RBS Capital Funding Trust VII

Management Report and
Financial Statements as of and for the
Years Ended December 31, 2010 and 2009, and
Independent Auditors' Report

RBS CAPITAL FUNDING TRUST VII

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MANAGEMENT REPORT

Financial position and performance

RBS Capital Funding Trust VII (the "Trust") reported net income of approximately $200 million for the year ended December 31, 2010 primarily related to a carrying value adjustment of the Trust Preferred Securities ("Trust Securities").

In 2010, the Trust employed no staff.

Outlook

Effective April 1, 2011, the Trust suspended interest payments on the Trust Securities through and including March 31, 2013.

Management does not expect any significant change in the activities of the Trust.

Management Disclosure

In accordance with the European Transparency Directive implemented in the Netherlands as part of the Act of Financial Supervision (Wet op het Financieel Toezicht ("WFT")), we declare that, to the best of our knowledge:

1. the financial statements give a true and fair view, in all material respects, of the assets, liabilities, financial position and profit and loss of the Trust;

2. the report gives a true and fair view, in all material respects, of the Trust and its related entities as per December 31, 2010 and their state of affairs during 2010; and

3. the report describes the material risks that the Trust is facing.

Michiel van Schaardenburg, President

Jason Hauf, Trustee

April 27, 2011

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INDEPENDENT AUDITORS' REPORT

To the Officers of
RBS Capital Funding Trust VII

We have audited the accompanying statements of financial condition of RBS Capital Funding Trust VII (the "Trust") as of December 31, 2010 and 2009 and the related statements of operations, changes in stockholder's equity, and cash flows for the years then ended. These financial statements are the responsibility of the Trust's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Trust's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements present fairly, in all material respects, the financial position of RBS Capital Funding Trust VII at December 31, 2010 and 2009, and the results of its operations, changes in its stockholder's equity and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Deloitte & Touche LLP

April 27, 2011

RBS CAPITAL FUNDING TRUST VII

STATEMENTS OF FINANCIAL CONDITION
DECEMBER 31, 2010 and 2009
(In thousands except for share information)

	2010	2009
ASSETS		
Cash	$ 1	$ 1
Investment securities		
Available-for-sale (cost $1,800,000)	924,480	720,000
TOTAL ASSETS	$ 924,481	$ 720,001
LIABILITIES AND STOCKHOLDER'S EQUITY		
LIABILITIES:		
Trust securities	1,600,106	1,800,000
Total liabilities	$ 1,600,106	$ 1,800,000
STOCKHOLDER'S EQUITY:		
Common stock, $25 par value — authorized, issued and outstanding 40 shares	1	1
Accumulated other comprehensive income	(875,520)	(1,080,000)
Retained earnings	199,894	-
Total stockholder's equity	(675,625)	(1,079,999)
TOTAL LIABILITIES AND STOCKHOLDER'S EQUITY	$ 924,481	$ 720,001

See notes to financial statements.

RBS CAPITAL FUNDING TRUST VII

STATEMENTS OF OPERATIONS
YEARS ENDED DECEMBER 31, 2010 and 2009
(In thousands)

	2010	2009
Interest Income	$ 109,440	$ 109,440
Interest Expense	109,440	109,440
Net Interest Income	-	-
Gain on adjustment of carrying value of Trust Securities	199,894	-
Net Income	$ 199,894	$ -

See notes to financial statements.

RBS CAPITAL FUNDING TRUST VII

STATEMENTS OF CHANGES IN STOCKHOLDER'S EQUITY
YEARS ENDED DECEMBER 31, 2010 and 2009
(In thousands)

	Common Stock	Accumulated Other Comprehensive Income	Retained Earnings	Total
BALANCE — January 1, 2009	$ 1	$ (1,081,440)	$ -	$ (1,081,439)
Unrealized loss on available-for-sale securities	-	1,440	-	1,440
Net Income	-	-	-	-
BALANCE — December 31, 2009	1	(1,080,000)	-	(1,079,999)
Unrealized gain on available-for-sale securities	-	204,480	-	204,480
Net Income	-	-	199,894	199,894
BALANCE — December 31, 2010	$ 1	$ (875,520)	$ 199,894	$ (675,625)

See notes to financial statements.

RBS CAPITAL FUNDING TRUST VII

STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2010 and 2009
(In thousands)

	2010	2009
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 199,894	$ -
Adjustments to reconcile net income to net cash provided by operating activities:		
Gain on adjustment of carrying value of Trust Securities	(199,894)	-
Change in receivable from affiliate	-	1
Net cash provided by operating activities	-	1
CASH — Beginning of year	1	-
CASH — End of year	$ 1	$ 1
Interest paid	$ 109,440	$ 109,440

See notes to financial statements.

