



Please complete in typescript,
or in bold black capitals.

TSB
E15
018017

363a

Annual Return

CHFP029

Company Number

2065

Company Name in full

LLOYDS BANK Plc

Date of this return (See note 1)

The information in this return is made up to

Day Month Year

0 9 0 5 1 9 9 9

Date of next return (See note 2)

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 0

Registered Office (See note 3)

Show here the address at the date of
this return.

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

Post town

County / Region

Postcode

71 LOMBARD STREET

LONDON

EC3P 3BS

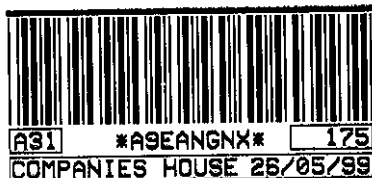
Principal business activities

(See note 4)

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.



When you have completed and signed the form please send it to the
Registrar of Companies at:
Companies House, Crown Way, Cardiff, CF4 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**

Register of members *(See note 5)*

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

Post town

County / Region

Postcode

Register of Debenture holders*(See note 6)*

If there is a register of debenture holders and it is not kept at the registered office, state here where it is kept:

Post town

County / Region

Postcode

Company type *(See note 7)*

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 mark the appropriate box

Company Secretary *(see notes 1-5)***Details of a new company secretary must be notified on form 288a.**

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

Name * Style / Title

MR.

*Honours etc

Forename(s)

MICHAEL ROGER

Surname

HATCHER

* Voluntary details.

Previous forename(s)

Previous surname(s)

Address

HUNYANI

Usual residential address

must be given. In the case of a corporation, give the registered or principal office address.

Post town

MANNINGTREE

County / Region

ESSEX

Postcode

CO11 2QA

Country

Directors (see notes 1 to 5)

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

Name	* Style / Title	MR.		Day	Month	Year
	* Honours etc			Date of birth	1	9
					0	5
					1	9
					4	5
Forename(s)	MICHAEL KENT					
Surname	ATKINSON					
Previous forename(s)						
Previous surname(s)						
Address	71 LOMBARD STREET					
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.						
Post town	LONDON					
County / Region				Postcode	EC3P 3BS	
Country	ENGLAND			Nationality	ANGLO/BRAZILIAN	
Business occupation	BANK GROUP FINANCE DIRECTOR					
Other directorships	See attached list					
* Voluntary details.						

Name	* Style / Title	MR.		Day	Month	Year
	* Honours etc			Date of birth	0	7
					0	3
					1	9
					4	5
Forename(s)	ROBERT CHARLES					
Surname	CAREFULL					
Previous forename(s)						
Previous surname(s)						
Address	13 ST. MATTHEWS AVENUE					
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.						
Post town	SURBITON					
County / Region	SURREY			Postcode	KT6 6JJ	
Country				Nationality	BRITISH	
Business occupation	CHARTERED ACCOUNTANT					
Other directorships	See attached list					

Directors (see notes 1-5)

Please list directors in alphabetical order

Details of new directors must be notified on form 288a.

Name	* Style / Title*	MR.		Day	Month	Year
	* Honours etc			Date of birth	1	5
					0	5
					1	9
					4	3
Forename(s)	PETER BRIAN					
Surname	ELLWOOD					
Previous forename(s)						
Previous surname						
Address	CATESBY HOUSE, LOWER CATESBY					
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	NEAR DAVENTRY				
	County / Region	NORTHANTS	Postcode	NN11 6LF		
	Country					
Nationality	BRITISH					
Business occupation	BANK CHIEF EXECUTIVE					
Other directorships	See attached list					

Name	* Style / Title	MR.		Day	Month	Year
	* Honours etc			Date of birth	1	7
					0	6
					1	9
					4	8
Forename(s)	MICHAEL EDWARD					
Surname	FAIREY					
Previous forename(s)						
Previous surname						
Address	CHURCHFIELDS HOUSE					
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	CODICOTE				
	County / Region	HERTFORDSHIRE	Postcode	SG4 8TH		
	Country	ENGLAND				
Nationality	BRITISH					
Business occupation	BANK DIRECTOR					
Other directorships	NONE					

* Voluntary details.

Directors (see notes 1-5)

Please list directors in alphabetical order

Details of new directors must be notified on form 288a.

Name	* Style / Title	SIR			Day	Month	Year						
	* Honours etc				Date of birth	1	6	0	5	1	9	3	4
	Forename(s)	NICHOLAS PROCTOR											
	Surname	GOODISON											
	Previous forename(s)												
	Previous surname												
Address	71 LOMBARD STREET												
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	LONDON											
	County / Region						Postcode	EC3P 3BS					
	Country												
	Nationality	BRITISH											
	Business occupation	BANK DEPUTY CHAIRMAN											
	Other directorships	See attached list											

Name	* Style / Title	MR.			Day	Month	Year						
	* Honours etc				Date of birth	1	6	0	5	1	9	4	0
	Forename(s)	STEPHEN ANDREW											
	Surname	MARAN											
	Previous forename(s)												
	Previous surname												
Address	17 LANCASTER PARK												
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	RICHMOND											
	County / Region	SURREY					Postcode	TW10 6AB					
	Country												
	Nationality	BRITISH											
	Business occupation	BANK DIRECTOR											
	Other directorships	See attached list											
* Voluntary details.													

Directors (see notes 1-5)

Please list directors in alphabetical order

Details of new directors must be notified on form 288a.

Name	* Style / Title	MR.	Day	Month	Year
	* Honours etc	CBE	Date of birth		
			0	5	0
			6	1	9
			3	6	
Forename(s)	ALAN EDWARD				
Surname	MOORE				
Previous forename(s)					
Previous surname					
Address	FLAT 2, 20 WIGMORE STREET				
Post town	LONDON				
County / Region		Postcode	W1H 9HD		
Country					
Nationality	BRITISH				
Business occupation	DEPUTY CHAIRMAN				
Other directorships	See attached list				

Usual residential address

must be given. In the case of a corporation, give the registered or principal office address.

Name	* Style / Title	MR.	Day	Month	Year
	* Honours etc		Date of birth		
			2	3	0
			2	1	9
			5	0	
Forename(s)	GORDON FRANCIS				
Surname	PELL				
Previous forename(s)					
Previous surname					
Address	MULSANNE FARM, NIGHTINGALES LANE				
Post town	CHALFONT ST. GILES				
County / Region	BUCKINGHAMSHIRE	Postcode	HP8 4SO		
Country	ENGLAND				
Nationality	BRITISH				
Business occupation	BANK DIRECTOR				
Other directorships	NONE				

* Voluntary details.

Directors (see notes 1-5)

Please list directors in alphabetical order

Details of new directors must be notified on form 288a.

Name	* Style / Title	SIR			Day	Month	Year						
	* Honours etc				Date of birth	1	3	1	2	1	9	3	1
Forename(s)	BRIAN IVOR												
Surname	PITMAN												
Previous forename(s)													
Previous surname													
Address	HEATHERSET, CAVENDISH ROAD												
	ST. GEORGE'S HILL												
Post town	WEYBRIDGE												
County / Region	SURREY						Postcode	KT13 OJY					
Country													
Nationality	BRITISH												
Business occupation	BANK CHAIRMAN												
Other directorships	See attached list												

Name	* Style / Title	MR.			Day	Month	Year						
	* Honours etc				Date of birth	2	0	0	7	1	9	4	4
Forename(s)	DAVID PETER												
Surname	PRITCHARD												
Previous forename(s)													
Previous surname													
Address	17 THORNEY CRESCENT												
Post town	LONDON												
County / Region							Postcode	SW11 3TT					
Country	ENGLAND												
Nationality	BRITISH												
Business occupation	BANK DIRECTOR												
Other directorships	See attached list												

* Voluntary details.

Other relevant directorships

Company Number **2065**

Company Name **LLOYDS BANK Plc**

Directors Name **ATKINSON MICHAEL KENT**

† Directors only.

† Other directorships

COCA-COLA BEVERAGES PLC

LLOYDS BANK FINANCIAL SERVICES (HOLDINGS) LIMITED

LLOYDS BANK SUBSIDIARIES LIMITED

LLOYDS COMMERCIAL PROPERTIES LIMITED

NOTES

Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the name on surname line and registered or principal office on the usual residential line.

Give previous forenames or surname(s) except:
- for a married woman, the name by which she was known before marriage need not be given.

- for names not used since the age of 18 or for at least 20 years

A peer or individual known by a title may state the title instead of or in addition to the forenames and surname and need not give the name by which that person was known before he or she adopted the title or preceded to it.

Other directorships.

Give the name of every company incorporated in Great Britain of which the person concerned is a director or has been a director at any time in the past five years.

You may exclude a company which either is, or at all times during the past five years when the person concerned was a director, was

- dormant

- a parent company which wholly owned the company making the return, or

- another wholly owned subsidiary of the same parent company.

Other relevant directorships

Company Number **2065**

Company Name **LLOYDS BANK Plc**

Directors Name **CAREFULL ROBERT CHARLES**

† Directors only.

† Other directorships

DUMPTON GAP COMPANY

LOMOND ASSET MANAGEMENT LIMITED

ROKEBY EDUCATIONAL TRUST LIMITED

TRACE COMPUTERS PLC

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- another wholly owned subsidiary of the same parent company.

Other relevant directorships

Company Number **2065**

Company Name **LLOYDS BANK Plc**

Directors Name **ELLWOOD PETER BRIAN**

† Directors only.

† Other directorships

BUSINESS IN THE COMMUNITY

GIFTS IN KIND UK LIMITED

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SEARS PLC

THE ROYAL PHILHARMONIC ORCHESTRA LIMITED

Other directorships.

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- another wholly owned subsidiary of the same parent company.

Other relevant directorships

Company Number **2065**

Company Name **LLOYDS BANK Plc**

Directors Name **GOODISON NICHOLAS PROCTOR**

† Directors only.

