

# Bank of Scotland plc €60 billion Covered Bond Programme

## Monthly Report December 2012

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### Administration

Name of issuer	Bank of Scotland plc
Name of RCB programme	€60 billion Covered Bond Programme
Name, job title and contact details of person validating this form	Tracey Hill   Head of Securitisation   traceyhill@halifax.co.uk   0113 235 2176
Date of form submission	16 Jan 2013
Start Date of reporting period	1 Dec 2012
End Date of reporting period	31 Dec 2012
Web links - prospectus, transaction documents, loan-level data	<a href="http://www.lloydsbankinggroup.com/investors/debt_investors/covered_bonds_terms.asp">http://www.lloydsbankinggroup.com/investors/debt_investors/covered_bonds_terms.asp</a>

### Counterparties, Ratings

	Counterparty/ies	Fitch		Moody's		S&P		DBRS	
		Rating trigger	Current rating	Rating trigger	Current rating	Rating trigger	Current rating	Rating trigger	Current rating
Covered bonds		n/a	AAA	n/a	Aaa	n/a	AAA	n/a	n/a
Issuer <sup>(1)</sup>	Bank of Scotland plc	n/a	F1 / A	n/a	P-1 / A2	n/a	A-1 / A	n/a	n/a
Seller(s) <sup>(1)</sup>	Bank of Scotland plc	n/a	F1 / A	n/a	P-1 / A2	n/a	A-1 / A	n/a	n/a
Cash manager <sup>(1)</sup>	Bank of Scotland plc	n/a	F1 / A	n/a	P-1 / A2	n/a	A-1 / A	n/a	n/a
Account bank	Bank of Scotland plc	<F1 / A	F1 / A	<P-1	P-1 / A2	<A	A-1 / A	n/a	n/a
Stand-by account bank	None	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Servicer(s)	Bank of Scotland plc	<BBB-	F1 / A	<Baa3	P-1 / A2	<BBB-	A-1 / A	n/a	n/a
Stand-by servicer(s)	None	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Swap provider(s) on cover pool <sup>(2)</sup>	Bank of Scotland plc	<F1 / A	F1 / A	<P-1 / A2	P-1 / A2	<A-1 / A	A-1 / A	n/a	n/a
Stand-by swap provider(s) on cover pool	None	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Swap notional amount(s) (GBP) <sup>(3)</sup>	£ 35,613,961,844								
Swap notional maturity/ies <sup>(3)</sup>	n/a								
LLP receive rate/margin <sup>(3)</sup>	1.58%								
LLP pay rate/margin <sup>(3)</sup>	3.89%								
Collateral posting amount(s) (GBP) <sup>(3)</sup>	£ -								

### Accounts, Ledgers

	Value as of End Date of reporting period	Value as of Start Date of reporting period	Targeted Value
Revenue receipts (please disclose all parts of waterfall)			
Revenue Receipts (on the Loans)	£ 115,063,891	n/a	n/a
Bank Interest	£ 1,144,396	n/a	n/a
Excess amount released from Reserve Fund	£ 802,503,181	n/a	n/a
Available Revenue Receipts	£ 918,711,468	n/a	n/a
Senior fees (including Cash Manager & Servicer)	£ 2,937,542	n/a	n/a
Amounts due under cover pool swap	£ 69,804,214	n/a	n/a
Amounts due under Intercompany Loan	£ 8,953,467	n/a	n/a
Deferred Consideration	£ 837,013,245	n/a	n/a
Members' profit	£ 3,000	n/a	n/a
Total distributed	£ 918,711,468	n/a	n/a
Principal receipts (please disclose all parts of waterfall)			
Principal Receipts (on the Loans)	£ 443,174,119	n/a	n/a
Any other amount standing to credit Principal Ledger	£ -	n/a	n/a
Excess amount released Pre-Maturity Liquidity Ledger	£ -	n/a	n/a
Cash Capital Contribution from Members	£ -	n/a	n/a
Available Principal Receipts	£ 443,174,119	n/a	n/a
Credit to Pre-Maturity Liquidity Ledger	£ 443,174,119	n/a	n/a
Acquisition of Loans (Replenishments)	£ -	n/a	n/a
Credit to Principal Ledger	£ -	n/a	n/a
Amounts due under Intercompany Loan	£ -	n/a	n/a
Total distributed	£ 443,174,119	n/a	n/a
Reserve ledger	£ 802,503,180	£ 802,503,181	£ -
Revenue ledger	£ 116,208,287	£ 115,191,054	n/a
Principal ledger	£ 443,174,119	£ 782,596,104	n/a
Pre-maturity liquidity ledger	£ 4,311,524,370	£ 3,528,928,266	£ 4,888,306,117

# Bank of Scotland plc €60 billion Covered Bond Programme

## Asset Coverage Test

	Value	Description
A	£ 24,586,048,362	Adjusted Aggregate Loan Amount
B	£ 4,061,428,401	Principal collections not yet applied
C	£ 693,270,087	Qualifying additional collateral
D	£ -	Substitute assets
E	£ -	Proceeds of sold mortgage loans
V	n/a	Set-off offset loans
W	n/a	Personal secured loans
X	£ 19,753,449	Flexible draw capacity
Y	£ 1,759,282,798	Set-off
Z	£ 537,293,309	Negative carry
Total	£ 27,024,417,295	
Method used for calculating component 'A' <sup>(4)</sup>		A(ii)
Asset percentage (%)		70.0%
Maximum asset percentage from Fitch (%)		78.0%
Maximum asset percentage from Moody's (%)		83.3%
Maximum asset percentage from S&P (%)		70.6%
Maximum asset percentage from DBRS (%)		n/a
Credit support as derived from ACT (GBP)	£ 3,049,517,439	
Credit support as derived from ACT (%)		12.7%

