

EXHIBIT A

IN THE COMMONWEALTH COURT OF PENNSYLVANIA

JAKE CORMAN, in his official capacity as
Senator from the 34th Senatorial District of
Pennsylvania and Chair of the Senate Committee
on Appropriations; and ROBERT M. MCCORD,
in his official capacity as Treasurer of the
Commonwealth of Pennsylvania,

Plaintiffs,

v.

THE NATIONAL COLLEGIATE ATHLETIC
ASSOCIATION,

Defendant.

THE PENNSYLVANIA STATE UNIVERSITY,

Additional Defendant.

No. 1 M.D. 2013

**THE PENNSYLVANIA
STATE UNIVERSITY'S
RESPONSES TO
PLAINTIFFS' REQUESTS
FOR PRODUCTION OF
DOCUMENTS AND
INTERROGATORIES**

Filed on Behalf of:
The Pennsylvania State
University

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Defendant The Pennsylvania State University ("Penn State" or "the University") hereby responds to Plaintiffs' Requests for Production of Documents (the "Requests") and Interrogatories (the "Interrogatories") pursuant to Rules 4009.12 and 4006 of the Pennsylvania Rules of Civil Procedure.

GENERAL OBJECTIONS

These General Objections apply to each Request and each Interrogatory and are hereby incorporated by reference therein. Each of the responses below is made subject to these General Objections.

1. Penn State objects to each Definition, Instruction, Request, and Interrogatory to the extent it purports to impose on Penn State obligations greater than or different from those imposed by the Pennsylvania Rules of Civil Procedure.

2. Penn State objects to each Request and each Interrogatory to the extent it seeks documents or information that is not relevant to the subject matter of this litigation and/or is not reasonably calculated to lead to the discovery of evidence that would be admissible in this litigation. By producing documents and/or information, Penn State does not concede the relevance or materiality of the subject matter of any Request or any Interrogatory.

3. Penn State objects to each Request and each Interrogatory to the extent it seeks the production of documents or information protected from disclosure by the attorney-client privilege, the attorney work product doctrine, or any other applicable privilege or protection. Penn State does not intend to produce any documents that are protected from disclosure by any such privilege or protection, and to the extent Penn State does produce any such documents, such production would be inadvertent and shall not be deemed a waiver of any such privilege or protection.

4. Penn State objects to each Request and each Interrogatory to the extent it purports to require the production of documents and/or information containing proprietary, confidential, private and/or sensitive information. Penn State further objects to each Request and each Interrogatory to the extent it purports to require the production of documents and/or information for which Penn State owes any person or entity a duty of confidentiality or the production of which is prohibited by law.

5. Penn State objects to each Request and each Interrogatory to the extent it seeks “all” documents and/or “all” information relating to a particular topic or subject matter when fewer than “all” documents and/or “all” information would suffice and/or where the provision of “all” documents and/or information would be unduly burdensome and would result in the production of duplicative materials.

6. Penn State objects to each Request to the extent it purports to require Penn State to produce documents that are not within Penn State's possession, custody, or control.

7. Penn State objects to each Request to the extent it purports to require Penn State to produce documents that are equally available to Plaintiffs.

8. Penn State objects to the definition of "NCAA" as vague and ambiguous to the extent it includes a reference to persons and entities who "purport" to act on behalf of the National Collegiate Athletic Association.

9. Penn State objects to the definition of "Penn State" as vague and ambiguous to the extent it includes a reference to persons and entities who "purport" to act on the University's behalf.

10. Penn State objects to Instruction No. 6 as purporting to impose obligations on Penn State with respect to documents that are no longer in existence that are greater than and different from the obligations imposed by the Pennsylvania Rules of Civil Procedure.

11. Penn State's production of documents and information in response to these Requests and Interrogatories is subject to Plaintiffs' agreement to maintain such documents and information in confidence pending the Court's entry of a protective order.

12. Penn State expressly reserves the right to amend and/or to supplement its responses to the Requests and the Interrogatories.

SPECIFIC OBJECTIONS AND RESPONSES TO REQUESTS FOR PRODUCTION

1. Please provide an organizational chart of Penn State management staff, officers and directors, specifically identifying by name, title and position of all Penn State employees, directors or officers who were substantively involved in the investigation of Penn State or involved in the drafting, consideration, negotiation, execution, monitoring and enforcement of the Consent Decree with the NCAA.

a) Please describe in detail the nature of each person's involvement as identified.

