

ROYAL BANK OF SCOTLAND GROUP PLC  
Form 6-K  
September 20, 2010

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

FORM 6-K  
Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16 under  
the Securities Exchange Act of 1934

September 20, 2010

\_\_\_\_\_  
The Royal Bank of Scotland Group plc

Gogarburn  
PO Box 1000  
Edinburgh EH12 1HQ  
Scotland  
United Kingdom

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form	<input checked="" type="checkbox"/>	Form
20-F		40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): \_\_\_\_

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): \_\_\_\_

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934:

Yes	<input type="checkbox"/>	No	<input checked="" type="checkbox"/>
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If "Yes" is marked, indicate below the file number assigned to the registrant

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in connection with Rule 12g3-2(b): 82-

This report on Form 6-K shall be deemed incorporated by reference into the company's Registration Statement on Form F-3 (File Nos. 333-162219 and 333-162219-01) and to be a part thereof from the date on which this report is filed, to the extent not superseded by documents or reports subsequently filed or furnished.

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In connection with the registrant's filing of a prospectus supplement relating to Retail Corporate Notes, the registrant is filing the following documents solely for incorporation into its Registration Statement on Form F-3 (File Nos. 333-162219 and 333-162219-01):

1.1 The Distribution Agreement with respect to Retail Corporate Notes

4.1 The Second Supplemental Indenture (including the Form of Master Note) dated as of September 20, 2010 among The Royal Bank of Scotland plc, as Issuer, The Royal Bank of Scotland Group plc, as Guarantor, The Bank of New York Mellon, acting through its London Branch, as Original Trustee, Wilmington Trust Company, as Trustee for Retail Corporate Notes, and Citibank, N.A., as Securities Administrator for Retail Corporate Notes.

4.2 The Administration Agreement dated as of September 20, 2010 among The Royal Bank of Scotland plc, as Issuer, The Royal Bank of Scotland Group plc, as Guarantor, Citibank, N.A., as Securities Administrator, and Wilmington Trust Company, as Trustee.

5.1 Opinion of Dundas & Wilson CS LLP

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Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

THE ROYAL BANK OF SCOTLAND GROUP  
plc  
(Registrant)

Date: September 20, 2010

By: /s/ Jan Cargill  
Name: Jan Cargill  
Title: Deputy Group  
Secretary

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