

Exhibit 3

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, :

Index No. 451625/2020

Hon. Joel M. Cohen, J.S.C.

Plaintiff, :

v. :

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

**[PROPOSED]
SECOND AMENDED
VERIFIED ANSWER
OF DEFENDANT
WAYNE LAPIERRE**

Defendants. :
-----X

Style Definition: Default Paragraph Font

Style Definition: Footnote Text, BB style (10 ft), BB
Footnote Text, Footnote Text Char1, Footnote Text Char
Char, BB Footnote Text Char Char, Footnote Text Char1
Char Char, Footnote Text Char Char Char Char, Footnote
Text Char2 Char Char Char Char

Style Definition: Footnote Reference

~~In light of this Court's Order Amending Caption dated December 13, 2022 (NYSCEF 921),
and in accordance with CPLR 3025(d),~~ Defendant Wayne LaPierre ("Mr. LaPierre"), by his
attorney, P. Kent Correll of Correll Law Group, answers the Second Amended Verified Complaint
dated May 2, 2022 ("Complaint") (NYSCEF 646), as ~~follows:~~¹ amended by this Court's Order
Amending Caption dated December 12, 2022 (NYSCEF 921), as follows:²

¹ ~~Mr. LaPierre objects to the Complaint on the ground that it fails to comply with CPLR Rule 3014, which
provides that "[e]very pleading shall consist of plain and concise statements in consequently numbered paragraphs"
and that "[e]ach paragraph shall contain, as far as practicable, a single allegation." Subject to and without waiving that
objection, Mr. LaPierre denies each and every statement, allegation, averment and contention in the Complaint,
including, without limitation, those set forth in the caption, table of contents, headings, and "Prayer for Relief", except
those expressly and unequivocally stated to be admitted.~~

² Mr. LaPierre objects to the Complaint on the ground that it fails to comply with CPLR Rule 3014, which
provides that "[e]very pleading shall consist of plain and concise statements in consequently numbered paragraphs"
and that "[e]ach paragraph shall contain, as far as practicable, a single allegation." Subject to and without waiving that
objection, Mr. LaPierre denies each and every statement, allegation, averment and contention in the Complaint,
including, without limitation, those set forth in the caption, table of contents, headings, and "Prayer for Relief", except
those expressly and unequivocally stated to be admitted.

1. Mr. LaPierre denies the allegations set forth in paragraph 1 of the Complaint, except admits that the National Rifle Association of America (the “NRA” or the “Association”) was formed in 1871 and is a New York not-for-profit corporation.

2. Mr. LaPierre denies the allegations set forth in paragraph 2 of the Complaint, except admits that he has served as Chief Executive Officer of the NRA since 1991.

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

4. Mr. LaPierre denies the allegations set forth in paragraph 4 of the Complaint.

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

6. Mr. LaPierre denies the allegations set forth in paragraph 6 of the Complaint.

7. Mr. LaPierre denies the allegations set forth in paragraph 7 of the Complaint, except admits that Powell received pay increases and that Powell was fired for falsifying his travel expenses.

8. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 8 of the Complaint, except admits that Frazer is the NRA’s General Counsel and that Frazer also serves as the corporation’s Secretary.

9. Mr. LaPierre denies the allegations set forth in paragraph 9 of the Complaint, except admits that he and his family have visited the Bahamas on several occasions and that, on some of those trips, he and his family members stayed on a boat.

10. Mr. LaPierre denies the allegations set forth in paragraph 10 of the Complaint insofar as they relate to him and lacks knowledge or information sufficient to form a belief as to the truth of the rest of the allegations set forth in that paragraph.

11. Mr. LaPierre denies the allegations set forth in paragraph 11 of the Complaint, except admits that in 2018 certain members of the NRA's financial staff raised concerns with the Audit Committee of the NRA and also complained about Powell's practices and behavior, which he (Mr. LaPierre), described as "abusive."

12. Mr. LaPierre denies the allegations set forth in paragraph 12 of the Complaint insofar as they relate to him and lacks knowledge or information sufficient to form a belief as to the truth of the rest of the allegations set forth therein, except admits that the Attorney General commenced this action in August 2020.

13. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 13 of the Complaint and respectfully submits that the Order Granting Motions to Dismiss issued by the United States Bankruptcy Court for the Northern District of Texas, Dallas Division, speaks for itself and is the best evidence of its content.

14. Mr. LaPierre denies the allegations set forth in paragraph 14 of the Complaint, except admits that the Attorney General seeks certain relief in the Complaint, which is a pleading that speaks for itself and is the best evidence of its content.

15. Mr. LaPierre denies the allegations set forth in paragraph 15 of the Complaint, except admits that the Attorney General seeks certain relief in the Complaint, which is a pleading that speaks for itself and is the best evidence of its content.

16. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 16 of the Complaint.

17. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 17 of the Complaint, except admits that the NRA is a not-for-profit corporation that has been domiciled in the State of New York since its formation

in 1871, that it engages in fundraising and is registered with the Charities Bureau of the Office of the Attorney General to conduct business and solicit donations.

18. Mr. LaPierre admits the allegations set forth in paragraph 18 of the Complaint.

19. Mr. LaPierre denies the allegations set forth in paragraph 19 of the Complaint, except admits that the NRA's bylaws contain the language quoted in that paragraph.

20. Mr. LaPierre denies the allegations set forth in paragraph 20 of the Complaint, except admits that he is the Executive Vice President ("EVP") of the NRA and has held that position since the early 1990s, that he acts as the chief executive officer of the NRA, that the NRA's bylaws state, *inter alia*, in Article V, Section 2(c), that "[t]he Executive Vice President shall direct all the affairs of the Association in accordance with the programs and policies established by the Board of Directors," that Mr. LaPierre is currently an *ex officio* member, with voice but without vote, of the Board of Directors of the NRA and of the Executive Committee of the Board of Directors of the NRA, and that Mr. LaPierre maintains an office address at National Rifle Association of America, 11250 Waples Mill Road, Fairfax, VA 22030.

21. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 21 of the Complaint, except admits that Defendant Joshua Powell was previously employed by the NRA, that, at various times, he held the titles "Chief of Staff," "Executive Director of General Operations," and "Senior Strategist," that as Executive Director of General Operations he served as an *ex officio* member, with voice but without vote, of the Board of Directors, and that his employment with the NRA was terminated in 2020.

22. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 22 of the Complaint, except admits that Defendant

Wilson “Woody” Phillips served as Treasurer, an *ex officio* member, with voice but without vote, of the Board of Directors of the NRA, and Chief Financial Officer of the NRA between 1993 and 2018, when he retired.

23. Mr. LaPierre denies the allegations set forth in paragraph 23 of the Complaint, except admits that Defendant John Frazer has been the Secretary and General Counsel and *ex officio* member, with voice but without vote, of the Board of Directors of the NRA since 2015 and that Mr. Frazer maintains an office address at National Rifle Association of America, 11250 Waples Mill Road, Fairfax, VA 22030.

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

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

26. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 26 of the Complaint.

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

28. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 28 of the Complaint, except denies that the office of the NRA is in New York County as set forth in the NRA’s Certificate of Incorporation.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

55. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 55 of the Complaint.

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

57. Mr. LaPierre denies the allegations set forth in paragraph 57 of the Complaint, except admits that the NRA was formed in 1871 with the object of “the improvement of its members in marksmanship, and to promote the introduction of the system of army drill and rifle practice as part of the military drill of the National Guard of this state and other states, and for those purposes to provide a suitable range or ranges in the vicinity of the City of New York.”

58. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 58 of the Complaint.

59. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 59 of the Complaint, except admits that the NRA is a 501(c)(4) organization and is one of the oldest organizations in the country.

60. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 60 of the Complaint, except admits that the NRA has four affiliated tax-exempt charitable organizations that were set up under Section 501(c)(3) of the Internal Revenue Code: the NRA Foundation, the Civil Rights Defense Fund, the Freedom Action Foundation, and the Special Contribution Fund, and otherwise lacks knowledge or information

sufficient to form a belief as to the allegations set forth in the second sentence of that paragraph and admits that the NRA has a political action committee, the Political Victory Fund, which contributes money to political candidates.

61. Mr. LaPierre denies the allegations set forth in paragraph 61 of the Complaint, except admits that the NRA's history as an organization is well documented.

62. Mr. LaPierre denies the allegations set forth in paragraph 62 of the Complaint, except admits that the NRA is comprised of several divisions, which include Membership, Information Services, Publications, Public Affairs, Advancement, Office of the Treasurer, Institute for Legislative Action, General Operations, Office of the General Counsel and Human Resources.

63. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 63 of the Complaint, except admits that the NRA-ILA has "sole responsibility to administer the legislative, legal, informational and fundraising activities of the Association relating to the defense or furtherance of the right to keep and bear arms, in accordance with the objectives and policies established by the Board of Directors," and that funds donated to or designated to be used by NRA-ILA are kept separate from the NRA's General Operations accounts.

64. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 64 of the Complaint.

65. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 65 of the Complaint, except admits that the NRA's bylaws are set forth in written documents, which speak for themselves and are the best evidence of their content.

66. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 66 of the Complaint, except admits that the NRA is managed by its Board of Directors, which is comprised of 76 directors, 75 of whom are elected for three-year terms, and one of whom is elected for a one-year term at the annual meeting of the NRA members, and that the NRA's bylaws state that "[t]he Board of Directors shall formulate the policies and govern and have general oversight of the affairs and property of the Association, in accordance with applicable law and these Bylaws."

67. Mr. LaPierre denies the allegation set forth in paragraph 67 of the Complaint, except admits that the bylaws of the NRA provide that "[n]o director or member of the Executive Council shall receive any salary or other private benefit unless specifically authorized by resolution of the Board of Directors or an authorized committee thereof, but all such persons shall be entitled to reimbursement for expenses incurred on behalf of the Association, to such extent as may be authorized or approved by the Board of Directors."

68. Mr. LaPierre admits the allegations set forth in paragraph 68 of the Complaint.

69. Mr. LaPierre admits the allegations set forth in paragraph 69 of the Complaint.

70. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 70 of the Complaint.

71. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 71 of the Complaint, except admits that the Executive Vice President of the NRA is elected annually by the NRA Board, and that the NRA's bylaws are set forth in a written document that speaks for itself and is the best evidence of its content, and that the NRA's bylaws state, *inter alia*: (a) "The Executive Vice President shall direct all the affairs of the Association in accordance with the programs and policies established by the Board of

Directors. Among his authorities, the Executive Vice President shall be empowered to (1) appoint, suspend with or without pay, or remove the Executive Director of the National Rifle Association General Operations or the Executive Director of the National Rifle Association Institute for Legislative Action; (2) suspend with pay the Secretary or the Treasurer until the next meeting of the Executive Committee or the Board of Directors, whichever occurs first; and (3) employ, suspend with or without pay, or dismiss any employee;" and (b) "The Executive Vice President, the Secretary, the Treasurer, the Executive Director of the National Rifle Association General Operations and the Executive Director of the National Rifle Association Institute for Legislative Action shall be *ex officio* members, with voice but without vote, of the Board of Directors, the Executive Committee and all committees, special and standing, of the Association, except the Nominating Committee, Committee on Hearings, Officers Compensation Committee and Committee on Elections, and shall be authorized but not required to attend the meetings; provided, however, that the aforesaid officers shall not attend or participate in executive sessions except by invitation of the respective committee or Board."

72. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 72 of the Complaint, except admits that the bylaws of the NRA currently state, *inter alia*, that "[t]he compensation of the Executive Director of the National Rifle Association of General Operations and the Executive Director of the National Rifle Association Institute for Legislative Action shall be established by the Executive Vice President."

73. Mr. LaPierre denies the allegations set forth in paragraph 73 of the Complaint, except admits that his authority as Executive Vice President of the NRA and *ex officio* member, with voice but without vote, of the Board of Directors, is set forth in the NRA's bylaws, and that his employment contract expressly states, *inter alia*:

Employee shall serve as the Executive Vice President of the Association and shall direct all the affairs of the Association in accordance with the programs and policies established by the Board of Directors. Among his authorities, Employee shall be empowered to exercise corporate authority in furtherance of the mission and interests of the NRA, including without limitation to reorganize or restructure the affairs of the Association for purposes of cost-minimization, regulatory compliance or otherwise.

74. Mr. LaPierre admits the allegations set forth in paragraph 74 of the Complaint.

75. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 75 of the Complaint, except admits that he is the Executive Vice President of the NRA and that the NRA's bylaws provide that "[t]he Executive Vice President shall direct all the affairs of the Association in accordance with the programs and policies established by the Board of Directors."

76. Mr. LaPierre denies the allegations set forth in paragraph 76 of the Complaint, except admits that the President of the NRA is a member of the Board of Directors and an *ex officio* member, with vote, of its Committees, with the exception of the Nominating Committee, the Committee on Hearings, and the Committee on Elections, and that he appoints all standing and special committees of the Association, subject to certain exceptions provided in the bylaws, and that he serves as the Chairman of the Officers Compensation Committee, which, at the fall meeting of the Directors, recommends to the Board the authorized compensation for the next budget year for all elected salaried officials, *i.e.*, the Executive Vice President, Secretary, and Treasurer.

77. Mr. LaPierre denies the allegations set forth in paragraph 77 of the Complaint, except admits that the NRA's bylaws provide, *inter alia*, that "[p]rior to the Annual Meeting of Members the President each year shall appoint a Committee on Elections...."

78. Mr. LaPierre denies the allegations set forth in paragraph 78 of the Complaint, except admits that the duties of the President of the NRA are set forth in its bylaws, which speak for themselves and are the best evidence of their content.

79. Mr. LaPierre admits the allegations set forth in paragraph 79 of the Complaint.

80. Mr. LaPierre denies the allegations set forth in paragraph 80 of the Complaint, except admits that Defendant Phillips served as the Treasurer until 2018, when he retired, that the Treasurer is an *ex officio* member, with voice but without vote, of the Board of Directors and that the bylaws of the NRA state, *inter alia*: “The Treasurer shall operate in accordance with the financial policies set forth by the Board of Directors or the Executive Committee, and shall have charge of the books of account and financial operations of the Association. The Treasurer shall regularly report his or her recommendations regarding the financial affairs of the Association to the Finance Committee, Executive Vice President, the Board of Directors, and the Executive Committee. The Treasurer shall assist a firm of certified public accountants selected by the Board of Directors to make an annual audit of the Association’s books of account and prepare a statement of financial conditions as of the close of each fiscal year as may be established by the Board of Directors, and shall furnish a copy of such statement, together with the certificate of audit, to each member of the Board of Directors.”

81. Mr. LaPierre denies the allegations set forth in paragraph 81 of the Complaint, except admits that the Secretary of the NRA is elected by the Board of Directors annually, is an *ex officio* member, with voice but without vote, of the Board of Directors, and that the bylaws of the NRA state, *inter alia*, that the Secretary “shall have the following duties: (1) have charge of the archives of the Association; (2) attend to the proper publication of official notices and reports, attest documents, and perform such other duties as usually pertain to the office; (3) have such other

duties as may be assigned from time to time by the Board of Directors, the Executive Committee, and/or the Executive Vice President; and (4) shall be Secretary of the Board of Directors, the Executive Committee, the Nominating Committee and the Committee on Elections,” and that Defendant Frazer has served as the Secretary of the NRA since 2015.

82. Mr. LaPierre denies the allegations set forth in paragraph 82 of the Complaint, except admits that the NRA’s bylaws provide, *inter alia*, that the Executive Director of the National Rifle Association General Operations “shall have such powers and duties as delegated to him from time to time by the Executive Vice President.”

