

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

PEOPLE OF THE STATE OF NEW YORK, BY LETITIA  
JAMES, ATTORNEY GENERAL OF THE STATE OF  
NEW YORK,

Plaintiff,

v.

BAKER BROTHERS ADVISORS, LP. d/b/a BAKER  
THE NATIONAL RIFLE ASSOCIATION OF AMERICA,  
INC., WAYNE LAPIERRE, WILSON PHILLIPS, JOHN  
FRAZER, and JOSHUA POWELL,

Defendants.

Index No. 451625/2020  
**Verified Answer of Joshua Powell to  
Plaintiff's First Amended and  
Supplemental Complaint**

Defendant Joshua Powell (“Defendant”), by and through his attorneys Akin Gump Strauss Hauer & Feld LLP, respectfully submits his Answer and Affirmative Defenses to Plaintiff’s Verified First Amended Complaint (“Amended Complaint”). Any allegations, averment, contention or statement in the Amended Complaint that is not specifically and unequivocally admitted is denied. Mr. Powell responds to each of the numbered paragraphs of the Amended Complaint as follows:

**PRELIMINARY STATEMENT**

1. Mr. Powell admits that the National Rifle Association of America, Inc. (the “NRA” or the “Association”) is a New York corporation. The remainder of the allegations are legal conclusions to which no response is required.

2. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

3. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

4. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

5. Mr. Powell denies the allegations in paragraph 5, as directed to him, and lacks knowledge or information sufficient to form a belief as to the truth of the allegations as directed to the co-defendants and therefore denies them.

6. Mr. Powell denies the allegations in paragraph 6, as directed to him, and lacks knowledge or information sufficient to form a belief as to the truth of the allegations as directed to the co-defendants and therefore denies them.

7. Mr. Powell denies the allegations in paragraph 7.

8. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

9. Mr. Powell denies the allegations in paragraph 9, as directed to him, and lacks knowledge or information sufficient to form a belief as to the truth of the allegations as directed to the co-defendants and therefore denies them.

10. Mr. Powell denies the allegations in paragraph 10, as directed to him, and lacks knowledge or information sufficient to form a belief as to the truth of the allegations as directed to the co-defendants and therefore denies them.

11. Mr. Powell denies the allegations in paragraph 11, as directed to him, and lacks knowledge or information sufficient to form a belief as to the truth of the allegations as directed to the co-defendants and therefore denies them.

12. Mr. Powell denies the allegations in paragraph 12, as directed to him, and lacks knowledge or information sufficient to form a belief as to the truth of the allegations as directed to the co-defendants and therefore denies them. To the extent paragraph 12 purports to characterize and represent the Plaintiff's original complaint, the complaint speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the original complaint, Mr. Powell denies them.

13. Mr. Powell denies the allegations in paragraph 13, as directed to him, and lacks knowledge or information sufficient to form a belief as to the truth of the allegations as directed to the co-defendants and therefore denies them.

14. This paragraph contains legal conclusions and Plaintiff's characterizations of its Complaint to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 14.

15. This paragraph contains legal conclusions and Plaintiff's characterizations of its Complaint to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 15.

**PART ONE- THE PARTIES**

16. This paragraph contains legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 16.

17. Mr. Powell admits that the NRA is a New York corporation that has members and engages in fundraising. The remaining allegations are legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 17.

18. This paragraph contains legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 18.

19. This paragraph purports to represent the contents of the NRA's bylaws, which speak for themselves and are the best evidence of their content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

20. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. To the extent that paragraph 20 purports to represent the contents of the NRA's bylaws, the bylaws speak for themselves and are the best evidence of their content. Mr. Powell denies the allegations to the extent inconsistent with the referenced document.

21. Mr. Powell admits that he held the positions of Chief of Staff, Executive Director of General Operations, and Senior Strategist at the NRA, that his employment with the NRA ended in January 2020, and that he has a residence in Michigan. Mr. Powell denies holding the title of

head of Compliance. The remaining allegations are legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 21.

22. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

23. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

### **PART TWO – JURISDICTION AND VENUE**

24. This paragraph contains legal conclusions and Plaintiff's characterizations of its complaint to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 24.

25. This paragraph contains legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 25.

26. This paragraph contains legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 26.

27. This paragraph contains legal conclusions and Plaintiff's characterizations of its complaint to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 27.

28. This paragraph contains legal conclusions to which no response is required. To the extent this paragraph purports to represent the contents of the NRA's articles of incorporation, the articles of incorporation speak for themselves and are the best evidence of their content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

**PART THREE – APPLICABLE LAW**

29. This paragraph contains legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 29.

30. This paragraph contains legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 30.

31. This paragraph contains legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 31.

32. This paragraph contains legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 32.

33. This paragraph contains legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 33.

34. This paragraph contains legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 34.

35. This paragraph contains legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 35.

36. This paragraph contains legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 36.

37. This paragraph contains legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 37.

38. This paragraph contains legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 38.

39. This paragraph contains legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 39.

40. This paragraph contains legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 40.

41. This paragraph contains legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 41.

42. This paragraph contains legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 42.

43. This paragraph contains legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 43.

44. This paragraph contains legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 44.

45. This paragraph contains legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 45.

46. This paragraph contains legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 46.

47. This paragraph contains legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 47.

48. This paragraph contains legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 48.

49. This paragraph contains legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 49.

50. This paragraph contains legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 50.

51. This paragraph contains legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 51.

52. This paragraph contains legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 52.

53. This paragraph contains legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 53.

54. This paragraph contains legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 54.

55. This paragraph contains legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 55.

56. This paragraph contains legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 56.

57. This paragraph contains legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 57.

**PART FOUR – THE NRA’S HISTORY AND INTERNAL GOVERNANCE**

**I. The NRA’s History**

58. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

59. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

60. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.



61. This paragraph contains legal conclusions and Plaintiff's characterizations of its Complaint to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 61.

62. Mr. Powell denies the allegations in paragraph 62, as directed to him, and lacks knowledge or information sufficient to form a belief as to the truth of the allegations as directed to the co-defendants and therefore denies them.

## **II. The NRA's Internal Structure and Governance**

### **A. The NRA's Organizational Structure**

63. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

64. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

### **B. The NRA's Bylaws**

65. This paragraph purports to represent the contents of the NRA's bylaws, which speak for themselves and are the best evidence of their content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

66. This paragraph purports to represent the contents of the NRA's bylaws, which speak for themselves and are the best evidence of their content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

#### **i. Board of Directors**

67. This paragraph contains legal conclusions to which no response is required. It also purports to represent the contents of the NRA's certificate of incorporation, which speaks for itself

and are the best evidence of their content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

68. This paragraph purports to represent the contents of the NRA's bylaws, which speak for themselves and are the best evidence of their content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

**ii. NRA Officers**

69. This paragraph purports to represent the contents of the NRA's bylaws, which speak for themselves and are the best evidence of their content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

70. This paragraph purports to represent the contents of the NRA's bylaws, which speak for themselves and are the best evidence of their content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

71. This paragraph purports to represent the contents of the NRA's bylaws, which speak for themselves and are the best evidence of their content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

**a. Executive Vice President**

72. This paragraph purports to represent the contents of the NRA's bylaws, which speak for themselves and are the best evidence of their content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

73. This paragraph purports to represent the contents of the NRA's bylaws, which speak for themselves and are the best evidence of their content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

74. This paragraph purports to represent the contents of the NRA's bylaws, which speak for themselves and are the best evidence of their content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

75. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

76. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

**b. President**

77. This paragraph purports to represent the contents of the NRA's bylaws, which speak for themselves and are the best evidence of their content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

78. This paragraph purports to represent the contents of the NRA's bylaws, which speak for themselves and are the best evidence of their content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

79. This paragraph purports to represent the contents of the NRA's bylaws, which speak for themselves and are the best evidence of their content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

**c. Vice Presidents**

80. This paragraph purports to represent the contents of the NRA's bylaws, which speak for themselves and are the best evidence of their content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

**d. Treasurer / Secretary / Executive Directors**

81. This paragraph purports to represent the contents of the NRA's bylaws, which speak for themselves and are the best evidence of their content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them. Mr. Powell admits upon information and belief that Wilson Phillips served as Treasurer.

