

EXHIBIT D

[BORN FREE USA]

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

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

**AMENDED ANSWER AND AFFIRMATIVE DEFENSES OF BORN FREE USA
UNITED WITH ANIMAL PROTECTION INSTITUTE
TO THE FIRST AMENDED COMPLAINT**

Defendant Born Free USA United With Animal Protection Institute (“Defendant” or “Born Free”) answers the First Amended Complaint (FAC) by Feld Entertainment Inc. (“Plaintiff” or “FEI”) as follows:

GENERAL DENIAL OF CLAIMS

Born Free generally denies the claims and allegations asserted by FEI in the FAC and any specific allegation that is not explicitly admitted below is hereby denied.

SPECIFIC RESPONSES TO NUMBERED ALLEGATIONS

Born Free responds to the specific allegations in the separately numbered paragraphs of the FAC as follows:

1. Paragraph 1 contains a legal conclusion to which no response is required; however, to the extent a response is required, Born Free admits the allegations in Paragraph 1, except Born Free denies that FFA and The HSUS are a single entity and such denial applies to all other references to FFA/HSUS throughout the Amended Complaint.

2. Born Free 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 Born Free, 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 Born Free denies the remaining allegations in Paragraph 2.

3. Born Free admits that the ESA Action was brought, in part, to redress Mr. Rider’s aesthetic injury resulting from FEI’s alleged abuse of its Asian elephants, but Born Free denies the remaining allegations in Paragraph 3.

4. Born Free admits the allegations in the first sentence of Paragraph 4. Born Free 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. Born Free denies the remaining allegations in Paragraph 4.

5. Born Free denies the allegations in Paragraph 5, except that Born Free admits that Mr. Rider received funds from various defendants, either directly or indirectly, and that Born Free provided limited and intermittent funding as contributions for Mr. Rider’s media outreach and other press-related efforts as described in Paragraphs 156-162 of this Answer, which are incorporated by reference here, and Born Free is without knowledge or information sufficient to form a belief as to the truth of the allegations regarding the details of funding for Mr. Rider provided by other parties, or regarding Mr. Rider’s employment and tax payment history, and thus denies them.

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

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

8. Born Free 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 allegations in the second sentence of Paragraph 8 contain a legal conclusion to which no response is required; however, to the extent a response is required, Born Free denies the allegations in the second sentence. The allegations in the third sentence purport to characterize the December 30, 2009 memorandum opinion in the 03-cv-2006 case (“December 30, 2009 Opinion”). Born Free refers to the opinion as the best source of evidence of its contents. Born Free admits that FEI has partially quoted from the December 30, 2009 Opinion in its allegations in the third sentence of Paragraph 8.

9. Born Free denies the allegations in Paragraph 9.

10. Born Free denies the allegations in Paragraph 10.

11. Born Free denies the allegations in the first sentence of Paragraph 11. Born Free 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. Born Free refers to those documents as the best sources of evidence of their contents. Born Free 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; however, to the extent a response is required, Born Free denies the allegations in these sentences. Born Free denies the remaining allegations in Paragraph 11.

12. Paragraph 12 contains legal conclusions to which no response is required; however, to the extent a response is required, Born Free 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; however, to the extent a response is required, Born Free denies the allegations in Paragraph 13.

14. Paragraph 14 contains legal conclusions to which no response is required; however, to the extent a response is required, Born Free denies the allegations in Paragraph 14.

15. Paragraph 15 contains legal conclusions to which no response is required; however, to the extent a response is required, Born Free denies the allegations in Paragraph 15.

16. Paragraph 16 contains legal conclusions to which no response is required; however, to the extent a response is required, Born Free denies the allegations in Paragraph 16.

17. Born Free admits that Mr. Rider received funds from various defendants, either directly or through WAP or MGC, and that Born Free provided limited and intermittent funding as contributions for Mr. Rider's media outreach and other press-related efforts. Born Free is without knowledge or information sufficient to form a belief as to the truth of the allegations regarding the details of funding for Mr. Rider provided by other parties, and thus denies them. Born Free denies the remaining allegations in Paragraph 17.

18. Born Free admits the first sentence in Paragraph 18. Born Free denies the remaining allegations in Paragraph 18.

19. As to the allegations in the first sentence, Born Free 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 them. Born Free refers and incorporates by reference Paragraph 17 of this Answer regarding allegations relating to funding provided for Mr. Rider. Born Free 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. Born Free denies the allegations in the fifth sentence of Paragraph 19 to the extent they allege that Born Free acted in concert with other defendants or any other person or entity. Born Free admits the allegations in the fifth sentence of Paragraph 19 to the extent they allege 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 them. Born Free is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations in the fifth sentences of Paragraph 19 and thus denies them.

20. As to the allegations in the first sentence, Born Free 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 them. Born Free refers and incorporates by reference Paragraph 17 of this Answer regarding allegations relating to funding provided for Mr. Rider. Born Free denies the remaining allegations in Paragraph 20.

21. Born Free 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; however, to the extent a response is required, Born Free denies the allegations in Paragraph 22.

23. Paragraph 23 contains legal conclusions to which no response is required; however, to the extent a response is required, Born Free denies the allegations in Paragraph 23.

24. Paragraph 24 contains legal conclusions to which no response is required; however, to the extent a response is required, Born Free denies the allegations in Paragraph 24.

25. As to the first sentence of Paragraph 25, Born Free 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 them. Born Free refers and incorporates by reference Paragraph 17 of this Answer regarding allegations relating to funding provided for Mr. Rider. The remaining allegations in Paragraph 25 contain legal conclusions to which no response is required; however, to the extent a response is required, Born Free denies the allegations.

26. Paragraph 26 contains legal conclusions to which no response is required; however, to the extent a response is required, Born Free denies the allegations in Paragraph 26.

27. The allegations in 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. Born Free refers to such documents as the best source of evidence of their contents. Born Free 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; however, to the extent a response is required, Born Free denies the allegations in the fourth sentence of Paragraph 27.

28. Born Free denies the allegations in the first and second sentences of Paragraph 28. Born Free 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. Born Free is without knowledge or information sufficient to form a belief as to the truth of the allegations in the first sentence, and thus denies them. Born Free is without knowledge or information sufficient to form a belief as to the truth of the allegations in the second sentence of Paragraph 29, and thus denies them. Born Free is without knowledge or information sufficient to form a belief as to the truth of the third sentence, and thus denies them. Born Free is without knowledge or information sufficient to form a belief as to the truth of the fourth sentence of Paragraph 29, and thus denies them. Born Free denies the allegations in the fifth sentence of Paragraph 29 to the extent they allege any conduct by or on the part of Born Free 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. Born Free denies the allegations in the first sentence of Paragraph 30. Born Free is without knowledge or information sufficient to form a belief as to the truth of the allegations in the second and third sentence of Paragraph 30, and thus denies them.

31. Born Free 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; however, to the extent a response is required, Born Free denies the allegations in the third sentence of Paragraph 31.