1. ORGANIZATION AND NATURE OF OPERATIONS

RBS Capital Funding Trust VII (the "Trust") is a wholly owned subsidiary of RBS Wholesale Holding, Inc. (the "Parent"). The Parent owns 100% of the outstanding common shares of the Trust. The Parent is a wholly owned subsidiary of RBS WCS Holding Company ("WCS Holding"). WCS Holding is a wholly owned subsidiary of The Royal Bank of Scotland N.V. (the "Bank" or "RBS N.V."), which is a wholly owned subsidiary of RBS Holdings N.V. ("Holdings"). Holdings is a wholly owned subsidiary of RFS Holdings B.V. ("RFS"). The Trust is economically and financially dependent on WCS Holding, the Bank and Holdings.

RFS was formed by Fortis Bank Nederland N.V. ("Fortis"), The Royal Bank of Scotland Group plc ("RBS") and an affiliate of Banco Santander, S.A. ("Santander") to acquire all of the issued and outstanding ordinary shares and all of the issued and outstanding American depository shares of Holdings.

On December 31, 2010, RBS ownership of RFS increased from 38.3% to 97.7% thereby giving RBS majority legal ownership of RFS.

The United Kingdom ("UK") Government is the ultimate majority shareholder of RBS. The UK Government's shareholding is managed by UK Financial Investment Limited, a company wholly owned by the UK Government.

The Trust, a statutory trust, was formed under the Statutory Trust Act pursuant to the Amended and Restated Trust Agreement dated as of July 3, 2003 (the "Trust Agreement"), and as amended on September 27, 2007, and a Certificate of Trust filed with the Secretary of State of the State of Delaware on April 1, 2003 for the sole purpose of issuing and selling its preferred securities (the "Trust Securities"), which represent an undivided beneficial interest in assets of the Trust and investing the proceeds thereof in the RBS Capital Funding LLC VII ("Funding LLC") preferred securities (the "LLC Securities"). Funding LLC used the proceeds from the issuance of the LLC Securities to invest in "Initial Intercompany Securities" issued by the Bank. Distributions, redemption and liquidation payments paid by the Funding LLC on the LLC Securities will pass through the Trust to pay distributions, redemption and liquidation payments on the Trust Securities. The Trust Securities are listed and traded on the NYSE Euronext exchange. The Bank of New York Mellon Trust Company, N.A., a Delaware Trustee, ("Trustee") is the Trustee, Registrar, Property Trustee, and Paying Agent.

In the ordinary course of business, the Trust has transactions with affiliates. The Trust defines affiliates as wholly owned subsidiaries or branches of the Bank and Holdings unless otherwise indicated in these financial statements.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation and Use of Estimates — The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America

(“GAAP”) requires management to make estimates and assumptions regarding the fair value of the investment securities and amortized cost basis of the Trust Securities that affect the amounts reported in the financial statements and accompanying disclosures. These estimates and assumptions are based on management’s judgment and available information. Actual results could differ from those estimates.

The Trust’s policy is to consolidate all entities in which it owns more than 50% of the outstanding voting stock unless it does not control the entity. However, the Trust did not have a controlling financial interest in any entity in the periods presented in the accompanying financial statements. Further, the Trust consolidates any variable interest entity for which the Trust is the primary beneficiary. However, the Trust has determined that it was not the primary beneficiary of any variable interest entity in the periods presented in the accompanying financial statements.

Investment Securities —The securities are classified as debt securities as they represent a preferred ownership interest in Funding LLC and by their terms must be redeemed by Funding LLC. The LLC Securities are classified as available-for-sale securities and measured at fair value with unrealized gains and losses reported as a component of accumulated other comprehensive income included in stockholder’s equity. The investment securities are evaluated for impairment at each reporting date. With respect to the Trust’s investment securities, an other-than-temporary impairment is recognized if the Trust (a) intends to sell or expects to be required to sell the debt security before amortized cost is recovered or (b) does not expect to ultimately recover the amortized cost basis even if it does not intend to sell the security. Losses under (a) are recognized in earnings. Under (b) the credit loss component is recognized in earnings and any difference between fair value and the amortized cost basis net of the credit loss is reflected in other comprehensive income.

Interest income is accrued daily at the effective interest rate.

