

EXHIBIT 10

GOOD AFTERNOON, THIS IS TAUBER OIL COMPANY -- HOUSTON, TEXAS U.S.A.

OCTOBER 22, 1997

ATTN: KYM GRIFFITH
COMPANY: PHILLIPS CHEMICAL COMPANY
ADDRESS: 856 ADAMS BUILDING
BARTLESVILLE, OK. 74004

918.662.1057

INVOICE: SAME

ATTN: MARILYN DUGAN

#12567

ADDRESS: SAME

RE: TAUBER OIL COMPANY SALES ACKNOWLEDGEMENT NO. S-47196

THIS TELEXED SALES CONTRACT, ALONG WITH TAUBER OIL COMPANY'S GENERAL TERMS AND CONDITIONS DATED JANUARY 1, 1997, CONSTITUTES THE ENTIRE AGREEMENT BETWEEN KYM GRIFFITH AND SCOTT PODSEDNIK ON THIS DATE, WHEREIN TAUBER OIL COMPANY HAS AGREED TO SELL PHILLIPS CHEMICAL COMPANY THE FOLLOWING:

QUANTITY: 30,000-40,000 BARRELS +/- 5 PCT
(VOLUME TO BE NARROWED BY NOVEMBER 1, 1997)

PRODUCT: MTBE-MEETING 95 WT. PCT. MIN. PURITY
.5 WT. PCT. MAX. MEOH
1500 PPM H2O MAX.

PRICE: PLATT'S U.S. GULF COAST WATERBORNE MEAN
AVERAGE OF NOVEMBER 1-15, 1997

F.O.B.: CORPUS CHRISTI, TEXAS

SHIPPING PERIOD: NOVEMBER 5-15, 1997

PAYMENT TERMS: WIRE TRANSFER 10 DAYS AFTER BILL OF LADING DATE
AND RECEIPT OF SUPPORTING DOCUMENTS.
B/L DATE WILL COUNT AS DAY ZERO (0).

SHIP VIA: BUYER'S TANKER/BARGE

SCHEDULING: PLEASE HANDLE ALL SCHEDULING THROUGH KEVIN WILSON
OR JANET MILLER AT 713/869-8700.

INSPECTIONS: INSPECTION FOR QUALITY AND QUANTITY IS TO BE
PERFORMED BY A LICENSED PETROLEUM INSPECTOR AT
POINT OF LOADING. QUANTITY IS TO BE BASED ON
STATIC SHORE TANK DOWN GAUGES AND QUALITY IS TO
BE BASED ON SHORE TANK COMPOSITE SAMPLES.
COST OF SUCH INSPECTION TO BE BORNE
EQUALLY BETWEEN BUYER AND SELLER.

TAUBER001476

TITLE TO:

TITLE TO AND RISK OF LOSS OF PRODUCT SHALL PASS FROM SELLER TO BUYER AT THE FLANGE CONNECTION BETWEEN THE TERMINAL DISCHARGE LINE AND THE TANKER RECEIVING LINE.

TAUBER OIL COMPANY SHALL BE DISCHARGED AND RELEASED FROM ALL LIABILITY OF DEMURRAGE UNDER THIS AGREEMENT, UNLESS THE CLAIM HAS BEEN PRESENTED IN WRITING WITH SUPPORTING DOCUMENTS WITHIN NINETY (90) DAYS UPON COMPLETION OF MOVEMENT.

IF MATERIAL IS LOADED AT A PUBLIC TERMINAL VESSEL'S ARE LOADED ON A FIRST COME FIRST SERVE BASIS ONLY, THEREFORE, LAYTIME SHALL NOT COMMENCE UNTIL VESSEL ACTUALLY OBTAINS A DOCK.

M.S.D.S.

SELLER REPRESENTS THAT IT HAS PROVIDED OR WILL PROVIDE BUYER UPON REQUEST WITH AN APPROPRIATE MATERIAL SAFETY DATA SHEET, LABELS, AND ANY UPDATED INFORMATION FOR THE PRODUCTS IN ACCORDANCE WITH THE APPLICABLE REQUIREMENTS OF THE OCCUPATIONAL SAFETY AND HEALTH ADMINISTRATION. REFER TO TAUBER OIL COMPANY'S GENERAL TERMS AND CONDITIONS DATED JANUARY 1, 1997, CLAUSE 17 TITLED 'DUTY TO WARN OF PRODUCT HAZARDS AND INDEMNIFICATION'.

1990 INCOTERMS TO GOVERN UNLESS OTHERWISE STIPULATED IN THIS AGREEMENT.

PLEASE ADVISE YOUR AGREEMENT TO THE FOREGOING BY RETURN TELEX WITHIN 24 HOURS. IN THE EVENT WE DO NOT RECEIVE YOUR REPLY AS REQUESTED, THEN THIS CONTRACT SHALL BE THE GOVERNING INSTRUMENT.

REGARDS,

J. SCOTT PODSEDNIK

MCI TELEX NUMBER: 6868905 TAUBER (PRIMARY NUMBER)
TELEX NUMBER: 76-2757 TAUBER HOU
TWX NUMBER: 910-881-1645 TAUBOIL HOU
FAX NUMBER: 713-869-8069
TRT NUMBER: 1561535 TAUBER HOU

TAUBER001477

FROM: MARILYN DUGAN

TO: TAUBER - HOUSTON
ATTN: KEVIN WILSON
FAX: 713-869-8069

TO: SGS - CORPUS CHRISTI
ATTN: MARK PITTMAN
FAX: 512-289-1660

RE: MTBE PURCHASE P-97105-P

*Phillips
5-47196
R*

PER OUR PHONE CONVERSATIONS, PHILLIPS CONFIRMS THE FOLLOWING
NOMINATION:

VESSEL: HMI ASTRACHEM
LOAD PORT: CORPUS CHRISTI - VALERO
LAYDAYS: NOV 5-15
ETA: NOV 14-15
PRODUCT: MTBE
VOLUME: 30,000 BBLs MIN/MAX
DEMURRAGE: \$21,000 PER DAY
LAYTIME: 3,000 BPH + 3
QUANTITY: STATIC SHORE TANK DOWNGAUGE
QUALITY: STATIC SHORE TANK COMPOSITE SAMPLE
PURITY, MEOH AND WATER

AGENT: RICE UNRUH REYNOLDS - CORPUS
CONTACT: GENE ARTHUR
512-883-7254

INSPECTION COST TO BE SHARED EQUALLY BY ALL PARTIES

PLEASE SEND SUMMARY OF INSPECTION BY FAX, AND HARD COPY AND INVOICE
TO MY ATTENTION AT ADDRESS BELOW.

PLEASE ADVISE IF YOUR UNDERSTANDING OF OUR AGREEMENT IS DIFFERENT
FROM ABOVE.

BEST REGARDS,

MARILYN DUGAN
PHILLIPS CHEMICAL COMPANY
A DIVISION OF PHILLIPS PETROLEUM COMPANY
8 B10 ADAMS BUILDING
BARTLESVILLE, OK 74004
PHONE 918-661-8682
FAX 918-662-1057
HOME PHONE 918-336-7446
PAGER 1-800-443-7243 ID#068411
NOVEMBER 3, 1997