

Registered Number 3331871

**BOS (SHARED APPRECIATION MORTGAGES) NO.3 PLC**  
**ANNUAL REPORT AND ACCOUNTS**  
**YEAR ENDED 31 December 2011**

SATURDAY



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**BOS (SHARED APPRECIATION MORTGAGES) NO 3 PLC**  
**DIRECTORS AND COMPANY INFORMATION**

**DIRECTORS**

Ian Gordon Stewart  
Tracey Anne Hill

**COMPANY SECRETARY**

Angela Lockwood (resigned 25 11 2011)  
Paul Gittins (appointed 25 11 2011)

**REGISTERED OFFICE**

Trinity Road  
Halifax  
West Yorkshire  
HX1 2RG

**INDEPENDENT AUDITORS**

PricewaterhouseCoopers LLP  
Benson House  
33 Wellington Street  
Leeds  
LS1 4JP

**BOS (SHARED APPRECIATION MORTGAGES) NO 3 PLC  
DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2011**

The directors present their annual report and the audited financial statements for BOS (Shared Appreciation Mortgages) NO 3 PLC (the "Company") for the year ended 31 December 2011

**PRINCIPAL ACTIVITY**

The principal activity of the Company is to finance mortgage lending. In 1998 the Company issued £46.6m fixed rate notes (the "Notes"). The interest payable on the Notes is set at 4.50% per annum until February 2028. Thereafter, the interest rate applicable to the Notes will be 5.50% per annum until 2073 when the Notes become due. The Notes are secured on the mortgage portfolio. The capital appreciation arising on the sale of a mortgage holder's property is shared between the mortgage holder and the Company as set out in the original loan agreement. The Company pays its entire share of the appreciation to Note holders.

The activities of the Company are conducted primarily by reference to a series of transaction documents (the "Programme Documentation").

Movements in the mortgage book are disclosed in the notes to the financial statements.

**Business structure**

The Company is a subsidiary undertaking of Bank of Scotland plc ("BOS") and ultimately Lloyds Banking Group plc ("LBG").

**RESULTS AND DIVIDENDS**

No new mortgages were acquired or generated by the Company in the year and no new Notes were issued.

The profit after taxation for the year amounted to £212,337 (2010: £227,792 profit). The directors do not recommend payment of a dividend (2010: £nil).

**BUSINESS REVIEW AND FUTURE DEVELOPMENTS**

The Company's business will continue to unwind over the life of the mortgages issued as no further advances will be made. Cash is continuing to be collected.

The principal asset in the Company is a mortgage portfolio which is subject to an annual impairment review. The mortgage portfolio is subject to the economic factors relating to the housing market (see "Credit Risk" below). However, these factors did not have any significant bearing on the Company's arrears levels (see note 17) and no impairment provision was deemed necessary as at 31 December 2011 or 31 December 2010.

UK interest rates have remained both relatively stable and at historically low levels in 2011. However, the Company's net interest margin has not been adversely affected due to the fixing of rates in the original Programme Documentation. The underlying profits are determined by a margin earned between the interest received on the mortgage portfolio and the interest paid to the Note holders.

**BOS (SHARED APPRECIATION MORTGAGES) NO 3 PLC**  
**DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2011 (CONTINUED)**

**BUSINESS REVIEW AND FUTURE DEVELOPMENTS (CONTINUED)**

Under International Financial Reporting Standards ("IFRSs") an effective yield adjustment is made on interest receivable and interest payable, reflecting the discount at which the mortgages and Notes were originally issued. The net difference passed through the income statement for the year ended 31 December 2011 was a £2,114 loss (31 December 2010 £2,115 loss).

Standard and Poor's, the Rating Agency rating the Notes, has issued updated criteria for counterparties to a structured finance transaction and following an assessment of the Company, the Notes in issue were downgraded from a rating of AAA to A. However, due to the nature of the business the directors do not consider that this change to the rating of the Notes will have any significant impact on the Company.

The key performance indicator used by management in assessing the performance of the Company is the monitoring of actual cash flows against planned cash flows on the Notes. The Company's performance is addressed in the quarterly management accounts provided to the directors.

**POLICY AND PRACTICE ON PAYMENT OF CREDITORS**

The Company follows the 'Prompt Payment Code' published by the Department for Business Innovation and Skills (BIS), regarding the making of payments to suppliers. Information about the 'Prompt Payment Code' may be obtained by visiting [www.promptpaymentcode.org.uk](http://www.promptpaymentcode.org.uk).

The Company's policy is to agree terms of payment with suppliers and these normally provide for settlement within 30 days after the date of the invoice, except where other arrangements have been negotiated. It is the policy of the Company to abide by the agreed terms of payment, provided the supplier performed according to the terms of the contract.

The Company owed no money to trade creditors at 31 December 2011 or at 31 December 2010.

**DIRECTORS**

The directors who served during the year and up to the date of signing the financial statements were as follows:

Ian Gordon Stewart  
Tracey Anne Hill

**THIRD PARTIES INDEMNITIES**

The Company has made qualifying third party indemnity provisions for the benefit of the directors. These indemnity provisions remain in force at the date of this report. A copy of the deed is available for inspection at the registered office of Lloyds Banking Group plc.

**RISK MANAGEMENT**

The majority of the Company's assets and liabilities have been classified as financial instruments in accordance with IAS 32 "Financial Instruments: Presentation".

The Company's financial instruments comprise a mortgage portfolio, cash and liquid resources, an embedded derivative, interest-bearing loans and borrowings and various other receivables and payables that arise directly from its operations. The principal purpose of these financial instruments is to raise finance for the Company's operations.

**BOS (SHARED APPRECIATION MORTGAGES) NO 3 PLC**  
**DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2011 (CONTINUED)**

**RISK MANAGEMENT (CONTINUED)**

It is, and has been throughout the year under review, the Company's policy that no trading in financial instruments is undertaken

The principal risks arising from the Company's financial instruments are credit risk and interest rate risk. These and other risks which may affect the Company's performance are detailed below. Further analysis of the risks facing the Company on its financial instruments is provided in note 17.

