

BLUEPRINT

OneWorld



363a

Please complete in typescript,
or in bold black capitals.

Annual Return

CHFP010

Company Number

SC327000

Company Name in full

BANK OF SCOTLAND PLC

Date of this return

The information in this return is made up
to

Day		Month		Year			
1	7	0	9	2	0	0	9

Date of next return

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

Day		Month		Year			

Registered Office

Show here the address at the date of
this return.

THE MOUND

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

Post town

EDINBURGH

County / Region

UK Postcode

EH1 1YZ

Principal business activities

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

6511

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

MONDAY



SCT

SEJ1KE1P

12/10/2009

773

COMPANIES HOUSE

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

Companies House, Crown Way, Cardiff, CF14 3UZ**DX 33050 Cardiff**

for companies registered in England and Wales or

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

for companies registered in Scotland

**DX ED235 Edinburgh 1
or LP-4 Edinburgh 2**

10/08

Register of members

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

Post town

County / Region

UK Postcode

Register of Debenture holders

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

Post town

County / Region

UK Postcode

Company type

Public limited company

☒

Private company limited by shares

Private company limited by guarantee without share capital

Private company limited by shares exempt under section 30

Private company limited by guarantee exempt under section 30

Private unlimited company with share capital

Private unlimited company without share capital

Please tick the appropriate box

Company Secretary

* Voluntary details.

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

Name

* Style / Title

Mr

Forename(s)

HAROLD FRANCIS

Surname

BAINES

Address ††

☒

THE MOUND

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

Post town

EDINBURGH

County / Region

UK Postcode

EH1 1YZ

Country

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

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

Directors

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

* Voluntary details.

Name

* Style / Title

Dr

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

Day Month Year

Date of birth

1 3 1 0 1 9 4 2

Forename(s)

WOLFGANG CHRISTIAN GEORG

Surname

BERNDT

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

☒**Address ††**

25 GRESHAM STREET

Post town

LONDON

County / Region

UK Postcode EC2V 7HN

Country

Nationality Austrian

Business occupation

DIRECTOR

Directors

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

* Voluntary details.

Name

* Style / Title

SIR

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

Day Month Year

Date of birth

1 0 0 5 1 9 4 1

Forename(s)

WINFRIED FRANZ WILHELM

Surname

BISCHOFF

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

☒**Address ††**

25 GRESHAM STREET

Post town

LONDON

County / Region

UK Postcode EC2V 7HN

Country

UNITED KINGDOM

Nationality BRITISH/GERMAN

Business occupation

DIRECTOR

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Directors

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

* Voluntary details.

Name

* Style / Title

Mr

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

Day Month Year

Date of birth

1 4 0 8 1 9 5 1

Forename(s)

JOHN ERIC

Surname

DANIELS

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

X

Address ††

25 GRESHAM STREET

Post town

LONDON

County / Region

UK Postcode EC2V 7HN

Country

Nationality AMERICAN/BRITISH

Business occupation

DIRECTOR

Directors

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

* Voluntary details.

Name

* Style / Title

MR

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

Day Month Year

Date of birth

1 2 0 5 1 9 5 3

Forename(s)

PHILIP NEVILL

Surname

GREEN

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

X

Address ††

25 GRESHAM STREET

Post town

LONDON

County / Region

UK Postcode EC2V 7HN

Country

Nationality BRITISH

Business occupation

COMPANY CHIEF EXECUTIVE

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Directors

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

* Voluntary details.

Name

* Style / Title

Sir

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

Day Month Year

Date of birth

1 4 1 2 1 9 4 8

Forename(s)

JULIAN MICHAEL

Surname

HORN-SMITH

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

☒**Address ††**

25 GRESHAM STREET

Post town

LONDON

County / Region

UK Postcode

EC2V 7HN

Country

Nationality

British

Business occupation

DIRECTOR

Directors

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

* Voluntary details.

Name

* Style / Title

Mr

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

Day Month Year

Date of birth

1 6 0 6 1 9 5 2

Forename(s)

ARCHIBALD GERARD

Surname

KANE

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

☐**Address ††**

FLAT 25, OLD SUN WHARF, NO.40 NARROW STREET, LIMEHOUSE

Post town

LONDON

County / Region

UK Postcode

E14 8DG

Country

Nationality

British

Business occupation

DIRECTOR

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Directors

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

* Voluntary details.

Name

* Style / Title

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

Day Month Year

Date of birth

2 0 1 0 1 9 4 7

Forename(s)

LORD (ALEXANDER PARK)

Surname

LEITCH

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

☒**Address ††**

25 GRESHAM STREET

Post town

LONDON

County / Region

UK Postcode EC2V 7HN

Country

Nationality BRITISH

Business occupation

DIRECTOR

Directors

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

* Voluntary details.

Name

* Style / Title

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

Day Month Year

Date of birth

0 5 1 2 1 9 4 9

Forename(s)

DAVID GEOFFREY

Surname

MANNING

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

☒**Address ††**

25 GRESHAM STREET

Post town

LONDON

County / Region

UK Postcode EC2V 7HN

Country

Nationality BRITISH

Business occupation

DIRECTOR

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Directors

Please list directors in alphabetical order.

