

BLUEPRINT

OneWorld

000593/30

363a

Please complete in typescript,
or in bold black capitals.

Annual Return

CHFP010

Company Number | 2065

Company Name in full | LLOYDS TSB BANK plc

Date of this return

The information in this return is made up
to

Day		Month		Year			
0	9	0	5	2	0	0	6

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.

| 25 GRESHAM STREET

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

Post town | LONDON

County / Region |

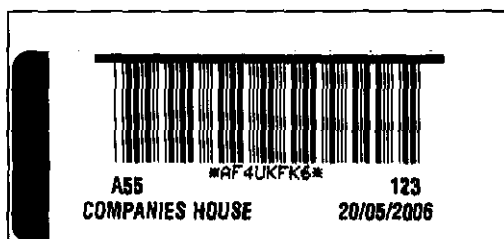
UK Postcode | EC2V 7HN

Principal business activities

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

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

| BANKING AND FINANCIAL SERVICES



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 235 Edinburgh

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 where it is kept.

N/A

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

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

Forename(s)

ALASTAIR JOHN

Surname

MICHIE

Address ††

14 MARLYNS CLOSE, BURPHAM

Post town

GUILDFORD

County / Region

SURREY

UK Postcode

GU4 7LR

Country

†† Tick this 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.

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

Directors

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

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

†† Tick this 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.

Name

* Style / Title

Dr

Day Month Year

Date of birth

1 3 1 0 1 9 4 2

Forename(s)

WOLFGANG CHRISTIAN GEORG

Surname

BERNDT

X

Address ††

25 GRESHAM STREET

Post town

LONDON

County / Region

UK Postcode

EC2V 7HN

Country

Nationality

Austrian

Business occupation

DIRECTOR

* Voluntary details.

Name

* Style / Title

SIR

Day Month Year

Date of birth

0 9 1 1 1 9 4 2

Forename(s)

MAURICE VICTOR

Surname

BLANK

X

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

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Name	* Style / Title	Mr	
		Day	Month
		Year	
	Date of birth	2	3
		0	3
		1	9
		4	2
	Forename(s)	EWAN	
	Surname	BROWN	
☐	Address ††	48 QUEEN STREET	
	Post town	EDINBURGH	
	County / Region	MIDLOTHIAN	UK Postcode
			EH2 3NR
	Country		Nationality
			British
	Business occupation	DIRECTOR	

* Voluntary details.

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

†† Tick this 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.

Name	* Style / Title	Mr	
		Day	Month
		Year	
	Date of birth	1	4
		0	8
		1	9
		5	1
	Forename(s)	JOHN ERIC	
	Surname	DANIELS	
☒	Address ††	25 GRESHAM STREET	
	Post town	LONDON	
	County / Region		UK Postcode
			EC2V 7HN
	Country		Nationality
			AMERICAN
	Business occupation	DIRECTOR	

Directors

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

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Name

* Style / Title

MS

Day Month Year

Date of birth

3 0 1 0 1 9 4 9

Forename(s)

TERESA ARLENE

Surname

DIAL

☒

Address ††

25 GRESHAM STREET

Post town

LONDON

County / Region

UK Postcode

EC2V 7HN

Country

Nationality

American

Business occupation

DIRECTOR

* Voluntary details.

Name

* Style / Title

Mr

Day Month Year

Date of birth

2 2 0 1 1 9 5 4

Forename(s)

JAN PETRUS

Surname

DU PLESSIS

☒

Address ††

25 GRESHAM STREET

Post town

LONDON

County / Region

UK Postcode

EC2V 7HN

Country

Nationality

BRITISH/SOUTH
AFRICAN

Business occupation

DIRECTOR

Directors

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

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Name	* Style / Title	Mr	
		Day	Month
		Year	
	Date of birth	1	7
		0	6
		1	9
		4	8
	Forename(s)	MICHAEL EDWARD	
	Surname	FAIREY	
☐	Address ††	CHURCHFIELDS HOUSE, HITCHIN ROAD	
	Post town	CODICOTE	
	County / Region	HERTFORDSHIRE	UK Postcode
			SG4 8TH
	Country		Nationality
			British
	Business occupation	DIRECTOR	

* Voluntary details.

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

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Name	* Style / Title	Mr	
		Day	Month
		Year	
	Date of birth	0	7
		0	9
		1	9
		4	1
	Forename(s)	GAVIN JOHN NORMAN	
	Surname	GEMMELL	
☐	Address ††	14 MIDMAR GARDENS	
	Post town	EDINBURGH	
	County / Region	MIDLOTHIAN	UK Postcode
			EH10 6DZ
	Country		Nationality
			British
	Business occupation	DIRECTOR	

Directors

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

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

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Name

* Style / Title

Sir

Day Month Year

Date of birth

1 4 1 2 1 9 4 8

Forename(s)

JULIAN MICHAEL

Surname

HORN-SMITH

X

Address ††

25 GRESHAM STREET

Post town

LONDON

County / Region

UK Postcode EC2V 7HN

Country

Nationality British

Business occupation

DIRECTOR

* Voluntary details.

Name

* Style / Title

Dr

Day Month Year

Date of birth

1 4 0 4 1 9 4 9

Forename(s)

DEANNE SHIRLEY

Surname

JULIUS

Address ††

TANGLEWOOD, COBHAM ROAD, FETCHAM

Post town

LEATHERHEAD

County / Region

SURREY

UK Postcode KT22 9SJ

Country

Nationality AMERICAN/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

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

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Name * Style / Title Mr

Day Month Year
Date of birth 1 6 0 6 1 9 5 2

Forename(s) ARCHIBALD GERARD

Surname KANE

☐ 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

* Voluntary details.

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

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Name * Style / Title Mrs

Day Month Year
Date of birth 3 1 1 0 1 9 5 0

Forename(s) ANGELA ANN

Surname KNIGHT

☒ 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

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

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Name

* Style / Title

Day Month Year
Date of birth 2 0 1 0 1 9 4 7

Forename(s) LORD (ALEXANDER PARK)

Surname LEITCH

☒

Address †† 25 GRESHAM STREET

Post town LONDON

County / Region UK Postcode EC2V 7HN

Country Nationality BRITISH

Business occupation DIRECTOR

* Voluntary details.

Name

* Style / Title

Day Month Year
Date of birth 1 5 0 5 1 9 5 0

Forename(s) GEORGE TRUETT

Surname TATE

☒

Address †† 25 GRESHAM STREET

Post town LONDON

County / Region UK Postcode EC2V 7HN

Country Nationality AMERICAN

Business occupation DIRECTOR

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

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Directors

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

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

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Name

* Style / Title

Mr

Day Month Year

Date of birth

1 9 0 4 1 9 4 2

Forename(s)

MAARTEN ALBERT

Surname

VAN DEN BERGH

☒

Address ††

SHELL CENTRE

Post town

LONDON

County / Region

UK Postcode

SE1 7NA

Country

Nationality

Dutch

Business occupation

CHAIRMAN

* Voluntary details.

Name

* Style / Title

Mrs

Day Month Year

Date of birth

1 7 0 8 1 9 6 2

Forename(s)

HELEN ALISON

Surname

WEIR

☒

Address ††

25 GRESHAM STREET

Post town

LONDON

County / Region

UK Postcode

EC2V 7HN

Country

Nationality

British

Business occupation

DIRECTOR

Issued 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)
6% non-cumulative redeemable preference	100	£100.00
Ordinary	1,541,680,932	£1,541,680,932.00
Totals	1,541,681,032	1,541,681,032.00

List of past and present shareholders

(use attached schedule where appropriate)

A full list is required if one was not included with either of the last two returns.

There were no changes in the period

☒

on paper

in another format

A list of changes is enclosed

☐☐

A full list of shareholders is enclosed

☒☐**Certificate**

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

Signed



Date

19.5.06

† 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**.

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

2

continuation sheets.

(enter number)

ALASTAIR MICHIE, 25 GRESHAM STREET, LONDON, EC2V 7HN

Tel

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DX number

DX exchange

List of past and present shareholders

Schedule to form 363a

CHFP010

Company Number | 2065

Company Name in full | LLOYDS TSB BANK plc

- 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 the incorporation;
 - Every third annual return after a full list has been provided
- List the company shareholders in alphabetical order or provide an index
- List joint shareholders consecutively

Shareholders' details	Shares or amount of stock transferred (if appropriate)		
	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred	Date of registration of transfer
Name LLOYDS TSB GROUP plc Address HENRY DUNCAN HOUSE, 120 GEORGE STREET, EDINBURGH, MIDLOTHIAN UK postcode EH2 4LH	£1.00 6% non-cumulative redeemable preference Shares Held 100		
Name Address UK postcode			
Name Address UK postcode			

List of past and present shareholders

Schedule to form 363a

CHFP010

Company Number | 2065

Company Name in full | LLOYDS TSB BANK plc

- > 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 the incorporation;
 - Every third annual return after a full list has been provided
- > List the company shareholders in alphabetical order or provide an index
- > List joint shareholders consecutively

Shareholders' details	Shares or amount of stock transferred (if appropriate)		
	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred	Date of registration of transfer
Name TSB GROUP NOMINEES LIMITED Address 25 GRESHAM STREET, LONDON UK postcode EC2V 7HN	£1.00 Ordinary Shares Held 1		
Name BARROW, PLATT & COMPANY LIMITED Address 25 GRESHAM STREET, LONDON UK postcode EC2V 7HN	£1.00 Ordinary Shares Held 1		
Name LLOYDS TSB GROUP plc Address HENRY DUNCAN HOUSE, 120 GEORGE STREET, EDINBURGH, MIDLOTHIAN UK postcode EH2 4LH	£1.00 Ordinary Shares Held 1,541,680,930		

