

on this issue. I previously was deposed in this matter on November 8-9, 2006. I understand that the Court and the parties have access to the transcripts of those proceedings.

Background

4. I received a B.S. in metallurgical engineering from the South Dakota School of Mines and Technology in 1975 and an M.S. in material science and engineering from the University of California, Berkeley. I started working for Shell in 1977.

5. In January 2000, I became the Director of Strategy, Planning and Business Development for the business division of Shell Exploration & Production ("EP-B"), located in The Netherlands. I remained in this position until May 2003.

6. While in this position I reported first to Sir Philip Watts, who was then the head of Shell's Exploration & Production ("EP") business unit, and then to Walter van de Vijver, who replaced Watts as head of EP in 2001. Mr. Watts was based in London, England, and Mr. van de Vijver was based in The Netherlands.

7. My primary responsibilities as head of Strategy Planning and Business Development for EP-B were based upon Shell's routine business planning cycle. At the beginning of the year, I would assess EP's performance during the prior year as a part of the annual appraisal process. I examined the EP strategy for the upcoming year and developed a business plan and budget for presentation to the Committee of Managing Directors and later to the boards of Royal Dutch and Shell Transport. I also provided high-level supervision of the reserves reporting and classification process.

8. From 2000 (when I became head of Strategy Planning and Business Development for EP-B) until 2003, the reporting of oil and gas reserves fell under my supervision.

9. The Group Reserves Coordinator ("GRC") was part of my organization, and the GRC function maintained its offices in The Netherlands. I reviewed the GRC's work as part of Shell's annual review of its hydrocarbon resources.

10. I also consulted with the Group Reserves Auditor ("GRA"), experts within my organization, and Shell's external auditors, KPMG NV, about Shell's proved reserves. The GRA, KPMG NV, and the experts with whom I consulted all were based in The Netherlands. In reliance upon the expertise of the GRC, the GRA, and other experts within my organization, I signed the annual

Letter of Representation to Shell's external auditors about Shell's reserves during this time period. The Letter of Representation endorsed the reserves numbers for the year.

11. I was a member of the EP Executive Committee, the governing body of EP. I became a member of the committee in January 2000, when I assumed my new position as the Director of Strategy, Planning and Business Development for EP-B. I remained a member of the committee until May 2005.

12. The Executive Committee was responsible for EP strategy and business planning. The Committee consisted of the heads of the EP service groups and Regional Business Directors ("RBDs"). RBDs are Shell managers responsible for particular geographic areas. The Committee typically met on a monthly basis to set business strategy, develop the business plan, review EP results, and take any financial or operational actions it deemed necessary in light of those results. The EP Executive Committee held its meetings in The Netherlands.

Shell's Reporting of Oil and Gas Reserves

13. Shell reports its "proved" reserves annually, to supplement the financial statements in its Annual Reports. I understand that Rule 4-10 of the Securities and Exchange Commission's Regulation S-X requires the annual reporting of this information. The information is also reported each year in Royal Dutch and Shell Transport's Form 20-F filing.

14. Shell compiles its “proved” reserves data each year as part of the company’s Annual Review of Petroleum Resources (“ARPR”). The ARPR process typically begins in September or October and ends in the March or April of the following year, when Royal Dutch and Shell Transport file their Form 20-F.

15. The reporting of reserves, including but not limited to “proved” reserves, requires collecting data on Shell’s existing hydrocarbon resources from the company’s numerous Operating Units around the world.

16. Each Operating Unit must report its various categories of hydrocarbon resources, including “proved” reserves, in accordance with the Petroleum Resource Guidelines, Shell’s internal guidelines on reserves reporting.

17. Thus, before the ARPR process itself can begin, Shell must finalize its internal reporting guidelines for the year.

Preparation of Shell’s Internal Guidelines for Reserves Reporting

18. Shell’s internal guidelines were prepared each year by the Group Reserves Coordinator, in The Netherlands.

19. The guidelines also were reviewed by the Group Reserves Auditor. During the Class Period, the Group Reserves Auditor was a part-time consultant who lived in The Netherlands and maintained an office in Shell’s EP facilities in The Netherlands.

20. KPMG NV, Shell's external auditor in The Netherlands, also reviewed Shell's internal guidelines to ensure compliance with SEC rules and regulations.

21. The guidelines were then disseminated to Shell's Operating Units throughout the world.

ARPR Process

22. Upon receiving the the approved internal guidelines, each Operating Unit was responsible for determining the volumes of petroleum resources in its region in accordance with the internal guidelines and for reporting those figures to the Group Reserves Coordinator in The Netherlands.

23. Operating Units were required to divide their petroleum resources into various categories of hydrocarbon resources, including proved developed reserves, proved undeveloped reserves, and scope for recovery.

24. In addition to reporting the volumes of the various categories of petroleum reserves, Operating Units had to provide data about other matters such as cash flow, drilling activities, and licensing issues.

25. Operating Units could obtain assistance from external and internal consultants (including Shell service units) in reporting their reserves to the Group Reserves Coordinator in The Netherlands. But each Operating Unit itself

bore ultimate responsibility for making its own independent determinations about its reserves and for reporting that information to the GRC.

26. The Group Reserves Coordinator received reports from Shell's Operating Units throughout the world. He would discuss and, when necessary, challenge the Operating Units' submissions. The GRC was empowered to deny proposed reserve increases if he felt they would violate Shell's internal guidelines. As part of this coordination and review process, the GRC would be in constant contact with the focal points of the relevant Operating Units.

27. Once he was satisfied with each Operating Unit's reported reserves, the Group Reserves Coordinator compiled a draft Reserves Report summarizing Shell's global reserves estimates.

28. The Group Reserves Auditor, in The Netherlands, then performed an additional and independent review of the compiled reserves submissions in the GRC's draft report. The GRA reviewed the proposed reserves volumes for compliance with Shell's internal guidelines and prepared a draft of his own Annual Report of his findings. The GRA sent this draft to the GRC, the focal points of any relevant Operating Units, and KPMG NV.

29. The accumulated reserves data for the previous year ultimately were presented to the Executive Committee, in The Netherlands, for approval. The

Executive Committee sometimes received the GRC's and/or GRA's draft reports; it always received their final reports.


30. Before the EP Executive Committee issued its final approval of Shell's reported proved reserves, a "Challenge Session" was held in The Hague. The Deputy Group Controller (who was based in Europe), KPMG NV, PWC and additional EP-B representatives reviewed the reserves data with the Group Reserves Coordinator and the Group Reserves Auditor and had an opportunity to challenge the GRC's and the GRA's determinations. The Executive Committee was then given an additional opportunity to revise the submissions at a subsequent meeting.

31. At the conclusion of the ARPR process, KPMG NV issued a statement on the results of its review of Shell's reserves which it delivered to PWC and KPMG in London. KPMG NV completed all of this work in The Netherlands and delivered its statement of results to Shell Transport in the United Kingdom and to Royal Dutch in The Netherlands.

32. The final reserves information, as approved by the Executive Committee in The Netherlands and as reviewed by KPMG NV in The Netherlands, ultimately was reported in digested form in Shell's Annual Report and 20-F.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated: Lennox, South Dakota
June 5, 2007


Lorin Brass