

EXHIBIT 3

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PROPOSED CO-COUNSEL FOR DEBTORS**AND DEBTORS-IN-POSSESSION**

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

IN RE:

**NATIONAL RIFLE ASSOCIATION OF
AMERICA and SEA GIRT LLC,**

DEBTORS¹

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CHAPTER 11**CASE NO. 21-30085-hdh11****JOINTLY ADMINISTERED**

**DEBTORS' OBJECTIONS AND RESPONSES TO THE STATE OF NEW YORK'S
FIRST REQUEST FOR PRODUCTION OF DOCUMENTS TO THE NATIONAL RIFLE
ASSOCIATION OF AMERICA AND SEA GIRT LLC.**

**TO: PEOPLE OF THE STATE OF NEW YORK, BY LETITIA JAMES, NYAG OF THE
STATE OF NEW YORK, OFFICE OF THE NYAG OF THE STATE OF NEW YORK**

**C/O GERRIT M. PRONSKE, ERIC M. VAN HORN, AND JASON P. KATHMAN,
SPENCER FANE LLP**

Pursuant to Rules 26 and 34 of the Federal Rules of Civil Procedure (the "Federal Rules"),
made applicable by Rules 9014, 7026, and 7034 of the Federal Rules of Bankruptcy Procedure,
debtors and debtors-in-possession National Rifle Association of America and Sea Girt LLC (the

¹ The last four digits of the Debtors' taxpayer identification numbers are: 6130 (National Rifle Association of America) and 5681 (Sea Girt LLC).

“Debtors”) serve to People of the State of New York, by Letitia James, Attorney General of the State of New York (the “NYAG” or “You”) Debtors’ objections and responses to Your First Request for Production of Documents dated February 26, 2021 (the “Requests” and each, a “Request”), as follows.

I.
GENERAL OBJECTIONS

1. The General Objections set forth below apply to each of the numbered Requests, whether or not specifically stated in the Debtors’ Objection or Response to each Request.

2. Debtors object to the Requests to the extent that they call for the production or disclosure of documents or information that are privileged, or exempt or protected from disclosure by the attorney-client privilege, the work-product doctrine, or any other applicable statutory or common law privilege, prohibition, limitation, immunity, or exemption from discovery (all such material, “Privileged Material”). Debtors’ production of any documents in response to any Request is not, and shall not be deemed or construed as, a waiver of any privilege, right, or objection on the part of the Debtors with respect to any such document or information. In the event that the Debtors produce any Privileged Material in response to any of the Requests, such production is inadvertent and shall not constitute waiver of any applicable privilege, protection, or immunity. Debtors reserve the right to demand from You the return or destruction of any such documents or information.

3. Debtors object to the Requests, including, without limitations, the Instructions, as unduly burdensome to the extent that they purport to require Debtors to prepare a privilege log of work product prepared by or at the direction of counsel, or communications exchanged with counsel, after the commencement of the above-captioned Chapter 11 proceedings (the “Proceedings”).

4. Debtors object to the Requests to the extent that they purpose to impose burdens additional to, or different from, the requirements set forth in the Federal Rules of Civil Procedure and relevant local rules and any rulings of this Court.

5. Debtors object to the Requests as unduly burdensome, cumulative, and duplicative to the extent they purport to seek documents or information already produced to the NYAG from any person or source in any other action, proceeding, or investigation, including Documents produced in the course of Your investigation of the NRA prior to Your commencement of the action in the Supreme Court of the State of New York styled *People of the State of New York, by Letitia James, Attorney General of the State of New York v. The National Rifle Association of America, Inc., et. al.*, Index No. 451625/2020. To the extent that any such materials bear a confidentiality stamp or other such endorsement applied by the NRA prior to its production, the NRA consents to Your use of the document in the Proceedings. The NRA reserves the right to object to any use of such documents by You on the basis of relevance, admissibility, or any other basis.

6. Debtors object to the Requests to the extent that they seek documents that the NRA is prohibited from disclosing under any protective order or any other order from any court or tribunal, including, but not limited to, the Protective Order in *National Rifle Association v. Ackerman McQueen, Inc. and Mercury Group, Inc.*, Case Nos. CL19001757 and CL19002067.

7. Debtors object to the Requests to the extent that they seek documents that contain personal identifying information of the Debtors' employees, officers, Board members, members, and/or donors. Debtors reserve the right to redact such information to the extent it is not material to the dispute and such redactions are practicable.

8. Debtors object to the Requests to the extent that they seek documents that contain information tending to reveal the identity of NRA donors or members or other information that is protected from disclosure to government entities or other relevant third parties by the First Amendment of the United States Constitution. Debtors reserve the right to redact such information to the extent it is not material to the dispute and such redactions are practicable.

9. Debtors object to the Requests to the extent that that they call for the production of documents containing information that tends to reveal the identity of individuals entitled to whistleblower protections under the law and/or NRA policy and Debtors reserve right to redact documents in order to protect the identity of such individuals.

10. Debtors object to the Requests to the extent that they require production of documents not in the possession, custody, or control of the NRA, or require the NRA to make unreasonable inquiries of other persons or entities.

11. Debtors' responses to the Requests are not intended to be, nor shall any such response be construed to be, a waiver of any objection, right, or remedy that the Debtors may assert now or in the future including, without limitation, objections regarding authenticity, relevance, or admissibility of any of the documents or information provided. For all information and documents provided in response to the Requests, the Debtors reserve all objections regarding the competency, relevance, materiality, authenticity, or admissibility of any such information or document as evidence at the hearing or otherwise.

