

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), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2012 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ 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:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>SCHLUMBERGER SAVINGS AND PROFIT SHARING PLAN FOR U.S. TAXPAYERS EMPLOYED ABROAD</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>050</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1965</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>050</u>	1c Effective date of plan <u>01/01/1965</u>	
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1c Effective date of plan <u>01/01/1965</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>SCHLUMBERGER LIMITED</u> <u>3600 BRIARPARK DR</u> <u>3RD FLOOR, MD-4</u> <u>HOUSTON, TX 77042</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>52-0684746</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>713-375-3500</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>541990</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>52-0684746</u>	2c Sponsor's telephone number <u>713-375-3500</u>	2d Business code (see instructions) <u>541990</u>	
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2d Business code (see instructions) <u>541990</u>					

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.	<u>10/15/2013</u>	FILED WITH AUTHORIZED SIGNATURE
	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
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☒ Same as Plan Sponsor Address SCHLUMBERGER REGIONAL SUPPORT CENTER		3b Administrator's EIN 52-0684746																											
		3c Administrator's telephone number 713-375-3500																											
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		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%; text-align: center;">5</td> <td style="text-align: right;">2089</td> </tr> </table>	5	2089																									
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2" style="background-color: #f2f2f2;"> </td> </tr> <tr> <td style="width: 10%; text-align: center;">6a</td> <td style="text-align: right;">1418</td> </tr> <tr> <td style="text-align: center;">6b</td> <td style="text-align: right;">2</td> </tr> <tr> <td style="text-align: center;">6c</td> <td style="text-align: right;">610</td> </tr> <tr> <td style="text-align: center;">6d</td> <td style="text-align: right;">2030</td> </tr> <tr> <td style="text-align: center;">6e</td> <td style="text-align: right;">6</td> </tr> <tr> <td style="text-align: center;">6f</td> <td style="text-align: right;">2036</td> </tr> <tr> <td style="text-align: center;">6g</td> <td style="text-align: right;">1799</td> </tr> <tr> <td style="text-align: center;">6h</td> <td style="text-align: right;">0</td> </tr> </table>			6a	1418	6b	2	6c	610	6d	2030	6e	6	6f	2036	6g	1799	6h	0									
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7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%; text-align: center;">7</td> <td> </td> </tr> </table>	7																										
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2H 2J 3H																													
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)																													
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SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	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 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>SCHLUMBERGER SAVINGS AND PROFIT SHARING PLAN FOR U.S. TAXPAYERS EMPLOYED ABROAD</u>	B Three-digit plan number (PN) ►	<u>050</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>SCHLUMBERGER LIMITED</u>	D Employer Identification Number (EIN) <u>52-0684746</u>	

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)
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a Name of MTIA, CCT, PSA, or 103-12 IE: SCHLUM MASTER PROFIT SHARING TRUST

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

c EIN-PN <u>36-6913039-010</u>	d Entity code <u>M</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>100975304</u>
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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)
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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
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SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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 2012 This Form is Open to Public Inspection
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C Plan sponsor's name as shown on line 2a of Form 5500 <u>SCHLUMBERGER LIMITED</u>		D Employer Identification Number (EIN) <u>52-0684746</u>

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)	3495708	2839866
(2) Participant contributions	1b(2)	0	13007
(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)	86485654	100975304
(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)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(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	89981362	103828177

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	89981362	103828177
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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)	4647935	
(B) Participants	2a(1)(B)	2753326	
(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)		7401261
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)		0
(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)		0
(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)		0
(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)		0

		(a) Amount	(b) Total
(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)		10470367
(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		17871628

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	4024499	
(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)		4024499
f Corrective distributions (see instructions)	2f		314
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		0
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		4024813

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		13846815
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) ☒ 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 ☒ No

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

(1) Name: **BDO USA, LLP**

(2) EIN: **13-5381590**

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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

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.).....

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.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
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.)		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.).....		X	
e Was this plan covered by a fidelity bond?.....	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?		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?		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?		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.).....		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.).....		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?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		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.		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)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

<div>SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Retirement Plan Information</div> <div>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).</div> <div>▶ File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2012</div> <div>This Form is Open to Public Inspection.</div>
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan SCHLUMBERGER SAVINGS AND PROFIT SHARING PLAN FOR U.S. TAXPAYERS EMPLOYED ABROAD		B Three-digit plan number (PN) ▶ 050
C Plan sponsor's name as shown on line 2a of Form 5500 SCHLUMBERGER LIMITED		D Employer Identification Number (EIN) 52-0684746
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 0
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): 36-6913039		
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
Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 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 (include any prior year accumulated funding deficiency not waived)		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 or other authority 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. 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		
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.		
Schedule R (Form 5500) 2012 v. 120126		

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 lines 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 lines 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 lines 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 lines 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 lines 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 lines 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 line 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 lines (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

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 line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

**SCHLUMBERGER SAVINGS AND
PROFIT SHARING PLAN FOR U.S.
TAXPAYERS EMPLOYED ABROAD**

FINANCIAL STATEMENTS

**For The Years Ended December 31, 2012 And 2011
With Independent Auditors' Report**

The report accompanying these financial statements was issued by BDO USA, LLP, a Delaware limited liability partnership and the U.S. member of BDO International Limited, a UK company limited by guarantee.

**SCHLUMBERGER SAVINGS AND PROFIT SHARING PLAN FOR
U.S. TAXPAYERS EMPLOYED ABROAD**

TABLE OF CONTENTS

	<u>Page(s)</u>
Independent auditors' report	3 - 4
Financial statements:	
Statements of net assets available for benefits	5
Statements of changes in net assets available for benefits	6
Notes to financial statements	7 - 42



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Independent Auditors' Report

To the Participants and Plan Administrator of the
Schlumberger Savings and Profit Sharing Plan for
U.S. Taxpayers Employed Abroad
Houston, Texas

We have audited the accompanying financial statements of the Schlumberger Savings and Profit Sharing Plan for U.S. Taxpayers Employed Abroad (the "Plan") which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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 from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

BDO USA, LLP, a Delaware limited liability partnership, is the U.S. member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

BDO is the brand name for the BDO network and for each of the BDO Member Firms.



Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2012 and 2011, and the changes in net assets available for benefits for the years then ended, in accordance with accounting principles generally accepted in the United States of America.

BDO USA, LLP

October 14, 2013

**SCHLUMBERGER SAVINGS AND PROFIT SHARING PLAN FOR
U.S. TAXPAYERS EMPLOYED ABROAD**

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2012 AND 2011

	<u>2012</u>	<u>2011</u>
Investments, at fair value:		
Plan interest in the Schlumberger		
Master Profit Sharing Trust	\$ 100,975,304	\$ 86,485,654
Receivables:		
Employer contributions	2,839,866	3,495,708
Participant contributions	<u>13,007</u>	<u>-</u>
Total receivables	<u>2,852,873</u>	<u>3,495,708</u>
Net assets available for benefits	<u>\$ 103,828,177</u>	<u>\$ 89,981,362</u>

See accompanying notes to financial statements.

SCHLUMBERGER SAVINGS AND PROFIT SHARING PLAN FOR U.S. TAXPAYERS EMPLOYED ABROAD

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

	<u>2012</u>	<u>2011</u>
<u>ADDITIONS</u>		
Contributions:		
Employer	\$ 4,647,935	\$ 5,688,371
Participants	<u>2,753,326</u>	<u>2,523,424</u>
Total contributions	<u>7,401,261</u>	<u>8,211,795</u>
Plan interest in the Schlumberger Master Profit Sharing Trust investment income	<u>10,470,367</u>	<u>331,474</u>
Total additions	<u>17,871,628</u>	<u>8,543,269</u>
<u>DEDUCTIONS</u>		
Benefits paid to participants	<u>4,024,813</u>	<u>4,286,131</u>
Net increase	13,846,815	4,257,138
Net assets available for benefits:		
Beginning of year	<u>89,981,362</u>	<u>85,724,224</u>
End of year	<u>\$ 103,828,177</u>	<u>\$ 89,981,362</u>

See accompanying notes to financial statements.

