



STATE OF NEW YORK  
OFFICE OF THE ATTORNEY GENERAL

LETITIA JAMES  
ATTORNEY GENERAL

DIVISION OF SOCIAL JUSTICE  
CHARITIES BUREAU

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January 20, 2021

**BY NYSCEF**

Honorable Joel M. Cohen  
Justice of the Supreme Court of the State of New York  
Commercial Division, New York County  
60 Centre Street  
New York, NY 10007

**Re: *People of the State of New York by Letitia James v. National Rifle Association of America, Inc. ("NRA")*, Index No. 451625/2020**

Dear Justice Cohen:

We write on behalf of the plaintiff, the Attorney General of the State of New York, in response to the Court's request for the parties' positions as to whether and to what extent the Court should adjudicate the pending motions to dismiss, transfer, or stay filed by the NRA and certain individual defendants in light of the NRA's Notice of Suggestion of Bankruptcy. *See* NYSCEF Nos. 195, 196. Oral argument on the motion is currently scheduled for January 21, 2021.

As set forth below, the Court can and should proceed with adjudicating the motions in this regulatory enforcement action and, if resolved in the Attorney General's favor, allow the action to proceed with discovery and trial. First, the automatic stay effectuated by filing a bankruptcy petition pursuant to 11 U.S.C. § 362(a) is not applicable by its terms to the Attorney General's action to enforce its police and regulatory powers over the NRA as a regulated entity. Second, the NRA's bankruptcy has no effect on this action with respect to the individual defendants, who are not debtors.

The Honorable Harlin D. Hale, Chief United States Bankruptcy Judge for the Northern District of Texas, set hearings for today at 2 p.m. (Central Time) on the bankruptcy "first day" motions filed by the NRA and its newly formed entity, Sea Girt LLC. We respect the jurisdiction of the Bankruptcy Court over the NRA as a debtor and over its assets while the bankruptcy matters are pending, and will share a copy of this letter with his chambers today. To the extent it is necessary or appropriate, we will make motions relating to the propriety of the bankruptcies before Judge Hale. However, as explained herein, this Court may exercise its concurrent jurisdiction to decide the applicability of the automatic stay.

## **Background**

The Attorney General filed this civil enforcement action on behalf of the People of the State of New York pursuant to her statutory authorities to regulate charitable organizations and fiduciaries, and to oversee the solicitation, appropriate use, and investment of charitable gifts assets. The 163-page complaint against the NRA, a New York chartered not-for-profit charitable corporation, and four of its current and former officers and directors details factual allegations of pervasive and systemic illegal conduct at the NRA—diversion of millions of dollars from the NRA’s charitable mission for private benefit, a lack of internal controls enabling such abuse, false regulatory filings, lucrative no-show contracts to loyalists, and retaliation against dissidents and whistleblowers within the NRA. The complaint asserts eighteen causes of action against the NRA and individual defendants for violations of provisions of the state statutory scheme that safeguards against, *inter alia*, the improper administration and abuse of charities. The complaint seeks injunctive and equitable relief, including judicial dissolution of the NRA, a remedy that gives paramount importance to the interests of the public. *See* [N-PCL § 1109\(b\)\(1\)](#). The Attorney General is not seeking to recover monetary damages on behalf of individuals.

On January 15, 2021, the NRA publicly announced that it was “dumping New York” by “utilizing the protection of the bankruptcy court” to re-establish itself as a Texas nonprofit.<sup>1</sup> The NRA expressly stated that it is seeking to exit New York, its state of incorporation for nearly 150 years, to escape the authority of this Court and the oversight of the Attorney General, whom it falsely accuses of “an abuse of legal and regulatory power.”<sup>2</sup> The NRA asserts that its bankruptcy filing is not financially motivated, claiming that the organization “is in its strongest financial condition in years.”<sup>3</sup>

The NRA filed its petitions for bankruptcy under Chapter 11 of the Bankruptcy Code in the Northern District of Texas, Dallas Division. The NRA, which has no offices in Texas, asserted venue based on the domicile of an affiliate, Sea Girt, LLC.<sup>4</sup>

## **This enforcement action is exempt from the automatic stay**

The NRA has invoked [Section 362\(a\)](#) of the Bankruptcy Code to automatically stay this action in disregard of the specific exemption from the automatic stay for

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<sup>1</sup> *See* Ex. 1 (NRA Press Release, dated January 15, 2021); Ex. 2 (Wayne LaPierre’s letter to NRA Members). Exhibits to this letter are bookmarked herein.

<sup>2</sup> *Id.* In other legally baseless efforts to forestall this action, the NRA has advanced similar false claims against the Attorney General in its countersuit, *NRA v. James*, 1:20-cv-889 (N.D.N.Y.). The Attorney General’s motion to dismiss that action is fully briefed and pending. As of the filing of this letter, the NRA has not filed a notice of suggestion of bankruptcy in that action. Further, on October 20, 2020, the NRA filed a petition before the Judicial Panel on Multidistrict Litigation, entitled *In Re: National Rifle Association Business Expenditures Litigation*, MDL No. 2979, asserting similar claims and seeking to consolidate its countersuit with other pending litigation and move the consolidated cases to the Northern District of Texas for pre-trial purposes.

<sup>3</sup> Ex. 1; *see also* Ex. 2 at 2.

<sup>4</sup> *See* Ex. 3 (NRA Voluntary Petition for Bankruptcy), at Question 11; Ex. 4 (Sea Girt LLC Voluntary Petition for Bankruptcy).

the commencement or continuation of an action or proceeding by a governmental unit . . . to enforce such governmental unit's . . . police and regulatory power, including the enforcement of a judgment other than a money judgment, obtained in an action or proceeding by the governmental unit to enforce such governmental unit's . . . police or regulatory power.

