

Court of Common Pleas of Montgomery County Orphans' Court Division

COVER SHEET

1A. Does this matter already have an Orphans' Court number or Register of Wills number?

☐ NO ☒ YES

1B. Orphans' Court Number/Register of Wills Number

If Yes in box 1A, please fill in number as follows: YEARX####

58,788

2. NAME OF ESTATE/ENTITY (E.G.: NAME OF DECEDENT FOR DECEDENT'S ESTATE)

Friends of the Barnes Foundation, Evelyn Yaari, Sandra G. Bressler, et al. (see attached)

3. TYPE OF ESTATE/ENTITY

☐ DECEDENT'S ESTATE/TESTAMENTARY TRUST ☐ SETTLOR'S TRUST ☐ (ALLEGED) INCAPACITATED PERSON
☐ MINOR/MINOR'S ESTATE ☐ PRINCIPAL (POWER OF ATTORNEY) ☐ NON-PROFIT CORPORATION
☐ ADOPTION ☒ MISCELLANEOUS/MISCELLANEOUS SEALED

4. NAME OF FILING PARTY (NOT ATTORNEY FOR FILING PARTY)

Petitioners, Friends of the Barnes Foundation, Evelyn Yaari, Sandra Bressler, et al. (see attached)

5. FILING PARTY'S RELATIONSHIP TO ESTATE/ENTITY

Non-profit corporations and individuals interested in the preservation of the Barnes Art Collection.

6A. NAME OF ATTORNEY FOR FILING PARTY

Samuel C. Stretton, Esquire

6B. NAME OF ATTORNEY'S FIRM AND ADDRESS OF ATTORNEY (OR ADDRESS OF FILING PARTY, IF NOT REPRESENTED)

301 S. High Street

6C. PHONE NUMBER

(610) 696-4243

P.O. Box 3231

West Chester, PA 19381-3231

6D. FAX NUMBER

(610) 696-2919

6E. E-MAIL ADDRESS

s.stretton@verizon.net

7A. SUPREME COURT I.D. NUMBER OF ATTORNEY

18491

7B. DATE

May 18, 2011

8. To the Clerk of the Orphans' Court:

Kindly Enter My Appearance on behalf of the Filing Party Identified Above.

SIGNATURE OF ATTORNEY (OR IF UNREPRESENTED, SIGNATURE OF FILING PARTY)

9. If this filing responds to a prior filing (by another party) please insert the date and title of the prior filing, as well as the "suffix" number assigned to the prior filing. The "suffix" can be found in a column labeled "suffix" on the docket for the case. The suffix also appears on the label affixed to any filed document as the numbers after the decimal following the Orphans' Court Case Number for any case.

DATE OF PRIOR FILING:

DOCUMENT NUMBER OF PRIOR FILING, INCLUDING SUFFIX:

TITLE OF PRIOR FILING:

Barnes Foundation's Preliminary Objections

10. OTHER PARTIES: PLEASE ATTACH A SEPARATE SHEET LISTING THE NAME, ADDRESS AND TELEPHONE NUMBER FOR EACH UNREPRESENTED PARTY, AND THE NAME OF EACH REPRESENTED PARTY, TOGETHER WITH THE NAME ADDRESS AND TELEPHONE NUMBER OF THAT PARTY'S ATTORNEY OF RECORD.

11. PLEADING OR DOCUMENT FILED (PLEASE SELECT FROM LIST OF PLEADINGS AVAILABLE FROM THE CLERK OF THE ORPHANS' COURT OR AT <http://rwoc.montcopa.org/forms>)

Answer / Reply / Response

12. PLEASE SELECT YES FOR ONE (AND ONLY ONE) OF THE FOLLOWING FIVE TYPES OF FILINGS:

12A. Is a Citation requested?

☐ Yes

12B. Is a Rule Returnable attached requesting a return date and/or a hearing?

☐ Yes

12C. Is Notice required?
☐ Yes. Copy of Notice attached to filing. Date of Notice

12D. Consent.
☐ Yes. Consents/Joinders of all interested parties are attached.

12E. ☒ This is a responsive pleading which requires no notice, Citation or Rule.

