

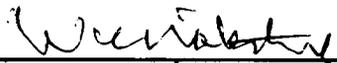
EXHIBIT 94

DIAMOND SHAMROCK CHEMICALS COMPANY

Officer's Certificate

The undersigned, Assistant Secretary of Diamond Shamrock Chemicals Company, a Delaware corporation ("DSCC"), does hereby certify that attached hereto is a true and correct copy of the resolutions duly approved and adopted by the Board of Directors of DSCC at a meeting of such Board of Directors duly called and held, at which a quorum was present and acting throughout, and that such resolutions have not been amended, modified, or rescinded and remain in full force and effect.

IN WITNESS WHEREOF, I have hereunto signed my name this 4th day of September, 1986.



W.E. Notestine, Assistant Secretary

DIAMOND SHAMROCK CHEMICALS COMPANY

September 4, 1986

RESOLVED that any officer and any duly authorized agent or attorney-in-fact be, and each of them hereby is, authorized for and on behalf of Diamond Shamrock Chemicals Company ("DSCC") (i) to convey, assign, lease or otherwise transfer and deliver to Occidental Petroleum Corporation or one or more of its subsidiaries, affiliates or designees ("OPC"), any or all properties, rights and other assets owned or leased by DSCC or any of its subsidiaries (the "DSCC Companies") and used in connection with or related to DSCC's industrial and process chemicals business and certain corporate and other assets to be transferred to OPC, both real and personal, tangible and intangible, wherever situated (such properties, rights and other assets related to and used in the industrial and process chemicals business being referred to as the "Chemicals Business"), and (ii) to assign and transfer to OPC any or all rights, obligations and liabilities of DSCC or any of its subsidiaries of any nature whatsoever constituting a part of, secured by or related to the property, rights and other assets the conveyance, assignment, transfer or lease of which is authorized pursuant to this resolution (such property, rights and other assets being referred to as the "DSCC Property", and (iii) to execute and deliver such agreements, consents, certificates and other documents as may, in their or his judgment be necessary, appropriate or advisable in connection with any such conveyance, assignment, lease or other transfer, and any such agreement, consent, certificate or other document so executed and delivered by them or any of them shall be conclusive evidence of their or his authority to execute and deliver same.

FURTHER RESOLVED that the conveyance, assignment, lease or other transfer and delivery by one or more of the DSCC Companies to DSC or one or more of its other subsidiaries, including Diamond Shamrock Corporate Company ("DS Corporate Company"), Diamond Shamrock Chemical Land Holdings Inc. ("DS Land Holdings"), Diamond Shamrock Exploration Company ("DS Exploration"), and Diamond Shamrock Corporation Acquisitions, Inc. ("DS Corporation Acquisitions"), of all properties, rights and assets owned or leased by any of the DSCC Companies which are not principally related to or principally used in the

Chemicals Business, are hereby approved, and the officers of DSCC, and each of them, hereby are authorized, for and on behalf of DSCC, to execute and deliver such agreements, consents, certificates and other documents as may, in their or his judgment be necessary, appropriate or advisable in connection with any such conveyance, assignment, lease or other transfer, and any such agreement, consent, certificate or other document so executed and delivered by them or any of them shall be conclusive evidence of their or his authority to execute and deliver same.

FURTHER RESOLVED that the persons specified above, and each of them, are authorized to make any and all decisions and to take any and all actions which such person may deem necessary, appropriate or advisable regarding the selection for conveyance, assignment, lease or other transfer of properties, rights or other assets in accordance with the foregoing resolutions (including in instances where the question is not free from doubt, the designation of any such property, right or other asset as related to or used in the Chemicals Business) and any conveyance, assignment, lease or other transfer made in accordance with this and the foregoing resolutions being conclusively evidenced by their or his execution of any such conveyance, assignment, lease or other transfer.

