

001000/40

In accordance with
Section 854 of the
Companies Act 2006

AR01

BLUEPRINT

OneWorld

Annual Return

(For returns made up to a date on or after 1 October 2011)

A fee is payable with this form
Please see 'How to pay' on the
last page

You can use the WebFiling service to file this form online
Please go to www.companieshouse.gov.uk

☒ **What this form is for**
You may use this form to confirm
that the company information is
correct as at the date of this return
You must file an Annual Return at
least once every year

☒ **What this form is NOT for**
You cannot use this form to
notice of changes to the company
officers, registered office address
company type or information
relating to the company records

WEDNESDAY



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29/05/2013

#113

COMPANIES HOUSE

Part 1

Company details

The section must be completed by all companies.

→ **Filling in this form**
Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

A1

Company details

Company number 2 0 6 5

Company name in full LLOYDS TSB BANK plc

① **Company name change**
If your company has recently
changed its name, please provide
the company name as at the date of
this return

A2

Return date

Please give the annual return made up date. The return date must not be a future
date. The annual return must be delivered within 28 days of the date given below.

If you would like the company's made up date to be earlier than 1 October 2011,
please complete the AR01 appropriate for earlier made up dates.

Date of this return ② d 0 9 m 0 5 y 2 0 y 1 3

② **Date of this return**
Your company's return date
is usually the anniversary of
incorporation or the anniversary
of the last annual return filed at
Companies House. You may choose
an earlier return date but it must not
be a later date.

A3

Principal business activity

Please show the trade classification code number(s) for the principal
activity or activities ③

Classification code 1	6	4	1	9	1
Classification code 2					
Classification code 3					
Classification code 4					

If you cannot determine a code, please give a brief description of your
business activity below

Principal activity description BANKING AND FINANCIAL SERVICES

③ **Principal business activity**
You must provide a trade
classification code (SIC code 2007)
or a description of your company's
main business in this section.

A full list of the trade classification
codes are available on our website
www.companieshouse.gov.uk

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A4

Company type^①

Please confirm your company type by ticking the appropriate box below (only one box must be ticked)

- ☒ Public limited company
- ☐ Private company limited by shares
- ☐ Private company limited by guarantee
- ☐ Private company limited by shares exempt under section 60
- ☐ Private company limited by guarantee exempt under section 60
- ☐ Private unlimited company with share capital
- ☐ Private unlimited company without share capital

① Company type

If you are unsure of your company type, please check your latest certificate of incorporation or our website
www.companieshouse.gov.uk

A5

Registered office address^②

Building name/number	25
Street	GRESHAM STREET
Post town	LONDON
County/Region	
Postcode	E C 2 V 7 H N

② Change of registered office

This must agree with the address that is held on the Companies House record at the date of this return

If the registered office address has changed, you should complete form AD01 and submit it together with this annual return

A6

Single alternative inspection location (SAIL) of the company records (if applicable)^③

Building name/number	
Street	
Post town	
County/Region	
Postcode	

③ SAIL address

This must agree with the address that is held on the Companies House record at the date of this return

If the address has changed, you should complete form AD02 and submit it together with this annual return

A7

Location of company records^④

Please tick the appropriate box to indicate which records are kept at the SAIL address in Section A6

- ☐ Register of members.
- ☐ Register of directors
- ☐ Directors' service contracts
- ☐ Directors' indemnities.
- ☐ Register of secretaries.
- ☐ Records of resolutions etc
- ☐ Contracts relating to purchase of own shares
- ☐ Documents relating to redemption or purchase of own share out of capital by private company
- ☐ Register of debenture holders.
- ☐ Report to members of outcome of investigation by public company into interests in its shares
- ☐ Register of interests in shares disclosed to public company
- ☐ Instruments creating charges and register of charges England and Wales or Northern Ireland
- ☐ Instruments creating charges and register of charges Scotland

④ Location of company records

If the company records are held at the registered office address, do not tick any of the boxes in this section

Certain records must be kept by every company while other records are only kept by certain company types where appropriate.

If the records are not kept at the SAIL address, they must be available at the registered office

If any of the company records have moved from the registered office to the address in Section A6 since the last annual return, you must complete form AD03 and submit it together with this annual return

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(For returns made up to a date on or after 1 October 2011)

Part 2**Officers of the company**

This section should include details of the company at the date to which this annual return is made up

- For a **secretary** who is an individual, go to **Section B1**
- For a **corporate secretary**, go to **Section C1**
- For a **director** who is an individual, go to **Section D1**
- For a **corporate director**, go to **Section E1**

Continuation pages

Please use a continuation page if you need to enter more officer details

Secretary**B1****Secretary's details ①**

Please use this section to list all the secretaries of the company
For a corporate secretary, complete Section C1-C4.

Title*	MS
Full forename(s)	CLAIRE ANNE
Surname	DAVIES
Former name(s) ②	

① Secretary appointments

You may not use this form to appoint a secretary. To do this, please complete form AP03 and submit it together with this annual return.

Corporate details

Please use Section C1-C4 to enter corporate secretary details.

Secretary details

All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH03.

② Former name(s)

Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

B2**Secretary's service address ③**

Building name/number	25
Street	GRESHAM STREET
Post town	LONDON
County/Region	
Postcode	E C 2 V 7 H N
Country	United Kingdom

③ Service address

If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record

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(For returns made up to a date on or after 1 October 2011)

Corporate secretary**C1****Corporate secretary's details ^①**

Please use this section to list all the corporate secretaries of the company

Corporate body/firm
name

Building name/number

Street

Post town

County/Region

Postcode

Country

① Corporate secretary appointments

You cannot use this form to appoint a corporate secretary. To do this, please complete form AP04 and submit it together with this annual return.

Corporate secretary details

All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH04.

This information will appear on the public record.

C2**Location of the registry of the corporate body or firm**

Is the corporate secretary registered within the European Economic Area (EEA)?

→ Yes Complete **Section C3 only**→ No Complete **Section C4 only****C3****EEA companies ^②**

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.

Where the company/
firm is registered ^②

Registration number

② EEA

A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk

^③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

C4**Non-EEA companies**

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.

Legal form of the
corporate body
or firm

Governing law

If applicable, where
the company/firm is
registered ^④If applicable, the
registration number**④ Non-EEA**

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.

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Director

D1

Director's details ^①

Please use this section to list all the directors of the company
For a corporate director, complete Section E1-E4.

Title*	SIR
Full forename(s)	WINFRIED FRANZ WILHELM
Surname	BISCHOFF
Former name(s) ^②	
Country/State of residence	United Kingdom
Nationality	BRITISH/GERMAN
Date of birth	d 1 d 0 m 0 m 5 y 1 y 9 y 4 y 1
Business occupation (if any)	DIRECTOR

① Director appointments

You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details

Please use Section E1-E4 to enter corporate director details.

Director details

All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

② Former name(s)

Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2

Director's service address ^①

Building name/number	25
Street	GRESHAM STREET
Post town	LONDON
County/Region	
Postcode	E C 2 V 7 H N
Country	United Kingdom

① Service address

If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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Director

D1

Director's details ^①

Please use this section to list all the directors of the company
For a corporate director, complete Section E1-E4

Title*	
Full forename(s)	LORD (NORMAN ROY)
Surname	BLACKWELL
Former name(s) ^②	
Country/State of residence	United Kingdom
Nationality	BRITISH
Date of birth	d 2 d 9 m 0 m 7 y 1 y 9 y 5 y 2
Business occupation (if any)	DIRECTOR

^① Director appointments

You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details

Please use Section E1-E4 to enter corporate director details.

Director details

All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

^② Former name(s)

Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2

Director's service address ^①

Building name/number	25
Street	GRESHAM STREET
Post town	LONDON
County/Region	
Postcode	E C 2 V 7 H N
Country	United Kingdom

^① Service address

If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

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Annual Return

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Director

D1

Director's details ^①

Please use this section to list all the directors of the company
For a corporate director, complete Section E1-E4.

Title*	MR
Full forename(s)	MARK GEORGE
Surname	CULMER
Former name(s) ^②	
Country/State of residence	United Kingdom
Nationality	British
Date of birth	d 0 d 6 m 1 m 0 y 1 y 9 y 6 y 2
Business occupation (if any)	GROUP FINANCE DIRECTOR

① Director appointments

You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details

Please use Section E1-E4 to enter corporate director details.

Director details

All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

② Former name(s)

Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2

Director's service address ^③

Building name/number	25
Street	GRESHAM STREET
Post town	LONDON
County/Region	
Postcode	E C 2 V 7 H N
Country	United Kingdom

③ Service address

If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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Director

D1

Director's details ^①

Please use this section to list all the directors of the company
For a corporate director, complete Section E1-E4

Title*	MS
Full forename(s)	CAROLYN JULIE
Surname	FAIRBAIRN
Former name(s) ^②	
Country/State of residence	United Kingdom
Nationality	BRITISH
Date of birth	d 1 d 3 m 1 m 2 y 1 y 9 y 6 y 0
Business occupation (if any)	DIRECTOR

① Director appointments

You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details

Please use Section E1-E4 to enter corporate director details.

Director details

All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

② Former name(s)

Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2

Director's service address ^①

Building name/number	25
Street	GRESHAM STREET
Post town	LONDON
County/Region	
Postcode	E C 2 V 7 H N
Country	United Kingdom

① Service address

If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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Director

D1	Director's details ^①	
	Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4	
Title*	MS	
Full forename(s)	ANITA MARGARET	
Surname	FREW	
Former name(s) ^②		
Country/State of residence	United Kingdom	
Nationality	BRITISH	
Date of birth	d 2 d 4 m 0 m 6 y 1 y 9 y 5 y 7	
Business occupation (if any)	DIRECTOR	

① Director appointments
You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details
Please use Section E1-E4 to enter corporate director details.

Director details
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

② Former name(s)
Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2	Director's service address ^①	
Building name/number	25	
Street	GRESHAM STREET	
Post town	LONDON	
County/Region		
Postcode	E C 2 V 7 H N	
Country	United Kingdom	

① Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

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Director

D1

Director's details ^①

Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4.	
Title*	MR
Full forename(s)	ANTÓNIO MOTA DE SOUSA
Surname	HORTA-OSÓRIO
Former name(s) ^②	
Country/State of residence	United Kingdom
Nationality	Portugese
Date of birth	d 2 d 8 m 0 m 1 y 1 y 9 y 6 y 4
Business occupation (if any)	DIRECTOR

① Director appointments

You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details

Please use Section E1-E4 to enter corporate director details.

Director details

All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

② Former name(s)

Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2

Director's service address ^①

Building name/number	25
Street	GRESHAM STREET
Post town	LONDON
County/Region	
Postcode	E C 2 V 7 H N
Country	United Kingdom

① Service address

If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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Director

D1

Director's details ^①

Please use this section to list all the directors of the company
For a corporate director, complete Section E1-E4

Title*	MR
Full forename(s)	NICHOLAS LAWRENCE
Surname	LUFF
Former name(s) ^②	
Country/State of residence	United Kingdom
Nationality	BRITISH
Date of birth	d 1 d 1 m 0 m 3 y 1 y 9 y 6 y 7
Business occupation (if any)	DIRECTOR

① Director appointments

You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details

Please use Section E1-E4 to enter corporate director details.

Director details

All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

② Former name(s)

Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2

Director's service address ^①

Building name/number	25
Street	GRESHAM STREET
Post town	LONDON
County/Region	
Postcode	E C 2 V 7 H N
Country	United Kingdom

① Service address

If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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Director

D1	Director's details ^①	
	Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4.	
Title*	MR	
Full forename(s)	DAVID LAWTON	
Surname	ROBERTS	
Former name(s) ^②		
Country/State of residence	United Kingdom	
Nationality	British	
Date of birth	d 1 d 2 m 0 m 9 y 1 y 9 y 6 y 2	
Business occupation (if any)	Director	

① Director appointments
You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details
Please use Section E1-E4 to enter corporate director details.

