

BARENTS LEASING LIMITED

31 March 2012

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20/12/2012

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COMPANIES HOUSE

Member of Lloyds Banking Group

Registered Number 04440327

BARENTS LEASING LIMITED

DIRECTORS

C G Dowsett
S C Gledhill
R O Williams

COMPANY SECRETARY

P Gittins

INDEPENDENT AUDITORS

PricewaterhouseCoopers LLP
Erskine House
68-73 Queen Street
Edinburgh
EH2 4NH

REGISTERED OFFICE

25 Gresham Street
London
EC2V 7HN

REGISTERED COMPANY NUMBER

04440327

REPORT OF THE DIRECTORS

REVIEW OF BUSINESS

During the year, the principal activity of the company was the provision of asset finance to third parties through finance lease transactions

The results of the company show a loss before taxation of £21,286,000 (2011 £1,381,000 loss) for the year as set out in the statement of comprehensive income on page 5

The company has shareholder's equity of £5,076,000 (2011 £7,983,000 surplus)

On 16 March 2012 the company's sole finance lease was sold to another group entity, with a total loss on sale of £21,660,000

DIVIDENDS

The directors did not authorise or pay any dividends during the year (2011 £nil)

DIRECTORS

The names of the directors of the company who were in office at the date of signing of the financial statements are shown on page 1. The following changes in directors have taken place during the year and since the year end

| | Appointed | Resigned/ceased to be a director |
|----------------|------------------|----------------------------------|
| L H Veldhuizen | - | 30 September 2011 |
| A J Cumming | - | 3 April 2012 |
| R O Williams | 14 November 2011 | - |
| T J Cooke | 18 May 2012 | 14 August 2012 |
| R A Isaacs | 18 May 2012 | 13 December 2012 |

No director had any interest in any material contract or arrangement with the company during or at the end of the year

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the directors' report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- state whether applicable IFRSs as adopted by the European Union 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 adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 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

DIRECTORS' INDEMNITIES

The directors have the benefit of a deed of indemnity which constitutes a "qualifying third party indemnity provision". These deeds are in force during the whole of the financial year (or from the date of appointment in respect of the directors who join the board during the financial year). The indemnities remain in force at the date of signing these financial statements. Deeds for existing directors are available for inspection at the registered office of Lloyds Banking Group plc

REPORT OF THE DIRECTORS (CONTINUED)

AUDITORS AND DISCLOSURE OF INFORMATION TO AUDITORS

In the case of each director in office at the date the directors' report is approved

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

AUDITORS' APPOINTMENT

PricewaterhouseCoopers LLP are deemed to be re-appointed as auditors under section 487(2) of the Companies Act 2006

PRINCIPAL RISKS AND UNCERTAINTIES

From the perspective of the company, the principal risks and uncertainties are integrated with the principal risks of the group and are not managed separately. For further details please refer to note '14 - Risk management of financial instruments' in these financial statements

KEY PERFORMANCE INDICATORS ('KPIs')

Given the straightforward nature of the business, the company's directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the business

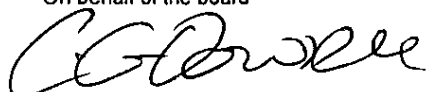
POLICY AND PRACTICE ON PAYMENT OF CREDITORS

The company follows 'The Prompt Payment Code' published by the Department for Business, Innovation and Skills (BIS) regarding the making of payments to suppliers. Information about the 'Prompt Payment Code' may be obtained by visiting www.promptpaymentcode.org.uk

The company's policy is to agree terms of payment with suppliers and these normally provide for settlement within 30 days after the date of the invoice, except where other arrangements have been negotiated. It is the policy of the company to abide by the agreed terms of payment, provided the supplier performs according to the terms of the contract.

