

BLUEPRINT

OneWorld

000484/30

363a

Please complete in typescript,
or in bold black capitals.

Annual Return

CHFP010

Company Number

2065

Company Name in full

LLOYDS TSB BANK plc

Date of this return

The information in this return is made up
to

Day Month Year

0 9 0 5 2 0 0 5

Date of next return

If you wish to make your next return to a
date earlier than the anniversary of this
return please show the date here.

Companies House will then send a form
at the appropriate time.

Day Month Year

Registered Office

Show here the address at the date of
this return.

25 GRESHAM STREET

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

Post town

LONDON

County / Region

UK Postcode

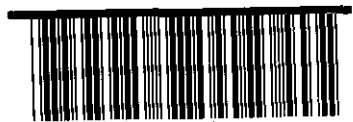
EC2V 7HN

Principal business activities

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

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

BANKING AND FINANCIAL SERVICES

A35
COMPANIES HOUSE

A837E5CN

0464
17/05/05

Form April 2002

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

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

or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Register of members

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

Post town

County / Region

UK Postcode

Register of Debenture holders

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

Post town

County / Region

UK Postcode

Company type

Public limited company

☒

Private company limited by shares

Private company limited by guarantee without share capital

Private company limited by shares exempt under section 30

Private company limited by guarantee exempt under section 30

Private unlimited company with share capital

Private unlimited company without share capital

Please tick the appropriate box

Company Secretary

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

* Voluntary details.

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

Name

* Style / Title

Mr

Forename(s)

ALASTAIR JOHN

Surname

MICHIE

Address ††

14 MARLYNS CLOSE, BURPHAM

Post town

GUILDFORD

County / Region

SURREY

UK Postcode

GU4 7LR

Country

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

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

Directors*Please list directors in alphabetical order.***Details of new directors must be notified on form 288a**

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

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

Name	* Style / Title	Mr	
		Day	Month
		Year	
	Date of birth	1	9
		0	4
		1	9
		4	2
	Forename(s)	MAARTEN ALBERT VAN DEN	
	Surname	BERGH	
☒	Address ††	SHELL CENTRE	
	Post town	LONDON	
	County / Region		UK Postcode
			SE1 7NA
	Country		Nationality
			Dutch
	Business occupation	CHAIRMAN	

* Voluntary details.

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

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

Name	* Style / Title	Dr	
		Day	Month
		Year	
	Date of birth	1	3
		1	0
		1	9
		4	2
	Forename(s)	WOLFGANG CHRISTIAN GEORG	
	Surname	BERNDT	
☒	Address ††	25 GRESHAM STREET	
	Post town	LONDON	
	County / Region		UK Postcode
			EC2V 7HN
	Country		Nationality
			Austrian
	Business occupation	DIRECTOR	

Directors

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

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

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Name

* Style / Title

Mr

Day Month Year

Date of birth

2 3 0 3 1 9 4 2

Forename(s)

EWAN

Surname

BROWN

☐ Address ††

48 QUEEN STREET

Post town

EDINBURGH

County / Region

MIDLOTHIAN

UK Postcode

EH2 3NR

Country

Nationality

British

Business occupation

DIRECTOR

* Voluntary details.

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

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Name

* Style / Title

Mr

Day Month Year

Date of birth

1 4 0 8 1 9 5 1

Forename(s)

JOHN ERIC

Surname

DANIELS

☒

Address ††

25 GRESHAM STREET

Post town

LONDON

County / Region

UK Postcode

EC2V 7HN

Country

Nationality

AMERICAN

Business occupation

DIRECTOR

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Directors*Please list directors in alphabetical order.***Details of new directors must be notified on form 288a**

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Name	* Style / Title	Mr	
		Day	Month
		Year	
	Date of birth	1	7
		0	6
		1	9
		4	8
	Forename(s)	MICHAEL EDWARD	
	Surname	FAIREY	
☐	Address ††	CHURCHFIELDS HOUSE, HITCHIN ROAD	
	Post town	CODICOTE	
	County / Region	HERTFORDSHIRE	UK Postcode SG4 8TH
	Country		Nationality British
	Business occupation	DIRECTOR	

* Voluntary details.

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

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Name	* Style / Title	Mr	
		Day	Month
		Year	
	Date of birth	0	7
		0	9
		1	9
		4	1
	Forename(s)	GAVIN JOHN NORMAN	
	Surname	GEMMELL	
☐	Address ††	14 MIDMAR GARDENS	
	Post town	EDINBURGH	
	County / Region	MIDLOTHIAN	UK Postcode EH10 6DZ
	Country		Nationality British
	Business occupation	DIRECTOR	

Directors

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

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

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Name

* Style / Title

Sir

Day Month Year

Date of birth

1 4 1 2 1 9 4 8

Forename(s)

JULIAN MICHAEL

Surname

HORN-SMITH

☒

Address ††

25 GRESHAM STREET

Post town

LONDON

County / Region

UK Postcode

EC2V 7HN

Country

Nationality

British

Business occupation

DIRECTOR

* Voluntary details.

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

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Name

* Style / Title

Dr

Day Month Year

Date of birth

1 4 0 4 1 9 4 9

Forename(s)

DEANNE SHIRLEY

Surname

JULIUS

☐

Address ††

TANGLEWOOD, COBHAM ROAD, FETCHAM

Post town

LEATHERHEAD

County / Region

SURREY

UK Postcode

KT22 9SJ

Country

Nationality

AMERICAN/BRITISH

Business occupation

DIRECTOR

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Directors

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

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Name	* Style / Title	Mr	
		Day	Month
		Year	
	Date of birth	1	6
		0	6
		1	9
		5	2
	Forename(s)	ARCHIBALD GERARD	
	Surname	KANE	
☐	Address ††	FLAT 25, OLD SUN WHARF, NO.40 NARROW STREET, LIMEHOUSE	
	Post town	LONDON	
	County / Region		UK Postcode
			E14 8DG
	Country		Nationality
			British
	Business occupation	DIRECTOR	

* Voluntary details.

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

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Name	* Style / Title	Mrs	
		Day	Month
		Year	
	Date of birth	3	1
		1	0
		1	9
		5	0
	Forename(s)	ANGELA ANN	
	Surname	KNIGHT	
☒	Address ††	25 GRESHAM STREET	
	Post town	LONDON	
	County / Region		UK Postcode
			EC2V 7HN
	Country		Nationality
			British
	Business occupation	DIRECTOR	

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Directors

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

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

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Name	* Style / Title	MR	
		Day	Month
		Year	
	Date of birth	1	5
		0	5
		1	9
		5	0
	Forename(s)	GEORGE TRUETT	
	Surname	TATE	
☒	Address ††	25 GRESHAM STREET	
	Post town	LONDON	
	County / Region		UK Postcode EC2V 7HN
	Country		Nationality AMERICAN
	Business occupation	DIRECTOR	

* Voluntary details.

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

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Name	* Style / Title	Mrs	
		Day	Month
		Year	
	Date of birth	1	7
		0	8
		1	9
		6	2
	Forename(s)	HELEN ALISON	
	Surname	WEIR	
☒	Address ††	25 GRESHAM STREET	
	Post town	LONDON	
	County / Region		UK Postcode EC2V 7HN
	Country		Nationality British
	Business occupation	DIRECTOR	

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Issued share capital

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

Class (e.g. Ordinary/Preference)	Number of shares issued	Aggregate Nominal Value (i.e. Number of shares issued multiplied by nominal value per share, or total amount of stock)
6% non-cumulative redeemable preference	100	£100.00
Cum Floating Rate Preference Shs	0	£0.00
Ordinary	1,541,680,932	£1,541,680,932.00
Totals	1,541,681,032	1,541,681,032.00

List of past and present shareholders

(use attached schedule where appropriate)

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

There were no changes in the period

☒

on paper

in another format

A list of changes is enclosed

☐☐

A full list of shareholders is enclosed

☒☐**Certificate**

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

Signed



Date

13th May 2005

† Please delete as appropriate.

† ~~a director~~ / secretary

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

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

This return includes

2

continuation sheets.

(enter number)

ALASTAIR MICHIE, 25 GRESHAM STREET, LONDON, EC2V 7HN

Tel

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DX number

DX exchange

List of past and present shareholders

Schedule to form 363a

CHFP010

Company Number | 2065

Company Name in full | LLOYDS TSB BANK plc

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

Shareholders' details	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred	Shares or amount of stock transferred (if appropriate) Date of registration of transfer
Name LLOYDS TSB GROUP plc Address HENRY DUNCAN HOUSE, 120 GEORGE STREET, EDINBURGH, MIDLOTHIAN UK postcode EH2 4LH	£1.00 6% non-cumulative redeemable preference Shares Held 100		
Name Address UK postcode			
Name Address UK postcode			

List of past and present shareholders Schedule to form 363a

CHFP010

Company Number | 2065

Company Name in full | LLOYDS TSB BANK plc

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

Shareholders' details	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred	Shares or amount of stock transferred (if appropriate) Date of registration of transfer
Name TSB GROUP NOMINEES LIMITED Address 25 GRESHAM STREET, LONDON UK postcode EC2V 7HN	£1.00 Ordinary Shares Held 1		
Name BARROW, PLATT & COMPANY LIMITED Address 25 GRESHAM STREET, LONDON UK postcode EC2V 7HN	£1.00 Ordinary Shares Held 1		
Name LLOYDS TSB GROUP plc Address HENRY DUNCAN HOUSE, 120 GEORGE STREET, EDINBURGH, MIDLOTHIAN UK postcode EH2 4LH	£1.00 Ordinary Shares Held 1,541,680,930		