Director details
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

② Former name(s)
Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2	Director's service address ^①	
Building name/number	25	
Street	GRESHAM STREET	
Post town	LONDON	
County/Region		
Postcode	E C 2 V 7 H N	
Country	United Kingdom	

① Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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Director

D1

Director's details ^①

Please use this section to list all the directors of the company
For a corporate director, complete Section E1-E4

Title*	MR
Full forename(s)	ANTHONY
Surname	WATSON
Former name(s) ^②	
Country/State of residence	United Kingdom
Nationality	BRITISH
Date of birth	d 0 2 m 0 4 y 1 9 y 4 5
Business occupation (if any)	DIRECTOR

① Director appointments

You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details

Please use Section E1-E4 to enter corporate director details.

Director details

All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

② Former name(s)

Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2

Director's service address ^①

Building name/number	25
Street	GRESHAM STREET
Post town	LONDON
County/Region	
Postcode	E C 2 V 7 H N
Country	United Kingdom

① Service address

If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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(For returns made up to a date on or after 1 October 2011)

Director

D1

Director's details ^①

Please use this section to list all the directors of the company
For a corporate director, complete Section E1-E4

Title*	MRS
Full forename(s)	SARA VIVIENNE
Surname	WELLER
Former name(s) ^②	
Country/State of residence	United Kingdom
Nationality	British
Date of birth	d 0 d 1 m 0 m 8 y 1 y 9 y 6 y 1
Business occupation (if any)	DIRECTOR

① Director appointments

You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details

Please use Section E1-E4 to enter corporate director details.

Director details

All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

② Former name(s)

Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2

Director's service address ^①

Building name/number	25
Street	GRESHAM STREET
Post town	LONDON
County/Region	
Postcode	E C 2 V 7 H N
Country	United Kingdom

① Service address

If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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(For returns made up to a date on or **after 1 October 2011**)**Corporate director****E1 Corporate director's details ^①**

Please use this section to list all the corporate director's of the company

Corporate body/firm
name

Building name/number

Street

Post town

County/Region

Postcode

Country

① Corporate director appointments
You cannot use this form to appoint a corporate director. To do this, please complete form **AP02** and submit it together with this annual return.

Corporate director details
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form **CH02**.

This information will appear on the public record.

E2 Location of the registry of the corporate body or firm

Is the corporate director registered within the European Economic Area (EEA)?

→ **Yes** Complete **Section E3 only**→ **No** Complete **Section E4 only****E3 EEA companies ^②**

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/
firm is registered ^③

Registration number

② EEA

A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk

③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

E4 Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register

Legal form of the
corporate body
or firm

Governing law

If applicable, where
the company/firm is
registered ^④If applicable, the
registration number**④ Non-EEA**

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.

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(For returns made up to a date on or after 1 October 2011)

Part 3 Statement of capital^o

Does your company have share capital?

→ Yes Complete the sections below and the following Part 4

→ No Go to Part 5 (Signature)

¹ This should reflect the company's capital status at the made up date of this annual return**F1 Share capital in pound sterling (£)**Please complete the table below to show each class of shares held in pound sterling
If all your issued capital is in sterling, only complete Section F1 and then go to Section F4

Class of shares (E g Ordinary/Preference etc.)	Amount paid up on each share ²	Amount (if any) unpaid on each share ²	Number of shares ³	Aggregate nominal value ⁴
6% non-cumulative redeemable preference	1 00	0.00	100	£ 100.00
floating rate non-cumulative redeemable Series III preference	1,000 00	0.00	600,000	£ 150,000 00
Ordinary	1 00	0 00	1,570,913,682	£ 1,570,913,682 00
Ordinary	1,000 00	0 00	3,372,069	£ 3,372,069.00
Totals			1,574,885,851	£ 1,574,435,851 00

F2 Share capital in other currenciesPlease complete the table below to show any class of shares held in other currencies
Please complete a separate table for each currency

Currency		Euro		
Class of shares (E g Ordinary/Preference etc.)	Amount paid up on each share ²	Amount (if any) unpaid on each share ²	Number of shares ³	Aggregate nominal value ⁴
7 875% Non-cumulative Callable Preference	1,000 00	0 00	500,000	€125,000.00
Totals			500,000	€125,000.00

Currency		US Dollar		
Class of shares (E g Ordinary/Preference etc.)	Amount paid up on each share ²	Amount (if any) unpaid on each share ²	Number of shares ³	Aggregate nominal value ⁴
7 875% Non-cumulative Callable Preference	1,000 00	0 00	1,250,000	US\$312,500.00
floating rate non-cumulative redeemable Series III preference	1,000 00	0 00	1,000,000	US\$250,000.00
Totals			2,250,000	US\$562,500 00

F3 Totals

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares	1,577,635,851
Total aggregate nominal value ⁵	€125,000.00 + £1,574,435,851 00 + US\$562,500.00

⁵ Total aggregate nominal value
Please list total aggregate values in different currencies separately For example £100 + €100 + \$10 etc² Including both the nominal value and any share premium³ Number of shares issued multiplied by nominal value of each share⁴ Total number of issued shares in this class.**Continuation Pages**

Please use a Statement of Capital continuation page if necessary

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(For returns made up to a date on or after 1 October 2011)

F4

Statement of capital (Voting rights)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Sections F1 and F2

Class of share	€0.25 7.875% Non-cumulative Callable Preference
Voting rights	Holders of €0.25 7.875% non-cumulative callable preference shares are only entitled to vote on resolutions (i) proposing to vary or abrogate the rights and restrictions attached to the preference shares and (ii) proposing to wind-up or relating to the winding-up of the company. Notwithstanding the above, if on the applicable dividend payment date immediately preceding the date of notice of the general meeting of shareholders the dividend has not been paid in full, the holders will have the right to vote on all resolutions, and this right will continue until the company has resumed the payment of dividends in full. If entitled to vote, each preference shareholder is entitled to one vote for every €0.25 of nominal value of the preference shares of which he is a holder.
Class of share	£1.00 6% non-cumulative redeemable preference
Voting rights	No voting rights attach to the shares
Class of share	£0.25 floating rate non-cumulative redeemable Series III preference
Voting rights	Holders of sterling preference shares are only entitled to vote on resolutions (i) proposing to vary or abrogate the rights and restrictions attached to the preference shares and (ii) proposing to wind-up or relating to the winding-up of the company. Notwithstanding the above, if on the applicable dividend payment date immediately preceding the date of notice of the general meeting of shareholders the dividend has not been paid in full, the holders will have the right to vote on all resolutions, and this right will continue until the company has resumed the payment of dividends in full. If entitled to vote, each preference shareholder is entitled to one vote for every GBP 0.25 of nominal value of the preference shares of which he is a holder.
Class of share	£1.00 Ordinary
Voting rights	Each shareholder is entitled to one vote on a show of hands and each share carries the right to one vote on a poll

AR01 - continuation page

Annual Return

(For returns made up to a date on or after 1 October 2011)

F4

Statement of capital (Voting rights)

Class of share	US\$0 25 7 875% Non-cumulative Callable Preference
Voting rights	Holders of US\$0 25 7 875% non-cumulative callable preference shares are only entitled to vote on resolutions (i) proposing to vary or abrogate the rights and restrictions attached to the preference shares and (ii) proposing to wind-up or relating to the winding-up of the company. Notwithstanding the above, if on the applicable dividend payment date immediately preceding the date of notice of the general meeting of shareholders the dividend has not been paid in full, the holders will have the right to vote on all resolutions, and this right will continue until the company has resumed the payment of dividends in full. If entitled to vote, each preference shareholder is entitled to one vote for every US\$0.25 of nominal value of the preference shares of which he is a holder

AR01 - continuation page

Annual Return

(For returns made up to a date on or after 1 October 2011)

F4

Statement of capital (Voting rights)

Class of share	US\$0.25 floating rate non-cumulative redeemable Series III preference
Voting rights	Holders of preference shares are only entitled to vote on resolutions (i) proposing to vary or abrogate the rights and restrictions attached to the preference shares and (ii) proposing to wind-up or relating to the winding-up of the company. Notwithstanding the above, if on the applicable dividend payment date immediately preceding the date of notice of the general meeting of shareholders the dividend has not been paid in full, the holders will have the right to vote on all resolutions, and this right will continue until the company has resumed the payment of dividends in full. If entitled to vote, each preference shareholder is entitled to one vote for every US\$ 0.25 of nominal value of the preference shares of which he is a holder.

AR01

Annual Return

(For returns made up to a date on or after 1 October 2011)

Part 4 Shareholders

Does your company have share capital?

- Yes go to **Section G1** 'Companies with share capital'
- No Go to **Part 5 (Signature)**

G1**Companies with share capital**

Question 1

Were any of the company's shares admitted to trading on a market at any time during this return period? Please tick the appropriate box below ^①

- ☒ No go to **Section G2** 'Past and present shareholders'
- ☐ Yes go to **Question 2**

Question 2

Please only refer to Question 2 below if you have answered 'Yes' to Question 1. If you answered 'No', please go to Section G2 'Past and present shareholders'

Did the company, throughout the return period, have any shares admitted to trading on a relevant market and was it, throughout the return period, an issuer to which DTR5 applies? (3) Please tick the appropriate box below ^②

- ☐ No go to **Section G4** 'Shareholders who hold at least 5% of any class of shares of the company as at the made up date of the return'
- ☐ Yes go to **Part 5 (Signature)**

^① A market is one established under the rules of a UK recognised investment exchange or any other regulated markets in or outside of the UK, or any other market outside of the UK. The current UK recognized investment exchanges and regulated markets can be found at www.fsa.gov.uk/register/exchanges.do

^② DTR5 refers to the Vote Holder and Issuer Notification Rules contained in Chapter 5 of the Disclosure and Transparency Rules source book issued by the Financial Services Authority. Notification is required when the percentage acquisition of a shareholder in the company has reached a certain threshold (starting at 3%)

G2**List of past and present shareholders ^③**

The company is required to provide a full list of past and present shareholders if one was not included with either of the last two returns. Please tick the appropriate box below

- ☐ There were no shareholder changes in this period. Go to **Part 5 (Signature)**
- ☒ A full list of shareholders is enclosed
- ☐ A list of shareholder changes is enclosed

How is the list of shareholders enclosed? Please tick the appropriate box below

- ☒ The list of shareholders is enclosed on paper. Go to **Section G3** 'List of past and present shareholders'
- ☐ The list of shareholders is enclosed in another format. Go to **Part 5 (Signature)**

^③ This section only applies to companies answering 'No' in Section G1

AR01

Annual Return

(For returns made up to a date on or after 1 October 2011)

G3

List of past and present shareholders^①

Changes during this period 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 company shareholders on

- The company's first annual return following incorporation,
- Every third annual return after a full list has been provided

① Please list the company shareholders in alphabetical order

Joint shareholders should be listed consecutively

Further shareholders

Please use a 'List of past and present shareholders' continuation page if necessary

This section only applies to companies answering 'No' to Question 1 in Section G1

Shareholder's Name (Address not required)	Class of share	Shares or stock currently held	Shares or stock transferred (if appropriate)	
		Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer
LLOYDS BANKING GROUP plc	€0 25 7 875% Non-cumulative Callable Preference	500,000		/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /

AR01

Annual Return

(For returns made up to a date on or after 1 October 2011)

G3

List of past and present shareholders¹

Changes during this period 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 company shareholders on

- The company's first annual return following incorporation,
- Every third annual return after a full list has been provided

¹ Please list the company shareholders in alphabetical order

Joint shareholders should be listed consecutively

Further shareholders

Please use a 'List of past and present shareholders' continuation page if necessary

This section only applies to companies answering 'No' to Question 1 in Section G1

Shareholder's Name (Address not required)	Class of share	Shares or stock currently held	Shares or stock transferred (if appropriate)	
		Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer
LLOYDS BANKING GROUP plc	£1 00 6% non-cumulative redeemable preference	100		/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /

