Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2010

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
WESTERNGECO RESOURCES, INC. PENSION PLAN

1b Three-digit plan number (PN) ▶ 010

1c Effective date of plan 01/01/2002

2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.)
WESTERNGECO RESOURCES, INC.

ATTN MARGARET G. BAILEY

10001 RICHMOND AVE
HOUSTON, TX 77042-4205

2b Employer Identification Number (EIN)
76-0660256

2c Sponsor's telephone number
713-689-9600

2d Business code (see instructions)
541990

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2011	MARGARET G. BAILEY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")

WESTERNGECO RESOURCES, INC.
ATTN MARGARET G. BAILEY
10001 RICHMOND AVE
HOUSTON, TX 77042-4205

3b Administrator's EIN
76-0660256

3c Administrator's telephone number
713-689-9600

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	1174
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	781
b	Retired or separated participants receiving benefits	**6b**	134
c	Other retired or separated participants entitled to future benefits	**6c**	260
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	1175
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	2
f	Total. Add lines **6d** and **6e**	**6f**	1177
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
1A 1E 1G 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	[X]	**R** (Retirement Plan Information)
(2)	[ ]	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	[X]	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	[X]	**H** (Financial Information)
(2)	[ ]	**I** (Financial Information – Small Plan)
(3)	[ ]	**A** (Insurance Information)
(4)	[ ]	**C** (Service Provider Information)
(5)	[X]	**D** (DFE/Participating Plan Information)
(6)	[ ]	**G** (Financial Transaction Schedules)

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan
WESTERNGECO RESOURCES, INC. PENSION PLAN

B Three-digit plan number (PN) ▶ 010

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
WESTERNGECO RESOURCES, INC.

D Employer Identification Number (EIN)
76-0660256

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1	Enter the valuation date: Month 01 Day 01 Year 2010			
2	Assets:			
a	Market value	**2a**		62467058
b	Actuarial value	**2b**		63145614
3	Funding target/participant count breakdown		**(1)** Number of participants	**(2)** Funding Target
a	For retired participants and beneficiaries receiving payment	**3a**	129	8997961
b	For terminated vested participants	**3b**	245	3304380
c	For active participants:			
	(1) Non-vested benefits	**3c(1)**		2248826
	(2) Vested benefits	**3c(2)**		35133012
	(3) Total active	**3c(3)**	800	37381838
d	Total	**3d**	1174	49684179
4	If the plan is at-risk, check the box and complete items (a) and (b) [ ]			
a	Funding target disregarding prescribed at-risk assumptions	**4a**		
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	**4b**		
5	Effective interest rate	**5**		6.67 %
6	Target normal cost	**6**		5239583

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE

	10/06/2011
Signature of actuary	Date
MICHAEL KARLIN, FSA, MAAA	11-02683
Type or print name of actuary	Most recent enrollment number
SIBSON CONSULTING	212-251-5000
Firm name	Telephone number (including area code)
333 WEST 34TH STREET NEW YORK, NY 10001-2402	
Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of year carryover and prefunding balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	8042298	16300713
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	4806955	0
9	Amount remaining (Item 7 minus item 8)	3235343	16300713
10	Interest on item 9 using prior year's actual return of 19.31 %	624742	3147668
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		3543517
b	Interest on (a) using prior year's effective rate of 8.01 %		684253
c	Total available at beginning of current plan year to add to prefunding balance		4227770
d	Portion of (c) to be added to prefunding balance		0
12	Reduction in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12)	3860085	19448381

Part III Funding percentages

14	Funding target attainment percentage	14	80.18 %
15	Adjusted funding target attainment percentage	15	127.09 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	115.39 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
07/29/2010	7500000	0			
			Totals ► 18(b)	7500000	18(c)

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a	Contributions allocated toward unpaid minimum required contribution from prior years	19a	
b	Contributions made to avoid restrictions adjusted to valuation date	19b	
c	Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	7227767

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] Yes [ ] No

c If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of Quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
4.60 %	6.65 %	6.76 %	☐ N/A, full yield curve used

b Applicable month (enter code) — **21b**: 0

22 Weighted average retirement age — **22**: 61

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. ☐ Yes ☒ No

25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No

26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment ☒ Yes ☐ No

27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment	**27**	

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years	**28**	
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a)	**29**	
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	**30**	0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions)	**31**		5239583
32 Amortization installments:		Outstanding Balance	Installment
a Net shortfall amortization installment		0	0
b Waiver amortization installment		0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**		
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33)	**34**		5239583

	Carryover balance	Prefunding balance	Total balance
35 Balances used to offset funding requirement	2296347	0	2296347

36 Additional cash requirement (item 34 minus item 35)	**36**	2943236
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)	**37**	7227767
38 Interest-adjusted excess contributions for current year (see instructions)	**38**	4284531
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)	**39**	
40 Unpaid minimum required contribution for all years	**40**	

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2010

This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
WESTERNGECO RESOURCES, INC. PENSION PLAN

B Three-digit plan number (PN) ▶ 010

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
WESTERNGECO RESOURCES, INC.

D Employer Identification Number (EIN)
76-0660256

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: SCHLUMBERGER MASTER PENSION TRUST

b Name of sponsor of entity listed in (a): SCHLUMBERGER LIMITED

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
74-1992467-001	M	85221656

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
WESTERNGECO RESOURCES, INC. PENSION PLAN

B Three-digit plan number (PN) ▶ 010

C Plan sponsor's name as shown on line 2a of Form 5500
WESTERNGECO RESOURCES, INC.

D Employer Identification Number (EIN)
76-0660256

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	4002000	
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	64533808	85221656
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	68535808	85221656
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h	127182	121249
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	127182	121249
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	68408626	85100407

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	7500000	
	(B) Participants	2a(1)(B)		
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		7500000
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)		
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		10466076
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		17966076
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	926691	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		926691
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	23265	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	256753	
(4) Other	2i(4)	67586	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		347604
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1274295
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		16691781
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [X] Unqualified (2) [ ] Qualified (3) [ ] Disclaimer (4) [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [ ] Yes [X] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: SALIBELLO & BRODER LLP (2) EIN: 13-3051814

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. (2) [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If yes, enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2010

This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
WESTERNGECO RESOURCES, INC. PENSION PLAN

B Three-digit plan number (PN) ▶ 010

C Plan sponsor's name as shown on line 2a of Form 5500
WESTERNGECO RESOURCES, INC.

D Employer Identification Number (EIN)
76-0660256

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1**

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 74-1992467

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3** 50

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☒ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☒ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box. ..... ☒ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
Stock: 48.0% Investment-Grade Debt: 37.0% High-Yield Debt: 3.0% Real Estate: 2.0% Other: 10.0%

b Provide the average duration of the combined investment-grade and high-yield debt:
☒ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☒ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

WESTERNGECO RESOURCES, INC.
PENSION PLAN

FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE

For The Years Ended December 31, 2010 And 2009
With Independent Auditors' Report

Salibello & Broder LLP
Certified Public Accountants

WESTERNGECO RESOURCES, INC. PENSION PLAN

TABLE OF CONTENTS

	Page(s)
Independent auditors' report	1 – 2
Financial statements:	
Statements of net assets available for benefits	3
Statements of changes in net assets available for benefits	4
Statement of accumulated plan benefits	5
Statement of changes in accumulated plan benefits	6
Notes to financial statements	7 – 45
Supplemental schedule*:	
Schedule H (Form 5500) – Line 4i: Schedule of assets (held at end of year)	46

* Other schedules required by Section 2520.103-10 are omitted because they are not applicable.

Salibello & Broder LLP
Certified Public Accountants

633 Third Avenue, New York, NY 10017
212-315-5000 Fax: 212-397-5832

INDEPENDENT AUDITORS' REPORT

To the Participants and Plan Administrator of the
WesternGeco Resources, Inc. Pension Plan

We have audited the accompanying statements of net assets available for benefits of the WesternGeco Resources, Inc. Pension Plan (the "Plan") as of December 31, 2010 and 2009, and the related statements of changes in net assets available for benefits for the years then ended and the statement of accumulated plan benefits as of December 31, 2009, and the related statement of changes in accumulated plan benefits for the year then ended. 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 in accordance with auditing standards generally accepted in the United States of America. 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 consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also 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, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, information regarding the Plan's net assets available for benefits as of December 31, 2010, and changes therein for the year then ended and its financial status as of December 31, 2009, and changes therein for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2010 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.

Salibello & Broder LLP

October 12, 2011

WESTERNGECO RESOURCES, INC. PENSION PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2010 AND 2009

	2010	2009
ASSETS		
Investments, at fair value:		
Plan interest in the Schlumberger Master Pension Trust	$ 78,408,213	$ 58,639,706
Employer contributions receivable	-	4,000,000
Net assets held in 401(h) account (including employer contributions receivable of $2,000 in 2009)	6,813,443	5,896,102
Total assets	**85,221,656**	**68,535,808**
LIABILITIES		
Accrued administrative expenses	121,249	127,182
Amounts related to obligation of 401(h) account	6,813,443	5,896,102
Total liabilities	**6,934,692**	**6,023,284**
Net assets available for benefits	**$ 78,286,964**	**$ 62,512,524**

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

WESTERNGECO RESOURCES, INC. PENSION PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009

	2010	2009
ADDITIONS		
Plan interest in the Schlumberger Master Pension Trust investment income	$ 9,548,735	$ 8,973,736
Employer contributions	7,500,000	4,000,000
Total additions	**17,048,735**	**12,973,736**
DEDUCTIONS		
Benefits paid to participants	926,691	804,696
Administrative expenses	347,604	248,144
Total deductions	**1,274,295**	**1,052,840**
Net increase	**15,774,440**	**11,920,896**
Net assets available for benefits: Beginning of year	62,512,524	50,591,628
End of year	**$ 78,286,964**	**$ 62,512,524**

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

WESTERNGECO RESOURCES, INC. PENSION PLAN

STATEMENT OF ACCUMULATED PLAN BENEFITS

DECEMBER 31, 2009

Actuarial present value of accumulated plan benefits:

Vested benefits:	
Participants currently receiving benefits	$ 7,641,668
Other vested benefits	28,583,812
	36,225,480
Nonvested benefits	1,845,438
Total actuarial present value of accumulated plan benefits	**$ 38,070,918**

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

WESTERNGECO RESOURCES, INC. PENSION PLAN

STATEMENT OF CHANGES IN ACCUMULATED PLAN BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 2009

Actuarial present value of accumulated plan benefits at December 31, 2008	$ 31,190,090
Increase (decrease) during the year attributable to:	
Interest due to the decrease in the discount period	2,651,158
Benefits accumulated and actuarial experience	5,034,366
Benefits paid	(804,696)
Net increase	6,880,828
Actuarial present value of accumulated plan benefits at December 31, 2009	**$ 38,070,918**

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

Note 1 - Description of the Plan

The following brief description of the WesternGeco Resources, Inc. Pension Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan document for more complete information.

General

The Plan is a defined benefit pension plan covering employees of WesternGeco Resources, Inc. (the "Company") who have met certain requirements, including length of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). The Plan has an allocable interest in the net assets of the Schlumberger Master Pension Trust (the "Pension Trust"), which serves as the investing medium for the Plan and certain other plans of Schlumberger Limited and its affiliates.