## Programme-Level Characteristics

Programme currency	EUR
Programme size	60,000,000,000
Covered bonds principal amount outstanding (GBP, non-GBP series converted at swap FX rate)	£ 23,974,899,856
Covered bonds principal amount outstanding (GBP, non-GBP series converted at current spot rate)	£ 24,503,039,332
Cover pool balance (GBP)	£ 35,185,655,965
GIC account balance (GBP) <sup>(5)</sup>	£ 5,673,409,956
Any additional collateral (please specify)	None
Any additional collateral (GBP)	£ -
Aggregate balance of off-set mortgages (GBP)	£ -
Aggregate deposits attaching specifically to the off-set mortgages (GBP)	£ -
Nominal level of overcollateralisation (GBP) <sup>(6)</sup>	£ 15,965,454,599
Nominal level of overcollateralisation (%)	66.6%
Number of loans in cover pool	376,134
Average loan balance (GBP)	£ 93,546
Weighted average non-indexed LTV (%)	64.1%
Weighted average indexed LTV (%)	68.7%
Weighted average seasoning (months)	76.4
Weighted average remaining term (months)	213.4
Weighted average interest rate (%)	3.91%
Standard Variable Rate(s) (%)	3.99% & 3.89%
Constant Pre-Payment Rate (% , current month) <sup>(7)</sup>	
Constant Pre-Payment Rate (% , quarterly average) <sup>(7)</sup>	
Principal Payment Rate (% , current month)	13.95%
Principal Payment Rate (% , quarterly average)	17.71%
Constant Default Rate (% , current month) <sup>(8)</sup>	n/a
Constant Default Rate (% , quarterly average) <sup>(8)</sup>	n/a
Fitch Discontinuity Cap	4 (moderate)
Moody's Timely Payment Indicator	Probable
Moody's Collateral Score (%)	8.7%

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## Mortgage collections <sup>(7)</sup>

Mortgage collections (scheduled - interest)	£	115,063,891
Mortgage collections (scheduled - principal)		
Mortgage collections (unscheduled - interest)	£	-
Mortgage collections (unscheduled - principal)	£	443,174,119

## Loan Redemptions & Replenishments Since Previous Reporting Date

	Number	% of total number	Amount (GBP)	% of total amount
Loan redemptions since previous reporting date	3,120	0.83%	232,187,675	0.66%
Loans bought back by seller(s)	693	0.18%	66,288,855	0.19%
of which are non-performing loans	396	0.11%	41,231,035	0.12%
of which have breached R&Ws	286	0.08%	23,982,472	0.07%
Loans sold into the cover pool	0	0.00%	-	0.00%

## Product Rate Type and Reversionary Profiles <sup>(9)</sup>

	Number	% of total number	Amount (GBP)	% of total amount	Weighted average				
					Current rate	Remaining teaser period (months)	Current margin <sup>(10)</sup>	Reversionary margin <sup>(10)</sup>	Initial rate <sup>(11)</sup>
Fixed currently, reverting to SVR	94,640	25.16%	9,485,863,814	26.96%	4.55%	19.49	4.55%	0.00%	4.55%
Fixed currently, reverting to Libor	0	0.00%	-	0.00%	-	-	-	-	-
Fixed currently, reverting to tracker	3,832	1.02%	321,497,729	0.91%	5.84%	23.14	5.84%	0.00%	5.84%
Fixed for life	60	0.02%	307,967	0.00%	3.59%	-	3.59%	-	3.59%
Tracker currently, reverting to SVR	14,696	3.91%	1,725,164,991	4.90%	2.85%	9.28	2.35%	0.00%	2.85%
Tracker currently, reverting to Libor	0	0.00%	-	0.00%	-	-	-	-	-
Tracker for life	42,547	11.31%	2,743,637,027	7.80%	1.58%	-	1.08%	-	1.58%
SVR, including discount to SVR	220,359	58.59%	20,909,184,438	59.43%	3.99%	-	0.00%	-	3.99%
Libor	0	0.00%	-	0.00%	-	-	-	-	-
<b>Total</b>	<b>376,134</b>	<b>100.00%</b>	<b>35,185,655,965</b>	<b>100.00%</b>	<b>3.91%</b>				<b>3.91%</b>

## Stratifications

Arrears breakdown	Number	% of total number	Amount (GBP)	% of total amount
Current	362,990	96.51%	33,830,752,089	96.15%
0-1 month in arrears	7,849	2.09%	764,054,533	2.17%
1-2 months in arrears	3,564	0.95%	393,490,652	1.12%
2-3 months in arrears	1,295	0.34%	146,717,139	0.42%
3-6 months in arrears	435	0.12%	50,622,629	0.14%
6-12 months in arrears	1	0.00%	18,923	0.00%
12+ months in arrears	0	0.00%	-	0.00%
<b>Total</b>	<b>376,134</b>	<b>100.00%</b>	<b>35,185,655,965</b>	<b>100.00%</b>