83. Mr. LaPierre denies the allegations set forth in paragraph 83 of the Complaint, except admits that the duties of the Executive Director of the National Rifle Association Institute for Legislative Action are set forth in the NRA’s bylaws, which speak for themselves and are the best evidence of their content.

84. Mr. LaPierre denies the allegations set forth in paragraph 84 of the Complaint, except admits that the Executive Director of the National Rifle Association General Operations and the Executive Director of the National Rifle Association Institute for Legislative Action are *ex officio* members, with voice but without vote, of the Board of Directors, the Executive Committee, and of all committees, special and standing, of the NRA, except the Nominating Committee, Committee on Hearings, Officers Compensation Committee, and Committee on Elections, and that they are not authorized to attend or participate in executive sessions except by invitation of the respective committee or board.

85. Mr. LaPierre denies the allegations set forth in paragraph 85 of the Complaint, except admits that the NRA has standing and special Committees of the Board.

86. Mr. LaPierre denies the allegations set forth in paragraph 86 of the Complaint, except admits that the NRA's bylaws provide, *inter alia*, that "[t]here shall be an Officers Compensation Committee, which shall consist of the President, who shall serve as the Chairman, the First Vice President and the Second Vice President," that "[a]t the fall meeting of the Directors, the Officers Compensation Committee shall recommend to the Board and the Board shall, at the same meeting establish by a resolution the authorized compensation for the next budget year for all elected salaried officers, who shall be the Executive Vice President, the Secretary and the Treasurer," and that "[a]ll deliberations by the Board of Directors concerning such compensation shall be held in an executive session, at which none of the officers whose compensation is to be or is being established may attend, except for the limited time and limited purpose of answering questions asked by any member of the Board of Directors at the meeting."

87. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 87 of the Complaint, except admits that the Executive Committee of the NRA consists of "the President, any Vice Presidents and 20 members elected from the Board of Directors," as provided in the NRA's bylaws; that the 20 members of the Executive Committee are nominated by the Nominating Committee or from the floor at any meeting of the Board of Directors, and elected annually by and from said Board"; and that the NRA's bylaws provide, *inter alia*, that "[t]he Executive Committee shall exercise all the powers of the Board of Directors when said Board is not in session," subject to certain exceptions listed in the bylaws.

88. Mr. LaPierre denies the allegations set forth in paragraph 88 of the Complaint, except admits that the NRA's bylaws provide, *inter alia*: "There shall be an Executive Council which shall be advisory to the Executive Committee and the Board of Directors," that "[a]ny

member of [the NRA] whose advice and counsel, in the opinion of the Board of Directors, will be valuable to the continuing welfare of the Association may be elected thereto for life by said Board of Directors” and that “[a]ny member of the Association may be nominated by any member of the Board of Directors or Executive Council and be elected to the Executive Council for life subject to removal as provided in Section 3 [of Article VII of the NRA’s bylaws] by the Board of Directors.”

89. Mr. LaPierre denies the allegations set forth in paragraph 89 of the Complaint, except admits that the NRA’s bylaws provide, *inter alia*: (a) that “[a]t each regular meeting of the Board of Directors next following the Annual Meeting of Members, the Board shall elect, by secret ballot, a Nominating Committee which shall be responsible for nomination of Directors, members of the Executive Committee, and officers who are to be elected at the next annual meeting of members or at a subsequent meeting of the Board of Directors;” and (b) that “[t]he Nominating Committee shall be composed of nine members entitled to vote, no more than six of whom shall be members of the Board of Directors or Executive Council.”

90. Mr. LaPierre denies the allegations set forth in paragraph 90 of the Complaint, except admits that the Nominating Committee is responsible for nomination of Directors, members of the Executive Committee, and Officers, in accordance with nomination and election procedures set forth in Article VIII of the NRA’s bylaws, which are set forth in a written document that speaks for itself and is the best evidence of its content.

91. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 91 of the Complaint, and respectfully refers the Court to the referenced documents which speak for themselves and are the best evidence of their content.

92. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 92 of the Complaint, and respectfully refers the Court to the referenced document which speaks for itself and is the best evidence of its content.

93. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 93 of the Complaint, except admits that the Audit Committee Charter Mission Statement includes the statement that “[t]he primary function of the Audit Committee is to assist the Board of Directors in its oversight of the integrity of financial information, its review of the adequacy of the system of internal controls established by the Association, and its monitoring of the audit process,” and respectfully refers the Court to the Audit Committee Charter, which is a written document that speaks for itself and is the best evidence of its content.

94. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 94 of the Complaint, and respectfully refers the Court to the Audit Committee Charter, which is a written document that speaks for itself and is the best evidence of its content.

95. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 95 of the Complaint, and respectfully refers the Court to the referenced documents which speak for themselves and are the best evidence of their content.

96. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 96 of the Complaint, and respectfully refers the Court to the referenced documents which speak for themselves and are the best evidence of their content.

97. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 97 of the Complaint, except admits that NRA

whistleblowers may contact either the Head of Human Resources or the General Counsel, and respectfully refers the Court to the referenced document which speaks for itself and is the best evidence of its content.

98. Mr. LaPierre denies the allegations set forth in paragraph 98 of the Complaint, except admits that the NRA's bylaws state, *inter alia*, that: "Any Director, officer, or employee of the Association who is also a member of the governing body of any business, corporate, or other entity (whether as trustee, director, sole-owner, officer, partner, or the like) which receives from the Association any payment(s) for goods or services which total in excess of \$2,000 either within a year or pursuant to any contract or contracts originating within a year shall immediately file a written statement of all such business as to the nature and amount thereof, to the best of his or her knowledge, with the Secretary who shall transmit such statement to the Board of Directors at its next meeting and who shall include all such statements in the Secretary's report at the next Annual Meeting of Members."

99. Mr. LaPierre admits the allegations set forth in paragraph 99 of the Complaint.

100. Mr. LaPierre denies the allegations set forth in paragraph 100 of the Complaint, except admits that the NRA's bylaws state, *inter alia*, in Article V, Section 5(a), that: "No Director or member of the Executive Council shall receive any salary or other private benefit unless specifically authorized by resolution of the Board of Directors or an authorized committee thereof, but all such persons shall be entitled to reimbursement for expenses incurred on behalf of the Association, to such extent as may be authorized or approved by the Board of Directors."

101. Mr. LaPierre denies the allegations set forth in paragraph 101 of the Complaint, except admits that some of the NRA's policies and procedures may be found in the NRA's Employee Handbook or the NRA's Policy Manual, copies of which are annexed to the Complaint

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

102. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 102 of the Complaint, except admits that the NRA has adopted a policy regarding contracts entered into by the NRA, which is set forth in written documents that speak for themselves and are the best evidence of their content.

103. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 103 of the Complaint, except admits that the NRA has adopted a policy regarding contracts entered into by the NRA, which is set forth in written documents that speak for themselves and are the best evidence of their content.

104. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 104 of the Complaint, except admits that the NRA has adopted a policy regarding contracts entered into by the NRA, which is set forth in written documents that speak for themselves and are the best evidence of their content, and that the policy is subject to certain exceptions.

105. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 105 of the Complaint.

106. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 106 of the Complaint.

107. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 107 of the Complaint, except admits that the NRA has policies on hiring, evaluating, and retaining employees, which are set forth in written documents that speak for themselves and are the best evidence of their content.

108. Mr. LaPierre admits the allegations set forth in paragraph 108 of the Complaint.

109. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 109 of the Complaint, except admits that the NRA's policy on independent contractors is set forth in a written document, which speaks for itself and is the best evidence of its content.

110. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 110 of the Complaint, except admits that the NRA's Employee Handbook contains, as an Appendix, a Travel and Business Expense Reimbursement Policy, which speaks for itself and is the best evidence of its content.

111. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 111 of the Complaint, except admits that the NRA's Employee Handbook contains, as an Appendix, a Travel and Business Expense Reimbursement Policy, which speaks for itself and is the best evidence of its content.

112. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 112 of the Complaint, except admits that the NRA's Employee Handbook contains, as an Appendix, a Travel and Business Expense Reimbursement Policy, which speaks for itself and is the best evidence of its content.

113. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 113 of the Complaint, except admits that the NRA's Employee Handbook contains, as an Appendix, a Travel and Business Expense Reimbursement Policy, which speaks for itself and is the best evidence of its content.

114. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 114 of the Complaint, except admits that the NRA's Employee Handbook contains, as an Appendix, a Travel and Business Expense Reimbursement Policy, which speaks for itself and is the best evidence of its content.

115. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 115 of the Complaint, except admits that the NRA's Employee Handbook contains, as an Appendix, a Travel and Business Expense Reimbursement Policy, which speaks for itself and is the best evidence of its content.

116. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 116 of the Complaint, except admits that the NRA has a written Statement of Corporate Ethics, which speaks for itself and is the best evidence of its content.

117. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 117 of the Complaint, except admits that in or around 2006, the NRA adopted a written Statement of Corporate Ethics, which speaks for itself and is the best evidence of its content.

118. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 118 of the Complaint, except admits that, in January 2020, the NRA Board adopted a new version of the Statement of Corporate Ethics, which is a

written document that speaks for itself and is the best evidence of its content, to which the Court is respectfully referred, and that a copy of a document bearing the heading “Proposed Expanded Statement of Corporate Ethics” dated January 8, 2020, is annexed to the Complaint as Exhibit 4.

119. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 119 of the Complaint, except admits that the NRA has a purchasing policy, which is set forth in a written document that speaks for itself and is the best evidence of its content.

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

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

122. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 122 of the Complaint.

123. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 123 of the Complaint, except admits that the NRA has a purchasing policy, which is set forth in a written document that speaks for itself and is the best evidence of its content.

124. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 124 of the Complaint, except admits that the NRA

has a purchasing policy, which is set forth in a written document that speaks for itself and is the best evidence of its content.

125. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 125 of the Complaint, except admits that the NRA has a written policy regarding disclosure of financial interests by officers and directors, which speaks for itself and is the best evidence of its content.

126. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 126 of the Complaint, except admits that the NRA has a written policy regarding disclosure of financial interests by officers and directors, which speaks for itself and is the best evidence of its content.

127. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 127 of the Complaint, except admits that the NRA has a written policy regarding disclosure of financial interests by officers and directors, which speaks for itself and is the best evidence of its content.

128. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 128 of the Complaint, except admits that the NRA has made public filings, which speak for themselves and are the best evidence of their content.

129. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 129 of the Complaint.

130. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 130 of the Complaint, except admits that the NRA has a written policy regarding conflict of interest and related party transactions, which speaks for itself and is the best evidence of its content, and is not included in the NRA's Employee Handbook.

131. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 131 of the Complaint, except admits that the NRA has a written policy regarding conflict of interest and related party transactions, which speaks for itself and is the best evidence of its content.

132. Mr. LaPierre admits the allegations set forth in paragraph 132 of the Complaint.

133. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 133 of the Complaint, except admits that the NRA has a written policy regarding conflict of interest and related party transactions, which speaks for itself and is the best evidence of its content.

134. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 134 of the Complaint, except admits that the NRA has a written policy regarding conflict of interest and related party transactions, which speaks for itself and is the best evidence of its content.

135. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 135 of the Complaint, except admits that the NRA has a written policy regarding conflict of interest and related party transactions, which speaks for itself and is the best evidence of its content.

136. Mr. LaPierre denies the allegations set forth in paragraph 136 of the Complaint, except admits that he has been the Executive Vice President of the NRA since the early 1990s and that his duties as Executive Vice President are stated in the bylaws of the NRA, which speak for themselves and are the best evidence of their content.

137. Mr. LaPierre denies the allegations set forth in paragraph 137 of the Complaint to the extent that they are inconsistent with the NRA's bylaws, which speak for themselves and are the best evidence of their content.

138. Mr. LaPierre admits the allegations in paragraph 138 of the Complaint.

139. Mr. LaPierre denies the allegations set forth in paragraph 139 of the Complaint, except admits that Defendant Wilson Phillips served as Treasurer for approximately 26 years and retired in 2018.

140. Mr. LaPierre denies the allegations set forth in paragraph 140 of the Complaint, except admits that, on the recommendation of a Board member, and acting on behalf of the NRA, he hired Defendant John Frazer as the NRA's General Counsel in 2015, that Frazer was elected Secretary of the NRA by the NRA Board that same year, and that Frazer continues to serve as the NRA's General Counsel.

141. Mr. LaPierre denies the allegations set forth in paragraph 141 of the Complaint, except admits that Defendant Joshua Powell was hired by the NRA as his Chief of Staff in 2016, that he appointed Powell as Executive Director of the National Rifle Association General Operations in January 2017, that, in December 2018, he gave Powell the newly created title of "Senior Strategist," and that Powell's employment with the NRA was terminated in January 2020.

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

143. Mr. LaPierre denies the allegations set forth in paragraph 143 of the Complaint.

144. Mr. LaPierre denies the allegations set forth in paragraph 144 of the Complaint, except admits that his wife is the founder and a former co-chair of the Women's Leadership Forum of the NRA, within the NRA's Office of Advancement, that he testified that she served the NRA as a volunteer for approximately 15 years, and that, in December 2015, with the approval of the

Treasurer's office, the NRA hired her niece to work on Women's Leadership Forum events and projects, and that he has previously given videotaped testimony regarding his wife's work for the Women's Leadership Forum, which, to the extent it has been accurately recorded, speaks for itself and is the best evidence of its content.

145. Mr. LaPierre denies the allegations set forth in paragraph 145 of the Complaint.

146. Mr. LaPierre denies the allegations set forth in paragraph 146 of the Complaint, except admits that the NRA incurs substantial costs for his air travel and that he has previously given videotaped testimony regarding his air travel, which, to the extent it has been correctly recorded, speaks for itself and is the best evidence of its content.

147. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 147 of the Complaint, and states that, to the extent it has been accurately recorded, his prior testimony speaks for itself and is the best evidence of what he said.

148. Mr. LaPierre denies the allegations set forth in paragraph 148 of the Complaint, except admits that NRA records show that between June 2016 and February 2018, the organization initially paid for certain flights for his wife and extended family that were related to NRA business when he was not a passenger, that he admitted that he authorized some of these flights, that the flights were not approved for security reasons, and that the flights were not approved by the NRA Board, and states that he has reimbursed the NRA for those flights.

149. Mr. LaPierre denies the allegations set forth in paragraph 149 of the Complaint, except admits that, in August 2016, he authorized a private flight for his wife's niece and her husband to fly from Dallas, TX, to North Platte, NE so that his wife's niece could attend an NRA Women's Leadership Forum meeting, that his wife's niece and her family live in Nebraska about

60 miles from North Platte, and that he gave videotaped testimony regarding the flight, which speaks for itself and is the best evidence of its content; Mr. LaPierre further states that he reimbursed the NRA for the amount of the benefit realized from the flight, with interest.

150. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 150 of the Complaint, except admits that, in July 2017, he authorized a private flight for his wife's niece and her daughter to fly from Dallas, TX, to Orlando, FL, and that he gave videotaped testimony regarding the flight, which speaks for itself and is the best evidence of its content; Mr. LaPierre further states he reimbursed the NRA for the amount of the benefit realized from this flight, with interest.

151. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 151 of the Complaint, except admits that, in October 2016, he authorized a private flight for his wife to fly alone from Madison, WI, to Kearney, NE, and that he gave videotaped testimony regarding the flight, which speaks for itself and is the best evidence of its content; Mr. LaPierre further states he reimbursed the NRA for the amount of the benefit realized from this flight, with interest.

152. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 152 of the Complaint, except admits that in January 2017, he authorized a private jet to pick up his wife's niece's husband in North Platte, NE, on the way to Las Vegas for a Safari Club convention, that he authorized a private flight to fly his wife's niece's husband back to Nebraska, and that he gave videotaped testimony regarding the flights, which speaks for itself and is the best evidence of its content; Mr. LaPierre further states that he reimbursed the NRA, with interest, for expenses associated with private air travel that were determined to constitute excess benefits.

153. Mr. LaPierre denies the allegations set forth in paragraph 153 of the Complaint, except admits that he gave videotaped testimony concerning the alleged flight, which speaks for itself and is the best evidence of its content.

154. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 154 of the Complaint, except admits that, on occasion, he has directed chartered aircraft to stop in Nebraska to pick up or drop off family members for the purpose of facilitating work on the NRA's Women's Leadership Forum business.

155. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 155 of the Complaint, except admits that, in November 2018, he and his wife took a private roundtrip flight from Washington D.C. to Dallas, TX, and stopped in North Platte, NE, on each leg of the trip, to pick up and drop off his wife's niece and his wife's grandniece so that he, his wife and his wife's niece could work together on the NRA's Women's Leadership Forum business, and states that charges associated with private air travel which constituted potential excess benefits were reimbursed by Mr. LaPierre.

156. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 156 of the Complaint, except admits that in March 2019, he and his wife took a private flight from Washington D.C. to Orlando, FL, and stopped in North Platte, NE, on the way back, to drop off his wife's niece and his wife's grandniece and to do a speech at a Friends of the NRA dinner, and that, in April 2019, he and his wife took a private flight from Washington D.C. to Tulsa, OK, making stops in Omaha and North Platte, NE, so he could make a speech at a Friends of the NRA banquet in Omaha, NE, and work the Tulsa, OK gun show, which is reportedly the largest gun show in the country; Mr. LaPierre further states that potential excess benefit amounts relating to these trips were reimbursed by him, with interest.

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

158. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 158 of the Complaint, except admits that, in February 2018, he authorized a private flight for an NRA spokesperson, her husband, and an employee of a vendor.

159. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 159 of the Complaint.

160. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 160 of the Complaint.

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

162. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 162 of the Complaint, except admits that, on a few occasions, in connection with her work as a volunteer for the NRA's Women's Leadership Forum, Mr. LaPierre's wife traveled without Mr. LaPierre on a chartered plane, incurring expenses for which Mr. LaPierre has reimbursed the NRA, with interest.

163. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 163 of the Complaint, except admits that the NRA filed an IRS Form 990 for 2019, which is a written document that speaks for itself and is the best evidence of its content.

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

filed an IRS Form 990 for 2019, which is a written document that speaks for itself and is the best evidence of its content.

165. Mr. LaPierre denies the allegations set forth in paragraph 165 of the Complaint, except admits that, since June 2015, he and his family have taken private flights to and from the Bahamas on occasion and that on some of those trips he stopped in Nebraska to pick up and drop off his wife's niece and his wife's niece's family, and states that he reimbursed the NRA for charges deemed to constitute excess benefits, with interest.

166. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 166 of the Complaint, except admits that he gave videotaped testimony about his visits to the Bahamas, which speaks for itself and is the best evidence of its content, and that he attended celebrity fundraising events during December in the Bahamas.

167. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 167 of the Complaint.

168. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 168 of the Complaint.

169. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 169 of the Complaint, except admits that, in recent years, MMP and Concord have been among the NRA's largest vendors.

170. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 170 of the Complaint, and respectfully refers the Court to the NRA's regulatory filings and, in particular, the NRA's 2018 Form 990, which speak for themselves and are the best evidence of their content.

171. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 171 of the Complaint, except admits that the NRA partnered with ATI from 1997 to 2019 to produce and distribute a television series called Crime Strike, that for most of its run, Crime Strike was hosted by him, and that he gave videotaped testimony about the program, which speaks for itself and is the best evidence of its content.

172. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 172 of the Complaint, except admits that he denied having any role in negotiating the contracts with MMP, Allegiance, Concord and ATI, but signed some of the contracts on behalf of the NRA.

173. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 173 of the Complaint, except admits that he used to meet frequently with the MMP Principal in connection with NRA business, that he took private flights to California on many occasions between late 2013 and early 2017—usually staying at a hotel in Beverly Hills—to meet with the MMP Principal and others, often over lunch or dinner, and that, between 2013 and 2016, the MMP Principal, his wife, and their daughter received gifts from the NRA, for which Mr. LaPierre has reimbursed the NRA.

174. Mr. LaPierre denies the allegations set forth in paragraph 174 of the Complaint, except admits that he has attended “celebrity retreats” organized by the MMP Principal in the past, that those retreats were normally held annually in the Bahamas in December, that, when he attended those retreats, he stayed at the Atlantis resort on Paradise Island, that his lodging was paid for by the MMP Principal, and that he gave videotaped testimony about his visits to the Bahamas, which speaks for itself and is the best evidence of its content.

175. Mr. LaPierre denies the allegations set forth in paragraph 175 of the Complaint, except admits that, between 2013 and 2018, he visited the Bahamas in the summer, that during those trips, he stayed on a boat named Illusions, which he believed was owned by the MMP Principal, that family members joined him on these trips, that the boat was equipped with four staterooms, a jet boat, and two jet skis, and had a crew that included a chef, and that he gave videotaped testimony about his visits to the Bahamas, which speaks for itself and is the best evidence of its content.

176. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 176 of the Complaint, except admits that until April 2021 he did not disclose his use of the boat in the Bahamas on the NRA Financial Disclosure Questionnaires that he, as an officer and *ex officio* member, with voice but without vote, of the NRA Board of Directors, submitted to the NRA Secretary annually, and that Question 4 of that questionnaire asked:

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

177. Mr. LaPierre denies the allegations set forth in paragraph 177 of the Complaint, except admits that he answered no to this question in every questionnaire he submitted from 2008 to 2020 and that he gave videotaped testimony about his answers to the questionnaire, which testimony speaks for itself and is the best evidence of its content.

178. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 178 of the Complaint, except admits that he disclosed his use of the yacht Illusions on his 2021 conflict of interest form, which is dated April 7, 2021,

the day he gave testimony in the bankruptcy proceeding, and that he gave testimony regarding his use of the yacht, which speaks for itself and is the best evidence of its content.

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

180. Mr. LaPierre denies the allegations set forth in paragraph 180 of the Complaint, except admits that he has given testimony about his belief that many of the costs incurred in connection with his travel and entertainment expenses were justified as an investment in donor cultivation, which testimony speaks for itself and is the best evidence of its content, and states that he performs significant donor-cultivation work, for which ample “evidentiary support” exists.

181. Mr. LaPierre denies the allegations set forth in paragraph 181 of the Complaint, except admits that at times he used a travel consultant to arrange travel and accommodations.

182. Mr. LaPierre denies the allegations set forth in paragraph 182 of the Complaint, except admits that the NRA has a written travel policy, which speaks for itself and is the best evidence of its content.

183. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 183 of the Complaint, except admits that since being elected Executive Vice President of the NRA, he has not used the NRA’s regular travel agent to make his travel arrangements, and that he gave videotaped testimony about the travel consultant, which speaks for itself and is the best evidence of its content.

184. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 184 of the Complaint, except admits that he gave

videotaped testimony about use of the travel consultant, which speaks for itself and is the best evidence of its content.

185. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of allegations set forth in paragraph 185 of the Complaint, except admits that, from time to time, he would call the travel consultant directly to make travel arrangements, and that they sometimes spoke several times a month.

186. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 186 of the Complaint.

187. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 187 of the Complaint.

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

189. Mr. LaPierre denies the allegations set forth in the second sentence of paragraph 189 of the Complaint and lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in the remaining sentences of paragraph 189 of the Complaint.

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

191. Mr. LaPierre denies that he was repeatedly told that the travel consultant he used charged excessive fees for the services she provided and for the vendors she engaged on behalf of the NRA and lacks knowledge or information sufficient to form a belief as to the truth of the rest of the allegations set forth in paragraph 191 of the Complaint.

192. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 192 of the Complaint.

193. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 193 of the Complaint.

194. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 194 of the Complaint.

195. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 195 of the Complaint.

196. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 196 of the Complaint, except admits that he gave videotaped testimony concerning the business case analysis prepared in early 2019, which testimony speaks for itself and is the best evidence of its content.

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

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

199. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 199 of the Complaint.

200. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 200 of the Complaint, except admits that, from 2013 to 2017, he was reimbursed for certain gifts, that some of those gifts had a value in excess of \$25, and states that, at the NRA's request, he reimbursed the NRA for any portion of a number of "gifts" in excess of \$25, with interest.

201. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 201 of the Complaint, except admits that certain Women's Leadership Forum employees, volunteers and donors received gifts from the NRA, and

states that, at the NRA's request, Mr. LaPierre reimbursed the NRA for any portion of a number of "gifts" in excess of \$25, with interest.

202. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 202 of the Complaint, except admits that, in May 2017, his wife was appointed to the Board of Directors of the National Park Service Foundation (NPSF), and that, over the next few months, he submitted expense reports requesting expense reimbursements for trips taken with his wife to NPSF events in Alaska and Arizona, and that this was in addition to the expense of the flights used to get them to the NPSF events.

203. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 203 of the Complaint, except admits that he has submitted expense reports seeking reimbursements for his wife's niece's lodging and airfare for events related to NRA business, that he submitted reimbursement requests for his wife's niece's travel expenses on occasion, and that, in 2016 and 2017, the NRA reimbursed certain expenses for his wife's niece's airfare and lodging, and states that he has reimbursed the NRA for expenses determined to constitute excess benefits and that he has reimbursed the NRA for the \$12,332.75 expense associated with his wife's niece's stay at the Four Seasons Hotel in Dallas, Texas in early 2017 referenced in paragraph 203 of the Complaint, with interest.

204. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 204 of the Complaint, except admits that he has been reimbursed for expenses incurred travelling to and from film shoots for Under Wild Skies, a television program, in Europe and Africa, that he had a decades-long friendship with the principal of Under Wild Skies, Inc. ("UWS"), the corporate entity that produced the program, and that, in 2013, he was reimbursed by the NRA for airfare, lodging, and related expenses that he and his wife

incurred travelling to Botswana for an Under Wild Skies film shoot on safari, representing the NRA and its Women's Leadership Forum, for the purpose of building the NRA's brand and developing relationships between the NRA and hunters and donors.

205. Mr. LaPierre: (a) denies the allegations set forth in the first sentence of paragraph 205 of the Complaint, except admits that in 2018, he and the principal of UWS travelled together on two trips to Scottsdale, Arizona; (b) denies the allegations set forth in the second sentence of paragraph 206 of the Complaint, except admits that the trips were both personal and professional in nature, and related to the NRA's business; (c) lacks knowledge or information sufficient to form a belief as to truth of the allegations set forth in the third sentence of paragraph 205 of the Complaint, except admits that he and the UWS principal stayed at a Four Seasons hotel; (d) lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in the fourth and fifth sentences of paragraph 205 of the Complaint; and (e) states that he has reimbursed the NRA, with interest, for expenses determined to constitute excess benefits and has reimbursed the NRA for, among other things, the lodging expenses in Scottsdale, Arizona, referenced in paragraph 205 of the Complaint.

206. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 206 of the Complaint, except admits that, between 2009 and 2017, he expensed membership fees for a golf club located in the Washington D.C. area, and that he gave videotaped testimony about his use of the golf club, which speaks for itself and is the best evidence of its content.

207. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 207 of the Complaint.

208. Mr. LaPierre denies the allegations set forth in paragraph 208 of the Complaint.

209. Mr. LaPierre denies the allegations set forth in paragraph 209 of the Complaint, except admits that the EVP Office of the NRA has a budget.

210. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 210 of the Complaint, except admits, on information and belief, that the NRA's Financial Services Division prepares a proposed budget each year based on, among other things (i) data regarding historical expenditures in relevant categories and (ii) input from executives, including, where applicable, Mr. LaPierre.

211. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 211 of the Complaint, except admits that the NRA has a written contract policy, which speaks for itself and is the best evidence of its content.

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

213. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 213 of the Complaint, except admits that he gave videotaped testimony about the consulting arrangements in the NRA EVP budget, which speaks for itself and is the best evidence of its content.

214. Mr. LaPierre denies the allegations set forth in the first sentence of paragraph 214 of the Complaint and lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in the second and third sentences in paragraph 214 of the Complaint.

215. Mr. LaPierre denies the allegations set forth in paragraph 215 of the Complaint, except admits, on information and belief, that the EVP budget has, from time to time, included consulting arrangements with former NRA presidents and other board members.

216. Mr. LaPierre denies the allegations set forth in paragraph 216 of the Complaint.

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

218. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 218 of the Complaint, and states that he has reimbursed the NRA for expenses determined to constitute excess benefits.

219. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 219 of the Complaint, except admits that the NRA EVP budget allocates funds each year to his security, and that he gave videotaped testimony about security, which speaks for itself and is the best evidence of its content.

220. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 220 of the Complaint, except admits that he gave videotaped testimony about an armored vehicle, which speaks for itself and is the best evidence of its content.

221. Mr. LaPierre admits the allegations set forth in paragraph 221 of the Complaint.

222. Mr. LaPierre denies the allegations set forth in paragraph 222 of the Complaint, except admits that he and his wife looked at several houses in the Dallas, TX area for possible use as a safe house from time to time.

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

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

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

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

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

228. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 228 of the Complaint, except admits that he claims that the house sale was not completed because he realized that Ackerman wanted the NRA to pay for the house.

229. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 229 of the Complaint, except admits that Phillips served as the Treasurer of the NRA from 1992 to 2018 and that the duties of the Treasurer are set forth in the NRA's bylaws, which is a written document that speaks for itself and is the best evidence of its content.

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

231. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 231 of the Complaint.

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

233. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 233 of the Complaint, except admits that several of Phillips' staff raised concerns with the Audit Committee pursuant to the NRA's whistleblower

policy during the summer of 2018, including at a July 2018 Audit Committee meeting, and that some of those concerns pertained to Mr. Phillips and Mr. Powell.

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

235. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 235 of the Complaint.

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

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

238. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 238 of the Complaint.

239. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 239 of the Complaint.

240. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegation set forth in paragraph 240 of the Complaint.

241. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 241 of the Complaint, except admits that Phillips negotiated contracts with the MMP Principal's companies and that he (Mr. LaPierre) gave videotaped testimony regarding Phillips' negotiation of contracts with the MMP Principal's companies, which speaks for itself and is the best evidence of its content.

242. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 242 of the Complaint.

243. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 243 of the Complaint.

244. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 244 of the Complaint, except admits that, in 2017, the NRA began to plan for Phillips' retirement and the introduction of his replacement.

245. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 245 of the Complaint.

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

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

248. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 248 of the Complaint, except admits that he gave videotaped testimony about the alleged contract in question, which speaks for itself and is the best evidence of its content.

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

250. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 250 of the Complaint.

251. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 251 of the Complaint, except admits that, in 2016, the NRA hired Powell—who had been a board member of the NRA before he was hired—to be his (Mr. LaPierre's) Chief of Staff, that Powell was hired to oversee business practice changes and

improvements within the NRA, that he believed Powell had good ideas on potential areas of growth for the NRA, that he believed that, along with Powell's other business experience, Powell was a good choice for the NRA, and that he (Mr. LaPierre) gave videotaped testimony about Powell, which speaks for itself and is the best evidence of its content.

252. Mr. LaPierre denies the allegations set forth in paragraph 252 of the Complaint.

253. Mr. LaPierre denies the allegations set forth in paragraph 253 of the Complaint, except admits that Powell served as Executive Director of General Operations from late 2016 until December 2018 and thereafter served as Senior Strategist.

