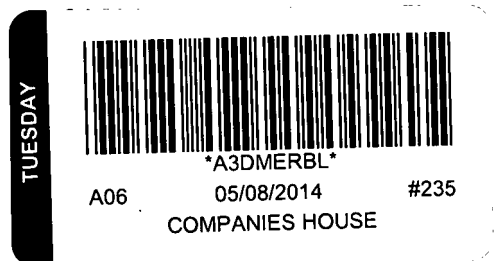


**Company Registered No: 04985593**

**RBSSAF (13) LIMITED**

**ANNUAL REPORT AND FINANCIAL STATEMENTS**

**For the year ended 31 December 2013**



**RBS Secretariat  
The Royal Bank of Scotland Group plc  
PO Box 1000  
Gogarburn  
Edinburgh  
EH12 1HQ**

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**OFFICERS AND PROFESSIONAL ADVISERS**

**DIRECTORS:**

**S J Caterer  
P A Cheesman**

**SECRETARY:**

**RBS Secretarial Services Limited**

**REGISTERED OFFICE:**

**The Quadrangle  
The Promenade  
Cheltenham  
GL50 1PX**

**AUDITOR:**

**Deloitte LLP  
3 Rivergate  
Temple Quay  
Bristol  
BS1 6GD**

**Registered in England and Wales**

**DIRECTORS' REPORT****ACTIVITIES AND BUSINESS REVIEW**

This directors' report has been prepared in accordance with the provisions applicable to companies entitled to the small companies' exemption.

**Activity**

Until the termination of its last contract in March 2013, the Company's principal activity was to provide bespoke fixed asset finance.

**Review of the year*****Business review***

The directors are satisfied with the Company's performance in the year. The Company will be guided by its shareholders in seeking further opportunities for growth.

***Financial performance***

The retained loss for the year was \$299,000 and was as a result of a loss on disposal of its sole lease. (2012: retained profit \$781,000) and this was transferred to reserves. The directors do not recommend the payment of a dividend.

**Principal risks and uncertainties**

The Company ceased to trade during the year. Since then its assets and liabilities are denominated in US dollars and are with group companies. Accordingly the Company's exposure to risk is now limited to group credit risk on balances receivable on demand.

**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.

**Going concern**

The Company ceased to trade during the 2013 financial year and has not traded since then. As required by IAS 1 – presentation of Financial Statements, management has prepared the financial statements on a basis other than that of going concern. No material adjustments arose as a result of ceasing to apply the going concern basis.

**DIRECTORS AND SECRETARY**

The present directors and secretary, who have served throughout the year except where noted below, are listed on page 2.

From 1 January 2013 to date the following changes have taken place:

**Directors**

P D J Sullivan  
L C Varnavides

**Resigned**

31 December 2013  
30 June 2014

**DIRECTORS' REPORT (continued)****DIRECTORS' RESPONSIBILITIES STATEMENT**

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

Company law requires the directors to prepare a directors' report and financial statements for each financial year. Under that law, the directors have elected to prepare the financial statements in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework, and must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs at the end of the year and 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 estimates that are reasonable and prudent;
- state whether Financial Reporting Standard 101 has been followed, and
- make an assessment of the Company's ability to continue as a going concern.

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 to enable them to ensure that the directors' report and financial statements comply with the requirements of 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.

**DISCLOSURE OF INFORMATION TO AUDITOR**

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

- so far as they are aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the director has taken all the steps that they ought to have taken to make themselves aware of any relevant audit information, and to establish that the Company's auditor is aware of that information.

This confirmation is given and shall be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

**AUDITOR**

Deloitte LLP has expressed its willingness to continue in office as auditor.

Approved by the Board of Directors and signed on its behalf



**Director: S J Caterer**

Date: 29 July 2014

## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF RBSSAF (13) LIMITED**

We have audited the financial statements of RBSSAF (13) Limited for the year ended 31 December 2013 which have been prepared on a basis other than going concern and which comprise the Profit and Loss Account, the Balance Sheet, the Statement of Changes in Equity and the related notes 1 to 20. The financial reporting framework that has been applied in their preparation is applicable law and Financial Reporting Standard 101 Reduced Disclosure Framework.

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. 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 an auditor's 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 auditor**

As explained more fully in the Directors' Responsibilities Statement, 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.

