

# **EXHIBIT 15**



**DIAMOND SHAMROCK CORPORATION**

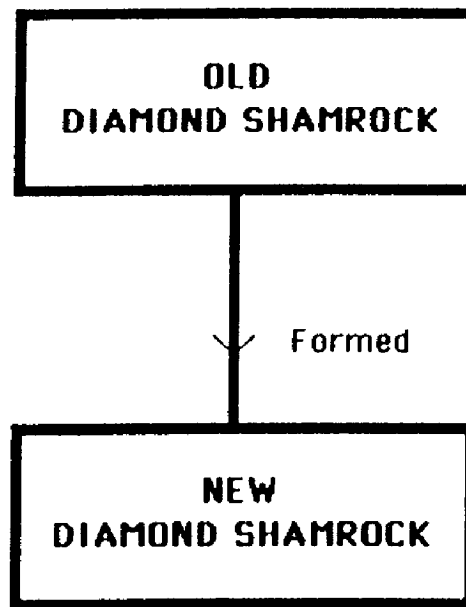
**CORPORATE REORGANIZATION**

**1983 - 1984**

**DEPOSITION  
EXHIBIT**  
**FRETTHOLD**  
**NO. 2**

Preparation for the Natomas Acquisition

July 19, 1983



**NOTE:**

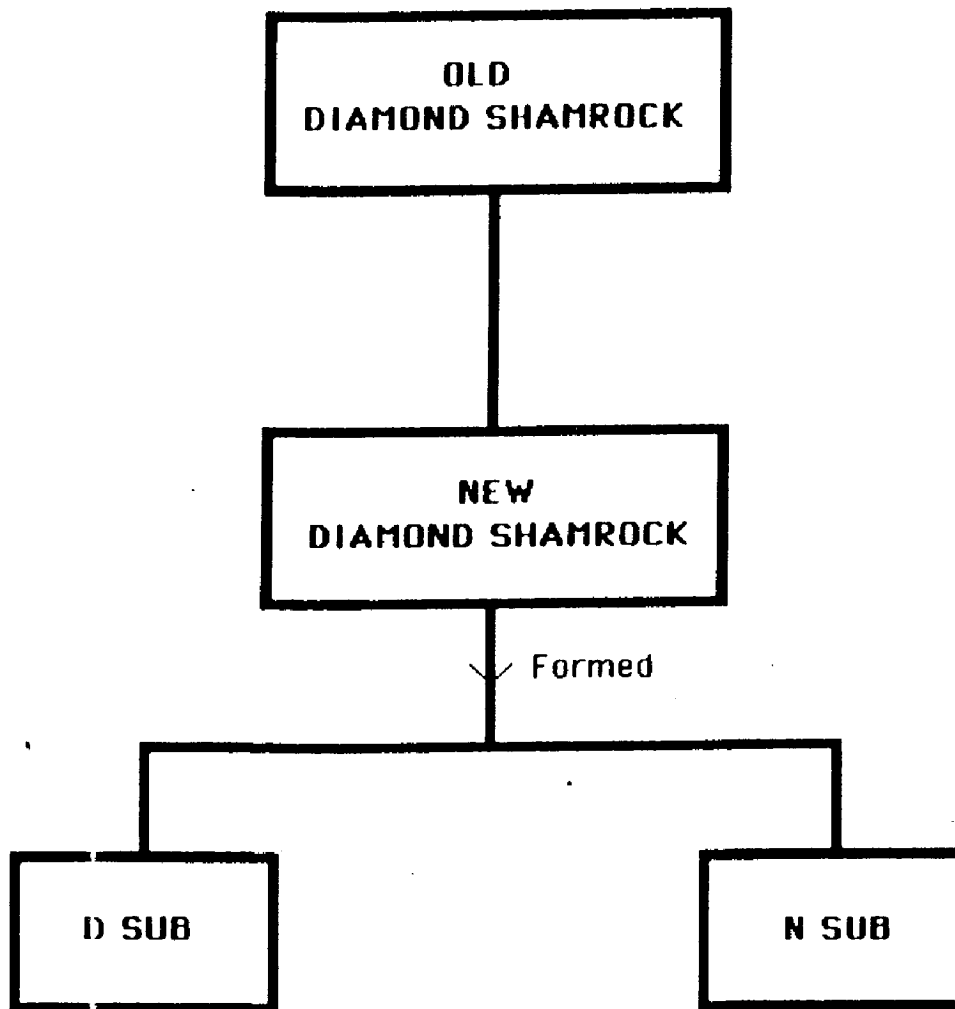
Diamond Shamrock Corporation ("Old Diamond Shamrock") formed New Diamond Corporation ("New Diamond Shamrock").

**SUPPORTING DOCUMENTS:**

1. Plan and Agreement of Reorganization Between Old Diamond Shamrock and Natomas dated as of May 30, 1983 (Ex. 3).
2. Certificate of Incorporation of New Diamond Shamrock filed July 19, 1983 (Exh. 4).

