

# **EXHIBIT 13**



FORM 8-B

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Registration of Securities of Certain Successor Issuers

Filed pursuant to Section 12(b) or (g) of  
The Securities Exchange Act of 1934

Diamond Shamrock Corporation\*

(Exact name of registrant as specified in its charter)

DELAWARE

(State or other jurisdiction of  
of incorporation or organization)

75-1891531

(I.R.S. Employer  
Identification No.)

717 North Harwood Street, Dallas, Texas  
(Address of principal executive offices)

75201

(Zip Code)

Securities to be registered pursuant  
to Section 12(b) of the Act:

Title of each class to  
be so registered

Name of each exchange  
on which each class is  
to be registered

Common Stock, par value  
\$1.00 per share

New York Stock Exchange  
Pacific Stock Exchange  
Basel Stock Exchange\*\*

\$4.00 Cumulative  
Convertible Preferred  
Stock, par value \$1.00  
per share

Frankfurt Stock Exchange\*\*  
Geneva Stock Exchange\*\*  
Zurich Stock Exchange\*\*

Securities to be registered pursuant  
to Section 12(g) of the Act:

None

\* Formerly named New Diamond Corporation.

\*\* Application to be made for listing.

Item 1. General Information

a) Diamond Shamrock Corporation, a Delaware corporation (the "Registrant"), was incorporated under the laws of the State of Delaware under the name New Diamond Corporation on July 19, 1983. A certificate of name change changing the Registrant's name to Diamond Shamrock Corporation was filed with the Secretary of State of Delaware on August 31, 1983.

b) The Registrant's fiscal year ends on December 31.

Item 2. Transaction of Succession

a) At the time of the succession, Diamond Chemicals Company\*, a Delaware corporation ("Diamond"), and Natomas Company, a California corporation ("Natomas"), predecessors of Registrant, each had securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended (the "Act").

b) This Registration Statement is filed in connection with the reorganization of Diamond and Natomas (the "Combination"). The Combination was effected in accordance with a Plan and Agreement of Reorganization, as amended, dated as of May 30, 1983 (the "Reorganization Agreement"), between Diamond and Natomas, and the related merger agreements referred to below, pursuant to which, among other things, D Sub, Inc., a Delaware corporation and wholly owned subsidiary of Registrant ("D Sub"), was merged into Diamond (the "D Sub Merger") pursuant to a Plan and Agreement of Merger dated as of July 20, 1983 (the "Diamond Merger Agreement") among Diamond, Registrant and D Sub, and N Sub, Inc., a California corporation and wholly owned subsidiary of Registrant ("N Sub"), was merged into Natomas (the "N Sub Merger") in accordance with a Plan and Agreement of Merger dated as of July 20, 1983 (the "Natomas Merger Agreement") among Natomas, Registrant and N Sub. As a result of the Combination: (a) Diamond and Natomas became separate subsidiaries of Registrant ; (b) each share of Diamond Common Stock, without par value ("Diamond Common Stock"), outstanding at the time of

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\*Formerly named Diamond Shamrock Corporation.

the Combination (the "Effective Time") were converted into one share of Registrant's Common Stock, \$1.00 par value ("Registrant Common Stock"); (c) each Natomas Common Share, \$1.00 par value ("Natomas Common Stock"), outstanding at the Effective Time (other than shares held by shareholders who properly exercise their dissenters' rights, if available) were converted into 1.05 shares of Registrant Common Stock; (d) each share of Diamond \$2.07 Cumulative Convertible Preferred Stock, without par value ("Diamond Preferred Stock"), outstanding at the Effective Time (other than shares held by stockholders who properly exercise their appraisal rights), were converted into one share of Registrant's \$2.07 Cumulative Convertible Preferred Stock, \$1.00 par value ("New Diamond \$2.07 Preferred Stock"), which is convertible into one share of Registrant Common Stock; (e) each Natomas \$4.00 Series C Cumulative Convertible Preferred Share, \$1.00 par value ("Natomas Preferred Stock"), outstanding at the Effective Time (other than shares held by shareholders who properly exercise their dissenters' rights, if available), were converted into one share of Registrant's \$4.00 Cumulative Convertible Preferred Stock, \$1.00 par value ("Registrant \$4.00 Preferred Stock"), which is convertible into shares of Registrant Common Stock (at a rate determined by adjusting the former conversion rate (.9302) upward as a result of the Distribution (defined below), and multiplying such adjusted conversion rate by 1.05 (the exchange ratio for shares of Natomas Common Stock in the Combination)); (f) rights outstanding at the Effective Time to acquire or receive shares of Diamond Common Stock or Natomas

