

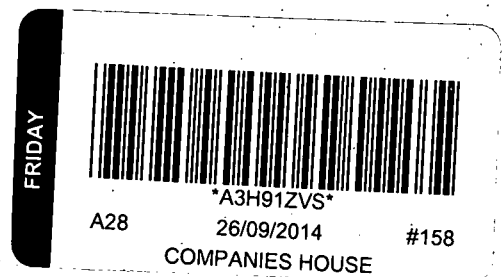
Company Registered No: 05038969

RBSSAF (19) LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

For the year ended 31 March 2014

**Corporate Governance and 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 and therefore does not include a strategic report.

Activity

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

Review of the year**Business review**

The directors are satisfied with the Company's performance in the year, after taking into account the impact of the change in corporation tax rates on the net lease turnover. The Company will be guided by its shareholders in seeking further opportunities for growth.

Financial performance

The retained profit for the year was \$7,819,000 (2013: retained profit \$3,160,000) and this was transferred to reserves. No interim dividend was paid during the year (2013: \$9,000,000).

Principal risks and uncertainties

The Company seeks to minimise its exposure to financial risks other than equity and credit risk.

Management focuses on both the overall balance sheet structure and the control, within prudent limits, of risk arising from mismatches, including currency, maturity, interest rate and liquidity. It is undertaken within limits and other policy parameters set by the RBS Group Asset and Liability Management Committee (GALCO).

The Company is funded by facilities from The Royal Bank of Scotland plc and external banks. These are denominated in the functional currency and carry no significant financial risk.

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 - see note 16.

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.

DIRECTORS' REPORT (continued)**Principal risks and uncertainties (continued)****Credit risk (continued)**

- Credit risk authority is delegated 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.

The Company has entered into four put options effectively guaranteeing the residual value of the ship in the event of the default of the lessee. These put options are held separately in two fellow subsidiary companies and two third party companies.

Liquidity risk

Liquidity risk arises where assets and liabilities have different contractual maturities.

Management focuses on risk arising from the mismatch of maturities across the balance sheet and from undrawn commitments and other contingent obligations.

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 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 except where noted below, are listed on page 2.

From 1 April 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: 23 September 2014

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF RBSSAF (19) LIMITED

We have audited the financial statements of RBSSAF (19) Limited for the year ended 31 March 2014 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 March 2014 and of its profit 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 (19) 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; or
- the directors were not entitled to take advantage of the 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 *24 September 2014*

PROFIT AND LOSS ACCOUNT
for the year ended 31 March 2014

Income from continuing operations	Notes	2014 \$'000	2013 \$'000
Turnover	3	(1,471)	5,540
Operating expenses	4	(43)	(52)
Operating (loss)/profit		(1,514)	5,488
Finance income	5	-	2
Finance costs	6	(6,356)	(7,470)
Loss on ordinary activities before tax	7	(7,870)	(1,980)
Tax credit	8	15,689	5,140
Profit and total comprehensive income for the year		7,819	3,160

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

BALANCE SHEET
as at 31 March 2014

	Notes	2014 \$'000	2013 \$'000
Fixed assets			
Finance lease receivables	10	570,576	606,057
Current assets			
Finance lease receivables	10	61,457	62,917
Prepayments, accrued income and other assets	11	300	786
Cash at bank		32	783
		<u>61,789</u>	<u>64,486</u>
Total assets		<u>632,365</u>	<u>670,543</u>
Creditors: amounts falling due within one year			
Borrowings	12	38,379	38,456
Trade and other payables	13	5,258	5,486
Accruals, deferred income and other liabilities	14	1,305	1,438
		<u>44,942</u>	<u>45,380</u>
Total assets less current liabilities		<u>587,423</u>	<u>625,163</u>
Creditors: amounts falling due after more than one year			
Borrowings	12	481,178	512,220
Deferred tax liability	15	92,767	107,284
		<u>573,945</u>	<u>619,504</u>
Total liabilities		<u>618,887</u>	<u>664,884</u>
Equity: Capital and reserves			
Called up share capital	17	-	-
Profit and loss account		13,478	5,659
Total shareholders' funds		<u>13,478</u>	<u>5,659</u>
Total liabilities and shareholders' funds		<u>632,365</u>	<u>670,543</u>

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

The financial statements were approved by the Board of Directors on 23 September 2014 and signed on its behalf by:



Director: S J Caterer

STATEMENT OF CHANGES IN EQUITY
for the year ended 31 March 2014

	Note	Share capital \$'000	Profit and loss account \$'000	Total \$'000
At 1 April 2012		-	11,499	11,499
Profit and total comprehensive income for the year		-	3,160	3,160
Dividends paid	9	-	(9,000)	(9,000)
At 31 March 2013		-	5,659	5,659
Profit and total comprehensive income for the year		-	7,819	7,819
At 31 March 2014		-	13,478	13,478

Total comprehensive income for the year of \$7,819,000 (2013: \$3,160,000) 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 going concern basis 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 March 2014 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 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 note 20.