Petitioners continued:

Hope Broker;

Richard Feigen;

Sidney Gecker;

Dr. Walter Herman;

Nancy Clearwater Herman;

Sue Hood;

Julia Bissell Leisenring;

Robert Marmon;

Toby Marmon;

Costa Rodriguez;

Barbara B. Rosin; and

Barnes Watch

10.) Other Parties:

Party: Commonwealth of Pennsylvania

Lawrence Barth, Esquire
Senior Deputy Attorney General
Commonwealth of Pennsylvania
Office of the Attorney General
Charitable Trusts & Organizations Section
21 South 12th Street, 3rd Floor
Philadelphia, PA 19107-3603
(215) 560-2981
Attorney for Commonwealth of Pennsylvania

Party: The Barnes Foundation

Ralph G. Wellington, Esquire
Schnader, Harrison, Segal & Lewis
1600 Market Street, Suite 3600
Philadelphia, PA 19103
(215) 751-2488
Attorney for the Barnes Foundation

Party: Richard R. Feudale, Esquire, Petitioner

Richard R. Feudale, Esquire
33 E. 3rd Street
P.O. Box 227
Mount Carmel, PA 17851-0227
(570) 339-2633

Party: Friends of the Barnes Foundation, Evelyn
Yaari, Sandra G. Bressler, Hope
Broker, Richard Feigen, Sidney Gecker, Dr.
Walter Herman, Nancy Clearwater Herman, Sue
Hood, Julia Bissell Leisenring, Robert Marmon,
Toby Marmon, Costa Rodriguez, Barbara B.
Rosin, Barnes Watch, Petitioners

Samuel C. Stretton, Esquire
301 South High Street
P.O. Box 3231
West Chester, PA 19381-3231
(610) 696-4243
Attorney for Petitioners, Friends of the Barnes,
et al.

SAMUEL C. STRETTON, ESQUIRE
301 SOUTH HIGH STREET
P.O. BOX 3231
WEST CHESTER, PA 19381-3231
ATTORNEY I.D. NO. 18491
(610) 696-4243

IN RE: THE BARNES FOUNDATION, : IN THE COURT OF COMMON PLEAS
A CORPORATION : MONTGOMERY COUNTY, PENNA.
: ORPHANS' COURT DIVISION
: NO. 58,788

ORDER

AND NOW, this day of , 2011,
it is hereby ORDERED that the Preliminary Objections of the
Barnes Foundation are DENIED.

BY THE COURT:

J.

SAMUEL C. STRETTON, ESQUIRE
301 SOUTH HIGH STREET
P.O. BOX 3231
WEST CHESTER, PA 19381-3231
ATTORNEY I.D. NO. 18491
(610) 696-4243

IN RE: THE BARNES FOUNDATION, : IN THE COURT OF COMMON PLEAS
A CORPORATION : MONTGOMERY COUNTY, PENNA.
: ORPHANS' COURT DIVISION
: NO. 58,788

ANSWER OF PETITIONERS TO THE PRELIMINARY OBJECTIONS
OF THE BARNES FOUNDATION

The Petitioners, Friends of the Barnes Foundation, Evelyn Yaari, Sandra G. Bressler, Hope Broker, Richard Feigen, Sidney Gecker, Dr. Walter Herman, Nancy Clearwater Herman, Sue Hood, Julia Bissell Leisenring, Robert Marmon, Toby Marmon, Costa Rodriguez, Barbara B. Rosin, Barnes Watch, by their counsel, Samuel C. Stretton, Esquire, respectfully answer the Preliminary Objections of the Barnes Foundation and respectfully request the Preliminary Objections be denied for the following reasons:

1. Admitted.
2. Admitted, but the allegations set forth in the Petition to Open are incorporated by reference. Petitioners allege in addition that some are neighbors, some are students, and the non-profit corporations all have an interest in maintaining the Barnes Foundation. Further, they are alleging standing on the basis of private Attorney General theory due to the conflict of the Attorney General. The Petitioners

incorporate by reference their Brief in Opposition to the Preliminary Objections.

3. Admitted the Petition seeks to open the matter. It was done on the basis that there was not adequate representation by the Attorney General and standing was not given to individuals who could have had standing under the private Attorney General theory. The Petitioners incorporate by reference their Brief in Opposition to the Preliminary Objections.

