

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

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PEOPLE OF THE STATE OF NEW YORK, BY	:
LETITIA JAMES, ATTORNEY GENERAL OF	:
THE STATE OF NEW YORK,	:
	:
Plaintiff,	:
	:
v.	:
	:
THE NATIONAL RIFLE ASSOCIATION OF	:
AMERICA, INC., WAYNE LAPIERRE,	:
WILSON PHILLIPS, JOHN FRAZER, and	:
JOSHUA POWELL,	:
	:
Defendants.	:
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Index No. 451625/2020  
IAS Part 3  
Hon. Joel M. Cohen

**VERIFIED ANSWER OF DEFENDANT JOHN FRAZER  
TO PLAINTIFF’S SECOND AMENDED VERIFIED COMPLAINT**

Defendant John Frazer (“Frazer”), by and through his attorneys Gage Spencer & Fleming LLP, responds to Plaintiff’s Second Amended Verified Complaint (“Amended Complaint”)<sup>1</sup> as follows:

**PRELIMINARY STATEMENT**

1. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 1 which further state legal conclusions to which no response is required, except Frazer states that the NRA has operated for 150 years.

2. Frazer denies the allegations contained in Paragraph 2 of the Amended Complaint except denies knowledge or information sufficient to form a belief as to the truth of the allegation

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<sup>1</sup> For reasons explained more fully in Frazer’s Second Affirmative Defense, Plaintiff’s prolix Amended Complaint violates the requirement of the CPLR that each paragraph “shall contain, as far as practicable, a single allegation.” See CPLR 3014. Due to the unwieldy presentation of the Amended Complaint, which frequently merges numerous allegations into single paragraphs, and the difficulties imposed in responding to such a complaint, Frazer is compelled to state, for purposes of ensuring clarity in the responses given in this Answer, that he denies all allegations in the Amended Complaint except those unequivocally admitted, and that he expressly reserves all rights to correct, supplement, or otherwise amend his Answer as may be needed.

that the NRA has reported a reduction in unrestricted net assets during the period 2015 to 2018 and admits that Wayne LaPierre has served as chief executive for approximately three decades.

3. Frazer denies the allegations contained in Paragraph 3 of the Amended Complaint which further state legal conclusions to which no response is required, except Frazer admits that LaPierre has discretion and authority in hiring, promoting, and retaining NRA employees and in contracting with vendors.

4. Frazer denies the allegations contained in Paragraph 4 of the Amended Complaint.

5. Frazer denies the allegations contained in Paragraph 5 of the Amended Complaint, which further do not require a response as they purport to describe the NRA's bylaws to which Frazer refers the Court for their full contents.

6. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 6 of the Amended Complaint, which further state legal conclusions to which no response is required.

7. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 7 of the Amended Complaint except admits that Powell received pay increases and was fired for reasons that included misappropriation of funds.

8. Frazer denies the allegations contained in Paragraph 8 of the Amended Complaint, which further state legal conclusions to which no response is required, except admits that he worked in private practice for approximately 18 months, and that he was elected by the NRA Board of Directors to serve as Secretary and was hired by LaPierre to serve as the corporation's General Counsel.

9. Frazer denies the allegation in Paragraph 9 of the Amended Complaint that he aided LaPierre in abusing his position, and otherwise lacks knowledge or information sufficient to form

a belief as to the truth contained in the allegations in Paragraph 9 of the Amended Complaint.

10. Frazer denies the allegations contained in Paragraph 10 of the Amended Complaint, except admits that Powell secured contracts that benefited his family members without disclosing the relationship.

11. Frazer denies the allegations contained in Paragraph 11 of the Amended Complaint, except admits that certain employees notified the Audit Committee in 2018 of their concerns about certain practices, and that various employees complained about Powell's practices and behavior.

12. Frazer denies the allegations contained in Paragraph 12 of the Amended Complaint except admits that the Attorney General commenced this action in August 2020.

13. Frazer denies the allegations contained in Paragraph 13 of the Amended Complaint except admits that LaPierre fired the NRA's Chief Financial Officer, that the NRA filed a petition under Chapter 11, that a bankruptcy trial was held, and that the petition was dismissed, and refers to the bankruptcy court's opinion and order for its full contents.

14. Frazer denies the allegations contained in Paragraph 14 of the Amended Complaint which further state legal conclusions and affirmative statements pertaining to relief sought by the Plaintiff to which no response is required.

15. Frazer denies the allegations contained in Paragraph 15 of the Amended Complaint which further state legal conclusions and affirmative statements pertaining to relief sought by the Plaintiff to which no response is required.

### **PART ONE-THE PARTIES**

16. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 16 of the Amended Complaint which further states legal conclusions to which no response is required.

17. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 17 of the Amended Complaint, except admits, on information and belief, that the NRA was formed in or around November 1871, that it is registered with the Charities Bureau, and that it has members and engages in fundraising. The allegations contained in Paragraph 17 further state legal conclusions to which no response is required.

18. Frazer admits the allegations contained in Paragraph 18 of the Amended Complaint.

19. The allegations contained in Paragraph 19 of the Amended Complaint do not require a response as they purport to describe the NRA's bylaws to which Frazer refers the Court for their full contents. To the extent the allegations contained in Paragraph 19 are inconsistent with the referenced bylaws, Frazer denies them.

20. Frazer admits the allegations contained in Paragraph 20 of the Amended Complaint except for the allegations contained in the third sentence of Paragraph 20 which do not require a response as they purport to describe the NRA's bylaws and to which Frazer refers the Court for their full contents. To the extent the allegations contained in the third sentence of Paragraph 20 are inconsistent with the referenced bylaws, Frazer denies them.

21. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 21 of the Amended Complaint which further state legal conclusions to which no response is required, except that Frazer admits Powell held different positions at the NRA including Chief of Staff, served as an *ex officio* member of the Board, and that his employment was terminated in 2020.

22. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 22 of the Amended Complaint which further state legal

conclusions to which no response is required, except that Frazer admits Phillips served as *ex officio* Director, Treasurer and Chief Financial Officer, and denies that Phillips's service began in 1993.

23. Frazer denies that he has worked at the NRA since 1993 but otherwise admits the allegations contained in Paragraph 23 of the Amended Complaint.

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

24. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 24 of the Amended Complaint which further state legal conclusions to which no response is required.

25. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 25 of the Amended Complaint which further state legal conclusions to which no response is required.

26. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 26 of the Amended Complaint which further state legal conclusions to which no response is required.

27. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 27 of the Amended Complaint which further state legal conclusions to which no response is required.

28. Frazer denies the allegations contained in Paragraph 28 of the Amended Complaint which further state legal conclusions to which no response is required.

### **PART THREE – APPLICABLE LAW**

29. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 29 of the Amended Complaint which further state legal conclusions to which no response is required.

30. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 30 of the Amended Complaint which further state legal conclusions to which no response is required.

31. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 31 of the Amended Complaint which further state legal conclusions to which no response is required, except Frazer denies that the Individual Defendants are statutory trustees.

32. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 32 of the Amended Complaint which further state legal conclusions to which no response is required.

33. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 33 of the Amended Complaint which further state legal conclusions to which no response is required.

34. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 34 of the Amended Complaint which further state legal conclusions to which no response is required.

35. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 35 of the Amended Complaint which further state legal conclusions to which no response is required.

36. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 36 of the Amended Complaint which further state legal conclusions to which no response is required.

37. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 37 of the Amended Complaint which further state legal conclusions to which no response is required.

38. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 38 of the Amended Complaint which further state legal conclusions to which no response is required.

39. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 39 of the Amended Complaint which further state legal conclusions to which no response is required.

40. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 40 of the Amended Complaint which further state legal conclusions to which no response is required.

41. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 41 of the Amended Complaint which further state legal conclusions to which no response is required.

42. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 42 of the Amended Complaint which further state legal conclusions to which no response is required.

43. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 43 of the Amended Complaint which further state legal conclusions to which no response is required.

44. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 44 of the Amended Complaint which further state legal conclusions to which no response is required.

45. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 45 of the Amended Complaint which further state legal conclusions to which no response is required.

46. The allegations contained in Paragraph 46 of the Amended Complaint state legal conclusions to which no response is required. To the extent a response is required, Frazer denies the allegations.

47. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 47 of the Amended Complaint which further state legal conclusions to which no response is required.

48. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 48 of the Amended Complaint which further state legal conclusions to which no response is required.

49. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 49 of the Amended Complaint which further state legal conclusions to which no response is required.



50. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 50 of the Amended Complaint which further state legal conclusions to which no response is required.

51. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 51 of the Amended Complaint which further state legal conclusions to which no response is required.

52. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 52 of the Amended Complaint which further state legal conclusions to which no response is required.

53. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 53 of the Amended Complaint which further state legal conclusions to which no response is required.

54. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 54 of the Amended Complaint which further state legal conclusions to which no response is required.

55. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 55 of the Amended Complaint which further state legal conclusions to which no response is required.

56. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 56 of the Amended Complaint which further state legal conclusions to which no response is required.

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

57. On information and belief, Frazer admits the allegations contained in Paragraph 57 of the Amended Complaint.

58. Frazer denies knowledge or information sufficient to form a belief as to the truth of the amount and nature of the “grant” referenced in Paragraph 58 of the Amended Complaint but otherwise admits the allegations contained in Paragraph 58.

59. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 59 of the Amended Complaint which further state legal conclusions to which no response is required, except Frazer admits the allegations contained in the first two sentences of Paragraph 59.

60. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 60 of the Amended Complaint which further state legal conclusions to which no response is required, except Frazer admits the allegations contained in the first and third sentences of Paragraph 60.

61. Frazer denies the allegations contained in Paragraph 61 of the Amended Complaint, except admits that the NRA’s history is well documented.

62. Frazer denies that the allegations contained in Paragraph 62 provides a complete and accurate description of the NRA’s structure, except admits the allegations contained in the first sentence of Paragraph 62, and that the NRA’s divisions include those described in the second sentence of Paragraph 62.

63. Frazer admits the allegations contained in the first two sentences of Paragraph 64 of the Amended Complaint, denies the third sentence of Paragraph 63, states that the NRA’s bylaws allow contributions to certain federal independent-expenditure-only political committees

and certain state ballot measure committees, and notes the allegations purport to describe the NRA's bylaws to which Frazer refers the Court for their full contents.

64. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 64 of the Amended Complaint which further state legal conclusions to which no response is required.

65. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 65 of the Amended Complaint which further do not require a response to the extent they purport to describe the NRA's bylaws as amended in September 2019, to which Frazer refers the Court for their full contents.

66. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 66 of the Amended Complaint which further do not require a response to the extent they state legal conclusions and purport to describe the contents of documents to which Frazer refers the Court for their full contents, except Frazer admits that 75 directors are elected for three-year terms and one for a one-year term, and states that the election of the 76th director is conducted in conjunction with the annual meeting and not at the meeting itself.

67. The allegations contained in Paragraph 67 of the Amended Complaint do not require a response as they purport to describe the NRA's bylaws to which Frazer refers the Court for their full contents; to the extent a response is required, the allegations are denied.

68. The allegations contained in Paragraph 68 of the Amended Complaint do not require a response as they purport to describe the NRA's bylaws to which Frazer refers the Court for their full contents; to the extent a response is required, the allegations are denied.

69. The allegations contained in Paragraph 69 of the Amended Complaint do not require a response as they purport to describe the NRA's bylaws to which Frazer refers the Court for their full contents; to the extent a response is required, the allegations are denied.

70. Frazer denies the allegations contained in Paragraph 70 of the Amended Complaint, and further states that the referenced passages are quoted from Article III, Section 9(b) of the NRA bylaws governing the operations of NRA-affiliated organizations, rather than the operations of the NRA itself, and to which Frazer refers the Court for their full contents.

71. The allegations contained in Paragraph 71 of the Amended Complaint do not require a response as they purport to describe the NRA's bylaws to which Frazer refers the Court for their full contents; to the extent a response is required, the allegations are denied.

72. Frazer admits the allegations contained in Paragraph 72 of the Amended Complaint except to the extent they purport to describe the NRA's bylaws, in which case they do not require a response and Frazer refers the Court to the bylaws for their full contents; to the extent a response is required, the allegations are denied.

73. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 73 of the Amended Complaint which further do not require a response as they state a legal conclusion and purport to describe the NRA's bylaws to which Frazer refers the Court for their full contents.

74. Upon information and belief, Frazer admits the allegations contained in Paragraph 74 of the Amended Complaint.

75. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 75 of the Amended Complaint, which further state a legal

conclusion to which no response is required, and which also refer to the NRA's audited financial statements to which Frazer refers the Court for their full contents.

76. The allegations contained in Paragraph 76 of the Amended Complaint do not require a response as they purport to describe the NRA's bylaws to which Frazer refers the Court for their full contents, except Frazer denies the final sentence of Paragraph 76 as the Officers Compensation Committee only recommends compensation, which is ultimately determined by the Board of Directors; to the extent a response is required to the balance of the allegations contained in Paragraph 76, they are denied.

77. Frazer admits the allegations contained in Paragraph 77 of the Amended Complaint which further purport to describe the NRA's bylaws to which Frazer refers the Court for their full contents.

78. Frazer denies the allegations contained in Paragraph 78 of the Amended Complaint except admits the President customarily serves in an unpaid capacity.

79. The allegations contained in Paragraph 79 of the Amended Complaint do not require a response as they purport to describe the NRA's bylaws to which Frazer refers the Court for their full contents; to the extent a response is required, the allegations are denied.

80. The allegations contained in Paragraph 80 of the Amended Complaint do not require a response as they purport to describe the NRA's bylaws to which Frazer refers the Court for their full contents, except Frazer admits that Phillips served as the Treasurer until 2018 and that the Treasurer is an *ex officio* member of the Board; to the extent a response is required to the balance of the allegations contained in Paragraph 80, they are denied.

81. Frazer admits the allegations contained in Paragraph 81 of the Amended Complaint except to the extent they purport to describe the NRA's bylaws, in which case they do not require

a response and Frazer refers the Court to the bylaws for their full contents; to the extent a response is required, the allegations are denied.

82. The allegations contained in Paragraph 82 of the Amended Complaint do not require a response as they purport to describe the NRA's bylaws to which Frazer refers the Court for their full contents; to the extent a response is required, the allegations are denied.

83. The allegations contained in Paragraph 83 of the Amended Complaint do not require a response as they purport to describe the NRA's bylaws to which Frazer refers the Court for their full contents; to the extent a response is required, the allegations are denied.

84. The allegations contained in Paragraph 84 of the Amended Complaint do not require a response as they purport to describe the NRA's bylaws to which Frazer refers the Court for their full contents; to the extent a response is required, the allegations are denied.

85. Frazer admits the allegations contained in Paragraph 85 of the Amended Complaint, except states that a select several hold the primary governing authority.

86. The allegations contained in Paragraph 86 of the Amended Complaint do not require a response as they purport to describe the NRA's bylaws to which Frazer refers the Court for their full contents, except Frazer denies that the Officer Compensation Committee establishes by resolution authorized compensation; to the extent a response is required to the balance of the allegations contained in Paragraph 86, they are denied.

87. The allegations contained in Paragraph 87 of the Amended Complaint do not require a response as they purport to describe the NRA's bylaws to which Frazer refers the Court for their full contents; to the extent a response is required, the allegations are denied.

88. The allegations contained in Paragraph 88 of the Amended Complaint do not require a response as they purport to describe the NRA's bylaws to which Frazer refers the Court for their full contents; to the extent a response is required, the allegations are denied.

89. The allegations contained in Paragraph 89 of the Amended Complaint do not require a response as they purport to describe the NRA's bylaws to which Frazer refers the Court for their full contents; to the extent a response is required, the allegations are denied.

90. The allegations contained in Paragraph 90 of the Amended Complaint do not require a response as they purport to describe the NRA's bylaws to which Frazer refers the Court for their full contents, except Frazer denies that the Nominating Committee prepares the ballot from which the NRA membership votes on board members; to the extent a response is required to the balance of the allegations contained in Paragraph 90, they are denied.

