## How to raise the game: Key Strategic Actions Achieving The "Quiet Revolution" will require further

**Portfolio** 

tions | Performance

lars of

People

Global People Standards,

Processes & Tools

schedule & within budget

Project realisation to

Technical & Operational

Excellence

RRR action

Clear Aspired portfolio and active upgrading

Winning the Big Bets approach to NBD and through a global

**Bringing the Big Tickets** onstream

Innovative Technology & Realising Nigeria

**Gas Solutions** 

Global Operating Model **Global Exploration** 

Competence Based progression Managed Open Resourcing eadership Development

**Enhanced People Products** 

Aligned Global Leadership

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## Achieving HRCESSELHeAGILIANS WAIPAGEre further The Quiet Revolution: Key Strategic Actions

### **Portfolio**

llars of d tions Performance

People

Global Leadership meetings -

towards Aspired portfolio Focussed acquisitions - Enterprise

**Exploration Strengthening** - Success in Heartlands

Strong global EXPEX management GoM/ Malaysia

Global People Standards, Processes & Tools - on EPLF, CEO/ExCom

Competence Based progression Managed Open Resourcing all on track for end 2002 Leadership Development

track for end 2002

overcome (Brutus, Auger, **Technical & Operational** Operational Problems Excellence & Global Shearwater)

Developing relations with

key NOCs

Realising Nigeria

support activity through global

(SEPCo, Malaysia, Expro) Projects up and running High performing Ous

Global Cost FRD prize quantified

technologies demonstrated Leadership in competitive eg. Monodiameter wells

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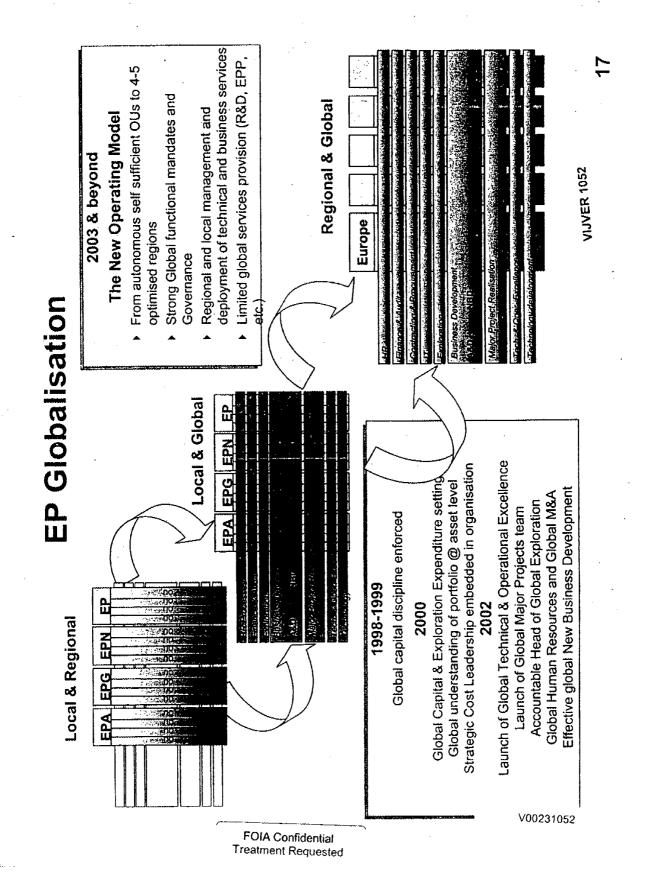
- China, Sakhalin, Qatar,

Rockies

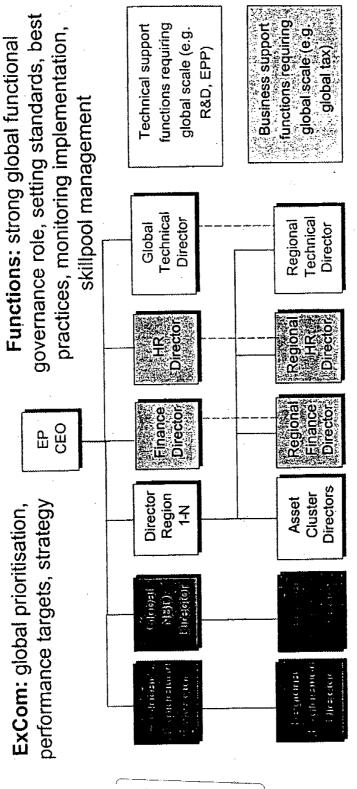
Winning Big Bets/ Big

Pinedale

**ickets** 



# New EP Operating Model

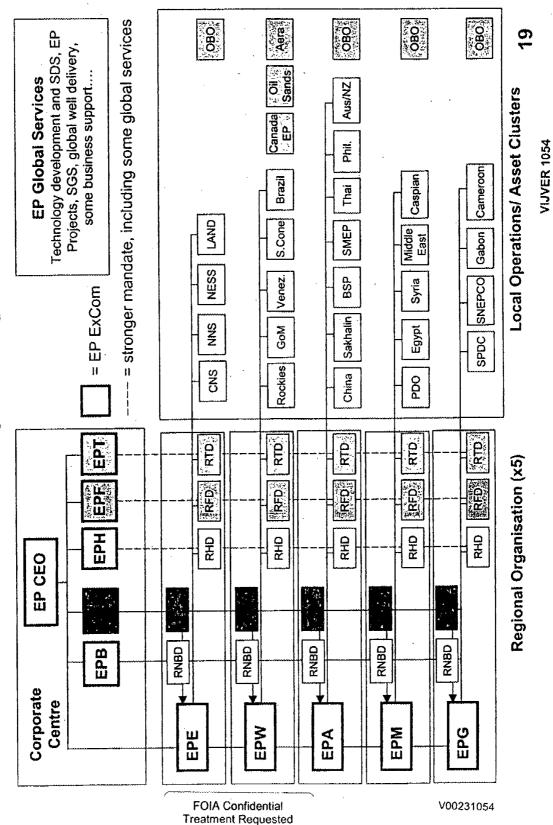


Regions: Accountable for business planning and delivery of the plan, application of best practices etc.

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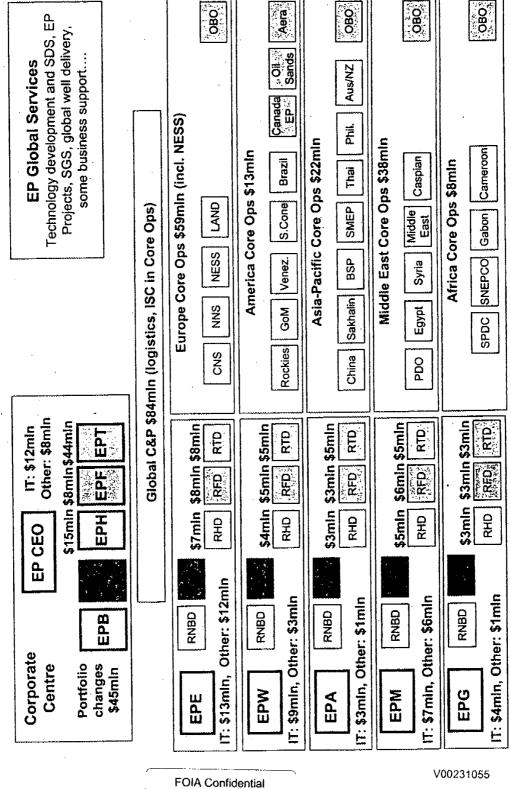
# New EP Operating Model



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# Aspirational targets by region/function



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### Benefits & Risks

### Benefits

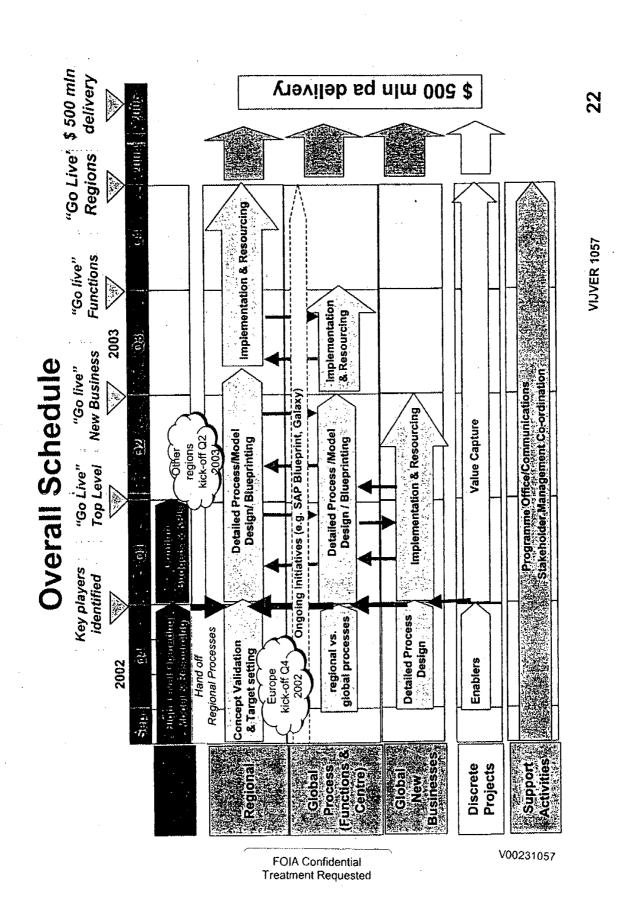
- Strongly enforce standardised systems and processes
- Demonstrate T&OE in all aspects of EP business
- Economies of scale, de-duplication in provision of support
- Greater focus/alignment on Exploration and NBD
- Much reduced corporate centre, shorter lines of control, better information flow