### **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 annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. 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 December 2013 and of its loss for the year then ended;
- have been properly prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework; 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.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF RBSSAF (13) LIMITED  
(continued)**

**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
- the directors were not entitled to take advantage of small companies' exemption from preparing a strategic report or in preparing the directors' report.

*Mark Taylor*

**Mark Taylor FCA** (Senior Statutory Auditor)  
for and on behalf of Deloitte LLP  
Chartered Accountants and Statutory Auditor  
**Bristol, United Kingdom**

Date

*1 August 2014*

**PROFIT AND LOSS ACCOUNT**  
**for the year ended 31 December 2013**

<b>Income from discontinued operations</b>	<b>Notes</b>	<b>2013 \$'000</b>	<b>2012 \$'000</b>
Turnover	<b>3</b>	<b>40</b>	<b>(73)</b>
Operating expenses	<b>4</b>	<b>(414)</b>	<b>(12)</b>
<b>Operating loss</b>		<b>(374)</b>	<b>(85)</b>
Finance income	<b>5</b>	<b>26</b>	<b>-</b>
Finance costs	<b>6</b>	<b>(41)</b>	<b>(277)</b>
<b>Loss on ordinary activities before tax</b>	<b>7</b>	<b>(389)</b>	<b>(362)</b>
<b>Tax credit</b>	<b>8</b>	<b>90</b>	<b>1,143</b>
<b>(Loss)/profit and total comprehensive (loss)/income for the year</b>		<b>(299)</b>	<b>781</b>

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



**BALANCE SHEET**  
**as at 31 December 2013**

	Notes	2013 \$'000	2012 \$'000
<b>Fixed assets</b>			
Finance lease receivables	9	-	71,063
<b>Current assets</b>			
Finance lease receivables	9	-	3,056
Loans receivable	10	7,113	954
Prepayments, accrued income and other assets	11	3	-
Cash at banks		7	6
		<b>7,123</b>	<b>4,016</b>
<b>Total assets</b>		<b>7,123</b>	<b>75,079</b>
<b>Creditors: amounts falling due within one year</b>			
Borrowings	12	5,803	718
Trade and other payables	13	-	733
Current tax liabilities		347	30
Accruals, deferred income and other liabilities	14	-	45
		<b>6,150</b>	<b>1,526</b>
<b>Total assets less current liabilities</b>		<b>973</b>	<b>73,553</b>
<b>Creditors: amounts falling due after more than one year</b>			
Borrowings	12	-	58,160
Deferred tax liability	15	-	14,121
		-	72,281
<b>Total liabilities</b>		<b>6,150</b>	<b>73,807</b>
<b>Equity: Capital and reserves</b>			
Called up share capital	17	-	-
Profit and loss account		973	1,272
<b>Total shareholders' funds</b>		<b>973</b>	<b>1,272</b>
<b>Total liabilities and shareholders' funds</b>		<b>7,123</b>	<b>75,079</b>

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

The financial statements were approved by the Board of Directors on 29 July 2014 and signed on its behalf by:



**Director: S J Caterer**

**STATEMENT OF CHANGES IN EQUITY**  
**for the year ended 31 December 2013**

	<b>Share capital \$'000</b>	<b>Profit and loss account \$'000</b>	<b>Total \$'000</b>
<b>At 1 January 2012</b>	-	491	491
Profit and total comprehensive income for the year	-	781	781
<b>At 31 December 2012</b>	-	1,272	1,272
Loss and total comprehensive loss for the year	-	(299)	(299)
<b>At 31 December 2013</b>	-	973	973

Total comprehensive loss for the year of \$299,000 (2012: total comprehensive income for the year of \$781,000) was wholly attributable to the owners of the Company.

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

**NOTES TO THE FINANCIAL STATEMENTS****1. Accounting policies****a) Preparation and presentation of accounts**

These financial statements are prepared on a basis other than going concern and have been prepared in accordance with the recognition and measurement principles of International Financial Reporting Standards issued by the IASB and interpretations issued by the International Financial Reporting Interpretations Committee of the IASB as adopted by the EU (together IFRS) and under Financial Reporting Standard 101 (Reduced Disclosure Framework). The Company meets the definition of a qualifying entity under FRS 100 (Financial Reporting Standard 100) issued by the Financial Reporting Council.

Accordingly, in the year ended 31 December 2013 the Company has undergone transition from reporting under IFRSs adopted by the European Union to FRS 101 as issued by the Financial Reporting Council which the Company has adopted early. This transition is not considered to have had a material effect on the financial statements.