Current non-indexed LTV	Number	% of total number	Amount (GBP)	% of total amount
0-50%	165,554	44.01%	8,369,062,431	23.79%
50-55%	20,636	5.49%	2,038,387,349	5.79%
55-60%	22,293	5.93%	2,468,359,052	7.02%
60-65%	23,218	6.17%	2,640,275,036	7.50%
65-70%	27,021	7.18%	3,381,058,164	9.61%
70-75%	31,907	8.48%	4,346,953,655	12.35%
75-80%	27,301	7.26%	3,786,814,642	10.76%
80-85%	22,459	5.97%	3,119,283,539	8.87%
85-90%	18,923	5.03%	2,715,860,292	7.72%
90-95%	9,385	2.50%	1,292,105,245	3.67%
95-100%	3,838	1.02%	508,269,491	1.44%
100-105%	1,770	0.47%	245,283,544	0.70%
105-110%	1,053	0.28%	156,990,030	0.45%
110-125%	758	0.20%	115,255,018	0.33%
125%+	18	0.00%	1,698,478	0.00%
<b>Total</b>	<b>376,134</b>	<b>100.00%</b>	<b>35,185,655,965</b>	<b>100.00%</b>

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Current indexed LTV	Number	% of total number	Amount (GBP)	% of total amount
0-50%	158,828	42.23%	7,692,015,064	21.86%
50-55%	17,803	4.73%	1,745,123,675	4.96%
55-60%	18,639	4.96%	2,065,223,542	5.87%
60-65%	18,926	5.03%	2,178,666,002	6.19%
65-70%	20,961	5.57%	2,613,618,013	7.43%
70-75%	24,477	6.51%	3,221,249,969	9.16%
75-80%	24,957	6.64%	3,293,126,351	9.36%
80-85%	22,595	6.01%	3,097,207,191	8.80%
85-90%	20,699	5.50%	2,804,504,998	7.97%
90-95%	16,353	4.35%	2,163,941,186	6.15%
95-100%	12,168	3.24%	1,652,401,231	4.70%
100-105%	9,115	2.42%	1,258,037,666	3.58%
105-110%	5,856	1.56%	779,557,382	2.22%
110-125%	4,670	1.24%	609,507,884	1.73%
125%+	87	0.02%	11,475,811	0.03%
<b>Total</b>	<b>376,134</b>	<b>100.00%</b>	<b>35,185,655,965</b>	<b>100.00%</b>

Current outstanding balance of loan	Number	% of total number	Amount (GBP)	% of total amount
0-5,000	7,874	2.09%	16,500,757	0.05%
5,000-10,000	7,911	2.10%	60,897,612	0.17%
10,000-25,000	36,916	9.81%	662,097,442	1.88%
25,000-50,000	67,793	18.02%	2,525,267,820	7.18%
50,000-75,000	66,044	17.56%	4,117,668,217	11.70%
75,000-100,000	57,283	15.23%	4,983,934,675	14.16%
100,000-150,000	72,354	19.24%	8,799,523,786	25.01%
150,000-200,000	31,425	8.35%	5,389,114,119	15.32%
200,000-250,000	13,184	3.51%	2,920,290,238	8.30%
250,000-300,000	5,907	1.57%	1,606,814,668	4.57%
300,000-350,000	3,095	0.82%	996,163,851	2.83%
350,000-400,000	1,977	0.53%	736,730,889	2.09%
400,000-450,000	1,204	0.32%	508,563,668	1.45%
450,000-500,000	962	0.26%	457,021,207	1.30%
500,000-600,000	1,058	0.28%	570,804,456	1.62%
600,000-700,000	553	0.15%	355,822,931	1.01%
700,000-800,000	327	0.09%	243,029,740	0.69%
800,000-900,000	160	0.04%	134,327,863	0.38%
900,000-1,000,000	106	0.03%	100,081,457	0.28%
1,000,000 +	1	0.00%	1,000,568	0.00%
<b>Total</b>	<b>376,134</b>	<b>100.00%</b>	<b>35,185,655,965</b>	<b>100.00%</b>

Regional distribution <sup>(12)</sup>	Number	% of total number	Amount (GBP)	% of total amount
East Midlands	25,356	6.74%	2,042,195,413	5.80%
East of England	29,563	7.86%	3,291,813,654	9.36%
London	36,880	9.81%	5,877,410,297	16.70%
North East	18,555	4.93%	1,274,482,751	3.62%
North West	44,324	11.78%	3,393,663,339	9.65%
Scotland	59,989	15.95%	3,967,488,503	11.28%
South East	44,635	11.87%	5,645,116,324	16.04%
South West	25,754	6.85%	2,576,203,563	7.32%
Wales	16,544	4.40%	1,254,060,687	3.56%
West Midlands	30,995	8.24%	2,606,884,507	7.41%
Yorkshire And The Humber	43,440	11.55%	3,244,242,945	9.22%
Unknown	99	0.03%	12,093,981	0.03%
<b>Total</b>	<b>376,134</b>	<b>100.00%</b>	<b>35,185,655,965</b>	<b>100.00%</b>

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Repayment type <sup>(13)</sup>	Number	% of total number	Amount (GBP)	% of total amount
Capital repayment	238,013	63.28%	18,992,192,301	53.98%
Part-and-part				
Interest-only	138,121	36.72%	16,193,463,664	46.02%
Offset	0	0.00%	-	0.00%
<b>Total</b>	<b>376,134</b>	<b>100.00%</b>	<b>35,185,655,965</b>	<b>100.00%</b>

