

Please complete in typescript,
or in bold black capitals.

Annual Return

CHFP029

Company Number 2065

Company Name in full LLOYDS TSB BANK plc

Date of this return

The information in this return is made up to

Day Month Year

0 9 / 0 5 / 2 0 0 4

Date of next return

If you wish to make your next return
to a date earlier than the anniversary
of this return please show the date here.
Companies House will then send a form
at the appropriate time.

Day Month Year

0 9 / 0 5 / 2 0 0 5

Registered Office

Show here the address at the date of
this return.

25 GRESHAM STREET

Any change of
registered office
must be notified
on form 287.

Post town

LONDON

County / Region

UK Postcode

E C 2 V 7 H N

Principal business activities

Show trade classification code number(s)
for the principal activity or activities.

6512

If the code number cannot be determined,
give a brief description of principal activity.



A43
COMPANIES HOUSE

0188
05/06/04

A41
COMPANIES HOUSE

18/05/04

Form April 2002

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh
Page 1

Register of members

If the register of members is not kept at the registered office, state here where it is kept.

Post town

County / Region

UK Postcode

Register of Debenture holders

If there is a register of debenture holders, or a duplicate of any such register or part of it, which is not kept at the registered office, state here where it is kept.

Post town

County / Region

UK Postcode

Company type

Public limited company

Private company limited by shares

Private company limited by guarantee without share capital

Private company limited by shares exempt under section 30

Private company limited by guarantee exempt under section 30

Private unlimited company with share capital

Private unlimited company without share capital

☒☐☐☐☐☐☐

Please tick the appropriate box

Company Secretary

* Voluntary details

(Please photocopy this area to provide details of joint secretaries).

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, or Scottish firm, give the registered or principal office address

☐

Name

* Style / Title

Forename(s)

Surname

Address ††

Post town

County / Region

Country

Details of a new company secretary must be notified on form 288a.

Mr

ALASTAIR JOHN

MICHIE

14 MARLYNS CLOSE

BURPHAM

GUILDFORD

SURREY

England

UK Postcode

G U 4 7 L L R

If a partnership give the names and addresses of the partners or the name of the partnership and office address.

Directors

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

Directors In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

††Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, or Scottish firm, give the registered or principal office address

Name	* Style / Title			
		Day	Month	Year
	Date of Birth	/ /		
	Forename(s)			
	Surname			
☐	Address ††			
	Post town			
	County / Region		UK Postcode	
	Country		Nationality	
	Business occupation			

* Voluntary details.

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Name	* Style / Title	Mr		
		Day	Month	Year
	Date of Birth	0 5 / 0 3 / 1 9 5 3		
	Forename(s)	PETER GEORGE EDWIN		
	Surname	AYLIFFE		
☐	Address ††	FLAT 2.14		
		165 ROTHERHITHE STREET		
	Post town	LONDON		
	County / Region		UK Postcode	S E 1 6 5 Q F
	Country	England	Nationality	British
	Business occupation	DIRECTOR		

Directors

Please list directors in alphabetical order.

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Name	* Style / Title	Dr												
		Day	Month	Year										
	Date of Birth	1	3	1	0	1	9	4	2					
	Forename(s)	WOLFGANG CHRISTIAN GEORG												
	Surname	BERNDT												
☒	Address ††	25 GRESHAM STREET												
	Post town	LONDON												
	County / Region					UK Postcode	E	C	2	V	7	H	N	
	Country	England				Nationality	Austrian							
	Business occupation	DIRECTOR												

* Voluntary details.

Directors In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

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Name	* Style / Title	Mr											
		Day	Month	Year									
	Date of Birth	2	3	0	3	1	9	4	2				
	Forename(s)	EWAN											
	Surname	BROWN											
☐	Address ††	48 QUEEN STREET											
	Post town	EDINBURGH											
	County / Region	MIDLOTHIAN				UK Postcode	E	H	2	3	N	R	
	Country	Scotland				Nationality	British						
	Business occupation	DIRECTOR											

Directors

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Name	* Style / Title	Mr	
	Day	Month	Year
Date of Birth	1	4	08 / 1951
Forename(s)	JOHN ERIC		
Surname	DANIELS ✓		
Address ††	25 GRESHAM STREET		
Post town	LONDON		
County / Region		UK Postcode	EC2V 7HN
Country	England	Nationality	AMERICAN
Business occupation	DIRECTOR		

* Voluntary details.

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Name	* Style / Title	Mr	
	Day	Month	Year
Date of Birth	1	7	06 / 1948
Forename(s)	MICHAEL EDWARD		
Surname	FAIREY		
Address ††	CHURCHFIELDS HOUSE ✓		
	HITCHIN ROAD		
Post town	CODICOTE		
County / Region	HERTFORDSHIRE	UK Postcode	SG4 8TH
Country	England	Nationality	British
Business occupation	DIRECTOR		

Directors

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

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Name	* Style / Title	Mr	
	Day	Month	Year
Date of Birth	07/09/1941		
Forename(s)	GAVIN JOHN NORMAN		
Surname	GEMMELL		
☐ Address ††	14 MIDMAR GARDENS		
Post town	EDINBURGH		
County / Region	MIDLOTHIAN	UK Postcode	EH106DZ
Country	Scotland	Nationality	British
Business occupation	DIRECTOR		

* Voluntary details.

Name	* Style / Title	Dr	
	Day	Month	Year
Date of Birth	08/09/1945		
Forename(s)	CHRISTOPHER SHAW		
Surname	GIBSON-SMITH		
☐ Address ††	LANSDOWNE		
	WHITE LANE		
Post town	GUILDFORD		
County / Region	SURREY	UK Postcode	GU48PR
Country	England	Nationality	British
Business occupation	DIRECTOR		

Directors

Please list directors in alphabetical order.

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Name * Style / Title Dr
Day Month Year
Date of Birth 1 4 / 0 4 / 1 9 4 9
Forename(s) DEANNE SHIRLEY
Surname JULIUS
Address †† ☐ TANGLEWOOD
COBHAM ROAD, FETCHAM
Post town LEATHERHEAD
County / Region SURREY UK Postcode K T 2 2 9 S J
Country England Nationality AMERICAN/BRITISH
Business occupation DIRECTOR

* Voluntary details.

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Name * Style / Title Mr
Day Month Year
Date of Birth 1 6 / 0 6 / 1 9 5 2
Forename(s) ARCHIBALD GERARD
Surname KANE
Address †† ☐ FLAT 25, OLD SUN WHARF
NO.40 NARROW STREET, LIMEHOUSE
Post town LONDON
County / Region UK Postcode E 1 4 8 D G
Country England Nationality British
Business occupation DIRECTOR

Directors

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

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Name	* Style / Title	Mrs	
	Day	Month	Year
Date of Birth	3 1 / 1 0 / 1 9 5 0		
Forename(s)	ANGELA ANN		
Surname	KNIGHT ✓		
☒ Address ††	25 GRESHAM STREET		
Post town	LONDON		
County / Region		UK Postcode	E C 2 V 7 H N
Country	England	Nationality	British
Business occupation	DIRECTOR		

* Voluntary details.

