

ROYAL BANK OF SCOTLAND PLC

Form 424B5

February 07, 2012

The information in this preliminary pricing supplement is not complete and may be changed. A registration statement relating to the securities has been filed with the Securities and Exchange Commission. This preliminary pricing supplement is not an offer to sell these securities and is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale of securities is not permitted.

Subject to Completion

Preliminary Pricing Supplement dated February 7, 2012

Preliminary Pricing Supplement No. 129  
to Product Prospectus Supplement No.  
EPN-1 dated April 7, 2011  
and Prospectus dated May 18, 2010

Filed pursuant to Rule 424(b)(5)  
Registration Statement Nos. 333-162219  
and 333-162219-01  
February 7, 2012

The Royal Bank of Scotland plc (Issuer)  
The Royal Bank of Scotland Group plc (Guarantor)

\$  
RBS Enhanced Participation Notes™  
with Contingent Buffer  
Linked to the Dow Jones Industrial AverageSM

n 180.00% upside participation at maturity in any increase in the level of the Dow Jones Industrial AverageSM regardless of whether a Knock-Out Event has occurred.

n If the level of the Dow Jones Industrial AverageSM has decreased from the Initial Value to the Final Value and a Knock-Out Event has not occurred (i.e., the Buffer Value is not reached), you will be entitled to receive at maturity the Original Offering Price.

n If the level of the Dow Jones Industrial AverageSM has decreased from the Initial Value to the Final Value and a Knock-Out Event has occurred (i.e., the Buffer Value is reached), you will be exposed at maturity to any decrease in the level of the Dow Jones Industrial AverageSM from the Initial Value to the Final Value on a one-for-one basis. In such event, you could lose some or all of your investment.

n Payment at maturity is subject to the creditworthiness of The Royal Bank of Scotland plc, as the issuer, and The Royal Bank of Scotland Group plc, as the guarantor of the issuer's obligations under the securities.

\$1,000 Original Offering Price per RBS Enhanced Participation Note™ with Contingent Buffer

Expected dates\*:

Pricing Date: March 6, 2012

Settlement Date: March 9, 2012

Maturity Date: March 9, 2017

CUSIP / ISIN No.: 78009PCP4 / US78009PCP45

\*Expected dates. In the event that we make any change to the expected pricing date or settlement date, the maturity date will also be changed. The stated term of the securities will remain the same. See also "Clearance and Settlement" on page PS-12 of this pricing supplement.

- n 5-year term (approximately).
- n No periodic interest payments.
- n No listing on any securities exchange.

The RBS Enhanced Participation Notes<sup>TM</sup> with Contingent Buffer Linked to the Dow Jones Industrial Average<sup>SM</sup> due March 9, 2017 (together with the related guarantees, the “securities”) involve risks not associated with an investment in conventional debt securities. See “Risk Factors” beginning on page PS-6 of this pricing supplement and beginning on page S-16 of Product Prospectus Supplement No. EPN-1 (the “product supplement”).

The securities are not bank deposits and are not insured or guaranteed by the Federal Deposit Insurance Corporation, the Deposit Insurance Fund or any other government agency.

The Securities and Exchange Commission and state securities regulators have not approved or disapproved the securities, or determined if this pricing supplement, the product supplement or the prospectus are truthful or complete. Any representation to the contrary is a criminal offense.

	Per security	Total
Original Offering Price (1)	\$1,000.00	\$
Underwriting discount (2)	\$ 12.50	\$
Proceeds, before expenses, to The Royal Bank of Scotland plc	\$ 987.50	\$

(1) The value you might expect to receive if you were able to resell the securities on the pricing date is less than the Original Offering Price. This is because the Original Offering Price includes the underwriting discount set forth above and also reflects our cost of hedging our obligations under the securities. For additional information, see “Risk Factors—The value of your securities on the pricing date is less than the Original Offering Price due to the underwriting discount and our cost of hedging, both of which can be expected to be reflected in secondary market prices” on page S-21 of the product supplement. The Original Offering Price also does not include fees that you may be charged if you buy the securities through your registered investment advisers for managed fee-based accounts.

(2) RBS Securities Inc. (“RBSSI”) has entered into an agreement with SIP America LLC (“SIP America”), a registered broker-dealer and FINRA member, under which RBSSI will pay SIP America a fee in an amount equal to 0.75% of the face value of securities issued by The Royal Bank of Scotland plc on the settlement date in consideration for its role in marketing the securities. No securities will be sold by RBSSI to or through SIP America in this offering. For additional information, see “Supplemental Plan of Distribution (Conflicts of Interest)” on page PS-12 of this pricing supplement.

