

Company Registration No: 04985958

RBSSAF (2) LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

31 March 2007

TUESDAY



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COMPANIES HOUSE

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

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RBSSAF (2) LIMITED

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS:
S J Caterer
A S Devine
A C Farnell
P A Tubb

SECRETARY:
C J Whittaker

REGISTERED OFFICE:
The Quadrangle
The Promenade
Cheltenham
Gloucestershire
GL50 1PX

AUDITORS:
Deloitte & Touche LLP
Bristol

Registered in England and Wales.

DIRECTORS' REPORT

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

The principal activity of the Company, which is a wholly owned subsidiary of Royal Bank Leasing Limited, is the provision of fixed asset finance usually involving individually structured facilities

The loss for the financial year was £12,000 (2006 £6,000) The directors do not recommend that a dividend be paid (2006 £nil)

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 April 2006 to date the following changes have taken place

	Appointed	Resigned
Directors		
T V Castledine		19 July 2007
A S Devine	19 July 2007	

DIRECTORS' RESPONSIBILITIES

The directors are required by the Companies Act 1985 to prepare accounts for each financial year and have elected to prepare them in accordance with International Financial Reporting Standards. They are responsible for preparing accounts that present fairly the financial position, financial performance, and cash flows of the Company. In preparing these accounts, 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 accounts, 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 Annual report and accounts complies with the Companies Act 1985. 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

RBSSAF (2) LIMITED

DISCLOSURE OF INFORMATION TO AUDITORS

Each of the directors of the Company holding office at the date of approval of this report confirm that

- a so far as each of the directors are aware, there is no relevant audit information of which the Company's Auditors are unaware, and
- b so far as each of the directors are aware they have 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 Auditors are aware of that information

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

DIRECTORS' INDEMNITIES

In terms of Section 309C of the Companies Act 1985 (as amended), Mr A C Farnell had been granted Qualifying Third Party Indemnity Provisions by The Royal Bank of Scotland Group plc

RISK MANAGEMENT POLICY

Interest rate risk

The Company's policy is to avoid interest rate risk. Any movement in interest rates associated with the financing of the lease is charged or credited to the lessee.

Credit risk

Credit risk is the risk arising from the possibility that the Company will incur losses from the failure of lessees to meet their obligations. Credit risk is managed through The Royal Bank of Scotland plc Group Credit Risk Management Framework to enable the Group to achieve appropriate risk versus reward performance whilst maintaining credit risk exposure in line with approved risk appetite on a Group basis. The Framework encompasses credit risk assessment prior to the approval of any credit exposure, and the control and monitoring of these exposures against approved limits. The Company has credit exposure to one finance lessee. The gross investment in the lease less unearned finance income represents the maximum credit exposure.

POLICY AND PRACTICE ON PAYMENT OF CREDITORS

The Company follows the policy and practice on payment of creditors determined by The Royal Bank of Scotland Group plc ('RBSG'), as outlined below

RBSG is committed to maintaining a sound commercial relationship with its suppliers. Consequently, it is RBSG's policy to negotiate and agree terms and conditions with its suppliers, which includes the giving of an undertaking to pay suppliers within 30 days of receipt of a correctly prepared invoice submitted in accordance with the terms of the contract or such other payment period as may be agreed.

The proportion which the amount owed to trade creditors at 31 March 2007 bears to the amounts invoiced by suppliers during the period then ended equated to nil days proportion of 365 days (2006 nil days)

ELECTIVE RESOLUTIONS

The Company has elected to dispense with the requirement to hold annual general meetings, lay accounts before a general meeting and re-appointment of auditors annually.

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



S J Caterer
Director

Date 29 October 2007

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF RBSSAF (2) LIMITED

We have audited the financial statements of RBSSAF (2) Limited ("the company") for the year ended 31 March 2007 which comprise the income statement, the balance sheet, the cash flow statement and the related Notes 1 to 17. 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 an 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 annual 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 statement of directors' responsibilities. Our responsibility is to audit the financial statements in accordance with relevant United Kingdom 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, in accordance with the relevant financial reporting framework, and are properly prepared in accordance with the Companies Act 1985. We report to you whether, in our opinion, the information given in the directors' report is consistent with the financial statements. We also 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 other information contained in the Directors' Report 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.

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.

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with those IFRSs as adopted by the European Union, of the state of the company's affairs as at 31 March 2007 and of its loss for the year then ended, and
- 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.

