

EXHIBIT 1

**IN THE UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF ARKANSAS
FAYETTEVILLE DIVISION**

CITY OF PONTIAC GENERAL)
EMPLOYEES' RETIREMENT)
SYSTEM,)
)
)
Individually and on Behalf of All Others)
Similarly Situated)
)
Plaintiff,)
)
v.)
)
WAL-MART STORES, INC., and)
MICHAEL T. DUKE,)
)
Defendants.)
)
)
)
)

CASE NO. 5:12-cv-05162 SOH
CLASS ACTION

AFFIDAVIT OF ANDREW R. GRAY

I, Andrew R. Gray, declare that the information contained in this affidavit is true and correct to the best of my knowledge, information, and belief:

1. I am an attorney duly licensed to practice law in the State of California, and I am admitted to appear in this action *pro hac vice*. I am an attorney with Latham & Watkins LLP, counsel for Defendants Wal-Mart Stores, Inc. (“Wal-Mart”) and Michael T. Duke (collectively, “Defendants”) in this litigation.

2. I offer this affidavit pursuant to the Court’s September 28, 2016 order which requires Defendants to produce the “relevant, non-privileged documents submitted to the [U.S. Securities and Exchange Commission (“SEC”) and U.S. Department of Justice (“DOJ”)] as part of [Wal-Mart’s] investigation into the alleged Mexico bribery investigation, along with an affidavit and privilege log” (the “September 28 Order”). This affidavit is not and shall not be construed to be a waiver of any privilege of Defendants.

3. In 2005, Wal-Mart’s lawyers commenced an investigation to evaluate allegations of bribery in Mexico raised by a former employee, Sergio Cicero, and to provide legal advice to Wal-Mart in anticipation of potential litigation. Wal-Mart’s lawyers led the internal investigation with the assistance of outside counsel and employees who operated at the direction of Wal-Mart’s lawyers.

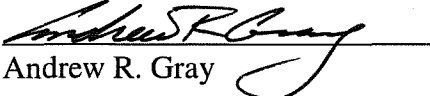
4. The documents reviewed in response to the September 28 Order included documents revealing attorney-client communications made for the purpose of requesting or providing legal advice and the mental impressions, conclusions, opinions, and legal theories of individuals conducting the 2005 internal investigation into allegations of bribery in Mexico.

5. I supervised the document review and production in response to Plaintiff City of Pontiac General Employees’ Retirement System’s requests for production, including the review

and production in response to the Court's September 28 Order. After de-duplication for documents already produced, Defendants produced the relevant, non-privileged documents submitted to the SEC and DOJ as part of the alleged Mexico bribery investigation in Defendants' Ninth Production, served on PGERS on December 30, 2016. When attorneys reviewing documents under my supervision identified documents that revealed communications made for the purpose of requesting or providing legal advice or the mental impressions, conclusions, opinions, and legal theories of individuals conducting Wal-Mart's internal investigation, they segregated those documents for inclusion on a privilege log. These attorneys later detailed the custodian, date, sender, recipients, and type of each segregated document, followed by a description of the document and the applicable privilege. This description of each document withheld from the production in response to the Court's September 28 Order is provided on Defendants' Second Supplemental Privilege Log, which accompanies this affidavit.

6. I have reviewed the documents listed on Defendants' Second Supplemental Privilege Log. Based on my review, I reasonably believe the documents listed on Defendants' Second Supplemental Privilege Log are protected by Defendants' attorney-client privilege and/or the work product doctrine in accordance with the Federal Rules of Civil Procedure and applicable law. The privilege assertions in Defendants' Second Supplemental Privilege Log are not interposed for any improper purpose, such as to harass, cause unnecessary delay or needlessly increase the cost of litigation.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed this 13th day of January, 2017, in Costa Mesa, California.


Andrew R. Gray