

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEW JERSEY**

In re:)	
ROYAL DUTCH/SHELL TRANSPORT)	CIVIL ACTION NO. 04-374 (JAP)
SECURITIES LITIGATION)	(Consolidated Cases)
)	Hon. Joel A. Pisano
)	

STIPULATION AND ORDER OF DISMISSAL

WHEREAS, Jeroen van der Veer is a defendant in the above-captioned action (the "Action"); and

WHEREAS, Mr. van der Veer and lead plaintiffs the Pennsylvania State Employees' Retirement System and the Pennsylvania Public School Employees' Retirement System (together, "Lead Plaintiff") have agreed to the terms of a voluntary dismissal of Lead Plaintiff's claims against Mr. van der Veer, without prejudice, which terms and conditions are set forth fully herein;

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED, by Mr. van der Veer and Lead Plaintiff, through their counsel, that:


1. The claims against Mr. van der Veer in the Action are hereby dismissed without prejudice.
2. At any time during the pendency of this Action, Lead Plaintiff may amend its complaint to the extent necessary to re-name Mr. van der Veer as a defendant in the Action and to make claims against and seek relief from Mr. van der Veer. Mr. van der Veer will not object to such an amendment.

3. Should Mr. van der Veer be re-named as a defendant in the Action pursuant to paragraph 2 above, Mr. van der Veer shall be bound by all prior proceedings in the Action as if he had been a party throughout the course of the litigation, and by the then-current substantive and procedural status of the Action. Mr. van der Veer will not assert that his being re-named as a defendant requires any substantive or procedural stages of the case to be repeated, or any future substantive or procedural stages to be delayed.

4. Mr. van der Veer shall continue to be subject to any discovery as if he were still a party to the Action.

Dated: September 19, 2005

**BERNSTEIN LIEBHARD & LIFSHITZ,
LLP**


By: 
Stanley D. Bernstein
10 East 40th Street, 22nd Floor
New York, NY 10016
Tel.: (212) 779-1414

*Lead Counsel for Lead Plaintiff
and the Class*

LYNCH KEEFE BARTELS
John E. Keefe, Jr.
830 Broad Street
Shrewsbury, NJ 07702
Tel.: (732) 224-9400

Liaison Counsel for the Class

**LEBOEUF, LAMB, GREENE &
MACRAE, LLP**

By: 
Ralph C. Ferrara
1875 Connecticut Avenue, Suite 1200
Washington, D.C. 20009
Tel.: (202) 986-8000

**ROBERTSON, FREILICH, BRUNO
& COHEN, LLC**

By: /s/ William W. Robertson
William W. Robertson
The Legal Center
One Riverfront Plaza
Newark, NJ 07102
Tel.: (973) 848-2100

*Attorneys for Defendant Jeroen van der
Veer*

SO ORDERED:

Honorable Joel A. Pisano
United States District Judge