AR01

Annual Return

(For returns made up to a date on or after 1 October 2011)

G3

List of past and present shareholders¹

Changes during this period 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 company shareholders on

- The company's first annual return following incorporation,
- Every third annual return after a full list has been provided

¹ Please list the company shareholders in alphabetical order

Joint shareholders should be listed consecutively

Further shareholders

Please use a 'List of past and present shareholders' continuation page if necessary

This section only applies to companies answering 'No' to Question 1 in Section G1

Shareholder's Name (Address not required)	Class of share	Shares or stock currently held	Shares or stock transferred (if appropriate)	
		Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer
LLOYDS BANKING GROUP plc	£0.25 floating rate non-cumulative redeemable Series III preference	600,000		/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /

AR01

Annual Return

(For returns made up to a date on or after 1 October 2011)

G3

List of past and present shareholders¹

Changes during this period 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 company shareholders on

- The company's first annual return following incorporation,
- Every third annual return after a full list has been provided

¹ Please list the company shareholders in alphabetical order

Joint shareholders should be listed consecutively

Further shareholders

Please use a 'List of past and present shareholders' continuation page if necessary

This section only applies to companies answering 'No' to Question 1 in Section G1

Shareholder's Name (Address not required)	Class of share	Shares or stock currently held	Shares or stock transferred (if appropriate)	
		Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer
LLOYDS BANKING GROUP plc	£1 00 Ordinary	1,574,285,749		/ /
TSB DIRECT LIMITED	£1.00 Ordinary	1		/ /
TSB GROUP NOMINEES LIMITED	£1 00 Ordinary	1		/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /

AR01

Annual Return

(For returns made up to a date on or after 1 October 2011)

G3

List of past and present shareholders^①

Changes during this period 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 company shareholders on

- The company's first annual return following incorporation,
- Every third annual return after a full list has been provided

^① Please list the company shareholders in alphabetical order

Joint shareholders should be listed consecutively

Further shareholders

Please use a 'List of past and present shareholders' continuation page if necessary

This section only applies to companies answering 'No' to Question 1 in Section G1

Shareholder's Name (Address not required)	Class of share	Shares or stock currently held	Shares or stock transferred (if appropriate)	
		Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer
LLOYDS BANKING GROUP plc	US\$0.25 7 875% Non-cumulative Callable Preference	1,250,000		/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /

AR01

Annual Return

(For returns made up to a date on or after 1 October 2011)

G3

List of past and present shareholders^①

Changes during this period 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 company shareholders on

- The company's first annual return following incorporation,
- Every third annual return after a full list has been provided

① Please list the company shareholders in alphabetical order

Joint shareholders should be listed consecutively

Further shareholders

Please use a 'List of past and present shareholders' continuation page if necessary

This section only applies to companies answering 'No' to Question 1 in Section G1

Shareholder's Name (Address not required)	Class of share	Shares or stock currently held	Shares or stock transferred (if appropriate)	
		Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer
LLOYDS BANKING GROUP plc	US\$0.25 floating rate non-cumulative redeemable Series III preference	1,000,000		/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /

AR01

Annual Return

(For returns made up to a date on or after 1 October 2011)

G4

Shareholders who hold at least 5% of any class of share(s) of the company as at the made up date of this return

This section should show only the shareholders that hold at least 5% of any class of share(s) of the company at the date of this return

It should only be completed by companies that have answered 'Yes' to Question 1 in Section G1, and 'No' to Question 2 in Section G1

If there were no shareholders holding at least 5% of any class of share(s) at the date of this return, this section may be left blank

→ Go to Part 5 (Signature)

This section only applies to companies answering 'No' to Question 2 in Section G1

Please list the company shareholders in alphabetical order

Joint shareholders should be listed consecutively

Further shareholders

Please use a 'Shareholders who hold at least 5% of any class of share(s) of the company as at the made up date of this return' continuation page if necessary

		Shares or stock currently held	
Shareholder's name	Shareholder's address	Class of share	Number of shares or amount of stock

AR01

Annual Return

(For returns made up to a date on or **after 1 October 2011**)

Part 5

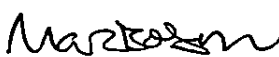
Signature

This must be completed by all companies

I am signing this form on behalf of the company

Signature

Signature

X 

X

This form may be signed by
Director^①, Secretary, Person authorised^②, Charitable commission receiver and
manager, CIC manager, Judicial factor

① Societas Europaea

If the form is being filed on behalf
of a Societas Europaea (SE) please
delete 'director' and insert details
of which organ of the SE the person
signing has membership

② Person authorised

Under either section 270 or 274 of
the Companies Act 2006

AR01

Annual Return

(For returns made up to a date on or after 1 October 2011)



Presenter information

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

Contact name

Company name GROUP SECRETARIAT

Address 25 GRESHAM STREET

Post town LONDON

County/Region

Postcode E C 2 V 7 H N

Country United Kingdom

DX

Telephone



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following

- ☐ That if the made up date of the return is any earlier than 1 October 2011, you must complete the appropriate form AR01
- ☐ The company name and number match the information held on the public Register
- ☐ You have completed your principal business activity
- ☐ You have not used this form to make changes to the registered office address.
- ☐ You have not used this form to make changes to secretary and director details
- ☐ You have fully completed the Statement of capital (if applicable)
- ☐ You have signed the form
- ☐ You have enclosed the correct fee



Important information

Please note that all information on this form will appear on the public record



How to pay

A fee of £40 is payable to Companies House in respect of an Annual Return.

Make cheques or postal orders payable to 'Companies House'



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland:

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

Companies Act 1985 - Schedule 4

LLOYDS TSB BANK plc - List of subsidiary and other companies

Company Name										Country of Incorporation	Class of Share	% of class of shares held by the parent company	% of class of shares held by the group (if different from the parent company)	Notes		
Tier Levels																
1	2	3	4	5	6	7	8	9	10							
1	LLOYDS TSB BANK plc										ENGLAND AND WALES					
2	AMBERDATE LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000			
3	LLOYDS BANK FINANCIAL SERVICES (HOLDINGS) LIMITED #										ENGLAND AND WALES	£1 00 Preference shares £1 00 Ordinary shares	100 00000 0 00000	100 00000		
3	RETAIL REVIVAL (BURGESS HILL) INVESTMENTS LIMITED										ENGLAND AND WALES	£100 00 Preference shares £1 00 Ordinary shares	0 00000 100 00000	100 00000		
3	RETAIL REVIVAL (STRATFORD) INVESTMENTS LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000			
3	RETAIL REVIVAL (TROWBRIDGE) INVESTMENTS LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000			
3	TSB MORTGAGES LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000			
2	AQUILUS LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000			
2	BLACK HORSE PROPERTY SERVICES LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000			
2	BOLTRO NOMINEES LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000			
2	CARDNET MERCHANT SERVICES LIMITED #										ENGLAND AND WALES	£1 00 B Ordinary shares	97 84946	100 00000		
2	CASHPOINT LIMITED										ENGLAND AND WALES	£1 00 Deferred shares £1 00 Ordinary shares	0 00000 100 00000	100 00000		
2	CHELTENHAM & GLOUCESTER plc #										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000			
3	C & G FINANCIAL SERVICES LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000			
3	C & G HOMES LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000			
3	C&G ESTATE AGENTS LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000			
3	C&G PROPERTY HOLDINGS LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000			
3	CENTRAL MORTGAGE FINANCE LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000			

= Company is multi-owned within group

17/05/2013

Company Name
Tier Levels
1 2 3 4 5 6 7 8 9 10

		Country of Incorporation	Class of Share	% of class of shares held by the parent company	% of class of shares held by the group (if different from the parent company)	Notes
3	LLOYDS TSB MORTGAGES LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
2	CREATE SERVICES LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
2	EXCLUSIVE FINANCE NO 1 LIMITED	ENGLAND AND WALES	£1 00 A Ordinary shares	100 00000		
2	HBOS PLC #	SCOTLAND	£1 00 Ordinary shares £0 25 Non-voting deferred shares £0 25 ORDINARY shares £1 00 PREFERENCE shares £0 25 Ordinary Shares £0 25 Preference shares £1 00 Ordinary shares	100 00000 100 00000 100 00000 100 00000 100 00000 0 00000 100 00000		
3	BANK OF SCOTLAND PLC #	SCOTLAND			100 00000	
4	ALBION COLLECTIONS LIMITED	ENGLAND AND WALES				
4	ANGLIAN HOME IMPROVEMENTS GROUP LIMITED	ENGLAND AND WALES				
4	ARRAN ISLE LIMITED	ENGLAND AND WALES				
4	ASPIRE OIL SERVICES LIMITED	SCOTLAND				
4	AUTOMOBILE ASSOCIATION PERSONAL FINANCE LIMITED	ENGLAND AND WALES				
4	BANK OF SCOTLAND (STANLIFE) LONDON NOMINEES LIMITED	SCOTLAND	£1 00 Ordinary shares	100 00000		
4	BANK OF SCOTLAND EDINBURGH NOMINEES LIMITED	SCOTLAND				
5	BANK OF SCOTLAND PLC #	SCOTLAND				
5	BANK OF WALES LIMITED #	ENGLAND AND WALES	£0 25 Ordinary Shares £0 25 Preference shares £0 25 ORD STOCK UNITS shares	0 00000 0 00000 0 00000	100 00000 100 00000 100 00000	
5	BOS (SHARED APPRECIATION MORTGAGES) NO 1 PLC #	ENGLAND AND WALES	£1 00 ORDINARY shares	0 00200	100 00000	
5	BOS (SHARED APPRECIATION MORTGAGES) NO 2 PLC #	ENGLAND AND WALES	£1 00 ORDINARY shares	0 00200	100 00000	
5	BOS (SHARED APPRECIATION MORTGAGES) NO 3 PLC #	ENGLAND AND WALES	£1 00 ORDINARY shares	0 00200	100 00000	
5	BOS (SHARED APPRECIATION MORTGAGES) NO 4 PLC #	ENGLAND AND WALES	£1 00 ORDINARY shares	0 00200	100 00000	
5	BOS (SHARED APPRECIATION MORTGAGES) NO 5 PLC #	ENGLAND AND WALES	£1 00 ORDINARY shares	0 00200	100 00000	
5	BOS (SHARED APPRECIATION MORTGAGES) NO 6 PLC #	ENGLAND AND WALES	£1 00 ORDINARY shares	0 00200	100 00000	
5	HALIFAX LIMITED #	ENGLAND AND WALES	£0 20 ORDINARY 20P shares	0 00000	100 00000	
5	HBOS PLC #	SCOTLAND	£0 25 Non-voting deferred shares	0 00000	100 00000	

= Company is multi-owned within group

17/05/2013

Company Name Tier Levels 1 2 3 4 5 6 7 8 9 10	Country of Incorporation	Class of Share	% of class of shares held by the parent company	% of class of shares held by the group (if different from the parent company)	Notes
5	ENGLAND AND WALES	£0.25 ORDINARY shares	0.00000	100.00000	
		£1.00 PREFERENCE shares	0.00000	100.00000	
		£0.25 ORDINARY 25P shares	0.00000	100.00000	
5	SCOTLAND	£1.00 Ordinary shares	0.00200	100.00000	
5	SCOTLAND	£1.00 Ordinary shares	0.00000	100.00000	
5	SCOTLAND	£1.00 ORDINARY shares	0.00067	100.00000	
5	SCOTLAND	£1.00 Ordinary shares	0.00005	100.00000	
5	SCOTLAND	£1.00 ORDINARY shares	1.00000	100.00000	
4	ENGLAND AND WALES	£1.00 ORDINARY shares	100.00000		
4	SCOTLAND				
4	SCOTLAND				
4	SCOTLAND				
4	SCOTLAND				
4	SCOTLAND				
5	ENGLAND AND WALES	£1.00 Ordinary shares	100.00000		
5	ENGLAND AND WALES	£1.00 Ordinary shares	100.00000		
5	ENGLAND AND WALES	£1.00 Ordinary shares	100.00000		
5	ENGLAND AND WALES	£1.00 Ordinary shares	100.00000		
5	ENGLAND AND WALES	US\$1.00 Ordinary shares	100.00000		
		£1.00 Ordinary shares	100.00000		
6	ENGLAND AND WALES	€1.00 Ordinary Euros shares	100.00000		
7	ENGLAND AND WALES	£1.00 Ordinary shares	100.00000		
7	ENGLAND AND WALES	£1.00 Ordinary shares	100.00000		
		€1.00 Ordinary Euros shares	100.00000		
5	ENGLAND AND WALES	£1.00 Ordinary shares	100.00000		
5	ENGLAND AND WALES	£1.00 Ordinary shares	100.00000		
5	ENGLAND AND WALES	£1.00 Ordinary-B shares	100.00000		
5	ENGLAND AND WALES	£1.00 Ordinary-B shares	100.00000		
5	ENGLAND AND WALES	£1.00 Ordinary shares	100.00000		
5	ENGLAND AND WALES	£0.50 Ordinary shares	100.00000		