† Other directorships

BRITISH STEEL PLC

BURLINGTON MAGAZINE PUBLICATIONS LIMITED

ENGLISH NATIONAL OPERA

GENERAL ACCIDENT PLC

HAREWOOD HOUSE TRUST LIMITED

SAMUEL COURTAULD TRUST

THE EQUALE TRUST LIMITED - STRUCK OFF 09/05/1995

THE INDUSTRIAL SOCIETY

NOTES

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Other relevant directorships

Company Number 2065

Company Name LLOYDS BANK Plc

Directors Name MARAN STEPHEN ANDREW

† Directors only.

† Other directorships

ABBEEY LIFE ASSURANCE COMPANY LIMITED

ABBEEY LIFE OVERSEAS HOLDINGS LIMITED

ABBEEY UNIT TRUST MANAGERS LIMITED

AIC SERVICES LIMITED

AMBASSADOR INSURANCE COMPANY LIMITED

AMBASSADOR LIFE ASSURANCE COMPANY LIMITED

BLACK HORSE AGENCIES LIMITED

BLACK HORSE FINANCIAL SERVICES LIMITED

LLOYDS BANK (CHANNEL ISLANDS) UNIT TRUST MANAGERS LIMITED

LLOYDS BANK INSURANCE SERVICES (DIRECT) LIMITED

LLOYDS BANK UNIT TRUST MANAGERS LIMITED

LLOYDS BOWMAKER LIMITED

LLOYDS TSB FINANCIAL SERVICES HOLDINGS PLC

LLOYDS TSB FINANCIAL SERVICES LIMITED

LLOYDS TSB INDEPENDENT FINANCIAL ADVISERS LIMITED

LLOYDS TSB INSURANCE SERVICES LIMITED

LLOYDS TSB LIFE ASSURANCE COMPANY LIMITED

NOTES

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Other directorships.

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- another wholly owned subsidiary of the same parent company.

Other relevant directorships

Company Number **2065**

Company Name **LLOYDS BANK Plc**

Directors Name **MARAN STEPHEN ANDREW**

† Directors only.

† Other directorships

LLOYDS UDT LIMITED

NOTES

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Other directorships.

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- another wholly owned subsidiary of the same parent company.

Other relevant directorships

Company Number **2065**

Company Name **LLOYDS BANK Plc**

Directors Name **MOORE ALAN EDWARD**

† Directors only.

† Other directorships

BODMIN AND WENFORD RAILWAY TRUST (COMPANY LIMITED BY GUARANTEE)

CONFIDENTIAL INVOICE DISCOUNTING LIMITED (SOLD 5.1.98)

NOTES

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HILL SAMUEL BANK LIMITED

INDEPENDENT FACTORS LIMITED

INTERNATIONAL FACTORS LIMITED

LBI LEASING LIMITED

LLOYDS ASSET LEASING LIMITED

LLOYDS ASSOCIATED AIR LEASING LIMITED

LLOYDS BANK CHARITABLE TRUST LIMITED

LLOYDS BANK EXPORT FINANCE LIMITED

LLOYDS BANK FINANCIAL SERVICES (HOLDINGS) LIMITED

LLOYDS BANK PENSION TRUST CORPORATION LIMITED

LLOYDS BANK PROFIT SHARING TRUSTEES LIMITED

LLOYDS BANK PROPERTY COMPANY LIMITED

LLOYDS BUSINESS LEASING LIMITED

LLOYDS CAPITAL LEASING LIMITED

LLOYDS COMMERCIAL LEASING LIMITED

Other directorships.

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Other relevant directorships

Company Number 2065

Company Name LLOYDS BANK Plc

Directors Name MOORE ALAN EDWARD

† Directors only.

† Other directorships

LLOYDS COMMERCIAL PROPERTIES LIMITED

LLOYDS CORPORATE LEASING LIMITED

LLOYDS EQUIPMENT LEASING LIMITED

LLOYDS FINANCIAL LEASING LIMITED

LLOYDS GENERAL LEASING LIMITED

LLOYDS GOVERNMENT SECURITIES CORPORATION

LLOYDS INDUSTRIAL LEASING LIMITED

LLOYDS INTERNATIONAL LEASING LIMITED

LLOYDS INVESTMENT BONDS LIMITED

LLOYDS INVESTMENT BONDS NO. 2 LIMITED

LLOYDS INVESTMENT SECURITIES LIMITED

LLOYDS INVESTMENT SECURITIES NO.5 LIMITED

LLOYDS LEASING (NORTH SEA TRANSPORT) LIMITED

LLOYDS LEASING DEVELOPMENTS LIMITED

LLOYDS LEASING LIMITED

LLOYDS LEASING MEADOWHALL DEVELOPMENT LIMITED

LLOYDS MACHINERY LEASING LIMITED

NOTES

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Other directorships.

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Other relevant directorships

Company Number **2065**

Company Name **LLOYDS BANK Plc**

Directors Name **MOORE ALAN EDWARD**

† Directors only.

† Other directorships

LLOYDS PLANT LEASING LIMITED

LLOYDS PORTFOLIO LEASING LIMITED

LLOYDS PROJECT LEASING LIMITED

LLOYDS PROPERTY INVESTMENT COMPANY LIMITED

LLOYDS PROPERTY INVESTMENT COMPANY NO.2 LIMITED

LLOYDS PROPERTY INVESTMENT COMPANY NO.3 LIMITED

LLOYDS PROPERTY INVESTMENT COMPANY NO.4 LIMITED

LLOYDS UDT LIMITED

LMB SERVICES LIMITED (IN LIQUIDATION 11.12.97)

OVERSEAS BANKERS CLUB (PREMISES) LIMITED

THE MOTABILITY TENTH ANNIVERSARY TRUST (COMPANY LIMITED BY GUARANTEE)

NOTES

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Other relevant directorships

Company Number **2065**

Company Name **LLOYDS BANK Plc**

Directors Name **PITMAN BRIAN IVOR**

† Directors only.

† Other directorships

CARLTON COMMUNICATIONS PLC

LLOYDS BANK PROFIT SHARING TRUSTEES LIMITED

NOTES

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NEXT PLC (CHAIRMAN FROM 19/5/98)

Other directorships.

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- dormant

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Other relevant directorships

Company Number **2065**

Company Name **LLOYDS BANK Plc**

Directors Name **PRITCHARD DAVID PETER**

† Directors only.

† Other directorships

NOTES

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RBC PENSION TRUSTEES LIMITED

ROYAL BANK OF CANADA EUROPE LIMITED

ROYAL BANK OF CANADA HOLDINGS (UK) LIMITED

Issued share capital *(see note 9)*
Enter details of all the shares in issue at the date of this return.

Class <i>(e.g. Ordinary/Preference)</i>	Number of shares issued	Aggregate Nominal Value <i>(i.e. Number of shares issued multiplied by nominal value per share)</i>
ORD SHARES OF £1	1,471,680,932	£ 1,471,680,932.00
Totals	1,471,680,932	£ 1,471,680,932.00

List of past and present members

(Use attached schedule where appropriate)

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

(see note 10)

There were no changes in the period

☐

on paper in another format

A list of changes is enclosed

☐
☐

A full list of members is enclosed

☒
☐

Elective resolutions

(Private companies only)

(See note 11)

If at the date of this return an election is in force to dispense with annual general meetings, *mark this box*

☐

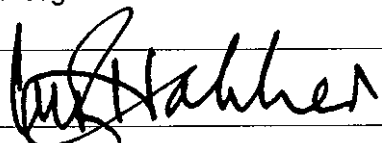
If at the date of this return an election is in force to dispense with laying accounts in general meetings, *mark this box*

☐

Certificate

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

Signed



Date

21 May 1999

† 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

(enter number)

continuation sheets.

Please give the name, address, telephone number, and if available, a DX number and Exchange, for the person Companies House should contact if there is any query.

MR. M.R. HATCHER, 71 LOMBARD STREET, LONDON, EC3P 3BS	
Tel 0171 356 2108	
DX number	DX exchange



SECRETARIAT

Please complete in typescript,
or in bold black capitals.

CHFP029

**List of past and present members
Schedule to form 363a, 363b**

Company Number 2065

Company Name in full LLOYDS BANK Plc

Number of shares
or amount of
stock held by
existing members
at date of this
return.

Particulars of shares or stock transferred since
the date of the last return (or in the case of the
first return, since the incorporation of the
company) by
(a) persons who are still members, and
(b) persons who have ceased to be members.