11 U.S.C. § 362(b)(4). A “governmental unit” includes a “department, agency, or instrumentality of . . . a State.” 11 U.S.C. § 101(27). The purpose of this exception is to “discourage[] debtors from submitting bankruptcy petitions either primarily or solely for the purpose of evading impending governmental efforts to invoke the governmental police powers to enjoin or deter ongoing debtor conduct which would seriously threaten the public safety and welfare.” *In re Halo Wireless, Inc.*, 684 F.3d 581, 587 (5th Cir. 2012) (quoting *In re McMullen*, 386 F.3d 320, 324-25 (1st Cir. 2004)).<sup>5</sup> Furthermore, “where a governmental unit is suing a debtor to prevent or stop violation of fraud, environmental protection, consumer protection, safety, or similar police or regulatory laws, or attempting to fix damages for violation of such a law, the action or proceeding is not stayed under the automatic stay.” *Id.* (quoting H.R.Rep. No. 95–595, at 343, reprinted in 1978 U.S.C.C.A.N. 5963, 6299).

This Court has authority to determine that this action falls within § 362(b)(4)'s exception. See *In re Coho Resources, Inc.*, 345 F.3d 338, 345 (5th Cir. 2003) (“State courts . . . routinely rule on the applicability of a bankruptcy stay or permanent injunction to state judicial proceedings.”); *In re Gandy*, 327 B.R. 796, 800-801 (Bankr. S.D. Tex. 2005) (“[T]he state courts in the present cases had the authority to determine that the automatic stay did not apply to the governmental units’ actions to enforce their police and regulatory power.”); *First Franklin Fin. Corp. v. Merchant*, 132 N.Y.S.3d 635, 636 (1st Dep’t 2020) (“Supreme Court had jurisdiction to determine whether the proceeding before it was subject to the automatic bankruptcy stay triggered upon [debtor’s] Chapter 11 bankruptcy filing.”).

The NRA’s apparent attempt to automatically stay this action by filing a notice of suggestion of bankruptcy is exactly the kind of procedural abuse that concurrent exercise of jurisdiction by state and federal courts is designed to alleviate. The court in *In re Gandy* noted:

This Court is frequently called upon to determine whether the automatic stay applies to state court lawsuits involving a governmental unit’s enforcement of police and regulatory powers. Sometimes[,] . . . despite the plain application of the police and regulatory power exception, a debtor will file a suggestion of bankruptcy or affirmatively represent to the state court that the automatic stay precludes a state court from continuing with its adjudication. . . . Such actions delay state court proceedings and waste the resources of the parties and the courts.

327 B.R. at 800.

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<sup>5</sup> Without waiver of any objection to the NRA’s choice of venue in the Bankruptcy Court for the Northern District of Texas, precedent from the Fifth Circuit is relevant to bankruptcy procedural questions at issue.

To determine whether a state enforcement action falls within this exception, courts apply two interrelated tests. The first—the “pecuniary purpose” test—“asks whether the government primarily seeks to protect a pecuniary governmental interest in the debtor’s property, as opposed to protecting the public safety and health.” *In re Halo Wireless*, 684 F.3d at 588 (internal quotation marks omitted). The second—the “public policy” test—“asks whether the government is effectuating public policy rather than adjudicating private rights.” *Id.* (internal quotation marks omitted). Both tests require the court to “determine whether the particular regulatory proceeding at issue is designed primarily to protect the public safety and welfare, or represents a governmental attempt to recover from property of the debtor estate, whether on its own claim, or on the nongovernmental debts of private parties.” *Id.* (internal quotation marks omitted).

This enforcement action, which is aimed at protecting the public from fraud and from a charity’s abuse of its charitable status, satisfies both tests. With respect to the pecuniary purpose test, none of the Attorney General’s claims involve any interest by the State of New York in property owned by the NRA, but instead seek to enforce compliance with State law governing the administration of the NRA as a state-chartered charitable not-for-profit corporation. Claims for financial restitution of charitable assets lie against the individual defendants only. Any moneys the Attorney General recoups will be returned to the NRA or, upon a judicial dissolution, used in accordance with donor intent or with Court direction and approval for a purpose substantially similar to the mission of the NRA. With respect to the public policy test, the Attorney General is not adjudicating private rights against the NRA but is enforcing New York law designed to protect the public and the undefined charitable beneficiaries as a class from fraud and misconduct by public charities.

*In re Universal Life Church, Inc.*, 128 F.3d 1294 (9th Cir. 1997), is particularly instructive. The debtor, a religious organization, challenged the Internal Revenue Service’s (“IRS”) decision to revoke the debtor’s tax-exempt status as a violation of the automatic stay. *Id.* at 1296. The Ninth Circuit held that, even if the revocation could be considered the type of action subject to the automatic stay in § 362(a), the IRS’s decision fell squarely within the exemption from the stay under § 362(b)(4), satisfying both tests:

[D]etermination that an organization may not meet the standards for tax exempt status in itself serves a general public welfare purpose beyond any pecuniary application in a particular case. . . . [T]his activity may be characterized as a type of fraud detection, assuring potential donors that the organization will not use their contributions for personal profit, but for the charitable purposes encouraged by law.

*Id.* at 1298 (internal quotation marks omitted). Here, the Attorney General’s complaint asserts that the NRA and individual defendants have abused the charitable form, and caused injury to donors and the public, which warrants dissolution of the NRA and other injunctive and equitable remedies.

This is exactly the kind of fraud prevention and protection of the public that [§ 362\(b\)\(4\)](#) was designed to exempt from the automatic stay.<sup>6</sup>

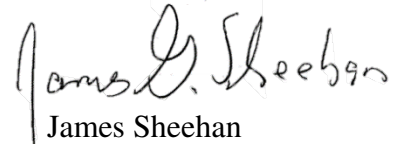
**The NRA's bankruptcy has no effect on this action as to the individual defendants**

Second, and only if the Court determines that this action does not fall within the exception under [§ 362\(b\)\(4\)](#), the NRA's bankruptcy has no effect on this action proceeding against the non-debtor individual defendants. Absent extraordinary circumstances, a [§ 362\(a\)](#) automatic stay applies only to actions against the debtor. *Reliant Energy Servs., Inc. v. Enron Canada Corp.*, 349 F.3d 816, 825 (5th Cir. 2003). To extend the automatic stay to the individual defendants, the NRA bears the burden of demonstrating the existence of those extraordinary circumstances to the bankruptcy court. *American Gen. Life Ins. Co. v. Schahin II Fin. Co. (SPV) Ltd.*, 2020 WL 3250753, at \*5 (S.D. Tex. June 16, 2020). The NRA has not done so here, and so the Attorney General's claims against the individual defendants should proceed.