RBS Securities Inc.  
March , 2012

**THE ROYAL BANK OF SCOTLAND PLC**  
RBS Enhanced Participation Notes<sup>TM</sup> with  
Contingent Buffer  
Linked to the Dow Jones Industrial Average<sup>SM</sup>  
due March 9, 2017

## Summary

The RBS Enhanced Participation Notes<sup>TM</sup> with Contingent Buffer Linked to the Dow Jones Industrial Average<sup>SM</sup> due March 9, 2017 (together with the related guarantees, each, a “security” and collectively, the “securities”) are senior unsecured obligations issued by us, The Royal Bank of Scotland plc, and are fully and unconditionally guaranteed by our parent company, The Royal Bank of Scotland Group plc. The securities will rank equally with all of our senior unsecured indebtedness from time to time outstanding, and any payments due on the securities, including any repayment of your investment, will be subject to the ability of RBS, as the issuer of the securities, and RBSG, as the guarantor of the issuer’s obligations under the securities, to pay their respective obligations as they become due.

The securities provide investors with enhanced upside participation in the increase, if any, in the level of the Dow Jones Industrial Average<sup>SM</sup> (the “Underlying Equity Index”) from the Initial Value to the Final Value regardless of whether a Knock-Out Event has occurred. If the level of the Underlying Equity Index has decreased from the Initial Value to the Final Value and a Knock-Out Event has not occurred, you will be entitled to receive at maturity the Original Offering Price. If the level of the Underlying Equity Index has decreased from the Initial Value to the Final Value, and a Knock-Out Event has occurred, you will be exposed at maturity to the full decrease in the level of the Underlying Equity Index from the Initial Level to the Final Level on a one-for-one basis. Investors will not receive any interest payments. Investors must be willing to accept the risk of losing some or substantially all of their investment.

Capitalized terms used but not defined in this pricing supplement have the meanings set forth in the product supplement.

## Key Terms

Issuer:	The Royal Bank of Scotland plc (“RBS”)
Guarantor:	The Royal Bank of Scotland Group plc (“RBSG”)
Original Offering Price:	\$1,000 per security
Term:	5 years (approximately)
Underlying Equity Index:	The Dow Jones Industrial Average <sup>SM</sup> (Bloomberg ticker: INDU)
Participation Rate:	180.00%. This represents 1.8 times upside participation in any increase in the level of the Underlying Equity Index from the Initial Value to the Final Value.
Initial Value:	The closing level of the Underlying Equity Index on the pricing date. The Initial Value will be determined by the Calculation Agent and set forth in the final pricing supplement.
Final Value:	The closing level of the Underlying Equity Index on the Valuation Date.
Reference Return:	Measures the percentage increase or decrease in the level of the Underlying Equity Index from the Initial Value to the Final Value,

and will be equal to:  
$$\frac{\text{Final Value} - \text{Initial Value}}{\text{Initial Value}}$$

Knock-Out Event:	A Knock-Out Event occurs if, on any Market Measure Business Day during the Monitoring Period, the closing level of the Underlying Equity Index is equal to or less than the Buffer Value (i.e., the closing level of the Underlying Equity Index has decreased from its Initial Value by a percentage that is equal to or greater than the Buffer Amount).
Buffer Amount (%):	50.00% (representing a protection against any decrease in the level of the Underlying Equity Index up to the Buffer Value).
Buffer Value:	50.00% of the Initial Value, rounded to two decimal places. The actual Buffer Value will be determined on the pricing date and set forth in the final pricing supplement.
Monitoring Period:	The period from and excluding the pricing date to and including the Valuation Date.
Valuation Date:	Expected to be March 6, 2017, the third Market Measure Business Day before the Maturity Date. If a Market Disruption Event occurs or is continuing on the scheduled Valuation Date or if the scheduled Valuation Date is not a Market Measure Business Day, the Valuation Date will be postponed as described in the accompanying product supplement under “Description of the Securities—The Initial Value and the Final Value” and “Description of the Securities—Market Disruption Events.”
Maturity Date:	Expected to be March 9, 2017. If the Valuation Date is postponed, the Maturity Date will be the third business day following the Valuation Date, as postponed.
Payment at Maturity:	On the Maturity Date, you will be entitled to receive a cash payment per security determined by the Calculation Agent as described on the following page.
Calculation Agent:	RBS Securities Inc., an affiliate of RBS

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Determining the Payment at Maturity

On the Maturity Date, you will be entitled to receive a cash payment per security calculated as follows:

If a Knock-Out Event Has Not Occurred:

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### Examples of Payment at Maturity Calculations

Set forth below are four hypothetical examples of Payment at Maturity calculations (rounded to two decimal places), reflecting the following values and hypothetical data:

- the Participation Rate of 180.00%;
- the Buffer Amount of 50.00% (representing a protection against any decrease in the level of the Underlying Equity Index up to the Buffer Value);
- the hypothetical Initial Value of 12,862.23 (the closing level of the Underlying Equity Index on February 3, 2012); and
- the hypothetical Buffer Value of 6,431.12 (50.00% of the hypothetical Initial Value, rounded to two decimal places).

