

Company Registered No: SC014647

ROYAL BANK OF SCOTLAND EDINBURGH NOMINEES LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

For the year ended 31 December 2013

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

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DIRECTORS' REPORT AND FINANCIAL STATEMENTS 2013

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ROYAL BANK OF SCOTLAND EDINBURGH NOMINEES LIMITED

SC014647

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS:

A J Nicholson
S J Sutherland

SECRETARY:

RBS Secretarial Services Limited

REGISTERED OFFICE:

24/25 St Andrew Square
Edinburgh
EH2 1AF

Registered in Scotland

DIRECTORS' REPORT

The directors of Royal Bank of Scotland Edinburgh Nominees Limited ("the Company") present their report and the financial statements for the year ended 31 December 2013.

ACTIVITIES AND BUSINESS REVIEW**Activity**

The Company is a dormant subsidiary of The Royal Bank of Scotland Group plc ("the Group") which provides the Company with direction and access to all central resources. Copies of the Group's accounts can be obtained from Corporate Governance and Secretariat, RBS Gogarburn, Edinburgh, EH12 1HQ, the Registrar of Companies or through the Group's website at www.rbs.com.

Financial performance

The Company has not traded during the accounting period. It received no income and incurred no expenditure and consequently has made neither a profit nor a loss. A Profit and Loss Account is therefore not presented.

Dividends

The directors do not recommend the payment of a dividend for 2013 (2012: £nil).

Principal risks and uncertainties

The Company is only exposed to risk or uncertainty in relation to balances with members of the Group.

Going concern

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

DIRECTORS AND SECRETARY

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

DIRECTORS' REPORT (continued)**DIRECTORS' RESPONSIBILITIES STATEMENT**

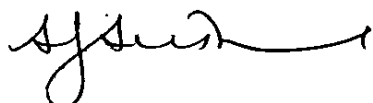
The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

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 them in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law) 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 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 UK Accounting Standards have 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.

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



S J Sutherland
Director

Date: 13 August 2014

BALANCE SHEET

As at 31 December 2013

	Notes	2013 £	2012 £
Current assets			
Amounts owed by Group Company		NIL	NIL
Total assets		NIL	NIL
Equity: capital and reserves			
Called up share capital	4	NIL	NIL
Total shareholders' funds		NIL	NIL

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

DIRECTORS' DECLARATION

1. For the year ended 31 December 2013 the Company was entitled to an audit exemption under Section 480(1) of the Companies Act 2006.
2. No members have required the Company to obtain an audit of its financial statements for the period in question in accordance with Section 476 of the Companies Act 2006.
3. The directors acknowledges their responsibility for :
 - a) ensuring the Company keeps accounting records, which comply with Section 386 of the Companies Act 2006; and
 - b) preparing accounts which give a true and fair view of the state of affairs of the Company as at the end of its financial year, and of its profit and loss for the financial year in accordance with Section 395 (1(a)) of the Companies Act 2006, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the Company.

The financial statements were approved by the Board of Directors on ¹³ August 2014 and signed on its behalf by:



S J Sutherland
Director

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

These financial statements have been prepared under the historical cost convention and in accordance with applicable United Kingdom Accounting Standards and law.

The Company's financial statements are presented in Sterling which is the functional currency of the Company.

The Company is incorporated in the United Kingdom and registered in Scotland. The Company's financial statements are presented in accordance with the Companies Act 2006.

2. Profit and loss account

The Company has not traded during the accounting period. It received no income and incurred no expenditure and consequently made neither a profit nor a loss. A Profit and Loss Account is therefore not presented.

3. Operating expenses

None of the directors received any emoluments from the Company for their services to the Company in the year ended 31 December 2013 (2012: £nil).

None of the directors had any material interest in any contract of significance in relation to the business of the Company in the year ended 31 December 2013 (2012: £nil).

The Company did not have any employees in the year ended 31 December 2013 (2012: none).

4. Share capital

The Company is limited by guarantee and has no share capital.

5. 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.

There have been no transactions between the Company and the UK Government and UK Government controlled bodies during the current year or preceding year.

Group undertakings

The Company's immediate parent company is The Royal Bank of Scotland plc, a company incorporated in the UK. As at 31 December 2013 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 Corporate Governance and Secretariat, Gogarburn, PO Box 1000, Edinburgh, EH12 1HQ.

The Company's ultimate holding company, The Royal Bank of Scotland Group plc which is incorporated in the UK, heads the largest group in which the Company is consolidated. Copies of the consolidated accounts may be obtained from Corporate Governance and Secretariat, The Royal Bank of Scotland Group plc, Gogarburn, PO Box 1000, Edinburgh, EH12 1HQ.