

AR01

Annual Return

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

BLUEPRINT

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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 give
notice of changes to the company
officers, registered office address
company type or information
relating to the company records

TUESDAY



A27

A190H0P5

15/05/2012

COMPANIES HOUSE

#74

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 0 9 10 5 2 0 1 2

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 type¹**

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 address²**

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 records⁴**

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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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*	Mr
Full forename(s)	HAROLD FRANCIS
Surname	BAINES
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	THE MOUND
Street	
Post town	EDINBURGH
County/Region	
Postcode	E H 1 1 Y Z
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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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		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.
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
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	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)
Where the company/firm is registered ^③		
Registration number		
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	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.
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ^④		
If applicable, the registration number		

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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 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 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)	ANITA MARGARET
Surname	FREW
Former name(s) ^②	
Country/State of residence	United Kingdom
Nationality	BRITISH
Date of birth	d 2 4 m 0 6 y 1 9 5 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

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^② Former name(s)

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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.

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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)	JULIAN MICHAEL	
Surname	HORN-SMITH	
Former name(s) ^②		
Country/State of residence	United Kingdom	
Nationality	British	
Date of birth	d 1 d 4 m 1 m 2 y 1 y 9 y 4 y 8	
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 ^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
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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 8 m 0 1 y 1 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 ^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.

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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)	GLEN RICHARD	
Surname	MORENO	
Former name(s) ^②		
Country/State of residence	United Kingdom	
Nationality	American/British	
Date of birth	d 2 d 4 m 0 m 7 y 1 y 9 y 4 y 3	
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 ^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
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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 ^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
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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)	THOMAS TIMOTHY	
Surname	RYAN	
Former name(s) ②		
Country/State of residence	United Kingdom	
Nationality	AMERICAN	
Date of birth	d 1 d 3 m 0 m 6 y 1 y 9 y 4 y 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.

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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)	MARTIN ANTHONY	
Surname	SCICLUNA	
Former name(s) ^②		
Country/State of residence	United Kingdom	
Nationality	BRITISH	
Date of birth	d 2 0 m 1 1 y 1 9 y 5 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 ^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*	MR
Full forename(s)	ANTHONY
Surname	WATSON
Former name(s) ^②	
Country/State of residence	United Kingdom
Nationality	BRITISH
Date of birth	d ⁰ d ² m ⁰ m ⁴ y ¹ y ⁹ y ⁴ y 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 ^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*	MRS	
Full forename(s)	SARA VIVIANNE	
Surname	WELLER	
Former name(s) ^②		
Country/State of residence	United Kingdom	
Nationality	British	
Date of birth	d0 d1 m0 m8 y1 y9 y6 y1	
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 ^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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Corporate director

E1	Corporate director's details ^① Please use this section to list all the corporate director's of the company	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.
Corporate body/firm name		
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
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.	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)
Where the company/firm is registered ^③		
Registration number		
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.	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.
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ^④		
If applicable, the registration number		

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Part 3 Statement of capital¹

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 currencies

Please 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 etc

² Including both the nominal value and any share premium.

³ Number of shares issued multiplied by nominal value of each share

⁴ Total number of issued shares in this class.

Continuation Pages
 Please use a Statement of Capital continuation page if necessary

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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	Holder 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 recognised 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 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 7 875% Non-cumulative Callable Preference	500,000		/ /
				/ /
				/ /
				/ /
				/ /
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				/ /
				/ /
				/ /
				/ /

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 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	US\$0 25 7 875% Non-cumulative Callable Preference	1,250,000		/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
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				/ /
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				/ /

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	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

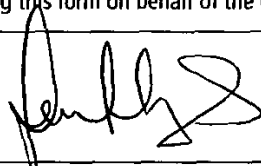
This must be completed by all companies

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, ~~Charity 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	ABEL & COLE HOLDINGS LIMITED									ENGLAND AND WALES				
2	ALAN DICK & COMPANY (HOLDINGS) LIMITED									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	BAX' FINANCE B V									Netherlands	€ 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	BOS (IRELAND) PROPERTY SERVICES LIMITED									Ireland	€1 27 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 B preference shares	0 00000	100 00000	
3	C & G FINANCIAL SERVICES LIMITED									ENGLAND AND WALES	£1 00 Ordinary shares £1 00 Preference shares £1 00 Ordinary shares	100 00000 0 00000 100 00000	100 00000	

= Company is multi-owned within group

09/05/2012

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	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		
3	LLOYDS TSB MORTGAGES LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
2	COX'S & KING'S FINANCIAL SERVICES 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	100 00000 100 00000 100 00000 100 00000 100 00000 100 00000	100 00000	
3	BANK OF SCOTLAND PLC #										SCOTLAND				
4	ADMIRAL TAVERNS GROUP HOLDINGS LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	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	£1 00 Ordinary shares	100 00000		
4	BANK OF SCOTLAND (IRELAND) COMMERCIAL FINANCE LIMITED										Ireland	€1 27 Ordinary-A shares	100 00000		
5	BOS (IRELAND) FUNDING LIMITED #										Ireland	€1 27 Ordinary-B shares	100 00000		100 00000
4	BANK OF SCOTLAND (STANLIFE) LONDON NOMINEES LIMITED										SCOTLAND	€1 27 Ordinary shares	0 00005		
4	BANK OF SCOTLAND CAPITAL FUNDING (JERSEY) LIMITED										Jersey	£1 00 Ordinary shares	100 00000		
4	BANK OF SCOTLAND EDINBURGH NOMINEES LIMITED										SCOTLAND				

= Company is multi-owned within group

09/05/2012

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	BARENTS LEASING LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
5	BOS AIRCRAFT HOLDINGS LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
6	AIRCRAFT INVESTMENTS LIMITED	Cayman Islands	US\$1 00 Ordinary shares	100 00000	
5	BOSSAF RAIL LIMITED	ENGLAND AND WALES	US\$1 00 Ordinary shares	100 00000	
6	CBRAIL LIMITED	ENGLAND AND WALES	£1 00 Ordinary Euros shares	100 00000	
7	CBRAIL (CAESAR) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
8	CBRAIL (EURO) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
7	CBRAIL (NORDHARZ) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
7	CBRAIL (RUHR-SIEG) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
7	CBRAIL (UK) LIMITED	ENGLAND AND WALES	£1 00 Ordinary Euros shares	100 00000	
6	CBRAIL S A R L	Luxembourg	£1 00 Ordinary shares	100 00000	
5	CHARIOT FINANCE LIMITED	ENGLAND AND WALES	£25 00 Ordinary shares	100 00000	
5	CHARTA LEASING NO 1 LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
5	CHARTA LEASING NO 2 LIMITED	ENGLAND AND WALES	£1 00 Ordinary-B shares	100 00000	
5	HALIFAX LEASING (JUNE) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
5	HALIFAX LEASING (MARCH NO 2) LIMITED	ENGLAND AND WALES	£0 50 ORDINARY shares	100 00000	
5	HALIFAX LEASING (SEPTEMBER) LIMITED	ENGLAND AND WALES	£0 50 ORDINARY A Shares	100 00000	
6	WARWICK LEASING LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
5	KANTO LEASING LIMITED	ENGLAND AND WALES	£1 00 'A' ORDINARY OF ONE POUND shares	100 00000	
5	KATRINE LEASING LIMITED	ENGLAND AND WALES	£1 00 'B' ORDINARY OF ONE POUND shares	100 00000	
		Jersey	£1 00 Ordinary shares	100 00000	
			£1 00 Par Value shares	100 00000	

= Company is multi-owned within group

09/05/2012

Tier Levels	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
4	BIRMINGHAM MIDSHIRES FINANCIAL SERVICES LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
4	BIRMINGHAM MIDSHIRES LAND DEVELOPMENT LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
4	BIRMINGHAM MIDSHIRES PROPERTY SERVICES LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
			£1 00 Redeemable Ordinary 1 shares	100 00000		
4	BLAIR, OLIVER AND SCOTT LIMITED	SCOTLAND	£1 00 ORDINARY shares	100 00000		
4	BLAIRS LIMITED	SCOTLAND				
4	BLUESTONES RESORTS GROUP LIMITED	ENGLAND AND WALES				
4	BOS (BOSTON) INC	United States	US\$1 00 Ordinary shares	100 00000		
4	BOS (IRELAND) EUROFINANCE LIMITED	Ireland	£1 27 Ordinary-A shares	100 00000		
			£1 27 Ordinary-B shares	100 00000		
4	BOS (IRELAND) FINANCIAL ENTERPRISES LIMITED	Ireland	£1 27 Ordinary shares	100 00000		
4	BOS (IRELAND) FINANCIAL SERVICES LIMITED	Ireland	£1 27 Ordinary shares	100 00000		
4	BOS (IRELAND) FUNDING LIMITED #	Ireland	£1 27 Ordinary shares	99 99975	100 00000	
4	BOS (IRELAND) INTERNATIONAL FINANCE LIMITED	Ireland	£1 00 ORDINARY shares	100 00000		
4	BOS (IRELAND) LEASING LIMITED	Ireland	£1 27 Ordinary shares	100 00000		
4	BOS (IRELAND) NOMINEES LIMITED	Ireland	£1 27 Ordinary shares	100 00000		
5	BOS (IRELAND) FUNDING LIMITED #	Ireland	£1 27 Ordinary shares	0 00005	100 00000	
4	BOS (IRELAND) PROPERTY SERVICES 2 LIMITED	Ireland	£1 00 Ordinary shares	100 00000		
4	BOS (IRELAND) SOFTWARE DEVELOPMENT SERVICES LIMITED	Ireland	£1 00 Ordinary shares	100 00000		
5	BOS (IRELAND) FUNDING LIMITED #	Ireland	£1 27 Ordinary shares	0 00005	100 00000	
4	BOS (SHARED APPRECIATION MORTGAGES) (SCOTLAND) NO 2) LIMITED	ENGLAND AND WALES	£1 00 ORDINARY shares	100 00000		
4	BOS (SHARED APPRECIATION MORTGAGES) (SCOTLAND) NO 3) LIMITED	ENGLAND AND WALES	£1 00 ORDINARY shares	100 00000		
4	BOS (SHARED APPRECIATION MORTGAGES) (SCOTLAND)) LIMITED	ENGLAND AND WALES	£1 00 ORDINARY shares	100 00000		
4	BOS (SHARED APPRECIATION MORTGAGES) NO 1 PLC #	ENGLAND AND WALES	£1 00 ORDINARY shares	99 99800	100 00000	
4	BOS (SHARED APPRECIATION MORTGAGES) NO 2 PLC #	ENGLAND AND WALES	£1 00 ORDINARY shares	99 99800	100 00000	
4	BOS (SHARED APPRECIATION MORTGAGES) NO 3 PLC #	ENGLAND AND WALES	£1 00 ORDINARY shares	99 99800	100 00000	
4	BOS (SHARED APPRECIATION MORTGAGES) NO 4 PLC #	ENGLAND AND WALES	£1 00 ORDINARY shares	99 99800	100 00000	
4	BOS (SHARED APPRECIATION MORTGAGES) NO 5 PLC #	ENGLAND AND WALES	£1 00 ORDINARY shares	99 99800	100 00000	
4	BOS (SHARED APPRECIATION MORTGAGES) NO 6 PLC #	ENGLAND AND WALES	£1 00 ORDINARY shares	99 99800	100 00000	