Common Stock under the employee stock option, incentive compensation and benefit plans and programs of Diamond and Natomas, respectively, were converted into options and rights with respect to shares of Registrant Common Stock based on the applicable exchange ratio in the Combination and, in the case of outstanding stock options of Natomas, adjusted as a result of the Distribution; (g) in a related transaction (the "Distribution"), the holders of Natomas Common Stock received .2 of a share of Common Stock, \$0.01 par value, of American President Companies, Ltd., a newly formed Delaware corporation which owns all the shares of capital stock of Natomas's transportation and real estate subsidiaries; (h) the Board of Directors of Registrant now consists of the 12 former Diamond directors and four of the former directors of Natomas; (i) the Certificate of Incorporation and By-Laws of Registrant are as set forth in Exhibits IV and V, respectively, to the Joint Proxy Statement-Prospectus (the "Joint Proxy Statement-Prospectus") dated August 2, 1983 of Diamond and Natomas; and (j) certain related transactions were effected, all as more fully described in the Joint Proxy Statement-Prospectus.

A description of the Combination (including the accounting treatment thereof), the Diamond Common Stock, the Diamond Preferred Stock, the Natomas Common Stock, the Natomas Preferred Stock, the Registrant Common Stock, the Registrant \$4.00 Preferred Stock, the Registrant \$2.07 Preferred Stock, the pro forma capitalization of Registrant, the determinations made by the respective Boards of Directors of Diamond and Natomas concerning the Combination, the interests of officers and directors of Diamond and Natomas in the Combination, the businesses and properties of Diamond and Natomas, the financial statements of Diamond, Natomas and Registrant (pro forma) and other relevant information are contained in the Joint Proxy Statement-Prospectus.

Item 3. Securities to be Registered.

Presently, 300,000,000 shares of Registrant Common Stock are authorized, and 126,872,207 shares of Registrant Common Stock are issued and outstanding. Additional shares thereof are reserved by Registrant for issuance pursuant to the employee stock option, incentive compensation and benefit plans of Diamond and Natomas and upon conversion of securities that remain outstanding which, after the Effective Time, became convertible into Registrant Common Stock. No issued shares of the Registrant's Common Stock are presently held by it or for its account.

Item 4. Description of Registrant's Securities to be Registered.

Reference is made to the section entitled "DESCRIPTION OF NEW DIAMOND CAPITAL STOCK" in the Joint Proxy Statement-Prospectus, which Joint Proxy Statement-Prospectus (excluding pages F-96 through F-128) is incorporated herein by reference and made a part hereof.

Item 5. Financial Statements and Exhibits.

(a) Financial Statements.

No financial statements are being filed herewith because the capital structure and balance sheet of Registrant immediately after the succession will be substantially the same as the combined capital structures and balance sheets of Diamond and Natomas immediately prior thereto. Financial statements of Diamond and Natomas and pro forma financial statements of Registrant are, however, contained in the Joint Proxy Statement-Prospectus.

(b) Exhibits.

- 2.1 - Plan and Agreement of Reorganization dated as of May 30, 1983, as amended, between Diamond and Natomas (included as Exhibit I to the Joint Proxy Statement-Prospectus constituting a part of Registrant's Form S-14 Registration Statement No. 2-85403).\*
- 2.2 - Plan and Agreement of Merger among Diamond, D Sub and Registrant (included as Exhibit II to the Joint Proxy Statement-Prospectus constituting a part of Registrant's Form S-14 Registration Statement No. 2-85403).\*
- 2.3 - Natomas Merger Agreement among Natomas, Registrant and N Sub (included as Exhibit III to the Joint Proxy Statement-Prospectus constituting a part of Registrant's Form S-14 Registration Statement 2-85403).\*
- 3.1 - Certificate of Incorporation of Registrant (Exhibit 3.1 to Registrant's Form S-14 Registration Statement No. 2-85403).\*
- 3.2 - By-Laws of Registrant (Exhibit 3.2 to Registrant's Form S-14 Registration Statement No. 2-85403).\*
- 4.1(a) - Specimen Certificate for Common Stock, \$1.00 par value, of Registrant (Exhibit 4.1(a) to Registrant's Form S-14 Registration Statement No. 2-85403).\*
- (b) - Specimen Certificate for \$2.07 Cumulative Convertible Preferred Stock, \$1.00 par value, of Registrant (Exhibit 4.1(b) to Registrant's Form S-14 Registration Statement No. 2-85403).\*

