

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549



13003245

FORM 11-K

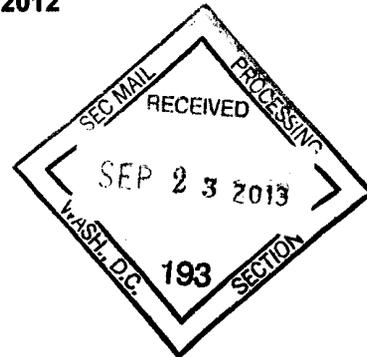


ANNUAL REPORT

**Pursuant to Section 15(d) of the
Securities Exchange Act of 1934**

For the Year Ended December 31, 2012

**SHELL PROVIDENT FUND
P.O. Box 1438
Houston, Texas 77251-1438**



**ROYAL DUTCH SHELL plc
Carel van Bylandtlaan 30
2596 HR The Hague, The Netherlands**

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

ANNUAL REPORT

**Pursuant to Section 15(d) of the
Securities Exchange Act of 1934**

For the Year Ended December 31, 2012

Commission file number 1-32575

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SHELL PROVIDENT FUND

Page

Index to Financial Statements

(a) Financial Statements:

| | |
|--|-------|
| Report of Independent Registered Public Accounting Firm | 4 |
| Statements of Net Assets Available for Benefits December 31, 2012 and 2011 | 5 |
| Statements of Changes in Net Assets Available For Benefits December 31, 2012 and 2011 | 6 |
| Notes to Financial Statements | 7-13 |
| Supplemental Schedule 1- Schedule H, Line 4i - Schedule of Assets (Held at End of Year) December 31, 2012 | 14-23 |

(b) Exhibit:

| | |
|---|----|
| No. 1 - Consent of Independent Registered Public Accounting Firm..... | 24 |
|---|----|

Note: Certain schedules required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA) have been omitted because they are not applicable.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Trustees have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

SHELL PROVIDENT FUND

By: Cathy K. Potter

Cathy K. Potter
Plan Administrator

Date: June 21, 2013



Report of Independent Registered Public Accounting Firm

To the Participants and Plan Administrator of
Shell Provident Fund

In our opinion, the accompanying statements of net assets available for benefits and the related statements of changes in net assets available for benefits present fairly, in all material respects, the net assets available for benefits of Shell Provident Fund (the "Plan") at December 31, 2012 and 2011, and the changes in net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental Schedule of Assets (Held at End of Year) is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

PricewaterhouseCoopers LLP

June 21, 2013

Shell Provident Fund
Statements of Net Assets Available for Benefits
December 31, 2012 and 2011

| | 2012 | 2011 |
|-------------------------------------|-------------------------|------------------------|
| Assets: | | |
| Investments: | | |
| Short-term investments | \$ 1,500,501,970 | \$1,660,752,933 |
| Common stock | 930,081,374 | 1,002,472,692 |
| Common/collective funds | 2,676,238,447 | 2,260,221,898 |
| Registered investment company funds | 3,566,180,084 | 3,265,270,500 |
| Self-directed brokerage accounts | 186,270,710 | 157,117,048 |
| Total investments at fair value | <u>8,859,272,585</u> | <u>8,345,835,071</u> |
| Receivables: | | |
| Interest and other receivables | 24,725,016 | 17,413,700 |
| Notes receivable from participants | 141,873,523 | 139,491,256 |
| Total receivables | <u>166,598,539</u> | <u>156,904,956</u> |
| Total assets | 9,025,871,124 | 8,502,740,027 |
| Liabilities: | | |
| Accounts payable | 4,888,457 | 6,838,714 |
| Total liabilities | <u>4,888,457</u> | <u>6,838,714</u> |
| Net assets available for benefits | <u>\$ 9,020,982,667</u> | <u>\$8,495,901,313</u> |

The accompanying notes are an integral part of these financial statements.

Shell Provident Fund
Statements of Changes in Net Assets Available for Benefits
December 31, 2012 and 2011

| | 2012 | 2011 |
|--|-------------------------|-------------------------|
| Additions: | | |
| Additions to net assets attributed to: | | |
| Investment income | | |
| Dividends and interest | \$ 167,714,823 | \$ 146,762,921 |
| Net appreciation/(depreciation) in fair value of investments | | |
| Common stock | (47,670,728) | 112,481,456 |
| Common/collective funds | 296,605,604 | 53,765,480 |
| Registered investment company funds | 326,656,892 | (212,750,879) |
| Self-directed brokerage accounts | 9,893,459 | (8,838,202) |
| | <u>753,200,050</u> | <u>91,420,776</u> |
| | | |
| Interest income on notes receivables from participants | <u>4,661,673</u> | <u>5,102,273</u> |
| | | |
| Contributions | | |
| Participant | 220,769,645 | 205,530,245 |
| Employer | 173,296,904 | 169,916,179 |
| Rollover/other | 35,220,200 | 16,879,222 |
| | <u>429,286,749</u> | <u>392,325,646</u> |
| | | |
| Total additions | 1,187,148,472 | 488,848,695 |
| | | |
| Deductions: | | |
| Deductions from net assets attributed to: | | |
| Participant distributions and withdrawals | 661,588,919 | 700,125,822 |
| Administrative expenses | 3,920,635 | 3,546,905 |
| | <u>665,509,554</u> | <u>703,672,727</u> |
| Total deductions | | |
| Net increase/(decrease) | 521,638,918 | (214,824,032) |
| | | |
| Transfers from the East Resources Retirement Savings Plan | 3,442,436 | - |
| | | |
| Net assets available for benefits: | | |
| Beginning of year | <u>8,495,901,313</u> | <u>8,710,725,345</u> |
| End of year | <u>\$ 9,020,982,667</u> | <u>\$ 8,495,901,313</u> |

The accompanying notes are an integral part of these financial statements.

Shell Provident Fund

Notes to Financial Statements

December 31, 2012 and 2011

1. Plan Description

General

The Shell Provident Fund (the Plan) is a defined contribution plan subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended, and is described more fully in the Plan Instrument (the Regulations) and Trust Agreement, which govern the Plan.

Eligibility

Employees of Shell Oil Company and certain affiliated companies (Contributing Companies) may elect to contribute up to 50% of their eligible compensation on a pre-tax basis and up to 25% on an after-tax basis to the Plan, subject to federal tax limitations for all contributions. All new employees or rehired employees who do not elect otherwise are automatically enrolled to contribute 3% of their base pay on a pre-tax basis. The Contributing Companies make contributions to each participant's account based on their base and variable pay after completion of the period of service shown in the following table:

| | |
|-------------------------------|--------|
| 1 year accredited service | 2.5 % |
| 6 years of accredited service | 5.0 % |
| 9 years of accredited service | 10.0 % |

Participant accounts are credited with participant and company contributions along with investment returns based on each participant's investment direction. Participants may direct the investment of their account balances into various investment options including short-term investments, a company stock fund, common/collective funds, registered investment company funds (mutual funds), and a self-directed brokerage account. For participants who do not select an investment election, contributions, as well as rollovers to the Plan, loan repayments, and restored forfeitures are credited to a BlackRock LifePath Fund (default fund) based on their date of birth.

Investment managers of the investment options invest funds at their discretion, as governed by the regulations, investment manager agreements and prospectuses. The BrokerageLink account provides participants access to zero coupon, mortgage-backed, corporate, and government bonds, US Treasuries, certificates of deposit, equities, and various mutual funds. Investments in the Plan are valued at the end of each business day.

Vesting and Withdrawals

Participants are immediately vested in all contributions to their accounts plus actual earnings or losses thereon. Participants may withdraw their account balances upon termination of service or may delay distribution until as late as April 1 following the year in which they reach age 70-1/2. Active employees age 59-1/2 or older may elect to withdraw their entire account balances or any portion thereof, without incurring any suspension of company contributions. Active employees may withdraw their own after-tax contributions without any time or limit restriction.

A variable payment option, which provides unlimited monthly, quarterly, semi-annual or annual drawdowns of a participant's account, is available for certain qualified Plan distributions.

Employees may elect to roll over an account from another qualified retirement plan into the Plan if certain requirements are met. An employee may withdraw funds that were rolled into the Plan at any time.

Shell Provident Fund

Notes to Financial Statements

December 31, 2012 and 2011

Notes Receivable from Participants

Participants may borrow from their accounts a minimum of \$500 up to a maximum equal to the lesser of \$50,000, after considering the highest loan balance during the previous twelve months, or 50% of their account balance. The loans are secured by the balance in the participants' accounts and bear interest at a rate established by the Plan Administrator, generally based upon the Prime Rate. Interest rates on loans issued during 2012 and 2011 were 3.25%.

Forfeited Accounts

Forfeited amounts are used to reduce current and future company contributions and to pay Plan expenses. Forfeited non-vested accounts totaled \$10,930 and \$87,987 as of December 31, 2012 and 2011, respectively. Company contributions and Plan expenses were reduced by \$128,010 and \$100,000 from forfeited nonvested accounts for the years ended December 31, 2012 and 2011, respectively.

Administration of Plan Assets

Audit, investment manager, custodian, recordkeeping, and other internal costs directly related to oversight of daily Plan operations are paid by the Plan or by Shell Oil Company (Shell) on the Plan's behalf. When expenses are paid by Shell on the Plan's behalf, Shell is reimbursed by the Plan for such expenses to the extent permitted by law. Unreimbursed expenses incurred by Shell totaled \$133,882 and \$43,104 at December 31, 2012 and 2011, respectively, and are included in accounts payable. Other indirect costs (including Trustee/Plan Administrator salaries and data processing expenses) are absorbed by the Contributing Companies.

The Plan is intended to be an ongoing part of the benefit plans of the Contributing Companies. However, the right is reserved to amend or terminate the Plan. Should the Plan be terminated, participants will receive payment of their account balances.

The Trustees as defined by the Plan are employees of a consolidated subsidiary of Royal Dutch Shell plc, and therefore, qualify as parties-in-interest. In addition, the Plan invests in Royal Dutch Shell plc American Depository Shares, which qualifies as a party-in-interest transaction.

2. Accounting Policies

The financial statements of the Plan are prepared under the accrual method of accounting.

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon terms of the plan document.

Investments of the Plan are presented on the following basis:

Shares of registered investment company funds are valued at the quoted net asset value, which approximates market value, of shares held by the Plan at year-end;

Common/Collective funds are valued based on the net asset value of the trust units held by the Plan at year end;

All other investments are stated at market value based on vendor quoted prices.

