

DIAMOND SHAMROCK CHEMICALS COMPANY
WRITTEN ACTION IN LIEU OF BOARD MEETING

August 5, 1986

Pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, United States of America, the undersigned, being all the Directors of DIAMOND SHAMROCK CHEMICALS COMPANY, a corporation organized and existing under the laws of the State of Delaware, United States of America (the "Corporation"), hereby adopt, by this written action in lieu of a meeting, the following resolutions with the same force and effect as if they had been adopted at a duly convened meeting of the Directors:

RESOLVED, that M. J. Dumeny, Vice President, Secretary and General Counsel, or any elected officer of the Corporation be, and hereby each of them is, authorized to execute and deliver any and all agreements, instruments, documents, certificates, consents and papers for and in the name of the Corporation necessary or convenient in connection with the purchase by the Corporation of 319,999 shares of Diamond Shamrock Process Chemicals Limited, for the amount of 319,999 pounds sterling, from Diamond Shamrock Europe Limited.

FURTHER RESOLVED, that upon completion of the purchase of shares referred to above L. R. Domenici, Controller, or his designee, or any elected officer of the Corporation, be, and hereby each of them is, authorized to cause to be made on behalf of the Corporation a cash contribution to the capital of Diamond Shamrock Process Chemicals Limited in the amount of 500,000 pounds sterling for its use as working capital and the payment of certain debts.

FURTHER RESOLVED, that upon completion of the purchase of shares referred to above that L. R. Domenici, Controller, or his designee, or any elected officer of the Corporation, be, and hereby each of them is, authorized to execute and deliver a Loan Agreement in substantially the form attached hereto pursuant to

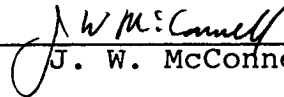
which the Corporation loans to Diamond Shamrock Process Chemicals Limited the amount of 900,000 pounds sterling for its use as working capital and the payment of certain debts.

FURTHER RESOLVED, that M. J. Dumeny, Vice President, Secretary and General Counsel, or any elected officer of the Corporation be, and hereby each of them is, authorized to execute and deliver any and all agreements, instruments documents, certificates, consents and papers for and in the name of the Corporation necessary or convenient in connection with the sale by the Corporation of 1,280,000 shares of Diamond Shamrock Europe Limited to Diamond Shamrock Corporate Company for 1 pound sterling.

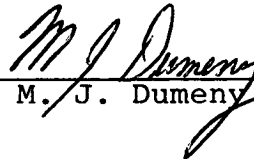
IN WITNESS WHEREOF, the undersigned have signed this Written Action In Lieu of Board Meeting on this 5th day of August, 1986.



C. E. Stewart



J. W. McConnell



M. J. Dumeny