32. Born Free denies the allegations in Paragraph 32.

33. Born Free admits the allegations in Paragraph 33.

34. Born Free admits the allegations in the first sentence of Paragraph 34. The allegations in the second sentence of Paragraph 34 purport to characterize the ASPCA's IRS Form 990 for the calendar year 2008, and Born Free refers to it as the best source of evidence of its contents. Born Free 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. Born Free 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. Born Free admits the allegations in the first sentence of Paragraph 35. The allegations in the second sentence of Paragraph 35 purports to characterize AWI's IRS Form 990 for the calendar year 2008, and Born Free refers to it as the best source of evidence for determining its contents. Born Free 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. Born Free 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, except to admit that Cathy Liss and Tracy Silverman were representatives of AWI in connection with the ESA litigation. Born Free 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. Born Free admits the allegations in the first sentence of Paragraph 36 that FFA and The HSUS are both non-profit member organizations, except to deny that FFA and The HSUS are one entity or are known as or hold themselves out as "FFA/HSUS." Born Free denies the allegations in the second sentence of Paragraph 36. Born Free lacks knowledge of the

allegations regarding other defendants' internal matters. The allegations in the fifth sentence of Paragraph 36 purport to characterize the contents of The HSUS's IRS Form 990 for the calendar year 2008. Born Free refers to the specific Form 990 as the best source of evidence for determining its contents. As to the sixth sentence of Paragraph 36, Born Free admits that Mr. Markarian was a representative of FFA in connection with the ESA litigation, but Born Free denies the remaining allegations in the sixth sentence of Paragraph 36. Born Free denies the remaining allegations of Paragraph 36.

37. Born Free 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. Born Free denies the characterization of API in the first sentence of Paragraph 38. Born Free denies the characterization of the combined entity in the second sentence of Paragraph 38. The allegations in the third sentence of Paragraph 38 purport to characterize API's IRS Form 990 for the calendar year 2008, and Born Free refers to the IRS Form 990 as the best source of evidence for determining its contents. Born Free admits the allegations in the fourth and fifth sentences of Paragraph 38, except to state that Nicole Paquette, an attorney, was a representative of API in connection with the ESA litigation, but denies that she is currently employed by Born Free.

39. Born Free admits the allegations in Paragraph 39.

40. Born Free admits the allegations in Paragraph 40.

41. Born Free admits the allegations in Paragraph 41.

42. Born Free admits the allegations in the first, second, and third sentences of Paragraph 42. Born Free 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. Born Free admits the allegations in the first sentence of Paragraph 43. Born Free 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. Born Free admits the allegations in the first sentence of Paragraph 44. Born Free admits that during part of the period covered by the lawsuits comprising ESA Action, Mr. Lovvorn was employed by MGC, but otherwise denies the remaining allegations in the second sentence of Paragraph 44. Born Free admits the third sentence of Paragraph 44. As to the fourth sentence of Paragraph 44, Born Free 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. Born Free admits the allegations in the fifth sentence of Paragraph 44. As to the sixth and seventh sentences of Paragraph 44, Born Free lacks knowledge or information sufficient to admit or deny the allegations.

45. Born Free admits the allegations in the first sentence of Paragraph 45. Born Free admits that during part of the period covered by the ESA litigation, Ms. Ockene was employed by MGC, but otherwise denies the remaining allegations in the second sentence of Paragraph 45. Born Free admits the third sentence of Paragraph 45. As to the fourth sentence of Paragraph 45, Born Free 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. Born Free admits the allegations in the fifth sentence of Paragraph 45. As to the sixth

sentence of Paragraph 45, Born Free lacks knowledge or information sufficient to admit to the truth of the allegations in the sixth sentence of Paragraph 45.

46. Paragraph 46 otherwise contains a legal conclusion to which no response is required; however, to the extent a response is required, Born Free 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. Born Free admits that FEI purports to bring this suit under the provisions of RICO and pursuant to state common law and statutory causes of action. Born Free denies any inferences or other allegations contained in paragraph 47.

48. Paragraph 48 contains a legal conclusion to which no response is required; however, to the extent a response is required, Born Free denies the allegations in Paragraph 48.

49. Paragraph 49 contains a legal conclusion to which no response is required; however, to the extent a response is required, Born Free admits the allegations in Paragraph 49.

50. Born Free admits the allegations in the first, second, and third sentences of Paragraph 50. The allegations in the first, second, and third sentences of Paragraph 50 purport to characterize legal documents, such as the complaints in 00-cv-1641 and the Court's June 29, 2001 decision. Born Free refers to these documents as the best sources of evidence for determining their contents. The allegations in the fourth sentence of Paragraph 50 purport to characterize the D.C. Circuit's February 3, 2003 opinion. Born Free refers to the opinion as the best source of evidence for determining its contents.

51. The first sentence in Paragraph 51 contains a legal conclusion to which no response is required; however, to the extent a response is required, Born Free admits the allegations in the first sentence of Paragraph 51. The allegations in Paragraph 51 purport to

characterize numerous complaints and briefs filed in the 00-cv-1641 and 00-cv-2006 cases. Born Free refers to these documents as the best sources of evidence for determining their contents. Born Free denies the remaining allegations in Paragraph 51.

52. Born Free lacks sufficient knowledge or information to form a belief as to the truth of the allegations in paragraph 52, and thus denies them.

53. Born Free denies the allegations in Paragraph 53.

54. The allegations in the first sentence of Paragraph 54 purport to characterize the United States Court of Appeals for the District of Columbia Circuit's February 3, 2003 opinion. Born Free refers to the opinion as the best source of evidence for determining its contents. Born Free denies the allegations in the second sentence of Paragraph 54. Born Free admits the allegations in the third sentence of Paragraph 54. Born Free 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 otherwise denies the allegations in the fourth sentence of Paragraph 54. Born Free 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. Born Free denies the allegations in the eighth sentence of Paragraph 54. 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, Born Free denies the remaining allegations in the ninth, tenth, and eleventh sentences of Paragraph 54.

55. Born Free admits the first sentence of Paragraph 55. Born Free admits the second sentence of Paragraph 55 to the extent that the Court dismissed Case No. 00-cv-1641 without prejudice to the prosecution of Case No. 03-cv-2006 and otherwise denies the allegations in the

second sentence of Paragraph 55. Born Free admits the allegations in the third and fourth sentences of Paragraph 55.

56. The allegations in Paragraph 56 purport to characterize the Complaint in 03-cv-2006 and the Complaint in 00-cv-1641. Born Free refers to the complaints as the best source of evidence of their contents. Born Free denies the allegations in Paragraph 56, except to admit that Complaint in Case No. 03-cv-2006 contained certain updated information regarding Mr. Rider's interactions with the FEI elephants.

57. The allegations in Paragraph 57 purport to characterize the Complaint in 03-cv-2006 action. Born Free refers to that complaint as the best source of evidence of its contents. Born Free otherwise admits the allegations in Paragraph 57.

