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

PEOPLE OF THE STATE OF NEW YORK, BY LETITIA JAMES, ATTORNEY GENERAL OF THE STATE OF NEW YORK,	§	
Plaintiff,	§	**INDEX NO. 451625/2020**
v.	§	**Hon. Joel M. Cohen**
THE NATIONAL RIFLE ASSOCIATION OF AMERICA, WAYNE LAPIERRE, WILSON PHILLIPS, and JOHN FRAZER,	§	
Defendants.	§	

NRA'S REPLY IN SUPPORT OF POST-TRIAL SUBMISSION AND FINAL JUDGMENT PROPOSALS

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I. PRELIMINARY STATEMENT

The Court correctly rejected the request of the New York Attorney General to appoint a compliance monitor, finding "[t]he notion that the [National Rifle Association ("NRA" or "Association")] would simply lapse back into" violations to be "possible but not probable." NYSCEF 3429 [Interim Final Judgment] at 2254:8-15. Instead, the Court directed the parties to consider six "specific and targeted changes" to the NRA, to be evaluated "in the NRA's interest." *Id*. at 2254:14-2256:7.

In response, the NRA promptly developed measures addressing each of the Court's directives. *See* NYSCEF 3594 at pp. 2-3. The NRA did so because it is serious about making sure that past abuses are not repeated. NYSCEF 3596 at 8 (Exhibit 1) ("the NRA Board of Directors heeds and shares the Court's view that 'the overarching goal of the NRA's course correction . . . is to establish a clear break from past practices that the jury determined violated New York law'"). The NRA's Proposed Final Judgment reflects its Board's careful deliberations, and includes significant voluntary measures that create greater transparency, support democratic processes at the NRA, and prevent any faction from entrenching itself.

Although the NYAG agreed to many of the NRA's proposals, it continues to demand additional measures to which it has no entitlement and which find no support in this Court's Interim Final Judgment, New York law, or the record. These additional measures would interfere with the rights of NRA members, enshrined in the NRA Bylaws, to elect the Board of their choice, as well as the rights of individual Board members against whom there is no evidence of any breach of duty. Instead of promoting the maturation of oversight and compliance efforts already in place at the NRA, the NYAG's additional demands reflect its troubling, partisan intrusion into the internal politics of the Association it tried to dissolve.

The Court should reject this additional relief and implement the NRA's Proposed Final

Judgment.[1]

II. LEGAL STANDARDS

"Injunctive relief must be narrowly tailored to address the specific unlawful activity giving rise to plaintiffs' injury." *R.C. v. City of New York*, 229 A.D.3d 173, 178 (1st Dep't 2024). A court should not grant injunctive relief that "would implicate the rights of nonparties . . . who are not before the court." *Cohen v. CASSM Realty Corp*., 54 Misc. 3d 256, 268 (Sup. Ct., N.Y. County 2016); *see also Hartford-Empire Co. v. United States*, 323 U.S. 386, 410 (1945) (invalidating remedial injunction against stockholders of antitrust violator, who were officers and directors of a predecessor company and were not charged in the underlying proceeding). And "[a] court should not interfere in the internal affairs of a corporation"—especially a non-profit advocacy group—"unless a clear showing is made to warrant such action." *In re R. Hoe & Co.*, 14 Misc. 2d 500, 505 (Sup. Ct. 1954, Bronx County), *aff'd sub nom*. *In the Matter R. Hoe & Co.*, 285 A.D. 927 (1st Dep't 1955), *aff'd sub nom. In re R. Hoe & Co.*, 309 N.Y. 719 (1955).

A mandatory injunction, which "demand[s] that a person perform certain acts" instead of merely refraining from certain behaviors, is "uncommon and considered a drastic remedy which should only be utilized where compelling circumstances require it." *In re New York Methodist Hosp.*, 25 Misc. 3d 648, 652–53 (Kings Cty. Sup. Ct. 2009). To obtain such an injunction, the plaintiff must show, *inter alia*, "that serious and irreparable harm will result absent the injunction" and "the equities are balanced in his or her favor." *Caruso v. Bumgarner*, 120 A.D.3d 1174, 1175 (2d Dep't 2014).

[1] The NRA submits herewith an updated Proposed Final Judgment that reconciles and integrates language concerning items where the parties' proposals overlap.

III. ARGUMENT

A. The NYAG's Requested Relief Regarding Board Service Strays Far Afield of the Trial Record and Invades the Association's Internal Politics.

