

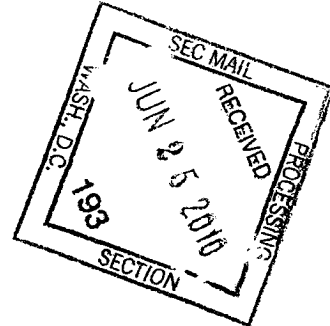


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SECURITIES AND EXCHANGE COMMISSION

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, 2009

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

SHELL PROVIDENT FUND

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(b) Exhibit:

No. 1 - Consent of Independent Registered Public Accounting Firm	19
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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
Plan Administrator

Date: June 17, 2010

PricewaterhouseCoopers LLP
1201 Louisiana
Suite 2900
Houston TX 77002-5678
Telephone (713) 356 4000
Facsimile (713) 356 4717

Report of Independent Registered Public Accounting Firm

To the Participants and Trustees of the
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, 2009 and 2008, and the changes in net assets available for benefits for the years 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. The 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

Houston, Texas
June 17, 2010

SHELL PROVIDENT FUND
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
	2009	2008
Short-term investments	\$ 1,835,749,179	\$ 1,988,444,105
Common stock	1,003,088,510	928,900,434
Common Collective funds	1,664,979,094	1,314,876,913
Registered investment company shares	3,474,585,882	2,508,470,080
Self directed brokerage accounts	102,922,924	58,839,064
Participant loans	135,769,022	125,765,227
Total investments	8,217,094,611	6,925,295,823
Interest and other receivables	12,093,151	6,861,599
Total assets	8,229,187,762	6,932,157,422
Accounts payable	4,240,771	7,442,613
Total liabilities	4,240,771	7,442,613
Net assets available for benefits	\$ 8,224,946,991	\$ 6,924,714,809

The accompanying notes are an integral part of this statement.

SHELL PROVIDENT FUND
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Year Ending December 31,	
	2009	2008
Additions to net assets attributed to:		
Investment income/loss:		
Dividends and interest	\$ 142,636,180	\$ 230,821,736
Net appreciation/(depreciation):		
Common stock	136,691,492	(487,703,553)
Common Collective funds	247,262,482	(490,385,184)
Registered investment company shares	783,547,669	(1,670,262,702)
Self directed brokerage accounts	12,999,977	(17,494,319)
	1,323,137,800	(2,435,024,022)
Contributions:		
Participant	214,806,516	211,304,500
Employer	175,359,729	166,832,730
Rollover	12,884,725	20,829,127
	403,050,970	398,966,357
 Total	 1,726,188,770	 (2,036,057,665)
 Deductions from net assets attributed to:		
Participant distributions and withdrawals	457,960,510	665,538,583
Administrative expenses	3,655,842	4,051,122
Total	461,616,352	669,589,705
 Net increase/(decrease)	 1,264,572,418	 (2,705,647,370)
Transfers from the Pennzoil-Quaker State Savings and Investment Plan	35,659,764	-
Net assets available for benefits:		
Beginning of year	6,924,714,809	9,630,362,179
End of year	\$ 8,224,946,991	\$ 6,924,714,809

The accompanying notes are an integral part of this statement.

SHELL PROVIDENT FUND

NOTES TO FINANCIAL STATEMENTS

NOTE 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. The assets of the Plan were formerly held in a participating trust in the Shell Savings Group Trust (Group Trust). On February 25, 2008, the Shell Savings Group Trust was terminated and the Shell Provident Fund became the legal as well as beneficial owner of all the Trust assets and liabilities. In order to streamline administration, on June 26, 2009, the Pennzoil-Quaker State Savings and Investment Plan was merged into the Shell Provident Fund resulting in a transfer into the Plan of \$35,659,764 including \$122,172 in loans.

Eligibility

Employees of Shell Oil Company and certain affiliated companies (Contributing Companies) may elect to contribute up to 50 percent of their eligible compensation on a pre-tax basis and up to 25 percent on an after-tax basis to the Plan, subject to IRS 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 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 and company contributions are credited to individual participants' accounts, with participants directing the investment of their account balances into various investment options including short-term investments, a company stock fund, Common / Collective funds, registered investment company shares (mutual funds), and a BrokerageLink account. Effective December 1, 2009, Barclays Global Investors, N.A. (BGI) was acquired by BlackRock, Inc. For participants who do not select an investment election, contributions 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, and various mutual funds. Investments in the Plan are valued daily 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 70½. Active employees age 59½ 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 in a valid rollover at any time.

Participant Loans

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 percent 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 2009 ranged from 3.25 percent to 4.00 percent and 4.00 percent to 7.75 percent during 2008.

Forfeited Accounts

Participants of the Shell Trading Savings Plan that merged into the Plan on December 29, 2004 retained their 5-year vesting criteria related to Company contributions prior to the merger. Therefore, forfeited amounts were used to reduce current and future company contributions. In addition, the Pennzoil-Quaker State Company Savings and Investment Plan merged into the Provident Fund on June 26, 2009, which resulted in an increase of \$214,772 in the forfeiture account. Forfeited nonvested accounts totaled \$93,530 and \$94 as of December 31, 2009 and 2008, respectively. Company contributions and plan expenses were reduced by \$143,879 and \$16,309 from forfeited nonvested accounts for the years ended December 31, 2009 and 2008, respectively.

Administration of Plan Assets

Audit, investment manager, custodian fees, 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. Unreimbursed expenses incurred by Shell totaled \$30,512 and \$334,784 at December 31, 2009 and 2008, respectively, and are included in accounts payable. Other indirect costs (including Trustee/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 plc Shell stock, which qualifies as a party-in-interest transaction.

NOTE 2 - ACCOUNTING POLICIES:

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

Investments of the Plan are presented on the following basis:

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

Participant loans are valued at amortized cost which approximates fair value;

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.

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.

NOTE 3 - INVESTMENT IN THE PLAN:

The following table presents investments representing 5% or more of the total Plan net assets at December 31, 2009 and December 31, 2008:

	December 31,	
	2009	2008
	(In millions)	
Thrift Fund	\$ 1,810	\$ 1,961
Royal Dutch Shell Stock Fund	1,003	954
U.S. Equity Index Fund	756	623

NOTE 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, 2009 and December 31, 2008 the Shell Provident Fund had no amounts outstanding under the line of credit.

NOTE 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.

NOTE 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.

