Lloyds Banking Group plc
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(to prospectus dated December 22, 2010) Registration Nos. 333-167844
333-167844-01

Lloyds TSB Bank plc
fully and unconditionally guaranteed by
Lloyds Banking Group plc

Retail Notes, Series B

We, Lloyds TSB Bank plc, may offer to sell from time to time our senior unsecured Retail Notes, Series B, which may be issued in one or more tranches from time to time and which we hereinafter refer to as the "notes." The notes will be fully and unconditionally guaranteed by Lloyds Banking Group plc. The general terms of the notes are described in the section entitled "Description of the Notes and the Guarantees" in this prospectus supplement. The specific terms of any notes that we offer will be determined before each sale and may be described in a separate pricing supplement (a "supplement"). Final terms of the notes will be determined at the time of sale and will be contained in the applicable supplement. The terms in a supplement may add to, vary from and supersede the terms contained in this prospectus supplement. General terms of the notes will include:

- Interest: the notes will bear interest at one or more fixed rates of interest, unless the applicable supplement provides otherwise;
- Interest Payment Frequency: interest on the notes is payable either monthly, quarterly, semiannually or annually on each interest payment date and on the maturity date, as specified in the applicable supplement. Interest will also be paid on the date of redemption or repayment, if a note is redeemed or repurchased prior to maturity;
- Maturity: the notes will mature more than one year from the date of issue;
- Redemption Option: the notes may be subject to redemption at our option;
- Survivor's Option: the notes may contain a provision that requires us, upon request, to redeem the notes prior to maturity following the death of the beneficial owner of the notes. The exercise of a Survivor's Option will only be permitted if so specified in the applicable supplement and is subject to the limitations described under "Description of the Survivor's Option" in this prospectus supplement and/or any applicable supplement;
- Denominations: the notes will be issued and sold in denominations of $1,000 and multiples of $1,000, unless the applicable supplement provides otherwise;
- Listing: the notes will not be listed or displayed on any U.S. securities exchange or quotation system, unless the applicable supplement provides otherwise;
- Form: the notes will be held in global form by The Depository Trust Company ("DTC"), unless the applicable supplement provides otherwise;
- Payment Currency: U.S. dollars, unless the applicable supplement provides otherwise.

A supplement may specify that we will issue other types of notes, including, without limitation, floating-rate notes, indexed notes, notes denominated in, or that pay principal or interest in, a currency other than U.S. dollars, amortizing notes, original issue discount notes or exchangeable notes, each as will be further described (as applicable) in any such supplement. These other types of notes are subject to significant risks not associated with a conventional fixed-rate debt security. You should carefully review the additional provisions and risk factors relating to such notes, which will be set forth in the applicable supplement.

Barclays Capital Inc. will act as the selling agent (the "selling agent") for the notes. We may sell notes to the selling agent as principal for resale at fixed offering prices or through the selling agent as agent using its reasonable best efforts on our behalf. The applicable supplement will disclose the selling agent's commission or discount, if any.

Investing in the notes involves significant risks. See "Risk Factors" beginning on page S-3 of this prospectus supplement and as incorporated by reference herein.

Our notes are unsecured and are not bank deposits. Our notes are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other governmental agency, and involve investment risks.

Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these notes or passed upon the adequacy or accuracy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

Barclays Capital

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You should rely only on the information incorporated by reference or provided in this prospectus supplement, the accompanying prospectus and any related supplement. We have not authorized anyone to provide you with different information. We are not offering the securities in any jurisdiction where the offer is not permitted. You should not assume that the information in this prospectus supplement, the accompanying prospectus or any applicable supplement is accurate as of any date other than the date indicated on the cover page of that document.

ABOUT THIS PROSPECTUS SUPPLEMENT

In this prospectus supplement, we use the following terms:

- “we,” “us,” “our,” “Lloyds Bank” and the “issuer” mean Lloyds TSB Bank plc;
- “LBG” and the “guarantor” mean Lloyds Banking Group plc;
- “SEC” refers to the Securities and Exchange Commission;
- “pounds,” “sterling,” “pence,” “£” and “p” refer to the currency of the United Kingdom;
- “dollars” and “$” refer to the currency of the United States; and
- “euro” and “€” refer to the currency of the member states of the European Union (“EU”) that have adopted the single currency in accordance with the treaty establishing the European Community, as amended.