The Plan is administered by an Administrative Committee, which is appointed by the Board of Directors of the Company in accordance with certain provisions of the plan document and is a named fiduciary under the provisions of Section (3)(21) of ERISA. The Administrative Committee, which normally consists of at least three persons, is responsible for general administration of the Plan.

The Finance Committee is appointed by the Board of Directors of Schlumberger Limited in accordance with certain provisions of the Pension Trust agreement and is a named fiduciary under the provisions of Section (3)(21) of ERISA. The Finance Committee communicates to The Northern Trust Company (the "Trustee") the funding policies and methods which have been established to carry out the objectives of the Plan.

Eligibility

Employees hired on and after October 1, 2004 are not eligible to participate in the Plan. Employees hired prior to October 1, 2004 were eligible to participate in the Plan on the first day of the month following the completion of one year of eligible service (i.e., 1,000 hours in twelve consecutive months). Such employees had a one-time opportunity to cease participation in the Plan as of January 1, 2005 and to receive an enhanced benefit under the WesternGeco Savings and Profit Sharing Plan. Benefit accruals under the Plan were frozen as of January 1, 2005 for participants who elected to cease participation in the Plan.

Note 1 - Description of the Plan (cont'd)

Vesting

Effective January 1, 2009, a participant is 100% vested at the attainment of age 50 or completion of five years of service, whichever occurs first. Prior to January 1, 2009, a participant was 100% vested at the attainment of age 55 or completion of five years of active service, whichever occurred first. The change in vesting policy did not have a significant impact on benefits and is not reflected in the calculation of the actuarial present value of accumulated plan benefits at December 31, 2009.

Retirement age

Normal retirement age is 65, with early retirement permitted at age 55 and special early retirement permitted at age 50, provided the participant has completed at least 20 years of active service.

Funding policy

Employer contributions are determined by an independent actuary and represent the annual amount required by ERISA to meet the minimum funding standards. These contributions are funded on or before required dates as set forth by ERISA. The Plan met the ERISA minimum funding for the year ended December 31, 2010 whereas there was no minimum funding for the year ended December 31, 2009. The Company at its option can contribute more than the minimum required. Employee contributions are not permitted.

Benefits

Participants who are vested and whose benefits commence at or after normal, early or special early retirement age are entitled to receive pension benefits for their lifetime in annual amounts equal to the sum of their annual retirement credits as of their retirement date reduced for early commencement, as defined in the Plan document.

Participants accrue an annual retirement credit for each year (or portion thereof) of participation in the Plan equal to 1.5% of their admissible compensation for up to 15 years of active service and 2% for years in excess of 15.

Note 1 - Description of the Plan (cont'd)

Benefits (cont'd)

Effective July 1, 2010, the Plan was amended to provide that the accrued benefit of a former participant who retired directly from active service prior to July 1, 2010 shall be increased in accordance with the following schedule based on the year in which the pension credits accrued:

Pension Credits	Increase
Accrued on or before December 31, 2005	8.0%
Accrued during 2006	6.3%
Accrued during 2007	4.7%
Accrued during 2008	3.1%
Accrued during 2009	1.5%

The actuarial present value of accumulated plan benefits as of December 31, 2009 does not reflect the above Plan amendment. The Plan's actuary estimates that such Plan amendment will increase the actuarial present value of accumulated plan benefits by approximately $501,000.

The maximum annual benefit payable to a participant shall not exceed the lesser of $195,000 in 2010 and 2009, or 100% of the participant's average annual compensation for the three consecutive calendar years with the greatest aggregate compensation. The maximum admissible compensation shall not exceed $245,000 in 2010 and 2009. In addition, survivor benefits may be paid to a deceased participant's surviving spouse or to a designated beneficiary under certain retirement options.

Alternative benefit options are available, as outlined in the Plan document.

Plan expenses

Expenses required to maintain the Plan are absorbed by the Plan, unless otherwise paid by the Company.

Note 2 - Summary of significant accounting policies

Basis of accounting

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

Use of estimates

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, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from those estimates.

Valuation of investments

The Plan's interest in the Pension Trust and net assets held in 401(h) account are stated at fair value, as determined by the Trustee, and consists of an allocation of the Pension Trust's net assets that is based upon cumulative employer contributions, net of benefits paid to terminated and retired participants, and allocations of Pension Trust's investment income and administrative expenses. The guaranteed investment contract ("GIC") is stated at fair value, which approximates contract value (see Note 6).

The Plan follows the provisions of Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 820, "Fair Value Measurement." Under FASB ASC Topic 820, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e., the exit price) in an orderly transaction between market participants at the measurement date.

FASB ASC Topic 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 FASB ASC Topic 820 are as described as follows:

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.

Note 2 - Summary of significant accounting policies (cont'd)

Valuation of investments (cont'd)

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 asset 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 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 relevant observable inputs and minimize the use of unobservable inputs. Observable inputs are inputs that reflect the assumptions market participants would use in pricing the asset or liability developed based on market data obtained from sources independent of the Plan. Unobservable inputs are inputs that reflect the Plan's own assumptions about the assumptions market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. Changes in economic conditions or valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period. See Notes 6 and 7 for the disclosures required by FASB ASC Topic 820 with regard to Plan investments.

A fair value measurement is for a particular asset or liability. The unit of account determines what is being measured by reference to the level at which the asset or liability is aggregated (or disaggregated) for purposes of applying other accounting pronouncements. Accordingly, because the Plan does not hold shares of the Pension Trust, the disclosures required by FASB ASC Topic 820 are required for the individual assets and liabilities under the Pension Trust and are not required for the Plan's total interest in the Pension Trust. Similarly, since the Pension Trust does not hold shares of the Schlumberger Group Trust (the "Group Trust"), the disclosures required by FASB ASC Topic 820 are required for the individual assets and liabilities

Note 2 - Summary of significant accounting policies (cont'd)

Valuation of investments (cont'd)

under the Group Trust and are not required for the Pension Trust's total interest in the Group Trust. Likewise, since the Group Trust does not own shares of the different investment pools which are disclosed in Note 7, the disclosures required by FASB ASC Topic 820 are required for the individual assets and liabilities under each investment pool and are not required for the Group Trust's total interest in each of the investment pools.

In the same context, the disclosures required by FASB ASC Topic 820 are required for the individual assets and liabilities underlying the net assets held in the 401(h) account that are measured at fair value and are not required for the net assets held in the 401(h) account itself or the amounts related to the obligation of 401(h) account. Since all of the net assets held in the 401(h) account consist of the interest in the Pension Trust, the disclosures required by FASB ASC Topic 820 for the individual assets and liabilities under the Pension Trust are adequate (see Note 6).

In determining the fair value of assets and liabilities underlying the Pension Trust, Group Trust and the investment pools owned by the Group Trust, the Pension Trust and Group Trust use various inputs and valuation methodologies which are described in Notes 6 and 7. There have been no significant changes in the inputs or valuation methodologies used at December 31, 2010 and 2009.

Income taxes

The Plan evaluates each tax position individually using the recognition and measurement criteria established in FASB ASC Topic 740 "Income Taxes." That is, first, the Plan recognizes the financial statement benefit of a tax position if it determines that it is more likely than not (i.e., a likelihood of more than 50 percent), based on the technical merits, that the position will be sustained on examination. Then, the Plan measures the amount of benefit derived from such tax position as the largest amount of tax benefit that is greater than 50 percent likely of being realized upon settlement. The difference between a tax position taken or expected to be taken in a tax return and the tax benefit recognized and measured according to the aforementioned criteria is an unrecognized tax benefit for which a liability is created (and an expense is recorded). The Plan classifies interest and penalties associated with the liability for unrecognized tax benefits as income tax expense. The Plan is no longer subject to U.S. federal, state and local, or non-U.S. income tax examinations by tax authorities for years before 2007.

Note 2 - Summary of significant accounting policies (cont'd)

Relevant accounting developments

In August 2009, the FASB issued ASU No. 2009-05, "Measuring Liabilities at Fair Value." ASU No. 2009-05 provides clarification that in circumstances in which a quoted price in active market for the identical liability is not available, a reporting entity is required to measure fair value using one or more of the following techniques: a) the quoted price of the identical liability when traded as an asset, b) quoted prices for similar liabilities when traded as assets, c) another valuation technique that is consistent with the principles of FASB ASC Topic 820. The adoption of the provisions of ASU No. 2009-05, as incorporated into FASB ASC Topic 820, as of January 1, 2010, did not have an impact on the Plan's financial statements.

In January 2010, the FASB issued Accounting Standards Update ("ASU") No. 2010-06, "Improving Disclosures About Fair Value Measurements." ASU No. 2010-06 requires a reporting entity to disclose separately the amounts of significant transfers in and out of Level 1 and Level 2 fair value measurements and the reasons for the transfers. ASU No. 2010-06 also requires a reporting entity to disclose separately, in the reconciliation for Level 3 fair value measurements, information about purchases, sales, issuances, and settlements. In addition, it clarifies existing disclosures about fair value measurements by requiring that such disclosures be made for each class of assets and liabilities. Finally, this accounting standard update clarifies that the disclosures about the valuation techniques and inputs used to measure fair value are required for fair value measurements that fall in either Level 2 or 3. The new disclosures and clarifications of existing disclosures are effective for the Plan annual periods beginning January 1, 2010, except for the disclosures about purchases, sales, issuances, and settlements in the roll forward of activity in Level 3 fair value measurements, which are effective for the Plan annual periods beginning January 1, 2011. The adoption of the provisions, effective January 1, 2010, of ASU No. 2010-06, as incorporated into FASB ASC Topic 820, did not have an impact on the Plan's financial statements. The adoption of the provisions effective beginning January 1, 2011 will require additional detailed disclosures in the reconciliation for Level 3 fair value measurements.

In May 2011, the FASB issued ASU No. 2011-04, "Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs." ASU No. 2011-04 was issued to provide a consistent definition of fair value between accounting principles generally accepted in the United States of America ("U.S. GAAP") and International Financial Reporting Standards ("IFRSs"). This pronouncement is effective for reporting periods beginning on or after December 15, 2011, with early adoption prohibited. Plan management currently is evaluating the impact of the adoption of ASU No. 2011-04 on the Plan's financial statements.

Note 2 - Summary of significant accounting policies (cont'd)

Risks and uncertainties

Due to various risks (i.e., interest rate, market and credit risk) associated with certain investments of the Pension Trust and Group Trust, and the level of uncertainty related to changes in the value of investments, it is at least reasonably possible that changes in the values of the investments of the Pension Trust and Group Trust will occur in the near term, and this could materially affect the value of the Plan interest in the Pension Trust and the corresponding investment income reported in the statements of net assets available for benefits and the statements of changes in net assets available for benefits, respectively.

The Pension Trust and Group Trust invest in securities with contractual cash flows, such as asset-backed securities, collateralized mortgage obligations and commercial mortgage-backed securities. The value, liquidity and related income of these securities are sensitive to changes in economic conditions, including real estate value, delinquencies or defaults, or both, and may be adversely affected by shifts in the market's perception of the issuers and changes in interest rates.

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term could materially affect the amounts reported in the financial statements.

Benefit payments

Benefit payments are recorded when paid.