Any payment at maturity is subject to the ability of RBS, as the issuer of the securities, and RBSG, as the guarantor of the issuer's obligations under the securities, to pay their respective obligations as they become due.

EXAMPLE 1 — A Knock-Out Event has not occurred, and the hypothetical Final Value is 9,003.56 (which is 30.00% below the hypothetical Initial Value):

$$\text{Reference Return} = \frac{9,003.56 - 12,862.23}{12,862.23} = -30.00\%$$

Payment at Maturity (per security) = \$1,000 (i.e., a 0% return).

If a Knock-Out Event (as defined on page PS-2 of this pricing supplement) has not occurred and the level of the Underlying Equity Index has decreased from the Initial Value to the Final Value, the Payment at Maturity will equal the \$1,000 Original Offering Price.

EXAMPLE 2 — A Knock-Out Event has not occurred, and the hypothetical Final Value is 16,720.90 (which is 30.00% above the hypothetical Initial Value):

$$\text{Reference Return} = \frac{16,720.90 - 12,862.23}{12,862.23} = 30.00\%$$

Payment at Maturity (per security) = \$1,000 + (\$1,000 x 180.00% x 30.00%) = \$1,540.00 (i.e., a 54.00% return).

If the level of the Underlying Equity Index has increased from the Initial Value to the Final Value, the Payment at Maturity will equal (a) the Original Offering Price plus (b) the Original Offering Price multiplied by 180% of the Reference Return, regardless of whether a Knock-Out Event (as defined on page PS-2 of this pricing supplement) has occurred.

EXAMPLE 3 — A Knock-Out Event has occurred, and the hypothetical Final Value is 9,003.56 (which is 30.00% below the hypothetical Initial Value):

$$\text{Reference Return} = \frac{9,003.56 - 12,862.23}{12,862.23} = -30.00\%$$

Payment at Maturity (per security) = \$1,000 + (\$1,000 x -30.00%) = \$700.00 (i.e., a 30.00% loss).

If a Knock-Out Event (as defined on page PS-2 of this pricing supplement) has occurred and the level of the Underlying Equity Index has decreased from the Initial Value to the Final Value, your investment will be fully exposed to any decline in the level of the Underlying Equity Index and you will lose some or all of your investment.

EXAMPLE 4 — A Knock-Out Event has occurred, and the hypothetical Final Value is 16,720.90 (which is 30.00% above the hypothetical Initial Value):

$$\text{Reference Return} = \frac{16,720.90 - 12,862.23}{12,862.23} = 30.00\%$$

Payment at Maturity (per security) = \$1,000 + (\$1,000 x 180.00% x 30.00%) = \$1,540.00 (i.e., a 54.00% return).

If the level of the Underlying Equity Index has increased from the Initial Value to the Final Value, the Payment at Maturity will equal (a) the Original Offering Price plus (b) the Original Offering Price multiplied by 180% of the Reference Return, regardless of whether a Knock-Out Event (as defined on page PS-2 of this pricing supplement) has occurred.

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### Hypothetical Payout Profile and Payment at Maturity

For purposes of illustration only, the Hypothetical Payout Profile and Hypothetical Payment at Maturity below reflect the hypothetical returns at maturity and hypothetical payments at maturity per security for a range of hypothetical Final Values of the Underlying Equity Index from +100.00% to -100.00%. Because the Underlying Equity Index is a price return index, the Final Values presented below will not include any income generated by dividends paid on the stocks included in the Underlying Equity Index, which you would otherwise be entitled to receive if you invested in those stocks directly.

The graph and chart reflect the Participation Rate of 180.00%, the Buffer Amount of 50.00%, the hypothetical Initial Value of 12,862.23 (the closing level of the Underlying Equity Index on February 3, 2012), and the hypothetical Buffer Value of 6,431.12 (50.00% of the hypothetical Initial Value, rounded to two decimal places). The actual Initial Value and Buffer Value will be determined on the pricing date and set forth in the final pricing supplement. The actual Payment at Maturity that you are entitled to receive and the resulting return on your investment will depend on the actual Final Value relative to the Initial Value, and on whether a Knock-Out Event has occurred.

Any payment at maturity is subject to the ability of RBS, as the issuer of the securities, and RBSG, as the guarantor of the issuer's obligations under the securities, to pay their respective obligations as they become due.

### HYPOTHETICAL PAYOUT PROFILE

This graph reflects the hypothetical returns on the securities at maturity. The green line reflects the hypothetical returns on the securities if a Knock-Out Event does not occur. The red line reflects the hypothetical returns on the securities if a Knock-Out Event occurs and the Final Value is less than the Initial Value on the Valuation Date. You will receive 180.00% upside participation regardless of whether a Knock-Out Event occurs. The dotted line reflects the return of a hypothetical direct investment in the stocks included in the Underlying Equity Index, excluding dividends.