Deloitte & Touche LLP

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

2 November 2007

RBSSAF (2) LIMITED**INCOME STATEMENT**
for the year ended 31, March 2007

	Note	2007 £'000	2006 £'000
CONTINUING OPERATIONS			
Revenue	3	170	1
Administrative expenses	4	<u>(6)</u>	<u>(8)</u>
OPERATING PROFIT/(LOSS)	4	164	(7)
Interest payable	6	<u>(181)</u>	<u>(1)</u>
LOSS BEFORE TAXATION		(17)	(8)
Tax credit	7	<u>5</u>	<u>2</u>
LOSS FOR THE FINANCIAL YEAR	15	<u><u>(12)</u></u>	<u><u>(6)</u></u>

There have been no other gains or losses in the financial year or prior year

The notes on pages 9 to 15 form part of these financial statements

RBSSAF (2) LIMITED**BALANCE SHEET**

as at 31 March 2007

	Note	2007 £'000	2006 £'000
NON-CURRENT ASSETS			
Finance lease receivables	8	<u>85,404</u>	<u>2</u>
		<u>85,404</u>	<u>2</u>
CURRENT ASSETS			
Finance lease receivables	8	-	3
Trade and other receivables	9	14,923	4
Cash and cash equivalents	10	<u>472</u>	<u>7</u>
		<u>15,395</u>	<u>14</u>
TOTAL ASSETS			
		<u>100,799</u>	<u>16</u>
CURRENT LIABILITIES			
Trade and other payables	11	(33)	(2)
Bank overdraft and loans	12	<u>(921)</u>	<u>(3)</u>
		<u>(954)</u>	<u>(5)</u>
NON CURRENT LIABILITIES			
Bank loans	12	<u>(99,865)</u>	<u>(19)</u>
		<u>(99,865)</u>	<u>(19)</u>
TOTAL LIABILITIES			
		<u>(100,819)</u>	<u>(24)</u>
NET LIABILITIES			
		<u>(20)</u>	<u>(8)</u>
EQUITY			
Share capital	14	-	-
Retained earnings	15	<u>(20)</u>	<u>(8)</u>
TOTAL DEFICIT			
		<u>(20)</u>	<u>(8)</u>

The financial statements on pages 6 to 15 were approved by the Board of Directors and authorised for issue on 29 October 2007. They were signed on its behalf by -



S J Caterer
Director

The notes on pages 9 to 15 form part of these financial statements

RBSSAF (2) LIMITED**CASH FLOW STATEMENT**
for the year ended 31 March 2007

	Note	2007 £'000	2006 £'000
NET CASH FROM OPERATING ACTIVITIES	16	<u>(100,299)</u>	<u>(3)</u>
FINANCING ACTIVITIES			
New bank loans raised		<u>100,764</u>	<u>5</u>
NET CASH FROM FINANCING ACTIVITIES		<u>100,764</u>	<u>5</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS		465	2
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR		<u>7</u>	<u>5</u>
CASH AND CASH EQUIVALENTS AT END OF YEAR		<u><u>472</u></u>	<u><u>7</u></u>

NOTES TO THE FINANCIAL STATEMENTS

1 SIGNIFICANT ACCOUNTING POLICIES

a BASIS OF ACCOUNTING

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted for use in the EU

The financial statements have been prepared on the historical cost basis. The principal accounting policies are set out below

b INCOME UNDER FINANCE LEASES

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee

Finance lease income, which includes the amortisation of the investment in the lease, is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the leases

c BORROWING COSTS

All borrowing costs are recognised as an expense in the period in which they are incurred

d TAXATION

Provision is made for taxation at current enacted rates on taxable profits, arising in income or in equity, taking into account relief for overseas taxation where appropriate

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, except in relation to overseas earnings where remittance is controlled by the Group, and goodwill

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

e AMOUNTS RECEIVABLE UNDER FINANCE LEASES

A lease is recognised when there is a contractual right to the asset's cash flows and derecognised when all contractual rights and obligations expire. Amounts due from lessees under finance leases are recorded as receivables at the amount of the net investment in the leases. The difference between the gross receivable and the present value of the receivable is recognised as unearned finance income

Progress payments made prior to the commencement of the primary lease are included at cost together with the amount of any interest charged on such payments

f TRADE RECEIVABLES

Trade 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 profit or loss when there is objective evidence that the asset is impaired. The allowance recognised is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the effective interest rate computed at initial recognition

g CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprise cash on hand and demand deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value

h BANK BORROWINGS

Interest-bearing bank loans and overdrafts are recorded at the proceeds received, net of direct issue costs. Finance charges, including premiums payable on settlement or redemption and direct issue costs, are accounted for on an accruals basis in the profit or loss using the effective interest rate method and are added to the carrying amount of the instrument to the extent that they are not settled in the period in which they arise

