

## IMPORTANT NOTICE

### **NOT FOR DISTRIBUTION TO ANY U.S. PERSON OR TO ANY PERSON OR ADDRESS IN THE U.S. EXCEPT TO QUALIFIED INSTITUTIONAL BUYERS (AS DEFINED BELOW):**

**You must read the following before continuing.** The following applies to the Drawdown Prospectus following this page, and you are therefore advised to read this carefully before reading, accessing or making any other use of the Drawdown Prospectus. In accessing the Drawdown Prospectus, you agree to be bound by the following terms and conditions, including any modifications to them any time you receive any information from us as a result of such access.

NOTHING IN THIS ELECTRONIC TRANSMISSION CONSTITUTES AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY THE SECURITIES OF THE ISSUER IN ANY JURISDICTION WHERE IT IS UNLAWFUL TO DO SO. THE SECURITIES HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "**SECURITIES ACT**") OR THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES OR ANY JURISDICTION, AND THE SECURITIES MAY NOT BE OFFERED OR SOLD IN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR THE BENEFIT OF, U.S. PERSONS (WITHIN THE MEANING OF REGULATION S UNDER THE SECURITIES ACT) UNLESS AN EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT IS AVAILABLE AND IN ACCORDANCE WITH ALL APPLICABLE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES. THE FOLLOWING DRAWDOWN PROSPECTUS MAY NOT BE FORWARDED OR DISTRIBUTED TO ANY OTHER PERSON AND MAY NOT BE REPRODUCED IN ANY MANNER WHATSOEVER, AND MAY NOT BE FORWARDED TO ANY U.S. PERSON OR TO ANY U.S. ADDRESS OTHER THAN AS PROVIDED BELOW. THIS DOCUMENT MAY ONLY BE DISTRIBUTED IN "OFFSHORE TRANSACTIONS" AS DEFINED IN, AND AS PERMITTED BY, REGULATION S UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "**SECURITIES ACT**"), OR WITHIN THE UNITED STATES TO QIBs (AS DEFINED BELOW) IN ACCORDANCE WITH RULE 144A UNDER THE SECURITIES ACT ("**RULE 144A**"). ANY FORWARDING, DISTRIBUTION OR REPRODUCTION OF THIS DOCUMENT IN WHOLE OR IN PART IS UNAUTHORISED. FAILURE TO COMPLY WITH THIS DIRECTIVE MAY RESULT IN A VIOLATION OF THE SECURITIES ACT OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS.

The Drawdown Prospectus has been delivered to you on the basis that you are a person into whose possession the Drawdown Prospectus may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located. By accessing this Drawdown Prospectus, you shall be deemed to have confirmed and represented to us that (a) you have understood and agree to the terms set out herein, (b) you consent to delivery of the Drawdown Prospectus by electronic transmission, (c) you are either (i) not a U.S. person (within the meaning of Regulation S under the Securities Act) and not acting for the account or benefit of a U.S. person and the electronic mail address that you have given to us and to which this e-mail has been delivered is in an "offshore transaction" within the meaning of Regulation S under the Securities Act or (ii) a qualified institutional buyer (as defined in Rule 144A under the Securities Act) and (d) if you are a person in the United Kingdom, then you are a person who (i) has professional experience in matters relating to investments or (ii) is a high net worth entity falling within Article 49(2)(a) to (d) of the Financial Services and Markets Act (Financial Promotion) Order 2005 or a certified high net worth individual within Article 48 of the Financial Services and Markets Act (Financial Promotion) Order 2005.

The Drawdown Prospectus has been sent to you in an electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of electronic transmission and consequently neither Penarth Master Issuer plc (the "**Issuer**") nor Bank of Scotland plc ("**BOS**") nor Lloyds Bank plc ("**Lloyds**") nor any lead manager nor any dealer nor any person who controls, nor any director, officer, employee or agent of the Issuer, BOS, Lloyds or any dealer or any lead manager nor any affiliate of any such person accepts any liability or responsibility whatsoever in respect of any difference between the Drawdown Prospectus distributed to you in electronic format and the hard copy version available to you on request from the Issuer, BOS, Lloyds or any lead manager or any dealer.

Financial Conduct Authority

Document Approved

Date: 19 Nov 2013.....

Signed: N. M. J.**DRAWDOWN PROSPECTUS DATED 19 NOVEMBER 2013**

(to the Base Prospectus dated 13 November 2013)

**Penarth Master Issuer plc***(incorporated under the laws of England and Wales with limited liability under registered number 6615304)*

Issuer

**Bank of Scotland plc**

Sponsor, Transferor, Transferor Beneficiary, Cash Manager and Servicer

Issue of \$750,000,000 Class A Asset Backed Floating Rate Notes due 2015 under

**the Penarth Medium Term Note Programme**

(ultimately backed by trust property in the Penarth Receivables Trust)

The Issuer will issue	Class A, Series 2013-1 A1 Notes
Principal Amount	\$750,000,000
Interest Rate	1 month USD LIBOR plus Margin
Interest Payment Dates	On the 18 <sup>th</sup> day of each month, in each case subject to adjustment for non Business Days
Scheduled Redemption Date	18 November 2015
Final Redemption Date	18 November 2017
Price to public	\$750,000,000 (or 100 per cent.)
Underwriting Discount	\$0 (or 0 per cent.)
Proceeds to Sponsor	\$750,000,000 (or 100 per cent.)

The notes have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**") or with any securities regulatory authority of any state or other jurisdiction of the United States and may not be offered, sold or delivered within the United States or to "**U.S. Persons**" (within the meaning of Regulation S of the Securities Act ("**Regulation S**")) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Notes issued under the Penarth Medium Term Note Programme may only be offered, sold or delivered (i) to non U.S. Persons (as defined in Regulation S) in "offshore transactions" in reliance on Regulation S (the "**Regulation S Notes**") and (ii) (a) within the United States in reliance on Rule 144A under the Securities Act ("**Rule 144A**") only to persons that are "qualified institutional buyers" (each a "**QIB**") within the meaning of Rule 144A (the "**Rule 144A Notes**") and (b) within the United States in reliance on Rule 506 of Regulation D under the Securities Act (the "**Registered Uncleared Notes**").

**Neither the United States Securities and Exchange Commission nor any state securities commission has approved or disapproved of these notes or determined if the Drawdown Prospectus is truthful or complete. Any representation to the contrary is a criminal offence.**

**The Issuer has not registered and does not intend to register as an investment company under the United States Investment Company Act of 1940, as amended (the "Investment Company Act").**

Prospective investors should read the Drawdown Prospectus and the Base Prospectus carefully before making an investment. This document and the Base Prospectus is available for viewing at the specified offices of the Dealers or the Principal Paying Agent and copies may be obtained from the specified offices of the Dealers or the Principal Paying Agent.

This document, together with the information incorporated by reference herein, has been approved by the United Kingdom Financial Conduct Authority (the "**FCA**"), which is the United Kingdom competent authority for the purposes of Directive 2003/71/EC (the "**Prospectus Directive**") and relevant implementing measures in the United Kingdom, as a prospectus issued in compliance with the Prospectus Directive and relevant implementing measures in the United Kingdom for the purpose of giving information with regard to the Series 2013-1 A1 Notes.

If issued under this Drawdown Prospectus, Regulation S Notes (as defined herein) of each class will be represented on issue by beneficial interests in one or more permanent global note certificates (each a "**Regulation S Global Note Certificate**"), in fully registered form, without interest coupons attached, which will be registered in the name of a nominee for and deposited with a Common Depository for Euroclear Bank SA/NV ("**Euroclear**") and Clearstream Banking, *société anonyme*, ("**Clearstream**"). If issued under this Drawdown Prospectus, Rule 144A Notes (as defined herein) of each class will be represented on issue by beneficial interests in one or more permanent global note certificates (each a "**Rule 144A Global Note Certificate**"), in fully registered form, without interest coupons attached, which will be deposited with Deutsche Bank Trust Company Americas, as custodian ("**DTC Custodian**") for, and registered in the name of Cede & Co. as nominee of, The Depository Trust Company ("**DTC**"). Ownership interests in the Regulation S Global Note Certificates and in the Rule 144A Global Note

Certificates (together, the "**Global Note Certificates**") will be shown on, and transfers thereof will only be effected through, records maintained by Euroclear, Clearstream and DTC (as relevant), and their respective participants. Regulation S Notes and Rule 144A Notes in definitive certificated, fully registered form will be issued only in the limited circumstances described herein. In each case, purchasers and transferees of notes will be deemed to have made certain representations and agreements. See "*Forms of the notes*" and "*Plan of Distribution*" in the Base Prospectus and "*Purchase and Transfer Restrictions*" in this Drawdown Prospectus.

*Arranger*



*Joint Lead Managers and Dealers*



**Morgan Stanley**

*Co-Manager and Dealer*



**Natixis**

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## IMPORTANT INFORMATION

In the event that any withholding or deduction for any taxes, duties, assessments or government charges of whatever nature is imposed, levied, collected, withheld or assessed on payments of principal or interest in respect of the notes by Jersey, the United Kingdom, or any other jurisdiction or any political subdivision or any authority in or of such jurisdiction having power to tax, the Issuer or the Paying Agents on behalf of the Issuer shall make such payments after such withholding or deduction and neither the Issuer nor the Paying Agents will be required to make any additional payments to Noteholders in respect of such withholding or deduction.

The Issuer will confirm to the Series Dealers that the Drawdown Prospectus, contains all information which is (in the context of the Programme, the issue, offering and sale of the notes) material; that such information is true and accurate in all material respects and is not misleading in any material respect; that any opinions, predictions or intentions expressed in the Drawdown Prospectus are honestly held or made and are not misleading in any material respect; that the Drawdown Prospectus does not omit to state any material fact necessary to make such information, opinions, predictions or intentions (in the context of the Programme, the issue and offering and sale of the notes) not misleading in any material respect; and that all proper enquiries have been made to verify the foregoing.

No person has been authorised to give any information or to make any representation not contained in or not consistent with the Drawdown Prospectus or any other document entered into in relation to the Programme or any information supplied by the Issuer or such other information as is in the public domain and, if given or made, such information or representation should not be relied upon as having been authorised by the Issuer or any Arranger, Dealers or Lead Managers.

No representation or warranty is made or implied by the Arranger, Dealers or Lead Managers or any of their respective affiliates, and neither such Arranger, Dealers or Lead Managers nor any of their respective affiliates makes any representation or warranty or accepts any responsibility as to the accuracy or completeness of the information contained in the Drawdown Prospectus. Neither the delivery of the Drawdown Prospectus nor the offering, sale or delivery of any Note shall, in any circumstances, create any implication that the information contained in the Drawdown Prospectus is true subsequent to the date hereof or the date upon which any future Drawdown Prospectus (in relation to any future issue of other notes) is produced or that there has been no adverse change, or any event reasonably likely to involve any adverse change, in the condition (financial or otherwise) of the Issuer since the date thereof or, if later, the date upon which any future Drawdown Prospectus (in relation to any future issue of other notes) are produced or that any other information supplied in connection with the Programme is correct at any time subsequent to the date on which it is supplied or, if different, the date indicated in the document containing the same. No request has been made for a certificate permitting public offers of the notes in other member states of the European Union.

The distribution of the Drawdown Prospectus and the offering, sale and delivery of the notes in certain jurisdictions may be restricted by law. Persons in possession of the Drawdown Prospectus are required by the Issuer and the Dealer to inform themselves about and to observe any such restrictions. For a description of certain restrictions on offers, sales and deliveries of notes and on the distribution of the Drawdown Prospectus and other offering material relating to the notes, see "*Plan of Distribution*" in the Base Prospectus.

Certain figures included in the Drawdown Prospectus have been subject to rounding adjustments; accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures which precede them.

Prospective investors should rely only on the information in the Drawdown Prospectus, including information incorporated by reference. The Issuer has not authorised anyone to provide investors with different information.

Prospective investors should read the Drawdown Prospectus carefully before making an investment. A note is not a deposit and neither the notes nor the underlying Receivables are insured or guaranteed by Bank of Scotland plc or by any United Kingdom or United States governmental agency. The notes offered in the Drawdown Prospectus will be obligations of the Issuer only. The Issuer will only have a

limited pool of assets to satisfy its obligations under the notes. The notes will not be obligations of Bank of Scotland plc, the Lead Manager, the Dealer(s) or any of their respective affiliates.

Neither the United States Securities and Exchange Commission nor any state securities commission has approved or disapproved of any notes or determined if the Drawdown Prospectus are truthful or complete. Any representation to the contrary is a criminal offence.

The Issuer has not registered and does not intend to register as an investment company under the United States Investment Company Act of 1940, as amended (the "**Investment Company Act**").

AN INVESTMENT IN THE NOTES IS ONLY SUITABLE FOR FINANCIALLY SOPHISTICATED INVESTORS WHO ARE CAPABLE OF EVALUATING THE MERITS AND RISKS OF SUCH INVESTMENT AND WHO HAVE SUFFICIENT RESOURCES TO BE ABLE TO BEAR ANY LOSSES WHICH MAY RESULT FROM SUCH INVESTMENT. IF PROSPECTIVE INVESTORS ARE IN ANY DOUBT ABOUT THE CONTENTS OF THE BASE PROSPECTUS AND/OR DRAWDOWN PROSPECTUS THEY SHOULD CONSULT THEIR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER FINANCIAL ADVISER.

## **RISK FACTORS**

Prospective investors should read the entirety of this Drawdown Prospectus together with the documents incorporated herein by reference, including the base prospectus for the Penarth Master Trust plc medium term note programme dated 13 November 2013, the "**Base Prospectus**"). Investing in the notes involves certain risks. The principal risk factors that may affect the ability of the Issuer to fulfil its obligations under the notes are discussed under "Risk Factors" at pages 21 to 55 of the Base Prospectus (and such risk factors shall be deemed to be incorporated into and form part of this Drawdown Prospectus).

## INFORMATION INCORPORATED BY REFERENCE

The following information shall be deemed to be incorporated in and form part of this Drawdown Prospectus:

1. the following sections of the Base Prospectus dated 13 November 2013
  - (a) Programme structural overview Set out on pages 1 and 2 the Base Prospectus
  - (b) Structural diagram of Bank of Scotland PLC credit card securitisation programme Set out on page 3 of the Base Prospectus
  - (c) Overview of the Penarth Master Issuer PLC medium term note programme Set out on pages 5 to 20 of the Base Prospectus
  - (d) Risk factors Set out on pages 21 to 55 of the Base Prospectus
  - (e) Regulatory disclosure Set out on page 56 of the Base Prospectus
  - (f) Prime collateral securities initiative Set out on page 57 of the Base Prospectus
  - (g) The Penarth Receivables Trust Set out on pages 58 to 72 of the Base Prospectus
  - (h) The receivables Set out on pages 73 to 83 of the Base Prospectus
  - (i) Servicing the receivables Set out on pages 84 to 89 of the Base Prospectus
  - (j) The loan notes Set out on pages 90 to 126 of the Base Prospectus
  - (k) Sources of funds to pay the loan notes Set out on pages 127 to 141 of the Base Prospectus
  - (l) The security trust deed and cash management agreement Set out on pages 142 and 143 of the Base Prospectus
  - (m) The note trust deed Set out on pages 144 to 151 of the Base Prospectus
  - (n) Description of the swap agreements Set out on pages 152 to 156 of the Base Prospectus
  - (o) Bank of Scotland PLC Set out on pages 157 and 158 of the Base Prospectus
  - (p) Lloyds Bank PLC Set out on pages 159 and 160 of the Base Prospectus
  - (q) Credit card portfolio Set out on pages 161 to 168 of the Base Prospectus
  - (r) Receivable yield considerations Set out on page 169 of the Base Prospectus
  - (s) Maturity assumptions Set out on pages 170 and 171 of the Base Prospectus
  - (t) The receivables trustee Set out on pages 172 to 175 of the Base Prospectus



(u)	Loan Note Issuer No.1	Set out on pages 176 to 178 of the Base Prospectus
(v)	The Issuer	Set out on page 179 and 180 of the Base Prospectus
(w)	The note trustee and the security trustee	Set out on page 181 of the Base Prospectus
(x)	Forms of the notes	Set out on pages 182 to 189 of the Base Prospectus
(y)	Terms and conditions of the notes	Set out on pages 190 to 235 of the Base Prospectus
(z)	United Kingdom taxation treatment of the notes	Set out on pages 236 and 237 of the Base Prospectus
(aa)	Material Jersey tax considerations	Set out on page 238 of the Base Prospectus
(bb)	FATCA	Set out on page 239 of the Base Prospectus
(cc)	Material United States federal income tax consequences	Set out on pages 240 to 246 of the Base Prospectus
(dd)	ERISA and certain other considerations	Set out on pages 247 and 248 of the Base Prospectus
(ee)	Plan of distribution	Set out on pages 249 to 259 of the Base Prospectus
(ff)	Auditors	Set out on pages 260 of the Base Prospectus
(gg)	Use of proceeds	Set out on page 261 of the Base Prospectus
(hh)	General information	Set out on pages 262 to 264 of the Base Prospectus
(ii)	Additional important information	Set out on pages 265 to 266 of the Base Prospectus
(jj)	Form of final terms	Set out on pages 267 to 299 of the Base Prospectus
(kk)	Financial statements of Loan Note Issuer No.1 for the 12 month period ended 31 December 2012	Set out on page 300 of the Base Prospectus
(ll)	Financial statements of Loan Note Issuer No.1 for the 12 months period ended 31 December 2011	Set out on page 301 of the Base Prospectus
(mm)	Financial statements of Issuer for the 12 month period ended 31 December 2012	Set out on page 302 of the Base Prospectus
(nn)	Financial statements of Issuer for the 12 months period ended 31 December 2011	Set out on page 303 of the Base Prospectus
(oo)	Statistical information	Set out on pages 304 to 335 of the Base Prospectus

Any statement contained in the Base Prospectus or in any document incorporated or deemed incorporated by reference into this Drawdown Prospectus shall be deemed to be modified or superseded for the purpose of this Drawdown Prospectus to the extent that a statement contained herein modifies or supersedes such earlier statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Drawdown Prospectus except as modified or superseded.

Any information not listed above but included in the information incorporated by reference is given for information purposes only. Except where explicitly incorporated by reference herein, any documents themselves incorporated by reference into the documents listed in the table above shall not form a part of this Drawdown Prospectus.

Full information on the Issuer and the notes described herein is only available on the basis of a combination of this Drawdown Prospectus and any information incorporated by reference into this document.

#### **Documents available for inspection**

For so long as the Base Prospectus is in effect, copies and, where appropriate, English translations of the following documents may be inspected at the specified office of the principal paying agent and at the registered office of the Issuer during usual business hours on any weekday, apart from public holidays and the Base Prospectus shall be available on or around the date hereof in electronic form at <http://www.sfmeurope.com/files/prospectus/444/444.pdf>:

- (i) the memorandum and articles of association of the Issuer; the memorandum and articles of association of Loan Note Issuer No.1;
- (ii) the memorandum and articles of association of the Receivables Trustee;
- (iii) historical financial information of the Issuer set out in Appendix D and Appendix E of the Base Prospectus;
- (iv) the current Base Prospectus in relation to the Programme;
- (v) the Paying Agency Agreement;
- (vi) the Dealer Agreement and the relevant subscription agreement;
- (vii) any Final Terms or Drawdown Prospectus, as applicable relating to notes which are admitted to listing, trading and/or quotation by any listing authority, stock exchange and/or quotation system
- (viii) the Master Framework Agreement;
- (ix) the RSD including amendments thereto;
- (x) the RTDSA including amendments thereto;
- (xi) the Trust section 75 indemnity;
- (xii) the Expenses Loan Agreement;
- (xiii) the STDCMA;
- (xiv) the Note Trust Deed;
- (xv) each Note Trust Deed Supplement;
- (xvi) the Issuer Master Framework Agreement;
- (xvii) the De-Linked Supplement;
- (xviii) the Jersey jurisdiction agreement (Loan Notes);

- (xix) the Issuer Corporate Services Agreement;
- (xx) the RT Corporate Services Agreement;
- (xxi) the Funding 1 Corporate Services Agreement;
- (xxii) the various bank agreements of Loan Note Issuer No.1 and the Issuer; and
- (xxiii) each Loan Note Supplement.

## SWAP COUNTERPARTY

*The information contained in this section related to Natixis and the Natixis Group has been obtained from Natixis and is furnished solely to provide limited information regarding Natixis and the Natixis Group and does not purport to be comprehensive.*

NATIXIS (formerly known as Natexis Banques Populaires) is a French limited liability company (société anonyme à conseil d'administration) registered with the Registre du Commerce et des Sociétés de Paris under No. 542 044 524 ("**Natixis**"). Natixis has its registered office address at 30 avenue Pierre Mendès-France, 75013 Paris, France.

