

SUBORDINATION AGREEMENT

Alagasco:

Alabama Gas Corporation
2101 Sixth Avenue North
Birmingham, Alabama 35203

Customer:

Name: Scott Dudley
Address: 605 Wilderness Road
Birmingham, AL 35124 (Shelby)

Account # 5001-179-569-001

Mortgage Company:

Name: First General Lending Corporation
Address: 701 Montgomery Highway
Suite 203
Birmingham, AL 35216

Alagasco Lien:

UCC-1 Financing Statement # 1995-12584

Equipment: Carrier Gas Package Unit

m/n 48ss030080-3 s/n 1295G11164

Customer plans to grant to Mortgage Company a first mortgage (the "First Mortgage") on real property upon which is located equipment subject to the Alagasco Lien and has requested that Alagasco agree to subordinate its lien to the new mortgage. Alagasco is willing to accommodate such request and hereby agrees that the Alagasco Lien shall be subject to and subordinate to the lien of the First Mortgage; provided, that the First Mortgage is granted and made by Customer within sixty days of the date hereof. This Agreement shall be binding upon and inure to the benefit of Alagasco and Mortgage Company and their respective successors and assigns.

In Witness Whereof, Alagasco has executed this Subordination Agreement this 14th day of October, 1996.

ALABAMA GAS CORPORATION

By Tamara Finch

Its Merchandise Accounts Representative

01/08/1997-00696
10:32 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 NCB 11.00

Inst # 1997-00696

STATE OF ALABAMA
COUNTY OF Shelby

I, the undersigned, a Notary Public in and for said
County and State, certify that Tamara Finch
whose name as Tamara Finch of Alabama Gas
Corporation, and who is known to me, acknowledged before me on this
day that, being informed of the contents of the foregoing
subordination agreement he, executed the same voluntarily and with
full authority for and as the act of said corporation.

Given under my hand and seal this the 14th day of October, 1996.

Lisa A. Cook
NOTARY PUBLIC

Inst # 1997-00696

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