**Conclusion**

The Attorney General respectfully requests that the Court determine that the automatic stay does not apply to this action, and maintain the current schedule for oral argument on the defendants' pending motions and otherwise proceed with this action.

Respectfully submitted,



James Sheehan  
Chief, Charities Bureau  
Assistant Attorney General

cc: All Counsel of Record (via NYSCEF)

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<sup>6</sup> See also *In re Gandy*, 327 B.R. at 805 (holding that the exemption under [§ 362\(b\)\(4\)](#) applies and noting that “this Court (as does a state court with concurrent jurisdiction) only looks to the four corners of the complaint to determine if the purpose of the litigation by the governmental unit is to enforce its police and regulatory powers.”); *In re Bloomfield Nursing Operations, LLC*, 609 B.R. 185, 191-92 (N.D. Tex. 2019) (reversing bankruptcy court and holding that New Mexico Attorney General's consumer protection and antifraud litigation fell within police or regulatory power exception to automatic stay); *Fed. Trade Comm'n v. Educare Ctr. Servs., Inc.*, 611 B.R. 556, 561 (W.D. Tex. 2019) (holding that joint Federal Trade Commission and Ohio Attorney General consumer protection action fell within police or regulatory power exception to automatic stay).

# **EXHIBIT 1**





FOR IMMEDIATE RELEASE

Jan. 15, 2021

## **NRA Leaves New York to Reincorporate in Texas, Announces New Strategic Plan**

*NRA Plans to Exit New York to Pursue Opportunity, Growth and Progress in Texas; Plan Benefits Association, Its Millions of Members, and All Supporters of the Second Amendment*

Fairfax, VA – The National Rifle Association of America (“NRA”) today announced it will restructure the Association as a Texas nonprofit to exit what it believes is a corrupt political and regulatory environment in New York. The move will enable long-term, sustainable growth and ensure the NRA’s continued success as the nation’s leading advocate for constitutional freedom – free from the toxic political environment of New York.

The NRA plan, which involves utilizing the protection of the bankruptcy court, has the Association dumping New York and organizing its legal and regulatory matters in an efficient forum. The move comes at a time when the NRA is in its strongest financial condition in years.

The NRA will continue with the forward advancement of the enterprise – confronting anti-Second Amendment activities, promoting firearm safety and training, and advancing public programs across the United States. There will be no immediate changes to the NRA's operations or workforce.

The Association will seek court approval to reincorporate the Association in the State of Texas – home to more than 400,000 NRA members and site of the 2021 NRA Annual Meeting in Houston.

“This strategic plan represents a pathway to opportunity, growth and progress,” says NRA CEO & EVP Wayne LaPierre. “Obviously, an important part of this plan is ‘dumping New York.’ The NRA is pursuing reincorporating in a state that values the contributions of the NRA, celebrates our law-abiding members, and will join us as a partner in upholding constitutional freedom. This is a transformational moment in the history of the NRA.”

The restructuring plan aims to streamline costs and expenses, proceed with pending litigation in a coordinated and structured manner, and realize many financial and strategic advantages.

### **The Path Forward**

The NRA will move quickly through the restructuring process. Its day-to-day operations, training programs, and Second Amendment advocacy will continue as usual.

By exiting New York, where the NRA has been incorporated for approximately 150 years, the NRA abandons a state where elected officials have weaponized the legal and regulatory powers they wield to penalize the Association and its members for purely political purposes.

In the summer of 2018, then New York Attorney General candidate Letitia James vowed that, if elected, she would use the powers of her office to investigate the “legitimacy” of the NRA.

Without a shred of evidence to support the claim, she called the Association a “terrorist organization” and a “criminal enterprise.” As promised, she commenced an “investigation” upon being elected to the Office of NYAG and, predictably, filed a lawsuit seeking to dissolve the NRA just prior to the November 2020 national election.

The NRA filed a lawsuit in August 2020 against the NYAG similar to its lawsuit against New York Governor Andrew Cuomo and the New York State Department of Financial Services, filed in 2018. The NRA pursues the defendants for attempting to “blacklist” the organization and its financial partners in violation of their First Amendment rights. The NRA will continue those legal actions.



“Under this plan, the Association wisely seeks protection from New York officials who it believes have illegally weaponized their powers against the NRA and its members,” says William A. Brewer III, counsel to the NRA in those cases. “The NRA will continue the fight to protect the interests of its members in New York – and all forums where the NRA is unlawfully singled out for its Second Amendment advocacy.”

With respect to its headquarters, the NRA has formed a committee to study opportunities for relocating segments of its business operations to Texas or other states. The Association will analyze whether a move of its headquarters, now located in Fairfax, Virginia, is in the best interests of its members. In the meantime, the NRA’s general business operations will remain in Fairfax.

To facilitate its strategic plan and restructuring, the NRA and one of its subsidiaries filed voluntary chapter 11 petitions in the United States Bankruptcy Court for the Northern District of Texas, Dallas Division. Chapter 11 proceedings are routinely utilized by businesses, nonprofits and organizations of all kinds to streamline legal and financial affairs.

The NRA also announced Marschall Smith will serve as Chief Restructuring Officer. A former Senior Vice President and General Counsel of 3M Company, Smith has more than 35 years of legal and business experience with an emphasis on compliance, corporate finance, and corporate governance.

“I am honored to join the nation’s oldest and largest civil rights organization during this important time,” Smith says. “Our goal is to work through the restructuring process efficiently and quickly – even as NRA leadership approaches 2021 with renewed energy and an expanding national platform. This plan has no impact on the NRA’s most important goal: serving its membership and protecting the Second Amendment.”

The NRA will propose a plan that provides for payment in full of all valid creditors’ claims. The Association expects to uphold commitments to employees, vendors, members, and other community stakeholders.

“The plan allows us to protect the NRA and go forward with a renewed focus on Second Amendment advocacy,” says NRA President Carolyn Meadows. “We will continue to honor the trust placed in us by employees, members and other stakeholders – following a blueprint that allows us to become the strongest NRA ever known.”

**Additional Information:**

Patrick J. Neligan of Neligan LLP, Dallas, Texas, is serving as debtor's counsel; William (Wit) Davis is counsel to the NRA Board of Directors and its Special Litigation Committee; Brewer, Attorneys & Counselors, Dallas, Texas, serves as special counsel to the NRA. To learn more, please visit [www.nra.org/forward](http://www.nra.org/forward).