With effect as of 31 July 2009 (non-inclusive), Natixis is affiliated with BPCE, the central body of Groupe BPCE. This affiliation with BPCE replaces, with effect as of same date, the dual affiliation of Natixis with Caisse Nationale des Caisses d'Epargne et de Prévoyance (CNCE) and Banque Fédérale des Banques Populaires (BFBP), which was governed by a dual affiliation agreement terminated on the same date.

Natixis is the corporate, investment and financial services arm of Groupe BPCE, the 2nd-largest retail banking group in France.

With around 22,000 employees, Natixis has a number of areas of expertise which are organized in three main business lines: Wholesale Banking, Investment Solutions and Specialized Financial Services.

Natixis has its own client base of companies, financial institutions and institutional investors as well as the client base of individuals, professionals and small and medium-size businesses of Groupe BPCE's two retail banking networks, Banque Populaire and Caisse d'Epargne.

Natixis is listed on the Paris stock exchange (Nyse Euronext) SBF 120 index and is rated by Standard & Poor's, Fitch Ratings and Moody's.

As at 15 November 2013, the long-term rating unsecured and unsubordinated debt obligations of Natixis is "A" (negative outlook) for Standard & Poor's, "A" (stable outlook) for Fitch Ratings and "A2" (stable outlook) for Moody's.

The information contained in the preceding paragraphs has been provided by Natixis for use in this Drawdown Prospectus. Except for the foregoing paragraphs, Natixis and its respective affiliates have not been involved in the preparation of, and do not accept responsibility for, this Drawdown Prospectus.

## TRANSACTION FEATURES

The Series 2013-1 A1 Notes will be governed, to the extent not described in this Drawdown Prospectus, by the applicable provisions of the Base Prospectus. Unless otherwise indicated, words and expressions defined in the Base Prospectus shall have the same meanings below.

### NOTE SERIES

Series Number:	Series 2013-1 A1
Class of Note:	Class A
Issue Date:	21 November 2013
Issue Price:	100 per cent.
Ratings:	Standard & Poor's (AAA (sf))/Fitch Ratings (AAAsf)/Moody's (Aaa (sf))
Principal Amount:	\$750,000,000
Net Proceeds:	\$750,000,000
Specified Currency:	Notes are to be denominated in U.S. Dollars
Fixed, Floating or other interest type Designation:	Floating rate U.S. Dollars Notes
Scheduled Redemption Date:	18 November 2015
Final Redemption Date:	18 November 2017
Initial Rate (if applicable):	Not Applicable
Rate of Interest:	1 month USD LIBOR plus Margin
Margin (if applicable):	0.39 per cent.
Additional Interest Margin (if applicable):	Not Applicable
Maximum Interest Rate (if applicable):	Not Applicable
Day Count Fraction:	Actual/360
Interest Determination Date:	Each Interest Payment Date
Distribution Date:	On the 18 <sup>th</sup> day of each month, in each case subject to adjustment for non-Business Days
First Interest Payment Date:	18 December 2013
Interest Commencement Date:	21 November 2013
Floating Rate Commencement Date (if applicable):	Not Applicable
Interest Payment Dates:	On the 18 <sup>th</sup> day of each month, in each case subject to adjustment for non-Business Days
Redemption Period Interest Payment Dates:	Not Applicable

Interest Rate Calculations:	Condition 6(b)
USD LIBOR (in the case of the first Interest Period):	1 month (except for the first Interest Period where LIBOR will be based on the linear interpolation of 1 week and 1 month USD LIBOR).
EURIBOR (in the case of the first Interest Period):	Not Applicable
Redenomination, Renominalisation and Reconventioning:	No
Indication of Yield:	Not applicable
Denomination:	\$150,000 and amounts in excess thereof which are integral multiples of \$1,000
Listing:	The London Stock Exchange - Regulated Market
Clearing and Settlement (if applicable):	In respect of the Rule 144A Global Note Certificates, through DTC  In respect of the Regulation S Global Note Certificates, through Euroclear and Clearstream, Luxembourg
Additional Business Centre(s):	None
Additional Financial Centre(s):	None
Business Day:	Not applicable
Business Day Convention:	Modified Following Business Day Convention
Form of notes:	Registered Notes:  Rule 144A Global Note Certificates registered in the name of Cede & Co. as a nominee of DTC  Regulation S Global Note Certificates registered in the name of a nominee for a Common Depositary for Euroclear and Clearstream, Luxembourg
Call Date:	None
Estimated total expenses related to admission to trading:	£3,600
Screen Rate:	Yes
Redemption Period End Date:	Not applicable.

Minimum Adjusted Transferor Interest: 6 per cent. or such lower percentage as the Servicer may certify in its opinion formed on the basis of due consideration, such reduction will not result in a reduction or withdrawal of each Rating Agency's then current rating of any outstanding Associated Debt

Record Date: Each payment in respect of a note will be made to the Person shown as the holder in the Register maintained by the relevant Registrar at the close of business in the place of such Registrar's Specified Office on the fifteenth day before the due date for such payment

Intended to be held in a manner which would allow Eurosystem eligibility: No

Debt or Equity for U.S. taxation purposes: Debt

Issued with Original Issue Discount for U.S. taxation purposes: No

## LOAN NOTE SUPPORTING SERIES

The notes of this Note Series will be collateralised by the Class A (2013-1 A1) Loan Note (the "**Related Loan Note**") which shall have the following terms as set out in the Class A 2013-1 A1 Loan Note Supplement.

Designation for the purposes of the STDCMA:	Class A
Issuance Date:	21 November 2013
Initial Principal Amount:	£466,534,000
Class A Required Subordinated Percentage:	17.5 per cent.
First Monthly Period End Date:	30 November 2013
First Loan Note Interest Payment Date:	18 December 2013
Loan Note Interest Payment Date:	18 December 2013 and each Distribution Date thereafter up to and including the Distribution Date falling in 18 November 2017.
Loan Note Interest Period:	From, and including, a Loan Note Interest Payment Date or, for the first Loan Note Interest Period, the Issuance Date, to, but excluding, the next Loan Note Interest Payment Date.
Loan Note Interest Rate:	1 month Sterling LIBOR plus 0.5116 per cent. beginning on (and including) the Issuance Date and ending on (but excluding) the commencement of an Amortisation Period and thereafter 1 month Sterling LIBOR plus 0.9116 per cent.
Scheduled Redemption Date:	18 November 2015
Stated Monthly Accumulation Amount:	£155,511,333.3333
Final Redemption Date:	18 November 2017
Additional Early Redemption Events:	An early termination, without replacement within 30 days, of the Related Swap Agreement.
Required Accumulation Reserve Account Amount:	On any Transfer Date on or after the Accumulation Reserve Account Funding Date, 2.25 per cent. of the Outstanding Principal Amount of the Class A (2013-1 A1) Loan Note as of the close of business on the last day of the preceding Monthly Period.
Additional Junior Cost Items:	None
Series Cash Reserve Account:	Yes
Amortisation Period:	Regulated Amortisation Period/Rapid Amortisation Period
Accumulation Period Commencement Date:	1 August 2015
Programme Reserve Account Percentage:	0 per cent.

The Related Loan Note will have a Loan Note Revolving Period and an Accumulation Period and may have an Amortisation Period as more fully described in the Base Prospectus.



The "**Accumulation Period Commencement Date**" means in respect of the Related Loan Note, the first day of the month that is 3 whole months prior to the Scheduled Redemption Date for the Related Loan Note **provided, however that**, if the Accumulation Period Length for such Related Loan Note is less than 3 months, the Accumulation Period Commencement Date will be the first day of the month that is the number of whole months prior to such Scheduled Redemption Date at least equal to the Accumulation Period Length and, as a result, the number of Monthly Periods during the period from the Accumulation Period Commencement Date to such Scheduled Redemption Date will be at least equal to the number of months comprising the Accumulation Period Length.

The "**Class A (2013-1 A1) Reserve Account Percentage**" shall be determined as follows: (i) if the Originator Rating Trigger is satisfied, the Class A (2013-1 A1) Reserve Account Percentage shall be 0.00 per cent., or (ii) if the Originator Rating Trigger has been breached, the Class A (2013-1 A1) Reserve Account Percentage shall be 3.77 per cent.

The "**Originator Rating Trigger**" means the (i) short term unsecured and unguaranteed debt rating of Bank of Scotland of at least P-1 by Moody's and A-2 by Standard and Poor's and (ii) long term unsecured and unguaranteed debt rating of Bank of Scotland of at least A-2 by Moody's.

The "**Release Date**" means the earlier to occur of (i) the Scheduled Redemption Date (or any Transfer Date thereafter) on which the Nominal Liquidation Amount for the Related Loan Note is reduced to zero and (ii) the Final Redemption Date. On the Release Date an amount equal to the lesser of (i) the Available Series Cash Reserve Account Amount for the Related Loan Note and (ii) the Nominal Liquidation Amount Deficit for the Related Loan Note after taking into account the Available Programme Reserve Account Amount, will be paid by Loan Note Issuer No.1 to the Issuer in respect of the Related Loan Note.

The "**Required Series Cash Reserve Account Amount**" means on any Transfer Date in respect of the Related Loan Note, an amount equal to the product of (i) the Class A (2013-1 A1) Reserve Account Percentage for such Transfer Date multiplied by (ii) the Nominal Liquidation Amount of the Related Loan Note as of the close of business on the last day of the preceding Monthly Period.

## **PARTIES**

<b>Dealers</b>	Lloyds Bank plc, Lloyds Securities Inc., Morgan Stanley & Co. International plc, Natixis
<b>Issuer:</b>	Penarth Master Issuer plc
<b>Note Trustee:</b>	Deutsche Bank Trust Company Americas
<b>Principal Paying Agent, and Agent Bank for the notes:</b>	Deutsche Bank AG, London Branch. The Principal Paying Agent will make payments of interest and principal when due on the notes. The Principal Paying Agent's address in London is, at the date of this Drawdown Prospectus, Winchester House, 1 Great Winchester Street, London EC2N 2DB, United Kingdom.
<b>US Paying Agent and Registrar:</b>	Deutsche Bank Trust Company Americas whose address in New York is, at the date of this Drawdown Prospectus, 60 Wall Street 16th Floor, MailStop NYC60-1625, New York, New York 10005, United States of America.
<b>Custodian:</b>	Deutsche Bank Trust Company Americas
<b>Calculation Agent:</b>	Deutsche Bank AG, London Branch
<b>Paying Agent:</b>	Deutsche Bank AG, London Branch at its Specified Office in London, which is, at the date of this Drawdown Prospectus, Winchester House, 1 Great Winchester Street, London EC2N 2DB, United Kingdom.
<b>Receivables Trustee:</b>	Penarth Receivables Trustee Limited
<b>Loan Note Issuer No.1:</b>	Penarth Funding 1 Limited
<b>Sponsor, Transferor and Transferor Beneficiary:</b>	Bank of Scotland plc
<b>Security Trustee:</b>	Deutsche Bank Trust Company Americas
<b>Swap Counterparty:</b>	Natixis
<b>Cash Manager:</b>	Bank of Scotland plc
<b>Servicer:</b>	Bank of Scotland plc
<b>Mandatory Purchaser:</b>	Not Applicable

## OTHER NOTE SERIES ISSUED

The table below sets forth the principal characteristics of the other series previously issued by the Issuer that are outstanding at the date of this Drawdown Prospectus, in connection with the Penarth Receivables Trust and the Receivables assigned by the Transferor.

Note Series	Ratings (S&P/Fitch/ Moody's)	Issuance Date	Tranche Size	Note Interest Rate	Scheduled Redemption Date	Final Redemption Date
Series 2010-B1	A/A+/Aa3	2 June 2010	£200,000,000	1.00 per cent. per annum plus 1 month Sterling LIBOR	18 May 2015	18 May 2017
Series 2010-C1	BBB+/N/A/Baa1	2 June 2010	£228,000,000	1.50 per cent. per annum plus 1 month Sterling LIBOR	18 May 2017	18 May 2019
Series 2010-D1	N/A	2 June 2010	£240,000,000	1.60 per cent. per annum plus 1 month Sterling LIBOR	18 May 2017	18 May 2019
Series 2010-2 B1	A/A+/Aa3	25 November 2010	£330,000,000	1.25 per cent. per annum plus 1 month Sterling LIBOR	18 February 2015	18 February 2017
Series 2010-2 A3	AAA (sf)/AAAsf/Aaa (sf)	22 December 2010	£300,000,000	1.05 per cent. per annum plus 1 month Sterling LIBOR	18 December 2014	18 December 2016
Series 2010-2 C1	BBB+ (sf)/N/A/Baa1 (sf)	22 December 2010	£175,000,000	1.5 per cent. per annum plus 1 month Sterling LIBOR	18 February 2015	18 February 2017
Series 2010-2 D1	N/A	22 December 2010	£185,000,000	1.6 per cent. per annum plus 1 month Sterling LIBOR	18 February 2015	18 February 2017
Series 2011-1 A2	AAA (sf)/AAAsf/Aaa (sf)	8 June 2011	£125,000,000	1.00 per cent. per annum plus 1 month Sterling LIBOR	18 May 2015	18 May 2017
Series 2012-1 A1	AAA (sf)/AAAsf/Aaa (sf)	12 April 2012	\$750,000,000	0.57 per cent. per annum plus 1 month USD LIBOR	18 March 2014	18 March 2016

## CURRENT NOTE SERIES

The table below sets forth the principal characteristics of the other series to be issued by the Issuer at the date of this Drawdown Prospectus in connection with the receivables trust and the receivables assigned by the Transferor.

<b>Note Series</b>	<b>Ratings (Standard &amp; Poor's/Fitch/Moody's )</b>	<b>Issuance Date</b>	<b>Tranche Size</b>	<b>Note Interest Rate</b>	<b>Scheduled Redemption Date</b>	<b>Final Redemption Date</b>
Series 2013-1 A2	AAA (sf)/AAAsf/Aaa (sf)	21 November 2013	£1,300,000,000	0.45 per cent per annum plus 1 month Sterling LIBOR	18 November 2017	18 November 2019

## **BANK PORTFOLIO INFORMATION AS AT 30 SEPTEMBER 2013**

The following tables show information relating to the historic performance of Eligible Accounts originated using Bank of Scotland plc's and Lloyds Bank plc's underwriting criteria, respectively as at 30 September 2013. The Receivables from certain Eligible Accounts will ultimately back the notes and comprise the Receivables Trust (the "**Securitised Portfolio**"). As mentioned in the Base Prospectus, a member of the Lloyds Banking Group may accede to the RSD as an Additional Transferor subject to certain conditions being satisfied.

### **Receivables Yield Considerations**

The following tables set forth the gross revenues from finance charges and fees billed to Accounts in the Bank Portfolio of Bank of Scotland and Lloyds Bank for each of the years ended 31 December 2005, 2006, 2007, 2008, 2009, 2010, 2011, 2012 and for the 9 months ended 30 September 2013. These revenues vary for each account based on the type and volume of activity for each account. The historical yield figures in these tables are calculated on an accrual basis. Collections of Receivables included in Penarth Receivables Trust will be on a cash basis and may not reflect the historical yield experience shown in the following tables. For further detail, please see page 161 of the Base Prospectus. Historical yield experience of the Bank Portfolio may not be indicative of future performance of the Bank Portfolio or the Securitised Portfolio.

## Combined Bank of Scotland and Lloyds Bank Portfolio Yield<sup>(1)</sup>

	Bank Portfolio Yield										Notes
	YTD 9 months to 30 Sept 2013	2012	2011	2010	2009	2008	2007	2006	2005		
Average Monthly Accrued Finance Charges and Fees .....	£117,277,574	£128,361,495	£148,593,161	£166,538,637	£170,684,051	£184,572,663	£182,403,738	£182,498,529	£177,227,312		2, 5
Average Receivables Outstanding .....	£9,226,600,644	£9,576,358,419	£10,411,141,407	£11,565,411,926	£11,991,097,406	£12,215,824,929	£12,474,174,304	£13,338,753,061	£12,962,065,644		3
Yield from Charges and Fees .....	15.3%	16.1%	17.1%	17.3%	17.1%	18.1%	17.5%	16.4%	16.4%		4, 6
Yield from Interchange .....	1.6%	1.6%	1.5%	1.4%	1.3%	1.4%	1.2%	1.0%	1.2%		6
Yield from Charges, Fees and Interchange .....	16.9%	17.6%	18.6%	18.6%	18.4%	19.5%	18.7%	17.4%	17.6%		6

### Notes:

- (1) Lloyds Bank Portfolio Yield includes yield from Receivables transferred to TSB. No Receivables on accounts owned by TSB will be included in the Securitised Portfolio.  
(2) Finance charges and fees are comprised of monthly periodic charges and other credit card fees - this is the average accrued monthly balance  
(3) Average Receivables outstanding includes Principal Receivables and Finance Charges, and excludes Receivables charged off  
(4) Yield from charges and fees include interest income, late fees, forex fees, credit insurance, card protection insurance, overlimit fees, cash advance fees, ATM fees, balance transfer fees and other fees related to credit cards.  
(5) Average monthly finance charges includes a one off adjustment due to an accounting policy change which has reduced income by £16m in 2009, and a provision of £67m in total for the year in 2009 and £15m in total for the year in 2010 for payment protection insurance redress.  
(6) All ratios are annualised.

## Delinquency and Loss Experience

The following tables set forth the delinquency and loss experience for each of the periods shown for the Bank Portfolio of credit card accounts. The Bank Portfolio's delinquency and loss experience is comprised of segments which may, when taken individually, have delinquency and loss characteristics different from those of the overall Bank Portfolio of credit card accounts. Because the Securitised Portfolio is only a portion of the Bank Portfolio, actual delinquency and loss experience with respect to the Receivables comprised therein may be different from that set forth below for the Bank Portfolio. There can be no assurance that the delinquency and loss experience for the Securitised Portfolio in the future will be similar to the historical experience of the Bank Portfolio set forth below. For further detail, please see the Base Prospectus.

## DELINQUENCY EXPERIENCE

### Combined Bank of Scotland and Lloyds Bank Portfolio<sup>(1)</sup>

	YTD 9 months to		2012		2011		2010		2009		2008		2007		2006		2005	
	30 Sept 2013	%		%		%		%		%		%		%		%		%
Receivables Outstanding <sup>(2),(3)</sup> ...	£9,257,107,792		£9,397,095,409		£10,011,199,192		£11,024,719,265		£12,109,278,431		£12,231,697,234		£12,365,137,787		£12,996,758,570		£13,810,326,330	
Receivables Delinquent .....																		
5-29 Days .....	£164,742,953	1.8%	£191,115,871	2.0%	£253,039,725	2.5%	£314,256,122	2.9%	£389,371,257	3.2%	£407,904,965	3.3%	£442,520,391	3.6%	£526,513,676	4.1%	£627,438,752	4.5%
30-59 Days.....	£62,756,498	0.7%	£77,271,606	0.8%	£116,148,403	1.2%	£163,149,421	1.5%	£171,541,837	1.4%	£176,510,172	1.4%	£171,266,463	1.4%	£174,543,690	1.3%	£179,174,191	1.3%
60-89 Days .....	£47,039,973	0.5%	£58,649,093	0.6%	£91,421,644	0.9%	£139,462,346	1.3%	£143,925,311	1.2%	£145,953,436	1.2%	£128,935,336	1.0%	£124,363,964	1.0%	£116,887,582	0.8%
90+ Days .....	£78,065,229	0.8%	£88,033,841	0.9%	£168,359,459	1.7%	£267,556,221	2.4%	£369,159,299	3.0%	£354,416,695	2.9%	£292,135,117	2.4%	£249,613,265	1.9%	£247,553,804	1.8%
<b>Total.....</b>	<b>£352,604,653</b>	<b>3.8%</b>	<b>£415,070,411</b>	<b>4.4%</b>	<b>£628,969,231</b>	<b>6.3%</b>	<b>£884,424,110</b>	<b>8.0%</b>	<b>£1,073,997,704</b>	<b>8.9%</b>	<b>£1,084,785,269</b>	<b>8.9%</b>	<b>£1,034,857,307</b>	<b>8.4%</b>	<b>£1,075,034,594</b>	<b>8.3%</b>	<b>£1,171,054,328</b>	<b>8.5%</b>

### Notes:

- (1) Lloyds Bank Receivables Outstanding and Receivables Delinquent includes Receivables transferred to TSB. No Receivables on accounts owned by TSB will be included in the Securitised Portfolio.

<sup>(2)</sup> Receivables outstanding represent end of period Receivables.