Directors In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

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Name	* Style / Title	Sir	
	Day	Month	Year
Date of Birth	1 9 / 0 3 / 1 9 4 3		
Forename(s)	THOMAS FULTON WILSON		
Surname	MCKILLOP ✓		
☒ Address ††	15 STANHOPE GATE		
Post town	LONDON		
County / Region		UK Postcode	W 1 K 1 L N
Country	England	Nationality	British
Business occupation	DIRECTOR		

Directors

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

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Name * Style / Title Mr
Day Month Year
Date of Birth 2 0 / 0 7 / 1 9 4 4
Forename(s) DAVID PETER
Surname PRITCHARD
☐ Address †† 17 THORNEY CRESCENT
Post town LONDON
County / Region UK Postcode S W 1 1 3 T T
Country England Nationality British
Business occupation DIRECTOR

* Voluntary details.

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Name * Style / Title
Day Month Year
Date of Birth 2 4 / 0 3 / 1 9 4 0
Forename(s)
Surname THE EARL OF SELBORNE
☐ Address †† TEMPLE MANOR
SELBORNE
Post town ALTON
County / Region HAMPSHIRE UK Postcode G U 3 4 3 L R
Country England Nationality British
Business occupation FARMER

25/2/95
X

Directors

Please list directors in alphabetical order.

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Name	* Style / Title	Mr		
		Day	Month	Year
Date of Birth		1	9	04 / 19 / 42
Forename(s)		MAARTEN ALBERT ✓		
Surname		VAN DEN BERGH		
☐ Address ††		EASTWOOD		
		7 ALBURY ROAD		
Post town		WALTON-ON-THAMES		
County / Region		SURREY	UK Postcode	K T 1 2 5 D Y
Country		England	Nationality	Dutch
Business occupation		CHAIRMAN		

* Voluntary details.

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Name	* Style / Title	Mrs		
		Day	Month	Year
Date of Birth		1	7	08 / 19 / 62
Forename(s)		HELEN ALISON ✓		
Surname		WEIR		
☒ Address ††		25 GRESHAM STREET		
Post town		LONDON		
County / Region			UK Postcode	E C 2 V 7 H N
Country		England	Nationality	British
Business occupation		DIRECTOR		

Issued share capital

Enter details of all the shares in issue at the date of this return.

Class
(e.g. Ordinary/Preference)

**Number of
shares issued**

**Aggregate
Nominal Value**

(i.e. Number of shares issued
multiplied by nominal value per
share, or total amount of stock)

Ord shares of £1	1541680932	£ 1,541,680,932.00
Totals	1541680932	£ 1,541,680,932.00

List of past and present shareholders

(Use attached schedule where appropriate)

A full list is required if one was not included with either of the last two returns.

There were no changes in the period

☐

on paper

in another format

A list of changes is enclosed

☐☐

A full list of shareholders is enclosed

☒☐**Certificate**

I certify that the information given in this return is true to the best of my knowledge and belief.

Signed

Adeline

Date

14.5.04

† Please delete as appropriate.

† a ~~director~~ /secretary

When you have signed the return send it with the fee to the Registrar of Companies. Cheques should be made payable to **Companies House**.

This return includes

7

continuation sheets

(enter number)

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

ALASTAIR MICHIE

25 GRESHAM STREET, LONDON, EC2V 7HN.

Tel

DX number

DX exchange

**CHFP029**

Company Name in full | LLOYDS TSB BANK plc

- Changes to shareholders particulars or details of the amount of stock or shares transferred must be completed each year
- You must provide a "full list" of all the company shareholders on:
 - The company's first annual return following incorporation;
 - Every third annual return after a full list has been provided
- List the company shareholders in alphabetical order or provide an index
- List joint shareholders consecutively

Shareholders' details	Class and number of shares or amount of stock held	Shares or amount of stock transferred <i>(if appropriate)</i> Class and number of shares or amount of stock transferred Date of registration of transfer
Name BARROW, PLATT & COMPANY LIMITED Address 25 GRESHAM STREET, LONDON, England. UK Postcode EC2V 7HN	ord shares of £1 1	
Name LLOYDS TSB GROUP plc Address HENRY DUNCAN HOUSE, 120 GEORGE STREET, EDINBURGH, MIDLOTHIAN. UK Postcode EH2 4LH	ord shares of £1 1,541,680,930	
Name TSB GROUP NOMINEES LIMITED Address 25 GRESHAM STREET, LONDON, England. UK Postcode EC2V 7HN	ord shares of £1 1	

Companies Act 1985 - Schedule 5

Company Name	Country of Incorporation	Status	Class of Share	% of class of shares held by the group (if different from the parent company)	% of class of shares held by the parent company
Tier Levels					
1 2 3 4 5 6 7 8 9 10					
1 LLOYDS TSB GROUP plc	Scotland	Operating	ord shares of £1		
2 LLOYDS TSB BANK plc	England	Operating	ord shares of £1		100.00
3 ABBEY LIFE CONSTRUCTION LIMITED	England	Non-Trading	ord shares of £1		30.00
3 ABL REALISATIONS LIMITED	England	In liquidation	ord shares of £1		100.00
3 ALLIANCE NOMINEES LIMITED	England	Dormant	ord shares of £1		100.00
3 AMBERDATE LIMITED	England	Operating	ord shares of £1		100.00
4 HILL SAMUEL LIFE ASSURANCE LIMITED	England	Operating	1% non cum def £1	100.00	
			10% n/c part/pref	100.00	
			5% n/c red p/pref	100.00	
			7% nc red pref £1	100.00	
			ord shares of 10p	100.00	
4 KINDFORD LIMITED	England	Operating	ord shares of £1	100.00	
4 RETAIL REVIVAL (BURGESS HILL) INVESTMENTS LIMITED	England	Operating	ord shares of £1	100.00	
4 RETAIL REVIVAL (STRATFORD) INVESTMENTS LIMITED	England	Operating	ord shares of £1	100.00	
4 RETAIL REVIVAL (TROWBRIDGE) INVESTMENTS LIMITED	England	Operating	ord shares of £1	100.00	
4 TARGET INVESTMENT HOLDINGS LIMITED	England	Operating	1% non cum def £1	100.00	
			10% n/c part/pref	100.00	
			ord shares of 10p	100.00	
4 TSB MORTGAGES LIMITED	England	Dormant	ord shares of £1	100.00	
4 VALKYRIE MOTOR HOLDINGS LIMITED	England	Operating	ord shares of £1	100.00	
3 BARROW, PLATT & COMPANY LIMITED	England	Dormant	ord shares of £1	100.00	
3 BAX' FINANCE B.V.	Netherlands	Operating	shs of EUR 1		100.00
3 BIRMINGHAM TECHNOLOGY LIMITED	England	Operating	cum red pref £1		100.00
3 BLACK HORSE PROPERTY SERVICES LIMITED	England	Dormant	ord shares of £1		50.00
3 BOLTRO NOMINEES LIMITED	England	Operating	ord shares of £1		100.00
3 C. WINTHER & CO., LIMITED	England	Dormant	ord shares of £1		100.00
3 C.O. NOMINEES LIMITED	England	Dormant	ord shares of £1		100.00