58. Born Free admits the allegations in Paragraph 58.

59. Born Free admits the allegations in the first sentence of Paragraph 59. Born Free admits the allegations in the second sentence of Paragraph 59 to the extent that the Court issued its December 30, 2009 Opinion finding that Mr. Rider had no standing to sue. The second sentence of Paragraph 59 purports to characterize the December 30, 2009 Opinion. Born Free refers to the opinion as the best source of evidence of its contents. Born Free denies the allegations in the third sentence of Paragraph 59. Born Free admits the allegations in the fourth sentence of Paragraph 59 to the extent that the Court issued its December 30, 2009 Opinion finding that API had no standing to sue. Born Free 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. Born Free refers to the opinion as the best source of evidence of its contents.

60. Born Free denies the allegations in Paragraph 60.

61. Born Free 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 60, and thus denies them, except Born Free admits that Mr. Rider received certain funds from defendants. Born Free denies the remaining allegations in Paragraph 61.

62. Paragraph 62 purports to characterize certain documents, MGC's bills. Born Free refers these bills as the best evidence of their contents. Born Free 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 Born Free admits that Mr. Rider received certain funds from defendants. Born Free denies the allegations in the third sentence of Paragraph 62.

63. Born Free admits that Mr. Rider received certain funds from defendants and Born Free 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. Born Free 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.

64. Paragraph 64 contains legal conclusions to which no response is required; however, to the extent a response is required, Born Free denies the allegations in Paragraph 64.

65. Paragraph 65 contains legal conclusions to which no response is required; however, to the extent a response is required, Born Free denies the allegations in Paragraph 65.

66. To the extent Paragraph 66 makes any allegations of fact, Born Free denies the allegations in Paragraph 66.

67. The first sentence of Paragraph 67 purports to characterize MGC's bills. Born Free refers to these bills as the best evidence of their contents. Born Free admits that Mr. Rider

received certain funds from defendants. Born Free 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. Born Free denies the remaining allegations in Paragraph 67.

68. Paragraph 68 purports to characterize MGC's bills. Born Free refers these bills as the best evidence of their contents. Born Free is otherwise without sufficient knowledge or information to form a belief as to the truth of the allegations regarding the details of such funding, and denies them.

69. Born Free 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. Born Free denies the allegations in the third and fourth sentences of Paragraph 69, except Born Free admits that Mr. Rider received certain funds from defendants and refers and incorporates by reference Paragraph 17 of this Answer regarding allegations relating to funding provided for Mr. Rider.

70. Born Free admits that other defendants provided certain funds for Mr. Rider and refers and incorporates by reference Paragraph 17 of this Answer regarding such allegations. Born Free is without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 5 regarding AWI and FFA and therefore denies them. Born Free denies the remaining allegations in Paragraph 70.

71. Born Free admits that API joined the ESA lawsuit as a plaintiff in February 2006. Born Free 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. Born Free refers these bills as the best evidence of their contents. Born Free refers and incorporates by reference Paragraph

158 of this Answer regarding the allegations in Paragraph 72. Born Free admits that MGC, Meyer and Glitzenstein were counsel of record in the ESA Action, but Born Free is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations, and thus denies them.

73. Paragraph 72 purports to characterize MGC's bills. Born Free refers these bills as the best evidence of their contents. Born Free is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations, and thus denies them.

74. Born Free 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. Born Free 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. Born Free 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. Born Free admits the allegations in the second, third, and fourth sentences of Paragraph 76, to the extent that Ms. Meyer sent an e-mail to Born Free, the ASPCA and AWI on November 5, 2003 (from which FEI has selectively quoted), attaching a fundraising letter from WAP. These sentences purport to characterize the contents of those documents, and Born Free refers to them as the best source of evidence of their contents. Born Free 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; however, to the extent a response is required, Born Free denies the allegations in Paragraph 77.

78. To the extent the allegations in Paragraph 78 call for a legal conclusion, no answer is required; however, to the extent a response is required, Born Free denies the allegations in Paragraph 78.

79. To the extent the allegations in Paragraph 79 call for a legal conclusion, no answer is required; however, to the extent a response is required, Born Free denies the allegations in Paragraph 79.

80. To the extent the allegations in Paragraph 80 call for a legal conclusion, no answer is required; however, to the extent a response is required, Born Free denies the allegations in Paragraph 80.

81. Born Free denies the allegations in the first sentence of Paragraph 81. The second sentence of Paragraph 81 contains legal conclusions to which no response is necessary. The third sentence purports to characterize document productions by multiple defendants, and Born Free refers to the document productions themselves as the best source of evidence of their contents. Born Free is otherwise without knowledge or information sufficient to form a belief as to the truth of the allegations in the third sentence, and thus denies them. Born Free denies the allegations in the fourth sentence of Paragraph 81. Born Free is without knowledge or information sufficient to form a belief as to the truth of the allegations in the fifth sentence, and thus denies them. The sixth sentence purports to characterize a December 16, 2006 communication from Ms. Meyer. Born Free refers to that communication as the best source of evidence of their contents, but denies the remaining allegations of the sixth sentence. Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegations in the seventh sentence, and thus denies them. Born Free denies the eighth sentence of Paragraph 81.

82. Born Free admits that Mr. Rider received funds from certain defendants through WAP. Born Free is without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 82 regarding the details of funding provided by other parties and therefore denies them. Born Free incorporates by reference Paragraph 160 of this Answer regarding allegations relating to Born Free. Born Free denies the remaining allegations in Paragraph 82.

83. The allegations in Paragraph 83 purport to characterize IRS Form 990s that WAP issued to Mr. Rider. Born Free refers to the Form 990s as the best sources of evidence of their contents. Born Free 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. Born Free is without knowledge or information sufficient to form a belief as to the truth of the allegations regarding the allegations of Paragraph 84, and thus denies them.

85. Born Free is without knowledge or information sufficient to form a belief as to the truth of the allegations regarding the allegations of Paragraph 85, and thus denies them.

86. Born Free is without knowledge or information sufficient to form a belief as to the truth of the allegations regarding the allegations of Paragraph 86, and thus denies them.

87. Born Free is without knowledge or information sufficient to form a belief as to the truth of the allegations regarding the allegations of Paragraph 87, and thus denies them.

88. Born Free is without knowledge or information sufficient to form a belief as to the truth of the allegations regarding the allegations of Paragraph 88, and thus denies them.

89. Born Free is without knowledge or information sufficient to form a belief as to the truth of the allegations regarding the allegations of Paragraph 89, and thus denies them.

90. Born Free admits that WAP provided funds to Mr. Rider and that it was a part of limited discussions regarding funding Mr. Rider's media efforts with co-plaintiffs and counsel, but Born Free 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. Born Free 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. Born Free admits that it provided funding to WAP, as set forth in Paragraph 160 of this Answer, which is incorporated by reference, and that such funding included the alleged grants listed in the fourth sentence of Paragraph 92. Born Free 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. Born Free admits that it contributed certain funds to WAP intended to fund Mr. Rider's media work. Born Free 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. Born Free 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. The allegations in Paragraph 95 purport to characterize certain documents, WAP accounting records. Born Free refers to these records as the best source of evidence of their contents. Born Free 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. Born Free 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. Born Free 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; however, to the extent a response is required, Born Free denies the allegations in Paragraph 98.

