

MARKET LINKED DEPOSIT (MLD)

Index Basket MLD (USD)

linked to

**Index Basket equally weighted:
Standard & Poors 500
Dow Jones Eurostoxx 50
Nikkei 225**

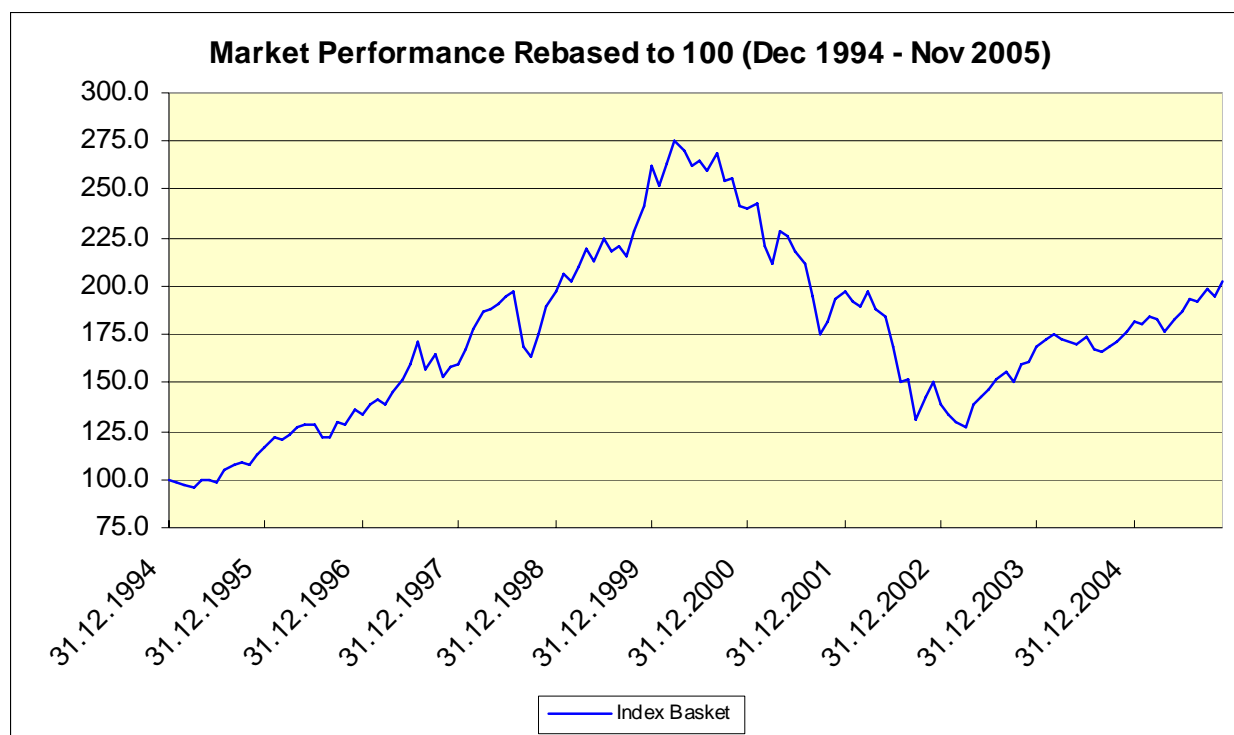
3 Year Structured Deposit in USD

100% capital protection at maturity (Ref. 522)

**Subscriptions
at market price**

Index Basket MLD with 100% capital protection (USD)

This structure is designed for conservative investors who are looking for medium term access to the US, Euroland and Japanese Equity markets, in a 100% principal and currency protected manner. The return is linked to the performance of an Index Basket (equally weighted S&P 500, DJ Eurostoxx 50 and Nikkei 225)



At maturity investors receive

100% of invested capital + 122% of the positive Index Basket Performance over 3 years

Monthly averaging during the last six months of the life of the deposit is used when calculating the Index Basket performance (7 monthly observation points). **The potential return is unlimited.**

Index Basket MLD with 100% capital protection (USD)

Please find below the **final terms** of this product:

Effective date	08.12.2005 (closing level)	
Payment date	Trade date + 2 business days	
Maturity date	08.12.2008	
Final Settlement date	10.12.2008	
Index Start levels	S&P 500	1'255.84
	DJ Eurostoxx 50	3'510.38
	Nikkei 225	15'183.36
Capital protection level	100% at maturity	
Participation ratio	122% of the performance of the Index Basket	
Asian End	6 month average end (7 monthly observation points)	
Minimum investment	USD 100'000.-	
Commission rate	0.75% p.a. charged annually	

Deposit Redemption

The higher of:

a) Nominal Amount x 100%

or

b) Nominal Amount x 100% + {Nominal Amount x (122% x Index Basket Performance)}

Definitions

- Index Basket Performance = $1/3 \times (\text{S\&P 500 performance} + \text{DJ Eurostoxx 50 performance} + \text{Nikkei 225 performance})$

$$\text{where: S\&P 500 performance} = \frac{(\text{Final S\&P 500 level} - \text{S\&P 500 Start level})}{\text{S\&P 500 Start level}}$$

$$\text{DJ Eurostoxx 50 performance} = \frac{(\text{Final DJ Eurostoxx 50 level} - \text{DJ Eurostoxx 50 Start level})}{\text{DJ Eurostoxx 50 Start level}}$$

$$\text{Nikkei 225 performance} = \frac{(\text{Final Nikkei 225 level} - \text{Nikkei 225 Start level})}{\text{Nikkei 225 Start level}}$$