FURTHER RESOLVED that, in furtherance of the transfer of the Chemicals Business to OPC, DSCC sell, transfer and deliver to Oxy-Alkali Cogeneration Corporation ("Oxy-Cogen") any or all of DSCC's right, title and interest in and to the properties, rights and other assets owned or leased by DSCC or any of its subsidiaries and used in DSCC's cogeneration business (the "Cogeneration Business Assets") and all rights, obligations and liabilities of DSCC or any of its subsidiaries of any nature whatsoever constituting a part of, secured by or related to the properties, rights or other assets of the Cogeneration Business Assets for the approximate amount of \$450,000,000 (the "Cogen Sale Price") on the terms and subject to the conditions of the Asset Purchase Agreement (the "Cogen Purchase Agreement") between Oxy-Alkali and DSCC in substantially the form attached hereto as Exhibit A, and dividend to DSC the Cogen Sale Price, and the President, any Vice President or the Secretary of DSCC, and each of them, hereby are authorized, for and on behalf of DSCC, to execute and deliver the Cogen Purchase Agreement and such other agreements, assignments, certificates or other documents as may, in their or his judgment (after consultation with counsel for DSCC) be necessary, appropriate or advisable in connection with the sale, transfer and delivery of the Cogeneration Business Assets and the dividend or other distribution to DSC of the Cogen Sale Price and the transactions contemplated by the Cogen Purchase Agreement, and

any such agreement, assignment, certificate or other document so executed and delivered by them or any of them shall be conclusive evidence of their or his authority to execute and deliver same.

FURTHER RESOLVED that the assumption of the obligations relating to the Chemicals Business including, without limitation, the debentures, notes, bonds and other evidences of indebtedness issued and outstanding pursuant to the indentures, mortgages, deeds of trust and other agreements or instruments described in Exhibit B is hereby approved, and the President, any Vice President or Secretary of DSCC, and each of them, hereby are authorized, for and on behalf of DSCC, to execute and deliver such instruments of assumption, agreements, certificates or other documents as may, in their or his judgment be necessary, appropriate or advisable in connection with the transfer to OPC of the Chemicals Business and the assumption of such obligations, and any such instrument of assumption, agreement, certificate or other document so executed and delivered by them or any of them shall be conclusive evidence of their or his authority to execute and deliver same.

Metal Coatings

FURTHER RESOLVED that the transfer (the "MCII Transfer") of 5,000 shares of Class A Common Stock of Metal Coatings International Inc. ("MCII") by DSCC to DS Corporate Company is hereby authorized and approved.

FURTHER RESOLVED that in order to effect the transactions contemplated by the terms of the MCII Transfer, the terms and provisions of the Assignment and Assumption Agreement, dated as of September 1, 1986, by and between DSCC and DS Corporate Company are hereby approved, ratified and confirmed.

FURTHER RESOLVED that all actions taken by the officers of DSCC in connection with the MCII Transfer and all transactions contemplated thereby are hereby approved, ratified and confirmed.

UK Companies

FURTHER RESOLVED that the terms and provisions of the transfer (the "DS Europe Transfer") of all of the outstanding shares of Common Stock of Diamond Shamrock Europe Ltd. ("DS Europe") by various DSCC Companies to DS Corporate Company and DSC Acquisition, Inc. is hereby approved, ratified and confirmed.

FURTHER RESOLVED that in order to effect the transactions contemplated by the terms of the DS Europe Transfer, the terms and provisions of (i) the Agreement, dated August 30, 1986, by and among DSCC, Diamond Shamrock International Holdings Limited, Diamond Alkali Inter-American Corporation, Diamond Shamrock Pacific Ltd. (certain of the DSCC Companies) and DS Corporate Company and (ii) the Agreement, dated August 30, 1986, by and between Diamond Shamrock Atlantic Corporation (one of the DSCC Companies) and DS Acquisition, Inc., are hereby approved, ratified and confirmed.

FURTHER RESOLVED that the terms and provisions of the acquisition (the "DS Process Chemicals Acquisition") of all of the outstanding shares of Common Stock of Diamond Shamrock Process Chemicals Ltd. by DSCC and Diamond Shamrock International Holdings Ltd. from DS Europe and Diamond Shamrock Exports Ltd., respectively, are hereby authorized and approved.