82. This paragraph purports to represent the contents of the NRA's bylaws, which speak for themselves and are the best evidence of their content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them. Mr. Powell admits upon information and belief that John Frazer served as the Secretary.

83. This paragraph purports to represent the contents of the NRA's bylaws, which speak for themselves and are the best evidence of their content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

84. This paragraph purports to represent the contents of the NRA's bylaws, which speak for themselves and are the best evidence of their content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

85. This paragraph purports to represent the contents of the NRA's bylaws, which speak for themselves and are the best evidence of their content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

**iii. Standing and Special Committees**

86. Mr. Powell admits that the NRA Board of Directors has multiple standing and special committees, but otherwise lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 86.

**a. Officers Compensation Committee**

87. This paragraph purports to represent the contents of the NRA's bylaws, which speak for themselves and are the best evidence of their content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

**b. Executive Committee and Executive Counsel**

88. This paragraph purports to represent the contents of the NRA's bylaws, which speak for themselves and are the best evidence of their content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

89. This paragraph purports to represent the contents of the NRA's bylaws, which speak for themselves and are the best evidence of their content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

**c. Nominating Committee**

90. This paragraph purports to represent the contents of the NRA's bylaws, which speak for themselves and are the best evidence of their content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

91. This paragraph purports to represent the contents of the NRA's bylaws, which speak for themselves and are the best evidence of their content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

**d. Audit Committee**

92. This paragraph purports to represent the contents of the NRA's bylaws and N-PCL § 7, which speak for themselves and are the best evidence of their content. To the extent the allegations are inconsistent with the referenced documents, Mr. Powell denies them.

93. This paragraph purports to represent the contents of the Audit Committee Charter, which speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

94. This paragraph purports to represent the contents of the Audit Committee Charter, which speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

95. This paragraph purports to represent the contents of the Audit Committee Charter, which speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

96. This paragraph purports to represent the contents of the Audit Committee Charter and the NRA's Policy Manual, which speak for themselves and are the best evidence of their content. To the extent the allegations are inconsistent with the referenced documents, Mr. Powell denies them.

97. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. To the extent paragraph 93 purports to represent the contents of corporate documents, those documents speak for themselves and are the best evidence of their content. To the extent the allegations are inconsistent with the referenced documents, Mr. Powell denies them.

98. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. To the extent paragraph 94 purports to represent the contents of the State of Corporate Ethics, that document speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

**iv. Disclosure Requirements and Prohibitions on Private Benefits and Reimbursements absent Board Approval**

99. This paragraph purports to represent the contents of the NRA's bylaws, which speak for themselves and are the best evidence of their content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

100. This paragraph purports to represent the contents of the NRA's bylaws, which speak for themselves and are the best evidence of their content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

101. This paragraph purports to represent the contents of the NRA's bylaws, which speak for themselves and are the best evidence of their content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

**C. The NRA's Policy and Procedures on Hiring, Spending, Procurement, Travel, Reimbursement, Conflicts of Interest, and Related Party Transactions**

102. Paragraph 102 purports to quote the NRA Employee Handbook and the NRA Policy Manual, to which no response is required. The Handbook and Policy Manual speak for themselves and are the best evidence of their content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

**i. Contract Review and Policy**

103. Paragraph 103 purports to represent the contents of the NRA Contract Review Policy, which speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

104. Paragraph 104 purports to represent the contents of the NRA Contract Review Policy, which speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

105. Paragraph 105 purports to represent the contents of an NRA policy, which speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

106. Paragraph 106 purports to represent the contents of an NRA memorandum, which speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

107. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

**ii. Employment Rules**

108. The allegations in paragraph 108 purport to represent the contents of NRA policies, which speak for themselves and are the best evidence of their content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

109. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

**iii. Independent Contractors**

110. Paragraph 110 purports to represent the contents an NRA policy, which speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

**iv. Travel and Business Expense Reimbursement Policy**

111. Paragraph 111 purports to represent the contents of the NRA's Travel and Business Expense Reimbursement Policy, which speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.



112. Paragraph 112 purports to represent the contents of the NRA's Travel and Business Expense Reimbursement Policy, which speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

113. Paragraph 113 purports to represent the contents of the NRA's Travel and Business Expense Reimbursement Policy, which speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

114. Paragraph 114 purports to represent the contents of the NRA's Travel and Business Expense Reimbursement Policy, which speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

115. Paragraph 115 purports to represent the contents of the NRA's Travel and Business Expense Reimbursement Policy, which speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

116. Paragraph 116 purports to represent the contents of the NRA's Travel and Business Expense Reimbursement Policy, which speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

**v. Statement of Corporate Ethics**

117. Paragraph 117 purports to represent the contents of the NRA Statement of Corporate Ethics, which speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

118. Paragraph 118 purports to represent the contents of the NRA whistleblower policy, which speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

119. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. Paragraph 119 also contains legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 119.

**vi. Purchasing Policy**

120. Paragraph 120 purports to represent the contents of the NRA Purchasing Policy, which speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

121. Paragraph 121 purports to represent the contents of the NRA Purchasing Policy, which speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

122. Paragraph 122 purports to represent the contents of the NRA Purchasing Policy, which speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

123. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. Paragraph 123 contains legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 123.

124. Paragraph 124 purports represent the contents of the NRA Purchasing Policy, which speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

125. Paragraph 125 purports to represent the contents of the NRA Purchasing Policy, which speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

**vii. Officers and Board of Directors Policy – Disclosure of Financial Interests**

126. Paragraph 126 purports to represent the contents of the NRA Officers and Board of Directors Policy, which speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

127. Paragraph 127 purports to represent the contents of the NRA Officers and Board of Directors Policy, which speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

128. Paragraph 128 purports to represent the contents of the NRA Officers and Board of Directors Policy, which speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

129. Paragraph 129 purports to represent the contents of an NRA public filing, which speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

130. Paragraph 130 contains legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 126.

**viii. Conflict of Interests and Related Party Transaction Policy**

131. Paragraph 131 purports to represent the contents of the NRA Conflict of Interest and Related Party Transaction Policy and the NRA's Employee Handbook, which speak for themselves and are the best evidence of their content. To the extent the allegations are inconsistent with the referenced documents, Mr. Powell denies them.

132. Paragraph 132 contains legal conclusions to which no response is required. To the extent paragraph 132 purports to represent the contents of the NRA Conflict of Interest and Related Party Transaction Policy, that document speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

133. Paragraph 133 purports to represent the contents of the NRA Conflict of Interest and Related Party Transaction Policy, which speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

134. Paragraph 134 purports to represent the contents of the NRA Conflict of Interest and Related Party Transaction Policy, which speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

135. Paragraph 135 purports to represent the contents of the NRA Conflict of Interest and Related Party Transaction Policy, which speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

136. Paragraph 136 purports to represent the contents of an NRA Conflict of Interest and Related Party Transaction Policy, which speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

**PART FIVE – DEFENDANTS VIOLATIONS OF NEW YORK LAW**

**I. Widespread Violations of Law of the NRA’s Senior Management under the Leadership and Direction of Wayne LaPierre**

137. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

138. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

139. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

140. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

141. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

142. Mr. Powell admits that the NRA hired him to serve as LaPierre’s Chief of Staff in 2016, that Mr. Powell became the Executive Director of General Operations in or about January 2017, that Mr. Powell was named as a Senior Strategist in or around December 2018, that his employment with the NRA was terminated in January 2020 and that he reported to Mr. LaPierre during his employment at the NRA. Mr. Powell otherwise denies the allegations in paragraph 142.

143. Mr. Powell denies the allegations in paragraph 143, as directed to him, and lacks knowledge or information sufficient to form a belief as to the truth of the allegations as directed to the co-defendants and therefore denies them.