As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions available under that standard in relation to the presentation of a cash-flow statement, standards not yet effective and related party transactions. Where required, equivalent disclosures are given in the group accounts of The Royal Bank of Scotland Group plc, these accounts are available to the public and can be obtained as set out in the related parties note.

The accounts are prepared on the historical cost basis.

The Company's financial statements are presented in US dollars which is the functional currency of the Company.

The Company is incorporated in the UK and registered in England and Wales. The Company's accounts are presented in accordance with the Companies Act 2006.

The Company ceased to trade during the 2013 financial year and has not traded since then. These events did not require the Company to re-measure, reclassify or adjust the settlement date of any assets or liabilities. IAS 1 paragraph 25 "Presentation of Financial Statements" describes the preparation of financial statements in such circumstances as being other than on a going concern basis.

There are number of IFRSs that were effective from 1 January 2013. They have had no material effect on the Company's Financial Statements for the year ended 31 December 2013.

**b) Foreign currencies**

Transactions in foreign currencies are translated into US dollars at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into US dollars at the rates of exchange ruling at the balance sheet date. Foreign exchange differences arising on translation are reported in profit or loss.

**NOTES TO THE FINANCIAL STATEMENTS (continued)****1. Accounting policies (continued)****c) Revenue recognition**

Turnover comprises income from finance leases and loans and other services and arose in the United Kingdom from discontinued activities.

Finance lease income is allocated to accounting periods so as to give a constant periodic rate of return before tax on the net investment. Unguaranteed residual values are subject to regular review, if there is a reduction in the estimated unguaranteed residual value, income allocation is revised and any reduction in respect of amounts accrued is recognised immediately.

Interest income on financial assets that are classified as loans and receivables, available-for-sale or held-to-maturity and interest expense on financial liabilities other than those at fair value are determined using the effective interest method. The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability (or group of financial assets or liabilities) and of allocating the interest income or interest expense over the expected life of the asset or liability.

**d) Taxation**

Income tax expense or income, comprising current tax and deferred tax, is recorded in the profit and loss account except income tax on items recognised outside profit or loss which is credited or charged to other comprehensive income or to equity as appropriate.

Current tax is income tax payable or recoverable in respect of the taxable profit or loss for the year arising in income or in equity. Provision is made for current tax at rates enacted or substantively enacted at the balance sheet date.

Deferred tax is the tax expected to be payable or recoverable in respect of temporary differences between the carrying amount of an asset or liability for accounting purposes and its carrying amount for tax purposes. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered. Deferred tax is not recognised on temporary differences that arise from initial recognition of an asset or a 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 calculated using tax rates expected to apply in the periods when the assets will be realised or the liabilities settled, based on tax rates and laws enacted, or substantively enacted, at the balance sheet date.

**e) Leases**

Contracts to lease assets are classified as finance leases if they transfer substantially all the risks and rewards of ownership of the asset to the customer; all other contracts with customers to lease assets are classified as operating leases.

Finance lease receivables are stated in the balance sheet at the amount of the net investment in the lease being the minimum lease payments and any unguaranteed residual value discounted at the interest rate implicit in the lease.

**NOTES TO THE FINANCIAL STATEMENTS (continued)****1. Accounting policies (continued)****f) Financial assets**

On initial recognition, financial assets are classified into held-to-maturity investments held-for-trading; designated as at fair value through profit or loss; loans and receivables; or available-for-sale financial assets.

**Loans and receivables**

Non-derivative financial assets with fixed or determinable repayments that are not quoted in an active market are classified as loans and receivables, except those that are classified as available-for-sale or as held-for-trading, or designated as at fair value through profit or loss. Loans and receivables are initially recognised at fair value plus directly related transaction costs. They are subsequently measured at amortised cost using the effective interest method less any impairment losses.

**g) Impairment of financial assets**

The Company assesses at each balance sheet date whether there is any objective evidence that a financial asset or group of financial assets classified as held-to-maturity, available-for-sale, finance leases or other loans and receivables is impaired. A financial asset or portfolio of financial assets is impaired and an impairment loss incurred if there is objective evidence that an event or events since initial recognition of the asset have adversely affected the amount or timing of future cash flows from the asset.

**h) Financial liabilities**

On initial recognition financial liabilities are classified into held-for-trading; designated as at fair value through profit or loss; or amortised cost.

