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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

IN RE:)
)
)
NATIONAL RIFLE) Case No.
ASSOCIATION OF AMERICA) 21-30085-hdh-11
AND SEA GIRT, LLC,)
)
Debtors.)

REMOTE ORAL AND VIDEOTAPED DEPOSITION OF
HONORABLE PHILLIP JOURNEY
MARCH 18, 2021

CONFIDENTIAL PURSUANT TO PROPOSED PROTECTIVE ORDER

1 REMOTE ORAL AND VIDEOTAPED DEPOSITION OF HONORABLE
 2 PHILLIP JOURNEY, produced as a witness at the instance
 3 of the New York State Office of the Attorney General,
 4 and duly sworn, was taken remotely in the above-styled
 5 and numbered cause on the 18th day of March, 2021, from
 6 4:10 p.m. to 7:57 p.m., via Zoom, before Julie C.
 7 Brandt, RMR, CRR, and CSR in and for the State of Texas,
 8 reported by machine shorthand, with the witness located
 9 in Wichita, Kansas, pursuant to the Federal Rules of
 10 Civil Procedure and the provisions stated on the record
 11 or attached hereto.
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1 INDEX PAGE

2

3 Appearances..... 3

4 Proceedings..... 7

5 Stipulations..... 8

6 HONORABLE PHILLIP JOURNEY

7 Examination by Mr. Pronske..... 10

8 Examination by Mr. Mason..... 86

9 Examination by Mr. Ciciliano..... 100

10 Further Examination by Mr. Pronske..... 148

11 Further Examination by Mr. Mason..... 165

12 Signature and Changes..... 171

13 Reporter's Certificate..... 173

14

15 DEPOSITION EXHIBITS IDENTIFIED

16 Exhibit 1 NRA Bylaws as Amended

17 September 14, 2019..... 37

18

19 Exhibit 2 Employment Agreement of Wayne

20 R. LaPierre..... 41

21

22

23

24

25

Page 6

1 MR. WATSON: Jermaine Watson. I

2 represent Judge Journey. I'll be defending this

3 deposition. I am a partner at Bonds Ellis Eppich

4 Schafer Jones, LLP.

5 And before we go any further, I wanted to

6 point out to all the parties that we agreed to do this

7 on very short notice. My client is a sitting judge, and

8 he had a docket today. And we only made him available

9 with the understanding or the agreement, rather, that he

10 would be subjected to two hours or up to two hours, is

11 what it was explained to me. We don't have an official

12 agreement with any party to go beyond that. To the

13 extent necessary, I will check with my client at the end

14 of two hours and see if he wants to continue. But I am

15 not going to promise parties that we're going to keep

16 him much longer than that unless he consents. So with

17 that, I will let everyone else make their appearance.

18 MR. CICILIANO: This is Dylan Ciciliano

19 from Garman Turner Gordon on behalf of the Debtors.

20 Along with me are Talitha Gray Kozlowski and William

21 Noall. As well to add to that objection, I do believe

22 that we've discussed in this case remote videographers

23 may or may not be admissible. I would also object. And

24 this is with speaking to the judge before the

25 deposition. He doesn't have an additional means to --

Page 8

1 PROCEEDINGS

2 THE VIDEOGRAPHER: Today's date is

3 March 18, 2021. The time is 4:10, and we are on the

4 record. This is the beginning of the remote video

5 deposition of the Honorable Phillip Journey.

6 This deposition is being held via Zoom due to

7 the COVID-19 pandemic.

8 My name is Zack Mata from the firm Legal Video

9 of Texas. And I am the videographer. The court

10 reporter is Julie from the firm Veritext. I am not

11 authorized to administer an oath. I am not related to

12 any party in this action, nor am I financially

13 interested in the outcome.

14 Counsel and all present in the room and

15 everyone attending remotely will now state their

16 appearances and affiliations for the record. If there

17 are any objections to this proceeding being held via

18 Zoom, please state them at the time of your appearance,

19 beginning with the noticing attorney.

20 MR. PRONSKE: I am Gerrit Pronske. And I

21 represent the New York Attorney General, along with Eric

22 Van Horn and Jason Kathman; all three of us with the law

23 firm of Spencer Fane. And we have on the line with us

24 Monica Connell, who is an attorney at the New York

25 Attorney General's office.

Page 7

1 to transmit his video, but we do have an objection to it

2 being from the courtroom just on appearance sake. I

3 don't imagine I am going to stop the deposition from

4 going forward, but I do want to preserve that just for

5 the appearance sake. Thank you.

6 MS. EISENBERG: Good afternoon. I'm

7 Svetlana Eisenberg from Brewer Attorneys and Counselors,

8 Proposed Special Counsel for the Debtors.

9 MR. HENDRIX: Nick Hendrix, Norton Rose

10 Fulbright, here on behalf of the Official Committee of

11 Unsecured Creditors. And I am joined by several members

12 of the committee as well.

13 MR. ACOSTA: This is Joe Acosta. I am

14 here with Brian Mason. We represent Ackerman McQueen.

15 MR. MCNAMARA: Good afternoon. This is

16 Lucas McNamara. I'm Assistant Attorney General with the

17 New York State Office of Attorney General.

18 THE REPORTER: Anyone else want to

19 identify?

20 MR. WATSON: I think one of the trial

21 attorneys from the UST's office is logging in. Lisa,

22 are you going to enter your appearance? Lisa?

23 Could you mute her?

24 Lisa, can you hear us?

25 MS. LAMBERT: Yes, I can hear you.

Page 9

1 MR. WATSON: Okay. Are you going to
2 identify yourself for the deposition?
3 MS. LAMBERT: This is Lisa Lambert with
4 the Office of the United States Trustee, representing
5 William Neary, the US Trustee.
6 THE REPORTER: Okay. If that's everyone,
7 I will swear in the judge.
8 (Witness sworn.)
9 MR. PRONSKE: Okay. Are you ready for me to
10 proceed?
11 THE REPORTER: Ready.
12 HONORABLE PHILLIP JOURNEY,
13 having been first duly sworn and having confirmed that
14 he is The Honorable Phillip Journey, testified remotely
15 as follows:
16 EXAMINATION
17 BY MR. PRONSKE:
18 Q. Judge Journey, my name is Gerrit Pronske. I'm
19 with the law firm of Spencer Fane and represent the New
20 York Attorney General.
21 Could you -- and actually, as Mr. Ciciliano
22 was objecting, I was thinking that you have a really
23 beautiful courtroom there. So congratulations for that.
24 A. Thank you. It's one of the newer ones. The
25 reason I chose the courtroom was they just spent \$40,000
Page 10

1 on sound equipment so y'all can hear me nice and clear.
2 And I tried doing it in chambers and I couldn't get the
3 camera to work, so I gave up this morning.
4 Q. Well, we can -- we can hear you very well, so
5 thanks for that.
6 Can you please state your name for the record?
7 A. Phillip Journey.
8 Q. And can you tell the Court what, if anything,
9 that you did to prepare for this deposition?
10 A. I reviewed the motion, looked through some of
11 the files on my computers. You know, I mean, it's a
12 pretty narrow scope, so I didn't think there was a whole
13 lot to do. And I've had a really crazy week, so right
14 now I am trying to clear up the one on the 29th, if I
15 can, so we'll see.
16 Q. Okay. And I am not going to give you all the
17 normal depo instructions since you're a jurist, but I
18 will ask that we both be particularly cognizant of not
19 talking over one another, given this video format. Can
20 we have that agreement?
21 A. Sure. You sound just like me every day.
22 Q. And we're both wearing blue shirts, you know,
23 so go figure.
24 A. Yeah.
25 Q. So can you tell the Court approximately what
Page 11

1 year you were elected to the board?
2 A. Okay. The first time I was elected, it was
3 from -- for a period of time from 1995 to '98, so about
4 25 years ago.
5 Q. Okay.
6 A. And then I was elected in the 2020 election,
7 but I wasn't able to be sworn in until after the annual
8 meeting had been postponed twice. So I officially
9 joined the board on October 24th of 2020.
10 Q. Okay. And how long is that term?
11 A. It's a three-year term.
12 Q. Okay. Thank you.
13 Are you appointed to any committees of the NRA
14 board?
15 A. I just got my notice. I know it was
16 grassroots and youth development.
17 Q. Okay. And do you sit on the executive
18 committee as well?
19 A. No.
20 Q. Okay. So I'm going to refer to a board
21 meeting that was held on January 7, 2021 and the
22 executive sessions of that board meeting. I'm just
23 going to refer to that as the board meeting. Can we
24 have that agreement?
25 A. Sure.
Page 12

1 Q. It's my understanding from a deposition taken
2 of John Frazer at this morning's session, he
3 characterized that board meeting as having been
4 separated into three sections that he called the full
5 board meeting; and the executive session one, which
6 dealt with the Wayne LaPierre employment contract
7 approval; and then the executive session two, which was
8 the formation of the special litigation committee.
9 Does that sound accurate?
10 A. That's pretty close. There was a lot of
11 little stuff we did at the beginning and then wrapped
12 up. You know, it only took about an hour and a half.
13 Q. Okay. The -- and you attended that board
14 meeting. Correct?
15 A. Yes.
16 Q. The minutes show -- of that board meeting show
17 that there were 37 members of the 76 board members
18 present. Does that sound correct to your view?
19 A. Well, I didn't count noses, but that's
20 probably about right.
21 Q. And was that both attendance by remotely and
22 physically present?
23 A. The only thing I remember was a video
24 presentation by Carolyn Meadows, but that was not a live
25 link from what I could see.
Page 13

1 Q. Were the rest of the board members there
2 physically present there?
3 A. Yes.
4 Q. Okay. Can you tell the Court, looking at page
5 4 of the minutes -- we don't need to go to that, but did
6 you hear a request by Ms. Froman that the record reflect
7 that she was not present?
8 A. Yes.
9 Q. And can you provide any context on that
10 statement that was put into the record?
11 A. I am not sure what you're asking for.
12 Q. Do you know the reason that she requested that
13 the record reflect that she was not present?
14 MR. WATSON: Objection, speculation.
15 You can answer, Judge Journey, if you know.
16 THE WITNESS: Thank you.
17 A. I am uncertain as to why she did that.
18 Q. (BY MR. PRONSKE) Okay. Can you tell the
19 Court in general terms what is the difference between
20 the function of the full board and the executive
21 committee?
22 MR. CICILIANO: Objection, lack of
23 foundation.
24 MR. WATSON: Did we get your objection,
25 Mr. Ciciliano?

Page 14

1 MR. CICILIANO: I would just generally
2 object on foundation. Go ahead.
3 MR. WATSON: Okay. Go ahead.
4 A. It's my recollection that the executive
5 committee's purpose is basically to fill in when the
6 board is not in session to make decisions or provide
7 guidance to staff through resolutions.
8 Q. (BY MR. PRONSKE) Okay. And have you reviewed
9 the bylaws of the National Rifle Association?
10 A. Which version? You know, they change about
11 every week, it seems like, but at least every three or
12 four months.
13 Q. I would be talking about the version that
14 would be effective as of the board meeting.
15 A. I have not gotten a copy of the bylaws as they
16 were amended in the October 24th meeting.
17 Q. Okay. Would the bylaws -- do you know that if
18 the bylaws were significantly changed at that point in
19 time?
20 MR. CICILIANO: Objection, form.
21 MR. WATSON: And you can answer, Judge.
22 A. I'm sorry. Ask the question again.
23 Q. (BY MR. PRONSKE) Yeah. You said you hadn't
24 seen that most recent version of the bylaws, and I'm
25 asking you if you know whether there were significant

Page 15

1 changes made for that version?
2 A. I remember there were two bylaws events that
3 were voted on in the October 24th meeting. I do not
4 recall the topics. I do recall that I voted for both of
5 them.
6 Q. Okay. And now let's go to that board meeting,
7 and I want to ask you when the board broke up to have
8 the executive session relating to the Wayne LaPierre
9 employment contract, were you present in that executive
10 session?
11 A. Yes.
12 Q. And can you tell the Court, was the sole
13 purpose of that executive session to review and approve
14 the employment contract of Wayne LaPierre?
15 MR. WATSON: Objection. There may be a
16 privilege here, but I'll let the NRA assert that
17 privilege.
18 MR. CICILIANO: Yeah, I would likewise
19 object to the extent that it calls for the disclosure of
20 attorney/client communications or work product. I would
21 direct you not to answer on behalf of the NRA, but
22 generally --
23 MR. WATSON: I'm sorry. Are you done,
24 Dylan?
25 MR. CICILIANO: Yes.

Page 16

1 MR. WATSON: I am going to instruct you
2 not to answer that, Judge --
3 THE WITNESS: Thank you.
4 MR. WATSON: -- on that basis.
5 Q. (BY MR. PRONSKE) So Judge Journey, are you
6 refusing to answer that question?
7 A. I'm sorry, what?
8 Q. Are you refusing to answer that question on
9 your attorney's advice?
10 A. I think I should rely on my counsel's advice,
11 yes.
12 Q. Okay. So were -- was -- when that committee
13 broke up -- broke into session, was the full board told
14 that this -- that there was going to be an executive
15 session?
16 A. Generally, an executive session is moved by
17 one of the members of the board and then voted on
18 whether they should go into executive session. So it's
19 not like anybody tells you except by making the motion.
20 Q. Okay. And that motion was made in the full
21 board session. Is that right?
22 A. Yes.
23 Q. And the full board would have had all of the
24 board of directors and other individuals that would
25 have -- there would have been attorneys and then there

Page 17

1 would have been other individuals there. Is that
2 correct?
3 A. Yes. There were -- there's the board counsel,
4 Wit. And then, of course, there's the general counsel,
5 the secretary. They were both present, and I believe
6 Mr. Brewer was present also. I know he came in and out
7 of the room a couple times.
8 Q. Would there -- would that -- would the full
9 board session be a session that would be considered
10 privileged?
11 MR. CICILIANO: Objection, calls for a
12 legal conclusion.
13 Q. (BY MR. PRONSKE) Or just the executive
14 session?
15 MR. WATSON: I'm going to object. It
16 does call for a legal conclusion.
17 Q. (BY MR. PRONSKE) You can answer, if you know.
18 MR. WATSON: You can answer. You can go
19 ahead and answer, Judge.
20 A. Okay. What was the question again?
21 Q. (BY MR. PRONSKE) The question is is it just
22 the executive sessions that are considered to be
23 privileged, or is the full board session also considered
24 privileged?
25 A. I --

Page 18

1 MR. WATSON: I'm going to object. Same
2 objection.
3 Before you answer, Judge, let me object.
4 THE WITNESS: Okay.
5 MR. WATSON: Calls for a legal
6 conclusion.
7 But you can answer.
8 A. It's my understanding that the regular board
9 meeting is reflected in the minutes and, therefore, it's
10 not privileged because everybody has access to the
11 minutes.
12 Q. (BY MR. PRONSKE) Okay.
13 A. So I believe the privilege extends to the
14 executive session.
15 Q. Okay. So then I'm going to go back to my
16 original question that was objected to, which is did the
17 full board -- was the full board aware that there was
18 going to be an executive session where the sole issue to
19 be reviewed would be the Wayne LaPierre employment
20 contract?
21 MR. WATSON: Same objection, calls for
22 speculation. He can't testify to what the other board
23 members knew. He can only testify to what he observed
24 or his impression of what happened.
25 MR. CICILIANO: And I would further

Page 19

1 object to the extent that it requires the judge to
2 actually opine as to what was discussed in a privileged
3 session in order to answer the question, as it
4 presupposes the privilege, the nature of the
5 communication.
6 Q. (BY MR. PRONSKE) You can answer the question.
7 A. The board goes into executive session when a
8 member of the board makes a motion and it's seconded,
9 and then the board votes on that motion. If the
10 board -- so someone would bring up the topic, and then
11 someone would say let's go into executive session, and
12 then the board votes, and they go into executive session
13 if it passes. I mean, it's not like they say we're
14 going to do this at that time and we'll be here.
15 Q. Was the board aware that there was going to be
16 an executive session where the Wayne LaPierre employment
17 contract was going to be discussed and approved?
18 MR. WATSON: Objection, asked and
19 answered or --
20 Could you restate the question, Gerrit?
21 A. I don't think there was any advance notice
22 like an agenda. You know, you all have copies of the
23 agenda. It doesn't say we're going into executive
24 session here.
25 Q. (BY MR. PRONSKE) Okay. Can you tell the

Page 20

1 Court which attorneys were present in the executive
2 session to discuss the employment contract?
3 MR. CICILIANO: I would just object on
4 the same point to the nature of the question and
5 presupposing what was discussed.
6 You can answer who was at the executive
7 session, what attorneys.
8 A. I don't remember if Brewer was in the room
9 during that conversation, but I believe Mr. Frazer was.
10 He was there the entire time. And I believe board
11 counsel was present.
12 Q. (BY MR. PRONSKE) Is that William Davis?
13 A. Yes.
14 Q. Okay.
15 A. That's Wit. That's all I know, Wit. Yeah,
16 you're right, William Davis, okay.
17 Q. And was Sara Rogers present?
18 A. I'm not sure.
19 Q. Were there any staff members present in that
20 executive session?
21 MR. CICILIANO: Objection, vague.
22 A. You presume I know everybody. I don't know.
23 Q. (BY MR. PRONSKE) Okay. During that executive
24 session, were the members that were sitting in that
25 session provided with a copy of Mr. LaPierre's

Page 21

1 employment contract to be approved?
2 A. They were not given a copy, no. There were
3 two copies at two tables, and you had to sit there and
4 read it and turn it back in.
5 Q. And did you go over and open that contract and
6 review it?
7 A. Yes, I read it.
8 Q. Was there a presentation made by someone with
9 respect to that contract?
10 A. Mr. Cotton was the -- is the first vice
11 president of the NRA, and as President Meadows was not
12 at the board meeting, he ran the meeting. So there was
13 another lawyer in the room, too, by the way. You know,
14 you'll have to ask him what he said.
15 Q. Okay. And was Mr. LaPierre present in that
16 session?
17 A. No. No.
18 Q. This morning --
19 A. Mr. LaPierre came for about three minutes and
20 left and did not return to the board meeting.
21 Q. Okay. So he attended the full board meeting
22 or this executive session?
23 A. He was not in either of the executive
24 sessions.
25 Q. Okay. So Mr. Frazer testified this morning he
Page 22

1 was in that executive session. Is he just incorrect on
2 that?
3 MR. WATSON: Objection, assumes facts not
4 in evidence. Judge Journey wasn't present this morning
5 at Mr. Frazer's deposition.
6 Q. (BY MR. PRONSKE) Let me rephrase that.
7 If Mr. Frazer said at a deposition this
8 morning that Mr. LaPierre was in that session, would he
9 be incorrect?
10 A. My recollection is that the way the board
11 meeting runs is we all go in and we do the roll call and
12 then the officers give us their reports, like the EVP,
13 Mr. LaPierre. And he came in, gave his report. It was
14 very short. And he left. And I don't remember seeing
15 him enter the room again --
16 Q. Okay.
17 A. -- during the board meeting.
18 So you know, maybe Frazer -- but I'm looking
19 forward and Frazer is looking back. So he may have
20 entered behind me and I had not seen it. I don't know.
21 All I know is what I saw in front of me.
22 Q. Was there a discussion in that session of
23 authority to file for bankruptcy?
24 MR. CICILIANO: I would just object
25 pursuant to the attorney/client privilege and direct the
Page 23

1 witness not to answer.
2 MR. WATSON: And I, too, am going to
3 direct you not to answer that, Judge Journey.
4 THE WITNESS: Okay.
5 A. Okay. I can't tell you what they did say, but
6 I think I can tell you what they didn't say. And nobody
7 during that --
8 MR. CICILIANO: I would object -- I would
9 object, Judge, and direct you that what was said or was
10 not said is covered by the attorney/client privilege,
11 and I would direct you not to answer. The NRA is not
12 waiving that privilege.
13 THE WITNESS: Okay.
14 A. Nobody said the word "bankruptcy."
15 Q. (BY MR. PRONSKE) Okay. And did anyone say
16 the word -- and let me ask you this question. As far as
17 not answering the question regarding a discussion about
18 authority to file bankruptcy, are you refusing to answer
19 that question?
20 A. No. You know, I think my motion speaks for
21 itself.
22 Q. Okay.
23 A. Doesn't it?
24 MR. CICILIANO: Mr. Pronski, we ought to
25 be clear here that the privilege is not his to assert or
Page 24

1 to waive. The privilege is for the NRA to assert and
2 waive. And if you are going to insist on getting -- and
3 with respect to Mr. Journey, he may want to talk about
4 it.
5 But to the extent you're going to insist that
6 he break or attempt to break the privilege that's owned
7 by the NRA, I will have to shut the deposition down to
8 seek a protective order under Rule 30G or 30D.
9 I don't intend to interfere with the rest of
10 his testimony. So if that's your intent to do so, I say
11 we draw a box around this and move on to other subject
12 matters.
13 MR. PRONSKE: Well, I think you're going
14 to have a hard time shutting the deposition down because
15 I'm insisting on something when all I've done,
16 Mr. Ciciliano, is ask questions, and I am going to
17 continue to ask questions, and I am going to ask him --
18 when he doesn't want to answer a question, I am going to
19 ask him if he refuses to answer the question. If you
20 interpret that as insisting, then by all means file
21 whatever you need to file.
22 Q. (BY MR. PRONSKE) Judge Journey, can you tell
23 the Court, you've said that the word "bankruptcy" was
24 not used in that session. Was the word "Chapter 11"
25 used in that session?
Page 25

