

Slide 13 – US EP...Where We Operate

Turning now to our US based Exploration and Production operations, Shell Exploration & Production Company's (SEPCo) dedication to meeting U.S. energy needs has made it the largest of Shell's EP operating units, accounting for about a fifth of the Royal Dutch/Shell Group's worldwide oil and gas production.

SEPCo has set industry records in the U.S. for deepwater technology and other E&P practices while maintaining a leadership position in environmental stewardship and a strong commitment to communities.

Shell's long-successful onshore oil and gas production is centered in Michigan, the Rocky Mountains and South Texas. Aera Energy, a joint venture with ExxonMobil, remains one of California's largest producers of oil.

Continued over...

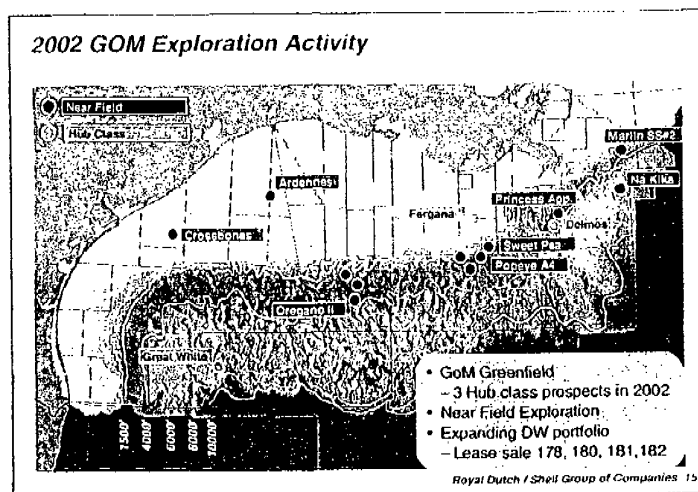
SEPCo is growing its natural gas position in the Rocky Mountain region and is well positioned to expand its portfolio onshore, as well as offshore in the Gulf of Mexico -- through organic growth as well as strategic, niche acquisitions.

Shell remains bullish on North American gas, with the goal of growing our natural gas production.

[For info, not speech: US oil production for Q2 2002 was 441 kb/d (+9%) and 1,665 mscf/d (+4%) vs. 404 kb/d and 1,604 mmscf/d for Q2 2001. US oil production was 429 kb/d (+6%) and 1,616 mmscf/d (+1%) for 1h 2002 vs. 404 kb/d and 1,596 mmscf/d for 1h 2001. Overall increases in boe production were 7% for the quarter and 4% for the half year.]

system established by Shell's pipeline companies. This is illustrated by our installation of 15 sub sea production systems.

And we continue to bring on new developments...5 in 2001 (Brutus, Serrano, Oregano, Crosby and Einset)...3 in 2002 (Manatee, 1st well of Princess and Boomvang (Shell owns 50% through Enterprise acquisition))... 3 in 2003 (Na Kika, 2nd phase of Princess and Llano (which we got from the Enterprise acquisition))...1 in 2004 (Holstein).



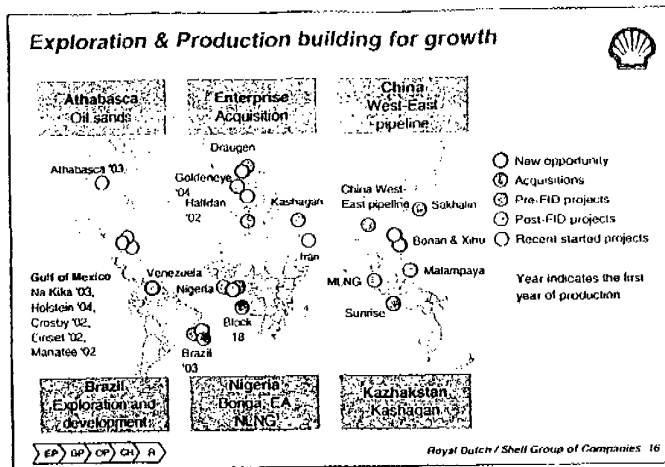
Slide 15 – US EP...2002 GOM Exploration Activity

In 2002, our capital and exploratory spending in the US is about \$1.8 bln to find and develop new energy resources. As you can see on the chart, we are currently drilling 5 exploration wells... Deimos, Glider, Serrano, Cub, and Josephine. And, we are pleased to be participating in Tahiti, ChevronTexaco's recently announced discovery.

With the addition of Enterprise Oil, Shell is now the leasehold leader in the GOM with an interest in about 684 leases (gross), with a net interest in 494 tracts in the Deepwater GoM. Shell's leasehold is both in developing new plays (like the Eastern Gulf of Mexico (EGOM) and in the Perdido fold belt, as well as in and around its existing infrastructure. Shell has been an active participant and successfully acquired key leases at recent GoM lease sales. For example, at the most recent lease sale

Continued over...

[184 – Western GOM] held in New Orleans on August 21, SEPCo, bidding alone, was the apparent high bidder on 35 of the 39 blocks on which it bid, with submitted bids totaling nearly \$42 million.



Slide 16 -- Exploration & Production building for growth

I would be remiss if I did not mention our other EP efforts around the world. This is a dynamic picture ... with a brimming pipeline of projects in different stages of development ... from new prospects to production coming on stream. I can only mention some examples from the last six months.

Our exploration efforts continue to deliver results ... with significant discoveries this year in Malaysia, the Gulf of Mexico and Nigeria.

The Enterprise acquisition opens up new possibilities, particularly in Brazil and the Gulf of Mexico.

Continued over...


We have also made a niche acquisition in the Pinedale region of the Rockies ... building on last year's McMurry purchase ... and purchased an additional 10% interest in Draugen.

We are working to bring several important projects to the investment stage. For example, the giant Kashagan field in Kazakhstan has been declared commercial ... with as much as 9 billion barrels of producible reserves.

And we are pleased with the progress made on the partner operated Ehra field in Nigeria and Block 18 in Angola.

Finally, two important projects should come on stream within the next six months ... the Athabasca oil sands development in Canada and the offshore EA field in Nigeria.

MISC00021697

Commitment to targets within a strong financial framework 

Established businesses capable of delivering 15% ROACE at reference conditions	Unit cost improvements of 3% per year totalling \$500 million per annum	
Desired gearing of 20 - 30%	Group ROACE of 13 - 15% at reference conditions	Hydrocarbon production growth of 3% p.a. from 2000 - 2005
Continuation of share buy back programme	\$7 billion of assets identified for priority attention	

Royal Dutch / Shell Group of Companies 17

Slide 17 -- Commitment to targets within a strong financial framework

I hope that I have demonstrated to you today

- that we have a clear strategy for achieving success and that we moving forward
- that we have taken some important strategic steps which we believe will deliver long-term value to our shareholders
- that we have taken steps to fix underperformance wherever it is found and
- that we are working hard to achieve our goals

I would now welcome your questions.

Issues Briefing
Including O&A

FOIA Confidential
Treatment Requested

MISC00021699

4.0 Key IR Messages

Messages	Examples
Theme – continuing to deliver	
Tough roadmap goals achieved 98-01	Cost savings \$5.0 bln, 14% ROACE at \$14
Embedded capital discipline, portfolio management, cost leadership	Global capital ranking...40% of Chemicals disposed... capital efficiency improved... divestments continue (Texas pipelines, Ruhrgas)... achieved unit cost leadership in benchmarking studies
Returns discipline maintained	2002 ROACE in target range 13-15% in difficult market circumstances, including incremental capital employed. Established Businesses targeting and progressing towards 15% over time
Balance sheet and cash generation resilient	Desired gearing between 20-30%, currently around 20%... cash generation consistently around \$15 bln p.a.
Dividends and buyback policies maintained	>\$5.0 bln dividends per year, dividends increase in line with inflation...\$5.3 bln in share buybacks since Jan 2001... capacity for 50% more cash to shareholders 2001-2005 (vs. 2000)
Theme – building on firm foundations	
Clear strategic direction	Growth but growth at stated return rates...long-term projects limited to 10-20% of capital investment... portfolio segmentation completed... highlighted \$7 bln for special attention
Shift portfolio to EP and GP	Move to > than 50% of the portfolio, and increase share of gas (vs. oil) towards 50%
Geographic emphasis	Increase exposure to North America, Asia Pacific (especially China) and West Africa
Investing about \$12 bln through the cycle (excluding acquisitions)	\$7.5 in EP...\$2.8 in OP...\$0.8 in GP...\$0.8 in Chemicals...\$0.3 in new businesses
3% hydrocarbon growth 2000-2005	Focused on deepwater, Nigeria and major resource holders
6% LNG contracted sales growth	3 expansions currently underway in Nigeria, Australia and Malaysia...green field site in Sakhalin, potential Venezuela ... securing US access at Cove Point and Elba Island... import terminals in Mexico, India... volumes secured from Australia, Nigeria, Oman...taking delivery on four new LNG ships between 2003-05
Acquisitions strengthen portfolio	Enterprise, Texaco US OP, Pennzoil,

	Niche opportunities (Rockies, Norway)
Investing in new income streams	From core activities (Global Solutions, Gas to Liquids) or new businesses such as Shell Consumer, Renewables
Theme -- committed to targets	
Group ROACE at 13-15% at reference conditions	EP - 18% 2002-2003 (before Enterprise but now still above 15%)... OP - return to 15% as US improves... Chemicals - moving towards 15% at mid-cycle
Cost improvements totalling around \$500 mln p.a.	Unit cost progress reported twice per year... achieved \$140m in first half 2002... Targets: \$400 mln from US OP by 2004... 30 US cents per barrel across global refining network...\$300 mln from Enterprise (04)... €250 from Basell (03)... \$140 mln from Pennzoil (04)
\$7 bln of assets identified for priority attention	Forestry for sale... Basell improvements being implemented... Intergen restructuring... Texas pipelines sold ...Pililla & Lutong refinery shutdown... [Ruhr gas being sold...sold Pulse in Australia, not actually in \$7bln]

5.0 US OP – general

Equilon/Motiva acquisition

Key messages

- The US is the world's largest oil products market and this is an important move in the context of the Group's global downstream business
- Improving US performance is key to the global OP strategy; this move will allow us to build upon an excellent market position, based on a strong brand, from which to achieve further synergies with Shell's global businesses and networks
- The change in ownership provides the opportunity to:
 - Restructure and simplify decision making along with work process redesign (overhead reduction activities)
 - Generate income improvements through accelerated best practice sharing with other Shell downstream activity such as our Global Retail Strategy (e.g improved network efficiency and proposition delivery) and refining hydrocarbon management reviews
 - Enable closer integration with Shell's global businesses and networks, including Aviation, Marine, Trading and Commercial functions
 - Increase leverage of the Shell brand and specifically eliminate non-compete barriers, allowing us to market more freely under the Shell brand
 - Pursue active portfolio management as required
- This will result in:
 - More rapid implementation of initiatives to improve business performance
 - Enhanced market place innovation to the benefit of customers, dealers, and profitability
 - Additional cost savings and other synergies of US\$ 400m p.a. by 2004
 - Clearer reporting relationships for more satisfying jobs and employee development opportunities

Key facts/numbers

- Shell's equity share after acquisition includes:
 - 6.5 refineries (Equilon 4, Motiva 4 plus Deer Park)
 - 15,400 service stations (22,000 total)
 - 12% lubes market share (post PQS)
 - 28,500 miles of pipeline
 - 92 terminals
- Purchase price included \$2.1 bln in cash, assumption of \$1.4 bln in debt and \$0.3 bln of pension liabilities
- Transaction closed in February 2002
- Increase in capital employed - \$3.8 bln
- Overall goal is to achieve 12% ROACE by 2004
- Synergies are estimated at \$400 mln...\$300 mln in cost savings achieved through ...simplifying the business, focusing on one brand, and elimination of duplication and implementation of best practices. \$100 mln is to be achieved through reductions in cost of good sold and in increased revenue. Today synergies YTD are approximately \$129 mln.
- Estimated cost of re-branding exercise (spread over 3 years) - \$530 mln
- Estimated number of service stations closed - 15%
- Can use the Texaco retail brand on an exclusive basis until June 2004
- Can use the Texaco retail brand on a non-exclusive basis until June 2006