As the company owed no amounts to trade creditors at 31 March 2012, the number of days required to be shown in this report, to comply with the provisions of the Companies Act 2006, is nil (2011: nil)

On behalf of the board



C G Dowsett
Director

Date 19/12/12

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BARENTS LEASING LIMITED

We have audited the financial statements of Barents Leasing Limited for the year ended 31 March 2012 which comprise the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Shareholder's Equity, the Cash Flow Statement, and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors' Responsibilities set out on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the report of the directors to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 March 2012 and of its loss and cash flows for the year then ended,
- have been properly prepared in accordance with IFRS as adopted by the European Union, and
- have been prepared in accordance with the requirements of the Companies Act 2006

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit



Mark Hoskyns-Abraham (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors

Edinburgh

Date 19/12/2012

BARENTS LEASING LIMITED

STATEMENT OF COMPREHENSIVE INCOME
For the year ended 31 March 2012

| | Note | 2012 £000 | 2011 £000 |
|--|------|----------------|----------------|
| Finance income | 2 | 652 | 770 |
| Finance costs | 3 | (310) | (336) |
| | | <u>342</u> | <u>434</u> |
| Other operating expenses | 4 | (21 660) | - |
| Impairment charge | 5 | (216) | (516) |
| Foreign exchange gain/(loss) | | <u>248</u> | <u>(1,299)</u> |
| Loss before taxation | 6 | (21,286) | (1,381) |
| Taxation credit | 7 | <u>18,379</u> | <u>2,144</u> |
| (Loss)/profit after tax and total comprehensive (loss)/Income for the year attributable to owners of the parent | | <u>(2,907)</u> | <u>763</u> |

The accompanying notes are an integral part of the Financial Statements

BARENTS LEASING LIMITED

BALANCE SHEET
As at 31 March 2012

| | Note | 2012 £000 | 2011 £000 |
|--------------------------------------|------|--------------|--------------|
| Assets | | | |
| Non-current assets | | | |
| Finance lease receivables | 8 | - | 110,128 |
| Total non-current assets | | - | 110,128 |
| Current assets | | | |
| Finance lease receivables | 8 | - | 1,042 |
| Amounts owed by group companies | 9 | 7,325 | 426 |
| Other debtors | | - | 2 |
| Total current assets | | 7,325 | 1,470 |
| Total assets | | 7,325 | 111,598 |
| Liabilities | | | |
| Current liabilities | | | |
| Amounts owed to group companies | 10 | 2,249 | 92,784 |
| Total current liabilities | | 2,249 | 92,784 |
| Non-current liabilities | | | |
| Deferred taxation | 11 | - | 10,831 |
| Total non-current liabilities | | - | 10,831 |
| Equity | | | |
| Share capital | 12 | - | - |
| Retained earnings | 13 | 5,076 | 7,983 |
| Total equity | | 5,076 | 7,983 |
| Total liabilities and equity | | 7,325 | 111,598 |

The financial statements on pages 5 to 18 were approved by the Board of Directors on 19/12/12 and signed on its behalf by



C G Dowsett
Director

Registered Number 04440327

The accompanying notes are an integral part of the Financial Statements

BARENTS LEASING LIMITED

STATEMENT OF CHANGES IN SHAREHOLDER'S EQUITY

| | Note | Share capital £000 | Retained earnings £000 | Total £000 |
|--|-------|--------------------------|------------------------------|---------------|
| Balance at 31 March 2010 | 12 13 | - | 7,220 | 7,220 |
| Total comprehensive income for the year | | | | |
| Profit for the year | 13 | - | 763 | 763 |
| Balance at 31 March 2011 | 12 13 | - | 7,983 | 7,983 |
| Total comprehensive loss for the year | | | | |
| Loss for the year | 13 | - | (2,907) | (2,907) |
| Balance at 31 March 2012 | 12 13 | - | 5,076 | 5,076 |

The accompanying notes are an integral part of the Financial Statements

BARENTS LEASING LIMITED

CASH FLOW STATEMENT
For the year ended 31 March 2012

| | Note | 2012 £000 | 2011 £000 |
|---|------|--------------|--------------|
| Net cash flow from operating activities | 15 | 86,867 | 3,130 |
| Financing activities | | | |
| Movement in bank borrowings | | (87,254) | (2,746) |
| Net cash flow from financing activities | | (87,254) | (2,746) |
| Net movement in cash and cash equivalents | | (387) | 384 |
| Cash and cash equivalents at beginning of the year | | 386 | 2 |
| Cash and cash equivalents at end of the year | | (1) | 386 |
| Cash and cash equivalents are comprised of | | | |
| Cash at bank | 9 | - | 2 |
| Bank deposits | 9 | - | 384 |
| Bank overdraft | 10 | (1) | - |
| | | (1) | 386 |

The accompanying notes are an integral part of the Financial Statements

NOTES TO THE FINANCIAL STATEMENTS

1 Accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

The financial statements have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union, under the historical cost convention, as modified by the revaluation of available-for-sale financial assets.