Companies Act 1985 - Schedule 5

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				
2	ABBEY LIFE CONSTRUCTION LIMITED									England	£1.00 Ordinary shares	100.000		
2	ABL REALISATIONS LIMITED (IN LIQ)									England	£1.00 Ordinary shares	30.000		
2	AMBERDATE LIMITED									England	£1.00 Ordinary shares	100.000		
											£1.00 Preference shares	100.000		
3	HILL SAMUEL LIFE ASSURANCE LIMITED									England	£1.00 1% Non Cum Deferred £1 shares	100.000		
											£1.00 10% Non Cum Participating & Pref £1 Shs shares	100.000		
											£1.00 5% Non Cum Redeemable Part & Pref £1 Shs shares	100.000		
											£1.00 7% Non Cum Redeemable Pref £1 shares	100.000		
											£0.10 Ordinary shares	100.000		
3	KINDFORD LIMITED									England	£1.00 Ordinary shares	100.000		
3	RETAIL REVIVAL (BURGESS HILL) INVESTMENTS LIMITED									England	£1.00 Ordinary shares	100.000		
3	RETAIL REVIVAL (STRATFORD) INVESTMENTS LIMITED									England	£1.00 Ordinary shares	100.000		
3	RETAIL REVIVAL (TROWBRIDGE) INVESTMENTS LIMITED									England	£1.00 Ordinary shares	100.000		
3	TARGET INVESTMENT HOLDINGS LIMITED									England	£1.00 1% Non Cum Deferred £1 shares	100.000		
											£1.00 10% Non Cum Participating & Pref £1 Shs shares	100.000		
3	TSB MORTGAGES LIMITED									England	£0.10 Ordinary shares	100.000		
3	VALKYRIE MOTOR HOLDINGS LIMITED									England	£1.00 Ordinary shares	100.000		
2	BARROW, PLATT & COMPANY LIMITED									England	£1.00 Ordinary shares	100.000		
2	BAX' FINANCE B.V.									Netherlands	£1.00 Ordinary shares	100.000		
2	BIRMINGHAM TECHNOLOGY LIMITED									England	€ Ordinary shares	100.000		
2	BLACK HORSE PROPERTY SERVICES LIMITED									England	£1.00 Ordinary shares	100.000		
2	BOLTRO NOMINEES LIMITED									England	£1.00 Ordinary shares	100.000		
2	C. WINTHER & CO., LIMITED									England	£1.00 B Ordinary shares	97.849	100.000	
2	CARDNET MERCHANT SERVICES LIMITED #									England	£1.00 Ordinary shares	100.000		
2	CASHPOINT LIMITED									United States	US\$1.00 Common Stock Us\$1 shares	50.001		
2	CHESHIRE FUNDING MANAGEMENT LLC									United States	US\$1.00 Common Stock Us\$1 shares	100.000		
3	CHESHIRE FUNDING LLC									United States	US\$1.00 Common Stock Us\$1 shares	100.000		
2	COX & CO.									England	£1.00 Ordinary shares	100.000		

Company limited by guarantee

= Company is multi-owned within group

11/05/2005

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 BANK (PICCADILLY) NOMINEES LIMITED										England	£1.00 Ordinary shares	100.000		
2	LLOYDS BANK (STOCK EXCHANGE BRANCH) NOMINEES LIMITED										England	£1.00 Ordinary shares	100.000		
2	LLOYDS BANK FACTORS LIMITED										England	£1.00 Ordinary shares	100.000		
2	LLOYDS BANK FINANCIAL SERVICES (HOLDINGS) LIMITED										England	£1.00 Ordinary shares	100.000		
3	CHELTENHAM & GLOUCESTER plc #										England	£1.00 Ordinary shares	100.000		
4	C & G CHANNEL ISLANDS LIMITED										Guernsey	£ Ordinary shares	100.000		
4	C & G FINANCIAL SERVICES LIMITED										England	£1.00 Ordinary shares	100.000		
4	C & G HOMES LIMITED										England	£1.00 Ordinary shares	100.000		
4	C&G ESTATE AGENTS LIMITED										England	£1.00 Ordinary shares	100.000		
4	C&G PROPERTY HOLDINGS LIMITED										England	£1.00 Ordinary shares	100.000		
4	CENTRAL MORTGAGE FINANCE LIMITED										England	£1.00 Ordinary shares	100.000		
4	LLOYDS TSB MORTGAGES LIMITED										England	£1.00 Ordinary shares	100.000		
3	CHESHIRE HOLDINGS (AMERICA) LLC #										United States	US\$0.01 \$ 0.01 Redeemable Preference shares	0.000	100.000	
												US\$1.00 (Us Dollar) shares	100.000		
												£1.00 Redeemable Preference £1 shares	100.000		
3	CHESHIRE HOLDINGS EUROPE LIMITED										Jersey	£1.00 Ordinary shares	100.000		
3	COLEMAN STAFFORDSHIRE FUNDING LIMITED										England	£1.00 Ordinary shares	100.000		
4	COLEMAN STAFFORDSHIRE INVESTMENTS LIMITED										England	£1.00 Ordinary shares	100.000		
3	EASTCHEAP FUNDING LIMITED										England	£1.00 Ordinary shares	100.000		
												US\$1.00 (Us Dollar) shares	100.000		
4	EASTCHEAP INVESTMENTS (CAYMAN) LIMITED										Cayman Islands	US\$0.01 (Us Dollar) shares	100.000		
3	LLOYDS TSB FINANCE INVESTMENTS (CAYMAN) LIMITED #										Cayman Islands	£1.00 A Ordinary shares	0.000	100.000	
												£1.00 B Ordinary shares	100.000		
												£1.00 Preference shares	0.000		
3	LLOYDS TSB GATWICKSTRAAT (NO.1) B.V.										Netherlands	€250.00 B ordinary shares	100.000		
												€250.00 Ordinary shares	100.000		
3	LOVAT FUNDING (HOLDINGS) LIMITED										England	£1.00 Ordinary shares	100.000		
												US\$1.00 (Us Dollar) shares	100.000		
4	LOVAT FUNDING (CAYMAN) LIMITED										Cayman Islands	US\$1.00 (Us Dollar) shares	100.000		
5	LOVAT INVESTMENTS (CAYMAN) LIMITED										Cayman Islands	US\$1.00 (Us Dollar) shares	100.000		
3	PORTLAND FUNDING LIMITED										England	US\$1.00 (Us Dollar) shares	100.000		
3	VINTRY HOLDINGS (UK) LIMITED										England	£1.00 Ordinary shares	100.000		
												£1.00 Ordinary shares	100.000		
4	VINTRY FUNDING (CAYMAN) LIMITED										Cayman Islands	US\$1.00 (Us Dollar) shares	100.000		
5	VINTRY INVESTMENTS (CAYMAN) LIMITED										Cayman Islands	US\$1.00 (Us Dollar) shares	100.000		
3	WALBROOK FUNDING (CAYMAN) LIMITED										Cayman Islands	US\$1.00 (Us Dollar) shares	100.000		
2	LLOYDS BANK FUTURES LIMITED										England	£1.00 Ordinary shares	100.000		
2	LLOYDS BANK INTERNATIONAL LIMITED										England	£1.00 Ordinary shares	100.000		
2	LLOYDS BANK LIMITED										England	£1.00 Ordinary shares	100.000		
2	LLOYDS BANK SUBSIDIARIES LIMITED										England	£1.00 Ordinary shares	100.000		

= Company is multi-owned within group

11/05/2005

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					BLUE & GREEN S.A.					Uruguay	£1.00 Preference A Redeemable shares	100.000		
3					CASTLE BAYNARD FUNDING LIMITED					England	£1.00 Preference B Redeemable shares	100.000		
											£1.00 Preference D Redeemable shares	100.000		
											£1.00 Preference E Redeemable shares	100.000		
										Uruguay	UYP1.00 Uyu \$1 Each (Uruguayan Pesos) shares	100.000		
										England	£1.00 Non Voting Ord Red Shs shares	100.000		
										England	£1.00 Ord shares	100.000		
											£1.00 Ordinary shares	100.000		
											£1.00 Redeemable Preference shares	100.000		
3					GOLDBOND LIMITED					Hong Kong	£1.00 Ordinary shares	100.000		
4					CENTRAL CROWN INVESTMENTS LIMITED					Hong Kong	US\$1.00 Ordinary shares	100.000		
											£1.00 Ordinary shares	100.000		
4					OCEAN BEST INVESTMENTS LIMITED					Hong Kong	HKD1.00 Ordinary shares	100.000		
											£1.00 Ordinary shares	100.000		
4					PACIFIC PERFECT INVESTMENT LIMITED					Hong Kong	HKD1.00 Ordinary shares	100.000		
											£1.00 Ordinary shares	100.000		
4					WICKHAM INVESTMENT LIMITED					Hong Kong	HKD1.00 Ordinary shares	100.000		
											£1.00 Ordinary shares	100.000		
3					GOUDA LLC					United States	£1.00 Ordinary shares	100.000		
3					HILL SAMUEL (USA), INC.					United States	US\$10.00 Us\$10 Each (Us Dollars) shares	100.000		
4					HILL SAMUEL, INC.					United States	US\$100.00 (Us Dollar) shares	100.000		
3					HILL SAMUEL INTERNATIONAL HOLDINGS LIMITED					England	£1.00 A Ordinary shares	100.000		
											£1.00 B Ordinary shares	100.000		
3					LANGBOURN HOLDINGS LIMITED					Guernsey	£1.00 Ordinary shares	100.000		
											£1.00 Redeemable Preference shares	100.000		
3					LBI HOLDINGS (NETHERLANDS) B.V.					Netherlands	€22.69 Ordinary shares	100.000		
3					LIME STREET (FUNDING) LIMITED					England	£1.00 Ord £1 shares	100.000		
											£1.00 Ord Red Shs £1 shares	100.000		
3					LLOYDS TSB (ISLE OF MAN) HOLDINGS LIMITED (LIQUIDATED 22/03/2004)					Isle of Man	£1.00 Ordinary shares	100.000		
4					LLOYDS TSB NO.1 (IOM) LIMITED					Isle of Man	£1.00 Ordinary shares	100.000		
3					LLOYDS TSB BANK INSURANCE COMPANY LIMITED					Guernsey	£1.00 Ordinary shares	100.000		
3					LLOYDS TSB GLOBAL SERVICES PRIVATE LIMITED					India	INR Ordinary Of 10 Rupee shares	100.000		
3					LLOYDS TSB MALAYSIA LIMITED					Malaysia	£1.00 Ordinary shares	100.000		