Seasoning	Number	% of total number	Amount (GBP)	% of total amount
0 - <12 months	8,173	2.17%	933,235,167	2.65%
12 - <24 months	14,407	3.83%	1,625,121,136	4.62%
24 - <36 months	11,636	3.09%	1,296,779,315	3.69%
36 - <48 months	5,707	1.52%	601,657,907	1.71%
48 - <60 months	46,697	12.41%	5,427,862,586	15.43%
60 - <72 months	64,451	17.14%	8,172,795,034	23.23%
72 - <84 months	50,154	13.33%	5,133,667,313	14.59%
84 - <96 months	44,800	11.91%	4,095,638,810	11.64%
96 - <108 months	30,543	8.12%	2,438,656,305	6.93%
108 - <120 months	28,047	7.46%	1,956,219,469	5.56%
120 - <150 months	35,422	9.42%	1,971,946,414	5.60%
150 - <180 months	21,456	5.70%	970,859,625	2.76%
180+ months	14,641	3.89%	561,216,884	1.60%
<b>Total</b>	<b>376,134</b>	<b>100.00%</b>	<b>35,185,655,965</b>	<b>100.00%</b>

Interest payment type	Number	% of total number	Amount (GBP)	% of total amount
Fixed	98,532	26.20%	9,807,669,510	27.87%
SVR	220,359	58.59%	20,909,184,438	59.43%
Tracker	57,243	15.22%	4,468,802,017	12.70%
Other (please specify)	0	0.00%	-	0.00%
<b>Total</b>	<b>376,134</b>	<b>100.00%</b>	<b>35,185,655,965</b>	<b>100.00%</b>

Loan purpose type	Number	% of total number	Amount (GBP)	% of total amount
Owner-occupied	374,600	99.59%	35,013,211,289	99.51%
Buy-to-let	0	0.00%	-	0.00%
Second home	1,534	0.41%	172,444,676	0.49%
<b>Total</b>	<b>376,134</b>	<b>100.00%</b>	<b>35,185,655,965</b>	<b>100.00%</b>

Income verification type <sup>(14)</sup>	Number	% of total number	Amount (GBP)	% of total amount
Fully verified				
Fast-track				
Self-certified				
<b>Total</b>	<b>0</b>		<b>-</b>	

Remaining term of loan	Number	% of total number	Amount (GBP)	% of total amount
0 - <30 months	12,908	3.43%	539,233,785	1.53%
30 - <60 months	20,411	5.43%	1,169,441,432	3.32%
60 - <120 months	55,912	14.86%	3,837,507,023	10.91%
120 - <180 months	74,863	19.90%	6,813,981,577	19.37%
180 - <240 months	96,321	25.61%	11,167,752,572	31.74%
240 - <300 months	47,947	12.75%	5,729,770,101	16.28%
300 - <360 months	34,030	9.05%	3,243,445,319	9.22%
360+ months	33,742	8.97%	2,684,524,156	7.63%
<b>Total</b>	<b>376,134</b>	<b>100.00%</b>	<b>35,185,655,965</b>	<b>100.00%</b>

Employment status <sup>(14)</sup>	Number	% of total number	Amount (GBP)	% of total amount
Employed				
Self-employed				
Unemployed				
Retired				
Guarantor				
Other				
<b>Total</b>	<b>0</b>		<b>-</b>	