6.0 Pennzoil Quaker State acquisition

NOTE: SITUATION IS FLUID AND MAY CHANGE BEFORE WEEK OF SEPTEMBER 16TH, MAETRIALS TO BE UPDATED AS REQUIRED

Key messages

- This transaction is another step in the implementation of the global Shell Oil Products strategy, which seeks to extend Shell's sustained downstream leadership outside the US into a global position.
- By purchasing Pennzoil/Quaker State, the largest independent lubricants organization in the world, Shell is achieving a step change to its US lubricants portfolio and becomes a leading US lubricants marketer.
- Combined with Shell's existing strong lubricant sales and distribution network outside the USA, the acquisition should position Shell as a global leader in lubricants.
- Shell anticipates achieving benefits from combining its brands fully, both in the US and selected markets globally.
- Shell has a demonstrable track record of this as evidenced by its leadership in customer preference surveys (outside the US).
- Pennzoil/Quaker State brings both a strong line of brands in the car care business, a significant network of Quick Lube sites in the US, competent employees, sales in around 90 countries, and a share in 10 blending plants around the world.
- Anticipated closing date - 2nd half of 2002 [Info --- signed consent degree with FTC on 3/9...expect to close the later part of this month, but this is not public knowledge]. If asked where the negotiation currently stand with the FTC, all we have said publicly is that we are continuing to work closely with the FTC in response to their second request and continue to believe that the transaction will be closed during the second half of the year.
- In addition to the obvious challenge and issues associated with integrating the PQS and Shell US Lubricants businesses, efforts are also underway to develop a global lubricants business within Shell building off the successes yielded during similar activities with Marine, LPG, and Aviation. As such, all activities within the Shell/PQS US integration are being delivered in concert and consistent with the move to a global lubricants organization and business focus. This will yield additional benefits to this acquisition by ensuring global leverage of the PQS brands and competencies.
- Where do we currently stand

- O Organizational design is complete.
- O Leadership (L1/L2/L3) positions announced with plans to complete through L4 by day of close.
- O Transition teams established to determine Day 1 requirements. Focus of Day 1 activities will be to assure smooth transition for all customers and employees.
- O Efforts also underway to validate and plan for capture of the \$140 MM of announced synergy benefits.

Key facts/numbers

- All cash deal at \$22 per share
- Cash -- \$1.8 bln
- Debt -- approximately \$1.0 bln debt
- Anticipate capital employed increase -- \$3.0 bln
- Total pre-tax benefits estimated at \$140 mln, which should be achieved by 2004. Benefits can be broken down into three components:
 - o Cost of goods sold -- \$50 mln (e.g. reduction in number of blending plants and additive savings etc.)
 - o Operating Costs and Overheads -- \$65 mln (e.g. combination of administrative functions [staff reduction])
 - o New Growth Opportunities -- \$25 mln
- o Total benefits can also be broken down geographically with \$100 mln expected in the US and \$40 mln outside the USA. Please note that these benefits are in addition to the average annual cost reduction target of 3% for Oil Products.
- Transaction and benefit implementation costs are approximately \$100 mln.
- We expect that there will be reductions in the total number of staff in the combined work force of Merlot and Cabernet of 15-25%.
- Estimated market share of global lubricants market for Shell is 9%, PQS... 3%
- Market share of the US passenger car motor oil market for PQS is 36%, for Shell, it is 3%
- In the US, Shell has a 15% share of the diesel lubricants oil market
- Global number of base oil plants for Shell is 16...PQS...1

7.0 Enterprise Oil

Key messages

- Why did you buy Enterprise
 - It was an opportunity with excellent complementary fit – e.g. UK, Norway, Brazil
 - It increases our exposure to fiscal regimes that are favourable in times of higher oil prices – important in balancing the portfolio and improving returns across the cycle
 - We are the best placed company to extract synergies, not only do we have great overlap, our experience in North Sea means we are cost leader there and can apply our skills to Enterprise
 - In total some \$300 million of synergies – which we are moving fast on delivering
 - With 1.5 billion boe of 2P reserves it means we paid \$4/bbl
 - Deal was earnings accretive in Q2
 - And it is cash accretive now (and at \$16 a barrel from 2003)
- The transaction was completed in very quick time, integration is proceeding equally quickly and successfully
- All quantitative statements made at the time of announcement remain valid [Refers to statements on production, reserves, synergies, amortization of purchase price premium, earnings and cash flow accretion, capital employed, EP & Group ROACE, debt]
- Enterprise was consolidated into the Group's earnings in the second quarter of 2002

Key facts/numbers

- Enterprise acquisition increased capital employed by \$7.5 bln in Q2, 2002
- Enterprise contributed \$56 mln to earnings in Q2
- Cash flow from operations in Q2 2002 exceeded \$200 million.
- Special charges of \$68 million were taken in Q2 relating to severance and office closures.
- Additional depreciation was \$240 million ... this included some \$150 million related to the amortization of asset write up following acquisition. The after tax effect of this was about \$70 million ... broadly in line with the \$300 million annualized figure we gave.
- Production from Enterprise in Q2 totaled 241 k/boe, 210 from oil

8.0 Q2 performance, 2002

Key messages

Results and the performance in Q2

- Robust profitability delivered year to date, in a very difficult downstream environment
- ROACE is within 13-15% range
- Clear where we need to focus in the near term to continue to deliver against targets
 - costs across the businesses, target 3% reduction in unit costs
 - delivering benefits from acquisitions
 - portfolio tail (\$7 billion)

Capital discipline

- Capital discipline framework remains firmly in place, no changes (project screening and portfolio criteria)
- Increase in capital employed is driven by acquisitions, exchange rates and crude price movements; all consistent with stated strategy, increase in itself not a particular concern

Volume growth in EP

- In Q2 2002 we recorded an 8% increase in volume over the comparable quarter in 2001
- In the first 6 months of 2002, excluding the effects of Enterprise, we have recorded a 1% increase year on year. On this basis we will achieve our target for the year of 3.8 million boe/day.
- Including Enterprise we expect the increase to be around 4.5%
- This recognises both the Opec quota restraints (Abu Dhabi and Nigeria) and the operational problems incurred in Q1 and Q2.

US downstream business improvements (not apparent)

- We have been making good progress on the underlying activities that will lead to improved financial performance; these include
 - Rebranding the retail network, while applying our global approach to marketing and operations
 - Improving reliability and integrity of refining operations
 - Integrating the Equilon / Motiva organisations, reducing the cost base

- Ensuring that US activities are fully integrated into our global businesses where relevant
- Progressing the Pennzoil transaction, concurrent with set up of the global lubricants business
- We remain committed to delivery of the target ROACE in US OP of 12% by 2004

Cost reductions

- Change of emphasis from the 'blunt instrument' to the productivity based approach
- Challenge is significant, particularly given the current level of competitiveness in our businesses after the 98-01 improvements: we are already industry cost leaders in many important activities
- Chemicals and EP are making good progress on unit costs.
- Oil products manufacturing hit by the high level of turnaround activity, some of which was unplanned
- Focus is on operational excellence, doing what we do well, and delivering on the various integration projects
- Committed to deliver over the next 18 months

On a specific challenge about progress against the annual equivalent target of \$500m

- We have achieved around \$140m in the year to date, a combination of the unit cost savings plus contributions from US OP, the DEA joint venture and Basell.
- Oil Products is the business that contributes most to the \$500m in absolute terms and this will be where our focus will be in the remainder of the year.

Note: The \$140m is derived from:

- EP...\$31m (actual figure)
- OP...\$3m from unit MF and MK costs and US cost synergies (actual) plus \$35m from US revenue synergies
- Chems...\$70m (half of a full year latest estimate which is currently \$140m)

Key facts/numbers

Operational data

QUARTERS				HALF YEAR		
Q2	Q1	Q2	%*			%
2002	2002	2001		2002	2001	
thousand b/d				thousand b/d		
783	552	531		668	553	
1,084	1,120	1,146		1,103	1,155	
441	417	404		429	404	
105	110	96		107	100	
<u>2,413</u>	<u>2,199</u>	<u>2,177</u>	+11	<u>2,307</u>	<u>2,212</u>	+4
CRUDE OIL PRODUCTION						
million scf/d **				million scf/d **		
2,844	4,572	2,945		3,704	3,920	
3,223	3,625	2,988		3,423	2,878	
1,665	1,567	1,604		1,616	1,596	
654	692	624		673	640	
<u>8,386</u>	<u>10,456</u>	<u>8,161</u>	+3	<u>9,416</u>	<u>9,034</u>	+4
NATURAL GAS PRODUCTION AVAILABLE FOR SALE						
million scm/d ***				million scm/d ***		
81	129	83		105	111	
91	103	85		97	82	
47	44	45		46	45	
18	20	18		19	18	
<u>237</u>	<u>296</u>	<u>231</u>	+3	<u>267</u>	<u>256</u>	+4
LIQUEFIED NATURAL GAS (LNG)						
million tonnes				million tonnes		
1.76	2.44	1.92	-8	4.20	4.28	-2
Global equity LNG sales volume						
\$/bbl				\$/bbl		
23.52	19.50	26.18		21.54	25.54	
23.28	17.74	23.27		20.62	23.75	
23.48	19.21	25.66		21.38	25.24	
Realised Oil Prices				Realised Oil Prices		
WOUSA				WOUSA		
USA				USA		
Global				Global		
\$/thousand scf				\$/thousand scf		
2.07	2.10	2.29		2.08	2.53	
3.47	2.36	4.94		2.94	6.27	
Realised Gas Prices				Realised Gas Prices		
WOUSA				WOUSA		
USA				USA		

2.39			2.14	2.91	Global	2.26	3.33
* Q2 on Q2 change							
** scf/d = standard cubic feet per day							
*** scm/d = standard cubic metres per day							
QUARTERS				HALF YEAR			
Q2	Q1	Q2					
2002	2002	2001	%*		2002	2001	%
thousand b/d				thousand b/d			
REFINERY PROCESSING INTAKE**							
1,642	1,801	1,416		Europe	1,720	1,377	
908	942	1,007		Other Eastern Hemisphere	925	1,031	
1,085	1,084	689		USA	1,085	654	
202	360	345		Other Western Hemisphere	281	363	
<u>3,837</u>	<u>4,187</u>	<u>3,457</u>	+11		<u>4,011</u>	<u>3,425</u>	+17
OIL SALES**							
2,970	2,757	2,199		Gasolines	2,864	2,137	
779	721	672		Kerosines	750	673	
1,980	2,140	1,898		Gas/Diescl oils	2,060	1,918	
855	800	692		Fuel oil	827	722	
812	808	704		Other products	810	680	
<u>7,396</u>	<u>7,226</u>	<u>6,165</u>	+20	Total oil products***	<u>7,311</u>	<u>6,130</u>	+19
5,284	4,811	4,648		Crude oil	5,049	4,381	
<u>12,680</u>	<u>12,037</u>	<u>10,813</u>	+17	Total oil sales	<u>12,360</u>	<u>10,511</u>	+18
***comprising							
2,143	2,191	1,844		Europe	2,166	1,866	
1,302	1,256	1,275		Other Eastern Hemisphere	1,279	1,242	
2,239	2,108	1,342		USA	2,174	1,289	
777	759	820		Other Western Hemisphere	768	810	
935	912	884		Export sales	924	923	
CHEMICAL SALES - NET PROCEEDS****							
\$ million				\$ million			
1,010	810	912		Europe	1,820	1,934	
528	384	423		Other Eastern Hemisphere	912	815	
1,203	1,038	1,390		USA	2,241	2,823	
113	84	69		Other Western Hemisphere	197	146	
<u>2,854</u>	<u>2,316</u>	<u>2,794</u>	+2		<u>5,170</u>	<u>5,718</u>	-10

* Q2 on Q2 change

** 2002 numbers include 100% of Equilon (now Shell Oil Products US) and 50% of Motiva volumes. The 2001 numbers have been presented to include the ownership interests in the volumes prevailing at that time. Details of this and other updates to Oil Products volume reporting can be found on Shell's website at www.shell.com/investor.

