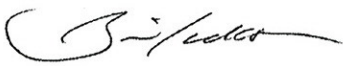


EXHIBIT 88

Maxus Energy Corporation's ("Maxus") Stipulation of Facts
Regarding Track III Alter Ego Claim In Lieu of Corporate Representative Deposition

1. Diamond Shamrock Process Chemicals, Inc. ("DSPC") was incorporated on or about March 21, 1986.
2. DSPC changed its name to Diamond Shamrock Chemical Land Holdings, Inc. ("DSCLH") on or about July 11, 1986.
3. DSCLH changed its name to Chemical Land Holdings, Inc. ("CLH") on or about December 4, 1987.
4. At a point after the time period relevant to Track III, 1986 through 1994 ("Time Period"), CLH subsequently became known as Tierra Solutions, Inc. ("Tierra").
5. DSPC, DSCLH, CLH and Tierra are collectively referred to as "Tierra" unless otherwise stated.
6. Documents indicate that Tierra issued 1,000 shares of Common Stock during the Track III Time Period.
7. During the Time Period, Tierra's function was to hold title to certain real property, principally former chemical plants operated by Diamond Shamrock Corporation (DSC-1), some of which was contaminated.
 - 7.1. The real property Tierra owned during the Time Period consisted of (i) the former chemical plant site located at 80 Lister Avenue and 120 Lister Avenue in Newark, New Jersey (the "Lister Site"), (ii) the former chemical plant site located in Kearny, New Jersey (the "Kearny Site"), (iii) a large block of land that included the former chemical plant site located in Painesville, Ohio (the "Painesville Site"), and uncontaminated contiguous parcels not used for chemicals manufacturing, and (iv) certain brine fields associated with the operations at the Painesville Site. The Lister Site, the Kearny Site and the Painesville Site are collectively referred to as the "Sites." All of the real property owned by Tierra during the Time Period is referred to as the "Real Property."
 - 7.2. Maxus designated Tierra, then known as DSCLH, to hold title to the Sites and Real Property.
 - 7.3. The Real Property was transferred to Tierra by Diamond Shamrock Chemicals Company ("DSCC") between August 28, 1986 and September 4, 1986, the effective date of the Stock Purchase Agreement for the sale of DSCC to an affiliate of Occidental Chemical Company ("OCC").
 - 7.4. At the time Tierra acquired title to the Sites, Maxus and Tierra knew the Sites were subject to significant remedial measures that could cost millions of dollars.
8. Tierra had no employees during the Time Period.
9. Tierra conducted no revenue-generating or income-producing business operations during the Time Period, other than the sale of certain parcels associated with the Painesville Site.

10. Maxus never intended that Tierra would generate revenue or earn a profit during the Time Period from business operations, except for the potential sales of certain parcels associated with the Real Property.
11. Tierra had no bank accounts in its name during the Time Period.
12. Tierra had relatively nominal expenses during the Time Period, such as property taxes, which were paid using funds supplied by Maxus.
13. Maxus never paid a fee or rent to Tierra in order to access the Sites during the Time Period.
14. There was no agreement by which Tierra was to reimburse Maxus for expenses Maxus paid on behalf of Tierra during the Time Period; however, there were separate accounts maintained for Tierra which tracked, among other things, inter-company transfers as credits and debits.
15. During the Time Period, Tierra's assets consisted of the Real Property it owned, as well as buildings and/or equipment associated with former chemical plant operations, and trailers and other fixtures used in Site remediation that were purchased by Maxus.
16. Maxus and Tierra never intended for Tierra to perform the remediation of, or be able to pay for remediating, the Sites during the Time Period. Rather, Maxus was to perform or pay for remediation of the Sites on behalf of OCC in accordance with the indemnification provisions of the Stock Purchase Agreement.
17. Tierra could not pay the costs of remediating the Sites at any time during the Time Period.
18. During the Time Period, Maxus filed consolidated tax returns on behalf of itself and its subsidiaries, including Tierra. Tierra never filed a separate tax return during the Time Period.
19. Tierra never paid dividends to its shareholder(s) during the Time Period.
20. Attached as Exhibit A is a chart identifying the officers and directors of Tierra during the Time Period.
21. Each director of Tierra during the Time Period was appointed by Tierra's sole shareholder during the Time Period, Maxus Corporate Company. Tierra's directors appointed all the officers of Tierra during the Time Period. Each officer and director identified on Exhibit A also held positions with Maxus and/or Maxus Corporate Company during the Time Period.

By: 

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By: 

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Drinker Biddle & Reath LLP

Counsel for Defendant Maxus Energy Corporation

APPENDIX A

CLH DIRECTORS AND OFFICERS, 1986-1995:

Year	Directors	Officers
1986	<u>Elected 9/4/86:</u> R.M. Ahlstrom G.G. Carlton J.F. Kelley	<u>Elected 9/4/86:</u> W.H. Bricker (President) R.M. Ahlstrom (VP) G.G. Carlton (VP) M. Middlebrook (VP) P.A. Hesse (VP) J.F. Kelley (VP) T.J. Fretthold (Secretary) P.W. McCook (Controller) D.C. Mielke (Treasurer) W.E. Notestine (Asst. Secretary) N.R. Green (Asst. Secretary) R.C. Becker (Asst. Treasurer) M.A. Jackson (Asst. Treasurer) C.D. Beene (Asst. Controller)
1987	<u>As of 4/15/87:</u> G.G. Carlton J.F. Kelley <u>Elected 4/30/87:</u> D.C. Mielke G.G. Carlton J.F. Kelley <u>As of 10/21/87:</u> J.F. Kelley D.C. Mielke	<u>Elected 4/30/87:</u> C.L. Blackburn (President) D.C. Mielke (VP) G.G. Carlton (VP) J.F. Kelley (VP) N.R. Green (Secretary) G.R. Brown (Treasurer) D.H. Van Horn (Asst. Secretary) D.A. Wadsworth (Asst. Secretary) C.D. Beene (Asst. Treasurer) R.M. Owen (Asst. Treasurer)

