

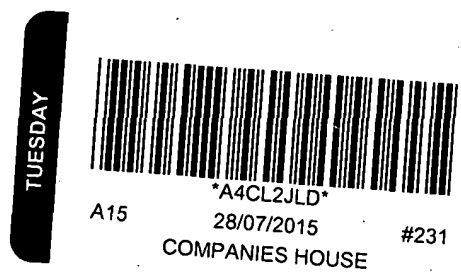
AMENDED.

Company Registered No: 03414708

THE ONE ACCOUNT LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

For the year ended 31 December 2014



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THE ONE ACCOUNT LIMITED

03414708

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS: L D Matheson
M Larkin

COMPANY SECRETARY: G L McIntyre

REGISTERED OFFICE: 135 Bishopsgate
London
England
EC2M 3UR

INDEPENDENT AUDITOR: Deloitte LLP
Chartered Accountant and Statutory Auditor
Saltire Court
20 Castle Terrace
Edinburgh
United Kingdom
EH1 2DB

Registered in England and Wales

STRATEGIC REPORT

The directors of The One Account Limited ("the Company") present their annual report together with the audited financial statements for the year ended 31 December 2014.

ACTIVITIES AND BUSINESS REVIEW**Principal activity**

The principal activity of the Company continues to be earning of income from intellectual property rights associated with The One Account brand.

The Company is a subsidiary of The Royal Bank of Scotland Group plc ("RBS") which provides the Company with direction and access to all central resources it needs and determines policies in all key areas such as finance, risk, human resources or environment. For this reason, the directors believe that performance indicators specific to the Company are not necessary or appropriate for an understanding of the development, performance or position of the business. The annual reports of RBS review these matters on a group basis. Copies can be obtained from Corporate Governance and Secretariat, PO Box 1000, RBS Gogarburn, Edinburgh, EH12 1HQ, the Registrar of Companies or through the RBS website at www.rbs.com.

Business review

The directors are satisfied with the Company's performance in the year. The Company will be guided by its shareholders in seeking further opportunities for growth.

FINANCIAL PERFORMANCE

The Company's financial performance is presented in the Profit and Loss Account on page 8.

The operating profit before taxation for the year was £12,205k (2013: £12,573k). The retained profit for the year was £9,570k (2013: £9,688k).

At the end of the year total assets were £51,493k (2013: £52,186k).

Dividends

The directors declared and paid an interim dividend of £10,000k (2013: £106,000k).

PRINCIPAL RISKS AND UNCERTAINTIES

The Company seeks to minimise its exposure to financial risks.

Management focuses on both the overall balance sheet structure and the control, within prudent limits, of risk arising from mismatches, including currency, maturity, interest rate and liquidity. It is undertaken within limits and other policy parameters set by the RBS Asset and Liability Management Committee (RBS ALCO).

The Company is funded by facilities from The Royal Bank of Scotland plc. These are denominated in the functional currency and carrying no significant financial risk.

The Company's assets mainly comprise amounts due from Group undertakings which would not expose it to any significant risk.

Operational risk

Operational risks are inherent in the Company's business. Operational risk losses occur as the result of fraud, human error, missing or inadequately designed processes, failed systems, damage to physical assets, improper behaviour or from external events. The key mitigating processes and controls include risk and control assessment, scenario analysis, loss data collection, new product approval process, key risk indicators, notifiable events process and the self certification process. The implementation of these processes and controls is facilitated and overseen by operational risk teams, with internal audit providing independent evaluation of the control framework.

STRATEGIC REPORT**PRINCIPAL RISKS AND UNCERTAINTIES (continued)****Market risk**

Market risk is the potential for loss as a result of adverse changes in risk factors including interest rates and equity prices together with related parameters such as market volatilities.

Details of the Company's exposure to interest is detailed below.

Interest rate risk

Structural interest rate risk arises where assets and liabilities have different repricing maturities.

Interest rate risk arises where assets and liabilities have different repricing maturities. The Company is exposed to interest rate risk on amounts owed by group undertakings.

