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Amended and Restated Final Terms dated 8 November 2010

(to the base prospectus dated 29 April 2010 as supplemented on 12 October 2010)

ARKLE MASTER ISSUER PLC

(Incorporated with limited liability in England and Wales with registered number 05941709)

Residential Mortgage Backed Note Programme

Issue of Series 2010-2 Notes

Series	Class	Interest rate	Initial principal amount	Issue price	Scheduled redemption	Maturity
Series 1	A1	Three-month USD LIBOR + 1.40% Floating Rate	\$700,000,000	100%	17 August 2013	17 May 2060
Series 1	A2	Three-month JPY LIBOR + 1.15% Floating Rate	¥20,080,000,000	100%	17 August 2013	17 May 2060
Series 1	A3	Three-month GBP LIBOR + 1.40% Floating Rate	£225,000,000	100%	17 August 2013	17 May 2060
Series 2	A	Three-month EURIBOR + 1.50% Floating Rate	€800,000,000	100%	17 August 2015	17 May 2060
Series 3	A	Three-month GBP LIBOR + 1.55% Floating Rate	£1,250,000,000	100%	17 August 2016	17 May 2060
Series 4	A	3.986%	£400,000,000	100%	17 August 2017	17 May 2060

Terms not otherwise defined herein shall be deemed to be defined as such for the purposes of the conditions set forth in the base prospectus dated 29 April 2010 as supplemented on 12 October 2010 (the **base prospectus**) which constitutes a base prospectus for the purposes of Directive 2003/71/EC (the **Prospectus Directive**). This document constitutes the final terms (the **final terms**) of the notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the base prospectus. Full information on the issuing entity and the offer of the notes is only available on the basis of the combination of final terms and the base prospectus. The base prospectus is available for viewing at the registered office of the issuing entity at 1st Floor, Phoenix House, 18 King William Street, London, EC4N 7BP and at the Principal Paying Agent at its offices at, One Canada Square, London E14 5AL.

To be eligible to read this document you either must be (i) a "Qualified Institutional Buyer" within the meaning of Rule 144A under the U.S. Securities Act of 1933, as amended (the "Securities Act") or (ii) not be a "U.S. Person" within the meaning of Regulation S under the Securities Act.

Arranger and Dealer for the Programme

 Lloyds TSB | Corporate Markets

Joint Lead Managers and Dealers with respect to the:

Reg S Series 1 Class A1 Notes, Rule 144A Series 1 Class A1 Notes, Reg S Series 1 Class A3 Notes,
Reg S Series 2 Class A Notes, Rule 144A Series 2 Class A Notes, Reg S Series 4 Class A Notes

 BARCLAYS
CAPITAL

 Lloyds TSB | Corporate Markets

J.P.Morgan



Lead Manager and Dealer with respect to the:

Reg S Series 3 Class A Notes

 **Lloyds TSB** | Corporate Markets

Joint Lead Manager and Dealers with respect to the:

Reg S Series 1 Class A2 Notes and Rule 144A Series 1 Class A2 Notes,

NOMURA

 **Lloyds TSB** | Corporate Markets

Series and Class:	Series 1 Class A1	Series 1 Class A2	Series 1 Class A3	Series 2 Class A	Series 3 Class A	Series 4 Class A
1. Issuing entity:	Arkle Master Issuer plc	Arkle Master Issuer plc	Arkle Master Issuer plc	Arkle Master Issuer plc	Arkle Master Issuer plc	Arkle Master Issuer plc
2. Specified Currency or Currencies:	US Dollars	Japanese Yen	Sterling	Euro	Sterling	Sterling
3. Initial Principal Amount:	\$700,000,000	¥20,080,000,000	£225,000,000	€800,000,000	£1,250,000,000	£400,000,000
4. (a) Issue Price:	100% of the Aggregate Nominal Amount	100% of the Aggregate Nominal Amount	100% of the Aggregate Nominal Amount	100% of the Aggregate Nominal Amount	100% of the Aggregate Nominal Amount	100% of the Aggregate Nominal Amount
(b) Net proceeds:	\$700,000,000	¥20,080,000,000	£225,000,000	€800,000,000	£1,250,000,000	£400,000,000
5. Required Subordination Percentage:	11.02%	11.02%	11.02%	11.02%	11.02%	11.02%
6. Funding 1 Reserve Required Amount:	£700,000,000 See also section on arrears or step-up trigger event below.					
7. Ratings (Standard & Poor's/Moody's/Fitch) :	AAA(sf)/Aaa(sf)/AAA (sf)	AAA(sf)/Aaa(sf)/AAA (sf)	AAA(sf)/Aaa(sf)/AAA (sf)	AAA(sf)/Aaa(sf)/AAA (sf)	AAA(sf)/Aaa(sf)/AAA (sf)	AAA(sf)/Aaa(sf)/AAA (sf)
8. Specified Denominations:	\$100,000 and integral multiples of \$1,000 in excess thereof	¥10,000,000 and integral multiples of ¥1,000,000 in excess thereof	£100,000 and integral multiples of £1,000 in excess thereof	€100,000 and integral multiples of €1,000 in excess thereof	£100,000 and integral multiples of £1,000 in excess thereof	£100,000 and integral multiples of £1,000 in excess thereof
9. (a) Closing Date:	21 October 2010	21 October 2010	21 October 2010	21 October 2010	21 October 2010	21 October 2010
(b) Interest Commencement Date:	21 October 2010	21 October 2010	21 October 2010	21 October 2010	21 October 2010	21 October 2010
10. Final Maturity Date:	The Interest Payment Date falling in May 2060	The Interest Payment Date falling in May 2060	The Interest Payment Date falling in May 2060	The Interest Payment Date falling in May 2060	The Interest Payment Date falling in May 2060	The Interest Payment Date falling in May 2060
11. Interest Basis	Three-month US Dollar LIBOR Floating Rate	Three-month Japanese Yen LIBOR Floating Rate	Three-month Sterling LIBOR Floating Rate	Three-month EURIBOR Floating Rate	Three-month Sterling LIBOR Floating Rate	Fixed Rate until the Step-up Date
12. Redemption/Payment Basis:	Bullet Redemption	Bullet Redemption	Bullet Redemption	Bullet Redemption	Bullet Redemption	Bullet Redemption

Series and Class:		Series 1 Class A1	Series 1 Class A2	Series 1 Class A3	Series 2 Class A	Series 3 Class A	Series 4 Class A
13.	Change of Interest Basis or Redemption/Payment Basis:	Following the occurrence of a Pass-Through Trigger Event, One-month USD LIBOR Floating Rate	Following the occurrence of a Pass-Through Trigger Event, One-month Japanese Yen LIBOR Floating Rate	Following the occurrence of a Pass-Through Trigger Event, One-month Sterling LIBOR Floating Rate	Following the occurrence of a Pass-Through Trigger Event, One-month EURIBOR Floating Rate	Following the occurrence of a Pass-Through Trigger Event, One-month Sterling LIBOR Floating Rate	(i) After the occurrence of the Step-up Date three-month Sterling LIBOR Floating Rate or (ii) following the occurrence of a Step-up Date and a Pass-Through Trigger Event, One month Sterling LIBOR Floating Rate.
14.	(a) Listing:	London Stock Exchange's regulated market	London Stock Exchange's regulated market	London Stock Exchange's regulated market	London Stock Exchange's regulated market	London Stock Exchange's regulated market	London Stock Exchange's regulated market
	(b) Estimate of total expenses related to admission to trading	For all Series 2010-2 Notes the aggregate amount of £2,500.					
15.	Method of distribution :	Syndicated	Syndicated	Syndicated	Syndicated	Syndicated	Syndicated
						Lloyds TSB Bank plc (or one of its affiliates intends to purchase £1,250,000,000 of the Series 3 Class A Notes on the Closing Date)	
Provisions Relating to interest (if any) Payable							
16.	Fixed Rate Note Provisions:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Applicable
	(a) Rate(s) of Interest:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	3.986% per annum payable semi-annually in arrear
	(b) Interest Payment Date(s):	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	17th February and 17th August in each year up to and including the earlier to occur of (i) the Interest Payment Date described under item

Series and Class:	Series 1 Class A1	Series 1 Class A2	Series 1 Class A3	Series 2 Class A	Series 3 Class A	Series 4 Class A
						17(a) of the Floating Rate Note Provisions whereupon Notes will be subject to a Floating Rate or (ii) the occurrence of a Pass Through Trigger Event whereupon the Interest Payment Date shall become the 17th day of each month The first Interest Payment Date will be 17th February 2011. Each Interest Payment Date will be subject to adjustment for non-business days in the same manner and correspond to the Interest Payment Dates for the Notes subject to a Floating Rate
(c) Fixed Coupon Amount(s)	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	£19.93 per £1,000 in nominal amount on each Interest Payment Date.
(d) Broken Amount(s):	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	In respect of the first Interest Period, the broken amount payable on the Series 4 Class A Notes will be £12.89 per £1,000 in nominal amount.
(e) Day Count Fraction:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Actual/Actual (ICMA)
(f) Determination Date(s):	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	17 th February and 17 th August in each year.
(g) Other terms relating to the method of	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Applicable. Interest shall be calculated on the basis that the fixed

Series and Class:	Series 1 Class A1	Series 1 Class A2	Series 1 Class A3	Series 2 Class A	Series 3 Class A	Series 4 Class A
calculating interest for Fixed Rate Notes:						interest periods are determined on the basis that the Interest Payment Dates will not be subject to adjustment for non-business days
17. Floating Rate Note Provisions:	Applicable	Applicable	Applicable	Applicable	Applicable	Applicable, following the Step-up Date.
(a) Specified Period(s)/Specified Interest Payment Dates:	17th February, 17th May, 17th August and 17th November in each year up to and including the Final Maturity Date, commencing on 17th November 2010 or, following the occurrence of a Pass-Through Trigger Event, the 17th day of each month up to and including the Final Maturity Date	17th February, 17th May, 17th August and 17th November in each year up to and including the Final Maturity Date, commencing on 17th November 2010 or, following the occurrence of a Pass-Through Trigger Event, the 17th day of each month up to and including the Final Maturity Date	17th February, 17th May, 17th August and 17th November in each year up to and including the Final Maturity Date, commencing on 17th November 2010 or, following the occurrence of a Pass-Through Trigger Event, the 17th day of each month up to and including the Final Maturity Date	17th February, 17th May, 17th August and 17th November in each year up to and including the Final Maturity Date, commencing on 17th November 2010 or, following the occurrence of a Pass-Through Trigger Event, the 17th day of each month up to and including the Final Maturity Date	17th February, 17th May, 17th August and 17th November in each year up to and including the Final Maturity Date, commencing on 17th November 2010 or, following the occurrence of a Pass-Through Trigger Event, the 17th day of each month up to and including the Final Maturity Date	17th February, 17th May, 17th August and 17th November in each year up to and including the Final Maturity Date, commencing on the Step-up Date or, following the occurrence of a Pass-Through Trigger Event and the Step-up Date, the 17th day of each month up to and including the Final Maturity Date
(b) Business Day Convention:	Modified Following Business Day Convention	Modified Following Business Day Convention	Modified Following Business Day Convention	Modified Following Business Day Convention	Modified Following Business Day Convention	Modified Following Business Day Convention
(c) Additional Business Centre(s):	Not Applicable	Tokyo The inclusion of Tokyo as Additional Business Centre does not lead to an amendment of the definition of Monthly Payment Date as defined in the terms and conditions of the Notes.	Not Applicable	Not Applicable	Not Applicable	Not Applicable

