

EXHIBIT C



STATE OF NEW YORK
OFFICE OF THE ATTORNEY GENERAL

LETITIA JAMES
ATTORNEY GENERAL

DIVISION OF SOCIAL JUSTICE
CHARITIES BUREAU

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July 5, 2022

VIA EMAIL

Hon. O. Peter Sherwood, Special Master
360 Lexington Avenue
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Re: *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

Dear Judge Sherwood:

On behalf of the Plaintiff, the People of the State of New York ("Plaintiff"), the Office of the Attorney General of the State of New York ("OAG") respectfully submits this letter in response to the NRA's June 30, 2022 supplemental letter to Your Honor regarding the NRA's December 31, 2022 Rule 11-f Notice to depose a corporate representative from the OAG ("First 11-f Notice").

In the June 16, 2022 Special Master Report ("June 16th Report"), Your Honor addressed issues that had been deferred from the March 23, 2022 Special Master Report ("March 23rd Report"). The March 23rd Report granted the Plaintiff's motion for a protective order as against the NRA's First 11-f Notice as to many topics and deferred consideration of the remainder of topics on the basis that the parties had not met and conferred or pending a decision from the Court on the Plaintiff's motion to dismiss the NRA's counterclaims. On June 10, 2022, the Court dismissed the NRA's counterclaims. The June 16th Report, among other things, directed the parties to meet and confer regarding the March 23rd Report "to see if there are any issues remaining, particularly in light of the Court's order granting Plaintiff's motion to dismiss the NRA's counterclaims. If there are any issues, the NRA shall inform the Special Master in writing by June 30, 2022."

As set forth below and in the Plaintiff's prior applications for a protective order as against the NRA's seven other attempts to depose the Plaintiff's counsel, the OAG, without making the required showing, a protective order should issue precluding an 11-f examination of the OAG.

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I. The NRA Has Again Failed to Meet and Confer

At the March 10, 2022 argument and in the March 23rd Report, Your Honor deferred consideration of the Plaintiff's challenge to Topics 1-3 in the First 11-f Notice because the NRA had failed to meet and confer. Thus, the March 23rd Report directs the NRA to "further meet and confer on these Matters to see if they can be resolved." The NRA made no reasonable efforts to meet and confer on those matters in the months since.

At best, following the June 16th Report, during a meeting scheduled by the OAG on June 22, 2022 to address *other* outstanding discovery issues, the NRA raised the outstanding topics from the First 11-f Notice without any advance notice. We informed NRA counsel that we were not prepared to discuss those issues at that time, but were willing to schedule a separate meet and confer to discuss them. The NRA submitted its June 30th letter without further discussion or attempt to schedule another meet and confer. At least some of the topics likely could have been resolved had an actual meet and confer taken place.

II. The NRA is Not Entitled to a Deposition on The First Three Topics

The NRA notes that the first three enumerated topics in its First 11-f Notice "inquire how the NYAG preserved, identified, and assembled the documents constituting the 'investigative file' it produced to the NRA and what it left out, and why." However, Plaintiff has already provided the NRA with information material and necessary on this topic to the extent it is discoverable.

Plaintiff produced the OAG investigatory file to all parties herein in three productions in February 2021. It thereafter produced the privilege log and certification required under the Commercial Division Rules, explaining that the investigative file Plaintiff produced includes all information gathered by the OAG as part of the investigation (except information withheld as privileged), the sources of the information withheld, including the identity of witnesses, and the reasons for the assertion of privilege. A copy of that privilege log and certification are annexed hereto as Exhibit A. The NRA has not challenged that certification and privilege log in any application to this Court.

A deposition of the OAG, the NRA's opposing counsel in this action, on Topics 1 through 3 is entirely unnecessary given Plaintiff's document production, privilege log and certification. As noted by Your Honor previously, New York law disfavors deposing opposing counsel, will not permit such depositions absent a showing of necessity for the same, and recognizes the significant privilege concerns implicated by them. *See, e.g., Liberty Petroleum Realty, LLC v. Gulf Oil, L.P.*, 164 A.D.3d 401, 406 (1st Dep't 2018). As previously held, examining the OAG concerning its investigation or the products of it – i.e., the factual basis for the Complaint's allegations – would invade numerous privileges and the work product doctrine. (OAG 6/3/22 letter, Ex. D at 2; *Id.*, Ex. C, at 75-76.) Thus, in order to proceed with an examination of the OAG, the NRA was required to satisfy the requirements of *Liberty Petroleum*. It has not and cannot do so. It also has not, and cannot, explain why it should be relieved of that burden.

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The NRA notes that the Plaintiff's 11-f Notice to the NRA includes similar topics regarding how the NRA responded to written discovery demands. (NRA June 30, 2022 Letter at 2.) In fact, there is only one demand that is similar, Topic 2, which calls for a witness to testify on "All steps taken by You to identify, preserve, collect, and produce Documents, Communications, and other information in response to [Plaintiff's] document demands in this action." However, the parties are not similarly situated with regard to the need for testimony relating to document preservation and production. First, the NRA is seeking to depose opposing counsel, not a party. Second, Plaintiff has produced all discoverable information gathered from the NRA and third parties during the investigation and has produced a privilege log and certification that lays out what was produced and what was withheld and why. The NRA has not done the same thing. Indeed, the NRA has still not produced a compliant privilege log and certification and the Plaintiff has been awaiting an updated privilege log from the NRA for five weeks. Third, the NRA objected to Topic 2 as vague, overbroad and calling for privileged information. (*See* Exhibit B, attaching The National Rifle Association of America's Objection to the Plaintiff's Notice to Take Deposition Upon Oral Examination of the National Rifle Association of America, at p. 4.)

In any event, given the number of topics that the Plaintiff seeks to cover in the 11-f deposition of the NRA and the limited utility of such request at this late stage of discovery, the Plaintiff will withdraw Topic 2. Plaintiff does not waive any right to ask about documents relating to the other topics in its 11-f Notice to the NRA or regarding instances of spoliation.

III. The NRA is Not Entitled to a Deposition on Topics 4 and 5 from its First 11-f Notice

The NRA's effort to examine the OAG on topics 4 and 5 in its First 11-f Notice, which relate to public statements about the NRA made by the OAG and/or AG James, largely in the campaign context, should be denied. (NRA June 30, 2022 Letter at 3-4.) The NRA asserts that inquiry into these topics is relevant to an unclean hands affirmative defense.¹ However, the Court's decision dismissing the NRA's counterclaims asserting retaliation and selective enforcement claims based on the same allegations of bias renders those statements irrelevant. (June 10, 2022 Decision, NYSCEF No. 706 ("Dec.")). In particular, in his decision dismissing the Counterclaims, Justice Cohen found that:

the NRA's factual allegations do not support any viable legal claims that the Attorney General's investigation was unconstitutionally retaliatory or selective. The investigation followed reports of serious misconduct and it uncovered additional evidence that, at a bare minimum, undermines any suggestion that was a mere pretext to penalize the NRA for its

¹ The NRA does not currently have an operative answer in this action because it moved to dismiss the Plaintiff's current pleading, the Second Amended Complaint. For purposes of responding to the NRA's submission, we consider the affirmative defense and supporting allegations that the NRA made in a prior pleading, the NRA First Amended Verified Answer to Amended and Supplemental Complaint and Counterclaims, filed on April 15, 2022 (NYSCEF No. 629). The Court found that pleading to be a nullity because it was filed without leave to amend and it would have denied leave if it had been timely sought. (*See* NYSCEF No. 706, Dec. at n. 1.)

