

PRICING SUPPLEMENT

Pricing Supplement dated 31 August 2001

Legal & General Finance PLC



Issue of GBP 100,000,000 5.875 per cent. Notes due December 2031
Guaranteed by Legal & General Group Plc
under the U.S.\$1,000,000,000 Euro Medium-Term Note Programme

The Notes constitute longer term debt securities issued in accordance with regulations made under section 4 of the Banking Act 1987. The Issuer of the Notes is not an authorized institution or a European authorised institution (as such terms are defined in the Banking Act 1987 (Exempt Transactions) Regulations 1997). Repayment of the principal and payment of any interest or premium in connection with the Notes has been guaranteed by Legal & General Group Plc, which is not an authorised institution or a European authorised institution.

The Issuer (a) has complied with its obligations under the rules and regulations of the UKLA and the London Stock Exchange (the "Relevant Requirements") in relation to the admission to and continuing listing of Notes issued under the Programme and of any previous issues made by it under the Programme and admitted to the Official List of the UKLA and to trading on the London Stock Exchange; (b) confirms that it will have complied with its obligations under the Relevant Requirements in relation to the admission to listing and trading of the Notes by the time when the Notes are so admitted; and (c) has not, since the last publication of information in compliance with the Relevant Requirements about the Programme, the date of any previous issues made by it under the Programme and admitted to the Official List of the UKLA and to trading on the London Stock Exchange, or the Notes, having made all reasonable enquiries, become aware of any change in circumstances which could reasonably be regarded as significantly and adversely affecting its ability to meet its obligations as an Issuer in respect of the Notes as they fall due.

Subject in all respects to the terms and conditions of the Distribution Agreement dated April 29, 1992, as amended by a letter agreement, dated as of September 14, 1992, the Second Amendment, dated as of May 19, 1993, a letter agreement, dated as of November 10, 1993, the Fourth Amendment, dated as of May 20, 1994, a letter agreement, dated as of May 12, 1995, the Sixth Amendment, dated as of May 14, 1996, the Seventh Amendment, dated as of June 12, 1998, and the Eighth Amendment, dated as of June 24, 1999, the Ninth Amendment, dated as of June 20, 2000 and the Tenth Amendment, dated as of June 29, 2001 (as amended, supplemented, stated or otherwise modified from time to time, the "Distribution Agreement"), among Legal & General Group Plc, Legal & General Finance Europe B.V., a corporation with its official seat in Hilversum, The Netherlands, and Legal & General Finance PLC, the undersigned and the other Agents referred to therein (including, without limitation, the conditions set forth in Section 6 thereof), the undersigned agrees to purchase the following Notes of Legal & General Finance PLC on the following terms (to the extent applicable):

1. (i) Issuer: Legal & General Finance PLC
- (ii) Guarantor: Legal & General Group Plc
2. (i) Series Number: 38
- (ii) Tranche Number: 3. The Notes will be consolidated and form a
(If fungible with an existing single Series with the Issuer's existing

- Series, details of that Series, including the date on which the Notes become fungible). GBP 150,000,000 5.875 per cent. Notes due December 2031 and GBP 100,000,000 5.875 per cent. Notes due 2031, 40 days after the Settlement Date (on 15 October 2001)
3. Specified Currency or Currencies: Great British Pounds ("GBP")
 4. Aggregate Principal Amount:
 - (i) Series: GBP 350,000,000
 - (ii) Tranche: GBP 100,000,000
 5. (i) Issue Price: 104.172 per cent of the Aggregate Principal Amount plus accrued interest from 11 June 2001
 - (ii) Net proceeds: GBP 104,885,194
 6. Specified Denominations: GBP 1,000
GBP 10,000
GBP 100,000
 7. (i) Settlement Date: 3 September 2001
 - (ii) Interest Commencement Date (if different from the Issue Date): 11 June 2001
 8. Maturity Date: 11 December 2031
 9. Interest Rate Basis: 5.875 % Fixed Rate
 10. Redemption/Payment Basis: Redemption at par
 11. Put/Call Options: none
 12. Status of the Notes: Senior
 13. Listing: London
 14. Method of distribution: Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15. Fixed Rate Note Provisions: Applicable
 - (i) Interest Rate(s): 5.875 per cent per annum payable semi-annually in arrear
 - (ii) Interest Payment Date(s): Interest will accrue on a fixed rate basis from and including 11 June 2001 and will be payable semi-annually in arrear on 11 December and 11 June each year thereafter up to and including the Maturity Date.