The financial statements have been prepared in accordance with Companies Act 2006 applicable to companies reporting under IFRSs.

The financial statements have been prepared on the going concern basis which assumes that the company will continue in operational existence for the foreseeable future. The validity of this assumption depends on the continuing financial support provided by Bank of Scotland plc. After making appropriate enquiries, the directors believe that it is appropriate for the financial statements to be prepared on the going concern basis.

In preparing these financial statements the company has adopted IAS 1 (revised) Presentation of financial statements. The adoption of IAS 1 (revised) impacted the type and amount of disclosures made in these financial statements, but had no impact on the reported profits or financial position of the company. In accordance with the transitional requirements of the standards, the company has provided full comparative information.

Critical accounting estimates and judgements

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses. Due to the inherent uncertainty in making estimates, actual results reported in future periods may be based upon amounts which differ from those estimates. Estimates, judgements and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected. The accounting policies deemed critical to the company's results and financial position, based upon materiality and significant judgements and estimates, are discussed below.

- Impairment

The company regularly reviews the portfolio of financial assets for impairment. In determining whether an impairment has occurred at the balance sheet date the company considers whether there is any observable data indicating that there has been a measurable decrease in the estimated future cash flows or their timings, such observable data includes whether there has been an adverse change in the payment status of borrowers or changes in economic conditions that correlate with defaults on repayments or values of underlying assets. Where this is the case, the impairment loss is measured in accordance with note 1(b) below.

1(a) Leases

Assets leased to customers are classified as finance leases if the lease agreements transfer substantially all the risks and rewards of ownership to the lessee, all other leases are classified as operating leases.

When assets are leased under a finance lease the amount due from a lessee is recorded as a receivable at the present value of the lease payments being the company's net investment in the lease. Finance lease income is recognised over the lease term using the net investment method so as to reflect a constant periodic rate of return on the company's net investment in the lease.

Initial direct costs attributed to negotiating and arranging a finance lease are included in the initial measurement of the finance lease receivable thus reducing the amount of income recognised over the lease term. Fees and commissions received are deferred and recognised as an adjustment to the effective interest rate on the lease over the lease term.

A change in corporation tax can give rise to a reduction or increase in deferred tax. Due to tax rate variation clauses in some of the company's this may lead to a reduction or increase in lease rentals. This change in the lease rentals can give rise to a change in the interest rate implicit in the lease which when applied retrospectively, produces a one-off adjustment of the finance lease receivables carrying value. This one-off adjustment is reported as either an impairment or other income in the Statement of Comprehensive Income or Income Statement.

1(b) Impairment

At each balance sheet date the company assesses whether, as a result of one or more events occurring after initial recognition, there is objective evidence that a financial asset or group of financial assets has become impaired.

The criteria that the company uses to determine that there is objective evidence of an impairment loss include:

- Delinquency in contractual payments of principal and/or interest,
- Indications that the borrower or group of borrowers is experiencing significant financial difficulty,
- Restructuring of debt to reduce the burden on the borrower,
- Breach of loan covenants or conditions, and
- Initiation of bankruptcy.

NOTES TO THE FINANCIAL STATEMENTS

1 Accounting policies (continued)

1(b) Impairment (continued)

If there is objective evidence that an impairment loss has been incurred a provision is established which is calculated as the difference between the balance sheet carrying value of the asset and the present value of the estimated future cash flows discounted at the asset's implicit rate in the lease

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, such as an improvement in the borrower's credit rating, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as a credit to the income statement

1(c) Taxation

Current income tax which is payable on taxable profits is recognised as an expense in the period in which the profits arise

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred tax is determined using tax rates that have been enacted or substantially enacted by the balance sheet date which are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled

Deferred tax assets are recognised where it is probable that future taxable profit will be available against which the temporary differences can be utilised. Income tax payable on profits is recognised as an expense in the period in which those profits arise. The tax effects of losses available for carry forward are recognised as an asset when it is probable that future taxable profits will be available against which these losses can be utilised. Deferred tax related to fair value re-measurement of financial assets and liabilities, which are charged or credited directly to equity, is also credited or charged directly to equity and is subsequently recognised in the income statement together with the deferred gain or loss

Deferred and current tax assets and liabilities are offset when they arise in the same tax reporting group and where there is both a legal right of offset and the intention to settle on a net basis or to realise the asset and settle the liability simultaneously

1(d) Dividends

Dividends are recognised in equity only when the company has the obligation to pay the ordinary shareholder

1(e) Cash and cash equivalents

For the purposes of the cash flow statement, cash and cash equivalents comprise cash and amounts due from banks with original maturities of less than three months and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the balance sheet. The prior year comparatives within the cash flow statement have been reclassified to conform to the current year presentation

1(f) Fair value

The fair value of finance lease receivables is derived from a present value cash flow model of expected cash flows from the lease using current market interest rates and margin for the risks inherent in the lease

1(g) Foreign currency translation

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in sterling, which is the company's functional and presentation currency

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement except when deferred in equity as qualifying cash flow hedges

NOTES TO THE FINANCIAL STATEMENTS

2 Finance income

| | 2012 £000 | 2011 £000 |
|--|--------------|--------------|
| Finance lease income | 650 | 770 |
| Interest receivable from other group companies | 2 | - |
| | <u>652</u> | <u>770</u> |

Finance lease income represents the income component of finance lease receivables earned in the year, being finance lease rentals less capital repayment

3 Finance costs

| | 2012 £000 | 2011 £000 |
|---|--------------|--------------|
| Interest payable to other group companies | 310 | 336 |
| | <u>310</u> | <u>336</u> |

4 Other operating expenses

| | 2012 £000 | 2011 £000 |
|--------------------------------------|---------------|--------------|
| Loss on sale of finance lease assets | 21,660 | - |
| | <u>21,660</u> | <u>-</u> |

During the year the company's sole finance lease was sold to another group entity

5 Impairment charge

| | 2012 £000 | 2011 £000 |
|--------------------|--------------|--------------|
| Tax rate variation | 216 | 516 |
| | <u>216</u> | <u>516</u> |

The reduction in the main rate of corporation tax from 26% to 25% and then to 24% is disclosed further in note 11

The change in the rates of corporation tax has given rise to a reduction in deferred taxation and, because of tax rate variation clauses in the leases, a reduction in the lease rentals. This reduction in rentals has given rise to a reduction in the interest rate implicit within the lease which when applied retrospectively, has produced an impairment of the finance lease receivables

6 Loss before taxation

Audit fees for the company are borne by the immediate parent company, the audit fee attributed to this company for the year was £8,500 (2011 £6,500). The company has no employees and the directors received no remuneration in respect of their services to the company

NOTES TO THE FINANCIAL STATEMENTS

7 Taxation credit

| | 2012 £000 | 2011 £000 |
|---|--------------|--------------|
| The taxation credit for the year comprises | | |
| Current tax receivable/(payable) on loss for the year | 7,548 | (223) |
| Adjustment in respect of prior year | - | 245 |
| Total current tax receivable for the year | 7,548 | 22 |
| Deferred taxation (Note 11) | 10,831 | 1,289 |
| Impact of tax rate change (Note 11) | - | 833 |
| Total taxation credit for the year | 18,379 | 2,144 |

Where taxation on the company's loss for the year differs from the taxation credit that would arise using the standard rate of corporation tax of 26% (2011 28%), the differences are explained below

| | 2012 £000 | 2011 £000 |
|---|--------------|--------------|
| Loss before taxation | (21,286) | (1,381) |
| Tax at standard rate of corporation tax | 5,534 | 387 |
| Adjustment in respect of prior year | - | 245 |
| Losses claimed for no payment | - | 679 |
| Impact of tax rate change | - | 833 |
| Loss on transfer of leases | 12,845 | - |
| Total taxation credit | 18,379 | 2,144 |

During the year group relief of £nil (2011 £2,428,000) was surrendered by a fellow group undertaking for no payment

On 23 March 2011, the Government announced that the corporation tax applicable from 1 April 2011 would be 26%. This change passed into legislation on 29 March 2011. In addition, the Finance Act 2011, which passed into law on 19 July 2011, included legislation to reduce the main rate of corporation tax from 26% to 25% with effect from 1 April 2012.

