

And then you moved to -- to BP in 2009; is ...

SB-0716-0002707

30 SEGMENTS (RUNNING 00:13:22.211)



1. PAGE 27:07 TO 27:12 (RUNNING 00:00:09.892)

07 Q. And then you moved to -- to BP in 2009; is
 08 that right?
 09 A. That's correct.
 10 Q. And do you remember what month you
 11 started?
 12 A. I believe it was September 2009.

2. PAGE 27:13 TO 28:03 (RUNNING 00:00:50.842)

13 Q. Okay. And it says in your profile that
 14 you were "Vice President, Senior Attorney (U.S.
 15 Securities and Governance) and Corporate
 16 Secretary, BP America" from 2009 to 2011; is that
 17 right?
 18 A. That's -- that's correct.
 19 Q. Did your roles change during the period
 20 from 2009 to 2011?
 21 A. The -- the type of work I did changed.
 22 I -- I believe I held these positions through the
 23 entire time, but the nature of my work did change
 24 during that period of time.
 25 Q. Yeah. During this period from 2009 to
 00028:01 2011, which entity was your employer and which
 02 entity did you get your W-2 form from?
 03 A. BP Corporation North America, Inc.

3. PAGE 33:07 TO 34:24 (RUNNING 00:02:03.881)

07 Q. So then in -- in 2012, according to your
 08 LinkedIn profile, your responsibilities changed;
 09 is that right?
 10 A. They did change somewhat, yes.
 11 Q. What -- what is listed in -- is "Head of
 12 the Group Secretariat, Special Counsel and
 13 Secretary, Gulf of Mexico Committee"; is that
 14 right?
 15 A. That's -- that's correct.
 16 Q. Okay. And then it also says "London." At
 17 a certain point, did you move to London?
 18 A. I did in early 2012.
 19 Q. Okay. And how did your responsibilities
 20 change?
 21 A. The responsibilities that I had
 22 previously, we essentially hired someone else
 23 to -- to be the primary person to do that. I
 24 continued to manage that person --
 25 Q. Uh-huh.
 00034:01 A. -- and -- and be involved in some ways in
 02 those matters, primarily as a legal advice giver
 03 and contributor.
 04 In addition to that, I picked up some
 05 responsibilities with regard to corporate
 06 governance for the group. I -- I drafted a -- I
 07 was -- well, there were lots of people involved,
 08 but I was the primary draftsman for a revision
 09 to our group policy on subsidiary corporate

10 governance. I was essentially the project manager
11 for the transition from the corporate database
12 that we used to store subsidiary information to
13 a -- to a new system and the training of people to
14 use that system.

15 Q. Uh-huh.

16 A. And some -- some other more minor
17 projects. That's -- that's the majority of it.

18 Q. And you -- you also staffed the Gulf of
19 Mexico Committee; is that right?

20 A. Right. September or October of last year,
21 the person who was the secretary to the Gulf of
22 Mexico Committee accepted another position, and I
23 was asked to -- to take on that responsibility, as
24 well.

4. PAGE 150:15 TO 150:16 (RUNNING 00:00:02.870)

15 MR. GLADSTEIN: That is Tab 32,
16 please. This has been previously marked as

5. PAGE 150:17 TO 151:21 (RUNNING 00:01:36.835)

17 Exhibit 11960.

18 Q. (BY MR. GLADSTEIN) Okay. Mr. Bray, do
19 you see your -- your name halfway through the --
20 the first page under Board Positions, Director
21 History, BXPX?

22 A. I do, yes.

23 Q. Okay. It indicates that you were the -- a
24 director of BXPX from November 1, 2009, to
25 January 14, 2011; is that correct?

00151:01 A. That's consistent with my recollection,
02 yes.

03 Q. Okay. So you -- you -- you -- you
04 resigned from the board on January 14, 2011,
05 correct?

06 A. I believe I resigned on January 14th,
07 2011, yes.

08 Q. Okay. Looking at a couple of -- on the
09 next page is the Director History for BP America
10 Production Company. Your name is -- is -- is in
11 the middle under Board Positions. You're listed
12 as the director of the BP America Production
13 Company from November 1, 2009, to February 10,
14 2013; is that an accurate statement?

15 A. Consistent with my recollection, yes.

16 Q. Okay. And then looking at BP Company
17 North America, Inc., Director History Board
18 Positions, you are listed as a director of BP
19 Company North America, Inc., appointed November 1,
20 2009, still serving; is that correct?

