

# EXHIBIT 2

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SUPREME COURT OF THE STATE OF NEW YORK  
COUNTY OF NEW YORKPEOPLE OF THE STATE OF §  
NEW YORK, BY LETICIA §  
JAMES, ATTORNEY GENERAL §  
OF THE STATE OF NEW YORK §  
Plaintiffs §

V. § Index No. 451625/2020

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

H I G H L Y C O N F I D E N T I A L

REMOTE VIDEOTAPED DEPOSITION

OF

WILSON H. PHILLIPS, JR.

AUGUST 10, 2021

VOLUME 1 OF 2

Remote Videotaped Deposition of Wilson H. Phillips, Jr., produced as a witness at the instance of the plaintiffs, and duly sworn, was taken in the above-styled and numbered cause on the 10th day of August, 2021, from 8:48 a.m. to 5:31 p.m. (CST), before Camille A. Bruess, CSR, RPR, in and for the State of Texas, reported by stenographic method, and conducted utilizing the secure web-based deposition software and video teleconferencing services offered by Veritext Legal Solutions with the witness appearing at the law firm of Winston Strawn, LLP located at 2121 North Pearl Street, Suite 900, Dallas, Dallas County, Texas 75201, pursuant to amended notice and Article 31 of the Civil Practice Law and Rules and the provisions stated on the record or attached hereto.

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1 directing Ms. Stanford to use a different corporate name  
2 other than II & IS; is that correct?

3 A. That's correct.

4 Q. So it's possible that you could have instructed  
5 her to use a different corporate name; is that right?

6 MR. CORRELL: Objection, form.

7 MR. GEISLER: Join.

8 A. It is possible.

9 THE WITNESS: Sorry.

10 Q. You can close this exhibit up. I'm completed  
11 with it.

12 Now, Mr. Phillips, sorry, you're familiar  
13 with an IRS Form 990; is that correct?

14 A. Yes.

15 Q. What is an IRS Form 990?

16 A. It's the, uh, information tax return for a  
17 nonprofit organization.

18 Q. In the years in which you worked at the NRA as  
19 its CFO and Treasurer, who was responsible for the  
20 preparation of the Form 990?

21 A. The Treasurer's office.

22 Q. In other words, your office was responsible --

23 A. Yes.

24 Q. -- for the preparation of the Form 990. What  
25 was your specific role with respect to the preparation

1 of the Form 990?

2 A. I would have some input if there were new issues  
3 that were being discussed in the -- in the press or in  
4 accounting literature. I would, uh, review it before --  
5 before it was filed. I would make sure we had competent  
6 people preparing it and reviewing it before I -- I saw  
7 it. And, uh, well, that's it. Oh, I -- I get involved  
8 sometime in the filing date.

9 Q. You said you would ensure that competent people  
10 were preparing it. Were those competent people NRA  
11 staff or, uh, outside individuals?

12 A. Both inside and outside accountants.

13 Q. Who within the Treasurer's department or the --  
14 I'm sorry, the Treasurer's office assisted in preparing  
15 the 990 under your supervision?

16 A. The -- the principal person was Emily Cummins.

17 THE WITNESS: And that's C-u-m-m-i-n-s.

18 A. And, uh, she was -- she was definitely the main  
19 person. She may have used some other resources to get  
20 her information.

21 Q. During what period of time was Ms. Cummins the  
22 main person assisting the Treasurer's office with the  
23 preparation of the Form 990?

24 A. I don't recall. That was quite a number of  
25 years.

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1 Q. And you also mentioned outside accountants. Who  
2 were those?

3 A. Uh, the company was RSM. It's a big accounting  
4 firm. I think it's the number five now. And, uh, they  
5 had a really well-known reputable nonprofit tax guy  
6 named Jim Sweeney, who unfortunately has passed away,  
7 but he was quite good. He and -- he and Emily worked  
8 together.

9 Q. Can you describe your process of review of the  
10 990 prior to its filing?

11 A. I would -- I would, uh, first kind of glance  
12 through it to see if anything stuck out. There were  
13 certain -- certain schedules that I would look at.  
14 There were either disclosures of donors or, uh,  
15 disclosures of executive and board compensation. And,  
16 uh, if there were other issues that, uh, Emily might  
17 point out to me, we'd go over those and look at, uh,  
18 what they were.

19 Q. Were there any particular schedules you always  
20 reviewed?

21 A. The ones I said. I don't know the schedule  
22 numbers, but, uh, the donors, key donors, oh, and  
23 compensation, and I think there was a schedule of top  
24 five vendors, the top four or five vendors there. So  
25 I'd always look at those.

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1                   And then we -- we would -- Emily was  
2       really good at, uh, finding ways to give extra expla- --  
3       explanations of things and so, we'd always look at  
4       those. Then she and Jim Sweeney would develop some new  
5       ones to add into the disclosure document to make it  
6       clearer because it was kind of a generic document that  
7       had to cross all kinds of industries.

8           Q. Can you give an example of, uh, a specific  
9       instance where Emily and Jim Sweeney provided a  
10      explanation or -- of something that previously wasn't  
11      clear?

12          A. I can't. I'm just going to say I don't -- I'm  
13      not in a position where I can recollect it. I know  
14      there were a lot and there was, you know, there was  
15      virtually something. There were some every year.

16          Q. Did you sign the 990s?

17          A. I don't know if I signed every year but I know  
18      I signed some 990s.

19          Q. Was there any particular reason why you would  
20      sign one year and not another?

21          A. It might have just have been basic -- there was  
22      no good reason other than availability for somebody to  
23      sign. I never said I won't sign it.

24          Q. What did you do to ensure that the documents you  
25      were signing were a hundred percent accurate?

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1           A. I relied upon, uh, Emily Cummins and Jim Sweeney  
2           probably among the best in the country at filling out  
3           those forms.

4           Q. In your experience did Mr. LaPierre review the  
5           990s prior to the filing -- to their filing?

6           A. I don't know.

7           Q. Did you ever discuss the filing of 990s with  
8           Mr. LaPierre?

9           A. You know, there'd be times I might show him what  
10          the new disclosures were or, uh, talk about how the --  
11          how the donors would be presented and that sort of  
12          thing. They have -- they had some donors that are --  
13          that are not for public distribution, those schedules,  
14          but they're still being filed. So I would show him that  
15          sort of -- sort of thing sometimes.

16          Q. As the Treasurer was it your responsibility to  
17          ensure the accuracy of the 990 whether or not you signed  
18          the document?

19                   MR. CORRELL: Objection, form.

20          A. Yes, I -- you know, I was -- I was responsible  
21          for having a system in place for the 990 to make sure it  
22          was prepared well and -- and, uh, reviewed properly.

23          Q. Did the Board of Directors of the NRA review the  
24          990s prior to their filing?

25          A. It was available for them to review during their