91. The allegations contained in Paragraph 91 of the Amended Complaint do not require a response as they state legal conclusions and reference documents to which Frazer refers the Court for their full contents; to the extent a response is required, the allegations are denied.

92. The allegations contained in Paragraph 92 of the Amended Complaint do not require a response as they purport to describe the Audit Committee Charter to which Frazer refers the Court for its full contents; to the extent a response is required, the allegations are denied.

93. The allegations contained in Paragraph 93 of the Amended Complaint do not require a response as they purport to describe the Audit Committee Charter to which Frazer refers the Court for its full contents; to the extent a response is required, the allegations are denied.

94. The allegations contained in Paragraph 94 of the Amended Complaint do not require a response as they purport to describe the Audit Committee Charter to which Frazer refers the Court for its full contents; to the extent a response is required, the allegations are denied.

95. The allegations contained in Paragraph 95 of the Amended Complaint do not require a response as they purport to describe an NRA policy to which Frazer refers the Court for its full contents; to the extent a response is required, the allegations are denied.

96. Frazer denies the allegations contained in Paragraph 96 of the Amended Complaint which further do not require a response to the extent they purport to describe the Audit Committee Charter, NRA policy, and the 2017 IRS 990 to which Frazer refers the Court for their full contents.

97. Frazer admits the first sentence of Paragraph 97 of the Amended Complaint but denies knowledge or information sufficient to form a belief as to the truth of the balance of the allegations contained in Paragraph 97, which further do not require a response as they appear to refer to the version of the Statement of Corporate Ethics which predated the version adopted in January 2020, to which Frazer refers the Court for its full contents.

98. The allegations contained in Paragraph 98 of the Amended Complaint do not require a response as they purport to describe the NRA bylaws to which Frazer refers the Court for their full contents; to the extent a response is required, the allegations are denied.

99. The allegations contained in Paragraph 99 of the Amended Complaint do not require a response as they purport to describe the NRA bylaws to which Frazer refers the Court for their full contents; to the extent a response is required, the allegations are denied.

100. The allegations contained in Paragraph 100 of the Amended Complaint do not require a response as they purport to describe the NRA bylaws to which Frazer refers the Court for their full contents; to the extent a response is required, the allegations are denied.

101. The allegations contained in Paragraph 101 of the Amended Complaint do not require a response as they purport to describe the NRA Employee Handbook and the NRA Policy



Manual to which Frazer refers the Court for their full contents; to the extent a response is required, the allegations are denied.

102. Frazer admits the allegations contained in the first sentence of Paragraph 102 of the Amended Complaint but denies that the resolutions enacted between 1988 and 1998 reflect the current policy in its entirety, as the policy was more recently amended in 2006, and denies the allegations contained in the second sentence of Paragraph 102 which further do not require a response as they purport to describe the NRA Contract Review Policy to which Frazer refers the Court for its full contents.

103. The allegations contained in Paragraph 103 of the Amended Complaint do not require a response as they purport to describe an NRA policy to which Frazer refers the Court for its full contents; to the extent a response is required, the allegations are denied.

104. The allegations contained in Paragraph 104 of the Amended Complaint do not require a response as they purport to describe an NRA policy to which Frazer refers the Court for its full contents; to the extent a response is required, the allegations are denied.

105. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 105 of the Amended Complaint including, without limitation, who drafted the memorandum, except (i) admits that LaPierre signed the referenced memorandum and (ii) states that the referenced memorandum contained incorrect statements resulting from its failure to reflect policy changes adopted by the Board in 2006, and Frazer refers the Court to the memorandum for its full contents.

106. Frazer denies the allegations contained in Paragraph 106 of the Amended Complaint to the extent that while the actual policy as amended in 2006 had not changed, the 2012 memorandum failed to reflect the policy changes adopted in 2006.

107. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in romanettes (ii) and (iii) of Paragraph 107 of the Amended Complaint which further do not require a response as they purport to describe NRA policies to which Frazer refers the Court for their full contents, except Frazer admits the allegations contained in the first sentence and romanette (i) of Paragraph 107.

108. Frazer admits the allegations contained in Paragraph 108 of the Amended Complaint.

109. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 109 of the Amended Complaint which further do not require a response as they purport to describe NRA policy to which Frazer refers the Court for its full contents.

110. The allegations contained in Paragraph 110 of the Amended Complaint do not require a response as they purport to describe the NRA's Travel and Business Expense Reimbursement Policy, to which Frazer refers the Court for its full contents, and Frazer further notes that the NRA Board of Directors adopted a new policy in October 2021, which superseded all prior travel policies, and which is accompanied by supplemental procedures to implement it; to the extent a response is required, the allegations are denied.

111. The allegations contained in Paragraph 111 of the Amended Complaint do not require a response as they purport to describe the NRA's Travel and Business Expense Reimbursement Policy, to which Frazer refers the Court for its full contents, and Frazer further notes that the NRA Board of Directors adopted a new policy in October 2021, which superseded all prior travel policies, and which is accompanied by supplemental procedures to implement it; to the extent a response is required, the allegations are denied.

112. The allegations contained in Paragraph 112 of the Amended Complaint do not require a response as they purport to describe the NRA's Travel and Business Expense Reimbursement Policy, to which Frazer refers the Court for its full contents, and Frazer further notes that the NRA Board of Directors adopted a new policy in October 2021, which superseded all prior travel policies, and which is accompanied by supplemental procedures to implement it; to the extent a response is required, the allegations are denied.

113. The allegations contained in Paragraph 113 of the Amended Complaint do not require a response as they purport to describe the NRA's Travel and Business Expense Reimbursement Policy, to which Frazer refers the Court for its full contents, and Frazer further notes that the NRA Board of Directors adopted a new policy in October 2021, which superseded all prior travel policies, and which is accompanied by supplemental procedures to implement it; to the extent a response is required, the allegations are denied.

114. The allegations contained in Paragraph 114 of the Amended Complaint do not require a response as they purport to describe the NRA's Travel and Business Expense Reimbursement Policy, to which Frazer refers the Court for its full contents, and Frazer further notes that the NRA Board of Directors adopted a new policy in October 2021, which superseded all prior travel policies, and which is accompanied by supplemental procedures to implement it; to the extent a response is required, the allegations are denied.

115. The allegations contained in Paragraph 115 of the Amended Complaint do not require a response as they purport to describe the NRA's Travel and Business Expense Reimbursement Policy, to which Frazer refers the Court for its full contents, and Frazer further notes that the NRA Board of Directors adopted a new policy in October 2021, which superseded

all prior travel policies, and which is accompanied by supplemental procedures to implement it; to the extent a response is required, the allegations are denied.

116. The allegations contained in Paragraph 116 of the Amended Complaint do not require a response as they purport to describe the NRA's Statement of Corporate Ethics to which Frazer refers the Court for its full contents, but Frazer notes that the Board of Directors superseded the referenced policy in January 2020; to the extent a response is required, the allegations are denied.

117. The allegations contained in Paragraph 117 of the Amended Complaint do not require a response as they purport to describe an NRA policy to which Frazer refers the Court for its full contents, but Frazer notes that the Board of Directors superseded the referenced policy in January 2020; to the extent a response is required, the allegations are denied.

118. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 118 of the Amended Complaint which further state legal conclusions to which no response is required, except Frazer admits that the NRA Board adopted a new version of the Statement of Corporate Ethics in or around January 2020 and refers the Court to the new version of the Statement of Corporate Ethics for its full contents.

119. The allegations contained in Paragraph 119 of the Amended Complaint do not require a response as they purport to describe the NRA's Purchasing Policy to which Frazer refers the Court for its full contents; to the extent a response is required, the allegations are denied.

120. The allegations contained in Paragraph 120 of the Amended Complaint do not require a response as they purport to describe the NRA's Purchasing Policy to which Frazer refers the Court for its full contents; to the extent a response is required, the allegations are denied.

121. The allegations contained in Paragraph 121 of the Amended Complaint do not require a response as they purport to describe the NRA's Purchasing Policy to which Frazer refers the Court for its full contents; to the extent a response is required, the allegations are denied.

122. Frazer denies the allegations contained in Paragraph 122 of the Amended Complaint which further state legal conclusions to which no response is required.

123. The allegations contained in Paragraph 123 of the Amended Complaint do not require a response as they purport to describe the NRA's Purchasing Policy to which Frazer refers the Court for its full contents; to the extent a response is required, the allegations are denied.

124. The allegations contained in Paragraph 124 of the Amended Complaint do not require a response as they purport to describe the NRA's Purchasing Policy to which Frazer refers the Court for its full contents; to the extent a response is required, the allegations are denied.

125. The allegations contained in Paragraph 125 of the Amended Complaint do not require a response as they purport to describe the NRA's Officers and Board of Directors Policy – Disclosure of Financial Interests to which Frazer refers the Court for its full contents, but Frazer notes that the Board of Directors superseded the referenced policy with a new policy in 2016; to the extent a response is required, the allegations are denied.

126. The allegations contained in Paragraph 126 of the Amended Complaint do not require a response as they purport to describe the NRA's Officers and Board of Directors Policy – Disclosure of Financial Interests to which Frazer refers the Court for its full contents, but Frazer notes that the Board of Directors superseded the referenced policy with a new policy in 2016; to the extent a response is required, the allegations are denied.

127. The allegations contained in Paragraph 127 of the Amended Complaint do not require a response as they purport to describe the NRA's Officers and Board of Directors Policy –

Disclosure of Financial Interests to which Frazer refers the Court for its full contents and which he notes the Board of Directors superseded with a new policy in 2016, except Frazer denies knowledge and information sufficient to form a belief as to the truth of the second sentence of Paragraph 127; to the extent a response is required to the balance of the allegations contained in Paragraph 127, they are denied.

128. The allegations contained in Paragraph 128 of the Amended Complaint do not require a response as they purport to describe public filings to which Frazer refers the Court for their full contents; to the extent a response is required, the allegations are denied.

129. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 129 of the Amended Complaint which further state legal conclusions to which no response is required.

130. Frazer denies the allegations contained in Paragraph 130 of the Amended Complaint except admits that the NRA Board adopted the Conflict of Interest and Related Party Transaction Policy in January 2016, that he initiated and oversaw the re-write of the Policy soon after he was hired as General Counsel to address changes in New York law, that the Policy was comprehensive, and that the Policy is separate from the NRA's Employee Handbook.

131. The allegations contained in Paragraph 131 of the Amended Complaint do not require a response as they state legal conclusions and purport to describe the NRA's Conflict of Interest and Related Party Transaction Policy to which Frazer refers the Court for its full contents, except Frazer admits that he designed the Policy to comply with the enhanced requirements of New York's nonprofit revitalization law and to include a definition of conflicts of interest which was broader than that required by New York law; to the extent a response is required to the balance of the allegations contained in Paragraph 131, they are denied.

132. The allegations contained in Paragraph 132 of the Amended Complaint do not require a response as they purport to describe the NRA's Conflict of Interest and Related Party Transaction Policy to which Frazer refers the Court for its full contents; to the extent a response is required, the allegations are denied.

133. The allegations contained in Paragraph 133 of the Amended Complaint do not require a response as they purport to describe the NRA's Conflict of Interest and Related Party Transaction Policy to which Frazer refers the Court for its full contents; to the extent a response is required, the allegations are denied.

134. The allegations contained in Paragraph 134 of the Amended Complaint do not require a response as they purport to describe the NRA's Conflict of Interest and Related Party Transaction Policy to which Frazer refers the Court for its full contents; to the extent a response is required, the allegations are denied.

135. The allegations contained in Paragraph 135 of the Amended Complaint do not require a response as they purport to describe the NRA's Conflict of Interest and Related Party Transaction Policy to which Frazer refers the Court for its full contents; to the extent a response is required, the allegations are denied.

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

136. Frazer admits the allegations contained in Paragraph 136 of the Amended Complaint.

137. Frazer admits the allegations contained in Paragraph 137 of the Amended Complaint.

138. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 138 of the Amended Complaint.

139. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 139 of the Amended Complaint except admits that LaPierre was responsible for oversight of Phillips and that Phillips served as Treasurer from 1992 to 2018.

140. Frazer admits the allegations contained in Paragraph 140 of the Amended Complaint.

141. Frazer admits the allegations contained in Paragraph 141 of the Amended Complaint.

142. Frazer denies the allegations contained in Paragraph 142 of the Amended Complaint.

143. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 143 of the Amended Complaint.

144. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 144 of the Amended Complaint which further do not require a response to the extent they purport to describe LaPierre's testimony to which Frazer refers the Court for its full contents, except admits that the Women's Leadership Forum is a project of the Office of Advancement, that LaPierre's wife is a former co-chair of the Women's Leadership Forum, and that LaPierre's wife's niece is an NRA employee who works on Women's Leadership Forum events and projects.

145. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 145 of the Amended Complaint except admits that the EVP Office, like other offices within the NRA, has its own staff, and its own budget and cost center in the NRA's budget and accounting systems.



146. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 146 of the Amended Complaint which further do not require a response to the extent they purport to describe LaPierre's testimony to which Frazer refers the Court for its full contents, except admits that the NRA has incurred costs for LaPierre's private air travel.

147. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 147 of the Amended Complaint which further do not require a response to the extent they purport to describe LaPierre's testimony to which Frazer refers the Court for its full contents.

148. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 148 of the Amended Complaint, which further do not require a response to the extent they purport to describe testimony or a statement by LaPierre, to which Frazer refers the Court for its full contents.

149. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 149 of the Amended Complaint which further do not require a response to the extent they purport to describe LaPierre's testimony to which Frazer refers the Court for its full contents.

150. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 150 of the Amended Complaint which further do not require a response to the extent they purport to describe LaPierre's testimony to which Frazer refers the Court for its full contents.

151. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 151 of the Amended Complaint which further do not require

a response to the extent they purport to describe LaPierre's testimony to which Frazer refers the Court for its full contents.

152. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 152 of the Amended Complaint which further do not require a response to the extent they purport to describe LaPierre's testimony to which Frazer refers the Court for its full contents.

153. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 153 of the Amended Complaint which further do not require a response to the extent they purport to describe LaPierre's testimony to which Frazer refers the Court for its full contents.

154. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 154 of the Amended Complaint.

155. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 155 of the Amended Complaint.

156. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 156 of the Amended Complaint.

157. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 157 of the Amended Complaint which further do not require a response to the extent they purport to describe the testimony of Phillips' successor to which Frazer refers the Court for its full contents.

158. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 158 of the Amended Complaint.

159. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 159 of the Amended Complaint.

160. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 160 of the Amended Complaint which further do not require a response to the extent they purport to describe the then-Treasurer's testimony to which Frazer refers the Court for its full contents.

161. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in the second sentence of Paragraph 161 of the Amended Complaint except admits the allegations contained in the first sentence of Paragraph 161 which further purport to describe the contents of annual filings with the Attorney General to which Frazer refers the Court for their full contents.

162. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 162 of the Amended Complaint.

163. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 163 of the Amended Complaint which further do not require a response to the extent they purport to describe the contents of the NRA's 2019 Form 990 to which Frazer refers the Court for its full contents.

164. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 164 of the Amended Complaint which further state legal conclusions to which no response is required.

165. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 165 of the Amended Complaint.

166. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 166 of the Amended Complaint which further do not require a response to the extent they purport to describe LaPierre's testimony to which Frazer refers the Court for its full contents, except Frazer admits that the businesses referenced had or have relationships with the NRA.

167. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 167 of the Amended Complaint, except admits that MMP, Allegiance, and Concord share the same business address in Fairfax, VA in the same building where the NRA is headquartered.

168. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 168 of the Amended Complaint.

169. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 169 of the Amended Complaint, except admits the allegations in the first sentence of Paragraph 169.

170. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 170 of the Amended Complaint which further do not require a response to the extent they purport to describe the contents of the NRA's regulatory filings and its 2018 Form 990 to which Frazer refers the Court for their full contents.

171. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 171 of the Amended Complaint.

172. Frazer denies knowledge or information sufficient to form a belief as to the allegations contained in Paragraph 172 of the Amended Complaint.

173. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in of Paragraph 173 of the Amended Complaint.

174. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 174 of the Amended Complaint.

175. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 175 of the Amended Complaint which further do not require a response to the extent they purport to describe the testimony of LaPierre to which Frazer refers the Court for its full contents.

176. Frazer admits the allegations contained in Paragraph 176 of the Amended Complaint which further do not require a response to the extent they purport to quote from the NRA Financial Disclosure Questionnaire to which Frazer refers the Court for its full contents.

177. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 177 of the Amended Complaint which further do not require a response to the extent they purport to describe the contents of LaPierre's testimony and his responses to the NRA Financial Disclosure Questionnaires for the years 2008 to 2020 to which Frazer refers the Court for their full contents.

178. Frazer denies knowledge or information sufficient to form a belief as to the allegations contained in Paragraph 178 of the Amended Complaint which further do not require a response to the extent they purport to describe LaPierre's testimony and LaPierre's 2021 conflict of interest form to which Frazer refers the Court for its full contents, except Frazer admits that he received the referenced 2021 disclosure on April 7, 2021.

179. Frazer denies knowledge or information sufficient to form a belief as to the allegations contained in Paragraph 179 of the Amended Complaint which further do not require a

response to the extent they purport to describe the testimony of LaPierre to which Frazer refers the Court for its full contents.

180. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 180 of the Amended Complaint which further do not require a response to the extent they purport to describe the testimony of LaPierre to which Frazer refers the Court for its full contents, except states, on information and belief, that a large amount of Mr. LaPierre's travel is conducted for donor cultivation.

181. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 181 of the Amended Complaint.

182. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 182 of the Amended Complaint which further do not require a response to the extent they purport to describe the NRA Travel Policy as it existed until it was amended in October 2021, to which Frazer refers the Court for its full contents.

183. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 183 of the Amended Complaint which further do not require a response to the extent they purport to describe the testimony of LaPierre to which Frazer refers the Court for its full contents, except Frazer admits that the travel consultant billed the NRA through two companies and that the NRA stopped using the travel consultant's services in or around 2020.

184. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 184 of the Amended Complaint which further do not require a response to the extent they purport to describe the testimony of LaPierre to which Frazer refers the Court for its full contents.

185. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 185 of the Amended Complaint.

186. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 186 of the Amended Complaint.

187. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 187 of the Amended Complaint.

188. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 188 of the Amended Complaint.

189. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 189 of the Amended Complaint which further do not require a response to the extent they purport to describe LaPierre and the purchasing director's testimony to which Frazer refers the Court for its full contents, except Frazer denies that the competitive bidding process was a sham.

190. Frazer denies knowledge or information sufficient to form a belief as to truth of the allegations contained in Paragraph 190 of the Amended Complaint.

191. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 191 of the Amended Complaint which further do not require a response to the extent they purport to describe the testimony of LaPierre's travel consultant to which Frazer refers the Court for its full contents.

192. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 192 of the Amended Complaint which further do not require a response to the extent they purport to describe the testimony of Wilson Phillips to which Frazer refers the Court for its full contents.

193. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 193 of the Amended Complaint, which further do not require a response to the extent they purport to describe the contents of a business case analysis to which Frazer refers the Court for its full contents.

194. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 194 of the Amended Complaint which further do not require a response to the extent they purport to describe the contents of a business case analysis and contract to which Frazer refers the Court for their full contents.

195. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 195 of the Amended Complaint which further do not require a response to the extent they purport to describe the travel consultant's testimony, to which Frazer refers the Court for its full contents, except Frazer admits that the NRA conducted a competitive bidding process in 2020 which was won by Inventive Incentive & Insurance Services, Inc. and that no contract was never executed.

196. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 196 of the Amended Complaint which further do not require a response to the extent they purport to describe LaPierre's testimony to which Frazer refers the Court for its full contents.

197. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 197 of the Amended Complaint.

198. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 198 of the Amended Complaint.



199. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 199 of the Amended Complaint.

200. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 200 of the Amended Complaint except states that the last sentence of Paragraph 201 states legal conclusions to which no response is required.

201. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 201 of the Amended Complaint.

202. Frazer denies information or knowledge sufficient to form a belief as to the truth of the allegations contained in Paragraph 202 of the Amended Complaint except admits that LaPierre's wife was appointed to the Board of Directors of the National Park Foundation.

203. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 203 of the Amended Complaint which further do not require a response to the extent they purport to describe the NRA Travel Policy as it existed until it was amended in October 2021, to which Frazer refers the Court for its full contents, except Frazer admits that NRA employees are required to follow NRA policies and procedures for seeking approval and reimbursement for work-related expenses.

204. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 204 of the Amended Complaint except admits, on information and belief, that LaPierre had a decades-long friendship with the principal of UWS.

205. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 205 of the Amended Complaint.

206. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 206 of the Amended Complaint which further do not require

a response to the extent they purport to describe the contents of annual filings with the Attorney General for 2014 to 2018 to which Frazer refers the Court for their full contents.

207. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 207 of the Amended Complaint, except admits that (1) LaPierre's expenses were, at one time, processed by a lower-level employee in NRA-ILA and (2) NRA-ILA maintains its finances separately pursuant to the NRA bylaws.

208. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 208 of the Amended Complaint.

209. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 209 of the Amended Complaint, except admits that the Executive Vice President's office budget includes funds for consulting services.

210. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations stated in Paragraph 210 of the Amended Complaint.

211. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in the first sentence of Paragraph 211 of the Amended Complaint which further do not require a response to the extent they purport to describe the contents of the NRA Contract Policy to which Frazer refers the Court for its full contents, except Frazer states that the current NRA Contract Policy has been in effect since 2006, not 2012.

212. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 212 of the Amended Complaint.

213. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 213 of the Amended Complaint which further do not require a response to the extent they purport to describe LaPierre's testimony to which Frazer refers the

Court for its full contents, except Frazer admits that one or more EVP Office consultants were paid without written contracts for at least some services.

214. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 214 of the Amended Complaint.

215. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 215 of the Amended Complaint except admits that some contracts were not approved in advance.

216. Frazer denies knowledge or information sufficient to form a belief as to the allegations contained in Paragraph 216 of the Amended Complaint.

217. The allegations contained in Paragraph 217 of the Amended Complaint state legal conclusions to which no response is required. To the extent a response is required, Frazer denies the allegations.

218. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 218 of the Amended Complaint which further state legal conclusions to which no response is required, except Frazer admits that a security study was conducted in mid-2019.

219. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 219 of the Amended Complaint which further do not require a response to the extent they purport to describe LaPierre's testimony to which Frazer refers the Court for its full contents, except Frazer admits that the EVP Office budget allocated funding each year to LaPierre's personal and home security.

220. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 220 of the Amended Complaint which further do not require

a response to the extent they purport to describe the Director of Purchasing's testimony to which Frazer refers the Court for its full contents, except Frazer admits that an armored vehicle was procured for LaPierre.

221. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 221 of the Amended Complaint which further do not require a response to the extent they purport to describe LaPierre's testimony to which Frazer refers the Court for its full contents.

222. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 222 of the Amended Complaint.

223. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 223 of the Amended Complaint which further do not require a response to the extent they purport to describe the contents of an agreement to which Frazer refers the Court for its full contents.

224. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 224 of the Amended Complaint, which further do not require a response to the extent they purport to describe the contents of an email to which Frazer refers the Court for its full contents.

225. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 225 of the Amended Complaint which further do not require a response to the extent they purport to describe the contents of an invoice and of NRA Policy to which Frazer refers the Court for their full contents.

226. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 226 of the Amended Complaint.

227. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 227 of the Amended Complaint which further do not require a response to the extent they purport to describe the contents of an email to which Frazer refers the Court for its full contents.

228. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 228 of the Amended Complaint which further do not require a response to the extent they purport to describe the Ackerman CFO's testimony to which Frazer refers the Court for its full contents, except Frazer admits that he is aware of the nature and existence of the dispute between LaPierre and Ackerman.

229. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 229 of the Amended Complaint except admits the allegations contained in the first four sentences of Paragraph 229 and that, on information and belief, that Phillips failed at times to adhere to internal financial controls.

230. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 230 of the Amended Complaint which further do not require a response to the extent they purport to describe Phillips's successor's testimony to which Frazer refers the Court for its full contents.

231. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 231 of the Amended Complaint.

232. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 232 of the Amended Complaint.

233. Frazer denies the allegations of Paragraph 233 of the Amended Complaint except admits that certain of the Treasurer's staff became whistleblowers who presented allegations at the July 2018 Audit Committee meeting.

234. Frazer denies knowledge or information sufficient to form a belief as the allegations contained in Paragraph 234 of the Amended Complaint which further do not require a response to the extent they purport to describe NRA policy to which Frazer refers the Court for its full contents, except Frazer denies the allegations contained in the third sentence of Paragraph 234, and states, on information and belief, that the NRA made payments to HomeTelos, that Phillips disclosed the relationship in 2018, and that the relationship was addressed at an Audit Committee meeting in 2018.

235. Frazer denies knowledge or information sufficient to form a belief as the allegations contained in Paragraph 235 of the Amended Complaint.

236. Frazer denies knowledge or information sufficient to form a belief as the allegations contained in Paragraph 236 of the Amended Complaint.

237. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 237 of the Amended Complaint which further do not require a response to the extent they purport to describe the contents of conflict of interest disclosure forms to which Frazer refers the Court for its full contents.

238. Frazer denies knowledge or information sufficient to form a belief as the truth of the allegations contained in Paragraph 238 of the Amended Complaint.

239. Frazer admits the allegations contained in Paragraph 239 of the Amended Complaint.

240. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 240 of the Amended Complaint which further do not require a response to the extent they purport to describe the contents of the Report of the Audit Committee to which Frazer refers the Court for its full contents.

241. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 241 of the Amended Complaint.

242. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 242 of the Amended Complaint which further do not require a response to the extent they purport to describe the contents of an annual Financial Disclosure Questionnaire to which Frazer refers the Court for its full contents.

243. Frazer denies knowledge or information sufficient to form a belief as the allegations contained in Paragraph 243 of the Amended Complaint which further do not require a response to the extent they purport to describe the contents of an annual Financial Disclosure Questionnaire and an Audit Committee resolution to which Frazer refers the Court for their full contents.

244. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 244 of the Amended Complaint which further do not require a response as they state legal conclusions and purport to describe the NRA's bylaws to which Frazer refers the Court for their full contents, except Frazer admits that the NRA began to plan for Phillips's retirement and that Phillips entered a post-employment consulting agreement to which Frazer refers the Court for its full contents.

245. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 245 of the Amended Complaint, except admits that Phillips

entered a post-employment consulting agreement and refers the Court to the agreement for its full contents.

246. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 246 of the Amended Complaint which further do not require a response to the extent they purport to describe the testimony of the Audit Committee Chair and Vice Chair to which Frazer refers the Court for its full contents.

247. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 247 of the Amended Complaint which further state legal conclusions to which no response is required.

248. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 248 of the Amended Complaint which further do not require a response to the extent they purport to describe the testimony of Phillips's successor, of LaPierre, and of the Audit Committee Vice Chair, to which Frazer refers the Court for its full contents.

249. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 249 of the Amended Complaint which further do not require a response to the extent they purport to describe the testimony of the Audit Committee Chair, to which Frazer refers the Court for its full contents.

250. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 250 of the Amended Complaint except admits that Phillips submitted invoices to the NRA.

251. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 251 of the Amended Complaint which further do not require a response to the extent they purport to describe LaPierre's testimony, to which Frazer refers the



Court for its full contents, except Frazer admits that Powell was an NRA board member before being hired in 2016, and had previously been involved in litigation.

252. Frazer denies the allegations contained in Paragraph 252 of the Amended Complaint, except admits that Powell was assigned in 2018 to have a role in the NRA's compliance function and engaged in abusive behavior, and states (i) that, both before and after Powell's assignment, compliance at the NRA was handled collaboratively among many personnel including Frazer, (ii) that Powell's appointment did not change this process, and (iii) that Powell's participation in the process, including in the NRA's compliance seminars given to senior staff, was limited.

253. Frazer admits the allegations contained in Paragraph 253 of the Amended Complaint.

254. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 254 of the Amended Complaint which further do not require a response to the extent they purport to describe LaPierre's testimony, to which Frazer refers the Court for its full contents, except Frazer admits that Powell's appointment to Senior Strategist was described internally as a promotion.

255. Frazer admits the allegations contained in Paragraph 255 of the Amended Complaint.

256. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 256 of the Amended Complaint which further do not require a response to the extent they purport to describe the contents of a revised employment agreement to which Frazer refers the Court for its full contents.

257. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 257 of the Amended Complaint which further do not require a response to the extent they purport to describe the contents of an employment agreement to which Frazer refers the Court for their full contents, except Frazer admits the allegations contained in the first and fourth sentences of Paragraph 257 and denies the last sentence of Paragraph 257 and refers the Court to the NRA's policy on relocation expenses for its full contents.

258. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 258 of the Amended Complaint, except admits that Powell's salary was increased at that time.

259. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 259 of the Amended Complaint, except admits that Powell's salary was increased at that time.

260. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 260 of the Amended Complaint, except admits (1) the Treasurer's Office discovered that Powell had used an NRA-issued credit card to pay for trips on which he was not the traveler, (2) in anticipation of and to help the NRA prepare for litigation, Frazer retained an outside accounting firm to review Powell's expenses, and (3) that Powell was terminated based on findings of inappropriate expenses.

261. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 261 of the Amended Complaint, except admits the allegations contained in the first sentence of Paragraph 261.

262. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 262 of the Amended Complaint, except admits that

Ackerman provided a letter concerning expenses incurred by Powell to which Frazer refers the Court for its full contents, denies that the Treasurer did nothing to follow up on the spending allegations, and states that, in anticipation of and to help the NRA prepare for possible litigation flowing out of the Treasurer's discoveries, Frazer retained an outside accounting firm to review Powell's expenses.

263. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 263 of the Amended Complaint.

264. Frazer admits the allegations contained in Paragraph 264 of the Amended Complaint.

265. Frazer denies the allegations contained in Paragraph 265 of the Amended Complaint, except admits that Powell tendered a check for \$40,760.20 to the NRA in an attempted settlement of the expense dispute and that the NRA did not deposit the check.

266. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 266 of the Amended Complaint which further do not require a response to the extent they purport to describe the contents of the NRA's 2019 Form 990 to which Frazer refers the Court for its full contents.

267. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 267 of the Amended Complaint except admits that a "Project Ben-Hur" existed.

268. Frazer denies knowledge or information sufficient to form a belief as to the allegations contained in Paragraph 268 of the Amended Complaint except admits that no written contract was entered and that McKenna conducted work in relation to the project.

269. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 269 of the Amended Complaint, except admits that McKenna provided services for the NRA for several years that were initially focused on donor cultivation.

270. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 270 of the Amended Complaint.

271. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 271 of the Amended Complaint except admits that no written contract was entered regarding Project Ben Hur.

272. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 272 of the Amended Complaint except admits that LookingGlass performed services for the NRA and that the referenced services were found to be overpriced.

273. Frazer admits the allegations contained in Paragraph 273 of the Amended Complaint.

274. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 274 of the Amended Complaint except admits that Powell's wife was an independent contractor for McKenna.

275. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 275 of the Amended Complaint.

276. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 276 of the Amended Complaint except admits that, until

sometime in 2018, Powell did not disclose the referenced conflict of interest to Frazer or the Audit Committee.

277. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 277 of the Amended Complaint except admits that Powell disclosed the referenced conflict of interest to Frazer or the Audit Committee some time in 2018.

278. Frazer admits the allegations contained in Paragraph 278 of the Amended Complaint.

279. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 279 of the Amended Complaint which further do not require a response to the extent they purport to describe an NRA policy to which Frazer refers the Court for its full contents.

280. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 280 of the Amended Complaint except admits that the Audit Committee ratified the transaction and approved payment of the bill after a determination had been made that the fees were comparable to charges by other photographers for services of the same type.

281. Frazer admits the allegations contained in Paragraph 281 of the Amended Complaint.

282. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 282 of the Amended Complaint which further do not require a response to the extent they purport to describe the contents of a letter, to which Frazer refers the Court for its full contents.