Company Name	Tier Levels	Country of Incorporation	Status	Class of Share	% of class of shares held by the group (if different from the parent company)	% of class of shares held by the parent company
1	2	3	4	5	6	7
8	9	10				
4	HILL SAMUEL (USA), INC.	United States	Dormant		100.00	
5	HILL SAMUEL, INC.	United States	Dormant	US\$ 10 shares	100.00	
4	HILL SAMUEL INTERNATIONAL HOLDINGS LIMITED	England	Operating	A ord shs of £1	100.00	
				B ord shs of £1	100.00	
4	LANGBOURN HOLDINGS LIMITED	Guernsey	Operating		100.00	
4	LBI HOLDINGS (NETHERLANDS) B.V.	Netherlands	Dormant	shs of EURO 22.69	100.00	
4	LIME STREET (FUNDING) LIMITED	England	Operating	ord shares of £1	100.00	
4	LLOYDS TSB (ISLE OF MAN) HOLDINGS LIMITED	Isle Of Man	Operating	ord shares of £1	100.00	
5	LLOYDS TSB BANK (ISLE OF MAN) LIMITED	Isle Of Man	Dormant	ord shares of £1	100.00	
5	LLOYDS TSB OFFSHORE PRIVATE BANKING (ISLE OF MAN) LIMITED	Isle Of Man	Operating	ord shares of £1	100.00	
4	LLOYDS TSB BANK INSURANCE COMPANY LIMITED	Guernsey	Operating	ord shares of £1	100.00	
4	LLOYDS TSB GLOBAL SERVICES PRIVATE LIMITED	India	Operating	ord shares of 10 rupee	100.00	
4	LLOYDS TSB MALAYSIA LIMITED	Malaysia	Operating	ord shares of £1	100.00	
4	LLOYDS TSB MERCHANT BANK LIMITED	Singapore	Operating	ordinary SG\$ 1	100.00	
				pref ord SG\$1	100.00	
5	HILL SAMUEL NOMINEES ASIA PRIVATE LIMITED	Singapore	Operating	ordinary SG\$1	100.00	
4	LLOYDS TSB OFFSHORE HOLDINGS LIMITED	Jersey	Operating	ord shares of £1	100.00	
5	BLACK HORSE OFFSHORE LIMITED	Jersey	Operating	ord shares of £1	100.00	
5	HILL SAMUEL BANK (JERSEY) LIMITED	Jersey	Operating	ord shares of £1	100.00	
5	HILL SAMUEL JERSEY LIMITED	Jersey	Operating	ord shares of £1	100.00	
5	HILL SAMUEL OFFSHORE TRUST COMPANY LIMITED	Jersey	Operating	ord shares of £1	100.00	
6	HILL SAMUEL (GUERNSEY) MANAGEMENT LIMITED	Guernsey	Dormant	ord shares of £1	100.00	
6	HILL SAMUEL (GUERNSEY) SERVICES LIMITED	Guernsey	Dormant	ord shares of £1	100.00	
6	HILL SAMUEL (JERSEY) SERVICES LIMITED	Jersey	Operating	ord shares of £1	100.00	
6	HILL SAMUEL OFFSHORE TRUST COMPANY (BVI) LIMITED	British Virgin Islands	Operating	ord shares of £1	100.00	
5	LLOYDS TSB BANK (JERSEY) LIMITED	Jersey	Operating	ord shares of £1	100.00	
5	LLOYDS TSB OFFSHORE CORPORATE SERVICES LIMITED	Jersey	Operating	ord shares of £1	100.00	
6	LBI (GUERNSEY) NOMINEES LIMITED	Guernsey	In Liquidation	ord shares of £1	100.00	
5	LLOYDS TSB OFFSHORE FUND MANAGERS LIMITED	Jersey	Operating	ord shares of £1	100.00	
6	LLOYDS TSB NOMINEES (GUERNSEY) LIMITED	Guernsey	Operating	ord shares of £1	100.00	
5	LLOYDS TSB OFFSHORE LIMITED	Jersey	Operating	ord shares of £1	100.00	
6	HILL SAMUEL JERSEY PROPERTIES LIMITED	Jersey	Operating	ord shares of £1	100.00	
6	NOMINEES (JERSEY) LIMITED	Jersey	Operating	ord shares of £1	100.00	
5	LLOYDS TSB OFFSHORE PRIVATE BANKING LIMITED	Jersey	Operating	ord shares of £1	100.00	
4	LLOYDS TSB OPB HOLDINGS LIMITED	Guernsey	Operating	ord shares of £1	100.00	

Company Name										Country of Incorporation	Status	Class of Share	% of class of shares held by the group (if different from the parent company)	% of class of shares held by the parent company
Tier Levels														
1	2	3	4	5	6	7	8	9	10					
7								CHARTERCARD LIMITED	England	Operating	7.5% pref £1 shs ord def 5p shares ord shares of 5p ord shares of 5p 9% redeemable cumulative preference shs £1	100.00 100.00 100.00 100.00 100.00		
7								CHARTERED FINANCE LIMITED	England	Operating				
6								CT VEHICLE LEASING LIMITED (IN LIQUIDATION)	England	In Liquidation		100.00		
6								GALAXY SECURITISATION HOLDINGS LIMITED	England	Dormant	ord shares of £1	100.00		
7								PARALLEL UNIVERSE SPV LIMITED	England	Dormant	ord shares of £1	100.00		
6								GALAXY SPV PLC	England	Dormant	A ord shs of £1 B ord shs of £1	100.00 100.00		
6								GALAXY TRUSTEE LIMITED	England	Dormant	A ord shs of £1 B ord shs of £1	100.00 100.00		
6								MOTORENT (UK) LIMITED	England	Dormant	ord shares of £1	100.00		
6								NIMBUS CORP LIMITED	England	Operating	ord shares of £1	100.00		
6								SCT FINANCE LIMITED	England	Operating	A ord shs of £1 B ord shs of £1	100.00 100.00		
6								SECURITISATION HOLDINGS NO. 2 LIMITED	England	Dormant	ord shares of £1	100.00		
6								SECURITISATION HOLDINGS NO. 3 LIMITED	England	Dormant	ord shares of £1	100.00		
6								SUZUKI FINANCIAL SERVICES LIMITED	England	Operating	A ord shs of £1 B ord shs £1	100.00 0		
5								CHARTERED LEASING LIMITED	England	Operating	deferred shs £1 ord shares of £1	100.00 100.00		
5								CTL LIMITED	England	Operating	ord shares of 10p	100.00		
5								LLOYDS TSB AUTOLEASE (VH) LIMITED	England	Operating	ord shares of £1	100.00		
6								HIGHWAY VEHICLE MANAGEMENT LIMITED	England	Operating	ord shares of £1	100.00		
7								HIGHWAY VEHICLE LEASING LIMITED	England	Dormant	ord shares of 10p pref shares 10p unclass shs £1	100.00 100.00 0		
8								HIGHWAY CONTRACT HIRE LIMITED	England	Dormant	18% CR pref 10p	0		
6								LLOYDS TSB AUTOLEASE (CH) LIMITED	England	Operating	ord shares of £1	100.00		
6								LLOYDS TSB AUTOLEASE (FMS) LIMITED	England	Operating	ord shares of £1	100.00		
7								FLEET MANAGEMENT SERVICES LIMITED	England	Dormant	ord shares of £1	100.00		
7								LLOYDS TSB AUTOLEASE (SHREWSBURY) LIMITED	England	Dormant	33.3% Convertible participating preference 6.1% Cumulative	100.00		
											preference shares of £1 ord shares of £1	100.00 100.00		