8 Finance lease receivables

| | Minimum lease payments | | Present value of minimum lease payments | |
|--|------------------------|--------------|---|--------------|
| | 2012 £000 | 2011 £000 | 2012 £000 | 2011 £000 |
| Amounts receivable under finance leases | | | | |
| Within 1 year | - | 8,816 | - | 1,042 |
| 2 - 5 years inclusive | - | 39,864 | - | 14,353 |
| After 5 years | - | 148,312 | - | 95,775 |
| | - | 196,992 | - | 111,170 |
| Less Unearned finance income | - | (85,822) | | |
| Present value of minimum lease payments receivable | - | 111,170 | | |
| Analysed as | | | | |
| Non-current finance lease receivable | - | 110,128 | | |
| Current finance lease receivables | - | 1,042 | | |
| | - | 111,170 | | |

NOTES TO THE FINANCIAL STATEMENTS

8 Finance lease receivables (continued)

The fair value of the company's finance lease receivables at 31 March 2012 is estimated at £nil (2011 £110,446,000)

On 16 March 2012 the company's sole finance lease was sold to another group entity, with a total loss on sale of £21,660,000

9 Amounts owed by group companies

| | 2012 £000 | 2011 £000 |
|-------------------------------------|--------------|--------------|
| Cash at bank | - | 2 |
| Bank deposits | - | 384 |
| Amounts due from parent undertaking | - | 40 |
| Group relief receivable | 7,325 | - |
| | <u>7,325</u> | <u>426</u> |

For further details please refer to note 16

10 Amounts owed to group companies

| | 2012 £000 | 2011 £000 |
|-----------------------------------|--------------|---------------|
| Bank overdraft | 1 | - |
| Bank borrowings | 1,710 | 88,701 |
| Amounts due to parent undertaking | 538 | - |
| Group relief payable | - | 4,083 |
| | <u>2,249</u> | <u>92,784</u> |

For further details please refer to note 16

11 Deferred taxation

| | 2012 £000 | 2011 £000 |
|---------------------------------------|--------------|---------------|
| At beginning of the year | 10,831 | 12,953 |
| Deferred taxation credit for the year | (10,831) | (1,289) |
| Impact of tax rate change | - | (833) |
| | <u>-</u> | <u>10,831</u> |
| At end of the year | - | 10,831 |

The deferred taxation credit in the income statement comprises the following

| | 2012 £000 | 2011 £000 |
|--|-----------------|----------------|
| Capital allowances on assets leased to customers | (10,831) | (1,289) |
| Adjustment in respect of tax rate change | - | (833) |
| | <u>(10,831)</u> | <u>(2,122)</u> |
| Total deferred taxation credit | (10,831) | (2,122) |

NOTES TO THE FINANCIAL STATEMENTS

11 Deferred taxation (continued)

Deferred taxation liabilities are comprised as follows

| | 2012 £000 | 2011 £000 |
|--|--------------|---------------|
| Capital allowances on assets leased to customers | - | 10,831 |
| Total deferred taxation liabilities | - | 10,831 |

12 Share capital

| | 2012 £ | 2011 £ |
|---|-----------|-----------|
| Authorised Ordinary shares of £1 each | 1,000 | 1,000 |
| Allotted, issued and fully paid Ordinary shares of £1 each | 1 | 1 |

The company's immediate parent company is Bank of Scotland Structured Asset Finance Limited. The company regarded by the directors as the ultimate parent company and the controlling party is Lloyds Banking Group plc, a limited liability company incorporated and domiciled in Scotland, which is also the parent undertaking of the largest group of undertakings for which group accounts are drawn up and of which the company is a member. Bank of Scotland plc is the parent company of the smallest such group of undertakings. Copies of the group accounts may be obtained from the company secretary's office, Lloyds Banking Group plc, 25 Gresham Street, London EC2V 7HN.