= 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	LLOYDS TSB MERCHANT BANK LIMITED		Singapore	SGD1.00 Ordinary Sg\$ 1 (Singapore Dollars) shares SGD1.00 Preferred Ord Sg\$1 (Singapore Dollars) shares	100.000 100.000				
4	HILL SAMUEL NOMINEES ASIA PRIVATE LIMITED		Singapore	SGD1.00 Ordinary shares	100.000				
3	LLOYDS TSB OFFSHORE HOLDINGS LIMITED		Jersey	£1.00 Ordinary shares	100.000				
4	BLACK HORSE OFFSHORE LIMITED		Jersey	£1.00 Ordinary shares	100.000				
4	HILL SAMUEL OFFSHORE TRUST COMPANY LIMITED		Jersey	£1.00 Ordinary shares	100.000				
5	HILL SAMUEL (GUERNSEY) MANAGEMENT LIMITED		Guernsey	£1.00 Ordinary shares	100.000				
5	HILL SAMUEL (GUERNSEY) SERVICES LIMITED		Guernsey	£1.00 Ordinary shares	100.000				
5	HILL SAMUEL (JERSEY) SERVICES LIMITED		Jersey	£1.00 Ordinary shares	100.000				
5	HILL SAMUEL OFFSHORE SECRETARIES LIMITED		Jersey	£1.00 Ordinary shares	100.000				
5	HILL SAMUEL OFFSHORE TRUST COMPANY (BVI) LIMITED		Virgin Islands, British	US\$1.00 (Us Dollar) shares	100.000				
4	LLOYDS TSB CAPTIVE HOLDINGS LIMITED		Jersey	£1.00 Ordinary shares	100.000				
4	LLOYDS TSB OFFSHORE CORPORATE SERVICES LIMITED		Jersey	£1.00 Ordinary shares	100.000				
5	LBI (GUERNSEY) NOMINEES LIMITED		Guernsey	£1.00 Ordinary shares	100.000				
4	LLOYDS TSB OFFSHORE FUND MANAGERS LIMITED		Jersey	£1.00 Ordinary shares	100.000				
5	LLOYDS TSB NOMINEES (GUERNSEY) LIMITED		Guernsey	£1.00 Ordinary shares	100.000				
4	LLOYDS TSB OFFSHORE LIMITED		Jersey	£1.00 Ordinary shares	100.000				
5	LLOYDS TSB OFFSHORE PRIVATE CLIENTS LIMITED		Jersey	£1.00 Ordinary shares	100.000				
5	NOMINEES (JERSEY) LIMITED		Jersey	£1.00 Ordinary shares	100.000				
4	LLOYDS TSB OFFSHORE PRIVATE BANKING (GUERNSEY) LIMITED		Guernsey	£1.00 Ordinary shares	100.000				
3	LLOYDS TSB PACIFIC LIMITED		Hong Kong	HKD1.00 Ordinary Of Hk\$ 1 shares	100.000				
4	HILL SAMUEL INTERNATIONAL PROPERTY SERVICES LIMITED		Hong Kong	HKD1.00 Ordinary shares	100.000				
5	HILL SAMUEL INTERNATIONAL PROPERTY SERVICES PTE LIMITED		Singapore	SGD1.00 Ordinary shares	100.000				
4	LLOYDS (BVI) NOMINEES LIMITED		Virgin Islands, British	USD1.00 Ordinary shares	100.000				
4	LLOYDS FAR EAST (BVI) LIMITED		Virgin Islands, British	USD1.00 Ordinary shares	100.000				
3	SOCIEDAD INVERSIONISTA ANGLO COLOMBIANO S.A. #		Colombia	£0.10 Of Cop 10 (Columbian Pesetas) shares	94.345				99.989
4	BRITISH BANK OF LATIN AMERICA LIMITED		Bahamas	US\$10.00 Usd 10.00 shares	100.000				
3	SOCIETE IMMOBILIERE DE LA MADONE S.A.M. #		Monaco	€1.50 1.50 Euro shares	99.950				99.998
3	TSB (USA) INC.		United States	US\$1.00 (Us Dollar) shares	100.000				

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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	IAI HOLDINGS INC.									United States	US\$ \$1000 Par Value Cum 9% Preferred Stock shares	100.000		
5	IAI VENTURES, INC.									United States	US\$10.00 Us\$10 Each (Us Dollars) shares	100.000		
5	INVESTMENT ADVISERS, INC.									United States	US\$ \$1000 Par Value Cum 9% Preferred Stock shares	100.000		
2	LLOYDS BANK TRUST COMPANY (INTERNATIONAL) LIMITED									England	£1.00 Ordinary shares	100.000		
2	LLOYDS BANK TRUSTEES LIMITED									England	£1.00 Ordinary shares	100.000		
2	LLOYDS COMMERCIAL PROPERTIES LIMITED									England	£1.00 Ordinary shares	100.000		
3	LLOYDS COMMERCIAL PROPERTY DEVELOPMENTS LIMITED									England	£1.00 Ordinary shares	100.000		
3	LLOYDS COMMERCIAL PROPERTY INVESTMENTS LIMITED									England	£1.00 Ordinary shares	100.000		
3	LLOYDS PROJECT CONSTRUCTION COMPANY LIMITED									England	£1.00 Ordinary shares	100.000		
3	TARGET CORPORATE SERVICES LIMITED									England	£1.00 Ordinary shares	100.000		
4	H.S.I.S. SERVICES LIMITED									England	£1.00 Ordinary shares	100.000		
2	LLOYDS FINANCIAL SERVICES LIMITED									England	£1.00 Ordinary shares	100.000		
2	LLOYDS INTERNATIONAL MANAGEMENT S.A.									Switzerland	CHF1,000.00 Chf 1,000 (Swiss Francs) shares	99.700		
2	LLOYDS INVESTMENT ESPANA, SOC. GESTORA DE INST. DE INV. COLECTIVA, SA									Spain	ESP1,000,000.00 Of Esp 100,000 (Spanish Pesetas) shares	100.000		
2	LLOYDS PREMISES INVESTMENTS LIMITED									England	£1.00 Ordinary shares	100.000		
2	LLOYDS PROPERTY INVESTMENT COMPANY NO.4 LIMITED									England	£1.00 Ordinary shares	100.000		
2	LLOYDS SOUTH EAST ASIA LIMITED (IN LIQUIDATION)									UNKNOWN	SGD1.00 Of S\$1 (Singapore Dollars) shares	100.000		
2	LLOYDS TRADE & PROJECT FINANCE LIMITED									England	£1.00 Ordinary shares	100.000		
2	LLOYDS TSB (GENERAL PARTNER) LIMITED									Jersey	£1.00 Ordinary shares	100.000		
2	LLOYDS TSB ASSET FINANCE DIVISION LIMITED									England	£0.20 Ordinary shares	100.000		
3	ACL AUTOLEASE HOLDINGS LIMITED									England	£1.00 Ordinary shares	100.000		
4	A.C.L. LIMITED									England	£1.00 Ordinary shares	100.000		
4	AUTOCOVER LIMITED									England	£1.00 Ordinary shares	100.000		
4	AUTOLEASE DIRECT LIMITED									England	£1.00 Ordinary shares	100.000		
4	AUTOLEASE FINANCE LIMITED									England	£0.10 Ordinary shares	100.000		
5	LLOYDS TSB MOTORENT LIMITED									England	£1.00 Ordinary shares	100.000		
4	AUTOLEASE FLEETS LIMITED									England	£1.00 Ordinary shares	100.000		
4	AUTOLEASE HOLDINGS LIMITED									England	£1.00 Ordinary shares	100.000		
5	LLOYDS TSB AUTOLEASE LIMITED #									England	£1.00 Ordinary shares	100.000		
4	LLOYDS TSB CARSELECT LIMITED									England	£1.00 Ordinary shares	100.000		
3	AN VEHICLE FINANCE LIMITED									England	£1.00 Ordinary shares	100.000		
3	BLACK HORSE LIMITED #									England	£0.25 Ordinary shares	0.000		100.000
4	ACL AUTOLEASE LIMITED									England	£1.00 Ordinary shares	100.000		
5	B. R. COTTRELL (WEMBLEY) LIMITED									England	£1.00 Ordinary shares	100.000		
5	NIMBUS CORP (UK) LIMITED									England	£1.00 Ordinary shares	100.000		