= 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					
4										BOS (SOUTHPORT) HOLDING LLC	United States			
5										SOUTHPORT GREEN ACQUISITION LLC	United States			
4										BOS MISTRAL LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
5										MOTABILITY OPERATIONS GROUP PLC #	ENGLAND AND WALES	£1 00 Ordinary shares	20 00000	40 00000
4										BRITANNIA PERSONAL LENDING LIMITED	ENGLAND AND WALES	£1 00 Preference shares	20 00000	
4										BRITISH LINEN EQUITY LIMITED	SCOTLAND	£1 00 'A' ORDINARY shares	100 00000	40 00000
4										BRITISH LINEN LEASING LIMITED	SCOTLAND	£1 00 ORDINARY shares	100 00000	
5										BANK OF SCOTLAND EQUIPMENT FINANCE LIMITED	ENGLAND AND WALES	£1 00 'A' ORDINARY OF ONE POUND shares	100 00000	
6										CF ASSET FINANCE LIMITED	ENGLAND AND WALES	£1 00 'B' ORDINARY OF ONE POUND shares	100 00000	
6										SALESLEASE PURCHASE LIMITED	SCOTLAND	£1 00 ORDINARY shares	100 00000	
5										BRITISH LINEN CHARTER PLC	SCOTLAND	£1 00 ORDINARY shares	100 00000	
5										BRITISH LINEN LEASING (LONDON) LIMITED	SCOTLAND	£1 00 ORDINARY shares	100 00000	
5										BRITISH LINEN SHIPPING LIMITED	SCOTLAND	£1 00 ORDINARY shares	100 00000	
5										CAPITAL LEASING (EDINBURGH) LIMITED	SCOTLAND	£1 00 ORDINARY shares	100 00000	
5										CAPITAL LEASING LIMITED	SCOTLAND	£1 00 ORDINARY shares	100 00000	
4										BRITISH LINEN SECURITIES LIMITED	SCOTLAND	£1 00 ORDINARY shares	100 00000	
4										BROOKGATE LIMITED	ENGLAND AND WALES	£1 00 ORDINARY shares	100 00000	
4										BROOKLYN PROPERTIES LIMITED	Ireland	€1 27 Ordinary-A shares	100 00000	
4										CALA 1999 LIMITED	SCOTLAND			
4										CALA GROUP LIMITED	SCOTLAND			
4										CALEY SPV LIMITED	ENGLAND AND WALES			
4										CAPITAL 1945 LIMITED #	ENGLAND AND WALES	£1 00 ORDINARY shares	100 00000	
4										CAPITAL BANK ASSET FINANCE (2) LIMITED	ENGLAND AND WALES	£1 00 A shares	100 00000	
4										CAPITAL BANK ASSET FINANCE LIMITED	SCOTLAND	£1 00 B shares	100 00000	
4										CAPITAL BANK CASHFLOW FINANCE LIMITED	ENGLAND AND WALES	£1 00 ORDINARY shares	100 00000	
												£1 00 NONCUM PREF shares	100 00000	
4										CAPITAL BANK INSURANCE SERVICES LIMITED	ENGLAND AND WALES	£1 00 ORDINARY shares	100 00000	
4										CAPITAL BANK LEASING 1 LIMITED	ENGLAND AND WALES	£1 00 ORDINARY shares	100 00000	
												£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
4 CAPITAL BANK LEASING 10 LIMITED	ENGLAND AND WALES	£1 00 ORDINARY shares	100 00000		
4 CAPITAL BANK LEASING 11 LIMITED	ENGLAND AND WALES	£1 00 ORDINARY shares	100 00000		
4 CAPITAL BANK LEASING 12 LIMITED	SCOTLAND	£1 00 ORDINARY shares	100 00000		
4 CAPITAL BANK LEASING 2 LIMITED	ENGLAND AND WALES	£1 00 ORDINARY shares	100 00000		
4 CAPITAL BANK LEASING 3 LIMITED	ENGLAND AND WALES	£1 00 ORDINARY shares	100 00000		
4 CAPITAL BANK LEASING 4 LIMITED	ENGLAND AND WALES	£1 00 ORDINARY shares	100 00000		
4 CAPITAL BANK LEASING 5 LIMITED	ENGLAND AND WALES	£1 00 ORDINARY shares	100 00000		
4 CAPITAL BANK LEASING 6 LIMITED	ENGLAND AND WALES	£1 00 ORDINARY shares	100 00000		
4 CAPITAL BANK LEASING 7 LIMITED	ENGLAND AND WALES	£1 00 ORDINARY shares	100 00000		
4 CAPITAL BANK LEASING 8 LIMITED	SCOTLAND	£1 00 ORDINARY shares	100 00000		
4 CAPITAL BANK LEASING 9 LIMITED	ENGLAND AND WALES	£1 00 ORDINARY shares	100 00000		
4 CAPITAL BANK PROPERTY INVESTMENTS (3) LIMITED	ENGLAND AND WALES	£1 00 ORDINARY shares	100 00000		
4 CAPITAL BANK PROPERTY INVESTMENTS (6) LIMITED	ENGLAND AND WALES	£1 00 ORDINARY shares	100 00000		
4 CAPITAL BANK VEHICLE MANAGEMENT LIMITED	ENGLAND AND WALES	£1 00 ORDINARY shares	100 00000		
4 CAPITAL GARDENS LIMITED	ENGLAND AND WALES				
4 CAPITAL PERSONAL FINANCE LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
4 CARTWRIGHT FINANCE LIMITED	ENGLAND AND WALES	£1 00 'C' ORDINARY shares	0 00800		
4 CASTLE COLLECTIONS LIMITED	ENGLAND AND WALES	£1 00 'N' ORDINARY shares	100 00000		
4 CENTRAL COLLECTIONS LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
4 CONNERY LIMITED	Jersey	£1 00 ORDINARY shares	100 00000		
4 COPTHORN HOLDINGS LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	20 00000		
4 COUNTY WIDE PROPERTY INVESTMENTS LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
4 DE VERE GROUP LIMITED	ENGLAND AND WALES				

= Company is multi-owned within group

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Company Name										Notes
Tier Levels										
1	2	3	4	5	6	7	8	9	10	
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 ENGLAND AND WALES £1 00 'A' ORDINARY shares 100 00000
4	EXCEPTION GROUP LIMITED									
4	FIRST RETAIL FINANCE (CHESTER) LIMITED									ENGLAND AND WALES £1 00 'A' ORDINARY shares 100 00000
4	FLEXIFLY LIMITED									SCOTLAND ENGLAND AND WALES £1 00 'B' ORDINARY shares 100 00000
4	FORTHRIGHT FINANCE LIMITED									ENGLAND AND WALES £1 00 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	GILES BRIGGS HOLDINGS LIMITED									ENGLAND AND WALES £1 00 ORDINARY shares 100 00000
4	GLADEDALE GROUP HOLDINGS LIMITED									
4	GLOSSTRIPS LIMITED									SCOTLAND ENGLAND AND WALES £1 00 ORDINARY shares 100 00000
4	GODFREY DAVIS (CONTRACT HIRE) LIMITED									ENGLAND AND WALES £0 25 Ordinary shares 100 00000
4	HALIFAX CREDIT CARD LIMITED									ENGLAND AND WALES £1 00 'A' Ordinary Shares of £1 00 100 00000
4	HALIFAX LOANS LIMITED									ENGLAND AND WALES £1 00 'B' Ordinary Shares of £1 00 100 00000 £1 00 'C' Ordinary Shares of £1 00 100 00000
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

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Company Name										Notes
Country of Incorporation										
Class of Share										
Tier Levels										% of class of shares held by the parent company
1	2	3	4	5	6	7	8	9	10	
										% of class of shares held by the parent company
										shares held by the group (if different from the parent company)

				£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			
4	HBOS CANADA INC	Canada	CAD1 00 Ordinary shares	100 00000	
5	BOSIC INC	Canada	CAD1 00 Ordinary shares	100 00000	
5	UBERIOR CANADA LP LTD	Canada	CAD1 00 Ordinary shares	100 00000	
4	HBOS DIRECTORS LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
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	
	HORIZON PROPERTY INVESTMENTS LIMITED	SCOTLAND	£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 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 ICC CORPORATE FINANCE LIMITED	Ireland	£1 27 Ordinary shares	100 00000		
5 BOS (IRELAND) FUNDING LIMITED #	Ireland	£1 27 Ordinary shares	0 00005	100 00000	
5 ICC HOLDINGS #	Ireland	£1 27 Ordinary shares	0 90090	100 00000	
4 ICC EQUITY PARTNERS LIMITED	Ireland	£1 27 Ordinary shares	100 00000		
4 ICC ESOP TRUSTEE LIMITED	Ireland	£1 20 Ordinary shares	100 00000		
4 ICC FINANCE LIMITED	Ireland	£1 27 Ordinary shares	100 00000		
4 ICC HOLDINGS #	Ireland	£1 27 Ordinary shares	99 09910	100 00000	
5 BOS (IRELAND) FUNDING LIMITED #	Ireland	£1 27 Ordinary shares	0 00005	100 00000	
5 BOS (IRELAND) WEALTH MANAGEMENT LIMITED	Ireland	£1 27 Ordinary shares	100 00000		
5 ICC ENTERPRISE PARTNERS LIMITED	Ireland	£1 27 Ordinary shares	100 00000		
5 ICC FINANCIAL CONSULTING LIMITED (IN VOLUNTARY LIQUIDATION)	Ireland	£1 27 Ordinary shares	100 00000		
5 ICC SOFTWARE PARTNERS LIMITED	Ireland	£1 27 Ordinary shares	100 00000		
5 KRIPTON PROPERTIES LIMITED	Ireland	£1 27 Ordinary shares	100 00000		
5 OMNISTONE LIMITED #	Ireland	£1 26974 Ordinary-A shares	0 00000	100 00000	
		£1 26974 Ordinary-B shares	0 00000	100 00000	
		£1 26974 Ordinary-C shares	2 00000	100 00000	
5 TRISTAN PROPERTIES LIMITED	Ireland	£1 27 Ordinary shares	100 00000		
4 ICC INTERNATIONAL FINANCE LIMITED	Ireland	£1 00 ORDINARY shares	100 00000		
4 ICC VENTURE PARTNERS LIMITED	Ireland	£1 27 Ordinary shares	100 00000		
4 IL 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 LEEDS PERMANENT DEVELOPMENT SERVICES LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
4 LLOYDS BANK INTERNATIONAL SA #	Wales	£1 00 Ordinary shares	0 00000	100 00000	
4 LLOYDS BANKING GROUP INSURANCE PCC LIMITED #	Spain Guernsey	€60 10 Ordinary shares £1 00 Ordinary shares	77 16049	99 99999	

= 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
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	MCKEE DEVELOPMENT COMPANY LIMITED	Ireland	€1 00 Ordinary shares	100 00000					
4	MEADOWFIELD INVESTMENTS LIMITED	SCOTLAND	£1 00 Ordinary shares	100 00000					
5	AVONBRIDGE INVESTMENTS LIMITED	Cayman Islands	£1 00 Ordinary Non-redeemable shares	100 00000					
5	BRIDGEND INVESTMENTS LIMITED	Cayman Islands	£1 00 A Shares	100 00000					
5	CANMORE INVESTMENTS LIMITED	Cayman Islands	£1 00 Ordinary shares	100 00000					
5	CASTLEMILL INVESTMENTS LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000					
6	OBAN INVESTMENTS LIMITED	Jersey	£600 00 Ordinary-A shares	100 00000					
5	FORTROSE INVESTMENTS LIMITED	ENGLAND AND WALES	£400 00 Ordinary-B shares	0 41494					
6	MORAY INVESTMENTS LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000					
5	KINGSFERRY INVESTMENTS LIMITED	Cayman Islands	£0 005 Ordinary shares	100 00000					
5	SY COLOSSAL INVESTMENTS LIMITED	Cayman Islands	£1 00 Ordinary non-redeemable shares	100 00000					
4	MEMBERSHIP SERVICES FINANCE LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000					
4	MORSTON ASSETS LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000					
4	MURRAY INTERNATIONAL HOLDINGS LIMITED	WALES							
4	NEWBRIDGE ENTERPRISES LIMITED	SCOTLAND NORTHERN IRELAND							
4	NFU MUTUAL FINANCE LIMITED	ENGLAND AND WALES	£1 00 'A' ORDINARY OF ONE POUND shares	100 00000					
			£1 00 C shares	100 00000					
4	NORTHERN EDGE LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000					
4	NORTHERN MORTGAGE CORPORATION LIMITED	ENGLAND AND WALES							
4	NWS TRUST LIMITED	SCOTLAND	£1 00 ORDINARY shares	100 00000					
4	OLD BROAD STREET INVESTMENTS (NUMBER 2) LIMITED	ENGLAND AND WALES	£0 50 Ordinary shares	100 00000					
			£0 50 ORDINARY A Shares	100 00000					
			£1 00 Redeemable Preference 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
6	BRITANNIA LIVING GROUP LIMITED								
6	6	CEL-F SOLAR SYSTEMS LIMITED							
6	6	CORDIAL HOTELS LIMITED							
6	6	DYSON GROUP PLC							
6	6	HEALTH AND SURGICAL HOLDINGS LIMITED							
6	6	KEW GREEN HOTELS LIMITED							
6	6	MELROSE COURT (CARDIFF) LIMITED							
6	6	MPG HOSPITAL HOLDINGS LIMITED							
6	6	MYRIAD HEALTHCARE LIMITED							
6	6	PRINCIPAL HAYLEY GROUP LIMITED							
6	6	TELLERMATE HOLDINGS LIMITED							
5	6	UBERIOR FUND HOLDINGS LIMITED							
6	6	BOSEMP GP LIMITED							
6	6	LLOYDS BANK EUROPEAN							
6	6	INFRASTRUCTURE CARRY GP LIMITED							
6	6	LLOYDS BANK EUROPEAN							
6	6	INFRASTRUCTURE CARRY LIMITED							
6	6	LLOYDS BANK EUROPEAN							
6	6	INFRASTRUCTURE PARTNERS CARRY LP							
6	6	UBERIOR ISAF CIP GP 2 LIMITED							
7	6	UBERIOR ISAF CIP 2007 LP							
5	6	UBERIOR FUND INVESTMENTS LIMITED							
6	6	UBERIOR CO-INVESTMENTS LIMITED							
5	6	UBERIOR FUND MANAGER LIMITED							
5	6	UBERIOR INFRASTRUCTURE INVESTMENTS LIMITED							
6	6	EDUCATION 4 AYRSHIRE HOLDINGS LIMITED							
6	6	FBLP LIMITED							

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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		UBERIOR INFRASTRUCTURE INVESTMENTS (NO 2) LIMITED
7	Guernsey				BANK OF SCOTLAND INFRASTRUCTURE PARTNERS LP INC ("BOSIP")
8	ENGLAND AND WALES				BOS INFRASTRUCTURE (NO 3) LIMITED
9	SCOTLAND				3 ED HOLDINGS LIMITED
9	NORTHERN IRELAND				BELFAST EDUCATIONAL SERVICES (HOLDINGS) LIMITED
9	ENGLAND AND WALES				CATALYST HEALTHCARE (ROMFORD) HOLDINGS LIMITED
9	ENGLAND AND WALES				CENTURY HEALTH (NOTTINGHAM) LIMITED
9	ENGLAND AND WALES				CLEVELAND FM SERVICES (HOLDINGS) LIMITED
9	ENGLAND AND WALES				CONSOLIDATED INVESTMENT HOLDINGS LIMITED
9	ENGLAND AND WALES				COTMIST LIMITED
9	ENGLAND AND WALES				D4E MULBERRY (HOLDINGS) LIMITED
9	ENGLAND AND WALES				DEFENCE TRAINING SERVICES LIMITED
9	SCOTLAND				EMBLEM SCHOOLS (HOLDINGS) LIMITED
9	SCOTLAND				ESP (HOLDINGS) LIMITED
9	ENGLAND AND WALES				GLOUCESTERSHIRE FM SERVICES (HOLDINGS) LIMITED
9	ENGLAND AND WALES				JUSTICE SUPPORT SERVICES (NORTH KENT) HOLDINGS LIMITED
9	ENGLAND AND WALES				PFI CAMDEN (HOLDINGS) LIMITED
9	ENGLAND AND WALES				PFI ISLINGTON (HOLDINGS) LIMITED
9	ENGLAND AND WALES				PFI ISLINGTON 2 (HOLDINGS) LIMITED
9	ENGLAND AND WALES				PYRAMID ACCOMMODATION SERVICES (CORNWALL) HOLDINGS LIMITED
9	ENGLAND AND WALES				PYRAMID SCHOOLS (CORNWALL) HOLDINGS LIMITED
9	ENGLAND AND WALES				PYRAMID SCHOOLS (HADLEY) HOLDINGS LIMITED

