

IN THE COURT OF COMMON PLEAS
OF CENTRE COUNTY, PENNSYLVANIA

The ESTATE of JOSEPH PATERNO;
AL CLEMENS, a member of the Board of
Trustees of Pennsylvania State University; and
WILLIAM KENNEY and JOSEPH V. ("JAY")
PATERNO, former football coaches at
Pennsylvania State University,
Plaintiffs,

v.

NATIONAL COLLEGIATE ATHLETIC
ASSOCIATION ("NCAA");
MARK EMMERT, individually and as President
of the NCAA; and
EDWARD RAY, individually and as former
Chairman of the Executive Committee of the
NCAA,
Defendants,
and
THE PENNSYLVANIA STATE UNIVERSITY,
Defendant.

CIVIL DIVISION

Docket No. 2013-2082

**ANSWER AND
NEW MATTER**

Filed on Behalf of:
The Pennsylvania State
University

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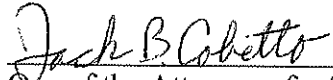
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DEBRA C. IMMEL
PROTHONOTARY
CENTRE COUNTY, PA

NOTICE TO PLEAD TO ALL PLAINTIFFS:

YOU ARE HEREBY NOTIFIED TO FILE A
WRITTEN RESPONSE TO THE ENCLOSED
ANSWER AND NEW MATTER ON OR BEFORE
November 24, 2014, OR A JUDGMENT MAY BE
ENTERED AGAINST YOU.



One of the Attorneys for The Pennsylvania
State University

**IN THE COURT OF COMMON PLEAS
OF CENTRE COUNTY, PENNSYLVANIA**

The ESTATE of JOSEPH PATERNO;)
 AL CLEMENS, a member of the Board of)
 Trustees of Pennsylvania State University; and)
 WILLIAM KENNEY and JOSEPH V. (“JAY”))
 PATERNO, former football coaches at)
 Pennsylvania State University,)
 Plaintiffs,)
 v.)
 NATIONAL COLLEGIATE ATHLETIC)
 ASSOCIATION (“NCAA”);)
 MARK EMMERT, individually and as President)
 of the NCAA; and)
 EDWARD RAY, individually and as former)
 Chairman of the Executive Committee of the)
 NCAA,)
 Defendants,)
 and)
 THE PENNSYLVANIA STATE UNIVERSITY,)
 Defendant.)

CIVIL DIVISION
 Docket No. 2013-2082

DEBRA C. JIMMEL
 PROthonotary
 CENTRE COUNTY, PA
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 13-000080

ANSWER AND NEW MATTER

The Pennsylvania State University (hereinafter referred to as “Penn State” or “the University”), by and through its undersigned counsel, hereby files the within Answer and New Matter to the Second Amended Complaint and avers as follows:

1. It is admitted that this action challenges conduct of the NCAA. The remaining allegations in paragraph 1 of the Second Amended Complaint constitute plaintiffs’ conclusions of law to which no response is required.

2. The allegations in the first sentence of paragraph 2 of the Second Amended Complaint are admitted. The remaining allegations in paragraph 2 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required. Further, the NCAA's constitution and by-laws are in writing and speak for themselves. (Hereinafter, when, in response to any allegation in the Second Amended Complaint, the University states that a document is in writing and speaks for itself, that statement constitutes a denial as stated of any allegations in the Second Amended Complaint that purport to describe or characterize what the document states or provides.)

3. The allegations in paragraph 3 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required. Further, the NCAA's constitution and by-laws are in writing and speak for themselves.

4. The allegations in paragraph 4 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required.

5. The allegations in paragraph 5 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required.

6. The allegations in paragraph 6 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required.

7. The University admits that it accepted the Consent Decree to avoid harsher sanctions, including a possible "death penalty," and/or a prolonged investigation and hearings with potentially harsher sanctions, and the harm and loss of revenue the University and the central Pennsylvania community would have suffered from such actions. The remaining allegations in paragraph 7 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required.

8. The allegations in paragraph 8 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required.

9. It is admitted that at all relevant times before his death, Joseph Paterno was resident of Pennsylvania. The remaining allegations in paragraph 9 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required.

10. It is admitted, on information and belief, that at all relevant times Al Clemens has been a resident of Pennsylvania. It is admitted that Al Clemens was a member of the Board of Trustees from June 1995 until May 2014. The remaining allegations in paragraph 10 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required.

