

EXHIBIT A

Sanitary sewer collection system purchase contract

This Instrument Prepared by:
STANSBERRY, PETROFF, MARCUM & BLAKLEY, PC
P.O. Box 240
Huntsville, Tennessee 37756

CONTRACT OF SALE

This Agreement made and entered into this May 1 day of May, 2007
by and between the MAYOR AND ALDERMEN OF THE TOWN OF WINFIELD,
TENNESSEE, a public corporation of the State of Tennessee, (hereinafter called
"Winfield") and the ONEIDA WATER & WASTEWATER OF ONEDIA,
TENNESSEE, a division of government of the Town of Oneida, (hereinafter called
"Oneida")

WITNESSETH:

WHEREAS, Winfield now own, operates and maintains a sanitary sewer system
within the territorial limits of the Winfield; and

WHEREAS, pursuant to Tennessee Code Annotated § 6-2-201, et seq., Winfield
and Oneida have, as a result of negotiations between them, reached a mutually
satisfactory and acceptable agreement whereby Oneida shall purchase all the assets and
property of the Winfield sanitary sewer system and assume, own and operate the sewer
system now owned by Winfield, except the abandoned sewer plant and the property on
which same is located; and

WHEREAS, in anticipation of the transfer of the sanitary sewer system the parties
agree as follows:



A. Oneida agrees to assume and pay from and after the closing date those obligations found on two notes in favor of First National Bank, loan number 3346533 and loan number 3388899 and to reimburse the Town of Winfield sewer fund the amount of \$17,000.00, which Oneida will pay in full within ten (10) days of closing. The purchase price is \$100,000 and Oneida will remit a check to Town of Winfield for the balance remaining after the payment of the aforementioned notes and sewer reimbursement.

B. In the event that the sewer rate increases, it shall not be based on a percentage of the rates, but a dollar for dollar increase for the Town of Winfield customers and the customers outside the corporate limits of the Town of Oneida.

C. Winfield hereby agrees to transfer and deliver to Oneida the following:

1. All its real property and easements pertaining to the Winfield sewer system, except the abandoned sewer plant building and the property on which same is located and the equipment used to maintain the sewer system which is the property of the Town of Winfield's road department.

2. All inventory listed on the attached SCHEDULE 1.

3. Each party shall cooperate and take such action as may be reasonably requested by the other in order to carry out the provisions of this agreement.

IN WITNESS WHEREOF, the parties hereto duly authorized and by their lawfully authorized officers and agents have executed on the day, month and year first hereinabove written.

MAYOR AND BOARD OF ALDERMEN
OF THE TOWN OF WINFIELD

Kenneth J. Burchfield - Mayor

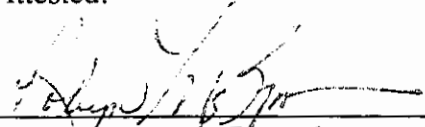
By: Kenneth Burchfield
Title: Mayor

ONEIDA WATER & WASTEWATER, A DIVISION
OF THE TOWN OF ONEIDA, TENNESSEE

Jack E. Lay

By: Jack E. Lay
Title: Mayor

Attested:



Robin McBroom, Recorder
Town of Winfield

Attested:



Betty Matthews, Recorder
Town of Oneida

This Instrument Prepared By:

STANSBERRY, PETROFF, MARCUM & BLAKLEY, P.C.
Three Courthouse Square
P.O. Box 240
Huntsville, Tennessee 37756

QUITCLAIM DEED CONVEYING RIGHT-OF-WAY EASEMENTS

THIS INDENTURE made this 1st day of May, 2007, by and between THE TOWN OF WINFIELD, TENNESSEE, a municipality, Grantor, and THE TOWN OF ONEIDA, TENNESSEE, a municipality, Grantee,

W I T N E S S E T H:

For and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and legal sufficiency of which are hereby acknowledged, Grantor does hereby convey, transfer, remise, release and relinquish and quitclaim unto Grantee, Grantee's heirs and assigns, all of Grantors' right, title and interest in and to the following described Right-of-Way Easements, to-wit:

TRACT I: A right of way easement more fully described in Deed Book 193, Page 522 of record in the Register's Office for Scott County, Tennessee and crossing that property identified on the records of the Scott County Property

TRACT VII: A right of way easement more fully described in Deed Book 193, Page 510 of record in the Register's Office for Scott County, Tennessee and crossing that property identified on the records of the Scott County Property Assessor as Parcel 5 on Control Map 8.

TRACT VIII: A right of way easement more fully described in Deed Book 193, Page 504 of record in the Register's Office for Scott County, Tennessee and crossing that property identified on the records of the Scott County Property Assessor as Parcel 17 on Control Map 31.

TRACT IX: A right of way easement more fully described in Deed Book 193, Page 525 of record in the Register's Office for Scott County, Tennessee and crossing that property identified on the records of the Scott County Property Assessor as Parcel 5.01 on Control Map 8.

TRACT X: A right of way easement more fully described in Deed Book 193, Page 516 of record the Register's Office for Scott County, Tennessee and crossing that property identified on the records of the Scott County Property Assessor as Parcels 11 and 11.01 on Control Map 8.

