

Company Registered No: 04986124

RBSSAF (11) LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

For the year ended 31 December 2010



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

DIRECTORS' REPORT AND FINANCIAL STATEMENTS 2010

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OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS:

**S J Caterer
J E Rogers
P D J Sullivan
R F Warren**

SECRETARY:

C J Whittaker

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

The directors present their report and the audited financial statements for the year ended 31 December 2010

ACTIVITIES AND BUSINESS REVIEW**Activity**

The principal activity of the company continues to be the provision of fixed asset finance usually involving individually structured facilities

The company is a subsidiary of The Royal Bank of Scotland Group plc which provides the company with direction and access to all central resources it needs and determines policies in all key areas such as finance, risk, human resources or environment. For this reason, the directors believe that performance indicators specific to the company are not necessary or appropriate for an understanding of the development, performance or position of the business. The annual reports of The Royal Bank of Scotland Group plc review these matters on a group basis. Copies can be obtained from Group Secretariat, RBS Gogarburn, Edinburgh, EH12 1HQ, the Registrar of Companies or through the group's website at rbs.com

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. Post balance sheet events are described in note 19 to the financial statements

Financial performance

The company's financial performance is presented in the statement of comprehensive income

Profit after tax for the financial year was £5,827,000 (2009 £1,330,000)

At the end of the year, the balance sheet showed total assets of £437,533,000 (2009 £436,318,000) including income-generating assets comprising leased assets £435,338,000 (2009 £435,277,000). Total equity was £8,601,000 (2009 £2,774,000)

On 15 June 2011, the directors paid a dividend of £8,250,000 (2009 and 2010 £nil)

Principal risks and uncertainties

The company is funded by facilities from The Royal Bank of Scotland plc

The company's financial risk management objectives and policies regarding the use of financial instruments are set out in note 15 to these financial statements

The company seeks to minimise its exposure to external financial risks other than equity and credit risk, further information on financial risk management policies and exposures is disclosed in note 15

DIRECTORS' REPORT (continued)***Going concern***

The directors, having a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future, have prepared the financial statements on a going concern basis

DIRECTORS AND SECRETARY

The present directors and secretary, who have served throughout the year, are listed on page 2

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 and the directors have elected to prepare them 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 at the end of the year and the profit or loss for the financial year of the company. In preparing these financial statements, under International Accounting Standard 1, the directors are required to

- select suitable accounting policies and then apply them consistently,
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information,
- provide additional disclosures when compliance with the specific requirements in IFRSs are insufficient to enable users to understand the impact of particular transactions, other events and conditions of the entity's financial position and performance, 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

DIRECTORS' REPORT (continued)

AUDITOR

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

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

A handwritten signature in black ink, appearing to read 'S J Caterer', written in a cursive style.

S J Caterer

Director

Date 19 September 2011

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF RBSSAF (11) LIMITED

We have audited the financial statements of RBSSAF (11) Limited ('the company') for the year ended 31 December 2010 which comprise the statement of comprehensive income, the balance sheet, the statement of changes in equity, the cash flow statement and the related notes 1 to 19. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRS) as adopted by the European Union.

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 of the financial and non-financial information in the annual report 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 December 2010 and of its profit for the year then ended,
- have been properly prepared in accordance with IFRSs 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.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF RBSSAF (11) 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



Simon Cleveland FCA (Senior Statutory Auditor)
for and on behalf of Deloitte LLP

Chartered Accountants and Statutory Auditor,
Bristol, United Kingdom

Date

20th September 2011

STATEMENT OF COMPREHENSIVE INCOME
for the year ended 31 December 2010

Continuing operations	Notes	2010 £'000	2009 £'000
Revenue	3	16,545	16,212
Operating expenses	4	<u>(6)</u>	<u>(7)</u>
Operating profit		16,539	16,205
Finance costs	5	<u>(14,686)</u>	<u>(14,359)</u>
Profit before tax	6	1,853	1,846
Tax credit/(charge)	7	3,974	(516)
Profit and total comprehensive income for the year		<u>5,827</u>	<u>1,330</u>