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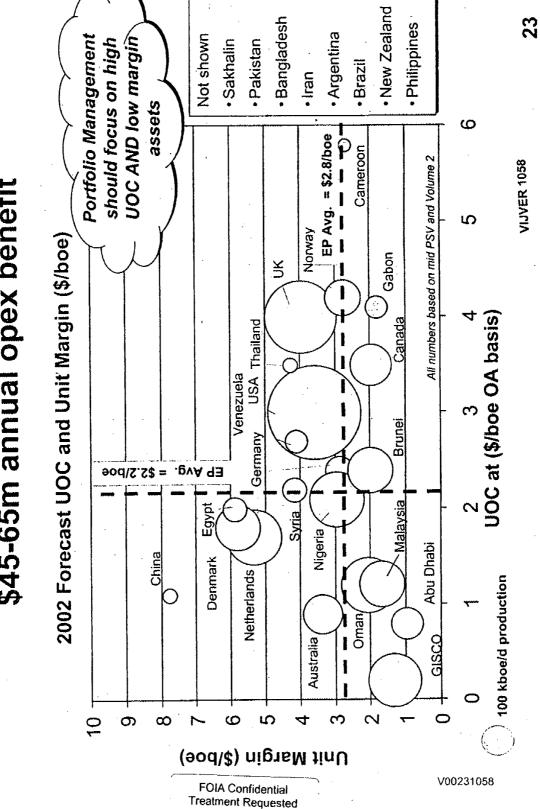
- More effective, selective use of premium expatriate resource, ultimately reducing total expat numbers
- Attractive EVP for demographically changing EP workforce

- Potential for disruption of core business Managing external interfaces locally
- motives and bias towards optimising Shell interests Concern amongst JV partners and governments on

2



## Asset swaps could generate synergies of \$45-65m annual opex benefit



# Investor Relations improvements

Longer Term View of the Existing Metrics

Changing the Emphasis to "value-based" or total resource based metrics. Communicate Shell EP strengths - tailored to stakeholder

Know where you're No 1 - simple, verifiable leadership

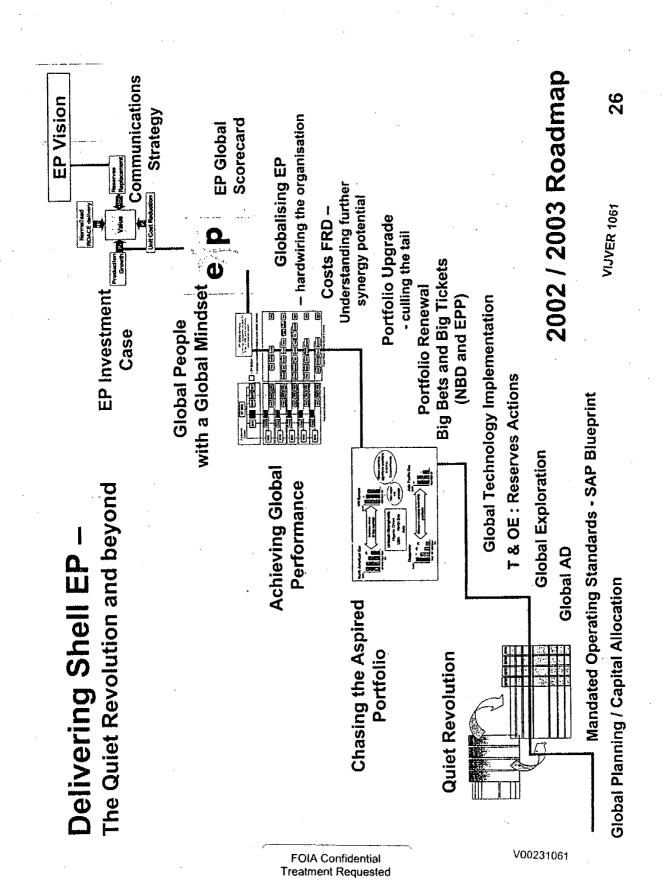
Watch like a Hawk – competitors and what they say about Shell

Deflect the Bad News – proactively manage damaging competitor comparisons

The "External Face" of EP

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### MRH entries slow to materialise Lack of new exploration hubs Radical Portfolio Replacement Licence expiry "constraints" 25 Continuous portfolio upgrade Early reserve bookings Actions Reserves Reserves Management Project capex overruns Impact of acquisitions Licence extensions NOC relationships The EP Dilemma: Caught in the box? UK tax increase ACTION ISSUES ACTION SSUES Cost FRD **Unit Cost Reduction** · Diminishing scope at OU level ROACE delivery Maximise internal synergy Normalised **Evolution of** Operating Model ACTION SSUES Realise Enterprise synergy Restatement of Enterprise decline, absence of T&OE T&OE drive and T&OE Distinguish "special" **EP Investment Case** Few NBD successes Severe mature field "New Exploration" **Technology drive** growth projects Growth Production Managing Realise Nigeria external Focused NBD impact Projects ACTION ACTION SSUES ddd V00231060



### Summary

- External views shows Shell will struggle to be the best.
  - ...and internal data support the size of the challenge



Rapid follow-through on Cost FRD including Evolving Operating Model

Full implementation of PPP actions already underway

Actions to improve the quality of the global portfolio

Focused EP Investment Case to improve external impact

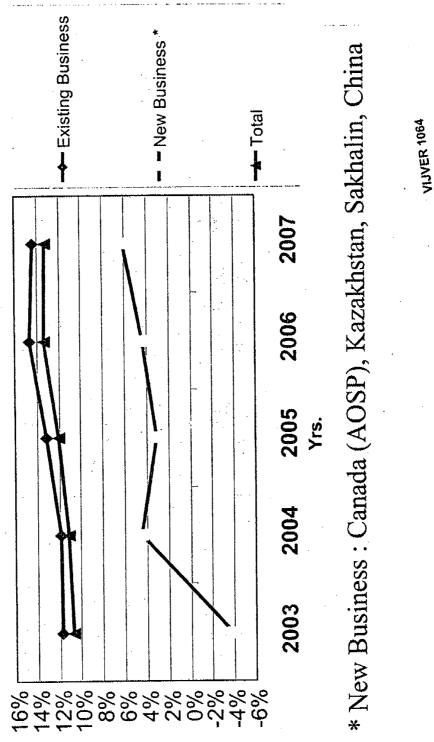
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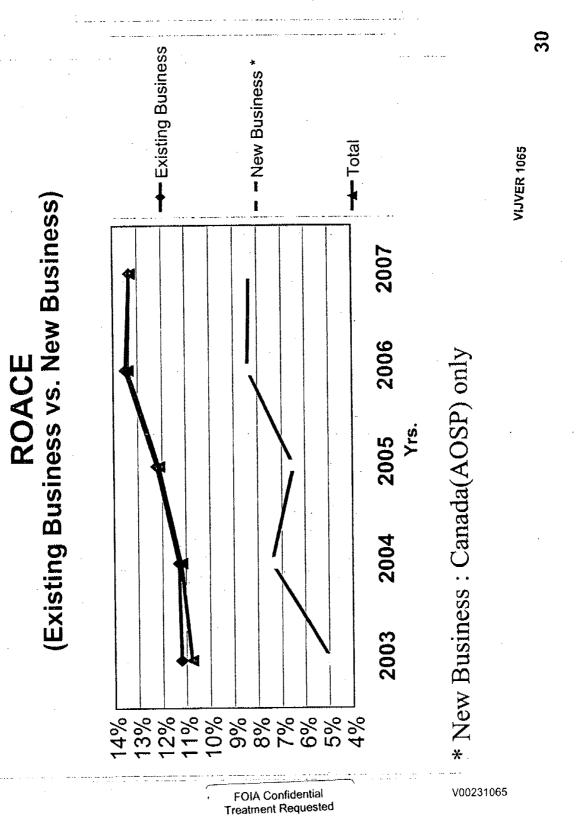
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# BACK UPS