### HYPOTHETICAL PAYMENT AT MATURITY

Underlying Equity Index		Return on the Securities		Payment at Maturity per Security	
Final Value	Reference Return	Knock-Out Event Has Not Occurred(1)	Knock-Out Event Has Occurred(2)	Knock-Out Event Has Not Occurred(1)	Knock-Out Event Has Occurred(2)
25,724.46	100.00%	180.00%	180.00%	\$2,800.00	\$2,800.00
24,438.24	90.00%	162.00%	162.00%	\$2,620.00	\$2,620.00
23,152.01	80.00%	144.00%	144.00%	\$2,440.00	\$2,440.00



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21,865.79	70.00%	126.00%	126.00%	\$2,260.00	\$2,260.00
20,579.57	60.00%	108.00%	108.00%	\$2,080.00	\$2,080.00
19,293.35	50.00%	90.00%	90.00%	\$1,900.00	\$1,900.00
18,007.12	40.00%	72.00%	72.00%	\$1,720.00	\$1,720.00
16,720.90	30.00%	54.00%	54.00%	\$1,540.00	\$1,540.00
15,434.68	20.00%	36.00%	36.00%	\$1,360.00	\$1,360.00
14,148.45	10.00%	18.00%	18.00%	\$1,180.00	\$1,180.00
12,862.23	0.00%	0.00%	0.00%	\$1,000.00	\$1,000.00
11,576.01	-10.00%	0.00%	-10.00%	\$1,000.00	\$900.00
10,289.78	-20.00%	0.00%	-20.00%	\$1,000.00	\$800.00
9,003.56	-30.00%	0.00%	-30.00%	\$1,000.00	\$700.00
7,717.34	-40.00%	0.00%	-40.00%	\$1,000.00	\$600.00
6,431.12	-50.00%	N/A	-50.00%	N/A	\$500.00
5,144.89	-60.00%	N/A	-60.00%	N/A	\$400.00
3,858.67	-70.00%	N/A	-70.00%	N/A	\$300.00
2,572.45	-80.00%	N/A	-80.00%	N/A	\$200.00
1,286.22	-90.00%	N/A	-90.00%	N/A	\$100.00
0.00	-100.00%	N/A	-100.00%	N/A	\$0.00

(1) The closing level of the Underlying Equity Index is greater than the Buffer Value on each Market Measure Business Day during the Monitoring Period.

(2) The closing level of the Underlying Equity Index is equal to or less than the Buffer Value on at least one Market Measure Business Day during the Monitoring Period.

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## Risk Factors

There are important differences between the securities and a conventional debt security. An investment in the securities involves significant risks, including those listed below. You should carefully review the more detailed explanation of risks relating to the securities in the “Risk Factors” sections beginning on page S-16 of the product supplement. We also urge you to consult with your investment, legal, accounting, tax, and other advisors before you invest in the securities.

- The securities are not conventional debt securities—they do not pay interest and there is no principal protection; you may lose some or all of your investment in the securities.
- The credit risk of The Royal Bank of Scotland plc and The Royal Bank of Scotland Group plc, and their credit ratings and credit spreads may adversely affect the value of the securities.
- The Payment at Maturity will depend on whether a Knock-Out Event has occurred and the Final Value, which is determined only on a valuation date shortly before the maturity date.
- The benefit provided by the contingent buffer may terminate during the term of the securities, in which case you will be fully exposed to any decrease in the level of the Underlying Equity Index.
- The securities may not be a suitable investment for you.
- Although we are a bank, the securities are not bank deposits and are not insured or guaranteed by the Federal Deposit Insurance Corporation, the Deposit Insurance Fund or any other government agency.
- The securities will not be listed on any securities exchange and there may be little or no secondary market for the securities.
- The value of the securities prior to maturity will be influenced by many unpredictable factors, and may be less than the Original Offering Price.
- In the event that we or RBSG, as guarantor, exercise our option to redeem the securities, as described in the section of the product supplement entitled “Description of the Securities—Optional Tax Redemption,” the amount of cash you will be entitled to receive upon redemption of the securities is uncertain.
- An increase in the level of the Underlying Equity Index may not increase the value of your securities.
- The value of your securities on the pricing date is less than the Original Offering Price due to the underwriting discount and our cost of hedging, both of which can be expected to be reflected in secondary market prices.
- Hedging and trading activities by us or our affiliates may adversely affect your return on the securities and the value of the securities.