<sup>(3)</sup> Receivables outstanding includes Principal Receivables and Finance Charge Receivables, and excludes Receivables charged off

<sup>(4)</sup> In 2007 on the Bank of Scotland Portfolio, and in 2008 on the Lloyds Bank Portfolio, a policy on repayment plans (temporary arrangements to reduce minimum payment terms) was tightened with tighter criteria applied to the acceptance of accounts onto a repayment plan and the duration of the plan fixed to a maximum of 12 months. An exercise to remove accounts on repayment plans accepted under terms preceding the tightening of criteria (when there was no maximum term and no minimum payment) commenced in 2007 on the Bank of Scotland Portfolio and 2009 on the Lloyds Bank Portfolio; this has resulted in an increase in delinquencies as many of those accounts failed to meet the contractual minimum payments following removal from the repayment plans.

## GROSS CHARGE-OFF EXPERIENCE

### Combined Bank of Scotland and Lloyds Bank Portfolio<sup>(1)</sup>

	YTD 9 months to									
	30 Sept 2013	2012	2011	2010	2009	2008	2007	2006	2005	Notes
Average Receivables	£9,226,600.6	£9,576,358	£10,411,14	£11,565,41	£11,991,09	£12,215,82	£12,474,17	£13,338,75	£12,962,06	
Outstanding .....	44	,419	1,407	1,926	7,406	4,929	4,304	3,061	5,644	2
Total gross charge-offs ...	£398,041,75	£755,066,1	£1,043,628	£1,433,972	£1,394,670	£1,227,686	£1,028,443	£1,043,098	£695,715,8	
	5	59	,796	,911	,096	,383	,056	,402	25	
Total gross charge-offs as % of receivables .....	5.8%	7.9%	10.0%	12.4%	11.6%	10.0%	8.2%	7.8%	5.4%	3

Notes:

<sup>(1)</sup> Lloyds Bank Receivables Outstanding and Gross Charge-Offs includes Receivables and gross charge-offs on Receivables transferred to TSB. No Receivables on accounts owned by TSB will be included in the Securitised Portfolio.

<sup>(2)</sup> Average Receivables outstanding includes Principal Receivables and Finance Charge Receivables, and excludes Receivables charged off.

<sup>(3)</sup> All ratios are annualised.

<sup>(3)</sup> In 2007 on the Bank of Scotland Portfolio, and in 2008 on the Lloyds Bank Portfolio a policy on repayment plans (temporary arrangements to reduce minimum payment terms) was tightened with accounts on repayment plans for more than 12 months removed from their repayment plans and tighter criteria applied to the acceptance of accounts onto repayment plans thereafter. This increased total gross charge offs which peaked mid-2009 on the Bank of Scotland Portfolio and in 2010 on the Lloyds Bank Portfolio.

### Maturity Assumptions

The following tables set forth the highest and lowest cardholder monthly payment rates for the Bank Portfolio during any month in the periods shown and the average cardholder monthly payment rates for all months during the periods shown, in each case calculated as a percentage of total opening monthly account balances during the periods shown. Payment rates shown in the table are based on amounts which would be deemed payments of Principal Receivables and Finance Charge Receivables with respect to the related credit card accounts.

### CARDHOLDER MONTHLY PAYMENTS RATES

#### Combined Bank of Scotland and Lloyds Bank Portfolio<sup>(1)</sup>

	Year End									
	YTD 9 months to 30 Sept 2013									
	2012	2011	2010	2009	2008	2007	2006	2005	Notes	
Lowest Month <sup>(2)</sup> .....	16.9%	16.4%	15.2%	13.9%	13.4%	13.8%	13.2%	12.0%	13.5%	2
Highest Month <sup>(2)</sup> .....	20.6%	20.1%	17.4%	16.0%	15.4%	16.0%	16.7%	15.6%	16.1%	2
Monthly Average <sup>(2)</sup> .....	18.7%	17.9%	16.8%	14.9%	14.4%	15.1%	14.7%	14.0%	14.9%	2

Notes:

<sup>(1)</sup> Payment rates include payment against Receivables transferred to TSB. No Receivables on accounts owned by TSB will be included in the Securitised Portfolio.

<sup>(2)</sup> Payment % = (total payments in calendar month/ total opening Receivables outstanding at start of calendar month)\*100.

For further detail, please see the Base Prospectus.



## SECURITISED PORTFOLIO RECEIVABLES INFORMATION

**As at 30 September 2013**

The following tables summarise the Securitised Portfolio by various criteria as of the end of the day on 30 September 2013. Because the future composition of the Securitised Portfolio may change over time, these tables are not necessarily indicative of the composition of the Securitised Portfolio at any time subsequent to 30 September 2013.

### Recent Lump Additions and Removals

Bank of Scotland may from time to time transfer Receivables to the Penarth Receivables Trust in lump additions by designating additional accounts to the Penarth Receivables Trust. Since 1 October 2008, Bank of Scotland has made the following lump additions of accounts to the Penarth Receivables Trust: on 1 August 2009, 1 November 2009, 1 July 2010, 8 November 2010, 1 April 2011, 1 December 2011, 1 June 2012, 1 October 2012, 1 November 2012 and 1 July 2013 the amounts of £217,212,804, £552,353,170, £561,210,893, £2,858,868,600, £438,443,499, £519,242,283, £550,268,493, £648,968,168, £126,527,579.67 and £682,802,110 respectively. The lump additions made since 8 November 2010 include Receivables transferred by Lloyds Bank to Bank of Scotland and subsequently transferred by Bank of Scotland to the Receivables Trustee.

On 1 October 2012 and 9 May 2013 there was a redesignation and removal of credit card accounts from Penarth Receivables Trust which accounts are now owned by TSB Bank plc ("**TSB**"). The value of Receivables Bank of Scotland repurchased on the redesignated accounts to effect such transfer was £401,059,498 and £9,057,363 respectively. No Receivables on credit card accounts owned by TSB will be included in the Securitised Portfolio.

### Receivables Yield Considerations

The following tables set forth the gross revenues from finance charges and fees billed to accounts in the Securitised Portfolio for the period from 18 October to 31 December 2008, the year ended 31 December 2009, the year ended 31 December 2010, the year ended 31 December 2011, the year ended 31 December 2012 and for 9 months ended 30 September 2013. Each table has been provided by Bank of Scotland. These revenues vary for each account based on the type and volume of activity for each account. The historical yield figures in these tables are calculated on an accrual basis. Collections of Receivables included in the Penarth Receivables Trust will be on a cash basis and may not reflect the historical yield experience in the table. For further detail, please see the Base Prospectus.

### Securitised Portfolio Yield

*(non percentage amounts are expressed in Sterling)*

Revenue Experience	9 Months to 30 Sept 2013	Year Ended 31 Dec 2012	Year Ended 31 Dec 2011	Year Ended 31 Dec 2010	Year Ended 31 Dec 2009	18 Oct to 31 Dec 2008	Notes
Average Principal Receivables Outstanding <sup>(1)</sup> .....	£6,385,986,329	£6,545,658,432	£6,739,053,019	£4,638,372,910	£3,924,917,758	£3,935,121,782	1
Average Finance Charges, Fees and Interchange <sup>(2)</sup> .....	£103,776,138	£105,638,448	£111,936,003	£75,433,964	£59,573,975	£60,642,314	2,3
Yield from Finance Charges, Fees and Interchange <sup>(2),(3)</sup> .....	19.5%	19.4%	19.9%	19.5%	18.2%	18.5%	2,3,4

**Notes:**

- (1) Average Principal Receivables outstanding is the average of the opening Receivables balance for the period indicated.
- (2) Finance charges and fees are comprised of monthly periodic charges and other credit card fees net of adjustments made by Bank of Scotland.
- (3) Yield from charges and fees include interest income, late fees, forex fees, credit insurance, card protection insurance, overlimit fees, cash advance fees, ATM fees, balance transfer fees and other fees related to credit cards.
- (4) All ratios are annualised.

<b>Principal Payment Rate<sup>(1)</sup></b>	<b>9 Months to 30 Sept 2013</b>	<b>Year Ended 31 Dec 2012</b>	<b>Year Ended 31 Dec 2011</b>	<b>Year Ended 31 Dec 2010</b>	<b>Year Ended 31 Dec 2009</b>	<b>18th Oct to 31 Dec 2008</b>
Lowest Month.....	18.9%	17.5%	15.5%	12.0%	11.7%	14.4%
Highest Month.....	22.4%	22.4%	18.9%	16.7%	14.1%	16.0%
Average Month.....	20.8%	19.4%	17.7%	13.6%	13.0%	15.2%

**Notes:**

<sup>(1)</sup> Payment rate % = (principal collections in calendar month/ opening Principal Receivables)\*100.

## SECURITISED PORTFOLIO PERFORMANCE

Delinquency Experience	As at 30 Sept 2013			As at 31 Dec 2012			As at 31 Dec 2011			As at 31 Dec 2010			As at 31 Dec 2009			As at 31 Dec 2008		
	Number of Accounts	Principal Receivables	Percentage of Total Principal Receivables	Number of Accounts	Principal Receivables	Percentage of Total Principal Receivables	Number of Accounts	Principal Receivables	Percentage of Total Principal Receivables	Number of Accounts	Principal Receivables	Percentage of Total Principal Receivables	Number of Accounts	Principal Receivables	Percentage of Total Principal Receivables	Number of Accounts	Principal Receivables	Percentage of Total Principal Receivables
Principal Receivables Outstanding <sup>(1)</sup> .....	6,530,367	£6,433,263,640		6,540,404	£6,568,930,630		6,290,391	£6,792,554,441	100.00%	6,351,443	£6,971,457,857	100.00%	3,405,725	£4,316,848,961	100.00%	3,892,033	£3,891,177,096	100.00%
Number of Days Delinquent:																		
5 to 29 Days <sup>(2)</sup> .....	131,659	£110,335,321	1.72%	120,616	£127,036,520	1.93%	72,083	£127,677,974	2.32%	122,399	£292,428,597	4.19%	47,246	£118,992,202	2.76%	55,146	£133,590,222	3.43%
30 to 59 Days.....	22,502	£44,863,831	0.70%	22,483	£53,792,817	0.82%	21,941	£4,858,484	0.95%	27,035	£79,187,168	1.14%	16,484	£54,069,089	1.25%	18,974	£58,932,997	1.51%
60 to 89 Days.....	12,406	£32,142,145	0.50%	13,642	£39,156,436	0.60%	15,612	£0,223,012	0.74%	16,008	£53,698,899	0.77%	12,508	£45,984,493	1.07%	11,442	£42,708,951	1.10%
90 or more Days.....	20,838	£40,947,487	0.64%	21,681	£48,082,092	0.73%	30,172	£8,446,692	1.30%	30,679	£107,127,139	1.54%	27,753	£107,297,089	2.49%	14,014	£51,064,678	1.31%
<b>Total</b> .....	<b>187,405</b>	<b>£228,288,783.93</b>	<b>3.55%</b>	<b>178,422</b>	<b>£268,067,865</b>	<b>4.08%</b>	<b>139,808</b>	<b>£361,206,162</b>	<b>5.32%</b>	<b>196,121</b>	<b>£532,441,803</b>	<b>7.64%</b>	<b>103,991</b>	<b>£326,342,873</b>	<b>7.56%</b>	<b>99,576</b>	<b>£286,296,847</b>	<b>7.36%</b>

### Notes:

- (1) Principal receivables outstanding represent the closing Receivables at the period end
- (2) Delinquencies represent delinquent Principal Receivables at the period end

## LOSS EXPERIENCE

Loss Experience	9 Months to 30 Sept 2013	Year Ended 31 Dec 2012	Year Ended 31 Dec 2011	Year Ended 31 Dec 2010	Year Ended 31 Dec 2009	18 Oct to 31 Dec 2008	Notes
Average Principal Receivables Outstanding <sup>(1)</sup> .....	£6,385,986,329	£6,545,658,432	£6,739,053,019	£4,638,372,910	£3,924,917,758	£3,935,121,782	1
Average Gross Losses <sup>(2)</sup> .....	£28,800,972	£36,994,898	£40,530,016	£32,877,170	£32,094,810	£10,973,983	2
Average Recoveries <sup>(3)</sup> .....	£10,994,317	£7,967,484	£6,318,144	£3,472,049	£1,395,611	£132,458	3
Average Net Losses <sup>(4)</sup> .....	£17,806,656	£29,027,414	£34,211,872	£29,405,121	£30,699,199	£10,841,525	4
Gross Losses as a percentage of Principal Receivables Outstanding <sup>(5)</sup> .....	5.4%	6.8%	7.2%	8.5%	9.8%	3.3%	5
Net Losses as a percentage of Principal Receivables Outstanding <sup>(5)</sup> .....	3.3%	5.3%	6.1%	7.6%	9.4%	3.3%	5

### Notes:

- (1) Average Principal Receivables outstanding is the average of the opening Receivables balance for the period indicated
- (2) Gross Losses are charged-off Principal Receivables. These were low in 2008 due to initial asset selection into the pool of securitised accounts in October 2008 excluding accounts in late stage arrears.
- (3) Recoveries are amounts received on previously charged-off principal receivables.
- (4) Net Losses are Gross Losses minus Recoveries.
- (5) All ratios are annualised.

All ratios are annualised by multiplying by the following ratio: 365 divided by the number of days in the reported period.

## COMPOSITION BY ACCOUNT BALANCE

### Securitised Portfolio

Account Balance Range	Total Number of Accounts	Percentage of Total Number of Accounts	Total Receivables <sup>(1)</sup>	Percentage of Total Receivables
Credit Balance .....	929,494	14.2%	-£25,257,171	-0.4%
No Balance .....	1,883,931	28.8%	£0	0.0%
£0.01 - £5,000.00 .....	3,333,939	51.1%	£3,717,826,212	54.1%
£5,000.01 - £10,000.00 .....	289,536	4.4%	£2,005,089,254	29.2%
£10,000.01 - £15,000.00 .....	89,194	1.4%	£1,096,768,162	16.0%
£15,000.01 - £20,000.00 .....	3,967	0.1%	£63,683,695	0.9%
£20,000.01 or more .....	306	0.0%	£7,959,834	0.1%
<b>Total.....</b>	<b>6,530,367</b>	<b>100.0%</b>	<b>£6,866,069,987</b>	<b>100.0%</b>

**Notes:**

<sup>(1)</sup> Total Receivables include Principal Receivables and Finance Charge Receivables.

## COMPOSITION BY CREDIT LIMIT

### Securitised Portfolio

Credit Limit Range	Total Number of Accounts	Percentage of Total Number of Accounts	Total Receivables <sup>(1)</sup>	Percentage of Total Receivables
Less than £5,000.00 .....	3,896,285	59.7%	£2,009,236,464	29.3%
£5,000.01 - £10,000.00 .....	1,723,229	26.4%	£2,327,216,277	33.9%
£10,000.01 - £15,000.00 .....	876,524	13.4%	£2,416,043,442	35.2%
£15,000.01 - £20,000.00 .....	31,640	0.5%	£98,713,920	1.4%
£20,000.01 or more .....	2,689	0.0%	£14,859,884	0.2%
<b>Total</b> .....	<b>6,530,367</b>	<b>100.0%</b>	<b>£6,866,069,987</b>	<b>100.0%</b>

**Notes:**

<sup>(1)</sup> Total Receivables include Principal Receivables and Finance Charge Receivables.

## COMPOSITION BY PERIOD OF DELINQUENCY

### Securitised Portfolio

Period of Delinquency (Days contractually Delinquent)	Total Number of Accounts	Percentage of Total Number of Accounts	Total Receivables <sup>(1)</sup>	Percentage of Total Receivables
Not Delinquent.....	6,342,962	97.1%	£6,592,859,709	96.0%
5 - 29 Days .....	131,659	2.0%	£130,034,825	1.9%
30 - 59 Days .....	22,502	0.3%	£53,046,918	0.8%
60 - 89 Days .....	12,406	0.2%	£38,428,859	0.6%
90 or More Days .....	20,838	0.3%	£51,699,675	0.8%
<b>Total</b> .....	<b>6,530,367</b>	<b>100.0%</b>	<b>£6,866,069,987</b>	<b>100.0%</b>

**Notes:**

<sup>(1)</sup> Total Receivables include Principal Receivables and Finance Charge Receivables.

## COMPOSITION BY ACCOUNT AGE

### Securitised Portfolio

Account Age	Total Number of Accounts	Percentage of Total Number of Accounts	Total Receivables <sup>(1)</sup>	Percentage of Total Receivables
Not More Than 6 Months.....	1,417	0.0%	£2,521,530	0.0%
Over 6 Months to 12 Months .....	204,484	3.1%	£259,235,182	3.8%
Over 12 Months to 24 Months .....	522,149	8.0%	£517,058,986	7.5%
Over 24 Months to 36 Months .....	647,945	9.9%	£439,536,244	6.4%
Over 36 Months to 48 Months .....	543,279	8.3%	£450,009,056	6.6%
Over 48 Months to 60 Months .....	508,743	7.8%	£448,539,596	6.5%
Over 60 Months to 72 Months .....	597,133	9.1%	£641,197,866	9.3%
Over 72 Months .....	3,505,217	53.7%	£4,107,971,526	59.8%
<b>Total.....</b>	<b>6,530,367</b>	<b>100.0%</b>	<b>£6,866,069,987</b>	<b>100.0%</b>

**Notes:**

<sup>(1)</sup> Total Receivables include Principal Receivables and Finance Charge Receivables.

## GEOGRAPHIC DISTRIBUTION OF ACCOUNTS

### Securitised Portfolio

Region	Total Number of Accounts	Percentage of Total Number of Accounts	Total Receivables <sup>(1)</sup>	Percentage of Total Receivables
East Anglia .....	756,849	11.6%	£833,917,426	12.1%
London.....	427,011	6.5%	£493,820,870	7.2%
Midlands .....	858,263	13.1%	£826,321,257	12.0%
North East England.....	866,363	13.3%	£866,120,264	12.6%
North West England.....	770,048	11.8%	£783,540,033	11.4%
Scotland .....	633,889	9.7%	£668,906,375	9.7%
South Central England .....	681,577	10.4%	£765,399,330	11.1%
South East England.....	596,539	9.1%	£696,871,660	10.1%
South West England.....	643,493	9.9%	£627,550,339	9.1%
Wales .....	279,956	4.3%	£289,063,967	4.2%
Other .....	16,379	0.3%	£14,558,466	0.2%
<b>Total.....</b>	<b>6,530,367</b>	<b>100.0%</b>	<b>£6,866,069,987</b>	<b>100.0%</b>

**Notes:**

(1) Total Receivables include Principal Receivables and Finance Charge Receivables.