Formation of Merger Subsidiaries

July 19, 1983



**NOTE:**

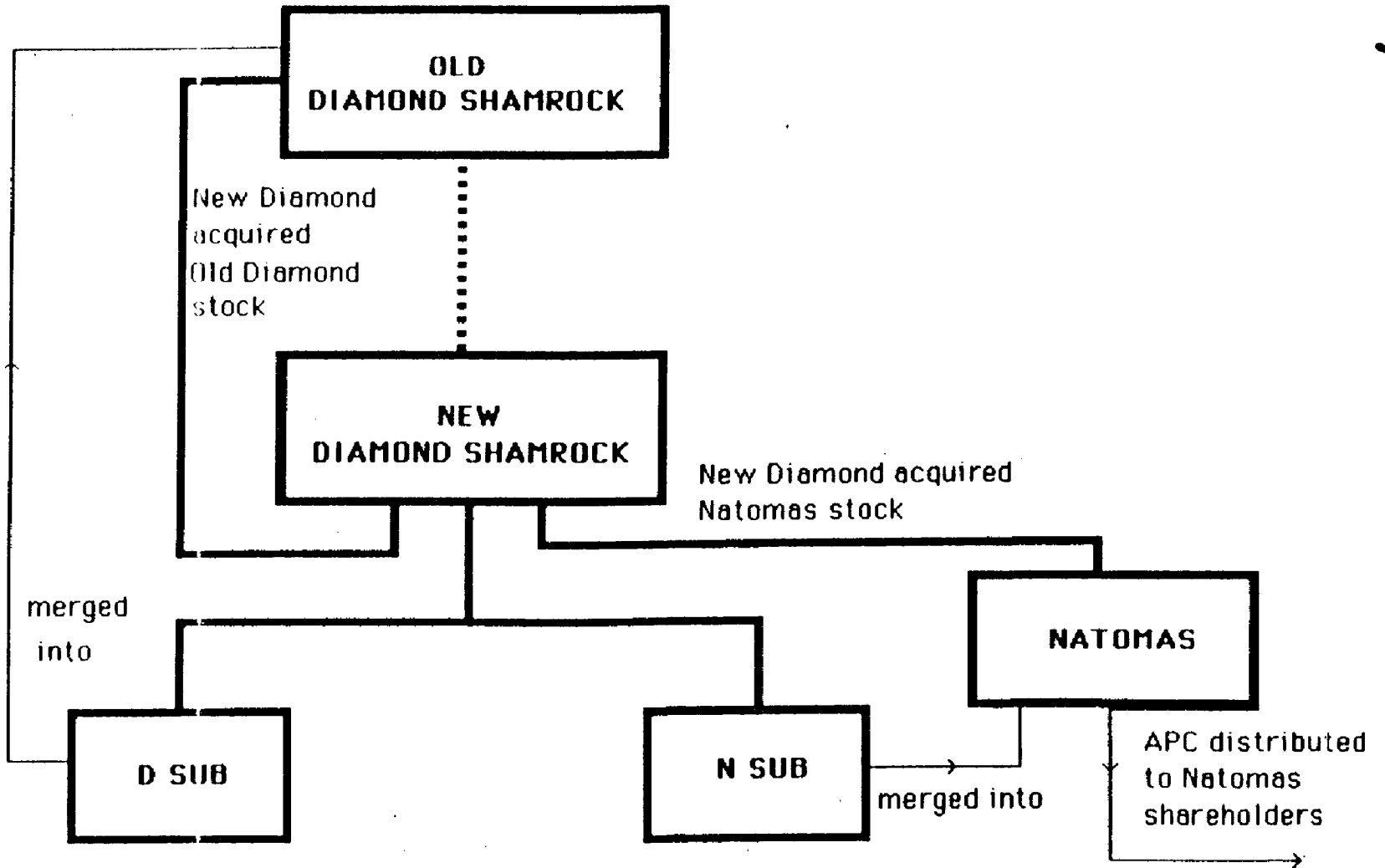
New Diamond Shamrock formed D Sub, Inc. ("D Sub") and N Sub, Inc. ("N Sub").

**SUPPORTING DOCUMENTS:**

1. Certificate of Incorporation of D Sub filed July 19, 1983 (Ex. 5).
2. Articles of Incorporation of N Sub filed July 20, 1983 (Ex. 6).
3. Plan and Agreement of Reorganization Between Old Diamond Shamrock and Natomas dated as of May 30, 1983 (Ex. 3).

The Natomas Acquisition

August 31, 1983



NOTES:

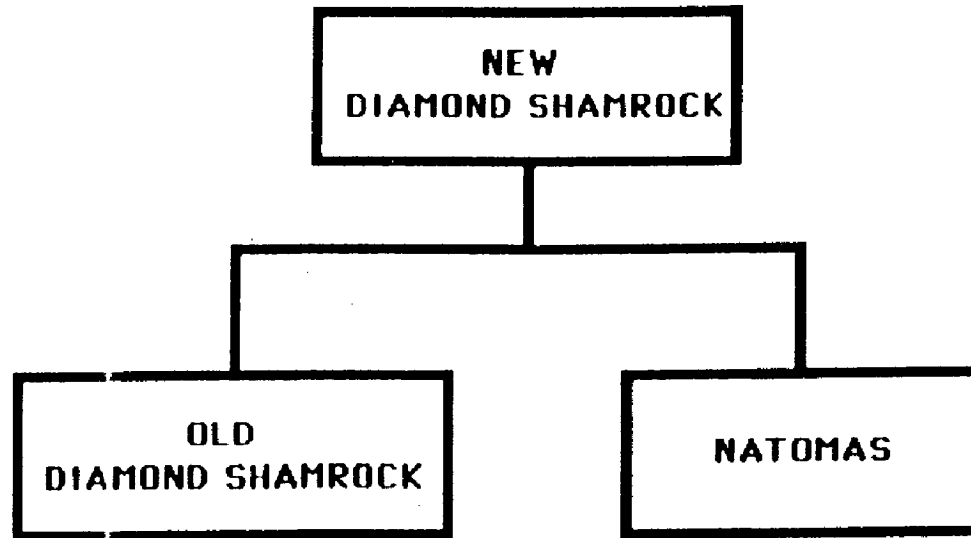
1. D Sub merged into Old Diamond Shamrock and disappeared.
2. New Diamond Shamrock acquired all stock of Old Diamond Shamrock.
3. Old Diamond Shamrock stockholders received one share of New Diamond Shamrock stock for each share of Old Diamond Shamrock stock.
4. N Sub merged into Natomas and disappeared.
5. New Diamond Shamrock acquired all stock of Natomas.
6. Natomas stockholders received 1.05 shares of New Diamond Shamrock stock for each share of Natomas stock.
7. American President Companies, Ltd. ("APC") shares distributed to Natomas stockholders (after distribution to APC of Natomas Energy Corp. and Natomas Transportation Co. stock).

