

Nationwide Covered Bonds LLP

Annual report and financial statements for  
the year ended 4 April 2011

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## **NATIONWIDE COVERED BONDS LLP**

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### **Members and advisers**

#### **Members**

Nationwide Building Society  
Moulton Capital Finance Limited

#### **Management Board**

Nationwide Building Society  
Moulton Capital Finance Limited

#### **Independent auditors**

PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
7 More London Riverside  
London  
SE1 2RT

#### **Registered office**

Nationwide House  
Pipers Way  
Swindon  
SN38 1NW

#### **Registered number**

OC313878  
Registered in England and Wales

## NATIONWIDE COVERED BONDS LLP

### Members' report for the year ended 4 April 2011

On behalf of the members of Nationwide Covered Bonds LLP (the LLP), the Management Board have pleasure in presenting their annual report and the audited financial statements for the year ended 4 April 2011. As set out more fully in the statement of accounting policies, this report and financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union.

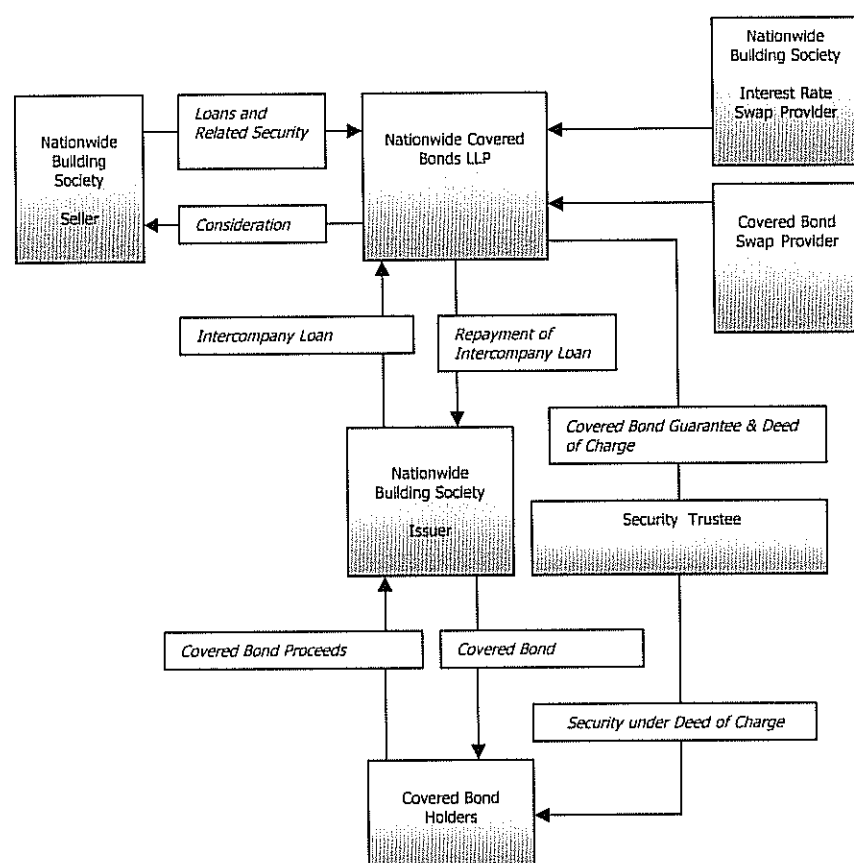
### Principal activities and review of the year

The LLP is a wholly owned subsidiary of Nationwide Building Society and is incorporated with limited liability. The LLP is registered, domiciled and operates solely in England and Wales. The LLP was incorporated on 25 June 2005.

The LLP is a special purpose vehicle whose purpose is to guarantee the Covered Bonds issued by the Nationwide Building Society (the Society) by acquiring mortgage loans and their related security from the Society pursuant to the terms of the Mortgage Sale Agreement entered into on 30 November 2005, when trading commenced. No change in principal activity is envisaged.

The LLP enters into interest rate swap agreements with the Society under which it swaps the interest cash flows of the mortgage loans for 3m Libor + spread. The LLP funds the purchase of the mortgage loans by loans from the Society, replicating the issue of Covered Bonds by the Society in Sterling (GBP) (its functional currency), Euros (EUR), US Dollars (USD), Japanese Yen (JPY), Norwegian Krona (NOK) and Swiss Francs (CHF). The LLP enters into currency swap agreements under which it pays interest cash flows in GBP and receives EUR, USD, JPY, NOK and CHF cash flows which are used to pay the interest on the loans to Nationwide.