Shell Provident Fund
Notes to Financial Statements
December 31, 2012 and 2011

The Plan presents in the statement of changes in net assets the net appreciation (depreciation) in the fair value of its investments, which consists of the realized gains or losses and the unrealized appreciation (depreciation) on those investments.

Brokerage commissions, transfer taxes, and other fees are added to the cost of purchases or deducted from the proceeds of sales. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Participant distributions or withdrawals are recorded when paid.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

3. Investment in the Plan

The following table presents investments representing 5% or more of the total Plan net assets at December 31, 2012 and December 31, 2011:

| <i>(in millions)</i> | | 2012 | | 2011 |
|------------------------------|----|-------------|----|-------------|
| Thrift Fund | \$ | 1,493 | \$ | 1,645 |
| Royal Dutch Shell Stock Fund | | 952 | | 1,025 |
| U.S. Equity Index Fund | | 799 | | 733 |

4. Line of Credit of the Plan

The Thrift Fund and Royal Dutch Shell Stock Fund (RDSF) have an available line of credit to fund redemptions as needed. At December 31, 2012 and December 31, 2011 the Shell Provident Fund had no amounts outstanding under the line of credit.

5. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the participants' account balances and the amounts reported in the statement of net assets available for benefits.

6. Federal Income Tax Exemption

The Internal Revenue Service (IRS) issued a favorable determination letter dated April 7, 2003, stating the Plan is qualified under Section 401(a) and the Trust is exempt from taxation under Section 501(a) of the Internal Revenue Code (the Code). It is anticipated that the IRS will issue a favorable letter for those plan amendments not covered by the latest letter in subject areas upon which they have agreed to rule. It is the opinion of counsel that the amendments falling within the subject areas upon which the IRS has indicated it will not rule do not violate Sections 401(a) and 501(a) of the Code.

Shell Provident Fund
Notes to Financial Statements
December 31, 2012 and 2011

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan administrator has analyzed the tax positions by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for the Plan for any tax years that are open.

7. Reconciliation of the Financials to Schedule H of Form 5500

The following is a reconciliation of the Plan's net assets available for benefits per the financial statements at December 31, 2012 and 2011 to Schedule H of Form 5500:

| | 2012 | 2011 |
|--|-------------------------|-------------------------|
| Net assets per financial statements | \$ 9,020,982,667 | \$ 8,495,901,313 |
| Deemed distributions of participant loans | <u>(4,360,235)</u> | <u>(3,772,746)</u> |
| Net assets available for benefits per Schedule H | <u>\$ 9,016,622,432</u> | <u>\$ 8,492,128,567</u> |

The following is a reconciliation of total expenses paid per the financial statements for the year ending December 31, 2012 to Schedule H of Form 5500:

| | |
|---|-----------------------|
| Total deductions per the financial statements | \$ 665,509,554 |
| Deemed distributions of participant loans | 656,349 |
| Deemed distributions of participant loans – offset during plan year | <u>(68,860)</u> |
| Total expenses paid per Schedule H of Form 5500 | <u>\$ 666,097,043</u> |

Amounts allocated to deemed distributions of participant loans are recorded as notes receivables from participants in the financial statements and recorded as an expense on Schedule H on Form 5500.

8. Fair Value Measurement

ASC 820 establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;

Shell Provident Fund
Notes to Financial Statements
December 31, 2012 and 2011

- Inputs other than quoted prices that are observable for the assets or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement

The following sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2012 and 2011:

| | 2012 | | | Total |
|--|------------------|------------------|---------|------------------|
| | Level 1 | Level 2 | Level 3 | |
| Investments in | | | | |
| Short-term investments | \$ - | \$1,500,501,970 | - | \$1,500,501,970 |
| Common stock | 930,081,374 | - | - | 930,081,374 |
| Common/collective funds | | | | |
| Large cap stock | - | 990,634,612 | - | 990,634,612 |
| Mid cap stock | - | 245,248,687 | - | 245,248,687 |
| Small cap stock | - | 61,232,678 | - | 61,232,678 |
| Fixed income | - | 648,005,719 | - | 648,005,719 |
| Blended fund | - | 442,444,369 | - | 442,444,369 |
| Specialty | - | 5,116,719 | - | 5,116,719 |
| International | - | 283,555,663 | - | 283,555,663 |
| Total common/collective funds | - | 2,676,238,447 | - | 2,676,238,447 |
| Registered investment co. funds | | | | |
| Large cap stock | 969,845,237 | - | - | 969,845,237 |
| Mid cap stock | 386,009,912 | - | - | 386,009,912 |
| Small cap stock | 133,980,796 | - | - | 133,980,796 |
| Fixed income | 651,091,591 | - | - | 651,091,591 |
| Blended fund | 440,463,631 | - | - | 440,463,631 |
| Specialty | 321,065,988 | - | - | 321,065,988 |
| International | 568,492,483 | - | - | 568,492,483 |
| Money market | 95,230,446 | - | - | 95,230,446 |
| Total registered investment co. fund | 3,566,180,084 | - | - | 3,566,180,084 |
| Self-directed brokerage acct | | | | |
| Short-term investments | - | 5,079,546 | - | 5,079,546 |
| Common stock | 89,703,700 | - | - | 89,703,700 |
| Corporate bonds/other fixed income | - | 3,280,459 | - | 3,280,459 |
| Registered investment co. funds | 26,008,637 | - | - | 26,008,637 |
| Money market | 60,697,172 | - | - | 60,697,172 |
| U.S. government securities | - | 1,470,338 | - | 1,470,338 |
| Rights/warrants | 30,858 | - | - | 30,858 |
| Total self-directed brokerage funds | 176,440,367 | 9,830,343 | - | 186,270,710 |
| Total investments at fair value | \$ 4,672,701,825 | \$ 4,186,570,760 | - | \$ 8,859,272,585 |

Shell Provident Fund
Notes to Financial Statements
December 31, 2012 and 2011

| | 2011 | | | Total |
|--|------------------|------------------|---------|------------------|
| | Level 1 | Level 2 | Level 3 | |
| Investments in | | | | |
| Short-term investments | \$ - | \$ 1,660,752,933 | - | \$ 1,660,752,933 |
| Common stock | 1,002,472,692 | - | - | 1,002,472,692 |
| Common/collective funds | | | | |
| Large cap stock | - | 897,427,391 | - | 897,427,391 |
| Mid cap stock | - | 203,939,829 | - | 203,939,829 |
| Small cap stock | - | 55,990,257 | - | 55,990,257 |
| Fixed income | - | 542,282,390 | - | 542,282,390 |
| Blended fund | - | 323,953,737 | - | 323,953,737 |
| Specialty | - | 2,509,468 | - | 2,509,468 |
| International | - | 234,118,826 | - | 234,118,826 |
| Total common/collective funds | - | 2,260,221,898 | - | 2,260,221,898 |
| Registered investment co. funds | | | | |
| Large cap stock | 876,858,455 | - | - | 876,858,455 |
| Mid cap stock | 368,306,940 | - | - | 368,306,940 |
| Small cap stock | 131,038,173 | - | - | 131,038,173 |
| Fixed income | 566,044,191 | - | - | 566,044,191 |
| Blended fund | 431,346,946 | - | - | 431,346,946 |
| Specialty | 292,208,049 | - | - | 292,208,049 |
| International | 503,307,945 | - | - | 503,307,945 |
| Money market | 96,159,801 | - | - | 96,159,801 |
| Total registered investment co. funds | 3,265,270,500 | - | - | 3,265,270,500 |
| Self-directed brokerage acct | | | | |
| Short-term investments | - | 5,312,565 | - | 5,312,565 |
| Common stock | 78,219,557 | - | - | 78,219,557 |
| Corporate bonds/other fixed income | - | 2,437,800 | - | 2,437,800 |
| Registered investment co. funds | 20,658,698 | - | - | 20,658,698 |
| Money market | 47,957,262 | - | - | 47,957,262 |
| U.S. government securities | - | 2,450,214 | - | 2,450,214 |
| Rights/warrants | 80,952 | - | - | 80,952 |
| Total self-directed brokerage funds | 146,916,469 | 10,200,579 | - | 157,117,048 |
| Total investments at fair value | \$ 4,414,659,661 | \$ 3,931,175,410 | - | \$ 8,345,835,071 |

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value.

Common Stocks, Corporate Bonds, U.S. Government Securities, and Rights/Warrants

Valued at the closing price reported on the active market on which the individual securities are traded.

Common/Collective Funds

Valued based on the net asset value of the trust units held by the Plan at year end.

Registered Investment Company Funds (Mutual Funds)

Valued at the quoted net asset value "NAV" of shares held by the Plan at year-end.

Shell Provident Fund
Notes to Financial Statements
December 31, 2012 and 2011

Short-Term Investments

Short-Term investments, including commercial paper having 60 days or less to maturity are recorded at amortized cost, which approximates fair value.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Fair Value Measurements of the Investments in Certain Entities that Calculate Net Asset Value Per Share

| | Fair Value (Millions) | Unfunded Commitments (Millions) | Remaining Life | Redemption Frequency (if Currently Eligible) | Trade to Settlement Terms | Redemption Notice Period |
|--|--------------------------|---------------------------------------|-------------------|---|---------------------------------|--------------------------------|
| Commingled fund investing in Large Cap Stock | \$ 990.63 | \$ - | N/A | Daily, pending market conditions | 1 to 3 days | N/A |
| Commingled fund investing in Mid Cap Stock | 245.25 | - | N/A | Daily, pending market conditions | 1 to 3 days | N/A |
| Commingled fund investing in Small Cap Stock | 61.23 | - | N/A | Daily, pending market conditions | 1 to 3 days | N/A |
| Commingled fund investing in Fixed Income | 648.01 | - | N/A | Daily, pending market conditions | 1 to 3 days | N/A |
| Commingled fund investing in Blended Funds | 442.44 | - | N/A | Daily, pending market conditions | 1 to 3 days | N/A |
| Commingled fund investing in Specialty Funds | 5.12 | - | N/A | Daily, pending market conditions | 1 to 3 days | N/A |
| Commingled fund investing in International Funds | 283.56 | - | N/A | Daily, pending market conditions | 1 to 3 days | N/A |
| | <u>\$ 2,676.24</u> | <u>\$ -</u> | | | | |

9. Subsequent Events

Management has evaluated all subsequent event transactions and events after the Statement of Net Assets Available for Benefits date through the date on which these financial statements were issued and, except as already included in the notes to the financial statements, has determined that no additional items require disclosure.