Number or
amount
currently held

Number or
amount
Transferred

Date of
registration
of transfer

Remarks

LLOYDS BANK (BSA) LIMITED
71 LOMBARD STREET, LONDON, EC3P 3BS

ord shares of £1
0

1,500,000

04/12/1998

LLOYDS TSB GROUP PLC

LLOYDS TSB GROUP PLC
HENRY DUNCAN HOUSE, 120 GEORGE STREET,
EDINBURGH, LoTHIAN, EH2 4LH

ord shares of £1
1,471,680,930

TSB GROUP NOMINEES LIMITED
71 LOMBARD STREET, LONDON, EC3P 3BS

ord shares of £1
1

BARROW, PLATT & COMPANY LIMITED
71 LOMBARD STREET, LONDON, EC3P 3BS

ord shares of £1
1

Lloyds TSB Group plc

Group structure chart (printed on 25/05/1999)

Tier levels
1 2 3 4 5 6 7 8 9 10

LLOYDS BANK Plc

	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:
ACCESS BRAND LIMITED	England	Operating	ord shares of £1 /		30.00
ACONS NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00
AIRLEASE INTERNATIONAL NOMINEES (LOMBARD) LIMITED	England	Dormant	ord shares of £1 /		20.00
ALLIANCE NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00
ANGEL NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00
BARROW, PLATT & COMPANY LIMITED	England	Dormant	ord shares of £1 /		100.00
BAX, BANK N.V.	Netherlands	Operating	shs of NLG 1000 /		100.00
BECKETTS NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00
BIRKBECK NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00
BIRMINGHAM TECHNOLOGY LIMITED	England	Operating	£1 cum red pref /		100.00
BISCARIS NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00
BISGENUS NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00
BISKEEP NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00
BLACK HORSE PROPERTY SERVICES LIMITED	England	Dormant	ord shares of £1 /		100.00
BOLSA NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00
BOLTRO NOMINEES LIMITED	England	Operating	ord shares of £1 /		100.00
BOWMAKER LIMITED (IN LIQUIDATION)	England	In Liquidation	ord shares of 25p / def shares of 25p /		100.00
BRANCH NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00
BRITISH COAL STAFF SUPERANNUATION SCHEME (CLIENT) NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00
C. WINTHER & CO., LIMITED	England	Dormant	ord shares of £1 /		100.00
C. O. NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00
CAMOMILE NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00
CANONS NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00
CARDNET MERCHANT SERVICES LIMITED	England	Operating	See Appendix A		
CASHPOINT LIMITED	England	Dormant	ord shares of £1 /		100.00
COMMERCIAL NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00
CONSOLIDATED NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00
CONSTABLE NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00

Lloyds TSB Group plc

Group structure chart (printed on 25/05/1999)

Tier levels
1 2 3 4 5 6 7 8 9 10

LLOYDS BANK Plc

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:
CONTROL NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00
CORPITRUS NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00
COX & CO.	England	Dormant	ord shares of £1 /		100.00
COX'S & KING'S FINANCIAL SERVICES LIMITED	England	Dormant	ord shares of £1 /		100.00
CRICKET NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00
CROMPTONS NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00
CTSB NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00
DIMSDALES NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00
DISTHAM NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00
DREW NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00
EAGLE TRUST PLC	England	In Liquidation	'A' preference / 'B' preference /		100.00
EAST ISLAND SHIPPING COMPANY LIMITED	Cyprus	Operating	shares of CYP 1 /		100.00
ENTRUST NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00
ETABLISSEMENT PRO FIDE	Liechtenstein	Operating	SF /		100.00
EXCLUSIVE FINANCE NO. 1 PLC	England	Operating	ord A shares £1 / ord shares of £1 /		100.00
FARNERS NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00
GARALA LIMITED	England	Dormant	ord shares of 50p /		22.50
GORING NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00
GREAT PAUL NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00
GUARD NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00
GUILDHALL NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00
HANKEYS NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00
HATTON COURT NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00
HAWK ONE "93" PLC (IN LIQUIDATION)	England	Dormant	ord shares of £1 /		100.00
HAWK TWO "93" LIMITED (IN LIQUIDATION)	England	Dormant	See Appendix A		100.00
HAYS LANE NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00
HEAD NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00
HIGH STREET MARKETING SERVICES S.A.	Argentina	Operating			100.00

Tier levels

	Country of incorporation	Status
1.		
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Class of
share:

[illegible]

no par value shs /

Lloyds TSB Group plc

Group structure chart (printed on 25/05/1999)

Tier levels										Country of incorporation	Status	Class of share:	(if different from the parent company):	shares held by the parent company:
1	2	3	4	5	6	7	8	9	10					
LLOYDS BANK Plc														
LLOYDS ASIA LIMITED (IN LIQUIDATION)										Hong Kong	In Liquidation	HK\$ 1,000 /		100.00
LLOYDS BANK (39 THREADNEEDLE STREET) NOMINEES LIMITED										England	Dormant	ord shares of £1 /		100.00
LLOYDS BANK (AGENCY) NOMINEES LIMITED										England	Dormant	ord shares of £1 /		100.00
LLOYDS BANK (BAHAMAS) FINANCE COMPANY LIMITED										Bahamas	Operating	shares of US\$ /		100.00
LLOYDS BANK INTERNATIONAL (BAHAMAS) LIMITED										Bahamas	Operating	US\$ 1000 shares /	100.00	
EQUUS LIMITED										Bahamas	Operating	shares of US\$ 5 /	100.00	
LBIB NOMINEES LIMITED										Bahamas	Operating	US\$1 shs /	100.00	
LLOYDS IPB (AMERICAS) SA (IN LIQUIDATION)										Uruguay	Dormant		100.00	
LLOYDS IPB (B.V.I.) LIMITED										British Virgin Isl	Operating	US\$ shares /	100.00	
LLOYDTRU LIMITED										Bahamas	Operating	shares of US\$ 5 /	100.00	
LLOYDS BANK (BELGIUM) S.A. (IN LIQUIDATION)										Belgium	In Liquidation			100.00
LLOYDS BANK (BLSA) LIMITED										England	Operating	ord shares of £1 /		100.00
LLOYDS ADMINISTRADORA DE FONDOS DE INVERSION S.A.										Uruguay	Operating	US\$ shares /	100.00	
LLOYDS INVESTMENT MANAGERS SOCIEDAD GERENTE DE FONDOS COMUN										Argentina	Operating	Pes 150,000 /	100.00	
LLOYDS SECURITIES SOCIEDAD DE BOLSA SA										Argentina	Operating	ARS \$1 /	99.00	
LLOYDS BANK (BRANCHES) NOMINEES LIMITED										England	Dormant	ord shares of £1 /		100.00
LLOYDS BANK (CHEAPSIDE BRANCH) NOMINEES LIMITED										England	Dormant	ord shares of £1 /		100.00
LLOYDS BANK (COLONIAL & FOREIGN) NOMINEES LIMITED										England	Dormant	ord shares of £1 /		100.00
LLOYDS BANK (FINSBURY CIRCUS BRANCH) NOMINEES LIMITED										England	Dormant	ord shares of £1 /		100.00
LLOYDS BANK (FOREIGN) NOMINEES LIMITED										England	Dormant	ord shares of £1 /		100.00
LLOYDS BANK (GIBRALTAR MANAGEMENT) LIMITED										Gibraltar	Dormant	ord shares of £1 /		100.00
LLOYDS BANK (GIBRALTAR NOMINEES) LIMITED										Gibraltar	Dormant	ord shares of £1 /		100.00
LLOYDS BANK (GUERNSEY) NOMINEES LIMITED										Guernsey	Dormant	ord shares of £1 /		100.00
LLOYDS BANK (I.D.) NOMINEES LIMITED										England	Dormant	ord shares of £1 /		100.00
LLOYDS BANK (ISLE OF MAN) NOMINEES LIMITED										Isle Of Man	Dormant	ord shares of £1 /		100.00
LLOYDS BANK (JERSEY) NOMINEES LIMITED										Jersey	Dormant	ord shares of £1 /		100.00
LLOYDS BANK (LIME STREET) NOMINEES LIMITED										England	Dormant	ord shares of £1 /		100.00
LLOYDS BANK (NEW ISSUES) NOMINEES LIMITED										England	Dormant	ord shares of £1 /		100.00

Lloyds TSB Group plc

Group structure chart (printed on 25/05/1999)

Tier levels
1 2 3 4 5 6 7 8 9 10

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:

LLOYDS BANK Plc

LLOYDS BANK (PEP NOMINEES) LIMITED	England	Dormant	ord shares of £1 /	100.00	
LLOYDS BANK (PICCADILLY) NOMINEES LIMITED	England	Dormant	ord shares of £1 /	100.00	
LLOYDS BANK (REGISTRARS) NOMINEES LIMITED	England	Dormant	ord shares of £1 /	100.00	
LLOYDS BANK (STOCK EXCHANGE BRANCH) NOMINEES LIMITED	England	Dormant	ord shares of £1 /	100.00	
LLOYDS BANK CHARTABLE TRUST LIMITED	England	Operating	ord shares of £1 /	100.00	
LLOYDS BANK CITY OFFICE NOMINEES LIMITED	England	Dormant	ord shares of £1 /	100.00	
LLOYDS BANK EXPORT FINANCE LIMITED	England	Operating	ord shares of £1 /	100.00	
LLOYDS BANK FACTORS LIMITED	England	Operating	ord shares of £1 /	100.00	
ALEX LAWRIE FACTORS LIMITED	England	Operating	ord shares of £1 /	100.00	
ALEX LAWRIE COMPUTER SERVICES LIMITED	England	Dormant	ord shares of £1 /	100.00	
ALEX LAWRIE RECEIVABLES FINANCING LIMITED	England	Operating	ord shares of £1 /	100.00	
LLOYDS BANK FINANCIAL SERVICES (HOLDINGS) LIMITED	England	Operating	ord shares of £1 /	100.00	
CHEL TENHAM & GLOUCESTER plc	England	Operating	ord shares of £1 /	100.00	
C & G FINANCIAL SERVICES LIMITED	England	Dormant	ord shares of £1 /	100.00	
C & G HOMES LIMITED	England	Dormant	ord shares of £1 /	100.00	
C&G CHANNEL ISLANDS LIMITED	Guernsey	Operating	ord shares of £1 /	100.00	
C&G ESTATE AGENTS LIMITED	England	Dormant	ord shares of £1 /	100.00	
C&G PROPERTY HOLDINGS LIMITED	England	Operating	ord shares of £1 /	100.00	
CENTRAL MORTGAGE FINANCE LIMITED	England	Operating	ord shares of £1 /	100.00	
LLOYDS TSB MORTGAGES LIMITED	England	Operating	ord shares of £1 /	100.00	
SOUTH LONDON INVESTMENT AND MORTGAGE CORPORATION LIMITED	England	Dormant	ord shares of £1 /	100.00	
LLOYDS BANK FUTURES LIMITED	England	Dormant	ord shares of £1 /	100.00	
LLOYDS BANK INTERNATIONAL (CAYMAN) LIMITED	Cayman Islands	Dormant	shares of C/\$ /	100.00	
LB I MANAGEMENT (CAYMAN) LIMITED	Cayman Islands	Operating	shares of C/\$1 /	100.00	
LB I NOMINEES (CAYMAN) LIMITED	Cayman Islands	Dormant	shares of C/\$1 /	100.00	
LLOYDS BANK INTERNATIONAL LIMITED	England	Dormant	ord shares of £1 /	100.00	
LLOYDS BANK PENSION TRUST CORPORATION LIMITED	England	Operating	ord shares of £1 /	100.00	
LLOYDS BANK S.F. NOMINEES LIMITED	England	Dormant	ord shares of £1 /	100.00	