FURTHER RESOLVED that the loan in the amount of 900,000 pounds sterling made to Diamond Shamrock Process Chemicals Ltd. by DSCC and the terms and provisions of the Loan Agreement, dated August 7, 1986, by and between DSCC, as lender, and Diamond Shamrock Process Chemicals Ltd., as borrower, are hereby approved, ratified and confirmed.

FURTHER RESOLVED that all actions taken by the officers of DSCC in connection with the DS Europe Transfer, the DS Process Chemicals Acquisition and all transactions contemplated thereby are hereby approved, ratified and confirmed.

DS France Notes

FURTHER RESOLVED that the purchase of two promissory notes made by Diamond Shamrock France, S.A. in the principal amounts of FF 4,000,000 and FF 5,000,000 from Diamond Shamrock Investments S.A. by DSCC is hereby authorized and approved.

FURTHER RESOLVED that in order to effect the purchases of the promissory notes, the terms and provisions of the Assignment, made as of August 27, 1986, by Diamond Shamrock Investments S.A. with respect to the FF 5,000,000 note and the Assignment, made as of August 27, 1986, by Diamond Shamrock Investments S.A. with respect to the FF 4,000,000 note are hereby approved, ratified and confirmed.

Conradty Note

FURTHER RESOLVED that the terms and provisions of the Assignment and Assumption Agreement, dated September 1, 1986, by and between DSCC and DS Corporate Company are hereby approved, ratified and confirmed.

FURTHER RESOLVED that all actions taken by the officers of DSCC in connection with such Assignment and Assumption Agreement and all transactions contemplated thereby are hereby approved, ratified and confirmed.

Concord Lease

FURTHER RESOLVED that the terms and provisions of the Sublease, dated as of September 1, 1986, by and between DSC, as lessor, and DSCC, as sublessee, with respect to the Technical Center Building are hereby approved, ratified and confirmed in all respects.

FURTHER RESOLVED that all actions taken by the officers of DSCC in connection with such Sublease and all transactions contemplated thereby are hereby approved, ratified and confirmed.

Princeton Land

FURTHER RESOLVED that the terms and provisions of the transfer of the interests in real property located in Mercer County, New Jersey by DSCC to DS Corporate Company are hereby approved, ratified and confirmed.

FURTHER RESOLVED that all actions taken by the officers of DSCC in connection with the transfer of such interests in real property, including the execution and filing of a deed in Mercer County, New Jersey and all related filings thereto, and all transactions contemplated thereby are hereby approved, ratified and confirmed.

Kearny Property

FURTHER RESOLVED that the terms and provisions of the transfer of real property located in Hudson County, New Jersey by DSCC to DS Land Holdings are hereby approved, ratified and confirmed.

FURTHER RESOLVED that all actions taken by the officers of DSCC in connection with the transfer of such real property, including the execution and filing of a deed in Hudson County,

New Jersey and all related filings thereto, and all transactions contemplated thereby are hereby approved, ratified and confirmed.

Chambers County Transfer

FURTHER RESOLVED that the terms and provisions of the transfers of certain real property located in Chambers County, Texas by DSCC to Diamond Shamrock Refining and Marketing Company are hereby approved, ratified and confirmed.

FURTHER RESOLVED that all actions taken by the officers and directors pursuant to the transfer of such real property including the execution, delivery and filing (if required) of (i) Agreement, dated August 25, 1986, by DSCC and Diamond Shamrock Refining and Marketing Company; (ii) the Water Deed, dated August 25, 1986, by DSCC to Diamond Shamrock Refining and Marketing Company; (iii) the Warranty Deed, dated August 25, 1986, by DSCC to Diamond Shamrock Refining and Marketing Company; (iv) the Bill of Sale, dated August 25, 1986, by DSCC; (v) the Assignment of Easements, Rights-of-Way, Licenses and Permits, dated August 25, 1986, by and between DSCC and Diamond Shamrock Refining and Marketing Company; (vi) those three Assignments of Agreement dated August 25, 1986, by and between DSCC and Diamond Shamrock Refining and Marketing Company; (vii) the Assignments of Agreement, each dated August 25, 1986, by and between DSCC and Diamond Shamrock Refining and Marketing Company; (viii) the Brine Operating Agreement, by and between DSCC and Diamond Shamrock Refining and Marketing Company, and (viii) all actions contemplated thereunder, are hereby ratified, adopted and confirmed.