4. Denied as stated. The grounds for which the Petitioners seek to open the matter is set forth in their Petition to Open, which is incorporated by reference and their Brief in Opposition to the Preliminary Objections. The Petitioners primarily are seeking to open the matter since the matters were not fully litigated due to the lack of standing of Petitioners and other persons because of the Attorney General's role. The Attorney General of Pennsylvania failed to advise the Court of a conflict of interest, which would have resulted in the Attorney General's recusal and, as a result, the Petitioners and other persons were not given standing under a private Attorney General's theory. The Petitioners contend that if they could have presented evidence and if the Attorney General had acted appropriately and had presented evidence, the Attorney General could have demonstrated that there were adequate funds

to maintain the paintings and property in Lower Merion. Further, it would have demonstrated other means that revenue could have easily been raised. The balance of the allegation is a conclusion of law to which no answer is required. The Petitioners incorporate by reference their Brief.

6. Admitted the Barnes Foundation filed a Petition in 2002. The Petition speaks for itself and is incorporated by reference. The rest of the allegation is denied.

7. Admitted there was publicity about the move because many people were outraged and upset that the art collection was being moved and that the intention of Dr. Barnes was to be broken.

8. Admitted people sought to intervene. The record speaks for itself. The docket entries are incorporated by reference. The Honorable Stanley Ott denied standing to most people due to the representation of the Attorney General of the public. But, Judge Ott was not aware of the conflict.

9. Admitted this Honorable Court denied standing and the decision speaks for itself.

10. Admitted the Attorney General was automatically a party. The Attorney General should have disqualified himself and allowed others to fulfill that role since the Attorney General's Office had a conflict of interest, which was not

disclosed to Judge Ott. See Brief in Opposition to the Preliminary Objections, which is incorporated by reference.

11. Admitted there was vote by the Board of Trustees, but the record speaks for itself. Admitted that the Attorney General and Governor Fisher were present. What was not known was what the Attorney General stated on the tape in the movie, *The Art of the Steal*, which suggested misconduct by him in the form of coercion, and which demonstrated the Attorney General was involved in forcing the move. The balance of the allegations are denied.

12. Admitted that the Board of Lincoln voted. The docket entries and the Opinions are incorporated by reference. The balance of the allegations are denied. The Brief in Opposition to the Preliminary Objections is incorporated by reference.

13. Admitted that hearings were held before Judge Ott and witnesses and exhibits were presented. The trial and transcripts are incorporated by reference. Further, the Brief in Opposition to the Preliminary Objections is incorporated by reference.

a.) Denied as stated. Denied that there was full participation. The Amicus Curiae were not granted standing, but were allowed to participate only on a limited basis. It is denied that a full and complete participation

was allowed as if they had standing. Further, there was no right to appeal.

b.) Admitted the Attorney General participated, but the Attorney General's participation, as noted by Judge Ott was woefully inadequate, as criticized by Judge Ott. The Attorney General never during these hearings disclosed the conflict of interest and the direct involvement and coercive involvement by the Attorney General's Office in ensuring the transfer of the paintings of the Barnes Foundation to Philadelphia County. At a minimum, the Attorney General should have made full and complete disclosure to the Court during those proceedings in 2003 and 2004 and that was not done.

14. Admitted that the Court made a ruling, which is incorporated by reference.

15. Admitted that the students filed an appeal and the appeal was dismissed due to lack of standing.

16. Admitted that some of the present Petitioners filed a Petition to Reopen. The Petition speaks for itself.

17. Admitted.

18. Admitted. Admitted that the court dismissed the Petition due to lack of standing. The Court at that time was not aware of the Attorney General's gross conflict of interest, as discovered in the film, *The Art of the Steal*.

19. Denied. It is denied the Attorney General has continued exercise oversight and authority. The Attorney General cannot because of the Attorney General's conflict of interest. The conflict of interest precludes such involvement. The Brief of Petitioners in Opposition to the Preliminary Objections is incorporated by reference.

I. Lack of Jurisdiction and Demurrer

20. The Petitioners incorporate by reference their answers to paragraphs one through nineteen.

21. The Petitioners seek to reopen the proceedings due to the conflict of interest and failure to fully and completely make a record. See attached Brief in Opposition to the Preliminary Objections.

22. Denied. The allegation is a conclusion of law to which no answer is required. Petitioners' Brief is incorporated by reference.

23. Admitted some of the Petitioners have been denied standing in the past. The court record speaks for itself. But the Petitioners never presented the theory of a private Attorney General and no one was aware of the extent of the Attorney General's conflict of interest in these matters. See Brief in Opposition to the Preliminary Objections.