Lloyds TSB Group plc

Group structure chart (printed on 25/05/1999)

Tier levels										Country of incorporation	Status	Class of share:	(if different from the parent company):	shares held by the parent company:
1	2	3	4	5	6	7	8	9	10					
LLOYDS BANK S.F. NOMINEES LIMITED														
S.F. FARMS LIMITED										England	Dormant	ord shares of £1 /	100.00	
LLOYDS BANK PRINT MANAGEMENT SERVICES LIMITED										England	Operating	ord shares of £1 /		100.00
LLOYDS BANK PROFIT SHARING TRUSTEES LIMITED										England	Operating	ord shares of £1 /		100.00
LLOYDS BANK SUBSIDIARIES LIMITED										England	Operating	ord shares of £1 /		100.00
ARBELAND TRADE S.A.										Brazil	Operating	US\$1 shs /	100.00	
BANCO ANGLO COLOMBIANO S.A.										Colombia	Operating	US\$ 10 shares /	61.50	
SOCIEDAD FIDUCIARIA ANGLO S.A.										Overseas	Operating	US\$ 10 shares /	100.00	
CAPRICORN GROUP PLC (IN RECEIVERSHIP)										England	Operating	See Appendix A		
HILL SAMUEL INTERNATIONAL HOLDINGS LIMITED										England	Operating	B ord shs of £1 / ord A shares £1 /	100.00	
HILL SAMUEL & CO. BV										Netherlands	Operating	NLG 1,000 ord A / NLG 1,000 pref C /	100.00	
HILL SAMUEL (USA), INC.										USA	Operating	US\$ 10 shares /	100.00	
HILL SAMUEL, INC.										USA	Operating	US\$ 100 shares /	100.00	
HILL SAMUEL FAGAN INVESTMENT MANAGEMENT LIMITED										Ireland	Operating	IR £1 shares /	100.00	
HILL SAMUEL JERSEY LIMITED										Jersey	Operating	ord shares of £1 /	100.00	
HILL SAMUEL (CHANNEL ISLANDS) MANAGEMENT LIMITED										Jersey	Operating		100.00	
HILL SAMUEL (CHANNEL ISLANDS) SECURITIES LIMITED										Jersey	Dormant		100.00	
HILL SAMUEL (CHANNEL ISLANDS) TRUST COMPANY LIMITED										Jersey	Operating		100.00	
HILL SAMUEL PACIFIC TRUST (BV) LIMITED										British Virgin Isl	Operating		100.00	
HILL SAMUEL (OVERSEAS MANAGEMENT) JERSEY LIMITED										Jersey	Operating	ord shares of £1 /	100.00	
HILL SAMUEL BANK (JERSEY) LIMITED										Jersey	Operating		100.00	
NOMINEES (JERSEY) LIMITED										Jersey	Operating		100.00	
HILL SAMUEL JERSEY PROPERTIES LIMITED										Jersey	Operating		100.00	
HILL SAMUEL NOMINEES (JERSEY) LIMITED										Jersey	Operating		100.00	
HILL SAMUEL PRIVATE CLIENT MANAGEMENT (JERSEY) LIMITED										Jersey	Dormant		100.00	
HILL SAMUEL TRUSTEES (JERSEY) LIMITED										Jersey	Operating		100.00	
LBI HOLDINGS (NETHERLANDS) B.V.										Netherlands	Operating	NLG 50 /	100.00	
LLOYDS BANK (CHANNEL ISLANDS) UNIT TRUST MANAGERS LIMITED										Jersey	Operating	ord shares of £1 /	100.00	
LLOYDS BANK GROUP INSURANCE COMPANY LIMITED										Guernsey	Operating	ord shares of £1 /	100.00	

Lloyds TSB Group plc

Group structure chart (printed on 25/05/1999)

Tier levels										Country of incorporation	Status	Class of share:	(if different from the parent company):	shares held by the parent company:
1	2	3	4	5	6	7	8	9	10					
LLOYDS BANK SUBSIDIARIES LIMITED														
LLOYDS BANK OPB HOLDINGS LIMITED										Guernsey	Operating	ord shares of £1 /	100.00	
LBI (GUERNSEY) NOMINEES LIMITED										Guernsey	Dormant	ord shares of £1 /	100.00	
LBSS (GUERNSEY) LIMITED										Guernsey	Operating	ord shares of £1 /	100.00	
LLOYDS BANK MANAGEMENT LIMITED										Guernsey	Dormant	ord shares of £1 /	100.00	
LLOYDS BANK SERVICES LIMITED										Guernsey	Dormant	ord shares of £1 /	100.00	
LLOYDS PRIVATE BANKING (GUERNSEY) LIMITED										Guernsey	Operating	ord shares of £1 /	100.00	
LLOYDS BANK TREASURY (GUERNSEY) LIMITED										Guernsey	Operating	ord shares of £1 /	100.00	
LLOYDS TSB FUND MANAGERS (GUERNSEY) LIMITED										Guernsey	Operating	ord shares of £1 /	100.00	
LLOYDS BANK S.A.										France	Operating	shares of FF100 /	99.90	
CAPUCINES INVESTISSEMENTS S.A.										France	Operating	F.Fr.2,500 /	100.00	
SOCIETE IMMOBILIERE DE LA MADONE S.A.M.										Monaco	Operating	F.Fr.10 each /	100.00	
LLOYDS BANK SERVICOS E PARTICIPACOES S/C LIMITADA										Brazil	Operating	Cr. \$1 each /	100.00	
BANCO LLOYDS S.A.										Brazil	Operating		100.00	
CAMPO GRANDE EMPREENDIMENTOS LTDA										Brazil	Operating	shs of Cruzeiro 1 /	100.00	
CANTAREIRA PARTICIPACOES LTDA										Brazil	Operating	shs of Cruzeiro 1 /	100.00	
LLOYDS NEGOCIOS CORPORATIVOS LTDA										Brazil	Operating	shs of Cruzeiro 1 /	100.00	
LOGUS PARTICIPACOES LTDA										Brazil	Operating	shs of Cruzeiro 1 /	100.00	
LOSANGO NEGOCIOS CORPERATIVOS LTDA										Brazil	Operating		100.00	
SUPREMA PARTICIPACOES LTDA										Brazil	Operating	shs of Cruzeiro 1 /	100.00	
UAP MULTPLIC S/A										Brazil	Operating	shs of Cruzeiro 1 /	100.00	
MULTPLIC SEGURADORA S/A										Brazil	Operating	shs of Cruzeiro 1 /	100.00	
UAP SEGUROS BRAZIL S/A										Brazil	Operating	US\$ shares /	100.00	
LLOYDS ASSET MANAGEMENT S/A										Brazil	Operating		100.00	
LLOYDS FOMENTO COMERCIAL LTDA										Brazil	Operating		100.00	
LLOYDS LEASING S.A. - ARRENDAMENTO MERCANTIL										Brazil	Operating	shs of Cruzeiro 1 /	100.00	
LOSANGO PROMOTORA DE VENDAS LTDA										Brazil	Operating	shs of Cruzeiro 1 /	100.00	
LOSANGO ADMINISTRADORA DE CARTOES DE CREDITO LTDA										Brazil	Operating	shs of Cruzeiro 1 /	100.00	
LOSANGO CORRETORA DE SEGUROS LTDA										England	Operating	shs of Cruzeiro 1 /	100.00	

Tier levels

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Tier levels

Country of Status
incorporation[illegible]

shares of NZ\$ 1 /

Tier levels

1	2	3	4	5	6	7	8	9	10
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Lloyds TSB Group plc

Group structure chart (printed on 25/05/1999)

Tier levels
1 2 3 4 5 6 7 8 9 10

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:

