

EXHIBIT 74



Gerald H. Rubin
Assistant General Counsel

October 5, 1993

bcc: Joe DiPasquale (w/att)
Bob Marquardt (w/o att)
Mark Romness (w/o att)
Larry Steckmest (w/att)

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

David A. Wadsworth, Esq.
Maxus Energy Corporation
717 North Harwood Street
Dallas, Texas 75201

RE: **Donna J. Zajaceskowski, as Executrix of the Estate of Peter D. Zajaceskowski, Jr., v. Dow Chemical Company, et al.**

Dear David:

This is a request for indemnification under Article IX of the Stock Purchase Agreement dated September 4, 1986.

Occidental has received the enclosed Summons and Complaint regarding the above referenced matter. Plaintiff is alleging that her husband, Peter D. Zajaceskowski, the decedent, was exposed to Agent Orange in September, 1965 while actively serving in the Navy. The Plaintiff is alleging that on or about December 12, 1989, the decedent was informed that he was suffering from soft tissue sarcoma which was allegedly caused by the exposure and that the decedent died on July 18, 1991.

Indemnifiable loss is likely to exceed \$20,000.



Occidental Chemical Corporation
Corporate Office - Legal Department
Occidental Tower, 5005 LBJ Freeway
P.O. Box 809050, Dallas, TX 75380-9050
214/404-3332 Facsimile: 214/404-3359

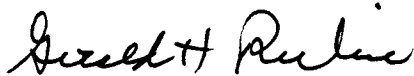
Confidential

OCCNJ0127549

David A. Wadsworth, Esq.
October 5, 1993
Page Two

Pursuant to Section 9.04 of the Stock Purchase Agreement, please advise me within ten (10) days whether or not Maxus Energy Corporation elects to assume defense of this matter as to the potential liability of Diamond Shamrock Chemicals Company and, if so, the identity of Maxus Energy Corporation's proposed counsel.

Very truly yours,



Gerald H. Rubin
Assistant General Counsel

GHR/pdh

Enclosures

a:zajace

UNITED STATES POSTAL SERVICE



Official Business

PENALTY FOR PRIVATE
USE TO AVOID PAYMENT
OF POSTAGE, \$300



Print your name, address, and ZIP Code here

Gerald H. Rubin, Esq.
Occidental Chemical
5005 LBJ
Dallas, TX 75244

Is your RETURN ADDRESS completed on the reverse side?

SENDER:

- Complete items 1 and/or 2 for additional services.
- Complete items 3, and 4a & b.
- Print your name and address on the reverse of this form so that we can return this card to you.
- Attach this form to the front of the mailpiece, or on the back if space does not permit.
- Write "Return Receipt Requested" on the mailpiece below the article number.
- The Return Receipt will show to whom the article was delivered and the date delivered.

I also wish to receive the following services (for an extra fee):

1. Addressee's Address
2. Restricted Delivery

Consult postmaster for fee.

3. Article Addressed to:
 David Wootworth
 Marcus Energy Corp
 717 North Harwood St
 Dallas, TX 75201
 (2aj Ace.)

4a. Article Number
 873 271 714

4b. Service Type

<input type="checkbox"/> Registered	<input type="checkbox"/> Insured
<input checked="" type="checkbox"/> Certified	<input type="checkbox"/> COD
<input type="checkbox"/> Express Mail	<input type="checkbox"/> Return Receipt for Merchandise

7. Date of Delivery
 OCT 6 - 1993

5. Signature (Addressee)
[Signature]

8. Addressee's Address (Only if requested and fee is paid)

6. Signature (Agent)
[Signature]

Thank you for using Return Receipt Service.

P 873 271 714



Certified Mail Receipt
 No Insurance Coverage Provided
 Do not use for International Mail
 (See Reverse)

Sent to <i>Marcus</i>	
Street & No.	
P.O., State & ZIP Code	
Postage	\$
Certified Fee	
Special Delivery Fee	
Restricted Delivery Fee	
Return Receipt Showing to Whom & Date Delivered	
Return Receipt Showing to Whom, Date, & Address of Delivery	
TOTAL Postage & Fees	\$
Postmark or Date <i>10-5-93</i>	

PS Form 3800, June 1990