

# **EXHIBIT B**

**[FFA]**

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF COLUMBIA**

FELD ENTERTAINMENT, INC.	)	
	)	
<b>Plaintiff,</b>	)	
<b>v.</b>	)	
AMERICAN SOCIETY FOR THE	)	Civ. No. 07-1532
PREVENTION OF CRUELTY TO	)	(EGS)(JMF)
ANIMALS, <i>et al.</i> ,	)	
<b>Defendants.</b>	)	

**AMENDED ANSWER OF DEFENDANT THE FUND FOR ANIMALS, INC.  
TO PLAINTIFF FELD ENTERTAINMENT, INC.’s FIRST AMENDED COMPLAINT**

The Fund for Animals, Inc. (“The Fund for Animals”)<sup>1</sup>, a defendant in the above-captioned lawsuit (the “Lawsuit”), files this Answer (the “Answer”) to the First Amended Complaint, D.E. 25 (the “First Amended Complaint”) of Feld Entertainment, Inc. (“FEI”), the plaintiff in this Lawsuit. In support thereof, The Fund for Animals states as follows:

1. Paragraph 1 contains a legal conclusion to which no response is required. To the extent a response is required, The Fund for Animals admits the allegations in Paragraph 1, except it denies that it and HSUS are one entity.

2. The Fund for Animals admits that a lawsuit was brought under the “citizen suit” provision of the Endangered Species Act, 16 U.S.C. § 1531, styled *ASPCA v. Feld*, No. 03-2006, that The Fund for Animals, ASPCA, AWI, API and Mr. Rider were plaintiffs in that litigation, and that these plaintiffs were represented by the law firm Meyer, Glitzenstein & Crystal (“MGC”), but The Fund for Animals denies the remaining allegations in Paragraph 2.

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<sup>1</sup> The Fund for Animals is a separate legal entity from The Humane Society of the United States (“HSUS”) and is answering all allegations on its own behalf and not on behalf of HSUS. The Fund for Animals thus denies all allegations to the extent that they are predicated on a merger between The Fund for Animals and HSUS or the existence of any entity known as “FFA/HSUS.”

3. The Fund for Animals admits that the ESA Action was brought, in part, to redress Mr. Rider's aesthetic injury resulting from FEI's abuse of its Asian elephants, but The Fund for Animals denies the remaining allegations in Paragraph 3.

4. The Fund for Animals admits the allegations in the first sentence of Paragraph 4. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in the second and third sentences of Paragraph 4, and thus denies them. The Fund for Animals denies the remaining allegations in Paragraph 4.

5. The Fund for Animals denies the allegations in Paragraph 5, except as follows: The Fund for Animals admits that Mr. Rider received funds from various defendants, either directly or indirectly, and that The Fund for Animals provided limited and intermittent funding used to support Mr. Rider's media, education and advocacy efforts as described in Paragraphs 156-162 of this Answer, which The Fund for Animals incorporates by reference; and The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations regarding funding for Mr. Rider provided by other parties, or regarding Mr. Rider's employment and tax payment history, and thus denies them.

6. The Fund for Animals denies the allegations in Paragraph 6 except The Fund for Animals admits that Mr. Rider received funds from various defendants, either directly or indirectly, and references and incorporates its response to Paragraph 5 of this Answer in response to such allegations.

7. The Fund for Animals denies the allegations in the first four sentences of Paragraph 7. The fifth sentence of Paragraph 7 purports to characterize the 2003 opinion by the United States Court of Appeals for the District of Columbia Circuit. The Fund for Animals refers to that opinion as the best evidence of its contents. The Fund for Animals denies the remaining allegations in the fifth sentence of Paragraph 7.

8. The Fund for Animals admits that the case entitled *ASPCA v. Ringling Bros. and Barnum & Bailey Circus*, 03-cv-2006, went to trial after six years but denies the remaining allegations in the first sentence of Paragraph 8. The second sentence of Paragraph 8 contains a legal conclusion to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in the second sentence. The third sentence of Paragraph 8 purports to characterize the December 30, 2009 memorandum opinion in the 03-cv-2006 case (“December 30, 2009 Opinion”). The Fund for Animals refers to the opinion as the best evidence of its contents. The Fund for Animals admits that FEI has partially quoted from the December 30, 2009 Opinion in its allegations in the third sentence of Paragraph 8.

9. The Fund for Animals denies the allegations in Paragraph 9.

10. The Fund for Animals denies the allegations in Paragraph 10.

11. The Fund for Animals denies the allegations in the first sentence of Paragraph 11. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in the second and third sentences of Paragraph 11 regarding defendants’ aggregate fundraising efforts and, thus denies them. The second and third sentences of Paragraph 11 purport to characterize IRS Forms 990s for multiple nonprofit organizations. The Fund for Animals refers to those documents as the best evidence of their contents. The Fund for Animals denies the allegations in the third sentence of Paragraph 11 regarding “fabricated claims of standing.” The fourth and fifth sentences of Paragraph 11 contain legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in these sentences. The Fund for Animals denies the remaining allegations in Paragraph 11.

12. Paragraph 12 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 12, except to admit that no preliminary injunction was brought in 2000.

13. Paragraph 13 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 13.

14. Paragraph 14 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 14.

15. Paragraph 15 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 15.

16. Paragraph 16 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 16.

17. The Fund for Animals denies the allegations in Paragraph 17 except as follows: The Fund for Animals admits that Mr. Rider received funds from various defendants, either directly or through WAP or MGC, and that The Fund for Animals provided limited and intermittent funding used to support Mr. Rider's media, education and advocacy efforts, as described in Paragraphs 156-162 of this Answer, which The Fund for Animals incorporates by reference; and The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations regarding such funding provided by other parties, and thus denies them.

18. The Fund for Animals admits the allegations in the first sentence in Paragraph 18, except The Fund for Animals denies that it and HSUS are a single entity. The Fund for Animals denies the remaining allegations in Paragraph 18.

19. The Fund for Animals admits that Mr. Rider received certain funds from defendants, but is otherwise without knowledge or information sufficient to form a belief as to

the truth of the allegations regarding other parties in the first sentence of Paragraph 19, and thus denies them. The Fund for Animals refers to, and incorporates by reference, Paragraph 17 of this Answer regarding allegations relating to such funding. The Fund for Animals denies the remaining allegations in the first sentence of Paragraph 19. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in the second, third, or fourth sentences of Paragraph 19, and thus denies them. The Fund for Animals admits the allegations in the fifth sentence of Paragraph 19 to the extent they allege that Mr. Rider received certain funds from defendants, as described above, but denies the allegations in the fifth sentence of Paragraph 19 to the extent they allege that The Fund for Animals acted in concert with other defendants or any other person or entity, and is without knowledge or information sufficient to form a belief as to the truth of the allegations regarding funding provided by others, and thus denies them. The Fund for Animals is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations in the fifth sentence of Paragraph 19, and thus denies them.

20. The Fund for Animals admits that Mr. Rider received certain funds from defendants, but is without knowledge or information sufficient to form a belief as to the truth of the allegations regarding funding provided by others, and thus denies the remaining allegations in the first sentence of Paragraph 20. The Fund for Animals refers to, and incorporates by reference, Paragraph 17 of this Answer regarding allegations relating to such funding. The Fund for Animals denies the remaining allegations in Paragraph 20.

21. The Fund for Animals denies that it and HSUS are a single entity. The Fund for Animals is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 21, and thus denies them.

22. Paragraph 22 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 22.

23. Paragraph 23 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 23.

24. Paragraph 24 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 24.

25. The Fund for Animals admits that Mr. Rider received certain funds from defendants, but is without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 25 regarding funding provided by others, and thus denies them. The Fund for Animals refers to, and incorporates by reference, Paragraph 17 of this Answer regarding allegations relating to such funding. The remaining allegations in Paragraph 25 contain legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the remaining allegations in Paragraph 25.

26. Paragraph 26 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 26.

27. The first three sentences of Paragraph 27 purport to characterize the contents of multiple documents, including the December 30, 2009 Opinion, Mr. Rider's discovery responses, and deposition testimony. The Fund for Animals refers to those documents and transcripts of that testimony as the best evidence of their contents. The Fund for Animals otherwise denies the allegations in the first three sentences of Paragraph 27. The fourth sentence of Paragraph 27 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in the fourth sentence of Paragraph 27.

28. The Fund for Animals denies the allegations in the first and second sentences of Paragraph 28. The Fund for Animals is without knowledge or information sufficient to form a

belief as to the truth of the allegations in the third sentence of Paragraph 28, and thus denies them.

29. The Fund for Animals denies that the Fund for Animals and HSUS are one entity. The Fund for Animals is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations in the first, second, third and fourth sentences of Paragraph 29, and thus denies them. The Fund for Animals denies the allegations in the fifth sentence of Paragraph 29 to the extent they allege any conduct by or on the part of The Fund for Animals and is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations in the fifth sentence of Paragraph 29, and thus denies them.