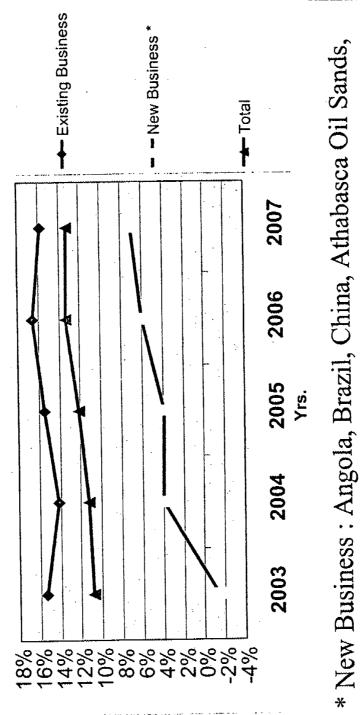




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ROACE (Existing Business vs. New Business)



Enterprise Brazil, Enterprise USA, Enterprise Italy, Kazakhstan

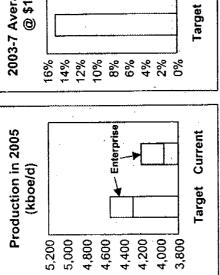
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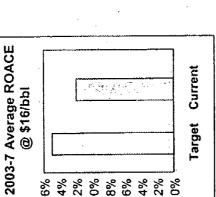
SNEPCO, Sakhalin

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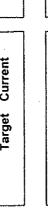
# Summary of First Look Plan



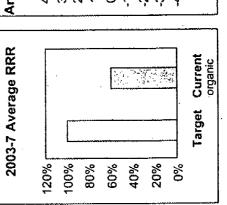
Current Target



Targets are not met by Current



Annual change in unit cost from 2001 (\$2.2/boe) Current 73.34 Target 



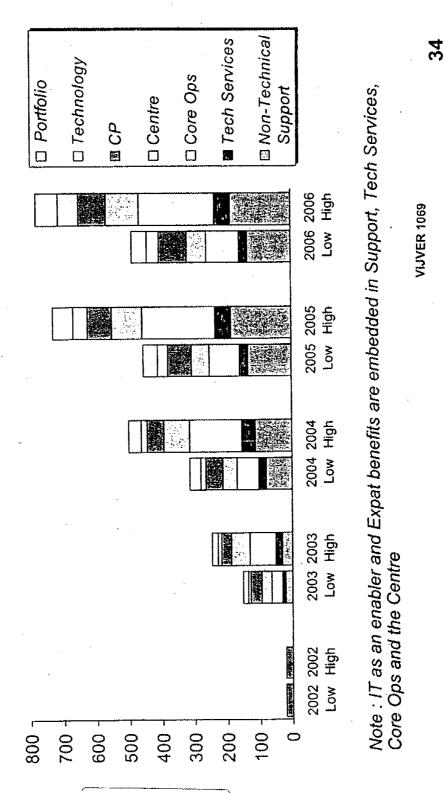
### Likely Impacts

Remedial Action	Unit Cost Reduction	ROACE	Production Growth	Reserves Replacement	Value
Cut opex, expex, capex					Probably
Portfolio Upgrade					
Implement Cost FRD					
Acquisitions			Probably	\ <del>\</del>	
		ν			
			CIV	VIJVER 1068	77

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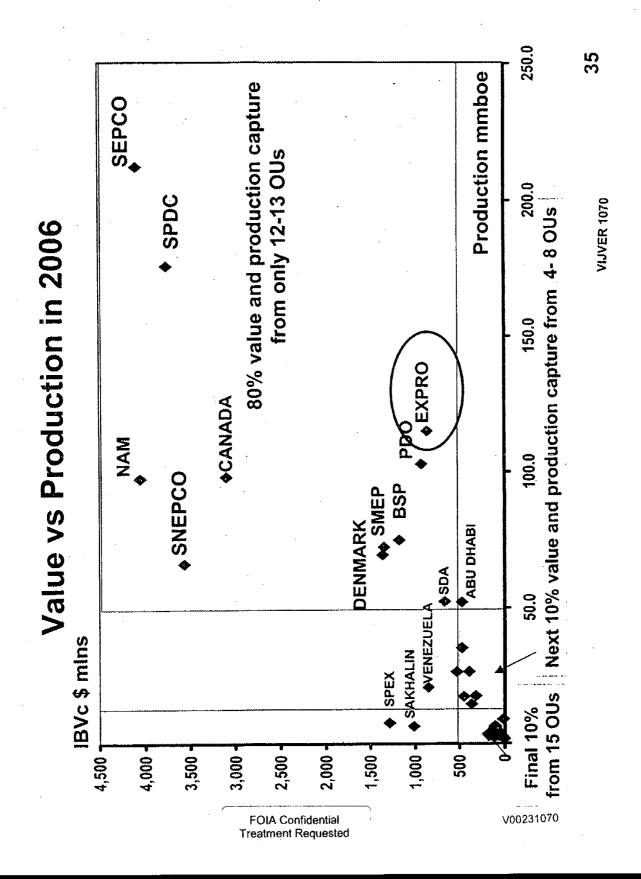
# ...with delivery phased over the planning period

Phased Benefit by Opportunity Area (\$mln)



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# What will Change for EPT

- achieving the technical development programme of Shell EP in partnership Creates a Single Excom point responsible for technical capabilities and for with CEOs
- Puts the focus and responsibility of the Global Technical Director clearly on achieving reserves and production development for Shell EP
- Brings Top 10 EP Technical Directors who collectively determine EP technical performance together in a single Technical Leadership Team
- Provides a coherent management structure for R&D, T&OE, Global Technical Services, the technical challenges and capabilities in the regions and operating companies
- Provides a mechanism to tune staff numbers and skills and their distribution over Global, Regional and Local Organisations (...in line with workloads, project challenges, mandates, staff mobility and cost targets)
- Give staff more clarity over technical challenges, job profiles, career options, (...differentiation in EVP) and mobility demands (

/ER 1074

36

### count is ~1800, but **Technical Staff (Initial) Deployment** Andoles espinas Kajery Projects espinante projects praviled mained projects services praviled previous Transfer Services ~6000 technical staff to project managers production facilities seismic interpreters for delivery of (excluding IT ranging from 1 echnical EPE 1030 EPM EPG **EPA** 970 EPW 640 590 520

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organisation will reduce and EP. An EP IT staff level of -600 may ultimately arise. T International for Grouplevel services) out of Shell transfer staff (e.g. to Shell globalisation of services and restructuring of the NB: current EP IT staff

> Staff currently employed and deployed in OUs. Regional services/sharing to be accomplished

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through regional rationalisation

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# **Technical Staff Deployment**

Locally Employed Staff	Can work on any field and asset within Country	Main Centre of that country's EP business
Regionally Employed Staff	Can work on any field and asset within Region	Main Centres are those in countries with Shell EP business, in some regions a regional Centre may be chosen or opened
District of the Control of the Contr	Can work on any field and asset challenge operated by Shell EP	Main Centres are Rijswijk and Houston, but staff can also be based (long and short term) in regional or country Centres
	Work	Work



Mobility, Variety in Challenges, Career and Job Options

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# Global Processes and Standards

T&OE will introduce Minimum Standards and common best processes that are critical for global performance and operational integrity:

- Exploration (Mandatory Processes and Practices)
- Reservoir Management (Integrated Field Reviews, Reservoir Surveillance Plans)
- Field Development Planning (Auditable FDP Process)
- Resource Maturation (5 Year Maturation Plans)
- Reservoir Modeling (Integrated Modeling Workflow)
- Production Forecasting (robust forecasting process)
- Production Optimisation (Optimisation process in place)
- Maintenance Management (robust system in place, compliance managed)
- Integrity Management (Auditable system in place, compliance mandatory)
- Engineering Standards (Update and align)
- Drilling and Completions standards (this will be expanded)
- Staff Development Planning (Plans all staff linked to EP competence framework)
- Competence Based Progression and Competence Assurance Process

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# Implementation Plan - Summary

- High-level organisation agreed by end 2002
- High-level organisation resourced by end Q12003 ("go live" date)
  - New operating model effective end 2003.
- Global businesses should be in place by mid 2003.
- Overall Opex reduction programme targeting \$500mln run rate end 2005
- Resource loading between now and end 2002 is primarily central (exception being work in EP Europe)
  - The proposal for the first 4 months is as follows (and the estimated cost will be ca \$ 2 mln);

# ExCom Consideration - ExCom Meeting 12/09/02

Programme Leader	drawn from the CEO community; someone with vision,
	credibility, drive and energy for the change
Programme Office 5 people	high CEP, SG 2 - B, mix of experience and energy, split 50/50
	OU and Centre, plus 2 –3 consultants

