

**SHELL AND BP SCOTLAND LIMITED**  
**DIRECTORS' REPORT AND ACCOUNTS FOR THE YEAR ENDED**  
**31 DECEMBER 2002**  
**No 16676**



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## **SHELL AND BP SCOTLAND LIMITED**

### **REPORT OF THE DIRECTORS**

The Directors present their Report and Accounts for the year ended 31 December 2002.

### **PRINCIPAL ACTIVITY**

The Company has not traded during the year and has received no income and incurred no expenditure. Consequently, during the year the Company has made neither a profit nor a loss.

### **DIRECTORS**

The following persons served as Directors of the Company during the year ended 31 December 2002 and since the year end:-

R M Wiseman  
F W M Starkie

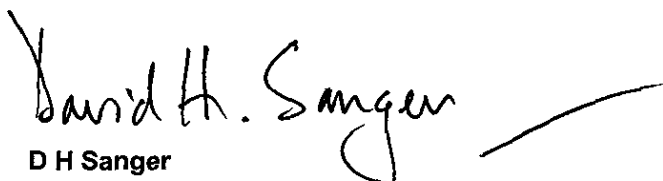
No Director held any shares in the Company or its Holding Company nor has any beneficial interest in the Company's Share Capital.

### **AUDITORS/ELECTIVE REGIME**

At the Annual General Meeting held on 22 August 1989, a Special Resolution was passed, pursuant to Section 250 of the Companies Act 1985, exempting the Company from the obligation to appoint auditors. The Company continued to be dormant pursuant to Section 249AA of the Companies Act 1985 throughout the year under review.

Elective Resolutions approved on 12 September 1996 are in place exempting the Company from the obligations to hold Annual General Meetings and the laying of the Report and Accounts before the members in General Meeting each year.

**By order of the Board**



**D H Sanger**  
**Authorised Signatory**  
**for Shell Corporate Secretary Limited**  
**Company Secretary**  
29 October 2003

**SHELL AND BP SCOTLAND LIMITED**

**BALANCE SHEET AS AT 31 DECEMBER 2002**

	2002 £	2001 £
FIXED ASSETS - Investments		
Loans to holding company	<u>100</u>	<u>100</u>
CAPITAL AND RESERVES		
Called up share capital (Note 2)	<u>100</u>	<u>100</u>


For the year ended 31 December 2002 the Company was entitled to exemption under Section 249AA(1) of the Companies Act 1985.

No members have required the Company to obtain an audit of its accounts for the year in question in accordance with Section 249B(2).

The Directors acknowledge their responsibility for:-

- (a) Ensuring the Company keeps accounting records which comply with Section 221;
- (b) Preparing accounts which give a true and fair view of the state of affairs of the Company as at the end of its financial year, and of its profit and loss for the financial year in accordance with Section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the Company.

The accounts were approved by the Board of Directors on 29 October 2003, and signed on their behalf by:-

  
..... Director  
R M Wiseman

## **SHELL AND BP SCOTLAND LIMITED**

### **NOTES TO THE ACCOUNTS**

1. Profit and Loss Account

The Company has not traded and, consequently, has made neither a profit nor loss. None of the Directors received any emoluments in respect of their services to the Company.

2. Share capital

	<b>2002</b>	<b>2001</b>
Authorised, allotted and fully paid Ordinary £1 shares	100	100

3. Ultimate Parent company

The Company's sole shareholder is Shell-Mex and B.P. Limited.

N.V. Koninklijke Nederlandsche Petroleum Maatschappij (Royal Dutch Petroleum Company), incorporated in the Netherlands, is the ultimate parent company.

The accounts of the Company are incorporated in the financial statements of the Royal Dutch/Shell Group of Companies which form part of the Annual Reports of Royal Dutch Petroleum Company and The "Shell" Transport and Trading Company, p.l.c.

Copies of the financial statements of the Royal Dutch/Shell Group of Companies are available from:

Group Investor Relations  
SLBPA Division  
Royal Dutch/Shell Group  
Shell Centre  
London SE1 7NA