11. The allegations in paragraph 11 of the Second Amended Complaint are admitted, on information and belief.

12. The allegations in paragraph 12 of the Second Amended Complaint are admitted, on information and belief, except that the allegation that the NCAA enjoys a monopoly over the popular world of college sports constitutes plaintiffs' conclusion of law to which no response is required.

13. The allegations in paragraph 13 of the Second Amended Complaint are admitted.

14. The allegations in paragraph 14 of the Second Amended Complaint are admitted.

15. The first sentence is admitted. Further, the University admits that it accepted the Consent Decree to avoid harsher sanctions, including a possible "death penalty," and/or a prolonged investigation and hearings with potentially harsher sanctions, and the harm and loss of revenue the University and the central Pennsylvania community would have suffered from such actions. The remaining allegations in paragraph 15 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required.

16. The allegations in paragraph 16 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required. Answering further, the University admits that the Court has jurisdiction over this action.

17. It is admitted that the NCAA conducts business in Pennsylvania. The remaining allegations in paragraph 17 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required.

18. The allegations in paragraph 18 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required.

19. The allegations in paragraph 19 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required. Answering further, the University admits that the Court has jurisdiction over the University.

20. The allegations in paragraph 20 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required. Answering further, the University admits that venue is proper in Centre County.

21. The allegations in paragraph 21 of the Second Amended Complaint are admitted, on information and belief.

22. The allegations in paragraph 22 of the Second Amended Complaint are admitted, on information and belief.

23. It is admitted that student athletes are not paid. The University lacks information sufficient to admit or deny the remaining allegations of paragraph 23 of the Second Amended Complaint.

24. It is admitted that the NCAA publishes a Division 1 Manual. The remaining allegations in paragraph 24 of the Second Amended Complaint constitute plaintiffs' conclusions

of law to which no response is required. Further, the NCAA's Manual is in writing and speaks for itself.

25. It is admitted that member institutions introduce and vote on proposed legislation and that member-approved legislation imposes an obligation on member institutions. The remaining allegations in paragraph 25 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required. Further, the NCAA's rules are in writing and speak for themselves.

26. The allegations in paragraph 26 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required. Further, the NCAA's rules are in writing and speak for themselves.

27. The allegations in paragraph 27 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required. Further, the NCAA's rules are in writing and speak for themselves.

28. The allegations in paragraph 28 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required. Further, Article 6 of the Constitution is in writing and speaks for itself.

29. The allegations in paragraph 29 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required. Further, Article 10 of the by-laws is in writing and speaks for itself.

30. The allegations in paragraph 30 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required. Further, Articles 19 and 32 of the by-laws are in writing and speak for themselves.

31. The allegations in paragraph 31 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required. Further, the allegations in

paragraph 31 of the Second Amended Complaint pertain to Articles 19 and 32 of the by-laws, which are in writing and speak for themselves.

32. The allegations in paragraph 32 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required. Further, the NCAA's rules are in writing and speak for themselves.

33. The allegations in paragraph 33 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required. Further, the NCAA's rules are in writing and speak for themselves.

34. The allegations in paragraph 34 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required. Further, the NCAA's rules are in writing and speak for themselves.

35. The allegations in paragraph 35 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required. Further, the NCAA's rules are in writing and speak for themselves.

36. The allegations in paragraph 36 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required. Further, the NCAA's rules are in writing and speak for themselves.

37. The allegations in paragraph 37 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required. Further, the NCAA's rules are in writing and speak for themselves.

38. The allegations in paragraph 38 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required. Further, the NCAA's rules are in writing and speak for themselves.

39. The allegations in paragraph 39 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required. Further, the NCAA's rules are in writing and speak for themselves.

40. The allegations in paragraph 40 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required. Further, the NCAA's rules are in writing and speak for themselves.

41. It is admitted that the "death penalty" is a severe sanction imposed by the NCAA and that it has enormous consequences for a program's future ability to recruit players, retain staff, and attract fans and boosters. The remaining allegations in paragraph 41 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required. Further, the NCAA's rules are in writing and speak for themselves.

42. The allegations in paragraph 42 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required. Further, the NCAA's rules are in writing and speak for themselves.

43. The allegations in paragraph 43 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required. Further, the NCAA's rules are in writing and speak for themselves.

44. The allegations in paragraph 44 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required. Further, the NCAA's rules are in writing and speak for themselves.

45. The allegations in paragraph 45 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required. Further, the NCAA's rules are in writing and speak for themselves.

46. The allegations in paragraph 46 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required. Further, the NCAA's rules are in writing and speak for themselves.