\* Each document marked by an asterisk is incorporated herein by reference to the same document previously filed with the Commission.



- (c) - Specimen Certificate for \$4.00 Cumulative Convertible Preferred Stock, \$1.00 par value, of Registrant (Exhibit 4.1(c) to Registrant's Form S-14 Registration Statement No. 2-85403).\*
- 4.2 - Form of Preferred Stock Designation Certificate of \$2.07 Cumulative Convertible Preferred Stock of Registrant (included in Exhibit IV of the Joint Proxy Statement Prospectus constituting a part of Registrant's Form S-14 Registration Statement No. 2-85403).\*
- 4.3 - Form of Preferred Stock Designation Certificate of \$4.00 Cumulative Convertible Preferred Stock of Registrant (included in Exhibit IV of the Joint Proxy Statement-Prospectus constituting a part of Registrant's Form S-14 Registration Statement No. 2-85403).\*
- 4.4 - Indenture dated as of April 1, 1978 between Diamond and Mellon Bank, N.A., relating to Diamond's 8-1/2% Sinking Fund Debentures due April 1, 2008 (Exhibit No. 2.2 to Diamond's Form S-7 Registration Statement No. 2-60897).\*
- 4.5 - Indenture dated as of December 15, 1976 between Diamond and Mellon Bank, N.A., relating to Diamond's 7.70% Sinking Fund Debentures due December 15, 2001 (Exhibit 2.2 to Diamond's Form S-7 Registration Statement No. 2-57692).\*
- 4.6 - Indenture dated November 15, 1975 between Diamond and Mellon Bank, N.A., relating to Diamond's 9-1/8% Sinking Fund Debentures due November 15, 2000 (Exhibit 2.2 to Diamond's Form S-7 Registration Statement No. 2-54900).\*
- 4.7 - Indenture dated as of April 1, 1974 between Diamond and Mellon Bank, N.A., relating to Diamond's 9% Debentures due April 1, 1999 (Exhibit 2.2 to Diamond's Form S-7 Registration Statement No. 2-50420).\*
- 4.8 - Agreement of Diamond to file with the Securities and Exchange Commission upon request copies of instruments defining rights of holders of 4-7/8% Notes due 1987 issued pursuant to a Note Purchase Agreement (Registrant undertakes to furnish a copy of such agreement to the Commission upon request).
- 4.9 - \$750,000,000 Revolving Credit and Term Loan Agreement dated as of April 15, 1982 (Exhibit 20 to Diamond's Form 10-Q for the fiscal quarter ended March 31, 1982).\*

\* Each document marked by an asterisk is incorporated herein by reference to the same document previously filed with the Commission.

