31 December 2011

Member of Lloyds Banking Group

Registered Number 05493460

TUESDAY

A16 14/08/2012
COMPANIES HOUSE

#251

DIRECTORS

C G Dowsett A J Smith

COMPANY SECRETARY

P Gittins

INDEPENDENT AUDITORS

PricewaterhouseCoopers LLP Erskine House 68-73 Queen Street Edinburgh EH2 4NH

REGISTERED OFFICE

Charterhall House City Road Chester CH88 3AN

REGISTERED COMPANY NUMBER

05493460

REPORT OF THE DIRECTORS

REVIEW OF BUSINESS

During the year ended 31 December 2011, the company did not trade or incur any liabilities and consequently has made neither a profit nor a loss (2010 £238 profit) as set out in the statement of comprehensive income on page 5

The company has shareholder's equity of £3,877 (2010 £3,877)

DIVIDENDS

The directors did not authorise or pay any dividends during the year (2010 Enil)

DIRECTORS

The names of the directors of the company are shown on page 1. There were no changes in directors during the year

No director had any interest in any material contract or arrangement with the company during or at the end of the year

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements 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 of the company and of 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 accounting estimates that are reasonable and prudent,
- state whether applicable IFRSs as adopted by the European Union have been followed, subject to any material departures disclosed and explained in the financial statements, 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 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 enable them to ensure that the financial statements comply with 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.

DIRECTORS' INDEMNITIES

The directors have the benefit of a deed of indemnity which constitutes a "qualifying third party indemnity provision". These deeds are in force during the whole of the financial year (or from the date of appointment in respect of the directors who join the board during the financial year). The indemnities remain in force at the date of signing these financial statements. Deeds for existing directors are available for inspection at the registered office of Lloyds Banking Group plc.

AUDITORS AND DISCLOSURE OF INFORMATION TO AUDITORS

In the case of each director in office at the date the directors' report is approved

- · so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- the director has taken all the steps that he ought to have taken as a director in order to make himself aware of any
 relevant audit information and to establish that the company's auditors are aware of that information

AUDITORS' APPOINTMENT

PricewaterhouseCoopers LLP are deemed to be re-appointed as auditors under section 487(2) of the Companies Act 2006

PRINCIPAL RISKS AND UNCERTAINTIES

From the perspective of the company, the principal risks and uncertainties are integrated with the principal risks of the group and are not managed separately. For further details please refer to note '10 - Risk management of financial instruments' in these financial statements.

KEY PERFORMANCE INDICATORS ('KPIs')

Given the straightforward nature of the business, the company's directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the business

REPORT OF THE DIRECTORS (CONTINUED)

POLICY AND PRACTICE ON PAYMENT OF CREDITORS

The company follows 'The Prompt Payment Code' published by the Department for Businesses Innovation and Skills (BIS) regarding the making of payments to suppliers Information about the 'Prompt Payment Code' may be obtained by visiting www.promptpaymentcode.org.uk

The company's policy is to agree terms of payment with suppliers and these normally provide for settlement within 30 days after the date of the invoice, except where other arrangements have been negotiated. It is the policy of the company to abide by the agreed terms of payment, provided the supplier performs according to the terms of the contract.

As the company owed no amounts to trade creditors at 31 December 2011, the number of days required to be shown in this report, to comply with the provisions of the Companies Act 2006, is nil (Prior year nil)

On behalf of the board

C G Dowsett

Director

Date 8/8/12

INDEPENDENT AUDITORS' REPORT TO THE MEMBER OF DEVA LEASE 3 LIMITED

We have audited the financial statements of Deva Lease 3 Limited for the year ended 31 December 2011 which comprise the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Shareholder's Equity, the Cash Flow Statement, and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union

Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors' Responsibilities set out on page 2, 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.