Companies Act 1985 - Schedule 5

LLOYDS TSB BANK plc - List of subsidiary and other companies

Company Name		Country of Incorporation	Class of Share	% of class of shares held by the parent company	% of class of shares held by the group (if different from the parent company)	Notes
Tier	Level					
1	2	3	4	5	6	7
8	9	10				
1	LLOYDS TSB BANK plc	England				
2	ABBEY LIFE CONSTRUCTION LIMITED	England	£1.00 Ordinary shares	100.000		
2	ABL REALISATIONS LIMITED (IN LIQ)	England	£1.00 Ordinary shares	30.000		
2	AMBERDATE LIMITED	England	£1.00 Ordinary shares	100.000		
			£1.00 Preference shares	100.000		
3	HILL SAMUEL LIFE ASSURANCE LIMITED	England	£1.00 1% Non Cum Deferred £1 shares	100.000		
			£1.00 10% Non Cum Participating & Pref £1 Shs shares	100.000		
			£1.00 5% Non Cum Redeemable Part & Pref £1 Shs shares	100.000		
			£1.00 7% Non Cum Redeemable Pref £1 shares	100.000		
			£0.10 Ordinary shares	100.000		
3	KINFORD LIMITED	England	£1.00 Ordinary shares	100.000		
3	RETAIL REVIVAL (BURGESS HILL) INVESTMENTS LIMITED	England	£1.00 Ordinary shares	100.000		
3	RETAIL REVIVAL (STRATFORD) INVESTMENTS LIMITED	England	£1.00 Ordinary shares	100.000		
3	RETAIL REVIVAL (TROWBRIDGE) INVESTMENTS LIMITED	England	£1.00 Ordinary shares	100.000		
3	TARGET INVESTMENT HOLDINGS LIMITED	England	£1.00 1% Non Cum Deferred £1 shares	100.000		
			£1.00 10% Non Cum Participating & Pref £1 Shs shares	100.000		
			£0.10 Ordinary shares	100.000		
			£1.00 Ordinary shares	100.000		
			£1.00 Ordinary shares	100.000		
			£1.00 Ordinary shares	100.000		
			£ Ordinary shares	100.000		
			£1.00 Ordinary shares	100.000		
			£1.00 Ordinary shares	100.000		
			£1.00 B Ordinary shares	97.849	100.000	
			£1.00 Ordinary shares	100.000		
			£1.00 Ordinary shares	100.000		
			£1.00 Ordinary shares	100.000		
			£1.00 Ordinary shares	100.000		
			£1.00 Ordinary shares	100.000		
			£ Sf shares	100.000		
3	TSB MORTGAGES LIMITED	England				
3	VALKYRIE MOTOR HOLDINGS LIMITED	England				
2	BARROW, PLATT & COMPANY LIMITED	England				
2	BAX' FINANCE B.V.	Netherlands				
2	BIRMINGHAM TECHNOLOGY LIMITED	England				
2	BLACK HORSE PROPERTY SERVICES LIMITED	England				
2	BOLTRO NOMINEES LIMITED	England				
2	C. WINTHER & CO., LIMITED	England				
2	CARDNET MERCHANT SERVICES LIMITED #	England				
2	CASHPOINT LIMITED	England				
2	COX & CO.	England				
2	COX'S & KING'S FINANCIAL SERVICES LIMITED	England				
2	CREATE SERVICES LIMITED	England				
2	DOVER INVESTMENTS LIMITED	Jersey				
2	ETABLISSEMENT PRO FIDE	Liechtenstein				

= Company is multi-owned within group

09/05/2006

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	EXCLUSIVE FINANCE NO. 1 LIMITED		England	£1.00 A Ordinary shares	100,000				
2	GARALA LIMITED		England	£1.00 Ordinary shares	100,000				
2	GFTWO LIMITED		England	£0.50 Ordinary shares	100,000				
3	GF ONE LIMITED		England	£1.00 'B' Ordinary shares	100,000				
2	GORING NOMINEES LIMITED		England	£1.00 Ordinary shares	100,000				
2	HIGH STREET MARKETING SERVICES S.A.		Argentina	£1.00 Ordinary shares	100,000				
				ARA0.01 Arg\$0.0001 (Argentinian Dollars) shares	100,000				
2	HILL SAMUEL BANK LIMITED		England	£1.00 Ordinary shares	100,000				
2	HILL SAMUEL ESOP TRUSTEES LIMITED		England	£1.00 Ordinary shares	100,000				
2	HILL SAMUEL FINANCE (No 10) LIMITED		England	£1.00 Ordinary shares	100,000				
2	HILL SAMUEL FINANCE (No 12) LIMITED		England	£1.00 Ordinary shares	100,000				
2	HILL SAMUEL FINANCE (No 21) LIMITED		England	£1.00 Ordinary shares	100,000				
2	HILL SAMUEL FINANCE (No 3) LIMITED		England	£1.00 Ordinary shares	100,000				
2	HILL SAMUEL INSURANCE & SHIPPING HOLDINGS LIMITED		England	£1.00 Ordinary shares	100,000				
3	L. HAMMOND & CO. (HOLDINGS) LIMITED		England	£0.25 Ordinary shares	100,000				
2	HILL SAMUEL INTERNATIONAL LIMITED		England	£1.00 Ordinary shares	100,000				
3	HILL SAMUEL OVERSEAS HOLDINGS LIMITED		England	£1.00 Ordinary shares	100,000				
2	HILL SAMUEL INVESTMENTS LIMITED		England	£1.00 Ordinary shares	100,000				
2	HILL SAMUEL LEASING CO. LIMITED		England	£1.00 Ordinary shares	100,000				
3	LLOYDS TSB FILM DISTRIBUTION COMPANY		England	£1.00 A Preference shares	100,000				
				£1.00 Ordinary shares	100,000				
2	IAI INTERNATIONAL LIMITED		England	£1.00 Ordinary shares	100,000				
2	L R NOMINEES LIMITED		England	£1.00 Ordinary shares	100,000				
2	LBI FINANZ ANSTALT		Liechtenstein	DEM Dm (Deutsche Marks) shares	100,000				Liechtenstein foundation
2	LBI HOLDINGS GmbH		Germany	ESP10,000.00 Issued shares	100,000				
2	LLOYDESA CORREDURIA DE SEGUROS (GRUPO LLOYDS TSB BANK)		Spain						
2	LLOYDS (SEA) LIMITED		Singapore	SGD1.00 Ordinary S\$1 shares	100,000				
3	LIMBSEA NOMINEES PTE LIMITED		Singapore	SGD1.00 Ordinary shares	100,000				
2	LLOYDS AMERICA SECURITIES CORPORATION		United States	£ No Par Value shares	100,000				
2	LLOYDS BANK (AGENCY) NOMINEES LIMITED		England	£1.00 Ordinary shares	100,000				
2	LLOYDS BANK (BELGIUM) S.A. (IN LIQUIDATION)		Belgium	€24,7894 Ordinary shares	100,000				
2	LLOYDS BANK (BLSA)		England	£1.00 Ordinary shares	100,000				
2	LLOYDS BANK (BRANCHES) NOMINEES LIMITED		England	£1.00 Ordinary shares	100,000				
2	LLOYDS BANK (COLONIAL & FOREIGN) NOMINEES LIMITED		England	£1.00 Ordinary shares	100,000				
2	LLOYDS BANK (I.D.) NOMINEES LIMITED		England	£1.00 Ordinary shares	100,000				
2	LLOYDS BANK (PEP NOMINEES) LIMITED		England	£1.00 Ordinary shares	100,000				
2	LLOYDS BANK (PICCADILLY) NOMINEES LIMITED		England	£1.00 Ordinary shares	100,000				
2	LLOYDS BANK (STOCK EXCHANGE BRANCH) NOMINEES LIMITED		England	£1.00 Ordinary shares	100,000				
2	LLOYDS BANK FACTORS LIMITED		England	£1.00 Ordinary shares	100,000				
2	LLOYDS BANK FINANCIAL SERVICES (HOLDINGS) LIMITED		England	£1.00 Ordinary shares	100,000				
3	CHELTENHAM & GLOUCESTER plc #		England	£1.00 B preference shares	0,000	100,000			

= Company is multi-owned within group

09/05/2006

Company Name										Country of Incorporation	Class of Share	% of class of shares held by the parent company	% of class of shares held by the group (if different from the parent company)	Notes
Tier Levels														
1	2	3	4	5	6	7	8	9	10					
4										C & G CHANNEL ISLANDS LIMITED	Guernsey	£1.00 Ordinary shares	100,000	
4										C & G FINANCIAL SERVICES LIMITED	England	£1.00 Preference shares	0,000	100,000
4										C & G HOMES LIMITED	England	£1.00 Ordinary shares	100,000	
4										C&G ESTATE AGENTS LIMITED	England	£1.00 Ordinary shares	100,000	
4										C&G PROPERTY HOLDINGS LIMITED	England	£1.00 Ordinary shares	100,000	
4										CENTRAL MORTGAGE FINANCE LIMITED	England	£1.00 Ordinary shares	100,000	
4										LLOYDS TSB MORTGAGES LIMITED	England	£1.00 Ordinary shares	100,000	
3										CHESHIRE FUNDING MANAGEMENT LLC	United States	£1.00 Class A Common Interests shares	100,000	
												£1.00 Class B Common Interests shares	100,000	
4										CHESHIRE FUNDING LLC	United States	£1.00 Common Interests shares	100,000	
3										CHESHIRE HOLDINGS (AMERICA) LLC #	United States	£1.00 Common Interests shares	0,000	100,000
3										CHESHIRE HOLDINGS EUROPE LIMITED	Jersey	US\$1.00 Ordinary shares	100,000	
												US\$0.01 Redeemable shares	100,000	
3										COLEMAN STAFFORDSHIRE FUNDING LIMITED	England	£1.00 Ordinary shares	100,000	
4										COLEMAN STAFFORDSHIRE INVESTMENTS LIMITED	England	£1.00 Ordinary shares	100,000	
3										EASTCHEAP FUNDING LIMITED	England	£1.00 Ordinary shares	100,000	
												US\$1.00 (Us Dollar) shares	100,000	
4										EASTCHEAP INVESTMENTS (CAYMAN) LIMITED	Cayman Islands	US\$0.01 (Us Dollar) shares	100,000	
3										FARYNER'S HOUSE FUNDING LIMITED	Cayman Islands	£0.01 Irredeemable preference - A shares	100,000	
												£0.01 Ordinary shares	100,000	
4										FARYNER'S HOUSE INVESTMENTS LIMITED #	Cayman Islands	£1.00 Ordinary-A shares	100,000	
												£1.00 Ordinary-B shares	0,000	100,000
3										LLOYDS LIMITED CAPITAL LLC	Delaware	US\$1.00 Common shares	100,000	
3										LLOYDS TSB FINANCE INVESTMENTS (CAYMAN) LIMITED	Cayman Islands	£1.00 A Ordinary shares	100,000	
												£1.00 B Ordinary shares	100,000	
												£1.00 Preference shares	100,000	
3										LLOYDS TSB GATWICKSTRAAT (NO.1) B.V.	Netherlands	€250.00 B ordinary shares	100,000	
												€250.00 Ordinary shares	100,000	
3										LOVAT FUNDING (HOLDINGS) LIMITED	England	£0.01 Ordinary shares	100,000	
4										LOVAT FUNDING (CAYMAN) LIMITED	Cayman Islands	US\$1.00 (Us Dollar) shares	100,000	
5										LOVAT INVESTMENTS (CAYMAN) LIMITED	Cayman Islands	US\$1.00 (Us Dollar) shares	57,619	
3										PORTLAND FUNDING LIMITED	England	£1.00 Ordinary shares	100,000	
3										VINTRY HOLDINGS (UK) LIMITED	England	£0.01 Ordinary shares	100,000	
4										VINTRY FUNDING (CAYMAN) LIMITED	Cayman Islands	US\$1.00 (Us Dollar) shares	100,000	
5										VINTRY INVESTMENTS (CAYMAN) LIMITED	Cayman Islands	US\$1.00 A Ordinary shares	100,000	
2										LLOYDS BANK FUTURES LIMITED	England	£1.00 Ordinary shares	100,000	
2										LLOYDS BANK INTERNATIONAL LIMITED	England	£1.00 Ordinary shares	100,000	
2										LLOYDS BANK LIMITED	England	£1.00 Ordinary shares	100,000	