The accompanying notes form an integral part of these financial statements

BALANCE SHEET
as at 31 December 2010

	Notes	2010 £'000	2009 £'000
Non-current assets			
Finance lease receivables	8	419,330	419,311
Current assets			
Finance lease receivables	8	16,008	15,966
Loan receivables	9	2,176	1,027
Prepayments, accrued income and other assets	10	19	14
		<u>18,203</u>	<u>17,007</u>
Total assets		<u>437,533</u>	<u>436,318</u>
Current liabilities			
Borrowings – immediate parent company	12	775	2,796
Accruals, deferred income and other liabilities	13	2,130	2,106
		<u>2,905</u>	<u>4,902</u>
Non-current liabilities			
Borrowings – immediate parent company	12	304,722	305,377
Deferred tax liability	14	121,305	123,265
		<u>426,027</u>	<u>428,642</u>
Total liabilities		<u>428,932</u>	<u>433,544</u>
Equity			
Share capital	16	-	-
Retained earnings		8,601	2,774
Total equity		<u>8,601</u>	<u>2,774</u>
Total liabilities and equity		<u>437,533</u>	<u>436,318</u>

The accompanying notes form an integral part of these financial statements

The financial statements were approved by the Board of directors on 19 September 2011 and signed on its behalf by



S J Caterer
Director

STATEMENT OF CHANGES IN EQUITY
for the year ended 31 December 2010

	Share capital £'000	Retained earnings £'000	Total £'000
At 1 January 2009	-	1,444	1,444
Profit for the year	-	1,330	1,330
At 31 December 2009	-	2,774	2,774
Profit for the year	-	5,827	5,827
At 31 December 2010	-	8,601	8,601

Total comprehensive income for the year of £5,827,000 (2009 £1,330,000) was wholly attributable to the owners of the company

The accompanying notes form an integral part of these financial statements

CASH FLOW STATEMENT
for the year ended 31 December 2010

	Notes	2010 £'000	2009 £'000
Operating activities			
Profit for the year before tax		1,853	1,846
Adjustments for:			
Finance costs		14,686	14,359
Operating cash flows before movements in working capital		16,539	16,205
Increase in finance lease receivables		(61)	(10,299)
Net cash from operating activities before tax		16,478	5,906
Tax received/(paid) – immediate parent company		2,009	(73)
Net cash flows from operating activities		18,487	5,833
Cash flows from financing activities			
Proceeds from borrowings – immediate parent company		-	9,546
Repayment of borrowings – immediate parent company		(2,675)	-
Interest paid – immediate parent company		(14,662)	(14,359)
Net cash flows used by financing activities		(17,337)	(4,813)
Net increase in cash and cash equivalents		1,150	1,020
Cash and cash equivalents at beginning of year		1,020	-
Cash and cash equivalents at end of year	11	2,170	1,020

The accompanying notes form an integral part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS**1. Accounting policies****a) Presentation of accounts**

The accounts are prepared on a going concern basis and in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board (IASB) and interpretations issued by the International Financial Reporting Interpretations Committee of the IASB as adopted by the European Union (EU) (together IFRS)

The company is incorporated in the UK and registered in England and Wales

The accounts are prepared on the historical cost basis

The company's accounts are presented in accordance with the Companies Act 2006

Adoption of new and revised standards

There are a number of changes to IFRS that were effective from 1 January 2010. They have had no material effect on the company's financial statements for the year ended 31 December 2010.

b) Foreign currencies

The company's financial statements are presented in sterling which is the functional currency of the company.

c) Revenue recognition

Revenue from finance leases is recognised in accordance with the company's policies on leases. Revenue arises in the United Kingdom from continuing 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 to identify potential impairment. If there has been a reduction in the estimated unguaranteed residual value, the 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 and interest expense on financial liabilities other than those at fair value through profit or loss 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

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 company.

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

NOTES TO THE FINANCIAL STATEMENTS (continued)**1. Accounting policies (continued)****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. Other contracts 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.

f) Financial assets

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

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.