SUPPORTING DOCUMENT:

Plan and Agreement of Reorganization Between Old Diamond Shamrock and Natomas dated as of May 30, 1983 (Ex. 3).

Result of Natomas Acquisition

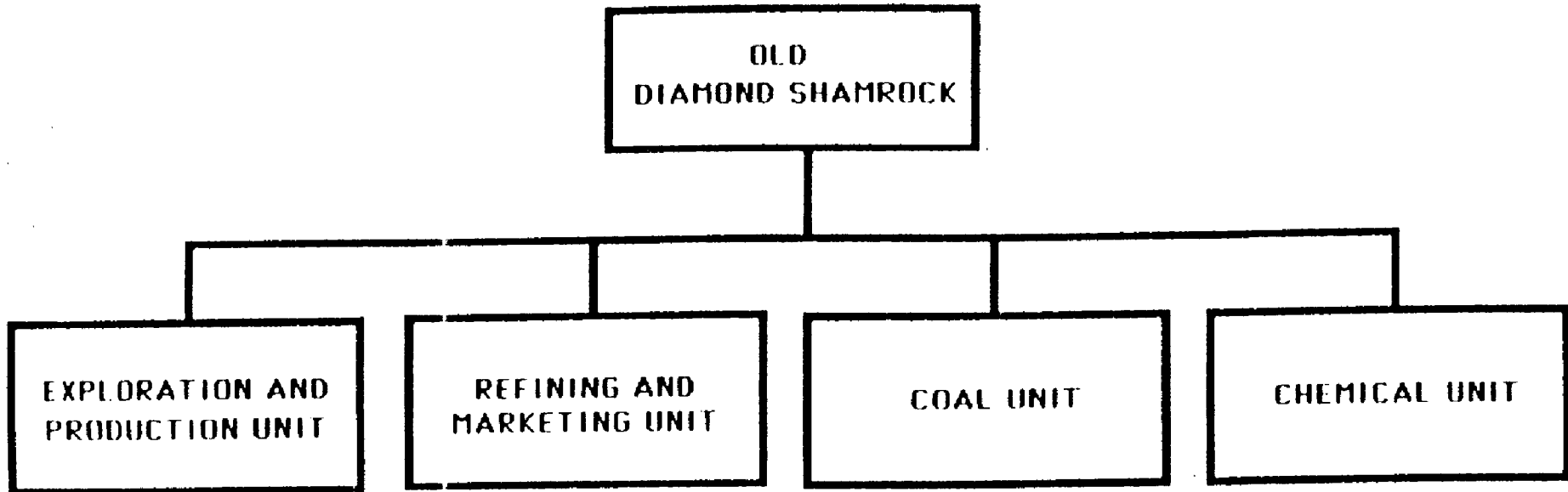
August 31, 1983



NOTE:

Old Diamond Shamrock and Natomas became wholly owned subsidiaries of New Diamond Shamrock.

Pre-Acquisition Structure  
of Old Diamond Shamrock



NOTE:

The business units shown operated as unincorporated divisions of Old Diamond Shamrock.

SUPPORTING DOCUMENT:

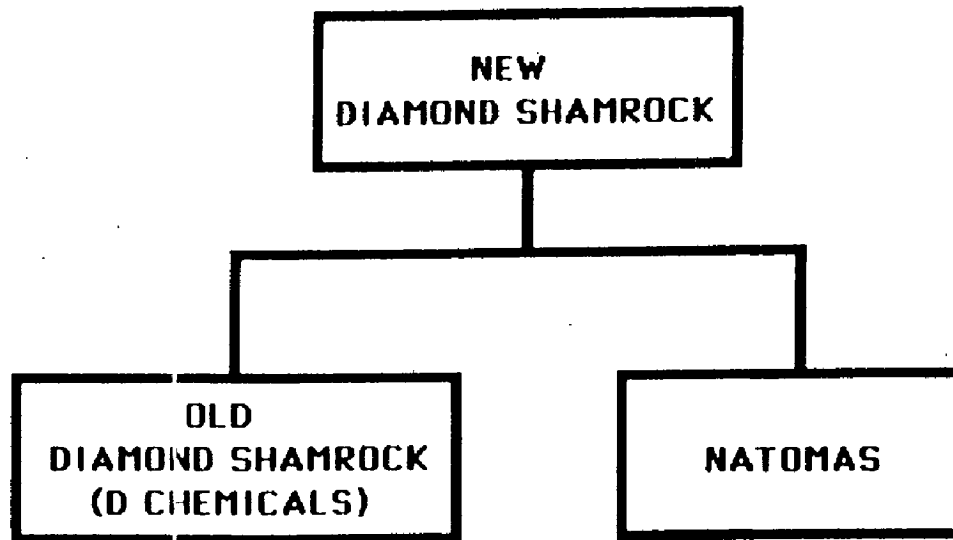
Joint Proxy Statement Prospectus of Old Diamond Shamrock and Natomas dated August 2, 1983 (Ex. 7).



Post-Acquisition Name Changes

September 1, 1983

6



NOTES:

1. New Diamond Shamrock renamed Diamond Shamrock Corporation (herein still called "New Diamond Shamrock").
2. Old Diamond Shamrock renamed Diamond Chemicals Company (herein still called "Old Diamond Shamrock").