30. The Fund for Animals denies the allegations in the first sentence of Paragraph 30. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in the second and third sentences of Paragraph 30, and thus denies them.

31. The Fund for Animals denies the allegations in the first and second sentences of Paragraph 31. The third sentence of Paragraph 31 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in the third sentence of Paragraph 31.

32. The Fund for Animals denies the allegations in Paragraph 32.

33. The Fund for Animals admits the allegations in Paragraph 33.

34. The Fund for Animals admits the allegations in the first sentence of Paragraph 34. The second sentence of Paragraph 34 purports to characterize the ASPCA's IRS Form 990 for the calendar year 2008, and The Fund for Animals refers to it as the best evidence of its contents. The Fund for Animals is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations in the second sentence of Paragraph 34, and thus denies them. The Fund for Animals is without knowledge or information sufficient to form a belief as to the



truth of the allegations in the third and fourth sentences of Paragraph 34, and thus denies them, other than to admit that Lisa Weisberg, an attorney, was a representative of the ASPCA in the ESA Action.

35. The Fund for Animals admits the allegations in the first sentence of Paragraph 35. The second sentence of Paragraph 35 purports to characterize AWI's IRS Form 990 for the calendar year 2008, and The Fund for Animals refers to it as the best evidence of its contents. The Fund for Animals is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations in the second sentence of Paragraph 35, and thus denies them. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in the third and fourth sentences of Paragraph 35, and thus denies them, other than to admit that Cathy Liss and Tracy Silverman were representatives of AWI in connection with the ESA litigation. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in the fifth and sixth sentences of Paragraph 35, and thus denies them.

36. The Fund for Animals admits the allegations in the first sentence of Paragraph 36 to the extent that The Fund for Animals and HSUS are both non-profit member organizations, but denies that The Fund for Animals and HSUS are one entity or are known as or hold themselves out as "FFA/HSUS." The second sentence of Paragraph 36 contains a legal conclusion to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in the second sentence of Paragraph 36. The Fund for Animals admits that The Fund for Animals operates advocacy programs together with HSUS, that HSUS represents the largest animal protection organization in the United States, and that HSUS has more than 10.5 million members and constituents and has had annual revenues of \$130 million and assets of \$200 million in the past, but The Fund for Animals denies the remaining allegations

in the third sentence of Paragraph 36. The Fund for Animals admits the allegations in the fourth sentence of Paragraph 36. The fifth sentence of Paragraph 36 purports to characterize the contents of HSUS's IRS Form 990 for the calendar year 2008. The Fund for Animals refers to the Form 990 as the best evidence of its contents. The Fund for Animals admits that Mr. Markarian was a representative of The Fund for Animals in connection with the ESA litigation, and that Mr. Markarian is the President of The Fund for Animals and was the Executive Vice President of HSUS at one time, but The Fund for Animals denies the remaining allegations in the sixth and seventh sentences of Paragraph 36. The Fund for Animals denies the allegations in the eighth sentence of Paragraph 36 other than to admit that two employees of HSUS appeared as counsel of record in the ESA Action.

37. The Fund for Animals admits that Mr. Rider was previously employed by FEI to care for certain of its elephants, but is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 37, and thus denies them.

38. The Fund for Animals admits the allegations in the first sentence of Paragraph 38. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in the second sentence of Paragraph 38, and thus denies them. The third sentence of Paragraph 38 purports to characterize API's IRS Form 990 for the calendar year 2008, and The Fund for Animals refers to the IRS Form 990 as the best evidence of its contents. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in the fourth and fifth sentences of Paragraph 38, and thus denies them, except to admit that Nicole Paquette, an attorney, was a representative of API in connection with the ESA litigation.

39. The Fund for Animals admits the allegations in Paragraph 39.

40. The Fund for Animals admits the allegations in Paragraph 40.

41. The Fund for Animals admits the allegations in Paragraph 41.

42. The Fund for Animals admits the allegations in the first, second, and third sentences of Paragraph 42. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in the fourth sentence of Paragraph 42, and thus denies them.

43. The Fund for Animals admits that the Wildlife Advocacy Project is a non-profit advocacy group founded by Katherine Meyer and Eric Glitzenstein, and The Fund for Animals denies the remaining allegations in the first two sentences of Paragraph 43. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 43, and thus denies them.

44. The Fund for Animals admits the allegations in the first sentence of Paragraph 44. The Fund for Animals admits that during part of the period covered by the lawsuits comprising the ESA Action, Mr. Lovvorn was employed by MGC, but denies the remaining allegations in the second sentence of Paragraph 44. The Fund for Animals admits the third sentence of Paragraph 44. The Fund for Animals admits that Mr. Lovvorn was counsel of record in the ESA Action and has been an employee of both MGC and HSUS, but denies the remaining allegations in the fourth sentence of Paragraph 44. The Fund for Animals admits the allegations in the fifth sentence of Paragraph 44. The Fund for Animals admits that Mr. Lovvorn had knowledge of certain funding, participated in limited discussions regarding such funding, and participated in the donations by The Fund for Animals described more fully in Paragraph 160 of this Answer, which The Fund for Animals incorporates by reference, but The Fund For Animals denies the remaining allegations in the sixth and seventh sentences of Paragraph 44.

45. The Fund for Animals admits the allegations in the first sentence of Paragraph 45. The Fund for Animals admits that during part of the period covered by the ESA litigation, Ms.

Ockene was employed by MGC, but denies the remaining allegations in the second sentence of Paragraph 45. The Fund for Animals admits the allegations in the third sentence of Paragraph 45. The Fund for Animals admits that Ms. Ockene was counsel of record in 2003 and has been an employee of both MGC and HSUS, but denies the remaining allegations in the fourth sentence of Paragraph 45. The Fund for Animals admits the allegations in the fifth sentence of Paragraph 45. The Fund for Animals admits that during some of the time period of the ESA litigation, Ms. Ockene had knowledge of certain funding, but denies the remaining allegations in the sixth sentence of Paragraph 45.

46. The Fund for Animals denies that it and HSUS are a single entity. Paragraph 46 otherwise contains a legal conclusion to which no response is required. To the extent a response is required, The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 46, and thus denies them.

47. The Fund for Animals admits that FEI purports to bring this suit under the provisions of RICO and pursuant to state common law and statutory causes of action.

48. Paragraph 48 contains a legal conclusion to which no response is required. To the extent a response is required The Fund for Animals denies the allegations in Paragraph 48.

49. Paragraph 49 contains a legal conclusion to which no response is required. To the extent a response is required The Fund for Animals admits the allegations in Paragraph 49.

50. The first, second, and third sentences of Paragraph 50 purport to characterize the complaints in 00-cv-1641 and the Court's June 29, 2001 decision. The Fund for Animals refers to these documents as the best evidence of their contents. The Fund for Animals otherwise admits the allegations in the first, second and third sentences of Paragraph 50, except to deny that HSUS filed either the original complaint or the Second Amended Complaint in Civil Action No. 00-1641 or that The Fund for Animals and HSUS are a single entity. The fourth sentence of

Paragraph 50 purports to characterize the United States Court of Appeals for the District of Columbia Circuit's February 3, 2003 opinion. The Fund for Animals refers to the opinion as the best evidence of its contents.

51. Paragraph 51 purports to characterize numerous complaints and briefs filed in the 00-cv-1641 and 00-cv-2006 cases. The Fund for Animals refers to these documents as the best evidence of their contents. The first sentence in Paragraph 51 contains a legal conclusion to which no response is required. To the extent a response is required The Fund for Animals otherwise admits the allegations in the first sentence of Paragraph 51. The Fund for Animals denies the remaining allegations in Paragraph 51.

52. Under the assumption that the initial clause, terminating in a colon, constitutes a sentence, The Fund for Animals denies the allegations in the first sentence of Paragraph 52. The Fund for Animals denies the allegations in the sentences labeled (2) and (4). The sentence labeled (5) purports to characterize videotape recorded by Mr. Rider. The Fund for Animals refers to such videotape as the best evidence of its contents. The Fund for Animals otherwise admits that defendants provided funding used to support Mr. Rider's media, education and advocacy work, and that on some occasions Mr. Rider was able to videotape the FEI elephants, but otherwise denies the allegations in the sentence labeled (5). The Fund for Animals denies the allegations in the last sentence of Paragraph 52. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 52, and thus denies them.