254. Mr. LaPierre admits the allegations set forth in paragraph 254 of the Complaint.

255. Mr. LaPierre denies the allegations set forth in paragraph 255 of the Complaint, except admits that, in January 2020, Powell was terminated for, among other things, misappropriating NRA funds.

256. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 256 of the Complaint, except admits that he and Phillips were involved in setting Powell's original compensation and that advice was obtained from compensation consultants, that when Powell first joined the NRA in June 2016, his salary was set at \$250,000, that it was later retroactively increased to \$500,000, and that Powell's predecessor as Chief of Staff, who had been at the NRA for over 35 years, had a base salary of approximately \$350,000 at the time of her retirement.

257. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 257 of the Complaint, except admits that the NRA has a written policy on relocation expenses, which speaks for itself and is the best evidence of its content.

258. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 258 of the Complaint, except admits, on information and belief, that Powell's salary was increased to \$650,000.

259. Mr. LaPierre denies the allegations set forth in paragraph 259 of the Complaint, except admits, on information and belief, that Phillips retroactively raised Powell's salary to \$800,000.

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

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

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

263. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 263 of the Complaint, except admits that in 2019 the then-Treasurer began examining Powell's expenses.

264. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 264 of the Complaint, except admits that the NRA terminated Powell in January 2020 after the NRA's then-Treasurer and CFO concluded that Powell had charged the NRA improperly for certain expenses.

265. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 265 of the Complaint, except admits, on information and belief, that Powell offered to pay a sum of \$40,760.20 in full satisfaction of outstanding

amounts sought by the NRA and that the NRA rejected the check because it did not constitute a payment of the amount demanded by the NRA.

266. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 266 of the Complaint, except admits, on information and belief, that the NRA filed a Form 990 for 2019, which speaks for itself and is the best evidence of its content.

267. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 267 of the Complaint, except admits that discussions began in or about mid-2017 regarding what later became known as “Project Ben-Hur,” and that such discussions ultimately involved McKenna and touched upon banking and insurance relationships.

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

269. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 269 of the Complaint, except admits that McKenna was a consultant for the NRA Office of Advancement from approximately 2012 until 2019, that, up until the Project Ben-Hur discussions, McKenna’s consulting for the NRA had mostly consisted of donor cultivation work with high net worth individuals, and that the NRA and McKenna entered into an amended agreement that lowered the monthly consulting fee paid to McKenna.

270. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 270 of the Complaint, except admits that the fees under that written agreement represented a fraction of what the NRA was paying McKenna.

271. Mr. LaPierre denies the allegation set forth in the first sentence of paragraph 271 of the Complaint and lacks knowledge or information sufficient to form a belief as to the truth of the rest of the allegations set forth in that paragraph.

272. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 272 of the Complaint, except admits that a firm called Looking Glass performed services for the NRA.

273. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 273 of the Complaint.

274. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 274 of the Complaint.

275. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 275 of the Complaint.

276. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 276 of the Complaint.

277. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 277 of the Complaint.

278. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 278 of the Complaint, except admits that a compliance “refresher” seminar was conducted in 2018, and that Powell participated in presenting the seminar, along with the Secretary/General Counsel.

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

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

281. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 281 of the Complaint, except admits that, after having been terminated, a former NRA employee lodged a sex discrimination complaint against Powell with the NRA Human Resources Director, and that the NRA Human Resources Director forwarded the complaint to the General Counsel's Office for investigation.

282. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 282 of the Complaint.

283. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 283 of the Complaint, except admits that he heard that the NRA settled the potential sexual discrimination claim made against the NRA for Powell's conduct.

284. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 284 of the Complaint, except admits that Powell was accused by an Ackerman employee of sexual harassment in 2018 and that she raised her accusation with him (Mr. LaPierre), which resulted in Powell being removed as the NRA's designated point of contact for Ackerman, and that he (Mr. LaPierre) then turned the matter over to attorneys.

285. Mr. LaPierre denies the allegations set forth in paragraph 285 of the Complaint, except admits that John Frazer has been the Secretary and General Counsel of the NRA since 2015, that he hired Frazer as General Counsel of the NRA in January 2015 and the Board appointed Frazer as Secretary in April 2015, that in Frazer's capacity as General Counsel Frazer reports directly to him, and that in Frazer's capacity as Secretary Frazer reports directly to the Board.

286. Mr. LaPierre admits the allegations set forth in paragraph 286 of the Complaint.

287. Mr. LaPierre admits the allegations set forth in paragraph 287 of the Complaint.

288. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 288 of the Complaint, except admits, on information and belief, that Frazer left the NRA to work in private practice in 2013 and that, in January 2015, Frazer returned to the NRA full-time as General Counsel.

289. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 289 of the Complaint, except admits, on information and belief, that at the time of Frazer's appointment as Secretary and his designation as General Counsel, Frazer had been licensed as an attorney for seven years and had been in private practice in his own firm for 18 months.

290. Mr. LaPierre denies the allegations set forth in paragraph 290 of the Complaint, except admits that he gave videotaped testimony about the hiring of Frazer, which speaks for itself and is the best evidence of its content.

291. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 291 of the Complaint, except admits that he did not consult an executive search firm to assist in identifying qualified candidates for the General Counsel position prior to hiring Frazer, that he did not ask that a search be conducted of Frazer's prior legal writings or of lawsuits in which he was involved, that he did not take steps to ensure that a credit or social-media check was conducted for Frazer before hiring him as General Counsel, and that he gave videotaped testimony about the hiring of Frazer, which speaks for itself and is the best evidence of its content.

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

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

294. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 294 of the Complaint.

295. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 295 of the Complaint.

296. Mr. LaPierre denies the allegations set forth in paragraph 296 of the Complaint, except admits that, in or around 1995, the NRA hired a person to work as a liaison between the EVP Office and the Board, donors and various other organizations, and that, for the last 25 years, the employee has been one of Mr. LaPierre's advisors.

297. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 297 of the Complaint.

298. Mr. LaPierre denies the allegations set forth in paragraph 298 of the Complaint, except admits that the person referred to in paragraph 298 of the Complaint has held various job titles during her career with the NRA, all of which entailed working closely with and reporting directly to him.

299. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 299 of the Complaint, except admits, on information and belief, that, at some point in the 2000s, an investigation of one of his advisors was conducted and investigators concluded that there was no intentional malfeasance on her part, but she was required to repay the NRA for some amount of reimbursement and her NRA credit card was taken away.

300. Mr. LaPierre denies the allegations set forth in paragraph 300 of the Complaint, except admits that, after credit card privileges of the person referred to in paragraph 296 of the Complaint were revoked, Phillips tasked an executive assistant in the Treasurer's Office ("Executive Assistant No. 1") with the responsibility of reviewing the person's expenses and reimbursement requests.

301. Mr. LaPierre denies the allegations set forth in paragraph 301 of the Complaint.

302. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 302 of the Complaint.

303. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 303 of the Complaint.

304. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 304 of the Complaint.

305. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 305 of the Complaint.

306. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 306 of the Complaint.

307. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 307 of the Complaint, except admits that he gave videotaped testimony about some things that are being investigated, which speaks for itself and is the best evidence of its content.

308. Mr. LaPierre admits the allegations set forth in paragraph 308 of the Complaint, and respectfully refers the Court to the videotape of the testimony he gave on this subject for its full, complete, and accurate content.

309. Mr. LaPierre denies the allegations set forth in paragraph 309 of the Complaint, except admits that the NRA disclosed in its 2019 Form 990 that the person referred to in paragraph 296 of the Complaint “diverted \$41,820.37 from the NRA but has fully repaid the organization, including interest, for a total of \$56,241.35.”

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

311. Mr. LaPierre denies the allegations set forth in paragraph 311 of the Complaint.

312. Mr. LaPierre denies the allegations set forth in paragraph 312 of the Complaint.

313. Mr. LaPierre admits the allegations set forth in paragraph 313 of the Complaint.

314. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 314 of the Complaint, except admits that, from 1992 to 2018, Ackerman was the NRA’s largest vendor.

315. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 315 of the Complaint.

316. Mr. LaPierre denies the allegations set forth in paragraph 316 of the Complaint, except admits that there was a business relationship between him and the co-founder of Ackerman, that he relied on the Ackerman co-founder for advice on organizational branding, strategic communication, and crisis management, and that, until October 2018, he and the co-founder would often speak on a daily basis and, depending on current events, might speak multiple times per day.

317. Mr. LaPierre denies the allegations set forth in paragraph 317 of the Complaint, except admits that he had a close relationship with the president of Mercury Group, who was a personal friend and advisor, dating back 30 years, and that he considered him a “brother” and maintained a business relationship with him for years through the entities he led, including Mercury Group and UWS.

318. Mr. LaPierre denies the allegations set forth in paragraph 318 of the Complaint, except admits that, in mid-to-late 2018, the relationship between the NRA and the Ackerman/Mercury Group eroded.

319. Mr. LaPierre denies the allegations set forth in paragraph 319 of the Complaint, except admits that the relationship between the NRA and Ackerman was formalized through a written agreement (the “Services Agreement”) and that the most recent iteration of the Services Agreement was entered into in April 2017 and amended in May 2018.

320. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 320 of the Complaint, except admits that the Services Agreement is a written document, which speaks for itself and is the best evidence of its content.

321. Mr. LaPierre denies the allegations set forth in paragraph 321 of the Complaint, except admits that he and Phillips sometimes met with Ackerman’s co-founder to negotiate the budget for the upcoming fiscal year.

322. Mr. LaPierre denies the allegations set forth in paragraph 322 of the Complaint.

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

324. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 324 of the Complaint.

325. Mr. LaPierre denies the allegations set forth in paragraph 325 of the Complaint, except admits, on information and belief, that Ackerman regularly passed expenses to the NRA without justification or appropriate backup.

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

327. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 327 of the Complaint.

328. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 328 of the Complaint.

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

330. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in the first and second sentences of paragraph 330 of the Complaint and denies the allegations set forth in the third sentence of paragraph 330 of the Complaint.

331. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 331 of the Complaint.

332. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 332 of the Complaint.

333. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 333 of the Complaint.

334. Mr. LaPierre denies the allegations set forth in paragraph 334 of the Complaint.

335. Mr. LaPierre denies the allegations set forth in paragraph 335 of the Complaint, and states that to the extent certain expenses were deemed to constitute excess benefits, Mr. LaPierre has reimbursed that amount to the NRA, with interest.

336. Mr. LaPierre denies the allegations set forth in paragraph 336 of the Complaint, except admits that, in 2018, the President of Mercury Group, Tony Makris, offered to accompany him on a visit to a medical clinic, and that, in connection with this visit, he (Mr. LaPierre) flew on a private charter, that he and the president of Mercury Group stayed at the Four Seasons for several days, and that the NRA paid for his (Mr. LaPierre's) private travel associated with this visit to the

medical clinic, and states that to the extent certain expenses were deemed to constitute excess benefits, he (Mr. LaPierre) has reimbursed that amount to the NRA, with interest.

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

338. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in the first, second, third and fourth sentences of paragraph 338 of the Complaint and denies the allegations set forth in the fifth sentence of paragraph 338 of the Complaint.

339. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in the first and second sentence of paragraph 339 of the Complaint and denies the allegations set forth in the third sentence of paragraph 339 of the Complaint, and states that to the extent certain expenses were deemed to constitute excess benefits, he has reimbursed that amount to the NRA, with interest.

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

341. Mr. LaPierre denies the allegations set forth in paragraph 341 of the Complaint insofar as they relate to him and lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 341 of the Complaint insofar as they relate to Phillips and Powell.

342. Mr. LaPierre denies the allegations set forth in paragraph 342 of the Complaint.

343. Upon information and belief, Mr. LaPierre admits the allegation set forth in paragraph 343 of the Complaint.

344. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 344 of the Complaint, except admits that UWS

produced a television program of the same name that was focused on hunting and was hosted by the president of Mercury Group and UWS.

345. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in the first, third and fourth sentences of paragraph 345 of the Complaint, denies the allegations set forth in the second sentence of paragraph 345 of the Complaint, and admits that UWS enjoyed the right to free airing of Under Wild Skies on NRA-TV.

346. Mr. LaPierre denies the allegations set forth in paragraph 346 of the Complaint, except admits that, as part of his work for the NRA and as part of his wife's volunteer work for the NRA's Women's Leadership Forum, he and his wife appeared in episodes of Under Wild Skies, traveling to and participating in big game hunts in the United States, Botswana, Tanzania, South Africa, and Argentina, and that the expenses associated with these trips—including professional hunter costs, camps, chartered travel, food and beverages, hunting licenses, trophy fees, and taxidermy—were incurred by UWS as part of the show, and lacks knowledge or information sufficient to form a belief as to the truth of the allegation that “[a]ccording to the president of Mercury Group and UWS, a single game hunt of this nature could cost upwards of \$100,000”.

347. Mr. LaPierre denies the allegations set forth in paragraph 347 of the 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. Mr. LaPierre denies the allegations set forth in the first sentence of paragraph 348 of the Complaint and lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in the second sentence of paragraph 348 of the Complaint.

349. Mr. LaPierre denies the allegations set forth in paragraph 349 of the Complaint, except admits that the NRA paid UWS for supplemental invoices.

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

351. Mr. LaPierre denies the allegations set forth in paragraph 351 of the Complaint insofar as they relate to him and lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 351 of the Complaint.

352. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 352 of the Complaint, except admits that the invoices referred to in paragraph 352 of the Complaint contain a one-line description that reads “supplemental invoice.”

353. Mr. LaPierre denies the allegations set forth in paragraph 353 of the Complaint insofar as they relate to him and lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations set forth in paragraph 353 of the Complaint.

354. Mr. LaPierre denies the allegations set forth in the first sentence of paragraph 354 of the Complaint and lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in the second, third, fourth and fifth sentences of paragraph 354 of the Complaint.

355. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 355 of the Complaint, except admits that, in 2016, he authorized Powell to terminate the then-Executive Director of the NRA’s General Operations, who had been in that role from 2012 to 2016, and that, upon information and belief, NRA security personnel escorted him out of the building.

356. Mr. LaPierre denies the allegations set forth in the first sentence of paragraph 356 of the Complaint and lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in the second and third sentences of that paragraph.

357. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 357 of the Complaint, except admits that the NRA has a written policy on independent contractors, which speaks for itself and is the best evidence of its content.

358. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 358 of the Complaint, except admits that the NRA has a written purchasing policy, which speaks for itself and is the best evidence of its content.

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

360. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 360 of the Complaint, except admits that there was a written agreement between the NRA the former General Operations Director, which speaks for itself and is the best evidence of its content, and further admits that he gave videotaped testimony about the agreement, which speaks for itself and is the best evidence of its content.

361. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 361 of the Complaint, except that he admits that he was not aware of any consulting services provided to the NRA pursuant to the referenced agreement, and that he gave videotaped testimony about the agreement, which speaks for itself and is the best evidence of its content.

362. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 362 of the Complaint.

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

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

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

366. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 366 of the Complaint.

367. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 367 of the Complaint.

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

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

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

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

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

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

374. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 374 of the Complaint.

375. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 375 of the Complaint.

376. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 376 of the Complaint.

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

378. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 378 of the Complaint, except admits that he gave videotaped testimony regarding whether he thought it was prudent for a charitable nonprofit organization to have an executive negotiate with a vendor while also being paid by that vendor, which speaks for itself and is the best evidence of its content.

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

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

381. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 381 of the Complaint.

382. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 382 of the Complaint, except admits that Board

Member No. 1 was a former professional football player who played in the National Football League and that, after his retirement from the National Football League, Board Member No. 1 worked as, among other things, a motivational speaker.

383. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 383 of the Complaint, except admits that Board Member No. 1 served as an NRA board member for many years and that he had a working relationship with the NRA for many years.

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

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

386. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 386 of the Complaint.

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

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

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

390. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 390 of the Complaint, except admits that in 2019 Board Member No. 1's compensation was changed from an annual flat-fee basis to a daily event fee.

391. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 391 of the Complaint, except admits that one of the members of the NRA's Board of Directors is a retired police officer from Iowa who served as a member of the Board, as Chair of the Gun Collectors Committee, as Vice Chair of the Military and Veteran Affairs Committee, and as a member of the Finance Committee, and in other positions, and that the member was not re-nominated in 2020.

392. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 392 of the Complaint, except admits, on information and belief, that, beginning in July 2009, Board Member No. 2 was paid by the NRA for the provision of services, under a written agreement with the NRA, which speaks for itself and is the best evidence of its content.

393. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 393 of the Complaint.

394. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 394 of the Complaint.

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

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

397. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 397 of the Complaint, except admits that Board Member No. 3 is a NRA Board member and served as NRA president from 2011 to 2013.

398. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 398 of the Complaint, except admits, on information and belief, that Board Member No. 3 received payments from the NRA for public speaking.

399. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 399 of the Complaint.

400. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 400 of the Complaint.

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

402. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 402 of the Complaint, except admits, on information and belief, that the NRA has a Board member who is a lawyer, who has served on the Board since 1992, and is a former president of the NRA.

403. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 403 of the Complaint, except admits that the NRA paid Board Member No. 4 for public speaking services.

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

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

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

407. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 407 of the Complaint, except admits, on information and belief, that a member of the Board of the NRA serves as a compensated member of the Board of Directors of Sturm, Ruger & Co. ("Ruger"), a well-known manufacturer of firearms, which has dealt with the NRA for many years, that, among its dealings with the NRA, Ruger purchases advertising in NRA publications and has provided donations and support to NRA programs.

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

409. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 409 of the Complaint, except admits that Board Member No. 5 is a past NRA President and current NRA Board member who has been paid under the EVP budget, that, he (Mr. LaPierre), on behalf of the NRA, and Board Member No. 5 executed a ten-year contract, and that he gave videotaped testimony regarding contracts with Board Member No. 5, which speaks for itself and is the best evidence of its content.

410. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 410 of the Complaint, except admits that he gave videotaped testimony about the contracts referred to in paragraph 410 of the Complaint, which speaks for itself and is the best evidence of its content.

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

412. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegation set forth in paragraph 412 of the Complaint.

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

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

415. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 415 of the Complaint, except admits that the NRA's bylaws are set forth in a written document, which speaks for itself and is the best evidence of its content.

416. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 416 of the Complaint, except admits that each of the NRA's official filings and IRS Forms 990 for each year from 2015 to 2019 is a written document, which speaks for itself and is the best evidence of its content.

417. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 417 of the Complaint, except admits that the NRA's bylaws are set forth in a written document which speaks for itself and is the best evidence of its content.

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

419. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 419 of the Complaint.

420. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 420 of the Complaint.

421. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 421 of the Complaint.

422. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 422 of the Complaint.

423. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 423 of the Complaint.

424. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 424 of the Complaint.

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

426. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 426 of the Complaint, except admits that the NRA's bylaws are set forth in a written document which speaks for itself and is the best evidence of its content.

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

428. Mr. LaPierre denies the allegations set forth in paragraph 428 of the Complaint.

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

430. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 430 of the Complaint.

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

432. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 432 of the Complaint, except admits that an employee formerly charged with processing certain expense reimbursements for him experienced an unexpected medical absence in recent years and that reimbursement of certain expenses was delayed, and states that he has borne the financial burden of that delay in that he continued to incur business expenses without timely reimbursement.

433. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegation set forth in paragraph 433 of the Complaint.

434. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 434 of the Complaint, except admits that he was formerly party to a post-employment contract with the NRA, which was terminated by mutual consent, and denies that he is currently party to any contract containing the terms described in paragraph 434.

435. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 435 of the Complaint, except admits that he signed a post-employment contract with the NRA in 2013, which was later terminated by mutual consent, denies that he is currently party to any contract containing the terms described in paragraph 435, and admits that he gave videotaped testimony about the alleged “post-employment” contract referred to in paragraph 435, which speaks for itself and is the best evidence of its testimony.

436. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 436 of the Complaint, except admits that the alleged contract referenced in paragraph 436 of the Complaint is a written document that speaks for itself

and is the best evidence of its content, and that he gave videotaped testimony about the alleged contract, which speaks for itself and is the best evidence of its content.

437. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 437 of the Complaint, except admits that there was a written letter agreement dated March 16, 2015, which speaks for itself and is the best evidence of its content.

438. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 438 of the Complaint, except admits that the NRA wanted to extend his post-employment contract and that the NRAs proposal was set forth in a written document that speaks for itself and is the best evidence of its content.

439. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 439 of the Complaint, except admits that he signed a memorandum dated April 30, 2018, which is a written document that speaks for itself and is the best evidence of its content.

440. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 440 of the Complaint, except admits that he gave videotaped testimony about the alleged contract extension and modification referred to in that paragraph, which speaks for itself and is the best evidence of its content.

441. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 441 of the Complaint, except admits that on or about January 7, 2021, the Board of Directors of the NRA approved an employment agreement for him that superseded his prior agreements regarding employment.

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

443. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 443 of the Complaint.

444. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 444 of the Complaint.

445. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the allegations set forth in paragraph 445 of the Complaint, except admits that the NRA's bylaws are set forth in a written document, which speaks for itself and is the best evidence of its content.

446. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 446 of the Complaint, except admits, on information and belief, that Powell's salary increased from his 2016 starting salary, which was \$250,000 annually, to \$800,000 annually.

447. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 447 of the Complaint, except admits that the NRA's IRS Form 990s for 2017 and 2018 are written documents, which speak for themselves and are the best evidence of their content.

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

449. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 449 of the Complaint, except admits that the NRA's annual CHAR500 filings are written documents, which speak for themselves and are the best evidence of their content.

450. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 450 of the Complaint, except admits that the NRA files IRS Form 990s, which are written documents that speak for themselves and are the best evidence of their content.

451. Mr. LaPierre denies the allegations set forth in the first and second sentences in paragraph 451 of the Complaint and lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in the third sentence in paragraph 451.

452. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 452 of the Complaint, except admits that the NRA's annual IRS Form 990 filings are written documents, which speak for themselves and are the best evidence of their content.

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

454. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 454 of the Complaint, except admits that the NRA's annual IRS Form 990 filings are written documents, which speak for themselves and are the best evidence of their content.

455. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 455 of the Complaint, except admits that the NRA's annual IRS Form 990 filings are written documents, which speak for themselves and are the best evidence of their content.

456. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 456 of the Complaint, except admits that the NRA's

annual IRS Form 990 filings are written documents, which speak for themselves and are the best evidence of their content.

457. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 457 of the Complaint, except admits that the NRA's 2018 IRS Form 990 is a written document, which speaks for itself and is the best evidence of its content.

458. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 458 of the Complaint, except admits that the NRA's 2017 IRS Form 990 is a written document, which speaks for itself and is the best evidence of its content.

459. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 459 of the Complaint.

460. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 460 of the Complaint, except admits that the NRA's IRS Form 990s are written documents, which speak for themselves and are the best evidence of their content.

461. Mr. LaPierre denies the allegations set forth in paragraph 461 of the Complaint, except admits that he had discussions with Dissident No. 1 in spring 2018 concerning Dissident No. 1's potential candidacy for NRA President.

462. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegation set forth in paragraph 462 of the Complaint, except admits that, at the time of his discussions with Dissident No. 1, Dissident No. 1 had a contract at Fox News, and that the NRA's bylaws did not permit Dissident No. 1 to receive a salary from the NRA as NRA President.

463. Mr. LaPierre denies the allegations set forth in the first and second sentences in paragraph 463 of the Complaint, and lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in the third and fourth sentences of that paragraph.

464. Mr. LaPierre denies the allegations set forth in the first sentence of paragraph 464 of the Complaint and lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in the second, third and fourth sentences of paragraph 464 of the Complaint, except admits that he had discussions with Dissident No. 1 in spring 2018 concerning Dissident No. 1's potential candidacy for NRA President.

465. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 465 of the Complaint.

466. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 466 of the Complaint.

467. Mr. LaPierre denies the allegations set forth in paragraph 467 of the Complaint.

468. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 468 of the Complaint, except admits that, in May 2018, Dissident No. 1 was nominated, with Mr. LaPierre's support, to be NRA President and was elected by the Board, that Dissident No. 1 did not immediately take office, and that an interim President served in his place.

469. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 469 of the Complaint.

470. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 470 of the Complaint.

471. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 471 of the Complaint.

472. Mr. LaPierre denies the allegations set forth in paragraph 472 of the Complaint, except admits that the Brewer firm was initially retained by the NRA in March 2018 to handle certain litigation matters, and that its work included issues involving NRA affinity partners.

473. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 473 of the Complaint, except admits that, in 2018, the Brewer firm was engaged to provide legal services to the NRA, that he did not ask any other clients of the firm about their experience, that he left certain aspects of the inquiry into these issues to the discretion of the General Counsel's office, and that he gave videotaped testimony regarding the Brewer engagement, which speaks for itself and is the best evidence of its content.

474. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 474 of the Complaint, except admits, on information and belief, that Frazer negotiated an engagement letter with the Brewer firm and prepared a business case analysis in connection with the same, and that Frazer is one of several individuals who has been responsible for reviewing and approving payment of the Brewer firm's invoices.

475. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 475 of the Complaint.

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

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

478. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 478 of the Complaint.

479. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 479 of the Complaint, except admits that an outside law firm was hired to review the Brewer firm's engagement and that the firm determined the engagement had been duly authorized.

480. Mr. LaPierre denies the allegations set forth in paragraph 480 of the Complaint.

481. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 481 of the Complaint, except admits that he believed that Dissident No. 1's inquiries into the NRA's affairs exceeded the purview of the NRA President, and that he gave videotaped testimony regarding Dissident No. 1, which speaks for itself and is the best evidence of its content.

482. Mr. LaPierre denies the allegations set forth in paragraph 482 of the Complaint, except admits that, in 2018, he raised concerns about Dissident No. 1's relationship with Ackerman.

483. Mr. LaPierre denies the allegations set forth in paragraph 483 of the Complaint, except admits that he sent cease and desist letters to Dissident No. 1, which are written documents that speak for themselves and are the best evidence of their content.

484. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 484 of the Complaint, except admits that he signed a letter dated February 26, 2019, addressed to Dissident No. 1, which speaks for itself and is the best evidence of its content, and arranged for it to be sent to Dissident No. 1, and that, in March 2019, he signed a follow-up letter to Dissident No. 1, which also speaks for itself and is the best evidence of its content, and arranged for that letter to be sent to Dissident No. 1, too.

485. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in the first sentence of paragraph 485 of the Complaint, except admits that he gave videotaped testimony to the effect that he withdrew his support for Dissident No. 1, which speaks for itself and is the best evidence of its content, and denies the allegations set forth in the third and fourth sentences of paragraph 485 of the Complaint.

486. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 486 of the Complaint, except admits, on information and belief, that a letter dated April 25, 2019, was received by the Executive Committee of the NRA from Dissident No. 1, which speaks for itself and is the best evidence of its content.

487. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 487 of the Complaint, except admits that Dissident No. 1 was not re-nominated at the NRA's annual meeting in Indianapolis and that a letter was read to NRA members during that meeting, which speaks for itself and is the best evidence of its content.

488. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 488 of the Complaint, except admits that, after Dissident No. 1 was not re-elected as NRA President, Dissident No. 1 did not resign from the NRA, continued on the NRA Board, and remained an NRA member, that the NRA filed an action in New York State Court seeking a declaratory judgment that expulsion of Dissident No. 1 is proper, and that litigation related to that action is currently stayed.

489. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 489 of the Complaint.

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

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

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

493. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 493 of the Complaint, except admits that the NRA has paid the Brewer firm's legal fees.

494. Mr. LaPierre denies the allegations set forth in paragraph 494 of the Complaint.

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

496. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 496 of the Complaint, except admits that the Mission Statement for the NRA's Audit Committee is set out in its Charter, which speaks for itself and is the best evidence of its content.

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

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

499. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 499 of the Complaint.

500. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 500 of the Complaint.

501. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 501 of the Complaint.

502. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 502 of the Complaint.

503. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 503 of the Complaint, except admits that the NRA's Statement of Corporate Ethics is set forth in a written document, which speaks for itself and is the best evidence of its content.

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

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

506. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 506 of the Complaint, except admits, on information and belief, that a group of employees in the Office of the Treasurer of the NRA conducted an independent review of certain transactions and that their work culminated in a memo titled "List of Top Concerns for the Audit Committee" (the "Top Concerns Memo") that was prepared in July 2018, which speaks for itself and is the best evidence of its content.

507. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 507 of the Complaint, except admits that he gave

videotaped testimony regarding the individuals who presented the concerns, which speaks for itself and is the best evidence of its content.

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

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

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

511. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 511 of the Complaint.

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

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

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

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

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

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

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

518. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 518 of the Complaint, except admits that the NRA has a written policy regarding conflicts of interest and related party transactions, which speaks for itself and is the best evidence of its content.

519. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 519 of the Complaint, except admits that the NRA has a written policy regarding conflicts of interest and related party transactions, which speaks for itself and is the best evidence of its content.

520. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 520 of the Complaint, except admits that the NRA has a written policy regarding conflicts of interest and related party transactions, which speaks for itself and is the best evidence of its content.

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

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

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

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

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

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

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

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

529. Mr. LaPierre denies the allegations set forth in the first sentence of paragraph 529 of the Complaint and lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in the second sentence of that paragraph.

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

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

532. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 532 of the Complaint.

533. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 533 of the Complaint.

534. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 534 of the Complaint.

535. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 535 of the Complaint.

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

537. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 537 of the Complaint, except admits that the Audit Committee Charter is a written document, which speaks for itself and is the best evidence of its content.

538. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 538 of the Complaint, except admits that RSM was the NRA's external auditor between 2008 and 2019.

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

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

541. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 541 of the Complaint.

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

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

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

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

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

547. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 547 of the Complaint.

548. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 548 of the Complaint.

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

550. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 550 of the Complaint, except admits that the NRA's bylaws are set forth in a written document, which speaks for itself and is the best evidence of its content.

551. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 551 of the Complaint, except admits that the NRA's bylaws are set forth in a written document, which speaks for itself and is the best evidence of its content.

552. Mr. LaPierre denies the allegations set forth in paragraph 552 of the Complaint.

553. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in the first sentence of paragraph 551 of the Complaint, denies the allegations set forth in the second and third sentences of paragraph 551 of the Complaint, and lacks knowledge or information sufficient to form a belief as to the truth of the statement in the fourth sentence of that paragraph, except admits that Powell was suspended from working at the NRA pending an investigation into his use of NRA money.

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

555. Mr. LaPierre denies the allegations set forth in paragraph 555 of the Complaint, except admits that outside counsel participated in formulating, and that Frazer and Powell at times participated in delivering, compliance training presentations.

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

557. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 557 of the Complaint.

558. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 558 of the Complaint.

559. Mr. LaPierre denies the allegations set forth in paragraph 559 of the Complaint.

560. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 560 of the Complaint.