NOTES TO THE FINANCIAL STATEMENTS (continued)

1. Accounting policies (continued)

i) Derecognition

A financial asset is derecognised 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

j) Cash and cash equivalents

Cash and cash equivalents comprises cash and demand deposits with banks together with short-term highly liquid investments that are readily convertible to known amounts of cash and subject to insignificant risk of change in value

k) Accounting developments

The International Accounting Standards Board (IASB) issued '*Improvements to IFRS*' in May 2010 implementing minor changes to IFRS, making non-urgent but necessary amendments to standards, primarily to remove inconsistency and to clarify wording. The revisions are effective for annual periods beginning on or after 1 July 2010 and are not expected to have a material effect on the company

The IASB issued IFRS 9 'Financial Instruments' in October 2010 simplifying the classification and measurement requirements in IAS 39 'Financial Instruments Recognition and Measurement' in respect of financial assets and liabilities. The standard reduces the measurement categories for financial assets to two: fair value and amortised cost while keeping categories for liabilities broadly the same. Only financial assets with contractual terms that give rise to cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and which are held within a business model whose objective is to hold assets in order to collect contractual cash flows are classified as amortised cost. All other financial assets are measured at fair value with changes in value generally taken to profit or loss. The IASB will add impairment and hedging requirements to the standard before it becomes effective for annual periods beginning on or after 1 January 2013, early application is permitted.

This standard makes major changes to the framework for the classification and measurement of financial assets and will have a significant effect on the company's Financial Statements. The company is assessing the effect which also depends on the outcome of the other phases of IASB's IAS 39 replacement project.

The IASB issued 'Disclosures - Transfers of Financial Assets' (Amendments to IFRS 7) in October 2010 to extend the standard's disclosure requirements about derecognition to align with US GAAP. The revisions are effective for annual periods beginning on or after 1 July 2011 and will not affect the financial position or reported performance of the company.

The International Financial Reporting Interpretations Committee issued interpretation IFRIC 19 'Extinguishing Financial Liabilities with Equity Instruments' in December 2009. The interpretation clarifies that the profit or loss on extinguishing liabilities by issuing equity instruments should be measured by reference to fair value, preferably of the equity instruments. The interpretation, effective for the company for annual periods beginning on or after 1 January 2011, is not expected to have a material effect on the company.

NOTES TO THE FINANCIAL STATEMENTS (continued)**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. In the absence of an applicable standard or interpretation, IAS 8 'Accounting Policies, Changes in Accounting Estimates and Errors', requires management to develop and apply an accounting policy that results in relevant and reliable information in the light of the requirements and guidance in IFRS dealing with similar and related issues and the IASB's Framework for the Preparation and Presentation of Financial Statements. The judgements and assumptions involved in the company's accounting policies that are considered by the directors to be the most important to the portrayal of its financial condition are discussed below. The use of estimates, assumptions or models that differ from those adopted by the company would affect its reported results.

Leased assets

The judgements and assumptions involved in the Company's accounting policies which have the most significant effect on the amounts recognised in the financial statements are those that relate to the criteria for assessing whether substantially all the significant risks and rewards of ownership of leased assets are transferred to other entities.

3. Revenue

	2010 £'000	2009 £'000
Finance lease income		
Rents receivable	7,506	891
Amortisation	9,039	15,321
	<u>16,545</u>	<u>16,212</u>

The company did not enter into any new leasing transactions during the year (2009 £nil)

4. Operating expenses

	2010 £'000	2009 £'000
Management fees	<u>6</u>	<u>7</u>

Staff costs, number of employees and directors' emoluments

All staff and directors were employed by RBS, the accounts for which 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 by Royal Bank Leasing Limited.