The NYAG could have alleged misconduct by, or sought particularized relief against, individual NRA directors. *See* N-PCL §§ 112(a); 720. Instead, this lawsuit focused primarily on control overrides and expense abuses involving departed executives and vendors, with no current Board members named as defendants.

Nonetheless, the NYAG inappropriately seeks to leverage the Court's remedial discretion to bolster directors it favors in the NRA's internal political debates. Cf. NYSCEF 3562 (text messages between an NYAG attorney and NRA Board member where the NYAG expresses support for certain directors in NRA elections and maligns others as a "cabal"). Brushing aside the NRA's proposed Director Nomination Policy that will expand the path to Board candidacy while ensuring responsible vetting, and the NRA's recent, sweeping overhaul of "key" committee membership, the NYAG seeks invasive measures that exceed the Court's guidance.

1. The Nominating Committee Should Not Be Stripped of the Discretion to Recruit and Prioritize Candidates for Board Service.

The NRA cannot modify requirements for petition candidates absent a member referendum. *See* NYSCEF 3596 at 71 (Frazer Aff. ¶ 3). Thus, both parties' proposals focus on the Nominating Committee.

The NRA's proposed Director Nomination Policy would subject ***all*** candidates to uniform, baseline Required Qualifications and prohibit conflicts. *See* NYSCEF 3593 (Exhibit 2). It would also require the Nominating Committee to seek fresh candidates and apply transparent merit criteria to its deliberations. *Id.*

The NYAG's proposal, by contrast, would force the NRA to "randomly select" nominees for the Association's governing body. *See* NYSCEF 3585 at 8. This contravenes, rather than

promotes, the goal of a more professional board and would undermine, not enhance, stewardship of an emerging "NRA 2.0."

Such impairments hardly constitute necessary relief. Although the NRA's proposed Director Nomination Policy was formulated too late to fully govern the Nominating Committee's most recent proceedings, the committee duly considered the Court's guidance about expanding the candidacy path. Beers Aff. ¶ 13. The Nominating Committee (whose members are elected annually from the floor at NRA Board meetings and cannot serve consecutive terms, *see* NYSCEF 3550 (NRA Bylaws), Art. VIII, Sec. 1) evaluated 86 candidates, withheld re-nomination from nearly one-third of incumbents, and selected 17 fresh candidates who had never served on the Board—including a well-known blogger sharply critical of NRA leadership. Beers Aff. ¶¶ 10, 20-21, 25.[2] Even Frank Tait, an NYAG witness who sought (but did not receive) nomination from the Nominating Committee (but later qualified for the Board ballot by petition), described the vetting process he experienced as "professional and thorough" and "top-notch." *See* Beers Aff., Ex. A.

The NYAG presents no evidence that replacing these careful deliberations with a random lottery would be salutary, let alone "necessary," for the NRA's good governance. Indeed, the NYAG's own governance expert testified that he is "not a fan" of a director-election process that excludes a Nominating Committee "because you don't have proper vetting." Rogers Reply Aff., Ex. A [Tenenbaum Depo. 41:24-42:2.]. Mr. Tenenbaum affirmed that "good vetting of potential candidates" by a "diverse nominating committee" is a best practice; otherwise, director elections can become "a popularity contest." *Id*. 41:4-10; *see also* Rogers Reply Aff., Ex. B [Organization Committee Report] at 3-4 (expressing concern about "unvetted and unqualified candidates with

[2] An additional 12 candidates received ballot placement by petition, Frazer Reply Aff. ¶ 10; in total, at least 27 candidates with no prior NRA board service will appear on the 2025 ballot.

celebrity or similar appeal" prevailing over "more sedate candidates" with relevant business or financial experience). As current committee member Beers notes, "the NRA Bylaws give the Nominating Committee the duty to vet candidates for the Board, and placing candidates on the ballot by random draw would be antithetical to our obligations under the Bylaws and our duties as Board members to protect the best interests of the Association." Beers Aff. ¶ 4; *see also* Board Officers' Aff. ¶ 7.[3]

2. <u>The NYAG's Proposal to Arbitrarily Bar Dozens of Elected Directors from NRA Committee Service is Unwarranted.</u>

Consistent with the Court's guidance, the NRA appointed new leaders to "key" committees. *See* NYSCEF 3594 at 13-14. The NRA also overhauled the committees' membership, infusing them with directors (including NYAG trial witnesses) who were outspoken critics of former leaders, and removing several long-serving incumbents. *Id.;* NYSCEF 3596 at 29-42 (Exhibit 2 to Barr Aff. at 1-14).

