

**AMENDMENT TO AGREEMENT REGARDING ASSIGNMENT OF
ACQUISITION/CONDEMNATION PROCEEDS**

This Amendment to the June 16, 2009 Agreement Regarding Assignment of Acquisition/Condemnation Proceeds by and between The City of Seattle ("City") and the Historical Society of Seattle and King County ("MOHAI"), is effective as of the last date set forth below.

RECITALS

The following facts and circumstances form the background of this Amendment:

A. On June 16, 2009, the parties executed an Agreement Regarding Assignment of Acquisition/Condemnation Proceeds (the "Agreement") that authorized MOHAI to negotiate with the Washington State Department of Transportation ("WSDOT") for proceeds from WSDOT's anticipated acquisition of certain City and MOHAI property as a consequence of the planned reconstruction of the SR 520 bridge (the "SR 520 Project").

B. At the time the Agreement was executed, the parties anticipated that WSDOT would be acquiring, among other interests, temporary construction easements in what the Agreement refers to as the MOHAI Use Area. WSDOT's plans for the SR 520 project have evolved and WSDOT now plans to acquire the MOHAI Use Area in fee or almost entirely in fee.

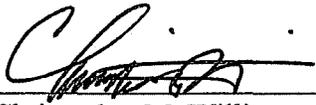
C. In order to meet the Agreement's intent with respect to the assignment of proceeds from WSDOT's property acquisition, the parties desire to amend the Agreement as provided below.

Therefore, for good and valuable consideration, receipt of which hereby acknowledged, the parties hereby amend Section 1 of the Agreement as follows:

1. Conditional Assignment. The City hereby assigns to MOHAI, subject to review and approval by the City as provided in Section 6, compensation that the City receives from WSDOT for the following:
 - (a) All compensation paid by WSDOT to the City for the MOHAI Facility and Other Improvements; and
 - (b) 40% but not to exceed \$7 million of all compensation paid by WSDOT to the City for any real property interest in the land in the MOHAI Use Area.

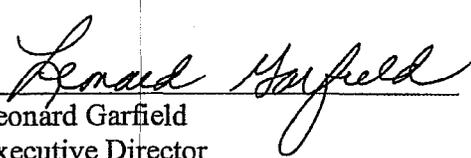
2. All other provisions of the Agreement shall remain in full force and effect.

CITY OF SEATTLE DEPARTMENT OF
PARKS AND RECREATION

By 
Christopher M. Williams
Acting Superintendent

Date 6/22/10

MUSEUM OF HISTORY & INDUSTRY

By 
Leonard Garfield
Executive Director

Date 6/21/10

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