

Company Registration No. 3302753

ORCHARDBROOK LIMITED

Annual Report and Financial Statements

For the year ended 31 December 2011



ORCHARDBROOK LIMITED

Annual Report and Financial Statements for the year ended 31 December 2011

| CONTENTS | Page |
|---------------------------------------|-------------|
| Officers and Professional Advisers | 1 |
| Directors' Report | 2 |
| Directors' Responsibilities Statement | 4 |
| Independent Auditor's Report | 5 |
| Profit and Loss Account | 7 |
| Balance Sheet | 8 |
| Cash Flow Statement | 9 |
| Notes to the Financial Statements | 10 |

ORCHARDBROOK LIMITED

Annual Report and Financial Statements for the year ended 31 December 2011

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

Capita Trust Corporate Services Limited
Capita Trust Corporate Limited
Susan Lawrence

SECRETARY

Capita Trust Secretaries Limited
34 Beckenham Road
Beckenham, Kent
London
BR3 4TU

REGISTERED OFFICE

4th Floor
40 Dukes Place
London
EC3A 7NH

BANKERS

The Royal Bank of Scotland plc
135 Bishopsgate
London
EC2M 3UR

SOLICITORS

Clifford Chance
10 Upper Bank Street
London
E14 5JJ

AUDITOR

Deloitte LLP
London

ORCHARDBROOK LIMITED

Annual Report and Financial Statements for the year ended 31 December 2011

DIRECTORS' REPORT

The directors present their report on the affairs of Orchardbrook Limited ("the Company") together with the financial statements and auditor's report for the year ended 31 December 2011

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment in asset backed loan notes

BUSINESS REVIEW

During the period the Company maintained its investment in asset backed notes. The directors expect the level of activity to remain at the same level in the forthcoming financial year

On 21 November 2011, the Company amended its loan agreement with The Royal Bank of Scotland plc with a view to providing an increasing cash margin to cover its ongoing expenses and to provide a profit. Prior to this date the interest margin was 0.06%. Thereafter the interest margin for the remainder of the semi-annual period to April 2012 was increased to 0.13%, giving rise to an average margin during the year of 0.07%.

RESULTS AND DIVIDENDS

The results for the year and the state of the Company's affairs are set out in the accompanying financial statements

No dividends were declared or paid by the Company during the year (2010: £nil) and the directors do not propose a final dividend (2010: £nil)

DIRECTORS

The directors who served throughout the year, except as noted, are as follows

Capita Trust Corporate Limited
Capita Trust Corporate Services Limited
Susan Lawrence

PRINCIPAL RISKS, FINANCIAL INSTRUMENTS AND RISK MANAGEMENT POLICIES AND PROCEDURES

The directors acknowledge that the global macro-economic indicators and general business environment remain challenging. Market liquidity constraints, limited availability of credit and difficult trading conditions continue to pose significant challenges to all underlying businesses and borrowers to whom the Company has exposure. Conditions may deteriorate further due to the continued global financial and economic uncertainty.

The principal risks facing the Company are interest rate risk and credit risk. These risks have been monitored on an on-going basis during the year and the Company has policies in place to mitigate these risks, as summarised below

Interest rate risk

The Company financed the investment in Finance for Residential Social Housing plc Series 3 loan notes by borrowing funds denominated in Sterling from The Royal Bank of Scotland plc. This funding carries a fixed interest rate and the investment in Finance for Residential Social Housing plc also yields a fixed interest rate. The interest rate risk is therefore mitigated by matching a fixed rate asset to a fixed rate liability.

Credit risk

The Company regularly monitors its investment in Finance for Residential Social Housing Plc to ensure that it is recoverable.

GOING CONCERN RISK

The Company is financed by a loan which is repayable on the maturity date of 2058 or on the settlement date of Series 3 notes, whichever is earlier. The Company earns a margin between the interest income from its investment in asset backed notes over the interest expense on the loan funding sufficient to cover its administrative expenses.

ORCHARDBROOK LIMITED

Annual Report and Financial Statements for the year ended 31 December 2011

DIRECTORS' REPORT (continued)

GOING CONCERN RISK (CONTINUED)

After making enquiries, and considering the uncertainties described above, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. For these reasons, they continue to adopt the going concern basis in preparing the annual report and accounts.

