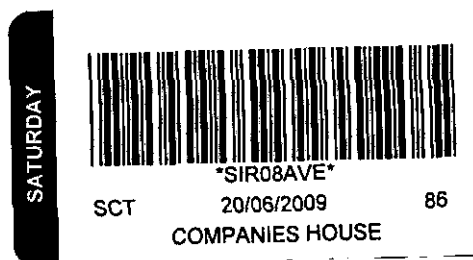


Company Registration No: SC080244

ROYAL BANK GROUP SERVICES LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

31 December 2008



**Group Secretariat
The Royal Bank of Scotland Group plc
Gogarburn
P.O. Box 1000
Edinburgh EH12 1HQ**

ROYAL BANK GROUP SERVICES LIMITED

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ROYAL BANK GROUP SERVICES LIMITED

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS:

**N C MacArthur
A E Mills
A N Taylor**

SECRETARY:

Y Wood

REGISTERED OFFICE:

**36 St Andrew Square
Edinburgh
EH2 2YB**

Registered in Scotland.

ROYAL BANK GROUP SERVICES LIMITED

DIRECTORS' REPORT

The directors present their report and financial statements for the year ended 31 December 2008.

ACTIVITIES AND BUSINESS REVIEW

Activity

The Company is a dormant company.

DIRECTORS AND SECRETARY

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

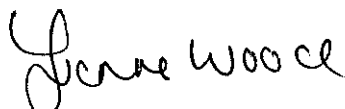
From 1 January 2008 to date the following changes have taken place:

	Appointed	Resigned
Directors		
A W McKean		20 June 2008
N C MacArthur	20 June 2008	

DIRECTORS' INDEMNITIES

In terms of section 236 of the Companies Act 2006, none of the directors have been granted Qualifying Third Party Indemnity Provisions by The Royal Bank of Scotland Group plc.

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



Y Wood
Secretary

Date: 15/6/09

ROYAL BANK GROUP SERVICES LIMITED


BALANCE SHEET AS AT 31 December 2008

	Note	2008 £	2007 £
Current Assets			
Debtors:		<u>100</u>	<u>100</u>
Amounts owed by Group Company - (The Royal Bank of Scotland plc)			
Net Assets		<u>100</u>	<u>100</u>
Capital			
Called up share capital	5	<u>100</u>	<u>100</u>

The Notes on pages 4 and 5 form part of these accounts.

DIRECTORS DECLARATION

- 1 For the period ended 31 December 2008 the Company was entitled to exemption under section 249AA(1) of the Companies Act 1985.
- 2 No members have required the Company to obtain an audit of its accounts for the period in question in accordance with section 249B(2) of the Companies Act 1985.
- 3 The directors acknowledge their responsibility for:
 - a) ensuring the Company keeps accounting records which comply with section 221 of the Companies Act 1985; 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 226 of the Companies Act 1985, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the Company.

Director:  N C MacArthur

Date: 15/6/09

ROYAL BANK GROUP SERVICES LIMITED

NOTES

1 Principal Accounting Policies

The accounts have been prepared in accordance with applicable Accounting Standards in the United Kingdom. A summary of the more important accounting policies, which have been applied consistently, is set out below.

2 Basis of Accounting

The accounts have been prepared under the historical cost convention and in compliance with the Companies Act 1985 and 2006.

3 Parent Companies

On 1 December 2008, the UK Government through HM Treasury became the ultimate controlling party of The Royal Bank of Scotland Group plc. The UK Government's shareholding is managed by UK Financial Investments Limited, a company wholly owned by the UK Government.

The Group's ultimate holding company is The Royal Bank of Scotland Group plc and its immediate parent company is The Royal Bank of Scotland plc. Both companies are incorporated in Great Britain and registered in Scotland.

As at 31 December 2008, The Royal Bank of Scotland Group plc heads the largest group in which the Group is consolidated and The Royal Bank of Scotland plc heads the smallest group in which the Group is consolidated. Copies of the consolidated accounts of both companies may be obtained from The Secretary, The Royal Bank of Scotland Group plc, Gogarburn, PO Box 1000, Edinburgh EH12 1HQ.

4 Related Party Transactions

The Company is exempt from the requirement of Financial Reporting Standard 8 'Related Party Disclosures' to disclose transactions and balances with other subsidiaries or investees of The Royal Bank of Scotland Group plc. The Company's results are included in the Consolidated Financial Statements of The Royal Bank of Scotland Group plc.

5 Called Up Share Capital

	Authorised	Share capital allotted, called up and fully paid
At 31 December 2008 and 31 December 2007:		
Ordinary Shares of £1 each	£1,000,000	<u>£100</u>

ROYAL BANK GROUP SERVICES LIMITED

6 Profit and Loss Account

The Company has not traded during the accounting period, has 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. None of the directors received any remuneration.

7 Approval of Accounts

The accounts were approved at a meeting of the board of directors.