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Registered in England and Wales: 00016676

SHELL AND BP SCOTLAND LIMITED

DIRECTORS' REPORT

AND ACCOUNTS

FOR THE YEAR ENDED 31 DECEMBER 2009

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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 2009.

The annual report and accounts of the Company have been prepared in accordance with the Companies Act 2006.

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 480 of the Companies Act 2006.

The Directors recommend that no dividend be paid for the year ended 31 December 2009 (2008: £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:

F.W.M. Starkie		Resigned 30 September 2009
R.C. Harrington	Appointed 1 October 2009	
R.J. Henderson		

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.

Company law requires the Directors to prepare accounts for each financial year. Under that law the directors have elected to prepare the Company accounts in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the accounts unless they are satisfied that they 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 UK 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 are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and 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 2006. 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

C. Bushay

C. Bushay
Authorised signatory for
Shell Corporate Secretary Limited
Company Secretary
30 September 2010

SHELL AND BP SCOTLAND LIMITED

REGISTERED IN ENGLAND AND WALES: 00016676

BALANCE SHEET

As at 31 December 2009

	Note	2009 £	2008 £
FIXED ASSETS			
Investments	2	100	100
NET ASSETS		100	100
CAPITAL AND RESERVES			
Called up share capital	3	100	100
TOTAL SHAREHOLDER'S FUNDS		100	100

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

The Notes on pages 4 to 6 form part of these accounts.

(a) The Company is exempt from the requirements relating to preparing audited accounts in accordance with Section 480 of the Companies Act 2006.

(b) The members have not required the Company to obtain an audit of its accounts for the year in question in accordance with Section 476 of the Companies Act 2006.

(c) The Directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of accounts.

The accounts were approved by the Board of Directors on 30th September 2010 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 2009

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 2006 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 and controlling party is Royal Dutch Shell plc ("Royal Dutch Shell"), which is incorporated in the UK.

Royal Dutch Shell plc is the parent undertaking of the largest and smallest group of undertakings to consolidate these accounts at 31 December 2009. The consolidated accounts of Royal Dutch Shell plc 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 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.

2. Investments

	2009 £	2008 £
Loan to a Group undertaking	100	100

3. Called up share capital

	2009 £	2008 £
Authorised		
100 (2008: 100) ordinary shares of £1 each	100	100
Allotted and fully paid		
100 (2008: 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 (2008: none) in respect of their services to the Company.

The Company had no employees during 2009 (2008: none).