Part 3

RODNEY SIDLE

experience and their perspectives to try to provide some suggestion, guidance, recommendations back to management as to how to deal with this inventory of volumes that looked troublesome.

- Q. As part of your role in Project

 Rockford, were you ever asked whether or not

 various -- certain volumes of proved reserves

 should be de-booked?
- A. Continuing on with that -- with that discussion, yeah, I mean part of what I would say is when they brought a set of circumstances in front of me, I could apply -- I could say well, were this in the US, this is how we would treat it. And when they brought a set of circumstances that was indeed complete and conclusive, well, then my answer would have been in the US we would have done this.

But again, that had to be put in the context of an international setting, and others had to assist with judgments of things I didn't know about how international situation may be different from my experiences in the US.

Q. Do you recall any of the specific

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OUs for which you recommended volumes of proved reserves be de-booked?

MR. SMITH: Objection to form. Lack of foundation.

SIDLE

A. The two that I remember are there were -- and I don't remember individual field names, just the circumstances -- there were some circumstances in Nigeria where it appeared that projects, once planned, were not then going to be done, and in a situation like that in the US, it wasn't in our plan, we weren't planning to do it, we would have removed the volumes.

There were some situations in Oman where the volume estimates were based on very immature project understandings, without really a clear and specific plan for how those volumes would be developed and produced.

And again, if that occurred in the US, then I would feel uncomfortable with calling those proved reserves. They wouldn't seem to meet the criteria.

Q. Did you do any work in connection with Gorgon as part of the efforts in Project Rockford?

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RODNEY SIDLE

- A. No. Not actually. I had very little contact with it.
- Q. With respect to the reserves that you looked at in Nigeria, was that in connection with the SPDC OU?
 - A. Yes, it was.
- Q. Do you recall the approximate volume of proved reserves at issue?
- A. I don't remember an exact number, no.
- Q. Do you recall if proved reserves were actually de-booked in connection with SPDC, at the conclusion of Project Rockford?
 - A. Yes, I believe they were.
 - Q. Do you recall the volume of --
 - A. No, I don't.
- Q. During the course of your efforts in Connection with Project Rockford, did you ever consider whether the various issues that called into question, in your mind, the viability of -- or the propriety of the reserves bookings at SPDC should have come to light in a group audit?

 MR. SMITH: Objection to form.
 - A. Could you ask the question again,

RODNEY SIDLE

please?

Q. I'll rephrase the question. Sure.

While you were looking or reviewing the proved reserves bookings at SPDC, did it ever occur to you that some of the issues or problems to those reserves should have come to light in a group audit?

MR. SMITH: Objection to form. Lack of foundation.

- A. Given my relative inexperience with the group audit structure, and how it was done, other than the single example that I had in the US, it was difficult for me to conclude what should or should not have been done in that audit structure.
- Q. Were you ever asked whether the problems with the proved reserves at SPDC should have been picked up or caught during the group audit?
 - A. I don't recall that being asked.
- Q. Did you ever indicate to anybody that you thought there were issues that came up -- withdrawn.

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10:51:17 24

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No.

RODNEY SIDLE

Did you ever indicate to anybody
that any of the problem issues connected to the
proved reserves at SPDC should have been brought
to light in a group audit?

MR. SMITH: Objection to form.

- A. I don't recall that I did. No.
- Q. I would like now, sir, to direct your attention to the page ending with Bates number 069.
 - A. 069. I have it.
- Q. Directing your attention to the fourth paragraph from the bottom of the page, beginning with the words "stricter application of SEC guidelines."

Do you see that, sir?

- A. I see it.
- Q. Mr. Barendregt talks about stricter application of the SEC guidelines and revision of the group guidelines and the effect they had on SNEPCO -- well, in connection with Bonga and Erha.

Do you know what Mr. Barendregt was referring to there when he references stricter application of SEC guidelines?

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A. He makes reference to stricter application of SEC guidelines and consequent revision of group guidelines. Exactly what he was referring to, what sections or what change, I don't know.

- Q. If I could ask you now, sir, to turn to page 071.
 - A. 071, okay. All right.
- Q. A little bit from the top of the page you'll see number 7, Reasonable Certainty of Development. Do you see that, sir?
 - A. I see it.
- Q. Mr. Barendregt writes, "During 2001 the SEC re-clarified their interpretation of the FASB rules regarding the booking of proved reserves" -- references -- or "(Refs 4.5)."

Do you know what Mr. Barendregt is referring to when he talks about the re-clarification of the interpretation of FASB rules?