Fair Value Measurement — The Trust’s available-for-sale investment securities are recorded at fair value on the Trust’s statements of financial condition.

Fair value is defined as the price that could be received in an asset sale, or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The current accounting guidance for fair value measurements establishes a framework for measuring fair value using a three level hierarchy based upon the market observability and reliability of inputs used to value assets and liabilities, and requires enhanced disclosures about fair value measurements. Fair value measurement accounting guidance does not dictate when fair value should be the basis to account for a financial instrument, nor does it prescribe which valuation technique should be used. An entity is required to choose appropriate valuation techniques based upon market conditions, availability, reliability, and observability of valuation inputs.

The fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value based upon the transparency and observability of such inputs. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

> Level 1 – Valuations are based upon unadjusted quoted prices in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date. An active market is a market in which transactions for the asset or liability occur with sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2 – Valuations are based upon either quoted prices for the same or like asset or liability in markets that are not active, or significant model inputs all of which are observable, either directly or indirectly, for substantially the full term of the financial instrument.

Level 3 – Valuations are based upon prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement. Such inputs reflect assumptions that the reporting entity believes would be used by market participants in valuing the asset or liability but that are unobservable.

The level within which a financial instrument is categorized under the fair value hierarchy is based on the lowest level input that is significant to the fair value measurement in its entirety. The Trust reviews its fair value hierarchy classifications periodically and changes in the observability of valuation inputs and in the significance of valuation inputs may result in a transfer between fair value hierarchy level categories. Any reclassifications are treated as if they occurred at the beginning of the reporting period.

The Trust's investment securities are classified as Level 2 at December 31, 2010 and 2009. The fair value of the investment securities was derived from the quoted price of a similar exchange-traded security.

Trust Securities —The Trust Securities are classified as a liability as the Trust Securities are mandatorily redeemable financial instruments with a redemption price equal to $25 per security. The Trust Securities are held at amortized cost.

Interest expense is accrued daily at the effective interest rate and paid quarterly on the last day of March, June, September and December.

Federal Income Taxes —The Trust is a grantor trust for United States federal income tax purposes. As such, the Trust is considered a pass through entity and is not subject to federal or state income taxes.

Recent Accounting Pronouncements —In January 2010, the FASB issued ASU No. 2010-06, "Improving Disclosures about Fair Value Measurements", which increases disclosure regarding the fair value of assets and liabilities. The key provisions of this guidance include the requirement to disclose separately the amounts of significant transfers in and out of Level 1 and Level 2 including a description of the reason for the transfers. Previously this was only required of transfers involving Level 3 assets and liabilities. Further, reporting entities are required to provide fair value measurement disclosures for each class of assets and liabilities; a class is potentially a subset of the assets or liabilities within a line item in the statement of financial condition. Additionally, disclosures about the valuation techniques and inputs used to measure fair value for both recurring and nonrecurring fair value measurements are required for either Level 2 or Level 3 assets or liabilities. This portion of the guidance is effective for annual reporting periods beginning after December 15, 2009. The Trust's adoption of the effective pronouncement resulted in enhanced disclosures and did not impact the Trust's financial condition, results of operations or cash flows. The guidance also requires that the disclosure on any Level 3 assets or liabilities presents separately information about purchases, sales, issuances and settlements. The last portion of the guidance is effective for fiscal years beginning after December 15, 2010. The Trust's adoption of this last portion of the guidance will not impact the Trust's financial statements.

3. INVESTMENT SECURITIES

A comparison of the cost and fair value of the available-for-sale securities at December 31, 2010 and 2009, respectively, is as follows:

December 31, 2010	Cost	Available-for-Sale Cumulative Unrealized Losses	Fair Value
Investment Securities	$ 1,800,000	$ (875,520)	$ 924,480

December 31, 2009	Cost	Available-for-Sale Cumulative Unrealized Losses	Fair Value
Investment Securities	$ 1,800,000	$ (1,080,000)	$ 720,000

The cumulative unrealized losses for the investment securities have been in a continuous unrealized loss position for greater than twelve months. The unrealized losses on the Trust's investments securities are considered to be temporary as the Trust has the ability and intent to hold these investments until a recovery of fair value occurs, which may be upon redemption, and the redemption of such investment securities, at cost, is guaranteed by Holdings.