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constitutionally protected activities. Although certain of the Attorney General's claims were dismissed by the Court on legal grounds, they were serious claims based on detailed allegations of wrongdoing at the highest levels of a *not-for-profit* organization as to which the Attorney General has legitimate oversight responsibility.... The narrative that the Attorney General's investigation into these undeniably serious matters was nothing more than a politically motivated – and unconstitutional – witch hunt is simply not supported by the record.

(Dec. at 2.)

This determination is fatal to the NRA's unclean hands affirmative defense. An unclean hands defense has limited application to a government agency in a regulatory enforcement action or prosecution. *People v. Trump Entrepreneur Initiative LLC*, 2014 WL 5241483, *12 (Sup. Ct. N.Y. Cty. Oct. 8, 2014), *aff'd in relevant part*, 137 A.D.3d 409 (1st Dep't 2014). To the limited extent the defense can be asserted against the government, it requires a constitutional injury that prejudices the defendant in its defense of the litigation. *Id.* at *12-*13 (striking defense because defendants did not allege constitutional violation and did not show how the alleged wrongdoing prevented defendants from putting on a defense); *SEC v. Cuban*, 798 F. Supp.2d 783, 795-97 (N.D. Tex. 2011) (striking unclean hands defense because, among other things, "Cuban does not allege that the SEC's conduct in any way impaired his ability to defend the enforcement action—for example, that he was thereafter unable to obtain truthful, favorable evidence from the witness").

Here, the NRA's affirmative defense fails on both counts. The NRA fails to allege any injury to it in its defense of this action from the alleged retaliation and bias that it contends supports its unclean hands defense. (*See* Am. Ans., NYSCEF No. 629, at pp. 167-69, 175.) Further, the Court's decision held that, even accepting as true the NRA's allegations that the statements at issue evidence bias, the NRA has not alleged that it suffered a constitutional injury. (Dec. at 13 ("NRA's counterclaims fail to adequately allege the deprivation of a constitutional right"); *see also id.* at 2, 7-8, 11.)

Justice Cohen's comments during the December 10, 2021 status conference further support a determination that the discovery the NRA seeks is irrelevant:

MS. EISENBERG: Even if we didn't have a counterclaim, our defense is that it's a politically-motivated lawsuit and this is somebody who went ahead and accused the NRA of being a criminal enterprise before seeing a single shred of evidence --

THE COURT: Well, let me ask you a hypothetical: Let's assume you have a politically-motivated decision to file a lawsuit that has merit; is that a defense? In other words, if the lawsuit has merit, why does it matter why it was brought? If it doesn't have merit, why does it matter

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why it was brought?

MS. EISENBERG: Well, our point is that it doesn't have merit, and --

THE COURT: So you'd win anyway.

MS. EISENBERG: Well --

THE COURT: The question is when will [the Attorney General's] statements be, in any way, a deciding factor. Either the claim has merit, in which case, whatever statements were made before she was Attorney General -- it's hard to understand why that would change the result. In other words, otherwise, if those statements had never been made and those views had never been held, the Attorney General's office, the State of New York, would win. It's unclear to me why statements in advance would change that result. Is there some case you can cite as to why that would be true?

MS. EISENBERG: Well, I don't have a case, your Honor, but it's just, to me, it's through common sense....

(Dec. 10, 2021 Tr. at 29-30).

Just as the NRA was unable to offer the Court authority in support of its position at the conference in December 2021, its June 30th letter submission to Your Honor is devoid of any case or other authority supporting its position. Indeed, recent rulings asserting similar purported bias-based defenses against the Attorney General undermine the NRA's position. Evidence of alleged bias on behalf of a prosecutor is generally irrelevant. As Justice Scarpulla recently explained:

It is not within the province of the courts to subjectively determine the motivation of a government agency in commencing an enforcement proceeding, or to dismiss the proceeding because of the political disagreements of the parties. Instead, it is my responsibility to review the petition to see if it has legal and factual support, and if it does, to resolve it.

People ex rel. Underwood v. Trump, 62 Misc. 3d 500, 509 (Sup. Ct., N.Y. Cty. 2018) (denying motion to dismiss based on Attorney General's alleged "animus toward and personal attacks on" defendants that purportedly tainted the proceeding).² Justice Scarpulla further ruled that

² See also *People ex rel. James v. The Trump Org.*, 2022 WL 489625. *4-*5 (Sup. Ct. N.Y. Cty. Feb. 17, 2022) (despite allegations of bias based on, among other things, political campaign statements, court's review of documents "undercuts the notion that this ongoing investigation is based on personal animus, not facts and law" and pointing out, "[a]s has often been said, that a prosecutor dislikes someone does not prevent a prosecution"), *aff'd*, 205 A.D.3d 625 (1st Dep't), *appeal dismissed*, 2022 WL 2127994 (N.Y. June 14, 2022).

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“[r]egarding discovery as to the Attorney General’s bias, I found irrelevant Respondents’ bias argument for dismissal and therefore, discovery on bias is also irrelevant and would only serve to unnecessarily delay the proceeding.” *Id.* at 521 n.14.

Finally, the NRA misconstrues Your Honor’s prior statements as “agree[ing] that Topics 4 and 5 would remain relevant even if the NRA’s counterclaims did not survive.” (NRA June 30, 2022 Letter at 3.) Rather, in context of the full discussion of Topics 4 and 5 at the March 10, 2022 argument, Your Honor did not make any such definitive determination, but merely left open the possibility that the NRA could revisit these topics after a decision on the counterclaims. In the colloquy quoted below, which immediately precedes the section of the transcript on which the NRA relies, Your Honor states that what was being preserved if the counterclaims did not survive was the NRA’s right to *seek permission* for a deposition on Topics 4 and 5, not that a deposition could go forward on those topics without the NRA establishing the relevance of the topics:

MS. EISENBERG: That's fine. I think if what you're saying is I only get to take 111F [sic] deposition in the case regardless of whether the counterclaims --

SPECIAL MASTER: I didn't say that. Did I say that?

MS. EISENBERG: That's how I understood you. Did I misunderstand you? You said --

SPECIAL MASTER: I definitely didn't say that, Ma'am.

MS. EISENBERG: But if the counterclaims do not survive, then we will have your ruling and however it's been narrowed or permitted at all, we'll be ready to go.

SPECIAL MASTER: [RULING] you'll have the opportunity at that point with respect to the existing claims of the Plaintiff to argue that you're entitled to inquire by way of depositions as to Matter No. 5. It's not that you are losing the right to -- the opportunity rather to seek the deposition as to No. 5. We're just deferring it. That's all. Follow?

MS. EISENBERG: Well, but if the counterclaims are dismissed, my position is that I still get to inquire into No. 5 because it's relevant to claims and defenses given the counterclaims don't survive.

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SPECIAL MASTER: You and I are in
violent agreement.

SPECIAL MASTER: Okay. Four and
five, Ms. Eisenberg, is what we're talking about
and we're just deferring it.
So we're up to Matter 6.

(3/10/22 Tr. at 19-23.) Moreover, Your Honor's March 23, 2022 Report summarizing the ruling provides, in accordance with Your Honor's statements on page 20-22 of the hearing transcript, that "[a] ruling on [Matters 4 and 5] is deferred until after Justice Cohen decides the OAG's motion to dismiss the NRA's counterclaims."