21 A. I believe that's correct, yes.

6. PAGE 156:23 TO 156:25 (RUNNING 00:00:15.278)

23 Q. Okay. All right. Let's turn to Tab 34,
24 please, which is previously marked as Exhibit
25 11959. This is BXPX Appointment History, from

7. PAGE 157:01 TO 157:07 (RUNNING 00:00:26.497)

00157:01 4/20/2010 to the present. They list board
02 positions. They also list officers. On -- on the
03 very bottom of the page, you were listed as vice
04 president and secretary November 1, 2009, to the
05 present; is that correct?

06 A. That's -- that's consistent with my
07 understanding -- my recollection, yes.

8. PAGE 174:18 TO 175:25 (RUNNING 00:01:24.014)

18 To the best of your knowledge, did
19 the BXP board conduct any meetings in 2005?
20 A. I wouldn't know from personal knowledge.
21 Q. Okay. Have you seen any evidence of any
22 minutes or other documents, such as agendas,
23 relating to any BXP board meetings conducted in
24 2005?
25 A. You mean here or prior --
00175:01 Q. Anywhere, anywhere.
02 A. I don't specifically recall seeing minutes
03 for 2005 for BXP&P. As I indicated, that was
04 before my time. But it wouldn't surprise me at
05 all that meetings were conducted for BP --
06 Q. I'm just asking -- I'm just asking you for
07 your personal knowledge.
08 A. Okay.
09 MR. BROCK: Don't -- don't cut him
10 off. You-all try not to talk over each other.
11 So he wants to know your personal
12 knowledge as to whether or not you -- you've
13 seen ev- -- you have seen evidence of that.
14 A. My -- I don't recall seeing specific
15 evidence, no, for 2005.
16 Q. (BY MR. GLADSTEIN) Okay. To the best of
17 your personal knowledge, did the BXP board issue
18 any resolutions in 2005, other than this
19 particular dividend resolution?
20 MR. BROCK: Object to the form.
21 A. Would you ask the question again, please?
22 Q. (BY MR. GLADSTEIN) To the best of your
23 personal knowledge, did the BXP board issue any
24 res- -- resolutions in 2005, other than this
25 particular dividend resolution?

9. PAGE 176:02 TO 176:02 (RUNNING 00:00:00.500)

02 A. No.

10. PAGE 176:02 TO 176:12 (RUNNING 00:00:30.135)

02 A. No.
03 Q. (BY MR. GLADSTEIN) All right. Let's --
04 let's tab -- let's turn to Tab 38, please, which
05 has been previously marked as Exhibit 12738. This
06 is a Consent Action of the Board of Directors in
07 Lieu of a Meeting, action by consent of directors,
08 BXP, effective December 18, 2006. Do you see
09 that, Mr. Bray?
10 A. I do see that, yes.
11 Q. Okay. And take a moment and review this,
12 please.

11. PAGE 176:13 TO 176:13 (RUNNING 00:00:03.304)

13 A. Okay.

12. PAGE 176:14 TO 176:16 (RUNNING 00:00:16.375)

14 Q. So this is a -- an action in lieu of
15 meeting resolving to pay a cash dividend for an
16 aggregate amount of 2,841,436 -- I said that

13. PAGE 176:17 TO 176:17 (RUNNING 00:00:02.058)

17 wrong -- \$2,841,436,415.17 to BP Products North

14. PAGE 176:18 TO 176:24 (RUNNING 00:00:27.229)

18 America; is that correct?
19 A. That's what it says, yes.
20 Q. Okay. And then the -- the board members
21 who -- who signed that resolution appear to be the
22 same board members as in 2005, with an exception.
23 I don't see Mr. Clayton there anymore; and
24 instead, we have S. R. Sawada, S-A-W-A-D-A. Do

15. PAGE 176:25 TO 177:25 (RUNNING 00:01:25.923)

25 you know who Mr. or Mrs. S. R. Sawada is?
00177:01 A. She -- she is -- was, excuse me, Suzanne
02 Sawada.
03 Q. Okay. And what were her duties?
04 A. She also was a -- a lawyer in the legal
05 function. She served as a director in a number of
06 wholly owned subsidiaries of BP PLC and also as an
07 officer.
08 Q. Okay. And then I -- it appears that
09 there's also another individual who -- who was not
10 a member in 2005 of the board, J. E. Klewin,
11 K-L-E-W-I-N. Do you know who Mr. or Ms. Klewin
12 is?
13 A. Yes. That's -- that's Jane Klewin.
14 Q. Okay. And what are -- is she still with
15 the company?
16 A. She is, yes.
17 Q. Okay. And what are -- are -- what, at the
18 time, were her duties?
19 A. At the time, she was -- she was a lawyer
20 in the legal function and served as a director
21 and, I believe, an officer of one or more wholly
22 owned subsidiaries of BP PLC.
23 Q. Okay. To the best of your personal
24 knowledge, did the BXP board conduct any meetings
25 in 2006?

