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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	8

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

has cannot be determined,

BANKING AND FINANCIAL SERVICES

FRIDAY
F



AEUF5147

A58 04/07/2008 237

COMPANIES HOUSE

AXI890CI

A44 06/06/2008 245

COMPANIES HOUSE

Form April 2004

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

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

* Voluntary details

†† 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

MRS

Forename(s)

MARGARET ANN

Surname

COLTMAN

Address ††

25 GRESHAM STREET

Post town

LONDON

County / Region

UK Postcode

EC2V 7HN

Country

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

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 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

BLUEPRINT

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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

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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 ✓

BLUEPRINT
 20-00007

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	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	

* 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	1	7
		0	6
		1	9
		4	8
	Forename(s)	MICHAEL EDWARD	
	Surname	FAIREY	
☐	Address ↑↑	CHURCHFIELDS HOUSE, HITCHIN ROAD	
	Post town	CODICOTE	
	County / Region		UK Postcode
			SG4 8TH
	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 MR

Date of birth

Day	Month	Year
1	2	0 5 1 9 5 3

Forename(s) PHILIP NEVILL

Surname GREEN

☒ Address †† 25 GRESHAM STREET

Post town LONDON

County / Region UK Postcode EC2V 7HN

Country Nationality BRITISH

Business occupation COMPANY CHIEF EXECUTIVE

* Voluntary details

Name

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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* Style / Title Sir

Date of birth

Day	Month	Year
1	4	1 2 1 9 4 8

Forename(s) JULIAN MICHAEL

Surname HORN-SMITH

☒ Address †† 25 GRESHAM STREET

Post town LONDON

County / Region UK Postcode EC2V 7HN

Country Nationality British

Business occupation DIRECTOR

BLUEPRINT
02-00007

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

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

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

BLUEPRINT

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

0 5 1 2 1 9 4 9

Forename(s)

DAVID GEOFFREY

Surname

MANNING

☒

Address ††

25 GRESHAM STREET

Post town

LONDON

County / Region

UK Postcode EC2V 7HN

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

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

BLUEPRINT

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 S

Day Month Year

Date of birth

1	7	0	8	1	9	6	2
---	---	---	---	---	---	---	---

Forename(s)

HELEN ALISON

Surname

WEIR

x

Address ††

25 GRESHAM STREET

Post town

LONDON

County / Region

UK Postcode | EC2V 7HN

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

Day Month Year

Date of birth

Year	Number of people (millions)
1980	18
1985	22
1990	26
1995	30
2000	34
2005	38
2020	42

Forename(s)

Surname

7

Address 11

Post town

County / Region

UK Postcode

Country

Nationality

Business occupation

BLUEPRINT

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

M A Colthman

Date

4/6/08

† 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)

MARGARET COLTMAN, 25 GRESHAM STREET, LONDON, EC2V 7HN

Tel

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		

LLOYDS TSB Bank plc - List of subsidiary and other undertakings

(prepared pursuant to section 410(3)(b) Companies Act 2006
containing information in accordance with schedule 5 Companies Act 1985)

Company Name	Country of Incorporation	Class of Share	% of class of shares held by the parent company	% of class of shares held by the group (if different from the parent company)	Notes
Tier Levels					
1 2 3 4 5 6 7 8 9 10					
1 LLOYDS TSB BANK plc	England	£1 00 Ordinary shares	100 000		
2 AMBERDATE LIMITED	England	£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		
3 KINDFORD LIMITED	England	£0 10 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		
3 TSB MORTGAGES LIMITED	England	£1 00 10% Non Cum Participating & Pref £1 Shs shares	100 000		
3 VALKYRIE MOTOR HOLDINGS LIMITED	England	£0 10 Ordinary shares	100 000		
2 AQUILUS LIMITED	England	£1 00 Ordinary shares	100 000		
2 BARROW, PLATT & COMPANY LIMITED	England	£1 00 Ordinary shares	100 000		
2 BAX' FINANCE BV	England	£1 00 Ordinary shares	100 000		
2 BLACK HORSE PROPERTY SERVICES LIMITED	Netherlands	£ Ordinary shares	100 000		
2 BOLTRO NOMINEES LIMITED	England	£1 00 Ordinary shares	100 000		
2 C & G CHANNEL ISLANDS LIMITED	England	£1 00 Ordinary shares	100 000		
2 C WINTNER & CO, LIMITED	Guernsey	£1 00 Ordinary shares	100 000		
2 CARDNET MERCHANT SERVICES LIMITED #	England	£1 00 B Ordinary shares	97 849		
2 CASHPOINT LIMITED	England	£1 00 Ordinary shares	100 000		
2 CHELTENHAM & GLOUCESTER plc #	England	£1 00 B preference shares	0 000		
		£1 00 Ordinary shares	100 000		
3 C & G FINANCIAL SERVICES LIMITED	England	£1 00 Preference shares	0 000		
		£1 00 Ordinary shares	100 000		