This language from the report makes it clear that it was the ruling, not an examination, on Topics 4 and 5 that was being deferred. Such a determination makes sense because the NRA did not articulate why Topics 4 and 5 would lead to the discovery of relevant information relating to its defenses, (3/10/22 Tr. 17-23), and, as set forth above, it cannot do so now in light of the Court's decision dismissing the Counterclaims.

It is plain that there was no prior ruling upholding the NRA's demand to depose an OAG corporate representative on topics 4 and 5 and that the demand should now be denied because the subject matter of those topics is neither material nor necessary to the claims or legally cognizable defenses in this action.

CONCLUSION

In light of the foregoing, it is respectfully submitted that a protective order should be issued prohibiting the NRA from proceeding with an 11-f examination of the OAG.

Respectfully,

/s/ Monica Connell

Monica Connell
Assistant Attorney General

cc: All Counsel of Record

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

PEOPLE OF THE STATE OF NEW YORK, BY
LETITIA JAMES, ATTORNEY GENERAL OF
THE STATE OF NEW YORK,

Plaintiff,

v.

THE NATIONAL RIFLE ASSOCIATION OF
AMERICA, INC., WAYNE LAPIERRE,
WILSON PHILLIPS, JOHN FRAZER, and
JOSHUA POWELL,

Defendants.

Index No. 451625/2020
Hon. Joel M. Cohen

COMMERCIAL DIVISION RULE 11-b CERTIFICATION

1. I am an Assistant Attorney General (“AAG”) in the Enforcement Section of the Charities Bureau of the New York State Office of the Attorney General (“OAG”).
2. I provide this certification in connection with the preparation of the attached Categorical Privilege Log pursuant to Rule 11-b(b)(1) of the Commercial Division Rules.
3. The attached Categorical Privilege Log was prepared in response to the National Rifle Association of America’s First Requests for Production to Plaintiff People of the State of New York, by Letitia James, Attorney General of the State of New York dated February 3, 2021.
4. The categories withheld on the basis of privilege include:
 - a. Category 1: Communications with witnesses or their counsel, including document preservation notices and subpoenas. Production of these documents would result in the disclosure of law enforcement techniques and procedures, and compromise confidential sources. Furthermore, these documents reflect communications with public officers in the performance of their duties, and the public interest requires that such communications should not be divulged.

b. Category 2: Correspondence with law enforcement agencies. Production of these documents would result in the disclosure of law enforcement techniques and procedures. Furthermore, the OAG has a common interest with the D.C. Office of the Attorney General in connection with the investigation of the NRA and its affiliated entities. The OAG has shared work product and trial preparation materials with the D.C. Office of the Attorney General in connection with that common interest. Furthermore, these documents reflect communications with public officers in the performance of their duties, and the public interest requires that such communications should not be divulged.

c. Category 3: Correspondence with consultants. The OAG has communicated with consultants on various technical matters related to the NRA investigation. Disclosure of these communications would result in the disclosure of protected work product and trial preparation materials. Furthermore, these documents reflect communications with public officers in the performance of their duties, and the public interest requires that such communications should not be divulged.

d. Category 4: Draft and final interview memoranda. The OAG's interview notes and memoranda are protected work product and trial preparation materials. Disclosure of these materials would also reveal law enforcement techniques and procedures, and compromise confidential sources. The OAG has provided a list of the non-confidential persons interviewed to permit the NRA to subpoena and/or speak to those witnesses. Furthermore, these documents reflect communications with public officers in the performance of their duties, and the public interest requires that such communications should not be divulged.

e. Category 5: Communications with and documents obtained from or relating to complainants and confidential sources. The OAG received documents from complainants and confidential sources concerning the NRA. Disclosure of these documents would reveal law enforcement techniques and procedures, and compromise confidential sources. Furthermore, these documents reflect communications with public officers in the performance of their duties, and the public interest requires that such communications should not be divulged.

5. With respect to all five categories of the attached Categorical Privilege Log, the Office of the Attorney General ("OAG") collected and applied search terms to the OAG email accounts for the following custodians for the time period September 1, 2018 through August 6, 2020:

- a. Charities Bureau Principal Accountant Judith Welsh-Liebross
- b. Charities Bureau Accountant Darren Beauchamp
- c. Charities Bureau Accountant Charles Aganu

- d. AAG Jonathan Conley
- e. AAG Monica Connell
- f. AAG Erica James
- g. AAG John Oleske
- h. AAG Sharon Sash
- i. AAG Stephen Thompson
- j. AAG William Wang
- k. Director of Research and Analytics Jonathan Werberg
- l. Data Scientist Chansoo Song
- m. Legal Assistant Nina Sargent
- n. Former AAG Laura Wood
- o. Charities Bureau, Enforcement Section Co-chief Emily Stern
- p. Charities Bureau, Enforcement Section Co-chief Yael Fuchs
- q. Charities Bureau Deputy Chief Karin Kunstler Goldman
- r. Charities Bureau Chief James Sheehan
- s. Deputy Solicitor General Steven Wu
- t. Chief Deputy Attorney General for Social Justice Meghan Faux
- u. First Deputy Attorney General Jennifer Levy
- v. Chief of Staff Ibrahim Khan
- w. Attorney General Letitia James

6. The search terms used, with the exception of those used to capture and identify confidential subjects or information, are included in the attached Schedule A.

7. A combination of batch coding, threading, and individual review was used for the review of emails that hit on search terms. Attachments to emails were coded according to the coding of the parent email.

a. With respect to batch coding, where a collection of emails was apparently relevant or not relevant based on recipients or subject, coding was applied en masse. For example, email chains with similar subject lines related to communications with law enforcement agencies concerning unrelated investigations or litigation were batch coded as not relevant. At the same time, emails with counsel who were known to only have communications with the custodians regarding a relevant witness were batch coded as relevant.

b. With respect to threading, an algorithm available on the document review platform used by the OAG was utilized whereby coding applied to the most recent email in an email chain was automatically applied to the remainder of the email chain.

8. Due to the unavailability of one attorney to consult on search terms prior to production of this privilege log, and ongoing technological issues with the OAG's document review platform, the total document number for Category 1 may increase. The list of witnesses, however, is complete to the best of my knowledge.

9. With respect to Categories 1, 5, and 6, I undertook a review of the internal shared drive used by OAG attorneys for the NRA investigation and litigation for correspondence, subpoenas, draft and final interview memoranda, and documents received from confidential sources.

10. The OAG reserves the right to amend the attached Categorical Privilege Log. In particular, in regard to Category 5, the OAG is still in the process of ensuring that all relevant ESI was captured and reviewed, and documents within this Category are still under review for potential de-designation.

