

**HBOS Covered Bonds LLP Monthly Report**

Date of Report 16th October 2009

For Period from 1Sep 2009 to 30 Sept 2009

**Counterparties**

Group Guarantors	HBOS plc
Servicer	Bank of Scotland Plc
Cash Manager	Bank of Scotland Plc
Covered Bond Swap Provider	Bank of Scotland Plc
Interest Rate Swap Provider	Bank of Scotland Plc
Bank Account Provider	Bank of Scotland Plc

**Asset Coverage test**

<b>A =</b>	£	38,438,180,339.03	The Adjusted Current Balance
<b>B =</b>	£	1,944,954,203.60	Principal Receipts that have not been applied to acquire further loans or otherwise applied in accordance with the Transaction Documents
<b>C =</b>	£	3,401,458,729.22	Cash Capital Contributions made by the Members or proceeds of Term Advances that have not been applied to acquire further loans or otherwise applied in accordance with the Transaction Documents
<b>D =</b>	£	-	Outstanding Principal Balance of any Substitution Assets
<b>E =</b>	£	-	Amount of any Sale Proceeds standing to the credit of the GIC Account and credited to the Pre-maturity Liquidity Ledger
<b>X =</b>	£	2,467,587,079.08	5% of the aggregate Current Balance of the Loans in the Portfolio, on the relevant Calculation Date
<b>Y =</b>	£	19,485,161.72	8% (cost of refinancing the amount drawn) multiplied by the Flexible Redraw Capacity, (the excess of the Maximum amount that Borrowers may draw under Flexible Loans in the Portfolio (whether or not drawn) as determined, and the Aggregate Current Balance of all Flexible Loans in the Portfolio) multiplied by 3.
<b>Z =</b>	£	953,062,401.55	Weighted Average Maturity of all Covered Bonds outstanding, multiplied by the Sterling Equivalent of the Aggregate Principal Amount Outstanding of the Covered Bonds multiplied by 0.65%
<b>Total: A+B+C+D+E-(X+Y+Z)</b>	£	<b>40,344,458,629.50</b>	
		<b>PASS</b>	Pass/Fail
<b>Method Used for Calculation</b>		<b>A(i)</b>	A (i) Adjusted Current Balance less Deemed Reductions/ A(ii) Aggregate Current Balance less Deemed Reductions multiplied by the Asset Percentage
<b>Asset Percentage</b>		<b>90.00%</b>	
<b>Amount of Credit Support</b>		<b>£4,860,935,034.47</b>	Result of the Overcollateralisation in the Asset Coverage Test

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### Portfolio Characteristics

Total Outstanding Current Balance of Mortgages in the Portfolio	£ 49,351,741,581.600
Number of Mortgages in Pool	491,153
Weighted Average Loan Balance	£ 180,273.42
Weighted Average Current LTV	64.29%

Range of LTV ratios at end of reporting period*	Aggregate outstanding balance	% of Total	Number of accounts	% of Total
>= 0% - 29.99%	3,832,295,228.16	7.77%	108,440	22.08%
>= 30% - 34.99%	1,623,038,918.77	3.29%	25,613	5.21%
>= 35% - 39.99%	1,901,008,493.73	3.85%	26,442	5.38%
>= 40% - 44.99%	2,237,229,707.55	4.53%	27,343	5.57%
>= 45% - 49.99%	2,593,856,268.04	5.26%	28,040	5.71%
>= 50% - 54.99%	2,957,801,644.23	5.99%	28,514	5.81%
>= 55% - 59.99%	3,384,800,077.41	6.86%	29,608	6.03%
>= 60% - 64.99%	3,798,959,712.65	7.70%	30,533	6.22%
>= 65% - 69.99%	4,460,723,445.69	9.04%	32,834	6.69%
>= 70% - 74.99%	5,380,002,850.89	10.90%	37,101	7.55%
>= 75% - 79.99%	4,677,063,495.77	9.48%	31,736	6.46%
>= 80% - 84.99%	4,003,936,641.31	8.11%	26,842	5.47%
>= 85% - 89.99%	4,167,873,296.01	8.45%	27,515	5.60%
>= 90% - 94.99%	2,613,506,429.96	5.30%	17,918	3.65%
>= 95% - 99.99%	1,067,305,244.96	2.16%	8,486	1.73%
>= 100% - 104.99%	281,353,385.26	0.57%	1,907	0.39%
>= 105% - 109.99%	180,687,889.82	0.37%	1,145	0.23%
>= 110% - 114.99%	123,208,631.41	0.25%	734	0.15%
>= 115% - 119.99%	55,081,124.58	0.11%	313	0.06%
>= 120% - 124.99%	8,886,330.30	0.02%	50	0.01%
>=125%	3,122,765.10	0.01%	39	0.01%
<b>Total</b>	<b>49,351,741,581.60</b>	<b>100.00%</b>	<b>491,153</b>	<b>100.00%</b>

