



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 (as supplemented by a supplementary prospectus dated 5 August 2008 and 7 October 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.

Announcement by the Company regarding revised terms for the acquisition of HBOS plc and raising £5.5 billion of new capital

On 13 October 2008, the Company published an announcement (the “**Acquisition and Capital Announcement**”) regarding (i) the revised terms of the acquisition of HBOS plc by the Company, and (ii) the raising of £5.5 billion of new capital. A copy of the Acquisition and Capital Announcement has been filed with the Financial Services Authority and (save as provided in the following sentence), by virtue of this Supplement, is incorporated by reference in, and forms part of, the Prospectus. The fourth and fifth paragraphs (including the italicised wording in the fifth paragraph) of the Acquisition and Capital Announcement shall neither be incorporated by reference in, nor form part of, the Prospectus.

Recent Developments

The following paragraphs shall be inserted at the end of the section entitled “Recent Developments” on page 32 of the Prospectus:

- “On 8 October 2008, HM Treasury issued a press release entitled “*Financial support to the banking industry*” (the “**Government’s Announcement**”) announcing proposals by the UK Government to ensure stability of the financial system and to protect ordinary savers, depositors, businesses and borrowers.

- On 8 October 2008, the Issuer issued an announcement via the London Stock Exchange plc's Regulatory News Service confirming that it welcomed the Government's Announcement, and stating that the Issuer would make a further announcement in due course once it had fully assessed the implications of the Government's Announcement.
- On 13 October 2008, the Issuer published an announcement (the "**Acquisition and Capital Announcement**") regarding (i) the revised terms of the acquisition of HBOS plc by the Issuer, and (ii) the raising of £5.5 billion of new capital. A copy of the Acquisition and Capital Announcement has been filed with the Financial Services Authority and certain parts of the Acquisition and Capital Announcement are incorporated by reference in, and form part of, this Prospectus."

General Information

The statements made in paragraph three under the heading "General Information" on page 43 of the Prospectus as supplemented on 5 August 2008 shall be deleted and replaced with the following:

"Save as disclosed in the second and third paragraphs of the section entitled Interim Management Statement and Current Trading of the Acquisition and Capital Announcement, as incorporated by reference herein, 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 and the second and third paragraphs of the section entitled Interim Management Statement and Current Trading of the Acquisition and Capital Announcement, as incorporated by reference herein, there has been 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.