1 MR. CICILIANO: I am going to object and
2 direct you not to answer pursuant to the attorney/client
3 privilege, and if you insist on answering, the
4 deposition will be terminated right now.
5 Q. (BY MR. PRONSKE) Are you refusing to answer
6 that question, Judge Journey?
7 MR. WATSON: I am going to direct you not
8 to answer, Judge Journey.
9 THE WITNESS: Okay. Okay. All right, I
10 will follow your lead, Mr. Watson.
11 Q. (BY MR. PRONSKE) Was the word
12 "reorganization" used in that executive session?
13 MR. CICILIANO: I will once again object
14 and direct the witness not to answer pursuant to the
15 attorney/client privilege.
16 MR. WATSON: I will direct you not to
17 answer, Judge Journey.
18 THE WITNESS: Thank you.
19 Q. (BY MR. PRONSKE) Are you refusing to answer,
20 Judge Journey?
21 A. I reluctantly am, yeah.
22 Q. Was the word -- were either the word "court"
23 or the word "filing" used in that executive session?
24 MR. CICILIANO: I will once again object
25 pursuant to the attorney/client privilege and direct the
Page 26

1 judge not to answer.
2 MR. WATSON: Judge, don't answer the
3 question. I'm instructing you not to answer.
4 THE WITNESS: Okay.
5 A. I'm sorry, I have to say no, I can't answer.
6 Q. (BY MR. PRONSKE) Judge Journey, as you -- as
7 you know, the LaPierre employment agreement says -- that
8 was approved says that Wayne LaPierre is empowered,
9 quote, to reorganize or restructure the affairs of the
10 association for purposes of cost minimization,
11 regulatory compliance or otherwise, closed quote. Are
12 you aware of that language?
13 A. Yes.
14 Q. Was there any discussion during the executive
15 committee session whatsoever regarding that sentence of
16 the agreement?
17 MR. CICILIANO: I am going to object
18 pursuant to the attorney/client privilege and direct the
19 judge not to answer.
20 MR. WATSON: Yeah, Judge, don't -- I'm
21 going to instruct you not to answer that question.
22 THE WITNESS: All right. That's fine.
23 Q. (BY MR. PRONSKE) Your testimony, I believe,
24 Judge Journey, is that you did read the entire agreement
25 before it was approved?
Page 27

1 A. That's correct.
2 Q. As a board member of the NRA, do you believe
3 that those -- that that sentence approved or authorized
4 the filing of a bankruptcy by the NRA?
5 MR. CICILIANO: I would just object, and
6 to the extent that your belief is based on what has been
7 told to you by the counsel of the NRA, I would direct
8 you not to answer. To the extent you have an individual
9 recollection, you may.
10 MR. WATSON: Judge Journey, you can
11 answer based on your -- based on your knowledge or
12 observations.
13 THE WITNESS: Okay.
14 A. So what was the question again? You guys, I'm
15 having too much fun watching y'all. I'm sorry, I'm
16 distracted, okay.
17 Q. (BY MR. PRONSKE) The question, Judge Journey,
18 is that that sentence that I read from the employment
19 contract, do you believe that those words authorized or
20 approved a bankruptcy filing of the NRA?
21 A. You know, when I read that -- we reorganize
22 the NRA all the time. We create committees, and we do
23 all kinds of things that are not what would have been
24 contemplated as what occurred. So, you know, I did
25 not -- I'm a little mad at myself because I didn't make
Page 28

1 that link.
2 Q. You didn't make that connection. There was
3 certainly no discussion of bankruptcy that would have
4 allowed you to make that connection. Is that right?
5 MR. CICILIANO: I am going to object
6 pursuant to the attorney/client privilege and direct the
7 witness not to answer what occurred in the executive
8 session.
9 MR. WATSON: Yes, Judge, don't -- don't
10 answer the question.
11 A. Yeah, I don't have to answer that one. That's
12 self-apparent.
13 Q. (BY MR. PRONSKE) So to be apparent and to be
14 clear, your testimony is, am I correct, Judge Journey,
15 that you did not make any correction -- any correlation
16 in your mind between that sentence of the employment
17 contract or any other sentence in the employment
18 contract and the filing of a bankruptcy. Is that
19 correct?
20 MR. CICILIANO: I would just to -- I
21 would just object. To the extent that that requires you
22 to divulge what's in your mind with respect to what was
23 informed to you by counsel of the NRA, I would direct
24 you not to answer to that extent.
25 MR. WATSON: Judge, you can answer the
Page 29

1 question based upon what you know and your recollection.
2 THE WITNESS: Thank you.
3 A. You know, I just want to say "sustained" or
4 "overruled." I don't know.
5 But anyway, you know, there was -- there was
6 no hint in my little feeble mind that anyone was
7 contemplating bankruptcy.
8 Q. (BY MR. PRONSKE) All right. And was the
9 resolution to approve the employment contract ultimately
10 adopted by the executive session?
11 A. It was adopted, and then it was reflected in
12 the minutes when we came out.
13 Q. And was that adoption unanimous?
14 A. I -- I know I voted for it, but I'm not sure.
15 I suppose so. I don't remember anybody sticking
16 their -- else sticking their head out of the trench.
17 Q. Right.
18 Do you -- have you had any discussions with
19 board members about the bankruptcy filing after it was
20 filed?
21 A. Sure.
22 Q. How many would you say you've spoken with?
23 A. (Laughter.) I talk to a lot of people. I
24 mean, you know, I called the US Trustee for Kansas, who
25 just retired who is a really good friend of mine. I

Page 30

1 talked to him. I talked to lots of people after the
2 filing of the bankruptcy, sure.
3 Q. So can you -- let's drill down on that
4 conversation with the US Trustee. Can you tell me about
5 that conversation?
6 A. He is a really good friend, been my friend for
7 over 30 years, Ed Nazar. He just retired as the trustee
8 for the district of Kansas. And I talked to him about
9 the bankruptcy. And he was so kind. He sent me
10 mountains of research, and I learned all about
11 Chapter 11 in about four days.
12 Q. Did you have any discussion with that United
13 States trustee about any concerns that you had that that
14 bankruptcy was not authorized in the board meeting?
15 A. Yes.
16 MR. WATSON: Objection.
17 THE WITNESS: Sorry.
18 MR. WATSON: Objection. It calls for
19 speculation, and it calls for a legal conclusion based
20 upon -- to the extent it calls for a legal conclusion, I
21 am instructing him not to answer, but he can answer
22 generally as to what his understanding is of how
23 bankruptcy works.
24 Q. (BY MR. PRONSKE) Actually, that's not the
25 question. The question is what was discussed with the

Page 31

1 US Trustee as far as the authorization issue?
2 A. That -- that was one of the questions, was how
3 corporations authorize the filing of a bankruptcy.
4 Q. What was the substance of that conversation
5 regarding authorization?
6 A. Oh, my gosh. That was so long ago. That was
7 like on January 16, you know. We had -- we had many
8 conversations over the next three days, because I would
9 seek clarification and he would send me more research.
10 I thought he was going to send me his Colyers and just
11 get it over with, you know.
12 Q. Did you tell that -- did you tell that US
13 Trustee during any of those conversations that you
14 believed that the filing of the bankruptcy by the NRA
15 was not authorized?
16 MR. WATSON: Objection, calls for a legal
17 conclusion.
18 You can answer.
19 A. That was my impression, yes, and that was what
20 I related to Mr. Nazar.
21 Q. (BY MR. PRONSKE) And did you tell the United
22 States Trustee during those conversations that the
23 filing of bankruptcy was not discussed in the board
24 meetings?
25 MR. CICILIANO: I would just object here.

Page 32

1 First of all, I think you're mischaracterizing. He
2 wasn't the US Trustee.
3 But second of all, to the extent that you did
4 disclose anything covered by the attorney/client
5 privilege, I would direct you not to disclose it again.
6 That's not a waiver. You don't have the ability to
7 waive it.
8 THE WITNESS: Thank you. One thing I
9 would like to clarify --
10 MR. WATSON: I instruct you not to answer
11 the question, Judge.
12 THE WITNESS: I just want to make sure
13 they say the retired trustee, because he's retired and
14 playing with his grandkids in Kansas City, and that's
15 where I found him, you know. He -- he retired like six
16 months ago or something like that. He had been a
17 trustee for 30 years ago.
18 Q. (BY MR. PRONSKE) So are you refusing to
19 answer that question under advice of counsel?
20 A. I think we could go there for that, for this
21 one right now, yeah.
22 Q. Okay. Do you believe, Judge Journey, as a
23 board member that only the full board of directors of
24 the NRA can authorize a bankruptcy filing?
25 MR. WATSON: Objection, calls for legal

Page 33

1 conclusion.
2 But you can answer, Judge.
3 MR. CICILIANO: Yeah, I would just object
4 to the extent you've been informed by counsel one way or
5 the other of the NRA; but to the extent you have a
6 personal opinion, go ahead.
7 A. My personal review of the statutes and the
8 case law tells me that the board has to authorize it.
9 Q. (BY MR. PRONSKE) Okay. And do you think that
10 the filing of bankruptcy can be delegated to the
11 executive committee?
12 MR. WATSON: Same objection, calls for a
13 legal conclusion.
14 MR. CICILIANO: Same.
15 And to the extent that it's informed by
16 counsel, don't answer that, but in your personal
17 knowledge, go ahead.
18 A. I think it's possible that the board can
19 delegate some authority under the bylaws. And whether
20 that delegation occurred properly under the bylaws and
21 whether that delegation was done knowingly, of course,
22 is a question of fact somebody we all know is going to
23 end up answering.
24 Q. (BY MR. PRONSKE) Would you -- Judge, would
25 you consider the filing of a bankruptcy petition -- as a
Page 34

1 board member, would you consider the filing of a
2 bankruptcy petition of the NRA to be the performance of
3 a corporate activity of the NRA of such major
4 significance as to warrant action by the full board?
5 MR. CICILIANO: I would --
6 MR. WATSON: Same objection. Hold on,
7 Dylan. Same objection, calls for a legal conclusion.
8 Go ahead.
9 MR. CICILIANO: I would similarly object.
10 Furthermore, I would object to the extent that that's
11 informed by the legal advice of counsel of the NRA.
12 But in your personal opinion, I guess go
13 ahead.
14 A. If I had thought otherwise, I don't think I
15 would have filed the motion, do you, Gerrit?
16 Q. (BY MR. PRONSKE) Well, I'm asking you. So
17 your answer is that you believe that the filing would be
18 a corporate activity of major significance?
19 A. Yes.
20 Q. Okay. Would you consider the filing of a
21 bankruptcy petition of the NRA to qualify as a petition
22 for a judicial dissolution?
23 MR. WATSON: Objection, calls for a legal
24 conclusion.
25 MR. CICILIANO: Join.
Page 35

1 MR. WATSON: And speculation.
2 (Reporter clarification.)
3 MR. WATSON: Yes, Judge, could you wait
4 until I'm done objecting?
5 THE WITNESS: Okay.
6 MR. WATSON: Okay. Now you can answer.
7 A. I don't think that the bankruptcy petition was
8 a petition to dissolve the NRA.
9 Q. (BY MR. PRONSKE) If you know the answer to
10 this. If the bankruptcy of the NRA, if it's potentially
11 unsuccessful, for example, if it's converted to a case
12 under Chapter 7, could the filing of the bankruptcy
13 result in a dissolution?
14 MR. WATSON: Same objection. That calls
15 for legal conclusion. Judge Journey is not a bankruptcy
16 practitioner or an expert in bankruptcy.
17 But you can answer the question to the extent
18 you know --
19 A. If it gets converted to --
20 MR. WATSON: Hold on, Judge. Hold on.
21 THE WITNESS: Okay.
22 MR. WATSON: To the extent that your
23 opinion is informed by other than counsel, your counsel
24 or the NRA's counsel, you can answer.
25 THE WITNESS: Thank you.
Page 36

1 A. If a Chapter 11 is converted to a Chapter 7,
2 it does require dissolution, as I understand the
3 statutes, or if it goes back to New York. That's what
4 the Attorney General of New York wants.
5 Q. (BY MR. PRONSKE) Let's look at --
6 MR. PRONSKE: If we could go ahead and
7 put up page 17 of the bylaws.
8 MR. VAN HORN: Okay. One second.
9 MR. CICILIANO: And Gerrit, are you
10 moving to introduce the entire set of the bylaws or are
11 you just going to do one page?
12 MR. PRONSKE: We'll go ahead and admit
13 the entire set of the bylaws.
14 MR. VAN HORN: All right. Almost there.
15 Okay. Bylaws should be in the marked exhibit folder.
16 (Exhibit 1 marked.)
17 MR. VAN HORN: And while we're waiting to
18 do the screen share, there's an agreement on the record
19 for the prior deposition about objecting only to form or
20 objection to privilege. While I'm waiting to get this
21 on screen share, can that agreement be reached for
22 purposes of this deposition?
23 MR. WATSON: No, not on our side. Sorry.
24 And I will try to keep my objections short.
25 MR. VAN HORN: Okay. Does everyone see
Page 37

<p>1 the bylaws? 2 MR. CICILIANO: Yes. 3 MR. VAN HORN: Okay. And what page, 4 Gerrit? 5 THE WITNESS: Those are not the version 6 that was in effect at the time of the meeting. That's 7 September 2019, I think, or September '19. Go back -- 8 yeah, it's the 2019 version. They've been amended at 9 least three times since then. So why are we asking me 10 questions about the wrong set? 11 Q. (BY MR. PRONSKE) Do you have any reason, 12 Judge Journey, to believe -- and I want you to look at 13 paragraph C on page 17 and ask you think that has 14 been -- if the duties of the vice president have been 15 altered from the year prior bylaws? 16 MR. WATSON: I am going to object. He 17 has already indicated that this isn't the most recent 18 version, and to get him to answer would be speculative 19 and it's not the best evidence because it's not the 20 actual version of the bylaws. 21 I'm not trying to be an obstructionist, but -- 22 Dylan, do you have a copy of it? 23 MR. CICILIANO: These are the bylaws that 24 were produced by the NRA pursuant to the 341 meeting of 25 creditors after the first meeting on February 22. And I Page 38</p>	<p>1 am about to ask the question. 2 Q. (BY MR. PRONSKE) Judge Journey, if you could 3 please look at subparagraph C, which is the duties of 4 the executive vice president. Do you see that? 5 A. Yes. 6 Q. Do you see anything in the duties of the vice 7 president that -- that would authorize the executive 8 vice president to approve a bankruptcy filing? 9 A. No. 10 Q. And I want you to look at subparagraph D, 11 which is the -- the duties of the secretary. And -- 12 yeah, and let's look at specifically subparagraph 3. Do 13 you see that subparagraph 3? 14 A. Yes. 15 Q. And do you see that that gives the secretary 16 the -- the secretary's duties would include duties as 17 may be assigned by the board of directors? 18 A. Yes. 19 Q. Do you see that same provision in the 20 executive vice president's duties, in other words, 21 allowing the executive vice president to perform tasks 22 that are assigned or delegated by the board of 23 directors? 24 A. To belabor the obvious, no. 25 Q. Do you believe that the board of directors has Page 40</p>
<p>1 understand there was amendments that were also produced 2 with a red line after that meeting, and that was also 3 produced to the parties at the 341 meeting. And that's 4 the only -- those are the documents the NRA provided as 5 being representative of the current version of the 6 bylaws, this set that we're looking at and then the red 7 line of a provision that we're not talking about right 8 now. 9 MR. WATSON: Okay. And I am not trying 10 to take up much more time, guys, but with that 11 representation, Judge, I will let you answer the 12 question. 13 THE WITNESS: Okay. 14 MR. WATSON: But we didn't get a copy of 15 it. So -- and we were at the 341 meeting. 16 Can either Dylan or you, Gerrit, or Eric 17 provide me with a copy of it, please. 18 MR. VAN HORN: I'll email it right now, 19 but it's also in the Exhibit Share folder. 20 MR. WATSON: That's good enough for me. 21 With that representation, Judge, you can 22 answer the question. 23 Could you repeat -- could you read back the 24 question for Judge Journey, Julie? 25 MR. PRONSKE: There isn't a question. I Page 39</p>	<p>1 the ability to delegate the corporate authority to file 2 bankruptcy to the executive vice president? 3 MR. CICILIANO: I would just object, 4 calls for a legal conclusion. 5 MR. WATSON: You can answer, Judge. 6 A. No. 7 Q. (BY MR. PRONSKE) Okay. 8 MR. PRONSKE: Eric, you can take that off 9 the sharing. Thank you. 10 So Eric, can you put up the employment 11 contract, the first page of it, please, the one that was 12 approved? 13 MR. VAN HORN: Yes. 14 (Exhibit 2 marked.) 15 THE WITNESS: Wow, I haven't got to see 16 this in a long time. 17 MR. CICILIANO: And Gerrit, just as he's 18 putting it up, we have the agreement for this deposition 19 to go forward that we were entitled to half the time. I 20 know Judge Journey's indicated you maybe only have two 21 hours. I just want to make sure we're still good with 22 that agreement, how to handle it so that we don't just 23 invalidate the entire deposition. 24 MR. PRONSKE: Yeah, well, we have a 25 notice of deposition that's noticed specifically for Page 41</p>

1 four hours, and we have an agreement with you to share
2 that time. We intend to go two hours.
3 MR. CICILIANO: Okay. I mean, if we're
4 denied the opportunity to cross, it's a violation of the
5 agreement we had.
6 MR. WATSON: We weren't a part of that
7 agreement, and that's all I'm trying to get you guys to
8 see. We'll see how he feels after two hours and see if
9 we can continue. We're not trying to deny either side
10 equal time. It's just that he had a docket today. And
11 the agreement that I reached with the New York AG was
12 for two hours.
13 MR. CICILIANO: And I appreciate that,
14 Jermaine. And my only point was we were unaware that
15 when they noticed it for four, there wasn't actually an
16 agreement for four. I assumed that that was cleared
17 with you guys, so that's a little bit of a surprise to
18 hear that.
19 MR. WATSON: Well, Gerrit made it known
20 on the record yesterday at yesterday's hearing, but we
21 don't need to get into that.
22 You can go ahead, Gerrit.
23 MR. PRONSKE: Okay. Thank you.
24 Q. (BY MR. PRONSKE) All right. Do you see,
25 Judge Journey, in paragraph 2A of the contract, the

Page 42

1 second sentence of that clause in paragraph 2A says that
2 among his authorities, employee shall be empowered to
3 exercise corporate authority in furtherance of the
4 mission and interests of the NRA, including without
5 limitation to reorganize or restructure the affairs.
6 Do you see that?
7 A. Yes.
8 Q. So to the extent that this employee is being
9 empowered to exercise corporate authority and to the
10 extent that that corporate authority is to file
11 bankruptcy, do you believe that the board has the
12 authority under the bylaws to delegate that corporate
13 authority to the executive vice president?
14 MR. WATSON: I am going to object because
15 it calls for a legal conclusion.
16 But you can answer, Judge.
17 A. I do not believe so.
18 Q. (BY MR. PRONSKE) Okay. Judge Journey, in
19 your opinion as a board member, would in the event -- I
20 am not asking you to testify as to what happened at the
21 meeting. But in the event that that provision being
22 used -- or let me ask you this way.
23 Would the lack of pointing out this provision
24 or having a discussion about it add to its
25 inappropriateness?

Page 43

1 MR. WATSON: Objection, calls for
2 speculation.
3 But you can answer, Judge.
4 MR. CICILIANO: And I would further
5 object to form.
6 A. Yeah, that one's a little tough to answer.
7 Q. (BY MR. PRONSKE) Okay. What I'm asking you
8 is that if there was no discussion or if that provision
9 was not pointed out in that session as being something
10 that was authorizing bankruptcy, would that, in your
11 opinion, be inappropriate and add to the
12 inappropriateness of that delegation of corporate
13 authority?
14 MR. WATSON: Same objection. I think
15 it's speculative.
16 MR. CICILIANO: Objection, form.
17 MR. PRONSKE: It's only speculating
18 because you won't let him answer.
19 MR. WATSON: No, he can answer. I'm just
20 doing my job, Gerrit. Go ahead.
21 THE WITNESS: Okay. Okay.
22 A. No.
23 Q. (BY MR. PRONSKE) Is the filing of the
24 bankruptcy of the NRA something that could potentially
25 have impacted you as a board member?

Page 44

1 MR. CICILIANO: Objection, calls for
2 legal conclusion and speculation.
3 MR. WATSON: You can answer, Judge.
4 A. I am trying to figure out where you're going
5 with that one. I'm not sure what you mean by affect.
6 Q. (BY MR. PRONSKE) Yeah, let me give you an
7 example. Sometimes when an individual is seeking a loan
8 from a bank, you're going to have to answer a question
9 whether you are involved in a corporation or a board
10 member of a corporation that filed bankruptcy.
11 My question to you is, is the filing of the
12 bankruptcy of the NRA something that you believe could
13 potentially have negatively impacted you?
14 MR. CICILIANO: Object --
15 MR. WATSON: Hold on. Hold on.
16 Objection, speculation.
17 MR. CICILIANO: Form and foundation as
18 well, and characterization that counsel made.
19 A. I'm going to tell you I had not considered
20 that possibility, but I see where you're going.
21 Q. (BY MR. PRONSKE) Well, let ask you this, and
22 let me make it more simple. As a board member, would
23 you have liked to have known that the entity that you're
24 a board member of was going to file bankruptcy?
25 A. That's obvious, yes.