NOTES TO THE FINANCIAL STATEMENTS (continued)

5. Finance costs

	2010 £'000	2009 £'000
Interest on loans - immediate parent company	14,686	14,359

6. Profit before tax

Profit before tax is stated after charging

	2010 £'000	2009 £'000
Auditor's remuneration – audit services	5	1

Costs incurred in respect of audit services to the company are included in the management charge

7. Tax

	2010 £'000	2009 £'000
Current taxation		
UK corporation tax credit for the year	(2,014)	(3,775)
Over provision in respect of prior periods	-	(1)
	(2,014)	(3,776)
Deferred taxation		
Charge for the year	2,442	4,292
Impact of rate change from 28% to 27%	(4,402)	-
	(1,960)	4,292
Tax (credit)/charge for the year	(3,974)	516

The actual tax (credit)/charge differs from the expected tax charge computed by applying the standard rate of UK corporation tax of 28% (2009 standard tax rate 28%) as follows

	2010 £'000	2009 £'000
Expected tax charge	519	517
Reduction in deferred tax following change in rate of UK corporation tax	(4,493)	
Adjustments in respect of prior periods	-	(1)
Actual tax (credit)/charge for the year	(3,974)	516

NOTES TO THE FINANCIAL STATEMENTS (continued)

7. Tax (continued)

In the Budget on 22 June 2010, the UK Government proposed, amongst other things, to reduce the UK Corporation Tax of 28% in four annual decrements of 1% with effect from 1 April 2011 and to reduce certain rates of capital allowances. An additional 1% decrement was announced by the UK Government in the Budget on 23 March 2011. The first 1% decrement was enacted on 27 July 2010, the second on 29 March 2011 and the third, together with the capital allowance rate changes, on 5 July 2011. Existing temporary differences may therefore unwind in periods subject to these reduced tax rates. Accordingly, the closing deferred tax liabilities have been calculated at the rate of 27%.

The impact of the post-balance sheet date changes in tax rate are estimated as giving rise to a tax credit of £8,986,000, which will be recognised in the accounts for 2011.

8. Finance lease receivables

	Within 1 year £'000	Between 1 and 5 years £'000	After 5 years £'000	Total £'000
2010				
Future minimum lease payments	16,528	66,057	499,824	582,409
Unearned finance income	(520)	(7,762)	(138,789)	(147,071)
Present value of minimum lease payments receivable	<u>16,008</u>	<u>58,295</u>	<u>361,035</u>	<u>435,338</u>
2009				
Future minimum lease payments	16,484	65,966	516,443	598,893
Unearned finance income	(518)	(7,742)	(155,356)	(163,616)
Present value of minimum lease payments receivable	<u>15,966</u>	<u>58,224</u>	<u>361,087</u>	<u>435,277</u>
			2010 £'000	2009 £'000
Current			16,008	15,966
Non-current			419,330	419,311
			<u>435,338</u>	<u>435,277</u>

The company has entered into finance leasing arrangements for a film. The term of the finance lease entered into is 16 years.

Unguaranteed residual values of assets leased under finance leases at the balance sheet date are estimated at £nil (2009 £nil).

The average effective interest rate in relation to finance lease agreements approximates 3.8% (2009 3.8%) p a.

NOTES TO THE FINANCIAL STATEMENTS (continued)

9. Loan receivables

	2010 £'000	2009 £'000
Deposits with banks placed at within 3 months original maturity Group – immediate parent company	2,176	1,027

The average effective interest rate over amounts owed by group undertakings approximates 0.6% pa (2009 0.6%) pa

10. Prepayments, accrued income and other assets

	2010 £'000	2009 £'000
Group relief receivable – immediate parent company	19	14

11. Cash

	2010 £'000	2009 £'000
Loan receivables as per note 9	2,176	1,027
Overdraft as per note 12	(6)	(7)
Cash and cash equivalents per cash flow statement	2,170	1,020

12. Borrowings

	2010 £'000	2009 £'000
Overdrafts with group banks – intermediate parent company	6	7
Loans from group banks – immediate parent company	305,491	308,166
	<u>305,497</u>	<u>308,173</u>
Current	775	2,796
Non-current	304,722	305,377
	<u>305,497</u>	<u>308,173</u>

13. Accruals, deferred income and other liabilities

	2010 £'000	2009 £'000
Accruals – payable to immediate parent company	2,130	2,106

NOTES TO THE FINANCIAL STATEMENTS (continued)

14. Deferred tax

The following are the major tax liabilities recognised by the company, and the movements thereon

	Capital allowances £'000
At 1 January 2009	118,973
Charge to income	4,292
At 31 December 2009	<u>123,265</u>
Credit to income	(1,960)
At 31 December 2010	<u>121,305</u>

The Finance Act 2010 has reduced the corporation tax rate from 28% to 27% with effect from 1 April 2011. As a consequence the closing deferred tax assets and liabilities have been recognised at an effective rate of 27%.

