

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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IN RE PLATINUM-BEECHWOOD LITIGATION

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Docket No. 1:18-cv-6658 (JSR)

MELANIE L. CYGANOWSKI, as Equity Receiver  
for Platinum Partners Credit Opportunities Master  
Fund LP

Plaintiff,

v.

BEECHWOOD RE LTD., et al.

Defendants,

and

Docket No. 1:18-cv-12018 (JSR)

SENIOR HEALTH INSURANCE COMPANY OF  
PENNSYLVANIA

Defendant/Third Party Plaintiff,

v.

BEECHWOOD RE LTD., et al.

Third Party Defendants.

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**ANSWER OF ESTATE OF URI LANDESMAN TO THIRD-PARTY COMPLAINT OF  
SENIOR HEALTH INSURANCE COMPANY OF PENNSYLVANIA**

Defendant Estate of Uri Landesman (“Landesman”) hereby responds to Defendant, Crossclaimant, and Third-Party Claimant Senior Health Insurance Company of Pennsylvania (“SHIP”) and Defendant Fuzion Analytics, Inc. (“Fuzion”) as follows:

**ANSWER**

1. No response is required to the allegations set forth in Paragraphs 1-4 of the Third-Party Complaint, as they set forth legal contentions or conclusions. To the extent a response is necessary, Landesman denies the allegations set forth in Paragraphs 1-4.

2. No response is required to the allegation set forth in Paragraph 5 as it sets forth legal conclusions. To the extent a response is necessary, Landesman denies the allegations set forth in Paragraph 5.

3. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraphs 6-37.

4. In response to paragraph 38, Landesman admits that the Estate of Landesman represents the interests of the late Uri Landesman, that Mr. Landesman passed away on September 14, 2018, and that, prior to his death, Mr. Landesman was a resident of New Rochelle, New Rochelle New York. Landesman further admits that, prior to his death, Mr. Landesman was indicted. All remaining allegations in Paragraph 38 are denied as Landesman lacks information sufficient to form a belief as to the veracity of the allegations. All remaining characterizations of the facts or legal conclusions are denied.

5. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraphs 39-44.

6. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraphs 45-46. Additionally, the emails referenced in Paragraphs 45-46 are writings that speak for themselves and any characterization of them is denied.

7. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraphs 47-49.

8. Paragraphs 50 and 51 constitute legal conclusions to which no response is required. To the extent a response is required, paragraphs 50 and 51 are denied.

9. Landesman denies the allegations contained in Paragraph 52.

10. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraphs 53-56. To the extent that the allegations in paragraphs 53-56 constitute characterizations of the facts or legal conclusions, such characterizations and legal conclusions are denied.

11. The report referenced in Paragraph 57 is a writing that speaks for itself and any characterization of it is denied.

12. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraphs 58-62.

13. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraph 63, except to deny that Uri Landesman was at all enriched by any alleged conspiracy or agreement referenced in Paragraph 63.

14. The email referenced in Paragraph 64 is a writing that speaks for itself and any characterization of it is denied.

15. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraph 65.

16. The email referenced in Paragraph 66 is a writing that speaks for itself and any characterization of it is denied.

17. The memorandum referenced in Paragraph 67 is a writing that speaks for itself and any characterization of it is denied. All remaining allegations are denied.

18. The due diligence documents and draft term sheet referenced in Paragraph 68 are writings that speak for themselves and any characterization of them are denied. Landesman lacks sufficient information to form a belief as to the veracity of the remainder of the allegations.

19. The invoice referenced in Paragraph 69 is a writing that speaks for itself and any characterization of it is denied.

20. The emails referenced in Paragraph 70 are writings that speak for themselves and any characterization of them is denied.

21. The document referenced in Paragraph 71 is a writing that speaks for itself and any characterization of it is denied.

22. The emails referenced in Paragraph 72 are writings that speak for themselves and any characterization of them is denied.

23. The documents referenced in Paragraph 73 are writings that speak for themselves and any characterization of them is denied. Landesman lacks knowledge sufficient to form a belief as to the veracity of the remaining allegations in Paragraph 73.

24. The agreement and demand notes referenced in Paragraph 74 are writings that speak for themselves and any characterization of them is denied. Landesman lacks knowledge sufficient to form a belief as to the veracity of the remaining allegations in Paragraph 74.

