

29 September 2010

Nationwide Building Society
AUD 20,000,000.00 Floating Rate Notes due 2013
issued pursuant to its U.S.\$25,000,000,000 Note Programme

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 30 November 2009 which constitutes a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the **Prospectus Directive**). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing during normal office hours at, and copies may be obtained from, the principal office of the Issuer at Nationwide House, Pipers Way, Swindon SN38 1NW and the specified offices of each of the Paying Agents.

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| 1. | Deposit/Ordinary/Subordinated: | Ordinary |
| 2. | Interest/Payment Basis: | 1 month AUD-BBR-BBSW + 1.45 per cent.
Floating Rate

(further particulars specified below) |
| 3. | If Instalment Note, insert Instalment Amount(s)/Instalment Date(s): | Not Applicable |
| 4. | If Partly Paid Notes, insert amount of each instalment (expressed as a percentage of the nominal amount of each Note)/due dates for any subsequent instalment/consequences of failure to pay/rate of interest: | Not Applicable |
| 5. | If Dual Currency Notes, insert the Rate(s) of Exchange/fallback provisions/person at whose option Specified Currency is to be payable/details of party (if any) responsible for calculating the principal and/or interest due (if not the Agent): | Not Applicable |

DESCRIPTION OF THE NOTES

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| 6. | New Global Note: | No |
| 7. | Form of Notes: | Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes only upon an Exchange Event |
| 8. | (a) Talons for future Coupons to be attached to Definitive Notes: | No |

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|-----|-----|--|--------------------------|
| | (b) | Date(s) on which the Talons mature: | Not Applicable |
| 9. | (a) | Series Number: | 419 |
| | (b) | Tranche Number: | 1 |
| | (c) | Details (including the date on which the Notes become fully fungible) if forming part of an existing Series: | Not Applicable |
| 10. | (a) | Nominal Amount of Notes to be issued: | AUD20,000,000 |
| | (b) | Aggregate nominal amount of Series (if more than one issue for the Series): | AUD20,000,000 |
| | (c) | Specified Currency (or Currencies in the case of Dual Currency Notes): | Australian Dollars (AUD) |
| | (d) | Specified Denomination(s): | AUD100,000 |
| | (e) | Calculation Amount: | Specified Denomination |
| | (f) | Tradeable Amount: | Not Applicable |
| 11. | | Issue Price: | 100 per cent. |
| 12. | | Issue Date: | 01 October 2010 |
| 13. | | Interest Commencement Date: | Issue Date |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE GENERAL

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|-----|---|----------------|
| 14. | Automatic/optional conversion from one Interest/Payment Basis to another: | Not Applicable |
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FIXED RATE NOTES	Not Applicable
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ZERO COUPON NOTES	Not Applicable
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FLOATING RATE NOTES OR INDEXED INTEREST NOTES	Applicable
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| 15. | (a) | Party responsible for calculating the Interest Rate and Interest Amount (if not the Agent): | Société Générale |
| | (b) | Interest Period(s) or specified Interest Payment Date(s): | 01 November, 01 December, 01 January, 01 February, 01 March, 01 April, 01 May, 01 June, 01 July, 01 August, 01 September, and 01 October in each year commencing on 01 November 2010 up to and including 01 October 2013, subject to adjustment in accordance with the Business Day Convention below. There shall |

be a resulting adjustment to the accrual.

- (c) Minimum Interest Rate (if any): Not Applicable
- (d) Maximum Interest Rate (if any):: Not Applicable
- (e) Business Day Convention: Modified Following Business Day (adjusted)
- (f) Additional Business Centres: Not applicable
- (g) Day Count Fraction: Actual/365 (Fixed)
- (h) Other terms relating to the method of calculating interest (N.B. rounding up provisions and if different from Condition 5.2(d) denominator for calculation of Interest):

Condition 5.2(d) applies

FLOATING RATE NOTES

Applicable

- 16. (a) Margin(s): Plus 1.45 per cent. per annum
- (b) First Interest Payment Date: 01 November 2010
- (c) Manner in which Rate of Interest is to be determined: Screen Rate Determination
- (d) If Screen Rate Determination:
 - (i) Reference Rate: AUD-BBR-BBSW with a designated maturity of 1 Month
 - (ii) Interest Determination Date: The first day of each Interest Period in accordance with Condition 5.2(d) – See "Relevant Screen Page" below.
 - (iii) Relevant Screen Page: Reuters Screen Page – BBSW

"1-Month AUD-BBR-BBSW" means that the rate for an Interest Determination Date will be the average mid rate, for Australian Dollar bills of exchange having a tenor of 1 month, which appears on Reuters Screen BBSW Page at approximately 10:00 a.m., Sydney time, on that Interest Determination Date.

"Sydney Business Day" means a day on which commercial banks are open for general business, including dealings in foreign exchange and foreign currency deposits, in Sydney.