RESPONSE TO REQUEST NO. 1: Penn State further objects to this request as ambiguous, insofar as the request refers to "the investigation of Penn State," a phrase that is not defined and that is susceptible to any number of constructions. Penn State further objects to this interrogatory as seeking information protected by the attorney-client privilege and the attorney work product doctrine, to the extent it seeks specific information about the roles placed by Penn State's in-house counsel. Penn State also objects to subpart (a) of this Request as seeking information, not documents, and thus as not being a proper subject of a Request for Production pursuant to Pennsylvania Rule of Civil Procedure 4009.11. Subject to and without waiving its objections and subject to the entry of a mutually agreed upon protective order, Penn State responds that it will produce organization charts for the years 2011 through 2014. Answering further, Penn State responds that the following individuals were substantively involved in the "drafting, consideration, negotiation and execution" of the Consent Decree:

- Rodney A. Erickson, President. Mr. Erickson was the principal decisionmaker with respect to the University's acceptance of the Consent Decree.
- Stephen S. Dunham, Esq., Vice President and General Counsel. Mr. Dunham provided legal advice with respect to the drafting, consideration, negotiation and execution of the Consent Decree.
- Thomas G. Poole, Vice President for Administration. Mr. Poole provided input in connection with the drafting, consideration, negotiation and execution of the Consent Decree.
- David M. Joyner, Director of Intercollegiate Athletics. Mr. Joyner provided input with respect to specific issues arising out of the Consent Decree.

- Karen Peetz, Chair, Board of Trustees. Ms. Peetz was consulted with respect to the University's decision to accept the Consent Decree.
- Keith Masser, Vice Chair, Board of Trustees. Mr. Masser was consulted with respect to the University's decision to accept the Consent Decree.
- Members of the University's Executive Committee also were consulted in connection with the University's decision to accept the Consent Decree.

Individuals who were substantively involved in the "monitoring and enforcement" of the Consent Decree were:

- David J. Gray, Senior Vice President for Finance and Business. Mr. Gray was appointed by President Erickson, together with Messrs. Dunham and Poole, to monitor the University's efforts to comply with its obligations under the Consent Decree.
- Joseph Doncsecz, Associate Vice President and Corporate Controller. Mr. Doncsecz provided input and advice, and had communications with the NCAA, with respect to the University's obligations relating to the \$60 million fine payable pursuant to the Consent Decree.
- Julie DelGiorno, Athletics Integrity Officer. Ms. DelGiorno was hired in April 2013 in fulfillment of a requirement contained in the Athletics Integrity Agreement required to be entered into by the University and the NCAA and the Big Ten Conference (the "Athletics Integrity Agreement"). Ms. DelGiorno is responsible for overseeing the University's compliance with the Consent Decree and the Athletics Integrity Agreement.

- Matthew Stolberg, Associate Athletics Director for Compliance and Student-Athlete Services. Mr. Stolberg is responsible for NCAA compliance and, as such, is responsible for compliance with certain requirements contained in the Consent Decree and the Athletics Integrity Agreement.

2. Please provide a copy of all prior drafts, versions of or amendments to the Consent Decree.

RESPONSE TO REQUEST NO. 2: Subject to and without waiving its objections and subject to the entry of a protective order, Penn State will produce documents responsive to this request.

3. Please provide a copy of all communications, documents or records between the NCAA and Penn State pertaining to the establishment, appointment, operation and management of the Task Force.

RESPONSE TO REQUEST NO. 3: Subject to and without waiving its objections and subject to the entry of a protective order, Penn State will produce documents responsive to this request.

4. Please provide a copy of all studies, reports or ratings considered by either the NCAA or Penn State that evaluate the financial strength or soundness of the financial institution for the deposit of the penalty payments.

RESPONSE TO REQUEST NO. 4: Penn State further objects to this request to the extent it seeks to have Penn state speculate as to what the NCAA did or did not consider. Subject to and without waiving its objections, Penn State will produce documents responsive to this request.

5. Please provide a copy of all account statements since inception of the account.

RESPONSE TO REQUEST NO. 5: Subject to and without waiving its objections and subject to the entry of a protective order, Penn State will produce documents responsive to this request.

6. Please provide all documents relating to any efforts to monitor media coverage of the Consent Decree.

RESPONSE TO REQUEST NO. 6: Penn State further objects to this request as seeking documents that are neither relevant nor reasonably calculated to lead to the discovery of evidence that would be admissible in this litigation.

7. Please provide all documents relating to or containing public opinion research (by way of example, polls, surveys, and message testing) relating to the Consent Decree.

RESPONSE TO REQUEST NO. 7: Penn State further objects to this request as seeking documents that are neither relevant nor reasonably calculated to lead to the discovery of evidence that would be admissible in this litigation.

