

# EXHIBIT A

## Bid Terms for the Assets of C-Gas, LLC

Buyer: Julius P. “Jay” Cherry Jr., or an affiliated entity owned by him, on the following terms:

1. Assets to be Acquired: All of the Assets of C-Gas (as further described in Table 1, below).
2. All assets will be acquired “as is” without any warranty.
3. All assets will be acquired in place without any requirement that they be moved to the buyer.
4. All assets will be acquired free and clear of any liens or encumbrances, including any leasehold interest of Cherry Oil Co., Inc, which Jay Cherry agrees to have released.
5. Buyer agrees to waive any due diligence.
6. Buyer agrees to close within 45 days of this bid.
7. Buyer agrees to pay cash at closing with from Jay Cherry’s share of the distribution of C-Gas’s cash assets.
8. Seller agrees that Cherry Oil Company, Inc. will not be required to provide any of its corporate information as a part of the bid process. In the event that the Seller seeks to require such information, this bid will be automatically withdrawn and deemed null.
9. Seller agrees that any overbid must exceed this bid by at least 15%.
10. Seller agrees that Jay Cherry will have the right to continue to bid in the event of a qualifying overbid.

**Table 1 – C-Gas Assets to be Acquired**

Asset	
Propane Tanks (57-1000 Gallons) – 3,816	\$1,439,913.00
Bulk Storage Tanks – 6	\$ 258,329.00
Rolling Stock – 14 trucks/vehicles	\$ 110,000.00
DM Price Customer List	\$ 75.00
Herring Customer List	\$ 25.00
Total	\$1,808,342.00 <sup>1</sup>

<sup>1</sup> The revised figures from the previous bid reflect an additional \$50,430.00 added to the bid for the rolling stock with a pro rata allocation of the balance of the additional \$200,000 to the tanks.