

Pricing Supplement



LLOYDS BANK Plc
£3,000,000,000
Euro Medium Term Note Programme

SERIES NO: 35
TRANCHE NO: 1
£200,000,000 8 per cent. Undated Subordinated Step-up Notes

Issue Price: 99.453 per cent.

PROCESSED BY

SEP 29 1997

DISCLOSURE, INC.

Barclays De Zoete Wedd Limited

SBC Warburg Dillon Read

UBS Limited

The date of this Pricing Supplement is 29 September 1997.

This Pricing Supplement, under which the Notes described herein (the "Notes") are issued, is supplemental to, and should be read in conjunction with, the Offering Circular (the "Offering Circular") dated 23 September 1997 issued in relation to the £3,000,000,000 Euro Medium Term Note Programme of the Bank. Terms defined in the Offering Circular have the same meaning in this Pricing Supplement. The Notes will be issued on the terms of this Pricing Supplement read together with the Offering Circular. The Bank accepts responsibility for the information contained in this Pricing Supplement. To the best of the knowledge and belief of the Bank (which has taken all reasonable care to ensure that such is the case), the information contained in this document, when read together with the Offering Circular, is in accordance with the facts and does not omit anything likely to affect the import of such information.

This Pricing Supplement does not constitute, and may not be used for the purposes of, an offer of, or an invitation by or on behalf of anyone to subscribe or purchase any of the Notes.

Except as disclosed in the Offering Circular in relation to the transfers of the shareholdings in Lloyds Abbey Life plc and its subsidiaries, there has been no significant change in the financial or trading position of the Bank or of the Group and no material adverse change in the financial position or prospects of the Bank or of the Group since 31 December 1996.

Signed:

Duly authorised signatory of the Bank

In connection with this issue, Swiss Bank Corporation, acting through its division SBC Warburg Dillon Read, may over-allot or effect transactions which stabilise or maintain the market price of the Notes at a level which might not otherwise prevail. Such stabilising, if commenced, may be discontinued at any time.

The terms of the Notes and additional provisions relating to their issue are as follows:

Provisions appearing on the face of the Notes

1 Series No:	35
2 Tranche No:	1
3 ISIN:	XS0079927850
4 Currency:	Sterling
5 Principal Amount of Tranche:	£200,000,000
6 Issue Date:	29 September 1997

Provisions appearing on the back of the Notes

7 Form:	Bearer
8 Denominations:	£1,000, £10,000 and £100,000
9 Status:	Undated Subordinated
10 Interest Commencement Date:	29 September 1997
11 Interest Rate (including after Maturity Date):	During the period from, and including, 29 September 1997 to, but excluding, 29 September 2023, interest will be payable at the rate of 8.0 per cent. per annum, payable annually in arrear. Thereafter the interest rate in respect of each Interest Calculation Period (as defined below) will be the percentage rate per annum which is the sum of the Five Year Benchmark Gilt Rate (as defined below) plus 1.90 per cent, payable annually in arrear.

Subject to the provisions of Condition 4(b), it is expected that the first Interest Payment Date will be 29 September 1998.

The "Five Year Benchmark Gilt" means, in respect of an Interest Calculation Period, such United Kingdom government security having a maturity date on or about the last day of such Interest Calculation Period as the Calculation Agent, with the advice of the Reference Market Makers (as defined below), may determine to be appropriate.

The **"Five Year Benchmark Gilt Rate"** means, in respect of an Interest Calculation Period, the gross redemption yield, (as calculated by the Calculation Agent on the basis set out by the Joint Index and Classification Committee of the Institute and Faculty of Actuaries as reported in the journal of the Institute of Actuaries vol. 105, part 1, 1978, page 18 on a semi-annual compounding basis (and rounded up (if necessary) to 4 decimal places) of the Five Year Benchmark Gilt in respect of that Interest Calculation Period (converted to an annualised payment and expressed as a percentage rounded up (if necessary) to 4 decimal places) of the bid and offered prices of such Five Year Benchmark Gilt quoted by the Reference Market Makers at 3.00pm (London time) on the Interest Determination Date falling nearest to the first day of such Interest Calculation Period on a dealing basis for settlement on the next following dealing day in London.

"Reference Market Makers" means three brokers of gilts and/or gilt edged market makers selected by the Calculation Agent and approved for this purpose by the Trustee or such other three persons operating in the gilt edged market as are selected by the Calculation Agent and approved for this purpose by the Trustee.