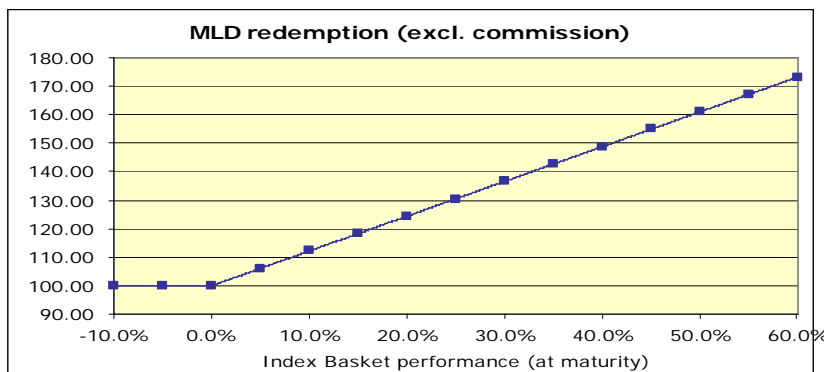
- Final Index level = simple arithmetic average of closing levels of the Relevant Index as at the close of business on the 8th of each month during the last 6 months of the life of the structure, adjusted for good business days, from 09.06.2008 until 08.12.2008 inclusive. There are 7 observation points.
- Index Start level = closing level of the Relevant Index on the Effective date
- Relevant Index = S&P 500, DJ Eurostoxx 50, Nikkei 225

Index Basket MLD with 100% capital protection (USD)

Payout table

<i>3 year Index Basket performance</i>	<i>3 year MLD payout at maturity (excl. commission)</i>
-10%	100.00
0%	100.00
10%	112.20
20%	124.40
30%	136.60
40%	148.80
50%	161.00
60%	173.20

Payout Diagram



Past Index Performances (monthly statistics starting 31.12.94, 96 observations)

<i>3 year performance</i>	<i>Index Basket</i>
Best performance	107.0%
Worst performance	-54.6%
Average performance	24.5%
Positive performances	55
Negative performances	41

Please bear in mind that past performance is no guarantee for future performance

Example: Based on the average performance of 24.5% over the past 10 years, the MLD payout would have been 129.89% (122% participation on 24.5% performance).

Important information

- This offer is made by Lloyds TSB Bank plc outside the United Kingdom. For investors in the UK the Financial Ombudsman Service and the Financial Services Compensation Scheme established under the Financial Services and Markets Act 2000 do not apply.
- This document is for information only and should not be relied upon as authoritative. No representation is made as to its accuracy or completeness and Lloyds TSB Group accepts no liability for any loss arising from any use of this document or its contents
- Early termination is possible at market value. For details and additional fees, please refer to the Fiduciary Instruction form

FIDUCIARY INSTRUCTION

Market Linked Deposit

I/we authorise the Bank to place in its own name, but at my/our sole risk, with Lloyds TSB Bank plc in London, an investment with the items specified below regulated by the Master Agreement issued by Lloyds TSB Bank plc, London.

Nominal Currency / Amount: USD

Market Index / Underlying: Index Basket (equally weighted S&P 500, DJ Eurostoxx 50 and Nikkei 225) _

Capital Protection Level: 100% _____ **Maturity Date:** 08.12.2008 _____

Asian End: 6 month average end (7 monthly observation points) _____

Participation: 122% _____

I/we note and understand the following important points relating to this investment with Lloyds TSB Bank plc, London :

A commission of 0.75% p.a. will be charged on the Nominal Amount, on a pro rata basis, until maturity or early termination of the Deposit.

If access to the capital is required by the customer, early termination shall be possible. However, in such circumstances, the value of the repayment will depend upon the realisable value of the underlying (notably derivatives) entered into by Lloyds TSB Bank plc, London. **The repayment value may be substantially below the Nominal Amount of the deposit both in percentage terms and in absolute amount.** This value is affected by a number of factors including the prevailing interest rates, stock market conditions and level of the Market. An additional fee of 1% on the value of repayment will be charged.

Calculation of the Return at maturity is specified in the Master Agreement. The return on an investment of this type depends upon the movement in the Index which cannot be predicted and should the market fail to perform adequately, I/we might not receive any Return on my/our investment, and lose part of my/our capital if I/we have chosen a capital protection of below 100%.

Agreed

I/we confirm, in particular, my/our understanding of the calculation of the Return and my/our acceptance to the risks potentially arising from this kind of investment. In addition, I/we acknowledge being fully aware of the fact that, **should I/we place an early termination request, the repayment value obtained could possibly be considerably below my/our initial investment.**

A specimen of the Master agreement is at your disposal upon request.

Please debit my/our account No with yourself of the nominal amount and associated fees. In addition to that, General Conditions of the Bank, Article 2 governing Fiduciary Deposits and Article 13 governing the Applicable Law and jurisdiction, apply in my/our relationship with the Bank.

Date: Name: Signature: