

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

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PEOPLE OF THE STATE OF NEW YORK, :
BY LETITIA JAMES, ATTORNEY GENERAL : Index No. 451625/2020
OF THE STATE OF NEW YORK, :

Plaintiff, : Hon. Joel M. Cohen
: IAS Part 3
v. :

THE NATIONAL RIFLE ASSOCIATION OF :
AMERICA, INC., WAYNE LAPIERRE, :
WILSON PHILLIPS, JOHN FRAZER, and :
JOSHUA POWELL, :

Defendants. :
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**VERIFIED ANSWER
OF DEFENDANT
WAYNE LAPIERRE**

As and for his Verified Answer to the complaint filed by Plaintiff People of the State of New York, by Letitia James, Attorney General of the State of New York ("Plaintiff") on August 6, 2020, and amended on August 10, 2020 (NYSCEF Doc. Nos. 1 and 11) (the "Complaint"), Defendant Wayne LaPierre ("Mr. LaPierre"), by his attorney, P. Kent Correll, pleads as follows:¹

¹ As a threshold matter, Mr. LaPierre objects to the caption of the Complaint on the grounds that this action is "[a]n action brought in behalf of the people," within the meaning of CPLR 1301, but the action has not been "brought in the name of the state," as required by CPLR § 1301. See N.Y. CPLR 1301 ("An action brought in behalf of the people ... shall be brought in the name of the state.") and PRACTICE COMMENTARIES, LEGISLATIVE STUDIES AND REPORTS ("The Third Report to the Legislature states that this section is the same as § 1202 of the civil practice act except that '*the state*' has been substituted for '*the people of the state*' as the named party. Cf. § 201. Official Reports to Legislature for this section: 3rd Report Leg.Doc. (1959) No. 17, p. 389.") (emphasis added); *New York ex rel. Boardman v Natl. R.R. Passenger Corp.*, 233 F.R.D. 259, 265 (N.D.N.Y. 2006) ("Although New York's general statutory scheme is for the Attorney General to prosecute lawsuits,... *the case has to be prosecuted in the name of the State of New York*. N.Y. Exec. Law § 63; N.Y.C.P.L.R. § 1301 (1962) ('An action brought on behalf of the people ... shall be in the name of the state'). By virtue of N.Y.C.P.L.R. § 1301, the People of the State of New York are only nominally the plaintiff ... in a civil proceeding and the true actors for any litigation are the agencies functioning within their "zone of interest" and authority'; "[t]he 'state' is to be the named party in a civil action or proceeding brought on behalf of the people") (footnotes and citations omitted; emphasis added). Mr. LaPierre further objects to the caption on the Complaint on the grounds that, to the extent that Plaintiff purports to bring this action derivatively on behalf of the National Rifle Association of America and/or its members, or on behalf of alleged "whistleblowers", Plaintiff has failed to comply with CPLR § 1302 in that the title of the action does not show "that the action is so brought". In addition, Mr. LaPierre denies that "The National Rifle Association of America, Inc.", named in the

1. Mr. LaPierre denies the allegations set forth in paragraph 1 of the Complaint, except admits that the National Rifle Association of America has operated as a New York not-for-profit corporation for 149 years.

2. Mr. LaPierre denies the allegations set forth in paragraph 2 of the Complaint, except admits that he has served as the chief executive officer of the National Rifle Association of America for nearly three decades and that the National Rifle Association of America reported a reduction in unrestricted net assets during the period 2015 to 2018.

3. Mr. LaPierre denies the allegations set forth in paragraph 3 of the Complaint, except admits that, in his role as Executive Vice President of the National Rifle Association of America, he has significant discretion and authority in hiring, promoting, retaining National Rifle Association of America employees, and in contracting with vendors.

4. Mr. LaPierre denies the allegations set forth in paragraph 4 of the Complaint, except admits that he entrusted senior executives Wilson "Woody" Phillips, Joshua Powell, and John Frazer with substantial authority for managing and administering the National Rifle Association of America's charitable assets and bearing responsibility for the National Rifle Association of America's legal compliance.

5. Mr. LaPierre denies the allegations set forth in paragraph 5 of the Complaint.

caption as the lead Defendant and referred to repeatedly throughout the Complaint, actually exists, and objects to the use of the name "The National Rifle Association of America, Inc." in the Complaint on the grounds that it is fictitious, creates confusion, and has made it difficult to respond to the Complaint. Finally, Mr. LaPierre denies each and every statement, allegation, averment and contention in the Complaint, including, without limitation those set forth in the caption, table of contents, headings and "Prayer for Relief", except those expressly and unequivocally stated to be admitted.

6. Mr. LaPierre denies the allegations set forth in paragraph 6 of the Complaint, except admits that Powell received pay increases and that Powell was fired for falsifying his travel expenses.

7. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 7 of the Complaint, except admits that Frazer is the National Rifle Association of America's General Counsel and that he also serves as the corporation's Secretary.

8. Mr. LaPierre denies the allegations set forth in paragraph 8 of the Complaint, except admits that, in the last five years, he and his family have visited the Bahamas on several occasions and that, on some of those trips, he and his family members stayed on a boat.

9. Mr. LaPierre denies the allegations set forth in paragraph 9 of the Complaint insofar as they relate to him and lacks knowledge or information sufficient to form a belief as to the truth of the rest of the allegations set forth in that paragraph.

10. Mr. LaPierre denies the allegations set forth in paragraph 10 of the Complaint, except admits that, in 2018, certain members of the National Rifle Association of America's financial staff raised concerns with the Audit Committee of the National Rifle Association of America and complained about Powell's practices and behavior, which he (Mr. LaPierre), described as "abusive."

11. Mr. LaPierre denies the allegations set forth in paragraph 11 of the Complaint insofar as they relate to him and lacks knowledge or information sufficient to form a belief as to the truth of the rest of the allegations set forth therein.

12. Mr. LaPierre denies the allegations set forth in paragraph 12 of the Complaint insofar as they relate to him and lacks knowledge or information sufficient to form a belief as to the truth of the rest of the allegations set forth therein, except admits that the Attorney General is seeking dissolution of the National Rifle Association of America.

13. Mr. LaPierre denies the allegations set forth in paragraph 13 of the Complaint, except admits that the Attorney General seeks certain relief in the Complaint, which is a pleading that speaks for itself and is the best evidence of its content.

14. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 14 of the Complaint.

15. Mr. LaPierre denies the allegations set forth in paragraph 15 of the Complaint, except admits that the “National Rifle Association of America” is a not-for-profit corporation organized under the laws of the State of New York in 1871 and that the National Rifle Association of America has members and engages in fundraising throughout the United States, including in New York, where it is registered with the Charities Bureau of the Office of the Attorney General to conduct business and solicit donations.

16. Mr. LaPierre denies the allegations set forth in paragraph 16 of the Complaint, except admits that the National Rifle Association of America’s principal place of business is at 11250 Waples Mill Road, Fairfax, Virginia 22030, and that the National Rifle Association of America is recognized as tax-exempt under Section 501(c)(4) of the Internal Revenue Code.

17. Mr. LaPierre denies the allegations set forth in paragraph 17 of the Complaint, except admits that the National Rifle Association of America’s bylaws contain some of the language quoted in that paragraph.

18. Mr. LaPierre denies the allegations set forth in paragraph 18 of the Complaint, excepts admits that he is the Executive Vice President (“EVP”) of the National Rifle Association of America and has held that position since the early 1990s, that he acts as the Chief Executive Officer of the National Rifle Association of America, that the National Rifle Association of America bylaws state, *inter alia*, that “[t]he Executive Vice President shall direct all the affairs of the Association in accordance with the programs and policies established by the Board of Directors”, that he is and has been an *ex officio* member of the Board of Directors of the National Rifle Association of America and of the Executive Committee of the Board of Directors of the National Rifle Association of America, and that he maintains an office address at National Rifle Association of America, 11250 Waples Mill Road, Fairfax, VA 22030.

19. Mr. LaPierre denies the allegations set forth in paragraph 19 of the Complaint, excepts admits that defendant Joshua Powell was formerly an officer of the National Rifle Association of America and held the positions of Chief of Staff, Executive Director of General Operations and “Senior Strategist,” and that defendant Powell’s employment with the National Rifle Association of America was terminated in 2020, and lacks knowledge or information sufficient to form a belief as to the allegation that Powell retains a residence in Michigan.

20. Mr. LaPierre denies the allegations set forth in paragraph 20 of the Complaint, except admits that Defendant Wilson “Woody” Phillips served as Treasurer, *ex officio* Director, and Chief Financial Officer of the National Rifle Association between 1993 and 2018, when he retired, and lacks knowledge or information sufficient to form a belief as to the truth of the allegation that Phillips maintains a residence in Texas.

21. Mr. LaPierre denies the allegations set forth in paragraph 21 of the Complaint, except admits that Defendant John Frazer has been the Secretary and General Counsel and *ex officio* director of the National Rifle Association of America since 2015 and has worked at the National Rifle Association since 1993, and that Frazer maintains an office address at National Rifle Association of America, 11250 Waples Mill Road, Fairfax, VA 22030.

22. Mr. LaPierre denies the allegations set forth in paragraph 22 of the Complaint.

23. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 23 of the Complaint.

24. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 24 of the Complaint.

25. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 25 of the Complaint.

26. Mr. LaPierre denies the allegations set forth in paragraph 26 of the Complaint.

27. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 27 of the Complaint.

28. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 28 of the Complaint.

29. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 29 of the Complaint.

30. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 30 of the Complaint.

31. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 31 of the Complaint.

32. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 32 of the Complaint.

33. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 33 of the Complaint.

34. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 34 of the Complaint.

35. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegation set forth in paragraph 35 of the Complaint.

36. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 36 of the Complaint.

37. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 37 of the Complaint.

38. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 38 of the Complaint.

39. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 39 of the Complaint.

40. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 40 of the Complaint.

41. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 41 of the Complaint.

42. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 42 of the Complaint.

43. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 43 of the Complaint.

44. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 44 of the Complaint.

45. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 45 of the Complaint.

46. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 46 of the Complaint.

47. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 47 of the Complaint.

48. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 48 of the Complaint.

49. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 49 of the Complaint.

50. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 50 of the Complaint.

51. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 51 of the Complaint.

52. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 52 of the Complaint.

53. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 53 of the Complaint.

54. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 54 of the Complaint.

55. Mr. LaPierre denies the allegations set forth in paragraph 55 of the Complaint, except admits that the object for which the National Rifle Association was formed in 1871 with the object of improvement of its members in marksmanship and to promote the introduction of the system of army drill and rifle practice, as part of the military drill of the National Guard of this and other states, and for those purposes to provide a suitable range or ranges in the vicinity of the City of New York.

56. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 56 of the Complaint.

57. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 57 of the Complaint, except admits that the National Rifle Association of America has established itself as one of the oldest organizations in the country.

58. Mr. LaPierre denies the allegations set forth in paragraph 58 of the Complaint, except admits that the National Rifle Association of America has four affiliated tax-exempt charitable organizations that were set up under Section 501(c)(3) of the Internal Revenue Code: the NRA Foundation, the Civil Rights Defense Fund, the Freedom Action Foundation, and the Special Contribution Fund and otherwise lacks knowledge or information sufficient to form a belief as to the allegations set forth in the second sentence of that paragraph and admits that the

National Rifle Association of America has a political action committee, the Political Victory Fund, which contributes money to political candidates.

59. Mr. LaPierre denies the allegations set forth in paragraph 59 of the Complaint, except admits that the National Rifle Association of America's history as an organization is well documented.

60. Mr. LaPierre denies the allegations set forth in paragraph 60 of the Complaint.

61. Mr. LaPierre denies the allegations set forth in paragraph 61 of the Complaint, except admits that the National Rifle Association of America Institute for Legislative Action has "sole responsibility to administer the legislative, legal, informational and fundraising activities of the Association relating to the defense or furtherance of the right to keep and bear arms, in accordance with the objectives and policies established by the Board of Directors," and that funds donated to or designated to be used by National Rifle Association of America Institute for Legislative Action are kept separate from the National Rifle Association of America's General Operations accounts.

62. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 62 of the Complaint.

63. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 63 of the Complaint.

64. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 64 of the Complaint, except admits that the National Rifle Association of America is managed by a Board of Directors comprised of 76 directors, 75 of whom are elected for three-year terms, and one of whom is elected for a one-year term at the annual

meeting of the National Rifle Association of America members, and that the National Rifle Association of America's bylaws state that "[t]he Board of Directors shall formulate the policies and govern and have general oversight of the affairs and property of the Association, in accordance with applicable law and these Bylaws."

65. Mr. LaPierre denies the allegation set forth in paragraph 65 of the Complaint, except admits that the bylaws of the National Rifle Association of America state provide that "[n]o director or member of the Executive Council shall receive any salary or other private benefit unless specifically authorized by resolution of the Board of Directors or an authorized committee thereof, but all such persons shall be entitled to reimbursement for expenses incurred on behalf of the Association, to such extent as may be authorized or approved by the Board of Directors."

66. Mr. LaPierre denies the allegations set forth in paragraph 66 of the Complaint, except admits that the National Rifle Association of America's bylaws establish a leadership structure consisting of eight officers: a President, two Vice Presidents, an Executive Vice President, a Secretary, a Treasurer, and an Executive Director each of General Operations and National Rifle Association of America Institute for Legislative Action and that, with the exception of the two Executive Directors, the officers are elected annually by the Board.

