

G**Return of allotments of Shares**Pursuant to section 88(2) of the
Companies Act 1985 (the Act)**88(2)****To the Registrar of Companies**

Company Number

(REVISED 1988)This form replaces forms
PUC2, PUC3 and 88(2)

1. Name of company

1628564

LLOYDS TSB GENERAL INSURANCE HOLDINGS LIMITED

2. This section must be completed for all allotments

Description of Shares	Ord shs £1		
A Number allotted	150,000,000		
B Nominal value of each	£ 1.00		
C Total amount (if any) paid or due and payable on each share (including premium if any)	£ 1.00		

Date(s) on which shares were allotted

On 26th February, 1998

The names and addresses of the allottees and the number of shares allotted
to each should be given overleaf3. If the allotment is wholly or partly other than for cash the following
information must be given **(see notes 2 & 3)**

D Extent to which each share is to be treated as paid up (%)	100.00%		
E Consideration for which the shares were allotted Shares in various group subsidiaries as set out in the accompanying form 88(3)			

NOTES

1. This form should be delivered to the Registrar of Companies within one month of the (first) date of allotment.
2. If the allotment is wholly or partly other than for cash, the company must deliver to the registrar a return containing the information at D & E. The company may deliver this information by completing D & E and the delivery of the information must be accompanied by the duly stamped contract required by section 88(2)(b) of the Act or by the duly stamped prescribed particulars required by section 88(3) (Form No 88(3)).
3. Details of bonus issues should be included only in section 2.

Presenter's name, address,
telephone number and
reference (if any):**CHAPP**MRS. H.S. RODGERS, 71 LOMBARD STREET,
LONDON, EC3P 3BS

For official use

Post room



Names and addresses of the allottees

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
LLOYDS TSB FINANCIAL SERVICES HOLDINGS PLC 71 LOMBARD STREET, LONDON, EC3P 3BS	150,000,000		
TOTAL	150,000,000		

Where the space given on this form is inadequate,
continuation sheets should be used and the number of
sheets attached should be indicated in the box opposite

Signed *H. B. Rodgers* Designation *Secretary* Date *12/3/98*