Other than derivatives, which are recognised and measured at fair value, all other financial liabilities are measured at amortised cost using the effective interest method.

**i) Derecognition**

A financial asset is derecognised when the contractual right to receive cash flows from the asset has expired or when it has been transferred and the transfer qualifies for derecognition.

A financial liability is removed from the balance sheet when the obligation is discharged, or cancelled, or expires.

**2. Critical accounting policies and key sources of estimation uncertainty**

The reported results of the Company are sensitive to the accounting policies, assumptions and estimates that underlie the preparation of its financial statements. UK company law and IFRS require the directors, in preparing the Company's financial statements, to select suitable accounting policies, apply them consistently and make judgements and estimates that are reasonable and prudent. Upon cessation of trade there are no balances resulting in significant sources of estimations or judgement.

## NOTES TO THE FINANCIAL STATEMENTS (continued)

## 3. Turnover

	2013 \$'000	2012 \$'000
Finance lease income:		
Rents receivable	862	3,855
Amortisation	(101)	(603)
Contingent rental expense	(721)	(3,325)
	<u>40</u>	<u>(73)</u>

The Company did not enter into any new leasing transactions (2012: \$nil) during the year.

## 4. Operating expenses

	2013 \$'000	2012 \$'000
Loss on disposal of lease	402	-
Management fees	12	12
	<u>414</u>	<u>12</u>

**Staff costs, number of employees and directors' emoluments**

All staff and directors were employed by group companies and the accounts of The Royal Bank of Scotland Group plc contain full disclosure of employee benefit expenses incurred in the period including share based payments and pensions. The Company has no employees and pays a management charge for services provided by other group companies. The directors of the Company do not receive remuneration for specific services provided to the Company.

**Management recharge**

Management charges relate to the Company's share of group resources such as the use of IT platforms, staff and a share of central resources. These are re-charged on an annual basis.

## 5. Finance income

	2013 \$'000	2012 \$'000
On loans receivable:		
From group undertakings	26	-

## 6. Finance costs

	2013 \$'000	2012 \$'000
Interest on loans from group undertakings	<u>41</u>	<u>277</u>

## NOTES TO THE FINANCIAL STATEMENTS (continued)

## 7. Loss on ordinary activities before tax

Loss on ordinary activities before tax is stated after charging:

	2013 \$'000	2012 \$'000
Auditor's remuneration – audit services (included within the management fee)	12	11

## 8. Tax

	2013 \$'000	2012 \$'000
Current taxation:		
UK corporation tax charge/(credit) for the year	14,031	(541)
Deferred taxation:		
(Credit)/charge for the year	(14,121)	424
Impact of tax rate changes	-	(1,026)
	(14,121)	(602)
Tax credit for the year	(90)	(1,143)

Where appropriate current tax consists of sums payable or receivable for group relief.

The actual tax credit matches the expected tax credit for 2013 computed by applying the blended rate of UK corporation tax of 23.25% (2012: the actual tax credit differs from the expected tax credit computed by applying the blended tax rate 24.5%) as follows:

	2013 \$'000	2012 \$'000
Expected tax credit	(90)	(89)
Reduction in deferred tax following change in rate of UK corporation tax	-	(1,054)
Actual tax credit for the year	(90)	(1,143)

## 9. Finance lease receivables

	Within 1 year \$'000	Between 1 and 5 years \$'000	After 5 years \$'000	Total \$'000
2012				
Future minimum lease payments	3,132	18,019	98,679	119,830
Unearned finance income	(76)	(2,353)	(43,282)	(45,711)
Present value of minimum lease payments receivable	3,056	15,666	55,397	74,119

## NOTES TO THE FINANCIAL STATEMENTS (continued)

## 9. Finance lease receivables (continued)

	2012 \$'000
Due within one year	3,056
Due after more than one year	71,063
	<u>74,119</u>

The Company had entered into a finance leasing agreement for a ship. The term of the finance lease entered into was 25 years. The lease was terminated on 20 March 2013.

Unguaranteed residual values are estimated at \$nil (2012: \$nil).

In 2012 the average effective interest rate in relation to finance lease agreements approximates 4.9%.

