

Please complete in typescript, or in bold black capitals.

Annual Return

Company	Number
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1628564

Company Name in full

LLOYDS TSB GENERAL INSURANCE HOLDINGS LIMITE	ΞD
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Date of this return(See note 1) The information in this return is made up to

Day	IVIONTN	Year
28	01	1998

Date of next return(See note 2) If you wish to make your next return to a date earlier than the anniversary of this return please show the date here. Companies House will then send a form at the appropriate time.

Day	Month	Year
28	01	1999

CHARLTON PLACE

SP10 1RE

Registered Office(See note 3) Show here the address at the date of this return.

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

Post town

County / Region

Postcode

ANDOVER			
HAMPSHIRE	 	 	

Principal business activities

(See note 4)
Show trade classification code number(s) for the principal activity or activities.

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

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Form revised intaren 1999

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

Companies House, Crown Way, Cardiff, CF4 3UZ for companies registered in England and Wales DX 33050 Cardiff

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB for companies registered in Scotland DX 235 Edinburgh

Register of members (See note 5) If the register of members is not kept at the	71 LOMBARD STREET				
registered office, state here where it is kept.					
Post town	LONDON				
County / Region		Postcode	EC3P 3BS		
Register of Debenture holders					
(See note 6) If there is a register of debenture holders	N/A				
and it is not kept at the registered office, state here where it is kept.					
Post town			:		
County / Region		Postcode			
Company type (See note 7)					
Public limited company					
Private company limited by shares	X				
Private company limited by guarantee without share capital					
Private company limited by shares exempt under section 30	Plea	se mark the appropriate box	<		
Private company limited by guarantee exempt under section 30					
Private unlimited company with share capital					
Private unlimited company without share capital					
Campany Saaratamy	D 4 11 6		- 1 6 000		
Company Secretary _(see notes 1-5)	Details of a new compar	ny secretary must be notif	ied on form 288a.		
(Please photocopy this area to provide details of joint Name * Style / Title	MRS.	*Honours etc			
secretaries). Forename(s)	HELEN SUZANNE				
* Voluntary details.	RODGERS				
Previous forename(s)	HELEN SUZANNE				
Previous surname(s)	PORTSMOUTH				
Address	HEATHER BANK				
Usual residential	6 BURSTON GARDENS				
address _{must} be given. In the case of a Post town	EAST GRINSTEAD	/			
corporation, give the registered or principal county / Region office address.		Postcode	RH19 2HD		
Country					

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Please list direct	notes 1 to	o 5) phabetical order.	Details of new director	ors must be noti	fied on form	288a		
	Name	* Style / Title	MR.			Day	Month	Year
		* Honours etc		Da	ate of birth	16	05	1940
		Forename(s)	STEPHEN ANDREW					
		Surname	MARAN				·	
	Pre	vious forename(s)						
	Pre	evious surname(s)						
	Address	6	17 LANCASTER PARK				<u> </u>	
Usual residen								
address must be given. In the case	e of a	Post town	RICHMOND					
corporation, give registered or prin office address.	e the ncipal	County / Region	SURREY		Postcode	TW10 6AB		
		Country			Nationality		BRITISH	
	Busines	ss occupation	COMPANY DIRECTOR					
	Other d	irectorships	See attached list					
* Voluntary details.								
	Name	* Style / Title	MR.			Day	Month	Year
		* Honours etc		Da	ate of birth	25	01	1950
		Forename(s)	DENNIS JAMES					
		Surname	STACEY					
	Pre	vious forename(s)						
	Pre	evious surname(s)						
	Addres	s	5 CASTLE CLOSE					
Usual residen	itial							
address must be given. In the case corporation, give	se of a e the	Post town	CRANBORNE					
registered or pri- office address.	ncipai	County / Region	DORSET		Postcode	BH21	5QG	
		Country			Nationality	BRITIS	SH	
	Busines	ss occupation	FINANCE & LEGAL DIRE	ECTOR				
Other directorships			See attached list					

