



SECRETARIAT

Please complete in typescript,
or in bold black capitals.

hTSB
£15.00
071885

363a

Annual Return

CHFP029

Company Number

2065

Company Name in full

LLOYDS TSB BANK plc

Date of this return (See note 1)

The information in this return is made up to

Day Month Year

0 9 0 5 2 0 0 0

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

0 9 0 5 2 0 0 1

Registered Office (See note 3)

Show here the address at the date of
this return.

71 LOMBARD STREET

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

Post town

LONDON

County / Region

Postcode

EC3P 3BS

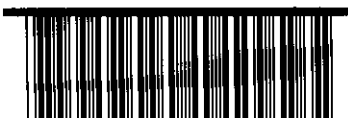
Principal business activities

(See note 4)

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

6512

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



A26 *ADHHQRYZ* 0404
COMPANIES HOUSE 31/05/00

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

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

or

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

DX 235 Edinburgh

Register of members *(See note 5)*

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

Post town

County / Region

Postcode

Register of Debenture holders*(See note 6)*

If there is a register of debenture holders and it is not kept at the registered office, state here where it is kept.

N/A

Post town

County / Region

Postcode

Company type *(See note 7)*

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 mark the appropriate box**Company Secretary** *(see notes 1-5)***Details of a new company secretary must be notified on form 288a.**

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

Name * Style / Title

MR.

*Honours etc

Forename(s)

ALASTAIR JOHN

Surname

MICHIE

* Voluntary details.

Previous forename(s)

Previous surname(s)

Address

14 MARLYNS CLOSE

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Post town

BURPHAM

County / Region

GUILDFORD

SURREY

Postcode

GU4 7LR

Country

Directors (see notes 1 to 5)

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

Name	* Style / Title	MR.	Day	Month	Year
* Honours etc		Date of birth	1	9	0 5 1 9 4 5
Forename(s)	MICHAEL KENT				
Surname	ATKINSON				
Previous forename(s)					
Previous surname(s)					
Address	71 LOMBARD STREET				
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	LONDON			
	County / Region	Postcode	EC3P 3BS		
	Country	Nationality	ENGLAND ANGLO/BRAZILIAN		
Business occupation	BANK GROUP FINANCE DIRECTOR				
Other directorships					
* Voluntary details.					

Name	* Style / Title	PROFESSOR	Day	Month	Year
* Honours etc	CBE	Date of birth	2	3	0 3 1 9 4 2
Forename(s)	EWAN				
Surname	BROWN				
Previous forename(s)					
Previous surname(s)					
Address	48 QUEEN STREET				
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	EDINBURGH			
	County / Region	Postcode	LOTHIAN EH2 3NR		
	Country	Nationality	SCOTLAND BRITISH		
Business occupation	MERCHANT BANKER				
Other directorships					

Directors (see notes 1-5)

Please list directors in alphabetical order

Details of new directors must be notified on form 288a.

Name	* Style / Title	MR.	Day	Month	Year
	* Honours etc		Date of birth		
			2	2	0 6 1 9 4 6
	Forename(s)	ALAN CLIVE			
	Surname	BUTLER			
	Previous forename(s)				
	Previous surname				
Address		1 CAMPDEN HILL GARDENS			
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	LONDON			
	County / Region		Postcode	W8 7AU	
	Country				
Nationality		BRITISH			
Business occupation		DIRECTOR OF COMPANIES			
Other directorships					

Name	* Style / Title	MR.	Day	Month	Year
	* Honours etc		Date of birth		
			1	5	0 5 1 9 4 3
	Forename(s)	PETER BRIAN			
	Surname	ELLWOOD			
	Previous forename(s)				
	Previous surname				
Address		71 LOMBARD STREET			
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	LONDON			
	County / Region		Postcode	EC3P 3BS	
	Country	ENGLAND			
Nationality		BRITISH			
Business occupation		BANK CHIEF EXECUTIVE			
Other directorships					

* Voluntary details.

Directors (see notes 1-5)

Please list directors in alphabetical order

Details of new directors must be notified on form 288a.

Name	* Style / Title	MR.	Day	Month	Year						
	* Honours etc		Date of birth	1	7	0	6	1	9	4	8
	Forename(s)	MICHAEL EDWARD									
	Surname	FAIREY									
	Previous forename(s)										
	Previous surname										
Address	CHURCHFIELDS HOUSE										
	Post town	CODICOTE									
	County / Region	HERTFORDSHIRE					Postcode	SG4 8TH			
	Country	ENGLAND									
	Nationality	BRITISH									
	Business occupation	BANK DIRECTOR									
	Other directorships										

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Name	* Style / Title	MISS	Day	Month	Year						
	* Honours etc		Date of birth	3	1	1	2	1	9	4	6
	Forename(s)	SHEILA MARY									
	Surname	FORBES									
	Previous forename(s)										
	Previous surname										
Address	FLAT 4, 11 ARUNDEL GARDENS										
	Post town	LONDON									
	County / Region						Postcode	W11 2LN			
	Country										
	Nationality	BRITISH									
	Business occupation	CONSULTANT									
	Other directorships										

* Voluntary details.

Directors (see notes 1-5)

Please list directors in alphabetical order

Details of new directors must be notified on form 288a.

Name	* Style / Title	DR.		
		Day	Month	Year
	* Honours etc	Date of birth		
		0	8	091945
Forename(s)	CHRISTOPHER SHAW			
Surname	GIBSON-SMITH			
Previous forename(s)				
Previous surname				
Address	LANSDOWNE, WHITE LANE			
Post town	GUILDFORD			
County / Region	SURREY	Postcode	GU4 8PR	
Country	ENGLAND			
Nationality	BRITISH			
Business occupation	DIRECTOR			
Other directorships				

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Name	* Style / Title	MR.		
		Day	Month	Year
	* Honours etc	Date of birth		
		2	8	101948
Forename(s)	DENNIS			
Surname	HOLT			
Previous forename(s)				
Previous surname				
Address	HEATHERBANK, SHOREHAM ROAD			
	OTFORD			
Post town	SEVENOAKS			
County / Region	KENT	Postcode	TN14 5RN	
Country	ENGLAND			
Nationality	BRITISH			
Business occupation	BANK DIRECTOR			
Other directorships				

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

* Voluntary details.

Directors (see notes 1-5)

Please list directors in alphabetical order

Details of new directors must be notified on form 288a.

Name	* Style / Title	MR.	Day	Month	Year
	* Honours etc		Date of birth		
			1	6	0
			6	1	9
			5	2	
Forename(s)	ARCHIBALD GERARD				
Surname	KANE				
Previous forename(s)					
Previous surname					
Address	FLAT 25, OLD SUN WHARF, NO.40 NARROW STREET				
	LIMEHOUSE				
	LONDON				
Post town					
County / Region			Postcode	E14 8DG	
Country	ENGLAND				
Nationality	BRITISH				
Business occupation	BANK DIRECTOR				
Other directorships					

Usual residential address

must be given. In the case of a corporation, give the registered or principal office address.

Name	* Style / Title	MR.	Day	Month	Year
	* Honours etc		Date of birth		
			2	2	0
			7	1	9
			3	4	
Forename(s)	LAWRENCE EDWARD				
Surname	LINAKE				
Previous forename(s)					
Previous surname					
Address	SWYRE FARM, ALDSWORTH				
	CHELTENHAM				
Post town					
County / Region	GLOUCESTERSHIRE		Postcode	GL54 3RE	
Country					
Nationality	BRITISH				
Business occupation	DIRECTOR OF COMPANIES				
Other directorships					

Usual residential address

must be given. In the case of a corporation, give the registered or principal office address.

* Voluntary details.

Directors (see notes 1-5)

Please list directors in alphabetical order

Details of new directors must be notified on form 288a.

Name	* Style / Title	DR.	Day	Month	Year						
	* Honours etc		Date of birth	1	9	0	3	1	9	4	3
	Forename(s)	THOMAS FULTON WILSON									
	Surname	MCKILLOP									
	Previous forename(s)										
	Previous surname										
Address	15 STANHOPE GATE										
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	LONDON									
	County / Region		Postcode	W1Y 6LN							
	Country	ENGLAND									
Nationality	BRITISH										
Business occupation	DIRECTOR OF COMPANIES										
Other directorships											

Name	* Style / Title	MR.	Day	Month	Year						
	* Honours etc	CBE	Date of birth	0	5	0	6	1	9	3	6
	Forename(s)	ALAN EDWARD									
	Surname	MOORE									
	Previous forename(s)										
	Previous surname										
Address	FLAT 2, 20 WIGMORE STREET										
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town										
	County / Region	LONDON	Postcode	W1H 9DE							
	Country	ENGLAND									
Nationality	BRITISH										
Business occupation	DEPUTY CHAIRMAN										
Other directorships											

* Voluntary details.

Directors (see notes 1-5)

Please list directors in alphabetical order

Details of new directors must be notified on form 288a.

Name	* Style / Title	SIR	Day	Month	Year						
* Honours etc			Date of birth	1	3	1	2	1	9	3	1
Forename(s)		BRIAN IVOR									
Surname		PITMAN									
Previous forename(s)											
Previous surname											
Address		HEATHERSET, CAVENDISH ROAD									
		ST. GEORGE'S HILL									
		WEYBRIDGE									
Post town											
County / Region		SURREY	Postcode	KT13 OJY							
Country											
Nationality		BRITISH									
Business occupation		BANK CHAIRMAN									
Other directorships											

Usual residential address

must be given. In the case of a corporation, give the registered or principal office address.

Name	* Style / Title	MR.	Day	Month	Year						
* Honours etc			Date of birth	2	0	0	7	1	9	4	4
Forename(s)		DAVID PETER									
Surname		PRITCHARD									
Previous forename(s)											
Previous surname											
Address		17 THORNEY CRESCENT									
		LONDON									
Post town											
County / Region			Postcode	SW11 3TT							
Country		ENGLAND									
Nationality		BRITISH									
Business occupation		BANK DIRECTOR									
Other directorships											

Usual residential address

must be given. In the case of a corporation, give the registered or principal office address.

* Voluntary details.

Directors (see notes 1-5)

Please list directors in alphabetical order

Details of new directors must be notified on form 288a.

Name	* Style / Title	MR.	Day	Month	Year
* Honours etc			Date of birth	0 9	0 7 1 9 4 6
Forename(s)		MICHAEL DAVID			
Surname		ROSS			
Previous forename(s)					
Previous surname					
Address		GLEN TARRA, 8 COMISTON RISE			
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	EDINBURGH			
	County / Region	MIDLOTHIAN	Postcode	EH10 6HQ	
	Country	SCOTLAND			
Nationality		BRITISH			
Business occupation		LIFE ASSURANCE CO. CHIEF EXECUTIVE			
Other directorships					
Name	* Style / Title	EARL	Day	Month	Year
* Honours etc		K.B.E. F.R.S. D.L.	Date of birth	2 4	0 3 1 9 4 0
Forename(s)					
Surname		THE EARL OF SELBORNE			
Previous forename(s)					
Previous surname					
Address		TEMPLE MANOR, SELBORNE			
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	ALTON			
	County / Region	HAMPSHIRE	Postcode	GU34 3LR	
	Country				
Nationality		BRITISH			
Business occupation		FARMER			
Other directorships					

* Voluntary details.

Directors (see notes 1-5)

Please list directors in alphabetical order

Details of new directors must be notified on form 288a.