NOTE 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, 2009 and 2008 to Schedule H of Form 5500:

	December 31,	
	<u>2009</u>	<u>2008</u>
Net assets per financial statements	\$8,224,946,991	\$6,924,714,809
Deemed distributions of participant loans	<u>(3,096,888)</u>	<u>(2,895,647)</u>
Net assets available for benefits per Schedule H	\$8,221,850,103	\$6,921,819,162

The following is a reconciliation of total expenses paid per the financial statements for the year ending December 31, 2009 to Schedule H of Form 5500:

	<u>2009</u>
Total deductions per the financial statements	\$ 461,616,352
Deemed distributions of participant loans – offset during plan year	<u>201,241</u>
Total expenses paid per Schedule H of Form 5500	\$ 461,817,593

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

NOTE 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;
 - 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, 2009:

Investments at Fair Value as of December 31, 2009

Investments in	Level 1	Level 2	Level 3	Total
Short-Term Investments	\$ -	\$ 1,835,749,179	\$ -	\$ 1,835,749,179
Common Stock	\$ 1,003,088,510	\$ -	\$ -	\$ 1,003,088,510
Common / Collective Funds	\$ -	\$ 1,664,979,094	\$ -	\$ 1,664,979,094
Registered Investment Co.	\$ 3,474,585,882	\$ -	\$ -	\$ 3,474,585,882
Self-Directed Brokerage Acct				
Short-Term Investments	\$ 38,602,832	\$ -	\$ -	
Common Stock	\$ 44,573,015	\$ -	\$ -	
Corporate Bonds	\$ -	\$ 3,327,810	\$ -	
Registered Investment Co.	\$ 14,285,417	\$ -	\$ -	
US Government Securities	\$ -	\$ 2,096,396	\$ -	
Rights / Warrants	\$ 37,454	\$ -	\$ -	
Total Self-Directed Brokerage				\$ 102,922,924
Participant Loans	\$ -	\$ -	\$ 135,769,022	\$ 135,769,022
Total investments at fair value	\$ 4,575,173,110	\$ 3,506,152,479	\$ 135,769,022	\$ 8,217,094,611

Investments at Fair Value as of December 31, 2008

Investments in	Level 1	Level 2	Level 3	Total
Short-Term Investments	\$ -	\$ 1,988,444,105	\$ -	\$ 1,988,444,105
Common Stock	\$ 928,900,434	\$ -	\$ -	\$ 928,900,434
Common / Collective Funds	\$ -	\$ 1,314,876,913	\$ -	\$ 1,314,876,913
Registered Investment Co.	\$ 2,508,470,080	\$ -	\$ -	\$ 2,508,470,080
Self-Directed Brokerage Acct				
Short-Term Investments	\$ 23,652,310	\$ -	\$ -	
Common Stock	\$ 24,531,832	\$ -	\$ -	
Corporate Bonds	\$ -	\$ 1,529,381	\$ -	
Registered Investment Co.	\$ 7,029,311	\$ -	\$ -	
US Government Securities	\$ -	\$ 2,096,230	\$ -	
Total Self-Directed Brokerage				\$ 58,839,064
Participant Loans	\$ -	\$ -	\$ 125,765,227	\$ 125,765,227
Total investments at fair value	\$ 3,492,583,967	\$ 3,306,946,629	\$ 125,765,227	\$ 6,925,295,823

The table below sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2009 and December 31, 2008.

Level 3 Assets Rollforward

Balance at December 31, 2007	\$126,438,173
Loan repayments and withdrawals (net)	<u>(\$672,946)</u>
Balance at December 31, 2008	\$125,765,227
Loan repayments, withdrawals, and transfers from other plans (net)	<u>\$ 10,003,795</u>
Balance at December 31, 2009	<u>\$135,769,022</u>

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

Registered Investment Companies (mutual funds): Valued at the net asset value ("NAV") of shares held by the plan at year-end.

Participant Loans: Valued at amortized cost, which approximates fair value.

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.

NOTE 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 available to be issued and, except as already included in the notes to the financial statements, has determined that no additional items require disclosure.

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
 SHELL SAVINGS GROUP TRUST
 EIN 76-6113357
 PLAN NO. 001