Page 45

1 Q. The board minutes --
2 MR. PRONSKE: And Eric, you can take down
3 the bylaws. Thank you.
4 Q. (BY MR. PRONSKE) The board minutes of the NRA
5 say that the full board -- or that the full board
6 approved the employment contract. So would it be
7 correct to say that that employment contract was
8 approved both by the executive session and by the full
9 board?
10 A. When -- okay. So the board goes into
11 executive session. It votes. And then when we go out
12 of executive session, they record in the full board
13 meeting, as you describe it, what happened.
14 Q. Okay.
15 A. So we don't vote on it twice.
16 Q. Okay. What other board members have you
17 spoken to about the -- or let me ask this question.
18 Is the first time that you knew that the NRA
19 was going to file bankruptcy after the bankruptcy was
20 filed?
21 A. Yes.
22 Q. And have you spoken to any other board members
23 about the bankruptcy filing of the NRA since its filing?
24 A. Yes.
25 Q. And which board members have you spoken to?
Page 46

1 A. I need a book so I can, like, go through the
2 names with you.
3 Q. Is it a number of them?
4 A. A lot, yeah. As many as I could get ahold of.
5 Q. And can you give me one example?
6 A. Todd Rathner was probably the first one I
7 called and then Sandy Froman.
8 Q. Can you repeat the name? I'm sorry.
9 A. Todd Rathner.
10 Q. Okay.
11 A. And Sandy Froman. I am trying to remember.
12 Colonel Brown. Buzz -- Buzz, Buzz, Buzz -- I think it's
13 Davis. There's a bunch of them I don't know. There's a
14 lot of them that I knew from when I was on the board 25
15 years, so I basically went to the older ones that I had
16 known longer first.
17 Q. And were those discussions by telephone?
18 A. Yes.
19 Q. And I'm assuming there were no other persons
20 present other than you and the other person to the
21 telephone call during those conversations. Is that
22 correct?
23 A. Not that I'm aware of.
24 Q. And certainly no lawyers present. Is that
25 right?
Page 47

1 A. Not that I'm aware of. I mean, I don't know
2 who was on the other end of the phone, but, you know --
3 Q. And your -- your opinion or displeasure, or
4 just factually, was it discussed with any of those board
5 members that bankruptcy was not discussed during the
6 board meeting?
7 MR. CICILIANO: I would just object to
8 the extent that it calls for attorney/client privilege
9 and instruct you not to answer.
10 MR. WATSON: Yeah, I am not going to let
11 you answer it.
12 Could you rephrase the question, Gerrit?
13 MR. PRONSKE: Yeah.
14 Q. (BY MR. PRONSKE) And I'm asking you, Judge
15 Journey, not to divulge any attorney/client privilege.
16 I am asking you to -- you were speaking board member to
17 board member with no attorney present, and I am asking
18 you during those conversations was it ever discussed,
19 with no lawyer present again, that there was no
20 discussion of the filing of bankruptcy at the time that
21 this employment contract was approved by the board?
22 MR. CICILIANO: I would similarly object
23 and state that the NRA asserts that even communications
24 between board members regarding attorney/client
25 privileged communications are still privileged. They're
Page 48

1 within the privilege group. I would direct him not to
2 answer.
3 MR. WATSON: Yeah, Judge, I'm going to
4 direct you not to answer that.
5 THE WITNESS: Thank you.
6 Q. (BY MR. PRONSKE) Are you --
7 A. I'm afraid I will have to do that, not answer.
8 Q. Judge Journey, are you familiar with a
9 Washington Free Beacon article dated March the 9th, 2021
10 that was published at 5:00 a.m. on that date?
11 A. Yes.
12 Q. Okay. And for purposes of this discussion, I
13 am going to refer to the Washington Free Beacon as the
14 WFB. Can we have that understanding?
15 A. Sure.
16 Q. Did you speak to -- prior to that article
17 being published, did you speak with a reporter from the
18 WFB?
19 A. Yes.
20 Q. When was that discussion in relation to the
21 date of the publication of the article?
22 A. Immediately preceding.
23 Q. The same day or the day before?
24 A. Day before.
25 Q. Day before.
Page 49

1 And the person that you spoke to, was that
2 Stephen Gutowski, the author of the article?
3 A. That's who he represented himself to be, yes.
4 Q. Okay. So that WFB article says, quote, Board
5 member Phillip Journey accused NRA lawyers of misleading
6 the board about the creation of the special litigation
7 committee and the bankruptcy in a court filing, closed
8 quote.
9 Are you quoted correctly by the WFB in that
10 sentence?
11 MR. CICILIANO: I would just object.
12 But go ahead.
13 I would object to form. And also, it's in the
14 third person, so it didn't sound quite right without
15 seeing the article.
16 MR. WATSON: And I would object that the
17 article itself would speak for itself. I mean, it's
18 been published.
19 A. I do believe that quote was accurate.
20 Q. (BY MR. PRONSKE) And when you said that NRA
21 lawyers misled the board, which NRA lawyers are you
22 referring to?
23 A. I think that that would be -- assuming -- that
24 assumes that they knew, which information I have
25 received subsequently tells me that Mr. Davis may not
Page 50

1 have known about the bankruptcy filing. So if we take
2 him out, then I'm looking at Cotton and Brewer who were
3 in the room.
4 Q. So your testimony is that you believe Cotton
5 and Brewer misled the board about the filing of the
6 bankruptcy. Is that correct?
7 A. Presuming that they knew the filing was going
8 to happen.
9 MR. CICILIANO: I would object to the
10 extent it calls for attorney/client privilege. You're
11 asking him what people he was referencing in the
12 article, and he can testify to that, but not to the
13 content of what happened at that board meeting.
14 MR. PRONSKE: Well, if he's testifying to
15 misleading and fraud, there's a fraud exception in
16 attorney/client privilege, Mr. Ciciliano.
17 MR. CICILIANO: Mr. Pronske, you don't
18 get to blow through the fraud privilege by merely
19 asserting it. It has to be demonstrated to the Court,
20 which hasn't been done, and that also has different
21 standards, so you haven't proven the fraud privilege.
22 Go ahead.
23 Q. (BY MR. PRONSKE) Judge Journey, the article
24 goes on to say, quote, Journey, a Kansas City family
25 court judge, told the Free Beacon that the board was not
Page 51

1 made aware of the bankruptcy plan when it voted to
2 empower the committee in a January 7, 2021 meeting. He
3 said he found out about it when his daughter texted him
4 a news story, closed quote.
5 Are you correctly quoted by the WFB in that
6 sentence?
7 A. Well, I know I'm not a Kansas City judge, but
8 other than that, I believe that was accurate.
9 Q. I'm sorry, I actually misread that. It says
10 a Kansas family court judge. Is that --
11 A. Oh, okay.
12 Q. Is that correct?
13 A. Kansas City is a long ways away from where I'm
14 at, yeah.
15 Q. What part of Kansas are you in?
16 A. I'm in the largest city in the state, Wichita.
17 Q. Okay. Okay. I have a lot of family in Kansas
18 myself. They're all farmers.
19 A. That means they're way out west, yeah.
20 Q. So when the -- when the article says that you
21 found out about the bankruptcy when your daughter texted
22 you a news story, is that a correct statement?
23 A. Yes.
24 Q. And presumably that was after the bankruptcy
25 filing. Is that right?
Page 52

1 A. Yes.
2 Q. But you didn't know about the bankruptcy
3 filing until after the bankruptcy was filed. Is that
4 correct?
5 A. I had not checked my email when I left work
6 that day, and I was on my way home.
7 Q. And did you receive an email about the filing
8 of the bankruptcy?
9 A. Yes, from Mr. Frazer.
10 Q. And was that email sent after the bankruptcy
11 was filed?
12 A. I believe so. It was about 4 o'clock that
13 afternoon on the 15th.
14 Q. So even if you had been checking your email
15 that day, you still wouldn't have known about the
16 bankruptcy until after it was filed. Is that right?
17 A. That's accurate.
18 Q. Okay. The next I am going to call it colorful
19 quote from the WFB article says, quote, You could have
20 seen the top of my car blow off with my head, Journey
21 said, quote, because I knew what that meant. It meant
22 that those three lawyers committed a lie of omission as
23 to material facts to the board of directors. Nobody
24 said bankruptcy, closed quote.
25 Is that quote that's attributed to you
Page 53

1 accurately attributed?
2 A. I think so. I would have modified it, and I
3 would have said at least up to three instead of all
4 three, because I think one may not deserve that.
5 Q. And that quote then instead of saying three
6 lawyers, up to three lawyers, that would be -- that
7 would include Mr. Cotton and Mr. Brewer. Is that
8 correct?
9 A. Yes.
10 Q. And when you said in that quote nobody said
11 bankruptcy, I'm assuming that means in the board meeting
12 or the executive session of the board meeting. Is that
13 correct?
14 MR. WATSON: Objection. Objection.
15 Mr. Ciciliano, do you have a privilege to
16 assert on behalf of the NRA?
17 MR. CICILIANO: Yeah, I am objecting to
18 the extent it's calling for the disclosure of what
19 occurred during the board meeting.
20 If you're asking him what he said to the
21 newspaper guy, I guess that's just verifying the quote.
22 MR. PRONSKE: Actually, here is what I am
23 doing. And listen to me for a minute, all right? I am
24 not asking him what happened, and I am not asking him
25 about anything that he said that -- where an attorney
Page 54

1 was present.
2 I'm saying that when he said nobody said
3 bankruptcy, I'm asking him did he mean at that -- when
4 he said that to a reporter with no lawyer present -- and
5 let me pause for just a minute.
6 Q. (BY MR. PRONSKE) Judge Journey, was a lawyer
7 present when you spoke to the WFB?
8 A. No.
9 Q. Okay. So --
10 A. At least not one that was mine.
11 MR. PRONSKE: The question I'm asking is
12 that when he said nobody said bankruptcy to the reporter
13 with no attorney present, did he mean, when he used
14 those words to the reporter, that nobody said bankruptcy
15 in the board meeting?
16 MR. WATSON: I believe that question's
17 been asked and answered at least a few times. I think
18 you've already gotten it in, Gerrit.
19 MR. PRONSKE: Okay.
20 Q. (BY MR. PRONSKE) You can answer, Judge
21 Journey.
22 A. I think anybody who reads that would come to
23 that same conclusion, I think, yes.
24 Q. And I'm sorry, I didn't hear the last part --
25 A. I said anybody would come to that same
Page 55

1 conclusion you're seeking, yes.
2 Q. Okay.
3 MR. WATSON: Gerrit, could you let us
4 know when you're at a stopping point? I need to check
5 in on the judge, because we want to be fair to everyone
6 and give everyone equal time. But I do want you to
7 finish, so I need to check on him, if that's okay.
8 MR. PRONSKE: I've got a few more
9 relating to this article --
10 MR. WATSON: Okay.
11 MR. PRONSKE: -- and then that's a good
12 point. Not finishing point, but breaking point.
13 MR. WATSON: Right, breaking point for
14 like five minutes or so.
15 Q. (BY MR. PRONSKE) So Judge Journey,
16 paragraph -- switching over just for a moment to your
17 motion to appoint examiner, paragraph 16 of your motion
18 says, quote, In direct violation of its own bylaws, the
19 NRA did not disclose to the board of directors its
20 intent to seek Chapter 11 relief. In further violation
21 of those bylaws, no solicitation for -- to the board for
22 votes of approval of the filing was conducted. In fact,
23 one or more board members only became aware of this case
24 through media outlets, closed quote.
25 Is that an accurate statement that's contained
Page 56

1 in your motion?
2 A. I signed it, yes.
3 Q. Okay. And do you believe, Judge Journey, that
4 the board of directors would have approved of the filing
5 of bankruptcy on January 7 if they had been asked to
6 approve it?
7 A. We may never know, but we'll see what happens
8 on the 28th.
9 MR. CICILIANO: I would just object,
10 calls for speculation.
11 MR. WATSON: Yeah, it does call for
12 speculation.
13 Q. (BY MR. PRONSKE) And what -- since -- yeah,
14 what happens on the 28th, Judge Journey?
15 A. New board meeting.
16 Q. And have you received any kind of written
17 materials on the board meeting that is going to take
18 place on the 28th?
19 A. All I've gotten so far is the email of the
20 notice.
21 Q. And does it contain any information as to an
22 agenda or what will take place at that board meeting?
23 A. I don't know. I've been busy all day. I only
24 had 15 hearings, you know.
25 Q. Did that notice come today?
Page 57

1 A. Yes, a few moments ago.
2 Q. Okay. Do you have it in front of you, if you
3 could review it?
4 A. If I close your screen down, I might be able
5 to. Let me look. Let's see.
6 MR. CICILIANO: I am just going to
7 object. Without the benefit, we're unable to assert
8 privilege over it, depending on what it says.
9 MR. WATSON: Yeah, we're not able to look
10 at it either. I haven't seen it.
11 MR. PRONSKE: Well, let's ask him if a
12 lawyer signed it.
13 THE WITNESS: Mr. Frazer, I mean, you
14 guys just had him in his deposition. You should have
15 asked him. He's the one that sent it, I think. It has
16 gone out, but I have not seen it.
17 MR. CICILIANO: So Mr. Frazer is a
18 lawyer. I am going to direct him prophylactically not
19 to respond.
20 THE WITNESS: Thank you.
21 MR. WATSON: Yes. Judge, don't answer
22 that.
23 THE WITNESS: Okay.
24 Q. (BY MR. PRONSKE) You're refusing to answer
25 that question, Judge Journey?

Page 58

1 A. Thank you. Yeah.
2 Q. Okay.
3 A. All right.
4 Q. The WFB article quotes Bill Brewer as saying,
5 quote, This plan -- meaning the filing of the
6 bankruptcy -- this plan was undertaken in full
7 compliance with NRA policy, closed quote.
8 Do you agree with Bill Brewer that the
9 bankruptcy filing was in full compliance with NRA
10 policy?
11 MR. CICILIANO: And I would just object
12 to the extent it calls for you to rely upon
13 attorney/client privileged communications communicated
14 by the NRA.
15 MR. WATSON: And I would add to that that
16 it's speculative and calls for a legal conclusion as
17 well.
18 But you can answer, Judge.
19 A. I don't agree with Mr. Brewer, no.
20 Q. (BY MR. PRONSKE) The article also says that
21 Brewer said, quote, The plan -- again, the bankruptcy
22 filing -- has been widely endorsed by NRA board members,
23 NRA members, elected officials and other key
24 stakeholders.
25 Is that statement true as to NRA board

Page 59

1 members?
2 MR. WATSON: Objection, calls for
3 speculation.
4 A. All I --
5 Q. (BY MR. PRONSKE) Okay.
6 A. All I know is nobody's told me.
7 Q. Okay. The article further says, quote,
8 Journey said that he had voted to support the committee
9 but no -- but had no idea the group's leadership and
10 legal advisors had planned to go into bankruptcy, closed
11 quote.
12 Are you correctly quoted by the WFB with that
13 sentence?
14 A. I believe so, yes.
15 Q. And is that statement accurate?
16 MR. CICILIANO: I would just object to
17 the extent it calls for you to rely on attorney/client
18 communications and direct you not to answer.
19 MR. WATSON: You can answer, Judge. You
20 can answer.
21 A. If you're saying it was an accurate rendition
22 of the quote, I believe that's so.
23 Q. (BY MR. PRONSKE) No, it's a different
24 question. There was two questions. There was that
25 question, whether it was the accurate rendition of the

Page 60

1 quote, and then the second statement is is that
2 statement an accurate statement?
3 MR. CICILIANO: And same objection. I
4 direct you not to answer to the extent it requires you
5 to rely upon attorney/client communications and work
6 product.
7 MR. WATSON: You can answer to the best
8 of your knowledge or your impression of it, Judge. With
9 that qualification, you can answer.
10 A. I'm sorry. What was it again?
11 Q. (BY MR. PRONSKE) The quote says, Journey said
12 he had voted to support the committee but had no idea
13 the group's leadership and legal advisors had planned to
14 go into bankruptcy, closed quote.
15 And my question is, is that statement
16 accurate?
17 A. Yes.
18 Q. The article goes on to say that -- I'm sorry,
19 I don't need to ask that.
20 All right. The article goes on to quote you
21 again saying, quote, It certainly was a fraud
22 perpetrated on the Court. Journey said, quote, I told
23 them when I got on the board, look, I'm a judge, I'm a
24 mandatory reporter. Whatever we do, we've got to be on
25 the up and up.

Page 61

1 The question is, is that -- are you accurately
2 quoted by the WFB in that sentence?
3 A. Yes.
4 Q. Okay.
5 MR. PRONSKE: I can take a break right
6 now if you want to -- this is a good time.
7 MR. WATSON: Okay. Good. Go off the
8 record for five minutes. Do you need more time than
9 that, Judge?
10 THE WITNESS: No, I'm good.
11 MR. WATSON: Okay. Five minutes. Off
12 the record.
13 THE VIDEOGRAPHER: The time is 5:15. We
14 are off the record.
15 (Break from 5:15 to 5:27 p.m.)
16 THE VIDEOGRAPHER: The time is 5:27.
17 We're back on the record.
18 MR. PRONSKE: Okay. For the record, I
19 wanted to state that I believe that many of the
20 objections that have been made are improper. They're
21 improper speaking objections. The privilege objections
22 are beyond the pale as to not allowing witnesses to
23 answer questions like what subject matters of
24 discussions were or basically anything that happened in
25 executive session. It's way beyond what should be

Page 62

1 objected to, and so we're going to reserve our rights to
2 come back after a discussion of the privilege issues
3 with the Court.
4 So moving forward --
5 MR. CICILIANO: And I would, likewise,
6 place on the record that it's absurd to ask questions,
7 was this word said, was that word said with counsel.
8 That's absurd as well, but go ahead.
9 MR. PRONSKE: I note your opinion.
10 Q. (BY MR. PRONSKE) Judge Journey, do you
11 believe that Wayne LaPierre and/or other officers of the
12 NRA deliberately failed to disclose material facts to
13 the board or the executive session regarding the
14 impending filing of bankruptcy of the NRA?
15 MR. CICILIANO: I would just object,
16 number one, calls for speculation, foundation.
17 I also direct you not to answer to the extent
18 that calls for you to disclose what occurred at the
19 executive session as it was covered by the
20 attorney/client privilege.
21 MR. WATSON: Yeah, I am going to instruct
22 you not to answer to the extent of the executive
23 session, Judge.
24 THE WITNESS: All right.
25 A. I will have to say I can't answer that on

Page 63

1 advice of counsel. Thank you.
2 MR. PRONSKE: So is the position that you
3 all are taking is that anything that was discussed in
4 executive session is privileged by the attorney/client
5 privilege, every single thing that was said in that
6 session?
7 MR. CICILIANO: No, Gerrit. What I would
8 say is the executive sessions by themselves are not
9 inherently privileged. However, if you do look at the
10 declaration of William Davis that was submitted, along
11 with the motion, is that during the executive sessions
12 at issue, that's all that was discussed, were things
13 that were based on the advice of counsel. So in this
14 instance, they would be privileged, but not in all
15 instances.
16 Q. (BY MR. PRONSKE) Judge Journey, do you
17 believe that Wayne LaPierre and/or other officers of the
18 NRA knew that they needed board approval to file
19 bankruptcy?
20 MR. CICILIANO: I would just object to
21 the extent it calls for you to disclose attorney/client
22 privilege and also just object to speculation.
23 MR. WATSON: Yeah, I object to
24 speculation.
25 But go ahead, you can answer, Judge.

Page 64

1 A. I have no idea --
2 Q. (BY MR. PRONSKE) Do you believe --
3 A. -- what other people thought, you know.
4 Q. Do you believe that Wayne LaPierre and/or
5 other officers of the NRA had a duty to disclose the
6 facts that they intended to file bankruptcy to the
7 board?
8 MR. CICILIANO: I would just object,
9 calls for legal conclusion.
10 MR. WATSON: Yeah, same here.
11 But you can answer, Judge.
12 A. I do believe they had a duty to advise the
13 board on that and so many other things.
14 Q. (BY MR. PRONSKE) As of the date of the board
15 meeting, was the board of directors ignorant of the
16 plans of LaPierre and/or the officers -- other officers
17 to file bankruptcy for the NRA?
18 MR. CICILIANO: I would just object to
19 the extent it calls for speculation. Further object to
20 the extent that it calls for you to reveal
21 attorney/client communications, as well as work product,
22 and would direct you not to answer on those grounds.
23 MR. WATSON: And I would carry on to say
24 that, you know, board members is kind of broad, and it's
25 speculative to ask Judge Journey what the other board

Page 65

1 members thought.
2 Q. (BY MR. PRONSKE) Go ahead, Judge.
3 A. Okay. Okay. Somebody like got in or got out,
4 and the tone from their jumping in and out of the
5 hearing kept me from hearing your question. So if you
6 would please repeat it for me, I'm sure they can simply
7 just continue their objection.
8 Q. Okay. I am going to ask you first the
9 question, were you ignorant of the plans of LaPierre and
10 other officers to file a bankruptcy for the NRA as of
11 the date of the board meeting?
12 MR. CICILIANO: I would just object to
13 the extent it calls for attorney/client communications
14 and direct you not to answer.
15 MR. WATSON: You can answer, Judge.
16 A. I appreciate your description other than
17 ignorant, but I had not been informed of any plans.
18 Q. (BY MR. PRONSKE) To your knowledge, Judge
19 Journey, would the answer to that question be the same
20 as to other board members?
21 MR. CICILIANO: I would just object it
22 calls for speculation, as well as I would direct you not
23 to answer to the extent it requires you to disclose
24 attorney/client communications of what happened in any
25 executive board session with counsel.

Page 66

1 MR. WATSON: And I object because it's
2 speculative.
3 But you can answer, Judge, if you know.
4 A. You know, the board operates with different
5 levels of access, and there are some that have access
6 and some that do not. And I'm one that does not, and I
7 have no idea what those that may have access might know.
8 Q. (BY MR. PRONSKE) So let me ask you this way,
9 Judge. Are you aware of any board member that had
10 knowledge of the plans to file bankruptcy as of the date
11 of the board meeting?
12 MR. CICILIANO: I would just object that
13 it calls for speculation and, furthermore, to the extent
14 it requires you to divulge attorney/client
15 communications or how that other board member learned
16 them.
17 MR. WATSON: You can answer, Judge, if
18 you know.
19 A. I do not know of any board member that was
20 aware of the filing prior to the board meeting or prior
21 to the filing.
22 Q. (BY MR. PRONSKE) Do you believe as a board
23 member, Judge Journey, that you authorized the filing of
24 a bankruptcy proceeding of the NRA on the date of the
25 board meeting?

