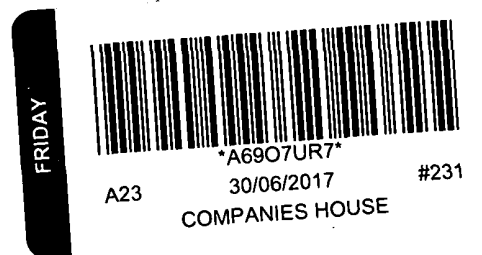


Company Registered No: 07001873

ARRAN SECURITISATION HOLDINGS LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

For the year ended 31 December 2016



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OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS:

Helena Whitaker
Intertrust Directors 1 Limited (formerly known as SFM
Directors Limited)
Intertrust Directors 2 Limited (formerly known as SFM
Directors (No. 2) Limited)

COMPANY SECRETARY:

Intertrust Corporate Services Limited (formerly known as SFM
Corporate Services Limited)

REGISTERED OFFICE:

35 Great St Helen's
London
United Kingdom
EC3A 6AP

INDEPENDENT AUDITOR:

Ernst & Young LLP
10 George Street
Edinburgh
EH2 2DZ

Registered in England and Wales

DIRECTORS' REPORT

The directors of Arran Securitisation Holdings Limited ("the Company") present their annual report together with the audited financial statements for the year ended 31 December 2016.

ACTIVITIES AND BUSINESS REVIEW

In accordance with sections 381-383 of the Companies Act 2006 ("the Act"), the Company qualifies as a small company. The Directors' Report has therefore been prepared taking into consideration the entitlement to small companies exemptions provided in sections 414B (as incorporated into the Act by the Strategic Report and Directors' Report Regulations 2013) and 415A of the Act.

Principal activity

The principal activity of the Company continues to be an investment holding company. The investments in group undertakings were established primarily to raise finance through the securitisation of residential mortgage assets originated by The Royal Bank of Scotland plc ("RBS plc") and National Westminster Home Loans Limited ("NWHL"), a subsidiary of RBS plc.

Business review

The directors do not anticipate any material change in either the type or level of activities of the Company.

FINANCIAL PERFORMANCE

The Company's financial performance is presented in the Statement of Comprehensive Income on page 7. The operating loss before taxation for the year was £2,164 (2015: £1,903).

At the end of the year, the Statement of Financial Position showed total assets of £37,506 (2015: £37,506), which included an investment in group undertakings of £37,505 (2015: £37,505) and total equity of £1,899 (2015: £4,063).

The Company's directors are of the opinion that analysis using key performance indicators is not necessary for an understanding of the development, performance or position of the Company.

PRINCIPAL RISKS AND UNCERTAINTIES

The Company's financial risk management objectives and policies regarding the use of financial instruments are set out in note 8 to the financial statements.

GOING CONCERN

The directors, having made such enquiries as they considered appropriate, have prepared the financial statements on a going concern basis.

DIRECTORS AND COMPANY SECRETARY

The present directors and company secretary who have served throughout the year are listed on page 1.

DIRECTORS' REPORT**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 them in accordance with International Financial Reporting Standards ("IFRS") as adopted by the European Union ("EU"), 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;
- provide additional disclosures when compliance with the specific requirements in IFRS are insufficient to enable users to understand the impact of particular transactions, other events and conditions of the entity's financial position and performance; and
- make an assessment of the Company's ability to continue as a going concern.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the Directors' Report and financial statements comply with the requirements of the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

DISCLOSURE OF INFORMATION TO AUDITOR

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

- so far as they are aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the directors have taken all the steps that they ought to have taken to make themselves aware of any relevant audit information, and to establish that the Company's auditor is aware of that information.

This confirmation is given and shall be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

DIRECTORS' INDEMNITIES

Qualifying third party indemnity provisions for the benefit of the directors were in force during the year under review and remain in force as at the date of approval of the Directors' Report and the financial statements.

DIRECTORS' REPORT

INDEPENDENT AUDITOR

Ernst & Young LLP was appointed as auditor on 25 May 2017 and has expressed its willingness to continue in office as auditor. Pursuant to section 487 of the Companies Act 2006 Ernst & Young LLP, subject to any resolution to the contrary, is deemed to have been re-appointed as auditor of the Company.

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



Helena Whitaker
Per pro Intertrust Directors 1 Limited
Director
Date: 22 June 2017

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ARRAN SECURITISATION HOLDINGS LIMITED

We have audited the financial statements of Arran Securitisation Holdings Limited ("the Company") for the year ended 31 December 2016 which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity, the Statement of Cash Flows and the related notes 1 to 11. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRS) as adopted by the European Union.

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 3, 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 December 2016 and of its loss 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 based on the work undertaken in the course of the audit:

- the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements;
- the Directors' Report have been prepared in accordance with applicable legal requirements.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ARRAN SECURITISATION HOLDINGS LIMITED

Matters on which we are required to report by exception

In light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have identified no material misstatements in the Directors' Report.