We have registered the notes and related guarantees on a registration statement on Form F-3 with the SEC under registration no. 333-167844, as amended by post-effective amendment no. 1 (registration no. 333-167844-01). Our Central Index Key, or CIK, on the SEC website is 1167831. We refer to the notes, together with the related guarantees (unless the context requires otherwise), as our “Retail Notes” or our “notes”.

From time to time, we intend to use this prospectus supplement (this “prospectus supplement”), the accompanying prospectus (the “accompanying prospectus” or the “prospectus”), and a related supplement to offer the notes. We may also refer to any supplement as a “term sheet.” From time to time, we may also use one or more free writing prospectuses to offer notes. You should read each of these documents before investing in the notes. You should also read the information contained in the documents identified in “Where You Can Find More Information” in the accompanying prospectus.

This prospectus supplement describes additional terms of the notes, and supplements the description of our debt securities contained in the accompanying prospectus. If the information in this prospectus supplement is inconsistent with the accompanying prospectus, the information in this prospectus supplement will supersede the information in the accompanying prospectus.

The applicable supplement for each offering of notes will contain additional terms of the offering and the specific terms of the notes being offered. A supplement may also add, update, or change information in this prospectus supplement or the accompanying prospectus, including provisions describing the calculation of the amounts due under the notes and the method of making payments under the terms of a note. We will state in the applicable supplement the interest rate or interest rate basis or formula, issue price, any relevant market measures, the maturity date, interest payment dates, redemption, or repayment provisions, if any, and other relevant terms and conditions for each note at the time of issuance. A supplement may also include a discussion of any risk factors, or other special additional considerations that apply to a particular type of note. Each applicable supplement can be quite detailed and should always be read carefully.

The applicable supplement, together with the prospectus supplement and the accompanying prospectus, will contain the terms of the notes and will supersede all other oral statements as well as any other written materials including preliminary or indicative pricing terms, correspondence, trade ideas, structures for implementation, sample structures, fact sheets, brochures or other educational materials of ours prior to or contemporaneous with the offering of the notes. You should rely only on the information provided or incorporated by reference in the applicable supplement, this prospectus supplement and the accompanying prospectus. We have not authorized anyone to provide you with different information, and we take no responsibility for any other information that others may give you.

The applicable supplement, this prospectus supplement and the accompanying prospectus do not constitute an offer to sell or the solicitation of an offer to buy the notes in any jurisdiction in which that offer or solicitation is unlawful. The distribution of the applicable supplement, this prospectus supplement and the accompanying prospectus and the offering of the notes in some jurisdictions may be restricted by law. If you receive the applicable supplement, this prospectus supplement and the accompanying prospectus, you should find out about and observe these restrictions. Persons outside the United States who come into possession of the applicable supplement, this prospectus supplement and the accompanying prospectus must inform themselves about and observe any restrictions relating to the distribution of the applicable supplement, this prospectus supplement and the accompanying prospectus and the offering of the notes outside of the United States. The information set forth in the applicable supplement and this prospectus supplement is directed to prospective purchasers who are United States residents. We disclaim any responsibility to advise prospective purchasers who are residents of countries other than the United States of any matters arising under foreign law that may affect the purchase of or holding of, or receipt of payments on, the notes. These persons should consult their own legal and financial advisers concerning these matters.

Any term that is used, but not defined, in this prospectus supplement has the meaning set forth in the accompanying prospectus.

RISK FACTORS

Your investment in the notes involves significant risks. Your decision to purchase the notes should be made only after carefully considering the risks of an investment in the notes, including those discussed below and in the relevant supplement(s) for the specific notes, with your advisers in light of your particular circumstances. The notes are not an appropriate investment for you if you are not knowledgeable about significant elements of the notes or financial matters in general. You should not purchase the notes unless you understand and know you can bear the risks involved with such an investment. We therefore urge you to consult with your investment, legal, accounting, tax and other advisers before you invest in the notes.

