

## **Part 5**

1 JOHN RICHARD PAY

2 those conversations specifically refer to this  
3 script, I can't remember. Certainly there were  
4 conversations in relation to the  
5 recategorization exercise.

6 Q. And what was -- I'm sorry, what  
7 were the sum and substance of those  
8 conversations with Mr. Van der Vijver?

9 A. I can't recall specific details of  
10 them.

11 Q. As far as you can recollect they  
12 concerned the recategorization?

13 A. Yes. And I would say that there  
14 was -- the atmosphere at the time was to try to  
15 ensure that we made the recategorization as full  
16 and as accurate as we could, so there was a  
17 drive for completeness in the analysis and an  
18 understanding of what components there were in  
19 the recategorization. It was in that nature  
20 that I recall the tone and tenor of the  
21 conversations that we had.

22 Q. And in that regard was Mr. Van der  
23 Vijver pushing for transparency and  
24 completeness?

25 A. I wouldn't characterize -- I don't

1 JOHN RICHARD PAY

2 recall a push on his part, no. I wouldn't  
3 characterize it in the terms that you just used.

4 Q. How would you characterize it?

5 A. I don't know what Mr. Van der  
6 Vijver was pushing for or wanting, but the  
7 discussions I had with him were in relation to  
8 the detail and completeness of the assessment.

9 Q. That's what I'm referring to,  
10 those conversations?

11 MR. TUTTLE: Object to the form.  
12 I'm not sure that's a question.

13 MR. HABER: I'm referring to those  
14 conversations, did he understand that Mr. Van  
15 der Vijver was advocating for completeness and  
16 transparency in the work that was being done,  
17 that you were doing?

18 MR. TUTTLE: Objection, asked and  
19 answered. I think he just testified as to his  
20 understanding of those conversations, but you  
21 can tell him again.

22 BY MR. HABER:

23 Q. You can answer.

24 A. I don't know how else to express  
25 it than I already have.

1 JOHN RICHARD PAY

2 My recollection is that there was  
3 an interest in understanding what the components  
4 were and what the volumes were and what the  
5 status of the evaluation was, progress reports,  
6 updates, how does it look now? What's the  
7 latest, how are you getting along with the  
8 documents, things like that type of questions.

9 Q. Okay. Now, looking at the e-mail  
10 from Mr. Coopman to the recipients, Mr. Bell,  
11 Bichsel, and Darley. He says, "please find  
12 attached our draft note which is now with  
13 Walter, no comments as yet. My functional boss  
14 is not happy."

15 Do you have an understanding as to  
16 why Mr. Coopman said his functional boss is not  
17 happy?

18 A. Mr. Coopman indicated to me  
19 verbally that Ms. Boynton had expressed her  
20 disappointment with the document to him.

21 Q. And was Ms. Boynton Mr. Coopman's  
22 functional boss?

23 MS. WICKHEM: Object to form,  
24 foundation.

25 THE WITNESS: I didn't know. We

1 JOHN RICHARD PAY

2 referred earlier to doted relationships. I  
3 don't know that he had a reporting relationship  
4 to her.

5 BY MR. HABER:

6 Q. When Mr. Coopman indicated to you  
7 verbally that Ms. Boynton had expressed her  
8 disappointment with the document do you recall  
9 the sum and substance of what he said?

10 A. Really, beyond saying that she was  
11 angry that this note had been issued by e-mail  
12 without prewarning, beyond that I don't recall  
13 any specific comments.

14 Q. Did Mr. Coopman say that during  
15 the discussion he had with Ms. Boynton she had  
16 made a comment about the content of the  
17 document?

18 A. Not that I recall.

19 Q. Did Mr. Cooper say that during the  
20 discussion he had with Ms. Boynton she had made  
21 a comment about the decision to debook reserves  
22 that's reflected in the document?

23 MR. TUTTLE: Objection,  
24 foundation.

25 THE WITNESS: Again, not that I

1 JOHN RICHARD PAY

2 recall.

3 BY MR. HABER:

4 Q. Did there come a time where you  
5 learned what Mr. Van der Vijver had said once he  
6 had reviewed this document?