Series and Class:	Series 1 Class A1	Series 1 Class A2	Series 1 Class A3	Series 2 Class A	Series 3 Class A	Series 4 Class A
(d) Manner in which the Rate of Interest and Interest Amount is to be determined:	Screen Rate Determination	Screen Rate Determination	Screen Rate Determination	Screen Rate Determination	Screen Rate Determination	Screen Rate Determination
(e) Party responsible for calculating the Rate of Interest and Interest Amount (if not the Agent Bank):	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
(f) Screen Rate Determination:						
(i) Reference Rate:	Three-month US Dollar LIBOR (or, in respect of the first Interest Period, the linear interpolation of two-week US Dollar LIBOR and one-month US Dollar LIBOR) or, after the occurrence of a Pass-Through Trigger Event, one-month US Dollar LIBOR	Three-month Japanese Yen LIBOR (or, in respect of the first Interest Period, the linear interpolation of two-week Japanese Yen LIBOR and one-month Japanese Yen LIBOR) or, after the occurrence of a Pass-Through Trigger Event, one-month Japanese Yen LIBOR	Three-month Sterling LIBOR (or, in respect of the first Interest Period, the linear interpolation of two-week Sterling LIBOR and one-month Sterling LIBOR) or, after the occurrence of a Pass-Through Trigger Event, one-month Sterling LIBOR	Three-month EURIBOR (or, in respect of the first Interest Period, the linear interpolation of two-week EURIBOR and one-month EURIBOR) or, after the occurrence of a Pass-Through Trigger Event, one-month EURIBOR	Three-month Sterling LIBOR (or, in respect of the first Interest Period, the linear interpolation of two-week Sterling LIBOR and one-month Sterling LIBOR) or, after the occurrence of a Pass-Through Trigger Event, one-month Sterling LIBOR	After the occurrence of the Step-up Date three-month Sterling LIBOR. After the occurrence of the Step-up Date and the occurrence of a Pass-Through Trigger Event, one-month Sterling LIBOR
(ii) Interest Determination Date(s):	The second business day on which commercial banks are open for general business (including dealings in foreign currency deposits) in London prior to the start of each Interest Period	The second business day on which commercial banks are open for general business (including dealings in foreign currency deposits) in London prior to the start of each Interest Period	First day of each Interest Period	The second business day on which the TARGET 2 system is open prior to the start of each Interest Period	First day of each Interest Period	First day of each Interest Period
(iii) Relevant Screen	Reuters Monitor Money Rates Service at the page designated as	Reuters Monitor Money Rates Service at the page designated as	Reuters Monitor Money Rates Service at the page designated as	Reuters Monitor Money Rates Service at the page designated as	Reuters Monitor Money Rates Service at the page designated as	Reuters Monitor Money Rates Service at the page designated as

Series and Class:	Series 1 Class A1	Series 1 Class A2	Series 1 Class A3	Series 2 Class A	Series 3 Class A	Series 4 Class A
Page:	LIBOR 01	LIBOR 01	LIBOR 01	EURIBOR 01	LIBOR 01	LIBOR 01
(g) ISDA Determination:						
(i) Floating Rate Option:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
(ii) Designated Maturity:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
(iii) Reset Date:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
(h) Margin(s):	+ 1.40% per annum	+ 1.15% per annum	+ 1.40% per annum	+ 1.50% per annum	+ 1.55% per annum	Not Applicable
(i) Minimum Rate of Interest:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
(j) Maximum Rate of Interest:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
(k) Step-Up Date	Interest Payment Date occurring in August 2013	Interest Payment Date occurring in August 2013	Interest Payment Date occurring in August 2013	Interest Payment Date occurring in August 2015	Interest Payment Date occurring in August 2016	Interest Payment Date occurring in August 2017
(i) Step-Up Margin(s):	+ 2.80% per annum	+ 2.30% per annum	+ 2.80% per annum	+ 3.00% per annum	+ 3.10% per annum	+ 3.00% per annum
(ii) Step-Up Minimum Rate of Interest:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
(iii) Step-Up Maximum Rate of Interest:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
(l) Day Count Fraction:	Actual/360	Actual/360	Actual/365	Actual/360	Actual/365	Actual/365
(m) Fallback provisions, rounding provisions and any other terms relating to the method of	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable

Series and Class:	Series 1 Class A1	Series 1 Class A2	Series 1 Class A3	Series 2 Class A	Series 3 Class A	Series 4 Class A
calculating interest on Floating Rate Notes, if different from those set out in the Conditions:						
18. Zero Coupon Note Provisions	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
General Provisions Applicable to the Notes						
19. (a) Form of Notes:	Reg S Note registered in the name of a nominee for a common depository of Euroclear and Clearstream, Luxembourg. Rule 144A Note registered in the name of a nominee for DTC	Reg S Note registered in the name of a nominee for a common depository of Euroclear and Clearstream, Luxembourg. Rule 144A Note registered in the name of a nominee for DTC.	Reg S Note registered in the name of a nominee for a common depository of Euroclear and Clearstream Luxembourg	Reg S Note registered in the name of a nominee for a common safekeeper. Rule 144A Note registered in the name of a nominee for DTC.	Reg S Note registered in the name of a nominee for a common depository of Euroclear and Clearstream Luxembourg	Reg S Note registered in the name of a nominee for a common depository of Euroclear and Clearstream Luxembourg.
(b) New Global Note	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
20. Additional Financial Centre(s) or other special provisions relating to Interest Payment Dates:	Not Applicable	Tokyo	Not Applicable	Not Applicable	Not Applicable	Not Applicable
21. Details relating to Bullet Redemption Notes:	Applicable	Applicable	Applicable	Applicable	Applicable	Applicable
(a) Redemption Amount:	\$700,000,000	¥20,080,000,000	£225,000,000	€800,000,000	£1,250,000,000	£400,000,000
(b) Bullet Redemption Date:	Interest Payment Date occurring in August 2013	Interest Payment Date occurring in August 2013	Interest Payment Date occurring in August 2013	Interest Payment Date occurring in August 2015	Interest Payment Date occurring in August 2016	Interest Payment Date occurring in August 2017
22. Details relating to Scheduled	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable

Series and Class:	Series 1 Class A1	Series 1 Class A2	Series 1 Class A3	Series 2 Class A	Series 3 Class A	Series 4 Class A
Redemption Notes:						
(a) Scheduled Redemption Dates:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
(b) Scheduled Amortisation Instalments:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
23. Details relating to Pass-Through Notes:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
24. Redemption Amount:	Condition 5.7 applies	Condition 5.7 applies	Condition 5.7 applies	Condition 5.7 applies	Condition 5.7 applies	Condition 5.7 applies
25. Optional Redemption:						
(a) Condition 5.4	Applicable	Applicable	Applicable	Applicable	Applicable	Applicable
(b) Optional Redemption Date:	Interest Payment Date occurring in August 2013 and each Interest Payment Date thereafter	Interest Payment Date occurring in August 2013 and each Interest Payment Date thereafter	Interest Payment Date occurring in August 2013 and each Interest Payment Date thereafter	Interest Payment Date occurring in August 2015 and each Interest Payment Date thereafter	Interest Payment Date occurring in August 2016 and each Interest Payment Date thereafter	Interest Payment Date occurring in August 2017 and each Interest Payment Date thereafter
(c) Other terms:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
26. Issuer Swap Provider:	Lloyds TSB Bank plc	Lloyds TSB Bank plc	Not Applicable	Lloyds TSB Bank plc	Not Applicable	Lloyds TSB Bank plc
27. Specified currency exchange rate (Sterling/specified currency):	GBP 1.00/USD1.6025	GBP 1.00/¥130.2500	Not Applicable	GBP 0.8745/€1.00	Not Applicable	Not Applicable
28. Redenomination Applicable:	Not Applicable	Not Applicable	Applicable	Not Applicable	Applicable	Applicable
29. Other final terms	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
30. ERISA eligibility:	Yes, subject to the considerations in "ERISA considerations" in the base prospectus	Yes, subject to the considerations in "ERISA considerations" in the base prospectus	Not Applicable, these notes are not being offered or sold in the United States	Yes, subject to the considerations in "ERISA considerations" in the base prospectus	Not Applicable, these notes are not being offered or sold in the United States	Not Applicable, these notes are not being offered or sold in the United States.
31. US Taxation:	Debt for United States federal income tax purposes. Subject to the considerations	Debt for United States federal income tax purposes. Subject to the considerations	Not Applicable, these notes are not being offered or sold in the	Debt for United States federal income tax purposes. Subject to the considerations	Not Applicable, these notes are not being offered or sold in the	Not Applicable, these notes are not being offered or sold in the

Series and Class:		Series 1 Class A1	Series 1 Class A2	Series 1 Class A3	Series 2 Class A	Series 3 Class A	Series 4 Class A
		contained in "United States federal income taxation" in the base prospectus	contained in "United States federal income taxation" in the base prospectus	United States	contained in "United States federal income taxation" in the base prospectus	United States	United States
32.	Money Market Notes (2a-7):	No	No	No	No	No	No
33.	Funding 1 Yield Reserve Notes	Applicable	Applicable	Applicable	Applicable	Applicable	Applicable
(a)	Post 2010-1 Funding 1 Yield Reserve Reduction Amount	£61,000,000	£26,700,000	£23,100,000	£74,500,000	£58,600,000	£9,900,000
(b)	Post 2010-1 Funding 1 Yield Reserve Reduction Date	Interest Payment Date occurring in August 2013	Interest Payment Date occurring in August 2013	Interest Payment Date occurring in August 2013	Interest Payment Date occurring in August 2015	Interest Payment Date occurring in August 2016	Interest Payment Date occurring in August 2017
34.	Funding 1 Yield Reserve Required Amount				£470,500,000		
35.	Post-enforcement call option/Limited recourse						
(a)	Condition 10.2 (Post enforcement call option):	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
(b)	Condition 10.3 (Limited Recourse):	Applicable	Applicable	Applicable	Applicable	Applicable	Applicable
Distribution							
36.	(a) If syndicated, names of the Dealers:	Rule 144A Notes: Barclays Bank plc, JP Morgan Securities Limited and Lloyds TSB Bank plc Reg S Notes: Barclays Bank plc, JP Morgan	Rule 144A Notes: Lloyds TSB Bank plc and Nomura International plc Reg S Notes: Lloyds TSB Bank plc and Nomura International	Reg S Notes: Barclays Bank plc, JP Morgan Securities Limited and Lloyds TSB Bank plc	Rule 144A Notes: Barclays Bank plc, JP Morgan Securities Limited and Lloyds TSB Bank plc Reg S Notes: Barclays Bank plc, JP Morgan	Reg S Notes: Lloyds TSB Bank plc	Reg S Notes: Barclays Bank plc, JP Morgan Securities Limited and Lloyds TSB Bank plc