FRIDAY



= Company is multi-owned within group

15/05/2008

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 (ID) 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	100 000	
3	CHESHIRE FUNDING MANAGEMENT LLC									United States	£100 00 Preference shares	0 000		
											£1 00 Class A Common Interests	100 000		
											£1 00 Class B Common Interests	100 000		
4	CHESHIRE FUNDING LLC									United States	£1 00 Common Interests shares	100 000		
5	CHESHIRE HOLDINGS (AMERICA) LLC #									United States	£1 00 Common Interests shares	63 636		100 000
3	CLOAK LANE FINANCE (CAYMAN) LIMITED									Cayman Islands	£1 00 Ordinary shares	100 000		
											£0 01 Preference shares	100 000		
3	CLOAK LANE INVESTMENTS (CAYMAN) LIMITED									Cayman Islands	£1 00 Ordinary 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		
3	KINGSBARN INVESTMENTS LIMITED									England	US\$1 00 Ordinary shares	100 000		
3	LLOYDS TSB FINANCE INVESTMENTS (BVI) LIMITED									Virgin Islands, British	£1 00 Ordinary shares	100 000		
4	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		
											€250 00 Preference shares	100 000		
3	MITRE STREET FINANCE LIMITED #									Jersey	£1 00 Ordinary shares	100 000		
											£1 00 Preference shares	0 000	100 000	
3	MITRE STREET INVESTMENTS LIMITED #									Jersey	£1 00 Ordinary shares	100 000		
											£1 00 Preference shares	0 000	100 000	
4	LLOYDS TSB YEN TRADING LIMITED									Jersey	JPY1 00 Ordinary shares	100 000		
											JPY1 00 Preference shares	100 000		
3	WARWICK LANE FINANCE LIMITED									Virgin Islands, British	£2 00 Ordinary shares	100 000		
											€1 00 Ordinary-B shares	100 000		
4	WARWICK LANE INVESTMENTS BV									Netherlands	€1 00 Ordinary-C shares	100 000		
											£1 00 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		

= Company is multi-owned within group

15/05/2008

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 (non-linked) shares	100 000 100 000		
3	BLUE & GREEN S A (IN LIQUIDATION)										Uruguay	£1 00 Preference D shares £1 00 Preference E shares £1 00 Preference F 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 Ord shares	100 000		
4	DUNSTAN INVESTMENTS (UK) LIMITED										England	£1 00 Ordinary shares	100 000		
3	COLEMAN STAFFORDSHIRE OFFSHORE FUNDING NO 1 LIMITED										Cayman Islands	£1 00 Ordinary shares	100 000		
4	COLEMAN STAFFORDSHIRE OFFSHORE INVESTMENTS NO 1 LIMITED										Cayman Islands	£1 00 Redeemable shares £1 00 Ordinary shares	100 000 100 000		
3	DENHAM FUNDING LIMITED										England	£ 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	£1 00 Ordinary shares HKD1 00 Ordinary shares	100 000 100 000		
4	WICKHAM INVESTMENTS LIMITED										Hong Kong	£1 00 Ordinary shares HKD1 00 Ordinary shares	100 000 100 000		
3	GOUDA LLC										United States	£1 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	LLOYDS TSB RAIL CAPITAL 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		
3	HORSHAM INVESTMENTS LIMITED										Cayman Islands	£1 00 Fixed rate cumulative preference shares £1 00 Ordinary shares	100 000 100 000		
3	LANGBOURN HOLDINGS LIMITED										Guernsey	£1 00 Ordinary shares	100 000		
4	LLOYDS LIMITED CAPITAL LLC										United States	US\$1 00 Common shares	100 000		