7 A. Yes.

8 Q. And what did you learn was Mr. Van  
9 der Vijver's response?

10 A. Shortly after the e-mail was  
11 issued, when is I think is a matter of public  
12 record, I understand that Mr. Van der Vijver  
13 suggested that the document ought to be  
14 destroyed, that it wasn't what he had asked for  
15 in his e-mail that we referred to in the  
16 previous exhibit, and I was shown that e-mail on  
17 Mr. Coopman's computer screen.

18 Q. Did you understand Mr. Van der  
19 Vijver to be directing you or Mr. Coopman to  
20 destroy the document?

21 A. Well, I didn't destroy my copy. I  
22 didn't understand -- well, I didn't understand  
23 it to be an instruction to destroy the document.  
24 I didn't destroy my copy.

25 Q. If you didn't understand his

1 JOHN RICHARD PAY

2 response to be an instruction to destroy the  
3 document, what was your understanding of what he  
4 was saying?

5 MR. TUTTLE: Objection,  
6 argumentative.

7 BY MR. HABER:

8 Q. You can answer.

9 A. My understanding of what he was  
10 saying was that he realized the importance of  
11 the message he had received and obviously was  
12 upset about it in terms of its forward  
13 implications.

14 (Pay Exhibit Number 20 was marked  
15 for identification.)

16 BY MR. HABER:

17 Q. I'm going to mark as Pay  
18 Exhibit 20 an e-mail from Walter van der Vijver.  
19 It's actually two e-mails. The last of the  
20 e-mails is from Walter van der Vijver, it's  
21 dated December 2, 2003, and it's to Frank  
22 Coopman, re reserves. The Bates number is  
23 RJW00750996.

24 A. Yes.

25 Q. Have you seen this e-mail before

1 JOHN RICHARD PAY

2 today?

3 A. It appears to be the one I was  
4 referring to in my previous answer.

5 Q. Do you recall having a  
6 conversation with Mr. Coopman after Mr. Coopman  
7 had received this e-mail?

8 A. I recall that I did have a  
9 conversation with Mr. Coopman, because  
10 Mr. Coopman invited me to review this e-mail on  
11 his screen. However, I cannot sitting here  
12 today recall precisely what was said in that  
13 conversation.

14 Q. Were you surprised by Mr. Van der  
15 Vijver's reaction?

16 A. Actually, no.

17 Q. Do you know if -- withdrawn.

18 If you look at the last paragraph,  
19 in particular the last sentence, he says, "I  
20 have been absolute clear on this at numerous  
21 occasions." And I believe the reference there  
22 is to flagging issues and creating options and  
23 not making firm recommendations?

24 MR. TUTTLE: Object to form,  
25 characterization of the document.



1 JOHN RICHARD PAY

2 BY MR. HABER:

3 Q. Am I correct that that's the  
4 reference in this e-mail?

5 A. I don't know. I don't recall  
6 having any conversations with Mr. Van der Vijver  
7 in which he made such issues clear to me, so I  
8 can only speak for myself.

9 MR. FERRARA: It's 5:15. After  
10 two days --

11 MR. HABER: We are coming to an  
12 end.

13 MR. FERRARA: Can we end it?

14 MR. HABER: Shortly.

15 MR. FERRARA: How shortly?

16 MR. HABER: 20 minutes.

17 MR. FERRARA: It's 5:15. We asked  
18 to be out by 5:00. You said we would be done by  
19 5:00.

20 MR. HABER: I said 5:00, 5:30ish  
21 is what I said, and I intend to try to honor  
22 that. I also said that he would be able to  
23 leave well in advance of the train that he has  
24 to catch.

25 BY MR. HABER:

1 JOHN RICHARD PAY

2 Q. Now, I just want to ask you a  
3 couple questions about the reserves guidelines.  
4 I believe yesterday you had testified that that  
5 was one of the responsibilities of the group  
6 reserves coordinator; correct?

7 A. Yes.

8 Q. And during your tenure did you  
9 revise Shell's internal reserves reporting  
10 guidelines?

11 A. Yes, I did.

12 Q. And do you recall the reasons why  
13 the guidelines needed to be revised?

14 MR. TUTTLE: Object to form. I  
15 just want to make sure he understands you're  
16 asking him for each one of the revisions, the  
17 reason why each revision was made.