99. Paragraph 99 contains legal conclusions to which no response is required; however, to the extent a response is required, Born Free denies the allegations in Paragraph 99.

100. Paragraph 100 contains legal conclusions to which no response is required; however, to the extent a response is required, Born Free denies the allegations in Paragraph 100.

101. Born Free denies the allegations in Paragraph 101.

102. Born Free denies the allegations in Paragraph 102.

103. Born Free 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. Born Free 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. Born Free refers to them as the best source of evidence of their contents. Born Free is without knowledge or information sufficient to form a belief as to the truth of the allegations regarding WAP, and thus denies them. Born Free denies the implication that FEI's motion to compel *caused* a change in API's characterization of payments, and thus denies the remaining allegations in Paragraph 104.

105. Born Free admits that Mr. Rider received funding from defendants, and it was aware that Mr. Rider owned a van. Born Free 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. Born Free 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. Born Free denies the remaining allegations in Paragraph 106.

107. Born Free 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; however, to the extent a response is required, Born Free denies the allegations in Paragraph 108.

109. Paragraph 109 contains legal conclusions to which no response is required; however, to the extent a response is required, Born Free denies the allegations in Paragraph 109.

110. Paragraph 110 contains legal conclusions to which no response is required; however, to the extent a response is required, Born Free denies the allegations in Paragraph 110.

111. Paragraph 111 contains legal conclusions to which no response is required; however, to the extent a response is required, Born Free denies the allegations in Paragraph 111.

112. Born Free is without knowledge or information to form a belief as to the truth of the allegations in Paragraph 112, and thus denies them.

113. Born Free 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. Born Free 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. Born Free denies the remaining allegations.

115. The allegations in Paragraph 115 purport to characterize WAP cover letters. Born Free refers to them as the best sources of evidence of their contents. Born Free 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. Born Free denies the remaining allegations in Paragraph 115.

116. Born Free denies the allegations in Paragraph 116.

117. Born Free 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; however, to the extent a response is required, Born Free 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. Born Free refers to the testimony as the best source of 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, Born Free refers to the testimony and that opinion as the best sources of evidence of their contents. Born Free denies the remaining allegations in Paragraph 119.

120. Paragraph 120 purports to characterize WAP cover letters and the WAP ledger. Born Free refers to these materials as the best evidence of their contents. Born Free 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 Born Free denies the allegations in the second and eighth sentences of Paragraph 120.

121. Paragraph 121 purports to characterize WAP ledger and WAP cover letters. Born Free refers to these materials as the best evidence of their contents. Born Free 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. Born Free 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. Born Free denies the allegations in the first sentence of Paragraph 123. Born Free 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. Born Free refers to the transcripts of their testimony as the best evidence of their testimony. Born Free denies the remaining allegations in Paragraph 124.

125. The allegations in Paragraph 125 purport to characterize WAP accounting records. Born Free refers to them as the best sources of evidence of their contents. The remaining allegations in Paragraph 125 contain a legal conclusion to which no response is required; however, to the extent a response is required, Born Free denies the remaining allegations in Paragraph 125, except to admit that WAP provided certain funding to Mr. Rider.

126. The allegations in Paragraph 126 purport to characterize WAP accounting records. Born Free refers to such records as the best sources of evidence of their contents. The remaining allegations in Paragraph 126 contain a legal conclusion to which no response is required; however, to the extent a response is required, Born Free denies the remaining allegations in Paragraph 126, except to admit that WAP provided certain funding to Mr. Rider.

127. The allegations in Paragraph 127 purport to characterize a letter from Ms. Meyer. Born Free refers to the letter as the best source of evidence of its contents. Born Free is without sufficient knowledge or information to form a belief as to the truth of the allegations in the first, second, third, ninth, tenth, and eleventh sentences of Paragraph 127. Born Free denies

the remaining allegations in Paragraph 127.

128. The allegations in Paragraph 128 purport to characterize a letter and an e-mail from Ms. Meyer. Born Free refers to these documents as the best evidence of their contents. Born Free 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. Born Free denies the remaining allegations in Paragraph 128.

129. Paragraph 129 contains legal conclusions to which no response is necessary. To the extent a response is required, Born Free denies the allegations in Paragraph 129.

130. Paragraph 130 contains legal conclusions to which no response is necessary. To the extent a response is required, Born Free denies the allegations in Paragraph 130.

131. Born Free admits that ASPCA provided certain funding for Mr. Rider, but is without knowledge or information sufficient to form a belief as to the details of such funding and thus denies the allegations relating thereto. Born Free denies the remaining allegations in Paragraph 131.

132. Born Free admits that ASPCA provided certain funding for Mr. Rider, but is without knowledge or information sufficient to form a belief as to the details of such funding and thus denies the allegations relating thereto. The allegations in Paragraph 132 purport to characterize various documents, including MGC bills. Born Free refers to such documents as the best source of evidence of their contents. Born Free is without knowledge or information sufficient to form a belief as to allegations regarding the IRS Form 990s that MGC sent to Mr. Rider, and thus denies them.

133. Born Free 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. Born Free admits that ASPCA provided certain funding for Mr. Rider. Born Free 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. Born Free admits that ASPCA provided certain funding for Mr. Rider. Born Free 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. Born Free admits that ASPCA provided certain funding for Mr. Rider. Born Free 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. Born Free denies the allegations in the ninth and tenth sentences of Paragraph 136. Born Free is without knowledge or information sufficient to form a belief as to the allegations in sentence eleven of Paragraph 136.

137. Born Free 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 necessary. To the extent a response is required, Born Free denies the allegations in Paragraph 138.

139. Paragraph 139 contains legal conclusions to which no response is necessary. To the extent a response is required, Born Free denies the allegations in Paragraph 139.

140. Paragraph 140 contains legal conclusions to which no response is necessary. To the extent a response is required, Born Free denies the allegations in Paragraph 140.

141. Paragraph 141 contains legal conclusions to which no response is necessary. To the extent a response is required, Born Free denies the allegations in Paragraph 141.

142. Paragraph 142 contains legal conclusions to which no response is necessary. To the extent a response is required, Born Free denies the allegations in Paragraph 142.

143. Paragraph 143 contains legal conclusions to which no response is necessary. To the extent a response is required, Born Free denies the allegations in Paragraph 143.

144. Born Free is without knowledge or information sufficient to form a belief as to the allegations of paragraph 144, and thus denies them.

145. Born Free lacks knowledge or information sufficient to form a belief as to the allegations relating to the time period prior to its participation in the litigation, and thus denies the allegations in Paragraph 145.

146. Born Free 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, and thus denies them. The allegations in Paragraph 146 purport to characterize various documents, including MGC bills. Born Free refers to such documents as the best source of evidence of their contents.

147. Born Free 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. Born Free 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. The allegations in Paragraph 148 purport to characterize WAP accounting records. Born Free refers to such records as the best source of evidence of its contents.

149. Born Free 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 necessary. To the extent a response is required, Born Free denies the allegations in Paragraph 150.