This report, including the opinions, has been prepared for and only for the company's member as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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 report of the directors 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 2011 and of its result and cash flows for the year then ended.
- have been properly prepared in accordance with IFRS 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

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

Mark Hoskyns-Abrahall (Senior Statutory Auditor) for and on behalf of Price vaterhouse Coopers LLP Chartered Accountants and Statutory Juditors

Edinburgh

Date

8/8/2012

STATEMENT OF COMPREHENSIVE INCOME For the year ended 31 December 2011

	Note	2011 £	2010 £
Finance income	2	-	238
Result/profit before taxation	3	-	238
Taxation charge	4	-	(67)
Profit after tax and total comprehensive income for the year attributable to owners of the parent		-	171

BALANCE SHEET As at 31 December 2011			
	Note	2011 £	2010 £
Assets			
Current assets Amounts owed by group companies	5	44,635	46,259
Total current assets		44,635	46,259
Total assets		44,635	46,259
Liabilities			
Current liabilities Amounts owed to group companies	6	40,758	42,382
Total current liabilities		40,758	42,382
Equity Share capital Retained earnings	8 9	1 3,876	1 3,876
Total equity		3,877	3,877
Total liabilities and equity		44,635	46,259

The directors approved the accounts on 840 Ryst 2012 .

C G Dowsett Director

Registered Number 05493460

STATEMENT OF CHANGES IN SHAREHOLDER'S EQUITY

	Note	Share capital £	Retained earnings	Total £
Balance at 31 December 2009	8 9	1	3,705	3,706
Total comprehensive income for the year				
Profit for the year	9	-	171	171
				
Balance at 31 December 2010	8 9	1	3,876	3,877
Total comprehensive income for the year				
Result for the year	9	-	-	-
				
Balance at 31 December 2011	8 9	1	3,876	3,877

CASH FLOW STATEMENT For the year ended 31 December 2011

,	Note	2011 £	2010 £
Net cash flow from operating activities	11	(7,976)	7,743
Financing activities Decrease in bank borrowings		<u>.</u>	(139)
Net cash flow from financing activities		<u>-</u>	(139)
Net movement in cash and cash equivalents		(7,976)	7,604
Cash and cash equivalents at beginning of the year		46,120 	38,516
Cash and cash equivalents at end of the year		38,144	46,120
Cash and cash equivalents are comprised of			
Cash at bank	5	38,144	46,120
		38,144	46,120

NOTES TO THE FINANCIAL STATEMENTS

1 Accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

The financial statements have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union, under the historical cost convention

The financial statements have been prepared on the going concern basis which assumes that the company will continue in operational existence for the foreseeable future. The validity of this assumption depends on the continuing financial support provided by Bank of Scotland Ptc. After making appropriate enquiries, the directors believe that it is appropriate for the financial statements to be prepared on the going concern basis.

In preparing these financial statements the company has adopted IAS 1 (revised) Presentation of financial statements. The adoption of IAS 1 (revised) impacted the type and amount of disclosures made in these financial statements, but had no impact on the reported profits or financial position of the company. In accordance with the transitional requirements of the standards, the company has provided full comparative information.

Critical accounting estimates and judgements

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses. Due to the inherent uncertainty in making estimates, actual results reported in future periods may be based upon amounts which differ from those estimates. Estimates, judgements and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected. The accounting policies deemed critical to the company's results and financial position, based upon materiality and significant judgements and estimates, are discussed below.

- Impairment

The company regularly reviews the portfolio of financial assets for impairment. In determining whether an impairment has occurred at the balance sheet date the company considers whether there is any observable data indicating that there has been a measurable decrease in the estimated future cash flows or their timings, such observable data includes whether there has been an adverse change in the payment status of borrowers or changes in economic conditions that correlate with defaults on repayments or values of underlying assets. Where this is the case, the impairment loss is measured in accordance with note 1(b) below

1(a) Leases

Assets leased to customers are classified as finance leases if the lease agreements transfer substantially all the risks and rewards of ownership to the lessee, all other leases are classified as operating leases

When assets are leased under a finance lease the amount due from a lessee is recorded as a receivable at the present value of the lease payments being the company's net investment in the lease. Finance lease income is recognised over the lease term using the net investment method so as to reflect a constant periodic rate of return on the company's net investment in the lease.

