

Affidavit In Support Of Intervention
By Roscoe B. Marshall, Jr.

Exhibit J

July 1, 2021 email to NRA Board

Exhibit J**NRA BOD Members:**

It has been a great honor and privilege to be elected by the members to serve on the NRA Board of Directors. I have met so many outstanding and dedicated people while serving with you and I am grateful for this opportunity. I have attempted to communicate issues that are critically important, and I will attempt to do so again in this memo. I am not attacking the NRA or anyone's character, but trying to communicate vital information and recommendations for our future success.

There have been recent developments in the NYAG law suit, and unfortunately this information has not been distributed. Therefore, I am including two recent filings that are significant and should be monitored by the NRA BOD which are 1) Motion to Intervene and 2) NYAG Memorandum.

NRA Members Motion to Intervene:

A motion to intervene in this case on behalf of Frank Tait, Mario Aguirre, and the rest of the NRA's 5 million members was filed on June 17, 2021. The motion opposes dissolution, seek to disqualify the NRA's present counsel (the Brewer firm), request that the NYAG directed to notify all NRA members of her lawsuit, and pursue other injunctive and monetary relief detailed in the proposed answer to the AG's complaint. This motion is posted online at the following link: <https://iapps.courts.state.ny.us/nyscef/DocumentList?docketId=pahf9IBZzF/pYP8WVQ4Sfw=&display=all&courtType=New%20York%20County%20Supreme%20Court&resultsPageNum=1>

NYAG Memorandum of Law:

The NYAG recently filed a Memorandum of Law in support of motion to dismiss NRA's counterclaims on June 24, 2021. The memorandum is posted online at the following link: <https://iapps.courts.state.ny.us/nyscef/ViewDocument?docIndex=IIEI0HzO/QRZ3m/ILakoIA==>

NYAG Preliminary Statement:

The NYAG's 163-page Complaint asserts 18 causes of action supported by detailed factual allegations of pervasive illegal conduct at the NRA, diversion of millions of dollars from the NRA's charitable mission for private benefit, lack of internal controls enabling this abuse, false regulatory filings, lucrative no-show contracts, and retaliation against those who tried to seek reform. The Complaint seeks multiple forms of relief, including restitution, an accounting, removal of those wrongdoers who are still leading the NRA, and judicial dissolution.

NYAG Complaint against Management and Officers:

On page 18:

"The NRA mischaracterizes this Action as solely based on "executive misconduct." Counterclaims ¶ 34. To the contrary, the Complaint describes in great detail the OAG's findings of pervasive and persistent illegality. Additionally, unlike many of the executives involved in wrongdoing in past OAG actions, the chief wrongdoers at the NRA remain at the helm. Mr. LaPierre has been NRA Executive Vice President for more than 30 years, and as alleged in the Complaint, is not checked by the Board. As such, the NRA's citations to other OAG actions, which the NRA characterizes as instances of executive misconduct where the Attorney General did not seek dissolution, are inapposite."

In addition to the NYAG complaint against the NRA Management and Officers, many pro-second amendment groups and NRA members are also outraged at the NRA's failure to manage and provide proper oversight of NRA donations. Listed below are just a few examples from NRA members.

The NRA Debacle (Comments from NRA Members)

Source: Guns Magazine: <https://gunsmagazine.com/discover/crossfire-august-2021/>

I just finished listening to you and Jim Shepherd's podcast #76 ("Wayne LaPierre Must Go!") and I've got one main question: What can/should a long-term NRA member do to help create a cleanup of the executive suite at NRA, up to and including the ouster and defunding of Wayne LaPierre?-Clifton I.

As usual, your latest podcast was excellent but there was a glaring omission: What can or should NRA members do? I am not familiar enough with the NRA bylaws to know if there is some action members could take to oust the board and the executive suite. If there is something members can do, other than setting up lawn chairs and coolers to watch the coming train wreck, you and FMG publications have the means to reach, inform and inspire many NRA members and supporters. Both the country and the NRA have been focused on external enemies for years. It looks like both are on the verge of being destroyed from the inside.-Joe F.