**** Excluding proceeds from chemical trading activities

9.0 Q3, 2002

Key messages

- Oil prices have remained high, Brent average over \$26, although US gas prices have fallen from Q2, averaging around \$3.00. Opec quota restrictions remain in place... but with some relaxation (eg. Nigeria)
- Refining margins have remained under pressure in all regions, particularly in Asia and on the US Gulf Coast where the heavy light crude differential has remained below historic levels as Opec limits heavy crude volumes to maximize revenue. Margins in Q3/02 to date were lower than in Q3/01 in all three regions.
- In Q3, EP will recognize the UK tax changes in accordance with the relevant accounting rules. The ongoing quarterly impact will be from \$35 mln to \$45 mln depending on exchange rates and oil prices. In Q3 there will be an incremental charge of around \$320 million reflecting a catch up for Q2 (\$45m) and the impact on the deferred tax balance (\$275m).
- Through August, industry-marketing margins slightly reduced in Europe and in the US.

Key facts/numbers

	year to date average	Quarters rounded				% change	
		Q3/02	Q2/02	Q3/01	Q3/02 vs Q3/01	Q3/02 vs Q2/02	
Brent (dated) oil price	\$/bbl	23.90	26.23	####	####	3.7%	4.7%
WTI (West Texas Intermediate) oil price	\$/bbl	24.86	27.61	####	####	3.2%	5.0%
Henry Hub natural gas spot price	\$/mmbtu	2.99	3.07	3.40	2.78	10.4%	-9.7%
Refining margins:							
- Brent complex, Rotterdam	\$/bbl	0.33	0.74	0.30	1.08	-31.8%	145.6%
- Arabian Light complex, Singapore	\$/bbl	0.16	-0.19	0.25	0.51	-137.0%	-175.6%
- WTS Coking, US Gulf	\$/bbl	2.67	2.33	2.95	3.70	-37.1%	-21.1%
- Brent hydroskimming, Rotterdam	\$/bbl	0.54	0.57	0.50	0.75	-23.9%	14.2%
- ANS Coking, USWC	\$/bbl	4.05	3.26	3.85	7.80	-58.3%	-15.4%
Chemicals prices:							
- Cracker Gross Margin (Chem Sys Qtr EU Aver)	\$/t	N/A	N/A	201	268	n/a	n/a
- Ethylene (FD NWE Qtr Contract)	\$/t	458	491	427	528	-7%	15.0%
- Propylene Polymer grade (FD NWE Qtr Contra)	\$/t	392	450	399	382	18%	12.8%
- PP DELTA (Rafia PP - Propylene, FD NWE)	\$/t	213	137	278	273	-50%	-50.6%
- Naphtha (Spot CIF NWE)	\$/t	211	230	217	206	12%	6.1%

10.0 Miscellaneous topics

Key messages

Acquisitions

- Acquisitions are an important part of our overall portfolio development strategy
- We will take opportunities as and when they arise, subject to normal economic criteria and strategic fit
- ROACE target range 13-15% is "sacrosanct", and we will not jeopardize AAA "by accident"
- We retain financial flexibility to take advantage of opportunities that may arise
- We never comment on specific opportunities

\$7 billion of priority attention assets

- We have identified these assets internally and each has either an identified improvement programme or plans for portfolio action, with regular management review
- Basell is making good progress, on rationalising the portfolio, reducing costs and in delivering value to customers: together with BASI' our focus here is very much on 'fix'
- The InterGen management team is responding to changes in the business environment, limiting new developments and changing emphasis towards operational excellence (see separate Q&As on InterGen)
- It is a normal management process for assets to be in this category, we expect some businesses to improve and others will require portfolio action; the process of portfolio upgrade and renewal is continuous

Reserve replacement ratios

- We aim to replace production over time
- We recognize reserves as we take project development decisions, these are lumpy but we are confident we have a series of attractive projects currently maturing towards that decision
- 2002 figures will include the Enterprise acquisition
- In the next 6-12 months we are aiming to take decisions on Kashagan, China and Sakhalin, as well as smaller projects in the North Sea, Gulf of Mexico and in West Africa.

Reserves life - best in the industry

[Note: Data from EP, not for use externally]

- **Kashagan:** We expect first booking in 2002 (380 MMboe) with considerable upside for future years depending on project progress.
- **Erha:** We have booked already (166 MMboe).....may not want to admit this externally.
- **Angola:** 33 MMboe already booked, possibly up to another 100 MMboe this year following project sanction.
- **Nigeria 4/5:** Reserves available for this project are currently under review. Nothing planned for 2002.
- **Sakhalin:** We expect to make first booking on Piltun/Lunskoye in 2003 at project sanction. Volumes not yet firm but should be significant (some 400 MMboe)
- **Ormen Lange :** Planned for booking in 2003 if it makes FID (120 MMboe)
- **China West-East upstream:** Planned for 2003 (110 MMboe)
- **Bonga SW:** Planned for 2003 (70 MMBOE)

Gearing

- Has increased in line with investments made, to the lower end of the desired range of 20-30%
- AAA rating remains an important differentiator for us
- Underlying business remains strongly cash generative, ensuring we retain flexibility to take advantage of opportunities if they arise

Share buybacks

- Our share buyback programme will continue.
- The programme is reviewed by the Boards regularly in light of the business environment and the underlying cash generation and needs of the businesses.
- We do not make specific projections regarding the programme in any immediate period

S&P 500 ejection

- The recent change to the S&P 500 Index was not a result of any actions by the Shell Group
- It was a technical change to the composition of the index which led to the 7 non-US companies (like Royal Dutch Petroleum) which had been included being replaced

- Disappointed with the decision, and cannot see the rationale in the case of Royal Dutch
- Not possible to predict either short or longer term effect because there is no precedent of this size and nature
- No underlying change in the fundamental valuation of the business, and therefore an opportunity to market the investment

Dual listing (result of S&P500 change)

- The Group's governance structure has stood the test of time over many years and has proved an advantage in many circumstances
- We gain advantage through fiscal efficiencies, and from both the diversity and inclusiveness in the Group's culture: both of the latter are enhanced by the dual parentage
- Membership of the S&P500 was not a reason for maintaining the current structure
- There are currently no plans to review the holding structure of the Group's parent companies

Accounting for stock options

- No plans to change accounting for stock options from APB25 to FAS123, awaiting IAS developments
- We do not dilute shareholders through stock issues
- We run a hedging programme through buying in of shares
- We do not consider any impairment of value of those holdings is necessary at present since the options (especially those underwater at present) all have a long way to go (6-10 years). *{Only use this if pushed}*

Intergen

- InterGen is one of the leading power development companies and has grown rapidly over the past few years. Equity operating capacity will be 5.5GW by end 2002 (from only 1.2GW at end 2000), and targeted to reach 8.7GW by end 2003eh
- As a result of the increased operational capacity the management focus in InterGen is moving towards operational excellence, with less focus on new developments
- The business environment for power developers has deteriorated over the last several months.
- We confirm that Intergen is part of the \$7bln. of assets identified for priority attention.

- InterGen is not immune to the deterioration in the business environment. In response to this, InterGen management are working to develop a plan, to be reviewed with the shareholders. We would expect the plan to have financial consequences. These are not quantifiable at this time.

Bohai Bay -- Bonan Gas Development

- This comprises two blocks:
 - a) Joint Study Area BZ26-2 (143 km²) containing the BZ26-2 and BZ28-1 oil & gas fields.
 - b) Block BZ13-1 (186 km²) containing the BZ13-1 and CFD18-2 oil & gas fields.
- A Joint Study Agreement (JSA) was signed between CNOOC Corp and Shell (Exploration) China Limited on 31 August 2001. Shell has now completed the joint study with CNOOC on the BZ26-2 Joint Study Area. The study was intended to assess the development opportunities for the known oil and gas reserves in the 143 km² area. The study period covered a 12-month period, which ends 30th September 2002.
- The oil & gas fields are located 100-125 km northwest of Longkou in 20-30 m water depth.
- Estimated reserves are about 440 billion cubic feet of gas and about 80 million barrels of oil.
- Current plans are to supply about 0.4 billion cubic metres per year of gas from this development to customers in Shandong Province through a joint marketing initiative with CNOOC.
- Shell has the option to enter a Petroleum Contract for a 49% interest in development of these blocks following the study period.

Sunrise development – are we going to continue?

- Shell is committed to develop Sunrise. Shell is engaged with its Joint Venture Partners (Woodside, Phillips, and Osaka Gas) in considering two development options for Sunrise. Sunrise is an important gas resource for Shell, and the joint venture companies involved having spent already over \$200 million trying to develop the field, most of this on options to bring gas onshore, with Shell pioneering potential domestic gas options as early as 1998.
- Shell came to the view earlier in the year that FLNG offers the only viable option, provides an innovative technology that might be used elsewhere in

Australia to unlock stranded gas reserves, and provides significant tax revenue to Australia and East Timor.

- Notwithstanding this, Shell is currently again undertaking a thorough review of the domestic gas market together with its joint venture partners and is continuing to devote considerable time, staff, and financial resources on the domestic gas option.

Discussions with the California Department of Water Resources (CDWR)

- In February 2001 the California Department of Water Resources (CDWR), the California state agency charged with negotiating energy contracts, issued a request for proposals for purchase of electricity. Coral responded with requests to negotiate a long-term electricity agreement. Coral entered into the resulting contract with CDWR in an open and constructive way, addressing CDWR's concerns at the time.
- Coral has been engaged in settlement discussions for several months with CDWR. During that time, several offers and counter offers have been made. While these discussions have been held under FERC Rule 602, which prevents the parties from revealing the content of the discussions, Coral believes the proposals it has made to CDWR were more than fair.
- However, to date Coral and CDWR have been unable to reach agreement, and it appears that this matter will go to hearing before the FERC. Coral has always been willing to consider reasonable modifications to its contract and remains willing to discuss this matter with CDWR.
- Coral negotiated in good faith a contract with CDWR that involved a great deal of give and take by both parties. We believe the contract is reasonable and can withstand legal challenge, however, we have been willing to consider reasonable modifications. Unfortunately, we have been unable to reach agreement with CDWR. The nature of long-term contracts is that, at any given time, one party to the contract may feel less advantaged than the other. In most situations, contracts negotiated in good faith provide benefits to both parties, which balance out over the contract term.

MonoDiameter Technology announcement

- The global EP business has singled out technology as one of the key elements that is going to give Shell a competitive edge and the announcement we are making today is tangible proof of this aim.
- Successful completion of the world's first application of MonoDiameter technology.
- Shell led the development of this technology and more recently partnered with Enventure to make it commercial
- This is going to revolutionize the way oil and gas wells are drilled.

- It means that we will be able to drill up to three times deeper than ever before.
- It is almost impossible to state the ultimate financial gain of this breakthrough except that for implementers of it, gains will be immediate and realized well by well.
- It has a cost saving potential in excess of 50% in the high cost world of deepwater drilling.