Nonetheless, the NYAG baselessly demands more: that the ***majority*** of current directors, most of whom were ***entirely unmentioned*** in the trial record, be barred from ***any service at all*** on key committees—irrespective of merit or the democratic will of NRA members. The current NRA Board Officers agree: this proposal "would unfairly penalize and limit the rights and privileges of a good many directors whom each of us believe to be eminently qualified, and not culpable for prior missteps" and thereby "damage the Association." Board Officers' Aff. ¶ 5. Sweeping, draconian restraints on committee service for dozens of elected directors, against whom the NYAG failed to allege (let alone prove) any breach of duty, are not "necessary to avoid a reoccurrence of illegal conduct." Interim Final Judgment at 2253:21.

[3] The NRA has no objection to granting Board candidates digital space to publicize personal statements. *See* NYSCEF 3581 ¶ 2.

3. The NRA May Choose Which of its Committees are "of the Board" Under N-PCL 712(a).

Pursuant to N-PCL § 712, "the board may create committees of the board" to which it may delegate authority; meanwhile, advisory committees "of the corporation" can arise at the discretion of "the board or the members." N-PCL § 712(a)-(e). Apart from provisions that apply to audit committees (N-PCL § 712-a), there is no statutory prescription that particular committees exist, let alone that they be "committees of the Board."

The NYAG argues that the Bylaws & Resolutions and Ethics committees must be so-designated. But the NYAG does not allege that these committees have been delegated "authority of the [B]oard" under N-PCL § 712(a). Therefore, nothing in New York law, this Court's Interim Final Judgment, or the record supports this request.

4. The NRA Should Be Allowed to Appoint the Finance Committee in Accordance with its Bylaws.

The NYAG asks the Court to require that, for the next three years, the Finance Committee be elected from the floor during the NRA's annual Board meeting. NYSCEF 3585 at 16. However, the record contains no evidence that the Finance Committee's appointment process led to any statutory violation. Changing the appointment process for the Finance Committee is also unnecessary because the Finance Committee's membership was recently overhauled and a new Chairman first elected to the Board in 2023 (Eb Wilkinson) put in place. *See* NYSCEF 3596 at 32 (Exhibit 2 to Barr Aff. at 4).

5. The NYAG's Demand That the NRA Immediately Dissolve the Special Litigation Committee is Without Merit.

At its January 2021 Board Meeting, the NRA Board unanimously adopted a resolution creating the Special Litigation Committee ("SLC") as a committee of the Board to oversee certain litigation (including this litigation). Balch Aff. ¶ 15. The Board unanimously voted to update and

affirm the SLC's composition on September 9, 2023. *Id.* ¶ 16. As attested by the NRA's professional parliamentarian (Thomas Balch), a motion to rescind the SLC or change its composition requires a majority vote of the full Board or two-thirds of those present if undertaken absent advance notice. *Id.* ¶¶ 14, 17-19. As Mr. Balch notes: "Far from thwarting the concept of 'majority rule,' this requirement is designed to prevent the majority will of the (entire) body from being displaced by a temporary unrepresentative majority." *Id*. ¶ 13. Significantly, the chair's ruling on this issue was appealed, but "the majority voted to sustain the decision of the chair." *Id*. ¶ 19.

The NYAG's contention that the NRA's reliance on *Robert's Rules* violates N-PCL § 708(d) is wrong. Since at least 1914—over fifty years before the enactment of the N-PCL—the NRA's Bylaws have required that its Board meetings be governed by *Robert's Rules*. Frazer Reply Aff. ¶¶ 3-7. Those bylaw provisions were duly adopted by the NRA Board and ratified by the NRA's membership in September 1926. *Id*. ¶¶ 5-6; cf. N-PCL § 709(a) (stating that "a by-law adopted by the members" may alter otherwise-applicable statutory voting requirements).

As the NYAG admits in its Second Amended Complaint, "Once properly adopted, bylaws carry the force of law with respect to the corporation's internal affairs." NYSCEF 646 ¶ 64. "For membership organizations like the NRA, bylaws are both a contract between the organization and its members, and among the members themselves." *Id*. "Officers and directors have a legal duty to adhere to a corporation's bylaws," and "[f]ailure to do so constitutes a breach of the fiduciary duties owed to the corporation and the corporation's members and violates New York law." *Id*.