**About the NRA:**

Established in 1871, the National Rifle Association is America's largest and oldest civil rights organization. Approximately five million members strong, NRA continues its mission to uphold Second Amendment rights and is the leader in firearm education and training for law-abiding gun owners, law enforcement and the military. The NRA's 2021 Annual Meetings and Exhibits will be held September 3 – 5, 2021 at the George R. Brown Convention Center in Houston, Texas. Follow the NRA on Facebook, Instagram, and Twitter.

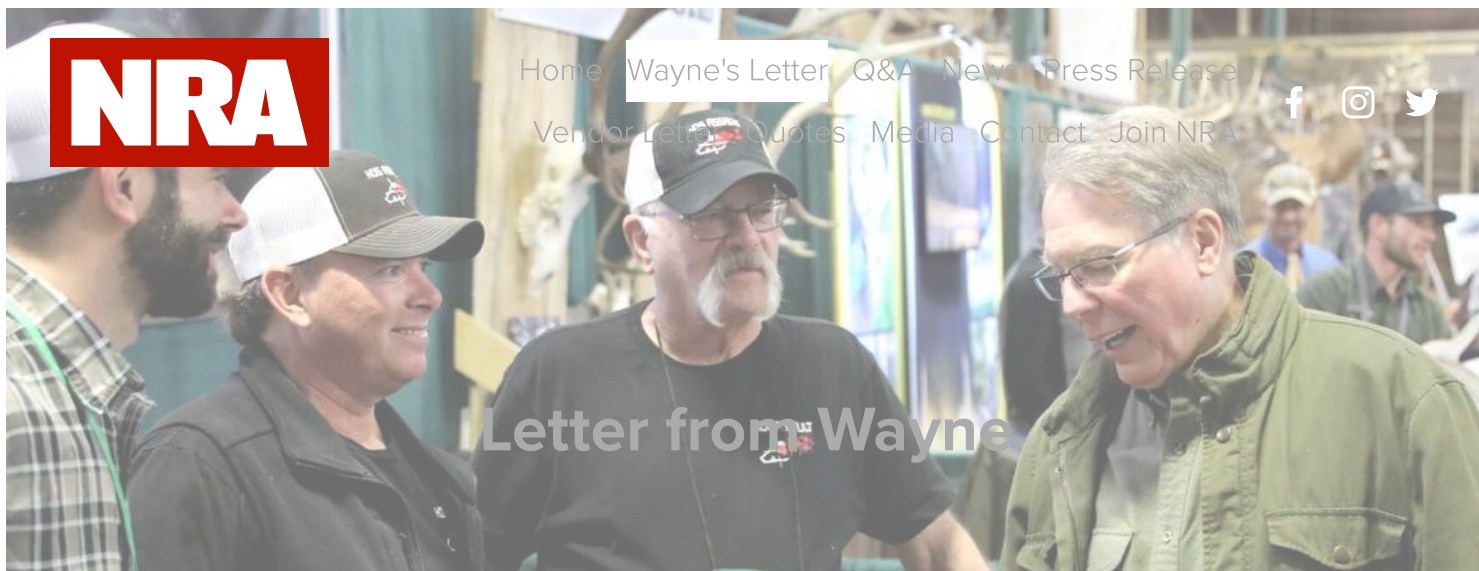
*For more information contact:*

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[aarulanandam@nrahq.org](mailto:aarulanandam@nrahq.org)

Travis J. Carter, on behalf of Brewer, Attorneys & Counselors and the NRA, (214) 653 4856,  
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# **EXHIBIT 2**



Friday, Jan. 15, 2021

## Dear NRA Members & Supporters:

Today, the NRA announced a restructuring plan that positions us for the long-term and ensures our continued success as the nation's leading advocate for constitutional freedom – free from the toxic political environment of New York.

The plan can be summed up quite simply: We are DUMPING New York, and we are pursuing plans to reincorporate the NRA in Texas.

To facilitate the strategic plan and restructuring, the NRA and one of its subsidiaries have filed voluntary chapter 11 petitions in the United States Bankruptcy Court for the Northern District of Texas, Dallas Division. As you may know, chapter 11 proceedings are often utilized by businesses, nonprofits and organizations of all kinds to streamline legal and financial affairs.

Under the plan, the NRA will continue what we've always done – confronting anti-gun, anti-self-defense and anti-hunting activities and promoting constitutional advocacy that helps law-abiding Americans. Our work will continue as it always has. No major changes are expected to the NRA's operations or workforce.

**Importantly, our plans do not impact your membership at any level.**

NRA supporters will continue to enjoy all their full member benefits – from new members to Life Members to Benefactor Members. We will continue to publish and deliver your magazines. We will continue to train Americans and teach them firearm safety. We will continue to teach hunter safety. But most importantly, we will continue to fight for your freedom and the freedom of all Americans – as we have for all these years. In fact, we are expanding our national platform.

The plan aims to streamline costs and expenses, proceed with pending litigation in a coordinated and structured manner, and realize many financial and strategic advantages.

You know that our opponents will try to seize upon this news and distort the truth. Don't believe what you read from our enemies. The NRA is not "bankrupt" or "going out of business." The NRA is not insolvent. **We are as financially strong as we have been in years.**

But they know today's announcement makes us bigger, stronger and more prepared for the fight for freedom.

We are leaving the state of an attorney general who, just a few months ago, vowed to put us out of business through an abuse of legal and regulatory power. In fact, the gross overreach of the New York Attorney General and New York Governor has been resoundingly criticized by powerful national groups like the ACLU and a host of prominent legal scholars.

**Subject to court approval, the NRA is pursuing plans to reincorporate in the State of Texas. The Lone Star State is home to more than 400,000 NRA Members and the site of our 2021 Annual Meeting being held in Houston.**

Texas values the contributions of the NRA, celebrates our law-abiding members, and joins us as a partner in upholding constitutional freedom.

Under this plan, we seek protection from New York officials who illegally abused and weaponized the powers they wield against the NRA and its members. You can be assured the Association will continue the fight to protect your interests in New York – and all forums where the NRA is unlawfully singled out for its Second Amendment advocacy.