151. Paragraph 151 contains legal conclusions to which no response is necessary. To the extent a response is required, Born Free denies the allegations in Paragraph 151.

152. Paragraph 152 contains legal conclusions to which no response is necessary. To the extent a response is required, Born Free denies the allegations in Paragraph 152.

153. Paragraph 153 contains legal conclusions to which no response is necessary. To the extent a response is required, Born Free denies the allegations in Paragraph 153.

154. Paragraph 154 contains legal conclusions to which no response is necessary. To the extent a response is required, Born Free denies the allegations in Paragraph 154.

155. Paragraph 155 contains legal conclusions to which no response is necessary. To the extent a response is required, Born Free denies the allegations in Paragraph 155.

156. Born Free lacks knowledge or information sufficient to form a belief as to the allegations relating to the time period prior to its participation in the litigation, and thus denies the allegations in Paragraph 156.

157. Born Free admits FFA provided limited and intermittent funds to fund Mr. Rider's media work. Born Free denies the remaining allegations in Paragraph 157.

158. Born Free refers to the MGC invoices between May 2001 and November 2003, reflecting these amounts as the best sources of evidence regarding such contributions.

159. Born Free admits the allegations in Paragraph 159. To the extent that Paragraph 159 purports to characterize proposed legislation from 2004 in Denver, Colorado, Born Free refers to such legislation as the best source of evidence of its contents.

160. Born Free denies the allegations in the first sentence of Paragraph 160. As to the second sentence of Paragraph 160, Born Free lacks knowledge of the allegations. The allegations in the third sentence and the chart purport to characterize WAP accounting records. Born Free refers to such records as the best source of evidence of their contents.

161. Born Free admits that Mr. Rider owned a van, but Born Free is otherwise without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 161, and thus denies them. To the extent Paragraph 161 purports to characterize proposed legislation from 2004 in Denver, Colorado, Born Free refers to such legislation as the best source of evidence of its contents.

162. Born Free is without knowledge or information sufficient to form a belief as to the truth of the allegations, and thus denies them.

163. Paragraph 163 contains a legal conclusion to which no response is required; however, to the extent a response is required, Born Free denies the allegations in Paragraph 163.

164. Paragraph 164 contains a legal conclusion to which no response is required; however, to the extent a response is required, Born Free denies the allegations in Paragraph 164.

165. Paragraph 165 contains a legal conclusion to which no response is required; however, to the extent a response is required, Born Free denies the allegations in Paragraph 165.

166. Paragraph 166 contains a legal conclusion to which no response is required; however, to the extent a response is required, Born Free denies the allegations in Paragraph 166.

167. Paragraph 167 contains a legal conclusion to which no response is required; however, to the extent a response is required, Born Free denies the allegations in Paragraph 167.

168. Paragraph 168 contains a legal conclusion to which no response is required; however, to the extent a response is required, Born Free denies the allegations in Paragraph 168.

169. Born Free admits the allegations in the first sentence of Paragraph 169. Born Free denies the remaining allegations of Paragraph 169.

170. Born Free admits that API provided certain funding for Mr. Rider, but denies the characterization of such funding. The allegations in Paragraph 170 purport to characterize various documents, including letters from API to WAP. Born Free refers to such documents as the best source of evidence of their contents.

171. Born Free denies the allegations in the first sentence of Paragraph 171. Born Free denies the remaining allegations and implications in Paragraph 171.

172. Born Free admits that API provided certain funding for Mr. Rider, but denies the remaining allegations in Paragraph 172.

173. Born Free admits that API provided certain funding for Mr. Rider, but denies that such payments were in cash. Born Free is without knowledge or information sufficient to form a belief as to the remaining allegations in Paragraph 173.

174. Born Free denies the allegations in Paragraph 174.

175. Born Free denies the allegations in Paragraph 175.

176. Born Free denies the allegations in Paragraph 176.

177. Born Free denies the allegations in Paragraph 177.

178. Born Free denies the allegations in the Paragraph 178.

179. Born Free admits that a joint fundraiser took place in July 2005, but denies the remaining allegations in the first sentence of Paragraph 179. The allegations in the second and fifth sentences of Paragraph 179 purport to characterize an invitation to the fundraiser. Born Free refers to the invitation as the best source of evidence of its contents. Born Free 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. Born Free denies the remaining allegations in Paragraph 179.

180. Born Free 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, Born Free refers to such materials as the best sources of evidence of their contents. Born Free denies the remaining allegations in Paragraph 180.

181. Born Free denies the allegations in Paragraph 181.

182. Born Free denies the allegations in Paragraph 182.

183. Born Free denies the allegations in Paragraph 183.

184. Born Free admits the allegations in Paragraph 184.

185. Born Free admits that defendants made use of such documents in discovery responses and at trial. Born Free lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in Paragraph 185, and thus denies them.

186. Born Free denies the allegations in Paragraph 186.

187. The allegations in Paragraph 187 purport to characterize various documents and testimony, including Mr. Rider's interrogatory answer, statements under oath and affidavits from the year 2000. Born Free refers to these documents and transcripts of these statements as the

best evidence of their contents. Born Free lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in Paragraph 187, and thus denies them.

188. The allegations in Paragraph 188 purport to characterize various documents and testimony, including Mr. Rider's interrogatory answer, statements under oath and affidavits from the year 2000. Born Free refers to these documents and transcripts of these statements as the best evidence of their contents. Born Free lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in Paragraph 188, and thus denies them.

189. Born Free 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. Born Free refers to the transcript of Mr. Rider's trial testimony and to the Court's opinion as the best evidence of their contents. Born Free admits that Mr. Rider was a fact witness for the plaintiffs in the ESA action and that he testified on two days at trial. Born Free denies remaining allegations in Paragraph 190.

191. Born Free denies the allegations in Paragraph 191.

192. Born Free denies the allegations in Paragraph 192.

193. Born Free is otherwise 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. Born Free refers to each as the best source of evidence of its contents. Born Free is otherwise without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 194, and thus denies them.

195. The allegations in Paragraph 195 purport to characterize certain API documents. Born Free refers to them as the best source of evidence of their contents.

196. The allegations in Paragraph 196 purport to characterize discovery responses. Born Free refers to the discovery responses as the best source of evidence of their contents. Born Free denies the remaining allegations in Paragraph 196.

197. The allegations in Paragraph 197 purport to characterize various documents, including deposition testimony and discovery responses in the ESA Action. Born Free refers to such testimony and discovery responses as the best sources of evidence of their contents. Born Free denies the remaining allegations in Paragraph 197.

198. Born Free denies the allegations in Paragraph 198.

199. Born Free admits the allegations in Paragraph 199.

200. The allegations in Paragraph 200 purport to characterize AWI's discovery document responses. Born Free refers to such materials as the best source of evidence of their contents. Born Free is without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 200, which relate to the knowledge of another party, and thus denies them.

201. Paragraph 201 purports to characterize FEI's Interrogatory No. 21 and AWI's Response thereto. Born Free 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; however, to the extent a response is required, Born Free 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. Born Free 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; however, to the extent a response is required, Born Free 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. Born Free denies the allegations in the Paragraph 203.