The company's objectives when managing capital are to safeguard the entity's ability to continue as a going concern, provide an adequate return to its shareholder through pricing products and services commensurately with the level of risk and, indirectly, to support the group's regulatory capital requirements.

The company's parent manages the company's capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the company's parent may adjust the amount of dividends to be paid to the shareholder, return capital to the shareholder, issue new shares, or enter into debt financing.

The company's capital comprises all components of equity, movements in which appear in the statement of changes in equity and bank borrowings as disclosed in note 10.

13 Retained earnings

| | 2012 £000 | 2011 £000 |
|--|--------------|--------------|
| At beginning of the year | 7,983 | 7,220 |
| (Loss)/profit after tax and total comprehensive (loss)/income for the year | (2,907) | 763 |
| At end of the year | 5,076 | 7,983 |

14 Risk management of financial instruments

The primary financial risks affecting the company are credit risk, liquidity risk and market risk (which include interest rate risk and foreign currency risk). Information on the management of these financial risks and further disclosures is given below.

In accordance with IAS39 "Financial instruments: Recognition and measurement", finance lease receivables are designated as loans and receivables and all other financial assets are designated as held at amortised cost. The accounting policies in note 1 describe how different classes of financial instruments are measured and how income and expenses are recognised.

NOTES TO THE FINANCIAL STATEMENTS

14 Risk management of financial instruments (continued)**Credit risk management**

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation

The maximum credit risk exposure of the group in the event of other parties failing to perform their obligations is detailed below. The maximum exposure to loss is considered to be the balance sheet carrying amount as at 31 March 2012

| | 2012 £000 | 2011 £000 |
|--|--------------|----------------|
| Financial assets which are neither past due nor impaired for credit risk | | |
| Finance lease receivables | - | 111,170 |
| Amounts owed by group companies | 7,325 | 426 |
| Other debtors | - | 2 |
| Total credit risk exposure | 7,325 | 111,598 |

Credit risk management is performed by various committees established by its ultimate parent, Lloyds Banking Group plc. Each lease or loan is assessed for credit risk prior to approval and assigned a credit rating based on the credit risk rating methodology and management policy of the Lloyds Banking Group plc. Credit ratings of the lease counterparties are monitored, where necessary revised, over the life of the lease. The table below reflects the credit rating of the financial assets portfolio net of any financial guarantees received

Financial assets by credit rating

| | AAA £000 | AA £000 | A £000 | BBB £000 | Rated BB or lower £000 | Not rated £000 | Total £000 |
|---------------------------------|-------------|------------|--------------|-------------|------------------------------|-------------------|---------------|
| At 31 March 2012 | | | | | | | |
| Amounts owed by group companies | - | - | 7,325 | - | - | - | 7,325 |
| Total | - | - | 7,325 | - | - | - | 7,325 |

| | AAA £000 | AA £000 | A £000 | BBB £000 | Rated BB or lower £000 | Not rated £000 | Total £000 |
|---------------------------------|-------------|------------|-----------|-------------|------------------------------|-------------------|----------------|
| At 31 March 2011 | | | | | | | |
| Finance lease receivables | - | - | - | - | 111,170 | - | 111,170 |
| Amounts owed by group companies | - | 426 | - | - | - | - | 426 |
| Other debtors | - | - | - | - | - | 2 | 2 |
| Total | - | 426 | - | - | 111,170 | 2 | 111,598 |

At the balance sheet date the company assesses if there is objective evidence that the financial assets have become impaired. Evidence of impairment may include indications that the counterparty is experiencing financial difficulty, default or delinquency in settlements of amounts due or debt restructurings to reduce the financial burden on the counterparty.

At 31 March 2012 and 2011 there were no impairments relating to credit risk against any financial assets. The credit risk exposure under short-term debtors, deposits and other financial assets are represented by the book values in the above table.

For financial assets held at amortised cost the fair value approximates to their carrying values, except for leases whose fair value is disclosed in note 8.