Note 3 - Tax status

The Plan obtained its latest determination letter on January 22, 2008 in which the Internal Revenue Service stated that the Plan was in compliance with the applicable requirements of the Internal Revenue Code ("IRC"). The Plan is required to operate in conformity with the IRC to maintain the tax-exempt status. Plan management and tax counsel believe that the Plan currently is designed and being operated in compliance with the applicable requirements of the IRC.

Note 4 - Actuarial present value of accumulated plan benefits

Accumulated plan benefits are those future periodic benefit payments, including lump-sum distributions, which are attributable under the Plan's provisions to the service employees have rendered to the benefit information date. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries.

The actuarial present value of accumulated plan benefits, which is determined by an independent actuary, is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits earned by the participants to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as death, withdrawal or retirement) between the benefit information date and the expected date of payment.

The calculation of the actuarial present value of accumulated plan benefits as of December 31, 2009 has been based on the following significant actuarial assumptions:

a) Discount rate (net investment return): 8.5% (including a reduction of 0.5% to reflect anticipated administrative expenses associated with providing benefits)

b) Mortality rates: 2007 Current Liability Combined

c) Retirement rates:

Age	Rate
55 – 58	7%
59	9
60	12
61	12
62	25
63	20
64	20
65	100

Note 4 - Actuarial present value of accumulated plan benefits (cont'd)

d) Termination rates before retirement:

Age	Rates
20	16.67%
25	16.67
30	13.00
35	9.83
40	7.00
45	4.50
50	2.17
55	0.00
60	0.00
65	0.00

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

The actuarial cost method used is the Unit Credit for both funding and the calculation of the actuarial present value of accumulated plan benefits.

Note 5 - Plan termination

The Board of Directors of the sponsoring employer reserves the right to terminate the Plan entirely or partially at any time. In the event of the termination of the Plan, the rights of all affected employees to benefits accrued to the date of such termination to the extent then funded shall become fully vested and nonforfeitable, and the net assets of the Plan will be allocated, as prescribed by ERISA and its related regulations, generally to provide benefits in accordance with the following priorities:

a. Benefits that a participant has been receiving for at least three years before the date of termination (or would have been receiving if he or she had retired three years before the date of termination) based on the provisions of the Plan (as in effect during the five-year period ending on such date) under which such benefit would be the least.

b. Benefits to each participant representing the present value of benefits guaranteed under Title IV of ERISA.

Note 5 - Plan termination (cont'd)

c. Benefits to each participant representing the present value of his or her nonforfeitable benefits.

d. Benefits to each participant representing the present value of his or her accrued benefit.

e. Benefits to the Company.

Generally, the Pension Benefit Guaranty Corporation (the "PBGC") guarantees the payment of most vested normal retirement benefits, early retirement benefits, and certain disability and survivor benefits and survivor pensions, subject to certain limitations. Should the Plan terminate at some future time, its net assets generally will not be available on a pro rata basis to provide participants' benefits. Whether a particular participant's accumulated plan benefits will be paid depends on both the priority of those benefits and the level of benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided for by the then existing assets and the PBGC guaranty while other benefits may not be provided for at all. Participants should consult the Plan document for more complete information related to guarantees of benefits.

In the event of the Plan's withdrawal from the Pension Trust, the Trustee shall set apart that portion or equitable share of the Pension Trust allocated to the Plan pursuant to a valuation and allocation of the Pension Trust by the Trustee, subject to approval by the Finance Committee.

Note 6 - Interest in the Schlumberger Master Pension Trust

The Plan's investments are 100% in the Pension Trust. The Pension Trust was established for the investment of assets of the Plan and other qualified pension plans sponsored by Schlumberger Limited and its affiliates (collectively, the "Pension Plans"). Each participating plan has an allocable specific interest in the Pension Trust. The assets of the Pension Trust are held by the Trustee. At December 31, 2010 and 2009, the Plan's interest in the net assets of the Pension Trust was approximately 2.87% ($78.4 million) and 2.55% ($58.6 million), respectively, and the 401(h) account's (Note 9) interest in the net assets of the Pension Trust was approximately 0.25% ($6.8 million) and 0.26% ($5.9 million), respectively. Investment income and certain administrative expenses relating to the Pension Trust are allocated to the individual plans based upon average monthly balances invested by each plan. Other administrative expenses are allocated to each plan based on the specific services provided to them. The plans' balances reflect transfers to and from the individual plans as well as the plans' share of investment income. In addition, any commitments of the Pension Trust are shared by the individual plans based on the participating plan's allocable interest.

The following table presents the investments and liabilities for the Pension Trust:

(dollars in thousands)	December 31, 2010	December 31, 2009
Investments, at fair value:		
Pension Trust interest in the Schlumberger Group Trust	$ 2,540,659	$ 2,150,364
Short-term investment funds	16,041	12,097
Real estate	40,149	36,539
Limited partnerships	127,839	99,369
Guaranteed investment contract ("GIC")	3,666	3,573
U.S. common and preferred stocks	240	4
Total investments	2,728,594	2,301,946
Liabilities		
Collateral deficiency and other adjustments under security lending agreement	-	1,090
Net assets of the Pension Trust	**$ 2,728,594**	**$ 2,300,856**

Note 6 - Interest in the Schlumberger Master Pension Trust (cont'd)

The following table presents investment income for the Pension Trust:

(dollars in thousands)	Year Ended December 31, 2010	2009
Investment income:		
Pension Trust interest in the Schlumberger Group Trust income	$ 322,321	$ 392,481
Net appreciation (depreciation) in fair value of investments:		
Real estate	175	(28,752)
Limited partnerships	14,194	4,185
Net appreciation (depreciation) in fair value of investments	14,369	(24,567)
Interest and other income	2,586	3,190
Total investment income	$ 339,276	$ 371,104

The following tables set forth by level, within the fair value hierarchy discussed in Note 2, the Pension Trust's assets and liabilities at fair value as of December 31, 2010 and 2009. The following tables do not include the Pension Trust's interest in the Group Trust because that information is presented in a separate table (see Note 7):

(dollars in thousands)	Assets at Fair Value as of December 31, 2010			
	Level 1	Level 2	Level 3	Total
Cash and cash equivalents:				
Short-term investment funds	$ -	$ 16,041	$ -	$ 16,041
Equity securities:				
U.S. common and preferred stocks	240	-	-	240
Other investments:				
Real estate	-	-	40,149	40,149
Limited partnerships	-	-	127,839	127,839
GIC	-	-	3,666	3,666
Total assets, excluding Pension Trust interest in Group Trust	$ 240	$ 16,041	$ 171,654	$ 187,935

Note 6 - Interest in the Schlumberger Master Pension Trust (cont'd)

(dollars in thousands)	Assets at Fair Value as of December 31, 2009			
	Level 1	Level 2	Level 3	Total
Cash and cash equivalents:				
Short-term investment funds	$ -	$ 12,097	$ -	$ 12,097
Equity securities:				
U.S. common and preferred stocks	-	-	4	4
Other investments:				
Real estate	-	-	36,539	36,539
Limited partnerships	-	-	99,369	99,369
GIC	-	-	3,573	3,573
Total assets, excluding Pension Trust interest in Group Trust	$ -	$ 12,097	$ 139,485	$ 151,582

(dollars in thousands)	Liabilities at Fair Value as of December 31, 2009			
	Level 1	Level 2	Level 3	Total
Collateral deficiency and other adjustments under security lending agreement	$ -	$ 1,090	$ -	$ 1,090

The following tables set forth a summary of changes in the fair value of the Pension Trust's Level 3 assets for the years ended December 31, 2010 and 2009:

(dollars in thousands)	Level 3 Assets			
	Real estate	Limited partnerships	Guaranteed investment contract	U.S. common and preferred stocks
Balance, December 31, 2009	$ 36,539	$ 99,369	$ 3,573	$ 4
Realized gains (losses)	(102)	6,217	-	-
Unrealized gains relating to assets still held at year-end	276	7,908	-	-
Purchases, sales, issuances, and settlements (net)	3,436	14,345	93	(4)
Balance, December 31, 2010	$ 40,149	$ 127,839	$ 3,666	$ -

Note 6 - Interest in the Schlumberger Master Pension Trust (cont'd)

(dollars in thousands)	Level 3 Assets			
	Real estate	Limited partnerships	Guaranteed investment contract	U.S. common and preferred stocks
Balance, December 31, 2008	$ 60,258	$ 79,736	$ 3,462	$ 4
Realized gains (losses)	(11)	2,125	-	-
Unrealized gains (losses) relating to assets still held at year-end	(28,742)	2,060	-	-
Purchases, sales, issuances, and settlements (net)	5,034	15,448	111	-
Balance, December 31, 2009	$ 36,539	$ 99,369	$ 3,573	$ 4

For the years ended December 31, 2010 and 2009, realized gains (losses) and unrealized gains (losses) from Level 3 assets are reported in net appreciation (depreciation) in fair value of investments in the statement of changes in net assets of the Pension Trust.

Valuation of investments and financial liabilities

The Pension Trust interest in the Group Trust is stated at fair value, as determined by the Trustee, which consists of an allocation of the Group Trust's net assets that is based on amounts contributed by the Pension Trust and a certain other trust and plan of Schlumberger Limited and its affiliates, net of distributions, that are invested by the Group Trust, and a respective allocation of investment income and administrative expenses.

As of December 31, 2010, U.S. common and preferred stocks are stated at fair value as determined by closing quoted market prices in active markets in which the securities are sold. As of December 31, 2009, U.S. common and preferred stocks are valued based on prices received from an external manager or other Plan-directed pricing source, which approximates fair value.

Short-term investment funds are stated using a constant price (or amortized cost) of $1 per unit of participation, which approximates fair value.

Investments in real estate are made principally through pooled separate accounts and real estate investment trusts ("REIT"), which are stated at fair value represented by the net asset value of the pooled separate account or REIT at year-end, as determined by the investment manager based on the fair value of the underlying real estate investments. The fair value of the underlying real estate investments are valued by independent appraisers on an annual basis. However, because of the inherent uncertainty of the valuation, the valuation presented does not necessarily represent the amount that might ultimately be realized from the investment held. The investments in real estate were purchased for the sole benefit of the Pension Plans.

Note 6 - Interest in the Schlumberger Master Pension Trust (cont'd)

Valuation of investments and financial liabilities (cont'd)

Investments in limited partnerships are stated at fair value represented by the net asset value of the partnership interests owned by the Pension Trust at year-end, as determined by the respective general partners of the limited partnerships based on the fair value of the underlying investments of the limited partnerships. In establishing the fair value of partnership investments, general partners take into consideration information from the financial statements of the companies in which they invest, as well as the currency in which the investment is denominated. Because of the inherent uncertainty of the valuation, the valuation presented does not necessarily represent the amount that might ultimately be realized from the investment held. The investments in limited partnerships were purchased for the sole benefit of the Pension Plans.

The GIC is stated at contract value, which approximates fair value. Contract value, as determined by the insurance company, represents contributions and investment income less distributions and administrative expenses. The GIC was purchased for the sole benefit of the Schlumberger Technology Corporation Pension Plan.