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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										England	£1.00 A Ordinary shares	100,000		
4										England	£1.00 Ordinary shares	100,000		
4										England	£1.00 Ordinary shares	100,000		
4										England	£1.00 Ordinary shares	100,000		
4										England	£1.00 Ordinary shares	100,000		
4										England	£1.00 Ordinary shares	100,000		
4										England	£1.00 7.5% Preference £1 shares	100,000		
5										England	£0.05 Ordinary shares	100,000		
											£0.05 Ordinary Deferred 5P shares	100,000		
5										England	£1.00 9% Redeemable Cumulative Preference shares	100,000		
											£0.05 Ordinary shares	100,000		
4										England	£1.00 Ordinary shares	100,000		
4										England	£1.00 Ordinary shares	100,000		
5										England	£1.00 Ordinary shares	100,000		
4										England	£1.00 A Ordinary shares	100,000	100,000	
											£1.00 B Ordinary shares	0,000		
4										England	£1.00 A Ordinary shares	100,000		
											£1.00 B Ordinary shares	100,000		
4										England	£1.00 Ordinary shares	100,000		
4										England	£1.00 Ordinary shares	100,000		
4										England	£1.00 A Ordinary shares	100,000		
											£1.00 B Ordinary shares	100,000		
4										England	£1.00 Ordinary shares	100,000		
4										England	£1.00 Ordinary shares	100,000		
4										England	£1.00 A Ordinary shares	100,000		
3										Northern Ireland	£1.00 Ordinary shares	100,000		
3										England	£1.00 Deferred shares	100,000		
											£1.00 Ordinary shares	100,000		
3										England	£1.00 Ordinary shares	100,000		
											£0.01 Preference shares	0,000		
4										England	£0.25 Ordinary shares	100,000	100,000	
4										England	£1.00 Deferred shares	100,000		
											£1.00 Ordinary shares	100,000		
4										England	£0.10 Ordinary shares	100,000		
4										England	£1.00 A Ordinary shares	100,000		
4										England	£1.00 Ordinary shares	100,000		
4										England	£0.10 Ordinary shares	100,000		
5										England	£1.00 Ordinary shares	100,000		

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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	THE DUTTON-FORSHAW MOTOR COMPANY LIMITED		England	£0.25 Deferred shares	100.000					
7	SAVILLES AUTO VILLAGE LIMITED		Northern Ireland	£0.01 Ordinary shares	100.000					
7	SQUIRE'S GATE MOTORS LIMITED			England	£1.00 Ordinary shares	100.000				
7	THE DOVERCOURT MOTOR COMPANY LIMITED			England	£1.00 Ordinary shares	100.000				
6	THE DUTTON-FORSHAW TRUSTEE COMPANY LIMITED		England	£1.00 Ordinary shares	100.000					
3	LLOYDS BOWMAKER LEASING LIMITED		England	£1.00 Deferred shares	100.000					
3	LLOYDS TSB AUTOLEASE (VH) LIMITED		England	£0.01 Ordinary shares	100.000					
4	HIGHWAY VEHICLE MANAGEMENT LIMITED		England	£1.00 Ordinary shares	100.000					
5	HIGHWAY VEHICLE LEASING LIMITED		England	£0.10 Ordinary shares	100.000					
6	HIGHWAY CONTRACT HIRE LIMITED		England	£0.10 Preference shares	100.000					
4	LLOYDS TSB AUTOLEASE (CH) LIMITED		England	£1.00 Ordinary shares	100.000					
4	LLOYDS TSB AUTOLEASE (FMS) LIMITED		England	£0.10 Ordinary shares	100.000					
5	FLEET MANAGEMENT SERVICES LIMITED		England	£1.00 Ordinary shares	100.000					
5	LLOYDS TSB AUTOLEASE (SHREWSBURY) LIMITED		England	£1.00 33.3% Convertible Participating Preferred Ordinary shares	100.000					
				£1.00 6.1% Cumulative Preference shares	100.000					
4	LLOYDS TSB AUTOLEASE (VC) LIMITED		England	£1.00 Ordinary shares	100.000					
4	LLOYDS TSB AUTOLEASE (VL) LIMITED		England	£1.00 Ordinary shares	100.000					
4	SG MOTOR LEASING LIMITED		England	£1.00 Ordinary shares	100.000					
4	WHITECHAPEL CORPORATE SERVICES LIMITED		Isle of Man	£1.00 Ordinary shares	100.000					
5	CAR OWNERSHIP FINANCE LIMITED		England	£1.00 Ordinary shares	100.000					
5	DEALER EMPLOYEE CAR SCHEME LIMITED		England	£1.00 Ordinary shares	100.000					
5	NW MOTOR FINANCE LIMITED		England	£1.00 Ordinary shares	100.000					
5	PC MOTOR FINANCE LIMITED		England	£1.00 Ordinary shares	100.000					
5	PERSONAL MOTORING PLAN LIMITED		England	£1.00 Ordinary shares	100.000					
5	SG MOTOR FINANCE LIMITED		England	£1.00 Ordinary shares	100.000					
5	UMF LIMITED		England	£1.00 Ordinary shares	100.000					
3	LLOYDS UDT LIMITED		England	£0.25 Ordinary shares	100.000					
4	ABBEEY LIFE EXECUTIVE MORTGAGES LIMITED		England	£1.00 Ordinary shares	100.000					
4	ABBEEY LIFE FUNDING LIMITED		England	£1.00 Ordinary shares	100.000					
4	ABBEEY LIFE HOME LOANS LIMITED		England	£1.00 Ordinary shares	100.000					
4	BLACK HORSE CARAVAN FINANCE LIMITED		England	£1.00 Ordinary shares	100.000					
4	BLACK HORSE COMMERCIAL LIMITED		England	£1.00 Ordinary shares	100.000					
4	BLACK HORSE CREDIT LIMITED		England	£1.00 Ordinary shares	100.000					
4	BLACK HORSE FINANCE LIMITED		England	£1.00 Ordinary shares	100.000					

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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	1 2 3 4 5 6 7 8 9 10					
4	LLOYDS UDT LEASING (NO 2) LIMITED (IN LIQUIDATION)	England	£1.00 Ordinary shares	100.000		
4	LLOYDS UDT LEASING (NO 3) LIMITED (IN LIQUIDATION)	England	£1.00 A Ordinary shares	100.000		
4	LLOYDS UDT LEASING LIMITED	England	£1.00 B Ordinary shares	100.000		
4	LLOYDS UDT RENTALS LIMITED (IN LIQUIDATION)	Scotland	£1.00 Ordinary shares	100.000		
4	LONDON TAXI FINANCE LIMITED	England	£1.00 A Ordinary shares	100.000		
4	M.E.V.C. FINANCE LIMITED	England	£1.00 B Ordinary shares	100.000		
5	B. C. H. LEASING LIMITED	England	£1.00 Ordinary shares	75.000		
5	B. C. H. RENTALS LIMITED	England	£1.00 Ordinary shares	100.000		
5	IFS CONTRACT HIRE LIMITED	England	£1.00 Ordinary shares	100.000		
6	RENTAL MANAGEMENT SERVICES LIMITED	England	£1.00 A Ordinary shares	100.000		
4	NATIONWIDE COLLECTION SERVICES LIMITED	England	£1.00 Ordinary shares	100.000		
4	R I G P FINANCE LIMITED	England	£1.00 Deferred shares	100.000		
			£1.00 Ordinary shares	100.000		
			£1.00 Participating Preference shares	100.000		
4	S C S RENTALS LIMITED (IN LIQUIDATION)	England	£1.00 Special Deferred shares	100.000		
4	SCOTTISH BUSINESS FINANCE LIMITED	Scotland	£1.00 Ordinary shares	100.000		
			£0.01 A Preference shares	100.000		
			£0.25 Ordinary shares	100.000		
4	V.A.G FINANCE LIMITED	England	£1.00 Ordinary shares	100.000		
5	V.A.G FINANCE HIRE LIMITED (IN LIQUIDATION)	England	£1.00 Ordinary shares	100.000		
4	WIGTON FINANCE LIMITED	England	£1.00 A Ordinary shares	100.000		
			£1.00 B Ordinary shares	100.000		
3	MEDENTA SERVICES LIMITED (IN LIQUIDATION)	England	£1.00 Ordinary shares	100.000		
3	UNITED DOMINIONS TRUST LIMITED	England	£1.00 Ordinary shares	100.000		
4	A G FINANCE LIMITED	England	£1.00 B Ordinary shares	100.000		
4	B.W. FINANCE LIMITED (IN LIQUIDATION)	England	£1.00 Ordinary shares	100.000		
4	CARLEASE LIMITED	England	£1.00 Ordinary shares	100.000		
4	ENTERPRISE CAR FINANCE LIMITED	England	£1.00 B Ordinary shares	100.000		
4	FIRST SERVICE MANAGEMENT LIMITED	England	£1.00 Ordinary shares	100.000		
4	HYUNDAI CAR FINANCE LIMITED	England	£1.00 B Ordinary shares	100.000		
4	I.M FINANCE LIMITED (IN LIQUIDATION)	England	£1.00 Ordinary shares	100.000		
4	MCL FINANCE LIMITED	England	£1.00 B Ordinary shares	100.000		
4	PRECISION LEASING LIMITED (IN LIQUIDATION)	England	£1.00 Ordinary shares	100.000		
4	PROTON FINANCE LIMITED	England	£1.00 B Ordinary shares	100.000		
4	SHOGUN FINANCE LIMITED	England	£1.00 B Ordinary shares	100.000		
4	UDT 4 WHEEL LEASING LIMITED (IN LIQUIDATION)	England	£1.00 Ordinary shares	100.000		
4	UDT AUTOLEASE LIMITED	England	£1.00 Ordinary shares	100.000		
4	UDT BUDGET LEASING LIMITED	England	£1.00 Ordinary shares	100.000		