- The holding of securities by our affiliates and future sales by our affiliates could be in conflict with your interests.
- There may be potential conflicts of interest between security holders and the calculation agent or other of our affiliates.
- RBSSI and its affiliates may publish reports, express opinions or provide recommendations that are inconsistent with investing in or holding the securities. Any such reports, opinions or recommendations could affect the value of the Underlying Equity Index and therefore the value of the securities.
- The U.S. federal income tax consequences of an investment in the securities are uncertain.
- An investment in the securities is not the same as a direct investment in the Underlying Equity Index or in the securities that comprise the Underlying Equity Index.
- Adjustments to the Underlying Equity Index could adversely affect the securities.
- We may engage in business with or involving one or more of the issuers of the securities comprising the Underlying Equity Index without regard to your interests.
- We do not control any issuer whose securities comprise the Underlying Equity Index and we are not responsible for any of their disclosure.

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### Investor Considerations

You may wish to consider an investment in the securities if:

- You anticipate that the level of the Underlying Equity Index will increase from the Initial Value to the Final Value.
- You accept that your investment may result in a loss, which could be significant, if a Knock-Out Event has occurred and the Final Value of the Underlying Equity Index is less than the Initial Value.
- You do not seek a current income stream from your investment.
- You are willing to forgo interest payments on the securities such as fixed or floating rate interest paid on traditional interest bearing debt securities.
- You seek exposure to the fluctuations in the level of the Underlying Equity Index with no expectation of dividends or other benefits of owning the securities comprising the Underlying Equity Index.
- You are willing to accept that a trading market is not expected to develop for the securities and you understand that secondary market prices for the securities, if any, will be affected by various factors, including our actual and perceived creditworthiness.
- You are able to and willing to hold the securities until maturity.
- You are willing to make an investment, the payments on which depend on the creditworthiness of RBS, as the issuer of the securities, and RBSG, as the guarantor of the issuer's obligations under the securities.

The securities may not be an appropriate investment for you if:

- You are not willing to be exposed to the fluctuations in the level of the Underlying Equity Index.
- You seek full principal protection or preservation of capital invested.
- You believe the level of the Underlying Equity Index will decrease from the Initial Value or that the level of the Underlying Equity Index will not increase sufficiently over the term of the securities to provide you with your desired return.
- You seek interest payments or other current income on your investment.
- You want to receive dividends or other distributions paid on the securities included in the Underlying Equity Index.
- You seek assurances that there will be a liquid market if and when you want to sell the securities prior to maturity.

- You are unwilling or are unable to assume the credit risk associated with RBS, as the issuer, and RBSG, as the guarantor of the issuer's obligations under the securities.

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## The Underlying Equity Index

We have derived all information contained in this pricing supplement regarding the Dow Jones Industrial Average<sup>SM</sup>, including, without limitation, its make-up, method of calculation and changes in its components, from publicly available information. Such information reflects the policies of, and is subject to change by, Dow Jones Indexes, the marketing name and licensed trademark of CME Group Index Services LLC (“CME”), a joint venture company owned 90% by CME Group Inc. (“CME Group”) and 10% by Dow Jones & Company, Inc. (“Dow Jones”). We make no representation or warranty as to the accuracy or completeness of such information. The Dow Jones Industrial Average<sup>SM</sup> is maintained by a committee comprised of the Managing Editor of The Wall Street Journal (“WSJ”), the head of Dow Jones Indexes research and the head of CME Group research (the “Averages Committee”), who have no obligation to continue to publish, and may discontinue the publication of, the Dow Jones Industrial Average<sup>SM</sup>.

The Dow Jones Industrial Average<sup>SM</sup> is reported by Bloomberg L.P. (“Bloomberg”) under the ticker symbol “INDU.”

On November 4, 2011, The McGraw-Hill Companies, Inc. (“McGraw-Hill”), the owner of the S&P Indices business, and CME Group announced a new joint venture, S&P/Dow Jones Indices, which will own the S&P Indices business and the Dow Jones Indexes business, including the Dow Jones Industrial Average<sup>SM</sup>. McGraw-Hill and CME Group expect the S&P/Dow Jones Indices to be operational in the first half of 2012, subject to regulatory approval and other conditions.

## Publication of the Dow Jones Industrial Average<sup>SM</sup>

The Dow Jones Industrial Average<sup>SM</sup> is a price-weighted index, meaning the weight of a component stock (a “DJIA Component Stock”) is based on its price per share rather than the total market capitalization of the issuer. The Dow Jones Industrial Average<sup>SM</sup> is designed to provide an indication of the composite performance of 30 common stocks of companies representing a broad cross-section of U.S. industry. The companies represented in the Dow Jones Industrial Average<sup>SM</sup> are incorporated and listed in the United States and tend to be market leaders in their respective industries and their stocks are typically widely held by individuals and institutional investors.