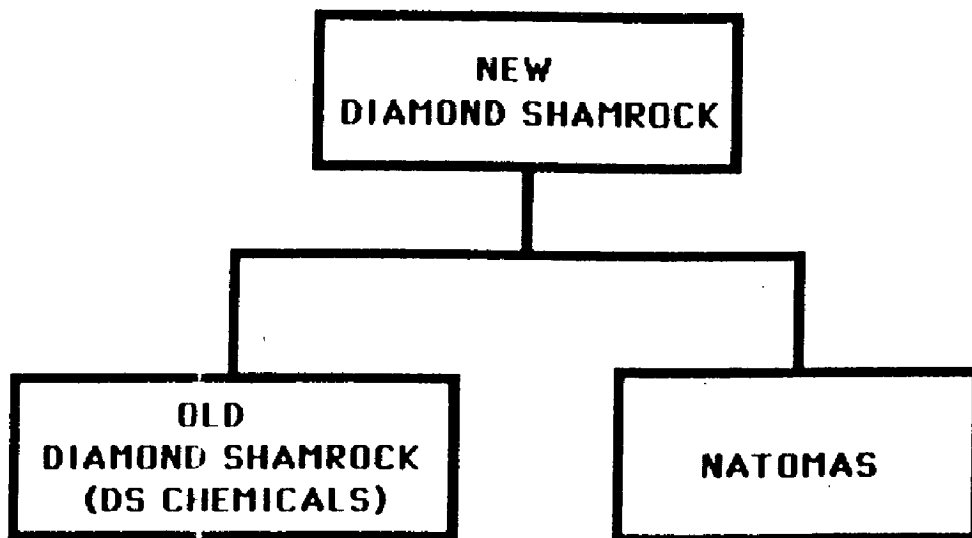
SUPPORTING DOCUMENTS:

1. Certificate of Amendment of Certificate of Incorporation of New Diamond Shamrock filed September 1, 1983 (Ex. 8).
2. Certificate of Amendment of Restated Certificate of Incorporation of Old Diamond Shamrock filed September 1, 1983 (Ex. 9).
3. Plan and Agreement of Reorganization Between Old Diamond Shamrock and Natomas dated as of May 30, 1983 (Ex. 3).

Change of Diamond Chemicals' Name

October 26, 1983

7



**NOTE:**

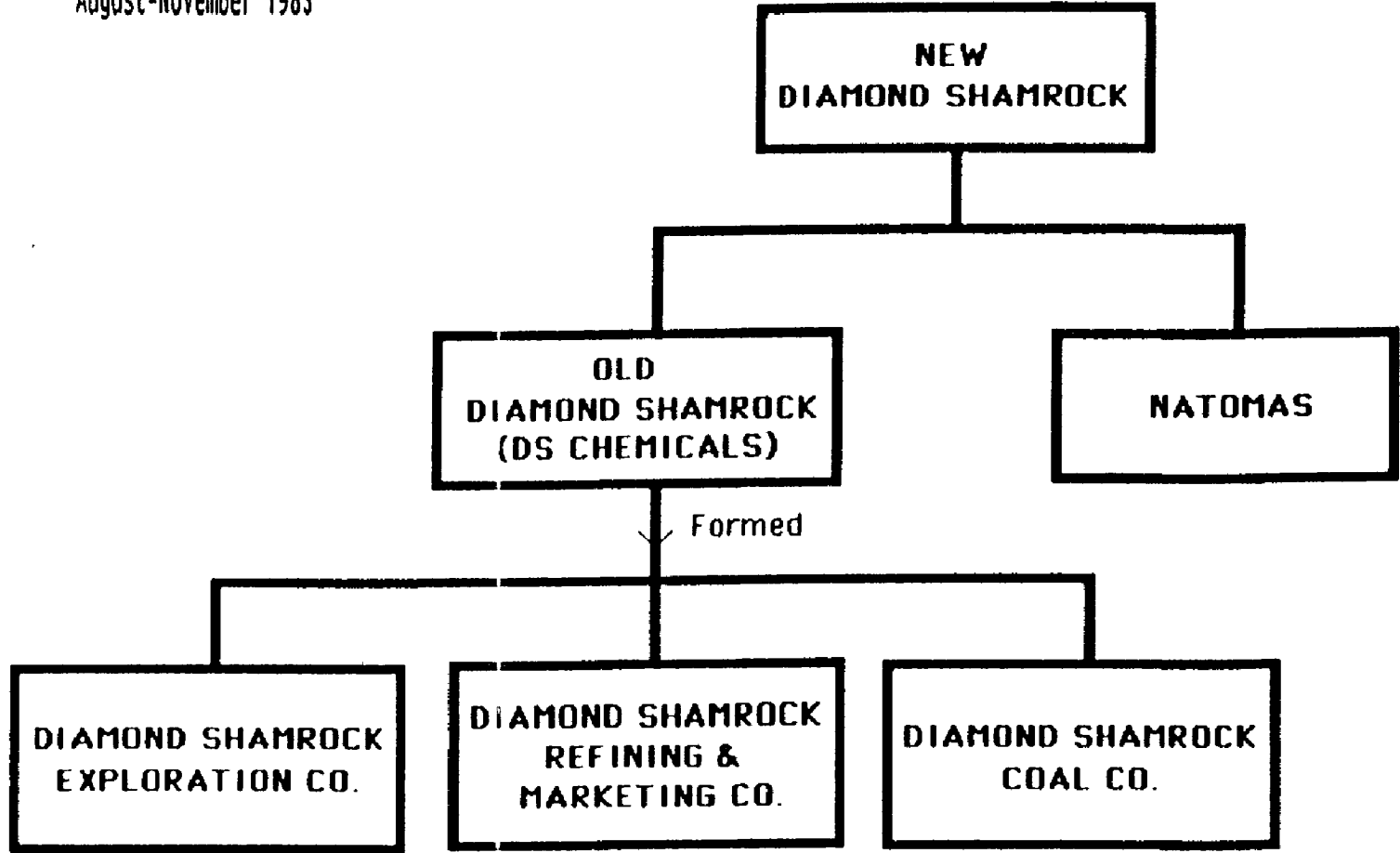
Old Diamond Shamrock renamed Diamond Shamrock Chemicals Company (herein still called "Old Diamond Shamrock").