\*including capitalised interest, capitalised high LTV fees, insurance fees, booking fees and valuation fees and using latest non-indexed valuation

### Cash Ledgers

Revenue Ledger	£ -
Principal Ledger	£ 1,944,954,203.60
Reserve Ledger	£ 776,301,911.52
Pre-Maturity Liquidity Ledger	£ 3,401,458,729.22
Capital Account Ledger - Cash Capital Contribution	£ -
<b>Total</b>	<b>£ 6,122,714,844.34</b>

GIC Account	£ 6,122,714,844.34
Transaction Account	£ -
Authorised Investments/Substitution Assets	£ -
<b>Total</b>	<b>£ 6,122,714,844.34</b>

### LLP Balance Sheet

Cash	£ 6,122,714,844.34
Mortgages	£ 49,351,741,581.60
Authorised Investments/Substitution Assets	£ -
<b>Total</b>	<b>£ 55,474,456,425.94</b>

Capital Account Ledger - Bank of Scotland	£ 19,990,932,830.91
Capital Account Ledger - Connery Ltd	£ -
Intercompany Loan Outstanding	£ 35,483,523,595.03
<b>Total</b>	<b>£ 55,474,456,425.94</b>

Credit ratings	Short Term (Moody's, S&P, Fitch)	Long Term (Moody's, S&P, Fitch)
Bank of Scotland plc	P-1, A-1, F1+	Aa3, A+, AA-

As of 06/03/2009 Bank of Scotland plc's credit rating provided by S&P was downgraded to: Short Term A-1 and Long Term A+ Therefore in accordance with the Pre-Maturity Test, the Pre-Maturity Liquidity Ledger has been credited with the Required Redemption Amounts and in accordance with the Credit Structure, the Reserve Fund Required Amount has been credited to the Reserve Ledger

HBOS Event of Default	No
LLP Event of Default	No

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### Pool Assets Analysis

A small number of loans were repurchased from the Trust by the Seller during the period, for being in breach of the Representations and Warranties under the Mortgage Sale Agreement

Current Standard Variable Rates	Interest rate
HVR1	3.50%
HVR2	3.40%
Flexible Variable Rate	3.40%

Yield net of Interest Swaps over 1 Month Sterling Libor

Date	Yield
September 2009	0.57%
August 2009	0.57%
July 2009	0.56%

### Arrears & Possessions

Months in arrears	Aggregate outstanding balance	% of Total	Aggregate amount of Arrears	Number of Accounts	% of Total
Less than 1 month	47,670,518,746.54	96.59%	1,788,041.09	477,167	97.15%
1 - 2 months	664,863,572.70	1.35%	4,321,077.31	5,695	1.16%
2 - 3 months	236,344,952.67	0.48%	3,073,558.54	2,061	0.42%
3 - 6 months	388,381,139.32	0.79%	8,912,072.02	3,223	0.66%
6 - 12 months	303,527,574.87	0.62%	12,858,642.82	2,347	0.48%
12 months +	88,105,595.50	0.18%	6,984,491.69	660	0.13%
<b>Total</b>	<b>49,351,741,581.60</b>	<b>100.00%</b>	<b>37,937,883.47</b>	<b>491,153</b>	<b>100.00%</b>