NOTES TO THE FINANCIAL STATEMENTS

14 Risk management of financial instruments (continued)**Liquidity risk management**

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or other financial asset

The liquidity profile of financial liabilities at year end was as follows

| At 31 March 2012 | Bank overdraft £000 | Bank borrowings £000 | Other liabilities £000 | Total Liabilities £000 |
|------------------|------------------------|-------------------------|---------------------------|---------------------------|
| On demand | 1 | - | 538 | 539 |
| Up to 1 month | - | - | - | - |
| 1-3 months | - | - | - | - |
| 3-12 months | - | 1,710 | - | 1,710 |
| 1-5 years | - | - | - | - |
| Over 5 years | - | - | - | - |
| Total | 1 | 1,710 | 538 | 2,249 |

| At 31 March 2011 | Bank overdraft £000 | Bank borrowings £000 | Other liabilities £000 | Total Liabilities £000 |
|------------------|------------------------|-------------------------|---------------------------|---------------------------|
| On demand | - | - | 4,083 | 4,083 |
| Up to 1 month | - | - | - | - |
| 1-3 months | - | - | - | - |
| 3-12 months | - | 88,701 | - | 88,701 |
| 1-5 years | - | - | - | - |
| Over 5 years | - | - | - | - |
| Total | - | 88,701 | 4,083 | 92,784 |

The fair value of current liabilities approximates their carrying values

Bank borrowings and the associated interest payable upon them are borrowed short term and all borrowings are advanced by a fellow subsidiary undertaking of Lloyds Banking Group plc

Other liabilities are repayable on demand

Interest rate risk management

Interest rate risk is the risk that the future cash flows and fair values of a financial instrument may fluctuate because of changes in market interest rates

The company takes into account the exposure on fluctuations in the prevailing levels of market interest rates on its cash flows when structuring its operations by ensuring the interest terms of its finance income is matched to the variable interest terms of the borrowing used to finance the leasing portfolio. As such the company has no material exposure to financial risk arising from changes in market interest rates

Based on the balance sheet carrying values a +/- 25 basis point change in interest rates will increase/reduce finance income by £nil and finance costs by £6,000

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cashflows of a financial instrument will fluctuate because of changes on foreign exchange rates

Exposure to foreign currency fluctuations arises due to its financial assets and liabilities being denominated in foreign currencies. The company hedges the majority of its foreign currency exposure by taking out foreign currency swaps where necessary. The fair value of any currency swap is included within derivative financial instruments if applicable

At the year end, if the currency had fluctuated by +/- 25 basis points against the USD, with all other variables held constant, post tax profit would have changed by £622 primarily due to assets/liabilities denominated in USD

NOTES TO THE FINANCIAL STATEMENTS

14 Risk management of financial instruments (continued)

Foreign currency risk (continued)

| Foreign currency risk - carrying amount | 2012 \$000 | 2011 \$000 |
|---|---------------|----------------|
| Financial assets | | |
| Finance lease receivables | - | 178,203 |
| Amounts owed by group companies | - | 619 |
| | <u>-</u> | <u>178,822</u> |
| Financial liabilities | | |
| Amounts owed to group companies | 3,658 | 142,187 |
| | <u>3,658</u> | <u>142,187</u> |

15 Notes to the cash flow statement

| | 2012 £000 | Restated 2011 £000 |
|--|-----------------|--------------------------|
| Loss from operations | (21,286) | (1,381) |
| Add/(less) non cash items | | |
| Impairment charge | 216 | 516 |
| Foreign exchange movement | (248) | 1,299 |
| | <u>(21,318)</u> | <u>434</u> |
| Operating cash flows before movements in working capital | (21,318) | 434 |
| Movement in receivables | 111,331 | 2,696 |
| Movement in payables | 715 | - |
| | <u>90,728</u> | <u>3,130</u> |
| Cash generated by operations | 90,728 | 3,130 |
| Group relief paid | (3,861) | - |
| | <u>86,867</u> | <u>3,130</u> |
| Net cash flow from operations | 86,867 | 3,130 |

16 Related parties

The company's related parties include other companies in the Lloyds Banking Group and the company's key management personnel. Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the company, which is determined to be the company's directors.