283. Frazer denies the allegations contained in Paragraph 283 of the Amended Complaint, except admits that the referenced settlement was reached in June 2017.

284. Frazer denies the allegations contained in Paragraph 284 of the Amended Complaint except admits that Powell was so accused in or about October 2018 and that Powell was removed as the designated point of contact for Ackerman.

285. Frazer admits the allegations contained in Paragraph 285 of the Amended Complaint.

286. Frazer admits the allegations contained in Paragraph 286 of the Amended Complaint.

287. Frazer denies the allegations contained in Paragraph 287 of the Amended Complaint except admits the allegations of the first and fourth sentences of Paragraph 287.

288. Frazer denies the allegations contained in Paragraph 288 of the Amended Complaint except admits that he left the NRA for private practice in or about September 2013 where he practiced firearms-related law and returned to the NRA in January 2015 full-time as its General Counsel, and further refers the Court to NRA compensation records for Frazer's compensation.

289. Frazer denies the allegations contained in Paragraph 289 of the Amended Complaint except admits that he had been a licensed attorney for seven years and had been in private practice in his own firm when he was hired as the NRA's General Counsel.

290. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 290 of the Amended Complaint which further do not require a response to the extent they purport to describe LaPierre's testimony, to which Frazer refers the Court for its full contents, except Frazer otherwise states that he had a twenty-year history of

interactions with LaPierre which included Frazer's attendance at board meetings with LaPierre since 1994, preparing LaPierre for congressional testimony, and an interview process where the two discussed Frazer's legal experiences both in private practice and at the NRA.

291. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 291 of the Amended Complaint which further do not require a response to the extent they purport to describe testimony by LaPierre and by the Director of Human Resources, to which Frazer refers the Court for its full contents, except Frazer states that he furnished to the NRA upon its request his credit report and various writing samples in connection with his candidacy for the job of General Counsel.

292. The allegations contained in Paragraph 292 of the Amended Complaint state legal conclusions to which no response is required. To the extent a response is required, Frazer denies them.

293. Frazer denies the allegations contained in Paragraph 293 of the Amended Complaint which further do not require a response to the extent they purport to describe the Audit Committee Chair's testimony, which is quoted incompletely and omits important context and to which Frazer refers the Court for its full contents.

294. Frazer denies the allegations contained in Paragraph 294 of the Amended Complaint except states that he has executed the NRA's annual CHAR 500 in his capacity as an Authorized Officer and refers the Court to the CHAR 500s for their full contents.

295. Frazer denies the allegations contained in Paragraph 295 of the Amended Complaint and refers the Court to the referenced filings for their full contents.

296. Upon information and belief, Frazer admits the allegations contained in Paragraph 296 of the Amended Complaint, but notes that the Senior Assistant's employment with the NRA ended in September 2022.

297. Frazer denies the allegations contained in Paragraph 297 of the Amended Complaint except admits his understanding that the Senior Assistant joined the NRA with a record of having embezzled from a government agency.

298. Upon information and belief, Frazer admits the allegations contained in Paragraph 298 of the Amended Complaint except denies knowledge or information sufficient to form a belief as to the truth of the allegations concerning LaPierre's Senior Assistant's salary.

299. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 299 of the Amended Complaint, except admits that the Senior Assistant had access to the CFO's credit card.

300. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 300 of the Amended Complaint.

301. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 301 of the Amended Complaint.

302. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 302 of the Amended Complaint which further state legal conclusions and purport to describe Executive Assistant No. 1's testimony which do not require a response and to which Frazer refers the Court for its full contents, except Frazer admits that the NRA paid the referenced wedding expenses.

303. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 303 of the Amended Complaint.



304. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 304 of the Amended Complaint.

305. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 305 of the Amended Complaint.

306. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 306 of the Amended Complaint, except states that, as a result of the NRA's focus on increased compliance in 2018, the Audit Committee learned about payments to the Senior Assistant's son and addressed their substance before retroactively approving the payments.

307. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 307 of the Amended Complaint which further do not require a response to the extent they purport to describe LaPierre's testimony, to which Frazer refers the Court for its full contents.

308. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 308 of the Amended Complaint which further do not require a response to the extent they purport to describe LaPierre's testimony, to which Frazer refers the Court for its full contents.

309. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 309 of the Amended Complaint which further do not require a response to the extent they state a legal conclusion and purport to describe the contents of the NRA's 2019 Form 990, to which Frazer refers the Court for its full contents, except Frazer denies that the Senior Assistant remains employed by the NRA and admits that the Senior Assistant reported directly to LaPierre during her employment.

310. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 310 of the Amended Complaint.

311. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 311 of the Amended Complaint, except admits that several board members attacked LaPierre in the mid-1990s, and that the NRA indirectly paid for the creation and publication of certain advertisements.

312. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 312 of the Amended Complaint.

313. Frazer admits the allegations contained in Paragraph 313 of the Amended Complaint, except denies that Mercury Group is still headquartered in Alexandria, Virginia.

314. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 314 of the Amended Complaint.

315. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 315 of the Amended Complaint.

316. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 316 of the Amended Complaint, except admits that LaPierre had a relationship with the co-founder of Ackerman and relied on him for advice.

317. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 317 of the Amended Complaint except admits that LaPierre had a relationship with the president of Mercury Group and relied on him for advice.

318. Frazer admits that the relationship between the NRA and Ackerman/Mercury Group eroded, as alleged in Paragraph 318 of the Amended Complaint, and that the deterioration of the relationship resulted in litigation.

319. Frazer admits the allegations contained in Paragraph 319 of the Amended Complaint.

320. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 320 of the Amended Complaint which further do not require a response to the extent they purport to quote from the Services Agreement to which Frazer refers the Court for its full contents.

321. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 321 of the Amended Complaint.

322. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 322 of the Amended Complaint.

323. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 323 of the Amended Complaint except admits that Ackerman submitted its invoices monthly.

324. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 324 of the Amended Complaint, which further do not require a response to the extent they purport to describe the contents of a legal complaint to which Frazer refers the Court for its full contents.

325. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 325 of the Amended Complaint which further state legal conclusions regarding IRS documentation and tax reporting standards to which no response is required, except Frazer admits the allegations contained in the first sentence of Paragraph 325.

326. Frazer denies knowledge and information sufficient to form a belief as to the truth of the allegations contained in Paragraph 326 of the Amended Complaint.

327. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 327 of the Amended Complaint and refers the Court to the referenced invoices for their contents.

328. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 328 of the Amended Complaint which further state legal conclusions to which no response is required.

329. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 329.

330. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 330 of the Amended Complaint which further state legal conclusions to which no response is required.

331. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 331 of the Amended Complaint.

332. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 332 of the Amended Complaint.

333. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 333 of the Amended Complaint.

334. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 334 of the Amended Complaint.

335. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 335 of the Amended Complaint.

336. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 336 of the Amended Complaint.

337. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 337 of the Amended Complaint.

338. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 338 of the Amended Complaint which further do not require a response to the extent they purport to describe the Executive Director of Advancement's testimony and documents, to which Frazer refers the Court for their full contents.

339. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 339 of the Amended Complaint, except admits that expenses were incurred for hair and makeup services for LaPierre's wife.

340. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 340 of the Amended Complaint.

341. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 341 of the Amended Complaint.

342. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 342 of the Amended Complaint.

343. Frazer admits the allegations contained in Paragraph 343 of the Amended Complaint.

344. Frazer admits the allegations contained in Paragraph 344 of the Amended Complaint, except notes that the program is no longer produced.

345. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 345 of the Amended Complaint, except admits that the NRA entered into advertising and sponsorship agreements with UWS at some point in time and refers

the Court to the agreements for their contents, and further admits that Under Wild Skies was available on NRATV.

346. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 346 of the Amended Complaint which further do not require a response to the extent they purport to describe the Mercury Group and UWS president's testimony to which Frazer refers the Court for its full contents, except Frazer admits that LaPierre and his wife appeared in episodes of Under Wild Skies.

347. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 347 of the Amended Complaint, except admits that various NRA officers, directors, spouses, and the Executive Director of Advancement participated in hunts that appeared on Under Wild Skies.

348. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 348 of the Amended Complaint which further state legal conclusions to which no response is required.

349. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 349 of the Amended Complaint, except admits that the NRA made supplemental payments close to \$50,000 per month to Under Wild Skies.

350. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 350 of the Amended Complaint.

351. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 351 of the Amended Complaint.

352. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 352 of the Amended Complaint which further do not require

a response to the extent they purport to describe the contents of invoices to which Frazer refers the Court for their full contents, except admit, on information and belief, the allegations contained in the first sentence of Paragraph 352.

353. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 353 of the Amended Complaint which further state legal conclusions to which no response is required.

354. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 354 of the Amended Complaint which further do not require a response to the extent they purport to describe the contents of NRA policy to which Frazer refers the Court for its full contents.

355. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 355 of the Amended Complaint, except admits that the termination of the Executive Director of General Operations occurred in late 2016.

356. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 356 of the Amended Complaint, except admits that the NRA entered into an agreement with the Executive Director and refers the Court to the agreement for its full contents.

357. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 357 of the Amended Complaint which further do not require a response to the extent they purport to describe the NRA's agreement with the Executive Director and the NRA's policy on independent contractors to which Frazer refers the Court for their full contents.

358. Frazer denies knowledge sufficient to form a belief as to the truth of the allegations contained in Paragraph 358 of the Amended Complaint which further do not require a response to the extent they purport to describe the NRA's agreement with the Executive Director and the NRA's Purchasing Policy to which Frazer refers the Court for their full contents, except admits that no competitive bidding occurred.

359. Frazer denies knowledge or information sufficient to form a belief as to the allegations contained in Paragraph 359 of the Amended Complaint which further do not require a response to the extent they purport to describe the NRA's agreement with the Executive Director and NRA policy to which Frazer refers the Court for their full contents.

360. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 360 of the Amended Complaint which further do not require a response to the extent they purport to describe LaPierre's testimony and the NRA's agreement with the Executive Director, to which Frazer refers the Court for their full contents.

361. Frazer denies knowledge or information sufficient to form a belief as to the allegations contained in Paragraph 361 of the Amended Complaint which further do not require a response to the extent they purport to describe testimony by LaPierre and the former Treasurer, to which Frazer refers the Court for its full contents.

362. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 362 of the Amended Complaint which further do not require a response to the extent they apparently purport to describe the Foundation Executive's testimony, except admits that the Foundation Executive was a retired NRA employee, and admits the existence of the referenced agreement to which Frazer refers the Court for its full contents.



363. Frazer denies knowledge or information sufficient to form a belief as to the allegations contained in Paragraph 363 of the Amended Complaint which further do not require a response to the extent they purport to describe NRA policy concerning contract approvals for independent contractors or consultants to which Frazer refers the Court for their full contents.

364. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 364 of the Amended Complain which further do not require a response to the extent they purport to refer to NRA's Form 990 to which Frazer refers the Court for their full contents.

365. Frazer denies knowledge or information sufficient to form a belief as to the allegations contained in Paragraph 365 of the Amended Complaint which further do not require a response to the extent they purport to describe the contents of a consulting agreement with H.W.S. Consulting, Inc. to which Frazer refers the Court for its full contents.

366. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 366 of the Amended Complaint which further state legal conclusions to which no response is required.

367. Frazer denies knowledge or information sufficient to form a belief as to the allegations contained in Paragraph 367 of the Amended Complaint which further do not require a response to the extent they purport to describe the Foundation Executive's testimony, to which Frazer refers the Court for its full contents.

368. Frazer denies knowledge or information sufficient to form a belief as to the allegations contained in Paragraph 368 of the Amended Complaint which further do not require a response to the extent they purport to describe the Foundation Executive's testimony, to which Frazer refers the Court for its full contents.

369. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 369 of the Amended Complaint.

370. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 370 of the Amended Complaint which further do not require a response to the extent they purport to describe the contents of the consulting agreement to which Frazer refers the Court for its full contents, except Frazer admits that H.W.S. was reimbursed for various expenses.

371. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 371 of the Amended Complaint, except admits that the Foundation Executive's expense reimbursements were delayed pending documentation of certain expenses and that the consulting agreement terminated in or around the end of 2018.

372. Frazer admits the allegations contained in Paragraph 372 of the Amended Complaint.

373. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 373 of the Amended Complaint which further do not require a response to the extent they purport to describe the contents of Form 990s to which Frazer refers the Court for their full contents, except Frazer admits that the Managing Director retired from the NRA in or around January 2016.

374. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 374 of the Amended Complaint.

375. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 375 of the Amended Complaint which further do not require

a response to the extent they purport to describe the contents of agreements to which Frazer refers the Court for their full contents.

376. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 376 of the Amended Complaint which further do not require a response to the extent they purport to describe the contents of the agreement and/or its amendments to which Frazer refers the Court for their full contents, except Frazer admits the agreement was amended.

377. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 377 of the Amended Complaint.

378. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 378 of the Amended Complaint which further do not require a response to the extent they purport to describe LaPierre's testimony to which Frazer refers the Court for its full contents.

379. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 379 of the Amended Complaint, which further do not require a response to the extent they purport to describe a comment by the NRA's external tax preparer, to which Frazer refers the Court for its full contents.

380. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 380 of the Amended Complaint, which further do not require a response to the extent they purport to describe a finding by the NRA's external auditors, to which Frazer refers the Court for its full contents.

381. Frazer denies the allegations contained in Paragraph 381 of the Amended Complaint.

382. Upon information and belief, Frazer admits the allegations contained in Paragraph 382 of the Amended Complaint.

383. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 383 of the Amended Complaint except admits that Board Member No. 1 has, in the past, been paid fees and expenses as an NRA consultant.

384. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 384 of the Amended Complaint which further do not require a response to the extent they purport to describe the contents of an agreement to which Frazer refers the Court for its full contents.

385. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 385 of the Amended Complaint.

386. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 386 of the Amended Complaint which further do not require a response to the extent they purport to describe the contents of an agreement to which Frazer refers the Court for its full contents.

387. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 387 of the Amended Complaint.

388. The allegations contained in Paragraph 388 of the Amended Complaint do not require a response as they purport to describe the contents of documents to which Frazer refers the Court for their full contents. To the extent the allegations are inconsistent with the documents, Frazer denies them.

389. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 389 of the Amended Complaint.

390. Frazer admits the allegations contained in the first two sentences of Paragraph 390 of the Amended Complaint except to the extent they purport to quote from an Audit Committee Report in which case they do not require a response and Frazer refers the Court to the Report for its full contents, and Frazer denies the allegations contained in the third sentence of Paragraph 390.

391. Upon information and belief, Frazer admits the allegations contained in Paragraph 391 of the Amended Complaint, except denies that Board Member No. 2 was not renominated.

392. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 392 of the Amended Complaint which further do not require a response to the extent they purport to describe Board Member No. 2's alleged agreement with the NRA to which Frazer refers the Court for its full contents, except Frazer admits, upon information and belief, that Board Member No. 2 has been paid by the NRA for the provision of consulting services.

393. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 393 of the Amended Complaint.

394. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 394 of the Amended Complaint.

395. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 395 of the Amended Complaint which further do not require a response to the extent they purport to describe Board Member No. 2's alleged agreement with the NRA and documents prepared in connection with the September 2016 meeting including minutes to which Frazer refers the Court for their full contents.

396. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 396 of the Amended Complaint which further do not require

a response to the extent they purport to describe the contents of a committee motion to which Frazer refers the Court for its full contents.

397. Upon information and belief, Frazer admits the allegations contained in Paragraph 397 of the Amended Complaint.

398. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 398 of the Amended Complaint except admits that, at certain times, Board Member No. 3 has received \$4,000 per month for public speaking and consulting.

399. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 399 of the Amended Complaint which further do not require a response to the extent they purport to describe the contents of a 2019 Consultant List prepared by the NRA to which Frazer refers the Court for its full contents.

400. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 400 of the Amended Complaint which further do not require a response as they state a legal conclusion and purport to describe the contents of the Committee minutes and a Committee motion to which Frazer refers the Court for their full contents, except Frazer admits, upon information and belief, that the arrangement was under way before it had been reviewed by the Committee.

401. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 401 of the Amended Complaint, which further do not require a response as they purport to describe the contents of communications to which Frazer refers the Court for their full contents.

402. Upon information and belief, Frazer admits the allegations contained in Paragraph 403 of the Amended Complaint except denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 402 that Board Member No. 4 is a lobbyist on a professional basis.

403. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 403 of the Amended Complaint except admits that the NRA paid Board Member No. 4 in support of public speaking services.

404. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 404 of the Amended Complaint which further do not require a response to the extent they purport to describe the contents of an exchange to which Frazer refers the Court for its full contents.

405. The allegations contained in Paragraph 405 of the Amended Complaint do not require a response as they purport to describe documents to which Frazer refers the Court for their full contents. To the extent the allegations are inconsistent with the documents, Frazer denies them.

406. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 406 of the Amended Complaint which further do not require a response to the extent they purport to describe the contents of the Committee meeting minutes to which Frazer refers the Court for their full contents.

407. Upon information and belief, Frazer admits the allegations contained in Paragraph 407 of the Amended Complaint.

408. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 408 of the Amended Complaint which further do not require

a response to the extent they purport to describe an Audit Committee document to which Frazer refers the Court for its full contents.

409. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 409 of the Amended Complaint which further do not require a response to the extent they purport to describe LaPierre's testimony to which Frazer refers the Court for its full contents, except admits that Board Member No. 5 is a past NRA President and current NRA board member, has been paid at various times for consulting services, and executed a 10-year contract (subject to termination on 30 days' notice) for \$220,000 annually.

410. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 410 of the Amended Complaint which further do not require a response to the extent they purport to describe LaPierre's testimony to which Frazer refers the Court for its full contents, except Frazer admits that in past years NRA-ILA made consulting payments to Board Member No. 5, and that the NRA made grants to USF.

411. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 411 of the Amended Complaint which further state legal conclusions to which no response is required.

412. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 412 of the Amended Complaint which further state legal conclusions to which no response is required.

413. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 413 of the Amended Complaint which further state legal conclusions to which no response is required.



414. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 414 of the Amended Complaint which further state legal conclusions to which no response is required.

415. Frazer denies the allegations contained in Paragraph 415 of the Amended Complaint which further do not require a response to the extent they purport to reference the NRA bylaws to which Frazer refers the Court for their full contents.

416. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 416 of the Amended Complaint which further do not require a response to the extent they purport to reference the NRA's Form 990s to which Frazer refers the Court for their full contents.

417. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 417 of the Amended Complaint which further state legal conclusions to which no response is required.

418. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 418 of the Amended Complaint.

419. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 419 of the Amended Complaint, which further do not require a response to the extent they purport to describe materials provided by Phillips to the OCC chair, to which Frazer refers the Court for their contents.

420. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 420 of the Amended Complaint, which further do not require a response to the extent they purport to describe materials provided by Phillips to the OCC chair, to which Frazer refers the Court for their contents.

421. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 421 of the Amended Complaint which further do not require a response to the extent they purport to describe the contents of the 2018 Form 990 and a report from the OCC to which Frazer refers the Court for their contents, except Frazer admits that the OCC recommended the compensation increases, and denies the allegation that he was paid more than what was authorized by the OCC.

422. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 422 of the Amended Complaint, which further do not require a response to the extent they purport to describe Board minutes to which Frazer refers the Court for their contents, except admits the allegations in the first two sentences of Paragraph 422.

423. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 423 of the Amended Complaint which further state legal conclusions to which no response is required.

424. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 424 of the Amended Complaint which further do not require a response to the extent they purport to depend on NRA records to which Frazer refers the Court for their full contents, except Frazer denies that the approvals of OCC recommendations were “pro forma.”

425. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 425 of the Amended Complaint which further consist of legal conclusions to which no response is required.

426. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 426 of the Amended Complaint which further do not require

a response to the extent they purport to depend on the NRA bylaws to which Frazer refers the Court for their full contents, except Frazer admits that a majority of the Board approved the compensation recommendations.

427. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 427 of the Amended Complaint which further state legal conclusions to which no response is required.

428. Frazer denies the allegations contained in Paragraph 428 of the Amended Complaint.

429. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 429 of the Amended Complaint.

430. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 430 of the Amended Complaint which further state legal conclusions to which no response is required.

431. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 431 of the Amended Complaint which further state legal conclusions to which no response is required.

432. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 432 of the Amended Complaint which further states a legal conclusion to which no response is required, except Frazer admits, on information and belief, that the NRA rejected as untimely submitted Lapierre's request for reimbursement of significant expenses.

433. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 433 of the Amended Complaint.

434. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 434 of the Amended Complaint except states that LaPierre's post-employment contract has since been rescinded and replaced with a new contract approved by the NRA Board.

435. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 435 of the Amended Complaint which further do not require a response to the extent they purport to describe the contents of a 2013 contract to which Frazer refers the Court for its full contents.

436. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 436 of the Amended Complaint which further do not require a response to the extent that they purport to describe LaPierre's testimony and the terms of the LaPierre Post-Employment Contract, to which Frazer refers the Court for their full contents.

437. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 437 of the Amended Complaint which further do not require a response to the extent they purport to describe the contents of a letter agreement dated March 16, 2015, to which Frazer refers the Court for its full contents.

438. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 438 of the Amended Complaint which further do not require a response to the extent they purport to describe the contents of a memorandum dated April 30, 2018, to which Frazer refers the Court for its full contents.

439. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 439 of the Amended Complaint which further do not require

a response to the extent they purport to describe the contents of a memorandum dated April 30, 2018, to which Frazer refers the Court for its full contents.

440. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 440 of the Amended Complaint which further do not require a response to the extent they state legal conclusions and purport to describe LaPierre's testimony to which Frazer refers the Court for its full contents.

441. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 441 of the Amended Complaint except admits the allegations contained in the first sentence of Paragraph 441.

442. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 442 of the Amended Complaint.

443. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 443 of the Amended Complaint except admits that Phillips had an NRA-issued credit card.

444. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 444 of the Amended Complaint which further state legal conclusions to which no response is required.

445. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 445 of the Amended Complaint which further do not require a response to the extent they purport to describe the NRA bylaws to which Frazer refers the Court of their contents.

446. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 446 of the Amended Complaint except Frazer admits that

Powell received salary increases in the referenced period following June 2016 and that Powell received benefits and compensation in addition to his base salary.

447. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 447 of the Amended Complaint which further do not require a response to the extent they purport to describe the contents of the NRA's Schedule O to the 2017 and 2018 IRS Form 990s to which Frazer refers the Court for their full contents.

448. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 448 of the Amended Complaint which further state legal conclusions to which no response is required.

449. The allegations contained in Paragraph 449 of the Amended Complaint do not require a response as they purport to describe the contents of the NRA's annual CHAR500 filing to which Frazer refers the Court for its full contents. To the extent the allegations are inconsistent with the referenced document, Frazer denies them.

450. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 450 of the Amended Complaint which further do not require a response to the extent they purport to describe the contents of the NRA's Form 990 filings, among other possible documents, to which Frazer refers the Court for their full contents.

451. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 451 of the Amended Complaint which further state legal conclusions to which no response is required.

452. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 452 of the Amended Complaint which further do not require

a response to the extent they purport to describe the contents of the NRA's Form 990 filings, among other possible documents, to which Frazer refers the Court for their full contents.

453. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 453 of the Amended Complaint which further state a legal conclusion to which no response is required, except Frazer admits that the NRA found some of Powell's expenses did not warrant reimbursement.

454. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 454 of the Amended Complaint which further do not require a response to the extent they purport to describe the contents of the NRA's Form 990 filings, among other possible documents, to which Frazer refers the Court for their full contents.

455. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 455 of the Amended Complaint which further do not require a response to the extent they purport to describe the contents of the NRA's Form 990 filings, among other possible documents, to which Frazer refers the Court for their full contents.

456. Frazer denies the allegations contained in Paragraph 456 of the Amended Complaint.

457. Frazer denies the allegations contained in Paragraph 457 of the Amended Complaint which further state legal conclusions or purport to describe the contents of the Form 990s which do not require a response and to which Frazer refers the Court for their full contents.

458. Frazer denies the allegations contained in Paragraph 458 of the Amended Complaint which further state legal conclusions or purport to describe the contents of the Form 990s which do not require a response and to which Frazer refers the Court for their full contents.

459. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 459 of the Amended Complaint which further state legal conclusions to which no response is required.

460. Frazer denies the allegations contained in Paragraph 460 of the Amended Complaint which further state legal conclusions and purport to describe the contents of the NRA's Form 990s which do not require a response and to which Frazer refers the Court for their full contents.

461. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 461 of the Amended Complaint.

462. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 462 of the Amended Complaint which further do not require a response to the extent that they purport to describe the contents of the NRA's bylaws to which he refers the Court for their full contents, except Frazer denies that the NRA bylaws did not permit one to receive a salary for the position of NRA President and admits, upon information and belief, that Dissident No. 1 had a contract with Fox News for services in connection with a television program.

463. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 463 of the Amended Complaint which further do not require a response to the extent that they purport to describe Dissident No. 1's testimony, to which Frazer refers the Court for its full contents.

464. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 464 of the Amended Complaint which further do not require



a response to the extent that they purport to describe Dissident No. 1's testimony, to which Frazer refers the Court for its full contents.

465. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 465 of the Amended Complaint which further do not require a response to the extent they purport to describe the contents of an amendment to the 2017 Services Agreement to which Frazer refers the Court for its full contents.

466. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 466 of the Amended Complaint which further do not require a response to the extent they purport to describe the contents of the contract between Dissident No. 1 and Ackerman to which Frazer refers the Court for its full contents, except Frazer admits that Dissident No. 1 entered into a contract with Ackerman.

467. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 467 of the Amended Complaint.

468. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 468 of the Amended Complaint except admits that Dissident No. 1 was elected by the Board but denies that Dissident No. 1 was elected President in May 2018 and that the President who served until Dissident No. 1 took office was "interim."

469. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 469 of the Amended Complaint except admits that Dissident No. 1 professed it as his fiduciary duty to ensure that the finances of the NRA were being managed prudently and acted differently from past NRA Presidents by trying to involve himself in the NRA's day-to-day operations.

470. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 470 of the Amended Complaint which further do not require a response to the extent they purport to describe a written agenda and possibly other materials to which Frazer refers the Court for their full contents.

471. Frazer denies the allegations contained in Paragraph 471 of the Amended Complaint, except admits that Dissident No. 1 professed concern about fees being paid to the Brewer firm.

472. Frazer admits the allegations contained in Paragraph 472 of the Amended Complaint.

473. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 473 of the Amended Complaint, except denies that the NRA did not consider several other law firms in the process. Frazer otherwise admits that the NRA expanded the mandate of the Brewer firm and that the General Counsel's office worked on the administrative completion of the Brewer engagement.

474. Frazer denies the allegations contained in Paragraph 474 of the Amended Complaint which further do not require a response to the extent they depend on a written business case analysis to which Frazer refers the Court for its full contents, except Frazer admits that he prepared the business case analysis, reviewed and approved the Brewer firm's invoices, and had less than two years in private practice before being hired to be General Counsel.

475. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 475 of the Amended Complaint which further do not require a response to the extent they purport to describe the original contract between the NRA and the Brewer firm and a Board resolution to which Frazer refers the Court for their full contents, except

Frazer denies both that the Audit Committee action was a “Board resolution” and that NRA policy required Frazer to obtain written approvals of the engagement from the President and a Vice President, and admits that the Audit Committee issued a report addressing the original contract between the NRA and the Brewer firm following its meeting on March 8, 2019, and the fact of Frazer’s own testimony.

476. Frazer denies the allegations contained in Paragraph 476 of the Amended Complaint, except admits that, at some point, Dissident No. 1 began to demand such reviews.

477. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 477 of the Amended Complaint which further do not require a response to the extent they purport to describe the contents of “letters and memoranda” to which Frazer refers to the Court for their full contents.

478. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 478 of the Amended Complaint which further do not require a response to the extent they purport to depend on the contents of a memo to the Audit Committee and the letter dated April 18, 2019, to which Frazer refers the Court for their full contents, except Frazer admits he received those documents.

479. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 479 of the Amended Complaint which further do not require a response to the extent they depend on conclusions written by an outside law firm to which Frazer refers the Court, privilege permitting, for its full contents, except Frazer denies the allegations contained in the first and third sentences of Paragraph 479, and admits the allegations contained in the second sentence of Paragraph 479 not including the word “Instead.”

480. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 480 of the Amended Complaint.

481. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 481 of the Amended Complaint which further do not require a response to the extent they purport to describe LaPierre's testimony to which Frazer refers the Court for its full contents.

482. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 482 of the Amended Complaint except admits that LaPierre raised concerns about Dissident No. 1's relationship with Ackerman.

483. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 483 of the Amended Complaint, except denies that LaPierre denied Dissident No. 1 access to Brewer's invoices and admits that LaPierre sent letters to Dissident No. 1 to which Frazer refers the Court for their full contents.

484. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 484 of the Amended Complaint which further do not require a response to the extent they purport to describe the contents of two letters to which Frazer refers the Court for their full contents.

485. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 485 of the Amended Complaint which further do not require a response to the extent they purport to describe LaPierre's testimony, a communication from LaPierre's Senior Assistant, and the NRA bylaws, to which Frazer refers the Court for their full contents.

486. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 486 of the Amended Complaint which further do not require a response to the extent they purport to describe the contents of an April 25, 2019, writing to which Frazer refers the Court for its full contents.

487. Frazer admits the allegations contained in Paragraph 487 of the Amended Complaint, except to the extent they purport to refer to a letter in which case they do not require a response and Frazer refers the Court to the referenced letter for its full contents.

488. Frazer admits the allegations contained in Paragraph 488 of the Amended Complaint except denies the allegation in the second sentence of Paragraph 488 that the internal expulsion proceeding was undertaken in retaliation for the exercise of Dissident No. 1's fiduciary duties or in violation of any whistleblower policy.

489. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 489 of the Amended Complaint which further do not require a response to the extent they purport to depend on a letter from four board members dated July 22, 2019, to which Frazer refers the Court for its full contents, except Frazer admits that the letter was sent on or about July 22, 2019.

490. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 490 of the Amended Complaint.

491. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 491 of the Amended Complaint, except admits that some board members who publicly expressed concern did not receive their desired committee assignment and some did.

492. Frazer denies knowledge or information sufficient to form a belief as to the truth

of the allegations contained in Paragraph 492 of the Amended Complaint which further do not require a response to the extent they purport to describe testimony given in the bankruptcy proceeding to which Frazer refers the Court for its contents, except Frazer admits the allegations contained in the first sentence of Paragraph 492 of the Amended Complaint.

493. Frazer denies the allegations contained in Paragraph 493 of the Amended Complaint.

494. Frazer denies the allegations contained in Paragraph 494 of the Amended Complaint.

495. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 495 of the Amended Complaint which further state legal conclusions and purport to describe the contents of the NRA's internal policies to which no response is required, and Frazer refers the Court to the NRA's internal policies for their full contents.

496. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 496 of the Amended Complaint which further do not require a response to the extent they purport to describe the Mission Statement of the NRA Audit Committee, and Frazer refers the Court to the Mission Statement for its full contents.

497. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 497 of the Amended Complaint which further do not require a response to the extent they purport to describe the Audit Committee Chair's testimony, to which Frazer refers the Court for its full contents.

498. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 498 of the Amended Complaint which further do not require

a response to the extent they purport to describe the Audit Committee Chair's testimony, to which Frazer refers the Court for its full contents, except Frazer denies the allegations contained in the first sentence of Paragraph 498.

499. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 499 of the Amended Complaint which further do not require a response to the extent they purport to describe the Audit Committee Vice Chair's testimony, to which Frazer refers the Court for its full contents.

500. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 500 of the Amended Complaint which further do not require a response to the extent they depend on opinions rendered by the NRA's independent auditors to which Frazer refers the Court for their full contents.

501. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 501 of the Amended Complaint which further do not require a response to the extent they purport to describe the Audit Committee Vice Chair's testimony, to which Frazer refers the Court for its full contents.

502. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 502 of the Amended Complaint which further state legal conclusions to which no response is required.

503. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 503 of the Amended Complaint which further do not require a response to the extent they purport to refer to the contents of the NRA's Statement of Corporate Ethics to which Frazer refers the Court for its full contents.

504. Frazer denies the allegations contained in Paragraph 504 of the Amended Complaint which further state legal conclusions to which no response is required.

505. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 505 of the Amended Complaint, except denies the allegations contained in Paragraph 505 that the Audit Committee failed to take appropriate action.

506. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 506 of the Amended Complaint which further do not require a response to the extent they purport to describe the contents of the memo to which Frazer refers the Court for its full contents, except Frazer admits that a “Top Concerns Memo” was created.

507. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 507 of the Amended Complaint which further do not require a response to the extent they purport to describe the testimony of Lapierre, the Audit Committee Chair, and the Audit Committee Vice Chair to which Frazer refers the Court for its full contents, except Frazer admits that an Audit Committee meeting was held on July 30, 2018, denies that it was an “emergency” meeting, and admits that the Audit Committee heard the concerns expressed by the whistleblowers.

508. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 508 of the Amended Complaint which further do not require a response to the extent they purport to describe the Audit Committee Chair’s testimony to which Frazer refers the Court for its full contents, except Frazer admits his understanding that the Chair was aware of the whistleblower concerns ahead of the meeting, strongly expressed his view that the whistleblowers must be protected against retaliation in compliance with the NRA’s whistleblower policy, and had to leave the meeting before its conclusion.



509. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 509 of the Amended Complaint which further do not require a response to the extent they purport to describe the contents of a “personal statement” to which Frazer refers the Court for its full contents.

510. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 510 of the Amended Complaint which further do not require a response to the extent they purport to describe the contents of Reports of the Audit Committee to which Frazer refers the Court for their full contents.

511. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 511 of the Amended Complaint.

512. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 512 of the Amended Complaint, which further do not require a response to the extent they purport to describe the Treasurer’s testimony to which Frazer refers the Court for its full contents, except states that the Audit Committee Report expresses that RSM was present for the meeting on July 30, 2018, and refers the Court to the Report for its contents.

513. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 513 of the Amended Complaint which further do not require a response to the extent they purport to describe RSM’s work papers, to which Frazer refers the Court for their full contents.

514. Frazer denies the allegations contained in Paragraph 514 of the Amended Complaint.

515. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 515 of the Amended Complaint which further do not require a response to the extent they purport to describe the Audit Committee Vice Chair's testimony to which Frazer refers the Court for its full contents.

516. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 516 of the Amended Complaint which further state legal conclusions to which no response is required.

517. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 517 of the Amended Complaint which further do not require a response as they state legal conclusions and purport to describe the contents of the NRA's Conflict of Interest and Related Party Transaction Policy to which Frazer refers the Court for its full contents.

518. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 518 of the Amended Complaint which further do not require a response to the extent they purport to describe responsibilities of the Audit Committee under the NRA's policies to which Frazer refers the Court for their full contents.

519. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 519 of the Amended Complaint which further do not require a response as they state legal conclusions and purport to describe responsibilities of the Audit Committee under the NRA's policies, New York law, or both, and Frazer refers the Court to the relevant policies and laws for their full contents.

520. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 520 of the Amended Complaint which further do not require

a response as they state legal conclusions and purport to describe responsibilities of the Audit Committee under the NRA's policies, New York law, or both, and Frazer refers the Court to the relevant policies and laws for their full contents.

521. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 521 of the Amended Complaint which further state legal conclusions to which no response is required.

522. Frazer denies the allegations contained in Paragraph 522 of the Amended Complaint.

523. The allegations contained in Paragraph 523 of the Amended Complaint do not require a response as they purport to describe corporate records to which Frazer refers the Court for their full contents. To the extent a response is required, Frazer admits that the Audit Committee reviewed and approved related party transactions in 2016 and, to the extent the allegations are inconsistent with the corporate records, Frazer denies them.

524. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 524 of the Amended Complaint which further do not require a response to the extent they purport to describe a Report of the Audit Committee or other corporate records to which Frazer refers the Court for their full contents, except Frazer denies that there was no resolution by the Audit Committee approving the referenced related party transactions and finding them to be fair, reasonable, and in the best interest of the NRA.

525. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 525 of the Amended Complaint which further do not require a response to the extent they purport to describe the NRA's internal documents to which Frazer refers the Court for their full contents.

526. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 526 of the Amended Complaint which further do not require a response to the extent they purport to describe the Audit Committee Chair's testimony and the contents of a committee report to which Frazer refers the Court for their full contents.

527. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 527 of the Amended Complaint which further state legal conclusions and purport to describe the contents of documents to which no response is required and to which Frazer refers the Court for their full contents.

528. The allegations contained in Paragraph 528 of the Amended Complaint do not require a response to the extent they purport to describe the contents of the report of the Audit Committee for its September 2018 meeting to which Frazer refers the Court for its full contents. To the extent that the allegations contained in Paragraph 528 are inconsistent with the report, Frazer denies them.

529. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 529 of the Amended Complaint which further state legal conclusions to which no response is required.

530. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 530 of the Amended Complaint which further do not require a response to the extent they purport to describe testimony by the Audit Committee Chair and other members of the Audit Committee, to which Frazer refers the Court for its full contents.

531. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 531 of the Amended Complaint which further do not require

a response to the extent they purport to describe the Audit Committee Chair's testimony to which Frazer refers the Court for its full contents.

532. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 532 of the Amended Complaint relating to the testimony of the Chair of the Audit Committee, except admits that the NRA was billed for these amounts.

533. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 533 of the Amended Complaint which further do not require a response to the extent they purport to describe the contents of a report of the Audit Committee to which Frazer refers the Court for its full contents.

534. Frazer denies the allegations contained in Paragraph 534 of the Amended Complaint which further do not require a response as they state legal conclusions and purport to describe the requirements of NRA policy and the contents of Audit Committee resolutions to which Frazer refers the Court for their full contents.

535. Frazer denies the allegations contained in Paragraph 535 of the Amended Complaint which further do not require a response because they purport to describe the contents of the Audit Committee's official reports to which Frazer refers the Court for their full contents.

536. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 536 of the Amended Complaint which further do not require a response as they state a legal conclusion and purport to describe the contents of the Committee's Charter to which Frazer refers the Court for its full contents.

537. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 537 of the Amended Complaint which further do not require

a response to the extent they purport to describe the NRA Audit Committee's Charter to which Frazer refers the Court for its full contents.

538. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 538 of the Amended Complaint which further state a legal conclusion to which no response is required, except Frazer admits that RSM stopped serving as the NRA's external auditor in 2019.

539. Frazer denies knowledge or information sufficient to form a belief as to truth of the allegations contained in Paragraph 539 of the Amended Complaint which further do not require a response to the extent they purport to describe the Audit Committee Charter to which Frazer refers the Court for its full contents.

540. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 540 of the Amended Complaint which further do not require a response to the extent they purport to describe a statement by the RSM audit partner to which Frazer refers the Court for its full contents,, except denies that the Audit Committee's meeting on July 30, 2018, was an "emergency" meeting, states that the Audit Committee Report for the meeting expresses that RSM was present and refers the Court to the Report for its full contents.

541. Frazer denies knowledge or information sufficient to form a belief as to truth of the allegations contained in Paragraph 541 of the Amended Complaint.

542. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 542 of the Amended Complaint which further do not require a response to the extent they purport to describe the Audit Committee Chair's and Vice Chair's testimony, to which Frazer refers the Court for their full contents.

543. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 543 of the Amended Complaint which further do not require a response to the extent they purport to describe the Audit Committee Chair's and Vice Chair's testimony and a memo in RSM's work papers, to which Frazer refers the Court for their full contents.

544. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 544 of the Amended Complaint.

545. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 545 of the Amended Complaint which further do not require a response to the extent they purport to describe the Audit Committee Chair's and Vice Chair's testimony, to which Frazer refers the Court for their full contents.

546. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 546 of the Amended Complaint.

547. Frazer denies knowledge or information sufficient to form a belief as to truth of the allegations contained in Paragraph 547 of the Amended Complaint which further do not require a response to the extent they purport to describe RSM's annual audit planning presentations to which Frazer refers the Court for their full contents.

548. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 548 of the Amended Complaint which further do not require a response as they state a legal conclusion and purport to describe the Audit Committee Vice Chair's testimony to which Frazer refers the Court for its full contents.

549. Frazer denies the allegations contained in Paragraph 549 of the Amended Complaint which further state legal conclusions to which no responses are required.

550. Frazer denies knowledge or information sufficient to form a belief as to truth of the allegations contained in Paragraph 550 of the Amended Complaint which further do not require a response to the extent they purport to describe the NRA's bylaws to which Frazer refers the Court for their full contents.

551. Frazer denies knowledge or information sufficient to form a belief as to truth of the allegations contained in Paragraph 551 of the Amended Complaint which further do not require a response to the extent they purport to describe the NRA's bylaws to which Frazer refers the Court for their full contents.

552. Frazer denies the allegations contained in Paragraph 552 of the Amended Complaint.

553. Frazer denies knowledge or information sufficient to form a belief as to truth of the allegations contained in Paragraph 553 of the Amended Complaint which further do not require a response to the extent they purport to describe the then-Treasurer's testimony to which Frazer refers the Court for its full contents, except Frazer admits the first sentence of Paragraph 553 and that Powell was suspended in October 2019 pending an investigation.

554. Frazer denies knowledge or information sufficient to form a belief as to truth of the allegations contained in Paragraph 554 of the Amended Complaint which further do not require a response to the extent they purport to describe the Audit Committee Chair's and Vice-Chairs testimony to which Frazer refers the Court for their full contents.

555. Frazer denies the allegations contained in Paragraph 555 of the Amended Complaint except admits that he delivered compliance training presentations.

556. Frazer denies the allegations contained in Paragraph 556 of the Amended Complaint, which further state legal conclusions to which no response is required.



557. Frazer denies the allegations contained in Paragraph 557 of the Amended Complaint, which further state legal conclusions to which is no response required.

558. The allegations contained in Paragraph 558 of the Amended Complaint do not require a response to the extent they purport to describe the NRA's bylaws and internal policy, as well as the Audit Committee Chair's testimony, to all of which Frazer refers the Court for their full contents, except Frazer denies the allegations contained in the first sentence of Paragraph 558.

559. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 559 of the Amended Complaint.

560. Frazer denies knowledge or information sufficient to form a belief as to truth of the allegations contained in Paragraph 560 of the Amended Complaint which further do not require a response as they state a legal conclusion and purport to describe the Audit Committee Chair's testimony to which Frazer refers the Court for its full contents, except Frazer denies the allegations contained in the first sentence of Paragraph 560.

561. Frazer denies knowledge or information sufficient to form a belief as to truth of the allegations contained in Paragraph 561 of the Amended Complaint, except denies the allegations contained in the first sentence of Paragraph 561, admits that the Chair and President left the meeting before the whistleblowers gave their full presentation, and states that the whistleblowers' complaints were investigated and were each remedied to their full satisfaction, as they have acknowledged.

562. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 562 of the Amended Complaint which further state legal conclusions to which no response is required.

563. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 563 of the Amended Complaint which further state legal conclusions to which no response is required.

564. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 564 of the Amended Complaint which further purport to describe the contents of the NRA's CHAR500s to which Frazer refers the Court for their contents, except Frazer denies the allegations contained in the third sentence of Paragraph 564.

565. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 565, except denies the allegations contained in the first sentence of Paragraph 565.

566. Frazer denies the allegations contained in Paragraph 566 of the Amended Complaint.

567. The allegations contained in Paragraph 567 of the Amended Complaint state legal conclusions to which no response is required, and further purport to characterize the NRA's Form 990s and audited financial statements to which Frazer refers the Court for their contents. To the extent the allegations are inconsistent with the referenced documents or a response is otherwise required, Frazer denies them.

568. Frazer denies the allegations contained in Paragraph 568 of the Amended Complaint except admits that the Attorney General commenced this action on August 6, 2020.

569. Frazer admits the allegations contained in Paragraph 569 of the Amended Complaint.

570. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 570 of the Amended Complaint.

571. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 571 of the Amended Complaint which further purport to describe Aronson's retention letter, the audit report, and the management letter, to which Frazer refers the Court for their contents.

572. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 572 of the Amended Complaint which further purport to describe Aronson's audit reports, to which Frazer refers the Court for their contents.

573. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 573 of the Amended Complaint except admits that the NRA received audit opinions from RSM and Aronson.

574. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 574 of the Amended Complaint.

575. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 575 of the Amended Complaint.

576. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 576 of the Amended Complaint which further purport to describe the contents of the management letter, to which Frazer refers the Court for its contents.

577. The allegations contained in Paragraph 577 of the Amended Complaint purport to describe the contents of the NRA's 2019 Form 990, to which Frazer refers the Court for its contents.

578. Frazer denies the allegations contained in Paragraph 578 of the Amended Complaint which further purport to describe the terms of Aronson's engagement agreement to which Frazer refers the Court for its contents, except admits that RSM signed the NRA's Form

990s and Aronson did not sign the NRA's 2019 Form 990.

579. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 579 of the Amended Complaint, except admits that the then-Treasurer ultimately did not sign the 2019 filing.

580. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 580 of the Amended Complaint.

581. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 581 of the Amended Complaint, except admits that the then-Treasurer sent an email dated November 11, 2020, to which Frazer refers the Court for its contents.

582. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 582 of the Amended Complaint which further state a legal conclusion to which no response is required, except Frazer admits the third sentence of Paragraph 594.

583. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 583 of the Amended Complaint, except admit that the then-Treasurer requested certifications from various individuals who declined to provide it.

584. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 584 of the Amended Complaint except admits that the then-Treasurer did not sign the Form 990 by the filing deadline and that Lapierre signed it.

585. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 585 of the Amended Complaint except denies that the then-Treasurer had no contact with NRA officers.

586. Frazer denies knowledge or information sufficient to form a belief as to the truth of

the allegations contained in Paragraph 586 of the Amended Complaint which further do not require a response to the extent they purport to describe the then-Treasurer's testimony, to which Frazer refers the Court for its full contents, except Frazer admits that the then-Treasurer was relieved of his duties as CFO by LaPierre by telephone with the director of Human Resources on the line on or about January 28, 2021, and that he remained Treasurer until a new Treasurer was elected by the Board.

587. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 587 of the Amended Complaint which further do not require a response to the extent they purport to describe a January 29, 2021, email and testimony by LaPierre and the then-Treasurer, to which Frazer refers their Court for their full contents, except Frazer admits that the NRA circulated an email announcing that the then-Treasurer had departed the NRA for health reasons.

588. The allegations contained in Paragraph 588 of the Amended Complaint do not require a response as they purport to describe the NRA's 2019 Form 990, to which Frazer refers the Court for its contents. To the extent the allegations are inconsistent with the document, Frazer denies them.

589. The allegations contained in Paragraph 589 of the Amended Complaint do not require a response as they purport to describe the NRA's 2019 Form 990 and an IRS regulation or guidance, to which Frazer refers the Court for its contents. To the extent the allegations are inconsistent with the document, Frazer denies them.

590. The allegations contained in Paragraph 590 of the Amended Complaint do not require a response as they purport to describe the NRA's 2019 Form 990, to which Frazer refers the Court for its contents. To the extent the allegations are inconsistent with the document, Frazer

denies them.

591. The allegations contained in Paragraph 591 of the Amended Complaint do not require a response as they purport to describe the NRA's 2019 Form 990, to which Frazer refers the Court for its contents. To the extent the allegations are inconsistent with the document, Frazer denies them.

592. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 592 of the Amended Complaint which further purport to describe the NRA's 2019 Form 990, to which Frazer refers the Court for its contents, except Frazer admits that the former Executive Director of NRA-ILA contested the excess benefit calculation and methodology which were the subject of an arbitration proceeding.

