Company Registration No: 02269671

GL LEASE COMPANY NO.5 LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

31 December 2007

MONDAY

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30/06/2008 COMPANIES HOUSE 29

Group Secretariat
The Royal Bank of Scotland Group plc
3 Princess Way
Redhill
Surrey
RH1 1NP

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OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS:	N T J Clibbens C F Glenn I J Isaac B K Weir
SECRETARY:	M Castro
REGISTERED OFFICE:	3 Princess Way Redhill Surrey RH1 1NP
AUDITORS:	Deloitte & Touche LLP St Albans

Registered in England and Wales.

DIRECTORS' REPORT

The directors present their report and the audited financial statements for the year ended 31 December 2007

ACTIVITIES AND BUSINESS REVIEW

This directors' report has been prepared in accordance with the special provisions relating to small companies under section 246(4)(a) of the Companies Act 1985

Activity

The principal activity of the Company continues to be the provision of residual value guarantees

Review of the year

The profit for the year was £37,370 (2006) profit of £1,980,364) and this was transferred to reserves A dividend of £9,084 was paid during the year (2006) £2,057,358)

The directors do not anticipate any material change in either the type or level of activities of the Company

DIRECTORS AND SECRETARY

The present directors and secretary, who have served throughout the year except where noted below, are listed on page 1

From 1 January 2007 to date the following changes have taken place

Directors	Appointed	Resigned
S D Recaldin (Alternate to N T J Cli	bbens)	2 January 2007
C G Freeman		30 April 2008
B K Weir	30 April 2008	·
Secretary	Appointed	Resigned
R L Waterton	•	11 June 2007
M Castro	11 June 2007	

DIRECTORS' REPORT (Continued)

DIRECTORS' RESPONSIBILITIES

The directors are required by the Companies Acts 1985 and 2006 to prepare a directors' report and financial statements for each financial year and have elected to prepare them in accordance with International Financial Reporting Standards as adopted by the European Union They are responsible for preparing financial statements that present fairly the financial position, financial performance and cash flows of the Company In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and estimates that are reasonable and prudent,
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the directors' report and financial statements comply with the requirements of the Companies Acts 1985 and 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

USE OF FINANCIAL INSTRUMENTS

The Company's financial risk management policies and exposure in relation to the respective risks are detailed in note 17 of the financial statements

DISCLOSURE OF INFORMATION TO AUDITORS

Each of the directors at the date of approval of this report confirms that

- (a) so far as he is aware there is no relevant audit information of which the Company's auditors are unaware, and
- (b) the director has taken all the steps that he ought to have taken to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information

This confirmation is given and shall be interpreted in accordance with the provisions of section 234ZA of the Companies Act 1985

DIRECTORS' REPORT (Continued)

AUDITORS

Deloitte & Touche LLP have expressed their willingness to continue in office as auditors

Approved by the Board of Directors and signed on behalf of the Board

N T J Clibbens

Director

Date 2 5 JUN 2008

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF GL LEASE COMPANY NO.5 LIMITED

We have audited the financial statements of GL Lease Company No 5 Limited ('the Company') for the year ended 31 December 2007 which comprise the income statement, the statement of changes in equity, the balance sheet, the cash flow statement and the related notes 1 to 22 These financial statements have been prepared under the accounting policies set out therein

This report is made solely to the Company's members, as a body, in accordance with section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in the auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

The directors' responsibilities for preparing the Directors' Report and the financial statements in accordance with applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union are set out in the Directors' Report

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland)

We report to you our opinion as to whether the financial statements give a true and fair view and whether the financial statements have been properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements. In addition we report to you if, in our opinion, the Company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read the Directors' Report for the above year and consider whether it is consistent with the audited financial statements. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any information outside the Directors' Report.

BASIS OF AUDIT OPINION

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the circumstances of the Company, consistently applied and adequately disclosed

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion, we also evaluated the overall adequacy of the presentation of information in the financial statements.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF GL LEASE COMPANY NO.5 LIMITED (Continued)

OPINION

In our opinion

- the financial statements give a true and fair view of the state of the Company's affairs as at 31 December 2007 and of its profit for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union,
- the financial statements have been properly prepared in accordance with the Companies Act 1985, and
- the information given in the Directors' Report is consistent with the financial statements

Deloite & Tomone CCP

Deloitte & Touche LLP
Chartered Accountants and Registered Auditors
St Albans, United Kingdom