Supplemental Schedule

Shell Provident Fund

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

EIN 74-6171855

Plan No. 002

December 31, 2012

| (a) | (b) | (c) | | | (d) | (e) |
|--|---------------|---------------------------|---------------|------|---------------|-----|
| | | Description of Investment | | | | |
| Identity of Issuer, Borrower, Lessor, or Similar Party | Par Value | Rate Percentage | Maturity Date | Cost | Current Value | |
| Short-Term Investments | | | | | | |
| BANK OF NOVA Y\$CD 3ML 09/17/13 | 3,000,000.00 | YCD | 09/17/2013 | ** | 3,000,006 | |
| BANK OF TOK-NY Y\$CD .27% 3/07/ | 9,000,000.00 | 0.27% | 03/07/2013 | ** | 9,000,329 | |
| BANK OF TOK-NY Y\$CD .27% 3/14/ | 20,000,000.00 | 0.27% | 03/14/2013 | ** | 20,000,808 | |
| BANK OF TOK-NY Y\$CD .42% 3/21/ | 5,000,000.00 | 0.42% | 03/21/2013 | ** | 5,001,885 | |
| BANK OF TOK-NY Y\$CD .42% 3/26/ | 7,000,000.00 | 0.42% | 03/26/2013 | ** | 7,002,804 | |
| BANK OF TOK-NY Y\$CD .48% 3/05/ | 10,000,000.00 | 0.48% | 03/05/2013 | ** | 10,004,080 | |
| BANK OF TOK-NY Y\$CD .5% 2/11/1 | 13,000,000.00 | 0.50% | 02/11/2013 | ** | 13,004,694 | |
| BARCLAYS BK CCPY\$CP .35% 1/04/ | 2,000,000.00 | 0.35% | 01/04/2013 | ** | 1,999,964 | |
| BARCLAYSUS Y\$CP .25% 2/01/13 | 15,000,000.00 | 0.25% | 02/01/2013 | ** | 14,997,680 | |
| BB&T-NC CD .32% 4/30/13 | 6,000,000.00 | 0.32% | 04/30/2013 | ** | 6,003,797 | |
| BB&T-NC CD .32% 5/01/13 | 3,000,000.00 | 0.32% | 05/01/2013 | ** | 3,001,410 | |
| BB&T-NC CD .36% 3/28/13 | 3,000,000.00 | 0.36% | 03/28/2013 | ** | 3,001,811 | |
| BK NOVA CTFY\$CD 1ML+8 6/7/13 | 5,000,000.00 | YCD | 06/07/2013 | ** | 5,001,525 | |
| BK NOVA HOUSTON Y\$CD .24% 04/1 | 12,000,000.00 | 0.24% | 04/11/2013 | ** | 11,999,663 | |
| BK NOVA HOUSTON YCD .24% 04/11 | 4,000,000.00 | 0.24% | 04/11/2013 | ** | 3,999,888 | |
| BK OF MONT CHI Y\$CD .3% 3/01/1 | 1,000,000.00 | 0.30% | 03/01/2013 | ** | 1,000,116 | |
| BK OF MONT CHI Y\$CD .4% 4/12/1 | 7,000,000.00 | 0.40% | 04/12/2013 | ** | 7,003,162 | |
| BK OF MONT CHI Y\$CD .51% 7/16/ | 25,000,000.00 | 0.51% | 07/16/2013 | ** | 25,028,585 | |
| BMONT CHI Y\$CD 3ML+9/S 9/6/13 | 10,000,000.00 | YCD | 09/06/2013 | ** | 10,005,290 | |
| BNP PARBS F YCP .31% 3/28/13 | 60,000,000.00 | 0.31% | 03/28/2013 | ** | 59,957,658 | |
| CIBC NY BRN YCD 1ML+8 6/05/13 | 5,000,000.00 | YCD | 06/05/2013 | ** | 4,999,365 | |
| CIBC NY Y\$CD 1ML+8 6/3/13 | 5,000,000.00 | YCD | 06/03/2013 | ** | 4,997,250 | |
| CIBC NY Y\$CD 3ML+5/9 09/17/13 | 15,000,000.00 | YCD | 09/17/2013 | ** | 15,006,405 | |
| CIESCO CP .33% 2/22/13 | 2,000,000.00 | 0.33% | 02/22/2013 | ** | 1,999,189 | |
| CIESCO CP .35% 1/08/13 | 1,000,000.00 | 0.35% | 01/08/2013 | ** | 999,951 | |
| CINCI OH CHLDRNS MED L=JP VR7 | 7,940,000.00 | VRDN | 05/15/2037 | ** | 7,940,000 | |
| COMAUS Y\$CP .23% 2/25/13 | 3,000,000.00 | 0.23% | 02/25/2013 | ** | 2,999,171 | |
| COMAUS Y\$CP .23% 2/28/13 | 2,000,000.00 | 0.23% | 02/28/2013 | ** | 1,999,411 | |
| COMAUS YECD .24% 1/24/13 | 3,000,000.00 | 0.24% | 01/24/2013 | ** | 3,000,160 | |
| COMMONWEALTH BNK 1ML+4 6/21/13 | 1,000,000.00 | VCP | 06/21/2013 | ** | 999,907 | |
| COMMONWEALTH BNK 1ML+5 5/29/13 | 2,000,000.00 | VCP | 05/29/2013 | ** | 1,999,988 | |
| COMMONWTH BK CP 1ML+2 5/7/13 | 11,000,000.00 | VCP | 05/07/2013 | ** | 10,998,856 | |
| COMMWLTH BK CP 1ML+5 5/28/13 | 7,000,000.00 | VCP | 05/28/2013 | ** | 6,999,958 | |
| CS NY BR Y\$CD .27% 2/19/13 | 10,000,000.00 | 0.27% | 02/19/2013 | ** | 10,001,248 | |
| CS NY BR Y\$CD .32% 2/04/13 | 4,000,000.00 | 0.32% | 02/04/2013 | ** | 4,000,544 | |
| DC WASH DRAMA SOC 08 L=JP VR7 | 25,515,000.00 | VRDN | 07/01/2047 | ** | 25,515,000 | |
| DENVER PUB11A1 L=JP V7 *TAXBL* | 11,600,000.00 | VRDN | 12/15/2037 | ** | 11,600,000 | |
| DENVER PUB11A3 L=WF V7 *TAXBL* | 25,000,000.00 | VRDN | 12/15/2037 | ** | 25,000,000 | |
| DNB BANK ASA Y\$CP .25% 1/31/13 | 5,000,000.00 | 0.25% | 01/31/2013 | ** | 4,999,354 | |
| DNB BANK ASA Y\$CP .25% 2/01/13 | 5,000,000.00 | 0.25% | 02/01/2013 | ** | 4,999,334 | |
| DNB BANK ASA Y\$CP .255% 3/06/1 | 2,000,000.00 | 0.26% | 03/06/2013 | ** | 1,999,343 | |
| DNB BANK ASA Y\$CP .26% 2/07/13 | 1,000,000.00 | 0.26% | 02/07/2013 | ** | 999,842 | |
| DNB BANK ASA Y\$CP .26% 3/25/13 | 6,000,000.00 | 0.26% | 03/25/2013 | ** | 5,996,836 | |
| DNB BANK ASA Y\$CP .3% 1/07/13 | 3,000,000.00 | 0.30% | 01/07/2013 | ** | 2,999,912 | |
| DNB BANK ASA YECD .3% 1/22/13 | 5,000,000.00 | 0.30% | 01/22/2013 | ** | 5,000,489 | |
| DNB BANK NY Y\$CD .25% 2/12/13 | 2,000,000.00 | 0.25% | 02/12/2013 | ** | 2,000,191 | |
| DNB BANK NY Y\$CD .25% 2/12/13 | 1,000,000.00 | 0.25% | 02/12/2013 | ** | 1,000,095 | |
| DNB BANK NY Y\$CD .3% 1/14/13 | 3,000,000.00 | 0.30% | 01/14/2013 | ** | 3,000,187 | |
| GOTHAM FUNDING Y\$CP .25% 1/17/ | 2,000,000.00 | 0.25% | 01/17/2013 | ** | 1,999,821 | |
| GOTHAM FUNDING Y\$CP .25% 2/06/ | 7,000,000.00 | 0.25% | 02/06/2013 | ** | 6,998,525 | |
| GOTHAM FUNDING Y\$CP .25% 2/06/ | 6,000,000.00 | 0.25% | 02/06/2013 | ** | 5,998,736 | |
| GOTHAM FUNDING Y\$CP .25% 2/28/ | 15,000,000.00 | 0.25% | 02/28/2013 | ** | 14,994,617 | |
| GOTHAM FUNDING YCP .2% 1/02/13 | 9,790,000.00 | 0.20% | 01/02/2013 | ** | 9,789,883 | |
| GOVCO INC CP .25% 1/03/13 | 1,000,000.00 | 0.25% | 01/03/2013 | ** | 999,978 | |
| GOVCO INC CP .3% 2/05/13 | 1,000,000.00 | 0.30% | 02/05/2013 | ** | 999,726 | |
| GOVCO INC CP .33% 02/11/13 | 2,000,000.00 | 0.33% | 02/11/2013 | ** | 1,999,351 | |
| GOVCO INC CP .33% 02/15/13 | 1,000,000.00 | 0.33% | 02/15/2013 | ** | 999,641 | |
| GOVCO INC CP .33% 2/20/13 | 1,000,000.00 | 0.33% | 02/20/2013 | ** | 999,598 | |