Nationwide Building Society is one of the designated members of the LLP, the Covered Bond originator and the LLP's parent undertaking. The Covered Bond Structure is set out in diagrammatic form below.



**Main accounting assumptions**

The Society is considered to have retained substantially all the exposure to risks and rewards of ownership of the transferred mortgages. As a result, the acquisition of mortgage loans by the LLP is considered to fail the derecognition criteria of IAS 39, so that the assets sold are retained on the balance sheet of the Society.

As described further in note 1 to the financial statements, the LLP therefore treats the transaction as a loan from the Society (the "deemed loan"), secured on a collateral pool of assets, rather than the financial assets that it has legally purchased. The difference between the 'deemed loan' and the balance of mortgage loans is recognised as a capital contribution in the LLP. However, as the mortgage loans fail the derecognition criteria of IAS 39, the capital contribution and the associated element of the deemed loan and interest receivable (referred to as 'over-collateralisation') on it is not recognised in the LLP. The deemed loan is shown net of the over collateralisation adjustment on the face of the balance sheet. The gross amounts are disclosed in the notes.

For accounting purposes the interest rate swap between the LLP and the Society (swapping the interest cash flows of the mortgage loans for 3m Libor +spread) is not separately recognised as a derivative. The effective interest rate accrued by the LLP on the deemed loan due to the LLP from the Society reflects the rate payable under the swap. The swap is consequentially not separately fair valued.

**Business review of the year**

During the year, four Covered Bond issuances matured with a total value of £6.8bn (£4.0bn and €3.5bn). The LLP issued further Covered Bonds amounting to £3.2bn during the year.

At 4 April 2011, the amount of beneficial interests in the mortgage loan portfolio was £33.0bn (2010 - £40.0bn) and the amount of the deemed loan was £19.5bn (2010 - £22.9bn). The difference of £13.5bn (2010 - £17.1bn) represents the amount of over collateralisation in the structure.

**Principal risks and uncertainties and financial risk management**

Full disclosure of the LLP's financial risk management policies, use of financial instruments and risk exposures is given in note 14 to the financial statements.

The securitisation transaction documents set out a number of asset and non-asset trigger events, which represent the main business risks for the LLP, as their occurrence may lead to early repayment. No trigger event has occurred since the programme started.

**Designated members**

The designated members during the year were:

Nationwide Building Society  
Moulton Capital Finance Limited

The designated members have remained unchanged since the date of incorporation of the LLP on 25 June 2005.

**Programme performance**

The programme performance is monitored monthly for financial and non financial indicators including covenants and tests for managing risk are published within the monthly investor report (available via Nationwide Building Society website), for example, the Asset Coverage Test (ACT), Servicer Trigger (which monitors the Servicer's Ratings to required levels), Yield Shortfall Test (which checks that the Portfolio yield does not fall below LIBOR plus 0.15%).

The level of over-collateralisation is central to the contractual mechanics and to credit ratings agency oversight. The level of over-collateralisation can be estimated using the ACT which is carried out each month and is deemed to establish the level of over-collateralisation for the LLP.

**Disclosure of information to Auditors**

Each of the persons who is a member at the date of approval of this report confirms that:

- so far as the member is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- each member has taken all the steps that he/she ought to have taken as a member in order to make himself/herself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

**Member's responsibilities statement**

The members are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law as applied to limited liability partnerships by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008 (the "Regulations") requires the members to prepare financial statements for each financial year. Under that law the members have prepared the partnership financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union. Under company law as applied to limited liability partnerships the members must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the partnership and of the profit or loss of the partnership for that year. In preparing these financial statements, the members are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable International Financial Reporting Standards (IFRSs) as adopted by the European Union have been followed, subject to any material departures disclosed and explained in the financial statements.

