

FIRST SEPARATE DEFENSE

The Complaint herein fails to state a claim upon which relief can be granted.

SECOND SEPARATE DEFENSE

Plaintiff=s claims are barred by the Statute of Frauds.

THIRD SEPARATE DEFENSE

Plaintiff=s claims are barred by the Doctrine of Waiver.

FOURTH SEPARATE DEFENSE

Plaintiff=s claims are barred by the Doctrine of Estoppel.

FIFTH SEPARATE DEFENSE

Plaintiff=s claims are barred by its unclean hands.

SIXTH SEPARATE DEFENSE

Assuming that a contractual relationship exists between the plaintiff and these defendants, which is denied, plaintiff has failed to perform the obligations imposed upon it. Therefore, plaintiff is not entitled to the relief asserted herein.

SEVENTH SEPARATE DEFENSE

If plaintiff is asserting a contractual claim, the Complaint must be dismissed by reason of the failure of consideration.

EIGHTH SEPARATE DEFENSE

Plaintiff assumed the risk of damages which it alleges were sustained.

NINTH SEPARATE DEFENSE

The plaintiff has been negligent in its discharge of its duties to the defendants herein and accordingly, the Complaint must be dismissed.

TENTH SEPARATE DEFENSE

Plaintiff has intentionally, willfully and maliciously instituted the within action for the purpose of coercing and compelling some monetary settlement to which plaintiff is not entitled. Accordingly, this Complaint constitutes malicious abuse of process, which must be dismissed.

ELEVENTH SEPARATE DEFENSE

As far as the Complaint herein seeks damages, the Complaint must be dismissed in that the plaintiff has sustained no damages.

TWELFTH SEPARATE DEFENSE

The Complaint herein is barred by the Doctrine of Promissory Estoppel.

THIRTEENTH SEPARATE DEFENSE

Defendants are in no way contractually bound or liable to the plaintiff herein with reference to or pertaining to the subject matter of the Complaint herein.

FOURTEENTH SEPARATE DEFENSE

Plaintiff=s Complaint is frivolous and accordingly defendants reserve the right to move to dismiss and seek counsel fees and costs at the conclusion of this case pursuant to statute.

FIFTEENTH SEPARATE DEFENSE

Defendants incorporate by reference all the allegations contained in the Counterclaim to the extent that same may be considered a defense to the allegations as contained in the Complaint.

SIXTEENTH SEPARATE DEFENSE

Plaintiff=s claims are barred by its own fraud.

SEVENTEENTH SEPARATE DEFENSE

Plaintiff=s claims are barred by the fact that it violated the Consumer Fraud Act.

EIGHTEENTH SEPARATE DEFENSE

Plaintiff=s claims are barred by the Doctrine of Equitable Fraud.