15. Financial instruments and risk management

(i) Categories of Financial Instruments

The following table shows the carrying value and the fair value of financial instruments carried on the balance sheet where financial instruments are not carried at fair value on the balance sheet. 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.

	2010 Carrying value £'000	2010 Fair value £'000	2009 Carrying value £'000	2009 Fair value £'000
Financial assets				
Finance lease receivables	435,338	474,424	435,277	457,973
Financial liabilities				
Borrowings	305,497	344,583	308,173	330,863

Where the interest rate on the finance lease and the borrowings have been fixed by way of an interest rate swap in the parent company, the fair value has been calculated by adjusting the carrying value by the associated mark to market arising on the swap.

NOTES TO THE FINANCIAL STATEMENTS (continued)

15. Financial instruments and risk management (continued)

(ii) Financial risk management

The principal risks associated with the company's businesses are as follows

Interest rate risk

Interest rate risk arises where assets and liabilities have different repricing maturities

The financial liabilities of the company consist of amounts due to group undertakings and third party trade payables. The amounts due to group undertakings do not have any significant interest rate risk as they are due primarily on demand. The third party trade payables do not have any significant interest rate risk as the company follows the policy and practice on payment of creditors determined by The Royal Bank of Scotland Group plc as detailed in the directors' report.

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

2010	Fixed rate £'000	Variable rate £'000	Non-interest earning £'000	Total £'000
Financial assets				
Finance lease receivables	435,338	-	-	435,338
Loan receivables	-	2,176	-	2,176
Prepayments, accrued income and other assets	-	-	19	19
	<u>435,338</u>	<u>2,176</u>	<u>19</u>	<u>437,533</u>
Financial liabilities				
Borrowings from immediate parent company	305,491	6	-	305,497
Accruals, deferred income and other liabilities	-	-	2,130	2,130
	<u>305,491</u>	<u>6</u>	<u>2,130</u>	<u>307,627</u>
Net financial assets/(liabilities)	<u>129,847</u>	<u>2,170</u>	<u>(2,111)</u>	<u>129,906</u>

NOTES TO THE FINANCIAL STATEMENTS (continued)

15. Financial instruments and risk management (continued)

2009	Fixed rate £'000	Variable rate £'000	Non-interest earning £'000	Total £'000
Financial assets				
Finance lease receivables	435,277	-	-	435,277
Loan receivables	-	1,027	-	1,027
Prepayments, accrued income and other assets	-	-	14	14
	<u>435,277</u>	<u>1,027</u>	<u>14</u>	<u>436,318</u>
Financial liabilities				
Borrowings from immediate parent company	308,166	7	-	308,173
Accruals, deferred income and other liabilities	-	-	2,106	2,106
	<u>308,166</u>	<u>7</u>	<u>2,106</u>	<u>310,279</u>
Net financial assets/(liabilities)	<u>127,111</u>	<u>1,020</u>	<u>(2,092)</u>	<u>126,039</u>

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

If interest rates had been 0.5% (2009: 2%) higher and all other variables were held constant, the company's profit before tax for the year would have increased by £11,000 (2009: profit before tax for the year would have increased by £21,000). This is mainly due to the company's exposure to interest rates on its variable rate assets. There would be no other material impact on equity.

Currency risk

The company has no currency risk as all transactions and balances are denominated in sterling.

