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SHELL AND BP SCOTLAND LIMITED

DIRECTORS' REPORT

AND ACCOUNTS

2008

CONTENTS

DIRECTORS' REPORT	1
BALANCE SHEET	3
NOTES TO THE ACCOUNTS	4

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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 2008.

The annual report and accounts of the Company have been prepared in accordance with the Companies Act 2006 and those provisions of the Companies Act 1985, which, by virtue of transitional provisions, continue to apply (as amended by the Companies Act 2006) to the Company as the Company's financial year commenced before 6 April 2008.

PRINCIPAL ACTIVITIES AND REVIEW OF THE BUSINESS

The Company has carried on no business activity during the year and accordingly there is no Profit and Loss Account for the year.

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 Directors recommend that no dividend be paid for the year ended 31 December 2008 (2007: £Nil).

FUTURE OUTLOOK

No significant change in the business of the Company has taken place during the year or is expected in the immediately foreseeable future.

DIRECTORS

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

R. Fox

R. J. Henderson

F. W. M. Starkie

Appointed 1 March 2008

Resigned 29 February 2008

SHELL AND BP SCOTLAND LIMITED

DIRECTORS' REPORT (Continued)

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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

The Companies Act 1985 provisions which, as mentioned above, continue to apply to the Company's annual report and accounts for this financial year, require 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 or 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.

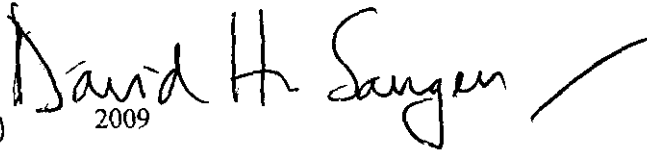
The Directors confirm that they have complied with the above requirements in preparing the financial statements.

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 provisions which, as mentioned above, continue to apply to the Company's annual report and accounts for the financial year. 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.

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 general meetings which will continue to apply where there is a requirement in the Articles of Association to hold an annual general meeting.

By order of the Board

1 May 2009 
D. Sanger
Authorised signatory for
Shell Corporate Secretary Limited
Company Secretary

SHELL AND BP SCOTLAND LIMITED**BALANCE SHEET**

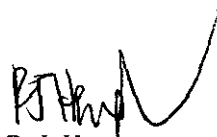
As at 31 December 2008

	Note	2008 £	2007 £
FIXED ASSETS			
Investments	2	100	100
NET ASSETS		100	100
CAPITAL AND RESERVES			
Called up share capital	3	100	100
EQUITY SHAREHOLDER'S FUNDS		100	100

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

- (a) For the year ended 31 December 2008 the Company was entitled to exemption under Section 249AA(1) of the Companies Act 1985.
- (b) Members have not required the Company to obtain an audit in accordance with Section 249B(2) of the Companies Act 1985.
- (c) The Directors acknowledge their responsibility for:
- ensuring the Company keeps accounting records which comply with Section 221; and
 - 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 of its 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.

The accounts were approved by the Board of Directors on 1 May 2009 and were signed on its behalf by:



R. J. Henderson
Director

SHELL AND BP SCOTLAND LIMITED

NOTES TO THE ACCOUNTS

For the year ended 31 December 2008

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.

b) Group accounts

The immediate parent company is Shell-Mex and B.P. Limited.

The ultimate parent company is Royal Dutch Shell plc ("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 Standards ("FRS") 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 FRS 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 2008

2. Investments

	2008 £	2007 £
Loan to a Group undertaking	100	100

3. Called up share capital

	2008 £	2007 £
Authorised 100 (2007: 100) ordinary shares of £1 each	100	100
Allotted, called up and fully paid 100 (2007: 100) ordinary shares of £1 each	100	100

4. 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.

None of the Directors received any emoluments (2007: £Nil) in respect of their services to the Company.

The Company had no employees during 2008 (2007: Nil).