* Voluntary details.

Name

* Style / Title

MS

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

Day Month Year

Date of birth

1 3 0 9 1 9 6 1

Forename(s)

CAROLYN JULIA

Surname

MCCALL

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

X

Address ††

NUMBER 1, SCOTT PLACE

Post town

MANCHESTER

County / Region

UK Postcode M3 3GG

Country

Nationality BRITISH

Business occupation

DIRECTOR

Details of new directors must be notified on form 288a

Directors

Please list directors in alphabetical order.

* Voluntary details.

Name

* Style / Title

MR

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

Day Month Year

Date of birth

1 3 0 6 1 9 4 5

Forename(s)

THOMAS TIMOTHY

Surname

RYAN

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

X

Address ††

25 GRESHAM STREET

Post town

LONDON

County / Region

UK Postcode EC2V 7HN

Country

Nationality AMERICAN

Business occupation

DIRECTOR

Details of new directors must be notified on form 288a

Directors

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

* Voluntary details.

Name

* Style / Title

MR.

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

Day Month Year

Date of birth

2 0 1 1 1 9 5 0

Forename(s)

MARTIN ANTHONY

Surname

SCICLUNA

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

☒**Address ††**

25 GRESHAM STREET

Post town

LONDON

County / Region

UK Postcode

EC2V 7HN

Country

Nationality

BRITISH

Business occupation

DIRECTOR

Directors

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

* Voluntary details.

Name

* Style / Title

MR

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

Day Month Year

Date of birth

1 5 0 5 1 9 5 0

Forename(s)

GEORGE TRUETT

Surname

TATE

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

☒**Address ††**

25 GRESHAM STREET

Post town

LONDON

County / Region

UK Postcode

EC2V 7HN

Country

Nationality

AMERICAN

Business occupation

DIRECTOR

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Directors

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

* Voluntary details.

Name

* Style / Title

MR

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

Day Month Year

Date of birth

1 7 0 7 1 9 6 2

Forename(s)

TIMOTHY JAMES WILLIAM

Surname

TOOKEY

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

☒

Address ††

25 GRESHAM STREET

Post town

LONDON

County / Region

UK Postcode EC2V 7HN

Country

Nationality BRITISH

Business occupation

DIRECTOR

Directors

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

* Voluntary details.

Name

* Style / Title

MR

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

Day Month Year

Date of birth

0 2 0 4 1 9 4 5

Forename(s)

ANTHONY

Surname

WATSON

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

☒

Address ††

25 GRESHAM STREET

Post town

LONDON

County / Region

UK Postcode EC2V 7HN

Country

Nationality BRITISH

Business occupation

DIRECTOR

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Directors

Please list directors in alphabetical order.

* Voluntary details.

Name

* Style / Title

Mrs

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

Day Month Year

Date of birth

1 7 0 8 1 9 6 2

Forename(s)

HELEN ALISON

Surname

WEIR

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

☒

Address ††

25 GRESHAM STREET

Post town

LONDON

County / Region

UK Postcode EC2V 7HN

Country

Nationality British

Business occupation

DIRECTOR

Details of new directors must be notified on form 288a

Directors

Please list directors in alphabetical order.

* Voluntary details.

Name

* Style / Title

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

Day Month Year

Date of birth

Forename(s)

Surname

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

☐

Address ††

Post town

County / Region

UK Postcode

Country

Nationality

Business occupation

BLUEPRINT

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Issue share capital

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

Class (e.g. Ordinary/Preference)	Number of shares issued	Aggregate Nominal Value (i.e. Number of shares issued multiplied by nominal value per share, or total amount of stock)
9% % Preference Shares	300,000,000	£300,000,000.00
9% % Preference Shares	100,000,000	£100,000,000.00
Ordinary Shares	23,215,045,644	£5,803,761,411.00
		0
Totals	23,615,045,644	6,203,761,411.00

Traded public companies

A traded public company means a company any of whose shares are shares admitted to trading on a regulated market

Please tick this box if your company was a traded public company at any time during the period of this return

☐**List of past and present shareholders**

(use attached schedule where appropriate)

Private or non-traded public companies are required to provide a "full list" if one was not included with either of the last two returns.

Traded public companies are required to provide a list of shareholders who held at least 5% of the issued shares of any share class if a list was not provided with either of the last two returns.

Please tick the appropriate box below:

A full list of shareholders for a private or non-traded public company is enclosed. **Please complete Schedule A.**on paper ☒ in another format ☐A list of shareholders holding at least 5% of the issued shares of any share class for a traded public company is enclosed. **Please complete Schedule B.**☐☐

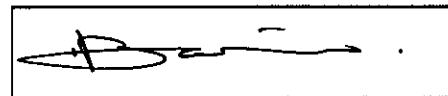
A list containing shareholder changes is enclosed

☐☐→ For private or non-traded public companies, please complete **Schedule A**→ For traded public companies, please complete **Schedule B**

There were no shareholder changes in this period

☐**Certificate**

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

Signed**Date**

† Please delete as appropriate.

† (~~director~~ / secretary)

When you have signed the return send it with the fee to the Registrar of Companies. Make cheques payable to Companies House.