**A. LaPierre’s Improper Spending and Expensing**

144. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

145. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

146. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

**i. LaPierre's Private Flights**

147. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

148. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

149. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

150. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

151. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

152. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

153. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

154. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

155. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

156. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

157. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

158. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

159. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

160. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

161. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

162. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. To the extent paragraph 162 purports to represent the contents of the NRA's annual filings, the filings speak for themselves and are the best evidence of their content. To the extent the allegations are inconsistent with the referenced documents, Mr. Powell denies them.

163. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

164. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. To the extent paragraph 164 purports to represent the contents of the NRA's annual filings, the filings speak for themselves

and are the best evidence of their content. To the extent the allegations are inconsistent with the referenced documents, Mr. Powell denies them.

165. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. To the extent paragraph 165 purports to represent the contents of the NRA's annual filings, the filings speak for themselves and are the best evidence of their content. To the extent the allegations are inconsistent with the referenced documents, Mr. Powell denies them. The remaining allegations are legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

**ii. LaPierre's Bahamas and Yachting Trips**

166. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

167. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

168. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

169. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

170. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

171. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. To the extent that the allegations in paragraph 171 purport to represent the contents of the NRA's 2018 Form 990, the



form speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

172. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

173. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

174. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

175. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

176. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

177. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

178. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

179. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

180. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

181. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

**iii. LaPierre's Personal Travel Consultant**

182. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

183. Paragraph 183 purports to represent the contents of the NRA Travel Policy, which speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

184. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

185. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

186. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

187. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

188. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

189. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

190. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

191. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

192. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

193. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

194. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

195. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

196. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

197. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

198. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

**iv. LaPierre's Personal Expense Reimbursements**

199. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

200. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

201. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

202. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

203. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

204. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. To the extent paragraph 204 purports to represent the contents of an NRA policy, the policy speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

205. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

206. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

207. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

208. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

209. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

**v. LaPierre's Consulting Budget**

210. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

211. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

212. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations and therefore denies them. To the extent this paragraph purports to represent the contents of the NRA Contract Policy, the policy speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the policy, Mr. Powell denies them.

213. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

214. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

215. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

216. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

**vi. LaPierre's Security Costs**

217. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

218. This paragraph contains legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 218.

219. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

220. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

221. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

222. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

223. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

224. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

225. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

226. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

227. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

228. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

229. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

**B. Wilson “Woody” Phillip’s Conflicts of Interest, Related Party Transactions, and Self-Dealing**

230. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

231. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

232. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations as to the actions of an FSD staffer or her supervisor contained in this paragraph

and therefore denies them. Mr. Powell denies the allegations, as directed to him, and lacks knowledge or information sufficient to form a belief as to the truth of the allegations as directed to the co-defendants and therefore denies them.

233. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations as to the actions of FSD staff contained in this paragraph and therefore denies them. Mr. Powell denies the allegations, as directed to him, and lacks knowledge or information sufficient to form a belief as to the truth of the allegations as directed to the co-defendants and therefore denies them.

234. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations as to the actions of Phillips' staff contained in this paragraph and therefore denies them. Mr. Powell denies the allegations, as directed to him, and lacks knowledge or information sufficient to form a belief as to the truth of the allegations as directed to the co-defendants and therefore denies them.

**i. Phillips's Conflict of Interest with Respect to HomeTelos**

235. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

236. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

237. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

238. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

239. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

240. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

241. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

**ii. Phillips's July 2018 Trip on Grand Illusion**

242. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

243. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

244. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

**iii. Phillips's Consulting Agreement**

245. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

246. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

247. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

248. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.



249. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

250. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

251. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

**C. Joshua Powell's Conflicts of Interest, Related Party Transactions, and Negligence**

252. Mr. Powell admits that the NRA hired him in 2016 to serve as LaPierre's Chief of Staff, that he was on the board of the NRA prior to being hired, and that once he was hired by the NRA his duties included overseeing certain business practice changes. To the extent this paragraph purports to represent the contents of testimony by LaPierre, Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of those allegations and therefore denies them. Mr. Powell otherwise denies the allegations in paragraph 252.

253. Mr. Powell denies the allegations in paragraph 253.

254. Mr. Powell admits that he held the position of Executive Director of General Operations and Senior Strategist, but otherwise denies the remaining allegations in this paragraph.

255. Mr. Powell admits that he held the role of Senior Strategist, but otherwise denies the remaining allegations in paragraph 255.

256. Mr. Powell denies the allegations in paragraph 256.

**i. Powell's Compensation**

257. Mr. Powell admits that LaPierre was involved in discussions regarding his initial salary and that his salary was \$500,000. To the extent paragraph 243 purports to represent the contents of an employment agreement, the agreement speaks for itself and is the best evidence of

its content. To the extent the allegations are inconsistent with the agreement, Mr. Powell denies them. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations regarding his predecessor and therefore denies them. Mr. Powell denies the remaining allegations in this paragraph.

258. Paragraph 258 purports to represent the contents of an employment contract and the NRA policy on relocation expenses, which speak for themselves and are the best evidence of their content. To the extent the allegations are inconsistent with the referenced documents, Mr. Powell denies them. Mr. Powell admits that he was reimbursed for certain lease payments, cellphone, utilities, parking, cable, and internet charges. Mr. Powell denies the remaining allegations contained in this paragraph.

259. Mr. Powell admits that his salary was increased to \$650,000 in the third quarter of 2017. Mr. Powell otherwise denies the allegations in paragraph 269.

260. Mr. Powell admits that his salary was increased to \$800,000 in 2018. Mr. Powell otherwise denies the allegations in paragraph 260.

**ii. Powell's Spending and Reimbursement Requests**

261. Mr. Powell denies the allegations in paragraph 261.

262. Mr. Powell admits that he charged expenses to his NRA-issued credit card. Mr. Powell otherwise denies the allegations in in paragraph 262.

263. Mr. Powell denies the allegations in paragraph 263. To the extent paragraph 263 purports to represent the contents of a letter from Ackerman, the letter speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

264. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

265. Mr. Powell denies the allegations in paragraph 265.

266. Mr. Powell admits that he tendered a check to the NRA for \$40,760.20 to resolve any issues regarding his expenses. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

267. Mr. Powell denies the allegations in paragraph 267. To the extent paragraph 267 purports to represent the contents of the NRA's annual filings, the filings speak for themselves and are the best evidence of their content. To the extent the allegations are inconsistent with the referenced documents, Mr. Powell denies them.

**iii. Powell's and Phillips's Negligence in Entering into Multimillion-Dollar Verbal Contracts**

268. Mr. Powell admits that the NRA began a project known as "Project Ben-Hur." Mr. Powell denies the remaining allegations in paragraph 2683, as directed to him, and lacks knowledge or information sufficient to form a belief as to the truth of the allegations as directed to the co-defendants and therefore denies them.

269. Mr. Powell denies the allegations in paragraph 269.

270. Mr. Powell admits that McKenna was a consultant for the NRA, but otherwise lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

271. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

272. Mr. Powell denies the allegations in paragraph 272, as directed to him, and lacks knowledge or information sufficient to form a belief as to the truth of the allegations as directed to the co-defendants and therefore denies them.

273. Mr. Powell denies the allegations in paragraph 273.

**iv. Powell’s Conflict of Interest Concerning His Wife’s Employment**

274. Mr. Powell admits that while he was employed by the NRA, his wife became employed by McKenna.

275. Mr. Powell admits that his wife was hired by McKenna on or around December, 15, 2017. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 275 and therefore denies them.

276. Mr. Powell denies the allegations in paragraph 276.

277. Mr. Powell denies the allegations in paragraph 277.

278. Mr. Powell denies the allegations in paragraph 278.

279. Mr. Powell admits that he introduced a “refresher” presentation. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in paragraph 279 and therefore denies them.

280. Mr. Powell admits that he submitted a completed Financial Disclosure Questionnaire for 2018 and otherwise denies the allegations contained in paragraph 280.