(iii)	Fixed Coupon Amount(s):	GBP 58.75 per GBP 1,000 in Nominal Amount GBP 587.50 per GBP 10,000 in Nominal Amount GBP 5875.00 per GBP 100,000 in Nominal Amount
(iv)	Broken Amount(s):	
(v)	Other terms relating to the method of calculating interest for Fixed Rate	Not Applicable
16.	Floating Rate Note Provisions	Not Applicable
17.	Zero Coupon Note Provisions	Not Applicable
18.	Indexed Note Provisions	Not Applicable
19.	Dual Currency Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

20.	Call Option	Not Applicable
21.	Put Option	Not Applicable
22.	Final Redemption Amount	Aggregate Principal Amount
23.	Early Redemption Amount	
	Early Redemption Amount(s) payable on redemption for taxation reasons or on event of default and/or the method of calculating the same:	As per Conditions

ADDITIONAL PROVISIONS RELATING TO DEDUCTION OR WITHHOLDING OF TAXES AND OTHER AMOUNTS

24.	Additional exceptions to obligations to pay Additional Amounts (This provision is to be included for certain issues of unlisted Notes by Legal & General Finance PLC):	Not Applicable
25.	Holder's obligation to repay certain amounts not withheld or deducted in certain circumstances (This provision is to be included for certain issues of unlisted Notes by Legal & General Finance PLC):	Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

26. Form of Notes: Bearer Notes. Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes on 40 days' notice.
27. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): No
28. Details relating to Instalment Notes, Instalment Amount, Instalment Date(s): Not Applicable
29. Conditions pursuant to Section 6 of the Distribution Agreement: 6(a), 6(b), 6(d) and 6(e) apply
30. Applicability of, and modifications to Section 3(e) of the Distribution Agreement: Applicable
31. Other terms or special conditions: Not Applicable

DISTRIBUTION

32. (i) If syndicated, names of Managers: UBS AG, acting through its business group UBS Warburg
Lehman Brothers International (Europe)
- (ii) Stabilizing Manager (if any): UBS AG, acting through its business group UBS Warburg
33. If non-syndicated, name of Dealer: Not Applicable
34. Additional selling restrictions: Not Applicable

OPERATIONAL INFORMATION

35. ISIN Code: Temporary ISIN = XS 0134769776
ISIN = XS 0121494779
36. Common Code: Temporary Common Code = 013476977
Common Code = 012149477
37. Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): Not Applicable
38. Additional Paying Agent(s) (if any): None

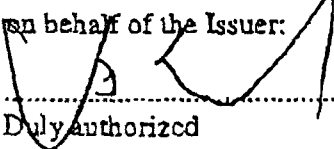
LISTING APPLICATION

This Pricing Supplement comprises the details required to list the issue of Notes described herein pursuant to the listing of the U.S.\$1,000,000,000 Euro Medium-Term Note Programme of Legal & General Finance PLC and Legal & General Finance Europe B.V.

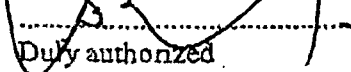
RESPONSIBILITY

The Issuer and the Guarantor accept responsibility for the information contained in this Pricing Supplement.

Signed on behalf of the Issuer:

By: 
Duly authorized

Signed on behalf of the Guarantor:

By: 
Duly authorized