The Dow Jones Industrial Average<sup>SM</sup> covers all industries with the exception of Transportation and Utilities. Nine main groups of companies constitute the Dow Jones Industrial Average<sup>SM</sup>, with the following approximate sector weights as of January 31, 2012: Industrials (21.99%); Technology (17.74%); Consumer Services (14.60%); Oil & Gas (11.19%); Consumer Goods (10.12%); Financials (9.16%); Health Care (7.52%); Telecommunications (4.02%); and Basic Materials (3.66%). Sectors are based on the ten industries defined by a proprietary classification system used by Dow Jones Indexes.

The 30 DJIA Component Stocks are selected at the sole discretion of the Averages Committee. Generally, composition changes occur only after mergers, corporate acquisitions or other dramatic shifts in a DJIA Component Stock’s core business. When such an event necessitates that one DJIA Component Stock be replaced, the entire index is reviewed. As a result, when changes are made they typically involve more than one DJIA Component Stock. While there are no quantitative rules for selecting a DJIA Component Stock, a stock is typically added only if it has an excellent reputation, demonstrates sustained growth and is of interest to a large number of investors.

Changes in the composition of the Dow Jones Industrial Average<sup>SM</sup> are made entirely by the Averages Committee without consultation with the companies represented, any official agency or us. Changes to the DJIA Component Stocks tend to be made infrequently, and the DJIA Component Stocks may be changed at any time for any reason.

The Dow Jones Industrial Average<sup>SM</sup> initially consisted of 12 common stocks and was first published in the WSJ in 1896. The Dow Jones Industrial Average<sup>SM</sup> was increased to include 20 common stocks in 1916 and to 30 common stocks in 1928. The number of common stocks in the Dow Jones Industrial Average<sup>SM</sup> has remained at 30 since 1928, and, in an effort to maintain continuity, the constituent companies represented in the Dow Jones Industrial Average<sup>SM</sup> have been changed on a relatively infrequent basis.

#### Computation of the Dow Jones Industrial Average<sup>SM</sup>

The level of the Dow Jones Industrial Average<sup>SM</sup> is the sum of the primary exchange prices of each of the 30 DJIA Component Stocks, divided by a divisor that is designed to provide a meaningful continuity in the level of the Dow Jones Industrial Average<sup>SM</sup>. Because the Dow Jones Industrial Average<sup>SM</sup> is price-weighted, stock splits or changes in the DJIA Component Stocks could result in distortions in the Dow Jones Industrial Average<sup>SM</sup> level. In order to prevent these distortions related to extrinsic factors, the divisor is periodically changed in accordance with a mathematical formula that reflects adjusted proportions within the Dow Jones Industrial Average<sup>SM</sup>. The current divisor is published daily in the WSJ and other publications. In addition, other statistics based on the Dow Jones Industrial Average<sup>SM</sup> may be found in a variety of publicly available sources.

The current formula used to calculate the divisor adjustments is as follows: the new divisor (i.e., the divisor on the next trading session) is equal to (i) the divisor on the current trading session times (ii) the quotient of (a) the sum of the adjusted (for stock dividends, splits and spin-offs and other applicable corporate actions) closing prices per share of the DJIA Component Stocks on the current trading session and (b) the sum of the unadjusted closing prices per share of the DJIA Component Stocks on the current trading session.

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## License Agreement

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## HISTORICAL INFORMATION

The following graph sets forth the daily historical performance of the Dow Jones Industrial Average<sup>SM</sup> in the period from February 2, 2007 through February 3, 2012. The closing level of the Dow Jones Industrial Average<sup>SM</sup> on February 3, 2012 was 12,862.23. We obtained the closing levels below from Bloomberg, without independent verification. We make no representation or warranty as to the accuracy or completeness of the information obtained from Bloomberg.

These historical values for the Dow Jones Industrial Average<sup>SM</sup> are not indicative of the future performance of the Dow Jones Industrial Average<sup>SM</sup> or what the value of the securities will be. Any historical upward or downward trend in the value of the Dow Jones Industrial Average<sup>SM</sup> during any period set forth below is not an indication that the Dow Jones Industrial Average<sup>SM</sup> is more or less likely to increase or decrease at any time during the term of the securities. You cannot predict the future performance of the securities or the Dow Jones Industrial Average<sup>SM</sup> based on the historical performance of the Dow Jones Industrial Average<sup>SM</sup>. Neither we nor RBSG can guarantee that the value of the Dow Jones Industrial Average<sup>SM</sup> will increase.

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## Tax Consequences

In the opinion of our special tax counsel, Davis Polk & Wardwell LLP, which is based on current market conditions, it is more likely than not that the securities will be treated as prepaid financial contracts that are not debt for U.S. federal income tax purposes. Under this treatment:

- you should not recognize taxable income or loss prior to the maturity of your securities, other than pursuant to a sale or exchange; and
- your gain or loss on the securities should be capital gain or loss and should be long-term capital gain or loss if you have held the securities for more than one year.

