUITY LN ABS	8.100%	06/15/20	6,809	6,961	7,209
SAAB 1992-A TRUST SR CTF	6.100%	06/15/98	8,618	8,607	8,712
SEARS CR ACCOUNT MASTER	5.900%	11/16/98	28,000	28,374	28,677
SECURITY PAC AUTO GRANTO	6.700%	01/15/97	2,432	2,428	2,469
SECURITY PAC HOME EQUITY	8.250%	05/10/03	5,967	6,024	6,116
SELECT AUTO RECEIVABLES	7.000%	09/16/96	4,488	4,482	4,601
SELECT AUTO RECEIVABLES	6.250%	11/15/96	4,254	4,238	4,335
SHELL OIL CO	7.700%	02/01/96	9,000	9,537	9,555
SHELL OIL CO	7.125%	08/15/94	32,500	32,982	33,223
SHELL OIL CO NT	7.000%	09/15/95	4,000	4,154	4,175
SHELL OIL CO	6.125%	11/15/94	1,700	1,722	1,734
SONY CAPITAL CORP M/T/N	8.300%	02/15/94	3,500	3,507	3,529
STANDARD CR CARD MASTER	7.875%	09/07/95	35,205	35,611	35,996
STANDARD CR CARD MSTR TR	5.875%	08/07/96	10,000	10,092	10,222
STATE ST BK & TR CO BOST	5.300%	06/17/94	15,000	14,998	15,132
STRUCTURED ASSET SECS CO	6.600%	10/25/24	14,011	14,072	13,942
STRUCTURED MTG ASSET	6.750%	05/25/05	1,872	1,903	1,884
SWISS BANK CORP MED TERM	9.400%	06/13/95	2,500	2,681	2,621
TMS HOME EQUITY LN TR	6.100%	05/15/22	9,553	9,561	9,697
TMS HOME EQUITY LN TR	5.175%	07/15/06	10,828	10,912	10,893
TOYOTA MTR CR CORP NT	7.100%	08/15/94	5,000	5,056	5,109
TOYOTA MTR CR CORP M/T/N	7.850%	02/08/94	15,000	15,040	15,108

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THRIFT PLAN OF EXXON CORPORATION
AND PARTICIPATING AFFILIATED EMPLOYERS
THRIFT FUND
ITEM 27a-SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
11/30/93
(thousands of dollars)

DESCRIPTION	COUPON	MATURITY DATE	PAR VALUE	AMORTIZED COST	CURRENT VALUE
-----	-----	----	-----	-----	-----
UFSB GRANTOR TR	8.400%	08/15/96	\$ 2,902	\$ 2,898	\$ 2,958
USAA CAP CORP 144A M/T/N	4.490%	10/28/96	20,000	20,000	19,721
U S WEST COMMUNICATIONS	5.480%	04/22/94	8,000	7,992	8,059
WACHOVIA BK N C N A M/T/	5.300%	04/29/94	28,900	28,880	29,104
WACHOVIA BK N C N A MEDI	5.000%	01/29/96	11,600	11,595	11,684
WAL MART STORES INC	8.000%	05/01/96	4,000	4,329	4,283
WARNER LAMBERT CO DEB	8.125%	04/24/96	3,035	3,242	3,259
WESTERN FINL AUTO LNS 2	8.350%	10/01/95	2,532	2,531	2,561
WISCONSIN ELEC PWR CO 1S	4.500%	03/15/96	6,000	6,000	5,952
WORLD OMNI LEASE ABS	5.800%	01/15/97	15,739	15,729	15,984
WORLD OMNI 1991-1 A GRAN	7.950%	07/15/96	1,521	1,508	1,550
EUROPEAN INVT BK	7.750%	07/09/96	8,000	8,647	8,565
SHIKOKU ELECTRIC POWER	10.250%	04/26/96	10,000	11,292	11,194
INTERNATIONAL FINANCE CO	5.125%	02/09/96	10,000	10,089	10,144
TOTAL CORPORATE BONDS			\$1,703,195	\$1,718,460	\$1,733,185