AUDITOR

Deloitte LLP have expressed their willingness to continue in office as auditor and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO THE AUDITOR

The directors confirm that

- a) so far as each of the directors are aware, there is no relevant information of which the Company's auditor is unaware, and
- b) each director has taken all the steps that they ought to have taken as directors in order 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 should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

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



Sean Martin
Capita Trust Corporate Services Limited

30 April 2012

ORCHARDBROOK LIMITED

Annual Report and Financial Statements for the year ended 31 December 2011

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 financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 UK Accounting Standards have been followed, 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ORCHARDBROOK LIMITED

We have audited the financial statements of Orchardbrook Limited for the year ended 31 December 2011 which comprise the Profit and Loss Account, the Balance Sheet, the Cash Flow Statement and the related notes 1 to 17. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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, 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. 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 loss for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ORCHARDBROOK LIMITED (continued)

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



Simon Stephens (Senior Statutory Auditor)

for and on behalf of Deloitte LLP

Chartered Accountants and Statutory Auditor

London, United Kingdom

30 April 2012

ORCHARDBROOK LIMITED

Annual Report and Financial Statements for the year ended 31 December 2011

PROFIT AND LOSS ACCOUNT

| | Notes | 2011 £'000 | 2010 £'000 |
|---|-------|---------------|---------------|
| Interest receivable | 3 | 626 | 632 |
| Interest payable | 4 | (618) | (626) |
| Administrative expenses | 5 | (20) | (7) |
| LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION | | (12) | (1) |
| Tax on loss on ordinary activities | 6 | - | - |
| LOSS ON ORDINARY ACTIVITIES FOR THE FINANCIAL YEAR | | (12) | (1) |

The accompanying notes are an integral part of this Profit and Loss Account

The results above arose wholly from continuing operations

There have been no recognised gains or losses attributable to the shareholders other than the loss for the current year and prior year and accordingly no Statement of Total Recognised Gains and Losses is shown

ORCHARDBROOK LIMITED

Annual Report and Financial Statements for the year ended 31 December 2011

BALANCE SHEET

| | Note | 2011 £'000 | 2010 £'000 |
|--|------|---------------|---------------|
| FIXED ASSETS | | | |
| Investments | 7 | 9,717 | 9,717 |
| CURRENT ASSETS | | | |
| Debtors | 8 | 157 | 159 |
| Cash at bank | | 14 | 28 |
| | | 171 | 187 |
| CREDITORS: amounts falling due within one year | 9 | (161) | (165) |
| NET CURRENT ASSETS | | 10 | 22 |
| TOTAL ASSETS LESS CURRENT LIABILITIES | | 9,727 | 9,739 |
| CREDITORS: amounts falling due after more than one year | 10 | (9,717) | (9,717) |
| NET ASSETS | | 10 | 22 |
| Capital and reserves | | | |
| Called-up share capital | 11 | - | - |
| Profit and loss account | 12 | 10 | 22 |
| SHAREHOLDERS' FUNDS | | 10 | 22 |

The accompanying notes are an integral part of this Balance Sheet

These financial statements of Orchardbrook Limited, registration number 3302753, were approved and authorised for issue by the Board of Directors on 30 April 2012

Signed on behalf of the Board of Directors



Sean Martin

Capita Trust Corporate Services Limited

ORCHARDBROOK LIMITED

Annual Report and Financial Statements for the year ended 31 December 2011

CASH FLOW STATEMENT

| | Notes | 2011 £'000 | 2010 £'000 |
|---|--------------|-----------------------|-----------------------|
| Cash flow used in operating activities | 14 | (14) | (14) |
| Income taxes paid | | - | - |
| | | <u>(14)</u> | <u>(14)</u> |
| Net cash flow used in operating activities | | (14) | (14) |
| Decrease in cash | 15 | (14) | (14) |

The accompanying notes are an integral part of these statements

ORCHARDBROOK LIMITED

Annual Report and Financial Statements for the year ended 31 December 2011

NOTES TO THE FINANCIAL STATEMENTS

1. ACCOUNTING POLICIES

A summary of the principal accounting policies, all of which have been applied consistently throughout the year and the preceding year, is set out below

Basis of accounting

The financial statements have been prepared in accordance with applicable United Kingdom accounting standards (United Kingdom Generally Accepted Accounting Practice) and under the historical cost convention. The financial statements have been prepared on a going concern basis as explained in the Directors' Report.