= Company is multi-owned within group

15/05/2008

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										Netherlands	€22.69 Ordinary shares	100 000		
3										England	£1 00 Ord £1 shares	100 000		
3										Guernsey	£1 00 Ordinary shares	100 000		
3										India	INR Ordinary shares	100 000		
3										Malaysia	£1 00 Ordinary shares	100 000		
3										Singapore	SGD1 00 Ordinary Sg\$ 1 (Singapore Dollars) shares	100 000		
											SGD1 00 Preferred Ord Sg\$1 (Singapore Dollars) shares	100 000		
4										Singapore	SGD1 00 Ordinary shares	100 000		
3										Jersey	£1 00 Ordinary shares	100 000		
4										Jersey	£1 00 Ordinary shares	100 000		
4										Jersey	£1 00 Ordinary shares	100 000		
4										Isle of Man	£1 00 Ordinary shares	100 000		
4										Jersey	£1 00 Ordinary shares	100 000		
4										Jersey	£1 00 Ordinary shares	100 000		
5										Guernsey	£1 00 Ordinary shares	100 000		
4										Jersey	£1 00 Non-Redeemable Preference shares	0 000	100 000	
5										Jersey	£1 00 Ordinary shares	100 000		
5										Jersey	£1 00 Ordinary shares	100 000		
4										Hong Kong	HKD1 00 Ordinary shares	100 000		
4										Jersey	£1 00 Ordinary shares	100 000		
5										Gibraltar	£1 00 Ordinary shares	100 000		
5										Gibraltar	£1 00 Ordinary shares	100 000		
5										Guernsey	£1 00 Ordinary shares	100 000		
5										Guernsey	£1 00 Ordinary shares	100 000		
5										Jersey	£1 00 Ordinary shares	100 000		
5										Jersey	£1 00 Ordinary shares	100 000		
5										Virgin Islands, British	US\$1 00 (Us Dollar) shares	100 000		
3										Hong Kong	HKD1 00 Ordinary Of HK\$ 1 shares	100 000		
4										Virgin Islands, British	USD1 00 Ordinary shares	100 000		
4										Virgin Islands, British	USD1 00 Ordinary shares	100 000		
3										Brazil	BRL1 00 Ordinary rials of \$1 shares	100 000		
4										Brazil	BRL1 00 Ordinary rials of \$1 shares	100 000		

= Company is multi-owned within group

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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 BOLLINWATER ESTATES LLP	United Kingdom	£1 00 Ordinary shares	100 000		
2 LLOYDS TSB DEVELOPMENT CAPITAL LIMITED	England	£0 01 Ordinary-A shares	85 822		
3 AESICA PHARMACEUTICALS LIMITED	England	£0 10 Ordinary-A shares	70 272		
3 AGDC HOLDINGS LIMITED	England	£0 01 Ordinary-A shares	90 000		
3 AIRCLAIMS GROUP HOLDINGS LIMITED	England	£1 00 Deferred shares	89 996		
3 ALAN DICK & COMPANY (HOLDINGS) LIMITED	England	£1 00 Preferred ordinary shares	90 000		
3 ALUPACK HOLDINGS LIMITED	England	£0 50 A preferred ordinary shares	90 000		
		£0 50 B preferred ordinary shares	90 000		
		£0 50 Ordinary-A shares	100 000		
		£0 50 Ordinary-B shares	100 000		
3 AQUALUX PRODUCTS HOLDINGS LIMITED	England	£0 10 Ordinary-A shares	100 000		
		£1 00 Preference shares	100 000		
3 ASCENT INVESTMENTS LIMITED	England	£0 01 A preferred ordinary shares	95 000		
3 ATP INTERNATIONAL GROUP LIMITED	England and Wales	£0 50 Ordinary-A shares	87 187		
		£0 50 Preferred Ordinary shares	100 000		
3 B E S CONSULTING HOLDINGS LIMITED	England	£1 00 A Preferred Ordinary shares	100 000		
		£1 00 Ordinary-A shares	90 000		
3 BIGHAND HOLDINGS LIMITED	England	£1 00 A ordinary shares	90 000		
3 BRITTON HOLDINGS LIMITED	England	£0 01 Preferred ordinary shares	90 000		
3 BROOMCO (3988) LIMITED	England	£0 01 B ordinary shares	43 934		
3 CASPIAN MEDIA HOLDINGS LIMITED	England	£1 00 Preferred ordinary shares	100 000		
3 CHANCELLOR CARE HOLDINGS LIMITED	England	£0 10 A preference shares	97 393		
		£0 10 Ordinary-A shares	90 000		
3 CHROME TIGER LIMITED	England	£1 00 A ordinary shares	63 127		
		£0 10 A Preference shares	51 724		
		£0 10 B Preference shares	92 991		
		£0 10 C Preference shares	89 740		
		£ A preferred ordinary shares	61 706		
3 DALGLEN (NO 829) LIMITED	Scotland	£0 10 Ordinary-A shares	75 000		
		£0 01 Ordinary-D shares	100 000		
		£1 00 Preference shares	82 135		
		£0 01 Preferred Ordinary shares	90 625		
3 FIRSTAN HOLDINGS LIMITED	England	£0 01 Preferred ordinary shares	95 000		
3 FLEXIBLE MANAGEMENT SYSTEMS LIMITED	England	£0 01 D Ordinary shares	94 440		
3 FORAY 902 LIMITED	England	£1 00 Preference A shares	100 000		
		£0 50 Preferred Ordinary shares	100 000		
3 HUTHWAITE INTERNATIONAL LIMITED	England	£1 00 A preference shares	100 000		
		£1 00 Preferred ordinary shares	94 996		
3 ICON POLYMER GROUP LIMITED	England	£0 05 B ordinary shares	90 000		
		£0 95 Preferred ordinary shares	41 853		
3 JEMELLA GROUP (HOLDINGS) LIMITED	England	£1 00 A ordinary shares	90 000		
		£1 00 A preference shares	100 000		
		£1 00 Preferred ordinary shares	100 000		