Credit risk

The objective of credit risk management is to enable the Company to achieve appropriate risk versus reward performance whilst maintaining credit risk exposure in line with approved appetite for the risk that customers will be unable to meet their obligations to the Company.

The key principles of the RBS's Credit Risk Management Framework are set out below:

- approval of all credit exposure is granted prior to any advance or extension of credit;
- an appropriate credit risk assessment of the customer and credit facilities is undertaken prior to approval of credit exposure. This includes a review of, amongst other things, the purpose of credit and sources of repayment, compliance with affordability tests, repayment history, capacity to repay, sensitivity to economic and market developments and risk-adjusted return;
- credit risk authority is delegated by the Board and specifically granted in writing to all individuals involved in the granting of credit approval. In exercising credit authority, the individuals act independently of any related business revenue origination; and
- all credit exposures, once approved, are effectively monitored and managed and reviewed periodically against approved limits. Lower quality exposures are subject to a greater frequency of analysis and assessment.

The Company's exposure to credit risk is not considered to be significant as all portion of the credit exposures are with RBS companies.

Liquidity risk

Liquidity risk arises where assets and liabilities have different contractual maturities. Management focuses on risk arising from the mismatch of maturities across the balance sheet and from undrawn commitments and other contingent obligations. The Company manages its liquidity risk by having access to group funding.

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.

STRATEGIC REPORT**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 Strategic Report, Directors' Report and financial statements for each financial year. Under that law, the directors have elected to prepare the financial statements in accordance with Financial Reporting Standard 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 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 FRS 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 Strategic Report, 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.

DISCLOSURE OF INFORMATION TO AUDITOR

Each of the directors at the date of approval of this report confirms that:

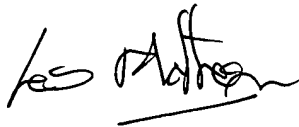
- so far as they are aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the directors have taken all the steps that they ought to have taken to make themselves aware of any relevant audit information, and to establish that the Company's auditor is aware of that information.

This confirmation is given and shall be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

DIRECTORS' INDEMNITIES

The Royal Bank of Scotland Group plc has indemnified all of the directors under the qualifying third party terms.

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



L D Matheson
Director
Date: 21 July 2015

DIRECTORS' REPORT

The Strategic Report includes the review of the year, risk report, disclosure of information to auditors, directors' indemnities and principal risks and uncertainties report.

CHANGE OF REGISTERED OFFICE

On 14 July 2014, the Registered Office of the Company changed from Waterhouse Square, 138-142 Holborn, London, England EC1N 2TH to 135 Bishopsgate, London, England EC2M 3UR.

DIRECTORS AND COMPANY SECRETARY

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

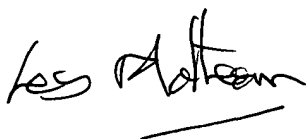
From 1 January 2014 to date the following changes have taken place:

	Appointed	Resigned
Directors		
M Larkin	12 August 2014	-
F Davis	-	30 June 2014

INDEPENDENT AUDITOR

Deloitte LLP has expressed its willingness to continue in office as auditor.

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



L D Matheson
Director
Date: 21 July 2015

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE ONE ACCOUNT LIMITED.

We have audited the financial statements of The One Account Limited ("the Company") for the year ended 31 December 2014 which comprise the Profit and Loss Account, the Balance Sheet, the Statement of Changes in Equity and the related notes 1 to 16. The financial reporting framework that has been applied in their preparation is applicable law and Financial Reporting Standard 101 Reduced Disclosure Framework.

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 and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. 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 2014 and of its profit for the year then ended;
- have been properly prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework; 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 Strategic Report and 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 THE ONE ACCOUNT LIMITED

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;



Stephen Williams, ACA (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor,
Edinburgh, United Kingdom
24 July 2015

NOTES TO THE FINANCIAL STATEMENTS

PROFIT AND LOSS ACCOUNT
for the year ended 31 December 2014

	Note	2014 £'000	2013 £'000
Continuing operations			
Interest receivable		232	590
Net interest income	3	232	590
Other operating income	4	12,000	12,005
Non-interest income		12,000	12,005
Total income		12,232	12,595
Operating expenses	5	(27)	(22)
Profit on ordinary activities before tax		12,205	12,573
Tax charge	6	(2,635)	(2,885)
Profit and total comprehensive income for the financial year		9,570	9,688

