ROYAL BANK OF SCOTLAND PLC
Form 424B5
June 29, 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 June 29, 2012

Preliminary Pricing Supplement No. 139
to Product Prospectus Supplement No. DN-1
dated December 7, 2011
and Prospectus dated May 18, 2010

Filed pursuant to Rule 424(b)(5)
Registration Statement Nos. 333-162219 and 333-162219-01
June 29, 2012

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

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RBS Digital Notes with Fixed Buffer
Linked to the Dow Jones Industrial AverageSM

- If the level of the Dow Jones Industrial AverageSM remains unchanged or increases from the Initial Value to the Final Value, at maturity, you will be entitled to receive an amount per security equal to the Original Offering Price plus the greater of (i) a Digital Return equal to 19.00% - 21.00% of the Original Offering Price and (ii) a cash payment per security that will reflect on a one-for-one basis any increase in the level of the Dow Jones Industrial AverageSM from the Initial Value to the Final Value.

- If the level of the Dow Jones Industrial AverageSM decreases by no more than the 20.00% Buffer Amount from the Initial Value to the Final Value, you will be entitled to receive at maturity an amount per security equal to the Original Offering Price.

- You will have full downside exposure at maturity to any decrease in the level of the Dow Jones Industrial AverageSM in excess of the 20.00% Buffer Amount from the Initial Value to the Final Value. Potential for substantial loss if the level of the Dow Jones Industrial AverageSM falls below the Buffer Value.

$1,000 Original Offering Price per RBS Digital Note with Fixed Buffer

Expected dates*:

Pricing Date:	July 27, 2012
Settlement Date:	July 31, 2012
Maturity Date:	January 29, 2016

CUSIP / ISIN No.: 78009PDA6 / US78009PDA66

*Expected dates are subject to change. If we change the expected pricing date or settlement date, the expected 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 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 3.5-year term (approximately).

n No periodic interest payments.

n No listing on any securities exchange.

The RBS Digital Notes with Fixed Buffer Linked to the Dow Jones Industrial AverageSM due January 29, 2016 (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-15 of Product Prospectus Supplement No. DN-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	$ 37.00	$
Proceeds, before expenses, to The Royal Bank of Scotland plc	$ 963.00	$

(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-20 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.

RBS Securities Inc.

July , 2012

THE ROYAL BANK OF SCOTLAND PLC
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Summary

The RBS Digital Notes with Fixed Buffer Linked to the Dow Jones Industrial AverageSM due January 29, 2016 (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. If the level of the Dow Jones Industrial AverageSM (the "Underlying Equity Index") remains unchanged or increases from the Initial Value to the Final Value, at maturity, you will be entitled to receive an amount per security equal to the Original Offering Price plus the greater of (i) a Digital Return and (ii) a cash payment per security that will reflect on a one-for-one basis any increase in the level of the Dow Jones Industrial AverageSM from the Initial Value to the Final Value. If the level of the Dow Jones Industrial AverageSM decreases by no more than the Buffer Amount from the Initial Value to the Final Value, you will be entitled to receive at maturity an amount per security equal to the Original Offering Price. You will have full downside exposure at maturity to any decrease in the level of the Dow Jones Industrial AverageSM in excess of the Buffer Amount from the Initial Value to the Final Value. Investors will not receive any interest payments. Investors must be willing to accept the risk of losing some or a significant portion 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:	3.5 years (approximately)
Underlying Equity Index:	The Dow Jones Industrial AverageSM (Bloomberg ticker: INDU)
Initial Value:	The closing level of the Underlying Equity Index on the pricing date. The actual 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: $\frac{\text{Final Value} - \text{Initial Value}}{\text{Initial Value}}$
Digital Return:	19.00% - 21.00% over the Original Offering Price. The Digital Return represents a return over the full term of the security and not an annualized return. The actual Digital Return will be determined on the pricing date and set forth in the final pricing supplement.
Buffer Amount (%):	20.00% (representing protection against any decrease in the level of the Underlying Equity Index up to the Buffer Value).

Buffer Value:	80.00% 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.
Valuation Date:	Expected to be January 26, 2016, 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 January 29, 2016. 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:

Payment at Maturity will result in a loss of your investment equal to the full percentage decline in the level of the Underlying Equity Index beyond the Buffer Amount, calculated as follows:

$1,000 + [$1,000 x (Reference Return + Buffer Amount)].

In this case, you will receive a Payment at Maturity per security that is less, and possibly significantly less, than the Original Offering Price.