= Company is multi-owned within group

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Company Name										Notes
Tier Levels										
1	2	3	4	5	6	7	8	9	10	
7						JUSTICE SUPPORT SERVICES (NORFOLK AND SUFFOLK) HOLDINGS LIMITED			ENGLAND AND WALES	
7						THE HOSPITAL COMPANY (SOUTHMEAD) HOLDINGS LIMITED			ENGLAND AND WALES	
7						UBERIOR INFRASTRUCTURE INVESTMENTS (MUNDARING) LIMITED			Guernsey	
7						UBERIOR INFRASTRUCTURE INVESTMENTS (NO 4) USA LLC			United States	
8						DENVER TRANSIT PARTNERS LLC			United States	
7						UBERIOR INFRASTRUCTURE INVESTMENTS (NRAH) LIMITED			Guernsey	
5						UBERIOR ISAF CIP NOMINEE LIMITED			ENGLAND AND WALES	100 00000
5						UBERIOR PROPERTIES (2002) LIMITED			ENGLAND AND WALES	100 00000
6						UBERIOR PROPERTY MANAGEMENT (2002) LIMITED			ENGLAND AND WALES	100 00000
5						UBERIOR VENTURES LIMITED			ENGLAND AND WALES	100 00000
6						A G GERMANY LIMITED			ENGLAND AND WALES	100 00000
6						AAIM GROUP LIMITED			ENGLAND AND WALES	
6						AGORA MAX LIMITED			ENGLAND AND WALES	
6						AGORA SHOPPING CENTRES LIMITED			ENGLAND AND WALES	
6						ALDERLEY CAPITAL LIMITED			Isle of Man	
6						ANALYTICAL VENTURES LIMITED			ENGLAND AND WALES	
6						ARGYLL VENTURES LIMITED			ENGLAND AND WALES	
6						BELLHOUSE JOSEPH LEITH LIMITED			ENGLAND AND WALES	
6						BOS (IRELAND) INVESTMENTS (IN VOLUNTARY LIQUIDATION) #			WALES	50 00000
6						BREEZEROAD LIMITED			Ireland	100 00000
7						SIMPSON'S-IN-THE-STRAND(348446) LIMITED			ENGLAND AND WALES	
7						THE SAVOY HOTEL LIMITED			ENGLAND AND WALES	
6						CANLEY 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		BIRMINGHAM MIDSHIRES MORTGAGE SERVICES LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000				
7		BAVARIAN MORTGAGES NO 5 LIMITED #	ENGLAND AND WALES	£1 00 Ordinary shares	99 99800	100 00000			
7		BIRMINGHAM MIDSHIRES MORTGAGE SERVICES NO 1 LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	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	£0 20 Ordinary shares	90 00000				
3		HALIFAX LIMITED #	ENGLAND AND WALES	£0 20 ORDINARY 20P shares	100 00000				
4		LLOYDS BANK INTERNATIONAL SA #	Spain	€60 10 Ordinary shares	0 00000	100 00000			
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				
5		BOSINT INVESTMENTS LIMITED #	Jersey	£1 00 Ordinary shares	0 00517	100 00000			
4		BANK OF SCOTLAND CENTRAL NOMINEES LIMITED	SCOTLAND	£1 00 ORDINARY shares	0 00000	100 00000			
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 CAPITAL FUNDING (JERSEY) LIMITED	Jersey	£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				
3		HBOS INSURANCE & INVESTMENT GROUP LIMITED	ENGLAND AND WALES	£1 00 Ordinary Shares of £1 00	100 00000				
4		HALIFAX CHS COMPANY 1 LIMITED	ENGLAND AND WALES	£1 00 A Preference shares	100 00000				
				£1 00 B Preference shares	100 00000				
				£0 10 Ordinary shares	100 00000				

= Company is multi-owned within group

09/05/2012

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
5 HALIFAX CHS COMPANY 2 LIMITED		ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
4 HBOS INVESTMENT ADVISOR INC		United States	£1 00 Ordinary shares	100 00000		
4 HBOS INVESTMENT MANAGEMENT (MEDITERRANEAN) LIMITED		ENGLAND AND WALES	£2 32937 Ordinary shares	99 99923	100 00000	
5 HBOS INVESTMENT MANAGEMENT HOLDINGS (MALTA) LIMITED #		Malta	£2 32937 Ordinary shares	0 00077	100 00000	
4 HBOS INVESTMENT MANAGEMENT HOLDINGS (MALTA) LIMITED #		ENGLAND AND WALES	£0 0001 Ordinary shares	54 99556		
4 INVISTA REAL ESTATE INVESTMENT MANAGEMENT HOLDINGS PLC		ENGLAND AND WALES	£1 00 Preferred Ordinary shares	100 00000		
5 INVISTA EUROPEAN CELSIUS HOLDINGS SARL		Luxembourg	£100 00 Ordinary shares	100 00000		
6 CELSIUS EUROPEAN HOLDINGS SARL		Luxembourg	£100 00 Ordinary shares	50 00000		
5 INVISTA GLOBAL PROPERTY SECURITIES FUND GENERAL PARTNER LIMITED		ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
5 INVISTA GLOBAL PROPERTY SECURITIES FUND INVESTING PARTNER LIMITED		ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
5 INVISTA INDUSTRIAL (GENERAL PARTNER) LIMITED		ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
6 INVISTA INDUSTRIAL (NOMINEE) LIMITED		ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
5 INVISTA PROPERTY MANAGEMENT LIMITED		ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
5 INVISTA REAL ESTATE INTERNATIONAL FUND GENERAL PARTNER LIMITED		ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
5 INVISTA REAL ESTATE INTERNATIONAL FUND INVESTING PARTNER LIMITED		ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
5 INVISTA REAL ESTATE INVESTMENT MANAGEMENT (CI) LIMITED		Guernsey	£1 00 Ordinary shares	100 00000		
5 INVISTA REAL ESTATE INVESTMENT MANAGEMENT LIMITED		ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
5 INVISTA REAL ESTATE LIMITED		ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
5 INVISTA REAL ESTATE OPPORTUNITY FUND GENERAL PARTNER LIMITED		ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
5 INVISTA REAL ESTATE OPPORTUNITY FUND INVESTING PARTNER LIMITED		ENGLAND AND WALES	£0 10 Ordinary shares	100 00000		
5 INVISTA RESIDENTIAL PROPERTY TRUST LIMITED		ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
6 INVISTA CASTLE LIMITED		ENGLAND AND WALES	£0 15 ORDINARY shares	57 52258	57 80475	
4 ST JAMES'S PLACE PLC		ENGLAND AND WALES				

= 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 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		
7 ST JAMES'S PLACE SA #	Luxembourg	US\$2 00 US\$2 shares	99 99969	100 00000	
6 SJPC GROUP LIMITED	ENGLAND AND WALES	£0 25 ORDINARY shares	100 00000		
7 ST JAMES'S PLACE INTERNATIONAL PLC #	Ireland	€1 26974 EUR1 269738 shares	0 00001	100 00002	
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	
7 ST JAMES'S PLACE INTERNATIONAL PLC #	Ireland	€1 26974 EUR1 269738 shares	0 00001	100 00002	
7 ST JAMES'S PLACE INVESTMENTS PLC #	ENGLAND AND WALES	£0 25 ORDINARY shares	0 00000	100 00000	
7 ST JAMES'S PLACE PARTNERSHIP LIMITED #	ENGLAND AND WALES	£0 05 ORDINARY shares	0 00000	100 00000	
7 ST JAMES'S PLACE UK PLC #	ENGLAND AND WALES	£1 00 ORDINARY ONE POUND shares	0 00000	100 00000	
7 ST JAMES'S PLACE WEALTH MANAGEMENT GROUP PLC #	ENGLAND AND WALES	£0 01 ORDINARY OF 1 PENCE shares	0 00000	99 99998	
7 ST JAMES'S PLACE WEALTH MANAGEMENT PLC #	ENGLAND AND WALES	£1 00 ORDINARY ONE POUND shares	0 00001	100 00000	
6 ST JAMES'S PLACE EUROPEAN SARL	Luxembourg	£100 00 ORD £100 shares	100 00000		
7 NASCENT GROUP S A	Luxembourg	€1 25 ORDEU1 25 shares	20 20656		
		€1 25 PREFEU shares	89 70537		
		€1 25 PREFEU B shares	100 00000		
		£0 25 ORDINARY shares	100 00000		
6 ST JAMES'S PLACE INVESTMENT TRUST LIMITED	ENGLAND AND WALES	£1 00 ORDINARY ONE POUND shares	100 00000		
7 ENTELLUS LIMITED	ENGLAND AND WALES	£1 00 ORDINARY ONE POUND shares	0 00001	100 00002	
8 ST JAMES'S PLACE INTERNATIONAL PLC #	Ireland	€1 26974 EUR1 269738 shares	0 00001		
7 LOPSYSTEM LIMITED	ENGLAND AND WALES	£1 00 ORDINARY ONE POUND shares	100 00000		

= Company is multi-owned within group

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Company Name										Notes				
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	
Country of Incorporation														
8	ST JAMES'S PLACE INTERNATIONAL PLC #									Ireland	€1 26974 EUR1 269738 shares	0 00001	100 00002	
7	ST JAMES'S PROPERTIES LIMITED									ENGLAND AND WALES	€1 00 ORDINARY ONE POUND shares	100 00000		
8	ST JAMES'S PLACE INTERNATIONAL PLC #									Ireland	€1 26974 EUR1 269738 shares	0 00001	100 00002	
5	ST JAMES'S PLACE PARTNERSHIP LIMITED #									ENGLAND AND WALES	€0 05 ORDINARY shares	100 00000		
6	ST JAMES'S PLACE 1990 LIMITED #									ENGLAND AND WALES	€0 05 ORDINARY shares	100 00000		
5	ST JAMES'S PLACE WEALTH MANAGEMENT GROUP PLC #									ENGLAND AND WALES	€0 01 ORDINARY OF 1 PENCE shares	99 99998		
6	SJP AESOP TRUSTEES LIMITED									ENGLAND AND WALES	€1 00 ORDINARY ONE POUND shares	100 00000		
6	ST JAMES'S PLACE (PCP) LIMITED									ENGLAND AND WALES	€1 00 ORDINARY ONE POUND shares	100 00000		
6	ST JAMES'S PLACE (PROPERTIES) LIMITED									ENGLAND AND WALES	€1 00 Ordinary shares	100 00000		
6	ST JAMES'S PLACE ACQUISITION SERVICES LIMITED									ENGLAND AND WALES	€1 00 Ordinary shares	100 00000		
7	ANGLIA FINANCIAL LIMITED									ENGLAND AND WALES	€1 00 Ordinary shares	100 00000		
6	ST JAMES'S PLACE INTERNATIONAL ASSURANCE GROUP LIMITED									ENGLAND AND WALES	€1 00 ORDINARY ONE POUND shares	100 00000		
7	NASCENT LIFE LIMITED									Ireland	€1 00 ORDINARY shares	100 00000		
7	ST JAMES'S PLACE INTERNATIONAL ADMINISTRATION LIMITED									Ireland	€1 00 ORDINARY shares	100 00000		
7	ST JAMES'S PLACE INTERNATIONAL PLC #									Ireland	€1 26974 EUR1 269738 shares	99 99996	100 00002	
7	ST JAMES'S PLACE REINSURANCE LIMITED									Ireland	€1 00 ORDINARY ONE POUND shares	100 00000		
6	ST JAMES'S PLACE MANAGEMENT SERVICES LIMITED									ENGLAND AND WALES	€1 00 ORDINARY ONE POUND shares	100 00000		
7	ST JAMES'S PLACE INTERNATIONAL PLC #									Ireland	€1 26974 EUR1 269738 shares	0 00001	100 00002	
7	ST JAMES'S PLACE SA #									Luxembourg	US\$2 00 US\$2 shares	0 00031	100 00000	
6	ST JAMES'S PLACE PROPERTY SERVICES LIMITED									ENGLAND AND WALES	€1 00 ORDINARY ONE POUND shares	100 00000		
6	ST JAMES'S PLACE TRUST COMPANY JERSEY LIMITED									Jersey	€1 00 Ordinary shares	100 00000		
6	ST JAMES'S PLACE UK PLC #									ENGLAND AND WALES	€1 00 ORDINARY ONE POUND shares	100 00000		
7	MHS (HOLDINGS) LIMITED									ENGLAND AND WALES	€1 00 ORDINARY ONE POUND 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
7 ST JAMES'S PLACE REASSURANCE (2009) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
6 ST JAMES'S PLACE UNIT TRUST GROUP LIMITED	ENGLAND AND WALES	£1 00 ORDINARY ONE POUND shares	100 00000		
6 ST JAMES'S PLACE WEALTH MANAGEMENT (PCIS) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
6 ST JAMES'S PLACE WEALTH MANAGEMENT PLC #	ENGLAND AND WALES	£1 00 ORDINARY ONE POUND shares	99 99999	100 00000	
3 HBOS JPS LIMITED	Jersey	£1 00 Ordinary shares	100 00000		
3 HBOS MANAGEMENT (JERSEY) LIMITED	Jersey	£1 00 Ordinary shares	100 00000		
3 HBOS PLC EMPLOYEE TRUST LIMITED	Jersey	£1 00 Ordinary shares	100 00000		
3 HBOS UK LIMITED #	SCOTLAND	£1 00 Ordinary shares	99 99800	100 00000	
3 MBL HOLDINGS LIMITED	ENGLAND AND WALES	£0 00005 Ordinary-A shares	15 08152		
3 SCOTTISH WIDOWS GROUP LIMITED #	SCOTLAND	£0 00005 Ordinary-B shares £0 01 Class A Floating Rate Convertible Redeemable Preference Shares	16 66667 100 00000		
2 HIGH STREET MARKETING SERVICES S A #	Argentina	£0 01 Class A Ordinary Shares £0 00 Class B Ordinary Shares £0 01 Preference shares ARA0 01 Arg\$0 0001 (Argentinian Dollars) shares	0 00000 100 00000 0 00000 99 90000	100 00000 100 00000 100 00000	
2 HILL SAMUEL BANK LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
2 HILL SAMUEL INVESTMENTS LIMITED #	ENGLAND AND WALES	£1 00 Ordinary shares	36 61077	100 00000	
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 INTELLIGENT PROCESSING SOLUTIONS LIMITED (IPSL)	ENGLAND AND WALES	£1 00 Ordinary shares	19 50000		
2 LARMORAN PARTICIPATIONS INC	Panama	US\$100 00 Bearer Of Us \$100 shares	100 00000		
2 LBI FINANZ ANSTALT	Liechtenstein	CHF1 00 Ordinary shares	100 00000		
2 LLOYDS AMERICA SECURITIES CORPORATION	United States	US\$ No Par Value 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		