= Company is multi-owned within group

17/05/2013

Company Name										Country of Incorporation	Class of Share	% of class of shares held by the parent company	% of class of shares held by the group (if different from the parent company)	Notes
Tier Levels														
1	2	3	4	5	6	7	8	9	10					
4										CAPITAL GARDENS LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
4										CAPITAL PERSONAL FINANCE LIMITED	ENGLAND AND WALES	£1 00 'C' ORDINARY shares	0 00800	
4										CARTWRIGHT FINANCE LIMITED	ENGLAND AND WALES	£1 00 'N' ORDINARY shares	100 00000	
												£1 00 Ordinary shares	100 00000	
4										CASTLE COLLECTIONS LIMITED	ENGLAND AND WALES	£1 00 ORDINARY shares	100 00000	
4										CENTRAL COLLECTIONS LIMITED (in liquidation)	ENGLAND AND WALES			
4										COPTHORN HOLDINGS LIMITED	ENGLAND AND WALES			
4										COUNTY WIDE PROPERTY INVESTMENTS LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
4										DEVA LEASE 2 LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
4										DEVA LEASE 3 LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
4										DUNDEE ENERGY RECYCLING LIMITED	SCOTLAND			
4										EXCEPTION GROUP LIMITED	ENGLAND AND WALES			
4										FIRST RETAIL FINANCE (CHESTER) LIMITED	ENGLAND AND WALES	£1 00 'A' ORDINARY shares	100 00000	
4												£1 00 'B' ORDINARY shares	100 00000	
5										FLEXIFLY LIMITED	SCOTLAND	£1 00 ORDINARY shares	100 00000	
4										NWS 2 #	United Kingdom			
										FORTHRIGHT FINANCE LIMITED	ENGLAND AND WALES	£0 25 ORDINARY shares	100 00000	
4										FREEWAY LIMITED	ENGLAND AND WALES	£1 00 ORDINARY shares	100 00000	
4										GENSAR DESIGN LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
4														
										GLADEDALE GROUP HOLDINGS LIMITED	ENGLAND AND WALES			
4												£1 00 ORDINARY shares	100 00000	
4										GLOSSTRIPS LIMITED	SCOTLAND			
5										IBOS SECURITIES #	United Kingdom			
4										GODFREY DAVIS (CONTRACT HIRE) LIMITED	ENGLAND AND WALES	£0 25 Ordinary shares	100 00000	
												£1 00 'A' Ordinary Shares of £1 00	100 00000	
4										HALIFAX CREDIT CARD LIMITED	ENGLAND AND WALES			
												£1 00 'B' Ordinary Shares of £1 00	100 00000	
												£1 00 'C' Ordinary Shares of £1 00	100 00000	

= Company is multi-owned within group

17/05/2013

Company Name										Notes					
Tier Levels															
1	2	3	4	5	6	7	8	9	10						
4	HALIFAX LOANS LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	% of class of shares held by the parent company	% of class of shares held by the group (if different from the parent company)
5	HALIFAX MORTGAGE SERVICES (HOLDINGS) LIMITED										ENGLAND AND WALES	£1 00 Ordinary Shares of £1 00	100 00000		
6	HALIFAX MORTGAGE SERVICES LIMITED										ENGLAND AND WALES	£1 00 Ordinary Shares of £1 00	100 00000		
5	HL GROUP (HOLDINGS) LIMITED										ENGLAND AND WALES	£1 00 Ordinary Shares of £1 00	100 00000		
4	HALIFAX PREMISES LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
4	HALIFAX VEHICLE LEASING (1998) LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
5	LEX VEHICLE LEASING (HOLDINGS) LIMITED										ENGLAND AND WALES	£1 00 Ordinary-A shares	100 00000		
												£1 00 Ordinary-B shares	100 00000		
												£1 00 Redeemable Preference shares	100 00000		
6	LEX VEHICLE FINANCE LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
6	LEX VEHICLE LEASING LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
6	LEX VEHICLE PARTNERS (1) LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
6	LEX VEHICLE PARTNERS (2) LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
6	LEX VEHICLE PARTNERS (3) LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
6	LEX VEHICLE PARTNERS (4) LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
6	LEX VEHICLE PARTNERS LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
6	VEHICLE LEASING (1) LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
6	VEHICLE LEASING (2) LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
6	VEHICLE LEASING (3) LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
6	VEHICLE LEASING (4) LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
6	WHITEFLEET LIMITED										ENGLAND AND WALES	£1 00 Ordinary-A shares	100 00000		
4	HBOS DIRECTORS LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		

= Company is multi-owned within group

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Company Name
Tier Levels
1 2 3 4 5 6 7 8 9 10

										Country of Incorporation	Class of Share	% of class of shares held by the parent company	% of class of shares held by the group (if different from the parent company)	Notes
5										THE MORTGAGE BUSINESS PUBLIC LIMITED COMPANY #	ENGLAND AND WALES	£1 00 ORDINARY shares	0 00001	100 00000
4										HBOS SOCIAL HOUSING COVERED BONDS LLP	ENGLAND AND WALES			
4										HBOS TREASURY SERVICES LIMITED #	ENGLAND AND WALES	£0 25 ORDINARY 25P shares	100 00000	
4										HOME SHOPPING PERSONAL FINANCE LIMITED	ENGLAND AND WALES	£1 00 'A' ORDINARY shares	100 00000	
4										HORIZON CAPITAL 2000 LIMITED #	SCOTLAND	£1 00 Ordinary shares	100 00000	
5										HORIZON HOTEL INVESTMENTS LIMITED	SCOTLAND	£1 00 Ordinary shares	100 00000	
5										HORIZON PROPERTY INVESTMENTS (SOUTH) LIMITED	SCOTLAND	£1 00 ORDINARY shares	100 00000	
5										HORIZON PROPERTY INVESTMENTS LIMITED	SCOTLAND	£1 00 ORDINARY shares	100 00000	
5										HORIZON RESIDENTIAL DEVELOPMENTS LIMITED	SCOTLAND	£1 00 Ordinary shares	100 00000	
5										HORIZON RESOURCES LIMITED	SCOTLAND	£1 00 Ordinary shares	100 00000	
5										STEWART MILNE (GLASGOW) LIMITED	SCOTLAND	£1 00 Ordinary-A shares	100 00000	
5										STEWART MILNE (WEST) LIMITED	SCOTLAND	£1 00 Ordinary-A shares	100 00000	
5										WEST CRAIGS LIMITED	SCOTLAND	£1 00 Ordinary shares	100 00000	
4										HORIZON CAPITAL LIMITED	SCOTLAND	£1 00 Ordinary shares	100 00000	
4										IBOS FINANCE LIMITED	ENGLAND AND WALES	£1 00 ORDINARY shares	100 00000	
4										IN STORE CREDIT LIMITED	ENGLAND AND WALES	£1 00 ORDINARY shares	100 00000	
4										INTELLIGENT FINANCE FINANCIAL SERVICES LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
4										INTELLIGENT FINANCE SOFTWARE LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
4										J & J COLLECTIONS LIMITED	ENGLAND AND WALES	£1 00 ORDINARY shares	100 00000	
4										LEGACY RENEWAL COMPANY LIMITED #	SCOTLAND	£1 00 ORDINARY shares	99 99933	100 00000
4										LLOYDS SECRETARIES LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
4										LLOYDS TSB (FOUNTAINBRIDGE 1) LIMITED	SCOTLAND	£1 00 Ordinary shares	100 00000	
4										LLOYDS TSB (FOUNTAINBRIDGE 2) LIMITED	SCOTLAND	£1 00 Ordinary shares	100 00000	
4										LONDON UBERIOR (L A S GROUP) NOMINEES LIMITED	SCOTLAND			
4										MEADOWFIELD INVESTMENTS LIMITED	SCOTLAND	£1 00 Ordinary shares	100 00000	
5										CASTLEMILL INVESTMENTS LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
5										FORTROSE INVESTMENTS LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
5										MORAY INVESTMENTS LIMITED	ENGLAND AND WALES	£0 005 Ordinary shares	100 00000	

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Company Name										Country of Incorporation	Class of Share	% of class of shares held by the parent company	% of class of shares held by the group (if different from the parent company)	Notes
Tier Levels														
1	2	3	4	5	6	7	8	9	10					
4	UBERIOR INVESTMENTS LIMITED #									SCOTLAND	£1 00 Ordinary shares	99 99995	100 00000	
5	ABOVE BAR (SOUTHAMPTON) LIMITED									SCOTLAND	£1 00 Ordinary shares	100 00000		
5	BANK OF SCOTLAND INSURANCE SERVICES LIMITED #									SCOTLAND	£1 00 ORDINARY shares	99 99800	100 00000	
5	BOS EDINBURGH NO 1 LIMITED									SCOTLAND	£1 00 Ordinary shares	100 00000		
5	CANLEY LIMITED (in administration)									ENGLAND AND WALES				
5	CHESTER MEADOW HOLDINGS LIMITED (in liquidation)									ENGLAND AND WALES	£1 00 Ordinary shares	40 00000		
6	CHESTER MEADOW LIMITED (in liquidation)									ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
7	ASHCROSS SERVICES LIMITED (in liquidation)									ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
5	EUROPA PROPERTY COMPANY (NORTHERN) LIMITED									ENGLAND AND WALES				
5	GRANT RESIDENTIAL PROPERTY LIMITED (in administration)									SCOTLAND				
5	KENMORE CAPITAL 2 LIMITED (in liquidation)									SCOTLAND				
5	KENMORE CAPITAL 3 LIMITED (in administrative receivership)									ENGLAND AND WALES				
5	KENMORE CAPITAL LIMITED (in liquidation)									SCOTLAND				
5	MCCARTHY & STONE LIMITED									ENGLAND AND WALES				
5	MGR CAPITAL LIMITED (in liquidation)									ENGLAND AND WALES	£0 01 Ordinary-A shares	100 00000		
5	OLD HG LIMITED									ENGLAND AND WALES				
5	PRESTONFIELD INVESTMENTS LIMITED									SCOTLAND	£1 00 Ordinary shares	100 00000		
6	MALCOLM PROPERTIES (HOLDINGS) LIMITED									SCOTLAND				
6	STANTON CAPITAL HOLDINGS LIMITED									ENGLAND AND WALES				
6	UBERIOR (MOORFIELD) LIMITED									SCOTLAND	£1 00 Ordinary shares	100 00000		
5	ROCK JOINT VENTURES LIMITED (in liquidation)									ENGLAND AND WALES				
5	RYDON GROUP LIMITED									ENGLAND AND WALES				
5	UBERIOR ENERGY INVESTMENTS LIMITED (in liquidation)									SCOTLAND	£1 00 Ordinary shares	100 00000		
5	UBERIOR EQUITY LIMITED									SCOTLAND				
6	ALLIANCE MEDICAL LIMITED									ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
6	BERGAMOT VENTURES LIMITED									ENGLAND AND WALES				