Ocean Systems

FURTHER RESOLVED that in connection with the contracts associated with Ocean Systems, the terms and provisions of (i) the Time Charter Assignment and Assumption Agreement in respect of Tanker Time Charter Party dated September 21, 1973, as amended, of Seabulk Magnachem and S.C.C. 3902, dated August 31, 1986, by and between DSCC and DS Corporate Company; (ii) the Amendment of Time Charter Assignment and Consent and Agreement of Time Charter in respect of Tanker Time Charter Party dated September 21, 1973, as amended, of Seabulk Magnachem and S.C.C. 3902, dated August 31, 1986, by and between DSCC and DS Corporate Company; (iii) the Guaranty Assumption Agreement in respect of Diamond Shamrock Guaranty dated February 24, 1977, dated August 31, 1986, by and between DS Corporate Company and DSCC; (iv) the Agreement of Amendment, dated August 31, 1986,

by and between DSCC and DS Corporate Company and DST Corporation; (v) and Time Charter Assignment and Assumption Agreement in respect of Restated Time Charter Party dated August 1, 1978, as amended, of Ogden Dynachem (Shipbuilders No. 2318), dated August 31, 1986, by and between DSCC and DS Corporate Company are hereby authorized and approved.

FURTHER RESOLVED all actions taken by the officers of DSCC in connection with the execution of such agreements and all transactions contemplated thereby are hereby approved, ratified and confirmed.

Diamond Shamrock (Africa) (Proprietary) Limited

FURTHER RESOLVED that the transfer (the "DS Africa Transfer") of 7,500 shares of one Rand each of the authorized share capital of Diamond Shamrock (Africa) (Proprietary) Limited, a South African company ("DS Africa"), by DSCC to DS Corporate Company is hereby authorized and approved.

FURTHER RESOLVED that in order to effect the transactions contemplated by the terms of the DS Africa Transfer, the terms and provisions of the Assignment and Assumption Agreement, dated as of September 1, 1986, between DSCC and DS Corporate Company are hereby approved, ratified and confirmed.

FURTHER RESOLVED that the appointment of James F. Kelley as attorney-in-fact in connection with the DS Africa Transfer is hereby approved, ratified and confirmed.

FURTHER RESOLVED that all actions taken by the officers of DSCC and Mr. Kelley as attorney-in-fact in connection with the DS Africa Transfer and all transactions contemplated thereby are hereby approved, ratified and confirmed.

Hamada Agricultural Company Limited

FURTHER RESOLVED that the transfer (the "Hamada Transfer") of 525,000 ordinary shares of one Naira each of the share capital of Hamada Agricultural Company Limited, a Nigerian company ("Hamada"), by DSCC to DS Corporate Company is hereby authorized and approved.

FURTHER RESOLVED that in order to effect the transactions contemplated by the terms of the Hamada Transfer, the terms and provisions of the Assignment and Assumption Agreement, dated as of September 1, 1986, between DSCC and DS Corporate Company are hereby approved, ratified and confirmed.

FURTHER RESOLVED that all actions taken by the officers of DSCC in connection with the Hamada Transfer and all transactions contemplated thereby are hereby approved, ratified and confirmed.

Agricultural and Industrial Chemicals (Nigeria) Limited

FURTHER RESOLVED that the transfer (the "AGRIC Transfer") of 80,000 "B" ordinary shares of one Naira each of the share capital of Agricultural and Industrial Chemicals (Nigeria) Limited, a Nigerian company ("AGRIC"), by DSCC to DS Corporate Company is hereby authorized and approved.

FURTHER RESOLVED that in order to effect the transactions contemplated by the terms of the AGRIC Transfer, the terms and provisions of the Assignment and Assumption Agreement, dated as of September 1, 1986, between DSCC and DS Corporate Company are hereby approved, ratified and confirmed.