- 4.10 - Agreement of Diamond to file with the Commission upon request a copy of the \$200,000,000 Term Loan and Bank Credit Agreement dated as of June 15, 1981, as amended as of April 20, 1982 (Registrant undertakes to furnish a copy of such agreement to the Commission upon request).
- 4.11 - Agreement of Diamond to file with the Commission upon request a copy of the \$200,000,000 Revolving Credit and Term Loan Agreement dated as of November 17, 1982 (Registrant undertakes to furnish a copy of such agreement to the Commission upon request).
- 4.12 - Indenture dated as of March 15, 1977 between Natomas and Bank of America as trustee, pertaining to \$50,000,000 8-7/8% Sinking Fund Debentures due March 15, 1977 (Exhibit 2(b) to Natomas's Registration Statement No. 2-58239).\*
- 4.13 - Trust Deed dated 4th October, 1977 among Natomas International Corporation, Natomas and The Law Debenture Corporation, Limited, pertaining to U.S. \$30,000,000 7% Guaranteed Bonds due 1984 (Registrant undertakes to furnish a copy of such trust deed to the Commission upon request).
- 4.14 - Trust Deed dated 10th July, 1981 among Natomas Overseas Finance N.V., Natomas and The Law Debenture Corporation, Limited, pertaining to U.S. \$50,000,000 15-3/4% Guaranteed Notes due 1986 (Registrant undertakes to furnish a copy of such trust deed to the Commission upon request).
- 4.15 - Agreements dated August 17, November 17, and November 30, 1981 among Natomas Overseas Finance N.V., Natomas and other relating to 7-3/4% to 8-1/4% Guaranteed Notes of 50, 30 and 20 million Swiss Francs due through 1987 (Registrant undertakes to furnish a copy of such agreements to the Commission upon request).
- 4.16 - Trust Indentures relating to U.S. Government Guaranteed Ship Financing Bonds under Title XI, Merchant Marine Act, 1936 (Registrant undertakes to furnish a copy of such trust indentures to the Commission upon request).
- 4.17 - Indentures dated April 22, 1982 among Natomas Overseas Finance N.V., Natomas and Morgan Guaranty Trust Company of New York, pertaining to \$50,000,000 15% Guaranteed Notes due 1985 and \$100,000,000 15-1/2% Debentures (Exhibit 4.01 to Natomas's Form 10-Q for the period ended June 30, 1982).\*

\* Each document marked by an asterisk is incorporated herein by reference to the same document previously filed with the Commission.

- 4.18 - Agreement dated July 6, 1982 among Natomas Overseas Finance N.V., Natomas and others relating to 7-1/2% Bonds of 75,000,000 Swiss Francs due 1992 (Registrant undertakes to furnish a copy of such agreement to the Commission upon request).
- 7.1 - Opinion with consent of James F. Kelley regarding liquidation preference of the \$2.07 Cumulative Convertible Preferred Stock of Registrant and of the \$4.00 Cumulative Convertible Preferred Stock of Registrant (Exhibit 7.1 to Registrant's Form S-14 Registration Statement No. 2-85403).\*
- 10.1 - 1980 Long-Term Incentive Plan (Exhibit 1(a) to Diamond's Form S-8 Registration Statement No. 2-67475).\*
- 10.2 - 1971 Stock Option Plan of Diamond, as amended (Exhibit 1 to Post-Effective Amendment No. 1 to Diamond's Form S-8 Registration Statement No. 2-56339).\*
- 10.3 - 1973 Qualified Stock Option Plan of Falcon Seaboard Drilling Company, as amended (assumed by Diamond) (Exhibit 10.3 to Diamond's Form 10-K for the year ended December 31, 1982).\*
- 10.4 - Performance Incentive Plan, as amended as of January 1, 1978 (Exhibit to Diamond's Form S-7 Registration Statement No. 2-60897).\*
- 10.5 - Specimen copy of Split-Dollar Insurance Agreement between Diamond and its executive officers (Exhibit 10.4 to Diamond's Form 10-K for the fiscal year ended December 31, 1980).\*
- 10.6 - Specimen copy of Salary Continuation Letter Agreement between Diamond and its executive officers (Exhibit 10.5 to Diamond's Form 10-K for the fiscal year ended December 31, 1980).\*
- 10.7 - Specimen copy of Disability Benefit Letter Agreement between Diamond and its executive officers (Exhibit 10.6 to Diamond's Form 10-K for the fiscal year ended December 31, 1980).\*
- 10.8 - Specimen copy of Employment Agreement between Diamond and its executive officers (Exhibit 10.7 to Diamond's Form S-15 Registration Statement No. 2-72863).\*