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

This return includes

4

continuation sheets.

(enter number)

BANK OF SCOTLAND plc, MR. H.F. BAINES, 25 GRESHAM

STREET, LONDON, EC2V 7HN

Tel

BLUEPRINT

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DX number

DX exchange

Schedule A for private or non-traded public companies List of past and present shareholders

(Please use a continuation sheet if required)

CHFP010

Company Number

SC327000

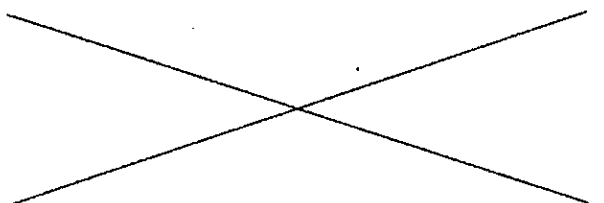
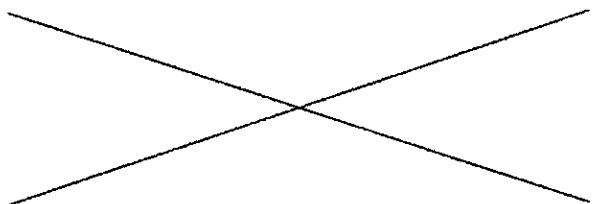
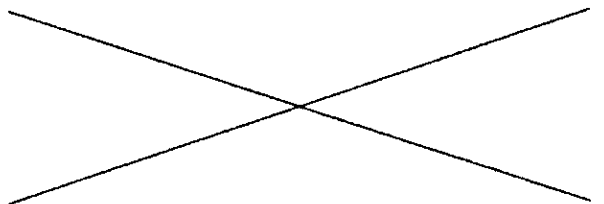
Company Name in full

BANK OF SCOTLAND PLC

This must only be completed by private and public limited companies that have not traded on a regulated market

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

Do not give shareholder address information

Shareholder's name only	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred	Shares or amount of stock transferred (if appropriate) Date of registration of transfer
Name HBOS PLC 	£1.00 9¼ % Preference Shares Shares Held 300,000,000		
Name 			
Name 			

Schedule A for private or non-traded public companies List of past and present shareholders

(Please use a continuation sheet if required)

CHFP010

Company Number

SC327000

Company Name in full

BANK OF SCOTLAND PLC

This must only be completed by private and public limited companies that have not traded on a regulated market

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

Do not give shareholder address information

Shareholder's name only	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred	Shares or amount of stock transferred (if appropriate)	Date of registration of transfer
Name HBOS PLC	£1.00 9% % Preference Shares			
	Shares Held 100,000,000			
Name				
Name				

Schedule A
for private or non-traded public companies
List of past and present shareholders

(Please use a continuation sheet if required)

CHFP010

Company Number

SC327000

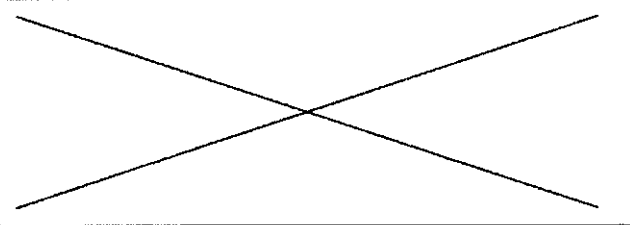
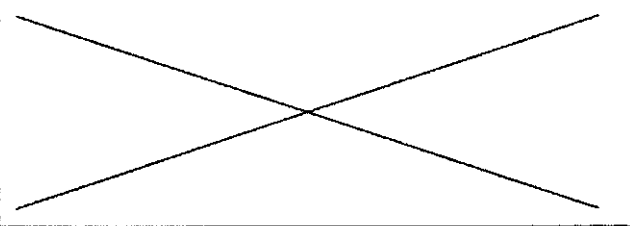
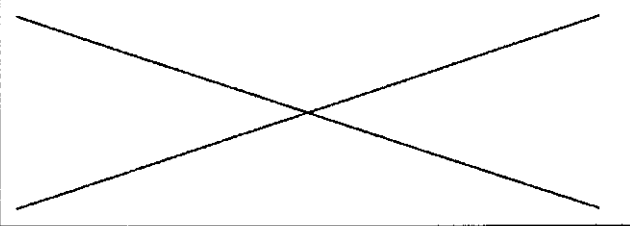
Company Name in full

BANK OF SCOTLAND PLC

This must only be completed by private
and public limited companies that have
not traded on a regulated market

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

Do not give shareholder address information

Shareholder's name only	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred	Shares or amount of stock transferred (if appropriate) Date of registration of transfer
Name BANK OF SCOTLAND EDINBURGH NOMINEES LIMITED 	£0.25 Ordinary Shares Shares Held 1		
Name MICHAEL HENRY ELLIS 	£0.25 Ordinary Shares Shares Held 0	1	16/01/2009
Name HAROLD FRANCIS BAINES 	£0.25 Ordinary Shares Shares Held 1		

Schedule A
for private or non-traded public companies
List of past and present shareholders

(continuation sheet)