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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	4	UDT ENDEAVOUR FINANCE LIMITED (IN LIQUIDATION)		England	£1.00 Ordinary shares	100.000			
4	4	UDT FINANCE LIMITED (IN LIQUIDATION)		England	£1.00 Ordinary shares	100.000			
4	4	UDT LIMITED		England	£1.00 Ordinary shares	100.000			
4	4	UDT MOTORLEASE LIMITED (IN LIQUIDATION)		England	£1.00 Ordinary shares	100.000			
4	4	UDT RAPID LEASING LIMITED (IN LIQUIDATION)		England	£1.00 Ordinary shares	100.000			
4	4	UDT SALES FINANCE LIMITED		England	£1.00 Ordinary shares	100.000			
4	4	UNITED DOMINIONS LEASING LIMITED		England	£1.00 Ordinary shares	100.000			
4	4	UNITED DOMINIONS TRUST (CARPLANT) LIMITED (IN LIQUIDATION)		Northern Ireland	£1.00 Ordinary shares	100.000			
4	4	VPCS FINANCE LIMITED		England	£1.00 B Ordinary shares	100.000			
2	2	LLOYDS TSB BAHAMAS (AMERICAS) LIMITED (IN LIQ)		Bahamas	US\$10.00 Us\$10 Each (Us Dollars) shares	100.000			
3	3	EQUUS LIMITED (IN LIQ)		Bahamas	US\$5.00 (Us Dollar) shares	100.000			
3	3	LLOYDS TSB BANK & TRUST (BAHAMAS) LIMITED (IN LIQ)		Bahamas	BSD600.00 Ordinary shares	100.000			
3	3	LLOYDTRU LIMITED (IN LIQ)		Bahamas	US\$5.00 (Us Dollar) shares	100.000			
3	3	LTSB NOMINEES LIMITED (IN LIQ)		Bahamas	US\$1.00 (Us Dollar) shares	100.000			
2	2	LLOYDS TSB BANK & TRUST (CAYMAN) LIMITED		Cayman Islands	KYD1.92 Shs Of C1\$ 1.92 (Cayman Island Dollars) shares	100.000			
3	3	LTSB MANAGEMENT (CAYMAN) LIMITED		Cayman Islands	KYD1.00 Issued shares	100.000			
3	3	LTSB NOMINEES (CAYMAN) LIMITED		Cayman Islands	KYD1.00 Ordinary shares	100.000			
2	2	LLOYDS TSB BANK (GIBRALTAR MANAGEMENT) LIMITED		Gibraltar	£1.00 Ordinary shares	100.000			
2	2	LLOYDS TSB BANK (GIBRALTAR NOMINEES) LIMITED		Gibraltar	£1.00 Ordinary shares	100.000			
2	2	LLOYDS TSB BANK INSURANCE BROKERS LIMITED		England	£1.00 Ordinary shares	100.000			
2	2	LLOYDS TSB BANK TRUST CORPORATION (GIBRALTAR) LIMITED		Gibraltar	£1.00 Ordinary shares	100.000			
2	2	LLOYDS TSB COMMERCIAL FINANCE LIMITED		England	£0.01 Ordinary shares	100.000			
3	3	ALEX LAWRIE FACTORS LIMITED		England	£1.00 Ordinary shares	100.000			
3	3	ALEX. LAWRIE RECEIVABLES FINANCING LIMITED		England	£1.00 Ordinary shares	100.000			
3	3	CHANCERY FACTORS LIMITED		England	£1.00 Ordinary shares	100.000			
3	3	EUROLEAD SERVICES HOLDINGS LIMITED		England	£1.00 Ordinary shares	100.000			
4	4	CASHFRIDAY LIMITED		England	£1.00 Ordinary shares	100.000			
3	3	LTSBCF LIMITED		England	£1.00 Ordinary shares	100.000			
2	2	LLOYDS TSB DEVELOPMENT CAPITAL LIMITED		England	£1.00 Ordinary shares	100.000			
3	3	ALAN DICK & COMPANY (HOLDINGS) LIMITED		England	£1.00 Preferred ordinary shares	90.000			
3	3	ASCENT INVESTMENTS LIMITED		England	£0.01 A preferred ordinary shares	95.000			
3	3	BELSIZE HOLDINGS LIMITED		England	£1.00 Ordinary shares	83.953			
3	3	BOND INDUSTRIES LIMITED		England	£0.50 Preferred ordinary shares	95.000			
3	3	CASPIAN MEDIA HOLDINGS LIMITED		England	£1.00 Preferred ordinary shares	90.000			
3	3	CHROME TIGER LIMITED		England	£1.00 A ordinary shares	71.043			
3	3	COPPICE ALLUPACK LIMITED		England	£0.50 A preferred ordinary shares	90.000			
3	3	CROSS HOLDINGS LIMITED		England	£1.00 Preferred ordinary shares	50.000			
3	3	DENNIS EAGLE GROUP LIMITED		England	£0.05 A ordinary shares	27.900			

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Tier Levels														
1	2	3	4	5	6	7	8	9	10					
3										England	£0.01 Preferred ordinary shares	50.032		
3										England	£1.00 A shares	95.000		
3										England	£1.00 Preferred ordinary shares	90.000		
3										England	£0.00 E shares	98.611		
3										England	£1.00 A preferred ordinary shares	90.000		
3										England	£1.00 B ordinary shares	96.009		
3										England	£0.01 Preferred ordinary shares	95.000		
3										England	£1.00 Preferred ordinary shares	93.300		
3										England	£0.05 B ordinary shares	90.000		
											£0.95 Preferred ordinary shares	41.853		
3										England	£1.00 Ordinary shares	85.500		
											£1.00 Preferred ordinary shares	75.000		
3										England	£1.00 Ordinary shares	26.490		
3										England	£1.00 Preferred ordinary shares	95.000		
3										England	£1.00 Ordinary shares	100.000		
3										England	£1.00 Ordinary shares	100.000		
3										England	£1.00 Ordinary shares	100.000		
3										England	£1.00 Ordinary shares	100.000		
3										England	£1.00 Ordinary shares	100.000		
3										England	£1.00 A ordinary shares	95.000		
3										England	£0.05 Preferred ordinary shares	77.273		
3										England	£0.01 Ordinary shares	66.980		
3										England	£0.01 Preferred ordinary shares	95.000		
3										England	£1.00 A ordinary shares	100.000		
											£1.00 Ordinary shares	13.095		
3										England	£1.00 Preferred ordinary shares	95.000		
3										England	£1.00 Preferred shares	90.000		
3										England	£0.01 A ordinary shares	90.000		
3										England	£0.01 A ordinary shares	40.000		
											£0.01 A preference shares	50.000		
											£0.01 B ordinary shares	39.999		
											£0.01 B preference shares	25.000		
											£0.0083 Preferred ordinary shares	95.000		
3										England	£1.00 Preferred ordinary shares	100.000		
3										England	£0.10 A ordinary shares	90.000		
3										England	£0.01 Preferred ordinary shares	95.000		
3										England	£0.01 D ordinary shares	100.000		
											£0.01 Preferred ordinary shares	84.375		
3										England	£0.001 Preferred ordinary shares	95.000		
3										England	£1.00 A ordinary shares	95.000		
3										England	£0.01 Preferred ordinary shares	95.000		
3										England	£0.10 A ordinary shares	95.000		
3										England	£1.00 Preferred ordinary shares	95.000		
2										England	£1.00 Ordinary shares	100.000		

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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 FINANCIAL CONSULTANTS LIMITED										England	£1.00 Ordinary shares	100.000		
2	LLOYDS TSB GENERAL INSURANCE HOLDINGS LIMITED										England	£1.00 Ordinary shares	100.000		
3	AIC SERVICES LIMITED										England	£1.00 Ordinary shares	100.000		
3	AMBASSADOR INSURANCE COMPANY LIMITED										England	£1.00 Ordinary shares	100.000		
3	LLOYDS TSB GENERAL INSURANCE LIMITED										England	£1.00 Ordinary shares	100.000		
3	LLOYDS TSB INSURANCE SERVICES LIMITED #										England	£1.00 Ordinary shares	100.000		
												£1.00 Preference shares	0.000	100.000	
4	LLOYDS TSB INSURANCE SERVICES (DIRECT) LIMITED										England	£1.00 Ordinary shares	100.000		
3	TSB FINANCIAL SERVICES LIMITED										England	£1.00 Ordinary shares	100.000		
3	TSB GENERAL INSURANCE SERVICES LIMITED										England	£1.00 Ordinary shares	100.000		
3	TSB PROPERTIES (ANDOVER) LIMITED										England	£0.10 Ordinary shares	100.000		
2	LLOYDS TSB GROUP HOLDINGS (JERSEY) LIMITED										Jersey	£1.00 A Ordinary shares	100.000		
												£1.00 B Ordinary shares	100.000		
												£1.00 C Ordinary shares	100.000		
2	LLOYDS TSB GROUP PENSION TRUST (NO.1) LIMITED										England	£1.00 Ordinary shares	100.000		
2	LLOYDS TSB GROUP PENSION TRUST (NO.2) LIMITED										England	£1.00 Ordinary shares	100.000		
2	LLOYDS TSB GROUP PENSIONS PROPERTY (GUERNSEY) LIMITED #										Guernsey	£1.00 Ordinary shares	100.000		
												£1.00 Ordinary-A shares	0.000	100.000	A shares held by Lloyds TSB Group Pension Trust (No.1) Limited.
															B shares held by Lloyds TSB Group Pension Trust (No.2) Limited.
3	LLOYDS BANK S.F. NOMINEES LIMITED										England	£1.00 Ordinary-B shares	0.000		
4	LLOYDS BANK WARDOUR STREET (JERSEY) LIMITED										Jersey	£1.00 Ordinary shares	100.000		
												£1.00 Ordinary shares	100.000		
2	LLOYDS TSB GROUP TRUSTEE SERVICES LIMITED										England	£1.00 Ordinary shares	100.000		
2	LLOYDS TSB HEALTHCARE TRUSTEE LIMITED										England	£1.00 Ord shares	100.000		
2	LLOYDS TSB HOMELOANS LIMITED										England	£1.00 Ordinary shares	100.000		
2	LLOYDS TSB LEASING LIMITED										England	£1.00 Ordinary shares	100.000		
3	ANGLO SCOTTISH UTILITIES PARTNERSHIP I										England	£1.00 Ordinary shares	100.000		Limited partnership
3	BIRCHCROWN FINANCE LIMITED										England	£0.25 6% Preference shares	100.000		
												£0.25 Ordinary Non Voting shares	100.000		
3	C.T.S.B. LEASING LIMITED										England	£1.00 Ordinary shares	100.000		
3	CONQUEST SECURITIES LIMITED										England	£0.25 6% Preference shares	100.000		
												£0.25 Ordinary Non Voting shares	100.000		
3	GREATSHIELD SECURITIES LIMITED										England	£0.25 6% Preference shares	100.000		
												£0.25 Ordinary Non Voting shares	100.000		
3	HILL SAMUEL FINANCE LIMITED										England	£0.25 6% Preference shares	100.000		
												£0.25 Ordinary Limited Voting shares	100.000		