## Bank of Scotland plc €60 billion Covered Bond Programme

### Covered Bonds Outstanding, Associated Derivatives (please disclose for all bonds outstanding)

Series	CB0002/03	CB0004/04	CB0005/04	CB0006/04	CB0007/05	CB0010/05	CB0011/05	CB0013/05	CB0014/05	0015/06	0016/06
Issue date	23 Oct 2003	4 Jun 2004	23 Sep 2004	13 Dec 2004	8 Feb 2005	15 Aug 2005	15 Aug 2005	25 Nov 2005	25 Nov 2005	25 Jan 2006	13 Jul 2006
Original rating (Moody's/S&P/Fitch/DBRS)	Aaa / AAA / AAA / -	Aaa / AAA / AAA / -	Aaa / AAA / AAA / -	Aaa / AAA / AAA / -	Aaa / AAA / AAA / -	Aaa / AAA / AAA / -	Aaa / AAA / AAA / -	Aaa / AAA / AAA / -	Aaa / AAA / AAA / -	Aaa / AAA / AAA / -	Aaa / AAA / AAA / -
Current rating (Moody's/S&P/Fitch/DBRS)	Aaa / AAA / AAA / -	Aaa / AAA / AAA / -	Aaa / AAA / AAA / -	Aaa / AAA / AAA / -	Aaa / AAA / AAA / -	Aaa / AAA / AAA / -	Aaa / AAA / AAA / -	Aaa / AAA / AAA / -	Aaa / AAA / AAA / -	Aaa / AAA / AAA / -	Aaa / AAA / AAA / -
Denomination	EUR	EUR	EUR	GBP	EUR	EUR	USD	EUR	GBP	EUR	EUR
Amount at issuance	2,000,000,000	1,250,000,000	2,000,000,000	500,000,000	1,500,000,000	189,100,000	70,200,000	233,800,000	200,000,000	2,000,000,000	1,500,000,000
Amount outstanding	2,000,000,000	1,250,000,000	2,000,000,000	500,000,000	1,500,000,000	89,100,000	70,200,000	233,800,000	200,000,000	2,000,000,000	1,500,000,000
FX swap rate (rate:£1)	1.436	1.503	1.470	1.000	1.445	1.443	1.776	1.169	1.000	1.458	1.440
Maturity type (hard/soft-bullet/pass-through)	Hard bullet	Hard bullet	Hard bullet	Hard bullet	Hard bullet	Hard bullet	Hard bullet	Hard bullet	Hard bullet	Hard bullet	Hard bullet
Scheduled final maturity date	23 Oct 2013	4 Jun 2019	23 Sep 2014	15 Dec 2014	7 Feb 2020	30 Sep 2013	30 Sep 2013	28 May 2013	25 Nov 2013	25 Jan 2013	13 Jul 2021
Legal final maturity date	23 Oct 2013	4 Jun 2019	23 Sep 2014	15 Dec 2014	7 Feb 2020	30 Sep 2013	30 Sep 2013	28 May 2013	25 Nov 2013	25 Jan 2013	13 Jul 2021
ISIN	XS0178952650	XS0193640629	XS0201674594	XS0208047778	XS0212074388	XS0226832250	XS0226831872	XS0236528542	XS0236527817	XS0241851764	XS0260981658
Stock exchange listing	London & Luxembourg	London & Luxembourg	Luxembourg	Luxembourg	Luxembourg	Luxembourg	Luxembourg	Luxembourg	Luxembourg	Luxembourg	Luxembourg
Coupon payment frequency	Annual	Annual	Annual	Quarterly	Annual	Quarterly	Quarterly	Annual	Quarterly	Annual	Annual
Coupon payment date	23 Oct	4 Jun	23 Sep	13 Mar Jun Sep Dec	7 Feb	20 Mar Jun Sep Dec	20 Mar Jun Sep Dec	28 May	25 Feb May Aug Nov	25 Jan	13 Jul
Coupon (rate if fixed, margin and reference rate if floating)	4.500%	4.875%	4.250%	3m GBP LIBOR +0.075%	3.875%	3m EURIBOR +0.00%	3m USD LIBOR -0.01%	2.865%	3m GBP LIBOR +1.28%	3.250%	4.500%
Margin payable under extended maturity period (%)	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Swap counterparty/ies	Bank of Scotland	Bank of Scotland	Bank of Scotland	Bank of Scotland	Bank of Scotland	Bank of Scotland	Bank of Scotland	Bank of Scotland	Bank of Scotland	Bank of Scotland	Bank of Scotland
Swap notional denomination	GBP	GBP	GBP	GBP	GBP	GBP	GBP	GBP	GBP	GBP	GBP
Swap notional amount	1,392,600,000	831,875,000	1,360,544,218	500,000,000	1,038,000,000	61,746,300	39,527,027	200,000,000	200,000,000	1,372,000,000	1,041,750,000
Swap notional maturity	23 Oct 2013	4 Jun 2019	23 Sep 2014	15 Dec 2014	7 Feb 2020	30 Sep 2013	30 Sep 2013	28 May 2013	25 Nov 2013	25 Jan 2013	13 Jul 2021
LLP receive rate/margin	4.500%	4.875%	4.250%	3m GBP LIBOR +0.075%	3.875%	3m EURIBOR +0.00%	3m USD LIBOR -0.01%	2.865%	3m GBP LIBOR +1.28%	3.250%	4.500%
LLP pay rate/margin	1m GBP LIBOR	1m GBP LIBOR	1m GBP LIBOR	1m GBP LIBOR	1m GBP LIBOR	1m GBP LIBOR	1m GBP LIBOR	1m GBP LIBOR +1.432%	1m GBP LIBOR +1.616%	1m GBP LIBOR	1m GBP LIBOR
Collateral posting amount	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -
Series	0017/06	0018/06	0021/07	0022/07	0023/07	0025/07	0026/07	0029/08	0033/08	0035/08	0036/08
Issue date	13 Jul 2006	17 Nov 2006	20 Feb 2007	8 Jun 2007	8 Jun 2007	26 Oct 2007	18 Dec 2007	22 May 2008	26 Sep 2008	26 Sep 2008	26 Sep 2008
Original rating (Moody's/S&P/Fitch/DBRS)	Aaa / AAA / AAA / -	Aaa / AAA / AAA / -	Aaa / AAA / AAA / -	Aaa / AAA / AAA / -	Aaa / AAA / AAA / -	Aaa / AAA / AAA / -	Aaa / AAA / AAA / -	Aaa / AAA / AAA / -	Aaa / AAA / AAA / -	Aaa / AAA / AAA / -	Aaa / AAA / AAA / -
Current rating (Moody's/S&P/Fitch/DBRS)	Aaa / AAA / AAA / -	Aaa / AAA / AAA / -	Aaa / AAA / AAA / -	Aaa / AAA / AAA / -	Aaa / AAA / AAA / -	Aaa / AAA / AAA / -	Aaa / AAA / AAA / -	Aaa / AAA / AAA / -	Aaa / AAA / AAA / -	Aaa / AAA / AAA / -	Aaa / AAA / AAA / -
Denomination	EUR	EUR	USD	EUR	EUR	EUR	DKK	EUR	GBP	EUR	EUR
Amount at issuance	1,500,000,000	2,000,000,000	3,000,000,000	1,250,000,000	1,250,000,000	2,000,000,000	4,680,000,000	1,196,000,000	1,000,000,000	591,750,000	591,750,000
Amount outstanding	1,500,000,000	2,000,000,000	2,193,934,000	1,250,000,000	1,250,000,000	2,000,000,000	4,680,000,000	1,196,000,000	1,000,000,000	591,750,000	591,750,000
FX swap rate (rate:£1)	1.440	1.487	1.974	1.471	1.471	1.433	10.319	1.196	1.000	1.184	1.184
Maturity type (hard/soft-bullet/pass-through)	Hard bullet	Hard bullet	Hard bullet	Hard bullet	Hard bullet	Hard bullet	Hard bullet	Hard bullet	Hard bullet	Hard bullet	Hard bullet
Scheduled final maturity date	13 Jul 2016	15 Jan 2014	21 Feb 2017	8 Jun 2017	8 Jun 2022	26 Jan 2015	2 Jan 2018	23 Sep 2019	27 Jan 2014	27 Oct 2014	25 Jan 2016
Legal final maturity date	13 Jul 2016	15 Jan 2014	21 Feb 2017	8 Jun 2017	8 Jun 2022	26 Jan 2015	2 Jan 2018	23 Sep 2019	27 Jan 2014	27 Oct 2014	25 Jan 2016
ISIN	XS0260981229	XS0275093473	XS0286774483	XS0304458721	XS0304459026	XS0327502224	DK0030075023	XS0366238375	XS0390482213	XS0390479185	XS0390479268
Stock exchange listing	Luxembourg	Luxembourg	Luxembourg	Luxembourg	Luxembourg	Luxembourg	Copenhagen	Luxembourg	Luxembourg	Luxembourg	Luxembourg
Coupon payment frequency	Annual	Annual	Semi-annual	Annual	Annual	Annual	Semi-annual	Quarterly	Quarterly	Annual	Annual
Coupon payment date	13 Jul	15 Jan	21 Feb & Aug	8 Jun	8 Jun	26 Jan	1 Jan & Jul	22 Mar Jun Sep Dec	27 Jan Apr Jul Oct	27 Oct	20 Dec
Coupon (rate if fixed, margin and reference rate if floating)	4.375%	3.875%	5.250%	4.625%	4.750%	4.750%	6m DKK CIBOR + 0.29%	3m EURIBOR +1.75%	3m GBP LIBOR +1.28%	3.375%	3.375%
Margin payable under extended maturity period (%)	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Swap counterparty/ies	Bank of Scotland	Bank of Scotland	Bank of Scotland	Bank of Scotland	Bank of Scotland	Bank of Scotland	Bank of Scotland	Bank of Scotland	Bank of Scotland	Bank of Scotland	Bank of Scotland
Swap notional denomination	GBP	GBP	GBP	GBP	GBP	GBP	GBP	GBP	GBP	GBP	GBP
Swap notional amount	1,041,750,000	1,345,000,000	1,111,593,227	850,000,000	850,000,000	1,396,000,000	453,550,000	1,000,000,000	1,000,000,000	500,000,000	500,000,000
Swap notional maturity	13 Jul 2016	15 Jan 2014	21 Feb 2017	8 Jun 2017	8 Jun 2022	26 Jan 2015	2 Jan 2018	23 Sep 2019	27 Jan 2014	27 Oct 2014	25 Jan 2016
LLP receive rate/margin	4.375%	3.875%	5.250%	4.625%	4.750%	4.750%	6m DKK CIBOR + 0.29%	3m EURIBOR +1.75%	3m GBP LIBOR +1.28%	3.375%	3.375%
LLP pay rate/margin	1m GBP LIBOR	1m GBP LIBOR	1m GBP LIBOR	1m GBP LIBOR	1m GBP LIBOR	1m GBP LIBOR	1m GBP LIBOR	1m GBP LIBOR +2.331%	1m GBP LIBOR +1.608%	1m GBP LIBOR +1.957%	1m GBP LIBOR +1.594%
Collateral posting amount	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -

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Series	0037/08	0038/08	0039/08	0040/08	0041/10
Issue date	2 Oct 2008	2 Oct 2008	2 Oct 2008	2 Oct 2008	24 Mar 2010
Original rating (Moody's/S&P/Fitch/DBRS)	Aaa / AAA / AAA / -	Aaa / AAA / AAA / -	Aaa / AAA / AAA / -	Aaa / AAA / AAA / -	Aaa / AAA / AAA / -
Current rating (Moody's/S&P/Fitch/DBRS)	Aaa / AAA / AAA / -	Aaa / AAA / AAA / -	Aaa / AAA / AAA / -	Aaa / AAA / AAA / -	Aaa / AAA / AAA / -
Denomination	EUR	GBP	EUR	EUR	EUR
Amount at issuance	591,750,000	410,000,000	2,130,300,000	591,750,000	850,000,000
Amount outstanding	591,750,000	410,000,000	2,130,300,000	591,750,000	850,000,000
FX swap rate (rate:£1)	1.184	1.000	1.184	1.184	1.109
Maturity type (hard/soft-bullet/pass-through)	Hard bullet	Hard bullet	Hard bullet	Hard bullet	Hard bullet
Scheduled final maturity date	25 Jan 2016	27 May 2014	27 Jul 2015	23 Aug 2017	24 Mar 2016
Legal final maturity date	25 Jan 2016	27 May 2014	27 Jul 2015	23 Aug 2017	24 Mar 2016
ISIN	XS0391406591	XS0391406088	XS0391405783	XS0391405940	XS0496583468
Stock exchange listing	Luxembourg	Luxembourg	Luxembourg	Luxembourg	Luxembourg
Coupon payment frequency	Annual	Quarterly	Annual	Annual	Quarterly
Coupon payment date	20 Dec	27 Feb May Aug Nov	27 Jul	20 Dec	24 Mar Jun Sep Dec
Coupon (rate if fixed, margin and reference rate if floating)	3.375%	3m GBP LIBOR +1.29%	3.625%	3.500%	3m EURIBOR +0.95%
Margin payable under extended maturity period (%)	N/A	N/A	N/A	N/A	N/A
Swap counterparty/ies	Bank of Scotland	Bank of Scotland	Bank of Scotland	Bank of Scotland	Bank of Scotland
Swap notional denomination	GBP	GBP	GBP	GBP	GBP
Swap notional amount	500,000,000	410,000,000	1,800,000,000	500,000,000	766,615,000
Swap notional maturity	25 Jan 2016	27 May 2014	27 Jul 2015	23 Aug 2017	24 Mar 2016
LLP receive rate/margin	3.375%	3m GBP LIBOR +1.29%	3.625%	3.500%	3m EURIBOR +0.95%
LLP pay rate/margin	1m GBP LIBOR +1.594%	1m GBP LIBOR +1.621%	1m GBP LIBOR +1.983%	1m GBP LIBOR +1.322%	1m GBP LIBOR
Collateral posting amount	£ -	£ -	£ -	£ -	£ -