67. Mr. LaPierre admits the allegations set forth in paragraph 67 of the Complaint.

68. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 68 of the Complaint.

69. Mr. LaPierre denies the allegations set forth in paragraph 69 of the Complaint, except admits that the Executive Vice President of National Rifle Association of America is elected annually by the National Rifle Association of America Board, that the bylaws of the National Rifle

Association of America provide that “[t]he Executive Vice President shall direct all the affairs of the Association in accordance with the programs and policies established by the Board of Directors. Among his authorities, the Executive Vice President shall be empowered to (1) appoint, suspend with or without pay, or remove the Executive Director of the National Rifle Association General Operations or the Executive Director of the National Rifle Association Institute for Legislative Action; (2) suspend with pay the Secretary or the Treasurer until the next meeting of the Executive Committee or the Board of Directors, whichever occurs first; and (3) employ, suspend with or without pay, or dismiss any employee”, and that the Executive Vice President of National Rifle Association of America is an *ex officio* member, but without voting power, of the National Rifle Association of America Board and its Committees except for the Nominating Committee, the Committee on Hearings, the Officers Compensation Committee, and the Committee on Elections.

70. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 70 of the Complaint, except admits that the bylaws of the National Rifle Association of America state that “[t]he compensation of the Executive Director of the National Rifle Association of General Operations and the Executive Director of the National Rifle Association Institute for Legislative Action shall be established by the Executive Vice President.”

71. Mr. LaPierre denies the allegations set forth in paragraph 71 of the Complaint, except admits that he has been the Executive Vice President since he was elected by the Board of Directors of the National Rifle Association of America to that position in the early 1990s, that he has been with the National Rifle Association of America since 1978, where he started with the National Rifle

Association of America Institute for Legislative Action, the National Rifle Association of America's lobbying arm, that he started out as a state liaison and was subsequently promoted to be the National Rifle Association of America Institute for Legislative Action's Director of State & Local Affairs and then its Director of Federal Affairs, and that, in 1986, he became the Executive Director of the National Rifle Association of America Institute for Legislative Action.

72. Mr. LaPierre denies the allegations set forth in paragraph 72 of the Complaint.

73. Mr. LaPierre denies the allegations set forth in paragraph 73 of the Complaint, except admits that the President of the National Rifle Association of America is an *ex officio* member, with voting power, of the National Rifle Association of America Board and its Committees with the exception of the Nominating Committee, the Committee on Hearings, and the Committee on Elections, the President is empowered, with some exceptions, to appoint members of all of the National Rifle Association of America Board's standing and special committees, and to "establish such special committees...as may be deemed necessary," and that the President of the National Rifle Association of America also serves as the Chair of that association's Officers Compensation Committee, which determines, on an annual basis, the compensations of that association's Executive Vice President, Secretary, and Treasurer.

74. Mr. LaPierre denies the allegations set forth in paragraph 74 of the Complaint, except admits that the President of the National Rifle Association of America is responsible for designating members of the Committee on Elections of the National Rifle Association of America.

75. Mr. LaPierre denies the allegations set forth in paragraph 75 of the Complaint, except admits that the duties of the President of the National Rifle Association of America are set forth in its bylaws, which speak for themselves and are the best evidence of its content.

76. Mr. LaPierre denies the allegations set forth in paragraph 76 of the Complaint, except admits that the National Rifle Association of America's Vice Presidents perform the President's duties in his or her absence or at the request of the President, and, in the event that the Presidency is vacant for whatever reason, the First Vice President takes the Presidency until the next election, that the Vice Presidents also serve as *ex officio* members, with voting power, of all committees except the Nominating Committee, the Committee on Hearings, and the Committee on Elections.

77. Mr. LaPierre denies the allegations set forth in paragraph 77 of the Complaint, except admits that Defendant Phillips served as the Treasurer until 2018, when he retired, and admits that the Treasurer is an *ex officio* member of the National Rifle Association of America Board and that the bylaws of the National Rifle Association of America state, *inter alia*, that the "Treasurer shall operate in accordance with the financial policies set forth by the Board of Directors or the Executive Committee, and shall have charge of the books of account and financial operations of the Association. The Treasurer shall regularly report his or her recommendations regarding the financial affairs of the Association to the Finance Committee, Executive Vice President, the Board of Directors, and the Executive Committee. The Treasurer shall assist a firm of certified public accountants selected by the Board of Directors to make an annual audit of the Association's books of account and prepare a statement of financial conditions as of the close of each fiscal year as may be established by the Board of Directors, and shall furnish a copy of such statement, together with the certificate of audit, to each member of the Board of Directors."

78. Mr. LaPierre denies the allegations set forth in paragraph 78 of the Complaint, except admits that the Secretary of the National Rifle Association of America is elected by the Board

of the National Rifle Association of America annually, is an *ex officio* member of the Board of the National Rifle Association of America, and that the bylaws of the National Rifle Association of America state, *inter alia*, that the Secretary “shall have the following duties: (1) have charge of the archives of the Association; (2) attend to the proper publication of official notices and reports, attest documents, and perform such other duties as usually pertain to the office; (3) have such other duties as may be assigned from time to time by the Board of Directors, the Executive Committee, and/or the Executive Vice President; and (4) shall be Secretary of the Board of Directors, the Executive Committee, the Nominating Committee and the Committee on Elections,” and that Defendant Frazer has served as the Secretary of the National Rifle Association of America since 2015.

79. Mr. LaPierre denies the allegations set forth in paragraph 79 of the Complaint, except admits that the Executive Director of the National Rifle Association General Operations “shall have such powers and duties as delegated to him from time to time by the Executive Vice President.”

80. Mr. LaPierre denies the allegations set forth in paragraph 80 of the Complaint, except admits that the duties of the Executive Director of the National Rifle Association Institute for Legislative Action are set forth in the bylaws of the National Rifle Association of America, which speak for themselves and are the best evidence of their content.

81. Mr. LaPierre denies the allegations set forth in paragraph 81 of the Complaint, except admits that both Executive Directors of the National Rifle Association of America are *ex officio* members, but without voting power, of the Board of Directors and of all National Rifle Association of America Board Committees except for the Nominating Committee, Committee on

Hearings, Officers Compensation Committee, and Committee on Elections, and that they are not authorized to attend the executive session of any committee unless invited to do so.

82. Mr. LaPierre denies the allegations set forth in paragraph 82 of the Complaint, except admits that the National Rifle Association of America has standing and special Committees of the Board.

83. Mr. LaPierre admits the allegations set forth in paragraph 83 of the Complaint.

84. Mr. LaPierre admits the allegations set forth in paragraph 84 of the Complaint.

85. Mr. LaPierre denies the allegations set forth in paragraph 85 of the Complaint, except admits that the National Rifle Association of America's Executive Council serves in an advisory role to the Executive Committee and is composed of any member of the National Rifle Association of America whose advice and counsel, in the opinion of the Board of Directors of the National Rifle Association of America, will be valuable to the continuing welfare of the association, and that its members are elected by the Board for life, subject to removal for cause.

86. Mr. LaPierre denies the allegations set forth in paragraph 86 of the Complaint, except admits that the National Rifle Association of America Board's Nominating Committee is composed of nine members—only six of whom can be members of the Board or the Executive Council—elected by the Board by secret ballot at the Board meeting next following after the National Rifle Association of America's annual meeting of members.

87. Mr. LaPierre denies the allegations set forth in paragraph 87 of the Complaint, except admits that the National Rifle Association of America's Nominating Committee is responsible for receiving recommendations from the National Rifle Association of America membership for candidates for the Board, and ultimately prepares the ballot from which the National Rifle Association

of America membership votes on board members, and members may also petition to have a candidate added to the ballot by having a sponsor obtain the signatures from members totaling 0.5% of the number of ballots cast in the most recent election.

88. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 88 of the Complaint.

89. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 89 of the Complaint.

90. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 90 of the Complaint.

91. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 91 of the Complaint.

92. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 89 of the Complaint.

93. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 93 of the Complaint.

94. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 94 of the Complaint, except admits that National Rifle Association of America whistleblowers may contact either the Head of Human Resources or the General Counsel.

95. Mr. LaPierre denies the allegations set forth in paragraph 95 of the Complaint, except admits that the “[a]ny Director, officer, or employee of [the NRA] who is also a member of the governing body of any business, corporate, or other entity (whether as trustee, director, sole-

owner, officer, partner, or the like) which receives from [the NRA] any payment(s) for goods or services which total in excess of \$2,000 either within a year or pursuant to any contract or contracts originating within a year shall immediately file a written statement of all such business as to the nature and amount thereof, to the best of his or her knowledge, with the Secretary who shall transmit such statement to the Board of Directors at its next meeting and who shall include all such statements in the Secretary's report at the next Annual Meeting of Members."

96. Mr. LaPierre denies the allegations set forth in paragraph 96 of the Complaint, except admits that the National Rifle Association of America's bylaws state that "[n]o Director or member of the Executive Council shall receive any salary or other private benefit unless specifically authorized by resolution of the Board of Directors or an authorized committee thereof, but all such persons shall be entitled to reimbursement for expenses incurred on behalf of the Association, to such extent as may be authorized or approved by the Board of Directors."

97. Mr. LaPierre denies the allegations set forth in paragraph 97 of the Complaint, except admits that the National Rifle Association of America's bylaws state that "[n]o Director or member of the Executive Council shall receive any salary or other private benefit unless specifically authorized by resolution of the Board of Directors or an authorized committee thereof, but all such persons shall be entitled to reimbursement for expenses incurred on behalf of the Association, to such extent as may be authorized or approved by the Board of Directors."

98. Mr. LaPierre denies the allegations set forth in paragraph 98 of the Complaint, except admits that some of the National Rifle Association of America's policies and procedures may be found in the National Rifle Association of America's Employee Handbook or the National Rifle Association of America's Policy Manual, copies of which are annexed to the Complaint as

Exhibits 2 and 3, that the Employee Handbook sets out the National Rifle Association of America's policies and procedures on employee selection, compensation, time off, work environment standards, and insurance and pension benefits, among other things, that the Policy Manual includes a compendium of resolutions passed by the National Rifle Association of America Board and that annexed to the Policy Manual are several policies ratified by the Board, including the Audit Committee Charter, Statement of Corporate Ethics, National Rifle Association of America Purchase Policy, and Officer and Board of Directors Policy on Disclosure of Financial Interests.

99. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 99 of the Complaint, except admits that the Board adopted a policy under which any agreement by the National Rifle Association of America or the National Rifle Association of America Institute for Legislative Action in excess of \$100,000 could not be executed without the approval of the President and one of the two Vice-Presidents.

100. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 100 of the Complaint.

101. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 101 of the Complaint.

102. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 102 of the Complaint.

103. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 103 of the Complaint.

104. Mr. LaPierre denies the allegations set forth in paragraph 104 of the Complaint, except admits that the National Rifle Association of America has several policies on hiring,

evaluating, and retaining employees, which are set forth in written documents that speak for themselves and are the best evidence of their content.

105. Mr. LaPierre denies the allegations set forth in paragraph 105 of the Complaint, except admits that the National Rifle Association of America has no written policy on employee bonuses and that bonuses are generally awarded on a discretionary basis.

106. Mr. LaPierre denies the allegations set forth in paragraph 106 of the Complaint, except admits that the National Rifle Association of America policy on independent contractors is set forth in a written document, which speaks for itself and is the best evidence of its content.

107. Mr. LaPierre denies the allegations set forth in paragraph 107 of the Complaint, except admits that the National Rifle Association of America has a travel policy and a security travel policy.

108. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 108 of the Complaint, except admits that the National Rifle Association of America has a travel policy and a security travel policy.

109. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 109 of the Complaint, except admits that the National Rifle Association of America has a travel policy and a security travel policy.

110. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 110 of the Complaint, except admits that the National Rifle Association of America has a travel policy and a security travel policy.

111. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 111 of the Complaint, except admits that the National Rifle Association of America has a travel policy and a security travel policy.

112. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 112 of the Complaint, except admits that the National Rifle Association of America has a travel policy and a security travel policy.

113. Mr. LaPierre denies the allegations set forth in paragraph 113 of the Complaint, except admits that the National Rifle Association of America has a written Statement of Corporate Ethics, which speaks for itself and is the best evidence of its content.

114. Mr. LaPierre denies the allegations set forth in paragraph 114 of the Complaint, except admits that the National Rifle Association of America has a written Statement of Corporate Ethics, which speaks for itself and is the best evidence of its content.

115. Mr. LaPierre denies the allegations set forth in paragraph 115 of the Complaint, except admits that, in January 2020, the National Rifle Association of America Board adopted a new version of the Statement of Corporate Ethics which is a written document that speaks for itself, and is the best evidence of its content, to which the Court is respectfully referred, and that a copy of a "Proposed Expanded Statement of Corporate Ethics" dated January 8, 2020, is annexed to the Complaint as Exhibit 4.

116. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 116 of the Complaint, except admits that the National Rifle Association of America has a purchasing policy, which is set forth in a written document that speaks for itself and is the best evidence of its content.

117. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 117 of the Complaint, except admits that the National Rifle Association of America has a purchasing policy, which is set forth in a written document that speaks for itself and is the best evidence of its content.

118. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 118 of the Complaint, except admits that the National Rifle Association of America has a purchasing policy, which is set forth in a written document that speaks for itself and is the best evidence of its content.

119. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 119 of the Complaint.

120. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 120 of the Complaint, except admits that the National Rifle Association of America has a purchasing policy, which is set forth in a written document that speaks for itself and is the best evidence of its content.

121. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 121 of the Complaint, except admits that the National Rifle Association of America has a purchasing policy, which is set forth in a written document that speaks for itself and is the best evidence of its content.

122. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 122 of the Complaint, except admits that the National Rifle Association of America has a written policy regarding disclosure of financial interests by officers and directors, which speaks for itself and is the best evidence of its content.

123. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 123 of the Complaint, except admits that the National Rifle Association of America has a written policy regarding disclosure of financial interests by officers and directors, which speaks for itself and is the best evidence of its content.

124. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 124 of the Complaint, except admits that the National Rifle Association of America has a written policy regarding disclosure of financial interests by officers and directors, which speaks for itself and is the best evidence of its content.

125. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 125 of the Complaint, except admits that the National Rifle Association of America has made public filings, which speak for themselves and are the best evidence of their content.

126. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 126 of the Complaint.

127. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 127 of the Complaint, except admits that the National Rifle Association of America has a written policy regarding conflict of interest and related party transactions, which speaks for itself and is the best evidence of its content, which is not included in the National Rifle Association of America's Employee Handbook.

128. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 128 of the Complaint, except admits that the National

Rifle Association of America has a written policy regarding conflict of interest and related party transactions, which speaks for itself and is the best evidence of its content.

129. Mr. LaPierre denies the allegations set forth in paragraph 129 of the Complaint, except admits that the National Rifle Association of America's written policy regarding conflict of interest and related party transactions states that “[t]he NRA Audit Committee is responsible for providing oversight of the adoption and implementation of, and compliance with this policy.”

130. Mr. LaPierre denies the allegations set forth in paragraph 130 of the Complaint, except admits that the National Rifle Association of America has a written policy regarding conflict of interest and related party transactions, which speaks for itself and is the best evidence of its content.

131. Mr. LaPierre denies the allegations set forth in paragraph 131 of the Complaint, except admits that the National Rifle Association of America has a written policy regarding conflict of interest and related party transactions, which speaks for itself and is the best evidence of its content.

132. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 132 of the Complaint, except admits that the National Rifle Association of America has a written policy regarding conflict of interest and related party transactions, which speaks for itself and is the best evidence of its content.

133. Mr. LaPierre denies the allegations set forth in paragraph 133 of the Complaint, except admits that he has been the Executive Vice President of the National Rifle Association of America since the early 1990s and that his duties as Executive Vice President are stated in the

bylaws of the National Rifle Association of America, which speak for themselves and are the best evidence of their content.

134. Mr. LaPierre denies the allegations set forth in paragraph 134 of the Complaint, except admits that his duties as Executive Vice President are stated in the bylaws of the National Rifle Association of America, which speak for themselves and are the best evidence of their content.

135. Mr. LaPierre denies the allegations in paragraph 135 of the Complaint, except admits that, until recent cuts to its workforce, the National Rifle Association of America had approximately 550 full-time employees.

136. Mr. LaPierre denies the allegations set forth in paragraph 136 of the Complaint, except admits that Phillips retired in 2018.

137. Mr. LaPierre denies the allegations set forth in paragraph 137 of the Complaint, except admits that, on the recommendation of a Board member, he hired Defendant John Frazer as General Counsel in 2015, that that same year the Board elected Frazer as Secretary of the National Rifle Association of America, and that Frazer continues to serve as the National Rifle Association of America's General Counsel.

138. Mr. LaPierre denies the allegations set forth in paragraph 138 of the Complaint, except admits that Defendant Joshua Powell was hired by the National Rifle Association of America as his Chief of Staff in 2016, that he appointed Powell as Executive Director of the National Rifle Association General Operations in January 2017, that, in December 2018, he gave Powell the newly created title of "Senior Strategist," and that Powell was employed by the National Rifle Association of America until he was terminated in January 2020.

139. Mr. LaPierre denies the allegations set forth in paragraph 139 of the Complaint.

140. Mr. LaPierre denies the allegations set forth in paragraph 140 of the Complaint.

141. Mr. LaPierre denies the allegations set forth in paragraph 141 of the Complaint, except admits that Mr. LaPierre's wife is the founder and co-chair of the Women's Leadership Forum of the National Rifle Association of America, a special recognition society with the Office of Advancement, and that he testified that his wife has served as a volunteer for 15 years, and that, in December 2015, at his wife's request, and with the approval of the Treasurer's office, the National Rifle Association of America hired his niece to work on Women's Leadership Forum events and projects.

142. Mr. LaPierre denies the allegations set forth in paragraph 142 of the Complaint.

143. Mr. LaPierre denies the allegations set forth in paragraph 143 of the Complaint, except admits that the National Rifle Association of America incurs substantial costs for his air travel, and that he testified that it is National Rifle Association of America policy that he travel by private aircraft at all times for security reasons.

144. Mr. LaPierre denies the allegations set forth in paragraph 144 of the Complaint, except admits that National Rifle Association of America records show that between June 2016 and February 2018, the organization paid for certain flights for his wife and extended family that were related to National Rifle Association of America business when he was not a passenger, that he admitted that he authorized some of these flights, that the flights were not approved for security reasons, and that the flights were not approved by the National Rifle Association of America Board.

145. Mr. LaPierre denies the allegations set forth in paragraph 145 of the Complaint, except admits that, in August 2016, he authorized a private flight for his niece and her husband to

fly from Dallas, TX, to North Platte, NE so that his niece could attend a National Rifle Association of America Women's Leadership Forum meeting, that his niece and her family live in Nebraska about 60 miles from North Platte, and that he gave videotaped testimony regarding the flight, which speaks for itself and is the best evidence of its content.

146. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 146 of the Complaint, except admits that, in July 2017, he authorized a private flight for his niece and her daughter to fly from Dallas, TX, to Orlando, FL, and that he gave videotaped testimony regarding the flight, which speaks for itself and is the best evidence of its content.

147. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 147 of the Complaint, except admits that, in October 2016, he authorized a private flight for his wife to fly alone from Madison, WI, to Kearney, NE, and that he gave videotaped testimony regarding the flight, which speaks for itself and is the best evidence of its content.

148. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 148 of the Complaint, except admits that in January 2017, he authorized a private jet to pick up his niece's husband in North Platte, NE, on the way to Las Vegas for a Safari Club convention, that he authorized a private flight to fly his niece's husband back to Nebraska, and that he gave videotaped testimony regarding the flights, which speaks for itself and is the best evidence of its content.

149. Mr. LaPierre denies the allegations set forth in paragraph 149 of the Complaint, except admits that he gave videotaped testimony regarding the flights, which speaks for itself and is the best evidence of its content.

150. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 150 of the Complaint, except admits that, on occasion, he has directed chartered aircraft to stop in Nebraska to pick up or drop off family members for the purpose of facilitating work on National Rifle Association of America Women's Leadership Foundation business.

151. Mr. LaPierre denies the allegations set forth in paragraph 151 of the Complaint, except admits that, in November 2018, he and his wife took a private roundtrip flight from Washington D.C. to Dallas, TX, and stopped in North Platte, NE, on each leg of the trip to pick up and drop off his niece and grandniece so that he, his wife and his niece could work together on National Rifle Association of America Women's Leadership Foundation business.

152. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 152 of the Complaint, except admits that in March 2019, he and his wife took a private flight from Washington D.C. to Orlando, FL, and stopped in North Platte, NE, on the way back to drop off his niece and grandniece and to do a speech at the Friends of the National Rifle Association of America dinner, and that, in April 2019, he and his wife took a private flight from Washington D.C. to Tulsa, OK, making stops in Omaha and North Platte, NE so that he could make a speech at the Friends of the National Rifle Association of America banquet in Omaha, NE and work the Tulsa, OK gun show, which is reportedly the largest gun show in the country.

153. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 153 of the Complaint.

154. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 154 of the Complaint, except admits that, in February 2018, he authorized a private flight for an NRA spokesperson, her husband, and an employee of a vendor.

155. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 155 of the Complaint.

156. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 156 of the Complaint.

157. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 157 of the Complaint.

158. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 158 of the Complaint.

159. Mr. LaPierre denies the allegations set forth in paragraph 159 of the Complaint, except admits that, since June 2015, he and his family have taken private flights to and from the Bahamas on occasion and that on some of those trips, he stopped in Nebraska on each leg of the trip to pick up and drop off his niece and her family.

160. Mr. LaPierre denies the allegations set forth in paragraph 160 of the Complaint, except admits that he gave videotaped testimony about his visits to the Bahamas, which speaks for itself and is the best evidence of its content.

161. Mr. LaPierre lacks information or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 161 of the Complaint.

162. Mr. LaPierre lacks information or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 162 of the Complaint.

163. Mr. LaPierre denies the allegations set forth in paragraph 163 of the Complaint, except admits that, in recent years, MMP and Concord have been among the National Rifle Association of America's largest vendors, that, since 2014, the National Rifle Association of America has paid MMP for fundraising, printing, and mailing services and that, over the same period, the National Rifle Association of America paid Concord for public relations services.

164. Mr. LaPierre lacks information or knowledge sufficient to form a belief as to the truth of the allegations set forth in paragraph 164 of the Complaint.

165. Mr. LaPierre denies the allegations set forth in paragraph 165 of the Complaint, except admits the National Rifle Association of America partnered with ATI from 1997 to 2019 to produce and distribute a television series called Crime Strike, that for most of its run, Crime Strike was hosted by him, and that he gave videotaped testimony about the program, which speaks for itself and is the best evidence of its content.

166. Mr. LaPierre denies the allegations set forth in paragraph 166 of the Complaint, except admits that, from 2012 to 2018, the National Rifle Association of America paid MMP, Allegiance, Concord, and ATI fees and that he denied having any role in negotiating the contracts with these businesses.

167. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 167 of the Complaint, except admits that he has

frequently met with the MMP Principal, that he took private flights to California on many occasions between late 2013 and early 2017—usually staying at a hotel in Beverly Hills—to meet with the MMP Principal and others, often over lunch or dinner, and that, between 2013 and 2016, the MMP Principal, his wife, and their daughter received gifts from the National Rifle Association of America.

168. Mr. LaPierre denies the allegations set forth in paragraph 168 of the Complaint, except admits that has attended “celebrity retreats” organized by the MMP Principal, that when he has attended these retreats, which were held annually in the Bahamas in December, that he stayed at the Atlantis resort on Paradise Island, and that his lodging was paid for by the MMP Principal and that gave videotaped testimony about his visits to the Bahamas, which speaks for itself and is the best evidence of its content.

169. Mr. LaPierre denies the allegations set forth in paragraph 169 of the Complaint, except admits that he has often visited the Bahamas in the summer, that during these trips, he would stay on a yacht owned by the MMP Principal, that the yacht named Illusions was equipped with four staterooms and two jet skis, with a crew that included a chef, and that he gave videotaped testimony about his visits to the Bahamas, which speaks for itself and is the best evidence of its content.

170. Mr. LaPierre denies the allegations set forth in paragraph 170 of the Complaint, except admits that he has never disclosed his use of the boat in the Bahamas on the National Rifle Association of America Financial Disclosure Questionnaires that he, as an officer and *ex officio* director of the National Rifle Association of America, has submitted to the National Rifle Association of America Secretary annually, and that Question 4 of that questionnaire asked:

Have you or any relative received, or do you or any relative expect to receive, any gift, gratuity, personal favor, or entertainment with either a retail price or fair market value in excess of \$250 from any person or entity that has or is seeking to have a business relationship with, or received funds from, NRA or any NRA Entity?

171. Mr. LaPierre denies the allegations set forth in paragraph 171 of the Complaint, except admits that he answered no to this question in every questionnaire he submitted from 2008 to 2018 (the most recent questionnaire produced by the National Rifle Association of America to the Attorney General), and that he gave videotaped testimony about his answers to the questionnaire, which speaks for itself and is the best evidence of its content.

172. Mr. LaPierre denies the allegations set forth in paragraph 172 of the Complaint.

173. Mr. LaPierre denies the allegations set forth in paragraph 173 of the Complaint, except admits that he gave videotaped testimony about the use of the boat, which speaks for itself and is the best evidence of its content.

174. Mr. LaPierre denies the allegations set forth in paragraph 174 of the Complaint, except admits that he gave videotaped testimony about the use of the boat, which speaks for itself and is the best evidence of its content.

175. Mr. LaPierre denies the allegations set forth in paragraph 175 of the Complaint, except admits that many of the costs incurred in connection with his travel and entertainment expenses—like the trips to the Bahamas and other locations with his wife, niece and family members—were justified as an investment in donor cultivation, and that he gave videotaped testimony about his travel and entertainment expenses, which speaks for itself and is the best evidence of its content.

176. Mr. LaPierre denies the allegations set forth in paragraph 176 of the Complaint.

177. Mr. LaPierre denies the allegations set forth in paragraph 177 of the Complaint, except admits that the National Rifle Association of America's travel policy speaks for itself and is the best evidence of its content.

178. Mr. LaPierre denies the allegations set forth in paragraph 178 of the Complaint, except admits that since being elected Executive Vice President, he has not used the National Rifle Association of America's regular travel agent to make his travel arrangements, that, since the 1990s, he has booked travel through a travel consultant based in Woodland Hills, CA, and that the travel consultant bills the National Rifle Association of America through two companies: Inventive Incentive & Insurance Services Inc. and GS2 Enterprises (collectively, the "Travel Consultant"), and that he gave videotaped testimony about the Travel Consultant, which speaks for itself and is the best evidence of its content.

179. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 179 of the Complaint, except admits that he gave videotaped testimony about the use of the Travel Consultant, which speaks for itself and is the best evidence of its content.

180. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 180 of the Complaint.

181. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 181 of the Complaint.

182. Mr. LaPierre denies the allegations set forth in paragraph 182 of the Complaint.

183. Mr. LaPierre denies the allegations set forth in paragraph 183 of the Complaint.

184. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 184 of the Complaint.

185. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 185 of the Complaint, except admits that, on March 15, 2019, he authorized a contract with GS2 Enterprises.

186. Mr. LaPierre denies the allegations set forth in paragraph 186 of the Complaint, except admits that, in early 2020, the National Rifle Association of America conducted a competitive bidding process for the services offered by the Travel Consultant and the National Rifle Association of America accepted the Travel Consultant's bid.

187. Mr. LaPierre admits the allegations set forth in paragraph 187 of the Complaint that he gave videotaped testimony to the effect that he was not involved in the business case analysis prepared in early 2019, or the competitive bidding process that was conducted, which testimony speaks for itself and is the best evidence of its content.

188. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 188 of the Complaint.

189. Mr. LaPierre denies the allegations set forth in paragraph 189 of the Complaint.

190. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 190 of the Complaint.

191. Mr. LaPierre denies the allegations set forth in paragraph 191 of the Complaint, except admits that, from 2013 to 2017, he was reimbursed for Christmas gifts for his staff and various donors, that some of his staff received gifts from a retailer called Graeters, and that some of his staff received gifts from other retailers, such as Neiman Marcus and Bergdorf Goodman.

192. Mr. LaPierre denies the allegations set forth in paragraph 192 of the Complaint, except admits that certain Women's Leadership Forum employees, volunteers and donors received gifts from the National Rifle Association of America.

193. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 193 of the Complaint, except admits that, in May 2017, his wife was appointed to the Board of Directors of the National Park Service Foundation (NPSF), and that, over the next few months, he submitted expense reports requesting expense reimbursements for trips taken with his wife to NPSF events in Alaska and Arizona, and that this was in addition to the expense of the flights used to get them to the NPSF events.

194. Mr. LaPierre denies the allegations set forth in paragraph 194 of the Complaint, except admits that he has submitted expense reports seeking reimbursements for his niece's lodging and airfare for events related to National Rifle Association of America business, and that he submitted reimbursement requests for his niece's travel expenses on occasion, and that, in 2016 and 2017, the National Rifle Association of America reimbursed certain expenses for his niece's airfare and lodging.

195. Mr. LaPierre denies the allegations set forth in paragraph 195 of the Complaint, except admits that, he has been reimbursed for expenses incurred travelling to and from film shoots for Under Wild Skies, a television program, in Europe and Africa, that he had a decades-long friendship with the principal of Under Wild Skies, Inc. ("UWS"), the corporate entity that produces the program, and that, in 2013, he was reimbursed by the National Rifle Association of America for airfare, lodging, and related expenses that he and his wife incurred travelling to Botswana for an Under Wild Skies film shoot on safari, representing the National Rifle Association of America

and its Women's Leadership Forum, for the purpose of building the National Rifle Association of America's brand and developing relationships between the National Rifle Association of America and hunters and donors.

196. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 196 of the Complaint, except admits that, between 2009 and 2017, he expensed membership fees for a golf club located in the Washington D.C. area, and that he gave videotaped testimony about his use of the golf club, which speaks for itself and is the best evidence of its content.

197. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 197 of the Complaint.

198. Mr. LaPierre denies the allegations set forth in paragraph 198 of the Complaint.

199. Mr. LaPierre denies the allegations set forth in paragraph 199 of the Complaint, except admits that the EVP Office of the National Rifle Association of America has a budget.

200. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 200 of the Complaint.

201. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 201 of the Complaint, except admits that the National Rifle Association of America has a written contract policy, which speaks for itself and is the best evidence of its content.

202. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 202 the Complaint.

203. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 203 of the Complaint, except admits that he gave videotaped testimony about the consulting arrangements in the National Rifle Association of America EVP budget, which speaks for itself and is the best evidence of its content.

204. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 204 of the Complaint, except admits that the EVP budget includes several Women's Leadership Forum staff members.

205. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 205 of the Complaint, except admits that the National Rifle Association of America's EVP budget includes consulting arrangements with several former National Rifle Association of America presidents and board members.

206. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 206 of the Complaint, except admits that the National Rifle Association of America EVP budget allocates funds each year to his security, and that he gave videotaped testimony about security, which speaks for itself and is the best evidence of its content.

207. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 207 of the Complaint, except admits that he gave videotaped testimony about an armored vehicle, which speaks for itself and is the best evidence of its content.

208. Mr. LaPierre admits the National Rifle Association of America's director of security advised him to leave the Washington, D.C. area because of a number of threats that have

been made against him and that, shortly thereafter, the co-founder of Ackerman proposed having a real-estate investment company that he owned purchase a house that he and his wife could use as a safe house from time to time, and that he gave videotaped testimony which speaks to those matters are the best evidence of its content.

209. Mr. LaPierre denies the allegations set forth in paragraph 209 of the Complaint, except admits that he and his wife looked at several houses in the Dallas, TX area for possible use as a safe house from time to time.

210. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 210 of the Complaint.

211. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 211 of the Complaint.

212. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 212 of the Complaint.

213. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 213 of the Complaint.

214. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 214 of the Complaint.

215. Mr. LaPierre denies the allegations set forth in paragraph 215 of the Complaint.

216. Mr. LaPierre denies the allegations set forth in paragraph 216 of the Complaint, except admits that from 1992 to 2018, Phillips served as the Treasurer of the National Rifle Association of America.

217. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 217 of the Complaint.

218. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 218 of the Complaint.

219. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 219 of the Complaint.

220. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 220 of the Complaint, but admits that several of Phillips' staff raised concerns with the Audit Committee pursuant to the NRA's whistleblower policy during the summer of 2018, including at a July 2018 Audit Committee meeting and that certain such whistleblower concerns pertained to Mr. Phillips and Mr. Powell.

221. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 221 of the Complaint.

222. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the allegations set forth in paragraph 222 of the Complaint.

223. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 223 of the Complaint.

224. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 224 of the Complaint.

225. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 225 of the Complaint.

226. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 226 of the Complaint.

227. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegation set forth in paragraph 227 of the Complaint.

228. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 228 of the Complaint, except admits that Phillips negotiated contracts with the MMP Principal's companies and that he gave videotaped testimony which speaks for itself and is the best evidence of its content.

229. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 229 of the Complaint.

230. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 230 of the Complaint.

231. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 231 of the Complaint, except admits that, in 2017, the National Rifle Association of America began to plan for Phillips's retirement and the introduction of his replacement.

232. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 232 of the Complaint.

233. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 233 of the Complaint.

234. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 234 of the Complaint.

235. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 235 of the Complaint, except admits that he gave videotaped testimony about the alleged contract in question, which speaks for itself and is the best evidence of its content.

236. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 236 of the Complaint.

237. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 237 of the Complaint.

238. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the allegations set forth in paragraph 238 of the Complaint, except admits that, in 2016, the National Rifle Association of America hired Powell—who had been a board member of the National Rifle Association of America before he was hired—to be his (Mr. LaPierre's) Chief of Staff, that Powell was hired to oversee business practice changes and improvements within the National Rifle Association of America, and admits that he gave videotaped testimony about Powell, which speaks for itself and is the best evidence of its content.

239. Mr. LaPierre denies the allegations set forth in paragraph 239 of the Complaint.

240. Mr. LaPierre denies the allegations set forth in paragraph 240 of the Complaint, except admits that Powell served as Executive Director of General Operations under December 2018 and thereafter served as Senior Strategist.

241. Mr. LaPierre admits the allegations set forth in paragraph 241 of the Complaint.

242. Mr. LaPierre denies the allegations set forth in paragraph 242 of the Complaint, except admits that, in January 2020, Powell was terminated for, among other things, misappropriating National Rifle Association of America funds.

243. Mr. LaPierre denies the allegations set forth in paragraph 243 of the Complaint, except admits that Powell's salary was set at his discretion, that, when Powell first joined the National Rifle Association of America in June 2016, Powell's salary was set at \$250,000, that it was later retroactively increased to \$500,000, lacks knowledge or information sufficient to form a belief as to whether a revised employment agreement memorializing the \$500,000 salary was signed by Powell, Phillips, and Mr. LaPierre in November 2017, admits that, Powell's predecessor as Chief of Staff, who had been at the National Rifle Association of America for over 35 years, had a base salary of approximately \$350,000 at the time of her retirement.

244. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 244 of the Complaint, except admits that the National Rifle Association of America has a written policy on relocation expenses, which speaks for itself and is the best evidence of its content.

245. Mr. LaPierre denies the allegations set forth in paragraph 245 of the Complaint, except admits that, after Powell had been at the National Rifle Association of America for approximately a year, Powell's salary was increased.

246. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 246 of the Complaint.

247. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 247 of the Complaint.

248. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 248 of the Complaint.

249. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 249 of the Complaint.

250. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 250 of the Complaint, except admits that in 2019 the current Treasurer began examining Powell's expenses.

251. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 251 of the Complaint, except admits that the National Rifle Association of America terminated Powell in January 2020 after the National Rifle Association of America's Treasurer and CFO concluded that Powell had charged the National Rifle Association of America improperly for certain expenses.

252. Mr. LaPierre denies the allegations set forth in paragraph 252 of the Complaint, except admits, upon information and belief, that Powell sent the National Rifle Association of America a check in that amount, which the National Rifle Association of America declined to deposit.

253. Mr. LaPierre denies the allegations set forth in paragraph 253 of the Complaint, except admits that discussions began during or about mid-2017 regarding what later became known as "Project Ben-Hur," and that such discussions ultimately involved McKenna and touched upon banking and insurance relationships.

254. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 254 of the Complaint.

255. Mr. LaPierre denies the allegations set forth in paragraph 255 of the Complaint, except admits that McKenna was a consultant for the National Rifle Association of America Office of Advancement from approximately 2012 until 2019, that, up until the Project Ben-Hur discussions, McKenna's consulting for the National Rifle Association of America had mostly consisted of donor cultivation work with high net worth individuals, and, that the National Rifle Association of America and McKenna entered into an amended agreement that lowered the monthly consulting fee paid to McKenna, and that he lacks knowledge or information sufficient to form a belief as to the remaining allegations set forth in that paragraph.

256. Mr. LaPierre denies the allegation set forth in paragraph 256 of the Complaint, except admits that the fees under that written agreement represented a fraction of what the NRA was paying McKenna.

257. Mr. LaPierre denies the allegation set forth in the first sentence of paragraph 257 of the Complaint and lacks knowledge or information sufficient to form a belief as to the truth of the rest of the allegations set forth in that paragraph.

258. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 258 of the Complaint, except admits that a firm called LookingGlass performed services for the National Rifle Association of America during 2018.

259. Mr. LaPierre denies the allegations set forth in paragraph 259 of the Complaint, except admits, upon information and belief, that, after Powell became a National Rifle Association of America executive, his wife worked for McKenna.

260. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 260 of the Complaint.

261. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 261 of the Complaint.

262. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 262 of the Complaint.

263. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 263 of the Complaint.

264. Mr. LaPierre denies the allegations set forth in paragraph 264 of the Complaint, except admits that a compliance “refresher” seminar was conducted in 2018, and that Powell participated in presenting the seminar.

265. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 265 of the Complaint.

266. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 266 of the Complaint.

267. Mr. LaPierre denies the allegations set forth in paragraph 267 of the Complaint, except admits that, after having been terminated, a former National Rifle Association of America employee, lodged a sex discrimination complaint against Powell with the National Rifle Association of America Human Resources Director, and that the National Rifle Association of America Human Resources Director forwarded the complaint to the General Counsel’s Office for investigation.

268. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 268 of the Complaint.

269. Mr. LaPierre denies the allegations set forth in paragraph 269 of the Complaint, except admits that he heard that the National Rifle Association of America settled the potential sexual discrimination claim made against the National Rifle Association for Powell's conduct.

270. Mr. LaPierre denies the allegations set forth in paragraph 270 of the Complaint, except admits that Powell was accused by an Ackerman employee of sexual harassment in 2018, and that she raised her accusation with him (Mr. LaPierre), which resulted in Powell being removed from any interaction with Ackerman, and that the National Rifle Association of America then turned over to attorneys.

271. Mr. LaPierre denies the allegations set forth in paragraph 271 of the Complaint, except admits that John Frazer has been the Secretary and General Counsel of the National Rifle Association of America since 2015, that Mr. LaPierre hired Frazer as General Counsel of the National Rifle Association of America in January 2015, and that the Board appointed him as Secretary in April 2015, and that in his capacity as General Counsel Frazer reports directly to him, and that in his capacity as Secretary, Frazer reports directly to the Board.

272. Mr. LaPierre denies the allegations set forth in paragraph 272 of the Complaint, except admits, upon information and belief, that Frazer began his career with the National Rifle Association of America in 1993 as an information specialist in the research and information division of the National Rifle Association Institute for Legislative Action, that Frazer was not a lawyer at the time, and that he was primarily responsible for "answering mail and phone calls from members and the general public about legislative and Second Amendment issues."

273. Mr. LaPierre denies the allegations set forth in paragraph 273 of the Complaint, except admits, upon information and belief, the first and fourth sentences set forth therein.