FURTHER RESOLVED that all actions taken by the officers and directors of DSCC in connection with the AGRIC Transfer and all transactions contemplated thereby are hereby approved, ratified and confirmed.

DiChem Limited

FURTHER RESOLVED that the transfer (the "DiChem Transfer") of 6,000 "A" ordinary shares of U.S. \$1.00 each of the share capital of DiChem Limited, a British Virgin Islands company ("DiChem"), by DSCC to DS Corporate Company is hereby authorized and approved.

FURTHER RESOLVED that in order to effect the transactions contemplated by the terms of the DiChem Transfer, the terms and provisions of the Assignment and Assumption Agreement, dated as of September 1, 1986, between DSCC and DS Corporate Company are hereby approved, ratified and confirmed.

FURTHER RESOLVED that all actions taken by the officers of DSCC in connection with the DiChem Transfer and all transactions contemplated thereby are hereby approved, ratified and confirmed.

Muenzing Chemie GmbH

FURTHER RESOLVED that the transfer (the "Muenzing Transfer") of entire share owned by DSCC in Muenzing Chemie GmbH, a West German company ("Muenzing"), by DSCC to DSC is hereby authorized and approved.

FURTHER RESOLVED that in order to effect the transactions contemplated by the terms of the Muenzing Transfer, the terms and provisions of the Letter Agreement, dated as of September 1, 1986, between DSCC and DSC are hereby approved, ratified and confirmed.

FURTHER RESOLVED that all actions taken by the officers of DSCC in connection with the Muenzing Transfer and all transactions contemplated thereby are hereby approved, ratified and confirmed.

Sirotherm Inc.

FURTHER RESOLVED that the transfer (the "Sirotherm Transfer") of 50 Class B shares of Common Stock, without par value, of Sirotherm Inc., a Delaware corporation ("Sirotherm"), by DSCC to DS Corporate Company is hereby authorized and approved.

FURTHER RESOLVED that in order to effect the transactions contemplated by the terms of the Sirotherm Transfer, the terms and provisions of the Assignment, Assumption and Consent Agreement, dated as of September 2, 1986, between DSCC and DS Corporate Company are hereby approved, ratified and confirmed.

FURTHER RESOLVED that all actions taken by the officers of DSCC in connection with the Sirotherm Transfer and all transactions contemplated thereby are hereby approved, ratified and confirmed.

Agro Allied Note

FURTHER RESOLVED that the assignment of all right, title and interest of DSCC in and to that certain Promissory Note, dated as of April 8, 1985, of Agro Allied Development Limited, in the principal amount of U.S. \$150,000 (the "Agro Allied Note"), by DSCC to DS Corporate Company is hereby authorized and approved.

FURTHER RESOLVED that in order to effect the assignment of the Agro Allied Note, the terms of the Assignment, dated September 1, 1986, from DSCC to DS Corporate Company are hereby approved, ratified and confirmed.

FURTHER RESOLVED that all actions taken by the officers of DSCC in connection with the assignment of the Agro Allied Note and all transactions contemplated thereby are hereby approved, ratified and confirmed.

Dacamox Agreements

FURTHER RESOLVED that the assignment by DSCC to DS Corporate Company of all right, title and interest of DSCC in and to certain agreements relating to the Dacamox technology, between DSCC and Rhone-Poulenc Agrochemie (the "Dacamox Agreements") by DSCC to DS Corporate Company is hereby authorized and approved.

FURTHER RESOLVED that in order to assign the Dacamox Agreements, the terms and provisions of the Assignment and Assumption Agreement, dated as of September 1, 1986, between DSCC and DS Corporate Company is hereby approved, ratified and confirmed.

FURTHER RESOLVED that all actions taken by the officers of DSCC in connection with the assignment of the Dacamox Agreements and all transactions contemplated thereby are hereby approved, ratified and confirmed.

Diatecnica Comercio e Participacoes Ltda.

FURTHER RESOLVED that the transfer (the "Diatecnica Transfer") of 32,676,336 quotas of the capital stock of Diatecnica Comercio e Participacoes Ltda., a Brazilian corporation ("Diatecnica"), by DSCC to DS Corporate Company is hereby authorized and approved.

