

EXHIBIT 23



Diamond Shamrock

August 2, 1983

To Our Stockholders:

You are cordially invited to attend a Special Meeting of Diamond Shamrock stockholders to be held on Tuesday, August 30, 1983 in the Golden Empire Suite, The Hotel Mark Hopkins Intercontinental, Number One Nob Hill Circle, San Francisco, California commencing at 11:00 A.M., local time. At this important meeting you are being asked to consider and approve a proposed combination (the "Combination") in which Diamond Shamrock and Natomas Company will become subsidiaries of a new holding company ("New Diamond"). New Diamond will be renamed Diamond Shamrock Corporation and the name of the present Diamond Shamrock will be changed to Diamond Chemical Corporation.

As a result of the Combination, each share of Diamond Shamrock Common Stock will become one share of New Diamond Common Stock. If the holders of Diamond Shamrock \$2.07 Cumulative Convertible Preferred Stock ("Diamond Shamrock Preferred Stock") approve by a two-thirds vote, each share of Diamond Shamrock Preferred Stock (other than shares held by stockholders who properly exercise their appraisal rights) will become one share of New Diamond \$2.07 Cumulative Convertible Preferred Stock which will be convertible into one share of New Diamond Common Stock. Otherwise, each share of Diamond Shamrock Preferred Stock will remain outstanding as preferred stock of Diamond Shamrock but will be convertible into one share of New Diamond Common Stock instead of (at present) one share of Diamond Shamrock Common Stock.

In addition, as a result of the Combination, each Natomas Common Share will become 1.05 shares of New Diamond Common Stock. If the holders of Natomas \$4.00 Series C Cumulative Convertible Preferred Shares ("Natomas Preferred Stock") approve by a majority vote, each share of Natomas Preferred Stock will become one share of New Diamond \$4.00 Cumulative Convertible Preferred Stock which will be convertible into shares of New Diamond Common Stock. Otherwise, each share of Natomas Preferred Stock will remain outstanding as preferred stock of Natomas and will continue to be convertible into Natomas Common Stock after the transaction. Also, as part of the Combination, all the common stock of a newly formed company, American President Companies, Ltd., which will own all the stock of Natomas's transportation and real estate subsidiaries, will be distributed to holders of Natomas Common Shares.

Following the Combination, New Diamond's Board of Directors will consist of the 12 present Diamond Shamrock directors and four of the present directors of Natomas. I will serve as Chairman of the Board and Chief Executive Officer of New Diamond. Dorman L. Commons, Chairman of the Board and Chief Executive Officer of Natomas, and J. Avery Rush, Jr., Vice Chairman of the Board of Diamond Shamrock, will each be a Vice Chairman of the Board of New Diamond.

Your Board of Directors believes that the Combination is fair to and in the best interests of Diamond Shamrock and its stockholders. The Board has unanimously approved the Combination and recommends that you vote FOR approval of the Combination.

The accompanying Notice and Joint Proxy Statement-Prospectus more fully describe the Combination. The affirmative vote of the holders of a majority of the outstanding Diamond Shamrock Common Stock and the Diamond Shamrock Preferred Stock, voting together as a single class, and the affirmative vote of the holders of a majority of the outstanding Natomas Common Shares are necessary to approve the Combination. Accordingly, please complete, sign, date and return the enclosed proxy in the return envelope provided. If you attend the Special Meeting, you may vote in person whether or not you have previously returned your proxy.

Sincerely,

WILLIAM H. BRICKER
Chairman of the Board and
Chief Executive Officer

DIAMOND SHAMROCK CORPORATION

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

A Special Meeting of the holders of Common Stock ("Diamond Shamrock Common Stock") and \$2.07 Cumulative Convertible Preferred Stock ("Diamond Shamrock Preferred Stock") of Diamond Shamrock Corporation ("Diamond Shamrock") will be held in the Golden Empire Suite, The Mark Hopkins Intercontinental, Number One Nob Hill Circle, San Francisco, California, on Tuesday, August 30, 1983 at 11:00 A.M. local time for the following purposes:

(1) To act upon a proposal to adopt the Plan and Agreement of Reorganization, as amended, dated as of May 30, 1983 (the "Reorganization Agreement"), between Diamond Shamrock and Natomas Company ("Natomas") and a Plan and Agreement of Merger among Diamond Shamrock, New Diamond Corporation, a Delaware corporation ("New Diamond"), and D Sub, Inc., a Delaware corporation and a wholly owned subsidiary of New Diamond ("D Sub"), pursuant to which:

(a) Diamond Shamrock and Natomas will become separate subsidiaries of New Diamond by means of simultaneous mergers of D Sub into Diamond Shamrock and of N Sub, Inc., a California corporation and a wholly owned subsidiary of New Diamond, into Natomas (the "Combination");

(b) each share of Diamond Shamrock Common Stock outstanding immediately prior to the time of consummation of the Combination (the "Effective Time") will be converted into one share of the Common Stock of New Diamond ("New Diamond Common Stock");