12. Debtors object to Instructions four and five to the extent that they demand Debtors provide a privilege log with an entry for "each Document, or portion thereof, responsive to a Request for which [Debtors] claim a privilege or other protection" and to the extent that they instruct Debtors to "insert one or more placeholder page(s) in the production," which is

impracticable within this expedited-discovery timeframe. Debtors note that courts in the Northern District of Texas have favored categorical privilege logs in other instances.² Debtors state that they will meet and confer in good faith with Movants on a practicable protocol and timeframe for identifying privileges asserted and material withheld.

13. Debtors object to the Instructions as unduly burdensome to the extent that they purport to require Debtors to identify the Bates number of each and every responsive document produced to the NYAG over the course of nearly two years preceding the issuance of the Requests.

14. Debtors object to the Requests to the extent that they purport to require Debtors to search for or produce documents outside Debtors' possession, custody and control, including documents possessed by volunteer outside directors of the NRA who are represented by separate counsel.

15. Debtors reserve the right to supplement or amend these Objections and Responses as necessary as discovery continues.

16. Debtors' specific objections and responses to the Requests are made subject to, and without waiving, the foregoing General Objections.

II.

SPECIFIC OBJECTIONS AND RESPONSES

REQUEST FOR PRODUCTION NO. 1:

All Documents relating to the determination to file for bankruptcy protection under Chapter 11 of the Bankruptcy Code for both Sea Girt LLC and the NRA, including authorizations, resolutions, contracts, analyses, risk assessments, studies, appraisals, reports, assessments of potential costs of commencing and litigating bankruptcy proceedings, memoranda, presentations, and Communications between NRA officers, directors, Key Persons and/or employees concerning the same.

² See, e.g., *Manufacturers Collection Co., LLC v. Precision Airmotive, LLC*, 2014 WL 2558888, at *3 (N.D. Tex. June 6, 2014)

RESPONSE:

Debtors object to this Request to the extent that it purports to require the production, disclosure, or identification of information protected by attorney-client privilege, the work product doctrine, or similar privileges or exemptions from disclosure. Subject to and without waiving the foregoing objections and General Objections, Debtors will conduct a reasonably diligent, targeted search for responsive information in their possession, custody, or control.

REQUEST FOR PRODUCTION NO. 2:

All Documents and Communications relating to the NRA's "new strategic plan called Project Freedom" and the launch of NRAForward.org.

RESPONSE:

Debtors object to this Request to the extent that it purports to require the production, disclosure, or identification of information protected by attorney-client privilege, the work product doctrine, or similar privileges or exemptions from disclosure. Debtors object to the Request to the extent that it purports to demand the premature production or disclosure of a reorganization plan, which, under the Bankruptcy Code, may be filed at the discretion of Debtors "until after 120 days after the date of the order for relief."³ Subject to and without waiving the foregoing objections and General Objections, Debtors will conduct a reasonably diligent, targeted search for responsive records in their possession, custody, or control.

REQUEST FOR PRODUCTION NO. 3:

All Documents and Communications relating to recordings, transcripts, or copies of public statements—including statements on social-media platforms and to NRA members—made by or on behalf of the NRA or any officer or Key Person, relating to Your or Sea Girt, LLC's filing of bankruptcy, and Documents sufficient to identify the individuals who drafted and approved the public statements, and when such statements were drafted and approved.

³ 11 U.S.C. 1121(b)

RESPONSE:

Debtors object to this Request to the extent that it purports to require the production, disclosure, or identification of information protected by attorney-client privilege, the work product doctrine, or similar privileges or exemptions from disclosure. Subject to and without waiving the foregoing objections and General Objections, Debtors will conduct a reasonably diligent, targeted search for responsive records in their possession, custody, or control. Subject to and without waiving the foregoing objections and General Objections

REQUEST FOR PRODUCTION NO. 4:

All Documents relating to the formation and financial affairs of Sea Girt LLC, including, but not limited to, Documents sufficient to identify when and how its formation was authorized, by whom it was authorized, for what purpose, and its employees, directors, assets, and liabilities. This request includes Documents and Communications relating to the funding of Sea Girt, LLC, the selection of David Warren as Chief Financial Officer of Your For Profit Entities, and any agreements or financial transactions involving Sea Girt, LLC and any other Entities or persons.

RESPONSE:

Debtors object to this Request to the extent that it purports to require the production, disclosure, or identification of information protected by attorney-client privilege, the work product doctrine, or similar privileges or exemptions from disclosure. Debtors further object to this Request to the extent that it insinuates that “the selection of David Warren as Chief Financial Officer of Your For Profit Entities” constitutes information “relating to the formation and financial affairs of Sea Girt LLC.” Subject to and without waiving the foregoing objections and General Objections, Debtors will conduct a reasonably diligent, targeted search for responsive records in their possession, custody, or control.

REQUEST FOR PRODUCTION NO. 5:

Documents relating to Your Special Litigation Committee and the internal search committee formed to “study opportunities for relocating segments of [Your] business operations to Texas or other states,” including, but not limited to, minutes and any other Documents

concerning the Committees' formation, meetings, actions, Communications with the Board, or delegations of authority to take actions; the employment contract referenced in the Resolution Authorizing Chapter 11 Reorganization and Related Retention of Counsel and any Documents and Communications relating to such contract and such resolution; all Documents and Communications by and between any NRA officer, Key Person, Board member and/or committee of the Board relating to, reporting, or discussing the NRA's and Sea Girt, LLC's filing of bankruptcy or other plans for merger, consolidation, reorganization, or relocation of the NRA; and Documents and Communications reflecting any consultation with the Board or Board approval of such relocation or bankruptcy filings. This request includes Documents and Communications relating to meetings and actions taken while in executive session.

