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COMPANIES FORM No. 88(3)
Particulars of a contract
relating to shares allotted
as fully or partly paid up
otherwise than in cash

88(3)

Please do not
write in
this margin

Pursuant to section 88(3) of the Companies Act 1985

*Please complete
legibly, preferably
in black type, or
bold block lettering*

**Note: This form is only for use when the contract
has not been reduced to writing**

To the Registrar of Companies
(address overleaf)

For official use

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Company number

2065



*Please do not
write in the space
below. For Inland
Revenue use only*

The particulars must be stamped with the same stamp duty as would have been payable if the contract had been reduced to writing. A reduced rate of ad valorem duty may be available if this form is properly certified at the appropriate amount.

Name of company

* insert full name
of company

* LLOYDS TSB BANK plc

gives the following particulars of a contract which has not been reduced to writing

1 The number of shares allotted as fully or partly paid up otherwise than in cash	70,000,000
2 The nominal value of each such share	£ 1 00
3a The amount of such nominal value to be considered as paid up on each share otherwise than in cash	£ 1 00
b The value of each share allotted i.e. the nominal value and any premium	£ 30 73
c The amount to be considered as paid up in respect of b	£ 30 73
4 If the consideration for the allotment of such shares is services, or any consideration other than that mentioned below in 8, state the nature and amount of such consideration, and the number of shares allotted	-

Presenter's name address and
reference (if any) :

For official Use

Capital Section

Post room



5 If the allotment is a bonus issue, state the amount of reserves capitalised in respect of this issue	£ -	
6 If the allotment is made in consideration of the release of a debt, e.g., a director's loan account, state the amount released	£ -	
7 If the allotment is made in connection with the conversion of loan stock, state the amount of stock converted in respect of this issue	£ -	
8 If the allotment is made in satisfaction or part satisfaction of the purchase price of property, give below:		
<p>a brief description of property:</p> <p style="text-align: center;">See attached</p>		
<p>b full particulars of the manner in which the purchase price is to be satisfied</p> <p>Amount of consideration payable in cash or bills</p> <p>Amount of consideration payable in debentures, etc</p> <p>Amount of consideration payable in shares</p> <p><i>Liabilities of the vendor assumed by the purchaser:</i></p> <p>Amount due on mortgages of freeholds and/or leaseholds including interest to date of sale</p> <p>Hire purchase etc debts in respect of goods acquired</p> <p>Other liabilities of the vendor,</p> <p>Any other consideration</p>	<p style="text-align: right;">£</p> <p style="text-align: right;">-</p> <p style="text-align: right;">-</p> <p style="text-align: right;">2,151,278,401</p> <p style="text-align: right;">-</p> <p style="text-align: right;">-</p> <p style="text-align: right;">-</p> <p style="text-align: right;">-</p> <p style="text-align: right;">2,151,278,401</p>	<p style="text-align: right;">p</p> <p style="text-align: right;">00</p> <p style="text-align: right;">00</p>

Please do not write in this margin

* Where such properties are sold subject to mortgage, the gross value should be shown

9 Give full particulars in the form of the following table, of the property which is the subject of the sale, showing in detail how the total purchase price is apportioned between the respective heads:

	£
Legal estates in freehold property and fixed plant and machinery and other fixtures thereon*	—
Legal estates in leasehold property*	—
Fixed plant and machinery on leasehold property (including tenants' trade and other fixtures)	—
Equitable interests in freehold or leasehold property*	—
Loose plant and machinery, stock-in-trade and other chattels (plant and machinery should not be included under this head unless it was in actual state of severance on the date of the sale)	—
Goods, wares and merchandise subject to hire purchase or other agreements (written down value)	—
Goodwill and benefit of contracts	—
Patents, designs, trademarks, licences, copyrights, etc.	—
Book and other debts	—
Cash in hand and at bank on current account, bills, notes, etc	—
Cash on deposit at bank or elsewhere	—
Shares, debentures and other investments	2,151,278,401
Other property	—
	2,151,278,401

± Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed



Designation ±
Deputy Secretary

13 August 99 Date

§ This certificate must be signed by the persons to whom the shares have been allotted, as well as by an officer of the company.

Certificate of value §

It is certified that the transaction effected by the contract does not form part of a larger transaction or series of transactions in respect of which the amount or value, or aggregate amount or value, of the consideration exceeds £

Signed

Date

Signed

Date

Notes

The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB

SCHEDULE ATTACHED TO FORM 88(3) DATED 13.8.99.

2 ordinary shares of £1 each in Amberdate Limited

99,997 ordinary shares of £1 each in Dover Investments Limited

120 "A" ordinary shares of £1 each and 49,760 "C" ordinary shares of £1 each in First
Debenture Finance Plc

325,500,000 ordinary shares of £1 each in Hill Samuel Bank Limited

500,100 ordinary shares of £1 each in Hill Samuel Insurance & Shipping Holdings Limited

1,000,000 ordinary shares of £1 each in IAI International Limited

1,600,000 ordinary shares of £1 each in Lloyds TSB Bank Insurance Brokers Limited

750,830,484 ordinary shares of 5p each in Lloyds TSB Financial Services Holdings plc

91 ordinary shares of £1 each in Lloyds TSB Offshore Pension Trust Limited

99 ordinary shares of £1 each in Three Copthall Avenue Limited

3,000,100 non voting shares of £1 each and 1,419,610 ordinary shares of £1 each in Trustee
Savings Banks (Holdings) Limited

1,262,499,999 ordinary shares of £1 each in TSB Bank plc

59,999,999 ordinary shares of £1 each in TSB Commercial Holdings plc

400 shares of NLG 100 each in TSB Finance BV

994 "A" ordinary shares of £1 each, 1,000 "B" ordinary shares of £1 each and 8,000 "C"
ordinary shares of £1 each in TSB Group Holdings (Jersey) Limited

2 ordinary shares of £1 each in TSB Group Nominees Limited

100 ordinary shares of £1 each in Lloyds TSB Group Pension Trust (No.2) Limited

399,999,999 ordinary shares of 25p each in TSB Hill Samuel Bank Holding Company plc

2 ordinary shares of £1 each in Lloyds TSB Group Trustee Services Limited

A handwritten signature in black ink, appearing to read 'M. Fisher', located in the bottom right corner of the document.