GOVERNMENT BONDS					
FEDERAL HOME LOAN MORTGA	6.450%	08/15/11	\$ 19,482	\$ 19,493	\$ 19,496
FEDERAL HOME LOAN MORTGA	5.750%	01/15/99	3,967	3,965	3,963
FEDERAL HOME LOAN MORTGA	6.000%	10/15/08	9,092	9,101	9,095
FEDERAL HOME LOAN MORTGA	5.700%	09/15/06	20,000	19,938	20,104
FEDERAL HOME LOAN MORTGA	5.150%	01/15/06	5,000	5,000	5,046
FANNIE MAE REMIC TRUST C	6.250%	12/25/09	20,000	19,994	20,118
FEDERAL NATL MTG ASSN GT	5.950%	09/25/06	18,455	18,434	18,585
U S TREASURY NOTES	5.000%	06/30/94	5,000	5,004	5,044
U S TREASURY NOTES	4.250%	05/15/96	10,000	9,954	9,967
U S TREAS SEC STRIPPED	0.000%	08/15/94	18,000	17,363	17,560
U S TREAS SEC STRIPPED	0.000%	11/15/94	8,000	7,604	7,727
U S SVGS SR EE 1/1/93 R/	6.000%	02/01/05	139,896	69,948	69,948
U S SVGS SR EE 9/1/92 R/	6.000%	10/01/04	144,588	72,294	72,294

TOTAL GOVERNMENT BONDS			\$421,480	\$278,092	\$278,947
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OTHER BONDS					
ALBERTA PROV CDA DEB	9.250%	11/23/94	\$13,900	\$14,326	\$14,591
BANAMEX EXPORT FUNDING	7.580%	10/15/96	1,797	1,825	1,878
BANQUE FRANCAISE COMM EX	9.250%	11/22/95	5,000	5,454	5,459
BANQUE NATL DE PARIS NY	8.200%	04/11/94	2,100	2,122	2,134
BELGIUM KINGDOM	5.280%	01/12/96	10,000	10,116	10,051
BRITISH TELECOM	7.625%	09/30/96	18,235	19,693	19,557
CANADIAN GOVT SEDOL #416	9.000%	02/27/96	40,590	44,177	44,370
COMPAGNIE BANCAIRE	8.250%	05/31/94	9,000	9,097	9,231
CREDIT AGRICOLE	8.750%	11/21/94	3,400	3,489	3,561
DU PONT E I NEMOURS & CO	8.500%	04/17/96	10,000	10,890	10,819

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THRIFT PLAN OF EXXON CORPORATION
AND PARTICIPATING AFFILIATED EMPLOYERS
THRIFT FUND

EXHIBIT 1

ITEM 27a--SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES

11/30/93

(thousands of dollars)

DESCRIPTION	COUPON	MATURITY DATE	PAR VALUE	AMORTIZED COST	CURRENT VALUE
DU PONT E I DE NEMOURS &	9.000%	07/18/94	\$22,980	\$23,545	\$23,667
ENERGIE BEHEER NEDERLAND	9.000%	10/17/95	7,730	8,353	8,363
GUINNESS FINANCE	9.000%	01/08/96	5,000	5,350	5,431
HALIFAX BUILDING SOCIETE	5.000%	06/21/96	10,000	10,138	10,180
INTER AMERN DEV BK	11.625%	12/01/94	2,000	2,109	2,145
INTER AMERICAN DEV BANK	8.375%	12/27/95	13,190	14,138	14,204
JAPAN FINL CORP	9.875%	02/23/96	5,000	5,520	5,553
KANSAI ELEC PWR EURO	10.000%	03/30/96	10,000	11,095	11,131
MCDONALDS CORP EURO	2.750%	05/06/94	2,750	2,719	2,740
MOUNTAIN STS TEL & TEL E	7.625%	05/15/96	11,000	11,704	11,674
NEW ZEALAND SEDOL 463344	9.000%	08/30/94	20,000	20,401	20,850
NIPPON TELE & TELE	9.375%	03/03/95	5,000	5,299	5,316
ONTARIO PROV CDA NT	12.500%	04/04/94	7,700	7,855	7,914
OSPREY MTG LTD NO.7 CL A	5.250%	07/10/97	6,500	6,621	6,435
PANASONIC FIN INC	8.470%	11/18/94	3,000	3,055	2,979
SAINSBURY J	8.500%	05/09/96	3,000	3,260	3,244
SAINSBURY J	9.125%	10/02/96	3,000	3,353	3,315
SPAIN KINGDOM M/T/N	9.380%	05/25/94	2,000	2,038	2,054
SPAIN KINGDOM M/T/N	8.430%	01/25/95	3,000	3,135	3,144
KINGDOM OF SPAIN M/T/N	9.130%	10/05/95	2,000	2,160	2,161
KINGDOM OF SPAIN M/T/N	8.650%	12/15/95	1,870	2,008	2,015
UNILEVER CAP CORP	8.000%	05/28/96	25,150	26,991	26,942
BELGIUM KINGDOM	5.220%	10/23/95	3,000	3,030	3,037
CHUBU ELECTRIC POWER	7.000%	03/26/96	10,100	10,668	10,586
DENMARK KINGDOM UNSUB	7.250%	09/25/96	5,175	5,533	5,492
DENMARK KINGDOM UNSUB	5.250%	11/03/95	10,000	10,125	10,175
ABB INTL FIN NV KEEPWELL	6.375%	02/20/96	19,000	19,658	19,641
GUINNESS FINANCE BV	6.500%	04/06/95	2,100	2,149	2,162
INTER AMERICAN DEV BK EU	10.500%	09/11/95	15,000	16,504	16,584
INTER AMERICAN DEV BK EU	7.625%	09/10/96	9,400	10,161	10,087
INTERNATIONAL BK FOR REC	9.750%	05/10/96	21,000	23,558	23,377
SWEDEN KINGDOM DEB	5.500%	12/01/95	20,400	20,713	20,821