Name	* Style / Title	MR.	Day	Month	Year						
	* Honours etc		Date of birth	2	4	0	9	1	9	3	5
	Forename(s)	LAWRENCE MCALLISTER									
	Surname	URQUHART									
	Previous forename(s)										
	Previous surname										
Address	THE OLD SCHOOL, HIGHCLERE										
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	NEWBURY									
	County / Region	HAMPSHIRE					Postcode	RG20 9RH			
	Country	ENGLAND									
	Nationality	BRITISH									
	Business occupation	LIFE ASSURANCE COMPANY CHAIRMAN									
	Other directorships										
Name	* Style / Title		Day	Month	Year						
	* Honours etc		Date of birth								
	Forename(s)										
	Surname										
	Previous forename(s)										
	Previous surname										
Address											
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town										
	County / Region						Postcode				
	Country										
	Nationality										
	Business occupation										
	Other directorships										

* Voluntary details.

Issued share capital (see note 9)
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)
ORD SHARES OF £1	1,541,680,932	£ 1,541,680,932.00
Totals	1,541,680,932	£ 1,541,680,932.00

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 returns.

(see note 10)

There were no changes in the period

on paper in another format

A list of changes is enclosed

A full list of members is enclosed

X

Elective resolutions

(Private companies only)

(See note 11)

If at the date of this return an election is in force to dispense with annual general meetings, mark this box

If at the date of this return an election is in force to dispense with laying accounts in general meetings, mark this box

Certificate

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

Signed



Date

26 - 5 - 2000

† 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 includes

8

continuation sheets.

(enter number)

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.

MR. A.J.J. MICHIE, 71 LOMBARD STREET, LONDON, EC3P 3BS

Tel 020 7356 1043

DX number

DX exchange



SECRETARIAT

Please complete in typescript,
or in bold black capitals.

CHFP029

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

Company Number

2065

Company Name in full

LLOYDS TSB BANK plc

Number of shares
or amount of
stock held by
existing members
at date of this
return.

Particulars of shares or stock transferred since
the date of the last return (or in the case of the
first return, since the incorporation of the
company) by
(a) persons who are still members, and
(b) persons who have 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, EH2 4LH	ord shares of £1 1,541,680,930			
TSB GROUP NOMINEES LIMITED 71 LOMBARD STREET, LONDON, EC3P 3BS, ENGLAND	ord shares of £1 1			
BARROW, PLATT & COMPANY LIMITED 71 LOMBARD STREET, LONDON, EC3P 3BS, ENGLAND	ord shares of £1 1			

Lloyds TSB Bank plc

Group structure chart (printed on 09/05/2000)

Tier levels
1 2 3 4 5 6 7 8 9 10

LLOYDS TSB BANK plc

	Country of incorporation	Status	Class of share:	% of class of shares held by the group (if different from the parent company):	% of class of shares held by the parent company:
ACCESS BRAND LIMITED	England	Operating	ord shares of £1 /		30.00
ACONS NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00
AD2 LIMITED	England	Operating	B ord shs of £1 /		50.00
AIRLEASE INTERNATIONAL NOMINEES (LOMBARD) LIMITED	England	Dormant	ord shares of £1 /		20.00
ALLIANCE NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00
AMBERDATE LIMITED	England	Operating	ord shares of £1 /		100.00
CARDMEAD LIMITED (IN LIQUIDATION)	England	In Liquidation	ord shares of £1 /	100.00	
ENDEAVOUR FINANCIAL SERVICES LIMITED (IN LIQUIDATION)	England	In Liquidation	ord shares of £1 /	100.00	
EXCLUSIVE FINANCE (3) LIMITED (IN LIQUIDATION)	England	In Liquidation	ord shares of £1 /	100.00	
EXCLUSIVE FINANCE NO. 6 LIMITED (IN LIQUIDATION)	England	In Liquidation	ord shares of £1 /	100.00	
EXCLUSIVE FINANCE NO. 7 LIMITED (IN LIQUIDATION)	England	In Liquidation	ord shares of £1 /	100.00	
EXCLUSIVE FINANCE NO. 8 LIMITED (IN LIQUIDATION)	England	In Liquidation	ord shares of £1 /	100.00	
EXCLUSIVE FINANCE NO. 9 LIMITED (IN LIQUIDATION)	England	In Liquidation	ord shares of £1 /	100.00	
GRANAMORE LIMITED (IN LIQUIDATION)	England	In Liquidation	ord shares of £1 /	100.00	
HILL SAMUEL BES NOMINEES LIMITED (IN LIQUIDATION)	England	In Liquidation	ord shares of £1 /	100.00	
MX CAPITAL FINANCE LIMITED (IN LIQUIDATION)	England	In Liquidation	Co Ltd Guarantee /	100.00	
NATIONAL FINANCIAL MORTGAGE CORPORATION LIMITED (IN LIQUIDATION)	England	In Liquidation	ord shares of £1 /	100.00	
NLB (IRELAND) LIMITED (IN MEMBERS' VOLUNTARY LIQUIDATION)	Republic of Ireland	In Liquidation	A ord shs of £1 / ord shares of £1 /	100.00	
RETAIL REVIVAL (BURGESS HILL) INVESTMENTS LIMITED	England	Operating	ord shares of £1 /	100.00	
RETAIL REVIVAL (STRATFORD) INVESTMENTS LIMITED	England	Operating	ord shares of £1 /	100.00	
RETAIL REVIVAL (TROWBRIDGE) INVESTMENTS LIMITED	England	Operating	ord shares of £1 /	100.00	
RETAIL REVIVAL INVESTMENTS LIMITED (IN LIQUIDATION)	England	In Liquidation	ord shares of £1 /	100.00	
TSB GROUP BV	Netherlands	Operating	Dutch florin / NC pref shs of £1 /	100.00	
HILL SAMUEL INVESTMENT SERVICES ASIA LIMITED (IN LIQUIDATION)	Hong Kong	In Liquidation	HK \$10 /	100.00	
REANIHURST HOUDSTER MAATSCHAPPIJ BV	Netherlands	Operating	DF 1,000 /	100.00	
TSB (USA) INC.	USA	Operating	US\$1 shares /	100.00	
IAI HOLDINGS INC.	USA	Operating	\$1000 cum 9% ps /	100.00	
IAI SECURITIES, INC.	USA	Operating	\$0.1 crm stock /	100.00	

Group structure chart (printed on 09/05/2000)

Tier levels
1 2 3 4 5 6 7 8 9 10

IAI HOLDINGS INC.

IAI VENTURES, INC.

INVESTMENT ADVISERS, INC.

IAI CAPITAL MANAGEMENT CORP.

IAI TRUST COMPANY

INVESTMENT ADVISERS VENTURE MANAGEMENT INC

TSB MORTGAGES LIMITED

UNIVERSAL FINANCE SERVICES LIMITED (IN LIQUIDATION)

VALKYRIE MOTOR HOLDINGS LIMITED

ANGEL NOMINEES LIMITED

BARROW, PLATT & COMPANY LIMITED

BAX' BANK N.V.

BECKETT'S NOMINEES LIMITED

BIRKBECK NOMINEES LIMITED

BIRMINGHAM TECHNOLOGY LIMITED

BISCARIS NOMINEES LIMITED

BISGENUS NOMINEES LIMITED

BISKEEP NOMINEES LIMITED

BLACK HORSE PROPERTY SERVICES LIMITED

BOLSA NOMINEES LIMITED

BOLTRO NOMINEES LIMITED

BOWMAKER LIMITED (IN LIQUIDATION)

BRANCH NOMINEES LIMITED

BRITISH COAL STAFF SUPERANNUATION SCHEME (CLIENT) NOMINEES LIMITED

C. WINTHER & CO., LIMITED

C.O. NOMINEES LIMITED

CAMOMILE NOMINEES LIMITED

CANONS NOMINEES LIMITED

CARDNET MERCHANT SERVICES LIMITED

Country of incorporation	Status	Class of share:	% of class of shares held by the group (if different from the parent company):	% of class of shares held by the parent company:
USA	Operating	US\$ 10 shares /	100.00	
USA	Operating	\$1000 cum 9% ps /	100.00	
USA	Operating	shares of US\$0.01 /	100.00	
USA	Operating	shs of US\$ 250.00 /	100.00	
USA	Operating	shares of US\$0.01 /	100.00	
England	Dormant	ord shares of £1 /	100.00	
England	In Liquidation	ord shares of £1 /	100.00	
England	Operating	ord shares of £1 /	100.00	
England	Dormant	ord shares of £1 /	100.00	
England	Dormant	ord shares of £1 /	100.00	
Netherlands	Operating	shs of NLG 1000 /	100.00	
England	Dormant	ord shares of £1 /	100.00	
England	Dormant	ord shares of £1 /	100.00	
England	Operating	cum red pref £1 /	100.00	
England	Dormant	ord shares of £1 /	100.00	
England	Dormant	ord shares of £1 /	100.00	
England	Dormant	ord shares of £1 /	100.00	
England	Dormant	ord shares of £1 /	100.00	
England	Dormant	ord shares of £1 /	100.00	
England	Operating	ord shares of £1 /	100.00	
England	In Liquidation	ord shares of 25p / deferred shs 25p /	100.00	
England	Dormant	ord shares of £1 /	100.00	
England	Dormant	ord shares of £1 /	100.00	
England	Dormant	ord shares of £1 /	100.00	
England	Dormant	ord shares of £1 /	100.00	
England	Dormant	ord shares of £1 /	100.00	
England	Dormant	ord shares of £1 /	100.00	
England	Dormant	ord shares of £1 /	100.00	
England	Dormant	ord shares of £1 /	100.00	
England	Dormant	ord shares of £1 /	100.00	
England	Operating	See Appendix A		

Tier levels

CASHPOINT LIMITED
CLARO NOMINEES LIMITED
COLEBROOKE NOMINEES LIMITED
COMMERCIAL NOMINEES LIMITED
CONSOLIDATED NOMINEES LIMITED
CONSTABLE NOMINEES LIMITED
CONTROL NOMINEES LIMITED
CORPITRUS NOMINEES LIMITED
COX & CO.

COX'S & KING'S FINANCIAL SERVICES LIMITED

CRICKET NOMINEES LIMITED

CROMPTONS NOMINEES LIMITED

CTSB NOMINEES LIMITED

DIMSDALES NOMINEES LIMITED

DISTHAM NOMINEES LIMITED

DOVER INVESTMENTS LIMITED

DREW NOMINEES LIMITED

ENTRUST NOMINEES LIMITED

ETABLISSEMENT PRO FIDE

EXCLUSIVE FINANCE NO. 1 PLC

FARBYNERS NOMINEES LIMITED

FIRST DERIVATIVE FINANCE PLC

GABRIELLA LIMITED

GORING NOMINEES LIMITED

GREAT PAII NOMINEES LIMITED

GIARD NOMINEES LIMITED

GILL DHALI NOMINEES LIMITED

LIANKES NOMINEES LIMITED

Page 3

Group structure chart (printed on 09/05/2000)