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

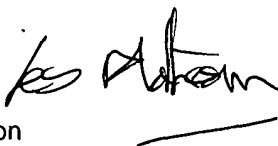
BALANCE SHEET

as at 31 December 2014

	Note	2014 £'000	2013 £'000
Current assets			
Amounts due from Group undertakings	8	43,113	18,221
Prepayments, accrued income and other assets	9	45	5
Cash at bank		8,335	33,960
Total assets		51,493	52,186
Creditors: amounts falling due within one year			
Amounts due to Group undertakings	10	842	646
Current tax liability		2,790	3,099
Accruals, deferred income and other liabilities	12	35	30
		3,667	3,775
Creditors: amounts falling due after more than one year			
Deferred tax liability	11	108	263
Total liabilities		3,775	4,038
Equity: capital and reserves			
Called-up share capital	13	44,400	44,400
Profit and loss account		3,318	3,748
Total shareholders funds		47,718	48,148
Total liabilities and shareholders funds		51,493	52,186

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

The financial statements of the Company were approved and authorised for issue by the Board of Directors on 21 July 2015 and signed on its behalf by:


L D Matheson
Director

STATEMENT OF CHANGES IN EQUITY
for the year ended 31 December 2014

	Notes	Share capital £'000	Profit and loss account £'000	Total £'000
At 1 January 2013		44,400	100,060	144,460
Profit for the year		-	9,688	9,688
Dividends paid	7	-	(106,000)	(106,000)
At 31 December 2013		44,400	3,748	48,148
Profit for the year		-	9,570	9,570
Dividends paid	7	-	(10,000)	(10,000)
At 31 December 2014		44,400	3,318	47,718

Total comprehensive income for the year of £9,570k (2013: £9,688k) was wholly attributable to the equity holders of the Company.

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

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

The financial statements are prepared on a going concern basis in accordance with the recognition and measurement principle of International Financial Reporting Standards issued by the International Accounting Standards Board (IASB) and interpretations issued by the International Financial Reporting Interpretations Committee of the IASB as adopted by the European Union (together IFRS) and under FRS 101. The Company meets the definition of a qualifying entity under FRS 100: Application of Financial Reporting Requirements issued by the Financial Reporting Council.

As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions available under that standard in relation to financial instruments, presentation of a cash-flow statement, standards not yet effective, impairment of assets and related party transactions. Where required, equivalent disclosures are given in the financial statements of The Royal Bank of Scotland plc, these financial statements are available to the public and can be obtained as set out in note 16.

The financial statements are prepared on the historical cost basis. Historical cost is based on the fair value of the consideration exchanged on initial recognition.

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 and Wales. The Company's financial statements are presented in accordance with the Companies Act 2006.

Adoption of new and revised accounting standards

There are number of changes to IFRS that were effective from 1 January 2014. They have had no material effect on the Company's financial statement for the year ended 31 December 2014.

b) Revenue recognition

Interest income on financial assets that are classified as loans and receivables and interest expense on financial liabilities other than those at fair value are determined using the effective interest method. The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability (or group of financial assets or liabilities) and of allocating the interest income or interest expense over the expected life of the asset or liability. The effective interest rate is the rate that exactly discounts estimated future cash flows to the instrument's initial carrying amount. Calculation of the effective interest rate takes into account fees payable or receivable, that are an integral part of the instrument's yield, premiums or discounts on acquisition or issue, early redemption fees and transaction costs. All contractual terms of a financial instrument are considered when estimating future cash flows.

Fees in respect of services are recognised as the right to consideration accrues through the provisions of services to customers. The arrangements are generally contractual and the cost of providing the service is incurred as the service is rendered. The price is usually fixed and always determinable

c) Taxation

Income tax expense or income, comprising current tax and deferred tax, is recorded in the Profit and Loss Account except income tax on items recognised outside profit or loss which is credited or charged to other comprehensive income or to equity as appropriate.