TOTAL OTHER BONDS			\$401,067	\$424,135	\$425,070
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CERTIFICATES OF DEPOSIT					
AMERITRUST CLEV OH C/D A	9.020%	02/28/94	\$ 5,000	\$ 5,136	\$ 5,223
BAYERISCHE LANDESBANK YC	4.800%	02/28/94	10,000	10,101	10,046
CENTRAL BK OF THE SOUTH	5.050%	12/15/93	5,000	5,000	5,005

CENTRAL BK OF THE SOUTH	5.000%	12/16/93	5,000	5,000	5,005
CENTRAL BANK SOUTH C/D A	5.650%	05/16/94	10,000	10,000	10,127
CENTRAL BK SOUTH C/D	5.125%	01/31/94	5,000	5,003	5,051
CENTRAL BK OF SOUTH C/D	5.570%	12/01/93	5,000	5,000	5,125
CENTRAL FIDELITY BK C/D	5.650%	05/18/94	20,000	20,002	20,257

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THRIFT PLAN OF EXXON CORPORATION
AND PARTICIPATING AFFILIATED EMPLOYERS
THRIFT FUND

EXHIBIT 1

ITEM 27a-SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
11/30/93
(thousands of dollars)

DESCRIPTION	COUPON	MATURITY DATE	PAR VALUE	AMORTIZED COST	CURRENT VALUE
-----	-----	----	-----	-----	-----
CENTRAL FIDELITY BK C/D	5.690%	05/10/94	\$ 5,000	\$ 5,000	\$ 5,062
COMERICA BK DETROIT C/D	9.650%	01/27/94	3,000	3,242	3,235
DRESDNER BANK A G NY BRA	5.400%	12/21/93	2,000	2,029	2,029
FIFTH THIRD BK CIN OH C/	8.880%	02/23/94	2,000	2,063	2,091
FIFTH THIRD BK CINCINNAT	9.450%	06/07/94	2,000	2,043	2,068
FIRST ALABAMA BK C/D	6.510%	03/12/94	10,000	10,000	10,230
FIRST HAWAIIAN BK C/D	5.900%	01/02/95	10,000	10,000	10,180
FIRST HAWAIIAN BK C/D	8.550%	07/01/94	1,000	1,017	1,032
FIRST UNION NATL BK N C	8.320%	08/08/94	5,000	5,127	5,183
HUNTINGTON NATL BK C/D	7.690%	12/22/93	7,000	7,000	7,021
LASALLE NATL BK CHICAGO	5.550%	02/13/95	5,000	4,978	5,077
LASALLE NATL BK CHICAGO	5.950%	03/06/95	5,000	4,975	5,099
MBNA AMER BK N A NEWARK	4.100%	10/15/96	5,000	4,956	4,883
MBNA AMER BK N A NEWARK	4.300%	09/03/96	10,000	9,914	9,844
MBNA AMER BK N A NEWARK	4.250%	09/09/96	5,000	4,950	4,915
MBNA AMER BK N A NEWARK	4.200%	09/30/96	10,000	9,908	9,819
MERCANTILE SAFE DEP & TR	6.480%	03/03/94	5,000	5,000	5,182
MERCANTILE SAFE DEP & TR	6.480%	03/03/94	5,000	5,000	5,124
MERCANTILE SAFE DEP & TR	4.770%	04/01/94	10,000	10,000	10,006
MERCANTILE-SAFE DEP & TR	4.850%	02/03/94	5,000	5,000	5,043
MERCANTILE SAFE DEP & TR	5.360%	01/07/94	5,000	5,000	5,074
OLD KENT BK & TR CO C/D	5.000%	02/28/94	5,000	5,001	5,040
OLD KENT BK & TR CO C/D	5.150%	01/20/94	5,000	5,001	5,012
OLD KENT BANK AND TRUST	4.620%	03/09/94	2,000	2,000	2,001
PITTSBURGH NATL BK C/D N	6.350%	12/15/94	21,500	21,659	21,659
PITTSBURGH NATIONAL BK C	8.900%	06/22/94	1,000	1,013	1,027
SECURITY PAC NATL BK C/D	9.050%	05/31/94	4,000	4,074	4,122
SOUTH CAROLINA NATL BK D	9.400%	09/20/95	5,000	5,396	5,446
UNION BK C/D	6.550%	04/29/94	20,000	20,000	20,637
UNION BK C/D	5.570%	01/17/94	10,000	10,000	10,239
			-----	-----	-----
TOTAL CERTIFICATES OF DEPOSIT			\$255,500	\$256,588	\$259,219
			-----	-----	-----
TOTAL FIXED INCOME SECURITIES			\$2,781,242	\$2,677,275	\$2,696,421
BANK OF NEW YORK	N/A	N/A	36,949	36,949	36,949
SHORT TERM INVST FUND					
PARTICIPANT LOANS (RATES	N/A	N/A	N/A	N/A	173,905
FROM 11.75 TO 6.5,			-----	-----	-----
MAXIMUM PERIOD OF					
REPAYMENTS IS 60 MONTHS)					
TOTAL COMMON ASSET INVESTMENTS			\$2,818,191	\$2,714,224	\$2,907,275
			=====	=====	=====