Initial direct costs attributed to negotiating and arranging a finance lease are included in the initial measurement of the finance lease receivable thus reducing the amount of income recognised over the lease term. Fees and commissions received are deferred and recognised as an adjustment to the effective interest rate on the lease over the lease term.

1(b) Impairment

At each balance sheet date the company assesses whether, as a result of one or more events occurring after initial recognition, there is objective evidence that a financial asset or group of financial assets has become impaired

The criteria that the company uses to determine that there is objective evidence of an impairment loss include

- Delinquency in contractual payments of principal and/or interest,
- Indications that the borrower or group of borrowers is experiencing significant financial difficulty,
- Restructuring of debt to reduce the burden on the borrower,
- · Breach of loan covenants or conditions, and
- Initiation of bankruptcy

If there is objective evidence that an impairment loss has been incurred, a provision is established which is calculated as the difference between the balance sheet carrying value of the asset and the present value of the estimated future cash flows discounted at the asset's implicit rate in the lease

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, such as an improvement in the borrower's credit rating, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as a credit to the income statement.

NOTES TO THE FINANCIAL STATEMENTS

1 Accounting policles (continued)

1(c) Taxation

Current income tax which is payable on taxable profits is recognised as an expense in the period in which the profits anse

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax is not accounted for if it arises from initial recognition of an asset or 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 determined using tax rates that have been enacted or substantially enacted by the balance sheet date which are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax assets are recognised where it is probable that future taxable profit will be available against which the temporary differences can be utilised. Income tax payable on profits is recognised as an expense in the period in which those profits arise. The tax effects of losses available for carry forward are recognised as an asset when it is probable that future taxable profits will be available against which these losses can be utilised. Deferred tax related to fair value re-measurement of financial assets and liabilities, which are charged or credited directly to equity, is also credited or charged directly to equity and is subsequently recognised in the income statement together with the deferred gain or loss.

Deferred and current tax assets and liabilities are offset when they arise in the same tax reporting group and where there is both a legal right of offset and the intention to settle on a net basis or to realise the asset and settle the liability simultaneously

1(d) Dividends

Dividends are recognised in equity only when the company has the obligation to pay the ordinary shareholder

1(e) Cash and cash equivalents

For the purposes of the cash flow statement, cash and cash equivalents comprise cash and amounts due from banks with original maturities of less than three months

1(f) Foreign currency translation

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in sterling, which is the company's functional and presentation currency.

2 Finance income

			2011 £	2010 £
Finance lease income	•			238
		•		238

Finance income represents the income component of finance lease receivables earned in the year, being finance lease rentals less capital repayment

3 Result/profit before taxation

Audit fees for the company are borne by the immediate parent company, the audit fee attributed to this company for the year was £6700 (2010 £6700) The company has no employees and the directors received no remuneration in respect of their services to the company

NOTES TO THE	FINANCIAL STATEMENTS
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For further details please refer to note 12

NOTES TO THE FINANCIAL STATEMENTS		
4 Taxation charge		
	2011 £	2010 £
The taxation charge for the year comprises	-	_
Current tax receivable on current taxation profit for the year		6,352
Total current tax receivable for the year	-	6,352
Deferred taxation (Note 7)	-	(6,419)
Total taxation charge for the year	•	(67)
Where taxation on the company's result/profit for the year differs from the taxation charge that would corporation tax of 26 5% (2010 28%), the differences are explained below	anse using	the standard rate of
	2011 £	2010 £
Result/profit before taxation	•	238
Tax at standard rate of corporation tax	-	(67)
Total taxation charge	-	(67)
5 Amounts owed by group companies		
	2011 £	2010 £
Cash at bank Amounts due from parent undertakings Group relief receivable	38,144 139 6,352	46,120 139
	44,635	46,259
For further details please refer to note 12		
6 Amounts owed to group companies		
	2011 £	2010 £
Amounts due to fellow subsidiary undertakings Amounts due to parent undertakings Group relief payable	40,758 - -	40,758 203 1,421
	40,758	42,382
	70,700	42,302