## **NATIONWIDE COVERED BONDS LLP**

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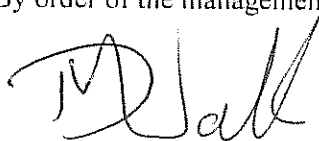
### **Members' report for the year ended 4 April 2011**

The members are responsible for keeping adequate accounting records that are sufficient to show and explain the partnership's transactions and disclose with reasonable accuracy at any time the financial position of the partnership and enable them to ensure that the financial statements comply with the Companies Act 2006 as applied to limited liability partnerships by the Regulations. They are also responsible for safeguarding the assets of the partnership and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

#### **Statement of going concern**

The members are satisfied that the LLP has adequate resources to continue to operate for the foreseeable future and is financially sound. For this reason, they continue to adopt the going concern basis in preparing the Financial Statements.

By order of the management board

A handwritten signature in black ink, appearing to read 'M. D. Webb', is written over a horizontal line.

For and on behalf of the LLP

Date: 15 September 2011

## **NATIONWIDE COVERED BONDS LLP**

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### **Independent auditors' report to the members of Nationwide Covered Bonds LLP**

We have audited the financial statements of Nationwide Covered Bonds LLP for the year ended 4 April 2011 which comprises the Statement of comprehensive income, the Balance sheet, the Cash flow statement, the Statement of movement in members' interests and the related notes 1 to 17. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

#### **Respective responsibilities of members and auditors**

As explained more fully in the Members' responsibilities statement, the members are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the members of the partnership as a body in accordance with the Companies Act 2006 as applied to limited liability partnerships by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

#### **Scope of the audit of the financial statements**

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the limited liability partnership's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the designated members; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

#### **Opinion on financial statements**

In our opinion the financial statements:

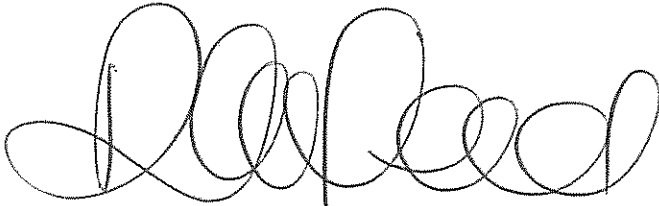
- give a true and fair view of the state of the limited liability partnership's affairs as at 4 April 2011 and of its loss and cash flows for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006 as applied to limited liability partnerships by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008.



**Matters on which we are required to report by exception**

We have nothing to report in respect of the following matters where the Companies Act 2006 as applied to limited liability partnerships requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- we have not received all the information and explanations we require for our audit.

A handwritten signature in black ink, appearing to read 'R Oldfield', with a long vertical line extending downwards from the end of the signature.

Richard Oldfield (Senior Statutory Auditor)  
For and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
London  
15 September 2011

**NATIONWIDE COVERED BONDS LLP****Statement of comprehensive income for the year ended 4 April 2011**

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	Note	<b>2011</b> <b>£'000</b>	2010 £'000
Interest receivable and similar income	3	268,718	397,804
Interest payable and similar charges	4	(281,274)	(390,460)
<b>Net interest (expense)/income</b>		(12,556)	7,344
Gains from derivatives and hedge accounting	5	293	10,662
Administrative expenses	6	(1,041)	(192)
<b>(Loss)/Profit and total comprehensive income for the year</b>		(13,304)	17,814

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The accounting policies and notes on pages 13 to 28 form part of these financial statements.

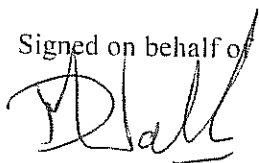
## Balance sheet as at 4 April 2011

	Note	2011 £'000	2010 £'000
<b>Assets</b>			
Cash and cash equivalents	7	2,189,514	2,182,126
Loans and other debts due from members	8	19,450,170	22,916,840
Derivative financial instruments	9	2,616,489	3,509,603
<b>Total assets</b>		<b>24,256,173</b>	<b>28,608,569</b>
<b>Liabilities</b>			
Loans from LLP members	10	22,890,116	27,329,593
Other debts due to members	11	399,171	246,538
Derivative financial instruments	9	68,860	-
Accruals		9	155
Other liabilities	12	896,483	1,017,445
<b>Total liabilities</b>		<b>24,254,639</b>	<b>28,593,731</b>
<b>Members' other interests</b>			
General reserve		1,534	14,838
<b>Total members' other interests</b>		<b>1,534</b>	<b>14,838</b>
<b>Total members' other interests and liabilities</b>		<b>24,256,173</b>	<b>28,608,569</b>
<b>Total members' interests</b>			
Members' interests in general reserves		1,534	14,838
Loans from LLP members		22,890,116	27,329,593
Other debts due to members		399,171	246,538
Loans and other debts due from members		(19,450,170)	(22,916,840)
<b>Total members' interests</b>		<b>3,840,651</b>	<b>4,674,129</b>

The financial statements were approved and authorised for issue by the Board of Directors on 15 September 2011.