16. PAGE 178:02 TO 178:06 (RUNNING 00:00:13.318)

02 A. No.
03 Q. (BY MR. GLADSTEIN) Okay. To the best of
04 your personal knowledge, did the BXP board issue
05 any resolutions in 2006 other than this particular
06 dividend resolution?

17. PAGE 178:08 TO 178:08 (RUNNING 00:00:01.430)

08 A. To my personal knowledge, no.

18. PAGE 179:25 TO 180:02 (RUNNING 00:00:07.149)

25 Q. Okay. To the best of your personal
00180:01 knowledge, did the BXP board conduct any meetings
02 in 2007?

19. PAGE 180:05 TO 180:15 (RUNNING 00:00:23.583)

05 A. Other than is evidenced by these, to my
06 personal knowledge, no.
07 Q. (BY MR. GLADSTEIN) Okay. And -- and
08 these -- the -- the exhibits that we just looked
09 at were consent actions of the board in lieu of a
10 meeting, correct?
11 A. That's what they indicated, yes.
12 Q. Okay. And to the best of your personal
13 knowledge, did the BXP board issue any
14 resolutions in 2007 other than these dividend
15 resolutions?

20. PAGE 180:17 TO 180:17 (RUNNING 00:00:00.476)

17 A. No.

21. PAGE 182:01 TO 182:03 (RUNNING 00:00:06.885)

00182:01 Q. Okay. Now, to the best of your knowledge,
02 did the BXP board conduct any meetings in 2008?
03 A. No.

22. PAGE 182:06 TO 182:10 (RUNNING 00:00:09.668)

06 THE WITNESS: Yes, sir.
07 Q. (BY MR. GLADSTEIN) To the best of your
08 personal knowledge, did the BXP board issue any
09 resolutions in 2008, other than these dividend
10 resolutions?

23. PAGE 182:12 TO 182:12 (RUNNING 00:00:00.381)

12 A. No.

24. PAGE 185:24 TO 186:11 (RUNNING 00:00:52.253)

24 Okay. Turning to the last page of
25 Exhibit 12752, Exhibit A -Resolutions of Board of
00186:01 Directors of BXP, effective December 22, 2009.
02 "Dividend Declaration, Resolved that the company
03 hereby declares a dividend in the amount of \$12
04 billion payable December 22, 2009, to its
05 shareholder of record on December 22, 2009, BP
06 America Production Company."
07 Did BXP declare a dividend of -- of
08 12 billion payable on December 22, 2009, to its
09 shareholder, BP America Production Company?
10 A. That's consistent with my recollection,
11 yes.

25. PAGE 187:06 TO 187:11 (RUNNING 00:00:19.855)

06 Q. (BY MR. GLADSTEIN) To the best of your
07 knowledge, Mr. Bray -- your personal knowledge,
08 did the BXP board conduct any meetings in 2009
09 other than the 12-30-2009 meeting that is Exhibit
10 12750?
11 A. No.

26. PAGE 197:25 TO 198:03 (RUNNING 00:00:10.245)

25 Q. (BY MR. GLADSTEIN) All right. Mr. Bray,
00198:01 to the best of your personal knowledge, the BXP
02 board did not conduct any meetings in 2010,
03 correct?

27. PAGE 198:05 TO 198:05 (RUNNING 00:00:00.395)

05 A. Yes.

28. PAGE 198:06 TO 198:13 (RUNNING 00:00:24.434)

06 Q. (BY MR. GLADSTEIN) Yes, it's correct that
07 they did not?
08 A. Yes, it's correct.
09 Q. Yeah. To the best of your personal
10 knowledge, the -- the BXP board did not issue any
11 resolutions in -- in 2010, other than the director
12 and officer election and removal resolutions that
13 we've just reviewed; is that correct?

29. PAGE 198:15 TO 198:15 (RUNNING 00:00:01.153)

15 A. Yes, that's correct.

15 Q. When you became a director of the BPXP
16 board of directors in November 2009, did you do
17 some review from a due diligence standpoint of the
18 prior resolutions of the board of directors of
19 BPXP?

20 A. I don't -- I don't recall looking
21 specifically at -- at resolutions, no.

22 Q. Did you do anything to familiarize
23 yourself with the past activities of the BPXP
24 board of directors?

25 A. I -- I talked with those directors about
00320:01 the sorts of activities that they were engaged in
02 and -- and had -- you know, my role was being
03 transitioned from some of those individuals who
04 served as the board of directors, so I had
05 numerous discussions with them.

TOTAL: 1 CLIP FROM 1 DEPOSITION (RUNNING 00:13:22.211)