= Company is multi-owned within group

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Company Name	Tier Levels	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
	1 2 3 4 5 6 7 8 9 10					
3	JOHN WALLWORK GROUP LIMITED	England	£1 00 Ordinary shares	26 490		
3	KYLMAR (HOLDINGS) LIMITED	England	£0 01 A ordinary shares	88 556		
3	LAAMB HOLDINGS LIMITED	England	£1 00 Preferred ordinary shares	95 000		
3	LLOYDS TSB VENTURE MANAGERS LIMITED	England	£1 00 Ordinary shares	100 000		
3	LLOYDS TSB VENTURES CARRY LIMITED	England	£1 00 Ordinary shares	100 000		
3	LLOYDS TSB VENTURES GENERAL PARTNER LIMITED	England	£1 00 Ordinary shares	100 000		
3	LLOYDS TSB VENTURES NOMINEES LIMITED	England	£1 00 Ordinary shares	100 000		
3	LLOYDS TSB VENTURES TRUSTEES LIMITED	England	£1 00 Ordinary shares	100 000		
3	MARLETON CROSS LIMITED	England	£0 05 Preferred ordinary shares	77 273		
3	MOBILE DOCTORS HOLDINGS LIMITED	England	£0 01 Preferred ordinary shares	95 000		
3	MOTORCLEAN GROUP LIMITED	England	£1 00 A preference shares	100 000		
			£1 00 Ordinary-A shares	90 000		
			£0 01 A ordinary shares	88 200		
3	MPACT LIMITED	England				
3	MUSIC ZONE HOLDINGS LIMITED (in administration 23/01/2007)	England	£1 00 Ordinary-A shares	64 095		
3	MYRIAD CHILDRENSWEAR GROUP LIMITED (in administration 19/03/2007)	England	£0 01 Deferred shares			
				43 874		
3	NAH HOLDINGS LIMITED	England	£0 01 Ordinary-A shares	90 000		
3	OVAL (2076) LIMITED	England	£0 01 Ordinary-A shares	89 329		
			£1 00 Preference shares	100 000		
3	PARAGON PRINT AND PACKAGING (HOLDINGS) LIMITED	England	£0 10 Preferred ordinary shares	65 646		
3	PAYSTREAM HOLDINGS LIMITED	England	£1 00 A ordinary shares	83 655		
3	PJH GROUP HOLDING COMPANY LIMITED	England	£1 00 A preference shares	100 000		
			£0 001 Ordinary-A shares	90 000		
3	POLYSOURCE HOLDINGS GROUP LIMITED	England	£1 00 Preferred ordinary shares	87 654		
3	PRO-BEL HOLDINGS LIMITED	England	£0 10 Preferred ordinary shares	90 000		
3	QUANTEL HOLDINGS LIMITED	England	£0 10 Investor preference shares	95 000		
			£0 01 Ordinary shares	54 830		
			£0 10 Preference shares	54 830		
			£0 01 Preferred ordinary shares	86 450		
3	RAMESYS (HOLDINGS) LIMITED	England	£0 001 Preference shares	90 000		
3	ST TROPEZ GROUP LIMITED	England	£0 01 A1 ordinary shares	90 000		
3	STIRLING GROUP LIMITED	England	£0 01 Ordinary-A shares	90 000		
3	TALASCEND HOLDINGS LIMITED	England	£ B shares	90 000		
			£0 00 E shares	98 611		
			£ G shares	42 353		
			£0 01 H shares	42 353		
3	TEKDATA DISTRIBUTION LIMITED	England	£0 001 Preference shares	100 000		
3	TEKDATA GROUP LIMITED	England	£0 001 Preferred Ordinary shares	95 000		
			£1 00 Deferred Ordinary shares	100 000		
3	TEST EQUIPMENT ASSET MANAGEMENT LIMITED	England	£0 001 Preference shares	100 000		
			£0 50 A ordinary shares	82 231		

= Company is multi-owned within group

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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 BIRCHCROWN FINANCE LIMITED	England	£0 25 6% Preference shares	100 000		
3 C T S B LEASING LIMITED	England	£0 25 Ordinary Non Voting shares	100 000		
3 CHASE COURT (CI) LIMITED	Cayman Islands	£1 00 Ordinary shares	100 000		
3 CONQUEST SECURITIES LIMITED	England	£1 00 Ordinary shares	100 000		
3 HILL SAMUEL FINANCE LIMITED	England	£0 25 6% Preference shares	100 000		
		£0 25 Ordinary Non Voting 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 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 BANK PROPERTY COMPANY LIMITED	England	£1 00 Ordinary shares	100 000		
3 LLOYDS COMMERCIAL 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	£0 25 6% Preference shares	100 000		
4 SILENTDALE LIMITED	England	£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 ST MARY'S COURT INVESTMENTS	England	£1 00 Ordinary shares	100 000		
5 CAVEMINSTER LIMITED	England	£1 00 Ordinary shares	100 000		
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 DEVELOPMENT'S 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		