11.0 Miscellaneous questions and answers

- *E&P production downgrade this time last year was a key trigger for underperformance over the last 12 months. Production set to be flat this year - is the outlook for 2003 any better?*
 - Our target for 2002 was 3.8 mln boe/d and we expect to meet this despite Opec quota restrictions and operational difficulties that have been experienced.
 - We stated the 3% target from 2000 to 2005, excluding Enterprise. Enterprise adds 6%, and we stated at the time of acquisition that we expected to deliver 3% growth to 2005 on the enlarged portfolio.
 - Don't want to be specific on 2003 % at this stage – lets see where we exit 2002. However, major projects are coming on stream in late 2002, 2003 -- EA in Nigeria and Athabasca in Canada; also Na Kika in the deepwater GoM and MLNG Tiga in the middle of 2003
 - All of these should contribute to performance next year. [Note that anything other than suggesting we will have above trend growth next year (i.e. more than the 3% average in the 2000 – 2005 period) could be seen as a volume downgrade. If we achieve 4% in 2001 and 0% in 2002 we will need more than 3% to compensate to hit 3%. Most analysts are looking for about 4% excluding Enterprise]
 - Including Enterprise we have already grown by some 4% this year. Next year our growth will benefit from Enterprise as well, with Enterprise adding a further 1.5% on its own, subject of course to any divestments we choose to make.
- *Nigeria is your largest growth area in E&P. Can you give us comfort that both near and longer term projects will not be subject to delay as a result of OPEC quotas, NNPC funding or even political dimensions?*
 - No rule book on quotas and how they are shared out in Nigeria – but we do have many years of operating there
 - Also of course there is uncertainty over what kind of quota Nigeria will get going forward
 - We are well aligned with Nigerian Government in the developments we have undertaken and of course they wish to encourage further developments
 - We currently are expecting to bring EA into production on schedule during the fourth quarter

- The FPSO that forms part of the EA development is currently on its way from Durban to Nigeria
 - Funding is less of an issue than it used to be, all of our offshore developments are PSCs in which NNPC does not need to fund development, we later recover costs through the oil produced
 - In terms of medium term developments, Bonga is progressing well
- *Can you comment on your expectation for organic reserve replacement in 2002 and 2003?*
 - Reserve replacement is typically very lumpy for us given our portfolio of large long term projects
 - Also not a measure of your current exploration success – we have had a number of good discoveries recently – but many are not yet booked
 - For example taking a final investment decision on a project like Sakhalin, which has on a 100% basis some 3 billion boe of reserves makes a huge difference – but the timing of such decisions depends on finalising long term sales contracts rather than just on technical issues
 - Consequently I don't want to make predictions at this stage. However, the kind of things that will influence our reserve bookings are Kashagan – there is a good chance that we will be able to book some of the reserves from Kashagan this year if the development plan is finalised.
 - Other things in the pipeline are reserves associated with China WE pipeline, Brazil, Bonga SW to mention a few – but they are more likely to be recognised in future years rather than this year's reserve additions
 - We target at least replacing production over time
- *You have undershot your organic capex budget in recent years. How confident are you that your 2002 \$12 billion budget will be achieved?*
 - We have already spent some 45% of our planned capital investment – given that second half investment is invariably higher than the first half we certainly expect to spend our budget
 - Our overall organic spend this year is some 8% higher than a year ago and in EP, it is more than 30% higher than a year ago.
- *Russia has been noticeable in 2001 and 2002 for its volume growth. Is it the right time for Shell to be looking at further opportunities in this arena?*
 - We have a number of opportunities in Russia -- key one is Sakhalin. This has some 15Tcf of reserves and a PSA. Working on getting customers so

we can develop integrated LNG project. Sakhalin currently produces about 45 kbd (average over year) of oil

- O We also have production from KMOC – acquired with Enterprise (46% interest) and which is currently producing 25 kbd
- O We would also like to develop Salym (reserves some 600 million bbl of reserves). However, this and other developments do require us to get suitable production sharing agreements
- O We also have strategic alliance with Gazprom which could result in the development of the Zapolyarnoe field (reserves of 750 million tonnes)

- *What is your view on US Energy policy going forward given recent events? Do you think you are appropriately positioned versus your key competitors to leverage any opportunities that may emerge?*
 - O We are pleased to see US policy makers tackling the range of complex and controversial issues
 - O Access to federal lands is an important issue and opportunity – we are interested in exploring for and developing oil and gas resources in the Rocky Mountains and are well positioned with assets in Pinedale anticline in Wyoming
 - O Well positioned to take advantage of opportunities in the Gulf
 - O Also keen to develop our renewables business in the US
 - O Believe that ANWR can be developed while protecting the environment – but until there are concrete proposals on the table we won't be able to make a decision on participation in this area
 - O Use of ethanol and phase out of MTBE are an issue – have to see how legislation is finalized

- *Has the competitive landscape in the oil industry changed following sector consolidation? How does RDS view/benchmark itself versus its peers?*
 - O Growth in upstream volumes increasingly shifting to areas of higher risk and uncertainty – so giving big players with diverse portfolios and strong balance sheets an advantage
 - O Emergence of national oil companies such as Yukos and Petrobras with their strong links to host governments cannot be ignored
 - O We continue to lead in terms of reserves and reserve life.
 - O We are undisputed leader in LNG

- O We have very strong potential position in US downstream -- which we need to capitalize on
 - O We are consistently number 1 or 2 on ROACE
- *RDS's investment in Asia was a key feature of the 1990s... has the Group reviewed its outlook for the region particularly in refining?*
 - O We have had a conservative view of refining in AP for some time -- this is reflected in our premised refining margins in that area which was further reduced to \$1.25/bbl last December
 - O This view is influenced not just by current conditions but also by the possibility that some of the developing markets may build refineries
 - O We have responded to weak conditions by closing two refineries in the region so far this year -- Pililla and Lutong -- and of course we continue to look at whether other refineries in the area can justify continued investment -- a particular concern as product specifications and environmental requirements change
- *You have made 3 corporate acquisitions this year. Can you comment on areas where you think you can continue to improve your portfolio via acquisitions?*
 - O Clearly can't comment specifically on acquisitions
 - O Aim to increase weighting of EP & GP in portfolio, but this will also be by organic means.
 - O North American gas still is a "hollow" rather than a gap in the portfolio -- but acquisitions are not the only way to fix this. We are working for example on increasing LNG import opportunities to the US; we are working on the potential for piping gas from the McKenzie Delta, and although we chose to withdraw from the Barrett acquisition last year when the price got unreasonable, we did make a couple of small acquisitions of gas companies in the Rockies
- *What criteria are used to measure performance for bonuses for senior management - share price, net present value, earnings, production, etc. (a combination)?*
 - O We have a clear scorecard for the CMD, cascaded throughout the business

- O Targets encompass financial, customer, people and other operational objectives (if asked, the more specific you can be the better)
- O Performance against the scorecard determines the bonus - the on target level last year for the CMD was 65% of base salary
- O We also have long term stock option plans – awards are based on performance
- O 50% of the shares only vest if certain performance criteria are met – the key one is TSR vs a peer group of competitors

US Shareholder
Information

FOIA Confidential
Treatment Requested

MISC00021724

August 2002

Royal Dutch Top Buyers & Sellers



Institution	Style	Change	8/30/02
Fidelity Management & Research	GARP	4,000,000	36,000,000
Artisan Partners Limited Partnership	Growth	775,000	775,000
Bank of America Capital Management, Inc	Core Value	700,000	7,200,000
KAS Bank (Netherlands)	Core Growth	700,000	2,200,000
Gruber & McBaine Capital Management	Momentum	650,000	1,200,000
Investors Management Group	Core Value	575,000	575,000
Evergreen Institutional Asset Management	Core Value	570,000	2,800,000
Clariden Bank	Core Growth	525,000	525,000

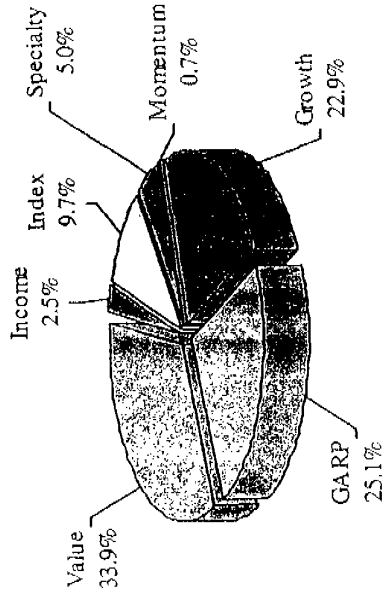
Institution	Style	Change	8/30/02
Morgan Stanley Advisors Inc.	Core Value	(4,000,000)	3,700,000
Capital Research & Management	Core Value	(2,500,000)	26,300,000
OppenheimerFunds, Inc.	GARP	(2,200,000)	2,000,000
Goldman Sachs Asset Management	Core Growth	(1,200,000)	5,700,000
Independence Investment, LLC	Core Value	(850,000)	700,000
New York Life Insurance Company	Core Growth	(750,000)	250,000
New York State Common Retirement System	Index	(700,000)	600,000
Putnam Investment Management, Inc.	Core Growth	(500,000)	18,000,000

Shell Transport & Trading Top Buyers & Sellers

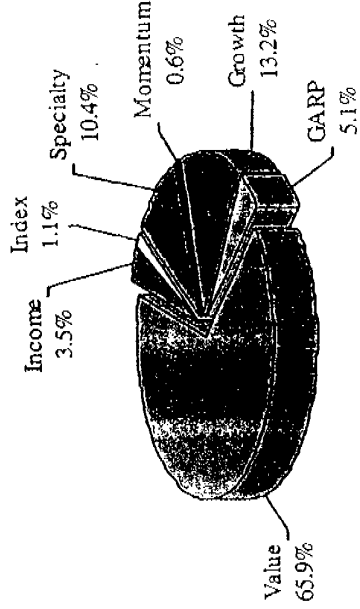
Institution	Style	Change	8/30/02
Fidelity Management & Research	GARP	355,000	355,000
Vaughan, Nelson, Scarborough & McCullough, L.P.	Growth	225,000	725,000
Société Générale Asset Management	Core Growth	185,000	185,000
Credit Suisse Asset Management, L.L.C.	Core Growth	170,000	305,000
J.P. Morgan Securities Ltd.	Broker-Dealer	113,447	225,000

Institution	Style	Change	8/30/02
UBS Warburg LLC	Broker-Dealer	(700,000)	1,700,000
Morgan Stanley Investment Management	GARP	(525,000)	275,000
Capital Guardian Trust Company	GARP	(200,000)	500,000
Capital Research & Management	Core Value	(175,000)	10,825,000
Woodway Financial Advisors	Misc.	(120,000)	55,000

RD Holders (8/30/02)



SC Holders (8/30/02)



