

SUPPLEMENTARY PROSPECTUS DATED 5 AUGUST 2008



LLOYDS TSB GROUP plc

(incorporated in Scotland with limited liability under the Companies Act 1985 with registered number 95000)

Private Placement of

U.S.\$3,750,000,000 Extendible Notes (the "Notes")

*issued as two tranches in the amount of U.S.\$3,250,000,000 on 17 July 2008
and U.S.\$500,000,000 on 23 July 2008*

This Supplement (the "**Supplement**") to the Base Prospectus (the "**Prospectus**") dated 24 July 2008 which comprises a base prospectus, constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 (the "**FSMA**") and is prepared in connection with the Notes issued by Lloyds TSB Group plc (the "**Company**"). Terms defined in the Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Prospectus and any other supplements to the Prospectus issued by the Company.

The Company accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Company (having taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Lloyds TSB Group plc Interim Results

On 30 July 2008, the Company published its 2008 Interim Results News Release for the half-year to 30 June 2008 (the "**2008 Company Interim Results**"). A copy of the 2008 Company Interim Results has been filed with the Financial Services Authority and, by virtue of this Supplement, pages 30 to (and including) 45 of the 2008 Company Interim Results are incorporated by reference in, and form part of, the Prospectus.

The section entitled "Recent Developments" on pages 31 and 32 of the Prospectus shall be deleted and replaced with the following:

"Recent Developments

On 30 July 2008, Lloyds TSB Group plc published its 2008 Interim Results News Release for the half-year to 30 June 2008 (the "**2008 Company Interim Results**"). Certain recent developments referred to in the 2008 Company Interim Results are described below (unless otherwise stated, half-year 2008 performance comparisons relate to the equivalent period in 2007 for the Group's continuing businesses):

- On a statutory basis, profit before tax for the first half of 2008 fell by 70 per cent to £599 million which was largely resultant of the impact of market dislocation and volatility relating to the Group's insurance businesses.

- At the end of June 2008, the Group had a total capital ratio on a Basel II basis of 11.3 per cent, a tier 1 ratio of 8.6 per cent and a core tier 1 ratio of 6.2 per cent.”

General Information

The statements made in paragraph three under the heading “General Information” on page 43 of the Prospectus shall be deleted and replaced with the following:

“There has been no significant change in the financial or trading position of Lloyds TSB Group since 30 June 2008 and save as disclosed in pages 30 to 45 of the 2008 Company Interim Results, as incorporated by reference herein, no material adverse change in the prospects of Lloyds TSB Group since 31 December 2007.”

The Company will provide, without charge, to each person to whom a copy of this Supplement has been delivered, upon the oral or written request of such person, a copy of any or all of the documents which are incorporated in whole or in part by reference herein or in the Prospectus. Written or oral requests for such documents should be directed to the Company at its head office at 25 Gresham Street, London, EC2V 7HN, as described on page 5 of the Prospectus.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, no other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus has arisen or been noted, as the case may be, since the publication of the Prospectus.

An investor should be aware of its rights arising pursuant to Section 87Q(4) of the FSMA.