**Credit Risk**

Credit risk arises on the individual loans within the mortgage loan portfolio which are in turn secured on the underlying UK residential properties. The performance of these loans is therefore influenced by the economic background and the UK housing market. However, the maximum loan-to-value of the original advances was 75% and the credit risk is considered to be low.

The extent to which the Company can meet its obligations to pay interest and ultimately repay the Notes will be dependent upon the receipt of funds earned on the mortgage portfolio and monies deposited in the Reserve Account with BOS (see "Liquidity Risk"). To the extent that this income does not provide sufficient funds to cover the interest due on the Notes or the repayment of the Notes, the Note holders have no claim on the assets of BOS.

The terms of the Mortgage Portfolio Agreement given by BOS in respect of the mortgages require BOS to repurchase any mortgage which is found to be in breach of warranty. BOS will repurchase any mortgages that are found or held not to be valid, binding and enforceable.

Although in such an event the total value of the outstanding loan and any accrued interest will be covered by BOS, the Note holder will not receive the benefit of any future payments of appreciation amounts or partial repayment of appreciation amounts in respect of the mortgages repurchased.

Shared appreciation is subject to the movement in the market value of the property which is dependent upon house price inflation ("HPI"). This may provide a return on the Notes below initial expectations. Any expected increase in value cannot be guaranteed.

**Interest rate risk**

Interest rate risk exists where assets and liabilities have interest rates set under a different basis or which reset at a different time. The Company minimises its exposure to interest rate risk by ensuring that the interest rate characteristics of assets and liabilities are similar. Both the mortgage portfolio and the Notes issued by the Company are exposed to fair value interest rate risk as they carry fixed interest rates.

**Liquidity risk**

The Company holds a Reserve Account of £1,396,800 deposited with BOS which, should it be needed, can be used to withdraw money to meet its obligations under the Notes. The reliance on this facility is therefore dependent on the creditworthiness of BOS. The Company has not drawn on this facility since inception.

**Operational risk**

In accordance with the Programme Documentation the Company is bound to make payments to meet third party expenses. BOS has been appointed to act as account bank and servicer of the mortgage book on behalf of the Company. The Company also uses the Bank of New York Mellon to provide all corporate services in respect of the Notes in issue.

**BOS (SHARED APPRECIATION MORTGAGES) NO 3 PLC**  
**DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2011 (CONTINUED)**

**STATEMENT OF DIRECTORS' RESPONSIBILITIES**

The directors are responsible for preparing the Directors' 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 prepared the financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union. 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 International Financial Reporting Standards (IFRSs) as adopted by the European Union have been followed, subject to any material departures disclosed and explained in the financial statements,

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.

**Statement of disclosure of information to auditors**

So far as the directors are aware, there is no relevant audit information of which the Company's auditors are unaware, and the directors have 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 auditors are 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.

**EMPLOYEES**

The Company has employed no staff during the year ended 31 December 2011 or the previous year.

**INDEPENDENT AUDITORS**

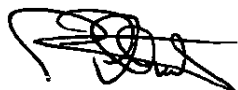
Pursuant to section 487 of the Companies Act 2006, auditors duly appointed by the member of the Company shall, subject to any resolution to the contrary, be deemed to be reappointed for the next financial year and PricewaterhouseCoopers LLP, having expressed their willingness will therefore continue in office.

**BOS (SHARED APPRECIATION MORTGAGES) NO 3 PLC**  
**DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2011 (CONTINUED)**

**STATEMENT OF GOING CONCERN**

The directors are satisfied that the Company has adequate resources to continue to operate for the foreseeable future and is financially sound. For this reason, they continue to adopt the going concern basis in preparing the accounts.

By Order of the Board



Paul Gittins  
Secretary

Trinity Road  
Halifax  
West Yorkshire  
HX1 2RG

DATE 21 March 2012

**INDEPENDENT AUDITORS' REPORT  
TO THE MEMBER OF BOS (SHARED APPRECIATION MORTGAGES) NO 3 PLC**

We have audited the financial statements of BOS (Shared Appreciation Mortgages) NO 3 PLC for the year ended 31 December 2011 which comprise the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity, the Cash Flow Statement and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

**Respective responsibilities of directors and auditors**

As explained more fully in the Directors' Responsibilities Statement set out on page 5, 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.

This report, including the opinions, has been prepared for and only for the company's member as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

**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 profit and cash flows for the year then ended,
- have been properly prepared in accordance with IFRSs as adopted by the European Union, 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 AUDITORS' REPORT  
TO THE MEMBER OF BOS (SHARED APPRECIATION MORTGAGES) NO 3 PLC  
(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



Mark Hannam (Senior Statutory Auditor)  
For and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
Leeds

Date 21 March 2012

**BOS (SHARED APPRECIATION MORTGAGES) NO 3 PLC**  
**STATEMENT OF COMPREHENSIVE INCOME**  
**FOR THE YEAR ENDED 31 DECEMBER 2011**

	Notes	2011 £	2010 £
Interest receivable and similar income	2	1,232,872	1,278,052
Interest payable and similar charges	3	(872,501)	(917,546)
<b>Net interest income</b>		<u>360,371</u>	<u>360,506</u>
Other operating income	5	830	2,215
Operating expenses	6	(74,959)	(47,935)
<b>Profit before tax</b>		<u>286,242</u>	<u>314,786</u>
Taxation	7	(73,905)	(86,994)
<b>Profit / total comprehensive income attributable to equity holders</b>		<u>212,337</u>	<u>227,792</u>

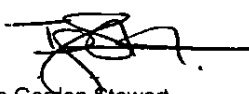
The profit shown above is derived from continuing operations. The Company operates in a single business segment and all of the Company's activities are in the UK.

The accompanying notes on pages 13 to 30 are an integral part of the financial statements.