## 10. Loans receivable

	2013 \$'000	2012 \$'000
Due within one year		
Amounts owed by group undertakings	7,113	954

## 11. Prepayments, accrued income and other assets

	2013 \$'000	2012 \$'000
Accrued income	3	-

## 12. Borrowings

	2013 \$'000	2012 \$'000
Loans from group undertakings – immediate parent company	5,803	58,878
Current – on demand or within one year	5,803	718
Non-current	-	58,160
	<u>5,803</u>	<u>58,878</u>

In 2012 the repayment profile of group funding matched the expected leasing receipts. On termination of the lease, the group funding became repayable on demand.

## 13. Trade and other payables

	Due within one year 2013 \$'000	2012 \$'000
Other payables	-	733



## NOTES TO THE FINANCIAL STATEMENTS (continued)

## 14. Accruals, deferred income and other liabilities

	2013 \$'000	2012 \$'000
Accruals	-	45

## 15. Deferred tax

Net deferred tax liability comprises:

	Capital allowances \$'000	Other \$'000	Total \$'000
At 1 January 2012	14,316	407	14,723
Credit to profit and loss	(546)	(56)	(602)
At 31 December 2012	13,770	351	14,121
Credit to profit and loss	(13,770)	(351)	(14,121)
At 31 December 2013	-	-	-

## 16. Financial instruments and risk management

## (i) Fair value of financial instruments not carried at fair value

Except as detailed in the following table, the directors consider that the carrying amounts of financial assets and financial liabilities recognised in the financial statements approximate to their fair values. Where the financial instruments are of short maturity, the carrying value is equal to the fair value.

The fair value of loans and receivables is estimated by discounting expected future cash flows using current interest rates and making adjustments for credit.

All financial assets are classed as loans and receivables. All financial liabilities are classed as amortised cost.

	2013 Carrying value \$'000	2013 Fair value \$'000	2012 Carrying value \$'000	2012 Fair value \$'000
<b>Financial assets</b>				
Finance lease receivables	-	-	74,119	66,461

The fair value of financial instruments that are not carried at fair value on the balance sheet is considered not to be materially different to the carrying amounts.

## NOTES TO THE FINANCIAL STATEMENTS (continued)

## 16. Financial instruments and risk management (continued)

## (ii) Financial risk management

## Interest rate risk

Structural interest rate risk arises where assets and liabilities have different re-pricing maturities.

The Company manages interest rate risk by monitoring the consistency in the interest rate profile of its assets and liabilities, and limiting any re-pricing mismatches.

Finance lease receivables may be based on fixed and/or floating rates. These are funded primarily through balances owed to group undertakings. The re-pricing maturity profile of the financial assets of the Company may be different to that of the associated borrowings and hence give potential exposure to interest rate risk.

The interest profile of the Company's assets and liabilities is as follows:

	Variable rate \$'000	Non- interest earning \$'000	Total \$'000
<b>2013</b>			
<b>Financial assets</b>			
Loans receivable	7,113	-	7,113
Prepayments, accrued income and other assets	-	3	3
Cash	7	-	7
	<u>7,120</u>	<u>3</u>	<u>7,123</u>
<b>Financial liabilities</b>			
Borrowings	5,803	-	5,803
<b>Net financial assets</b>	<u>1,317</u>	<u>3</u>	<u>1,320</u>
	Variable rate \$'000	Non- interest earning \$'000	Total \$'000
<b>2012</b>			
<b>Financial assets</b>			
Finance Leases	74,119	-	74,119
Loans receivable	954	-	954
Cash	6	-	6
	<u>75,079</u>	<u>-</u>	<u>75,079</u>
<b>Financial liabilities</b>			
Borrowings	58,878	-	58,878
Trade and other payables	-	733	733
Accruals and other liabilities	-	45	45
	<u>58,878</u>	<u>778</u>	<u>59,656</u>
<b>Net financial assets/(liabilities)</b>	<u>16,201</u>	<u>(778)</u>	<u>15,423</u>

## NOTES TO THE FINANCIAL STATEMENTS (continued)

## 16. Financial instruments and risk management (continued)

## (ii) Financial risk management (continued)

## Interest rate risk (continued)

Assuming that the balances receivable and/or payable at the balance sheet date were receivable and/or payable for the whole year, had interest rates been 0.5% higher and all other variables held constant, the Company's loss before tax for the year would have decreased by \$7,000 (2012: loss before tax for the year would have decreased by \$5,000). This is mainly due to the Company's exposure to interest rates on its variable rate deposits. There would be no other material impact on equity.

## Credit risk

The table below provides details of credit exposures for those financial assets neither past due nor impaired.