## Function/Business Director Consideration

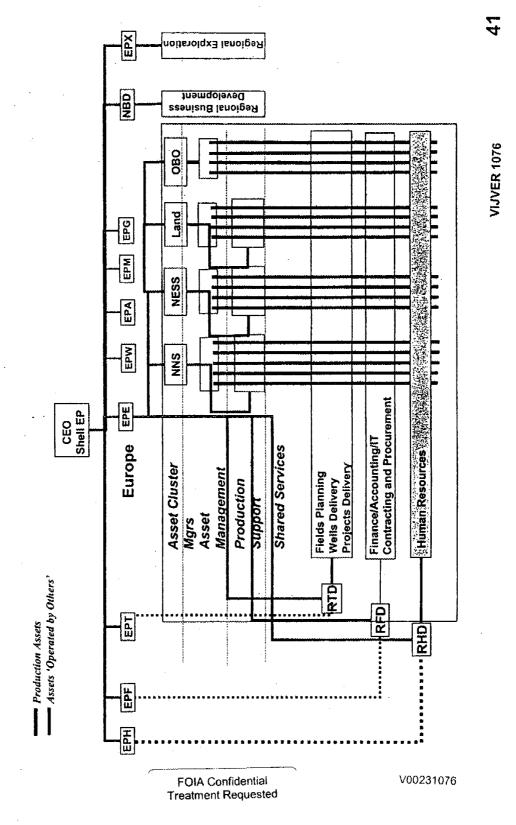
	Functional Teams	ca. 5 per function (EPF/HR)* & ca. 10 (EPT)SG 2-B, high CEP, some ex. OU	, high CEP, some ex. OU
ŀ	Global Business Teams	eams ca. 5 per business (EPX/B) SG 2-E	SG 2-B, high CEP incl.from OU
<b>۲</b>	A number of these positions are alr	ns are already effectively resourced (e.g.EP-HR Regional Advisors, EPF SAP and BBB	P SAP and BBB
	implementation teams)		

### Regional Director Consideration

ı	Regions only EP Europe until end year – already resourced
ı	There would be an expectation of significant ExCom involvement – ca. ½ day per week.
l	Additional discrete projects can be executed outwith the changes to the operating model. It is assumed
	that respective directors will resource these projects directly.

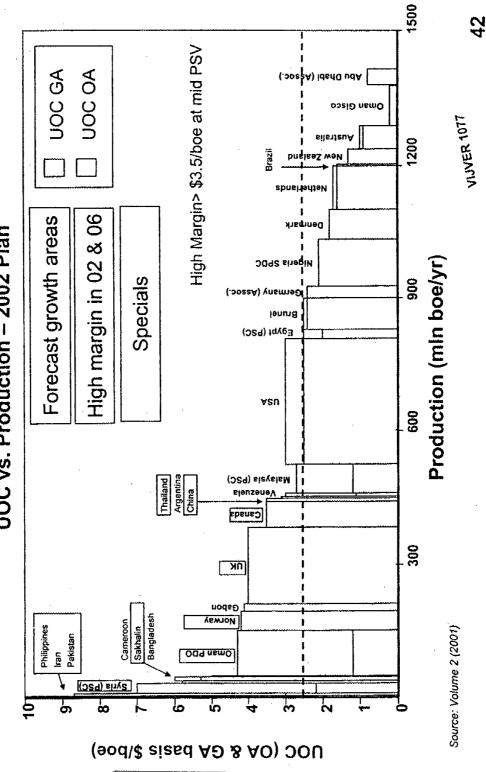
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## Portfolio - EP assets have a wide range of unit operating cost

UOC vs. Production – 2002 Plan



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### NOTE FOR DISCUSSION

Subject: EP PROVED RESERVES MANAGEMENT

Date:

3rd October 2002

FROM:

**EPB** 

TO:

ExCom

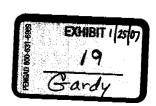
Excom,

The attached note regarding reserves sets out some changes in process in an attempt to keep us abreast and better 'manage' reserves booking. I support the changes as I think they are not overly bureaucratic and can be helpful in all of us understanding and working the reserves issue with more clarity.

If you're rushed, the first two pages tell the story. Then the full story follows, and finally the appendices show the numbers and other details.

I'll appreciate your feedback.

Lorin



### Note For Discussion

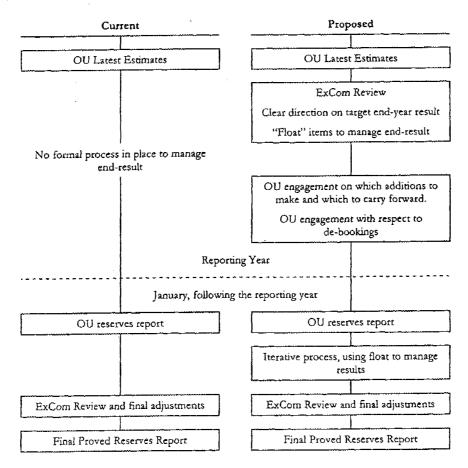
### EP PROVED RESERVES MANAGEMENT

Over the last ten years, Shell has moved from bottom, to top (1996 – 1998) and back to bottom on proved reserves replacement performance compared with major competitors. Without significant new business being secured, licence extensions or major new discoveries, it is unlikely that proved reserves replacement will exceed some 70% on average during the plan period.

This being the case, the system that is used to manage proved reserves additions would benefit from revision with a view to:

- a) Where possible and within the latitude of the SEC rules, avoid major swings in performance—in particular "peaks" in one year that exacerbate troughs in the next,
- b) Maintain focus on new opportunities and actions required to mature them.

The overall changes to the process are summarized in the diagram below and on the following page.



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### Summary of Proposal

Please refer to the relevant section on the following pages for detail and note also that several items referred to below will require coordinated action by the OUs, RBDs, T&OE and the Hydrocarbon Maturation Leadership Team, making use of the Hydrocarbon Maturation Forum.

- 1) Proved Reserves Replacement Management
  - 1a) Major Reserves Changes

    Close tracking of both planned and unplanned changes by the EPB-P

    Hydrocarbon Resource Coordinator in consultation with the OU Reserves

    Focal Points will be reinforced.
  - 1b) ExCom Review
    Two formal ExCom reviews will be introduced in July and November of the reporting year, augmenting the final review in January of the following year.
    ExCom will be briefed on the outlook for the year and presented with opportunities and potential exposures for further consideration and action (where necessary) via the RBDs and new business development teams.
  - 1c) Latest Estimate

    Monthly tracking of progress against plan, plus uncertainties, will be improved to provide more project-focussed transparency.
  - 1d) Reserves Opportunities Catalogue

    An inventory of opportunities that are not in the plan for the curtent year will be maintained with the aims of identifying actions to address shortfall against target and ensuring appropriate focus on mid- to long-term opportunities.
  - 1e) Potential Reserves Exposure Catalogue
    An inventory of potential exposure (reserves at risk of debooking) will be reviewed at least annually at ExCom with actions being agreed.
  - 1f) Scorecards
    Within the Group there are mixed opinions on the inclusion of Proved Reserves
    Additions on OU scorecards. On the one hand it is seen to affect objectivity in
    reporting, on the other it is seen as a key means by which appropriate focus is
    maintained on this important business performance parameter. It is proposed
    to retain the item on OU scorecards for 2003 but to review the situation again in
    light of experience at the 2002 year-end reserves report.
  - 1g) Standardisation of Proved Reserves Estimating Methods
    Specific actions will be developed to further harmonize the approach to reserves reporting by the OUs and to improve benchmarking of teservoir performance across the Group.
- 2) Reserves Administration System: Schedule of Authorities

  Authorities in the process leading to proved reserves disclosure to the SEC have been updated, although no new authority levels have been added pursuant to (1) above (none are deemed necessary).
- 3) Competitive Intelligence

  Efforts will be redoubled to establish more fact concerning the actual practices of competitors, with a view to identifying issues that need to be resolved by the industry as a whole.
- 4) Capability Management

  Several areas have been highlighted for further consideration and development by the technical community in Shell.

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### 1) Proved Reserves Replacement Management

Recent years have witnessed dramatic swings in Shell's performance on proved reserves replacement, with results in 1996 – 1998 being the highest of our main competitors but performance since then being the lowest. The period of high performance was partly the result of renewed focus on proved reserves replacement following poor performance in the early 1990s and partly due to the acceleration of revisions into the year 1998 after revised Shell internal guidelines were introduced.

Fluctuations of this magnitude can undermine investor confidence. Within the bounds set by the SEC rules, it would be prudent to level them out so as to create a more stable and predictable environment that is in keeping with the sustained performance potential of the portfolio. By strengthening the management of this aspect of business performance, improved focus will be created on options and actions required to generally increase performance going forward.

