

EXHIBIT 35

*Shamrock
List*

**AFFIDAVIT WITH RESPECT TO THE
ORGANIZATIONAL HISTORY OF
DIAMOND SHAMROCK, INC.**

STATE OF TEXAS §
 §
COUNTY OF BEXAR §

Before me, the undersigned Notary Public, on this day personally appeared E. Wayne Campbell, Assistant Secretary of Diamond Shamrock, Inc., being of lawful age, who being duly sworn by me, deposed and stated that:

Diamond Shamrock, Inc. is a Delaware corporation and its shares are listed and traded on the New York Stock Exchange. Diamond Shamrock, Inc. is essentially a holding company, and virtually all of the assets and business are conducted by Diamond Shamrock Refining and Marketing Company (sometimes referred to herein as "DSRMC"), a wholly-owned subsidiary, and the wholly-owned subsidiaries of DSRMC. DSRMC owns crude oil refineries located at McKee, Texas (near Amarillo) and in Three Rivers, Texas (south of San Antonio), operates about 750 retail gasoline/convenience merchandise outlets, and has licensed jobbers who operate more than 1,200 additional service stations under the "Diamond Shamrock" brand. These businesses are concentrated in Texas, Louisiana and Colorado, and include locations in New Mexico, Oklahoma, Kansas, Missouri and Arkansas.

From 1968 through the mid 1980s the business name "Diamond Shamrock" was associated with the oil and gas and chemical businesses. This originates from the merger in 1967 of Diamond Alkali Company, a chemical business headquartered in Cleveland, Ohio, with The Shamrock Oil & Gas Corporation, headquartered in Amarillo, Texas. The surviving corporation was named Diamond Shamrock Corporation, and continued to operate these two core businesses, chemicals and oil and gas, as business units or divisions. Diamond Shamrock Corporation operated various types of chemical plants in various locations across the United States.

Until 1983, the businesses continued to be conducted under the corporate name, Diamond Shamrock Corporation, and primarily operated as divisions. In 1983 the businesses were reorganized to create separate corporations to own and hold the different core businesses, chemicals and oil and gas, as well as others. This reorganization occurred as follows:

1. On July 19, 1983, a new corporation was formed to become the ultimate parent holding company. As soon as the reorganization was completed, this new corporation was renamed Diamond Shamrock Corporation (and will be referred to as the new Diamond Shamrock Corporation). The new Diamond Shamrock Corporation became the ultimate parent of all the Diamond Shamrock subsidiaries, and it also became the publicly traded entity.

2. What had been Diamond Shamrock Corporation (the surviving company of the 1967 merger), changed its name to Diamond Chemicals Company. Diamond Chemicals Company became a wholly-owned subsidiary of the new Diamond Shamrock Corporation (new holding company).

3. On August 30, 1983, Diamond Shamrock Refining and Marketing Company was incorporated as a Delaware corporation, and it was organized and commenced doing business on August 31, 1983. At that time, DSRMC became the owner of substantially the same assets it holds today, and was made a wholly-owned subsidiary of Diamond Chemicals Company.

4. Soon thereafter, Diamond Chemicals Company (old Diamond Shamrock Corporation) changed its name to Diamond Shamrock Chemicals Company.

Thus, after this first reorganization in 1983, the structure was essentially as follows:

Diamond Shamrock Corporation
(new holding company organized in 1983)

-- parent of --

Diamond Shamrock Chemicals Company
(old Diamond Shamrock Corporation)

-- parent of --

Diamond Shamrock Refining and Marketing Company

In early 1984, there was some additional reorganization. First, on January 26, 1984, Diamond Shamrock Chemicals Company assigned all of the stock of DSRMC to the new Diamond Shamrock Corporation (the new holding company). Shortly thereafter, on February 1, 1984, Diamond Shamrock Corporation assigned all the shares of DSRMC to Diamond Shamrock International Energy Company. Diamond Shamrock International Energy Company had been formed as a wholly-owned subsidiary of the new Diamond Shamrock Corporation. Thus, the new Diamond Shamrock Corporation was the main holding company having the two following direct subsidiaries: Diamond Shamrock International

Energy Company which owned and conducted the energy businesses; and Diamond Shamrock Chemicals Company which owned and conducted various chemicals businesses. DSRMC was a wholly-owned subsidiary of Diamond Shamrock International Energy Company.