**BOS (SHARED APPRECIATION MORTGAGES) NO 3 PLC**  
**BALANCE SHEET AS AT 31 DECEMBER 2011**

	Notes	2011 £	2010 £
<b>Assets</b>			
Cash and cash equivalents	8	3,182,281	3,464,193
Mortgage portfolio	9	15,168,921	15,823,790
Shared appreciation rights receivable	10	22,569,258	25,986,084
Trade and other receivables	11	1,951	214,083
<b>Total assets</b>		<b>40,922,411</b>	<b>45,488,150</b>
<b>Equity and liabilities</b>			
Bank overdraft	8	3,570	1,279
Interest-bearing loans and borrowings	12	14,816,311	15,458,845
Shared appreciation rights payable	13	22,569,258	25,986,084
Current tax liability	7	81,925	94,556
Deferred tax liability	14	22,915	30,935
Trade and other payables	15	170,392	870,748
<b>Total liabilities</b>		<b>37,664,371</b>	<b>42,442,447</b>
Share capital	16	50,001	50,001
Retained profits		3,208,039	2,995,702
<b>Shareholders' equity</b>		<b>3,258,040</b>	<b>3,045,703</b>
<b>Total equity and liabilities</b>		<b>40,922,411</b>	<b>45,488,150</b>

The directors approved the financial statements on 21 March 2012

  
 Ian Gordon Stewart  
 Director

The accompanying notes on pages 13 to 30 are an integral part of the financial statements

**BOS (SHARED APPRECIATION MORTGAGES) NO. 3 PLC**  
**STATEMENT OF CHANGES IN EQUITY**  
**FOR THE YEAR ENDED 31 DECEMBER 2011**

	<b>Share Capital £</b>	<b>Retained Profits £</b>	<b>Total £</b>
Balance at 1 Jan 2011	50,001	2,995,702	3,045,703
Profit / total comprehensive income for the year	-	212,337	212,337
	<hr/>	<hr/>	<hr/>
Balance at 31 Dec 2011	50,001	3,208,039	3,258,040
	<hr/>	<hr/>	<hr/>
	<b>Share Capital £</b>	<b>Retained Profits £</b>	<b>Total £</b>
Balance at 1 Jan 2010	50,001	2,767,910	2,817,911
Profit / total comprehensive income for the year	-	227,792	227,792
	<hr/>	<hr/>	<hr/>
Balance at 31 Dec 2010	50,001	2,995,702	3,045,703
	<hr/>	<hr/>	<hr/>

The accompanying notes on pages 13 to 30 are an integral part of the financial statements

**BOS (SHARED APPRECIATION MORTGAGES) NO 3 PLC**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2011**

	Notes	2011 £	2010 £
<b>Operating Activities</b>			
Inter-company fees paid		(29,520)	(30,909)
External audit fees paid		(10,044)	(5,629)
Administration expenses paid		(41,735)	(7,422)
Tax paid		(94,556)	(91,776)
<b>Net cash flows from operating activities</b>		<u>(175,855)</u>	<u>(135,736)</u>
<b>Investing Activities</b>			
Repayments on mortgage portfolio		964,305	803,596
Income earned on mortgage portfolio		977,980	1,033,883
Shared appreciation rights received		904,803	1,201,547
<b>Net cash flows from investing activities</b>		<u>2,847,088</u>	<u>3,039,026</u>
<b>Financing Activities</b>			
Bank interest received		146,392	135,669
Repayment of borrowings		(1,010,073)	(895,488)
Interest paid on borrowings		(751,712)	(794,733)
Shared appreciation rights paid		(1,340,043)	(863,258)
<b>Net cash flows from financing activities</b>		<u>(2,955,436)</u>	<u>(2,417,810)</u>
Net decrease / increase in cash and cash equivalents		(284,203)	485,480
Cash and cash equivalents at start of year		3,462,914	2,977,434
<b>Cash and cash equivalents at end of year</b>	8	<u>3,178,711</u>	<u>3,462,914</u>

The cash flow statement is presented using the direct method of preparation

The accompanying notes on pages 13 to 30 are an integral part of the financial statements

**BOS (SHARED APPRECIATION MORTGAGES) NO 3 PLC**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2011**

**1 SIGNIFICANT ACCOUNTING POLICIES**

BOS (Shared Appreciation Mortgages) NO 3 PLC is a company domiciled in the United Kingdom

**(a) Statement of compliance**

The financial statements for the year ended 31 December 2011 have been prepared in accordance with International Financial Reporting Standards (IFRSs) and interpretations issued by the International Financial Reporting Interpretations Committee (IFRIC) as adopted by the European Union. The standards applied by the Company are those endorsed by the European Union and effective at the date the financial statements are approved by the Board. The financial statements comply with IFRSs.

The Company has adopted the following new and relevant IFRS pronouncements which became effective for financial years beginning on or after 1 January 2011. None of these standards or amendments has had a material impact on these company financial statements.

- Improvements to IFRSs (issued May 2010). Amends IFRS 7 Financial Instruments: Disclosure to require further disclosures in respect of collateral held by the Company as security for financial assets and sets out minor amendments to other IFRS standards as part of the annual improvements process.
- IAS 24 Related Party Disclosures (Revised). Simplifies the definition of a related party and provides a partial exemption from the requirement to disclose transactions and outstanding balances with the government and government-related entities.

The financial statements also comply with the relevant provisions of Part XV of the Companies Act 2006.

The Company is a subsidiary undertaking of BOS and ultimately LBG. The directors of the Company are satisfied that it is the current intention of LBG to ensure that its subsidiaries, including the Company, shall have at all times in the foreseeable future (being the period until at least 31 December 2013) access to adequate capital and liquidity resources to continue as a going concern. Accordingly, the financial statements have been prepared on a going concern basis.

The Company has opted to align the presentation of the financial statements with those of LBG to improve comparability across all companies within the group. This has not resulted in any material changes to the financial statements, with only the split between current and non-current being removed from the face of the balance sheet. However, the analysis is unchanged in the notes to the financial statements.

The financial statements are presented in sterling which is the Company's functional and presentation currency and have been prepared on the historical cost basis (except that derivative financial instruments are stated at fair value).