Shell Provident Fund
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
EIN 74-6171855
Plan No. 002
December 31, 2012

| (a) Identity of Issuer, Borrower, Lessor, or Similar Party | (c) Description of Investment | | | (d) Cost | (e) Current Value |
|--|----------------------------------|--------------------|------------------|-------------|-------------------------|
| | Par Value | Rate Percentage | Maturity Date | | |
| GOVCO INC CP .33% 2/25/13 | 1,000,000.00 | 0.33% | 02/25/2013 | ** | 999,554 |
| GOVCO INC CP .33% 3/01/13 | 3,000,000.00 | 0.33% | 03/01/2013 | ** | 2,998,550 |
| GOVCO INC CP .33% 3/04/13 | 1,000,000.00 | 0.33% | 03/04/2013 | ** | 999,489 |
| GOVCO INC CP .33% 3/05/13 | 1,000,000.00 | 0.33% | 03/05/2013 | ** | 999,479 |
| GOVCO INC CP .34% 1/04/13 | 26,000,000.00 | 0.34% | 01/04/2013 | ** | 25,999,249 |
| GOVCO INC CP .35% 1/08/13 | 1,000,000.00 | 0.35% | 01/08/2013 | ** | 999,942 |
| GOVCO INC CP .35% 1/11/13 | 4,700,000.00 | 0.35% | 01/11/2013 | ** | 4,699,627 |
| GOVCO INC CP .35% 1/11/13 | 7,000,000.00 | 0.35% | 01/11/2013 | ** | 6,999,444 |
| GOVCO INC CP .35% 2/01/13 | 1,000,000.00 | 0.35% | 02/01/2013 | ** | 999,759 |
| GOVCO INC CP .35% 2/01/13 | 2,000,000.00 | 0.35% | 02/01/2013 | ** | 1,999,518 |
| GREENSBORO NC 05-B Q=BA VR7 | 3,645,000.00 | VRDN | 06/01/2030 | ** | 3,645,000 |
| HSBC BK PLC LONYECD .3% 4/12/13 | 3,000,000.00 | 0.30% | 04/12/2013 | ** | 3,000,253 |
| IL FIN (EDWARDHP)09A L=BA VR7 | 9,395,000.00 | VRDN | 02/01/2034 | ** | 9,395,000 |
| IL HFA HERMAN FINCH L=JP VR7 | 16,045,000.00 | VRDN | 11/01/2032 | ** | 16,045,000 |
| IN HLTH SSTRS FRN08E L=BA VR7 | 11,150,000.00 | VRDN | 09/01/2048 | ** | 11,150,000 |
| JPMC CO VCP 1ML+12 3/13/13 | 18,000,000.00 | VCP | 03/13/2013 | ** | 18,001,746 |
| JPMC CO VCP 1ML+7 5/28/13 | 48,000,000.00 | VCP | 05/28/2013 | ** | 47,988,432 |
| KY STUD LN 08A-2 L=BA/SS VR7@ | 14,700,000.00 | VRDN | 06/01/2038 | ** | 14,700,000 |
| LIMA OH MEM HOSP L=JP VR7 | 4,635,000.00 | VRDN | 06/01/2033 | ** | 4,635,000 |
| LP PINWOOD SPV TAXBLE L=WF V7 | 3,000,000.00 | VRDN | 02/01/2018 | ** | 3,000,000 |
| MANHATT ASST FD CP .23% 1/03/13 | 1,600,000.00 | 0.23% | 01/03/2013 | ** | 1,599,968 |
| METLIFE 3ML+17 10/21/13 | 2,000,000.00 | FRN | 10/21/2013 | ** | 1,999,522 |
| MI ST BLDG AUTH 071 L=JP V7 | 3,100,000.00 | VRDN | 10/15/2042 | ** | 3,100,000 |
| MIZUHO CORP NY Y\$CD .42% 3/19/13 | 40,000,000.00 | 0.42% | 03/19/2013 | ** | 40,011,228 |
| MIZUHO CORPORATY\$CD .3% 2/05/13 | 30,000,000.00 | 0.30% | 02/05/2013 | ** | 30,002,094 |
| MIZUHO CORPORATY\$CD .49% 2/11/13 | 2,000,000.00 | 0.49% | 02/11/2013 | ** | 2,000,605 |
| MIZUHO CORPORATY\$CD .35% 1/09/13 | 1,000,000.00 | 0.35% | 01/09/2013 | ** | 1,000,043 |
| MIZUHO CORPORATY\$CD .35% 1/09/13 | 1,000,000.00 | 0.35% | 01/09/2013 | ** | 1,000,038 |
| MUFJ TR NY Y\$CD .4% 5/02/13 | 10,000,000.00 | 0.40% | 05/02/2013 | ** | 10,003,379 |
| NATAUST YECD .27% 4/12/13 | 13,000,000.00 | 0.27% | 04/12/2013 | ** | 13,001,836 |
| NATAUST YECD LON 1ML+5 4/15/13 | 6,000,000.00 | YECD | 04/15/2013 | ** | 6,000,510 |
| NATAUST YECD LON 1ML+5 4/19/13 | 6,000,000.00 | YECD | 04/19/2013 | ** | 6,000,534 |
| NATAUST YECD LON 1ML+5 4/29/13 | 24,000,000.00 | YECD | 04/29/2013 | ** | 24,002,328 |
| NATAUST YECD LON 1ML+5 5/9/13 | 8,000,000.00 | YECD | 05/09/2013 | ** | 7,999,992 |
| NATIONAL BK CA 1ML+13 6/18/13 | 15,000,000.00 | YCD | 06/18/2013 | ** | 14,992,365 |
| NATL BK CDAY\$CD 3ML+10 2/4/13 | 5,000,000.00 | YCD | 02/04/2013 | ** | 5,000,925 |
| NATNWDE(UGTD Y\$CP .3% 3/04/13 | 1,000,000.00 | 0.30% | 03/04/2013 | ** | 999,557 |
| NATNWDE(UGTD Y\$CP .3% 3/07/13 | 2,000,000.00 | 0.30% | 03/07/2013 | ** | 1,999,061 |
| NORDEA BK FINLA Y\$CD .28% 05/13 | 50,000,000.00 | 0.28% | 05/14/2013 | ** | 49,999,995 |
| NORDEA BK FINLAY\$CD .27% 2/20/13 | 8,000,000.00 | 0.27% | 02/20/2013 | ** | 8,001,246 |
| NORDEA Y\$CP .25% 2/13/13 | 5,000,000.00 | 0.25% | 02/13/2013 | ** | 4,999,027 |
| NORTHERN PINES CP .34% 3/04/13 | 3,000,000.00 | 0.34% | 03/04/2013 | ** | 2,998,667 |
| PB FINANCE(DEL) CP .3% 1/14/13 | 4,666,000.00 | 0.30% | 01/14/2013 | ** | 4,665,675 |
| PNCNA CP .39% 2/15/13 | 3,000,000.00 | 0.39% | 02/15/2013 | ** | 2,999,462 |
| RBS CT BRH Y\$CD .24% 01/03/13 | 35,670,000.00 | 0.24% | 01/03/2013 | ** | 35,670,118 |
| RI HLTH&EDL RISD 08A L=JP VR7 | 32,100,000.00 | VRDN | 08/15/2034 | ** | 32,100,000 |
| ROYAL BK CANADA 3ML+5 09/06/13 | 15,000,000.00 | MED | 09/06/2013 | ** | 14,998,695 |
| ROYAL BK CDA 3ML+30 09/13 144A | 1,000,000.00 | FRN | 09/13/2013 | ** | 999,899 |
| ROYAL BK CDA EXT 1ML+40 09/13 | 13,000,000.00 | FRN | 09/13/2013 | ** | 12,998,167 |
| ROYALBK Y\$CD 3ML+32 9/1/2013 | 13,000,000.00 | YCD | 09/01/2013 | ** | 13,009,022 |
| ROYL BK CDA 3ML+5 9/01/13 144A | 19,000,000.00 | FRN | 09/01/2013 | ** | 19,004,579 |
| SE BANKEN Y\$CP .26% 2/01/13 | 2,000,000.00 | 0.26% | 02/01/2013 | ** | 1,999,795 |
| SE BANKEN Y\$CP .26% 2/05/13 | 5,000,000.00 | 0.26% | 02/05/2013 | ** | 4,999,370 |
| SE BANKEN Y\$CP .28% 3/06/13 | 3,000,000.00 | 0.28% | 03/06/2013 | ** | 2,999,059 |
| SEB NY BR Y\$CD .26% 1/22/13 | 3,000,000.00 | 0.26% | 01/22/2013 | ** | 3,000,275 |
| SEB NY BR Y\$CD .26% 2/06/13 | 8,000,000.00 | 0.26% | 02/06/2013 | ** | 8,000,822 |
| SOCGENNA YCP .35% 2/01/13 | 24,000,000.00 | 0.35% | 02/01/2013 | ** | 23,994,766 |
| STATE CD .23% 3/07/13 | 3,000,000.00 | 0.23% | 03/07/2013 | ** | 3,000,165 |
| STATE CD .23% 3/14/13 | 5,000,000.00 | 0.23% | 03/14/2013 | ** | 5,000,304 |

Shell Provident Fund
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
EIN 74-6171855
Plan No. 002
December 31, 2012