= Company is multi-owned within group

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Company Name	Tier Levels	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	1 2 3 4 5 6 7 8 9 10	England	£1 00 Ordinary shares	100 000		LLOYDS TSB CORPORATE ASSET FINANCE (NO 3) LIMITED
3		England	£1 00 Ordinary shares	100 000		LLOYDS TSB CORPORATE ASSET FINANCE (NO 4) LIMITED
3		England	£1 00 Ordinary shares	100 000		LLOYDS TSB CORPORATE ASSET FINANCE (NO 1) LIMITED
3		England	£1 00 Ordinary shares	100 000		LLOYDS TSB CORPORATE ASSET FINANCE (NO 2) LIMITED
3		England	£1 00 Ordinary shares	100 000		LLOYDS TSB EQUIPMENT LEASING (NO 1) LIMITED
3		England	£1 00 Ordinary shares	100 000		LLOYDS TSB EQUIPMENT LEASING (NO 10) LIMITED
3		England	£1 00 Ordinary shares	100 000		LLOYDS TSB EQUIPMENT LEASING (NO 11) LIMITED
3		England	£1 00 Ordinary shares	100 000		LLOYDS TSB EQUIPMENT LEASING (NO 2) LIMITED
3		England	£1 00 Ordinary shares	100 000		LLOYDS TSB EQUIPMENT LEASING (NO 3) LIMITED
3		England	£1 00 Ordinary shares	100 000		LLOYDS TSB EQUIPMENT LEASING (NO 4) LIMITED
3		England	£1 00 Ordinary shares	100 000		LLOYDS TSB EQUIPMENT LEASING (NO 5) LIMITED
3		England	£1 00 Ordinary shares	100 000		LLOYDS TSB EQUIPMENT LEASING (NO 6) LIMITED
3		England	£1 00 Ordinary shares	100 000		LLOYDS TSB EQUIPMENT LEASING (NO 7) LIMITED
3		England	£1 00 Ordinary shares	100 000		LLOYDS TSB EQUIPMENT LEASING (NO 9) LIMITED
3		England	£1 00 Ordinary shares	100 000		LLOYDS TSB GENERAL LEASING (NO 1) LIMITED
3		England	£1 00 Ordinary shares	100 000		LLOYDS TSB GENERAL LEASING (NO 10) LIMITED
3		England	£1 00 Ordinary shares	100 000		LLOYDS TSB GENERAL LEASING (NO 11) LIMITED
3		England	£1 00 Ordinary shares	100 000		LLOYDS TSB GENERAL LEASING (NO 12) LIMITED
3		England	£1 00 Ordinary shares	100 000		LLOYDS TSB GENERAL LEASING (NO 13) LIMITED
3		England	£1 00 Ordinary shares	100 000		LLOYDS TSB GENERAL LEASING (NO 15) LIMITED
3		England	£1 00 Ordinary shares	100 000		LLOYDS TSB GENERAL LEASING (NO 16) LIMITED
3		England	£1 00 Ordinary shares	100 000		LLOYDS TSB GENERAL LEASING (NO 17) LIMITED
3		England	£1 00 Ordinary shares	100 000		LLOYDS TSB GENERAL LEASING (NO 18) LIMITED
3		England	£1 00 Ordinary shares	100 000		LLOYDS TSB GENERAL LEASING (NO 19) LIMITED
3		England	£1 00 Ordinary shares	100 000		LLOYDS TSB GENERAL LEASING (NO 2) LIMITED
3		England	£1 00 Ordinary shares	100 000		LLOYDS TSB GENERAL LEASING (NO 20) LIMITED
3		England	£1 00 Ordinary shares	100 000		LLOYDS TSB GENERAL LEASING (NO 21) LIMITED
3		England	£1 00 Ordinary shares	100 000		LLOYDS TSB GENERAL LEASING (NO 22) LIMITED
3		England	£1 00 Ordinary shares	100 000		LLOYDS TSB GENERAL LEASING (NO 3) LIMITED
3		England	£1 00 Ordinary shares	100 000		LLOYDS TSB GENERAL LEASING (NO 4) LIMITED
3		England	£1 00 Ordinary shares	100 000		LLOYDS TSB GENERAL LEASING (NO 5) LIMITED
3		England	£1 00 Ordinary shares	100 000		LLOYDS TSB GENERAL LEASING (NO 6) LIMITED
3		England	£1 00 Ordinary shares	100 000		LLOYDS TSB GENERAL LEASING (NO 7) LIMITED
3		England	£1 00 Ordinary shares	100 000		LLOYDS TSB GENERAL LEASING (NO 8) LIMITED
3		England	£1 00 Ordinary shares	100 000		LLOYDS TSB LEASING (NO 2) LIMITED
3		England	£1 00 Ordinary shares	100 000		LLOYDS TSB LEASING (NO 3) LIMITED
3		England	£1 00 Ordinary shares	100 000		LLOYDS TSB LEASING (NO 4) LIMITED
3		England	£1 00 Ordinary shares	100 000		LLOYDS TSB LEASING (NO 5) LIMITED
3		England	£1 00 Ordinary shares	100 000		LLOYDS TSB LEASING (NO 6) LIMITED
3		England	£1 00 Ordinary shares	100 000		LLOYDS TSB LEASING (NO 7) LIMITED