Range of LTV ratios at end of reporting period*	Aggregate outstanding balance	% of Total	Number of accounts	% of Total
>= 0% - 29.99%	3,259,374,105.67	6.60%	105,244	21.43%
>= 30% - 34.99%	1,275,899,986.12	2.59%	22,922	4.67%
>= 35% - 39.99%	1,496,178,637.58	3.03%	23,333	4.75%
>= 40% - 44.99%	1,689,961,205.74	3.42%	23,058	4.69%
>= 45% - 49.99%	1,889,902,514.65	3.83%	22,728	4.63%
>= 50% - 54.99%	2,095,742,124.84	4.25%	22,499	4.58%
>= 55% - 59.99%	2,426,151,850.13	4.92%	23,215	4.73%
>= 60% - 64.99%	2,612,073,011.71	5.29%	23,217	4.73%
>= 65% - 69.99%	2,998,830,441.02	6.08%	24,226	4.93%
>= 70% - 74.99%	3,413,434,125.03	6.92%	25,568	5.21%
>= 75% - 79.99%	3,648,021,627.95	7.39%	26,487	5.39%
>= 80% - 84.99%	3,856,383,432.30	7.81%	26,252	5.34%
>= 85% - 89.99%	3,930,007,699.25	7.96%	26,117	5.32%
>= 90% - 94.99%	3,772,347,258.55	7.64%	24,383	4.96%
>= 95% - 99.99%	3,388,876,560.85	6.87%	22,233	4.53%
>= 100% - 104.99%	2,835,829,723.00	5.75%	19,129	3.89%
>= 105% - 109.99%	2,387,127,862.03	4.84%	15,829	3.22%
>= 110% - 114.99%	1,573,104,806.36	3.19%	9,890	2.01%
>= 115% - 119.99%	663,140,183.45	1.34%	3,932	0.80%
>= 120% - 124.99%	108,335,111.48	0.22%	694	0.14%
>=125%	31,019,313.89	0.06%	197	0.04%
<b>Total</b>	<b>49,351,741,581.60</b>	<b>100.00%</b>	<b>491,153</b>	<b>100.00%</b>

\*including capitalised interest, capitalised high LTV fees, insurance fees, booking fees and valuation fees and using latest indexed valuation

The weighted average current LTV is

73.62%

Region	Aggregate outstanding balance	% of Total	Number of Accounts	% of Total
London & South East	15,314,606,417.43	31.03%	97,394	19.83%
Midlands & East Anglia	9,983,596,423.18	20.23%	98,163	19.99%
North	6,406,155,399.74	12.98%	83,127	16.92%
North West	5,568,780,662.52	11.28%	68,525	13.95%
Scotland & Northern Ireland	5,220,167,628.30	10.58%	77,535	15.79%
South Wales & West	6,828,840,801.89	13.84%	66,167	13.47%
Unknown	29,594,248.54	0.06%	242	0.05%
<b>Total</b>	<b>49,351,741,581.60</b>	<b>100.00%</b>	<b>491,153</b>	<b>100.00%</b>

Age of loans in months	Aggregate outstanding balance	% of Total	Number of Accounts	% of Total
0 months <6 months	0.00	0.00%	0	0.00%
6 months <12 months	737,877,649.09	1.50%	5,297	1.08%
12 months <18 months	4,374,103,659.40	8.86%	35,640	7.26%
18 months <24 months	6,679,858,021.46	13.54%	50,600	10.30%
24 months <30 months	8,950,493,457.41	18.14%	60,821	12.38%
30 months <36 months	3,252,655,016.24	6.59%	25,936	5.28%
36 months <42 months	4,761,566,393.95	9.65%	41,814	8.51%
42 months <48 months	3,868,895,651.22	7.84%	36,453	7.42%
48 months <54 months	3,113,535,558.82	6.31%	31,497	6.41%
54 months <60 months	2,559,462,702.66	5.19%	28,039	5.71%
60 months <66 months	1,827,943,376.44	3.70%	21,271	4.33%
66 months <72 months	1,539,316,202.98	3.12%	19,191	3.91%
>=72 Months	7,686,033,891.93	15.57%	134,594	27.40%
<b>Total</b>	<b>49,351,741,581.60</b>	<b>100.00%</b>	<b>491,153</b>	<b>100.00%</b>

