

From: Ollie North [REDACTED]
Sent: Fri, 22 Mar 2019 19:08:34 -0400 (EDT)
To: "John.Frazer@nrahq.org" <John.Frazer@nrahq.org>
Cc: "North, Oliver" <ONorth@nrahq.org>
Subject: CONFIDENTIAL DOCUMENTS
Attachments: LETTER TO BREWER, 22 MAR 19.pdf; MEMO TO AUDIT COMMITTEE.pdf

JOHN:
 PLEASE FIND ATTACHED TWO **CONFIDENTIAL DOCUMENTS** FROM THE NRA BOARD'S THREE ELECTED OFFICERS FOR URGENT TRANSMISSION TO

THE NRA AUDIT COMMITTEE AND BREWER ATTORNEYS AND COUNSELORS.

BOTH DOCUMENTS [3 PAGES TOTAL] ARE **CONFIDENTIAL**.

IF YOU HAVE A SECURE MEANS OF DOING SO, WE ASK YOU ALSO SEND COPIES TO WAYNE LAPIERRE AND CRAIG SPRAY.

I HAVE THE ORIGINAL DOCUMENTS IN MY POSSESSION AND WILL HAND THEM TO YOU ON MONDAY WHEN I RETURN FROM RAISING SOME \$ AND NEW MEMBERS THIS WEEKEND IN MISSOURI!

PLEASE CALL IF YOU HAVE ANY QUESTIONS [REDACTED]

SEMPER FIDELIS, OLIVER NORTH

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

Meadows Depo.
Exhibit _2_

PX-2988
Index No. 451625/2020 (JMC)

NATIONAL RIFLE ASSOCIATION OF AMERICA
OFFICE OF THE PRESIDENT
NEW WADSWORTH ROAD
FAIRFAX, VIRGINIA 22030



March 22, 2019

William Brewer, Esquire
Brewer Attorneys & Counselors
750 Lexington Avenue
14th Floor
New York, NY 10022

Re: NRA Engagement

Dear Mr. Brewer:

As you know, NRA policies and procedures require that any contract with a vendor or supplier in excess of \$100,000 be reviewed and approved by at least the President and either the First and/or the Second Vice President.

In order to fulfill our fiduciary duties and ensure compliance with applicable NRA policies and procedures, we are requesting the following:

First, please submit proposed separate engagement letters to the NRA for each matter that you are handling for the NRA. These engagement letters should detail the specific tasks to be completed on each matter, and a proposed budget for each matter. At a minimum, the proposed separate engagement letters and budgets should cover:

- a) New York litigation matters;
- b) NY State Attorney General potential investigation of NRA non-profit and related corporate activities;
- c) The Lockton case and similar regulatory matters in other states;
- d) Justice Department and Federal Bureau of Investigation of matters related to prosecution of Maria Butina;
- e) Congressional oversight matters; and
- f) Any other matters in which your firm is currently involved or planning to become involved.

[Redacted] fax

Second, the NRA Audit Committee has been asked to conduct an outside, independent review of the fees and expenses that Brewer Attorneys & Counselors has billed to the NRA. We appreciate your cooperation. The purpose of this review is to make sure that the fees and expenses being billed to the NRA by your firm are reasonable and appropriate, and are properly authorized in accordance with NRA policies and procedures.

In accordance with applicable NRA policies and procedures, until the outside, independent review has been completed and the Board has approved a new engagement letter for each matter, as requested above, the Board will not authorize any contract or payments for services beyond the scope described in the existing engagement letter.

The NRA appreciates your cooperation with bringing your engagement letters into compliance with NRA policies and procedures, and your cooperation with the outside, independent review of your invoices.

Sincerely,



Oliver L. North
NRA President



Richard R. Childress
NRA First Vice President



Carolyn D. Meadows
NRA Second Vice President

NATIONAL RIFLE ASSOCIATION OF AMERICA
OFFICE OF THE PRESIDENT
1101 K STREET, N.W.
WASHINGTON, D.C. 20004



March 22, 2019

To: NRA Audit Committee

From: Oliver L. North, NRA President
Richard R. Childress, NRA First Vice President
Carolyn D. Meadows, NRA Second Vice President

Re: Brewer Attorneys & Counselors Engagement Review

Since March 2018, Brewer Attorneys & Counselors has billed the NRA for substantial fees and expenses, and has apparently accrued significant additional fees and expenses which have not yet been billed. To ensure that the Audit Committee and its members fulfill their fiduciary obligations, and after consultation with Board Counsel, we have taken specific steps to ensure proper review of the Brewer firm's invoices. This review is consistent with the compliance review conducted by Brewer Attorneys & Counselors over the last year.

Given the magnitude of the legal fees and expenses that the Brewer firm has billed to the NRA over the past 10 months, there are questions concerning the reasonableness of these charges, the documentation to support these charges, and the basis for these expenditures. It is important for the NRA to review these expenditures to ensure that they are appropriate and reasonable.

Therefore, in accordance with our fiduciary duties, we are requesting that the Audit Committee initiate an outside, independent review of Brewer Attorneys & Counselors fees and expenses that the firm has billed the NRA. In accordance with our fiduciary duties, we request that the outside counsel selected to perform the independent review have appropriate expertise to perform such a review, and that the outside counsel be selected in consultation with the President and the First and Second Vice President. The purpose of conducting an outside, independent review of these expenditures is to ensure that such services and fees charged are reasonable and appropriate.

Given the need to fulfill our fiduciary obligations, we are simultaneously notifying Mr. Brewer that the NRA intends to conduct an outside, independent review of Brewer Attorneys & Counselors fees and expenses, and we appreciate his cooperation. We also are informing Mr. Brewer that the NRA needs to enhance the documentation of the scope of his work for the NRA through separate engagement letters for each matter that the Brewer firm is handling for the NRA. This type of documentation is required to comply with existing NRA policies and procedures for contract review and approval of engagements over \$100,000. As you know, the Brewer firm currently is billing significant fees and expenses to the NRA for work that is outside the scope of its original engagement letter with the NRA.

(703) 267-1000
(703) 267-1946 fax

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