53. The Fund for Animals denies the allegations in Paragraph 53.

54. The first sentence of Paragraph 54 purports to characterize the United States Court of Appeals for the District of Columbia Circuit's February 3, 2003 opinion. The Fund for Animals refers to the opinion as the best evidence of its contents. The Fund for Animals denies

the allegations in the second sentence of Paragraph 54. The third and fourth sentences purport to characterize the plaintiffs' injuries, actions, and requested relief in the ESA litigation, and The Fund for Animals refers to the relevant materials in the ESA litigation as the best evidence thereof. The Fund for Animals otherwise admits that the organizational plaintiffs did not allege aesthetic injuries, and admits that the plaintiffs in the ESA Action sought an order that FEI apply for a permit from the federal government, and that one result of FEI applying for such a permit would be that the defendants gained information, but denies the remaining allegations in the third and fourth sentences of Paragraph 54. The Fund for Animals is without knowledge or information sufficient to form a belief as to the allegations in the fifth, sixth and seventh sentences of Paragraph 54, and thus denies them. The Fund for Animals denies the allegations in the eighth sentence of Paragraph 54. The ninth, tenth, and eleventh sentences purport to characterize the plaintiffs' positions and actions in the ESA litigation, and The Fund for Animals refers to the relevant materials in the ESA litigation as the best evidence thereof. The ninth, tenth, and eleventh sentences of Paragraph 54 contain legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals otherwise denies the remaining allegations in the ninth, tenth and eleventh sentences of Paragraph 54.

55. The Fund for Animals admits the allegations in the first sentence of Paragraph 55, except The Fund for Animals denies that HSUS filed the complaint or that The Fund for Animals and HSUS are one entity. The Fund for Animals admits the allegations in the second sentence of Paragraph 55, to the extent that the Court dismissed Case No. 00-cv-1641 without prejudice to the prosecution of another Case No. 03-cv-2006. The Fund for Animals admits the allegations in the third and fourth sentences of Paragraph 55.

56. Paragraph 56 purports to characterize the Complaint in 03-cv-2006 and the Complaint in 00-cv-1641 as well as representations by counsel to the Court. The Fund for

Animals refers to the complaints and transcripts as the best evidence of their contents. The Fund for Animals otherwise denies the allegations in Paragraph 56, except to admit that the Complaint in Case No. 03-cv-2006 contained certain updated information regarding Mr. Rider's interactions with the FEI elephants.

57. Paragraph 57 purports to characterize the Complaint in the 03-cv-2006 action. The Fund for Animals refers to that complaint as the best evidence of its contents. The Fund for Animals otherwise admits the allegations in Paragraph 57.

58. The Fund for Animals admits the allegations in Paragraph 58.

59. The Fund for Animals admits the allegations in the first sentence of Paragraph 59. The second sentence of Paragraph 59 purports to characterize the Court's December 30, 2009 Opinion. The Fund for Animals refers to the opinion as the best evidence of its contents. The Fund for Animals otherwise admits that the Court issued its December 30, 2009 Opinion finding that Mr. Rider had no standing to sue, but denies the remaining allegations in the second sentence of Paragraph 59. The Fund for Animals denies the allegations in the third sentence of Paragraph 59. The fourth sentence of Paragraph 59 purports to characterize the Court's December 30, 2009 Opinion. The Fund for Animals refers to the opinion as the best evidence of its contents. The Fund for Animals otherwise admits that the Court issued its December 30, 2009 Opinion finding that API had no standing to sue, but denies the remaining allegations in the fourth sentence of Paragraph 59. The Fund for Animals denies the allegations in the fifth and sixth sentences of Paragraph 59. The seventh sentence of Paragraph 59 purports to characterize the December 30, 2009 Opinion. The Fund for Animals refers to the opinion as the best evidence of its contents.

60. The Fund for Animals denies the allegations in Paragraph 60.

61. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in the first, second, third, and fourth sentences of Paragraph 61, and thus denies them, except The Fund for Animals admits that Mr. Rider received certain funds from defendants and incorporates by reference Paragraph 17 of this Answer regarding allegations relating to such funding. The Fund for Animals denies the remaining allegations in Paragraph 61.

62. Paragraph 62 purports to characterize MGC's bills. The Fund for Animals refers to these bills as the best evidence of their contents. The Fund for Animals denies that it and HSUS are a single entity. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in the first and second sentences in Paragraph 62, and thus denies them, except The Fund for Animals admits that Mr. Rider received certain funds from defendants, that certain funds provided to Mr. Rider by MGC were then charged to the organizational plaintiffs on MGC's bills, and that The Fund for Animals discussed providing funds for Mr. Rider with its co-plaintiffs in the ESA action. The Fund for Animals incorporates by reference Paragraph 17 of this Answer regarding allegations relating to such funding. The Fund for Animals denies the allegations in the third sentence of Paragraph 62.

63. The Fund for Animals admits that Mr. Rider received certain funds from defendants, and The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations regarding funding provided by others, and thus denies them. The Fund for Animals refers to and incorporates by reference, Paragraph 17 of this Answer regarding allegations relating to such funding. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations that such funding was steady and continuous, and thus denies them. The Fund for Animals denies that it and HSUS are a single entity.



64. Paragraph 64 contains legal conclusions to which no response is required. To the extent a response is required The Fund for Animals denies the allegations in Paragraph 64.

65. Paragraph 65 contains legal conclusions to which no response is required. To the extent a response is required The Fund for Animals denies the allegations in Paragraph 65.

66. To the extent Paragraph 66 makes any allegations of fact, The Fund for Animals denies the allegations in Paragraph 66.

67. The first sentence of Paragraph 67 purports to characterize MGC's bills. The Fund for Animals refers to these bills as the best evidence of their contents. The Fund for Animals admits that Mr. Rider received certain funds from defendants, that certain funds provided to Mr. Rider by MGC were then charged as shared expenses to the organizational plaintiffs on MGC's bills, and that The Fund for Animals discussed providing funds to support Mr. Rider's media, education and advocacy efforts with co-plaintiffs. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations regarding the details of funding provided by others, and thus denies them. The Fund for Animals refers to, and incorporates by reference, Paragraph 17 of this Answer regarding allegations relating to such funding. The Fund for Animals denies the remaining allegations in Paragraph 67.

68. Paragraph 68 purports to characterize MGC's bills. The Fund for Animals refers to these bills as the best evidence of their contents. The Fund for Animals refers to, and incorporates by reference, Paragraphs 67 and 158 of this Answer regarding the allegations in Paragraph 68. The Fund for Animals is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations regarding such funding, and thus denies them.

69. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in the first and second sentences of Paragraph 69, and thus denies them. The Fund for Animals denies the allegations in the third and fourth sentences of

Paragraph 69, except The Fund for Animals admits that Mr. Rider received certain funds from defendants and refers to, and incorporates by reference, Paragraph 17 of this Answer regarding allegations relating to such funding.

70. The Fund for Animals admits that it provided certain funds to Mr. Rider and WAP, and refers to, and incorporates by reference, Paragraph 17 of this Answer regarding such allegations. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 70 regarding AWI, and thus denies them. The Fund for Animals denies the remaining allegations in Paragraph 70.

71. The Fund for Animals admits that API joined the ESA lawsuit as a plaintiff in February 2006. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 71, and thus denies them.

72. Paragraph 72 purports to characterize MGC's bills. The Fund for Animals refers to these bills as the best evidence of their contents. The Fund for Animals refers to, and incorporates by reference, Paragraphs 67 and 158 of this Answer regarding the allegations in Paragraph 72. The Fund for Animals admits that MGC, Meyer and Glitzenstein were counsel of record in the ESA Action, but The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 72, and thus denies them.

73. The Fund for Animals denies that it and HSUS are a single entity. Paragraph 73 purports to characterize MGC's bills. The Fund for Animals refers to these bills as the best evidence of their contents. As to allegations regarding it, The Fund for Animals refers to, and incorporates by reference, Paragraph 158 of this Answer. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations, and thus denies them.

74. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 74, and thus denies them.

75. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 75, and thus denies them.

76. The Fund for Animals denies that it and HSUS are a single entity. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in the first sentence of Paragraph 76, and thus denies them. The second, third, and fourth sentences of Paragraph 76 purport to characterize the contents of an e-mail sent by Ms. Meyer on November 5, 2003, and its attachment. The Fund for Animals refers to these documents as the best evidence of their contents. The Fund for Animals otherwise admits that Ms. Meyer sent the e-mail to The Fund for Animals, the ASPCA and AWI on November 5, 2003. The Fund for Animals denies the remaining allegations in Paragraph 76.

77. To the extent the allegations in Paragraph 77 call for a legal conclusion, no answer is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 77.

78. To the extent the allegations in Paragraph 78 call for a legal conclusion, no answer is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 78.

79. To the extent the allegations in Paragraph 79 call for a legal conclusion, no answer is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 79.

80. To the extent the allegations in Paragraph 80 call for a legal conclusion, no answer is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 80.

81. The Fund for Animals denies the allegations in the first sentence of Paragraph 81. The second sentence of Paragraph 81 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in the second sentence of Paragraph 81. The third sentence of Paragraph 81 purports to characterize document productions by multiple defendants, and The Fund for Animals refers to those document productions as the best evidence of their contents. The third sentence of Paragraph 81 contains a legal conclusion, to which no answer is required. To the extent a response is required, The Fund for Animals denies the allegations in the third sentence of Paragraph 81, on its own behalf, and is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations in the third sentence of Paragraph 81 regarding others, and thus denies them. The Fund for Animals denies the allegations in the fourth sentence of Paragraph 81. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in the fifth sentence of Paragraph 81, and thus denies them. The sixth sentence of Paragraph 81 purports to characterize a December 16, 2006 communication from Ms. Meyer. The Fund for Animals refers to that communication as the best evidence of its contents. The Fund for Animals otherwise denies the allegations of the sixth sentence of Paragraph 81. Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegations in the seventh sentence of Paragraph 81, and thus denies them. The Fund for Animals denies the allegations in the eighth sentence of Paragraph 81.

