

ROYAL BANK OF SCOTLAND GROUP PLC  
Form SC 13D/A  
April 15, 2009

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D/A  
Amendment No. 1

(Rule 13d)

Under the Securities Exchange Act of 1934

THE ROYAL BANK OF SCOTLAND GROUP plc  
(Name of Issuer)

Ordinary Shares  
(Title of Class of Securities)

G76891111  
(CUSIP Number)

Stephen Parker  
1 Horse Guards Road  
London  
SW1A 2HW  
(+44) 20 7270 5666  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

April 14, 2009  
(Date of Event which Requires Filing of this Statement)

HM Treasury;  
UK Financial Investments Ltd  
(Reporting Persons)

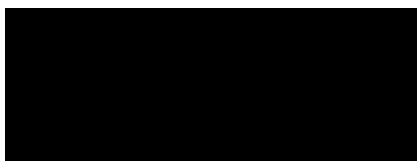
If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box o.



Explanatory note: In lieu of providing the information called for by Schedule 13D, Her Majesty's Treasury is furnishing a copy of "TR-1: Notifications of Major Interests in Shares", which is the standard form for any notification required to be delivered under the UK Disclosure Rules and Transparency Rules to an issuer whose shares are listed on a relevant European Economic Area market (and to the UK Financial Services Authority) following the acquisition or disposal of certain interests in the shares or voting rights in such issuer. The UK Disclosure Rules and Transparency Rules implement the European Transparency Directive (EU Directive 2004/109/EC). This modified Schedule 13D is filed pursuant to no-action relief granted by the Staff of the Securities and Exchange Commission in a no-action letter dated December 10, 2008.

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Form TR-1 with annex. FSA Version 2.1 updated April 2007



TR-1: Notifications of Major Interests in Shares

1. Identity of the issuer The Royal Bank of Scotland Group PLC  
or the underlying  
issuer of existing  
shares to which voting  
rights are attached:

2. Reason for notification (yes/no)

An acquisition or disposal of voting rights Yes

An acquisition or disposal of financial instruments which  
may result in the acquisition of shares already issued to  
which voting rights are attached

An event changing the breakdown of voting rights

Other (please specify): \_\_\_\_\_

3. Full name of The Commissioners of Her Majesty's Treasury  
person(s) subject to  
notification obligation:

4. Full name of The Solicitor for the Affairs of Her Majesty's Treasury  
shareholder(s) (if  
different from 3):

5. Date of transaction 14 April 2009  
(and date on which the  
threshold is crossed or  
reached if different):

6. Date on which issuer 14 April 2009  
notified:

7. Threshold(s) that 70%  
is/are crossed or  
reached:

## 8: Notified Details

## A: Voting rights attached to shares

| Class/type of shares<br>If possible use<br>ISIN code | Situation previous to the triggering transaction |                         | Resulting situation after the triggering transaction |                         |          |                             |          |
|--|--|-------------------------|--|-------------------------|----------|-----------------------------|----------|
|  | Number of shares                                 | Number of voting rights | Number of shares                                     | Number of voting rights |          | Percentage of voting rights |          |
|  |  |                         |  | Direct                  | Indirect | Direct                      | Indirect |
| GB0007547838   | 22,853,798,818                                   | 22,853,798,818          | 39,644,835,194                                       | 39,644,835,194          |          | 70.33%                      |          |

## B: Financial Instruments

## Resulting situation after the triggering transaction

| Type of financial instrument | Expiration date | Exercise/<br>conversion<br>period/date | No. of voting rights that may be acquired (if the instrument exercised/ converted) | Percentage of voting rights |
|------------------------------|-----------------|--|--|-----------------------------|
| Total (A+B)                  |                 |  |  |                             |
| Number of voting rights      |                 |  | Percentage of voting rights  |                             |
| 39,644,835,194               |                 |  | 70.33%   |                             |

9. Chain of controlled undertakings through which the voting rights and /or the financial instruments are effectively held, if applicable:

UK Financial Investments Limited, a company wholly-owned by Her Majesty's Treasury, is entitled to exercise control over the voting rights which are the subject of this notification (pursuant to certain management arrangements agreed with Her Majesty's Treasury)

Proxy Voting:

10. Name of proxy holder:

11. Number of voting rights proxy holder will cease to hold:

12. Date on which proxy holder will cease to hold voting rights:

13. Additional information:

The Solicitor for the Affairs of Her Majesty's Treasury is acting as nominee for Her Majesty's Treasury

14 Contact name:

Stephen Parker

15. Contact telephone name:

020 7270 5666

For notes on how to complete form TR-1 please see the FSA website.

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Note: Annex should only be submitted to the FSA not the issuer



A: Identity of the persons or legal entity subject to the notification obligation

|   |  |
|---|--|
| Full name<br>(including legal form of legal entities)                         | The Commissioners of Her Majesty's Treasury              |
| Contact address<br>(registered office for legal entities)                     | 1 Horse Guards Road, London, SW1A 2HQ                    |
| Phone number & email  | 020 7270 5666<br>Stephen.Parker@hm-treasury.x.gsi.gov.uk |
| Other useful information<br>(at least legal representative for legal persons) |  |

B: Identity of the notifier, if applicable

|  |  |
|--|--|
| Full name  | Stephen Parker   |
| Contact address  | 1 Horse Guards Road, London, SW1A 2HQ                    |
| Phone number & email   | 020 7270 5666<br>Stephen.Parker@hm-treasury.x.gsi.gov.uk |
| Other useful information<br><br>(e.g. functional relationship with the person or legal<br>entity subject to the notification obligation) |  |

C: Additional information

UK Financial Investments Limited, a company wholly-owned by Her Majesty's Treasury, is entitled to exercise control over the voting rights which are the subject of this notification (pursuant to certain management arrangements agreed with Her Majesty's Treasury)

The Solicitor for the Affairs of Her Majesty's Treasury is acting as nominee for Her Majesty's Treasury

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: April 15, 2009

Her Majesty's Treasury, a  
department of Her Majesty's  
Government of the United  
Kingdom of Great Britain and  
Northern Ireland

/s/ Clive Maxwell  
Signature

Clive Maxwell, Director  
Financial Stability  
Name and Title

UK Financial Investments Ltd

/s/ John Kingman  
Signature

John Kingman, Chief Executive  
Name and Title

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