Company Registration No: 05389803

EAGLE FAIRFIELD & DINGWALL LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS 31 December 2006

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Group Secretariat
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CONTENTS	Page
Officers and Professional Advisers	1
Directors' Report	2
Independent Auditors' Report	6
Income Statement	8
Balance Sheet	9
Statement of Changes in Equity	10
Cash Flow Statement	11
Notes to the Financial Statements	12

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS:

T V Castledine

S B Eighteen

N S Moy A E Tobin

SECRETARY:

M Castro

REGISTERED OFFICE:

135 Bishopsgate

London EC3M 3UR

AUDITORS:

Deloitte & Touche LLP

London

Registered in England and Wales.

DIRECTORS' REPORT

The directors present their report and the audited financial statements for the year ended 31 December 2006

ACTIVITIES AND BUSINESS REVIEW

Activity

The principal activity of the Company is the formulation of property related advances

The Company is a member of The Royal Bank of Scotland Group pic 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 pic 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 web site at rbs com.

Review of the year

The directors are satisfied with the development of the Company's activities during the year. The Company will be guided by its ultimate parent company in seeking further opportunities for growth. The directors do not recommend payment of a dividend for the year (2005 £nil)

The Company's financial performance is presented in the Income Statement on page 8 At the end of the year, the financial position showed total assets of £13,050,995 and equity of £1,187,946

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 January 2006 to date the following changes have taken place

	Appointed	Resigned
Directors		
A C Farnell		25 May 2007
A E Tobin	25 May 2007	
Secretary	•	
A S Graham		1 September 2006
M Castro	1 September 2006	•

DIRECTORS' REPORT (continued)

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 directors' report and financial statements comply with the requirements of 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.

USE OF FINANCIAL INSTRUMENTS

The Company's activities expose it to a variety of financial risks. The Company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential effects on the Company's financial performance.

Credit risk

The Company is exposed to credit risk on its financial assets relating to amounts receivable from customers. The maximum exposure to credit risk on these assets is represented by the carrying amount of each financial asset and liability in the balance sheet.

The Company does not use credit derivatives to hedge credit exposure. There has been no cumulative change in the fair value of loans and receivables attributable to changes in credit risk and there has been no change in the current year.

Liquidity risk

Liquidity management within the Company focuses on both overall balance sheet structure and control, within prudent limits, of risk arising from the mismatch of maturities across the balance sheet and from undrawn commitments and other contingent obligations

DIRECTORS' REPORT (continued)

USE OF FINANCIAL INSTRUMENTS (continued)

Market risk

The Company is not exposed to currency risk as all its assets and liabilities are U K based. It is exposed to fair value interest rate risk and price risk through assets and liabilities held, that could be affected by either risk.

The Company manages the market risk through its market risk management framework, which is based on value-at-risk ("VaR") limits

DISCLOSURE OF INFORMATION TO AUDITORS

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

- a) so far as he/she is aware there is no relevant audit information of which the Company's auditors are unaware, and
- b) the director has taken all the steps that he/she ought to have taken to make himself/herself 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 section 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

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

In the year ending 31 December 2007, RBSG will adhere to the following payment policy in respect of all suppliers RBSG is committed to maintaining a sound commercial relationship with its suppliers. Consequently, RBSG's policy is 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.

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

DIRECTORS' REPORT (continued)

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

Director 31 August 2007

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF EAGLE FAIRFIELD & DINGWALL LIMITED

We have audited the financial statements of Eagle Fairfield & Dingwall Limited ('the Company') for the year ended 31 December 2006 which comprise the income statement, the balance sheet, the statement of changes in equity, the cash flow statement, and the related Notes 1 to 18. 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

As described in the directors' report, the Company's directors are responsible for the preparation of the directors' report and the financial statements in accordance with applicable law and International Financial Reporting Standards ("IFRS") as adopted by the European Union. Our responsibility is to audit the financial statements in accordance with relevant 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 and whether the financial statements have been properly prepared in accordance with the Companies Act 1985. We also report to you whether, in our opinion, the information given in the directors' report is consistent with the financial statements. In addition we 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 directors' report for the above year 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. Our responsibilities do not extend to any information outside the directors' report.