18 MR. HABER: Generally. Generally  
19 speaking.

20 MR. TUTTLE: I object at the end  
21 of two days to ask him to recall a document. If  
22 you have the document you can put it in front of  
23 him.

24 MR. HABER: I'm just asking for  
25 his general recollection as to why he revised

1 JOHN RICHARD PAY

2 the guidelines.

3 THE WITNESS: Primarily to seek to  
4 add clarity to the document in the way that it  
5 should be used in the preparation of proved  
6 reserves estimates. Whilst that had been the  
7 objective of the revision that my predecessor  
8 had made, Mr. Roosch, in April 2002, my  
9 observation at the end of 2002 was still that  
10 people had -- people who were using the document  
11 had some difficulty understanding precisely what  
12 was required of them, so I made some revisions  
13 to attempt to correct that.

14 BY MR. HABER:

15 Q. Now, generally -- I'm sorry. I  
16 was going to ask you generally do you recall  
17 what the revisions were?

18 A. Well, I would -- my recollection  
19 is that in general they were to add clarity. I  
20 believe there were some areas where we also  
21 adjusted the criteria for proved reserves  
22 booking, particularly in relation to project  
23 technical maturity and commercial maturity  
24 around VAR 3 and FID milestones to make it  
25 clearer which projects should be considered at

1 JOHN RICHARD PAY

2 each of those milestones for proved reserves  
3 attribution.

4 Q. Were these -- the revisions to the  
5 guidelines, did they need to be approved by the  
6 ExCom?

7 A. Yes.

8 Q. And were your proposed revisions  
9 to the guidelines approved by the ExCom?

10 A. I can't recall specifically  
11 getting such approval. I find it inconceivable  
12 that I would have issued them without approval.

13 Q. Were the guidelines to be applied  
14 prospectively?

15 A. That was the intention, yes.

16 Q. Was there any intention to apply  
17 these guidelines looking backward,  
18 retroactively?

19 A. At the time it was considered that  
20 that would not be necessary.

21 Q. And why is that?

22 A. For the reason that we wished to  
23 improve our perceived -- our compliance with the  
24 SEC rules, but not in so doing to create a large  
25 negative reduction in our reserves balance which

1 JOHN RICHARD PAY  
2 would only be added again within a short period  
3 of time through the projects concerned meeting  
4 the revised prospective criteria. This was the  
5 yo-yoing effect that at the time it was felt  
6 would be an unnecessary consequence of us  
7 improving our criteria.

8 Q. Are the guidelines today applied  
9 retroactively, as well as prospectively?

10 MR. TUTTLE: Objection to form,  
11 foundation.

12 THE WITNESS: I don't know, I'm  
13 not involved in reserves estimating process  
14 today.

15 MR. HABER: Okay. I have nothing  
16 further. So I want to thank you very much,  
17 Mr. Pay, and I appreciate you sitting through  
18 these two days.

19 THE VIDEOGRAPHER: This marks the  
20 end of the deposition.

21 MR. FERRARA: Oh, no. Give us an  
22 opportunity to determine whether we have any  
23 questions.

24 MR. TUTTLE: Before you close the  
25 record.

1 JOHN RICHARD PAY

2 THE VIDEOGRAPHER: We're going off  
3 the record. The time is 5:20 p.m.

4 (A brief recess was taken.)

5 THE VIDEOGRAPHER: We are back on  
6 the record. The time is 5:25 p.m.

7  
8 EXAMINATION BY COUNSEL FOR  
9 SHELL AND THE WITNESS

10  
11 BY MR. TUTTLE:

12 Q. Mr. Haber, we just have one  
13 follow-up question which is a follow-up to one  
14 of your questions earlier.

15 Mr. Pay, Mr. Haber asked you  
16 earlier if you were surprised at Mr. Van der  
17 Vijver's reaction to the script from Walter and  
18 I believe your answer to that question was no.  
19 Why weren't you surprised?