82. The Fund for Animals admits that it provided certain funding to WAP, as set forth in Paragraph 160 of this Answer, which The Fund for Animals incorporates by reference. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth

of the allegations in Paragraph 82 regarding funding provided by other parties, and thus denies them. The Fund for Animals denies the remaining allegations in Paragraph 82.

83. Paragraph 83 purports to characterize IRS Form 1099s that WAP issued to Mr. Rider. The Fund for Animals refers to the Form 1099s as the best evidence of their contents. The Fund for Animals is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations regarding the remaining allegations in Paragraph 83, and thus denies them.

84. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 84, and thus denies them.

85. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 85, and thus denies them.

86. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 86, and thus denies them.

87. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 87, and thus denies them.

88. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 88, and thus denies them.

89. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 89, and thus denies them.

90. The Fund for Animals admits that WAP provided funds to Mr. Rider and that The Fund for Animals was a part of limited discussions regarding funding Mr. Rider's media, education and advocacy efforts with co-plaintiffs and counsel. The Fund for Animals denies that it and HSUS are a single entity, but The Fund for Animals is otherwise without knowledge or

information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 90, and thus denies them.

91. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 91, and thus denies them.

92. The Fund for Animals denies that it and HSUS are a single entity. The Fund for Animals admits that it contributed \$5,500.00 to WAP through checks processed by the HSUS accounting department from March 17, 2005 to June 15, 2005. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 92, and thus denies them.

93. The Fund for Animals admits that it provided funds to WAP in the form of grants, as set forth in Paragraph 160 of this Answer, which The Fund for Animals incorporates by reference. The Fund for Animals denies that it and HSUS are a single entity. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 93, and thus denies them.

94. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations regarding the allegations in Paragraph 94, and thus denies them.

95. Paragraph 95 purports to characterize certain documents, WAP accounting records. The Fund for Animals refers to these records as the best evidence of their contents. The Fund for Animals is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 95, and thus denies them.

96. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 96, and thus denies them.

97. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 97, and thus denies them.

98. Paragraph 98 contains legal conclusions to which no response is required. To the extent a response is required The Fund for Animals denies the allegations in Paragraph 98.

99. Paragraph 99 contains legal conclusions to which no response is required. To the extent a response is required The Fund for Animals denies the allegations in Paragraph 99.

100. Paragraph 100 contains legal conclusions to which no response is required. To the extent a response is required The Fund for Animals denies the allegations in Paragraph 100.

101. The Fund for Animals denies the allegations in Paragraph 101.

102. The Fund for Animals denies the allegations in Paragraph 102.

103. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 103, and thus denies them.

104. The Fund for Animals denies the allegations in the first sentence of Paragraph 104. The remaining allegations in Paragraph 104 purport to characterize WAP's accounting records, letters, and 1099s. The Fund for Animals refers to them as the best evidence of their contents. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations regarding WAP or API, and thus denies them. The Fund for Animals denies the remaining allegations in Paragraph 104.

105. The Fund for Animals admits that Mr. Rider received funding from defendants as described in Paragraph 17, which The Fund for Animals incorporates by reference, and that it was aware that Mr. Rider owned a van. The Fund for Animals denies that it and HSUS are a single entity. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 105, and thus denies them.

106. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in the first and second sentences of Paragraph 106, and thus denies them. The Fund for Animals denies the remaining allegations in Paragraph 106.

107. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 107, and thus denies them.

108. Paragraph 108 contains legal conclusions to which no response is required. To the extent a response is required The Fund for Animals denies the allegations in Paragraph 108.

109. Paragraph 109 contains legal conclusions to which no response is required. To the extent a response is required The Fund for Animals denies the allegations in Paragraph 109.

110. Paragraph 110 contains legal conclusions to which no response is required. To the extent a response is required The Fund for Animals denies the allegations in Paragraph 110.

111. Paragraph 111 contains legal conclusions to which no response is required. To the extent a response is required The Fund for Animals denies the allegations in Paragraph 111.

112. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 112, and thus denies them.

113. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 113, and thus denies them.

114. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in the first sentence in Paragraph 114, and thus denies them. The Fund for Animals denies the remaining allegations in Paragraph 114.

115. Paragraph 115 purports to characterize WAP cover letters. The Fund for Animals refers to those letters as the best evidence of their contents. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in



Paragraph 115 regarding the contents of any letters sent by WAP to Mr. Rider, and thus denies them. The Fund for Animals denies the remaining allegations in Paragraph 115.

116. The Fund for Animals denies the allegations in Paragraph 116.

117. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 117, and thus denies them.

118. Paragraph 118 contains legal conclusions to which no response is required. To the extent a response is required The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 118, and thus denies them. Additionally, the third sentence of Paragraph 118 purports to characterize Mr. Rider's testimony. The Fund for Animals refers to the testimony as the best evidence of its contents.

119. To the extent the allegations in Paragraph 119 purport to characterize Mr. Rider's testimony and the Court's December 30, 2009 Opinion, The Fund for Animals refers to the testimony and that opinion as the best evidence of their contents. The Fund for Animals denies the remaining allegations in Paragraph 119.

120. Paragraph 120 purports to characterize WAP cover letters and the WAP ledger. The Fund for Animals refers to these materials as the best evidence of their contents. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 120, and thus denies them, except The Fund for Animals denies the allegations in the second and eighth sentences of Paragraph 120.

121. Paragraph 121 purports to characterize WAP ledger and WAP cover letters. The Fund for Animals refers to these materials as the best evidence of their contents. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 121, and thus denies them.

122. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 122, and thus denies them.

123. The Fund for Animals denies the allegations in the first sentence of Paragraph 123. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 123, and thus denies them.

124. The second and third sentences of Paragraph 124 purport to characterize Mr. Rider's testimony and WAP's testimony. The Fund for Animals refers to the transcripts of their testimony as the best evidence of their testimony. The Fund for Animals denies the remaining allegations in Paragraph 124.

125. Paragraph 125 purports to characterize WAP accounting records. The Fund for Animals refers to them as the best evidence of their contents. The remaining allegations in Paragraph 125 contain a legal conclusion to which no response is required. To the extent a response is required, The Fund for Animals denies the remaining allegations in Paragraph 125, except to admit that WAP provided certain funding to Mr. Rider.

126. Paragraph 126 purports to characterize WAP accounting records. The Fund for Animals refers to such records as the best evidence of their contents. The remaining allegations in Paragraph 126 contain a legal conclusion to which no response is required. To the extent a response is required, The Fund for Animals denies the remaining allegations in Paragraph 126, except to admit that WAP provided certain funding to Mr. Rider.

127. Paragraph 127 purports to characterize a letter from Ms. Meyer. The Fund for Animals refers to the letter as the best evidence of its contents. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in the first, second, third, ninth, tenth, and eleventh sentences of Paragraph 127, and thus denies them. The Fund for Animals denies the remaining allegations in Paragraph 127.

128. Paragraph 128 purports to characterize a letter and an e-mail from Ms. Meyer. The Fund for Animals refers to these documents as the best evidence of their contents. The Fund for Animals admits that it received a copy of Ms. Meyer's grant proposal. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 128 regarding other alleged recipients, and thus denies them. The Fund for Animals denies the remaining allegations in Paragraph 128.

129. Paragraph 129 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 129.

130. Paragraph 130 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 130.

131. The Fund for Animals admits that ASPCA provided certain funding for Mr. Rider, but The Fund for Animals is otherwise without knowledge or information sufficient to form a belief as to the allegations regarding such funding, and thus denies them. The Fund for Animals denies the remaining allegations in Paragraph 131.

132. Paragraph 132 purports to characterize various documents including MGC bills. The Fund for Animals refers to such documents as the best evidence of their contents. The Fund for Animals admits that ASPCA provided certain funding for Mr. Rider but is otherwise without knowledge or information sufficient to form a belief as to the allegations in Paragraph 132, and thus denies them.

133. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 133, and thus denies them.

134. The Fund for Animals admits that ASPCA provided certain funding for Mr. Rider. The Fund for Animals is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 134, and thus denies them.

135. The Fund for Animals admits that ASPCA provided certain funding for Mr. Rider. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 135, and thus denies them.

136. The Fund for Animals admits that ASPCA provided certain funding for Mr. Rider. The Fund for Animals is otherwise without knowledge or information sufficient to form a belief as to the allegations in the first eight sentences of Paragraph 136, and thus denies them. The Fund for Animals denies the allegations in the ninth and tenth sentences of Paragraph 136. The Fund for Animals is without knowledge or information sufficient to form a belief as to the allegations in the eleventh sentence of Paragraph 136, and thus denies them.

137. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 137, and thus denies them.

138. Paragraph 138 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 138.

139. Paragraph 139 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 139.

140. Paragraph 140 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 140.

141. Paragraph 141 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 141.

142. Paragraph 142 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 142.

143. Paragraph 143 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 143.

144. The Fund for Animals admits that it agreed to provide \$1,000 to fund Mr. Rider in 2001 and that it had limited discussions regarding providing funding for Mr. Rider's media, education and advocacy work with co-plaintiffs. The Fund for Animals denies that it and HSUS are a single entity. The Fund for Animals is otherwise without knowledge or information sufficient to form a belief as to the remaining allegations, and thus denies them.

145. The Fund for Animals admits that it had limited discussions regarding providing funding for Mr. Rider's media, education and advocacy efforts with co-plaintiffs and provided limited and intermittent funding as set forth in Paragraphs 156-162 of this Answer, which The Fund for Animals incorporates by reference. The Fund for Animals denies the remaining allegations in Paragraph 145.

146. Paragraph 146 purports to characterize various documents including MGC bills. The Fund for Animals refers to such documents as the best evidence of their contents. The Fund for Animals admits that AWI provided certain funding for Mr. Rider. The Fund for Animals references and incorporates its responses to Paragraph 67 of this Answer in response to the allegations in the second sentence of Paragraph 146. The Fund for Animals is otherwise without knowledge or information sufficient to form a belief as to the allegations in Paragraph 146, and thus denies them.

147. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 147, and thus denies them.

148. Paragraph 148 purports to characterize WAP accounting records. The Fund for Animals refers to such records as the best evidence of its contents. The Fund for Animals admits that AWI provided certain funding for Mr. Rider but is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 148, and thus denies them.

149. The Fund for Animals admits that AWI provided certain funding for Mr. Rider but is otherwise without knowledge or information sufficient to form a belief as to the allegations in Paragraph 149, and thus denies them.

150. Paragraph 150 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 150.

151. Paragraph 151 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 151.

152. Paragraph 152 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 152.

153. Paragraph 153 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 153.

154. Paragraph 154 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 154.

155. Paragraph 155 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 155.

156. The Fund for Animals admits that it agreed to provide \$1,000 to fund Mr. Rider and admits that it had limited discussions regarding funding for Mr. Rider's media, education and advocacy work with co-plaintiffs. The Fund for Animals denies the remaining allegations in Paragraph 156.

157. The Fund for Animals admits it provided limited and intermittent funds for Mr. Rider's media, education and advocacy work, admits that it had limited discussions with co-plaintiffs relating thereto, and refers to, and incorporates by reference, Paragraph 17. The Fund for Animals denies the remaining allegations in Paragraph 157.

158. The Fund for Animals admits that it reimbursed MGC in the amount of \$4,433.00 for funds that MGC provided to Mr. Rider and then billed to The Fund for Animals as shared expenses. The Fund for Animals refers to the MGC invoices between May 2001 and November 2003 reflecting these amounts as the best evidence regarding such contributions. The Fund for Animals denies that it and HSUS are a single entity.

159. The Fund for Animals admits the allegations in Paragraph 159, except to deny that it and HSUS are a single entity. To the extent that Paragraph 159 purports to characterize proposed legislation from 2004 in Denver, Colorado, The Fund for Animals refers to such legislation as the best evidence of its contents.

160. The Fund for Animals denies the allegations in the first sentence of Paragraph 160. Regarding the second sentence, The Fund for Animals admits that \$11,500 was donated by The Fund for Animals to WAP in six separate checks that were processed by the HSUS accounting department and that such contributions were provided as grants to WAP to fund media, education, and advocacy work, including work performed by Tom Rider, and The Fund for Animals denies the remaining allegations in the second sentence of Paragraph 160. The third sentence of Paragraph 160 purports to characterize WAP accounting records. The Fund for Animals refers to such records as the best evidence of their contents.

161. The Fund for Animals admits that Mr. Rider owned a van, but The Fund for Animals is otherwise without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in the first sentence, and thus denies them. The Fund for Animals admits that it provided funds of \$1,000 in July 2004, which covered repairs to the van and thus enabled Mr. Rider to attend a press conference on circus legislation in Denver, Colorado. To the extent Paragraph 161 purports to characterize proposed legislation from 2004 in Denver, Colorado, The Fund for Animals refers to such legislation as the best evidence of its contents.

The Fund for Animals admits the remaining allegations in Paragraph 161, except to deny that The Fund for Animals and HSUS are a single entity.

162. The Fund for Animals admits that it provided limited and intermittent funds for support Mr. Rider's media, education and advocacy efforts, consisting of the contributions discussed in Paragraphs 158, 159, and 160 of this Answer, and The Fund for Animals denies the remaining allegations in the first sentence of Paragraph 162. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in the second sentence of Paragraph 162, and thus denies them.

163. Paragraph 163 contains a legal conclusion to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 163.

164. Paragraph 164 contains a legal conclusion to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 164.

165. Paragraph 165 contains a legal conclusion to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 165.

166. Paragraph 166 contains a legal conclusion to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 166.

167. Paragraph 167 contains a legal conclusion to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 167.

168. Paragraph 168 contains a legal conclusion to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 168.

169. The Fund for Animals admits the allegations in the first sentence of Paragraph 169. The Fund for Animals denies the allegations in the second sentence of Paragraph 169. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 169, and thus denies them.



170. Paragraph 170 purports to characterize various documents including letters from API to WAP. The Fund for Animals refers to such documents as the best evidence of their contents. The Fund for Animals admits that API provided certain funding for Mr. Rider but is otherwise without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 170, and thus denies them.

171. Paragraph 171 purports to characterize various documents including letters from API to WAP. The Fund for Animals refers to such documents as the best evidence of their contents. The Fund for Animals denies the allegations in the first sentence of Paragraph 171. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 171, and thus denies them.

172. The Fund for Animals admits that API provided certain funding for Mr. Rider but is without knowledge or information sufficient to form a belief as to the remaining allegations in Paragraph 172, and thus denies them.

173. The Fund for Animals admits that API provided certain funding for Mr. Rider but is without knowledge or information sufficient to form a belief as to the remaining allegations in Paragraph 173, and thus denies them.

174. Paragraph 174 contains a legal conclusion to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 174.

175. Paragraph 175 contains a legal conclusion to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 175.

176. Paragraph 176 contains a legal conclusion to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 176.

177. Paragraph 177 contains a legal conclusion to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 177.

178. Paragraph 178 contains a legal conclusion to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 178.

179. The Fund for Animals admits that a joint fundraiser took place in July 2005, but denies the remaining allegations in the first sentence of Paragraph 179. The second and fifth sentences of Paragraph 179 purport to characterize an invitation to the fundraiser. The Fund for Animals refers to the invitation as the best evidence of its contents. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in the third sentence, and thus denies them. The Fund for Animals denies the remaining allegations in Paragraph 179.

180. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations regarding the combined net assets or fund balances of defendants, and thus denies them. To the extent the allegations purport to characterize an invitation to a fundraiser, testimony regarding the fundraiser, WAP's ledger, or other materials, The Fund for Animals refers to such materials as the best evidence of their contents. The Fund for Animals denies the remaining allegations in Paragraph 180.

181. Paragraph 181 contains a legal conclusion to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 181.

182. Paragraph 182 contains a legal conclusion to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 182.

183. Paragraph 183 contains a legal conclusion to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 183.

184. The Fund for Animals admits the allegations in Paragraph 184.

185. The Fund for Animals admits that defendants made use of such documents in discovery responses and at trial. The Fund for Animals denies that it and HSUS are a single

entity. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 185, and thus denies them.

186. The Fund for Animals denies the allegations in Paragraph 186.

187. Paragraph 187 purports to characterize various documents and testimony, including Mr. Rider's interrogatory answer, statements under oath and affidavits from the year 2000. The Fund for Animals refers to these documents and transcripts of these statements as the best evidence of their contents. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 187, and thus denies them.

188. Paragraph 188 purports to characterize various documents and testimony, including Mr. Rider's interrogatory answer, statements under oath and affidavits from the year 2000. The Fund for Animals refers to these documents and transcripts of these statements as the best evidence of their contents. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 188, and thus denies them.

189. Paragraph 189 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 189.

190. Paragraph 190 purports to characterize Mr. Rider's trial testimony and the Court's December 30, 2009 Opinion. The Fund for Animals refers to the transcript of Mr. Rider's trial testimony and to the Court's opinion as the best evidence of their contents. The Fund for Animals admits that Mr. Rider was a fact witness for the plaintiffs in the ESA Action and that he testified on two days at trial. The Fund for Animals denies the remaining allegations in Paragraph 190.