The NYAG's purported distinction between rules for "deliberations" and rules for "voting" falls flat, as *Robert's Rules* itself defines voting as an integral part of the deliberative process. Balch Aff. ¶ 12. As Mr. Balch, who co-authored the latest edition of *Robert's Rules*, explains:

> Were the NRA Bylaws use of the term 'deliberation' to be interpreted to exclude reliance on the provision of *Robert's Rules* specifying the votes required for various types of motions, this would be at variance with its consistent usage and application during all NRA meetings I have served, and would have the effect of rendering at least two-thirds of the manual's content irrelevant. *Id*.

Nothing in New York law prevented the NRA from incorporating *Robert's Rules* into its bylaws. *Liberty Ct. Condo. Residential Unit Owners Coal. v. Bd. of Managers of Liberty Ct. Condo.*, 3 A.D.3d 443, 444 (1st Dep't 2004) (rejecting contention that "a reference to Robert's Rules of Order does not comport with the statutory requirement that the bylaws provide for the nomination of board managers").[4] Contrary to the NYAG's invective, the NRA's adherence to *Robert's Rules* is not a "tactic" to "quash dissent and avoid accountability," but reflects pervasive best practice dating back over a century. Balch Aff. ¶¶ 9-10, 20-22; Frazer Reply Aff. ¶¶ 3-7.

In sum, the NYAG's attempt to interfere in the NRA's internal decisions regarding its defense of this lawsuit is without basis and inappropriate. The NYAG's request that the Court order the NRA to disband the SLC immediately, or else conduct another vote by November, finds no support in the Court's Interim Decision, the record, or New York law.

6. <u>Immediate Referenda on Board Size and Term Limits Would Harm the NRA.</u>

Consistent with the Court's guidance, the NRA also considered, diligently and at length, a bylaw referendum "on whether to reduce the size of the board or reorganize it to create a smaller, more focused group to oversee the key operations and finances of the organization." *See* Interim Final Judgment at 2257:25-2258:1; NYSCEF 3594 at 16-18.

These discussions unearthed a widespread belief among NRA Board members that having

[4] The NYAG's citation to *In re Koch* is unavailing. In that case, which arose under the Religious Corporations Law (not the N-PCL), the corporation adopted *Robert's Rules* only insofar as the Rules "d[id] not conflict with" other express bylaws, and the corporation's bylaws actually specified simple majority voting for the issue at hand. 257 N.Y. 318, 325 (1931).

a 76-person board is beneficial for many reasons: it reflects the diverse geography and interests of the NRA's millions of members; it has specialized knowledge in areas such as hunting, competitive shooting, and firearms training; and it supports an active committee structure that supervises dozens of specialized programs. *See* Sigler Aff., Ex. A; Organization Committee Report at 1-7. Board members also expressed concerns about the ability of a small board to become controlled by a single faction or hostile outside interests. *See* Sigler Aff., Ex. B; NYSCEF 3349 at 415 (Bachenberg Depo. 99-100) (noting that a large board leads to "protection . . . from having a faction try to come in and take over the board" and that the "NRA has so many programs of education, training, women, youth, safety, you need a board that brings that knowledge to the organization, and there is no ten individuals that can have all that experience.").

Ultimately, in light of the complex and weighty nature of the task at hand, the NRA Board resolved unanimously that, instead of an immediate member referendum, President Barr would appoint a committee to gather input from NRA stakeholders and present restructuring options at the April 2025 Board meeting. Board Officers' Aff. ¶¶ 8-9; Organization Committee Report at 7.

That committee swiftly began its work and prepared a detailed responsive submission. *See* Organization Committee Report. In the coming months, the Committee will undertake a "comprehensive study" of board size, the election process, committee structure, and the practices of other non-profits, and present recommendations for improvements to the Board. *Id.* at 6-7.

The NYAG summarily rejects the Special Committee on Organization on the sole ground that the appointment of David Keene supposedly signals "entrenchment bias"—failing to acknowledge that the Committee includes a representative cross-section of the Board and enjoys its unanimous support. Board Officers' Aff. ¶ 9. In sum, the Court should not and need not interfere with the governance initiatives described above.