20 A. Well, I wasn't surprised. When  
21 Walter got angry or upset he kind of expressed  
22 himself in extravagant ways. I characterize  
23 this as an example of that. It was an example  
24 of Walter being angry or upset about an issue  
25 and he tended to use language of that type.

1 JOHN RICHARD PAY

2 MR. TUTTLE: Okay. Thank you. We  
3 have nothing further.

4 MR. HABER: Can I just follow up?

5 MR. TUTTLE: Sure.

6

7 EXAMINATION BY COUNSEL FOR

8 LEAD PLAINTIFF IN THE CLASS

9

10 BY MR. HABER:

11 Q. Did you -- so did you understand  
12 Mr. Van der Vijver's response to be one of anger  
13 about the recommendation to debook?

14 A. I said anger or surprise or upset,  
15 whatever. I understood the reaction to be  
16 Walter being upset to find the reality of the  
17 situation in which we all found ourselves and  
18 which to a large extent we all shared in.

19 Q. And prior to this time did Mr. Van  
20 der Vijver ever communicate a sentiment to you  
21 about wiping the slate clean?

22 A. He had used that type of  
23 terminology in the past.

24 Q. Do you recall when he used that  
25 terminology?

1 JOHN RICHARD PAY

2 A. I believe not long before then.

3 Towards the end of 2003 I seem to  
4 recall a suggestion, which I think was only a  
5 suggestion, that Mr. Van der Vijver was  
6 suggesting that maybe we could -- I don't know  
7 if he actually said wipe the slate clean, but  
8 words to that effect. Restate our 1/1/2003  
9 balance and then proceed from there.

10 MR. HABER: I have nothing  
11 further.

12 MR. TUTTLE: We're done.

13 THE VIDEOGRAPHER: This marks the  
14 end of the deposition of Mr. Pay. Total number  
15 of tapes used today was three. We're going off  
16 the record. The time is 5:28 p.m.

17 (Whereupon, at 5:28 p.m., the  
18 deposition was concluded.)

19 - - - - -



1 JOHN RICHARD PAY

2 ACKNOWLEDGMENT OF DEPONENT

3 UNITED STATES DISTRICT COURT

4  
5 I do hereby acknowledge that I have  
6 read and examined the foregoing pages of the  
7 transcript of my deposition and that:

8  
9 (Check appropriate box):

10  
11 ( ) the same is a true, correct and  
12 complete transcription of the answers given by  
13 me to the questions therein recorded.

14  
15 ( ) except for the changes noted in  
16 the attached errata sheet, the same is a true,  
17 correct and complete transcription of the  
18 answers given by me to the questions therein  
19 recorded.

20  
21  
22  
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24  
25 \_\_\_\_\_  
DATE

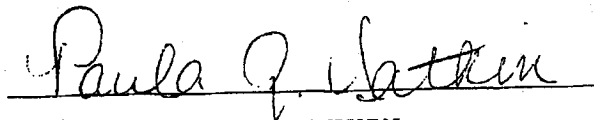
\_\_\_\_\_  
SIGNATURE

1 JOHN RICHARD PAY

2 CERTIFICATE OF NOTARY PUBLIC

3 I, Paula G. Satkin, the officer before whom  
4 the foregoing proceedings were taken, do hereby  
5 certify that the witness whose testimony appears  
6 in the foregoing proceeding was duly sworn by  
7 me; that the testimony of said witness was taken  
8 by me in stenotype and thereafter reduced to  
9 typewriting under my direction; that said  
10 proceedings is a true record of the testimony  
11 given by said witness; that I am neither counsel  
12 for, related to, nor employed by any of the  
13 parties to the action in which these proceedings  
14 were taken; and, further, that I am not a  
15 relative or employee of any attorney or counsel  
16 employed by the parties hereto, nor financially  
17 or otherwise interested in the outcome of the  
18 action.

19  
20 My commission expires October 31, 2010.

21  
22   
23 PAULA G. SATKIN

24 Notary Public in and for the  
25 District of Columbia

WITNESS: \_\_\_\_\_  
DATE (S): \_\_\_\_\_  
CASE: \_\_\_\_\_

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Subscribed and sworn to before me this 10 day of February, 2007

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