**This plan represents a pathway to opportunity, growth and progress.**

This is the most transformational moment in the history of the NRA. And it involves all of you.

The NRA will continue to promote its Second Amendment advocacy, sponsor firearms training, and work with its network of instructors and volunteers in furtherance of its mission. This plan actually

streamlines all of the NRA's activities and improves our operational processes.

I know we have welcomed many of you to our headquarters in Fairfax, Virginia. We have no immediate plans to relocate, but we are forming a special committee to explore our strategic options in this regard. We want to determine if there are advantages to relocating our HQ operations to another state. I have asked our leadership team to explore all options that benefit the NRA and its members.

What's most important is leading the fight for Second Amendment freedom and serving our members. **We will do that from anywhere that works best for you and for our cause.**

All membership dues and financial donations will be fully dedicated to supporting our operations and public advocacy. This plan actually improves our business. It protects us from costly, distracting and unprincipled attacks from anti-2A politicians aimed at attacking the NRA because we are a potent political force. We know that the gun ban lobby will never stop – fueled by a hatred of your freedoms and by wealthy benefactors. **Our plan is the best way to confront them.**

We are now prepared for a better future. In fact, to me, it feels like the dawn of a new day.

We are revitalized, well-positioned, and steadfast in our commitment to fight for you. To learn more, please visit [www.nra.org/forward](http://www.nra.org/forward).

Thank you for your unwavering spirit and being part of the NRA's future. Both hold incredible promise for our country – and the freedoms in which it believes.



Wayne LaPierre

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# **EXHIBIT 3**



**Fill in this information to identify your case:**

United States Bankruptcy Court for the:

NORTHERN DISTRICT OF TEXAS

Case number (if known)

Chapter

11☐ Check if this an amended filing

## Official Form 201

**Voluntary Petition for Non-Individuals Filing for Bankruptcy**

02/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name National Rifle Association of America

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 53-0116130

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

11250 Waples Mill Road  
Fairfax, VA 22030

Number, Street, City, State & ZIP Code

P.O. Box, Number, Street, City, State & ZIP Code

Fairfax  
County

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL) www.nra.org

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify: \_\_\_\_\_

Debtor **National Rifle Association of America**  
Name

Case number (if known)

**7. Describe debtor's business****A. Check one:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

**B. Check all that apply**

- ☒ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

**C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.**  
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

**8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check one:**

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. **Check all that apply:**

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and it chooses to proceed under Subchapter V of Chapter 11.
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

- ☒ No.
- ☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

**10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?**

- ☐ No
- ☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor	<b>Sea Girt LLC</b>	Relationship	<b>Affiliate</b>
District	_____	When	_____
		Case number, if known	_____

Debtor **National Rifle Association of America**  
Name

Case number (if known)

**11. Why is the case filed in this district?***Check all that apply:*

- ☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention?** (*Check all that apply.*)☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? \_\_\_\_\_

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other \_\_\_\_\_**Where is the property?** \_\_\_\_\_

Number, Street, City, State &amp; ZIP Code

**Is the property insured?**☐ No☐ Yes. Insurance agency \_\_\_\_\_

Contact name \_\_\_\_\_

Phone \_\_\_\_\_

**Statistical and administrative information****13. Debtor's estimation of available funds***Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

**14. Estimated number of creditors**☐ 1-49☐ 50-99☐ 100-199☒ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated Assets**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☒ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion**16. Estimated liabilities**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☒ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor **National Rifle Association of America**  
Name

Case number (if known)

**Request for Relief, Declaration, and Signatures****WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**17. Declaration and signature  
of authorized  
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **January 15, 2021**  
MM / DD / YYYY**X /s/ Wayne LaPierre**  
Signature of authorized representative of debtor  
  
Title **Executive Vice President****Wayne LaPierre**  
Printed name**18. Signature of attorney** **X /s/ Patrick J. Neligan, Jr.**  
Signature of attorney for debtorDate **January 15, 2021**  
MM / DD / YYYY**Patrick J. Neligan, Jr. 14866000**  
Printed name**Neligan LLP**  
Firm name**325 N. St. Paul  
Suite 3600  
Dallas, TX 75201**  
Number, Street, City, State & ZIP CodeContact phone **214-840-5300** Email address **pneligan@neliganlaw.com****14866000 TX**  
Bar number and State

**RESOLUTION AUTHORIZING CHAPTER 11 REORGANIZATION  
AND RELATED RETENTION OF COUNSEL**

WHEREAS, on January 7, 2021, at a meeting of the Board of Directors of the National Rifle Association of America ("NRA"), the NRA Board of Directors voted to approve that certain Employment Agreement between the NRA and Wayne LaPierre, its Executive Vice President, clarifying, for avoidance of doubt, that Wayne LaPierre is delegated the power to "exercise corporate authority in furtherance of the mission and interests of the NRA, including ... to reorganize or restructure the affairs of the Association;" and

WHEREAS, the NRA is the single member and manager of Sea Girt, a Texas limited liability company; and

WHEREAS, on September 10, 2020, NRA President Carolyn Meadows announced the appointment of a Special Litigation Committee of the NRA to oversee the prosecution and defense of certain litigation; and

WHEREAS, on January 7, 2021, the Board of the NRA enacted a resolution formalizing the existence of the Special Litigation Committee as a committee of the Board of the NRA pursuant to N.Y. N-PCL § 712(a), and such resolution contained the following provisions:

RESOLVED that a Special Litigation Committee of the NRA Board of Directors is hereby appointed, and that the members of such Committee shall be Carolyn Meadows, Charles Cotton, and Willes Lee, each of whom has been determined to be independent and disinterested in all respects relevant to their service on the Special Litigation Committee, and be it further

RESOLVED that the Special Litigation Committee shall exercise corporate authority on behalf of the NRA with respect to the prosecution and defense of (i) the litigation captioned *People of the State of New York v. The National Rifle Association et al.*, Index No. 451625/2020 (Sup. Ct. N.Y.); (ii) the litigation captioned *The National Rifle Association v. Letitia James*, Case No. 1:20-cv-889 (N.D.N.Y. 2020); (iii) the litigation captioned *District of Columbia v. NRA Foundation, Inc. et al.*, (2020 CA 003545 B); and (iv) any additional legal proceedings arising from or relating to the same facts, circumstances, or allegations as the foregoing, wherein the potential for an actual or apparent conflict of interest favors recusal by one or more NRA executives who would customarily oversee such proceedings; and