RESPONSE:

Debtors object to this Request to the extent that it purports to require the production, disclosure, or identification of information protected by attorney-client privilege, the work product doctrine, or similar privileges or exemptions from disclosure. Debtors object to Your Request for "all Documents and Communications by and between any NRA officer, Key Person [and Board members/committees]" as unduly burdensome in the context of the present expedited discovery, given that it facially purports to call for collection and review of email and other communications from dozens of individuals within the next fifteen days. Subject to and without waiving the foregoing objections and General Objections, Debtors will conduct a reasonably diligent, targeted search for responsive records in their possession, custody, or control.

REQUEST FOR PRODUCTION NO. 6:

All Documents and Communications relating to Your financial condition and projected financial condition from January 1, 2018, to the present, including, but not limited to, all Documents reflecting, summarizing, reporting, evaluating, quantifying, reviewing, or analyzing Your assets, liabilities, revenues (including member dues and contributions), expenses, cash flows, business operations, fundraising results, cash receipts and disbursements, potential liability and costs of pending or anticipated litigation, financial forecasts, and any assessments or audits thereof. This request includes all Documents relating to the financial accounts or instruments held in the name or for the benefit of the NRA, and Documents reflecting, summarizing, recording, or analyzing the transactions associated with such financial accounts or instruments, including bank statements, accounting ledgers, trial balances, journals, financial statements, and work papers. This request also includes any information reviewed, relied upon, consulted, considered, given by or to, or generated by the Board's Finance, Executive, Special Litigation and Audit Committees relating to the NRA's financial status from January 1, 2018 to the present.

RESPONSE:

Debtors object to this Request to the extent that it purports to require the production, disclosure, or identification of information protected by attorney-client privilege, the work product doctrine, or similar privileges or exemptions from disclosure. Debtors object to the Request to the extent that it calls for the production of documents already in the possession of the NYAG, including documents produced to the NYAG by the NRA and others in the course of the NYAG's investigation. Debtors object to the Request as unduly burdensome and overly broad to the extent that it calls "all Documents and Communications" relating to the NRA's finances over the course of several years; on its face, this Request implicates tens of thousands of documents. Debtors state that they will produce financial statements pertaining to the specified timeframe.

REQUEST FOR PRODUCTION NO. 7:

All Documents and Communications relating to the NRAs restricted assets, including the amount of restricted assets, nature of the restrictions, the means by which the NRA segregates and tracks restricted assets, and any modifications sought and/or made to the restrictions on such assets.

RESPONSE:

Debtors object to the Request to the extent that it calls for the production of documents already in the possession of the NYAG, including documents produced to it by the NRA and others in the course of its investigation into the NRA. Debtors object to the Request as unduly burdensome to the extent that its call for the production of "all Documents" can be interpreted as requesting a broad collection and review of ESI which is impractical and unnecessary for purposes of the present expedited discovery. Debtors object to this Request as unduly burdensome, overbroad, vague, and ambiguous to the extent that it demands "All Documents" regarding "restricted assets." Subject to and without waiving the foregoing objections and General Objections, Debtors will conduct a reasonably diligent, targeted search for responsive records in

their possession, custody, or control.

REQUEST FOR PRODUCTION NO. 8:

All Documents used, reviewed, relied on, consulted, considered, or referenced, in whole or in part, by the NRA in preparing or drafting the following documents it has filed in the above-captioned bankruptcy case and any amendments thereto:

- a. Debtors' Informational Brief in Connection with Voluntary Chapter 11 Petitions. See ECF No. 31.
- b. Global Notes, Methodology, Statement of Limitations, and Disclaimers Regarding the Debtors' Schedules of Assets and Liabilities and Statements of Financial Affairs. See ECF Nos. 159 -160.
- c. Schedules of Assets and Liabilities, Statements of Financial Affairs, and Amended Schedules of Assets. See ECF Nos. 161, 162 & 175.

RESPONSE:

Debtors object to this Request to the extent that it purports to require the production, disclosure, or identification of information protected by attorney-client privilege, the work product doctrine, or similar privileges or exemptions from disclosure. Debtors state that on its face, a request for all documents considered or referenced in the preparation of legal filings is likely to trigger privilege and work product considerations, particularly to the extent this Request purports to encompass advice or direction from counsel in addition to mere corporate records pertaining to assets, liabilities, and financial affairs. Subject to and without waiving the foregoing objections and General Objections, Debtors will produce responsive materials in their possession, custody and control.

REQUEST FOR PRODUCTION NO. 9:

All Documents and Communications between Your Key Persons, officers, employees, directors, Board, agents and/or the IRS, include any IRS filings, relating to Your tax payments and any claimed failure to comply with the Internal Revenue Code (even if contested) between January 1, 2014, to the present. This request includes all Documents and Communications concerning the taxes and penalties referenced in the IRS's Proof of Claim filed on February 9, 2021, in the above-captioned bankruptcy case, see ECF Claim 9-1, and filings in relation to excess benefit transactions and excise taxes.