The NYAG also departs from the Court's Interim Final Judgment by demanding an additional referendum on term limits—which would restrict the ability of NRA members to elect the directors of their choice and interfere with the rights of many Board members without any basis for such an invasive use of the Court's equitable powers.

B. The Parties Substantively Agree on Transparency Measures.

The parties agree on an Annual Compliance Report, a secure Board portal, the digital dissemination (and discussion) of the NRA's upcoming Form 990, SOX-style certifications for the Form 990, and updates to the NRA's Conflict of Interest and Related-Party Transaction Policy. While the proposed orders and template forms submitted by each side in this regard differ slightly, the NRA files herewith a proposed integrated version of these consensus provisions that accepts nearly all of the NYAG's changes.

C. The NYAG's Proposed Injunction to "Follow the Law" Is Unsupported and Inappropriate.

The NYAG next insists that the NRA "be enjoined from causing any whistleblowers to suffer intimidation, harassment, discrimination or other retaliation," then names various persons (most of whom are neither NRA directors, officers, employees nor volunteers) whom it denominates as whistleblowers. NYSCEF 3581 ¶ 16; *compare* N-PCL § 715-b(a) (limiting scope of required whistleblower policy to any "director, officer, key person, employee or volunteer of a corporation"). An injunction which "compels respondent to follow the law" is generally "unnecessary and inappropriate." *Willkie v. Delaware Cnty. Bd. of Elections*, 55 A.D.3d 1088, 1092 (3d Dep't 2008) (cleaned up).

To contrive a record justifying injunctive relief, the NYAG blatantly mischaracterizes the testimony of Chief Compliance Officer Bob Mensinger to falsely imply that he would not protect whistleblowers from retaliation. *See* Mensinger Reply Aff. ¶¶ 5-17. The NYAG then reiterates its

complaint that Tait was not nominated by the Nominating Committee, ignoring Tait's own description of the Nominating Committee's vetting approach as "top-notch." *See* Beers Aff., Ex. A. The Court should reject the NYAG's effort to distort the record in order to obtain an "extraordinary" axiomatic injunction (to follow the law) which the facts fail to support. *See People v. Lutheran Care Network*, 167 A.D.3d 1281, 1283 (3d Dep't 2018) (where nonprofit had already implemented conflict policy and was "obligated to follow the law," the "extraordinary relief of an injunction" was "unnecessary and inappropriate") (cleaned up).

D. The NYAG's Demands Regarding the NRA's Compliance Function Overreach.

1. The Internal-Control "Audit" the NYAG Proposes Would Impose Significant, Unwarranted Costs.

The Court cited cost as one factor when it rejected the NYAG's compliance-monitor demand, and praised the "employees now in charge of compliance efforts"—including the NRA's Treasurer, Chief Compliance Officer and internal auditor—as "serious, independent, skilled people with a spine to stand up to power." Interim Final Judgment at 2252:4-17. Nonetheless, the NYAG urges the Court to force the NRA to retain a third-party firm to duplicate these employees' efforts as part of an "internal control audit," which would overlap substantially with the special financial-audit procedures the NRA already must fund. *See* NYSCEF 3431 at 1646:11-13 (Lerner) (noting that the special procedures testing performed by Aprio "is very similar and akin to what would be performed in an internal controls audit."). The NRA's own Proposed Final Judgment provides for independent internal audits each year, and the NRA's existing Financial Services and compliance personnel are ably qualified for the task. The NRA should not be forced to pay for redundant third-party inspections and testing at a time it is experiencing financial strain. *See* Lerner Aff. ¶ 4 (estimating that an internal-controls audit would cost between $650,000 and $850,000).

2. The Court Should Approve the Retention of Fox Rothschild.

The NYAG asks the Court to order the NRA to retain a "compliance consultant," but rejects the NRA's retention of the NYAG's own former Charities Bureau chief, Daniel Kurtz, and supporting professionals at his law firm. NYSCEF 3585 at 24. Mr. Mensinger interviewed multiple well-qualified candidates before choosing Fox Rothschild (*see* NYSCEF 3596 at 68-69), and the NYAG identifies no faults in the NRA's search process.