Collateral deficiency and other adjustments under security lending agreement are valued using a constant price of $1 per unit, which approximates fair value.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Pension Trust 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 6 - Interest in the Schlumberger Master Pension Trust (cont'd)

Valuation of investments and financial liabilities (cont'd)

The following table sets forth a summary of the Level 3 investments held by the Pension Trust reported at net asset value as of December 31, 2010 and 2009:

(dollars in thousands)	Fair Value Estimated Using Net Asset Value per Share				
	Fair Value		Unfunded Commitments at December 31, 2010	Redemption Frequency (If Currently Eligible)	Redemption Notice Period
	2010	2009			
Real estate funds (1)	$ 40,149	$ 36,539	$ 4,580	quarterly	45-90 days
Limited partnerships (2)	127,839	99,369	157,623	N/A	N/A
Total	$ 167,988	$ 135,908	$ 162,203		

(1) Real estate funds primarily include investments in real estate limited partnerships, concentrated in U.S. commercial real estate. Redemptions are subject to management's and/or board of director's approval.

(2) Limited partnerships include investments in several fund of funds limited partnerships that invest primarily in U.S. and foreign companies. These investments can never be redeemed with the funds. Instead, the nature of the investments is that distributions are received through the liquidation of the underlying assets of the funds. If these investments were held, it is estimated that the underlying assets of the funds would be liquidated over 10-15 years.

Commitments

The Pension Trust invests in certain real estate and limited partnerships investments whereby the Pension Trust commits to providing certain funds primarily on an "as needed" basis. At December 31, 2010, the Pension Trust was committed to funding approximately $162 million for such investments over a period not exceeding six years. The Pension Trust contributed $7,901,422 and $13,230,168 for such investments during the years ended December 31, 2010 and 2009, respectively.

Securities transactions and investment income

Net appreciation or depreciation in fair value of investments includes realized gains or losses on investments sold and unrealized gains or losses on investments held. Unrealized gains or losses on investments represent the change in the difference between the cost and fair value of investments at the end of the year and at the beginning of the year.

Note 6 - Interest in the Schlumberger Master Pension Trust (cont'd)

Securities transactions and investment income (cont'd)

Purchases and sales of securities are recorded on a trade-date basis. Gains and losses on securities transactions are recorded as the difference between proceeds received and cost, with cost determined on the moving average basis. Interest income is recorded on the accrual basis. Dividend income is recorded on the ex-dividend date.

Note 7 - Interest in the Schlumberger Group Trust

A portion of the Pension Trust's investments are in the Group Trust. The Group Trust serves as the investing medium for the Pension Trust and a certain other trust and plan of Schlumberger Limited and its affiliates. Each participating trust and plan has an allocable specific interest in the Group Trust. The assets of the Group Trust are held by the Trustee. At December 31, 2010 and 2009, the Pension Trust's interest in the net assets of the Group Trust was approximately 49.22% ($2.541 billion) and 48.15% ($2.150 billion), respectively. Investment income and certain administrative expenses relating to the Group Trust are allocated to the individual trusts and plan based upon average monthly balances invested by each trust and plan in the underlying pooled investments of the Group Trust. Other administrative expenses are allocated to each trust and plan based on the specific services provided to them. The trusts' and plan's balances reflect transfers to and from the individual trusts and plan as well as the trusts' and plan's share of investment income.

At December 31, 2010 and 2009, the Pension Trust's interest in the Group Trust investments was approximately as follows:

	2010	2009
U.S. Equities and Equity Index	51.37%	49.11%
Non-U.S. Equities	56.35%	53.05%
Fixed Income - Short Term	9.25%	15.66%
Fixed Income - Long Term	53.02%	53.76%
Treasury Inflation Protected Securities ("TIPS")	51.34%	63.15%

Note 7 - Interest in the Schlumberger Group Trust (cont'd)

The following table presents the investments and liabilities for the Group Trust:

(dollars in thousands)	December 31, 2010	2009
Investments, at fair value:		
Schlumberger U.S. Equity Pool and Equity Index Pool (including $164,974 and $127,007 of securities on loan at 2010 and 2009, respectively)	$ 2,074,321	$ 1,742,436
Schlumberger Non-U.S. Equity Pool (including $25,404 and $38,131 of securities on loan at 2010 and 2009, respectively)	908,108	711,218
Schlumberger Fixed Income - Short Term Pool (including $19,905 and $45,646 of securities on loan at 2010 and 2009, respectively)	381,900	418,842
Schlumberger Fixed Income - Long Term Pool (including $186,323 and $218,854 of securities on loan at 2010 and 2009, respectively)	1,463,181	1,283,624
GIC Pool	37,763	54,812
TIPS Pool	296,654	256,097
Short-term securities (security lending)	405,383	438,670
	5,567,310	4,905,699
Liabilities		
Obligation under security lending agreement	405,383	438,670
Net assets of the Group Trust	**$ 5,161,927**	**$ 4,467,029**

Note 7 - Interest in the Schlumberger Group Trust (cont'd)

The following table presents the investment income for the Group Trust:

(dollars in thousands)	Year Ended December 31, 2010	2009
Investment income:		
Net appreciation (depreciation) in fair value of investments:		
U.S. Equities and Equity Index	$ 341,449	$ 435,362
Non-U.S. Equities	98,861	191,004
Fixed Income - Short Term	(1,069)	108
Fixed Income - Long Term	57,793	50,994
Global Equities	-	(3,545)
GIC	302	(114)
TIPS	10,304	12,224
Net appreciation in fair value of investments	507,640	686,033
Dividends and interest	105,850	97,577
Total investment income	$ 613,490	$ 783,610

Note 7 - Interest in the Schlumberger Group Trust (cont'd)

The following tables set forth by level, within the fair value hierarchy discussed in Note 2, the Group Trust's assets and liabilities underlying each investment pool at fair value as of December 31, 2010 and 2009:

(dollars in thousands)	Assets at Fair Value as of December 31, 2010			
	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	$ 13,321	$ 187,693	$ -	$ 201,014
Equity securities:				
U.S.:				
Common stocks and other equities	870,422	817	2,057	873,296
Mutual funds and other registered investment companies	294,502	-	-	294,502
Collective and other trusts	-	848,941	-	848,941
International:				
Common stocks and other equities	537,566	-	139	537,705
Mutual funds and other registered investment companies	137,730	190,416	-	328,146
Debt securities:				
Corporate bonds and other fixed income obligations	-	579,226	2,983	582,209
Government and other related bonds	-	886,510	352	886,862
Government mortgage-backed securities and other collateralized obligations	-	578,962	11,848	590,810
Other investments:				
GIC	-	37,441	-	37,441
Derivatives	123,615	3,823	-	127,438
Short-term securities under security lending program	-	405,383	-	405,383
Other short-term securities	-	14,486	-	14,486
	$ 1,977,156	$ 3,733,698	$ 17,379	5,728,233
Due from brokers for securities sold				215,321
Accrued income and other assets				19,603
Total assets				$ 5,963,157

Note 7 - Interest in the Schlumberger Group Trust (cont'd)

(dollars in thousands)	Liabilities at Fair Value as of December 31, 2010			
	Level 1	Level 2	Level 3	Total
Derivatives	$ 124,148	$ 6,979	$ -	$ 131,127
Other liabilities	-	2,600	59	2,659
Obligation under security lending agreement	-	405,383	-	405,383
	$ 124,148	$ 414,962	$ 59	539,169
Due to brokers for securities purchased				262,061
Total liabilities				$ 801,230

(dollars in thousands)	Assets at Fair Value as of December 31, 2009			
	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	$ 26,146	$ 216,803	$ -	$ 242,949
Equity securities:				
U.S.:				
Common stocks and other equities	691,071	29	-	691,100
Mutual funds and other registered investment companies	366,160	142,888	-	509,048
Collective and other trusts	-	734,901	-	734,901
International:				
Common stocks and other equities	436,474	352	1,400	438,226
Debt securities:				
Corporate bonds and other fixed income obligations	-	526,454	1,000	527,454
Government and other related bonds	-	663,790	353	664,143
Government mortgage-backed securities and other collateralized obligations	-	427,085	87	427,172
Other investments:				
GIC	-	54,811	-	54,811
Derivatives	-	67,368	54	67,422
Short-term securities under security lending program	-	438,670	-	438,670
Other short-term securities	-	18,500	-	18,500
	$ 1,519,851	$ 3,291,651	$ 2,894	4,814,396
Due from brokers for securities sold				313,825
Accrued income and other assets				18,266
Total assets				$ 5,146,487

Note 7 - Interest in the Schlumberger Group Trust (cont'd)

(dollars in thousands)	Liabilities at Fair Value as of December 31, 2009			
	Level 1	Level 2	Level 3	Total
Derivatives	$ 1,455	$ 65,591	$ -	$ 67,046
Other liabilities	300	3,582	259	4,141
Obligation under security lending agreement	-	438,670	-	438,670
	$ 1,755	$ 507,843	$ 259	509,857
Due to brokers for securities purchased				169,601
Total liabilities				$ 679,458

The following tables set forth a summary of changes in the fair value of the Group Trust's Level 3 assets for the years ended December 31, 2010 and 2009:

(dollars in thousands)	Level 3 Assets				
	Common stocks and other equities	Corporate bonds and other fixed income obligations	Government and other related bonds	Government mortgage-backed securities and other collateralized obligations	Derivatives
Balance, December 31, 2009	$ 1,400	$ 1,000	$ 353	$ 87	$ 54
Realized gains	109	82	-	6	-
Unrealized gains (losses) relating to assets still held at year-end	(1,285)	23	-	326	(54)
Transfers in and/or out of Level 3*	1,935	248	-	(204)	-
Purchases, sales, issuances, and settlements (net)	37	1,630	(1)	11,633	-
Balance, December 31, 2010	$ 2,196	$ 2,983	$ 352	$ 11,848	$ -

* Transferred from Level 2 to Level 3 because of lack of observable market data due to decrease in market activity for certain securities. Transferred from Level 3 to Level 2 because of availability of observable market data due to increase in market activity for a certain collateralized obligation security.

Note 7 - Interest in the Schlumberger Group Trust (cont'd)

(dollars in thousands)

	Level 3 Assets				
	Common stocks and other equities	Corporate bonds and other fixed income obligations	Government and other related bonds	Government mortgage-backed securities and other collateralized obligations	Derivatives
Balance, December 31, 2008	$ -	$ -	$ -	$ -	$ -
Realized gains (losses)	(2)	-	-	6	51
Unrealized gains (losses) relating to assets still held at year-end	180	-	(5)	(13)	54
Transfers in and/or out of Level 3*	-	-	34	577	-
Purchases, sales, issuances, and settlements (net)	1,222	1,000	324	(483)	(51)
Balance, December 31, 2009	$ 1,400	$ 1,000	$ 353	$ 87	$ 54

* Transferred from Level 2 to Level 3 because of lack of observable market data due to decrease in market activity for these securities.

The following table sets forth a summary of changes in the fair value of the Group Trust's Level 3 other liabilities for the years ended December 31, 2010 and 2009:

(dollars in thousands)

	2010	2009
Balance, beginning of year	$ 259	$ -
Realized loss	-	(1)
Purchases, sales, issuances, and settlements (net)	(200)	260
Balance, end of year	$ 59	$ 259

For the years ended December 31, 2010 and 2009, realized gains (losses) and unrealized gains (losses) from Level 3 assets are reported in net appreciation (depreciation) in fair value of investments in the statement of changes in net assets of the Group Trust.