47. The allegations in paragraph 47 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required. Further, the NCAA's rules are in writing and speak for themselves.

48. The allegations in paragraph 48 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required. Further, the NCAA's rules are in writing and speak for themselves.

49. The allegations in paragraph 49 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required.

50. The allegations in paragraph 50 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required. Further, the NCAA's constitution is in writing and speaks for itself.

51. The allegations in paragraph 51 of the Second Amended Complaint are admitted.

52. The allegations in paragraph 52 of the Second Amended Complaint are admitted.

53. It is admitted that on November 21, 2011, the Penn State Board of Trustees announced that it had formed a Special Investigations Task Force and had engaged the law firm of Freeh Sporkin & Sullivan, LLP (the "Freeh Firm"), to conduct an investigation into matters relating to Jerry Sandusky. The purpose and scope of the Freeh Firm's engagement is set forth in an engagement letter, which is incorporated by reference and which is in writing and speaks for itself.

54. The purpose and scope of the Freeh Firm's engagement is set forth in an engagement letter, which is in writing and speaks for itself.

55. It is admitted that the reprehensible incidents involving Sandusky were criminal matters. To the extent that this paragraph contains quotations from documents, those documents speak for themselves. The University lacks information sufficient to admit or deny the remaining allegations of paragraph 55 of the Second Amended Complaint.

56. The University lacks information sufficient to admit or deny the allegations of paragraph 56 of the Second Amended Complaint.

57. It is admitted that the November 17, 2011 letter to President Erickson was sent and is attached to the Second Amended Complaint as Exhibit B. That letter is in writing and speaks for itself.

58. The grand jury presentment and the November 17, 2011 letter to President Erickson are in writing and speak for themselves.

59. It is admitted that Joseph Paterno was alive when the November 17, 2011 letter to President Erickson was sent. The remaining allegations in paragraph 59 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required. Further, the NCAA's rules are in writing and speak for themselves.

60. The November 17, 2011 letter to President Erickson is in writing and speaks for itself.

61. The November 17, 2011, letter to President Erickson is in writing and speaks for itself. The University lacks information sufficient to admit or deny the remaining allegations of paragraph 61 of the Second Amended Complaint.

62. It is admitted that the NCAA waited for the Freeh Firm to complete its investigation. The final report (the "Freeh Report") is in writing and speaks for itself. The University lacks information sufficient to admit or deny the remaining allegations of paragraph 62 of the Second Amended Complaint.

63. The University lacks information sufficient to admit or deny the allegations of paragraph 63 of the Second Amended Complaint. To the extent that the quotation in paragraph 63 is taken from a written copy or report of the speech, that writing speaks for itself.

64. It is admitted that Joseph Paterno died on or about January 22, 2012, and that on date, the Freeh Firm had not completed its investigation. The allegations in the last sentence constitute plaintiffs' conclusions of law to which no response is required. The University lacks information sufficient to admit or deny the remaining allegations of paragraph 64 of the Second Amended Complaint.

65. It is admitted that the Big Ten sent a letter to President Erickson. That letter is in writing and speaks for itself. The University lacks information sufficient to admit or deny the remaining allegations of paragraph 65 of the Second Amended Complaint.

66. It is admitted that Freeh Report was released on or about July 12, 2012. The Freeh Report is in writing and speaks for itself.

67. The Freeh Report is in writing and speaks for itself.

68. It is admitted that shortly after the release of the Freeh Report, certain Penn State officials held a press conference and released a written statement, and it is further admitted that the Penn State Board of Trustees did not vote on the contents of the Freeh Report. The written statement of the referenced officials speaks for itself. The University lacks information sufficient to admit or deny the remaining allegations of paragraph 68 of the Second Amended Complaint.

69. To the extent that the quotations in paragraph 69 of the Second Amended Complaint are taken from documents, those documents speak for themselves. Further, because the sources of quotations are not identified, the University lacks information sufficient to admit or deny the allegations of paragraph 69 of the Second Amended Complaint.

70. It is admitted that the Freeh Report was not voted on or approved by the full Board of Trustees and admitted that the conclusions in the Freeh Report were not agreed to by the Board of Trustees and that the Board of Trustees did not reach conclusions regarding the accuracy of all the findings in the Freeh Report. The University further states that it accepted the Freeh Report for the purposes of the Consent Decree only and agreed to the Consent Decree to avoid harsher sanctions, including a possible "death penalty," and/or a prolonged investigation and hearings with potentially harsher sanctions, and the harm and loss of revenue the University and the central Pennsylvania community would have suffered from such actions.