= Company is multi-owned within group

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Company Name										Country of Incorporation	Class of Share	% of class of shares held by the parent company	% of class of shares held by the group (if different from the parent company)	Notes
Tier Levels														
1	2	3	4	5	6	7	8	9	10					
4										England	£0 25 6% Preference shares	100 000		
										England	£0 25 Ordinary non-voting shares	0 000	100 000	
4										England	£0 25 6% Preference shares	100 000		
										England	£0 25 Ordinary Non Voting shares	0 000	100 000	
4										England	£0 25 6% Preference shares	100 000		
										England	£0 25 Ordinary Non Voting shares	0 000	100 000	
4										England	£0 25 6% Preference shares	100 000		
										Scotland	£0 25 Ordinary non-voting shares	0 000	100 000	
3										Scotland	£1 00 Ordinary shares	100 000		
3										England	£1 00 Ordinary shares	100 000		
2										England	£1 00 Ordinary shares	100 000		
2										England	£1 00 Ordinary shares	100 000		
3										England	£1 00 Ordinary shares	100 000		
3										England	£1 00 Ordinary shares	100 000		
3										England	£1 00 Ordinary shares	100 000		
3										England	£1 00 Ordinary shares	100 000		
3										England	£1 00 Ordinary shares	100 000		
2										Argentina	£ Class A Arg\$0 0001 shares	100 000		
			</											

= Company is multi-owned within group

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Company Name										Country of Incorporation	Class of Share	% of class of shares held by the parent company	% of class of shares held by the group (if different from the parent company)	Notes	
Tier Levels															
1	2	3	4	5	6	7	8	9	10						
6	VINTRY INVESTMENTS (CAYMAN) LIMITED										Cayman Islands	£0 01 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	88 000	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		
2	REAMHURST PROPERTIES LIMITED										England	£1 00 Ordinary shares	100 000		
2	SALUTAIRE DEVELOPMENTS LIMITED										England	£1 00 Ordinary shares	100 000		
2	SCOTTISH WIDOWS CARDS LIMITED										Scotland	£1 00 Ordinary shares	100 000		
2	SCOTTISH WIDOWS GROUP LIMITED #										Scotland	£0 01 Ordinary shares	100 000		
3	LLOYDS TSB FINANCIAL SERVICES LIMITED										England	£0 01 Preference shares	0 000	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	SW (NO 4) 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	DALKEITH CORPORATION LLC										United States	US\$ Ordinary Us \$1 shares	100 000		
6	LOTHIAN ROAD LLC										United States	US\$ Ordinary Us \$1 shares	100 000		
6	MORRISON STREET LLC										United States	US\$1 00 Ordinary shares	100 000		
7	KENDALL SQUARE LLC										United States	US\$1 00 Ordinary shares	75 000		
8	KS PARCEL A LLC										United States	US\$ Ordinary Us \$1 shares	100 000		
8	KS PARCEL D LLC										United States	US\$ Ordinary Us \$1 shares	100 000		
8	KS PARCEL EFG LLC										United States	US\$ Ordinary Us \$1 shares	100 000		
8	NEW BLACKFEAN LLC										United States	US\$ Ordinary Us \$1 shares	100 000		
9	CENTRE FOR LIFE SCIENCE LLC										United States	US\$ Ordinary Us \$1 shares	90 000		
6	MURRAYFIELD LLC										United States	US\$ Ordinary Us \$1 shares	100 000		
6	WAVERLEY - FUND III INVESTOR LLC										United States	US\$1 00 Ordinary shares	100 000		
6	WAVERLEY BOCA LLC										United States	US\$1 00 Ordinary shares	100 000		
6	WAVERLEY FUND II INVESTOR LLC										United States	US\$1 00 Ordinary shares	100 000		
6	WAVERLEY WILSHIRE RODEO LLC										United States	US\$1 00 Ordinary shares	100 000		
5	DALROAD 1 plc										England	£0 05 Ordinary shares	100 000		