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Company Name		Country of Incorporation	Class of Share	% of class of shares held by the parent company	% of class of shares held by the group (if different from the parent company)	Notes
Tier Levels	1 2 3 4 5 6 7 8 9 10					
7	UBERIOR INFRASTRUCTURE INVESTMENTS (NO 5) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
8	UBERIOR INFRASTRUCTURE INVESTMENTS (SOUTHMEAD) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	75 00000	100 00000	
9	# UBERIOR ISAF CIP 2007 L P	ENGLAND AND WALES				
7	UBERIOR INFRASTRUCTURE INVESTMENTS (NO 6) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
7	UBERIOR INFRASTRUCTURE INVESTMENTS (NO 7) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
8	UBERIOR INFRASTRUCTURE INVESTMENTS (SOUTHMEAD) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	25 00000	100 00000	
7	# UBERIOR INFRASTRUCTURE INVESTMENTS (NO 8) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
6	UBERIOR GP 1 LIMITED	SCOTLAND	£1 00 Ordinary shares	100 00000		
6	UBERIOR GP 2 LIMITED	SCOTLAND	£1 00 Ordinary shares	100 00000		
5	UBERIOR FUND INVESTMENTS LIMITED	SCOTLAND	£1 00 Ordinary shares	100 00000		
6	UBERIOR CO-INVESTMENTS LIMITED	SCOTLAND	£1 00 Ordinary shares	100 00000		
5	UBERIOR FUND MANAGER LIMITED	SCOTLAND	£1 00 Ordinary shares	100 00000		
5	UBERIOR INFRASTRUCTURE INVESTMENTS LIMITED	SCOTLAND	£1 00 ORDINARY shares	100 00000		
6	EDUCATION 4 AYRSHIRE HOLDINGS LIMITED	SCOTLAND				
6	FBLP LIMITED	ENGLAND AND WALES				
6	JUSTICE SUPPORT SERVICES (NORFOLK AND SUFFOLK) HOLDINGS LIMITED	ENGLAND AND WALES				
6	UBERIOR INFRASTRUCTURE INVESTMENTS (NO 2) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
7	LLOYDS BANK GLOBAL	ENGLAND AND WALES				
5	INFRASTRUCTURE PARTNERS LP	ENGLAND AND WALES				
5	UBERIOR ISAF CIP NOMINEE LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
5	UBERIOR VENTURES LIMITED	SCOTLAND	£1 00 Ordinary shares	100 00000		
6	A G GERMANY LIMITED	ENGLAND AND WALES				
6	AGORA MAX LIMITED	ENGLAND AND WALES				
6	AGORA SHOPPING CENTRES LIMITED (in administration)	ENGLAND AND WALES				
6	ANALYTICAL VENTURES LIMITED	ENGLAND AND WALES				

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Company Name	Tier Levels	Country of Incorporation	Class of Share	% of class of shares held by the parent company	% of class of shares held by the group (if different from the parent company)	Notes
	1 2 3 4 5 6 7 8 9 10					
6	BREEZEROAD LIMITED	ENGLAND AND WALES				
7	SIMPSON'S-IN-THE-STRAND(348446) LIMITED	ENGLAND AND WALES				
7	THE SAVOY HOTEL LIMITED	ENGLAND AND WALES				
6	CANNON CAPITAL PARTNERSHIP LLP	ENGLAND AND WALES				
6	CASTLEMORE VENTURES LIMITED (in administration)	ENGLAND AND WALES				
6	CATESBY STUDENT LIVING LIMITED	England				
6	CONTINENTAL SHELF 225 LIMITED	ENGLAND AND WALES				
6	CONTINENTAL SHELF 291 LIMITED	ENGLAND AND WALES				
6	FHR EUROPEAN VENTURES LLP	ENGLAND AND WALES				
6	FIX - UK GENERAL PARTNER LIMITED	ENGLAND AND WALES				
6	GIANT PROPERTY CONSORTIUM LIMITED	ENGLAND AND WALES				
6	HERITOR'S RESIDENTIAL PROPERTY (HOLDINGS) LIMITED (in administration)	SCOTLAND				
6	LOTHIAN FIFTY (150) LIMITED	ENGLAND AND WALES				
6	LXB SMALLCO LIMITED	ENGLAND AND WALES				
6	MACDONALD HOTELS LIMITED	SCOTLAND				
6	MONCREIFFE HOLDINGS LIMITED	SCOTLAND				
6	OCTAGON (RICHMOND) LIMITED	ENGLAND AND WALES				
6	PRESTBURY 1 LIMITED PARTNERSHIP	ENGLAND AND WALES				
6	PRESTBURY HOTEL HOLDINGS LIMITED	ENGLAND AND WALES				
6	PRESTBURY WENTWORTH HOLDINGS LIMITED	ENGLAND AND WALES				
6	PSX HOLDINGS LIMITED	ENGLAND AND WALES				
6	SAPPHIRE RETAIL FUND LIMITED (in liquidation)	ENGLAND AND WALES				
6	SQUEEZE NEWCO 2 LIMITED	SCOTLAND				
6	ST JAMES SECURITIES VENTURES LIMITED	ENGLAND AND WALES				

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Company Name										Country of Incorporation	Class of Share	% of class of shares held by the parent company	% of class of shares held by the group (if different from the parent company)	Notes		
Tier Levels																
1	2	3	4	5	6	7	8	9	10							
6	STESSA INVESTMENTS LIMITED										ENGLAND AND WALES					
6	THE MOUND PROPERTY COMPANY LIMITED (in liquidation)										SCOTLAND	£1 00 Ordinary shares	100 00000			
6	UBERIOR EUROPE LIMITED										SCOTLAND					
7	DUKE REAL ESTATE LIMITED										SCOTLAND	£1 00 Ordinary shares	100 00000			
7	VALAD VENTURES UK LIMITED (in liquidation)										ENGLAND AND WALES					
6	UBERIOR REAL ESTATE FUND LIMITED (in liquidation)										SCOTLAND	£1 00 Ordinary shares	100 00000			
6	UK PREM FUND 1 LLP										SCOTLAND					
6	ZOG BROWNFIELD VENTURES LIMITED										ENGLAND AND WALES					
4	UBERIOR NOMINEES LIMITED										SCOTLAND					
5	BANK OF SCOTLAND INSURANCE SERVICES LIMITED #										SCOTLAND	£1 00 ORDINARY shares	0 00200	100 00000		
4	UBERIOR TRADING LIMITED #										SCOTLAND	£1 00 ORDINARY shares	99 00000	100 00000		
5	CITY & GENERAL SECURITIES LIMITED										England					
4	UBERIOR TRUSTEES LIMITED										SCOTLAND					
4	VOCALINK HOLDINGS LIMITED #										ENGLAND AND WALES	£1 00 Deferred shares	8 88890	27 11109		
4	WESTERN TRUST HOLDINGS LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	14 41823	33 47291		
5	WESTERN TRUST & SAVINGS HOLDINGS LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000			
6	BAVARIAN MORTGAGES NO 5 LIMITED #										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000			
6	BIRMINGHAM MIDSHIRES MORTGAGE SERVICES LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	0 00200	100 00000		
7	BAVARIAN MORTGAGES NO 5 LIMITED #										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000			
7	BIRMINGHAM MIDSHIRES MORTGAGE SERVICES NO 1 LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	99 99800	100 00000		
7	MORTGAGE SERVICES FUNDING LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000			
3	FIRST ALTERNATIVE LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000			
3	GENERAL INSURANCE SERVICES LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000			
3	HALIFAX GROUP LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000			
3	HALIFAX LIMITED #										ENGLAND AND WALES	£0 20 Ordinary shares	100 00000			
											ENGLAND AND WALES	£0 20 ORDINARY 20P shares	100 00000			

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Company Name		Country of Incorporation	Class of Share	% of class of shares held by the parent company	% of class of shares held by the group (if different from the parent company)	Notes
Tier Levels						
1	2	3	4	5	6	7
8	9	10				
3	HALIFAX SHARE DEALING LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
4	BANK OF SCOTLAND BRANCH NOMINEES LIMITED	SCOTLAND	£1 00 ORDINARY shares	100 00000		
4	BANK OF SCOTLAND CENTRAL NOMINEES LIMITED	SCOTLAND				
5	CAPITAL 1945 LIMITED #	ENGLAND AND WALES	£1 00 ORDINARY shares	0 00000	100 00000	
4	HALIFAX NOMINEES LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
4	HSDL NOMINEES LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
4	IWEB (UK) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
4	SHARE DEALING NOMINEES LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
3	HBOS FINAL SALARY TRUST LIMITED	SCOTLAND	£1 00 Ordinary shares	100 00000		
4	HALIFAX PENSION NOMINEES LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
5	KEMPSTON BUSINESS PARK MANAGEMENT COMPANY LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	55 00000		
4	WAYMARK ASSET INVESTMENTS LIMITED	ENGLAND AND WALES	£2,000 00 CLASS B shares	100 00000		
3	HBOS INSURANCE & INVESTMENT GROUP LIMITED	ENGLAND AND WALES	£1 00 Ordinary Shares of £1 00	100 00000		
4	HBOS INVESTMENT MANAGEMENT (MEDITERRANEAN) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
4	ST JAMES'S PLACE PLC	ENGLAND AND WALES	£0 15 ORDINARY shares	36 23089		
5	ST JAMES'S PLACE FOUNDATION	ENGLAND AND WALES				
5	ST JAMES'S PLACE INVESTMENTS PLC #	ENGLAND AND WALES	£0 25 ORDINARY shares	100 00000		
6	SJPC 2000 PLC #	SCOTLAND	£0 25 ORDINARY shares	100 00000		
6	SJPC 7 LIMITED	ENGLAND AND WALES	£0 10 ORDINARY 10 PENCE shares	100 00000		
6	SJPC CORPORATE INVESTMENTS LIMITED	ENGLAND AND WALES	£0 01 ORDINARY OF 1 PENCE shares	100 00000		
6	SJPC GROUP LIMITED	ENGLAND AND WALES	£0 25 ORDINARY shares	100 00000		
6	ST JAMES'S PLACE ADMINISTRATION LIMITED	ENGLAND AND WALES	£1 00 ORDINARY ONE POUND shares	100 00000		
7	SJPC 2000 PLC #	SCOTLAND	£0 25 ORDINARY shares	0 00000	100 00000	
7	ST JAMES'S PLACE 1990 LIMITED #	ENGLAND AND WALES	£0 05 ORDINARY shares	0 00000	100 00000	