WHEREFORE, the Petitioners respectfully request that the Preliminary Objections be denied.

II. Lack of Jurisdiction and No Standing

24. Petitioners incorporate their answers to paragraphs one through twenty three.

25. Denied that the Petitioners have no legal basis to intervene. In fact, the Petitioners do have a legal basis under the private Attorney General theory, as well as their direct involvement. (See Petitioners' Brief in Opposition to the Preliminary Objections, which is incorporated by reference).

a.) Denied. This a conclusion of law to which no answer is required. But, the Petitioners incorporate by reference their Brief.

b.) This is a conclusion of law to which no answer is required. But, the Petitioners incorporate by reference their Brief and would point out the Attorney General had a gross conflict of interest and could not fulfill his duties and did not fulfill his duties.

c.) Denied. The Petitioners have not delayed seven years. The Petitioners have actively participated in these matters and raised timely objections. The Petitioners, once they became fully aware of the extent of the Attorney General's conflict of interest, then filed the present Petition to Reopen. The information was not known previously. Further, the Attorney General had an obligation to disclose of record the conflict in a timely

fashion. Law is practiced by what is said in the Courtroom, not what might have been published in a newspaper article in 2005 or some other time. The conflict of interest was gross and the lack of disclosure highlights the failure of the Attorney General's Office to handle this matter properly. The Petitioners incorporate by reference their Brief.

d.) Denied that there is prejudice. There is prejudice in that the Attorney General did not properly represent the public. The Petitioners should be allowed to proceed on a private Attorney General theory. There was no prejudice to the Respondent, Barnes Foundation. The Barnes Foundation should be attempting to enforce what Dr. Barnes wanted and not go contrary to his interest. The Petitioners are asking for standing and a new hearing to make a full and complete record.

WHEREFORE, the Petitioners, Friends of the Barnes Foundation, Evelyn Yaari, Sandra G. Bressler, Hope Broker, Richard Feigen, Sidney Gecker, Dr. Walter Herman, Nancy Clearwater Herman, Sue Hood, Julia Bissell Leisenring, Robert Marmon, Toby Marmon, Costa Rodriguez, Barbara B. Rosin, Barnes Watch, by their counsel, Samuel C. Stretton, Esquire, respectfully request this Honorable Court deny the Preliminary Objections.

III. Lack of Standing

26. Petitioners incorporate by reference their answers to paragraphs one through twenty-five.

27. Denied the Petitioners lack standing. This is a legal conclusion to which no answer is required. The Brief of the Petitioners is incorporated by reference.

28. Denied. This is a legal conclusion to which no answer is required. The Brief of the Petitioners is incorporated by reference.

29. Denied as stated. This is a legal conclusion to which no answer is required. The Brief of the Petitioners is incorporated by reference. Admitted this is a unique case because the Attorney General did not disclose the conflict.

30. Denied. This is a legal conclusion to which no answer is required. The Petitioners incorporate by reference their Brief in answer to the legal conclusions listed in paragraph 30.

31. Denied. This is a legal conclusion. There is no res judicata or stare decisis. The parties were not the same. This Honorable Court was not aware of the extent of the misconduct of the Attorney General in terms of conflict of interest, which was not revealed. The theory of private Attorney General was never properly presented to this Honorable Court. The Appellate Courts of Pennsylvania were not presented with the private Attorney General theory or the conflict of the Attorney General.

Due to the failure of the Attorney General and perhaps the Barnes Foundation to make such a revelation, the prior decisions would not be binding. The Petitioners incorporate by reference in the answer to paragraph 31, the Brief in Opposition was filed.

32. Denied. The Petitioners have alleged sufficient facts. The Petitioners incorporate by reference their Brief. They have alleged specific interest in terms of neighbors, students, and active involvement over the years in maintaining the art collection, and further have alleged the private Attorney General theory. (See Petitioners' Brief in Opposition).

33. Denied as stated. This is a conclusion of law to which no answer is required. The Petitioners incorporate by reference their Brief and also would point out the private Attorney General theory. (See Petitioners' Brief, which is incorporated by reference).

34. Denied. This is a conclusion of law to which no answer is required. But the Petitioners would incorporate by reference their Brief. Further, the Petitioners would point out that in prior litigation, the Court was not aware of the conflict of interest of the Attorney General.