With Mr. Kurtz, the NRA will retain access to the same kind of expertise it would receive if senior Charities Bureau lawyers embedded themselves in the NRA's operations—minus the acrimony and First Amendment concerns. Mr. Kurtz is also supremely qualified to advise the Special Committee on Organization regarding big-picture governance ideas, and otherwise help ensure implementation of the Court's directives. *See* NYSCEF 3431 (Trial Transcript) at 1835:8-17, 1842:25-1843:1843 (Kurtz) (noting that, in addition to his work at the NYAG, he has been involved in "40 or 50 internal investigations" of non-profits, co-authored treatises on non-profit law, and served on dozens of non-profit boards). His two expert reports, along with his testimony, demonstrate a thorough knowledge of the facts of this case and the current compliance and governance environment at the NRA—knowledge that will be a significant, positive asset in advising the NRA. *See* NYSCEF 3385 and 3386 (Mr. Kurtz's initial and rebuttal reports, which consider "whether, given the jury verdict, [a compliance monitor] is warranted today").

That the NYAG disagrees with the conclusions Mr. Kurtz reached about the appropriateness of a compliance monitor hardly provides a basis for rejecting his retention as an expert consultant. Further, the NRA already has a full-time internal auditor on staff (Mr. Medrano) along with a retained outside auditor that performs special procedures focused on internal controls (Aprio). The addition of a professional with Mr. Kurtz's decades of experience in New York non-profit law will provide more than adequate assurance of strict, continuing compliance with the

Court's final judgment.

E. The Final Judgment Should Provide for Swift Collection of Damages Verdicts, No Prospective Reporting by the NRA.

Although both parties' proposed final judgments provide for recovery of damages awarded against Mr. LaPierre and Mr. Phillips, the NYAG proposes to hold sums for the benefit of the NRA's "charitable beneficiaries," but commits to no timetable for collecting these amounts, let alone remitting them to the NRA. *See* NYSCEF 3581 at 1-2. The Court's final judgment should specify, consistent with the jury's verdict (NYSCEF 3212 at 4-5), that the sums recoverable from Mr. LaPierre and Mr. Phillips are payable to the NRA.

Moreover, consistent with the NYAG's remarks during its summation (which faulted the NRA for purportedly failing to collect the sums itself and suggested that collection rights could be assigned), the Court should order that the NYAG either promptly pursue these sums or assign the NRA such rights. *See* NYSCEF 3431 at 2219-2220, NYSCEF 3592 at 3-4.

Further, the continuing reporting obligation urged by the NYAG is unduly burdensome and unnecessary in light of the extensive measures already implemented by the NRA and set forth in its Proposed Final Judgment to prevent any recurrence of misconduct.

F. The NYAG Is Not Entitled to Costs or Disbursements from the NRA.

The NYAG seeks "costs and taxable disbursements pursuant to CPLR §§ 8101, 8201 and 8301, for each of the jury and bench trials in this action." NYSCEF 3581 at 2. But costs are only allocable under CPLR § 8101 to "the party in whose favor a judgment is entered"—and here, the NYAG's "principal request for relief" (a compliance monitor) was denied. *See* Interim Final Judgment at 2254:15-16. This bifurcated proceeding will produce a single final judgment, and the issue examined during the bench trial—continuing or imminent harm—was an element of every claim against the NRA, because each was injunctive. *See* NYSCEF 3347 at 4-6.

Moreover, forcing the NRA to pays costs or disbursements would not be "equitable, under all of the circumstances" under CPLR § 8101 in light of the NYAG's contention that it brought this action to safeguard the NRA's governance and finances; the fact that all damages recovered by the NYAG are ***payable to the NRA***; and the Court's determination that relief should be viewed "in the NRA's interest." Interim Final Judgment at 2256:6-7. To the extent that costs or disbursements are awarded, they should be awarded to the NRA.

IV. CONCLUSION

For the reasons set forth above, the Court should implement the NRA's Proposed Final Judgment and deny the NYAG's remaining requested relief.

Dated: October 16, 2024
New York, New York

Respectfully submitted,

By: */s/ Sarah B. Rogers*

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CERTIFICATION OF COMPLIANCE WITH WORD COUNT REQUIREMENT

I certify that the foregoing memorandum of law filed on behalf of the National Rifle Association of America complies with the applicable word count limit. Specifically, the memorandum of law contains fewer than 4,200 words.

In preparing this certification, I relied on the word count function of the word processing- system used to prepare this memorandum of law.

/s/ Sarah B. Rogers
Sarah B. Rogers

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing motion and related documents was electronically served via the Court's electronic case filing system upon all counsel of record on October 16, 2024.

/s/ Sarah B. Rogers
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