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OFFICE OF THE PRESIDENT
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OLIVER L. NORTH
President



PERSONAL AND CONFIDENTIAL

Wayne LaPierre
Executive Vice President, National Rifle Association of America

PX-334
Index No. 451625/2020 (JMC)

March 31, 2019

Dear Wayne:

In the spring of 2018 you urged me to accept your proposal that I be elected President of the NRA and become host of an NRATV show. The plan for me to serve as NRA President and as an employee of Ackerman McQueen, was your idea, not mine. You asked me to help you guide the Association through a very difficult period, and you told me my principal mission would be to increase membership and raise funds for the NRA.

During and after our 2018 Autumn Board meeting, at which I was sworn-in as NRA President, several of our directors urged me to look into why our legal bills are so high. The matter was raised so often that I asked to see the legal bills in my capacity as President and as a Board member of this organization. Over the next several months, I repeatedly sought information concerning the legal bills, and each time I was rebuffed. On February 25, 2019, I requested both orally and in writing that John Frazer provide me with copies of the Brewer firm's invoices, which I understand to make up the bulk of the legal fees paid by the NRA. I was told that you instructed Mr. Frazer not to let me see the Brewer bills.

On February 26, 2019, I along with the First and Second Vice President of the NRA wrote to you regarding the contract with the Brewer firm, which had not been executed in accordance with the Board's policy (which required the approval of the President and either the First or Second Vice President). We indicated in that letter that we have "fiduciary obligations that need to be urgently addressed." You responded with a letter that same day refusing to make Brewer's bills available, and "request[ing] again that [I] kindly cease and desist from any further involvement or communications relating to these matters."

I then asked for the total amount that the NRA had paid the Brewer firm. I was shocked to learn that the NRA had paid the Brewer firm \$19 million in the past 11 months, as reflected below:

██████████
██████████

North Deposition
Exhibit 18_

12-18-19 TW

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Date	Payment to Brewer Firm
March 2018	\$ 25,000.00
April 2018	\$ 1,011,184.04
May 2018	\$ 1,409,622.82
June 2018	\$ 1,730,571.18
July 2018	\$ 1,839,535.17
August 2018	\$ 1,839,743.68
September 2018	\$ 1,883,351.80
October 2018	\$ 1,892,735.45
November 2018	\$ 2,043,746.51
December 2018	\$ 1,847,898.88
January 2019	\$ 1,887,452.55
February 2019	\$ 1,849,610.20
TOTAL:	\$ 19,260,452.28

More recently, I was told that the NRA has been billed (or that the Brewer firm has accrued but not yet billed) an additional \$5 million in legal fees by the Brewer firm.

These amounts over a period of 11 months are stunning and beyond all reason. They appear to be excessive on their face, especially for an organization in our financial condition. Absent billing data and clear explanations, they are unsupportable.

To this day, I have been denied access to any of the billing data other than that reflected on the chart above. Your repeated refusal to permit me, the President of this organization, to see the bills being paid by this organization has increased my concern exponentially.

To underscore the extraordinary nature of these legal bills, one has to look only to our financial statements. At \$1.9 million over 11 months, the Brewer firm is one of the NRA's largest vendors. To put \$19 million into perspective, according to the NRA's most recent publically available Form 990, the largest three vendors of the organization in 2016 billed \$27 million, \$21 million, and \$11 million. In just 11 months, the Brewer firm has gone from \$0 to more than \$19 million—with bills that are being kept secret from me and other Board members.

Wayne, payments of \$1.8 million dollars per month deserve attention and oversight. \$1.8 million per month is \$60,000 per day, seven days a week—every day of the month; month after month. This is an extraordinary amount of money for any organization. The NRA cannot continue to spend \$60,000 per day with the Brewer firm.

You and Mr. Brewer have indicated that I should stay out of this because I have a "conflict." That is nonsense. I don't have to be a lawyer to know that my employment by Ackerman McQueen for work on NRATV and my work as President of the NRA—which you originated and I accepted—does not prevent me from seeing the Brewer firm's bills. Nor does it eliminate my fiduciary responsibility as an officer and director of this non-profit organization. As President of the NRA, I have fiduciary duties I cannot ignore.

Accordingly, I sought advice from the Counsel to our Board of Directors. On March 22, he advised me and the First and Second Vice Presidents that we should [REDACTED]. Therefore, [REDACTED] on March 22, 2019, the three of us informed the Audit Committee as follows: [REDACTED]

You responded to this request in your March 28, 2019 letter to me, again denying me access to the Brewer firm's bills. You wrote that "an independent law firm, Morgan Lewis, has opined that [REDACTED]. But Morgan Lewis never said that [REDACTED]. Instead, Morgan Lewis wrote:

[REDACTED]

Moreover, I note from the briefing Mr. Brewer provided on March 15, 2019, that only a portion of the Brewer firm's work appears to be litigation. But of course I do not know what portion because the bills have been hidden from me and the rest of the Board.

Hiding the bills from me and the Board is particularly striking in light of Morgan Lewis's memorandum stating: [REDACTED]

If these extraordinarily large bills are proper and in good order, then please simply allow the Audit Committee to hire an outside, independent reviewer to examine them. We have requested an outside, independent review. If there is nothing to hide, why not agree to do so?

