

# EXHIBIT 5

MESSAGE RCVD 3/22/1995 15:46:51 3631 INBOUND PORT 1  
MCII 03/22/95 16:46

TS  
PP  
3/23

7513  
1646 03/22 25556463 UREB6752  
FAX VERIFICATION 6752 001.2 MINS  
ON 03/22/95 16:16 TO- 9186621057 9186621057  
CMID-003624 DEPT-PC  
003624 :PC AT18:15 03-21  
9186621057  
BT

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

MARCH 22, 1995

ATTN: MR. FRED SISSON  
COMPANY: PHILLIPS CHEMICAL COMPANY  
DIVISION OF PHILLIPS PETROLEUM COMPANY  
ADDRESS: ADAMS BUILDING  
ROOM 8B10  
BARTLESVILLE, OK. 74004

INVOICE: SAME

ATTN: MARILYN DUGAN

ADDRESS: SAME

RE: TAUBER OIL COMPANY SALES ACKNOWLEDGEMENT NO. S-39688

THIS TELEXED SALES CONTRACT, ALONG WITH TAUBER OIL COMPANY'S  
GENERAL TERMS AND CONDITIONS DATED MAY 20, 1988 AS AMENDED JULY 10,  
1989, CONSTITUTES THE ENTIRE AGREEMENT BETWEEN FRED SISSON AND  
SCOTT PODSEDNIK ON THIS DATE. WHEREIN TAUBER OIL COMPANY HAS AGREED  
TO SELL PHILLIPS CHEMICAL COMPANY DIVISION OF PHILLIPS PETROLEUM  
COMPANY THE FOLLOWING:

QUANTITY: 20,000 BARRELS +/- 5 PCT

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

PRICE: USD 0.73 PER NET GALLON-PLUS SUPERFUND FEE

RECEIVING PARTY SHALL PROMPTLY REIMBURSE  
DELIVERY PARTY FOR ALL APPLICABLE FEDERAL, STATE,  
AND LOCAL TAXES/FEE'S AND OTHER CHARGES WITH  
RESPECT TO DELIVERY OF THE PRODUCT(S) BY THE  
DELIVERY PARTY.

F.O.B.: HOUSTON/TEXAS CITY, TEXAS

SHIPPING PERIOD: MARCH, 1995

PAYMENT TERMS: WIRE TRANSFER TEN (10) DAYS AFTER BILL OF  
LADING DATE.

SHIP VIA: TANKER/BARGE

73-88-01165

Law

TAUBER002059

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.

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/BARGE RECEIVING LINE.

DEMURRAGE: DEMURRAGE WILL BE PAYABLE PER RUNNING HOUR OR PRO  
RATA FOR PART THEREOF FOR ALL USED LAYTIME PER  
CHARTER PARTY UNLESS SUPPLIERS MARINE PROVISIONS  
GOVERN.

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  
AT OR PRIOR TO THE TIME OF DELIVERY.

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,

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

NNNN

TAUBER002060