The system for managing additions to the EP proved reserves inventory was last updated in 2000 with the introduction of performance tracking during the year via EPMIS. This improved the predictability of the year-end result, but it did not remove the tendency of the OUs to report last-minute changes that either had not been foreseen or which, for various reasons, might have been suppressed in the EPMIS reporting. This feature of the reporting system is unlikely to be overcome, since most OUs do not complete their annual review of reserves on producing assets until the final quarter of the year. Nevertheless, further improvements to the overall management system have been identified as follows:

### 1a) Major Reserves Changes

The roles of the Hydrocarbon Resource Coordinator and the OU Reserves Focal Points should be reinforced to ensure that major changes to proved reserves (e.g. >30 million boe) are adequately worked prior to the end of the year in which they are reported. The objective is to allow time for clarification and discussion of the changes and so ensure that they are being treated correctly and consistently. The views of the Group Reserves Auditor will be sought where necessary, as will those of OU and EP management.

Thanks to the efforts of previous Hydrocarbon Resource Coordinators, it is already automatic practice in many OUs to seek the views of the Coordinator on reserves changes that are being contemplated, with supporting documentation being either volunteered or provided on request. This practice is to be further encouraged through personal communication and including in the Petroleum Resource Volume Guidelines a statement such as: "First-time proved reserves bookings for major new projects, or any other substantial change to proved reserves estimates exceeding 30 million boe, must be raised and discussed with the Group Hydrocarbon Resources Coordinator as far as possible in advance of the intended disclosure date so as to allow for adequate review and support of EP management and, if necessary, the Group Reserves Auditor."

An alternative approach was considered which would introduce a formal pro forma notification of major reserves changes to the Hydrocarbon Resource Coordinator for discussion with the OU, Reserves Auditor and Regional Business Advisers as appropriate and culminating in ExCom sanction, or otherwise. This was rejected on the grounds that it

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might not be possible to enforce and that it would not substantially improve on the current system (with the reinforcement proposed). OU feedback suggests that the additional bureaucracy would be unwelcome and could be counter-productive.

Action: EPB-P Hydrocarbon Resource Coordinator to reinforce contacts with OU Reserves Focal Points and senior development engineers on reserves maturation matters. Arrangements are to be in place to ensure that cover would be provided in the event of prolonged absence (e.g. by involving T&OE hydrocarbon resource maturation staff in the regular consultation of OUs).

### 1b) ExCom Review

In addition to the existing reviews which take place in January each year (at which point it is generally too late to materially influence the result of the previous year), formal reviews will be introduced during the reporting year itself. These will provide ExCom with the opportunity to guide the end result for the year (within the margins that can be accommodated by the SEC rules) and to identify actions required to control either underperformance or unnecessary new bookings.

Allied to this, clear direction will be required on the minimum and maximum levels of reserves replacement that are to be targeted. In general, clear justification would be required for "accepting" performance below 100% reserves replacement in any given year. However, since the existing portfolio cannot sustain this level of performance going forward (based on knowledge and plans as currently defined), minimum targets must be set that fully take into account the "organic" growth potential of the portfolio. This will help to add clarity to the requirements for delivering new business to the portfolio. 140% annual reserves replacement is widely accepted to be consistent with Shell's current 3% a.a.i. production growth target. Consequently it would be prudent to constrain reserves additions to this figure (when circumstances allow) and to assist performance in future years by carrying forward as much as possible of the surplus, unless there are clear indications that the portfolio is capable of sustaining a higher level of performance.

January:

EPB presents for approval the final results for the previous year (this review is already part of the established system and no changes are proposed).

July:

### EPB will present:

- The current Latest Estimate (see 1c below)
- The outlook for the plan period (based on Capital Allocation)
- The Reserves Opportunities Catalogue (see 1d below)
- The Potential Reserves Exposure Catalogue (see 1e below)
- Views and Comments of the Group Reserves Auditor
- Recommended Actions

ExCom will review the outlook for the year with reference to the aspired performance target (or target range). ExCom will endorse or otherwise amend the Recommended Actions, implementation of which will generally need to be secured via the RBDs and new business development teams.

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November:

Similar format to the July review, but with increased emphasis on targeting a specific end-year result or range of results. The review will yield:

- An endorsed list of major year-end reserves additions
- An endorsed list of major reserves de-bookings to be made (with reference to the Potential Reserves Exposure Catalogue, see 1e below)
- To the extent that the portfolio will allow (i.e. generally in the more buoyant years), a clear and endorsed list of projects or potential bookings that can be used as a "float" with which to control the yearend result. The EPB-P Hydrocarbon Resource Coordinator will direct OUs to include or exclude these from their final submissions as required.
- Review of Group Reserves Auditor views and comments on the foregoing.
- Agreed actions required of OUs and EPB and EPF in preparation for the year-end reporting of reserves data.

In implementing this additional level of "steer" of the year-end result, the following must be borne in mind:

- (i) It is important at all times to stay within the interpretative margin of the SEC rules. As at present, post-FID reserves must be disclosed in full unless circumstances dictate that caution should be applied (e.g. lack of firmness on gas sales contracts). Similarly, as at present, reserves that are not yet technically of commercially mature cannot be disclosed. Consequently, the "float" will consist mainly of the limited number of projects that are between VAR3 and VAR4 / FID, since it is for these that latitude in the interpretation of the SEC rules exists. Shell historical practice has been to consider booking reserves as soon as a project is deemed to be mature (currently interpreted as having passed VAR3). The 2001 SEC clarification of its rules implies that booking at FID would be preferred, and this seems to be the practice adopted at least by BP and possibly other major competitors. As part of the revised management system, it is recommended that greater alignment between investment decisions and reserves impact be sought, implying that in general the Centre should encourage OUs to move reserves bookings towards FID.
- (ii) Some OUs will inevitably have problems in accommodating requests from the Centre to include certain potential bookings in the "float" inventory. The problem will be most pronounced for joint ventures such as BSP and NAM, in which other shareholders approve the proposed reserves bookings in advance of year-end reporting, and in other cases such as SPDC and PDO in with the regulatory authorities pay particular attention to the year-end reserves situation. The timing of discussions between these OUs and their other stakeholders varies, but is generally in late November / early December. Consequently, the November ExCom review must take place in early November to allow for maximum alignment of Shell representation with ExCom requirements.

Action: EPB-P Hydrocarbon Resource Coordinator to prepare material for the first ExCom review in November 2002. EPB-P to develop a procedure for ensuring consistency between ExCom decisions and year-end OU reserves reports, with early engagement of OUs that might be required to assist in the management of the results.

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### 1c) Latest Estimate

The EPB-P Hydrocarbon Resource Coordinator currently compiles the monthly Latest Estimate data provided by the OUs via EPMIS (although, in general, OUs do not significantly update their Latest Estimates in the months between quarter closing). This system, together with the dialogue between EPB-P and the OUs that goes with it, provides an adequate means of tracking progress against plan on major reserves additions. In principle it also provides some opportunity for EP management to "steer" performance for the year and as such the proposals described in section (1b) above should be seen as augmenting, rather than replacing, current practice.

A system was introduced in 2002 to better quantify the uncertainties in the Latest Estimate data – specifically the potential impact of opportunities that are not yet incorporated in the LE and those elements of the LE that are under threat. As the year progresses the LE should be definable with increasing certainty and consequently the uncertainties will become decreasingly significant. The current 2002 Latest Estimate and major remaining uncertainties are summarized in Appendix C.

Action: Starting with 2003, the Latest Estimate will be defined and tracked with reference to specific major elements in the plan, giving an increased level of transparency and resolution compared with the current system that is focussed on overall OU figures.

### 1d) Reserves Opportunities Catalogue

The EPB-P Hydrocarbon Resource Coordinator will maintain an inventory of opportunities for significant new reserves additions that may be realizable in the short to medium term (current year plus two). This will help to focus attention towards corrective action that is required to underpin current and plan year performance. The catalogue will be presented periodically to ExCom for review (see 1b). Input will be solicited at least quarterly from the RBDs, OUs, and from the T&OE, new business development and the Hydrocarbon Maturation Leadership teams.

In its fully developed form, it is expected that the inventory will include all opportunities, whether they form part of the plan or not, and therefore there will be some overlap with the Latest Estimate. The Reserves Opportunities Catalogue will go further, however, by including strategic options and other big ticket items that might be accelerated or otherwise secured through additional concerted effort.

It is acknowledged that time might not permit opportunities that are not already part of the plan to be matured in time to make a difference to the reporting year or the plan year. Nevertheless, rigour in capturing and summarizing the full inventory of opportunities can only serve to improve the quality of management information. This will help to ensure that decisions are taken and resources deployed in full knowledge of the alternatives that are available and with realistic expectations for the outcome.

Action: EPB-P (HRC) to consolidate the initial draft of the catalogue in time for the November 2002 ExCom review proposed under (1b). A working draft is included as Appendix A.

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### 1e) Potential Reserves Exposure Catalogue

The EPB-P Hydrocarbon Resource Coordinator will maintain an inventory of all proved reserves that could be under threat of debooking in the event of failure to execute projects or failure of projects to deliver as expected. This will promote transparency on these issues and will be reviewed at least annually by ExCom (see 1b).