On September 4, 1986, Diamond Shamrock Chemicals Company sold its chemical businesses to Occidental Petroleum Corporation (and certain of its subsidiaries).

In early 1987, the reorganization establishing Diamond Shamrock, Inc. as a separate company was concluded. In February 1987, Diamond Shamrock, Inc. was formed as a subsidiary of the new Diamond Shamrock Corporation. (From February 1987 until February 1, 1990, Diamond Shamrock, Inc. was known as Diamond Shamrock R & M, Inc.) On April 30, 1987, the new Diamond Shamrock Corporation effected a spin-off (the "Spin-off") of Diamond Shamrock, Inc. to the shareholders of Diamond Shamrock Corporation. That is, the shares of Diamond Shamrock, Inc. had been registered and listed on the New York Stock Exchange, and on April 30, 1987 the shares of Diamond Shamrock, Inc. were distributed as a dividend to the shareholders of the new Diamond Shamrock Corporation. As a result, Diamond Shamrock, Inc. became an entirely separate, publicly traded company with its own officers and board of directors, not affiliated in any way with the new Diamond Shamrock Corporation.

Just prior to the Spin-off on April 30, 1987, DSRMC and all the subsidiary companies operated by DSRMC had been conveyed to Diamond Shamrock, Inc. Thus, as a result of the Spin-off, Diamond Shamrock, Inc., an entirely independent separate company, was engaged principally in refining crude oil, processing natural gas owned and/or controlled by others and distributing and marketing refined petroleum products.

What had been the publicly traded new Diamond Shamrock Corporation prior to April 30, 1987, changed its name to Maxus Energy Corporation ("Maxus"). Maxus is still headquartered in Dallas, Texas and is engaged principally in exploration and production of oil and gas. As between Diamond Shamrock, Inc. and Maxus, Maxus is the entity that formerly owned Diamond Shamrock Chemicals Company, or prior to 1983, owned assets and engaged in the chemicals business. As corporate entities, neither Diamond Shamrock, Inc. (formed in February 1987) nor its wholly-owned subsidiary, DSRMC (formed in August 1983), has ever engaged in the chemicals business or been the owner of any assets or business entity engaged in the chemicals business. As between Diamond Shamrock, Inc. and Maxus, Maxus is the entity that sold Diamond Shamrock Chemicals Company to Occidental Petroleum Corporation in 1986.

A distinction must also be made between Diamond Shamrock, Inc. and Maxus with respect to the association of the name "Diamond Shamrock" in the oil and gas business. As noted above, DSRMC was formed in 1983. Promptly thereafter the following

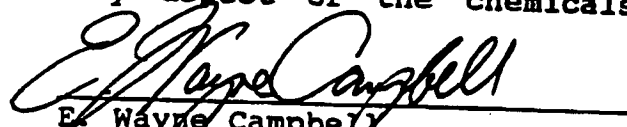
principal assets and related businesses of the new Diamond Shamrock Corporation were placed in DSRMC: the McKee crude oil refinery and gas processing plant near Dumas, Texas (north of Amarillo); the Three Rivers crude oil refinery in Three Rivers, Texas (south of San Antonio); the crude oil and natural gas gathering pipelines of the company; the refined petroleum products distribution pipelines and terminals of the company; all gasoline/convenience merchandise retail outlets of the company; and all "franchise" or jobber operations of "Diamond Shamrock" retail gasoline outlets. These assets are still owned by DSRMC (other than the natural gas gathering system and related contracts), and thus indirectly by its parent entity, Diamond Shamrock, Inc.

The other oil and gas related assets of the new Diamond Shamrock Corporation remained and succeeded to Maxus. Thus, Maxus owns all of the following assets which prior to April 30, 1987 were associated with the name "Diamond Shamrock:" all oil and gas leases, producing wells and production facilities, both domestic and international, and all assets and natural gas purchase contracts associated with the natural gas gathering system in the Texas Panhandle area.

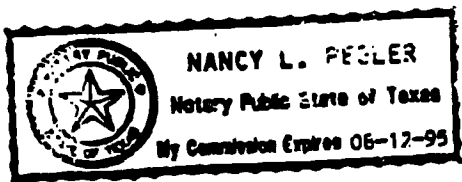
In reviewing documents and public filings related to the 1987 Spin-off and the subsequent conduct of business by Diamond Shamrock, Inc., one will note the entity name Diamond Shamrock R & M, Inc. As noted above, Diamond Shamrock, Inc. was originally formed in February 1987 as Diamond Shamrock R & M, Inc. On February 1, 1990, Diamond Shamrock R & M, Inc. changed its name to Diamond Shamrock, Inc.