SUPPLEMENTAL SCHEDULE 1

(a)	(b)	(c)	(e)
	Identity of Issue	Description of Investment	Current Value
		Rate Maturity	\$
		(%) Date	
		Par Value	
	SHORT TERM INVESTMENTS		
	ABBOTT LABS VCP 3ML+7.5 10/10	8,000,000.00	8,005,000
	AT&T INC FRN 3ML+45 4/02/10	18,000,000.00	18,000,000
	AUTOBAHN FUNDINCP .26% 1/07/10	2,000,000.00	1,999,864
	AUTOBAHN FUNDINCP .27% 1/15/10	12,000,000.00	11,998,250
	AUTOBAHN FUNDINCP .29% 2/02/10	1,000,000.00	999,650
	BAAAT 2009-2A A1 .3961 9/10	934,599.56	934,916
	BAC-NA BN 3% 2/18/10	3,000,000.00	3,000,381
	BAC-NA BN 3% 2/19/10	1,000,000.00	1,000,118
	BAC-NA BN 3% 3/15/10	6,000,000.00	6,001,794
	BANCO ESPIR SANCP .33% 1/05/10	5,000,000.00	4,999,889
	BANK AMER FDIC 3ML+3 9/13/10	9,000,000.00	9,001,908
	BANK NOVA YSCD 3ML 7/14/10	6,000,000.00	5,997,234
	BANK NOVA YSCD 3ML 7/15/10	3,000,000.00	2,997,843
	BANK NOVA YSCD 3ML+10 5/25/10	3,000,000.00	2,998,836
	BANK NOVA YSCD 3ML+20 5/6/10	7,000,000.00	6,998,964
	BANK OF AMERICA BN 1ML+5 6/10	6,000,000.00	6,000,000
	BANK OF NOVA YSCD 3ML 8/16/10	3,000,000.00	2,995,806
	BANK OF NOVA YSCD 3ML+5 6/8/10	3,000,000.00	2,999,061
	BANK T-M UFJ YSCD .18% 2/02/10	8,000,000.00	8,000,000
	BANK T-M UFJ YSCD .21% 1/22/10	20,000,000.00	19,999,878
	BANK T-M UFJ YSCD .21% 1/27/10	17,000,000.00	16,999,873
	BANK T-M UFJ YSCD .22% 1/22/10	7,000,000.00	7,000,000
	BANK T-M UFJ YSCD .22% 2/04/10	8,000,000.00	7,999,845
	BANK T-M UFJ YSCD .3% 2/08/10	17,000,000.00	17,001,102
	BANK T-M UFJ YSCD .45% 1/25/10	8,000,000.00	8,001,276
	BARCLAYS NYYS\$CD 1ML+11 5/17/10	23,000,000.00	22,992,410
	BBVA SA LON Y\$CP .3% 3/18/10	6,000,000.00	5,997,421
	BBVA SA Y\$CD 1ML+5 6/17/10	13,000,000.00	12,994,748
	BBVA YECD .31% 1/25/10	8,000,000.00	8,000,499
	BBVA YECD .31% 1/29/10	8,000,000.00	8,000,578
	BCO BLB VI A(NYY\$CD .2% 1/06/10	1,000,000.00	999,997
	BCO BLB VI A(NYY\$CD .375% 6/16/10	6,000,000.00	5,999,026
	BK NOVA HOU YSCD 1ML+1 12/6/10	11,000,000.00	10,985,876
	BLB(UNGTD) YSCD .39% 1/12/10	5,000,000.00	5,000,283
	BMO CHI BRH YCD 1ML+1 12/21/10	3,000,000.00	3,000,291
	BMONT YECD .2% 1/25/10	11,000,000.00	10,999,847
	BMWLT 09-1 A1 7921% 6/15/10	5,070,887	5,072
	BNP PARIBAS NY YSCD .4% 9/08/10	2,000,000.00	1,999,442
	BNP PARIBAS NY YSCD .41% 9/01/10	6,000,000.00	5,998,775
	BNP PARIBAS NY YSCD .42% 9/15/10	10,000,000.00	9,998,565
	BNP PARIBAS NY YSCD .45% 9/20/10	11,000,000.00	11,000,795
	BNP SA FRN 3ML+21 11/13/10	13,000,000.00	13,002,730
	BNPSA YSCD .4% 8/12/10	6,000,000.00	6,001,110
	BNPSA YSCD .59% 1/25/10	6,000,000.00	6,001,664
	BNPSA YSCD .6% 4/20/10	15,000,000.00	15,015,539
	BOA FDIC FRN 3ML+5 7/29/10	18,941,000.00	18,944,656
	BP CAPITAL MARKETS FRN 1/11/11	9,000,000.00	8,986,194
	CAIXA YSCD .2% 1/07/10	6,000,000.00	5,999,977
	CALYON NY YSCD 3ML+15 6/8/10	16,000,000.00	16,001,792
	CELLCO PARTN 3ML+50 6/11 144A	10,000,000.00	9,978,730
	CIBC NY BRH YSCD 1ML+3 11/10	11,000,000.00	10,993,334
	CIBC YSCD 1ML+5 10/12/10	11,000,000.00	10,987,383
	CIC YECD .355% 1/21/10	9,000,000.00	9,000,707
	CIC YECD .4% 3/03/10	11,000,000.00	11,002,460
	CIC YECD .4% 3/08/10	5,000,000.00	5,001,209
	CIC YECD .5% 1/04/10	6,000,000.00	6,000,187
	CITIBANK NA FDIC 3ML+5FRN 9/10	4,000,000.00	3,999,488
	CNTRA CSTA CA RGNC L-FNM VR7@	12,800,000.00	12,800,000
	COMAUS YECD .5% 9/24/10	3,000,000.00	3,003,328
	COMMERZBANK NY YSCD .25% 2/02/10	11,000,000.00	11,000,100
	COMMERZBANK NY YSCD .25% 2/11/10	8,000,000.00	8,000,093
	COMMERZBANK YSCD 1ML+5 5/4/10	13,000,000.00	12,994,852
	COMMERZBK YSCD .35% 2/23/10	7,000,000.00	7,001,152
	COMMERZBK YSCD .35% 3/01/10	6,000,000.00	6,000,797
	COMMERZBK YSCD .35% 3/02/10	9,000,000.00	9,001,217
	COMMERZFIN CP .3% 1/22/10	15,000,000.00	14,998,424
	COMMERZFIN CP .44% 1/14/10	11,000,000.00	10,999,277
	COMMONWLTH BK 1ML+5 12/10 144A	11,000,000.00	10,994,841
	CREDIT AG YECD 1ML+10 10/26/10	12,000,000.00	11,980,716
	CREDIT AG YECD 1ML+5 9/01/10	14,000,000.00	13,993,588
	CREDIT AGRIC SAYECD .6% 2/16/10	10,000,000.00	10,004,821
	CREDIT AGRIC SAYECD .6% 2/17/10	11,000,000.00	11,005,416
	CREDIT AGRIC SAYECD .67% 5/20/10	14,000,000.00	14,019,550
	DAKOTA CP .22% 1/07/10	7,000,000.00	6,999,523
	DAKOTA CP .23% 2/01/10	4,000,000.00	3,998,645
	DAKOTA CP .24% 2/08/10	2,000,000.00	1,999,164
	DAKOTA CP .25% 2/08/10	2,000,000.00	1,999,164
	DAKOTA CP .25% 2/08/10	2,000,000.00	1,999,164
	DAKOTA CP .27% 2/11/10	2,000,000.00	1,999,095
	DAKOTA CP .28% 2/02/10	3,000,000.00	2,998,949
	DAKOTA CP .3% 1/11/10	5,619,000.00	5,618,399
	DAKOTA CP .3% 1/13/10	5,000,000.00	4,999,368
	DAKOTA CP .3% 1/15/10	4,000,000.00	3,999,417
	DAKOTA CP .3% 1/15/10	1,000,000.00	999,854
	DANSKBNK YECD .203% 2/16/10	12,000,000.00	11,999,413
	DANSKE Y\$CP .05% 1/04/10	4,000,000.00	3,999,976
	EMERALD(BA) CP .66% 1/04/10	2,000,000.00	1,999,922
	EMERALD(BA) CP .67% 1/04/10	3,000,000.00	2,999,883
	EMERALD(BA) CP .67% 1/05/10	1,000,000.00	999,951
	EMERALD(BA) CP .67% 1/05/10	2,000,000.00	1,999,903
	EMERALD(BA) CP .67% 1/06/10	2,000,000.00	1,999,883
	FHLB .43% 10/5/10	8,000,000.00	7,990,992
	FHLB .5% 10/18/10	4,000,000.00	3,998,088
	FHLB .5% 10/28/10	4,000,000.00	3,998,332
	FHLB .5% 11/24/10	4,000,000.00	4,002,204
	FHLB .55% 11/03/10	4,000,000.00	3,999,276
	FHLB .55% 11/05/10	7,000,000.00	6,998,698
	FHLB .55% 7/20/10	5,000,000.00	5,002,930