A. I'm not sure I know exactly what he was referring to, but given the date of 2001, and our discussions yesterday about the March 2001 guidance that the SEC has made available, I

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10:54:10 1	RODNEY SIDLE
10:54:13 2	think it's logical to speculate that that's what
10:54:13 3	he meant.
10:54:18 4	Q. Are you referencing the we looked
10:54:21 5	at yesterday an exhibit that was the proposed,
10:54:22 6	or draft
10:54:26 7	A. Yes. Finalized with a March 2001
10:54:28 8	version that expanded the draft we saw
10:54:31 9	yesterday, and that's what the official guidance
10:54:35 10	was, that was prepared. Now, whether that's
10:54:37 11	exactly what he meant here or if he meant
10:54:40 12	something else, I don't know.
10:54:42 13	Q. The next sentence in that paragraph
10:54:44 14	reads: "One of the stipulations was that proved
10:54:47 15	reserves could only be booked for projects whose
10:54:51 16	development was not subject to 'reasonable
10:54:59 17	doubt.'"
10:54:59 18	A. I see that.
10:55:03 19	Q. Okay. Based on your understanding

Q. Okay. Based on your understanding of the SEC rules, could proved reserves have ever have been booked for projects that were subject to a reasonable doubt?

MR. SMITH: Objection to form.

A. Well, certainly it's clear from the SEC rules, especially from my understanding of

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how they were applied within SEPCO, which is the basis of my knowledge at that time, that reasonable certainty was required. Exactly what Anton means here by "reasonable doubt," he doesn't define. So whether reasonable doubt is enough to mean you're not reasonably certain, or there's some doubt and you can still be reasonably certain, is unclear. I'm not sure I know exactly what he's meaning by the statement.

- Q. If I could now direct your attention to page 073 of that document, sir.
 - A. 073. All right. I have that.
- Q. Number 11, it's toward the top of the page, the second numeral down, reads Group Guidelines first time booking of new fields.

 Do you see that, sir?
 - A. Yes, I do.
- Q. If you look at that first paragraph, and if you would just read that to yourself, you'll see that Mr. Barendregt indicates that all major projects of VAR 3 would need to be passed before a -- before proved reserves could be booked, and references FID in connection with new gas markets.

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RODNEY SIDLE

My question -- well, let me know when you're done reading that paragraph. I'm sorry.

(Witness reviewing document.)

- A. Okay. I've read the paragraph.
- Q. Actually. The first sentence in the next paragraph, if you could read that also, where he opines on the VAR 3 review.

(Witness reviewing document.)

- A. I've read it.
- Q. Yesterday we talked a little about the evolution of the standards under the group guidelines. At some point you indicated that you thought it was VAR 3 and then moved to VAR 4.

But we had some trouble in terms of the timing, I guess. Does this help refresh your recollection as to when a VAR 3 was appropriate as a milestone for the booking of proved reserves?

A. The date of this document, I believe, was early '03, so it would be looking back at reviews done in '02. From that I would conclude that the VAR 3 standard was in place

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RODNEY SIDLE

with the 2002 guideline document, and that subsequent changes to higher levels of VAR came later.

Q. If you go back to the document, the third paragraph under 11, Mr. Barendregt recommends passage of -- I'm sorry -- yeah, passage of FID, or another strong public commitment by the OU concerning development as a milestone.

My question is: Do you recall, prior to 2004, whether or not the group guidelines ever required passing of FID as a milestone before proved reserves could be booked?

- A. Well, we know they didn't have it in 2002, so prior to 2004, it would only mean 2003, and I would have to go look at the guidelines in 2003 and see whether it occurred there or later.
- Q. Throughout this period SEPCO required FID as a milestone prior to the booking of proved reserves on major projects. Correct?
- A. That's what we discussed yesterday. That is correct.
 - Q. Do you know why it was that SEPCO

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RODNEY SIDLE

utilized FID as a milestone for major projects in connection with proved reserves bookings?

A. Yes, I do. Yes, I do. Our experiences in developing the deepwater Gulf of Mexico were such that the projects were extremely costly, literally a billion or billions of dollars, and at the time that SEPCO was entering into the developments in the deepwater portion of the Gulf of Mexico, crude oil prices and natural gas prices were at a particularly weak state. So the economics of those ventures were challenged, given the cost that it -- that it would require.