If such rate does not appear on the Reuters

Screen BBSW Page by 10:30 a.m., Sydney time, on the Interest Determination Date, then the rate for that Interest Determination Date will be the arithmetic mean of the mid of the bid and ask rates quoted by five of the financial institutions authorised to quote on the Reuters Screen BBSW Page (the "Reference Banks") to the Calculation Agent. The quotations will be for the rates which the Reference Banks quoted or would have quoted at approximately 10:00 a.m. Sydney time, on the Interest Determination Date for Australian Dollar bills of exchange having a tenor of 1 month and of the type specified for the purpose of quoting on the Reuters Screen BBSW Page. If in respect of an Interest Determination Date the rate for that Interest Determination Date cannot be determined in accordance with the foregoing procedures, then the rate for that Interest Determination Date will be the rate determined by the Calculation Agents having regard to comparable indices then available. The rate calculated or determined by the Calculation Agent will be expressed as a percentage rate per annum and will be rounded up, if necessary, to the next higher on ten-thousandth of a percentage point (0.0001%).

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|-----|--|----------------|
| (e) | If ISDA Determination: | Not Applicable |
| (f) | If Rate of Interest to be calculated otherwise than by reference to (d) or (e) above insert details, including Rate of Interest and fallback provisions: | Not Applicable |

INDEXED INTEREST NOTES

Not Applicable

PROVISIONS REGARDING PAYMENTS

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| 17. | Definition of Payment Day for the purpose of the Conditions if different to that set out in Condition 7.3: | As per Condition 7.3 |
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PROVISIONS REGARDING REDEMPTION/MATURITY

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|-----|---|--|
| 18. | Maturity Date: | The Interest Payment Date falling in or nearest to 01 October 2013 |
| 19. | (a) Redemption at Issuer's option: | No |
| | (b) Redemption at Noteholder's option: | No |
| 20. | Final Redemption Amount for each Note, including the method, if any, of calculating the same: | AUD100,000 per Calculation Amount |

21. Early Redemption Amount payable on redemption for taxation reasons or on an Event of Default and/or the method, if any, of calculating the same, if other than as set out in Condition 6.6(a): As per Condition 6.6(a)

GENERAL PROVISIONS APPLICABLE TO THIS ISSUE OF NOTES

22. Other final terms: Not Applicable
23. Additional selling restrictions: Not Applicable
24. Method of distribution: Non-syndicated
- Société Générale
Tour Société Générale
17 cours Valmy
92987 Paris La Défense Cedex
25. Stabilising Manager: Not Applicable
26. Common Safekeeper: Clearstream Banking, *société anonyme*
27. U.S. Selling Restrictions: Reg S Compliance Category 2: TEFRA D
28. Redenomination and Exchange provisions: Not Applicable

PURPOSE OF FINAL TERMS

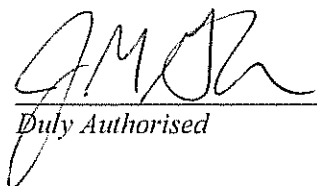
These Final Terms comprise the final terms required for issue and admission to trading on the London Stock Exchange's Regulated Market and listing on the Official List of the UK Listing Authority of the Notes described herein pursuant to the U.S.\$25,000,000,000 Note Programme of Nationwide Building Society.

RESPONSIBILITY

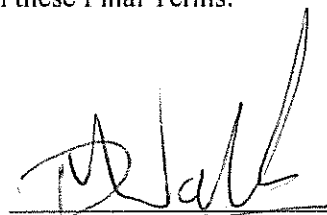
The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of **NATIONWIDE BUILDING SOCIETY**

By:



Duly Authorised

By:


Duly Authorised

FOR AND ON BEHALF OF
NATIONWIDE BUILDING SOCIETY


MARK F.A. HARVEY
MANAGER
TREASURY ADMINISTRATION


Aileen Gasson
Assistant Treasury Settlements Manager
Nationwide Building Society

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (a) Listing and Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange's Regulated Market and for listing on the Official List of the UK Listing Authority with effect from 01 October 2010.
- (b) Estimated of total expenses related to admission to trading: £300 plus VAT

2. RATINGS

Ratings: The Notes to be issued have not been rated

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer.

4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

Not Applicable

5. YIELD (*Fixed Rate Notes only*)

Not Applicable

6. PERFORMANCE OF INDEX/FORMULA, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE UNDERLYING (*Index-Linked Notes only*)

Not Applicable

7. PERFORMANCE OF RATE[S] OF EXCHANGE AND EXPLANATION OF EFFECT ON VALUE OF INVESTMENT (*Dual Currency Notes only*)

Not Applicable

8. OPERATIONAL INFORMATION

- (a) ISIN Code: XS0545412107
- (b) Common Code: 054541210
- (c) Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, société anonyme and the relevant identification number(s): Not Applicable
- (d) Delivery: Delivery against payment

- (e) Names and addresses of initial Paying Agent(s) (if any): Citibank, N.A., London Office
21st Floor
Citigroup Centre
Canada Square
Canary Wharf
London E14 5LB
- (f) Names and addresses of additional Paying Agent(s) (if any): Not Applicable
- (g) Intended to be held in a manner which would allow Eurosystem eligibility: No

For the purpose of calculating the U.S. Dollar equivalent of the nominal amount of Notes outstanding under the Programme from time to time, the U.S. Dollar equivalent of Notes denominated in another Specified Currency (as specified in the relevant Final Terms) shall be determined, at the discretion of the Issuer, either as of the date of agreement to issue such Notes (the **Agreement Date**) or on the preceding day on which commercial banks and foreign exchange markets are open for business in London, in each case on the basis of the spot rate for the sale of U.S. Dollars against the purchase of such Specified Currency in the London foreign exchange market quoted by any leading bank selected by the Issuer on the relevant date of calculation.