

Exhibit NN

IN THE UNITED STATES DISTRICT COURT

DISTRICT OF NEW JERSEY

Civ. No. 04-3749 (JAP)

(Consolidated Cases)

Hon. Joel A. Pisano

ORIGINAL

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IN RE ROYAL DUTCH/SHELL

TRANSPORT SECURITIES

LITIGATION

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Volume III

Videotaped Deposition of Walter van de Vijver

Washington, D.C.

Friday, February 2, 2007

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Reported by: Paula G. Satkin

1 Videotaped Deposition of
2 Walter van de Vijver
3

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20 Taken pursuant to notice, before Paula
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22 And Notary Public in and for the District of
23 Columbia.
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1 WALTER VAN DE VIJVER

2 PROCEEDINGS

3
4 THE VIDEOGRAPHER: Here begins
5 tape number one, Volume III, in the deposition
6 of Walter van de Vijver, in the matter of Royal
7 Dutch/Shell Transport Securities Litigation, in
8 the United States District Court, District of
9 New Jersey.

10 Today's date is February 2nd,
11 2007. The time is 9:39 a.m.

12 I would like to remind the witness
13 he is still sworn in from yesterday.

14 Whereupon--

15 WALTER VAN DE VIJVER
16 a witness, called for examination, having
17 previously been duly sworn, was examined and
18 testified further as follows:

19
20 EXAMINATION BY COUNSEL FOR

21 PLAINTIFFS -- RESUMED

22
23 BY MR. HABER:

24 Q. Good morning, Mr. Van de Vijver.

25 A. Good morning.

1 WALTER VAN DE VIJVER

2 Q. I want to start today just with a
3 follow-up from a document that we talked about
4 yesterday. So if you could pull out Exhibit 32?

5 A. Yes.

6 Q. Now, yesterday you testified that
7 with regard to the e-mail from John Pay with the
8 attachment of the Barendregt reports that was
9 the first time you had received those
10 unsatisfactory reports; correct?

11 A. Yes.

12 Q. If you look at the dates
13 between -- you can turn to Exhibits 33 and 34.

14 If you look at the dates of the
15 notes. One, the SPDC audit is dated
16 September 30 and the other PDO audit report
17 is -- the draft note is dated November 3. And
18 you received these audit reports on November 17?

19 A. Yes.

20 Q. Did you ever ask your staff why
21 there was a delay in getting you these reports?

22 A. No, I didn't. But, of course, you
23 also have to see it, I guess in the context that
24 on the Oman one I just had visited Oman so I
25 knew. I think that was the weekend before I

1 WALTER VAN DE VIJVER

2 went to Oman and I knew there was an
3 unsatisfactory audit and I used my visit to Oman
4 to actually sit down with people in Oman, not
5 about audit report, but about the results of the
6 city work.

7 And in the case of Nigeria I knew
8 that work was ongoing on trying to get to grips
9 with the numbers. I think it was mentioned one
10 of the -- somewhere the end of October it was
11 mentioned that EP ExCom, that they were working
12 with Anton Barendregt and other people on the
13 numbers in Nigeria.

14 So I felt reasonably up-to-date,
15 but indeed I hadn't seen the actual reports
16 until I received them on the 17th of November.

17 Q. In your answer you said while you
18 were in Oman you would learn that Mr. Barendregt
19 had given the unsatisfactory report to PDO. How
20 is it that you learned that?

21 A. I had some briefing notes for my
22 visit to Oman. And normally when I would visit
23 places staff would prepare visit notes and there
24 was a reference to that extent in my prereading
25 material that I would read in the plane going up

1 WALTER VAN DE VIJVER

2 to Oman.

3 Q. You can put those aside now.

4 A. I assume there's a visit note on
5 the Oman visit, by the way.

6 Q. Okay.

7 (Van de Vijver Exhibit Number 36
8 was marked for identification.)