The investment securities are LLC Securities, issued by Funding LLC, that receive quarterly interest payments in arrears, when deemed declared by the Funding LLC's board of directors, at an annual rate of 6.08%. As of December 31, 2010 and 2009, interest payments have been received at each quarter-end. The LLC Securities are redeemable, at the option of the Funding LLC and with prior approval of Holdings and the Dutch Central Bank, in whole or in part, as of February 18, 2009 and at any time thereafter at the redemption price of $25 per security. The LLC Securities are also redeemable at the redemption price of $25 per security if a LLC Special Redemption Event occurs. A LLC Special Redemption Event would occur when the Dutch Central Bank notifies Holdings that the LLC Securities may not be included in the Tier 1 Capital of Holdings, if there is insubstantial risk that the LLC would be considered an "investment company" under the 1940 Act, or there is insubstantial risk that the Funding LLC will be subject to taxes due to a change in tax law.

Effective December 31, 2010 and as a result of a change in ownership of RFS, interest payments on the LLC Securities became subject to the European Commission ("EC") Burden Sharing Agreement between RBS Group and the EC. Under the Agreement, the interest payments on the LLC Securities will be suspended effective April 1, 2011 through and including March 31, 2013. The interest payable on the LLC Securities is non-cumulative.

4. TRUST SECURITIES

A total of 72 million Trust Securities were issued and are outstanding at December 31, 2010 and 2009, with an initial price of $25 per security (the liquidation preference), representing a total value of $1.8 billion. The Trust Securities are non-cumulative and pay interest quarterly on the last day of

March, June, September and December of each year, commencing in September 2003, at an annual rate of 6.08%. Interest payments on the Trust Securities will be made to the extent that the Trust has funds available for the payment of interest. Interest is paid through the property trustee who holds the interest received in respect to the LLC Securities for the benefit of the holders of the Trust Securities. Amounts available to the Trust for payment to the holders of the Trust Securities are limited to payments received by the Trust from LLC Funding or from Holdings. Upon the redemption of the LLC Securities, the proceeds from such repayment will simultaneously be applied to redeem a corresponding number of Trust Securities at the redemption price of $25 per security.

As the Trust will receive no interest payments during the period of April 1, 2011 through and including March 31, 2013, it will suspend interest payments on the Trust Certificates until interest payments resume. The carrying value of the Trust Certificates was reduced by $200 million to reflect the impact of the change in future cash flows. The related gain recognized in 2010 will be amortized as interest expense beginning April 1, 2011 through March 31, 2013.

The Trust Securities are traded on the NYSE Euronext exchange and have readily determinable fair values. The amortized cost and fair value of the Trust Securities as of December 31, 2010 and 2009 are as follows:

December 31, 2010	Carrying Value	Fair Value
Trust Securities	$ 1,600,106	$ 924,480

December 31, 2009	Carrying Value	Fair Value
Trust Securities	$ 1,800,000	$ 720,000

Upon the occurrence of a Regulatory Event, the Trust Securities will be exchanged for perpetual, non-cumulative "Capital Securities" of the Bank, having equivalent liquidation preference, rights and restrictions in all material respects to the rights and restrictions of the Trust Securities. A Regulatory Event is when the Bank is notified by the Dutch Central Bank that the Bank's capital adequacy ratio would, after payment of the interest payment on the Initial Intercompany Securities, be less than the minimum capital adequacy requirements.

5. GUARANTEES

Holdings irrevocably and unconditionally guarantees, on a subordinated basis, payment obligations under the LLC Securities, the Trust Securities and the Capital Securities.

6. SERVICING AGREEMENT

Pursuant to the Services Agreement, dated July 3, 2003 (and further amended on September 27, 2007), WCS Holding, in its capacity as "Advisor", renders various services to the Trust. Under the Services Agreement, the Advisor pays all of the Operating Expenses of the Trust. The services that are provided, but not limited to, are to administer the day-to-day operations and provide administrative, accounting and security holder relations. The Trust does not pay a service fee to WCS Holding nor are such servicing costs allocated to the Trust or the holders of the Trust Securities.

7. SUBSEQUENT EVENTS

Management has evaluated the possibility of subsequent events existing in the Trust's financial statements through April 27, 2011, the date which the financial statements were available for issuance.

Effective April 1, 2011, the Trust suspended interest payments on the Trust Securities through and including March 31, 2013 as a result of the EC Burden Sharing Agreement between the Trust's ultimate parent, RBS, and the European Commission. The carrying value of the Trust Securities was reduced by $200 million as of December 31, 2010 to reflect the impact of the change in future cash flows. The gain recognized in 2010 will be amortized as interest expense beginning April 1, 2011 through March 31, 2013.

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