Finally, publicly filed documents will evidence that on December 31, 1991, DSRMC was merged into one of its wholly-owned subsidiaries, Diamond Shamrock Natural Gas Marketing Company. The name of the surviving corporation was Diamond Shamrock Refining and Marketing Company. This change was made only for purposes of simplifying the corporate structure, and had no effect on the assets or business operations of DSRMC or Diamond Shamrock, Inc.

Though these changes have evolved in the relationships between the various companies at one time or another associated with the "Diamond Shamrock" name, neither Diamond Shamrock, Inc., nor its wholly-owned subsidiary Diamond Shamrock Refining and Marketing Company, nor any of the subsidiaries of DSRMC have ever owned any assets related to the manufacture of chemicals, nor has it ever engaged in any aspect of the chemicals business.


E. Wayne Campbell,
Assistant Secretary
Diamond Shamrock Refining and
Marketing Company

SUBSCRIBED AND SWORN to before me on the 15th day of March 19 93, to certify which witness my hand and official seal.



Nancy L. Pegler
Notary Public,
in and for the State of Texas

W3701LWC

CAUSE NO.: A-157,259

**MICHELLE BROYLES, INDIVIDUALLY
AND AS NEXT FRIEND TO HAYLEE
BROYLES & TYLER BROYLES AND
SPOUSE, DAVID BROYLES**

PLAINTIFFS

VS.

**ACards, INC., AETNA CASUALTY
& SURETY CO. (THE) AETNA LIFE
& CASUALTY COMPANY,
ALLIEDSIGNAL, INC.,
ALLIEDSIGNAL TRANSPORTATION
INC. AMF, INC. (Successor-in-Interest
to B&B Insulators and B&B Engineering
& Supply Co., Inc.) ANCHOR
PACKING COMPANY (THE)
ARMSTRONG WORLD INDUSTRIES
INC., ASBESTOS CLAIMS
MANAGEMENT CORPORATION
(c/o New National Gypsum *lts/a*
National Gypsum Company), ATLANTIC
RICHFIELD COMPANY, AZROCK
INDUSTRIES, INC., (Successor-in-
Interest to AZROCK TILE), B.F.
GOODRICH, INC., BABCOCK &
WILCOX COMPANY, B&B
ENGINEERING & SUPPLY CO., INC.,
BECHTEL CORPORATION, BP
EXPLORATION AND OIL, INC.,
BOISE-CASCADE CORP.
BRIDGESTONE/FIRESTONE, INC.
BROWN & ROOT, INC.,
CANADIANOXY OFFSHORE
PRODUCTION COMPANY,
CHAMPION INTERNATIONAL
CORPORATION, CITIES SERVICE
OIL AND GAS CORP. (A/K/A Oxy
USA Inc.), COMBUSTION
ENGINEERING, INC., CONOCO, INC.
CROWN CORK AND SEAL COMPANY
INC., DIAMOND SHAMROCK, INC.
DOW CHEMICAL CO., DOW, INC.
E.I. DUPONT DE NEMOURS &
COMPANY, ENTERGY CORPORATION
(Successor-in-Interest to Gulf States
Utilities Company), EPEC OIL COMPANY
(*lts/a* Tenneco Oil Co.), FINA OIL &
CHEMICAL COMPANY,
FISH & PORTER COMPANY**