The Internal Revenue Service (the “IRS”) or a court may not agree with this treatment, however, in which case the timing and character of income or loss on your securities could be materially and adversely affected.

In 2007, Treasury and the IRS released a notice requesting comments on various issues regarding the U.S. federal income tax treatment of “prepaid forward contracts” and similar instruments, such as the securities. The notice focuses in particular on whether to require holders of these instruments to accrue income over the term of their investment. It also asks for comments on a number of related topics, including the character of income or loss with respect to these instruments; the relevance of factors such as the nature of the underlying property to which the instruments are linked; the degree, if any, to which income (including any mandated accruals) realized by non-U.S. persons should be subject to withholding tax; and whether these instruments are or should be subject to the “constructive ownership” regime, which very generally can operate to recharacterize certain long-term capital gain as ordinary income and impose an interest charge. While the notice requests comments on appropriate transition rules and effective dates, any Treasury regulations or other guidance promulgated after consideration of these issues could materially and adversely affect the tax consequences of an investment in the securities, possibly with retroactive effect.

You should review carefully the section in the accompanying product supplement entitled “U.S. Federal Income Tax Consequences.” The preceding discussion, when read in combination with that section, constitutes the full opinion of our special tax counsel regarding the material U.S. federal income tax consequences of owning and disposing of the securities.

For a discussion of U.K. tax considerations relating to the securities, you should refer to the section in the accompanying product supplement entitled “Taxation in the United Kingdom.”

You should consult your tax adviser regarding the U.S. federal tax consequences of an investment in the securities (including possible alternative treatments and the issues presented by the 2007 notice), as well as tax consequences arising under the laws of any state, local or non-U.S. taxing jurisdiction.

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#### Supplemental Plan of Distribution (Conflicts of Interest)

We have appointed RBS Securities Inc. (“RBSSI”) as our selling agent for this offering. RBSSI will purchase these securities as principal for its own account at the discount set forth on the cover of this pricing supplement. RBSSI has informed us that, as part of its distribution of the securities, it intends to reoffer the securities to other dealers who will sell the securities. Each such dealer engaged by RBSSI, or further engaged by a dealer to whom RBSSI reoffers the securities, will purchase the securities at an agreed concession, not in excess of the discount that RBSSI will receive from us. RBSSI has informed us that such concessions may vary from dealer to dealer and that not all dealers will purchase or repurchase the securities at the same concession. You can find a general description of the commission rates payable to the selling agents under “Plan of Distribution (Conflicts of Interest)” in the accompanying product supplement. In addition, RBSSI has entered into an agreement with SIP America LLC (“SIP America”), a registered broker-dealer and FINRA member, under which RBSSI will pay SIP America a fee in an amount equal to 0.75% of the face value of securities issued by RBS on the settlement date in consideration for its role in marketing the securities. No securities will be sold by RBSSI to or through SIP America in this offering.

RBSSI is an affiliate of ours and RBSG. RBSSI will conduct this offering in compliance with the requirements of Rule 5121 of the Financial Industry Regulatory Authority, Inc., which is commonly referred to as FINRA, regarding a FINRA member firm’s distribution of the securities of an affiliate. Following the initial distribution of any of these securities, RBSSI may offer and sell those securities in the course of its business as a broker-dealer. RBSSI may act as principal or selling agent in those transactions and will make any sales at varying prices related to prevailing market prices at the time of sale or otherwise. RBSSI may use this pricing supplement and the accompanying prospectus and product supplement, in connection with any of those transactions. RBSSI is not obligated to make a market in any of these securities and may discontinue any market-making activities at any time without notice.

We and our affiliates, including RBSSI, may enter into one or more hedging transactions in connection with this offering of securities. See “Use of Proceeds; Hedging” in the accompanying product supplement.

To the extent the total aggregate amount of the securities being offered by this pricing supplement is not purchased by investors in the offering, one or more of our affiliates has agreed to purchase the unsold portion, which may constitute up to 15% of the total aggregate amount of the securities, and to hold such securities initially for its own investment purposes. See “The holding of securities by our affiliates and future sales by our affiliates could be in conflict with your interests” under the heading “Risk Factors” and “Plan of Distribution (Conflicts of Interest)” in the accompanying product supplement.

#### Clearance and Settlement

We may deliver the securities against payment therefor on a date that is greater than three business days following the pricing date. Under Rule 15c6-1 of the Exchange Act, trades in the secondary market generally are required to settle in three business days, unless the parties to any such trade expressly agree to otherwise. Accordingly, if the initial settlement of the securities occurs more than three business days from the pricing date, purchasers who wish to trade the securities more than three business days prior to the original issue date of the securities will be required to specify

alternative arrangements to prevent a failed settlement.

