

EXHIBIT

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VIA CERTIFIED, E-MAIL AND
FACSIMILE

November 9, 2007

Attorney Elizabeth R. Corbo
Kopelman and Paige, P.C.
101 Arch Street
Boston, MA 02110

Re: Wareham Library Trustees, Inc. vs. Town of Wareham
USDC of Massachusetts, Docket No. 07-CV-11807

Dear Ms. Corbo:

I write in reference to your certified letter to me dated October 30, 2007 regarding "Counterclaims" asserted against the Wareham Library Foundation, and your request that I accept service. You indicate that you will move for costs and attorney's fees in the event that I decline your request "without good reason." I am advised that you are sending out similar letters to many (all?) of the Foundation and Friends Board members. You have upset many of these good, civic minded volunteers by your highly unusual and aggressive action on behalf of your Board of Selectmen clients.

I also note the strong accusatory statements and positions that you have expressed in your past correspondence to me (with copy to Attorney Peter Montgomery) on the subject of the ongoing dispute between the Wareham Free Library Board of Trustees and the Board of Selectmen.

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I will discuss the requested acceptance of service with my clients (the Trustees) and advise you of their position on this before the end of this month. At this point, take note that I represent only the Trustees in the lawsuit, although it appears you are trying to broaden the litigation by bringing in third parties without leave of court. That effort, while unnecessary for any legitimate litigation purpose, will serve to substantially increase all parties' legal fees and expenses.

Importantly, I also express my concern regarding statements made by you in your October 11, 2007 letter addressed to Attorney Montgomery, with copies to me and to the Board of Selectmen. In that letter, you state that the transfer of monies from the Trustees to the Wareham Library Foundation "gives the appearance of money laundering." You further refer to the Trustees' action as a "grand scheme." Both remarks carry an inference of criminal conduct by the Trustees, particularly in light of other remarks you have written in past months.

This invective, and other statements in your letters including threats of a request for investigation by the Attorney General's office and the District Attorney, have resulted in others' published suggestions that the Trustees could be subject to criminal indictment for their actions in conducting the business and financial affairs of the Wareham Free Library Inc. Aside from ethical and moral issues in your making such scurrilous accusations against respected, professional and responsible private citizens working for the benefit of the Town library, there is a legitimate concern that personal and professional reputations have been profoundly damaged by your statements on behalf of the Board of Selectmen. I would be pleased to send you personal background information regarding the Trustees against whom you have counterclaimed. They simply do not deserve this treatment. Accusations of misappropriation and conversion of what you characterize as "public funds," are both wrong and without basis, even if the Trustees are to be considered public figures.

In further reference to your October 11 letter, you decline my suggestion to Attorney Montgomery that the parties have a temporary understanding that the Board of Selectmen refrain from unilaterally appointing replacement Trustees while the federal litigation is pending, or at least for a six month period. Such an interim accord would allow the parties time to attempt to work on a solution to this public-private problem. It is obvious that there is a need for discussion that could lead to special legislation or other form of definitive agreement whereby the Trustees and the Board of Selectmen would enact a plan that would eliminate the legal complexities that evolved after the failed attempt in the 1980's and 1990's to effectuate a transition from the private operation of the Wareham Free Library Inc. to another form of process that will serve the public good.

The solution is *not* the preemptive scorched earth action that you have taken to take funds from an entity (Wareham Free Library, Inc.) that has existed for over one hundred (100) years. A dictated Board of Selectmen usurpation of Trustee held funds is not legal, nor is it in any way

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authorized by Town by-laws or State law. In fact, a Town takeover of Trustee Funds would raise serious constitutional issues. And now your tactic is to include in the suit two volunteer civic organizations that were created to support the library—the Foundation and the Friends. What is your purpose in doing this? How can this promote any legitimate Town purpose in operating an effective and quality library operation?

Other instances in your letters reflect a lack of proper attitude that one should expect of Town Counsel's opinions to its client acting in good faith. I will leave it to others to judge the tone of your correspondence on this matter since July.

In conclusion, if the communication between you and me detracts from our respective abilities to represent our clients effectively, I suggest that we include Attorney Montgomery and Attorney Len Kopelman from your office in our communications in the future. In earlier years, Attorney Kopelman and I had respectful and effective communication when I served as municipal counsel in the City of New Bedford and several area towns.

I ask that Attorney Kopelman take note of this letter and its contents with a view toward our meeting to see if the Library issues can be addressed without more complication, time, energy and expense by all involved, including the Town of Wareham as your client. We have already sent the requested financial records to Attorney Montgomery, and I trust that he provided you with copies. As to remaining issues, mediation may be helpful.

I look forward to hearing from Attorney Kopelman.

Very truly yours,



PHILIP N. BEAUREGARD

PNB/ss

cc: Peter Montgomery, Esq.