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 judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF EAGLE FAIRFIELD & DINGWALL LIMITED (continued)

Basis of audit opinion (continued)

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 of the state of the Company's affairs as at 31 December 2006 and of its profit for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union,
- 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

Separate opinion in relation to IFRSs

As explained in Note 1, the Company, in addition to complying with its legal obligation to comply with IFRSs as adopted by the European Union, has also complied with the IFRSs as issued by the International Accounting Standards Board Accordingly, in our opinion the financial statements give a true and fair view, in accordance with the IFRSs, of the state of the Company's affairs as at 31 December 2006 and of its profit for the year then ended

Deloitte & Touche LLP

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Chartered Accountants and Registered Auditors

London, England

Date I festing 2007

INCOME STATEMENT For the year ended 31 December 2006

			11/03/2005 to
	Notes	2006	31/12/2005
		£	£
Continuing operations			
Revenue	3	1,547,461	882,031
Administrative expenses	4	(9,672)	(6,300)
Operating profit	5	1,537,789	875,731
Finance costs	6	(108,155)	(38,162)
Increase/(decrease) in fair value of derivative instruments		201,946	(263,788)
Interest receivable and similar income	7	757	3,742
Interest payable and similar charges	8	(403,968)	(108,827)
Profit before tax	•	1,228,369	468,696
Тах	9	(368,511)	(140,609)
Profit for the year	- -	859,858	328,087
Profit attributable to ordinary shareholders	=	859,858	328,087

The Notes to the Accounts on pages 12-18 are an integral part of these financial statements

BALANCE SHEET
As at 31 December 2006

Not	es 200 €	11/03/2005 to 31/12/2005
ASSETS	4	
Non-current assets		
Loans and receivables 10	12,731,412	5,361,025
Deferred tax asset 1	1 18,553	79,136
	12,749,965	5,440,161
Current assets		
Cash and cash equivalents	301,030	292,680
	301,030	292,680
Total assets	13,050,995	5,732,841
LIABILITIES		
Current liabilities		
Trade and other payables	2 326,182	309,412
Current tax liabilities 9	307,927	219,745
Derivative financial instruments	3 61,842	263,788
	695,951	792,945
Non-current liabilities		
Loans from parent entity 14	4 11,167,098	4,611,808
	11,167,098	4,611,808
Total liabilities	11,863,049	5,404,753
NET ASSETS	1,187,946	328,088
EQUITY		
Share capital	5 1	1
Retained earnings	1,187,945	328,087
Total equity	1,187,946	328,088

The Notes to the Accounts on pages 12-18 are an integral part of these financial statements

These financial statements were approved by the Board of Directors and authorised for issue on 31 August 2007 Signed on behalf of the Board of Directors

Director Son

STATEMENT OF CHANGES IN EQUITY For the year ended 31 December 2006

	Share Capital £	Retained Earnings £	Total £
Balance at 1 January 2005	-	-	-
Profit for the year Issue of shares	1	328,087 -	328,087 1
Balance at 1 January 2006	1	328,087	328,088
Profit for the year	-	859,858	859,858
Balance at 31 December 2006	1	1,187,945	1,187,946

CASH FLOW STATEMENT For the year ended 31 December 2006

	2006 £	2005 £
Operating activities		
Operating profit from continuing operations	1,537,789	875,731
Operating cash flows before movement in working capital	1,537,789	875,731
Increase in payables	16,769	290,292
Cash generated by operations	1,554,558	1,166,023
Income taxes paid	(219,745)	-
Net cash from operating activities	1,334,813	1,166,023
Investing activities		
Loans advanced	(7,370,387)	(5,361,025)
Interest receivable	757	3,742
Net cash used in investing activities	(7,369,630)	(5,357,283)
Financing activities		
Loans drawn down	6,411,196	4,560,754
Interest paid on interest rate derivatives	(102,146)	(19,041)
Interest paid to group undertaking	(265,883)	(57,773)
Net cash from financing activities	6,043,167	4,483,940
Net increase in cash and cash equivalents	8,350	292,680
Cash and cash equivalents at the beginning of the year	292,680	-
Cash and cash equivalents at the end of the year	301,030	292,680

NOTES TO THE ACCOUNTS For the year ended 31 December 2006

1. GENERAL

Eagle Fairfield & Dingwall Limited is a company incorporated in Great Britain under the Companies Act 1985. The address of the registered office is on page 1. The nature of the Company's operations and its principal activities are set out in the Directors' Report.