**SUPPORTING DOCUMENT:**

Restated Certificate of Incorporation of Old Diamond Shamrock filed October 26, 1983 (Ex. 10).

Formation of Operating Subsidiaries

August-November 1983



NOTE:

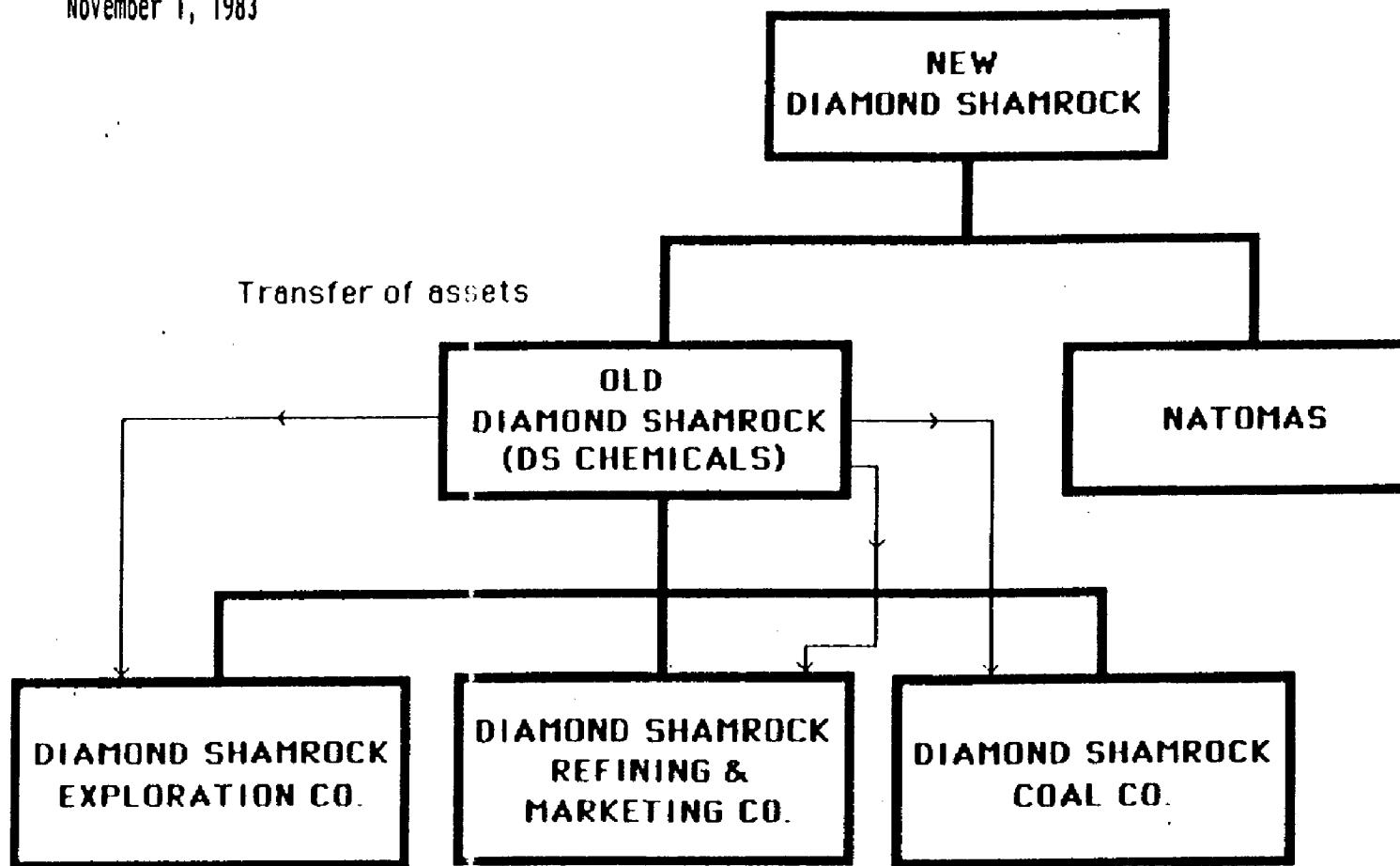
- Old Diamond Shamrock formed the following wholly owned subsidiaries:
- a. Diamond Shamrock Exploration Company ("E&P Co.").
  - b. Diamond Shamrock Refining and Marketing Company ("R&M Co.").
  - c. Diamond Shamrock Coal Company ("Coal Co.").

SUPPORTING DOCUMENTS:

- 1. Certificate of Incorporation of E&P Co. filed August 30, 1983 (Ex. 11).
- 2. Certificate of Incorporation of R&M Co. filed August 30, 1983 (Ex. 12).
- 3. Certificate of Incorporation of Coal Co. filed October 26, 1983 (Ex. 13).