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

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

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

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

565. Mr. LaPierre denies the allegations set forth in paragraph 565 of the Complaint.

566. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 566 of the Complaint, except admits that the NRA made filings with the Attorney General for 2015, 2016, 2017, 2018, and 2019, which speak for themselves and are the best evidence of their content.

567. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 567 of the Complaint, except admits that, to the extent that that paragraph references written documents, the documents speak for themselves and are the best evidence of their content.

568. Mr. LaPierre denies the allegations set forth in paragraph 568 of the Complaint, except admits that the Attorney General commenced this action on August 6, 2020, and that, under his direction and the direction of the Board of Directors, the NRA has undertaken a compliance review and remediation process.

569. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 569 of the Complaint, except admits that, in or around 2019, the NRA, through the Audit Committee, retained Aronson LLC as its external auditor and to assist in preparation of its tax filings.

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

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

572. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 572 of the Complaint, except admits, on information and belief, that the NRA has received clean audit opinions from both RSM and Aronson, in which

the outside auditors concluded that the NRA's financial statements fairly and accurately reflected in material respects its financial condition.

573. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 573 of the Complaint, except admits that the NRA received clean audit opinions from its former auditor RSM.

574. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 574 of the Complaint.

575. On information and belief, Mr. LaPierre admits the allegations set forth in paragraph 575 of the Complaint.

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

577. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 577 of the Complaint, except admits, on information and belief, that, in November 2020, the NRA filed with the Internal Revenue Service and with the New York Attorney General's Office its IRS Form 990 for 2019, which is a written document that speaks for itself and is the best evidence of its content.

578. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 578 of the Complaint.

579. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 579 of the Complaint.

580. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 580 of the Complaint.

581. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 581 of the Complaint.

582. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 582 of the Complaint.

583. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 583 of the Complaint.

584. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 584 of the Complaint, except admits that he signed the NRA's Form 990 for 2019.

585. Mr. LaPierre denies the allegations set forth in paragraph 585 of the Complaint, except admits that the NRA's Board of Directors met on January 7, 2021, and that certain NRA's officers, including, but not limited to, its then-Treasurer and CFO, were not asked to attend the meeting.

586. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in the first sentence of paragraph 586 of the Complaint, denies the allegations set forth in the second sentence of paragraph 586 of the Complaint, lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in the third sentence of paragraph 586 of the Complaint, denies the allegations set forth in the fourth sentence of paragraph 586 of the Complaint, lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in the fifth sentence of paragraph 586 of the Complaint, and admits that a new Treasurer was not elected by the Board until the end of the NRA's bankruptcy proceedings on May 2, 2021.

587. Mr. LaPierre admits, on information and belief, that on January 29, 2021, the NRA circulated an email under his name announcing that the then-Treasurer had departed the NRA for health reasons and that he gave testimony under oath to a representative for the United States Trustee for the Northern District of Texas, which testimony was transcribed and set forth in a written document that speaks for itself and is the best evidence of its content, denies the allegation set forth in the third sentence of paragraph 587 of the Complaint, and lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in the fourth sentence of paragraph 587 of the Complaint.

588. Mr. LaPierre denies the allegations set forth in paragraph 588 of the Complaint, except admits that, in late 2020, the NRA filed its 2019 Form 990, which is a written document that speaks for itself and is the best evidence of its content.

589. Mr. LaPierre denies the allegations set forth in paragraph 589 of the Complaint, except admits that the NRA filed its 2019 Form 990, which is a written document that speaks for itself and is the best evidence of its content.

590. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 590 of the Complaint, except admits that the NRA reported certain things in its 2019 Form 990, which is a written document that speaks for itself and is the best evidence of its content.

591. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 591 of the Complaint, except admits that the NRA did make certain disclosures in its 2019 Form 990, which is a written document that speaks for itself and is the best evidence of its content.

592. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 592 of the Complaint, except admits that the NRA filed a 2019 Form 990 which is a written document that speaks for itself and is the best evidence of its contents.

593. Mr. LaPierre denies the allegations set forth in paragraph 593 of the Complaint.

594. Mr. LaPierre denies the allegations set forth in paragraph 594 of the Complaint.

595. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 595 of the Complaint, except admits that the NRA entered into contracts with Allegiance, Concord , and MMP.

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

597. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in the first and second sentences of paragraph 597 of the Complaint, and denies the allegation set forth in the third sentence of paragraph 597 of the Complaint.

598. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 598 of the Complaint.

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

600. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 600 of the Complaint, except specifically denies that he negotiated the amendment.

601. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 601 of the Complaint.

602. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 602 of the Complaint.

603. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 603 of the Complaint, except admits that, on January 15, 2021, the NRA and Sea Girt LLC filed voluntary Chapter 11 petitions for bankruptcy in the United States District Court for the Northern District of Texas, that Sea Girt is a for-profit Texas-domiciled wholly-owned company formed by the NRA shortly before the bankruptcy, and that, on January 20, 2021, the bankruptcy court ordered that the two actions be jointly administered under the caption, *In re NRA*, Case 21-30085-hdh11, ECF No. 36.

604. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in the first sentence of paragraph 604 of the Complaint and denies the allegations set forth in the second and third sentences of paragraph 604 of the Complaint.

605. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 605 of the Complaint, except admits, on information and belief, that the NRA formed the SLC to oversee certain litigation and that the SLC consisted of the President and the First and Second Vice Presidents.

606. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 606 of the Complaint as they relate to Frazer, except admits that he (Mr. LaPierre) agreed to recuse himself from any matters subject to the oversight of the SLC.

607. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 607 of the Complaint, except admits that, on January 7, 2021, the NRA Board approved a resolution formalizing the SLC (the “SLC Resolution”), which established the SLC as a committee of the Board, and that the SLC Resolution is set forth in a written document, which speaks for itself and is the best evidence of its content.

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

609. Mr. LaPierre admits the allegations set forth in paragraph 609 of the Complaint.

610. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 610 of the Complaint, except admits that the 2021 Employment Agreement is a written document, which speaks for itself and is the best evidence of its content.

611. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 611 of the Complaint, except admits that he gave testimony during the NRA bankruptcy proceedings and that that testimony was transcribed and set forth in a written document, which speaks for itself and is the best evidence of its content.

612. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 612 of the Complaint, except admits that the 2021 Employment Agreement is set forth in a written document, which speaks for itself and is the best evidence of its content, that he intended for the 2021 Employment Agreement to supersede his prior employment agreements and that, on information and belief, the NRA intended for the 2021 Employment Agreement to supersede his prior employment agreements.

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

614. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 614 of the Complaint.

615. Mr. LaPierre denies the allegations set forth in paragraph 615 of the Complaint, except admits that the 2021 Employment Agreement does not contain the words “bankruptcy” or “Chapter 11.”

616. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 616 of the Complaint.

617. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 617 of the Complaint.

618. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 618 of the Complaint.

619. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 619 of the Complaint, except admits that he advised three members of the NRA Board of Directors – the President, the First Vice President and the Second Vice President – who comprised the Special Litigation Committee of the Board of Directors – of his intention to put the NRA into bankruptcy before the filing of the NRA’s bankruptcy petition, and that, on information and belief, other members of the board were aware that he was considering putting the NRA into bankruptcy before the petition was filed as part of a restructuring and/or reorganization.

620. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 620 of the Complaint, except admits that he provided

facts and information to certain salaried NRA officers indicating that he was considering putting the NRA into bankruptcy before the filing of the bankruptcy petitions.

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

622. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 622 of the Complaint.

623. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 623 of the Complaint, except admits that he directed the NRA's then-Treasurer to wire \$5 million to the Brewer Firm Trust Account for the purpose of looking into reorganization or restructuring alternatives.

624. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 624 of the Complaint, except admits that he did not inform or consult with the NRA Executive Directors of General Operations, Advancement, or the NRA-ILA in advance of the NRA bankruptcy filing.

625. Mr. LaPierre denies the allegations set forth in paragraph 625 of the Complaint.

626. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 626 of the Complaint, except admits that he gave testimony regarding the matters addressed in paragraph 626, which was transcribed in a written document that speaks for itself and is the best evidence of its content.

627. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 627 of the Complaint, except admits that the NRA issued press releases which speak for themselves and are the best evidence of their content, that he

authorized the press releases, and that he wrote a letter to NRA members and supporters which speaks for itself and is the best evidence of its content.

628. Mr. LaPierre admits the allegations set forth in paragraph 628 of the Complaint.

629. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 629 of the Complaint, except admits that the bankruptcy court granted the motions to dismiss in a written order that speaks for itself and is the best evidence of its contents.

630. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 630 of the Complaint, except admits that the bankruptcy court issued an order which is a written document that speaks for itself and is the best evidence of its content.

631. Mr. LaPierre denies the allegations set forth in paragraph 631 of the Complaint, except admits that the bankruptcy court issued an order which is a written document that speaks for itself and is the best evidence of its content.

632. Mr. LaPierre denies the allegations set forth in paragraph 632 of the Complaint, except admits that the bankruptcy court issued an order which is a written document that speaks for itself and is the best evidence of its content.

633. Mr. LaPierre denies the allegations set forth in paragraph 633 of the Complaint, except admits that the bankruptcy court issued an order which is a written document that speaks for itself and is the best evidence of its content.

634. Mr. LaPierre denies the allegations set forth in paragraph 634 of the Complaint, except admits that he continues in his leadership position.

635. Mr. LaPierre repeats his responses to the allegations set forth in paragraphs 1 through 634 of the Complaint and incorporates them by reference as though fully set forth herein.

636. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 636 of the Complaint.

637. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 637 of the Complaint.

638. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 638 of the Complaint.

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

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

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

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

643. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 643 of the Complaint.

644. Mr. LaPierre repeats his responses to the allegations set forth in paragraphs 1 through 643 of the Complaint and incorporates them by reference as though fully set forth herein.

645. Mr. LaPierre denies the allegations set forth in paragraph 645 of the Complaint.

646. Mr. LaPierre denies the allegations set forth in paragraph 646 of the Complaint.

647. Mr. LaPierre denies the allegations set forth in paragraph 647 of the Complaint.

648. Mr. LaPierre denies the allegations set forth in paragraph 648 of the Complaint.

649. Mr. LaPierre repeats his responses to the allegations set forth in paragraphs 1 through 648 of the Complaint and incorporates them by reference as though fully set forth herein.

650. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 650 of the Complaint.

651. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 651 of the Complaint.

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

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

654. Mr. LaPierre repeats his responses to the allegations set forth in paragraphs 1 through 653 of the Complaint and incorporates them by reference as though fully set forth herein.

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

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

657. Mr. LaPierre lacks knowledge and information sufficient to form a belief as to the truth of the allegations set forth in paragraph 657 of the Complaint.

658. Mr. LaPierre repeats his responses to the allegations set forth in paragraphs 1 through 657 of the Complaint and incorporates them by reference as though fully set forth herein.

659. Mr. LaPierre lacks knowledge and information sufficient to form a belief as to the truth of the allegations set forth in paragraph 659 of the Complaint.

660. Mr. LaPierre lacks knowledge and information sufficient to form a belief as to the truth of the allegations set forth in paragraph 660 of the Complaint.

661. Mr. LaPierre lacks knowledge and information sufficient to form a belief as to the truth of the allegations set forth in paragraph 661 of the Complaint.

662. Mr. LaPierre repeats his responses to the allegations set forth in paragraphs 1 through 661 of the Complaint and incorporates them by reference as though fully set forth herein.

663. Mr. LaPierre lacks knowledge and information sufficient to form a belief as to the truth of the allegations set forth in paragraph 663 of the Complaint.

664. Mr. LaPierre lacks knowledge and information sufficient to form a belief as to the truth of the allegations set forth in paragraph 664 of the Complaint.

665. Mr. LaPierre denies the allegations set forth in paragraph 665 of the Complaint.

666. Mr. LaPierre repeats his responses to the allegations set forth in paragraphs 1 through 665 of the Complaint and incorporates them by reference as though fully set forth herein.

667. Mr. LaPierre lacks knowledge and information sufficient to form a belief as to the truth of the allegations set forth in paragraph 667 of the Complaint.

668. Mr. LaPierre lacks knowledge and information sufficient to form a belief as to the truth of the allegations set forth in paragraph 668 of the Complaint.

669. Mr. LaPierre lacks knowledge and information sufficient to form a belief as to the truth of the allegations set forth in paragraph 669 of the Complaint.

670. Mr. LaPierre repeats his responses to the allegations set forth in paragraphs 1 through 669 of the Complaint and incorporates them by reference as though fully set forth herein.

671. Mr. LaPierre lacks knowledge and information sufficient to form a belief as to the truth of the allegations set forth in paragraph 671 of the Complaint.

672. Mr. LaPierre lacks knowledge and information sufficient to form a belief as to the truth of the allegations set forth in paragraph 672 of the Complaint.

673. Mr. LaPierre lacks knowledge and information sufficient to form a belief as to the truth of the allegations set forth in paragraph 673 of the Complaint.

674. Mr. LaPierre repeats his responses to the allegations set forth in paragraphs 1 through 673 of the Complaint and incorporates them by reference as though fully set forth herein.

675. Mr. LaPierre lacks knowledge and information sufficient to form a belief as to the truth of the allegations set forth in paragraph 675 of the Complaint.

676. Mr. LaPierre lacks knowledge and information sufficient to form a belief as to the truth of the allegations set forth in paragraph 676 of the Complaint.

677. Mr. LaPierre lacks knowledge and information sufficient to form a belief as to the truth of the allegations set forth in paragraph 677 of the Complaint.

678. Mr. LaPierre repeats his responses to the allegations set forth in paragraphs 1 through 677 of the Complaint and incorporates them by reference as though fully set forth herein.

679. Mr. LaPierre denies the allegations set forth in paragraph 679 of the Complaint.

680. Mr. LaPierre denies the allegations set forth in paragraph 680 of the Complaint.

681. Mr. LaPierre denies the allegations set forth in paragraph 681 of the Complaint.

682. Mr. LaPierre repeats the responses to the allegations set forth in paragraphs 1 through 681 of the Complaint and incorporates them by reference as though fully set forth herein.

683. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 683 of the Complaint.

684. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 684 of the Complaint.

685. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 685 of the Complaint.

686. Mr. LaPierre repeats the responses to the allegations set forth in paragraphs 1 through 686 of the Complaint and incorporates them by reference as though fully set forth herein.

687. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 687 of the Complaint.

688. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 688 of the Complaint.

689. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 689 of the Complaint.

690. Mr. LaPierre repeats the responses to the allegations set forth in paragraphs 1 through 689 of the Complaint and incorporates them by reference as though fully set forth herein.

691. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 691 of the Complaint.

692. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 692 of the Complaint.

693. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 693 of the Complaint.

694. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 694 of the Complaint.

695. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 695 of the Complaint.

696. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 696 of the Complaint.

697. Mr. LaPierre repeats the responses to the allegations set forth in paragraphs 1 through 696 of the Complaint and incorporates them by reference as though fully set forth herein.

698. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 698 of the Complaint.

699. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 699 of the Complaint.

700. Mr. LaPierre denies the allegations set forth in the fifth sentence of paragraph 700 of the Complaint and lacks knowledge or information sufficient to form a belief as to the truth of the rest of the allegations set forth in paragraph 700 of the Complaint.

701. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 701 of the Complaint.

702. Mr. LaPierre repeats the responses to the allegations set forth in paragraphs 1 through 701 of the Complaint and incorporates them by reference as though fully set forth herein.

703. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 703 of the Complaint.

704. Mr. LaPierre lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 704 of the Complaint.

RESPONSE TO PRAYER FOR RELIEF

Mr. LaPierre denies that the Attorney General is entitled to judgment against him for any of the relief demanded in her Prayer for Relief.