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Company Name										Country of Incorporation	Class of Share	% of class of shares held by the parent company	% of class of shares held by the group (if different from the parent company)	Notes	
Tier Levels															
1	2	3	4	5	6	7	8	9	10						
5	FONTVIEW LIMITED										England	£1 00 Ord shares	100 000		
5	LLOYDS TSB FINANCIAL SERVICES HOLDINGS										England	£0 05 Ordinary shares	100 000		
5	NEWFONT LIMITED										England	£1 00 Ord shares	100 000		Company limited by guarantee
5	PENSIONS MANAGEMENT (S W F) LIMITED										Scotland				
6	PM NOMINEE 1 LIMITED										Jersey	£1 00 Ordinary shares	100 000		
6	PM NOMINEE 2 LIMITED										Jersey	£1 00 Ordinary shares	100 000		
6	PM NOMINEE 3 LIMITED										Jersey	£1 00 Ordinary shares	100 000		
6	PM NOMINEE 4 LIMITED										Jersey	£1 00 Ordinary shares	100 000		
6	PM NOMINEE 5 LIMITED										Jersey	£1 00 Ordinary shares	100 000		
6	PM NOMINEE 6 LIMITED										Jersey	£1 00 Ordinary shares	100 000		
6	PM NOMINEE 7 LIMITED										Jersey	£1 00 Ordinary shares	100 000		
6	PM NOMINEE 8 LIMITED										Jersey	£1 00 Ordinary shares	100 000		
5	SCOTTISH WIDOWS (PORT HAMILTON) LIMITED										Scotland	£1 00 Ordinary shares	100 000		
5	SCOTTISH WIDOWS ADMINISTRATION SERVICES LIMITED										England	£1 00 Ordinary shares	100 000		
6	LTSBPFF NOMINEE 1 LIMITED										Jersey	£1 00 Ordinary shares	100 000		
6	LTSBPFF NOMINEE 2 LIMITED										Jersey	£1 00 Ordinary shares	100 000		
6	SALEN UK REAL ESTATE GP LLC										United States				Limited partnership
6	SALEN UK REAL ESTATE LP										United States				Limited partnership
5	SCOTTISH WIDOWS ANNUITIES LIMITED										Scotland	£1 00 Ordinary shares	100 000		
5	SCOTTISH WIDOWS HOLDINGS LIMITED										Scotland	£1 00 Ordinary shares	100 000		
5	SCOTTISH WIDOWS INDUSTRIAL PROPERTIES EUROPE B V										Netherlands	€ Ordinary Euro €1 shares	100 000		
6	EURL FRENCH INDUSTRIAL PREMISES HOLDING CO										France	€ Ordinary Euro €1 shares	100 000		
6	EURL LISSES HOLDING CO										France	€ Ordinary Euro €1 shares	100 000		
7	SCI LISSES INVESTMENT CO										France	€ Ordinary Euro €1 shares	100 000		
6	EURL LYON CHASSIEU HOLDING CO										France	€ Ordinary Euro €1 shares	100 000		
7	SCI LYON CHASSIEU INVESTMENT CO										France	€ Ordinary Euro €1 shares	100 000		
6	EURL MITRY II HOLDING CO										France	€ Ordinary Euro €1 shares	100 000		
7	SCI MITRY II INVESTMENT CO										France	€ Ordinary Euro €1 shares	100 000		
6	EURL ORLY HOLDING CO										France	€ Ordinary Euro €1 shares	100 000		
7	SCI ORLY INVESTMENT CO										France	€ Ordinary Euro €1 shares	100 000		
7	EURL ST THIBAUT HOLDING CO										France	€ Ordinary Euro €1 shares	100 000		
6	SCI ST THIBAUT INVESTMENT CO										France	€ Ordinary Euro €1 shares	100 000		
7	EURL ST WITZ HOLDING CO										France	€ Ordinary Euro €1 shares	100 000		
6	EURL SWNEWCO 11 HOLDING CO - ST MICHEL SUR ORGE										France	€ Ordinary Euro €1 shares	100 000		
7	SCI SWNEWCO 11 INVESTMENT CO - ST MICHEL SUR ORGE										France	€ Ordinary Euro €1 shares	100 000		
6	EURL SWNEWCO 12 HOLDING CO										France	€ Ordinary Euro €1 shares	100 000		
7	SCI NEWCO 12 INVESTMENT CO - CARRIERE PERPETUAL										France	€ Ordinary Euro €1 shares	100 000		
6	EURL SWNEWCO 13 HOLDING CO										France	€ Ordinary Euro 1 shares	100 000		