RESPONSE:

Debtors object to this Request to the extent that it purports to require the production, disclosure, or identification of information protected by attorney-client privilege, the work product doctrine, or similar privileges or exemptions from disclosure. Debtors object to the Request to the extent that it calls for the production of documents already in the possession of the NYAG, including documents produced to the NYAG by the NRA and others in the course of the NYAG's investigation. Debtors object to the Request as unduly burdensome to the extent that its call for the production of "all Documents" can be interpreted as requesting a broad collection and review of ESI from various custodians dating back to 2014. Subject to and without waiving the foregoing objections and General Objections, Debtors will conduct a reasonably diligent, targeted search for responsive records in their possession, custody, or control.

REQUEST FOR PRODUCTION NO. 10:

All Documents and Communications relating to the preparation of the NRA's IRS Forms 990 for 2018 and 2019, as well as any drafts of the IRS Form 990 for 2020, including, but not limited to, any Communications between Your Board, Key Persons, and/or officers relating to any errors, corrections, misstatements or omissions in the NRA's IRS Form 990; all Documents used, reviewed, relied on, consulted, considered, or referenced, in whole or in part, by the NRA in preparing, drafting, or answering, in whole or in part, the following sections and questions of the filings:

- a. Part III, Section 4d (expenses for other program services);
- b. Part IV, Questions 25a and b, 26, 27, and 28a, b, and c (including but not limited to all Documents and Communications relating to excess benefit transactions, investigations relating to potential or actual excess benefit transactions, tax effects of such transactions, and any efforts at remediation related to excess benefit transactions);
- c. Part VI, Section B, Questions 4, 5, 11, 12a, b, and c, 13, 14 and 15;
- d. Part VII, Sections A and B;
- e. Schedule J;
- f. Schedule L; and
- g. Schedule O.

RESPONSE:

Debtors object to this Request to the extent that it purports to require the production,

disclosure, or identification of information protected by attorney-client privilege, the work product doctrine, or similar privileges or exemptions from disclosure. Debtors object to the Request to the extent that it calls for the production of documents already in the possession of the NYAG, including documents produced to the NYAG by the NRA and others in the course of the NYAG's investigation. Debtors object to the Request as unduly burdensome to the extent that its call for the production of "all Documents" can be interpreted as requesting a broad collection and review of ESI which is impractical and unnecessary for purposes of the present expedited discovery. Debtors object to this Request to the extent it is duplicative of other Requests, including Request No. 9. Subject to and without waiving the foregoing objections and General Objections, Debtors will conduct a reasonably diligent, targeted search for responsive records in their possession, custody, or control.

REQUEST FOR PRODUCTION NO. 11:

All Documents and Communications given to, received from, or including any outside accountant, financial expert, or independent auditor, including without limitation Your external auditor, Aronson, relating to the preparation of Your audited financials in 2019 and 2020.

RESPONSE:

Debtors object to the Request to the extent it seeks documents that contain information tending to reveal the identity of NRA donors or members or other information that is protected from disclosure to government entities or other relevant third parties by the First Amendment of the United States Constitution. Debtors further object to this Request to the extent that it purports to require the production, disclosure, or identification of information protected by one or more privileges notwithstanding its transmission to auditors. Debtors further object to this Request to the extent it is duplicative of other Requests, including Request Nos. 9 and 10. Subject to and without waiving the foregoing objections and General Objections, Debtors will conduct a

reasonable diligent, targeted search for responsive information in their possession, custody and control.

REQUEST FOR PRODUCTION NO. 12:

All Documents and Communications relating to compliance or failures of compliance by the NRA or its employees, officers, directors, Key Persons, or contractors with the requirements of 26 CFR § 1.62-2 - Reimbursements and other expense allowance arrangements, including but not limited to:

- a) Reimbursement policies and arrangements satisfying the requirements of an “accountable plan” as set forth in that regulation;
- b) Policies, directives, instructions, claims and arrangements satisfying the requirements that “If an arrangement does not satisfy one or more of the requirements of paragraphs (d), (e), or (f) of (the regulation) all amounts paid under the arrangement are wages and are subject to withholding and payment of employment taxes when paid.”

RESPONSE:

Debtors object to this Request to the extent that it purports to require the production, disclosure, or identification of information protected by attorney-client privilege, the work product doctrine, or similar privileges or exemptions from disclosure. Debtors object to the Request to the extent that it calls for the production of documents already in the possession of the NYAG, including documents produced to the NYAG by the NRA and others in the course of the NYAG’s investigation. Debtors object to the Request as unduly burdensome to the extent that its call for the production of “all Documents” can be interpreted as requesting a broad collection and review of ESI which is impractical and unnecessary for purposes of the present expedited discovery. The Debtors object to the Request as unduly burdensome because, as written, it is overly broad, seeking every meal receipt, retirement contribution, healthcare plan expense, or tax treatment of the foregoing for any of hundreds of employees over a three-year period. Debtors object to this Request as vague and ambiguous to the extent that it uses the terms “compliance or failures of compliance;” and state that their response to this Request shall not be construed as an admission

of any “failures of compliance.” Subject to and without waiving the foregoing objections and General Objections, Debtors will provide, to the extent not already produced to the NYAG, policy and procedure documents regarding executive expenses and records of such expenses.