= 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
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 B preference shares	0 00000	100 00000	
			£1 00 Ordinary shares	0 00000	100 00000	
			£1 00 Preference shares	0 00000	100 00000	
			£1 00 Ordinary shares	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	CHESHIRE FUNDING MANAGEMENT LLC	United States	£100 00 Preference shares £1 00 Class A Common Interests £1 00 Class B Common Interests shares	0 00000 100 00000 100 00000	100 00000	
4	CHESHIRE FUNDING LLC	United States	£1 00 Common Interests shares	100 00000		
5	CHESHIRE HOLDINGS (AMERICA) LLC #	United States	£1 00 Common Interests shares	63 63636	100 00000	
3	CHESHIRE HOLDINGS (AMERICA) LLC #	United States	£1 00 Common Interests shares	36 36364	100 00000	
3	CLOAK LANE FINANCE (CAYMAN) LIMITED #	Cayman Islands	£1 00 Ordinary shares	100 00000	100 00000	
			£0 01 Preference shares	0 00000		
3	CLOAK LANE INVESTMENTS (CAYMAN) LIMITED	Cayman Islands	£1 00 Ordinary shares	100 00000	100 00000	
4	CLOAK LANE FINANCE (CAYMAN) LIMITED #	Cayman Islands	£1 00 Ordinary shares	0 00000		
			£0 01 Preference shares	100 00000	100 00000	
4	LLOYDS TSB CHF TRADING SARL #	Luxembourg	CHF100 00 Ordinary shares	0 00000		
			CHF100 00 Preference shares	100 00000	100 00000	
3	FARYNER'S HOUSE FUNDING LIMITED	Cayman Islands	£0 01 Irredeemable preference - A shares	100 00000		
			£0 01 Ordinary shares	100 00000		
4	FARYNER'S HOUSE INVESTMENTS LIMITED #	Cayman Islands	£1 00 Ordinary-A shares	100 00000	100 00000	
3	FARYNER'S HOUSE INVESTMENTS LIMITED #	Cayman Islands	£1 00 Ordinary-A shares	0 00000		
3	KINGSBARN INVESTMENTS LIMITED	ENGLAND AND WALES	US\$1 00 Ordinary shares	100 00000		
3	LLOYDS TSB FINANCE INVESTMENTS (BVI) LIMITED	Virgin Islands, British	£1 00 Ordinary shares	100 00000		
3	LLOYDS TSB GATWICKSTRAAT (NO 1) B V	Netherlands	€250 00 B ordinary shares	100 00000		
			€250 00 Ordinary shares	100 00000		
			€250 00 Preference shares	100 00000		
3	LLOYDS TSB YEN TRADING LIMITED	Jersey	JPY1 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

3	MITRE STREET INVESTMENTS LIMITED #	Jersey	£ Ordinary shares	100 00000		
4	MITRE STREET FINANCE LIMITED	Jersey	£ Preference shares	0 00000	100 00000	
			£ Ordinary shares	0 00000	100 00000	
5	MITRE STREET INVESTMENTS LIMITED #	Jersey	£ Preference shares	100 00000		
			£ Ordinary shares	0 00000		100 00000
3	RIG FUNDING (CAYMAN) LIMITED	Cayman Islands	£ Preference shares	100 00000		
3	WARWICK LANE FINANCE LIMITED	Virgin Islands, British	US\$1 00 Ordinary shares	100 00000		
4	WARWICK LANE INVESTMENTS BV	Netherlands	£2 00 Ordinary shares	100 00000		
2	LLOYDS BANK GROUP LIMITED	ENGLAND AND WALES	€1 00 Ordinary-B shares	100 00000		
			€1 00 Ordinary-C shares	100 00000		
2	LLOYDS BANK INTERNATIONAL LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
2	LLOYDS BANK INTERNATIONAL SA #	Spain	€60 10 Ordinary shares	100 00000		
3	LLOYDESA OPERADOR DE BANCA-SEGUROS VINCULADO (GRUPO LLOYDS TSB) SOCIEDAD ANONIMA UNIPERSONAL	Spain	€60 10 Ordinary shares	100 00000		
2	LLOYDS BANK LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
2	LLOYDS BANK SUBSIDIARIES LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
			£1 00 Preference A (non-linked) shares	100 00000		
			£1 00 Preference D shares	100 00000		
			£1 00 Preference E shares	100 00000		
			£1 00 Preference F shares	100 00000		
3	CARDNET MERCHANT SERVICES LIMITED #	ENGLAND AND WALES	£1 00 B Ordinary shares	2 15054	100 00000	
			£1 00 Deferred shares	0 00000		
3	CASTLE BAYNARD FUNDING LIMITED	ENGLAND AND WALES	£1 00 Ord shares	100 00000	100 00000	
4	DUNSTAN INVESTMENTS (UK) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
4	HILL SAMUEL INVESTMENTS LIMITED #	ENGLAND AND WALES	£1 00 Ordinary shares	25 00000	100 00000	
3	COLEMAN STAFFORDSHIRE OFFSHORE FUNDING NO 1 LIMITED	Cayman Islands	£1 00 Ordinary shares	100 00000		
			£0 001 Preference A shares	100 00000		
3	DENHAM FUNDING LIMITED	ENGLAND AND WALES	£1 00 Irredeemable Preference shares	100 00000		
			£1 00 Ordinary shares	100 00000		
3	GOLDBOND LIMITED	Hong Kong	£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	CENTRAL CROWN INVESTMENTS LIMITED	Hong Kong	US\$1 00 Ordinary shares	100 00000		
4	OCEAN BEST INVESTMENTS LIMITED	Hong Kong	£1 00 Ordinary shares	100 00000		
4	PACIFIC PERFECT INVESTMENTS LIMITED	Hong Kong	HKD1 00 Ordinary shares	100 00000		
4	SHELDWICH LIMITED	Hong Kong	HKD1 00 Ordinary shares	100 00000		
4	WICKHAM INVESTMENTS LIMITED	Hong Kong	HKD1 00 Ordinary shares	100 00000		
3	GOUDA LLC	United States	HKD1 00 Ordinary shares	100 00000		
4	PLENARY INVESTMENTS LIMITED	Cayman Islands	£0 01 Ordinary-A shares	100 00000		
3	HILL SAMUEL (USA), INC	United States	£0 01 Ordinary-B shares	100 00000		
4	LLOYDS TSB RAIL CAPITAL INC	United States	US\$10 00 US\$10 Each (Us Dollars) shares	100 00000		
3	HILL SAMUEL INTERNATIONAL HOLDINGS LIMITED	ENGLAND AND WALES	US\$100 00 (Us Dollar) shares	100 00000		
3	HORSHAM INVESTMENTS LIMITED	Cayman Islands	£1 00 A Ordinary shares	100 00000		
3	LANGBOURN HOLDINGS LIMITED #	Guernsey	£1 00 B Ordinary shares	100 00000		
4	HILL SAMUEL INVESTMENTS LIMITED #	ENGLAND AND WALES	£1 00 Fixed rate cumulative preference shares	100 00000		
4	LLOYDS LIMITED CAPITAL LLC	United States	£1 00 Ordinary shares	25 64575	100 00000	
3	LBI HOLDINGS (NETHERLANDS) B V	Netherlands	£1 00 Ordinary shares	100 00000		
3	LIME STREET (FUNDING) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
4	HILL SAMUEL INVESTMENTS LIMITED #	ENGLAND AND WALES	US\$100 00 Common shares	12 74348	100 00000	
3	LLOYDS BANKING GROUP INSURANCE PCC LIMITED #	Guernsey	£22 69 Ordinary shares	22 83950	99 99999	
3	LLOYDS TSB BANK (GIBALTAR) LIMITED	Gibraltar	£1 00 Ordinary shares	100 00000		
3	LLOYDS TSB GLOBAL SERVICES PRIVATE LIMITED #	India	INR10 00 Equity shares	99 99881	100 00000	
3	LLOYDS TSB MERCHANT BANK LIMITED	Singapore	SGD1 00 Ordinary Sg\$ 1 (Singapore Dollars) shares	100 00000		
4	HILL SAMUEL NOMINEES ASIA PRIVATE LIMITED	Singapore	SGD1 00 Preferred Ord Sg\$1 (Singapore Dollars) shares	100 00000		
3	LLOYDS TSB OFFSHORE HOLDINGS LIMITED	Jersey	SGD1 00 Ordinary shares	100 00000		
4	BLACK HORSE OFFSHORE LIMITED	Jersey	£1 00 Ordinary shares	100 00000		
4	C & G CHANNEL ISLANDS LIMITED	Jersey	£1 00 Ordinary shares	100 00000		
4	LLOYDS TSB NO 1 (IOM) LIMITED	Isle of Man	£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				
4	LLOYDS TSB OFFSHORE CORPORATE SERVICES LIMITED	Jersey	£1 00 Ordinary shares	100 00000		
5	LLOYDS TSB (GUERNSEY) MANAGEMENT LIMITED #	Guernsey	£1 00 Ordinary shares	1 00000	100 00000	
5	LLOYDS TSB (GUERNSEY) SERVICES LIMITED #	Guernsey	£1 00 Ordinary shares	1 00000	100 00000	
5	LLOYDS TSB NOMINEES (GUERNSEY) LIMITED #	Guernsey	£1 00 Ordinary shares	2 00000	100 00000	
5	LLOYDS TSB OFFSHORE PENSION TRUST LIMITED #	Jersey	£1 00 Ordinary shares	9 00000	100 00000	
4	LLOYDS TSB OFFSHORE FUND MANAGERS LIMITED	Jersey	£1 00 Ordinary shares	100 00000		
5	LLOYDS TSB NOMINEES (GUERNSEY) LIMITED #	Guernsey	£1 00 Ordinary shares	98 00000	100 00000	
4	LLOYDS TSB OFFSHORE LIMITED	Jersey	£1 00 Ordinary shares	100 00000		
5	LLOYDS TSB OFFSHORE PRIVATE CLIENTS LIMITED	Jersey	£1 00 Ordinary shares	100 00000		
5	NOMINEES (JERSEY) LIMITED	Jersey	£1 00 Ordinary shares	100 00000		
4	LLOYDS TSB OFFSHORE PAYING AGENTS (HK) LIMITED	Hong Kong	HKD1 00 Ordinary shares	100 00000		
4	LLOYDS TSB OFFSHORE TRUST COMPANY LIMITED	Jersey	£1 00 Ordinary shares	100 00000		
5	LLOYDS TSB (GUERNSEY) MANAGEMENT LIMITED #	Guernsey	£1 00 Ordinary shares	99 00000	100 00000	
5	LLOYDS TSB (JERSEY) SERVICES LIMITED #	Guernsey	£1 00 Ordinary shares	99 00000	100 00000	
5	LLOYDS TSB (JERSEY) MANAGEMENT LIMITED	Jersey	£1 00 Ordinary shares	100 00000	100 00000	
6	LLOYDS TSB OFFSHORE TRUST COMPANY (BVI) LIMITED #	Virgin Islands, British	US\$1 00 (Us Dollar) shares	0 00800	100 00000	
6	SWIP HOLDINGS LIMITED #	Jersey	£1 00 Ordinary shares	50 00000	100 00000	
7	SWIP SAUDI ASSET MANAGEMENT #	Saudi Arabia	SAR10 00 Ordinary shares	50 00000	51 00000	
5	LLOYDS TSB (JERSEY) SERVICES LIMITED	Jersey	£1 00 Ordinary shares	100 00000		
6	SWIP HOLDINGS LIMITED #	Jersey	£1 00 Ordinary shares	50 00000	100 00000	
5	LLOYDS TSB OFFSHORE TRUST COMPANY (BVI) LIMITED #	Virgin Islands, British	US\$1 00 (Us Dollar) shares	99 99200	100 00000	
3	LLOYDS TSB PACIFIC LIMITED #	Hong Kong	HKD1 00 Ordinary Of Hk\$ 1 shares	99 99999	100 00000	
4	LLOYDS (BVI) NOMINEES LIMITED	Virgin Islands, British	USD1 00 Ordinary shares	100 00000		
4	LLOYDS FAR EAST (BVI) LIMITED	Hong Kong	USD1 00 Ordinary shares	100 00000		
3	LLOYDS TSB REPRESENTAÇÕES LTDA #	Brazil	BRL1 00 Ordinary nals of \$1 shares	99 99997	100 00000	
4	LLOYDS FOMENTO COMERCIAL LTDA #	Brazil	BRL1 00 Ordinary nals of \$1 shares	100 00000		
5	LLOYDS TSB REPRESENTAÇÕES LTDA #	Brazil	BRL1 00 Ordinary nals of \$1 shares	0 00003	100 00000	
3	LTSB REPRESENTACIONES (URUGUAY) SA	Uruguay	UYP1 00 Ordinary shares	100 00000		
3	SOCIEDAD INVERSIONISTA ANGLO COLOMBIANO S A #	Colombia	£0 10 Of Cop 10 (Columbian Pesetas) shares	94 34489	99 98895	
4	BRITISH BANK OF LATIN AMERICA LIMITED	Bahamas	US\$10 00 Usd 10 00 shares	100 00000		
3	TSB (USA) INC	United States	US\$1 00 (Us Dollar) shares	100 00000		
4	IAI HOLDINGS INC	United States	US\$ \$1000 Par Value Cum 9% Preferred Stock shares	100 00000		