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Company Name										Country of Incorporation	Class of Share	% of class of shares held by the parent company	% of class of shares held by the group (if different from the parent company)	Notes	
Tier Levels															
1	2	3	4	5	6	7	8	9	10						
2	HILL SAMUEL INVESTMENTS LIMITED #										ENGLAND AND WALES	£1 00 Ordinary shares	36 61077	74 35425	
2	HILL SAMUEL LEASING CO LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
3	LLOYDS TSB FILM DISTRIBUTION COMPANY #										ENGLAND AND WALES	£1 00 Ordinary shares	99 00000	100 00000	
2	IAI INTERNATIONAL LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
2	LLOYDS BANK (BLSA) #										ENGLAND AND WALES	£1 00 Ordinary shares	50 00000	100 00000	
2	LLOYDS BANK (BRANCHES) NOMINEES LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
2	LLOYDS BANK (COLONIAL & FOREIGN) NOMINEES LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
2	LLOYDS BANK (I D) NOMINEES LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
3	CHELTENHAM & GLOUCESTER plc #										ENGLAND AND WALES	£1 00 Ordinary shares	0 00000	100 00000	
2	LLOYDS BANK (PEP NOMINEES) LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
2	LLOYDS BANK (STOCK EXCHANGE BRANCH) NOMINEES LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
2	LLOYDS BANK FACTORS LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
2	LLOYDS BANK FINANCIAL SERVICES (HOLDINGS) LIMITED #										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
3	KINGSBARN INVESTMENTS LIMITED										ENGLAND AND WALES	£100 00 Preference shares	0 00000	100 00000	
3	PIPS ASSET INVESTMENTS LIMITED #										ENGLAND AND WALES	US\$1 00 Ordinary shares	100 00000		
2	LLOYDS BANK GROUP LIMITED										ENGLAND AND WALES	£1,000 00 Ordinary-A shares	100 00000		
2	LLOYDS BANK LIMITED										ENGLAND AND WALES	£1,000 00 Ordinary-B shares	0 00000	100 00000	
2	LLOYDS BANK SUBSIDIARIES LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
2	LLOYDS BANK SUBSIDIARIES LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
2	LLOYDS BANK SUBSIDIARIES LIMITED										ENGLAND AND WALES	£1 00 Preference A (non-linked) shares	100 00000		
2	LLOYDS BANK SUBSIDIARIES LIMITED										ENGLAND AND WALES	£1 00 Preference D shares	100 00000		
2	LLOYDS BANK SUBSIDIARIES LIMITED										ENGLAND AND WALES	£1 00 Preference E shares	100 00000		
2	LLOYDS BANK SUBSIDIARIES LIMITED										ENGLAND AND WALES	£1 00 Preference F shares	100 00000		

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Company Name										Country of Incorporation	Class of Share	% of class of shares held by the parent company	% of class of shares held by the group (if different from the parent company)	Notes
Tier Levels														
1	2	3	4	5	6	7	8	9	10					
3										ASCENT INVESTMENTS LIMITED	ENGLAND AND WALES			
3										AVELO FS HOLDINGS LIMITED	ENGLAND AND WALES			
3										BH TOPCO	ENGLAND AND WALES			
3										BIFOLD GROUP LIMITED	ENGLAND AND WALES			
3										BLUE RUBICON (HOLDINGS) LIMITED	ENGLAND AND WALES			
3										BOOM PICTURES LIMITED	ENGLAND AND WALES			
3										CASPIAN MEDIA HOLDINGS LIMITED	ENGLAND AND WALES			
3										CHERRY TOPCO LIMITED	ENGLAND AND WALES			
3										COMMERCIAL FIRST GROUP LIMITED	ENGLAND AND WALES			
3										CONSUMER CHAMPION GROUP LIMITED	ENGLAND AND WALES			
3										DALE ERSKINE POWER SOLUTIONS LIMITED	ENGLAND AND WALES			
3										EDM BUSINESS SERVICES HOLDINGS LIMITED	ENGLAND AND WALES			
3										EGHL LIMITED	ENGLAND AND WALES			
3										EMPRISE GROUP HOLDINGS LIMITED	ENGLAND AND WALES			
3										ENSCO 904 LIMITED	ENGLAND AND WALES			
3										ENTERTAINMENT MAGPIE HOLDINGS LIMITED	ENGLAND AND WALES			
3										FOREST HOLIDAYS GROUP LIMITED	ENGLAND AND WALES			
3										FORREST CORPORATE LIMITED	ENGLAND AND WALES			
3										GREEN SKY ENERGY LIMITED	ENGLAND AND WALES			
3										HAMSARD 3149 LIMITED	ENGLAND AND WALES			
3										HAMSARD 3191 LIMITED	ENGLAND AND WALES			
3										HAMSARD 3246 LIMITED	ENGLAND AND WALES			

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Company Name										Country of Incorporation	Class of Share	% of class of shares held by the parent company	% of class of shares held by the group (if different from the parent company)	Notes
Tier Levels														
1	2	3	4	5	6	7	8	9	10					
3										OCEAN TOPCO LIMITED	ENGLAND AND WALES			
3										ONAPP (TOPCO) II LIMITED	ENGLAND AND WALES			
3										ONAPP (TOPCO) LIMITED	ENGLAND AND WALES			
3										ORIGINAL ADDITIONS TOPCO LIMITED	ENGLAND AND WALES			
3										ORION MEDIA HOLDINGS LIMITED	ENGLAND AND WALES			
3										OVAL (2235) LIMITED	ENGLAND AND WALES			
3										PAS1 LIMITED	ENGLAND AND WALES			
3										PENN PHARMA GROUP LIMITED	ENGLAND AND WALES			
3										PERTEMPS NETWORK GROUP	ENGLAND AND WALES			
3										PIMCO 2909 LIMITED	ENGLAND AND WALES			
3										QUANTEL HOLDINGS LIMITED	ENGLAND AND WALES	£0 10 Investor preference shares	95 00000	
												£0 01 Ordinary shares	54 83045	
												£0 10 Preference shares	54 82984	
												£0 01 Preferred ordinary shares	86 45000	
3										SFH 123 LIMITED	ENGLAND AND WALES			
3										SHIRES HOLDINGS LIMITED	ENGLAND AND WALES			
3										SHOO 553 LIMITED	ENGLAND AND WALES			
3										SNELL CORPORATION LIMITED	ENGLAND AND WALES			
3										STRATUS (HOLDINGS) LIMITED	ENGLAND AND WALES			
3										TCFG HOLDINGS LIMITED	ENGLAND AND WALES			
3										TD TRAVEL HOLDINGS LIMITED	ENGLAND AND WALES			
3										TEST EQUIPMENT ASSET MANAGEMENT LIMITED	ENGLAND AND WALES			
3										THE POWER INDUSTRIAL GROUP	ENGLAND AND WALES			

= Company is multi-owned within group
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Company Name										Country of Incorporation	Class of Share	% of class of shares held by the parent company	% of class of shares held by the group (if different from the parent company)	Notes
Tier Levels														
1	2	3	4	5	6	7	8	9	10					
3	TPN GROUP HOLDINGS LIMITED									ENGLAND AND WALES				
3	TRUSTMARQUE GROUP LIMITED									ENGLAND AND WALES				
3	UNITED HOUSE GROUP HOLDINGS LIMITED									ENGLAND AND WALES				
3	UP GLOBAL SOURCING HOLDINGS LIMITED									ENGLAND AND WALES				
3	VYSIONIC LIMITED									ENGLAND AND WALES				
3	WASP MANAGEMENT SOFTWARE LIMITED									ENGLAND AND WALES				
3	WRG WORLDWIDE LIMITED									ENGLAND AND WALES				
2	LLOYDS FINANCIAL SERVICES LIMITED									ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
2	LLOYDS PREMISES INVESTMENTS LIMITED									ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
2	LLOYDS PROPERTY INVESTMENT COMPANY NO 4 LIMITED									ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
2	LLOYDS TRADE & PROJECT FINANCE LIMITED									ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
2	LLOYDS TSB ASSET FINANCE DIVISION LIMITED									ENGLAND AND WALES	£0 20 Ordinary shares	100 00000		
3	ACL AUTOLEASE HOLDINGS LIMITED									ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
4	A C L LIMITED									ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
4	AN VEHICLE FINANCE LIMITED									ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
4	HVF LIMITED									ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
4	LEX AUTOLEASE LIMITED									ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
4	LEX VEHICLE FINANCE 2 LIMITED									ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
4	LEX VEHICLE FINANCE 3 LIMITED									ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
4	LLOYDS TSB AUTOLEASE (CH) LIMITED									ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
4	LLOYDS TSB AUTOLEASE (VC) LIMITED									ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
4	LLOYDS TSB CARSELECT LIMITED									ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		

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Company Name
Tier Levels

1 2 3 4 5 6 7 8 9 10

Company Name	Tier Levels	Country of Incorporation	Class of Share	% of class of shares held by the parent company	% of class of shares held by the group (if different from the parent company)	Notes
4	4	CHARTERED TRUST MARINE LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
4	4	DEALER EMPLOYEE CAR SCHEME LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
4	4	ENTERPRISE CAR FINANCE LIMITED	ENGLAND AND WALES	£1 00 B Ordinary shares	100 00000	
4	4	FLEET MANAGEMENT SERVICES LIMITED (in liquidation)	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
4	4	HIGHWAY CONTRACT HIRE LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
4	4	HIGHWAY VEHICLE LEASING LIMITED	ENGLAND AND WALES	£0 10 Ordinary shares	100 00000	
4	4	HIGHWAY VEHICLE MANAGEMENT LIMITED	ENGLAND AND WALES	£0 10 Preference shares	100 00000	
4	4	LLOYDS AND SCOTTISH TRUST LIMITED (in liquidation)	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
4	4	LLOYDS BOWMAKER LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
4	4	LLOYDS TSB AUTOLEASE (FMS) LIMITED	ENGLAND AND WALES	£0 10 Ordinary shares	100 00000	
4	4	LLOYDS TSB AUTOLEASE (SHREWSBURY) LIMITED	ENGLAND AND WALES	£1 00 33 3% Convertible Participating Preferred Ord shares	100 00000	
4	4	LLOYDS TSB AUTOLEASE (VH) LIMITED	ENGLAND AND WALES	£1 00 6 1% Cumulative Preference shares	100 00000	
4	4	LLOYDS TSB AUTOLEASE (VL) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
4	4	LLOYDS TSB AUTOLEASE LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
4	4	LLOYDS TSB MOTORENT LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
4	4	LLOYDS UDT (MARLOW) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
4	4	LLOYDS UDT EQUIPMENT LEASING LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
4	4	MCL FINANCE LIMITED	ENGLAND AND WALES	£1 00 B Ordinary shares	100 00000	
4	4	MOTORENT (UK) LIMITED (applied for strike off)	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
4	4	NATIONWIDE COLLECTION SERVICES LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	

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Company Name									
Tier Levels									
1	2	3	4	5	6	7	8	9	10
Country of Incorporation									
Class of Share									
% of class of shares held by the parent company									
% of class of shares held by the group (if different from the parent company)									
Notes									
4	NW MOTOR FINANCE LIMITED			ENGLAND AND WALES	£1 00 Ordinary shares	100 00000			
4	PC MOTOR FINANCE LIMITED			ENGLAND AND WALES	£1 00 Ordinary shares	100 00000			
4	PERSONAL MOTORING PLAN LIMITED			ENGLAND AND WALES	£1 00 Ordinary shares	100 00000			
4	R I G P FINANCE LIMITED			ENGLAND AND WALES	£1 00 Deferred shares	100 00000			
					£1 00 Ordinary shares	100 00000			
					£1 00 Participating Preference shares	100 00000			
4	SG MOTOR FINANCE LIMITED			ENGLAND AND WALES	£1 00 Special Deferred shares	100 00000			
					£1 00 Ordinary shares	100 00000			
4	SG MOTOR LEASING LIMITED			ENGLAND AND WALES	£1 00 Ordinary shares	100 00000			
4	V A G FINANCE LIMITED			ENGLAND AND WALES	£1 00 Ordinary shares	100 00000			
3	BLACK HORSE GROUP LIMITED			ENGLAND AND WALES	£1 00 Ordinary shares	100 00000			
									100 00000
4	A G FINANCE LIMITED			ENGLAND AND WALES	£0 01 Preference shares	0 00000			
					£1 00 B Ordinary shares	100 00000			
4	BLACK HORSE (TRF) LIMITED			ENGLAND AND WALES	£1 00 Ordinary shares	100 00000			
4	BLACK HORSE LIMITED #			ENGLAND AND WALES	£1 00 Ordinary shares	100 00000			
4	HEIDI FINANCE HOLDINGS (UK) LIMITED			ENGLAND AND WALES	£1 00 Ordinary shares	100 00000			
					£0 25 Ordinary shares	100 00000			
5	HYUNDAI CAR FINANCE LIMITED #			ENGLAND AND WALES	£1 00 Ordinary shares	100 00000			
					£1 00 A Ordinary shares	100 00000			
4	HYUNDAI CAR FINANCE LIMITED #			ENGLAND AND WALES	£1 00 B Ordinary shares	0 00000			100 00000
					£1 00 A Ordinary shares	0 00000			100 00000
4	INCHCAPE FINANCIAL SERVICES LIMITED			ENGLAND AND WALES	£1 00 B Ordinary shares	100 00000			
					£1 00 'A' ORDINARY OF ONE POUND shares	100 00000			
4	INTERNATIONAL MOTORS FINANCE LIMITED			ENGLAND AND WALES	£1 00 Ordinary-A shares	100 00000			
4	LONDON TAXI FINANCE LIMITED			ENGLAND AND WALES	£1 00 A Ordinary shares	100 00000			
					£1 00 B Ordinary shares	100 00000			