Due to the fact that the nature of the business is to provide loan finance, the directors are of the opinion that it is more appropriate to use interest receivable and interest payable rather than turnover and cost of sales in preparing the Profit and Loss Account.

Interest receivable

Investment income is accounted for on an accruals basis to give a constant rate of return. Investment income includes interest receivable on the Series 3 loan notes acquired from Finance for Residential Social Housing Plc.

Interest payable

Interest expense paid on The Royal Bank of Scotland loan is accounted for on an accruals basis to give a constant rate of return.

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.

Deferred tax assets are only recognised to the extent that it is probable that they will be recovered.

Investments

Investments held are shown at cost less any provision for impairment.

2. DIRECTORS AND EMPLOYEES

None of the directors received any emoluments for their services to the Company during the year (2010 £nil).

None of the directors had any material interest in any contract of significance in relation to the business of the Company (2010 £nil).

The Company does not have any employees (2010 none).

3. INTEREST RECEIVABLE

| | 2011 £'000 | 2010 £'000 |
|-------------------------------|---------------|---------------|
| Interest income on loan notes | 626 | 632 |
| | <u>626</u> | <u>632</u> |

ORCHARDBROOK LIMITED

Annual Report and Financial Statements for the year ended 31 December 2011

NOTES TO THE FINANCIAL STATEMENTS**4. INTEREST PAYABLE**

| | 2011 £'000 | 2010 £'000 |
|------------------|---------------|---------------|
| Interest on loan | 618 | 626 |

5. ADMINISTRATIVE EXPENSES

| | 2011 £'000 | 2010 £'000 |
|---|---------------|---------------|
| Auditor's fees – audit of the Company's annual accounts | 5 | 4 |
| Other expenses | 15 | 3 |
| | <u>20</u> | <u>7</u> |

6. TAXATION ON LOSS ON ORDINARY ACTIVITIES

| | 2011 £'000 | 2010 £'000 |
|--|---------------|---------------|
| Loss on ordinary activities before tax | (12) | (1) |
| Current taxation | | |
| Over provision in respect of prior periods | - | - |
| Tax credit for the year | - | - |

The actual tax charge differs from the expected tax charge computed by applying the blended rate of UK corporation tax of 26.5% (2010 – 21%) as follows

| | | |
|---|----------|----------|
| Expected tax credit | (3) | - |
| Unutilised losses brought forward and carried forward | 3 | - |
| | <u>-</u> | <u>-</u> |
| Actual tax credit | - | - |

7. INVESTMENTS

| | 2011 £'000 | 2010 £'000 |
|--|---------------|---------------|
| Series 3 loan notes issued by Finance for Residential Social Housing Plc | 9,717 | 9,717 |

The legal maturity of the loan notes is 2058. The directors consider there has been no impairment in value, as they believe the cost of the notes will be realised in full. The annual effective interest rate applicable to these notes at period end was 6.5% (2010: 6.5%).

ORCHARDBROOK LIMITED

Annual Report and Financial Statements for the year ended 31 December 2011

NOTES TO THE FINANCIAL STATEMENTS**8. DEBTORS**

| | 2011 | 2010 |
|---------------------------------------|--------------|--------------|
| | £'000 | £'000 |
| Accrued interest income on loan notes | 157 | 159 |
| | <u>157</u> | <u>159</u> |

9. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

| | 2011 | 2010 |
|------------------------------|--------------|--------------|
| | £'000 | £'000 |
| Accruals and deferred income | 161 | 165 |
| | <u>161</u> | <u>165</u> |

10. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

| | 2011 | 2010 |
|------|--------------|--------------|
| | £'000 | £'000 |
| Loan | 9,717 | 9,717 |
| | <u>9,717</u> | <u>9,717</u> |

On 21 November 2011, the Company amended its loan agreement with The Royal Bank of Scotland plc so that the loan is repayable on the earlier of the day that the principal amount of the Finance for Residential Social Housing plc Series 3 loan notes has been reduced to zero or its legal maturity. Consequently this creditor has been classified as a long-term creditor. The loan carries a fixed rate of interest of 6.50% minus an adjustment rate (which is calculated to provide the Company with an increasing cash margin over the life of the loan) and the legal maturity is at 2058.