Company Name		Country of Incorporation	Status	Class of Share	% of class of shares held by the group (if different from the parent company)	% of class of shares held by the parent company			
Tier Levels									
1	2	3	4	5	6	7	8	9	10
3	LLOYDS TSB BANK TRUST CORPORATION (GIBRALTAR) LIMITED	Gibraltar	Operating	ord shares of £1					100.00
3	LLOYDS TSB COMMERCIAL FINANCE LIMITED	England	Operating	ord shares of 1p					100.00
4	ALEX LAWRIE FACTORS LIMITED	England	Dormant	ord shs of £1	100.00				
4	ALEX. LAWRIE RECEIVABLES FINANCING LIMITED	England	Operating	ord shs of £1	100.00				
4	EUROLEAD SERVICES HOLDINGS LIMITED	England	Non-Trading	ord shares of £1	100.00				
5	CASHFRIDAY LIMITED	England	Operating	ord shares of £1	100.00				
4	LTSBCF LIMITED	England	Operating	ord shares of £1	100.00				
5	CHANCERY FACTORS LIMITED	England	Operating	ord shares of £1	100.00				100.00
3	LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	England	Operating	P ord shs 100p	90.00				
4	ALAN DICK & COMPANY LIMITED	England	Operating	A P ord shs 1p	95.00				
4	ASCENT INVESTMENTS LIMITED	England	Operating	B ord shs 1p	100.00				
4	AUTOMOTIVE INTERIOR TECHNOLOGIES CO	England	Operating	1 pref shs 1p	28.57				
				2 pref shs 1p	50.00				
				4 pref shs 1p	99.98				
				P ord shs 100p	45.21				
4	BELSIZE HOLDINGS LIMITED	England	Operating	A pref shs 100p	45.21				
				P ord shs 100p	35.63				
4	BHD GROUP LIMITED	England	Operating	P ord shs 100p	97.00				
4	BLAKEDEW 294 LIMITED	England	Operating	P ord shs 100p	95.16				
4	BOND INDUSTRIES LIMITED	England	Operating	P ord shs 50p	86.90				
4	CASPIAN MEDIA HOLDINGS LIMITED	England	Operating	A CPP ord shs 100p	95.00				
4	CASTLINE LIMITED	England	Operating	P ord shs 1p	23.75				
4	COMPONENT INDUSTRIES HOLDINGS LIMITED	England	Operating	CCPP ord shs 100p	51.09				
4	CROSS HOLDINGS LIMITED	England	Operating	CR Pref shs 100p	49.96				
				CPP ord shs 100p	50.03				
4	DUCO HOLDINGS LIMITED	England	Operating	A ord shs 100p	95.00				
4	EBOR HOLDINGS LIMITED	England	Operating	pref ord shs £1	44.91				
4	ELECTRIUM LIMITED	England	Operating	A CPP ord shs 100p	85.25				
4	ELLIS FAIRBANK (CHROME TIGER) LIMITED	England	Operating	B RP ord shs	90.00				
4	EPCJOBS HOLDINGS LIMITED	England	Operating	E ord shs	12.50				
				A P ord shs 100p	90.00				
4	ETHEL AUSTIN RETAIL HOLDINGS LIMITED	England	Operating	A P ord shs 100p	90.00				
4	EVER 1767 LIMITED	England	Operating	P ord shs 1p	95.00				
4	FIRSTAN HOLDINGS LIMITED	England	Operating	D ord shs 1p	80.00				
4	FLEXIBLE MANAGEMENT SYSTEMS LIMITED	England	Operating						

Company Name				Country of Incorporation	Status	Class of Share	% of class of shares held by the group (if different from the parent company)	% of class of shares held by the parent company
Tier Levels								
1	2	3	4	5	6	7	8	9 10
4			G.S. PACKAGING LIMITED	England	Operating	CCPP ord shs 100p L ord shs 100p	100.00 100.00	
4			GAVCO 155 LIMITED	England	Operating	CR pref shs 100p CCPP ord shs 100p CR pref shs 100p	100.00 95.16 100.00	
4			GLOBAL SHIPPING SERVICES LIMITED	England	Operating	preference shs A ord shs 100p CR pref shs 100p	100.00 100.00 100.00	
4			HFS (EVER 2204) LIMITED	England	Operating	A ord shares of £1	26.72	
4			HS 142 LIMITED	England	Operating	P ord shs 10p D ord shs 100p	100.00 100.00	
4			HUTHWAITE INTERNATIONAL LIMITED	England	Operating	E P ord shs 100p P ord shs 100p A P pref shs 100p	100.00 95.00 100.00	
4			ICON POLYMER UK LIMITED	England	Operating	B P ord shs 100p	90.00	
4			JARVIS NEWMAN LIMITED	England	Operating	PP ord shs 10p ord shs 10p	95.00 100.00	
4			JBS COMPUTER SERVICES LIMITED	England	Operating	preference shs 10p	100.00	
4			JUSTINA HOLDINGS LIMITED	England	Operating	P ord shs 100p	27.57	
4			KIG HOLDINGS LIMITED	England	Operating	CCP ord shs 10p	100.00	
4			KNIGHTRON LIMITED	England	Operating	A CPP ord shs 100p	95.00	
4			LAAMB HOLDINGS LIMITED	England	Operating	P ord shs 100p	38.00	
4			LLOYDS TSB VENTURE MANAGERS LIMITED	England	Operating	P ord shs 100p	95.00	
4			LLOYDS TSB VENTURES CARRY LIMITED	England	Operating	ord shares of £1	100.00	
4			LLOYDS TSB VENTURES GENERAL PARTNER LIMITED	England	Operating	ord shares of £1	100.00	
4			LLOYDS TSB VENTURES NOMINEES LIMITED	England	Dormant	ord shares of £1	100.00	
4			LLOYDS TSB VENTURES TRUSTEES LIMITED	England	Operating	ord shares of £1	100.00	
4			MAGNET APPLICATIONS GROUP LIMITED	England	Strike off requested	A P ord shs 100p	95.00	
4			MARLETON CROSS LIMITED	England	Operating	CCPP ord shs 5p	100.00	
4			MBP LIMITED	England	Operating	P ord shs 100p	95.00	
4			MELH 888 LIMITED	England	Operating	A PP ord shs 50p B PP ord shs 50p	90.00 90.00	
4			MICROPORAL LIMITED	England	Operating	P ord shs 1p A ord shs 1p	95.00 95.00	
4			MOBILE DOCTORS HOLDINGS LIMITED	England	Operating	CPP ord shs 1p	95.00	
4			MULLER HOLDINGS LIMITED	England	Operating	P ord shs 100p	100.00	