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Company Name										Country of Incorporation	Class of Share	% of class of shares held by the parent company	% of class of shares held by the group (if different from the parent company)	Notes	
Tier Levels															
1	2	3	4	5	6	7	8	9	10						
2	LLOYDS TSB GENERAL LEASING (NO 9) LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 000000		
2	LLOYDS TSB GROUP LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 000000		
2	LLOYDS TSB GROUP PENSION TRUST (NO 1) LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 000000		
3	PIPS ASSET INVESTMENTS LIMITED #										ENGLAND AND WALES	£1,000 00 Ordinary-A shares	0 000000	100 000000	
2	LLOYDS TSB GROUP PENSION TRUST (NO 2) LIMITED										ENGLAND AND WALES	£1,000 00 Ordinary-B shares £1 00 Ordinary shares	100 000000 100 000000		
2	LLOYDS TSB GROUP TRUSTEE SERVICES LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 000000		
2	LLOYDS TSB HEALTHCARE TRUSTEE LIMITED										ENGLAND AND WALES	£1 00 Ord shares	100 000000		
2	LLOYDS TSB HOMELOANS LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 000000		
2	LLOYDS TSB LEASING LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 000000		
3	ANGLO SCOTTISH UTILITIES PARTNERSHIP 1										ENGLAND AND WALES				
3	BIRCHCROWN FINANCE LIMITED										ENGLAND AND WALES	£0 25 6% Preference shares	100 000000		
3	C T S B LEASING LIMITED										ENGLAND AND WALES	£0 25 Ordinary Non Voting shares £1 00 Ordinary shares	100 000000 100 000000		
3	CONQUEST SECURITIES LIMITED										ENGLAND AND WALES	£0 25 6% Preference shares	100 000000		
3	HILL SAMUEL FINANCE LIMITED										ENGLAND AND WALES	£0 25 Ordinary Non Voting shares £0 25 6% Preference shares	100 000000 100 000000		
												£0 25 Ordinary Limited Voting shares	100 000000		
3	HILL SAMUEL LEASING (NO 2) LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 000000		
3	LBI LEASING LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 000000		
3	LLOYDS (NIMROD) LEASING INDUSTRIES LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 000000		
3	LLOYDS (NIMROD) MACHINERY FINANCE LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 000000		
3	LLOYDS (NIMROD) SPECIALIST FINANCE LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 000000		

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Company Name										Country of Incorporation	Class of Share	% of class of shares held by the parent company	% of class of shares held by the group (if different from the parent company)	Notes
Tier Levels														
1	2	3	4	5	6	7	8	9	10					
3										LLOYDS ASSET LEASING LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LLOYDS BANK PROPERTY COMPANY LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LLOYDS COMMERCIAL LEASING LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
4										HUAL CAROLITA LIMITED PARTNERSHIP - TREASURE				
3										LLOYDS FINANCIAL LEASING LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LLOYDS GENERAL LEASING LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LLOYDS INDUSTRIAL LEASING LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LLOYDS INVESTMENT BONDS LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
4										SILENTDALE LIMITED	ENGLAND AND WALES	£0 25 6% Preference shares	100 00000	
												£0 25 Ordinary Non Voting shares US\$1 00 Redeemable Non-voting shares	100 00000	
3										LLOYDS INVESTMENT SECURITIES LIMITED (in liquidation)	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LLOYDS INVESTMENT SECURITIES NO 5 LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
4										ST MARY'S COURT INVESTMENTS #	ENGLAND AND WALES	£1 00 Ordinary shares	99 99999	100 00000
5										CAVEMINSTER LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LLOYDS LEASING (NORTH SEA TRANSPORT) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LLOYDS LEASING DEVELOPMENTS LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LLOYDS PLANT LEASING LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LLOYDS PORTFOLIO LEASING LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LLOYDS PROJECT LEASING LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LLOYDS PROPERTY INVESTMENT COMPANY LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LLOYDS PROPERTY INVESTMENT COMPANY NO 5 LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	

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Company Name										Country of Incorporation	Class of Share	% of class of shares held by the parent company	% of class of shares held by the group (if different from the parent company)	Notes
Tier Levels														
1	2	3	4	5	6	7	8	9	10					
3										LLOYDS PROPERTY INVESTMENT COMPANY NO 3 LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LLOYDS TSB CORPORATE ASSET FINANCE (HP) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LLOYDS TSB CORPORATE ASSET FINANCE (NO 3) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LLOYDS TSB CORPORATE ASSET FINANCE (NO 4) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LLOYDS TSB CORPORATE ASSET FINANCE (NO 1) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LLOYDS TSB CORPORATE ASSET FINANCE (NO 2) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LLOYDS TSB EQUIPMENT LEASING (NO 1) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LLOYDS TSB EQUIPMENT LEASING (NO 10) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LLOYDS TSB EQUIPMENT LEASING (NO 11) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LLOYDS TSB EQUIPMENT LEASING (NO 2) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LLOYDS TSB EQUIPMENT LEASING (NO 3) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LLOYDS TSB EQUIPMENT LEASING (NO 5) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LLOYDS TSB EQUIPMENT LEASING (NO 6) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LLOYDS TSB EQUIPMENT LEASING (NO 7) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LLOYDS TSB EQUIPMENT LEASING (NO 9) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LLOYDS TSB GENERAL LEASING (NO 1) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LLOYDS TSB GENERAL LEASING (NO 10) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LLOYDS TSB GENERAL LEASING (NO 11) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LLOYDS TSB GENERAL LEASING (NO 12) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LLOYDS TSB GENERAL LEASING (NO 15) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LLOYDS TSB GENERAL LEASING (NO 17) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LLOYDS TSB GENERAL LEASING (NO 18) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	

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Company Name										Country of Incorporation	Class of Share	% of class of shares held by the parent company	% of class of shares held by the group (if different from the parent company)	Notes
Tier Levels														
1	2	3	4	5	6	7	8	9	10					
3										LLOYDS TSB GENERAL LEASING (NO 19) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LLOYDS TSB GENERAL LEASING (NO 2) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LLOYDS TSB GENERAL LEASING (NO 20) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LLOYDS TSB GENERAL LEASING (NO 21) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LLOYDS TSB GENERAL LEASING (NO 3) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LLOYDS TSB GENERAL LEASING (NO 4) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LLOYDS TSB GENERAL LEASING (NO 5) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LLOYDS TSB GENERAL LEASING (NO 6) LIMITED (applied for strike off)	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LLOYDS TSB LEASING (NO 2) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LLOYDS TSB LEASING (NO 3) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LLOYDS TSB LEASING (NO 4) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LLOYDS TSB LEASING (NO 6) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LLOYDS TSB LEASING (NO 7) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
4										BEGONIA BULK LIMITED PARTNERSHIP				
4										UNION BULK LIMITED PARTNERSHIP				
3										LLOYDS TSB LEASING (NO 8) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LLOYDS TSB MARITIME LEASING (NO 1) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LLOYDS TSB MARITIME LEASING (NO 10) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LLOYDS TSB MARITIME LEASING (NO 11) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LLOYDS TSB MARITIME LEASING (NO 12) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LLOYDS TSB MARITIME LEASING (NO 13) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LLOYDS TSB MARITIME LEASING (NO 14) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LLOYDS TSB MARITIME LEASING (NO 15) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	

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Company Name										Country of Incorporation	Class of Share	% of class of shares held by the parent company	% of class of shares held by the group (if different from the parent company)	Notes	
Tier Levels															
1	2	3	4	5	6	7	8	9	10						
2	LLOYDS TSB PENSION ABCS (NO 2) LLP										ENGLAND AND WALES				
2	LLOYDS TSB PRINT MANAGEMENT SERVICES LIMITED (in liquidation)										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
2	LLOYDS TSB PRIVATE BANKING LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
3	LLOYDS TSB FINANCIAL ADVISERS LIMITED										ENGLAND AND WALES	£1 00 A Ordinary shares	100 00000		
2	LLOYDS TSB QUEST LIMITED										ENGLAND AND WALES	£1 00 B Ordinary shares £1 00 Ordinary shares	100 00000 100 00000		
2	LLOYDS TSB REGISTRARS (ISA) NOMINEES LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
2	LLOYDS TSB REGISTRARS NOMINEES LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
2	LLOYDS TSB REGISTRARS SAVINGS NOMINEES LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
2	LLOYDS TSB SECURED FINANCE (LM) LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	20 00000		
2	LLOYDS TSB SHARE SCHEMES TRUSTEES LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
2	LLOYDS TSB STOCKBROKERS LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
3	LLOYDS BANK NOMINEES LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
3	LLOYDS BANK STOCKBROKERS (NOMINEES) LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
3	LLOYDS BANK STOCKBROKERS CLIENT NOMINEES LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
2	LLOYDS YOUR TOMORROW TRUSTEE LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
2	PERRY NOMINEES LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
2	PORTLAND FUNDING LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
3	COLEMAN STAFFORDSHIRE FUNDING LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
4	COLEMAN STAFFORDSHIRE INVESTMENTS LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
3	EASTCHEAP FUNDING LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
3	LOVAT FUNDING (HOLDINGS) LIMITED										ENGLAND AND WALES	£0 01 Ordinary shares	100 00000		

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Tier Levels														
1	2	3	4	5	6	7	8	9	10					
3	VINTRY HOLDINGS (UK) LIMITED									ENGLAND AND WALES	£0 01 Ordinary shares	100 00000		
2	R F SPENCER AND COMPANY LIMITED									ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
2	RANELAGH NOMINEES LIMITED									ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
2	SCOTTISH WIDOWS BANK plc #									SCOTLAND	£1 00 Ordinary shares	100 00000		
2	SCOTTISH WIDOWS GROUP LIMITED #									SCOTLAND	£0 01 Class A Floating Rate Convertible Redeemable Preference Shares	0 00000	100 00000	
											£0 01 Class A Ordinary Shares	100 00000		
											£0 00 Class B Ordinary Shares	0 00000	100 00000	
											£0 01 Preference shares	0 00000	100 00000	
											£1 00 Ordinary shares	100 00000		
3	LLOYDS TSB FINANCIAL SERVICES LIMITED									ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
4	HILL SAMUEL INVESTMENT SERVICES GROUP LIMITED (in liquidation)									ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
5	HSLA RESIDUAL ASSETS LIMITED (in liquidation)									ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
4	SW (NO 3) LIMITED									ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
3	LLOYDS TSB GENERAL INSURANCE HOLDINGS LIMITED									ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
4	HALIFAX GENERAL INSURANCE SERVICES LIMITED									ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
4	HBOS GI PLC (in liquidation) #									ENGLAND AND WALES	£1 00 'A' ORDINARY shares	100 00000		
											£1 00 'B' ORDINARY shares	100 00000		
5	MENTOR PROFESSIONAL SERVICES LIMITED (in liquidation) #									ENGLAND AND WALES	£1 00 'C' Ordinary shares	100 00000	100 00000	
4	LLOYDS TSB GENERAL INSURANCE LIMITED									ENGLAND AND WALES	£1 00 ORDINARY shares	0 00050	100 00000	
4	LLOYDS TSB INSURANCE SERVICES LIMITED									ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
5	LLOYDS TSB INSURANCE SERVICES (DIRECT) LIMITED									ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
4	ST ANDREW'S GROUP PLC #									ENGLAND AND WALES	£1 00 ORDINARY shares	100 00000		
5	MENTOR PROFESSIONAL SERVICES LIMITED (in liquidation) #									ENGLAND AND WALES	£1 00 ORDINARY shares	99 99950	100 00000	
6	ST ANDREW'S SHELL COMPANY LIMITED (in liquidation)									ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		