Dated: December 3, 2021
New York, New York

/s/ Stephen Thompson
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Todd Harrison
Tom Buchanan

Tom Kissane
Winston & Strawn

Categorical Privilege Log					
Category No.	Date Range	Document Type	Category Description	Privilege Justification	Documents Withheld, Including Families
1	9/1/2018-8/6/2020	Document Preservation Notices, Subpoenas, Correspondence, and Documents	<p>Documents relating to communications with the following witnesses or their counsel, including document preservation notices, and document and testimonial subpoenas:</p> <p>Dan Boren; Esther Schneider; Julie Golob; Pete Brownell; Richard Childress; Steve Hornady; Bank of America; Branch Banking and Trusts; Fifth Third Bank; First Citizens Bank; Wells Fargo; AmEx; Ackerman McQueen; RSM; Oliver North; Chris Cox; Wayne Sheets / HWS; McKenna & Associates; Woody Phillips; Pearl Meyer; Ready to Roll Transportation; Josh Powell; Under Wild Skies; 501c Solutions LLC; Associated Television International; Allegiance Creative Group; American Media & Advocacy Group LLC; Braztech International; Brownells Inc.; Chubb Group Holdings; Concord Social and Public Relations; Diamondback Firearms, LLC; Heritage Manufacturing; Illinois Union Ins. Co.; Infocision; Lockton Affinity; Lockton Companies; Membership Marketing Partners; Mercury Group; National Media Resarch, Planning, and Placement; OnMessage; Red Eagle Media Group; Sharpe Group; Starboard Strategic; Taurus International Manufacturing; Confidential source</p>	Law Enforcement Privilege, Public Interest Privilege	1,134
2	9/1/2018-8/6/2020	Correspondence and Documents	Correspondence with law enforcement agencies	Law Enforcement Privilege, Work Product Privilege, Common Interest Privilege, Trial Preparation, Public Interest Privilege	1,183
3	9/1/2018-8/6/2020	Correspondence and Documents	Correspondence with consultants	Law Enforcement Privilege, Work Product Privilege, Trial Preparation, Public Interest Privilege	303
4	9/1/2018-8/6/2020	Memoranda	<p>Draft and final interview memoranda relating to the following witnesses:</p> <p>David Boren Peter Brownell Richard Childress Chris Cox Seth Downing Zachary Fortsch Julie Golob Mildred Hallow David Jones Tony Makris Steve Marconi Andrew McKenna Melanie Montgomery Oliver North Esther Schneider Nader Tavangar Al Weber Bill Winkler Confidential source</p>	Law Enforcement Privilege, Work Product Privilege, Trial Preparation, Public Interest Privilege	84
5	9/1/2018-8/6/2020	Correspondence and Documents	Communications with and documents obtained from or relating to complainants and confidential sources	Law Enforcement Privilege, Public Interest Privilege	38
Total unique documents					2,666

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

PEOPLE OF THE STATE OF NEW YORK, BY
LETITIA JAMES, ATTORNEY GENERAL OF
THE STATE OF NEW YORK,

The NRA,

v.

THE NATIONAL RIFLE ASSOCIATION OF
AMERICA, WAYNE LAPIERRE, WILSON
PHILLIPS, JOHN FRAZER, and JOSHUA
POWELL,

Defendants.

Index No. 451625/2020

**THE NATIONAL RIFLE
ASSOCIATION OF AMERICA'S
OBJECTION TO PLAINTIFF'S
NOTICE TO TAKE DEPOSITION
UPON ORAL EXAMINATION OF
THE NATIONAL RIFLE
ASSOCIATION OF AMERICA**

Pursuant to CPLR 3106 and 3122 and Rule 11-f of the Rules of the Commercial Division of the Supreme Court (the "Commercial Division Rules"), the National Rifle Association of America (the "NRA") hereby objects to NYAG's notice dated June 2, 2022, to take the NRA's deposition (the "Deposition Notice"), as follows:

GENERAL OBJECTIONS

The following general responses and objections ("General Objections") are incorporated into each specific response and objection as if fully set forth therein:

1. These objections apply to the Notice in its entirety, including to the NYAG's Instructions, Definitions, and Non-Exclusive List of Topics ("Topics") as if such objections were set forth in full in the response to each of the delineated Topics and are not necessarily repeated in response to each individual Topic. The assertion of the same, similar, or additional objections in specific objections to an individual Topic, or the failure to assert any additional objection to a Topic, does not and shall not be deemed to waive any of NRA's objections as set forth in this section.

2. The NRA objects to the Notice, Instructions, Definitions, and to the Topics in their entirety and to

each and every Topic.

3. The NRA objects to the Notice and to each of the Topics to the extent that they seek information that is not relevant to, nor reasonably calculated to lead to, discovery of evidence relevant to this action.

4. The NRA objects to the Notice to the extent that the Topics for Deposition therein represent an improper attempt by the NYAG to circumvent well-established limitations on the use of contention interrogatories before discovery has been substantially completed. Many of the Topics for Deposition request support for the NRA's defenses, information which, to the extent discoverable, should be ascertained at the close of discovery by way of interrogatories seeking the claims and contentions of the opposing party pursuant to Commercial Division Rule 11-a(d).

5. The NRA objects to the Notice and to each of these Topics to the extent that they are not sufficiently limited in time and/or scope.

6. The NRA objects to the Notice to the extent that the Definitions and Instructions are overbroad, vague, ambiguous, confusing, and improper.

7. The NRA objects to the Notice and to each of the Topics to the extent that they seek to impose obligations that are broader than or inconsistent with those set forth in the Civil Practice Law and Rules or the Commercial Division Rules.

8. The NRA objects to the Notice and to the Topics for failing to comply with Rule 11-f of the Rules of the Commercial Division to the extent that the Notice purports to be a non-exclusive list of the topics to be covered in the deposition.

9. The NRA objects to the Notice and to the Topics to the extent that they seek information not within the NRA's knowledge.

10. The NRA objects to the Notice and to each of these Topics to the extent that they seek information which is privileged on various grounds, including attorney client privilege, work product privilege, trial preparation privilege, and/or concerns information prepared in anticipation of litigation or for trial.

11. By responding to the Notice and to each of these Topics, the NRA does not concede the materiality of the subject matters to which they refer. These responses are made expressly subject to, and without

waiving or intending to waive, any questions or objections as to the competency, relevancy, materiality, privilege, or admissibility as evidence or for any other purpose, of any of the information disclosed in response hereto, or of the subject matter thereof, in any proceeding including the trial of this action or any subsequent proceeding.

12. The NRA objects to the Notice and to each of the Topics to the extent it is overly broad, unduly burdensome, vague, ambiguous, or improper.

13. The responses and objections set forth below are based on information currently available to the NRA, who reserves the right to supplement, amend, or correct these responses.

14. The NRA objects, pursuant to CPLR 3101(a), to the Notice on the grounds that it calls for the designation of the NRA's representatives for the deposition within 10 days of the date of the deposition and their testimony within 20 days of the notice. Given the current busy deposition schedule, the requirement to identify and prepare representatives within 10 and 20 days of the notice amounts to unreasonable inconvenience and other unreasonable prejudice to the NRA. The NRA notes that the NYAG did not meet and confer with the NRA about a date on which a Rule 11-f deposition is convenient for the NRA and its representatives.

15. The NRA objects to the Deposition Notice to the extent the NYAG fails to describe the Topics in the notice with reasonable particularity as required by the Commercial Division Rules.

16. The NRA objects to the NYAG's noticing the Deposition for two days and, to the extent that is what the NYAG is attempting to do, for longer than the presumptively permissible 7 hours.

RESPONSES AND OBJECTIONS TO SPECIFIC TOPICS

Topic 1. Designation and Preparation of the Corporate Representative(s): The name and role of each corporate representative, the topics upon which they will testify, the name and role of each person who participated in the selection and preparation of each corporate representative witness, the document reviews undertaken to prepare for this examination, and whether the designated witness is able to testify about all the information known or readily available to the NRA about each of the topic in the corporate representative notice pursuant to CPLR 3106 and Commercial Division Rule 11-f.

RESPONSE AND OBJECTIONS TO TOPIC 1.