Assignments to Operating Subsidiaries

November 1, 1983



**NOTE:**

Old Diamond Shamrock assigned all of its:

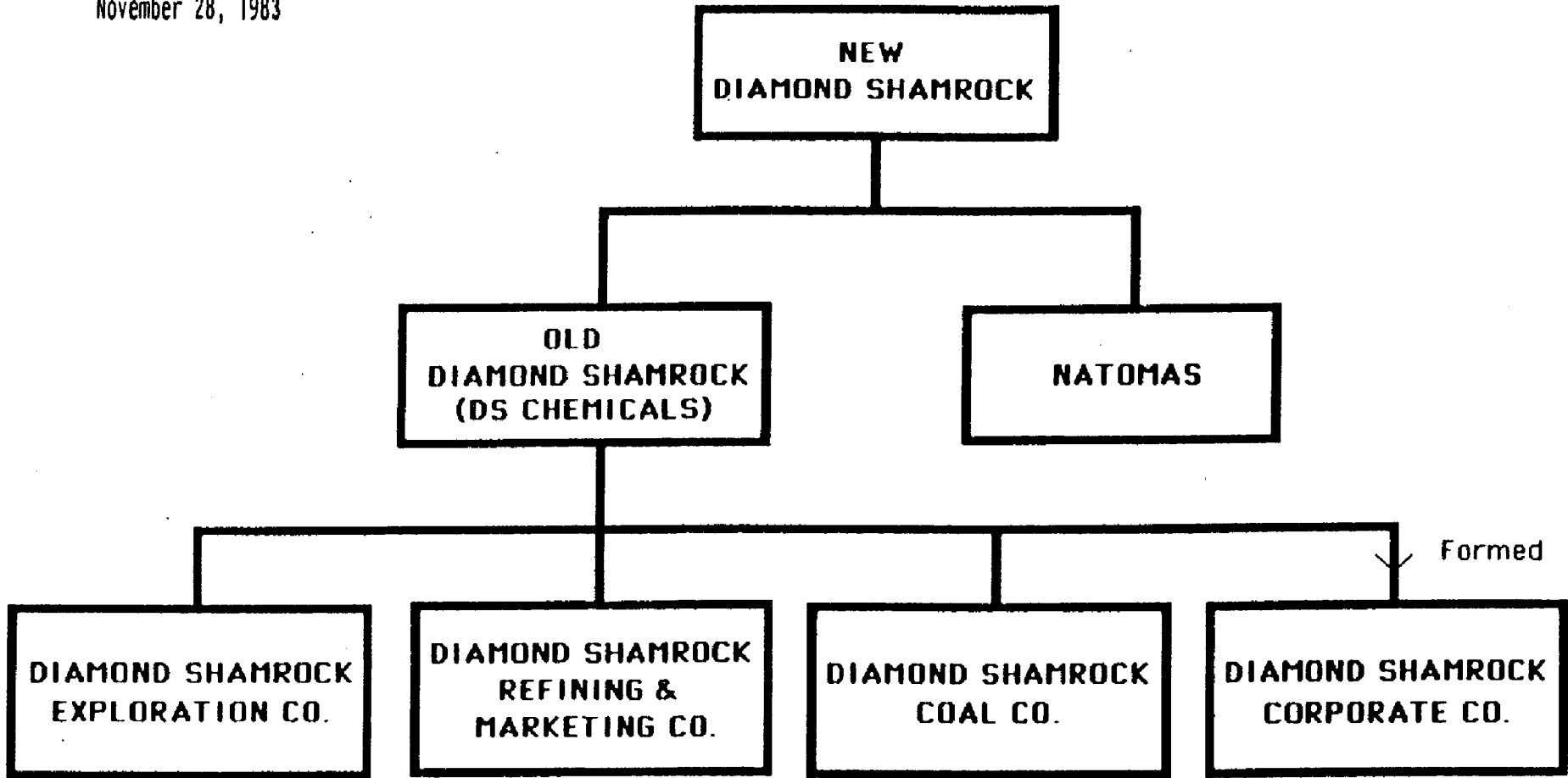
- a. Exploration and production assets to E&P Co.
- b. Refining and marketing assets to R&M Co.
- c. Coal assets to Coal Co.

**SUPPORTING DOCUMENTS:**

- 1. Assignment and Assumption Agreement between Old Diamond Shamrock and E&P Co. dated as of November 1, 1983 (Ex. 14).
- 2. Assignment and Assumption Agreement between Old Diamond Shamrock and R&M Co. dated as of November 1, 1983 (Ex. 15).
- 3. Assignment and Assumption Agreement between Old Diamond Shamrock and Coal Co. dated as of November 1, 1983 (Ex. 16).

Formation of Corporate Co.