The accounting policies and notes on pages 13 to 28 form part of these financial statements.

Signed on behalf of the members



**David Wallis**

**NATIONWIDE COVERED BONDS LLP****Cash flow statement for the year ended 4 April 2011**

	<b>2011</b> <b>£'000</b>	<b>2010</b> <b>£'000</b>
<b>(Loss)/profit for the financial year available for distribution to members</b>	(13,304)	17,814
Adjustments for:		
Derivatives and hedge accounting gain	(293)	(10,662)
Foreign exchange loss/(gain)	13,598	(7,153)
<b>Net loss before working capital changes</b>	<b>1</b>	<b>(1)</b>
Adjustments for:		
Increase in other creditors	(121,108)	194,671
Increase in other debts due to members	152,633	124,729
Decrease in interest receivable on derivative financial instruments	106,158	20,932
Decrease in interest payable on loans from members	(53,737)	(53,384)
<b>Net cash generated by operating activities</b>	<b>83,946</b>	<b>286,947</b>
<b>Cash flows from investing activities:</b>		
Loans advanced to members	3,466,671	1,264,283
<b>Net cash from investing activities</b>	<b>3,466,671</b>	<b>1,264,283</b>
<b>Cash flows from financing activities:</b>		
Loans from members	(3,543,229)	(1,567,337)
<b>Net cash generated by financial activities</b>	<b>(3,543,229)</b>	<b>(1,567,337)</b>
Net increase/(decrease) in cash and cash equivalents	7,388	(16,107)
Cash and cash equivalents at beginning of year	2,182,126	2,198,233
<b>Cash and cash equivalents at end of year</b>	<b>2,189,514</b>	<b>2,182,126</b>

The accounting policies and notes on pages 13 to 28 form part of these financial statements.

**NATIONWIDE COVERED BONDS LLP****Statement of movements in members' interests**

As at 4 April 2011

	<b>General reserve £'000</b>	<b>Loans from/(to) members £'000</b>	<b>Total £'000</b>
<b>General reserve at 5 April 2010</b>	14,838	-	14,838
Loss for the year	(13,304)	-	(13,304)
<b>Balance carried forward at 4 April 2011</b>	1,534	-	1,534
Loans from members		22,890,116	22,890,116
Other debts due to members		399,171	399,171
Loans and other debts due from members		(19,450,170)	(19,450,170)
	<b>1,534</b>	<b>3,839,117</b>	<b>3,840,651</b>
<b>Members' interests as at 4 April 2011</b>			

As at 4 April 2010

	<b>General reserve £'000</b>	<b>Loans from/(to) members £'000</b>	<b>Total £'000</b>
General reserve at 5 April 2009	(2,976)	-	(2,976)
Profit for the year	17,814	-	17,814
Balance carried forward at 4 April 2010	14,838	-	14,838
Loans from members	-	27,329,593	27,329,593
Other debts due to members	-	246,538	246,538
Loans and other debts due from members	-	(22,916,840)	(22,916,840)
Members' interests as at 4 April 2010	14,838	4,659,291	4,674,129

If the sale of the beneficial interest in the mortgage portfolio to the partnership had been recognised under IFRS the Member's capital balance would have been £13,515,238,000 at 4th April 2011 (2010 - £17,125,556,000).

## NATIONWIDE COVERED BONDS LLP

### Notes to the financial statements for the year ended 4 April 2011

#### 1 Accounting policies

The LLP financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union (EU), and with those parts of the Company's Act 2006, as applied to limited liability partnerships and regulations made thereunder, applicable to partnerships reporting under IFRS.

The principal accounting policies applied in the preparation of these financial statements are set out below.