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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			HILL SAMUEL LEASING (NO.2) LIMITED	England	£1.00 Ordinary shares	100.000			
3			HILL SAMUEL LEASING (NO.4) LIMITED	England	£1.00 Ordinary shares	100.000			
3			IXORA LIMITED	Bahamas	US\$1.00 (Us Dollar) shares	100.000			
3			LBI LEASING LIMITED	England	£1.00 Ordinary shares	100.000			
3			LLOYDS (NIMROD) LEASING INDUSTRIES LIMITED	England	£1.00 Ordinary shares	100.000			
3			LLOYDS (NIMROD) MACHINERY FINANCE LIMITED	England	£1.00 Ordinary shares	100.000			
3			LLOYDS (NIMROD) SPECIALIST FINANCE LIMITED	England	£1.00 Ordinary shares	100.000			
3			LLOYDS ASSET LEASING LIMITED	England	£1.00 Ordinary shares	100.000			
3			LLOYDS ASSOCIATED AIR LEASING LIMITED	England	£1.00 Ordinary shares	100.000			
3			LLOYDS BANK PROPERTY COMPANY LIMITED	England	£1.00 Ordinary shares	100.000			
4			BLUE HARBOUR LIMITED	England	£1.00 Ordinary shares	100.000			
3			LLOYDS CAPITAL LEASING LIMITED	England	£1.00 Ordinary shares	100.000			
3			LLOYDS COMMERCIAL LEASING LIMITED	England	£1.00 Ordinary shares	100.000			
3			LLOYDS CORPORATE LEASING LIMITED	England	£1.00 Ordinary shares	100.000			
3			LLOYDS FINANCIAL LEASING LIMITED	England	£1.00 Ordinary shares	100.000			
3			LLOYDS GENERAL LEASING LIMITED	England	£1.00 Ordinary shares	100.000			
3			LLOYDS INDUSTRIAL LEASING LIMITED	England	£1.00 Ordinary shares	100.000			
3			LLOYDS INVESTMENT BONDS LIMITED	England	£1.00 Ordinary shares	100.000			
4			GENESIS AIRFINANCE LIMITED	England	£1.00 Ordinary shares	50.000			
4			SILENTDALE LIMITED	England	£0.25 6% Preference shares	100.000			
					£0.25 Ordinary Non Voting shares	100.000			
					US\$1.00 Redeemable Non-voting shares	100.000			
3			LLOYDS INVESTMENT BONDS NO. 2 LIMITED	England	£1.00 Ordinary shares	100.000			
3			LLOYDS INVESTMENT SECURITIES LIMITED	England	£1.00 Ordinary shares	100.000			
3			LLOYDS INVESTMENT SECURITIES NO.5 LIMITED	England	£1.00 Ordinary shares	100.000			
4			HILL SAMUEL ASSET FINANCE LIMITED	England	£1.00 Ordinary shares	100.000			
5			ST MARY'S COURT INVESTMENTS	England	£1.00 Ordinary shares	100.000			
6			CAVEMINSTER LIMITED	England	£1.00 Ordinary shares	100.000			
5			WOOD STREET INVESTMENTS LIMITED	England	£1.00 A Ordinary shares	100.000			
3			LLOYDS LEASING (NORTH SEA TRANSPORT) LIMITED	England	£1.00 Ordinary shares	100.000			
3			LLOYDS LEASING AIRCRAFT NO. 1 LIMITED (IN LIQUIDATION)	Bahamas	US\$1.00 (Us Dollar) shares	99.900			
3			LLOYDS LEASING AIRCRAFT NO. 2 LIMITED (IN LIQUIDATION)	Bahamas	US\$1.00 (Us Dollar) shares	99.900			
3			LLOYDS LEASING DEVELOPMENTS LIMITED	England	£1.00 Ordinary shares	100.000			
3			LLOYDS PLANT LEASING LIMITED	England	£1.00 Ordinary shares	100.000			
3			LLOYDS PORTFOLIO LEASING LIMITED	England	£1.00 Ordinary shares	100.000			
3			LLOYDS PROJECT LEASING LIMITED	England	£1.00 Ordinary shares	100.000			
3			LLOYDS PROPERTY INVESTMENT COMPANY LIMITED	England	£1.00 Ordinary shares	100.000			
3			LLOYDS PROPERTY INVESTMENT COMPANY NO. 5 LIMITED	England	£1.00 Ordinary shares	100.000			
3			LLOYDS PROPERTY INVESTMENT COMPANY NO.3 LIMITED	England	£1.00 Ordinary shares	100.000			

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Tier Levels														
1	2	3	4	5	6	7	8	9	10					
3					LLOYDS TSB CORPORATE ASSET FINANCE (HP)					England	£1.00 Ordinary shares	100.000		
					LLOYDS TSB CORPORATE ASSET FINANCE (NO. 3)					England	£1.00 Ordinary shares	100.000		
					LLOYDS TSB CORPORATE ASSET FINANCE (NO. 4)					England	£1.00 Ordinary shares	100.000		
					LLOYDS TSB CORPORATE ASSET FINANCE (NO. 1)					England	£1.00 Ordinary shares	100.000		
					LLOYDS TSB CORPORATE ASSET FINANCE (NO. 2)					England	£1.00 Ordinary shares	100.000		
					LLOYDS TSB EQUIPMENT LEASING (NO. 1) LIMITED					England	£1.00 Ordinary shares	100.000		
					LLOYDS TSB EQUIPMENT LEASING (NO. 10) LIMITED					England	£1.00 Ordinary shares	100.000		
					LLOYDS TSB EQUIPMENT LEASING (NO. 11) LIMITED					England	£1.00 Ordinary shares	100.000		
					LLOYDS TSB EQUIPMENT LEASING (NO. 2) LIMITED					England	£1.00 Ordinary shares	100.000		
					LLOYDS TSB EQUIPMENT LEASING (NO. 3) LIMITED					England	£1.00 Ordinary shares	100.000		
					LLOYDS TSB EQUIPMENT LEASING (NO. 4) LIMITED					England	£1.00 Ordinary shares	100.000		
					LLOYDS TSB EQUIPMENT LEASING (NO. 5) LIMITED					England	£1.00 Ordinary shares	100.000		
					LLOYDS TSB EQUIPMENT LEASING (NO. 6) LIMITED					England	£1.00 Ordinary shares	100.000		
					LLOYDS TSB EQUIPMENT LEASING (NO. 7) LIMITED					England	£1.00 Ordinary shares	100.000		
					LLOYDS TSB EQUIPMENT LEASING (NO. 8) LIMITED					England	£1.00 Ordinary shares	100.000		
					LLOYDS TSB EQUIPMENT LEASING (NO. 9) LIMITED					England	£1.00 Ordinary shares	100.000		
					LLOYDS TSB GENERAL LEASING (NO. 1) LIMITED					England	£1.00 Ordinary shares	100.000		
					LLOYDS TSB GENERAL LEASING (NO. 2) LIMITED					England	£1.00 Ordinary shares	100.000		
					LLOYDS TSB GENERAL LEASING (NO. 3) LIMITED					England	£1.00 Ordinary shares	100.000		
					LLOYDS TSB GENERAL LEASING (NO. 4) LIMITED					England	£1.00 Ordinary shares	100.000		
					LLOYDS TSB GENERAL LEASING (NO. 5) LIMITED					England	£1.00 Ordinary shares	100.000		
					LLOYDS TSB GENERAL LEASING (NO. 6) LIMITED					England	£1.00 Ordinary shares	100.000		
					LLOYDS TSB GENERAL LEASING (NO. 7) LIMITED					England	£1.00 Ordinary shares	100.000		
					LLOYDS TSB LEASING (NO. 1) LIMITED					England	£1.00 Ordinary shares	100.000		
					LLOYDS TSB LEASING (NO. 2) LIMITED					England	£1.00 Ordinary shares	100.000		
					LLOYDS TSB LEASING (NO. 3) LIMITED					England	£1.00 Ordinary shares	100.000		
					LLOYDS TSB LEASING (NO. 4) LIMITED					England	£1.00 Ordinary shares	100.000		
					LLOYDS TSB LEASING (NO. 5) LIMITED					England	£1.00 Ordinary shares	100.000		
					LLOYDS TSB LEASING (NO. 6) LIMITED					England	£1.00 Ordinary shares	100.000		
					LLOYDS TSB LEASING (NO. 7) LIMITED					England	£1.00 Ordinary shares	100.000		
					LLOYDS TSB LEASING (NO. 8) LIMITED					England	£1.00 Ordinary shares	100.000		
					LLOYDS TSB LIMITED					England	£1.00 Ordinary shares	100.000		
					LLOYDS TSB MARITIME LEASING (NO. 1) LIMITED					England	£1.00 Ordinary shares	100.000		
					LLOYDS TSB MARITIME LEASING (NO. 10) LIMITED					England	£1.00 Ordinary shares	100.000		
					LLOYDS TSB MARITIME LEASING (NO. 11) LIMITED					England	£1.00 Ordinary shares	100.000		
					LLOYDS TSB MARITIME LEASING (NO. 12) LIMITED					England	£1.00 Ordinary shares	100.000		
					LLOYDS TSB MARITIME LEASING (NO. 13) LIMITED					England	£1.00 Ordinary shares	100.000		
					LLOYDS TSB MARITIME LEASING (NO. 14) LIMITED					England	£1.00 Ordinary shares	100.000		
					LLOYDS TSB MARITIME LEASING (NO. 15) LIMITED					England	£1.00 Ordinary shares	100.000		
					LLOYDS TSB MARITIME LEASING (NO. 16) LIMITED					England	£1.00 Ordinary shares	100.000		