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09/05/2006

Company Name										Country of Incorporation	Class of Share	% of class of shares held by the parent company	% of class of shares held by the group (if different from the parent company)	Notes	
Tier Levels															
1	2	3	4	5	6	7	8	9	10						
2	LLOYDS BANK SUBSIDIARIES LIMITED										England	£1.00 Ordinary shares £1.00 Preference A (linked) shares £1.00 Preference A (non-linked) shares	100,000 100,000 100,000		
3	BLUE & GREEN S.A.										Uruguay	£1.00 Preference B shares £1.00 Preference D shares £1.00 Preference E shares UYP1.00 Uyu \$1 Each (Uruguayan Pesos) shares	100,000 100,000 100,000 100,000		
3	CASTLE BAYNARD FUNDING LIMITED										England	£1.00 Non Voting Pref shares £1.00 Ord shares	100,000 100,000		
3	COLEMAN STAFFORDSHIRE OFFSHORE FUNDING NO.1 LIMITED										Cayman Islands	KYD1.00 Ordinary shares	100,000		
4	COLEMAN STAFFORDSHIRE OFFSHORE INVESTMENTS NO.1 LIMITED										Cayman Islands	KYD0.001 Redeemable shares KYD1.00 Ordinary shares	100,000 100,000		
3	DENHAM FUNDING LIMITED										England	KYD0.001 Redeemable shares £1.00 Irredeemable Preference shares	100,000 100,000		
3	GOLDBOND LIMITED										Hong Kong	£1.00 Ordinary shares £1.00 Ordinary shares US\$1.00 Ordinary shares	100,000 100,000 100,000		
4	CENTRAL CROWN INVESTMENTS LIMITED										Hong Kong	£1.00 Ordinary shares HKD1.00 Ordinary shares	100,000 100,000		
4	OCEAN BEST INVESTMENTS LIMITED										Hong Kong	£1.00 Ordinary shares HKD1.00 Ordinary shares	100,000 100,000		
4	PACIFIC PERFECT INVESTMENTS LIMITED										Hong Kong	£1.00 Ordinary shares HKD1.00 Ordinary shares	100,000 100,000		
4	SHELDWICH LIMITED										Hong Kong	HKD1.00 Ordinary shares £1.00 Ordinary shares	100,000 100,000		
4	WICKHAM INVESTMENTS LIMITED										Hong Kong	HKD1.00 Ordinary shares £1.00 Ordinary shares	100,000 100,000		
3	GOUDA LLC										United States	HKD1.00 Ordinary shares	100,000		
4	PLENARY INVESTMENTS LIMITED										Cayman Islands	£1.00 Ordinary-A shares £1.00 Ordinary-B shares	100,000 100,000		
3	HILL SAMUEL (USA), INC.										United States	US\$10.00 Us\$10 Each (Us Dollars) shares	100,000		
4	HILL SAMUEL, INC.										United States	US\$100.00 (Us Dollar) shares	100,000		
3	HILL SAMUEL INTERNATIONAL HOLDINGS LIMITED										England	£1.00 A Ordinary shares £1.00 B Ordinary shares	100,000 100,000		
4	MALVINA INVESTMENTS BV										Netherlands	ANG1,000.00 Nlg 1,000 Ord A (Dutch Gilders) shares ANG1,000.00 Nlg 1,000 Pref C (Dutch Gilders) shares	100,000 100,000		

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09/05/2006

Company Name										Notes			
Tier Levels													
1	2	3	4	5	6	7	8	9	10				
3	HORSHAM INVESTMENTS LIMITED									Country of Incorporation Cayman Islands	Class of Share £1.00 Fixed rate cumulative preference shares	% of class of shares held by the parent company 100.000	Notes
3	LANGBOURN INVESTMENTS LIMITED									Guernsey	£1.00 Ordinary shares £1.00 Ordinary shares £1.00 Redeemable Preference shares	100.000 100.000 100.000	
3	LBI HOLDINGS (NETHERLANDS) B.V. LIME STREET (FUNDING) LIMITED									Netherlands England	€22.69 Ordinary shares £1.00 Ord £1 shares	100.000 100.000	
3	LLOYDS TSB BANK INSURANCE COMPANY LIMITED									Guernsey	£1.00 Ord Red Shs £1 shares	100.000	
3	LLOYDS TSB GLOBAL SERVICES PRIVATE LIMITED									India	INR Ordinary Of 10 Rupee shares	100.000	
3	LLOYDS TSB MALAYSIA LIMITED									Malaysia	£1.00 Ordinary shares	100.000	
3	LLOYDS TSB MERCHANT BANK LIMITED									Singapore	SGD1.00 Ordinary Sg\$ 1 (Singapore Dollars) shares	100.000	
4	HILL SAMUEL NOMINEES ASIA PRIVATE LIMITED									Singapore	SGD1.00 Preferred Ord Sg\$1 (Singapore Dollars) shares	100.000	
3	LLOYDS TSB OFFSHORE HOLDINGS LIMITED									Jersey	SGD1.00 Ordinary shares	100.000	
4	BLACK HORSE OFFSHORE LIMITED									Jersey	£1.00 Ordinary shares	100.000	
4	HILL SAMUEL OFFSHORE TRUST COMPANY LIMITED									Jersey	£1.00 Ordinary shares	100.000	
5	HILL SAMUEL (GUERNSEY) MANAGEMENT LIMITED									Guernsey	£1.00 Ordinary shares	100.000	
5	HILL SAMUEL (GUERNSEY) SERVICES LIMITED									Guernsey	£1.00 Ordinary shares	100.000	
5	HILL SAMUEL (JERSEY) SERVICES LIMITED									Jersey	£1.00 Ordinary shares	100.000	
5	HILL SAMUEL OFFSHORE SECRETARIES LIMITED									Jersey	£1.00 Ordinary shares	100.000	
5	HILL SAMUEL OFFSHORE TRUST COMPANY (BVI) LIMITED									Virgin Islands, British	US\$1.00 (Us Dollar) shares	100.000	
4	LLOYDS TSB CAPTIVE HOLDINGS LIMITED									Jersey	£1.00 Ordinary shares	100.000	
4	LLOYDS TSB NO.1 (IOM) LIMITED									Isle of Man	£1.00 Ordinary shares	100.000	
4	LLOYDS TSB OFFSHORE CORPORATE SERVICES LIMITED									Jersey	£1.00 Ordinary shares	100.000	
4	LLOYDS TSB OFFSHORE FUND MANAGERS LIMITED									Jersey	£1.00 Ordinary shares	100.000	
5	LLOYDS TSB NOMINEES (GUERNSEY) LIMITED									Guernsey	£1.00 Ordinary shares	100.000	
4	LLOYDS TSB OFFSHORE LIMITED									Jersey	£1.00 Ordinary shares	100.000	
5	LLOYDS TSB OFFSHORE PRIVATE CLIENTS LIMITED									Jersey	£1.00 Ordinary shares	100.000	
5	NOMINEES (JERSEY) LIMITED									Jersey	£1.00 Ordinary shares	100.000	
4	LLOYDS TSB OFFSHORE PAYING AGENTS (HK) LIMITED									Hong Kong	HKD1.00 Ordinary shares	100.000	
3	LLOYDS TSB PACIFIC LIMITED									Hong Kong	HKD1.00 Ordinary Of Hk\$ 1 shares	100.000	
4	HILL SAMUEL INTERNATIONAL PROPERTY SERVICES LIMITED									Hong Kong	HKD1.00 Ordinary shares	100.000	