The financial information has been prepared under the historical cost convention as modified by revaluations of derivative financial instruments under IFRS.

#### Future accounting developments

The following pronouncements will be relevant to the LLP but were not effective at 4 April 2011 and have not been applied in preparing these financial statements. The full impact of these accounting changes is being assessed by the LLP. Our initial view is outlined in the following tables.

The following pronouncements, relevant to the LLP, have been adopted by the European Union (EU) but are not yet effective:

Pronouncement	Nature of change	Effective date
Improvements to IFRSs (May 2010)	Several small amendments with no significant impact for the LLP.	Various, earliest is accounting period beginning on or after 1 July 2010
IAS 24 Related Party Disclosures	The revised standard simplifies the definition of a related party and provides a partial exemption from the disclosure requirements for government related entities. The revised standard is not expected to have a significant impact for the LLP.	Accounting year beginning on or after 1 January 2011

The following pronouncements, relevant to the LLP, are neither adopted by the EU nor effective for this financial year:

Pronouncement	Nature of change	Effective date
IFRS 7 Disclosures – Transfers of Financial Assets	The amendment requires additional and/or enhanced disclosures to help evaluate risk exposures relating to the transfer of financial assets and the effect of those risks on an entity's financial position, particularly those that involve securitisation of financial assets.	Accounting year beginning on or after 1 July 2011

**1 Accounting policies (continued)**

<b>Pronouncement</b>	<b>Nature of change</b>	<b>Effective date</b>
IFRS 9 Financial Instruments - Classification and Measurement ('Phase 1')	<p>The new standard addresses Phase 1 of the IASB's project to replace IAS 39 'Financial Instruments: Recognition and Measurement' and requires financial assets to be classified as at amortised cost or at fair value.</p> <p>Financial liabilities will be treated as at present under IAS 39, with the exception that where we opt to fair value, the movement in fair value due to own credit risk would be directly recognised in other comprehensive income. Where this would result in an accounting mismatch, however, the movement would be recognised in the income statement. With the exception of the protected equity bond product, the LLP has not currently opted to fair value its liabilities.</p> <p>The derecognition requirements currently within IAS 39 have been transferred to IFRS 9 and remain unchanged from current requirements.</p> <p>IFRS 9 Phase 1 will have a significant impact for the LLP, the full extent of which is currently being considered.</p>	Accounting year beginning on or after 1 January 2013
IFRS 13 Fair Value Measurement	The new standard replaces guidance on fair value measurement in existing IFRS accounting literature with a single standard. The standard does not change the requirements regarding which items should be measured or disclosed at fair value but does require enhanced disclosures. The new standard is currently being reviewed by the LLP and, with the exception of enhanced disclosures, is not expected to have a significant impact.	Accounting year beginning on or after 1 January 2013

**1 Accounting policies (continued)****Derecognition**

Under IFRS, if a transferor retains substantially all the risks and rewards associated with the transferred assets, the transaction is accounted for as a financing transaction, notwithstanding that it is a sale transaction from a legal perspective. The members of the LLP have concluded that the Originator, Nationwide Building Society, has retained substantially all the exposure to risks and rewards of the pool of mortgage loans and as a consequence, the LLP does not recognise the mortgage loans on its balance sheet but rather a loan due from the Originator.

The basis swaps between the LLP and the Originator are not recognised separately as financial derivative instruments, as the amounts payable under the swaps reflect interest flows from the mortgage loans which are not recognised by the LLP for accounting purposes. Instead, the deemed loan to the Originator is recognised with an effective interest rate which reflects the amount receivable under the swap receiving leg.

**Contributions and drawings**

Under the terms of the transaction documents for the sale of the mortgage loans, the Nationwide Building Society is legally treated as having made a capital contribution to the LLP in an amount equal to the difference between the current balance of the loans sold at transfer date and the cash payment made by the LLP for the loans and relevant security on that transfer date.

If so requested by the Management Board, the members may from time to time make cash contributions to the LLP which will constitute cash capital contributions. The liquidation member, Moulton Capital Finance Limited, will not make any capital contributions to the LLP. No interest is paid on the members' capital balances.

As the sale of the beneficial interest in the mortgage portfolio does not pass the derecognition criteria as described in IAS 39, capital contributions in the financial statements only consist of cash capital contributions.

