

SC16676

SHELL AND BP SCOTLAND LIMITED

DIRECTORS' REPORT

AND ACCOUNTS

2006

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Registered in ~~England & Wales~~ 16676



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SHELL AND BP SCOTLAND LIMITED

DIRECTORS' REPORT

The Directors submit their annual report and accounts for the year ended 31 December 2006

PRINCIPAL ACTIVITY AND REVIEW OF THE BUSINESS

During the financial year the Company has not traded and is therefore dormant within the meaning of Section 249AA(4) of the Companies Act 1985

The Company has received no income and incurred no expenditure. Consequently, during the year the Company has made neither a profit nor a loss

DIRECTORS

The Directors of the Company, who served throughout the year and to the date of this report (except as noted), were

F W M Starkie

R Fox

R J Henderson appointed 27 March 2007 (Alternate Director to R M Fox)

DIRECTOR'S INTERESTS

Following changes to UK company law by the Companies Act 2006, which changes came in to effect on 6 April 2007, the requirement to maintain a register of Directors' interests and to disclose these interests in the Company's statutory report and accounts has been repealed. Consequently the Company no longer maintains a register of Directors' interests nor makes a disclosure in this regard

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations

The Companies Act 1985 requires the Directors to prepare accounts for each financial year, which give a true and fair view of the state of affairs of the Company and of the profit and loss of the Company for that period. In preparing those accounts, the Directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and estimates that are reasonable and prudent,
- state whether applicable Accounting Standards have been followed, subject to any material departures disclosed and explained in the accounts, and
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the Company will continue in business

The Directors confirm that they have complied with the above requirements in preparing the financial statements

The Directors are responsible for keeping proper accounting records, which disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the accounts comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities

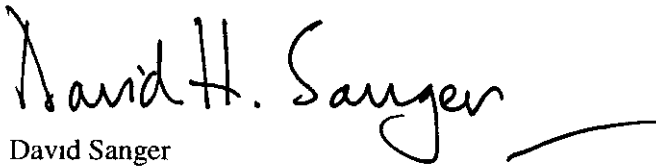
SHELL AND BP SCOTLAND LIMITED

DIRECTORS' REPORT (Continued)

ELECTIVE REGIME

The Company has passed an Elective Resolution in accordance with the Companies Act 1985 to dispense with the holding of annual general meetings and the laying of accounts and reports before the Company in general meetings. However, pursuant to Section 253(2) of the Companies Act 1985, any member of the Company may require the accounts and reports to be laid before a general meeting by depositing a notice to that effect at the registered office of the Company not later than 28 days after the despatch of the accounts and reports to members.

By order of the Board

A handwritten signature in black ink that reads "David H. Sanger". The signature is fluid and cursive, with a long horizontal stroke extending to the right.

David Sanger
Authorised Signatory
For Shell Corporate Secretary Limited
Company Secretary

7th August 2007

SHELL AND BP SCOTLAND LIMITED

BALANCE SHEET

At 31 December 2006

	Note	2006 £	2005 £
FIXED ASSETS			
Investments	3	100	100
CAPITAL AND RESERVES			
Called up share capital	4	100	100

The Notes on pages 4 to 5 form part of these accounts

For the year ended 31 December 2006 the Company was entitled to exemption under Section 249AA(1) of the Companies Act 1985

Members have not required the Company to obtain an audit in accordance with Section 249B(2) of the Companies Act 1985

The Directors acknowledge responsibility for

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

These accounts were approved by the Board of Directors on *7th August* 2007 and signed on their behalf by



R Henderson
Alternate Director

SHELL AND BP SCOTLAND LIMITED

NOTES TO THE ACCOUNTS

For the year ended 31 December 2006

1 Accounting policies

a) Accounting convention and compliance with Accounting Standards

The accounts have been prepared on a going concern basis under the historical cost convention and in accordance with the Companies Act 1985 and applicable Accounting Standards in the UK and the accounting policies as described below

The Company has adopted FRS 20 "Share based payments" in these accounts. The adoption of this standard represents a change in accounting policy. There has been no financial impact of this in the current or prior year.

b) Group accounts

The immediate parent undertaking is Shell Mex and B P Limited.

The ultimate parent company is Royal Dutch Shell, which is incorporated in the UK.

The accounts of the Company are incorporated in the annual report and accounts of Royal Dutch Shell.

Copies of the annual report and accounts of Royal Dutch Shell are available from

Royal Dutch Shell plc
c/o Bankside
Tel +44 (0)1635 232700
email bbs@shellbankside.co.uk

c) Cash flow statement

In accordance with the exemption allowed by paragraph 5 (a) of Financial Reporting Standard 1, a cash flow statement for the Company has not been provided.

d) Related party disclosures

In accordance with the exemption allowed by paragraph 3 (c) of Financial Reporting Standard 8, no disclosure is made of transactions with other member companies of the Shell Group or investees of the Group qualifying as related parties.

SHELL AND BP SCOTLAND LIMITED
NOTES TO THE ACCOUNTS (Continued)
For the year ended 31 December 2006

2 Profit and loss account

During the year the Company has not traded, received no income and incurred no expenditure and made neither a profit nor a loss. Consequently no Profit and Loss Account has been presented. In the year, the Company has no other recognised gains or losses.

As the Company was dormant in the current year and prior year no audit was undertaken and therefore no fees were paid to the auditors in respect of audit or non audit services (2005 £Nil).

No Director received any emoluments in respect of services to the Company during the year (2005 £Nil).

The Company had no employees in the year (2005 Nil).

3 Investments

	2006 £	2005 £
Loan to a Group undertaking	100	100
	<hr/>	<hr/>

4 Called up share capital

	2006 £	2005 £
Authorised 100 (2005 100) ordinary shares of £1 each	100	100
	<hr/>	<hr/>
Allotted, called up and fully paid 100 (2005 100) ordinary shares of £1 each	100	100
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