**v. Powell’s Related Party Transaction with His Father**

281. Mr. Powell denies the allegations in paragraph 281.

**vi. Powell’s Record of Alleged Sexual Harassment and Discrimination**

282. Mr. Powell denies the allegations in paragraph 282.

283. Mr. Powell denies the allegations in paragraph 283.

284. Mr. Powell denies the allegations in paragraph 284.

285. Mr. Powell denies the allegations in paragraph 285.

**D. John Frazer's Negligence and Certifications of False or Misleading Annual Filings**

286. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

287. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

288. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

289. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

290. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

291. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

292. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

**i. Failure to Comply with Relevant Governance Requirements**

293. This paragraph contains legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 293.

294. This paragraph contains legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

**ii. Certification of False or Misleading Annual Filings**

295. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

296. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

**E. Improper Expenditures by LaPierre's Senior Assistant and Direct Report**

297. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

298. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

299. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

300. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

301. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

302. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

303. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

304. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

305. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

306. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

307. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

308. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

309. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

310. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. To the extent this paragraph purports to represent the contents of its annual IRS Form 990 filings, those filings speak for themselves and are the best evidence of their content. To the extent the allegations are inconsistent with the referenced documents, Mr. Powell denies them.

**F. LaPierre's Improper Use of NRA Funds to Influence Board Elections.**

311. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

312. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

## **II. The NRA's Use of Longtime Vendors and Consulting Agreements to Hide Improper Expenditures, Self-Dealing, and Related Party Transactions**

313. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

### **A. Ackerman McQueen and Mercury Group**

#### **i. The NRA's Decades-Long Relationship with Ackerman**

314. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

315. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

316. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in the first sentence of this paragraph and therefore denies them. Mr. Powell denies the remaining allegations in paragraph 316, as directed to him, and lacks knowledge or information sufficient to form a belief as to the truth of the allegations as directed to the co-defendants and therefore denies them.

317. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

318. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

319. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

#### **ii. The NRA's Practices Concerning Ackerman's Budgeting and Invoicing**

320. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.



321. This paragraph purports to represent the contents of the Service Agreement, which speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

322. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

323. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

324. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

325. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

**iii. NRA Executives' Misuse of Out of Pocket Expenses**

326. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in the first sentence of this paragraph and therefore denies them. Mr. Powell denies the remaining allegations in paragraph 326, as directed to him, and lacks knowledge or information sufficient to form a belief as to the truth of the allegations as directed to the co-defendants and therefore denies them.

327. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

328. This paragraph purports to represent the contents of Ackerman invoices, which speak for themselves and are the best evidence of their content. To the extent the allegations are inconsistent with the referenced documents, Mr. Powell denies them. Mr. Powell lacks knowledge

or information sufficient to form a belief as to the truth of the allegations contained in the final sentence of this paragraph and therefore denies them.

329. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

330. This paragraph purports to represent the contents of the NRA's annual budgets with Ackerman, which speak for themselves and are the best evidence of their content. To the extent the allegations are inconsistent with the referenced documents, Mr. Powell denies them.

331. This paragraph contains legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 331.

332. Mr. Powell denies the allegations in paragraph 332, as directed to him, and lacks knowledge or information sufficient to form a belief as to the truth of the allegations as directed to the co-defendants and therefore denies them.

333. Mr. Powell denies the allegations in paragraph 333, as directed to him, and lacks knowledge or information sufficient to form a belief as to the truth of the allegations as directed to the co-defendants and therefore denies them.

334. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

335. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations as directed to the co-defendants and therefore denies them.

336. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

337. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

338. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

339. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

340. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

341. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

**iv. The NRA's Failure to Conduct Proper Oversight of Ackerman Billing**

342. Mr. Powell denies the allegations in paragraph 342, as directed to him, and lacks knowledge or information sufficient to form a belief as to the truth of the allegations as directed to the co-defendants and therefore denies them.

343. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

**v. NRA Executives' Misuse of Under Wild Skies Television Programming**

344. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

345. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

346. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

347. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

348. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

349. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

**vi. The NRA's Supplemental Income Payments to Under Wild Skies' Principal**

350. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

351. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

352. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

353. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

354. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

**B. Consulting Agreements with Former Employees**

355. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

**i. Consulting Agreement with Former Executive Director of General Operations**

356. Mr. Powell denies the allegations in paragraph 356.

357. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. To the extent this

paragraph purports to represent the contents of the referenced agreement, the agreement speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced documents, Mr. Powell denies them.

358. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. To the extent this paragraph purports to represent the contents of the referenced agreement, the agreement speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced documents, Mr. Powell denies them.

359. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. To the extent this paragraph purports to represent the contents of the NRA's Purchasing Policy, the policy speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

360. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

361. This paragraph purports to represent the contents of the referenced consulting agreement, which speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced documents, Mr. Powell denies them.

362. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

**ii. Consulting Agreement with Former NRA Employee / NRA Foundation Executive Director**

363. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. To the extent the allegations in paragraph 363 purport to represent the contents of a consulting agreement, the agreement speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced agreement, Mr. Powell denies them.

364. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

365. Paragraph 365 purports to represent the contents of the NRA's IRS Form 990, which speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

366. Paragraph 366 purports to represent the contents of a consulting agreement, which speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

367. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. This paragraph also contains legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 367.

368. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

369. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

370. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

371. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. To the extent this paragraph purports to represent the contents of a consulting agreement, the agreement speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

372. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

**iii. Consulting Agreement with Former NRA Managing Director of Affinity and Licensing**

373. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

374. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. To the extent this paragraph purports to represent the contents of the NRA's Form 990, the form speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

375. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

376. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. To the extent this paragraph purports to represent the contents of an agreement, the referenced agreement speaks for

itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

377. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. To the extent this paragraph purports to represent the contents of an agreement, the referenced agreement speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

378. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. To the extent this paragraph purports to represent the contents of an agreement, the referenced agreement speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

379. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

380. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

381. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

### **C. Related Party Transactions with Board Members**

382. This paragraph contains legal conclusions and plaintiff's characterizations of its Complaint to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 382.



**i. Board Member No. 1**

383. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

384. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

385. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. To the extent this paragraph purports to represent the contents of an agreement, the referenced agreement speaks for itself and is the best evidence of its content.

386. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

387. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

388. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

389. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. To the extent this paragraph purports to represent the contents of meeting minutes, the referenced minutes speak for themselves and are the best evidence of their content.

390. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

391. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. To the extent this

paragraph purports to represent the contents of an Audit Committee Report, the referenced report speaks for itself and is the best evidence of its content.

**ii. Board Member No. 2**

392. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations in this paragraph and therefore denies them.

393. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. To the extent this paragraph purports to represent the contents of a consulting services agreement, the referenced agreement speaks for itself and is the best evidence of its content.

394. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

395. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

396. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

397. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

**iii. Board member No. 3**

398. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

399. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

400. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. To the extent this paragraph purports to represent the contents of a NRA Consultant List, the list speaks for itself and is the best evidence of its content.

401. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. To the extent this paragraph purports to represent the contents of an Audit Committee meeting minutes, the minutes speak for themselves and are the best evidence of their content.

402. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

**iv. Board Member No. 4**

403. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

404. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

405. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

406. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

407. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. To the extent this paragraph purports to represent the contents of an Audit Committee meeting minutes, the referenced minutes speaks for themselves and are the best evidence of their content.

408. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

409. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. To the extent this paragraph purports to represent the contents of an Audit Committee meeting minutes, the referenced minutes speaks for themselves and are the best evidence of their content.

**v. Board Member No. 5**

410. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

411. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

412. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

**III. The Individual Defendants Received Excessive Compensation that the NRA Did Not Accurately Disclose**

**A. The NRA Board Failed to Follow an Appropriate Process to Determine Reasonable Compensation for NRA Executives**

413. This paragraph contains legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 413.

414. This paragraph contains legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 414.

415. This paragraph contains legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 415.

416. Paragraph 416 purports to represent the contents of the NRA bylaws, which speak for themselves and are the best evidence of their content. To the extent the allegations are inconsistent with the referenced documents, Mr. Powell denies them.

417. Paragraph 417 purports to represent the contents of NRA filings, which speak for themselves and are the best evidence of their content. To the extent the allegations are inconsistent with the referenced documents, Mr. Powell denies them. Mr. Powell denies making, or causing the NRA to make, any misleading representations.

418. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

419. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

420. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

421. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

422. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

423. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. To the extent this paragraph purports to represent the contents of NRA Board meeting minutes, the minutes speak for themselves and are the best evidence of their content.

424. Mr. Powell denies the allegations in paragraph 424, to the extent directed to him, and lacks knowledge or information sufficient to form a belief as to the truth of the allegations as directed to the co-defendants and therefore denies them.

425. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

426. This paragraph contains legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 426.

427. Mr. Powell denies the allegations in paragraph 427, to the extent directed to him, and lacks knowledge or information sufficient to form a belief as to the truth of the allegations as directed to the co-defendants or other Board members and therefore denies them.

428. Mr. Powell denies the allegations in paragraph 428, to the extent directed to him, and lacks knowledge or information sufficient to form a belief as to the truth of the allegations as directed to the co-defendants or other Board members and therefore denies them.

429. Mr. Powell denies the allegations in paragraph 429, to the extent directed to him, and lacks knowledge or information sufficient to form a belief as to the truth of the allegations as directed to the co-defendants or other Board members and therefore denies them.

**B. The Officers Compensation Committee and the NRA Board Failed to Consider or Approve LaPierre's and Phillips's Complete Compensation Prior to Making Compensation Determinations**

430. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

431. This paragraph contains legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 431.

432. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

433. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

434. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

435. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

436. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

437. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

438. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

439. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

440. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

441. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

442. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

443. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

444. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

445. This paragraph contains legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 445.

**C. LaPierre Failed to Properly Determine Powell's Compensation**

446. Paragraph 446 purports to represent the contents of the NRA's bylaws, which speak for themselves and are the best evidence of their content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

447. Mr. Powell denies the allegations in paragraph 447.

448. To the extent the allegations in paragraph 448 purport to represent the contents of the NRA 2017 and 2018 IRS Form 990, the forms speak for themselves, and are the best evidence of their content. To the extent the allegations are inconsistent with the referenced documents, Mr. Powell denies them. Mr. Powell denies the remaining allegations in this paragraph.

**D. The NRA's Compensation Disclosures to the Attorney General and the Internal Revenue Service Were False or Misleading**

449. The allegations in this paragraph contain legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 449.

450. This paragraph purports to represent the contents of its annual CHAR500 filing, which is the best evidence of its content. To the extent the allegations are inconsistent with the referenced documents, Mr. Powell denies them.



451. This paragraph purports to represent the contents of its annual IRS Form 990 filings, which are the best evidence of their content. To the extent the allegations are inconsistent with the referenced documents, Mr. Powell denies them.

452. The allegations in this paragraph contain legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 452.

453. This paragraph purports to represent the contents of its annual IRS Form 990 filings, which are the best evidence of their content. To the extent the allegations are inconsistent with the referenced documents, Mr. Powell denies them.

454. Mr. Powell denies the allegations in paragraph 454.

455. This paragraph purports to represent the contents of its annual IRS Form 990 filings, which are the best evidence of their content. To the extent the allegations are inconsistent with the referenced documents, Mr. Powell denies them.

456. This paragraph purports to represent the contents of its annual IRS Form 990 filings, which are the best evidence of their content. To the extent the allegations are inconsistent with the referenced documents, Mr. Powell denies them.

457. Mr. Powell denies the allegations in paragraph 457, as directed to him, and lacks knowledge or information sufficient to form a belief as to the truth of the allegations as directed to the co-defendants and therefore denies them.

458. Mr. Powell denies the allegations in paragraph 458, as directed to him, and lacks knowledge or information sufficient to form a belief as to the truth of the allegations as directed to the co-defendants and therefore denies them. To the extent this paragraph purports to represent the contents of IRS requirements and IRS Form 990 filings, the referenced documents are the best

evidence of their content. To the extent the allegations are inconsistent with the referenced documents, Mr. Powell denies them.

459. Mr. Powell denies the allegations in paragraph 459, as directed to him, and lacks knowledge or information sufficient to form a belief as to the truth of the allegations as directed to the co-defendants and therefore denies them. To the extent this paragraph purports to represent the contents of IRS requirements and IRS Form 990 filings, the referenced documents are the best evidence of their content. To the extent the allegations are inconsistent with the referenced documents, Mr. Powell denies them.

460. The allegations in this paragraph contain legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 460.

461. Mr. Powell denies the allegations in paragraph 461, as directed to him, and lacks knowledge or information sufficient to form a belief as to the truth of the allegations as directed to the co-defendants and therefore denies them.

#### **IV. The NRA's Retaliation Against Dissidents on the Board**

##### **A. Dissident No. 1**

###### **i. LaPierre Recruits Dissident No. 1 as President and Negotiates Ackerman Contract**

462. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

463. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

464. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

465. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

466. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. To the extent this paragraph purports to represent the contents of a contract, the referenced contract speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

467. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. To the extent this paragraph purports to represent the contents of an employment agreement, the agreement speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

468. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

469. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

**ii. Dissident No. 1 Undertakes His Fiduciary Responsibilities as NRA President**

470. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

471. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. To the extent paragraph 453 purports to represent the contents of the October 24, 2018 meeting agenda, the agenda speaks

for itself, and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced documents, Mr. Powell denies them.

472. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

473. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

474. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

475. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

476. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

477. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

478. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

479. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

480. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

**iii. LaPierre Voices Concern about Dissident No. 1's Contract**

481. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

482. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

483. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

484. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

485. Paragraph 485 purports to represent the contents of two letters, which speak for themselves, and are the best evidence of their content. To the extent the allegations are inconsistent with the referenced documents, Mr. Powell denies them.

486. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

487. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. To the extent the allegations in paragraph 487 purport to represent the contents of an April 25, 2019 letter, the letter speaks for itself, and is the best evidence of its content.

488. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

489. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

#### **B. Dissident Board Members**

490. Paragraph 490 purports to represent the contents of a July 22, 2019 letter, which speaks for itself, and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them. Mr. Powell lacks knowledge

or information sufficient to form a belief as to the truth of the remaining allegations contained in this paragraph and therefore denies them.

491. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

492. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

493. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

494. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

**V. The NRA Board's Failures Resulting in Violations of Law**

495. Mr. Powell denies the allegations in paragraph 495, as directed to him, and lacks knowledge or information sufficient to form a belief as to the truth of the allegations as directed to the co-defendants and therefore denies them.

496. The allegations in this paragraph contain legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 496.

497. The allegations in paragraph 497 purport to represent the contents of the Mission Statement of the NRA Audit Committee. The Mission Statement speaks for itself, and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

498. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

499. Mr. Powell denies the allegations in paragraph 499, as directed to him, and lacks knowledge or information sufficient to form a belief as to the truth of the allegations as directed to the co-defendants and therefore denies them.

500. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

501. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

502. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

**A. Audit Committee's Failure to Respond Adequately to Whistleblowers**

503. The allegations in this paragraph contain legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 503.

504. The allegations in paragraph 504 purport to represent the contents of the NRA Statement of Corporate Ethics, which speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

505. Mr. Powell denies the allegations in paragraph 505, as directed to him, and lacks knowledge or information sufficient to form a belief as to the truth of the allegations as directed to the co-defendants and therefore denies them.

506. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

507. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

508. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

509. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

510. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

511. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. To the extent the allegations paragraph 511 purports to represent the contents of an Audit Committee report, it speaks for itself, and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

512. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

513. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

514. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

515. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

516. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.



**B. Audit Committee's Failure to Appropriately Review and Approve Related Party Transactions and Conflicts of Interest**

517. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

518. The allegations in this paragraph contain legal conclusions to which no response is required. To the extent the allegations purport to represent the contents of the NRA Conflict of Interest and Related Party Transaction Policy, the policy speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

519. The allegations in paragraph 519 purport to represent the contents of the policy of the Audit Committee. The policy speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

520. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

521. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

522. The allegations in this paragraph contain legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 522.

523. Mr. Powell denies the allegations in paragraph 523.

524. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

525. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

526. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. To the extent this paragraph purports to represent the contents of the NRA's internal documents, the documents speak for themselves and are the best evidence of their content.

527. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. To the extent this paragraph purports to represent the contents of an Audit Committee report, the report speaks for itself and is the best evidence of its content.

528. The allegations in this paragraph contain legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 528.

529. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

530. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

531. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

532. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

533. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

534. Mr. Powell denies the allegations in paragraph 534, as directed to him, and lacks knowledge or information sufficient to form a belief as to the truth of the allegations as directed to the co-defendants and therefore denies them.

535. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

536. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

**C. Audit Committee's Failure to Oversee Adequately the External Auditors**

537. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

538. The allegations in paragraph 538 purport to represent the contents of the NRA Audit Committee's Charter. The charter speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

539. The allegations in this paragraph contain legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 539.

540. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

541. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

542. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

543. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

544. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

545. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

546. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

547. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

548. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

549. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

550. The allegations in this paragraph contain legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 550.

**D. The Audit Committee Acted *Ultra Vires* in Indemnifying Officers, Directors, and Employees**

551. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

552. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

**VI. The NRA's Failure to Institute an Effective Compliance Program**

553. Mr. Powell denies the allegations in paragraph 553.

554. Mr. Powell denies the allegations in paragraph 554.

555. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

556. Mr. Powell denies the allegations in paragraph 556, as directed to him, and lacks knowledge or information sufficient to form a belief as to the truth of the allegations as directed to the co-defendants and therefore denies them.

557. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

558. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

559. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

560. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

561. The allegations in this paragraph contain legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 561

562. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

## VII. The NRA's False Regulatory Filings

563. The allegations in this paragraph contain legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 563.

564. The allegations in this paragraph contain legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 564.

565. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

566. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

567. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. Mr. Powell denies making, or causing anyone else to make, false or misleading statements.

568. Mr. Powell denies that making, or causing anyone else to make, false or misleading statements or omissions. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations as directed to the co-defendants and therefore denies them. To the extent that the allegations in this paragraph purport to represent the contents of documents, the documents speak for themselves and are the best evidence of their content. To the extent the allegations are inconsistent with the referenced documents, Mr. Powell denies them.

### **VIII. The NRA's Violation of its Duties Under the New York Prudent Management of Institutional Funds Act**

569. The allegations in this paragraph contain legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 569.

570. The allegations in this paragraph contain legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 570.

571. The allegations in this paragraph contain legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 571.

572. The allegations in this paragraph contain legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 572.

573. The allegations in this paragraph contain legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 573.

574. The allegations in this paragraph contain legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 574.

575. The allegations in this paragraph contain legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 575.

576. The allegations in this paragraph contain legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 576.

577. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

578. The allegations in paragraph 578(a) contain legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 578(a). Mr. Powell also denies the allegations of paragraph 578 and subparts (b) through (p), as directed to him, and lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed to the co-defendants and therefor denies them.

579. The allegations in this paragraph contain legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 579.

## **IX. The Defendants' Continued Breaches Since the Attorney General's Complaint**

580. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. To the extent the allegations in this paragraph contain legal conclusions, no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 580.

### **A. Purported Remediation Has Been Inadequate**

#### **i. Audit Committee Fails to Adequately Supervise the NRA's New Auditors**

581. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.



582. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

583. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. To the extent paragraph 583 purports to represent the contents of a letters and reports from Aronson LLC, the documents speak for themselves and are the best evidence of their content. To the extent the allegations are inconsistent with the referenced documents, Mr. Powell denies them.

584. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. To the extent paragraph 584 purports to represent the contents of RSM and Aronson's audit reports, the reports speak for themselves and are the best evidence of their content. To the extent the allegations are inconsistent with the referenced documents, Mr. Powell denies them.

585. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

586. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

587. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

588. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. To the extent paragraph 588 purports to represent the contents of a letter from Aronson, the letter speaks for itself and is the best evidence of its contents. To the extent the allegations are inconsistent with the referenced letter, Mr. Powell denies them.

**i. The Process of Preparing the NRA 2019 990 Raises Concerns**

589. This paragraph purports to represent the contents of its annual IRS Form 990 filings, which are the best evidence of their content. To the extent the allegations are inconsistent with the referenced documents, Mr. Powell denies them.

590. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. To the extent this paragraph purports to represent the contents of its annual IRS Form 990 filings, the filing is the best evidence of their content. To the extent the allegations are inconsistent with the referenced documents, Mr. Powell denies them.

591. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. To the extent this paragraph purports to represent the contents of its annual IRS Form 990 filings, the filing is the best evidence of their content. To the extent the allegations are inconsistent with the referenced documents, Mr. Powell denies them.

592. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. To the extent this paragraph purports to represent the contents of its annual IRS Form 990 filings, the filing is the best evidence of their content. To the extent the allegations are inconsistent with the referenced documents, Mr. Powell denies them.

593. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. To the extent this paragraph purports to represent the contents of an e-mail from a former NRA Treasurer, the e-mail

is the best evidence of its content. To the extent the allegations are inconsistent with the referenced e-mail, Mr. Powell denies them.

594. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. To the extent this paragraph contains legal conclusions, no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 594.

595. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

596. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. To the extent this paragraph purports to represent the contents of its annual IRS Form 990 filings, the filing is the best evidence of their content. To the extent the allegations are inconsistent with the referenced documents, Mr. Powell denies them.

**iii. [sic] La Pierre Fires the (Now Former) Treasurer**

597. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

598. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

599. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. To the extent this paragraph purports to represent the contents of an e-mail from LaPierre, the e-mail is the best evidence of its content. To the extent the allegations are inconsistent with the referenced e-mail, Mr. Powell denies them.

**iv. The 2019 Form 990 Disclosure of Excess-Benefit Transactions**

600. This paragraph purports to represent the contents of its annual IRS Form 990 filings, the filing is the best evidence of their content. To the extent the allegations are inconsistent with the referenced documents, Mr. Powell denies them.

601. To the extent this paragraph purports to represent the contents of its annual IRS Form 990 filings, the filing is the best evidence of their content. To the extent the allegations are inconsistent with the referenced documents, Mr. Powell denies them. To the extent the allegations in this paragraph contain legal conclusions, no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 601.

602. To the extent this paragraph purports to represent the contents of its annual IRS Form 990 filings, the filing is the best evidence of their content. To the extent the allegations are inconsistent with the referenced documents, Mr. Powell denies them. Mr. Powell also denies the allegations of paragraph 602 and subparts (i) through (vii), as directed to him, and lacks knowledge or information sufficient to form a belief as to the truth of the allegations directed to the co-defendants and therefor denies them.

603. To the extent this paragraph purports to represent the contents of its annual IRS Form 990 filings, the filing is the best evidence of their content. To the extent the allegations are inconsistent with the referenced documents, Mr. Powell denies them.

604. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. To the extent this paragraph purports to represent the contents of its annual IRS Form 990 filings, the filing is the best evidence of their content. To the extent the allegations are inconsistent with the referenced documents, Mr. Powell denies them. To the extent the allegations in this paragraph contain legal

conclusions, no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 604.

**v. Ongoing Violations of NRA Policy and Procedures**

605. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

606. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

607. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. To the extent this paragraph purports to represent the contents of contracts with Allegiance, Concord, and MMP, the contracts are the best evidence of their content. To the extent the allegations are inconsistent with the referenced documents, Mr. Powell denies them.

608. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

609. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

610. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. To the extent this paragraph purports to represent the contents of the NRA's schedule of payments made to creditors, the schedule is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

611. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

612. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. To the extent paragraph 612 purports to represent the contents of NRA Policy, the policy speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

613. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. To the extent paragraph 612 purports to represent the contents of NRA Policy, the policy speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

614. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

**B. The NRA Files for Bankruptcy to Evade the Attorney General's Regulatory Authority. A Bankruptcy Court Dismisses the Proceeding for Lack of Good Faith.**

615. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. To the extent paragraph 615 purports to characterize the United States District Court for the Northern District of Texas's ("bankruptcy court") order, the order speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

616. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

**i. The Special Litigation Committee**

617. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

618. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

619. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

620. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

**ii. LaPierre's 2021 Employment Agreement**

621. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

622. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

623. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

624. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

**C. The Board had Incomplete Information About the Bankruptcy When Presented with the 2021 Employment Agreement for Approval.**

625. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

626. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

627. Paragraph 627 purports to represent the contents of LaPierre's 2021 Employment Agreement, the agreement speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

628. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

629. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. To the extent paragraph 629 purports to represent the contents of a board member e-mail, the e-mail speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

630. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

**D. LaPierre Filed for Bankruptcy without Informing the Board or Consulting with his Staff.**

631. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

632. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

633. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

634. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

635. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

636. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.