Capital distributions may only be made in accordance with the LLP Deed where sufficient principal receipts are available and higher priority payments have been made.

Under the priority of payments, payment pro rata and pari passu to the members of the sum of £3,000 in aggregate (or such other sum as may be agreed by members from time to time), is allocated and paid to each member in proportion to their respective capital contribution balances as at the relevant calculation date, subject to a minimum of £1 each, as their profit for their respective interests as members in the LLP.



**1 Accounting policies (continued)****Deferred consideration**

Under the terms of the mortgage sale agreement, the Nationwide Building Society, as the originator of the mortgage loans, retains the right to receive excess income (deferred consideration) arising on those loans, after certain higher priority payments have been met by the LLP. On application of IFRS, deferred consideration is treated as a reduction in the interest due from the Nationwide Building Society on the loan arising from the failure to derecognise the sale of the mortgages.

**Interest income and interest expense**

Interest income and expense are recognised in the income statement on an effective interest rate (EIR) basis. The EIR is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument or, when appropriate, a shorter period to the net carrying amount of the financial asset or financial liability.

In calculating the effective interest rate, the LLP estimates cash flows considering all contractual terms of the financial instrument but does not consider future credit losses. The calculation includes all fees received and paid and costs borne that are an integral part of the effective interest rate and all other premiums or discounts above or below market rates.

Interest income on derivatives is included in interest receivable and similar income and interest expense and similar charges in the statement of comprehensive income.

**Fees and commissions**

Direct fees and costs incremental to generating a financial instrument are deferred and spread as interest receivable or expense on an effective interest basis.

Other fees and commissions are recognised on the accruals basis as services are provided, or on the performance of a significant act.

**Segmental reporting**

A business segment is defined as a group of assets and operations providing products and services that are subject to different risks and returns from those of other business segments. The LLP considers that business segments are its primary reporting format for segment analysis. Business segments are based on the LLP's management and internal reporting structures. The LLP has only one business segment, and therefore no segmental analysis is required to be presented.

No segmental analysis is presented on geographical lines because all of the LLP's activities are in the United Kingdom.

**Taxation including deferred tax**

Taxation on all partnership profits is solely the liability of members. Consequently, neither taxation nor related deferred taxation in the LLP are accounted for in these financial statements.

**1 Accounting policies (continued)****Financial assets**

The entity classifies its financial assets as loans and receivables which are held at amortised cost. These include loans and other debts due from members and cash and cash equivalents shown on the face of the balance sheet.

**Loans and other debts due from members**

As described above the sale of the beneficial interest in the mortgage portfolio, even though legally acquired from the Nationwide Building Society, does not pass the derecognition criteria as described in IAS 39 and therefore a deemed loan is shown in the balance sheet.

**Impairment of financial assets**

At each balance sheet date the LLP assesses whether, as a result of one or more events occurring after initial recognition, there is objective evidence that a financial asset has become impaired. Evidence of impairment may include indications that the counterparty is experiencing significant financial difficulty, default or delinquency in interest or principal payments.

**Derivatives and hedge accounting****a) Derivative financial instruments**

Other than as noted in (c) below, derivatives are initially measured at fair value and are subsequently remeasured to fair value at each reporting date. Fair values are obtained from quoted prices prevailing in active markets and valuation techniques, including discounted cash flow models, as appropriate. All derivatives are classified as assets where their fair value is positive and liabilities where their fair value is negative.

**b) Hedge accounting**

When transactions meet the criteria specified in IAS 39, the LLP applies fair value hedge accounting so that changes in the fair value of the underlying asset or liability that are attributable to the hedged risk are recorded in the statement of comprehensive income to offset the fair value movement of the related derivative.

To qualify for hedge accounting at inception the hedge relationship must be clearly documented. At inception the derivative must be expected to be highly effective in offsetting the hedged risk, and effectiveness must be tested throughout the life of the hedge relationship.

The LLP discontinues hedge accounting when:

- i) it is evident from testing that a derivative is not, or has ceased to be, highly effective as a hedge;
- ii) the derivative expires, or is sold, terminated or exercised; or
- iii) the underlying item matures or is sold or repaid.