Tier levels										Country of incorporation	Status	Class of share:	shares held by the parent company):	
1	2	3	4	5	6	7	8	9	10				(if different from the parent company):	
LLOYDS TSB BANK plc														
										England	Dormant	ord shares of £1 /	100.00	
										England	Dormant	ord shares of £1 /	100.00	
										England	Dormant	See Appendix A	100.00	
										England	Dormant	ord shares of £1 /	100.00	
										England	Dormant	ord shares of £1 /	100.00	
										Argentina	Operating	ARS \$0.1 /	100.00	
										England	Operating	ord shares of £1 /	100.00	
										England	Operating	ord shares of £1 /	100.00	
										England	Dormant	ord shares of £1 /	100.00	
										England	Dormant	ord shares of £1 /	100.00	
										England	Dormant	ord shares of £1 /	100.00	
										England	Dormant	ord shares of £1 /	100.00	
										England	Operating	ord shares of £1 /	100.00	
										England	In Liquidation	ord shares of £1 /	100.00	
										England	Operating	6% red pref £1 / ord shares of 25p /	100.00	
										England	Dormant	ord shares of £1 /	100.00	
										England	Operating	ord shares of £1 /	100.00	
										England	Operating	ord shares of £1 /	100.00	
										England	Operating	ord shares of £1 /	100.00	
										England	Dormant	ord shares of £1 /	100.00	
										England	Operating	ord shares of £1 /	100.00	
										England	Operating	ord shares of £1 /	100.00	
										England	Operating	ord shares of 45p /	20.00	
										England	In Liquidation	deferred shs £1 / ord shares of £1 /	100.00	
										England	Dormant	ord shares of £1 /	100.00	
										England	Dormant	ord shares of £1 /	100.00	
										England	Operating	US \$0.01 pref shs /	50.46	
										Panama	Operating	BS of US\$100 /	100.00	
HATTON COURT NOMINEES LIMITED														
HAWK ONE "93" PLC (IN LIQUIDATION)														
HAWK TWO "93" LIMITED (IN LIQUIDATION)														
HAYS LANE NOMINEES LIMITED														
HEAD NOMINEES LIMITED														
HIGH STREET MARKETING SERVICES S.A.														
HILL SAMUEL BANK LIMITED														
HILL SAMUEL ESOP TRUSTEES LIMITED														
HILL SAMUEL FINANCE (No 10) LIMITED														
HILL SAMUEL FINANCE (No 12) LIMITED														
HILL SAMUEL FINANCE (No 21) LIMITED														
HILL SAMUEL FINANCE (No 3) LIMITED														
HILL SAMUEL INSURANCE & SHIPPING HOLDINGS LIMITED														
BROMFIELD ESTATES LIMITED (IN LIQUIDATION)														
L. HAMMOND & CO. (HOLDINGS) LIMITED														
H.S.I.S. SERVICES LIMITED														
HILL SAMUEL INTERNATIONAL LIMITED														
HILL SAMUEL OVERSEAS HOLDINGS LIMITED														
HILL SAMUEL INVESTMENTS LIMITED														
HILL SAMUEL LEASING CO. LIMITED														
HOPCON NOMINEES LIMITED														
IAI INTERNATIONAL LIMITED														
ICCH LIMITED														
INDEPENDENT FACTORS LIMITED (IN LIQUIDATION)														
INDUSTRY WIDE COAL STAFF SUPERANNUATION SCHEME (CLIENT) NOMINEES														
INDUSTRY WIDE MINEWORKERS' PENSION SCHEME (CLIENT) NOMINEES LIMITE														
JOHNSON FRY HOLDINGS LIMITED														
LARMORAN PARTICIPATIONS INC.														

Tier levels

Page 5

Group structure chart (printed on 09/05/2000)

Tier levels
1 2 3 4 5 6 7 8 9 10

LLOYDS TSB BANK plc

	Country of incorporation	Status	Class of share:	% of class of shares held by the group (if different from the parent company):	% of class of shares held by the parent company:
LLOYDS BANK (PEP NOMINEES) LIMITED	England	Dormant	ord shares of £1 /		100.00
LLOYDS BANK (PICCADILLY) NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00
LLOYDS BANK (STOCK EXCHANGE BRANCH) NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00
LLOYDS BANK CHARITABLE TRUST LIMITED (IN LIQUIDATION)	England	In Liquidation	ord shares of £1 /		100.00
LLOYDS BANK CITY OFFICE NOMINEES LIMITED	England	Dormant	ord shares of £1 /		100.00
LLOYDS BANK EXPORT FINANCE LIMITED	England	Operating	ord shares of £1 /		100.00
LLOYDS BANK FACTORS LIMITED	England	Operating	ord shares of £1 /		100.00
LLOYDS BANK FINANCIAL SERVICES (HOLDINGS) LIMITED	England	Operating	ord shares of £1 /		100.00
CHELTENHAM & GLOUCESTER plc	England	Operating	ord shares of £1 /	100.00	
C & G FINANCIAL SERVICES LIMITED	England	Dormant	ord shares of £1 /	100.00	
C & G HOMES LIMITED	England	Dormant	ord shares of £1 /	100.00	
C&G CHANNEL ISLANDS LIMITED	Guernsey	Operating	ord shares of £1 /	100.00	
C&G ESTATE AGENTS LIMITED	England	Dormant	ord shares of £1 /	100.00	
C&G PROPERTY HOLDINGS LIMITED	England	Operating	ord shares of £1 /	100.00	
CENTRAL MORTGAGE FINANCE LIMITED	England	Operating	ord shares of £1 /	100.00	
LLOYDS TSB MORTGAGES LIMITED	England	Operating	ord shares of £1 /	100.00	
SOUTH LONDON INVESTMENT AND MORTGAGE CORPORATION LIMITED	England	In Liquidation	ord shares of £1 /	100.00	
LLOYDS BANK FUTURES LIMITED	England	Dormant	ord shares of £1 /		100.00
LLOYDS BANK INTERNATIONAL LIMITED	England	Dormant	ord shares of £1 /		100.00
LLOYDS BANK LIMITED	England	Dormant	ord shares of £1 /		100.00
LLOYDS BANK SUBSIDIARIES LIMITED	England	Operating	ord shares of £1 /		100.00
ARBELAND TRADE S.A.	Brazil	Operating	US\$1 shares /	100.00	
BANCO LLOYDS TSB S.A.	Brazil	Operating	nom common shs /	100.00	
CAMPO GRANDE EMPREENDIMENTOS LTDA	Brazil	Operating	Rials of \$1.00 /	100.00	
CANTAREIRA PARTICIPACOES LTDA	Brazil	Operating	Rials of \$1.00 /	100.00	
LLOYDS NEGOCIOS CORPORATIVOS LTDA	Brazil	Operating	Rials of \$1.00 /	100.00	
LOGUS PARTICIPACOES LTDA	Brazil	Operating	Rials of \$1.00 /	100.00	
LOSANGO NEGOCIOS CORPORATIVOS LTDA	Brazil	Operating	Rials of \$1.00 /	100.00	

Group structure chart (printed on 09/05/2000)

Tier levels										Country of incorporation	Status	Class of share:	(if different from the parent company):	shares held by the parent company:
1	2	3	4	5	6	7	8	9	10					
BANCO LLOYDS TSB S.A.										Brazil	Operating	Rials of \$1.00 /	100.00	
SUPREMA PARTICIPACOES LTDA										England	Operating	A ord shs of £1 / B ord shs of £1 /	100.00	
HILL SAMUEL INTERNATIONAL HOLDINGS LIMITED										Netherlands	Operating	NLG 1,000 ord A / NLG 1,000 pref C /	100.00	
HILL SAMUEL & CO. BV										USA	Operating	US\$ 10 shares /	100.00	
HILL SAMUEL (USA). INC.										USA	Operating	US\$ 100 shares /	100.00	
HILL SAMUEL, INC.										Netherlands	Operating	NLG 50 /	100.00	
LBI HOLDINGS (NETHERLANDS) B.V.										France	Operating	shares of FF100 /	99.90	
LLOYDS BANK S.A.										France	Operating	F.Fr 2,500 /	100.00	
CAPUCINES INVESTISSEMENTS S.A.										Monaco	Operating	F.Fr.10 each /	100.00	
SOCIETE IMMOBILIERE DE LA MADONE S.A.M.										Brazil	Operating	Rials of \$2.80 /	100.00	
LLOYDS BANK SERVICOS E PARTICIPACOES S/C LIMITADA										Brazil	Operating	pref cap no value / nom common shs /	100.00	
LLOYDS ASSET MANAGEMENT S/A										Brazil	Operating	Rials of \$0.32 /	100.00	
LLOYDS FOMENTO COMERCIAL LTDA										Brazil	Operating	Rials of \$4770.42 /	100.00	
LLOYDS LEASING S.A. - ARRENDAMENTO MERCANTIL										Brazil	Operating	Rials of \$1.00 /	100.00	
LOSANGO PROMOTORA DE VENDAS LTDA										Brazil	Operating	Rials of \$0.36 /	100.00	
LOSANGO ADMINISTRADORA DE CARTOES DE CREDITO LTDA										England	Operating	Rials of \$8.30 /	100.00	
LOSANGO CORRETORA DE SEGUROS LTDA										Brazil	Operating	Rials of \$47.50 /	100.00	
LOSANGO FOMENTO COMMERCIAL LTDA										Brazil	Operating	nom common shs /	100.00	
NEW ENGLAND COMPANHIA SECURITIZADORA DE CREDITOS										Switzerland	Operating	CHF 1,000 /	100.00	
LLOYDS FUND MANAGEMENT SERVICES S.A.										Isle Of Man	Operating	ord shares of £1 /	100.00	
LLOYDS TSB (ISLE OF MAN) HOLDINGS LIMITED										Isle Of Man	Dormant	ord shares of £1 /	100.00	
LLOYDS TSB BANK (ISLE OF MAN) LIMITED										Isle Of Man	Dormant	ord shares of £1 /	100.00	
LLOYDS TSB NOMINEES (ISLE OF MAN) LIMITED										Isle Of Man	Operating	ord shares of £1 /	100.00	
LLOYDS TSB OFFSHORE PRIVATE BANKING (ISLE OF MAN) LIMITED										Isle Of Man	Operating	ord shares of £1 /	100.00	
LLOYDS TSB TREASURY (ISLE OF MAN) LIMITED										Guernsey	Operating	ord shares of £1 /	100.00	
LLOYDS TSB BANK INSURANCE COMPANY LIMITED										Colombia	Operating	US\$ 10 shares /	61.50	
LLOYDS TSB BANK S.A.										Overseas	Operating	US\$ 10 shares /	100.00	
SOCIEDAD FIDUCIARIA ANGLO S.A.										Malaysia	Operating	ord shares of £1 /	100.00	
LLOYDS TSB MALAYSIA LIMITED														

Group structure chart (printed on 09/05/2000)