SPECIFIC OBJECTIONS AND RESPONSES TO INTERROGATORIES

1. Please specifically identify by name, title and position of [sic] all non-Penn State employed individuals who, acting on behalf of Penn State, were substantively involved in the investigation of Penn State or involved in the drafting, consideration, negotiation, execution, monitoring and enforcement of the Consent Decree with the NCAA. Such persons include by way of example, consultants, attorneys, investigators, or agents acting on behalf and under the direction of Penn State.

- a) Please describe in detail the nature of each person's involvement as identified.

RESPONSE TO INTERROGATORY NO. 1: Penn State further objects to this interrogatory as vague and ambiguous to the extent it refers to the "investigation of Penn State," a phrase that is not defined and that is susceptible to any number of constructions. Penn State further objects to this interrogatory as seeking information protected by the attorney-client privilege and the attorney work product doctrine, to the extent it seeks specific information about the roles played by counsel to Penn State. Subject to and without waiving its objections, Penn State responds that

the following outside counsel were involved in the “drafting, consideration, negotiation and execution” of the Consent Decree:

- Gene Marsh, Esq., formerly of Lightfoot, Franklin & White LLC, presently with Jackson Lewis P.C.
 - William King, Esq., Lightfoot, Franklin & White LLC
 - Frank Guadagnino, Esq., formerly of Reed Smith LLP; presently Associate General Counsel of Penn State
 - Joseph O’Dea, Jr., Saul Ewing LLP
2. Please identify with particularity such “bargained for consideration” received by Penn State as referenced in the NCAA’s Answer and New Matter (page 15, ¶ 96).

RESPONSE TO INTERROGATORY NO. 2: Penn State further objects to this interrogatory as improperly seeking to require Penn State to speculate as to what the NCAA meant or intended when it used that term in its Answer and New Matter.

3. Please identify with particularity the provision(s) of the Consent Decree providing for the manner of appointment of a Task Force to oversee the creation of the Endowment Fund referenced on page 5 of the Consent Decree.

RESPONSE TO INTERROGATORY NO. 3: Subject to and without waiving its objections, Penn State responds that no specific provision of the Consent Decree provides for the manner of appointment of a Task Force to oversee the creation of the Endowment Fund.

4. Please identify with particularity the provision(s) of the Consent Decree designating the composition of the Task Force and the goal, operating mandate or mission of the Task Force.

RESPONSE TO INTERROGATORY NO. 4: Subject to and without waiving its objections, Penn State responds that no specific provision of the Consent Decree designates the composition of the Task Force or the goal, operating mandate or mission of the Task Force.

5. Please identify with particularity the provision(s) of the Consent Decree designating the manner and the timing in which the Endowment Funds are to be spent, including by way of example, the criteria used to determine what programs or organizations are to receive funding support from the Endowment Fund and when such determinations are made.

RESPONSE TO INTERROGATORY NO. 5: Subject to and without waiving its objections, Penn State responds that no specific provision of the Consent Decree designates either the manner or the timing in which the Endowment Funds are to be spent.

6. Please identify what conditions or processes have been adopted by the NCAA to safeguard the security of the funds against principal loss that have been paid, to date, by Penn State pursuant to the Consent Decree.

RESPONSE TO INTERROGATORY NO. 6: Penn State further objects to this interrogatory to the extent it purports to require Penn State to identify information within the control of the NCAA. Subject to and without waiving its objections, Penn State responds that, at the NCAA's direction, Penn State set aside the first two \$12 million installment payments in an account that entailed negligible risk to principal.

7. Please identify the financial account, including account type, investment type, projected yield, financial institution, management or custodial fees and costs, principal employee of the financial institution associated with the account and current balance.

RESPONSE TO INTERROGATORY NO. 7: Subject to and without waiving its objections, Penn State responds that the first two \$12 million installment payments were placed into a Financial Square Prime Obligation/Institutional Money Market Account at Goldman Sachs (the

“Account”). The account number is 1885060119. Penn State’s primary contact person at Goldman Sachs with respect to this Account is Mona Tavathia. The Account balance as of June 30, 2014, is \$24,008,392.88. The other information requested in this Interrogatory can be determined by reference to the Summary Prospectus and the Prospectus for the Account, which Penn State will produce.

8. Please describe how the account for the deposit of Penn State’s penalty payments was selected, who made the selection, and please identify the criteria used for the selection of the account.