35. Denied. This is a conclusion of law and the Petitioners would incorporate by reference their Brief, but also

point out the private Attorney General theory and the conflict of interest of the Attorney General that was not revealed.

36. Denied. This is a legal conclusion to which no answer is required. The Petitioners' Brief is incorporated by reference.

37. Denied. This is a conclusion of law to which no answer is required. The Petitioners' Brief is incorporated by reference.

WHEREFORE, the Petitioners, Friends of the Barnes Foundation, Evelyn Yaari, Sandra G. Bressler, Hope Broker, Richard Feigen, Sidney Gecker, Dr. Walter Herman, Nancy Clearwater Herman, Sue Hood, Julia Bissell Leisenring, Robert Marmon, Toby Marmon, Costa Rodriguez, Barbara B. Rosin, Barnes Watch, by their counsel, Samuel C. Stretton, Esquire, respectfully request this Honorable Court dismiss the Preliminary Objections.

IV. Issues Already Decided

38. The Petitioners incorporate by reference their Answers to paragraphs one to thirty-seven.

39. Denied that the Court's rulings in the past forecloses the present Petition. In the past, the Court was not advised of the conflict of interest of the Attorney General. The Attorney General's job was to protect the public's interest. The Court even noted the failure of the Attorney General to do so.

Therefore, there cannot be res judicata when a key participant, the Attorney General, and indirectly or perhaps directly, the Barnes Foundation, never revealed to the Court the Attorney General's coercive role in bringing about the changes of where the Barnes paintings could be moved. The Attorney General was not a disinterested protector of the public's interest, but was an active participant prior to trial with a gross conflict of interest and this was not revealed. Further, the parties were not the same in the previous litigation since they had no standing. (See Brief in Opposition, which is incorporated by reference).

40. The Petitioners seek to reopen the record where there was not proper standing and the Attorney General's conflict precluded the Attorney General from doing its job. The Petitioners' Brief is incorporated by reference.

41. Denied that the Attorney General acted as parens patriae. In fact, the Attorney General did not fulfill its role, as noted by Judge Ott in an earlier Opinion. The Attorney General had a conflict of interest that was not revealed, which precluded the Attorney General from doing its job. The Petitioners' Brief is incorporated by reference.

WHEREFORE, the Petitioners, Friends of the Barnes Foundation, Evelyn Yaari, Sandra G. Bressler, Hope Broker, Richard Feigen, Sidney Gecker, Dr. Walter Herman, Nancy

Clearwater Herman, Sue Hood, Julia Bissell Leisenring, Robert Marmon, Toby Marmon, Costa Rodriguez, Barbara B. Rosin, Barnes Watch, by their counsel, Samuel C. Stretton, Esquire, respectfully request the Preliminary Objections be denied.

V. Petitions Are Foreclosed by Rule 7.1

42. The Petitioners incorporate by reference paragraphs one through forty-one.

43. Admitted that the Orphans' Court Rule is quoted properly.

44. Denied. Rule 7.1 would not be applicable under the circumstances here since new information that was not known in 2004 was discovered, i.e., the gross conflict of interest of the Attorney General. There has to be an explanation to this Honorable Court why the Attorney General and Barnes Foundation did not reveal this during those proceedings. As a result of the gross conflict of interest where the Attorney General could not perform its duties, this Petition is appropriate and not barred by rule 7.1. (See Petitioners' Brief in Opposition).

WHEREFORE, the Petitioners, Friends of the Barnes Foundation, Evelyn Yaari, Sandra G. Bressler, Hope Broker, Richard Feigen, Sidney Gecker, Dr. Walter Herman, Nancy Clearwater Herman, Sue Hood, Julia Bissell Leisenring, Robert Marmon, Toby Marmon, Costa Rodriguez, Barbara B. Rosin, Barnes

Watch, by their counsel, Samuel C. Stretton, Esquire,
respectfully request the Preliminary Objections be dismissed.

VI. Laches

45. The Petitioners incorporate by reference their answers to paragraphs one through forty-four.

46. Denied as stated. This is a legal conclusion to which no answer is required.

47. Denied as stated. The Petitioners certainly seek to reopen based on the failure of the Attorney General and the Barnes Foundation to reveal the conflict of interest. Also, as a result, there was a failure to make a full and complete record. A record will be made as to why the Chester County property should have been sold, evidence will be presented on that particular issue, as to why the paintings could remain in Lower Merion and the basis of the revenue to do so. None of this was explored. Further, the parties were not the same since they were denied standing. The Petitioners' Brief is incorporated by reference.