**(b) Revenue recognition**

Interest receivable and similar income have been calculated using the effective interest method. The effective interest method is a method of calculating the amortised cost of a financial asset or liability and of allocating the interest income or interest expense over the expected life of the financial instrument. The effective interest rate is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or, when appropriate, a shorter period, to the net carrying amount of the financial asset or financial liability. When calculating the effective interest rate, the future cash flows are estimated after considering all the contractual terms of the instrument.

**BOS (SHARED APPRECIATION MORTGAGES) NO 3 PLC**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2011 (CONTINUED)**

**1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**(c) Taxation**

Income tax recognised in the income statement comprises both current and deferred tax. Current income tax, which is payable on taxable profits, is recognised as an expense in the period in which the profits arise.

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax is determined using tax rates that have been enacted or substantially enacted by the balance sheet date which are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

The Company's tax charge is calculated on an IFRS basis and disclosed in accordance with IAS 12.

**(d) Financial instruments**

The Company's financial instruments comprise a mortgage portfolio, cash and liquid resources, an embedded derivative, interest-bearing loans and borrowings and various other receivables and payables that arise directly from its operations.

The main purpose of these financial instruments is to raise finance for the Company's operations. These financial instruments are classified in accordance with the principles of IAS 39 as described below.

**(d)(i) Mortgage portfolio**

The Company's mortgage portfolio comprises mortgage loans with no fixed maturity date. The individual mortgage loans terminate on the earlier of the date of sale of the property or the death of the mortgage account holder.

Under IAS 39, the mortgage portfolio is classified within "loans and receivables". The initial measurement is at fair value (excluding amounts for the shared appreciation referred to in (d)(iv) below). Subsequent measurement is at amortised cost with revenue being recognised using the effective interest method. The discount arising on initial recognition is being amortised over the expected life of the mortgages.

At each reporting period end, the Company assesses whether there is any objective evidence that mortgage loans within the portfolio are impaired. The directors do not consider that a provision for impaired assets is currently required.

**(d)(ii) Cash and cash equivalents**

The Company holds bank accounts with BOS, its parent undertaking. These accounts are held in the Company's name and meet the definition of cash and cash equivalents. The use of certain accounts is restricted by a detailed priority of payments set out in the Programme Documentation. As the cash can only be used to meet certain specific liabilities and is not available to be used with discretion, it is viewed as restricted cash.

These bank accounts are classified within "loans and receivables" in accordance with IAS 39 and income is being recognised using the effective interest method.

**BOS (SHARED APPRECIATION MORTGAGES) NO 3 PLC**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2011 (CONTINUED)**

**1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**(d) Financial instruments (continued)**

**(d)(iii) Interest-bearing loans and borrowings**

The Company's interest-bearing loans and borrowings comprise mortgage-backed fixed rate Notes that have been issued in the capital market

Interest-bearing loans and borrowings are recognised initially at fair value less directly related incremental transaction costs. Subsequent to initial recognition, interest-bearing loans and borrowings are stated at amortised cost with any difference between cost and redemption value being recognised in the income statement over the period of the borrowings on an effective interest basis

**(d)(iv) Embedded derivatives**

Certain derivatives are embedded within other non-derivative host financial instruments to create a hybrid instrument. Where the economic characteristics and risks of the embedded derivatives are not closely related to the economic characteristics and risks of the host instrument, and where the hybrid instrument is not measured at fair value, the embedded derivative is separated from the host instrument with changes in fair value of the embedded derivative recognised in the income statement. Depending on the classification of the host instrument, the host is then measured in accordance with IAS 39.

The capital appreciation arising on the sale of a mortgage holder's property is shared between the mortgage holder and the Company as set out in the original loan agreement. The Company pays its entire share of the appreciation to the Note holders.

The economic characteristics and risks of the shared appreciation rights receivable and payable are not viewed as being closely related to those arising on the mortgages and Notes, respectively. The shared appreciation rights receivable and payable have therefore been valued separately from the mortgages and Notes using current HPI. There is uncertainty regarding the timing of any future shared appreciation receipts and the directors do not consider that it is practical to include an estimate of future HPI in these valuations.

The resulting fair value movements of these embedded derivatives are recorded in net fair value gains and losses on derivatives in the income statement and the embedded derivatives are shown separately on the face of the balance sheet. The host instruments are valued at amortised cost, as noted above in (d)(i) and (d)(iii).



**BOS (SHARED APPRECIATION MORTGAGES) NO 3 PLC**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2011 (CONTINUED)**

**1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**(e) Segment reporting**

A business segment is a group of assets and operations engaged in providing products or services that are subject to risks and returns that are different from those of other business segments. A geographical segment is engaged in providing products or services within a particular economic environment that are subject to risks and returns that are different from those of segments operating in other economic environments.

The directors of the Company consider that the entity has only one geographical and one business segment and therefore is not required to produce additional segmental disclosure.

**(f) Critical accounting judgements and estimates**

The preparation of the financial statements necessarily requires the exercise of judgement both in the application of accounting policies and in the selection of assumptions used in the calculation of estimates. These judgements are reviewed on an ongoing basis and are continually evaluated based on historical experience and other factors. The most significantly affected components of the financial statements and associated critical judgements are as follows:

**Effective interest rate method**

The effective interest rate is calculated on initial recognition of the financial asset or liability, estimating the future cash flows after considering all the contractual terms of the instrument. The calculation includes all amounts expected to be paid or received by the Company including expected early redemption fees and related penalties and premiums and discounts that are an integral part of the overall return. Direct incremental transaction costs related to the acquisition, issue or disposal of a financial instrument are also taken into account in the calculation. Once a financial asset or a group of similar financial assets has been written down as a result of an impairment loss, interest income is recognised using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss.

For the purpose of the effective yield calculation on the Notes, an average expected life has been calculated based on prepayment expectations for the mortgages. This is revised on a regular basis in light of actual redemption experience.

**Fair value calculations**

Fair value is defined as the value at which assets, liabilities or positions could be closed out or sold in a transaction with a willing and knowledgeable counterparty.