REQUEST FOR PRODUCTION NO. 13:

All Documents and Communications relating to completed IRS Forms for the period 2018 to the present, including any drafts thereof, and any Documents used, reviewed, relied on, consulted, or considered in preparation of the same, including but not limited to IRS Forms 4720, 1120 POL, 990-T, and 941, and any amendments thereto, drafted or filed in 2019, 2020 or 2021.

RESPONSE:

Debtors object to this Request to the extent that it purports to require the production, disclosure, or identification of information protected by attorney-client privilege, the work product doctrine, or similar privileges or exemptions from disclosure. Debtors object to the Request to the extent that it calls for the production of documents already in the possession of the NYAG, including documents produced to the NYAG by the NRA and others in the course of the NYAG’s investigation. Debtors object to this Request to the extent it is duplicative of other Requests, including Request No. 9, 10, and 11. Subject to and without waiving the foregoing objections and General Objections, Debtors will conduct a reasonably diligent, targeted search for responsive records in their possession, custody, or control.

REQUEST FOR PRODUCTION NO. 14:

All Documents concerning any authorization, receipt, or retention of improper payment or benefit for any person or Entity from funds held or controlled by the NRA, including, without limitation, excess benefits disclosed in Your IRS Form 990 for 2019, and any investigation, analysis, review, audit or other action taken concerning the same.

RESPONSE:

Debtors object to this Request to the extent that it purports to require the production, disclosure, or identification of information protected by attorney-client privilege, the work product

doctrine, or similar privileges or exemptions from disclosure. Debtors object to the Request to the extent that it calls for the production of documents already in the possession of the NYAG, including documents produced to the NYAG by the NRA and others in the course of the NYAG's investigation. Debtors object to the Request as unduly burdensome to the extent that its call for the production of "all Documents" can be interpreted as requesting a broad collection and review of ESI which is impractical and unnecessary for purposes of the present expedited discovery. Debtors object to this Request to the extent it is duplicative of other Requests, including Request Nos. 9, 10, 11, and 13. Subject to and without waiving the foregoing objections and General Objections, Debtors will conduct a reasonably diligent, targeted search for responsive records in their possession, custody, or control.

REQUEST FOR PRODUCTION NO. 15:

All Documents relating to any remedial actions the NRA claims to have taken since 2017 with respect to governance, finance or management, including without limitation any compliance reviews, evaluations, monitoring, and/or forensic or transactional testing concerning Your operations, business dealings, or internal financial controls and reporting functions. This request includes all Documents and Communications relating to any findings of such evaluations and any corrective or remedial actions taken in relation to those findings, such as warnings to or disciplinary action of NRA employees, changes in policies and procedures, or other measures.

RESPONSE:

Debtors object to the Request to the extent that it calls for the production of documents already in the possession of the NYAG, including documents produced to the NYAG by the NRA and others in the course of the NYAG's investigation. Debtors further object to the Request as unduly burdensome to the extent that its call for the production of "all Documents" can be interpreted as requesting a broad collection and review of ESI which is impractical and unnecessary for purposes of the present expedited discovery. Debtors further object to this Request to the extent that it purports to require the production, disclosure, or identification of information

protected by attorney-client privilege, the work product doctrine, or similar privileges or exemptions from disclosure. Subject to and without waiving the foregoing objections and General Objections, Debtors will conduct a reasonably diligent, targeted search for responsive records in their possession, custody, or control.

REQUEST FOR PRODUCTION NO. 16:

All Documents and Communications concerning any review, audit, analysis, examination, budgets (projected or actual), summary, or approval of fees charged by or paid to Brewer, including but not limited to Communications relating to the fees charged by Brewer; the impact of such costs on the NRA; complaints, questions, or concerns about Brewer's fees; and/or the NRA's response to any such complaints, questions, or concerns about Brewer's fees, or the impact of such costs. This request includes any Documents relating to Brewer's fees itemized by matter, date, or nature of the work performed.

RESPONSE:

Debtors object to this Request to the extent that it purports to require the production, disclosure, or identification of information protected by attorney-client privilege, the work product doctrine, or similar privileges or exemptions from disclosure. For example, Debtors object to this Request to the extent that it demands privileged attorney invoice narratives, particularly regarding work performed by litigation counsel representing the NRA in matters adverse to the NYAG. Debtors state that voluminous information responsive to this Request has already been produced to the NYAG, and object to this Request as unduly burdensome to the extent that it demands a duplicative production. Subject to and without waiving the foregoing objections and General Objections, Debtors will conduct a reasonably diligent, targeted search for responsive records in their possession, custody, or control.

REQUEST FOR PRODUCTION NO. 17:

All Documents and Communications relating to the implementation and enforcement of the NRA's conflicts of interest and related party transaction policies from January 1, 2018 through the present including completed conflicts of interest disclosures, related party transaction disclosures, and consideration and determinations made by the Board or any committee thereof,

including but not limited to the Audit Committee and Officer Compensation Committee, of any potential or actual conflicts of interest, related party transactions, or violation of NRA policies relating to officer compensation.

RESPONSE:

Debtors state that voluminous information responsive to this Request has already been produced to the NYAG, and object to this Request as unduly burdensome to the extent that it demands a duplicative production. Debtors further object to this Request to the extent that it purports to require the production, disclosure, or identification of information protected by attorney-client privilege, the work product doctrine, or similar privileges or exemptions from disclosure. Debtors object to the Request as unduly burdensome to the extent that its call for the production of “all Documents” can be interpreted as requesting a broad collection and review of ESI which is impractical and unnecessary for purposes of the present expedited discovery; on its face, such a process would implicate tens of thousands of documents. Subject to and without waiving the foregoing objections and General Objections, Debtors will conduct a reasonably diligent, targeted search for responsive records in their possession, custody, or control.