In respect of related party transactions, the outstanding balances receivable/(payable) at 31 March were as follows

| Nature of transaction | Related party | 2012 £000 | 2011 £000 |
|-----------------------------------|-------------------------------|--------------|--------------|
| Cash at bank | Fellow subsidiary undertaking | - | 2 |
| Bank deposits | Fellow subsidiary undertaking | - | 384 |
| Amounts due from parent company | Immediate parent undertaking | - | 40 |
| Bank overdraft | Fellow subsidiary undertaking | (1) | - |
| Group relief payable | Fellow subsidiary undertaking | - | (4,083) |
| Amounts payable to parent company | Immediate parent undertaking | (538) | - |
| Bank borrowings | Fellow subsidiary undertaking | (1,710) | (88,701) |
| Group relief receivable | Fellow subsidiary undertaking | 7,325 | - |

NOTES TO THE FINANCIAL STATEMENTS

16 Related parties (continued)

During the year the company received interest of £2,000 (2011: £nil) from fellow group undertakings

During the year the company paid interest of £310,000 (2011: £336,000) to fellow group undertakings

During the year the company sold its sole finance lease to another group entity, with a total loss on sale of £21,660,000

The company paid group relief of £3,861,000 (2011: £nil) during the year to fellow subsidiary undertakings

17 Future developments

The following accounting standard changes will impact the company in the future financial periods

| <u>Pronouncement</u> | <u>Nature of change</u> | <u>IASB effective date</u> |
|---|--|---|
| IAS 1 'Financial statement presentation' regarding other comprehensive income | Requires entities to group items presented in other comprehensive income (OCI) on the basis of whether they are potentially reclassifiable to profit or loss subsequently (reclassification adjustments) | Annual periods beginning on or after 1 July 2012 |
| IAS 32, 'Financial instruments: Presentation', on offsetting financial assets and financial liabilities | Updates the application guidance in IAS 32, 'Financial instruments: Presentation', to clarify some of the requirements for offsetting financial assets and financial liabilities on the balance sheet | Annual periods beginning on or after 1 January 2014 |
| IFRS 7, 'Financial instruments: Disclosures', on offsetting financial assets and financial liabilities | Enhances current offsetting disclosures. These new disclosures are intended to facilitate comparison between those entities that prepare IFRS financial statements and those that prepare US GAAP financial statements | Annual periods beginning on or after 1 January 2013 |
| IFRS 9 Financial Instruments ¹ | Replaces those parts of IAS 39 Financial Instruments: Recognition and Measurement relating to the classification, measurement and derecognition of financial assets and liabilities. Requires financial assets to be classified into two measurement categories, fair value and amortised cost, on the basis of the objectives of the entity's business model for managing its financial assets and the contractual cash flow characteristics of the instrument. The available-for-sale financial asset and held-to-maturity investment categories in existing IAS 39 will be eliminated. The requirements for financial liabilities and derecognition are broadly unchanged from IAS 39 | Annual periods beginning on or after 1 January 2015 |
| IFRS 12 Disclosure of Interests in Other Entities | Requires an entity to disclose information that enables users of financial statements to evaluate the nature of, and risks associated with, its interests in other entities and the effects of those interests on its financial position, financial performance and cash flows | Annual periods beginning on or after 1 January 2013 |
| IFRS 13 Fair Value Measurement | The standard defines fair value, sets out a framework for measuring fair value and requires disclosures about fair value measurements. It applies to IFRSs that require or permit fair value measurements or disclosures about fair value measurements | Annual periods beginning on or after 1 January 2013 |

¹ At the date of this report, these pronouncements are awaiting EU endorsement

The initial view is that none of these pronouncements are expected to cause any material adjustments to reported numbers in the Financial Statements

18 Post balance sheet events

On 21 March 2012, the Government announced a further reduction in the rate of corporation tax to 24% with effect from 1 April 2012. This further reduction was enacted under the Provisional Collection of Taxes Act 1968 on 26 March 2012. In addition, the Finance Act 2012, which passed into law on 3 July 2012, included legislation to reduce the main rate of corporation tax from 24% to 23% with effect from 1 April 2013.

The proposed further reduction in the rate of corporation tax by 1% to 22% from 1 April 2014 is expected to be enacted separately.