71. To the extent that the quotations in paragraph 71 of the Second Amended Complaint are taken from documents, those documents speak for themselves. Further, because the sources of quotation are not identified, the University lacks information sufficient to admit or deny those allegations. Further, the Freeh Report and the NCAA rules are in writing and speak for themselves. The remaining allegations in paragraph 71 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required.

72. It is admitted that the Freeh firm did not interview all persons with relevant knowledge. The remaining allegations in paragraph 72 are plaintiffs' conclusions of law or argumentation to which no response is required. Further, after inquiry, Penn State is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations. Finally, the Freeh Report is in writing and speaks for itself.

73. It is admitted that that Richard Thornburg, and others, have criticized the Freeh Report as described in paragraph 73. The remaining allegations in paragraph 73 are denied.

74. The allegations in this paragraph are plaintiffs' conclusions of law or argumentation to which no response is required. Further, after inquiry, Penn State is without

knowledge or information sufficient to form a belief as to the truth of the remaining allegations. Finally, the Freeh Report is in writing and speaks for itself.

75. The statement referenced in paragraph 75 is in writing and speaks for itself.

76. It is admitted, upon information and belief, that the Freeh Firm did not interview Gary Schultz, Timothy Curley, or Michael McQueary. It is also admitted, upon information and belief, that the Freeh Firm did not interview Joseph Paterno. Joseph Paterno died in January 2012, six months before the Freeh Report was released. Any remaining averments in paragraph 76 of the Second Amended Complaint are denied.

77. The Freeh Report, and documents referenced in the Report, are in writing and speak for themselves. By way of further answer, the University incorporates by reference its response to paragraph 74 of the Second Amended Complaint.

78. The University incorporates by reference its response to paragraph 74 of the Second Amended Complaint. Further, the expert opinions referenced in this paragraph, to the extent they are in writing, speak for themselves.

79. The University incorporates by reference its response to paragraph 74 of the Second Amended Complaint. Further, the "Critique" referenced in paragraph 79 is in writing and speaks for itself.

80. After inquiry, Penn State is without knowledge or information sufficient to admit or deny the allegations in paragraph 80. The criticisms of the Freeh Firm and the quotations referenced in paragraph 80 are contained in a writing, which speaks for itself.

81. After inquiry, Penn State is without knowledge or information sufficient to admit or deny the allegations in paragraph 81.

82. After inquiry, Penn State is without knowledge or information sufficient to admit or deny the allegations in paragraph 82. Further, the report referenced in paragraph 82 is in writing and speaks for itself.

83. The statements by Senator Reid referenced in paragraph 83 are contained in a writing, which speaks for itself.

84. The University lacks information sufficient to admit or deny the allegations of paragraph 84 of the Second Amended Complaint.

85. The University lacks information sufficient to admit or deny the allegations of paragraph 85 of the Second Amended Complaint.

86. To the extent that the quotations in paragraph 86 of the Second Amended Complaint are taken from documents, those documents speak for themselves. The University lacks information sufficient to admit or deny the allegations of paragraph 86 of the Second Amended Complaint.

87. The University lacks information sufficient to admit or deny the allegations of paragraph 87 of the Second Amended Complaint, except that the University admits that it accepted the Consent Decree to avoid harsher sanctions, including a possible "death penalty," and/or a prolonged investigation and hearings with potentially harsher sanctions, and the harm and loss of revenue the University and the central Pennsylvania community would have suffered from such actions. Further, the allegations in paragraph 87 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required.

88. To the extent that the quotation in paragraph 88 of the Second Amended Complaint is taken from a document, that document speaks for itself. The University lacks information sufficient to admit or deny the allegations of paragraph 88 of the Second Amended

Complaint. Further, the allegations in paragraph 88 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required.

89. It is denied that President Erickson was advised by Emmert as alleged in paragraph 89 on July 13, 2012. By way of further answer, the University incorporates by reference its response to paragraph 74 of the Second Amended Complaint.

90. The allegations in paragraph 90 of the Second Amended Complaint regarding Penn State are denied. The University lacks information sufficient to admit or deny the allegations of paragraph 90 regarding the knowledge of the NCAA. By way further answer, the University incorporates by reference its response to paragraph 74 of the Second Amended Complaint.