Current tax is income tax payable or recoverable in respect of the taxable profit or loss for the year arising in income or in equity. Provision is made for current tax at rates enacted or substantively enacted at the balance sheet date.

NOTES TO THE FINANCIAL STATEMENTS**1. Accounting policies (continued)****d) Taxation (continued)**

Deferred tax is the tax expected to be payable or recoverable in respect of temporary differences between the carrying amount of an asset or liability for accounting purposes and its carrying amount for tax purposes. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered. Deferred tax is not recognised on temporary differences that arise from initial recognition of an asset or liability in a transaction (other than a business combination) that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred tax is calculated using tax rates expected to apply in the periods when the assets will be realised or the liabilities settled, based on tax rates and laws enacted, or substantively enacted, at the balance sheet date.

e) Financial assets

On initial recognition, financial assets are classified into loans and receivables.

Loans and receivables

Non-derivative financial assets with fixed or determinable repayments that are not quoted in an active market are classified as loans and receivables. Loans and receivables are initially recognised at fair value plus directly related transaction costs. They are subsequently measured at amortised cost using the effective interest method (see accounting policy 1(b)) less any impairment losses.

f) Impairment of financial assets

The Company assesses at each balance sheet date whether there is any objective evidence that a financial asset or group of financial assets classified as held-to-maturity, available-for-sale or loans and receivables is impaired. A financial asset or portfolio of financial assets is impaired and an impairment loss incurred if there is objective evidence that an event or events since initial recognition of the asset have adversely affected the amount or timing of future cash flows from the asset.

g) Financial liabilities

On initial recognition financial liabilities are classified as held at amortised cost and measured using the effective interest method (see accounting policy 1 (b)).

h) Derecognition

A financial asset is derecognised when the contractual right to receive cash flows from the asset has expired or when it has been transferred and the transfer qualifies for derecognition.

A financial liability is removed from the Balance Sheet when the obligation is discharged, cancelled, or expires.

2. Critical accounting policies and key sources of estimation uncertainty

The reported results of the Company are sensitive to the accounting policies, assumptions and estimates that underlie the preparation of its financial statements. UK company law and IFRS require the directors, in preparing the Company's financial statements, to select suitable accounting policies, apply them consistently and make judgements and estimates that are reasonable and prudent. In the absence of an applicable standard or interpretation, IAS 8 'Accounting Policies, Changes in Accounting Estimates and Errors', requires management to develop and apply an accounting policy that results in relevant and reliable information in the light of the requirements and guidance in IFRS dealing with similar and related issues and the IASB's Framework for the Preparation and Presentation of Financial Statements.

NOTES TO THE FINANCIAL STATEMENTS

3. Net Interest income

	2014 £'000	2013 £'000
Interest receivable	232	590

4. Other operating income

	2014 £'000	2013 £'000
Fees and commission receivable	12,000	12,000
Other income	-	5
	12,000	12,005

Other operating income is principally attributable to the fees paid by RBS plc to the Company for the intellectual property rights associated with The One Account brand.

Revenue represents contractual fee income received from RBS plc.

5. Operating expenses

	2014 £'000	2013 £'000
Other administrative expenses	27	22

Staff costs, number of employees and directors' emoluments

All staff and directors were employed by The Royal Bank of Scotland Group plc, the financial statements for which contain full disclosure of employee benefit expenses incurred in the period including share based payments and pensions. The Company has no employees and pays a management charge for services provided by other RBS companies. The directors of the Company do not receive remuneration for specific services provided to the Company.

The auditor's remuneration for statutory audit work of £5,000 (2013: £5,000) for the Company was borne by The Royal Bank of Scotland plc.