Thomson Financial Corporate Group

Royal Dutch Petroleum Co - NY shares

3/30/08/2002

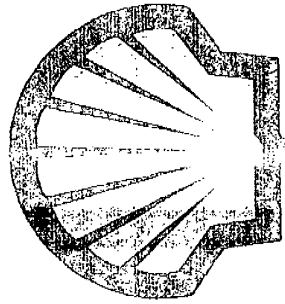
452

Entity	Entity Assets (\$mm)	Entity Assets (\$mm)	Position Value (\$mm)	Current Position 7/31/02	Change	Previous Position 7/31/02	City	State
1 Fidelity Management & Research	\$21,962.7	\$30,625.2	1627.20	36,000,000	4,000,000	32,000,000	Boston	MA
2 Capital Research & Management	\$216,459.2	\$18,665.7	1197.80	26,500,000	-2,500,000	29,000,000	Los Angeles	CA
3 Putnam Investments Management, Inc.	\$149,430.8	\$9,493.3	813.60	18,000,000	-500,000	18,500,000	Boston	MA
4 Capital Guardian Trust Company	\$38,533.4	\$2,697.3	497.20	11,000,000	0	11,000,000	Los Angeles	CA
5 Merrill Lynch Investment Managers (NJ)	\$63,359.6	\$5,018.5	456.52	10,100,000	100,000	10,000,000	Plainsboro	NJ
6 Northern Trust Global Investments	\$59,592.1	\$4,269.2	422.36	9,344,157	0	9,344,157	Chicago	IL
7 Mellon Bank (Private Asset Management)	\$79,489.8	\$6,130.8	406.80	9,000,000	0	9,000,000	Pittsburgh	PA
8 State Street Global Advisors	\$302,220.1	\$20,402.1	406.80	9,000,000	0	9,000,000	Boston	MA
9 Lazard Asset Management Ltd.	\$22,837.6	\$2,432.2	344.73	7,626,737	0	7,626,737	New York	NY
10 Banc of America Capital Management, Inc.	\$54,401.6	\$4,391.9	325.44	7,200,000	700,000	6,500,000	St. Louis	MO
11 Teacher Retirement System of Texas	\$49,305.7	\$3,776.0	325.44	7,200,000	0	7,200,000	Austin	TX
12 Deutsche Asset Management Americas	\$113,430.9	\$8,043.3	271.20	6,000,000	0	6,000,000	New York	NY
13 Fayed Sarofim & Co	\$36,905.4	\$4,120.8	262.16	5,800,000	0	5,800,000	Houston	TX
14 Goldman Sachs Asset Management	\$47,525.2	\$2,077.6	257.64	5,700,000	-1,200,000	6,900,000	New York	NY
15 Vanguard Group, Inc.	\$186,097.7	\$12,502.2	226.00	5,000,000	0	5,000,000	Valverno	PA
16 Wellington Management Company, LLP	\$153,263.5	\$12,618.7	226.00	5,000,000	0	5,000,000	Boston	MA
17 Barclays Global Investors	\$341,002.7	\$23,514.8	226.00	5,000,000	0	5,000,000	San Francisco	CA
18 INVECO Capital Management, Inc.	\$34,872.4	\$2,835.3	203.40	4,500,000	0	4,500,000	Atlanta	GA
19 J.P. Morgan Private Bank	\$45,262.2	\$5,181.6	189.84	4,200,000	0	4,200,000	New York	NY
20 Deutsche Investment Management Americas Inc.	\$37,797.8	\$3,599.0	189.84	4,200,000	0	4,200,000	New York	NY
21 State Farm Insurance Companies	\$77,326.1	\$6,114.4	180.80	4,000,000	0	4,000,000	Bloomington	IL
22 T. Rowe Price Associates, Inc.	\$205,176.0	\$10,223.1	176.28	3,900,000	0	3,900,000	Baltimore	MD
23 Alliance Capital Management L.P.	\$57,960.4	\$2,912.0	167.24	3,700,000	-4,000,000	7,700,000	New York	NY
24 Morgan Stanley Advisors Inc.	\$9,054.1	\$1,902.8	159.13	3,520,504	0	3,520,504	Toronto	NY
25 Janislowsky Fraser Limited	\$62,010.5	\$3,950.7	158.20	3,500,000	0	3,500,000	New York	NY
26 Jennison Associates LLC	\$36,565.9	\$3,012.6	158.20	3,500,000	0	3,500,000	New York	NY
27 Neuberger Berman, LLC	\$48,913.9	\$3,177.2	155.94	3,450,000	0	3,450,000	New York	NY
28 Morgan Stanley Investment Management	\$16,101.2	\$2,545.9	155.94	3,450,000	0	3,450,000	Overland Park	KS
29 Waddell & Reed Asset Management Co.	\$43,232.2	\$3,350.2	144.64	3,200,000	0	3,200,000	New York	NY
30 U.S. Trust Corporation	\$24,171.4	\$1,293.4	135.60	3,000,000	0	3,000,000	San Mateo	CA
31 Franklin Advisers, Inc.	\$18,442.1	\$1,414.6	128.82	2,850,000	0	2,850,000	New York	NY
32 UBS Warburg LLC	\$78,275.2	\$5,634.7	128.82	2,850,000	0	2,850,000	New York	NY
33 J.P. Morgan Investment Mgmt. Inc.	\$98,231.9	\$2,763.5	126.56	2,800,000	570,000	2,230,000	Charlotte	NC
34 Evergreen Institutional Asset Management	\$13,573.8	\$338.4	124.30	2,750,000	250,000	2,500,000	New York	NY
35 Bear Stearns Asset Management, Inc.	\$13,469.7	\$1,043.9	122.53	2,710,812	0	2,710,812	San Francisco	CA
36 Wells Capital Management								

Fund #	Fund Name	Equity Assets (\$mm)	Sector Assets (\$mm)	Position Value		Current Position 8/4/02	Change	Previous Position 7/8/02		Employees	City	State
				(Summ)	(Summ)			8/4/02	7/8/02			
37	Aelius Investment Management, Inc.	\$19,492.9	\$11,117.3	122.04		2,700,000	0	2,700,000	High	Hartford	CT	
38	PNC Advisors	\$24,228.7	\$2,531.9	18.71		2,626,279	0	2,626,279	Low	Philadelphia	PA	
39	Deutsche Asset Management Group Ltd.	\$20,000.0	\$935.9	115.26		2,550,000	0	2,550,000	High	London	NY	
40	Dreyfus Corporation	\$23,887.3	\$1,810.8	112.48		2,488,431	0	2,488,431	Mod	New York	NY	
41	Paloma Partners Management Company	\$1,081.6	\$18.3	106.22		2,350,000	0	2,350,000	High	Greenwich	CT	
42	Mudder Capital Management	\$14,739.9	\$1,038.8	102.92		2,277,044	0	2,277,044	High	Birmingham	MI	
43	Morgan Stanley Dean Witter Inv. Mgmt. Ltd.	\$9,881.4	\$800.1	101.70		2,250,000	-450,000	2,700,000	Mod	London	NY	
44	KAS Bank (Netherlands)	\$600.0		99.44		2,200,000	700,000	1,500,000	Low	Amsterdam	MA	
45	Fleet Investment Advisors, Inc.	\$18,675.8	\$1,822.3	96.66		2,138,504	0	2,138,504	Low	Boston	NY	
46	BNY Asset Management	\$15,473.8	\$1,389.1	95.97		2,123,155	0	2,123,155	Mod	New York	CA	
47	Wells Fargo Bank, N.A.	\$21,027.7	\$1,409.8	94.92		2,100,000	0	2,100,000	Mod	San Francisco	CA	
48	Merrill Lynch & Company Inc.	\$12,586.6	\$1,053.2	90.40		2,000,000	0	2,000,000	Mod	New York	NY	
49	Thrivent Investment Management Inc.	\$47,709.6	\$3,150.5	90.40		2,000,000	-2,200,000	4,200,000	Mod	Appleton	WI	
50	OppenheimerFunds, Inc.	\$6,755.4	\$601.8	88.75		1,963,595	0	1,963,595	Mod	New York	NY	
51	Brown Brothers Harriman & Company	\$13,421.3	\$825.4	86.27		1,908,736	0	1,908,736	High	Philadelphia	PA	
52	Bank of Ireland Asset Management Ltd.	\$29,300.0	\$0.4	85.88		1,900,000	0	1,900,000	Low	Dublin	CA	
54	PRIMECAP Management Company	\$22,963.5	\$2,109.9	85.88		1,900,000	0	1,900,000	Low	Pasadena	CA	
55	U.S. Bancorp Asset Management, Inc. (MN)	\$34,002.8	\$2,820.4	81.36		1,800,000	0	1,800,000	Low	Minneapolis	MN	
56	Smith Barney Asset Management	\$1,021,216.5	\$6,132.5	81.36		1,800,000	0	1,800,000	Low	New York	NY	
57	U.S. Steel & Carnegie Pension Fund	\$5,353.7	\$428.4	81.30		1,798,737	0	1,798,737	Low	New York	NY	
58	Credit Suisse First Boston, Inc.	\$7,551.1	\$937.5	79.10		1,750,000	0	1,750,000	High	New York	NY	
59	Wilmington Trust Company	\$7,927.6	\$884.7	76.50		1,692,430	0	1,692,430	Low	Wilmington	DE	
60	Northern Cross Investors Limited	\$3,653.0	\$93.2	76.25		1,687,000	0	1,687,000	High	Hanilton	MI	
61	Michigan State Treasurer's Office	\$18,635.3	\$1,495.4	73.29		1,621,373	0	1,621,373	Low	East Lansing	MI	
62	Fiduciary Trust Company International	\$8,656.2	\$851.5	72.52		1,604,423	0	1,604,423	Mod	New York	NY	
63	ABP Investments U.S.	\$13,405.2	\$608.9	70.64		1,562,797	0	1,562,797	High	New York	NY	
64	Capital International Ltd.	\$15,000.0	\$664.5	68.28		1,510,709	0	1,510,709	Low	London	DC	
65	ASB Capital Management, Inc.	\$7,034.1	\$545.8	68.20		1,508,780	0	1,508,780	High	Washington	DC	
66	Citigroup Global Asset Management	\$15,537.1	\$999.8	63.73		1,410,000	0	1,410,000	High	Stamford	CT	
67	Banc One Investment Advisers Corporation	\$32,977.3	\$2,543.7	63.58		1,406,707	0	1,406,707	Low	Columbus	OH	
68	DSI International Management, Inc.	\$8,211.9	\$506.6	61.01		1,349,679	0	1,349,679	Mod	Norwalk	CT	
69	Wells Fargo Bank, Minnesota N.A.	\$5,097.1	\$422.7	60.48		1,338,069	0	1,338,069	Mod	Minneapolis	MN	
70	Franklin Portfolio Associates L.L.C.	\$7,493.0	\$1,052.5	58.57		1,295,800	0	1,295,800	Mod	Boston	MA	
71	Wellon Equity Associates, LLP	\$14,046.9	\$302.4	56.50		1,254,650	0	1,254,650	Mod	Pittsburgh	PA	
72	Goldman Sachs & Company	\$10,118.8	\$566.1	54.24		1,200,000	0	1,200,000	High	New York	NY	
73	Columbia Management Company	\$822.9	\$55.9	54.24		1,200,000	0	1,200,000	High	Portland	OR	
74	Gruber & McEneaney Capital Management	\$7,000.0	\$467.4	52.45		1,160,500	0	1,160,500	Mod	San Francisco	CA	
75	Government of Singapore Investment Corp.	\$4,767.4	\$46.2	52.20		1,154,850	0	1,154,850	High	Singapore	MA	
76	Colonial Management Associates, Inc.									Boston	MA	
77	NCM Capital Management Group, Inc.									Durham	NC	

FOIA Confidential
Treatment Requested

MISC00021727



**Institutional Shareholder Analysis
and Trading Summary
July 2002**

**FOIA Confidential
Treatment Requested**

MISC00021728

July 2002

Glossary

Page 3-9: Royal Dutch Summary – Stock Chart, Buyers and Sellers, Shareholder List

Pages 10-12: Shell Transport & Trading Summary - Stock Chart, Buyers and Sellers, Shareholder List