## SECURITISED PORTFOLIO YIELD AND SECURITISED PORTFOLIO PERFORMANCE ON A MONTHLY BASIS

	18-Oct to 31												
	Nov 2008											Dec-2008	
Principal Receivables Outstanding <sup>(1)</sup> .....												£3,994,582,304	£3,875,661,261
Total Receivables Outstanding <sup>(1)</sup> .....												£4,233,906,880	£4,143,463,610
Net Losses as % of Principal Receivables Outstanding <sup>(2)</sup> .....												3.0%	3.7%
Percentage of Total Receivables Delinquent 30+ Days <sup>(3)</sup> .....												3.17%	3.92%
Yield from Finance Charges, Fees and Interchange <sup>(4)</sup> .....												17.0%	20.7%
Receivables Principal Payment Rate <sup>(5)</sup> .....												14.4%	16.0%
Percentage of accounts making minimum monthly payment.....												8.3%	8.5%
Percentage of accounts making full payment.....												15.9%	16.3%

	Jan-2009	Feb-2009	Mar-2009	Apr-2009	May-2009	Jun-2009	Jul-2009	Aug-2009	Sep-2009	Oct-2009	Nov-2009	Dec-2009
Principal Receivables Outstanding <sup>(1)</sup> .....	£3,891,177,096	£3,846,422,695	£3,789,714,612	£3,796,254,982	£3,794,243,964	£3,767,156,168	£3,759,453,511	£3,961,690,974	£3,920,194,717	£3,883,789,083	£4,363,518,316	£4,325,396,973
Total Receivables Outstanding <sup>(1)</sup> .....	£4,158,799,812	£4,134,841,723	£4,088,368,355	£4,093,691,525	£4,102,798,623	£4,081,695,870	£4,071,083,264	£4,283,689,884	£4,253,231,947	£4,215,930,811	£4,713,301,200	£4,678,390,595
Net Losses as % of Principal Receivables Outstanding <sup>(2)</sup> .....	3.8%	5.4%	9.0%	10.6%	11.1%	12.0%	12.2%	10.6%	10.2%	9.4%	9.4%	8.9%
Percentage of Total Receivables Delinquent 30+ Days <sup>(3)</sup> .....	4.82%	5.48%	5.81%	5.87%	5.86%	5.79%	5.56%	5.27%	5.17%	5.31%	4.81%	4.80%
Yield from Finance Charges, Fees and Interchange <sup>(4)</sup> .....	16.4%	19.3%	20.3%	17.5%	17.3%	20.1%	17.3%	16.1%	20.2%	18.3%	18.4%	17.7%
Receivables Principal Payment Rate <sup>(5)</sup> .....	13.4%	12.9%	14.1%	12.2%	12.3%	13.2%	13.1%	11.7%	13.5%	13.2%	12.8%	13.2%
Percentage of accounts making minimum monthly payment.....	8.7%	8.5%	8.7%	8.8%	9.1%	9.1%	10.5%	10.8%	10.9%	10.8%	11.1%	11.2%
Percentage of accounts making full payment.....	16.5%	16.6%	16.6%	16.7%	17.1%	16.7%	19.4%	19.6%	19.7%	19.5%	18.9%	18.9%

	Jan-2010	Feb-2010	Mar-2010	Apr-2010	May-2010	Jun-2010	Jul-2010	Aug-2010	Sep-2010	Oct-2010	Nov-2010	Dec-2010
Principal Receivables Outstanding <sup>(1)</sup> .....	£4,316,848,961	£4,214,045,704	£4,141,632,336	£4,049,616,383	£3,995,114,028	£3,879,687,212	£4,392,729,768	£4,326,565,304	£4,272,824,537	£4,178,394,182	£6,945,280,521	£6,947,735,989
Total Receivables Outstanding <sup>(1)</sup> .....	£4,669,689,814	£4,579,280,238	£4,510,398,853	£4,408,886,087	£4,365,791,351	£4,242,225,463	£4,773,345,846	£4,707,870,553	£4,654,388,628	£4,564,297,801	£7,378,895,039	£7,366,934,655
Net Losses as % of Principal Receivables Outstanding <sup>(2)</sup> .....	8.5%	9.9%	10.1%	9.5%	8.8%	9.6%	7.2%	7.7%	7.4%	7.0%	5.0%	4.7%
Percentage of Total Receivables Delinquent 30+ Days <sup>(3)</sup> .....	4.98%	4.95%	4.81%	4.70%	4.71%	4.64%	4.14%	4.09%	4.13%	4.21%	3.01%	3.44%
Yield from Finance Charges, Fees and Interchange <sup>(4)</sup> .....	15.9%	18.7%	20.5%	17.3%	19.4%	19.8%	18.3%	18.8%	18.8%	18.1%	20.9%	23.8%
Receivables Principal Payment Rate <sup>(5)</sup> .....	12.3%	12.0%	14.7%	12.5%	13.7%	12.9%	13.5%	13.4%	13.6%	13.1%	14.9%	16.7%
Percentage of accounts making minimum monthly payment.....	11.3%	11.1%	11.5%	11.4%	11.4%	11.8%	12.2%	12.1%	12.4%	12.3%	9.0%	9.1%
Percentage of accounts making full payment.....	18.7%	18.8%	19.7%	19.9%	20.1%	20.8%	19.7%	19.8%	20.2%	20.5%	22.6%	22.6%

	Jan-2011	Feb-2011	Mar-2011	Apr-2011	May-2011	Jun-2011	Jul-2011	Aug-2011	Sep-2011	Oct-2011	Nov-2011	Dec-2011
Principal Receivables Outstanding <sup>(1)</sup> .....	£6,971,457,857	£6,820,176,814	£6,688,305,002	£6,950,272,005	£6,913,157,905	£6,832,360,819	£6,746,944,380	£6,652,131,857	£6,586,953,956	£6,494,224,769	£6,386,173,335	£6,826,477,533
Total Receivables Outstanding <sup>(1)</sup> .....	£7,371,651,316	£7,228,115,616	£7,105,531,188	£7,363,040,133	£7,341,692,623	£7,259,816,971	£7,177,636,331	£7,086,338,673	£7,016,457,322	£6,927,846,730	£6,815,212,738	£7,255,692,447
Net Losses as % of Principal Receivables Outstanding <sup>(2)</sup> .....	4.4%	5.4%	5.9%	5.4%	6.0%	5.8%	5.4%	5.4%	6.9%	6.8%	8.7%	7.2%
Percentage of Total Receivables Delinquent 30+ Days <sup>(3)</sup> .....	3.68%	3.83%	3.73%	3.78%	3.73%	3.77%	3.82%	3.71%	3.63%	3.62%	3.41%	3.00%
Yield from Finance Charges, Fees and Interchange <sup>(4)</sup> .....	20.0%	20.5%	21.1%	17.4%	20.4%	20.0%	19.2%	21.0%	20.1%	20.4%	20.6%	18.7%
Receivables Principal Payment Rate <sup>(5)</sup> .....	16.8%	15.8%	18.6%	15.5%	18.6%	17.9%	17.6%	18.9%	17.8%	18.0%	18.0%	18.4%
Percentage of accounts making minimum monthly payment.....	9.2%	9.0%	8.8%	8.7%	8.9%	8.7%	8.7%	8.7%	8.4%	8.7%	8.8%	8.7%
Percentage of accounts making full payment.....	22.3%	22.7%	22.6%	22.7%	23.2%	23.2%	23.2%	23.4%	23.5%	23.6%	23.9%	23.8%

	Jan-2012	Feb-2012	Mar-2012	Apr-2012	May-2012	Jun-2012	Jul-2012	Aug-2012	Sep-2012	Oct-2012	Nov-2012	Dec-2012
Principal Receivables Outstanding <sup>(1)</sup> .....	£6,792,554,441	£6,626,802,009	£6,468,606,364	£6,347,705,186	£6,266,740,864	£6,696,070,593	£6,649,449,646	£6,540,784,851	£6,428,627,087	£6,594,862,571	£6,599,476,472	£6,536,221,102



	Jan-2012	Feb-2012	Mar-2012	Apr-2012	May-2012	Jun-2012	Jul-2012	Aug-2012	Sep-2012	Oct-2012	Nov-2012	Dec-2012
Total Receivables Outstanding <sup>(1)</sup> .....	£7,218,364,905	£7,054,536,235	£6,895,750,341	£6,767,936,177	£6,685,763,200	£7,121,941,472	£7,084,294,589	£6,965,699,151	£6,851,025,518	£7,033,109,000	£7,032,850,384	£6,969,814,381
Net Losses as % of Principal Receivables												
Outstanding <sup>(2)</sup> .....	6.3%	5.8%	7.0%	6.3%	7.5%	5.9%	5.1%	5.2%	3.0%	4.6%	3.6%	3.5%
Percentage of Total Receivables Delinquent 30+ Days <sup>(3)</sup> .....	3.03%	3.05%	2.94%	2.87%	2.60%	2.37%	2.28%	2.23%	2.28%	2.14%	2.16%	2.15%
Yield from Finance Charges, Fees and Interchange <sup>(4)</sup> .....	19.1%	19.7%	19.4%	19.9%	19.5%	17.8%	19.9%	19.2%	17.5%	21.2%	19.9%	19.2%
Receivables Principal Payment Rate <sup>(5)</sup> .....	19.3%	17.8%	18.8%	18.7%	19.8%	17.5%	20.3%	19.7%	17.6%	22.4%	20.5%	20.4%
Percentage of accounts making minimum monthly payment .....	8.7%	8.6%	8.5%	8.5%	8.4%	8.5%	8.6%	8.5%	8.5%	8.4%	8.2%	8.2%
Percentage of accounts making full payment .....	23.6%	23.6%	23.4%	23.5%	23.8%	23.3%	23.9%	23.8%	23.9%	24.9%	25.0%	25.0%
	<b>Jan-2013</b>	<b>Feb-2013</b>	<b>Mar-2013</b>	<b>Apr-2013</b>	<b>May-2013</b>	<b>Jun-2013</b>	<b>Jul-2013</b>	<b>Aug-2013</b>	<b>Sep-2013</b>			
Principal Receivables Outstanding <sup>(1)</sup> .....	£6,568,930,630	£6,357,808,441	£6,263,931,859	£6,140,383,920	£6,111,397,824	£6,048,826,374	£6,699,770,678	£6,598,360,922	£6,527,003,637			
Total Receivables Outstanding <sup>(1)</sup> .....	£7,001,515,086	£6,792,782,867	£6,705,242,777	£6,575,864,557	£6,540,748,946	£6,474,752,317	£7,146,679,406	£7,031,937,490	£6,963,143,695			
Net Losses as % of Principal Receivables												
Outstanding <sup>(2)</sup> .....	3.8%	4.1%	3.8%	4.0%	4.4%	3.5%	3.42%	0.40%	3.05%			
Percentage of Total Receivables Delinquent 30+ Days <sup>(3)</sup> .....	2.25%	2.27%	2.32%	2.32%	2.18%	2.19%	1.90%	1.84%	1.83%			
Yield from Finance Charges, Fees and Interchange <sup>(4)</sup> .....	18.6%	20.4%	19.0%	21.5%	20.5%	18.7%	20.12%	18.16%	19.58%			
Receivables Principal Payment Rate <sup>(5)</sup> .....	21.5%	18.9%	20.0%	22.0%	21.5%	19.5%	22.43%	20.31%	20.91%			
Percentage of accounts making minimum monthly payment .....	8.3%	8.1%	8.1%	8.0%	8.0%	8.0%	8.4%	8.4%	8.4%			
Percentage of accounts making full payment .....	25.3%	25.1%	24.9%	24.9%	25.3%	25.3%	24.8%	24.8%	24.9%			

Notes:

<sup>(1)</sup> Principal Receivables and total Receivables outstanding are as of the beginning of the relevant period.

<sup>(2)</sup> Net losses includes recoveries from previously charged off accounts.

<sup>(3)</sup> Delinquencies represent delinquent Principal Receivables.

<sup>(4)</sup> Yield from charges and fees include interest income, late fees, forex fees, credit insurance, card protection insurance, overlimit fees, cash advance fees, ATM fees, balance transfer fees and other fees related to credit cards.

<sup>(5)</sup> Payment rate calculated as principal collections in the calendar month over opening Principal Receivables.

## STATIC POOL DATA

The following tables present yield, net charge off, delinquencies, principal payment rate, total payment rate, Principal Receivables balance and total Receivables balance for Receivables included in the Securitised Portfolio since the incorporation of the Penarth Receivables Trust in October 2008. In each case, the information is organised by calendar year of account origination ("**Year of Account Origination**") for each monthly period.

The data up to October 2010 relates to Receivables originated by Bank of Scotland only. In November 2010, £2.9 billion of Receivables originated by Lloyds Bank were added to the Penarth Receivables Trust, and data from November 2010 reflects the combined Bank of Scotland and Lloyds Bank Receivables in the Penarth Receivables Trust.

### Yield from finance charges, fees and interchange

Year of Account Origination	18-Oct to 31 Nov 2008	Dec 2008
Pre-2004.....	18.48%	22.35%
2004.....	17.33%	20.51%
2005.....	16.25%	19.34%
2006.....	16.24%	19.36%
2007.....	12.50%	16.19%
2008.....		
2009.....		
2010.....		
2011.....		
2012.....		
2013.....		

Year of Account Origination	Jan-2009	Feb-2009	Mar-2009	Apr-2009	May-2009	Jun-2009	Jul-2009	Aug-2009	Sep-2009	Oct-2009	Nov-2009	Dec-2009
Pre-2004.....	17.27%	20.52%	21.57%	18.28%	18.06%	21.23%	18.04%	17.10%	21.74%	19.59%	20.81%	19.86%
2004.....	16.48%	19.20%	19.75%	17.23%	16.85%	19.24%	16.72%	16.09%	19.55%	17.55%	18.68%	18.04%
2005.....	15.41%	17.67%	18.42%	16.17%	15.86%	18.30%	16.24%	15.16%	18.77%	17.04%	17.66%	16.98%
2006.....	15.44%	17.78%	18.40%	16.23%	15.94%	18.26%	16.13%	15.13%	18.64%	16.94%	17.47%	16.83%
2007.....	14.16%	16.81%	18.55%	17.09%	16.91%	19.51%	17.09%	15.86%	19.71%	17.81%	18.50%	17.78%
2008.....								12.56%	16.50%	16.20%	17.88%	17.36%
2009.....								4.99%	6.15%	5.59%	7.23%	6.93%
2010.....												
2011.....												
2012.....												
2013.....												

Year of Account Origination	Jan-2010	Feb-2010	Mar-2010	Apr-2010	May-2010	Jun-2010	Jul-2010	Aug-2010	Sep-2010	Oct-2010	Nov-2010	Dec-2010
Pre-2004.....	17.45%	20.93%	22.56%	18.68%	20.96%	20.97%	20.47%	21.02%	20.64%	19.70%	21.80%	25.21%
2004.....	16.29%	18.90%	20.52%	17.47%	18.90%	19.44%	18.83%	19.16%	19.04%	18.05%	21.62%	24.25%
2005.....	15.60%	17.63%	19.46%	16.57%	18.14%	19.10%	18.81%	19.30%	19.24%	18.06%	21.75%	24.06%
2006.....	15.32%	17.48%	19.21%	16.60%	18.26%	19.07%	18.90%	19.09%	19.22%	18.50%	21.97%	24.32%
2007.....	16.11%	18.35%	20.15%	17.04%	19.14%	19.57%	19.11%	19.45%	19.45%	18.78%	20.72%	23.33%
2008.....	16.01%	18.12%	19.99%	16.90%	18.89%	19.24%	19.04%	19.31%	19.15%	18.54%	21.08%	23.77%
2009.....	7.15%	9.08%	11.47%	11.00%	13.72%	15.33%	12.56%	14.13%	15.26%	15.78%	19.77%	21.07%
2010.....							5.94%	5.37%	5.19%	5.10%	10.00%	12.99%
2011.....												
2012.....												
2013.....												

Year of Account Origination	Jan-2011	Feb-2011	Mar-2011	Apr-2011	May-2011	Jun-2011	Jul-2011	Aug-2011	Sep-2011	Oct-2011	Nov-2011	Dec-2011
Pre-2004.....	20.90%	21.37%	22.23%	18.79%	22.05%	21.35%	20.48%	22.47%	21.44%	21.81%	21.96%	20.94%
2004.....	20.46%	21.38%	21.36%	18.19%	20.87%	20.48%	19.43%	21.02%	19.95%	20.07%	20.38%	19.28%
2005.....	20.64%	21.52%	21.35%	18.24%	20.95%	20.45%	19.54%	20.96%	20.07%	20.11%	20.14%	19.01%
2006.....	21.05%	21.83%	21.48%	18.31%	21.21%	20.91%	19.70%	21.26%	20.16%	20.12%	20.61%	19.33%
2007.....	19.39%	19.72%	20.12%	17.46%	20.30%	19.83%	19.11%	20.83%	19.85%	20.02%	20.27%	19.04%
2008.....	19.57%	19.42%	20.01%	17.40%	20.31%	20.03%	19.32%	21.03%	20.21%	20.43%	20.37%	19.41%
2009.....	18.08%	18.71%	19.07%	16.16%	19.23%	18.83%	17.98%	19.47%	18.76%	18.94%	18.99%	18.00%
2010.....	11.89%	12.77%	14.96%	9.05%	11.36%	12.02%	12.41%	14.37%	14.48%	14.92%	15.69%	15.37%
2011.....												7.78%
2012.....												
2013.....												

Year of Account Origination	Jan-2012	Feb-2012	Mar-2012	Apr-2012	May-2012	Jun-2012	Jul-2012	Aug-2012	Sep-2012	Oct-2012	Nov-2012	Dec-2012
Pre-2004.....	21.29%	21.85%	21.69%	21.94%	21.57%	20.24%	22.79%	21.79%	19.64%	23.71%	22.26%	21.56%
2004 .....	19.56%	20.43%	19.86%	20.32%	19.73%	18.79%	20.83%	20.25%	18.28%	21.72%	20.81%	20.38%
2005 .....	19.27%	20.42%	19.26%	19.98%	19.38%	18.64%	20.76%	19.90%	17.92%	21.71%	20.42%	19.76%
2006 .....	19.65%	20.27%	19.59%	20.19%	19.59%	18.67%	21.06%	20.16%	18.52%	22.11%	20.77%	19.93%
2007 .....	19.51%	20.04%	19.65%	20.09%	19.57%	18.72%	20.76%	20.01%	18.42%	21.84%	20.48%	19.49%
2008 .....	19.97%	20.42%	20.10%	20.62%	20.20%	19.44%	21.37%	20.56%	19.14%	22.48%	21.37%	20.44%
2009 .....	18.63%	19.01%	18.61%	19.37%	18.80%	18.04%	20.14%	19.59%	17.59%	21.46%	20.10%	19.38%
2010 .....	16.13%	16.66%	16.25%	16.80%	16.33%	15.85%	17.49%	16.99%	15.35%	18.89%	17.89%	17.10%
2011 .....	8.10%	8.51%	8.88%	9.81%	10.18%	8.81%	10.18%	10.80%	10.41%	12.72%	12.88%	12.91%
2012 .....						4.90%	4.60%	4.58%	4.49%	5.33%	7.11%	6.68%
2013 .....												

Year of Account Origination	Jan-2013	Feb-2013	Mar-2013	Apr-2013	May-2013	Jun-2013	Jul-2013	Aug-2013	Sep-2013
Pre-2004.....	20.51%	22.37%	20.97%	23.48%	22.38%	20.14%	23.37%	20.93%	22.32%
2004 .....	19.53%	21.10%	19.68%	21.77%	20.82%	19.12%	21.62%	19.52%	20.89%
2005 .....	19.22%	20.88%	19.33%	21.88%	20.45%	18.88%	21.56%	19.18%	20.68%
2006 .....	19.58%	20.99%	19.71%	22.24%	20.80%	19.30%	21.97%	19.38%	20.96%
2007 .....	18.63%	20.69%	19.10%	21.61%	20.57%	18.80%	21.40%	19.33%	20.77%
2008 .....	19.87%	21.82%	20.12%	22.48%	21.66%	19.83%	22.55%	20.10%	21.57%
2009 .....	18.78%	20.36%	18.80%	21.63%	20.13%	18.44%	21.48%	19.01%	20.64%
2010 .....	16.68%	18.15%	16.52%	19.20%	18.12%	16.41%	19.02%	17.23%	18.42%
2011 .....	12.87%	14.82%	13.76%	16.15%	16.00%	14.79%	17.06%	15.77%	17.01%
2012 .....	6.68%	7.96%	7.80%	9.76%	10.37%	10.10%	7.52%	7.47%	8.58%
2013 .....							3.72%	3.61%	4.32%

Yield from finance charges and fees includes interest income, late fees, forex fees, credit insurance, card protection insurance, overlimit fees, cash advance fees, ATM fees, balance transfer fees and other fees related to credit cards. The yield percentage for each monthly period is calculated by dividing the sum of finance charges, fees and interchange during each monthly period by the Principal Receivables balance as of the beginning of the monthly period, then annualised by dividing the result by the number of days in each monthly period and multiplying by the number of days in the calendar year.

Volatility in the yield percentage is driven primarily by variations in the number of collection days during the performance period; the more collection days there are, the higher the value of payments received, and the higher the reported yield.

The yield during the first 24 months post account origination is low due to the introductory annual percentage rate ("**APR**") offers at account origination which typically offer 0% on balance transfers and/or purchases during the first 9-24 months. This trend is evident in the yields reported in the first few performance periods for accounts originated in each year from 2009 onwards.

Pre-2004 the operating environment in the UK for credit cards issuers was less competitive, and Lloyds Banking Group's acquisition strategy for the Lloyds portfolio had initial APRs at account origination which were typically higher; accordingly, the pre-2004 vintages have a slightly higher yield compared with the post-2004 vintages. The originators believe that the differential margin in yield compared to post-2004 vintages is reducing as Lloyds Banking Group's risk-based re-pricing strategy across the portfolio results in the convergence of yield over time.

In July 2007, Lloyds launched the Airmiles Duo card, taking over the Airmiles relationship from National Westminster Bank plc ("**NatWest**"). This product rewards credit card spend with Airmiles, and attracts a higher proportion of convenience users who are less likely to revolve a balance on an account and attract interest charges. Yield on the Lloyds originated accounts from 2007 is therefore lower than accounts originated in years prior to 2007.

Following the initial addition of £2.9 billion of Lloyds Receivables to the Penarth Receivables Trust in November 2010, overall yield for the Penarth Receivables Trust has increased, driven by higher payment rates and so have the Finance Charge Collections on the Lloyds portfolio relative to the Bank of Scotland portfolio.

## Net Charge Off

Year of Account Origination	18-Oct to 31 Nov	Dec
	<b>2008</b>	
Pre-2004.....	3.65%	4.49%
2004.....	2.52%	2.73%
2005.....	2.43%	3.03%
2006.....	3.02%	3.55%
2007.....	1.56%	2.29%
2008.....		
2009.....		
2010.....		
2011.....		
2012.....		
2013.....		