Company Name		Country of Incorporation	Status	Class of Share	% of class of shares held by the group (if different from the parent company)	% of class of shares held by the parent company
Tier Levels						
1	2	3	4	5	6	7
8	9	10				
4	NEW NT LIMITED	England	Operating	B ord shs 1p	100.00	
4	NORPRINT LABELLING SYSTEMS LIMITED	England	Operating	A P ord shs 100p	100.00	
				R pref shs 100p	100.00	
4	OVAL (1883) LIMITED	England	Operating	Preferred ord shs of 10p	44.10	
4	OSBORN METALS LIMITED	England	Operating	CPP ord shs 100p	95.00	
4	PHONES INTERNATIONAL LIMITED	England	Operating	PP ord shs 100p	22.50	
4	PITCOMP 192 LIMITED	England	Operating	A ord shs 100p	95.00	
				A pref shs 100p	95.00	
4	POTTER ACQUISITIONS LIMITED	England	Operating	A ord shs	90.00	
4	POLYSOURCE HOLDINGS GROUP LIMITED	England	Operating	CCPP ord shs 100p	100.00	
				CRPP pref shs 100p	100.00	
4	POTTER ACQUISITIONS LIMITED	England	Operating	A ord shs of £1	44.10	
4	PRISYM LIMITED	England	Operating	A CP ord shs 100p	95.00	
4	PRO-BEL LIMITED	England	Operating	Preferred ord	90.00	
4	PROTEOM LIMITED	England	Operating	A ord shs 1p	19.08	
				C pref shs 100p	100.00	
4	QUANTEL HOLDINGS LIMITED	England	Operating	P ord shs 10p	95.00	
4	RAINBOW CORPORATEWEAR LIMITED	England	Operating	P ord shs 1p	85.17	
4	SANGERS GROUP LIMITED (QUADRANT)	England	Operating	CCRPP ord shs 100p	100.00	
				CR pref shs 10p	50.00	
4	SILVERTOWN HOLDINGS LIMITED	England	Operating	P ord shs 100p	95.00	
4	SPRINGS UK LIMITED	England	Operating	ord shs 100p	34.00	
4	STEELITE INTERNATIONAL GROUP LIMITED	England	Operating	A P ord shs 100p	90.00	
4	SUPPORT SERVICES GROUP LIMITED	England	Operating	P ord shs 100p	95.00	
				Preference shs	100.00	
4	SWANGCHO 5 LIMITED	England	Operating	P ord shs 10p	80.98	
4	TEKDATA GROUP LIMITED	England	Operating	P ord shs 100p	95.00	
				Preference shs 100p	100.00	
4	TELECOM SERVICE CENTRE LIMITED	England	Operating	preferred ord shs of 1p	60.70	
4	TOUCHSTAR TECHNOLOGIES LIMITED	England	Operating	ord shs 100p	37.80	
4	TRIDENT ALLOYS LIMITED	England	Operating	P ord shs 100p	75.00	
				R pref shs 50p	75.00	
				B R pref shs 1p	75.00	
4	UKAE LIMITED	England	Operating	P ord shs 100p	95.00	
4	WASTE SERVICES GROUP LIMITED	England	Operating	P ord shs 1p	95.00	
4	WHITLEY WILLOWS LIMITED	England	Operating	P ord shs 100p	100.00	
				R ord shs 100p	100.00	
				Preference shs 50p	37.50	

Company Name	Tier Levels	Country of Incorporation	Status	Class of Share	% of class of shares held by the group (if different from the parent company)	% of class of shares held by the parent company
1 2 3 4 5 6 7 8 9 10						
4 HILL SAMUEL LEASING (NO.2) LIMITED		England	Operating	ord shares of £1	100.00	
4 HILL SAMUEL LEASING (NO.4) LIMITED		England	Operating	ord shares of £1	100.00	
4 IXORA LIMITED		Bahamas	Operating	US\$1 shares	100.00	
4 LBI LEASING LIMITED		England	Operating	ord shares of £1	100.00	
4 LLOYDS (NIMROD) LEASING INDUSTRIES LIMITED		England	Operating	ord shares of £1	100.00	
4 LLOYDS (NIMROD) MACHINERY FINANCE LIMITED		England	Operating	ord shares of £1	100.00	
4 LLOYDS (NIMROD) SPECIALIST FINANCE LIMITED		England	Operating	ord shares of £1	100.00	
4 LLOYDS ASSET LEASING LIMITED		England	Operating	ord shares of £1	100.00	
4 LLOYDS ASSOCIATED AIR LEASING LIMITED		England	Operating	ord shares of £1	100.00	
4 LLOYDS BANK PROPERTY COMPANY LIMITED		England	Operating	ord shares of £1	100.00	
5 BLUE HARBOUR LIMITED		England	Operating	ord shares of £1	100.00	
4 LLOYDS CAPITAL LEASING LIMITED		England	Operating	ord shares of £1	100.00	
4 LLOYDS COMMERCIAL LEASING LIMITED		England	Operating	ord shares of £1	100.00	
4 LLOYDS CORPORATE LEASING LIMITED		England	Operating	ord shares of £1	100.00	
4 LLOYDS FINANCIAL LEASING LIMITED		England	Operating	ord shares of £1	100.00	
4 LLOYDS GENERAL LEASING LIMITED		England	Operating	ord shares of £1	100.00	
4 LLOYDS INDUSTRIAL LEASING LIMITED		England	Operating	ord shares of £1	100.00	
4 LLOYDS INVESTMENT BONDS LIMITED		England	Operating	ord shares of £1	100.00	
5 GENESIS AIRFINANCE LIMITED		England	Operating	ord shares of £1	50.00	
5 SILENTDALE LIMITED		England	Operating	6% pref shs 25p	100.00	
				ord non vote 25p	100.00	
				red non-voting	100.00	
4 LLOYDS INVESTMENT BONDS NO. 2 LIMITED		England	Operating	ord shares of £1	100.00	
4 LLOYDS INVESTMENT SECURITIES LIMITED		England	Operating	ord shares of £1	100.00	
4 LLOYDS INVESTMENT SECURITIES NO.5 LIMITED		England	Operating	ord shares of £1	100.00	
5 HILL SAMUEL ASSET FINANCE LIMITED		England	Operating	ord shares of £1	100.00	
6 ST MARY'S COURT INVESTMENTS		England	Operating	ord shares of £1	100.00	
7 CAVEMINSTER LIMITED		England	Operating	ord shares of £1	100.00	
6 WOOD STREET INVESTMENTS LIMITED		England	Operating	A ord shs of £1	100.00	
				ord shares of £1	0	
				B n/v ord £1 shs	0	
				C ord shares of £1	0	
4 LLOYDS LEASING (BAHAMAS) LIMITED		Bahamas	Operating	US\$ 100 shs	100.00	
4 LLOYDS LEASING (NORTH SEA TRANSPORT) LIMITED		England	Operating	ord shares of £1	100.00	
4 LLOYDS LEASING AIRCRAFT NO. 1 LIMITED (IN LIQUIDATION)		Bahamas	In Liquidation	US\$1 shares	100.00	