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- 10.9 - Specimen copy of letter agreement between Diamond and its executive officers relating to the Employment Agreement referred to in Exhibit 10.8 above (Exhibit 10.8 to Diamond's Form 10-K for the fiscal year ended December 31, 1981).\*
- 10.10 - Supplemental Early Retirement Plan of Diamond Shamrock (Exhibit 10.9 to Diamond Shamrock's Form 10-K for the fiscal year ended December 31, 1981).\*
- 10.11 - Merger Agreement dated as of July 31, 1981 among Natomas, NEC Acquisition Co., Magma Acquisition Corporation and Magma Power Company (Exhibit 10.01 to Natomas's Form 10-Q for the quarter ended June 30, 1981).\*
- 10.12 - Employment Agreement dated as of May 16, 1974 between Natomas and W. B. Seaton (Exhibit 9(d) to Natomas's Form 10-K for the year ended December 31, 1974).\*
- 10.13 - Amendment dated as of December 12, 1977 to Employment Agreement between Natomas and W. B. Seaton (Exhibit 21 to Natomas's Form 10-K for the year ended December 31, 1977).\*
- 10.14 - Amendment dated as of November 13, 1979 to Employment Agreement between Natomas and W. B. Seaton (Exhibit 9(b) (1) (J) to Natomas's Form 8-B Registration Statement dated June 20, 1980).\*
- 10.15 - Amendment dated August 31, 1982 to Employment Agreement between Natomas and W. B. Seaton (Exhibit 10.04 to Natomas's Form 10-Q for the period ended September 30, 1982).\*
- 10.16 - Amendment and Restatement dated as of May 30, 1983 to Employment Agreement between Natomas and W. B. Seaton (Exhibit 10.16 to Registrant's Form S-14 Registration Statement No. 2-85403).\*
- 10.17 - Employment Agreement dated as of May 1, 1982 between Natomas and Edward E. Masters (filed as Exhibit 10.1 to Natomas's Form 10-Q for the period ended September 30, 1982).\*
- 10.18 - Employment Agreement dated as of May 30, 1983 between Natomas and Edward E. Masters (Exhibit 10.18 to Registrant's Form S-14 Registration Statement No. 2-85403).\*

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- 10.19 - Employment Agreement dated as of January 1, 1983 between Natomas and Joseph E. Mandel (Exhibit 10.22 to Natomas's Form 10-K for the year ended December 31, 1982).\*
- 10.20 - Employment Agreement dated as of May 30, 1983 between Natomas and Joseph D. Mandel (Exhibit 10.20 to Registrant's Form S-14 Registration Statement No. 2-85043).\*
- 10.21 - Employment Agreement as amended February 24, 1981 between Dorman L. Commons and Natomas (Exhibit 10.04 to Natomas's Form 10-K for the year ended December 31, 1980).\*
- 10.22 - Amendment dated August 31, 1982 to Employment Agreement between Natomas and Dorman L. Commons (Exhibit 10.02 to Natomas's Form 10-Q for the period ended September 30, 1982).\*
- 10.23 - Employment Agreement dated as of May 30, 1983 between Natomas and Dorman L. Commons (Exhibit 10.23 to Registrant's Form S-14 Registration Statement No. 2-85043).\*
- 10.24 - Employment Agreement dated as of February 12, 1981 between Natomas and Kenneth G. Reed (Exhibit 10.10 to Natomas's Form 10-Q for the quarter ended March 31, 1981).\*
- 10.25 - Amendment dated August 31, 1982 to Employment Agreement between Natomas and Kenneth G. Reed (Exhibit 10.03 to Natomas's Form 10-Q for the period ended September 30, 1982).\*
- 10.26 - Employment Agreement dated January 1, 1983 between Natomas and Kenneth G. Reed (Exhibit 10.08 to Natomas's Form 10-K for the year ended December 31, 1982).\*
- 10.27 - Employment Agreement dated as of May 30, 1983 between Natomas and Kenneth G. Reed (Exhibit 10.27 to Registrant's Form S-14 Registration Statement No. 2-85403).\*
- 10.28 - Employment Agreement dated as of May 20, 1974 between Natomas and Charles J. Lee (filed as Exhibit 9(g) to Natomas's Form 10-K for the year ended December 31, 1974).\*
- 10.29 - Amendment dated as of December 12, 1977 to Employment Agreement between Natomas and Charles J. Lee (filed as Exhibit 22 to Natomas's Form 10-K for the year ended December 31, 1977).\*