| (a) | (b) | (c) | | | (d) | (e) |
|--|---------------|---------------------------|---------------|------|---------------|-----|
| | | Description of Investment | | | | |
| Identity of Issuer, Borrower, Lessor, or Similar Party | Par Value | Rate Percentage | Maturity Date | Cost | Current Value | |
| STATE CD .28% 6/07/13 | 6,000,000.00 | 0.28% | 06/07/2013 | ** | 5,996,581 | |
| SUMI TR NY Y\$CD .3% 1/09/13 | 5,000,000.00 | 0.30% | 01/09/2013 | ** | 5,000,138 | |
| SUMI TR NY Y\$CD .3% 1/31/13 | 5,000,000.00 | 0.30% | 01/31/2013 | ** | 5,000,473 | |
| SUMI TR NY Y\$CD .3% 2/05/13 | 8,000,000.00 | 0.30% | 02/05/2013 | ** | 8,000,719 | |
| SUMI TR NY Y\$CD .3% 2/11/13 | 5,000,000.00 | 0.30% | 02/11/2013 | ** | 5,000,525 | |
| SUMI TR NY Y\$CD .3% 2/15/13 | 5,000,000.00 | 0.30% | 02/15/2013 | ** | 5,000,575 | |
| SUMITOM NY YCD 1ML+13.5 5/8/13 | 10,000,000.00 | YCD | 05/08/2013 | ** | 9,999,130 | |
| SUMITOMO NY BRHY\$CD .38% 4/09/ | 7,000,000.00 | 0.38% | 04/09/2013 | ** | 7,001,919 | |
| SUMITOMO NY BRHY\$CD .4% 2/13/1 | 22,000,000.00 | 0.40% | 02/13/2013 | ** | 22,005,100 | |
| SUMITOMO NY BRHY\$CD .4% 3/26/1 | 4,000,000.00 | 0.40% | 03/26/2013 | ** | 4,001,224 | |
| SUMITOMO NY BRHY\$CD .41% 3/20/ | 5,000,000.00 | 0.41% | 03/20/2013 | ** | 5,001,532 | |
| SUMITOMO NY BRHY\$CD .41% 3/21/ | 6,000,000.00 | 0.41% | 03/21/2013 | ** | 6,001,861 | |
| SUMITOMO NY BRHY\$CD .42% 3/12/ | 1,000,000.00 | 0.42% | 03/12/2013 | ** | 1,000,295 | |
| SUMITOMO NY BRHY\$CD .42% 3/19/ | 11,000,000.00 | 0.42% | 03/19/2013 | ** | 11,003,565 | |
| SUMITOMO NY BRHY\$CD .45% 2/22/ | 4,981,000.00 | 0.45% | 02/22/2013 | ** | 4,982,757 | |
| SUMITRUST NY BRV\$CD .3% 2/26/1 | 5,000,000.00 | 0.30% | 02/26/2013 | ** | 5,000,712 | |
| SVENHAND Y\$CP .25% 1/22/13 | 3,000,000.00 | 0.25% | 01/22/2013 | ** | 2,999,699 | |
| SVENHAND Y\$CP .275% 4/08/13 | 6,000,000.00 | 0.28% | 04/08/2013 | ** | 5,996,200 | |
| SVENHAND YCP .28% 5/20/13 | 6,000,000.00 | 0.28% | 05/20/2013 | ** | 5,994,236 | |
| SVENSKA HANDELSY\$CD .255% 1/18 | 3,000,000.00 | 0.26% | 01/18/2013 | ** | 3,000,082 | |
| SVENSKA HANDELSY\$CD .255% 1/24 | 6,000,000.00 | 0.26% | 01/24/2013 | ** | 6,000,220 | |
| SVENSKA HANDELSY\$CD .255% 2/12 | 9,000,000.00 | 0.26% | 02/12/2013 | ** | 9,000,590 | |
| SWEDBANK AB YCP .28% 3/28/13 | 12,000,000.00 | 0.28% | 03/28/2013 | ** | 11,993,330 | |
| TOR DOM Y\$CD .24% 04/18/13 | 3,000,000.00 | 0.24% | 04/18/2013 | ** | 3,000,180 | |
| TOR DOM Y\$CD .3% 2/14/13 | 5,000,000.00 | 0.30% | 02/14/2013 | ** | 5,000,749 | |
| TOR DOM Y\$CD .3% 3/27/13 | 1,000,000.00 | 0.30% | 03/27/2013 | ** | 1,000,286 | |
| TOR DOM Y\$CD .3% 3/28/13 | 3,000,000.00 | 0.30% | 03/28/2013 | ** | 3,000,868 | |
| TOR DOM Y\$CD .3% 3/28/13 | 1,000,000.00 | 0.30% | 03/28/2013 | ** | 1,000,289 | |
| TOR DOM Y\$CD .305% 07/19/13 | 3,000,000.00 | 0.31% | 07/19/2013 | ** | 3,000,915 | |
| TOYOTACR CP .31% 3/01/13 | 2,000,000.00 | 0.31% | 03/01/2013 | ** | 1,999,567 | |
| TOYOTACR CP .32% 3/08/13 | 2,000,000.00 | 0.32% | 03/08/2013 | ** | 1,999,471 | |
| UBS AG STAM 1ML+10.5 5/07/13 | 7,000,000.00 | YCD | 05/07/2013 | ** | 7,000,357 | |
| UBSFNC Y\$CP .3% 1/31/13 | 7,000,000.00 | 0.30% | 01/31/2013 | ** | 999,930 | |
| UBSFNC Y\$CP .31% 1/14/13 | 7,000,000.00 | 0.31% | 01/14/2013 | ** | 999,981 | |
| UBSFNC Y\$CP .31% 1/14/13 | 7,000,000.00 | 0.31% | 01/14/2013 | ** | 999,981 | |
| UBSFNC Y\$CP .31% 1/23/13 | 7,000,000.00 | 0.31% | 01/23/2013 | ** | 999,959 | |
| UBSFNC Y\$CP .31% 1/28/13 | 7,000,000.00 | 0.31% | 01/28/2013 | ** | 1,999,882 | |
| UBSFNC Y\$CP .39% 4/25/13 | 7,000,000.00 | 0.39% | 04/25/2013 | ** | 7,994,463 | |
| UBSFNC Y\$CP .45% 4/12/13 | 7,000,000.00 | 0.45% | 04/12/2013 | ** | 7,995,286 | |
| USTBILL 0% 3/28/13 | 7,000,000.00 | 0.00% | 03/28/2013 | ** | 24,997,200 | |
| USTBILL 0% 4/18/13 | 7,000,000.00 | 0.00% | 04/18/2013 | ** | 9,997,870 | |
| USTBILL 0% 5/16/13 | 7,000,000.00 | 0.00% | 05/16/2013 | ** | 4,998,185 | |
| USTBILL 0% 6/06/13 | 7,000,000.00 | 0.00% | 06/06/2013 | ** | 51,157,303 | |
| USTBILL 0% 6/13/13 | 7,000,000.00 | 0.00% | 06/13/2013 | ** | 10,994,676 | |
| USTBILL 0% 6/27/13 | 7,000,000.00 | 0.00% | 06/27/2013 | ** | 49,971,900 | |
| USTN .125% 8/31/13 | 7,000,000.00 | 0.13% | 08/31/2013 | ** | 4,998,830 | |
| USTN 1.375% 2/15/13 | 7,000,000.00 | 1.38% | 02/15/2013 | ** | 27,196,357 | |
| WESTAC BNK VCP 1ML+5 6/21/13 | 7,000,000.00 | VCP | 06/21/2013 | ** | 2,999,721 | |
| WESTPAC BK CP 1ML+5 5/29/13 | 7,000,000.00 | VCP | 05/29/2013 | ** | 2,999,859 | |
| WESTPAC BK CP 1ML+5 6/3/13 | 7,000,000.00 | VCP | 06/03/2013 | ** | 2,999,751 | |
| WESTPAC BK VCP 1ML+5 6/17/13 | 7,000,000.00 | VCP | 06/17/2013 | ** | 4,999,545 | |
| WESTPAC BK VCP 1ML+5 6/19/13 | 7,000,000.00 | VCP | 06/19/2013 | ** | 2,999,724 | |
| WESTPAC BK VCP 1ML+5 6/26/13 | 7,000,000.00 | VCP | 06/26/2013 | ** | 2,999,712 | |
| WESTPAC BK VCP 1ML+5 7/1/13 | 7,000,000.00 | VCP | 07/01/2013 | ** | 2,999,409 | |
| WESTPAC VCP 1ML+5 6/10/13 | 7,000,000.00 | VCP | 06/10/2013 | ** | 999,913 | |
| FIDELITY INSTITUTIONAL CASH PORT | | | N/A | ** | 42,963,246 | |
| Common/collective funds | | | | | | |
| 1-3 YEAR GOVERNMENT BOND INDEX FUND | | Comm Funds | | ** | 33,268,668 | |

Shell Provident Fund
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
EIN 74-6171855
Plan No. 002
December 31, 2012

| (a) | (b) Identity of Issuer, Borrower, Lessor, or Similar Party | (c) Description of Investment | | | (d) Cost | (e) Current Value |
|-----|--|----------------------------------|--------------------|------------------|-------------|-------------------------|
| | | Par Value | Rate Percentage | Maturity Date | | |
| | 20+ TREASURY BOND INDEX FUND | | Comm Funds | | ** | 96,596,425 |
| | BACKROCK EAFE EQUITY INDEX FUND | | Comm Funds | | ** | 283,555,663 |
| | DEVELOPED REAL ESTATE INDX FUND F | | Comm Funds | | ** | 5,116,719 |
| | EMERGING MARKETS INDEX NON LENDABLE FUND | | Comm Funds | | ** | 29,871,978 |
| * | EQUITIES FUND | | Comm Funds | | ** | 799,255,714 |
| | GOVERNMENT/CREDIT BOND INDEX FUND | | Comm Funds | | ** | 51,258,651 |
| | INTERMEDIATE GOVERNMENT BOND | | Comm Funds | | ** | 43,125,671 |
| | LIFEPATH 2015 | | Comm Funds | | ** | 6,661,017 |
| | LIFEPATH 2020 | | Comm Funds | | ** | 125,987,511 |
| | LIFEPATH 2025 | | Comm Funds | | ** | 3,976,569 |
| | LIFEPATH 2030 | | Comm Funds | | ** | 89,394,613 |
| | LIFEPATH 2035 | | Comm Funds | | ** | 2,349,326 |
| | LIFEPATH 2040 | | Comm Funds | | ** | 65,633,874 |
| | LIFEPATH 2045 | | Comm Funds | | ** | 1,491,054 |
| | LIFEPATH 2050 | | Comm Funds | | ** | 19,818,424 |
| | LIFEPATH 2055 | | Comm Funds | | ** | 448,145 |
| | LIFEPATH RETIREMENT | | Comm Funds | | ** | 96,811,858 |
| | MID CAP EQUITY INDEX FUND | | Comm Funds | | ** | 245,248,667 |
| | RUSSELL 1000 GROWTH INDEX FUND | | Comm Funds | | ** | 17,059,391 |
| | RUSSELL 1000 INDEX FUND | | Comm Funds | | ** | 46,686,420 |
| | RUSSELL 1000 VALUE INDEX FUND | | Comm Funds | | ** | 22,845,122 |
| | RUSSELL 2000 GROWTH INDEX FUND | | Comm Funds | | ** | 12,733,522 |
| | RUSSELL 2000 INDEX FUND | | Comm Funds | | ** | 29,588,750 |
| | RUSSELL 2000 VALUE INDEX FUND | | Comm Funds | | ** | 18,910,406 |
| | U.S. DEBT INDEX FUND | | Comm Funds | | ** | 342,282,668 |
| | U.S. TIPS FUND | | Comm Funds | | ** | 81,473,636 |
| | US EQUITY MARKET FUND | | Comm Funds | | ** | 104,787,964 |
| | Common Stock | | | | | |
| * | ROYAL DUTCH SHELL STOCK FUND | | Common Stock | | ** | 930,081,374 |
| | Registered Investment Company Shares | | | | | |
| | ABDN GLBL FX INC IS | | Mutual Funds | | ** | 1,276,156 |
| | ABF BALANCED INST | | Mutual Funds | | ** | 854,890 |
| | ABF INTL EQUITY INST | | Mutual Funds | | ** | 1,497,346 |
| | ABF LG CAP VAL INST | | Mutual Funds | | ** | 17,116,811 |
| | ABF SH-TERM BD INST | | Mutual Funds | | ** | 1,138,078 |
| | ALGER CAP APPREC I-2 | | Mutual Funds | | ** | 16,549,207 |
| | ALGER MIDCP GRTH I-2 | | Mutual Funds | | ** | 4,278,377 |
| | ALGER SMCP GRTH I-2 | | Mutual Funds | | ** | 2,135,369 |
| | ALL/B DISC VAL I | | Mutual Funds | | ** | 1,273,739 |
| | ALZGI NFJ SMCPVL IS | | Mutual Funds | | ** | 28,431,969 |
| | AM CENT LG CO VAL IS | | Mutual Funds | | ** | 3,424,686 |
| | AM CENT SM COMP INST | | Mutual Funds | | ** | 537,279 |
| | AM CENT VISTA INST | | Mutual Funds | | ** | 787,380 |
| | AM CENTURY ULTRA IS | | Mutual Funds | | ** | 660,260 |
| | ARIEL APPRECIATION | | Mutual Funds | | ** | 4,100,138 |
| | ARIEL FUND | | Mutual Funds | | ** | 3,944,780 |
| | ARTISAN INTL INST | | Mutual Funds | | ** | 20,991,158 |
| | ARTISAN MD CP VAL IS | | Mutual Funds | | ** | 12,139,960 |
| | ARTISAN MID CAP INST | | Mutual Funds | | ** | 18,832,878 |
| | BARON ASSET INST | | Mutual Funds | | ** | 2,522,536 |
| | BARON GROWTH INST | | Mutual Funds | | ** | 16,833,973 |
| | BARON SMALL CAP INST | | Mutual Funds | | ** | 2,130,752 |
| | CALVERT BALANCED A | | Mutual Funds | | ** | 137,480 |
| | CALVERT BOND I | | Mutual Funds | | ** | 2,695,049 |
| | CALVERT CAP ACC I | | Mutual Funds | | ** | 209,977 |
| | CALVERT EQUITY I | | Mutual Funds | | ** | 214,958 |