25. All allegations referring Landesman in Paragraph 75 are denied. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the remaining allegations set forth in Paragraphs 75.

26. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the remaining allegations set forth in Paragraphs 76-77. To the extent that the allegations in Paragraphs 76-77 constitute

27. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraph 78, except to deny that Uri Landesman agreed to

misrepresent the persons who owned or controlled Beechwood or intended to confuse interested parties.

28. Landesman denies all allegations that he expressly contemplated how to use Beachwood to conceal the Nordlicht Group's control over investments. The remaining allegations in Paragraph 79 are writings that speak for themselves and any characterization of them is denied.

29. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraph 80. The email referenced in Paragraph 80 is a writing that speaks for itself and any characterization of it is denied.

30. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraphs 81-83, except to deny that Uri Landesman in any way created, controlled, or was enriched by the Beechwood Entities.

31. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraphs 84-86.

32. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraph 87. The spreadsheet referenced in Paragraph 87 is a writing that speaks for itself and any characterization of it is denied.

33. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraphs 88-98.

34. The draft complaint referenced in Paragraph 99 is a writing that speaks for itself and any characterization of it is denied. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraph 99.

35. Landesman denies the allegations in Paragraph 100 that Landesman knew about, lied about, or hid the Platinum-Beachwood connection. The remaining allegations in Paragraph

100 are allegations from an unproven complaint, to which no response is required. To the extent a response is required, Landesman states that it lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraph 100.

36. No response is required to the allegations set forth in Paragraph 101 as it sets forth legal conclusions. To the extent a response is necessary, Landesman denies the allegations set forth in Paragraph 101.

37. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraphs 102-108.

38. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraph 109. The emails and other documents referenced in Paragraph 109 are writings that speak for themselves and any characterization of them is denied.

39. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraphs 110-111.

40. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraph 112. The email referenced in Paragraph 112 is a writing that speaks for itself and any characterization of it is denied.

41. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraph 113.

42. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraph 114. The email referenced in Paragraph 114 is a writing that speaks for itself and any characterization of it is denied. Any remaining allegations are denied.

43. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraph 115.

44. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraph 116. The emails referenced in Paragraph 116 are writings that speak for themselves and any characterization of them is denied. All remaining allegations are denied.

45. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraphs 117-118. Any remaining allegations are denied.

46. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraphs 119-120. The response referenced in Paragraphs 119-120 is a writing that speaks for itself and any characterization of it is denied.

47. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraphs 121-136. Any remaining allegations are denied.

48. The email and documents referenced in Paragraphs 137-141 are writings that speak for themselves and any characterization of them is denied.

49. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraphs 142-143.

50. The documents referenced in Paragraph 144 are writings that speak for themselves and any characterization of them is denied. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the remainder of the allegations set forth in Paragraph

51. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraphs 145-151.

52. The document referenced in Paragraph 152 is a writing that speaks for itself and any characterization of it is denied.

53. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraphs 153-164.

54. The document referenced in Paragraph 165 is a writing that speaks for itself and any characterization of it is denied.

55. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraph 166.

56. The documents referenced in Paragraphs 167-170 are writings that speaks for themselves and any characterization of them is denied.

57. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraph 171.

58. The documents referenced in Paragraphs 172-177 are writings that speak for themselves and any characterization of them is denied.

59. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraph 178.

60. The emails and account statements referenced in Paragraph 179 are writings that speak for themselves and any characterization of them is denied.

61. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraph 180.

62. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraph 181. The email referenced in Paragraph 181 is a writing that speaks for itself and any characterization of it is denied.



63. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraphs 182-184.

64. The document referenced in Paragraph 185 is a writing that speaks for itself and any characterization of it is denied.

65. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraph 186.

66. The documents referenced in Paragraphs 187-190 are writings that speak for themselves and any characterization of them is denied.

67. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraph 191.

68. The documents referenced in Paragraphs 192-197 are writings that speak for themselves and any characterization of them is denied.

69. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraph 198-201.

70. The document referenced in Paragraph 202 is a writing that speaks for itself and any characterization of it is denied.

71. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraph 203.

72. The documents referenced in Paragraphs 204-208 are writings that speak for themselves and any characterization of them is denied.

73. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraph 209.

74. The documents referenced in Paragraphs 210-214 are writings that speak for themselves and any characterization of them is denied.

75. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraphs 215-216.

76. The documents referenced in Paragraphs 217-225 are writings that speak for themselves and any characterization of them is denied.

77. Landesman admits the allegations set forth in Paragraph 226.

78. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraphs 227-228.

79. No response is required to the allegations set forth in Paragraphs 229-231 as they set forth legal conclusions. To the extent a response is necessary, Landesman denies the allegations set forth in Paragraphs 229-231.

80. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraphs 232-235, except to deny that Uri Landesman engaged in, or knew he was engaging in, any wrongdoing.

81. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraph 236. The emails referenced in Paragraph 236 are writings that speak for themselves and any characterization of them is denied.

82. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraphs 237-247.

83. No response is required to the allegations set forth in Paragraph 248 as it sets forth legal conclusions. To the extent a response is necessary, Landesman denies the allegations set forth in Paragraph 248.

84. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraphs 249-250.

85. The agreement referenced in Paragraphs 251-252 is a writing that speaks for itself and any characterization of it is denied.

86. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraph 253.

87. No response is required to the allegations set forth in Paragraph 254 as it sets forth legal conclusions. To the extent a response is necessary, Landesman denies the allegations set forth in Paragraph 254.

88. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraph 255.

89. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraph 256. The documents referenced in Paragraph 256 are writings that speak for themselves and any characterization of them is denied.

90. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraphs 257-258.

91. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraph 259. The notice referenced in Paragraph 259 is a writing that speaks for itself and any characterization of it is denied.

92. The agreement referenced in Paragraph 260 is a writing that speaks for itself and any characterization of it is denied.

93. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraphs 261-262.

94. The agreement referenced in Paragraphs 263-264 is a writing that speaks for itself and any characterization of it is denied.

95. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraphs 265-266.

96. No response is required to the allegations set forth in Paragraph 267 as it sets forth legal conclusions. To the extent a response is required, Landesman denies the allegations set forth in Paragraph 267.

97. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraphs 268-270.

98. The notes referenced in Paragraphs 271 are writings that speak for themselves and any characterization of them is denied.

99. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraphs 272-274.

100. The statements referenced in Paragraph 275 are writings that speak for themselves and any characterization of them is denied.

101. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraphs 276-280.

102. The agreement referenced in Paragraph 281 is a writing that speaks for itself and any characterization of it is denied.

103. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraphs 282-289.

104. The email referenced in Paragraph 290 is a writing that speaks for itself and any characterization of it is denied.

105. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraphs 291-292.

106. The emails referenced in Paragraphs 293-294 are writings that speak for themselves and any characterization of them is denied.

107. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraph 295.

108. The email referenced in Paragraph 296 is a writing that speaks for itself and any characterization of it is denied.

109. The agreements and documents referenced in Paragraph 297 are writings that speak for themselves and any characterization of them is denied.

110. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraphs 298-305.

111. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraph 306. The email referenced in Paragraph 306 is a writing that speaks for itself and any characterization of it is denied.

112. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraphs 307-311.

113. The emails referenced in Paragraph 312 are writings that speak for themselves and any characterization of them is denied.

114. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraph 313. The emails referenced in Paragraph 313 are writings that speak for themselves and any characterization of them is denied.

115. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraph 314.

116. The agreement referenced in Paragraph 315 is a writing that speaks for itself and any characterization of it is denied.

117. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraphs 316-322.

118. No response is required to the allegations set forth in Paragraph 323 as it sets forth legal conclusions. To the extent a response is necessary, Landesman denies the allegations set forth in Paragraph 323. The documents referenced in Paragraph 323 are writings that speak for themselves and any characterization of them is denied.

119. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraphs 324-334.

120. The emails referenced in Paragraph 335 are writings that speak for themselves and any characterization of them is denied.

121. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraphs 336-338.

122. The letter referenced in Paragraph 339 is a writing that speaks for itself and any characterization of it is denied.

123. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraphs 340-341.

124. The documents referenced in Paragraph 342 are writings that speak for themselves and any characterization of them is denied.

125. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraph 343.

126. No response is required to the allegations set forth in Paragraph 344 as it sets forth legal conclusions. To the extent a response is necessary, Landesman denies the allegation set forth in Paragraph 344.

127. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraphs 345-346.

128. The documents and statements referenced in Paragraph 347 are writings that speak for themselves and any characterization of them is denied.

129. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraphs 348-353.

130. The documents and statements referenced in Paragraph 354 are writings that speak for themselves and any characterization of them is denied.

131. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraphs 355-359.

132. The documents and statements referenced in Paragraph 360 are writings that speak for themselves and any characterization of them is denied.

133. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraphs 361-376, except to deny that Uri Landesman ever misrepresented the relationship between Beechwood and Platinum to anyone or that he had knowledge that any investments diverted into SHIP's account were overvalued, illiquid, or in violation of the terms of any agreements.

134. The emails referenced in Paragraph 377 are writings that speak for themselves and any characterization of them is denied.

135. No response is required to the allegations set forth in Paragraph 378 as it sets forth legal conclusions. To the extent a response is necessary, Landesman denies the allegations set forth in Paragraph 378.

136. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraph 379, except to deny that Uri Landesman used any asset-protection schemes in order to enrich himself unjustly.

137. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraphs 380-385.

138. The letter referenced in Paragraphs 386-387 is a writing that speaks for itself and characterization of it is denied.

139. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraphs 388-391.

140. The documents referenced in Paragraph 392 are writings that speak for themselves and any characterization of them is denied.

141. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraphs 393-394.

142. The promissory notes referenced in Paragraph 395 are writings that speak for themselves and any characterization of them is denied.

143. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraphs 396-401.



144. The letter referenced in Paragraph 402 is a writing that speaks for itself and any characterization of it is denied.

145. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraphs 403-407, except to deny that Uri Landesman concealed any information from SHIP.

146. No response is required to the allegations set forth in Paragraphs 408-409 as they set forth legal conclusions. To the extent a response is necessary, Landesman denies the allegations set forth in Paragraphs 408-409.

**ANSWER TO COUNT ONE**

147. Landesman incorporates by reference its responses to the allegations contained in the previous paragraphs of the Third-Party Complaint as though fully set forth in response to Paragraph 410.

148. No response is required to the allegations set forth in Paragraph 411 as it sets forth legal conclusions. To the extent a response is necessary, Landesman denies the allegations set forth in Paragraph 411.

149. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraphs 412-416, except to deny that Uri Landesman participated or played a role in any fraudulent transactions, had knowledge of Platinum's connections to Beechwood, or knew that any valuations assigned to the assets SHIP's funds were invested in were unsupported, false, or misleading.

150. No response is required to the allegation set forth in Paragraphs 417-418 as they set forth legal conclusions. To the extent a response is necessary, Landesman denies the allegations set forth in Paragraphs 417-418.

**ANSWER TO COUNT TWO**

151. Landesman incorporates by reference its responses to the allegations contained in the previous paragraphs of the Third-Party Complaint as though fully set forth in response to Paragraph 419.

152. No response is required to the allegations set forth in Paragraph 420 as it sets forth legal conclusions. To the extent a response is necessary, Landesman denies the allegations in Paragraph 420.

153. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraphs 421-426, except to deny that Uri Landesman participated in any fraudulent transactions, had knowledge of Platinum's connections to Beechwood, or knew that valuations assigned to the assets SHIP's funds were invested in were unsupported, false, or misleading.

154. No response is required to the allegations set forth in Paragraphs 427-428 as they set forth legal conclusions. To the extent a response is necessary, Landesman denies the allegations in Paragraphs 427-428.

**ANSWER TO COUNT THREE**

155. Landesman incorporates by reference its responses to the allegations contained in the previous paragraphs of the Third-Party Complaint as though fully set forth in response to Paragraph 429.

156. No response is required to the allegations set forth in Paragraph 430 as it sets forth legal conclusions. To the extent a response is necessary, Landesman denies the allegations in Paragraph 430.

157. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraph 431.

158. The letter referenced in Paragraph 432 is a writing that speaks for itself and any characterization of it is denied.

159. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraph 433.

160. The promissory notes referenced in Paragraph 434 are writings that speak for themselves and any characterization of them is denied.

161. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraphs 435-436.