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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										CHAMBERS & REMINGTON NOMINEES LIMITED	England	£1.00 Ordinary shares	100,000	
3										LLOYDS BANK NOMINEES LIMITED	England	£1.00 Ordinary shares	100,000	
3										LLOYDS BANK STOCKBROKERS (NOMINEES) LIMITED	England	£1.00 Ordinary shares	100,000	
3										LLOYDS BANK STOCKBROKERS CLIENT NOMINEES LIMITED	England	£1.00 Ordinary shares	100,000	
2										LYONSDOWN PROPERTY HOLDINGS LIMITED	England	£1.00 Ordinary shares	100,000	
3										BESSA PLUS II LIMITED (IN LIQUIDATION)	England	£0.50 Ordinary shares	100,000	
3										BESSA PLUS III LIMITED (IN LIQUIDATION)	England	£0.50 A Ordinary shares	100,000	
3										BESSA PLUS IV LIMITED (IN LIQUIDATION)	England	£0.50 Ordinary shares	100,000	
3										BESSA PLUS LIMITED (IN LIQUIDATION)	England	£0.50 A Ordinary shares	100,000	
3										BESSA PLUS V LIMITED (IN LIQUIDATION)	England	£0.50 Ordinary shares	100,000	
3										LYONSDOWN PROPERTIES 1 LIMITED (IN LIQUIDATION)	England	£0.50 A Ordinary shares	100,000	
3										LYONSDOWN PROPERTIES 10 LIMITED (IN LIQUIDATION)	England	£0.50 Ordinary shares	100,000	
3										LYONSDOWN PROPERTIES 11 LIMITED (IN LIQUIDATION)	England	£0.50 Ordinary shares	100,000	
3										LYONSDOWN PROPERTIES 12 LIMITED (IN LIQUIDATION)	England	£0.50 A Ordinary shares	100,000	
3										LYONSDOWN PROPERTIES 13 LIMITED (IN LIQUIDATION)	England	£0.50 Ordinary shares	100,000	
3										LYONSDOWN PROPERTIES 14 LIMITED (IN LIQUIDATION)	England	£0.50 A Ordinary shares	100,000	
3										LYONSDOWN PROPERTIES 15 LIMITED (IN LIQUIDATION)	England	£0.50 Ordinary shares	100,000	
3										LYONSDOWN PROPERTIES 16 LIMITED (IN LIQUIDATION)	England	£0.50 A Ordinary shares	100,000	
3										LYONSDOWN PROPERTIES 2 LIMITED (IN LIQUIDATION)	England	£0.50 Ordinary shares	100,000	
3										LYONSDOWN PROPERTIES 3 LIMITED (IN LIQUIDATION)	England	£0.50 A Ordinary shares	100,000	
3										LYONSDOWN PROPERTIES 4 LIMITED (IN LIQUIDATION)	England	£0.50 Ordinary shares	100,000	

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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											SALEN UK REAL ESTATE LP	United States		Limited partnership
5											NEWFONT LIMITED	England	100.000	
5											PENSIONS MANAGEMENT (S.W.F.) LIMITED	Scotland		Company limited by guarantee
6											PM NOMINEE 1 LIMITED	Jersey	100.000	
6											PM NOMINEE 2 LIMITED	Jersey	100.000	
6											PM NOMINEE 3 LIMITED	Jersey	100.000	
6											PM NOMINEE 4 LIMITED	Jersey	100.000	
6											PM NOMINEE 5 LIMITED	Jersey	100.000	
6											PM NOMINEE 6 LIMITED	Jersey	100.000	
6											PM NOMINEE 7 LIMITED	Jersey	100.000	
6											PM NOMINEE 8 LIMITED	Jersey	100.000	
5											SCOTTISH WIDOWS (PORT HAMILTON) LIMITED	Scotland	100.000	
5											SCOTTISH WIDOWS ANNUITIES LIMITED	Scotland	100.000	
5											SCOTTISH WIDOWS HOLDINGS LIMITED	Scotland	100.000	
5											SCOTTISH WIDOWS INDUSTRIAL PROPERTIES EUROPE B.V.	Netherlands	100.000	
6											EURL AUBERGENVILLE HOLDING CO	France	100.000	
7											SCI AUBERGENVILLE INVESTMENT CO	France	100.000	
6											EURL BEZONS HOLDING CO	France	100.000	
7											SCI BEZONS INVESTMENT CO	France	100.000	
6											EURL BUSSY EIFFEL HOLDING CO	France	100.000	
7											SCI BUSSY EIFFEL INVESTMENT CO	France	100.000	
6											EURL BUSSY ST GEORGE HOLDING CO	France	100.000	
7											SCI BUSSY ST GEORGE INVESTMENT CO	France	100.000	
6											EURL CARRIERES HOLDING CO	France	100.000	
7											SCI CARRIERES INVESTMENT CO	France	100.000	
6											EURL CHAMBLAY HOLDING CO	France	100.000	
7											SCI CHAMBLAY INVESTMENT CO	France	100.000	
6											EURL FRENCH INDUSTRIAL PREMISES HOLDING CO	France	100.000	
6											EURL GONESSE HOLDING CO	France	100.000	
7											SCI GONESSE INVESTMENT CO	France	100.000	
6											EURL LISSES HOLDING CO	France	100.000	
7											SCI LISSES INVESTMENT CO	France	100.000	
6											EURL LYON CHASSIEU HOLDING CO	France	100.000	
7											SCI LYON CHASSIEU INVESTMENT CO	France	100.000	
6											EURL MITRY HOLDING CO	France	100.000	
7											SCI MITRY INVESTMENT CO	France	100.000	
6											EURL MITRY II HOLDING CO	France	100.000	
7											SCI MITRY II INVESTMENT CO	France	100.000	
6											EURL ORLY HOLDING CO	France	100.000	
7											SCI ORLY INVESTMENT CO	France	100.000	
6											EURL ST PIERRE DU PERRY HOLDING CO	France	100.000	