Shell Provident Fund

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

EIN 74-6171855

Plan No. 002

December 31, 2012

| (a) | (b) Identity of Issuer, Borrower, Lessor, or Similar Party | (c) Description of Investment | | | (d) Cost | (e) Current Value |
|-----|--|----------------------------------|--------------------|------------------|-------------|-------------------------|
| | | Par Value | Rate Percentage | Maturity Date | | |
| | CALVERT INTL EQ I | | Mutual Funds | | ** | 18,794 |
| | CBA AGG GR I | | Mutual Funds | | ** | 1,999,965 |
| | CBA LG CAP GR I | | Mutual Funds | | ** | 73,699 |
| | COL/ACORN SELECT Z | | Mutual Funds | | ** | 4,015,835 |
| | CRM MID CAP VAL INST | | Mutual Funds | | ** | 3,390,213 |
| | DOMINI SOCIAL EQ IS | | Mutual Funds | | ** | 198,026 |
| | DREY MID-CAP GRTH F | | Mutual Funds | | ** | 1,128,777 |
| | DWS CORE EQUITY S | | Mutual Funds | | ** | 2,305,981 |
| | DWS EQUITY DIV IS | | Mutual Funds | | ** | 1,657,520 |
| | DWS GLB SM CAP GR S | | Mutual Funds | | ** | 863,347 |
| | DWS INTERNATIONAL IS | | Mutual Funds | | ** | 299,954 |
| * | FID 130/30 LG CAP | | Mutual Funds | | ** | 5,424 |
| * | FID ASSET MGR 20% | | Mutual Funds | | ** | 3,194,167 |
| * | FID ASSET MGR 30% | | Mutual Funds | | ** | 6,313 |
| * | FID ASSET MGR 40% | | Mutual Funds | | ** | 76,430 |
| * | FID ASSET MGR 50% | | Mutual Funds | | ** | 2,755,753 |
| * | FID ASSET MGR 60% | | Mutual Funds | | ** | 14,715 |
| * | FID ASSET MGR 70% | | Mutual Funds | | ** | 1,263,787 |
| * | FID ASSET MGR 85% | | Mutual Funds | | ** | 1,477,723 |
| * | FID BALANCED K | | Mutual Funds | | ** | 31,251,681 |
| * | FID BLUE CHIP GR K | | Mutual Funds | | ** | 103,405,468 |
| * | FID BLUE CHIP VALUE | | Mutual Funds | | ** | 4,170,651 |
| * | FID CANADA | | Mutual Funds | | ** | 31,378,983 |
| * | FID CAP APPREC K | | Mutual Funds | | ** | 15,299,820 |
| * | FID CAPITAL + INCOME | | Mutual Funds | | ** | 37,758,968 |
| * | FID CASH RESRVE | | Mutual Funds | | ** | 34,691,922 |
| * | FID CHINA REGION | | Mutual Funds | | ** | 23,207,505 |
| * | FID CONSV INC BD | | Mutual Funds | | ** | 1,638,504 |
| * | FID CONTRAFUND K | | Mutual Funds | | ** | 239,260,776 |
| * | FID CONVERTIBLE SEC | | Mutual Funds | | ** | 5,415,025 |
| * | FID CORPORATE BOND | | Mutual Funds | | ** | 1,485,660 |
| * | FID DISCIPLND EQ K | | Mutual Funds | | ** | 1,506,233 |
| * | FID DIVERSIFD INTL K | | Mutual Funds | | ** | 69,211,676 |
| * | FID DIVIDEND GR K | | Mutual Funds | | ** | 40,683,914 |
| * | FID EMEA | | Mutual Funds | | ** | 533,047 |
| * | FID EMERGING ASIA | | Mutual Funds | | ** | 17,107,612 |
| * | FID EMERGING MKTS K | | Mutual Funds | | ** | 20,877,171 |
| * | FID EQ DIV INCOME K | | Mutual Funds | | ** | 4,585,485 |
| * | FID EQUITY INCOME K | | Mutual Funds | | ** | 64,553,235 |
| * | FID EUROPE | | Mutual Funds | | ** | 1,854,768 |
| * | FID EUROPE CAP APP | | Mutual Funds | | ** | 2,246,328 |
| * | FID EXPORT + MULTI K | | Mutual Funds | | ** | 6,554,319 |
| * | FID FIFTY | | Mutual Funds | | ** | 3,363,121 |
| * | FID FLOAT RT HI INC | | Mutual Funds | | ** | 24,466,477 |
| * | FID FOCUSED HIGH INC | | Mutual Funds | | ** | 1,124,786 |
| * | FID FOCUSED STOCK | | Mutual Funds | | ** | 5,222,699 |
| * | FID FOUR IN ONE IDX | | Mutual Funds | | ** | 4,069,508 |
| * | FID FREEDOM K 2000 | | Mutual Funds | | ** | 583,406 |
| * | FID FREEDOM K 2005 | | Mutual Funds | | ** | 1,503,832 |
| * | FID FREEDOM K 2010 | | Mutual Funds | | ** | 15,237,303 |
| * | FID FREEDOM K 2015 | | Mutual Funds | | ** | 19,634,835 |
| * | FID FREEDOM K 2020 | | Mutual Funds | | ** | 48,929,835 |
| * | FID FREEDOM K 2025 | | Mutual Funds | | ** | 13,540,424 |
| * | FID FREEDOM K 2030 | | Mutual Funds | | ** | 22,151,609 |
| * | FID FREEDOM K 2035 | | Mutual Funds | | ** | 5,827,816 |
| * | FID FREEDOM K 2040 | | Mutual Funds | | ** | 13,990,773 |
| * | FID FREEDOM K 2045 | | Mutual Funds | | ** | 2,721,901 |
| * | FID FREEDOM K 2050 | | Mutual Funds | | ** | 4,397,390 |
| * | FID FREEDOM K 2055 | | Mutual Funds | | ** | 80,749 |