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09/05/2006

Company Name		Country of Incorporation	Class of Share	% of class of shares held		Notes
Tier Levels				by the parent company	% of class of shares held by the group (if different from the parent company)	
1	2	3	4	5	6	7
8	9	10				
5	HILL SAMUEL INTERNATIONAL PROPERTY SERVICES PTE LIMITED	Singapore	SGD1.00 Ordinary shares	100,000		
4	LLOYDS (BVI) NOMINEES LIMITED	Virgin Islands, British	USD1.00 Ordinary shares	100,000		
4	LLOYDS FAR EAST (BVI) LIMITED	Virgin Islands, British	USD1.00 Ordinary shares	100,000		
3	LLOYDS TSB REPRESENTAÇÕES LTDA #	Brazil	BRL1.00 Ordinary rials of \$1 shares	100,000		
4	LLOYDS FOMENTO COMERCIAL LTDA	Brazil	BRL1.00 Ordinary rials of \$1 shares	100,000		
3	LTSB REPRESENTACIONES (URUGUAY) SA	Uruguay	UYP1.00 Ordinary shares	100,000		
3	SOCIEDAD INVERSIONISTA ANGLO COLOMBIANO S.A. #	Colombia	£0.10 Of Cop 10 (Columbian Pesetas) shares	94,345	99,989	
4	BRITISH BANK OF LATIN AMERICA LIMITED	Bahamas	US\$10.00 Usd 10.00 shares	100,000		
3	TSB (USA) INC.	United States	US\$1.00 (Us Dollar) shares	100,000		
4	IAI HOLDINGS INC.	United States	US\$ \$1000 Par Value Cum 9%	100,000		
5	IAI VENTURES, INC.	United States	Preferred Stock shares	100,000		
5	INVESTMENT ADVISERS, INC.	United States	US\$10.00 Us\$10 Each (Us Dollars) shares	100,000		
2	LLOYDS BANK TRUST COMPANY (INTERNATIONAL) LIMITED	England	US\$ \$1000 Par Value Cum 9% Preferred Stock shares	100,000		
2	LLOYDS BANK TRUSTEES LIMITED	England	£1.00 Ordinary shares	100,000		
2	LLOYDS COMMERCIAL PROPERTIES LIMITED	England	£1.00 Ordinary shares	100,000		
3	LLOYDS COMMERCIAL PROPERTY DEVELOPMENTS LIMITED	England	£1.00 Ordinary shares	100,000		
3	LLOYDS COMMERCIAL PROPERTY INVESTMENTS LIMITED	England	£1.00 Ordinary shares	100,000		
3	LLOYDS PROJECT CONSTRUCTION COMPANY LIMITED	England	£1.00 Ordinary shares	100,000		
3	TARGET CORPORATE SERVICES LIMITED	England	£1.00 Ordinary shares	100,000		
4	H.S.I.S. SERVICES LIMITED	England	£1.00 Ordinary shares	100,000		
2	LLOYDS FINANCIAL SERVICES LIMITED	England	£1.00 Ordinary shares	100,000		
2	LLOYDS INVESTMENT ESPANA, SOC. GESTORA DE INST. DE INV. COLECTIVA, SA	Spain	ESP1,000,000.00 Of Esp 100,000 (Spanish Pesetas) shares	100,000		
2	LLOYDS PREMISES INVESTMENTS LIMITED	England	£1.00 Ordinary shares	100,000		
2	LLOYDS PROPERTY INVESTMENT COMPANY NO.4 LIMITED	England	£1.00 Ordinary shares	100,000		
2	LLOYDS SOUTH EAST ASIA LIMITED (IN LIQUIDATION)	UNKNOWN	SGD1.00 Of S\$1 (Singapore Dollars) shares	100,000		
2	LLOYDS TRADE & PROJECT FINANCE LIMITED	England	£1.00 Ordinary shares	100,000		
2	LLOYDS TSB (GENERAL PARTNER) LIMITED	Jersey	£1.00 Ordinary shares	100,000		
2	LLOYDS TSB ASSET FINANCE DIVISION LIMITED	England	£0.20 Ordinary shares	100,000		
3	ACL AUTOLEASE HOLDINGS LIMITED	England	£1.00 Ordinary shares	100,000		
4	AN VEHICLE FINANCE LIMITED	England	£1.00 Ordinary shares	100,000		
4	LLOYDS TSB AUTOLEASE LIMITED #	England	£1.00 Ordinary shares	100,000		
4	LLOYDS TSB CARSELECT LIMITED	England	£1.00 Ordinary shares	100,000		

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09/05/2006

Company Name		Country of Incorporation	Class of Share	% of class of shares held by the parent company	% of class of shares held by the group (if different from the parent company)	Notes			
Tier Levels									
1	2	3	4	5	6	7	8	9	10
3	BLACK HORSE FINANCE HOLDINGS LIMITED		England	£1.00 A Ordinary shares	100,000				
4	CARLEASE LIMITED		England	£1.00 B Ordinary shares	100,000				
4	L & S FINANCE LIMITED		Scotland	£1.00 Ordinary shares	100,000				
4	LLOYDS UDT ASSET LEASING LIMITED		England	£1.00 Ordinary shares	100,000				
4	LLOYDS UDT ASSET RENTALS LIMITED		England	£1.00 Ordinary shares	100,000				
4	LLOYDS UDT BUSINESS DEVELOPMENT LIMITED		England	£1.00 Ordinary shares	100,000				
4	LLOYDS UDT BUSINESS EQUIPMENT LIMITED		England	£1.00 Ordinary shares	100,000				
4	LLOYDS UDT HIRING LIMITED		England	£1.00 Ordinary shares	100,000				
4	LLOYDS UDT LEASING LIMITED		England	£1.00 Ordinary shares	100,000				
4	LLOYDS UDT LIMITED		England	£1.00 Ordinary shares	100,000				
5	BOWMAKER CREDIT LIMITED (IN LIQUIDATION)		England	£0.25 Ordinary shares	100,000				
5	CALEDONIAN EQUIPMENT RENTALS LIMITED (IN LIQUIDATION)		Scotland	£1.00 Deferred shares	100,000				
5	LLOYDS TSB MONTRACON LIMITED		England	£0.01 Ordinary shares	100,000				
5	LLOYDS UDT ASSURANCE LIMITED (IN LIQUIDATION)		Scotland	£1.00 A Ordinary shares	100,000				
5	LLOYDS UDT BUSINESS LEASING LIMITED (IN LIQUIDATION)		England	£1.00 Ordinary shares	100,000				
5	LLOYDS UDT CONTRACTS LIMITED (IN LIQUIDATION)		England	£1.00 Ordinary shares	100,000				
5	LLOYDS UDT RENTALS LIMITED (IN LIQUIDATION)		Scotland	£1.00 Ordinary shares	100,000				
4	M.E.V.C. FINANCE LIMITED		England	£1.00 Ordinary shares	75,000				
5	B. C. H. LEASING LIMITED		England	£1.00 Ordinary shares	100,000				
5	B. C. H. RENTALS LIMITED		England	£1.00 Ordinary shares	100,000				
5	IFS CONTRACT HIRE LIMITED		England	£1.00 Ordinary shares	100,000				
6	RENTAL MANAGEMENT SERVICES LIMITED		England	£1.00 A Ordinary shares	100,000				
4	SCOTTISH BUSINESS FINANCE LIMITED		Scotland	£0.01 A Preference shares	100,000				
				£0.25 Ordinary shares	100,000				
4	UDT AUTOLEASE LIMITED		England	£1.00 Ordinary shares	100,000				
4	UDT BUDGET LEASING LIMITED		England	£1.00 Ordinary shares	100,000				
4	UDT LIMITED		England	£1.00 Ordinary shares	100,000				
4	UDT SALES FINANCE LIMITED		England	£1.00 Ordinary shares	100,000				
4	UNITED DOMINIONS LEASING LIMITED		England	£1.00 Ordinary shares	100,000				
4	UNITED DOMINIONS TRUST LIMITED		England	£1.00 Ordinary shares	100,000				
5	A G FINANCE LIMITED		England	£1.00 B Ordinary shares	100,000				
5	I M FINANCE LIMITED (IN LIQUIDATION)		England	£1.00 Ordinary shares	100,000				
5	MCL FINANCE LIMITED		England	£1.00 B Ordinary shares	100,000				
5	PRECISION LEASING LIMITED (IN LIQUIDATION)		England	£1.00 Ordinary shares	100,000				
5	PROTON FINANCE LIMITED		England	£1.00 B Ordinary shares	100,000				
5	SHOGUN FINANCE LIMITED		England	£1.00 B Ordinary shares	100,000				
5	UDT FINANCE LIMITED (IN LIQUIDATION)		England	£1.00 Ordinary shares	100,000				

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09/05/2006

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Tier Levels									
1	2	3	4	5	6	7	8	9	10
5	UNITED DOMINIONS TRUST (CARPLANT) LIMITED (IN LIQUIDATION)		Northern Ireland	£1.00 Ordinary shares	100,000				
5	VOCs FINANCE LIMITED		England	£1.00 B Ordinary shares	100,000				
3	BLACK HORSE FINANCE MANAGEMENT LIMITED		England	£1.00 Ordinary shares	100,000				
4	A.C.L. LIMITED		England	£1.00 Ordinary shares	100,000				
4	ABBEE LIFE EXECUTIVE MORTGAGES LIMITED		England	£1.00 Ordinary shares	100,000				
4	ABBEE LIFE FUNDING LIMITED		England	£1.00 Ordinary shares	100,000				
4	ABBEE LIFE HOME LOANS LIMITED		England	£1.00 Ordinary shares	100,000				
4	ACL AUTOLEASE LIMITED		England	£1.00 Ordinary shares	100,000				
4	AUTOCOVER LIMITED #		England	£1.00 Ordinary shares	100,000				
4	AUTOLEASE DIRECT LIMITED		England	£1.00 Ordinary shares	100,000				
4	AUTOLEASE FINANCE LIMITED		England	£0.10 Ordinary shares	100,000				
4	AUTOLEASE FLEETS LIMITED		England	£1.00 Ordinary shares	100,000				
4	AUTOLEASE HOLDINGS LIMITED		England	£1.00 Ordinary shares	100,000				
4	B. R. COTTRELL (WEMBLEY) LIMITED		England	£1.00 Ordinary shares	100,000				
4	BLACK HORSE CARAVAN FINANCE LIMITED		England	£1.00 Ordinary shares	100,000				
4	BLACK HORSE COMMERCIAL LIMITED		England	£1.00 Ordinary shares	100,000				
4	BLACK HORSE CREDIT LIMITED		England	£1.00 Ordinary shares	100,000				
4	BLACK HORSE FINANCE LIMITED		England	£1.00 Ordinary shares	100,000				
4	BLACK HORSE MOTOR FINANCE LIMITED		England	£1.00 A Ordinary shares	100,000				
				£1.00 B Ordinary shares	100,000				
4	BLACK HORSE MOTORCYCLE FINANCE LIMITED		England	£1.00 Ordinary shares	100,000				
4	BLACK HORSE PERSONAL FINANCE LIMITED		England	£1.00 Ordinary shares	100,000				
4	BLACK HORSE RETAIL FINANCE LIMITED		England	£1.00 Ordinary shares	100,000				
4	BLACK HORSE VEHICLE MANAGEMENT SERVICES LIMITED		England	£1.00 Ordinary shares	100,000				
4	BOWMAKER LIMITED		England	£1.00 Ordinary shares	100,000				
4	CAR OWNERSHIP FINANCE LIMITED		England	£1.00 Ordinary shares	100,000				
4	CARDIFF AUTOMOBILE RECEIVABLES SECURITISATION (UK) NO. 2 LIMITED		England	£1.00 Ordinary shares	100,000				
4	CARDIFF AUTOMOBILE RECEIVABLES SECURITISATION (UK) NO. 3 LIMITED		England	£1.00 Ordinary shares	100,000				
4	CARDIFF AUTOMOBILE RECEIVABLES SECURITISATION (UK) NO. 4 LIMITED		England	£1.00 7.5% Preference £1 shares	100,000				
4	CARDIFF AUTOMOBILE RECEIVABLES SECURITISATION (UK) NO. 4 LIMITED		England	£0.05 Ordinary shares	100,000				
4	CARS TRUSTEE (UK) NO.4 LIMITED		England	£0.05 Ordinary Deferred 5P shares	100,000				
4	CARSELECT LIMITED		England	Preference shares	100,000				
4	CEDAR HOLDINGS LIMITED		England	£1.00 9% Redeemable Cumulative	100,000				
4	CHARTERCARD LIMITED		England	Preference shares	100,000				
4	CHARTERED FINANCE LIMITED #		England	£0.05 Ordinary shares	100,000				
4	CHARTERED LEASING LIMITED		England	£1.00 Deferred shares	100,000				