Company Name			Country of Incorporation	Status	Class of Share	% of class of shares held by the group (if different from the parent company)	% of class of shares held by the parent company		
Tier Levels									
1	2	3	4	5	6	7	8	9	10
4					LLOYDS TSB MARITIME LEASING (NO.12) LIMITED	England	Operating	ord shares of £1	100.00
4					LLOYDS TSB MARITIME LEASING (NO.13) LIMITED	England	Operating	ord shares of £1	100.00
4					LLOYDS TSB MARITIME LEASING (NO.14) LIMITED	England	Operating	ord shares of £1	100.00
4					LLOYDS TSB MARITIME LEASING (NO.15) LIMITED	England	Operating	ord shares of £1	100.00
4					LLOYDS TSB MARITIME LEASING (NO.16) LIMITED	England	Operating	ord shares of £1	100.00
4					LLOYDS TSB MARITIME LEASING (NO.17) LIMITED	England	Operating	ord shares of £1	100.00
4					LLOYDS TSB MARITIME LEASING (NO.18) LIMITED	England	Operating	ord shares of £1	100.00
4					LLOYDS TSB MARITIME LEASING (NO.19) LIMITED	England	Operating	ord shares of £1	100.00
4					LLOYDS TSB MARITIME LEASING (NO.2) LIMITED	England	Operating	ord shares of £1	100.00
4					LLOYDS TSB MARITIME LEASING (NO.3) LIMITED	England	Operating	ord shares of £1	100.00
4					LLOYDS TSB MARITIME LEASING (NO.4) LIMITED	England	Operating	ord shares of £1	100.00
4					LLOYDS TSB MARITIME LEASING (NO.7) LIMITED	England	Operating	ord shares of £1	100.00
4					LLOYDS TSB MARITIME LEASING (NO.8) LIMITED	England	Operating	ord shares of £1	100.00
4					LLOYDS TSB MARITIME LEASING (NO.9) LIMITED	England	Operating	ord shares of £1	100.00
4					LLOYDS TSB MARITIME LEASING LIMITED	England	Operating	ord shares of £1	100.00
4					LLOYDS TSB SERVICES LLP	England	Dormant		100.00
4					NELSTAR LEASING CO. LIMITED	England	Operating	6% pref shs 25p	100.00
4					SAVBAN LEASING LIMITED	England	Operating	ord non vote 25p	100.00
4					WHITESTAR SECURITIES LIMITED	England	Operating	ord shares of £1	100.00
4							Operating	B ord shs of 25p	100.00
4					WOOD STREET LEASING LIMITED	England	Operating	ord Ltd vote 25p	100.00
3					LLOYDS TSB OFFSHORE PENSION TRUST LIMITED	Jersey	Operating	ord shares of £1	100.00
3					LLOYDS TSB PRINT MANAGEMENT SERVICES LIMITED	England	Operating	ord shares of £1	100.00
3					LLOYDS TSB PRIVATE BANKING LIMITED	England	Operating	ord shares of £1	100.00
5					LLOYDS TSB INDEPENDENT FINANCIAL ADVISERS LIMITED	England	Operating	A ord shs of £1	100.00
							Operating	B ord shs of £1	100.00
3					LLOYDS TSB QUEST LIMITED	England	Operating	ord shares of £1	100.00
3					LLOYDS TSB REGISTRARS (ISA) NOMINEES LIMITED	England	Dormant	ord shares of £1	100.00
3					LLOYDS TSB REGISTRARS CORPORATE NOMINEE LIMITED	England	Dormant	ord shares of £1	100.00
3					LLOYDS TSB REGISTRARS NOMINEES LIMITED	England	Dormant	ord shares of £1	100.00
3					LLOYDS TSB REGISTRARS SAVINGS NOMINEES LIMITED	England	Dormant	ord shares of £1	100.00
3					LLOYDS TSB SCOTLAND plc	Scotland	Dormant	ord shares of £1	100.00
4					AZEDCREST LIMITED	England	Operating	ord non vote 25p	100.00
4					EVANSVILLE LIMITED	England	Operating	ord shares of 25p	100.00
4					GLYTHORNE LIMITED	England	Operating	ord non vote 25p	100.00
4					KINGSTAR LEASING LIMITED	England	Operating	ord non vote 25p	100.00

Company Name										Country of Incorporation	Status	Class of Share	% of class of shares held by the group (if different from the parent company)	% of class of shares held by the parent company
Tier Levels														
1	2	3	4	5	6	7	8	9	10					
5										ABBAY LIFE SERVICES LIMITED	England	Operating	ord shares of £1	100.00
5										ABBAY LIFE TRUSTEE SERVICES LIMITED	England	Operating	ord shares of £1	100.00
5										HILL SAMUEL INVESTMENT SERVICES GROUP LIMITED	England	Non-Trading	ord shares of £1	100.00
6										FAS LIMITED	Scotland	Dormant	ord shares of £1	100.00
6										H.S.L. FACILITIES LIMITED	England	Dormant	ord shares of £1	100.00
6										HILL SAMUEL INVESTMENT SERVICES LIMITED	England	Non-Trading	ord shares of £1	100.00
7										HILL SAMUEL PROFESSIONAL ADVISER SERVICES LIMITED	England	Dormant	ord shares of £1	100.00
6										HSLA RESIDUAL ASSETS LIMITED	England	Operating	ord shares of £1	100.00
5										LLOYDS BANK UNIT TRUST MANAGERS LIMITED	England	Operating	ord shares of £1	100.00
5										SW (NO. 3) LIMITED	England	Operating	ord shares of £1	100.00
5										TSB INVESTMENT SERVICES LIMITED	England	Operating	ord shares of £1	100.00
5										TSB LIFE LIMITED	England	Non-Trading	ord shares of £1	100.00
6										TSB PENSIONS LIMITED	England	Non-Trading	ord shares of £1	100.00
4										SCOTTISH WIDOWS BANK plc	Scotland	Operating	ord shares of £1	100.00
4										SCOTTISH WIDOWS FINANCIAL SERVICES HOLDINGS LIMITED	Scotland	Operating	ord shares of 1p	100.00
5										ABBAY LIFE ASSURANCE COMPANY LIMITED	England	Operating	red ord shs of 1p 5.6% n/c pref	100.00
6										ABBAY LIFE FARMES LIMITED	England	Dormant	ord shares of £1	100.00
6										ABBAY LIFE PENSION AND ANNUITIES LIMITED	England	Non-Trading	ord shares of £1	100.00
6										AMBASSADOR LIFE ASSURANCE COMPANY LIMITED	England	Non-Trading	ord shares of £1	100.00
3										DIALCONTACT LIMITED	England	Non-Trading	ord shares of £1	100.00
6										GISBORNE LIFE ASSURANCE COMPANY LIMITED	England	Operating	ord shares of £1	100.00
6										H.S.L. PENSION TRUSTEE SERVICES LIMITED	England	Operating	pref ord shs 5p	100.00
6										JETASTUTE LIMITED	England	Dormant	ord shares of £1	100.00
6										NLA TOWER MANAGEMENT LIMITED	England	Operating	ord shares of £1	100.00
5										SCOTTISH WIDOWS PLC	Scotland	Operating	ord shares of £1	100.00
6										DALKEITH CORPORATION	England	Operating	ord shares of £1	100.00
6										DALROAD 1 plc	England	Operating	ord shares of 5p	100.00
6										LLOYDS TSB FINANCIAL SERVICES HOLDINGS	England	Non-Trading	ord shares of 5p	100.00
7										ALG ABBAY LIFE GROUP ALLFINANZ SERVICE GMBH (IN LIQUIDATION)	Germany	In Liquidation	ord shares of 5p	100.00

