

**COMMONWEALTH OF MASSACHUSETTS
PROBATE AND FAMILY COURT DEPARTMENT**

ESSEX, ss.

Docket No. ES09E0094QC

ALEXANDER B.C. MULHOLLAND, JR.,)
PETER FOOTE, DONALD WHISTON,)
JAMES FOLEY, ELIZABETH KILCOYNE,)
PATRICK J. MCNALLY, AND INGRID)
MILES AS THEY ARE THE FEOFFEEES OF)
THE GRAMMAR SCHOOL IN THE TOWN)
OF IPSWICH)

Plaintiffs, /

v.

ATTORNEY GENERAL OF THE)
COMMONWEALTH OF MASSACHUSETTS,)
IPSWICH SCHOOL COMMITTEE, and)
RICHARD KORB, as he is Superintendent of)
Schools in the Town of Ipswich,)

Defendants.

**REPLY OF THE FEOFFEEES OF THE GRAMMAR SCHOOL IN THE TOWN OF
IPSWICH TO THE COUNTERCLAIM OF IPSWICH SCHOOL COMMITTEE AND
RICHARD KORB, SUPERINTENDENT OF SCHOOLS**

NOW come the Feoffees of the Grammar School in the Town of Ipswich ("Feoffees") and reply to the Counterclaim of the Defendants Ipswich School Committee and Richard Korb, Superintendent of Schools, as follows:

Responding to each and every paragraph of the Counterclaim, the Feoffees say:

1. No allegations of fact appear in Paragraph 1 and no answer thereto is required.
2. Admitted that the counterclaimants seek an order pertaining to the governance and structure of the Trust; denied that any such order is necessary or proper.
3. Admitted.
4. Admitted as to allegations pertaining to the Feoffees; otherwise, denied.

5. To the extent Paragraph 5 contains allegations of fact, denied.

6. Denied.

7. Denied.

8. Denied.

9. Admitted that the Feoffees have organized a limited liability company to deal with certain matters pertaining to the common wastewater system which services the one hundred sixty-seven cottages at Little Neck; otherwise, denied.

10. Denied.

11. Admitted that the governance and structure of the Trust has been a subject of discussion and that the Feoffees and their counsel have discussed same; otherwise, denied.

12. Admitted that the counterclaimants' proposal is attached as Exhibit A of the counterclaim and that a proposed order is attached as Exhibit B; denied that the proposed order is necessary or proper.

13. The Feoffees are without knowledge or information sufficient to form a belief as to the truth of the allegation of "support" for the proposed order; denied that the proposed order is necessary or proper.

By way of affirmative defenses, the Feoffees say:

1. Recovery is barred by the statute of limitations.

2. Recovery is barred by the statute of frauds.

3. The counterclaimants cannot recover by reason of laches.

4. The counterclaimants cannot recover by reason of waiver.

5. The counterclaimants cannot recover by reason of estoppel.

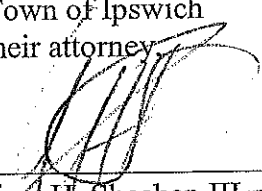
6. The counterclaimants cannot recover by reason of res judicata.

7. All actions of the Feoffees have been ratified by the counterclaimants.
8. All actions of the Feoffees of which the counterclaimants now complain were undertaken after disclosure of same to the counterclaimants and with the counterclaimants' support and approval.
9. All actions of the Feoffees have been necessary.
10. All actions of the Feoffees have been consistent with the fiduciary obligation owed by them to the beneficiary of the Trust.
11. All actions of the Feoffees have been lawful.
12. All actions of the Feoffees have been justified.
13. All actions of the Feoffees have been privileged.

WHEREFORE, the Feoffees pray as follows:

1. That this Court dismiss the counterclaim with prejudice;
2. That this Court award to the Feoffees the attorneys' fees and costs incurred by them in the defense of the counterclaim; and
3. For such other relief as this Court deems meet and just.

Respectfully submitted,
Feoffees of the Grammar School in
the Town of Ipswich
By their attorney



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Dated: February 17, 2010

CERTIFICATE OF SERVICE

I, William H. Sheehan III counsel to the Plaintiffs hereby certify that on this 17th day of February 2010 I served a copy of the instant Reply of the Feoffees of the Grammar School in the Town of Ipswich to the Counterclaim of Ipswich School Committee and Richard Korb, Superintendent of Schools upon the following counsel of record via first class mail postage prepaid:

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