The accounts are prepared 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 (together IFRS) as adopted by the European Union (EU)

Accounting Developments

International Financial Reporting Standards

As at the date of authorisation of these financial statements, the following Standards which have not been applied in these financial statements were in issue but not yet effective

- IFRS 7 Financial Instruments Disclosures, and
- · the related amendment to IAS 1 on capital disclosures

The directors anticipate that the adoption of these Standards in future periods will have no material impact on the financial statements except for additional disclosures on capital and financial instruments when the relevant standards come into effect for periods commencing on or after 1 January 2007

NOTES TO THE ACCOUNTS

For the year ended 31 December 2006

2. ACCOUNTING POLICIES

The particular accounting policies adopted are described below

Accounting convention

The financial statements are prepared under the historical cost convention, in compliance with the Companies Act 1985, except that derivative instruments are measured at fair value

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. 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 rate method.

Cash and cash equivalents

Cash and cash equivalents are carried in the balance sheet at cost. For the purpose of cash flow statements, cash and cash equivalents comprise cash with banks on current and deposit accounts.

Trade and other payables

Trade and other payables are initially measured at fair value, and are subsequently measured at amortised cost, using the effective interest rate method

Derivative financial instruments

The Company's activities expose it primarily to the financial risks of changes in interest rates

The Company uses derivative financial instruments to fix its exposure to interest rate movements on borrowings from its parent company

Derivative financial instruments are classified as held for trading and are initially measured at fair value on the contract date. They are re-measured to fair value at subsequent reporting dates. Changes in fair value of derivative financial instruments are recognised in the income statement as they arise.

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

Revenue recognition

Interest income is recognised on the effective interest rate method, via calculating the amortised cost of a financial asset and allocating the income over the expected life of the asset

The effective interest rate is the rate that exactly discounts estimated future cash flows to the instrument's initial carrying amount. Calculation of the effective interest rate takes into account fees receivable, that are an integral part of the instrument's yield, premiums or discounts on acquisition or issue, early redemption fees and transaction costs. All contractual terms of a financial instrument are considered when estimating future cash flows.

Rental income from operating leases is recognised on a straight-line basis over the term of the lease

NOTES TO THE ACCOUNTS

For the year ended 31 December 2006

3	REVENUE	2006 £	2005 £
		_	-
	Loans and advances to customers - interest income	538,366	143,845
	Rental income	1,009,095	738,186
		1,547,461	882,031
4	ADMINISTRATIVE EXPENSES	2006	2005
		£	£
	Group management fees	-	6,300
	Legal and professional fees	9,653	-
	Bank charges	19	-
		9,672	6,300

5 OPERATING PROFIT

The auditors' remuneration of £5,000 (2005 £5,000) is borne by an intermediate company, The Royal Bank of Scotland plc for both the current and prior years

The directors received no emoluments from the Company during the current year (2005 £nil)

The Company has no employees (2005 none)

6.	FINANCE COSTS	2006 £	2005 £
	Interest payable on interest rate derivatives	108,155	38,162
7	INTEREST RECEIVABLE AND SIMILAR INCOME	2006 £	2005 £
	Interest received relates to bank deposits with the parent company	757	3,742
8	INTEREST PAYABLE AND SIMILAR CHARGES	2006 £	2005 £
	Inter-group interest expenses	403,968	108,827

NOTES TO THE ACCOUNTS

For the year ended 31 December 2006

9	TAX	2006	2005
		£	£
	Current taxation		
	Tax expense for the year	307,927	219,745
	Deferred taxation		
	Charge/(credit) for the year	60,584	(79,136)
	Income tax expense for the year	368,511	140,609
	The actual tax charge differs from the expected tax charge computed by apply tax rate of 30% (2005 30%) as follows	ring the standard to the control of	JK corporation 2005 £
		Ł	t.
	Expected tax credit	368,511	140,609
	Actual tax expense	368,511	140,609
10	LOANS AND RECEIVABLES	2006	2005
		3	£
	Loans secured on property	12,731,412	5,361,025

The Company acquired a long leasehold interest in property over a deferred basis of 2 years commencing 1 April 2005. The property is sublet for a 10 year period subject to repurchase options in favour of the freeholder, which are exercisable at their discretion between year 3 and 10.