Just wanted to say thanks for a painful but realistic take on the current situation at the NRA as discussed in episode #76. I agree with you change is needed but how do we members apply the pressure needed to get leadership change at the NRA? I've been a life member for years but never had reason to reach out to anyone in a position of authority at the headquarters. Thanks again for what had to be a pretty joyless experience recording the episode. The truth hurts sometimes, but it's still the truth and needs to be told.-Greg R.

If every NRA member would return the NRA donation requests forms without any money and write across the form "No money until Wayne Lapierre and crew are gone!" — this would immensely speed up the clean-out of the bad blood ruining the NRA. From a long standing but currently disgusted NRA member.-Allan J.

We got lots of letters on this podcast episode and so far 100% of them have been in support (a rarity). In my opinion, first and foremost we need rank-and-file NRA Members to demand action. We've all been hesitant to raise hell because of the good work the NRA does but it's time for torches and pitchforks. Otherwise, we should all just be quiet and let Wayne (and friends) continue doing what Wayne does. In a worse-case scenario, the lifeblood of the NRA is money so the day LaPierre and Co. have to buy suits off the rack and fly coach on a commercial airline, I believe the group will go off in search of greener pastures. One suggestion: Remain a basic member so the NRA doesn't lose electoral power, but don't give the organization another dime until reforms are made. —BW

The Root Cause:

The foundation of the NYAG complaint is directed at NRA Senior Management and Officers that presided over malfeasance at the NRA and continue to lead the organization. Circling the

wagons will not make this problem go away. Ignoring this fundamental issue will only anger our supporters and other pro-second amendment groups and continue to inflame our detractors. I receive numerous emails from members who are refusing to donate as long as the current Management and Officers remain. As noted in our recent financial update, our revenues have been declining steadily over the last three years and have fallen 28% since 2016.

I suspect the decline in revenues will continue especially next year as the NYAG law suit begins to capture headlines.

In Conclusion:

1. Revenues are declining rapidly.
2. D&O Insurance provider will not renew our D&O liability insurance which has created significant financial exposure for every Board Member.
3. The management proposed trust fund is woefully inadequate and does not provide legal representation which is included with an insurance policy. Legal expenses incurred by individual directors and officers may or may not be reimbursed at the discretion of the trust.
4. The Biden administration is aggressively attacking the second amendment and the influence of the NRA is waning because of past failures of NRA management and the BOD. I highly respect Wayne LaPierre and for the many years he has contributed; however, the NRA is at risk and we must take every possible action necessary to protect the NRA. The elephant in the room (that we continue to ignore) is our management and officers were directly involved with overseeing the malfeasance that occurred. We can significantly reduce our risk of dissolution and improve our position with the court if we address the fundamental problem. As painful as this may be, we need to replace Wayne LaPierre with an EVP that can lead the NRA and restore our integrity and reputation.
5. The annual NRA meeting in Houston may be the last opportunity to save our NRA. We need to be mindful of the opportunity we are offering our detractors as well as our many, many members that are clamoring for action to save the organization. A well-defined succession plan presented and **executed** by current management may be able to influence the NY court because management is the primary target of the NYAG. It will make little difference in the scope of all the issues whether Wayne LaPierre retires in September or is taken out by the NYAG in the summer of 2022, at the pivotal moment when we are gearing up for the most important election ever!

As an elected NRA **B**oard member, we have accepted a fiduciary duty and personal responsibility to fulfill those duties and act accordingly. **F**ailing to act is a breach of the fiduciary duties. The harshest critics of the NRA are the members. **I**t is well past time we take heed to their voices.

I call for a special meeting to address the management changes that are necessary. Your silence at this critical juncture will forever be your legacy.

Sincerely,

R.B. Rocky Marshall, Jr.