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09/05/2006

Company Name		Country of Incorporation	Class of Share	% of class of shares held by the parent company	% of class of shares held by the group (if different from the parent company)	Notes
Tier	1 2 3 4 5 6 7 8 9 10					
4	CHARTERED TRUST (NOMINEES) LIMITED	England	£1.00 Ordinary shares	100.000		
4	CHARTERED TRUST GROUP LIMITED #	England	£1.00 Ordinary shares	100.000		
4	CHARTERED TRUST LIMITED	England	£1.00 Ordinary shares	100.000		
4	CHARTERED TRUST MARINE LIMITED	England	£1.00 Ordinary shares	100.000		
4	CTL LIMITED #	England	£0.10 Ordinary shares	100.000		
4	DEALER EMPLOYEE CAR SCHEME LIMITED	England	£1.00 Ordinary shares	100.000		
4	DERBY LODGE LIMITED	England	£1.00 Ordinary shares	100.000		
4	DRUMSHEUGH PROPERTY COMPANY LIMITED	Scotland	£1.00 Ordinary shares	100.000		
4	E.H.L.B. RENTALS LIMITED	England	£1.00 Ordinary shares	100.000		
4	ENTERPRISE CAR FINANCE LIMITED	England	£1.00 B Ordinary shares	100.000		
4	EURO LEASING LIMITED	England	£1.00 Ordinary shares	100.000		
4	FIRST SERVICE MANAGEMENT LIMITED	England	£1.00 Ordinary shares	100.000		
4	FLEET MANAGEMENT SERVICES LIMITED	England	£1.00 Ordinary shares	100.000		
4	GALAXY SPV LIMITED #	England	£1.00 A Ordinary shares	100.000		
			£1.00 B Ordinary shares	100.000		
4	HIGHWAY CONTRACT HIRE LIMITED	England	£1.00 Ordinary shares	100.000		
4	HIGHWAY VEHICLE LEASING LIMITED	England	£0.10 Ordinary shares	100.000		
			£0.10 Preference shares	100.000		
4	HIGHWAY VEHICLE MANAGEMENT LIMITED	England	£1.00 Ordinary shares	100.000		
4	IFS CONTRACT PURCHASE LIMITED	England	£1.00 Ordinary shares	100.000		
4	LLOYDS AND SCOTTISH TRUST LIMITED	England	£1.00 Ordinary shares	100.000		
4	LLOYDS BOWMAKER LEASING LIMITED	England	£1.00 Deferred shares	100.000		
			£0.01 Ordinary shares	100.000		
4	LLOYDS BOWMAKER LIMITED	England	£1.00 Ordinary shares	100.000		
4	LLOYDS TSB AUTOLEASE (CH) LIMITED	England	£1.00 Ordinary shares	100.000		
4	LLOYDS TSB AUTOLEASE (FMS) LIMITED	England	£0.10 Ordinary shares	100.000		
4	LLOYDS TSB AUTOLEASE (SHREWSBURY) LIMITED	England	£1.00 33.3% Convertible Participating Preferred Ordinary shares	100.000		
			£1.00 6.1% Cumulative Preference shares	100.000		
			£1.00 Ordinary shares	100.000		
4	LLOYDS TSB AUTOLEASE (VC) LIMITED	England	£1.00 Ordinary shares	100.000		
4	LLOYDS TSB AUTOLEASE (VH) LIMITED	England	£1.00 Ordinary shares	100.000		
4	LLOYDS TSB AUTOLEASE (VL) LIMITED	England	£1.00 Ordinary shares	100.000		
4	LLOYDS TSB MOTORENT LIMITED #	England	£1.00 Ordinary shares	100.000		
4	LLOYDS UDT (MARLOW) LIMITED	England	£1.00 Ordinary shares	100.000		
4	LLOYDS UDT EQUIPMENT LEASING LIMITED	England	£1.00 Ordinary shares	100.000		
4	MOTORENT (UK) LIMITED	England	£1.00 Ordinary shares	100.000		
4	NATIONWIDE COLLECTION SERVICES LIMITED	England	£1.00 Ordinary shares	100.000		
4	NIMBUS CORP (UK) LIMITED #	England	£1.00 Ordinary shares	100.000		
4	NIMBUS CORP LIMITED	England	£1.00 Ordinary shares	100.000		
4	NW MOTOR FINANCE LIMITED	England	£1.00 Ordinary shares	100.000		

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09/05/2006

Company Name										Country of Incorporation	Class of Share	% of class of shares held by the parent company	% of class of shares held by the group (if different from the parent company)	Notes
Tier Levels														
1	2	3	4	5	6	7	8	9	10					
5	THE DUTTON-FORSHAW TRUSTEE COMPANY LIMITED									England	£1.00 Ordinary shares	100.000		
2	LLOYDS TSB BAHAMAS (AMERICAS) LIMITED (IN LIQ)									Bahamas	US\$10.00 Us\$10 Each (Us Dollars) shares	100.000		
3	EQUUS LIMITED (IN LIQ)									Bahamas	US\$5.00 (Us Dollar) shares	100.000		
3	LLOYDS TSB BANK & TRUST (BAHAMAS) LIMITED (IN LIQ)									Bahamas	BSD600.00 Ordinary shares	100.000		
3	LLOYDTRU LIMITED (IN LIQ)									Bahamas	US\$5.00 (Us Dollar) shares	100.000		
3	LTSB NOMINEES LIMITED (IN LIQ)									Bahamas	US\$1.00 (Us Dollar) shares	100.000		
2	LLOYDS TSB BANK & TRUST (CAYMAN) LIMITED (IN LIQUIDATION)									Cayman Islands	KYD1.92 Shs Of C\$ 1.92 (Cayman Island Dollars) shares	100.000		
2	LLOYDS TSB BANK (GIBALTAR MANAGEMENT) LIMITED									Gibraltar	£1.00 Ordinary shares	100.000		
2	LLOYDS TSB BANK (GIBALTAR NOMINEES) LIMITED									Gibraltar	£1.00 Ordinary shares	100.000		
2	LLOYDS TSB BANK INSURANCE BROKERS LIMITED									England	£1.00 Ordinary shares	100.000		
2	LLOYDS TSB BANK TRUST CORPORATION (GIBALTAR) LIMITED									Gibraltar	£1.00 Ordinary shares	100.000		
2	LLOYDS TSB COMMERCIAL FINANCE LIMITED									England	£0.01 Ordinary shares	100.000		
3	ALEX LAWRIE FACTORS LIMITED									England	£1.00 Ordinary shares	100.000		
3	ALEX. LAWRIE RECEIVABLES FINANCING LIMITED									England	£1.00 Ordinary shares	100.000		
3	CHANCERY FACTORS LIMITED									England	£1.00 Ordinary shares	100.000		
3	EUROLEAD SERVICES HOLDINGS LIMITED									England	£1.00 Ordinary shares	100.000		
4	CASHFRIDAY LIMITED									England	£1.00 Ordinary shares	100.000		
3	LTSBCF LIMITED									England	£1.00 Ordinary shares	100.000		
2	LLOYDS TSB DEVELOPMENT CAPITAL LIMITED									England	£1.00 Ordinary shares	100.000		
2	A D CARE LIMITED									England	£0.10 Ordinary-A shares	90.000		
3	ADAMS CHILDRENSWEAR GROUP LIMITED									England	£0.01 Deferred shares	64.095		
3	ADVANTAGE CAPITAL 1 LP									England	£0.01 Ordinary-A shares	44.099		
3	AESICA PHARMACEUTICALS LIMITED									England	£1.00 Partners shares	58.707		
3	AGDC HOLDINGS LIMITED									England	£0.01 Ordinary-A shares	85.822		
3	AIRCLAIMSGROUP HOLDINGS LIMITED									England	£0.10 Ordinary-A shares	70.272		
3	ALAN DICK & COMPANY (HOLDINGS) LIMITED									England	£0.01 Ordinary-A shares	90.000		
3	AQUALUX PRODUCTS HOLDINGS LIMITED									England	£1.00 Preferred ordinary shares	90.000		
3	ASCENT INVESTMENTS LIMITED									England	£0.10 Ordinary-A shares	100.000		
3	AVIAR BIOVENTURES FUND II LIMITED									England	£0.01 A preferred ordinary shares	95.000		
3	B.E.S. CONSULTING HOLDINGS LIMITED									England	£1.00 Capital shares	23.419		
3	BELSIZE HOLDINGS LIMITED									England	£1.00 Ordinary-A shares	90.000		
3	BOND INDUSTRIES LIMITED									England	£1.00 Preferred ordinary shares	45.205		
3	BRITTON HOLDINGS LIMITED									England	£0.50 Ordinary shares	15.920		
3	CASPIAN MEDIA HOLDINGS LIMITED									England	£0.01 Preferred ordinary shares	95.000		
3	CHL 2005 LIMITED									England	£1.00 Preferred ordinary shares	100.000		
3	CHROME TIGER LIMITED									England	£0.10 Ordinary shares	10.530		
3										England	£0.10 Preferred Ordinary shares	95.000		
											£1.00 A ordinary shares	63.127		