The catalogue will be maintained in close consultation with the Group Reserves Auditor and the OUs as required. Each item will be reviewed at least once per year by EPB and the HMLT, recommended actions being put forward for ExCom consideration (see 1b).

In the event that a debooking is deemed necessary or unavoidable, consideration should be given to the manner in which this will be achieved. In general, the revision should be made in full and with immediate effect. However, bearing in mind the disproportionate impact that this could have on investor confidence (in the more severe cases), consideration may be given to phasing the revision over a period of years so as to weaken its impact and provide for attenuation of any performance swings that might arise should the corresponding project be resurrected.

Action: EPB-P (HRC) to consolidate the initial draft of the catalogue in time for the November 2002 ExCom review proposed under (1b). A working draft is included as Appendix B.

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### 1f) Scorecards

When reviewing the end-2001 OU reserves reports, the Group Reserves Auditor observed:

'The widespread use of reserves targets in score cards affecting variable pay is seen to affect the objectivity of staff in some OUs when proposing reserves additions. Reserves coordination staff in EPB-P have been alert to this and have successfully met the challenges with which they were faced. However, a shift in score card emphasis from reserves booking to successfully meeting project milestones is recommended."

The Society of Petroleum Engineers (SPE) has issued statements on such practices that it feels may be in conflict with objectivity in reserves estimation (ref. "Standards Pertaining to Estimating and Auditing of Oil and Gas Reserve Information", June 2001).

It is also observed that, under certain circumstances with the current system, OUs can in effect be penalized for accelerating reserves bookings from one year into the preceding year.

These observations prompted serious consideration of a proposal to remove Proved Reserves Additions from the OU scorecards with effect from 2003. In its place, higher weighting would be applied to milestones that are related to project delivery and in particular to those that can have reserves additions associated with them (i.e. VAR3, VAR4, FID and, if appropriate, confirmation of improved recovery performance).

However, strong recommendations to the contrary have come from several of the more mature OUs, who find that keeping Proved Reserves Additions on OU scorecards ensures that this important aspect of business performance receives and retains an appropriate level of attention. The onus is on the Centre and OU technical management to ensure that the system is not abused and that it is used as a stimulus for genuinely constructive behaviours. This would be augmented by a concerted long-term effort to increase the level of awareness of the importance of the issue within the technical community and the responsibilities that estimators have in relation to the SEC rules (see also section 4 below).

Consequently, it is recommended to retain the measure on OU Scorecards at least for 2003. This must be coupled with the development of a mechanism to ensure that OUs are not penalized for maturing genuine proved reserves earlier than planned (in fact they should receive a net reward for their achievement) or for moving reserves bookings relative to plan as part of the process proposed in section 1b above. If unreasonable attempted bookings continue to distract EPB-P coordination staff from the overseeing of genuine bookings, the situation may need to be reviewed and the recommendation changed.

Under all circumstances, Reserves Replacement Ratio should remain on the EP Global Scorecard, and possibly those of the RBDs. There should be clear definition and understanding of the target with respect to "organic" additions and changes made through Acquisition and Divestment activities.

Action: OU Scorecards should retain Proved Reserves Additions targets for 2003. RBDs should ensure that fit-for-purpose mechanisms are introduced to encourage behaviours that are generally helpful to EP objectives in this regard and discourage inappropriate behaviours or attempted reserves bookings.

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### 1g) Standardisation of Proved Reserves Estimation Methods

The Shell Group Petroleum Resource Volume Guidelines are designed to promote consistency across the Group on the estimation of resource volumes in general and of proved reserves in particular. They are certainly helpful in so doing, yet evidence from Reserves Audits and superficial comparison of practices continues to suggest that the OUs are not yet as consistent in their approaches as one might expect.

The EPB-P Hydrocarbon Resource Coordinator, in close consultation with the Group Reserves Auditor, OU Reserves Focal Points and the Hydrocarbon Maturation Leadership Team, will investigate further development of the existing diagnostic tools that are routinely used to check the consistency of reserves reported across the Group. The continued emphasis that will be so created – particularly in the years between formal OU Reserves Audits – will help to ensure that every opportunity is taken to close the proved:expectation reserves gap for mature assets (in line with Group guidelines), as well as allowing improved comparison between OU submissions.

This is closely linked to Opportunity Identification: refer to section 4 below.

Action: EPB and T&OE to consolidate and further develop diagnostic tools for checking the consistency of OU reserves reports with each other and with the Group guidelines and to assist in identifying "outlying" field and reservoir performance for closer scrutiny. Where necessary, the guidelines may be further revised to remove any remaining ambiguity or to suggest specific techniques that might be considered for application. In certain circumstances, OUs may be requested to supply additional information as part of the year-end reporting process (e.g. rate – cumulative curves, historical and forecast, for major assets).

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### 2) Reserves Administration: Schedule of Authorities

The system for administering year-end reserves reporting is tried and tested and no significant changes are considered to be necessary other than to include the processes described in section (1) above. The documentation describing the system has not been updated since 1996 and in the meantime numerous workflow and organizational changes have occurred. EPB-P (Hydrocarbon Resource Coordinator) will update and reissue the documentation in due course.

It is stressed that, whilst Latest Estimates may be prepared as the year progresses and investment decisions may be taken that will have an effect on the year-end results, no reserves changes can be considered finally "booked" until the annual submission, review, audit and approval cycle is completed. Under some circumstances local approval of minor major reserves additions is required during the year to ensure that ongoing development expenditure is correctly categorized (i.e. as Capex rather than Expex). This practice should continue under local authority levels, being subject to periodic review by the Group Reserves Auditor.

The current schedule of authorities in relation to proved reserves disclosure is included as Appendix D. This summarizes the approval process commencing with the preparation of data within the OUs, compilation and review by the Hydrocarbon Resource Coordinator and the Group Reserves Auditor, through to final sign-off by EPB, EPF and the external auditors. It is considered that no changes to the schedule are required.

Appendix E details the flow of work and information in preparing proved reserves information for external disclosure, together with the revisions that would be necessary to implement the recommendations of section (1) above.

Action: EPB-P to reissue the finalized schedule of authorities and process documentation after approval by EPB and EPF, by the end of 2002.

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### 3) Competitive Intelligence

There is a significant amount of discussion within the Group on the practices of Shell compared with those of competitors. This focuses on (a) the way in which reserves bookings are managed and (b) the interpretation of the SEC rules and regulations.

The approach to managing reserves additions is known to vary considerably among competitors<sup>1</sup> and insight into alternative approaches might suggest further improvements to the Shell approach.

Interpretations of the rules do differ, particularly in areas that are not explicitly covered by the SEC regulations. Examples include:

- Calculation of entitlement under PSCs (practices seem to vary considerably).
- Treatment of entitlement under "innovative" contracts.
- The use of techniques that fully support the "reasonable certainty" intent of the SEC rules but on which there is currently no clear direction from the SEC as to the acceptability of such techniques.

To help sort myth from fact, efforts will be redoubled to gain intelligence on the actual practice of competitors. This is likely to concentrate on comparison (where possible) of bookings in joint ventures, or projects in which major competitors have an interest, and on industry networks and for in which reserves and reserves management issues are discussed. The current technical staff pool will be polled for recent experience, particularly where this has been gained through working directly for competitors.

The initial objective will be to understand the practices of competitors and so to allow objective assessment of the degree to which Shell's practice differs from that commonly adopted in the industry. Further action to modify the Shell management system can then be considered on an informed basis.

Exposure of significant differences in interpretation of rules will help to inform our views on the apparent performance of competitors. In some (expected to be rare) cases it may prompt a reinterpretation of the SEC rules by Shell, but more likely it will help to focus attention on matters that need resolution across the industry as a whole.

It is recommended that cases of doubt be resolved by open dialogue with the SEC and active participation in industry for wwhere reserves issues are discussed.

Action: EPB to develop a network of contacts, bearing in mind the sensitivities inherent to the issue. Target to include status reports in ExCorn reviews (see 1b above) and to propose actions at other times as required.

For example, ExxonMobil is believed to use an elaborate reserves booking management system supported by a 13-strong internal organization that audits reserves worldwide. Other companies make use of independent reserves auditors and, with the SEC coming under increasing pressure to ensure that regulations are being adhered to, it cannot be ruled out that companies will be required to make more widespread use of independent assessors.

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### 4) Capability Management

With the advent of T&OE, an opportunity is presented to address reserves reporting issues and in particular inconsistency of approach between the OUs. The following areas should be addressed by the technical reporting community, with the assistance of the Discipline Leads for Reservoir Engineering, the Hydrocarbon Maturation Forum (HMF) and Hydrocarbon Maturation Leadership Team (HMLT):

Commercial Awareness. There are examples of OU staff being unaware of the impact of reserves on external (investor) perceptions, the impact of reserves on NIAT (via depreciation), and of the net effect on investor confidence. It is not uncommon to hear the annual reserves exercise described as a "book-keeping exercise".