191. Paragraph 191 contains a legal conclusion to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 191.

192. The Fund for Animals denies the allegations in Paragraph 192.

193. The Fund for Animals denies that it and HSUS are a single entity. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 193, and thus denies them.

194. Paragraph 194 purports to characterize FEI's brief and contents on the WAP website. The Fund for Animals refers to those documents as the best evidence of their contents. The Fund for Animals is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 194, and thus denies them.

195. Paragraph 195 purports to characterize certain API documents. The Fund for Animals refers to them as the best evidence of their contents. The Fund for Animals is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 195, and thus denies them.

196. Paragraph 196 purports to characterize discovery responses. The Fund for Animals refers to the discovery responses as the best evidence of their contents. The Fund for Animals denies the remaining allegations in Paragraph 196.

197. Paragraph 197 purports to characterize various documents, including deposition testimony and discovery responses in the ESA Action. The Fund for Animals refers to such testimony and discovery responses as the best evidence of their contents. The Fund for Animals denies the remaining allegations in Paragraph 197.

198. The Fund for Animals denies the allegations in Paragraph 198.

199. The Fund for Animals admits the allegations in Paragraph 199.

200. Paragraph 200 purports to characterize AWI's discovery document responses. The Fund for Animals refers to such materials as the best evidence of their contents. The Fund for Animals is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 200, and thus denies them.

201. Paragraph 201 purports to characterize FEI's Interrogatory No. 21 and AWI's Response thereto. The Fund for Animals refers to those documents as the best evidence of their contents. The second sentence of Paragraph 201 contains a legal conclusion to which no response is required. To the extent a response is required, The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in the second sentence of Paragraph 201, and thus denies them.

202. Paragraph 202 purports to characterize FEI's Interrogatory No. 22 and AWI's Response thereto. The Fund for Animals refers to those documents as the best evidence of their contents. The second sentence of Paragraph 202 contains a legal conclusion to which no response is required. To the extent a response is required, The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in the second sentence of Paragraph 202, and thus denies them.

203. The Fund for Animals denies the allegations in Paragraph 203.

204. The Fund for Animals denies the allegations in Paragraph 204.

205. Paragraph 205 contains a legal conclusion to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 205.

206. Paragraph 206 purports to characterize AWI's deposition testimony. The Fund for Animals refers to the transcript of that testimony as the best evidence of its contents. The Fund for Animals is otherwise without knowledge or information sufficient to form a belief as to the

truth of the remaining allegations in Paragraph 206, which relate to the knowledge of another party, and thus denies them.

207. Paragraph 207 purports to characterize AWI's testimony. The Fund for Animals refers to the transcript of that testimony as the best evidence of its contents. The Fund for Animals is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 207, and thus denies them.

208. Paragraph 208 purports to characterize AWI's testimony. The Fund for Animals refers to the transcript of that testimony as the best evidence of its contents. The Fund for Animals is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 208, and thus denies them.

209. Paragraph 209 purports to characterize AWI's testimony. The Fund for Animals refers to the transcript of that testimony as the best evidence of its contents. The Fund for Animals is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 209, and thus denies them, except that The Fund for Animals denies that it and HSUS are one entity, admits that it received invoices from MGC, which are the best evidence of their contents, and admits that defendants provided certain funding for Mr. Rider. The Fund for Animals refers to, and incorporates by reference, Paragraph 17 of this Answer regarding allegations relating to such funding.

210. Paragraph 210 purports to characterize AWI's testimony and MGC's legal bills. The Fund for Animals refers to those documents and transcripts of that testimony as the best evidence of their contents. The Fund for Animals denies that it and HSUS are a single entity. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 210, and thus denies them.

211. Paragraph 211 purports to characterize AWI's testimony and Ms. Weisberg's May 7, 2001 e-mail. The Fund for Animals refers to the transcript of that testimony and to that document as the best evidence of their contents. The Fund for Animals denies that it and HSUS are a single entity. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations, and thus denies them.

212. Paragraph 212 purports to characterize AWI's testimony and ASPCA's testimony. The Fund for Animals refers to transcripts of that testimony as the best evidence of its contents. The Fund for Animals denies that it and HSUS are a single entity. The Fund for Animals is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 212, and thus denies them.

213. Paragraph 213 purports to characterize AWI's testimony, Ms. Meyer's November 3, 2003 e-mail, and several communications involving Ms. Meyer and Ms. Liss. The Fund for Animals refers to those documents and transcripts of that testimony as the best evidence of their contents. The Fund for Animals denies that it and HSUS are a single entity. The Fund for Animals is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 213, and thus denies them.

214. Paragraph 214 contains a legal conclusion to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 214.

215. Paragraph 215 contains a legal conclusion to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 215.

216. Paragraph 216 contains a legal conclusion to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 216.

217. Paragraph 217 purports to characterize Mr. Markarian's testimony. The Fund for Animals refers to that testimony as the best evidence of its contents. The Fund for Animals

otherwise admits that Mr. Markarian testified under oath as The Fund for Animals' 30(b)(6) witness on June 22, 2005 and in that capacity testified that The Fund for Animals had provided funds to Mr. Rider and described directly providing \$1,000 in 2004 relating to Mr. Rider's travel to a press conference in Denver, Colorado. The Fund for Animals denies that Mr. Markarian testified as a 30(b)(6) witness on behalf of HSUS, and denies that The Fund for Animals and HSUS are a single entity.

218. Paragraph 218 purports to characterize Mr. Markarian's testimony. The Fund for Animals refers to the transcript of that testimony as the best evidence of its contents. The Fund for Animals denies the allegations in Paragraph 218, except that The Fund for Animals admits that it has provided certain funding used to support Mr. Rider's media, education and advocacy efforts, as set forth in Paragraphs 17 and 156 through 162 of this Answer, which The Fund for Animals incorporates by reference.

219. Paragraph 219 purports to characterize Mr. Markarian's testimony. Defendant refers to the transcript of that testimony as the best evidence of its contents. Defendant denies the allegations in the first sentence of Paragraph 219, except that The Fund for Animals admits that it has provided certain funding used to support Mr. Rider's media, education and advocacy efforts, as set forth in Paragraphs 17 and 156 through 162 of this Answer, which The Fund for Animals incorporates by reference. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in the second and third sentences of Paragraph 219, and thus denies them.

220. Paragraph 220 contains a legal conclusion to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 220.

221. Paragraph 221 contains a legal conclusion to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 221.



222. Paragraph 222 contains a legal conclusion to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 222.

223. The Fund for Animals admits the allegations in Paragraph 223, except it denies that Ms. Meyer signed Mr. Rider's responses to his interrogatories.

224. The Fund for Animals admits that prior to June 9, 2004, The Fund for Animals had provided funds for Mr. Rider, as described in Paragraph 156 and 158 of this Answer, which The Fund for Animals incorporates by reference. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 224 regarding other parties, and thus denies them. The Fund for Animals denies the remaining allegations in Paragraph 224.

225. Paragraph 225 purports to characterize FEI's First Interrogatory No. 25 and Mr. Rider's responses and objections thereto. The Fund for Animals refers to those documents as the best evidence of their contents.

226. Paragraph 226 purports to characterize Mr. Rider's answer to FEI's First Interrogatory No. 24. The Fund for Animals refers to the interrogatory answer as the best evidence of its contents. Paragraph 226 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies that it and HSUS are a single entity, denies the allegations in the first sentence of Paragraph 226, and is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 226, and thus denies them.

227. Paragraph 227 purports to characterize Mr. Rider's answer to FEI's First Interrogatory No. 24. The Fund for Animals refers to the interrogatory answer as the best evidence of its contents. Paragraph 227 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies that it and HSUS are

a single entity, denies allegations in the first sentence in Paragraph 227, and is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 227, and thus denies them.

228. Paragraph 228 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 228.

229. Paragraph 229 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 229.

230. Paragraph 230 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 230.

231. The Fund for Animals admits that an evidentiary hearing took place in February and March 2008 before Judge Facciola in connection with the Court's August 23, 2007 Order. The Fund for Animals admits that Mr. Rider was a named plaintiff in the ESA case and was not in attendance at the hearing. To the extent the allegations in Paragraph 231 purport to characterize the evidentiary hearing, the August 2007 Order, and related pleadings, The Fund for Animals refers to the hearing transcript, the Court's Order, and the related pleadings as the best evidence of their contents. The Fund for Animals denies allegations characterizing funds provided for Mr. Rider as "the Rider payment scheme." The Fund for Animals denies that it and HSUS are a single entity. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 231 regarding other defendants' actions regarding the subpoena directed at Mr. Rider, and thus denies them. The Fund for Animals denies the remaining allegations in Paragraph 231.

232. The Fund for Animals denies the allegations in Paragraph 232 on its own behalf. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 232, and thus denies them.