Tier levels
1 2 3 4 5 6 7 8 9 10

LLOYDS BANK SUBSIDIARIES LIMITED

	Country of incorporation	Status	Class of share:	% of class of shares held by the group (if different from the parent company):	% of class of shares held by the parent company:
LLOYDS TSB MERCHANT BANK LIMITED	Singapore	Operating	pref ord SG\$1 / ordinary SG\$ 1 /	100.00	
HILL SAMUEL NOMINEES ASIA PRIVATE LIMITED	Singapore	Operating		100.00	
LLOYDS TSB OFFSHORE HOLDINGS LIMITED	Jersey	Operating	ord shares of £1 /	100.00	
HILL SAMUEL JERSEY LIMITED	Jersey	Operating	ord shares of £1 /	100.00	
HILL SAMUEL (CHANNEL ISLANDS) MANAGEMENT LIMITED	Jersey	Operating		100.00	
HILL SAMUEL (OVERSEAS MANAGEMENT) JERSEY LIMITED	Jersey	Operating	ord shares of £1 /	100.00	
HILL SAMUEL BANK (JERSEY) LIMITED	Jersey	Operating		100.00	
NOMINEES (JERSEY) LIMITED	Jersey	Operating		100.00	
HILL SAMUEL JERSEY PROPERTIES LIMITED	Jersey	Operating		100.00	
HILL SAMUEL OFFSHORE TRUST COMPANY LIMITED	Jersey	Operating		100.00	
HILL SAMUEL PACIFIC TRUST (BVI) LIMITED	British Virgin Isl	Operating		100.00	
HILL SAMUEL TRUSTEES (JERSEY) LIMITED	Jersey	Operating		100.00	
LLOYDS TSB BANK (JERSEY) LIMITED	Jersey	Operating	ord shares of 25p /	100.00	
LLOYDS TSB CORPORATE SERVICES (JERSEY) LIMITED	Jersey	Operating		100.00	
LLOYDS TSB OFFSHORE FUND MANAGERS LIMITED	Jersey	Operating	ord shares of £1 /	100.00	
HILL SAMUEL FUND MANAGERS (JERSEY) LIMITED (IN LIQUIDATION)	Jersey	In Liquidation		100.00	
LLOYDS TSB NOMINEES (GUERNSEY) LIMITED	Guernsey	Operating		100.00	
LLOYDS TSB OFFSHORE PRIVATE BANKING LIMITED	Jersey	Operating	ord shares of £1 /	100.00	
LLOYDS TSB TREASURY (JERSEY) LIMITED	Jersey	Operating	ord shares of £1 /	100.00	
LLOYDS TSB OPB HOLDINGS LIMITED	Guernsey	Operating	ord shares of £1 /	100.00	
LBI (GUERNSEY) NOMINEES LIMITED	Guernsey	Dormant	ord shares of £1 /	100.00	
LLOYDS BANK (GUERNSEY) NOMINEES LIMITED (IN LIQUIDATION)	Guernsey	In Liquidation	ord shares of £1 /	100.00	
LLOYDS TSB BANK (GUERNSEY) LIMITED	Guernsey	Operating	ord shares of £1 /	100.00	
LLOYDS TSB BANK MANAGEMENT LIMITED	Guernsey	Dormant	ord shares of £1 /	100.00	
LLOYDS TSB BANK SERVICES LIMITED	Guernsey	Dormant	ord shares of £1 /	100.00	
LLOYDS TSB FUND MANAGERS (GUERNSEY) LIMITED	Guernsey	Operating	ord shares of £1 /	100.00	
LLOYDS TSB OFFSHORE PRIVATE BANKING (GUERNSEY) LIMITED	Guernsey	Operating	ord shares of £1 /	100.00	
LLOYDS TSB TREASURY (GUERNSEY) LIMITED	Guernsey	Operating	ord shares of £1 /	100.00	

Group structure chart (printed on 09/05/2000)

Tier levels

1 2 3 4 5 6 7 8 9 10

LLOYDS TSB OPB HOLDINGS LIMITED

LTSS (GUERNSEY) LIMITED

LLOYDS TSB PACIFIC LIMITED

HILL SAMUEL ASIA (BVI) LIMITED

HILL SAMUEL INTERNATIONAL PROPERTY SERVICES LIMITED

HILL SAMUEL INTERNATIONAL PROPERTY SERVICES PTE LIMITED

HSP NOMINEES LIMITED

LLOYDS (BVI) NOMINEES LIMITED

LLOYDS FAR EAST (BVI) LIMITED

NBNZ HOLDINGS LIMITED

ABBEY LIFE LIMITED

BLACK HORSE INVESTMENTS LIMITED (N.Z. REGISTERED)

CBC FINANCE LIMITED

NBNZ HOLDINGS (AUSTRALIA) PTY LIMITED

LLOYDS NZA PTY LIMITED

SOUTH PACIFIC MERCHANT FINANCE (AUSTRALIA) PTY LIMITED

SOUTHPAC CORPORATION (AUSTRALIA) PTY LIMITED

SOUTHPAC INVESTMENT MANAGEMENT (AUSTRALIA) PTY LIMITED

NBNZ HOLDINGS HONG KONG LIMITED

CATHERINE MARIA BORIC LIMITED

THE NATIONAL BANK OF NEW ZEALAND LIMITED

BLACK HORSE FINANCE LIMITED (NZ REGISTERED)

BLACK HORSE HOLDINGS LIMITED

HARCOURT CORPORATION LIMITED

HARCOURT AND COMPANY LIMITED

HARCOURT INVESTMENTS LIMITED

INDUSTRIAL PRODUCTS LIMITED

WOODROYD CONSOLIDATED LIMITED

BLACK HORSE PROPERTIES LIMITED

Group structure chart (printed on 09/05/2000)

Tier levels
1 2 3 4 5 6 7 8 9 10

THE NATIONAL BANK OF NEW ZEALAND LIMITED

BLACK HORSE SECURITIES LIMITED

CLEETHORPE SIXTY LIMITED

COUNTRYWIDE ADVISORY LIMITED

COUNTRYWIDE ENDEAVOUR BUILDING SOCIETY

COUNTRYWIDE FINANCE LIMITED

COUNTRYWIDE FUNDS MANAGEMENT LIMITED

COUNTRYWIDE HOME LOANS LIMITED

COUNTRYWIDE LEASING LIMITED

COUNTRYWIDE LIFE LIMITED

COUNTRYWIDE NOMINEES LIMITED

COUNTRYWIDE PROPERTY SERVICES LIMITED

COUNTRYWIDE REAL ESTATE AND INVESTMENTS LIMITED

COUNTRYWIDE SECURITIES LIMITED

COUNTRYWIDE SERVICES LIMITED

COUNTRYWIDE SUPERANNUATION SERVICES LIMITED

DINERS CLUB NZ LIMITED

ELECTRONIC TRANSACTION SERVICES LIMITED

FERTILIZER PLANT LEASING LIMITED

KIWI ASSET UNDERWRITTEN RELATED INVESTMENTS LIMITED

MONDEX NZ LIMITED

NATIONAL BANK OF NEW ZEALAND CUSTODIANS LIMITED

ALOS HOLDINGS LIMITED

ALSEP HOLDINGS LIMITED

NATIONWIDE HOME LOANS LIMITED

NATIONWIDE MORTGAGE BROKERS LIMITED

NBNZ INTERNATIONAL LIMITED

NBNZ LIFE INSURANCE LIMITED

NBNZ PRIVATE TRUST MANAGEMENT LIMITED

	Country of incorporation	Status	Class of share:	% of class of shares held by the group (if different from the parent company):	% of class of shares held by the parent company:
	New Zealand	Dormant	ord shares NZ\$ 1 /		100.00
	New Zealand	Operating			100.00
	New Zealand	Non-Trading			100.00
	New Zealand	Operating			100.00
	New Zealand	Non-Trading			100.00
	England	Operating			100.00
	New Zealand	Non-Trading			100.00
	New Zealand	Non-Trading			100.00
	New Zealand	Operating			100.00
	New Zealand	Non-Trading			100.00
	New Zealand	Operating			100.00
	New Zealand	Non-Trading			100.00
	New Zealand	Non-Trading			100.00
	New Zealand	Non-Trading			100.00
	New Zealand	Operating			100.00
	New Zealand	Operating			100.00
	New Zealand	Operating	shares of NZ\$ 1 /	25.00	
	New Zealand	Dormant	ord shares of £1 /	100.00	
	New Zealand	Non-Trading		100.00	
	Overseas	Operating		20.00	
	New Zealand	Dormant	ord shares NZ\$ 1 /	100.00	
	New Zealand	Operating	ord shares NZ\$ 1 /	100.00	
	New Zealand	Operating	ord shares NZ\$ 1 /	100.00	
	New Zealand	Operating		100.00	
	New Zealand	Operating		100.00	
	New Zealand	Operating	ordinary NZ\$1 /	100.00	
	New Zealand	Operating	ord shares of £1 /	100.00	
	New Zealand	Operating	ord shares of £1 /	100.00	

Group structure chart (printed on 09/05/2000)

Tier levels

1 2 3 4 5 6 7 8 9 10

THE NATIONAL BANK OF NEW ZEALAND LIMITED

NBNZ PROPERTIES LIMITED

NBNZ TRUSTEES LIMITED

NEW ZEALAND RESIDENTIAL HOME LOANS LIMITED

NEW ZEALAND RESIDENTIAL LOANS LIMITED

PHILODENDRON INVESTMENTS LIMITED

SALIENT HOLDINGS

SALIENT HOLDINGS (NO 2)

SOUTH PACIFIC MERCHANT FINANCE LIMITED

ARGITIS HOLDINGS LIMITED

EQUUS HOLDINGS LIMITED

MOGINIE HOLDINGS LIMITED

NORTH PAC HOLDINGS LIMITED

NZ FILM COMMISSION

REPTON GROUP LIMITED

EVENTIDE HOLDINGS LIMITED

SHIP FINANCE LIMITED

SOUTHPAC CORPORATION LIMITED

CONSOLIDATED NOMINEES LIMITED (NZ REGISTERED)

CONTROL NOMINEES LIMITED (NZ REGISTERED)

CROWN DEBT SECURITIES LIMITED

EASTPAC CUSTODIANS LIMITED

EASTPAC NOMINEES LIMITED

NORTH PAC INVESTMENTS LIMITED

SOUTHPAC PROPERTY TRUST LIMITED

SOUTHPAC TRUSTS LIMITED

EASTPAC HOLDINGS LIMITED

EASTPAC MINING LIMITED

LEASING NOMINEES LIMITED

	Country of incorporation	Status	Class of share:	% of class of shares held by the group (if different from the parent company):	% of class of shares held by the parent company:
	New Zealand	Operating	ord shares NZ\$ 1 /		100.00
	New Zealand	Operating	ord shares of £1 /		100.00
	New Zealand	Non-Trading			100.00
	New Zealand	Non-Trading			100.00
	New Zealand	Operating	ord shares NZ\$ 1 /		100.00
	Overseas	Operating			100.00
	Overseas	Operating			100.00
	New Zealand	Operating	See Appendix A		100.00
	New Zealand	Operating	ord shares NZ\$ 1 /		100.00
	New Zealand	Dormant	ord shares NZ\$ 1 /		100.00
	New Zealand	Dormant	ord shares of £1 /		100.00
	New Zealand	Operating	A & B ord NZ \$1 /		100.00
	Overseas	Operating			46.00
	New Zealand	Operating	shares of NZ\$ 1 /		100.00
	New Zealand	Operating	ord shares of £1 /		100.00
	New Zealand	Operating	ord shares NZ\$ 1 /		100.00
	New Zealand	Operating	ord NZ\$1+red pref /		100.00
	New Zealand	Dormant	ord shares NZ\$ 1 /		100.00
	New Zealand	Dormant	ord shares NZ\$ 1 /		100.00
	New Zealand	Operating	ord shares NZ\$ 1 /		100.00
	New Zealand	Dormant	ord shares NZ\$ 1 /		100.00
	New Zealand	Dormant	ord shares of £1 /		100.00
	New Zealand	Dormant	ord shares of £1 /		100.00
	New Zealand	Operating	ord shares NZ\$ 1 /		100.00
	New Zealand	Dormant	ord shares NZ\$ 1 /		100.00
	New Zealand	Dormant	ord shares NZ\$ 1 /		100.00
	New Zealand	Operating	ord shares NZ\$ 1 /		100.00
	New Zealand	Dormant	ord shares NZ\$ 1 /		100.00
	New Zealand	Dormant	ord shares NZ\$ 1 /		100.00
	New Zealand	Operating	ord shares NZ\$ 1 /		100.00
	New Zealand	Dormant	ord shares NZ\$ 1 /		100.00
	New Zealand	Operating	ord shares NZ\$ 1 /		100.00
	New Zealand	Dormant	ord shares NZ\$ 1 /		100.00

Tier levels

Page 12

Tier levels

LLOYDS TSB BANK plc

Group structure chart (printed on 09/05/2000)