(c) each share of Diamond Shamrock Preferred Stock outstanding immediately prior to the Effective Time (other than shares held by stockholders who properly exercise their appraisal rights) will either (i) be converted into one share of \$2.07 Cumulative Convertible Preferred Stock of New Diamond which will be convertible into one share of New Diamond Common Stock, if the holders of at least 66 $\frac{2}{3}$ % of the shares of Diamond Shamrock Preferred Stock entitled to vote at the Special Meeting approve, or (ii) if such holders do not so approve, remain outstanding as a preferred stock of Diamond Shamrock but thereafter be convertible into one share of New Diamond Common Stock instead of one share of Diamond Shamrock Common Stock; and

(d) certain related transactions will be effected, including the conversion of each Natomas Common Share into 1.05 shares of New Diamond Common Stock and, if the requisite class vote of the holders thereof is obtained, the conversion of the Natomas \$4.00 Series C Cumulative Convertible Preferred Shares into a series of convertible preferred stock of New Diamond, all as more fully described in the accompanying Joint Proxy Statement-Prospectus.

(2) To transact such other business as may properly come before the Special Meeting, including any and all adjournments thereof.

Holders of record of Diamond Shamrock Common Stock and Diamond Shamrock Preferred Stock at the close of business on July 20, 1983 are entitled to notice of and to vote at the Special Meeting, including any and all adjournments thereof.

By Order of the Board of Directors

TIMOTHY J. FRETTHOLD
Secretary

Dallas, Texas
August 2, 1983

IMPORTANT

Whether or not you expect to attend the Special Meeting in person, please complete, date and sign the enclosed proxy and return it without delay in the envelope provided, which requires no additional postage if mailed in the United States. Attendance at the Special Meeting is limited to stockholders, their proxies and invited guests of Diamond Shamrock.

ance payment equal to his Total Annual Compensation (with a bonus factor of not less than 40%) times the number of years (but not less than one) remaining in the term of agreement.

Three of these employment agreements are for five-year terms with annual salaries and bonus factors of not less than \$215,004 and 40%, \$125,000 and 35%, and \$103,500 and 30%, respectively. The remaining five agreements are for three-year terms with annual salaries and bonus factors of not less than \$130,000 and 40%, \$130,000 and 35%, \$120,000 and 35%, \$108,000 and 35% and \$104,000 and 35%, respectively. Each of these eight agreements provides for extension of the period of employment under the agreement by successive one year periods unless written notice to terminate is given by either Natomas or the officer. Each of these eight agreements provides that if Natomas terminates the officer's employment other than for cause or if the officer terminates his employment for "good reason," he will be entitled to receive a lump sum severance payment equal to his Total Annual Compensation times the number of years (but not less than one) remaining in the term of the agreement.

Employee Stock Option and Other Benefit Plans

As required by the Reorganization Agreement, Diamond Shamrock and Natomas have each adopted amendments to their respective employee stock option and other employee incentive compensation plans and programs, to take effect at the Effective Time, providing that awards and rights thereunder will be converted into options and rights with respect to shares of New Diamond Common Stock, that awards and rights under any such plans may be made or granted to individuals who are employees of New Diamond (whether or not they are also employees of Diamond Shamrock or Natomas, as the case may be) and transfers of employees between subsidiaries of New Diamond will not constitute events of termination under the plans. Further, as required by the Reorganization Agreement, those plans and programs referred to above which currently vest administrative functions in committees of directors of Diamond Shamrock or Natomas (as the case may be) have been amended, effective as of the Effective Time, to vest such functions in committees of directors of New Diamond. Adoption of the Reorganization Agreement and the Diamond Merger Agreement by the stockholders of Diamond Shamrock will constitute their approval of the amendments referred to above with respect to the Diamond Shamrock plans and programs. Approval of the Reorganization Agreement and the Natomas Merger Agreement by the holders of Natomas Common Stock will constitute their approval of the amendments referred to above with respect to the Natomas plans and programs.

Stock options and other rights outstanding at the Effective Time pursuant to grants and awards made under the existing employee stock option and other employee incentive compensation plans and programs of Diamond Shamrock and Natomas will be converted into options and rights with respect to shares of New Diamond based on the applicable exchange ratio in the Combination. Holders of outstanding stock options to purchase shares of Natomas Common Stock pursuant to Natomas's Stock Option and Stock Appreciation Rights Plans will also have adjustments made to their options as a result of the Distribution (which will result in reducing the exercise price thereof). Instead of having their options so converted into options to purchase New Diamond Common Stock, holders of all employee stock options to purchase Natomas Common Stock (whether or not then presently exercisable) may elect to receive cash payments in settlement thereof, as discussed below.

Pursuant to the Reorganization Agreement, at or immediately prior to the Effective Time (subject to the consummation of the Combination), holders of all outstanding employee stock options to purchase shares of Natomas Common Stock (whether or not then presently exercisable) will be entitled to receive in settlement thereof payment from Natomas in an amount equal to the difference between \$30 and the per share exercise price of such option, multiplied by the number of shares of Natomas Common Stock covered by such option. The \$30 per share amount was determined for this purpose on May 30, 1983 by the Natomas Board of Directors pursuant to the Reorganization Agreement and upon the advice of Lazard and Salomon. The Reorganization Agreement provides that the amount so determined by Natomas's Board was not to exceed the sum of (i) \$24.9375, representing the