SCHLUMBERGER SAVINGS AND PROFIT SHARING PLAN FOR U.S. TAXPAYERS EMPLOYED ABROAD

NOTES TO FINANCIAL STATEMENTS

1. Description of the Plan

The following brief description of the Schlumberger Savings and Profit Sharing Plan for U.S. Taxpayers Employed Abroad (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of Plan provisions.

General

The Plan is a defined contribution plan covering all full-time employees of Schlumberger Limited, Schlumberger Surenco, S.A., Schlumberger Overseas, S.A., and other affiliated companies outside the U.S. (collectively the "Company") who work outside the U.S. and have met certain requirements, including U.S. citizenship and length of service. It is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

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 Schlumberger Master Profit Sharing Trust (the "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.

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

Eligibility

Each employee is eligible to become a participant in the Plan on the first day of the month following completion of twelve months of active service. An employee who is (a) covered by a collective bargaining agreement which does not provide for participation in this Plan and under which retirement benefits were the subject of good faith bargaining, (b) a non-resident alien who receives no earned income from the employer which constitutes income from sources within the United States, (c) a leased employee providing services for the employer, or (d) designated, compensated or otherwise classified or treated as an independent contractor or leased employee by the employer or any affiliate, shall not be eligible to participate in the Plan.

SCHLUMBERGER SAVINGS AND PROFIT SHARING PLAN FOR U.S. TAXPAYERS EMPLOYED ABROAD

NOTES TO FINANCIAL STATEMENTS

1. Description of the Plan (cont'd)

Contributions

Effective January 1, 2011, pursuant to a resolution of the Plan adopted by the Board of Directors of the Company, the 20% limit on pretax savings contributions a non-highly compensated employee may make to the Plan was eliminated, such that employees may contribute, in any whole percentage of their admissible compensation on a per payroll basis, up to an amount equal to the maximum contribution limit as set forth in the Internal Revenue Code ("IRC"). Company profit sharing contributions are discretionary, and, when added together with the basic matching contribution and supplemental matching contribution, may not exceed 15% of admissible compensation of the participating employees. Employees age 50 and older may elect to contribute a catch-up contribution. The limit set by the Internal Revenue Service ("IRS") for catch-up contributions during 2012 and 2011 was \$5,500.

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. A participant is 100% vested in Company contributions plus actual earnings thereon.

Participant accounts

Each participant's account is credited with the participant's contribution and an allocation of the Company's contribution and Plan earnings. Allocations are based on participant deferrals, admissible compensation, or account balances, as defined in the Plan document. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Distributions

Distributions to deceased, retired or terminated participants are made based upon the participants' account balances and their vested interest therein at the time of withdrawal from the Plan.

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 the Plan's management to make estimates and assumptions that affect certain reported amounts and disclosures in the Plan's financial statements. Accordingly, actual results could differ from those estimates.

SCHLUMBERGER SAVINGS AND PROFIT SHARING PLAN FOR U.S. TAXPAYERS EMPLOYED ABROAD

NOTES TO FINANCIAL STATEMENTS

2. Summary of significant accounting policies (cont'd)

Valuation of investments

The Plan has an allocable interest in the net assets of the Trust which serves as the investing medium for this Plan and certain other plans of Schlumberger Limited and its affiliates. The Plan's interest in the Trust is stated at fair value, as determined by the Trustee, and consists of an allocation of the Trust's net assets that is based upon cumulative employer and employee contributions, net of benefits paid to terminated and retired participants, and allocations of Trust's investment income.

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.

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.

SCHLUMBERGER SAVINGS AND PROFIT SHARING PLAN FOR U.S. TAXPAYERS EMPLOYED ABROAD

NOTES TO FINANCIAL STATEMENTS

2. Summary of significant accounting policies (cont'd)

Valuation of investments (cont'd)

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. Plan management evaluated the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. For the years ended December 31, 2012 and 2011, there were no significant transfers in or out of levels 1, 2 or 3. See Notes 5 and 6 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 Trust, the disclosures required by FASB ASC Topic 820 are required for the individual assets and liabilities under the Trust and are not required for the Plan's total interest in the Trust. In the same manner, the disclosures required by FASB ASC Topic 820 are required for the individual investments included in the self-directed investments. Similarly, since the 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 under the Group Trust and are not required for the 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 6, 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 determining the fair value of assets and liabilities underlying the Trust, Group Trust and the investment pools owned by the Group Trust, the Trust and Group Trust use various inputs and valuation methodologies which are described in Notes 5 and 6. There have been no significant changes in the inputs or valuation methodologies used at December 31, 2012 and 2011.

SCHLUMBERGER SAVINGS AND PROFIT SHARING PLAN FOR U.S. TAXPAYERS EMPLOYED ABROAD

NOTES TO FINANCIAL STATEMENTS

2. Summary of significant accounting policies (cont'd)

Relevant accounting developments

In April 2011, the FASB issued Accounting Standards Update (“ASU”) No. 2011-03, “Reconsideration of Effective Control for Repurchase Agreements,” which modifies the criteria that must be satisfied for a transfer of financial assets to be accounted for as a sale. If the transferor maintains effective control over the transferred assets, the transaction is to be accounted for as a financing transaction. This guidance eliminates from the assessment of effective control (1) the criterion requiring the transferor to have the ability to repurchase or redeem the financial assets on substantially the agreed terms, even in the event of default by the transferee, and (2) the collateral maintenance implementation guidance related to that criterion. This guidance is effective for transfers occurring on and after December 15, 2011. The adoption of this accounting guidance did not have a material impact on the Plan’s financial statements.

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. The adoption of this ASU did not have a material effect on the Plan’s financial statements.

In December 2011, the FASB issued ASU No. 2011-11, “Disclosures about Offsetting Assets and Liabilities.” ASU No. 2011-11 contains guidance enhancing disclosure requirements about the nature of an entity’s right to offset and related arrangements associated with its financial instruments and derivative instruments. The new guidance requires the disclosure of the gross amounts subject to rights of set-off, amounts offset in accordance with the accounting standards followed, and the related net exposure. The new guidance will be effective for reporting periods beginning January 1, 2013. Plan management currently is evaluating the impact of the adoption of ASU No. 2011-11 on the Plan’s financial statements.

Risks and uncertainties

Due to various risks (i.e., interest rate, market and credit risk) associated with certain investments of the 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 Trust and Group Trust will occur in the near term, and this could materially affect participants’ account balances as well as the value of the Plan interest in the 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 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.

SCHLUMBERGER SAVINGS AND PROFIT SHARING PLAN FOR U.S. TAXPAYERS EMPLOYED ABROAD

NOTES TO FINANCIAL STATEMENTS

2. Summary of significant accounting policies (cont'd)

Expenses

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Self-directed brokerage account fees and managed account fees are assessed quarterly and are deducted directly from the participant's account and are included in Plan interest in the Schlumberger Master Profit Sharing Trust investment income in the statement of changes in net assets. Expenses relating to securities transactions are included in net appreciation (depreciation) in fair value of investments in the statement of changes in net assets of the Trust and Group Trust.

Benefit payments

Benefit payments are recorded when paid.

3. Plan termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the terms of ERISA. In the event of Plan termination, participants will remain 100% vested in their accounts.