Of the payments made to the freeholder, £12,731,412 is considered to be recoverable as a result of the freeeholders' exercising the options, according to their terms that provide the Company with an effective interest rate of 5.51%. The carrying value of the loan is approximate to fair value.

11 DEFERRED TAX ASSET

Provision for deferred taxation has been made as follows

	Revaluation of Swap £	Total £
At 1 January 2005	-	-
Charge to income At 1 January 2006	79,136 	79,136 79,136
Charge to income	(60,584)	(60,584)
As at 31 December 2006	18,553	18,553

NOTES TO THE ACCOUNTS

For the year ended 31 December 2006

12.	TRADE AND OTHER PAYABLES	2006 £	2005 £
	VAT	44,837	42,428
	Accruals and deferred income	281,345	266,983
		326,182	309,411

The fair value of all payables approximate to their carrying amount in the balance sheet

13.	DERIVATIVE FINANCIAL INSTRUMENTS	2006 £	2005 £
	Fair value of interest rate swaps	61,842	263,788
		61,842	263,788

The Company uses interest rate swap agreements with its parent entity to manage its exposure to interest rate movements on its bank borrowings by swapping a proportion of those borrowings from floating rates to fixed rates. Contracts with a nominal value of £16,227,316 have fixed interest payments of 5 86% up until 1 April 2015. The floating rates are hedged quarterly. In the current year the consecutive quarterly floating rates were 4 60063%, 4 61375%, 4 75250% and 5 08188%.

The fair value of swaps entered into at 31 December 2006 is £61,842 (2005 £263,788) These amounts are based on market values of equivalent instruments at the balance sheet date

14	LOANS FROM PARENT ENTITY	2006 £	2005 £
	Loans from parent entity	11,167,098	4,611,808
	The borrowings are repayable as follows		
	On demand or within one year	11,167,098	4,611,808

The loan from the Company's parent is a floating rate loan which amounted to £11,167,098 on 31 December 2006 (2005 £4,611,808) This is a rolling three month loan. The effective interest rate on the floating rate loan is 4.719%. This floating rate fluctuates with 3 month LIBOR. The fair value of the loan from parent entity approximates its carrying amount in the balance sheet.

15.	SHARE CAPITAL	2006 £	2005 £
	Authorised [.]		
	1,000 ordinary shares of £1 each	1,000	1,000
		1,000	1,000
	Issued and fully paid		
	1 ordinary shares of £1 each		
	At the beginning of the year	1	1
	At the end of the year	1	1

NOTES TO THE ACCOUNTS

For the year ended 31 December 2006

16 RELATED PARTY TRANSACTIONS

Related parties comprise group companies, companies with common directorships and directors of the company Details of transactions with related parties during the year are as follows

	Opening Balance	(Receipts)/ Payments	(Income)/ Expenses	Closing Balance
2006	£	£	£	£
Accounts with				
Banking members of the group Loan from parent company Income statement transactions during the	292,680 (4,611,808)	8,350 (6,555,290)	-	301,030 (11,167,098)
year Interest received on bank deposits Interest payable on interest rate derivatives	-	(757) 102,146	(757) 108,155	-
Interest paid on loan	-	265,883	403,968	-
Total	(4,319,128)	(6,179,668)	511,366	(10,866,068)
2005				
Accounts with				
Banking members of the group	-	292,680	-	292,680
Loan from parent company Income statement transactions during the year	-	(4,611,808)	-	(4,611,808)
Interest received on bank deposits	-	(3,742)	(3,742)	-
Interest payable on interest rate derivatives	-	19,041	38,162	-
Interest paid on loan	-	57,773	108,827	-
Management fees	-	6,300	6,300	-
Total		(4,239,756)	149,547	(4,319,128)

17. PARENT COMPANIES

The Company's immediate parent company is NatWest Property Investments 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 which 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, Edinburgh, EH12 1HQ

The smallest subgroup into which the Company is consolidated has as its parent company National Westminster Bank Plc, a company incorporated in Great Britain and registered in England and Wales. Copies of the consolidated financial statements for this subgroup can be obtained from The Royal Bank of Scotland Group plc, Gogarburn, Edinburgh, EH12 1HQ

NOTES TO THE ACCOUNTS
For the year ended 31 December 2006

18 EVENTS AFTER THE BALANCE SHEET DATE

There have been no significant events between the year end and the date of approval of the accounts which would require a change or additional disclosure in the accounts