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Please list directors in alphabetical order		Details of new directo	rs must be notif	ied on form	288a.				
	Name	* Style / Title	MR.			Day	Month	Year	
		* Honours etc		Da	te of birth	25	03	1951	
		Foreneme(s)	CHRISTOPHER MICHAEL	-					
		Surname	WISCARSON	<u>. </u>					
	Prev	vious forename(s)							
	ı	Previous surname							
	Address	5	OAKHILL, 4 BLOUNTS CO	OURT ROAD					
Usual resider			ROTHERFIELD, PEPPAR	D		·			
address must given. In the ca corporation, giv registered or pr office address.	n the case of a Post tow tion, give the	Post town	HENLEY ON THAMES						
		County / Region	OXFORDSHIRE		Postcode	RG9 5HB			
onice address.		Country							
	Nationa	lity	BRITISH						
	Busines	ss occupation	COMPANY DIRECTOR						
Other directorships			See attached list						
	Name	* Style / Title				Day	Month	Year	
		* Honours etc		Da	ite of birth	,			
		Forename(s)							
		Surname							
	Pre	vious forename(s)							
	I	Previous surname							
	Address	S							
Usual resider	ntial								
address must i	be se of a	Post town							
corporation, give registered or pri office address.	e the ncipal	County / Region			Postcode				
onice address.		Country							
	Nationa	ility							
		ss occupation							
	Other d	irectorships							
* Voluntary details.									
					Page	e 3, Cor	itinuation	sheet	

Other relevant directorships Company Number 1628564 Company Name LLOYDS TSB GENERAL INSURANCE HOLDINGS LIMITED MARAN STEPHEN ANDREW **Directors Name** ABBEY LIFE ASSURANCE COMPANY LIMITED † Other directorships † Directors only. ABBEY LIFE OVERSEAS HOLDINGS LIMITED **NOTES** ABBEY UNIT TRUST MANAGERS LIMITED Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the name on surname line and registered or principal office on the usual residential line. AIC SERVICES LIMITED Give previous forenames or surname(s) except: - for a married woman, the name by which she was known before marriage need not be given. - for names not used since the age of 18 or for at least 20 years AMBASSADOR INSURANCE COMPANY LIMITED A peer or individual known by a title may state the title instead of or in addition to the forenames and surname and need not give the name by which that person was known before he or she adopted the title or preceded to it. AMBASSADOR LIFE ASSURANCE COMPANY LIMITED Other directorships. BLACK HORSE AGENCIES LIMITED Give the name of every company incorporated in Great Britain of which the person concerned is a director or has been a director at any time in the past five years. BLACK HORSE FINANCIAL SERVICES GROUP LIMITED You may exclude a company which either is, or at all times during the past five years when the person concerned was a director, was BLACK HORSE FINANCIAL SERVICES LIMITED - dormant - a parent company which wholly owned the company making the return, or - another wholly owned subsidiary of the same parent BLACK HORSE LIFE ASSURANCE COMPANY LIMITED company. HILL SAMUEL ASSET MANAGEMENT GROUP LIMITED LLOYDS BANK (CHANNEL ISLANDS) UNIT TRUST MANAGERS LIMITED LLOYDS BANK INSURANCE SERVICES (DIRECT) LIMITED LLOYDS BANK INSURANCE SERVICES LIMITED LLOYDS BANK PLC LLOYDS BANK STOCKBROKERS LIMITED LLOYDS BANK UNIT TRUST MANAGERS LIMITED

Other relevant directorships Company Number 1628564 Company Name LLOYDS TSB GENERAL INSURANCE HOLDINGS LIMITED MARAN STEPHEN ANDREW **Directors Name** LLOYDS BOWMAKER LIMITED † Directors only. † Other directorships LLOYDS PRIVATE BANKING LIMITED **NOTES** LLOYDS TSB FINANCIAL SERVICES HOLDINGS PLC Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the name on surname line and registered or principal office on the usual residential line. LLOYDS TSB INDEPENDENT FINANCIAL ADVISERS LIMITED Give previous forenames or surname(s) except:
- for a married woman, the name by which she was known before marriage need not be given. LLOYDS UDT LIMITED - for names not used since the age of 18 or for at least 20 years A peer or individual known by a title may state the title instead of or in addition to the forenames and surname and need not give the name by which that person was known before he or she adopted the title or preceded Other directorships. Give the name of every company incorporated in Great Britain of which the person concerned is a director or has been a director at any time in the past five years. You may exclude a company which either is, or at all times during the past five years when the person concerned was a director, was a parent company which wholly owned the company making the return, or - another wholly owned subsidiary of the same parent company.

Other relevant directorships Company Number 1628564 Company Name LLOYDS TSB GENERAL INSURANCE HOLDINGS LIMITED STACEY DENNIS JAMES **Directors Name** ABBEY LIFE ASSURANCE COMPANY LIMITED † Directors only. † Other directorships ABBEY LIFE CONSTRUCTION LIMITED **NOTES** ABBEY LIFE INVESTMENT SERVICES LIMITED Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the name on surname line and registered or principal office on the usual residential line. ABBEY LIFE PROPERTY DEVELOPMENT LIMITED Give previous forenames or surname(s) except:
- for a married woman, the name by which she was known before marriage need not be given. - for names not used since the age of 18 or for at ABBEY LIFE SERVICES LIMITED least 20 years A peer or individual known by a title may state the title instead of or in addition to the forenames and surname and need not give the name by which that person was known before he or she adopted the title or preceded ABBEY UNIT TRUST MANAGERS LIMITED Other directorships. AMBASSADOR LIFE ASSURANCE COMPANY LIMITED Give the name of every company incorporated in Great Britain of which the person concerned is a director or has been a director at any time in the past five years. You may exclude a company which either is, or at all times during the past five years when the person concerned was a director, was - dormant - a parent company which wholly owned the company making the return, or - another wholly owned subsidiary of the same parent company.