4. Tax status

The Plan and Trust are exempt from taxation under the applicable sections of the IRC and have obtained a favorable tax determination letter on June 28, 2012 from the IRS. Plan management and tax counsel believe that the Plan, as amended, continues to qualify and to operate as designed.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. Plan management has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2012 there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

5. Interest in the Schlumberger Master Profit Sharing Trust

The Plan's investments during the years ended December 31, 2012 and 2011 were entirely in the Trust. The Trust was established for the investment of assets of the Plan and other qualified profit sharing plans sponsored by Schlumberger Limited and its affiliates. Each participating plan has an allocable interest in the Trust. The assets of the Trust are held by the Trustee. At

SCHLUMBERGER SAVINGS AND PROFIT SHARING PLAN FOR U.S. TAXPAYERS EMPLOYED ABROAD

NOTES TO FINANCIAL STATEMENTS

5. Interest in the Schlumberger Master Profit Sharing Trust (cont'd)

December 31, 2012 and 2011, the Plan's interest in the net assets of the Trust was 3.15% (\$101.0 million) and 3.10% (\$86.5 million), respectively. Investment income and securities transaction expenses relating to the Trust are allocated to the individual plans based upon average monthly balances invested by each plan. The plans' balances reflect transfers to and from the individual plans as well as the plans' share of investment income.

The following table presents the investments of the Trust:

(dollars in thousands)

	December 31,	
	2012	2011
Investments, at fair value:		
Trust interest in the Schlumberger Group Trust	\$ 3,064,673	\$ 2,651,527
Schlumberger Limited common stock	40,856	43,756
Dow common stock	2,216	2,066
Transocean Sedco Forex common stock	2,082	1,953
Short-term investments	10,792	9,166
Self-directed investments	82,053	77,924
	<u>\$ 3,202,672</u>	<u>\$ 2,786,392</u>
Total investments		

The following table presents the investment income of the Trust:

(dollars in thousands)

	Year Ended December 31,	
	2012	2011
Investment income:		
Trust interest in the Schlumberger Group Trust income	\$ 304,446	\$ 26,977
Net appreciation (depreciation) in fair value of investments:		
Schlumberger Limited common stock	721	(9,620)
Dow common stock	253	(403)
Transocean Sedco Forex common stock	321	(1,559)
Self-directed investments	4,025	(5,746)
Net appreciation (depreciation) in fair value of investments	5,320	(17,328)
Dividends and interest	2,467	2,051
	<u>\$ 312,233</u>	<u>\$ 11,700</u>
Total investment income		

SCHLUMBERGER SAVINGS AND PROFIT SHARING PLAN FOR U.S. TAXPAYERS EMPLOYED ABROAD

NOTES TO FINANCIAL STATEMENTS

5. Interest in the Schlumberger Master Profit Sharing Trust (cont'd)

The following tables set forth by level, within the fair value hierarchy discussed in Note 2, the Trust's assets at fair value as of December 31, 2012 and 2011. The following tables do not include the Trust's interest in the Group Trust because that information is presented in a separate table (see Note 6):

(dollars in thousands)

	Assets at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	\$ 29,537	\$ 403	\$ -	\$ 29,940
Equity securities:				
U.S.:				
Common stocks and other equities	68,801	-	-	68,801
Mutual funds and other registered investment companies	25,037	-	-	25,037
International:				
Common stocks and other equities	6,574	-	-	6,574
Mutual funds and other registered investment companies	6,816	-	-	6,816
Debt securities:				
Corporate bonds and other fixed income obligations	-	333	-	333
Government and other related obligations	-	61	-	61
Other investments:				
Other short-term securities	-	302	-	302
	<u>\$ 136,765</u>	<u>\$ 1,099</u>	<u>\$ -</u>	137,864
Due from brokers for securities sold				464
Accrued income				<u>277</u>
Total assets				138,605
Due to brokers for securities purchased				<u>(606)</u>
Total				<u>\$ 137,999</u>

SCHLUMBERGER SAVINGS AND PROFIT SHARING PLAN FOR U.S. TAXPAYERS EMPLOYED ABROAD

NOTES TO FINANCIAL STATEMENTS

5. Interest in the Schlumberger Master Profit Sharing Trust (cont'd)

(dollars in thousands)

	Assets at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	\$ 27,035	\$ 409	\$ -	\$ 27,444
Equity securities:				
U.S.:				
Common stocks and other equities	69,394	-	-	69,394
Mutual funds and other registered investment companies	23,632	-	-	23,632
International:				
Common stocks and other equities	6,312	-	5	6,317
Mutual funds and other registered investment companies	6,881	-	-	6,881
Debt securities:				
Corporate bonds and other fixed income obligations	-	458	-	458
Government and other related bonds	63	-	-	63
Other investments:				
Other short-term securities	-	558	-	558
	<u>\$ 133,317</u>	<u>\$ 1,425</u>	<u>\$ 5</u>	134,747
Due from brokers for securities sold				198
Accrued income				<u>287</u>
Total assets				135,232
Due to brokers for securities purchased				<u>(367)</u>
Total				<u>\$ 134,865</u>

SCHLUMBERGER SAVINGS AND PROFIT SHARING PLAN FOR U.S. TAXPAYERS EMPLOYED ABROAD

NOTES TO FINANCIAL STATEMENTS

5. Interest in the Schlumberger Master Profit Sharing Trust (cont'd)

The following tables set forth a summary of changes in the fair value of the Trust's Level 3 assets for the years ended December 31, 2012 and 2011:

(dollars in thousands)

	Common stocks and other equities	Mutual funds and other registered investment companies	Total
Balance, December 31, 2011	\$ 5	\$ -	\$ 5
Transfers into Level 3*	2	7	9
Transfers out of Level 3**	(4)	(9)	(13)
Total gains (losses) included in changes in net assets:			
Unrealized losses relating to assets still held at year end	-	(5)	(5)
Purchases, sales, and settlements:			
Purchases	2	7	9
Sales	(5)	-	(5)
Balance, December 31, 2012	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

(dollars in thousands)

	Common stocks and other equities
Balance, December 31, 2010	\$ -
Transfers into Level 3*	5
Total gains (losses) included in changes in net assets:	(99)
Unrealized gains relating to assets still held at year end	89
Purchases, sales, and settlements:	
Purchases	10
Balance, December 31, 2011	<u>\$ 5</u>

* Transfer from Level 1 to Level 3 because of lack of observable market data due to decrease in market activity.

** Transfer from Level 3 to Level 1 because of availability of observable market data due to increase in market activity.

For the years ended December 31, 2012 and 2011, realized 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 Trust.

SCHLUMBERGER SAVINGS AND PROFIT SHARING PLAN FOR U.S. TAXPAYERS EMPLOYED ABROAD

NOTES TO FINANCIAL STATEMENTS

5. Interest in the Schlumberger Master Profit Sharing Trust (cont'd)

Valuation of investments

The 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 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 on a respective allocation of investment income and certain administrative expenses.

Cash and cash equivalents are stated at fair value. Cash equivalents include highly liquid investments that are within three months of maturity when acquired, money market funds, and short-term investment funds. Money market funds are valued at fair value based on quoted prices in active markets. 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.

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 bid or 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 Trust at year-end. Certain other registered investment companies are valued based on the net asset value of the units owned by the 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 Trust at year-end. The mutual funds and other registered investment companies are deemed to be actively traded.

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, and 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

SCHLUMBERGER SAVINGS AND PROFIT SHARING PLAN FOR U.S. TAXPAYERS EMPLOYED ABROAD

NOTES TO FINANCIAL STATEMENTS

5. Interest in the Schlumberger Master Profit Sharing Trust (cont'd)

Valuation of investments (cont'd)

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.

Other short-term securities are valued based on a bid evaluation or at amortized cost, 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 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.

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.