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- 10.30 - Amendment dated August 31, 1982 to Employment Agreement between Natomas and Charles J. Lee (filed as Exhibit 10.05 to Natomas's Form 10-Q for the period ended September 30, 1982).\*
- 10.31 - Employment Agreement dated as of May 30, 1983 between Natomas and Charles J. Lee (Exhibit 10.31 to Registrant's Form S-14 Registration Statement No. 2-85403).\*
- 10.32 - Employment Agreement dated as of January 1, 1981 between Natomas Company and John M. Seidl (filed as Exhibit 10.13 to Natomas Company's Form 10-K for the year ended December 31, 1980).\*
- 10.33 - Amendment dated May 1, 1982 to Employment Agreement between Natomas and John M. Seidl, (filed as Exhibit 10.20 to Natomas's Form 10-K for the year ended December 31, 1982).\*
- 10.34 - Employment Agreement dated as of May 30, 1983 between Natomas and John M. Seidl (Exhibit 10.34 to Registrant's Form S-14 Registration Statement No. 2-85403).\*
- 10.35 - Employment Agreement dated as of May 30, 1983 between Natomas and Anthony R. Amor (Exhibit 10.35 to Registrant's Form S-14 Registration Statement No. 2-85403).\*
- 10.36 - Employment Agreement dated as of May 30, 1983 between Natomas and L. E. Buzarde (Exhibit 10.36 to Registrant's Form S-14 Registration Statement No. 2-85403).\*
- 10.37 - Employment Agreement dated as of May 30, 1983 between Natomas and Howard Karren (Exhibit 10.37 to Registrant's Form S-14 Registration Statement No. 2-85403).\*
- 10.38 - Employment Agreement dated as of May 30, 1983 between Natomas and James F. Brum (Exhibit 10.38 to Registrant's Form S-14 Registration Statement No. 2-85403).\*
- 10.39 - Employment Agreement dated as of May 30, 1983 between Natomas and Barry D. Leskin (Exhibit 10.39 to Registrant's Form S-14 Registration Statement No. 2-85403).\*
- 10.40 - Employment Agreement dated as of May 30, 1983 between Natomas and William R. Moffat (Exhibit 10.40 to Registrant's Form S-14 Registration Statement No. 2-85403).\*
- 10.41 - Employment Agreement dated as of May 30, 1983 between Natomas and John H. Gaul (Exhibit 10.41 to Registrant's Form S-14 Registration Statement No. 2-85403).\*

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- 10.42 - Employment Agreement dated as of May 30, 1983 between Natomas and Thomas B. Neville (Exhibit 10.42 to Registrant's Form S-14 Registration Statement No. 2-85403).\*
- 10.43 - Description of Bonus Plan (Exhibit 5 to Natomas's Form 8-B Registration Statement dated June 20, 1980).\*
- 10.44 - 1979 Stock Option and Stock Appreciation Rights Plan (Exhibit A to Natomas's Proxy Statement dated March 20, 1979).\*
- 10.45 - Amendments adopted May 5, 1981 to 1979 Stock Option and Stock Appreciation Rights Plan (Exhibit A to Natomas's Proxy Statement dated March 20, 1981).\*
- 10.46 - Amendments Adopted December 30, 1981 to 1979 Stock Option and Stock Appreciation Rights Plan (Exhibit 10.17 to Natomas's Form 10-K for the year ended December 31 1981).\*
- 10.47 - Thrift Plan amended and restated as of January 1, 1982 (Exhibit 1 to Natomas's Amendment No. 2 to Natomas's Form 10-K for the year ended December 31, 1982).\*
- 10.48 - Thrift Plan amended and restated as of January 1, 1983 (Exhibit 4 to Amendment No. 1 to Natomas's Form S-8 Registration Statement No. 2-68783).\*
- 10.49 - Northwest Java Production Sharing Contract dated August 18, 1966 between Pertamina and Independent Indonesian American Petroleum Company ("IIAPCO") with three letters dated in January 1967 relating to approval of the contract by Indonesia (Exhibit 13(a) to Natomas's Registration Statement No. 2-29305).\*
- 10.50 - Java Agreement dated May 5, 1967 among Natomas International Corporation, Sinclair Exploration Company ("Sinclair"), IIAPCO, Donald D. Dodge, Jr. and G. W. Douglas Carver, individually and as co-partners doing business under the firm name and style of Carver-Dodge Oil Company ("Carver-Dodge") and Warrior Oil Company ("Warrior"), including Operating Agreement dated May 27, 1967 among same parties and Letter Amendment dated May 27, 1967 (amending both Agreements) (Exhibit 13(b) to Natomas's Registration Statement No. 2-29305).\*