= Company is multi-owned within group

09/05/2006

Company Name										Country of Incorporation	Class of Share	% of class of shares held by the parent company	% of class of shares held by the group (if different from the parent company)	Notes
Tier Levels														
1	2	3	4	5	6	7	8	9	10					
3										England	£0.01 A ordinary shares	40.000		
											£0.01 A preference shares	50.000		
											£0.01 B ordinary shares	39.999		
											£0.01 B preference shares	25.000		
											£0.0083 Preferred ordinary shares	95.000		
											£ Preferred ordinary shares	90.000		
											£1.00 Ordinary-A shares	100.000		
											£0.10 A ordinary shares	90.000		
											£1.00 Preferred ordinary shares	95.000		
											£1.00 Preferred ordinary shares	95.000		
											£1.00 Ordinary-A shares	90.000		
											£1.00 A ordinary shares	95.000		
											£1.00 Ordinary-A shares	86.425		
											£0.01 Preferred ordinary shares	95.000		
											£1.00 Preferred ordinary shares	87.654		
											£1.00 Preferred ordinary shares	95.000		
											£1.00 Ordinary shares	100.000		
											£1.00 Ordinary shares	100.000		
											£1.00 Ordinary shares	100.000		
											£1.00 Ordinary shares	100.000		
											£1.00 Ordinary shares	100.000		
											£1.00 Preference shares	0.000	100.000	
											£1.00 Ordinary shares	100.000		
											£1.00 Ordinary shares	100.000		
											£1.00 Ordinary shares	100.000		
											£1.00 Ordinary shares	100.000		
											£1.00 Ordinary shares	100.000		
											£1.00 A Ordinary shares	100.000		
											£1.00 B Ordinary shares	100.000		
											£1.00 C Ordinary shares	100.000		
											£1.00 Ordinary shares	100.000		
											£1.00 Ordinary shares	100.000		
											£1.00 Ordinary shares	100.000		
											£1.00 Ordinary-A shares	0.000		
											£1.00 Ordinary-A shares	0.000		
											£1.00 Ordinary shares	100.000		
											£1.00 Ordinary shares	100.000		
											£1.00 Ordinary shares	100.000		
											£1.00 Ordinary-A shares	0.000		
											£1.00 Ordinary-B shares	0.000		
											£1.00 Ordinary-B shares	0.000	100.000	
														A shares held by Lloyds TSB Group Pension Trust (No.1) Limited.
														B shares held by Lloyds TSB Group Pension Trust (No.2) Limited.

= Company is multi-owned within group

09/05/2006

Company Name
Tier Levels

1 2 3 4 5 6 7 8 9 10

Country of Incorporation
Class of Share
Notes
% of class of shares held by the parent company
% of class of shares held by the group (if different from the parent company)

3	LLOYDS BANK S.F. NOMINEES LIMITED	England	£1.00 Ordinary shares	100.000		
4	LLOYDS BANK WARDOUR STREET (JERSEY) LIMITED	Jersey	£1.00 Ordinary shares	100.000		
2	LLOYDS TSB GROUP TRUSTEE SERVICES LIMITED	England	£1.00 Ordinary shares	100.000		
2	LLOYDS TSB HEALTHCARE TRUSTEE LIMITED	England	£1.00 Ord shares	100.000		
2	LLOYDS TSB HOMELOANS LIMITED	England	£1.00 Ordinary shares	100.000		
2	LLOYDS TSB LEASING LIMITED	England	£1.00 Ordinary shares	100.000		
3	ANGLO SCOTTISH UTILITIES PARTNERSHIP I	England				Limited partnership
3	BIRCHCROWN FINANCE LIMITED	England	£0.25 6% Preference shares	100.000		
			£0.25 Ordinary Non Voting shares	100.000		
3	C.T.S.B. LEASING LIMITED	England	£1.00 Ordinary shares	100.000		
3	CONQUEST SECURITIES LIMITED	England	£0.25 6% Preference shares	100.000		
			£0.25 Ordinary Non Voting shares	100.000		
3	HILL SAMUEL FINANCE LIMITED	England	£0.25 6% Preference shares	100.000		
			£0.25 Ordinary Limited Voting shares	100.000		
3	HILL SAMUEL LEASING (NO.2) LIMITED	England	£1.00 Ordinary shares	100.000		
3	IXORA LIMITED	Bahamas	US\$1.00 (Us Dollar) shares	100.000		
3	LBI LEASING LIMITED	England	£1.00 Ordinary shares	100.000		
3	LLOYDS (NIMROD) LEASING INDUSTRIES LIMITED	England	£1.00 Ordinary shares	100.000		
3	LLOYDS (NIMROD) MACHINERY FINANCE LIMITED	England	£1.00 Ordinary shares	100.000		
3	LLOYDS (NIMROD) SPECIALIST FINANCE LIMITED	England	£1.00 Ordinary shares	100.000		
3	LLOYDS ASSET LEASING LIMITED	England	£1.00 Ordinary shares	100.000		
3	LLOYDS ASSOCIATED AIR LEASING LIMITED	England	£1.00 Ordinary shares	100.000		
3	LLOYDS BANK PROPERTY COMPANY LIMITED	England	£1.00 Ordinary shares	100.000		
4	BLUE HARBOUR LIMITED	England	£1.00 Ordinary shares	100.000		
3	LLOYDS CAPITAL LEASING LIMITED	England	£1.00 Ordinary shares	100.000		
3	LLOYDS COMMERCIAL LEASING LIMITED	England	£1.00 Ordinary shares	100.000		
3	LLOYDS CORPORATE LEASING LIMITED	England	£1.00 Ordinary shares	100.000		
3	LLOYDS FINANCIAL LEASING LIMITED	England	£1.00 Ordinary shares	100.000		
3	LLOYDS GENERAL LEASING LIMITED	England	£1.00 Ordinary shares	100.000		
3	LLOYDS INDUSTRIAL LEASING LIMITED	England	£1.00 Ordinary shares	100.000		
3	LLOYDS INVESTMENT BONDS LIMITED	England	£1.00 Ordinary shares	100.000		
4	SILENTDALE LIMITED	England	£0.25 6% Preference shares	100.000		
			£0.25 Ordinary Non Voting shares	100.000		
			US\$1.00 Redeemable Non-voting shares	100.000		
3	LLOYDS INVESTMENT SECURITIES LIMITED	England	£1.00 Ordinary shares	100.000		
3	LLOYDS INVESTMENT SECURITIES NO.5 LIMITED	England	£1.00 Ordinary shares	100.000		
4	HILL SAMUEL ASSET FINANCE LIMITED	England	£1.00 Ordinary shares	100.000		
5	ST MARY'S COURT INVESTMENTS	England	£1.00 Ordinary shares	100.000		
6	CAVEMINSTER LIMITED	England	£1.00 Ordinary shares	100.000		
5	WOOD STREET INVESTMENTS LIMITED	England	£1.00 A Ordinary shares	100.000		

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09/05/2006

Company Name										Country of Incorporation	Class of Share	% of class of shares held by the parent company	% of class of shares held by the group (if different from the parent company)	Notes
Tier Levels														
1	2	3	4	5	6	7	8	9	10					
3										LLOYDS LEASING (NORTH SEA TRANSPORT) LIMITED	England	£1.00 Ordinary shares	100,000	
3										LLOYDS LEASING AIRCRAFT NO. 2 LIMITED (IN LIQUIDATION)	Bahamas	US\$1.00 (Us Dollar) shares	99,900	
3										LLOYDS LEASING DEVELOPMENTS LIMITED	England	£1.00 Ordinary shares	100,000	
3										LLOYDS PLANT LEASING LIMITED	England	£1.00 Ordinary shares	100,000	
3										LLOYDS PORTFOLIO LEASING LIMITED	England	£1.00 Ordinary shares	100,000	
3										LLOYDS PROJECT LEASING LIMITED	England	£1.00 Ordinary shares	100,000	
3										LLOYDS PROPERTY INVESTMENT COMPANY LIMITED	England	£1.00 Ordinary shares	100,000	
3										LLOYDS PROPERTY INVESTMENT COMPANY NO. 5 LIMITED	England	£1.00 Ordinary shares	100,000	
3										LLOYDS PROPERTY INVESTMENT COMPANY NO.3 LIMITED	England	£1.00 Ordinary shares	100,000	
3										LLOYDS TSB CORPORATE ASSET FINANCE (HP) LIMITED	England	£1.00 Ordinary shares	100,000	
3										LLOYDS TSB CORPORATE ASSET FINANCE (NO. 3) LIMITED	England	£1.00 Ordinary shares	100,000	
3										LLOYDS TSB CORPORATE ASSET FINANCE (NO. 4) LIMITED	England	£1.00 Ordinary shares	100,000	
3										LLOYDS TSB CORPORATE ASSET FINANCE (NO.1) LIMITED	England	£1.00 Ordinary shares	100,000	
3										LLOYDS TSB CORPORATE ASSET FINANCE (NO.2) LIMITED	England	£1.00 Ordinary shares	100,000	
3										LLOYDS TSB EQUIPMENT LEASING (NO.1) LIMITED	England	£1.00 Ordinary shares	100,000	
3										LLOYDS TSB EQUIPMENT LEASING (NO.10) LIMITED	England	£1.00 Ordinary shares	100,000	
3										LLOYDS TSB EQUIPMENT LEASING (NO.11) LIMITED	England	£1.00 Ordinary shares	100,000	
3										LLOYDS TSB EQUIPMENT LEASING (NO.2) LIMITED	England	£1.00 Ordinary shares	100,000	
3										LLOYDS TSB EQUIPMENT LEASING (NO.3) LIMITED	England	£1.00 Ordinary shares	100,000	
3										LLOYDS TSB EQUIPMENT LEASING (NO.4) LIMITED	England	£1.00 Ordinary shares	100,000	
3										LLOYDS TSB EQUIPMENT LEASING (NO.5) LIMITED	England	£1.00 Ordinary shares	100,000	
3										LLOYDS TSB EQUIPMENT LEASING (NO.6) LIMITED	England	£1.00 Ordinary shares	100,000	
3										LLOYDS TSB EQUIPMENT LEASING (NO.7) LIMITED	England	£1.00 Ordinary shares	100,000	
3										LLOYDS TSB EQUIPMENT LEASING (NO.9) LIMITED	England	£1.00 Ordinary shares	100,000	
3										LLOYDS TSB GENERAL LEASING (NO.1) LIMITED	England	£1.00 Ordinary shares	100,000	
3										LLOYDS TSB GENERAL LEASING (NO.10) LIMITED	England	£1.00 Ordinary shares	100,000	
3										LLOYDS TSB GENERAL LEASING (NO.11) LIMITED	England	£1.00 Ordinary shares	100,000	
3										LLOYDS TSB GENERAL LEASING (NO.12) LIMITED	England	£1.00 Ordinary shares	100,000	
3										LLOYDS TSB GENERAL LEASING (NO.13) LIMITED	England	£1.00 Ordinary shares	100,000	
3										LLOYDS TSB GENERAL LEASING (NO.15) LIMITED	England	£1.00 Ordinary shares	100,000	
3										LLOYDS TSB GENERAL LEASING (NO.16) LIMITED	England	£1.00 Ordinary shares	100,000	
3										LLOYDS TSB GENERAL LEASING (NO.17) LIMITED	England	£1.00 Ordinary shares	100,000	
3										LLOYDS TSB GENERAL LEASING (NO.18) LIMITED	England	£1.00 Ordinary shares	100,000	
3										LLOYDS TSB GENERAL LEASING (NO.19) LIMITED	England	£1.00 Ordinary shares	100,000	
3										LLOYDS TSB GENERAL LEASING (NO.2) LIMITED	England	£1.00 Ordinary shares	100,000	
3										LLOYDS TSB GENERAL LEASING (NO.20) LIMITED	England	£1.00 Ordinary shares	100,000	