Risks relating to Lloyds Bank and LBG

For a description of the risks associated with Lloyds Bank and LBG and information regarding risks and uncertainties that may materially affect our business and results, see the sections entitled "Operating and Financial Review and Prospects" and "Risk Factors" in LBG's annual report on Form 20-F for the year ended 2010, which is incorporated by reference in the accompanying prospectus. You should also review the risk factors that will be set forth in other documents filed after the date of this prospectus supplement.

Risks relating to the notes

You are subject to the credit risk of Lloyds Bank and LBG and their credit ratings and credit spreads may adversely affect the value of the notes.

If you invest in the notes, you will be dependent on Lloyds Bank's ability to pay all amounts due on the notes, and therefore you will be subject to the credit risk of Lloyds Bank and to changes in the market's view of Lloyds Bank's creditworthiness. In addition, because the notes are to be fully and unconditionally guaranteed by Lloyds Bank's parent company, LBG, you will be dependent on LBG's ability to pay all amounts due on the notes in the event that Lloyds Bank fails to make any payment or delivery required by the terms of the notes. If Lloyds Bank and LBG were to default on their respective payment obligations, you may not receive any amounts owed to you under the notes and you could lose your entire investment. The credit ratings of Lloyds Bank and LBG are an assessment by rating agencies of their ability to pay their obligations, including those under the notes. Any actual or anticipated decline in Lloyds Bank's and LBG's credit ratings, or increase in the credit spreads charged by the market for taking credit risk, is likely to adversely affect the value of the notes. However, because the return on the notes is dependent upon factors in addition to Lloyds Bank's and LBG's credit ratings, an improvement in their credit ratings will not necessarily increase the value of the notes and will not reduce market risk and other investment risks related to the notes.

The issue price of the notes has certain built-in costs, including the selling agent's commission and our cost of hedging, both of which are expected to be reflected in secondary market prices.

In determining the economic terms of the notes, and consequently the potential return on the notes to you, we will take into account compensation to the selling agent for distributing the notes, which will be reflected in the selling agent's commission described on the cover of the applicable supplement, as well as certain costs associated with hedging our obligations under the notes. The issue price of the notes will reflect these factors. As a result, the value of the notes on the issue date is expected to be less than the issue price. Assuming no change in market conditions or any other relevant factors, the price, if any, at which the selling agent or another purchaser is willing to purchase the notes in secondary market transactions will likely be less than the issue price. This is due to, among other things, the fact that the issue price includes, and secondary market prices are likely to exclude, the selling agent's commission with respect to, and the hedging costs associated with, the notes. The cost of hedging includes the projected profit that may be realized in consideration for assuming the risks inherent in managing the hedging transactions. These secondary market prices are also likely to be reduced by the costs of unwinding the related hedging transactions. A profit may be realized from the expected hedging activity even if investors do not receive a favorable investment return under the terms of the notes or in any secondary market transaction. In addition, any secondary market prices may differ from values determined by pricing models used by the selling agent, as a result of dealer discounts, markups or other transaction costs.

Unless the applicable supplement provides otherwise, the notes will not be listed or displayed on any securities exchange or quotation system, and there may be little or no secondary market for the notes.