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- 10.51 - Assignment of Interests dated June 2, 1967 by IIAPCO to Carver-Dodge and to Warrior and by all three to Natomas International Corporation and Sinclair (Exhibit 13(c) to Natomas's Registration Statement No. 2-29305).\*
- 10.52 - Letter Agreement dated as of January 24, 1974 between Atlantic Richfield Indonesia, Inc. ("ARII") and Pertamina and the Government of Indonesia regarding additional split revenues (Exhibit 12 to Natomas's Form 10-K for the year ended December 31, 1973).\*
- 10.53 - Amendment of October 1975 to Northwest Java Production Sharing Contract with two letter agreements related thereto (Exhibit 5(f) to Natomas's Registration Statement No. 2-58240).\*
- 10.54 - Amendment dated as of December 11, 1978 to Northwest Java Production Sharing Contract (Exhibit 9(b) (2) (F) to Natomas's Form 8-B Registration Statement dated June 20, 1980).\*
- 10.55 - Crude Oil Offtake Procedure dated December 17, 1971 between Pertamina and ARII (Exhibit 5(d) to Natomas's Registration Statement No. 2-58240).\*
- 10.56 - Southeast Sumatra Production Sharing Contract dated September 6, 1968 between Pertamina and IIAPCO (Exhibit B-10K70-10 to Natomas's Form 10-K for the year ended December 31, 1970).\*
- 10.57 - Letter Agreement dated as of February 22, 1974 between IIAPCO and Pertamina and the Government of Indonesia regarding additional split revenues (Exhibit 5(j) to Natomas's Registration Statement No. 2-58240).\*
- 10.58 - Amendment dated as of November 14, 1978 to Southeast Sumatra Production Sharing Contract (Exhibit 9(b) (2) (j) to Natomas's Form 8-B Registration Statement dated June 20, 1980).\*
- 10.59 - Crude Oil Offtake Procedure dated December 17, 1971 between Pertamina and IIAPCO (Exhibit 5(i) to Natomas's Registration Statement No. 2-58240).\*
- 10.60 - Letter Agreement dated as of November 9, 1978 between IIAPCO and Pertamina and the Government of Indonesia regarding Crude Oil Offtake Procedure (Exhibit 9(b) (2) (L) to Natomas's Form 8-B Registration Statement dated June 20, 1980).\*

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- 10.61 - Agreement dated as of May 23, 1980 among Natomas International Corporation and the other parties to the Southeast Sumatra Production Sharing Contract regarding settlement of 1978 and 1979 lifting imbalances (Exhibit 9(b) (2) (M) to Natomas's Form 8-B Registration Statement dated June 20, 1980).\*
- 10.62 - Natomas Deferred Compensation Plan for Directors (Exhibit 10.55 to Natomas's Form 10-K for the year ended December 31, 1982).\*
- 12.1 - Statement regarding computation of Diamond Shamrock ratio of earnings to fixed charges for the five years ended December 31, 1982, for the three months ended March 31, 1983 and for the 12 months ended March 31, 1982 (Exhibit No. 12.1 to Registrant's Form S-14 Registration Statement No. 2-85403).\*
- 12.2 - Statement regarding computation of Natomas ratio of earnings to fixed charges for the five years ended December 31, 1982, for the three months ended March 31, 1983 and for the 12 months ended March 31, 1982 (Exhibit No. 12.2 to Registrant's Form S-14 Registration Statement No. 2-85403).\*
- 22.1 - List of Principal Subsidiaries of the Registrant upon consummation of the Combination, filed herewith.
- 28.1 - Joint Proxy Statement-Prospectus of Diamond and Natomas dated August 2, 1983, constituting a part of Registrant's Form S-14 Registration Statement No. 2-85403 filed with the Commission and declared effective on August 2, 1983 (excluding pages F-96 through F-128).\*

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\* Each document marked by an asterisk is incorporated herein by reference to the same document previously filed with the Commission.

