

SECOND AMENDED RIGHT OF ENTRY AGREEMENT

This **SECOND AMENDED RIGHT OF ENTRY AGREEMENT** ("Agreement") is made as of July 20, 2010, by and between the **BOARD OF EDUCATION OF THE CITY OF CHICAGO**, an Illinois Municipal Corporation ("BOE"), having its principal offices at 125 South Clark Street, Chicago, Illinois 60603 and **THE CATHOLIC BISHOP OF CHICAGO**, a Corporation Sole ("CBC"), whose offices are located at 835 N. Rush Street, Chicago, Illinois 60611.

RECITALS

WHEREAS, BOE controls the real property located at 363 W. Hill Street, Chicago, Illinois 60610, as legally described on Exhibit A attached hereto (the "Property" or "Byrd School"); and

WHEREAS, BOE has agreed to lease Byrd School to the City of Chicago (the "City") for 99 years, subject to obtaining certain approvals and consideration; and

WHEREAS, the City has agreed to sublease Byrd School to CBC for the purpose of renovating and occupying it for school use subject to obtaining certain approvals and consideration; and

WHEREAS, the proposed Lease of the Property to the City and the Sublease to the CBC were approved by the Chicago City Council on June 30, 2010 and the parties anticipate that the ordinance approving these transactions will be published in the July 28, 2010 City Council Journal of Proceedings; and

WHEREAS, pursuant to Board Report Nos. 10-0224-OP7 and 10-0324-OP6, BOE entered into the attached Right of Entry Agreement ("ROE") with CBC on March 1, 2010 ("Initial ROE"). The Initial ROE was limited to testing and to the removal of asbestos on the Property; and

WHEREAS, the Initial ROE was amended on May 7, 2010 (1st Amended ROE) to allow CBC to demolish portions of Byrd School; and

WHEREAS, CBC desires to renovate and open the Byrd School by August 2011; and

WHEREAS, to meet the August, 2011 school opening deadline, CBC is requesting authorization from BOE to make extensive interior and exterior improvements and additions to the Byrd School building ("Capital Improvements") pending execution of the Lease and Sublease; and

WHEREAS, CBC and agrees to provide the insurance certificates ("Insurance") required by BOE under Paragraph 8 of the Initial ROE.

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

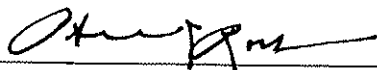

The Initial ROE dated March 1, 2010 and amended on May 7, 2010 is hereby extended to allow CBC to make Capital Improvements, including additions and alterations, to the Property subject to:

- a. CBC's receipt of all necessary permits and government approvals required to make the Capital Improvements;
- b. CBC's and its contractors' delivery of the required Insurance to BOE prior to the commencement of the construction work and Capital Improvements; and
- c. CBC's compliance with the terms and conditions in the Initial and Amended ROE Agreements attached hereto.

This Second Amended Right of Entry may be executed in counterparts.

IN WITNESS WHEREOF, the parties have executed this Second Amended Right of Entry Agreement as of the date first written above.

BOARD OF EDUCATION OF THE CITY OF CHICAGO,
An Illinois Municipal Corporation

By:  
Print Name: Patrick J. Rocks
Title: General Counsel
Date: 7/30/2010

THE CATHOLIC BISHOP OF CHICAGO,
a Corporation Sole


By: 
Print Name: KEVIN J. MARZALIK
Title: DIRECTOR OF FINANCE
Date: 7/23/10

EXHIBIT A

LEGAL DESCRIPTION OF PROPERTY

PARCEL 1:

LOTS 1 TO 9, BOTH INCLUSIVE, ALSO THE WEST ½ OF VACATED NORTH-SOUTH 15 FOOT WIDE ALLEY LYING EAST AND ADJOINING LOTS 5 TO 9 AND NORTH OF A LINE 10 FEET NORTH OF THE SOUTH LINE OF LOT 6 EXTENDED WEST OF BLOCK 12 OF JOHNSTON, ROBERTS AND STORRS ADDITION TO CHICAGO IN SECTION 4, TOWNSHIP 39 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN; ALSO THE EAST ½ OF VACATED SEDGWICK STREET LYING WEST AND ADJOINING SAID LOTS 1 TO 9 ALSO THE SOUTH ½ OF VACATED HILL STREET LYING NORTH AND ADJOINING LOT 9 AND SAID WEST ½ OF VACATED NORTH-SOUTH 15 FOOT WIDE ALLEY AND SAID EAST ½ OF VACATED SEDGWICK STREET ALSO THE NORTH ½ OF VACATED WENDELL STREET LYING SOUTH AND ADJOINING LOT 1 AND SAID EAST ½ OF VACATED SEDGWICK STREET, ALL IN BLOCK 11 IN ROGERS SUBDIVISION OF THAT PART OF NORTH EAST ¼ OF THE SOUTH WEST ¼ OF SECTION 4, TOWNSHIP 39 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, NORTH OF OAK STREET AND EAST OF SEDGWICK STREET IN COOK COUNTY, ILLINOIS.

PARCEL 2:

LOTS 5 AND 6 (EXCEPT THE SOUTH 10 FEET OF SAID LOTS) ALSO THE EAST ½ OF VACATED NORTH-SOUTH 15 FOOT WIDE ALLEY LYING WEST AND ADJOINING LOT 6 (EXCEPT SOUTH 10 FEET) ALSO THE SOUTH ½ OF VACATED HILL STREET LYING NORTH AND ADJOINING SAID LOTS 5 AND 6 AND SAID EAST ½ OF VACATED NORTH-SOUTH 15 FOOT WIDE ALLEY ALL IN BLOCK 12 IN JOHNSTON, ROBERTS AND STORR'S ADDITION TO CHICAGO IN SECTION 4, TOWNSHIP 39 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

PINS:

17-04-415-024-0000

17-04-415-023-0000

COMMON ADDRESS:

363 West Hill Street, Chicago, Illinois 60610

NEAL & LEROY, LLC

203 North LaSalle Street, Suite 2300 | Chicago, Illinois 60601-1243 | telephone 312.641.7144 | facsimile 312.641.5137 | www.nealandleroy.com

Terrance L. Diamond
Attorney at Law

July 30, 2010

VIA E-MAIL AND HAND DELIVERY

Douglas E. Wambach (dwambach@burkelaw.com)
Burke, Warren, MacKay & Serritella, PC
330 N. Wabash Avenue, 22nd Floor
Chicago, Illinois 60611-3607

Celeste Sullivan
Chicago Board of Education
Risk Management Department
125 S. Clark Street 14th Floor
Chicago, Illinois 60603

Re: Byrd Elementary School Second Amended Right of Entry

Dear Doug and Celeste:

Enclosed is a fully executed Second Amended Right of Entry Agreement ("ROE2") between the Catholic Bishop of Chicago ("CBC") and the Board of Education ("BOE") dated July 30, 2010. ROE2 will allow CBC to make Capital Improvements to Byrd School pending the execution of the 99 year Ground Lease and Sublease. ROE2 will terminate on August 31, 2010, CBC's completion of the work or, closing of the lease of the Property by BOE to the City and the sub-lease of the Property by the City to CBC, whichever comes first. I expect that the closing should take place before August 31, 2010. Otherwise, we may need to amend the ROE2 again.

Celeste, please confirm that you have all of the insurance certificates required under the ROE. Thank you.

Very truly yours,


Terry Diamond

TLD/mw
Enclosures

cc: Patricia Sheehy w/enclosure
Eileen Ryan w/enclosure
Sandi Thomas w/enclosure