IN THE DISTRICT COURT OF

JEFFERSON COUNTY, TEXAS

58TH JUDICIAL DISTRICT

10/27/97 11:26

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HERSCHEL HUBSON

; 843 720 4392

S P N B

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FLEXITALLIC, INC., FLINTKOTE
 COMPANY (THE) FOSTER
 WHEELER ENERGY CORPORATION
 FULLER-AUSTIN INSULATION
 COMPANY, GAF CORPORATION
 (Successor-in-Interest to Ruberoid
 Corporation) GARLOCK, INC.
 GENERAL REFRACTORIES COMPANY
 GOODYEAR TIRE AND RUBBER
 COMPANY, GULF OIL CORPORATION
 HERCULES INCORPORATED,
 HOLMAN BOILER WORKERS, INC.
 HOUSTON LIGHTING & POWER
 COMPANY, HUNTSMAN CHEMICAL
 CORPORATION, HUXLEY BARTER
 CO., f/k/a Huxley Development Co.,
 f/k/a Huxley-Westfield Corp. J.T.
 THORPE COMPANY, JOHN CRANE
 INC., (As Successor-in-Interest to John
 Crane Co. a/k/a John Crane Houdaille,
 Inc.) KAISER ALUMINUM &
 CHEMICAL CORPORATION
 LEEDS & NORTHRUP, LIBERTY
 MUTUAL INSURANCE COMPANY
 MACMILLAN BLOEDEL OF
 AMERICA, INC., MARATHON OIL
 COMPANY, MERICHEM COMPANY
 METROPOLITAN LIFE
 INSURANCE COMPANY, M.H.
 DETRICK COMPANY, MINSTAR
 INC. (Successor-in-Interest to AMF
 Inc. and B&B Insulators & B&B
 Engineering & Supply Co., Inc.)
 MOBIL BUSINESS RESOURCES
 CORPORATION, MOBIL CHEMICAL
 COMPANY, INC., MOBIL
 CORPORATION, MOBIL OIL
 CORPORATION, OLIN CORPORATION
 (Successor-in-Interest to Matheson
 Chemical Corporation) OWENS-ILLINOIS
 INC., OXY U.S.A. INC. (Successor-in-
 Interest to Cities Service Refining
 Corporation, Cities Service Oil
 Company, Citgo Petroleum Corporation
 Columbia Carbon Company,
 Petroleum Chemicals, Inc., OXY
 Oil and Gas, and Canadianoxy Offshore
 Production Company) OXY CHEMICAL
 CORPORATION, PACIFIC LIGHT &
 POWER COMPANY, PETRO-TEX
 CHEMICAL CORPORATION,
 (Successor-in-Interest to Sinclair
 Rubber Inc.), PHILLIPS, INC.
 PHILLIPS PETROLEUM COMPANY

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PITTSBURGH CORNING CORPORATION, PPG INDUSTRIES INC. a/k/a Pittsburgh Plate Glass Corporation, RAPID-AMERICAN CORPORATION (f/k/a Glen Alden Corporation) RAYMARK INDUSTRIES RAYMARK CORPORATION, RILEY STOKER CORPORATION, ROHM & HAAS COMPANY, ROHM & HAAS TEXAS INCORPORATED, SHELL CHEMICAL CO., SHELL OIL COMPANY, STAR ENTERPRISE STONE & WEBSTER CONSTRUCTION INC., STONE & WEBSTER DEVELOPMENT CORPORATION SUPERIOR BOILERS & HEATING TENNECO CORPORATION, TEXACO, INC., TEXAS CITY REFINING INC., THE KELLY SPRINGFIELD TIRE CORP., THORPE INSULATION COMPANY, (a/k/a J.T. Thorpe Company) THORPE INSULATION SERVICES COMPANY THORPE PRODUCTS COMPANY. TRAVELERS INSURANCE CO., TRAVELERS CASUALTY & SURETY CO., (f/k/a The Aetna Casualty & Surety Co.) TRIPLE B. CORP., TRMI HOLDING, INC., UNIROYAL INC., UNION CARBIDE CORPORATION UNION OIL COMPANY OF CALIFORNIA, U.S. GYPSUM COMPANY, U.S. MINERAL PRODUCTS COMPANY, W.R. GRACE & CO-CONN. ZURN INDUSTRIES, INC.

10/27/87 11:26 AM 8408 838 6084 HENSCHEL HUNSON 843 720 4392 S F N B # 9/ 16 007/012

DEFENDANTS

AFFIDAVIT OF TIMOTHY J. FRETTHOLD

STATE OF TEXAS

COUNTY OF BEXAR

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BEFORE ME, the undersigned authority, on this day personally appeared Timothy J. Fretthold, who, after being duly sworn, did depose and testify as follows:

"My name is Timothy J. Fretthold. I am over the age of 18 years and I am competent to make this Affidavit. I have personal knowledge of the facts stated herein and they are true and correct.