= Company is multi-owned within group

09/05/2006

Company Name		Country of Incorporation	Class of Share	% of class of shares held by the parent company	% of class of shares held by the group (if different from the parent company)	Notes			
Tier Levels									
1	2	3	4	5	6	7	8	9	10
3	LLOYDS TSB INDEPENDENT FINANCIAL ADVISERS LIMITED	England	£1.00 A Ordinary shares	100,000					
2	LLOYDS TSB QUEST LIMITED	England	£1.00 B Ordinary shares	100,000					
2	LLOYDS TSB REGISTRARS (ISA) NOMINEES LIMITED	England	£1.00 Ordinary shares	100,000					
2	LLOYDS TSB REGISTRARS CORPORATE NOMINEE LIMITED	England	£1.00 Ordinary shares	100,000					
2	LLOYDS TSB REGISTRARS NOMINEES LIMITED	England	£1.00 Ordinary shares	100,000					
2	LLOYDS TSB REGISTRARS SAVINGS NOMINEES LIMITED	England	£1.00 Ordinary shares	100,000					
2	LLOYDS TSB SCOTLAND plc	Scotland	£1.00 Ordinary shares	100,000					
			£1.00 Preference shares	0,000					100,000
3	LLOYDS TSB SCOTTISH ASSET FINANCE LIMITED	Scotland	£1.00 Ordinary shares	100,000					
4	AZEDCREST LIMITED #	England	£0.25 6% Preference shares	100,000					
			£0.25 Ordinary Non Voting shares	0,000					100,000
4	EVANSVILLE LIMITED #	England	£0.25 6% Preference shares	100,000					
			£0.25 Ordinary non-voting shares	0,000					100,000
4	GLYTHORNE LIMITED #	England	£0.25 6% Preference shares	100,000					
			£0.25 Ordinary Non Voting shares	0,000					100,000
4	KINGSTAR LEASING LIMITED #	England	£0.25 6% Preference shares	100,000					
			£0.25 Ordinary Non Voting shares	0,000					100,000
4	SNOWGLEN SECURITIES LIMITED #	England	£0.25 6% Preference shares	100,000					
			£0.25 Ordinary non-voting shares	0,000					100,000
3	TSB SCOTLAND (INVESTMENT) NOMINEES LIMITED	Scotland	£1.00 Ordinary shares	100,000					
3	TSB SCOTLAND NOMINEES LIMITED	Scotland	£1.00 Ordinary shares	100,000					
2	LLOYDS TSB SHARE SCHEMES TRUSTEES LIMITED	England	£1.00 Ordinary shares	100,000					
2	LLOYDS TSB STOCKBROKERS LIMITED	England	£1.00 Ordinary shares	100,000					
3	CHAMBERS & REMINGTON NOMINEES LIMITED	England	£1.00 Ordinary shares	100,000					
3	LLOYDS BANK NOMINEES LIMITED	England	£1.00 Ordinary shares	100,000					
3	LLOYDS BANK STOCKBROKERS (NOMINEES) LIMITED	England	£1.00 Ordinary shares	100,000					
3	LLOYDS BANK STOCKBROKERS CLIENT NOMINEES LIMITED	England	£1.00 Ordinary shares	100,000					
2	LONDONCARD S.A. COMERCIAL INMOBILIARIA Y FINANCIERA	Argentina	£ Class A Arg\$0.0001 shares	100,000					
			£ Class B Arg\$0.0001 shares	100,000					
2	LYONSDOWN PROPERTY HOLDINGS LIMITED	England	£1.00 Ordinary shares	100,000					
2	METALTECH INTERNATIONAL PLC (in liquidation)	England							
2	PERRY NOMINEES LIMITED	England	£1.00 Ordinary shares	100,000					
2	POWERRELATE LIMITED	England	£1.00 Ordinary shares	100,000					
2	PRIMEWAY S.A.	Switzerland	CHF1,000.00 Chf 1,000 (Swiss Francs) shares	90,000					
2	R.F. SPENCER AND COMPANY LIMITED	England	£1.00 Ordinary shares	100,000					
2	RANELAGH NOMINEES LIMITED	England	£1.00 Ordinary shares	100,000					
3	HAWK ONE '93' PLC (IN LIQUIDATION) #	England	£1.00 Ordinary shares	100,000					
2	REAMHURST PROPERTIES LIMITED	England	£1.00 Ordinary shares	100,000					
2	SALUTAIRE DEVELOPMENTS LIMITED	England	£1.00 Ordinary shares	100,000					

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09/05/2006

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	SCOTTISH WIDOWS CARDS LIMITED		Scotland	£1.00 Ordinary shares	100.000				
2	SCOTTISH WIDOWS GROUP LIMITED #		Scotland	£0.01 Ordinary shares	100.000				
				£0.01 Preference shares	0.000	100.000			
3	ABBEE LIFE PROPERTY DEVELOPMENT LIMITED		England	£1.00 Ordinary shares	100.000				
3	ABBEE UNIT TRUST MANAGERS LIMITED		England	£1.00 Ordinary shares	100.000				
4	ABBEE LIFE SECURITIES LIMITED		England	£1.00 Ordinary shares	100.000				
3	LLOYDS TSB FINANCIAL SERVICES LIMITED		England	£1.00 Ordinary shares	100.000				
4	ABBEE LIFE INVESTMENT SERVICES LIMITED		England	£1.00 Ordinary shares	100.000				
4	ABBEE LIFE SERVICES LIMITED		England	£1.00 Ordinary shares	100.000				
4	ABBEE LIFE TRUSTEE SERVICES LIMITED		England	£1.00 Ordinary shares	100.000				
4	HILL SAMUEL INVESTMENT SERVICES GROUP LIMITED		England	£1.00 Ordinary shares	100.000				
5	FAS LIMITED		Scotland	£1.00 Ordinary shares	100.000				
5	H.S.L. FACILITIES LIMITED		England	£1.00 Ordinary shares	100.000				
5	HILL SAMUEL INVESTMENT SERVICES LIMITED		England	£1.00 Ordinary shares	100.000				
6	HILL SAMUEL PROFESSIONAL ADVISER SERVICES LIMITED		England	£1.00 Ordinary shares	100.000				
5	HSLA RESIDUAL ASSETS LIMITED		England	£1.00 Ordinary shares	100.000				
4	LLOYDS BANK UNIT TRUST MANAGERS LIMITED		England	£1.00 Ordinary shares	100.000				
4	SW (NO. 3) LIMITED		England	£1.00 Ordinary shares	100.000				
4	TSB INVESTMENT SERVICES LIMITED		England	£1.00 Ordinary shares	100.000				
4	TSB LIFE LIMITED		England	£1.00 Ordinary shares	100.000				
5	TSB PENSIONS LIMITED		England	£1.00 Ordinary shares	100.000				
3	SCOTTISH WIDOWS BANK plc		Scotland	£1.00 Ordinary shares	100.000				
3	SCOTTISH WIDOWS FINANCIAL SERVICES HOLDINGS		Scotland	£0.01 Ordinary shares	100.000				
4	SCOTTISH WIDOWS PLC #		Scotland	£1.00 Ordinary shares	100.000				
5	ABBEE LIFE ASSURANCE COMPANY LIMITED		England	£1.00 5.6% Non Cumulative Preference shares	100.000				
				£1.00 Ordinary shares	100.000				
6	ABBEE LIFE FARMS LIMITED		England	£1.00 Ordinary shares	100.000				
6	ABBEE LIFE PENSION AND ANNUITIES LIMITED		England	£1.00 Ordinary shares	100.000				
6	AMBASSADOR LIFE ASSURANCE COMPANY LIMITED		England	£1.00 Ordinary shares	100.000				
6	DIALCONTACT LIMITED		England	£1.00 Ordinary shares	100.000				
6	GISBORNE LIFE ASSURANCE COMPANY LIMITED		England	£1.00 Ordinary shares	100.000				
6	H.S.L. PENSION TRUSTEE SERVICES LIMITED		England	£0.05 Preferred Ordinary shares	100.000				
				£1.00 Ordinary shares	100.000				
6	JETASTUTE LIMITED		England	£1.00 Ordinary shares	100.000				
6	NLA TOWER MANAGEMENT LIMITED		England	£1.00 Ordinary shares	100.000				
5	ASSUREWEB LIMITED		England	£0.25 Ordinary shares	20.000				
5	DALKEITH CORPORATION LLC		United States	US\$ Ordinary Us \$1 shares	100.000				

