

EXHIBIT 75

**REPSOL
YPF**

David A. Wadsworth
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RECEIVED

AUG 05 2003

Karen P. Ciccone

July 31, 2003

Karen Palladino Ciccone, Esq.
Occidental Petroleum Corporation
10889 Wilshire Boulevard
Los Angeles, California 90024

By U.S. Mail

Re: *Willie Williams Jr. and Rita Williams vs. Dow Chemical Co. et al.*
Civil Action No. 03-0423
United States District Court
Western District of Louisiana

Dear Karen:

This responds to your letter dated July 25, 2003 requesting indemnification in respect of the lawsuit referred to above. Maxus does not believe this matter constitutes an "Indemnifiable Loss" under the September 4, 1986 Stock Purchase Agreement for which defense or indemnity is due in that this case

1. constitutes "Litigation" commenced more than 12 years after the September 4, 1986 Closing Date, and
2. there is no exclusion from the 12 year cut-off that applies.

Consequently, Maxus elects not to assume the defense or indemnity of this lawsuit.

Please let us know if you have any questions.

Very truly yours,



DAW:dke
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