FURTHER RESOLVED that in order to effect the transactions contemplated by the terms of the Diatecnica Transfer, the terms and provisions of the Assignment, Declaration and Power of Attorney, all dated as of August 26, 1986, between DSCC and DS Corporate Company, and a Declaration and Power of Attorney given by DSCC, dated August 26, 1986, are hereby approved, ratified and confirmed.

FURTHER RESOLVED that all actions taken by the officers of DSCC in connection with the Diatecnica Transfer and all transactions contemplated thereby are hereby approved, ratified and confirmed.

COHESS Agreements

FURTHER RESOLVED that the assumption of all of DSC's liabilities and obligations under certain agreements (the "COHESS Agreements") relating to the Computerized Occupational Health Environmental Surveillance System ("COHESS") by DSCC is hereby authorized and approved.

FURTHER RESOLVED that in order to effect the transactions contemplated by the assumption of the liabilities and obligations under the COHESS Agreements, the terms and provisions of the Assignment and Assumption Agreement, dated as of September 2, 1986, between DSC and DSCC are hereby approved, ratified and confirmed.dnd

FURTHER RESOLVED that the execution and delivery of the COHESS Service and Maintenance Agreement, dated as of September 2, 1986, between DSC and DSCC (the "COHESS Service Agreement"), and the COHESS License Agreement, dated September 2, 1986, between DS Corporate Company and DSCC (the "License Agreement") are hereby approved, ratified and confirmed.

FURTHER RESOLVED that all actions taken by the officers of DSCC in connection with the assumption of the liabilities and obligations under the COHESS Agreements and the License Agreement and the execution of the COHESS Services Agreement and the License Agreement and all transactions contemplated thereby are hereby approved, ratified and confirmed.

Sale of Miscellaneous Ohio Real Properties and Interests

FURTHER RESOLVED that the terms and provisions of the transfers (the "Ohio Real Property Transfers") of certain interests in real property located in Lake and Geauga Counties, Ohio and the mortgage with Lake Underground Storage by DSCC to DS Corporate Company or DS Land Holdings are hereby authorized and approved.

FURTHER RESOLVED that the terms and provisions of the transfers of all gas wells and gas gathering systems in Ohio to Diamond Shamrock Exploration Company, together with associated oil and gas leases and mineral estates, except for the gas well as the Ashtabula plant (the "Ohio Oil and Gas Transfer")

FURTHER RESOLVED that all actions taken by the officers and directors of DSCC in connection with the transfer of the Miscellaneous Ohio Real Properties and the Ohio Oil and Gas Transfer, including the execution and filing of deeds in Lake and Geauga Counties, Ohio and all related filings thereto, and all transactions contemplated thereby are hereby approved, ratified and confirmed.

Lister Avenue Properties

FURTHER RESOLVED that the terms and provisions of the transfers of certain interests in real property located at 80

and 120 Lister Avenue, Newark, New Jersey (the "Lister Avenue Properties"), by DSCC to DS Land Holdings is hereby authorized and approved.

FURTHER RESOLVED that all actions taken by the officers of DSCC in connection with the transfer of the Lister Avenue Properties, including the execution and filing of deeds in Essex County, New Jersey and all related filings thereto, and all transactions contemplated thereby are hereby approved, ratified and confirmed.

DS Corporate Company Services Agreement

FURTHER RESOLVED that the execution and delivery of the Services Agreement, dated as of September 2, 1986, between DS Corporate Company and DSCC (the "DS Corporate Company Services Agreement"), is hereby approved, ratified and confirmed.

FURTHER RESOLVED that all actions taken by the officers of DSCC in connection with the execution and delivery of the DS Corporate Company Services Agreement are hereby approved, ratified and confirmed.

