

SUPPLEMENTARY PROSPECTUS DATED 17 OCTOBER 2011



The Royal Bank of Scotland plc

(incorporated under the laws of Scotland with limited liability under the Companies Act 1948 to 1980, with registered number SC090312)

€15 billion

Global Covered Bond Programme

unconditionally and irrevocably guaranteed as to payments of interest and principal by

RBS Covered Bonds Limited Liability Partnership

(a limited liability partnership incorporated in England and Wales)

This Supplement (this "**Supplement**") to the Prospectus dated 14 June 2011 published in relation to the Programme (as defined below) (the "**Prospectus**"), which comprises a base prospectus for the purposes of the Prospectus Directive, constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 (the "**FSMA**") and is prepared in connection with the €15 billion global covered bond programme (the "**Programme**") established by The Royal Bank of Scotland plc (the "**Issuer**" or "**RBS**"). Terms defined in the Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Prospectus and the documents incorporated by reference therein. This Supplement should also be read and construed in conjunction with the supplementary prospectuses dated 26 August 2011 (the "**26 August Supplement**"), 6 September 2011, 21 September 2011 and 10 October 2011 (together, the "**Previous Supplements**") and the documents incorporated by reference therein, which have been previously published and have been approved by the Financial Services Authority and filed with it and which form part of the Prospectus.

The Issuer and the LLP each accept responsibility for the information contained in this Supplement. To the best of the knowledge of each of the Issuer and the LLP (having taken all reasonable care to ensure that such is the case), the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Purpose of this Supplement

The purpose of this Supplement is to update certain information contained in the RBS Registration Document, which is incorporated by reference in the Prospectus by virtue of the 26 August Supplement, and the Prospectus, relating to:

- the expected ratings by Fitch Ratings Limited ("**Fitch**") of senior notes issued by RBS. This update is necessary following an announcement by Fitch on 13 October 2011 of revisions to those ratings and those of certain other UK financial institutions due to Fitch's perception of a reduction of implied Government support for these institutions; and
- the proposed transfers of a substantial part of the business activities of The Royal Bank of Scotland N.V. to RBS,

each as described below.

Ratings Information

By virtue of this Supplement:

- the reference to Fitch's expected ratings of senior notes issued by RBS in the second sentence of the fourth paragraph on page 1 of the RBS Registration Document ("senior notes issued by RBS with a maturity of one year or more "AA-"; senior notes issued by RBS with a maturity of less than one year "F1+";") shall, for the purposes of being incorporated by reference into the Prospectus, be deemed to be deleted and replaced with the following:

"senior notes issued by RBS with a maturity of one year or more "A"; senior notes issued by RBS with a maturity of less than one year "F1";"

- the first and second sentences of the sixth paragraph on page 1 of the RBS Registration Document ("As defined by Fitch, an "AA" rating indicates that the Issuer has a very strong capacity for payment of its financial commitments on the relevant notes issued by it and that this capacity is not significantly vulnerable to foreseeable events. As defined by Fitch, an addition of a plus (+) or minus (-) sign denotes relative status within the major rating categories.") shall, for the purposes of being incorporated by reference into the Prospectus, be deemed to be deleted and replaced with the following:

"As defined by Fitch, an "A" rating indicates that the Issuer has a strong capacity for payment of its financial commitments on the relevant notes issued by it. This capacity may, nevertheless, be more vulnerable to adverse business or economic conditions than is the case for higher ratings."

- the last sentence of the sixth paragraph on page 1 of the RBS Registration Document ("As defined by Fitch, an addition of a plus (+) to an "F1" rating denotes an exceptionally strong credit feature.") shall, for the purposes of being incorporated by reference into the Prospectus, be deemed to be deleted.
- the reference to Fitch's definitions of ratings and other forms of opinion contained under (iii) of the second full paragraph on page 2 of the RBS Registration Document ("(iii) the publication entitled "Definitions of Ratings and Other Forms of Opinion – January 2011" published by Fitch (available at www.fitchratings.com).") shall, for the purposes of being incorporated by reference into the Prospectus, be deemed to be deleted and, in each case, replaced with the following:

"(iii) the publication entitled "Definitions of Ratings and Other Forms of Opinion – September 2011" published by Fitch (available at www.fitchratings.com)."

- the reference to Fitch rating of RBS's long-term unsecured, unsubordinated and unguaranteed debt obligations on the third line of the last paragraph on page 160 of the Prospectus ("AA- by Fitch") shall be deleted and replaced with the following:

"A by Fitch"

- the reference to Fitch rating of RBS's short-term unsecured, unsubordinated and unguaranteed debt obligations on the third line of the last paragraph on page 160 of the Prospectus ("F-1+ by Fitch") shall be deleted and replaced with the following:

"F-1 by Fitch"

Proposed transfers of a substantial part of the business activities of The Royal Bank of Scotland N.V. to The Royal Bank of Scotland plc

By virtue of this Supplement, the section in the RBS Registration Document entitled "Proposed transfers of a substantial part of the business activities of the Royal Bank of Scotland N.V. to The Royal Bank of Scotland plc", on pages 26 and 27 thereof shall, for the purposes of being incorporated by reference into the Prospectus, be deemed to be amended by deleting the final sentence ("Subject to regulatory approval and provided the Court makes an order sanctioning the Part VII Scheme, it is expected that the Part VII Scheme will become effective on 17 October 2011 or such other date as RBS and RBS N.V. may agree in writing.") and inserting the following paragraphs after the second paragraph of the section:

"On 23 September 2011, RBS and RBS N.V. announced that the Court had approved an order under Part VII of the UK Financial Services and Markets Act 2000 to sanction the Part VII Scheme.

The Part VII Scheme, as approved by the Court, took effect at 00:01hrs on 17 October 2011."

A copy of any or all of the information which is incorporated by reference in the Prospectus can be obtained from the website of the Issuer at <http://www.rbs.com> and from the London Stock Exchange plc's website at <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>.

To the extent that there is any inconsistency between any statement in this Supplement and any other statement incorporated by reference in the Prospectus or the Previous Supplements, the statements in this Supplement will prevail.

Save as disclosed in the Previous Supplements and this Supplement or in any document incorporated by reference in the Prospectus by virtue of the Previous Supplements, no other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus has arisen or been noted, as the case may be, since the publication of the Prospectus.

Investors should be aware of their rights under Section 87Q(4) of the FSMA.