Year of Account Origination	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
	<b>2009</b>											
Pre-2004.....	4.48%	6.05%	9.96%	11.83%	11.81%	12.80%	12.62%	11.97%	11.27%	10.07%	11.55%	10.83%
2004.....	3.32%	4.19%	7.95%	8.49%	9.63%	11.08%	10.83%	9.86%	9.35%	8.92%	9.29%	9.02%
2005.....	3.01%	4.95%	7.77%	9.02%	10.26%	10.79%	10.92%	10.15%	9.93%	9.07%	10.25%	9.03%
2006.....	3.33%	4.77%	8.19%	9.95%	10.76%	11.75%	11.40%	10.01%	10.69%	10.28%	10.29%	9.72%
2007.....	2.58%	4.46%	7.24%	9.22%	10.64%	10.99%	13.66%	10.56%	10.14%	9.36%	11.17%	10.77%
2008.....								0.49%	1.55%	2.11%	2.04%	2.82%
2009.....								0.11%	0.76%	0.93%	0.73%	0.73%
2010.....												
2011.....												
2012.....												
2013.....												

Year of Account Origination	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
	<b>2010</b>											
Pre-2004.....	10.00%	11.90%	11.45%	10.36%	8.90%	10.15%	8.70%	8.89%	8.17%	7.95%	4.88%	4.43%
2004.....	8.64%	8.66%	9.58%	9.12%	7.53%	8.73%	6.30%	7.26%	7.61%	6.94%	5.28%	5.12%
2005.....	8.31%	9.37%	9.50%	8.44%	15.24%	9.44%	7.26%	8.47%	7.55%	6.94%	6.23%	5.93%
2006.....	9.81%	10.34%	10.72%	9.76%	5.06%	9.64%	7.78%	8.56%	9.51%	7.56%	6.71%	5.95%
2007.....	9.53%	11.13%	10.68%	10.13%	7.23%	10.07%	8.37%	9.31%	8.29%	7.56%	5.06%	4.58%
2008.....	3.66%	6.97%	8.09%	9.50%	10.50%	9.97%	8.08%	8.13%	7.86%	7.62%	5.11%	5.63%
2009.....	1.28%	1.86%	3.09%	4.08%	4.98%	5.29%	3.12%	3.64%	4.06%	4.40%	3.97%	4.68%
2010.....							0.16%	0.21%	0.46%	0.88%	0.97%	1.31%
2011.....												
2012.....												
2013.....												

Year of Account Origination	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
	<b>2011</b>											
Pre-2004.....	4.06%	4.93%	5.33%	5.44%	5.78%	5.99%	4.94%	3.65%	6.43%	6.36%	8.85%	7.19%
2004.....	5.14%	5.70%	5.55%	5.84%	6.23%	5.63%	5.49%	6.37%	7.07%	7.02%	8.27%	8.22%
2005.....	5.03%	6.33%	6.76%	6.11%	6.89%	6.06%	5.91%	6.53%	7.61%	7.72%	8.99%	8.14%
2006.....	5.48%	6.84%	7.27%	6.13%	7.42%	6.62%	6.08%	7.35%	7.60%	8.67%	9.41%	9.31%
2007.....	4.71%	5.79%	6.48%	6.04%	6.49%	6.06%	6.16%	7.20%	8.00%	6.60%	8.29%	8.43%
2008.....	4.77%	5.96%	6.97%	6.44%	7.82%	7.18%	7.26%	8.00%	8.90%	8.15%	10.34%	9.56%
2009.....	4.31%	5.15%	6.40%	5.49%	6.07%	5.93%	6.05%	7.29%	6.72%	6.67%	8.59%	7.37%
2010.....	1.47%	2.39%	3.07%	1.53%	2.08%	2.33%	2.76%	3.39%	4.60%	4.46%	5.84%	5.29%
2011.....												0.33%
2012.....												
2013.....												

Year of Account Origination	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
	<b>2012</b>											
Pre-2004.....	6.47%	5.36%	7.13%	5.58%	7.09%	5.96%	4.87%	5.09%	2.14%	4.04%	2.99%	2.83%
2004.....	7.06%	6.11%	7.86%	6.61%	7.18%	6.56%	4.98%	5.35%	2.35%	4.77%	3.08%	3.68%
2005.....	7.03%	6.62%	7.61%	7.41%	7.09%	5.76%	5.71%	5.14%	2.83%	5.66%	4.14%	4.31%
2006.....	7.74%	6.37%	8.13%	8.05%	8.27%	6.47%	6.03%	5.11%	3.03%	5.41%	4.39%	3.57%
2007.....	7.14%	6.95%	7.56%	7.52%	8.64%	7.20%	5.84%	5.84%	2.95%	4.72%	3.90%	4.22%
2008.....	7.42%	8.30%	8.77%	8.36%	9.84%	8.26%	7.48%	7.21%	4.59%	5.75%	4.86%	5.10%
2009.....	7.36%	6.65%	7.10%	6.79%	8.82%	7.15%	5.80%	6.05%	4.80%	5.34%	4.66%	4.37%
2010.....	5.08%	5.53%	5.96%	6.27%	7.51%	5.36%	5.07%	5.41%	4.91%	4.29%	4.77%	3.62%
2011.....	0.47%	0.89%	1.88%	2.96%	3.96%	2.70%	2.82%	3.53%	3.53%	4.29%	3.73%	4.31%
2012.....						0.13%	0.38%	0.64%	1.04%	2.01%	0.99%	0.97%
2013.....												

Year of Account Origination	Jan	Feb	Mar	Apr	May	Jun	July	Aug	Sep
	<b>2013</b>								

Year of Account Origination	Jan	Feb	Mar	Apr	May	Jun	July	Aug	Sep
	2013								
Pre-2004.....	3.25%	3.39%	3.01%	3.05%	3.77%	2.56%	3.07%	-0.77%	2.35%
2004.....	3.72%	3.31%	4.06%	3.18%	3.31%	2.48%	3.20%	-1.12%	2.39%
2005.....	3.94%	4.64%	4.22%	4.11%	3.94%	3.31%	3.14%	-1.89%	3.01%
2006.....	4.45%	3.94%	3.84%	4.56%	4.92%	3.44%	4.35%	-1.93%	3.61%
2007.....	3.94%	4.61%	4.11%	4.42%	4.72%	3.16%	3.34%	-0.79%	3.51%
2008.....	4.50%	5.53%	4.54%	5.45%	5.69%	4.83%	4.79%	1.83%	3.79%
2009.....	5.11%	4.50%	4.96%	5.50%	5.03%	4.87%	4.33%	2.40%	4.73%
2010.....	4.81%	5.49%	4.34%	4.32%	4.91%	4.76%	4.14%	3.78%	4.09%
2011.....	4.52%	5.03%	5.01%	5.18%	6.10%	5.97%	5.38%	5.10%	4.90%
2012.....	1.49%	1.76%	2.43%	2.92%	3.71%	4.01%	1.71%	1.63%	2.23%
2013.....							0.17%	0.31%	0.43%

Net losses for a performance period is calculated as Principal Receivables charged off during the performance period less recoveries received on previously charged off accounts during the performance period, all divided by the Principal Receivables balance as of the beginning of the performance period, then annualised by dividing the result by the number of days in the performance period and multiplying by the number of days in the calendar year.

Net losses during 2008 and the first few months of 2009 are lower due to the initial selection criteria for new Receivables added to the Penarth Receivables Trust which excluded accounts in the later stages of delinquency. This seasoning impact is evident in November 2010 when £2.9 billion of Lloyds Receivables were added to the Penarth Receivables Trust resulting in reduced net losses; the originators expect net losses to increase further over the coming months up to the net losses levels observed during 2010 in the months prior to the addition of the Lloyds Receivables.

The higher charge offs on accounts originated pre-2004 is due to Bank of Scotland originating accounts above-market volumes during 2002 and 2003 in line with Bank of Scotland's market growth strategy at the time. Since 2004, acquisition and underwriting strategies have been reviewed and substantially revised. In accordance with this revised strategy, Lloyds Banking Group has taken significant steps to reduce its acquisition of accounts, and exposure to existing accounts, in the higher risk segments of the credit cards market.

In 2008 during the economic market dislocation, there was an industry-wide deterioration in the quality of business acquired. Lloyds Banking Group undertook significant de-risking in response, with tighter cut-offs reducing volume and lower initial credit lines. This activity was undertaken in the second half of 2008 and into 2009. The originators believe that this has resulted in a significant improvement in the credit quality of accounts originated in since 2009.

Net charge offs in August 2013 are negative for some vintages and below trend for others. This is due to a large debt sale of previously charged off accounts whereby the proceeds from the debt sale were posted as recoveries in the month.

### 30+days Delinquencies

Year of Account Origination	18 Oct to 31 Nov	Dec
	<b>2008</b>	
Pre 2005.....	3.75%	4.60%
2005.....	2.99%	3.88%
2006.....	3.23%	4.02%
2007.....	2.43%	3.34%
2008.....		
2009.....		
2010.....		
2011.....		
2012.....		
2013.....		

Year of Account Origination	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
	<b>2009</b>											
Pre 2005.....	5.57%	6.30%	6.65%	6.68%	6.66%	6.56%	6.32%	6.19%	6.04%	6.17%	6.11%	5.97%
2005.....	4.85%	5.46%	5.79%	5.93%	5.90%	5.77%	5.50%	5.41%	5.21%	5.26%	5.14%	5.10%
2006.....	4.94%	5.68%	5.96%	6.13%	6.15%	6.10%	5.89%	5.81%	5.59%	5.63%	5.63%	5.57%
2007.....	4.42%	5.43%	6.01%	6.22%	6.24%	6.25%	5.89%	5.89%	5.83%	6.04%	5.91%	5.79%
2008.....								1.76%	2.84%	3.79%	3.07%	3.82%
2009.....								0.43%	0.63%	1.09%	0.72%	1.09%
2010.....												
2011.....												
2012.....												
2013.....												

Year of Account Origination	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
	<b>2010</b>											
Pre 2005.....	6.09%	5.93%	5.65%	5.46%	5.42%	5.31%	5.20%	5.03%	4.97%	4.93%	3.43%	3.60%
2005.....	5.20%	5.16%	5.00%	4.89%	4.88%	4.72%	4.68%	4.55%	4.61%	4.76%	3.85%	4.00%
2006.....	5.60%	5.53%	5.34%	5.22%	5.31%	5.26%	5.15%	5.10%	4.99%	5.02%	4.07%	4.12%
2007.....	5.92%	5.82%	5.48%	5.33%	5.35%	5.26%	5.21%	5.00%	5.03%	5.04%	3.48%	3.68%
2008.....	4.60%	4.92%	5.15%	5.18%	5.13%	5.08%	4.57%	4.63%	4.79%	4.99%	3.52%	3.72%
2009.....	1.48%	1.95%	2.33%	2.72%	3.04%	3.36%	2.13%	2.49%	2.86%	3.28%	2.70%	2.91%
2010.....							0.28%	0.49%	0.72%	1.00%	0.98%	1.24%
2011.....												
2012.....												
2013.....												

Year of Account Origination	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
	<b>2011</b>											
Pre 2005.....	3.81%	3.97%	4.14%	4.32%	4.24%	4.22%	4.25%	4.09%	4.02%	4.01%	3.74%	3.47%
2005.....	4.18%	4.31%	4.45%	4.63%	4.48%	4.51%	4.54%	4.48%	4.28%	4.19%	3.86%	3.59%
2006.....	4.32%	4.51%	4.61%	4.93%	4.74%	4.79%	4.84%	4.67%	4.54%	4.41%	4.21%	3.93%
2007.....	3.91%	4.05%	4.28%	4.55%	4.41%	4.45%	4.53%	4.36%	4.20%	4.30%	4.13%	3.91%
2008.....	4.01%	4.29%	4.50%	4.90%	4.85%	4.95%	5.02%	4.80%	4.70%	4.65%	4.38%	4.17%
2009.....	3.09%	3.32%	3.52%	3.78%	3.77%	3.86%	3.89%	3.79%	3.64%	3.65%	3.50%	3.33%
2010.....	1.54%	1.85%	2.17%	1.37%	1.60%	1.87%	2.09%	2.24%	2.31%	2.43%	2.49%	2.46%
2011.....												0.64%
2012.....												
2013.....												

Year of Account Origination	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
	<b>2012</b>											
Pre 2005.....	3.48%	3.48%	3.29%	3.22%	2.91%	2.78%	2.65%	2.55%	2.57%	2.23%	2.27%	2.26%
2005.....	3.58%	3.54%	3.33%	3.15%	2.91%	2.87%	2.77%	2.75%	2.77%	2.47%	2.54%	2.50%
2006.....	3.88%	3.87%	3.66%	3.40%	3.08%	2.97%	2.80%	2.90%	2.93%	2.56%	2.52%	2.57%
2007.....	3.91%	3.89%	3.78%	3.63%	3.26%	3.08%	2.93%	2.87%	2.93%	2.48%	2.53%	2.52%
2008.....	4.24%	4.20%	4.10%	3.98%	3.66%	3.42%	3.21%	3.10%	3.21%	2.81%	2.84%	2.78%
2009.....	3.26%	3.27%	3.19%	3.12%	2.80%	2.63%	2.59%	2.56%	2.62%	2.35%	2.46%	2.47%
2010.....	2.52%	2.59%	2.59%	2.54%	2.27%	2.27%	2.26%	2.25%	2.31%	2.00%	2.01%	2.07%
2011.....	0.96%	1.26%	1.51%	1.70%	1.74%	1.41%	1.57%	1.66%	1.82%	1.77%	1.89%	1.95%
2012.....						0.33%	0.48%	0.65%	0.74%	0.72%	0.72%	0.88%
2013.....												

Year of Account Origination	Jan	Feb	Mar	Apr	May	June	Jul	Aug	Sep
<b>2013</b>									
Pre 2005.....	2.30%	2.36%	2.45%	2.43%	2.25%	2.26%	2.06%	2.02%	1.98%
2005.....	2.55%	2.59%	2.59%	2.52%	2.35%	2.38%	2.19%	2.10%	2.05%
2006.....	2.57%	2.66%	2.85%	2.85%	2.64%	2.63%	2.39%	2.36%	2.31%
2007.....	2.59%	2.62%	2.67%	2.63%	2.43%	2.49%	2.25%	2.21%	2.13%
2008.....	2.87%	2.91%	3.08%	3.03%	2.83%	2.79%	2.50%	2.49%	2.45%
2009.....	2.48%	2.60%	2.65%	2.64%	2.51%	2.47%	2.34%	2.28%	2.19%
2010.....	2.16%	2.13%	2.23%	2.31%	2.18%	2.14%	2.01%	1.96%	1.93%
2011.....	2.12%	2.22%	2.36%	2.44%	2.33%	2.30%	2.15%	2.20%	2.23%
2012.....	1.09%	1.23%	1.38%	1.55%	1.53%	1.60%	0.79%	0.96%	1.13%
2013							0.30%	0.44%	0.64%

Delinquencies include both Principal Receivables and Finance Charge Receivables. The 30+ days delinquency percentage for a performance period is calculated as total receivables 30 days or more past due divided by total Principal Receivables and Finance Charge Receivables as of the last day of the performance period.

Delinquencies during 2008 and the first few months of 2009 are lower due to the initial selection criteria for new Receivables added to the Penarth Receivables Trust which excluded accounts in the later stages of delinquency. This seasoning impact is evident in November 2010 when £2.9 billion of Lloyds Receivables were added to the Penarth Receivables Trust resulting in reduced delinquencies; the originators expect delinquencies to increase over the coming months up to the delinquency levels observed during 2010 in the months prior to the addition of the Lloyds Receivables.

In 2008 in response to the deteriorating economic environment, Lloyds Banking Group undertook significant de-risking of its portfolio, with credit lines of higher risk customers reduced and tighter cut-offs and lower initial credit lines improving the quality of new account acquisitions. This activity was undertaken in 2008 and into 2009. The originators believe that this has resulted in a reduction in delinquencies through the second half of 2009 which has continued through 2010 and into 2011.

In 2012 Lloyds Banking Group changed its charge off policy for accounts in financial difficulty where the account holder does not meet the criteria to enter a temporary reduced repayment plan. The charge off of these accounts has been accelerated to 120 days in arrears from the standard 180 days charge off policy. This has resulted in a drop in the level of delinquencies at 120 to 180 days and thus total 30+ days delinquencies.

## Principal Payment Rate

Year of Account Origination	18 Oct to 31												
												Nov	Dec
<b>2008</b>													
Pre-2004 .....												15.38%	17.72%
2004 .....												13.57%	15.01%
2005 .....												11.37%	11.93%
2006 .....												10.44%	10.75%
2007 .....												16.90%	17.61%
2008 .....													
2009 .....													
2010 .....													
2011 .....													
2012 .....													
2013 .....													
Year of Account Origination	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	
<b>2009</b>													
Pre-2004 .....	14.36%	13.89%	15.63%	13.84%	14.17%	15.27%	15.10%	13.47%	15.68%	15.36%	14.93%	15.81%	
2004 .....	12.53%	12.30%	13.41%	11.87%	11.84%	12.81%	12.74%	11.19%	12.93%	12.70%	12.07%	12.76%	
2005 .....	10.26%	9.80%	10.77%	9.35%	9.16%	10.01%	10.07%	8.80%	10.28%	9.90%	9.52%	9.54%	
2006 .....	9.27%	8.88%	9.84%	8.48%	8.28%	8.99%	8.97%	7.80%	9.15%	8.87%	8.46%	8.49%	
2007 .....	16.47%	15.35%	15.05%	11.49%	10.95%	11.59%	11.45%	9.99%	11.44%	10.93%	10.50%	10.45%	
2008 .....								13.98%	16.12%	14.45%	12.68%	11.71%	
2009 .....								9.93%	12.93%	15.17%	14.26%	14.77%	
2010 .....													
2011 .....													
2012 .....													
2013 .....													
Year of Account Origination	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	
<b>2010</b>													
Pre-2004 .....	14.63%	13.87%	17.05%	14.72%	16.56%	15.41%	16.16%	16.33%	16.37%	15.74%	16.02%	18.20%	
2004 .....	11.77%	11.50%	14.08%	12.12%	13.16%	12.46%	13.09%	13.05%	13.05%	12.68%	12.21%	12.94%	
2005 .....	9.02%	8.88%	11.11%	9.36%	9.87%	9.34%	9.87%	9.70%	9.98%	9.54%	10.60%	11.11%	
2006 .....	7.93%	7.97%	9.80%	8.31%	8.91%	8.49%	9.02%	8.74%	9.13%	8.63%	10.38%	10.84%	
2007 .....	9.68%	9.78%	11.73%	9.99%	10.67%	10.14%	10.54%	10.40%	10.39%	10.01%	15.79%	19.11%	
2008 .....	10.93%	11.17%	13.14%	10.64%	11.16%	10.49%	10.96%	10.71%	10.84%	10.31%	14.05%	16.14%	
2009 .....	14.84%	16.04%	19.89%	16.47%	17.76%	16.38%	16.47%	16.11%	16.30%	15.03%	17.89%	18.59%	
2010 .....							9.80%	10.51%	12.33%	14.20%	18.61%	20.93%	
2011 .....													
2012 .....													
2013 .....													
Year of Account Origination	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	
<b>2011</b>													
Pre-2004 .....	17.92%	16.67%	19.70%	16.49%	19.62%	18.90%	18.75%	20.03%	18.91%	19.16%	19.27%	19.79%	
2004 .....	12.97%	12.62%	14.47%	12.02%	13.98%	13.94%	13.52%	14.47%	13.56%	13.69%	13.89%	13.90%	
2005 .....	11.37%	11.07%	12.90%	10.64%	12.38%	12.34%	12.06%	12.87%	12.09%	12.16%	12.34%	12.35%	
2006 .....	11.27%	11.08%	12.79%	10.55%	12.31%	12.04%	11.92%	12.80%	11.90%	11.96%	12.22%	12.18%	
2007 .....	19.12%	17.88%	21.45%	17.54%	21.21%	20.24%	19.98%	21.33%	20.26%	20.42%	20.38%	20.97%	
2008 .....	16.50%	15.68%	18.44%	15.25%	18.09%	17.33%	16.98%	18.20%	17.44%	17.57%	17.28%	17.64%	
2009 .....	18.90%	17.77%	20.76%	16.29%	19.90%	18.97%	18.31%	19.46%	18.56%	18.57%	18.21%	18.78%	
2010 .....	22.68%	21.28%	26.24%	19.66%	24.39%	23.99%	23.40%	25.41%	23.74%	24.31%	23.93%	23.74%	
2011 .....												19.76%	
2012 .....													
2013 .....													
Year of Account Origination	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	
<b>2012</b>													
Pre-2004 .....	20.49%	18.79%	19.81%	19.89%	21.07%	19.00%	22.00%	21.36%	18.90%	23.77%	21.75%	21.81%	
2004 .....	14.61%	13.82%	14.29%	14.26%	15.18%	13.71%	15.96%	15.56%	13.80%	17.04%	15.52%	15.32%	
2005 .....	13.04%	12.45%	12.86%	12.51%	13.47%	12.09%	14.11%	13.71%	12.15%	15.38%	14.03%	13.74%	
2006 .....	12.97%	12.10%	12.65%	12.52%	13.16%	12.07%	13.99%	13.72%	12.38%	15.30%	13.98%	13.55%	
2007 .....	21.87%	19.68%	21.45%	20.73%	22.16%	19.81%	23.03%	22.09%	20.07%	26.02%	24.04%	24.00%	
2008 .....	18.40%	17.09%	18.23%	17.83%	18.91%	17.03%	19.62%	19.16%	17.24%	21.86%	20.14%	19.66%	