Shell Provident Fund

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

EIN 74-6171855

Plan No. 002

December 31, 2012

| (a) | (b) | (c) | | | (d) | (e) |
|-----|----------------------|-----------|-----------------|---------------|-----|-------------|
| | | Par Value | Rate Percentage | Maturity Date | | |
| * | FID FREEDOM K INCOME | | Mutual Funds | | ** | 5,319,027 |
| * | FID FUND K | | Mutual Funds | | ** | 4,317,081 |
| * | FID GLB COMDTY STK | | Mutual Funds | | ** | 267,607 |
| * | FID GLB HIGH INCOME | | Mutual Funds | | ** | 550,728 |
| * | FID GLOBAL BALANCED | | Mutual Funds | | ** | 2,127,471 |
| * | FID GLOBAL STRAT | | Mutual Funds | | ** | 52,731 |
| * | FID GNMA | | Mutual Funds | | ** | 21,526,394 |
| * | FID GROWTH + INC K | | Mutual Funds | | ** | 31,919,675 |
| * | FID GROWTH CO K | | Mutual Funds | | ** | 26,164,814 |
| * | FID GROWTH DISC K | | Mutual Funds | | ** | 4,108,077 |
| * | FID GROWTH STRAT K | | Mutual Funds | | ** | 5,629,907 |
| * | FID HIGH INCOME | | Mutual Funds | | ** | 30,973,059 |
| * | FID INDEPENDENCE K | | Mutual Funds | | ** | 4,839,907 |
| * | FID INFLAT PROT BOND | | Mutual Funds | | ** | 16,787,100 |
| * | FID INST SH INT GOVT | | Mutual Funds | | ** | 3,337,076 |
| * | FID INTERMED BOND | | Mutual Funds | | ** | 6,622,699 |
| * | FID INTL CAP APPREC | | Mutual Funds | | ** | 2,414,083 |
| * | FID INTL DISCOVERY K | | Mutual Funds | | ** | 11,379,919 |
| * | FID INTL GROWTH | | Mutual Funds | | ** | 375,419 |
| * | FID INTL REAL ESTATE | | Mutual Funds | | ** | 4,527,676 |
| * | FID INTL SM CAP OPP | | Mutual Funds | | ** | 2,253,356 |
| * | FID INTL SMALL CAP | | Mutual Funds | | ** | 9,064,314 |
| * | FID INTL VALUE | | Mutual Funds | | ** | 365,483 |
| * | FID INTM GOVT INCOME | | Mutual Funds | | ** | 2,145,972 |
| * | FID INVST GR BD | | Mutual Funds | | ** | 11,484,234 |
| * | FID JAPAN | | Mutual Funds | | ** | 1,239,553 |
| * | FID JAPAN SMALL CO | | Mutual Funds | | ** | 1,242,779 |
| * | FID LARGE CAP GROWTH | | Mutual Funds | | ** | 3,144,747 |
| * | FID LARGE CAP STOCK | | Mutual Funds | | ** | 4,100,307 |
| * | FID LATIN AMERICA | | Mutual Funds | | ** | 31,872,350 |
| * | FID LC CORE ENH INDX | | Mutual Funds | | ** | 419,343 |
| * | FID LC GRO ENH INDX | | Mutual Funds | | ** | 125,832 |
| * | FID LC VAL ENH INDX | | Mutual Funds | | ** | 34,478 |
| * | FID LEVERGD CO STK K | | Mutual Funds | | ** | 41,584,247 |
| * | FID LOW PRICED STK K | | Mutual Funds | | ** | 120,984,210 |
| * | FID MAGELLAN K | | Mutual Funds | | ** | 54,300,536 |
| * | FID MEGA CAP STOCK | | Mutual Funds | | ** | 5,160,017 |
| * | FID MID CAP ENH INDX | | Mutual Funds | | ** | 129,613 |
| * | FID MID CAP GROWTH | | Mutual Funds | | ** | 1,714,478 |
| * | FID MID CAP STOCK K | | Mutual Funds | | ** | 19,082,118 |
| * | FID MID CAP VALUE | | Mutual Funds | | ** | 3,965,725 |
| * | FID MORTGAGE SEC | | Mutual Funds | | ** | 1,624,078 |
| * | FID NASDAQ COMP INDX | | Mutual Funds | | ** | 3,676,921 |
| * | FID NEW MARKETS INC | | Mutual Funds | | ** | 55,680,206 |
| * | FID NEW MILLEN | | Mutual Funds | | ** | 1,459,569 |
| * | FID NORDIC | | Mutual Funds | | ** | 4,535,724 |
| * | FID OTC K | | Mutual Funds | | ** | 71,971,657 |
| * | FID OVERSEAS K | | Mutual Funds | | ** | 14,339,404 |
| * | FID PACIFIC BASIN | | Mutual Funds | | ** | 2,731,718 |
| * | FID PURITAN K | | Mutual Funds | | ** | 153,277,038 |
| * | FID REAL ESTATE INC | | Mutual Funds | | ** | 14,306,876 |
| * | FID REAL ESTATE INVS | | Mutual Funds | | ** | 34,925,187 |
| * | FID RET GOVT MM | | Mutual Funds | | ** | 3,922,212 |
| * | FID RETIRE MMKT | | Mutual Funds | | ** | 9,060,024 |
| * | FID SEL AIR TRANSPRT | | Mutual Funds | | ** | 1,217,875 |
| * | FID SEL AUTOMOTIVE | | Mutual Funds | | ** | 2,054,754 |
| * | FID SEL BANKING | | Mutual Funds | | ** | 3,061,933 |
| * | FID SEL BIOTECH | | Mutual Funds | | ** | 19,360,687 |
| * | FID SEL BROKERAGE | | Mutual Funds | | ** | 1,560,811 |

Shell Provident Fund

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

EIN 74-6171855

Plan No. 002

December 31, 2012

| (a) | (b) | (c) | | | (d) | (e) |
|-----|----------------------|-----------|-----------------|---------------|-----|------------|
| | | Par Value | Rate Percentage | Maturity Date | | |
| * | FID SEL CHEMICALS | | Mutual Funds | | ** | 15,323,079 |
| * | FID SEL COMM EQUIP | | Mutual Funds | | ** | 644,212 |
| * | FID SEL COMPUTERS | | Mutual Funds | | ** | 1,877,382 |
| * | FID SEL CONS DISCR | | Mutual Funds | | ** | 521,993 |
| * | FID SEL CONS STAPLES | | Mutual Funds | | ** | 11,071,717 |
| * | FID SEL CONSTR/HOUSE | | Mutual Funds | | ** | 5,508,327 |
| * | FID SEL CONSUMER FIN | | Mutual Funds | | ** | 1,899,010 |
| * | FID SEL DEFENSE | | Mutual Funds | | ** | 5,430,337 |
| * | FID SEL ELECTRONICS | | Mutual Funds | | ** | 1,285,949 |
| * | FID SEL ENERGY | | Mutual Funds | | ** | 25,693,310 |
| * | FID SEL ENERGY SVCS | | Mutual Funds | | ** | 22,399,932 |
| * | FID SEL ENV ALT ENGY | | Mutual Funds | | ** | 559,506 |
| * | FID SEL FINANCIAL | | Mutual Funds | | ** | 3,322,637 |
| * | FID SEL GOLD | | Mutual Funds | | ** | 34,329,205 |
| * | FID SEL HEALTHCARE | | Mutual Funds | | ** | 13,322,112 |
| * | FID SEL INDUST EQUIP | | Mutual Funds | | ** | 1,355,298 |
| * | FID SEL INDUSTRIALS | | Mutual Funds | | ** | 4,797,820 |
| * | FID SEL INSURANCE | | Mutual Funds | | ** | 757,701 |
| * | FID SEL IT SERVICES | | Mutual Funds | | ** | 783,845 |
| * | FID SEL LEISURE | | Mutual Funds | | ** | 2,853,528 |
| * | FID SEL MATERIALS | | Mutual Funds | | ** | 9,640,879 |
| * | FID SEL MED EQ + SYS | | Mutual Funds | | ** | 6,568,021 |
| * | FID SEL MEDICAL DEL | | Mutual Funds | | ** | 6,402,132 |
| * | FID SEL MONEY MARKET | | Mutual Funds | | ** | 40,538,940 |
| * | FID SEL MULTIMEDIA | | Mutual Funds | | ** | 2,915,530 |
| * | FID SEL NATURAL GAS | | Mutual Funds | | ** | 11,933,312 |
| * | FID SEL NATURAL RES | | Mutual Funds | | ** | 12,788,682 |
| * | FID SEL PHARMACEUTCL | | Mutual Funds | | ** | 7,856,170 |
| * | FID SEL RETAILING | | Mutual Funds | | ** | 3,867,102 |
| * | FID SEL SOFTWARE | | Mutual Funds | | ** | 5,267,535 |
| * | FID SEL TECHNOLOGY | | Mutual Funds | | ** | 7,515,926 |
| * | FID SEL TELECOMM | | Mutual Funds | | ** | 904,747 |
| * | FID SEL TRANSPORT | | Mutual Funds | | ** | 2,375,507 |
| * | FID SEL UTILITIES | | Mutual Funds | | ** | 3,343,492 |
| * | FID SEL WIRELESS | | Mutual Funds | | ** | 2,868,921 |
| * | FID SHORT TERM BOND | | Mutual Funds | | ** | 7,356,670 |
| * | FID SM CAP DISCOVERY | | Mutual Funds | | ** | 28,059,399 |
| * | FID SM CAP ENH INDX | | Mutual Funds | | ** | 84,510 |
| * | FID SMALL CAP GROWTH | | Mutual Funds | | ** | 4,962,970 |
| * | FID SMALL CAP STOCK | | Mutual Funds | | ** | 9,165,946 |
| * | FID SMALL CAP VALUE | | Mutual Funds | | ** | 3,468,472 |
| * | FID STK SEL ALL CP K | | Mutual Funds | | ** | 548,640 |
| * | FID STK SEL SM CAP | | Mutual Funds | | ** | 3,527,122 |
| * | FID STKSEL LGCAP VAL | | Mutual Funds | | ** | 3,746,479 |
| * | FID STRAT DIV + INC | | Mutual Funds | | ** | 22,414,267 |
| * | FID STRAT REAL RET | | Mutual Funds | | ** | 681,931 |
| * | FID STRATEGIC INCOME | | Mutual Funds | | ** | 71,580,670 |
| * | FID TELECOM + UTIL | | Mutual Funds | | ** | 2,065,336 |
| * | FID TOTAL BOND | | Mutual Funds | | ** | 15,410,942 |
| * | FID TOTAL INTL EQ | | Mutual Funds | | ** | 141,567 |
| * | FID TREND | | Mutual Funds | | ** | 2,728,204 |
| * | FID ULTRASHORT BOND | | Mutual Funds | | ** | 450,834 |
| * | FID US GOVT RES | | Mutual Funds | | ** | 7,017,349 |
| * | FID VALUE DISCOV K | | Mutual Funds | | ** | 2,938,105 |
| * | FID VALUE K | | Mutual Funds | | ** | 56,311,869 |
| * | FID VALUE STRAT K | | Mutual Funds | | ** | 1,898,911 |
| * | FID WORLDWIDE | | Mutual Funds | | ** | 3,447,498 |
| * | FIDELITY GOVT INCOME | | Mutual Funds | | ** | 10,112,500 |
| * | FKLN SMMIDCAP GTH AD | | Mutual Funds | | ** | 2,298,441 |

