



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
FORT WORTH REGIONAL OFFICE
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IN REPLYING
PLEASE QUOTE

FW-02742

March 30, 2007

VIA EMAIL and FEDERAL EXPRESS

Ralph C. Ferrara, Esq.
1875 Connecticut Avenue, N.W.
Suite 1200
Washington, D.C. 20009

Re: *SEC v. Royal Dutch Petroleum Company and The "Shell" Transport and Trading Company, p.l.c.*, Civil Action No. H-04-3359, in the U.S. District Court for the Southern District of Texas, Houston Division

Dear Mr. Ferrara:

You have asked for the staff's intentions respecting the distribution of the \$120 million penalty paid in satisfaction of the final judgment in the above-captioned civil action.

The staff intends to recommend that the \$120 million fund be made available to securities holders of The "Shell" Transport and Trading Company p.l.c. and the Royal Dutch Petroleum Company harmed by the violations alleged in the above-captioned case (and in the affiliated administrative proceeding order) and that securities holders of every nationality, residency and domicile, and irrespective of the market on which such securities were purchased, will be eligible to participate in the distribution of the \$120 million penalty fund on equal and equitable terms. The plan the staff intends to recommend will not reserve any specific portion of the fund for securities holders of any particular country.

Very truly yours,

A handwritten signature in black ink that reads "David L. Peavler".

David L. Peavler
Assistant Director