CHFP010

Company Number SC327000

Shareholder's name only	Class and number of shares or amount of stock held	Shares or amount of stock transferred (if appropriate) Class and number of shares or amount of stock transferred	Date of registration of transfer
Name HBOS PLC	£0.25 Ordinary Shares		
	Shares Held 23,215,045,642		
Name			
Name			
Name			

Companies Act 1985 - Schedule 5

BANK OF SCOTLAND 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	BANK OF SCOTLAND PLC									Scotland
2	AIRBLES CONSTRUCTION (NO.1) LIMITED									Scotland
2	ALBION COLLECTIONS LIMITED									England and Wales
2	AUTOMOBILE ASSOCIATION PERSONAL FINANCE LIMITED									England and Wales
2	BANK OF SCOTLAND (B.G.S.) NOMINEES LIMITED									Scotland
2	BANK OF SCOTLAND INDEPENDENT FINANCIAL ADVISERS LIMITED									Scotland
2	BANK OF SCOTLAND LEASING LIMITED									England
2	BANK OF SCOTLAND STRUCTURED ASSET FINANCE LIMITED									England
3	BANK OF SCOTLAND LNG LEASING (NO 1) LIMITED									United Kingdom
3	BARENTS LEASING LIMITED									England and Wales
3	BOSSAF LEASE 2 LIMITED									United Kingdom
3	BOSSAF LEASE 3 LIMITED									United Kingdom
3	BOSSAF LEASE 4 LIMITED									United Kingdom
3	BOSSAF LEASE 5 LIMITED									United Kingdom
3	BOSSAF RAIL LIMITED									United Kingdom
4	CBRAIL LIMITED									United Kingdom
5	CBRAIL (CAESAR) LIMITED									United Kingdom
6	CBRAIL (EURO) LIMITED									United Kingdom
5	CBRAIL (FREIGHT) LIMITED									United Kingdom
5	CBRAIL (LOGISTICS) LIMITED									United Kingdom
5	CBRAIL (NORDHARZ) LIMITED									United Kingdom
5	CBRAIL (RUHR-SIEG) LIMITED									United Kingdom
5	CBRAIL (UK) LIMITED									United Kingdom
3	CHARIOT FINANCE LIMITED									England and Wales
3	Charta Leasing No. 1 Limited									
3	Charta Leasing No. 2 Limited									
3	GLOBEAGENT LIMITED									England
3	HALIFAX LEASING (JUNE) LIMITED									England
3	HALIFAX LEASING (MARCH NO.2) LIMITED									England
3	HALIFAX LEASING (SEPTEMBER) LIMITED									England
4	WARWICK LEASING LIMITED									
3	KANTO LEASING LIMITED									United Kingdom

= Company is multi-owned within group

29/09/2009

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	BOS MISTRAL LIMITED	England and Wales	£1.00 Ordinary shares	100.000					
3	MOTABILITY OPERATIONS GROUP PLC	England							
2	BRITANNIA PERSONAL LENDING LIMITED	England	£1.00 'A' ORDINARY shares	100.000					
2	BRITISH LINEN EQUITY LIMITED	Scotland	£1.00 ORDINARY shares	100.000					
2	BRITISH LINEN LEASING LIMITED	Scotland	£1.00 ORDINARY shares	100.000					
3	BANK OF SCOTLAND EQUIPMENT FINANCE LIMITED	England	£1.00 'A' ORDINARY OF ONE POUND shares	100.000					
			£1.00 'B' ORDINARY OF ONE POUND shares	100.000					
4	CF ASSET FINANCE LIMITED	England	£1.00 ORDINARY shares	100.000					
4	SALELEASE PURCHASE LIMITED	Scotland	£1.00 ORDINARY shares	100.000					
3	BRITISH LINEN CHARTER PLC	Scotland	£1.00 ORDINARY shares	100.000					
3	BRITISH LINEN LEASING (LONDON) LIMITED	Scotland	£1.00 ORDINARY shares	100.000					
3	BRITISH LINEN SHIPPING LIMITED	Scotland	£1.00 ORDINARY shares	100.000					
3	CAPITAL LEASING (EDINBURGH) LIMITED	Scotland	£1.00 ORDINARY shares	100.000					
3	CAPITAL LEASING LIMITED	Scotland	£1.00 ORDINARY shares	100.000					
2	BRITISH LINEN SECURITIES LIMITED	Scotland	£1.00 ORDINARY shares	100.000					
2	CAPITAL 1945 LIMITED	England	£1.00 9 3/8 % NON-CUM PREFERENCE shares	100.000					
			£1.00 ORDINARY shares	100.000					
2	CAPITAL BANK ASSET FINANCE (2) LIMITED	England	£1.00 A shares	100.000					
			£1.00 B shares	100.000					
2	CAPITAL BANK ASSET FINANCE LIMITED	Scotland	£1.00 ORDINARY shares	100.000					
2	CAPITAL BANK CASHFLOW FINANCE LIMITED	England	£1.00 NONCUM PREF shares	100.000					
			£1.00 ORDINARY shares	100.000					
3	CORPORATE AUDIT SERVICES LIMITED	England	£1.00 ORDINARY shares	100.000					
2	CAPITAL BANK INSURANCE SERVICES LIMITED	England	£1.00 ORDINARY shares	100.000					
2	CAPITAL BANK LEASING 1 LIMITED	England	£1.00 ORDINARY shares	100.000					
2	CAPITAL BANK LEASING 10 LIMITED	England	£1.00 ORDINARY shares	100.000					
2	CAPITAL BANK LEASING 11 LIMITED	England	£1.00 ORDINARY shares	100.000					
2	CAPITAL BANK LEASING 12 LIMITED	Scotland	£1.00 ORDINARY shares	100.000					
2	CAPITAL BANK LEASING 2 LIMITED	England	£1.00 ORDINARY shares	100.000					
2	CAPITAL BANK LEASING 3 LIMITED	England	£1.00 ORDINARY shares	100.000					
2	CAPITAL BANK LEASING 4 LIMITED	England	£1.00 ORDINARY shares	100.000					
2	CAPITAL BANK LEASING 5 LIMITED	England	£1.00 ORDINARY shares	100.000					
2	CAPITAL BANK LEASING 6 LIMITED	England	£1.00 ORDINARY shares	100.000					
2	CAPITAL BANK LEASING 7 LIMITED	England	£1.00 ORDINARY shares	100.000					
2	CAPITAL BANK LEASING 8 LIMITED	Scotland	£1.00 ORDINARY shares	100.000					
2	CAPITAL BANK LEASING 9 LIMITED	England	£1.00 ORDINARY shares	100.000					
2	CAPITAL BANK PROPERTY INVESTMENTS (3) LIMITED	England	£1.00 ORDINARY shares	100.000					
2	CAPITAL BANK PROPERTY INVESTMENTS (6) LIMITED	England	£1.00 ORDINARY shares	100.000					
2	CAPITAL BANK VEHICLE MANAGEMENT LIMITED	England	£1.00 ORDINARY shares	100.000					
2	CAPITAL FINANCE COMPANY LIMITED	England	£1.00 ORDINARY shares	100.000					
2	CAPITAL PERSONAL FINANCE LIMITED	England	£1.00 Ordinary shares	100.000					