= Company is multi-owned within group

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Company Name										Notes
Tier Levels										
1	2	3	4	5	6	7	8	9	10	
5	IAI VENTURES, INC									
5	INVESTMENT ADVISERS, INC									
2	LLOYDS BANK TRUST COMPANY (INTERNATIONAL) LIMITED									
2	LLOYDS BANK TRUSTEES LIMITED									
2	LLOYDS COMMERCIAL PROPERTIES LIMITED									
3	LLOYDS COMMERCIAL PROPERTY INVESTMENTS LIMITED									
3	TARGET CORPORATE SERVICES LIMITED									
2	LLOYDS DEVELOPMENT CAPITAL (HOLDINGS) LIMITED									
3	A-GAS (ORB) LIMITED									
3	ACCESSION GROUP LIMITED									
3	AGDC HOLDINGS LIMITED									
3	AIM AVIATION LIMITED									
3	ALUPACK HOLDINGS LIMITED									
3	ANTLER LIMITED									
3	ASCENT INVESTMENTS LIMITED									
3	AVELO FS HOLDINGS LIMITED									
3	BIGHAND HOLDINGS LIMITED									
3	CASPIAN MEDIA HOLDINGS LIMITED									
3	CASTLEGATE 638 LIMITED									
3	CHERRY BIDCO LIMITED									
3	COMMERCIAL FIRST GROUP LIMITED									
3	DIRECT NEWCO LIMITED									

= 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										EDM BUSINESS SERVICES HOLDINGS LIMITED	ENGLAND AND WALES			
3										EGHL LIMITED	ENGLAND AND WALES			
3										EMPRISE GROUP HOLDINGS LIMITED	ENGLAND AND WALES			
3										ENSCO 862 LIMITED	United Kingdom			
3										ENTERTAINMENT MAGPIE HOLDINGS LIMITED	ENGLAND AND WALES			
3										FORAY 902 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 3159 LIMITED	ENGLAND AND WALES			
3										HAMSARD 3191 LIMITED	ENGLAND AND WALES			
3										HAMSARD 3246 LIMITED	ENGLAND AND WALES			
3										ICON POLYMER GROUP LIMITED	ENGLAND AND WALES			
3										INDEPENDENT GROUP (UK) LIMITED	ENGLAND AND WALES			
3										KIDSUNLIMITED GROUP LIMITED	ENGLAND AND WALES			
3										KIMBERLY HOLDINGS LIMITED	ENGLAND AND WALES			
3										LDC (GENERAL PARTNER) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LDC (MANAGERS) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LDC (NOMINEES) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LDC PARALLEL (NOMINEES) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LEASEDRIVE GROUP LIMITED	ENGLAND AND WALES			
3										LLOYDS TSB DEVELOPMENT CAPITAL (ASIA) LIMITED	Hong Kong	HKD1 00 Ordinary shares	100 00000	
3										LLOYDS TSB DEVELOPMENT CAPITAL (EUROPE) B V	Netherlands	€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

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
TCFG HOLDINGS LIMITED	3	ENGLAND AND WALES				
TEKDATA GROUP LIMITED	3	ENGLAND AND WALES				
TEST EQUIPMENT ASSET MANAGEMENT LIMITED	3	ENGLAND AND WALES				
TPN GROUP HOLDINGS LIMITED	3	ENGLAND AND WALES				
TRUSTMARQUE GROUP LIMITED	3	ENGLAND AND WALES				
ULTIMATE PRODUCTS HOLDINGS LIMITED	3	ENGLAND AND WALES				
UNITED HOUSE GROUP HOLDINGS LIMITED	3	ENGLAND AND WALES				
VYSONIC LIMITED	3	ENGLAND AND WALES				
WRG WORLDWIDE LIMITED	3	ENGLAND AND WALES				
LLOYDS FINANCIAL SERVICES LIMITED	2	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
LLOYDS FOMENTO COMERCIAL LTDA #	2	Brazil	BRL 1 00 Ordinary rals of \$1 shares	0 00000	100 00000	
LLOYDS INVESTMENT ESPANA, SOCIEDAD GESTORA DE INSTITUCIONES DE INVERSION COLECTIVA SA	2	Spain	€601 00 Ordinary shares	100 00000		
LLOYDS PREMISES INVESTMENTS LIMITED	2	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
LLOYDS PROPERTY INVESTMENT COMPANY NO 4 LIMITED	2	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
LLOYDS TRADE & PROJECT FINANCE LIMITED	2	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
LLOYDS TRUSTEES (NEW ZEALAND) LIMITED	2	New Zealand	NZD 1 00 Ordinary shares	100 00000		
LLOYDS TRUSTEES (SWITZERLAND) LIMITED	2	Switzerland	CHF 100 00 Ordinary shares	100 00000		
LLOYDS TSB (GENERAL PARTNER) LIMITED	2	Jersey	£1 00 Ordinary shares	100 00000		
LLOYDS TSB ASSET FINANCE DIVISION LIMITED	2	ENGLAND AND WALES	£0 20 Ordinary shares	100 00000		
ACL AUTOLEASE HOLDINGS LIMITED	3	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
A C L LIMITED	4	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
AN VEHICLE FINANCE LIMITED	4	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
HVF LIMITED	4	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
LEX AUTOLEASE LIMITED	4	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		

= 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
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					
3	BLACK HORSE FINANCE HOLDINGS LIMITED	ENGLAND AND WALES	£1 00 A Ordinary shares	100 00000					
			£1 00 B Ordinary shares	100 00000					
			£1 00 Ordinary shares	100 00000					
4	CARLEASE LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000					
4	L & S FINANCE LIMITED	SCOTLAND	£1 00 Ordinary shares	100 00000					
4	LLOYDS UDT ASSET LEASING LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000					
4	LLOYDS UDT ASSET RENTALS LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000					
4	LLOYDS UDT BUSINESS DEVELOPMENT LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000					
4	LLOYDS UDT BUSINESS EQUIPMENT LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000					
4	LLOYDS UDT HIRING LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000					
4	LLOYDS UDT LEASING LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000					
4	LLOYDS UDT LIMITED	ENGLAND AND WALES	£0 25 Ordinary shares	100 00000					
5	LLOYDS TSB MONTRACON LIMITED	ENGLAND AND WALES	£1 00 A Ordinary shares	100 00000					
5	LLOYDS UDT BUSINESS LEASING LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000					
5	LLOYDS UDT RENTALS LIMITED	SCOTLAND	£1 00 Ordinary shares	100 00000					
4	M E V C FINANCE LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	75 00000					
5	B C H LEASING LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000					
5	B C H RENTALS LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000					
5	IFS CONTRACT HIRE 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						
6	RENTAL MANAGEMENT SERVICES LIMITED										ENGLAND AND WALES	£1 00 A Ordinary shares	100 00000		
4	UDT AUTOLEASE LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
4	UDT BUDGET LEASING LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
4	UDT LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
4	UDT SALES FINANCE LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
4	UNITED DOMINIONS LEASING LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
4	UNITED DOMINIONS TRUST LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
3	BLACK HORSE FINANCE MANAGEMENT LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
4	ACL AUTOLEASE LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
4	AUTOLEASE DIRECT LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
4	AUTOLEASE FINANCE LIMITED										ENGLAND AND WALES	£0 10 Ordinary shares	100 00000		
4	AUTOLEASE FLEETS LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
4	AUTOLEASE HOLDINGS LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
4	BLACK HORSE CARAVAN FINANCE LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
4	BLACK HORSE COMMERCIAL LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
4	BLACK HORSE CREDIT LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
4	BLACK HORSE EXECUTIVE MORTGAGES LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
4	BLACK HORSE FINANCE LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
4	BLACK HORSE FUNDING LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
4	BLACK HORSE HOME LOANS LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
4	BLACK HORSE MOTOR FINANCE LIMITED										ENGLAND AND WALES	£1 00 A Ordinary shares	100 00000		
												£1 00 B Ordinary shares	100 00000		

= Company is multi-owned within group

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Company Name										Notes	
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)
4										100 00000	
4										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										LLOYDS TSB AUTOLEASE (FMS) LIMITED	ENGLAND AND WALES	£0 10 Ordinary shares	100 00000	
4										LLOYDS TSB AUTOLEASE (SHREWSBURY) LIMITED	ENGLAND AND WALES	£1 00 33 3% Convertible Participating Preferred Ord shares	100 00000	
												£1 00 6 1% Cumulative Preference shares	100 00000	
4										LLOYDS TSB AUTOLEASE (VH) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
4										LLOYDS TSB AUTOLEASE (VL) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
4										LLOYDS TSB AUTOLEASE LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
4										LLOYDS TSB MOTORENT LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
4										LLOYDS UDT (MARLOW) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
4										LLOYDS UDT EQUIPMENT LEASING LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
4										MCL FINANCE LIMITED	ENGLAND AND WALES	£1 00 B Ordinary shares	100 00000	
4										MOTORENT (UK) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
4										NATIONWIDE COLLECTION SERVICES LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
4										NIMBUS CORP LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
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	

= 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				
4	V A G FINANCE LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
4	WCS LIMITED										Isle of Man	£1 00 Ordinary shares	100 00000	
3	BLACK HORSE GROUP LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
4	A G FINANCE LIMITED										ENGLAND AND WALES	£0 01 Preference shares	0 00000	100 00000
4	BLACK HORSE (TRF) LIMITED										ENGLAND AND WALES	£1 00 B Ordinary shares	100 00000	
4	BLACK HORSE LIMITED #										ENGLAND AND WALES	£1 00 A Ordinary shares	100 00000	
4	HEIDI FINANCE HOLDINGS (UK) LIMITED										ENGLAND AND WALES	£1 00 B Ordinary shares	100 00000	
5	HYUNDAI CAR FINANCE LIMITED #										ENGLAND AND WALES	£0 25 Ordinary shares	100 00000	
4	HYUNDAI CAR FINANCE LIMITED #										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
4	INCHCAPE FINANCIAL SERVICES LIMITED										ENGLAND AND WALES	£1 00 B Ordinary shares	100 00000	
4	INTERNATIONAL MOTORS FINANCE LIMITED										ENGLAND AND WALES	£1 00 'A' ORDINARY OF ONE POUND shares	100 00000	
4	LONDON TAXI FINANCE LIMITED										ENGLAND AND WALES	£1 00 Ordinary-A shares	100 00000	
4	LOTUS FINANCE LIMITED										ENGLAND AND WALES	£1 00 A Ordinary shares	100 00000	
4	PROTON FINANCE LIMITED										ENGLAND AND WALES	£1 00 B Ordinary shares	100 00000	
4	SHOGUN FINANCE LIMITED										ENGLAND AND WALES	£1 00 A Ordinary shares	99 99000	
4	SUZUKI FINANCIAL SERVICES LIMITED										ENGLAND AND WALES	£1 00 B Ordinary shares	100 00000	
3	BLACK HORSE LIMITED #										ENGLAND AND WALES	£1 00 A Ordinary shares	100 00000	
2	LLOYDS TSB BAHAMAS (AMERICAS) LIMITED										Wales	£0 25 Ordinary shares	0 00000	100 00000
3	EQUUS LIMITED										Bahamas	US\$10 00 Us\$10 Each (Us Dollars) shares	100 00000	
3	LLOYDS TSB BANK & TRUST (BAHAMAS) LIMITED										Bahamas	US\$5 00 (Us Dollar) shares	100 00000	
3	LLOYDTRU LIMITED										Bahamas	BSD600 00 Ordinary shares	100 00000	
3	LTSB NOMINEES LIMITED										Bahamas	US\$5 00 (Us Dollar) 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
2	LLOYDS TSB BANK INSURANCE BROKERS LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
2	LLOYDS TSB BANK TRUST CORPORATION (GIBRALTAR) LIMITED #	Gibraltar	£1 00 Ordinary shares	99 00000	100 00000	
3	LLOYDS TSB BANK plc #	ENGLAND AND WALES				
2	LLOYDS TSB CHF TRADING SARL #	Luxembourg	CHF100 00 Ordinary shares	100 00000		
2	LLOYDS TSB COMMERCIAL FINANCE LIMITED	ENGLAND AND WALES	CHF100 00 Preference shares £0 01 Ordinary shares	0 00000 100 00000	100 00000	
3	ALEX LAWRIE FACTORS LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
3	ALEX LAWRIE RECEIVABLES FINANCING LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
3	AZEDCREST LIMITED #	ENGLAND AND WALES	£0 25 6% Preference shares	0 00000	100 00000	
3	EUROLEAD SERVICES HOLDINGS LIMITED	ENGLAND AND WALES	£0 25 Ordinary shares £1 00 Ordinary shares	100 00000 100 00000		
4	CASHFRIDAY LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
3	EVANSVILLE LIMITED #	ENGLAND AND WALES	£0 25 6% Preference shares	0 00000	100 00000	
3	GLYTHORNE LIMITED #	ENGLAND AND WALES	£0 25 Ordinary shares £0 25 6% Preference shares	100 00000 0 00000	100 00000	
3	KINGSTAR LEASING LIMITED #	ENGLAND AND WALES	£0 25 Ordinary shares £0 25 6% Preference shares	100 00000 0 00000	100 00000	
3	LLOYDS TSB COMMERCIAL FINANCE SCOTLAND LIMITED	SCOTLAND	£0 25 Ordinary shares £1 00 Ordinary shares	100 00000 100 00000		
4	AZEDCREST LIMITED #	ENGLAND AND WALES	£0 25 6% Preference shares	100 00000		
4	EVANSVILLE LIMITED #	ENGLAND AND WALES	£0 25 Ordinary shares £0 25 6% Preference shares	0 00000 100 00000	100 00000	
4	GLYTHORNE LIMITED #	ENGLAND AND WALES	£0 25 Ordinary shares £0 25 6% Preference shares	0 00000 100 00000	100 00000	
4	KINGSTAR LEASING LIMITED #	ENGLAND AND WALES	£0 25 Ordinary shares £0 25 6% Preference shares	0 00000 100 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	LLOYDS TSB HEALTHCARE TRUSTEE LIMITED	ENGLAND AND WALES	£1 00 Ord shares	100 00000		
2	LLOYDS TSB HOMELOANS LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
2	LLOYDS TSB LEASING LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
3	ACRUX MARITIME LIMITED PARTNERSHIP					
3	ADARA MARITIME LIMITED PARTNERSHIP					
3	ADVANCE DEEP SEA INSTALLER LIMITED PARTNERSHIP					
3	ALAM PERMAI MARITIME LIMITED PARTNERSHIP					
3	ALAM PERSONA LIMITED PARTNERSHIP					
3	ALAM PINTAR MARITIME LIMITED PARTNERSHIP					
3	ALKAID LIMITED PARTNERSHIP					
3	ALNATH MARITIME LIMITED PARTNERSHIP					
3	ALTAR MARITIME LIMITED PARTNERSHIP					
3	AMAZONEBORG LIMITED PARTNERSHIP					
3	AMSTELBORG LIMITED PARTNERSHIP					
3	ANGLO SCOTTISH UTILITIES PARTNERSHIP 1	ENGLAND AND WALES				
3	ANTARES MARITIME LIMITED PARTNERSHIP					
3	ARNEBORG LIMITED PARTNERSHIP					
3	ATHENA MARITIME LIMITED PARTNERSHIP					
3	BALTICBORG LIMITED PARTNERSHIP					
3	BEGONIA BULK LIMITED PARTNERSHIP					
3	BIRCHCROWN FINANCE LIMITED	ENGLAND AND WALES	£0 25 6% Preference shares	100 00000		
			£0 25 Ordinary Non Voting shares	100 00000		
3	BOTHNIABORG LIMITED PARTNERSHIP					
3	BUCHAN MARITIME LIMITED PARTNERSHIP					
3	C T S B LEASING LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
3	CHASE COURT (CI) LIMITED	Cayman Islands	£1 00 Ordinary shares	100 00000		
3	CHEMICAL TANKER SHIPPING LIMITED PARTNERSHIP					
3	CLIPPER SHIPPING LIMITED PARTNERSHIP					
3	CONQUEST SECURITIES LIMITED	ENGLAND AND WALES	£0 25 6% Preference shares	100 00000		
			£0 25 Ordinary Non Voting shares	100 00000		
3	CONTEST LIMITED PARTNERSHIP					
3	COSBRIGHT LIMITED PARTNERSHIP					
3	COSFORCE LIMITED PARTNERSHIP					
3	COSWIN LIMITED PARTNERSHIP					
3	CUTTER SHIPPING LIMITED PARTNERSHIP					
3	DOF (NO 1) VOF					

