

SUBORDINATION AGREEMENT

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This Agreement is made this FEBRUARY 5, 2003 by and between **Quicken Loans Inc.** whose address is 20555 Victor Parkway, Livonia, Michigan 48152, ("Quicken Loans") and **APCO Employees Credit Union**, whose address is 1608 7th AVENUE NORTH, BIRMINGHAM, AL 35203 (the "Lienholder").

WHEREAS the Lienholder is the holder of a mortgage/deed of trust/lien in the principal amount of \$25,000.00, executed by **Barry Thomas Waine and Amy Sharon Waine** (the "Borrowers"), dated July 9, 2001 and recorded on July 25, 2001, in Instrument No. 2001-30809, in the records of Shelby County ("Lienholder's Lien"), covering the property commonly known as 4546 Little Ridge Drive, Birmingham, Alabama (the "Property") and legally described as:

Situated in the County of Shelby, State of Alabama:

"See Attached Legal Description"

Tax ID No.: 09-3-06-0-001-014.009

WHEREAS, Quicken Loans intends to make a loan to the Borrower in a principal amount not to exceed \$ 126,000.00 and dated on or about Feb. 18, 2003, to be secured by a mortgage/deed of trust covering the Property ("Quicken Loans' Lien"), and

WHEREAS Quicken Loans will only make the loan to the Borrower provided that Lienholder's Lien is subordinate to Quicken Loans' Lien, and

WHEREAS Lienholder intends that Quicken Loans' Lien be prior and superior to Lienholder's Lien.

NOW, THEREFORE, it is agreed that in consideration of one dollar and other good and valuable consideration, the adequacy and receipt of which is hereby acknowledged, Lienholder agrees to subordinate and make Lienholder's Lien subordinate and junior in all respects to Quicken Loans' Lien.

Witnesses:

Derick E. Ragland, Jr.
Printed Name DERICK E. RAGLAND, JR.

Blane Mink
Printed Name: Blane Mink

Printed Name _____

Printed Name: _____

V. Merrill Mann
Lien holder: APCO Employees Credit Union
By: V. Merrill Mann
Its: Vice President

Brenda Patton
Quicken Loans Inc.
By: Brenda Patton
Its: Operations Manager

ACKNOWLEDGMENTS

STATE OF ALABAMA)
COUNTY OF Jefferson) ss

On FEBRUARY 5, 2003 before me, the undersigned, a notary public in and for said state personally appeared V. MERRILL MANN, personally known to me or proved to me on the basis of satisfactory evidence to be the person(s) whose name is/are subscribed to the within instrument and acknowledged to me that he/she/they authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

[Signature]
Notary Public, County of Jefferson
State of Ala
My commission expires 9/3/03

STATE OF Michigan)
COUNTY OF) ss

On _____, 2003 before me, the undersigned, a notary public in and for said state personally appeared _____, personally known to me or proved to me on the basis of satisfactory evidence to be the person(s) whose name is/are subscribed to the within instrument and acknowledged to me that he/she/they authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Notary Public, County of _____
State of _____
My commission expires _____

This instrument drafted by and after recording return to: C
Victor Parkway, Livonia, Michigan 48152

RETURN TO:
TITLE SOURCE INC
1450 W. LONG LAKE
STE. 400
TROY, MI 48098

Legal Description

All that certain property situated in the County of SHELBY and state of AL and being described in a deed dated May-28-1998, and recorded Jun-03-1998, among the land records of the County and state set forth above, and referenced as follows: Instrument Number 1998-20319.

The following described real estate situated in Shelby County, Alabama, to wit: Lot 11, according to the Survey of Little Ridge Estates, as recorded in Map Book 9, page 174 A and B in the Probate Office of Shelby County, Alabama.

Commonly known as: 4546 Little Ridge Drive