SCHLUMBERGER SAVINGS AND PROFIT SHARING PLAN FOR U.S. TAXPAYERS EMPLOYED ABROAD

NOTES TO FINANCIAL STATEMENTS

6. Interest in the Schlumberger Group Trust

A portion of the Trust's investments are invested in the Group Trust. The Group Trust serves as the investing medium for the Trust and a certain other trust and plan of Schlumberger Limited and its affiliates. Each participating trust and plan has an allocable interest in the Group Trust. The assets of the Group Trust are held by the Trustee. At December 31, 2012 and 2011, the Trust's interest in the net assets of the Group Trust was approximately 51.59% (\$3.065 billion) and 50.71% (\$2.651 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, 2012 and 2011, the Trust's interest in the Group Trust investments was approximately as follows:

	<u>2012</u>	<u>2011</u>
U.S. Equities and Equity Index	55.38%	53.63%
Non-U.S. Equities	45.59%	44.36%
Fixed Income - Short Term	92.71%	89.54%
Fixed Income - Long Term	100.00%	100.00%
Guaranteed Investment Contracts ("GICs")	100.00%	100.00%
Treasury Inflation Protection Securities ("TIPS")	48.02%	47.25%

SCHLUMBERGER SAVINGS AND PROFIT SHARING PLAN FOR U.S. TAXPAYERS EMPLOYED ABROAD

NOTES TO FINANCIAL STATEMENTS

6. Interest in the Schlumberger Group Trust (cont'd)

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

(dollars in thousands)

	December 31,	
	2012	2011
Investments, at fair value:		
Schlumberger U.S. Equity Pool and Equity Index Pool (including \$133,704 and \$123,152 of securities on loan at 2012 and 2011, respectively)	\$ 2,136,381	\$ 1,883,655
Schlumberger Non-U.S. Equity Pool (including \$13,811 and \$16,604 of securities on loan at 2012 and 2011, respectively)	1,062,535	895,918
Schlumberger Fixed Income - Short Term Pool (including \$65,531 and \$7,330 of securities on loan at 2012 and 2011, respectively)	373,369	377,834
Schlumberger Fixed Income - Long Term Pool (including \$127,966 and \$23,742 of securities on loan at 2012 and 2011, respectively)	848,532	722,960
Liability-Driven Investing ("LDI") Pool (including 119,884 and \$55,480 of securities on loan at 2012 and 2011, respectively)	991,320	870,959
Portable Alpha Equity Pool (including \$9,610 and \$2,460 of securities on loan at 2012 and 2011, respectively)	155,790	140,270
GIC Pool	45,376	43,790
TIPS Pool	327,307	293,739
Short-term securities (security lending)	479,392	234,665
	6,420,002	5,463,790
 Liabilities		
Obligation under security lending agreement	479,392	234,665
 Net assets of the Group Trust	 \$ 5,940,610	 \$ 5,229,125

SCHLUMBERGER SAVINGS AND PROFIT SHARING PLAN FOR U.S. TAXPAYERS EMPLOYED ABROAD

NOTES TO FINANCIAL STATEMENTS

6. Interest in the Schlumberger Group Trust (cont'd)

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

(dollars in thousands)

	Year Ended December 31,	
	2012	2011
Investment income:		
Net appreciation (depreciation) in fair value of investments:		
U.S. Equities and Equity Index	\$ 277,555	\$ (16,369)
Non-U.S. Equities	136,157	(134,796)
Fixed Income - Short Term	(107)	(1,770)
Fixed Income - Long Term	27,630	41,824
LDI	44,617	54,744
Portable Alpha Equity	31,543	4,439
GIC	151	671
TIPS	12,587	26,721
Net appreciation (depreciation) in fair value of investments	530,133	(24,536)
Dividends and interest	125,198	114,376
Total investment income	\$ 655,331	\$ 89,840

SCHLUMBERGER SAVINGS AND PROFIT SHARING PLAN FOR U.S. TAXPAYERS EMPLOYED ABROAD

NOTES TO FINANCIAL STATEMENTS

6. 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, 2012 and 2011:

(dollars in thousands)

	Assets at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	\$ 57,806	\$ 182,321	\$ -	\$ 240,127
Equity securities:				
U.S.:				
Common stocks and other equities	960,392	-	1,102	961,494
Mutual funds and other registered investment companies	325,992	-	-	325,992
Collective and other trusts	-	955,875	-	955,875
International:				
Common stocks and other equities	607,850	-	-	607,850
Mutual funds and other registered investment companies	157,303	210,949	-	368,252
Debt securities:				
Corporate bonds and other fixed income obligations	-	833,047	3,095	836,142
Government and other related bonds	-	1,132,519	27	1,132,546
Government mortgage-backed securities and other collateralized obligations	-	534,419	8,052	542,471
Other investments:				
GIC	-	44,828	-	44,828
Derivatives	9,650	5,054	-	14,704
Short-term securities under security lending agreement	-	479,392	-	479,392
Other short-term securities	-	6,540	3,586	10,126
	<u>\$ 2,118,993</u>	<u>\$ 4,384,944</u>	<u>\$ 15,862</u>	6,519,799
Due from brokers for securities sold				69,874
Accrued income and other assets				<u>21,679</u>
Total assets				<u><u>\$ 6,611,352</u></u>

SCHLUMBERGER SAVINGS AND PROFIT SHARING PLAN FOR U.S. TAXPAYERS EMPLOYED ABROAD

NOTES TO FINANCIAL STATEMENTS

6. Interest in the Schlumberger Group Trust (cont'd)

(dollars in thousands)

	Liabilities at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Derivatives	\$ 34	\$ 3,394	\$ -	\$ 3,428
Obligation under security lending agreement	-	479,392	-	479,392
	<u>\$ 34</u>	<u>\$ 482,786</u>	<u>\$ -</u>	<u>482,820</u>
Due to brokers for securities purchased				187,173
Other liabilities				749
Total liabilities				<u>\$ 670,742</u>

(dollars in thousands)

	Assets at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	\$ 58,058	\$ 256,377	\$ -	\$ 314,435
Equity securities:				
U.S.:				
Common stocks and other equities	855,055	21	1,121	856,197
Mutual funds and other registered investment companies	293,148	68,499	-	361,647
Collective and other trusts	-	834,090	-	834,090
International:				
Common stocks and other equities	542,641	-	-	542,641
Mutual funds and other registered investment companies	130,278	159,772	-	290,050
Debt securities:				
Corporate bonds and other fixed income obligations	-	586,944	2,023	588,967
Government and other related bonds	-	733,488	6,970	740,458
Government mortgage-backed securities and other collateralized obligations	-	564,061	634	564,695
Other investments:				
GIC	-	43,447	-	43,447
Derivatives	201	93,660	362	94,223
Short-term securities under security lending agreement	-	234,665	-	234,665
Other short-term securities	-	16,562	-	16,562
	<u>\$ 1,879,381</u>	<u>\$ 3,591,586</u>	<u>\$ 11,110</u>	<u>5,482,077</u>
Due from brokers for securities sold				158,822
Accrued income and other assets				26,864
Total assets				<u>\$ 5,667,763</u>

SCHLUMBERGER SAVINGS AND PROFIT SHARING PLAN FOR U.S. TAXPAYERS EMPLOYED ABROAD

NOTES TO FINANCIAL STATEMENTS

6. Interest in the Schlumberger Group Trust (cont'd)

(dollars in thousands)

	Liabilities at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Derivatives	\$ 1,816	\$ 98,306	\$ 3,000	\$ 103,122
Obligation under security lending agreement	-	234,665	-	234,665
	<u>\$ 1,816</u>	<u>\$ 332,971</u>	<u>\$ 3,000</u>	<u>337,787</u>
Due to brokers for securities purchased				97,977
Other liabilities				<u>2,874</u>
Total liabilities				<u>\$ 438,638</u>

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, 2012 and 2011:

(dollars in thousands)

	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	Other short-term securities	Total
Balance, December 31, 2011	\$ 1,121	\$ 2,023	\$ 6,970	\$ 634	\$ 362	\$ -	\$ 11,110
Transfer into Level 3*	-	-	-	-	8	-	8
Transfers out of Level 3**	(1)	-	(4,309)	(621)	(194)	-	(5,125)
Total gains (losses) included in changes in net assets:							
Realized gains (losses)	-	351	(210)	-	-	-	141
Unrealized gains (losses) relating to assets still held at year-end	(18)	(318)	1,211	41	(176)	(14)	726
Purchases, sales, and settlements:							
Purchases	-	1,700	-	7,998	-	3,600	13,298
Sales	-	(385)	(3,633)	-	-	-	(4,018)
Settlements	-	(276)	(2)	-	-	-	(278)
Balance, December 31, 2012	<u>\$ 1,102</u>	<u>\$ 3,095</u>	<u>\$ 27</u>	<u>\$ 8,052</u>	<u>\$ -</u>	<u>\$ 3,586</u>	<u>\$ 15,862</u>

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

** Transferred from Level 3 to Level 2 because of availability of observable market data due to increase in market activity.