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Company Name									
Tier Levels									
1	2	3	4	5	6	7	8	9	10
3	LLOYDS FINANCIAL LEASING LIMITED								
									ENGLAND AND WALES
3	LLOYDS GENERAL LEASING LIMITED								
									ENGLAND AND WALES
3	LLOYDS INDUSTRIAL LEASING LIMITED								
									ENGLAND AND WALES
3	LLOYDS INVESTMENT BONDS LIMITED								
									ENGLAND AND WALES
4	SILENTDALE LIMITED								
									ENGLAND AND WALES
3	LLOYDS INVESTMENT SECURITIES LIMITED								
									ENGLAND AND WALES
3	LLOYDS INVESTMENT SECURITIES NO 5 LIMITED								
									ENGLAND AND WALES
4	ST MARY'S COURT INVESTMENTS #								
									ENGLAND AND WALES
5	CAVEMINSTER LIMITED								
									ENGLAND AND WALES
3	LLOYDS LEASING (NORTH SEA TRANSPORT) LIMITED								
									ENGLAND AND WALES
3	LLOYDS LEASING AIRCRAFT NO 2 LIMITED								
									Bahamas
3	LLOYDS LEASING DEVELOPMENTS LIMITED								
									ENGLAND AND WALES
3	LLOYDS PLANT LEASING LIMITED								
									ENGLAND AND WALES
3	LLOYDS PORTFOLIO LEASING LIMITED								
									ENGLAND AND WALES
3	LLOYDS PROJECT LEASING LIMITED								
									ENGLAND AND WALES
3	LLOYDS PROPERTY INVESTMENT COMPANY LIMITED								
									ENGLAND AND WALES
3	LLOYDS PROPERTY INVESTMENT COMPANY NO 5 LIMITED								
									ENGLAND AND WALES
3	LLOYDS PROPERTY INVESTMENT COMPANY NO 3 LIMITED								
									ENGLAND AND WALES
3	LLOYDS TSB CORPORATE ASSET FINANCE (HP) LIMITED								
									ENGLAND AND WALES
3	LLOYDS TSB CORPORATE ASSET FINANCE (NO 3) LIMITED								
									ENGLAND AND WALES
3	LLOYDS TSB CORPORATE ASSET FINANCE (NO 4) LIMITED								
									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										LLOYDS TSB GENERAL LEASING (NO 21) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LLOYDS TSB GENERAL LEASING (NO 22) 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	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LLOYDS TSB GENERAL LEASING (NO 7) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LLOYDS TSB GENERAL LEASING (NO 8) LIMITED	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	
3										LLOYDS TSB LEASING (NO 8) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
3										LLOYDS TSB LEASING L P	United States			
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	
4										NOGGINI MARITIME LIMITED PARTNERSHIP				
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	1 2 3 4 5 6 7 8 9 10					
3	WHITESTAR SECURITIES LIMITED	ENGLAND AND WALES	£0 25 B Ordinary shares	100 00000		
3	WOOD STREET LEASING LIMITED	ENGLAND AND WALES	£0 25 Ordinary Limited Voting shares	100 00000		
3	WYNDCROFT LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
2	LLOYDS TSB MTCH LIMITED	Cayman Islands	£1 00 Ordinary shares	100 00000		
2		ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
3	MOTABILITY OPERATIONS GROUP PLC #	ENGLAND AND WALES	£1 00 Ordinary shares	20 00000	40 00000	
2	LLOYDS TSB OFFSHORE PENSION TRUST LIMITED #	Jersey	£1 00 Preference shares	20 00000	40 00000	
2	LLOYDS TSB PRINT MANAGEMENT SERVICES LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	91 00000	100 00000	
2	LLOYDS TSB PRIVATE BANKING LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
3	LLOYDS TSB INDEPENDENT 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	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 SCOTLAND plc #	SCOTLAND	£1 00 Ordinary shares	100 00000		
3	TSB SCOTLAND (INVESTMENT) NOMINEES LIMITED	SCOTLAND	£1 00 Preference shares	0 00000	100 00000	
3	TSB SCOTLAND NOMINEES LIMITED	SCOTLAND	£1 00 Ordinary shares	100 00000		
2	LLOYDS TSB SECURED FINANCE (LM) LIMITED	England and Wales	£1 00 Ordinary shares	100 00000		
2	LLOYDS TSB SHARE SCHEMES TRUSTEES LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	20 00000		
2	LLOYDS TSB STOCKBROKERS LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
3	CHAMBERS & REMINGTON NOMINEES 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		

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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

2	PRIMEWAY S A	Switzerland	CHF1,000.00 Chf 1,000 (Swiss Francs) shares	92 00000	
2	PRO FIDE ETABLISSEMENT	Liechtenstein	£ Sf 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	
3	POINT-ON - HOLDINGS LIMITED	ENGLAND AND WALES			
3	TRIPPER INVESTMENTS BV	Netherlands			
2	SCOTTISH WIDOWS BANK plc #	SCOTLAND	£1 00 Ordinary shares	100 00000	100 00000
2	SCOTTISH WIDOWS GROUP LIMITED #	SCOTLAND	£0 01 Class A Floating Rate Convertible Redeemable Preference Shares	0 00000	
3	LLOYDS TSB FINANCIAL SERVICES LIMITED	ENGLAND AND WALES	£0 01 Class A Ordinary Shares	100 00000	100 00000
4	HILL SAMUEL INVESTMENT SERVICES GROUP LIMITED	ENGLAND AND WALES	£0 00 Class B Ordinary Shares	0 00000	100 00000
5	HILL SAMUEL INVESTMENT SERVICES LIMITED	ENGLAND AND WALES	£0 01 Preference shares	0 00000	
5	HSLA RESIDUAL ASSETS LIMITED	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 #	ENGLAND AND WALES	£1 00 'A' ORDINARY shares	100 00000	
5	MENTOR PROFESSIONAL SERVICES LIMITED #	ENGLAND AND WALES	£1 00 'B' ORDINARY shares	100 00000	
4	LLOYDS TSB GENERAL INSURANCE LIMITED	ENGLAND AND WALES	£1 00 'C' Ordinary shares	100 00000	100 00000
4	LLOYDS TSB INSURANCE SERVICES LIMITED	ENGLAND AND WALES	£1 00 ORDINARY shares	0 00050	
5	LLOYDS TSB INSURANCE SERVICES (DIRECT) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000	
5	LLOYDS TSB INSURANCE SERVICES (DIRECT) LIMITED	ENGLAND AND WALES	£1 00 Preference shares	0 00000	100 00000
5	LLOYDS TSB INSURANCE SERVICES (DIRECT) 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

Tier Levels	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
4	ST ANDREW'S GROUP PLC #	ENGLAND AND WALES	£1 00 ORDINARY shares	100 00000		
5	HALIFAX ASSURANCE IRELAND LIMITED	Ireland	£1 00 Ordinary shares	100 00000		
5	HALIFAX BROKERAGE IRELAND LIMITED	Ireland	£1 00 Ordinary shares	100 00000		
5	HALIFAX INSURANCE IRELAND LIMITED	Ireland	£1 00 Ordinary shares	100 00000		
5	HALIFAX JERSEY HOLDINGS LIMITED	Jersey	£1 00 Ordinary shares	100 00000		
5	HALIFAX REINSURANCE IRELAND LIMITED	Ireland	£1 00 Ordinary shares	100 00000		
5	MENTOR PROFESSIONAL SERVICES LIMITED #	ENGLAND AND WALES	£1 00 ORDINARY shares	99 99950	100 00000	
6	ST ANDREW'S SHELL COMPANY LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
4	ST ANDREW'S INSURANCE PLC #	ENGLAND AND WALES	£1 00 ORDINARY shares	100 00000		
3	SCOTTISH WIDOWS FINANCIAL SERVICES HOLDINGS #	SCOTLAND	£1 00 £1 00 Ordinary Shares £0 01 Ordinary shares	100 00000 100 00000		
4	HBOS FINANCIAL SERVICES LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	99 99956	100 00000	
5	CLERICAL MEDICAL FINANCE PLC #	ENGLAND AND WALES	£1 00 Ordinary shares	0 00001	100 00000	
5	CMI INSURANCE (LUXEMBOURG) S A #	Luxembourg	£ Ordinary shares	100 00000		
5	HALIFAX FINANCIAL SERVICES (HOLDINGS) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
6	CLERICAL MEDICAL INVESTMENT FUND MANAGERS LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
6	HALIFAX FINANCIAL SERVICES LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
6	HALIFAX INDEPENDENT FINANCIAL ADVISERS LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
6	HALIFAX INVESTMENT SERVICES LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
6	HBOS INVESTMENT FUND MANAGERS LIMITED	ENGLAND AND WALES	£1 00 'A' ORDINARY shares	100 00000		
			£1 00 'B' ORDINARY shares	100 00000		
			£1 00 NON-CUMULATIVE REDEEMABLE PREFERENCE shares	100 00000		
5	HECM CUSTOMER SERVICES LIMITED #	ENGLAND AND WALES	£1 00 ORDINARY shares	99 99999	100 00000	
6	EQUITABLE SERVICES AND CONSULTANCY LIMITED	ENGLAND AND WALES	£1 00 ORDINARY STOCK shares	100 00000		
4	HBOS INTERNATIONAL FINANCIAL SERVICES HOLDINGS 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)	
5		CLERICAL MEDICAL FINANCIAL SERVICES LIMITED #	ENGLAND AND WALES	£1 00 Ordinary shares	99 99998	100 00000			
5		CLERICAL MEDICAL INTERNATIONAL HOLDINGS B V	Netherlands	€1,000 00 Ordinary shares	100 00000				
6		CMI ASSET MANAGEMENT (LUXEMBOURG) S A #	Luxembourg	€ Ordinary shares	99 99936	100 00000			
6		CMI FINANCIAL MANAGEMENT SERVICES LIMITED	Isle of Man	£1 00 Ordinary shares	100 00000				
7		CMI ASSET MANAGEMENT (LUXEMBOURG) S A #	Luxembourg	€ Ordinary shares	0 00064	100 00000			
6		CMI FUND MANAGERS (IOM) LIMITED	Isle of Man	£1 00 Ordinary shares	100 00000				
7		THE CMI HIGH INCOME FUND PLC	Isle of Man	£1 00 Management Shares	100 00000				
7		THE CMI STERLING ROLL-UP FUND PLC	Isle of Man	£1 00 Management Shares	100 00000				
6		CMI INSURANCE (LUXEMBOURG) S A #	Luxembourg	€ Ordinary shares	99 99999	100 00000			
6		CMI INSURANCE COMPANY LIMITED	Isle of Man	£0 10 Ordinary shares	100 00000				
7		THE CMI MANAGED FUND	Luxembourg						
6		CMI TRUST COMPANY (IOM) LIMITED	Isle of Man	£1 00 Ordinary shares	100 00000				
6		HEIDELBERGER LEBENSVERSICHERUNG A G	Germany	€ Ordinary shares	100 00000				
7		HEIDELBERGER LEBEN - CLERICAL MEDICAL MANAGEMENT GMBH	Germany	€ Preference shares	99 90000				
8		EUROCAP EUROPEAN CONCEPTS OF ASSURANCE AND PENSIONS GMBH	Germany	€50,000 00 Ordinary shares	100 00000				
8		PROTRUST DEUTSCHLAND LIMITED	ENGLAND AND WALES	€25,000 00 Ordinary shares	100 00000				
4		SCOTTISH WIDOWS FUND MANAGEMENT LIMITED	ENGLAND AND WALES	£0 01 Ordinary shares	26 26000				
4		SCOTTISH WIDOWS PLC #	SCOTLAND	£1 00 Ordinary shares	100 00000				
5		AIRPORT INDUSTRIAL LP	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000				
5		BARBIROLI SQUARE LIMITED PARTNERSHIP #	ENGLAND AND WALES						
5		BEDFONT LAKES BUSINESS PARK (NO1) LP	ENGLAND AND WALES						
5		BEDFONT LAKES BUSINESS PARK (NO2) LP	ENGLAND AND WALES						
5		CLERICAL MEDICAL INVESTMENT GROUP LIMITED	ENGLAND AND WALES	£1 00 Ordinary Shares of £1 00	100 00000				
6		CLERICAL MEDICAL (DARTFORD NUMBER 2) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000				
6		CLERICAL MEDICAL (DARTFORD NUMBER 3) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000				
6		CLERICAL MEDICAL (DARTFORD) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000				