593. Frazer denies the allegations contained in Paragraph 593 of the Amended Complaint.

594. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 594 of the Amended Complaint.

595. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 595 of the Amended Complaint, except Frazer admits that the NRA entered into contracts with the MMP Entities and refers the Court to those contracts for their full contents.

596. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 596 of the Amended Complaint.

597. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 597 of the Amended Complaint, except admits the allegations contained in the first two sentences of Paragraph 597.

598. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 598 of the Amended Complaint which further do not require a response as they purport to describe a schedule of payments to which Frazer refers the Court for its full contents.

599. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 599 of the Amended Complaint.

600. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 600 of the Amended Complaint which further do not require a response to the extent they purport to describe an updated contract to which Frazer refers the Court for its full contents.

601. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 601 of the Amended Complaint which further do not require a response to the extent they purport to describe a written agreement to which Frazer refers the Court for its full contents.

602. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 602 of the Amended Complaint.

603. Frazer admits the allegations contained in Paragraph 603 of the Amended Complaint, except denies knowledge or information sufficient to form a belief as to the truth of the allegation that Sea Girt is a shell company.

604. Frazer admits the allegations contained in the first sentence of Paragraph 604 of the Amended Complaint, and denies knowledge or information sufficient to form a belief as to the truth of the balance of the allegations contained in Paragraph 604 of the Amended Complaint.

605. Frazer admits the allegations contained in Paragraph 605 of the Amended

Complaint except denies the characterization of the Special Litigation Committee’s mission as “purportedly” to oversee certain matters, and states that no response is required to the extent the allegations purport to quote a written document to which Frazer refers the Court for its full contents.

606. Frazer admits the allegations contained in Paragraph 606 of the Amended Complaint.

607. Frazer admits the allegations contained in Paragraph 607 of the Amended Complaint except to the extent they purport to quote the SLC Resolution in which case they do not require a response and Frazer refers the Court to the SLC Resolution for its full contents.

608. Frazer denies the allegations contained in Paragraph 608 of the Amended Complaint.

609. Frazer admits the allegations contained in Paragraph 609 of the Amended Complaint.

610. Frazer admits the allegations contained in Paragraph 610 of the Amended Complaint except to the extent they purport to quote LaPierre’s 2021 Employment Agreement in which case they do not require a response and Frazer refers the Court to that Agreement for its full contents.

611. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 611 of the Amended Complaint which further purport to describe LaPierre’s testimony, to which Frazer refers the Court for its full contents.

612. Frazer admits the allegations contained in Paragraph 612 of the Amended Complaint except to the extent they purport to refer to LaPierre’s 2021 Employment Agreement in which case they do not require a response and Frazer refers the Court to that Agreement for its



full contents, except Frazer denies the characterization that the 2021 Employment Agreement “purportedly” intended to supersede LaPierre’s prior agreements as the 2021 Employment Agreement contained a merger clause.

613. Frazer admits the allegations contained in Paragraph 613 of the Amended Complaint.

614. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 614 of the Amended Complaint which further purport to describe the 2021 Employment Agreement and the testimony of the First Vice President, to which Frazer refers the Court for its contents, except Frazer admits that the 2021 Employment Agreement, as originally presented to the Board, did not contain a Texas choice-of-law provision.

615. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 615 of the Amended Complaint which further purport to address the contents of the 2021 Employment Agreement, to which Frazer refers the Court for its contents.

616. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 616 of the Amended Complaint.

617. Frazer denies knowledge or information sufficient to form a belief as to the truth of the second sentence of Paragraph 617 of the Amended Complaint and admits the allegations contained in the other sentences of Paragraph 617 except to the extent they purport to describe an email and a resignation letter in which case they do not require a response and Frazer refers the Court to those documents for their full contents.

618. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 618 which further purport to describe Board members’

testimony, to which Frazer refers the Court for their full contents.

619. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 619 of the Amended Complaint.

620. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 620 of the Amended Complaint.

621. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 621 of the Amended Complaint except admits that he is the chief legal officer at the NRA and that he did not have input into, or know about, the decision to file for bankruptcy until January 15, 2021.

622. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 622 of the Amended Complaint.

623. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in the first four sentences of Paragraph 623 of the Amended Complaint which further do not require a response to the extent they purport to describe the testimony of the then-Treasurer, to which Frazer refers the Court for its full contents, except Frazer denies the allegations contained in the fifth sentence of Paragraph 623 of the Amended Complaint.

624. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 624 of the Amended Complaint.

625. Frazer denies the allegations contained in Paragraph 625 of the Amended Complaint.

626. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 626 of the Amended Complaint which further purport to describe LaPierre's testimony, to which Frazer refers the Court for its contents.

627. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 627 of the Amended Complaint which further purport to describe an NRA press release, a letter from LaPierre to NRA members and supporters, and Frazer's own testimony to which Frazer refers the Court for their full contents.

628. Frazer admits the allegations contained in Paragraph 628 of the Amended Complaint.

629. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 629 of the Amended Complaint which purport to describe the opinion of the bankruptcy court and to which Frazer refers the Court to the opinion for its full contents, except Frazer admits that a bankruptcy trial was held, and that the opinion was entered on May 11, 2021.

630. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph 630 of the Amended Complaint which further do not require a response to the extent they purport to describe the opinion of the bankruptcy court, to which Frazer refers the Court for its contents.

631. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations stated in Paragraph 631 of the Amended Complaint which further purport to describe the opinion of the bankruptcy court, to which Frazer refers the Court for its contents.

632. Frazer denies knowledge or information sufficient to form a belief as to the truth of the allegations stated in Paragraph 632 of the Amended Complaint, denies the Attorney General's characterization of the bankruptcy court's findings, and refers the Court to the opinion of the bankruptcy court for its contents.

633. Frazer denies knowledge or information sufficient to form a belief as to the truth of

the allegations stated in Paragraph 633 of the Amended Complaint which further do not require a response to the extent they purport to describe the opinion of the bankruptcy court, to which Frazer refers the Court for its contents.

634. Frazer denies the allegations stated in Paragraph 634 of the Amended Complaint, except admits that LaPierre continues in a leadership position.

### **CAUSES OF ACTION**

#### **FIRST CAUSE OF ACTION For Breach of EPTL § 8-1.4 (Against Defendant NRA)**

635. No response is called for by Paragraph 635 of the Amended Complaint, and Frazer incorporates by reference his responses to Paragraphs 1 through 634 as if fully set forth herein.

636. The allegations in the First Cause of Action are not asserted against Frazer therefore no response is required. To the extent a response is deemed necessary, Frazer denies such allegations.

637. The allegations in the First Cause of Action are not asserted against Frazer therefore no response is required. To the extent a response is deemed necessary, Frazer denies such allegations.

638. The allegations in the First Cause of Action are not asserted against Frazer therefore no response is required. To the extent a response is deemed necessary, Frazer denies such allegations.

639. The allegations in the First Cause of Action are not asserted against Frazer therefore no response is required. To the extent a response is deemed necessary, Frazer denies such allegations.

640. The allegations in the First Cause of Action are not asserted against Frazer therefore no response is required. To the extent a response is deemed necessary, Frazer denies such allegations.

641. The allegations in the First Cause of Action are not asserted against Frazer therefore no response is required. To the extent a response is deemed necessary, Frazer denies such allegations.

642. The allegations in the First Cause of Action are not asserted against Frazer therefore no response is required. To the extent a response is deemed necessary, Frazer denies such allegations.

643. The allegations in the First Cause of Action are not asserted against Frazer therefore no response is required. To the extent a response is deemed necessary, Frazer denies such allegations.

**SECOND 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)**

644. No response is called for by Paragraph 644 of the Amended Complaint, and Frazer incorporates by reference his responses to Paragraphs 1 through 643 as if fully set forth herein.

645. The allegations in the Second Cause of Action are not asserted against Frazer therefore no response is required. To the extent a response is deemed necessary, Frazer denies such allegations.

646. The allegations in the Second Cause of Action are not asserted against Frazer therefore no response is required. To the extent a response is deemed necessary, Frazer denies such allegations.

647. The allegations in the Second Cause of Action are not asserted against Frazer therefore no response is required. To the extent a response is deemed necessary, Frazer denies such allegations.

648. The allegations in the Second Cause of Action are not asserted against Frazer therefore no response is required. To the extent a response is deemed necessary, Frazer denies such allegations.

**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 Frazer)**

649. No response is called for by Paragraph 649 of the Amended Complaint, and Frazer incorporates by reference his responses to Paragraphs 1 through 648 as if fully set forth herein.

650. The allegations contained in the first sentence of Paragraph 650 of the Amended Complaint state legal conclusions to which no response is required. To the extent any response is required, Frazer denies the allegations contained in the first sentence of Paragraph 650, and further denies the balance of the allegations contained in Paragraph 650.

651. The allegations contained in Paragraph 651 of the Amended Complaint state legal conclusions to which no response is required. To the extent any response is required, Frazer denies the allegations contained in Paragraph 651 of the Amended Complaint.

652. The allegations contained in Paragraph 652 of the Amended Complaint state legal conclusions to which no response is required. To the extent any response is required, Frazer denies the allegations contained in Paragraph 652 of the Amended Complaint.

653. The allegations contained in Paragraph 653 of the Amended Complaint state legal conclusions to which no response is required. To the extent any response is required, Frazer denies the allegations contained in Paragraph 653 of the Amended Complaint.

**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 Phillips)**

654. No response is called for by Paragraph 654 of the Amended Complaint, and Frazer incorporates by reference his responses to Paragraphs 1 through 653 as if fully set forth herein.

655. The allegations in the Fourth Cause of Action are not asserted against Frazer therefore no response is required. To the extent a response is deemed necessary, Frazer denies such allegations.

656. The allegations in the Fourth Cause of Action are not asserted against Frazer therefore no response is required. To the extent a response is deemed necessary, Frazer denies such allegations.

657. The allegations in the Fourth Cause of Action are not asserted against Frazer therefore no response is required. To the extent a response is deemed necessary, Frazer denies such allegations.

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

658. No response is called for by Paragraph 658 of the Amended Complaint, and Frazer incorporates by reference his responses to Paragraphs 1 through 657 as if fully set forth herein.

659. The allegations in the Fifth Cause of Action are not asserted against Frazer therefore no response is required. To the extent a response is deemed necessary, Frazer denies such allegations.

660. The allegations in the Fifth Cause of Action are not asserted against Frazer therefore no response is required. To the extent a response is deemed necessary, Frazer denies such allegations.

661. The allegations in the Fifth Cause of Action are not asserted against Frazer therefore no response is required. To the extent a response is deemed necessary, Frazer denies such allegations.

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

662. No response is called for by Paragraph 662 of the Amended Complaint, and Frazer incorporates by reference his responses to Paragraphs 1 through 661 as if fully set forth herein.

663. The allegations in the Sixth Cause of Action are not asserted against Frazer therefore no response is required. To the extent a response is deemed necessary, Frazer denies such allegations.

664. The allegations in the Sixth Cause of Action are not asserted against Frazer therefore no response is required. To the extent a response is deemed necessary, Frazer denies such allegations.

665. The allegations in the Sixth Cause of Action are not asserted against Frazer therefore no response is required. To the extent a response is deemed necessary, Frazer denies such allegations.

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

666. No response is called for by Paragraph 666 of the Amended Complaint, and Frazer incorporates by reference his responses to Paragraphs 1 through 665 as if fully set forth herein.



667. The allegations contained in Paragraph 667 of the Amended Complaint state legal conclusions to which no response is required. To the extent any response is required, Frazer denies the allegations contained in Paragraph 667.

668. The allegations contained in Paragraph 668 of the Amended Complaint state legal conclusions to which no response is required. To the extent any response is required, Frazer denies the allegations contained in Paragraph 668.

669. The allegations contained in Paragraph 669 of the Amended Complaint state legal conclusions to which no response is required. To the extent any response is required, Frazer denies the allegations contained in Paragraph 669.

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

670. No response is called for by Paragraph 670 of the Amended Complaint, and Frazer incorporates by reference his responses to Paragraphs 1 through 669 as if fully set forth herein.

671. The allegations in the Eighth Cause of Action are not asserted against Frazer therefore no response is required. To the extent a response is deemed necessary, Frazer denies such allegations.

672. The allegations in the Eighth Cause of Action are not asserted against Frazer therefore no response is required. To the extent a response is deemed necessary, Frazer denies such allegations.

673. The allegations in the Eighth Cause of Action are not asserted against Frazer therefore no response is required. To the extent a response is deemed necessary, Frazer denies such allegations.

**NINTH CAUSE OF ACTION**  
**For Breach of EPTL § 8-1.4**

**(Against Defendant Powell)**

674. No response is called for by Paragraph 674 of the Amended Complaint, and Frazer incorporates by reference his responses to Paragraphs 1 through 673 as if fully set forth herein.

675. The allegations in the Ninth Cause of Action are not asserted against Frazer therefore no response is required. To the extent a response is deemed necessary, Frazer denies such allegations.

676. The allegations in the Ninth Cause of Action are not asserted against Frazer therefore no response is required. To the extent a response is deemed necessary, Frazer denies such allegations.

677. The allegations in the Ninth Cause of Action are not asserted against Frazer therefore no response is required. To the extent a response is deemed necessary, Frazer denies such allegations.

**TENTH CAUSE OF ACTION****Wrongful Related Party Transactions – N-PCL §§ 112(a)(10), 715(f) and EPTL 8-1.9(c)(4)  
(Against Defendant LaPierre)**

678. No response is called for by Paragraph 678 of the Amended Complaint, and Frazer incorporates by reference his responses to Paragraphs 1 through 677 as if fully set forth herein.

679. The allegations in the Tenth Cause of Action are not asserted against Frazer therefore no response is required. To the extent a response is deemed necessary, Frazer denies such allegations.

680. The allegations in the Tenth Cause of Action are not asserted against Frazer therefore no response is required. To the extent a response is deemed necessary, Frazer denies such allegations.

681. The allegations in the Tenth Cause of Action are not asserted against Frazer therefore no response is required. To the extent a response is deemed necessary, Frazer denies such allegations.

**ELEVENTH CAUSE OF ACTION**  
**Wrongful Related-Party Transactions – N-PCL §§ 112(a)(10), 715(f)**  
**and EPTL § 8-1.9(c)(4)**  
**(Against Defendant Powell)**

682. No response is called for by Paragraph 682 of the Amended Complaint, and Frazer incorporates by reference his responses to Paragraphs 1 through 681 as if fully set forth herein.

683. The allegations in the Eleventh Cause of Action are not asserted against Frazer therefore no response is required. To the extent a response is deemed necessary, Frazer denies such allegations.

684. The allegations in the Eleventh Cause of Action are not asserted against Frazer therefore no response is required. To the extent a response is deemed necessary, Frazer denies such allegations.

685. The allegations in the Eleventh Cause of Action are not asserted against Frazer therefore no response is required. To the extent a response is deemed necessary, Frazer denies such allegations.

**TWELFTH CAUSE OF ACTION**  
**Wrongful Related-Party Transactions – N-PCL §§ 112(a)(10), 715(f)**  
**and EPTL § 8-1.9(c)(4)**  
**(Against Defendant Phillips)**

686. No response is called for by Paragraph 686 of the Amended Complaint, and Frazer incorporates by reference his responses to Paragraphs 1 through 685 as if fully set forth herein.

687. The allegations in the Twelfth Cause of Action are not asserted against Frazer therefore no response is required. To the extent a response is deemed necessary, Frazer denies such allegations.

688. The allegations in the Twelfth Cause of Action are not asserted against Frazer therefore no response is required. To the extent a response is deemed necessary, Frazer denies such allegations.

689. The allegations in the Twelfth Cause of Action are not asserted against Frazer therefore no response is required. To the extent a response is deemed necessary, Frazer denies such allegations.