NOTES TO THE FINANCIAL STATEMENTS

7 Deferred taxation

	2011 £	2010 £
At beginning of the year Deferred taxation result/(charge) for the year	<u>:</u>	6,419 (6,419)
At end of the year	-	-
The deferred taxation result/(charge) in the income statement comprises the following	2011	2010
Capital allowances on assets leased to customers	£	£ (6,419)
Total deferred taxation result/(charge)	-	(6,419)
8 Share capital		
	2011 £	2010 £
Authorised Ordinary shares of £1 each	1,000	1,000
	1,000	1,000
	2011 £	2010 £
Allotted, issued and fully paid		
Ordinary shares of £1 each	1	1
	1	1

The company's immediate parent company is Bank of Scotland plc. The company regarded by the directors as the ultimate parent company is Lloyds Banking Group plc, a limited liability company incorporated and domiciled in Scotland, which is also the parent undertaking of the largest group of undertakings for which group accounts are drawn up and of which the company is a member. Bank of Scotland plc is the parent company of the smallest such group of undertakings. Copies of the group accounts may be obtained from the company secretary's office, Lloyds Banking Group plc, 25 Gresham Street, London EC2V 7HN.

The company's objectives when managing capital are to safeguard the entity's ability to continue as a going concern, provide an adequate return to its shareholder through pricing products and services commensurately with the level of risk and, indirectly, to support the group's regulatory capital requirements

The company's parent manages the company's capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the company's parent may adjust the amount of dividends to be paid to the shareholder, return capital to the shareholder, issue new shares, or enter into debt financing

The company's capital comprises all components of equity, movements in which appear in the statement of changes in equity and bank borrowings as disclosed in note 6

9 Retained earnings

	2011 £	2010 £
At beginning of the year Result/Profit after tax and total comprehensive income for the year	3,876	3,705 171
At end of the year	3,876	3,876

NOTES TO THE FINANCIAL STATEMENTS

10 Risk management of financial instruments

The primary financial risks affecting the company are credit risk, liquidity risk and market risk (which include interest rate risk and foreign currency risk). Information on the management of these financial risks and further disclosures is given below

In accordance with IAS39 "Financial instruments Recognition and measurement", financial instruments are designated as held at amortised cost the accounting policies in note 1 describe how different classes of financial instruments are measured, and how income and expenses are recognised

Credit risk management

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation

The maximum credit risk exposure of the group in the event of other parties failing to perform their obligations is detailed below. The maximum exposure to loss is considered to be the balance sheet carrying amount as at 31 December 2011.

	2011	2010
Financial assets which are neither past due nor impaired for credit risk	£	£
Amounts owed by group companies	44,635	46,259
Total credit risk exposure	44,635	46,259
		

Credit risk management is performed by various committees established by its ultimate parent, Lloyds Banking Group plc. Each loan is assessed for credit risk prior to approval and assigned a credit rating based on the credit risk rating methodology and management policy of the Lloyds Banking Group plc. The company has no credit risk to a thrid party, all assets are recoverable from the company's ultimate parent, Lloyds Banking Group plc being a A (2010. AA) rated financial institution.

At the balance sheet date the company assesses if there is objective evidence that the financial assets have become impaired. Evidence of impairment may include indications that the counterparty is experiencing financial difficulty, default or delinquency in settlements of amounts due or debt restructurings to reduce the financial burden on the counterparty.

At 31 December 2011 and 2010 there were no impairments relating to credit risk against financial assets

Liquidity risk management

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or other financial asset

At 31 December 2011	Bank borrowings £	Other liabilities £	Total Liabilities £
On demand	40,758	•	40,758
Up to 1 month	-	-	-
1-3 months	-	•	-
3-12 months	•	-	-
1-5 years	-	•	•
Over 5 years	•	-	-
Total	40,758	•	40,758
At 31 December 2010	Bank borrowings £	Other liabilities £	Total Liabilities £
At 31 December 2010 On demand			Total Liabilities £
• •		£	£
On demand Up to 1 month 1-3 months	£	£	£ 1,421 - -
On demand Up to 1 month 1-3 months 3-12 months		£	£
On demand Up to 1 month 1-3 months 3-12 months 1-5 years	£	£	£ 1,421 - -
On demand Up to 1 month 1-3 months 3-12 months	£	£	£ 1,421 - -
On demand Up to 1 month 1-3 months 3-12 months 1-5 years	£	£	£ 1,421 - -