RESPONSE TO INTERROGATORY NO. 8: Subject to and without waiving its objections, Penn State responds as follows. The primary representatives of the University who were involved in this process were Joseph Doncsecz (Associate Vice President, Finance, and Corporate Controller), Susan Wiedemer (Associate Controller and Assistant Treasurer), David Branigan (Executive Director of the Office of Investment Management), John Pomeroy (Chief Investment Officer), and David Gray (Senior Vice President for Finance and Business/Treasurer). The University’s Office of Investment Management used data provided by BNY Mellon to identify potential suitable investment vehicles that would protect principal. BNY Mellon provided an analysis of fourteen funds for the University’s consideration. The University’s Office of Investment Management and the Controller’s Office reviewed the analysis of these funds, giving consideration to: whether the funds had a high concentration of holdings in one sector, whether the funds had a significant foreign bank concentration, and the funds’ expense ratios. Penn State decided to recommend to the NCAA that the funds be invested in the Goldman Sachs FS Prime Obligation/Institutional Fund, with the second choice being the BlackRock Liquidity Temp Fund Institutional. Penn State provided the prospectuses for both

funds to the NCAA's Kathleen McNeely. On November 12, 2012, Ms. McNeely advised Penn State that the NCAA agreed to the investment of the funds into the recommended Goldman Sachs account.

9. Please identify with particularity the provision(s) of the Consent Decree creating the "intent and expectation" for the NCAA to "manage the \$60 million fine" as asserted by the NCAA in its Answer and New Matter (page 18, ¶ 114). Please identify the language within the Consent Decree granting to the NCAA the right to "manage the \$60 million fine."

RESPONSE TO INTERROGATORY NO. 9: Penn State further objects to this interrogatory as improperly seeking to require Penn State to speculate as to what the NCAA meant or intended when it used this language in its Answer and New Matter. Subject to and without waiving its objections, Penn State responds that no specific provision of the Consent Decree expressly gives the NCAA the right to "manage the \$60 million fine."

10. Please identify with particularity the provision(s) of the Consent Decree conveying to the NCAA the "right to direct where [the] proceeds are paid," as asserted by the NCAA in its Answer and New Matter (page 18, ¶ 115).

RESPONSE TO INTERROGATORY NO. 10: Penn State further objects to this interrogatory as improperly seeking to require Penn State to speculate as to what the NCAA meant or intended when it used that phrase in its Answer and New Matter. Subject to and without waiving its objections, Penn State responds that no specific provision of the Consent Decree expressly conveys to the NCAA the "right to direct where [the] proceeds are paid."

11. Please identify with particularity the provision(s) of the Consent Decree expressly stating that the purpose of the Endowment Fund was to "prevent child sexual abuse or assist victims of child sexual abuse nationwide," as claimed by the NCAA in its Answer and New Matter (page 19, ¶ 122). Please identify with particularity [sic] where the term "nationwide" appears in the Consent Decree.

RESPONSE TO INTERROGATORY NO. 11: Penn State further objects to this Interrogatory as improperly seeking to require Penn State to speculate as to what the NCAA meant or intended when it used those phrases in its Answer and New Matter. Subject to and without waiving its objections, Penn State responds that no specific provision of the Consent Decree expressly states that the purpose of the Endowment Fund is to “prevent child sexual abuse or assist victims of child sexual abuse nationwide.”

Respectfully submitted,



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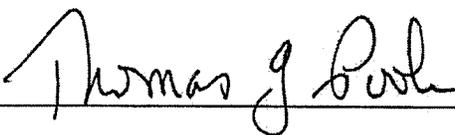
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Dated: July 23, 2014

VERIFICATION

I, Thomas G. Poole, Vice President for Administration of the Pennsylvania State University, hereby state that the facts set forth in the responses to Plaintiffs' Interrogatories Nos. 1, 3, 4, 5, 9, 10, and 11, and the response to Plaintiffs' Document Request No. 1(a), are true and correct to the best of my knowledge, information, and belief. I submit this Verification pursuant to penalties of perjury pursuant to 18 Pa. C.S.A. § 4914.



Dated: July 23, 2014

VERIFICATION

I, Joseph Doncsez, Associate Vice President Finance and Corporate Controller of the Pennsylvania State University, hereby state that the facts set forth in the responses to Plaintiffs' Interrogatories Nos. 6, 7, and 8 are true and correct to the best of my knowledge, information, and belief. I submit this Verification pursuant to penalties of perjury pursuant to 18 Pa. C.S.A. § 4914,

Joseph J. Doncsez

Dated: July 21, 2014

CERTIFICATE OF SERVICE

The undersigned counsel hereby certifies that on this 23rd day of July, 2014, a true and correct copy of the foregoing The Pennsylvania State University's Responses To Plaintiffs' Requests For Production Of Documents And Interrogatories was served upon the following counsel via United States mail, first class, postage prepaid:

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A handwritten signature in black ink, appearing to read "Thomas W. Scott", written over a horizontal line.

One of the Attorneys for
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