Miscellaneous Transfers

FURTHER RESOLVED that the transfers (the "Miscellaneous Transfers") of the following interests from DSCC to DS Corporate Company are hereby authorized and approved:

- (i) 262 shares of Common Stock, without par value, of Diamond Shamrock International Corporation, a Delaware corporation;
- (ii) 420 shares of the share capital of Diamond Shamrock Venezolana, S.A., a Venezuelan company;
- (iii) 100 shares of Common Stock, of Duolite International, Inc., a Delaware corporation;
- (iv) 2,750 shares of the capital stock, of Insulating Aggregates, Incorporated, a Louisiana corporation;
- (v) 10 shares of Common Stock of Diamond Shamrock Chemical Land Holdings Inc.;
- (vi) 1,000 shares of Common Stock of BioSpecific Technologies Inc., a Delaware corporation;

(vii) Any interest in Sanyo Chemical Industries Co., Ltd.; and

(viii) Any interest in Diamond Shamrock Energy Reserves.
FURTHER RESOLVED that all actions taken by the officers of DSCC in connection with the Miscellaneous Transfers and all transactions contemplated thereby are hereby approved, ratified and confirmed.

Chemnor Note

FURTHER RESOLVED that DSCC accept that assignment to it of the Chemnor Note from FINT Corporation.

FURTHER RESOLVED that all actions taken by the officers of DSCC in connection with the Chemnor Note, and all transactions contemplated thereby are hereby approved, ratified and confirmed.

BioSpecific Technologies, Inc.

FURTHER RESOLVED that the transfer to BioSpecific Technologies, Inc. (the "BioSpecific Transfer") of all the assets of whatsoever kind of DSCC relating to the medical technology business is hereby authorized and approved.

FURTHER RESOLVED that all actions taken by the officers of DSCC in connection with the BioSpecific Transfer, including the execution and recording of transfers, and all transactions contemplated thereby are hereby approved, ratified and confirmed.

Falcon 20

FURTHER RESOLVED that the rescission (the "Falcon Lease Rescission") of the transfer of the Falcon 20 lease from Diamond Shamrock Aviation Company to Diamond Shamrock Chemicals Company pursuant to a First Amendment to Assignment and Assumption Agreement between DSCC and Diamond Shamrock Aviation Company is hereby authorized and approved.

FURTHER RESOLVED that all actions taken by the officers of DSCC in connection with the Falcon 20 Rescission and all transactions contemplated thereby are hereby approved, ratified and confirmed.

Hamilton, Texas

FURTHER RESOLVED that the terms and provisions of the transfer of the interests in real property in Hamilton, Texas is hereby authorized and approved.

FURTHER RESOLVED that all actions taken by the officers of DSCC in connection with the transfer of the property in Hamilton, Texas, including the execution and filing of deeds and all transactions contemplated thereby are hereby approved, ratified and confirmed.

General

FURTHER RESOLVED that all actions, including those described in the foregoing, and all other actions taken with respect to the transfer of the Chemicals Business to OPC and the transfer of all the other assets of the DSCC Companies to DSC or one or more of its subsidiaries and all transactions contemplated thereby which have heretofore been taken, including, without limitation, each of the actions and transactions described on Exhibit C hereto are hereby ratified approved and confirmed.

FURTHER RESOLVED that the officers of DSCC, and each of them, hereby are authorized, for and on behalf of DSCC, to execute and deliver such other documents or instruments, to make filings with any federal, state, local or foreign governmental agency, court or other body and to do all acts as may, in their or his judgment, be necessary, appropriate or advisable in connection with the transfer to OPC of the Chemicals Business, the dividend to DSC of the proceeds of the Cogen Sales Price, the transfers to DSC or one or more of its other subsidiaries of all other DSCC Property, including without limitation, the DSCC Property described in the foregoing, the transactions contemplated in the Cogen Purchase Agreement or the transactions contemplated, necessary, appropriate or advisable in connection with any of the foregoing, and any such documents or instruments so executed and delivered, filings so made or actions so taken by them or any of them shall be conclusive evidence of their or his authority in so doing.

FURTHER RESOLVED that any specific resolution of the Board required for the purpose of carrying out the purpose and intent of the foregoing resolutions is hereby deemed adopted and may be certified by the Secretary as having been adopted by the Board this date provided that a copy thereof is inserted in the minute book following these resolutions.