SCHLUMBERGER SAVINGS AND PROFIT SHARING PLAN FOR U.S. TAXPAYERS EMPLOYED ABROAD

NOTES TO FINANCIAL STATEMENTS

6. Interest in the Schlumberger Group Trust (cont'd)

(dollars in thousands)

	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	Total
Balance, December 31, 2010	\$ 2,196	\$ 2,983	\$ 352	\$ 11,848	\$ -	\$ 17,379
Transfer into Level 3**	-	1,689	-	-	-	1,689
Total gains (losses) included in changes in net assets:						
Realized gains (losses)	(1,318)	10	(48)	2	-	(1,354)
Unrealized gains (losses) relating to assets still held at year-end	716	(23)	(1,321)	133	(57)	(552)
Purchases, sales, and settlements:						
Purchases	-	354	13,269	(2,865)	419	11,177
Sales	(473)	(2,990)	(4,961)	(8,440)	-	(16,864)
Settlements	-	-	(321)	(44)	-	(365)
Balance, December 31, 2011	<u>\$ 1,121</u>	<u>\$ 2,023</u>	<u>\$ 6,970</u>	<u>\$ 634</u>	<u>\$ 362</u>	<u>\$ 11,110</u>

* 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, 2012 and 2011:

(dollars in thousands)

	2012	2011
Balance, beginning of year	\$ 3,000	\$ 59
Transfers out of Level 3	(25)	(59)
Total gains included in changes in net assets:		
Realized gains	347	-
Unrealized (losses) gains relating to assets still held at year end	(284)	331
Purchases, sales, issuances, and settlements:		
Purchases	(5,402)	(25)
Sales	2,364	2,694
Balance, end of year	<u>\$ -</u>	<u>\$ 3,000</u>

For the years ended December 31, 2012 and 2011, realized gains (losses) and unrealized gains (losses) from Level 3 assets and liabilities are reported in net appreciation (depreciation) in fair value of investments in the statement of changes in net assets of the Group Trust.

SCHLUMBERGER SAVINGS AND PROFIT SHARING PLAN FOR U.S. TAXPAYERS EMPLOYED ABROAD

NOTES TO FINANCIAL STATEMENTS

6. Interest in the Schlumberger Group Trust (cont'd)

The following table represents the Group Trust's Level 3 financial instruments, the valuation techniques used to measure the fair value of those financial instruments as of December 31, 2012, and the significant unobservable inputs and the ranges of values for those inputs:

Instrument	Fair Value (dollars in thousands)	Principal Valuation Technique	Unobservable Inputs	Range (Weighted Average)
Common stocks and other equities	\$1,102	Market Approach	Price adjustments based on comparable securities and other market assumptions	0.0001%
Corporate bonds and other fixed income obligations	3,095	Market Approach	Price adjustments based on comparable securities and other market assumptions	-1.381% to 0.641% (-0.435%)
Government and other related bonds	27	Market Approach	Price adjustments based on comparable securities and other market assumptions	-0.055%
Government mortgage-backed securities and other collateralized obligations	8,052	Market Approach	Price adjustments based on comparable securities and other market assumptions	-0.170% to -0.001% (-0.001%)
Other short-term securities	3,586	Discounted Cash Flow	3 Month LIBOR	0.306 to 0.355 (0.318)
Total	\$15,862			

In estimating fair value of the investments in Level 3, the Group Trust may use third-party pricing sources. In substantiating the reasonableness of the pricing data provided by third parties, plan management evaluates a variety of factors including review of methods and assumptions used by external sources, recently executed transactions, price movements of comparable securities, existing contracts, economic conditions, industry and market developments, and overall credit ratings.

SCHLUMBERGER SAVINGS AND PROFIT SHARING PLAN FOR U.S. TAXPAYERS EMPLOYED ABROAD

NOTES TO FINANCIAL STATEMENTS

6. Interest in the Schlumberger Group Trust (cont'd)

The following table sets forth a summary of the Level 2 and 3 investments held by the Group Trust reported at net asset value as of December 31, 2012 and 2011.

(dollars in thousands)

	Fair Value		Unfunded Commitments at December 31, 2012	Redemption Frequency (If Currently Eligible)	Redemption Notice Period
	2012	2011			
Mutual funds and other registered investment companies:					
PIMCO Short Term Floating NAV Portfolio (1)	\$ -	\$ 8,304	\$ -	Daily	none
PIMCO FDS Long Duration Corp. Bond Portfolio (2)	-	60,195	-	Daily	none
Capital International Emerging Markets Growth Fund Inc. (3)	210,949	159,772	-	Monthly	*
Collective and other trusts:					
NT Collective S&P500 Index Fund DC Non Lending (Tier J) (4)	362,825	319,344	-	Daily	T-1
Pyramis Small Co. Commingled Pool Fund (5)	237,336	213,737	-	Daily	T-5
SSGA Russell 1000 Index Sec Lending Fund (6)	183,594	161,500	-	Daily	T-2
SSGA Russell 1000 Index Non Lending Fund (6)	172,120	139,509	-	Daily	T-2
	<u>\$ 1,166,824</u>	<u>\$ 1,062,361</u>	<u>\$ -</u>		

* Prior to close of first business day of each month

- (1) The Portfolio seeks to achieve its investment objective by investing under normal circumstances at least 65% of its total assets in a diversified portfolio of fixed income instruments of varying maturities, which may be represented by forwards. Fixed income instruments include bonds, debt securities and other similar instruments issued by various U.S. and non-U.S. public or private sector entities.
- (2) The Portfolio seeks to achieve its investment objective by investing under normal circumstances at least 80% of its assets in a portfolio of corporate fixed income instruments, which may be represented by forwards or derivatives such as options, futures contracts, or swap agreements. Fixed income instruments include bonds, debt securities and other similar instruments issued by various U.S. and non-U.S. public or private sector entities.

