

THIS INSTRUMENT HAS BEEN
PRE-AUDITED IN THE MANNER REQUIRED BY
THE LOCAL GOVERNMENT BUDGET AND
FISCAL CONTROL ACT.

Vicki McConnell
Finance Director
County of Chatham, North Carolina

**AMENDMENT NUMBER TWO
TO THE INSTALLMENT FINANCING CONTRACT**

THIS AMENDMENT NUMBER TWO TO THE INSTALLMENT FINANCING CONTRACT dated as of December 1, 2011 (the "*Second Amendment*") between **RBC BANK (USA)** (the "*Bank*"), a state banking corporation, and its successors and assigns, and the **COUNTY OF CHATHAM, NORTH CAROLINA** (the "*County*"), a political subdivision of the State of North Carolina, validly existing under and by virtue of the Constitution, statutes and laws of the State of North Carolina;

WITNESSETH:

WHEREAS, the Bank and the County entered into an Installment Financing Contract dated as of April 15, 2009 (the "*2009 Contract*");

WHEREAS, the Bank and the County entered into Amendment Number One to the Installment Financing Contract dated as of June 1, 2011 (the "*First Amendment*");

WHEREAS, the Bank has agreed to expand the definition of Project, as defined in the 2009 Contract, as amended, to allow the County to use the remaining proceeds to finance other school improvements;

NOW, THEREFORE, THIS AMENDMENT NUMBER TWO TO THE INSTALLMENT FINANCING CONTRACT WITNESSETH:

Section 1. The definition of "***Project***" in the 2009 Contract, as amended, is amended to read as follows:

Project means constructing and equipping a new County middle school and other miscellaneous school improvements.

Section 2. Capitalized, undefined terms in this Second Amendment have the meaning provided in the 2009 Contract and the First Amendment.

IN WITNESS WHEREOF, the Bank and the County have caused this Second Amendment to be executed in their respective names and their respective seals to be hereto affixed and attested by their duly authorized officials or officers, all as of the date first above written.

COUNTY OF CHATHAM, NORTH CAROLINA

[SEAL]

By: _____
Chairman
Board of Commissioners
County of Chatham, North Carolina

ATTEST:

Sandra B. Sublett
Clerk to the Board
County of Chatham, North Carolina

APPROVED AS TO FORM:

Paul Messick, Esq.
County Attorney

[SIGNATURES CONTINUED ON THE FOLLOWING PAGE]

[COUNTERPART SIGNATURE PAGE TO AMENDMENT NUMBER TWO TO THE INSTALLMENT FINANCING
CONTRACT DATED AS OF DECEMBER 1, 2011 BETWEEN RBC BANK (USA)
AND THE COUNTY OF CHATHAM, NORTH CAROLINA]

RBC BANK (USA), as Bank

By: _____
Marcus L. Smith
Director
Public and Institutional Banking

[COUNTERPART SIGNATURE PAGE TO AMENDMENT NUMBER TWO TO THE INSTALLMENT FINANCING
CONTRACT DATED AS OF DECEMBER 1, 2011 BETWEEN RBC BANK (USA)
AND THE COUNTY OF CHATHAM, NORTH CAROLINA]

This Contract has been approved under the
provisions of Section 159-152 of the General
Statutes of North Carolina, as amended.

By: _____
T. Vance Holloman
Secretary
Local Government Commission of North Carolina