Tier levels
1 2 3 4 5 6 7 8 9 10

LLOYDS TSB DEVELOPMENT CAPITAL LIMITED

DIDSBURY HOLDINGS LIMITED	Operating	See Appendix A		
DUCO HOLDINGS LIMITED	Operating	CPP ord shs £1 /	31.31	
FAIRMILE HOLDINGS LIMITED	Operating	See Appendix A		
FD BRANDS LIMITED	Operating	See Appendix A		
FENNEDALE GROUP LIMITED	Operating	See Appendix A		
FIRSTAN HOLDINGS LIMITED	Operating	P ord shs of £1 /	38.00	
FORAY 1237 LIMITED	Operating	A ord shs of 1p /	41.90	
G.S. PACKAGING LIMITED	Operating	See Appendix A		
GADC HOLDINGS LIMITED	Operating	See Appendix A		
GAVCO 155 LIMITED	Operating	See Appendix A		
GLANCESPACE LIMITED	Operating	See Appendix A		
GLOBAL SHIPPING SERVICES LIMITED	Operating	See Appendix A		
GOLDCONE LIMITED	Operating	See Appendix A		
GW 411 LIMITED	Operating	See Appendix A		
HALLCO 362 LIMITED	Operating	A ord shs of £1 /	23.75	
HI TECH ENCLOSURES LIMITED	Operating	C P ord shs of £1 /	42.00	
HUTHWAITE INTERNATIONAL LIMITED	Operating	See Appendix A		
HYTEC LIMITED	Operating	See Appendix A		
INTERIOR TECHNOLOGIES CORPORATION LIMITED	Operating	P ord shs of 1p /	47.20	
ISOFT GROUP LIMITED	Operating	See Appendix A		
JBS COMPUTER SERVICES LIMITED	Operating	P ord shs of £1 /	27.57	
JLD LIMITED	Operating	See Appendix A		
JOHN WALLWORK GROUP LIMITED	Operating	See Appendix A		
JUSTINA HOLDINGS LIMITED	Operating	See Appendix A		
KRISON LIMITED	Operating	See Appendix A		
LITTLE MAXIM LIMITED	Operating	See Appendix A		
LLOYDS BRITISH TESTING LIMITED	Operating	See Appendix A		
LLOYDS TSB VENTURE MANAGERS LIMITED	Operating	ord shares of £1 /	100.00	

Tier levels

Page 15

Group structure chart (printed on 09/05/2000)

Tier levels
1 2 3 4 5 6 7 8 9 10

LLOYDS TSB DEVELOPMENT CAPITAL LIMITED

WIMPY RESTAURANTS GROUP LIMITED

LLOYDS TSB FINANCIAL SERVICES HOLDINGS plc

ABBEE LIFE CONSTRUCTION LIMITED

ABBEE LIFE OVERSEAS HOLDINGS LIMITED (IN LIQUIDATION)

ABBEE LIFE SERVICES (OVERSEAS) LIMITED (IN LIQUIDATION 11.12.97)

ALG ABBEE LIFE GROUP ALLFINANZ SERVICE GMBH (IN LIQUIDATION)

ALG ABBEE LIFE GROUP ALLFINANZ INVESTMENT VERTRIEBS GMBH (IN LIQUIDATION)

KINDFORD LIMITED

HILL SAMUEL LIFE ASSURANCE LIMITED

TARGET INVESTMENT HOLDINGS LIMITED

LLOYDS ABBEE LIFE INTERNATIONAL B.V. (IN LIQUIDATION)

LLOYDS ABBEE LIFE OVERSEAS HOLDINGS LIMITED (IN LIQUIDATION)

LLOYDS TSB GENERAL INSURANCE HOLDINGS LIMITED

AIC SERVICES LIMITED

AMBASSADOR INSURANCE COMPANY LIMITED

LLOYDS TSB GENERAL INSURANCE LIMITED

LLOYDS TSB INSURANCE SERVICES LIMITED

LLOYDS TSB INDEPENDENT FINANCIAL ADVISERS LIMITED

LLOYDS TSB INSURANCE SERVICES (DIRECT) LIMITED

TSB EQUITY PLAN LIMITED (IN LIQUIDATION)

TSB FINANCIAL SERVICES LIMITED

TSB GENERAL INSURANCE SERVICES LIMITED

TSB PROPERTIES (ANDOVER) LIMITED

LLOYDS TSB PRIVATE BANKING LIMITED

LLOYDS TSB STOCKBROKERS LIMITED

CHAMBERS & REMINGTON NOMINEES LIMITED

LLOYDS BANK NOMINEES LIMITED

LLOYDS BANK STOCKBROKERS (NOMINEES) LIMITED

				% of class of shares held by the group (if different from the parent company):		% of class of shares held by the parent company:	
Country of incorporation		Status	Class of share:				
England	Operating	See Appendix A					
England	Non-Trading	ord shares of 5p / ord shares of 25p /					
England	Non-Trading	ord shares of £1 /			100.00		
England	In Liquidation	ord shares of £1 /			100.00		
England	In Liquidation	ord shares of £1 /			100.00		
Germany	In Liquidation				100.00		
Germany	In Liquidation				100.00		
England	Operating	ord shares of £1 /			100.00		
England	Operating	See Appendix A			100.00		
England	Operating	See Appendix A			100.00		
Netherlands	In Liquidation	ordinary NLG /			100.00		
England	In Liquidation	ord shares of £1 /			100.00		
England	Operating	ord shares of £1 /			100.00		
England	Operating	ord shares of £1 /			100.00		
England	Operating	ord shares of £1 /			100.00		
England	Operating	ord shares of £1 /			100.00		
England	Operating	A ord shs of £1 / B ord shs of £1 /			100.00		
England	Operating	ord shares of £1 /			100.00		
England	In Liquidation	ord shares of £1 /			100.00		
England	Operating	ord shares of £1 /			100.00		
England	Operating	ord shares of £1 /			100.00		
England	Operating	ord shares of 10p /			100.00		
England	Operating	ord shares of £1 /			100.00		
England	Operating	ord shares of £1 /			100.00		
England	Dormant	ord shares of £1 /			100.00		
England	Dormant	ord shares of £1 /			100.00		
England	Dormant	ord shares of £1 /			100.00		

Tier levels

Tier levels

Group structure chart (printed on 09/05/2000)

Tier levels
1 2 3 4 5 6 7 8 9 10

LLOYDS TSB LEASING LIMITED

LLOYDS BUSINESS LEASING LIMITED

LLOYDS CAPITAL LEASING LIMITED

ANGLO SCOTTISH UTILITIES PARTNERSHIP II

LLOYDS COMMERCIAL LEASING LIMITED

LLOYDS CORPORATE LEASING LIMITED

LLOYDS EQUIPMENT LEASING LIMITED

LLOYDS FINANCIAL LEASING LIMITED

LLOYDS GENERAL LEASING LIMITED

LLOYDS INDUSTRIAL LEASING LIMITED

LLOYDS INTERNATIONAL LEASING LIMITED

LLOYDS INVESTMENT BONDS LIMITED

SILENTDALE LIMITED

LLOYDS INVESTMENT BONDS NO. 2 LIMITED

LLOYDS INVESTMENT SECURITIES LIMITED

LLOYDS INVESTMENT SECURITIES NO.5 LIMITED

HILL SAMUEL ASSET FINANCE LIMITED

ST MARY'S COURT INVESTMENTS

CAVEMINSTER LIMITED

WOOD STREET INVESTMENTS LIMITED

LLOYDS LEASING (BAHAMAS) LIMITED

LLOYDS LEASING (NORTH SEA TRANSPORT) LIMITED

LLOYDS LEASING AIRCRAFT NO. 1 LIMITED (IN LIQUIDATION)

LLOYDS LEASING AIRCRAFT NO. 2 LIMITED (IN LIQUIDATION)

LLOYDS LEASING DEVELOPMENTS LIMITED

LLOYDS MACHINERY LEASING LIMITED

AIRLEASE INTERNATIONAL MANAGEMENT LIMITED

AIRLEASE INTERNATIONAL NOMINEES (MOORGATE) LIMITED

AIRLEASE INTERNATIONAL NOMINEES LIMITED

	Country of incorporation	Status	Class of share:	% of class of shares held by the group (if different from the parent company):	% of class of shares held by the parent company:
	England	Operating	ord shares of £1 /		100.00
	England	Operating	ord shares of £1 /		100.00
	England	Operating	part sh of equity /		33.33
	England	Operating	ord shares of £1 /		100.00
	England	Operating	ord shares of £1 /		100.00
	England	Operating	ord shares of £1 /		100.00
	England	Operating	ord shares of £1 /		100.00
	England	Operating	ord shares of £1 /		100.00
	England	Operating	ord shares of £1 /		100.00
	England	Operating	ord shares of £1 /		100.00
	England	Operating	ord shares of £1 /		100.00
	England	Operating	ord shares of £1 /		100.00
	England	Operating	ord shares of £1 /		100.00
	England	Operating	ord non vote 25p / 6% pref shs 25p / red non-voting /		100.00
	England	Operating	ord shares of £1 /		100.00
	England	Operating	ord shares of £1 /		100.00
	England	Operating	ord shares of £1 /		100.00
	England	Operating	ord shares of £1 /		100.00
	England	Operating	ord shares of £1 /		100.00
	England	Operating	ord shares of £1 /		100.00
	England	Operating	ord shares of £1 /		100.00
	England	Operating	ord shares of £1 /		100.00
	Bahamas	Operating	US\$ 1000 shares /		100.00
	England	Operating	5% red pref / ord shares of £1 /		100.00
	Bahamas	In Liquidation	US\$1 shares /		100.00
	Bahamas	In Liquidation	US\$1 shares /		100.00
	England	Operating	ord shares of £1 /		100.00
	England	Operating	ord shares of £1 /		100.00
	England	Operating	ord shares of £1 /		25.00
	England	Non-Trading	ord shares of £1 /		100.00
	England	Non-Trading	ord shares of £1 /		100.00

Tier levels

Page 19

Group structure chart (printed on 09/05/2000)

Tier levels									
1	2	3	4	5	6	7	8	9	10
LLOYDS TSB SCOTLAND plc									
	TSB SCOTLAND (INVESTMENTS) NOMINEES LIMITED								
	TSB SCOTLAND NOMINEES LIMITED								
	LLOYDS TSB SHARE SCHEMES TRUSTEES LIMITED								
	LLOYDS UDT FINANCE LIMITED								
	BOWMAKER (ULSTER) LIMITED								
	BOWMAKER RENTALS LIMITED								
	HAMILTON LEASING (SCOTLAND) LIMITED								
	L & S MANAGEMENT SERVICES LIMITED								
	LLOYDS AND SCOTTISH TRUST LIMITED								
	LLOYDS BOWMAKER LEASING LIMITED								
	LLOYDS BOWMAKER LIMITED								
	LLOYDS UDT (MARLOW) LIMITED								
	LLOYDS UDT LIMITED								
	A G COPYRENTALS LIMITED								
	A G RENTALS LIMITED								
	ABBAY LIFE EXECUTIVE MORTGAGES LIMITED								
	ABBAY LIFE FUNDING LIMITED								
	ABBAY LIFE HOME LOANS LIMITED								
	ALTUS GROUP RENTALS LIMITED								
	BLACK HORSE COMMERCIAL LIMITED								
	BLACK HORSE FINANCE LIMITED								
	BLACK HORSE VEHICLE MANAGEMENT SERVICES LIMITED								
	BOWMAKER CREDIT LIMITED								
	BOWMAKER SERVICES LIMITED								
	CALEDONIAN EQUIPMENT RENTALS LIMITED								
	CAPITAL COPIERS FINANCE LIMITED								
	CEDAR HOLDINGS LIMITED								
	CITY MARINE FINANCE LIMITED								
Country of Status Class of % of class of shares held by the group (if different from the parent company): % of class of shares held by the parent company:									
incorporation									
Scotland	Operating							100.00	
Scotland	Operating							100.00	
England	Operating						ord shares of £1 /		100.00
England	Operating						ord shares of 20p /		100.00
Northern Ireland	Dormant						ord shares of £1 /	100.00	
England	Dormant						deferred shs £1 / ord shares of £1 /	100.00	
Scotland	Dormant						ord shares of £1 /	100.00	
England	Dormant						ord shares of £1 /	100.00	
England	Dormant						ord shares of £1 /	100.00	
England	Dormant						ord shares of 1p / deferred shs £1 /	100.00	
England	Dormant						ord shares of £1 /	100.00	
England	Dormant						ord shares of £1 /	100.00	
England	Operating						ord shares of 25p /	100.00	
England	Dormant						ord shares of 5p / ord shares of £1 /	100.00	
England	Dormant						ord shares of £1 /	100.00	
England	Operating						ord shares of £1 /	100.00	
England	Operating						ord shares of £1 /	100.00	
England	Operating						ord shares of £1 /	100.00	
England	Dormant						ord shares of £1 /	100.00	
England	Non-Trading						ord shares of £1 /	100.00	
England	Operating						ord shares of £1 /	100.00	
England	Dormant						ord shares of £1 /	100.00	
England	Operating						ord shares of £1 /	100.00	
England	Dormant						ord shares of £1 /	100.00	
Scotland	Operating						ord shares of 1p / deferred shs £1 /	100.00	
England	Dormant						ord shares of £1 /	100.00	
England	Operating						ord shares of £1 /	100.00	
England	Dormant						ord shares of £1 /	100.00	