Date: 27 June 2008

INCOME STATEMENT for the year ended 31 December 2007

		2007	2006
	Note	<u>£</u>	<u>£</u>
Continuing operations			
Revenue	4	48,111	2,992,607
Operating charges	5	(140)	(215,555)
Operating profit		47,971	2,777,052
Finance income	6	6,273	52,039
Finance costs	7	(858)	-
D. G. L. C.			0.000.004
Profit before tax		53,386	2,829,091
Tax	8	(16,016)	(848,727)
Description of the second state of the second	0.40		4 000 004
Profit for the year attributable to the equity holders of the Company	9,16	<u>37,370</u>	1,980,364

STATEMENT OF CHANGES IN EQUITY for the year ended 31 December 2007

	Note	Share capital <u>£</u>	Retained earnings <u>£</u>	Total equity <u>£</u>
At 1 January 2006 Profit for the year		100	91,374 1,980,364	91,474 1,980,364
Dividends paid	10	-	(2,057,358)	(2,057,358)
At 31 December 2006		100	14,380	14,480
At 1 January 2007		100	14,380	14,480
Profit for the year		-	37,370	37,370
Dividends paid	10	-	(9,084)	(9,084)
At 31 December 2007		100	42,666	42,766

BALANCE SHEET at 31 December 2007

	Note	2007 <u>£</u>	2006 <u>£</u>
Current assets			
Loans and receivables	11	12,061	424,407
Trade and other receivables	12	47,608	18,924
Inventories	13	-	2,500
Total assets		59,669	445,831
Non Current Liabilities			
Trade and other payables	14	150	749
Current liabilities			
Trade and other payables	14	739	17,421
Tax payable		16,014	413,181
		16,753	430,602
Total liabilities		16,903	431,351
Net assets		42,766	14,480
Equity			
Share capital	15	100	100
Reserves	16	42,666	14,380
Total equity attributable to the equity holders of the	Company	42,766	14,480

The financial statements were approved by the board of directors and authorised for issue on and were signed on its behalf by

2 5 JUN 2008

N T J Clibbens

Director

CASH FLOW STATEMENT for the year ended 31 December 2007

	Note	2007	2006
Operating activities	Note	<u>£</u>	<u>£</u>
Profit before tax		53,386	2,829,091
Adjustments for			
Interest received		(6,273)	(52,039)
Interest paid	7	858	-
Operating profit before changes in working capital		47,971	2,777,052
(Increase)/decrease in trade and other receivables		(28,684)	1,194,755
Decrease in inventories		2,500	9,500
Decrease/(increase) in amounts owed by group undertaki	ngs	412,346	(1,104,048)
Decrease in trade and other payables		(17,281)	(520,258)
Net cash generated from the operations		416,852	2,357,001
Interest received		6,273	-
Interest paid		(858)	52,039
Tax paid		(413,183)	(429,626)
Net cash from operating activities		9,084	1,979,414
		-	
Net cash from investing activities			-
Financing activities			
Dividends paid	10	(9,084)	(2,057,358)
Net cash used in financing activities		(9,084)	(2,057,358)
Net decrees to each and the state of			/ • · · ·
Net decrease in cash and cash equivalents		-	(77,944)
Cash and cash equivalents at 1 January		-	77,944
Cash and cash equivalents at 31 December		-	-

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2007

1 General information

GL Lease Company No 5 Limited is a company incorporated in Great Britain under the Companies Act 1985. The address of the registered office is on page 1. The nature of the Company's principal activities are set out in the Directors' Report.

2 Adoption of new and revised standards

In the current year the Company has adopted IFRS 7 Financial Instrument Disclosures which is effective for annual reporting periods beginning on or after 1 January 2007 and the related amendment to IAS 1 Presentation of Financial Statements — The impact of the adoption of IFRS 7 and the changes to IAS 1 has been to expand the disclosures provided in these financial statements regarding the Company's financial instruments and the management of capital

Four interpretations issued by the International Financial Reporting Interpretations Committee are effective for the current year. These are: IFRIC 7 Applying the Restatement Approach under IAS 29, Financial Reporting in Hyperinflationary Economies, IFRIC 8 Scope of IFRS 2, IFRIC 9 Reassessment of Embedded Derivatives, and IFRIC10 Interim Financial Reporting and Impairment. The adoption of these has not led to any changes in the Company's accounting policies.