### Programme triggers

Event	Summary of Event	Trigger (S&P, Moody's, Fitch, DBRS; short-term, long-term)	Current Rating (S&P, Moody's, Fitch, DBRS; short-term, long-term)	Trigger breached (yes/no)	Consequence of a trigger breach
Pre-Maturity Liquidity Test	Loss of required rating by the Issuer	Short term: A-1+ / P-1 / F1+ / - Long term: - / A1 / - / -	Short term: A-1 / P-1 / F1 / - Long term: A / A1 / A / -	Yes	Requirement to fund the Pre-Maturity Liquidity Ledger to the Required Redemption Amount and, if necessary, the sale of Selected Loans.
Reserve Fund trigger	Loss of required rating by the Issuer	Short term: - / P-1 / F1 / - Long term: BBB / - / A / -	Short term: A-1 / P-1 / F1 / - Long term: A / A1 / A / -	No	Requirement to establish and maintain the Reserve Fund and to trap any Available Revenue Receipts (in accordance with the relevant waterfall), as necessary, to fund the Reserve Fund to the Reserve Fund Required Amount.
Set-off risk protection trigger	Loss of required rating by the Issuer	Short term: - / P-1 / F1 / - Long term: BBB / A2 / A / -	Short term: A-1 / P-1 / F1 / - Long term: A / A1 / A / -	No	The sizing of the set-off risk protection in the Asset Coverage Test shall be increased from zero to 5% (or such other amount as may be set from time to time, subject to the Issuer obtaining a Rating Agency Confirmation).
Interest Rate Swap Provider rating trigger	Loss of required rating by the Interest Rate Swap Provider	Short term: A-1 / P-1 / F1 / - Long term: A / A2 / A / -	Short term: A-1 / P-1 / F1 / - Long term: A / A1 / A / -	No	Requirement to post collateral, transfer obligations to a suitably rated replacement swap provider, procure another suitably rated entity to become a co-obligor or guarantor or other actions as may be agreed with the relevant agency in order to maintain or restore (as applicable) the ratings of the covered bonds. The ratings shown are the first level of triggers. Other triggers exist at lower levels with further consequences.
Covered Bond Swap Provider rating trigger	Loss of required rating by the relevant Covered Bond Swap Provider	Short term: A-1 / P-1 / F1 / - Long term: A / A2 / A / -	Short term: A-1 / P-1 / F1 / - Long term: A / A1 / A / -	No	Requirement to post collateral, transfer obligations to a suitably rated replacement swap provider, procure another suitably rated entity to become a co-obligor or guarantor or other actions as may be agreed with the relevant agency in order to maintain or restore (as applicable) the ratings of the covered bonds. The ratings shown are the first level of triggers. Other triggers exist at lower levels with further consequences.
Account Bank rating trigger	Loss of required rating by the Account Bank	Short term: - / P-1 / F1 / - Long term: A / - / A / -	Short term: A-1 / P-1 / F1 / - Long term: A / A1 / A / -	No	Termination event pursuant to the Bank Account Agreement, unless downgrade remedied in accordance with the terms of the Bank Account Agreement.
Perfection preparation trigger	Loss of required rating by the Seller	Long term: BBB / Baa2 / BBB / -	Long term: A / A2 / A / -	No	The Seller shall deliver to the LLP and the Rating Agencies a draft letter of notice to the Borrowers of the sale and purchase of the loans.
Perfection trigger	Loss of required rating by the Seller	Long term: BBB- / Baa3 / BBB- / -	Long term: A / A2 / A / -	No	Legal title to the Loans and their Related Security will be transferred to the LLP.
Servicer trigger	Loss of required rating by the Servicer	Long term: BBB- / Baa3 / BBB- / -	Long term: A / A2 / A / -	No	The Servicer will use reasonable endeavours to enter, within 60 days, into a master servicing agreement with a third party in such form as the LLP and the Security Trustee shall reasonably require.
Title deeds	Loss of required rating by the Servicer	Short term: A-1+ / P-1 / F-1+ / -	Short term: A-1 / P-1 / F-1 / -	Yes	The Servicer will use reasonable endeavours to ensure that the Title Deeds are identified as distinct from the title deeds of other properties and mortgages that do not form part of the portfolio.
Cash Manager verification trigger	Loss of required rating by the Cash Manager	Long term: BBB- / Baa3 / BBB- / -	Long term: A / A2 / A / -	No	The Asset Monitor will be required to report on the arithmetic accuracy of the Cash Manager's calculations more frequently.

