

Company Registered No: 05283118

RBS RESIDENTIAL VENTURE NO. 2 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**

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS:

A C Davidson
M P Wood

SECRETARY:

RBS Secretarial Services Limited

REGISTERED OFFICE:

135 Bishopsgate,
London,
EC2M 3UR

Registered in England and Wales

DIRECTORS' REPORT

The directors of RBS Residential Venture No.2 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.

Preparation and presentation of accounts

As explained in the note 1, in the year ended 31 December 2013 the Company has changed from reporting under IFRS adopted by the European Union to FRS 101 as issued by the Financial Reporting Council which the Company has adopted early. This change has not had a material effect on the financial statements.

Dividends

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

Principal risks and uncertainties

The Company is part of a group which has established a comprehensive framework for managing risks, which is continually evolving as business activities change in response to market, credit, product and other developments.

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 except where noted below, are listed on page 1.

From 1 January 2013, the following changes have taken place:

	Appointed	Resigned
M P Wood	04/03/2013	

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

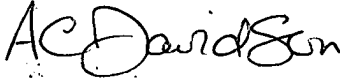
The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

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 Financial Reporting Standards 101 Reduced Disclosure Framework, 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 for the financial year 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 Financial Reporting Standard 101 has 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:



A C Davidson
Director

Date: 16 July 2014

BALANCE SHEET
As at 31 December 2013

	Note	2013 £	2012 £
Assets			
Non-current assets			
Investments in joint venture	2	500	500
		<u>500</u>	<u>500</u>
Current assets			
Trade and other receivables	3	500	500
Total assets		<u>1,000</u>	<u>1,000</u>
Liabilities			
Current liabilities			
Trade and other payables	4	500	500
Total liabilities		<u>500</u>	<u>500</u>
Equity			
Share capital	8	500	500
Total equity		<u>500</u>	<u>500</u>
Total liabilities and equity		<u>1,000</u>	<u>1,000</u>

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 financial statements which fairly present the financial position of the Company as at the end of its financial period, and its financial performance for the period in accordance with International Accounting Standards referred to by Section 395 (1(b)) of the Companies Act 2006.

The financial statements were approved by the Board of Directors on 16 July 2014 and signed on its behalf by:



A C Davidson
Director

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

These financial statements are prepared on a going concern basis (see Directors' Report) and have been prepared in accordance with the recognition and measurement principles of International Financial Reporting Standards issued by the IASB and interpretations issued by the International Financial Reporting Interpretations Committee of the IASB as adopted by the EU (together IFRS) and under Financial Reporting Standard 101 (Reduced Disclosure Framework). The Company meets the definition of a qualifying entity under Financial Reporting Standard 100 issued by the Financial Reporting Council.

Accordingly, in the year ended 31 December 2013 the Company has undergone transition from reporting under IFRS adopted by the EU to FRS 101 as issued by the Financial Reporting Council which the Company has adopted early. This change has not had a material effect on the financial statements.

The financial statements are prepared on the historical cost basis.

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

The Company is incorporated in the UK and registered in England & Wales. The Company's financial statements are presented in accordance with the Companies Act 2006.

There are a number of changes to IFRS that were effective from 1 January 2013. They have had no material effect on the Company's financial statements for the year ended 31 December 2013.

b) Financial assets

On initial recognition, financial assets are classified into loans and receivables. Loans and receivables are initially recognised at fair value plus directly related transaction costs. They are subsequently measured at amortised costs using the effective interest method less any impairment losses.

c) Investment in joint venture

A joint venture is a contractual arrangement whereby the company and other parties undertake an economic activity that is subject to joint control, which is when the strategic financial and operating policy decisions relating to the activities require the unanimous consent of the parties sharing control. Joint venture arrangements that involve the establishment of a separate entity in which each venturer has an interest are referred to as jointly controlled entities.

Interest in joint ventures is held at cost less any provisions for impairment.

2. Investments in joint venture

Investments in joint ventures are carried at cost less impairment. There were no movements during the year.

	2013	2012
	£	£
At 1 January and 31 December	<u>500</u>	500

The detail of the investment in the joint venture is shown below. Its capital consists of Ordinary shares.

Name of subsidiary	Country of incorporation & operation	Proportion ownership interest	of	Proportion of voting power held	Principal activity
BL Residential General Partner Limited	Great Britain	50%		50%	Property investment

NOTES TO THE FINANCIAL STATEMENTS (continued)

3. Trade and other receivables

	2013	2012
	£	£
Amount receivable from immediate parent company	<u>500</u>	500

4. Trade and other payables

	2013	2012
	£	£
Amount receivable to joint venture	<u>500</u>	500

5. Profit and loss account

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.

6. 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).

7. Related party transactions

The Company entered into no transactions during the year and its only assets and liabilities are balances with Group Companies.

8. Share capital

	2013	2012
	£	£
Authorised:		
1000 ordinary Shares of £1 each	<u>1000</u>	1000
Allotted, called up and paid up:		
500 ordinary Shares of £1 each	<u>500</u>	500

9. 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 by 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 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.

NOTES TO THE FINANCIAL STATEMENTS (continued)

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.