I am the Executive Vice President and Chief Administrative and Legal Officer of both Ultramar Diamond Shamrock Corporation ("UDSC") and Diamond Shamrock Refining and Marketing Company ("DSRMC"), a wholly-owned subsidiary of UDSC. UDSC is a Delaware corporation, and is the surviving corporation in the merger of Ultramar Corporation and Diamond Shamrock, Inc. It is a publicly held company and its shares are listed and traded on the New York Stock Exchange. Prior to the merger of Ultramar Inc. and Diamond Shamrock, Inc., DSRMC was a wholly-owned subsidiary of Diamond Shamrock, Inc.

UDSC is essentially a holding company. Virtually all of UDSC's tangible assets in Texas are now owned and operated by "DSRMC", Diamond Shamrock Refining Company, L.P. ("DSLPL"), and their wholly-owned subsidiaries or affiliates.

Neither UDSC, Diamond Shamrock, Inc., DSRMC, nor any of the subsidiaries or entities ever owned or controlled by them, have ever owned or operated any chemical plant or industrial facility located in Pasadena, Texas, at which Tom Broyles alleges he may have been exposed to asbestos.

DSRMC has engaged in the refining and marketing of petroleum products in Texas and the surrounding states. DSRMC previously owned and operated two crude oil refineries, one in Surrency, Texas (north of Amarillo) and another in Three Rivers, Texas (north of Corpus Christi). Both refineries were transferred in December, 1993 to DSLPL, a newly created entity. DSRMC operates about 1,600 retail gasoline/convenience merchandise outlets, and has licensed jobbers who own and/or operate more than 1,100 additional retail gasoline outlets under the "Diamond Shamrock" brand. These retail businesses are concentrated in Texas, Arizona, New Mexico, Louisiana, and Colorado, and include locations in Oklahoma, Kansas, Missouri, and Arkansas. DSRMC also stores and markets natural gas liquids, and in 1990 commenced manufacturing and marketing polymer grade propylene. These operations are centered around facilities at Mont Belvieu near Houston, Texas.

From 1968 through the mid-1980's the business name "Diamond Shamrock" was associated with an oil and gas and chemical business. This originates from the merger in 1967 of Diamond Alkali Company, a chemical business headquartered in Cleveland, Ohio, with The Shamrock Oil and Gas Corporation, headquartered in Amarillo, Texas. The surviving corporation was named Diamond Shamrock Corporation, and continued to operate these two core businesses, chemicals and oil and gas, as business units or divisions. Diamond Shamrock Corporation operated various types of chemical plants in various locations across the United States.

Until 1983, the businesses continued to be conducted under the corporate name, Diamond Shamrock Corporation, and primarily operated as divisions. In 1983, the businesses were reorganized to create separate corporations to own and hold the different core businesses, chemicals and oil and gas, as well as others. This reorganization occurred as follows:

1. On July 19, 1983, a new corporation was formed to become the ultimate parent holding company. As soon as the reorganization was completed, this new corporation was renamed Diamond Shamrock Corporation (and will be referred to as the "new Diamond Shamrock Corporation"). The new Diamond Shamrock Corporation became the ultimate parent of all the Diamond Shamrock subsidiaries, and it also became the publicly traded entity.
2. What had been Diamond Shamrock Corporation (the surviving company of the 1967 merger), changed its name to Diamond Chemicals Company. Diamond Chemicals Company became a wholly-owned subsidiary of the new Diamond Shamrock Corporation.
3. On August 30, 1983, Diamond Shamrock Refining and Marketing Company was incorporated as a Delaware corporation, and it was organized and commenced doing business on August 31, 1983. At that time, DSRMC became the owner of two refineries and related assets, and was made a wholly-owned subsidiary of Diamond Chemicals Company.
4. Soon thereafter, Diamond Chemicals Company (old Diamond Shamrock Corporation) changed its name to Diamond Shamrock Chemicals Company.