TRACT XI: A right of way easement more fully described in Deed Book 193, Page 519 of record in the Register's Office for Scott County, Tennessee and crossing that property identified on the records of the Scott County Property Assessor as Parcel 14 on Control Map 8.

TRACT XII: A right of way easement more fully described in Deed Book 193, Page 528 of record in the Register's Office for Scott County, Tennessee and crossing that property identified on the records of the Scott County Property Assessor as Parcel 47 on Control Map 8.

with the hereditaments and appurtenances thereto appertaining, hereby releasing all claims to the said Right-of-Way Easements therein. TO HAVE AND TO HOLD the Right-of-Way

to the said grantees forever

STATE OF TENNESSEE)
)
COUNTY OF SCOTT)

Before me, Quelda Bayatt, a Notary Public within and for the State and County aforesaid, personally appeared Kenneth Burchfield, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence) and who, upon his oath, acknowledged himself to be Mayor of the Town of Winfield, Tennessee, the within named bargainor, a public corporation, and that as such Mayor, being authorized so to do, executed the foregoing Lease for the purposes therein contained by signing the name of the corporation by the said Kenneth Burchfield as Mayor.

Witness my hand and official seal of office at Scott County, Tennessee, on this the 1st day of May, 2007.

Quelda Bayatt
Notary Public

My Commission Expires:
4-13-11

This Instrument Prepared By:

STANSBERRY, PETROFF, MARCUM & BLAKLEY, P.C.
Three Courthouse Square
P.O. Box 240
Huntsville, Tennessee 37756

QUITCLAIM DEED CONVEYING RIGHT-OF-WAY EASEMENTS

THIS INDENTURE made this 1st day of May, 2007, by and between THE TOWN OF WINFIELD, TENNESSEE, a municipality, Grantor, and THE TOWN OF ONEIDA, TENNESSEE, a municipality, Grantee,

WITNESSETH:

For and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and legal sufficiency of which are hereby acknowledged, Grantor does hereby convey, transfer, remise, release and relinquish and quitclaim unto Grantee, Grantee's heirs and assigns, all of Grantors' right, title and interest in and to the following described Right-of-Way Easements, to-wit:

TRACT I: A right of way easement more fully described in Deed Book 193, Page 522 of record in the Register's Office for Scott County, Tennessee and crossing that property identified on the records of the Scott County Property Assessor as Parcel 7.01 on Control Map No. 8.

TRACT II: A right of way easement more fully described in Deed Book 193, Page 531 of record in the Register's Office for Scott County, Tennessee and crossing that property identified on the records of the Scott County Property Assessor as Parcel 5.03 on Control Map 8.

TRACT III: A right of way easement more fully described in Deed Book 193, Page 498 of record in the Register's Office for Scott County, Tennessee and crossing that property identified on the records of the Scott County Property Assessor as Parcel 18 on Control Map 20.

TRACT IV: A right of way easement more fully described in Deed Book 193, Page 507 of record in the Register's Office for Scott County, Tennessee and crossing that property identified on the records of the Scott County Property Assessor as Parcel 13 on Control Map 8.

TRACT V: A right of way easement more fully described in Deed Book 203, Page 298 of record in the Register's Office for Scott County, Tennessee and crossing that property identified on the records of the Scott County Property Assessor as Parcel 17 on Control Map 20.

TRACT VI: A right of way easement more fully described in Deed Book 193, Page 513 of record in the Register's Office for Scott County, Tennessee and crossing that property identified on the records of the Scott County Property Assessor as Parcel 9 on Control Map 8.

TRACT VII: A right of way easement more fully described in Deed Book 193, Page 510 of record in the Register's Office for Scott County, Tennessee and crossing that property identified on the records of the Scott County Property Assessor as Parcel 5 on Control Map 8.

TRACT VIII: A right of way easement more fully described in Deed Book 193, Page 504 of record in the Register's Office for Scott County, Tennessee and crossing that property identified on the records of the Scott County Property Assessor as Parcel 17 on Control Map 31.

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TRACT XII: A right of way easement more fully described in Deed Book 193, Page 528 of record in the Register's Office for Scott County, Tennessee and crossing that property identified on the records of the Scott County Property Assessor as Parcel 47 on Control Map 8.

with the hereditaments and appurtenances thereto appertaining, hereby releasing all claims to the said Right-of-Way Easements therein. TO HAVE AND TO HOLD the Right-of-Way Easements to the as described above to the said Grantee, its heirs and assigns forever.

Grantor has quitclaimed unto the said Grantee the afore-described Right-of-Way Easements and all of the estate, right, title and interest of the Grantor in said Right-of-Way Easements with the hereditaments and appurtenances thereto appertaining, if any, hereby releasing claims to Homestead and Dower therein; and TO HAVE AND TO HOLD the said Right-of-Way Easements to the Grantee, its heirs and assigns forever.

IN WITNESS WHEREOF, the said Grantor has hereunto executed this instrument the day and year first above written.

TOWN OF WINFIELD, TENNESSEE


 By: Kenneth Burchfield
 Title: Mayor