Series and Class:	Series 1 Class A1	Series 1 Class A2	Series 1 Class A3	Series 2 Class A	Series 3 Class A	Series 4 Class A
	Securities Limited and Lloyds TSB Bank plc	plc		Securities Limited and Lloyds TSB Bank plc		
(b) Stabilising Manager (if any):	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
(c) Initial Purchaser	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Lloyds TSB Bank plc or its affiliates	Not Applicable
37. If non-syndicated, name of relevant Dealer:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
38. Total commission	In respect of the Series 1 Class A1 Notes, the total commission and concession to be paid to the Series 1 Class A1 Lead Managers, shall be an amount equal to 0.25% of the Initial Principal Amount of the Series 1 Class A1 Notes underwritten by the Series 1 Class A1 Lead Manager.	In respect of the Series 1 Class A2 Notes, the total commission and concession to be paid to the Series 1 Class A2 Lead Managers, shall be an amount equal to 0.25% of the Initial Principal Amount of the Series 1 Class A2 Notes underwritten by the Series 1 Class A2 Lead Manager.	In respect of the Series 1 Class A3 Notes, the total commission and concession to be paid to the Series 1 Class A3 Lead Managers, shall be an amount equal to 0.25% of the Initial Principal Amount of the Series 1 Class A3 Notes underwritten by the Series 1 Class A3 Lead Manager.	In respect of the Series 2 Class A Notes, the total commission and concession to be paid to the Series 2 Class A Lead Managers, shall be an amount equal to 0.25% of the Initial Principal Amount of the Series 2 Class A Notes underwritten by the Series 2 Class A Lead Manager.	Not Applicable	In respect of the Series 4 Class A Notes, the total commission and concession to be paid to the Series 4 Class A Lead Managers, shall be an amount equal to 0.25% of the Initial Principal Amount of the Series 4 Class A Notes underwritten by the Series 4 Class A Lead Manager.
39. Additional selling restrictions:	Not Applicable	The Series 1 Class A2 Notes have not been and will not be registered under the Financial Instruments and Exchange Act of Japan (Law No. 25 of 1948, as amended; the FIEA) and each Lead Manager has represented and agreed that it will not offer or sell any Series 1 Class A2 Notes, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (as defined under Item 5, Paragraph 1, Article	Not Applicable	Not Applicable	Not Applicable	Not Applicable

Series and Class:

Series 1 Class A1

Series 1 Class A2

Series 1 Class A3

Series 2 Class A

Series 3 Class A

Series 4 Class A

6 of the Foreign Exchange and Foreign Trade Control Act (Law No. 228 of 1949, as amended)), or to others for re-offering or resale, directly or indirectly, in Japan or to, or for the benefit of, a resident of Japan except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the FIEA and any other applicable laws, regulations and ministerial guidelines of Japan

A securities registration statement has not been filed under Article 4, Paragraph 1 of Financial Instruments and Exchange Act of Japan (Law No. 25 of 1948, as amended; the FIEA) in relation to the solicitations for offer of the Notes since such solicitations constitute the private placement to qualified institutional investors under Article 2, Paragraph 4, Item 2 i of the FIEA.

Acquirers of the Notes shall not transfer or resell them except where a transferee is a qualified institutional investor under Article 10 of the Cabinet Office

Series and Class:	Series 1 Class A1	Series 1 Class A2	Series 1 Class A3	Series 2 Class A	Series 3 Class A	Series 4 Class A
		Ordinance concerning Definitions provided in Article 2 of the FIEA (the Ministry of Finance Ordinance No. 14 of 1993, as amended).				
Operational Information						
40.	Any clearing system(s) other than DTC, Euroclear, or Clearstream, Luxembourg and the relevant identification numbers:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
41.	Intended to be held in a manner which would allow Eurosystem eligibility:	No	No	No	Yes	No
	Note that the designation "yes" simply means that the notes are intended to be held upon issue in a manner which would allow them to be ECB eligible and does not necessarily mean that the notes will be eligible collateral for Eurosystem monetary policy and intra-day credit operations in the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility					

Series and Class:	Series 1 Class A1	Series 1 Class A2	Series 1 Class A3	Series 2 Class A	Series 3 Class A	Series 4 Class A	
	criteria have been met.						
42. Delivery:	Delivery Against Payment	Delivery Against Payment	Delivery Against Payment	Delivery Against Payment	Delivery Against Payment	Delivery Against Payment	
43. Names and addresses of additional Paying Agent(s) (if any):	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	
44. ISIN Code:	144A: US041239CD42 Reg S: XS0551621401	144A: US041239CE25 Reg S: XS0551623365	Reg S: XS0551697302	144A:US041239CG72 Reg S: XS0551623951	Reg S: XS0551624330	Reg S: XS0551624926	
45. Common Code:	144A: 055175110 Reg S: 055162140	144A: 055175691 Reg S: 055162336	Reg S: 055169730	144A: 055176639 Reg S: 055162395	Reg S: 055162433	Reg S: 055162492	
46. CUSIP:	041239CD4	041239CE2	Not Applicable	041239CG7	Not Applicable	Not Applicable	

Term Advance Information

47. Borrower:	Arkle Funding (No. 1) Limited	Arkle Funding (No. 1) Limited	Arkle Funding (No. 1) Limited	Arkle Funding (No. 1) Limited	Arkle Funding (No. 1) Limited	Arkle Funding (No. 1) Limited
48. Tier of Term Advance:	Term AAA Advance	Term AAA Advance	Term AAA Advance	Term AAA Advance	Term AAA Advance	Term AAA Advance
49. Series Number:	Series 2010-2	Series 2010-2	Series 2010-2	Series 2010-2	Series 2010-2	Series 2010-2
50. Designation of Term Advance:	Bullet Term Advance	Bullet Term Advance	Bullet Term Advance	Bullet Term Advance	Bullet Term Advance	Bullet Term Advance
51. Initial Principal Amount:	£436,817,472.70	£154,165,067.18	£225,000,000.00	£699,600,000.00	£1,250,000,000.00	£400,000,000.00
(a) Closing Date:	21 October 2010	21 October 2010	21 October 2010	21 October 2010	21 October 2010	21 October 2010
(b) Interest Commencement Date:	21 October 2010	21 October 2010	21 October 2010	21 October 2010	21 October 2010	21 October 2010
52. Initial interest rate per annum:	Three-month Sterling LIBOR (or in respect of the first Interest Period,	Three-month Sterling LIBOR (or in respect of the first Interest Period,	Three-month Sterling LIBOR (or in respect of the first Interest Period,	Three-month Sterling LIBOR (or in respect of the first Interest Period,	Three-month Sterling LIBOR (or in respect of the first Interest Period,	Three-month Sterling LIBOR (or in respect of the first Interest Period,

Series and Class:	Series 1 Class A1	Series 1 Class A2	Series 1 Class A3	Series 2 Class A	Series 3 Class A	Series 4 Class A	
	the linear interpolation of two-week Sterling LIBOR and one-month Sterling LIBOR) +1.6110%	the linear interpolation of two-week Sterling LIBOR and one-month Sterling LIBOR) +1.9420%	the linear interpolation of two-week Sterling LIBOR and one-month Sterling LIBOR) +1.4000%	the linear interpolation of two-week Sterling LIBOR and one-month Sterling LIBOR) +1.9490%	the linear interpolation of two-week Sterling LIBOR and one-month Sterling LIBOR) +1.5500%	the linear interpolation of two-week Sterling LIBOR and one-month Sterling LIBOR) +2.0520%	
53. Funding 1 Yield Reserve Revenue Margin:	0.40% per annum up to but excluding the Step-up Date, thereafter 0.80% per annum.	0.40% per annum up to but excluding the Step-up Date, thereafter 0.80% per annum.	0.40% per annum up to but excluding the Step-up Date, thereafter 0.80% per annum.	0.40% per annum up to but excluding the Step-up Date, thereafter 0.80% per annum.	0.40% per annum up to but excluding the Step-up Date, thereafter 0.80% per annum.	0.40% per annum up to but excluding the Step-up Date, thereafter 0.80% per annum.	
54. Step-Up Date (if any):	The Interest Payment Date occurring in August 2013	The Interest Payment Date occurring in August 2013	The Interest Payment Date occurring in August 2013	The Interest Payment Date occurring in August 2015	The Interest Payment Date occurring in August 2016	The Interest Payment Date occurring in August 2017	
55. Stepped-up interest rate per annum:	Three Month Sterling LIBOR plus 3.5220%	Three Month Sterling LIBOR plus 4.1840%	Three Month Sterling LIBOR plus 2.8000%	Three Month Sterling LIBOR plus 4.1980%	Three Month Sterling LIBOR plus 3.1000%	Three Month Sterling LIBOR plus 3.0000%	
56. Details relating to Bullet Term Advances:	Applicable	Applicable	Applicable	Applicable	Applicable	Applicable	
	Bullet Repayment Date/Repayment Amount/Relevant Accumulation Amount:	The Interest Payment Date occurring in August 2013	The Interest Payment Date occurring in August 2013	The Interest Payment Date occurring in August 2013	The Interest Payment Date occurring in August 2015	The Interest Payment Date occurring in August 2016	The Interest Payment Date occurring in August 2017
57. Details relating to Scheduled Amortisation Term Advances:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	
	Scheduled Repayment Dates/Repayment Amounts/Relevant Accumulation Amounts:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	
58. Details relating to Pass-Through Term Advances:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	
59. Final Repayment Date:	The Interest Payment Date falling in May	The Interest Payment Date falling in May 2060	The Interest Payment Date falling in May 2060	The Interest Payment Date falling in May 2060	The Interest Payment Date falling in May 2060	The Interest Payment Date falling in May 2060	

Series and Class:		Series 1 Class A1	Series 1 Class A2	Series 1 Class A3	Series 2 Class A	Series 3 Class A	Series 4 Class A
		2060					
60.	Loan Payment Dates:	Funding 1 Payment Date means: (a) subject to (b), the date falling on the 17th day of February, May, August and November in each year; or (b) upon and after the occurrence of a Pass-Through Trigger Event or (in respect of the Term Advances made on the Initial Closing Date only) the applicable Step-up Date but only if the Term Advances made on the Initial Closing Date are not redeemed on such date, the Monthly Payment Date or, if such date is not a Business Day, the next following Business Day, unless such Business Day is in the next calendar month, in which case that date will be the first preceding day that is a Business Day.					
61.	Liquidity reserve fund:						
	(a) Liquidity reserve fund trigger term advance:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Remarketing Arrangements							
62.	Do the Notes have the benefit of remarketing arrangements:	No	No	No	No	No	No

ISSUER SWAP PROVIDER(S)

The Issuer Swap Provider will be the following entity in relation to the classes and sub-classes of the series 2010-2 notes as indicated above.

Lloyds TSB Bank plc

Lloyds TSB Bank Group (**Lloyds TSB Bank**) was incorporated in England and Wales on 20 April 1865 (registration number 2065). Lloyds TSB Bank's registered office is at 25 Gresham Street, London EC2V 7HN, telephone number +44 (0)20 7626 1500. Lloyds TSB Bank is authorised and regulated by the Financial Services Authority.

The short term senior unsecured and unguaranteed obligations of Lloyds TSB Bank are currently rated P-1 by Moody's, A-1 by S&P and F1+ by Fitch and the long-term senior, unsecured and unguaranteed obligations of Lloyds TSB Bank are currently rated Aa3 by Moody's, A+ by S&P and AA- by Fitch.

We refer you to the description of Lloyds TSB Bank within the “**Overview**” and “**Business and activities of the Lloyds TSB Bank Group**” paragraphs of the “**Lloyds TSB Bank plc**” section of the base prospectus.