Tier levels

LLOYDS UDT LIMITED

Tier levels

LLOYDS UDT LIMITED

Group structure chart (printed on 09/05/2000)

Tier levels
1 2 3 4 5 6 7 8 9 10

UNITED DOMINIONS TRUST LIMITED

CARLEASE LIMITED	England	Operating	ord shares of £1 /	100.00	% of class of shares held by the group (if different from the parent company):
CJ FINANCIAL SERVICES LIMITED	England	Operating	See Appendix A		% of class of shares held by the parent company:
FIRST SERVICE MANAGEMENT LIMITED	England	Operating	ord shares of £1 /	100.00	
FLEET CHOICE LIMITED	England	Dormant	ord shares of £1 /	100.00	
HYUNDAI CAR FINANCE LIMITED	England	Operating	See Appendix A		
IM FINANCE LIMITED	England	Dormant	ord shares of £1 /	100.00	
MCL FINANCE LIMITED	England	Operating	See Appendix A		
PRECISION LEASING LIMITED	England	Operating	ord shares of £1 /	100.00	
PROTON FINANCE LIMITED	England	Operating	See Appendix A		
SHOGUN FINANCE LIMITED	England	Operating	See Appendix A		
THE CONTINENTAL GUARANTY CORPORATION LIMITED	England	Non-Trading	ord shares of 25p /	100.00	
BEDFORD ACCEPTANCES LIMITED	England	Operating	ord shares of £1 /	100.00	
CARPLANT LIMITED	Northern Ireland	Dormant	ord shares of £1 /	100.00	
UNITED DOMINIONS TRUST (SCOTLAND) LIMITED	Scotland	Dormant	ord shares of £1 /	100.00	
UDT 4 WHEEL LEASING LIMITED	England	Operating	ord shares of £1 /	100.00	
UDT AUTOLEASE LIMITED	England	Operating	ord shares of £1 /	100.00	
UDT BUDGET LEASING LIMITED	England	Operating	ord shares of £1 /	100.00	
UDT DEALER SERVICES LIMITED	England	Operating	ord shares of £1 /	100.00	
UDT ENDEAVOUR FINANCE LIMITED	England	Operating	ord shares of £1 /	100.00	
UDT FINANCE LIMITED	England	Operating	ord shares of £1 /	100.00	
UDT LIMITED	England	Dormant	ord shares of £1 /	100.00	
UDT MOTORLEASE LIMITED	England	Operating	ord shares of £1 /	100.00	
UDT RAPID LEASING LIMITED	England	Operating	ord shares of £1 /	100.00	
UDT SALES FINANCE LIMITED	England	Operating	ord shares of £1 /	100.00	
UNITED DOMINIONS LEASING LIMITED	England	Operating	ord shares of £1 /	100.00	
UNITED DOMINIONS TRUST (CARPLANT) LIMITED	Northern Ireland	Dormant	ord shares of £1 /	100.00	
VOCS FINANCE LIMITED	England	Operating	See Appendix A		
LMB SERVICES LIMITED (IN LIQUIDATION 11.12.97)	England	In Liquidation	ord shares of £1 /	100.00	

Group structure chart (printed on 09/05/2000)

Tier levels										Country of incorporation	Status	Class of share:	(if different from the parent company):	shares held by the parent company:
1	2	3	4	5	6	7	8	9	10					
LLOYDS TSB BANK plc														
LOMBARD STREET INSURANCE BROKERS SA										Argentina	Dormant	ARS \$0.1 /		100.00
LONDON S.A. COMERCIAL INMOBILIARIA Y FINANCIERA										Argentina	Dormant	shares of ARAA / shares of ARAB /		100.00
LYONSDOWN PROPERTY HOLDINGS LIMITED										England	Operating	ord shares of £1 /		100.00
BESSA PLUS II LIMITED										England	Operating	ord shares of 50p / A ord shs of 50p /	100.00	
BESSA PLUS III LIMITED										England	Operating	ord shares of 50p / A ord shs of 50p /	100.00	
BESSA PLUS IV LIMITED										England	Operating	ord shares of 50p / A ord shs of 50p /	100.00	
BESSA PLUS LIMITED										England	Operating	ord shares of 50p / A ord shs of 50p /	100.00	
BESSA PLUS V LIMITED										England	Operating	ord shares of 50p / A ord shs of 50p /	100.00	
LYONSDOWN PROPERTIES 1 LIMITED										England	Operating	ord shares of 50p / A ord shs of 50p /	100.00	
LYONSDOWN PROPERTIES 10 LIMITED										England	Operating	ord shares of 50p / A ord shs of 50p / red pref £1 shs	100.00	
LYONSDOWN PROPERTIES 11 LIMITED										England	Operating	ord shares of 50p / A ord shs of 50p / red pref £1 shs	100.00	
LYONSDOWN PROPERTIES 12 LIMITED										England	Operating	ord shares of 50p / A ord shs of 50p / red pref £1 shs	100.00	
LYONSDOWN PROPERTIES 13 LIMITED										England	Operating	ord shares of 50p / A ord shs of 50p / red pref £1 shs	100.00	
LYONSDOWN PROPERTIES 14 LIMITED										England	Operating	ord shares of 50p / A ord shs of 50p / red pref £1 shs	100.00	
LYONSDOWN PROPERTIES 15 LIMITED										England	Operating	ord shares of 50p / A ord shs of 50p / red pref £1 shs	100.00	
LYONSDOWN PROPERTIES 16 LIMITED										England	Operating	ord shares of 50p / A ord shs of 50p / red pref £1 shs	100.00	
LYONSDOWN PROPERTIES 2 LIMITED										England	Operating	ord shares of 50p / A ord shs of 50p /	100.00	
LYONSDOWN PROPERTIES 3 LIMITED										England	Operating	ord shares of 50p / A ord shs of 50p / red pref £1 shs	100.00	
LYONSDOWN PROPERTIES 4 LIMITED										England	Operating	ord shares of 50p / A ord shs of 50p / red pref £1 shs	100.00	
LYONSDOWN PROPERTIES 5 LIMITED										England	Operating	ord shares of 50p / A ord shs of 50p / red pref £1 shs	100.00	
LYONSDOWN PROPERTIES 6 LIMITED										England	Operating	ord shares of 50p / A ord shs of 50p / red pref £1 shs	100.00	
LYONSDOWN PROPERTIES 7 LIMITED										England	Operating	ord shares of 50p / A ord shs of 50p / red pref £1 shs	100.00	
LYONSDOWN PROPERTIES 8 LIMITED										England	Operating	ord shares of 50p / A ord shs of 50p / red pref £1 shs	100.00	
LYONSDOWN PROPERTIES 9 LIMITED										England	Operating	ord shares of 50p / A ord shs of 50p / red pref £1 shs	100.00	
M & G GROUP (LOMBARD STREET) NOMINEES LIMITED										England	Dormant	ord shares of £1 /		100.00
MAGWEST NOMINEES LIMITED										England	Dormant	ord shares of £1 /		100.00
MANSION NOMINEES LIMITED										England	Dormant	ord shares of £1 /		100.00
METALTECH INTERNATIONAL PLC										England	Operating	pref shares £1 /		29.90

Tier levels

MILTON NOMINEES LIMITED
MINEWORKERS' PENSION SCHEME (CLIENT) NOMINEES LIMITED
MONMAR NOMINEES LIMITED
MONUMENT NOMINEES LIMITED
NASSAU NOMINEES LIMITED
NATCARIS NOMINEES LIMITED
NATIONAL COAL BOARD PENSIONS FUND NOMINEES LIMITED
NATKEEP NOMINEES LIMITED
NEPTUNE NOMINEES LIMITED
NOMINEES LIMITED
NORTH ISLAND SHIPPING COMPANY LIMITED
OCTAGON NOMINEES LIMITED
OVERBROOK NOMINEES LIMITED
PANNIER NOMINEES LIMITED
PARRS NOMINEES LIMITED
PEN HOLDINGS LIMITED
PERCIVAL NOMINEES LIMITED
PERRY NOMINEES LIMITED
PINWEST NOMINEES LIMITED
POPESHEAD NOMINEES LIMITED
PREFIX NOMINEES LIMITED
PRESCOTTS NOMINEES LIMITED
PRIMEWAY S.A.
PRIMROSE NOMINEES LIMITED
R. F. SPENCER AND COMPANY LIMITED
RANELAGH NOMINEES LIMITED
READING NOMINEES LIMITED
REAMHURST PROPERTIES LIMITED

Page 25

Group structure chart (printed on 09/05/2000)

Tier levels										Country of incorporation	Status	Class of share:	(if different from the parent company):	shares held by the parent company:
1	2	3	4	5	6	7	8	9	10					
LLOYDS TSB BANK plc														
RETIREMENT NOMINEES LIMITED										England	Dormant	ord shares of £1 /		100.00
SACOPEN NOMINEES LIMITED										England	Dormant	ord shares of £1 /		100.00
SALPEN NOMINEES LIMITED										England	Dormant	ord shares of £1 /		100.00
SALUTAIRE DEVELOPMENTS LIMITED										England	Operating	ord shares of £1 /		100.00
SAMPSON NOMINEES LIMITED										England	Dormant	ord shares of £1 /		100.00
SANDERS NOMINEES LIMITED										England	Dormant	ord shares of £1 /		100.00
SAVBAN NOMINEES LIMITED										England	Dormant	ord shares of £1 /		100.00
SCOTTISH WIDOWS GROUP LIMITED										Scotland	Operating	ord shares of £1 /		100.00
HILL SAMUEL ASSET MANAGEMENT GROUP LIMITED										England	Operating	ord shares of £1 /	100.00	
HILL SAMUEL ASSET MANAGEMENT LIMITED										England	Operating	ord shares of £1 /	100.00	
KINTORE (NOMINEES) LIMITED										Scotland	Dormant	ord shares of £1 /	100.00	
PHILIP HILL, HIGGINSON NOMINEES LIMITED										England	Nominee	ord shares of £1 /	100.00	
HILL SAMUEL FAGAN INVESTMENT MANAGEMENT LIMITED										Ireland	Operating	IR £1 shares /	100.00	
HILL SAMUEL PERSONAL PORTFOLIO MANAGERS LIMITED										England	Non-Trading	ord shares of £1 /	100.00	
HILL SAMUEL PRIVATE CLIENT MANAGEMENT LIMITED										England	Non-Trading	ord shares of £1 /	100.00	
HILL SAMUEL UNIT TRUST MANAGERS LIMITED										England	Operating	ord shares of £1 /	100.00	
TSB HILL SAMUEL INVESTMENT HOLDINGS LIMITED										England	Dormant	ord shares of £1 /	100.00	
LLOYDS TSB FINANCIAL SERVICES LIMITED										England	Operating	ord shares of £1 /	100.00	
ABBHEY LIFE ASSURANCE COMPANY LIMITED										England	Operating	ord shares of £1 / 5.6% n/c pref /	100.00	
ABBHEY LIFE FARMS LIMITED										England	Dormant	ord shares of £1 /	100.00	
ABBHEY LIFE PENSION AND ANNUITIES LIMITED										England	Non-Trading	ord shares of £1 /	100.00	
AMBASSADOR LIFE ASSURANCE COMPANY LIMITED										England	Non-Trading	ord shares of £1 /	100.00	
DIALCONTACT LIMITED										England	Non-Trading	ord shares of £1 /	51.00	
GISBORNE LIFE ASSURANCE COMPANY LIMITED										England	Operating	ord shares of £1 / pref ord shs 5p /	100.00	
HSL PENSION TRUSTEE SERVICES LIMITED										England	Operating	ord shares of £1 /	100.00	
JETASTUTE LIMITED										England	Dormant	ord shares of £1 /	100.00	
NLA TOWER MANAGEMENT LIMITED										England	Operating	ord shares of £1 /	100.00	
ABBHEY LIFE INVESTMENT SERVICES LIMITED										England	Operating	ord shares of £1 /	100.00	