SCHLUMBERGER SAVINGS AND PROFIT SHARING PLAN FOR U.S. TAXPAYERS EMPLOYED ABROAD

NOTES TO FINANCIAL STATEMENTS

6. Interest in the Schlumberger Group Trust (cont'd)

- (3) The Fund is an open-end interval management investment company that offers its shareholders the opportunity to purchase and redeem shares on a periodic basis. The Fund seeks long-term growth 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 requests at any time. The Fund has adopted, as a fundamental policy, liquidity procedures designed to more easily provide for redemptions, although there can be no guarantees of that result. The Fund's liquidity policy requires that the Fund maintain a portfolio of securities such that as of each day on which the Fund's assets are valued for purposes of calculating its net asset value, at least 85% of the Fund's net assets will either (i) mature by the next redemption payment date; or (ii) be capable of being sold between the redemption request deadline and the redemption payment date at approximately the price used in computing the Fund's net asset value.
- (4) The primary objective of the Daily S&P 500 Equity Index Fund - DC - Non Lending, a collective fund for qualified plans, is to approximate the risk and return characterized by the S&P 500 Index. This Index is commonly used to represent the large cap segment of the U.S. equity market. To achieve its objective, the Fund employs a replication technique, which generally seeks to hold each index constituent in its proportional index weight. The fund may hold units of the NTGI-QM Collective Daily S&P 500 Equity Index Fund - Non Lending. The Fund may make limited use of futures and/or options for the purpose of maintaining equity exposure. This Fund does not participate in securities lending. The S&P 500 Fund is valued daily and has a trade notification deadline of trade date minus one business day (T-1) at 9:30 Central.
- (5) The investment objective of the Pyramis Small Company Commingled Pool (Portfolio) is to achieve long-term growth of capital, principally by investing in the equity securities of smaller, growing companies. The Portfolio's management is based on the selection of equity securities of companies which have relatively small market capitalizations, the potential for above average earnings-per-share growth and whose equity valuations are close to or below the average valuation level of established, larger companies' shares. The Portfolio has daily liquidity and the only restrictions to cash flow activity in the pool pertain to anti-dilution measures, wherein any flow in to or out of the pool that exceeds 2% of the total net assets of the pool must use a transition account, so as not to adversely affect other investors in the pool.
- (6) The investment objective of the Funds is to approximate as closely as practicable, before expenses, the performance of the Russell 1000 Index over the long term. The Funds attempt to achieve their investment objective by investing in other collective investment funds (each an "Underlying Fund"), managed by the Trustee, which have characteristics consistent with the Funds' overall investment objective. The net asset value per unit of the Funds is determined each business day and thus issuances and redemptions of Funds' units may be made on such days based upon the transaction price per unit of the Funds. Redemption from the Funds may be subject to certain withdrawal safeguards.

SCHLUMBERGER SAVINGS AND PROFIT SHARING PLAN FOR U.S. TAXPAYERS EMPLOYED ABROAD

NOTES TO FINANCIAL STATEMENTS

6. 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.

For common stocks and other equities, corporate bonds and other fixed income obligations, government and other related bonds, and other short-term securities, the Group Trust valuation is similar to the Trust valuation (see Note 5).

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 mutual funds and other registered investment companies are deemed to be actively traded.

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.

SCHLUMBERGER SAVINGS AND PROFIT SHARING PLAN FOR U.S. TAXPAYERS EMPLOYED ABROAD

NOTES TO FINANCIAL STATEMENTS

6. 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 Trust.

Asset derivatives include options, rights, warrants, swaps, swaptions and pending foreign exchange purchases. Derivatives are stated at fair value. Exchange traded options and rights 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 bid price or 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 agreement 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 agreement are valued at 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 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 the Group Trust's securities for the cash collateral received from them. The amount due approximates fair value.

SCHLUMBERGER SAVINGS AND PROFIT SHARING PLAN FOR U.S. TAXPAYERS EMPLOYED ABROAD

NOTES TO FINANCIAL STATEMENTS

6. Interest in the Schlumberger Group Trust (cont'd)

Valuation of investments and financial liabilities (cont'd)

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, accrued income, other assets and other liabilities.

Securities transaction 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.

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.

SCHLUMBERGER SAVINGS AND PROFIT SHARING PLAN FOR U.S. TAXPAYERS EMPLOYED ABROAD

NOTES TO FINANCIAL STATEMENTS

6. Interest in the Schlumberger Group Trust (cont'd)

Derivative financial instruments (cont'd)

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.

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 is subject to the risk of the counterparty to an interest rate swap agreement being unable or unwilling to make timely interest payments, or to otherwise honor its obligations.

SCHLUMBERGER SAVINGS AND PROFIT SHARING PLAN FOR U.S. TAXPAYERS EMPLOYED ABROAD

NOTES TO FINANCIAL STATEMENTS

6. Interest in the Schlumberger Group Trust (cont'd)

Derivative financial instruments (cont'd)

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.

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.

The Group Trust may use derivatives including stock rights and warrants as a substitute for investment in equity and fixed-income securities or to reduce the effect of fluctuating foreign currencies on foreign currency denominated investments.

Rights are the right, but not the obligation, to purchase newly issued equity shares, often in proportion to the number of shares currently owned, in a specified company, at a pre-established price on or within a pre-determined date. Rights are privately transacted in OTC markets. Rights are subject to general market risk and liquidity risk.

A warrant provides the holder the right, but not the obligation, to purchase securities from the issuing entity at a specific price and within a certain time period. Warrants are privately transacted in OTC markets. The Group Trust may purchase or receive warrants from its investment in the debt or equity of a company. The warrants provide the Group Trust with exposure and potential gains upon equity appreciation of the company's share price.

The value of a warrant has two components: time value and intrinsic value. A warrant has a limited life and expires on a certain date. As the expiration date of a warrant approaches, the time value of a warrant will decline. In addition, if the stock underlying the warrant declines in price, the intrinsic value of an "in the money" warrant will decline. Further, if the price of the stock underlying the warrant does not exceed the strike price of the warrant on the expiration date, the warrant will expire worthless. As a result, there is the potential for the Group Trust to lose its entire investment in a warrant.

SCHLUMBERGER SAVINGS AND PROFIT SHARING PLAN FOR U.S. TAXPAYERS EMPLOYED ABROAD

NOTES TO FINANCIAL STATEMENTS

6. Interest in the Schlumberger Group Trust (cont'd)

Derivative financial instruments (cont'd)

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. Typical credit events include bankruptcy, dissolution or insolvency of the referenced entity, failure to pay and restructuring of the obligations of the referenced entity. 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.

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. At December 31, 2012 and 2011, the Group Trust did not hold credit default swaps where the Group Trust was a seller of protection.

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

SCHLUMBERGER SAVINGS AND PROFIT SHARING PLAN FOR U.S. TAXPAYERS EMPLOYED ABROAD

NOTES TO FINANCIAL STATEMENTS

6. Interest in the Schlumberger Group Trust (cont'd)

Derivative financial instruments (cont'd)

protection credit default swap agreements entered into by the Group Trust for the same referenced entity or entities. Securities or cash may be identified as collateral or margin in accordance with the terms of the respective swap agreements to provide assets of value and recourse in the event of default or bankruptcy/insolvency.

Implied credit spreads, represented in absolute terms, utilized in determining the market value of credit default swap agreements on corporate, sovereign, U.S. municipal or U.S. Treasury obligation issues as of period end serve as an indicator of the current status of the payment/performance risk and represent the likelihood or risk of default for the credit derivative. The implied credit spread of a particular referenced entity reflects the cost of buying/selling protection and may include upfront payments required to be made to enter into the agreement. Wider credit spreads represent a deterioration of the referenced entity's credit soundness and a greater likelihood or risk of default or other credit event occurring as defined under the terms of the agreement.

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 use 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, U.S. Treasury Bonds, short-term investments, and cash with a fair value of \$7,100,184 and \$19,666,805 at December 31, 2012 and 2011, respectively, were posted by brokers and held by the Group Trust as collateral for derivative transactions. The notional amount of this collateral at December 31, 2012 and 2011 was \$7,914,200 and \$18,886,000, respectively.

Assets owned and included in the Group Trust's statement of net assets, with a fair value of \$25,019,315 and \$35,072,198 at December 31, 2012 and 2011, respectively, were held by the Group Trust's brokers as collateral for derivative transactions. The notional amount of this collateral at December 31, 2012 and 2011 was \$23,926,000 and \$34,484,000, respectively.