Start-up term advance and previous start-up term advances

The start-up loan made available to Funding 1 on the closing date in connection with the series 2010-2 notes will have the following terms:

Start-up loan provider:	Lloyds TSB Bank plc
Initial total outstanding principal balance:	£479,900,000
Tranche A:	£0
Tranche B:	£9,400,000
Tranche C:	£0
Tranche D:	£470,500,000
Interest rate:	3-month sterling LIBOR plus 1.5% per annum

The start-up loan made available to Funding 1 on the closing date in connection with the series 2010-1 notes had the following terms:

Start-up loan provider:	Lloyds TSB Bank plc
Initial total outstanding principal balance:	£939,150,000
Tranche A:	£206,700,000
Tranche B:	£10,750,000
Tranche C:	£0
Tranche D:	£721,700,000
Interest rate:	3-month sterling LIBOR plus 1.5% per annum

The start-up loan made available to Funding 1 on the closing date in connection with the series 2008-2 notes had the following terms:

Start-up loan provider:	Lloyds TSB Bank plc
Initial total outstanding principal balance:	£184,200,000
Tranche A:	£165,000,000
Tranche B:	£19,200,000
Interest rate:	3-month sterling LIBOR plus 1.5% per annum

The start-up loan made available to Funding 1 on the closing date in connection with the series 2008-1 notes had the following terms:

Start-up loan provider:	Lloyds TSB Bank plc
Initial total outstanding principal balance:	£196,600,000
Tranche A:	£160,300,000
Tranche B:	£36,300,000
Interest rate:	3-month sterling LIBOR plus 1.5% per annum

The start-up loan made available to Funding 1 on the closing date in connection with the series 2007-1 notes had the following terms:

Start-up loan provider:	C&G (novated to Lloyds TSB Bank plc)
Initial total outstanding principal balance:	£61,100,000
Tranche A:	£50,600,000
Tranche B:	£10,500,000
Interest rate:	3-month sterling LIBOR plus 1.5% per annum

The start-up loan made available to Funding 1 on the closing date in connection with the series 2006-2 notes had the following terms:

Start-up loan provider:	C&G (novated to Lloyds TSB Bank plc)
Initial total outstanding principal balance:	£55,000,000
Tranche A:	£52,000,000
Tranche B:	£3,000,000
Interest rate:	3-month sterling LIBOR plus 1.5% per annum

The start-up loan made available to Funding 1 on the closing date in connection with the series 2006-1 notes had the following terms:

Start-up loan provider:	C&G (novated to Lloyds TSB Bank plc)
Initial total outstanding principal balance:	£122,000,000
Tranche A:	£116,000,000
Tranche B:	£6,000,000
Interest rate:	3-month sterling LIBOR plus 1.5% per annum

Other series issued

As of the closing date, the aggregate principal amount outstanding of Notes issued by the issuing entity (converted, where applicable, into sterling at the applicable specified currency exchange rate specified in the relevant final terms), including the Notes described herein, will be:

Class A Notes	£18,993,048,873
Class B Notes	£753,455,680
Class M Notes	£393,756,983
Class C Notes	£620,232,903
Class D Notes	£0

Series 2010-1 notes

The initial principal amount of the Series 2010-1 notes issued by the issuing entity (converted, where applicable, into sterling at the applicable specified currency exchange rate specified in the relevant final terms) on the applicable closing date (being 10 May 2010) was

Class A Notes.....	£2,966,920,201
Class B Notes.....	£230,000,000
Class M Notes	£45,000,000
Class C Notes	£125,000,000
Class D Notes	£0

Series 2008-2 notes

The initial principal amount of the Series 2008-2 notes issued by the issuing entity (converted, where applicable, into sterling at the applicable specified currency exchange rate specified in the relevant final terms) on the applicable closing date (being 6 August 2008) was:

Class A Notes.....	£9,068,300,000
Class B Notes.....	£354,000,000
Class M Notes	£246,600,000
Class C Notes	£331,100,000
Class D Notes	£0

Series 2008-1 notes

The initial principal amount of the Series 2008-1 notes issued by the issuing entity (converted, where applicable, into sterling at the applicable specified currency exchange rate specified in the relevant final terms) on the applicable closing date (being 13 June 2008) was:

Class A Notes.....	£10,477,900,000
Class B Notes.....	£389,300,000
Class M Notes	£270,900,000
Class C Notes	£361,900,000
Class D Notes	£0

Series 2007-1 notes

The initial principal amount of the Series 2007-1 notes issued by the issuing entity (converted, where applicable, into sterling at the applicable specified currency exchange rate specified in the relevant final terms) on the applicable closing date (being 31 May 2007) was:

Class A Notes.....	£2,779,807,527
Class B Notes.....	£108,842,158
Class M Notes	£75,095,008
Class C Notes	£100,937,420
Class D Notes	£0

Series 2006-2 notes

The initial principal amount of the Series 2006-2 notes issued by the issuing entity (converted, where applicable, into sterling at the applicable specified currency exchange rate specified in the relevant final terms) on the applicable closing date (being 14 December 2006) was:

Class A Notes.....	£2,883,213,005
Class B Notes.....	£115,762,309
Class M Notes	£63,637,366
Class C Notes	£116,155,684
Class D Notes	£0

Series 2006-1 notes

The initial principal amount of the Series 2006-1 notes issued by the issuing entity (converted, where applicable, into sterling at the applicable specified currency exchange rate specified in the relevant final terms) on the initial closing date was:

Class A Notes.....	£6,355,684,964
Class B Notes.....	£249,080,788
Class M Notes	£188,174,880
Class C Notes	£222,257,000
Class D Notes	£0

Other term advances

As of the closing date, the aggregate outstanding principal balance of term advances advanced by the issuing entity to Funding 1 under the intercompany loan agreement, including the term advances described herein, will be:

AAA.....	£18,993,048,873
AA.....	£753,455,680
A.....	£393,756,983
BBB.....	£620,232,903
BB.....	£0

Series 2010-1 term advances

The initial principal balance of term advances advanced by the issuing entity to Funding 1 under the intercompany loan agreement on the applicable closing date (being 10 May 2010) was:

AAA.....	£2,966,920,201
AA.....	£230,000,000
A.....	£45,000,000
BBB.....	£125,000,000
BB.....	£0

Series 2008-2 term advances

The initial principal balance of term advances advanced by the issuing entity to Funding 1 under the intercompany loan agreement on the applicable closing date (being 6 August 2008) was:

AAA.....	£9,068,300,000
AA.....	£354,000,000
A.....	£246,600,000
BBB.....	£331,100,000
BB.....	£0

Series 2008-1 term advances

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Series 2006-1 term advances

The initial principal balance of term advances advanced by the issuing entity to Funding 1 under the intercompany loan agreement on the initial closing date was:

AAA.....	£6,355,684,964
AA.....	£249,080,788
A.....	£188,174,880
BBB.....	£222,257,000
BB.....	£0

Mortgages Trust and the Portfolio

Non-asset trigger event:

For the purposes of paragraph (d) of the definition of non-asset trigger event, the aggregate outstanding balance of loans comprising the trust property must be in respect of the period up to but excluding the interest payment date occurring in November 2012, not less than £24,000,000,000. See “**The mortgages trust – Cash management of trust property – principal receipts**” in the base prospectus.

Funding 1 Cash Accumulation Period

With respect to the Series 1 Class A1 notes, the Series 1 Class A2 Notes, the Series 1 Class A3 Notes, the Series 2 Class A Notes, the Series 3 Class A Notes and the Series 4 Class A Notes for the purposes of paragraph (b) of the definition of Funding 1 cash accumulation period, the number of months shall be 6 as at the date of these final terms.

Provisions relating to the Funding 1 Swap Agreement

Funding 1 Swap Premium: £3,400,000 (if applicable)

Party A Fixed Amount: £3,400,000 (if applicable)

Payment date for payment of Party A Fixed Amount: 17 November 2010 (if applicable)

Initial build-up of General Reserve Fund

For the purposes of the definition of "Funding 1 general reserve fund threshold", paragraph (b) of that definition shall apply.

Replenishment of General Reserve Fund

Arrears or step-up trigger event:

Following the occurrence of an arrears or step-up trigger event, the general reserve fund will be replenished from any Funding 1 available revenue receipts to be paid in accordance with item (o) of the Funding 1 pre-enforcement revenue priority of payments up to and including an amount equal to the sum of the Funding 1 reserve required amount and:

- (a) if an arrears or step-up trigger event has occurred under item (i) only of the arrears or step-up trigger event definition, £65,000,000;
- (b) if an arrears or step-up trigger event has occurred under item (ii) only of the arrears or step-up trigger event definition, £65,000,000;
- (c) if an arrears or step-up trigger event has occurred under both items (i) and (ii) of the arrears or step-up trigger event definition, £130,000,000; or
- (d) if an arrears or step-up trigger event has occurred under item (iii) of the arrears or step-up trigger event definition, £0.

For these purposes, **arrears or step-up trigger event** occurs when (i) the aggregate current balance of the loans in the mortgages trust in arrears for more than 90 days divided by the aggregate current balance of all the loans in the mortgages trust (expressed as a percentage) exceeds 3%, (ii) the aggregate of amounts in arrears in respect of the loans, as a percentage of the gross interest due on all loans in the mortgages trust during the immediately preceding 12 months, is 3% or in excess thereof or (iii) if the issuing entity fails to exercise its option to redeem any of its notes on the relevant step-up date pursuant to the terms and conditions of such notes.

Mortgage sale agreement – permitted product switches

Interest-only loans level test:

For the purposes of the definition of interest-only loans level test, C shall be 55% as at the date of these final terms, which percentage may change from time to time.

Use of proceeds

The gross proceeds from the issue of the series 2010-2 notes will (after exchanging, where applicable, the proceeds of the notes for sterling, calculated by reference to the applicable specified currency exchange rate) be used by the issuing entity to make available term advances to Funding 1 pursuant to and in accordance with the terms of the intercompany loan agreement. Funding 1 will use the gross proceeds of each term advance to make a further contribution to the mortgages trustee on the closing date thereby increasing its share of the trust property. No new loans will be sold to the Mortgages Trustee in connection with the series 2010-2 notes.

Mortgage Sale Agreement – Fitch conditions

For the purpose of the Fitch conditions:

Weighted Average Current LTV margin shall be 4%;

Original LTV Margin shall be 3%;

Weighted Average Original LTV margin shall be 2%;

Weighted Average Income Multiple Margin shall be 0.2%; and

Weighted Average Original LTV shall be 71.13%.