233. Paragraph 233 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 233.

234. Paragraph 234 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 234.

235. The Fund for Animals denies the allegations in the first sentence of Paragraph 235. The second sentence of Paragraph 235 purports to characterize certain payment-related documents. The Fund for Animals refers to these documents as the best evidence of their contents. The Fund for Animals otherwise denies the allegations in the second sentence of Paragraph 235. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in the remainder of Paragraph 235 regarding the actions of others, and thus denies them. The Fund for Animals admits that it adopted formal document retention policies following a corporate combination with HSUS in 2005 and instructed employees to preserve documents in accordance with the new policy at that time, but denies allegations characterizing those actions and denies that the Fund for Animals and HSUS are a single entity. The Fund for Animals denies the remaining allegations in Paragraph 235.

236. The Fund for Animals admits that it and other defendants have supported various legislation concerning circus performances in the U.S. Congress and in certain states and municipalities. The Fund for Animals denies the remaining allegations in Paragraph 236.

237. Paragraph 237 purports to characterize Congressional legislation. The Fund for Animals refers to that legislation as the best evidence of its contents. The Fund for Animals otherwise admits that a bill to prohibit certain conduct relating to elephants was introduced in Congress in 1999, but denies the remaining allegations in Paragraph 237.

238. Paragraph 238 purports to characterize numerous unidentified legislative measures introduced in state legislatures and cities and municipalities throughout the United

States. The Fund for Animals refers to the specific legislation as the best evidence of its contents. The Fund for Animals otherwise admits that legislation concerning circus performances has been introduced in legislatures throughout the United States and that legislation regarding elephants and circuses has also been introduced in a number of cities and municipalities.

239. Paragraph 239 purports to characterize Mr. Rider's testimony at various times and places. The Fund for Animals refers to transcripts of that testimony as the best evidence of its contents. The Fund for Animals denies the allegations in the second, third, and fourth sentences of Paragraph 239, and The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in the first and fifth sentences of Paragraph 239, and thus denies them.

240. Paragraph 240 contains a legal conclusion to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 240.

241. Paragraph 241 purports to characterize Mr. Rider's testimony at various times and places. The Fund for Animals refers to transcripts of that testimony as the best evidence of its contents. Paragraph 241 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 241, except The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations regarding details of Mr. Rider's testimony, and thus denies them.

242. Paragraph 242 purports to characterize Mr. Rider's testimony to the Nebraska legislature. The Fund for Animals refers to transcripts of that testimony as the best evidence of its contents. Paragraph 242 contains a legal conclusion to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 242, except The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations regarding details of Mr. Rider's testimony, and thus denies them.

243. Paragraph 243 purports to characterize Mr. Rider's testimony to the Chicago City Council. The Fund for Animals refers to transcripts of that testimony as the best evidence of its contents. Paragraph 243 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 243.

244. The Fund for Animals admits that the ASPCA, AWI, and The Fund for Animals issued a report concerning FEI's Asian elephants, denies the remaining allegations in Paragraph 244 on its own behalf, and is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 244 as to others, and thus denies them.

245. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 245 regarding Mr. Rider's post-trial activities, and thus denies them. The last sentence of Paragraph 245 contains a legal conclusion to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in the last sentence of Paragraph 245. The Fund for Animals denies the remaining allegations in Paragraph 245.

246. The Fund for Animals denies the allegations in Paragraph 246 as to The Fund for Animals and is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 246, and thus denies them.

247. Paragraph 247 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 247.

248. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 248, and thus denies them.

249. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 249, and thus denies them.

250. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 250, and thus denies them.

251. Paragraph 251 purports to characterize Mr. Hagan's affidavit. The Fund for Animals refers to the affidavit as the best evidence of its contents. The Fund for Animals is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 251, and thus denies them.

252. Paragraph 252 purports to characterize Mr. Hagan's statements at various forums. The Fund for Animals refers to the transcripts of such statements as the best evidence of their contents. The Fund for Animals is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 252, and thus denies them.

253. Paragraph 253 purports to characterize Mr. Hagan's affidavit. The Fund for Animals refers to the affidavit as the best evidence of its contents. The Fund for Animals is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 253, and thus denies them.

254. Paragraph 254 purports to characterize Mr. Hagan's affidavit. The Fund for Animals refers to the affidavit as the best evidence of its contents. The Fund for Animals is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 254, and thus denies them.

255. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 255, and thus denies them.

256. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 256, and thus denies them.

257. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 257, and thus denies them.

258. The Fund for Animals admits the allegations in Paragraph 258.

259. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 259, and thus denies them.

260. Paragraph 260 purports to characterize Mr. Ewell's affidavit. The Fund for Animals refers to this affidavit as the best evidence of its contents. The Fund for Animals is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 260, and thus denies them.

261. Paragraph 261 purports to characterize a USDA Complaint and contents on WAP's website. The Fund for Animals refers to those documents as the best evidence of their contents. The Fund for Animals is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 261, and thus denies them.

262. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 262, and thus denies them.

263. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 263, and thus denies them.

264. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 264, and thus denies them.

265. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 265, and thus denies them.

266. To the extent the allegations in Paragraph 266 purport to characterize the evidentiary hearing, the August 2007 Order, and related pleadings, The Fund for Animals refers to the hearing transcript, the Court's Order, and the related pleadings as the best evidence of their contents. The Fund for Animals admits the allegations in the first and second sentences of Paragraph 266. The Fund for Animals is without knowledge or information sufficient to form a

belief as to the truth of the allegations in the third or fourth sentences of Paragraph 266, and thus denies them. The Fund for Animals denies the allegations in the fifth sentence of Paragraph 266.

267. Paragraph 267 purports to characterize Mr. Hundley and Mr. Tom's affidavits. The Fund for Animals refers to these affidavits as the best evidence of their contents. Paragraph 267 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 267, and thus denies them.

268. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 268, and thus denies them.

269. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 269, and thus denies them.

270. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 270, and thus denies them.

271. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in the first three sentences of Paragraph 271, and thus denies them. The Fund for Animals denies the remaining allegations of Paragraph 271.

272. Paragraph 272 purports to characterize the testimony of Ms. Hundley, Mr. Tom, and Ms. Tom. The Fund for Animals refers to transcripts of that testimony as the best evidence of its contents. Paragraph 272 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals admits that Ms. Hundley appeared as a witness at the ESA trial and that during the ESA Action plaintiffs used portions of Mr. and Mrs. Toms' testimony, and The Fund for Animals is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 272, and thus denies them.



273. The Fund for Animals denies the allegations in Paragraph 273.

274. The Fund for Animals admits that FEI has at times retained the law firms of Fulbright and Jaworski L.L.P. and Covington & Burling L.L.P. to represent it in the ESA Action. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 274 and thus denies them.

**COUNT I**  
**(Alleging violations of RICO, 18 U.S.C. §§ 1962(c) and 1964(c))**

275. Paragraph 275 realleges and incorporates prior paragraphs, and thus no response is required. To the extent a response is required, the allegations are denied.

276. Paragraph 276 contains a legal conclusion to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 276.

277. Paragraph 277 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 277.

278. Paragraph 278 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 278.

279. Paragraph 279 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 279.

280. Paragraph 280 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 280.

281. Paragraph 281 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 281.

282. Paragraph 282 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 282.

283. Paragraph 283 contains a legal conclusion to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 283.

284. Paragraph 284 contains a legal conclusion to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 284.

285. Paragraph 285 contains a legal conclusion to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 285.

286. Paragraph 286 contains a legal conclusion to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 286.

287. Paragraph 287 contains a legal conclusion to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 287.

288. Paragraph 288 contains a legal conclusion to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 288.

**COUNT II**  
**(Alleging violations of RICO, 18 U.S.C. §§ 1962(d) and 1964(c))**

289. Paragraph 289 realleges and incorporates prior paragraphs, and thus no response is required. To the extent a response is required, the allegations are denied.

290. Paragraph 290 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 290.

291. Paragraph 291 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 291.

292. Paragraph 292 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 292.

293. Paragraph 293 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 293.

294. Paragraph 294 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 294.

295. Paragraph 295 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 295.

296. Paragraph 296 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 296.

**COUNT III**  
**(Alleging violations of Virginia Conspiracy Act,**  
**Va. Code §§ 18.2-499(a) and 18.2-500)**

297. Paragraph 297 realleges and incorporates prior paragraphs, and thus no response is required. To the extent a response is required, the allegations are denied.

298. Paragraph 298 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 298.

299. Paragraph 299 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 299.

300. Paragraph 300 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 300.

301. Paragraph 301 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 301.

**COUNT IV**  
**(Alleging Abuse of Process)**

302. Paragraph 302 realleges and incorporates prior paragraphs, and thus no response is required. To the extent a response is required, the allegations are denied.

303. The Fund for Animals admits the allegations in Paragraph 303.

304. The Fund for Animals admits the first sentence of Paragraph 304. The remainder of Paragraph 304 purports to characterize the Court's December 30, 2009 Opinion. The Fund for Animals refers to the opinion as the best evidence of its contents. The Fund for Animals denies the remaining allegations in Paragraph 304.