SCHLUMBERGER SAVINGS AND PROFIT SHARING PLAN FOR U.S. TAXPAYERS EMPLOYED ABROAD

NOTES TO FINANCIAL STATEMENTS

6. Interest in the Schlumberger Group Trust (cont'd)

Derivative financial instruments (cont'd)

Certain of the Group Trust's derivative documents contain provisions, in addition to standard events of default, which if violated could cause a counterparty to declare a termination event and terminate the relevant agreement(s) with the Group Trust, which would result in a determination of the net amount due to or due from the counterparty and require immediate payment in accordance therewith. The aggregate fair value of all derivative instruments with credit-risk-related contingency features that are in a net liability position on December 31, 2012 and 2011 was \$2,927,896 and \$14,589,113, respectively. If the credit-risk-related contingency features underlying these agreements were triggered on December 31, 2012 and 2011 with respect to one or more counterparties and any of such counterparties declared a termination event, as of the effective date of termination all derivative positions would be valued in accordance with the valuation procedures set forth in the derivatives documentation and the net amount due to or due from the counterparty would be payable by or payable to the Group Trust, respectively.

The Group Trust is subject to various Master Agreements, which govern the terms of certain transactions with select counterparties. These Master Agreements reduce the counterparty risk associated with relevant transactions by specifying credit protection mechanisms and providing standardization that improves legal certainty. Since different types of forward and OTC financial derivative transactions have different mechanics and are sometimes traded out of different legal entities of a particular counterparty organization, each type of transaction may be covered by a different Master Agreement, resulting in the need for multiple agreements with a single counterparty. As the Master Agreements are specific to unique operations of different asset types, they allow the Group Trust to close out and net its total exposure to a counterparty in the event of a default with respect to all the transactions governed under a single agreement with that counterparty.

Master Agreements can also help limit counterparty risk by specifying collateral posting arrangements at pre-arranged exposure levels. Under the Master Agreements, collateral is routinely transferred if the total net exposure to certain transactions (net of existing collateral already in place) governed under the relevant master agreement with a counterparty in a given account exceeds a specified threshold, which typically ranges from zero to \$250,000 depending on the counterparty and the type of Master Agreement. United States Treasury Bills and U.S. dollar cash are generally the preferred forms of collateral, although other forms of AAA rated paper may be used. The Group Trust's overall exposure to counterparty risk can change substantially within a short period, as it is affected by each transaction subject to the relevant Master Agreement.

Since different types of forward and OTC derivative transactions have different mechanics and are sometimes traded out of different legal entities of a particular counterparty organization, each type of transaction is sometimes covered by a different Master Agreement, hence the need for several agreements with a counterparty. Therefore, exposure cannot be netted and collateralized across all types of transactions. Exposure can only be netted and collateralized across transactions governed under the same Master Agreement with the same legal entity.

SCHLUMBERGER SAVINGS AND PROFIT SHARING PLAN FOR U.S. TAXPAYERS EMPLOYED ABROAD

NOTES TO FINANCIAL STATEMENTS

6. Interest in the Schlumberger Group Trust (cont'd)

Derivative financial instruments (cont'd)

Fair value amounts recognized for derivative instruments and fair value amounts recognized for the right to reclaim or return cash collateral arising from derivative instruments recognized at fair value under master netting arrangements are presented on a gross basis in the Group Trust's statement of net assets. At December 31, 2012 and 2011, the Group Trust has the right to reclaim cash collateral under master netting arrangements of \$1,725,000 and \$9,455,000, respectively. At December 31, 2012 and 2011, the Group Trust has the obligation to return cash collateral under master netting arrangements of \$690,000 and \$2,815,000, respectively.

At December 31, 2012 and 2011, the notional values of derivative contracts were as follows:

<i>(dollars in thousands)</i>	Long Contracts		Short Contracts	
	2012	2011	2012	2011
Interest rate contracts	\$ 70,959	\$ 420,756	\$ (271,884)	\$ (911,089)
Foreign exchange contracts	62,876	89,221	(61,798)	(89,221)
Equity contracts	511	328,119	-	-
Credit contracts	35,235	55,510	-	-
	<u>\$ 169,581</u>	<u>\$ 893,606</u>	<u>\$ (333,682)</u>	<u>\$ (1,000,310)</u>

SCHLUMBERGER SAVINGS AND PROFIT SHARING PLAN FOR U.S. TAXPAYERS EMPLOYED ABROAD

NOTES TO FINANCIAL STATEMENTS

6. Interest in the Schlumberger Group Trust (cont'd)

Derivative financial instruments (cont'd)

As of December 31, 2012 and 2011, 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	
		2012	2011
Derivatives not designated as hedging instruments under FASB ASC Topic 815-20			
Interest rate contracts	Other investments: Derivatives	\$ 12,529	\$ 2,326
Foreign exchange contracts	Other investments: Derivatives	1,580	89,106
Equity contracts	Other investments: Derivatives	1	-
Credit contracts	Other investments: Derivatives	594	2,791
Total asset derivatives		\$ 14,704	\$ 94,223

(dollars in thousands)

Liability Derivatives

		Liability Derivatives	
	Statement of net assets location	Fair Value	
		2012	2011
Derivatives not designated as hedging instruments under FASB ASC Topic 815-20			
Interest rate contracts	Derivatives and other liabilities	\$ 2,786	\$ 15,099
Foreign exchange contracts	Derivatives and other liabilities	502	87,978
Credit contracts	Derivatives and other liabilities	140	45
Total liability derivatives		\$ 3,428	\$ 103,122

SCHLUMBERGER SAVINGS AND PROFIT SHARING PLAN FOR U.S. TAXPAYERS EMPLOYED ABROAD

NOTES TO FINANCIAL STATEMENTS

6. Interest in the Schlumberger Group Trust (cont'd)

Derivative financial instruments (cont'd)

For the years ended December 31, 2012 and 2011, 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 Net Expense Recognized in Interest and Dividends	
	2012	2011	2012	2011
Interest rate contracts	\$ 885	\$ 1,670	\$ 333	\$ (1,527)
Foreign exchange contracts	986	1,113	-	-
Equity contracts	53,690	7,523	-	-
Credit contracts	(1,913)	2,217	(523)	(964)
Total	\$ 53,648	\$ 12,523	\$ (190)	\$ (2,491)

Security 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 \$470,506,350 and \$228,767,692 at December 31, 2012 and 2011, respectively, and is included in Investments in the Group Trust. The fair value of non-cash

SCHLUMBERGER SAVINGS AND PROFIT SHARING PLAN FOR U.S. TAXPAYERS EMPLOYED ABROAD

NOTES TO FINANCIAL STATEMENTS

6. Interest in the Schlumberger Group Trust (cont'd)

Security lending (cont'd)

collateral received for securities on loan at December 31, 2012 and 2011 amounted to \$883,481 and \$68,974, respectively. The Group Trust recorded gross earnings from lending securities of \$1,553,145 and \$1,253,462 in 2012 and 2011, respectively, and net income of \$950,812 and \$977,996 in 2012 and 2011, respectively. Participating brokers received \$195,099 and paid \$143,317 for rebates in 2012 and 2011, respectively, and the Trustee received \$407,234 and \$418,783 in 2012 and 2011, respectively, for fees relating to security lending activity.

7. Party-in-interest transactions

The Trust holds common shares of Schlumberger Limited in the Schlumberger Common Stock Fund. The Schlumberger Common Stock Fund was closed to active investing on July 1, 1987.

