

AMENDMENT NO. 2
TO A CERTAIN BROWNFIELD REVOLVING LOAN FUND
SECONDARY SUBGRANT AGREEMENT

This is Amendment No. 2 to a certain Brownfield Revolving Loan Fund Secondary Subgrant Agreement dated December 16, 2009, by and between the Roanoke Chapter, National Railway Historical Society (Secondary Subgrantee or RCNRHS), and the Economic Development Authority of the City of Roanoke, Virginia, an industrial development authority organized and existing under the laws of the Commonwealth of Virginia (Primary Subgrantee or EDA) [Amendment No. 2]. This Amendment No. 2 is dated January 10, 2011.

WITNESSETH:

WHEREAS, the RCNRHS and the EDA entered into a Brownfield Revolving Loan Fund Secondary Subgrant Agreement dated December 16, 2009 (Secondary Subgrant Agreement), that provides for the EDA to make available to the RCNRHS an EPA Brownfield Revolving Loan Fund (RLF) grant to use for cleanup activities on certain real property located at 1402 Jefferson Street, SE, Roanoke, Virginia, under certain terms and conditions, all as further set forth in such Secondary Subgrant Agreement;

WHEREAS, the RCNRHS and the EDA entered into an Amendment No. 1 dated April 19, 2010, which clarified the purpose and use of the RLF Grant Funds;

WHEREAS, Section 3 of the Secondary Subgrant Agreement provided that the terms of such Agreement would terminate on January 20, 2011, but also provided that the parties may mutually agree to extend the Secondary Subgrant Agreement for an additional period of time;

WHEREAS, the RCNRHS requested an extension of time to complete the Secondary Subgrant Agreement and that such extension be to September 30, 2012, as allowed under the Cooperative Agreement, and the EDA approved such request at the EDA's Board meeting on December 15, 2010; and

WHEREAS, the parties now wish to reduce to writing the agreement of the parties as to the extension of the Secondary Subgrant Agreement.

THEREFORE, the RCNRHS and the EDA, in consideration of the promises and obligations contained in the Secondary Subgrant Agreement, in Amendment No. 1, and in this Amendment No. 2 mutually agree as follows:

SECTION 1. EXTENSION OF TERM OF SECONDARY SUBGRANT AGREEMENT.

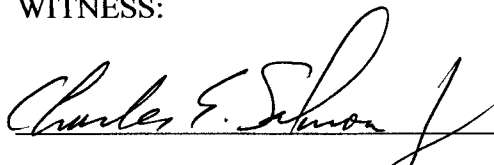
The parties hereby agree that the term of the Secondary Subgrant Agreement, as amended, shall be further extended from January 20, 2011, to and including September 30, 2012, as allowed under the Cooperative Agreement referred to in the Secondary Subgrant Agreement, which is the basis for the Secondary Subgrant Agreement.

SECTION 2. CONTINUATION OF TERMS AND CONDITIONS OF THE SECONDARY SUBGRANT AGREEMENT.

All the terms, obligations, and conditions of the original Secondary Subgrant Agreement dated December 16, 2009, and Amendment No. 1 dated April 19, 2010, among the parties shall, and hereby do continue in full force and effect, except and only to the extent as modified above.

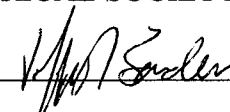
IN WITNESS WHEREOF, the parties have executed this Amendment No. 2 to the Secondary Subgrant Agreement by their authorized representatives.

WITNESS:



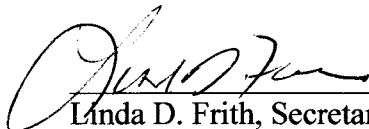
CHARLES E. SALMON, JR. SECRETARY
Printed Name and Title

ROANOKE CHAPTER, NATIONAL RAILWAY
HISTORICAL SOCIETY

By 

JEFFERY L. SANDERS, President
Printed Name and Title

WITNESS:



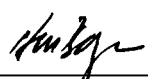
Linda D. Frith, Secretary

ECONOMIC DEVELOPMENT AUTHORITY OF
THE CITY OF ROANOKE, VIRGINIA

By 


Charles E. Hunter, III, Chair

Approved as to Form:



Counsel for EDA
Date: 01-18-2011

Approved as to Execution:



Counsel for EDA
Date: 01-19-2011