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Tier Levels														
1	2	3	4	5	6	7	8	9	10					
7										SCI ST PIERRE DU PERRAY INVESTMENT CO	France	€ Ordinary Euro €1 shares	100.000	
6										EURL ST THIBAUT HOLDING CO	France	€ Ordinary Euro €1 shares	100.000	
7										SCI ST THIBAUT INVESTMENT CO	France	€ Ordinary Euro €1 shares	100.000	
6										EURL ST WITZ HOLDING CO	France	€ Ordinary Euro €1 shares	100.000	
7										SCI ST WITZ INVESTMENT CO	France	€ Ordinary Euro €1 shares	100.000	
6										EURL ST WITZ II HOLDING CO	France	€ Ordinary Euro €1 shares	100.000	
7										SCI ST WITZ II INVESTMENT CO	France	€ Ordinary Euro €1 shares	100.000	
6										EURL SWNEWCO 11 HOLDING CO - ST MICHEL SUR ORGE	France	€ Ordinary Euro €1 shares	100.000	
7										SCI SWNEWCO 11 INVESTMENT CO - ST MICHEL SUR ORGE	France	€ Ordinary Euro €1 shares	100.000	
6										EURL SWNEWCO 12 HOLDING CO	France	€ Ordinary Euro €1 shares	100.000	
7										SCI NEWCO 12 INVESTMENT CO - CARRIERE PERPETUAL	France	€ Ordinary Euro €1 shares	100.000	
6										EURL SWNEWCO 13 HOLDING CO	France	€ Ordinary Euro 1 shares	100.000	
7										SCI NEWCO 13 INVESTMENT CO	France	€ Ordinary Euro 1 shares	100.000	
6										EURL SWNEWCO 14 HOLDING CO	France	€ Ordinary Euro 1 shares	100.000	
7										SCI NEWCO 14 INVESTMENT CO	France	€ Ordinary Euro 1 shares	100.000	
6										EURL SWNEWCO 15 HOLDING CO	France	€ Ordinary Euro 1 shares	100.000	
7										SCI NEWCO 15 INVESTMENT CO	France	€ Ordinary Euro 1 shares	100.000	
5										SCOTTISH WIDOWS INTERNATIONAL LIMITED	Jersey	£1.00 Ordinary shares	100.000	
5										SCOTTISH WIDOWS PROPERTY MANAGEMENT LIMITED	Scotland	£1.00 Ordinary shares	100.000	
5										SCOTTISH WIDOWS SERVICES LIMITED	Scotland	£1.00 Ordinary shares	100.000	
5										SCOTTISH WIDOWS TRUSTEES LIMITED	Scotland	£1.00 Ordinary shares	100.000	
5										SCOTTISH WIDOWS UNIT FUNDS LIMITED	Scotland	£1.00 Deferred shares	100.000	
6										SWUF NOMINEE 1 LIMITED	Jersey	£1.00 Ordinary shares	100.000	
6										SWUF NOMINEE 2 LIMITED	Jersey	£1.00 Ordinary shares	100.000	
6										SWUF NOMINEE 3 LIMITED	Jersey	£1.00 Ordinary shares	100.000	
6										SWUF NOMINEE 4 LIMITED	Jersey	£1.00 Ordinary shares	100.000	
5										STARFORT LIMITED	England	£1.00 Ord shares	100.000	
5										SW (NO.2) LIMITED	Scotland	£1.00 Ordinary shares	100.000	
5										SW NO1. LIMITED	Scotland	£1.00 Ordinary shares	100.000	
5										THE COVENT GARDEN MARKET GP LLC	United States	£1.00 Ordinary-A shares	100.000	
3										SCOTTISH WIDOWS FUND MANAGEMENT LIMITED	Scotland	£1.00 Ordinary shares	100.000	
3										SCOTTISH WIDOWS INVESTMENT PARTNERSHIP GROUP LIMITED	England	£1.00 Ordinary shares	100.000	
4										FAGAN INVESTMENT MANAGEMENT LIMITED (IN LIQUIDATION)	Ireland	£1.00 Ir £1 shares	100.000	
4										HILL SAMUEL ASSET MANAGEMENT INTERNATIONAL LIMITED	Scotland	£1.00 Ordinary shares	100.000	

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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	1 2 3 4 5 6 7 8 9 10					
4	HILL SAMUEL PERSONAL PORTFOLIO MANAGERS LIMITED	England	£1.00 Ordinary shares	100.000		
4	HILL SAMUEL PRIVATE CLIENT MANAGEMENT LIMITED	England	£1.00 Ordinary shares	100.000		
4	HILL SAMUEL UNIT TRUST MANAGERS LIMITED	England	£1.00 Ordinary shares	100.000		
4	SCOTTISH WIDOWS INVESTMENT PARTNERSHIP LIMITED	England	£1.00 Ordinary shares	100.000		
5	AIRPORT INDUSTRIAL GP LIMITED	England	£1.00 Ordinary shares	100.000		
6	AIRPORT INDUSTRIAL NOMINEES B LIMITED	England	£ Ordinary shares	100.000		
6	AIRPORT INDUSTRIAL NOMINEES C LIMITED	England	£ Ordinary shares	100.000		
6	AIRPORT INDUSTRIAL NOMINEES D LIMITED	England	£1.00 Ordinary shares	100.000		
6	AIRPORT INDUSTRIAL NOMINEES LIMITED	England	£1.00 Ordinary £1 shares	100.000		
6	GATWICK SITE NO 5 (CI) LIMITED	Jersey	£1.00 Ordinary shares	100.000		
6	GATWICK SITE NO 5B (CI) LIMITED	Jersey	£1.00 Ordinary shares	100.000		
6	GATWICK SITE NO 6 (CI) LIMITED	Jersey	£1.00 Ordinary shares	100.000		
6	GATWICK SITE NO 6B (CI) LIMITED	Jersey	£1.00 Ordinary shares	100.000		
6	GLASGOW SITE NO 1 (CI) LIMITED	Jersey	£1.00 Ordinary shares	100.000		
6	GLASGOW SITE NO 2 (CI) LIMITED	Jersey	£1.00 Ordinary shares	100.000		
6	HEATHROW SITE NO 3 (CI) LIMITED	Jersey	£1.00 Ordinary shares	100.000		
6	HEATHROW SITE NO 3B (CI) LIMITED	Jersey	£1.00 Ordinary shares	100.000		
6	HEATHROW SITE NO 4 (CI) LIMITED	Jersey	£1.00 Ordinary shares	100.000		
6	HEATHROW SITE NO 4B (CI) LIMITED	Jersey	£1.00 Ordinary shares	100.000		
6	HEATHROW SITE NO 5 (CI) LIMITED	Jersey	£1.00 Ordinary shares	100.000		
6	HEATHROW SITE NO 5B (CI) LIMITED	Jersey	£1.00 Ordinary shares	100.000		
6	HEATHROW SITE NO 6 (CI) LIMITED	Jersey	£1.00 Ordinary shares	100.000		
6	HEATHROW SITE NO 6B (CI) LIMITED	Jersey	£1.00 Ordinary shares	100.000		
6	HEATHROW SITE NO 7 (CI) LIMITED	Jersey	£1.00 Ordinary shares	100.000		
6	HEATHROW SITE NO 8 (CI) LIMITED	Jersey	£1.00 Ordinary shares	100.000		
6	STANSTED SITE NO 2 (CI) LIMITED	Jersey	£1.00 Ordinary shares	100.000		
6	STANSTED SITE NO 2B (CI) LIMITED	Jersey	£1.00 Ordinary shares	100.000		
6	STANSTED SITE NO 3 (CI) LIMITED	Jersey	£1.00 Ordinary shares	100.000		
6	STANSTED SITE NO 3B (CI) LIMITED	Jersey	£1.00 Ordinary shares	100.000		
5	AIRPORT INDUSTRIAL LP	England	£1.00 Ordinary shares	100.000		
5	BEDFONT LAKES BUSINESS PARK (GP1) LIMITED	England	£1.00 Ordinary shares	100.000		
6	BLBP 1 LIMITED	England	£1.00 Ordinary shares	100.000		
6	BLBP 2 LIMITED	England	£1.00 Ordinary shares	100.000		
5	BEDFONT LAKES BUSINESS PARK (GP2) LIMITED	England	£1.00 Ordinary shares	100.000		
6	BLBP 3 LIMITED	England	£1.00 Ordinary shares	100.000		
6	BLBP 4 LIMITED	England	£1.00 Ordinary shares	100.000		
5	BEDFONT LAKES BUSINESS PARK (NO1) LP	England	£1.00 Ordinary shares	100.000		Limited partnership
5	BEDFONT LAKES BUSINESS PARK (NO2) LP	England	£1.00 Ordinary shares	100.000		Limited partnership
5	MCKENZIE GP LLC	United States				

= Company is multi-owned within group

11/05/2005

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										England	£1.00 Ordinary shares	100.000		
3										England	£1.00 Ordinary shares	100.000		
3										England	£1.00 Ordinary shares	100.000		
2										England	£1.00 Ordinary shares	100.000		
											£1.00 Special Rights Redeemable Pref shares	100.000		
2										England	£1.00 Ordinary shares	100.000		
3										England	£1.00 Ordinary shares	100.000		
3										England	£1.00 Ordinary shares	100.000		
2										England	£1.00 Ordinary shares	100.000		
3										England	£1.00 Ordinary shares	100.000		
3										England	£1.00 Ordinary shares	100.000		
4										England	£1.00 Deferred shares	100.000		
4										England	£1.00 Ordinary shares	100.000		
										England	£1.00 10% Cumulative Preference shares	100.000		
3										England	£1.00 10% Cumulative Preference shares	100.000		
										England	£1.00 Ordinary shares	100.000		
4										England	£1.00 Ordinary shares	100.000		
4										England	£1.00 Ordinary shares	100.000		
										England	£1.00 Ordinary shares	100.000		
4										England	£1.00 Ordinary shares	100.000		
										England	£1.00 Ordinary shares	100.000		
2										England	£1.00 Ordinary shares	100.000		
3										England	£1.00 Ordinary shares	100.000		
3										England	£1.00 Ordinary shares	100.000		
3										England	£1.00 Ordinary shares	100.000		
3										England	£1.00 Ordinary shares	100.000		
3										England	£1.00 Ordinary shares	100.000		
3										England	£1.00 Ordinary shares	100.000		
2										England	£1.00 Ordinary shares	100.000		
2										Netherlands	€45.38 Ordinary shares	100.000		
2										England	£1.00 Ordinary shares	100.000		
2										England	£0.25 Ordinary shares	100.000		
3										England	£1.00 Ordinary shares	100.000		
2										England	£1.00 10% Non Cumulative Pref shares	100.000		
										England	£1.00 Ordinary shares	100.000		
										England	£1.00 10% Non Cumulative Pref shares	100.000		
2										England	£1.00 Ordinary shares	100.000		
2										England	£1.00 Ordinary shares	100.000		
										England	£1.00 Ordinary shares	100.000		
2										England	£1.00 Ordinary shares	100.000		
2										England	£1.00 Ordinary shares	100.000		
2										England	£1.00 Ordinary shares	100.000		
2										England	£1.00 Ordinary shares	100.000		

= Company is multi-owned within group

11/05/2005