Note 7 - Interest in the Schlumberger Group Trust (cont'd)

Valuation of investments and financial liabilities

Cash and cash equivalents are stated at fair value. Foreign currency included in cash is translated using closing spot rates of exchange. Cash equivalents include repurchase agreements, U.S Treasury bills and other highly liquid investments that are within three months of maturity when acquired, and short-term investment funds. Repurchase agreements are valued at amortized cost, which approximates fair value. U.S. government securities and government agency obligations included in cash equivalents are stated at fair value based on a bid evaluation. Short-term investment funds are stated using a constant price (or amortized cost) of $1 per unit of participation, which approximates fair value. Other cash equivalents are valued on the basis of a bid evaluation or at amortized cost, which approximates fair value.

Equity securities include U.S. and international equity securities. U.S. equities include companies that are well diversified by industry sector and equity style (i.e., growth and value strategies). Active and passive management strategies are employed. Investments are primarily in large capitalization stocks and, to a lesser extent, mid-and small-cap stocks. International equities are invested in companies that are traded on exchanges outside the U.S. and are well diversified by industry sector, country and equity style. Active and passive strategies are employed. The vast majority of the investments are made in companies in developed markets with a small percentage in emerging markets.

Common stocks and most of other equities are stated at fair value as determined by closing quoted market prices in active markets in which the securities are traded. Certain other equity investments are valued at fair value based on mid prices (i.e., the average of the bid and ask prices).

Mutual funds and other registered investment companies are stated at fair value. Mutual funds are valued at quoted market prices (available to institutions and retail clients) which represent the net asset value of shares owned by the Group Trust at year-end. Certain other registered investment companies are valued based on the net asset value of the units owned by the Group Trust at year-end as determined by the investment manager of the other registered investment companies based on the fair value of the underlying investments of the other registered investment companies. Exchange traded funds, also considered to be other registered investment companies, are valued at quoted market prices, which may not represent the net asset value of the units owned by the Group Trust at year-end. Other registered investment companies include an open-end interval management investment fund that offers its shareholders the opportunity to purchase and redeem shares on a periodic basis. The fund seeks long-term growth

Note 7 - Interest in the Schlumberger Group Trust (cont'd)

Valuation of investments and financial liabilities (cont'd)

of capital and invests primarily in common stock and other equity securities of issuers in developing countries. The fund redeems its shares at monthly interval and accepts redemption request at anytime (prior to close of business on the first business day of each month). Redemption from the fund is subject to the fund's open–end interval fund liquidity policy.

Collective and other trusts are stated at fair value, represented by the net asset value of the units of participation owned by the Group Trust at year end as determined by the trustees of the collective and other trusts based on the fair value of the underlying investments of the collective and other trusts. The primary objectives of the collective and other trusts are to (1) achieve long-term growth of capital principally by investing in the equity securities of smaller, growing companies; and (2) approximate the risk and return characteristics of market indexes, such as the Russell 1000 Growth Index or the Standard & Poor's 500 Composite Stock Price Index. These indexes are commonly used to represent the large cap segment of the U.S. equity market with a focus on the "growth" style of investing. The overall collective and other trusts' redemption frequency is daily and there is no redemption notice period required, except for one of the trusts which has notification deadline of one day. One of the trusts is subject to withdrawal safeguards and another trust is subject to anti-dilution measures, wherein any flow in or out of the trust that exceeds 2% of the total net assets of the trust must use a transition account so as not to adversely affect other investors in the trust.

Corporate bonds and other fixed income obligations consist primarily of investment grade bonds from diversified industries. Corporate bonds and other fixed income obligations are stated at fair value. Certain corporate bonds and other fixed income obligations are valued based on a bid evaluation while others are valued based on mid and bid prices (i.e., a bid price represents a price a dealer is ready to pay for a security). Oftentimes, bid evaluations use proprietary models under a discounted cash flows approach that maximizes observable inputs, such as current yields of similar instruments, but includes adjustments for certain risks that may not be observable, such as credit and liquidity risks.

Government and other related bonds are comprised primarily of inflation protected U.S. treasuries, and to a lesser extent, other government-related securities (e.g., government agency obligations, municipal, and provincial bonds). Government and other related bonds are stated at fair value. Government and other related bonds, other than for those which have quoted market prices available, are valued based on a bid evaluation (i.e., an estimated price at which a dealer would pay for a security). Oftentimes, these evaluations use proprietary models under a discounted cash flows approach that maximizes observable inputs, such as current yields of similar instruments, but includes adjustments for certain risks that may not be observable, such as credit and liquidity risks.

Note 7 - Interest in the Schlumberger Group Trust (cont'd)

Valuation of investments and financial liabilities (cont'd)

Government mortgage-backed securities and other collateralized obligations are debt obligations that represent claims to the cash flows from pools of credit cards, auto loans and mortgage loans which are purchased from banks, mortgage companies, and other originators and then assembled into pools by governmental, quasi-governmental and private entities. Government mortgage-backed securities and other collateralized obligations are stated at fair value. Government mortgage-backed securities and other collateralized obligations are valued based on a bid evaluation. Oftentimes, these evaluations use proprietary models under a discounted cash flows approach that maximizes observable inputs, such as current yields of similar instruments, but includes adjustments for certain risks that may not be observable, such as credit and liquidity risks.

The GIC is stated at fair value, represented by the net asset value, as determined by the insurance company, of the underlying investments in the separate account. The GIC's fair value approximates its contract value. The GIC is 100% allocable to the Schlumberger Master Profit Sharing Trust.

Asset derivatives include options, swaps, swaptions and pending foreign exchange purchases. Derivatives are stated at fair value. Exchange traded options and futures are valued based on a settlement price which is the price set by the exchange at the end of each day's trading. Pending foreign exchange purchases are marked-to-market based upon year-end forward exchange rates. Other derivatives are valued based on a mid evaluation (i.e., the average of the estimated prices at which a dealer would pay for and sell a security). Oftentimes, these evaluations use proprietary models under a discounted cash flows approach that maximizes observable inputs, such as current yields of similar instruments, but includes adjustments for certain risks that may not be observable, such as credit and liquidity risks.

Short-term securities under security lending program represent short-term investments purchased with proceeds from cash collateral received from borrowers of the Group Trust's securities. Short-term securities under the security lending program are valued at cost, which approximates fair value.

Other short-term securities are valued at amortized cost, which approximates fair value.

Liability derivatives (which include options, swaps, and pending foreign exchange sales) and other liabilities are stated at fair value. Exchange traded options are valued based on a settlement price which is the price set by the exchange at the end of each day's trading. Pending foreign exchange sales are marked-to-market based upon year-end forward exchange rates. Other

Note 7 - Interest in the Schlumberger Group Trust (cont'd)

Valuation of investments and financial liabilities (cont'd)

derivatives are valued on the basis of a mid evaluation. Oftentimes, these evaluations use proprietary models under a discounted cash flows approach that maximizes observable inputs, such as current yields of similar instruments, but includes adjustments for certain risks that may not be observable, such as credit and liquidity risks. Other liabilities are valued at cost which approximates fair value.

The obligation under security lending agreement represents amounts due to borrowers of Group Trust's securities for the cash collateral received from them. The amount due approximates fair value.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Group Trust 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.

The disclosures required by FASB ASC Topic 820 are not required for due from brokers for securities sold, due to brokers for securities purchased and accrued income and other assets.

Securities transactions and investment income

Net appreciation or depreciation in fair value of investments includes realized gains or losses on investments sold and unrealized gains or losses on investments held. Unrealized gains or losses on investments represent the change in the difference between the cost and fair value of investments at the end of the year and at the beginning of the year.

Purchases and sales of securities are recorded on a trade-date basis. Gains or losses on securities transactions are recorded as the difference between proceeds received and cost, with cost determined on the moving average basis. Interest income is recorded on the accrual basis. Dividend income is recorded on the ex-dividend date.

Note 7 - Interest in the Schlumberger Group Trust (cont'd)

Derivative financial instruments

The Group Trust enters into various derivative financial instruments in carrying out its investment strategy, principally to: (1) hedge a portion of the Group Trust's portfolio to limit or minimize exposure to certain risks such as foreign exchange risk, interest rate risk, credit risk, and equity risk, (2) gain an exposure to a market more rapidly or less expensively than could be accomplished through the use of the cash markets, and (3) increase investment returns by reducing the cost of structuring the portfolio or by capturing value disparities between financial instruments.

Forward foreign exchange contracts are used to protect the Group Trust against the exchange risk associated with the Group Trust's investment in common stock and fixed income obligations denominated in foreign currency because the Group Trust is able to secure an exchange rate in the present for settlement at a future date. The terms of these contracts generally do not exceed one year. Risks in forward foreign exchange contracts arise from the possible inability of counterparties to meet the contract's terms and from movements in currency values. The Group Trust does not anticipate non-performance by counterparties to these contracts, and no material loss would be expected from any such non-performance. Procedures are in place to regularly monitor and report market and counterparty credit risk associated with these instruments.

The Group Trust reflects the fair value of all forward contracts as an asset (forward contracts to purchase foreign currency) or liability (forward contracts to sell foreign currency) in the Group Trust's statement of net assets. The change in value of these forward exchange contracts is included as unrealized gains or losses in the changes in Group Trust net assets. When the forward exchange contract is closed, the Group Trust transfers the unrealized appreciation or depreciation to a realized gain or loss equal to the change in the value of the forward exchange contract when it was opened and the value at the time it was closed or offset. Unrealized and realized gains and losses are included in net appreciation (depreciation) in the Group Trust's statement of changes in net assets.

Interest rate contracts such as fixed income futures, interest rate swaps, and option premiums are used to manage the interest rate risk.

The Group Trust enters into fixed-income futures contracts in the normal course of its investment activities to reduce the interest rate risk associated with its fixed-income investments, to replicate government bond positions, and as a duration management tool to enhance portfolio returns.

Note 7 - Interest in the Schlumberger Group Trust (cont'd)

Derivative financial instruments (cont'd)

Upon entering into a fixed-income futures contract, the Group Trust is required to pledge to the broker an amount of cash and/or liquid securities equal to the minimum "initial margin" requirements of the exchange. Pursuant to the futures contract, the Group Trust agrees to receive from, or pay to, the broker an amount of cash equal to the daily fluctuation in the value of the futures contract. Such receipts or payments are known as "variation margin" which is settled daily and is included in net appreciation (depreciation) in the changes in Group Trust net assets. The Group Trust records a variation margin receivable or payable in the Group Trust's statement of net assets for valuation margins which have not been received or paid at the end of the year. Fixed-income futures contracts are not included in the Group Trust's statement of net assets as cash settlements are made daily.

The risk of counterparty non-performance associated with the use of fixed-income futures is considered to be modest as performance is assured by the futures exchanges, which provide multiple layers of protection, such as the collection of variation margin on a daily basis and the use of standardized contracts to facilitate liquidity.

Interest rate swaps are used to adjust interest rate and yield curve exposures and as a substitute for physical securities. Swap agreements involve the exchange by the Group Trust with a counterparty of the respective commitments to pay or receive interest with respect to a notional amount of principal. Market risk of loss is limited to changes in the fair value from December 31 of each year presented through the applicable expiration date. Long swap positions increase exposure to long-term interest rates while short positions decrease exposure.