48. Denied as stated. Such is a conclusion of law. The Respondent keeps referring to a newspaper article in 2005. Newspaper articles are not part of court proceedings. There must be disclosures in open court. Further, the newspaper articles did not reveal what the Attorney General said in the film, which is coercive conduct by the Attorney General, which

would be an absolute basis for his disqualification. The Petitioners' Brief in Opposition is incorporated by reference.

a.) Denied.

b.) Denied.

c.) Denied.

d.) Denied.

The newspaper articles did not reveal the extent of the Attorney General's misconduct. It would be a sad day if a conflict of interest would be allowed because somewhere in some newspaper article they were mentioned, but totally ignored by the person with the conflict during the proceedings. The Attorney General had the obligation to make full disclosure and did not.

49. Denied that this Petition seeks to burden the Court and the Foundation. This is very serious and new information about the Attorney General's coercive role and the failure to disclose and the conflict. It is very serious when an Attorney General has an obligation to fully litigate a matter and doesn't do so, and now the reason is known. The Petitioners' Brief is incorporated by reference.

50. Denied that there is any prejudice. There will be no irreparable harm. In fact, it would be in everyone's interest for the paintings to remain where they are. But there would be irreparable harm if the paintings were removed when there was

not a full and complete hearing and the Attorney General failed in their responsibilities.

WHEREFORE, the Petitioners, Friends of the Barnes Foundation, Evelyn Yaari, Sandra G. Bressler, Hope Broker, Richard Feigen, Sidney Gecker, Dr. Walter Herman, Nancy Clearwater Herman, Sue Hood, Julia Bissell Leisenring, Robert Marmon, Toby Marmon, Costa Rodriguez, Barbara B. Rosin, Barnes Watch, by their counsel, Samuel C. Stretton, Esquire, ask that the Preliminary Objections be denied.

VII. Motion to Strike Scandalous Matters

51. The Petitioners incorporate their answers to paragraphs one through fifty.

52. Denied that the allegations are scandalous. Such is a legal conclusion and is denied. The Petitioners incorporate by reference their Brief.

53. Denied as stated. It appears that the \$107 million appropriation for the capital project was not properly brought to the Court's attention during the earlier hearings. The record is far more involved than that. The record involves the failure to have someone to adequately represent the interest of the public, which the Attorney General could not do because of the conflict. (See attached Brief).

54. Denied as stated. The record speaks for itself, but the Respondents should have made disclosure of this capital

improvement. If it had been disclosed, there could have been issues raised as to the timing of this. Also, issues could have been explored as to why an allotment could not have been made for operating expenses.

55. Denied as stated. Proof will be demanded at trial, but it does appear that the \$107 million was for a capital improvement, but that fact was not fully revealed to the Court in the 2003 and 2004 hearings.

56. Denied as stated. Such is a legal conclusion. But, the Court should have been aware of this and it was not fully disclosed. The Petitioners' Brief is incorporated by reference.

57. Admitted the funds could not be used for operating expenses, but sufficient monies were set aside for capital improvements. This was not timely revealed. If it had been, this could have been explored in great detail, including perhaps seeking to have funds for expenditures and/or maintaining the property and the paintings where they are. Further, the timing of the appropriation could have been explored.

58. Denied as stated. The Petitioners did not know whether that is correct or not correct. The point would be that this should have been fully revealed during the earlier hearings and apparently was not.

59. Denied as stated. The Petitioners do not know if that is a correct statement of the debt limit or not. They would demand proof at trial.

60. Denied as stated. The Petitioners do not know the exact mechanism for using a Capital Budget Act, but the Petitioners contend all of this should have been revealed since it could have explored before the Court in 2003 and 2004. See Petitioners' Brief, which is incorporated by reference.

