

SECOND AMENDMENT TO PURCHASE AND SALE AGREEMENT

THIS SECOND AMENDMENT TO PURCHASE AND SALE AGREEMENT is made and entered into as of this 31st day of March, 2009, by and between BNSF RAILWAY COMPANY ("BNSF"), the PORT OF SEATTLE, a municipal corporation of the State of Washington ("Port") and KING COUNTY, a political subdivision of the State of Washington ("County").

RECITALS

A. On May 12, 2008, BNSF, the Port and the County entered into a Purchase and Sale Agreement ("North Agreement") whereby the Port agreed to acquire portions of BNSF's property known as the Woodinville Subdivision ("Subdivision"), and a Donation Agreement whereby BNSF agreed to donate to the Port other portions of the Subdivision. The County desires to use the Railbanked Portion of the Subdivision for public trail and other transportation purposes. At Closing, the Port will grant the County a Public Multipurpose Easement for the County's use of the Railbanked and Wilburton Portions of the Subdivision.

B. Pursuant to the First Amendment to Purchase and Sale Agreement and the First Amendment to Donation Agreement, the parties previously extended the Closing Date of the North Agreement and of the Donation Agreement to March 31, 2009.

C. The parties have now agreed to further extend the Closing Date of the North Agreement and of the Donation Agreement.

NOW, THEREFORE, in consideration of their mutual promises, the parties hereby agree as follows:

1. The definition of Closing Date in Section 1.1 of the North Agreement is amended to read as follows:

Closing Date. June 30, 2009.

2. Except as amended herein, all other terms, covenants and conditions of the Agreement shall remain in full force and effect.

3. Counterparts. This Second Amendment may be executed in any number of counterparts, each of which shall be deemed to be an original, but all of which, when taken together, shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have executed this Second Amendment to Purchase and Sale Agreement as of the date first written above.

BNSF RAILWAY COMPANY

By: Richard E. Weicher
Name: Richard E. Weicher
Title: Vice President & General Counsel – Regulatory

PORT OF SEATTLE

By: _____
Name: Tay Yoshitani
Title: Chief Executive Officer

KING COUNTY

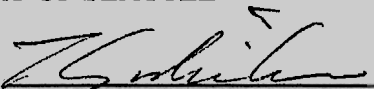
By: _____
Name: Ron Sims
Title: King County Executive

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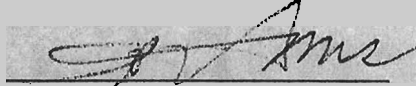
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