<p>1988</p>	<p><u>Elected 6/9/88:</u></p> <p>D.C. Mielke S.G. Crowell W.E. Notestine</p> <p><u>Elected 12/1/88:</u></p> <p>D.L. Smith R.L. Wilson</p>	<p><u>Elected 6/9/88:</u></p> <p>C.L. Blackburn (President) D.C. Mielke (VP) S.G. Crowell (VP) W.E. Notestine (VP) N.R. Green (Secretary) P.W. McCook (Controller) G.R. Brown (Treasurer) J. Endicott (Asst. Secretary) R.M. Owen (Asst. Treasurer) C.D. Beene (Asst. Treasurer)</p> <p><u>Elected 12/1/88:</u></p> <p>D.L. Smith (President) R.L. Wilson (VP) N.R. Green (Secretary) G.R. Brown (Treasurer) C.D. Beene (Asst. Treasurer)</p>
<p>1989</p>	<p><u>Elected 6/12/89:</u></p> <p>D.L. Smith R.L. Wilson</p>	<p><u>Elected 2/14/89:</u></p> <p>Paul W. Herring (Asst. Secretary)</p> <p><u>Elected 6/12/89:</u></p> <p>D.L. Smith (President) R.L. Wilson (VP) D.A. Wadsworth (Secretary) G.R. Brown (Treasurer) J. Endicott (Asst. Secretary) P.W. Herring (Asst. Secretary) C.D. Beene (Asst. Treasurer)</p>

<p>1990</p>	<p><u>Elected 4/26/90:</u></p> <p>D.L. Smith R.L. Wilson</p>	<p><u>Elected 4/5/90:</u></p> <p>M.J. Barron (Asst. Treasurer)</p> <p><u>Elected 4/26/90:</u></p> <p>D.L. Smith (President) R.L. Wilson (VP) D.A. Wadsworth (Secretary) D.C. Mielke (Treasurer) J. Endicott (Asst. Secretary) P.W. Herring (Asst. Secretary) C.D. Beene (Asst. Treasurer) M.J. Barron (Asst. Treasurer; 8/31: Treasurer)</p> <p><u>Elected 8/31/90:</u></p> <p>M.J. Barron (replacing D.C. Mielke as Treasurer)</p>
<p>1991</p>	<p><u>Elected 7/1/91:</u></p> <p>D.L. Smith R.L. Wilson</p>	<p><u>Elected 7/1/91:</u></p> <p>D.L. Smith (President) R.L. Wilson (VP) M.S. Stutts (Secretary) M.J. Barron (Treasurer) J. Endicott (Asst. Secretary) P.W. Herring (Asst. Secretary) C.D. Beene (Asst. Treasurer) S.J. Flowers (Asst. Treasurer)</p> <p><u>Elected 12/31/91:</u></p> <p>D.A. Wadsworth (replacing M.S. Stutts as Secretary)</p>

1992	<u>Elected 7/1/92:</u> D.L. Smith R.L. Wilson	<u>Elected 7/1/92:</u> D.L. Smith (President) R.L. Wilson (VP) M.J. Barron (Treasurer) D.A. Wadsworth (Secretary) J. Endicott (Asst. Secretary) P.W. Herring (Asst. Secretary) C.D. Beene (Asst. Treasurer) S.J. Flowers (Asst. Treasurer)
1993	<u>Elected 4/22/93:</u> D.A. Wadsworth R.L. Wilson	<u>Elected 4/22/93:</u> R.L. Wilson (President) D.A. Wadsworth (VP and Secretary) M.J. Barron (Treasurer) P.W. Herring (Asst. Secretary) C.D. Beene (Asst. Treasurer) S.J. Flowers (Asst. Treasurer) S. Lampe (Asst. Treasurer) <u>Appointed 8/31/93:</u> H.R. Smith (replacing D.A. Wadsworth as Secretary) D.A. Wadsworth (Asst. Secretary)

<p>1994</p>	<p><u>Elected 6/1/94:</u></p> <p>D.A. Wadsworth M.M. Skaggs, Jr.</p>	<p><u>Elected 6/1/94:</u></p> <p>M.M. Skaggs, Jr. (President) D.A. Wadsworth (VP) H.R. Smith (Secretary) M.J. Baron (Treasurer) P.W. Herring (Asst. Secretary) C.D. Beene (Asst. Treasurer) S. Lampe (Asst. Treasurer)</p> <p><u>Appointed 1/15/94:</u></p> <p>C.A. Begun (Vice President)</p> <p><u>Appointed 9/30/94:</u></p> <p>D.O. Smith (Asst. Secretary)</p> <p><u>Resigned 9/30/94:</u></p> <p>C.D. Beene (Asst. Treasurer)</p>
<p>1995</p>	<p><u>Elected 8/3/95:</u></p> <p>W.M. Miller M.M. Skaggs, Jr.</p>	<p><u>Elected 8/3/95:</u></p> <p>M.M. Skaggs, Jr. (President) C. Begun (VP) W.M. Miller (VP & Treasurer) H.R. Smith (Secretary) D.O. Smith (Asst. Secretary) P.W. Herring (Asst. Secretary)</p>