305. The Fund for Animals denies the allegations in Paragraph 305.

306. The Fund for Animals admits that it has stated that it does not support the use of wild animals in performing circuses and seeks to end the mistreatment of animals in circuses. The Fund for Animals is without knowledge or information sufficient to form a belief as to the remaining allegations in Paragraph 306, and thus denies them.

307. The Fund for Animals denies the allegations in Paragraph 307 as to The Fund for Animals. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 307, and thus denies them.

308. Paragraph 308 purports to characterize certain fundraising materials. The Fund for Animals refers to such materials as the best evidence of their contents. The Fund for Animals otherwise admits that a fundraiser took place in July 2005, but denies that defendants "used the ESA Action as a fundraising opportunity," and denies the remaining allegations in Paragraph 308.

309. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 309 regarding the aggregate donations among certain defendants between February 2003 and December 30, 2008, and thus denies them. The Fund for Animals denies the remaining allegations in Paragraph 309.

310. The Fund for Animals denies the allegations in Paragraph 310.

311. The Fund for Animals denies the allegations in Paragraph 311.

312. Paragraph 312 purports to characterize certain public statements by Mr. Rider. The Fund for Animals refers to transcripts of these statements as the best evidence of their contents. Paragraph 312 otherwise contains a legal conclusion to which no response is required. To the extent a response is required, The Fund for Animals denies the remaining allegations in Paragraph 312.

313. Paragraph 313 contains a legal conclusion to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 313.

314. The Fund for Animals denies the allegations in Paragraph 314, except to admit that the ESA Action plaintiffs did not seek a preliminary injunction in 2000.

315. Paragraph 315 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 315.

316. Paragraph 316 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 316.

317. Paragraph 317 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 317.

318. Paragraph 318 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 318.

319. Paragraph 319 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 319.

320. Paragraph 320 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 320.

321. The Fund for Animals admits that FEI seeks purported compensatory damages, but denies the remaining allegations in Paragraph 321.

322. The Fund for Animals admits that FEI seeks punitive damages, but denies the remaining allegations in Paragraph 322.

**COUNT V**

**(Alleging malicious prosecution)**

323. Paragraph 323 realleges and incorporates prior paragraphs, and thus no response is required. To the extent a response is required, the allegations are denied.

324. The Fund for Animals admits that the Court issued an entry of judgment and a memorandum opinion in the ESA Action on December 30, 2009. The Fund for Animals refers to the entry of judgment and the opinion as the best evidence of their contents.

325. The Fund for Animals denies the allegations in Paragraph 325.

326. The Fund for Animals denies the allegations in Paragraph 326.

327. The Fund for Animals denies the allegations in Paragraph 327.

328. The Fund for Animals admits that the Court entered an entry of judgment and a memorandum opinion in the ESA Action on December 30, 2009. The Fund for Animals refers to the entry of judgment and the opinion as the best evidence of their contents.

329. The Fund for Animals denies the allegations in Paragraph 329.

330. The Fund for Animals denies the allegations in Paragraph 330.

331. Paragraph 331 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 331.

332. Paragraph 332 contains legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 332.

333. The Fund for Animals admits that FEI requests punitive damages, but denies the remaining allegations in Paragraph 333.

**COUNT VI**

**(Alleging maintenance)**

334. Paragraph 334 realleges and incorporates previous paragraphs, and thus no response is required. To the extent a response is required, the allegations are denied.

335. The Fund for Animals admits the allegations in the first sentence of Paragraph 335. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 335, and thus denies them.

336. The first and second sentences of Paragraph 336 contain legal conclusions to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in the first and second sentences of Paragraph 336. The Fund for Animals denies the allegations in Paragraph 336 to the extent they allege that The Fund for Animals and HSUS are a single entity. The Fund for Animals is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 336, and thus denies them.

337. The Fund for Animals denies the allegations in Paragraph 337.

338. The Fund for Animals admits that API maintained organizational standing claims through trial, that API's standing claims were similar to the standing claims of the other organizational plaintiffs, and that the Court held that API lacked standing. The Fund for Animals denies the remaining allegations in Paragraph 338.

339. Paragraph 339 contains a legal conclusion to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 339.

340. Paragraph 340 contains a legal conclusion to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 340.

341. The Fund for Animals admits that the ESA lawsuits lasted more than nine years. The Fund for Animals denies the remaining allegations in Paragraph 341.

342. The Fund for Animals denies the allegations in Paragraph 342.

343. Paragraph 343 contains a legal conclusion to which no response is required. To the extent a response is required, The Fund for Animals denies the allegations in Paragraph 343.

344. The Fund for Animals admits that FEI requests punitive damages, but denies the remaining allegations in Paragraph 344.

## **COUNT VII**

### **(Alleging champerty)**

345. Paragraph 345 realleges and incorporates previous paragraphs, and thus no response is required. To the extent a response is required, the allegations are denied.

346. No response is required by The Fund for Animals.

347. No response is required by The Fund for Animals.

348. No response is required by The Fund for Animals.

349. No response is required by The Fund for Animals.

350. No response is required by The Fund for Animals.

351. No response is required by The Fund for Animals.

352. No response is required by The Fund for Animals.

353. No response is required by The Fund for Animals.

354. No response is required by The Fund for Animals.

355. The Fund for Animals denies any allegation in the First Amended Complaint that it has not expressly admitted in the foregoing paragraphs.

## **AFFIRMATIVE DEFENSES**

By way of affirmative defenses, The Fund for Animals asserts the following:

### **FIRST DEFENSE**

FEI fails to state any claim upon which relief may be granted in its First Amended



Complaint.

**SECOND DEFENSE**

FEI's fraud and fraud-based claims are barred in whole or in part because they do not meet the heightened pleading standards of Fed. R. Civ. P. 9(b).

**THIRD DEFENSE**

FEI's claims are barred in whole or in part on constitutional grounds, because they infringe on the First Amendment rights of the defendants and/or third-parties.

**FOURTH DEFENSE**

FEI's claims are barred in whole or in part by the Noerr-Pennington Doctrine.

**FIFTH DEFENSE**

FEI's claims are barred, in whole or in part, under the applicable statutes of limitations and/or repose.

**SIXTH DEFENSE**

As a result of its own actions, inactions, inadvertence, oversight, deleteriousness, or other conduct, FEI has waived the claims set forth in its First Amended Complaint.

**SEVENTH DEFENSE**

FEI's claims are barred, in whole or in part, by the doctrine of estoppel or laches.

**EIGHTH DEFENSE**

FEI's damages, if any, were proximately caused by superseding and/or intervening acts or negligence done by others for whom The Fund for Animals is (or was) not responsible, including the acts or negligence of persons acting outside the scope of their employment or agency and for whom the Fund for Animals is (or was) not responsible.

**NINTH DEFENSE**

FEI's claims are barred, in whole or in part, because FEI was required to bring its claims

as compulsory counterclaims in the ESA Action, pursuant to Rule 13(a).

**TENTH DEFENSE**

FEI's claims are barred, in whole or in part, by the doctrines of res judicata and collateral estoppel.

**ELEVENTH DEFENSE**

FEI's claims are barred, in whole or in part, because The Fund for Animals acted in good faith at all times.

**TWELFTH DEFENSE**

FEI's claims are barred in whole or in part by the doctrines of *in pari delicto* and unclean hands.

**THIRTEENTH DEFENSE**

To the extent FEI suffered any injury, it failed to mitigate its damages.

**FOURTEENTH DEFENSE**

FEI's claims are barred, in whole or in part, because they are based on conduct related to the ESA Action that is protected by the judicial proceedings privilege, courtroom privilege or litigation privilege.

**FIFTEENTH DEFENSE**

The Fund for Animals is entitled to a set-off or reduction in damages of any amounts obtained by FEI pursuant to any recoveries, awards, reimbursements, or indemnities for the same alleged injuries or damages. The Fund for Animals is also entitled to have any damages that may be awarded to FEI in this action reduced by the value of any other benefit received by FEI or payment to FEI from any collateral source that reduces FEI's loss.

**SIXTEENTH DEFENSE**

The Fund for Animals joins in, and incorporates by reference, each affirmative defense

alleged by other defendants in this action to the extent that such defense is applicable to The Fund for Animals.

**SEVENTEENTH DEFENSE**

Additional facts may be revealed through the course of discovery and further investigation which will support additional defenses that are available, but currently unknown, to The Fund for Animals. The Fund for Animals reserves the right to supplement this Answer with any additional defenses that may become available during the course of discovery.

**PRAYER FOR RELIEF**

The Fund for Animals denies the allegations in FEI's Prayer for Relief. The Fund for Animals prays that FEI takes nothing under its Complaint and that this Court dismiss this action with prejudice, and that this Court award The Fund for Animals costs and attorney's fees under any applicable provision of law, and that this Court grant such other and further relief, special or general, at law or in equity, as this Court may deem just and proper.

**JURY DEMAND**

The Fund for Animals respectfully demands a trial by jury on all causes so triable.

Date: February 28, 2014

Respectfully submitted,

/s/

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