Unless the applicable supplement provides otherwise, the notes will not have an established trading market when issued and the notes will not be listed or displayed on any securities exchange or quotation system. Accordingly, there may be little or no secondary market for the notes and, as such, information regarding independent market pricing for the notes may be very limited or nonexistent. Even if there is a secondary market, it may not provide enough liquidity to allow you to trade or sell the notes easily. We, the selling agent and/or its affiliates may purchase and sell the notes from time to time in the secondary market, but we, the selling agent and/or its affiliates are not obligated to do so. If we, the selling agent and/or its affiliates make such a market in the notes, we, the selling agent and/or any such affiliate may stop doing so at any time and for any reason without notice. Because other dealers are not likely to make a secondary market for the notes, the prices at which you may be able to trade the notes will probably depend on the price, if any, at which we, the selling agent and/or its affiliates may be willing to buy the notes. It is expected that transaction costs in any secondary market would be high and, as a result, the difference between bid and asked prices for the notes in any secondary market could be substantial. There is no assurance that there will be a secondary market for any of the notes. Accordingly, you should be willing to hold the notes until the maturity date, and you may incur a loss if you sell the notes prior to the maturity date or any early redemption date, if applicable.

The market value of the notes prior to maturity will be influenced by many unpredictable factors, and may be less than the issue price.

The market value of the notes may be less than the issue price of the notes. The market value of the notes may be affected by a number of factors that may either offset or magnify each other, including the following:

- the time remaining to maturity of the notes;
- the aggregate amount outstanding of the relevant notes;
- our right to redeem the notes, if applicable;
- the level, direction, and volatility of market interest and yield rates generally;
- geopolitical conditions and economic, financial, political, regulatory, agricultural, judicial or other events that affect the markets generally;
- the supply and demand for the notes in the secondary market, if any; or
- the actual or perceived creditworthiness of Lloyds Bank, as the issuer of the notes, and LBG, as the guarantor of Lloyds Bank's obligations under the notes, including actual or anticipated downgrades in LBG's or Lloyds Bank's credit ratings.

Some or all of these factors may influence the price that you will receive if you sell the notes prior to the maturity date or any early redemption date, if applicable, in the secondary market, if any. If you sell the notes before the maturity date or any early redemption date, if applicable, the price that you receive may be less, and may be substantially less, than the issue price or the price which you paid.

It is possible that you may receive below-market interest in respect of one or more interest payment dates.

If you invest in notes that accrue interest at a fixed rate, there can be no guarantee that the interest you will receive on one or more of the interest payment dates will be greater than the market interest rate on such dates. In the case of notes subject to redemption at our option, we are not likely to redeem the notes when market interest rates are higher than the applicable fixed interest rate on the notes. We have no control over a number of factors that may affect market interest rates, including geopolitical conditions and economic, financial, political, regulatory, agricultural, judicial or other events that affect the markets generally and that are important in determining the existence, magnitude and longevity of these risks and their results. You should have a view as to the interest rates on the notes (as specified on the cover of the applicable supplement) and their levels relative to market interest rates before investing, and you must be willing to forgo guaranteed market interest rates for all or most of the term of the notes.

There may be potential conflicts of interest between investors in the notes and us and our affiliates and the selling agent and its affiliates.

We and our affiliates and the selling agent and its affiliates play a variety of roles in connection with the issuance of the notes, including hedging our obligations under the notes. Trading activities related to short-term and long-term interest rate swaps and other instruments that may affect interest rates have been entered into or may be entered into on behalf of us, our affiliates, the selling agent, its affiliates or their respective customers, that are not for the account of the investors in the notes or on their behalf. In particular, as described below under "Use of Proceeds; Hedging," we, the selling agent and/or its affiliates may hedge our obligations under the notes by purchasing securities, futures, options or other derivative instruments, and we may adjust these hedges by, among other things, purchasing or selling securities, futures, options or other derivative instruments at any time. These trading activities may present a conflict between the investors' interests in the notes and the interests we, our affiliates and the selling agent and its affiliates will have in each of their respective proprietary accounts and in facilitating transactions, including block trades and options and other derivatives transactions, for their respective customers and in accounts under each of their respective management. In performing these activities, the economic interests of us and our affiliates and the selling agent and its affiliates are potentially adverse to your interests as an investor in the notes. It is possible that we, the selling agent and/or its affiliates could receive substantial returns from these hedging activities while the value of the notes declines.