Company Name		Country of Incorporation	Status	Class of Share	% of class of shares held by the group (if different from the parent company)	% of class of shares held by the parent company
Tier Levels						
1	2	3	4	5	6	7
8	ALG ABBEY LIFE GROUP ALLFINANZ INVESTMENT VERTRIEBS GMBH (IN LIQUIDATION)					
7	PROCURA GESELLSCHAFT FUR FINANZPLANUNGUND VORSORGESICHERUNG MBH (IN LIQUIDATION)					
6	LLOYDS TSB LIFE ASSURANCE COMPANY LIMITED					
6	PENSIONS MANAGEMENT (S.W.F.) LIMITED					
6	SCOTTISH WIDOWS (PORT HAMILTON) LIMITED					
6	SCOTTISH WIDOWS ANNUITIES LIMITED					
6	SCOTTISH WIDOWS' FUND AND LIFE ASSURANCE SOCIETY					
6	SCOTTISH WIDOWS HOLDINGS LIMITED					
6	SCOTTISH WIDOWS INDUSTRIAL PROPERTIES EUROPE B.V.					
6	SCOTTISH WIDOWS INTERNATIONAL LIMITED					
6	SCOTTISH WIDOWS PROPERTY MANAGEMENT LIMITED					
6	SCOTTISH WIDOWS SERVICES LIMITED					
6	SCOTTISH WIDOWS TRUSTEES LIMITED					
6	SCOTTISH WIDOWS UNIT FUNDS LIMITED					
6	SW (NO.2) LIMITED					
6	SW NO1. LIMITED					
4	SCOTTISH WIDOWS FUND MANAGEMENT LIMITED					
4	SCOTTISH WIDOWS INVESTMENT PARTNERSHIP GROUP LIMITED					
5	FAGAN INVESTMENT MANAGEMENT LIMITED (IN LIQUIDATION)					
6	NOMINEES (IRELAND) LIMITED (IN LIQUIDATION)					
5	HILL SAMUEL ASSET MANAGEMENT INTERNATIONAL LIMITED					
5	HILL SAMUEL PERSONAL PORTFOLIO MANAGERS LIMITED					
5	HILL SAMUEL PRIVATE CLIENT MANAGEMENT LIMITED					
5	HILL SAMUEL UNIT TRUST MANAGERS LIMITED					

Company Name		Country of Incorporation	Status	Class of Share	% of class of shares held by the group (if different from the parent company)	% of class of shares held by the parent company
Tier Levels						
1	2	3	4	5	6	7
5	SCOTTISH WIDOWS INVESTMENT PARTNERSHIP LIMITED		England	Operating	ord shares of £1	100.00
6	SRIAL GP LIMITED		England	Operating	A ord shares of £1	90.00
7	AIRPORT INDUSTRIAL NOMINEES B LIMITED		England	Operating	ord shares of £1	100.00
7	AIRPORT INDUSTRIAL NOMINEES C LIMITED		England	Operating	ord shares of £1	100.00
7	AIRPORT INDUSTRIAL NOMINEES D LIMITED		England	Operating	ord shares of £1	100.00
7	AIRPORT INDUSTRIAL NOMINEES LIMITED		England	Operating	ord shares of £1	100.00
6	BEDFONT LAKES BUSINESS PARK (GP1) LIMITED		England	Operating	ord shares of £1	100.00
6	BEDFONT LAKES BUSINESS PARK (GP2) LIMITED		England	Operating	ord shares of £1	100.00
6	KINTORE (NOMINEES) LIMITED		Scotland	Dormant	ord shares of £1	100.00
6	PHILIP HILL, HIGGINSON NOMINEES LIMITED		England	Nominee	ord shares of £1	100.00
6	SCOTTISH WIDOWS PROPERTY PARTNERS (SPF) LIMITED		Scotland	Operating	ord shares of £1	100.00
5	TSB HILL SAMUEL INVESTMENT HOLDINGS LIMITED		England	Dormant	ord shares of £1	100.00
5	WAVERLEY GENERAL PRIVATE EQUITY LIMITED		Scotland	Operating	ord shares of £1	100.00
5	WAVERLEY HEALTHCARE PRIVATE EQUITY LIMITED		Scotland	Operating	ord shares of £1	100.00
4	SCOTTISH WIDOWS UNIT TRUST MANAGERS LIMITED		England	Operating	ord shares of £1	100.00
4	TARGET HOLDINGS LIMITED		England	Dormant	A ord shs of 1p B ord shs of £1 C ord shs of £1 deferred shs £1	100.00 100.00 100.00 100.00
3	SHAREDEAL LIMITED		England	Dormant	ord shares of £1	100.00
3	SHORELINE LIMITED		England	Dormant	ord shares of £1	100.00
3	SOCIETE IMMOBILIERE DE LA MADONE S.A.M.		Monaco	Dormant	1.50 Euro	100.00
3	STUCKEYS NOMINEES LIMITED		England	Dormant	ord shares of £1	100.00
3	SUFFOLK LANE NOMINEES LIMITED		England	Dormant	ord shares of £1	100.00
3	TALBOT NOMINEES LIMITED		England	Dormant	ord shares of £1	100.00
3	THE AGRICULTURAL MORTGAGE CORPORATION PLC		England	Operating	ord shares of £1	100.00
4	AMC (FARM FINANCE) LIMITED		England	Dormant	ord shares of £1	100.00
4	AMC BANK LIMITED		England	Operating	ord shares of £1	100.00
4	AMC HOLDINGS LIMITED		England	Dormant	ord shares of £1	100.00
3	THREE COPTHALL AVENUE LIMITED		England	Operating	ord shares of £1	100.00
3	TRAVELLERS CHEQUE ASSOCIATES LIMITED		England	Operating	ord shares of £1	36.00
3	TRUSTCARD LIMITED		England	Dormant	ord shares of £1	100.00
3	TRUSTEE SAVINGS BANKS (HOLDINGS) LIMITED		England	Operating	non voting shs £1 ord shares of £1	100.00 100.00
4	BOUNDARY BUSINESS CENTRE LIMITED		England	Dormant	ord shares of £1	100.00