Bank borrowings and the associated interest payable upon them are borrowed short term and all borrowings are advanced by a fellow subsidiary undertaking of Lloyds Banking Group plc

NOTES TO THE FINANCIAL STATEMENTS

10 Risk managemente of financial instruments (continued)

Interest rate risk management

Interest rate risk is the risk that the future cash flows and fair values of a financial instrument may fluctuate because of changes in market interest rates

The company has no exposure to variable rate financial assets and liabilities

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cashflows of a financial instrument will fluctuate because of changes on foreign exchange rates

The company's transactions are all denominated in British Pounds as such the company has no exposure to foreign currency risk

11 Notes to the cash flow statement

•	2011 £	2010 £
Result/profit from operations	•	238
Movement in receivables	-	9,129
Movement in payables	(203)	(1,624)
Cash generated by operations	(203)	7,743
Group relief paid	(7,773)	-
Net cash flow from operations	(7,976)	7,743

12 Related parties

The company's related parties include other companies in the Lloyds Banking Group and the company's key management personnel. Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the company, which is determined to be the company's directors.

In respect of related party transactions, the outstanding balances receivable/(payable) at 31 December were as follows

Nature of transaction	Related party	2011 £	2010 £
Cash at bank Amounts due from parent Group relief payable Amounts due to fellow subsidiary undertakings Amounts payable to parent company Group relief receivable	Fellow subsidiary undertaking Immediate parent undertaking Fellow subsidiary undertaking Fellow subsidiary undertaking Fellow subsidiary undertaking Fellow subsidiary undertaking	38,144 139 (40,758) 6,352	46,120 139 (1,421) (40,758) (203)

The company paid group relief of £7,773 (2010 £nil) during the year to fellow subsidiary undertakings

NOTES TO THE FINANCIAL STATEMENTS

13 Future developments

The following accounting standard changes will impact the company in the future financial periods

Pronouncement

Nature of change

IASB effective date

IFRS 9 Financial Instruments 1

Replaces those parts of IAS 39 Financial Instruments Recognition Annual periods beginning on or after 1 January and Measurement relating to the classification, measurement and 2015 derecognition of financial assets and liabilities Requires financial assets to be classified into two measurement categories, fair value and amortised cost, on the basis of the objectives of the entity's business model for managing its financial assets and the contractual cash flow characteristics of the instrument. The available-for-sale financial asset and held-to-maturity investment categories in existing IAS 39 will be eliminated. The requirements for financial liabilities and derecognition are broadly unchanged.

from IAS 39

IFRS 12 Disclosure of Interests in Other

Entities

Requires an entity to disclose information that enables users of Annual periods beginning on or after 1 January financial statements to evaluate the nature of, and risks associated 2013

with its interests in other entities and the effects of those interests on its financial position, financial performance and cash flows

IFRS 13 Fair Value Measurement

The standard defines fair value, sets out a framework for Annual penods beginning on or after 1 January measuring fair value and requires disclosures about fair value 2013

measuring fair value and requires disclosures about fair value 2013 measurements. It applies to IFRSs that require or permit fair value measurements or disclosures about fair value measurements.

The initial view is that none of these pronouncements are expected to cause any material adjustments to reported numbers in the Financial Statements

14 Post balance sheet events

On 21 March 2012, the Government announced a further reduction in the rate of corporation tax to 24% with effect from 1 April 2012. This further reduction was enacted under the Provisional Collection of Taxes Act 1968 on 26 March 2012.

The proposed further reductions in the rate of corporation tax by 1% per annum to 22% from 1 April 2014 are expected to be enacted separately each year

¹ At the date of this report, these pronouncements are awaiting EU endorsement