The NRA objects to this Topic on the ground that it is vague, ambiguous, and fails to give adequate direction as to the scope of the Topic, is overly broad and unduly burdensome, is not material and necessary to the prosecution or defense of the action, and is not reasonably calculated to lead to discovery of evidence material and necessary to the prosecution or defense of the action. The NRA further objects to this Topic to the extent that it seeks information protected from disclosure by various privileges, including, without limitation, the attorney client privilege, attorney work product privilege, trial preparation privilege, common interest privileges.

Topic 2. Preparation of Responses to NRA's Discovery Demands: All steps taken by You to identify, preserve, collect, and produce Documents, Communications, and other information in response to NRA's document demands in this action.

RESPONSE AND OBJECTIONS TO TOPIC 2

The NRA objects to this Topic on the ground that it is vague, ambiguous, and fails to give adequate direction as to the scope of the Topic, is overly broad and unduly burdensome, is not material and necessary to the prosecution or defense of the action, and is not reasonably calculated to lead to discovery of evidence material and necessary to the prosecution or defense of the action. The NRA further objects to this Topic to the extent that it seeks information protected from disclosure by various privileges, including, without limitation, the attorney client privilege, attorney work product privilege, trial preparation privilege, common interest privileges.

Topic 3. NRA's Form 990 and CHAR 500 Preparation & Filing: the accuracy, completeness, preparation, review (including Board Review), amendment, authorization and signing of each of the IRS Forms 990 and supporting schedules filed by the National Rifle Association with the CHAR 500 form and submitted to the New York Attorney General's Charities Bureau during the period 2015 to the present, including the identity, title, and role of each of the persons responsible for and involved in these activities, and persons outside The NRA (including The NRA's independent auditors and outside counsel) who are involved in preparing and filing of the IRS Form 990s; any misstatements in each of the 990s for the relevant period, along with any efforts to correct such misstatements, including without limitation any decision concerning whether or not to amend or restate the 990s.

RESPONSE AND OBJECTIONS TO TOPIC 3

The NRA objects to this Topic on the ground that it is vague, ambiguous, and fails to give adequate direction as to the scope of the Topic, is overly broad and unduly burdensome, is not material and necessary to the prosecution or defense of the action, and is not reasonably calculated to lead to discovery of evidence material and necessary to the prosecution or defense of the action. The NRA further objects to this Topic to the extent that it seeks information protected from disclosure by various privileges, including, without limitation, the attorney client

privilege, attorney work product privilege, trial preparation privilege, common interest privileges. The NRA objects to this Topic to the extent that it seeks information which, to the extent discoverable, should be ascertained at the close of discovery by way of interrogatories seeking the claims and contentions of the opposing parties pursuant to Commercial Division Rule 11-a(d).

Topic 4. Accuracy of Certain Tax Forms: The accuracy, completeness, preparation, and review (including Board review) of each of the IRS Forms 941 and 4720 by or for The NRA or by or for any officer, director, or key person, as well the name of each person who is responsible for drafting, reviewing, and filing the same.

RESPONSE AND OBJECTIONS TO TOPIC 4

The NRA objects to this Topic on the ground that it is vague, ambiguous, and fails to give adequate direction as to the scope of the Topic, is overly broad and unduly burdensome, is not material and necessary to the prosecution or defense of the action, and is not reasonably calculated to lead to discovery of evidence material and necessary to the prosecution or defense of the action. The NRA further objects to this Topic to the extent that it seeks information protected from disclosure by various privileges, including, without limitation, the attorney client privilege, attorney work product privilege, trial preparation privilege, common interest privileges. The NRA objects to this Topic to the extent that it seeks information which, to the extent discoverable, should be ascertained at the close of discovery by way of interrogatories seeking the claims and contentions of the opposing parties pursuant to Commercial Division Rule 11-a(d).

Topic 5. Payments to or on behalf of Certain Individuals Including Possible Excess Benefit Transactions and Private Inurement: The NRA's payment of fringe benefits, compensation other than through salary, reimbursement paid to NRA Officers, Directors, Key Persons, Disqualified Persons or family members of the same; and payments made by The NRA, directly or indirectly, for the benefit of NRA Officers, Directors, Key Persons, Disqualified Persons or family members of the same. This topic includes any and all investigation into such transactions, including but not limited to investigation into actual or possible excess benefit transactions; excess compensation; related party transactions; payment for credit cards or accounts used by NRA Officers, Directors, Key Persons, Disqualified Persons or family members of the same; payment for travel, dining or entertainment costs; payment of expenses billed through Ackerman McQueen or any other third party; and contracts with NRA Officers, Directors, Key Persons, or family members of the same.

RESPONSE AND OBJECTIONS TO TOPIC 5

The NRA objects to this Topic on the ground that it is vague, ambiguous, and fails to give adequate direction as to the scope of the Topic, is overly broad and unduly burdensome, is not material and necessary to the prosecution or defense of the action, and is not reasonably calculated to lead to discovery of evidence material and necessary to the prosecution or defense of the action. The NRA further objects to this Topic to the extent that it seeks information protected from disclosure by various privileges, including, without limitation, the attorney client

privilege, attorney work product privilege, trial preparation privilege, common interest privileges. The NRA objects to this Topic to the extent that it seeks information which, to the extent discoverable, should be ascertained at the close of discovery by way of interrogatories seeking the claims and contentions of the opposing parties pursuant to Commercial Division Rule 11-a(d).

Topic 6. Conflicts of Interest and Related Party Transactions: The NRA's review of, approval of, and actions taken in response to all transactions that are subject to The NRA's conflict of interest policy or are "related party transactions" under N-PCL §§ 102(24) and 715 and other relevant provisions of New York law.

RESPONSE AND OBJECTIONS TO TOPIC 6

The NRA objects to this Topic on the ground that it is vague, ambiguous, and fails to give adequate direction as to the scope of the Topic, is overly broad and unduly burdensome, is not material and necessary to the prosecution or defense of the action, and is not reasonably calculated to lead to discovery of evidence material and necessary to the prosecution or defense of the action. The NRA further objects to this Topic to the extent that it seeks information protected from disclosure by various privileges, including, without limitation, the attorney client privilege, attorney work product privilege, trial preparation privilege, common interest privileges. The NRA objects to this Topic to the extent that it seeks information which, to the extent discoverable, should be ascertained at the close of discovery by way of interrogatories seeking the claims and contentions of the opposing parties pursuant to Commercial Division Rule 11-a(d).

Topic 7. Operation & Maintenance of "Accountable Plan:" the establishment, oversight, operation and maintenance of an "Accountable Plan" by The NRA at any time between 2015 and the present concerning expenses of employees, officers, and directors, including:

- a. The accuracy of, the completeness of, the preparation of, the review of, and the reporting and tax treatment of all expenses incurred;
- b. The identity, title, and role of each of the persons responsible for and involved in ensuring compliance with any Accountable Plan and activities relating to the Accountable Plan;
- c. Any efforts to assure or improve compliance with IRS requirements for an "Accountable Plan;"
- d. Any and all expense reimbursement policies in effect during the relevant time period; and
- e. Any identified failures of compliance with an Accountable Plan.

RESPONSE AND OBJECTIONS TO TOPIC 7

The NRA objects to this Topic on the ground that it is vague, ambiguous, and fails to give adequate direction as to the scope of the Topic, is overly broad and unduly burdensome, is not

material and necessary to the prosecution or defense of the action, and is not reasonably calculated to lead to discovery of evidence material and necessary to the prosecution or defense of the action. The NRA further objects to this Topic to the extent that it seeks information protected from disclosure by various privileges, including, without limitation, the attorney client privilege, attorney work product privilege, trial preparation privilege, common interest privileges. The NRA objects to this Topic to the extent that it seeks information which, to the extent discoverable, should be ascertained at the close of discovery by way of interrogatories seeking the claims and contentions of the opposing parties pursuant to Commercial Division Rule 11-a(d).