The Group Trust reflects the fair value of all interest rate swaps as an asset or liability in the Group Trust's statement of net assets. Gains or losses on interest rate swaps are accounted in net appreciation (depreciation) in the Group Trust's statement of changes in net assets.

Note 7 - Interest in the Schlumberger Group Trust (cont'd)

Derivative financial instruments (cont'd)

The Group Trust may buy or write put and call options through listed exchanges and in the over-the-counter ("OTC") market. When the Group Trust buys or writes an option, an amount equal to the premium paid or received by the Group Trust is recorded as an asset or liability and is subsequently adjusted to the current market value of the option purchased or written. The premiums paid or received from buying or writing options are recorded as realized gains or losses upon the expiration of the options. The difference between the premium and the amount paid or received on effecting a closing purchase or sale transaction also is treated as a realized gain or loss. If an option is exercised, the premium paid or received is recorded as a realized gain or loss if sold or an adjustment to cost if acquired. The Group Trust, as a writer of an option, may have no control over whether the underlying securities may be sold (call) or purchased (put) and as a result bears the market risk of an unfavorable change in the price of the security underlying the written option. Options to purchase and sell fixed income securities and swaptions are used to manage interest rate and volatility exposure, while credit spreads are used to manage credit risk. Options will become worthless at expiration if the underlying instrument does not reach the strike price of the option.

Credit default swaps ("CDS") are used to manage credit exposure without buying or selling securities outright. Written CDS increase credit exposure ("selling protection"), obligating the portfolio to buy bonds from counterparties in the event of a default. Purchased CDS decrease exposure ("buying protection"), providing the right to "put" bonds to the counterparty in the event of a default. CDS agreements involve one party making a stream of payments (referred to as the buyer of protection) to another party (the seller of protection) in exchange for the right to receive a specified return in the event of a default or other credit event for the referenced entity, obligation or index. As a seller of protection on credit default swap agreements, the Group Trust will generally receive from the buyer of protection a fixed rate of income throughout the term of the swap provided that there is no credit event. As the seller, the Group Trust would effectively add leverage to its portfolio because, in addition to its total net assets, the Group Trust would be subject to investment exposure on the notional amount of the swap.

Note 7 - Interest in the Schlumberger Group Trust (cont'd)

Derivative financial instruments (cont'd)

If the Group Trust is a seller of protection and a credit event occurs, as defined under the terms of that particular swap agreement, the Group Trust will either (i) pay to the buyer of protection an amount equal to the notional amount of the swap and take delivery of the referenced obligation, other deliverable obligations or underlying securities comprising the referenced index or (ii) pay a net settlement amount in the form of cash or securities equal to the notional amount of the swap less the recovery value of the referenced obligation or underlying securities comprising the referenced index. If the Group Trust is a buyer of protection and a credit event occurs, as defined under the terms of that particular swap agreement, the Group Trust will either (i) receive from the seller of protection an amount equal to the notional amount of the swap and deliver the referenced obligation, other deliverable obligations or underlying securities comprising the referenced index or (ii) receive a net settlement amount in the form of cash or securities equal to the notional amount of the swap less the recovery value of the referenced obligation or underlying securities comprising the referenced index.

The Group Trust may use credit default swaps on corporate issues, sovereign issues of an emerging country or U.S. municipal issues to provide a measure of protection against defaults of the issuers (i.e., to reduce risk where the Group Trust owns or has exposure to the referenced obligation) or to take an active long or short position with respect to the likelihood of a particular issuer's default. The Group Trust also may use credit default swaps on credit indices to hedge a portfolio of credit default swaps or bonds, which is less expensive than it would be to buy many credit default swaps to achieve a similar effect. Credit default swaps on indices are benchmarks for protecting investors owning bonds against default, and traders use them to speculate on changes in credit quality.

The maximum potential amount of future payments (undiscounted) that the Group Trust as a seller of protection could be required to make under a credit default swap agreement would be an amount equal to the notional amount of the agreement. These potential amounts would be partially offset by any recovery values of the respective referenced obligations, upfront payments received upon entering into the agreement, or net amounts received from the settlement of buy protection credit default swap agreements entered into by the Group Trust for the same referenced entity or entities.

The aggregate fair value of all derivative instruments with credit-risk-related contingent features that are in a liability position on December 31, 2010 and 2009 was $1,097,757 and $1,335,132, respectively.

Note 7 - Interest in the Schlumberger Group Trust (cont'd)

Derivative financial instruments (cont'd)

The Group Trust reflects the fair value of all CDS as an asset or liability in the Group Trust's statement of net assets. Gains or losses on CDS are accounted in net appreciation (depreciation) in the Group Trust's statement of changes in net assets.

The objective of the S&P 500 Index futures contracts is to lock in the return of the S&P 500 Index and then used fixed income assets to add excess return over the benchmark. The risks involved with owning S&P 500 Index futures contracts are related to the volatility of the S&P 500 Index and that the performance of the Index and the futures may differ slightly. Changes in the contract values are settled daily and gains and losses are included in net appreciation (depreciation) in the fair value of investments in the Group Trust's statement of changes in net assets. S&P 500 Index futures contracts are not included in the Group Trust's statement of net assets as cash settlements are made daily.

U.S. Treasury Bills and other short-term investments owned and included in the investments of the Group Trust in the statement of net assets, with a fair value of $3,680,644 and $29,284,038 at December 31, 2010 and 2009, respectively, were held by the Group Trust's brokers as collateral for derivative transactions. The notional amount of this collateral at December 31, 2010 and 2009 was $3,680,000 and $29,231,450, respectively.

At December 31, 2010 and 2009, the notional values of derivative contracts were as follows:

(dollars in thousands)	Long Contracts		Short Contracts	
	2010	2009	2010	2009
Interest rate contracts	$ 401,037	$ 451,312	$ (372,276)	$ (235,884)
Foreign exchange contracts	45,333	28,072	(93,250)	(34,217)
Equity contracts	325,968	290,170	-	-
Credit contracts	112,852	125,818	(8,200)	-
	$ 885,190	$ 895,372	$ (473,726)	$ (270,101)

Note 7 - Interest in the Schlumberger Group Trust (cont'd)

Derivative financial instruments (cont'd)

As of December 31, 2010 and 2009, the fair values of outstanding derivative instruments and the location in the Group Trust's statement of net assets are summarized as follows:

(dollars in thousands)

Fair Values of Derivative Instruments

Asset Derivatives

	Statement of net assets location	Fair Value 2010	Fair Value 2009
Derivatives not designated as hedging instruments under FASB ASC Topic 815-20			
Interest rate contracts	Other investments: Derivatives	$ 1,109	$ 1,899
Foreign exchange contracts	Other investments: Derivatives	123,588	63,038
Credit contracts	Other investments: Derivatives	2,741	2,485
Total asset derivatives		**$ 127,438**	**$ 67,422**

(dollars in thousands)

Liability Derivatives

	Statement of net assets location	Fair Value 2010	Fair Value 2009
Derivatives not designated as hedging instruments under FASB ASC Topic 815-20			
Interest rate contracts	Derivatives and other liabilities	$ 6,312	$ 3,648
Foreign exchange contracts	Derivatives and other liabilities	123,740	62,072
Equity contracts	Derivatives and other liabilities	-	30
Credit contracts	Derivatives and other liabilities	1,075	1,296
Total liability derivatives		**$ 131,127**	**$ 67,046**

Note 7 - Interest in the Schlumberger Group Trust (cont'd)

Derivative financial instruments (cont'd)

For the years ended December 31, 2010 and 2009, the effect of derivative instruments on the Group Trust's statement of changes in net assets was as follows:

(dollars in thousands)

Derivatives Not Designated as Hedging Instruments under FASB ASC Topic 815-20	Amount of Gain or (Loss) Recognized in Net Appreciation (Depreciation) in Fair Value of Investments		Amount of Expense (net) Recognized in Interest and Dividends	
	2010	2009	2010	2009
Interest rate contracts	$ 19	$ 22,588	$ (1,631)	$ (599)
Foreign exchange contracts	(108)	(1,935)	-	(69)
Equity contracts	42,939	65,428	-	-
Credit contracts	(861)	(11,484)	(1,264)	(1,299)
Total	**$ 41,989**	**$ 74,597**	**$ (2,895)**	**$ (1,967)**

Note 7 - Interest in the Schlumberger Group Trust (cont'd)

Securities lending

Pursuant to the investment objectives of the Group Trust, stock loan transactions are permitted with the objective of adding investment income to the Group Trust. The Group Trust may lend securities held to unaffiliated broker-dealers registered under the Securities Exchange Act of 1934, or banks organized in the United States of America through the Group Trust's participation in the Trustee's securities lending program. At all times, the borrower must maintain cash or equivalent collateral equal in value to at least 100 percent of the value of the securities loaned. The cash collateral generally is invested in short-term securities which generate income that is allocated between the security lending agent and the Group Trust at predetermined contractual rates. The primary risk in lending securities is that a third-party borrower may default during a sharp rise in the price of the security that was borrowed, resulting in a deficiency in the collateral posted by the third-party borrower. The Group Trust seeks to minimize this risk by requiring that the market value of the loaned securities is recomputed each day and that additional collateral is furnished daily, if necessary. The Group Trust records cash collateral received from the third-party borrower as an asset and also records a corresponding liability for the return of the cash collateral. The Group Trust bears the risk of loss with respect to the unfavorable change in fair value of the invested cash collateral. The fair value of the securities loaned in the Group Trust securities lending program amounted to $396,605,911 and $427,638,425 at December 31, 2010 and 2009, respectively, and is included in Investments in the Group Trust. The fair value of non-cash collateral received for securities on loan at December 31, 2010 and 2009 amounted to $195,412 and $1,831,476, respectively. The Group Trust recorded gross earnings from lending securities of $1,487,524 and $1,637,120 in 2010 and 2009, respectively, and net income of $805,747 and $1,322,091 in 2010 and 2009, respectively. Participating brokers received $336,761 and paid $123,413 for rebates in 2010 and 2009, respectively, and the Trustee received $345,016 and $438,442 in 2010 and 2009, respectively, for fees relating to security lending activity.

Note 8 - Party-in-interest transactions

Custodial fees paid to the Trustee by the Pension Trust were approximately $674,000 and $795,000 for the years ended December 31, 2010 and 2009, respectively. A portion of these fees is allocated to the Plan.