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Company Name		Country of Incorporation	Class of Share	% of class of shares held by the parent company	% of class of shares held by the group (if different from the parent company)	Notes			
Tier Levels									
1	2	3	4	5	6	7	8	9	10
2	CARTWRIGHT FINANCE LIMITED	England	£1.00 'C' ORDINARY shares	0.008					
2	CASTLE COLLECTIONS LIMITED	England	£1.00 'N' ORDINARY shares	100.000					
2	CENTRAL COLLECTIONS LIMITED	England	£1.00 Ordinary shares	100.000					
2	CHARTERHALL MARKETING LIMITED	England	£1.00 ORDINARY shares	100.000					
		England	£1.00 'A' ORDINARY shares	100.000					
		England	£1.00 'B' ORDINARY shares	100.000					
2	COUNTY WIDE PROPERTY INVESTMENTS LIMITED	England	£1.00 Ordinary shares	100.000					
2	CRAIG FINANCE LIMITED	United Kingdom	£1.00 Ordinary shares	20.000					
2	DEVA LEASE 2 LIMITED	United Kingdom	£1.00 Ordinary shares	100.000					
2	DEVA LEASE 3 LIMITED	United Kingdom	£1.00 Ordinary shares	100.000					
2	DEVA LEASE 4 LIMITED	United Kingdom	£1.00 Ordinary shares	100.000					
2	DEVA LEASE 5 LIMITED	United Kingdom	£1.00 Ordinary shares	100.000					
2	DEVA LEASE 6 LIMITED	United Kingdom	£1.00 Ordinary shares	100.000					
2	EUROPE MORTGAGE COMPANY LIMITED	England and Wales	£1.00 Ordinary shares	100.000					
2	BIRMINGHAM MIDSHIRES MORTGAGE ASSET (NO.5) LIMITED	England and Wales	£1.00 Ordinary shares	100.000					
2	FIRST RETAIL FINANCE (CHESTER) LIMITED	England	£1.00 'A' ORDINARY shares	100.000					
		England	£1.00 'B' ORDINARY shares	100.000					
2	FLEXIFLY LIMITED	Scotland	£1.00 ORDINARY shares	100.000					
2	FORTHRIGHT FINANCE LIMITED	England	£0.25 ORDINARY shares	100.000					
2	FREEWAY LIMITED	England	£1.00 ORDINARY shares	100.000					
2	GENSAR DESIGN LIMITED	England and Wales	£1.00 Ordinary shares	100.000					
2	GLOSTRIPS LIMITED	Scotland	£1.00 ORDINARY shares	100.000					
2	GODFREY DAVIS (CONTRACT HIRE) LIMITED	England	£0.25 Ordinary shares	100.000					
2	HALIFAX CORPORATE TRUSTEES LIMITED	England	£1.00 Ordinary shares	100.000					
3	HALIFAX CAPITAL TRUSTEES LIMITED	United Kingdom	£1.00 Ordinary shares	100.000					
			£1.00 Redeemable Preference shares	100.000					
3	HALIFAX EES TRUSTEES LIMITED	United Kingdom	£1.00 Ordinary shares	100.000					
3	HALIFAX SERVICES (UK) LIMITED	United Kingdom	£1.00 Ordinary shares	100.000					
2	HALIFAX CREDIT CARD LIMITED	England	£1.00 'A' Ordinary Shares of £1.00	100.000					
			£1.00 'B' Ordinary Shares of £1.00	100.000					
			£1.00 'C' Ordinary Shares of £1.00	100.000					
2	HALIFAX ESTATE AGENCIES LIMITED	England	£1.00 Ordinary shares	100.000					
3	TM GROUP (UK) LIMITED	England and Wales	£0.01 Ordinary shares	33.333					
2	HALIFAX GROUP QUEST (2) TRUSTEE LIMITED	England	£1.00 Ordinary shares	100.000					
2	HALIFAX LOANS LIMITED	England	£1.00 Ordinary shares	100.000					
3	HALIFAX MORTGAGE SERVICES (HOLDINGS) LIMITED	England	£1.00 Ordinary Shares of £1.00	100.000					
4	HALIFAX MORTGAGE SERVICES LIMITED	England	£1.00 Ordinary Shares of £1.00	100.000					
5	SCOTLIFE HOME LOANS (NO.5) LIMITED	England	£1.00 Ordinary Shares of £1.00	100.000					
3	HL GROUP (HOLDINGS) LIMITED	England	£1.00 Ordinary Shares of £1.00	100.000					
4	HL (2) LIMITED	England	£1.00 Ordinary Shares of £1.00	100.000					
4	HL (3) LIMITED	England	£1.00 Ordinary Shares of £1.00	100.000					
4	HL (4) LIMITED	England	£1.00 Ordinary Shares of £1.00	100.000					

