

Lloyds Banking Group plc  
Form 6-K  
July 14, 2010

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 6-K

Report of Foreign Private Issuer  
Pursuant to Rule 13a-16 or 15d-16  
of the Securities Exchange Act of 1934

14 July 2010

LLOYDS BANKING GROUP plc  
(Translation of registrant's name into English)

5th Floor  
25 Gresham Street  
London  
EC2V 7HN  
United Kingdom

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports  
under cover Form 20-F or Form 40-F.

Form 20-F..X..Form 40-F.....

Indicate by check mark whether the registrant by furnishing the information  
contained in this Form is also thereby furnishing the information to the  
Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes .....No ..X..

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule

12g3-2(b): 82- \_\_\_\_\_

This report on Form 6-K shall be deemed incorporated by reference into the company's Registration Statement on  
Form F-3 (File No. 333-167844) and to be a part thereof from the date on which this report is filed, to the extent not  
superseded by documents or reports subsequently filed or furnished.

In connection with its offering of \$112,500,000 7.750% Public Income NotES (PINES®) due July 15, 2050, the company is filing the following opinions of counsel solely for incorporation into the company's Registration Statement on Form F-3 (File No. 333-167844):

5.1 Opinion of Dundas & Wilson CS LLP

5.2 Opinion of Davis Polk & Wardwell LLP<sup>1</sup>

---

<sup>1</sup> Previously filed and incorporated by reference to Exhibit 5.2 to the Form 6-K filed on July 6, 2010 (File No. 001-15246)

---

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

LLOYDS BANKING GROUP plc  
(Registrant)

By: /s/ Richard Shrimpton  
Name: Richard Shrimpton  
Title: Head of Capital Markets  
Issuance

July 14, 2010

---

Our ref                   DIC/LLO015.0032  
Your ref

Lloyds Banking Group plc  
25 Gresham Street  
London  
EC2V 7HN

14 July 2010

Dear Sirs

We have acted as solicitors in Scotland for Lloyds Banking Group plc (the Company) in connection with the Company's offering of US\$112,500,000 7.75% Public Income NotES (PINES®) due 2050 (the Notes) in an underwritten public offering pursuant to an underwriting agreement dated as of 30 June 2010 (the Underwriting Agreement) between the Company and Citigroup Global Markets Inc. (the Representatives), as representatives of the several underwriters listed in Schedule I of the Pricing Agreement annexed thereto (the Underwriters). The Notes are to be issued pursuant to a Senior Debt Securities Indenture dated as of 6 July 2010 (the Indenture) between the Company and The Bank of New York Mellon, acting through its London branch, as trustee.

We, as your solicitors, have examined originals or copies, certified or otherwise identified to our satisfaction, of such documents, corporate records, certificates of public officials and other instruments as we have deemed necessary for the purposes of rendering this opinion.

On the basis of the foregoing, we advise you that, in our opinion, the Notes have been duly authorized in accordance with the Indenture, and, when executed and authenticated in accordance with the provisions of the Indenture and delivered to and paid for by the Underwriters in accordance with the terms of the Underwriting Agreement, will constitute valid and binding obligations of the Company, enforceable against the Company in accordance with their terms, subject to applicable bankruptcy, insolvency and similar laws affecting creditors' rights generally (including the Banking Act 2009 and any secondary legislation, instruments or orders made, or which may be made, under it) and equitable principles of general applicability.

The foregoing opinion is limited to the laws of Scotland. We have made no investigation of the laws of any jurisdiction other than Scotland and neither express nor imply any opinion as to any other laws and in particular the laws of the State of New York and the laws of the United States of America and our opinion is subject to such laws including the matters stated in the opinion of Davis Polk & Wardwell LLP.

We hereby consent to the filing of this opinion as an exhibit to a report on Form 6-K to be filed by the Company on the date hereof. In giving this consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the US Securities Act of 1933, as amended.

This opinion is rendered solely to you in connection with the above matter. This opinion may not be relied upon by you for any other purpose or relied upon by or furnished to any other person without our prior written consent.

Yours faithfully

Partner, for and on behalf of Dundas & Wilson CS LLP