	Other relevant directorships					
Company Number	1628564					
Company Name	LLOYDS TSB GENERAL INSURANCE HOLDINGS LIMITED					
Directors Name	WISCARSON CHRISTOPHER MICHAEL					
† Directors only. † Other directorships	AMBASSADOR INSURANCE COMPANY LIMITED					
	BLACK HORSE FINANCIAL SERVICES GROUP LIMITED					
NOTES	BLACK HORSE FINANCIAL SERVICES LIMITED					
Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the name on surname line and registered or principal office	BEACK HORSE I INANOIAE SERVICES ENVITED					
on the usual residential line. Give previous forenames or surname(s) except: for a married woman, the name by which she was known before marriage need not be given.	BLACK HORSE LIFE ASSURANCE COMPANY LIMITED					
for names not used since the age of 18 or for at least 20 years	LLOYDS ABBEY LIFE OVERSEAS HOLDINGS LIMITED					
A peer or individual known by a title may state the title nstead of or in addition to the forenames and surname and need not give the name by which that person was known before he or she adopted the title or preceded to it.	LLOYDS BANK UNIT TRUST MANAGERS LIMITED					
Other directorships.	LLOYDS TSB FINANCIAL SERVICES HOLDINGS PLC					
Give the name of every company incorporated in Great Britain of which the person concerned is a director or has been a director at any time in the past five years.						
You may exclude a company which either is, or at all times during the past five years when the person concerned was a director, was	MANAGEMENT AS COMPETITIVE ADVANTAGE LIMITED					
- dormant						
- a parent company which wholly owned the company making the return, or						
 another wholly owned subsidiary of the same parent company. 						

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`Issued share capital (see note 9) Enter details of all the shares in issue at the date of this return.	Class Number of shares issued		Aggregate Nominal Value (i.e. Number of shares issued multiplied by nominal value per share)		
	ORD SHS £1	6,558,100	£ 6,558,100.00		
	Totals	6,558,100	£ 6,558,100.00		
List of past and present members (Use attached schedule where appropriate) A full list is required if one was not included with either of the last two	There were no changes	in the period			
included with either of the last two returns. (see note 10)	A list of changes is encl	r in another format			
	A full list of members is	enclosed X			
Elective resolutions (Private companies only) (See note 11)	If at the date of this retu	rn an election is in force annual general meeting			
	If at the date of this retu laying acco	rn an election is in force ounts in general meeting	to dispense with S, mark this box		
Certificate	I certify that the informa knowledge and belief.	tion given in this return i	s true to the best of my		
Signed	H8Norger.	Date	16/2-(98		
† Please delete as appropriate.	† a director/secretary				
When you have signed the return send it with the fee to the Registrar of Companies. Cheques should be made payable to Companies House.	This return include	S (enter number)	ontinuation sheets.		
Please give the name, address, telephone number, and if available, a DX number and Exchange, for the person Companies House should contact if there is any query.	MRS. H.S. RODGERS, 71 LOMBA	RD STREET, LONDON, EC3P 3BS			
outlined to diff quoty.		Tel 0171 356 19	57		
	DX number	DX exchange			

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Please complete in typescript, or in bold black capitals.

List of past and present members Schedule to form 363a, 363b

Company Number	1628564			
Company Name in full	LLOYDS TSB GENE	ERAL INSURA	NCE HOLDII	NGS LIMITED
	Number of share or amount of stock held by existing membe at date of this return.	the date first retur rs company	of the last ret n, since the in /) by	or stock transferred since urn (or in the case of the ncorporation of the till members, and ceased to be members.
Name and address	Number or amount currently held	Number or amount Transferred	Date of registration of transfer	Remarks
LLOYDS TSB GROUP PLC HENRY DUNCAN HOUSE, 120 GEORGE STREET, EDINBURGH, LOTHIAN, EH12 4LH	Ord shs £1	6,558,100	23/07/97	LLOYDS TSB FINANCIAL SERVICES HOLDINGS PLC
LLOYDS TSB FINANCIAL SERVICES HOLDINGS PI 71 LOMBARD STREET, LONDON, EC3P 3BS	Ord shs £1 6,558,100			