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Tier Levels														
1	2	3	4	5	6	7	8	9	10					
3										Scotland	£1.00 Ordinary shares	100,000		
3										Scotland	£1.00 ORDINARY shares	100,000		
3										Scotland	£1.00 ORDINARY shares	100,000		
3										Scotland	£1.00 Ordinary shares	100,000		
3										Scotland	£1.00 Ordinary shares	100,000		
3										Scotland	£1.00 Ordinary-A shares	100,000		
3										Scotland	£1.00 Ordinary-A shares	100,000		
3										Scotland	£1.00 Ordinary shares	100,000		
2										Scotland	£1.00 Ordinary shares	100,000		
2										Scotland	£1.00 Ordinary shares	100,000		
2										Scotland	£1.00 ORDINARY shares	87,500		
3										Scotland	£1.00 ORDINARY shares	100,000		
3										Scotland	£1.00 'A' ORDINARY shares	100,000		
										Scotland	£1.00 'B' ORDINARY shares	100,000		
										England	£1.00 ORDINARY shares	100,000		
2										United Kingdom	£1.00 ORDINARY shares	100,000		
2										England	£1.00 ORDINARY shares	100,000		
2										England	£1.00 ORDINARY shares	100,000		
2										England	£1.00 'A' ORDINARY OF ONE POUND shares	100,000		
2										England and Wales	£1.00 Ordinary shares	100,000		
2										England	£1.00 Ordinary shares	100,000		
2										England	£1.00 Ordinary-A shares	100,000		
2										England	£1.00 ORDINARY shares	100,000		
2										England	£1.00 Ordinary shares	100,000		
2										England	£1.00 Ordinary Shares of £1.00	100,000		
2										England	£1.00 US\$1 Preference shares	100,000		
2										England	£1.00 Ordinary Shares of £1.00	100,000		
2										England	£1.00 US\$1 Preference shares	100,000		
2										England	£1.00 US\$1 Preference shares	100,000		
2										England	£1.00 US\$1 Preference shares	100,000		
2										England	£1.00 US\$1 Preference shares	100,000		
2										England	£1.00 US\$1 Preference shares	100,000		
2										England	£1.00 US\$1 Preference shares	100,000		
2										England	£1.00 US\$1 Preference shares	100,000		
2										England	£1.00 US\$1 Preference shares	100,000		
2										England	£1.00 US\$1 Preference shares	100,000		
2										England	£1.00 US\$1 Preference shares	100,000		
2										England	£1.00 US\$1 Preference shares	100,000		
2										England	£1.00 US\$1 Preference shares	100,000		
2										England	£1.00 US\$1 Preference shares	100,000		
2										England	£1.00 US\$1 Preference shares	100,000		
2										England	£1.00 US\$1 Preference shares	100,000		
2										England	£1.00 US\$1 Preference shares	100,000		
2										England	£1.00 US\$1 Preference shares	100,000		
2										England	£1.00 US\$1 Preference shares	100,000		
2										England	£1.00 US\$1 Preference shares	100,000		
2										England	£1.00 US\$1 Preference shares	100,000		
2										England	£1.00 US\$1 Preference shares	100,000		
2										England	£1.00 US\$1 Preference shares	100,000		
2										England	£1.00 US\$1 Preference shares	100,000		
2										England	£1.00 US\$1 Preference shares	100,000		
2										England	£1.00 US\$1 Preference shares	100,000		
2										England	£1.00 US\$1 Preference shares	100,000		
2										England	£1.00 US\$1 Preference shares	100,000		
2										England	£1.00 US\$1 Preference shares	100,000		
2										England	£1.00 US\$1 Preference shares	100,000		
2										England	£1.00 US\$1 Preference shares	100,000		
2										England	£1.00 US\$1 Preference shares	100,000		
2										England	£1.00 US\$1 Preference shares	100,000		
2										England	£1.00 US\$1 Preference shares	100,000		
2										England	£1.00 US\$1 Preference shares	100,000		
2										England	£1.00 US\$1 Preference shares	100,000		
2										England	£1.00 US\$1 Preference shares	100,000		
2										England	£1.00 US\$1 Preference shares	100,000		
2										England	£1.00 US\$1 Preference shares	100,000		
2										England	£1.00 US\$1 Preference shares	100,000		
2										England	£1.00 US\$1 Preference shares	100,000		
2										England	£1.00 US\$1 Preference shares	100,000		
2										England	£1.00 US\$1 Preference shares	100,000		
2										England	£1.00 US\$1 Preference shares	100,000		
2										England	£1.00 US\$1 Preference shares	100,000		
2										England	£1.00 US\$1 Preference shares	100,000		
2										England	£1.00 US\$1 Preference shares	100,000		
2										England	£1.00 US\$1 Preference shares	100,000		
2										England	£1.00 US\$1 Preference shares	100,000		
2										England	£1.00 US\$1 Preference shares	100,000		
2										England				