Maturity and prepayment considerations

The average lives of each class of the series 2010-2 notes cannot be stated, as the actual rate of repayment of the loans and redemption of the mortgages and a number of other relevant factors are unknown. However, calculations of the possible average lives of each class of the series 2010-2 notes can be made based on certain assumptions. For example, based on the assumptions that:

1. neither the issuer security nor the Funding 1 security has been enforced;
2. each series and class (or sub-class) of series 2010-2 notes is repaid in full by its final maturity date;
3. the seller is not in breach of the terms of the mortgage sale agreement;
4. the seller sells no new loans to the mortgages trustee after the closing date and the loans are assumed to amortise in accordance with the assumed constant repayment rate indicated in the table below (subject to assumption 5 below);
5. the seller sells to the mortgages trustee sufficient new loans and their related security in the period up to but excluding the interest payment date in November 2012, such that the aggregate principal amount outstanding of loans in the portfolio at any time is not less than £24,000,000,000 or such higher amount as may be required to be maintained as a result of the issuing entity advancing further term advances to Funding 1 which Funding 1 uses as consideration for an increase in its share of the trust property or for the sale of new loans to ensure that the seller's share remains at least 5% of the trust property;
6. neither an asset trigger event nor a non-asset trigger event occurs (for the purposes of these final terms, the amount referred to in item (d) of the definition on non-asset trigger event in the base prospectus is in respect of the period to but excluding the interest payment date falling in November 2012, not less than £24,000,000,000);
7. no event occurs that would cause payments on the series 2010-2 notes to be deferred;
8. the annualised CPR as at the closing date is assumed to be the same as the various assumed rates in the table below;
9. there is no balance on the Funding 1 cash accumulation ledger and £778,230,582.28 on the principal ledger at the closing date;
10. the issuing entity exercises its option to redeem the series 2010-2 notes on the step-up date, if any, relating to such notes;
11. the closing date is 21 October 2010, and
12. the Series 2008-1 Class A Notes, the Series 2008-2 Class 3A Notes, the Series 2008-2 Class 3B Notes, the Series 2008-2 Class 3C Notes and the Series 2008-2 Class 4A Notes are redeemed in full on the Interest Payment Date falling in November 2010.

Possible average lives of each class of series 2010-2 notes (in years)

Constant prepayment rate (% per annum)	series 1 class A1 notes	series 1 class A2 notes	series 1 class A3 notes	series 2 class A notes	series 3 class A notes	series 4 class A notes
5%.....	2.82	2.82	2.82	4.82	5.83	6.83
10%.....	2.82	2.82	2.82	4.82	5.83	6.83
15%.....	2.82	2.82	2.82	4.82	5.83	6.83
20%.....	2.82	2.82	2.82	4.82	5.83	6.83
25%.....	2.82	2.82	2.82	4.82	5.83	6.83
30%.....	2.82	2.82	2.82	4.82	5.83	6.83

Assumptions 1, 2, 3, 4, 5, 6, 7, 8, 10 and 11 relate to circumstances which are not predictable. No assurance can be given that the issuing entity will be in a position to redeem the notes on the step-up date. If the issuing entity does not so exercise its option to redeem, then the average lives of the then outstanding notes would be extended.

The average lives of the notes are subject to factors largely outside the control of the issuing entity and consequently no assurance can be given that these assumptions and estimates will prove in any way to be realistic and they must therefore be viewed with considerable caution. For more information in relation to the risks involved in the use of these estimated average lives, see **“Risk factors – The yield to maturity of the notes may be adversely affected by prepayments or redemptions on the loans”** in the base prospectus.

Statistical information on the portfolio

The statistical and other information contained in these final terms has been compiled by reference to the loans in the portfolio securing the notes as at 31 August 2010 (the **cut-off date**). Columns stating percentage amounts may not add up to 100% due to rounding. Except as otherwise indicated, these tables have been prepared using the balance as at the cut-off date, which includes all principal and accrued interest for the loans in the pool.

The portfolio as at the cut-off date consisted of 292,399 mortgage accounts originated by the seller (or originated by C&G and transferred to the seller) and secured over properties located in England, Wales and Scotland, having an aggregate outstanding principal balance of £28,675,979,858.06. The loans in the portfolio at the cut-off date were originated by the seller between 1 January 1997 and 31 October 2009.

A small proportion of the mortgages in the portfolio as at the cut-off date were extended to the relevant borrowers in connection with the purchase by those borrowers of properties from local authorities or certain other landlords under the **right-to-buy schemes** governed by the Housing Act 1985 (as amended by the Housing Act 2004) or (as applicable) the Housing (Scotland) Act 1987 (as amended by the Housing (Scotland) Act 2001).

As at the closing date:

- the Funding 1 share of the trust property will be approximately £19,960,543,896 representing approximately 71.14 % of the trust property; and
- the seller share of the trust property will be approximately £8,098,240,739 representing approximately 28.86% of the trust property.

The actual amounts of the Funding 1 share of the trust property and the seller share of the trust property as at the closing date will not be determined until the initial closing date which will be after the date of these final terms.

Outstanding balances as at the cut-off date (31 August 2010)

The following table shows the range of outstanding account balances (including capitalised interest, capitalised high LTV fees, insurance fees, booking fees and valuation fees) as at the cut-off date.

Range of outstanding balances*	Aggregate outstanding balance as at the cut-off date (£)	% of total	Number of mortgage accounts	% of total	Number of mortgage loans	% of total
<£15,000	177,011,594.76	0.62%	21,955	7.51%	34,775	5.54%
£15,000 to <20,000.....	170,733,297.38	0.60%	9,675	3.31%	16,819	2.68%
£20,000 to <30,000.....	544,301,598.33	1.90%	21,693	7.42%	39,631	6.31%
£30,000 to <40,000.....	711,409,432.19	2.48%	20,309	6.95%	40,531	6.45%
£40,000 to <50,000.....	957,896,505.75	3.34%	21,235	7.26%	43,662	6.95%
£50,000 to <60,000.....	1,102,871,415.41	3.85%	20,065	6.86%	42,603	6.78%
£60,000 to <70,000.....	1,225,671,991.44	4.27%	18,875	6.46%	41,464	6.60%
£70,000 to <80,000.....	1,304,230,870.69	4.55%	17,395	5.95%	38,572	6.14%
£80,000 to <90,000.....	1,397,760,870.87	4.87%	16,453	5.63%	36,914	5.88%
£90,000 to <100,000.....	1,477,941,250.02	5.15%	15,539	5.31%	34,913	5.56%
£100,000 to <110,000	1,527,662,988.52	5.33%	14,560	4.98%	32,848	5.23%
£110,000 to <120,000	1,460,398,280.43	5.09%	12,706	4.35%	28,895	4.60%
£120,000 to <130,000	1,413,690,016.84	4.93%	11,321	3.87%	26,019	4.14%
£130,000 to <140,000	1,280,053,148.97	4.46%	9,492	3.25%	22,426	3.57%
£140,000 to <150,000	1,221,188,857.46	4.26%	8,421	2.88%	19,634	3.13%
£150,000 to <250,000	6,977,906,497.75	24.33%	37,278	12.75%	89,926	14.31%
£250,000 to <350,000	2,664,462,243.32	9.29%	9,191	3.14%	23,048	3.67%
≥£350,000	3,060,788,997.93	10.67%	6,236	2.13%	15,553	2.48%
Totals	28,675,979,858.06	100.00 %	292,399	100.00 %	628,233	100.00 %

* Including capitalised interest, capitalised high LTV fees, insurance fees, booking fees and valuation fees.

The maximum, minimum and weighted average outstanding balance for the mortgage accounts in the portfolio on the cut-off date were £1,036,062, £0.00 and £98,071.40 respectively.

LTV ratios at origination

The following table shows the range of LTV ratios, which express the outstanding balance of the aggregate of loans in the mortgage accounts (which incorporates all loans secured on the same property) as at the cut-off date based on the original amount advanced on the date of the origination of the loan, divided by the value of the property securing the loans in that mortgage account at that date.

Range of LTV ratios at origination*	Aggregate outstanding balance as at the cut-off date (£)	% of total	Number of mortgage accounts	% of total
0% – 25.00%.....	835,345,159.95	2.91%	23,711	8.11%
25.01% – 50.00%	4,177,517,426.15	14.57%	64,875	22.19%
50.01% - 60.00%	2,903,530,067.05	10.13%	32,951	11.27%
60.01% – 70.00%	3,343,444,452.77	11.66%	32,592	11.15%
70.01% – 80.00%	5,381,438,499.98	18.77%	43,460	14.86%
80.01% – 85.00%	2,193,784,083.97	7.65%	16,988	5.81%
85.01% – 90.00%	5,640,475,960.74	19.67%	39,830	13.62%
90.01% – 95.00%	4,041,923,167.11	14.10%	36,516	12.49%
95.01%– 100.00%	148,356,589.02	0.52%	1,305	0.45%

Range of LTV ratios at origination*	Aggregate outstanding balance as at the cut-off date (£)	% of total	Number of mortgage accounts	% of total
100.01%+	10,164,451.32	0.04%	171	0.06%
Totals	28,675,979,858.06	100.00%	292,399	100.00%

*Excluding capitalised interest and high LTV fees, insurance fees, booking fees and valuation fees.

The maximum, minimum and weighted average LTV ratio of the mortgage accounts (excluding any capitalised interest, capitalised high LTV fees, insurance fees, booking fees and valuation fees) at origination were 125.00%, 0.00% and 71.54%, respectively. The loans originated at over 100% LTV relate to a negative equity lending scheme introduced by the seller from 1995 on a highly restrictive basis, in order to assist certain mainstream customers who were caught in negative equity as a result of house price falls in the 1990s to either move house or remortgage.

Cut-off date indexed LTV ratios

The following table shows the range of LTV ratios, which express the outstanding balance of the aggregate of all loans as at the cut-off date within the mortgage accounts as at the cut-off date divided by the indexed valuation of the property securing the loans in that mortgage account at the same date.

Range of LTV ratios as at the cut-off date*	Aggregate outstanding balance as at the cut-off date (£)	% of total	Number of mortgage accounts	% of total
0% – 25.00%.....	2,291,447,243.39	7.99%	72,047	24.64%
25.01% – 50.00%	6,462,879,312.02	22.54%	81,656	27.93%
50.01% – 70.00%	6,890,698,241.44	24.03%	54,680	18.70%
70.01% – 80.00%	4,337,850,842.51	15.13%	29,212	9.99%
80.01% – 85.00%	2,293,661,751.75	8.00%	14,867	5.08%
85.01% – 90.00%	2,050,712,046.67	7.15%	13,225	4.52%
90.01% – 95.00%	1,655,007,893.24	5.77%	10,366	3.55%
95.01%-100.00%	1,247,588,203.51	4.35%	7,544	2.58%
100.01% +	1,446,134,323.53	5.04%	8,802	3.01%
Totals.....	28,675,979,858.06	100.00%	292,399	100.00%

* Including capitalised interest, capitalised high LTV fees, insurance fees, booking fees and valuation fees.

The maximum, minimum and weighted average LTV ratio as at the cut-off date of all the loans within the mortgage accounts (including any capitalised interest, capitalised high LTV fees, insurance fees, valuation fees and booking fees) were 130.34%, 0.00% and 63.64%, respectively.

Geographical distribution

The following table shows the distribution of properties securing the loans throughout England, Wales and Scotland as at the cut-off date. No such properties are situated outside England, Wales or Scotland. The seller's lending criteria and current credit scoring tests do not take into account the geographical location of the property securing a loan.

Regions	Aggregate outstanding balance as at the cut-off date (£)	% of total	Number of mortgage accounts	% of total
East Anglia.....	1,100,150,898.45	3.84%	12,761	4.36%
East Midlands	1,658,527,467.57	5.78%	20,619	7.05%
Greater London.....	4,930,575,108.41	17.19%	30,856	10.55%
Northern	1,124,787,612.25	3.92%	16,354	5.59%
North West.....	2,122,297,398.66	7.40%	27,567	9.43%

Regions	Aggregate outstanding balance as at the cut-off date (£)	% of total	Number of mortgage accounts	% of total
Scotland	538,267,935.39	1.88%	5,869	2.01%
South East.....	7,193,838,251.34	25.09%	60,692	20.76%
South West.....	3,959,126,066.68	13.81%	41,505	14.19%
Wales	1,248,652,294.62	4.35%	16,928	5.79%
West Midlands	3,143,699,247.28	10.96%	37,398	12.79%
Yorkshire & Humberside.....	1,656,057,577.41	5.78%	21,850	7.47%
Totals	28,675,979,858.06	100.00 %	292,399	100.00 %

House prices and incomes vary throughout England, Scotland and Wales. The table below summarises the average house price and the average income for each region for the year ended 31 December 2009 in order to produce a house price to earnings ratio for each region.