Topics 8. Pass-Through Expenses: The NRA's payment for pass-through expenses and any investigation, assessment, report, audit or actions taken by The NRA concerning any of the conduct that is alleged in the operative complaint in this action. "Pass-through" expenses for the purposes of this Topic are expenses for any of the following: travel, lodging, resort fees, travel, travel agent fees, meals, drinks, clothing, entertainment, trips, club memberships, tips, and gifts, which are incurred or directed by or on behalf of an NRA Officer, Director, Key Person, employee or a family member of the same and charged to or paid by an NRA vendor, contractor or other third party, with the cost of all or a portion of such cost passed through to The NRA. Pass-through expenses include but are not limited to "out of pocket" expenses billed to The NRA by Ackerman.

RESPONSE AND OBJECTIONS TO TOPIC 8

The NRA objects to this Topic on the ground that it is vague, ambiguous, and fails to give adequate direction as to the scope of the Topic, is overly broad and unduly burdensome, is not material and necessary to the prosecution or defense of the action, and is not reasonably calculated to lead to discovery of evidence material and necessary to the prosecution or defense of the action. The NRA further objects to this Topic to the extent that it seeks information protected from disclosure by various privileges, including, without limitation, the attorney client privilege, attorney work product privilege, trial preparation privilege, common interest privileges. The NRA objects to this Topic to the extent that it seeks information which, to the extent discoverable, should be ascertained at the close of discovery by way of interrogatories seeking the claims and contentions of the opposing parties pursuant to Commercial Division Rule 11-a(d).

Topic 9. The NRA's Bankruptcy Proceeding: the decision to file for bankruptcy; the identity of the person(s) who made the decision and approved the same; any Board approval of the filing of bankruptcy prior to the filing; the notice and information conveyed to NRA Officers, Directors, Key Persons, and employees about the filing prior to the filing date; the selection, retention and termination of any chief restructuring officer(s); any investigation, assessment, report or actions taken by The NRA relating to the dismissal of The NRA's Bankruptcy Proceeding; any assessment of the costs of The NRA's Bankruptcy Proceeding and attempted move to Texas; the filing of the bankruptcy petitions of The NRA and Sea Girt LLC; and the identity, title and role of each person involved in these activities.

RESPONSE AND OBJECTIONS TO TOPIC 9

The NRA objects to this Topic on the ground that it is vague, ambiguous, and fails to give adequate direction as to the scope of the Topic, is overly broad and unduly burdensome, is not material and necessary to the prosecution or defense of the action, and is not reasonably calculated to lead to discovery of evidence material and necessary to the prosecution or defense of the action. The NRA further objects to this Topic to the extent that it seeks information protected from disclosure by various privileges, including, without limitation, the attorney client privilege, attorney work product privilege, trial preparation privilege, common interest privileges. The NRA objects to this Topic to the extent that it seeks information which, to the extent discoverable, should be ascertained at the close of discovery by way of interrogatories seeking the claims and contentions of the opposing parties pursuant to Commercial Division Rule 11-a(d).

10. NRA's "Compliance Reform:" including but not limited to the existence, accuracy, completeness, preparation, review and implementation of The NRA's purported "top- to-bottom review of its operations and governance," see NRA Amended and Supplemental Counterclaims, and any other efforts that The NRA has made from 2015 to the present to ensure the proper administration of its charitable assets, including:

- a. The NRA's internal policies including but not limited to the policies for vendor procurement, contract approvals, invoice processing and payment, and accounting;
- b. all policies, procedures, practices that The NRA enacted or changed;
- c. all personnel changes that The NRA has made as part of its Compliance Reform process;
- d. the identity, title, role and responsibilities of all personnel, consultants or professional advisors involved in the top-to-bottom review of its operations and governance; and
- e. all findings, reports or recommendations made and steps taken by The NRA in response to the review.

RESPONSE AND OBJECTIONS TO TOPIC 10

The NRA objects to this Topic on the ground that it is vague, ambiguous, and fails to give adequate direction as to the scope of the Topic, is overly broad and unduly burdensome, is not material and necessary to the prosecution or defense of the action, and is not reasonably calculated to lead to discovery of evidence material and necessary to the prosecution or defense of the action. The NRA further objects to this Topic to the extent that it seeks information protected from disclosure by various privileges, including, without limitation, the attorney client privilege, attorney work product privilege, trial preparation privilege, common interest privileges. The NRA objects to this Topic to the extent that it seeks information which, to the extent discoverable, should be ascertained at the close of discovery by way of interrogatories seeking the claims and contentions of the opposing parties pursuant to Commercial Division Rule 11-a(d).

Topic 11. Affirmative Defenses: The alleged factual grounds for each of The NRA's affirmative defenses.

RESPONSE AND OBJECTIONS TO TOPIC 11

The NRA objects to this Topic on the ground that it is vague, ambiguous, and fails to give adequate direction as to the scope of the Topic, is overly broad and unduly burdensome, is not material and necessary to the prosecution or defense of the action, and is not reasonably calculated to lead to discovery of evidence material and necessary to the prosecution or defense of the action. The NRA further objects to this Topic to the extent that it seeks information protected from disclosure by various privileges, including, without limitation, the attorney client privilege, attorney work product privilege, trial preparation privilege, common interest privileges. The NRA objects to this Topic to the extent that it seeks information which, to the extent discoverable, should be ascertained at the close of discovery by way of interrogatories seeking the claims and contentions of the opposing parties pursuant to Commercial Division Rule 11-a(d).

Topic 12. Independent Auditors and Tax Preparers: including but not limited to The NRA's relationship with RSM and Aronson, including the engagement of the auditor, the scope of services intended to be, and actually, provided, the identity, title, and role of each of the persons in The NRA involved in audit or tax preparation process, the diligence undertaken to support the representations made by The NRA in its management representation letters to the auditors, and the circumstances surrounding termination of the relationship with the auditors and tax preparers where applicable.

RESPONSE AND OBJECTIONS TO TOPIC 12

The NRA objects to this Topic on the ground that it is vague, ambiguous, and fails to give adequate direction as to the scope of the Topic, is overly broad and unduly burdensome, is not material and necessary to the prosecution or defense of the action, and is not reasonably calculated to lead to discovery of evidence material and necessary to the prosecution or defense of the action. The NRA further objects to this Topic to the extent that it seeks information protected from disclosure by various privileges, including, without limitation, the attorney client privilege, attorney work product privilege, trial preparation privilege, common interest privileges. The NRA objects to this Topic to the extent that it seeks information which, to the extent discoverable, should be ascertained at the close of discovery by way of interrogatories seeking the claims and contentions of the opposing parties pursuant to Commercial Division Rule 11-a(d).

Topic 13. Contracts with Current and Former NRA Officers, Directors, Employees and Key Persons - including but not limited to the drafting, purposes, review, evaluation, and approval of any and all contracts for payment, or future payment, to any current or former NRA officers, directors, employees, and key persons including but not limited to any employment, post-employment, severance, termination, non-disclosure, consulting, or other contract by and between The NRA and any person or entity.