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 prepare the financial statements in accordance with the small companies regime and take advantage of the small companies exemption in not preparing a Strategic Report or in preparing the Directors' Report.



Mathew Philpott (Senior Statutory Auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
Edinburgh, United Kingdom

Date:

26 June 2017

STATEMENT OF COMPREHENSIVE INCOME
for the year ended 31 December 2016

		2016	2015
	Note	£	£
Continuing operations			
Interest expense		<u>(2,164)</u>	<u>(1,903)</u>
Loss before tax		<u>(2,164)</u>	<u>(1,903)</u>
Tax credit	5	<u>-</u>	<u>-</u>
Loss for the financial year		<u>(2,164)</u>	<u>(1,903)</u>

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

STATEMENT OF FINANCIAL POSITION
as at 31 December 2016

	Notes	2016 £	2015 £
Non-current assets			
Investments in group undertakings	6	37,505	37,505
Current assets			
Cash and cash equivalents		1	1
Total assets		37,506	37,506
Current liabilities			
Accruals, deferred income and other liabilities	7	35,607	33,443
Total liabilities		35,607	33,443
Equity			
Share capital	9	1	1
Retained earnings		1,898	4,062
Total equity		1,899	4,063
Total liabilities and equity		37,506	37,506

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

The financial statements of the Company were approved by the Board of Directors on 22 June 2017 and signed on its behalf by:



Helena Whitaker
Per pro Intertrust Directors 1 Limited
Director

STATEMENT OF CHANGES IN EQUITY
for the year ended 31 December 2016

	Share capital	Retained	Total
	£	earnings	£
	£	£	£
At 1 January 2015	1	5,965	5,966
Loss for the financial year	-	(1,903)	(1,903)
At 31 December 2015	1	4,062	4,063
Loss for the financial year	-	(2,164)	(2,164)
At 31 December 2016	1	1,898	1,899

Total comprehensive loss for the year of £2,164 (2015: £1,903) was wholly attributable to the owners of the Company.

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

STATEMENT OF CASH FLOWS
for the year ended 31 December 2016

	Notes	2016 £	2015 £
Operating activities			
Loss for the year before taxation		(2,164)	(1,903)
Adjustments for:			
Increase in interest payable	7	2,164	1,903
Net cash flows from operating activities		-	-
Cash flows from investing activities			
Disposal of Group undertakings	6	-	-
Net cash flows from investing activities		-	-
Cash flows from financing activities			
Repayment of Loan		-	-
Net cash flows used in financing activities		-	-
Net increase in cash and cash equivalents		-	-
Cash and cash equivalents at beginning of the year		1	1
Cash and cash equivalents at end of the year		1	1

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

NOTES TO THE FINANCIAL STATEMENTS**1. Accounting policies****a) Presentation and preparation of financial statements**

These financial statements are prepared:

- on a going concern basis;
- under International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB) and interpretations issued by the International Financial Reporting Interpretations Committee of the IASB as adopted by the European Union (EU) (together IFRS); and
- on the historical cost basis.

The Company is incorporated in the UK and registered in England and Wales and the financial statements are presented:

- in accordance with the Companies Act 2006; and
- in Sterling which is the functional currency of the Company;

The few changes to IFRS that were effective from 1 January 2016 have had no material effect on the Company's financial statements for the year ended 31 December 2016.

b) Consolidated financial statements

The financial statements contain information about Arran Securitisation Holdings Limited as an individual company and do not contain consolidated financial information as the parent of a group. The Company's investment in group undertaking is included by full consolidation in the IFRS consolidated financial statements of The Royal Bank of Scotland Group plc ("RBS"), a public company registered in Scotland.

The Company is a holding company that holds investments in securitisation vehicles. These investments in group undertakings are defined as special purpose entities in terms of IFRS 10 "Consolidated Financial Statements".

Even though RBS plc does not hold any of the voting rights in the Company's investments in group undertakings, the activities of the Special Purpose Entity (SPE) are still conducted on behalf of RBS plc. RBS plc have power over the investment decisions made by the SPE, it has exposure, or has rights, to variable returns from its involvement with that entity and has the ability to affect those returns through its power over the other entity.

These financial statements present information about the Company as an individual entity. Control of the companies in which investments are held is vested in RBS. As a result, consolidated financial statements are not prepared.

c) Investments in group undertakings

Investments in group undertakings are stated at cost less any impairment.

d) Accounting developments

No recent IASB announcement is expected to have a material effect on the Company's accounting policies or financial statements.

NOTES TO THE FINANCIAL STATEMENTS

1. Accounting policies (continued)

e) Taxation

Income tax expense or income, comprising current tax and deferred tax, is recorded in the income statement 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 Statement of Financial Position 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 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.

f) Cash and cash equivalents

In the cash flow statement, cash and cash equivalents comprises cash on hand and demand deposits with banks together with short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

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.

3. Staff costs, number of employees and directors' emoluments

The Company employed no staff during the year (2015: none). During the year under review the directors did not receive any remuneration from the Company in respect of qualifying services to the Company (2015: £nil).