8. Participation in the Trust and investment options

The Plan's interest in the Trust's net assets allocated by participant investment options at December 31, 2012 and 2011 was:

(dollars in thousands)

	2012		2011	
	Amount	Percentage	Amount	Percentage
Short-Term Fixed Income Fund	\$ 6,787	1.62%	\$ 5,944	1.43%
Intermediate Fixed Income Fund	4,648	3.01%	1,910	1.92%
Conservative Balanced Fund	700	1.25%	303	0.81%
Moderate Balanced Fund	80,632	4.11%	73,385	4.16%
Aggressive Balanced fund	2,390	2.78%	1,196	2.57%
U.S. Equity Fund	2,562	0.87%	1,460	0.60%
Global Equity Fund	2,199	2.14%	1,335	2.39%
Schlumberger Common Stock Fund*	807	1.96%	828	1.87%
Transocean Sedco Forex Stock Fund*	46	2.20%	41	2.10%
Self-Directed Account	204	0.25%	83	0.11%
Total	<u>\$ 100,975</u>		<u>\$ 86,485</u>	

*During 2012 and 2011, the stock funds were not investment options of the Plan.

The Short-Term Fixed Income Fund primarily is composed of high-quality fixed income instruments with an average maturity of less than 3 years.

SCHLUMBERGER SAVINGS AND PROFIT SHARING PLAN FOR U.S. TAXPAYERS EMPLOYED ABROAD

NOTES TO FINANCIAL STATEMENTS

8. Participation in the Trust and investment options (cont'd)

The Intermediate Fixed Income Fund primarily is composed of a diversified mix of short, intermediate and long-term investments in U.S. government, U.S. agency and investment grade corporate bonds and fixed income instruments.

The Conservative Balanced Fund maintains an asset mix of approximately 60% fixed income and approximately 40% equities. The Fund's fixed income holdings are a diversified mix of short, intermediate and long term investments in U.S. government, U.S. agency and investment grade corporate bonds, as well as mortgage-backed and asset-backed securities (including collateralized mortgage obligations), U.S. TIPS, certain derivatives (e.g., options, futures and forwards), guaranteed investment contracts, commercial paper and money market funds. The Fund's equity holdings are well diversified consisting substantially of large-capitalization U.S. stocks and to a lesser extent, mid- and small-cap U.S. and non-U.S. stocks, including emerging markets.

The Moderate Balanced Fund maintains an asset mix of approximately of 60% equities and approximately 40% fixed income. The Fund's equity holdings are well diversified, consisting substantially of large-capitalization U.S. stocks and to a lesser extent, mid- and small-cap U.S. stocks and non-U.S. stocks, including emerging markets. The Fund's fixed income holdings are a diversified mix of short, intermediate and long term investments in U.S. government, U.S. agency and investment grade corporate bonds, as well as mortgage-backed and asset-backed securities (including collateralized mortgage obligations), U.S. TIPS, certain derivatives (e.g., options, futures and forwards), guaranteed investment contracts, commercial paper and money market funds.

The Aggressive Balanced Fund maintains an asset mix of approximately 80% equities and approximately 20% fixed income. The Fund's equity holdings are well diversified consisting substantially of large-capitalization U.S. stocks, mid- and small-cap U.S. and non-U.S. stocks, including emerging markets. The Fund's fixed income holdings are a diversified mix of intermediate and long-term U.S. government, U.S. agency and investment grade corporate bonds, as well as mortgage-backed and asset-backed securities (including collateralized mortgage obligations), U.S. Treasury Inflation Protected Securities (TIPS), certain derivatives (e.g., options, futures and forwards), commercial paper and money market funds.

The U.S. Equity Fund is invested in stocks of U.S. companies and seeks to track the performance of the broad U.S. stock market. The Fund is allocated approximately 88% to large capitalization stocks and approximately 12% to small capitalization stocks. The Fund is well diversified by market capitalization (large, mid and small companies), equity style (growth, value, core) and investment management.

The Global Equity Fund maintains an asset mix of approximately 44% foreign stocks, 11% emerging markets stocks, and 45% U.S. stocks.

The Schlumberger Common Stock Fund primarily is composed of Schlumberger Limited common stock.

The Transocean Sedco Forex Stock Fund primarily is composed of Transocean Sedco Forex Company common stock.

SCHLUMBERGER SAVINGS AND PROFIT SHARING PLAN FOR U.S. TAXPAYERS EMPLOYED ABROAD

NOTES TO FINANCIAL STATEMENTS

8. Participation in the Trust and investment options (cont'd)

The Self-Directed Account primarily is composed of U.S. and foreign equities, equity instruments (e.g., warrants, rights and options), mutual funds and short-term investments.

Company contributions may be invested in the Short-term Fixed Income Fund, Intermediate Fixed Income Fund, Conservative Balanced Fund, Moderate Balanced Fund, Aggressive Balanced Fund, U.S. Equity Fund or the Global Equity Fund (collectively referred to as the "Core Funds"). Participants may allocate between 1% - 100% of their balances attributable to Company contributions among any of these funds on a daily basis. Participants with an account balance in the Schlumberger Common Stock Fund and/or Transocean Sedco Forex Stock Fund may elect to move 100% of their balance in these funds to any of the Core Funds.

9. Net transfers to affiliated plans

Transfers of assets to plans of affiliated companies result from employment transfers by individual participants between the various affiliated companies.

10. Reconciliation of net assets available for benefits to total of participant accounts

The following is a reconciliation of net assets available for benefits per the financial statements to the total of participant accounts:

	December 31, 2012	2011
Net assets available for benefits per financial statements	\$ 103,828,177	\$ 89,981,362
Amounts not allocated to participant accounts:		
Employer contributions receivable	(2,839,866)	(3,495,708)
Participant contributions receivable	(13,007)	-
Other	(93,876)	(70,987)
Total of participant accounts	<u>\$ 100,881,428</u>	<u>\$ 86,414,667</u>

11. Subsequent events

For purposes of determining the effect of subsequent events on these financial statements, management has evaluated events through October 14, 2013, the date on which the financial statements were available to be issued.

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), 6057(b), 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 <div style="text-align: center; font-size: 1.2em;">2012</div> This Form Is Open to Public Inspection
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Part I Annual Report Identification Information			
For calendar plan year 2012 or fiscal plan year beginning		01/01/2012	and ending
		12/31/2012	
A This return/report is for:	☐ a multiemployer plan;	☐ a multiple-employer plan; or	
	☒ 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:	☒ Form 5558;	☐ automatic extension;	☐ the DFVC program;
	☐ special extension (enter description) _____		

Part II Basic Plan Information —enter all requested information	
1a Name of plan Schlumberger Savings and Profit Sharing Plan for U.S. Taxpayers Employed Abroad	1b Three-digit plan number (PN) ► 050 1c Effective date of plan 01/01/1965
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) Schlumberger Limited 3600 Briarpark Dr 3rd Floor, MD-4 Houston TX 77042	2b Employer Identification Number (EIN) 52-0684746 2c Sponsor's telephone number (713) 375-3500 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	<i>Margaret G Bailey</i>	10-15-13	MARGARET G BAILEY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	<i>Margaret G Bailey</i>	10-15-13	MARGARET G BAILEY
	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
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2012)
v. 120126

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☒ Same as Plan Sponsor Address Schlumberger Regional Support Center	3b Administrator's EIN 52-0684746 3c Administrator's telephone number (713) 375-3500
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 2,089
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 1,418
b Retired or separated participants receiving benefits	6b 2
c Other retired or separated participants entitled to future benefits.....	6c 610
d Subtotal. Add lines 6a, 6b, and 6c.....	6d 2,030
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	6e 6
f Total. Add lines 6d and 6e.	6f 2,036
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g 1,799
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h 0
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 Characteristics Codes in the instructions:
 2E 2F 2H 2J 3H

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

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ 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) ☒ Trust (4) ☐ General assets of the sponsor
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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) ☒ **R** (Retirement Plan Information)
- (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3) ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1) ☒ **H** (Financial Information)
- (2) ☐ **I** (Financial Information - Small Plan)
- (3) ☐ **A** (Insurance Information)
- (4) ☐ **C** (Service Provider Information)
- (5) ☒ **D** (DFE/Participating Plan Information)
- (6) ☐ **G** (Financial Transaction Schedules)