REQUEST FOR PRODUCTION NO. 18:

All Documents relating to Your reimbursement or payment for expenses incurred by current or former NRA officers, Board members, Key Persons or relatives thereof, including but not limited to Wayne LaPierre, Susan LaPierre, and Colleen Sterner.

RESPONSE:

Debtors object to the Request to the extent that it calls for the production of documents already in the possession of the NYAG, including documents produced to the NYAG by the NRA and others in the course of the NYAG's investigation. Debtors object to the Request as unduly burdensome to the extent that its call for the production of "all Documents" can be interpreted as requesting a broad collection and review of ESI which is impractical and unnecessary for purposes of the present expedited discovery. Debtors object to the Request as unduly burdensome because, as written, it is overly broad, seeking every meal receipt, travel expense, or other reimbursement for hundreds of persons over the course of multiple years. Debtors object to this Request to the extent it is duplicative of other Requests, including Request Nos. 10 and 12. Subject to and without waiving the foregoing objections and General Objections, Debtors will conduct a reasonably diligent, targeted search for responsive records in their possession, custody, or control.

REQUEST FOR PRODUCTION NO. 19:

All Documents relating to the resignation, retention, retirement, termination, departure, or changes to the contractual relationship of any of Your directors, officers, or Key Persons, including without limitation all employment, post-employment, consulting, separation, sales, settlement, non-disparagement, non-disclosure, severance or retirement agreements for such individuals, and all Documents relating to drafting, review and approval of such agreements and evidence of any goods, services or benefits provided under such agreements. This request includes, but is not limited to, all Documents and Communications relating to any contracts, agreements, arrangements, or understandings between You and Wayne LaPierre, Wilson Phillips, Kyle Weaver, Craig Spray, Joshua Powell, Marschall Smith, Kevin Hogan, Lance Olson, Melanie Pepper, Heidi Washington, other Key Persons, any relatives thereof, or Entities owned in whole or in part by the same. For all applicable individuals who have departed or announced their intention to depart the NRA at any point between January 1, 2018 to the present, this request also includes all Documents and Communications relating to the timing and reason for their departure or planned departure.

RESPONSE:

Debtors object to this Request as overbroad, unduly burdensome, and irrelevant to the parties' claims and defenses to the extent it demands "all Documents" regarding the resignation or

retirement of hundreds of persons over the course of four years, including non-employee members of a seventy-six person Board of Directors who may choose to seek, or decline to seek, re-election on an annual basis. Debtors object to this Request to the extent that it purports to require the production, disclosure, or identification of information protected by attorney-client privilege, the work product doctrine, or similar privileges or exemptions from disclosure. Debtors object to the Request to the extent that it calls for the production of documents already in the possession of the NYAG, including documents produced to the NYAG by the NRA and others in the course of the NYAG's investigation. Debtors object to this Request to the extent it demands confidential documents and personally identifiable information of current or former employees not reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving the foregoing objections and General Objections, Debtors will conduct a reasonably diligent, targeted search for responsive records in their possession, custody, or control concerning the individuals enumerated in this Request.

REQUEST FOR PRODUCTION NO. 20:

All Documents and Communications relating to the selection of Craig Spray's successor as CFO, including, but not limited to, candidates considered, the selection of Sonya Rowling for the role, and Your recommendation or intention to recommend to the Board Ms. Rowling for the role of Treasurer.

RESPONSE:

Debtors object to this Request to the extent it is duplicative of other Requests, including Request No. 19. Debtors further object to this Request to the extent that it purports to require the production, disclosure, or identification of information protected by attorney-client privilege, the work product doctrine, or similar privileges or exemptions from disclosure. Subject to and without waiving the foregoing objections and General Objections, Debtors will conduct a reasonably diligent, targeted search for responsive records in their possession, custody, or control.

REQUEST FOR PRODUCTION NO. 21:

Documents concerning payments by You to any Board member, officer, or Key Person, either directly or indirectly through a third party, for the purpose of indemnifying them for legal expenses. This request includes, but is not limited to, all Documents and Communications concerning indemnification of Christopher Cox's and Marion Hammer's legal expenses.

RESPONSE:

Debtors object to this Request to the extent that it purports to require the production, disclosure, or identification of information protected by attorney-client privilege, the work product doctrine, or similar privileges or exemptions from disclosure. Debtors object to the Request to the extent that it calls for the production of documents already in the possession of the NYAG, including documents produced to the NYAG by the NRA and others in the course of the NYAG's investigation. Debtors object to this Request to the extent it purports to seek the production of documents related to the reimbursement of any legal fee or expense other than pursuant to an indemnification obligation. Debtors object to this Request to the extent it is duplicative of other Requests, including Request No. 18. Debtors state that their production of documents in response to this Request is not intended to be, and shall not be construed to be, an admission of the existence of any enforceable indemnity right. Subject to and without waiving the foregoing objections and General Objections, Debtors will conduct a reasonably diligent, targeted search for responsive records in their possession, custody, or control.