Thus, after this first reorganization in 1983, the structure was essentially as follows:

Diamond Shamrock Corporation
(new holding company reorganized in 1983)

- parent of -

Diamond Shamrock Chemicals Company
(old Diamond Shamrock Corporation)

- parent of -

Diamond Shamrock Refining and Marketing Company

In early 1984, there was some additional reorganization. First, on January 26, 1984, Diamond Shamrock Chemicals Company assigned all of the stock of DSRMC to the new Diamond Shamrock Corporation (the new holding company). Shortly thereafter, on February 1, 1984, the new Diamond Shamrock Corporation assigned all the shares of DSRMC to Diamond Shamrock International Energy Company. Diamond Shamrock International Energy Company had been formed as a wholly-owned subsidiary of the new Diamond Shamrock Corporation. Thus, the new Diamond Shamrock Corporation was the main holding company having the two (2) following direct subsidiaries: Diamond Shamrock International Energy Company which owned and conducted the energy businesses; and Diamond Shamrock Chemicals Company which owned and conducted various chemicals businesses. DSRMC was a wholly-owned subsidiary of Diamond Shamrock International Energy Company. Thus, after this additional reorganization the corporate structure was essentially as follows:

"new" Diamond Shamrock Corporation

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**Diamond Shamrock
International Energy Company**

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**Diamond Shamrock Refining and
Marketing Company**

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**Diamond Shamrock Chemicals
Company**

On September 4, 1986, Diamond Shamrock Chemicals Company sold its chemical businesses to Occidental Petroleum Corporation (and certain of its subsidiaries).

In early 1987, the reorganization establishing Diamond Shamrock, Inc. as a separate company was concluded. In February 1987, Diamond Shamrock, Inc. was formed as a subsidiary of the new Diamond Shamrock Corporation. (From February, 1987 until February 1, 1990, Diamond Shamrock, Inc. was known as Diamond Shamrock R & M, Inc.). Soon thereafter, DSRMC and all the subsidiary companies operated by DSRMC were conveyed to Diamond Shamrock, Inc. On April 30, 1987, the new Diamond Shamrock Corporation effected a spin-off (the "Spin-off") of Diamond Shamrock, Inc. and all its subsidiaries to the shareholders of Diamond Shamrock Corporation. That is, the shares of Diamond Shamrock, Inc. had been registered and listed on the New York Stock Exchange, and on April 30, 1987, the shares of Diamond Shamrock, Inc. were distributed as a dividend to the shareholders of the new Diamond Shamrock Corporation. Diamond Shamrock, Inc. became an entirely separate, publicly traded company with its own officers and board of directors, not affiliated in any way with the new Diamond Shamrock Corporation.

As mentioned, just prior to the Spin-off on April 30, 1987, DSRMC and all the subsidiary companies operated by DSRMC had been conveyed to Diamond Shamrock, Inc. Thus, as a result of the Spin-off, Diamond Shamrock, Inc., an entirely independent, separate company, was engaged principally in refining crude oil, marketing refined petroleum products, and the natural gas liquids storage and marketing businesses through its wholly-owned subsidiaries.

Immediately after the Spin-off, what had been the publicly traded new Diamond Shamrock Corporation prior to April 30, 1987, changed its name to Maxus Energy Corporation ("Maxus"). Maxus is still headquartered in Dallas, Texas, and is engaged principally in exploration and production of oil and gas. Maxus is the entity that formerly owned Diamond Shamrock Chemicals Company, and which, prior to 1983, owned the assets of and operated the chemical business. As corporate entities, neither Diamond Shamrock, Inc. (formed in February 1987) nor its wholly-owned subsidiary, DSRMC (formed in August

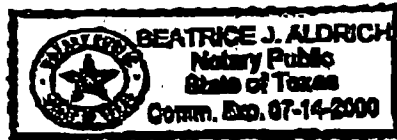
1983), has ever engaged in the chemicals business or been the owner of any assets or business entity engaged in the chemicals business. As between Diamond Shamrock, Inc. and Maxus, Maxus is the entity that sold the assets to Diamond Shamrock Chemicals Company to Occidental Petroleum Corporation in 1986.

Neither UDSC, Diamond Shamrock, Inc., DSRMC, nor any of the subsidiaries or entities ever owned or controlled by them, has ever owned or operated any chemical plant or industrial facility located in Pasadena, Texas, at which Tom Broyles alleges he may have been exposed to asbestos.

FURTHER AFFIANT SAYETH NOT."


TIMOTHY J. FRETTHOLD

SWORN TO AND SUBSCRIBED before me by Timothy J. Fretthold solely in his capacity as Executive Vice President and Chief Administrative and Legal Officer of both Ultramar Diamond Shamrock Corporation and Diamond Shamrock Refining and Marketing Company.




Notary Public, State of Texas

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