Year of Account Origination	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
<b>2012</b>												
2009 .....	19.72%	17.90%	19.36%	18.97%	19.81%	17.85%	20.67%	20.00%	17.68%	22.97%	20.91%	20.64%
2010 .....	24.72%	22.44%	23.40%	23.28%	23.67%	21.47%	25.03%	23.99%	20.98%	27.98%	25.16%	24.86%
2011 .....	21.44%	20.26%	21.52%	22.34%	23.83%	18.78%	22.31%	22.00%	20.45%	25.79%	23.66%	23.38%
2012 .....						10.37%	12.06%	11.83%	11.00%	13.30%	16.19%	16.26%
2013 .....												
<b>2013</b>												
Pre-2004 .....	22.74%	19.70%	21.06%	22.98%	22.68%	20.60%	24.15%	21.81%	22.32%			
2004 .....	16.32%	14.32%	14.83%	16.58%	16.15%	14.82%	17.20%	15.61%	16.02%			
2005 .....	14.84%	13.02%	13.49%	15.09%	14.55%	13.40%	15.53%	14.13%	14.27%			
2006 .....	14.76%	13.10%	13.86%	15.05%	14.71%	13.46%	15.74%	14.10%	14.32%			
2007 .....	25.04%	22.07%	23.18%	25.05%	25.03%	22.52%	26.64%	24.17%	24.81%			
2008 .....	21.03%	18.74%	19.38%	21.13%	20.93%	18.96%	22.47%	20.39%	20.70%			
2009 .....	21.75%	18.81%	19.89%	22.18%	21.46%	19.03%	23.31%	20.59%	20.96%			
2010 .....	25.86%	22.51%	23.88%	26.62%	25.40%	22.88%	27.60%	24.76%	25.56%			
2011 .....	25.01%	22.75%	23.94%	26.56%	25.54%	23.52%	28.22%	25.67%	26.51%			
2012 .....	18.31%	16.95%	18.38%	21.61%	20.41%	18.62%	18.18%	16.85%	18.40%			
2013 .....							12.92%	12.16%	12.72%			

Principal payment rate for a performance period is calculated as Principal Collections received from cardholders during the performance period divided by Principal Receivables at the beginning of the performance period.

For the Bank of Scotland portfolio, pre-2004 account originations typically received higher spending rewards and attracted a higher percentage of convenience users. As a result, payment rates for this segment tend to be stronger for the pre-2004 vintage. From 2005 onwards, Bank of Scotland products have typically targeted the borrower population with more attractive lower introductory APRs instead of rewards. This strategy has reduced the average payment rate on Bank of Scotland's credit card receivables originated since 2005.

In July 2007, Lloyds launched the Airmiles Duo card, taking over the Airmiles relationship from NatWest. This product rewards credit card spend with Airmiles, and attracts a higher proportion of convenience users who pay down their balance in full each month. Payment rates for this product on the Lloyds portfolio increased not only for originations from 2007, but also for the pre-2007 vintages as some existing customers switched to the new product and changed their spending and payment behaviours to benefit from the Airmiles rewards. Payment rates have increased across all origination years from November 2010 following the initial addition of £2.9 billion of Lloyds Receivables to the Penarth Receivables Trust.

## Total Payment Rate

Year of Account Origination	18 Oct to 31	
	Nov	Dec
	<b>2008</b>	
Pre-2004.....	15.85%	18.19%
2004.....	14.21%	15.68%
2005.....	12.06%	12.74%
2006.....	11.22%	11.66%
2007.....	17.40%	18.25%
2008.....		
2009.....		
2010.....		
2011.....		
2012.....		
2013.....		

Year of Account Origination	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
	<b>2009</b>											
Pre-2004.....	14.70%	14.28%	16.07%	14.13%	14.43%	15.62%	15.29%	13.69%	15.97%	15.56%	15.19%	15.97%
2004.....	13.06%	12.84%	14.03%	12.38%	12.33%	13.36%	13.18%	11.66%	13.47%	13.15%	12.59%	13.22%
2005.....	10.87%	10.44%	11.51%	9.98%	9.79%	10.72%	10.68%	9.40%	10.99%	10.54%	10.18%	10.19%
2006.....	9.96%	9.60%	10.66%	9.19%	9.00%	9.78%	9.67%	8.50%	9.93%	9.58%	9.20%	9.22%
2007.....	16.96%	15.87%	15.77%	12.22%	11.71%	12.46%	12.19%	10.72%	12.29%	11.72%	11.31%	11.23%
2008.....								14.58%	16.86%	15.21%	13.55%	12.59%
2009.....								10.27%	13.31%	15.49%	14.70%	15.19%
2010.....												
2011.....												
2012.....												
2013.....												

Year of Account Origination	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
	<b>2010</b>											
Pre-2004.....	14.71%	14.06%	17.21%	14.77%	16.69%	15.48%	16.15%	16.37%	16.34%	15.70%	16.69%	19.10%
2004.....	12.17%	11.94%	14.57%	12.50%	13.63%	12.88%	13.53%	13.48%	13.41%	13.02%	13.07%	14.05%
2005.....	9.60%	9.46%	11.78%	9.91%	10.05%	9.99%	10.60%	10.42%	10.63%	10.15%	11.56%	12.30%
2006.....	8.58%	8.62%	10.56%	8.96%	9.98%	9.21%	9.87%	9.54%	9.86%	9.36%	11.38%	12.08%
2007.....	10.39%	10.48%	12.57%	10.69%	11.70%	10.93%	11.39%	11.24%	11.19%	10.80%	16.66%	20.11%
2008.....	11.72%	11.92%	14.05%	11.40%	12.09%	11.34%	11.85%	11.62%	11.68%	11.15%	15.11%	17.41%
2009.....	15.25%	16.47%	20.46%	17.00%	18.48%	17.10%	17.11%	16.83%	17.01%	15.80%	18.92%	19.78%
2010.....							10.23%	10.88%	12.65%	14.49%	19.23%	21.81%
2011.....												
2012.....												
2013.....												

Year of Account Origination	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
	<b>2011</b>											
Pre-2004.....	18.55%	17.22%	20.26%	16.95%	20.14%	19.38%	19.23%	20.75%	19.37%	19.69%	19.76%	20.24%
2004.....	13.82%	13.40%	15.27%	12.70%	14.77%	14.68%	14.25%	15.30%	14.27%	14.45%	14.61%	14.61%
2005.....	12.31%	11.92%	13.79%	11.40%	13.26%	13.14%	12.87%	13.73%	12.89%	13.00%	13.14%	13.12%
2006.....	12.25%	11.97%	13.70%	11.31%	13.21%	12.91%	12.76%	13.71%	12.73%	12.81%	13.04%	13.01%
2007.....	19.85%	18.50%	22.04%	18.06%	21.77%	20.76%	20.48%	21.86%	20.73%	20.93%	20.84%	21.38%
2008.....	17.44%	16.45%	19.23%	15.91%	18.84%	18.03%	17.67%	18.93%	18.08%	18.24%	17.90%	18.22%
2009.....	19.85%	18.60%	21.61%	17.00%	20.71%	19.71%	19.03%	20.22%	19.24%	19.28%	18.87%	19.39%
2010.....	23.44%	21.96%	27.01%	20.13%	24.95%	24.52%	23.95%	26.00%	24.30%	24.86%	24.44%	24.24%
2011.....												20.21%
2012.....												
2013.....												

Year of Account Origination	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
	<b>2012</b>											
Pre-2004.....	20.80%	19.23%	20.25%	20.31%	21.45%	19.35%	22.37%	21.72%	19.34%	24.11%	22.07%	22.12%
2004.....	15.18%	14.50%	15.02%	14.93%	15.84%	14.32%	16.61%	16.21%	14.50%	17.67%	16.16%	15.96%
2005.....	13.68%	13.20%	13.61%	13.26%	14.19%	12.78%	14.86%	14.44%	12.94%	16.10%	14.72%	14.42%
2006.....	13.64%	12.89%	13.43%	13.30%	13.92%	12.77%	14.77%	14.47%	13.19%	16.06%	14.71%	14.27%
2007.....	22.16%	20.11%	21.82%	21.11%	22.47%	20.13%	23.34%	22.42%	20.46%	26.24%	24.23%	24.15%
2008.....	18.91%	17.63%	18.77%	18.35%	19.39%	17.51%	20.10%	19.63%	17.74%	22.29%	20.52%	20.02%
2009.....	20.27%	18.48%	19.92%	19.52%	20.32%	18.34%	21.18%	20.51%	18.14%	23.43%	21.33%	21.06%
2010.....	25.19%	22.89%	23.84%	23.69%	24.05%	21.84%	25.37%	24.33%	21.27%	28.26%	25.42%	25.09%
2011.....	21.88%	20.67%	21.95%	22.78%	24.26%	19.20%	22.76%	22.48%	20.87%	26.26%	24.12%	23.84%
2012.....						10.69%	12.36%	12.13%	11.28%	13.64%	16.60%	16.66%
2013.....												

<b>Year of Account Origination</b>	<b>Jan</b>	<b>Feb</b>	<b>Mar</b>	<b>Apr</b>	<b>May</b>	<b>Jun</b>	<b>Jul</b>	<b>Aug</b>	<b>Sep</b>
<b>2013</b>									
Pre-2004.....	22.93%	20.03%	21.32%	23.26%	22.98%	20.86%	24.40%	22.32%	22.57%
2004 .....	16.86%	14.93%	15.42%	17.19%	16.78%	15.38%	17.80%	16.48%	16.59%
2005 .....	15.43%	13.68%	14.15%	15.78%	15.23%	14.00%	16.22%	15.14%	14.94%
2006 .....	15.37%	13.77%	14.51%	15.77%	15.40%	14.09%	16.46%	15.18%	15.00%
2007 .....	25.09%	22.25%	23.28%	25.18%	25.17%	22.64%	26.75%	24.63%	24.92%
2008 .....	21.29%	19.09%	19.69%	21.45%	21.26%	19.25%	22.79%	20.85%	20.99%
2009 .....	22.06%	19.22%	20.23%	22.55%	21.83%	19.36%	23.65%	21.08%	21.31%
2010 .....	26.00%	22.76%	24.03%	26.78%	25.60%	23.03%	27.74%	24.94%	25.70%
2011 .....	25.39%	23.17%	24.29%	26.95%	25.97%	23.86%	28.58%	25.98%	26.83%
2012 .....	18.67%	17.35%	18.77%	22.06%	20.93%	19.09%	18.58%	17.25%	18.82%
2013 .....							13.16%	12.39%	12.99%

Total payment rate for a performance period is calculated as Principal Receivables and Finance Charge Collections received from cardholders during the performance period divided by Principal Receivables and Finance Charge Receivables at the beginning of the performance period.

## Opening Principal Receivables

Year of Account Origination	2008											
	18 Oct to 31										Dec	
	Nov										Dec	
Pre-2004 .....											2,108,455,975	2,071,584,262
2004 .....											467,318,614	459,613,546
2005 .....											446,533,562	439,289,681
2006 .....											410,888,284	402,452,295
2007 .....											561,385,870	502,721,477
2008 .....												
2009 .....												
2010 .....												
2011 .....												
2012 .....												
2013 .....												

Year of Account Origination	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
<b>2009</b>												
Pre-2004 .....	2,079,139,669	2,065,441,233	2,041,094,577	2,044,134,225	2,042,562,379	2,021,695,673	2,010,345,195	1,996,421,929	1,972,257,974	1,951,680,909	1,916,211,758	1,901,792,877
2004 .....	467,137,360	465,349,557	461,370,368	466,098,998	467,441,565	466,116,570	465,230,664	465,843,722	463,390,960	460,655,110	454,334,992	453,593,909
2005 .....	448,076,786	447,787,823	445,337,792	450,062,264	450,832,150	449,422,763	450,748,397	458,465,295	456,376,573	454,488,096	456,859,607	453,888,276
2006 .....	410,110,740	410,219,043	408,965,218	411,931,319	411,857,927	410,257,983	411,355,980	420,027,210	417,513,348	415,758,703	422,190,853	419,435,989
2007 .....	486,712,542	457,625,039	432,946,657	424,028,175	421,549,941	419,663,180	421,773,275	426,225,749	422,618,462	421,594,213	430,054,963	428,067,630
2008 .....								138,403,235	131,544,858	124,518,372	342,158,430	336,594,875
2009 .....								56,303,833	56,492,541	55,093,680	341,707,712	332,023,417
2010 .....												
2011 .....												
2012 .....												
2013 .....												

Year of Account Origination	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
<b>2010</b>												
Pre-2004 .....	1,896,246,001	1,844,122,281	1,818,718,545	1,787,894,602	1,773,956,056	1,743,007,073	1,736,296,210	1,715,360,134	1,698,981,536	1,666,786,314	3,039,175,426	3,051,287,370
2004 .....	454,383,986	446,279,891	441,232,144	433,748,354	429,032,016	424,295,167	423,642,524	418,710,993	415,385,019	407,806,838	583,151,384	583,306,000
2005 .....	455,730,004	449,072,661	444,506,552	436,410,381	431,110,116	396,952,312	395,216,697	390,517,217	387,406,450	380,761,991	517,560,423	515,830,379
2006 .....	419,745,190	413,715,900	408,532,975	400,928,373	395,681,718	379,443,053	379,095,620	374,246,219	371,107,669	364,037,105	501,741,813	500,262,164
2007 .....	431,767,847	426,237,248	421,219,484	414,606,011	409,734,922	399,286,134	399,403,688	395,518,800	392,520,583	387,185,006	711,456,361	718,823,226
2008 .....	339,071,661	334,869,081	329,866,991	324,042,223	320,010,990	316,582,789	394,936,606	392,677,151	390,722,049	386,043,472	725,869,743	729,449,113
2009 .....	319,904,272	299,748,641	277,555,645	251,986,438	235,588,209	220,120,683	483,834,197	457,046,392	435,349,237	411,522,412	576,223,329	567,597,719
2010 .....							180,304,226	182,488,398	181,351,996	174,251,046	290,102,042	281,180,018

<b>Year of Account Origination</b>	<b>Jan</b>	<b>Feb</b>	<b>Mar</b>	<b>Apr</b>	<b>May</b>	<b>Jun</b>	<b>Jul</b>	<b>Aug</b>	<b>Sep</b>	<b>Oct</b>	<b>Nov</b>	<b>Dec</b>
<b>2010</b>												
2011 .....												
2012 .....												
2013 .....												
<b>Year of Account Origination</b>	<b>Jan</b>	<b>Feb</b>	<b>Mar</b>	<b>Apr</b>	<b>May</b>	<b>Jun</b>	<b>Jul</b>	<b>Aug</b>	<b>Sep</b>	<b>Oct</b>	<b>Nov</b>	<b>Dec</b>
<b>2011</b>												
Pre-2004 ....	3,060,986,544	2,997,739,863	2,948,328,923	2,878,524,688	2,897,502,934	2,873,259,159	2,843,551,181	2,808,759,131	2,786,942,238	2,752,207,262	2,708,843,715	2,680,293,706
2004 .....	585,886,686	575,694,626	563,992,644	551,512,771	556,267,757	552,422,887	545,894,767	539,008,853	533,799,698	527,630,403	520,483,852	515,788,197
2005 .....	518,227,631	510,421,071	501,243,275	489,662,474	493,101,416	489,779,503	483,881,747	477,851,356	473,028,769	467,100,000	460,257,927	454,902,914
2006 .....	503,757,055	496,041,580	486,409,168	474,925,067	477,337,200	473,007,373	468,688,063	463,223,549	458,154,532	452,229,389	445,661,332	440,534,145
2007 .....	723,952,661	708,827,367	696,327,517	676,712,510	690,193,259	683,144,391	677,139,562	668,308,060	663,626,896	653,116,109	643,188,479	638,787,366
2008 .....	736,135,204	722,203,899	709,131,144	691,338,151	702,300,556	694,597,685	688,926,374	681,717,148	676,588,095	666,280,393	654,902,496	650,253,856
2009 .....	568,981,637	553,901,706	541,408,958	525,858,376	535,839,951	531,146,245	528,570,851	523,417,943	520,641,515	515,325,062	508,512,563	507,447,694
2010 .....	273,530,439	255,346,703	241,463,374	223,294,469	560,614,832	535,003,576	510,291,834	489,845,818	474,172,212	460,336,153	444,322,972	436,033,479
2011 .....												502,436,178
2012 .....												
2013 .....												
<b>Year of Account Origination</b>	<b>Jan</b>	<b>Feb</b>	<b>Mar</b>	<b>Apr</b>	<b>May</b>	<b>Jun</b>	<b>Jul</b>	<b>Aug</b>	<b>Sep</b>	<b>Oct</b>	<b>Nov</b>	<b>Dec</b>
<b>2012</b>												
Pre-2004 ....	2,665,418,423	2,596,874,690	2,537,795,056	2,502,088,835	2,476,830,529	2,470,093,954	2,456,278,819	2,420,248,186	2,384,407,470	2,497,338,632	2,462,124,961	2,445,529,727
2004 .....	513,595,700	502,891,848	491,185,844	482,329,451	476,557,273	477,849,272	473,490,797	466,267,464	458,526,423	463,827,791	457,699,261	454,639,558
2005 .....	452,513,997	443,918,851	432,800,134	424,460,773	419,250,601	430,772,953	427,304,531	420,952,691	414,872,255	416,955,888	410,042,950	406,013,257
2006 .....	437,227,588	428,669,705	419,002,622	410,856,574	404,742,280	414,180,154	410,460,231	404,028,022	397,257,775	397,411,923	392,171,383	388,166,131
2007 .....	635,686,429	619,421,531	605,658,440	592,648,162	586,978,104	587,740,730	584,635,391	575,731,381	566,626,203	584,711,928	578,783,111	574,638,500
2008 .....	647,089,438	633,336,802	617,776,135	604,377,288	597,409,403	601,871,142	598,330,623	590,544,616	580,327,002	589,102,988	583,093,166	577,863,242
2009 .....	505,903,893	494,655,392	484,361,973	473,274,174	467,068,569	476,077,424	473,632,056	467,224,954	459,873,344	467,964,463	459,222,035	456,150,503
2010 .....	432,181,018	420,281,849	410,414,738	403,387,172	399,414,135	411,367,919	412,363,954	407,400,509	403,239,195	458,697,114	449,762,774	447,909,001
2011 .....	502,937,955	486,751,341	469,611,423	454,282,759	438,489,970	641,451,378	626,619,652	602,985,239	580,497,736	547,277,768	517,744,920	498,408,159
2012 .....						184,665,668	186,333,592	185,401,788	182,999,685	171,574,078	288,831,911	286,903,023
2013 .....												

<b>Year of Account Origination</b>	<b>Jan</b>	<b>Feb</b>	<b>Mar</b>	<b>Apr</b>	<b>May</b>	<b>Jun</b>	<b>Jul</b>	<b>Aug</b>	<b>Sep</b>
<b>2013</b>									
Pre-2004 .....	2,461,202,671	2,378,411,660	2,353,264,787	2,313,961,612	2,314,865,062	2,297,912,655	2,350,154,757	2,323,758,609	2,307,488,612
2004.....	456,832,827	444,821,969	439,116,205	432,346,510	430,116,675	427,049,010	433,677,206	430,107,781	427,219,083
2005.....	406,870,475	396,286,990	390,502,545	384,350,284	381,532,278	378,821,606	388,850,240	385,545,122	382,215,865
2006.....	389,580,804	380,253,981	374,082,693	366,565,593	363,925,929	360,996,009	365,885,572	362,572,854	360,062,341
2007.....	580,105,718	560,577,215	551,510,387	541,195,835	543,326,406	538,128,586	542,544,670	536,979,902	531,641,225
2008.....	583,607,322	567,222,298	558,179,845	548,533,312	548,287,565	543,744,553	546,768,040	541,756,823	538,456,291
2009.....	460,203,405	447,368,772	443,166,100	435,603,037	433,120,850	430,974,326	433,083,808	427,180,177	425,082,498
2010.....	453,718,049	442,174,277	439,062,441	432,259,609	431,168,744	431,387,450	433,482,538	430,405,108	429,377,600
2011.....	490,635,592	466,764,674	451,604,460	434,662,964	427,086,721	421,256,756	417,253,489	410,309,203	407,553,563
2012.....	286,173,767	273,926,605	263,442,395	250,905,165	237,967,594	218,555,422	659,589,138	622,972,050	593,353,267
2013.....							128,481,219	126,773,294	124,553,291

Opening principal receivables represents Principal Receivables at the start of the first day of the performance period.

