

CAPITAL 1945 LIMITED
DIRECTORS' REPORT AND FINANCIAL STATEMENTS
31 DECEMBER 2011

Registered office

Charterhall House
Charterhall Drive
Chester CH88 3AN

Registered number

392902

Directors

H F Baines
HBOS Directors Limited

Company Secretary

Lloyds Secretaries Limited



Member of Lloyds Banking Group

CAPITAL 1945 LIMITED

REGISTERED NUMBER: 392902

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2011

Principal activities and business review

Capital 1945 Limited ("the Company") is a limited company incorporated and domiciled in England and Wales

During the year ended 31 December 2011, the Company did not trade or incur any liabilities and consequently has made neither profit nor loss

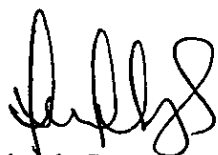
Directors

The names of the present directors of the Company are shown on the cover

The following changes have taken place during the year and since the year end

Lloyds Secretaries Limited (resigned from director position on 18 March 2011)

On behalf of the Board



Lloyds Secretaries Limited
Company Secretary

26 June 2012

CAPITAL 1945 LIMITED

BALANCE SHEET AT 31 DECEMBER 2011

	Note	2011 £m	2010 £m
Assets			
Amounts due to other group undertakings		-	-
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Total Assets		-	-
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Equity			
Share capital	2	70	70
Share premium		3	3
Statutory reserve	3	(73)	(73)
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Total equity		-	-
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For the year ended 31 December 2011, the Company was entitled to exemption from audit under section 480 of the Companies Act 2006 (the "Act") relating to dormant companies

Directors' responsibilities

- The members have not required the Company to obtain an audit of its accounts for the year in question in accordance with section 476, and
- The directors acknowledge their responsibilities for complying with the requirement of the Act with respect to accounting records and the preparation of accounts

The financial statements on pages 2 to 4 were approved by the board of directors on 26 June 2012 and signed on its behalf by



H F Baines
Director

The accompanying notes are an integral part of the financial statements

CAPITAL 1945 LIMITED

Notes to the financial statements for the year ended 31 December 2011

1. Accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. The financial statements have been prepared under the historical cost convention, in compliance with the requirements of the Companies Act 2006 and in accordance with applicable International Financial Reporting Standards (IFRS). There are no accounting policies where the use of assumptions and estimates are determined to be significant to the financial statements.

A Statement of comprehensive income, a Statement of changes in equity and a Cash flow statement are not presented in these financial statements as these would show £nil amounts for the current and preceding financial years.

2. Share capital

	2011 £m	2010 £m
Allotted, issued and fully paid 70,000,000 ordinary shares of £1 each	70	70

The authorised share capital of the Company was £110,000,000 divided into 110,000,000 ordinary shares of £1 each.

3. Statutory reserve

	2011 £m	2010 £m
Statutory reserve	73	73

The statutory reserve deficit arises on the transfer of the assets and liabilities under the HBOS Group Reorganisation in 2007.

CAPITAL 1945 LIMITED

Notes to the financial statements for the year ended 31 December 2011 (continued)

4. Related party transactions

The Company's immediate parent company is Bank of Scotland plc. The company regarded by the directors as the ultimate parent company is Lloyds Banking Group plc, a limited liability company incorporated and domiciled in Scotland, which is also the parent undertaking of the largest group of undertakings for which group accounts are drawn up and of which the Company is a member. Bank of Scotland plc is the parent undertaking of the smallest such group of undertakings. Copies of the group accounts of both companies may be obtained from Group Secretariat, Lloyds Banking Group plc, 25 Gresham Street, London EC2V 7HN.

The Company's related parties include other companies in the Lloyds Banking Group, pension schemes of the Company's ultimate parent company and the Company's key management personnel. Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, which is determined to be the Company's directors.

There were no transactions between the Company and key management personnel during the current or preceding year.

Key management personnel are employed by other companies in the Lloyds Banking Group and consider that their services to the Company are incidental to their other activities within the group.