Page 13-15: Relative Stock Performance Charts and Tables

Page 16-17: Energy Sector and General Market Commentaries

Page 18: Short Interest

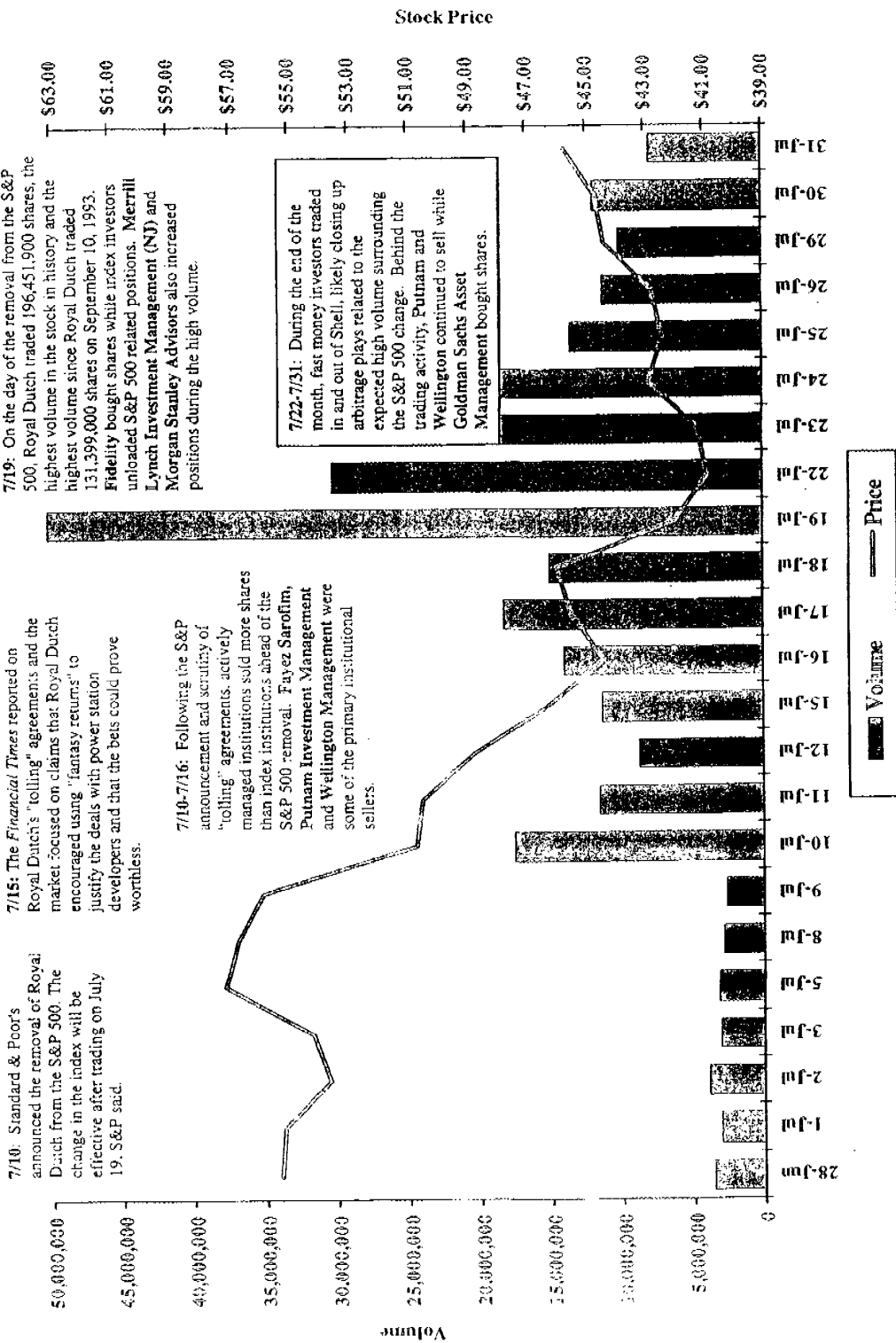
Page 19-20: Glossary of Investment Style Terms

Page 21: Confidentiality Statement



July 2002

Royal Dutch July Price & Volume



7/19: On the day of the removal from the S&P 500, Royal Dutch traded 196,451,900 shares, the highest volume in the stock in history and the highest volume since Royal Dutch traded 131,399,000 shares on September 10, 1993. Fidelity bought shares while index investors unloaded S&P 500 related positions. Merrill Lynch Investment Management (NJ) and Morgan Stanley Advisors also increased positions during the high volume.

7/22-7/31: During the end of the month, fast money investors traded in and out of Shell, likely closing up arbitrage plays related to the expected high volume surrounding the S&P 500 change. Behind the trading activity, Putnam and Wellington continued to sell while Goldman Sachs Asset Management bought shares.

7/15: The *Financial Times* reported on Royal Dutch's "tolling" agreements and the market focused on claims that Royal Dutch encouraged using "fantasy returns" to justify the deals with power station developers and that the bets could prove worthless.

7/10-7/16: Following the S&P announcement and scrutiny of "tolling" agreements, actively managed institutions sold more shares than index institutions ahead of the S&P 500 removal. Fayed Sarofim, Putnam Investment Management and Wellington Management were some of the primary institutional sellers.

7/10: Standard & Poor's announced the removal of Royal Dutch from the S&P 500. The change in the index will be effective after trading on July 19, S&P said.

Thomson Financial Corporate Group

July 2002

Royal Dutch Top Buyers & Sellers (minus Index)



Buyers

Institution	Style	Change	7/19/02
Fidelity Management & Research	GARP	7,000,000	32,000,000
Merrill Lynch Investment Managers (NI)	Deep Value	2,700,000	10,000,000
Franklin Advisers, Inc.	Income Value	2,515,000	3,000,000
Goldman Sachs Asset Management	Core Growth	2,500,000	6,900,000
Morgan Stanley Advisors Inc.	Core Value	2,429,184	7,760,000
Bank of America Capital Management, Inc.	Core Value	1,719,637	6,500,000
Capital Guardian Trust Company	GARP	1,677,600	11,000,000
Neuberger Berman, LLC	GARP	1,400,000	3,500,000
Bear Stearns Asset Management	Core Value	1,271,162	2,500,000
Paloma Partners Management Group	Hedge Fund	850,000	2,350,000

Fidelity Management & Research (GARP)

+7,000,000 shares
 •Fidelity started buying shares when Royal Dutch began to drop at the beginning of the month and kept buying shares until the end of the month. Fidelity likely wanted to decrease the overall cost basis of its position and it likely saw a chance to buy shares quickly and easily due to the high volume in Royal Dutch.

Merrill Lynch Investment Mgmt. (NI) (Deep Value)

+2,700,000 shares
 •Most of the new buying from Merrill Lynch occurred through the *Merrill Lynch Basic Value Fund*, managed by Kevin Rendino. The *Basic Value Fund* owns 5.7 million shares of the total Merrill Lynch position, and it likely bought on the belief that Royal Dutch was getting oversold due to investor nervousness that tended to put a negative spin on most of July's news. Also, the *Basic Value Fund* will buy immediately if a stock falls below historical P/E or book value.

Franklin Advisers (Income Value)

+2,515,000 shares
 •While shares dropped across the oil sector in July, Franklin Advisers increased its position in most of its oil holdings. Most of the new buying was from Income-based mutual funds.

Goldman Sachs Asset Mgmt. (Core Growth)

+2,500,000 shares
 •More than the other buyers, the movement from Goldman Sachs illustrates the type of trading strategy in some firms. Goldman loaded into shares before July 19, then sold on July 19, then started buying again. Part of Goldman's buying and selling is based on its trading desk's strategy and also any other arbitrage play that Goldman devised based on the predictable volume on July 19.

Sellers

Institution	Style	Change	7/19/02
Capital Research & Management	Core Value	(4,125,100)	29,000,000
State Teachers Retirement System of Ohio	Core Value	(3,630,585)	750,000
Putnam Investment Management, Inc.	Core Growth	(3,600,000)	18,500,000
Wellington Management Company	Core Value	(2,800,000)	5,000,000
PRIMECAP Management Company	GARP	(2,600,000)	1,900,000
Payez Sarofim & Co.	Core Growth	(2,250,000)	5,800,000
American Century Investment Mgmt.	Momentum	(2,201,079)	1,000,000
Teacher Retirement System of Texas	GARP	(1,826,500)	7,200,000
Smith Barney Asset Management	GARP	(1,500,500)	1,800,000
American Express Financial Advisors	Core Growth	(1,356,695)	100,000

Capital Research & Management (Core Value)

-4,125,100 shares
 •Part of the selling from Capital Research & Management may be due to a portion of its large holding tied to index related positions in the S&P 500. Also, Capital Research probably wanted to reduce its exposure to heightened volatility during July.

State Teachers Retirement System of Ohio (Core Value)

-3,530,585 shares
 •State Teachers nearly sold out of its 4.4 million share position at the beginning of the month. State Teachers started selling before the S&P news and before nervousness surrounding Royal Dutch's trading operations.

Putnam Investment Management (Core Growth)

-3,600,000 shares
 •Most of the selling originated from the family of mutual funds within the Putnam position. Putnam sold in the first half of the month and in the last week. •The largest selling came out of Putnam's largest Yield funds: the *Putnam Fund for Growth & Income*, the *Putnam VT Growth and Income Fund*, the *Putnam Equity Income Fund* and the *Putnam Classic Equity Fund*.
 •Putnam decreased its holding in Royal Dutch while it bought other energy sectors.

Wellington Management Company (Core Value)

-2,800,000 shares
 •Wellington used Royal Dutch's removal from the S&P 500 and the general selling of the stock as a rationalization to move more of its assets into refining and marketing stocks and E&Ps.

Thomson Financial Corporate Group

July 2002

Royal Dutch Index Selling



FOIA Confidential
Treatment Requested

Name	Type	7/3/02 Position	Δ Since 6/28/02	6/28/02 Position	City	State
Barclays Global Investors	Index	5,000,000	(43,000,000)	48,000,000	San Francis	CA
State Street Global Advisors	Index	9,000,000	(25,181,315)	34,181,315	Boston	MA
Vanguard Group, Inc.	Index	5,000,000	(24,605,062)	29,605,062	Malvern	PA
Deutsche Asset Management Americas	Index	6,000,000	(19,000,000)	25,000,000	New York	NY
New York State Common Retirement System	Index	1,300,000	(5,750,000)	7,050,000	Albany	NY
Mellon Bank (Private Asset Management)	Index	9,000,000	(3,174,207)	12,174,207	Pittsburgh	PA
Barclays Global Investors Ltd.	Index	900,000	(2,800,000)	3,700,000	London	
Northern Trust Investments, Inc.	Index	215,000	(2,410,000)	2,625,000	Chicago	IL
Charles Schwab Investment Management	Index	200,000	(1,573,193)	1,773,193	San Francis	CA
Pennsylvania Public School ERS	Index	185,000	(1,459,722)	1,644,722	Harrisburg	PA
Metropolitan Life Insurance Co.	Index	300,000	(1,181,755)	1,481,755	Convent St.	NJ
Public Employees' Retirement Assn. of CO	Index	125,000	(998,900)	1,123,900	Denver	CO
PanAgora Asset Management Inc.	Index	175,000	(928,579)	1,103,579	Boston	MA
TD Asset Management Inc.	Index	200,000	(900,000)	1,100,000	Toronto	
Times Square Capital Management, Inc.	Index	200,000	(840,084)	1,040,084	New York	NY
Dimensional Fund Advisors Inc.	Index	50,000	(600,900)	650,900	Santa Mori	CA
Amalganuted Bank of New York	Index	200,000	(583,241)	783,241	New York	NY
Kentucky Teachers' Retirement System	Index	225,000	(462,998)	687,998	Frankfort	KY
Florida State Board of Administration	Index	300,000	(281,849)	581,849	Tallahassee	FL
Venzon Investment Mgmt. Corporation	Index	175,000	(263,035)	438,035	Stamford	CT
BNP/Cooper Neff Advisors, Inc.	Index	175,000	(251,002)	426,102	King of Pru	PA
TOTAL INDEX SELLING:			(136,245,942)			

Thomson Financial Corporate Group

MISC00021732



Royal Dutch Top 75 Shareholders (1)