**E. The NRA Admits it Filed for Bankruptcy to “Dump New York” and Evade the Regulatory Authority of the New York Attorney General.**

637. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

638. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

639. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. To the extent paragraph 639 purports to represent the contents of the NRA press release, the press release speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

**F. Following a Twelve-Day Trial, the NRA Bankruptcy is Dismissed for Lack of Good Faith.**

640. Paragraph 640 purports to represent filings made in the NRA bankruptcy case, which speak for themselves and are the best evidence of their content. To the extent the allegations are inconsistent with the referenced documents, Mr. Powell denies them.

641. Mr. Powell admits that the court granted the motion to dismiss but denies any statement or allegations in paragraph 641 that mischaracterize the court’s Order, which speaks for itself and is the best evidence of its content.

642. Paragraph 642 purports to characterize and represent the contents of the bankruptcy court’s order, which speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

643. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. To the extent paragraph

643 purports to characterize the bankruptcy court's order which speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

644. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. To the extent paragraph 644 purports to characterize the bankruptcy court's findings, the court's order speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

645. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them. To the extent paragraph 645 purports to characterize the bankruptcy court's findings, the court's order speaks for itself and is the best evidence of its content. To the extent the allegations are inconsistent with the referenced document, Mr. Powell denies them.

646. Mr. Powell lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph and therefore denies them.

### **CAUSES OF ACTION**

#### **FIRST CAUSE OF ACTION**

#### **Dissolution of the NRA – N-PCL §§ 112(a)(1), 112(a)(5), 1101(a)(2)**

#### **(Against Defendant NRA)**

647. Paragraph 647 of the Complaint does not contain any allegations to which a response is necessary. To the extent a response is required, Mr. Powell adopts and incorporates his responses to paragraphs 1–646 above.

648. The allegations in the First Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

649. The allegations in the First Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

650. The allegations in the First Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

651. The allegations in the First Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

652. The allegations in the First Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

653. The allegations in the First Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

654. The allegations in the First Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

655. The allegations in the First Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

656. The allegations in the First Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

657. The allegations in the First Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

658. The allegations in the First Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

659. The allegations in the First Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

660. The allegations in the First Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

661. The allegations in the First Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

**SECOND CAUSE OF ACTION**  
**Dissolution of the NRA – N-PCL §§ 112(a)(7), 1102(a)(2)(D)**  
**(Against Defendant NRA)**

662. Paragraph 662 of the Complaint does not contain any allegations to which a response is necessary. To the extent a response is required, Mr. Powell adopts and incorporates his responses to paragraphs 1–661 above.

663. The allegations in the Second Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

664. The allegations in the Second Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

665. The allegations in the Second Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

666. The allegations in the Second Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

**THIRD CAUSE OF ACTION**  
**For Breach of Fiduciary Duty Under N-PCL §§ 717 and 720 and Removal Under**  
**N-PCL §§ 706(d) and 714(c)**  
**(Against Defendant LaPierre)**

667. Paragraph 667 of the Complaint does not contain any allegations to which a response is necessary. To the extent a response is required, Mr. Powell adopts and incorporates his responses to paragraphs 1–666 above.

668. The allegations in the Third Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

669. The allegations in the Third Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

670. The allegations in the Third Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

671. The allegations in the Third Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

**FOURTH CAUSE OF ACTION**  
**For Breach of Fiduciary Duty to the NRA Under N-PCL §§ 717 and 720 and**  
**Removal Under N-PCL §§ 706(d) and 714(c)**  
**(Against Defendant Frazer)**

672. Paragraph 672 of the Complaint does not contain any allegations to which a response is necessary. To the extent a response is required, Mr. Powell adopts and incorporates his responses to paragraphs 1–671 above.

673. The allegations in the Fourth Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

674. The allegations in the Fourth Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

675. The allegations in the Fourth Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

676. The allegations in the Fourth Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

**FIFTH CAUSE OF ACTION**  
**For Breach of Fiduciary Duty to the NRA Under N-PCL §§ 717 and 720**  
**(Against Defendant Phillips)**

677. Paragraph 677 of the Complaint does not contain any allegations to which a response is necessary. To the extent a response is required, Mr. Powell adopts and incorporates his responses to paragraphs 1–676 above.

678. The allegations in the Fifth Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

679. The allegations in the Fifth Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

680. The allegations in the Fifth Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

**SIXTH CAUSE OF ACTION**  
**For Breach of Fiduciary Duty to the NRA Under N-PCL §§ 717 and 720**  
**(Against Defendant Powell)**

681. Paragraph 681 of the Complaint does not contain any allegations to which a response is necessary. To the extent a response is required, Mr. Powell adopts and incorporates his responses to paragraphs 1–680 above.

682. Mr. Powell denies the allegations in paragraph 682.

683. Mr. Powell denies the allegations in paragraph 683.

684. Mr. Powell denies the allegations in paragraph 684.

**SEVENTH CAUSE OF ACTION**  
**For Breach of EPTL § 8-1.4**  
**(Against Defendant LaPierre)**

685. Paragraph 685 of the Complaint does not contain any allegations to which a response is necessary. To the extent a response is required, Mr. Powell adopts and incorporates his responses to paragraphs 1–684 above.

686. The allegations in the Seventh Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

687. The allegations in the Seventh Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

688. The allegations in the Seventh Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

**EIGHTH CAUSE OF ACTION**  
**For Breach of EPTL § 8-1.4**  
**(Against Defendant Frazer)**

689. Paragraph 689 of the Complaint does not contain any allegations to which a response is necessary. To the extent a response is required, Mr. Powell adopts and incorporates his responses to paragraphs 1–688 above.

690. The allegations in the Eighth Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

691. The allegations in the Eighth Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

692. The allegations in the Eighth Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

**NINTH CAUSE OF ACTION**  
**For Breach of EPTL § 8-1.4**  
**(Against Defendant Phillips)**

693. Paragraph 693 of the Complaint does not contain any allegations to which a response is necessary. To the extent a response is required, Mr. Powell adopts and incorporates his responses to paragraphs 1–692 above.

694. The allegations in the Ninth Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

695. The allegations in the Ninth Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

696. The allegations in the Ninth Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

**TENTH CAUSE OF ACTION**  
**For Breach of EPTL § 8-1.4**  
**(Against Defendant Powell)**

697. Paragraph 697 of the Complaint does not contain any allegations to which a response is necessary. To the extent a response is required, Mr. Powell adopts and incorporates his responses to paragraphs 1–696 above.

698. The allegations in this paragraph contain legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 698.

699. The allegations in this paragraph contain legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 699.

700. Mr. Powell denies the allegations in paragraph 700.



**ELEVENTH CAUSE OF ACTION**  
**Wrongful Related-Party Transactions – N-PCL §§ 112(a)(10), 715(f)**  
**and EPTL § 8-1.9(c)(4)**  
**(Against Defendant LaPierre)**

701. Paragraph 701 of the Complaint does not contain any allegations to which a response is necessary. To the extent a response is required, Mr. Powell adopts and incorporates his responses to paragraphs 1–700 above.

702. The allegations in the Eleventh Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

703. The allegations in the Eleventh Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

704. The allegations in the Eleventh Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

**TWELFTH CAUSE OF ACTION**  
**Wrongful Related-party Transactions – N-PCL §§ 112(a)(10), 715(f)**  
**and EPTL § 8-1.9(c)(4)**  
**(Against Defendant Powell)**

705. Paragraph 705 of the Complaint does not contain any allegations to which a response is necessary. To the extent a response is required, Mr. Powell adopts and incorporates his responses to paragraphs 1–704 above.