November 28, 1983



**NOTE:**

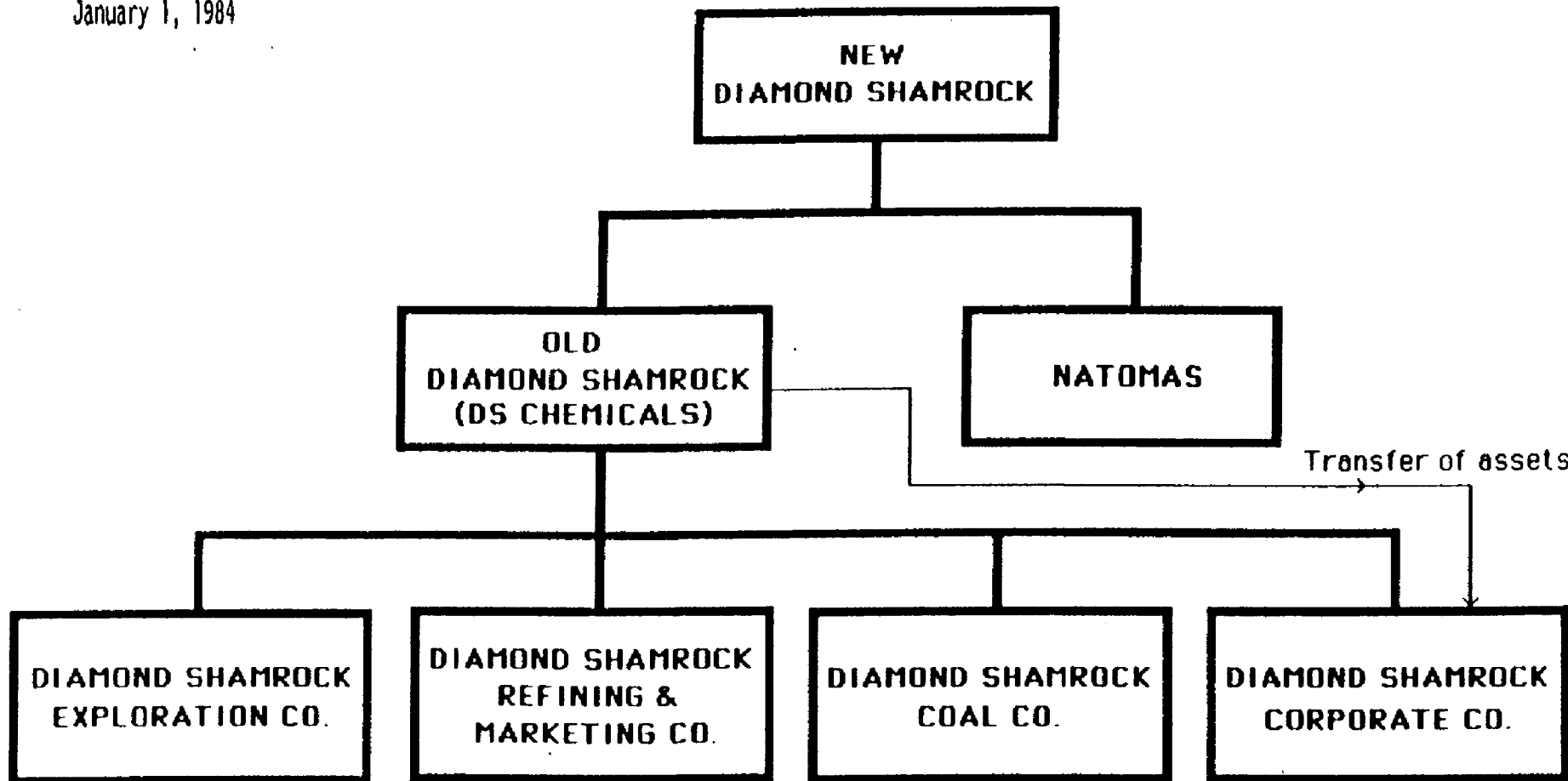
Old Diamond Shamrock formed Diamond Shamrock Corporate Company ("Diamond Shamrock Corporate Co.).

**SUPPORTING DOCUMENT:**

Certificate of Incorporation of Diamond Shamrock Corporate Co. filed November 28, 1983 (Ex. 17).

Assignment to Corporate Co.