Note 9 - 401(h) account

Effective July 21, 2005, the Plan was amended to include a medical-benefit component in addition to the retirement benefits component, to fund a portion of the postretirement healthcare obligations for eligible retirees and specified beneficiaries, in accordance with Section 401(h) of the IRC. A separate account has been established and maintained in the Plan for the net assets related to the medical-benefit component (the "401(h) account"). Assets held in the 401(h) account are invested together with other Plan assets and a proportionate share of the investment gain and loss of the Pension Trust is allocated to the 401(h) account, as specified by the Finance Committee. As required by IRC Section 401(h), the Plan's assets in the 401(h) account may not be used for, or diverted to, any purpose other than providing healthcare benefits for retirees and their beneficiaries. Assets in the 401(h) account derive primarily from direct contributions from the Employer, which contributions are calculated and funded at the discretion of the Finance Committee. Plan participants do not contribute to the 401(h) account. There also is the possibility that assets may derive from qualified transfers of excess assets from the retirement benefits account, in accordance with IRC Section 420. Any assets thus transferred (and any investment income allocable thereto) that are not used during the plan year must be transferred back into the retirement benefits account in the Pension Trust. The related obligations for healthcare benefits are not included in this Plan's obligations in the statement of accumulated plan benefits, but are reflected as obligations in the financial statements of the Schlumberger Group Health Care Plan. In the event an individual's interest in the 401(h) account is forfeited prior to (a) the termination of the Plan, (b) elimination of the obligation to provide retiree medical benefits hereunder, or (c) termination of all of the Retiree Medical Benefit Program, an amount equal to the amount of such forfeiture shall be applied as soon as practicable thereafter to reduce the Employer's future contributions to the 401(h) account. Any amounts remaining in the 401(h) account after the satisfaction of all liabilities for such retiree healthcare benefits shall be returned to the Employer.

Note 10 - Reconciliation to the Form 5500

The following is a reconciliation of net assets available for pension benefits per the financial statements to the Form 5500:

	December 31, 2010	December 31, 2009
Net assets available for pension benefits per the financial statements	$ 78,286,964	$ 62,512,524
Net assets held in 401(h) account included as assets in the Form 5500	6,813,443	5,896,102
Net assets available for benefits per the Form 5500	$ 85,100,407	$ 68,408,626

The net assets of the 401(h) account included in the Form 5500 are not available to pay pension benefits but may only be used to pay retiree health benefits.

The following is a reconciliation of the changes in net assets per the financial statements to the Form 5500 for the year ended December 31, 2010:

	Year Ended December 31, 2010		
	Amounts per Financial Statements	401(h) Account	Amounts per Form 5500
Plan interest in the Pension Trust investment income consists of:			
Interest income	$ 68,027	$ 14	$ 68,041
Net appreciation in fair value of investments	9,480,708	917,327	10,398,035
	$ 9,548,735	$ 917,341	$ 10,466,076

Note 10 - Reconciliation to the Form 5500 (cont'd)

The following is a reconciliation of the changes in net assets per the financial statements to the Form 5500 for the year ended December 31, 2009:

	Year Ended December 31, 2009		
	Amounts per Financial Statements	401(h) Account	Amounts per Form 5500
Plan interest in the Pension Trust investment income consists of:			
Interest income	$ 73,004	$ 52	$ 73,056
Net appreciation in fair value of investments	8,900,732	856,355	9,757,087
	$ 8,973,736	$ 856,407	$ 9,830,143
Employer contributions	$ 4,000,000	$ 2,000	$ 4,002,000

Note 11 - Subsequent events

For purposes of determining the effect of subsequent events on these financial statements, management has evaluated events subsequent to December 31, 2010 and through October 12, 2011, the date on which the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULE

WESTERNGECO RESOURCES, INC. PENSION PLAN

SCHEDULE H (FORM 5500) – LINE 4i:

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

E.I.N. 76-0660256, PLAN NO. 010

DECEMBER 31, 2010

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment, including maturity date, rate of interest collateral, par, or maturity value	(d) Cost	(e) Current value
*	Schlumberger Master Pension Trust	Interest in Pension Trust	$ 67,271,945	$ 85,221,656

* A party-in-interest as defined by ERISA.

Attachment to 2010 Schedule SB of Form 5500
Schedule SB, Part V – Summary of Plan Provisions
WesternGeco Resources, Inc. Pension Plan
EIN 76-0660256 PN 010

Summary of Plan Provisions

This subsection summarizes the major provisions of the Plan as included in the valuation. It is not intended to be, nor should it be interpreted as, a complete statement of all plan provisions.

PLAN STATUS: CLOSED TO NEW HIRES EFFECTIVE OCTOBER 1, 2004	
Normal retirement:	
Age requirement:	65
Service requirement:	None
Amount:	For each year of Participation beginning January 1, 2002, 1.5% of admissible compensation for the first 15 years of Vesting Service plus 2% of admissible compensation for Vesting Service after 15 years. Career average benefits were updated on January 1, 2005.
Minimum benefit	A minimum benefit is provided under the Plan for participants retiring directly from active service. For employees with at least 30 years of active service with the Company, the minimum annual benefit is 20% of the average of the highest five consecutive years of admissible annual compensation during the last ten years of Participation with the Company. The minimum benefit is reduced proportionately based on total Benefit Service if less than 30 years.
Early retirement:	
Age requirement:	55
Service requirement:	None
Amount:	Normal retirement pension accrued reduced by 1/3% for each of the first 60 months and 1/4% for each of the next 60 months prior to age 65.
Special early retirement:	
Age requirement:	50
Service requirement:	20 years
Amount:	Normal retirement pension accrued reduced by 4% times the excess of 85 over total points, where total points equal age plus Benefit service. For the purpose of determining such points, Benefit service may not exceed 30. There is no reduction if participant is at least 55 and the sum of age plus Benefit service equals or exceeds 85. For the Geco Prakla participants, service with Schlumberger prior to January 1, 2002 will be counted for this purpose.

Attachment to 2010 Schedule SB of Form 5500
Schedule SB, Part V – Summary of Plan Provisions
WesternGeco Resources, Inc. Pension Plan
EIN 76-0660256 PN 010

Summary of Plan Provisions *continued*

Vesting:	
Age and service requirement:	Earlier of age 50 or 5 years of active service (previously age 55 or 5 years of service).
Amount:	Normal retirement pension accrued payable at age 65 or as early as age 55 based on standard early retirement reduction.
Vesting percentage:	100% after 5 years of service
Pre-retirement death benefits:	
Age:	None
Service requirement:	5 years
Amount:	50% of benefit employee would have received had he retired the day before he died and elected the joint and survivor option payable immediately. If employee was younger than age 55 at the time of death, the amount payable is the actuarial equivalent of the benefit that would have been payable at age 55. No actuarial reduction is made for conversion to the joint and survivor option.
Post-retirement death benefits:	
Joint and Survivor:	If married, pension benefits are paid in the form of a joint and survivor annuity unless this form is rejected by employee and spouse. If not rejected, the benefit amount otherwise payable is reduced to reflect the joint and survivor coverage. If rejected, or if not married, benefits are payable for the life of the employee without reduction or in any available optional form elected by the employee in an actuarially equivalent amount.
Participation:	
Age requirement:	None
Service requirement:	January 1, 2002 or one year of service if hired after January 1, 2002.
Service:	
Vesting:	All years of employment with the Company and its affiliates are credited.
Credited:	From January 1, 2002

Attachment to 2010 Schedule SB of Form 5500
Schedule SB, Part V – Summary of Plan Provisions
WesternGeco Resources, Inc. Pension Plan
EIN 76-0660256 PN 010

Summary of Plan Provisions *continued*

Forms of Benefit:	
Normal Form:	Life annuity, unless participant is married, then actuarially reduced joint and 50% survivor annuity.
Optional Forms:	Joint and 50%,60%, 75%, or 100% survivor (with any beneficiary) Life with 5, 10, 15 or 20 years certain Social Security leveling option Lump sum if the amount is $30,000 or less.
Section 415 limit:	$195,000 (previously $195,000)
Section 401(a)(17) limit:	$245,000 (previously $245,000)

Most Recent Plan Amendments

Plan Amendment	Effective Date	Reflected in 2010 Actuarial Valuation
1. Change in vesting rules and added 60% J&S option	January 1, 2009	Yes
2. Pensioner increase and career pay update for actives	January 1, 2005	Yes
3. Establishment of enhanced DC plan for new employees, option to switch to DC plan for existing actives	October 1, 2004	Yes

WESTERNGECO RESOURCES, INC. PENSION PLAN

SCHEDULE H (FORM 5500) – LINE 4i:

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

E.I.N. 76-0660256, PLAN NO. 010

DECEMBER 31, 2010

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment, including maturity date, rate of interest collateral, par, or maturity value	(d) Cost	(e) Current value
*	Schlumberger Master Pension Trust	Interest in Pension Trust	$ 67,271,945	$ 85,221,656

* A party-in-interest as defined by ERISA.

Attachment to 2010 Schedule SB of Form 5500
Schedule SB, Line 26 – Schedule of Active Participant Data
WesternGeco Resources, Inc. Pension Plan
EIN 76-0660256 PN 010

Participants in Active Service by Age, Years of Benefit Service and Average Salary

	Years of Benefit Service									
Age	Less than 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & Over
Under 25	--	--	--	--	--	--	--	--	--	--
	--	--	--	--	--	--	--	--	--	--
25 - 29	--	--	1	--	--	--	--	--	--	--
	--	--	--	--	--	--	--	--	--	--
30 - 34	--	--	14	--	--	--	--	--	--	--
	--	--	--	--	--	--	--	--	--	--
35 - 39	--	--	69	--	--	--	--	--	--	--
	--	--	$93,020	--	--	--	--	--	--	--
40 - 44	--	--	67	--	--	--	--	--	--	--
	--	--	$93,521	--	--	--	--	--	--	--
45 - 49	--	--	100	--	--	--	--	--	--	--
	--	--	$102,558	--	--	--	--	--	--	--
50 - 54	--	--	143	--	--	--	--	--	--	--
	--	--	$110,424	--	--	--	--	--	--	--
55 - 59	--	--	103	--	--	--	--	--	--	--
	--	--	$120,797	--	--	--	--	--	--	--
60 - 64	--	--	27	--	--	--	--	--	--	--
	--	--	$139,047	--	--	--	--	--	--	--
65 - 69	--	--	6	--	--	--	--	--	--	--
	--	--	--	--	--	--	--	--	--	--
70 & over	--	--	--	--	--	--	--	--	--	--
	--	--	--	--	--	--	--	--	--	--
Total	--	--	530	--	--	--	--	--	--	--
	--	--	$107,642	--	--	--	--	--	--	--

Attachment to 2010 Schedule SB of Form 5500
Schedule SB, Part V – Summary of Actuarial Assumptions/Methods
WesternGeco Resources, Inc. Pension Plan
EIN 76-0660256 PN 010

Actuarial Assumptions and Methodologies (Funding)

Interest:

The interest rates used for the 2010 plan year are the 24-month average corporate bond yields applicable for the month of January 2010 without a phase-in from the current liability rate. These discount rates are 4.60% for payments in the first 5 years, 6.65% for payments in years 6-20, and 6.76% for payments thereafter, which translates to an effective interest rate of 6.67%. This market-based assumption is mandated by law. (Prior year spot corporate bond rates for October 2008 averaged 7.35% for payments in the first 5 years, 8.61% for payments in years 6-20, and 7.26% for payments thereafter, which translates to an effective interest rate of 8.01%)

The yield curve used to determine the PBGC variable rate premium is the same as funding.

Mortality rates:

RP2000 separate annuitant and non-annuitant tables with static projection to 2017 and 2025, respectively. This assumption is one of the choices allowed by the regulations. (Prior year mortality table assumption was similar to this year, except with one less year of projection.)