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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 hypothetical Digital Return of 20.00% (the midpoint of the Digital Return range of 19.00% - 21.00%);
- the hypothetical Initial Value of 12,602.26 (the closing level of the Underlying Equity Index on June 28, 2012);
- the Buffer Amount of 20.00% (representing protection against any decrease in the level of the Underlying Equity Index up to the Buffer Value); and
- the hypothetical Buffer Value of 10,081.81 (80.00% 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 — The hypothetical Final Value is 8,821.58 (which is 30.00% below the hypothetical Initial Value), representing a decrease in the level of the Underlying Equity Index by more than the Buffer Amount:

$$\text{Reference Return} = \frac{8{,}821.58 - 12{,}602.26}{12{,}602.26} = -30.00\%$$

Payment at Maturity (per security) = $1,000 + [$1,000 x (-30.00% + 20.00%)] = $900.00 (i.e., a 10.00% 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 a significant portion (up to 80.00% of the Original Offering Price) of your investment.

EXAMPLE 2 — The hypothetical Final Value is 11,342.03 (which is 10.00% below the hypothetical Initial Value), representing a decrease in the level of the Underlying Equity Index by a percentage that is not greater than the Buffer Amount:

$$\text{Reference Return} = \frac{11{,}342.03 - 12{,}602.26}{12{,}602.26} = -10.00\%$$

Payment at Maturity (per security) = $1,000.00 (i.e., a 0.00% 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 13,862.49 (which is 10.00% above the hypothetical Initial Value):

$$\text{Reference Return} = \frac{13{,}862.49 - 12{,}602.26}{12{,}602.26} = 10.00\%$$

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

(a) $1,000 + ($1,000 x 20.00%) = $1,200.00; and

(b) $1,000 + ($1,000 x 10.00%) = $1,100.00

Payment at Maturity (per security) = $1,200.00 (i.e., a 20.00% return).

If the level of the Underlying Equity Index has remained unchanged or increased from the Initial Value to the Final Value, at maturity, you will be entitled to receive an amount per security equal to the Original Offering Price plus the greater of (i) a Digital Return and (ii) a cash payment per security that will reflect on a one-for-one basis any increase in the level of the Underlying Equity Index from the Initial Value to the Final Value.

EXAMPLE 4 — The hypothetical Final Value is 16,382.94 (which is 30.00% above the hypothetical Initial Value):

$$\text{Reference Return} = \frac{16{,}382.94 - 12{,}602.26}{12{,}602.26} = 30.00\%$$

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

(a) $1,000 + ($1,000 x 16.00%) = $1,200.00; and

(b) $1,000 + ($1,000 x 30.00%) = $1,300.00

Payment at Maturity (per security) = $1,300.00 (i.e., a 30.00% return).

If the level of the Underlying Equity Index has remained unchanged or increased from the Initial Value to the Final Value, at maturity, you will be entitled to receive an amount per security equal to the Original Offering Price plus the greater of (i) a Digital Return and (ii) a cash payment per security that will reflect on a one-for-one basis any increase in the level of the Underlying Equity Index from the Initial Value to the Final Value.

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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 hypothetical 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 hypothetical Digital Return of 20.00% over the Original Offering Price per security (the midpoint of the Digital Return range of 19.00% - 21.00%), the hypothetical Initial Value of 12,602.26 (the closing level of the Underlying Equity Index on June 28, 2012), the Buffer Amount of 20.00% and the hypothetical Buffer Value of 10,081.81 (80.00% of the hypothetical Initial Value, rounded to two decimal places). The actual Payment at Maturity that you are entitled to receive and the resulting return on your investment will depend on the actual Initial Value and Buffer Value, which will be determined on the pricing date and set forth in the final pricing supplement, and 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
25,204.52	100.00%	100.00%	$2,000.00
23,944.29	90.00%	90.00%	$1,900.00
22,684.07	80.00%	80.00%	$1,800.00
21,423.84	70.00%	70.00%	$1,700.00
20,163.62	60.00%	60.00%	$1,600.00
18,903.39	50.00%	50.00%	$1,500.00
17,643.16	40.00%	40.00%	$1,400.00
16,382.94	30.00%	30.00%	$1,300.00
15,122.71	20.00%	20.00%	$1,200.00
14,618.62	16.00%	20.00%	$1,200.00
13,862.49	10.00%	20.00%	$1,200.00
13,232.37	5.00%	20.00%	$1,200.00
12,602.26	0.00%	20.00%	$1,200.00

11,342.03	-10.00%	0.00%	$1,000.00
10,081.81	-20.00%	0.00%	$1,000.00
8,821.58	-30.00%	-10.00%	$900.00
7,561.36	-40.00%	-20.00%	$800.00
6,301.13	-50.00%	-30.00%	$700.00
5,040.90	-60.00%	-40.00%	$600.00
3,780.68	-70.00%	-50.00%	$500.00
2,520.45	-80.00%	-60.00%	$400.00
1,260.23	-90.00%	-70.00%	$300.00
0.00	-100.00%	-80.00%	$200.00

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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-15 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 a significant portion 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 their credit spreads may adversely affect the value of the securities prior to maturity and their ability to pay all amounts due on the securities.

- The Payment at Maturity will depend on the Final Value, which is determined on a single valuation 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 the U.K. tax treatment of the securities changes in certain ways, allowing us or RBSG, as guarantor, to 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.

- Prior to maturity, 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 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.