Technical Capability. In addition to engineering technique, a common understanding is required of the rules applicable to reserves reporting; the pros and cons of techniques that can be used in reserves estimating and of matters on which opinions differ across the industry (e.g. probabilistic aggregation). This will help both to promote convergence towards a "Group Common Approach" (to be documented in the Shell guidelines) and to identify issues to be addressed by the industry at large.

Training. All aspects of technical and "commercial" training should be reviewed to ensure that development engineers are given an appropriate balance of technical and commercial understanding.

Opportunity Identification. The recent concerted effort by the T&OE team to compile data on the technical performance of the existing field and reservoir inventory has yielded an invaluable resource for benchmarking and for diagnostic analysis of the portfolio. Refer also to section 1g above.

Best Practice. Several OUs have evolved proved reserves management practices that could be shared and potentially adapted in developing overall Group practices.

Reserves Reporting Community. Each OU has its own Reserves Focal Point that, depending on the size and complexity of the OU, may be dedicated full-time or only part-time to hydrocarbon maturation issues. It would be beneficial to the efficiency of this network in working towards Group common practices if occasional workshops could be held. As well as providing for enhanced networking and group cohesion, such events would be ideal for sharing Group-wide issues and local best practices, so helping to define best practice at the OU management level.

Technology Development. Currently there is only limited reserves estimating technology available within the Group that is focussed specifically at underpinning proved reserves. Active consideration of techniques that both allow more proved reserves to be booked and fully meet the SEC rules (or their intent) would help Shell to differentiate itself from the competition. An example of current success would be the SEPCo-sponsored development of seismic-based techniques for defining downdip water contacts for the Proved Area determination.

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Appendix A

### Appendix A: Reserves Opportunities Catalogue

Project	FID	PRA <sup>1</sup>	RRR2	Note
Licence Extensions:				
Nigeria SPDC (mostly expiring in 2019)		* 530	35%	3
Oman PDO (2012)		500	35%	4
Malaysia (various years)		450 ?	30% ?	
Abu Dhabi (2014)		370	25%	
Denmark (2012)		80	5%	5
Norway (various years)	*	70	5%	
Venezuela (2013)		40	3%	
Syria (2009 – 2014)		10	1%	
Brunei (2003)	•	0	0%	6
T&OE				
Portfolio in definition		150?	10% ?	7
Big Tickets and Strategic Options				
Quota increase, Nigeria		0	0%	
Retain Sakhalin consolidated and/or more aggressi	ve booking	600	40%	9
Abu Dhabi Whale	2003	550	35%	A&D
Venezuela Cretaceous	2003	410	25%	
Kuwait OSA	2003	400	25%	organic? <sup>10</sup>
Russia Salym success case	2003	120	8%	organic?
Iran Azadegan farm-in	2003	110	7%	A&D
Russia Zapolyarnoye Neocomian	2004	760	50%	
Libya Gas (Block 6 devt.)	2004	440	30%	
Iran Bangestan	2004 .	300	20%	
Qatar SMDS	2004	300	20%	A&D
Venezuela LNG	2004	250	15%	
Saudi Arabia CV1	2004	70	5%	
Ranked out of the Base Plan 2002				
Nigeria SNEPCO Bonga SW	2003	70	5%	
China Changbei Upstream	2003	- 55	4%	
Australia Sunrise	2004	340	20%	
Norway Ormen Lange	2004	160	10%	

Approximate Proved Reserves Additions, million boe, unrisked.

Approximate contribution to Proved Reserves Replacement Ratio in the year of reserves booking, assuming annual production of 1500 million boe total for EP, OA basis.

3 Any new reserves bookings will need to be justified with reference to production growth targets, see also (8) below. Figure from 1.1.2002 ARPR: recent RBA advice suggests figure could be 600 MMboe.

4 Based on the currently reported post-licence Expectation Reserves (550 million boe). Reserves to be booked when there is certainty that a deal will occur with no tisk of detailed negotiations de-railing it.

booked when there is certainty that a deal will occur with no tisk of detailed negotiations de-railing i

Not under Shell control: negotiation to be conducted exclusively by Concessionaires (A.P. Moller).

6 Reserves already booked assuming that BSP's rights to two 15-year licence extensions will be exercised. Any reserves upside would be in relation to the negotiation of further extensions beyond the 30-year window, but this may be offset by potential equity reduction in the first two 15-year extensions.

Notional "Quick Wins". A more detailed inventory will be developed.

A quota increase is necessary in any case to enable production to grow and thereby enable the currently booked Proved Reserves to be realized. No new within-licence reserves will be booked until clear evidence is available that the required higher production rate can be achieved and sustained.

9 Bookings should in principle keep pace with "reasonably certain" market development and preferably with actual LNG sales contract fixtures.

10 Cash-based Service Agreement with little or no exposure to oil price. Consequently it might not be possible to book reserves.

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Appendix B

Appendix B: Potential Reserves Exposure Catalogue

Asset (Year booked)	Reserves at risk MMboe	Comment (reason not to de-book)
Australia Gorgon (1997)	560	Booked in 1997 in anticipation of imminent FID, subsequently deferred indefinitely by the downturn in Asian economies and the consequent reduction in demand for LNG. It is inevitable that a resource of this magnitude will be developed eventually.
SNEPCO Bonga IFO (1998, 2000)	128	IFOs (In-Field Opportunities) largely consist of unpenetrated reservoirs that would not qualify for inclusion in the Proved Area for reserves under the recently clarified SEC rules. A recent SEC Reserves Audit recommended that remaining unpenetrated reservoirs should be debooked.
SNEPCO Bonga Main (1998) SNEPCO Erha (1999) SNEPCO Abo (1997) Angola Block 18 (2000) Reserves potentially at risk	up to 210 up to 125 up to 25 up to 55	Reserves rely on the successful implementation of water flood in reservoirs that have no, or at best tenuous, local supporting analogues. As such, the incremental recovery associated with water flood would not qualify for inclusion under the recently clarified SEC rules. However, given that the bookings have been made, they should be retained in the inventory pending acquisition of actual performance data.
estimated provisionally to be 75% of the current inventory.		The Bonga Main booking was queried by the SEC (along with many others) in its routine review and challenge of the 31.12.1998 Form 20-F submission. Although the challenge was not pressed strongly by the SEC, it was not specifically disputed.
Norway Ormen Lange (1999, 2000)	109	Reserves have been partially booked ahead of VAR3 and FID, whilst it appears that there are issues that could prevent it proceeding. Debooking will be considered only when and if it becomes clear that development definitely will not proceed.
Netheriands, Waddenzee (?)	25	Government-enforced moratorium on Waddenzee drilling, due to environmental concerns, could ultimately prevent development from proceeding.
Brunei legacy (Various)	20	Historical reserves bookings that can no longer be supported are inventorized and actively managed, with a view to cushioning the impact of their de-booking. It is expected that the remaining balance will be reduced to zero over the next two or three years, in consultation with national regulatory authorities.
Total	840 - 1260	The total proved reserves balance at 1.1.2002 was 19100 MMboe.

In addition, reserves in some OUs would be at risk if planned production rate increases do not materialize. The OUs thus affected are SPDC Nigeria and Abu Dhabi. For illustration, if production were to remain constant year-on-year, instead of growing as planned, the reserves that would be placed at risk each year would be some 70 MMboe and 15 MMboe in each case. Furthermore, Oman PDO must sustain current production rates throughout the remaining lifetime of the licence to ensure production of the booked proved reserves.

The SEC provides no specific guidance on reserves disclosure for novel or "innovative" contract structures. Shell currently has four bookings in this category: the Venezuela service agreement, Iran buy-back contract, Oman Gisco and the booking of NGL reserves in connection with interests in Abu Dhabi GASCO.