11. CALLED-UP SHARE CAPITAL

| | 2011 | 2010 |
|---|-------------|-------------|
| | £ | £ |
| | <u>1</u> | <u>1</u> |
| Allotted, called-up and fully paid | | |
| 1 ordinary share of £1 | 1 | 1 |
| | <u>1</u> | <u>1</u> |

ORCHARDBROOK LIMITED

Annual Report and Financial Statements for the year ended 31 December 2011

NOTES TO THE FINANCIAL STATEMENTS**12. PROFIT AND LOSS ACCOUNT**

| | 2011 £'000 | 2010 £'000 |
|-------------------------|-----------------------|-----------------------|
| Opening retained profit | 22 | 23 |
| Loss for the year | (12) | (1) |
| Closing retained profit | <u>10</u> | <u>22</u> |

13. RECONCILIATION OF MOVEMENTS IN EQUITY SHAREHOLDERS' FUNDS

| | 2011 £'000 | 2010 £'000 |
|------------------------------------|-----------------------|-----------------------|
| Opening equity shareholders' funds | 22 | 23 |
| Loss for the financial year | (12) | (1) |
| Closing equity shareholders' funds | <u>10</u> | <u>22</u> |

14. RECONCILIATION OF OPERATING LOSS TO NET CASH OUTFLOW FROM OPERATING ACTIVITIES

| | 2011 £'000 | 2010 £'000 |
|--|-----------------------|-----------------------|
| Loss after tax | (12) | (1) |
| Decrease in debtors | 2 | - |
| Decrease in creditors | (4) | (13) |
| Net cash outflow from operating activities | <u>(14)</u> | <u>(14)</u> |

15. ANALYSIS OF CHANGES IN NET DEBT

| | As at 31 December 2010 £'000 | Cash flows £'000 | As at 31 December 2011 £'000 |
|-------------------------|---|-----------------------------|---|
| Cash at bank | 28 | (14) | 14 |
| Debt due after one year | (9,717) | - | (9,717) |
| | <u>(9,689)</u> | <u>(14)</u> | <u>(9,703)</u> |

ORCHARDBROOK LIMITED

Annual Report and Financial Statements for the year ended 31 December 2011

NOTES TO THE FINANCIAL STATEMENTS

15. ANALYSIS OF CHANGES IN NET DEBT (CONTINUED)

Reconciliation of net cash flow to movement in net debt

| | |
|------------------|------|
| Decrease in cash | (14) |
|------------------|------|

| | |
|---------------------------------|---------|
| Net debt as at 31 December 2010 | (9,689) |
|---------------------------------|---------|

| | |
|---------------------------------|---------|
| Net debt as at 31 December 2011 | (9,703) |
|---------------------------------|---------|

16. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The ordinary shares of the Company are held by Royal Exchange Trust Company Limited

On 28 November 2011, The Royal Bank of Scotland plc entered into a transaction to dispose of its economic entitlement to future interest and principal receivable on the loan to the Company. This transaction resulted in The Royal Bank of Scotland Group plc no longer consolidating the Company, and, as a result, the ultimate controlling company of the Company is no longer The Royal Bank of Scotland Group plc

17. RELATED PARTY TRANSACTIONS

Up until 28 November 2011, the results of the Company were consolidated into The Royal Bank of Scotland plc. The table below summarises the transactions that took place with The Royal Bank of Scotland plc up until 28 November 2011 which wholly relate to the Company's loan payable to The Royal Bank of Scotland plc

| | Profit and Loss Account | |
|------------------|-------------------------|-------|
| | income/(expense) | |
| | £'000 | |
| | 28 Nov 2011 | 2010 |
| Interest on loan | (566) | (626) |

Up until 28 November 2011, the Company was under common control with Finance for Residential Social Housing Plc. The table below summarises the transactions that took place with Finance for Residential Social Housing Plc up until 28 November 2011 which wholly relate to the Company's investment in loan notes issued by Finance for Residential Social Housing Plc

| | Profit and Loss Account | |
|------------------------|-------------------------|------|
| | income/(expense) | |
| | £'000 | |
| | 28 Nov 2011 | 2010 |
| Interest on loan notes | 571 | 632 |