In addition, an affiliate of the selling agent will act as determination agent with respect to any requests to exercise the Survivor's Options under the notes and will make determinations regarding the eligibility or validity of any exercise of a Survivor's Option, and may, in the future, serve as calculation agent with respect to certain issuances of notes. The exercise of this discretion by an affiliate of the selling agent can adversely affect the value of the notes and may present a conflict of interest between the investor's interest in the notes and the interest of the selling agent.

We and our affiliates and the selling agent and its affiliates have published or may in the future publish reports, express opinions or provide recommendations and engage in other transactions that could adversely affect the value of the notes.

We and our affiliates and the selling agent and its affiliates have published or may in the future publish reports from time to time on financial markets and other matters that may influence the value of the notes or express opinions or provide recommendations that are inconsistent with purchasing or holding the notes. Any such reports, opinions or recommendations may be inconsistent with each other and may be modified from time to time without notice. Investors should make their own independent investigation of the merits of investing in the notes.

We and the selling agent or any of its affiliates may also issue, underwrite or assist unaffiliated entities in the issuance or underwriting of other securities or financial instruments that may have features similar to those of the notes, including similar rates of interest or maturities. By introducing competing products into the marketplace in this manner, we and the selling agent or its affiliates could adversely affect the value of the notes.

The notes may be subject to early redemption at our option.

If so specified in the applicable supplement, we may redeem the notes prior to the maturity date on any interest payment date, beginning on the interest payment date as specified in the applicable supplement. In addition, we have the right to redeem the notes following the occurrence of one of certain tax law changes as described under

"Description of the Notes—Redemption for Tax Reasons" in this prospectus supplement and "Description of Debt Securities—Redemption" in the accompanying prospectus. If you intend to purchase the notes, you must be willing to have the notes redeemed early. We are generally more likely to redeem notes, subject to redemption at our option, during periods when we expect that interest will accrue on the notes at a rate that is greater than that which we would pay on our traditional interest-bearing deposits or debt securities having a maturity equal to the remaining term of the notes. In contrast, we are generally less likely to redeem such notes during periods when we expect interest to accrue on the notes at a rate that is less than that which we would pay on those instruments. Although the interest rate on notes subject to redemption at our option will typically step up during the term of such notes, you may not benefit from any future increase in the interest rate if such notes are redeemed prior to the date on which the interest rate is scheduled to increase. If we redeem such notes prior to the maturity date, accrued interest will be paid on the notes prior to such early redemption, but you will not receive any future interest payments from the notes redeemed and you may be unable to reinvest your proceeds from the redemption in an investment with a return that is as high as the return on the notes would have been if they had not been redeemed.

Any Survivor's Option may be limited in amount, and any repayments made with respect to the exercise of a Survivor's Option will not be made immediately.

The applicable supplement may indicate that the note contains a "Survivor's Option." The Survivor's Option is a provision in a note in which we agree to repay that note, if requested by the authorized representative of the beneficial owner of that note, following the death of the beneficial owner of the note, provided that the note was acquired by the beneficial owner at least six months prior to the date of the request. Acceptance of an exercise of a Survivor's Option and determinations regarding the eligibility and validity of any exercise of a Survivor's Option will be at the sole and reasonable discretion of the Determination Agent. The Determination Agent has the discretionary right to apply a limit set by us to the aggregate principal amount of notes as to which exercises of the Survivor's Option will be accepted by us from all authorized representatives of deceased beneficial owners in any calendar year to an amount equal to 2% of the aggregate principal amount per tranche of notes outstanding as of the end of the most recent calendar year. The Determination Agent also has the discretionary right to apply a limit set by us to the aggregate principal amount of notes as to which exercises of the Survivor's Option will be accepted by us from the authorized representative of any deceased beneficial owner of the notes in any calendar year to $250,000 per tranche of notes. Accordingly, no assurance can be given that the valid exercise of a Survivor's Option, if any, for a desired amount will be permitted in any single calendar year. In addition, as a result of the foregoing limitations, in some cases exercises of a Survivor's Option may not result in any payment in the year that the Survivor's Option has been exercised, or in one or more years subsequent to the year that the Survivor's Option was first exercised. These limitations and the discretion of the Determination Agent in applying any such limitations are discussed in more detail under the "Description of the Survivor's Option" below.