Page 67

1 MR. CICILIANO: I would just object to
2 the extent that it causes you to reveal attorney/client
3 communications.
4 MR. WATSON: You can answer, Judge.
5 A. The answer is no.
6 Q. (BY MR. PRONSKE) Were you present for the
7 entire executive session?
8 A. Yes.
9 MR. CICILIANO: Objection, vague.
10 Q. (BY MR. PRONSKE) Pardon me?
11 MR. CICILIANO: Vague was the objection.
12 A. Yes, I was there.
13 Q. (BY MR. PRONSKE) Paragraph 18 of your motion
14 to appoint an examiner says, quote, Also in direct
15 violation of the NRA's own bylaws, the board of
16 directors did not approve the formation of Sea Girt,
17 LLC, the new corporation created by the NRA to bootstrap
18 the filing into this district and venue, closed quote.
19 Is that a correct statement of fact?
20 MR. CICILIANO: I will just object to the
21 extent that it causes you to reveal attorney/client
22 communications. The document speaks for itself.
23 And don't testify to what was told to you by
24 counsel for the NRA. NRA is not waiving that privilege.
25 Q. (BY MR. PRONSKE) You can answer.

Page 68

1 MR. CICILIANO: Subject to the objection.
2 THE WITNESS: Thank you.
3 A. I think the paragraph is accurate.
4 Q. (BY MR. PRONSKE) Okay. And what facts do you
5 base that paragraph on?
6 A. My personal observation.
7 MR. CICILIANO: Once again, let me
8 interpose the objection that you're not to disclose
9 communications between the NRA's counsel and the board
10 members, including those that occurred during the
11 executive session. Outside of that, you can answer.
12 MR. WATSON: You can answer, Judge.
13 THE WITNESS: Thank you.
14 A. What was it again?
15 Q. (BY MR. PRONSKE) It said -- do you want me to
16 read the quote again or the question?
17 A. Oh. On paragraph 18?
18 Q. Yeah.
19 A. The question regarding paragraph 18 was?
20 Q. The question is what are the facts that you
21 base paragraph 18, that sentence on?
22 A. Oh. Like I said, my personal observation.
23 Q. Okay. In paragraph 6 of your motion to
24 appoint examiner, you said quote, Upon information and
25 belief, the NRA has engaged in actions that violate its

Page 69

<p>1 fiduciary duties under New York law, closed quote. 2 Do you believe that to be a correct statement? 3 MR. CICILIANO: Objection, vague. 4 MR. WATSON: You can answer, Judge. 5 A. I think that's based upon my review of the New 6 York AG's petition in August. 7 Q. (BY MR. PRONSKE) Okay. In paragraph 8 of 8 your motion you stated that, quote, The debtors have 9 improperly paid excessive compensation to current 10 management in base salaries, and perhaps more troubling, 11 via a series of excessive perks that were wholly for the 12 debtors' insiders' personal benefit, closed quote. 13 Is that a -- do you believe that to be a 14 correct statement? 15 MR. CICILIANO: Objection, foundation. 16 MR. WATSON: You can answer, Judge. 17 A. That paragraph is also based upon news reports 18 and the New York Attorney General's petition along with 19 the petition by the District -- District of Columbia's 20 Attorney General. 21 Q. (BY MR. PRONSKE) Also in paragraph 8 you say, 22 quote, The debtors' insiders received hidden 23 compensation for items via direct payment of purely 24 personal costs, closed quote. 25 Do you believe that to be a correct statement? Page 70</p>	<p>1 A. Yes, based upon my review of those documents I 2 previously referenced. 3 Q. (BY MR. PRONSKE) Okay. And in paragraph 12 4 you say, The debtors -- quote, The debtors and Ackerman 5 engaged in a pass-through expense arrangement whereby 6 expenses would be paid by the debtor without written 7 approvals, receipts or supporting business purpose 8 documentation under the debtors' policies and not 9 disclosed to internal review by the debtors' internal 10 audit committee, closed quote. 11 Do you believe that to be a correct statement? 12 MR. CICILIANO: Objection, foundation. 13 MR. WATSON: You can answer, Judge. 14 THE WITNESS: Thank you. 15 A. Yes. Once again, it's based upon my review of 16 the documents we have previously referenced. 17 Q. (BY MR. PRONSKE) Okay. Thank you. 18 And in paragraph 17 of your motion to appoint 19 examiner, you state, quote, New York law, the NRA bylaws 20 and Robert's Rules of Order were routinely violated by 21 the NRA's management, closed quote. 22 Is that a correct statement? 23 MR. CICILIANO: Objection, foundation, 24 calls for a legal conclusion. 25 MR. WATSON: You can answer, Judge, to Page 72</p>
<p>1 MR. CICILIANO: Objection, foundation. 2 MR. WATSON: You can answer, Judge. 3 THE WITNESS: Thank you. 4 A. Yes. That also is based upon my review of 5 news reports, attorney generals' petitions from both New 6 York and Washington, D.C. 7 Q. (BY MR. PRONSKE) Okay. But you do believe 8 that to be a correct statement. Is that right? 9 A. Based upon what was in those petitions, I do 10 believe that is accurate, because it was apparent to me 11 from reviewing the New York Attorney General's petition 12 that that was based upon depositions, documents produced 13 in discovery or interviews by the attorney general 14 staff. 15 Q. Okay. And then in paragraph 11 you say, 16 quote, Upon information and belief, the debtors engaged 17 in the practice of passing expenses through Ackerman to 18 conceal personal expenses by the debtors' insiders. Do 19 you believe that -- closed quote. 20 Do you believe that to be a correct statement? 21 MR. CICILIANO: I would object. I would 22 object, lack of foundation. Go ahead. 23 MR. WATSON: You can answer, Judge. Go 24 ahead. 25 THE WITNESS: Thank you. Page 71</p>	<p>1 the extent of your impression or personal knowledge. 2 THE WITNESS: Thank you. 3 A. Yes, I believe that's accurate based upon my 4 review and personal knowledge. 5 Q. (BY MR. PRONSKE) And what in particular would 6 you have personal knowledge of as to those violations? 7 MR. CICILIANO: Objection to the extent 8 it calls for you to disclose what occurred during board 9 meetings and/or executive board meetings where counsel 10 is present and legal advice was given. 11 MR. WATSON: You can answer, Judge, to 12 the extent of your personal knowledge and the basis of 13 your personal knowledge. 14 A. Well, based upon my personal knowledge, from 15 the review of those articles and the petitions and the 16 legal documents, I believe that that statement in 17 paragraph 17 is accurate. My personal knowledge does 18 not go back very far, but based on my review of the 19 bylaws that I have access to, I do believe they exceeded 20 their authority. 21 Q. (BY MR. PRONSKE) Okay. I want to ask you a 22 few questions about the financial condition of the NRA 23 as a board member. Is the board regularly informed and 24 advised regarding the financial condition of the NRA? 25 MR. CICILIANO: Objection, vague -- or Page 73</p>

<p>1 form. Go ahead. 2 MR. WATSON: You can answer, Judge. 3 THE WITNESS: Thank you. 4 A. I believe they are advised to the extent that 5 the CFO or others under their control produce 6 information or documents to the board. 7 Q. (BY MR. PRONSKE) And Judge Journey, have you 8 seen anything in the past 12 months that shows you that 9 the NRA has any financial problems? 10 MR. CICILIANO: Objection, calls for 11 speculation, form. 12 MR. WATSON: You can answer, Judge. 13 THE WITNESS: Okay. 14 A. You guys, I know you don't know me, but I got 15 my first degree in accounting, all right, before I went 16 to law school. And I said, oh, my God, this is boring, 17 I am not doing this for the rest of my life and went on 18 to law school. So, you know, I can read a financial 19 statement. I can review a balance sheet or a cash flow 20 statement and have some comprehension of what it's 21 trying to impart into us. 22 I have to say that I have always felt that the 23 financial statements provided to the board have been 24 lacking in clarity and especially under Mr. Phillips 25 when I was on the board the first time. I have no</p> <p style="text-align: right;">Page 74</p>	<p>1 Q. Well, let's talk about that. Do you have -- 2 do you believe that the filing of bankruptcy by the NRA 3 was necessary for financial reasons? 4 MR. CICILIANO: Objection, calls for 5 speculation, evades the attorney/client privilege. 6 Don't answer to the extent your knowledge 7 would come from communications with an attorney of the 8 NRA. Go ahead. 9 MR. WATSON: You can answer, Judge, based 10 on your understanding. 11 A. You know, what I've seen in the media by them 12 tells me that there was only one reason they filed the 13 Chapter 11 and wanted to come to Texas, and it's not 14 money. 15 Q. (BY MR. PRONSKE) So I'm sorry, I don't -- I 16 didn't quite hear you. Could you repeat that or -- 17 A. Sure. I said based upon what, for example, 18 Wayne LaPierre and other spokespersons have said, it was 19 not a financial problem that caused them to file the 20 bankruptcy in Texas. 21 Q. Okay. 22 A. That's pretty obvious. 23 Q. Why do you believe the NRA filed bankruptcy? 24 MR. CICILIANO: Objection. To the extent 25 that it calls for attorney/client communications, I</p> <p style="text-align: right;">Page 76</p>
<p>1 knowledge that NRA is in dire financial straits or 2 insolvent at this time. All the representations I've 3 reviewed in the press and the documents handed out at 4 the board meetings tell me that the cash flow is sound, 5 the balance sheet is good and that we are not 6 underwater. And the New York Attorney General, if she's 7 successful, is going to put a lot of money in her 8 pocket. 9 Q. (BY MR. PRONSKE) Is -- this morning -- let me 10 put it this way to hopefully avoid another speaking 11 objection. 12 If Mr. Frazer testified this morning that the 13 financial condition of the NRA has never been as good as 14 it is now, would you have any reason to dispute that? 15 MR. CICILIANO: Objection, form, 16 foundation. 17 A. It sure sounds -- 18 (Reporter clarification.) 19 A. Sounds like puffing to me. 20 Q. (BY MR. PRONSKE) Would you have any reason to 21 dispute that? 22 A. I do not have access to that information to 23 draw the conclusions you're asking. 24 Q. Okay. 25 A. I just know what it smells like.</p> <p style="text-align: right;">Page 75</p>	<p>1 direct you not to answer. 2 MR. WATSON: Judge, you can answer to the 3 extent of your personal knowledge. 4 A. The press reports, the press releases by NRA, 5 the statements of officers and spokespersons clearly say 6 that there was one reason, and that's because they want 7 more sun than they could get in New York. No, I'm 8 kidding. But that they want to get away from the New 9 York AG. 10 Q. (BY MR. PRONSKE) Judge Journey, would you be 11 surprised to learn that John Frazer, the general counsel 12 of the NRA, was not aware that bankruptcy was going to 13 be filed until after the filing? 14 MR. CICILIANO: Objection, foundation, 15 form, calls for speculation. 16 A. That does not surprise me. 17 Q. (BY MR. PRONSKE) Do you believe that he 18 should have been informed as general counsel as to a 19 significant legal proceeding such as the filing of a 20 Chapter 11? 21 MR. CICILIANO: Objection, form, calls 22 for speculation, calls for legal conclusion. 23 Q. (BY MR. PRONSKE) You can answer. 24 MR. WATSON: You can answer, Judge. 25 A. I think it would have been nice to tell the</p> <p style="text-align: right;">Page 77</p>

1 general counsel what they're planning, just like I think
2 it would have been nice to tell the board.
3 Q. (BY MR. PRONSKE) Would you --
4 MR. CICILIANO: I would move to strike to
5 the extent that that discloses attorney/client
6 communications. Go ahead.
7 THE WITNESS: Thank you.
8 Q. (BY MR. PRONSKE) Would you be surprised to
9 learn that Craig Spray, the treasurer of the NRA, was
10 not aware that bankruptcy was going to be filed until
11 after the filing?
12 MR. CICILIANO: I would object,
13 foundation, speculation.
14 Counsel, I hope you have a basis for asserting
15 that. Go ahead.
16 Q. (BY MR. PRONSKE) You can answer.
17 MR. PRONSKE: And I do have a basis.
18 A. No, I'm not surprised.
19 Q. (BY MR. PRONSKE) And why are you saying that
20 you're not surprised?
21 MR. CICILIANO: Objection to the extent
22 that it calls for you to reveal attorney/client
23 communications, including those that occurred at board
24 meetings or executive board meetings, I would direct you
25 not to answer. Outside of that, you may go ahead.

Page 78

1 MR. WATSON: You can answer based on your
2 personal knowledge, Judge, and what you observed.
3 THE WITNESS: Thank you.
4 A. It's clear from my observation of the
5 operation and -- that there are, as I explained before,
6 kind of broaching on it, that there are circles within
7 circles, and the closer circles are more informed than
8 those in the outer reaches. And I'm sure now I'm going
9 to be out there by Pluto somewhere so -- after filing my
10 motion. You know, I may be, I don't know, outside the
11 solar system. We'll see how the 28th goes.
12 Q. (BY MR. PRONSKE) Have you had any
13 conversations since the filing of the bankruptcy with
14 Mr. Cotton, Mr. Lee, Mr. LaPierre or Ms. Meadows?
15 A. No. They're not calling me.
16 Q. Were you aware that there was a board meeting
17 set for March 14th and -- of this year and got called
18 off?
19 A. Yes.
20 Q. Do you know why the meeting got called off?
21 A. They said someone's been exposed to COVID.
22 MR. CICILIANO: Go ahead.
23 Q. (BY MR. PRONSKE) The WFB article says that
24 this to be held board meeting -- or regarding this to be
25 held board meeting that, quote, The sole purpose of the

Page 79

1 meeting is to provide briefing to the board regarding
2 the NRA's reorganization plan and the legal matters
3 overseen by the special litigation committee and to take
4 necessary action related to those -- directly related to
5 those matters, closed quote.
6 Is that a quote that you gave to the WFB, or
7 was it from some other source?
8 A. That was a quote from the email that announced
9 the meeting.
10 Q. Okay. And did you send that email to the WFB?
11 A. I think he already had it.
12 Q. Okay. Do you know what the terms "to take any
13 necessary action related to those matters" means?
14 MR. CICILIANO: Objection, calls for
15 speculation.
16 To the extent that you learned that from an
17 attorney/client communication from the NRA's counsel, I
18 would direct you not to answer.
19 MR. PRONSKE: It doesn't call for
20 speculation. I'm asking him if he knows what that
21 means.
22 A. I think it means like anything else they want
23 to do. I don't know.
24 Q. (BY MR. PRONSKE) Okay. Have you been
25 threatened by anyone about your earlier -- or your

Page 80

1 filing of your motion to appoint examiner or the
2 contents of the WFB article?
3 A. I don't know if you could quite call them as
4 threats rather than advice, but there have been some
5 statements made by others.
6 Q. Have you been given advice regarding those
7 issues?
8 A. Yes.
9 Q. And who did you get that advice from?
10 A. Law enforcement.
11 Q. And what advice was given to you by law
12 enforcement?
13 A. Keep my head on a swivel. Don't get in an
14 elevator alone.
15 Q. When you testified earlier regarding closer
16 circles, who is in these closer circles?
17 A. You're going to have to ask somebody that
18 makes the circles. I don't know.
19 Q. You don't know who's in the closer circles?
20 A. I have no idea. I would presume it changes
21 periodically also.
22 Q. Are you aware that the Brewer firm was paid
23 \$17 million in the 90 days prior to bankruptcy?
24 A. Yes. I saw the filing.
25 Q. Do you know what that's for?

Page 81

1 A. No, I do not.
2 Q. Do you know whether that amount was paid for
3 services incurred during that period, or are those for
4 services that are older or past due invoices?
5 MR. CICILIANO: Objection to form.
6 A. No, I do not.
7 Q. (BY MR. PRONSKE) Is the board given
8 information regarding Brewer's fees?
9 MR. CICILIANO: Objection to the extent
10 it calls for you to divulge attorney/client
11 communications.
12 A. I mean, I don't know how far he wants me to go
13 back. I mean, it was the controversy at Indianapolis,
14 and I was there at that meeting 2019.
15 Q. (BY MR. PRONSKE) And what was that
16 controversy?
17 A. I think it's pretty clearly represented in the
18 press, but essentially from what I read and what I saw
19 at that meeting, it became apparent that there was
20 struggle politically between Mr. North and Mr. LaPierre.
21 I mean, I was there in the members meeting. I attended
22 the board meeting following the members meeting in 2019
23 in Indianapolis. That's what spurred me to try to get
24 back on the board.
25 Q. Do you believe as a board member that the

Page 82

1 amount of the Brewer fees in the last couple of years
2 have been reasonable?
3 MR. CICILIANO: Objection, foundation,
4 calls for speculation.
5 MR. WATSON: You can answer, Judge, on
6 your personal knowledge.
7 THE WITNESS: Yeah.
8 A. Again, without seeing the billings, I'm not
9 sure what he's doing. It's hard to imagine. But even
10 on the Internet -- what he has on the web page, his rate
11 is 1,400 bucks an hour. That's still an awful lot of
12 hours. So, you know, I don't know.
13 Q. (BY MR. PRONSKE) Do you -- has there ever
14 been any discussion by the board that you've been a part
15 of as to either the amount of those fees or the
16 oversight or lack of oversight of those fees?
17 MR. CICILIANO: I would just object to
18 the extent that it calls for you to disclose anything in
19 one of the executive sessions in which you were
20 discussing with counsel, including meeting with the
21 committee, special litigation committee. I direct you
22 not to answer.
23 MR. PRONSKE: Mr. Ciciliano, are you
24 taking the position that everything that happens in an
25 executive session is privileged? Because certainly a

Page 83

1 discussion about the amount of fees is not
2 attorney/client privileged. So it sounds like you're
3 taking the position that anything that's discussed in an
4 executive session of the board is attorney/client
5 privileged. Is that right?
6 MR. CICILIANO: That's certainly not the
7 case. Your question was broad enough to encompass even
8 what's contained in those fees. And so if the question
9 was did you discuss and they discussed the actual
10 content of the billing statements, that would be
11 privileged, that content. The amount of the fees
12 necessarily wouldn't be. But it's a mixed bag of
13 privilege and nonprivilege, and I am telling him to be
14 careful.
15 MR. PRONSKE: I specifically said of the
16 amount of the fees, and I specifically did not say was
17 contained in the billing statement. So let me reask the
18 question and please listen.
19 Q. (BY MR. PRONSKE) And the question is: Has
20 there ever been a discussion in a board meeting when you
21 were present as to the amount of Brewer's fees? And I
22 am going to ask that first.
23 A. No.
24 Q. Has there ever been a discussion by the board
25 of oversight of the Brewer fees and -- of the Brewer

Page 84

1 fees?
2 A. I -- okay.
3 MR. CICILIANO: And I would generally
4 object to the attorney/client privilege to the extent
5 that they are discussing the oversight of the fees.
6 It's a yes or no question. You can answer yes
7 or no, but that's it.
8 MR. WATSON: You can answer, Judge.
9 THE WITNESS: Thank you.
10 A. No.
11 MR. PRONSKE: Okay. I think I am close
12 to being out of time, so I am going to pass the witness;
13 but again, I reserve my rights to recall the witness
14 after discussion of the privilege issues with the Court.
15 MR. WATSON: That's fine, Gerrit. And
16 you know, we'll go there.
17 How much time is left on the New York AG side,
18 Julie.
19 THE REPORTER: They've got 29 minutes.
20 MR. WATSON: Okay. Brian, you mentioned
21 that you have a few questions for Judge Journey.
22 MR. MASON: I do. Do you want to keep
23 going?
24 MR. WATSON: Yeah.
25 MR. MASON: Or Judge, do you need a

Page 85

1 break?
2 MR. WATSON: Are you okay, Judge?
3 THE WITNESS: I'm good.
4 MR. WATSON: Why don't you go ahead and
5 finish, Brian.
6 MR. MASON: Okay.
7 EXAMINATION
8 BY MR. MASON:
9 Q. Judge Journey, good evening. My name is Brian
10 Mason. I represent Ackerman McQueen. And I appreciate
11 you sitting and visiting with us tonight.
12 A. Tell Revan I said hello.
13 Q. I will do it.
14 A few questions for you. Going back to the
15 January 7th board meeting, what specifically was voted
16 on with respect to those two executive sessions?
17 MR. CICILIANO: Objection to the extent
18 it calls for attorney/client communications and
19 privilege.
20 To the extent that it's reflected in the
21 general minutes, you can testify to that.
22 MR. WATSON: Yeah, Judge. I mean, you
23 can testify to what you remember, so long as it's not
24 privileged or confidential.
25 A. I have not had a chance to read those minutes.
Page 86

1 They just arrived yesterday for me from the January 7th
2 meeting, but the only two questions were those we've
3 been talking about all afternoon, and that's Wayne
4 LaPierre's employment contract and the empowerment of
5 the special litigation committee.
6 Q. (BY MR. MASON) When voting on something as a
7 board member, is it important to know what you're voting
8 on?
9 A. Of course.
10 MR. CICILIANO: Objection, vague.
11 Q. (BY MR. MASON) Do you rely on the people
12 presenting you with information when you're voting to
13 provide complete and accurate information in order to
14 exercise your vote as a board member?
15 A. I believe that what Reagan said was true, that
16 I trust but verify. I do my best to try to verify
17 things or questions that have to come up before me, just
18 like I try to do it here where I'm sitting right now.
19 Q. In the executive session board meetings on
20 January 7, do you believe that there was information
21 that was intentionally withheld from the board?
22 MR. CICILIANO: I am going to object and
23 direct you not to answer to the extent -- or not to
24 answer as it would reveal attorney/client
25 communications.
Page 87

1 MR. MASON: I was asking for his personal
2 opinion.
3 MR. CICILIANO: Even as to personal
4 opinion, you're asking him to reveal the content of the
5 communications because of what he feels was lacking.
6 MR. WATSON: Judge, I am going to
7 instruct you not to answer.
8 THE WITNESS: Okay. I don't why he can't
9 just read the motion.
10 Q. (BY MR. MASON) I want to be clear. During
11 the first executive session motion -- I mean, I'm
12 sorry -- the first executive session regarding
13 Mr. LaPierre's employment agreement, it was Wit Davis,
14 John Frazer and then somebody from the Brewer firm. Is
15 that your recollection?
16 A. I remember Mr. Brewer being present
17 personally.
18 Q. Okay. Were copies of Mr. LaPierre's
19 employment agreement passed out to board members during
20 that executive session?
21 A. No.
22 MR. CICILIANO: Objection, asked and
23 asked.
24 A. I answered that. No, it wasn't.
25 Q. (BY MR. MASON) Without going into what was
Page 88

