

ROYAL BANK OF SCOTLAND GROUP PLC
Form F-6EF
August 26, 2005

As filed with the Securities and Exchange Commission on August 26, 2005

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM F-6
REGISTRATION STATEMENT
under
THE SECURITIES ACT OF 1933
For Depository Shares Evidenced by American Depositary Receipts

of

The Royal Bank of Scotland Group plc

(Exact name of issuer of deposited securities as specified in its charter)

N/A

(Translation of issuer's name into English)

GREAT BRITAIN

(Jurisdiction of incorporation or organization of issuer)

THE BANK OF NEW YORK

(Exact name of depository as specified in its charter)

One Wall Street, New York, N.Y. 10286

(212) 495-1784

(Address, including zip code, and telephone number, including area code, of depository's principal executive offices)

The Bank of New York
ADR Division

One Wall Street, 29th Floor

New York, New York 10286

(212) 495-1784

(Address, including zip code, and telephone number, including area code, of agent for service)

Copies to:
Peter B. Tisne, Esq.
Emmet, Marvin & Martin, LLP
120 Broadway
New York, New York 10271
(212) 238-3010

It is proposed that this filing become effective under Rule 466

immediately upon filing

on (Date) at (Time).

If a separate registration statement has been filed to register the deposited shares, check the following box.

CALCULATION OF REGISTRATION FEE

Title of each class of Securities to be registered	Amount to be registered	Proposed maximum aggregate price per unit ⁽¹⁾	Proposed maximum aggregate offering price ⁽¹⁾	Amount of registration fee
American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing Non-cumulative Dollar Preference Shares, of The Royal Bank of Scotland Group plc	250,000,000 American Depositary Shares	\$5.00	\$12,500,000.00	\$1,471.25

1

For the purpose of this table only the term "unit" is defined as 100 American Depositary Shares.

Pursuant to Rule 429 under the Securities Act of 1933, the Prospectus contained herein also relates to the Depositary Shares of the registrant covered by a previous Registration Statement on Form F-6 of the registrant (Regis. Nos. 333-11490 and 333-10598).

The prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the form of Deposit Agreement filed as Exhibit 1 to this Registration Statement which is incorporated herein by reference.

PART I

INFORMATION REQUIRED IN PROSPECTUS

Item - 1.

Description of Securities to be Registered

Cross Reference Sheet

<u>Item Number and Caption</u>	<u>Location in Form of Receipt Filed Herewith as Prospectus</u>
1. Name and address of depository	Introductory Article
2. Title of American Depositary Receipts and identity of Face of Receipt, top center deposited securities	
Terms of Deposit:	
(i) The amount of deposited securities represented by one unit of Face of Receipt, upper right American Depositary Receipts	corner
(ii) The procedure for voting, if any, the deposited securities	Articles number 13, 14 and 18
(iii) The collection and distribution of dividends	Articles number 4, 11, 13 and 18
(iv) The transmission of notices, reports and proxy soliciting material	Articles number 10, 13, 14, 15 and 18
(v) The sale or exercise of rights	Articles number 11, 13 and 18
(vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization	Articles number 11, 13, 15 and 18
(vii) Amendment, extension or termination of the deposit agreement	Articles number 20 and 21
(viii) Rights of holders of Receipts to inspect the transfer books of the depository and the list of holders of Receipts	Article number 10
(ix) Restrictions upon the right to deposit or withdraw the underlying securities	Articles number 2, 3, 4, 5 and 11
(x) Limitation upon the liability of the depository	Articles number 11, 18, 19 and 21
3. Fees and Charges	Articles number 7

Item - 2.

Available Information

Public reports furnished by issuer

Article number 10

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item - 3.

Exhibits

a.

Form of Deposit Agreement dated as of August 17, 1992, as amended and restated as of February 8, 1999, and as further amended and restated as of November 2, 2001, among The Royal Bank of Scotland Group plc, The Bank of New York as Depositary, and Holders from time to time of American Depositary Receipts issued thereunder. - Filed herewith as Exhibit 1.

b.

Any other agreement to which the Depositary is a party relating to the issuance of the Depositary Shares registered hereby or the custody of the deposited securities represented. - Not Applicable.

c.

Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. - See (a) above.

d.

Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered. - Filed herewith as Exhibit 4.

e.

Certification under Rule 466. - Filed herewith as Exhibit 5.

Item - 4.

Undertakings

(a)

The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the ADRs, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.

(b)

If the amounts of fees charged are not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an ADR thirty days before any change in the fee schedule.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on August 25, 2005.

Legal entity created by the agreement for the issuance of American Depositary Receipts for Non-cumulative Dollar Preference Shares of The Royal Bank of Scotland Group plc.

By:

The Bank of New York,
As Depositary

By: /s/ Joanne F. DiGiovanni

Joanne F. DiGiovanni

Vice President

Pursuant to the requirements of the Securities Act of 1933, THE ROYAL BANK OF SCOTLAND GROUP plc has caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Edinburgh, Scotland on August 25, 2005.

THE ROYAL BANK OF SCOTLAND GROUP plc

By: /s/ Sir George Ross Mathewson

Name: Sir George Ross Mathewson

Title: Chairman

Each person whose signature appears below hereby constitutes and appoints Hew Campbell and Ron Huggett, and each of them severally, his true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his name, place and stead in any and all capacities the Registration Statement and any and all amendments thereto (including post-effective amendments) and any documents in connection therewith, and to file the same with the Securities and Exchange Commission, granting unto each of said attorneys full power to act with or without the other, and full power and authority to do and perform, in his name and on his behalf, every act whatsoever which such attorneys, or any one of them, may deem necessary or desirable to be done in connection therewith as fully and to all

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intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact, or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on August 25, 2005.

/s/ Sir George Ross Mathewson

Name: Sir George Ross Mathewson
Chairman

/s/ Sir Frederick Anderson Goodwin

Name: Sir Frederick Anderson Goodwin
Director and Group Chief Executive

(Principal Executive Officer)

/s/ Frededick Inglis Watt

Name: Frederick Inglis Watt
Director

/s/ Lawrence Kingsbaker Fish

Name: Lawrence Kingsbaker Fish
Director

(Principal Financial and Accounting Officer)

/s/ Gordon Francis Pell

Name: Gordon Francis Pell
Director

/s/ Colin Alexander Mason Buchan

Name: Colin Alexander Mason Buchan
Director

Name: James McGill Currie
Director

/s/ Archibald Hunter

Name: Archibald Hunter
Director

/s/ Charles John Koch

Name: Charles John Koch
Director

Name: Joseph Patrick MacHale
Director

Name: Eileen Alison Mackay
Director

Name: Sir Stephen Arthur Robson
Director

Name: Robert Avisson Scott
Director

Name: Peter Denis Sutherland
Director

/s/ Donald J. Barry Jr.

Name: Donald J. Barry Jr.

Authorized U.S. Representative

INDEX TO EXHIBITS

Exhibit
Number

Exhibit

- | | |
|---|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
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| 4 | Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered. |
| 5 | Certification under Rule 466. |