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.

There are a number of changes to IFRS that were effective from 1 April 2013. They have had no material effect on the Company's Financial Statements for the year ended 31 March 2014.

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 sterling at the rates of exchange ruling at the balance sheet date. Foreign exchange differences arising on translation are reported in profit or loss.

c) Revenue recognition

Turnover comprises income from finance leases and loans and other services and 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, 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.

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

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.

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.

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

Judgement is required in the classification of a lease at inception and after any material amendment to assess whether substantially all the significant risks and rewards of ownership accrue to the lessor or the lessee.

NOTES TO THE FINANCIAL STATEMENTS (continued)

3. Turnover

	2014 \$'000	2013 \$'000
Finance lease income:		
Rents receivable	63,232	64,561
Amortisation	(39,368)	(33,008)
Contingent rental expense	(25,335)	(26,013)
	<u>(1,471)</u>	<u>5,540</u>

The Company did not enter into any new leasing transactions (2013: \$nil) during the year.

4. Operating expenses

	2014 \$'000	2013 \$'000
Management fees	<u>43</u>	<u>52</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

	2014 \$'000	2013 \$'000
On loans receivable:		
From group undertakings	<u>-</u>	<u>2</u>

6. Finance costs

	2014 \$'000	2013 \$'000
Interest on loans from group undertakings	2,275	2,523
Interest on loans from external parties	4,081	4,947
	<u>6,356</u>	<u>7,470</u>

NOTES TO THE FINANCIAL STATEMENTS (continued)

7. Loss on ordinary activities before tax

Loss on ordinary activities before tax is stated after charging:

	2014 \$'000	2013 \$'000
Auditor's remuneration – audit services (included within the management fee shown above)	16	15

8. Tax

	2014 \$'000	2013 \$'000
Current taxation:		
UK corporation tax credit for the year	(1,172)	(3,088)
Deferred taxation:		
(Credit)/charge for the year	(638)	2,504
Impact of tax rate changes	(13,879)	(4,556)
	(14,517)	(2,052)
Tax credit for the year	(15,689)	(5,140)

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

The actual tax credit differs from the expected tax credit computed by applying the standard rate of UK corporation tax of 23% (2013: standard tax rate 24%) as follows:

	2014 \$'000	2013 \$'000
Expected tax credit	(1,810)	(475)
Reduction in deferred tax following change in rate of UK corporation tax	(13,879)	(4,665)
Actual tax credit for the year	(15,689)	(5,140)

In recent years the UK Government has steadily reduced the rate of UK corporation tax, with the latest rates substantively enacted in July 2013 now standing at 21% with effect from 1 April 2014 and 20% with effect from 1 April 2015. The closing deferred tax assets and liabilities have been calculated at 20% in accordance with the rates enacted at the balance sheet date.

9. Ordinary dividends

	2014 \$'000	2013 \$'000
Interim dividend paid	-	9,000

No dividends have been approved or paid since 31 March 2014 to the date of approval of these accounts.

NOTES TO THE FINANCIAL STATEMENTS (continued)

10. Finance lease receivables

	Within 1 year \$'000	Between 1 and 5 years \$'000	After 5 years \$'000	Total \$'000
2014				
Future minimum lease payments	62,791	251,165	539,223	853,179
Unearned finance income	(1,334)	(35,039)	(184,773)	(221,146)
Present value of minimum lease payments receivable	61,457	216,126	354,450	632,033

	Within 1 year \$'000	Between 1 and 5 years \$'000	After 5 years \$'000	Total \$'000
2013				
Future minimum lease payments	64,318	257,272	609,796	931,386
Unearned finance income	(1,401)	(36,581)	(224,430)	(262,412)
Present value of minimum lease payments receivable	62,917	220,691	385,366	668,974

	2014 \$'000	2013 \$'000
Due within one year	61,457	62,917
Due after more than one year	570,576	606,057
	632,033	668,974

The Company has entered into finance leasing arrangements for 4 ships (2013: 4 ships). The average term of the finance lease entered into is 18 years (2013: 18 years).

Unguaranteed residual values are estimated at \$nil (2013: \$nil).

The average effective interest rate in relation to finance lease agreements approximates 5.4% (2013: 5.5%).

11. Prepayments, accrued income and other assets

	2014 \$'000	2013 \$'000
Group relief receivable	300	786

12. Borrowings

	2014 \$'000	2013 \$'000
Loans from group undertakings	173,746	172,094
Loans from external parties	345,811	378,582
	519,557	550,676

NOTES TO THE FINANCIAL STATEMENTS (continued)

12. Borrowings (continued)

	2014 \$'000	2013 \$'000
Current – on demand or within one year	38,379	38,456
Non-current		
- between one and two years	29,182	30,185
- between two and five years	91,177	92,071
- after five years	360,819	389,964
	<u>481,178</u>	<u>512,220</u>

The Company has \$360,819,000 (2013: \$389,964,000) of unsecured borrowing from group undertakings and external parties greater than five years at a floating rate.