RESPONSE AND OBJECTIONS TO TOPIC 13

The NRA objects to this Topic on the ground that it is vague, ambiguous, and fails to give adequate direction as to the scope of the Topic, is overly broad and unduly burdensome, is not material and necessary to the prosecution or defense of the action, and is not reasonably calculated to lead to discovery of evidence material and necessary to the prosecution or defense of the action. The NRA further objects to this Topic to the extent that it seeks information protected from disclosure by various privileges, including, without limitation, the attorney client privilege, attorney work product privilege, trial preparation privilege, common interest privileges. The NRA objects to this Topic to the extent that it seeks information which, to the extent discoverable, should be ascertained at the close of discovery by way of interrogatories seeking the claims and contentions of the opposing parties pursuant to Commercial Division Rule 11-a(d).

Topic 14. Board Nominations and Elections - The policies, procedures, and information relied upon by the Nominating Committee in selecting candidates for nomination; efforts extended by NRA officers, employees or Key Persons (including Mildred Hallow) to influence The NRA Board election process by, inter alia, directly or indirectly promoting candidates through paid advertisements, social-media campaigns, or actions by NRA vendors, consultants, or affiliate entities, such as The NRA Members' Councils of California; the employment, duties and activities of Paul Payne, Ed Worley and David Halbrook; and efforts extended by NRA officers, employees, or Key Persons to organize individuals to attend and promote candidates at NRA events.

RESPONSE AND OBJECTIONS TO TOPIC 14

The NRA objects to this Topic on the ground that it is vague, ambiguous, and fails to give adequate direction as to the scope of the Topic, is overly broad and unduly burdensome, is not material and necessary to the prosecution or defense of the action, and is not reasonably calculated to lead to discovery of evidence material and necessary to the prosecution or defense of the action. The NRA further objects to this Topic to the extent that it seeks information protected from disclosure by various privileges, including, without limitation, the attorney client privilege, attorney work product privilege, trial preparation privilege, common interest privileges. The NRA objects to this Topic to the extent that it seeks information which, to the extent discoverable, should be ascertained at the close of discovery by way of interrogatories seeking the claims and contentions of the opposing parties pursuant to Commercial Division Rule 11-a(d).

Topic 15. NRA Board and Committee Selection Process: how prospective board members are identified, recruited, nominated, and elected; how Board members are assigned to committees; and instances when Board members have been denied committee assignments.

RESPONSE AND OBJECTIONS TO TOPIC 15

The NRA objects to this Topic on the ground that it is vague, ambiguous, and fails to give adequate direction as to the scope of the Topic, is overly broad and unduly burdensome, is not

material and necessary to the prosecution or defense of the action, and is not reasonably calculated to lead to discovery of evidence material and necessary to the prosecution or defense of the action. The NRA further objects to this Topic to the extent that it seeks information protected from disclosure by various privileges, including, without limitation, the attorney client privilege, attorney work product privilege, trial preparation privilege, common interest privileges. The NRA objects to this Topic to the extent that it seeks information which, to the extent discoverable, should be ascertained at the close of discovery by way of interrogatories seeking the claims and contentions of the opposing parties pursuant to Commercial Division Rule 11-a(d).

Topic 16. Vendor Compliance/Audits of Vendors - All audits, assessments, reports, statements, performance evaluations, findings, opinions, or other documents conducted or prepared regarding all vendors from January 1, 2015, to the present, including the identity of each vendor that was audited, the findings relating to each audit, and the termination of any vendors. This Topic includes any assessment, communications, or reports as to whether there has been compliance with NRA internal policies and bylaws with regard to agreements, contracts, requests for proposal, selection, and payments made to a vendor and whether the vendor has been paid in excess of authorized contract amounts, including the identity, title, and role of each of the persons responsible for and involved in these activities.

RESPONSE AND OBJECTIONS TO TOPIC 16

The NRA objects to this Topic on the ground that it is vague, ambiguous, and fails to give adequate direction as to the scope of the Topic, is overly broad and unduly burdensome, is not material and necessary to the prosecution or defense of the action, and is not reasonably calculated to lead to discovery of evidence material and necessary to the prosecution or defense of the action. The NRA further objects to this Topic to the extent that it seeks information protected from disclosure by various privileges, including, without limitation, the attorney client privilege, attorney work product privilege, trial preparation privilege, common interest privileges. The NRA objects to this Topic to the extent that it seeks information which, to the extent discoverable, should be ascertained at the close of discovery by way of interrogatories seeking the claims and contentions of the opposing parties pursuant to Commercial Division Rule 11-a(d).

Topic 17. Security and Travel Policies: including the following and any person or persons responsible for drafting, implementing and ensuring compliance with the following:

- a. All security policies and procedures in effect during the relevant time period, up to and including the present, including any policies and procedures for selecting security vendors for Wayne LaPierre, the use of requests for proposal, written contracts and approvals, the identities of any personnel responsible for drafting, overseeing, managing selecting and approving such policies and procedures and vendors;
- b. Maintenance of Wayne LaPierre's travel information, including information related to his travel plans, reimbursements and the business purposes for the same; and

c. The NRA's use of security studies including whether any were obtained, when they were obtained, which NRA personnel were included in the studies, any assessments of security risks and needs, and the nature, form and content of all such studies.

RESPONSE AND OBJECTIONS TO TOPIC 17

The NRA objects to this Topic on the ground that it is vague, ambiguous, and fails to give adequate direction as to the scope of the Topic, is overly broad and unduly burdensome, is not material and necessary to the prosecution or defense of the action, and is not reasonably calculated to lead to discovery of evidence material and necessary to the prosecution or defense of the action. The NRA further objects to this Topic to the extent that it seeks information protected from disclosure by various privileges, including, without limitation, the attorney client privilege, attorney work product privilege, trial preparation privilege, common interest privileges. The NRA objects to this Topic to the extent that it seeks information which, to the extent discoverable, should be ascertained at the close of discovery by way of interrogatories seeking the claims and contentions of the opposing parties pursuant to Commercial Division Rule 11-a(d).

Topic 18. Retention, Scope of Work, Review, and Payments to the Brewer Firm: complaints, concerns, or questions relating to The NRA's retention and engagement of the Brewer Firm and the total amount of money The NRA has paid to the Brewer Firm since January 1, 2018 for attorney's fees and costs and the total amount of money the Brewer Firm has received for all of the services it has provided to The NRA.

RESPONSE AND OBJECTIONS TO TOPIC 18

The NRA objects to this Topic on the ground that it is vague, ambiguous, and fails to give adequate direction as to the scope of the Topic, is overly broad and unduly burdensome, is not material and necessary to the prosecution or defense of the action, and is not reasonably calculated to lead to discovery of evidence material and necessary to the prosecution or defense of the action. The NRA further objects to this Topic to the extent that it seeks information protected from disclosure by various privileges, including, without limitation, the attorney client privilege, attorney work product privilege, trial preparation privilege, common interest privileges. The NRA objects to this Topic to the extent that it seeks information which, to the extent discoverable, should be ascertained at the close of discovery by way of interrogatories seeking the claims and contentions of the opposing parties pursuant to Commercial Division Rule 11-a(d).

Topic 19. Member/Donor Complaints: complaints from NRA members or donors concerning the leadership or governance of The NRA during the period 2015 to the present, including the volume of the complaints, the nature and content of the complaints, the policies, practices and procedures for addressing the complaints and the identity, title, and role of each of the persons involved in handling the complaints.