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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	NWS TRUST LIMITED										Scotland	£1.00 ORDINARY shares	100.000		
2	OLD BROAD STREET INVESTMENTS (NUMBER 2) LIMITED										England	£0.50 Ordinary shares	100.000		
												£0.50 ORDINARY A Shares	100.000		
												£1.00 Redeemable Preference shares	100.000		
2	OLD BROAD STREET INVESTMENTS (NUMBER 3) LIMITED										England	£1.00 Ordinary shares	100.000		
												£1.00 Redeemable Preference shares	100.000		
2	OLD BROAD STREET INVESTMENTS (NUMBER 4) LIMITED										England and Wales	£1.00 Ordinary shares	100.000		
2	OLD BROAD STREET INVESTMENTS LIMITED										England	£0.50 Ordinary shares	100.000		
												£0.50 ORDINARY A Shares	100.000		
2	SAINSBURY'S BANK PLC										England	£1.00 'B' ORDINARY shares	100.000		
2	SCOTMAR COMMERCIAL EQUIPMENT FINANCE LIMITED										England and Wales	£1.00 Ordinary-A shares	100.000		
2	SEAFORTH MARITIME (HIGHLANDER) LIMITED										Scotland	£1.00 ORDINARY shares	100.000		
2	SEAFORTH MARITIME (JARL) LIMITED										Scotland	£1.00 ORDINARY shares	100.000		
2	SOUTHERN MORTGAGE CORPORATION LIMITED										England and Wales	£1.00 Ordinary shares	100.000		
												£1.00 Preference shares	100.000		
												£1.00 Preference A shares	100.000		
												£1.00 Preference B shares	100.000		
												£1.00 Ordinary-A shares	100.000		
												£1.00 Ordinary shares	100.000		
2	STANDARD PROPERTY INVESTMENT (1987) LIMITED										Scotland	£1.00 Ordinary shares	100.000		
2	SUSSEX COUNTY HOMES LIMITED										England	£1.00 Ordinary shares	100.000		
2	THE BRITISH LINEN COMPANY LIMITED										Scotland	£1.00 Ordinary shares	99.980		
2	THE LIGHT LEEDS CENTRE INVESTMENTS LIMITED										England and Wales	£1.00 Ordinary shares	100.000		
2	THE LIGHT LEEDS HOTEL INVESTMENTS LIMITED										England and Wales	£1.00 Ordinary shares	100.000		
2	THE LIGHT LEEDS INVESTMENTS LIMITED										England and Wales	£1.00 Ordinary shares	100.000		
3	S.J.S. INVESTMENTS LIMITED										United Kingdom	£1.00 Ordinary shares	100.000		
2	THE LIGHT LEEDS LIMITED										England and Wales	£1.00 Ordinary shares	100.000		
2	THE MORTGAGE BUSINESS PUBLIC LIMITED COMPANY #										England	£1.00 ORDINARY shares	100.000		
2	TOWER HILL PROPERTY INVESTMENTS (10) LIMITED										England	£1.00 ORDINARY shares	90.000		
2	TOWER HILL PROPERTY INVESTMENTS (7) LIMITED										England	£1.00 ORDINARY shares	90.000		
2	UBERIOR ENA LIMITED										Scotland	£1.00 Ordinary shares	100.000		
2	UBERIOR INVESTMENTS PLC										Scotland	£1.00 Ordinary shares	100.000		
3	ABOVE BAR (SOUTHAMPTON) LIMITED										Scotland	£1.00 Ordinary shares	100.000		
3	BANK OF SCOTLAND INSURANCE SERVICES LIMITED #										Scotland	£1.00 Ordinary shares	99.998		100.000
3	CHESTER MEADOW HOLDINGS LIMITED										England and Wales	£1.00 ORDINARY shares	40.000		
4	CHESTER MEADOW LIMITED										England and Wales	£1.00 Ordinary shares	100.000		
5	ASHCROSS SERVICES LIMITED										England and Wales	£1.00 Ordinary shares	100.000		
4	CHESTER MEADOW PROPERTIES LIMITED										England and Wales	£1.00 Ordinary shares	100.000		
4	CHESTER MEADOW THREE LIMITED										England and Wales	£1.00 Ordinary shares	100.000		
4	CHESTER MEADOW TWO LIMITED										England and Wales	£1.00 Ordinary shares	100.000		
3	INDICUS NORTH LIMITED										England	£0.01 Ordinary shares	100.000		
3	MGR CAPITAL LIMITED										England and Wales	£0.01 Ordinary-A shares	100.000		
3	UBERIOR ENERGY INVESTMENTS LIMITED										Scotland	£1.00 Ordinary shares	100.000		
3	UBERIOR EQUITY LIMITED										Scotland	£1.00 Ordinary shares	100.000		