274. Mr. LaPierre denies the allegations set forth in paragraph 274 of the Complaint, except admits, upon information and belief, that Frazer left the National Rifle Association of America to work in private practice in 2013 and that, in January 2015, Frazer returned to the National Rifle Association of America full-time as General Counsel, and lacks knowledge or information sufficient to form a belief as to the truth of the rest of the allegations set forth therein.

275. Mr. LaPierre denies the allegations set forth in paragraph 275 of the Complaint, except admits that, at the time of his appointment as Secretary and his designation as General Counsel, Frazer had been licensed as an attorney for seven years, and had been in private practice in his own firm for 18 months.

276. Mr. LaPierre denies the allegations set forth in paragraph 276 of the Complaint, except admits that he gave videotaped testimony about the hiring of Frazer, which speaks for itself and is the best evidence of its content.

277. Mr. LaPierre denies the allegations set forth in paragraph 277 of the Complaint, except admits that he gave videotaped testimony about the hiring of Frazer, which speaks for itself and is the best evidence of its content.

278. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 278 of the Complaint.

279. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 279 of the Complaint.

280. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 280 of the Complaint.

281. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 281 of the Complaint.

282. Mr. LaPierre denies the allegations set forth in paragraph 282 of the Complaint, except admits that, in or around 1995, the National Rifle Association of America hired a person to work as a liaison between the EVP Office and the Board and donors and various other organizations, and that, for the last 25 years, the employee has been one of Mr. LaPierre's advisors.

283. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 283 of the Complaint.

284. Mr. LaPierre denies the allegations set forth in paragraph 284 of the Complaint, except admits that the person referred to in paragraph 222 of this answer has held various job titles during her career with the National Rifle Association of America, all of which have entailed working closely with and reporting directly to him, that, in general, she acts as a liaison between him and the National Rifle Association of America Board, attends meetings with him and that she speaks about the National Rifle Association of America or acts as a representative of the National Rifle Association of America at events around the country.

285. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the allegations set forth in paragraph 285 of the Complaint.

286. Mr. LaPierre denies the allegations set forth in paragraph 286 of the Complaint, except admits that, after his the person's credit card privileges were revoked, he and Phillips tasked an executive assistant in the Treasurer's Office ("Executive Assistant No. 1") with the responsibility of reviewing the person's expenses and reimbursement requests.

287. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 287 of the Complaint.

288. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 288 of the Complaint.

289. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 289 of the Complaint.

290. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 290 of the Complaint.

291. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 291 of the Complaint.

292. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 292 of the Complaint.

293. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 293 of the Complaint.

294. Mr. LaPierre denies the allegations set forth in paragraph 294 of the Complaint, except admits that he gave videotaped testimony about some things that were being investigated, which speaks for itself and is the best evidence of its content.

295. Mr. LaPierre denies the allegations set forth in paragraph 295 of the Complaint.

296. Mr. LaPierre denies the allegations set forth in paragraph 296 of the Complaint.

297. Mr. LaPierre denies the allegations set forth in paragraph 297 of the Complaint, except admits that the National Rifle Association of America worked with Ackerman, an Oklahoma-based advertising and public relations firm for over four decades and that the National

Rifle Association of America also worked with Mercury Group, a wholly owned subsidiary of Ackerman that is headquartered in Alexandria, VA.

298. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 298 of the Complaint, except admits that, from 1992 to 2018, Ackerman was the National Rifle Association of America's largest vendor.

299. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 299 of the Complaint.

300. Mr. LaPierre denies the allegations set forth in paragraph 300 of the Complaint, except admits that there was a business relationship between him and the co-founder of Ackerman, that he relied on the Ackerman co-founder for advice on organizational branding, strategic communication, and crisis management, and that, until October 2018, he and the co-founder would often speak on a daily basis and, depending on current events, might speak multiple times per day.

301. Mr. LaPierre denies the allegations set forth in paragraph 301 of the Complaint, except admits that he had a close relationship with the president of Mercury Group who was a personal friend and advisor, dating back 30 years, that he considered him a "brother" and enjoyed a business relationship with him for years through the entities he led, including Mercury Group and UWS.

302. Mr. LaPierre denies the allegations set forth in paragraph 302 of the Complaint, except admits that, in mid-to-late 2018, the relationship between the National Rifle Association of America and the Ackerman/Mercury Group eroded and the National Rifle Association of America and Ackerman/Mercury Group are now engaged in litigation.

303. Mr. LaPierre denies the allegations set forth in paragraph 303 of the Complaint, except admits that the relationship between the National Rifle Association of America and Ackerman was formalized through a written agreement (the “Services Agreement”) and that the most recent iteration of the Services Agreement was entered into in April 2017 and amended in May 2018.

304. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 304 of the Complaint, except admits that the Services Agreement is a written document, which speaks for itself and is the best evidence of its content.

305. Mr. LaPierre denies the allegations set forth in paragraph 305 of the Complaint, except admits that Phillips was directly involved in managing the scope and cost of Ackerman’s services and that, he and Phillips sometimes met with Ackerman’s co-founder to negotiate the budget for the upcoming fiscal year.

306. Mr. LaPierre denies the allegations set forth in paragraph 306 of the Complaint.

307. Mr. LaPierre denies the allegations set forth in paragraph 307 of the Complaint.

308. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 308 of the Complaint.

309. Mr. LaPierre denies the allegations set forth in paragraph 309 of the Complaint.

310. Mr. LaPierre denies the allegations set forth in paragraph 310 of the Complaint.

311. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 311 of the Complaint.

312. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 312 of the Complaint.

313. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 313 of the Complaint.

314. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 314 of the Complaint.

315. Mr. LaPierre denies the allegations set forth in paragraph 315 of the Complaint.

316. Upon information and belief, Mr. LaPierre denies the allegations set forth in paragraph 316 of the Complaint.

317. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 317 of the Complaint.

318. Upon information and belief, Mr. LaPierre denies the allegations set forth in paragraph 318 of the Complaint.

319. Upon information and belief, Mr. LaPierre denies the allegations set forth in paragraph 319 of the Complaint.

320. Mr. LaPierre denies the allegations set forth in paragraph 320 of the Complaint.

321. Mr. LaPierre denies the allegations set forth in paragraph 321 of the Complaint.

322. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 322 of the Complaint.

323. Mr. LaPierre denies the allegations set forth in paragraph 323 of the Complaint.

324. Mr. LaPierre denies the allegations set forth in paragraph 324 of the Complaint.

325. Mr. LaPierre denies the allegations set forth in paragraph 325 of the Complaint.

326. Mr. LaPierre denies the allegations set forth in paragraph 326 of the Complaint.

327. Upon information and belief, Mr. LaPierre admits the allegation set forth in paragraph 327 of the Complaint.

328. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 328 of the Complaint, except admits that UWS produces a television program of the same name that is focused on hunting and is hosted by the president of Mercury Group and UWS.

329. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 329 of the Complaint.

330. Mr. LaPierre denies the allegations set forth in paragraph 330 of the Complaint, except admits that, as part of his work for the National Rifle Association of America and as part of his wife's work for the National Rifle Association of America Women's Leadership Foundation, he and his wife appeared in episodes of Under Wild Skies, traveling to and participating in big game hunts in the United States, Botswana, Tanzania, South Africa, and Argentina, and that the expenses associated with these trips—including professional hunter costs, camps, chartered travel, food and beverages, hunting licenses, trophy fees, and taxidermy—were incurred by UWS as part of the show, and lacks knowledge or information sufficient to form a belief as to the truth of the allegation that “[a]ccording to the president of Mercury Group and UWS, a single game hunt of this nature could cost upwards of \$100,000”.

331. Mr. LaPierre denies the allegations set forth in paragraph 331 of the Complaint.

332. Mr. LaPierre denies the allegations set forth in paragraph 332 of the Complaint.

333. Mr. LaPierre denies the allegations set forth in paragraph 333 of the Complaint.

334. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 334 of the Complaint.

335. Mr. LaPierre denies the allegations set forth in paragraph 335 of the Complaint.

336. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 336 of the Complaint.

337. Mr. LaPierre denies the allegations set forth in paragraph 337 of the Complaint.

338. Mr. LaPierre denies the allegations set forth in paragraph 338 of the Complaint.

339. Mr. LaPierre denies the allegations set forth in paragraph 339 of the Complaint, except admits that, in 2016, he authorized Powell to terminate the then Executive Director of the National Rifle Association of America's General Operations who had been in that role from 2012 to 2016, and that, upon information and belief, National Rifle Association of America security personnel publicly escorted him out of the building.

340. Mr. LaPierre denies the allegations set forth in paragraph 340 of the Complaint.

341. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 341 of the Complaint, except admits that the National Rifle Association of America has a written policy on independent contractors, which speaks for itself and is the best evidence of its content.

342. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 342 of the Complaint, except admits that the National Rifle Association of America has a written purchasing policy, which speaks for itself and is the best evidence of its content.

343. Mr. LaPierre denies the allegations set forth in paragraph 343 of the Complaint.

344. Mr. LaPierre denies the allegations set forth in paragraph 344 of the Complaint, except admits that there was a written agreement between the National Rifle Association of America and the former General Operations Director, which speaks for itself and is the best evidence of its content, and further admits that he gave videotaped testimony about the agreement, which speaks for itself and is the best evidence of its content.

345. Mr. LaPierre denies the allegations set forth in paragraph 345 of the Complaint, except admits that he was not aware of any consulting services provided to the National Rifle Association of America pursuant to the referenced agreement, and that he gave videotaped testimony about the agreement, which speaks for itself and is the best evidence of its content.

346. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 346 of the Complaint.

347. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 347 of the Complaint.

348. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 348 of the Complaint.

349. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 349 of the Complaint.

350. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 350 of the Complaint.

351. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 351 of the Complaint.

352. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 352 of the Complaint.

353. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 353 of the Complaint.

354. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 354 of the Complaint.

355. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 355 of the Complaint.

356. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 356 of the Complaint.

357. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 357 of the Complaint.

358. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 358 of the Complaint.

359. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 359 of the Complaint.

360. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 360 of the Complaint.

361. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 361 of the Complaint.

362. Mr. LaPierre denies the allegations set forth in paragraph 362 of the Complaint, except admits that he gave videotaped testimony regarding whether he thought it was prudent for

a charitable nonprofit organization to have an executive negotiate with a vendor while also being paid by that vendor, which speaks for itself and is the best evidence of its content.

363. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 363 of the Complaint.

364. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 364 of the Complaint.

365. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 365 of the Complaint.

366. Upon information and belief, Mr. LaPierre admits the allegations set forth in paragraph 366 of the Complaint.

367. Mr. LaPierre denies the allegations set forth in paragraph 367 of the Complaint, except admits, upon information and belief, that one of its board members is a former professional football player, performed paid consulting work for the NRA from time to time during the referenced period and received fees and expense reimbursements in connection with the same.

368. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 364 of the Complaint.

369. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 369 of the Complaint.

370. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 370 of the Complaint.

371. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 371 of the Complaint.

372. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 372 of the Complaint.

373. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 373 of the Complaint.

374. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 374 of the Complaint, except admits that in 2019 Board No. 1's compensation was changed from an annual flat-fee basis to a daily event fee.

375. Upon information and belief, Mr. LaPierre admits the allegations set forth in paragraph 375 of the Complaint.

376. Mr. LaPierre denies the allegations set forth in paragraph 376 of the Complaint, except admits, upon information and belief, that, beginning in July 2009, Board Member No. 2 has been paid by the National Rifle Association of America for the provision of services, under a written agreement with the National Rifle Association of America, which speaks for itself and is the best evidence of its content.

377. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 377 of the Complaint.

378. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 378 of the Complaint.

379. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 379 of the Complaint.

380. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 380 of the Complaint.

381. Mr. LaPierre denies the allegations set forth in paragraph 381 of the Complaint, except admits, upon information and belief, that the National Rifle Association of America Board has a member who is a political consultant who served as National Rifle Association of America president from 2011 to 2013.

382. Mr. LaPierre denies the allegations set forth in paragraph 382 of the Complaint, except admits, upon information and belief, that one its board members received \$4,000 per month for public speaking and consulting services.

383. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 383 of the Complaint.

384. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 384 of the Complaint.

385. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 385 of the Complaint.

386. Mr. LaPierre denies the allegations set forth in paragraph 386 of the Complaint, except admits, upon information and belief, that the National Rifle Association of America has a Board member who is a lawyer who has served on the Board since 1992 and is a former president of the National Rifle Association of America.

387. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 387 of the Complaint.

388. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 388 of the Complaint.

389. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 389 of the Complaint.

390. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 390 of the Complaint.

391. Mr. LaPierre denies the allegations set forth in paragraph 391 of the Complaint, except admits, upon information and belief, that a member of the Board of the National Rifle Association of America serves as a compensated member of the Board of Directors of Sturm, Ruger & Co. ("Ruger"), a well-known manufacturer of firearms, which has dealt with the National Rifle Association of America for many years, that, among its dealings with the National Rifle Association of America, Ruger purchases advertising in National Rifle Association of America publications and have provided donations and support to National Rifle Association of America programs.

392. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 392 of the Complaint.

393. Mr. LaPierre denies the allegations set forth in paragraph 393 of the Complaint, except admits, upon information and belief, that the National Rifle Association of America has a current Board member who is a past National Rifle Association of America President and who has been paid under the EVP Consulting Budget since 2004, and that, on behalf of the National Rifle Association of America, he has signed contracts with the Board member.

394. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 394 of the Complaint, except admits that he gave

videotaped testimony about the contracts referred to in paragraph 393 of the Complaint, which speaks for itself and is the best evidence of its content.

395. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 395 of the Complaint.

396. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegation set forth in paragraph 396 of the Complaint.

397. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 397 of the Complaint.

398. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 398 of the Complaint.

399. Mr. LaPierre denies the allegations set forth in paragraph 399 of the Complaint, except admits that the bylaws of the National Rifle Association of America are set forth in a written document, which speaks for itself and is the best evidence of its content.

400. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 400 of the Complaint, except admits that of the National Rifle Association of America's official filings and IRS Form 990s for each year from 2015 to 2018 is a written document, which speaks for itself and is the best evidence of its content.

401. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 401 of the Complaint.

402. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 402 of the Complaint.

403. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 403 of the Complaint.

404. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 404 of the Complaint.

405. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 405 of the Complaint.

406. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 406 of the Complaint.

407. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 407 of the Complaint.

408. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 408 of the Complaint.

409. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 409 of the Complaint.

410. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 410 of the Complaint.

411. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 411 of the Complaint.

412. Mr. LaPierre denies the allegations set forth in paragraph 412 of the Complaint.

413. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegation set forth in paragraph 413 of the Complaint.

414. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 414 of the Complaint.

415. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 415 of the Complaint.

416. Mr. LaPierre denies the allegations set forth in paragraph 416 of the Complaint, except admits, upon information and belief, that an employee formerly charged with processing certain expense reimbursements for Mr. LaPierre incurred an unexpected medical absence in recent years and that reimbursement of certain expenses was consequently delayed and that the financial downside of such delay has been borne by Mr. LaPierre, who continued to incur business expenses without expectation of timely reimbursement.

417. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegation set forth in paragraph 417 of the Complaint.

418. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 418 of the Complaint

419. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 419 of the Complaint, except admits that he gave videotaped testimony about the alleged “post-employment” contract referred to in paragraph 19, which speaks for itself and is the best evidence of its testimony.

420. Mr. LaPierre denies the allegations set forth in paragraph 420 of the Complaint, except admits that the alleged contract in question is a written document that speaks for itself and is the best evidence of its content, and that he gave videotaped testimony about the alleged contract, which speaks for itself and is the best evidence of its content.

421. Mr. LaPierre denies the allegations set forth in paragraph 421 of the Complaint, except admits that there was a written letter agreement dated March 16, 2015, which speaks for itself and is the best evidence of its content.

422. Mr. LaPierre denies the allegations set forth in paragraph 422 of the Complaint, except admits that he received a memorandum dated April 30, 2018, which is a written document that speaks for itself and is the best evidence of its content.

423. Mr. LaPierre denies the allegations set forth in paragraph 423 of the Complaint, except admits that he signed a memorandum dated April 30, 2018, which is a written document that speaks for itself and is the best evidence of its content.

424. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 424 of the Complaint, except admits that he gave videotaped testimony about alleged contract extension and modification referred to in that paragraph, which speaks for itself and is the best evidence of its content.

425. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 425 of the Complaint.

426. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 426 of the Complaint.

427. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 427 of the Complaint.

428. Mr. LaPierre denies the allegations set forth in paragraph 428 of the Complaint, except admits that the National Rifle Association of America's bylaws are set forth in a written document, which speaks for itself and is the best evidence of its content.

429. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 429 of the Complaint.

430. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 430 of the Complaint, except admits that the National Rifle Association of America's IRS Form 990s for 2017 and 2018 are written documents which speak for themselves and are the best evidence of their content.

431. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 431 of the Complaint.

432. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 432 of the Complaint, except admits the National Rifle Association of America's annual CHAR500 filings are written documents which speak for themselves and are the best evidence of their content.

433. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 433 of the Complaint, except admits that the National Rifle Association of America's annual IRS Form 990 filings are written documents which speak for themselves and are the best evidence of their content.

434. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 434 of the Complaint.

435. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 435 of the Complaint, except admits that the National Rifle Association of America's annual IRS Form 990 filings are written documents, which speak for themselves and are the best evidence of their content.

436. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 436 of the Complaint.

437. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 437 of the Complaint, except admits that the National Rifle Association of America's annual IRS Form 990 filings are written documents, which speak for themselves and are the best evidence of their content.

438. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 438 of the Complaint, except admits that the National Rifle Association of America's annual IRS Form 990 filings are written documents, which speak for themselves and are the best evidence of their content.

439. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 439 of the Complaint, except admits that the National Rifle Association of America's annual IRS Form 990 filings are written documents, which speak for themselves and are the best evidence of their content.

440. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 440 of the Complaint, except admits that the National Rifle Association of America's 2018 IRS Form 990 is a written document, which speaks for itself and is the best evidence of its content.

441. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 441 of the Complaint, except admits that the National Rifle Association of America's 2017 IRS Form 990 is a written document, which speaks for itself and is the best evidence of its content.

442. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 442 of the Complaint.

443. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 443 of the Complaint, except admits that the National Rifle Association of America's IRS Form 990s are written documents, which speak for themselves and are the best evidence of their content.

444. Mr. LaPierre denies the allegations set forth in paragraph 444 of the Complaint, except admits that he had discussions with Dissident No. 1 in spring 2018 concerning Dissident No. 1's potential candidacy for National Rifle Association of America President, and that he lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations set forth in that paragraph.

445. Mr. LaPierre denies the allegations set forth in paragraph 445 of the Complaint, except admits that at the time of his discussions with Dissident No. 1, Dissident No. 1 had a contract at Fox News to provide multiple episodes of a program called "American Heroes", and that the National Rifle Association of America's bylaws are set forth in a written document, which speaks for itself and is the best evidence of its content.

446. Mr. LaPierre denies the allegations set forth in paragraph 446 of the Complaint.

447. Mr. LaPierre denies the allegations set forth in paragraph 447 of the Complaint, except admits that he had discussions with Dissident No. 1 in spring 2018 concerning Dissident No. 1's potential candidacy for National Rifle Association of America President.

448. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 448 of the Complaint.

449. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 449 of the Complaint.

450. Mr. LaPierre denies the allegations set forth in paragraph 450 of the Complaint.

451. Mr. LaPierre denies the allegations set forth in paragraph 451 of the Complaint, except admits that, in May 2018, Dissident No. 1 was nominated, with Mr. LaPierre's support, to be National Rifle Association of America President and was elected by the Board, that Dissident No. 1 did not immediately take office, and that an interim President served in his place.

452. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 452 of the Complaint.

453. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 453 of the Complaint.

454. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 454 of the Complaint.

455. Mr. LaPierre denies the allegations set forth in paragraph 455 of the Complaint, except admits that the Brewer firm was initially retained in March 2018 by the National Rifle Association of America and that its work included issues involving National Rifle Association of America affinity partners.

456. Mr. LaPierre denies the allegations set forth in paragraph 456 of the Complaint, except admits that, in 2018, the Brewer firm was engaged to provide legal services to the National Rifle Association of America and that he gave videotaped testimony regarding the Brewer engagement, which speaks for itself and is the best evidence of its content.

457. Mr. LaPierre denies the allegations set forth in paragraph 457 of the Complaint, except admits, upon information and belief, that Frazer negotiated an engagement letter with the Brewer firm and that Frazer is one of several individuals who has been responsible for reviewing and approving payment of the Brewer firm's invoices.

458. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 458 of the Complaint.

459. Mr. LaPierre denies the allegations set forth in paragraph 459 of the Complaint.

460. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 460 of the Complaint.

461. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 461 of the Complaint.

462. Mr. LaPierre denies the allegations set forth in paragraph 462 of the Complaint, except admits that an outside law firm was hired to review the Brewer firm's engagement and that the firm determined the engagement had been duly authorized.

463. Mr. LaPierre denies the allegations set forth in paragraph 463 of the Complaint.

464. Mr. LaPierre denies the allegations set forth in paragraph 464 of the Complaint, except admits that he believed that Dissident No. 1's inquiries into the National Rifle Association of America's affairs exceeded the purview of the National Rifle Association of America President, and that he gave videotaped testimony regarding Dissident No. 1, which speaks for itself and is the best evidence off its content.

465. Mr. LaPierre denies the allegations set forth in paragraph 465 of the Complaint.

466. Mr. LaPierre denies the allegations set forth in paragraph 466 of the Complaint, except admits that he instructed Dissident No. 1 to cease and desist from attempts to interfere with certain work by the Brewer firm—including work related to Dissident No. 1’s employer, Ackerman—that gave rise to potential conflicts of interest for Dissident No. 1 (such legal matters, the “Conflict Matters”) and that Dissident No. 1 received detailed briefings from the Brewer firm on matters apart from the Conflict Matters.

467. Mr. LaPierre denies the allegations set forth in paragraph 467 of the Complaint, except admits that he signed a letter dated February 26, 2019 addressed to Dissident No. 1, which speaks for itself and is the best evidence of its content, and arranged for it to be sent to Dissident No. 1, and that in March 2019, he signed a follow-up letter to Dissident No. 1, which speaks for itself and is the best evidence of its content, and arranged for that letter to be sent to Dissident No. 1, too.

468. Mr. LaPierre denies the allegations set forth in paragraph 468 of the Complaint, except admits that he gave videotaped testimony to the effect that he withdrew his support for Dissident No. 1, which speaks for itself and is the best evidence of its content.

469. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 469 of the Complaint, except admits, upon information and belief, that a letter dated about April 25, 2019, had been received by the Executive Committee of the National Rifle Association of America from Dissident No. 1, which speaks for itself and is the best evidence of its content.

470. Mr. LaPierre denies the allegations set forth in paragraph 470 of the Complaint, except admits that a letter was read to National Rifle Association of America members during its annual meeting in Indianapolis, which speaks for itself and is the best evidence of its content.

471. Mr. LaPierre denies the allegations set forth in paragraph 471 of the Complaint, except admits that he lacks knowledge or information sufficient to form a belief as to the truth of the allegation that the National Rifle Association of America is conducting an internal expulsion proceeding against Dissident No. 1.

472. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 472 of the Complaint.

473. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 473 of the Complaint.

474. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 474 of the Complaint.

475. Mr. LaPierre admits the allegations set forth in paragraph 475 of the Complaint.

476. Mr. LaPierre denies the allegations set forth in paragraph 476 of the Complaint

477. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 477 of the Complaint.

478. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 478 of the Complaint, except admits that the mission statement for the National Rifle Association of America's Audit Committee is set out in its Charter, which speaks for itself and is the best evidence of its content.

479. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 479 of the Complaint.

480. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 480 of the Complaint.

481. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 481 of the Complaint.

482. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 482 of the Complaint.

483. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 483 of the Complaint.

484. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 484 of the Complaint.

485. Mr. LaPierre denies the allegations set forth in paragraph 485 of the Complaint, except admits that the National Rifle Association of America's Statement of Corporate Ethics is set forth in a written document, which speaks for itself and is the best evidence of its content.

486. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 486 of the Complaint.

487. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 487 of the Complaint.

488. Mr. LaPierre denies the allegations set forth in paragraph 488 of the Complaint, except **admits, upon information and belief, that, in late 2017, a group of employees in the Office of the Treasurer of the National Rifle Association of America began an independent review of**

certain transactions and that their work culminated in a memo titled “List of Top Concerns for the Audit Committee” (the “Top Concerns Memo”) that was prepared on or about July 2018, which speaks for itself and is the best evidence of its content.

489. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 489 of the Complaint, except admits that he gave videotaped testimony regarding the individuals who presented the concerns, which speaks for itself and is the best evidence of its content.

490. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 490 of the Complaint.

491. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 491 of the Complaint.

492. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 492 of the Complaint.

493. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 493 of the Complaint.

494. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 494 of the Complaint.

495. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 495 of the Complaint.

496. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 496 of the Complaint.

497. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 497 of the Complaint.

498. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 498 of the Complaint.

499. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 499 of the Complaint, except admits that the National Rifle Association of America has a written policy regarding conflicts of interest and related party transactions, which speaks for itself and is the best evidence of its content.

500. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 500 of the Complaint, except admits that the National Rifle Association of America has a written policy regarding conflicts of interest and related party transactions, which speaks for itself and is the best evidence of its content.

501. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 501 of the Complaint, except admits that the National Rifle Association of America has a written policy regarding conflicts of interest and related party transactions, which speaks for itself and is the best evidence of its content.

502. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 502 of the Complaint, except admits that the National Rifle Association of America has a written policy regarding conflicts of interest and related party transactions, which speaks for itself and is the best evidence of its content.

503. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 503 of the Complaint.

504. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 504 of the Complaint.

505. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 505 of the Complaint.

506. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 506 of the Complaint.

507. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 507 of the Complaint.

508. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 508 of the Complaint.

509. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 509 of the Complaint.

510. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegation set forth in paragraph 510 of the Complaint.

511. Mr. LaPierre denies the allegation set forth in paragraph 511 of the Complaint.

512. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 512 of the Complaint.

513. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 513 of the Complaint.

514. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 514 of the Complaint.

515. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 515 of the Complaint.

516. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 516 of the Complaint.

517. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 517 of the Complaint.

518. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 518 of the Complaint.

519. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 519 of the Complaint, except admits that the Audit Committee Charter is a written document, which speaks for itself and is the best evidence of its content.

520. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 520 of the Complaint.

521. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 521 of the Complaint.

522. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 522 of the Complaint.

523. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 523 of the Complaint.

524. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 524 of the Complaint.

525. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 525 of the Complaint.

526. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 526 of the Complaint.

527. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 527 of the Complaint.

528. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 528 of the Complaint.

529. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 529 of the Complaint.

530. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 530 of the Complaint.

531. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 531 of the Complaint.

532. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 532 of the Complaint, except admits that the National Rifle Association of America's bylaws are set forth in a written document, which speaks for itself and is the best evidence of its content.

533. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 533 of the Complaint, except admits that the National Rifle Association of America's bylaws are set forth in a written document, which speaks for itself and is the best evidence of its content.

534. Mr. LaPierre denies the allegations set forth in paragraph 534 of the Complaint.

535. Mr. LaPierre denies the allegations set forth in paragraph 535 of the Complaint.

536. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 536 of the Complaint.

537. Mr. LaPierre denies the allegations set forth in paragraph 537 of the Complaint, except admits that outside counsel participated in formulating, and that Frazer and Powell at times participated in delivering, compliance training presentations.

538. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 538 of the Complaint.

539. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 539 of the Complaint.

540. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 540 of the Complaint.

541. Mr. LaPierre denies the allegations set forth in paragraph 541 of the Complaint.

542. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 542 of the Complaint.

543. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 543 of the Complaint.

544. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 544 of the Complaint.

545. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 545 of the Complaint.

546. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 546 of the Complaint.

547. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 547 of the Complaint, except admits that the National Rifle Association of America made filings with the Attorney General for 2015, 2016, 2017 and 2018, which speak for themselves and are the best evidence of their content.

548. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 548 of the Complaint, except admits that to the extent that this paragraph references written documents, the documents speak for themselves and are the best evidence of their content.

549. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 549 of the Complaint.

550. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 550 of the Complaint.

551. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 551 of the Complaint.

552. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 552 of the Complaint.

553. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 553 of the Complaint.

554. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 554 of the Complaint.

555. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 555 of the Complaint.

556. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 556 of the Complaint.

557. Mr. LaPierre admits the allegations set forth in paragraph 557 of the Complaint.

558. Upon information and belief, Mr. LaPierre denies the allegations set forth in paragraph 558 of the Complaint.

559. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 559 of the Complaint.

560. Mr. LaPierre repeats his responses to the allegations set forth in paragraphs 1 through 559 of the Complaint as though fully set forth herein.

561. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 561 of the Complaint.

562. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 562 of the Complaint.

563. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 563 of the Complaint.

564. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 564 of the Complaint.

565. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 565 of the Complaint.

566. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 566 of the Complaint.

567. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 567 of the Complaint.

568. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 568 of the Complaint.

569. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 569 of the Complaint.

570. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 570 of the Complaint.

571. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 571 of the Complaint.

572. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 572 of the Complaint.

573. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 573 of the Complaint.

574. Upon information and belief, Mr. LaPierre denies the allegations set forth in paragraph 574 of the Complaint.

575. Mr. LaPierre repeats his responses to the allegations set forth in paragraphs 1 through 574 of the Complaint as though fully set forth herein.

576. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 576 of the Complaint.

577. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 577 of the Complaint.

578. Upon information and belief, Mr. LaPierre denies the allegations set forth in paragraph 578 of the Complaint.

579. Upon information and belief, Mr. LaPierre denies the allegations set forth in paragraph 579 of the Complaint.

580. Mr. LaPierre repeats his responses to the allegations set forth in paragraphs 1 through 579 of the Complaint as though fully set forth herein.

581. Mr. LaPierre denies the allegations set forth in paragraph 581 of the Complaint.

582. Mr. LaPierre denies the allegations set forth in paragraph 582 of the Complaint.

583. Mr. LaPierre denies the allegations set forth in paragraph 583 of the Complaint.

584. Mr. LaPierre denies the allegations set forth in paragraph 584 of the Complaint.

585. Mr. LaPierre repeats his responses to the allegations set forth in paragraphs 1 through 584 of the Complaint as though fully set forth herein.

586. Upon information and belief, Mr. LaPierre denies the allegations set forth in paragraph 586 of the Complaint, except admits Frazer is an attorney.

587. Upon information and belief, Mr. LaPierre denies the allegations set forth in paragraph 587 of the Complaint.

588. Upon information and belief, Mr. LaPierre denies the allegations set forth in paragraph 588 of the Complaint.

589. Upon information and belief, Mr. LaPierre denies the allegations set forth in paragraph 589 of the Complaint.

590. Mr. LaPierre repeats his responses to the allegations set forth in paragraphs 1 through 589 of the Complaint as though fully set forth herein.

591. Mr. LaPierre denies the allegations set forth in paragraph 591 of the Complaint to the extent that they refer or relate to him and lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth therein.

592. Mr. LaPierre lacks knowledge and information sufficient to form a belief as to the truth of the allegations set forth in paragraph 592 of the Complaint.

593. Mr. LaPierre lacks knowledge and information sufficient to form a belief as to the truth of the allegations set forth in paragraph 593 of the Complaint.

594. Mr. LaPierre repeats his responses to the allegations set forth in paragraphs 1 through 593 of the Complaint as though fully set forth herein.

595. Mr. LaPierre lacks knowledge and information sufficient to form a belief as to the truth of the allegations set forth in paragraph 595 of the Complaint.

596. Mr. LaPierre lacks knowledge and information sufficient to form a belief as to the truth of the allegations set forth in paragraph 596 of the Complaint.

597. Mr. LaPierre lacks knowledge and information sufficient to form a belief as to the truth of the allegations set forth in paragraph 597 of the Complaint.

598. Mr. LaPierre repeats his responses to the allegations set forth in paragraphs 1 through 597 of the Complaint as though fully set forth herein.

599. Mr. LaPierre lacks knowledge and information sufficient to form a belief as to the truth of the allegations set forth in paragraph 599 of the Complaint.

600. Upon information and belief, Mr. LaPierre denies the allegations set forth in paragraph 600 of the Complaint.

601. Upon information and belief, Mr. LaPierre denies the allegations set forth in paragraph 601 of the Complaint.

602. Mr. LaPierre repeats his responses to the allegations set forth in paragraphs 1 through 601 of the Complaint as though fully set forth herein.

603. Mr. LaPierre lacks knowledge and information sufficient to form a belief as to the truth of the allegations set forth in paragraph 603 of the Complaint.

604. Mr. LaPierre lacks knowledge and information sufficient to form a belief as to the truth of the allegations set forth in paragraph 604 of the Complaint.

605. Mr. LaPierre denies the allegations set forth in paragraph 605 of the Complaint.

606. Mr. LaPierre repeats his responses to the allegations set forth in paragraphs 1 through 605 of the Complaint as though fully set forth herein.

607. Mr. LaPierre lacks knowledge and information sufficient to form a belief as to the truth of the allegations set forth in paragraph 607 of the Complaint.

608. Mr. LaPierre lacks knowledge and information sufficient to form a belief as to the truth of the allegations set forth in paragraph 608 of the Complaint.

609. Mr. LaPierre lacks knowledge and information sufficient to form a belief as to the truth of the allegations set forth in paragraph 609 of the Complaint.

610. Mr. LaPierre repeats his responses to the allegations set forth in paragraphs 1 through 609 of the Complaint as though fully set forth herein.

611. Mr. LaPierre lacks knowledge and information sufficient to form a belief as to the truth of the allegations set forth in paragraph 611 of the Complaint.

612. Mr. LaPierre lacks knowledge and information sufficient to form a belief as to the truth of the allegations set forth in paragraph 612 of the Complaint.

613. Mr. LaPierre lacks knowledge and information sufficient to form a belief as to the truth of the allegations set forth in paragraph 613 of the Complaint.

614. Mr. LaPierre repeats his responses to the allegations set forth in paragraphs 1 through 605 of the Complaint as though fully set forth herein.

615. Mr. LaPierre denies the allegations set forth in paragraph 615 of the Complaint.

616. Mr. LaPierre denies the allegations set forth in paragraph 616 of the Complaint.

617. Mr. LaPierre denies the allegations set forth in paragraph 617 of the Complaint.

618. Mr. LaPierre repeats the responses to the allegations set forth in paragraphs 1 through 617 of the Complaint as though fully set forth herein.

619. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 619 of the Complaint.

620. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 620 of the Complaint.

621. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 621 of the Complaint.

622. Mr. LaPierre repeats the responses to the allegations set forth in paragraphs 1 through 621 of the Complaint as though fully set forth herein.

623. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 623 of the Complaint.

624. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 624 of the Complaint.

625. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 625 of the Complaint.

626. Mr. LaPierre repeats the responses to the allegations set forth in paragraphs 1 through 625 of the Complaint as though fully set forth herein.

627. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 627 of the Complaint.

628. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 628 of the Complaint.

629. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 629 of the Complaint.

630. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 630 of the Complaint.

631. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 631 of the Complaint.

632. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 632 of the Complaint.

633. Mr. LaPierre repeats the responses to the allegations set forth in paragraphs 1 through 632 of the Complaint as though fully set forth herein.

634. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 634 of the Complaint.

635. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 635 of the Complaint.

636. Mr. LaPierre denies the allegations set forth in paragraph 636 of the Complaint.

637. Mr. LaPierre denies the allegations set forth in paragraph 637 of the Complaint, except admits that the Attorney General seeks removal for cause of each officer, director, or trustee, if any, who is found to have violated the whistleblower policy that she alleges is required by N-PCL § 715-b and EPTL § 8-1.9.

638. Mr. LaPierre repeats the responses to the allegations set forth in paragraphs 1 through 637 of the Complaint as though fully set forth herein.

639. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 639 of the Complaint.

640. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 640 of the Complaint.

641. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 641 of the Complaint.

642. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 642 of the Complaint.

643. Mr. LaPierre repeats the responses to the allegations set forth in paragraphs 1 through 642 of the Complaint as though fully set forth herein.

644. Upon information and belief, Mr. LaPierre denies the allegations set forth in paragraph 644 of the Complaint.

645. Upon information and belief, Mr. LaPierre denies the allegations set forth in paragraph 645 of the Complaint.

646. Mr. LaPierre repeats the responses to the allegations set forth in paragraphs 1 through 645 of the Complaint as though fully set forth herein.

647. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 647 of the Complaint.

648. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 648 of the Complaint.

649. Mr. LaPierre denies the allegations set forth in paragraph 649 of the Complaint to the extent that they refer or relate to him, and lacks knowledge or information sufficient to form a belief as to the truth as to the rest of the allegations set forth in that paragraph.

650. Mr. LaPierre denies the allegations set forth in paragraph 650 of the Complaint to the extent that they refer or relate to him, and lacks knowledge or information sufficient to form a belief as to the truth as to the rest of the allegations set forth in that paragraph.

651. Mr. LaPierre denies the allegations set forth in paragraph 651 of the Complaint to the extent that they refer or relate to him, and lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 651 of the Complaint.

652. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 652 of the Complaint.

653. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 653 of the Complaint.

654. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 654 of the Complaint.

655. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 655 of the Complaint.

656. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 656 of the Complaint.

657. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 657 of the Complaint, except admits, upon information and belief, that IRS Form 4720 requires reporting of the excess benefit transaction and computation of the tax liability due, a signature under penalty of perjury, and payment of the amount of the excise tax due to the IRS.

658. Mr. LaPierre denies the allegation set forth in paragraph 658 of the Complaint to the extent that it is alleged that he has not filed forms 4720 nor paid the excise tax due on excess benefit transactions for 2015 to 2018, and lacks knowledge or information sufficient to form a belief as to the truth of the rest of the allegations set forth in that paragraph.

659. Mr. LaPierre denies the allegations set forth in paragraph 659 of the Complaint to the extent they relate to him, and lacks knowledge or information sufficient to form a belief as to the truth of the rest of the allegations set forth in that paragraph.

660. Mr. LaPierre denies the allegations set forth in paragraph 660 of the Complaint to the extent they relate to him, and lacks knowledge or information sufficient to form a belief as to the truth of the rest of the allegations set forth in that paragraph.

661. Mr. LaPierre denies the allegation set forth in paragraph 661 of the Complaint to the extent they relate to him, and lacks knowledge or information sufficient to form a belief as to the truth of the rest of the allegations set forth in that paragraph.

662. Mr. LaPierre denies the allegation set forth in paragraph 661 of the Complaint to the extent they relate to him, and lacks knowledge or information sufficient to form a belief as to the truth of the rest of the allegations set forth in that paragraph.

663. Upon information and belief, Mr. LaPierre denies the allegations set forth in paragraph 663 of the Complaint.

664. Mr. LaPierre denies the allegations set forth in paragraph 664 of the Complaint.

665. Mr. LaPierre denies the allegations set forth in paragraph 665 of the Complaint to the extent they relate to him or Frazer, and lacks knowledge or information sufficient to form a belief as to the truth of the rest of the allegations set forth in that paragraph.

666. Mr. LaPierre denies the allegations set forth in paragraph 666 of the Complaint to the extent they relate to him and avers that, upon information and belief, he has received and retained from the National Rifle Association of America no excessive, unreasonable or unauthorized compensation, and no payments or reimbursements made in violation of IRS requirements or the National Rifle Association of America's bylaws, policy and procedures or without the authorizations required by the National Rifle Association of America's bylaws, policy,

and procedures, and lacks knowledge or information sufficient to form a belief as to the truth of the rest of the allegations set forth in that paragraph.

RESPONSE TO PRAYER FOR RELIEF

Mr. LaPierre denies the allegations set forth in the Complaint in the Prayer for Relief.