Regions	Average earnings (£ per annum)*	House price (£)**	Price/earnings ratio
North.....	44,286	159,790	3.61
North West.....	46,816	174,626	3.73
Yorkshire and Humberside.....	45,849	176,040	3.84
East Midlands	45,133	172,415	3.82
West Midlands	46,633	184,900	3.97
East Anglia.....	48,439	198,177	4.09
London	75,119	338,120	4.50
South East.....	60,200	269,320	4.47
South West.....	50,557	220,404	4.36
Wales	43,404	165,659	3.82
Scotland	47,955	174,433	3.64

* Average recorded income of borrowers

** Simple average house prices

Source: Department for Communities and Local Government

Seasoning of loans

The following table shows the number of months since the date of origination of the loan. The ages and balances of the loans in this table have been taken as at the cut-off date.

Age of loans in months as at cut-off date	Aggregate outstanding balance as at the cut-off date (£)	% of total	Number of loans	% of total
0 to <6				
6 to <12	157,127,865.79	0.55%	3,246	0.52%
12 to <18	1,000,241,689.24	3.49%	17,597	2.80%
18 to <24	1,275,237,150.36	4.45%	19,690	3.13%
24 to <30	643,056,976.42	2.24%	10,260	1.63%
30 to <36	89,946,635.17	0.31%	1,560	0.25%
36 to <42	3,872,407,988.07	13.50%	59,376	9.45%
42 to <48	3,301,817,401.92	11.51%	55,958	8.91%
48 to <54	3,384,756,814.18	11.80%	57,812	9.20%
54 to <60	2,472,124,006.24	8.62%	41,625	6.63%
60 to <66	2,236,104,675.81	7.80%	41,673	6.63%

Age of loans in months as at cut-off date	Aggregate outstanding balance as at the cut-off date (£)	% of total	Number of loans	% of total
66 to <72	1,669,679,961.12	5.82%	35,313	5.62%
≥72.....	8,573,478,693.74	29.90%	284,123	45.23%
Totals.....	28,675,979,858.06	100.00 %	628,233	100.00 %

The maximum, minimum and weighted average seasoning of loans as at the cut-off date was 444, 10 and 60.95 months, respectively.

Years to maturity of loans

The following table shows the number of remaining years of the term of the initial loan as at the cut-off date.

Years to maturity	Aggregate outstanding balance as at the cut-off date (£)	% of total	Number of loans	% of total
0 to <5	1,813,965,038.53	6.33%	85,942	13.68%
5 to <10	3,401,617,096.76	11.86%	110,487	17.59%
10 to <15	5,438,993,052.30	18.97%	135,802	21.62%
15 to <20	9,500,448,512.71	33.13%	174,359	27.75%
20 to <25	6,621,539,289.76	23.09%	92,439	14.71%
25 to <30	1,330,305,723.88	4.64%	20,312	3.23%
30 to <35	568,326,253.24	1.98%	8,878	1.41%
≥35.....	784,890.88	0.00%	14	0.00%
Totals.....	28,675,979,858.06	100.00 %	628,233	100.00 %

The maximum, minimum and weighted average remaining term of the loans as at the cut-off date was 37, 0 and 16.25 years, respectively.

Arrears analysis of non repossessed mortgage accounts

The following table summarises the current arrears position of the portfolio as at the cut-off date.

The seller identifies an account as being in arrears where an amount equal to or greater than a full month's contractual payment is past its due date.

Month(s) in Arrears*	Number of Mortgage Accounts	% of total by number	Current Balance (£)	% of Current Balance	Arrears Balance (£)
> 1 < 2	2,548	0.87%	276,085,309	0.96%	1,715,517
> 2 < 3	1,024	0.35%	110,545,268	0.39%	1,289,481
> 3 < 6	1,588	0.54%	184,276,579	0.64%	3,630,331
> 6 < 9	792	0.27%	97,345,209	0.34%	3,276,287
> 9 < 12	547	0.19%	65,658,938	0.23%	2,826,765
> 12 or more	1,332	0.46%	163,457,201	0.57%	10,624,442
Totals	7,831	2.68%	897,368,504	3.13%	23,362,823

* Arrears are calculated in accordance with standard market practice in the UK. A mortgage account is identified as being in arrears when, on any due date, the overdue amounts which were due on previous due dates equal, in the aggregate, one or more full monthly payments. In making an arrears determination, the servicer calculates as of the date of determination the difference between the sum of all monthly payments that were due and payable by a borrower on any due date up to that date of determination (less the aggregate amount of all authorised underpayments made by such borrower up to such date of determination) and the sum of all payments actually made

by that borrower up to that date of determination. If the result arrived at by dividing that difference (if any) by the amount of the required current monthly payment equals or exceeds 1 the mortgage account is deemed to be in arrears. Arrears classification is determined based on the number of equivalent full current monthly payments that have been missed. A borrower that has missed payments that in the aggregate are equal to or exceed 2 monthly payments (but for which the aggregate of missed payments is less than 3 monthly payments) would be classified as being between 2 – 3 months in arrears, and so on.

Purpose of loan

The following table shows whether the purpose of the initial loan on origination was to finance the purchase of a new property or to remortgage a property already owned by the borrower.

Use of proceeds	Aggregate outstanding balance as at the cut-off date (£)	% of total	Number of loans	% of total
Purchase	16,952,771,296.20	59.12%	388,652	61.86%
Remortgage	11,723,208,561.86	40.88%	239,581	38.14%
Totals	28,675,979,858.06	100.00 %	628,233	100.00 %

Origination channel

The following table shows the origination channel for the initial loans.

Origination channel	Aggregate outstanding balance as at the cut-off date (£)	% of total	Number of loans	% of total
Direct origination by the seller	16,213,953,612.17	56.54%	443,470	70.59%
Intermediaries	12,462,026,245.89	43.46%	184,763	29.41%
Totals	28,675,979,858.06	100.00 %	628,233	100.00 %

The direct origination by the seller includes loans originated in Lloyds TSB Bank and C&G branches, direct telephone sales and internet sales.

As at the cut-off date, the weighted average balance of loans in the portfolio that were originated through direct origination, and intermediaries was £36,561.56 and £67,448.71, respectively.

Repayment terms

The following table shows the repayment terms for the loans as at the cut-off date.

Repayment Terms	Aggregate outstanding balance as at the cut-off date (£)	% of total	Number of loans	% of total
Interest Only	14,030,900,663.79	48.93%	235,492	37.48%
Repayment	14,645,079,194.27	51.07%	392,741	62.52%
Totals	28,675,979,858.06	100.00 %	628,233	100.00 %

As at the cut-off date, the weighted average balance of interest-only loans and repayment loans was £59,581.22 and £37,289.41 respectively.

Product groups

The following table shows the distribution of products by the number of loans as at the cut-off date.

Product Type	Aggregate outstanding balance as at the cut-off date (£)	% of total	Number of loans	% of total
Cashgift.....	352,966.04	0.00%	17	0.00%
Discounted.....	155,111,217.64	0.54%	4,046	0.64%
Fixed.....	8,278,120,788.56	28.87%	180,974	28.81%
Tracker.....	4,569,940,397.80	15.94%	79,714	12.69%
Variable.....	15,672,454,488.02	54.65%	363,482	57.86%
Totals.....	28,675,979,858.06	100.00 %	628,233	100.00 %

Payment methods

The following table shows the payment methods for mortgage accounts as at the cut-off date.

Payment method	Aggregate outstanding balance as at the cut-off date (£)	% of total	Number of mortgage accounts	% of total
Direct debit.....	27,835,461,236.29	97.07%	283,988	97.12%
Other.....	840,518,621.77	2.93%	8,411	2.88%
Totals.....	28,675,979,858.06	100.00 %	292,399	100.00 %

Distribution of fixed rate loans

As at the cut-off date, approximately 28.81% of the loans in the expected portfolio were fixed rate loans. The following tables show the distribution of fixed rate loans by their fixed rate of interest as at such date, and the year in which the loans cease to bear a fixed rate of interest and instead bear a floating rate of interest. The figures in these tables have been calculated on the basis of loan product holdings.

Fixed rate loans remain at the relevant fixed rate for a period of time as specified in the offer conditions, after which they move to the standard variable rate or some other rate as specified in the offer conditions.

Fixed rate%	Aggregate outstanding interest bearing balance as at the cut-off date (£)	% of total	Number of loans	% of total fixed rate holdings
0.00 – 1.99.....	141,141.70	0.00%	11	0.01%
2.00 – 2.99.....	1,559,909.52	0.02%	67	0.04%
3.00 – 3.99.....	61,857,129.69	0.75%	951	0.53%
4.00 – 4.99.....	1,644,870,433.31	19.87%	35,216	19.46%
5.00 – 5.99.....	4,755,940,624.31	57.45%	103,437	57.16%
6.00 – 6.99.....	1,793,244,998.25	21.66%	40,454	22.35%
7.00 – 7.99.....	20,506,551.78	0.25%	838	0.46%
Totals.....	8,278,120,788.56	100.00 %	180,974	100.00 %

Year in which current fixed rate period ends	Aggregate outstanding balance as at the cut-off date (£)	% of total	Number of loans	% of total fixed rate holdings
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Year in which current fixed rate period ends	Aggregate outstanding balance as at the cut-off date (£)	% of total	Number of loans	% of total fixed rate holdings
2010	937,270,013.36	11.32%	20,370	11.26%
2011	2,792,585,609.36	33.73%	58,664	32.42%
2012	2,453,147,615.91	29.63%	52,560	29.04%
2013	1,209,602,278.36	14.61%	29,817	16.48%
2014	675,805,310.00	8.16%	14,597	8.07%
2015	97,686,962.82	1.18%	2,361	1.30%
2016	64,797,656.60	0.78%	1,500	0.83%
2017 and later	47,225,342.15	0.57%	1,105	0.61%
Totals	8,278,120,788.56	100.00 %	180,974	100.00 %

Write offs and recoveries of the seller

The following table shows write-offs and recoveries of C&G⁽¹⁾ (in its former capacity as seller) and Lloyds TSB Bank plc across the C&G managed mortgage book⁽²⁾.

Year	Write offs £m	Recoveries £m	Net write offs £m	Mortgage balance £m	Write off balance %	Net write off %
2003 ⁽¹⁾	1.7	1.8	-0.1	64,165.50	0.0026	-0.0002
2004 ⁽¹⁾	1.2	2.0	-0.8	71,789.90	0.0017	-0.0011
2005 ⁽¹⁾	1.4	1.4	0	77,728.70	0.0018	0.0000
2006 ⁽¹⁾	3.9	1.2	2.7	82,679.20	0.0047	0.0033
2007 ⁽²⁾	12.4	1.7	10.7	88,692.50	0.0140	0.0121
2008 ⁽²⁾	20.5	0.8	19.7	98,072.10	0.0209	0.0201
2009 ⁽²⁾	71.2	0.9	70.3	99,500.10	0.0716	0.0707

This table covers the whole of seller's residential mortgage book and includes loans from Northern Ireland as well as England, Wales and Scotland.