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Company Name										Notes
Tier Levels										
1	2	3	4	5	6	7	8	9	10	
6	CLERICAL MEDICAL (FORT SHOPPING CENTRE) LIMITED									100 00000
6	CLERICAL MEDICAL (WATERLOOVILLE FIVE) LIMITED									100 00000
6	CLERICAL MEDICAL (WATERLOOVILLE FOUR) LIMITED									100 00000
6	CLERICAL MEDICAL (WATERLOOVILLE ONE) LIMITED									100 00000
6	CLERICAL MEDICAL (WATERLOOVILLE THREE) LIMITED									100 00000
6	CLERICAL MEDICAL (WATERLOOVILLE TWO) LIMITED									100 00000
6	CLERICAL MEDICAL FORESTRY LIMITED #									99 99999
6	CLERICAL MEDICAL LONDON LIMITED #									100 00000
6	CLERICAL MEDICAL MANAGED FUNDS LIMITED #									99 99980
7	CLERICAL MEDICAL (THEALE) NOMINEES LIMITED									100 00000
7	DELANCEY ROLLS UK LIMITED #									100 00000
8	ARNOLD HOUSE LIMITED									100 00000
8	ROLLS HOUSE LIMITED									100 00000
6	CLERICAL MEDICAL NON STERLING PROPERTY COMPANY SARL									100 00000
6	CLERICAL MEDICAL PROPERTIES LIMITED #									99 99995
6	CM VENTURE INVESTMENTS LIMITED									100 00000
6	DELANCEY ARNOLD UK LIMITED									100 00000
6	DELANCEY ROLLS UK LIMITED #									100 00000
6	GENERAL REVERSIONARY AND INVESTMENT COMPANY									80 00000
6	HALIFAX LIFE LIMITED									100 00000
7	DELANCEY ROLLS UK LIMITED #									100 00000
7	ST ANDREW'S LIFE ASSURANCE PLC #									100 00000

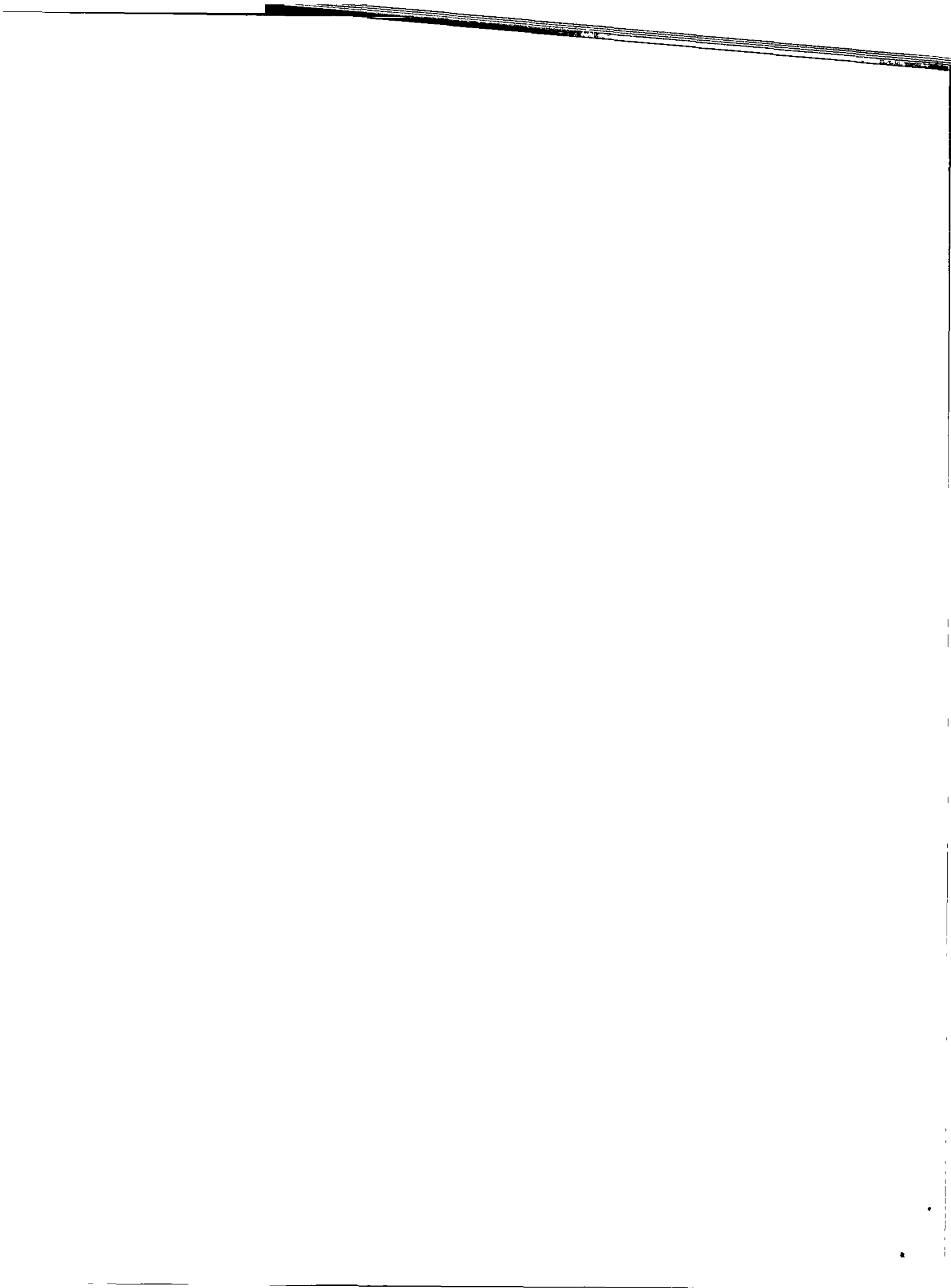
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Company Name		Country of Incorporation	Class of Share	% of class of shares held by the parent company	% of class of shares held by the group (if different from the parent company)	Notes			
Tier Levels									
1	2	3	4	5	6	7	8	9	10
6		OYSTERCATCHER RESIDENTIAL LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000				
7		OYSTERCATCHER NOMINEES LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000				
7		OYSTERCATCHER RESIDENTIAL ONE LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000				
6		ROLLS DEVELOPMENT UK LIMITED	ENGLAND AND WALES						
6		YORK & BECKET NOMINEES LIMITED	ENGLAND AND WALES						
6		YORK & BECKET NOMINEES NO 3 LIMITED	ENGLAND AND WALES						
6		YORK & BECKET NOMINEES NO 4 LIMITED	ENGLAND AND WALES						
5		DALKEITH CORPORATION LLC	United States	US\$ Ordinary Us \$1 shares	100 00000				
6		LOTHIAN ROAD LLC	United States	US\$ Ordinary Us \$1 shares	100 00000				
6		MORRISON STREET LLC	United States	US\$1 00 Ordinary shares	100 00000				
6		MURRAYFIELD LLC	United States	US\$ Ordinary Us \$1 shares	100 00000				
6		WAVERLEY BOCA LLC	United States	US\$1 00 Ordinary shares	100 00000				
6		WAVERLEY FUND II INVESTOR LLC	United States	US\$1 00 Ordinary shares	100 00000				
6		WAVERLEY FUND III INVESTOR LLC	United States	US\$1 00 Ordinary shares	100 00000				
5		WAVERLEY WILSHIRE RODEO LLC	ENGLAND AND WALES	£0 05 Ordinary shares	100 00000				
5		DALROAD 1 plc #	ENGLAND AND WALES						
5		FONTVIEW LIMITED	ENGLAND AND WALES	£1 00 Ord shares	100 00000				
5		GENERAL PRIVATE EQUITY LIMITED	SCOTLAND						
5		PARTNERSHIP							
5		HEALTHCARE PRIVATE EQUITY LIMITED	SCOTLAND						
5		PARTNERSHIP							
5		NEWFONT LIMITED	SCOTLAND						
5		PENSIONS MANAGEMENT (S W F) LIMITED	ENGLAND AND WALES	£1 00 Ord shares	100 00000				
5		SCOTTISH WIDOWS (PORT HAMILTON) LIMITED	SCOTLAND						
5		SCOTTISH WIDOWS ACTIVE MANAGEMENT FUND LP	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000				
5		SCOTTISH WIDOWS ADMINISTRATION SERVICES LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	100 00000				
6		SALEN UK REAL ESTATE GP LLC	United States						
6		SALEN UK REAL ESTATE LP	United States						
6		VISION PARK MANAGEMENT LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	14 58333				
5		SCOTTISH WIDOWS ANNUITIES LIMITED	SCOTLAND	£1 00 Ordinary shares	100 00000				

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	SCOTTISH WIDOWS INDUSTRIAL PROPERTIES	Netherlands	€ Ordinary Euro €1 shares	100 00000
5	EUROPE B V			
6	EURL FRENCH INDUSTRIAL PREMISES HOLDING CO	France	€ Ordinary Euro €1 shares	100 00000
7	SCI LISSES INVESTMENT CO #	France	€ Ordinary Euro €1 shares	100 00000
7	SCI LYON CHASSIEU INVESTMENT CO #	France	€ Ordinary Euro €1 shares	100 00000
7	SCI MITRY II INVESTMENT CO #	France	€ Ordinary Euro €1 shares	100 00000
7	SCI NEWCO 12 INVESTMENT CO - CARRIERE PERPETUAL #	France	€ Ordinary Euro €1 shares	100 00000
7	SCI NEWCO 13 INVESTMENT CO #	France	€ Ordinary Euro 1 shares	100 00000
7	SCI NEWCO 14 INVESTMENT CO #	France	€ Ordinary Euro 1 shares	100 00000
7	SCI NEWCO 15 INVESTMENT CO #	France	€ Ordinary Euro 1 shares	100 00000
7	SCI ORLY INVESTMENT CO #	France	€ Ordinary Euro €1 shares	100 00000
7	SCI ST MICHEL INVESTMENT CO #	France	€100 00 Ordinary shares	100 00000
7	SCI ST THIBAUT INVESTMENT CO #	France	€ Ordinary Euro €1 shares	100 00000
7	SCI ST WITZ II INVESTMENT CO #	France	€ Ordinary Euro €1 shares	100 00000
7	SCI SWNEWCO 11 INVESTMENT CO - ST MICHEL SUR ORGE #	France	€ Ordinary Euro €1 shares	100 00000
6	EURL LISSES HOLDING CO	France	€ Ordinary Euro €1 shares	100 00000
7	SCI LISSES INVESTMENT CO #	France	€ Ordinary Euro €1 shares	99 00000
6	EURL LYON CHASSIEU HOLDING CO	France	€ Ordinary Euro €1 shares	100 00000
7	SCI LYON CHASSIEU INVESTMENT CO #	France	€ Ordinary Euro €1 shares	99 00000
6	EURL MITRY II HOLDING CO	France	€ Ordinary Euro €1 shares	100 00000
7	SCI MITRY II INVESTMENT CO #	France	€ Ordinary Euro €1 shares	99 00000
6	EURL ORLY HOLDING CO	France	€ Ordinary Euro €1 shares	100 00000
7	SCI ORLY INVESTMENT CO #	France	€ Ordinary Euro €1 shares	99 00000
6	EURL ST MICHEL HOLDING CO	France	€ Ordinary Euro €1 shares	100 00000
7	SCI ST MICHEL INVESTMENT CO #	France	€100 00 Ordinary shares	99 00000
6	EURL ST THIBAUT HOLDING CO	France	€ Ordinary Euro €1 shares	100 00000
7	SCI ST THIBAUT INVESTMENT CO #	France	€ Ordinary Euro €1 shares	99 00000
6	EURL ST WITZ II HOLDING CO	France	€ Ordinary Euro €1 shares	100 00000
7	SCI ST WITZ II INVESTMENT CO #	France	€ Ordinary Euro €1 shares	99 00000
6	EURL SWNEWCO 11 HOLDING CO - ST MICHEL SUR ORGE	France	€ Ordinary Euro €1 shares	100 00000
7	SCI SWNEWCO 11 INVESTMENT CO - ST MICHEL SUR ORGE #	France	€ Ordinary Euro €1 shares	99 00000
6	EURL SWNEWCO 12 HOLDING CO	France	€ Ordinary Euro €1 shares	100 00000
7	SCI NEWCO 12 INVESTMENT CO - CARRIERE PERPETUAL #	France	€ Ordinary Euro €1 shares	99 00000
6	EURL SWNEWCO 13 HOLDING CO	France	€ Ordinary Euro 1 shares	100 00000
7	SCI NEWCO 13 INVESTMENT CO #	France	€ Ordinary Euro 1 shares	99 00000
6	EURL SWNEWCO 14 HOLDING CO	France	€ Ordinary Euro 1 shares	100 00000
7	SCI NEWCO 14 INVESTMENT CO #	France	€ Ordinary Euro 1 shares	99 00000
6	EURL SWNEWCO 15 HOLDING CO	France	€ Ordinary Euro 1 shares	100 00000