SOUTH PACIFIC MERCHANT FINANCE LIMITED

SHIP FINANCE LIMITED	New Zealand	Operating	ord shs of NZ\$ 1 /	100.00	
SOUTHPAC CORPORATION LIMITED	New Zealand	Operating	ord NZ\$1+red pref /	100.00	
CONSOLIDATED NOMINEES LIMITED (NZ REGISTERED)	New Zealand	Dormant	ord shs of NZ\$ 1 /	100.00	
CONTROL NOMINEES LIMITED (NZ REGISTERED)	New Zealand	Dormant	ord shs of NZ\$ 1 /	100.00	
CROWN DEBT SECURITIES LIMITED	New Zealand	Operating	ord shs of NZ\$ 1 /	100.00	
EASTPAC CUSTODIANS LIMITED	New Zealand	Dormant	ord shs of NZ\$ 1 /	100.00	
EASTPAC NOMINEES LIMITED	New Zealand	Dormant	ord shares of £1 /	100.00	
NORTH PAC INVESTMENTS LIMITED	New Zealand	Dormant	ord shares of £1 /	100.00	
SOUTHPAC PROPERTY TRUST LIMITED	New Zealand	Operating	ord shs of NZ\$ 1 /	100.00	
SOUTHPAC TRUSTS LIMITED	New Zealand	Dormant	ord shs of NZ\$ 1 /	100.00	
EASTPAC HOLDINGS LIMITED	New Zealand	Dormant	ord shs of NZ\$ 1 /	100.00	
EASTPAC MINING LIMITED	New Zealand	Operating	ord shs of NZ\$ 1 /	100.00	
LEASING NOMINEES LIMITED	New Zealand	Dormant	ord shs of NZ\$ 1 /	100.00	
NORTH PAC CUSTODIANS LIMITED	New Zealand	Dormant	ord shs of NZ\$ 1 /	100.00	
SOUTHPAC ORACLE LIMITED	New Zealand	Dormant	ord shs of NZ\$ 1 /	100.00	
SOUTHPAC SECURITIES LIMITED	New Zealand	Dormant	ord shs of NZ\$ 1 /	100.00	
SOUTHPAC TRUST NOMINEES LIMITED	New Zealand	Operating	ord shares of £1 /	100.00	
WESTPORT NOMINEES LIMITED	New Zealand	Dormant	ord shs of NZ\$ 1 /	100.00	
SOUTHPAC CUSTODIANS LIMITED	New Zealand	Dormant	ord shs of NZ\$ 1 /	100.00	
SOUTHPAC HOLDINGS LIMITED	New Zealand	Dormant	ord shs of NZ\$ 1 /	100.00	
SOUTHPAC NOMINEES LIMITED	New Zealand	Dormant	ord shs of NZ\$ 1 /	100.00	
ARAWATA INVESTMENTS LIMITED	New Zealand	Operating	ord shs of NZ\$ 1 /	100.00	
SOCIEDAD INVERSIONISTA ANGLICO COLOMBIANO S.A.	Colombia	Operating	shares of COP 10 /	57.53	
BRITISH BANK OF LATIN AMERICA LIMITED	Colombia	Operating	US\$ 10 shares /	99.90	
LLOYDS BANK TRUST COMPANY (INTERNATIONAL) LIMITED	England	Dormant	ord shares of £1 /		100.00
LLOYDS BANK TRUST CORPORATION (GIBRALTAR) LIMITED	Gibraltar	Operating	ord shares of £1 /		100.00
LLOYDS BANK TRUSTEES LIMITED	England	Dormant	ord shares of £1 /		100.00
LLOYDS COMMERCIAL PROPERTIES LIMITED	England	Operating	ord shares of £1 /		100.00

Lloyds TSB Group plc

Group structure chart (printed on 25/05/1999)

Tier levels										Country of incorporation	Status	Class of share:	(if different from the parent company):		
1	2	3	4	5	6	7	8	9	10						
LLOYDS COMMERCIAL PROPERTIES LIMITED															
											England	Operating	ord shares of £1 /	100.00	
											England	Operating	ord shares of £1 /	100.00	
											England	Operating	ord shares of £1 /	100.00	
											England	Operating	ord shares of £1 /	100.00	
											England	Dormant	ord shares of £1 /	100.00	
											England	Dormant	ord shares of £1 /	100.00	
											England	Dormant	ord shares of £1 /	100.00	
											England	Dormant	ord shares of £1 /	100.00	
											USA	Operating	common US \$1 /	100.00	
											Switzerland	Operating	CHF 1,000 /	100.00	
											Spain	Operating	shares of ESP 100 /	100.00	
											England	Operating	ord shares of £1 /	100.00	
											England	Operating	ord non vote 25p / 6% pref shs 25p /	100.00	
											England	Operating	ord shares of £1 /	100.00	
											England	Operating	ord non vote 25p / 6% pref shs 25p /	100.00	
											England	Operating	ord non vote 25p / 6% pref shs 25p /	100.00	
											England	Dormant	ord shares of £1 /	100.00	
											England	Operating	ord Ltd vote 25p / 6% pref shs 25p /	100.00	
											England	Operating	ord shares of £1 /	100.00	
											England	Operating	ord shares of £1 /	100.00	
											Bahamas	Operating	US\$1 shares /	100.00	
											England	Operating	ord shares of £1 /	100.00	
											England	Operating	ord shares of £1 /	100.00	
											England	Operating	ord shares of £1 /	100.00	
											England	Operating	ord shares of £1 /	100.00	
											England	Operating	ord shares of £1 /	100.00	
											England	Operating	ord shares of £1 /	100.00	
											England	Operating	ord shares of £1 /	100.00	
											England	Operating	ord shares of £1 /	100.00	
											England	Operating	ord shares of £1 /	100.00	
											England	Operating	ord shares of £1 /	100.00	
											England	Operating	ord shares of £1 /	100.00	
											England	Operating	ord shares of £1 /	100.00	

Group structure chart (printed on 25/05/1999)

Country of incorporation	Status	Class of share:
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Tier levels

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Group structure chart (printed on 25/05/1999)

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Tier levels

1 2 3 4 5 6 7 8 9 10

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Lloyds TSB Group plc
Group structure chart (printed on 25/05/1999)

Tier levels										Country of incorporation	Status	Class of share:	(if different from the parent company):	shares held by the parent company:
1	2	3	4	5	6	7	8	9	10					
LLOYDS UDT LIMITED														
LLOYDS AND SCOTTISH TRUST LIMITED										England	Dormant	ord shares of £1 /	100.00	
LLOYDS BOWMAKER (MARLOW) LIMITED										England	Dormant	ord shares of £1 /	100.00	
LLOYDS BOWMAKER LIMITED										England	Operating	ord shares of 25p /	100.00	
A G COPYRENTALS LIMITED										England	Dormant	ord shares of 5p / ord shares of £1 /	100.00	
A G RENTALS LIMITED										England	Dormant	ord shares of £1 /	100.00	
ABBAY LIFE EXECUTIVE MORTGAGES LIMITED										England	Operating	ord shares of £1 /	100.00	
ABBAY LIFE FUNDING LIMITED										England	Operating	ord shares of £1 /	100.00	
ABBAY LIFE HOME LOANS LIMITED										England	Operating	ord shares of £1 /	100.00	
ALTUS GROUP RENTALS LIMITED										England	Dormant	ord shares of £1 /	100.00	
BARLOW HANDLING RENTALS LIMITED										Scotland	Operating	ord shares of £1 /	50.00	
BLACK HORSE FINANCE LIMITED										England	Operating	ord shares of £1 /	100.00	
BLACK HORSE VEHICLE MANAGEMENT SERVICES LIMITED										England	Dormant	ord shares of £1 /	100.00	
BOWMAKER CREDIT LIMITED										England	Operating	ord shares of £1 /	100.00	
BOWMAKER SERVICES LIMITED										England	Dormant	ord shares of £1 /	100.00	
CALEDONIAN EQUIPMENT RENTALS LIMITED										Scotland	Operating	def shares of £1 / ord shares of 1p /	100.00	
CAPITAL COPIERS FINANCE LIMITED										England	Dormant	ord shares of £1 /	100.00	
CEDAR HOLDINGS LIMITED										England	Operating	ord shares of £1 /	100.00	
CITY MARINE FINANCE LIMITED										England	Operating	ord shares of £1 /	100.00	
CONCEPT RENTALS LIMITED										England	Dormant	B ord shs of £1 / ord A shares £1 /	100.00	
CONCORDE COPIERS FINANCE LIMITED										England	Dormant	ord shares of £1 /	100.00	
COPYMORE RENTALS LIMITED										England	Dormant	ord shares of £1 /	100.00	
DERBY LODGE LIMITED										England	Dormant	ord shares of £1 /	100.00	
DRUMSHEUGH PROPERTY COMPANY LIMITED										Scotland	Dormant	ord shares of £1 /	100.00	
E.H.L.B. RENTALS LIMITED										England	Dormant	ord shares of £1 /	100.00	
EQUIPU FINANCE LIMITED										England	Dormant	ord shares of £1 /	100.00	
ETHICAL FINANCE LIMITED										Scotland	Dormant	ord shares of £1 /	100.00	
EURO LEASING LIMITED										England	Dormant	ord shares of £1 /	100.00	
KELLY FINANCE LIMITED										England	Dormant	ord shares of 25p /	100.00	

Lloyds TSB Group plc
Group structure chart (printed on 25/05/1999)

Tier levels										Country of incorporation	Status	Class of share:	(if different from the parent company):	shares held by the parent company:
1	2	3	4	5	6	7	8	9	10					
LLOYDS BOWMAKER LIMITED														
LEASELINE SERVICES LIMITED										England	Operating	ord shares of £1 /	100.00	
LLOYDS AND SCOTTISH FINANCE LIMITED										Scotland	Operating	ord shares of £1 /	100.00	
LLOYDS BOWMAKER ASSET LEASING LIMITED										England	Operating	ord shares of £1 /	100.00	
LLOYDS BOWMAKER ASSET RENTALS LIMITED										England	Operating	ord shares of £1 /	100.00	
LLOYDS BOWMAKER ASSURANCE LIMITED										Scotland	Operating	ord shares of £1 /	100.00	
LLOYDS BOWMAKER BUSINESS DEVELOPMENT LIMITED										England	Operating	ord shares of £1 /	100.00	
LLOYDS BOWMAKER BUSINESS EQUIPMENT LIMITED										England	Operating	ord shares of £1 /	100.00	
LLOYDS BOWMAKER BUSINESS LEASING LIMITED										England	Operating	ord shares of £1 /	100.00	
LLOYDS BOWMAKER COMMERCIAL LEASING LIMITED										England	Operating	ord shares of £1 /	100.00	
LLOYDS BOWMAKER CONTRACTS LIMITED										England	Operating	ord shares of £1 /	100.00	
LLOYDS BOWMAKER DEVELOPMENT LIMITED										England	Operating	ord shares of £1 /	100.00	
LLOYDS BOWMAKER EQUIPMENT LEASING LIMITED										England	Operating	ord shares of £1 /	100.00	
LLOYDS BOWMAKER HIRING LIMITED										England	Operating	ord shares of £1 /	100.00	
LLOYDS BOWMAKER INDUSTRIAL LIMITED										England	Operating	ord shares of £1 /	100.00	
LLOYDS BOWMAKER INSURANCE SERVICES LIMITED										England	Operating	ord shares of £1 /	100.00	
LLOYDS BOWMAKER LEASING (NO 2) LIMITED										England	Operating	ord shares of £1 /	100.00	
LLOYDS BOWMAKER LEASING (NO 3) LIMITED										England	Operating	ord shares of £1 /	100.00	
LLOYDS BOWMAKER LEASING LIMITED										England	Operating	ord shares of £1 /	100.00	
LLOYDS BOWMAKER MORTGAGES LIMITED										England	Operating	ord shares of £1 /	100.00	
LLOYDS BOWMAKER RENTALS LIMITED										Scotland	Operating	ord shares of £1 /	100.00	
LLOYDS TSB MONTRACON LIMITED										England	Operating	See Appendix A		
LONDON TAXI FINANCE LIMITED										England	Operating	B ord shs of £1 / ord A shares £1 /	100.00	
M.E.V.C. CONTRACT PURCHASE LIMITED										England	Operating	ord shares of £1 /	100.00	
M.E.V.C. FINANCE LIMITED										England	Operating	ord shares of £1 /	75.00	
B. C. H. LEASING LIMITED										England	Operating	ord shares of £1 /	100.00	
B. C. H. RENTALS LIMITED										England	Operating	ord shares of £1 /	100.00	
MEVC CONTRACT HIRE LIMITED										England	Operating	ord shares of £1 /	100.00	
RENTAL MANAGEMENT SERVICES LIMITED										England	Operating	See Appendix A		