July 2002

Institution	7/31/02		6/28/02		TO	City	State
	Position	Change	Position	Style			
1 Fidelity Management & Research	32,000,000	7,000,000	25,000,000	GARP	Mod	Boston	MA
2 Capital Research & Management	29,000,000	(4,125,100)	33,125,100	Core Value	Mod	Los Angeles	CA
3 Putnam Investment Management, Inc.	18,500,000	(3,600,000)	22,100,000	Core Growth	Mod	Boston	MA
4 Capital Guardian Trust Company	11,000,000	1,677,600	9,322,400	GARP	Mod	Los Angeles	CA
5 Merrill Lynch Investment Managers (NJ)	10,000,000	2,700,000	7,300,000	Deep Value	Mod	Plainsboro	NJ
6 Northern Trust Global Investments	9,344,157	0	9,344,157	Core Growth	Low	Chicago	IL
7 Mellon Bank (Private Asset Management)	9,000,000	(3,174,207)	12,174,207	Index	Low	Pittsburgh	PA
8 State Street Global Advisors	9,000,000	(25,181,315)	34,181,315	Index	Low	Boston	MA
9 Morgan Stanley Advisors Inc.	7,700,000	2,429,184	5,270,816	Core Value	Mod	New York	NY
10 Lazard Asset Management Lic.	7,626,737	0	7,626,737	Core Value	High	New York	NY
11 Teacher Retirement System of Texas	7,200,000	(1,826,500)	9,026,500	GARP	Low	Austin	TX
12 Goldman Sachs Asset Management	6,900,000	2,500,000	4,400,000	Core Growth	Mod	New York	NY
13 Banc of America Capital Management, Inc.	6,500,000	1,719,637	4,780,363	Core Value	Low	St. Louis	MO
14 Deutsche Asset Management Americas	6,000,000	(19,000,000)	25,000,000	Index	Mod	New York	NY
15 Fayed Sarofim & Co.	5,800,000	(2,250,000)	8,050,000	Core Growth	Low	Houston	TX
16 Vanguard Group, Inc.	5,000,000	(24,605,062)	29,605,062	Index	Low	Malvern	PA
17 Wellington Management Company, LLP	5,000,000	(2,800,000)	7,800,000	Core Value	Mod	Boston	MA
18 Barclays Global Investors	5,000,000	(43,000,000)	48,000,000	Index	Low	San Francisco	CA
19 INVESCO Capital Management, Inc.	4,500,000	(900,000)	5,400,000	Core Value	Mod	Atlanta	GA
20 J.P. Morgan Private Bank	4,200,000	500,000	3,700,000	Core Value	Mod	New York	NY
21 OppenheimerFunds, Inc.	4,200,000	(900,000)	5,100,000	GARP	Mod	New York	NY
22 Deutsche Investment Management Americas Inc	4,200,000	(1,280,721)	5,480,721	Core Value	Mod	New York	NY
23 State Farm Insurance Companies	4,000,000	0	4,000,000	Core Growth	Low	Bloomington	IL
24 T. Rowe Price Associates, Inc.	4,000,000	(1,300,000)	5,300,000	GARP	Low	Baltimore	MD
25 Alliance Capital Management L.P.	3,900,000	(1,000,000)	4,900,000	Core Growth	Mod	New York	NY



Royal Dutch Top 75 Shareholders (2)

July 2002

Institution	7/31/02		8/28/02		TO	City	State
	Position	Change	Position	Style			
26 Jariwsky Fraser Limited	3,520,504	0	3,520,504	Core Value	Low	Toronto	NY
27 Jennison Associates LLC	3,500,000	(900,000)	4,400,000	Growth	Mod	New York	NY
28 Neuberger Berman, LLC	3,500,000	1,400,000	2,100,000	GARP	Mod	New York	NY
29 Morgan Stanley Investment Management	3,450,000	833,896	2,616,104	GARP	Mod	New York	NY
30 Waddell & Reed Asset Management Co.	3,450,000	824,000	2,626,000	Core Growth	Mod	Overland Park	KS
31 U.S. Trust Corporation	3,200,000	(1,206,387)	4,406,387	Core Value	Low	New York	NY
32 Franklin Advisers, Inc.	3,000,000	2,515,000	485,000	Income Value	Mod	San Mateo	CA
33 UBS Warburg LLC	2,850,000	337,820	2,512,180	Broker-Dealer	Mod	New York	NY
34 J.P. Morgan Investment Mgmt. Inc.	2,850,000	611,559	2,238,441	GARP	Mod	New York	NY
35 Wells Capital Management	2,710,812	0	2,710,812	Core Value	Mod	San Francisco	CA
36 Aeltus Investment Management, Inc.	2,700,000	(782,888)	3,482,888	GARP	High	Hartford	CT
37 Morgan Stanley Dean Witter Inv Mgmt Ltd.	2,700,000	495,839	2,204,161	Core Value	Mod	London	PA
38 PNC Advisors	2,626,279	0	2,626,279	Core Growth	Low	Philadelphia	PA
39 Deutsche Asset Management Group Ltd.	2,550,000	0	2,550,000	Core Growth	High	London	NY
40 Bear Stearns Asset Management, Inc.	2,500,000	1,271,162	1,228,838	Core Value	High	New York	NY
41 Dreyfus Corporation	2,488,431	0	2,488,431	GARP	Mod	New York	NY
42 Paloma Partners Management Company	2,350,000	850,000	1,500,000	Hedge Fund	High	Greenwich	CT
43 Munder Capital Management	2,277,044	0	2,277,044	Core Growth	High	Birmingham	MI
44 Evergreen Institutional Asset Management	2,228,356	0	2,228,356	Core Value	Mod	Charlotte	NC
45 Fleet Investment Advisors, Inc.	2,191,603	0	2,191,603	GARP	Low	Boston	MA
46 BNY Asset Management	2,138,504	0	2,138,504	Income Value	Low	New York	NY
47 Wells Fargo Bank, N.A.	2,123,155	0	2,123,155	Core Value	Mod	San Francisco	CA
48 Merrill Lynch & Company Inc.	2,100,000	534,360	1,565,640	Broker-Dealer	Mod	New York	NY
49 Thrivent Investment Management Inc.	2,000,000	324,590	1,675,410	GARP	Mod	Appleton	WI
50 Brown Brothers Harriman & Company	1,963,595	0	1,963,595	Core Growth	Mod	New York	NY

7

Thomson Financial Corporate Group



Royal Dutch Top 75 Shareholders (3)

July 2002

Institution	7/31/02		6/28/02		TO	City	State
	Position	Change	Position	Style			
51 Delaware Investment Advisers	1,908,736	0	1,908,736	Yield	High	Philadelphia	PA
52 PRIMECAP Management Company	1,900,000	(2,600,000)	4,500,000	GARP	Low	Pasadena	CA
53 U.S. Bancorp Asset Management, Inc. (MN)	1,800,000	(1,300,000)	3,100,000	Core Value	Low	Minneapolis	MN
54 Smith Barney Asset Management	1,800,000	(1,500,000)	3,300,000	GARP	Low	New York	NY
55 U.S. Steel & Carnegie Pension Fund	1,798,737	0	1,798,737	GARP	Low	New York	NY
56 Credit Suisse First Boston, Inc.	1,750,000	438,694	1,311,306	Broker-Dealer	High	New York	NY
57 Wilmington Trust Company	1,692,430	0	1,692,430	Core Value	Low	Wilmington	DE
58 Northern Cross Investments Limited	1,687,000	0	1,687,000	Specialty	High	Hamilton	MI
59 Michigan State Treasurers' Office	1,621,373	0	1,621,373	Core Value	Low	East Lansing	MI
60 Fiduciary Trust Company International	1,604,423	0	1,604,423	Core Growth	Mod	New York	NY
61 Independence Investment, LLC	1,588,305	0	1,588,305	Core Value	Mod	Boston	MA
62 ABP Investments U.S.	1,562,797	0	1,562,797	Sector Specific	High	New York	NY
63 Capital International Ltd.	1,510,709	0	1,510,709	GARP	Low	London	DC
64 ASB Capital Management, Inc.	1,508,780	0	1,508,780	Deep Value	High	Washington	DC
65 Citigroup Global Asset Management	1,410,000	0	1,410,000	GARP	High	Stamford	CT
66 Banc One Investment Advisors Corporation	1,406,707	0	1,406,707	Core Value	Low	Columbus	OH
67 DSI International Management, Inc.	1,349,679	0	1,349,679	Core Value	Mod	Norwalk	CT
68 Wells Fargo Bank, Minnesota N.A.	1,338,069	0	1,338,069	Core Value	Mod	Minneapolis	MN
69 New York State Common Retirement System	1,300,000	(5,750,000)	7,050,000	Index	Low	Albany	NY
70 Franklin Portfolio Associates L.L.C.	1,295,800	0	1,295,800	Deep Value	Mod	Boston	MA
71 Mellon Equity Associates, LLP	1,254,650	0	1,254,650	Core Value	Mod	Pittsburgh	PA
72 Goldman Sachs & Company	1,250,000	848,273	401,727	Broker-Dealer	Mod	New York	NY
73 Columbia Management Company	1,200,000	654,675	545,325	Core Growth	High	Portland	OR
74 Government of Singapore Investment Corp.	1,200,000	600,000	600,000	Core Growth	Mod	Singapore	OR
75 Colonial Management Associates, Inc.	1,160,500	0	1,160,500	Core Value	Mod	Boston	MA



FOIA Confidential
Treatment Requested

Other Large Movements

July 2002

Institution	7/31/02		6/28/02		TO	City	State
	Position	Change	Position	Style			
78 Newell Associates	1,100,000	572,200	527,800	Yield	Low	Palo Alto	CA
82 American Century Investment Mgmt.	1,000,000	(2,201,079)	3,201,079	Momentum	High	Kansas City	MO
83 Janus Capital Management LLC	1,000,000	500,000	500,000	Aggres. Gr.	Mod	Denver	CO
89 Barclays Global Investors Ltd.	900,000	(2,800,000)	3,700,000	Index	Mod	London	CT
96 Lone Pine Capital L.L.C.	850,000	850,000	-	Hedge Fund	High	Greenwich	CT
106 State Teachers Retirement System of Ohio	750,000	(3,630,585)	4,380,585	Core Value	Low	Columbus	OH
107 Invista Capital Management	750,000	(956,616)	1,706,616	Core Value	Mod	Des Moines	IA
108 Soros Fund Management, L.L.C.	750,000	750,000	-	GARP	High	New York	NY
122 Kayne Anderson Rudnick Investment Management, LLC	625,000	625,000	-	Aggres. Gr.	Mod	Los Angeles	CA
128 Gruber & McBaine Capital Management	550,000	550,000	-	Momentum	High	San Francisco	CA
171 Metropolitan Life Insurance Co	300,000	(1,181,755)	1,481,755	Index	Low	Convent Statio	NJ
197 Northern Trust Investments, Inc.	215,000	(2,410,000)	2,625,000	Index	Low	Chicago	IL
205 Amalgamated Bank of New York	200,000	(583,241)	783,241	Index	Low	New York	NY
206 Van Kampen Funds	200,000	(770,369)	970,369	Growth	High	Houston	TX
207 Charles Schwab Investment Management	200,000	(1,573,193)	1,773,193	Index	Low	San Francisco	CA
212 TimesSquare Capital Management, Inc.	200,000	(840,084)	1,040,084	Index	Low	New York	NY
213 TD Asset Management Inc.	200,000	(900,000)	1,100,000	Index	Low	Toronto	PA
224 Pennsylvania Public School ERS	185,000	(1,459,722)	1,644,722	Index	Mod	Harrisburg	PA
237 PanAgora Asset Management Inc.	175,000	(928,579)	1,103,579	Index	Mod	Boston	MA
251 Public Employees' Retirement Assn. of CO	125,000	(998,900)	1,123,900	Index	Mod	Denver	CO
301 American Express Financial Advisors	100,000	(1,356,695)	1,456,695	Core Growth	Mod	Minneapolis	MN
302 Pilgrim Baxter & Associates	100,000	(683,009)	783,000	Momentum	High	Wayne	PA
307 Dimensional Fund Advisors Inc.	50,000	(600,900)	650,900	Index	Low	Santa Monica	CA