1 said specifically, were there any questions relating to
2 Mr. LaPierre's employment agreement that were asked?
3 A. Yes.
4 Q. Who asked those questions?
5 MR. CICILIANO: I would direct you not to
6 answer pursuant to the attorney/client privilege.
7 MR. MASON: That's not a proper
8 instruction.
9 A. I think if you review the minutes, it's quite
10 clear that there became a question during that
11 conversation regarding the question of the law that
12 would control the contract.
13 Q. (BY MR. MASON) So was there just one question
14 that was asked relating to Mr. LaPierre's employment
15 agreement?
16 MR. CICILIANO: Objection, calls for
17 attorney/client communication.
18 Now I am directing you not to answer.
19 MR. MASON: I am not asking about the
20 subject of the question.
21 MR. CICILIANO: You are asking about the
22 subject. You're saying is that the only question that
23 was asked. It's absolutely asking about the subject.
24 I'm directing him not to answer.
25 THE WITNESS: Thank you.
Page 89

1 MR. WATSON: Judge, don't answer.
2 THE WITNESS: Okay.
3 Q. (BY MR. MASON) Mr. -- I mean, Judge Journey,
4 about how long -- well, let me back up.
5 You said that there was --
6 MR. ACOSTA: I'm sorry. I'm sorry.
7 Someone is -- we're getting feedback from someone.
8 MR. ACOSTA: 202-437-5091, you're not
9 muted.
10 THE WITNESS: Washington, D.C.
11 Q. (BY MR. MASON) Earlier in the deposition, if
12 I understood your testimony, you made a comment that the
13 NRA reorganizes all the time and has various committees.
14 Did I recall that correctly?
15 A. Yes.
16 Q. Can you describe that for us a little bit
17 more?
18 A. Well, from time to time, questions come up,
19 new shooting disciplines are being popular. One of the
20 many things that NRA does, that don't seem to make the
21 news, is we run the national matches. There are from
22 time to time controversy in those competitions. It
23 requires rule changes. Sometimes you have to create a
24 select committee or a special committee to just look at
25 that one little question and kind of get the information
Page 90

1 from all the competitors and try to figure out what the
2 right answer is. Sometimes there are tasks or special
3 projects that a committee is created to oversee or work
4 out the task for the staff to go implement. You know,
5 it's a large organization that has a myriad of tasks to
6 complete, and it certainly required something more
7 flexible than a fixed commissioner.
8 Q. You testified earlier, if I understand your
9 testimony, that you believe that Mr. LaPierre had a duty
10 to advise the board of the bankruptcy, and then I
11 believe you said and so many other things. Assuming I
12 understood your testimony correctly, could you tell us
13 about what those other things are?
14 MR. CICILIANO: I will just object to the
15 extent that it calls for attorney/client communications.
16 MR. WATSON: You can answer, Judge. You
17 can answer.
18 THE WITNESS: All right.
19 A. Look, when I was on the board 25 years ago, I
20 believe it operated properly. Our board meetings
21 25 years ago were four days long. We would have two
22 days of committee action and two days of board action
23 based upon a committee request. It ran just like the
24 legislature. And that's where I initially learned
25 legislative procedure, and I used it every day I was in
Page 91

1 the state senate.
2 When I went to the board meeting in October, I
3 was aghast because the board meeting ran like a consent
4 agenda. So they would say --
5 MR. CICILIANO: And Judge, I would just
6 warn you not to disclose what was said in the executive
7 sessions, but go ahead beyond that.
8 MR. WATSON: And Judge -- well, hold on.
9 Judge, you can answer as to what you observed that
10 wasn't in executive session. So you can continue.
11 THE WITNESS: Sure.
12 A. You know, and when they would bring an action
13 item up, whether it was a modification of the bylaws --
14 I am not talking about in the executive session, but
15 everything on the agenda that day in Tucson was a
16 consent agenda. They would say, here is your action
17 item, unanimous acclamation, are there any objections?
18 And I had not had the opportunity to be in the board
19 meetings, mostly because they do a lot in executive
20 sessions when I wasn't on the board; and when I got
21 inside, I was astounded. So they don't have committee
22 meetings. They haven't had committee meetings for two
23 board meetings. So how can they inform the finance
24 committee about the finances when it doesn't meet? How
25 could they inform legislative policy about what they're
Page 92

1 doing if it doesn't meet? You know, we've had two board
2 meetings and no committees. I finally got my committee
3 assignments a few weeks ago, and that was after the
4 January 7th meeting. So there are no committee meetings
5 planned for this special emergency meeting they're going
6 to have in, what, ten days, you know. But, of course,
7 this way at least I get to go down to Dallas and only
8 make one trip for a week while we're there on our trial.
9 Q. (BY MR. MASON) Aside from the bankruptcy, do
10 you have concerns about the NRA's disclosure to the
11 board the last two years?
12 MR. CICILIANO: I would just object to
13 the extent it calls for you to disclose what's occurred
14 in the executive committee meetings that would be
15 subject to privilege and direct you not to answer that.
16 MR. WATSON: You can answer, Judge, to
17 the extent of your personal knowledge.
18 THE WITNESS: Thank you.
19 MR. WATSON: So long as it's not in
20 executive session.
21 A. Yeah, I went back and looked in my files from
22 25 years ago, and I saw the board packets they would
23 send me then and they would be about 4 inches. And they
24 would send it to me about three weeks ahead of the
25 meeting so I had time to read everything. Now when I go
Page 93

1 to the board meeting, it's sitting on the desk. And you
2 can't get into the room until just before the meeting,
3 so you've got no time to read it. I mean, who knows
4 what they're giving me, you know, but I don't have time
5 to review it to figure out what the questions are, let
6 alone what the answers should be.
7 Q. (BY MR. MASON) Are you aware of other board
8 members that share your same concerns?
9 A. Yes.
10 Q. Is it a significant number of board members
11 that share these same concerns?
12 MR. WATSON: Objection, speculation.
13 Objection, that's speculative.
14 THE WITNESS: I appreciate that.
15 A. One of the first persons I called was a former
16 general counsel that I knew that had been general
17 counsel of NRA from 1977 to, I don't know, 2014 or so.
18 And I gave him a call, and he taught me a new word,
19 supine. The board is supine.
20 Q. (BY MR. MASON) You have mentioned a few times
21 during the deposition the upcoming March 28 board
22 meeting. Is it your understanding that the NRA will ask
23 the board to ratify the bankruptcy on March 28?
24 MR. WATSON: Objection, speculation.
25 MR. CICILIANO: And I would further

Page 94

1 object to the extent you acquired that knowledge through
2 attorneys or counsel for the NRA.
3 A. I'm not sure what they're going to ask us.
4 Really, I'm not.
5 Q. (BY MR. MASON) Let me ask you this then. Do
6 you believe that it's good corporate governance for the
7 NRA to try to have the NRA board ratify the bankruptcy
8 filing after it was already filed?
9 MR. WATSON: I would object to that
10 because it calls for a legal conclusion and is
11 speculative.
12 MR. CICILIANO: Join.
13 A. I got no idea what they're going to do. All I
14 know is what they said.
15 Q. (BY MR. MASON) You mentioned earlier that
16 your personal view -- or your personal review of the
17 statutes and the case law, you came to the conclusion
18 that the board was required to authorize the NRA's
19 bankruptcy filing. Do you believe that a bankruptcy can
20 be filed in good faith if it was not authorized?
21 MR. CICILIANO: Objection, calls for a
22 legal conclusion. The witness isn't an expert.
23 MR. WATSON: Objection also because it's
24 speculative.
25 But go ahead, Judge.

Page 95

1 A. I think Judge Hale is going to answer that
2 question, not me. We'll see.
3 Q. (BY MR. MASON) Would --
4 A. I --
5 Q. I'm sorry, go ahead, Judge.
6 A. I -- you know, I have my own personal opinion,
7 but I think another judge is probably going to give a
8 much sounder one than I.
9 Q. Can you please share your personal opinion
10 with us?
11 MR. CICILIANO: I would just object to
12 its relevance and speculation, foundation.
13 Go ahead if you have one.
14 MR. WATSON: You can answer, Judge, to
15 the extent of your opinion.
16 A. I think -- I think that the officers and
17 counsel have a duty to disclose to the board things like
18 filing a bankruptcy. I think it's the board's decision.
19 Q. (BY MR. MASON) And they did not uphold their
20 duty in this particular instance, did they?
21 MR. CICILIANO: I would just object
22 pursuant to the attorney/client privilege and direct you
23 not to respond.
24 A. Oh, my God, how many times do I have to answer
25 that?

Page 96

1 MR. WATSON: Objection, that's been asked
2 and answered. I think he's answered that, Brian.
3 Q. (BY MR. MASON) With respect to the NRA's
4 bankruptcy filing, do you feel like you were deceived?
5 MR. WATSON: Same objection. I think
6 he's answered that as well.
7 MR. CICILIANO: And I would just object
8 to the extent he relies on attorney/client privilege.
9 A. I think just as I told the Free Beacon editor
10 reporter, that I believe it was an omission that was
11 intentional and that they breached that duty to inform
12 the board. I mean, you know, what's 1.03 in the Texas
13 code? Communication by attorneys.
14 Q. (BY MR. MASON) Have you spoken with other
15 board members since January 15 that share your same
16 concerns?
17 MR. CICILIANO: I would just object to
18 the extent that it calls for you to disclose
19 attorney/client communications.
20 I would direct you not to answer to that
21 extent.
22 MR. WATSON: You can answer, Judge, to
23 the extent of the substance of those conversations that
24 aren't reflected by any attorney/client communication.
25 A. I reached out to several that I believed I

Page 97

<p>1 could have a candid conversation with. 2 Q. (BY MR. MASON) Do you have concerns about the 3 Brewer firm's representation of the NRA? 4 A. Yes. 5 Q. What are those concerns? 6 MR. CICILIANO: I would just object to 7 the extent that they call you to call upon 8 attorney/client communications or things you learned 9 through attorney/client privilege. 10 MR. WATSON: Judge, you can learn -- you 11 can answer the question to the extent of your personal 12 knowledge and that you've become aware of since this 13 case has been filed. 14 MR. CICILIANO: That doesn't involve 15 attorney/client communications. 16 THE WITNESS: Thank you. 17 MR. WATSON: Well, things that are on the 18 record that have been filed in the case are -- 19 MR. CICILIANO: Agreed, Jermaine. 20 MR. WATSON: You can answer to that 21 extent, Judge. 22 A. I've read a lot of the firm's work, reading 23 all of these other cases and their filings in them, and 24 I didn't think they were very well done. I thought it 25 was more sophistry than substance, what I've read in the Page 98</p>	<p>1 everyone here, I am going to try to make a quick push 2 and only have this be the last break. 3 MR. WATSON: Okay. Sounds good. Five 4 minutes? 5 THE WITNESS: Okay. 6 MR. CICILIANO: Let's make it 10 so I can 7 use the restroom. 8 MR. WATSON: Okay, 10. 9 THE VIDEOGRAPHER: The time is 6:13. We 10 are off the record. 11 (Break from 6:13 p.m. to 6:27 p.m.) 12 THE VIDEOGRAPHER: The time is 6:27 p.m. 13 We're back on the record. 14 EXAMINATION 15 BY MR. CICILIANO: 16 Q. Judge, as I introduced myself earlier, I'm 17 Dylan Ciciliano. I represent the debtors in this case. 18 I don't think I've had the pleasure to speak to you 19 before, and I do say it's been an interesting honor to 20 be able to tell a judge to stop talking at times. 21 Usually it's the other way around, so -- 22 A. That's the truth. 23 Q. So where we start out, I believe towards the 24 end of the questioning you mentioned, in response to 25 Ackerman McQueen's counsel, that you were concerned with Page 100</p>
<p>1 dozens of pleadings that I've read by Brewer and his 2 co-counsel. 3 Q. (BY MR. MASON) Are you aware of other board 4 members sharing those same concerns? 5 A. I don't think as sophisticated, but yes. 6 Q. Do you believe that Mr. LaPierre is currently 7 fit to lead the NRA? 8 A. What? 9 Q. Do you believe that Mr. LaPierre is currently 10 fit to lead the NRA? 11 MR. CICILIANO: Objection to form. 12 MR. WATSON: You can answer, Judge, to 13 the extent your opinion or your personal knowledge. 14 A. You know, I've known Wayne for a long, long 15 time, and he's in such a hole, I don't see how he gets 16 out. 17 MR. MASON: Thank you, Judge Journey. I 18 appreciate the time. 19 MR. WATSON: Did you pass the witness, 20 Brian? 21 MR. MASON: Yeah, I'll pass the witness. 22 MR. WATSON: Dylan, do you want to take a 23 break so I can check on my client, and then we can 24 finish up? 25 MR. CICILIANO: Absolutely. And just for Page 99</p>	<p>1 some of the things that Brewer and his co-counsel had 2 filed. Is that co-counsel in reference to Garman Turner 3 & Gordon, my firm? 4 A. No. No. No. I mean, I'm talking about the 5 filings I read in the New York AG's case. Some of the 6 Ack-Mac litigation in Virginia and Dallas. The filings 7 in -- oh, what was it? The insurance case in New York. 8 I was trying to follow that as closely as I could. 9 Q. And you were reviewing those filings just to 10 get a sense of what was going on as a board member? 11 A. Yes. 12 Q. And when was that done? 13 A. I started -- actually, I started monitoring -- 14 trying to monitor those things about three years ago 15 and, you know, did my best to try to follow them. 16 Q. And that's because they dealt with your 17 beloved organization, the NRA. Is that right? 18 A. What? 19 Q. And that's because -- you were reviewing them 20 for the past three years because you care about the NRA; 21 you wanted to know what was going on? 22 A. Yes. 23 Q. Okay. And I believe in this action -- let 24 me -- let me go in a little reverse order before I ask 25 you some specific questions, but go back through what Page 101</p>

1 counsel asked you.
2 Earlier -- I don't know if you recall -- you
3 were asked about several paragraphs in your motion to
4 appoint the examiner in which you recited that you had
5 some concerns with the governance, as well as things
6 that have happened at the NRA. Do you recall that?
7 A. Yes.
8 Q. And I objected to foundation, and I think you
9 said, well, I have learned a lot of this stuff from
10 reading the New York AG's complaint. Do you recall
11 that?
12 A. Yes.
13 Q. And you also are aware that the New York AG
14 claims that Ackerman McQueen has also taken actions that
15 were untoward. Isn't that right?
16 A. Yes.
17 Q. And is it because the New York AG says it that
18 you believe it to be true?
19 A. No.
20 Q. And in fact, you believe the New York AG has
21 an ulterior motive. Isn't that right?
22 A. I do believe she has a motive, yes.
23 Q. And what --
24 A. She said so when she was campaigning for
25 Attorney General.

Page 102

1 Q. Right. And when she was campaigning, she said
2 the NRA is akin to a terrorist organization. Isn't that
3 correct?
4 A. Among other things, yes.
5 Q. And you don't believe any of that to be true?
6 A. No.
7 Q. Okay. And you believe in the mission of the
8 NRA; isn't that right?
9 A. Yes.
10 Q. And that's why you've opposed the dismissal of
11 the bankruptcy. Right?
12 A. That's why what?
13 Q. You've opposed the dismissal of the
14 bankruptcy?
15 A. Yes.
16 Q. And you've opposed the imposition of a
17 trustee. Correct?
18 A. At this point, yes.
19 Q. And you certainly don't support the New York
20 AG's efforts to dissolve the NRA. Right?
21 A. That's correct.
22 Q. And you, in fact, believe that the dissolution
23 of the NRA would pose a financial issue for the NRA.
24 Isn't that right?
25 MR. PRONSKE: Object to the form. You're

Page 103

1 leading the witness with almost every question.
2 MR. MASON: Yeah. Are you treating the
3 witness as adverse, Dylan?
4 MR. CICILIANO: It's crossing him, and
5 it's at his deposition.
6 MR. MASON: Okay. So he's an adverse
7 witness, okay.
8 MR. CICILIANO: I didn't say he was an
9 adverse witness.
10 MR. MASON: You're treating him like one.
11 MR. CICILIANO: You can object to form,
12 if you want, Brian.
13 THE WITNESS: I love this. Keep going,
14 guys. Come on, I'm really enjoying this.
15 MR. PRONSKE: Judge, I think we need you
16 to rule on some of these evidence objections.
17 THE WITNESS: I would be happy to, but I
18 don't think that's my prerogative at this time. I might
19 be a little biased, too, so --
20 Q. (BY MR. CICILIANO) Do you believe the
21 dissolution is a financial issue?
22 A. I think dissolution would be a tragedy.
23 Q. Right. And I believe in the testimony you
24 said that you believe the New York Attorney General
25 wanted to put the money in her pocket?

Page 104

1 A. Well, it's pretty obvious from the New York
2 corporate code that if the dissolution is granted by the
3 New York courts, that she gets to keep the change and
4 then she can give it to any similar organization she
5 wants. And I mean, you know, Handgun Control does have
6 "gun" in the title.
7 Q. I would -- I would dare to say that I've said
8 about the exact same statement. So to the point,
9 though, is you don't want it to occur. Is that correct?
10 A. I'm sorry. What?
11 Q. You don't want that to occur. Is that right?
12 A. No, I do not.
13 Q. Now earlier in response to Mr. Mason, you said
14 tell Revan I said hello. Do you recall that?
15 A. Yes.
16 Q. Who is Revan.
17 A. Revan is Angus's son. Angus McQueen, Ackerman
18 McQueen.
19 MR. MASON: Just for the record, it's
20 "Revan."
21 THE WITNESS: Thank you so much. I
22 appreciate that. I do. "Revan," okay.
23 Q. (BY MR. CICILIANO) And do you know Revan?
24 A. No, I have not have the pleasure to meet him.
25 Q. Okay. So why did you say tell him hello?

Page 105

1 A. Because I liked his father a lot.
2 Q. And so you knew his father?
3 A. Yes.
4 Q. And did you have dealings with his father?
5 A. I had conversations with him, but I'm never
6 the one that was in the deal, no.
7 Q. When was the last time you had a conversation
8 with any of the McQueens?
9 A. Oh, 25 years ago, although I did see Tony
10 Macerich at the Tulsa Gun Show with Wayne. Golly, that
11 was ten years ago, 12, something like that.
12 Q. So out of the last ten years, you haven't seen
13 anyone from -- either Angus McQueen or Revan McQueen?
14 A. Except perhaps at the NRA's annual meetings
15 that I would attend. That might be the only place. I
16 just don't remember.
17 Q. And since the litigation with the bankruptcy,
18 have you seen or -- the litigation with Ackerman McQueen
19 or this bankruptcy, have you seen or spoken with Angus
20 or Revan?
21 A. No. Angus has passed, and no, I have not
22 been able to -- I have not spoken with any of them.
23 Q. Have you attempted to get into contact with
24 them?
25 A. No.

Page 106

1 Q. Do you doubt the allegations that the New York
2 Attorney General made about Ackerman McQueen in its
3 complaint?
4 A. Well, as I said before, that it was apparent
5 to me from reading the petition on August 5th filed by
6 the New York Attorney General that that petition was
7 based upon discovery that had already been completed,
8 documents produced, testimony provided at depositions or
9 interviews by the attorney general staff. I mean, they
10 interviewed a hundred past board members.
11 Q. All right. And -- but you don't have personal
12 knowledge of any of what occurred there. Is that
13 correct?
14 A. That's correct.
15 Q. And I believe you mentioned the October 2020
16 board meeting, and you said it was something more like a
17 consent agenda. Do you recall that?
18 A. Yes.
19 Q. And you said the board asked if anyone had any
20 objections. Do you recall?
21 A. Yes.
22 Q. Now you could have objected. Right?
23 A. Certainly.
24 Q. Did you object?
25 A. No.

Page 107

1 Q. Now you started a GoFundMe related to the NRA.
2 Isn't that correct?
3 A. Yes.
4 Q. And what is that GoFundMe called?
5 A. Restore NRA.
6 Q. Is anyone else involved in the formation of
7 that GoFundMe?
8 A. Well, I had professionals help me, yes. I've
9 been kind of busy.
10 Q. When you say "professionals," IT
11 professionals?
12 A. Political ones --
13 Q. And who are those --
14 A. -- who I've dealt with for decades in a
15 hundred campaigns I've worked on.
16 Q. And who are those professionals?
17 A. Singularis Group.
18 Q. Anyone specifically at Singularis Group?
19 A. Everybody that works there, I guess. Mr. Van
20 Meteren. You know, I know them all. I've known them
21 all for a long time. They're NRA members, and they
22 wanted to help.
23 Q. Outside of the Singularis Group, was anyone
24 else involved in the formation of Restore The NRA?
25 A. No.

Page 108

1 Q. And what's the purpose of the GoFundMe?
2 A. To keep me from having to give Jermaine my
3 cell tower.
4 Q. Is your retirement plan based on the cell
5 phone tower?
6 A. No, the cell tower is my play money. You
7 know, the cell tower is my play money. I have already
8 invested in like three retirements, so --
9 Q. So if I understand you, the Restore The NRA
10 GoFundMe is being used to pay legal counsel in this
11 action?
12 A. Yes.
13 Q. Is anyone else, other than you personally or
14 the GoFundMe, contributing to the payment of legal
15 counsel?
16 A. Yes.
17 Q. And who is that?
18 A. You know, there's a lot of people. I mean, I
19 don't know. I don't have that spreadsheet in front of
20 me. It's probably over a hundred contributors.
21 MR. WATSON: Object to the extent that
22 you're going to speculate, Judge.
23 THE WITNESS: Yeah.
24 MR. WATSON: If you don't know, you don't
25 know.