AFFIRMATIVE DEFENSES AND/OR OTHER DEFENSES

Without admission that it carries the burden of proof as to any of the following, ~~Mr. or that~~ any of the following constitutes an “affirmative defense” within the meaning of the CPLR, Mr. LaPierre asserts the following affirmative defenses and other defenses without waiver of other applicable affirmative defenses or other defenses not included here, which he reserves the right to assert as they become known. In support of the following affirmative defenses and other defenses, upon information and belief, Mr. LaPierre alleges as follows:

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First Affirmative Defense

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

Second Affirmative Defense

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

Third Affirmative Defense

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

This action alleges violations of New York's Not-for-Profit Corporation Law (“N-PCL”), New York's Estates, Powers and Trust Law (“EPTL”), and New York's Executive Law. The operative complaint is 179 pages long and contains 704 paragraphs of allegations, many with multiple subparts (NYSCEF 646). In the complaint, the Attorney General asserts fifteen causes of action, three of them against LaPierre, and requests judgment against the Defendants for ten forms of relief. (NYSCEF 646, at page 160-176.) The Attorney General's “Prayer for Relief” includes, *inter alia*, a request for judgment against LaPierre: (1) removing him for cause from his

position as Executive Vice President of the NRA pursuant to N-PCL §§ 706(d), 714(c), and 717 and EPTL § 8-1.4; (2) permanently barring him from re-election and from serving as an officer or director of the NRA pursuant to EPTL § 8-1.4; (3) permanently barring him from serving as an officer, director, or trustee of any not-for-profit or charitable organization incorporated or authorized to conduct business or solicit charitable donations in the State of New York pursuant to EPTL § 8-1.4; (4) directing him “to account for [his] conduct in failing to perform [his] duties in managing the NRA’s charitable assets[,] to pay full restitution to the NRA for the waste and misuse of its charitable assets, including the return of salary received while breaching [his] fiduciary duties to the NRA, plus interest at the statutory rate[,] and to pay damages to the NRA arising from the breach of fiduciary duties pursuant to N-PCL §§ 720 and EPTL § 8-1.4;” and (5) “[d]irecting [him] to pay the NRA restitution for all excessive, unreasonable, and excess benefits that were paid to and **unjustly enriched** [him] in violation of law and NRA bylaws and policies.”³ (*Id.* Emphasis added.)

LaPierre has been working for the NRA since 1978 and has been its Executive Vice President since 1991. Every year since 2008, the NRA has filed an annual “CHAR 500” report and IRS Forms 990 with the New York State Office of the Attorney General Charities Bureau (“OAG” or “Charities Bureau”) disclosing LaPierre’s compensation and the organization’s use of first class or charter travel, and for over a decade, as far as LaPierre knows, no one from the OAG or the Internal Revenue Service (“IRS”) ever raised an issue about his compensation or the organization’s provision of first class or charter travel, leading LaPierre to believe that neither the OAG nor the IRS had any issues or concerns about his compensation or the organization’s

³ This last request was based on a nonstatutory cause of action for unjust enrichment contained in the Attorney General’s prior complaint, which this Court dismissed (*see* NYSCEF 609). Despite the dismissal, the Attorney General has refused to delete the words “**unjustly enriched**”.

provision of first class or charter travel. On September 4, 2018, less than 10 days before the primary elections, during a debate with other Democratic Attorney General candidates, James stated that, if elected, her “top issue” would be “going after the NRA because it is a criminal enterprise.”⁴ On September 6, 2018, less eight days before the primary elections, in an interview with *Our Time Press*, she accused the NRA of being a “terrorist organization”.⁵ On October 31, 2018, a week before the general election, while being interviewed for a magazine article, James stated: “The NRA holds [itself] out as a charitable organization, but, in fact, [it] really [is] a terrorist organization.”⁶ Her message was clear: If you elect me, I will use my position and public resources to try to shut the NRA down.

After winning election based on that promise, she set out to do exactly that. Instead of acting ethically and recusing herself from matters involving the NRA and allowing them to be handled by impartial and independent counsel outside the office of the OAG, to avoid impropriety and the appearance of impropriety, she took charge of matters involving the NRA personally, allocated an enormous amount of public resources to an investigation of the NRA and, in an attempt to deceive the Court and the public, crafted a contrived and false narrative about the NRA and LaPierre, grossly inflating the amount of his compensation, in a complaint setting forth allegations telling what this Court has described as “a grim story of greed, self-dealing and

⁴ September 4, 2018 video of the Forum for the Democratic Attorney General Primary Candidates at a NYC bar association gathering where Letitia James calls the NRA a “criminal enterprise” (URL: https://www.youtube.com/watch?v=6n2_LHNEUW0 (accessed on or about March 11, 2023))

⁵ *Our Time Press* interview of Attorney General Candidate, Letitia James on September 6, 2018 (URL: <https://web.archive.org/web/20180909170122/https://ourtimepress.com/attorney-general-candidate-public-advocate-letitia-james/> (accessed on or about March 10, 2023)).

⁶ Ebony article, “Letitia ‘Tish’ James on Becoming New York’s Next Attorney General,” dated October 31, 2018 (URL: <https://www.ebony.com/letitia-tish-james-on-becoming-new-yorks-next-attorney-general/> (accessed on or about March 12, 2023)).

financial oversight at the highest levels of the National Rifle Association.” See Decision and Order on Motion dated March 2, 2022 (NYSCEF 609).

In an attempt to support this false and misleading narrative, James and her massive team of lawyers, over a dozen of them, also included in their complaint material misrepresentations of fact in an attempt to deceive the Court as to the location of the NRA’s office, alleging, under oath, that “the office of the NRA is in New York County” when they knew that was not true—when they knew full well that the NRA did not have an office in New York County. The purpose of this misrepresentation was to allow James to secure the venue of her choice—one with a pool of jurors she apparently hoped would share her animus, bias, prejudice and open hostility toward the NRA.

Thus, acting *ultra vires*, and with a glaring and irreconcilable conflict of interest, in pursuit of her own interest and personal gain, rather than any legitimate government or public interest, James stands before this Court with dirty hands asking for what she calls “equity”—removal of LaPierre from his position as head of the NRA, depriving him of his livelihood and life savings, through forfeiture of all compensation earned from his work for the NRA over the last 45 years, and, last but not least, imposition of a lifetime ban on nonprofit service by LaPierre, anywhere—relief that she is not authorized to seek and that this Court does not have the power to grant—relief designed not to secure compliance with New York’s nonprofit law or ensure proper administration of the NRA’s assets, but, rather, to destroy the NRA and put an end to its mission, by taking LaPierre, a leader in Second Amendment advocacy, out of the game, violating his First Amendment rights to freedom of association and freedom of speech, and silencing him forever.

The New York State Office of the Attorney General, the Charities Bureau, and the State of New York slept on their right to challenge Mr. LaPierre’s compensation as excessive and to challenge the NRA’s provision of charter travel to Mr. LaPierre as unlawful. Since at least 2008,

the NRA has been filing annual reports with the OAG Charities Bureau showing the amounts of compensation the NRA was paying to Mr. LaPierre and, with one exception (2013), showing that the NRA was providing first class or charter travel. The OAG Charities Bureau was aware of the amounts of compensation and the fact that the NRA was providing first class or charter travel to certain persons for at least 11 years before the Attorney General commenced this action seeking relief against LaPierre, including equitable relief. This awareness should have put the attorney general on notice as to its potential claims against LaPierre relating to compensation and charter travel. By failing to investigate, or make any inquiry at all, the attorney general's delay became unreasonable. Under New York's Not-for-Profit Corporation Law and New York's Estates, Powers and Trusts Law, the Attorney General asserts that LaPierre's acceptance of the compensation he was offered (and had no hand in determining) was unlawful and that his use of charter travel was unlawful, but for more than a decade before this action was brought the OAG ignored the information the NRA gave the OAG, apparently viewing the compensation as reasonable and expressing no concern about the NRA's use of charter travel. As a result, the OAG was aware or should have been aware of its potential claims against LaPierre relating to his compensation and charter travel in 2009. And, by 2016, when the NRA filed its CHAR 500 for 2015, showing both the use of charter travel and that the NRA had paid LaPierre over \$5,000,000 in total compensation in 2015 (albeit with most of that being a mandatory payout from his retirement plan that he had earned over the course of the prior 38 years of his employment by the NRA), the OAG was aware or should have been aware of those facts. And that is exactly the purpose behind the Legislature's policy choice to require not-for-profit corporations to make these filings each year—so that the attorney general can ask, and get the information it needs to do its job, promptly, and without unreasonable delay.

Rather than reading the Char500s and Forms 990s filed by the NRA, the Charities Bureau, the OAG, James and her predecessors Andrew Cuomo, Eliot Spitzer, Eric Schneiderman, and Barbara Underwood, sat on their hands despite information in the NRA's CHAR 500's and Form 990's that put them on notice of the amount the NRA paid to Mr. LaPierre each year as compensation for the services he provided to the NRA and of the fact that the NRA was providing first class or charter travel to some persons. The Attorney General's failure to bring her claim against Mr. LaPierre for unlawful compensation and unlawful charter travel (or even investigate it) until 2020 was unreasonable.

Not only was the Attorney General responsible for an unreasonable delay, but that delay prejudiced LaPierre. Over the 11 years between 2009, when the NRA's use of first class or charter travel was disclosed in its CHAR 500/Form 990 filing for 2008, and 2020, when the Attorney General brought this action against LaPierre challenging his compensation and charter travel, witnesses have died, including the person who served as the NRA's Director of Security from 2008 to 2012 who conducted threat assessments and advised LaPierre that use of charter travel was necessary for security purposes, and directors who were involved in determining the amount of LaPierre's compensation. In addition, documents relating to the fixing of LaPierre's compensation, threats to LaPierre, and the decision of the NRA to provide charter travel to LaPierre, have become difficult to locate, and some may no longer exist. Certainly, the mustering of testimony and documents establishing the security threats that created the need for the NRA to provide charter travel to LaPierre would now be far more difficult than it would have been if the OAG had acted promptly on the information provided to it by the NRA in its 2008 CHAR 500 and Form 990, and subsequent filings. The passage of time without action by the OAG on the compensation and charter travel issues the Attorney General now belatedly seeks to raise has

deprived LaPierre of key witnesses, forming inequity. That the testimony of Steven Shulman, who represented the NRA as outside counsel (through several firms, including Cadwalader, Wickersham & Taft) from 1978 (the year Mr. LaPierre started at the NRA) until his death in 2011, and Gordon Russell, who served as the NRA's head of security from 1994 until his death in 2014, regarding the NRA's need for charter travel will necessarily remain unknown demonstrates why the OAG's 11-year delay in bringing a claim based on Mr. LaPierre's compensation or charter travel was prejudicial. The decreased ability of Mr. LaPierre to vindicate himself that results from the death of these witnesses is good grounds for a defense of laches. Indeed, it appears that no witness remains who could testify on behalf of LaPierre as to the threat levels before 2008 that created the need for Mr. LaPierre to use charter travel for security reasons or the manner in which that the threats were assessed and documented, or as to any steps Shulman and Russell took to ensure that the NRA's policy regarding charter travel was compliant with IRS rules and New York law.

In discharging his duties as Executive Vice President of the NRA, Mr. LaPierre, who at all times was acting in good faith, was entitled to rely on information, opinions, reports or statements from other persons as to matters which he believed to be within their professional or expert competence, and Shulman and Russell were such a persons. To require Mr. LaPierre to face the Attorney General's charges that the NRA's policy and practice with regard to charter travel was not established in accordance with IRS rules and regulations, New York's Not-for-Profit Corporation Law and New York's Estates, Powers and Trusts Law back in 2008, 15 years ago, without having Shulman and Russell to testify on his behalf, would be unfair. Mr. LaPierre accepted the NRA's provision of charter travel with the belief that the provision of charter travel was being provided in accordance with the law and IRS rules, and acted with the belief that the

NRA's payment of compensation to him in the amounts the NRA had determined was lawful and that the NRA's provision of charter travel was lawful, and Mr. LaPierre requests that the Court find that the Attorney General is estopped and barred by the doctrine of laches from pursuing any claim against him based on the theory that his acceptance of the compensation offered to him by the NRA and paid to him by the NRA was unlawful or that his acceptance of the charter travel provided to him by the NRA was unlawful.

If the Attorney General had challenged Mr. LaPierre's compensation and charter travel promptly after receiving the NRA's 2008 filings, Mr. LaPierre could have directed that an appropriate legal review be conducted to ensure that the NRA was complying with all applicable laws, rules and regulations and, based on that advice, taken steps to address the Attorney General's concerns and altered his conduct to the extent necessary or appropriate to address any legitimate concerns. By sitting on its hands, the Charities Bureau and the OAG deprived him of the opportunity to change his behavior, if necessary, to comply with the law, making it unfair for the Attorney General to complain that he should have behaved differently. If, after receiving the NRA's 2008 filing disclosing the use of first class or charter travel, the OAG had promptly identified any defect in the NRA's policy of providing Mr. LaPierre with charter travel promptly, the NRA could have cured it and avoided the purported problem of which the Attorney General now complains.

A long line of New York attorneys general knew or should have known of the amounts of compensation the NRA was paying to Mr. LaPierre and that the NRA was using charter travel, and of their right to challenge Mr. LaPierre's compensation and use of charter travel, for many years before commencing this action and first asserting that Mr. LaPierre's compensation was excessive and unlawful and that his use of charter travel was unnecessary and unlawful. During

the period of the Charities Bureau's inaction, the NRA's Officers Compensation Committee continued to follow the process they had been following for years, the NRA's Board of Directors continued to approve the amounts of compensation recommended by the Officers Compensation Committee, and the NRA continued to provide charter travel to or for Mr. LaPierre because of his special need for security, acts that the Attorney General now says were unlawful and constituted violations of New York nonprofit law, acting as though she is surprised that these amounts of compensation were being paid and that charter travel was being used when her Office knew all along. If the Attorney General were to prevail on its excessive compensation and charter travel claims and succeed in clawing back all of the compensation the NRA paid Mr. LaPierre and getting LaPierre banned for life from nonprofit service, Mr. LaPierre would lose his livelihood, his life's savings and his right to freedom of association and free speech, all on the basis of trumped up claims belatedly asserted by this Attorney General after her predecessors sat on their hands for 43 years. If the Charities Bureau had contacted Mr. LaPierre and expressed concern about his compensation, he could have looked at the matter, sought appropriate professional advice from a compensation expert and compensation counsel, and taken appropriate steps to make sure the NRA was complying fully with the N-PCL and the EPTL, but because the Charities Bureau expressed no concern, Mr. LaPierre naturally assumed, and believe, that the Charities Bureau had no concerns about his or use of charter travel.

James is clearly acting outside the scope of her authority, not to protect a public interest, but to protect her own interest in keeping a patently improper and corrupt campaign promise she made to garner media attention, get free publicity, and solicit campaign donations and votes from her base.