Company Name	Tier Levels	Country of Incorporation	Status	Class of Share	% of class of shares held by the group (if different from the parent company)	% of class of shares held by the parent company
1	2	3	4	5	6	7
8	9	10				
4	COATE HOMES LIMITED	England	Dormant	ord shares of £1	100.00	
4	ERRADEN LIMITED	England	Dormant	ord shares of £1	100.00	
4	GBSD PROPERTIES (No.1) LIMITED	England	Dormant	ord shares of £1	100.00	
4	GBSD PROPERTIES (NO.2) LIMITED	England	Dormant	ord shares of £1	100.00	
4	HILL SAMUEL EXTRAONE PROPERTY INVESTMENTS COMPANY LIMITED	England	Dormant	ord shares of £1	100.00	
4	HILL SAMUEL FINANCE (No.11) LIMITED	England	Dormant	ord shares of £1	100.00	
4	HILL SAMUEL FINANCE (No.16) LIMITED	England	Dormant	ord shares of £1	100.00	
4	HILL SAMUEL FINANCE (No.18) LIMITED	England	Dormant	ord shares of £1	100.00	
4	HILL SAMUEL FINANCE (NO.20) LIMITED	England	Dormant	ord shares of £1	100.00	
4	HILL SAMUEL FINANCE (NO.22) LIMITED	England	Dormant	ord shares of £1	100.00	
4	IRONHART LIMITED	England	Dormant	ord shares of £1	100.00	
4	LITTLE LONDON LIMITED	England	Dormant	ord shares of £1	100.00	
3	TSB BANK LIMITED	England	Dormant	ord shares of £1	100.00	100.00
				spec rights RP £1		100.00
3	TSB BANK PROPERTIES LIMITED	England	Operating	ord shares of £1	100.00	100.00
4	GRESHAM NOMINEE 1 LIMITED	England	Operating	ord shares of £1	100.00	100.00
4	GRESHAM NOMINEE 2 LIMITED	England	Operating	ord shares of £1	100.00	100.00
3	TSB COMMERCIAL HOLDINGS LIMITED	England	Dormant	ord shares of £1	100.00	100.00
4	ENDEAVOUR GROUP LIMITED	England	Dormant	ord shares of £1	100.00	100.00
4	ENDEAVOUR MARINE SERVICES LIMITED	England	Dormant	ord shares of £1	100.00	100.00
5	LLOYDS, COX'S & KING'S LIMITED	England	Dormant	deferred shs £1	100.00	100.00
5	WM. BROWN ATKINSON & CO., LIMITED	England	Dormant	ord shares of £1	100.00	100.00
4	UDT INVESTMENT HOLDINGS LIMITED	England	Dormant	10% cum pref £1	100.00	100.00
				ord shares of £1	100.00	100.00
5	LLOYDSTRUST LIMITED	England	Dormant	ord shares of £1	100.00	100.00
5	UDT INTERNATIONAL LIMITED	England	Dormant	ord shares of £1	100.00	100.00
5	UNITED DOMINIONS PROPERTY TRUST LIMITED	England	Dormant	ord shares of £1	100.00	100.00
3	TSB DIRECT HOLDINGS LIMITED	England	Dormant	ord shares of £1	100.00	100.00
4	BRITISH MEDICAL FINANCE LIMITED	England	Dormant	ord shares of £1	100.00	100.00
4	CHOICE INSURANCE ADVISERS LIMITED	England	Dormant	ord shares of £1	100.00	100.00
4	CHOICE PERSONAL FINANCE LIMITED	England	Dormant	ord shares of £1	100.00	100.00
4	TSB DIRECT LIMITED	England	Dormant	ord shares of £1	100.00	100.00
4	UDT DIRECT LIMITED	England	Dormant	ord shares of £1	100.00	100.00
4	UDT FINANCIAL LIMITED	England	Dormant	ord shares of £1	100.00	100.00
3	TSB ENGLAND & WALES LIMITED	England	Dormant	ord shares of £1	100.00	100.00
3	TSB FINANCE BV	Netherlands	Operating	Shs of EURO 45.38		100.00

Company Name		Country of Incorporation	Status	Class of Share	% of class of shares held by the group (if different from the parent company)	% of class of shares held by the parent company
Tier Levels						
1	2	3	4	5	6	7
8	9	10				
3	TSB GROUP NOMINEES LIMITED	England	Dormant	ord shares of £1		100.00
3	TSB HILL SAMUEL BANK HOLDING COMPANY LIMITED	England	Operating	ord shares of 25p		100.00
4	INDEPENDENCE INSURANCE CO. LIMITED	Bermuda	In liquidation	US\$ shares	100.00	
4	UIC INSURANCE COMPANY LIMITED	England	Operating	ord shares of £1	33.00	
3	TSB SERVICES (NO.2) LIMITED	England	Dormant	10% n/c pref £1		100.00
				ord shares of £1		100.00
3	TSB SERVICES (NO.3) LIMITED	England	Dormant	ord shares of £1		100.00
3	TSB SERVICES (NO.4) LIMITED	England	Dormant	10% n/c pref £1		100.00
				ord shares of £1		100.00
3	WARD NOMINEES (ABINGDON) LIMITED	England	Dormant	ord shares of £1		100.00
3	WARD NOMINEES (BIRMINGHAM) LIMITED	England	Dormant	ord shares of £1		100.00
3	WARD NOMINEES (BRISTOL) LIMITED	England	Dormant	ord shares of £1		100.00
3	WARD NOMINEES (MAYFAIR) LIMITED	England	Dormant	ord shares of £1		100.00
3	WARD NOMINEES LIMITED	England	Dormant	ord shares of £1		100.00
3	WEST NOMINEES LIMITED	England	Dormant	ord shares of £1		100.00
3	WESTOVER NOMINEES LIMITED	England	Dormant	ord shares of £1		100.00
3	WILLIAM HILL GROUP LIMITED	England	Operating	special shs 100p		100.00
3	WOOD STREET FINANCE (No 1) LIMITED	England	Dormant	ord shares of £1		100.00

Note: Except in a small number of cases, a zero holding for a class of shares indicates that the shares are held by a third party.