4. Auditor's remuneration

Auditor's remuneration of £5,065 (2015: £5,065) is paid equally by two out of three investments in group undertakings companies; Arran Residential Mortgages Funding 2011-1 Plc and Arran Residential Mortgages Funding 2011-2 Plc.

5. Tax

	2016	2015
	£	£
Current taxation:		
UK corporation tax credit for the year	-	-

NOTES TO THE FINANCIAL STATEMENTS

5. Tax (continued)

The actual tax credit differs from the expected tax credit computed by applying the rate of UK corporation tax of 20% (2015: small profits rate 20%) as follows:

	2016 £	2015 £
Operating loss before tax	(2,164)	(1,903)
Expected tax credit	(433)	(381)
Unutilised losses brought forward and carried forward	433	381
Actual tax for the year	-	-

A deferred tax asset of £2,300 (2015: £1,988) has not been recognised on the grounds that the company has insufficient forecast profits to offset against them in future periods.

6. Investments in group undertakings

Investments in group undertakings are carried at cost less impairment. Balance at end of the year were as follows:

	2016 £	2015 £
At 1 January and 31 December	37,505	37,505

The investments in group undertakings of the Company are shown below. Their capital consists of the issued ordinary shares of £1 each which are unlisted.

Name of investments in group undertakings	Place of incorporation and operation	Proportion of ownership interest %	Proportion of voting power held %	Principal activity
Arran Residential Mortgages Funding 2010-1 Plc*	United Kingdom	100	100	Raising finance from debt markets
Arran Residential Mortgages Funding 2011-1 Plc*	United Kingdom	100	100	Raising finance from debt markets
Arran Residential Mortgages Funding 2011-2 Plc*	United Kingdom	100	100	Raising finance from debt markets

Their registered office is 35 Great St Helen's, London, EC3A 6AP, United Kingdom.

*0.01% of the shares are held by Intertrust Nominees Limited as a nominee on trust for and on behalf of the Company.

NOTES TO THE FINANCIAL STATEMENTS

7. Accruals, deferred income and other liabilities

	2016 £	2015 £
Loans from Intertrust Corporate Services Limited (see note 10)	25,003	25,003
Interest accrual on loans	10,604	8,440
	<u>35,607</u>	<u>33,443</u>

8. Financial risk management

The principal risks to which the Company is exposed are operational risk, interest rate risk and liquidity risk. The Company has established a comprehensive framework for the management of these risks.

Operational risk

Operational risk losses occur as the result of fraud, human error, missing or inadequately designed processes, failed systems, damage to physical assets, improper behaviour or from external events. The Company manages these risks through systems and procedures to monitor transactions and positions, the documentation of transactions and periodic review by internal audit. The Company also maintains contingent facilities to support operations in the event of disaster.

Interest rate risk

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 profile of its assets and liabilities, and limiting any re-pricing maturities.

As the Company is a holding company with no customers, it is not exposed to other risks such as market risk, currency risk or credit risk.

Liquidity risk

Liquidity risk is the risk that the Company is unable to meet its obligations as they fall due.

9. Share capital

	2016 £	2015 £
Allotted, called up and fully paid:		
Equity shares		
1 ordinary share of £1	<u>1</u>	<u>1</u>

The Company has one class of Ordinary Shares which carry no right to fixed income.

10. Related parties

Group undertakings

The entire share capital of the Company is held by Intertrust Corporate Services Limited ("ICS") under a declaration of trust for the benefit of certain charities. The directors consider ICS to be the ultimate parent undertaking. ICS is a wholly owned subsidiary of Intertrust Management Limited ("IML").

Copies of the financial statements of IML, a company registered in England and Wales, may be obtained from 35 Great St Helen's, London, EC3A 6AP.

During the year fees of £3,057 (2015: £2,054) were paid to IML in respect of corporate services fees provided to the group; these fees were borne by the Company's investments in group undertakings.

NOTES TO THE FINANCIAL STATEMENTS**10. Related parties (continued)**

On 10 November 2010 to fund the acquisition of Company's subsidiary, Arran Residential Mortgages Funding 2011-1 Plc, ICS provided a loan of £12,501.50, bearing interest at 6% per annum which was repayable in November 2012. This remains outstanding as at 31 December 2016. The loan and the related interest have been provided on a non-recourse basis and are repayable only where dividends have been received from the Subsidiary and the Company has sufficient liquid funds available to settle its obligation.

On 1 September 2011, to fund the acquisition of Company's subsidiary, Arran Residential Mortgages Funding 2011-2 Plc, ICS provided a loan totalling £12,501.50, bearing interest at 7.2% per annum, which was repayable in September 2013. This remains outstanding as at 31 December 2016. The loan and the related interest have been provided on a non-recourse basis and are repayable only where dividends have been received from the Subsidiary and the Company has sufficient liquid funds available to settle its obligation.

11. Post balance sheet events

There have been no significant events between the year end and the date of approval of the financial statements which would require a change to, or disclosure in the financial statements.