WHEREAS, in consultation with the Special Litigation Committee, Wayne LaPierre determined that a Chapter 11 reorganization of the NRA along with its wholly owned single member-managed Texas subsidiary, Sea Girt, would advance the best interests of the NRA, its members, and its mission, as well as the interests of Sea Girt; now, therefore, be it

RESOLVED that the commencement of a Chapter 11 reorganization proceeding in the United States District Court for the Northern District of Texas on behalf of the NRA and its wholly owned, single member-managed limited liability company, Sea Girt, is hereby authorized and directed; and be it further

RESOLVED that the NRA and Sea Girt shall retain, as debtor's counsel in connection with such reorganization proceeding, the firm of Neligan LLP; and be it further

RESOLVED that the NRA and Sea Girt shall retain the firm of Brewer, Attorneys & Counselors ("BAC") as special counsel to prosecute and defend certain non-bankruptcy matters during the course of such Chapter 11 proceeding, including the prepetition matters presently handled by BAC.

[Remainder of page intentionally left blank]

Executed this 15<sup>th</sup> day of January, 2021.

By: Wayne LaPierre  
Wayne LaPierre  
Executive Vice President

**ACKNOWLEDGED AND AGREED BY  
SPECIAL LITIGATION COMMITTEE:**

By: \_\_\_\_\_  
Carolyn Meadows  
Committee Chair

By: \_\_\_\_\_  
Charles Cotton

By: \_\_\_\_\_  
Willes Lee



Executed this 15<sup>th</sup> day of January, 2021.

By: \_\_\_\_\_  
Wayne LaPierre  
Executive Vice President

**ACKNOWLEDGED AND AGREED BY  
SPECIAL LITIGATION COMMITTEE:**

By: Carolyn Meadows  
Carolyn Meadows  
Committee Chair

By: \_\_\_\_\_  
Charles Cotton


By: \_\_\_\_\_  
Willes Lee

Executed this 15<sup>th</sup> day of January, 2021.

By: \_\_\_\_\_  
Wayne LaPierre  
Executive Vice President

**ACKNOWLEDGED AND AGREED BY  
SPECIAL LITIGATION COMMITTEE:**

By: \_\_\_\_\_  
Carolyn Meadows  
Committee Chair

By:   
Charles Cotton

By: \_\_\_\_\_  
Willes Lee

Executed this 15 day of January, 2021

By: \_\_\_\_\_  
Wayne LaPierre  
Executive Vice President

**ACKNOWLEDGED AND AGREED BY  
SPECIAL LITIGATION COMMITTEE:**

By: \_\_\_\_\_  
Carolyn Meadows  
Committee Chair

By: \_\_\_\_\_  
Charles Cotton

By:  \_\_\_\_\_  
Willes Lee

**Fill in this information to identify the case:**

Debtor name **National Rifle Association of America**  
 United States Bankruptcy Court for the: **NORTHERN DISTRICT OF TEXAS**  
 Case number (if known): \_\_\_\_\_

☐ Check if this is an  
 amended filing

**Official Form 204**
**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Ackerman McQueen, Inc. 1601 Northwest Expressway Oklahoma City, OK 73118-1438			Disputed			\$1,273,800.12
Membership Marketing Partners LLC 11250 Waples Mill Road, Suite 310 Fairfax, VA 22030						\$961,850.00
Gould Paper Corporation Attn: Warren Connor 99 Park Avenue, 10th Floor New York, NY 10016						\$855,746.40
Infocision Management Corp. 325 Springside Drive Akron, OH 44333						\$712,034.83
Under Wild Skies 201 N. Union Street, Suite 510 Alexandria, VA 22314			Disputed			\$550,000.00
Valtim Incorporated P. O. Box 114 Forest, VA 24551						\$549,177.67
Quadgraphics N63W23075 Hwy 74 Sussex, WI 53089						\$522,236.91

Debtor **National Rifle Association of America**  
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Communications Corp of America Attn: Judy Reid 13195 Freedom Way Boston, VA 22713						\$509,746.09
Membership Advisors Public REL 11250 Waples Mill Road, Suite 310 Fairfax, VA 22030						\$373,000.00
Salesforce.Com, Inc. One Mark St - The Landmark Suite 300 San Francisco, CA 94105						\$332,969.11
Mercury Group 1601 NW Expressway, Suite 1100 Oklahoma City, OK 73118			Disputed			\$258,613.17
Speedway Motorsports Inc. P.O. Box 600 Concord, NC 28026						\$200,000.00
Image Direct Group LLC 200 Monroe Avenue Building 4 Frederick, MD 21701						\$143,206.31
Google 1600 Amphitheatre Parkway Mountain View, CA 94043-1351						\$132,016.49
TMA Direct, Inc. 12021 Sunset Hills Road, Suite 350 Manassas, VA 20109						\$116,989.64
United Parcel Services P.O. Box 7247-0244 Philadelphia, PA 19170						\$100,883.93
Membership Advisors Fund Raising 11250 Waples Mill Road, Suite 310 Fairfax, VA 22030						\$90,000.00

Debtor **National Rifle Association of America**  
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Stone River Gear, LLC P.O. Box 67 Bethel, CT 06801						\$89,284.80
Krueger Associates, Inc. 105 Commerce Drive Aston, PA 19014						\$66,762.00
CDW Computer Centers, Inc. P.O. Box 75723 Chicago, IL 60675						\$59,541.05

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

<b>IN RE:</b>	§	<b>CHAPTER 11</b>
	§	
<b>NATIONAL RIFLE ASSOCIATION OF AMERICA</b>	§	
	§	<b>CASE NO. _____</b>
	§	
<b>DEBTOR<sup>1</sup></b>	§	<b>Joint Administration Requested</b>

---

**STATEMENT OF CORPORATE OWNERSHIP PURSUANT TO RULES 1007(a)(1)  
AND 7007.1 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

National Rifle Association of America is a not-for-profit, tax exempt organization with no equity ownership and therefore there are no entities to disclose under Federal Rules of Bankruptcy Procedure 1007(a)(1) and 7007.1(a).