Page 109

1 A. Yeah, I don't know. Yeah, I don't have it in
2 front of me.
3 Q. (BY MR. CICILIANO) Do they only contribute to
4 you through the GoFundMe, or do they contribute to you
5 through other means?
6 A. No, they would like mail me checks made
7 payable to the law firm.
8 Q. And how did you reach out to those people to
9 solicit funds?
10 A. By every means I could find.
11 MR. WATSON: You know what? I am going
12 to object to this scope of questioning because it's
13 outside of Gerrit's direct.
14 THE WITNESS: Yeah.
15 MR. WATSON: I don't really -- this isn't
16 one of the topics that we agreed to.
17 MR. CICILIANO: Certainly, it does go to
18 bias. It also goes to any of his motives here.
19 MR. WATSON: Well, I mean you guys didn't
20 notice the deposition either, right?
21 MR. CICILIANO: It's not a 30(b)(6)
22 deposition. It's a percipient deposition, which
23 means --
24 MR. WATSON: That's true, but it's
25 outside the scope. If it's purely cross --

Page 110

1 MR. CICILIANO: It's not purely cross.
2 MR. WATSON: So it is a purely cross.
3 MR. CICILIANO: It's not purely cross.
4 MR. WATSON: Okay.
5 MR. CICILIANO: And it also gets into,
6 like I said, the motives and the basis for the motion.
7 Q. (BY MR. CICILIANO) Is anyone from Ackerman
8 McQueen providing you money?
9 A. No.
10 Q. Is anyone from the New York Attorney General
11 providing you money?
12 A. No.
13 Q. The New York government?
14 A. No.
15 Q. Are you receiving money --
16 A. I'm sure Cuomo is going to call me, yeah.
17 Q. I'm sure he's not making many calls.
18 But --
19 A. Yeah.
20 Q. -- are past board members contributing money?
21 A. Yes.
22 Q. Who are they?
23 A. Sitting board members and past ones, yes.
24 Q. Let's start with the past board members. What
25 past board members?

Page 111

1 A. Let me think. I would really need to look at
2 the list, you know. I really don't see how that's
3 relevant to anything here.
4 MR. WATSON: It's not, Judge.
5 A. I don't know what your motive is for asking.
6 MR. WATSON: Judge, if you don't know
7 something, you don't need to speculate. I mean, he can
8 ask a question, but if you don't know, you don't know --
9 THE WITNESS: Yeah.
10 MR. WATSON: -- because it's not in front
11 of you.
12 Go ahead.
13 Q. (BY MR. CICILIANO) Has Colonel North donated
14 money to you?
15 A. What?
16 Q. Has Colonel North donated money?
17 A. No. No.
18 Q. Have the Knoxs provided you any money?
19 A. No.
20 Q. Has Rocky Marshall provided you any funds?
21 A. I believe so.
22 Q. And is Rocky Marshall's representation being
23 paid through the Restore The NRA as well?
24 A. I think he's paid for some himself. You'll
25 have to ask him.

Page 112

1 Q. Okay. In this action you are being deposed,
2 the movants attempted to take your deposition all the
3 way back in February. Isn't that correct?
4 A. I remember having a conversation with my
5 counsel about that topic.
6 Q. And outside of -- and we have the emails. I
7 am just trying to give you a date range. Outside of --
8 not with your counsel, I apologize.
9 Outside of communications to your counsel,
10 have you had any direct communications with counsel for
11 the New York Attorney General or Ackerman McQueen?
12 A. No.
13 Q. And in your motion to appoint an examiner, you
14 state that the -- you or your counsel states that the
15 movant is a creditor holding both a liquidated claim and
16 a contingent liquidated claim. What's your
17 understanding of your liquidated claim?
18 MR. WATSON: Objection, calls for legal
19 conclusion. He's not a bankruptcy expert.
20 THE WITNESS: That's for sure.
21 A. Yeah, I only started learning about this on
22 January 16th.
23 MR. WATSON: And furthermore, it goes to
24 attorney/client privileges and things that have been
25 disclosed and discussed with him privately by his

Page 113

1 counsel, so I am instructing him not to answer that
2 question.
3 THE WITNESS: Thank you.
4 MR. CICILIANO: And I am trying to
5 establish standing for his motion.
6 Q. (BY MR. CICILIANO) So what is your
7 understanding of what your claim is?
8 MR. WATSON: Same objection.
9 MR. CICILIANO: And you're directing him
10 not to disclose what his claim is?
11 MR. WATSON: I think he has disclosed
12 what his claim is. We filed it in 2019.
13 Q. (BY MR. CICILIANO) And what is your
14 understanding of what that was?
15 MR. WATSON: Judge, you can answer to the
16 extent of your knowledge of what in general terms your
17 claims are.
18 THE WITNESS: Thank you.
19 A. I am due reimbursement for travel to the board
20 meetings, and they are listed in -- I think it was the
21 third or the fourth filing in the bankruptcy. I'm in
22 there.
23 Q. (BY MR. CICILIANO) Okay. And do you have any
24 other claims against the NRA?
25 A. Not that I'm aware of.

Page 114

1 Q. And speaking of board meetings, you said the
2 second time around you took -- I believe you got on the
3 board in 2020. Is that correct?
4 A. Yes.
5 Q. And as a board member that second time around,
6 you've only been to the October and the January meeting?
7 A. Yes.
8 Q. And when did you decide to run for the NRA
9 board the second time?
10 A. At Indianapolis.
11 MR. WATSON: Objection, form.
12 THE WITNESS: Okay.
13 MR. WATSON: You can answer, Judge.
14 A. Well, I thought about it quite a while, and
15 then I went to Indianapolis and watched a meeting there
16 and went to -- I didn't get to go to the Friday meeting
17 because I was at the legal seminar, but I went to the
18 Saturday meeting that's the members meeting, and I
19 watched all that unfold. And then I went to the board
20 meeting on the following Monday and got bits and pieces
21 of that, watched what I could, and that was when I said
22 I need to go help.
23 Q. (BY MR. CICILIANO) Did someone ask or
24 nominate you for the position?
25 MR. WATSON: Objection.

Page 115

1 A. I think --
2 MR. WATSON: Objection, speculation.
3 A. I think my wife did. Yeah, someone had to
4 fill out the form. I think my wife sent it in for me.
5 Q. (BY MR. CICILIANO) But no one came to you and
6 said, Judge Journey, we would really like you to be on
7 the board?
8 MR. WATSON: Same objection, speculation.
9 Go ahead.
10 A. All right. No, there were -- there were
11 people, and I had several conversations at Indianapolis
12 with --
13 Q. (BY MR. CICILIANO) And who were --
14 A. -- some current board members.
15 Q. And who are those current board members?
16 A. I remember having a conversation with Marion
17 Hammer and Sandy Froman and Herb Lanford and Dan --
18 there were several that I talked to that I can't
19 identify because I don't know them that well and I
20 didn't remember their names, but I knew they had the
21 little pin on and so I knew who to talk to.
22 Q. All right. And in running for the NRA board,
23 did you place or take out any ads?
24 MR. WATSON: Objection to form.
25 You can answer.

Page 116

1 A. I didn't have any ads.
2 Q. (BY MR. CICILIANO) Did you do any other type
3 of campaigning?
4 MR. WATSON: Objection to form.
5 A. Yes.
6 MR. WATSON: You can answer.
7 A. Yes. I had flyers. I went to the National
8 Gun Rights Policy Conference and spoke with lots of
9 people there. And then I wrote some pieces that were
10 published on the Internet on gun forums, you know, on
11 gun rights forums about what I wanted to do and why.
12 Q. (BY MR. CICILIANO) And did you fund all that
13 yourself?
14 MR. WATSON: Objection to form.
15 You can answer.
16 A. I do most of my own writing, yes.
17 Q. (BY MR. CICILIANO) Did you fund it --
18 A. Although I do edit my own stuff, so I have
19 somebody else proofread it for me.
20 Q. I have the same problems. But did you fund,
21 did you pay for the flyers and the like yourself?
22 MR. WATSON: Objection to form.
23 You can answer.
24 A. Yeah, I've still got the digital file
25 somewhere. Yeah, I handed them out at gun shows. I

Page 117

1 went to gun shows all over the Midwest. I was going to
2 go to one in Vegas, but they didn't want me handing them
3 out there.
4 Q. (BY MR. CICILIANO) Did you speak or have you
5 spoken with anyone affiliated with the New York Attorney
6 General?
7 MR. WATSON: Objection, form. Objection
8 to form, and it calls for speculation.
9 THE WITNESS: Yeah.
10 MR. WATSON: And I think he's already
11 answered the question.
12 So I'm thinking you don't need to answer that
13 question, Judge.
14 MR. CICILIANO: It's a little bit
15 different.
16 Q. (BY MR. CICILIANO) Since the filing of the
17 New York Attorney General action, have you spoken with
18 anyone affiliated with the New York Attorney General's
19 office?
20 MR. WATSON: Same objection. He's
21 answered the question.
22 A. And the answer's no.
23 Q. (BY MR. CICILIANO) When was the last time you
24 spoke with Jeff Knox?
25 A. About three hours ago.

Page 118

1 Q. And what did you speak with Mr. Knox about?
2 A. How he got the bylaws wrong, saying that it
3 was a 30-day window to call an emergency board meeting
4 when the bylaws had been changed and it was only seven.
5 Q. So you were consulting with Mr. Knox regarding
6 the nature -- when you say "the bylaws," the NRA's
7 bylaws?
8 A. I think it was the other way around. I think
9 he was asking me.
10 Q. About the NRA's bylaws?
11 A. Yes.
12 Q. Did you talk about anything else with him at
13 that time?
14 MR. WATSON: Objection to the form,
15 speculation.
16 A. Just how much fun I was going to have this
17 afternoon.
18 Q. (BY MR. CICILIANO) And what precipitated the
19 conversation?
20 A. He called me.
21 MR. WATSON: Objection to form.
22 A. Yeah, he called me.
23 Q. (BY MR. CICILIANO) And do you know why he
24 called you?
25 MR. WATSON: Objection to form,

Page 119

1 speculation.
2 A. That one I don't. I think he was curious, I
3 guess.
4 Q. (BY MR. CICILIANO) He was curious about how
5 to notice a special meeting?
6 MR. WATSON: Objection to form.
7 A. That's a big assumption. No. He was asking
8 about the bylaws regarding calling the meeting, and then
9 he wasn't aware that -- he thought I had already had the
10 deposition, and I explained to him what happened at the
11 previous setting and that we were going to go shortly
12 and I had to let him go because I had to come meet you
13 all.
14 Q. (BY MR. CICILIANO) So you had previously
15 spoken with Mr. Knox about your deposition. Is that
16 correct?
17 A. I think --
18 MR. WATSON: Objection to form. It
19 mischaracterizes his testimony. I think --
20 A. I think --
21 MR. WATSON: Hold on, Judge. Hold on
22 before you say anything else.
23 That mischaracterizes his testimony. That's
24 not what he said.
25 Q. (BY MR. CICILIANO) Have you previously spoken

Page 120

1 with Mr. Knox about your deposition?
2 A. I believe we did communicate, and I told him
3 that it was set and I was curious on your
4 interrogatories how you want me to tell you about my
5 talking to reporters. I mean, I can talk about The New
6 York Times, The Wall Street Journal or others that I've
7 been in conversations with, too.
8 Q. So when was the first --
9 A. And I know with Knox it's kind of personal
10 with everybody back in Fairfax.
11 Q. So when was the first time you talked with
12 Mr. Knox about your deposition?
13 A. I don't know.
14 Q. Shortly -- how many times have you talked with
15 Mr. Knox about your deposition?
16 MR. WATSON: Objection, asked and
17 answered.
18 A. I don't know. I've been talking to a lot of
19 people. You know, it's hell when you're popular.
20 Q. (BY MR. CICILIANO) It's hell when you're
21 what?
22 A. It's hell when you're popular.
23 Q. When did you speak to The New York Times?
24 A. They're waiting on a call.
25 Q. So have you spoken to them yet?

Page 121

1 A. Yes. We've been in communication.
2 Q. Have you provided them any documents?
3 A. No. I haven't provided anybody documents.
4 Q. What did you tell The New York Times?
5 A. Actually, they were asking me questions. A
6 lot of them I won't answer. But essentially along the
7 same lines you all have been talking about, and I told
8 them I would prefer to wait until after this. So, you
9 know -- because I knew what was going to happen with the
10 Free Beacon's interview.
11 Q. And when you say there was a lot of questions
12 you wouldn't answer from The New York Times, what were
13 those questions?
14 A. Very similar to the ones I wouldn't answer for
15 you all.
16 Q. Regarding what occurred during the special --
17 A. Yeah, they want to know what happened in the
18 executive session.
19 Q. And when was the last time you spoke with The
20 Wall Street Journal?
21 A. 48 hours ago.
22 Q. And what did you tell them?
23 A. That I wanted to wait until after this.
24 Q. "This" being the deposition?
25 A. Yes.

Page 122

1 Q. Okay. After this deposition, you intend to
2 speak to both The New York Times and The Wall Street
3 Journal?
4 A. Among others.
5 Q. What are the others?
6 A. I've got to look at my phone. Let's see. Oh,
7 ABC, somebody in Europe. I don't know who that is. And
8 another guy in Australia, a friend of mine.
9 Q. And the intent there is to give an interview
10 to all those news outlets. Is that correct?
11 A. We'll see. I may. I may not.
12 MR. WATSON: Objection. That's
13 speculation.
14 A. That is, yeah.
15 Q. (BY MR. CICILIANO) And what's your motivation
16 for talking to The New York Times?
17 MR. WATSON: Objection, speculation,
18 because it assumes facts not in evidence.
19 A. I would think that it would be obvious that
20 there would be a number of tasks that could be
21 accomplished. One, it would be to help with the
22 fundraising to keep this issue in front of the public's
23 eye so that members know that there's somebody out there
24 that's trying to represent them and so that members know
25 that there's somebody out there trying to get to the

Page 123

1 bottom of the controversies that have swirled around NRA
2 for years. You know, I can't go to a gun club meeting.
3 I can't go to a gun show. I can't go to our Kroger
4 store and not have somebody ask me about this, because
5 they all know that in Kansas I'm the guy. You know, I'm
6 the guy that wrote "Right to Carry." I'm the guy that
7 wrote "Preemption." I'm the guy that wrote,
8 "Legalization of Title II," "Firearms and Devices." In
9 Kansas there's only one person that's been at the
10 forefront of this since the 1980s, and that's me. So
11 everybody knows me. Everybody asks.
12 Q. (BY MR. CICILIANO) And you're willing to tell
13 anyone who asks. Right?
14 A. What?
15 Q. And you are willing to tell anyone that asks.
16 Isn't that right?
17 MR. WATSON: Objection, calls for
18 speculation.
19 MR. MASON: Misstates his testimony.
20 MR. WATSON: It misstates facts in
21 evidence.
22 THE WITNESS: Yeah, I don't like that
23 question. That's not true, and I don't like the
24 supposition that comes with it.
25 MR. WATSON: And you don't have to answer

Page 124

1 it, Judge.
2 THE WITNESS: Thank you.
3 MR. CICILIANO: So you're directing him
4 not to answer?
5 MR. WATSON: Well, is there a question or
6 is it you testifying?
7 MR. CICILIANO: Yeah, it's an absolute
8 question.
9 MR. WATSON: Okay. Would you restate it?
10 MR. CICILIANO: Yeah.
11 Q. (BY MR. CICILIANO) You'll talk to anyone
12 about the NRA that asks. Isn't that right?
13 A. No, that's not.
14 MR. WATSON: Okay. There you go. You
15 got your answer.
16 Q. (BY MR. CICILIANO) So who have you refused to
17 talk to?
18 MR. WATSON: Objection, speculation.
19 A. The ones I believe that would not be able to
20 add to the conversation or would use information to the
21 detriment of the association.
22 Q. (BY MR. CICILIANO) And I believe in your
23 article -- or I believe in your article that you posted
24 when you were running for the board, you had commented
25 that The New York Times -- certainly you question the

Page 125

1 veracity of what The New York Times publishes. Isn't
2 that true?
3 A. Yes.
4 Q. But yet you would speak to them even though
5 they may not have the best interest of the NRA at heart.
6 Right?
7 MR. WATSON: Objection, calls for legal
8 conclusion, calls for speculation, and also assumes
9 facts not in evidence.
10 You can answer the question, Judge, but --
11 A. I may not -- I may not believe The New York
12 Times, but I don't mind using them.
13 Q. (BY MR. CICILIANO) And that's using them
14 truly to get the message out that the NRA has a good
15 purpose at its core. Isn't that right?
16 A. I think my message is quite clear, because
17 you've read the article that I wrote on ammo. So, you
18 know, outside of that, I'm sure you've read the other
19 articles I've written, too, about political action and
20 how to keep the election cycle from melting down as it
21 did.
22 Q. And so what -- I mean, just succinctly, what
23 is your message?
24 A. My message is that I want to restore trust
25 between the leadership and the membership of NRA.

Page 126

1 Q. And that only occurs through the continued
2 existence of the NRA. Isn't that correct?
3 A. I certainly want the NRA to continue to exist,
4 yes.
5 Q. Now I believe in -- you don't -- or pardon me.
6 You spoke at length, I believe, with my
7 colleagues on the other side about whether or not there
8 was authority to file the bankruptcy. Do you recall
9 that?
10 A. Yes.
11 Q. And despite your position that you think that
12 there may not have been authority, you don't oppose the
13 bankruptcy. Correct?
14 A. I don't know about that. You know, I don't
15 oppose the move to Texas, is what we said in the
16 petition. I don't know that the bankruptcy was
17 necessary to accomplish that. And I think the
18 motivation, as I see it for the bankruptcy, told me a
19 lot about the quality of the lawsuit in New York.
20 Q. And in fact, your pleadings, though, do say
21 these bankruptcy cases may represent the only path
22 forward to preserve the NRA for the benefit of its
23 creditors, members and other interested parties. Isn't
24 that right?
25 A. I think that's a recognition of the legal

Page 127

1 reality that could occur, yes.
2 Q. And likewise, you said dismissing these
3 bankruptcies could very likely result in the termination
4 of the NRA as a going concern. Isn't that right?
5 MR. WATSON: Objection, calls for legal
6 conclusion.
7 A. What paragraph?
8 Q. (BY MR. CICILIANO) I was -- it was in your
9 opposition to the New York Attorney General's dismissal
10 of the -- or request to dismiss the bankruptcy?
11 MR. WATSON: I believe that if we're
12 going to talk about documents that you're reading from,
13 I think they should be put into evidence so he can know
14 what you're referencing.
15 MR. CICILIANO: Sure, that would be fine.
16 THE WITNESS: That would be really
17 helpful, because I mean, you know, I've read hundreds of
18 documents, you know. Think about what I do every day.
19 MR. CICILIANO: I appreciate that. And
20 Counsel, I am trying not to string this along so we
21 can -- so I will ask one more question, and I don't need
22 to put the document up.
23 Q. (BY MR. CICILIANO) But do you believe
24 dismissing these bankruptcy cases could likely --
25 MR. WATSON: Okay. Before you go

Page 128

1 further, then I would object and I would say that the
2 pleadings speak for themselves, but go ahead.
3 MR. CICILIANO: Okay.
4 Q. (BY MR. CICILIANO) Do you believe, Judge,
5 that dismissing these bankruptcy cases could very likely
6 result in the termination of the NRA as a going concern?
7 MR. WATSON: Objection, calls for legal
8 conclusion.
9 But to the extent you're not making a legal
10 judgment, Judge, you can answer based on your
11 understanding.
12 A. Yeah, I don't know what the judge in the
13 bankruptcy case is going to do, you know. I mean, this
14 thing could go so many different ways. And I know that
15 the way I would like to see it go would be to restore
16 corporate governance, put the safeguards -- turn the
17 safety switches back on, restore trust and relationship
18 between the leadership and the membership and keep
19 general operations running, because I think everybody
20 else, except for the debtors' counsel and us, want to
21 kill the cow rather than milk it.
22 Q. (BY MR. CICILIANO) You're saying that
23 debtors' counsel wants to kill the cow or --
24 A. No. I'm saying you're the only one with me
25 that doesn't want to kill the cow.

Page 129

1 Q. Well, I appreciate you saying that. And I
2 do -- so you do believe that through the bankruptcy it's
3 possible to restore the corporate governance and restore
4 the trust in those other factors you talked about?
5 A. That's -- that's my goal.
6 Q. And is there any reason that you -- well, do
7 you doubt the independence of the unsecured creditors
8 committee?
9 MR. WATSON: Objection. Objection to
10 form, and it calls for speculation and possible motives
11 of a party that's not even present. I think they have
12 representatives, but they're not even active in this
13 deposition.
14 But subject to those objections, Judge, you
15 can give your opinion about what you think -- your
16 feelings on the committee.
17 A. Well, the creditor's committee. Isn't that
18 special? That, you know, we end up with what the New
19 York Attorney General could call a co-conspirator end up
20 running the investigation and act as a trustee on the
21 creditor's committee. I don't know how anybody gets
22 around that concept.
23 Q. (BY MR. CICILIANO) And you're talking about
24 Ackerman McQueen?
25 A. Yes.