RESPONSE AND OBJECTIONS TO TOPIC 19

The NRA objects to this Topic on the ground that it is vague, ambiguous, and fails to give adequate direction as to the scope of the Topic, is overly broad and unduly burdensome, is not material and necessary to the prosecution or defense of the action, and is not reasonably calculated to lead to discovery of evidence material and necessary to the prosecution or defense of the action. The NRA further objects to this Topic to the extent that it seeks information protected from disclosure by various privileges, including, without limitation, the attorney client privilege, attorney work product privilege, trial preparation privilege, common interest privileges. The NRA objects to this Topic to the extent that it seeks information which, to the extent discoverable, should be ascertained at the close of discovery by way of interrogatories seeking the claims and contentions of the opposing parties pursuant to Commercial Division Rule 11-a(d).

Topic 20. Relationship with Ackerman McQueen: negotiation, formation, execution and authorization for all agreements, including services agreements, between The NRA and Ackerman McQueen and the Mercury Group; oversight of NRA payments to Ackerman; the budgeting, billing and invoice review practices relating to Ackerman billing; the existence, use and authorization for any policy, procedure or practice of billing expenses incurred by NRA employees through Ackerman McQueen and the Mercury Group.

RESPONSE AND OBJECTIONS TO TOPIC 20

The NRA objects to this Topic on the ground that it is vague, ambiguous, and fails to give adequate direction as to the scope of the Topic, is overly broad and unduly burdensome, is not material and necessary to the prosecution or defense of the action, and is not reasonably calculated to lead to discovery of evidence material and necessary to the prosecution or defense of the action. The NRA further objects to this Topic to the extent that it seeks information protected from disclosure by various privileges, including, without limitation, the attorney client privilege, attorney work product privilege, trial preparation privilege, common interest privileges. The NRA objects to this Topic to the extent that it seeks information which, to the extent discoverable, should be ascertained at the close of discovery by way of interrogatories seeking the claims and contentions of the opposing parties pursuant to Commercial Division Rule 11-a(d).

Topic 21. Directors and Officers (“D&O”) Insurance: the maintenance of policies for the indemnification and/or payment for attorneys fees and costs of NRA Officers, Directors, Employees and Key Persons of The NRA, the termination of any such agreements by The NRA or the insurance provider, the costs of such insurance, the policies or procedures for making a determination about whether to indemnify and/or pay for the attorney’s fees and costs of officers, directors, employees and key persons of The NRA; and actual determinations as to whether to indemnify and/or cover the pay for the attorney’s fees and costs of officers, directors, employees and key persons of The NRA.

RESPONSE AND OBJECTIONS TO TOPIC 21

The NRA objects to this Topic on the ground that it is vague, ambiguous, and fails to give adequate direction as to the scope of the Topic, is overly broad and unduly burdensome, is not material and necessary to the prosecution or defense of the action, and is not reasonably calculated to lead to discovery of evidence material and necessary to the prosecution or defense of the action. The NRA further objects to this Topic to the extent that it seeks information protected from disclosure by various privileges, including, without limitation, the attorney client privilege, attorney work product privilege, trial preparation privilege, common interest privileges. The NRA objects to this Topic to the extent that it seeks information which, to the extent discoverable, should be ascertained at the close of discovery by way of interrogatories seeking the claims and contentions of the opposing parties pursuant to Commercial Division Rule 11-a(d).

Topic 22. Advice from Professionals or Experts: any assessments, evaluations, reports, studies, recommendations, determinations, or services rendered by professionals or experts in relation to The NRA's asserted compliance reform efforts; handling of whistleblower complaints; assessment of excess benefits; assessment of payments or reimbursements made to or for the benefit of NRA officers, directors, employees or key persons including but not limited to Wayne LaPierre, John Frazer, Wilson Phillips, Joshua Powell, Christopher Cox, Joseph DeBergalis; travel expenses incurred by NRA officers, directors, employees and key persons; and governance or oversight issues.

RESPONSE AND OBJECTIONS TO TOPIC 22

The NRA objects to this Topic on the ground that it is vague, ambiguous, and fails to give adequate direction as to the scope of the Topic, is overly broad and unduly burdensome, is not material and necessary to the prosecution or defense of the action, and is not reasonably calculated to lead to discovery of evidence material and necessary to the prosecution or defense of the action. The NRA further objects to this Topic to the extent that it seeks information protected from disclosure by various privileges, including, without limitation, the attorney client privilege, attorney work product privilege, trial preparation privilege, common interest privileges. The NRA objects to this Topic to the extent that it seeks information which, to the extent discoverable, should be ascertained at the close of discovery by way of interrogatories seeking the claims and contentions of the opposing parties pursuant to Commercial Division Rule 11-a(d).

Topic 23. EVP Budget: the process for establishing, determining, reviewing, and overseeing the EVP budget for the calendar years 2015 to the present, including any policies, procedures, and practices in place; the public relations budget; the implementation of any such policies, procedures, and practices; audits, reviews or reforms relating to the EVP budget and the identity, title, and role of each of the persons responsible for and involved in these activities.

RESPONSE AND OBJECTIONS TO TOPIC 23

The NRA objects to this Topic on the ground that it is vague, ambiguous, and fails to give adequate direction as to the scope of the Topic, is overly broad and unduly burdensome, is not

material and necessary to the prosecution or defense of the action, and is not reasonably calculated to lead to discovery of evidence material and necessary to the prosecution or defense of the action. The NRA further objects to this Topic to the extent that it seeks information protected from disclosure by various privileges, including, without limitation, the attorney client privilege, attorney work product privilege, trial preparation privilege, common interest privileges. The NRA objects to this Topic to the extent that it seeks information which, to the extent discoverable, should be ascertained at the close of discovery by way of interrogatories seeking the claims and contentions of the opposing parties pursuant to Commercial Division Rule 11-a(d).

Topic 24. Corporate Credit Cards and Charge Accounts: The NRA's process for reconciling, paying, and allocating expenses for corporate credit cards for NRA Officers, Directors and Key Persons (including Mildred Hallow).

RESPONSE AND OBJECTIONS TO TOPIC 24

The NRA objects to this Topic on the ground that it is vague, ambiguous, and fails to give adequate direction as to the scope of the Topic, is overly broad and unduly burdensome, is not material and necessary to the prosecution or defense of the action, and is not reasonably calculated to lead to discovery of evidence material and necessary to the prosecution or defense of the action. The NRA further objects to this Topic to the extent that it seeks information protected from disclosure by various privileges, including, without limitation, the attorney client privilege, attorney work product privilege, trial preparation privilege, common interest privileges. The NRA objects to this Topic to the extent that it seeks information which, to the extent discoverable, should be ascertained at the close of discovery by way of interrogatories seeking the claims and contentions of the opposing parties pursuant to Commercial Division Rule 11-a(d). The NRA further objects to this request to the extent it characterizes certain employees as Key Persons.

RESERVATION OF RIGHTS

The NRA expressly reserves all rights and waives none. For example, it reserves the right to instruct the designated representatives not to answer the NYAG's questions to the extent they call for privileged information. Similarly, The NRA reserves the right to object to the form of the question or any other defect in the questioning and to object to the admissibility of elicited testimony over The NRA's objection at trial.

The NRA is available for a meet-and-confer.

Dated: New York, New York

June 13, 2022

Respectfully submitted,

/s/ Svetlana M. Eisenberg

William A. Brewer III

Sarah B. Rogers

Svetlana M. Eisenberg

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ASSOCIATION OF AMERICA**

cc: Counsel of record for the parties