The repayment profile of the borrowings is disclosed in note 16 (ii).

13. Trade and other payables

	Due within one year	
	2014 \$'000	2013 \$'000
Other payables	<u>5,258</u>	<u>5,486</u>

14. Accruals, deferred income and other liabilities

	2014 \$'000	2013 \$'000
Accruals	<u>1,305</u>	<u>1,438</u>

15. Deferred tax

Net deferred tax liability comprises:

	Capital allowances \$'000
At 1 April 2012	109,336
Credit to profit and loss	(2,052)
At 31 March 2013	<u>107,284</u>
Credit to profit and loss	(14,517)
At 31 March 2014	<u>92,767</u>

NOTES TO THE FINANCIAL STATEMENTS (continued)

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 finance lease receivables and borrowings is estimated by discounting expected future cash flows using current interest rates and making appropriate adjustments for own credit risk in relation to borrowings in the current year.

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

	2014	2014	2013	2013
	Carrying	Fair	Carrying	Fair
	value	value	value	value
	\$'000	\$'000	\$'000	\$'000
Financial liabilities				
Borrowings	519,557	444,869	550,676	550,676

(ii) Financial risk management

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

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 and external parties. 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.

NOTES TO THE FINANCIAL STATEMENTS (continued)

16. Financial instruments and risk management (continued)

(ii) Financial risk management (continued)

Interest rate risk (continued)

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

	Variable rate \$'000	Non- interest earning \$'000	Total \$'000
2014			
Financial assets			
Finance leases	632,033	-	632,033
Cash	32	-	32
	<u>632,065</u>	<u>-</u>	<u>632,065</u>
Financial liabilities			
Borrowings	519,557	-	519,557
Trade and other payables	-	5,258	5,258
Accruals and other liabilities	-	1,305	1,305
	<u>519,557</u>	<u>6,563</u>	<u>526,120</u>
Net financial assets/(liabilities)	<u>112,508</u>	<u>(6,563)</u>	<u>105,945</u>
	Variable rate \$'000	Non- interest earning \$'000	Total \$'000
2013			
Financial assets			
Finance leases	668,974	-	668,974
Cash	783	-	783
	<u>669,757</u>	<u>-</u>	<u>669,757</u>
Financial liabilities			
Borrowings	550,676	-	550,676
Trade and other payables	-	5,486	5,486
Accruals and other liabilities	-	1,438	1,438
	<u>550,676</u>	<u>6,924</u>	<u>557,600</u>
Net financial assets/(liabilities)	<u>119,081</u>	<u>(6,924)</u>	<u>112,157</u>

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 increased by \$47,000 (2013: loss before tax for the year would have increased by \$37,000). This is mainly due to the Company's exposure to interest rates on its variable rate borrowings. There would be no other material impact on equity.

NOTES TO THE FINANCIAL STATEMENTS (continued)

16. Financial instruments and risk management (continued)

(ii) Financial risk management (continued)

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>	2014 \$'000	2013 \$'000
Finance lease receivables - Shipping	1 (2013: 1)	632,033	668,974
Group undertakings		32	783
Maximum credit exposure		<u>632,065</u>	<u>669,757</u>

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:

2014	0 – 3 months \$'000	3 – 12 months \$'000	1 – 3 years \$'000	3 – 5 years \$'000	5 – 10 years \$'000	10 – 20 years \$'000
Borrowings	17,201	22,577	65,677	74,581	390,665	-
Trade and other payables	5,258	-	-	-	-	-
Accruals and other liabilities	1,305	-	-	-	-	-
	<u>23,764</u>	<u>22,577</u>	<u>65,677</u>	<u>74,581</u>	<u>390,665</u>	<u>-</u>
2013	0 – 3 months \$'000	3 – 12 months \$'000	1 – 3 years \$'000	3 – 5 years \$'000	5 – 10 years \$'000	10 – 20 years \$'000
Borrowings	16,293	24,065	65,130	68,807	248,428	166,598
Trade and other payables	5,486	-	-	-	-	-
Accruals and other liabilities	1,438	-	-	-	-	-
	<u>23,217</u>	<u>24,065</u>	<u>65,130</u>	<u>68,807</u>	<u>248,428</u>	<u>166,598</u>

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).

NOTES TO THE FINANCIAL STATEMENTS (continued)

17. Share capital

		2014 \$	2013 \$
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.

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.

NOTES TO THE FINANCIAL STATEMENTS (continued)**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 March 2014 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.