At the date of authorisation of these financial statements, the following Standards and Interpretations which have not been applied in these financial statements were in issue but not yet effective IFRS 8 Operating Segments, IFRIC 11 IFRS2 - Group and Treasury Share Transactions, IFRIC 12 Service Concession Arrangements, IFRIC 13 Customer Loyalty Programmes and IFRIC 14 IAS 19 The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction The directors anticipate that the adoption of these standards and Interpretations in future periods will have no material impact on the financial statements of the Company

3 Accounting Policies

a. Accounting convention

The financial statements have been prepared in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board (IASB) and interpretations issued by the International Financial Reporting Interpretations Committee of the IASB (together IFRS) as adopted by the European Union

The financial statements have been prepared upon the basis of historical cost except as noted in the following accounting policies and are presented in accordance with applicable United Kingdom law

NOTES TO THE FINANCIAL STATEMENTS (Continued) for the year ended 31 December 2007

3 Accounting policies (continued)

b. Revenue recognition

Revenue represents net fees and equipment rental income, on goods held for resale, credited to the profit and loss account and net profit of invoiced sales during the year

Residual Value Guarantee fees are accrued evenly over the period of the lease to which the Residual Value Guarantee relates except where, at inception, it is anticipated that losses will be incurred on disposal. Where, at inception, losses are anticipated to arise on disposal, fees received at inception of the lease are deferred to match the anticipated loss on disposal.

Revenue arises in the United Kingdom from continuing activities

c. Loans and receivables

Loans and receivables are measured at initial recognition at fair value and are subsequently measured at amortised cost using the effective interest rate method. Appropriate allowances for estimated irrecoverable amounts are recognised in the income statement when there is objective evidence that the asset is impaired. The allowance recognised is the difference between the assets's carrying amount and the present value of estimated future cash flows discounted at the effective interest rate computed at initial recognition.

d. Taxation

Provision is made for taxation at current enacted rates on taxable profits, arising in income or in equity

Deferred taxation is accounted for in full for all temporary differences between the carrying amount of an asset or liability for accounting purposes and its carrying amount for tax purposes

Deferred tax assets are only recognised to the extent that it is probable that they will be recovered

e. Trade and other receivables

Trade and other receivables are measured at initial recognition at fair value. Appropriate allowances for estimated irrecoverable amounts are recognised in the income statement when there is objective evidence that the asset is impaired

f. Inventories

Inventories represent goods held for resale and are shown in the accounts at fair value, being the lower of cost or net realisable value

NOTES TO THE FINANCIAL STATEMENTS (Continued) for the year ended 31 December 2007

2 Accounting policies (continued)

g. Amounts owed to group undertakings

Amounts owed to group undertakings are initially measured at fair value and are subsequently measured at amortised cost using the effective interest rate method

Finance costs incurred on borrowings from group undertakings are recognised in the income statement in the period in which they are incurred

h. Trade and other payables

Trade and other payables are measured at fair value

i. Operating charges

Operating charges include provisions for bad and doubtful debts and other operating charges individually assessed provisions are made against advances for which recovery is considered to be doubtful. Collectively assessed provision is made in respect of losses which, although not separately identified, are from experience known to be present in any portfolio of financial assets. Other operating charges are accounted for on an accruals basis

i. Residual values

The Company's profit on disposal of assets are recognised as they arise

Residual value exposure occurs due to the uncertain nature of the value of an asset at the end of an agreement. Throughout the life of an asset it's residual value will fluctuate because of the uncertainty of the market for that asset as well as general economic conditions.

Future residual values are monitored so as to identify any impairment required, by reference to the Company's past history for values and the Company's projections of the likely future market for each group of assets. Provision for losses is made when the likelihood of loss is identified.

k. Critical accounting judgements and key sources of estimation uncertainty

In the process of applying the Company's accounting policies above, management has made the following judgements that have the most significant effect on the amounts recognised in the financial statements

- Provisions for bad and doubtful debt
- Provisions for future residual value guarantee losses
- Provisions for stock dilapidation

The Company's policy for provisions is noted above

NOTES TO THE FINANCIAL STATEMENTS (Continued) for the year ended 31 December 2007

4 Revenue		
	2007	2006
	Ē	£
Fee income	602	2,805,656
Net profit on invoiced sales Other	- 47,509	186,951
Other	48,111	2,992,607
		