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Company Name										Notes	
Tier Levels											
1	2	3	4	5	6	7	8	9	10		
7					SCI NEWCO 15 INVESTMENT CO #	France				€ Ordinary Euro 1 shares	100 00000
5					SCOTTISH WIDOWS INTERNATIONAL LIMITED	Jersey				£1 00 Ordinary shares	99 00000
5					SCOTTISH WIDOWS PENSION TRUSTEES LIMITED	SCOTLAND				£1 00 Ordinary shares	100 00000
5					SCOTTISH WIDOWS PROPERTY MANAGEMENT LIMITED	SCOTLAND				£1 00 Ordinary shares	100 00000
5					SCOTTISH WIDOWS SERVICES LIMITED	SCOTLAND				£1 00 Ordinary shares	100 00000
5					SCOTTISH WIDOWS SMALL PROPERTY FUND LP	SCOTLAND				£1 00 Ordinary shares	100 00000
5					SCOTTISH WIDOWS TRUSTEES LIMITED	SCOTLAND				£1 00 Deferred shares	100 00000
5					SCOTTISH WIDOWS UNIT FUNDS LIMITED	SCOTLAND				£1 00 Ordinary shares	100 00000
6					SWAMF (GP) LIMITED	ENGLAND AND WALES				£1 00 Ordinary shares	100 00000
7					SWAMF NOMINEE (1) LIMITED	ENGLAND AND WALES				£1 00 Ordinary shares	100 00000
7					SWAMF NOMINEE (2) LIMITED	ENGLAND AND WALES				£1 00 Ordinary shares	100 00000
6					SWUF NOMINEE 1 LIMITED	Jersey				£1 00 Ordinary shares	100 00000
6					SWUF NOMINEE 2 LIMITED	Jersey				£1 00 Ordinary shares	100 00000
6					SWUF NOMINEE 3 LIMITED	Jersey				£1 00 Ordinary shares	100 00000
6					SWUF NOMINEE 4 LIMITED	Jersey				£1 00 Ordinary shares	100 00000
5					SCOTTISH WIDOWS UNIT TRUST MANAGERS LIMITED	ENGLAND AND WALES				£1 00 Ordinary shares	100 00000
6					BARBIROLI SQUARE LIMITED PARTNERSHIP #	ENGLAND AND WALES					
7					G B S MANAGEMENT LIMITED	ENGLAND AND WALES				£1 00 Ordinary shares	50 00000
5					SCOTTISH WIDOWS' FUND AND LIFE ASSURANCE SOCIETY	SCOTLAND					
5					STARFORT LIMITED	ENGLAND AND WALES				£1 00 Ord shares	100 00000
5					SW NO 1 LIMITED	SCOTLAND				£1 00 Ordinary shares	100 00000
5					THE GREAT WIGMORE PARTNERSHIP	ENGLAND AND WALES					
5					THE GREAT WIGMORE PARTNERSHIP (GP) LIMITED	ENGLAND AND WALES				£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

= Company is multi-owned within group

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Company Name										Notes
Tier Levels										
1	2	3	4	5	6	7	8	9	10	
6	AIRPORT INDUSTRIAL NOMINEES B LIMITED									100 00000
	ENGLAND AND WALES									£1 00 Ordinary shares
6	AIRPORT INDUSTRIAL NOMINEES C LIMITED									100 00000
	ENGLAND AND WALES									£1 00 Ordinary shares
6	AIRPORT INDUSTRIAL NOMINEES D LIMITED									100 00000
	ENGLAND AND WALES									£1 00 Ordinary shares
6	AIRPORT INDUSTRIAL NOMINEES LIMITED									100 00000
	ENGLAND AND WALES									£1 00 Ordinary £1 shares
6	GATWICK SITE NO 5 (CI) LIMITED									50 00000
6	GATWICK SITE NO 5B (CI) LIMITED									50 00000
6	GATWICK SITE NO 6 (CI) LIMITED									50 00000
6	GATWICK SITE NO 6B (CI) LIMITED									50 00000
6	GLASGOW SITE NO 1 (CI) LIMITED									50 00000
6	GLASGOW SITE NO 2 (CI) LIMITED									50 00000
6	HEATHROW SITE NO 3 (CI) LIMITED									50 00000
6	HEATHROW SITE NO 3B (CI) LIMITED									50 00000
6	HEATHROW SITE NO 4 (CI) LIMITED									50 00000
6	HEATHROW SITE NO 4B (CI) LIMITED									50 00000
6	HEATHROW SITE NO 5 (CI) LIMITED									50 00000
6	HEATHROW SITE NO 5B (CI) LIMITED									50 00000
6	HEATHROW SITE NO 6 (CI) LIMITED									50 00000
6	HEATHROW SITE NO 6B (CI) LIMITED									50 00000
6	HEATHROW SITE NO 7 (CI) LIMITED									50 00000
6	HEATHROW SITE NO 8 (CI) LIMITED									50 00000
6	STANSTED SITE NO 2 (CI) LIMITED									50 00000
6	STANSTED SITE NO 2B (CI) LIMITED									50 00000
6	STANSTED SITE NO 3 (CI) LIMITED									50 00000
6	STANSTED SITE NO 3B (CI) LIMITED									50 00000
6	UNITAIR LIMITED PARTNERSHIP #									50 00000
	ENGLAND AND WALES									£1 00 Ordinary shares
5	BEDFONT LAKES BUSINESS PARK (GP1) LIMITED									100 00000
	ENGLAND AND WALES									£1 00 Ordinary shares
6	BLBP 1 LIMITED									100 00000
	ENGLAND AND WALES									£1 00 Ordinary shares
6	BLBP 2 LIMITED									100 00000
	ENGLAND AND WALES									£1 00 Ordinary shares
5	BEDFONT LAKES BUSINESS PARK (GP2) LIMITED									100 00000
	ENGLAND AND WALES									£1 00 Ordinary shares
6	BLBP 3 LIMITED									100 00000
	ENGLAND AND WALES									£1 00 Ordinary shares
6	BLBP 4 LIMITED									100 00000
	ENGLAND AND WALES									£1 00 Ordinary shares
5	SCOTTISH WIDOWS PROPERTY PARTNERS (SPF) LIMITED									100 00000
	SCOTLAND									£1 00 Ordinary shares

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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	SWIP & CWI LUXEMBOURG (NO 1) MANAGEMENT COMPANY S A R L	Luxembourg	€1 00 Class A shares	100 00000		
6	SWIP & CWI LUXEMBOURG (NO 1) HOLDING COMPANY S A R L	Luxembourg	€1 00 Ordinary-A shares	100 00000		
7	PURETAIL DUESSELDORF KASERNSTRASSE 1 GMBH	Germany				
7	PURETAIL PARIS RUE D'AMSTERDAM S A R L	Luxembourg	€1 00 Ordinary shares	100 00000		
8	PURETAIL PARIS RUE D'AMSTERDAM SCI	France	€1 00 Ordinary shares	100 00000		
5	SWIP (LUXEMBOURG) S A R L	Luxembourg	€1,000 00 Euro 1,000 shares	100 00000		
6	SWIP HOLDINGS (LUXEMBOURG) S A R L	Luxembourg	€100 00 Euro 100 shares	100 00000		
7	EBPF HOLDINGS 1BV	Netherlands	€100 00 Ordinary shares	100 00000		
8	RANDOLPH SPAIN SL	Spain	€1 00 Ordinary shares	100 00000		
8	ROXBURY SPAIN SLU	Spain	€50 00 Ordinary shares	100 00000		
7	EBPF HOLDINGS 2 BV	Netherlands	€1 00 Ordinary shares	100 00000		
7	EBPF HOLDINGS 3BV	Netherlands	€1 00 Ordinary shares	100 00000		
7	EBPF OBJEKTGESELLSCHAFT	Germany	€1 00 Ordinary shares	100 00000		
7	BRAUNSCHWEIG GmbH	Germany	€1 00 Ordinary shares	100 00000		
7	EBPF OBJEKTGESELLSCHAFT NEU-ISENBURG B-EINS GmbH	Germany	€1 00 Ordinary shares	100 00000		
7	EBPF OBJEKTGESELLSCHAFT NEU-ISENBURG S-EINS GmbH	Germany	€1 00 Ordinary shares	100 00000		
7	EBPF OBJEKTGESELLSCHAFT NEU-ISENBURG S-ZWEI GmbH	Germany	€1 00 Ordinary shares	100 00000		
7	EBPF OBJEKTGESELLSCHAFT TSMJE GmbH	Germany	€1 00 Ordinary shares	100 00000		
7	SOGUIA SOCIEDADE IMOBILIARIA S A	Portugal	€1 00 Ordinary shares	100 00000		
7	SWIP EBPF HOLDINGS (FRANCE) EURL	France	€100 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	SWIP SAUDI ASSET MANAGEMENT #	Wales			51 000000	
4	WAVERLEY GENERAL PRIVATE EQUITY LIMITED	Saudi Arabia	SAR10 00 Ordinary shares	1 000000		
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		

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Tier Levels														
1	2	3	4	5	6	7	8	9	10					
2	SHORELINE LIMITED									ENGLAND AND WALES	£1 00 C Ordinary shares £1 00 Deferred shares £1 00 Ordinary shares	100 00000 100 00000 100 00000		
2	SOCIEDAD INVERSIONISTA ANGLO COLOMBIANO S A #									Colombia	£0 10 Of Cop 10 (Columbian Pesetas) shares	5 64406	99 98895	
2	TALBOT NOMINEES LIMITED									ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
2	THE AGRICULTURAL MORTGAGE CORPORATION PLC #									ENGLAND AND WALES	£1 00 Ordinary shares	99 99999	100 00000	
3	AMC (FARM FINANCE) LIMITED									ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
3	AMC BANK LIMITED									ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
3	AMC HOLDINGS LIMITED									ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
2	THREE CORTHALL AVENUE LIMITED #									ENGLAND AND WALES	£1 00 Ordinary shares	99 00000	100 00000	
2	TRAVELLERS CHEQUE ASSOCIATES LIMITED									ENGLAND AND WALES	£1 00 Ordinary shares	36 00000		100 00000
2	TRUSTEE SAVINGS BANKS (HOLDINGS) LIMITED									ENGLAND AND WALES	£1 00 Non Voting shares	100 00000		
3	BOUNDARY BUSINESS CENTRE LIMITED									ENGLAND AND WALES	£1 00 Ordinary shares £1 00 Ordinary shares	100 00000 100 00000		
3	COATE HOMES LIMITED									ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
3	HILL SAMUEL FINANCE (NO 20) LIMITED									ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
3	HILL SAMUEL FINANCE (NO 22) LIMITED									ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
2	TSB BANK LIMITED									ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
											£1 00 Special Rights Redeemable Pref shares	100 00000		
2	TSB BANK PROPERTIES LIMITED									ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
3	GRESHAM NOMINEE 1 LIMITED									ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
3	GRESHAM NOMINEE 2 LIMITED									ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
2	TSB COMMERCIAL HOLDINGS LIMITED									ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		

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Tier Levels															
1	2	3	4	5	6	7	8	9	10						
2	TSB DIRECT LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
3	LANGBOURN HOLDINGS LIMITED #										Guernsey	£1 00 Ordinary shares	0 00000		100 00000
3	LLOYDS BANK (BLSA) #										ENGLAND AND WALES	£1 00 Ordinary shares	50 00000		100 00000
3	LLOYDS TSB BANK plc #										ENGLAND AND WALES				
3	LLOYDS TSB BANK TRUST CORPORATION (GIBALTAR) LIMITED #										Gibraltar	£1 00 Ordinary shares	1 00000		100 00000
3	LLOYDS TSB GLOBAL SERVICES PRIVATE LIMITED #										India	INR10 00 Equity shares	0 00119		100 00000
3	LLOYDS TSB PACIFIC LIMITED #										Hong Kong	HKD1 00 Ordinary Of Hk\$ 1 shares	0 00001		100 00000
3	LONDONCARD S A COMERCIAL INMOBILIARIA Y FINANCIERA #										Argentina	£ Class A Arg\$0 0001 shares	0 00000		100 00000
												£ Class B Arg\$0 0001 shares	0 27474		100 00000
2	TSB ENGLAND & WALES LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
2	TSB GROUP NOMINEES LIMITED										ENGLAND AND WALES	£1 00 Ordinary shares	100 00000		
3	CLERICAL MEDICAL CLEVEDON LIMITED										ENGLAND AND WALES	£1 00 ORDINARY shares	100 00000		
3	CLERICAL MEDICAL FINANCE PLC #										ENGLAND AND WALES	£1 00 Ordinary shares	0 00044		100 00000
3	CLERICAL MEDICAL FINANCIAL SERVICES LIMITED #										ENGLAND AND WALES	£1 00 Ordinary shares	0 00002		100 00000
3	CLERICAL MEDICAL FORESTRY LIMITED #										ENGLAND AND WALES	£1 00 Ordinary shares	0 00001		100 00000
3	CLERICAL MEDICAL LONDON LIMITED #										ENGLAND AND WALES	£1 00 Ordinary shares	0 00000		100 00000
3	CLERICAL MEDICAL MANAGED FUNDS LIMITED #										ENGLAND AND WALES	£1 00 ORDINARY shares	0 00020		100 00000
3	CLERICAL MEDICAL PROPERTIES LIMITED #										ENGLAND AND WALES	£1 00 ORDINARY shares	0 00005		100 00000
3	DALROAD 1 plc #										ENGLAND AND WALES	£0 05 Ordinary shares	0 00000		100 00000
3	HBOS GI PLC #										ENGLAND AND WALES	£1 00 'A' ORDINARY shares	0 00000		100 00000
												£1 00 'B' ORDINARY shares	0 00000		100 00000
												£1 00 'C' Ordinary shares	0 00000		100 00000
												£1 00 Ordinary shares	0 00000		100 00000
3	HBOS INTERNATIONAL FINANCIAL SERVICES HOLDINGS LIMITED #										ENGLAND AND WALES	£1 00 ORDINARY shares	0 00001		100 00000
3	HECM CUSTOMER SERVICES LIMITED #										ENGLAND AND WALES	£1 00 ORDINARY shares	0 00000		99 99999
3	LLOYDS BANKING GROUP INSURANCE PCC LIMITED #										Guernsey	£1 00 Ordinary shares	0 00000		

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Tier Levels									
1	2	3	4	5	6	7	8	9	10
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					
2	TSB SERVICES (NO 2) LIMITED	ENGLAND AND WALES	£1 00 10% Non Cumulative Pref 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	UPSAALA LIMITED	Ireland	£1 00 10% Non Cumulative Pref shares	100 00000					
2	VOCALINK HOLDINGS LIMITED #	ENGLAND AND WALES	£1 27 Ordinary shares	100 00000	27 11109				
			£1 00 Deferred shares	18 22219					
2	WARD NOMINEES (ABINGDON) LIMITED	ENGLAND AND WALES	£1 00 Ordinary shares	19 05468	33 47291				
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					