91. The allegations in paragraph 91 of the Second Amended Complaint regarding Penn State are denied. The University lacks information sufficient to admit or deny the allegations of paragraph 91 regarding the knowledge of the NCAA. By way further answer, the University incorporates by reference its response to paragraph 74 of the Second Amended Complaint.

92. It is admitted that the University did not self-report any rules violations to the NCAA with respect to matters arising out of the conduct of Jerry Sandusky.

93. It is admitted that the NCAA took the position that it would rely upon the Freeh Report and would not conduct its own investigation. The University lacks information sufficient to admit or deny the remaining allegations of paragraph 93.

94. The first sentence of paragraph 94 is admitted. It is further admitted the NCAA informed Marsh that the NCAA was considering sanctions, including the "death penalty." The remaining allegations in paragraph 94 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required.

95. The first sentence of paragraph 95 is admitted. The University lacks information sufficient to admit or deny the remaining allegations of paragraph 95. Further, the published statements referenced, which are not identified, being in writing, speak for themselves.

96. The allegations in the first sentence of paragraph 96 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required. Further, the Consent Decree and the NCAA's statements referenced in this paragraph, to the extent they are in writing, speak for themselves. The University lacks information sufficient to admit or deny the remaining allegations of in paragraph 96 of the Second Amended Complaint.

97. It is admitted that the NCAA requested that President Erickson keep the discussions that week with the NCAA confidential and that, if such discussions were made public, the University's opportunity to resolve issues via the Consent Decree would be lost. It is admitted that Erickson did not share his discussions that week with the full Board of Trustees. The University lacks information sufficient to admit or deny the remaining allegations of paragraph 97 of the Second Amended Complaint.

98. It is admitted NCAA investigations can take years, and that the NCAA sought to impose sanctions on the University immediately after the Freeh Report was issued. The University lacks information sufficient to admit or deny the remaining allegations of paragraph 98 of the Second Amended Complaint.

99. It is admitted that on or about Friday or Saturday, July 20 or 21, 2012, Marsh received by email the NCAA's draft "Consent Decree." That draft and the final Consent Decree are in writing and speak for themselves. The University lacks information sufficient to admit or deny any remaining allegations of paragraph 99 of the Second Amended Complaint.

100. It is admitted that a copy of the Consent Decree is attached as Exhibit C to the Complaint. The Consent Decree is writing and speaks for itself.

101. It is denied that President Erickson failed to comply with the governing requirements of the Charter, Bylaws, and Standing Orders of Penn State. It is admitted that the Consent Decree was not presented to the full Board prior to being signed by President Erickson. The remaining allegations in paragraph 101 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required.

102. The allegations in paragraph 102 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required. Further, it is specifically denied that President Erickson did not have the legal or delegated authority to bind the Penn State Board of Trustees to the Consent Decree imposed by the NCAA.

103. The Consent Decree is in writing and speaks for itself.

104. The Consent Decree is in writing and speaks for itself.

105. The Consent Decree is in writing and speaks for itself. By way further answer, the University incorporates by reference its response to paragraph 74 of the Second Amended Complaint.

106. To the extent that paragraph 106 purports to quote from the Consent Decree, that is a writing which speaks for itself. Other statements referenced in paragraph 106 are, apparently, contained in a writing, which speaks for itself.

107. To the extent that the quotation in paragraph 107 of the Second Amended Complaint is taken from a document, that documents speaks for itself. The University lacks information sufficient to admit or deny the allegations of paragraph 107 of the Second Amended Complaint regarding the NCAA's motive and intent. The University admits that it accepted the Consent Decree to avoid harsher sanctions, including a possible "death penalty," and/or a prolonged investigation and hearings with potentially harsher sanctions, and the harm and loss of revenue the University and the central Pennsylvania community would have suffered from such

actions. The remaining allegations in paragraph 107 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required.

108. The Consent Decree is in writing and speaks for itself.

109. The University lacks information sufficient to admit or deny the allegations of paragraph 109 of the Second Amended Complaint.

110. The statements referenced in paragraph 110 are, apparently, contained in a writing, which speaks for itself. Further, the NCAA's rules are in writing and speak for themselves.

111. The statements referenced in paragraph 111 are, apparently, contained in one or more writings, which speak for themselves. Further, the University lacks information sufficient to admit or deny the allegations in the last sentence of paragraph 111.

112. The Consent Decree is in writing and speaks for itself.

113. The Consent Decree is in writing and speaks for itself.

114. The University lacks information sufficient to admit or deny the allegations of paragraph 114 of the Second Amended Complaint.