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Company Name									
Tier Levels									
1	2	3	4	5	6	7	8	9	10
4	ST ANDREW'S INSURANCE PLC #								
									</

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Company Name Tier Levels 1 2 3 4 5 6 7 8 9 10	Country of Incorporation	Class of Share	% of class of shares held by the parent company	% of class of shares held by the group (if different from the parent company)	Notes
6	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		CLERICAL MEDICAL (DARTFORD NUMBER 3) LIMITED
6	ENGLAND AND WALES	£1 00 Ordinary shares	99 99999	100 00000	CLERICAL MEDICAL FORESTRY LIMITED #
6	ENGLAND AND WALES	£1 00 ORDINARY shares	99 99980	100 00000	CLERICAL MEDICAL MANAGED FUNDS LIMITED #
7	ENGLAND AND WALES				DELANCEY ROLLS UK LIMITED #
6	ENGLAND AND WALES	£1 00 ORDINARY shares	99 99995	100 00000	CLERICAL MEDICAL PROPERTIES LIMITED #
6	ENGLAND AND WALES				DELANCEY ARNOLD UK LIMITED
6	ENGLAND AND WALES				DELANCEY ROLLS UK LIMITED #
6	ENGLAND AND WALES	£100 00 ORDINARY shares	80 00000		GENERAL REVERSIONARY AND INVESTMENT COMPANY
6	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		HALIFAX LIFE LIMITED
7	ENGLAND AND WALES				DELANCEY ROLLS UK LIMITED #
7	ENGLAND AND WALES	£1 00 ORDINARY shares	100 00000		ST ANDREW'S LIFE ASSURANCE PLC #
6	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		OYSTERCATCHER RESIDENTIAL LIMITED
7	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		OYSTERCATCHER NOMINEES LIMITED
7	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		OYSTERCATCHER RESIDENTIAL ONE LIMITED
6	ENGLAND AND WALES				ROLLS DEVELOPMENT UK LIMITED
6	ENGLAND AND WALES				YORK & BECKET NOMINEES LIMITED
6	ENGLAND AND WALES				YORK & BECKET NOMINEES NO 3 LIMITED
6	ENGLAND AND WALES				YORK & BECKET NOMINEES NO 4 LIMITED
5	ENGLAND AND WALES	£0 05 Ordinary shares	100 00000		DALROAD 1 plc (in liquidation) #
5	ENGLAND AND WALES	£1 00 Ord shares	100 00000		FONTVIEW LIMITED
5	SCOTLAND				GENERAL PRIVATE EQUITY LIMITED PARTNERSHIP
5	SCOTLAND				HEALTHCARE PRIVATE EQUITY LIMITED PARTNERSHIP

= Company is multi-owned within group

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Company Name										Country of Incorporation	Class of Share	% of class of shares held by the parent company	% of class of shares held by the group (if different from the parent company)	Notes	
Tier Levels															
1	2	3	4	5	6	7	8	9	10						
5	THE GREAT WIGMORE PARTNERSHIP (GP) LIMITED										ENGLAND AND WALES				
6	GREAT WIGMORE PROPERTY LIMITED										England	£1 00 Ordinary shares	100 00000		
3	SCOTTISH WIDOWS INVESTMENT PARTNERSHIP GROUP LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
4	LLOYDS TSB INVESTMENTS LIMITED										SCOTLAND	£1 00 Ordinary shares	100 00000		
4	SCOTTISH WIDOWS INVESTMENT PARTNERSHIP LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
5	AIRPORT INDUSTRIAL GP LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
6	AIRPORT INDUSTRIAL NOMINEES B LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
6	AIRPORT INDUSTRIAL NOMINEES LIMITED										ENGLAND AND WALES	£1 00 Ordinary £1 shares	100 00000		
6	UNITAIR LIMITED PARTNERSHIP #										ENGLAND AND WALES				
5	BEDFONT LAKES BUSINESS PARK (GP1) LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
6	BLBP 1 LIMITED (in liquidation)										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
6	BLBP 2 LIMITED (in liquidation)										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
5	BEDFONT LAKES BUSINESS PARK (GP2) LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
6	BLBP 3 LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
6	BLBP 4 LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
5	SCOTTISH WIDOWS PROPERTY PARTNERS (SPF) LIMITED										SCOTLAND	£1 00 Ordinary shares	100 00000		
5	UNITAIR GENERAL PARTNER LIMITED										ENGLAND AND WALES	£1 00 Ordinary-A shares	100 00000		
6	UNITAIR LIMITED PARTNERSHIP #										ENGLAND AND WALES				
4	SWIP FUND MANAGEMENT LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
4	SWIP MULTI-MANAGER FUNDS LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
4	WAVERLEY GENERAL PRIVATE EQUITY LIMITED										SCOTLAND	£1 00 Ordinary shares	100 00000		
4	WAVERLEY HEALTHCARE PRIVATE EQUITY LIMITED										SCOTLAND	£1 00 Ordinary shares	100 00000		
3	TARGET HOLDINGS LIMITED										ENGLAND AND WALES	£0 01 A Ordinary shares	100 00000		
												£1 00 B Ordinary shares	100 00000		
												£1 00 C Ordinary shares	100 00000		

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Company Name										Country of Incorporation	Class of Share	% of class of shares held by the parent company	% of class of shares held by the group (if different from the parent company)	Notes
Tier Levels	1	2	3	4	5	6	7	8	9	10				
2											ENGLAND AND WALES	£1 00 Deferred shares £1 00 Ordinary shares	100 00000 100 00000	
2											ENGLAND AND WALES	£1 00 Ordinary shares	99 99999	100 00000
3											ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
2											ENGLAND AND WALES	£1 00 Ordinary shares	99 00000	100 00000
2											ENGLAND AND WALES	£1 00 Ordinary shares	36 00000	
2											ENGLAND AND WALES	£1 00 Non Voting shares	100 00000	
3											ENGLAND AND WALES	£1 00 Ordinary shares £1 00 Ordinary shares	100 00000 100 00000	
3											ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3											ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3											ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
2											ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
2											ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
2											ENGLAND AND WALES	£1 00 Special Rights Redeemable Pref shares £1 00 Ordinary shares	100 00000 100 00000	
3											ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3											ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
2											ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
2											ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3											ENGLAND AND WALES	£1 00 Ordinary shares	50 00000	100 00000
3											ENGLAND AND WALES	£1 00 Ordinary shares		
2											ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
2											ENGLAND AND WALES	£1 00 Ordinary shares		

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Company Name

Tier Levels

1 2 3 4 5 6 7 8 9 10

Country of Incorporation	Class of Share	% of class of shares held by the parent company	% of class of shares held by the group (if different from the parent company)	Notes
ENGLAND AND WALES	£1 00 Ordinary shares	0 00044	100 00000	
ENGLAND AND WALES	£1 00 Ordinary shares	0 00002	100 00000	
ENGLAND AND WALES	£1 00 Ordinary shares	0 00001	100 00000	
ENGLAND AND WALES	£1 00 ORDINARY shares	0 00020	100 00000	
ENGLAND AND WALES	£1 00 ORDINARY shares	0 00005	100 00000	
ENGLAND AND WALES	£0 05 Ordinary shares	0 00000	100 00000	
ENGLAND AND WALES	£1 00 'A' ORDINARY shares	0 00000	100 00000	
ENGLAND AND WALES	£1 00 'B' ORDINARY shares	0 00000	100 00000	
ENGLAND AND WALES	£1 00 'C' Ordinary shares	0 00000	100 00000	
ENGLAND AND WALES	£1 00 Ordinary shares	0 00000	100 00000	
ENGLAND AND WALES	£1 00 ORDINARY shares	0 00001	100 00000	
SCOTLAND	£0 25 7 875% Non-cumulative Callable Preference shares	100 00000		
	US\$0 25 5 92% Non-Cumulative Fixed/Floating Rate Callable Preference shares	100 00000		
	US\$0 25 6 413% Non-Cumulative Fixed/Floating Rate Callable Preference shares	100 00000		
	US\$0 25 6 657% Non-Cumulative Fixed/Floating Rate Callable Preference shares	100 00000		
	US\$0 25 7 875% Non-Cumulative Callable Preference shares	100 00000		
	US\$0 25 Fixed/Floating Rate Non-Cumulative Callable Preference shares	100 00000		
ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		

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Company Name										Country of Incorporation	Class of Share	% of class of shares held by the parent company	% of class of shares held by the group (if different from the parent company)	Notes
Tier Levels														
1	2	3	4	5	6	7	8	9	10					
3	LLOYDS TSB BANK plc #									ENGLAND AND WALES	£1 00 Ordinary shares	1 00000	100 00000	
3	LLOYDS TSB FILM DISTRIBUTION COMPANY #									ENGLAND AND WALES				
3	SCOTTISH WIDOWS BANK plc #									SCOTLAND	£1 00 Ordinary shares	0 00000	100 00000	
3	SCOTTISH WIDOWS FINANCIAL SERVICES HOLDINGS #									SCOTLAND	£0 01 Ordinary shares	0 00000	100 00000	
3	SCOTTISH WIDOWS PLC #									SCOTLAND	£1 00 Ordinary Shares	0 00000	100 00000	
3	ST ANDREW'S GROUP PLC #									ENGLAND AND WALES	£1 00 Ordinary shares	0 00000	100 00000	
3	ST ANDREW'S INSURANCE PLC #									ENGLAND AND WALES	£1 00 ORDINARY shares	0 00000	100 00000	
3	ST ANDREW'S LIFE ASSURANCE PLC #									ENGLAND AND WALES	£1 00 ORDINARY shares	0 00000	100 00000	
3	ST MARY'S COURT INVESTMENTS #									ENGLAND AND WALES	£1 00 Ordinary shares	0 00001	100 00000	
3	THE AGRICULTURAL MORTGAGE CORPORATION PLC #									ENGLAND AND WALES	£1 00 Ordinary shares	0 00001	100 00000	
3	THREE COPTHALL AVENUE LIMITED #									ENGLAND AND WALES	£1 00 Ordinary shares	1 00000	100 00000	
2	TSB HILL SAMUEL BANK HOLDING COMPANY LIMITED									ENGLAND AND WALES	£0 25 Ordinary shares	100 00000		
2	TSB INTERMEDIATE COMPANY 1 LIMITED									ENGLAND AND WALES				
3	TSB INTERMEDIATE COMPANY 2 LIMITED									ENGLAND AND WALES	£1 00 ORDINARY shares	100 00000		
4	LLOYDS TSB SCOTLAND plc									SCOTLAND	£1 00 Ordinary shares	100 00000		
5	TSB SCOTLAND (INVESTMENT) NOMINEES LIMITED									SCOTLAND	£1 00 Ordinary shares	100 00000		
5	TSB SCOTLAND NOMINEES LIMITED									SCOTLAND	£1 00 Preference shares	100 00000		
2	TSB SERVICES (NO 2) LIMITED									ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
2	TSB SERVICES (NO 3) LIMITED									ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
2	TSB SERVICES (NO 4) LIMITED									ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
2	VOCALINK HOLDINGS LIMITED #									ENGLAND AND WALES	£1 00 10% Non Cumulative Pref shares	100 00000		
2	WARD NOMINEES (ABINGDON) LIMITED									ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
													27 11109	
													33 47291	

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Company Name									
Tier Levels									
1	2	3	4	5	6	7	8	9	10
Country of Incorporation									
Class of Share									
Notes									
% of class of shares held by the parent company % of class of shares held by the group (if different from the parent company)									
2	WARD NOMINEES (BIRMINGHAM) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000					
2	WARD NOMINEES (BRISTOL) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000					
2	WARD NOMINEES LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000					
2	WEST NOMINEES LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000					