Because of that, there was

considerable uncertainty with the new projects,

whether or not they really would be funded by

the corporation, because of the questions of

profitability. And so the leadership at the

time said well, we can't be certain that these

very costly projects with challenged economics

will be approved, just because we think there

are good technical opportunities, we must wait

until we're certain the corporation is going to

approve this massive expenditure before we say

			Page	281
11:01:17	1	RODNEY SIDLE		
11:01:19	2	there is reasonable certainty and we go ahead.		
11:01:21	3	And it was that experience in the		
11:01:23	4	deepwater Gulf of Mexico that led to the rule		
11:01:26	5	for very major projects, we need FID.		
11:01:41	6	Q. Did SEPCO ever change that standard	1?	
11:01:52	7	A. For the very large projects like TI	JP	
11:01:54	8	deepwater development, no, they never did. We		
11:01:58	9	recognize that there were smaller projects that	:	
11:02:03	10	were more routine, where that particular level		
11:02:08	11	of uncertainty wasn't the same, and so for		
11:02:10	12	smaller projects, then, we still required		
11:02:12	13	reasonable certainty, but we didn't necessarily	•	
11:02:13	14	require FID.		
11:02:52	15	Q. Thank you.		
	16			
	17	(Sidle Exhibit 12, series of		
	18	e-mails with attached booklet, EP Global		
	19	Processes - Hydrocarbon Resource Volume		
	20	Management, April 2003, was marked for		
11:02:53	21	identification.)		
11:02:53	22			
11:02:53	23	BY MR. MacFALL:		
11:02:55	24	Q. Mr. Sidle, you've just been handed	a	
	25	document that has been marked for identification	n'	

RODNEY SIDLE

as Sidle Exhibit 12. I would like you to take a look at it, sir, and tell me if you recognize it.

(Witness reviewing document.)

- A. I reviewed the document.
- Q. Do you recognize these series of e-mails -- or this series of e-mails, sir?
 - A. Yes, I do.
- Q. And for the record, the document is an e-mail string with the last of which is an e-mail from Mr. Sidle to John Pay dated April 4, 2003. The subject is Organization Option:

 Reserves Manager.

Mr. Sidle, I would like specifically to direct your attention to the second e-mail that appears on the first page of the document, which is an e-mail from you dated April 4, 2003 to Gaurdie Banister, John Haines, Aidan McKay, Bob Jefferis, Rob Ryan and Charlie Williams. Do you have that, sir?

- A. I do.
- Q. First, could you identify Mr., or Ms. Banister?
 - A. Mr. Banister --

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Page 283 11:06:26 1 RODNEY SIDLE 11:06:27 2 ο. Thank you. 11:06:29 3 Α. -- at that time was the 11:06:31 4 engineering -- the technical leader of the SEPCO 11:06:34 5 organization. 11:06:37 6 Ο. Mr. Haines? 11:06:42 7 Α. John Haines was the focal point for 11:06:53 8 the members of SEPCO that participated in the 11:06:57 9 T&OE discipline leads that were part of -- the 11:06:59 10 T&OE organization had dashed lines, if you will, 11:07:03 11 relationships to functional leads in each of --11:07:08 12 in the OUs. Within SEPCO John Haines was the 11:07:11 13 focal point within SEPCO functional leads who 11:07:14 14 related to an T&OE functional lead. 11:07:17 15 Ο. How about Mr. McKay? 11:07:23 16 Α. Both Aidan and Bob Jefferis were 11:07:27 17 development managers within SEPCO. 11:07:29 18 Q. Mr. Ryan? 11:07:34 19 Α. Rob Ryan was the business support 11:07:37 20 manager within SEPCO. 11:07:39 21 Q. And finally, Mr. Williams? 11:07:42 22 Charlie Williams was my supervisor 11:07:44 23 at the time.

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Let's see.

What position did Mr. Williams hold?

What was his title?

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Q.

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RODNEY SIDLE

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(Pause.) Charlie was the manager of a group that provided technical services to SEPCO -- boy, I can't remember the name of it -but I was part of that group. The reserves manager reported to Charlie, who had a collection of other folks that did technical administrative sorts of things to support the business.

- I would like to direct your attention to the first full paragraph in that second e-mail. You describe a diagram containing an organizational structure with regard to HC resources. Does HC stand for hydrocarbon?
 - Yes, it does. Α.
- You describe the various reporting under that diagram, and you conclude with the sentence, "This has been fine when all we want is reporting of volumes."

What is it that you meant to convey in that sentence, sir?

Α. What this conveyed was my observation that the staffing level and people assigned to reserves, instruction, training,

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determination, review, capture, reporting -- all of that was limited to such a few number of people that the only effective thing you could do was just capture and report the data; that the other functions of training, consulting, elements like that, the precursors to the capture of data, accurate data, didn't really have people assigned sufficient to fully engage in those responsibilities.