However, it now appears you want to deny the Audit Committee the right to examine the bills. What possible function does an Audit Committee have if it does not include the examination of financial issues such as the spending of \$19-\$24 million dollars in one year with the Brewer firm? As President of this organization, I (along with the First and Second Vice President) have asked the Audit Committee to look into this. You should embrace the effort because it is good governance.

If the Audit Committee is prevented from looking into this massive expenditure, then I will be bound by my fiduciary duties to raise the matter with the entire Board at our meeting in Indianapolis in April.

Your actions in this regard do not reflect good corporate governance, and they make no sense to me and to our mutual friend Chuck Cooper, among many others. Mr. Brewer was recently found by a Federal District Judge in Virginia to have misled the court, an offense so abhorrent to the court that the court ejected Mr. Brewer from participating in a case for the NRA. In that case, after a special hearing to determine why Mr. Brewer failed to disclose his prior disciplinary problem in Texas, the Judge decided on September 13, 2018 to revoke his ability to participate in the case. The court stated:

“[T]he Court of Appeals [in Texas] went on to affirm the findings of Judge Reyes that Mr. Brewer’s actions were not a negligent act, or a mistake, or the result of poor judgment, but they were in bad faith, unprofessional, and unethical, highly prejudicial to the fair trial of an impartial jury.

And, of course, we’re talking about this push poll that Mr. Brewer admitted he had reviewed and approved before it was used by the polling company. Disrespectful to the judicial system. Threatening the integrity of the judicial system. Incompatible with a fair trial. The poll was designed to improperly influence the jury pool. And that the conduct impacted the right of a trial by impartial jurors. And that it was intentional and in bad faith. And that the quote, “it is undisputed that the trial Court’s ability to impanel an impartial jury and to try a case before unintimidated witnesses are core functions of the Court.

Had I known about these opinions, notwithstanding that there is further appeals ongoing, I wouldn’t have signed the pro hac vice form and would not have admitted Mr. Brewer to the Eastern District of Virginia. They are very serious allegations. They are findings of bad faith that go to the core of a fair and impartial rendering of a jury verdict. And now having reviewed them—and I realize that the NRA will be inconvenienced and, if necessary, there might have to be some adjustment to the discovery process ongoing—but I find that Mr. Brewer’s pro hac vice admission should be revoked and that he should not be admitted to proceed further in this case.”

Transcript, NRA v. Lockton, Case No. 18-639, September 13, 2018, page 16–17.

Mr. Brewer may attribute to me some ulterior motive for questioning the magnitude of his \$19–\$24 million in fees. I want to be clear that I raise concerns about the Brewer firm’s multi-million-dollar fees for only one reason: it is my fiduciary duty to make sure the NRA responsibly uses the funds it raises from members and the public. I fully support the compliance work that Brewer has done for the NRA. I fully support and expect 100% compliance with all rules, regulations and laws applicable to non-profits. But this includes compliance in all NRA contractual relationships with vendors, including the Brewer firm.

When I became President of the NRA, I expected that the NRA was in full compliance with all laws and regulations. However, at our meeting on March 15, 2019, Mr. Brewer informed me that [REDACTED]

[REDACTED] I do not know the details of previous compliance problems, but I do expect that this organization comply with all laws and regulations. Whatever the past problems, I'm glad that they have been corrected. I fully support the work in this regard.

My focus is on the Brewer expense. My responsibility is to ensure that the payments made by the NRA to the Brewer firm are reasonable and appropriate. On the face of it, they seem excessive, rather than reasonable. My concerns are heightened by efforts to keep the bills from being audited by an outside counsel as we recommended in our March 22, 2019 memorandum to the Audit Committee. I urge you to rethink your refusal to fully disclose the Brewer firm billing data to the Audit Committee and that you support the Committee retaining an outside auditor.

The NRA is a non-profit registered in New York. It is regulated by the New York Attorney General. The New York Attorney General has published guidance on the financial management of non-profits. We must follow this guidance and the laws governing non-profits in the State of New York. Multiple guidance memoranda from the New York Attorney General can be found at www.charitiesnys.com. One particularly relevant piece of guidance is titled:

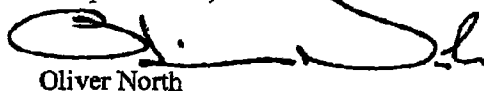
"INTERNAL CONTROLS AND FINANCIAL ACCOUNTABILITY FOR NOT-FOR-PROFIT BOARDS." It states:

"A primary responsibility of a nonprofit's board of directors is to ensure that the organization is accountable for its programs and finances to its contributors, members, the public and government regulators."

Wayne, I am urging you. I am pleading with you, based upon our long friendship, and our shared strong belief in the mission of the NRA. Please agree that the Audit Committee should conduct an outside, independent review. If you do not, I am bound by my fiduciary duties to do what is right—and to push further for review and oversight of these extraordinary, multi-million-dollar expenditures. This is a matter of conscience for me.

Chuck Cooper joins me in this plea. No two people have been closer to you over the years. No two people have supported you more over the years. No two people have admired you more. But right now we believe that you are on a wrong and dangerous course. Please reconsider so we can put all this behind us and get on with the important business of saving the NRA. In these times, our country needs us working together to preserve the 2nd Amendment.

Semper Fidelis,



Oliver North

**"SEMPER FIDELIS" IS MORE THAN A SLOGAN FOR U.S. MARINES
"ALWAYS FAITHFUL" IS A WAY OF LIFE**