Shell Provident Fund
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
EIN 74-6171855
Plan No. 002
December 31, 2012

| (a) | (b) | (c) | | | (d) | (e) |
|-----|--|-----------|-----------------|---------------|------|---------------|
| | | Par Value | Rate Percentage | Maturity Date | | |
| | Identity of Issuer, Borrower, Lessor, or Similar Party | | | | Cost | Current Value |
| | FPA CRESCENT | | Mutual Funds | | ** | 33,299,998 |
| | HARTFORD GROWTH Y | | Mutual Funds | | ** | 484,328 |
| | HARTFORD INTL GRTH Y | | Mutual Funds | | ** | 1,265,802 |
| | HTFD SM CAP GROWTH Y | | Mutual Funds | | ** | 1,939,469 |
| | INVS CONSTELLTN R5 | | Mutual Funds | | ** | 525,156 |
| | INVS DYNAMICS R5 | | Mutual Funds | | ** | 1,796,649 |
| | INVS EQUITY + INC R5 | | Mutual Funds | | ** | 2,128,594 |
| | INVS GBL SMMDCPGR R5 | | Mutual Funds | | ** | 708,370 |
| | INVS GRTH + INC R5 | | Mutual Funds | | ** | 8,667,573 |
| | INVS MDCP CORE EQ R5 | | Mutual Funds | | ** | 4,027,911 |
| | JANUS BALANCED I | | Mutual Funds | | ** | 7,292,385 |
| | JANUS ENTERPRISE I | | Mutual Funds | | ** | 2,102,749 |
| | JANUS FLEXIBLE BD I | | Mutual Funds | | ** | 12,484,256 |
| | JANUS FUND I | | Mutual Funds | | ** | 2,046,340 |
| | JANUS RESEARCH I | | Mutual Funds | | ** | 6,268,502 |
| | JANUS TWENTY T | | Mutual Funds | | ** | 11,145,998 |
| | JANUS WORLDWIDE I | | Mutual Funds | | ** | 2,202,417 |
| | JH SMALL COMPANY I | | Mutual Funds | | ** | 892,781 |
| | LD ABBETT AFFILTD I | | Mutual Funds | | ** | 1,764,471 |
| | LD ABBETT SMCP BLD I | | Mutual Funds | | ** | 608,575 |
| | LD ABT MID CAP STK I | | Mutual Funds | | ** | 3,393,238 |
| | LM CM VALUE I | | Mutual Funds | | ** | 636,131 |
| | LOOMIS GROWTH Y | | Mutual Funds | | ** | 513,417 |
| | LOOMIS SM CAP VAL I | | Mutual Funds | | ** | 1,708,816 |
| | MANAGERS BOND FUND | | Mutual Funds | | ** | 23,775,696 |
| | MGRS SPECIAL EQ INST | | Mutual Funds | | ** | 1,387,878 |
| | MGRS/C CAP APPR INST | | Mutual Funds | | ** | 421,439 |
| | MGRS/C MID CAP INST | | Mutual Funds | | ** | 696,725 |
| | MSIF ACTIVE INTL I | | Mutual Funds | | ** | 644,840 |
| | MSIF CP FX INC I | | Mutual Funds | | ** | 294,446 |
| | MSIF EMERGING MKTS I | | Mutual Funds | | ** | 4,916,006 |
| | MSIF GLOBAL STRAT I | | Mutual Funds | | ** | 450,245 |
| | MSIF GROWTH I | | Mutual Funds | | ** | 1,065,771 |
| | MSIF INTL EQUITY I | | Mutual Funds | | ** | 5,563,556 |
| | MSIF MID CAP GRTH I | | Mutual Funds | | ** | 9,452,094 |
| | MSIF SMALL CO GRTH I | | Mutual Funds | | ** | 800,325 |
| | MUTUAL GLB DISCVRY Z | | Mutual Funds | | ** | 20,170,441 |
| | MUTUAL SHARES (Z) | | Mutual Funds | | ** | 10,411,018 |
| | NB CORE BOND INV | | Mutual Funds | | ** | 81,908 |
| | NB FOCUS TRUST | | Mutual Funds | | ** | 203,234 |
| | NB GENESIS - INST CL | | Mutual Funds | | ** | 24,316,526 |
| | NB GUARDIAN INST | | Mutual Funds | | ** | 872,161 |
| | NB HIGH INC BOND IS | | Mutual Funds | | ** | 6,270,431 |
| | NB INTL EQ INST | | Mutual Funds | | ** | 4,042,860 |
| | NB LG CAP VAL INST | | Mutual Funds | | ** | 2,305,546 |
| | NB MDCP INTR VAL TR | | Mutual Funds | | ** | 39,064 |
| | NB MID CAP GRTH INST | | Mutual Funds | | ** | 695,646 |
| | NB SOCIALLY RESP I | | Mutual Funds | | ** | 1,351,694 |
| | OAKMARK EQ + INC I | | Mutual Funds | | ** | 41,171,092 |
| | OAKMARK FUND I | | Mutual Funds | | ** | 19,085,415 |
| | OAKMARK SELECT I | | Mutual Funds | | ** | 8,863,265 |
| | PIM GLOB BD UNHG I | | Mutual Funds | | ** | 5,919,799 |
| | PIM HIGH YIELD INST | | Mutual Funds | | ** | 17,613,010 |
| | PIM LOW DUR INST | | Mutual Funds | | ** | 40,684,931 |
| | PIM LT US GOVT INST | | Mutual Funds | | ** | 26,117,885 |
| | PIM REAL RETURN INST | | Mutual Funds | | ** | 42,118,932 |
| | PIM TOTAL RT INST | | Mutual Funds | | ** | 142,169,701 |
| | RAINIER SM/MD CAP I | | Mutual Funds | | ** | 3,157,673 |
| | RHJ MICRO CAP | | Mutual Funds | | ** | 2,112,593 |

Shell Provident Fund
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
EIN 74-6171855
Plan No. 002
December 31, 2012

| (a) | (b) | (c) | | | (d) | (e) |
|-----|--|-----------|----------------------------|---------------|------|----------------------|
| | | Par Value | Rate Percentage | Maturity Date | | |
| | Identity of Issuer, Borrower, Lessor, or Similar Party | | | | Cost | Current Value |
| | ROYCE LOW PR STK IS | | Mutual Funds | | ** | 6,609,682 |
| | ROYCE OPPORTUNITY IS | | Mutual Funds | | ** | 1,656,321 |
| | ROYCE TOT RET INST | | Mutual Funds | | ** | 729,010 |
| | ROYCE VALUE PLUS IS | | Mutual Funds | | ** | 4,997,229 |
| | RS PARTNERS Y | | Mutual Funds | | ** | 2,503,632 |
| | RS SMALL CAP GRTH Y | | Mutual Funds | | ** | 815,593 |
| | RS VALUE CL Y | | Mutual Funds | | ** | 836,382 |
| * | SPTN 500 INDEX INST | | Mutual Funds | | ** | 30,068,761 |
| * | SPTN EXT MKT IDX ADV | | Mutual Funds | | ** | 9,330,914 |
| * | SPTN INT TR IDX ADV | | Mutual Funds | | ** | 4,622,451 |
| * | SPTN INTL INDEX INS | | Mutual Funds | | ** | 58,382,529 |
| * | SPTN LT TR IDX ADV | | Mutual Funds | | ** | 3,256,393 |
| * | SPTN ST TR IDX ADV | | Mutual Funds | | ** | 1,390,949 |
| * | SPTN TOT MKT IDX INS | | Mutual Funds | | ** | 14,547,878 |
| * | SPTN US BOND IDX IS | | Mutual Funds | | ** | 30,120,477 |
| | TCW SELECT EQUITY I | | Mutual Funds | | ** | 1,524,708 |
| | TCW SM CAP GRTH I | | Mutual Funds | | ** | 930,912 |
| | TEMPLETON FOREIGN AD | | Mutual Funds | | ** | 8,214,306 |
| | TEMPLETON GROWTH ADV | | Mutual Funds | | ** | 3,812,134 |
| | TMPL DEV MKTS ADV | | Mutual Funds | | ** | 6,598,525 |
| | TMPL FRGN SM CO ADV | | Mutual Funds | | ** | 2,466,135 |
| | TMPL GLOBAL BOND ADV | | Mutual Funds | | ** | 89,687,714 |
| | TMPL WORLD FUND ADV | | Mutual Funds | | ** | 2,328,568 |
| | TOUCHSTN SC SEL GR Y | | Mutual Funds | | ** | 6,583,160 |
| | USAA CORNERSTONE | | Mutual Funds | | ** | 304,815 |
| | USAA EMERGING MKTS | | Mutual Funds | | ** | 4,111,945 |
| | USAA GNMA TRUST | | Mutual Funds | | ** | 1,591,849 |
| | USAA GROWTH FUND | | Mutual Funds | | ** | 425,281 |
| | USAA INCOME FUND | | Mutual Funds | | ** | 10,780,020 |
| | USAA INCOME STOCK | | Mutual Funds | | ** | 1,775,819 |
| | USAA INTERNATIONAL | | Mutual Funds | | ** | 6,938,085 |
| | VIRTUS MID-CAP VAL I | | Mutual Funds | | ** | 2,342,672 |
| | VIRTUS SM-CAP CORE I | | Mutual Funds | | ** | 2,164,038 |
| | WA CORE BOND IS | | Mutual Funds | | ** | 5,847,103 |
| | WA CORE PLUS BOND I | | Mutual Funds | | ** | 10,354,924 |
| | WFA C+B MIDCAP VAL I | | Mutual Funds | | ** | 81,406 |
| | WFA COMMON STOCK IS | | Mutual Funds | | ** | 3,236,741 |
| | WFA DISCOVERY INST | | Mutual Funds | | ** | 3,494,360 |
| | WFA GOVT SECS INST | | Mutual Funds | | ** | 1,357,770 |
| | WFA GROWTH INST | | Mutual Funds | | ** | 53,628,771 |
| | WFA LG CAP GRTH INST | | Mutual Funds | | ** | 4,149,923 |
| | WFA OPPORTUNITY INST | | Mutual Funds | | ** | 2,128,247 |
| | WFA SHORT TERM INST | | Mutual Funds | | ** | 3,496,678 |
| | WFA SM CAP VAL INST | | Mutual Funds | | ** | 5,557,617 |
| | WFA SMALL CO VALUE I | | Mutual Funds | | ** | 490,518 |
| | WFA SPL MIDCP VL IS | | Mutual Funds | | ** | 844,817 |
| | WFA ULTRA ST INST | | Mutual Funds | | ** | 1,564,481 |
| | BrokerageLink | | Various Investment Options | | ** | 186,270,710 |
| | | | | | | <u>8,859,272,585</u> |
| * | Participant Loans | | Loan | 3.25% - 10.5% | | 137,513,288 |
| | TOTAL | | | | | <u>8,996,785,873</u> |

* Party-in-interest

** Cost information is not required for participant-directed accounts and, therefore, is not presented.

EXHIBIT 1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 (No. 333-171206) of Royal Dutch Shell plc of our report dated June 21, 2013 relating to the financial statements of the Shell Provident Fund, which appears in this Form 11-K.

Pricewaterhousecoopers LLP

Houston, Texas
June 21, 2013