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THRIFT PLAN OF EXXON CORPORATION
AND PARTICIPATING AFFILIATED EMPLOYERS
THRIFT FUND

EXHIBIT 1

ITEM 27a-SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
11/30/93
(thousands of dollars)

FUND/ISSUE -----	SHARES/ UNITS -----	COST -----	CURRENT VALUE -----
EXXON CORPORATION PREFERRED STOCK FUND -----			
*EXXON CORPORATION CLASS A PREFERRED STOCK (thousands of shares)	11,050	\$679,600	\$693,413
GE CAPITAL COMMERCIAL PAPER	N/A	9,928	9,928
*BANK OF NEW YORK SHORT TERM INVESTMENT FUND	N/A	6,750	6,750
EXXON CORPORATION COMMON STOCK FUND -----			
*EXXON CORPORATION COMMON STOCK (thousands of shares)	43,136	\$1,833,815	\$2,706,776
EQUITY PORTFOLIO FUND -----			
WELLS FARGO EQUITY INDEX FUND (thousands of shares)	2,788	\$166,938	\$273,205

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EXHIBIT 2

THRIFT PLAN OF EXXON CORPORATION
AND PARTICIPATING AFFILIATED EMPLOYERS
ITEM 27d-SCHEDULE OF REPORTABLE TRANSACTIONS
TRUSTEE--THRIFT FUND

(thousands of dollars)

Identity of Party Involved: Exxon Corporation
Description of Asset: Exxon Corporation Common Stock

Total Number of Purchases -----	Total Number of Sales -----	Total Dollar Value of Purchases -----	Total Dollar Value of Sales -----	Net Gain -----
10,841,201	8,087,031	\$699,743	\$522,427	\$177,316

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REPORT OF INDEPENDENT ACCOUNTANTS

To the Trustee of the Thrift Fund

In our opinion, the financial statements (pages 2-8) listed in the accompanying index present fairly, in all material respects, the net assets available for benefits of the Thrift Fund of the Thrift Plan of Exxon Corporation and Participating Affiliated Employers (the Thrift Fund) at November 30, 1993 and 1992, and the changes in its net assets available for benefits for the year ended November 30, 1993, in conformity with generally accepted accounting principles. These financial statements are the responsibility of the Trustee of the Thrift Fund; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with generally accepted auditing standards which require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by the Trustee of the Thrift Fund, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for the opinion expressed above.

Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The additional information included in Exhibits 1 and 2 is presented for purposes of additional analysis and is not a required part of the basic financial statements but is additional information required by ERISA. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

PRICE WATERHOUSE
Houston, Texas
March 10, 1994

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 (No. 33-19057) and the related Prospectus for the Thrift Plan of Exxon Corporation and Participating Affiliated Employers of our report dated March 10, 1994 appearing on page 18 of this Annual Report on Form 11-K.

PRICE WATERHOUSE
Houston, Texas
March 10, 1994

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the Plan) have duly caused this Annual Report to be signed by the undersigned hereunto duly authorized.

THRIFT PLAN OF EXXON CORPORATION
AND PARTICIPATING AFFILIATED EMPLOYERS
(Name of Plan)

EDGAR A. ROBINSION

By _____

Edgar A. Robinson
Chairman, Thrift Trustee

Dated: March 10, 1994

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