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Tier Levels														
1	2	3	4	5	6	7	8	9	10					
3	UBERIOR FUND HOLDINGS LIMITED									Scotland	£1.00 Ordinary shares	100.000		
4	UBERIOR ISAF CIP GP 2 LIMITED									England and Wales	£1.00 Ordinary shares	100.000		
4	UBERIOR ISAF CIP GP LIMITED									Scotland	£1.00 Ordinary shares	100.000		
3	UBERIOR FUND INVESTMENTS LIMITED									Scotland	£1.00 Ordinary shares	100.000		
4	UBERIOR CO-INVESTMENTS LIMITED									Scotland	£1.00 Ordinary shares	100.000		
3	UBERIOR FUND MANAGER LIMITED									Scotland	£1.00 Ordinary shares	100.000		
3	UBERIOR INFRASTRUCTURE INVESTMENTS LIMITED									Scotland	£1.00 ORDINARY shares	100.000		
4	UBERIOR INFRASTRUCTURE INVESTMENTS (NO 2) LIMITED									England and Wales	£1.00 Ordinary shares	100.000		
3	UBERIOR INTEGRATED LIMITED									Scotland	£1.00 Ordinary shares	100.000		
3	UBERIOR ISAF CIP NOMINEE LIMITED									England and Wales	£1.00 Ordinary shares	100.000		
3	UBERIOR PROPERTIES (2002) LIMITED									England	£1.00 Ordinary shares	100.000		
4	UBERIOR PROPERTY MANAGEMENT (2002) LIMITED									England and Wales	£1.00 Ordinary shares	100.000		
3	UBERIOR VENTURES LIMITED									Scotland	£1.00 Ordinary shares	100.000		
4	QUILL SECURITIES LIMITED									England and Wales	£1.00 Ordinary shares	100.000		
5	GABRIELLA INVESTMENTS LIMITED									England and Wales	£1.00 Ordinary shares	100.000		
4	THE MOUND PROPERTY COMPANY LIMITED									Scotland	£1.00 Ordinary shares	100.000		
4	UBERIOR (MOORFIELD) LIMITED									Scotland	£1.00 Ordinary shares	100.000		
4	UBERIOR (RODINHEIGHTS) LIMITED									Scotland	£1.00 Ordinary shares	100.000		
4	UBERIOR EUROPE LIMITED									Scotland	£1.00 Ordinary shares	100.000		
4	UBERIOR REAL ESTATE FUND LIMITED									Scotland	£1.00 Ordinary shares	100.000		
4	UBERIOR VENTURES (FOUNTAINBRIDGE 1) LIMITED									United Kingdom	£1.00 Ordinary shares	100.000		
4	UBERIOR VENTURES (FOUNTAINBRIDGE 2) LIMITED									United Kingdom	£1.00 Ordinary shares	100.000		
4	UBERIOR VENTURES CREDENTIAL LIMITED									Scotland	£1.00 Ordinary shares	100.000		
2	UBERIOR TRADING LIMITED									Scotland	£1.00 ORDINARY shares	99.000		
2	WESTERN TRUST HOLDINGS LIMITED									England and Wales	£1.00 Ordinary shares	100.000		
3	WESTERN TRUST & SAVINGS HOLDINGS LIMITED									England and Wales	£1.00 Ordinary shares	100.000		
4	BAVARIAN MORTGAGES NO. 5 LIMITED #									England and Wales	£1.00 Ordinary shares	0.002	100.000	
4	BIRMINGHAM MIDSHIRES MORTGAGE SERVICES LIMITED									England and Wales	£1.00 Ordinary shares	100.000		
5	BAVARIAN MORTGAGES NO. 5 LIMITED #									England and Wales	£1.00 Ordinary shares	99.998		100.000
5	BIRMINGHAM MIDSHIRES MORTGAGE SERVICES NO.1 LIMITED									England and Wales	£1.00 Ordinary shares	100.000		
5	MORTGAGE SERVICES FUNDING LIMITED									England and Wales	£1.00 Ordinary shares	100.000		
2	WHITTINGTON FACILITIES LIMITED									England and Wales	£1.00 B Ordinary shares	100.000		

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