If a valid request to exercise the Survivor's Option is not fully accepted in any calendar year due to the application of any of the limitations described in the preceding paragraph and in "Description of the Survivor's Option" below, the notes will be deemed to be tendered in the following calendar year only if an authorized representative of the deceased beneficial owner and any Financial Institution (as defined below) through which the beneficial ownership interest in the notes is held by the deceased beneficial owner reaffirms the exercise of the Survivor's Option by submitting a Survivor's Option Reaffirmation Form (as defined below). If a completed Survivor's Option Reaffirmation Form is not submitted to the Document Administrator (as defined below) within 10 business days following the delivery thereof by the Document Administrator to the relevant Financial Institution through which the beneficial ownership interest in the notes is held by the deceased beneficial owner, the election to exercise the Survivor's Option will be deemed to have been withdrawn. The requirements relating to Survivor's Option Reaffirmation Forms are described in more detail under the heading "Description of the Survivor's Option" below.

In addition, even if the note is accepted for repayment pursuant to the valid exercise of a Survivor's Option in a certain calendar year, you will not receive immediate repayment. Repayment on a note so accepted will only be made on the first of two Survivor's Option Payment Dates (either February 15 or August 15, unless the applicable supplement provides otherwise) that occurs 30 or more calendar days after the date of acceptance.

Whether you should exercise a Survivor's Option if you meet the eligibility requirements to do so is a decision you will need to make in consultation with your investment, legal, accounting, tax and other advisers, after considering all the facts and circumstances of your situation. An additional consideration that you may wish to take into account is the prevailing secondary market prices for the notes, if any, at the time you are considering the exercise of the Survivor's Option or the submission of a Survivor's Option Reaffirmation Form. In some circumstances, such secondary market prices, if any, may be greater than the price you would receive upon the exercise of your Survivor's Option. Accordingly, you should contact your advisers to determine the prevailing secondary market prices of the notes, if any, in order to determine whether to sell the notes to a market participant at such secondary market prices, if any, or to exercise the Survivor's Option to receive repayment at a price equal to 100% of the principal amount plus accrued and unpaid interest.

For additional details regarding the Survivor's Option, see "Description of the Survivor's Option" in this prospectus supplement.

Usury laws may limit the amount of interest that can be charged and paid on the notes.

New York law will govern the notes offered by this prospectus supplement. New York usury laws limit the amount of interest that can be charged and paid on loans, including the notes. Under current New York law, the maximum permissible rate of interest is 25% per year on a simple interest basis. This limit may not apply to notes in which $2,500,000 or more has been invested. While we believe that a U.S. federal or state court sitting outside New York may give effect to New York law, many other states also have laws that regulate the amount of interest that may be charged to and paid by a borrower. We do not intend to claim the benefits of any laws concerning usurious rates of interest.

The notes may not be a suitable investment for you.

The notes may not be a suitable investment for you if, among other things:

- you are unwilling to forgo guaranteed market interest rates for the term of the notes;
- you seek assurances that there will be a liquid market if and when you want to sell the notes prior to maturity or any early redemption, if applicable;
- you are unwilling or are unable to assume the credit risk associated with Lloyds Bank, as the issuer of the notes, and LBG, as the guarantor of the issuer's obligations under the notes;
- if the notes are subject to redemption at the option of the issuer, you are unwilling to accept the risk that the notes may be redeemed prior to maturity, and are unwilling or unable to accept the risk that you may be unable to reinvest the proceeds of such redemption in an investment with a return that is as high as the return on the notes would have been if they had not been redeemed; or
- you are unwilling to accept the limitations imposed on the exercise of a Survivor's Option. See "Risk Factors Any Survivor's Option may be limited in amount, and any repayments made with respect to the exercise of a Survivor's Option will not be made immediately".