(a)	(b)	(c)	(d)	(e)
	Identity of Issue	Description of Investment		
			Rate (%)	Current Value \$
			Maturity Date	
		Par Value		
SHORT TERM INVESTMENTS				
	RBS CT BRH YSCD .54% 5/21/10	9,000,000.00	.540 %	9,006,681
	RBS YSCD .3% 2/16/10	6,000,000.00	.300 %	6,000,469
	RBS YSCD .3% 2/22/10	10,000,000.00	.300 %	10,000,882
	RBS YSCD .73% 4/01/10	6,000,000.00	.730 %	6,006,356
	RBS YSCD .8% 3/16/10	12,000,000.00	.800 %	12,013,226
	ROYAL BK CDA 1ML+40 1/15/11	13,000,000.00		13,139,815
	ROYALBK YSCD 1ML 10/29/10	1,000,000.00		1,000,009
	ROYALBK YSCD 1ML 12/03/10	12,000,000.00		12,000,000
	ROYALBK YSCD 1ML 12/17/10	1,000,000.00		999,527
	ROYALBK YSCD 3ML+30 12/31/10	14,000,000.00		13,994,988
	SANTA CLARA CA 08M L=BA VR7	2,000,000.00		2,000,000
	SEB NY BR YSCD .3% 2/26/10	8,000,000.00	.300 %	8,000,760
	SOCGEN 3ML+41 4/1/10 144A	12,000,000.00		11,997,096
	SOCGEN YSCD 3ML-35 5/5/11	3,000,000.00		3,000,000
	SOCIETE GEN YSCD 1ML+3 6/2/10	15,000,000.00		14,994,495
	SOCIETE GENERAL YSCD .2% 1/07/10	6,000,000.00		5,999,977
	SOCIETE GENERAL YSCD .2% 1/07/10	3,000,000.00		2,999,988
	SUMITOMO BKG YSCD .21% 1/22/10	3,000,000.00	.210 %	2,999,982
	SUMITOMO BKG YSCD .22% 2/09/10	4,000,000.00	.220 %	3,999,956
	SUMITOMO BKG YSCD .3% 1/04/10	2,000,000.00	.300 %	2,000,018
	SUMITOMO BKG YSCD .3% 1/07/10	1,000,000.00	.300 %	1,000,016
	SUMITOMO BKG YSCD .3% 1/11/10	2,000,000.00	.300 %	2,000,049
	SUMITOMO BKG YSCD .3% 1/14/10	1,000,000.00	.300 %	1,000,031
	SWEDBANK AB YSCD .34% 1/04/10	12,000,000.00	.340 %	12,000,160
	TOR DOM YSCD .5% 12/20/10	9,000,000.00	.500 %	8,998,231
	TORONTO YSCD .5% 2/08/10	3,000,000.00	.500 %	3,001,201
	TORONTO YSCD .5% 2/09/10	3,000,000.00	.500 %	3,001,232
	TORONTO YSCD .6% 1/05/10	2,000,000.00	.600 %	2,000,133
	TORONTO YSCD .6% 1/19/10	1,000,000.00	.600 %	1,000,253
	TORONTO YSCD .6% 4/16/10	1,000,000.00	.600 %	1,001,323
	TORONTO YSCD .65% 4/08/10	5,000,000.00	.650 %	5,006,797
	TORONTO YSCD .65% 4/08/10	2,000,000.00	.650 %	2,002,719
	TORONTO YSCD 1.6% 1/14/10	7,000,000.00	1.600 %	7,004,024
	TORONTO YSCD 1ML 11/05/10	7,000,000.00		6,997,088
	TORONTO YSCD 1ML+0 10/29/10	1,000,000.00		999,601
	TORONTO YSCD 3ML 7/13/10	3,000,000.00		2,997,822
	TORONTO-US CP .55% 3/08/10	1,000,000.00	.550 %	999,665
	UNICREDIRE YSCP .25% 1/26/10	7,000,000.00	.250 %	6,999,085
	UNICREDIRE YSCP .36% 1/07/10	6,000,000.00	.360 %	5,999,813
	UNICREDIRE YSCP .45% 2/12/10	14,000,000.00	.450 %	13,996,672
	UNICREDIT SPA YSCD .355% 1/08/10	5,000,000.00	.355 %	5,000,150
	UNICREDIT SPA YSCD .25% 1/11/10	6,000,000.00	.250 %	6,000,055
	USTBILL 0% 12/16/10	17,000,000.00	.000 %	16,928,107
	USTBILL 0% 6/03/10	21,000,000.00	.000 %	20,984,943
	USTBILL 0% 9/23/10	19,000,000.00	.000 %	18,954,096
	VERIZON COM INC 1/12/11	12,000,000.00		11,994,528