706. Mr. Powell denies the allegations in paragraph 706.

707. Mr. Powell denies the allegations in paragraph 707.

708. Mr. Powell denies the allegations in paragraph 708.

**THIRTEENTH CAUSE OF ACTION**  
**Wrongful Related-Party Transactions – N-PCL §§ 112(a)(10), 715(f)**  
**and EPTL § 8-1.9(c)(4)**  
**(Against Defendant Phillips)**

709. Paragraph 709 of the Complaint does not contain any allegations to which a response is necessary. To the extent a response is required, Mr. Powell adopts and incorporates his responses to paragraphs 1–708 above.

710. The allegations in the Thirteenth Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

711. The allegations in the Thirteenth Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

712. The allegations in the Thirteenth Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

**FOURTEENTH CAUSE OF ACTION**  
**Wrongful Related-Party Transactions – N-PCL §§ 112(a)(10), 715(f)**  
**and EPTIL § 8-1.9(c)(4)**  
**(Against Defendant NRA)**

713. Paragraph 713 of the Complaint does not contain any allegations to which a response is necessary. To the extent a response is required, Mr. Powell adopts and incorporates his responses to paragraphs 1–712 above.

714. The allegations in the Fourteenth Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

715. The allegations in the Fourteenth Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

716. The allegations in the Fourteenth Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

717. The allegations in the Fourteenth Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

718. The allegations in the Fourteenth Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

719. The allegations in the Fourteenth Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

**FIFTEENTH CAUSE OF ACTION**  
**Violation of the Whistleblower Protections of N-PCL § 715-b and EPTL § 8-1.9**  
**(Against Defendant NRA)**

720. Paragraph 720 of the Complaint does not contain any allegations to which a response is necessary. To the extent a response is required, Mr. Powell adopts and incorporates his responses to paragraphs 1–719 above.

721. The allegations in the Fifteenth Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

722. The allegations in the Fifteenth Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

723. The allegations in the Fifteenth Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

724. The allegations in the Fifteenth Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

**SIXTEENTH CAUSE OF ACTION**  
**For Breach of NYPMIFA, Article 5-1 of the N-PCL**  
**(Against Defendant NRA)**

725. Paragraph 725 of the Complaint does not contain any allegations to which a response is necessary. To the extent a response is required, Mr. Powell adopts and incorporates his responses to paragraphs 1–724 above.

726. The allegations in the Sixteenth Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

727. The allegations in the Sixteenth Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

728. The allegations in the Sixteenth Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

729. The allegations in the Sixteenth Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

**SEVENTEENTH CAUSE OF ACTION**  
**For False Filings Under Executive Law §§ 172-d(1) and 175(2)(d)**  
**(Against Defendant NRA and Frazer)**

730. Paragraph 730 of the Complaint does not contain any allegations to which a response is necessary. To the extent a response is required, Mr. Powell adopts and incorporates his responses to paragraphs 1–729 above.

731. The allegations in the Seventeenth Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

732. The allegations in the Seventeenth Cause of Action are not against Mr. Powell therefore no response is required. To the extent a response is deemed necessary, Mr. Powell denies them.

**EIGHTEENTH CAUSE OF ACTION**  
**For Unjust Enrichment Derivatively in Favor of the NRA Under**  
**N-PCL § 623 and common law**  
**(Against LaPierre, Phillips, Frazer and Powell)**

733. Paragraph 733 of the Complaint does not contain any allegations to which a response is necessary. To the extent a response is required, Mr. Powell adopts and incorporates his responses to paragraphs 1–732 above.

734. The allegations in this paragraph contain legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 734.

735. The allegations in this paragraph contain legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 735.

736. The allegations in this paragraph contain legal conclusions and plaintiff's characterizations of its Complaint to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 736.

737. The allegations in this paragraph contain legal conclusions and plaintiff's characterizations of its Complaint to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 737.

738. Mr. Powell denies the allegations in paragraph 738.

739. The allegations in this paragraph contain legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 739.

740. Mr. Powell denies the allegations in paragraph 740.

741. Mr. Powell denies the allegations in paragraph 741.

742. The allegations in this paragraph contain legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 742.

743. The allegations in this paragraph contain legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 743.

744. The allegations in this paragraph contain legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 744.

745. Mr. Powell denies the allegations in paragraph 745, as directed to him, and lacks knowledge or information sufficient to form a belief as to the truth of the allegations as directed to the co-defendants and therefore denies them.

746. Mr. Powell denies the allegations in paragraph 746, as directed to him, and lacks knowledge or information sufficient to form a belief as to the truth of the allegations as directed to the co-defendants and therefore denies them.

747. Mr. Powell denies the allegations in paragraph 747, as directed to him, and lacks knowledge or information sufficient to form a belief as to the truth of the allegations as directed to the co-defendants and therefore denies them.

748. Mr. Powell denies the allegations in paragraph 748, as directed to him, and lacks knowledge or information sufficient to form a belief as to the truth of the allegations as directed to the co-defendants and therefore denies them.

749. Mr. Powell denies the allegations in paragraph 749, as directed to him, and lacks knowledge or information sufficient to form a belief as to the truth of the allegations as directed to the co-defendants and therefore denies them.

750. The allegations in this paragraph contain legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 750.

751. Mr. Powell denies the allegations in paragraph 751.

752. The allegations in this paragraph contain legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations in paragraph 752.

753. Mr. Powell denies the allegations in paragraph 753.

All allegations in the Complaint against Mr. Powell not expressly admitted or denied above are hereby denied.

### **PRAYER FOR RELIEF**

The allegations in Plaintiff's subparts (in the form of a bulleted list) contain legal conclusions to which no response is required. To the extent a response is deemed necessary, Mr. Powell denies the allegations and denies that Plaintiff is entitled to any of the relief set forth in sub-paragraphs (A) through (L).

### **FIRST AFFIRMATIVE DEFENSE**

Plaintiff fails to state a claim against Mr. Powell for which relief can be granted.

### **SECOND AFFIRMATIVE DEFENSE**

Plaintiff's claims are barred, in whole or part, because any injuries or damages allegedly sustained were caused in whole or in part, or were contributed to, by acts or omissions of an entity or individuals over whom Mr. Powell had no control.

### **THIRD AFFIRMATIVE DEFENSE**

The NRA, which Plaintiff alleges sustained damages due to the actions of Mr. Powell, failed to mitigate said damages.

### **FOURTH AFFIRMATIVE DEFENSE**

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.

**FIFTH AFFIRMATIVE DEFENSE**

The Court lacks jurisdiction over Mr. Powell with respect to one or more of the claims asserted.

**RESERVATION OF RIGHTS**

Mr. Powell reserves the right to assert additional affirmative defenses or amend these affirmative defenses as discovery warrants.

WHEREFORE, having fully answered Plaintiff's Complaint, Mr. Powell prays that the Court dismiss the Complaint and the First Amended Complaint, with prejudice, and enter judgment on Mr. Powell's behalf and provide such other relief as the Court deems just and proper.

Dated: September 15, 2021

Respectfully submitted,

/s/ Thomas P. McLish

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*Attorneys for Defendant Joshua Powell*

**CERTIFICATE OF SERVICE**

I hereby certify that on this 15th day of September 2021, I electronically filed the foregoing document with the clerk of the court for the Supreme Court of the State of New York, using the electronic case filing system of the court. The electronic case filing system sent a “Notice of Electronic Filing” to all attorneys of record.

/s/ Thomas P. McLish

Thomas P. McLish

**ATTORNEY VERIFICATION**

Thomas P. McLish, an attorney licensed to practice in the State of New York, affirms the truth of the following under penalties of perjury:

I am a partner at Akin Gump Strauss Hauer & Feld LLP, attorneys for defendant Joshua Powell. I have read the foregoing verified complaint and know the contents thereof, and I hereby state upon information and belief that the contents are true. The grounds for my belief are oral and written statements of Mr. Powell and other writings furnished by Mr. Powell related to this matter. This verification is made pursuant to CPLR § 3020(d)(3) because Mr. Powell is not in the county where the undersigned has an office.

Dated: September 15, 2021

*/s/ Thomas P. McLish*

\_\_\_\_\_  
Thomas P. McLish