NOTES TO THE FINANCIAL STATEMENTS (continued)

15. Financial instruments and risk management (continued)

Credit risk

The objective of credit risk management is to enable the company to achieve appropriate risk versus reward performance whilst maintaining credit risk exposure in line with approved appetite for the risk that customers will be unable to meet their obligations to the company

The key principles of the group's Credit Risk Management Framework are set out below

- Approval of all credit exposure is granted prior to any advance or extension of credit
- An appropriate credit risk assessment of the customer and credit facilities is undertaken prior to approval of credit exposure. This includes a review of, amongst other things, the purpose of credit and sources of repayment, compliance with affordability tests, repayment history, capacity to repay, sensitivity to economic and market developments and risk-adjusted return
- Credit risk authority is dictated by the Board and specifically granted in writing to all individuals involved in the granting of credit approval. In exercising credit authority, the individuals act independently of any related business revenue origination
- All credit exposures, once approved, are effectively monitored and managed and reviewed periodically against approved limits. Lower quality exposures are subject to a greater frequency of analysis and assessment

Credit risk

Maximum credit exposure and neither past due nor impaired

<u>Sector</u>	<u>No of counterparties</u>	2010 £'000	2009 £'000
Film productions	1	435,338	435,277
Finance lease receivables		435,338	435,277
Group undertakings		2,195	1,041
Maximum credit exposure		437,533	436,318

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

In respect of the film lease, another bank has issued to the company a letter of credit for a credit exposure of £403,605,000 (2009 £401,204,000)

Liquidity risk

Management focuses on both overall balance sheet structure and the control, within prudent limits, of risk arising from the mismatch of maturities across the balance sheet and from undrawn commitments and other contingent obligations. It is undertaken within limits and other policy parameters set by Group Asset and Liability Management Committee (GALCO) }

NOTES TO THE FINANCIAL STATEMENTS (continued)

15. Financial instruments and risk management (continued)

Financial Liabilities

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

2010	0 – 3 months £'000	3 – 12 months £'000	1 – 3 years £'000	3 – 5 years £'000	> 10 years £'000
Borrowings - from group undertakings	4,048	11,092	28,833	28,912	362,475
Accruals, deferred income and other liabilities	2,130	-	-	-	-
	<u>6,178</u>	<u>11,092</u>	<u>28,833</u>	<u>28,912</u>	<u>362,475</u>
2009	0 – 3 months £'000	3 – 12 months £'000	1 – 3 years £'000	3 – 5 years £'000	> 10 years £'000
Borrowings - from group undertakings	4,516	12,701	28,907	28,816	376,285
Accruals, deferred income and other liabilities	2,106	-	-	-	-
	<u>6,622</u>	<u>12,701</u>	<u>28,907</u>	<u>28,816</u>	<u>376,285</u>

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.

16. Share capital

	2010 £	2009 £
Authorised:		
100 Ordinary shares of £1	<u>100</u>	<u>100</u>
Allotted, called up and fully paid		
Equity shares		
2 Ordinary shares of £1	<u>2</u>	<u>2</u>

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

NOTES TO THE FINANCIAL STATEMENTS (continued)**17. 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 FSA's capital requirements throughout the year.

18. Related parties

On 1 December 2008, the UK Government through HM Treasury became the ultimate controlling party of The Royal Bank of Scotland Group plc. The UK Government's shareholding is managed by UK Financial Investments Limited, a company wholly-owned by the UK Government. As a result, the UK Government and UK Government controlled bodies became related parties of the company.

The company's ultimate holding company is The Royal Bank of Scotland Group plc, and its immediate parent company is Royal Bank Leasing Limited. Both companies are incorporated in Great Britain and registered in Scotland.

As at 31 December 2010, The Royal Bank of Scotland Group plc heads the largest group in which the company is consolidated and The Royal Bank of Scotland plc heads the smallest group in which the company is consolidated. Copies of the consolidated accounts of both companies may be obtained from The Secretary, The Royal Bank of Scotland Group plc, Gogarburn, Edinburgh, EH12 1HQ.

Amounts due to or from related parties 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 amounts owed by related parties.

19. Post balance sheet events

On 29 June 2011, the company, together with other members of the RBSG group, became 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.