Thomson Financial Corporate Group

MISC00021736



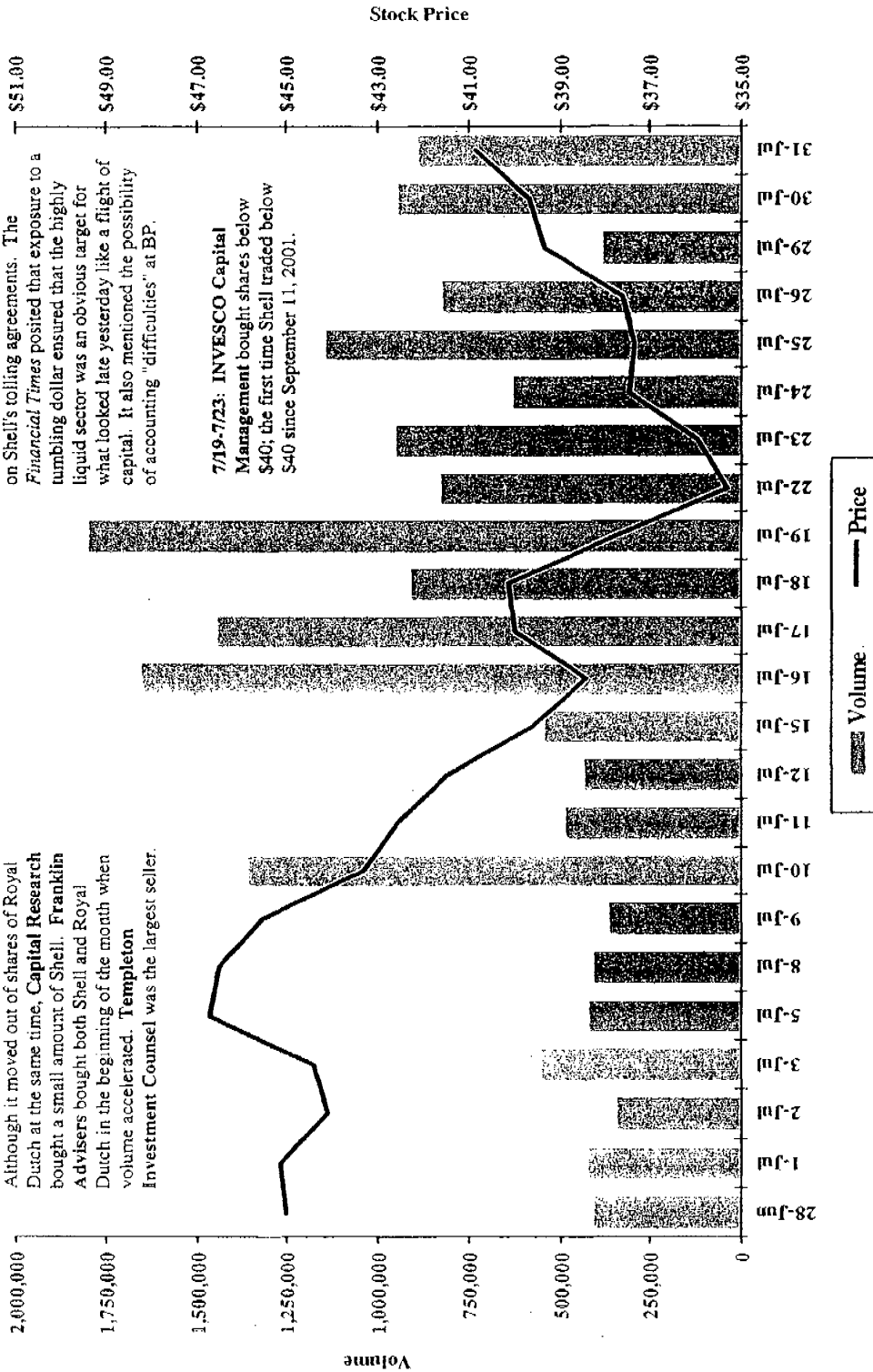
Shell Transport & Trading July Price & Volume

July 2002

7/10: Shell traded 1,357,000 shares, its largest volume since July 25, 2001. Although it moved out of shares of Royal Dutch at the same time, **Capital Research** bought a small amount of Shell. **Franklin Advisers** bought both Shell and Royal Dutch in the beginning of the month when volume accelerated. **Templeton Investment Counsel** was the largest seller.

7/16: Royal Dutch Shell and BP continued to decline following more focus on Shell's rolling agreements. The *Financial Times* posited that exposure to a tumbling dollar ensured that the highly liquid sector was an obvious target for what looked late yesterday like a flight of capital. It also mentioned the possibility of accounting "difficulties" at BP.

7/19-7/23: **INVESCO Capital Management** bought shares below \$40; the first time Shell traded below \$40 since September 11, 2001.



Thomson Financial Corporate Group



Shell Transport & Trading Top Buyers & Sellers July 2002

FOIA Confidential
Treatment Requested

Buyers

Institution	Style	Change	7/31/02
Wellington Management Company, LLP	Core Value	650,000	3,450,000
Franklin Advisers, Inc.	Income Value	620,000	1,100,000
INVESCO Capital Management, Inc.	Core Value	431,105	3,350,000
UBS Warburg LLC	Broker-Dealer	400,000	2,400,000
Goldman Sachs Asset Management	Core Growth	260,000	495,000
Morgan Stanley Investment Management	GARP	240,000	800,000
Commerzbank Capital Markets Corporation	Broker-Dealer	185,000	185,000
Capital Research & Management	Core Value	150,000	11,000,000

Wellington Management (Core Value) +650,000 shares
 •As opposed to its activity in Royal Dutch shares, Wellington switch a small amount of holdings to Shell Transport & Trading. Partly it wanted to avoid the high institutional turnover inherent in a change in the S&P 500, but also it maybe saw a good chance to buy Shell at discounted prices because of general market pressure and high volatility in the International Integrated group.

Franklin Advisers (Income Value) +620,000 shares
 •Franklin bought Shell and Royal Dutch as it increased its energy holdings in E&Ps, oil services and integrated shares.

INVESCO Capital Management (Core Value) +431,105 shares
 •INVESCO Capital Management bought most of its new shares at the end of the month when Shell was trading at its lowest price in a year.
 • INVESCO Capital Management is a subsidiary of Amvescap PLC, a holding company created from the merger between INVESCO PLC and AIM Mgmt. Group. It manages several of the Invesco Funds.

UBS Warburg (Broker-Dealer) -400,000 shares
 •UBS sold \$320 million of BP in the 2002 second quarter while it bought Conoco.
 •Part of UBS' buying and selling is based on short-term broker positions.

Goldman Sachs Asset Management (Core Growth) +260,000 shares
 •Goldman bought Royal Dutch and Shell during the month.

Sellers

Institution	Style	Change	7/31/02
Templeton Investment Counsel, Inc.	Core Value	(1,143,338)	1,200,000
Capital Guardian Trust Company	GARP	(800,000)	700,000
Munder Capital Management	Core Growth	(453,111)	200,000
INVESCO Asset Management Limited	Core Value	(400,000)	100,000
Kentucky Retirement Systems	Index	(400,000)	100,000
Deutsche Asset Management Group Ltd.	Core Growth	(350,000)	850,000
Pioneer Investment Management, Inc.	Deep Value	(265,000)	500,000
Merrill Lynch & Company Inc.	Broker-Dealer	(136,999)	175,000

Templeton Investment Counsel (Core Value) -1,143,338 shares
 •Templeton had held a steady position above two million shares for the last nine months, but the recent spate of selling across the integrateds made Templeton rotate its holdings elsewhere.

•The firm focuses on value-oriented global investing. The investment process is bottom-up, relying on fundamental analysis, proprietary screens and a global network of research resources. Potential investments are evaluated relative to both their global industry group and the entire universe of stocks. While historical value measures are important to the firm's process, the primary factor in the value analysis is a company's current price relative to its future or long-term earnings potential, or real book value.

•Templeton Investment Counsel, Inc., a subsidiary of Templeton Worldwide, Inc., is owned by Franklin Resources, Inc., which acquired Templeton in 1992.

Capital Guardian Trust Company (GARP) -800,000 shares
 •Capital Guardian sold shares at the end of the month.
 •Capital Guardian Trust Co. is a subsidiary of The Capital Group Companies, Inc. and manages U.S.-based assets for corporations, pension funds and other institutions.

Munder Capital Management (Core Growth) -453,111 shares
 •Part of Munder's total position is wrapped up in index-fund related positions, and Royal Dutch's removal from the S&P 500 possibly caused changes in oil-related indices, in terms of overall weighting within the S&P.
 • World Asset Management, an index investor, is an affiliate of Munder. In the last quarter, Munder bought ExxonMobil while it sold foreign-based oil stocks.



Shell Transport & Trading Top Shareholders

July 2002

Institution	7/31/02		6/28/02		TO	City	State
	Position	Change	Position	Style			
1 Capital Research & Management	11,000,000	150,000	10,850,000	Core Value	Low	Los Angeles	CA
2 Wellington Management Company, LLP	3,450,000	650,000	2,800,000	Core Value	Mod	Boston	MA
3 INVESCO Capital Management, Inc.	3,350,000	431,105	2,918,895	Core Value	Mod	Atlanta	GA
4 UBS Warburg LLC	2,400,000	400,000	2,000,000	Broker-Dealer	High	New York	NY
5 Templeton Investment Counsel, Inc.	1,200,000	(1,143,338)	2,343,338	Core Value	Mod	Fort Lauderdale	FL
6 Franklin Advisers, Inc.	1,100,000	620,000	480,000	Income Value	Mod	San Mateo	CA
7 Deutsche Asset Management Group Ltd.	850,000	(350,000)	1,200,000	Core Growth	Mod	London	NY
8 Morgan Stanley Investment Management	800,000	240,000	560,000	GARP	Mod	New York	NY
9 Capital Guardian Trust Company	700,000	(800,000)	1,500,000	GARP	Mod	Los Angeles	CA
10 State Street Research & Management Co.	553,100	0	553,100	Growth	High	Boston	MA
11 Pioneer Investment Management, Inc.	500,000	(255,000)	765,000	Deep Value	Mod	Boston	MA
12 Vaughan, Nelson, Scarborough & McCullough, L	500,000	78,360	421,640	Growth	Mod	Houston	TX
13 Goldman Sachs Asset Management	495,000	260,000	235,000	Core Growth	Mod	New York	NY
14 Bryn Mawr Capital Management Inc.	424,500	0	424,500	Specialty	High	Haverford	PA
15 Bessemer Trust Company N.A.	361,420	0	361,420	Growth	Mod	New York	NY
16 Munder Capital Management	200,000	(453,111)	553,111	Core Growth	High	Birmingham	MI
17 Commerzbank Capital Markets Corporation	185,000	185,000	-	Broker-Dealer	Low	New York	NY
18 Logan Capital Management, Inc.	184,673	0	184,673	GARP	Low	Philadelphia	PA
19 Merrill Lynch & Company Inc.	175,000	(136,999)	311,999	Broker-Dealer	Mod	New York	NY
20 Sagamore Hill Capital Management	169,500	0	169,500	Specialty	High	Greenwich	CT
21 Renaissance Technologies Corp.	162,100	0	162,100	Hedge Fund	High	New York	NY
22 Traies Fund Management, L.L.C.	161,400	0	161,400	Core Value	High	New York	NY
23 Adams Express Company	150,000	0	150,000	Core Value	Low	Baltimore	MD
24 Deutsche Asset Management Americas	149,519	0	149,519	Index	Mod	New York	NY
25 Credit Suisse Asset Management L.L.C.	148,649	0	148,649	Core Growth	Mod	New York	NY
36 GLG Partners	105,000	105,000	-	Growth	Low	London	
38 INVESCO Asset Management Limited	100,000	(400,000)	500,000	Core Value	Mod	London	
39 Kentucky Retirement Systems	100,000	(400,000)	500,000	Index	Mod	Frankfort	KY
40 Orbis Investment Management Ltd.	95,000	95,000	-	Deep Value	Low	Hamilton	
41 Smith Barney Asset Management	75,000	(135,000)	210,000	GARP	Low	New York	NY
42 Bear Stearns Asset Management, Inc.	50,000	(123,155)	173,155	Core Value	High	New York	NY

Thomson Financial Corporate Group