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Appendix C

End-August 2002	Latest Estimate, Proved	Reserves Additions
Eng-August 2002	Latest Estimate, Proved	DESERVES ADDITIONS

Million Boe		Proved	Reserves	Additions	Reserves R	epiacement Ratio
	<u>†1</u>	Plan	LE	Delta	Plan, %	LE, %
Organic						
Kazakhstan	Kashagan Declaration of Commerciality + Arman		384	384	i .	27.3
USA	Mars WF/Auger/GliderrOSQ MartinT Shawnes, Crosabones& others&	139	145	5	9.8	10.3
Brunei		67	66	Ď	4,7	4.7
Canada		50	50		3.5	3.6
Nigeria (SNEPCO)	Songa SW challenge to reach VAR3 in 2002	116	49	-67	8.2	3.5
Angola	Block 18 FID T Risked pending check with SEC rules	33	45	12	2.3	3.2
lux	Corrack West/CurlewT, Sheerwater/CormorantNAS\$, Scoter deterred	68	. 36	-31	4.8	2.6
Denmark		24	32	8	1.7	2.3
Venezuela	Not a gain: Plan ligure was inequestionly continue from EP total	1	25	25	1	1.8
Netherlands		30	21	-9	2.1	1.5
Syria		13	15	2	0.9	1.1
Egypt		111	11	-	0.8	0.8
Gabon		7	7		0.5	0.5
Pakistan	Bahdra-3 well result(T). Query Plan figure.	10	Ś	-5	0.7	0.4
	pandra-3 well result(1). Odery Flan ngota.	1 6	4	٠,5	0.0	0.3
Australia (SDA)			-	4		
Brunei (FCE)		3	3		0.2	0.2
Argenuna		3	3		0.2	0.2
Germany	Changed / deferred drilling programme	17	2	-15	1.2	0.2
Thailand	Reduction pending completion of studies Q3/Q4	4	1	-3	0.3	0.0
Australia (WPL)		.0	0		0,0	0.0
Aussia	Deconsolidation deferred	92		92	-6.5	
USA (Ass Comp)	Aera Included in USA LE	4		-4	0.3	
Bangladesh	Changed / reduced activity level	4		-4	0.3	
Brazil	BS-4 deferred	41		-41	2.9	
Oman (PDO)	Production forecast exposure / uncertainty	75		-7 <b>B</b>	5.4	
Namibia	Kudu appraisal	125		125	8.8	
Brazil (Pecten)	TOOL Sprinses	1 '2"	-3	-3	l *.*	-0.2
Norway	•	7	-8	-15	0.5	-0.5
	Virtual PSV / PSC effect	1 '	-23	-23	0.3	-1.7
Oman (GISCO)		1			ł	-2.0
Iran	PSV effect	1	-28	-28		
Maleysia .	PSV/PSC effect, Tige Papar/Uteh/Ramin1, D35/St Joseph?	31	-39	-70	2.2	-2.8
New Zealand	Pohokura	4	-51	-54	0.3	-3.6
			***			54
Total Organic	10.1.0.0.0.0.0.0.0.0.0.0.0.0.0.0.0.0.0.	796 1419	754 1403	-42 -16	56	
Production	Includes ExCom adjustment	1419	1403	-16		
A&D	· ·; · · · · · · · · · · · · · · · ·					···· ··· -
	Adjust total RRR so far for effect of A&D production					-2.4
		1				
ENTERPRISE (KMOC@46%)	KMOC ± 131 min boe	i	1141	1141		77.7
Norway	Draugen	i	33	33		2.2
USA	Rockies	ŀ	27	27		1.8
TOPCO NZ	· .		9	9		0.6
UK .	Goldeneye	I	7	7		0.5
DR Congo (Zaire)	•		-17	-17		-1.2
New Zealand	Portfolio rationalization + transfer to TOPCO NZ	]	-49	-49		-3.3
ran	Farm out	1	-51	-51		-3.5
		1	•	•		
Total A&D		l	1100	1100		72
fotal Organic + A&D		796	1854	1058	56	125
Production Organic + A&D		1419	1470	50		
- addition to game 17 to a	•	'''		- "		
Strategic Options						
Whale	•	154		-154	10.9	ŀ
Namibia Gas (FUNG) incremental		145		-145	10.2	
.lbya gas		90		-90	6.3	I
/enezuela light oil		86		-86	6.0	}
AIOC notional	•	81		-81	5.7	I
ibya Block 47	·	21		-21	1.5	ļ
Stephenson	·	13		13	0.9	l
Nibekmola notional		13		-13	0.9	
Vipekmoja notional DU projects		-2		2	-0.1	ı
yo hidens	•			٠	-v. •	- 1
otal Strategic Options		601		-601	42	[
Grand Total	i	1397	1854	457	98	126
roduction Grand Total		1419	1470	50		1
		•	, -			

### End-August 2002

Million Boe		Proved Reserves Additions	Reserves Replacement Ratio
Total LE Proved Reser	ves Additions	1854	126
Total LE Production		1470	
Downside:		• •	
Enterprise	Corrib, Tempa Rossa, Skarv Area debooking	-184	-12.5
SNEPCO	Bonga SW fails to pass VAR3	-49	-3.3
)pside:			
Enterprise	Shell guidelines implementation upside	50	3.4
Whale	Deal secured in 2002: 50% Shell share, unrisked	450	30.6
Other SOs		33	2.2
Range	Minimum		110
	Maximum		162

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Appendix D

### Appendix D: Proved Reserves Schedule of Authorities

Based on EP 86-0725, updated 1996 and 2002.

	Title of document	Responsible, Preparation	Responsible, Approval	Final submission for use to
1	Proved Reserves Replacement Target Setting	HRC, ExCom	ExCom	HRC
2	Reserves Audit Reports	GRA		EPB, RBD and OU
3	Resource Management and Reporting Guidelines	•		
	a) Process, responsibilities, definitions, requirements	HRC, GRA	EPB	OU .
	b) Technical methodologies	EPB / EPT	EPT	OU
	c) Matters relating to proved and proved developed reserves estimating procedures	GRA, HRC	EPB	SI-FCGB and OU
4	Annual reserves return from OU.	OU Technical, Finance	OU TM / FM	GRA, HRG
5	Audit trail in support of annual reserves return from OU.	OU Senior RE	OU PE Manager	OU TM
6	Standardized Measure Report			
	- OU annual submission	OU Technical, Finance	OU TM / FM	HRC .
	- Group submission to SEC Form 20-F	HRC	EPB, EPF	SI-FCGB
7	Preliminary report on year-end proved reserves to ExCom	HRC	EPB	ExCom
8	Reserves Auditor Report	GRA	1	ExCom
9	Proved reserves "Letter of Comfort" to external Group Auditors,	GRA	EPB, EPF	Group Auditors
10	Statement of crude oil and natural gas reserves for inclusion in Annual Report submission to the US Securities and Exchange Commission (Form 20-F) and other Parent Company publicly disclosed reports.	HRC, GRA	EPB, EPF	SI-FCGB

HRC: EPB-P Hydrocarbon Resource Coordinator

GRA: EPB-P Group Reserves Auditor

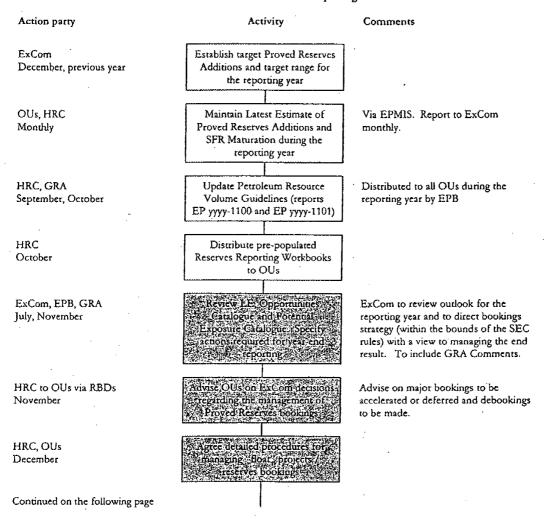
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Appendix E

### Appendix E: Schematic of Reporting Procedure: Proved Reserves

Part 1: Prior to the end of the Reporting Year



New activities that are proposed are shown in shaded boxes.

A detailed timetable is prepared annually by HRC in consultation prepared annually by HRC in consultation with SI-PXX (External Affairs), SI-FCG (Group Reporting) and SIEP-EPF.

HRC: EPB-P Hydrocarbon Resource Coordinator

GRA: EPB-P Group Reserves Auditor

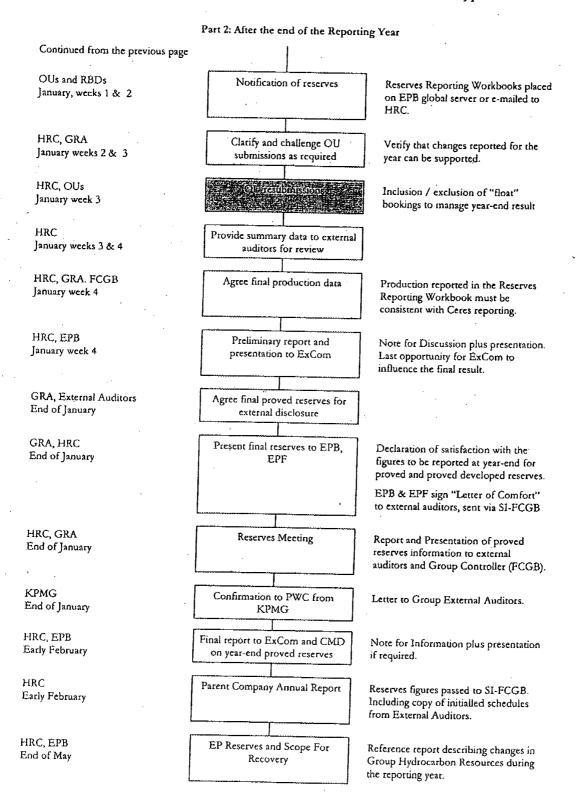
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Appendix E



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