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## Non-rating triggers

Event	Summary of Event	Trigger breached (yes/no)	Consequence of a trigger breach
Asset Coverage Test	On a Calculation Date, the Adjusted Aggregate Loan Amount is less than the Principal Amount Outstanding of Covered Bonds.	No	Breach of Asset Coverage Test not remedied on the next Calculation Date will result in HBOS Event of Default.
Interest Rate Shortfall Test	The amount of income that the LLP expects to receive in the next Calculation Period is insufficient to cover the would be amounts due to the Covered Bond Swap Provider(s) and other senior expenses ranking in priority thereto.	No	Standard variable rate and variable margins (on Tracker Rate Loans) may be increased.
HBOS Event of Default	Any of the conditions, events or acts provided in Condition 10(a) of Prospectus (Events of Default and Enforcement - HBOS Events of Default) occur.	No	Covered Bonds will become immediately due and payable against the Issuer and Group Guarantor. Notice to pay served on the LLP. Following service of Notice to Pay, LLP required to make payments of Guaranteed Amounts under the Covered Bonds.
Yield Shortfall Test	Following HBOS Event of Default, the Loans must yield 1m LIBOR plus 0.50%.	No	Standard variable rate and variable margins (on Tracker Rate Loans) may be increased.
Amortisation Test	On a Calculation Date, following a Notice to Pay, the Amortisation Test Aggregate Loan Amount is less than the Principal Amount Outstanding of Covered Bonds.	No	LLP Event of Default will occur.
LLP Event of Default	Any of the conditions, events or acts provided in Condition 10(b) of the Prospectus (Events of Default and Enforcement - LLP Events of Default) occur.	No	Covered Bonds will become immediately due and payable against the LLP, as well as the Issuer and Group Guarantor. Security becomes enforceable.

## Glossary

Term	Definition
Months in Arrears	The number of months in arrears based on the most recent payments due. It is not the amount of arrears divided by the current payment due. The arrears table on page 3 includes repossessions.
Indexed LTV	The current balance of the loans in a mortgage account divided by the indexed valuation of the property securing that mortgage account at the reporting date.
Non-indexed LTV	The current balance of the loans in a mortgage account divided by the latest valuation of the property held in the Seller's records, securing that mortgage account, at the reporting date.
Seasoning	Seasoning is reported on an aggregated basis for each mortgage account. It is calculated using the origination date of the original loan in the mortgage account and ignores any subsequent loans on the mortgage account.
PPR	Monthly PPR reflects the aggregate of scheduled and unscheduled principal receipts, including the proceeds from loan repurchases by the Seller.
Amount (GBP)	The aggregate current balance of the loans including (without double counting) the initial advance, any further advance, any flexible drawing, capitalised expenses, capitalised arrears and capitalised interest less any prepayments, repayments or payments of the foregoing prior to the relevant date, plus accrued interest on the loans at the relevant date
Original Valuation (for ACT only)	in relation to any property means the value given to that property by the most recent valuation addressed to the Seller of the Loan secured over that property.
Indexed Valuation (for ACT only)	(a) where the Original Valuation of the property is equal to or greater than the Halifax Price Indexed Valuation as at that date, the Halifax Price Indexed Valuation; or (b) where the Original Valuation of the property is less than the Halifax Price Indexed Valuation as at that date, the Original Valuation plus 85% of the difference between the Original Valuation and the Halifax Price Indexed Valuation.

## Footnotes

<sup>(1)</sup> There are no minimum ratings for the Issuer, Seller or Cash Manager. However, there are certain event triggers linked to their ratings. Please refer to the Programme triggers table on page 7 for details.

<sup>(2)</sup> For triggers relating to the swap provider(s) on the cover pool, the rating trigger disclosed is the next trigger point. There may be subsequent triggers and these are detailed in the relevant swap agreement.

<sup>(3)</sup> Relates to the asset swap.

<sup>(4)</sup> A(i) is the sum of the Adjusted Current Balance of each loan, which is the lower of (1) the actual Current Balance or (2) 60% of the Indexed Valuation minus, in each case the Aggregate Current Balance of deemed reductions;

A(ii) is the aggregate Current Balance of each loan (less deemed reductions) multiplied by the Asset Percentage.

<sup>(5)</sup> The GIC account balance has been adjusted to include cash from assets for the last day of the month collected first working day of following month.

<sup>(6)</sup> The nominal level of overcollateralisation includes cash held on both the Pre-Maturity Liquidity Ledger and the Principal Ledger.

<sup>(7)</sup> The Seller does not currently record which element of mortgage collections are scheduled and unscheduled, as such, this breakdown is not available.

<sup>(8)</sup> Not applicable for the asset pool which is a revolving pool.

<sup>(9)</sup> Based on the mortgage accounts' current primary product holding (rather than any historic product previously held). In addition to the primary product holding, an account may have other active product holdings which may or may not be the same as the primary product holding.

<sup>(10)</sup> The margins are based on the index rate and, therefore, fixed are reported at the fixed rate, trackers are reported over BBR (0.50%) and variable over SVR (3.99%).

<sup>(11)</sup> The initial rate is considered to be the same as the current rate.

<sup>(12)</sup> Regions are NUTS1 classifications (Nomenclature of Units for Territorial Statistics).

<sup>(13)</sup> Any 'Part-and-part' loans have been included in 'Interest-only'.

<sup>(14)</sup> The Seller does not currently retain these details in its live reporting systems.