ROYAL BANK OF SCOTLAND PLC
Form 424B5
May 27, 2011

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities Offered	Maximum Aggregate Offering Price	Amount of Registration Fee (1)
Notes	$3,077,000.00	$357.24

(1) Calculated in accordance with Rule 457(r) of the Securities Act of 1933.

Pricing Supplement No. 54
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
May 25, 2011

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

$3,077,000
RBS Capped Enhanced Participation NotesTM
with Fixed Buffer
Linked to the S&P 500® Index

n 300% upside participation at maturity in any increase in the level of the S&P 500® Index, subject to a maximum return of 18.50% over the Original Offering Price.

n Full downside exposure to any decrease in the level of the S&P 500® Index in excess of the 10% Buffer Amount. Potential for substantial loss if the level of the S&P 500® Index falls below the Buffer Value.

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.

n 24-month term.

n No periodic interest payments.

n No listing on any securities exchange.

$1,000 Original Offering Price per RBS Capped Enhanced Participation NoteTM with Fixed Buffer

Dates:

Pricing Date:	May 25, 2011
Settlement Date:	May 31, 2011
Maturity Date:	May 31, 2013

CUSIP / ISIN No.: 78009PAJ0 / US78009PAJ03

The RBS Capped Enhanced Participation NotesTM with Fixed Buffer Linked to the S&P 500® Index due May 31, 2013 (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	$3,077,000.00
Underwriting discount (2)	$ 10.00	$ 30,770.00
Proceeds, before expenses, to The Royal Bank of Scotland plc	$ 990.00	$3,046,230.00

(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 0.50% 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-13 of this pricing supplement.

RBS Securities Inc.
May 25, 2011

THE ROYAL BANK OF SCOTLAND PLC
RBS Capped Enhanced Participation NotesTM
with Fixed Buffer
Linked to the S&P 500® Index due May 31, 2013

Summary

The RBS Capped Enhanced Participation NotesTM with Fixed Buffer Linked to the S&P 500® Index due May 31, 2013 (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, subject to a maximum return over the Original Offering Price, in a moderate increase, if any, in the level of the S&P 500® Index (the "Underlying Equity Index") from the Initial Value to the Final Value. Investors will not receive any interest payments, the return on the securities will never exceed the Capped Return, and the Payment at Maturity will never exceed the Maximum Payment per Security. 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:	24 months
Underlying Equity Index:	The S&P 500® Index (Bloomberg ticker: SPX)
Participation Rate:	300%. This represents three times upside participation in any increase in the level of the Underlying Equity Index from the Initial Value to the Final Value, subject to the Capped Return.
Initial Value:	1320.47.
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:

$$\frac{\text{Final Value} - \text{Initial Value}}{\text{Initial Value}}$$

Capped Return:	18.50% over the Original Offering Price per security. The Capped Return represents a return over the full term of the security and not an annualized return.
Maximum Payment per Security:	$1,185 per security.
Buffer Amount (%):	10% (representing a protection against any decrease in the level of the Underlying Equity Index up to the Buffer Value).
Buffer Value:	1188.42, equal to 90% of the Initial Value, rounded to two decimal places.
Valuation Date:	May 28, 2013. 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:	May 31, 2013. 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:

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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 300%;
- the Buffer Amount of 10% (representing a protection against any decrease in the level of the Underlying Equity Index up to the Buffer Value);
- the Initial Value of 1320.47;
- the Buffer Value of 1188.42 (90% of the Initial Value, rounded to two decimal places); and
- the Capped Return of 18.50% over the Original Offering Price per security.

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 — The hypothetical Final Value is 924.33 (which is 30% below the Initial Value), representing a decrease in the level of the Underlying Equity Index by more than the Buffer Amount:

$$\text{Reference Return} = \frac{924.33 - 1320.47}{1320.47} = -30\%$$

Payment at Maturity (per security) = $1,000 + [$1,000 x (-30% + 10%)] = $800 (i.e., a 20% loss).

If the level of the Underlying Equity Index has decreased from the Initial Value to the Final Value by a percentage that is greater than the Buffer Amount (i.e., if the Final Value is less than the Buffer Value), your investment will be fully exposed to any decline of the Underlying Equity Index beyond the Buffer Amount, and you could lose some or most (up to 90% of the Original Offering Price) of your investment.

EXAMPLE 2 — The hypothetical Final Value is 1188.42 (which is 10% below the Initial Value), representing a decrease in the level of the Underlying Equity Index equal to the Buffer Amount:

$$\text{Reference Return} = \frac{1188.42 - 1320.47}{1320.47} = -10\%$$

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

If the level of the Underlying Equity Index has decreased from the Initial Value to the Final Value by a percentage that is not greater than the Buffer Amount (i.e., if the Final Value is less than the Initial Value, but is equal to or greater than the Buffer Value), the Payment at Maturity will equal the $1,000 Original Offering Price.

EXAMPLE 3 — The hypothetical Final Value is 1386.49 (which is 5% above the Initial Value):

$$\text{Reference Return} = \frac{1386.49 - 1320.47}{1320.47} = 5\%$$

Payment at Maturity (per security) will be equal to the lesser of:

(a) $1,000 + ($1,000 x 300% x 5%) = $1,150; and

(b) $1,000 + ($1,000 x 18.50%) = $1,185.

Payment at Maturity (per security) = $1,150 (i.e., a 15% return).

EXAMPLE 4 — The hypothetical Final Value is 1716.61 (which is 30% above the Initial Value):

$$\text{Reference Return} = \frac{1716.61 - 1320.47}{1320.47} = 30\%$$

Payment at Maturity (per security) will be equal to the lesser of:

(a) $1,000 + ($1,000 x 300% x 30%) = $1,900; and

(b) $1,000 + ($1,000 x 18.50%) = $1,185.

Payment at Maturity (per security) = $1,185 (i.e., an 18.50% return).

The Payment at Maturity cannot exceed the Maximum Payment per Security.

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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 +50% to -50%. 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 300%, the Buffer Amount of 10%, the Initial Value of 1320.47, the Buffer Value of 1188.42 (90% of the Initial Value, rounded to two decimal places), the Capped Return of 18.50% over the Original Offering Price per security, and the Maximum Payment per Security of $1,185. 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, which will be determined on the Valuation Date.

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, while 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

Final Value	Reference Return	Return on the Securities	Payment at Maturity per Security
1980.71	50.00%	18.50%	$1,185.00
1848.66	40.00%	18.50%	$1,185.00
1716.61	30.00%	18.50%	$1,185.00
1584.56	20.00%	18.50%	$1,185.00
1452.52	10.00%	18.50%	$1,185.00
1401.94	6.17%	18.50%	$1,185.00
1386.49	5.00%	15.00%	$1,150.00
1320.47	0.00%	0.00%	$1,000.00

1254.45	-5.00%	0.00%	$1,000.00
1188.42	-10.00%	0.00%	$1,000.00
1056.38	-20.00%	-10.00%	$900.00
924.33	-30.00%	-20.00%	$800.00
792.28	-40.00%	-30.00%	$700.00
660.24	-50.00%	-40.00%	$600.00

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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 return on your initial investment is limited to the Capped Return and your Payment at Maturity is limited to the Maximum Payment per Security.
- The Payment at Maturity will depend on the Final Value, which is determined only on a valuation date shortly before the maturity date.
- 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 unclear.
- 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 securit