5 Operating charges		
o operating orangeo	2007	2006
	£	<u>£</u>
Commission payable		300
RVG advice and monitoring fees	-	198,142
Audit Services	140	16,819
Other	140	294 215,555
The Company had no employees in the current year (2006 - nil)		
6 Finance income		
	2007	2006
On loans and receivables	£	£
From group undertakings	6,273	49,547
Other		2,492
	6,273	52,039
7 Finance costs		
	2007	2006
On loans and payables	£	£
To group undertakings	858	-
8 Tax charge on profit before tax		
Analysis of charge for the year	2007	2000
	2007 <u>£</u>	2006 <u>£</u>
Current taxation		
Income tax charge for the year	16,016	848,727

NOTES TO THE FINANCIAL STATEMENTS (Continued) for the year ended 31 December 2007

8 Tax charge on profit before tax (continued)

B) Factors affecting the tax charge for the year

The actual tax charge in the current and prior year does not differ from the expected tax charge computed by applying the standard rate of UK corporation tax of 30% (2006–30%)

9 Profit for the year

Profit for the year has been arrived at after charging		
	2007	2006
	£	<u>£</u>
Auditors' remuneration		
Audit services	<u> 140</u>	16,819
	_	
10 Dividends		
	2007	2006
	£	£
A' Ordinary shares £182 per ordinary share (2006 £41,147)	4,542	1,028,679
B' Ordinary shares £61 per ordinary share (2006 £13,716)	4,542	1,028,679
	9,084	2,057,358
		
11 Loans and receivables	2007	2006
	2007 £	2006 <u>£</u>
	<u>z</u>	<u>r</u>
Amounts owed by group undertakings	12,061	424,407
, , , , , , , , , , , , , , , , , , , ,		

The average effective interest rate over amounts owed from group undertakings approximates 5% (2006. 5%).

The fair value of loans and receivables is considered not to be materially different to the carying amounts in the balance sheet

12 Trade and other receivables

TE Trade and other receivables	2007 <u>£</u>	2006 <u>£</u>
Trade receivables	100	18,924
Prepayments and accrued income	47,508	-
	47,608	18,924

NOTES TO THE FINANCIAL STATEMENTS (Continued) for the year ended 31 December 2007

13 Inventorie	es
---------------	----

13 Inventories	2007 <u>£</u>	2006 <u>£</u>
Goods held for resale	-	2,500
14 Trade and other payables		
	2007	2006
Non-current liabilities	£	£
Accruals and deferred income	150	749
7 tooladib aha abiomba moomb	100	7 10
Current liabilities		
Accruals and deferred income	739	17,421
	889	18,170
15 Share capital	2007	2006
	<u>£</u>	<u>£</u>
Authorised		
250 (2006 250) 'A' Ordinary shares of £1 each	250	250
750 (2006 750) 'B' Ordinary shares of £1 each	750 1,000	750 1,000
Allotted, called up and un-paid:		
25 (2006 25) 'A' ordinary shares of £1 each	25	25
75 (2006 75) 'B' ordinary shares of £1 each	75	75
	100	100

Dividends

To the extent that distributable reserves are available and dividends are paid, the holder of each A Share shall be entitled to be paid a dividend in respect of each A Share which is three times the value of the dividend in respect of each B Share

Winding up

On a winding up or on a return of capital or otherwise, the assets of the Company available for distribution shall be applied so that there shall be paid to the holder of the A Shares in respect of each A Share an amount which is three times that paid to the holder of the B Shares in respect of each B Share

Voting Rights

The holder of the A Shares shall be entitled to three votes per A Share held and the holder of the B Shares shall be entitled to one vote per B Share held, whether on a show of hands or on a poll

NOTES TO THE FINANCIAL STATEMENTS (Continued) for the year ended 31 December 2007

16 Reserves

	Retained earnings <u>£</u>
At 1 January 2006 Profit for the year Dividends At 31 December 2006	91,374 1,980,364 (2,057,358) 14,380
At 1 January 2007 Profit for the year Dividends At 31 December 2007	14,380 37,370 (9,084) 42,666

17 Financial instruments

Capital risk management

The Company considers its capital to consist of equity attributable to the equity holders of the Company, comprising issued share capital and retained earnings as disclosed in notes 15 and 16. The Company is a member of the Royal Bank of Scotland group of companies which has regulatory disciplines over the use of its capital. The Company operates controls and policies put in place by the group to ensure that the Company can continue as a going concern and to ensure that the group complies with these regulatory disciplines.