Tier levels

1 2 3 4 5 6 7 8 9 10

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Lloyds TSB Group plc
Group structure chart (printed on 25/05/1999)

Tier levels										Country of incorporation	Status	Class of share:	(if different from the parent company):	shares held by the parent company:
1	2	3	4	5	6	7	8	9	10					
LYONSDOWN PROPERTY HOLDINGS LIMITED														
										England	Operating	ord shares of 50p / A ord 50p shs / red pref £1 shs /	100.00	
										England	Operating	ord shares of 50p / A ord 50p shares / red pref £1 shs	100.00	
										England	Operating	ord shares of 50p / A ord 50p shs / red pref £1 shs /	100.00	
										England	Operating	ord shares of 50p / A ord 50p shares /	100.00	
										England	Operating	ord shares of 50p / A ord 50p shares / red pref £1 shs	100.00	
										England	Operating	ord shares of 50p / A ord 50p shares / red pref £1 shs	100.00	
										England	Operating	ord shares of 50p / A ord 50p shares / red pref £1 shs	100.00	
										England	Operating	ord shares of 50p / A ord 50p shares / red pref £1 shs	100.00	
										England	Operating	ord shares of 50p / A ord 50p shares / red pref £1 shs	100.00	
										England	Operating	ord shares of 50p / A ord 50p shares / red pref £1 shs	100.00	
										England	Operating	ord shares of 50p / A ord 50p shares / red pref £1 shs	100.00	
										England	Operating	ord shares of 50p / A ord 50p shares / red pref £1 shs	100.00	
										England	Operating	ord shares of 50p / A ord 50p shares / red pref £1 shs	100.00	
										England	Operating	ord shares of 50p / A ord 50p shares / red pref £1 shs	100.00	
										England	Operating	ord shares of 50p / A ord 50p shares / red pref £1 shs	100.00	
										England	Operating	ord shares of 50p / A ord 50p shares / red pref £1 shs	100.00	
										England	Operating	ord shares of 50p / A ord 50p shares / red pref £1 shs	100.00	
										England	Operating	ord shares of 50p / A ord 50p shares / red pref £1 shs	100.00	
										England	Operating	ord shares of 50p / A ord 50p shares / red pref £1 shs	100.00	
										England	Operating	ord shares of 50p / A ord 50p shares / red pref £1 shs	100.00	
										England	Operating	ord shares of 50p / A ord 50p shares / red pref £1 shs	100.00	
										England	Operating	ord shares of 50p / A ord 50p shares / red pref £1 shs	100.00	
										England	Operating	ord shares of 50p / A ord 50p shares / red pref £1 shs	100.00	
										England	Operating	ord shares of 50p / A ord 50p shares / red pref £1 shs	100.00	
										England	Operating	ord shares of 50p / A ord 50p shares / red pref £1 shs	100.00	
										England	Operating	ord shares of 50p / A ord 50p shares / red pref £1 shs	100.00	
										England	Operating	ord shares of 50p / A ord 50p shares / red pref £1 shs	100.00	
										England	Operating	ord shares of 50p / A ord 50p shares / red pref £1 shs	100.00	
										England	Operating	ord shares of 50p / A ord 50p shares / red pref £1 shs	100.00	
										England	Operating	ord shares of 50p / A ord 50p shares / red pref £1 shs	100.00	
										England	Operating	ord shares of 50p / A ord 50p shares / red pref £1 shs	100.00	
										England	Operating	ord shares of 50p / A ord 50p shares / red pref £1 shs	100.00	
										England	Operating	ord shares of 50p / A ord 50p shares / red pref £1 shs	100.00	
										England	Operating	ord shares of 50p / A ord 50p shares / red pref £1 shs	100.00	
										England	Operating	ord shares of 50p / A ord 50p shares / red pref £1 shs	100.00	
										England	Operating	ord shares of 50p / A ord 50p shares / red pref £1 shs	100.00	
										England	Operating	ord shares of 50p / A ord 50p shares / red pref £1 shs	100.00	
										England	Operating	ord shares of 50p / A ord 50p shares / red pref £1 shs	100.00	
										England	Operating	ord shares of 50p / A ord 50p shares / red pref £1 shs	100.00	
										England	Operating	ord shares of 50p / A ord 50p shares / red pref £1 shs	100.00	
										England	Operating	ord shares of 50p / A ord 50p shares / red pref £1 shs	100.00	
										England	Operating	ord shares of 50p / A ord 50p shares / red pref £1 shs	100.00	
										England	Operating	ord shares of 50p / A ord 50p shares / red pref £1 shs	100.00	
										England	Operating	ord shares of 50p / A ord 50p shares / red pref £1 shs	100.00	
										England	Operating	ord shares of 50p / A ord 50p shares / red pref £1 shs	100.00	
										England	Operating	ord shares of 50p / A ord 50p shares / red pref £1 shs	100.00	
										England	Operating	ord shares of 50p / A ord 50p shares / red pref £1 shs	100.00	
										England	Operating	ord shares of 50p / A ord 50p shares / red pref £1 shs	100.00	
										England	Operating	ord shares of 50p / A ord 50p shares / red pref £1 shs	100.00	
										England	Operating	ord shares of 50p / A ord 50p shares / red pref £1 shs	100.00	
										England	Operating	ord shares of 50p / A ord 50p shares / red pref £1 shs	100.00	
										England	Operating	ord shares of 50p / A ord 50p shares / red pref £1 shs	100.00	
										England	Operating	ord shares of 50p / A ord 50p shares / red pref £1 shs	100.00	
										England	Operating	ord shares of 50p / A ord 50p shares / red pref £1 shs	100.00	
										England	Operating	ord shares of 50p / A ord 50p shares / red pref £1 shs	100.00	
										England	Operating</			

Lloyds TSB Group plc

Group structure chart (printed on 25/05/1999)

Tier levels
1 2 3 4 5 6 7 8 9 10

LLOYDS BANK Plc

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:
PARRS NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00
PEN HOLDINGS LIMITED	England	Operating	ord shares of £1 /		33.00
PERCIVAL NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00
PERRY NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00
PINWEST NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00
POPESHEAD NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00
PREFIX NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00
PRESCOTTS NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00
PRIMEWAY S.A.	Switzerland	Operating	CHF 1,000 /		100.00
PRIMROSE NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00
RANELAGH NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00
READING NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00
REAMHURST PROPERTIES LIMITED	England	Operating	ord shares of £1 /		100.00
RETIREMENT NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00
SACOPEN NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00
SALPEN NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00
SAMPSON NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00
SANDERS NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00
SAVBAN NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00
SESTA NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00
SHAREDAL LIMITED	England	Dormant	ord shares of £1 /		100.00
SOUTH ISLAND SHIPPING COMPANY LIMITED	Cyprus	Operating	shares of CYP 1 /		100.00
SPECEASE LIMITED	England	Dormant	ord shares of £1 /		100.00
SUTRIN NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00
TALBOT NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00
TEA AUCTION NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00
THE AGRICULTURAL MORTGAGE CORPORATION PLC	England	Operating	ord shares of £1 /		100.00
AMC (FARM FINANCE) LIMITED	England	Dormant	ord shares of £1 /		100.00

Lloyds TSB Group plc

Group structure chart (printed on 25/05/1999)

Tier levels										Country of incorporation	Status	Class of share:	% of class of shares held by the group (if different from the parent company):	
1	2	3	4	5	6	7	8	9	10					
THE AGRICULTURAL MORTGAGE CORPORATION PLC														
AMC BANK LIMITED										England	Operating	ord shares of £1 /	100.00	
AMC HOLDINGS LIMITED										England	Dormant	ord shares of £1 /	100.00	
TOKEN NOMINEES LIMITED										England	Dormant	ord shares of £1 /		100.00
TPN COLLECTIONS LIMITED										England	Operating	ord shares of £1 /		100.00
TRAVELLERS CHEQUE ASSOCIATES LIMITED										England	Operating	ord shares of £1 /	36.00	
TRUCARIS NOMINEES LIMITED										England	Dormant	ord shares of £1 /	100.00	
TRUGENUS NOMINEES LIMITED										England	Dormant	ord shares of £1 /	100.00	
TRUKEEP NOMINEES LIMITED										England	Dormant	ord shares of £1 /	100.00	
TSB SERVICES (NO.2) LIMITED										England	Dormant	ord shares of £1 / 10% n/c pref £1 /	100.00	
TSB SERVICES (NO.3) LIMITED										England	Operating	ord shares of £1 /	100.00	
TSB SERVICES (NO.4) LIMITED										England	Operating	ord shares of £1 / 10% n/c pref £1 /	100.00	
UNISHARE NOMINEES LIMITED										England	Dormant	ord shares of £1 /	100.00	
WARD NOMINEES (ABINGDON) LIMITED										England	Dormant	ord shares of £1 /	100.00	
WARD NOMINEES (BIRMINGHAM) LIMITED										England	Dormant	ord shares of £1 /	100.00	
WARD NOMINEES (BRISTOL) LIMITED										England	Dormant	ord shares of £1 /	100.00	
WARD NOMINEES (MAYFAIR) LIMITED										England	Dormant	ord shares of £1 /	100.00	
WARD NOMINEES LIMITED										England	Dormant	ord shares of £1 /	100.00	
WESGENUS NOMINEES LIMITED										England	Dormant	ord shares of £1 /	100.00	
WESKEEP NOMINEES LIMITED										England	Dormant	ord shares of £1 /	100.00	
WEST ISLAND SHIPPING COMPANY LIMITED										Cyprus	Operating	shares of CYP 1 /	100.00	
WEST NOMINEES LIMITED										England	Dormant	ord shares of £1 /	100.00	
WESTCASTLE NOMINEES LIMITED										England	Dormant	ord shares of £1 /	100.00	
WESTOVER NOMINEES LIMITED										England	Dormant	ord shares of £1 /	100.00	
WILLIAM HILL GROUP LIMITED										England	Operating	100p special shs /	100.00	
WOOD STREET FINANCE (No 1) LIMITED										England	Dormant	ord shares of £1 /	100.00	