**THIRTEENTH CAUSE OF ACTION**  
**Wrongful Related-Party Transactions – N-PCL §§ 112(a)(10), 715(f) and EPTL § 8-**  
**1.9(c)(4)**  
**(Against Defendant NRA)**

690. No response is called for by Paragraph 690 of the Amended Complaint, and Frazer incorporates by reference his responses to Paragraphs 1 through 689 as if fully set forth herein.

691. The allegations in the Thirteenth Cause of Action are not asserted against Frazer therefore no response is required. To the extent a response is deemed necessary, Frazer denies such allegations.

692. The allegations in the Thirteenth Cause of Action are not asserted against Frazer therefore no response is required. To the extent a response is deemed necessary, Frazer denies such allegations.

693. The allegations in the Thirteenth Cause of Action are not asserted against Frazer therefore no response is required. To the extent a response is deemed necessary, Frazer denies such allegations.

694. The allegations in the Thirteenth Cause of Action are not asserted against Frazer therefore no response is required. To the extent a response is deemed necessary, Frazer denies such allegations.

695. The allegations in the Thirteenth Cause of Action are not asserted against Frazer therefore no response is required. To the extent a response is deemed necessary, Frazer denies such allegations.

696. The allegations in the Thirteenth Cause of Action are not asserted against Frazer therefore no response is required. To the extent a response is deemed necessary, Frazer denies such allegations.

**FOURTEENTH CAUSE OF ACTION**  
**Violation of the Whistleblower Protections of N-PCL § 715-b and EPTL § 8-1.9**  
**(Against Defendant NRA)**

697. No response is called for by Paragraph 697 of the Amended Complaint, and Frazer incorporates by reference his responses to Paragraphs 1 through 696 as if fully set forth herein.

698. The allegations in the Fourteenth Cause of Action are not asserted against Frazer therefore no response is required. To the extent a response is deemed necessary, Frazer denies such allegations.

699. The allegations in the Fourteenth Cause of Action are not asserted against Frazer therefore no response is required. To the extent a response is deemed necessary, Frazer denies such allegations.

700. The allegations in the Fourteenth Cause of Action are not asserted against Frazer therefore no response is required. To the extent a response is deemed necessary, Frazer denies such allegations.

701. The allegations in the Fourteenth Cause of Action are not asserted against Frazer therefore no response is required. To the extent a response is deemed necessary, Frazer denies such allegations.

**FIFTEENTH CAUSE OF ACTION**  
**For False Filings Under Executive Law §§ 172-d(1) and 175(2)(d)**  
**(Against Defendant NRA and Frazer)**

702. No response is called for by Paragraph 702 of the Amended Complaint, and Frazer incorporates by reference his responses to Paragraphs 1 through 701 as if fully set forth herein.

703. The allegations contained in Paragraph 703 of the Amended Complaint state legal conclusions to which no response is required. To the extent any response is required, Frazer denies the allegations contained in Paragraph 703 of the Amended Complaint.

704. The allegations contained in Paragraph 704 of the Amended Complaint state legal conclusions to which no response is required. To the extent any response is required, Frazer denies the allegations contained in Paragraph 704 of the Amended Complaint.

**AFFIRMATIVE DEFENSES**

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

**First Affirmative Defense**

1. The Amended Complaint fails to state a cause of action or claim upon which relief can be granted.

**Second Affirmative Defense**

2. The Amended Complaint violates the pleading governance of CPLR 3014 which mandates that a pleading be limited to plain and concise statements and that its paragraphs “shall

contain, as far as practicable, a single allegation.” The vast majority of paragraphs in Plaintiff’s Amended Complaint are prolix and narrative, which has prejudicially rendered Frazer unable to respond in the simple manner required by CPLR 3018. The Amended Complaint further names as a Defendant, and asserts claims against, The National Rifle Association of America, Inc., an entity which Plaintiff has been repeatedly informed and knows does not exist, the inclusion of which has compromised the pleading process and Frazer’s ability to respond.

**Third Affirmative Defense**

3. Plaintiff’s claims and related requests for remedial action and other relief against Frazer are barred, in whole or in part, by the doctrines of estoppel, regulatory estoppel, waiver, and/or laches.

**Fourth Affirmative Defense**

4. Plaintiff’s claims and related requests for remedial action and other relief against Frazer are barred, in whole or in part, by Plaintiff’s unclean hands.

**Fifth Affirmative Defense**

5. Under express New York statutory law, Frazer “shall have no liability” under Plaintiff’s claims because, at all times, as an officer of the corporation, he discharged the duties of his positions in good faith and with that degree of care which ordinarily prudent persons in similar positions would exercise in like circumstances.

**Sixth Affirmative Defense**

6. Under express New York statutory law, Frazer “shall have no liability” under Plaintiff’s claims because, at all times, as an officer of the corporation, he conducted himself and performed his responsibilities within the scope of appropriate business judgment and deserving of the protections of the business judgment rule.

**Seventh Affirmative Defense**

7. Under express New York statutory law, Frazer “shall have no liability” under Plaintiff’s claims because, at all times, as an officer of the corporation, he relied on information, opinions, or reports of reasonable reliability either presented or available to him as he was permitted as an officer of the corporation acting in good faith.

**Eighth Affirmative Defense**

8. Plaintiff’s claims against Frazer deprive him of his statutory business judgment rule defense and thus violate the fault-based scheme codified by the New York Legislature because they do not allege that he acted in bad faith.

**Ninth Affirmative Defense**

9. Plaintiff’s claims against Frazer exceed the bounds of the Attorney General’s authority by asserting against Frazer non-statutory claims which are devoid of any fault-based elements in a manner inconsistent with the N-PCL’s statutory scheme. In this way, the Office of the Attorney General has arrogated to itself an inappropriate and unlawful lower burden of proof than that imposed on it by New York law.

**Tenth Affirmative Defense**

10. Each of Plaintiff’s statutory claims – for falsity in public filings, for breach of trust, and for breach of fiduciary duty – must fail against Frazer because they do not allege that he acted with the fault necessary to satisfy the fault-based scheme codified by the New York Legislature.

**Eleventh Affirmative Defense**

11. Plaintiff’s claims and related requests for remedial action – including, *inter alia* and without limitation, Plaintiff’s requested relief of restitution, damages, interest, injunction, removal, and attempt to impose on Frazer a permanent bar preventing him from serving as an officer,



director, or trustee of any not-for-profit or charitable organization authorized to conduct business or solicit charitable donations in the State of New York – exceed the specific authority granted to it by the Legislature.

**Twelfth Affirmative Defense**

12. Plaintiff's claims and related requests for remedial action – including, *inter alia* and without limitation, Plaintiff's requests that Frazer return his earned compensation and that he be permanently prevented from serving as an officer, director, or trustee of any not-for-profit or charitable organization authorized to conduct business or solicit charitable donations in the State of New York – constitute a penalty or forfeiture, an action for which is forbidden under CPLR 7205, particularly where, as here, Frazer's acts were done in good faith and pursuant to a construction given to a statute by decisions of appellate courts.

**Thirteenth Affirmative Defense**

13. Plaintiff's claims and related requests for remedial action – including, *inter alia* and without limitation, Plaintiff's requests that Frazer return his earned compensation and that he be permanently prevented from serving as an officer, director, or trustee of any not-for-profit or charitable organization authorized to conduct business or solicit charitable donations in the State of New York – violate New York State's Constitution and its protections against excessive and disproportional fines and forfeitures.

**Fourteenth Affirmative Defense**

14. Plaintiff's claims against Frazer for return of compensation paid to him violate the statutory authority granted to it which does not imbue the Attorney General with the power to avoid contracts or transactions between the corporation and its officers and directors. In light of Frazer's undisputed performance of the work assigned to him, he justifiably and reasonably relied

upon a compensation expectation set by an affirmative vote of a majority of the NRA Board of Directors the subsequent payment of which, accordingly, was neither an unjust enrichment nor an excess benefit transaction as a matter of law.

**Fifteenth Affirmative Defense**

15. Plaintiff's causes of action to recover the compensation paid to Frazer as unreasonable must fail because Plaintiff's Complaint does not state, as it must under CPLR 3016(h), that the NRA's all-volunteer Board of Directors' decision to approve and grant that compensation was based upon gross negligence or intentional infliction of harm.

**Sixteenth Affirmative Defense**

16. Plaintiff's attempt to bring a derivative action on behalf of the NRA against Frazer cannot be sustained due to its failure adequately to allege the futility of making a demand upon the NRA Board of Directors, especially in view of the lack of a single allegation of Board failure expressly connected to Frazer. Further, the Attorney General has not only failed to allege with particularity, but cannot allege, that a majority of the Board is conflicted with self-interest, or is controlled by self-interested persons, concerning transactions at issue. Director nominations occur through a nominating committee – which gets candidates from innumerable sources including advertisements in NRA Magazine and in response to requests made to Members for suggested Directors – or by petition, or both, after which approximately one-half of the NRA's five million members are eligible to vote for Directors of their preference. The particular circumstances presented by these nomination and election protocols hopelessly defeat the Attorney General's necessary threshold allegations to establish demand futility. Additionally, Plaintiff's attempt to bring a derivative action on behalf of the NRA members against Mr. Frazer fatally fails to allege

support from ten percent of the total number of NRA members as required by N-PCL § 1102(a)(2), or five percent of any class of NRA members as required by N-PCL § 623.

**Seventeenth Affirmative Defense**

17. The Amended Complaint seeks an injunction and other equitable relief from Frazer on the basis of conduct of others over whom Frazer had no control and for whose actions Frazer is not liable.

**Eighteenth Affirmative Defense**

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

**Nineteenth Affirmative Defense**

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

**Twentieth Affirmative Defense**

20. Plaintiff's claims and related requests for remedial action and other relief against Frazer are barred to the extent acts or omissions of third parties caused the alleged injury and damages complained of in this lawsuit.

**Twenty-First Affirmative Defense**

21. Plaintiff's claims and related requests for remedial action and other relief against Frazer are barred, in whole or in part, by the applicable statute of limitations and other equitable and statutory time limitations including, without limitation, CPLR 214(2) and 215(4) which affixes

a three-year statute of limitations on any action to recover upon a liability, penalty, or forfeiture created or imposed by statute, including expressly those brought by the Attorney General.

**Twenty-Second Affirmative Defense**

22. Plaintiff's claims and related requests for remedial action and other relief against Frazer on its claims of falsity in public filings, breach of trust, and breach of fiduciary duty must fail because the allegations of the Amended Complaint are not stated with sufficient particularity as required under the Civil Practice Law and Rules regardless of the remedial purposes of any statute on which Plaintiff is proceeding in this case.

**Twenty-Third Affirmative Defense**

23. Plaintiff's claims and related requests for remedial action and other relief against Frazer must fail, in whole or in part, because Frazer is not alleged to have acted, and did not act, with intent to deceive, manipulate, or defraud, nor did he recklessly disregard any alleged misrepresentations, misstatements, or omissions of material fact.

**Twenty-Fourth Affirmative Defense**

24. Plaintiff's claims and related requests for remedial action and other relief against Frazer must fail, in whole or in part, because Frazer did not make any false or misleading statement of material fact or omit any material fact when he had a duty to speak, and is not responsible in law or in fact for any alleged false or misleading statement or omission of material fact made by others.

**Twenty-Fifth Affirmative Defense**

25. Plaintiff's claims and related requests for remedial action and other relief against Frazer are unwarranted and moot because Frazer acted at all times in good faith and because there

is no substantial likelihood that Frazer will violate the statutes, rules, or provisions specified in the Amended Complaint's causes of action.

**Twenty-Sixth Affirmative Defense**

26. Plaintiff's claims and related requests for remedial action and other relief against Frazer violate the United States Constitution to the extent it seeks to bar Frazer permanently from serving as an officer, director, or trustee of any not-for-profit or charitable organization authorized to conduct business or solicit charitable donations in the State of New York as such relief presents an unlawful infringement and restraint on interstate commerce in violation of the Commerce Clause.

**Twenty-Seventh Affirmative Defense**

27. The Amended Complaint lacks any allegation that Frazer knowingly or willfully violated any of the statutes, rules, or provisions specified in the Amended Complaint which renders Plaintiff's requested remedies, including, *inter alia* and without limitation, a lifetime bar and the sanction of disgorgement of his compensation, inappropriate and unwarranted.

**Twenty-Eighth Affirmative Defense**

28. Plaintiff's claim for unjust enrichment against Frazer must fail because, among other reasons, he did not receive any "excess benefit" from participation in an "excess benefit transaction" as set forth under Internal Revenue Code Section 4958.

**Twenty-Ninth Affirmative Defense**

29. 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.

**Thirtieth Affirmative Defense**

30. Plaintiff's attempt to enjoin, void or rescind alleged related-party transactions pursuant to N-PCL §§ 112(a)(10), 715(f), and EPTL § 8-1.9(c)(4) fails because, to the extent such transactions were not approved in accordance with N-PCL § 715(a)-(b), they were duly ratified in accordance with N-PCL § 715(j).

**Thirty-First Affirmative Defense**

31. Plaintiff's causes of action and related requests for remedial action and other relief against Frazer are barred, in whole or in part, by the First Amendment to the United States Constitution, which requires that state regulation of not-for-profit corporations engaged in protected speech be conducted in the least intrusive manner possible. The relief sought against Frazer in this action trespasses upon fundamental freedoms protected by the due process clause of the Fourteenth Amendment, because removal from office and a lifetime nationwide ban on service to any not-for-profit corporation that conducts any activities in New York or solicits members or funds in New York would abridge his right to engage in free speech, free assembly, and free association with others holding common beliefs.

**Thirty-Second Affirmative Defense**

32. Frazer adopts and incorporates by reference herein as if made by him any affirmative defense articulated by any other defendant in this action not included here, and Frazer reserves his right to amend or supplement this answer and/or to add any additional affirmative and/or other defenses for which a sufficient basis may be determined at a latter point in these proceedings.

**Thirty-Third Affirmative Defense**

33. The relief sought by Plaintiff is barred due to a failure to sue and add necessary and indispensable parties whose presence is required to determine fair responsibility for any of the alleged violations.

**WHEREFORE**, the Defendant John Frazer denies the claims brought against him and states that the Attorney General is not entitled to any relief against him. Frazer requests a judgment dismissing Plaintiff's Amended Complaint with prejudice, together with all such other and further relief deemed just and proper.

Dated: New York, New York  
October 21, 2022

GAGE SPENCER & FLEMING LLP

By: /s/ William B. Fleming  
William B. Fleming  
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New York, New York 10022  
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*Counsel for Defendant John Frazer*

To: PEOPLE OF THE STATE OF  
NEW YORK, by LETITIA JAMES,  
Attorney General of the State of New York (via NYSCEF)

All other counsel of record (via NYSCEF)

**CERTIFICATE OF SERVICE**

I hereby certify that a true and correct copy of the foregoing document was electronically served via the Court's electronic case filing system upon all counsel of record on this 21st Day of October 2022.

*/s/ William B. Fleming*

William B. Fleming



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

-----X	:	
PEOPLE OF THE STATE OF NEW YORK, BY	:	
LETITIA JAMES, ATTORNEY GENERAL OF	:	
THE STATE OF NEW YORK,	:	Index No. 451625/2020
	:	
Plaintiff,	:	IAS Part 3
	:	
v.	:	Hon. Joel M. Cohen
	:	
THE NATIONAL RIFLE ASSOCIATION OF	:	
AMERICA, INC., WAYNE LAPIERRE,	:	
WILSON PHILLIPS, JOHN FRAZER, and	:	
JOSHUA POWELL,	:	
	:	
Defendants.	:	
-----X	:	

**VERIFICATION**

John Frazer, being duly sworn, deposes and says:

I am a defendant in the above-captioned action. I have read the foregoing Verified Answer of Defendant John Frazer to Plaintiff's Second Amended Verified Complaint and state that it is true to my knowledge, except as to matters alleged on information and belief, and that as to those matters I believe them to be true.



John Frazer

Sworn to before me this  
21<sup>st</sup> day of October, 2022



Notary Public

Michael Anthony DiSipio Jr  
NOTARY PUBLIC  
REGISTRATION # 7950415  
COMMONWEALTH OF VIRGINIA  
MY COMMISSION EXPIRES July 31, 2025