The weighted average seasoning of the loans is

45.23 Months

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Property type	Aggregate outstanding balance	% of Total	Number of Accounts	% of Total
Detached	15,207,361,865.28	30.81%	112,806	22.97%
Semi-Detached	14,406,880,498.29	29.19%	161,611	32.90%
Terraced	13,486,613,123.90	27.33%	154,393	31.43%
Other*	6,250,886,094.13	12.67%	62,343	12.69%
<b>Total</b>	<b>49,351,741,581.60</b>	<b>100.00%</b>	<b>491,153</b>	<b>100.00%</b>

\*Primarily flats & Maisonnets

Repayment terms	Aggregate outstanding balance	% of Total	Number of Accounts	% of Total
Interest only	21,401,075,871.22	43.36%	149,886	30.52%
Repayment	27,950,665,710.38	56.64%	341,267	69.48%
<b>Total</b>	<b>49,351,741,581.60</b>	<b>100.00%</b>	<b>491,153</b>	<b>100.00%</b>

### Special rate and flexible loans

Type of Loan	Aggregate outstanding IBB balance	% of Total	Number of holdings*	% of Total
Discounted variable rate loans	519,314,067.98	1.06%	4,361	0.71%
Fixed rate loans	20,609,114,130.20	41.89%	252,794	41.14%
Tracker rate loans	11,859,823,648.24	24.10%	146,938	23.92%
Loans on Standard Variable Rate	16,213,037,942.08	32.95%	210,317	34.23%
<b>Total</b>	<b>49,201,289,788.50</b>	<b>100.00%</b>	<b>614,410</b>	<b>100.00%</b>

\*An account may have more than one product holding.

Flexible loans	234,659,045.07	0.48%	2,248	0.46%
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### Notes Outstanding