The value of the embedded derivative has been calculated separately from the host contract using current HPI. All inputs into the valuation models are obtained from observable market data. No assumption for future HPI has been included as this is not considered to be practical.

**BOS (SHARED APPRECIATION MORTGAGES) NO 3 PLC**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2011 (CONTINUED)**

**1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**(g) Fees and commissions**

Fees and commissions receivable for the continuing service of loans and advances are recognised on the basis of work done. Other fees are recognised when receivable.

**(h) Dividends**

Dividends on ordinary shares are recognised in equity in the year in which they are paid.

**(i) Trade and other payables**

Trade and other payables are stated at cost or at amortised cost if deemed to be a financial liability.

**2 INTEREST RECEIVABLE AND SIMILAR INCOME**

	2011 £	2010 £
Interest receivable on mortgage portfolio	1,086,480	1,142,383
Bank interest receivable	146,392	135,669
	<hr/> 1,232,872	<hr/> 1,278,052

**3 INTEREST PAYABLE AND SIMILAR CHARGES**

	2011 £	2010 £
Interest payable on Notes	857,547	902,593
Amortisation of issue costs	14,954	14,953
	<hr/> 872,501	<hr/> 917,546

**BOS (SHARED APPRECIATION MORTGAGES) NO 3 PLC**  
**NOTES TO THE FINANCIAL STATEMENTS**  
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**4 NET FAIR VALUE GAINS AND LOSSES ON DERIVATIVES**

	<b>2011</b> <b>£</b>	<b>2010</b> <b>£</b>
Fair value movement on shared appreciation rights receivable	(3,416,826)	641,069
Fair value movement on shared appreciation rights payable	3,416,826	(641,069)
	<u>          </u>	<u>          </u>
	-	-
	<u>          </u>	<u>          </u>

**5 OTHER OPERATING INCOME**

	<b>2011</b> <b>£</b>	<b>2010</b> <b>£</b>
Fees and commissions receivable	830	2,215
Shared appreciation receivable	904,803	1,201,547
Shared appreciation payable	(904,803)	(1,201,547)
	<u>          </u>	<u>          </u>
	830	2,215
	<u>          </u>	<u>          </u>

**6 OPERATING EXPENSES**

	<b>2011</b> <b>£</b>	<b>2010</b> <b>£</b>
Inter-company fees	29,385	30,801
Administration fees	42,574	9,622
Audit fees	3000	7,512
	<u>          </u>	<u>          </u>
	74,959	47,935
	<u>          </u>	<u>          </u>

The Company has no employees (2010 nil) and none of the directors received any emoluments from the Company in the current or previous year

Audit fees relate to the statutory audit. There are no fees payable to the auditors and their associates for services other than the statutory audit.

The audit fee for the current year net of VAT was £2,500 (2010 £5,870)

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**7 TAXATION**

	<b>2011</b>	<b>2010</b>
	<b>£</b>	<b>£</b>
<b>Current Tax</b>		
Corporation tax charge for the year at a rate of 26.5% (2010: 28%)	81,925	94,556
<b>Deferred Tax</b>		
Deferred tax change in tax rate – credit	(1,948)	(1,146)
Deferred tax credit for the year at a rate of 26.5% (2010: 28%)	(6,072)	(6,416)
<b>Total tax charge</b>	<b>73,905</b>	<b>86,994</b>
 <b>Reconciliation of effective tax rate</b>	 <b>2011</b>	 <b>2010</b>
The tax assessed for the year is lower than the standard rate of corporation tax in the UK of 26.5% (2010: 28%)	<b>£</b>	<b>£</b>
Profit before tax	286,242	314,786
Profit before tax multiplied by the standard rate of corporation tax in the UK of 26.5% (2010: 28%)	75,853	88,140
Effects of		
Deferred tax change in tax rate – credit	(1,948)	(1,146)
<b>Total tax charge</b>	<b>73,905</b>	<b>86,994</b>

The current tax liability of £81,925 (2010: £94,556 liability) represents the net amount of income tax payable in respect of the current year.

The standard rate of Corporation Tax in the UK changed from 28% to 26% with effect from 1 April 2011. Accordingly, the Company's profits for this accounting period are taxed at an effective rate of 26.5%.

**BOS (SHARED APPRECIATION MORTGAGES) NO 3 PLC**  
**NOTES TO THE FINANCIAL STATEMENTS**  
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**8 CASH AND CASH EQUIVALENTS**

	2011 £	2010 £
Bank accounts	3,182,281	3,464,193
Bank overdraft	(3,570)	(1,279)
	<hr/>	<hr/>
Cash and cash equivalents per the cash flow statement	3,178,711	3,462,914
	<hr/>	<hr/>

The Company holds bank accounts with BOS. The use of the accounts is restricted by a detailed priority of payments set out in the Programme Documentation. As the cash can only be used to meet certain specific liabilities and is not available to be used with discretion, it is viewed as restricted cash. The accounts are held in the Company's name and meet the definition of cash and cash equivalents.

**9 MORTGAGE PORTFOLIO**

	2011 £	2010 £
At 1 January	15,823,790	16,736,904
Mortgage redemptions in the year	(763,369)	(1,021,614)
Amortisation of discount	108,500	108,500
	<hr/>	<hr/>
At 31 December	15,168,921	15,823,790
	<hr/>	<hr/>

The mortgage loans advanced by the Company have no fixed maturity date but would terminate on the earlier of, the date of sale of the property, or the death of the mortgage account holder.

**10 SHARED APPRECIATION RIGHTS RECEIVABLE**

The right for the Company to receive a share of the capital appreciation arising on the individual mortgages, as set out in the original loan agreements, is classified as an embedded derivative, in accordance with the principles of IAS 39. The embedded derivative has been valued separately from the host contract using current HPI. No estimate has been made of the effect of future HPI as the directors consider that this is impractical.

The Company is contractually obliged to pay to the Note holders any amounts received from mortgage customers for the shared appreciation. A corresponding embedded derivative liability has therefore been recognised in the balance sheet (note 13).