<u>Sector</u>	<u>No. of counterparties</u>	<u>2013 \$'000</u>	<u>2012 \$'000</u>
Shipping	0 (2012: 1)	-	74,119
Finance lease receivables		-	74,119
Group undertakings		7,120	960
Other		3	-
Maximum credit exposure		7,123	75,079

Based on counterparty payment history the Company considers all the above financial assets to be of good credit quality.

## Financial liabilities

The following table shows by contractual maturity the undiscounted cash flows payable from the balance sheet date including future interest payments:

	<u>0 – 3 months \$'000</u>	<u>3 – 12 months \$'000</u>	<u>1 – 3 years \$'000</u>	<u>3 – 5 years \$'000</u>	<u>5 – 10 years \$'000</u>	<u>10 – 20 years \$'000</u>
<b>2013</b>						
Borrowings	5,803	-	-	-	-	-
<b>2012</b>						
Borrowings	205	712	2,227	3,174	13,708	48,355
Trade and other payables	733	-	-	-	-	-
Accruals and other liabilities	45	-	-	-	-	-
	983	712	2,227	3,174	13,708	48,355

## NOTES TO THE FINANCIAL STATEMENTS (continued)

## 16. Financial instruments and risk management (continued)

## (ii) Financial risk management (continued)

## Financial liabilities (continued)

The Company's intra-group liabilities may in certain circumstances become repayable on demand pursuant to the terms of the capital support deed (see note 19 commitments and contingent liabilities).

## 17. Share capital

		2013 \$	2012 \$
Authorised:			
100	Deferred ordinary shares of £1	193	193
1,000	Ordinary shares of \$1	1,000	1,000
		<u>1,193</u>	<u>1,193</u>
Allotted, called up and fully paid:			
Equity shares			
2	Deferred ordinary shares of £1	4	4
100	Ordinary shares of \$1	100	100
		<u>104</u>	<u>104</u>

The deferred ordinary shares carry no dividend or voting rights and have no preferential rights to return of capital on winding up. The Company may repurchase the shares at any time for an aggregate consideration of £1.

The value attributed to sterling share capital is based on the exchange rate prevailing at the date of issue.

Both classes of ordinary shares carry no right to fixed income.

## 18. Capital resources

The Company's capital consists of equity comprising issued share capital, retained earnings and loans from group undertakings. The Company is a member of The Royal Bank of Scotland group of companies which has regulatory disciplines over the use of capital. In the management of capital resources, the Company is governed by the group's policy which is to maintain a strong capital base: it is not separately regulated. The group has complied with the Prudential Regulation Authority's capital requirements throughout the year.

**NOTES TO THE FINANCIAL STATEMENTS (continued)****19. Commitments and contingent liabilities**

The Company, together with other members of the RBSG group companies, is party to a capital support deed (CSD). Under the terms of the CSD, the Company may be required, if compatible with its legal obligations, to make distributions on, or repurchase or redeem, its ordinary shares. The amount of this obligation is limited to the Company's immediately accessible funds or assets, rights, facilities or other resources that, using best efforts, are reasonably capable of being converted to cleared, immediately available funds (the Company's available resources). The CSD also provides that, in certain circumstances, funding received by the Company from other parties to the CSD becomes immediately repayable, such repayment being limited to the Company's available resources.

**20. Related parties****UK Government**

The UK Government through HM Treasury is the ultimate controlling party of The Royal Bank of Scotland Group plc. Its shareholding is managed by UK Financial Investments Limited, a company it wholly-owns and as a result, the UK Government and UK Government controlled bodies are related parties of the Company.

The Company enters into transactions with these bodies on an arms' length basis; they include the payment of taxes including UK corporation tax and value added tax.

**Group undertakings**

The Company's immediate parent company is Royal Bank Leasing Limited, a company incorporated in the UK. As at 31 December 2013 The Royal Bank of Scotland plc heads the smallest group in which the Company is consolidated. Copies of the consolidated accounts may be obtained from RBS Secretariat, The Royal Bank of Scotland plc, Gogarburn, PO Box 1000, Edinburgh, EH12 1HQ.

The Company's ultimate holding company is The Royal Bank of Scotland Group plc which is incorporated in the UK and heads the largest group in which the Company is consolidated. Copies of the consolidated accounts may be obtained from RBS Secretariat, The Royal Bank of Scotland Group plc, Gogarburn, PO Box 1000, Edinburgh, EH12 1HQ.