First Affirmative Defense

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

Second Affirmative Defense

2. The causes of action asserted against Mr. LaPierre in the Complaint, and related requests for relief, are barred, in whole or in part, by the doctrines of laches, estoppel, waiver and/or law of the case. The following allegations, among others, support this affirmative defense: (a) the Attorney General failed to timely review, analyze and take appropriate action with respect to Char500 filings made by the NRA and provide appropriate guidance to the NRA and LaPierre as to the Attorney General's view as to how certain transactions should be treated by the NRA and LaPierre or would be treated by the Attorney General, such as transactions related to compensation of LaPierre and expenditures for charter travel, leading LaPierre to believe that all transactions reported to the New York Charities Bureau were proper and lawful and that no changes in the NRA's bookkeeping, accounting, or reporting policies, practices or procedures were necessary or appropriate; (b) the Court has dismissed the unjust enrichment claim asserted against LaPierre and the Attorney General has not appealed the order dismissing the unjust enrichment claim; and (c) the Attorney General did not bring an action against LaPierre for the relief demanded in the complaint sooner, thereby allowing practices and procedures thought to be sufficient to comply with the law to continue without any guidance, and transactions that LaPierre believed to be lawful, to continue without any input, warning or admonition or indication from the Attorney General that the Attorney General might view the practices, procedures or transactions as improper, imprudent or unlawful, in dereliction of her duty to provide guidance and assistance to not-for-profit corporations and their directors, officers and key persons in understanding and complying with New York's Not-for-Profit Corporation Law and Estates, Power and Trusts Law, and other applicable laws, rules and regulations, thus abdicating her duty to oversee and supervise the NRA

and failing to discharge her duty as an overseer of not-for-profit corporations, and then turning around and trying to take advantage of her own failure to discharge her duty to dissolve the NRA deprive LaPierre of his livelihood, when timely notice and a fair and reasonable opportunity to address and cure any alleged defect or deficiency in the NRA compliance with New York law would have allowed the NRA and LaPierre to address any legitimate concerns the Attorney General may have had about the NRA's compliance *vel non* with New York nonprofit law.

Third Affirmative Defense

3. The causes of action asserted against Mr. LaPierre in the Complaint, and related requests for relief, are barred, in whole or in part, by Plaintiff's unclean hands. The following allegations, among others, support this affirmative defense: (a) for personal and political reasons, Letitia James, first as a private citizen and then as Attorney General of the State of New York, has gratuitously, maliciously and baselessly maligned the NRA, and, by implication, him, in a deliberate attempt to cause reputational harm to the association and him and has engaged in deceit and collusion by knowingly making false statements, including certain statements under oath, in an attempt to deceive the Court and garner free publicity and attention for herself and poison the well of public opinion against the NRA and LaPierre, and obtain donations from billionaire donors, obtain her favored venue and poison the jury pool, by, among other things, alleging, under oath, in her complaint, that the NRA has an office in New York County and that the association paid LaPierre compensation in an amount in excess of \$5,000,000 in 2015, implying the false assertion that the payment was all for services rendered in 2015, and, through counsel, representing to a witness during a deposition that one of the NRA's vendors had paid for a vacation home in Kentucky for the LaPierre family for many years and that the NRA had reimbursed the vendor, which, upon information and belief, she and her counsel knew was not true – a representation that,

upon information and belief, lacked any good faith basis – which makes her hands unclean and precludes the Attorney General from seeking any equitable relief against LaPierre.

Fourth Affirmative Defense

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

Fifth Affirmative Defense

5. Plaintiff's attempt to bring a derivative action against Mr. LaPierre in behalf of the NRA's members fails because Plaintiff fails to allege support from the requisite number of any class of NRA members. Indeed, Plaintiff alleges no support from any NRA member.

Sixth Affirmative Defense

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

transactions were not approved in accordance with N-PCL § 715(a)-(b), they were duly ratified in accordance with N-PCL § 715(j) or have already been voided or rescinded by consent.

Seventh Affirmative Defense

7. The damages suffered by Plaintiff or any third-parties were proximately caused by intervening and superseding actions and occurrences including, but not limited to, actions of persons, entities, and/or forces over which Mr. LaPierre exerted no control and for which he has no responsibility. -The following allegations, among others, support this defense: that any damages allegedly suffered by Plaintiff, the NRA or any other party or nonparty were proximately caused by intervening and superseding actions and occurrences including, but not limited to, actions of persons, entities, and/or forces over which LaPierre exerted no control and for which he has no responsibility such as Plaintiff (and her false, disparaging and defamatory statements about the NRA), certain former NRA vendors and persons associated with those vendors, the global pandemic, and inflation.

Eighth Affirmative Defense

8. The causes of action asserted against Mr. LaPierre in the Complaint, and related requests for remedial action and other relief against Mr. LaPierre, are barred, in whole or in part, by the applicable statute of limitations and other statutory or equitable time limitations, including, without limitation, the three-year limitations of time created by CPLR 214(2), CPLR 214 (4) and/or CPLR 215(4).

Ninth Affirmative Defense

9. The causes of action asserted against Mr. LaPierre in the Complaint, and related requests for remedial action and other relief against Mr. LaPierre, must fail, in whole or in part, because Mr. LaPierre did not act with fault, bad faith, knowledge of unlawfulness, intent to

deceive, manipulate, or defraud, or with gross negligence or intent to cause harm, and did not recklessly disregard any alleged misrepresentations, misstatements, or omissions of material fact.

Tenth Affirmative Defense

10. The causes of actions asserted against Mr. LaPierre in the Complaint, and the relief requested against him, are barred by collateral estoppel and/or res judicata, including, without limitation, any and all causes of action based, in whole or in part, on the theory that he was “unjustly enriched”.

Eleventh Affirmative Defense

11. Mr. LaPierre has no liability under any of the causes of action asserted against him in the Complaint because, at all times, as an officer and *ex officio* member, with voice but without vote, of the Board of Directors of the NRA, he discharged the duties of his positions in good faith and with that care an ordinarily prudent person in a like position would exercise under similar circumstances, and acted without fault, knowledge of unlawfulness or bad faith. More specifically, upon information and belief, the causes of action asserted against Mr. LaPierre in the Complaint are barred, in whole or in part, and he has no liability by reason of being or having been a director, officer or key person of the NRA, because, at all times, as an officer and *ex officio* member, with voice but without vote, of the Board of Directors of the NRA, he discharged the duties of his positions in good faith and with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in discharging his duties, and acting in good faith, relied upon information, opinions, reports or statements, including financial statements and other financial data prepared or presented by (a) one or more officers or employees of the NRA whom he believed to be reliable and competent in the matters presented, (b) public accountants, and other persons as to matters which he believed to be within their professional or expert competence,

and/or (c) committees of the board of the NRA upon which he did not serve, duly designated in accordance with the bylaws of the NRA, as to matters within their designated authority, which committees he believed merited confidence, and in so relying he was acting in good faith and with that degree of care specified in N-PCL § 717(a) and without knowledge concerning the matter in question that would cause such reliance to be unwarranted. For example, Mr. LaPierre relied in good faith on the NRA's Treasurer and Chief Financial Officer and employees in the accounting department to properly review and account for all proposed transactions, financial transactions and accounting transactions and to keep proper books and records in accordance with all applicable laws and to ensure that the corporation was acting in accordance with all applicable laws, rules and regulations, and relied on the Audit Committee to oversee the financial affairs of the NRA and outside auditors to review the NRA's financial statements and accounting procedures and inform him of any shortcomings, and relied on the clean audits the NRA received every year as an indication that the financial functions were being handled properly.

Twelfth Affirmative Defense

12. Mr. LaPierre has no liability under any of the causes of action asserted against him in the Complaint because, at all times, as an officer and ex officio member, with voice but without vote, of the Board of Directors of the NRA, he conducted himself, performed his responsibilities and discharged his duties within the scope of appropriate business judgment and deserving of the protections of the business judgment rule.

Thirteenth Affirmative Defense

13. The causes of action asserted against Mr. LaPierre in the Complaint purport to deprive him of his statutory business judgment rule defense and thus violate the fault-based scheme codified by the New York Legislature with respect to the regulation of not-for-profit corporations

and officers, directors and other persons associated with such corporations. Plaintiff's claims exceed the bounds of the Attorney General's authority, capacity and standing to sue by asserting against Mr. LaPierre non-statutory claims which are devoid of any fault-based elements in a manner inconsistent and incompatible with the N-PCL's statutory scheme and by failing to allege fault with respect to the statutory causes of action she has asserted, as required by the N-PCL. In this way, the Attorney General has arrogated to herself an inappropriate and unlawful lower burden of proof than that imposed on her by New York law.

Fourteenth Affirmative Defense

14. The causes of action asserted against Mr. LaPierre in the Complaint for return of compensation paid to him exceed the statutory authority granted to the Attorney General by the Legislature in the N-PCL, which does not imbue her with the power to avoid contracts or transactions between a corporation and its officers or directors. In light of Mr. LaPierre's undisputed performance of the work assigned to him, he justifiably and reasonably relied upon a compensation expectation set by an affirmative vote of a majority of the NRA Board of Directors the subsequent payment of which, accordingly, was reasonable in amount and commensurate with services provided and constituted neither unjust enrichment nor an excess benefit transaction as a matter of law.

Fifteenth Affirmative Defense

15. Plaintiff seeks an injunction and other equitable relief with respect to Mr. LaPierre on the basis of conduct of others over whom Mr. LaPierre had no control and for whose actions Mr. LaPierre is not liable, and whose conduct may not be imputed to Mr. LaPierre, particularly where he was unaware of the conduct.

Sixteenth Affirmative Defense

16. Any recovery by Plaintiff against Mr. LaPierre on any cause of action asserted against Mr. LaPierre must be set off, reduced, abated or apportioned to the extent that any other intervening or superseding action or occurrence caused or contributed to damages awarded to Plaintiff, including, but not limited to, the COVID pandemic.

Seventeenth Affirmative Defense

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

Eighteenth Affirmative Defense

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

Nineteenth Affirmative Defense

19. The causes of action asserted against Mr. LaPierre in the Complaint, and related requests for remedial action and other relief against Mr. LaPierre, are unwarranted and moot

because Mr. LaPierre acted at all times in good faith and because there is no substantial likelihood that Mr. LaPierre will violate the statutes, rules, or provisions specified in the Complaint's causes of action and "Prayer for Relief," including, without limitation, with respect to the alleged "LaPierre Post-Employment Agreement," which has been cancelled and superseded, and under which no payment was ever made.

Twentieth Affirmative Defense

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

Twenty-First Affirmative Defense

21. The penalty, forfeiture, sanction, remedy or relief of disgorgement is unwarranted because Mr. LaPierre acted loyally, carefully and diligently at all times and did not knowingly, willfully or intentionally violate any of the statutes, rules, regulations, provisions or policies specified in the Complaint.

Twenty-Second Affirmative Defense

22. The cause of action for unjust enrichment asserted against Mr. LaPierre in the Complaint must fail because, among other reasons, the Attorney General lacks authority, standing or capacity to assert a cause of action for unjust enrichment against an officer, director or key person of a not-for-profit corporation, there was a contract that covered the subject of his compensation, he was not unjustly enriched, he did not retain any “excess benefit” from participation in any “excess benefit transaction” as set forth under Internal Revenue Code Section 4958, and the amount of his compensation was reasonable and commensurate with services provided.

Twenty-Third Affirmative Defense

23. 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 statutory and decisional law of the State of New York, and the equitable share of each party’s liability for contribution should be determined and apportioned in accordance with the relative culpability, if any, of each such party pursuant to Article 14 of the CPLR.

Twenty-Fourth Affirmative Defense

24. The causes of action asserted against Mr. LaPierre in the Complaint, and related requests for remedial action and other relief against Mr. LaPierre, are barred, in whole or in part, by culpable conduct on the part of Plaintiff, including, without limitation, ~~selective prosecution~~ defamation, viewpoint discrimination, and ~~defamation—selective, malicious, frivolous and politically-motivated prosecution.~~

Twenty-Fifth Affirmative Defense

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

Twenty-Sixth Affirmative Defense

26. The causes of action asserted against Mr. LaPierre in the Complaint, and related requests for remedial action and other relief against Mr. LaPierre, are barred, in whole or in part, because the action is one “brought in behalf of the people”, the action has not been “brought in the name of the state” as required by CPLR 1301, and Plaintiff has failed to join a necessary party—the NRA—properly and timely.

Twenty-Seventh Affirmative Defense

27. Plaintiff lacks the power, legal capacity, standing or authority to sue Mr. LaPierre under common law.

Twenty-Eighth Affirmative Defense

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

Twenty-Ninth Affirmative Defense

29. The causes of action asserted against Mr. LaPierre in the Complaint, and related requests for remedial action and other relief against Mr. LaPierre, are barred, in whole or in part, by the First Amendment to the United States Constitution, which requires that state regulation of

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

Thirtieth Affirmative Defense

30. The causes of action asserted against Mr. LaPierre are barred because he did not act with the fault necessary to satisfy the fault-based scheme codified by the New York Legislature in the New York Not-for-Profit Corporation Law, the New York Estates, Powers and Trusts Law and the New York Nonprofit Revitalization Act.

Thirty-First Affirmative Defense

31. Plaintiff's claims and related requests for relief and remedial action – which include imposing on Mr. LaPierre a permanent bar preventing him from serving as an officer, director, or trustee, or in any similar capacity, of any not-for-profit or charitable organization to conduct business or solicit charitable donations in the State of New York – exceed the authority granted to her by the Legislature in the N-PCL and is inconsistent and incompatible with that statute and the EPTL, as well as the U.S. Constitution.

Thirty-Second Affirmative Defense

32. Plaintiff's claims and related requests for remedial action – including, without limitation, Plaintiff's attempt to impose on Mr. LaPierre 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 authority granted to Plaintiff or the courts by the Legislature and thus exceed the Court's subject matter jurisdiction.

Thirty-Third Affirmative Defense

33. Plaintiff's claims and related requests for remedial action – including, without limitation, Plaintiff's requests that Mr. LaPierre return his earned compensation and that he be permanently banned and enjoined 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 the United States Constitution and their protections against excessive and disproportional fines and forfeitures.

Thirty-Fourth Affirmative Defense

34. Plaintiff's claims against Mr. LaPierre for return of compensation paid to him violate the statutory authority granted to her, which does not imbue Plaintiff with the power to set aside contracts or transactions between the corporation and its officers and directors. In light of Mr. LaPierre's undisputed performance of the work assigned to him, he justifiably and reasonably relied upon a compensation expectation set by an affirmative vote of a majority of the 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.

Thirty-Fifth Affirmative Defense

35. Plaintiff's causes of action to recover the compensation paid to Mr. LaPierre as unreasonable or excessive must fail because the Complaint does not state, as it must under CPLR 3016(h), that the National Rifle Association of America's all-volunteer Board of Directors' decision to approve and grant that compensation was based upon gross negligence or intentional infliction of harm, nor that any alleged act or omission on the part of Mr. LaPierre in his capacity as an *ex officio* member, with voice without vote, of the all-volunteer board constituted gross negligence or intentional infliction of harm.

Thirty-Sixth Affirmative Defense

36. Plaintiff's claims against Mr. LaPierre are barred completely because none of the acts or omissions alleged in the Complaint has produced injury to the public and granting any of the relief requested against Mr. LaPierre would harm the public and violate the First Amendment by chilling and suppressing free speech and free association.

Thirty-Seventh Affirmative Defense

37. Whatever injuries may have been sustained were caused in whole or in part, or were contributed to, by fault, culpable conduct and/or want of care on the part of an entity or individuals over whom Mr. LaPierre had no control, whose conduct may not be imputed to Mr. LaPierre.

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

Dated: New York, New York
~~January 3~~ March 13, 2023

Respectfully submitted,

CORRELL LAW GROUP

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*Attorney for Defendant
Wayne LaPierre*

VERIFICATION

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

Wayne LaPierre, being duly sworn, deposes and says:

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

Wayne LaPierre

Date

Sworn to before me this ____ day of _____, 2023

Notary Public in and for the State of Virginia

Printed Name

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing document was electronically served via the Court's electronic case filing system upon all counsel of record on this ~~3rd~~ 13th day of ~~January~~ March 2023.

/s/ P. Kent Correll
P. Kent Correll