NOTES TO THE FINANCIAL STATEMENTS

1 SIGNIFICANT ACCOUNTING POLICIES

1 CASH FLOW STATEMENT

The cash flow statement has been presented using the indirect method of cash flows from operating activities

J RISK MANAGEMENT POLICY

Interest rate risk

The Company's policy is to avoid interest rate risk. Any movement in interest rates associated with the financing of the lease is charged or credited to the lessee.

Credit risk

Credit risk is the risk arising from the possibility that the Company will incur losses from the failure of lessees to meet their obligations. Credit risk is managed through The Royal Bank of Scotland plc Group Credit Risk Management Framework to enable the Group to achieve appropriate risk versus reward performance whilst maintaining credit risk exposure in line with approved risk appetite on a Group basis. The Framework encompasses credit risk assessment prior to the approval of any credit exposure, and the control and monitoring of these exposures against approved limits. The Company has credit exposure to one finance lessee. The gross investment in the lease less unearned finance income represents the maximum credit exposure.

2 IMMEDIATE AND ULTIMATE PARENT COMPANY

The Company's immediate parent company is Royal Bank 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 plc that is incorporated in Great Britain and registered in Scotland. Financial statements for The Royal Bank of Scotland Group plc can be obtained from The Royal Bank of Scotland Group plc, Gogarburn, PO Box 1000, 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, PO Box 1000, Edinburgh, EH12 1HQ.

3 REVENUE	2007 £'000	2006 £'000
Finance leases		
Rentals receivable	58	4
Amortisation	112	(3)
	<u>170</u>	<u>1</u>
Capital cost of asset additions financed:		
Finance leases	<u>85,477</u>	<u>-</u>

RBSSAF (2) LIMITED
NOTES TO THE FINANCIAL STATEMENTS
4 OPERATING PROFIT/(LOSS)

	2007 £'000	2006 £'000
Operating profit/(loss) has been arrived at after charging		
Management charge	<u>6</u>	<u>8</u>
Costs incurred in respect of audit services to the Company are included in the management charge as shown below		
	£	£
Auditors' remuneration - for audit services	<u>452</u>	<u>439</u>

5 STAFF COSTS

All directors and employees are employed and remunerated by The Royal Bank of Scotland plc, which did not make a recharge to the Company in the year

The average monthly number of employees was nil (2006 nil)

6 FINANCE COSTS

	2007 £'000	2006 £'000
Interest payable to group undertakings	<u>181</u>	<u>1</u>

7 TAXATION

	2007 £'000	2006 £'000
A) ANALYSIS OF TAX CREDIT FOR THE YEAR		
Current tax credit		
- Group relief receivable on losses for the year	(6)	(2)
Deferred tax - origination and reversal of timing differences		
- Current year	<u>1</u>	<u>-</u>
Tax credit	<u>(5)</u>	<u>(2)</u>
B) FACTORS AFFECTING THE TAX CREDIT FOR THE YEAR		
Loss before tax	<u>(17)</u>	<u>(8)</u>
Tax on loss at the standard rate of 30% (2006 30%)	<u>(5)</u>	<u>(2)</u>
Tax credit	<u>(5)</u>	<u>(2)</u>

NOTES TO THE FINANCIAL STATEMENTS

8 FINANCE LEASE RECEIVABLES

	Gross investment in lease		Present value of minimum lease payments	
	2007 £'000	2006 £'000	2007 £'000	2006 £'000
Amounts receivable under finance leases				
Within one year	5,801	4	-	3
In the second to fifth years inclusive	23,097	2	4,296	2
After five years	164,265	-	81,108	-
	193,163	6	85,404	5
Less unearned finance income	(107,759)	(1)	N/A	N/A
Present value of minimum lease payments receivable	85,404	5	85,404	5
Analysed as				
Non-current finance lease receivables (recoverable after 12 months)			85,404	2
Current finance lease receivables (recoverable within 12 months)			-	3
			85,404	5

The Company has entered into a finance leasing arrangement for the refurbishing of water mains supply. The lease term is 35 years.

Unguaranteed residual values of assets leased under finance leases at the balance sheet date are estimated at £nil (2006 £nil).