- Q. Was one of the responsibilities also the assessment of the proved reserves proposed for booking?
- A. It was a part of that overall process in that it looked at the example that I was familiar with, the role that I had within SEPCO, as a model, saying that there is work that can be done at the local OU level to provide kind of a first order screening, if you will, that could be used in addition to a corporate -- a global audit function, to just provide additional assurance that we had people looking at things and getting it right.
- Q. In the next paragraph you write: "However, there is evidence to suggest we may

	Page 286
11:11:07 1	RODNEY SIDLE
11:11:10 2	need to change our approach."
11:11:11 3	I'm sorry. I'm still on the first
11:11:12 4	page, sir.
11:11:12 5	A. Oh.
11:11:14 6	Q. It's the next paragraph in that same
11:11:15 7	e-mail.
11:11:18 8	A. Mine's on the next page.
11:11:20 9	Q. Oh, I'm sorry. I apologize. We
11:11:22 10	have slightly different versions of that same
11:11:24 11	document. Okay. Well, the second paragraph
11:11:25 12	which appears on the second page of the document
11:11:31 13	in front of you states, "However" well, I've
11:11:31 14	already read it.
11:11:34 15	By that sentence, did you mean that
11:11:36 16	the approach described in the preceding
11:11:38 17	paragraph was the one that was currently in
11:11:45 18	place within the group?
11:11:50 19	A. What that approach in that sentence
11:11:54 20	refers to is the statement in the prior
11:11:55 21	paragraph that talks about current
11:11:58 22	organizational structure where you have John Pay
11:12:03 23	with links to OU staff, some of which are only
	i e e e e e e e e e e e e e e e e e e e

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part-time resource coordinators. That was the

current structure, and that was the approach

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Page 287 11:12:08 1 RODNEY SIDLE 11:12:10 2 that I was referring to. 11:12:14 3 You then write, "Consider RRR for Q. 11:12:17 4 2002 impacted by major reserve reduction for 11:12:21 5 volumes booked incorrectly (outside Group and 11:12:27 6 SEC guidelines), " and then it continues. 11:12:33 7 Do you recall what reserve reduction 11:12:35 8 you were referring to in that sentence? 11:12:38 9 Α. I don't remember specific ones. 11:12:45 10 This was written in the early part of 2003, 11:12:47 11 about the time that our annual results were 11:12:53 12 being made public for 2002, so I'm sure this 11:12:56 13 refers back to the disclosed values from 2002. 11:13:00 14 Q. Do you recall what the RRR impact 11:13:03 15 was that you reference here? 11:13:12 16 Α. I don't recall a numeric value, no. 11:13:14 17 Do you remember if it was an adverse 11:13:15 18 impact? 11:13:16 19 Α. I believe it was an adverse Yes. 11:13:17 20 impact. 11:13:20 21 I would like now to direct -- that 11:13:22 22 was the first bullet point that appeared under 11:13:24 23 the sentence "However."

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I would like now to direct your

attention to the third paragraph, you'll see a

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RODNEY SIDLE

star there, "A recent survey."

- A. Yes.
- Q. You wrote: "A recent survey of 20 larger OUs on reserve reporting processes shows some OUs do not understand the fundamental SEC 'proved area' concept (and one OU believes it does not apply to them!)"

And then the sentence continues.

Now, with respect to that first part, what survey were you referencing in that sentence?

A. Okay. It was one that I did, as the focal point for the reserves subgroup of the T&OE reserves functional leads, we broke down into subgroups to address a variety of topics, one being reserves, and I was the chairman of that subgroup -- we developed a list of, I don't remember how many, of 20, 30 questions, just on situations, practices, elements of reserves determination, data capture reporting review, all of those sorts of things, and then several of us called the larger OUs, the people who were the reserves focal points in those, and asked those questions to get their responses.

RODNEY SIDLE

Our intent was simply to compare where people were in terms of their depth of understanding, good practices, bad practices, things that we could learn. We had to survey the land -- the landscape for what people need to be educated about before you decide how to train them.

So that was an attempt to get information on a variety of things, and one of the questions related to an understanding of proved area.

- Q. Do you recall the OUs -- the specific OUs that did not understand the SEC proved area concept?
- A. I don't remember the specific ones, except the one that said it did not apply to them, because I didn't understand that response at that time, but later I came to understand it.
- Q. Could you identify the one OU that indicated that it believed it did not apply to them?
 - A. That was Abu Dhabi.
- Q. Did the proved area concept in fact apply to Abu Dhabi?

11:14:56 2 11:14:58 3 11:15:02 4 11:15:04 5 11:15:06 6 11:15:09 7 11:15:10 8 11:15:12 9 11:15:15 10 11:15:19 11 11:15:22 12 11:15:25 13 11:15:28 14 11:15:30 15 11:15:33 16 11:15:36 17 11:15:37 18 11:15:40 19 11:15:44 20 11:15:46 21 11:15:47 22 11:15:53 23

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