6. Tax

	2014 £'000	2013 £'000
Current tax:		
UK corporation tax charge for the year	2,790	3,099
	2,790	3,099
Deferred tax:		
Credit for the year	(167)	(214)
Under/over provision in respect of prior year	12	-
Tax charge for the year	2,635	2,885

NOTES TO THE FINANCIAL STATEMENTS

6. Tax (continued)

The actual tax charge differs from the expected tax charge/(credit) computed by applying the blended UK corporation tax rate of 21.5% (2013: 23.25%) as follows:

	2014 £'000	2013 £'000
Profit on ordinary activities before tax	12,205	12,573
Expected tax charge	2,623	2,923
Adjustment in respect of prior year	12	-
Reduction in deferred tax following change in rate of UK corporation tax	-	(38)
Actual tax charge/(credit) for the year	2,635	2,885

In recent years the UK Government has steadily reduced the rate of UK corporation tax, with the latest rates substantively enacted in July 2013 now standing at 21% with effect from 1 April 2014 and 20% from 1 April 2015. The closing deferred tax assets and liabilities have been calculated at 20% in accordance with the rates enacted at the balance sheet date.

7. Ordinary dividends

	2014 £'000	2013 £'000
Dividends paid	10,000	106,000

Interim dividends of £10,000k have been paid during the year (2013: 106,000k).

8. Amounts due from Group undertakings

	2014 £'000	2013 £'000
Parent: RBS plc	43,113	18,221

9. Prepayments, accrued income and other assets

	2014 £'000	2013 £'000
Accrued income	45	5

10. Amounts due to Group undertakings

	2014 £'000	2013 £'000
Parent: RBS plc	842	646

NOTES TO THE FINANCIAL STATEMENTS

11. Deferred tax

The following are the major tax assets/liabilities recognised by the Company, and the movements thereon.

	Accelerated capital allowances £'000	IFRS transition £'000	Total £'000
At 1 January 2013	101	(578)	(477)
Credit to Profit and Loss Account	(29)	243	214
At 31 December 2013	72	(335)	(263)
Credit to Profit and Loss Account	(13)	168	155
At 31 December 2014	59	(167)	(108)
		2014	2013
		£'000	£'000
Deferred tax assets		59	72
Deferred tax liabilities		(167)	(335)
Net deferred tax		(108)	(263)

12. Accruals, deferred income and other liabilities

	2014 £'000	2013 £'000
Trade payables	25	25
Accruals	10	5
	35	30

13. Share capital

	2014 £'000	2013 £'000
Equity shares		
Allotted, called up and fully paid:		
44,400,001 Ordinary Shares £1	44,400	44,400

The Company has one class of Ordinary Shares which carry no right to fixed income.

14. Capital resources

The Company's capital consists of equity comprising issued share capital and retained earnings. The Company is a member of The Royal Bank of Scotland group of companies which has regulatory disciplines over the use of capital. In the management of capital resources, the Company is governed by the RBS policy which is to maintain a strong capital base: it is not separately regulated. RBS has complied with the Prudential Regulation Authority's capital requirements throughout the year.

15. Commitment and contingent liabilities

The Company, together with other members of The Royal Bank of Scotland Group plc, is party to a capital support deed (CSD). Under the terms of the CSD, the Company may be required, if compatible with its legal obligations, to make distributions on, or repurchase or redeem, its ordinary shares. The amount of this obligation is limited to the Company's capital resources in excess of the capital and financial resources needed to meet its regulatory requirements. The CSD also provides that, in certain circumstances, funding received by the Company from other parties to the CSD becomes immediately repayable, such repayment being limited to the Company's available resources.

NOTES TO THE FINANCIAL STATEMENTS**16. 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.

The Company enters into transactions with these bodies on an arms' length basis; they consist of corporation tax and VAT.

Group undertakings

The Company's immediate parent company is The Royal Bank of Scotland plc, a company incorporated in the UK and registered in Scotland. As at 31 December 2014 The Royal Bank of Scotland plc heads the smallest group in which the Company is consolidated. Copies of the consolidated financial statements may be obtained from Corporate Governance and Secretariat, Gogarburn, PO Box 1000, Edinburgh EH12 1HQ.

The Company's ultimate holding company is The Royal Bank of Scotland Group plc, a company incorporated in the UK. As at 31 December 2014, The Royal Bank of Scotland Group plc heads the largest group in which the Company is consolidated. Copies of the consolidated financial statements may be obtained from Corporate Governance and Secretariat, Gogarburn, PO Box 1000, Edinburgh, EH12 1HQ.