Page 130

1 Q. You're aware that the creditor's committee,
2 though, has opposed the request that they seek. Right?
3 A. I thought Ackerman McQueen filed a motion to
4 dismiss the case and appoint a trustee.
5 Q. Yes, but the creditor's committee has opposed
6 that relief. Are you --
7 MR. WATSON: I am going to object to the
8 instruction.
9 A. I don't know about that.
10 MR. WATSON: Well, hold on, Judge.
11 THE WITNESS: Okay.
12 MR. WATSON: To the extent you know
13 something, you can testify to it; and to the extent you
14 don't, you shouldn't. Okay?
15 THE WITNESS: Thank you.
16 MR. WATSON: Do you want to reask your
17 question, Dylan?
18 MR. CICILIANO: Yeah, sure.
19 Q. (BY MR. CICILIANO) Are you aware that the
20 unsecured creditors committee has objected to the relief
21 sought by Ackerman McQueen to dismiss the action and
22 appoint a trustee?
23 A. I have not had an opportunity to review that
24 filing.
25 Q. And honestly, sir, what I am trying to figure

Page 131

1 out here is are you aware that the unsecured creditors
2 committee has the power to investigate claims?
3 A. Yes.
4 Q. Okay. And they have the ability to examine
5 the debtors' pre- and post-petition management?
6 A. Yes.
7 Q. And are you aware that the unsecured creditors
8 committee has the ability to monitor the -- or
9 investigate the management practices being employed by
10 the operation of the NRA?
11 MR. WATSON: Objection. Objection, calls
12 for legal conclusions. The judge is not a bankruptcy
13 lawyer. He's not -- he just said that he hasn't read
14 the most recent filing of the committee, so I don't
15 think it's fair to have him speculate about what the
16 committee's powers are. And he's not aware of it.
17 MR. CICILIANO: I appreciate that. And
18 the learned judge has also testified to what he believes
19 requires corporate authority. So I am just asking
20 whether or not he was aware that the unsecured creditors
21 committee has the ability to investigate the management
22 practices of the NRA.
23 MR. WATSON: But do you know -- to the
24 extent you know that, Judge, you can answer to the
25 extent you know; but if you don't know, then you don't

Page 132

1 know.
2 A. My -- my very limited understanding that I
3 have gained of Chapter 11 law since January 15th tells
4 me that the creditors committee acts kind of like the
5 trustee until a trustee or an examiner is appointed.
6 You know, I could be wrong on that. I probably need to
7 ask Jermaine.
8 Q. (BY MR. CICILIANO) Okay. And I certainly
9 don't want you to ask Jermaine here. I'm just
10 wondering -- I'm just wondering is there a reason why
11 the creditors committee can't do the same things that
12 you're proposing an examiner would do?
13 MR. WATSON: Again, calls for legal
14 conclusion and speculation about things that, you know,
15 he doesn't have knowledge of. He's not an expert in
16 bankruptcy.
17 And again, Judge, to the extent you understand
18 what a committee does and what it can and cannot do, you
19 can answer; but to the extent you don't, I am going to
20 instruct you not to answer.
21 A. I don't know what they're doing. I haven't
22 seen anything that they've done that would be along
23 those lines of an investigation, but, you know, you guys
24 are all inside. I have listened to a couple of 341
25 meetings and I think the hearing on Monday, and that was

Page 133

1 about it. I really enjoyed that first motion docket.
2 That was fun to watch. When you had like a hundred
3 lawyers on the screen, that was the craziest thing I've
4 ever seen.
5 Q. (BY MR. CICILIANO) We may be able to agree to
6 that.
7 What I am trying to get to here is that you
8 filed a motion to appoint an examiner, and I am trying
9 to understand what you think the examiner can do that
10 the unsecured creditors committee won't do.
11 MR. WATSON: I am going to object to that
12 question because I think the pleadings that Judge
13 Journey has authorized, both in our motion and in the
14 response to the other pending motions, speak for
15 themselves and are the best evidence of what he
16 understands an examiner's position to be.
17 But to the extent you know, Judge -- to the
18 extent you can answer his question that you know, you
19 know --
20 THE WITNESS: Yes --
21 MR. WATSON: -- definitively, you can
22 answer.
23 A. The reason I asked for an examiner was because
24 I felt it was necessary, given the past history, that a
25 neutral and objective investigator and factfinder needed
Page 134

1 to go in because I had essentially staff, counsel or
2 others I believe misrepresent things to me, and so the
3 trust I had evaporated on January 15th.
4 Q. (BY MR. CICILIANO) I appreciate that. And
5 going back to, I think, what you said earlier, you don't
6 have any reason to doubt or question my firm. Is that
7 right?
8 A. I don't have any reason to question you, no.
9 Q. Okay. And you believe that the appointment of
10 a trustee would be overly destructive to the NRA's
11 operations. Is that correct?
12 MR. WATSON: I am going to object to the
13 extent you're reading from pleadings filed in the case
14 because they speak for themselves.
15 And to the extent --
16 MR. CICILIANO: I am reading from my
17 notes.
18 MR. WATSON: Okay. But to the extent you
19 are, those pleadings speak for themselves.
20 But Judge, to the extent you know, you can
21 answer.
22 A. I thought the examiner path was the best path
23 to take because it was the way to find out whether the
24 accusations that have been surrounding NRA for so long
25 are true or not true. Because, you know, every day --
Page 135

1 every day I end up with he said/she said in family law.
2 And you know, I knew I couldn't do the investigation. I
3 don't have time for it. And once they went into
4 bankruptcy court, I wanted to look at my options and I
5 thought the examiner position was the best to find out
6 what's going on. Now, you know, depending on what the
7 examiner finds, I may change my position.
8 Q. (BY MR. CICILIANO) But right now you're just
9 trying to get to the bottom of things. That's accurate?
10 A. That's exactly -- that's a nice way to put it,
11 yeah.
12 Q. Now I marked some of the same paragraphs that
13 opposing counsel did to ask you about, and I just want
14 to follow up and just confirm.
15 When you would say things, I believe in your
16 pleadings, upon information and belief the NRA violated
17 its fiduciary duties under New York law, that was based
18 on what you read from the AG's complaint. Is that
19 right?
20 MR. WATSON: Objection to form. I think
21 it calls for legal conclusions.
22 But go ahead, Judge.
23 THE WITNESS: Okay. I'm sorry. I'm
24 sorry, Jermaine.
25 MR. WATSON: And -- well, and I have
Page 136

1 another objection, too.
2 To the extent it mischaracterizes his
3 testimony, because I don't believe he testified to that.
4 I believe he said it was his opinion, and he gave the
5 basis for his opinion.
6 But subject to those objections, you can
7 answer, Judge.
8 THE WITNESS: Thank you.
9 A. The New York Attorney General's petition was
10 not the only source of information, that it includes
11 thousands of articles that have been in magazines or
12 newspapers over the past five to six years that I have
13 compiled as I followed the association.
14 Q. (BY MR. CICILIANO) And I believe you
15 testified that you think the corporate governance needs
16 to be restored. Is that correct?
17 A. Yes.
18 Q. And what's the basis for that belief?
19 A. The fact that -- there's so many things. It
20 appeared to me in reviewing the articles, my personal
21 observations at functions, such as the NRA board
22 meetings, at the annual meetings, that the review of the
23 newspaper articles, the petitions filed by the New York
24 Attorney General and don't forget the Washington, D.C.
25 one, too, all gave me great concern regarding the
Page 137

1 corporate governance and essentially the safety switches
2 all being bypassed, whether it's the audit committee or
3 other subentities inside the NRA.
4 Q. I believe you testified to the effect that you
5 don't know how Wayne LaPierre can get out of this. Is
6 that right?
7 MR. WATSON: Objection.
8 A. I don't --
9 MR. WATSON: Objection. Objection. Hold
10 on. That mischaracterizes his testimony.
11 THE WITNESS: Yeah.
12 MR. WATSON: That wasn't the complete
13 nature of his testimony.
14 But you can answer. You can answer, Judge.
15 A. I --
16 Q. (BY MR. CICILIANO) You don't see how he gets
17 out, is that what you said? Sorry.
18 MR. WATSON: Same objection.
19 Go ahead, Judge.
20 A. You know, I've got to tell you that when I was
21 at the January board meeting, when I saw Wayne, I had
22 great concern for him and his health. It was apparent
23 to me that he is subject to a significant amount of
24 stress because of all of these things going around.
25 And, you know, I want to say that I empathized with him,
Page 138

1 and I can't imagine what he's going through right now.
2 You know, you have to understand that I've
3 known all these people for decades. You know, it's not
4 like I walk in off the street and meet a stranger. You
5 know, I knew Wayne before he was EVP, when he was
6 running in Iowa, and I went and interviewed for a job
7 with him.
8 Q. (BY MR. CICILIANO) So I may have
9 misunderstood you. When you said you don't see how he
10 gets out and then talked about concerns about his health
11 and the like, are you saying you don't know how he could
12 personally weather this or how he could -- how this
13 could resolve with him still being in charge of the NRA?
14 A. All of the above.
15 Q. Okay. And the EVP is appointed. Isn't that
16 right?
17 A. No, the EVP is elected by the board.
18 Q. Okay. And how often is he elected?
19 A. Annually.
20 Q. And the members elect -- the members elect
21 one-third of the directors every three years. Is that
22 right?
23 A. Essentially, yes, but there are fluctuations
24 because there have been so many resignations from the
25 board.
Page 139

1 Q. And so every three years, you have a new
2 batch of directors. Is that right? Well, sorry, not a
3 new batch. Let me take a step back.
4 At least every three years, each director is
5 then up for reelection again. Is that right?
6 MR. WATSON: Objection. Objection, it
7 calls for speculation.
8 And you can answer to the extent that you
9 know, Judge, but --
10 THE WITNESS: Yeah, thank you.
11 A. Board members are generally elected for a
12 three-year period, but if they're elected to fill an
13 unexpired term of a member that's resigned of the board,
14 then they could be elected. For example, there were --
15 I think in the last election, there were 25 three-year
16 terms, two or three two-year terms, and one or two
17 one-year terms that all were on the same ballot because
18 they were filling the slots for people that had left the
19 board.
20 Q. (BY MR. CICILIANO) Okay. Put another way,
21 though, at least once every three years directors are
22 accountable to the members who can either elect them or
23 not elect them. Correct?
24 A. That's true.
25 Q. And every year the directors are able to elect
Page 140

1 the EVP. Is that correct?
2 A. That's true.
3 Q. And in fact, you yourself approved the
4 contract of Mr. LaPierre. Is that right?
5 A. Yes. He was elected EVP on October 24th.
6 Q. And I believe you said you started reading
7 about the lawsuits with the NRA three years ago. Right?
8 A. Yes.
9 Q. And you were certainly aware of the New York
10 Attorney General's allegations well before January.
11 Correct?
12 A. Yes. I read that opinion on the 5th, on
13 August 5th. I actually threw up about 40 pages in.
14 MR. CICILIANO: And counsel, if I could
15 have probably five minutes just to confer with my
16 colleagues, I may be done.
17 MR. WATSON: Sure. How much more time do
18 you anticipate?
19 MR. CICILIANO: I don't know that I'll
20 need any more time is what I'm saying. I just want to
21 check.
22 MR. WATSON: Okay. Sure. We can go off
23 the record.
24 THE VIDEOGRAPHER: The time is 7:16. We
25 are off the record.
Page 141

1 (Break from 7:16 p.m. to 7:23 p.m.)
2 THE VIDEOGRAPHER: The time is 7:23.
3 We're back on the record.
4 Q. (BY MR. CICILIANO) Judge Journey, previously
5 we testified -- or we talked about some of the
6 allegations in the New York AG's complaint. You're
7 familiar with the allegations they make. Is that
8 correct?
9 A. Yes.
10 Q. Do you have personal percipient knowledge of
11 the allegations in the complaint?
12 A. No.
13 Q. You're familiar with the allegations that the
14 Washington, D.C. Attorney General has made. Is that
15 correct?
16 A. Yes.
17 Q. Do you have personal percipient knowledge of
18 those allegations?
19 A. No.
20 Q. You talked about governance failures at the
21 NRA. Do you have personal knowledge of governance
22 failures.
23 A. Only what I saw.
24 Q. Okay. And aside from what may have occurred
25 in special sessions or otherwise in the presence of

Page 142

1 counsel providing advice, what did you see as far as
2 governance failures?
3 A. Well, I explained earlier how shocked I was at
4 the way the board operated at the October 24th board
5 meeting following the annual meeting in Tucson, that it
6 ran like a consent agenda. I know what that is. I know
7 what its purpose is under Robert's Rules of Order, and
8 it quite clearly was abused at that place and time.
9 Q. So aside from that instance at that meeting in
10 October, have you seen any other -- or do you have
11 personal knowledge of any other governance failures?
12 A. I think it was apparent at the January 7th
13 meeting that the governance failure was at the hand that
14 is at the heart of my motion.
15 Q. All right. So aside from what's in your
16 motion, was there anything else?
17 A. Not that comes to mind at this moment.
18 Q. You mentioned, I believe, accounting failures.
19 Are you -- do you have any personal knowledge of
20 accounting failures occurring at the NRA?
21 A. I don't know if I would call it accounting
22 failure or not, but I have to say that the financial
23 statements that I've had the opportunity to review are
24 less than informative and perhaps in some instances have
25 been far less than accurate.

Page 143

1 Q. You said perhaps in some instances. Do you
2 have evidence that they were inaccurate?
3 A. I have evidence that they're sure as hell hard
4 to read, that they don't impart a reasonable view or
5 description of the financial status. Often they're
6 brought out of context and without the juxtaposition
7 next to previous years for comparison purposes. I
8 certainly would like to have a more easily
9 understandable picture presented to the board and to me
10 about the financial circumstances surrounding any period
11 of time that they oversee the NRA's operations.
12 Q. So it would be fair to say you're looking for
13 robust accounting?
14 MR. WATSON: Objection, mischaracterizes
15 testimony.
16 A. Well, among other things.
17 Q. (BY MR. CICILIANO) And other things,
18 comparisons to previous years. That's one of them?
19 A. Well, if one is going to determine where
20 you're at, you need to know where you've been. It's
21 like following a roadmap. If you see trends occurring
22 over a five-year period, it may give you an indication
23 that something needs to happen or something needs to be
24 corrected. But when you're looking at a financial
25 statement for the last quarter without the context, it's

Page 144

1 much more difficult to come to any reasonable conclusion
2 other than what they tell you.
3 Q. As a member of the board, have you looked at
4 the bylaws to see what you could propose to make those
5 changes?
6 MR. WATSON: Objection to form,
7 speculation -- speculative.
8 A. I don't know that the bylaws would provide the
9 answer to the question that needs to be corrected. It's
10 not the bylaws themselves. It's the application of
11 those bylaws by staff and officers that has come up
12 short. I don't know that the bylaws aren't fine. It's
13 just they don't seem to follow them until they need to.
14 Q. (BY MR. CICILIANO) And as a board member,
15 what have you done to promote management and staff
16 following the bylaws?
17 A. I have expressed concerns over a much longer
18 period of time than my short service in this term on the
19 board. I mean, you know, of the last, what, since
20 October 24th, what, I've been in a room with the other
21 board members for about four and a half hours. You
22 know, what can you get done then? I haven't had
23 committee meetings. We would have a social function.
24 And you know, there are certain things that you can
25 bring up there, but you certainly don't want to jump on

Page 145

1 a soapbox in that context.
2 Q. Certainly, sir, you've had a number of
3 communications, I think you talked about, with your
4 board members. Since the filing of the bankruptcy, have
5 you brought up any of these issues to them and come up
6 with a way to fine tune the organization?
7 MR. WATSON: Objection, speculation.
8 A. It's not unusual to try to address that topic
9 in that way, but I came to the conclusion on January
10 15th that it had gone much farther than it -- than it
11 can be pulled back and corrected.
12 Q. (BY MR. CICILIANO) But you believe that the
13 bankruptcy process could help it be pulled back and
14 corrected. Is that right?
15 A. Yes, and --
16 MR. WATSON: Objection. I mean, he's
17 answered that question.
18 THE WITNESS: Yeah.
19 Q. (BY MR. CICILIANO) That answer was a yes?
20 A. So the bankruptcy filing is --
21 MR. WATSON: Same objection.
22 A. The bankruptcy filing is actually the symptom
23 of a disease.
24 Q. (BY MR. CICILIANO) Now do you have any
25 personal knowledge of any failures of the current audit
Page 146

1 committee?
2 A. Not personal knowledge, other than what I've
3 read in the minutes and in the petitions.
4 Q. When you say the petitions, the petitions of
5 the movants here in this case for trustee and a
6 dismissal?
7 A. No, the petition -- that's not a petition;
8 that's a motion. No, the petitions filed by the New
9 York Attorney General in that New York case and the
10 petition filed by the Washington, D.C. Attorney General
11 in that case against The NRA Foundation.
12 Q. You made me laugh when you schooled me on the
13 difference between a petition and a motion. I
14 appreciate that.
15 A. I thought you saw that humor there, too.
16 Q. I did.
17 You mentioned that you have TV tomorrow. Are
18 you going on TV to talk about this case?
19 A. No. I told them I can't talk about this case
20 on TV. But, no, we're going to talk about my friend,
21 who is senate majority leader, got a DUI. And we had a
22 new trial ordered in a rape. My two friends are running
23 for governor against each other, Governor Colyer and the
24 Attorney General. And then -- oh, they passed a bill on
25 transgender women playing in female sports in high
Page 147

1 school. And then -- oh. Oh. We're going to have the
2 Eddie Eagle program statewide. That's a good one. And
3 then -- you know, actually in -- what was it, '92, '93
4 I got Eddie Eagle adopted by the largest school district
5 ever, you know.
6 Q. There you go. Well, to the extent my name
7 comes up, speak good words of me. And I appreciate you
8 being here.
9 MR. CICILIANO: I don't have any further
10 questions.
11 MR. WATSON: Anyone else?
12 MR. PRONSKE: I have got a few more.
13 THE WITNESS: Oh, I knew someone would
14 have redirect. Okay.
15 MR. HENDRIX: Real quick, before you go,
16 Gerrit, this is Nick Hendrix for the Committee. And I
17 think we'll go ahead and just reserve any questions we
18 have for the hearing.
19 MR. PRONSKE: Okay.
20 MR. WATSON: Well, how much time is left,
21 Julie?
22 THE REPORTER: Let's see. Now we're at
23 2:49. 2:49.
24 MR. WATSON: Okay.
25 FURTHER EXAMINATION
Page 148

1 BY MR. PRONSKE:
2 Q. Judge, you testified that your trust in the
3 NRA evaporated on January 15th. Can you tell the Court
4 what happened on January 15th and the reason that your
5 trust evaporated?
6 A. You know that answer. Come on. You know,
7 okay, so, yeah, that's when I found out about the
8 bankruptcy.
9 Q. Okay. And what is it about finding out about
10 the bankruptcy that evaporated your trust?
11 MR. CICILIANO: And I would just object
12 and warn the witness not to reveal anything that
13 occurred during the executive sessions of the board
14 meeting that could be privileged.
15 MR. WATSON: He's answered this question,
16 Gerrit. I mean, he's answered your question, so I am
17 going to object, asked and answered.
18 MR. PRONSKE: In the time it took to make
19 those objections, I think he could have answered two or
20 three times.
21 Q. (BY MR. PRONSKE) Go ahead and answer, Judge.
22 A. What was it again? You guys talk -- I listen
23 to you guys talk so much, I forget --
24 Q. What was it about finding out about the
25 bankruptcy on January 15th that evaporated your trust?
Page 149

1 A. I think you pointed that out when we talked
2 about the Free Beacon article, that I came to the
3 conclusion that I had not been dealt with in good faith
4 or in a forthright manner that I expect of counsel or
5 officers who I am supposed to oversee.
6 Q. Okay. And you also testified in questioning
7 from Mr. Ciciliano that when he asked you what the
8 governance failures were, you said there was the
9 governance failure on January 15th, which he didn't
10 follow up on, but I am going to and ask you, what is it
11 that -- and understanding that January 15th is the day
12 of bankruptcy. How is that a governance failure?
13 A. Well, I think the governance failure, I became
14 aware of it on January 15th, but it obviously occurred
15 during the board meeting on January 7th.
16 Q. Okay. And what is that governance failure?
17 A. The governance failure is essentially what I
18 said in the Free Beacon article, that I felt that I had
19 been misled by the omission of the bankruptcy filing
20 because it's obvious that somebody had been working on
21 that for months.
22 Q. And when you say someone had been working on
23 that for months, is the corollary to that and it had not
24 been discussed with the board?
25 A. I --

Page 150

1 MR. CICILIANO: Hold on. Hold on. I
2 would object to the attorney/client privilege and direct
3 you not to answer what was discussed or not discussed at
4 the board meeting.
5 MR. WATSON: I am going to object to the
6 form and also on the basis of asked and answered.
7 Would you mind rephrasing your question,
8 Gerrit?
9 MR. PRONSKE: Yeah.
10 Q. (BY MR. PRONSKE) Well, I am basically
11 following up on a question that Mr. Ciciliano asked,
12 which is what were the governance failures, and which
13 obviously opens the door to the answer which was that
14 there was a governance failure on January 15th. And I
15 am trying to understand -- understanding that that
16 January 15th is the day of bankruptcy, what about that
17 bankruptcy filing constituted a governance failure?
18 MR. CICILIANO: And I will object
19 pursuant to the attorney/client privilege. It certainly
20 did not open the door or waive the attorney/client
21 privilege.
22 I would direct you not to respond to the
23 extent it would require you to waive or to disclose what
24 was discussed between attorneys at that executive
25 session.