= Company is multi-owned within group

09/05/2006

Company Name

Tier Levels

1 2 3 4 5 6 7 8 9 10

	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
3	SCOTTISH WIDOWS FUND MANAGEMENT LIMITED	Scotland	£1.00 Ordinary shares	100.000		
3	SCOTTISH WIDOWS INVESTMENT PARTNERSHIP GROUP LIMITED	England	£1.00 Ordinary shares	100.000		
4	HILL SAMUEL PERSONAL PORTFOLIO MANAGERS LIMITED	England	£1.00 Ordinary shares	100.000		
4	HILL SAMUEL PRIVATE CLIENT MANAGEMENT LIMITED	England	£1.00 Ordinary shares	100.000		
4	LLOYDS TSB INVESTMENT'S LIMITED	Scotland	£1.00 Ordinary shares	100.000		
4	SCOTTISH WIDOWS INVESTMENT PARTNERSHIP LIMITED	England	£1.00 Ordinary shares	100.000		
5	AIRPORT INDUSTRIAL GP LIMITED	England	£1.00 Ordinary shares	100.000		
6	AIRPORT INDUSTRIAL NOMINEES B LIMITED	England	£ Ordinary shares	100.000		
6	AIRPORT INDUSTRIAL NOMINEES C LIMITED	England	£ Ordinary shares	100.000		
6	AIRPORT INDUSTRIAL NOMINEES D LIMITED	England	£1.00 Ordinary shares	100.000		
6	AIRPORT INDUSTRIAL NOMINEES LIMITED	England	£1.00 Ordinary £1 shares	100.000		
6	GATWICK SITE NO 5 (CI) LIMITED	Jersey	£1.00 Ordinary shares	100.000		
6	GATWICK SITE NO 5B (CI) LIMITED	Jersey	£1.00 Ordinary shares	100.000		
6	GATWICK SITE NO 6 (CI) LIMITED	Jersey	£1.00 Ordinary shares	100.000		
6	GATWICK SITE NO 6B (CI) LIMITED	Jersey	£1.00 Ordinary shares	100.000		
6	GLASGOW SITE NO 1 (CI) LIMITED	Jersey	£1.00 Ordinary shares	100.000		
6	GLASGOW SITE NO 2 (CI) LIMITED	Jersey	£1.00 Ordinary shares	100.000		
6	HEATHROW SITE NO 3 (CI) LIMITED	Jersey	£1.00 Ordinary shares	100.000		
6	HEATHROW SITE NO 3B (CI) LIMITED	Jersey	£1.00 Ordinary shares	100.000		
6	HEATHROW SITE NO 4 (CI) LIMITED	Jersey	£1.00 Ordinary shares	100.000		
6	HEATHROW SITE NO 4B (CI) LIMITED	Jersey	£1.00 Ordinary shares	100.000		
6	HEATHROW SITE NO 5 (CI) LIMITED	Jersey	£1.00 Ordinary shares	100.000		
6	HEATHROW SITE NO 5B (CI) LIMITED	Jersey	£1.00 Ordinary shares	100.000		
6	HEATHROW SITE NO 6 (CI) LIMITED	Jersey	£1.00 Ordinary shares	100.000		
6	HEATHROW SITE NO 6B (CI) LIMITED	Jersey	£1.00 Ordinary shares	100.000		
6	HEATHROW SITE NO 7 (CI) LIMITED	Jersey	£1.00 Ordinary shares	100.000		
6	HEATHROW SITE NO 8 (CI) LIMITED	Jersey	£1.00 Ordinary shares	100.000		
6	STANSTED SITE NO 2 (CI) LIMITED	Jersey	£1.00 Ordinary shares	100.000		
6	STANSTED SITE NO 2B (CI) LIMITED	Jersey	£1.00 Ordinary shares	100.000		
6	STANSTED SITE NO 3 (CI) LIMITED	Jersey	£1.00 Ordinary shares	100.000		
6	STANSTED SITE NO 3B (CI) LIMITED	Jersey	£1.00 Ordinary shares	100.000		
5	AIRPORT INDUSTRIAL LP	England	£1.00 Ordinary shares	100.000		
5	BEDFONT LAKES BUSINESS PARK (GP1) LIMITED	England	£1.00 Ordinary shares	100.000		
6	BLBP 1 LIMITED	England	£1.00 Ordinary shares	100.000		
6	BLBP 2 LIMITED	England	£1.00 Ordinary shares	100.000		
5	BEDFONT LAKES BUSINESS PARK (GP2) LIMITED	England	£1.00 Ordinary shares	100.000		
6	BLBP 3 LIMITED	England	£1.00 Ordinary shares	100.000		
6	BLBP 4 LIMITED	England	£1.00 Ordinary shares	100.000		

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09/05/2006

Company Name		Country of Incorporation	Class of Share	% of class of shares held by the parent company	% of class of shares held by the group (if different from the parent company)	Notes			
Tier Levels									
1	2	3	4	5	6	7	8	9	10
3	BOUNDARY BUSINESS CENTRE LIMITED	England	£1.00 Ordinary shares	100.000					
3	COATE HOMES LIMITED	England	£1.00 Ordinary shares	100.000					
3	ERRADEN LIMITED	England	£1.00 Ordinary shares	100.000					
3	GBSD PROPERTIES (No.1) LIMITED	England	£1.00 Ordinary shares	100.000					
3	GBSD PROPERTIES (NO.2) LIMITED	England	£1.00 Ordinary shares	100.000					
3	HILL SAMUEL EXTRAONE PROPERTY INVESTMENTS COMPANY LIMITED	England	£1.00 Ordinary shares	100.000					
3	HILL SAMUEL FINANCE (No.11) LIMITED	England	£1.00 Ordinary shares	100.000					
3	HILL SAMUEL FINANCE (No.16) LIMITED	England	£1.00 Ordinary shares	100.000					
3	HILL SAMUEL FINANCE (No.18) LIMITED	England	£1.00 Ordinary shares	100.000					
3	HILL SAMUEL FINANCE (NO.20) LIMITED	England	£1.00 Ordinary shares	100.000					
3	HILL SAMUEL FINANCE (NO.22) LIMITED	England	£1.00 Ordinary shares	100.000					
3	IRONHART LIMITED	England	£1.00 Ordinary shares	100.000					
3	LITTLE LONDON LIMITED	England	£1.00 Ordinary shares	100.000					
2	TSB BANK LIMITED	England	£1.00 Ordinary shares £1.00 Special Rights Redeemable Pref shares	100.000					
2	TSB BANK PROPERTIES LIMITED	England	£1.00 Ordinary shares	100.000					
3	GRESHAM NOMINEE 1 LIMITED	England	£1.00 Ordinary shares	100.000					
3	GRESHAM NOMINEE 2 LIMITED	England	£1.00 Ordinary shares	100.000					
2	TSB COMMERCIAL HOLDINGS LIMITED	England	£1.00 Ordinary shares	100.000					
2	ENDEAVOUR GROUP LIMITED	England	£1.00 Ordinary shares	100.000					
3	ENDEAVOUR MARINE SERVICES LIMITED	England	£1.00 Ordinary shares	100.000					
3	LLOYDS, COX'S & KING'S LIMITED	England	£1.00 Deferred shares	100.000					
4	WM. BROWN ATKINSON & CO., LIMITED	England	£1.00 Ordinary shares	100.000					
4	UDT INVESTMENT HOLDINGS LIMITED	England	£1.00 10% Cumulative Preference shares	100.000					
3									
4	LLOYDSTRUST LIMITED	England	£1.00 Ordinary shares	100.000					
4	UDT INTERNATIONAL LIMITED	England	£1.00 Ordinary shares	100.000					
4	UNITED DOMINIONS PROPERTY TRUST LIMITED	England	£1.00 Ordinary shares	100.000					
2	TSB DIRECT HOLDINGS LIMITED	England	£1.00 Ordinary shares	100.000					
2	BRITISH MEDICAL FINANCE LIMITED	England	£1.00 Ordinary shares	100.000					
3	CHOICE INSURANCE ADVISERS LIMITED	England	£1.00 Ordinary shares	100.000					
3	CHOICE PERSONAL FINANCE LIMITED	England	£1.00 Ordinary shares	100.000					
3	TSB DIRECT LIMITED	England	£1.00 Ordinary shares	100.000					
3	UDT DIRECT LIMITED	England	£1.00 Ordinary shares	100.000					
3	UDT FINANCIAL LIMITED	England	£1.00 Ordinary shares	100.000					
2	TSB ENGLAND & WALES LIMITED	England	£1.00 Ordinary shares	100.000					
2	TSB FINANCE BV (IN LIQUIDATION)	England	£1.00 Ordinary shares	100.000					
2	TSB GROUP NOMINEES LIMITED	Netherlands	€45.38 Ordinary shares	100.000					
2	TSB HILL SAMUEL BANK HOLDING COMPANY LIMITED	England	£1.00 Ordinary shares £0.25 Ordinary shares	100.000					

= Company is multi-owned within group

09/05/2006

Company Name									
Tier Levels									
1	2	3	4	5	6	7	8	9	10
Country of Incorporation									
Class of Share									
% of class of shares held by the parent company									
% of class of shares held by the group (if different from the parent company)									
Notes									
3	UIC INSURANCE COMPANY LIMITED								
2	TSB SERVICES (NO.2) LIMITED								
2	TSB SERVICES (NO.3) LIMITED								
2	TSB SERVICES (NO.4) LIMITED								
2	WARD NOMINEES (ABINGDON) LIMITED								
2	WARD NOMINEES (BIRMINGHAM) LIMITED								
2	WARD NOMINEES (BRISTOL) LIMITED								
2	WARD NOMINEES (MAYFAIR) LIMITED								
2	WARD NOMINEES LIMITED								
2	WEST NOMINEES LIMITED								
2	WESTOVER NOMINEES LIMITED								
2	WOOD STREET FINANCE (No 1) LIMITED								