"Interest Calculation Period" means each period commencing on (and including) 29 September 2023 (in respect of the first Interest Calculation Period) and thereafter the next following Interest Calculation Period Date and ending on (but excluding) the succeeding Interest Calculation Period Date.

"Interest Calculation Period Date" means 29 September 2023 and every fifth anniversary thereof thereafter.

12 Interest Payment Date:

29 September

13 Relevant Time:

N/A

14 Interest Determination Date:	The fifth London Business Day (being a day other than a Saturday or Sunday on which banks are open for business in London), prior to 29 September 2023 and every fifth anniversary thereafter, provided that if it is not possible for any reason to determine the Five Year Benchmark Gilt Rate on any such day, the Interest Determination Date shall be postponed to the first London Business Day thereafter on which the Calculation Agent determines that it is possible to determine such rate.
15 Primary Source for Floating Rate:	N/A
16 Reference Banks:	N/A
17 Relevant Financial Centre:	N/A
18 Benchmark:	N/A
19 Representative Amount:	N/A
20 Relevant Currency:	Sterling
21 Effective Date:	N/A
22 Specified Duration:	N/A
23 Margin:	N/A
24 Rate Multiplier:	N/A
25 Maximum/Minimum Interest Rate:	N/A
26 Maximum/Minimum Instalment Amount:	N/A
27 Maximum/Minimum Redemption Amount:	N/A
28 Interest Amount:	£80.00 per £1,000 per annum until 29 September 2023 and thereafter as calculated in accordance with the provisions under "Interest Rate" above.
29 Day Count Fraction:	30/360
30 Interest Period Date(s):	N/A
31 Redemption Amount (including early redemption):	Principal Amount
32 Maturity Date:	Undated
33 Redemption for Taxation Reasons permitted on days other than Interest Payment Dates:	Yes, in accordance with Condition 5(c) (i) (y)
34 Amortisation Yield:	N/A
35 Terms of redemption at the option of the Bank or description of any other Bank's option:	The Bank may, on giving irrevocable notice to the holders, redeem all, but not some only, of the securities on 29 September 2023 and on 29 September every five years thereafter. Any such redemption of securities shall be at par together with all Arrears of Interest (if any) as more fully set out in Condition 4(b).

36	Bank's Option Period:	N/A
37	Terms of redemption at the option of the Noteholders or description of any other Noteholders' option:	N/A
38	Noteholders' Option Period:	N/A
39	Instalment Date(s):	N/A
40	Instalment Amount(s):	N/A
41	Unmatured Coupons to become void upon early redemption:	No
42	Talons to be attached to Notes and, if applicable, the number of Interest Payment Dates between the maturity of each Talon:	Yes
43	Business Day Jurisdictions for Condition 6(h) (jurisdictions required to be open for payment):	London
44	Additional steps that may only be taken following approval by an Extraordinary Resolution in accordance with Condition 11(a):	N/A
45	Details of any other additions or variations to the Conditions:	N/A
46	The Agents appointed in respect of the Notes are:	<p>Issuing and Paying Agent: Morgan Guaranty Trust Company of New York, 60 Victoria Embankment London EC4Y 0JP</p> <p>Paying Agents: Morgan Guaranty Trust Company of New York, Avenue des Arts 35, B-1040 Brussels</p> <p>Banque Paribas Luxembourg, 10A Boulevard Royal, L-2093 Luxembourg</p>

Provisions applicable to Global Notes

47	Notes to be represented on issue by:	Temporary Global Note exchangeable for a permanent Global Note
48	Applicable TEFRA exemption:	D Rules
49	Temporary Global Note exchangeable for Definitive Notes:	N/A
50	Permanent Global Note exchangeable for Definitive Notes at the request of the holder:	N/A

Provisions relating only to the sale and listing of the Notes

- | | | |
|-----------|--|--|
| 51 | Details of any additions or variations to the selling restrictions: | N/A |
| 52 | Listing: | London |
| 53 | Dealers' Commissions: | 0.225 per cent. for management and underwriting commission and 0.40 per cent. for selling commission |
| 54 | Method of Issue of Notes: | Syndicated Issue |
| 55 | The following Dealers are subscribing the Notes: | Barclays de Zoete Wedd Limited
Swiss Bank Corporation
UBS Limited |
| 56 | Common Code: | 7992785 |
| 57 | The aggregate principal amount of Notes issued has been translated into pounds sterling at the rate of [currency] = £1, producing a sum of (for Notes not denominated in pounds sterling): | N/A |