162. No response is required to the allegations set forth in Paragraphs 437-438 as they set forth legal conclusions. To the extent that a response is necessary, Landesman denies the allegations set forth in Paragraphs 437-438.

**ANSWER TO COUNT FOUR**

163. Landesman incorporates by reference its responses to the allegations contained in the previous paragraphs of the Third-Party Complaint as though fully set forth in response to Paragraph 439.

164. No response is required to the allegations set forth in Paragraph 440 as it sets forth legal conclusions. To the extent that a response is necessary, Landesman denies the allegations set forth in Paragraph 440.

165. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraph 441.

166. No response is necessary to the allegations set forth in Paragraphs 442-444 as they set forth legal conclusions. To the extent that a response is necessary, Landesman denies the allegations set forth in Paragraphs 442-444.

**ANSWER TO COUNT FIVE**

167. Landesman incorporates by reference its responses to the allegations contained in the previous paragraphs of the Third-Party Complaint as though fully set forth in response to Paragraph 445.

168. No response is necessary to the allegations set forth in Paragraphs 446-453 as they set forth legal conclusions. To the extent that a response is necessary, Landesman denies the allegations set forth in Paragraphs 446-453.

**ANSWER TO COUNT SIX**

169. Landesman incorporates by reference its responses to the allegations contained in the previous paragraphs of the Third-Party Complaint as though fully set forth in response to Paragraph 454.

170. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraphs 455-456.

171. No response is necessary to the allegations set forth in Paragraph 457 as it sets forth legal conclusions. To the extent that a response is necessary, Landesman denies the allegations set forth in Paragraph 457.

172. Landesman lacks knowledge or information sufficient to form a belief as to the veracity of the allegations set forth in Paragraph 458.

173. No response is necessary to the allegations set forth in Paragraphs 459-460 as they set forth legal conclusions. To the extent that a response is necessary, Landesman denies the allegations set forth in Paragraph 459-460.

**ANSWER TO COUNT SEVEN**

174. Landesman incorporates by reference its responses to the allegations contained in the previous paragraphs of the Third-Party Complaint as though fully set forth in response to Paragraph 461.

175. No response is required to Paragraphs 462-466 as they set forth legal conclusions. To the extent that a response is necessary, Landesman denies the allegations set forth in Paragraphs 462-466.

**ANSWER TO COUNT EIGHT**

176. Landesman incorporates by reference its responses to the allegations contained in the previous paragraphs of the Third-Party Complaint as though fully set forth in response to Paragraph 467.

177. No response is necessary to the allegations set forth in Paragraphs 468-471 as they set forth legal conclusions. To the extent that a response is necessary, Landesman denies the allegations set forth in Paragraphs 468-471.

**ANSWER TO THE PRAYER FOR RELIEF**

178. Landesman denies that SHIP is entitled to any damages or relief sought in the WHEREFORE clause of the Third-Party Complaint or to any other relief.

179. Landesman denies each and every allegation in the Third-Party Complaint not specifically admitted herein.

**AFFIRMATIVE DEFENSES**

In further answer to the Crossclaims and Third-Party Claims, and as separate and distinct affirmative and other defenses, Landesman asserts the following defenses. In asserting these defenses, Landesman does not assume the burden of proof as to matters that, pursuant to law, are SHIP's burden to prove.

**FIRST AFFIRMATIVE DEFENSE**

SHIP's Third-Party Complaint as a whole, and each purported cause of action alleged therein, fail to state facts sufficient to constitute a cause of action against Landesman upon which relief can be granted.

**SECOND AFFIRMATIVE DEFENSE**

SHIP's Crossclaims and Third-Party Claims are barred, in whole or in part, by the doctrines of unclean hands, estoppel, assumption of the risk, contributory or comparative negligence, waiver, and/or laches.

**THIRD AFFIRMATIVE DEFENSE**

At all times, Landesman performed its obligations under any duly executed agreements in good faith and in compliance with federal and state law.

**RESERVATION OF ADDITIONAL DEFENSES**

Landesman currently has insufficient information upon which to form a belief as to whether it may have additional, as yet unstated, defenses beyond those listed above. Landesman, therefore, reserves the right to assert additional defenses as appropriate.

Dated: June 14, 2019  
Newark, New Jersey

**DUANE MORRIS LLP**

*/s/ Eric R. Breslin*

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