(1) Based on C&G audited accounts for each year ending 31 December 2003 to 31 December 2006.

(2) Based on Lloyds TSB Bank plc management accounts for each year ending 31 December 2007 to 31 December 2009 following the Part VII transfer of mortgage assets from C&G to Lloyds TSB Bank plc.

Delinquency and loss experience of the seller

The following table summarises arrears experience for the whole of the Lloyds TSB Bank plc mortgage book originated by C&G or following the Part VII transfer directly by Lloyds TSB Bank plc. All of the loans in the table were originated by the seller or originated by C&G (in its former capacity as seller) and transferred to the seller.

The seller identifies a loan as being in arrears where an amount equal to or greater than a full month's contractual payment is past its due date.

	Loans in the seller's residential mortgage book¹				
	31 December 2005	31 December 2006	31 December 2007	31 December 2008	31 December 2009
Outstanding balance (£ millions).....	£72,406.8	£78,142.9	£84,792.2	£94,542.9	£96,027.9
Number of loans outstanding	790,797	776,056	792,390	842,232	856,514
Outstanding balance of loans in arrears (£ millions)					
Payments in Arrears = 2 to < 3	£331.43	£292.39	£385.54	£550.71	£510.16
Payments in Arrears = 3 to < 6	£424.94	£424.62	£530.73	£874.60	£850.07
Payments in Arrears = 6 to < 8	£205.20	£203.06	£207.28	£395.05	£473.45
Payments in Arrears of 8 or over	£332.04	£321.85	£230.20	£431.38	£1,136.89
Total outstanding balance of loans in arrears	£1,293.61	£1,241.92	£1,353.75	£2,251.74	£2,970.57
Total balance of loans 6 payments or more in arrears	£537.24	£524.91	£437.48	£826.43	£1,610.34
Total outstanding balance of loans 6 payments or more in arrears as % of the outstanding balance	0.7420%	0.6717%	0.5159%	0.8741%	1.6770%
	2005	2006	2007	2008	2009
Outstanding balance of arrears (£ millions)					
Payments in Arrears = 2 to < 3	£5.0	£4.8	£6.2	£7.7	£6.3
Payments in Arrears = 3 to < 6	£11.5	£12.1	£15.4	£21.5	£18.4
Payments in Arrears = 6 to < 8	£9.7	£10.1	£10.6	£16.0	£16.6
Payments in Arrears of 8 or over	£43.6	£40.1	£30.5	£36.2	£75.6
Total balance of arrears.....	£69.8	£67.1	£62.7	£81.4	£117.0
Total balance of arrears on loans 6 payments or more in arrears (£ millions)	£53.3	£50.2	£41.1	£52.2	£92.2

	2005	2006	2007	2008	2009
Total balance of arrears on loans 6 payments or more in arrears as % of the outstanding balance	0.0736%	0.0643%	0.0485%	0.0552%	0.0960%
	31 December 2005	31 December 2006	31 December 2007	31 December 2008	31 December 2009
Number of loans					
Payments in Arrears = 2 to < 3	3,656	3,214	3,660	4,807	4,367
Payments in Arrears = 3 to < 6	4,682	4,453	4,860	7,317	7,233
Payments in Arrears = 6 to < 8	2,291	2,202	2,034	3,224	3,955
Payments in Arrears of 8 or over	4,314	3,950	2,837	3,797	8,798
Total number of loans in Arrears	14,943	13,819	13,391	19,145	24,353
Total number of loans outstanding 6 payments or more in arrears	6,605	6,152	4,871	7,021	12,753
Total number of loans outstanding 6 payments or more in arrears as % of the number of loans outstanding	0.8352%	0.7927%	0.6147%	0.8336%	1.4889%

1. This table covers the whole of seller's residential mortgage book and includes loans from Northern Ireland as well as England, Wales and Scotland.

There can be no assurance that the future arrears experience with respect to the loans comprising the portfolio will correspond to the historical experience of all the loans of the seller as set forth in the foregoing table. If the property market experiences an overall decline in property values so that the value of the properties in the portfolio falls below the principal balances of the loans comprising the overall pool, the actual rates of arrears could be significantly higher than those previously experienced. In addition, other adverse economic conditions, whether or not they affect property values, may nonetheless affect the timely payment by borrowers of principal and interest and, accordingly, the rates of arrears with respect to the loans in the portfolio. Noteholders should observe that the United Kingdom experienced relatively low and stable interest rates during the periods covered in the preceding table. If interest rates were to rise, it is likely that the rate of arrears would rise.

ANNEX 1

STATIC POOL DATA

The tables on the following pages set out, to the extent material, static pool information with respect to all mortgage loans originated by Lloyds TSB Bank or originated by C&G and subsequently transferred to Lloyds TSB Bank pursuant to the Part VII transfer between 2003 and 2009. These tables show, for originations in each year, the distribution of such loans originated in that year by delinquency category, as at each year-end.

The issuing entity has not included static pool information on prepayments. However, the mechanics of the mortgages trust require an extended cash accumulation period when prepayment rates fall below certain minima dictated by the rating agencies, serving to limit the extent to which slow prepayments would cause the average lives of the notes to extend. Conversely, rapid prepayments should not cause the average lives of the notes to shorten so long as the seller maintains the minimum required mortgages trust size. Furthermore, only a limited amount of note principal in relation to the very large mortgages trust size is actually due to be repaid on any particular interest payment date.

The sale of new loans by the seller to the mortgages trustee is subject to conditions, including ones required by the rating agencies, designed to maintain certain credit-related and other characteristics of the mortgages trust. These include limits on loans in arrears in the mortgages trust at the time of sale, limits on the aggregate balance of loans sold, limits on changes in the weighted average foreclosure frequency (**WAFF**) and the weighted average loss severity (**WALS**), minimum yield for the loans in the mortgages trust after the sale and maximum LTV for the loans in the mortgages trust after the sale. See a description of these conditions in “**Sale of the loans and their related security – Sale of loans and their related security to the mortgages trustee on the sale dates**” in the base prospectus.

In the following tables, delinquency category corresponds to the number of full monthly contractual repayment amounts in arrears. Delinquency rates represent the closing balances of loans in a particular delinquency category as a percentage of aggregate closing balances.

Portfolio Arrears by Year of Origination

Loans originated in 2003 as at each specified date

	31 December 2004				31 December 2005				31 December 2006				31 December 2007				31 December 2008				31 December 2009			
	Number	Principal balance	% by number	% by balance	Number	Principal balance	% by number	% by balance	Number	Principal balance	% by number	% by balance	Number	Principal balance	% by number	% by balance	Number	Principal balance	% by number	% by balance	Number	Principal balance	% by number	% by balance
< 2 Months In Arrears.....	146,694	£14,019,400,724.31	98.84%	98.79%	114,853	£10,702,783,086.56	98.04%	97.77%	91,121	£8,450,494,746.23	97.78%	97.54%	73,136	£6,648,176,971.35	97.57%	97.15%	61,897	£5,596,575,642.76	96.56%	95.85%	56,493	£5,028,627,051.32	95.99%	95.04%
Months In Arrears = 2.....	600	£57,342,347.99	0.40%	0.40%	608	£63,609,297.71	0.52%	0.58%	474	£46,377,460.61	0.51%	0.54%	452	£47,235,891.08	0.60%	0.69%	463	£47,864,549.01	0.72%	0.82%	374	£38,688,915.42	0.64%	0.73%
Months In Arrears = 3 to 5.....	743	£77,436,601.78	0.50%	0.55%	849	£85,427,829.04	0.72%	0.78%	731	£73,358,566.71	0.78%	0.85%	648	£70,488,659.76	0.86%	1.03%	772	£82,942,324.04	1.20%	1.42%	663	£70,664,006.31	1.13%	1.34%
Months In Arrears = 6 to 8.....	208	£21,220,132.39	0.14%	0.15%	377	£37,832,925.41	0.32%	0.35%	332	£36,696,790.38	0.36%	0.42%	311	£34,190,774.32	0.41%	0.50%	396	£41,722,888.33	0.62%	0.71%	353	£36,741,172.18	0.60%	0.69%
Months In Arrears = 9 to 11.....	110	£11,660,377.50	0.07%	0.08%	198	£24,598,721.03	0.17%	0.22%	213	£21,477,334.82	0.23%	0.25%	154	£15,559,860.33	0.21%	0.23%	218	£25,408,818.24	0.34%	0.44%	253	£28,054,901.96	0.43%	0.53%
=> 12 Months In Arrears.....	52	£3,839,027.82	0.04%	0.03%	234	£27,777,475.34	0.20%	0.25%	245	£25,508,175.01	0.26%	0.29%	175	£16,975,778.36	0.23%	0.25%	263	£32,436,456.71	0.41%	0.56%	675	£83,466,395.23	1.15%	1.58%
In Possession.....	5	£450,025.74	0.00%	0.00%	29	£4,509,527.51	0.02%	0.04%	70	£10,068,399.09	0.08%	0.12%	83	£10,229,668.72	0.11%	0.15%	95	£11,865,018.46	0.15%	0.20%	39	£5,029,155.92	0.07%	0.10%
Total.....	148,412	£14,191,349,237.53	100.00%	100.00%	117,148	£10,946,538,862.60	100.00%	100.00%	93,186	£8,663,981,472.85	100.00%	100.00%	74,959	£6,842,857,603.92	100.00%	100.00%	64,104	£5,838,815,697.55	100.00%	100.00%	58,850	£5,291,271,598.34	100.00%	100.00%

1. This table covers the whole of seller's residential mortgage book and includes loans from Northern Ireland as well as England, Wales and Scotland.