115. To the extent that the quotation in paragraph 115 of the Second Amended Complaint is taken from a document, that document speaks for itself. The University lacks information sufficient to admit or deny the allegations of paragraph 115 of the Second Amended Complaint.

116. The University lacks information sufficient to admit or deny the allegations of paragraph 116 of the Second Amended Complaint.

117. It is admitted that the Consent Decree was widely disseminated and received significant national attention. The University lacks information sufficient to admit or deny the remaining allegations of paragraph 117 of the Second Amended Complaint.

118. The allegations of paragraph 118 of the Second Amended Complaint are admitted.

119. The allegations of paragraph 119 of the Second Amended Complaint are admitted.

120. It is admitted that the NCAA has lifted some significant sanctions against Penn State, and that some significant sanctions have not been lifted. The remaining allegations in paragraph 120 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required.

121. The allegations in paragraph 121 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required. Further, to the extent paragraph 121 refers to written statements, which are not identified, such statements speak for themselves.

122. The allegations in paragraph 122 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required.

123. The allegations in paragraph 123 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required.

124. The allegations in paragraph 124 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required.

125. It is admitted that the Consent Decree has had a significant impact on the University. The remaining allegations in paragraph 125 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required.

CLAIMS

COUNT I: BREACH OF CONTRACT (Against The NCAA Defendants And Penn State By Plaintiffs The Estate of Joseph Paterno and Al Clemens)

126. The University incorporates by reference its responses to paragraphs 1 through 125 of the Second Amended Complaint.

127. It is admitted that at all relevant times, Penn State has been an active member of the NCAA. The remaining allegations in paragraph 127 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required.

128. The allegations in paragraph 128 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required. Further, the NCAA's Constitution, Operating Bylaws, and Administrative Bylaws are in writing and speak for themselves.

129. The Consent Decree is in writing and speaks for itself. The remaining allegations in paragraph 129 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required. It is denied that Al Clemens and Joseph Paterno are "involved individuals" under the NCAA's rules. Further, the Court has ruled that Joseph Paterno was not an "involved individual" under the NCAA's rules.

130. The allegations in paragraph 130 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required.

131. The allegations in paragraph 131 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required. Further, these allegations are directed against the NCAA, not Penn State.

132. The allegations in paragraph 132 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required. Any allegation in paragraph 132

of the Second Amended that President Erickson lacked authority to enter into the Consent Decree is denied.

133. The allegations in paragraph 133 of the Second Amended Complaint are denied.

134. It is denied that Penn State breached any contract. Further, the allegations in paragraph 134 of the Second Amended Complaint constitute plaintiffs' conclusions of law to which no response is required.

WHEREFORE, Penn State respectfully requests that all claims asserted against it be dismissed with prejudice and that judgment be entered in its favor.

COUNTS II through V

135-179. Paragraphs 135 through 179 (Counts II-V) of the Second Amended Complaint are not asserted against Penn State. Accordingly, no response is required.

NEW MATTER

180. The claim asserted by the Estate of Joseph Paterno in Count I of the Second Amended Complaint is barred by the Court's September 11, 2014, ruling on Penn State's preliminary objections to the First Amended Complaint.

181. Plaintiffs lack standing and capacity to assert the claims against Penn State set forth in the Second Amended Complaint.

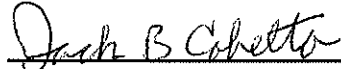
182. The Second Amended Complaint fails to state a cause of action against Penn State.

183. Penn State owed no contractual obligations or duties, express or implied, to Plaintiffs.

184. Penn State did not breach any contractual obligations or duties, express or implied, to Plaintiffs.

WHEREFORE, Penn State respectfully requests that all claims asserted against it be dismissed with prejudice and that judgment be entered in its favor.

Respectfully submitted,



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Attorneys for
The Pennsylvania State University

Dated: November 10, 2014

VERIFICATION

I hereby verify that the statements made in the foregoing Answer and New Matter are true and correct to the best of my knowledge, information and belief. I understand that false statements herein are made subject to the penalties of 18 Pa. C.S. § 4904 relating to unsworn falsification to authorities.

Dated: November 10, 2014



Gary W. Langsdale

CERTIFICATE OF SERVICE

The undersigned counsel hereby certifies that on this 10th day of November, 2014, a true and correct copy of the foregoing Answer and New Matter was served upon the following counsel via United States mail, first class, postage prepaid:

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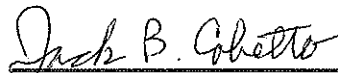
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