Additional risks relating to other types of notes

If we issue and you invest in other types of notes, including, without limitation, floating-rate notes, indexed notes, notes denominated in, or that pay principal or interest in, a currency other than U.S. dollars, amortizing notes, original issue discount notes or exchangeable notes, each as will be further described in the applicable supplement, you will be subject to significant risks not associated with a conventional fixed-rate note. Additional risks that you should consider in connection with an investment in any of these notes will be set forth in the applicable supplement(s). Your decision to purchase such notes should be made only after carefully considering the risks of an investment in the notes discussed in the applicable supplement(s). You should not purchase the notes unless you understand and know you can bear the risks involved with such investment. We therefore urge you to consult with your investment, legal, accounting, tax and other advisers before you invest in such notes.

DESCRIPTION OF THE NOTES AND THE GUARANTEES

This section describes the general terms and conditions of the notes. This section supplements, and should be read together with, the general description of our debt securities included in "Description of Debt Securities" in the accompanying prospectus. If there is any inconsistency between the information in this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement.

We will describe the particular terms of the notes we sell in a separate supplement. The terms and conditions stated in this section will apply to each note unless the note or the applicable supplement indicates otherwise.

We refer to the notes, together with the related guarantees (unless the context requires otherwise), as our "Retail Notes" or our "notes".

General

The following summary of the terms of the notes and the indenture is not complete and is qualified in its entirety by reference to the actual notes and the specific provisions of the indenture (as defined below), as applicable.

We will issue senior unsecured Retail Notes under a senior debt securities indenture dated as of January 21, 2011 among us, LBG, as guarantor, and The Bank of New York Mellon, acting through its London Branch, as trustee (the "trustee"), as supplemented by the second supplemental indenture dated as of November 25, 2011 among us, LBG, as guarantor and the trustee. We refer to such senior debt securities indenture, as supplemented by such second supplemental indenture and as may be supplemented or amended from time to time, as the "indenture."

All tranches of the notes will constitute a single series of debt securities under the indenture, together with any notes that we issue in the future under the indenture that we designate as being part of this series.

The indenture is subject to, and governed by, the Trust Indenture Act of 1939, as amended. We, LBG and the selling agent, in the ordinary course of our respective businesses, have conducted and may conduct business with the trustee or its affiliates. See "Description of Debt Securities" in the accompanying prospectus for more information about the indenture and the functions of the trustee.

The notes are our direct unsecured obligations and are not obligations of our subsidiaries. The notes are being offered on a continuous basis. There is no limit under our registration statement on the total initial public offering price or aggregate principal amount of the notes that may be offered using this prospectus supplement. We may issue other debt securities under the indenture from time to time in one or more series up to the aggregate principal amount of the then-existing grant of authority by our board of directors.

Unless otherwise provided in the applicable supplement, the minimum denomination of the notes will be $1,000 and any larger amount that is a whole multiple of $1,000 (or the equivalent in other currencies).

Specific Terms of the Notes. The specific terms of any notes we offer, and any additional terms of the notes, will be determined before each sale and will be described in the applicable supplement(s). The supplement may specify, among other things:

- the specific designation of the notes;
- the price, which may be expressed as a percentage of the aggregate principal amount of the notes, at which the notes will be issued to the public (the "issue price");

- the aggregate principal amount;
- interest payment frequency;
- the selling agent’s commission or discount, if any;
- the original issue date;

- the maturity date, and any terms related to any extension or postponement of the maturity date;
- if applicable, the circumstances under which the notes may be redeemed at our option prior to the maturity date set forth on the face of the notes, including any redemption date, redemption price, and redemption period;
- whether the "Survivor's Option" described below will be applicable;
- the denominations or minimum denominations;
- the currency or currencies, if not U.S. dollars, in which payments will be made on the notes;
- whether interest will be payable in cash or in kind;
- the securities exchange or quotation system, if we decide to list the notes;
- if the notes are not fixed-rate notes, a description of the type of note they are;
- any special U.S. federal income tax consequences of the purchase, ownership and disposition of the notes; and
- if applicable, any other material terms of the notes which are different from those described in this prospectus supplement and the accompanying prospectus.