AFFIRMATIVE DEFENSES

Without admission that it carries the burden of proof as to any of the following, Mr. LaPierre asserts the following affirmative defenses without waiver of other applicable affirmative defenses not included here, which he reserves the right to assert as they become known.

First Affirmative Defense

1. The Complaint fails to state a cause of action as against Mr. LaPierre.

Second Affirmative Defense

2. The causes of action asserted against Mr. LaPierre in the Complaint, and related requests for relief, are barred, in whole or in part, by the doctrines of regulatory estoppel, estoppel, waiver, and/or laches.

Third Affirmative Defense

3. The causes of action asserted against Mr. LaPierre in the Complaint, and related requests for relief are barred, in whole or in part, by Plaintiff's unclean hands.

Fourth Affirmative Defense

4. Plaintiff's attempt to bring a derivative action in behalf of the National Rifle Association of America and/or its members against Mr. LaPierre cannot be sustained due to its failure adequately to allege the futility of making a demand upon the National Rifle Association

of America's Board of Directors. Further, the Attorney General has not only failed to allege with particularity, but cannot allege, that a majority of the Board is conflicted with self-interest, or is controlled by self-interested persons, concerning transactions at issue. Director nominations occur through a nominating committee – which gets candidates from innumerable sources including advertisements in NRA Magazine and in response to requests made to members for suggested directors – or by petition, or both, after which approximately one-half of the National Rifle Association of America's approximately five million members are eligible to vote for directors of their preference. The particular circumstances presented by these nomination and election protocols hopelessly defeat the Attorney General's necessary threshold allegations to establish demand futility.

Fifth Affirmative Defense

5. Plaintiff's attempt to bring a derivative action against Mr. LaPierre in behalf of the National Rifle Association of America's members pursuant to N-PCL § 1102(a)(2) additionally fails because Plaintiff fails to allege support from ten percent of the total number of National Rifle Association of America members. Although derivative standing pursuant to N-PCL § 623 would be insufficient in a dissolution action, Plaintiff likewise fails to allege support from five percent of any class of National Rifle Association of America members as the foregoing section would require. Indeed, Plaintiff alleges no support from any National Rifle Association of America member.

Sixth Affirmative Defense

6. Plaintiff's attempt to enjoin, void or rescind alleged related-party transactions pursuant to N-PCL §§ 112(a)(10), 715(f), and EPTL § 8-1.9(c)(4) fails because, to the extent such

transactions were not approved in accordance with N-PCL § 715(a)-(b), they were duly ratified in accordance with N-PCL § 715(j).

Seventh Affirmative Defense

7. The damages suffered by Plaintiff or any third-parties were proximately caused by intervening and superseding actions and occurrences including, but not limited to, actions of persons, entities, and/or forces over which Mr. LaPierre exerted no control and for which he has no responsibility.

Eighth Affirmative Defense

8. The causes of action asserted against Mr. LaPierre in the Complaint, and related requests for remedial action and other relief against Mr. LaPierre, are barred, in whole or in part, by the applicable statute of limitations and other statutory or equitable time limitations.

Ninth Affirmative Defense

9. The causes of action asserted against Mr. LaPierre in the Complaint, and related requests for remedial action and other relief against Mr. LaPierre, based on claims of alleged falsity in public filings, and other allegations which sound in fraud, must fail because the allegations of the Complaint are not stated with sufficient particularity as required under the Civil Practice Law and Rules regardless of the remedial purposes of any statute on which Plaintiff is proceeding in this case.

Tenth Affirmative Defense

10. The causes of action asserted against Mr. LaPierre in the Complaint, and related requests for remedial action and other relief against Mr. LaPierre, must fail, in whole or in part,

because Mr. LaPierre did not act with intent to deceive, manipulate, or defraud, and did not recklessly disregard any alleged misrepresentations, misstatements, or omissions of material fact.

Eleventh Affirmative Defense

11. This action is pending contemporaneously with other actions which seek to adjudicate overlapping factual and legal issues, including, without limitation, a federal action by the National Rifle Association of America under 42 U.S.C. § 1983 and multiple contested matters in the United States Bankruptcy Court for the Northern District of Texas. Therefore, one or more causes of actions, claims or allegations asserted, or remedies or relief sought, is reasonably likely to be barred by collateral estoppel, res judicata or discharge in bankruptcy.

Twelfth Affirmative Defense

12. The causes of action asserted against Mr. LaPierre in the Complaint, and related requests for remedial action and other relief against Mr. LaPierre, are barred, in whole or in part, by Plaintiff's unclean hands.

Thirteenth Affirmative Defense

13. Mr. LaPierre has no liability under any of the causes of action asserted against him in the Complaint because, at all times, as an officer and director of the corporation, he discharged his responsibilities in good faith and with that degree of diligence, care, and skill which ordinarily prudent persons in a similar position would exercise in like circumstances.

Fourteenth Affirmative Defense

14. Mr. LaPierre has no liability under any of the causes of action asserted against him in the Complaint because, at all times, as an officer and director of the corporation, he conducted

himself and performed his responsibilities within the scope of appropriate business judgment and deserving of the protections of the business judgment rule.

Fifteenth Affirmative Defense

15. Mr. LaPierre has no liability under any of the causes of action asserted against him in the Complaint because, at all times, as an officer and director of the corporation, he relied on information, opinions, or reports of reasonable reliability either presented or available to him as he was permitted as an officer and director of the corporation acting in good faith.

Sixteenth Affirmative Defense

16. The causes of action asserted against Mr. LaPierre in the Complaint purport to deprive him of his statutory business judgment rule defense and thus violate the fault-based scheme codified by the New York Legislature with respect to the regulation of not-for-profit corporations and officer, directors and other persons associated with such corporations. Plaintiff's claims exceed the bounds of the Attorney General's authority by asserting against Mr. LaPierre non-statutory claims which are devoid of any fault-based elements in a manner inconsistent with the N-PCL's statutory scheme. In this way, the Office of the Attorney General has arrogated to herself an inappropriate and unlawful lower burden of proof than that imposed on it by New York law.

Seventeenth Affirmative Defense

17. The causes of action asserted against Mr. LaPierre in the Complaint for return of compensation paid to him violate the statutory authority granted to the Attorney General, which does not imbue her with the power to avoid contracts or transactions between a corporation and its officers or directors. In light of Mr. LaPierre's undisputed performance of the work assigned to him, he justifiably and reasonably relied upon a compensation expectation set by an affirmative

vote of a majority of the National Rifle Association of America Board of Directors the subsequent payment of which, accordingly, was neither an unjust enrichment nor an excess benefit transaction as a matter of law.

Eighteenth Affirmative Defense

18. The Attorney General seeks an injunction and other equitable relief with respect to Mr. LaPierre on the basis of conduct of others over whom Mr. LaPierre had no control and for whose actions Mr. LaPierre is not liable.

Nineteenth Affirmative Defense

19. Any recovery by Plaintiff against Mr. LaPierre on any cause of action against Mr. LaPierre must be set off, reduced, abated or apportioned to the extent that any other intervening or superseding action or occurrence caused or contributed to damages awarded to Plaintiff.

Twentieth Affirmative Defense

20. The causes of action asserted against Mr. LaPierre in the Complaint, and related requests for remedial action and other relief against Mr. LaPierre, are barred to the extent acts or omissions of third parties caused the alleged injury and damages complained of in this lawsuit.

Twenty-First Affirmative Defense

21. The causes of action asserted against Mr. LaPierre in the Complaint, and related requests for remedial action and other relief against Mr. LaPierre, must fail, in whole or in part, because Mr. LaPierre did not make any false or misleading statement of material fact, or omit any material fact when he had a duty to speak, and is not responsible in law or in fact for any alleged false or misleading statement or omission of material fact made by others.

Twenty-Second Affirmative Defense

22. The causes of action asserted against Mr. LaPierre in the Complaint, and related requests for remedial action and other relief against Mr. LaPierre, are unwarranted and moot because Mr. LaPierre acted at all times in good faith and because there is no substantial likelihood that Mr. LaPierre will violate the statutes, rules, or provisions specified in the Complaint's causes of action and "Prayer for Relief".

Twenty-Third Affirmative Defense

23. The causes of action asserted against Mr. LaPierre in the Complaint, and related requests for remedial action and other relief against Mr. LaPierre, violate the United States Constitution to the extent it seeks to bar Mr. LaPierre permanently from serving as an officer, director, or trustee of any not-for-profit or charitable organization authorized to conduct business or solicit charitable donations in the State of New York or that conducts any activities in New York, or to work for such a corporation in any other capacity, anywhere in the United States, as such relief would violate the substantive guarantees of the Due Process Clause of the Fourteenth Amendment to the United States Constitution and violate the "dormant" or ("negative") Commerce Clause, Article I, Section 8, Clause 3 of the United States Constitution, in that it presents an unlawful infringement and restraint on interstate commerce in violation of the Commerce Clause.

Twenty-Fourth Affirmative Defense

24. The sanction of disgorgement is unwarranted because Mr. LaPierre did not knowingly or willfully violate any of the statutes, rules, or provisions specified in the Complaint.

Twenty-Fifth Affirmative Defense

25. The cause of action for unjust enrichment asserted against Mr. LaPierre in the Complaint must fail because, among other reasons, there was a contract that covered the subject of his compensation, he was not unjustly enriched, and he did not retain any "excess benefit" from participation in an "excess benefit transaction" as set forth under Internal Revenue Code Section 4958.

Twenty-Sixth Affirmative Defense

26. The relative culpability of each party who is or may be liable for the damages alleged by Plaintiff in the instant action should be determined in accordance with the decisional and statutory law of the State of New York, and the equitable share of each party's liability for contribution should be determined and apportioned in accordance with the relative culpability, if any, of each such party pursuant to Article 14 of the CPLR.

Twenty-Seventh Affirmative Defense

27. The causes of action asserted against Mr. LaPierre in the Complaint, and related requests for remedial action and other relief against Mr. LaPierre are barred, in whole or in part, are barred by culpable conduct on the part of Plaintiff.

Twenty-Eighth Affirmative Defense

28. The causes of action asserted against Mr. LaPierre in the Complaint, and related requests for remedial action and other relief against Mr. LaPierre are barred, in whole or in part, are barred by payment, accord and satisfaction.

Twenty-Ninth Affirmative Defense

29. The causes of action asserted against Mr. LaPierre in the Complaint, and related requests for remedial action and other relief against Mr. LaPierre are barred, in whole or in part, because the action is one “brought in behalf of the people” and the action has not been “brought in the name of the state” as required by CPLR 1301, and Plaintiff has asserted causes of action against “National Rifle Association of America, Inc.”, which does not exist, therefore Plaintiff has joined an improper party and failed to join proper, necessary and indispensable parties.

Thirtieth Affirmative Defense

30. Plaintiff lacks standing to sue Mr. LaPierre under N-PCL § 623.

Thirty-First Affirmative Defense

31. Plaintiff lacks capacity to sue Mr. LaPierre under common law.

Thirty-Second Affirmative Defense

32. Plaintiff lacks capacity to sue Mr. LaPierre because he has substantially complied with all applicable statutes and has taken voluntary steps to ensure complete compliance and avoid any compliance issues, including voluntary rescission of the post-employment contract complained of by Plaintiff, thereby rendering the causes of action against him based, in whole or in part, on that contract moot.

Thirty-Third Affirmative Defense

33. The causes of action asserted against Mr. LaPierre in the Complaint, and related requests for remedial action and other relief against Mr. LaPierre, are barred, in whole or in part, by the First Amendment to the United States Constitution, which requires that state regulation of not-for-profit corporations engaged in protected speech be conducted in the least intrusive manner

possible and the relief sought against Mr. LaPierre in this action trespasses upon fundamental freedoms protected by the due process clause of the Fourteenth Amendment since the effect of removal and a lifetime nationwide ban on service to any not-for-profit corporation in the world that conducts any activities in New York or solicits members or funds in New York would be to abridge his right to engage in lawful association with other supporters and defenders of the Second Amendment to the United States Constitution in support of their common beliefs, and would have the effect of chilling freedom of speech and assembly and curtailing his freedom to associate and freedom to speak freely on Second Amendment issues.

WHEREFORE, Defendant Wayne LaPierre demands judgment in his favor against Plaintiff People of the State of New York, By Letitia James, Attorney General of the State of New York dismissing the Complaint with prejudice, awarding him costs and disbursements of this action, and granting him such other or further relief as the Court deems just and proper.

Dated: New York, New York
February 23, 2021

Respectfully submitted,

CORRELL LAW GROUP

By: /s/ P. Kent Correll
P. Kent Correll
250 Park Avenue, 7th Floor
New York, New York 10177
Tel: (212) 475-3070
Fax: (212) 409-8515
E-mail: kent@correlllawgroup.com

*Attorney for Defendant
Wayne LaPierre*

VERIFICATION

STATE OF VIRGINIA)
)
) SS.:
COUNTY OF FAIRFAX)

Wayne LaPierre, being duly sworn, deposes and says:

I am a named defendant in the above-captioned action. I have read the foregoing Verified Answer and the contents thereof and the pleading is true to my knowledge, except as to matters alleged on information and belief, and as to those matters, I believe them to be true.

Wayne LaPierre
Wayne LaPierre

2/23/21
Date

Sworn to before me this 23rd day of February, 2021

Lisa L. Supernauh
Notary Public in and for the State of Virginia

Lisa L. Supernauh
Printed Name



CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing document was electronically served via the Court's electronic case filing system upon all counsel of record on this 23rd day of February 2021.

/s/ P. Kent Correll
P. Kent Correll