204. Born Free denies the allegations in the Paragraph 204.

205. Born Free denies the allegations in the Paragraph 205.

206. The allegations in Paragraph 206 purport to characterize AWI's deposition testimony. Born Free refers to the transcript of that testimony as the best evidence of its contents. Born Free 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. The allegations in Paragraph 207 purport to characterize AWI's testimony. Born Free refers to such testimony as the best source of evidence of their contents. Born Free is without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 207, which relate to the knowledge of another party, and thus denies them.

208. The allegations in Paragraph 208 purport to characterize AWI's testimony. Born Free refers to such testimony as the best source of evidence of their contents. Born Free is without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 208, and thus denies them.

209. The allegations in Paragraph 209 purport to characterize AWI's testimony. Born Free refers to such materials as the best source of evidence of their contents. Born Free is without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 209, which primarily relate to the actions and knowledge of other parties, and thus

denies them, except that it admits that it received invoices from MGC, which are the best source of evidence of their contents, and admits that defendants provided certain funding for Mr. Rider. Born Free refers to and incorporates by reference Paragraph 17 of this Answer regarding allegations relating to such funding.

210. The allegations in Paragraph 210 purport to characterize AWI's testimony and MGC's legal bills. Born Free refers to such materials as the best source of evidence of their contents. Born Free 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. The allegations in Paragraph 211 purport to characterize AWI's testimony and Ms. Weisberg's May 7, 2001 e-mail. Born Free refers to such materials as the best sources of evidence of their contents. Born Free is without knowledge or information sufficient to form a belief as to the truth of the allegations regarding the remaining allegations, and thus denies them.

212. The allegations in Paragraph 212 purport to characterize AWI's testimony and ASPCA's testimony. Born Free refers to such testimony as the best sources of evidence of their contents. Born Free is without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 212, and thus denies them.

213. The allegations in Paragraph 213 purport to characterize AWI's testimony, Ms. Meyer's November 3, 2003 e-mail, and several communications involving Ms. Meyer and Ms. Liss. Born Free refers to such materials as the best sources of evidence of their contents. Born Free is without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 213, and thus denies them.

214. Born Free denies the allegations in Paragraph 214.

215. Born Free denies the allegations in Paragraph 215.

216. Born Free denies the allegations in Paragraph 216.

217. The allegations in the Paragraph 217 purport to characterize Mr. Markarian's testimony. Born Free refers to that testimony as the best source of evidence of its contents. Born Free is without knowledge or information sufficient to form a belief as to the truth of the allegations regarding other parties, and thus denies them. Born Free denies the remaining allegations in Paragraph 217.

218. The allegations in Paragraph 218 purport to characterize Mr. Markarian's testimony as Born Free's 30(b)(6) witness on June 22, 2005. Born Free refers to that testimony as the best source of evidence of its contents. Born Free denies the allegations in Paragraph 218.

219. The allegations in Paragraph 219 purport to characterize Mr. Markarian's testimony. Defendant refers to that testimony as the best source of evidence of its contents. Defendant denies the allegations in Paragraph 219.

220. Born Free denies the allegations in Paragraph 220.

221. Born Free denies the allegations in Paragraph 221.

222. Born Free denies the allegations in Paragraph 222.

223. Born Free admits the allegations in Paragraph 223, except Born Free denies that Meyer signed Rider's responses.

224. Born Free is without knowledge or information sufficient to form a belief as to the truth of the allegations regarding other parties, and thus denies them. Born Free denies the remaining allegations in Paragraph 224.

225. The allegations in Paragraph 225 purport to characterize certain documents, FEI's First Interrogatory No. 25 and Mr. Rider's responses and objections thereto. Born Free refers to such documents as the best source of evidence of their contents.

226. The allegations in Paragraph 226 purport to characterize Mr. Rider's answer to FEI's First Interrogatory No. 24. Born Free refers to the interrogatory answer as the best source of evidence of its contents. Paragraph 226 contains legal conclusions to which no response is required. To the extent a response is required, Born Free 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. The allegations in Paragraph 227 purport to characterize Mr. Rider's answer to FEI's First Interrogatory No. 24. Born Free refers to the interrogatory answer as the best source of evidence of its contents. Paragraph 227 contains legal conclusions to which no response is required. To the extent a response is required, Born Free denies allegations in the first sentence in Paragraph 227, and Born Free 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, Born Free denies the allegations in Paragraph 228.

229. Born Free denies the allegations in Paragraph 229.

230. Born Free denies the allegations in Paragraph 230.

231. Born Free 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. Born Free 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, Born Free refers to the hearing transcript, the Court's Order, and the related pleadings as the best sources of evidence of their contents. Born Free denies allegations characterizing the funding provided for Mr. Rider as "the Rider

payment scheme.” Born Free is without knowledge or information sufficient to form a belief as to the truth of the allegations regarding other defendants’ actions regarding the subpoena directed at Mr. Rider, and thus denies them. Born Free denies the remaining allegations in Paragraph 231.

232. Born Free denies that it provided funding to Mr. Rider or WAP in February and March of 2008 and 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, Born Free denies the allegations in Paragraph 233.

234. Born Free denies the allegations in Paragraph 234.

235. Born Free is without knowledge or information sufficient to form a belief as to the truth of the allegations regarding the actions of others, and thus denies them. Born Free denies the remaining allegations in Paragraph 235.

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

237. Born Free admits that a bill to prohibit certain conduct relating to elephants was introduced in Congress in 1999. Born Free refers to that legislation as the best source of evidence of its contents. Born Free denies the remaining allegations in Paragraph 237.

238. Born Free 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. The allegations of Paragraph 238 purport to characterize numerous unidentified legislative measures introduced

in state legislatures and cities and municipalities throughout the United States. Born Free refers to the specific legislation as the best source of evidence of its contents.

239. The allegations in Paragraph 239 purport to characterize Mr. Rider's testimony at various times and places. Born Free refers to such testimony as the best source of evidence of its contents. Born Free denies the allegations in the second, third, and fourth sentences, and Born Free 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. Born Free denies the allegations in Paragraph 240.

241. The allegations in Paragraph 241 purport to characterize Mr. Rider's testimony at various times and places. Born Free refers to such testimony as the best sources of evidence of their contents. Paragraph 241 contains legal conclusions to which no response is required; however, to the extent a response is required, Born Free denies the allegations in Paragraph 241, except Born Free 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. Born Free refers to such testimony as the best source of evidence of its contents. Paragraph 242 contains a legal conclusion to which no response is required; however, to the extent a response is required, Born Free denies the allegations in Paragraph 242, except Born Free 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. Born Free refers to such testimony as the best source of evidence of its contents.

Paragraph 243 contains legal conclusions to which no response is required; however, to the extent a response is required, Born Free denies the allegations in Paragraph 243.

244. Born Free admits the allegations in Paragraph 244.

245. Born Free 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; however, to the extent a response is required, Born Free denies the allegations in the last sentence of Paragraph 245. Born Free denies the remaining allegations in Paragraph 245.