Tier levels

LLOYDS TSB FINANCIAL SERVICES LIMITED

Page 27

Tier levels

Page 28

Group structure chart (printed on 09/05/2000)

Tier levels
1 2 3 4 5 6 7 8 9 10

THE AGRICULTURAL MORTGAGE CORPORATION PLC

AMC BANK LIMITED	England	Operating	ord shares of £1 /	100.00	% of class of shares held by the group (if different from the parent company):	% of class of shares held by the parent company:
AMC HOLDINGS LIMITED	England	Dormant	ord shares of £1 /	100.00		
THREE COTTHALL AVENUE LIMITED	England	Operating	ord shares of £1 /			100.00
TOKEN NOMINEES LIMITED	England	Dormant	ord shares of £1 /			100.00
TPN COLLECTIONS LIMITED (IN LIQUIDATION)	England	In Liquidation	ord shares of £1 /			100.00
TRAVELLERS CHEQUE ASSOCIATES LIMITED	England	Operating	ord shares of £1 /			36.00
TRUCARIS NOMINEES LIMITED	England	Dormant	ord shares of £1 /			100.00
TRUGENUS NOMINEES LIMITED	England	Dormant	ord shares of £1 /			100.00
TRUKEEP NOMINEES LIMITED	England	Dormant	ord shares of £1 /			100.00
TRUSTCARD LIMITED	England	Dormant	ord shares of £1 /			100.00
TRUSTEE SAVINGS BANKS (HOLDINGS) LIMITED	England	Operating	non voting shs £1 / ord shares of £1 /			100.00
BOUNDARY BUSINESS CENTRE LIMITED	England	Operating	ord shares of £1 /	100.00		
COATE HOMES LIMITED	England	Operating	ord shares of £1 /	100.00		
COLLINGWOOD COURT DEVELOPMENT LIMITED (IN LIQUIDATION)	England	In Liquidation	ord shares of £1 /	100.00		
ERRADEN LIMITED	England	Operating	ord shares of £1 /	100.00		
GBSD PROPERTIES (No. 1) LIMITED	England	Operating	ord shares of £1 /	100.00		
GBSD PROPERTIES (NO.2) LIMITED	England	Operating	ord shares of £1 /	100.00		
HILL SAMUEL EXTRAONE PROPERTY INVESTMENTS COMPANY LIMITED	England	Operating	ord shares of £1 /	100.00		
HILL SAMUEL FINANCE (No.11) LIMITED	England	Operating	ord shares of £1 /	100.00		
HILL SAMUEL FINANCE (No.16) LIMITED	England	Operating	ord shares of £1 /	100.00		
HILL SAMUEL FINANCE (No.18) LIMITED	England	Operating	ord shares of £1 /	100.00		
HILL SAMUEL FINANCE (NO.20) LIMITED	England	Operating	ord shares of £1 /	100.00		
HILL SAMUEL FINANCE (NO.22) LIMITED	England	Operating	ord shares of £1 /	100.00		
IRONHART LIMITED	England	Operating	ord shares of £1 /	100.00		
LITTLE LONDON LIMITED	England	Operating	ord shares of £1 /	100.00		
TSB BANK LIMITED	England	Operating	ord shares of £1 / spec rights RP £1 /			100.00
TSB BANK PROPERTIES LIMITED	England	Operating	ord shares of £1 /			100.00
TSB COMMERCIAL HOLDINGS LIMITED	England	Operating	ord shares of £1 /			100.00

Tier levels

Page 30

Group structure chart (printed on 09/05/2000)

Tier levels
1 2 3 4 5 6 7 8 9 10

LLOYDS TSB BANK plc

TSB SERVICES (NO.3) LIMITED
TSB SERVICES (NO.4) LIMITED
UNISHARE NOMINEES LIMITED
WARD NOMINEES (ABINGDON) LIMITED
WARD NOMINEES (BIRMINGHAM) LIMITED
WARD NOMINEES (BRISTOL) LIMITED
WARD NOMINEES (MAYFAIR) LIMITED
WARD NOMINEES LIMITED
WESGENUS NOMINEES LIMITED
WESKEEP NOMINEES LIMITED
WEST NOMINEES LIMITED
WESTCASTLE NOMINEES LIMITED
WESTOVER NOMINEES LIMITED
WILLIAM HILL GROUP LIMITED
WOOD STREET FINANCE (No 1) LIMITED

Country of incorporation	Status	Class of share:	% of class of shares held by the group (if different from the parent company):	% of class of shares held by the parent company:
England	Operating	ord shares of £1 /		100.00
England	Operating	ord shares of £1 / 10% n/c pref £1 /		100.00
England	Dormant	ord shares of £1 /		100.00
England	Dormant	ord shares of £1 /		100.00
England	Dormant	ord shares of £1 /		100.00
England	Dormant	ord shares of £1 /		100.00
England	Dormant	ord shares of £1 /		100.00
England	Dormant	ord shares of £1 /		100.00
England	Dormant	ord shares of £1 /		100.00
England	Dormant	ord shares of £1 /		100.00
England	Dormant	ord shares of £1 /		100.00
England	Dormant	ord shares of £1 /		100.00
England	Dormant	ord shares of £1 /		100.00
England	Dormant	ord shares of £1 /		100.00
England	Dormant	ord shares of £1 /		100.00
England	Dormant	ord shares of £1 /		100.00
England	Dormant	ord shares of £1 /		100.00
England	Operating	special shs 100p /		100.00
England	Dormant	ord shares of £1 /		100.00

Lloyds TSB Bank plc

Group structure chart - Appendix A (printed on 09/05/2000)

Parent company	Class of share(s)	% of class of shares held by the group (if different from the parent company):	% of class of shares held by the parent company:
UNITED DOMINIONS TRUST LIMITED	A G FINANCE LIMITED	0.00	
UNITED DOMINIONS TRUST LIMITED	A G FINANCE LIMITED	100.00	
UNITED DOMINIONS TRUST LIMITED	A G FINANCE LIMITED	0.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	ABLEX LIMITED	60.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	ABLEX LIMITED	47.06	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	ABLEX LIMITED	0.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	BELSIZE HOLDINGS LIMITED	45.21	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	BELSIZE HOLDINGS LIMITED	45.21	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	BERTRAM GROUP LIMITED	20.29	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	BERTRAM GROUP LIMITED	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	BERTRAM GROUP LIMITED	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	BERTRAM GROUP LIMITED	41.04	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	BROOMCO (1204) LIMITED	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	BROOMCO (1204) LIMITED	100.00	
LLOYDS TSB BANK plc	CARDNET MERCHANT SERVICES LIMITED	0.00	
LLOYDS TSB BANK plc	CARDNET MERCHANT SERVICES LIMITED	100.00	
LLOYDS TSB BANK plc	CARDNET MERCHANT SERVICES LIMITED	0.00	100.00
LLOYDS TSB BANK plc	CARDNET MERCHANT SERVICES LIMITED	0.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	CASH BASES GB LIMITED	60.98	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	CASH BASES GB LIMITED	60.98	
UNITED DOMINIONS TRUST LIMITED	CJ FINANCIAL SERVICES LIMITED	0.00	
UNITED DOMINIONS TRUST LIMITED	CJ FINANCIAL SERVICES LIMITED	100.00	
UNITED DOMINIONS TRUST LIMITED	CJ FINANCIAL SERVICES LIMITED	0.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	CROSS HOLDINGS LIMITED	50.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	CROSS HOLDINGS LIMITED	48.78	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	DIDSBURY HOLDINGS LIMITED	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	DIDSBURY HOLDINGS LIMITED	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	DIDSBURY HOLDINGS LIMITED	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	DIDSBURY HOLDINGS LIMITED	100.00	

Group structure chart - Appendix A (printed on 09/05/2000)

Parent company	Class of share(s)	% of class of shares held by the group (if different from the parent company):	% of class of shares held by the parent company:
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	CCPPO	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	CCRP	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	CCRPPO	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	cum red pref shs	86.14	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	A CR pref shs £1	33.33	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	A ord shs of £1	33.33	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	B D pref shs £1	66.67	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	P ord shs of £1	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	pref shares £1	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	A ord shs of £1	100.00	
LLOYDS TSB BANK plc	B ord shs of £1	0.00	
LLOYDS TSB BANK plc	C ord shs of £1	100.00	
LLOYDS TSB BANK plc	unclass shs £1	0.00	
LLOYDS TSB BANK plc	CCPPO	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	CCR pref shs £1	0.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	CR pref shs of £1	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	L ord shs of £1	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	ACR pref shs 121p	38.46	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	CRPP ord shs £1	38.46	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	CCPPO	95.16	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	CR pref shs of £1	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	pref shares £1	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	A CR pref shs £1	67.04	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	CPP ord shs 10p	54.06	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	ord shares of 10p	0.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	A ord shs of £1	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	CR pref shs of £1	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	part pref shs £1	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	preference shs 1p	100.00	
FAIRMILE HOLDINGS LIMITED			
FAIRMILE HOLDINGS LIMITED			
FAIRMILE HOLDINGS LIMITED			
FAIRMILE HOLDINGS LIMITED			
FD BRANDS LIMITED			
FD BRANDS LIMITED			
FENNEDALE GROUP LIMITED			
FENNEDALE GROUP LIMITED			
FENNEDALE GROUP LIMITED			
FIRST DEBENTURE FINANCE PLC			
FIRST DEBENTURE FINANCE PLC			
FIRST DEBENTURE FINANCE PLC			
FIRST DEBENTURE FINANCE PLC			
G.S. PACKAGING LIMITED			
G.S. PACKAGING LIMITED			
G.S. PACKAGING LIMITED			
G.S. PACKAGING LIMITED			
GADC HOLDINGS LIMITED			
GADC HOLDINGS LIMITED			
GAVCO 155 LIMITED			
GAVCO 155 LIMITED			
GAVCO 155 LIMITED			
GLANCESPACE LIMITED			
GLANCESPACE LIMITED			
GLANCESPACE LIMITED			
GLOBAL SHIPPING SERVICES LIMITED			
GLOBAL SHIPPING SERVICES LIMITED			
GOLDSTONE LIMITED			
GOLDSTONE LIMITED			

Group structure chart - Appendix A (printed on 09/05/2000)