## DIAMOND SHAMROCK CORPORATION

## PRINCIPAL SUBSIDIARIES

The Company is publicly held and has no parent corporation. Principal subsidiaries or corporate joint ventures of the Company as of August 31, 1983 were as listed below. All subsidiaries were owned 100% directly or indirectly and are shown indented under their immediate parent.

<u>Name of Subsidiary/Associate Company</u>	<u>Jurisdiction of Incorporation of Organization</u>
Diamond Chemicals Company .....	Delaware
Amherst Coal Company .....	West Virginia
Diamond Shamrock International Holdings Limited .....	Delaware
Diamond Shamrock Europe Limited .....	England
Falcon Seaboard Inc. ....	Delaware
Falcon Coal Company Inc. ....	Delaware
Sigmor Corporation .....	Delaware
Natomas Company .....	California
Natomas Energy Company .....	California
Natomas International Corporation.....	California
Natomas of Singapore, Inc. ....	California
Natomas of (Java) Limited .....	Bahamas
Natomas (Kalimantan) Limited .....	Bahamas
Transworld Petroleum Corporation .....	Delaware
Transworld Petroleum (U.K.) Limited .....	United Kingdom
Natomas Petroleum International, Inc. ....	California
Natomas of Australia, Inc. ....	California
Transworld Egypt Petroleum Corporation .....	Delaware
Natomas Services, Inc. ....	California
Natomas Petroleum (Bahamas) Ltd. ....	Bahamas
Natomas Petroleum Tunisia, Inc. ....	California
Natomas (Far East) Limited .....	Bahamas
Natomas (Java Sea) Limited .....	Bahamas
Natomas North America, Inc. ....	California
Natomas Offshore Exploration, Inc. ....	California
Natomas of Canada Ltd. ....	Canada
Natomas Exploration of Canada, Ltd. (1 class B share owned by Natomas of Canada Ltd.) .....	Canada
NNA Trading Co. ....	Oklahoma
Natomas Pipeline Company .....	California

<u>Name of Subsidiary/Associate Company</u>	<u>Jurisdiction of Incorporation of Organization</u>
Natomas Trading Company .....	California
Natomas International Trading Co. ....	Delaware
Natomas Marine Sales, Inc. ....	California
Thermal Power Company .....	California
NEC Acquisition Co. ....	California
Magma Geysers, Inc. ....	Nevada
Natomas Coal Company .....	California
Brown Badgett, Inc. ....	California
WK Minerals, Inc. ....	California
Mahogany Point Minerals Company .....	California
Trail Mountain Coal Company .....	California
Natomas Transportation Company .....	California
American President Lines, Ltd. ....	Delaware
American Mail Line, Inc. ....	Delaware
American President Lines, Canada, Ltd. ....	Canada
American President Lines European Services, S.p.A. ....	Italy
American President Travel, Inc. ....	California
Consolidated Marine, Inc. ....	Delaware
Eagle Enterprises, Ltd., S.A. ....	Panama
APL-Everett Agencies, S.A. ....	Panama
Taiwan American Agencies Limited .....	Panama
Shanghai Wharf & Warehouse Company .....	District of Columbia
Western Stevedoring & Terminal Corporation .....	Delaware
Eagle Marine Services, Ltd. ....	Delaware
Asian-American Consolidation Services, Ltd. ....	California
Song-Dor-Holdings, Ltd. ....	Hong Kong
American Consolidation Services (1980), Ltd. ....	Hong Kong
American Consolidation Services, Ltd. ....	Taiwan
Natomas Real Estate Company .....	California
St. Mary's Square, Inc. ....	Delaware
South Platte Dredging Company .....	Nevada
Natomas Financial Sevices, Inc. ....	California
Natomas International (U.K.) Limited .....	Bahamas
Seahorse Reinsurance Limited.....	Bahamas
Natomas Overseas Finance, N.V. ....	Netherlands Antilles

The names of certain other subsidiaries have been omitted since such subsidiaries, considered in the aggregate, do not constitute a significant subsidiary.

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

DIAMOND SHAMROCK CORPORATION

By /s/ T. J. Fretthold  
Title: Secretary

Date: September 2, 1983

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