9 BY MR. HABER:

10 Q. Mr. Van de Vijver, I'm handing you
11 what we just marked as van de Vijver Exhibit 35.

12 MR. DOWD: No. I think we already
13 have a 35. It should be 36.

14 MR. HABER: You're right. It
15 should be 36.

16 BY MR. HABER:

17 Q. Now I'm handing you what's just
18 been marked as van de Vijver 36. It's an e-mail
19 with an attachment. The e-mail is from Frank
20 Coopman, it is dated December 2, 2003. It's
21 sent to John Bell, Matthias Bichsel, and John
22 Darley with a cc to John Pay. The subject line
23 is proved reserves. The attachment is called
24 script for Walter on the proved reserves
25 position. The Bates number is RJW00780060

1 WALTER VAN DE VIJVER

2 through RJW00780063.

3 Have you seen this document
4 before?

5 A. Well, not this particular e-mail.
6 The attachment I've seen, but not this
7 particular cover e-mail.

8 Q. Okay. The attachment is what I
9 would like to talk to you about.

10 A. Sure.

11 Q. What is your understanding of what
12 this document called the script for Walter is?

13 A. As we discussed yesterday, I asked
14 Frank Coopman after I had seen the audit report
15 for Oman. And as you also saw on the e-mail we
16 looked at yesterday to get me the necessary
17 material to go to CMD and Conference on our
18 reserves position.

19 By that time personally, at least,
20 having come to the conclusion that there were
21 going to be major debookings, but of course the
22 right people need to get involved in the
23 process.

24 I had a meeting with Frank Coopman
25 on it just before I went for travels again. I

1 WALTER VAN DE VIJVER

2 think it was the 27th of November, where he also
3 advised me he would go and talk to Judy Boynton
4 the next day.

5 Then I left to Russia where that
6 was involving a business transaction in Moscow.

7 I got a call when I was in Moscow
8 from Frank telling me he was sending me a note
9 to look at. And he also said he would mail it
10 at my home address, thinking that I would arrive
11 home that night, but events changed and I ended
12 up, we're now talking December 1st, very late in
13 the evening actually traveling from Moscow back
14 to London.

15 I'm just trying to give you a
16 little bit of context.

17 Q. And the document that you were
18 referring to when you said yesterday, is that
19 Exhibit 32 where you instructed Mr. Coopman to
20 take some action?

21 A. 32, right?

22 Q. Yes.

23 A. Yes. So I arrived very late in
24 that evening in London in the apartment, company
25 apartment I had there. And early in the morning

1 WALTER VAN DE VIJVER

2 I got a phone call from Frank advising me that
3 Judy was very unhappy with the document.

4 I then decided that rather than go
5 directly to my meeting in Weybridge, that
6 southwest of London, that I would quickly hop
7 into the office in London and to actually go in
8 my e-mail and look at the document.

9 During my movement to the London
10 office I also got a call from Judy Boynton,
11 where she expressed extreme unhappiness about
12 what Frank had done and that it needed to be
13 taken off the table. And to the best of my
14 recollection she used the word, destroyed.

15 Either after -- I also got a call
16 from my advisor assistant Nicola Dahlin, who
17 mentioned that Judy was desperately looking for
18 me.

19 So anyway, so I moved to the
20 office, clearly with the feedback from Judy
21 still ringing in my ears, and not knowing
22 exactly what Frank had done or not done.

23 So I quickly scanned at the
24 document and indeed was shocked, given that it
25 was in my perspective a very conclusive document

1 WALTER VAN DE VIJVER

2 and I considered the work, first of all not
3 complete yet because we were still working the
4 numbers.

5 For instance, in the script I
6 think it still allowed Gorgon to be carried
7 going forward.

8 And, also, I recognized that
9 ultimately this is not my decision, I can't do
10 this, this needs to involve Group Finance, Group
11 Audit Committee, External Audit, et cetera,
12 before we would be able to have something so
13 conclusive that needs to be announced to the
14 market with immediate effect.

15 Sorry for a bit long-winded story,
16 but I just wanted to get --

17 Q. First of all, do you know who
18 Mr. Coopman had distributed the script to?

19 A. To me and Judy Boynton, as far as
20 I know, knew at that time. Clearly I see here
21 that it was sent to some others as well.

22 Q. Did you ever talk to Phil Watts
23 about the script?

24 A. No.

25 Q. And as far as you know he didn't