January 1, 1984



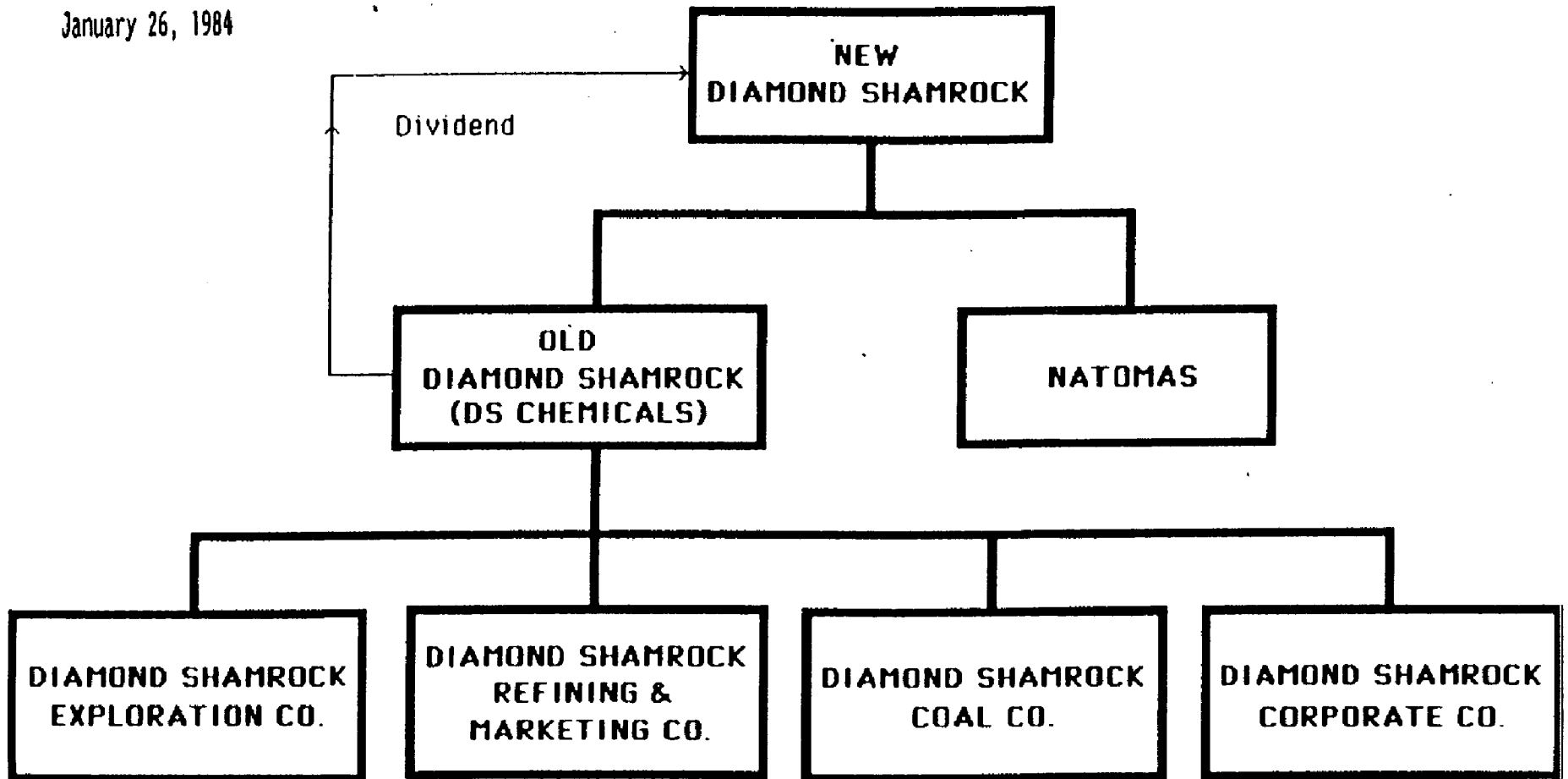
**NOTE:**

Old Diamond Shamrock assigned all of its remaining assets to Diamond Shamrock Corporate Co., except (1) its chemical assets and (2) the stock and notes payable of E&P Co., R&M Co. and Coal Co.

**SUPPORTING DOCUMENT:**

Assignment and Assumption Agreement between Old Diamond Shamrock and Diamond Shamrock Corporate Co. dated as of January 1, 1984 (Ex. 18).

"Dividend Up" of  
Subsidiaries' Stock  
January 26, 1984



**NOTE:**

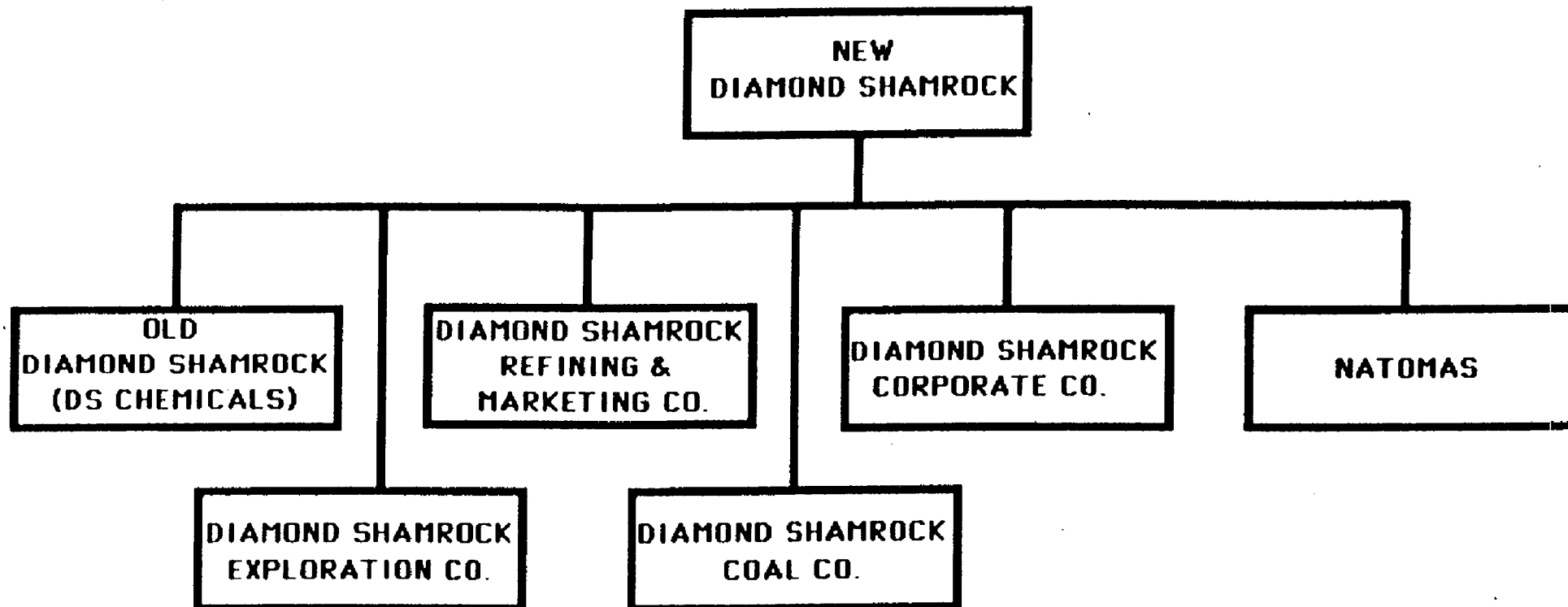
Old Diamond Shamrock transferred to New Diamond Shamrock all the stock and notes of E&P Co., R&M Co., Coal Co. and Diamond Shamrock Corporate Co.

**SUPPORTING DOCUMENT:**

Form 8-K of Old Diamond Shamrock dated January 27, 1984 (Ex. 19).

Results of "Dividend Up"  
of Subsidiaries' Stock

January 26, 1984



**NOTE:**

As the result of the January 26, 1984 stock transfer by Old Diamond Shamrock to New Diamond Shamrock, the following corporations became sister subsidiaries with Old Diamond Shamrock: E&P Co., R&M Co., Coal Co. and Diamond Shamrock Corporate Co.