REQUEST FOR PRODUCTION NO. 22:

All Documents and Communications relating to the financial performance and return on investment of Your fundraising efforts, including, but not limited to:

- a. All Documents concerning any audits, evaluations, investigations, analyses, financial statements, summaries, presentations, budgets, or ledgers relating to the fundraising and donor-outreach activities of Wayne LaPierre, the Office of the Executive Vice President, the Institute for Legislative Action, General Operations, Membership Operations, Publications, Field Operations, Public Relations, and the Office of Advancement (including the Women's Leadership Forum), including, but not limited

- to, all revenue and expenses (both projected and actual) allocated to the applicable revenue and cost centers thereto at any point during the Relevant Period;
- b. All Documents and Communications relating to any cost-benefit analyses or the equivalent relating to the NRA's fundraising, including but not limited to fundraising goals for NRA departments, events, initiatives, meetings, and tours, and the tracking thereof;
 - c. All Documents relating to the allocation of fundraising-related revenues or expenses within the departments of the NRA and among the NRA and NRA Affiliated Entities;
 - d. All Documents relating to any fundraising, financial, or relationship management analytics, modeling, or analysis provided by Raiser's Edge or any comparable fundraising or donor management software or services utilized by the NRA; and
 - e. Documents sufficient to identify all expenditures paid directly or indirectly by the NRA for travel and entertainment expenses incurred by NRA employees, Board members, Key Persons, or their spouses or relatives, in connection with fundraising-related tours, initiatives, events, programs, conferences, seminars, workshops, and meetings.

RESPONSE:

Debtors object to this Request to the extent that it purports to require the production, disclosure, or identification of information protected by attorney-client privilege, the work product doctrine, or similar privileges or exemptions from disclosure. Debtors object to the Request to the extent that it calls for the production of documents already in the possession of the NYAG, including documents produced to the NYAG by the NRA and others in the course of the NYAG's investigation. Debtors object to the Request as unduly burdensome to the extent that its call for the production of "all Documents" can be interpreted as requesting a broad collection and review of ESI which is impractical and unnecessary for purposes of the present expedited discovery. Debtors object to this Request as unduly burdensome, overbroad, vague, and ambiguous with respect to the term "financial performance and return on investment;" for purposes of their response, Debtors will construe this term to refer to the amounts raised through particular fundraising efforts. Debtors object to the Request to the extent it seeks documents that contain information tending to reveal the identity of NRA donors or members or other information that is protected from disclosure to government entities or other relevant third parties by the First Amendment of the United States

Constitution. Debtors object to this Request to the extent it is duplicative of other Requests, including Request No. 18. Subject to and without waiving the foregoing objections and General Objections, Debtors will conduct a reasonably diligent, targeted search for responsive records in their possession, custody, or control.

REQUEST FOR PRODUCTION NO. 23:

All Documents and Communications relating to Your grants to or business dealings with the Stanton Entities and any Entities or persons whose payments, travel costs, or reimbursements have been allocated for budgeting or accounting purposes to Executive, Public Relations, Office of Advancement, or under any sponsorship or consultant account (regardless of department) at any point in time between January 1, 2014 to the present. This request includes, but is not limited to, any contracts, agreements, arrangements, or understandings between You and the Entities or persons; any instances where You or the Entities or persons deviated from, violated, or agreed to change or extend (through acquiescence or express agreement) the terms and conditions of such contracts, agreements, arrangements, or understandings; the financial transactions between You and the Entities or persons, including any summaries, accounting ledgers, journals, or analysis of such transactions; any contributions, grants, donations, or payments You made to the Entities or persons for the purpose of indirectly remitting money or benefits to other persons or Entities; the nature, scope, and cost of services provided by the Entities; any requests for proposals or business case analyses performed in connection to the services provided by the Entities or persons, including underlying Documents referred to or relied upon, and any information about bids received or vendors considered; any benefits directly or indirectly conferred upon NRA employees, Board members, Key Persons, or relatives thereof through Your dealings with the Entities or persons; any oversight, review, analysis, budgets, evaluations, compliance testing, discussions, and approvals of the applicable agreements, services rendered, invoices, and payments; any expenses or costs incurred by the Entities or persons and passed through, in whole or in part, to the NRA.

RESPONSE:

Debtors object to this Request to the extent that it purports to require the production, disclosure, or identification of information protected by attorney-client privilege, the work product doctrine, or similar privileges or exemptions from disclosure. Debtors object to the Request to the extent that it calls for the production of documents already in the possession of the NYAG, including documents produced to the NYAG by the NRA and others in the course of the NYAG's investigation. Debtors object to the Request as unduly burdensome to the extent that its call for the

production of “all Documents” can be interpreted as requesting a broad collection and review of ESI which is impractical and unnecessary for purposes of the present expedited discovery, and similarly object to the timeframe specified in the Request as unduly burdensome, extending seven years prior to the commencement of the Proceedings. Debtors object to this Request as unduly burdensome, overbroad, vague, and ambiguous in general. Debtors object to this Request to the extent it is duplicative of other Requests, including Request Nos. 14, 18, and 19. Subject to and without waiving the foregoing objections and General Objections, Debtors will conduct a reasonably diligent, targeted search for responsive records in their possession, custody, or control.

REQUEST FOR PRODUCTION NO. 24:

All Documents relating to Wayne LaPierre’s calendars, day planners, travel itineraries, and any other Documents or Communications reflecting his day-to-day schedule between January 1, 2014 to the present.