Lloyds TSB Group plc

Group structure chart - Appendix A (printed on 25/05/1999)

Parent company	Class of share(s)	% of class of shares held by the group (if different from the parent company):	% of class of shares held by the parent company:
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	A CCRRP ord £1	60.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	CR pref shs of £1	60.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	ord shs of 111p	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	'A' preference	45.21	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	P ordinary shares	45.21	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	P ord shs of £1	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	R pref shs 50p	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	A ord shs of 1p	38.61	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	R preference 1p	38.50	
LLOYDS BANK SUBSIDIARIES LIMITED	CCPPO	44.13	
LLOYDS BANK SUBSIDIARIES LIMITED	cum red pref shs	44.13	
LLOYDS BANK SUBSIDIARIES LIMITED	ord shares of £1	44.13	
LLOYDS BANK SUBSIDIARIES LIMITED	B ord shs of £1	100.00	
LLOYDS BANK plc	def shares of £1		100.00
LLOYDS BANK plc	ord A shares £1	0.00	
LLOYDS BANK plc	ord shares of £1	0.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	P ord shs of 10p	60.98	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	pref shares £1	60.98	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	'A' ord shs of £1	0.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	B ord shs of £1	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	ord shares of £1	0.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	CCPPO	50.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	CR pref shs of £1	50.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	P ord shs of 1p	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	R ord shs £1	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	R pref shs 150p	66.67	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	P ord shs of £1	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	R pref shs £1	100.00	

Lloyds TSB Group plc

Group structure chart - Appendix A (printed on 25/05/1999)

Parent company		Class of share(s)	% of class of shares held by the group (if different from the parent company):	% of class of shares held by the parent company:
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	DIDSBURY HOLDINGS LIMITED	CCPPO	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	DIDSBURY HOLDINGS LIMITED	R ord shs £1	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	DIDSBURY HOLDINGS LIMITED	R pref shs £1	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	FAIRMALE HOLDINGS LIMITED	CCPPO	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	FAIRMALE HOLDINGS LIMITED	CCRP	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	FAIRMALE HOLDINGS LIMITED	CCRPPO	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	FAIRMALE HOLDINGS LIMITED	cum red pref shs	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	FD BRANDS LIMITED	A CR pref shs £1	33.33	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	FD BRANDS LIMITED	A ord shs of £1	33.33	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	FENNEDALE GROUP LIMITED	P ord shs of £1	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	FENNEDALE GROUP LIMITED	pref shares £1	100.00	
LLOYDS TSB GROUP plc	FIRST DEBENTURE FINANCE PLC	'A' ord shs of £1	99.76	
LLOYDS TSB GROUP plc	FIRST DEBENTURE FINANCE PLC	B ord shs of £1	99.76	
LLOYDS TSB GROUP plc	FIRST DEBENTURE FINANCE PLC	C ord shs of £1	99.76	
LLOYDS TSB GROUP plc	FIRST DEBENTURE FINANCE PLC	unclass shs £1	99.76	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	FRESH CONNECTION HOLDINGS LIMITED	A ord shs of 1p	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	FRESH CONNECTION HOLDINGS LIMITED	A pref shs of £1	65.22	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	FRESH CONNECTION HOLDINGS LIMITED	B ord shs of 1p	0.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	FRESH CONNECTION HOLDINGS LIMITED	C ord shs of 1p	0.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	FRESH CONNECTION HOLDINGS LIMITED	CR pref shs of £1	0.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	FRESH CONNECTION HOLDINGS LIMITED	D ord shs of 1p	62.35	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	FRESH CONNECTION HOLDINGS LIMITED	ord shs of 10p	0.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	FRESH CONNECTION HOLDINGS LIMITED	P ord shs of 10p	0.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	G.S. PACKAGING LIMITED	CCPPO	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	G.S. PACKAGING LIMITED	cum con pref	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	G.S. PACKAGING LIMITED	cum red pref shs	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	G.S. PACKAGING LIMITED	L ordinary shares	94.07	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	GADC HOLDINGS LIMITED	ACR pref shs 121p	38.46	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	GADC HOLDINGS LIMITED	CRPP ord shs £1	38.46	

% of class of shares

Parent company	Class of share(s)	held by the group (if different from the parent company):	% of class of shares held by the parent company:
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	GAVCO 155 LIMITED	CCPO	100.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	GAVCO 155 LIMITED	CR pref shs of £1	100.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	GLANCESPACE LIMITED	A CR pref shs £1	67.04
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	GLANCESPACE LIMITED	CPP ord shs 10p	54.06
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	GLANCESPACE LIMITED	ord shares of 10p	0.00
LLOYDS TSB GROUP plc	GLENAVON INVESTMENTS LIMITED (APPLIC. TO STRIKE OFF)	A ord shs of £1	0.00
LLOYDS TSB GROUP plc	GLENAVON INVESTMENTS LIMITED (APPLIC. TO STRIKE OFF)	B n/v £1 shares	0.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	GLENELLA LIMITED	A pref shs of 1p	100.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	GLENELLA LIMITED	P ord shs of 1p	100.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	GLOBAL SHIPPING SERVICES LIMITED	A ord shs of £1	100.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	GLOBAL SHIPPING SERVICES LIMITED	CR pref shs of £1	100.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	GOLDCONE LIMITED	part pref shs £1	100.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	GOLDCONE LIMITED	preference shs 1p	100.00
LLOYDS BANK Plc	HAWK TWO "93" LIMITED (IN LIQUIDATION)	10% cum pref £1	100.00
LLOYDS BANK Plc	HAWK TWO "93" LIMITED (IN LIQUIDATION)	7.5% cum pref £1	100.00
LLOYDS BANK Plc	HAWK TWO "93" LIMITED (IN LIQUIDATION)	ord shares of £1	100.00
LLOYDS BANK Plc	HAWK TWO "93" LIMITED (IN LIQUIDATION)	pref shares £1	100.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	HIGHGEL LIMITED	N pref shares £1	93.49
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	HIGHGEL LIMITED	P ord shs of 10p	66.67
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	HIGHGEL LIMITED	R pref shs £1	0.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	HILL SAMUEL LIFE ASSURANCE LIMITED	1% non cum def £1	100.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	HILL SAMUEL LIFE ASSURANCE LIMITED	10% n/c part/pref	100.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	HILL SAMUEL LIFE ASSURANCE LIMITED	5% n/c red p/pref	100.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	HILL SAMUEL LIFE ASSURANCE LIMITED	7% nc red pref £1	100.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	HILL SAMUEL LIFE ASSURANCE LIMITED	ord shs of 10p	100.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	HUTHWAITE INTERNATIONAL LIMITED	P ord shs of £1	30.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	HUTHWAITE INTERNATIONAL LIMITED	R pref shs £1	0.00

Lloyds TSB Group plc

Group structure chart - Appendix A (printed on 25/05/1999)

Parent company		Class of share(s)	% of class of shares held by the group (if different from the parent company):	% of class of shares held by the parent company:
UNITED DOMINIONS TRUST LIMITED	HYUNDAI CAR FINANCE LIMITED	B ord shs of £1	100.00	
UNITED DOMINIONS TRUST LIMITED	HYUNDAI CAR FINANCE LIMITED	ord A shares £1	0.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	JLD LIMITED	A cum red pref	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	JLD LIMITED	CR pref shs of £1	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	JOHN WALLWORK GROUP LIMITED	E R pref shs £1	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	JOHN WALLWORK GROUP LIMITED	P ord shs of 25p	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	JUSTINA HOLDINGS LIMITED	cum con pref ord	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	JUSTINA HOLDINGS LIMITED	cum red pref shs	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	KRISON LIMITED	ord shares of £1	11.80	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	KRISON LIMITED	P ord shs of £1	60.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	KRISON LIMITED	pref shares 80p	60.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	LIT HOLDINGS PLC (IN LIQUIDATION)	A first pref	100.00	
LLOYDS BANK Plc	LIT HOLDINGS PLC (IN LIQUIDATION)	B first pref shs	100.00	
LLOYDS BANK Plc	LITTLE MAXIM LIMITED	A ord shs of £1	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	LITTLE MAXIM LIMITED	pref shares £1	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	LLOYDS BRITISH TESTING LIMITED	P ord shs of £1	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	LLOYDS BRITISH TESTING LIMITED	pref shares £1	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	LLOYDS TSB MONTRACON LIMITED	'A' ord shs of £1	100.00	
LLOYDS BOWMAKER LIMITED	LLOYDS TSB MONTRACON LIMITED	B ord shs of £1	0.00	
LLOYDS BOWMAKER LIMITED	LLOYDS TSB MONTRACON LIMITED	ord shares of £1	0.00	
LLOYDS BOWMAKER LIMITED	MARLETON CROSS LIMITED	CCPPO	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	MARLETON CROSS LIMITED	redeemable pref	90.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	MCL FINANCE LIMITED	'A' ord shs of £1	0.00	
UNITED DOMINIONS TRUST LIMITED	MCL FINANCE LIMITED	B ord shs of £1	100.00	
UNITED DOMINIONS TRUST LIMITED	MCL FINANCE LIMITED	ord shares of £1	0.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	MOTACHASE LIMITED	cum red pref shs	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	MOTACHASE LIMITED	preferred ord	100.00	