The interest rate inherent in the lease is variable during its lease term. The average effective interest rate contracted approximates 5.7% (2006 4.6%) per annum.

The fair value of the Company's finance lease receivables at 31 March 2007 is estimated at £85,404,000 (2006 £5,000).

9 TRADE AND OTHER RECEIVABLES

	2007 £'000	2006 £'000
Deferred taxation (Note 13)	-	1
Amounts due from group undertakings	6	2
Other debtors	14,917	1
	14,923	4

The directors consider that the carrying amount of trade and other receivables approximates to their fair value.

10 CASH AND CASH EQUIVALENTS

	2007 £'000	2006 £'000
Bank account with group undertakings	472	7

The directors consider that the carrying amount of cash and cash equivalents approximates to their fair value.

RBSSAF (2) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

11 TRADE AND OTHER PAYABLES	2007 £'000	2006 £'000
Amounts falling due within one year		
Amounts due to group undertakings	32	2
Other creditors	<u>1</u>	<u>-</u>
	<u>33</u>	<u>2</u>

The directors consider that the carrying amount of trade and other payables approximates to their fair value

12 BANK OVERDRAFT AND LOANS	2007 £'000	2006 £'000
Loan amount due to group undertakings	<u>100,786</u>	<u>22</u>
The borrowings are repayable as follows		
On demand or within one year	921	3
In the second year	970	2
In the third to fifth year inclusive	3,339	17
After five years	<u>95,556</u>	<u>-</u>
	100,786	22
Less Amounts due for settlement within 12 months (shown under current liabilities)	<u>(921)</u>	<u>(3)</u>
Amounts due for settlement after 12 months	<u>99,865</u>	<u>19</u>

A right of set-off exists over the Company's bank account with The Royal Bank of Scotland plc against advances made to the Company's immediate holding company and its subsidiaries

The effective interest rate on the bank loan is variable at 5.6% (2006 4.6%) and matures in 2007

The directors consider that the carrying amount of bank overdraft and loans approximates to their fair value

13 DEFERRED TAX

Movements during the year	Deferred taxation £'000
At 1 April 2005	(1)
Charge to income statement	<u>-</u>
At 1 April 2006	(1)
Charge to income statement	<u>1</u>
At 31 March 2007	<u>-</u>

Full provision has been made for the potential amount of deferred taxation shown below

	2007 £'000	2006 £'000
Accelerated capital allowances on assets financed	<u>-</u>	<u>1</u>

NOTES TO THE FINANCIAL STATEMENTS

14 SHARE CAPITAL

	2007	2006
	Ordinary shares of £1 each	
Authorised	<u>100</u>	<u>100</u>
Allotted, called up and fully paid	<u>2</u>	<u>2</u>

The Company has one class of ordinary voting shares which carry no right to fixed income

15 RETAINED EARNINGS

	£'000
Balance at 1 April 2005	(2)
Loss for the financial year	<u>(6)</u>
Balance at 1 April 2006	(8)
Loss for the financial year	<u>(12)</u>
Balance at 31 March 2007	<u>(20)</u>

16 NOTES TO THE CASH FLOW STATEMENT

	2007 £'000	2006 £'000
Loss before tax	(17)	(8)
Adjustments for		
Interest expense	181	1
(Increase)/decrease in receivables	(100,316)	3
Increase in payables	<u>1</u>	<u>2</u>
Cash generated by operations	(100,151)	(2)
Income taxes received	2	-
Interest paid	<u>(150)</u>	<u>(1)</u>
Net cash from operating activities	<u>(100,299)</u>	<u>(3)</u>

NOTES TO THE FINANCIAL STATEMENTS

17 RELATED PARTY TRANSACTIONS

During the period, the company entered into the following related party transactions

	2007 £'000	2006 £'000
Royal Bank Leasing Limited		
Transactions during the period		
- Management charge paid to related party	6	8
- Interest on loan paid to related party	181	1
- Additional borrowing from related party	<u>100,764</u>	<u>5</u>
Group relief owed by related party	6	2
Outstanding balance owed to the related party	<u>(100,812)</u>	<u>(21)</u>
The Royal Bank of Scotland plc		
Bank account held with related party	<u>472</u>	<u>7</u>

The amounts outstanding are unsecured and will be settled in cash. No guarantees have been given or received. No provisions have been made for doubtful debts in respect of the amounts owed by related parties. Both The Royal Bank of Scotland plc and Royal Bank Leasing Limited are fellow subsidiaries of the ultimate holding company The Royal Bank of Scotland Group plc.