Accounting Policies

Details of the accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset and financial liability are disclosed in note 3

Categories of financial instruments

The carrying value of each category of financial instruments are disclosed in the following table

	2007	2006
	<u>£</u>	£
Financial assets		
Loans and receivables	59,669	443,331
Non financial assets		2,500
	59,669	445,831
Financial liabilities		
Amortised cost	889	18,170
Non-financial liabilities	16,014	413,181
	16,903	431,351
	 -	

NOTES TO THE FINANCIAL STATEMENTS (Continued) for the year ended 31 December 2007

17 Financial instruments (continued)

Risk management

The Company uses a comprehensive framework for managing risks established by the Lombard group of companies and the Royal Bank of Scotland group of companies

The risks associated with the Company's businesses are as follows

Interest rate risk

Structural interest rate risk arises where assets and liabilities have different repricing maturities

The Company has no significant interest rate risk as interest bearing assets are primarily amounts owed by group undertakings due primarily on demand and there are no interest bearing liabilities

The sensitivity analysis below has been determined based on the exposure to interest rates at the balance sheet date. The analysis is prepared on the assumption that the balances receivable and/or payable at the balance sheet date were receivable and/or payable for the whole year.

If interest rates had been 0.5% higher and all other variables were held constant, the Company's profit for the year would have increased by £60 (2006 £2,122). This is mainly due to the Company's exposure to rates on its variable rate loans and receivables. There would be no other impact on equity

Currency risk

The Company has no currency risk as all transactions and balances are denominated in Sterling

Credit risk

Credit risk is the risk that companies, financial institutions, individuals and other counterparties will be unable to meet their obligations to the Company

The Company has no significant credit risk as all loans and receivables are with group undertakings. No amounts owed are past due

Liquidity risk

Liquidity risk arises where assets and liabilities have different contractual maturities. The Company manages liquidity risk through applying the established framework put in place within the group

The maturity analysis of financial liabilities is disclosed in note 14

The Company has no significant liquidity risk as it has access to financing facilities and support provided by fellow group companies

NOTES TO THE FINANCIAL STATEMENTS (Continued) for the year ended 31 December 2007

17 Financial instruments (continued)

Operational risk

Operational risk is the risk of unexpected losses attributable to human error, systems failures, fraud or inadequate internal financial controls and procedures. The Company manages this risk, in line with the RBS group framework, through systems and procedures to monitor transactions and positions, the documentation of transactions and periodic review by internal audit. The Company also maintains contingency facilities to support operations in the event of disasters.

18 Commitments

The Company is committed to acquire assets from lessors at the end of their respective leases at amounts agreed at the beginning of the related lease contract such as to guarantee a certain return to the lessor. These commitments, which have been issued to The Royal Bank of Scotland Group plc undertakings, have the following expiration dates.

These commitments have the following expiration dates	2007	2006
	£	£
In the second to fifth years inclusive	142,740	142,740

19 Contingent liabilities

There are no contingent liabilities

20 Post balance sheet events

There have been no significant events between the year end and the approval of these financial statements which would require a change to the disclosures in the accounts

NOTES TO THE FINANCIAL STATEMENTS (Continued) for the year ended 31 December 2007

21 Related parties

The Company's immediate parent and ultimate controlling party is described in note 22

The table below details balances and transactions with group undertakings

	Opening balance <u>£</u>	Group Revenue <u>£</u>	Net payments <u>£</u>	Net interest received <u>£</u>	Closing balance <u>£</u>
Non-banking members of the group Other RBS Group undertakings	424,407	2,500	(421,119)	6,273	12,061

Net operating charges and fees paid to/(by) GATX Asset Residual Management Limited, an associate company within the group, were £47,509 (2006 £149,291)

The amounts outstanding are unsecured and will be settled in cash. No guarantees have been given or received

Other related party transactions

No emoluments were paid to any director by the Company during the year (2006 - £nil)

None of the directors had any material interest in any contract of significance in relation to the business of the Company (2006 - £nil)

22 Parent companies

The Company's immediate parent company is Lombard Initial Leasing Limited

The Company's ultimate holding company, ultimate controlling party, and the parent of the largest group into which the Company is consolidated is The Royal Bank of Scotland Group pic which is incorporated in Great Britain and registered in Scotland. Copies of the financial statements for The Royal Bank of Scotland Group pic can be obtained from The Royal Bank of Scotland Group pic, Gogarburn, Edinburgh, EH12 1HQ

The smallest subgroup into which the Company is consolidated has as its parent company. The Royal Bank of Scotland plc, a company incorporated in Great Britain and registered in Scotland Copies of the consolidated financial statements for this subgroup can be obtained from The Royal Bank of Scotland Group plc, Gogarburn, Edinburgh, EH12 1HQ