	WESTPAC BANKING 1ML+3 7/23/10	15,000,000.00		14,990,190
	WESTPAC VCP 1ML+5 12/10/10	11,000,000.00		10,994,896
	WESTPAC VCP 3ML+2 3/11/10	6,000,000.00		5,999,436
	WPACBKG BANKING 3ML+1 1/14/11	11,000,000.00		10,995,446
	WPACBKG VCP 1ML+3 7/13/10	7,000,000.00		6,995,639
	WPACBKG VCP 1ML+3 7/16/10	7,000,000.00		6,995,583
	WPACBKG VCP 3ML+2 3/18/10	6,000,000.00		5,998,674
	WPACBKG YSCP .7% 5/11/10	6,000,000.00	.700 %	5,994,586
	FIDELITY INSTITUTIONAL CASH PORT		N/A	28,087,361
COMMON/COLLECTIVE FUNDS				
	1-3 YR GOVT BOND BARCLAY'S	COMM	FUNDS	\$ 28,816,570
	20+ TREASURY BOND BARCLAY'S	COMM	FUNDS	\$ 112,394,112
	EQUITIES FUND	COMM	FUNDS	\$ 755,808,410
	GOVT CREDIT INDEX BARCLAY'S	COMM	FUNDS	\$ 23,715,912
	INT TERM GOVT BOND BARCLAY'S	COMM	FUNDS	\$ 25,682,177
	LifePath 2020	COMM	FUNDS	\$ 63,790,130
	LifePath 2030	COMM	FUNDS	\$ 43,827,454
	LifePath 2040	COMM	FUNDS	\$ 29,377,129
	LifePath 2050	COMM	FUNDS	\$ 3,147,669
	Lifepath Retirement	COMM	FUNDS	\$ 58,801,122
	MID CAP EQUITY INDEX BARCLAY'S	COMM	FUNDS	\$ 135,806,980
	RUSSELL 1000 GROWTH BARCLAY'S	COMM	FUNDS	\$ 11,044,765
	RUSSELL 1000 INDEX BARCLAY'S	COMM	FUNDS	\$ 22,417,635
	RUSSELL 1000 VALUE BARCLAY'S	COMM	FUNDS	\$ 13,573,211
	RUSSELL 2000 GROWTH BARCLAY'S	COMM	FUNDS	\$ 6,791,001
	RUSSELL 2000 INDEX BARCLAY'S	COMM	FUNDS	\$ 23,598,586
	RUSSELL 2000 VALUE BARCLAY'S	COMM	FUNDS	\$ 15,585,529
	SHELL TIPS FUND	COMM	FUNDS	\$ 55,685,214
	US DEBT INDEX BARCLAY'S	COMM	FUNDS	\$ 143,177,436
	US EQUITIES MARKET BARCLAY'S	COMM	FUNDS	\$ 91,938,053
	ROYAL DUTCH STOCK FUND	COMMON	STOCK	\$ 1,003,088,510
			LOAN	\$ 132,672,134
PARTICIPANT LOANS				
	ABON GLBL FX INC IS	MUTUAL	FUNDS	\$ 1,401,561
	ABF BALANCED INV	MUTUAL	FUNDS	\$ 473,036
	ABF INTL EQUITY INV	MUTUAL	FUNDS	\$ 3,339,158
	ABF LG CAP VAL INST	MUTUAL	FUNDS	\$ 16,367,069
	ABF SH TERM BOND INV	MUTUAL	FUNDS	\$ 770,167
	AIM BASIC VALUE A	MUTUAL	FUNDS	\$ 1,315,049
	AIM CONSTELLATION A	MUTUAL	FUNDS	\$ 499,476
	AIM DYNAMICS INV	MUTUAL	FUNDS	\$ 2,765,497
	AIM GLB SM&MDCP GR A	MUTUAL	FUNDS	\$ 586,353
	AIM MIDCAP CORE EQ A	MUTUAL	FUNDS	\$ 6,606,956
	ALGER CAP APPREC I	MUTUAL	FUNDS	\$ 19,677,699
	ALGER MIDCAP GRTH I	MUTUAL	FUNDS	\$ 7,208,247
	ALGER SM CAP GR IS I	MUTUAL	FUNDS	\$ 2,173,613
	ALL/BERN SMDCPVAL A	MUTUAL	FUNDS	\$ 319,002
	ALLNZ CCM CAP AP ADM	MUTUAL	FUNDS	\$ 841,600
	ALLNZ CCM MID CP ADM	MUTUAL	FUNDS	\$ 995,819
	ALLNZ NFJ SMCAPVAL I	MUTUAL	FUNDS	\$ 18,787,564
	AM CEN LG CO VAL INV	MUTUAL	FUNDS	\$ 3,424,898
	AM CENT SM COMP INV	MUTUAL	FUNDS	\$ 788,578
	AM CENT ULTRA INV	MUTUAL	FUNDS	\$ 119,778
	AM CENT VISTA INV	MUTUAL	FUNDS	\$ 2,464,890
	ARIEL APPRECIATION	MUTUAL	FUNDS	\$ 3,964,458
	ARIEL FUND	MUTUAL	FUNDS	\$ 5,625,493
	ARTISAN INTL	MUTUAL	FUNDS	\$ 11,548,514
	ARTISAN MID CAP INV	MUTUAL	FUNDS	\$ 5,171,585