Page 151

1 MR. WATSON: And it's asked and answered.
2 And, you know, I want you to get your questions in,
3 everyone, but we only agreed to two hours, irregardless
4 of what you guys agreed to. You've had your pass,
5 Gerrit. We let Brian get in, which is fine. And Dylan
6 got his questions in. So I'm okay with some limited
7 follow-up, Gerrit, but my client has been on the bench
8 all day.
9 MR. PRONSKE: I am below my time. And,
10 quite frankly, both of you, the objections you're making
11 are lasting way longer than legitimate answers to
12 legitimate questions.
13 Q. (BY MR. PRONSKE) I would like to know what
14 was the governance failure part of this filing of
15 bankruptcy that you have a problem with. And I would
16 like to get an answer rather than a bunch of objections
17 that are taking time. You can go ahead and answer.
18 MR. CICILIANO: And I would once again --
19 MR. WATSON: If you -- you know, I'll
20 shut it down. I mean, I've given you -- I've given you
21 time to get your pass. And if that's -- if you want to
22 take it up with Judge Hale, we can do that, but we're
23 not going to sit here and have you ask the same
24 questions over and over again.
25 MR. PRONSKE: The deposition was noticed

Page 152

1 for four hours, and it's been significantly less than
2 four hours. If you want to shut --
3 MR. WATSON: That's fine, but I agreed to
4 two, and we've gone over two.
5 MR. PRONSKE: Jermaine, I promise you,
6 this is probably over in about ten minutes.
7 MR. WATSON: All right. But I agreed to
8 two, so let's be clear.
9 MR. PRONSKE: I understand.
10 MR. WATSON: I've got the emails, Gerrit.
11 I don't want to go there. I don't want to fight with
12 you, but I will.
13 MR. ACOSTA: Please let him ask his
14 questions.
15 MR. PRONSKE: We'll talk to the judge
16 about it tomorrow morning. I am completely fine with
17 that.
18 MR. WATSON: Me too. I have no problem
19 with that.
20 MR. ACOSTA: Let's just ask -- can you
21 just give us like 15 more minutes, please?
22 MR. PRONSKE: I set the deposition for
23 four hours. I told the judge --
24 MR. WATSON: That's fine. That's fine.
25 You also told the judge I didn't agree to it. So --

Page 153

1 MR. PRONSKE: Can I finish, please? I
2 told the judge yesterday I was going to go for four
3 hours and that you hadn't filed an objection, and so
4 here we are. And if you would like to shut it down
5 based on those facts, I'm fine going in front of the
6 judge tomorrow morning. What do you want to do?
7 MR. WATSON: Well, what I want to do is
8 let you get your opportunity to ask all the questions
9 you want, but I don't want you to go and reask the same
10 stuff he's already answered.
11 MR. PRONSKE: I am going to ask the
12 question again, and I would like the record to be clear.
13 Q. (BY MR. PRONSKE) For the very first time,
14 Judge Journey, you said that the filing of the
15 bankruptcy on January 15th was a governance failure. I
16 would like to ask you and get an answer because that
17 question has not been answered. What is it about the
18 January 15th bankruptcy filing that was a governance
19 failure?
20 A. Let me be clear. The January 15th filing was
21 not the governance failure. It was an indication of it,
22 that the governance failure I believe occurred happened
23 at the January 7th board meeting. And the fact that the
24 board was not informed --
25 MR. CICILIANO: And I am going to stop
Page 154

1 you there, Judge, and caution you not to get into the
2 attorney/client privilege, not to discuss what happened
3 in the executive session.
4 MR. WATSON: Well, Judge, you can testify
5 as to what your understanding was without disclosing
6 privilege. You can answer Mr. Pronske's question, to
7 the extent you understood -- what your understanding
8 was --
9 THE WITNESS: Thank you.
10 MR. WATSON: -- so we can get past this.
11 THE WITNESS: Thank you.
12 A. That the governance failure that occurred --
13 MR. CICILIANO: It comes to privilege,
14 though. If his understanding is informed by counsel, I
15 don't think he can.
16 MR. WATSON: But he's not saying that it
17 did.
18 MR. ACOSTA: And Dylan, you can't hide
19 the fact of what he voted on.
20 MR. WATSON: Right. And he has -- he can
21 form his own opinion, Dylan, and it doesn't have to come
22 from counsel.
23 MR. CICILIANO: Right. And so long as
24 it's not formed from counsel or wasn't something counsel
25 told him or what he claims counsel didn't tell him --
Page 155

1 MR. WATSON: Right, and that's what I
2 instructed my client to say.
3 MR. CICILIANO: I understand.
4 MR. WATSON: You can answer Gerrit's
5 question. But let's move along, guys. It's late.
6 A. Oh, you're waiting on me?
7 Q. (BY MR. PRONSKE) Yes.
8 A. I thought you guys weren't done yet. Okay.
9 MR. WATSON: No. No, we're done. We're
10 trying to finish up.
11 THE WITNESS: Okay.
12 A. So look at the Free Beacon article. The
13 governance failure was the failure of officers or
14 counsel or those the board is dependent on from
15 revealing the material fact the bankruptcy was in
16 process of being filed at that board meeting.
17 MR. CICILIANO: And again, I will move to
18 strike based on attorney/client privilege. But go
19 ahead.
20 Q. (BY MR. PRONSKE) Judge Journey, were there
21 any presentations given at the January 7th executive
22 session by nonlawyers?
23 A. No. I believe Mr. Cotton was the one
24 addressing the board regarding those topics.
25 Q. Was anyone addressing those topics -- and when
Page 156

1 you say "those topics," what exactly are you --
2 A. The topics of the executive sessions.
3 Mr. Cotton was chairing the meeting.
4 Q. Was there anybody giving a presentation at
5 that executive session other than Mr. Cotton?
6 MR. CICILIANO: Objection to form.
7 A. I'm not certain. I am not certain on that.
8 Q. (BY MR. PRONSKE) And was Mr. Cotton -- I
9 understand Mr. Cotton is an attorney, but was he in his
10 capacity as attorney in that meeting? And if so, who
11 was he representing?
12 A. No, he was not acting as counsel. He was
13 acting as first vice president and chairing the meeting
14 because the president wasn't there, as I explained
15 before.
16 Q. Okay. And what did he say during that
17 presentation?
18 A. That is what happened in executive session
19 and --
20 MR. CICILIANO: Yeah, I would object
21 pursuant to attorney/client privilege and instruct you
22 not to answer.
23 MR. WATSON: Okay. Yeah, I am going to
24 instruct you not to answer.
25 MR. PRONSKE: It's not a conversation
Page 157

<p>1 between an attorney who is acting in the capacity as an 2 attorney and clients. Are you saying it's just because 3 of the presence of attorneys in that room? 4 MR. CICILIANO: No, Gerrit. I'm saying 5 because we have a declaration, as you well know, board 6 counsel who actually explains that they were all 7 discussing attorney/client privilege. So you may want 8 to beat around it and try to snip out portions. It's 9 not going to happen. I am directing him not to answer, 10 as is his counsel. 11 MR. PRONSKE: Who is the attorney that 12 you say was involved in that attorney/client discussion, 13 Mr. Ciciliano? 14 MR. CICILIANO: I believe the declaration 15 says William Davis, as well as counsel from Brewer. 16 MR. PRONSKE: And so just because an 17 attorney was present in the room, all discussions in 18 that executive session were privileged? 19 MR. CICILIANO: No. But if you actually 20 look at the declaration, what they say is that every 21 discussion they had in there was regarding legal advice. 22 So in that instance, yes. 23 MR. PRONSKE: So you're saying that 24 everything that happened in the executive session 25 regarding Wayne LaPierre's employment contract on Page 158</p>	<p>1 board supine, that -- 2 Q. And by supine, you mean subservient? 3 A. I mean supine. It's a little more than that 4 single synonym. 5 Over the years, I have watched the NRA and its 6 operations with the board of directors and officers, and 7 I mean, you know, I know many of them. There's been a 8 pattern that I believe is easily established, where if a 9 board member questions a position, they lose their 10 committee assignments and then they're effectively 11 ostracized, and they basically say, well, I'm not 12 getting paid for this and leave. And so I think we will 13 have several soon. We'll see. Anyway, I expect we're 14 going to have resignations, from what I'm hearing, on 15 the 28th. So we'll see. 16 Q. And will those resignations be, at least to 17 some degree, because the board was not told about the 18 bankruptcy? 19 A. You know, you're going to have ask -- 20 MR. CICILIANO: I am going to object. 21 Calls for speculation. Also is a direct attempt to 22 invade the attorney/client privilege. 23 MR. WATSON: And it's been asked and 24 answered, but go ahead. 25 A. You're going to have to ask them. We'll see Page 160</p>
<p>1 January 7th was privileged. Is that right? 2 MR. CICILIANO: For this one, for what 3 I'm seeing, absolutely. 4 MR. PRONSKE: Okay. 5 Q. (BY MR. PRONSKE) And Judge Journey, are you 6 refusing to answer the question based on Mr. Ciciliano's 7 advice? 8 MR. WATSON: Well, it's my advice. I am 9 instructing him not to answer. 10 Q. (BY MR. PRONSKE) Okay. Are you refusing to 11 answer the question based on advice of counsel? 12 A. I am going to defer to counsel, yes. 13 Q. When you said -- when you testified that 14 bankruptcy is not the disease but it's a symptom of the 15 disease, what is the disease? 16 A. I think the disease and its symptoms are 17 described in great detail in the New York Attorney 18 General and the Washington, D.C. Attorney General's 19 petitions. There are other things that I've read in 20 other cases that gave me pause also and concern. 21 Q. When you testified that there have been, 22 quote, so many resignations from the board, why do you 23 believe there have been so many resignations from the 24 board? 25 A. Well, it's part of the process to make the Page 159</p>	<p>1 who resigns and who stays and who wants to stay and fix 2 it. 3 Q. (BY MR. PRONSKE) Have any of the board 4 members that are resigning, have you spoken with any of 5 them and have they told you why they're resigning? 6 A. Several. 7 Q. And what is the reason that you're being given 8 by those persons for resigning? 9 MR. CICILIANO: And I would just object 10 to the extent that the reasons they're giving you are 11 attorney/client privileged. 12 A. You want to know the real reason? Because 13 they don't know how to count noses. 14 Q. (BY MR. PRONSKE) What does that mean? 15 A. That means they don't win. That means they 16 get on their little donkeys and tilted the windmill and 17 lose and then they leave. 18 Q. Have any of those persons told you that the 19 reason that they are resigning is because of the failure 20 to inform the board members of the bankruptcy? 21 MR. CICILIANO: I am going to object -- 22 MR. WATSON: Same objection. 23 MR. CICILIANO: -- to attorney/client 24 privilege and direct you not to answer. 25 MR. PRONSKE: That's not privileged. Page 161</p>

1 That's a --
2 Q. (BY MR. PRONSKE) Let me ask you this, Judge
3 Journey.
4 A. I think if you talk to Mr. -- what's his name,
5 the one that resigned after the meeting?
6 Q. Relating to the question I just asked you,
7 Judge Journey, were any of those conversations with
8 those board members as to their resignations, were any
9 of those conversations with lawyers present?
10 A. No.
11 Q. Okay. So did any of these persons tell you
12 they're resigning because of the failure of the NRA to
13 tell its board that it was going to file bankruptcy?
14 MR. CICILIANO: Objection. I am going to
15 object and instruct you not to answer on the basis of
16 attorney/client privilege.
17 MR. PRONSKE: That's not privileged.
18 MR. WATSON: I think he can answer that
19 one, Dylan.
20 MR. CICILIANO: Here is the problem with
21 the privilege. You're presupposing a conversation that
22 happened during the executive session. You're saying
23 this is the conversation that happened and, therefore --
24 MR. WATSON: I think he can answer it,
25 Dylan, because I don't think Gerrit's question is

Page 162

1 limited to that. He's talking about conversations that
2 may have been had outside of that.
3 MR. PRONSKE: Your objections are really
4 problematic, Dylan, and they're going to get in front of
5 the judge. And you -- you making an objection to a
6 privilege based on a conversation between two people
7 with a lawyer not present as to the reason that a board
8 member is leaving is not privileged and you know it.
9 And just because there was some seed of
10 privilege that you can go to many days or weeks before
11 that conversation doesn't mean that when one person
12 tells another person without a lawyer present why he's
13 quitting is somehow privileged. That's just ridiculous.
14 MR. WATSON: Judge, you can answer the
15 question to the extent that you know.
16 A. One board member has resigned since January
17 15th.
18 Q. (BY MR. PRONSKE) And who is that?
19 A. Duane Sutnik (sic).
20 Q. And did he --
21 A. He runs -- what is it? He's CEO of Magpul.
22 Q. And did you speak with Mr. Sutnik (sic) after
23 his resignation?
24 A. I spoke with him for a brief period one time.
25 Q. And did he tell you why he resigned?

Page 163

1 A. He said because his lawyers told him to get
2 out and because of the bankruptcy. I think that was
3 the -- I would characterize his perception that was the
4 last straw.
5 Q. So when you say because of the bankruptcy, are
6 you talking about because the NRA filed bankruptcy or
7 because of how they filed bankruptcy without informing
8 the board, as you've stated in the article?
9 MR. CICILIANO: Gerrit --
10 MR. WATSON: Objection. That's a
11 compound question. Could you break that down, Gerrit?
12 THE WITNESS: Yeah, he's wanting me to
13 speculate, and I would suggest you guys take Duane's
14 deposition and ask him why he quit.
15 Q. (BY MR. PRONSKE) I am not asking you to --
16 A. You know, I had like two minutes on the phone
17 with him.
18 Q. And I am not asking --
19 A. And he didn't want to help me, so that's when
20 I stopped talking to him.
21 Q. Okay. Judge Journey, listen to me for a
22 minute. Okay?
23 A. I'm trying.
24 Q. I am not asking you to speculate. I'm asking
25 you did he tell you -- which would not be speculation.

Page 164

1 Did he tell you why he was resigning?
2 A. I think the last -- the straw that broke the
3 camel's back was filing the bankruptcy without informing
4 the board. Does that answer your question?
5 Q. It does. Thank you.
6 MR. CICILIANO: And Gerrit, let's be real
7 clear about something. If two individuals who are on
8 the board are discussing attorney/client privileged
9 communications, that still falls within the privilege.
10 Whether or not you want to believe it or not, that is
11 clearly within the privilege.
12 MR. PRONSKE: I'll pass the witness.
13 MR. WATSON: Anybody else got any
14 questions?
15 MR. MASON: I have just got a few
16 follow-ups. Real quickly, I promise.
17 MR. WATSON: Okay. Go ahead, Brian.
18 THE WITNESS: My wife is going to want to
19 hear that. Yeah. She's hungry.
20 MR. WATSON: Yeah.
21 FURTHER EXAMINATION
22 BY MR. MASON:
23 Q. Judge Journey, with respect to Mr. Cotton's
24 presentation, was it a PowerPoint presentation that he
25 did?

Page 165

1 A. Who?
2 Q. I believe you mentioned --
3 A. Oh, Mr. Cotton. No, there was no PowerPoint
4 in either board meeting.
5 Q. Okay. There was some conversation earlier
6 about the -- that the creditors committee and members of
7 the creditors committee. Do you know how members of the
8 creditors committee are selected in a Chapter 11
9 bankruptcy?
10 A. Correct me if I'm wrong, but the trustee does
11 that.
12 Q. Okay. And is that your understanding of what
13 happened in this particular case?
14 A. I did watch the motion where somebody else
15 wanted on the creditors committee, yes.
16 Q. And I guess just to be --
17 A. That would be about all I know.
18 Q. And I guess just to be clear when you say "the
19 trustee," are you referring to the US Trustee?
20 A. Yes.
21 Q. Can you describe Mr. LaPierre's -- let me ask
22 it this way.
23 Is Mr. LaPierre, does he have a close
24 relationship with a lot of members of the board?
25 MR. WATSON: Calls for speculation.

Page 166

1 Yeah, I object to that.
2 A. Yeah, I don't know. I don't know. I have no
3 idea. You know, I'm sure there's a handful, I'm
4 guessing, but I can't even tell you who they are.
5 Q. (BY MR. MASON) Have you spoken with Marion
6 Hammer since January 15th?
7 A. No, but she emailed me a wonderful thing.
8 Q. And was it just you and her on that particular
9 email?
10 A. I didn't respond.
11 Q. What did Ms. Hammer tell you in that email?
12 A. I'd have to like search my Google. Oh, my
13 God, that's so far ago. Basically that she knew I
14 shouldn't have got on the board, and she was right all
15 along.
16 Q. I'm sorry. Can you say that one more time?
17 A. That I should not have been elected to the
18 board, and she was right all along.
19 Q. Anything else that she said in that email? Do
20 you have it in front of you? Do you have access to it
21 on your computer right there?
22 MR. WATSON: I will object to that. I am
23 going to object to that. It's not in evidence, Brian.
24 And he's testified from his memory what was said, so --
25 A. Something about -- something about how I

Page 167

1 always --
2 MR. WATSON: Well, hold on, Judge. Hold
3 on, Judge. I don't want you to speculate on what you
4 may remember and what you may not remember.
5 THE WITNESS: Yeah, I would hate to get
6 it wrong, because I'm sure she would point that out to
7 me, too.
8 MR. MASON: I think that's all I've got.
9 Thank you, Judge.
10 THE WITNESS: Thank you.
11 MS. EISENBERG: Mr. Watson --
12 MR. WATSON: Yeah.
13 MS. EISENBERG: -- your client referred
14 to a Mr. Sutnik. I suspect he may have misspoken
15 inadvertently. There is an individual by the name of
16 the Duane Liptak. Would you like to ask your client if
17 that's the last name he intended to use?
18 THE WITNESS: She is absolutely right.
19 Yes. Thank you.
20 MR. WATSON: And could you state your
21 name for the record, Counsel?
22 THE WITNESS: It was only one time, you
23 know.
24 MR. CICILIANO: That's Svetlana. She's
25 already made an appearance.

Page 168

1 MR. WATSON: Okay. But -- yeah, yeah.
2 But she's talking. She didn't identify herself, Dylan.
3 MR. CICILIANO: No, I appreciate that it.
4 MR. WATSON: Yeah.
5 MS. EISENBERG: It's nice to meet you.
6 I'm Svetlana Eisenberg. We are Proposed Special
7 Counsel for Debtors.
8 MR. WATSON: Oh, I understand. I just
9 wanted to, you know, make sure that on the written
10 record that your question --
11 MS. EISENBERG: I appreciate it.
12 MR. WATSON: Yeah.
13 MS. EISENBERG: Thank you.
14 MR. WATSON: Did he give you the answer
15 you were seeking?
16 MS. EISENBERG: Yes, I believe --
17 THE WITNESS: She gave me the answer.
18 MS. EISENBERG: -- the Judge confirmed,
19 yeah.
20 MR. WATSON: Okay. Great.
21 Do you guys have any questions, Gerrit? I
22 want everyone to be happy.
23 THE WITNESS: Yeah.
24 MR. WATSON: I don't want to cut you off.
25 THE WITNESS: Yeah.

Page 169

1 MR. PRONSKE: I will be happy to press
 2 "leave" here.
 3 MR. WATSON: I know, but it's my job to
 4 rough you up a little bit, Gerrit.
 5 But seriously, do you have any more questions,
 6 Gerrit?
 7 MR. PRONSKE: Thank you.
 8 MR. WATSON: You do or you don't?
 9 MR. PRONSKE: I do not. Thank you.
 10 MR. WATSON: Okay. Okay. Great.
 11 Anybody else? You Dylan?
 12 MR. CICILIANO: No.
 13 MR. WATSON: Okay. Can we go off the
 14 record then, Julie?
 15 THE VIDEOGRAPHER: This is Zack, the
 16 videographer. We have taken all transcript and video
 17 orders off the record. The time is 7:57. We are off
 18 the record.
 19 (Proceedings ended at 7:57 p.m.)
 20
 21
 22
 23
 24
 25

Page 170

1 CHANGES AND SIGNATURE
 2 WITNESS NAME: PHILLIP JOURNEY
 3 DATE OF DEPOSITION: MARCH 18, 2021
 4 PAGE LINE CHANGE REASON
 5 _____
 6 _____
 7 _____
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Page 171

1 I, PHILLIP JOURNEY, have read the foregoing
 2 deposition and hereby affix my signature that same is
 3 true and correct, except as noted above.
 4
 5 _____
 6 PHILLIP JOURNEY
 7
 8 THE STATE OF _____)
 9 COUNTY OF _____)
 10 Before me, _____, on
 11 this day personally appeared PHILLIP JOURNEY, known to
 12 me (or proved to me under oath or through
 13 _____) (description of identity
 14 card or other document) to be the person whose name is
 15 subscribed to the foregoing instrument and acknowledged
 16 to me that they executed the same for the purposes and
 17 consideration therein expressed.
 18 Given under my hand and seal of office this
 19 _____ day of _____, _____.
 20
 21
 22 _____
 23 NOTARY PUBLIC IN AND FOR
 24 THE STATE OF _____
 25

Page 172

1 STATE OF TEXAS)
 2 COUNTY OF DALLAS)
 3 I, Julie C. Brandt, Certified Shorthand
 4 Reporter in and for the State of Texas, certify that the
 5 foregoing deposition of HONORABLE PHILLIP JOURNEY was
 6 reported stenographically by me remotely via Zoom, said
 7 witness having been placed under oath by me, and the
 8 deposition is a true record of the testimony given by
 9 the witness;
 10 That the amount of time used by attorneys at
 11 the deposition is as follows:
 12 Mr. Pronske - 1 hour, 49 minutes
 13 Mr. Ciciliano - 59 minutes
 14 Mr. Mason - 23 minutes
 15 I further certify that I am neither counsel
 16 for, nor related to any party in the cause and am not
 17 financially interested in its outcome.
 18 In witness whereof, I have subscribed my name
 19 this 19th day of March, 2021.
 20
 21 *Julie C. Brandt*
 22 Julie C. Brandt, CSR, KMR, CRR
 23 TX CSR No. 4018, Exp. 10/31/21
 24 Veritext Legal Solutions
 25 Firm Registration No. 571
 300 Throckmorton Street, Suite 1600
 Fort Worth, Texas 76102
 817-336-3042

Page 173

<p>1 jermaine.watson@bondsellis.com 2 March 19, 2021 3 RE: In Re: National Rifle Association Of America And Sea Girt 4 DEPOSITION OF: Honorable Phillip Journey (# 4504406) 5 The above-referenced witness transcript is 6 available for read and sign. 7 Within the applicable timeframe, the witness 8 should read the testimony to verify its accuracy. If 9 there are any changes, the witness should note those 10 on the attached Errata Sheet. 11 The witness should sign and notarize the 12 attached Errata pages and return to Veritext at 13 errata-tx@veritext.com. 14 According to applicable rules or agreements, if 15 the witness fails to do so within the time allotted, 16 a certified copy of the transcript may be used as if 17 signed. 18 Yours, 19 Veritext Legal Solutions 20 21 22 23 24 25</p> <p style="text-align: right;">Page 174</p>	