

PREPARED BY AND RETURN TO:
Jeffrey F. McEvoy, Attny
290 Walnut Bend, Suite 6
Cordova, TN 38018

5/11/05 8:35:41
BK 2,214 PG 694
DESOLO COUNTY, MS
W.E. DAVIS, CH CLERK

SUBORDINATION AGREEMENT

TO: First Choice Mortgage Services, LLC (Lender)

FROM: Mississippi Valley Gas Company (MVG)

RE: Daniel W. Edwards and Karon S. Edwards (Borrower)

Gentlemen:

To induce you, at your option, to make loans or extend credit to or for the account of Borrower, or to purchase or extend credit on any instrument in respect of which Borrower may be liable in any capacity, or to grant any renewal or extension of any thereof, the undersigned hereby agrees that any lien of any kind that the undersigned may now have or hereafter acquire in the real property described below shall be subordinate, inferior and subject to any lien, or security interest in said real property that you, your successors or assigns, may now have or hereafter acquire with respect to such loans or credits.

The legal description of the real property referenced above is as follows:

SEE EXHIBIT A ATTACHED HERETO AND MADE A PART OF

Provided however, that all parties acknowledge and agree that there is presently located upon Borrowers' real property, certain personal property consisting of natural gas appliances subject to a perfected purchase money security interest of MVG, the priority of which shall be unaffected by this Subordination Agreement. The personal property is described in a UCC fixture filing filed for record in Book 1505 at Page 735 in the Office of the Chancery Clerk of Desoto County, Mississippi, reference to which is here made.

The parties agree that said appliances shall be, are, and shall remain personal

Jeff McEvoy CW

The parties agree that said appliances shall be, are, and shall remain personal property, notwithstanding their attachment to the real estate; and that title to, and ownership of, such appliances, and the right of possession in event of any default, shall remain in MVG until the purchase price is fully paid with interest. The undersigned Lender, by his signature hereon, hereby acknowledges that any lien or security interest possessed by it in said appliances shall be subordinate, inferior and subject to the existing lien of MVG to said appliances.

This agreement shall be void and of no effect unless signed by the above described lender and borrower.

Witness the signature of the parties this the 6 day of April,
2005.

MISSISSIPPI VALLEY GAS COMPANY, A
DIVISION OF ATMOS ENERGY CORPORATION

BY: Marshall F. Colman
ITS: Senior Attorney

AGREED:

[Signature]
Borrower

Karen Stedwards
Borrower

[Signature]
Lender

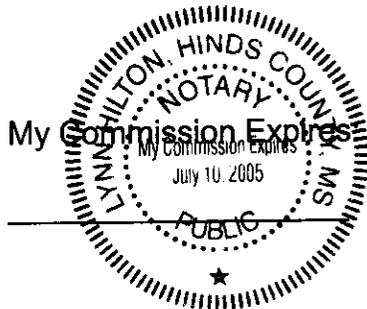
BY: Tim Smith
ITS: President

STATE OF MISSISSIPPI

COUNTY OF HINDS

Personally appeared before me, the undersigned authority in and for said county and state, MARSHALL F. ORDEMANN, Senior Attorney, Mississippi Valley Gas, a Division of Atmos Energy Coporation, who acknowledged that he signed and delivered the above foregoing Subordination Agreement for and on behalf of Mississippi Valley Gas Company, having authority so to do.

Given under my hand and seal, this the 6 day of April, 2005.



Lynn Hilton
NOTARY PUBLIC

AFFIDAVIT

STATE OF MISSISSIPPI TN

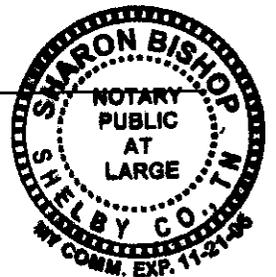
COUNTY OF HINDS Shelby

Personally appeared before me, the undersigned authority in and for said county and state, Tom Smith, President of First Choice Mortgage Services who acknowledged that he signed and delivered the above foregoing Subordination Agreement for and on behalf of First Choice Mortgage Services having authority so to do.

Given under my hand and seal, this the 20th day of April, 2005.

My Commission Expires:

[Signature]
NOTARY PUBLIC



AFFIDAVIT

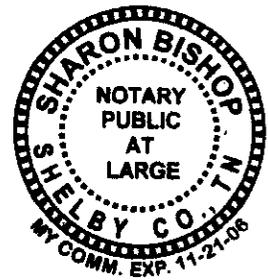
STATE OF ~~MISSISSIPPI~~ TN
COUNTY OF Shelby

Personally appeared before me, the undersigned authority in and for said county and state, Daniel W. Edwards and Karen S. Edwards, Borrower, who acknowledged that they signed and delivered the above foregoing Subordination Agreement as their own voluntary act and deed and for the purposes therein stated.

Given under my hand and seal, this the 20th day of April, 2005.

[Signature]
NOTARY PUBLIC

My Commission Expires:



Lot 2944, Section N, Southaven West Subdivision, in Section 26, Township 1 South, Range 8 West, in the City of Southaven, Desoto County, Mississippi, as shown by the plat appearing of record in Plat Book 5, Page 8-9, in the office of the Chancery Clerk of Desoto County, Mississippi.

Being the same property conveyed to grantor, by Warranty Deed of record at Book 225, Page 685 in the office of the Chancery Clerk of Desoto County, Mississippi.

Parcel ID No.: 1-08-7-26-02-0-02944-00