(a)	(b)	(c)	(e)
	Identity of Issue	Description of Investment	
		Rate	Current Value
	Par Value	(%)	\$
		Maturity	
		Date	
	SHORT TERM INVESTMENTS		
	ARTISAN MID CAP VAL	MUTUAL FUNDS	\$ 10,458,822
	BARON ASSET FUND	MUTUAL FUNDS	\$ 2,989,459
	BARON GROWTH	MUTUAL FUNDS	\$ 16,708,885
	BARON SMALL CAP	MUTUAL FUNDS	\$ 1,494,516
	CALV NEWVIS SM CP A	MUTUAL FUNDS	\$ 44,700
	CALVERT CAP ACC A	MUTUAL FUNDS	\$ 19,406
	CALVERT INTL EQTY A	MUTUAL FUNDS	\$ 35,492
	CALVERT SIF BALNCD A	MUTUAL FUNDS	\$ 31,725
	CALVERT SIF BOND IS	MUTUAL FUNDS	\$ 2,433,029
	CALVERT SIF.EQUITY A	MUTUAL FUNDS	\$ 58,587
	COL CONS HIGH YLD Z	MUTUAL FUNDS	\$ 1,226,563
	COL/ACORN SELECT Z	MUTUAL FUNDS	\$ 5,941,180
	CRM MID CAP VAL INV	MUTUAL FUNDS	\$ 7,600,791
	CS LARGE CAP VALUE A	MUTUAL FUNDS	\$ 339,626
	CS LG CAP GRTH COM	MUTUAL FUNDS	\$ 132,735
	CS MID CAP CORE COM	MUTUAL FUNDS	\$ 72,112
	CS SM CAP CORE COM	MUTUAL FUNDS	\$ 505,356
	DOMINI SOCIAL EQ INV	MUTUAL FUNDS	\$ 152,794
	DREY DISCOVERY F	MUTUAL FUNDS	\$ 311,440
	DREY EQUITY GROWTH F	MUTUAL FUNDS	\$ 131,511
	DREY MID-CAP GRTH F	MUTUAL FUNDS	\$ 714,367
	DWS GLOBAL OPPS S	MUTUAL FUNDS	\$ 250,961
	DWS GRTH & INCOME S	MUTUAL FUNDS	\$ 566,205
	DWS INTERNATIONAL S	MUTUAL FUNDS	\$ 421,595
	DWS STRATEGIC VAL A	MUTUAL FUNDS	\$ 2,467,224
	* FID ASSET MGR 20%	MUTUAL FUNDS	\$ 2,337,367
	* FID ASSET MGR 50%	MUTUAL FUNDS	\$ 2,785,952
	* FID ASSET MGR 70%	MUTUAL FUNDS	\$ 1,192,883
	* FID ASSET MGR 85%	MUTUAL FUNDS	\$ 1,528,680
	* FID BALANCED K	MUTUAL FUNDS	\$ 34,200,782
	* FID BLUE CHIP GR K	MUTUAL FUNDS	\$ 98,197,322
	* FID BLUE CHIP VALUE	MUTUAL FUNDS	\$ 4,994,271
	* FID CANADA	MUTUAL FUNDS	\$ 48,498,224
	* FID CAP APPREC K	MUTUAL FUNDS	\$ 11,559,313
	* FID CAPITAL & INCOME	MUTUAL FUNDS	\$ 28,345,129
	* FID CHINA REGION	MUTUAL FUNDS	\$ 39,928,452
	* FID CONTRAFUND K	MUTUAL FUNDS	\$ 245,342,102
	* FID CONVERTIBLE SEC	MUTUAL FUNDS	\$ 8,617,985
	* FID DISCIPLND EQ K	MUTUAL FUNDS	\$ 1,811,265
	* FID DIVERSIFD INTL K	MUTUAL FUNDS	\$ 105,816,061
	* FID DIVIDEND GR K	MUTUAL FUNDS	\$ 39,976,451
	* FID EMERGING MKTS K	MUTUAL FUNDS	\$ 36,711,158
	* FID EQUITY INC II K	MUTUAL FUNDS	\$ 3,480,581
	* FID EQUITY INCOME K	MUTUAL FUNDS	\$ 73,410,897
	* FID EUROPE	MUTUAL FUNDS	\$ 2,771,189
	* FID EUROPE CAP APP	MUTUAL FUNDS	\$ 3,800,320
	* FID EXPORT & MULTI K	MUTUAL FUNDS	\$ 8,582,568
	* FID FIFTY	MUTUAL FUNDS	\$ 5,698,711
	* FID FLOAT RT HI INC	MUTUAL FUNDS	\$ 7,200,007
	* FID FOCUSED HIGH INC	MUTUAL FUNDS	\$ 1,692,309
	* FID FOCUSED STOCK	MUTUAL FUNDS	\$ 3,861,202
	* FID FOUR IN ONE IDX	MUTUAL FUNDS	\$ 4,284,720
	* FID FREEDOM 2000	MUTUAL FUNDS	\$ 1,573,989
	* FID FREEDOM 2005	MUTUAL FUNDS	\$ 989,963
	* FID FREEDOM 2010	MUTUAL FUNDS	\$ 23,209,108
	* FID FREEDOM 2015	MUTUAL FUNDS	\$ 12,086,637
	* FID FREEDOM 2020	MUTUAL FUNDS	\$ 51,317,139
	* FID FREEDOM 2025	MUTUAL FUNDS	\$ 6,396,561
	* FID FREEDOM 2030	MUTUAL FUNDS	\$ 15,419,533
	* FID FREEDOM 2035	MUTUAL FUNDS	\$ 2,298,242
	* FID FREEDOM 2040	MUTUAL FUNDS	\$ 8,907,937
	* FID FREEDOM 2045	MUTUAL FUNDS	\$ 460,046
	* FID FREEDOM 2050	MUTUAL FUNDS	\$ 2,109,725
	* FID FREEDOM INCOME	MUTUAL FUNDS	\$ 4,113,398
	* FID FUND K	MUTUAL FUNDS	\$ 4,652,161
	* FID GLOBAL BALANCED	MUTUAL FUNDS	\$ 2,424,827
	* FID GNMA	MUTUAL FUNDS	\$ 19,797,656
	* FID GR STRATEGIES K	MUTUAL FUNDS	\$ 8,095,116
	* FID GROWTH & INC K	MUTUAL FUNDS	\$ 26,298,017
	* FID GROWTH CO K	MUTUAL FUNDS	\$ 16,170,547
	* FID GROWTH DISC K	MUTUAL FUNDS	\$ 3,866,958
	* FID HIGH INCOME	MUTUAL FUNDS	\$ 10,742,213
	* FID INDEPENDENCE K	MUTUAL FUNDS	\$ 6,906,620
	* FID INFLAT PROT BOND	MUTUAL FUNDS	\$ 11,699,073
	* FID INST SH INT GOVT	MUTUAL FUNDS	\$ 4,359,978
	* FID INTERMED BOND	MUTUAL FUNDS	\$ 7,367,355
	* FID INTL CAP APPREC	MUTUAL FUNDS	\$ 2,568,689
	* FID INTL DISCOVERY K	MUTUAL FUNDS	\$ 20,655,892
	* FID INTL REAL ESTATE	MUTUAL FUNDS	\$ 4,413,532
	* FID INTL SM CAP OPP	MUTUAL FUNDS	\$ 2,203,797
	* FID INTL SMALL CAP	MUTUAL FUNDS	\$ 10,844,097
	* FID INTL VALUE	MUTUAL FUNDS	\$ 850,022
	* FID INTM GOVT INCOME	MUTUAL FUNDS	\$ 2,667,875
	* FID JAPAN	MUTUAL FUNDS	\$ 1,526,327
	* FID JAPAN SMALLER CO	MUTUAL FUNDS	\$ 1,882,238
	* FID LARGE CAP GROWTH	MUTUAL FUNDS	\$ 1,738,207
	* FID LARGE CAP STOCK	MUTUAL FUNDS	\$ 3,527,528
	* FID LARGE CAP VALUE	MUTUAL FUNDS	\$ 6,016,565
	* FID LATIN AMERICA	MUTUAL FUNDS	\$ 91,017,525
	* FID LEVERGD CO STK K	MUTUAL FUNDS	\$ 55,490,845
	* FID LOW PRICED STK K	MUTUAL FUNDS	\$ 110,248,991
	* FID MAGELLAN K	MUTUAL FUNDS	\$ 68,598,536
	* FID MEGA CAP STOCK	MUTUAL FUNDS	\$ 1,365,594
	* FID MID CAP GROWTH	MUTUAL FUNDS	\$ 1,803,356
	* FID MID CAP STOCK K	MUTUAL FUNDS	\$ 20,734,974
	* FID MID CAP VALUE	MUTUAL FUNDS	\$ 3,634,117
	* FID MORTGAGE SEC	MUTUAL FUNDS	\$ 702,505
	* FID NASDAQ COMP INDX	MUTUAL FUNDS	\$ 1,681,636
	* FID NEW MARKETS INC	MUTUAL FUNDS	\$ 29,907,956
	* FID OTC K	MUTUAL FUNDS	\$ 80,280,471
	* FID OVERSEAS K	MUTUAL FUNDS	\$ 19,645,529
	* FID PACIFIC BASIN	MUTUAL FUNDS	\$ 3,079,104
	* FID PURITAN K	MUTUAL FUNDS	\$ 166,563,926