Tranche	Closure Date	Issuance Amount	Rate	Expected Maturity Date	Sterling equivalent	ISIN
1	25-Jul-2003	€ 3,000,000,000.00	3.750%	26-Jul-10	£ 2,132,400,000	ISIN: XS0173128983
2	23-Oct-2003	€ 2,000,000,000.00	4.500%	23-Oct-13	£ 1,392,600,000	ISIN: XS0178952650
4	4-Jun-2004	€ 1,250,000,000.00	4.875%	04-Jun-19	£ 831,875,000	ISIN: XS0193640629
5	23-Sep-2004	€ 2,000,000,000.00	4.250%	23-Sep-14	£ 1,360,544,218	ISIN: XS0201674594
6	13-Dec-2004	£ 500,000,000.00	4.930%	13-Dec-14	£ 500,000,000	ISIN: XS0208047778
7	8-Feb-2005	€ 1,500,000,000.00	3.875%	07-Feb-20	£ 1,038,000,000	ISIN: XS0212074388
9	15-Aug-2005	€ 644,850,000.00	6M Euribor Flat	10-Oct-12	£ 446,881,050	ISIN: XS0226831799
10	15-Aug-2005	€ 189,100,000.00	3M Euribor Flat	30-Sep-13	£ 131,046,300	ISIN: XS0226832250
11	15-Aug-2005	\$ 70,200,000.00	3M USD -0.01%	30-Sep-13	£ 39,527,027	ISIN: XS0226831872
12	25-Nov-2005	£ 250,000,000.00	3M GBP Flat	26-Nov-12	£ 250,000,000	ISIN: XS0236528385
13	25-Nov-2005	£ 200,000,000.00	3M GBP Flat	28-May-13	£ 200,000,000	ISIN: XS0236528542
14	25-Nov-2005	£ 200,000,000.00	3M GBP Flat	25-Nov-13	£ 200,000,000	ISIN: XS0236527817
15	25-Jan-2006	€ 2,000,000,000.00	3.250%	25-Jan-13	£ 1,372,000,000	ISIN: XS0241851764
16	13-Jul-2006	€ 1,500,000,000.00	4.500%	13-Jul-21	£ 1,041,750,000	ISIN: XS0260981658
17	13-Jul-2006	€ 1,500,000,000.00	4.375%	13-Jul-16	£ 1,041,750,000	ISIN: XS0260981229
18	17-Nov-2006	€ 2,000,000,000.00	3.875%	15-Jan-14	£ 1,345,000,000	ISIN: XS0275093473
19	21-Nov-2006	\$ 2,000,000,000.00	5.000%	21-Nov-11	£ 1,050,000,000	ISIN: XS0275460052
20	15-Dec-2006	£ 500,000,000.00	3M GBP - 0.02%	31-Jan-12	£ 500,000,000	ISIN: XS0279552748
21	20-Feb-2007	\$ 3,000,000,000.00	5.250%	21-Feb-17	£ 1,520,000,000	ISIN: XS0286774483
22	8-Jun-2007	€ 1,250,000,000.00	4.625%	08-Jun-17	£ 850,000,000	ISIN: XS0304458721
23	8-Jun-2007	€ 1,250,000,000.00	4.750%	08-Jun-22	£ 850,000,000	ISIN: XS0304459026
24	10-Sep-2007	€ 2,000,000,000.00	4.500%	10-Sep-10	£ 1,350,000,000	ISIN: XS0320438442
25	26-Oct-2007	€ 2,000,000,000.00	4.750%	26-Jan-15	£ 1,396,000,000	ISIN: XS0327502224
26	18-Dec-2007	kr 4,680,000,000.00	6m DKK CIBOR + 0.29%	02-Jan-18	£ 453,550,000	ISIN: DK0030075023
28	18-Feb-2008	€ 780,000,000.00	3m Euribor + 0.23%	01-Mar-11	£ 580,600,000	ISIN: XS0347466301
29	22-May-2008	£ 2,100,000,000.00	1m GBP LIBOR + 0.12%	22-Sep-11	£ 2,100,000,000	ISIN: XS0366238375
31	28-May-2008	£ 2,800,000,000.00	1m GBP LIBOR + 0.12%	14-Nov-09	£ 2,800,000,000	ISIN: XS0366238961
32	5-Jun-2008	£ 2,800,000,000.00	1m GBP LIBOR + 0.12%	07-Mar-11	£ 2,800,000,000	ISIN: XS0366237724
33	26-Sep-2008	£ 1,000,000,000.00	1m GBP LIBOR + 0.12%	26-Mar-12	£ 1,000,000,000	ISIN: XS0390482213
34	26-Sep-2008	£ 500,000,000.00	1m GBP LIBOR + 0.12%	26-Mar-10	£ 500,000,000	ISIN: XS0390478963
35	26-Sep-2008	£ 500,000,000.00	1m GBP LIBOR + 0.12%	26-Sep-12	£ 500,000,000	ISIN: XS0390479185
36	26-Sep-2008	£ 500,000,000.00	1m GBP LIBOR + 0.12%	26-Mar-12	£ 500,000,000	ISIN: XS0390479268
37	2-Oct-2008	£ 500,000,000.00	1m GBP LIBOR + 0.12%	22-May-12	£ 500,000,000	ISIN: XS0391406591
38	2-Oct-2008	£ 410,000,000.00	1m GBP LIBOR + 0.12%	27-May-14	£ 410,000,000	ISIN: XS0391406088
39	2-Oct-2008	£ 2,000,000,000.00	1m GBP LIBOR + 0.12%	27-Jul-15	£ 2,000,000,000	ISIN: XS0391405783
40	2-Oct-2008	£ 500,000,000.00	1m GBP LIBOR + 0.12%	23-Aug-17	£ 500,000,000	ISIN: XS0391405940
					<b>£35,483,523,595</b>	

### Contact details and report distribution channels

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