246. Born Free denies the allegations in Paragraph 246 as to Born Free and is otherwise 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. Born Free denies the allegations in Paragraph 247.

248. Born Free 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. Born Free 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. Born Free 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. Born Free refers to the affidavit as the best source of evidence of its contents. Born Free is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 251, and thus denies them.

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

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

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

255. Born Free 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. Born Free 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. Born Free 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. Born Free admits the allegations in Paragraph 258.

259. Born Free 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. Born Free refers to this affidavit as the best source of evidence of its contents. Born Free is without knowledge or

information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 260, and thus denies them.

261. Paragraph 261 purports to characterize a USDA Complaint and contents on WAP's website. Born Free refers to such materials as the best source of evidence of their contents. Born Free is without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 261, and thus denies them.

262. Born Free 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. Born Free 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. Born Free 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. Born Free 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, Born Free refers to the hearing transcript, the Court's Order, and the related pleadings as the best sources of evidence of their contents. Born Free admits the allegations in the first and second sentences of Paragraph 266. Born Free 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. Born Free denies the allegations in the fifth sentence of Paragraph 266.

267. Paragraph 267 purports to characterize Ms. Hundley and Mr. Tom's affidavits and contains legal conclusions to which no response is necessary; however, to the extent a response

is required, Born Free refers to these affidavits as the best source of evidence of their contents. Born Free 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. Born Free 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. Born Free 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. Born Free 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. Born Free 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. Born Free denies the remaining allegations of Paragraph 271.

272. Paragraph 272 contains legal conclusions to which no response is required; however, to the extent a response is required, Born Free 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 Born Free 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. Paragraph 272 purports to characterize the testimony of Ms. Hundley, Mr. Tom, and Ms. Tom. Born Free refers to such testimony as the best source of evidence of its contents.

273. Born Free denies the allegations in Paragraph 273.

274. Born Free 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. Born Free 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.

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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; however, to the extent a response is required, Born Free denies the allegations in Paragraph 276.

277. Paragraph 277 contains legal conclusions to which no response is required; however, to the extent a response is required, Born Free denies the allegations in Paragraph 277.

278. Paragraph 278 contains legal conclusions to which no response is required; however, to the extent a response is required, Born Free denies the allegations in Paragraph 278.

279. Paragraph 279 contains legal conclusions to which no response is required; however, to the extent a response is required, Born Free denies the allegations in Paragraph 279.

280. Paragraph 280 contains legal conclusions to which no response is required; however, to the extent a response is required, Born Free denies the allegations in Paragraph 280.

281. Paragraph 281 contains legal conclusions to which no response is required; however, to the extent a response is required, Born Free denies the allegations in Paragraph 281.

282. Paragraph 282 contains legal conclusions to which no response is required; however, to the extent a response is required, Born Free denies the allegations in Paragraph 282.

283. Paragraph 283 contains legal conclusions to which no response is required; however, to the extent a response is required, Born Free denies the allegations in Paragraph 283.

284. Paragraph 284 contains a legal conclusion to which no response is required; however, to the extent a response is required, Born Free denies the allegations in Paragraph 284.

285. Paragraph 285 contains a legal conclusion to which no response is required; however, to the extent a response is required, Born Free denies the allegations in Paragraph 285.

286. Paragraph 286 contains a legal conclusion to which no response is required; however, to the extent a response is required, Born Free denies the allegations in Paragraph 286.

287. Paragraph 287 contains a legal conclusion to which no response is required; however, to the extent a response is required, Born Free denies the allegations in Paragraph 287.

288. Paragraph 288 contains a legal conclusion to which no response is required; however, to the extent a response is required, Born Free 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; however, to the extent a response is required, Born Free denies the allegations in Paragraph 290.

291. Paragraph 291 contains legal conclusions to which no response is required; however, to the extent a response is required, Born Free denies the allegations in Paragraph 291.

292. Paragraph 292 contains legal conclusions to which no response is required; however, to the extent a response is required, Born Free denies the allegations in Paragraph 292.

293. Paragraph 293 contains legal conclusions to which no response is required; however, to the extent a response is required, Born Free denies the allegations in Paragraph 293.

294. Paragraph 294 contains legal conclusions to which no response is required; however, to the extent a response is required, Born Free denies the allegations in Paragraph 294.

295. Paragraph 295 contains legal conclusions to which no response is required; however, to the extent a response is required, Born Free denies the allegations in Paragraph 295.

296. Paragraph 296 contains legal conclusions to which no response is required; however, to the extent a response is required, Born Free 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; however, to the extent a response is required, Born Free denies the allegations in Paragraph 298.

299. Paragraph 299 contains legal conclusions to which no response is required; however, to the extent a response is required, Born Free denies the allegations in Paragraph 299.

300. Paragraph 300 contains legal conclusions to which no response is required; however, to the extent a response is required, Born Free denies the allegations in Paragraph 300.

301. Paragraph 301 contains legal conclusions to which no response is required; however, to the extent a response is required, Born Free 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. Born Free admits the allegations in Paragraph 303.

304. Born Free admits the first sentence of Paragraph 304. The remainder of Paragraph 304 purports to characterize the December 30, 2009 Opinion. Born Free refers to the opinion as the best source of evidence of its contents. Born Free denies the remaining allegations in Paragraph 304.

305. Born Free denies the allegations in Paragraph 305.

306. Born Free admits that it has opposed the mistreatment and use of elephants in circuses and has previously stated that it seeks to end such mistreatment. Born Free is without knowledge or information sufficient to form a belief as to the remaining allegations in Paragraph 306, and thus denies them.

307. Born Free denies the allegations in Paragraph 307 as to Born Free. Born Free 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. Born Free admits that a fundraiser took place in July 2005, but denies that defendants “used the ESA Action as a fundraising opportunity.” Paragraph 308 purports to characterize certain fundraising materials. Born Free refers to such materials as the best source of evidence of their contents. Born Free denies the remaining allegations in Paragraph 308.

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

310. Born Free denies the allegations in Paragraph 310.

311. Born Free denies the allegations in Paragraph 311.

312. Paragraph 312 purports to characterize certain public statements by Mr. Rider. Born Free refers to transcripts of these statements as the best source of evidence of their contents. Paragraph 312 otherwise contains a legal conclusion to which no response is required; however, to the extent a response is required, Born Free denies the remaining allegations in Paragraph 312.

313. Paragraph 313 contains a legal conclusion to which no response is required; however, to the extent a response is required, Born Free denies the allegations in Paragraph 313.

314. Born Free denies the allegations in Paragraph 314.

315. Paragraph 315 contains legal conclusions to which no response is required; however, to the extent a response is required, Born Free denies the allegations in Paragraph 315.

316. Paragraph 316 contains legal conclusions to which no response is required; however, to the extent a response is required, Born Free denies the allegations in Paragraph 316.

317. Paragraph 317 contains legal conclusions to which no response is required; however, to the extent a response is required, Born Free denies the allegations in Paragraph 317.

318. Paragraph 318 contains legal conclusions to which no response is required; however, to the extent a response is required, Born Free denies the allegations in Paragraph 318.

319. Paragraph 319 contains legal conclusions to which no response is required; however, to the extent a response is required, Born Free denies the allegations in Paragraph 319.

320. Paragraph 320 contains legal conclusions to which no response is required; however, to the extent a response is required, Born Free denies the allegations in Paragraph 320.

321. Born Free admits that FEI seeks compensatory damages, but Born Free denies the remaining allegations in Paragraph 321.

322. Born Free admits that FEI seeks punitive damages, but Born Free denies the remaining allegations in Paragraph 322.

COUNT V
(Alleging Malicious Prosecution)

323. No response required.

324. No response required.

325. No response required.

326. No response required.

327. No response required.

328. No response required.

329. No response required.

330. No response required.

331. No response required.

332. No response required.

333. No response required.

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. Born Free admits the allegations in the first sentence of Paragraph 335. Born Free 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; however, to the extent a response is required, Born Free denies the allegations in these sentences. Born Free 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. Born Free denies the allegations in Paragraph 337.

338. Born Free admits that API maintained organizational standing claims through trial and that the Court held that API lacked standing. Born Free denies the remaining allegations in Paragraph 338.

339. Paragraph 339 contains a legal conclusion to which no response is required; however, to the extent a response is required, Born Free denies the allegations in Paragraph 339.

340. Paragraph 340 contains a legal conclusion to which no response is required; however, to the extent a response is required, Born Free denies the allegations in Paragraph 340.

341. Born Free admits that the ESA lawsuits lasted more than nine years. Defendant denies the remaining allegations in Paragraph 341.

342. Born Free denies the allegations in Paragraph 342.

343. Paragraph 343 contains a legal conclusion to which no response is required; however, to the extent a response is required, Born Free denies the allegations in Paragraph 343.

344. Born Free admits that FEI requests punitive damages, but Born Free denies the remaining allegations in Paragraph 344.

COUNT VII
(Alleging Champerty)

345. No response is required by Born Free.

346. No response is required by Born Free.

347. No response is required by Born Free.

348. No response is required by Born Free.

349. No response is required by Born Free.

350. No response is required by Born Free.

351. No response is required by Born Free.

352. No response is required by Born Free.

353. No response is required by Born Free.

354. No response is required by Born Free.

AFFIRMATIVE DEFENSES

Born Free hereby asserts the following affirmative defenses to the claims of FEI:

FIRST DEFENSE

FEI fails to state any claim upon which relief may be granted in its FAC.

SECOND DEFENSE

FEI's claims must be dismissed pursuant to the Noerr-Pennington Doctrine.

THIRD DEFENSE

FEI's claims must be dismissed on constitutional grounds, because they infringe on First Amendment rights.

FOURTH DEFENSE

FEI's claims are barred, in whole or in part, by the applicable statutes of limitations.

FIFTH DEFENSE

FEI's claims are barred, in whole or in part, by the doctrines of estoppel, waiver, and/or laches.

SIXTH DEFENSE

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

SEVENTH DEFENSE

FEI lacks constitutional standing to bring its claims.

EIGHTH DEFENSE

FEI failed to establish "but for" or *proximate* causation of its alleged injuries.

NINTH DEFENSE

FEI was required to bring its claims as compulsory counterclaims in the ESA Action, pursuant to Rule 13(a), and such claims are now barred.

TENTH DEFENSE

FEI has failed to mitigate its damages.

ELEVENTH DEFENSE

FEI's alleged injuries or damages, if any, were or may have been caused or proximately caused by the plaintiff's contributory negligence or were incurred as a result of Plaintiff's assumption of risk.¹

TWELFTH DEFENSE

FEI's alleged injuries and damages, if any, were not caused or proximately caused by any acts and/or omissions by Born Free.

THIRTEENTH DEFENSE

FEI's alleged injuries and/or damages, if any, were or may have been proximately caused by superseding and/or intervening acts or negligence of others for whom Born Free is not responsible.

FOURTEENTH DEFENSE

Plaintiff's alleged injuries and/or damages, if any, were or may have been proximately caused by the acts or negligence of persons acting outside the scope of their employment and for whom Born Free is not responsible.

FIFTEENTH DEFENSE

Born Free. incorporates by reference herein and does not waive any affirmative defenses raised by other defendants in this action to the extent that such affirmative defenses relate to Born Free's circumstances.

¹ Born Free acknowledges that the defenses of contributory negligence and assumption of risk, were stricken by the Court in its minute order of April 23, 2013 (the "Order"), pursuant to Plaintiff's September 7, 2012 motion. Defendant acknowledges that the Order applies with equal weight to Born Free's Amended Answer, and repleads the stricken defenses here solely to preserve them for appeal.

SIXTEENTH DEFENSE

FEI's claims are or may be barred by the doctrine of res judicata and/or collateral estoppel.

SEVENTEENTH DEFENSE

Plaintiff's claims are or may be barred in whole or in part by the doctrine of *in pari delicto* and unclean hands.

EIGHTEENTH DEFENSE

Plaintiff's claims are or may be barred in whole or in part by the District of Columbia's Anti-SLAPP Act ("strategic lawsuits against public participation") codified at D.C. Code §§ 16-5501 *et seq.* (2010).

NINETEENTH DEFENSE

Plaintiff's claims are or may be barred in whole or in part because of the failure to comply with the heightened pleading requirements of Fed. R. Civ. P. 9(b).

TWENTIETH DEFENSE

Plaintiff's claims are or may be barred in whole or in part because Born Free at all relevant times acted in good faith.

TWENTY-FIRST DEFENSE

Born Free reserves the right to assert each and every additional defense, including affirmative defenses that may become available during the course of discovery.

TWENTY-SECOND DEFENSE

Born Free is entitled to a set-off or reduction in damages, should any damages be awarded against it, of any amount(s) obtained by Plaintiff with respect to the same alleged injuries or damages, including but not limited to, the ASPCA's settlement payment to Plaintiff

and any attorneys' fees that may be awarded to Plaintiff in the related ESA Action (No. 03-2006-EGS (D.D.C.)). Born Free is also entitled to have any damages that may be awarded to Plaintiff in this action reduced by the value of any other benefit or payment to Plaintiff from any collateral source that reduces Plaintiff's alleged loss.

TWENTY-SECOND DEFENSE

Plaintiff'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.

PRAYER FOR RELIEF

Born Free denies the allegations in FEI's Prayer for Relief. Born Free prays that FEI takes nothing under its Complaint and that this Court dismiss this action with prejudice, and that this Court award Born Free 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

Born Free respectfully demands a trial by jury on all causes so triable.

February 28, 2014

Respectfully submitted,

/s/ David H. Dickieson

David H. Dickieson (DC Bar No. 321778)

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Counsel for Born Free USA United With Animal Protection Institute

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a true and correct copy of the foregoing was served electronically on all parties receiving ECF notice in this proceeding on the 28th day of February, 2014.

/s/ David H. Dickieson
David H. Dickieson