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**11 TRADE AND OTHER RECEIVABLES**

	<b>2011</b>	<b>2010</b>
	<b>£</b>	<b>£</b>
Other debtors	1,951	214,083

Included within other debtors for 2010 is an amount due from BOS in respect of a timing difference on a bank account transfer made in December 2010. The amount was received by the Company during January 2011.

**12 INTEREST-BEARING LOANS AND BORROWINGS**

This note provides information about the contractual terms of the Company's interest-bearing loans and borrowings. For more information about the Company's exposure to interest rate risk and the fair value of its financial instruments, see note 17.

	<b>2011</b>	<b>2010</b>
	<b>£</b>	<b>£</b>
<b>Non-current liabilities</b>		
Notes	14,904,424	15,557,133
Deferred issue costs	(139,566)	(149,536)
	<u>14,764,858</u>	<u>15,407,597</u>
<b>Current liabilities</b>		
Accrued interest payable to Note holders	61,422	66,201
Deferred issue costs	(9,969)	(14,953)
	<u>51,453</u>	<u>51,248</u>
<b>At 31 December</b>	<u><u>14,816,311</u></u>	<u><u>15,458,845</u></u>

The mortgage-backed fixed rate Notes are due in 2073. The interest rate applicable on the Notes up to and including the interest period ending in the quarter to 28 February 2028 is 4.50% per annum. Thereafter, the interest rate applicable to the Notes will be 5.50% per annum until 2073 when the Notes become due. At the end of the year the Notes, as rated by S&P, had a rating of A (2010 rating of AAA).

The Notes carry, in addition to interest, rights to receive certain amounts calculated by reference to the value of shared appreciation proceeds received from redeemed mortgages. The Notes are subject to mandatory part redemption from time to time based on the level of redeemed mortgages and can be redeemed in full, in certain circumstances, at the option of the Company. The Notes are secured on the mortgage portfolio, the bank accounts and certain other assets of the Company.

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**13 SHARED APPRECIATION RIGHTS PAYABLE**

The Company is contractually obliged to pay to the Note holders any amounts received from mortgage customers for the shared appreciation arising on the sale of the property. An embedded derivative liability has therefore been recognised in the balance sheet for the same value as the embedded derivative asset (note 10).

**14 DEFERRED TAX LIABILITY**

	2011 £	2010 £
At 1 January	30,935	38,497
Credit for year	(6,072)	(6,416)
Change in Tax Rate – credit	(1,948)	(1,146)
	<hr/>	<hr/>
At 31 December	22,915	30,935
	<hr/>	<hr/>

The deferred tax liability was recognised for the fair value adjustments that arose on transition to IFRS and is being released to the income statement over a period of ten years from adoption.

Legislation to reduce the main rate of corporation tax from 26% to 25% with effect from 1 April 2012 was substantively enacted on 5 July 2011. This has resulted in a decrease in the Company's provision for deferred tax at 31 December 2011 of £1,948.

**15 TRADE AND OTHER PAYABLES**

	2011 £	2010 £
Shared appreciation payable	39,325	474,564
Note redemptions payable	60,500	307,250
Accruals and deferred income	68,073	86,305
Amounts owed to BOS	2,494	2,629
	<hr/>	<hr/>
	170,392	870,748
	<hr/>	<hr/>

**BOS (SHARED APPRECIATION MORTGAGES) NO 3 PLC**  
**NOTES TO THE FINANCIAL STATEMENTS**  
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**16 SHARE CAPITAL**

	2011	2010
	£	£
<b>Authorised</b>		
50,000 ordinary shares of £1 each	50,000	50,000
	<hr/>	<hr/>
1 deferred share of £1	1	1
	<hr/>	<hr/>
<b>Allotted and paid up</b>		
50,000 ordinary shares of £1 each	50,000	50,000
	<hr/>	<hr/>
1 deferred share of £1	1	1
	<hr/>	<hr/>

The Company is a directly held subsidiary undertaking of BOS

The £1 deferred share is held by Deutsche Trustee Company Limited (formerly Bankers Trustee Company Limited)

The holder of the ordinary shares is entitled to receive dividends as declared from time to time

The deferred share carries no entitlement to any dividend or to any share in any surplus assets of the Company on a winding-up, other than the right to be repaid the amount of any paid-up share capital thereon. The right to be repaid any paid-up share capital in the deferred share shall be deferred until after all paid-up share capital has been first repaid on all other classes of issued share capital in the Company

The deferred share carries the right to receive notice of all general meetings of the Company but does not carry the right to attend, speak or vote at a general meeting unless a resolution is to be proposed abrogating, varying or modifying any of the rights or privileges of the holder of the deferred share, or for the winding up or administration of the Company under the Insolvency Act 1986, or for the entry by the Company with any other party into a merger, reconstruction, scheme of arrangement or amalgamation of or affecting the Company, in any of which cases such holder shall have the right to attend such general meeting and shall be entitled to speak and vote. Whenever the holder of the deferred share is entitled to vote at a general meeting, such holder shall have one vote and on a poll such number of votes as is equal to 34% of the number of votes attached to all other issued shares of the Company



**BOS (SHARED APPRECIATION MORTGAGES) NO 3 PLC**  
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**17 MANAGEMENT OF RISK**

The principal risks arising from the Company's financial instruments are credit risk and interest rate risk. However, considerable resource is given to maintaining effective controls to manage, measure and mitigate these risks. Further detailed analysis of the risks facing the Company in relation to its financial instruments is provided below.

The Company's exposure to risk on its financial instruments and the management of such risk is largely determined at the inception of the securitisation transaction. The Company's activities and the role of each party to the transaction are clearly defined and documented.

**17(a) Credit risk**

Credit risk is the risk of financial loss arising from a customer's failure to settle financial obligations as they fall due.

Credit risk arises on the individual loans within the mortgage portfolio which are in turn secured on the underlying UK residential properties. The performance of these loans is therefore influenced by the economic background and the UK housing market. Mortgage loans are no longer offered by the Company.