Parent company	Class of share(s)	% of class of shares held by the group (if different from the parent company):	% of class of shares held by the parent company:
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	A P ord shs of £1	95.16	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	CR pref shs 10p	100.00	
LLOYDS TSB BANK plc	10% cum pref £1	100.00	
LLOYDS TSB BANK plc	7.5% cum pref £1	100.00	
LLOYDS TSB BANK plc	ord shares of £1	100.00	
LLOYDS TSB BANK plc	pref shares £1	100.00	
KINDFORD LIMITED	1% non cum def £1	100.00	
KINDFORD LIMITED	10% n/c part/pref	100.00	
KINDFORD LIMITED	5% n/c red p/pref	100.00	
KINDFORD LIMITED	7% nc red pref £1	100.00	
KINDFORD LIMITED	ord shares of 10p	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	P ord shs of £1	30.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	R pref shs £1	0.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	CCRPO	39.06	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	CR pref shs of £1	39.06	
UNITED DOMINIONS TRUST LIMITED	A ord shs of £1	0.00	
UNITED DOMINIONS TRUST LIMITED	B ord shs of £1	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	A ord shs of 1p	95.16	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	pref shares £1	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	A cum red pref	75.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	CR pref shs of £1	79.48	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	E R pref shs £1	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	P ord shs of 25p	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	cum con pref ord	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	cum red pref shs	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	ord shares of £1	11.80	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	P ord shs of £1	60.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	pref shares 80p	60.00	

Group structure chart - Appendix A (printed on 09/05/2000)

Parent company	Class of share(s)	% of class of shares held by the group (if different from the parent company):	% of class of shares held by the parent company:
LLOYDS TSB BANK plc	LIT HOLDINGS PLC (IN LIQUIDATION)	A first pref shs	100.00
LLOYDS TSB BANK plc	LIT HOLDINGS PLC (IN LIQUIDATION)	B first pref shs	100.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	LITTLE MAXIM LIMITED	A ord shs of £1	100.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	LITTLE MAXIM LIMITED	pref shares £1	100.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	LLOYDS BRITISH TESTING LIMITED	P ord shs of £1	100.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	LLOYDS BRITISH TESTING LIMITED	pref shares £1	100.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	LLOYDS TSB MONTRACON LIMITED	A ord shs of £1	100.00
LLOYDS UDT LIMITED	LLOYDS TSB MONTRACON LIMITED	B ord shs of £1	0.00
LLOYDS UDT LIMITED	LLOYDS TSB MONTRACON LIMITED	ord shares of £1	0.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	MARLETON CROSS LIMITED	CCPPO	100.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	MARLETON CROSS LIMITED	redeemable pref	68.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	MATTERCODE LIMITED	A pref shs of £1	100.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	MATTERCODE LIMITED	P ord shs of £1	95.16
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	MATTERCODE LIMITED	R P ord shs £1	95.16
UNITED DOMINIONS TRUST LIMITED	MCL FINANCE LIMITED	A ord shs of £1	0.00
UNITED DOMINIONS TRUST LIMITED	MCL FINANCE LIMITED	B ord shs of £1	100.00
UNITED DOMINIONS TRUST LIMITED	MCL FINANCE LIMITED	ord shares of £1	0.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	MOTACHASE LIMITED	cum red pref shs	100.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	MOTACHASE LIMITED	preferred ord	100.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	N AND N CHEQUE ENCASHMENT LIMITED	P ord shs of £1	40.75
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	N AND N CHEQUE ENCASHMENT LIMITED	pref shares £1	40.75
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	NORPRINT LABELLING SYSTEMS LIMITED	A P ord shs of £1	100.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	NORPRINT LABELLING SYSTEMS LIMITED	R pref shs £1	100.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	PANACEA HOLDINGS LIMITED	P ord shs of 1p	100.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	PANACEA HOLDINGS LIMITED	P pref shs of 1p	100.00
UNITED DOMINIONS TRUST LIMITED	PROTON FINANCE LIMITED	A ord shs of £1	0.00
UNITED DOMINIONS TRUST LIMITED	PROTON FINANCE LIMITED	B ord shs of £1	100.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	R & E HOLDINGS LIMITED	CCPPO	100.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	R & E HOLDINGS LIMITED	CRPP pref shs £1	100.00

Group structure chart - Appendix A (printed on 09/05/2000)

Parent company	Class of share(s)	% of class of shares held by the group (if different from the parent company):	% of class of shares held by the parent company:
LLOYDS UDT LIMITED	R I G P FINANCE LIMITED	deferred shs £1	100.00
LLOYDS UDT LIMITED	R I G P FINANCE LIMITED	ord shares of £1	100.00
LLOYDS UDT LIMITED	R I G P FINANCE LIMITED	part pref shs £1	100.00
LLOYDS UDT LIMITED	R I G P FINANCE LIMITED	spec def shs £1	100.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	RAYNER FOOD GROUP LIMITED	A ord shs of 20p	39.22
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	RAYNER FOOD GROUP LIMITED	pref shares £1	39.22
MEVC CONTRACT HIRE LIMITED	RENTAL MANAGEMENT SERVICES LIMITED	A ord shs of £1	100.00
MEVC CONTRACT HIRE LIMITED	RENTAL MANAGEMENT SERVICES LIMITED	B ord shs of £1	0.00
MEVC CONTRACT HIRE LIMITED	RENTAL MANAGEMENT SERVICES LIMITED	ord shares of £1	0.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	RICHARD CRAVEN & CO. LIMITED	B red pref shs	0.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	RICHARD CRAVEN & CO. LIMITED	cum red pref shs	0.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	RICHARD CRAVEN & CO. LIMITED	preferred ord	100.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	RUDGE LITTLE LIMITED	CR pref shs of £1	100.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	RUDGE LITTLE LIMITED	PP ord shs £1	100.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	SANDCO 635 LIMITED	CCRPP ord shs 1p	95.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	SANDCO 635 LIMITED	CR pref shs of £1	95.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	SANGERS GROUP LIMITED (QUADRANT)	CCRPP	66.40
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	SANGERS GROUP LIMITED (QUADRANT)	CR pref shs 10p	77.24
UNITED DOMINIONS TRUST LIMITED	SHOGUN FINANCE LIMITED	A ord shs of £1	0.00
UNITED DOMINIONS TRUST LIMITED	SHOGUN FINANCE LIMITED	B ord shs of £1	100.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	SILTINT INDUSTRIES LIMITED	B CPPO shares	100.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	SILTINT INDUSTRIES LIMITED	F preference shs	0.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	SONICEDGE LIMITED	CCPPO	100.00
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	SONICEDGE LIMITED	redeemable pref	35.14
THE NATIONAL BANK OF NEW ZEALAND LIMITED	SOUTH PACIFIC MERCHANT FINANCE LIMITED	A ordinary \$1	100.00
THE NATIONAL BANK OF NEW ZEALAND LIMITED	SOUTH PACIFIC MERCHANT FINANCE LIMITED	B ordinary \$1	0.00
THE NATIONAL BANK OF NEW ZEALAND LIMITED	SOUTH PACIFIC MERCHANT FINANCE LIMITED	C ordinary \$1	0.00
THE NATIONAL BANK OF NEW ZEALAND LIMITED	SOUTH PACIFIC MERCHANT FINANCE LIMITED	D ordinary \$1	0.00

Group structure chart - Appendix A (printed on 09/05/2000)

Parent company	Class of share(s)	% of class of shares held by the group (if different from the parent company):	% of class of shares held by the parent company:
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	A cum red pref	0.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	C pref shs of £1	0.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	N pref shares £1	0.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	ord shares of 10p	45.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	P ord shs of 10p	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	R P ord shs 10p	0.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	R pref shs £1	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	CPPO shs of £1	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	CR pref shs of £1	100.00	
LLOYDS TSB FINANCIAL SERVICES LIMITED	A ord shs of 1p	100.00	
LLOYDS TSB FINANCIAL SERVICES LIMITED	B ord shs of £1	100.00	
LLOYDS TSB FINANCIAL SERVICES LIMITED	C ord shs of £1	100.00	
LLOYDS TSB FINANCIAL SERVICES LIMITED	deferred shs £1	100.00	
KINDFORD LIMITED	1% non cum def £1	100.00	
KINDFORD LIMITED	10% n/c part/pref	100.00	
KINDFORD LIMITED	5% n/c red p/pref	100.00	
KINDFORD LIMITED	7% nc red pref £1	100.00	
KINDFORD LIMITED	ord shares of 10p	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	P ord shs of £1	95.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	pref shares £1	100.00	
SCOTTISH WIDOWS PLC	A ord shs of £1	100.00	
SCOTTISH WIDOWS PLC	B ord shs of £1	0.00	
SCOTTISH WIDOWS PLC	C ord shs of £1	0.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	A pref shs of £1	0.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	P ord shs of £1	75.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	R pref shs 50p	75.00	
LLOYDS TSB BANK plc	A ord shs of £1	100.00	
LLOYDS TSB BANK plc	B ord shs of £1	100.00	
LLOYDS TSB BANK plc	C ord shs of £1	100.00	
SPENCER MANUFACTURING HOLDINGS LIMITED			
SPENCER MANUFACTURING HOLDINGS LIMITED			
SPENCER MANUFACTURING HOLDINGS LIMITED			
SPENCER MANUFACTURING HOLDINGS LIMITED			
SPENCER MANUFACTURING HOLDINGS LIMITED			
SPENCER MANUFACTURING HOLDINGS LIMITED			
SPENCER MANUFACTURING HOLDINGS LIMITED			
SPILLERS SPECIALITY FEEDS (HOLDINGS) LIMITED			
SPILLERS SPECIALITY FEEDS (HOLDINGS) LIMITED			
TARGET HOLDINGS LIMITED			
TARGET HOLDINGS LIMITED			
TARGET HOLDINGS LIMITED			
TARGET HOLDINGS LIMITED			
TARGET INVESTMENT HOLDINGS LIMITED			
TARGET INVESTMENT HOLDINGS LIMITED			
TARGET INVESTMENT HOLDINGS LIMITED			
TARGET INVESTMENT HOLDINGS LIMITED			
TARGET INVESTMENT HOLDINGS LIMITED			
TEKDATA GROUP LIMITED			
TEKDATA GROUP LIMITED			
TESCO PERSONAL FINANCE LIFE LIMITED			
TESCO PERSONAL FINANCE LIFE LIMITED			
TESCO PERSONAL FINANCE LIFE LIMITED			
TRIDENT ALLOYS LIMITED			
TRIDENT ALLOYS LIMITED			
TRIDENT ALLOYS LIMITED			
TSB GROUP HOLDINGS (JERSEY) LIMITED			
TSB GROUP HOLDINGS (JERSEY) LIMITED			
TSB GROUP HOLDINGS (JERSEY) LIMITED			

Group structure chart - Appendix A (printed on 09/05/2000)

Parent company	Class of share(s)	% of class of shares held by the group (if different from the parent company):	% of class of shares held by the parent company:
LLOYDS UDT LIMITED	B ord shs of £1	0.00	
UNITED DOMINIONS TRUST LIMITED	A ord shs of £1	0.00	
UNITED DOMINIONS TRUST LIMITED	B ord shs of £1	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	P ord shs of £1	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	pref shares 50p	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	R ord shs £1	100.00	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	A cum ordinary	26.19	
LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	cum red pref shs	0.00	
V.A.G FINANCE LIMITED			
VOCs FINANCE LIMITED			
VOCs FINANCE LIMITED			
WHITLEY WILLOWS LIMITED			
WHITLEY WILLOWS LIMITED			
WHITLEY WILLOWS LIMITED			
WIMPY RESTAURANTS GROUP LIMITED			
WIMPY RESTAURANTS GROUP LIMITED			