Loans originated in 2004 as at each specified date

	31 December 2004				31 December 2005				31 December 2006				31 December 2007				31 December 2008				31 December 2009			
	Number	Principal balance	% by number	% by balance	Number	Principal balance	% by number	% by balance	Number	Principal balance	% by number	% by balance	Number	Principal balance	% by number	% by balance	Number	Principal balance	% by number	% by balance	Number	Principal balance	% by number	% by balance
< 2 Months In Arrears.....	161,465	£18,147,339,392.37	99.31%	99.28%	143,625	£15,841,889,508.62	98.68%	98.56%	109,226	£11,828,257,440.46	98.01%	97.84%	87,737	£9,297,475,625.85	97.64%	97.32%	74,909	£7,757,786,140.73	96.50%	95.84%	68,070	£6,922,928,981.02	95.89%	95.10%
Months In Arrears = 2.....	588	£69,910,141.14	0.36%	0.38%	618	£67,508,072.80	0.42%	0.42%	539	£60,942,048.85	0.48%	0.50%	538	£62,550,474.41	0.60%	0.65%	586	£66,808,516.41	0.75%	0.83%	464	£54,378,170.99	0.65%	0.75%
Months In Arrears = 3 to 5.....	483	£56,573,686.54	0.30%	0.31%	680	£83,737,209.46	0.47%	0.52%	800	£92,826,087.64	0.72%	0.77%	829	£103,168,797.20	0.92%	1.08%	982	£114,442,891.46	1.26%	1.41%	785	£89,111,741.93	1.11%	1.22%
Months In Arrears = 6 to 8.....	37	£4,197,985.84	0.02%	0.02%	328	£43,059,152.97	0.23%	0.27%	358	£41,539,947.89	0.32%	0.34%	329	£39,481,482.23	0.37%	0.41%	483	£64,432,277.77	0.62%	0.80%	494	£55,283,842.51	0.70%	0.76%
Months In Arrears = 9 to 11.....	10	£649,825.42	0.01%	0.00%	154	£18,543,005.50	0.11%	0.12%	199	£25,291,033.79	0.18%	0.21%	175	£21,636,509.50	0.19%	0.23%	259	£33,013,245.74	0.33%	0.41%	309	£37,535,888.90	0.44%	0.52%
> 12 Months In Arrears.....	2	£42,849.06	0.00%	0.00%	128	£16,351,091.65	0.09%	0.10%	238	£27,467,884.50	0.21%	0.23%	159	£16,889,680.52	0.18%	0.18%	290	£39,719,368.59	0.37%	0.49%	813	£110,953,293.44	1.15%	1.52%
In Possession.....	0	£0.00	0.00%	0.00%	10	£1,882,180.83	0.01%	0.01%	89	£13,526,511.06	0.08%	0.11%	94	£12,131,646.24	0.10%	0.13%	120	£18,449,803.75	0.15%	0.23%	56	£9,244,771.60	0.08%	0.13%
Total.....	162,585	£18,278,713,880.37	100.00%	100.00%	145,543	£16,072,970,221.83	100.00%	100.00%	111,449	£12,089,850,954.19	100.00%	100.00%	89,861	£9,553,334,215.95	100.00%	100.00%	77,629	£8,094,652,244.45	100.00%	100.00%	70,991	£7,279,436,690.39	100.00%	100.00%

1. This table covers the whole of seller's residential mortgage book and includes loans from Northern Ireland as well as England, Wales and Scotland.

Loans originated in 2005 as at each specified date

	31 December 2005				31 December 2006				31 December 2007				31 December 2008				31 December 2009			
	Number	Principal balance	% by number	% by balance	Number	Principal balance	% by number	% by balance	Number	Principal balance	% by number	% by balance	Number	Principal balance	% by number	% by balance	Number	Principal balance	% by number	% by balance
< 2 Months In Arrears	135,945	£18,168,212,526.26	99.63%	99.62%	120,313	£15,700,697,509.93	98.97%	99.04%	88,610	£10,735,546,924.80	98.26%	98.09%	75,263	£8,859,105,397.08	96.95%	96.55%	68,770	£7,918,054,322.01	96.16%	95.58%
Months In Arrears = 2	273	£37,377,400.65	0.20%	0.20%	420	£46,494,486.25	0.35%	0.29%	470	£61,377,788.97	0.52%	0.56%	584	£74,250,618.26	0.75%	0.81%	449	£56,016,053.12	0.63%	0.68%
Months In Arrears = 3 to 5	183	£25,393,893.71	0.13%	0.14%	493	£59,995,580.12	0.41%	0.38%	626	£83,570,232.31	0.69%	0.76%	873	£106,673,140.71	1.12%	1.16%	814	£101,805,206.58	1.14%	1.23%
Months In Arrears = 6 to 8	45	£6,457,133.23	0.03%	0.04%	170	£19,623,588.92	0.14%	0.12%	251	£32,890,385.05	0.28%	0.30%	396	£54,114,864.19	0.51%	0.59%	432	£55,529,912.02	0.60%	0.67%
Months In Arrears = 9 to 11	5	£697,445.41	0.00%	0.00%	89	£10,955,492.35	0.07%	0.07%	97	£12,664,701.12	0.11%	0.12%	209	£32,890,388.42	0.27%	0.36%	291	£39,876,953.25	0.41%	0.48%
≥ 12 Months In Arrears	1	£48,300.37	0.00%	0.00%	60	£11,733,992.79	0.05%	0.07%	55	£7,979,999.60	0.06%	0.07%	187	£28,844,369.23	0.24%	0.31%	696	£102,075,733.01	0.97%	1.23%
In Possession	0	£0.00	0.00%	0.00%	22	£3,887,208.20	0.02%	0.02%	69	£10,053,656.28	0.08%	0.09%	122	£19,996,745.02	0.16%	0.22%	64	£10,634,590.68	0.09%	0.13%
Total	136,452	£18,238,186,699.63	100.00%	100.00%	121,567	£15,853,387,858.56	100.00%	100.00%	90,178	£10,944,083,688.13	100.00%	100.00%	77,634	£9,175,875,522.91	100.00%	100.00%	71,516	£8,283,992,770.67	100.00%	100.00%

1. This table covers the whole of seller's residential mortgage book and includes loans from Northern Ireland as well as England, Wales and Scotland.

Loans originated in 2006 as at each specified date

	31 December 2006				31 December 2007				31 December 2008				31 December 2009			
	Number	Principal balance	% by number	% by balance	Number	Principal balance	% by number	% by balance	Number	Principal balance	% by number	% by balance	Number	Principal balance	% by number	% by balance
< 2 Months In Arrears.....	130,885	£19,398,341,407.26	99.79%	99.79%	116,199	£16,800,277,733.03	99.11%	99.14%	93,488	£12,727,601,385.96	97.84%	97.67%	85,338	£11,362,611,003.20	96.98%	96.77%
Months In Arrears = 2.....	149	£18,869,009.30	0.11%	0.10%	367	£50,413,745.59	0.31%	0.30%	544	£71,292,724.73	0.57%	0.55%	480	£62,450,063.23	0.55%	0.53%
Months In Arrears = 3 to 5.....	111	£17,437,109.76	0.08%	0.09%	421	£57,646,548.14	0.36%	0.34%	823	£119,576,718.79	0.86%	0.92%	751	£100,368,560.05	0.85%	0.85%
Months In Arrears = 6 to 8.....	18	£3,421,588.12	0.01%	0.02%	139	£20,581,304.99	0.12%	0.12%	317	£49,291,986.58	0.33%	0.38%	455	£61,533,562.41	0.52%	0.52%
Months In Arrears = 9 to 11.....	2	£720,967.88	0.00%	0.00%	56	£8,600,026.70	0.05%	0.05%	169	£26,143,374.48	0.18%	0.20%	273	£40,005,449.43	0.31%	0.34%
≥ 12 Months In Arrears.....	2	£344,636.52	0.00%	0.00%	19	£3,563,027.25	0.02%	0.02%	115	£21,694,535.46	0.12%	0.17%	637	£105,372,931.88	0.72%	0.90%
In Possession.....	0	£0.00	0.00%	0.00%	39	£5,610,161.46	0.03%	0.03%	96	£15,729,875.34	0.10%	0.12%	64	£9,908,847.65	0.07%	0.08%
Total.....	131,167	£19,439,134,718.84	100.00%	100.00%	117,240	£16,946,692,547.16	100.00%	100.00%	95,552	£13,031,330,601.34	100.00%	100.00%	87,998	£11,742,250,417.85	100.00%	100.00%

1. This table covers the whole of seller's residential mortgage book and includes loans from Northern Ireland as well as England, Wales and Scotland.

Loans originated in 2007 as at each specified date

	31 December 2007				31 December 2008				31 December 2009			
	Number	Principal balance	% by number	% by balance	Number	Principal balance	% by number	% by balance	Number	Principal balance	% by number	% by balance
< 2 Months In Arrears	157,338	£22,197,848,433.59	99.65%	99.60%	146,633	£20,238,316,067.65	98.31%	97.99%	132,280	£17,981,336,902.48	96.93%	96.47%
Months In Arrears = 2.....	315	£46,603,066.53	0.20%	0.21%	764	£107,415,138.22	0.51%	0.52%	750	£103,542,032.13	0.55%	0.56%
Months In Arrears = 3 to 5	190	£36,242,394.30	0.12%	0.16%	1,097	£180,516,475.80	0.74%	0.87%	1,310	£188,311,028.04	0.96%	1.01%
Months In Arrears = 6 to 8	36	£4,850,677.89	0.02%	0.02%	372	£67,123,028.40	0.25%	0.33%	709	£108,366,227.80	0.52%	0.58%
Months In Arrears = 9 to 11	6	£910,511.68	0.00%	0.00%	123	£22,913,498.16	0.08%	0.11%	439	£76,447,065.66	0.32%	0.41%
≥ 12 Months In Arrears.....	0	£0.00	0.00%	0.00%	77	£17,908,803.48	0.05%	0.09%	833	£157,469,811.36	0.61%	0.84%
In Possession.....	2	£196,035.70	0.00%	0.00%	95	£18,282,361.36	0.06%	0.09%	147	£23,243,878.54	0.11%	0.12%
Total.....	157,887	£22,286,651,119.69	100.00%	100.00%	149,161	£20,652,475,373.07	100.00%	100.00%	136,468	£18,638,716,946.01	100.00%	100.00%

1. This table covers the whole of seller's residential mortgage book and includes loans from Northern Ireland as well as England, Wales and Scotland.

Loans originated in 2008 as at each specified date

	31 December 2008				31 December 2009			
	Number	Principal balance	% by number	% by balance	Number	Principal balance	% by number	% by balance
< 2 Months In Arrears.....	149,262	£21,648,013,392.59	99.50%	99.40%	141,154	£20,108,951,762.88	98.43%	98.33%
Months In Arrears = 2.....	326	£53,808,364.36	0.22%	0.25%	570	£81,566,136.62	0.40%	0.40%
Months In Arrears = 3 to 5	301	£52,620,018.77	0.20%	0.24%	818	£118,093,946.54	0.57%	0.58%
Months In Arrears = 6 to 8	83	£17,323,231.12	0.06%	0.08%	382	£58,593,814.79	0.27%	0.29%
Months In Arrears = 9 to 11	19	£3,283,897.18	0.01%	0.02%	219	£35,133,934.36	0.15%	0.17%
≥ 12 Months In Arrears.....	8	£1,776,600.87	0.01%	0.01%	219	£39,763,885.87	0.15%	0.19%
In Possession	8	£935,686.74	0.01%	0.00%	49	£8,061,303.05	0.03%	0.04%
Total	150,007	£21,777,761,191.63	100.00%	100.00%	143,411	£20,450,164,784.11	100.00%	100.00%

1. This table covers the whole of seller's residential mortgage book and includes loans from Northern Ireland as well as England, Wales and Scotland.

Loans originated in 2009 as at each specified date

31 December 2009

	Number	Principal balance	% by number	% by balance
< 2 Months In Arrears	82,746	£9,994,887,136.97	99.79%	99.80%
Months In Arrears = 2	90	£11,080,523.23	0.11%	0.11%
Months In Arrears = 3 to 5	63	£7,237,580.36	0.08%	0.07%
Months In Arrears = 6 to 8	13	£1,339,294.25	0.02%	0.01%
Months In Arrears = 9 to 11	3	£385,714.65	0.00%	0.00%
≥ 12 Months In Arrears	1	£132,997.99	0.00%	0.00%
Total.....	82,916	£10,015,063,247.45	100.00%	100.00%

1. This table covers the whole of seller's residential mortgage book and includes loans from Northern Ireland as well as England, Wales and Scotland.

Listing and admission to trading application

This document comprises the final terms required for the notes described herein to be admitted to the Official List of the UK Listing Authority and admitted to trading on the London Stock Exchange's regulated market pursuant to the Residential Mortgage Backed Note Programme of Arkle Master Issuer plc.

Responsibility

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

Signed on behalf of the issuing entity:

By:

Duly authorised

ISSUING ENTITY

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