Lloyds TSB Group plc

Group structure chart - Appendix A (printed on 25/05/1999)

Parent company	Class of share(s)	% of class of shares held by the group (if different from the parent company):	% of class of shares held by the parent company:
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	NITRIDING SERVICES (HOLDINGS) LIMITED	P ord shs of 42p	100.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	NITRIDING SERVICES (HOLDINGS) LIMITED	pref shares £1	0.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	NITRIDING SERVICES (HOLDINGS) LIMITED	R pref shs £1	100.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	NORPRINT LABELLING SYSTEMS LIMITED	A P ord shs £1	100.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	NORPRINT LABELLING SYSTEMS LIMITED	R pref shs £1	100.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	PANACEA HOLDINGS LIMITED	P ord shs of 1p	100.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	PANACEA HOLDINGS LIMITED	P pref shs of 1p	100.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	PROTON FINANCE LIMITED	B ord shs of £1	100.00
UNITED DOMINIONS TRUST LIMITED	PROTON FINANCE LIMITED	ord A shares £1	0.00
UNITED DOMINIONS TRUST LIMITED	R & E HOLDINGS LIMITED	CCPO	100.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	R & E HOLDINGS LIMITED	CRPP pref shs £1	100.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	R D INTERNATIONAL (UK) LIMITED	CCPO	100.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	R D INTERNATIONAL (UK) LIMITED	cum red pref shs	100.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	R I G P FINANCE LIMITED	def shares of £1	100.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	R I G P FINANCE LIMITED	ord shares of £1	100.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	R I G P FINANCE LIMITED	part pref shs £1	100.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	R I G P FINANCE LIMITED	spec def shs £1	100.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	RAYNER FOOD GROUP LIMITED	A ord 20p shares	39.22
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	RAYNER FOOD GROUP LIMITED	pref shares £1	39.22
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	RENTAL MANAGEMENT SERVICES LIMITED	A ord shs of £1	100.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	RENTAL MANAGEMENT SERVICES LIMITED	B ord shs of £1	0.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	RENTAL MANAGEMENT SERVICES LIMITED	ord shares of £1	0.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	RICHARD CRAVEN & CO. LIMITED	B red pref shs	0.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	RICHARD CRAVEN & CO. LIMITED	cum red pref shs	50.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	RICHARD CRAVEN & CO. LIMITED	preferred ord	100.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	RUDGE LITTLELEY LIMITED	CR pref shs of £1	100.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	RUDGE LITTLELEY LIMITED	PP ord shs £1	100.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	SANGERS GROUP LIMITED (QUADRANT)	CCRPO	66.40
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	SANGERS GROUP LIMITED (QUADRANT)	CR pref shs 10p	89.60

Lloyds TSB Group plc

Group structure chart - Appendix A (printed on 25/05/1999)

Parent company	Class of share(s)		% of class of shares held by the group (if different from the parent company):	% of class of shares held by the parent company:
UNITED DOMINIONS TRUST LIMITED	SHOGUN FINANCE LIMITED	A ord shs of £1	0.00	
UNITED DOMINIONS TRUST LIMITED	SHOGUN FINANCE LIMITED	B ord shs of £1	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	SILTINT INDUSTRIES LIMITED	'B' CPPO	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	SILTINT INDUSTRIES LIMITED	F preference shs	40.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	SIMPSON INDUSTRIES LIMITED	B ord shs of 1p	21.31	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	SIMPSON INDUSTRIES LIMITED	preferred ord	60.87	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	SIMPSON INDUSTRIES LIMITED	R pref shs £1	0.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	SONICEDGE LIMITED	CCPP0	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	SONICEDGE LIMITED	redeemable pref	67.57	
THE NATIONAL BANK OF NEW ZEALAND LIMITED	SOUTH PACIFIC MERCHANT FINANCE LIMITED	A ordinary \$1	100.00	
THE NATIONAL BANK OF NEW ZEALAND LIMITED	SOUTH PACIFIC MERCHANT FINANCE LIMITED	B ordinary \$1	0.00	
THE NATIONAL BANK OF NEW ZEALAND LIMITED	SOUTH PACIFIC MERCHANT FINANCE LIMITED	C ordinary \$1	0.00	
THE NATIONAL BANK OF NEW ZEALAND LIMITED	SOUTH PACIFIC MERCHANT FINANCE LIMITED	D ordinary \$1	0.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	SPENCER MANUFACTURING HOLDINGS LIMITED	A cum red pref	0.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	SPENCER MANUFACTURING HOLDINGS LIMITED	C pref shs of £1	0.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	SPENCER MANUFACTURING HOLDINGS LIMITED	N pref shares £1	0.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	SPENCER MANUFACTURING HOLDINGS LIMITED	ord shares of 10p	0.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	SPENCER MANUFACTURING HOLDINGS LIMITED	P ord shs of 10p	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	SPENCER MANUFACTURING HOLDINGS LIMITED	R P ord shs 10p	0.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	SPENCER MANUFACTURING HOLDINGS LIMITED	R pref shs £1	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	SPILLERS SPECIALITY FEEDS (HOLDINGS) LIMITED	CPP0 shs of £1	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	SPILLERS SPECIALITY FEEDS (HOLDINGS) LIMITED	CR pref shs of £1	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	TANVEC GROUP LIMITED	A P ord shs £1	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	TANVEC GROUP LIMITED	CR pref shs of £1	100.00	
LLOYDS TSB FINANCIAL SERVICES LIMITED	TARGET HOLDINGS LIMITED	A ordinary 1p shs	100.00	
LLOYDS TSB FINANCIAL SERVICES LIMITED	TARGET HOLDINGS LIMITED	B ord shs of £1	100.00	
LLOYDS TSB FINANCIAL SERVICES LIMITED	TARGET HOLDINGS LIMITED	def shares of £1	100.00	
LLOYDS TSB FINANCIAL SERVICES LIMITED	TARGET HOLDINGS LIMITED	ord C shares £1	100.00	

Lloyds TSB Group plc

Group structure chart - Appendix A (printed on 25/05/1999)

Parent company	Class of share(s)	% of class of shares held by the group (if different from the parent company):	% of class of shares held by the parent company:
KINFORD LIMITED	TARGET INVESTMENT HOLDINGS LIMITED	1% non cum def £1	100.00
KINFORD LIMITED	TARGET INVESTMENT HOLDINGS LIMITED	10% n/c part/pref	100.00
KINFORD LIMITED	TARGET INVESTMENT HOLDINGS LIMITED	5% n/c red p/pref	100.00
KINFORD LIMITED	TARGET INVESTMENT HOLDINGS LIMITED	7% n/c red pref £1	100.00
KINFORD LIMITED	TARGET INVESTMENT HOLDINGS LIMITED	ord shs of 10p	100.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	TRIDENT ALLOYS LIMITED	A pref shs of £1	100.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	TRIDENT ALLOYS LIMITED	P ord shs of £1	50.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	TRIDENT ALLOYS LIMITED	R pref shs 50p	50.00
LLOYDS TSB GROUP plc	TSB GROUP HOLDINGS (JERSEY) LIMITED	A ord shs of £1	50.00
LLOYDS TSB GROUP plc	TSB GROUP HOLDINGS (JERSEY) LIMITED	B ord shs of £1	50.00
LLOYDS TSB GROUP plc	TSB GROUP HOLDINGS (JERSEY) LIMITED	C ord shs of £1	50.00
LLOYDS TSB GROUP plc	TSB GROUP HOLDINGS (JERSEY) LIMITED	B ord shs of £1	0.00
LLOYDS BOWMAKER LIMITED	V.A.G FINANCE LIMITED	ord A shares £1	100.00
LLOYDS BOWMAKER LIMITED	V.A.G FINANCE LIMITED	B ord shs of £1	100.00
LLOYDS BOWMAKER LIMITED	V.A.G FINANCE LIMITED	ord A shares £1	0.00
LLOYDS BOWMAKER LIMITED	V.A.G FINANCE LIMITED	P ord shs of £1	100.00
LLOYDS BOWMAKER LIMITED	V.A.G FINANCE LIMITED	pref shares 50p	100.00
LLOYDS BOWMAKER LIMITED	V.A.G FINANCE LIMITED	R ord shs £1	100.00
LLOYDS BOWMAKER LIMITED	V.A.G FINANCE LIMITED	A cum ordinary	26.19
LLOYDS BOWMAKER LIMITED	V.A.G FINANCE LIMITED	cum red pref shs	0.00
LLOYDS BOWMAKER LIMITED	V.A.G FINANCE LIMITED	CCRPPO	39.06
LLOYDS BOWMAKER LIMITED	V.A.G FINANCE LIMITED	CR pref shs of £1	39.06

FORM ML8

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BULK LIST OF SHAREHOLDERS OR MEMBERS

A BULK LIST OF SHAREHOLDERS OR MEMBERS FOR THIS COMPANY HAS BEEN LODGED BUT DOES NOT APPEAR ON THIS ANNUAL RETURN MICROFICHE.

IF YOU WISH TO SEARCH THE LIST, PLEASE ENQUIRE AT THE SEARCH CONTROL COUNTER.

COMPANY NUMBER _____

2065