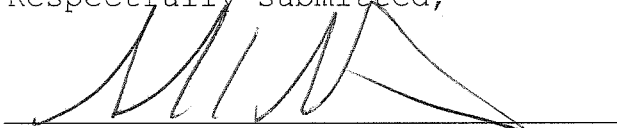
61. Denied as stated. The Petitioners do not have personal knowledge as to what was approved as set forth in that paragraph. The Petitioners point is that there were other sources of funding. There was funding in terms of increasing ticket prices, increasing parking revenue, potentially selling the Chester County property, among other issues which will be fully explored in any new hearing. The Petitioners also allege that the Court should have been aware of the appropriation of \$107 million for the capital improvement. This could have been explored and perhaps there could have been discussions of repackaging this in another fashion instead of just purely for capital improvements in Philadelphia County. But none of this was explored before the Court because of the conflicts of the Attorney General. (See Petitioners' Brief, which is incorporated by reference.)

62. Denied as stated. The point is not what was raised, but the fact that this was included should have been presented to Judge Ott for his consideration.

63. Denied. The Petitioners did not know what the Respondents were aware of, but since the Respondents were working closely with the Governor and Attorney General, it would be assumed that they would be aware and would have requested this appropriation. See attached Brief.

WHEREFORE, the Petitioners, Friends of the Barnes Foundation, Evelyn Yaari, Sandra G. Bressler, Hope Broker, Richard Feigen, Sidney Gecker, Dr. Walter Herman, Nancy Clearwater Herman, Sue Hood, Julia Bissell Leisenring, Robert Marmon, Toby Marmon, Costa Rodriguez, Barbara B. Rosin, Barnes Watch, by their counsel, Samuel C. Stretton, Esquire, respectfully request this Honorable Court deny the request to strike and deny any attorney's fees and costs.

Respectfully submitted,



Samuel C. Stretton, Esquire
Attorney for Petitioners
301 South High Street
P.O. Box 3231
West Chester, PA 19381-3231
(610) 696-4243
Attorney I.D. No. 18491

VERIFICATION

I, Evelyn Yaari, hereby verify that the facts set forth in the attached Answers to Preliminary Objections of the Barnes Foundation in the captioned matter are true and correct to the best of my knowledge, information and belief. I understand that false statements made herein are subject to the penalties of 18 Pa. C.S.A. Section 4904 relating to unsworn falsification to authorities.

Date:

5/17/11

Evelyn Yaari


Evelyn Yaari

VERIFICATION

I, Sandra G. Bressler, hereby verify that the facts set forth in the attached Answers to Preliminary Objections of the Barnes Foundation in the captioned matter are true and correct to the best of my knowledge, information and belief. I understand that false statements made herein are subject to the penalties of 18 Pa. C.S.A. Section 4904 relating to unsworn falsification to authorities.

Date:

5.17.2011



Sandra G. Bressler

SAMUEL C. STRETTON, ESQUIRE
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WEST CHESTER, PA 19381-3231
ATTORNEY I.D. NO. 18491
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IN RE: THE BARNES FOUNDATION, : IN THE COURT OF COMMON PLEAS
A CORPORATION : MONTGOMERY COUNTY, PENNA.
: ORPHANS' COURT DIVISION
: NO. 58,788

CERTIFICATE OF SERVICE

I hereby certify I am this date serving a copy of
Petitioners' Answer to Preliminary Objections of the Barnes
Foundation in the captioned matter upon the following persons in
the manner indicated below.

Service by First Class Mail addressed as follows:

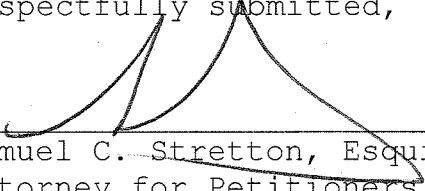
1. Honorable Stanley R. Ott
Montgomery County Courthouse
P.O. Box 311
Norristown, PA 19404-0311
2. Lawrence Barth, Esquire
Senior Deputy Attorney General
Commonwealth of Pennsylvania
Office of the Attorney General
Charitable Trusts & Organizations Section
21 South 12th Street, 3rd Floor
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3. Ralph G. Wellington, Esquire
Schnader, Harrison, Segal & Lewis
1600 Market Street, Suite 3600
Philadelphia, PA 19103
4. Richard R. Feudale, Esquire
33 E. 3rd Street
P.O. Box 227
Mount Carmel, PA 17851-0227

5. Eveyln Yaari
35 Overhill Road
Bala Cynwyd, Pennsylvania 19004

Respectfully submitted,

5/18/11

Date



Samuel C. Stretton, Esquire
Attorney for Petitioners
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610-696-4243
Attorney I.D. No. 18491