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
7 SCI NEWCO 13 INVESTMENT CO	France	£ Ordinary Euro 1 shares	100 000		
6 EURL SWNEWCO 14 HOLDING CO	France	£ Ordinary Euro 1 shares	100 000		
7 SCI NEWCO 14 INVESTMENT CO	France	£ Ordinary Euro 1 shares	100 000		
6 EURL SWNEWCO 15 HOLDING CO	France	£ Ordinary Euro 1 shares	100 000		
7 SCI NEWCO 15 INVESTMENT CO	France	£ Ordinary Euro 1 shares	100 000		
5 SCOTTISH WIDOWS INTERNATIONAL LIMITED	Jersey	£1 00 Ordinary shares	100 000		
5 SCOTTISH WIDOWS PROPERTY MANAGEMENT LIMITED	Scotland	£1 00 Ordinary shares	100 000		
5 SCOTTISH WIDOWS SERVICES LIMITED	Scotland	£1 00 Ordinary shares	100 000		
5 SCOTTISH WIDOWS TRUSTEES LIMITED	Scotland	£1 00 Ordinary shares	100 000		
5 SCOTTISH WIDOWS UNIT FUNDS LIMITED	Scotland	£1 00 Deferred shares	100 000		
6 SACKVILLE TCI PROPERTY (GP) LIMITED	England	£1 00 Ordinary shares	100 000		
7 SACKVILLE TCI PROPERTY NOMINEE (1) LIMITED	England	£1 00 Ordinary shares	100 000		
7 SACKVILLE TCI PROPERTY NOMINEE (2) LIMITED	England	£1 00 Ordinary shares	100 000		
6 SWUF NOMINEE 1 LIMITED	Jersey	£1 00 Ordinary shares	100 000		
6 SWUF NOMINEE 2 LIMITED	Jersey	£1 00 Ordinary shares	100 000		
6 SWUF NOMINEE 3 LIMITED	Jersey	£1 00 Ordinary shares	100 000		
6 SWUF NOMINEE 4 LIMITED	Jersey	£1 00 Ordinary shares	100 000		
5 SCOTTISH WIDOWS UNIT TRUST MANAGERS LIMITED	England	£1 00 Ordinary shares	100 000		
5 SCOTTISH WIDOWS' FUND AND LIFE ASSURANCE SOCIETY	Scotland				Company limited by guarantee
5 STARFORT LIMITED	England	£1 00 Ord shares	100 000		
5 SW (NO 2) LIMITED	Scotland	£1 00 Ordinary shares	100 000		
5 SW NO 1 LIMITED	Scotland	£1 00 Ordinary shares	100 000		
5 THE COVENT GARDEN MARKET GP LLC	United States	£1 00 Ordinary-A shares	100 000		
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 INVESTMENTS 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	£1 00 Ordinary shares	100 000		
6 AIRPORT INDUSTRIAL NOMINEES C LIMITED	England	£1 00 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 shares	100 000		

= Company is multi-owned within group

15/05/2008

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	£1 00 Ordinary shares	100 000		
3										England	£1 00 Ordinary shares	100 000		
3										England	£1 00 Ordinary shares	100 000		
3										England	£1 00 Ordinary shares	100 000		
2										England	£1 00 Ordinary shares	100 000		
										England	£1 00 Special Rights Redeemable Pref shares	100 000		
2										England	£1 00 Ordinary shares	100 000		
3										England	£1 00 Ordinary shares	100 000		
3										England	£1 00 Ordinary shares	100 000		
2										England	£1 00 Ordinary shares	100 000		
3										England	£1 00 Ordinary shares	100 000		
3										England	£1 00 Ordinary shares	100 000		
4										England	£1 00 Ordinary shares	100 000		
4										England	£1 00 Deferred shares	100 000		
4										England	£1 00 Ordinary shares	100 000		
3										England	£1 00 Ordinary shares	100 000		
										England	£1 00 10% Cumulative Preference shares	100 000		
4										England	£1 00 Ordinary shares	100 000		
4										England	£1 00 Ordinary shares	100 000		
4										England	£1 00 Ordinary shares	100 000		
2										England	£1 00 Ordinary shares	100 000		
3										England	£1 00 Ordinary shares	100 000		
3										England	£1 00 Ordinary shares	100 000		
3										England	£1 00 Ordinary shares	100 000		
3										England	£1 00 Ordinary shares	100 000		
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3										England	£1 00 Ordinary shares	100 000		
3										England	£1 00 Ordinary shares	100 000		
3														

= Company is multi-owned within group

15/05/2008

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										England	£1 00 Ordinary shares	100 000		
2										England	£1 00 Ordinary shares	100 000		
2										England	£1 00 Ordinary shares	100 000		
2										England	£1 00 Ordinary shares	100 000		

= Company is multi-owned within group

15/05/2008