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#### Where You Can Find More Information

RBS has filed a registration statement (including a prospectus) with the Securities and Exchange Commission, or SEC, for the offering to which this pricing supplement relates. Before you invest, you should read the prospectus in that registration statement and other documents, including the applicable product supplement, related to this offering that RBS has filed with the SEC for more complete information about RBS and the offering of the securities.

You may get these documents without cost by visiting EDGAR on the SEC website at [www.sec.gov](http://www.sec.gov). Alternatively, RBS, any underwriter or any dealer participating in this offering will arrange to send you the prospectus and product supplement if you request by calling toll free (866) 747-4332.

You should read this pricing supplement together with the prospectus dated May 18, 2010, and the more detailed information contained in the product supplement dated April 7, 2011. This pricing supplement, together with the documents listed below, contains the terms of the securities and supersedes all other prior or contemporaneous oral statements as well as any other written materials including preliminary or indicative pricing terms, correspondence, trade ideas, structures for implementation, sample structures, fact sheets, brochures or other educational materials of ours. You should carefully consider, among other things, the matters set forth in “Risk Factors” in the accompanying product supplement, as the securities involve risks not associated with conventional debt securities. We urge you to consult your investment, legal, tax, accounting and other advisors before you invest in the securities.

You may access these documents on the SEC website at [www.sec.gov](http://www.sec.gov) as follows (or if such address has changed, by reviewing our filings for the relevant date on the SEC website):

- Product Prospectus Supplement No. EPN-1 dated April 7, 2011:  
[http://www.sec.gov/Archives/edgar/data/729153/000095010311001325/dp21933\\_424b5.htm](http://www.sec.gov/Archives/edgar/data/729153/000095010311001325/dp21933_424b5.htm)
- Prospectus dated May 18, 2010:  
[http://www.sec.gov/Archives/edgar/data/729153/000095010310001492/dp17682\\_424b2.htm](http://www.sec.gov/Archives/edgar/data/729153/000095010310001492/dp17682_424b2.htm)

Our Central Index Key, or CIK, on the SEC website is 729153. Unless otherwise indicated or unless the context requires otherwise, all references in this document to “we,” “us” and “our” or similar references are to The Royal Bank of Scotland plc.

The securities are our unsecured and unsubordinated obligations issued as part of our RBS Notes<sup>SM</sup> program and guaranteed by RBSG. RBS Notes<sup>SM</sup> is a service mark of The Royal Bank of Scotland N.V., one of our affiliates.

We reserve the right to withdraw, cancel or modify any offering of the securities and to reject orders in whole or in part prior to their issuance.

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#### Four Categories of RBS Investor Products

RBS Investor Products is the brand name for RBS's securities offerings that provide market-driven investment solutions across different asset classes and investor risk profiles to help meet your portfolio needs. RBS Investor Products are divided into four broad categories depending on the level of risk to your principal invested at maturity: Protection, Fixed Buffer, Contingent Buffer and Full Exposure. These broad categories are intended to help you to first understand the degree of your principal at risk at maturity, before you consider the upside potential of RBS Investor Products. The following description is only an overview of the four categories of RBS Investor Products, and does not represent any particular security nor guarantee performance. All payments due on RBS Investor Products are subject to the credit risk of RBS, as the issuer, and RBSG, as the guarantor of the issuer's obligations under the securities.

Protection investments provide for full or partial protection on your invested principal at maturity against downside market movements, subject to the creditworthiness of the issuer and the guarantor. These securities are designed for investors who place a priority on the preservation of principal at maturity, while potentially offering better returns than traditional fixed income investments. These securities tend to have a longer term than securities that do not offer protection, and principal invested is not protected prior to maturity.

Fixed Buffer investments provide a modest buffer at maturity against downside market movements. These securities are designed for investors who seek potential growth or income, and who also seek some cushion against modest market declines up to a specified buffer. You are exposed to the full market decline in the underlying asset beyond the specified buffer, and you can lose some or a substantial portion of your investment.

Contingent Buffer investments provide some protection against downside market movements only if the underlying asset does not fall to or below a specified level during the term of the securities. If the underlying asset falls to or below this specified level, you are exposed to the full market decline in the underlying asset at maturity without any cushion against downside market movements. These investments are for more aggressive investors who can tolerate full downside risk but find the contingent buffer to be an appealing form of tactical cushion. You can lose some or all of your investment.

Full Exposure investments expose investors to full downside risk to any decline in the underlying asset. These investments are meant for investors who are willing to take full market risk in return for either enhanced appreciation or access to a unique underlying asset or strategy. You can lose some or all of your investment.

RBS Investor Products can provide access to a range of asset classes and risk and potential return profiles. These investments can play an important role as a portion of a diversified investment portfolio. In assessing the potential return of any RBS Investor Product, you should understand that these securities involve significant investment risks, and you should carefully review the applicable pricing supplement, product supplement and prospectus before investing.