RESPONSE:

Debtors object to the Request to the extent that it calls for the production of documents already in the possession of the NYAG, including documents produced to the NYAG by the NRA and others in the course of the NYAG’s investigation. Debtors object to the Request as unduly burdensome to the extent that its call for the production of “all Documents” can be interpreted as requesting a broad collection and review of ESI which is impractical and unnecessary for purposes of the present expedited discovery. Debtors further object to this Request to the extent it calls for the production of information wholly unrelated to these Proceedings or Mr. LaPierre’s employment with the NRA; to the extent that this Request seeks such information, it is unduly burdensome, overbroad, and not reasonably calculated to lead to the discovery of admissible evidence. Debtors object to the Request to the extent it seeks documents that contain information tending to reveal the identity of NRA donors or members or other information that is protected

from disclosure to government entities or other relevant third parties by the First Amendment of the United States Constitution. Subject to and without waiving the foregoing objections and General Objections, Debtors will conduct a reasonably diligent, targeted search for responsive records in their possession, custody, or control.

REQUEST FOR PRODUCTION NO. 25:

All Documents and Communications reflecting or evidencing the business purposes and actual activities undertaken by Wayne LaPierre, Susan LaPierre and Colleen Sterner during travel paid for or reimbursed at any time by the NRA between January 1, 2014 to the present, including but not limited to Communications with or among current and former NRA employees, Board members, volunteers, and/or vendors during the time periods set forth in Schedule A. This request includes, but is not limited to, any calendars, day planners, agendas, itineraries, and other Documents or Communications reflecting the business purpose or actual activities of Wayne LaPierre, Susan LaPierre, and Colleen Sterner during the applicable periods; and all applicable text messages and other electronically-stored information sent or received on the mobile phones or electronic devices associated with the phone numbers set forth in Schedule B.

RESPONSE:

Debtors object to the Request to the extent that it calls for the production of documents already in the possession of the NYAG, including documents produced to the NYAG by the NRA and others in the course of the NYAG's investigation. Debtors object to the Request as unduly burdensome to the extent that its call for the production of "all Documents" can be interpreted as requesting a broad collection and review of ESI which is impractical and unnecessary for purposes of the present expedited discovery. Debtors further object to this Request to the extent it calls for the production of records not within its possession, custody, or control, and note that Susan LaPierre is not an employee of the NRA. Debtors object to this Request as unduly burdensome, overbroad, vague, and ambiguous to the extent it uses the term "actual activities." Debtors object to the Request to the extent it seeks documents that contain information tending to reveal the identity of NRA donors or members or other information that is protected from disclosure to government entities or other relevant third parties by the First Amendment of the United States

Constitution. Debtors object to this Request to the extent it is duplicative of other Requests, including Request Nos. 18 and 22. Debtors object to this Request to the extent that it purports to require the production, disclosure, or identification of information protected by attorney-client privilege, the work product doctrine, or similar privileges or exemptions from disclosure. Subject to and without waiving the foregoing objections and General Objections, Debtors will conduct a reasonably diligent, targeted search for responsive records in their possession, custody, or control.

REQUEST FOR PRODUCTION NO. 26:

All Documents and Communications relating to reimbursement or payment in any form, directly or indirectly, between January 1, 2014, to the present, for memberships, visits or expenditures incurred by or on behalf of any current or former officer or Key Person or family member of such officer, director, or Key Person, in relation to the Trump National Golf Club or safari clubs including but not limited to The Safari Club International, Dallas Safari Club, and Shikar Safari Club.

RESPONSE:

Debtors object to this Request to the extent that it purports to require the production, disclosure, or identification of information protected by attorney-client privilege, the work product doctrine, or similar privileges or exemptions from disclosure. Debtors object to the Request to the extent that it calls for the production of documents already in the possession of the NYAG, including documents produced to the NYAG by the NRA and others in the course of the NYAG's investigation. Debtors object to the Request to the extent it seeks documents that contain information tending to reveal the identity of NRA donors or members or other information that is protected from disclosure to government entities or other relevant third parties by the First Amendment of the United States Constitution. Debtors object to this Request to the extent it is duplicative of other Requests, including Request Nos. 18 and 22. Subject to and without waiving the foregoing objections and General Objections, Debtors will conduct a reasonably diligent, targeted search for responsive records in their possession, custody, or control.

REQUEST FOR PRODUCTION NO. 27:

All Documents which You intend to rely upon at the hearings set to begin on March 29, 2021 in the bankruptcy cases of the National Rifle Association of America and Sea Girt LLC being jointly administered as Case No. 21-30085-hdh-11 in the United States Bankruptcy Court for the Northern District of Texas, Dallas Division.

RESPONSE:

Debtors object to this Request as premature. Debtors have yet to determine what documents they intend to rely upon at the hearings. Debtors make the foregoing objection without prejudice to their right to seek analogous information from the NYAG and Ackerman McQueen, Inc. (“AMC” and collectively with the NYAG, the “Movants”); Debtors state that Movants filed the pending motions, carry the evidentiary burden in the upcoming hearing, and should be in a position to identify—prior to the deadline for exchanging witness and exhibit lists—evidence substantiating their allegations against the NRA.

Dated: March 3, 2021

Respectfully submitted,

/s/ Gregory E. Garman

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CERTIFICATE OF SERVICE

I hereby certify that on March 3, 2021, a true and correct copy of the foregoing **Debtors' Objections and Responses to the State of New York's First Request for Production of Documents to the National Rifle Association of America and Sea Girt LLC** was served upon the persons and via the means set forth below.

/s/ Gregory E. Garman

Via Email:

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