	Male		Female	
Age	Annuitant	Non-Annuitant	Annuitant	Non-Annuitant
20	0.02%	0.02%	0.01%	0.01%
25	0.03	0.03	0.01	0.01
30	0.04	0.04	0.02	0.02
35	0.07	0.07	0.04	0.04
40	0.09	0.09	0.05	0.05
45	0.17	0.11	0.08	0.08
50	0.39	0.14	0.18	0.11
55	0.43	0.19	0.31	0.21
60	0.62	0.33	0.57	0.35
65	1.06	0.53	0.95	0.51
70	1.72	0.68	1.54	0.67
75	2.98	1.96	2.45	1.59
80	5.43	5.43	4.07	4.07
85	9.83	9.83	6.99	6.99
90	17.13	17.13	12.51	12.51
95	25.85	25.85	18.80	18.80

Attachment to 2010 Schedule SB of Form 5500
Schedule SB, Part V – Summary of Actuarial Assumptions/Methods
WesternGeco Resources, Inc. Pension Plan
EIN 76-0660256 PN 010

Actuarial Assumptions and Methodologies (Funding) *continued*

<table>
<tr><td>Salary Increases:</td><td>4.00% (only used in maximum calculation)</td></tr>
<tr><td>Election of lump-sum option:</td><td>100% of participants are assumed to elect payment in the form of a lump sum. As prescribed by proposed regulations, lump sums are valued based on the interest rate implied by the funding yield curve and the 2010 mandated tables for lump-sum conversion.</td></tr>
<tr><td>Termination (before retirement) rates:</td><td>
<table>
<tr><th>Age</th><th>Rates</th></tr>
<tr><td>20</td><td>16.67%</td></tr>
<tr><td>25</td><td>16.67</td></tr>
<tr><td>30</td><td>13.00</td></tr>
<tr><td>35</td><td>9.83</td></tr>
<tr><td>40</td><td>7.00</td></tr>
<tr><td>45</td><td>4.50</td></tr>
<tr><td>50</td><td>2.17</td></tr>
<tr><td>55</td><td>0.00</td></tr>
<tr><td>60</td><td>0.00</td></tr>
<tr><td>65</td><td>0.00</td></tr>
</table>
</td></tr>
<tr><td>Retirement (from active status) rates:</td><td>
<table>
<tr><th>Age</th><th>Rates</th></tr>
<tr><td>55-58</td><td>7.00%</td></tr>
<tr><td>59</td><td>9.00</td></tr>
<tr><td>60</td><td>12.00</td></tr>
<tr><td>61</td><td>12.00</td></tr>
<tr><td>62</td><td>25.00</td></tr>
<tr><td>63</td><td>20.00</td></tr>
<tr><td>64</td><td>20.00</td></tr>
<tr><td>65</td><td>100.00</td></tr>
</table>
</td></tr>
</table>

Attachment to 2010 Schedule SB of Form 5500
Schedule SB, Part V – Summary of Actuarial Assumptions/Methods
WesternGeco Resources, Inc. Pension Plan
EIN 76-0660256 PN 010

Actuarial Assumptions and Methodologies (Funding) *continued*

Retirement from inactive status:	Age 65
Percent married:	80% for males, 60% for females
Age difference:	Husbands are three years older than their wives.
Administrative expenses:	Plan-related expenses of $196,377 expected to be paid by the plan during the year were assumed in 2010 (based on the actual amount paid during the prior year).
Asset method:	Assets are determined by averaging the market value as of the valuation date and the adjusted market values as of the preceding two years. The resulting value is limited to between 90% to 110% of market value of assets. WRERA provides that the averaging method is to be adjusted for expected earnings. The expected earnings are based on an assumed rate of return of 8.50%, not to exceed the applicable third segment rate of 6.43% in 2008 and 6.69% in 2009.
Funding method:	Funding method is unit credit actuarial cost method, as prescribed by law. The liability is measured on an accrual-to-date basis using mandated mortality tables and interest rates with no salary projection past the end of the year.

Attachment to 2010 Schedule SB of Form 5500
Schedule SB, Line 19 – Discounted Employer Contributions
WesternGeco Resources, Inc. Pension Plan
EIN 76-0660256 PN 010

Employer Contributions for the 2010 Plan Year

Contribution Schedule			
Effective Interest Rate: 6.67%			
Date	**Actual Amount**	**Discount Factor (to January 1, 2010)**	**Discounted Amount**
July 29, 2010	7,500,000	0.96370	7,227,767
Total	**$7,500,000**		**$7,227,767**

Attachment to 2010 Schedule SB of Form 5500
Schedule SB, Line 25 – Change in Method
WesternGeco Resources, Inc. Pension Plan
EIN 76-0660256 PN 010

Funding Interest Rate **-** The IRS released final regulations providing automatic approval for changes in the interest rate for 2010. The plan sponsor has elected to use the segmented rates with no look back for the 2010 plan year. The plan sponsor used the spot rates in 2009.

Attachment to 2010 Schedule SB of Form 5500
Schedule SB, Line 22 – Description of Weighted Average Retirement Age
WesternGeco Resources, Inc. Pension Plan
EIN 76-0660256 PN 010

Age	Rate of Retirement	Lx	Number of Retirements	Number of Retirements * Age
55	7.00%	10,000	700	38,500
56	7.00	9,300	651	36,456
57	7.00	8,649	605	34,510
58	7.00	8,044	563	32,657
59	9.00	7,481	673	39,722
60	12.00	6,807	817	49,012
61	12.00	5,990	719	43,850
62	25.00	5,272	1,318	81,709
63	20.00	3,954	791	49,816
64	20.00	3,163	633	40,486
65	100.00	2,530	2,530	164,472
Total			**10,000**	**611,190**

Weighted Average Retirement Age: 61.12

*The weighted average retirement age is equal to the total (Number of Retirements * Age) divided by the total number of retirements, rounded to the nearest integral age.*

Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210 - 0110
1210 - 0089

2010

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A This return/report is for:
- [ ] a multiemployer plan;
- [X] a single-employer plan;
- [ ] a multiple-employer plan; or
- [ ] a DFE (specify) _____

B This return/report is:
- [ ] the first return/report;
- [ ] an amended return/report;
- [ ] the final return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] special extension (enter description)
- [ ] automatic extension;
- [ ] the DFVC program;

Part II Basic Plan Information - enter all requested information

1a Name of plan
WESTERNGECO RESOURCES, INC. PENSION PLAN

1b Three-digit plan number (PN) ▶ 010

1c Effective date of plan 01/01/2002

2a Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
WESTERNGECO RESOURCES, INC.

ATTN: MARGARET G. BAILEY
10001 RICHMOND AVE

HOUSTON TX 77042-4205

2b Employer Identification Number (EIN) 76-0660256

2c Sponsor's telephone number 713-689-9600

2d Business code (see instructions) 541990

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Margaret G Bailey	10-13-11	MARGARET G. BAILEY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	DM McGarthland	10/13/11	DAVID McGARTHLAND
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (If same as plan sponsor, enter "Same")	3b Administrator's EIN
SAME	3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	4b EIN
a Sponsor's name	4c PN

5 Total number of participants at the beginning of the plan year	5	1174
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a, 6b, 6c, and 6d).		
a Active participants	6a	781
b Retired or separated participants receiving benefits	6b	134
c Other retired or separated participants entitled to future benefits	6c	260
d Subtotal. Add lines 6a, 6b, and 6c	6d	1175
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e	2
f Total. Add lines 6d and 6e	6f	1177
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h	
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
1A 1E 1G 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply)	9b Plan benefit arrangement (check all that apply)
(1) [ ] Insurance	(1) [ ] Insurance
(2) [ ] Code section 412(e)(3) insurance contracts	(2) [ ] Code section 412(e)(3) insurance contracts
(3) [X] Trust	(3) [X] Trust
(4) [ ] General assets of the sponsor	(4) [ ] General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules	b General Schedules
(1) [X] R (Retirement Plan Information)	(1) [X] H (Financial Information)
(2) [ ] MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2) [ ] I (Financial Information - Small Plan)
	(3) [ ] A (Insurance Information)
	(4) [ ] C (Service Provider Information)
(3) [X] SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(5) [X] D (DFE/Participating Plan Information)
	(6) [ ] G (Financial Transaction Schedules)

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ File as an attachment to Form 5500 or 5500-SF.

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan
WESTERNGECO RESOURCES, INC. PENSION PLAN

B Three-digit plan number (PN) ▶ 010

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
WESTERNGECO RESOURCES, INC.

D Employer Identification Number (EIN)
76-0660256

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1	Enter the valuation date: Month 01 Day 01 Year 2010			
2	Assets:			
	a Market value	2a		62467058
	b Actuarial value	2b		63145614
3	Funding target/participant count breakdown		(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment	3a	129	8997961
	b For terminated vested participants	3b	245	3304380
	c For active participants:			
	(1) Non-vested benefits	3c(1)		2248826
	(2) Vested benefits	3c(2)		35133012
	(3) Total active	3c(3)	800	37381838
	d Total	3d	1174	49684179
4	If the plan is at-risk, check the box and complete items (a) and (b) [ ]			
	a Funding target disregarding prescribed at-risk assumptions	4a		
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	4b		
5	Effective interest rate	5		6.67%
6	Target normal cost	6		5239583

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE

Michael Karlin — Signature of actuary — 10/06/2011 — Date

Michael Karlin, FSA, MAAA — Type or print name of actuary — 1102683 — Most recent enrollment number

Sibson Consulting — Firm name — 212-251-5000 — Telephone number (including area code)

333 West 34th Street
New York NY 10001-2402
Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of year carryover and prefunding balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	8042298	16300713
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	4806955	0
9	Amount remaining (Item 7 minus item 8)	3235343	16300713
10	Interest on item 9 using prior year's actual return of 19.31%	624742	3147668
11	Prior year's excess contributions to be added to prefunding balance:		
	a Excess contributions (Item 38 from prior year)		3543517
	b Interest on (a) using prior year's effective rate of 8.01%		684253
	c Total available at beginning of current plan year to add to prefunding balance		4227770
	d Portion of (c) to be added to prefunding balance		0
12	Reduction in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12)	3860085	19448381

Part III Funding percentages

14	Funding target attainment percentage	14	80.18%
15	Adjusted funding target attainment percentage	15	127.09%
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	115.39%
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
07/29/2010	7500000	0			
			Totals ▶ 18(b)	7500000	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
	a Contributions allocated toward unpaid minimum required contribution from prior years	19a	0
	b Contributions made to avoid restrictions adjusted to valuation date	19b	0
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	7227767

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] Yes [ ] No

c If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of Quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	☐ N/A, full yield curve used
4.60%	6.65%	6.76%	

b Applicable month (enter code)	**21b**	0
22 Weighted average retirement age	**22**	61

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment	☐ Yes	☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment	☒ Yes	☐ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment	☒ Yes	☐ No

27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment	**27**	

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years	**28**	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a)	**29**	0
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	**30**	0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions)	**31**	5239583

32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33)	**34**	5239583

	Carryover balance	Prefunding balance	Total balance
35 Balances used to offset funding requirement	2296347	0	2296347

36 Additional cash requirement (item 34 minus item 35)	**36**	2943236
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)	**37**	7227767
38 Interest-adjusted excess contributions for current year (see instructions)	**38**	4284531
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)	**39**	0
40 Unpaid minimum required contribution for all years	**40**	0