The ability of the Company to meet its obligations to repay the Notes is dependent upon the receipt of funds earned on the mortgage portfolio and monies deposited in the Reserve Account with BOS (see "Liquidity Risk"). To the extent that this income does not provide sufficient funds to cover the interest due on the Notes or the repayment of the Notes, the Note holders have no claim on the assets of BOS.

The terms of the Mortgage Portfolio Agreement given by BOS in respect of the mortgages require BOS to repurchase any mortgage which is found to be in breach of warranty. BOS will repurchase any mortgages that are found or held not to be valid, binding and enforceable.

Although in such an event the total value of the outstanding loan and any accrued interest will be covered by BOS, the Note holder will not receive the benefit of any future payments of appreciation amounts or partial repayment of appreciation amounts in respect of the mortgages repurchased.

In terms of the shared appreciation, in accordance with the Programme Documentation, amounts received by the Company from the borrower are required to be paid over to the Note holders.

In terms of arrears management, the Company has engaged BOS as servicer of the loans in the portfolio to help reduce the risk of loss. The servicer is required to monitor repayments on the mortgage loans in accordance with its usual credit policies.

The mortgage balances are monitored as part of the LBG impairment process. At each reporting period end, the Company assesses whether there is any objective evidence that mortgage loans within the portfolio are impaired. All loans in the mortgage portfolio pay a fixed rate of interest of 5.75% or 5.95%.

The total value of interest arrears at 31 December 2011 was £48,124 (2010: £70,194). All accounts in the mortgage portfolio had a maximum loan-to-value of 75% and those accounts in interest arrears have a current loan-to-value ratio of less than 41% (2010: 41%). Credit risk is considered to be low. There are no properties in possession or bad debts within the Company. No impairment provision was deemed necessary at 31 December 2011 or 31 December 2010.

**BOS (SHARED APPRECIATION MORTGAGES) NO 3 PLC**  
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**17 MANAGEMENT OF RISK (CONTINUED)**

**17(a) Credit risk (continued)**

The maximum exposure to credit risk arising on the Company's financial assets at the reporting date is disclosed in the table below

	Note	Carrying Amount 2011 £	Maximum Exposure 2011 £	Carrying Amount 2010 £	Maximum Exposure 2010 £
<b>Assets held at amortised cost</b>					
Cash and cash equivalents	8	3,182,281	3,182,281	3,464,193	3,464,193
Mortgage portfolio	9	15,168,921	16,253,921	15,823,790	17,017,290
Trade and other receivables	11	1,951	1,951	214,083	214,083
<b>Assets held at fair value</b>					
Shared appreciation rights receivable	10	22,569,258	22,569,258	25,986,084	25,986,084
<b>Total Assets</b>		<b>40,922,411</b>	<b>42,007,411</b>	<b>45,488,150</b>	<b>46,681,650</b>

**17(b) Interest rate risk**

Interest rate risk exists where assets and liabilities have interest rates set under a different basis or which reset at a different time. The Company minimises its exposure to interest rate risk by ensuring that the interest rate characteristics of assets and liabilities are similar. Both the mortgage portfolio and the Notes issued by the Company are exposed to fair value interest rate risk as they carry fixed interest rates.

At 31 December 2011, if interest rates had been 100 basis points higher or lower with all other variables held constant, the net effect on the Company's income statement would be insignificant. All items remain unaffected by interest rate changes except for interest earned on bank accounts but a 100 basis points change would not give rise to a significant impact on bank interest.

**BOS (SHARED APPRECIATION MORTGAGES) NO 3 PLC**  
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**17 MANAGEMENT OF RISK (CONTINUED)**

**17(c) Liquidity risk**

Liquidity risk is the risk that the Company is not able to meet its financial obligations as they fall due or can do so only at an unacceptably high cost

The extent to which the Company can meet its obligations to pay interest and ultimately repay the Notes will be dependent upon the receipt of funds earned on the mortgage portfolio and the monies deposited in the Reserve Account with BOS

£1,396,800 has been placed on deposit to assist the Company should it not be able to meet its obligations under the Notes. The reliance on this facility is therefore dependent upon the creditworthiness of BOS, which currently has a long term rating from Standard and Poor's (S&P) of A (2010 S&P long-term rating A+)

The Company has not drawn on this facility since inception

The liquidity tables reflect the undiscounted cash payments which will fall due if the structure continues until the earliest contractual maturity date as set out in the Programme Documentation. The Note repayment profile mirrors the repayment of the mortgages, and based on current modelling assumptions, it is not anticipated that any mortgages will still be outstanding beyond the step-up date of February 2028

2011	Carrying amount	Contractual repayment value	Not later than one month	Later than one month but not later than three months	Later than three months but not later than one year	Later than one year and not later than five years	Later than five years
	£	£	£	£	£	£	£
<b>Principal</b>							
Notes	14,904,424	16,010,569	-	-	-	-	16,010,569
Shared appreciation payable	22,569,258	22,569,258	-	-	-	-	22,569,258
Trade and other payables	170,392	170,392	-	170,392	-	-	-
<b>Interest payable</b>							
Interest payable on Notes	61,422	11,649,908	-	179,502	542,453	2,881,902	8,046,051
	<u>37,705,496</u>	<u>50,400,127</u>	<u>-</u>	<u>349,894</u>	<u>542,453</u>	<u>2,881,902</u>	<u>46,625,878</u>

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**17 MANAGEMENT OF RISK (CONTINUED)**

**17(c) Liquidity Risk (continued)**

2010	Carrying amount	Contractual repayment value	Not later than one month	Later than one month but not later than three months	Later than three months but not later than one year	Later than one year and not later than five years	Later than five years
	£	£	£	£	£	£	£
<b>Principal</b>							
Notes	15,557,133	16,609,403	-	-	-	-	16,609,403
Shared appreciation payable	25,986,084	24,250,963	-	-	-	-	24,250,963
Trade and other payables	870,748	870,748	-	863,704	7,044	-	-
<b>Interest payable</b>							
Interest payable on Notes	66,201	13,068,651	-	189,401	578,724	3,074,605	9,225,921
	<u>42,480,166</u>	<u>54,799,765</u>	<u>-</u>	<u>1,053,105</u>	<u>585,768</u>	<u>3,074,605</u>	<u>50,086,287</u>