Dated: January 15, 2021

By: /s/ Wayne LaPierre  
Name: Wayne LaPierre  
Title: Executive Vice President

---

<sup>1</sup> The last four digits of the Debtors' taxpayer identification numbers are: 6130.



**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

<b>IN RE:</b>	§	<b>CHAPTER 11</b>
	§	
<b>NATIONAL RIFLE ASSOCIATION OF AMERICA</b>	§	
	§	<b>CASE NO. ____</b>
	§	
<b>DEBTOR<sup>1</sup></b>	§	<b>Joint Administration Requested</b>

---

**LIST OF EQUITY SECURITY HOLDERS PURSUANT TO FEDERAL RULE OF  
BANKRUPTCY PROCEDURE RULE 1007(a)(3)**

National Rifle Association of America is a not-for-profit, tax exempt organization with no equity ownership and therefore there are no entities to disclose under Federal Rule of Bankruptcy Procedure 1007(a)(3).

Dated: January 15, 2021

By: /s/ Wayne LaPierre  
Name: Wayne LaPierre  
Title: Executive Vice President

---

<sup>1</sup> The last four digits of the Debtors' taxpayer identification numbers are: 6130.

**Fill in this information to identify the case:**Debtor name National Rifle Association of AmericaUnited States Bankruptcy Court for the: NORTHERN DISTRICT OF TEXAS

Case number (if known) \_\_\_\_\_

☐ Check if this is an amended filing

## Official Form 202

**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule*
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration **Statement of Corporate Ownership**  
**List of Equity Security Holders**

I declare under penalty of perjury that the foregoing is true and correct.

Executed on January 15, 2021**X /s/ Wayne LaPierre**

Signature of individual signing on behalf of debtor

**Wayne LaPierre**

Printed name

**Executive Vice President**

Position or relationship to debtor

# **EXHIBIT 4**

**Fill in this information to identify your case:**

United States Bankruptcy Court for the:

NORTHERN DISTRICT OF TEXAS

Case number (if known)

Chapter 11☐ Check if this an amended filing

## Official Form 201

**Voluntary Petition for Non-Individuals Filing for Bankruptcy**

02/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Sea Girt LLC

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 86-1375681

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

11250 Waples Mill Road  
Fairfax, VA 22030

Number, Street, City, State &amp; ZIP Code

P.O. Box, Number, Street, City, State &amp; ZIP Code

Fairfax

County

**Location of principal assets, if different from principal place of business**

Number, Street, City, State &amp; ZIP Code

5. Debtor's website (URL) \_\_\_\_\_

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))☐ Partnership (excluding LLP)☐ Other. Specify: \_\_\_\_\_

Debtor **Sea Girt LLC**  
Name

Case number (if known)

**7. Describe debtor's business****A. Check one:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

**B. Check all that apply**

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

**C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.**  
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

**8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check one:**

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. **Check all that apply:**

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and it chooses to proceed under Subchapter V of Chapter 11.
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

- ☒ No.
- ☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

**10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?**

- ☐ No
- ☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor	<b>National Rifle Association of America</b>	Relationship	<b>Sole Member</b>
District	<b>Northern</b>	When	<b>1/15/21</b>
		Case number, if known	_____

Debtor **Sea Girt LLC**  
Name

Case number (if known)

**11. Why is the case filed in this district?***Check all that apply:*

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention?** (*Check all that apply.*)☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? \_\_\_\_\_

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other \_\_\_\_\_**Where is the property?** \_\_\_\_\_

Number, Street, City, State &amp; ZIP Code

**Is the property insured?**☐ No☐ Yes. Insurance agency \_\_\_\_\_

Contact name \_\_\_\_\_

Phone \_\_\_\_\_

**Statistical and administrative information****13. Debtor's estimation of available funds***Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

**14. Estimated number of creditors**☒ 1-49☐ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated Assets**☒ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion**16. Estimated liabilities**☐ \$0 - \$50,000☒ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor

**Sea Girt LLC**

Name

Case number (if known)

**Request for Relief, Declaration, and Signatures**

**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature  
of authorized  
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **January 15, 2021**

MM / DD / YYYY

**X /s/ Wayne LaPierre**

Signature of authorized representative of debtor

**Wayne LaPierre**

Printed name

Title **Executive Vice President**

**18. Signature of attorney**

**X /s/ Patrick J. Neligan, Jr.**

Signature of attorney for debtor

Date **January 15, 2021**

MM / DD / YYYY

**Patrick J. Neligan, Jr. 14866000**

Printed name

**Neligan LLP**

Firm name

**325 N. St. Paul**

**Suite 3600**

**Dallas, TX 75201**

Number, Street, City, State & ZIP Code

Contact phone **214-840-5300**

Email address **pneligan@neliganlaw.com**

**14866000 TX**

Bar number and State



**RESOLUTION AUTHORIZING CHAPTER 11 REORGANIZATION  
AND RELATED RETENTION OF COUNSEL**

WHEREAS, on January 7, 2021, at a meeting of the Board of Directors of the National Rifle Association of America ("NRA"), the NRA Board of Directors voted to approve that certain Employment Agreement between the NRA and Wayne LaPierre, its Executive Vice President, clarifying, for avoidance of doubt, that Wayne LaPierre is delegated the power to "exercise corporate authority in furtherance of the mission and interests of the NRA, including ... to reorganize or restructure the affairs of the Association;" and

WHEREAS, the NRA is the single member and manager of Sea Girt, a Texas limited liability company; and

WHEREAS, on September 10, 2020, NRA President Carolyn Meadows announced the appointment of a Special Litigation Committee of the NRA to oversee the prosecution and defense of certain litigation; and

WHEREAS, on January 7, 2021, the Board of the NRA enacted a resolution formalizing the existence of the Special Litigation Committee as a committee of the Board of the NRA pursuant to N.Y. N-PCL § 712(a), and such resolution contained the following provisions:

RESOLVED that a Special Litigation Committee of the NRA Board of Directors is hereby appointed, and that the members of such Committee shall be Carolyn Meadows, Charles Cotton, and Willes Lee, each of whom has been determined to be independent and disinterested in all respects relevant to their service on the Special Litigation Committee, and be it further