(a)	(b)	(c)		(e)
	Identity of Issue	Description of Investment		
		Par Value	Rate (%)	Current Value
				\$
	SHORT TERM INVESTMENTS			
*	FID REAL ESTATE INC		MUTUAL	\$ 5,474,394
*	FID REAL ESTATE INV5		MUTUAL	\$ 16,545,522
*	FID SEL AIR TRANSPRT		MUTUAL	\$ 490,793
*	FID SEL AUTOMOTIVE		MUTUAL	\$ 2,147,205
*	FID SEL BANKING		MUTUAL	\$ 2,332,181
*	FID SEL BIOTECH		MUTUAL	\$ 2,811,261
*	FID SEL BROKERAGE		MUTUAL	\$ 2,675,539
*	FID SEL CHEMICALS		MUTUAL	\$ 5,600,225
*	FID SEL COMM EQUIP		MUTUAL	\$ 1,345,609
*	FID SEL COMPUTERS		MUTUAL	\$ 1,118,216
*	FID SEL CONS DISCR		MUTUAL	\$ 286,780
*	FID SEL CONS STAPLES		MUTUAL	\$ 4,722,508
*	FID SEL CONSTR/HOUSE		MUTUAL	\$ 1,190,930
*	FID SEL DEFENSE		MUTUAL	\$ 6,828,065
*	FID SEL ELECTRONICS		MUTUAL	\$ 2,345,852
*	FID SEL ENERGY		MUTUAL	\$ 38,080,558
*	FID SEL ENERGY SVCS		MUTUAL	\$ 28,456,750
*	FID SEL ENVIRONMENT		MUTUAL	\$ 522,813
*	FID SEL FINANCIAL		MUTUAL	\$ 3,351,873
*	FID SEL GOLD		MUTUAL	\$ 41,932,898
*	FID SEL HEALTHCARE		MUTUAL	\$ 5,399,087
*	FID SEL HOME FINANCE		MUTUAL	\$ 881,741
*	FID SEL INDUST EQUIP		MUTUAL	\$ 611,055
*	FID SEL INDUSTRIALS		MUTUAL	\$ 1,223,363
*	FID SEL INSURANCE		MUTUAL	\$ 674,040
*	FID SEL IT SERVICES		MUTUAL	\$ 693,125
*	FID SEL LEISURE		MUTUAL	\$ 1,500,356
*	FID SEL MATERIALS		MUTUAL	\$ 7,751,095
*	FID SEL MED EQ & SYS		MUTUAL	\$ 6,950,866
*	FID SEL MEDICAL DEL		MUTUAL	\$ 4,030,087
*	FID SEL MONEY MARKET		MUTUAL	\$ 35,822,888
*	FID SEL MULTIMEDIA		MUTUAL	\$ 437,879
*	FID SEL NATURAL GAS		MUTUAL	\$ 26,709,074
*	FID SEL NATURAL RES		MUTUAL	\$ 19,972,662
*	FID SEL PHARMACEUTCL		MUTUAL	\$ 1,393,702
*	FID SEL RETAILING		MUTUAL	\$ 860,313
*	FID SEL SOFTWARE		MUTUAL	\$ 3,273,270
*	FID SEL TECHNOLOGY		MUTUAL	\$ 10,084,395
*	FID SEL TELECOMM		MUTUAL	\$ 881,917
*	FID SEL TRANSPORT		MUTUAL	\$ 1,023,096
*	FID SEL UTILITIES		MUTUAL	\$ 1,604,701
*	FID SEL WIRELESS		MUTUAL	\$ 4,345,925
*	FID SHORT TERM BOND		MUTUAL	\$ 7,434,447
*	FID SM CAP DISCOVERY		MUTUAL	\$ 2,903,460
*	FID SM CAP INDEPEND		MUTUAL	\$ 2,606,407
*	FID SMALL CAP GROWTH		MUTUAL	\$ 3,842,591
*	FID SMALL CAP STOCK		MUTUAL	\$ 12,913,938
*	FID SMALL CAP VALUE		MUTUAL	\$ 2,617,319
*	FID SOUTHEAST ASIA		MUTUAL	\$ 22,736,326
*	FID STOCK SELECTOR K		MUTUAL	\$ 935,479
*	FID STRAT DIV & INC		MUTUAL	\$ 1,332,290
*	FID STRAT REAL RET		MUTUAL	\$ 975,860
*	FID STRATEGIC INCOME		MUTUAL	\$ 52,899,508
*	FID TELECOM & UTIL		MUTUAL	\$ 1,758,435
*	FID TOTAL BOND		MUTUAL	\$ 7,082,440
*	FID TREND		MUTUAL	\$ 1,663,901
*	FID ULTRASHORT BOND		MUTUAL	\$ 681,831
*	FID VALUE DISCOVK		MUTUAL	\$ 4,970,678
*	FID VALUE K		MUTUAL	\$ 61,926,032
*	FID VALUE STRAT K		MUTUAL	\$ 1,046,906
*	FID WORLDWIDE		MUTUAL	\$ 2,034,200
*	FIDELITY CASH RESRVE		MUTUAL	\$ 27,771,574
*	FIDELITY GOVT INCOME		MUTUAL	\$ 11,044,763
*	FIDELITY INVST GR BD		MUTUAL	\$ 12,020,953
*	FIDELITY NEW MILLEN		MUTUAL	\$ 981,132
*	FIDELITY NORDIC		MUTUAL	\$ 4,824,291
*	FIDELITY RET GOVT MM		MUTUAL	\$ 6,487,220
*	FIDELITY RETIRE MMKT		MUTUAL	\$ 10,864,309
*	FIDELITY US BD INDEX		MUTUAL	\$ 29,283,081
*	FIDELITY US GOVT RES		MUTUAL	\$ 10,629,784
	FKLN SMMIDCAP GRTH A		MUTUAL	\$ 3,509,715
	FPA CRESCENT		MUTUAL	\$ 28,240,100
	HARTFORD GROWTH Y		MUTUAL	\$ 492,035
	HARTFORD INTL GRTH Y		MUTUAL	\$ 384,697
	HTFD SM CAP GROWTH Y		MUTUAL	\$ 62,105
	JANUS BALANCED T		MUTUAL	\$ 8,360,623
	JANUS ENTERPRISE T		MUTUAL	\$ 1,780,222
	JANUS FLEXIBLE BD T		MUTUAL	\$ 9,851,371
	JANUS FUND T		MUTUAL	\$ 2,136,617
	JANUS RESEARCH T		MUTUAL	\$ 6,734,374
	JANUS TWENTY T		MUTUAL	\$ 27,751,960
	JANUS WORLDWIDE T		MUTUAL	\$ 2,344,753
	JH SMALL COMPANY A		MUTUAL	\$ 1,182,216
	LD ABBETT AFFILTD A		MUTUAL	\$ 1,704,268
	LD ABBETT MIDCPVAL A		MUTUAL	\$ 3,186,726
	LD ABBETT MIDCPVAL P		MUTUAL	\$ 826,257
	LD ABBETT SMCP BLD A		MUTUAL	\$ 1,067,863
	LM CBA AGG GR A		MUTUAL	\$ 561,599
	LM CBA LC GRO A		MUTUAL	\$ 162,173
	LM CM VALUE FI		MUTUAL	\$ 1,261,951
	LOOMIS GROWTH A		MUTUAL	\$ 171,821
	LOOMIS SM CAP VAL R		MUTUAL	\$ 1,347,983
	MANAGERS BOND FUND		MUTUAL	\$ 19,073,184
	MANAGERS SPECIAL EQ		MUTUAL	\$ 210,077
	MGRS AMG ES LG CP GR		MUTUAL	\$ 7,656
	MSIF ACTIVE INTL P		MUTUAL	\$ 1,688,055
	MSIF BALANCED P		MUTUAL	\$ 603,998
	MSIF CAPITAL GRTH P		MUTUAL	\$ 683,569
	MSIF CP FX INC P		MUTUAL	\$ 215,491
	MSIF EMERGING MKTS P		MUTUAL	\$ 6,845,255
	MSIF INTL EQUITY P		MUTUAL	\$ 3,286,108
	MSIF LGCP REL VAL P		MUTUAL	\$ 7,350,296
	MSIF MID CAP GRTH P		MUTUAL	\$ 5,106,287