**17(d) Fair values**

The fair values of the Company's principal financial instruments, together with the carrying amounts shown in the balance sheet are as follows

	Note	Carrying amount 2011 £	Fair value 2011 £	Carrying amount 2010 £	Fair value 2010 £
<b>Loans and Receivables at amortised cost</b>					
Mortgage portfolio	9	15,168,921	10,494,063	15,823,790	18,754,016
<b>Financial liabilities at amortised cost</b>					
Interest-bearing loans and borrowings	12	(14,816,311)	(11,361,584)	(15,458,845)	(17,664,037)

The embedded derivatives for shared appreciation receivable and payable are recognised in the balance sheet at fair value

**BOS (SHARED APPRECIATION MORTGAGES) NO 3 PLC**  
**NOTES TO THE FINANCIAL STATEMENTS**  
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**17 MANAGEMENT OF RISK (CONTINUED)**

**17(d) Fair values (continued)**

The following comments summarise the main methods and assumptions used in estimating the fair value of financial instruments

The fair value of the mortgage portfolio and interest-bearing loans and borrowings have been calculated by discounting future cash flows at an appropriate market rate. The fair value of the shared appreciation rights receivable and shared appreciation rights payable have been calculated using current HPI. The valuation method is consistent with commonly used market techniques. All significant inputs into the valuation models are obtained from observable market data.

For this reason, in accordance with "IFRS 7 Financial Instruments Disclosures", the fair value measurement for the shared appreciation is deemed to be Level 2 in the Fair Value Hierarchy. The change in fair value that has been calculated using this valuation technique has been recognised in the income statement for the year ended 31 December 2011.

The cash and cash equivalents, trade and other receivables and trade and other payables are recognised on an amortised cost basis that is considered to be a close approximation to fair value.

**18 RELATED PARTIES**

The Company is a subsidiary undertaking of BOS and ultimately LBG.

The Company receives bank interest from BOS on its bank deposits. BOS administers the mortgage portfolio on behalf of the Company, for which quarterly service fees are paid. The Company's transactions with related parties are summarised below.

	<b>LBG and subsidiary undertakings</b>	<b>LBG and subsidiary undertakings</b>
	<b>2011</b>	<b>2010</b>
	<b>£</b>	<b>£</b>
<b>Statement of Comprehensive Income</b>		
Interest receivable and similar income	146,392	135,669
Operating expenses	(29,385)	(30,801)
 <b>Balance Sheet</b>		
<b>Assets</b>		
Cash and cash equivalents	3,182,281	3,464,193
Trade and other receivables	-	212,542
 <b>Liabilities</b>		
Bank overdraft	(3,570)	(1,279)
Trade and other payables	(2,494)	(2,629)

**BOS (SHARED APPRECIATION MORTGAGES) NO 3 PLC  
NOTES TO THE FINANCIAL STATEMENTS  
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**19 FUTURE ACCOUNTING PRONOUNCEMENTS**

The following pronouncements will be relevant to the Company but are not applicable for the year ending 31 December 2011 and have not been applied in preparing these financial statements. The full impact of these accounting changes is currently being assessed by the Company.

<b>Pronouncement</b>	<b>Nature of change</b>	<b>IASB effective date</b>
IFRS 9 Financial Instruments <sup>(1)</sup>	Replaces those parts of IAS 39 Financial Instruments Recognition and Measurement relating to the classification, measurement and derecognition of financial assets and liabilities. Requires financial assets to be classified into two measurement categories, fair value and amortised cost, on the basis of the objectives of the entity's business model for managing its financial assets and the contractual cash flow characteristics of the instrument. The available-for-sale financial asset and held-to-maturity investment categories in existing IAS 39 will be eliminated. The requirements for financial liabilities and derecognition are broadly unchanged from IAS 39.	Annual periods beginning on or after 1 January 2015
IFRS 10 Consolidated Financial Statements	Supersedes IAS 27 Consolidated and Separate Financial Statements and SIC-12 Consolidation – Special Purpose Entities and establishes principles for the preparation of consolidated financial statements when an entity controls one or more entities.	Annual periods beginning on or after 1 January 2013
IFRS 12 Disclosure of Interests in Other Entities	Requires an entity to disclose information that enables users of financial statements to evaluate the nature of, and risks associated with, its interests in other entities and the effects of those interests on its financial position, financial performance and cash flows.	Annual periods beginning on or after 1 January 2013

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**FOR THE YEAR ENDED 31 DECEMBER 2011 (CONTINUED)**

**19 FUTURE ACCOUNTING PRONOUNCEMENTS (CONTINUED)**

<b>Pronouncement</b>	<b>Nature of change</b>	<b>IASB effective date</b>
IFRS 13 Fair Value Measurement	The standard defines fair value, sets out a framework for measuring fair value and requires disclosures about fair value measurements. It applies to IFRSs that require or permit fair value measurements or disclosures about fair value measurements.	Annual periods beginning on or after 1 January 2013

<sup>(1)</sup> IFRS 9 is the initial stage of the project to replace IAS 39. Future stages are expected to result in amendments to IFRS 9 to deal with changes to the impairment of financial assets measured at amortised cost and hedge accounting. Until all stages of the replacement project are complete, it is not possible to determine the overall impact on the financial statements of the replacement of IAS 39.

At the date of this report, these pronouncements are awaiting EU endorsement.

**20 PARENT UNDERTAKING AND CONTROLLING PARTY**

The Company's immediate parent company is Bank of Scotland plc. The company regarded by the directors as the ultimate controlling party is Lloyds Banking Group plc, a limited liability company incorporated and domiciled in Scotland, which is also the parent undertaking of the largest group of undertakings for which group financial statements are drawn up and of which the Company is a member. Bank of Scotland plc is the parent undertaking of the smallest such group of undertakings. Copies of the group accounts of both companies may be obtained from Group Secretariat, Lloyds Banking Group plc, 25 Gresham Street, London EC2V 7HN.