**Opening Total Receivables**

Year of Account Origination												18 Oct to 31	
												Nov	Dec
												2008	
Pre-2004 .....												2,254,674,827	2,233,745,164
2004 .....												494,730,397	490,865,540
2005 .....												471,890,744	467,917,985
2006 .....												433,077,082	427,962,746
2007 .....												579,533,831	522,972,175
2008 .....													
2009 .....													
2010 .....													
2011 .....													
2012 .....													
2013 .....													

Year of Account Origination	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
<b>2009</b>												
Pre-2004 .....	2,240,360,729	2,238,860,217	2,220,064,323	2,221,576,271	2,226,047,277	2,208,595,512	2,194,745,200	2,183,060,532	2,164,449,378	2,142,527,862	2,108,078,919	2,094,076,965
2004 .....	498,497,585	499,077,774	496,280,549	500,953,934	503,610,311	502,921,273	501,721,590	502,880,726	501,646,051	498,758,715	492,854,278	492,484,899
2005 .....	476,903,221	478,861,339	477,655,077	482,523,497	484,598,687	483,828,616	485,093,550	493,809,197	492,965,385	491,122,700	494,432,798	491,894,273
2006 .....	435,786,518	437,985,075	437,885,272	440,921,545	442,049,577	441,057,499	442,141,229	451,843,016	450,533,979	448,875,762	456,330,553	454,062,566
2007 .....	507,251,758	480,057,318	456,483,134	447,716,277	446,492,771	445,292,970	447,381,694	452,561,901	450,226,698	449,400,711	458,971,004	457,484,835
2008 .....								142,783,750	136,409,002	129,602,007	357,171,317	352,489,070
2009 .....								56,750,762	57,001,456	55,643,055	345,462,331	335,897,987
2010 .....												
2011 .....												
2012 .....												
2013 .....												

Year of Account Origination	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
<b>2010</b>												
Pre-2004 .....	2,086,978,312	2,040,301,692	2,015,319,359	1,978,863,714	1,969,845,883	1,935,862,363	1,931,632,685	1,910,207,591	1,892,809,752	1,861,622,933	3,255,864,554	3,260,921,609
2004 .....	493,157,741	486,185,654	481,486,223	472,909,752	469,120,728	463,987,654	464,055,048	459,130,811	455,771,396	448,423,854	627,178,884	625,901,625
2005 .....	493,870,477	488,482,434	484,382,085	475,343,416	471,257,760	434,060,788	432,974,135	428,244,758	425,090,544	418,766,029	558,272,602	555,180,908
2006 .....	454,488,449	449,666,881	445,001,074	436,600,382	432,439,605	415,098,181	415,434,361	410,535,394	407,384,698	400,546,369	540,974,958	538,141,217
2007 .....	461,393,583	457,125,006	452,567,975	445,104,715	441,463,586	430,331,147	431,218,889	427,420,509	424,514,495	419,672,026	749,574,336	755,704,029
2008 .....	355,675,376	352,843,482	348,587,121	342,480,037	339,644,603	336,152,340	420,104,449	418,232,543	416,611,456	412,742,069	759,361,514	761,882,393
2009 .....	324,125,875	304,675,088	283,055,018	257,584,071	242,019,185	226,732,991	496,159,765	470,184,223	449,317,532	426,538,238	594,552,885	585,114,975
2010 .....							181,766,514	183,914,723	182,888,711	175,986,282	293,115,307	284,087,900

Year of Account Origination	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
<b>2010</b>												
2011 .....												
2012 .....												
2013 .....												
Year of Account Origination	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
<b>2011</b>												
Pre-2004 .....	3,260,844,417	3,200,154,486	3,154,640,331	3,078,719,981	3,104,971,084	3,078,724,818	3,049,407,387	3,015,546,100	2,990,285,980	2,956,695,533	2,909,940,482	2,877,790,869
2004 .....	626,074,734	616,044,695	604,409,703	590,669,287	596,494,252	592,253,046	585,600,777	578,580,571	572,719,691	566,631,247	559,030,504	553,684,284
2005 .....	555,575,167	547,876,975	538,639,708	525,808,083	530,068,157	526,428,400	520,388,913	514,132,656	508,643,574	502,589,640	495,102,404	489,030,302
2006 .....	539,927,510	532,256,403	522,525,783	509,860,169	513,163,176	508,476,600	503,963,322	498,384,336	492,685,595	486,828,005	479,719,029	473,841,998
2007 .....	759,302,788	745,245,060	734,000,540	713,725,343	729,278,582	722,341,696	716,911,006	708,552,182	703,600,720	693,431,395	683,191,497	678,496,965
2008 .....	767,308,488	755,058,190	744,032,643	726,199,605	740,009,454	732,806,542	728,116,145	721,821,703	716,839,258	707,174,456	695,684,370	691,068,103
2009 .....	586,110,584	572,485,824	561,310,001	545,760,272	557,769,556	553,687,032	551,919,300	547,494,537	544,922,727	540,515,740	533,932,885	533,094,768
2010 .....	276,507,628	258,993,983	245,972,479	228,020,592	569,938,363	545,098,837	521,329,482	501,826,587	486,759,777	473,980,713	458,611,567	450,970,366
2011 .....												507,714,792
2012 .....												
2013 .....												
Year of Account Origination	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
<b>2012</b>												
Pre-2004 .....	2,860,126,269	2,790,990,879	2,730,914,009	2,690,648,945	2,664,002,919	2,656,514,686	2,645,735,038	2,604,047,637	2,566,159,529	2,687,191,124	2,647,805,848	2,630,653,253
2004 .....	550,930,040	540,247,304	528,191,068	518,530,432	512,434,577	513,776,093	509,808,924	501,748,925	493,538,961	499,718,149	493,095,602	489,976,649
2005 .....	486,179,025	477,614,015	466,014,646	457,171,627	451,693,332	464,003,412	461,025,777	453,860,580	447,444,187	450,247,706	442,653,145	438,465,346
2006 .....	469,975,431	461,373,106	451,422,879	442,703,546	436,293,516	446,339,277	443,069,857	435,803,018	428,735,619	429,377,243	423,598,242	419,403,294
2007 .....	675,161,792	659,070,300	645,232,358	631,587,072	625,828,662	626,713,007	624,412,076	614,647,605	605,330,538	623,894,183	617,770,304	613,540,873
2008 .....	687,963,735	674,669,833	659,360,620	645,522,154	638,628,503	643,561,293	640,937,591	632,345,955	622,083,865	631,319,946	625,583,378	620,441,248
2009 .....	531,804,822	521,043,223	511,026,883	499,843,684	493,781,256	503,603,969	502,060,835	495,221,939	487,857,364	496,972,987	487,802,976	484,878,499
2010 .....	447,653,313	436,544,354	427,128,416	420,324,333	416,742,991	429,622,378	431,552,752	426,488,643	422,508,037	480,989,276	471,933,206	470,456,411
2011 .....	508,570,478	492,983,221	476,459,463	461,604,384	446,357,445	651,801,324	638,040,851	614,807,182	592,908,662	560,332,968	530,890,221	512,111,928
2012 .....						186,006,032	187,650,888	186,727,667	184,458,756	173,065,418	291,717,463	289,886,881
2013 .....												



<b>Year of Account Origination</b>	<b>Jan</b>	<b>Feb</b>	<b>Mar</b>	<b>Apr</b>	<b>May</b>	<b>Jun</b>	<b>Jul</b>	<b>Aug</b>	<b>Sep</b>
	<b>2013</b>								
Pre-2004 .....	2,644,928,095	2,562,269,728	2,539,367,729	2,496,796,598	2,494,468,549	2,475,164,901	2,536,428,000	2,503,635,145	2,487,561,920
2004 .....	491,856,997	479,888,097	474,535,015	467,215,214	464,497,225	461,155,229	469,014,784	464,460,165	461,637,240
2005 .....	439,080,190	428,573,672	422,991,475	416,348,403	412,976,117	410,062,785	421,418,017	417,135,239	413,861,511
2006 .....	420,672,909	411,357,367	405,436,073	397,463,748	394,244,650	391,067,308	396,724,086	392,424,855	389,993,437
2007 .....	618,930,898	599,642,429	591,042,541	580,179,414	581,751,782	576,180,578	581,443,094	574,705,158	569,368,786
2008 .....	626,238,386	610,130,210	601,618,316	591,468,178	590,769,342	585,809,932	589,691,636	583,429,665	580,423,062
2009 .....	489,025,258	476,488,989	472,869,130	465,051,398	462,125,126	460,015,710	462,738,794	455,973,303	454,184,902
2010 .....	476,615,936	465,449,916	462,922,620	456,108,543	454,840,058	455,191,067	457,924,205	454,294,260	453,557,547
2011 .....	504,797,513	481,556,299	467,134,204	450,283,785	442,898,776	437,368,767	434,060,186	426,837,950	424,595,214
2012 .....	289,368,903	277,426,159	267,325,675	254,949,276	242,177,321	222,736,040	668,027,014	631,523,226	602,558,556
2013 .....							129,209,589	127,518,525	125,401,520

Opening total receivables represents Principal Receivables and Finance Charge Receivables at the start of the first day of the performance period.

## PURCHASE AND TRANSFER RESTRICTIONS

Because of the following restrictions, purchasers are advised to consult their own legal counsel prior to making any offer, sale, resale, pledge or transfer of the notes.

The notes have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**") or any state securities or "Blue Sky" laws or the securities laws of any other jurisdiction and, accordingly, may not be reoffered, resold, pledged or otherwise transferred except in accordance with the restrictions described below.

Without limiting the foregoing, by holding a note, each Noteholder will acknowledge and agree, among other things, that such Noteholder understands that neither of the Issuer nor the Securitised Portfolio is registered as an investment company under the United States Investment Company Act of 1940, but that the Issuer and the Securitised Portfolio are exempt from registration as such.

### **Prospective Initial Investors in the notes**

Each prospective purchaser of the notes offered in reliance on Rule 144A ("**Rule 144A**") or Rule 506 of Regulation D under the Securities Act (each a "**U.S. Offeree**") and each prospective purchaser of the notes offered in reliance on Regulation S ("**Regulation S**") under the Securities Act (a "**Non-U.S. Offeree**") and together with the U.S. Offerees, the "**Offerees**"), by accepting delivery of this Drawdown Prospectus and the Base Prospectus, will be deemed to have represented, acknowledged and agreed as follows:

- (i) The Offeree acknowledges that this Drawdown Prospectus and the Base Prospectus are personal to the Offeree and do not constitute an offer to any other person or to the public generally to subscribe for or otherwise acquire the notes other than pursuant to Rule 144A or Rule 506 of Regulation D, or another exemption from registration from the Securities Act, or in offshore transactions in accordance with Regulation S. Distribution of this Drawdown Prospectus and the Base Prospectus or disclosure of any of their contents to any person other than the Offeree and those persons, if any, retained to advise the Offeree with respect thereto and other persons meeting the requirements of Rule 144A or Rule 506 of Regulation D or Regulation S is unauthorised and any disclosure of any of their contents, without the prior written consent of the Issuer, is prohibited.
- (ii) The Offeree agrees to make no photocopies of this Drawdown Prospectus and Base Prospectus or any documents referred to herein and, if the Offeree does not purchase the notes or the offering is terminated, to return this Drawdown Prospectus and the Base Prospectus and all documents referred to herein and therein to Lloyds Bank plc.
- (iii) The Offeree has carefully read and understands this Drawdown Prospectus and the Base Prospectus, including, without limitation, the "Risk Factors" section herein and the "Risk Factors" section in the Base Prospectus, and has based its decision to purchase the notes upon the information contained herein and therein and on written information, if any, provided to it by the Issuer and any Joint Lead Manager and not on any other information.

### **Notes**

#### **Legend**

Unless determined otherwise by the Issuer in accordance with applicable law and so long as any class of Rule 144A Notes or Regulation S Notes is outstanding, the Rule 144A and the Regulation S Notes will bear a legend substantially set forth below:

THIS NOTE HAS NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "**SECURITIES ACT**"), ANY STATE SECURITIES LAWS IN THE UNITED STATES OR THE SECURITIES LAWS OF ANY OTHER JURISDICTION AND NEITHER THE ISSUER NOR THE SECURITISED PORTFOLIO HAS BEEN REGISTERED UNDER THE UNITED STATES INVESTMENT COMPANY ACT OF 1940, AS AMENDED (THE "**INVESTMENT COMPANY ACT**"). THE HOLDER HEREOF, BY ITS ACCEPTANCE OF THIS NOTE, REPRESENTS THAT IT HAS OBTAINED THIS NOTE IN A TRANSACTION IN COMPLIANCE WITH THE SECURITIES ACT, THE INVESTMENT

COMPANY ACT AND ALL OTHER APPLICABLE LAWS OF THE UNITED STATES OR ANY OTHER JURISDICTION, AND THE RESTRICTIONS ON SALE AND TRANSFER SET FORTH IN THE NOTE TRUST DEED (THE "**NOTE TRUST DEED**"), DATED 16 OCTOBER 2008 (AS AMENDED AND RESTATED FROM TIME TO TIME), BETWEEN THE ISSUER AND DEUTSCHE BANK TRUST COMPANY AMERICAS (THE "**NOTE TRUSTEE**"). THE HOLDER HEREOF, BY ITS ACCEPTANCE OF THIS NOTE, FURTHER REPRESENTS, ACKNOWLEDGES AND AGREES THAT IT WILL NOT REOFFER, RESELL, PLEDGE OR OTHERWISE TRANSFER THIS NOTE (OR ANY INTEREST HEREIN) EXCEPT IN COMPLIANCE WITH THE SECURITIES ACT, THE INVESTMENT COMPANY ACT AND ALL OTHER APPLICABLE LAWS OF ANY JURISDICTION AND IN ACCORDANCE WITH THE RESTRICTIONS, CERTIFICATIONS AND OTHER REQUIREMENTS SPECIFIED IN THE NOTE TRUST DEED (i) TO A TRANSFEREE THAT IS A PERSON WHOM THE SELLER REASONABLY BELIEVES IS A "QUALIFIED INSTITUTIONAL BUYER" AS DEFINED IN RULE 144A UNDER THE SECURITIES ACT (A "**QIB**") PURCHASING FOR ITS OWN ACCOUNT OR FOR THE ACCOUNT OF ANOTHER QIB IN COMPLIANCE WITH RULE 144A UNDER THE SECURITIES ACT OR (ii) TO A TRANSFEREE THAT IS NOT A U.S. PERSON (AS DEFINED IN REGULATION S OF THE SECURITIES ACT) AND THAT IS ACQUIRING THIS NOTE IN AN OFFSHORE TRANSACTION IN COMPLIANCE WITH RULE 903 OR RULE 904 OF REGULATION S UNDER THE SECURITIES ACT AND, IN THE CASE OF CLAUSES (i) AND (ii), IN A PRINCIPAL AMOUNT WITH RESPECT TO EACH CLASS OF NOTES OF NOT LESS THAN €100,000 (OR THE EQUIVALENT THEREOF IN THE SPECIFIED CURRENCY) FOR THE PURCHASER AND FOR EACH ACCOUNT FOR WHICH IT IS ACTING. EACH PURCHASER OR TRANSFEREE OF THIS NOTE WILL BE DEEMED TO HAVE MADE THE REPRESENTATIONS AND AGREEMENTS SET FORTH IN THE NOTE TRUST DEED.

The following three paragraphs are to be included in the legend for Regulation S Global Note Certificates only:

EACH ORIGINAL PURCHASER AND EACH TRANSFEREE OF THIS NOTE OR OF AN INTEREST HEREIN IS DEEMED TO REPRESENT, WARRANT AND AGREE THAT EITHER (I) THE HOLDER IS NOT, AND FOR SO LONG AS IT HOLDS THIS NOTE WILL NOT BE, (A) AN "EMPLOYEE BENEFIT PLAN" SUBJECT TO TITLE I OF THE EMPLOYEE RETIREMENT INCOME SECURITY ACT OF 1974, AS AMENDED ("**ERISA**"), (B) A "PLAN" WITHIN THE MEANING OF AND SUBJECT TO SECTION 4975 OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED (THE "**CODE**"), (C) ANY PERSON OR ENTITY WHOSE UNDERLYING ASSETS INCLUDE, OR ARE DEEMED FOR THE PURPOSES OF ERISA OR THE CODE TO INCLUDE, THE ASSETS OF ANY SUCH "EMPLOYEE BENEFIT PLAN" OR "PLAN" BY REASON OF 29 C.F.R. 2510.3-101 (AS MODIFIED BY SECTION 3(42) OF ERISA) OR OTHERWISE, OR (D) ANY OTHER EMPLOYEE BENEFIT PLAN SUBJECT TO ANY U.S. FEDERAL, STATE, LOCAL OR NON-U.S. LAW THAT IS SUBSTANTIALLY SIMILAR TO SECTION 406 OF ERISA OR SECTION 4975 OF THE CODE ("**SIMILAR LAW**"), AND IS NOT PURCHASING THIS NOTE ON BEHALF OF ANY SUCH PERSON, OR (II) THE PURCHASE, HOLDING AND SUBSEQUENT DISPOSITION OF THIS NOTE WILL NOT CONSTITUTE OR RESULT IN A NON-EXEMPT PROHIBITED TRANSACTION UNDER SECTION 406 OF ERISA OR SECTION 4975 OF THE CODE (OR, IN THE CASE OF ANY SUCH OTHER EMPLOYEE BENEFIT PLAN, ARE NOT IN VIOLATION OF ANY SUCH SUBSTANTIALLY SIMILAR LAW).

EACH TRANSFEROR OF THIS NOTE AGREES TO PROVIDE NOTICE OF THE TRANSFER RESTRICTIONS SET FORTH HEREIN AND IN THE NOTE TRUST DEED TO THE TRANSFEREE. IN ADDITION TO THE FOREGOING, THE ISSUER MAINTAINS THE RIGHT TO RESELL ANY INTEREST IN THIS NOTE PREVIOUSLY TRANSFERRED TO HOLDERS NOT ELIGIBLE TO PURCHASE SUCH INTERESTS IN ACCORDANCE WITH AND SUBJECT TO THE TERMS OF THE NOTE TRUST DEED.

HOWEVER, WITHOUT PREJUDICE TO THE RIGHTS OF THE ISSUER AGAINST ANY BENEFICIAL OWNER OR PURPORTED BENEFICIAL OWNER OF NOTES, NOTHING IN THE NOTE TRUST DEED OR THE NOTES SHALL BE INTERPRETED TO CONFER ON THE ISSUER, THE NOTE TRUSTEE OR ANY PAYING AGENT ANY RIGHT AGAINST EUROCLEAR BANK SA/NV ("**EUROCLEAR**") AND/OR CLEARSTREAM BANKING, SOCIÉTÉ ANONYME ("**CLEARSTREAM**"), TO REQUIRE THAT EUROCLEAR AND/OR CLEARSTREAM, AS THE CASE MAY BE, REVERSE OR RESCIND ANY TRADE COMPLETED IN ACCORDANCE WITH THE RULES OF EUROCLEAR AND/OR CLEARSTREAM, AS THE CASE MAY BE.