(a)	(b)	(c)	(e)
	Identity of Issue	Description of Investment	
		Par Value	Current Value
		Rate (%)	\$
		Maturity Date	\$
SHORT TERM INVESTMENTS			
	MSIF SM CO GRTH P	MUTUAL FUNDS	\$ 1,483,670
	MSIF VALUE P	MUTUAL FUNDS	\$ 1,815,318
	MUTUAL GLB DISCVRY Z	MUTUAL FUNDS	\$ 17,230,006
	MUTUAL SHARES (Z)	MUTUAL FUNDS	\$ 9,936,494
	NB CORE BOND INV	MUTUAL FUNDS	\$ 200,919
	NB FOCUS TRUST	MUTUAL FUNDS	\$ 236,089
	NB GENESIS - INST CL	MUTUAL FUNDS	\$ 23,077,077
	NB GUARDIAN TRUST	MUTUAL FUNDS	\$ 611,449
	NB HIGH INC BOND INV	MUTUAL FUNDS	\$ 5,019,231
	NB INTL FUND TRUST	MUTUAL FUNDS	\$ 468,286
	NB MDCP GRTH TRUST	MUTUAL FUNDS	\$ 365,428
	NB PARTNERS INST	MUTUAL FUNDS	\$ 4,409,479
	NB REGENCY TRUST	MUTUAL FUNDS	\$ 23,738
	NB SOCIALLY RESP TR	MUTUAL FUNDS	\$ 1,465,430
	OAKMARK EQ & INC I	MUTUAL FUNDS	\$ 55,118,563
	OAKMARK FUND I	MUTUAL FUNDS	\$ 4,657,504
	OAKMARK SELECT I	MUTUAL FUNDS	\$ 9,008,659
	OLDMUT STRAT SM CO Z	MUTUAL FUNDS	\$ 369,918
	PIM GLBBND AD UNHDGG	MUTUAL FUNDS	\$ 3,113,378
	PIM HIGH YIELD INST	MUTUAL FUNDS	\$ 10,181,459
	PIM LOW DUR INST	MUTUAL FUNDS	\$ 20,611,145
	PIM LT US GOVT INST	MUTUAL FUNDS	\$ 15,888,940
	PIM REAL RETURN INST	MUTUAL FUNDS	\$ 16,210,712
	PIM TOTAL RT INST	MUTUAL FUNDS	\$ 104,073,318
	RAINIER SM/MD CAP I	MUTUAL FUNDS	\$ 5,604,128
	RHJ MICRO CAP	MUTUAL FUNDS	\$ 1,667,808
	ROYCE LOW PR STK IS	MUTUAL FUNDS	\$ 9,092,661
	ROYCE OPPORTUNITY S	MUTUAL FUNDS	\$ 1,028,842
	ROYCE TOT RETURN SER	MUTUAL FUNDS	\$ 724,602
	ROYCE VALUE PLUS IS	MUTUAL FUNDS	\$ 9,991,737
	RS PARTNERS A	MUTUAL FUNDS	\$ 2,740,825
	RS SMALL CAP GRTH A	MUTUAL FUNDS	\$ 622,065
	RS VALUE A	MUTUAL FUNDS	\$ 1,249,204
	SPARTAN 500 INDEX	MUTUAL FUNDS	\$ 21,617,117
	SPARTAN US EQ INDEX	MUTUAL FUNDS	\$ 6,693,939
	SPTN EXTND MKT INDEX	MUTUAL FUNDS	\$ 6,601,407
	SPTN INT TR INDX INV	MUTUAL FUNDS	\$ 2,826,855
	SPTN INTL IND ADVAN	MUTUAL FUNDS	\$ 215,981,868
	SPTN LT TR INDX INV	MUTUAL FUNDS	\$ 903,501
	SPTN ST TR INDX INV	MUTUAL FUNDS	\$ 1,593,163
	SPTN TOTAL MKT INDEX	MUTUAL FUNDS	\$ 12,984,011
	TCW SELECT EQUITY N	MUTUAL FUNDS	\$ 480,552
	TCW SM CAP GRTH N	MUTUAL FUNDS	\$ 1,125,278
	TEMPLETON FOREIGN A	MUTUAL FUNDS	\$ 6,036,349
	TEMPLETON GROWTH A	MUTUAL FUNDS	\$ 3,634,776
	TEMPLETON WORLD A	MUTUAL FUNDS	\$ 2,569,257
	TMPL DEV MKTS ADV	MUTUAL FUNDS	\$ 7,031,574
	TMPL FOREIGN SM CO A	MUTUAL FUNDS	\$ 2,145,201
	TMPL GLOBAL BOND ADV	MUTUAL FUNDS	\$ 60,386,126
	TOUCHSTN SC SEL GR Z	MUTUAL FUNDS	\$ 866,353
	USAA CORNERSTONE	MUTUAL FUNDS	\$ 422,910
	USAA EMERGING MKTS	MUTUAL FUNDS	\$ 5,974,809
	USAA GNMA TRUST	MUTUAL FUNDS	\$ 2,781,570
	USAA GROWTH FUND	MUTUAL FUNDS	\$ 497,475
	USAA INCOME FUND	MUTUAL FUNDS	\$ 4,296,668
	USAA INCOME STOCK	MUTUAL FUNDS	\$ 1,446,746
	USAA INTERNATIONAL	MUTUAL FUNDS	\$ 4,691,549
	VAN KAMPEN EQ INC A	MUTUAL FUNDS	\$ 1,868,721
	VIRTUS MID-CAP VAL A	MUTUAL FUNDS	\$ 710,130
	VIRTUS SM-CAP CORE I	MUTUAL FUNDS	\$ 42,737
	VK GROWTH INCOME I	MUTUAL FUNDS	\$ 6,327,794
	WA CORE PLUS BOND FI	MUTUAL FUNDS	\$ 1,066,930
	WEST ASSET CORE FI	MUTUAL FUNDS	\$ 1,216,147
	WFA C&B MDCP VAL INV	MUTUAL FUNDS	\$ 182,843
	WFA COMMON STOCK INV	MUTUAL FUNDS	\$ 1,167,119
	WFA DISCOVERY INV	MUTUAL FUNDS	\$ 490,176
	WFA GOVT SECURITY INV	MUTUAL FUNDS	\$ 1,203,618
	WFA GROWTH INV	MUTUAL FUNDS	\$ 4,481,965
	WFA LG CAP GRTH INV	MUTUAL FUNDS	\$ 882,433
	WFA MDCP DSCPLD INV	MUTUAL FUNDS	\$ 770,780
	WFA OPPORTUNITY INV	MUTUAL FUNDS	\$ 2,051,763
	WFA SHRTTERM BND INV	MUTUAL FUNDS	\$ 1,315,208
	WFA SM CAP VAL INST	MUTUAL FUNDS	\$ 14,696,665
	WFA SM CO VALUE ADM	MUTUAL FUNDS	\$ 244,041
	WFA ULTRA ST INC INV	MUTUAL FUNDS	\$ 1,430,832
	BROKERAGELINK	VARIOUS INVESTMENT OPTIONS	\$ 102,922,924
			<u>8,213,997,723</u>

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 (No. 333-126715) of Royal Dutch Shell plc of our report dated June 17, 2010 relating to the financial statements of the Shell Provident Fund, which appears in this Form 11-K.

PRICEWATERHOUSECOOPERS LLP

Houston, Texas
June 17, 2010