RESOLVED that the Special Litigation Committee shall exercise corporate authority on behalf of the NRA with respect to the prosecution and defense of (i) the litigation captioned *People of the State of New York v. The National Rifle Association et al.*, Index No. 451625/2020 (Sup. Ct. N.Y.); (ii) the litigation captioned *The National Rifle Association v. Letitia James*, Case No. 1:20-cv-889 (N.D.N.Y. 2020); (iii) the litigation captioned *District of Columbia v. NRA Foundation, Inc. et al.*, (2020 CA 003545 B); and (iv) any additional legal proceedings arising from or relating to the same facts, circumstances, or allegations as the foregoing, wherein the potential for an actual or apparent conflict of interest favors recusal by one or more NRA executives who would customarily oversee such proceedings; and

WHEREAS, in consultation with the Special Litigation Committee, Wayne LaPierre determined that a Chapter 11 reorganization of the NRA along with its wholly owned single member-managed Texas subsidiary, Sea Girt, would advance the best interests of the NRA, its members, and its mission, as well as the interests of Sea Girt; now, therefore, be it

RESOLVED that the commencement of a Chapter 11 reorganization proceeding in the United States District Court for the Northern District of Texas on behalf of the NRA and its wholly owned, single member-managed limited liability company, Sea Girt, is hereby authorized and directed; and be it further

RESOLVED that the NRA and Sea Girt shall retain, as debtor's counsel in connection with such reorganization proceeding, the firm of Neligan LLP; and be it further

RESOLVED that the NRA and Sea Girt shall retain the firm of Brewer, Attorneys & Counselors ("BAC") as special counsel to prosecute and defend certain non-bankruptcy matters during the course of such Chapter 11 proceeding, including the prepetition matters presently handled by BAC.

[Remainder of page intentionally left blank]

Executed this 15<sup>th</sup> day of January, 2021.

By: Wayne LaPierre  
Wayne LaPierre  
Executive Vice President

**ACKNOWLEDGED AND AGREED BY  
SPECIAL LITIGATION COMMITTEE:**

By: \_\_\_\_\_  
Carolyn Meadows  
Committee Chair

By: \_\_\_\_\_  
Charles Cotton

By: \_\_\_\_\_  
Willes Lee

Executed this 15<sup>th</sup> day of January, 2021.

By: \_\_\_\_\_  
Wayne LaPierre  
Executive Vice President

**ACKNOWLEDGED AND AGREED BY  
SPECIAL LITIGATION COMMITTEE:**

By: Carolyn Meadows  
Carolyn Meadows  
Committee Chair

By: \_\_\_\_\_  
Charles Cotton


By: \_\_\_\_\_  
Willes Lee

Executed this 15<sup>th</sup> day of January, 2021.

By: \_\_\_\_\_  
Wayne LaPierre  
Executive Vice President

**ACKNOWLEDGED AND AGREED BY  
SPECIAL LITIGATION COMMITTEE:**

By: \_\_\_\_\_  
Carolyn Meadows  
Committee Chair

By:   
Charles Cotton

By: \_\_\_\_\_  
Willes Lee

Executed this 15 day of January, 2021

By: \_\_\_\_\_  
Wayne LaPierre  
Executive Vice President

**ACKNOWLEDGED AND AGREED BY  
SPECIAL LITIGATION COMMITTEE:**

By: \_\_\_\_\_  
Carolyn Meadows  
Committee Chair

By: \_\_\_\_\_  
Charles Cotton

By:  \_\_\_\_\_  
Willes Lee

**Fill in this information to identify the case:**

Debtor name **Sea Girt LLC**  
 United States Bankruptcy Court for the: **NORTHERN DISTRICT OF TEXAS**  
 Case number (if known): \_\_\_\_\_

☐ Check if this is an  
 amended filing

**Official Form 204**
**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders**
**12/15**

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
TO BE PROVIDED						

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

<b>IN RE:</b>	§	<b>CHAPTER 11</b>
	§	
<b>SEA GIRT LLC</b>	§	<b>CASE NO. ____</b>
	§	
<b>DEBTOR<sup>1</sup></b>	§	<b>Joint Administration Requested</b>

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**STATEMENT OF CORPORATE OWNERSHIP PURSUANT TO RULES 1007(a)(1)  
AND 7007.1 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

Pursuant to Federal Rules of Bankruptcy Procedure 1007(a)(1) and 7007.1(a), Sea Girt LLC discloses the following corporations, other than governmental units, which directly or indirectly own 10% or more of any class of equity interests in Sea Girt LLC:

Direct:        National Rifle Association of America

Indirect:      None

Dated: January 15, 2021

By: /s/ Wayne LaPierre  
Name: Wayne LaPierre  
Title: Executive Vice President

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<sup>1</sup> The last four digits of the Debtors' taxpayer identification numbers are: 5681.



**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

IN RE:	§	CHAPTER 11
	§	
SEA GIRT LLC	§	CASE NO. ____
	§	
DEBTOR <sup>1</sup>	§	Joint Administration Requested

**LIST OF EQUITY SECURITY HOLDERS PURSUANT TO FEDERAL RULE OF  
BANKRUPTCY PROCEDURE RULE 1007(a)(3)**

Pursuant to Federal Rule of Bankruptcy Procedure 1007(a)(3), the following is a list of equity security holders in Sea Girt LLC:

Equity Security Holder	Kind of Interest	Percentage
National Rifle Association of America	Membership	100%

Dated: January 15, 2021

By: /s/ Wayne LaPierre  
 Name: Wayne LaPierre  
 Title: Executive Vice President

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<sup>1</sup> The last four digits of the Debtors' taxpayer identification numbers are: 5681\_.

**Fill in this information to identify the case:**Debtor name Sea Girt LLCUnited States Bankruptcy Court for the: NORTHERN DISTRICT OF TEXAS

Case number (if known) \_\_\_\_\_

☐ Check if this is an amended filing

## Official Form 202

**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule*
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration **Statement of Corporate Ownership**  
**List of Equity Security Interests**

I declare under penalty of perjury that the foregoing is true and correct.

Executed on January 15, 2021**X /s/ Wayne LaPierre**

Signature of individual signing on behalf of debtor

**Wayne LaPierre**

Printed name

**Executive Vice President**

Position or relationship to debtor