The following three paragraphs are to be included in the legend for Rule 144A Global Note Certificates only:

EACH ORIGINAL PURCHASER AND EACH TRANSFEREE OF THIS NOTE OR OF AN INTEREST HEREIN IS DEEMED TO REPRESENT, WARRANT AND AGREE THAT EITHER (I) THE HOLDER IS NOT, AND FOR SO LONG AS IT HOLDS THIS NOTE WILL NOT BE, (A) AN "EMPLOYEE BENEFIT PLAN" SUBJECT TO TITLE I OF THE EMPLOYEE RETIREMENT INCOME SECURITY ACT OF 1974, AS AMENDED ("**ERISA**"), (B) A "PLAN" WITHIN THE MEANING OF AND SUBJECT TO SECTION 4975 OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED (THE "**CODE**"), (C) ANY PERSON OR ENTITY WHOSE UNDERLYING ASSETS INCLUDE, OR ARE DEEMED FOR PURPOSES OF ERISA OR THE CODE TO INCLUDE, THE ASSETS OF ANY SUCH "EMPLOYEE BENEFIT PLAN" OR "PLAN" BY REASON OF 29 C.F.R. 2510.3-101 (AS MODIFIED BY SECTION 3(42) OF ERISA) OR OTHERWISE, OR (D) ANY OTHER EMPLOYEE BENEFIT PLAN SUBJECT TO ANY U.S. FEDERAL, STATE, LOCAL OR NON-U.S. LAW THAT IS SUBSTANTIALLY SIMILAR TO SECTION 406 OF ERISA OR SECTION 4975 OF THE CODE ("**SIMILAR LAW**"), AND IS NOT PURCHASING THIS NOTE ON BEHALF OF ANY SUCH PERSON, OR (II) THE PURCHASE, HOLDING AND SUBSEQUENT DISPOSITION OF THIS NOTE WILL NOT CONSTITUTE OR RESULT IN A NON-EXEMPT PROHIBITED TRANSACTION UNDER SECTION 406 OF ERISA OR SECTION 4975 OF THE CODE (OR, IN THE CASE OF ANY SUCH OTHER EMPLOYEE BENEFIT PLAN, ARE NOT IN VIOLATION OF ANY SUCH SUBSTANTIALLY SIMILAR LAW).

EACH TRANSFEROR OF THIS NOTE AGREES TO PROVIDE NOTICE OF THE TRANSFER RESTRICTIONS SET FORTH HEREIN AND IN THE NOTE TRUST DEED TO THE TRANSFEREE. IN ADDITION TO THE FOREGOING, THE ISSUER MAINTAINS THE RIGHT TO RESELL ANY INTEREST IN THIS NOTE PREVIOUSLY TRANSFERRED TO HOLDERS NOT ELIGIBLE TO PURCHASE SUCH INTERESTS IN ACCORDANCE WITH AND SUBJECT TO THE TERMS OF THE NOTE TRUST DEED.

HOWEVER, WITHOUT PREJUDICE TO THE RIGHTS OF THE ISSUER AGAINST ANY BENEFICIAL OWNER OR PURPORTED BENEFICIAL OWNER OF NOTES, NOTHING IN THE NOTE TRUST DEED OR THE NOTES SHALL BE INTERPRETED TO CONFER ON THE ISSUER, THE NOTE TRUSTEE OR ANY PAYING AGENT ANY RIGHT AGAINST THE DEPOSITORY TRUST COMPANY ("**DTC**") TO REQUIRE THAT DTC REVERSE OR RESCIND ANY TRADE COMPLETED IN ACCORDANCE WITH THE RULES OF DTC.

The following two paragraphs are to be included in the legend for Regulation S Global Note Certificates only:

ANY TRANSFERS, PLEDGE OR OTHER USE OF THIS NOTE FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL SINCE THE REGISTERED OWNER HEREOF, DEUTSCHE BANK AG, LONDON BRANCH, HAS AN INTEREST HEREIN, UNLESS THIS NOTE IS PRESENTED BY AN AUTHORISED REPRESENTATIVE OF EUROCLEAR AND CLEARSTREAM TO THE ISSUER OR ITS AGENT FOR REGISTRATION OF TRANSFER, EXCHANGE OR PAYMENT AND ANY NOTE ISSUED IS REGISTERED IN THE NAME OF DEUTSCHE BANK AG, LONDON BRANCH OR OF SUCH OTHER ENTITY AS IS REQUESTED BY AN AUTHORISED REPRESENTATIVE OF EUROCLEAR AND CLEARSTREAM (AND ANY PAYMENT HEREON IS MADE TO DEUTSCHE BANK AG, LONDON BRANCH).

TRANSFERS OF THIS NOTE SHALL BE LIMITED TO TRANSFERS IN WHOLE, AND NOT IN PART, TO NOMINEES OF EUROCLEAR AND CLEARSTREAM OR TO SUCCESSORS THEREOF OR SUCH SUCCESSORS' NOMINEE AND TRANSFERS OF INTERESTS IN THIS NOTE SHALL BE LIMITED TO TRANSFERS MADE IN ACCORDANCE WITH THE RESTRICTIONS SET FORTH IN THE NOTE TRUST DEED.

The following two paragraphs are to be included in the legend for Rule 144A Global Note Certificates only:

ANY TRANSFERS, PLEDGE OR OTHER USE OF THIS NOTE FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL SINCE THE REGISTERED OWNER HEREOF, CEDE & CO. ("**CEDE**"), HAS AN INTEREST HEREIN, UNLESS THIS NOTE IS PRESENTED BY AN

AUTHORISED REPRESENTATIVE OF DTC TO THE ISSUER OR ITS AGENT FOR REGISTRATION OF TRANSFER, EXCHANGE OR PAYMENT AND ANY NOTE ISSUED IS REGISTERED IN THE NAME OF CEDE OR OF SUCH OTHER ENTITY AS IS REQUESTED BY AN AUTHORISED REPRESENTATIVE OF DTC (AND ANY PAYMENT HEREON IS MADE TO CEDE).

TRANSFERS OF THIS NOTE SHALL BE LIMITED TO TRANSFERS IN WHOLE, AND NOT IN PART, TO NOMINEES OF DTC OR TO A SUCCESSOR THEREOF OR SUCH SUCCESSOR'S NOMINEE AND TRANSFERS OF INTERESTS IN THIS NOTE SHALL BE LIMITED TO TRANSFERS MADE IN ACCORDANCE WITH THE RESTRICTIONS SET FORTH IN THE NOTE TRUST DEED.

PRINCIPAL OF THIS NOTE IS PAYABLE AS SET FORTH IN THE NOTE TRUST DEED. ACCORDINGLY, THE OUTSTANDING PRINCIPAL OF THIS NOTE AT ANY TIME MAY BE LESS THAN THE AMOUNT SHOWN ON THE FACE HEREOF. ANY PERSON ACQUIRING THIS NOTE MAY ASCERTAIN ITS CURRENT PRINCIPAL AMOUNT BY INQUIRY OF DEUTSCHE BANK AG, LONDON BRANCH AS THE PRINCIPAL PAYING AGENT.

THE HOLDER OF THIS NOTE ACKNOWLEDGES THAT NOTWITHSTANDING ANY OTHER PROVISION OF THE NOTE TRUST DEED OR ANY OTHER TRANSACTION DOCUMENT, ALL PAYMENTS OF PRINCIPAL, INTEREST OR ANY OTHER AMOUNT TO BE MADE BY THE ISSUER IN RESPECT OF THE NOTES OR UNDER ANY TRANSACTION DOCUMENT WILL BE PAYABLE PURSUANT TO THE PRIORITY OF PAYMENTS AND ONLY FROM, AND TO THE EXTENT OF, THE SUMS PAID TO, OR NET PROCEEDS RECOVERED BY OR ON BEHALF OF, THE ISSUER IN RESPECT OF THE SECURITY (AS DEFINED IN THE SECURITY TRUST DEED AND CASH MANAGEMENT AGREEMENT, DATED 16 OCTOBER 2008 (AS AMENDED AND RESTATED FROM TIME TO TIME), AMONG PENARTH FUNDING 1 LIMITED, PENARTH RECEIVABLES TRUSTEE LIMITED, DEUTSCHE BANK TRUST COMPANY AMERICAS, STRUCTURED FINANCE MANAGEMENT OFFSHORE LIMITED AND BANK OF SCOTLAND PLC (THE "STDCMA")). IF THE PROCEEDS OF THE SECURITY (AS DEFINED IN THE STDCMA) ARE NOT SUFFICIENT FOR THE ISSUER TO MEET ITS OBLIGATIONS IN RESPECT OF THE NOTES AND OTHER TRANSACTION DOCUMENTS, NO OTHER ASSETS OF THE ISSUER WILL BE AVAILABLE TO MEET SUCH INSUFFICIENCY.

*Initial Investors and transferees of Interests in Rule 144A Global Note Certificates*

Each initial investor in, and subsequent transferee of, an interest in a Rule 144A Global Note Certificate will be deemed to have represented and agreed as follows:

- (i) It (a) is a "**Qualified Institutional Buyer**" ("**QIB**") within the meaning of Rule 144A and is acquiring the notes in reliance on the exemption from Securities Act registration provided by Rule 144A thereunder and (b) understands the notes will bear the legend set forth above and be represented by one or more Rule 144A Global Notes Certificates. In addition, it will be deemed to have represented and agreed that it will hold and transfer in an amount of not less than, with respect to each class of notes, €100,000 (or the equivalent thereof in the specified currency) for it or for each account for which it is acting.
- (ii) It understands that the notes have been offered only in a transaction not involving any public offering in the United States within the meaning of the Securities Act, the notes have not been and will not be registered under the Securities Act and, if in the future it decides to offer, resell, pledge or otherwise transfer the notes, such notes may be offered, resold, pledged or otherwise transferred only in accordance with the provisions of the Note Trust Deed and the legend on such notes. It acknowledges that no representation is made as to the availability of any exemption under the Securities Act or any state securities laws for resale of the notes.
- (iii) In connection with the purchase of the notes: (a) the Issuer is not acting as a fiduciary or financial or investment advisor for it; (b) it is not relying (for purposes of making any investment decision or otherwise) upon any advice, counsel or representations (whether written or oral) of the Issuer or the Dealer (in its capacity as such) or any of their agents, other than any statements in a current prospectus for such notes and any representations expressly set forth in a written agreement with such party; (c) it has consulted with its own legal, regulatory, tax, business, investment, financial

and accounting advisors to the extent it has deemed necessary and has made its own investment decisions based upon its own judgment and upon any advice from such advisors as it has deemed necessary and not upon any view expressed by the Issuer or the Dealer; (d) its purchase of the notes will comply with all applicable laws in any jurisdiction in which it resides or is located; (e) it is acquiring the notes as principal solely for its own account for investment and not with a view to the resale, distribution or other disposition thereof in violation of the Securities Act; and (f) it is a sophisticated investor and is purchasing the notes with a full understanding of all of the terms, conditions and risks thereof and is capable of assuming and willing to assume those risks.

- (iv) Either: (i) it is not, and for so long as it holds a debt note will not be, (A) an "employee benefit plan" subject to Title I of the U.S. Employee Retirement Income Security Act of 1974, as amended ("ERISA"), (B) a "plan" subject to Section 4975 of the U.S. Internal Revenue Code of 1986, as amended (the "Code"), (C) any person or entity whose underlying assets include, or are deemed for purposes of ERISA or the Code to include, the assets of any such "employee benefit plan" or "plan" by reason of 29 C.F.R. 2510.3-101 (as modified by Section 3(42) of ERISA), or otherwise or (D) any other employee benefit plan subject to any U.S. federal, state, local or non-U.S. law that is substantially similar to Section 406 of ERISA or Section 4975 of the Code ("**Similar Law**"), and is not purchasing such debt note on behalf of any such person, or (ii) the purchase, holding and subsequent disposition of such debt note will not constitute or result in a non-exempt prohibited transaction under Section 406 of ERISA or Section 4975 of the Code (or, in the case of any such other employee benefit plan, is not in violation of any such substantially Similar Law).
- (v) It understands that an investment in the notes involves certain risks, including the risk of loss of all or a substantial part of its investment under certain circumstances. It has had access to such financial and other information concerning the Issuer and the notes, as it deemed necessary or appropriate in order to make an informed investment decision with respect to its acquisition of the notes, including an opportunity to ask questions of and request information from the Issuer. It understands that the notes will be highly illiquid and are not suitable for short term trading. It understands that it is possible that due to the structure of the transaction and the performance of the Securitized Portfolio, payments on the notes may be deferred, reduced or eliminated entirely. The Issuer has assets limited to the Security (as defined in the STDCMA) for payment of the notes.
- (vi) It understands that the Note Trust Deed permits the Issuer to demand that any beneficial owner of Rule 144A Global Notes who is determined not to be a QIB at the time of acquisition of such Rule 144A Global Notes Certificates to sell all its right, title and interest in such notes (a) to a person who is a QIB in a transaction meeting the requirements of Rule 144A or (b) to a person who will take delivery of its interest in Rule 144A Global Note Certificates in the form of an interest in a Regulation S Global Note Certificate and who is not a U.S. Person in a transaction meeting the requirements of Regulation S in a transaction exempt from registration under the Securities Act or any state or other relevant securities laws and, if it does not comply with such demand within thirty (30) days thereof, the Issuer may sell its interest in the Note.
- (vii) It acknowledges that it is its intent and that it understands it is the Issuer's intent, that for purposes of U.S. federal, state and local income taxes, the Issuer will be treated as a corporation and the notes will be treated as indebtedness of the Issuer; it agrees to such treatment, to report all income (or loss) in accordance with such treatment and to take no action inconsistent with such treatment, except as otherwise required by any taxing authority under applicable law.
- (viii) It is aware that, except as otherwise provided in the Note Trust Deed, the notes being sold to it will be represented by one or more Global Note Certificates, and that beneficial interests therein may be held only through Euroclear and Clearstream or DTC or one of their nominees, as applicable.
- (ix) It understands that the Issuer, the Note Trustee, the Dealer and their counsel will rely on the accuracy and truth of the foregoing representation, and it hereby consents to such reliance.

***Initial Investors and transferees of Interests in Regulation S Global Note Certificates***

Each initial investor in, and subsequent transferee of, an interest in a Regulation S Global Note Certificate will be deemed to have made the representations set forth in clauses (ii), (iii), (iv), (vii), (viii) and (ix) above and will be deemed to have further represented and agreed as follows:

- (i) It is aware that the sale of notes to it is being made in reliance on the exemption from registration provided by Regulation S and understands that the notes offered in reliance on Regulation S will bear the legend set forth above and be represented by or one or more Regulation S Global Note Certificate. The notes so represented may not at any time be held by or on behalf of U.S. Persons as defined in Regulation S. It and each beneficial owner of the notes that it holds is not, and will not be, a U.S. Person (as defined in Regulation S) and its purchase of the notes will comply with all applicable laws in any jurisdiction in which it resides or is located.
- (ii) If it is not a "United States person" as defined in Section 7701(a)(30) of the Code, it is not acquiring any Note as part of a plan to reduce, avoid or evade U.S. federal income taxes owed, owing or potentially owed or owing.
- (iii) It understands that the Note Trust Deed permits the Issuer to demand that any beneficial owner of Regulation S Global Notes who is determined to be a U.S. Person to sell all its right, title and interest in such Regulation S Global Note Certificate (a) to a person who is not a U.S. Person in a transaction meeting the requirements of Regulation S or (b) to a person who will take delivery of the Holder's Regulation S Global Notes in the form of an interest in a Rule 144A Global Note Certificate, who is a QIB in a transaction meeting the requirements of Rule 144A or another exemption from registration under the Securities Act and, if it does not comply with such demand within thirty (30) days thereof, the Issuer may sell its interest in the Note.

**Settlement**

All payments in respect of the Sterling notes shall be made in Sterling in same-day funds. All payments in respect of the Dollar notes shall be made in U.S. Dollars in same-day funds.

## DISTRIBUTION

	<u>Class A1 144A Note</u>	<u>Class A1 Reg S Note</u>
ISIN:	US70659PAE16	XS0991658120
Common Code:	N/A	099165812
CUSIP:	70659PAE1	N/A



## **LISTING APPLICATION**

This document comprises the Drawdown Prospectus required to list the issue of notes described herein pursuant to the Programme of the Issuer.

## RESPONSIBILITY

The Issuer accepts responsibility for the information contained in this Drawdown Prospectus. The Issuer declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Drawdown Prospectus is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.


The Issuer confirms that the information relating to Bank of Scotland plc has been accurately reproduced from information provided by Bank of Scotland plc. So far as the Issuer is aware and/or is able to ascertain from information provided by Bank of Scotland plc, no facts have been omitted which would render the reproduced information materially misleading.

The Issuer confirms that the information relating to Lloyds Bank plc has been accurately reproduced from information provided by Lloyds Bank plc. So far as the Issuer is aware and/or is able to ascertain from information provided by Lloyds Bank plc, no facts have been omitted which would render the reproduced information materially misleading.

The Issuer confirms that the information relating to, respectively, Penarth Funding 1 Limited and Penarth Receivables Trustee Limited has been accurately reproduced from information provided by Penarth Funding 1 Limited and Penarth Receivables Trustee Limited, respectively. So far as the Issuer is aware and/or is able to ascertain from information provided by each of Penarth Funding 1 Limited and Penarth Receivables Trustee Limited, no facts have been omitted which would render the reproduced information materially misleading.

Where information has been sourced from any other third party, the Issuer confirms that this information has been accurately reproduced and that as far as the Issuer is aware and is able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of the Issuer:

By:  ..... *duly authorised*  
**PENARTH MASTER ISSUER PLC**  
per pro SFM Directors Limited  
as Director

## GENERAL INFORMATION

The admission of the Programme to listing on the Official List of the UK Listing Authority and to trading on the Regulated Market of the London Stock Exchange took effect on 18 November 2013. The listing of the notes on the Regulated Market of the London Stock Exchange will be expressed as a percentage of their principal amount (exclusive of accrued interest). This Note Series is intended to be admitted to listing on the Official List of the UK Listing Authority and admitted to trading on the Regulated Market of the London Stock Exchange and will be so admitted to listing and trading upon submission to the UK Listing Authority and the Regulated Market of the London Stock Exchange of this Drawdown Prospectus and any other information required by the UK Listing Authority and the Regulated Market of the London Stock Exchange, subject in each case to the issue of the relevant notes. Prior to official listing, dealings will be permitted by the Regulated Market of the London Stock Exchange in accordance with its rules. Transactions will normally be effected for delivery on the third working day in London after the day of the transaction.

However, notes may be issued pursuant to the Programme which will not be admitted to listing, trading and/or quotation by the UK Listing Authority or the Regulated Market of the London Stock Exchange or any other listing authority, stock exchange and/or quotation system or which will be admitted to listing, trading and/or quotation by such listing authority, stock exchange and/or quotation system as the Issuer and the relevant Dealer(s) may agree.

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## ISSUER

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35 Great St. Helen's  
London EC3A 6AP  
United Kingdom  
(Tel: +44 (0)207 398 6300)

## TRANSFEROR, TRANSFEROR BENEFICIARY, SERVICER AND CASH MANAGER

**Bank of Scotland plc**  
The Mound  
Edinburgh  
EH1 1YZ  
United Kingdom

## LOAN NOTE ISSUER NO.1

**Penarth Funding 1 Limited**  
47 Esplanade  
St. Helier  
Jersey JE1 0BD

## RECEIVABLES TRUSTEE

**Penarth Receivables Trustee Limited**  
47 Esplanade  
St. Helier  
Jersey JE1 0BD

## PRINCIPAL PAYING AGENT, CALCULATION AGENT AND AGENT BANK

**Deutsche Bank AG, London  
Branch**  
Winchester House  
1 Great Winchester Street  
London EC2N 2DB  
United Kingdom

## SWAP COUNTERPARTY

**Natixis**  
Cannon Bridge House  
25 Dowgate Hill  
London EC4R 2YA  
United Kingdom

## NOTE TRUSTEE, SECURITY TRUSTEE, U.S. PAYING AGENT AND REGISTRAR

**Deutsche Bank Trust  
Company Americas**  
60 Wall Street 16th Floor,  
MailStop NYC60-1625  
New York, New York 10005  
United States of America

## LEGAL ADVISERS

*To Loan Note Issuer No. 1 and  
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**Carey Olsen**  
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Jersey JE1 0BD

*To the Issuer, Loan Note Issuer  
No. 1, the Receivables Trustee  
and Bank of Scotland plc as to  
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United Kingdom

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and Bank of Scotland plc as to  
U.S. law*

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New York 10019  
United States of America

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and Bank of Scotland plc as to  
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Edinburgh Quay  
133 Fountainbridge  
Edinburgh EH3 9AG  
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*To the Joint Lead Managers, Co-  
Managers and Dealers as to  
English and U.S. law*

**Weil, Gotshal & Manges**  
110 Fetter Lane  
London EC4A 1AY  
United Kingdom

*To the Security Trustee and the  
Note Trustee as to English law*

**Hogan Lovells International  
LLP**  
Atlantic House  
50 Holborn Viaduct  
London EC1A 2FG  
United Kingdom

*To the Lead Managers in their  
capacity as such and as Dealers  
as to Jersey law*

**Mourant Ozannes**  
22 Grenville Street  
St. Helier  
Jersey JE4 8PX

*To the Lead Managers in their  
capacity as such and as Dealers  
as to Scots law*

**Maclay Murray & Spens LLP**  
1 George Square  
Glasgow G2 1AL  
United Kingdom