The LLP may also decide to cease hedge accounting even though the hedge relationship continues to be highly effective by ceasing to designate the financial instrument as a hedge.

If the derivative no longer meets the criteria for hedge accounting, the cumulative fair value hedging adjustment is amortised over the period to maturity of the previously designated hedge relationship. If the underlying item is sold or repaid, the unamortised fair value adjustment is immediately reflected in the statement of comprehensive income.

**1 Accounting policies (continued)****c) Derivatives hedging beneficial interest in the mortgage portfolio**

The LLP holds derivatives to hedge interest rate risk associated with the beneficial interest on the mortgage portfolio. These derivatives are not fair valued as under IAS39 they are accounted for on an accruals basis as part of the deemed loan to originator included in loans and other debts due from members of the LLP.

**Foreign currency translation**

The financial statements are presented in Sterling, the LLP's functional currency. Foreign currency transactions are translated into sterling using the exchange rates prevailing at the dates of the transactions. Monetary items denominated in foreign currencies are translated at the rate prevailing at the year end. Foreign exchange gains and losses resulting from the retranslation and settlement of these items are recognised in the statement of comprehensive income.

**Offsetting financial instruments**

Netting arrangements do not generally result in an offset to balance sheet assets and liabilities as transactions are usually settled on a gross basis. The LLP's legal documentation for derivative transactions grants legal rights of set-off for these transactions. Accordingly the credit risk associated with such contracts is reduced to the extent that negative mark to market values on derivatives will offset positive mark to market values on derivatives in the calculation of credit risk, subject to an absolute exposure of zero.

**Cash and cash equivalents**

For the purpose of the cash flow statement, cash and cash equivalents comprise balances with less than three months' maturity from the date of acquisition.

**2 Judgements in applying accounting policies and critical accounting estimates**

The LLP has to make judgements in applying its accounting policies which affect the amounts recognised in the financial statements. In addition, estimates and assumptions are made that could affect the reported amounts of assets and liabilities within the following financial year. The most significant areas where judgements and estimates are made are in respect of the fair values of derivative financial instruments.

Fair value is defined as the value at which assets, liabilities or positions could be closed out or sold in a transaction with a willing and knowledgeable counterparty. Fair value is based upon cashflow models which use independently sourced market parameters such as interest rate yield curves and currency rates. Other factors are also considered, such as counterparty credit quality and liquidity.

**3 Interest receivable and similar income**

	<b>2011</b>	<b>2010</b>
	<b>£'000</b>	<b>£'000</b>
Interest receivable from members	273,310	375,779
Bank interest receivable	9,006	14,872
Foreign exchange (loss)/gain	(13,598)	7,153
	<b>268,718</b>	<b>397,804</b>

**NATIONWIDE COVERED BONDS LLP****Notes to the financial statements for the year ended 4 April 2011**

<b>4 Interest payable and similar charges</b>	<b>2011</b>	2010
	<b>£'000</b>	<b>£'000</b>
Analysis of charge in year		
Net expense on loans from members	652,476	741,963
Net income on financial instrument hedging liabilities	(371,202)	(351,503)
	281,274	390,460
<b>5 Gains from derivatives and hedge accounting</b>	<b>2011</b>	2010
	<b>£'000</b>	<b>£'000</b>
Derivatives designated as fair value hedges	(498,444)	105,688
Attributable to hedged risk	498,165	(80,067)
	(279)	25,621
Other derivatives	572	(14,959)
Gain on early termination of derivatives	62,159	-
	62,452	10,662
<b>6 Administrative expenses</b>	<b>2011</b>	2010
	<b>£'000</b>	<b>£'000</b>
Audit services		
fees payable as auditor	25	24
Non Audit services		
fees payable to LLP's auditor for other services		155
Other administrative expenses	1,016	13
	1,041	192

The LLP employed no staff during the year (2010 – none).

The Nationwide Building Society acts as servicer of the mortgage portfolio and cash manager.

**7 Cash and cash equivalents**

The LLP has placed its deposit account with the Nationwide Building Society as a provider of a Guaranteed Investment Contract. Withdrawals from this account are restricted by the detailed priority of payments set out in the transaction documents. The cash balance includes £896,483,000 collateral support to the derivatives deposited with the Covered Bond LLP as at 4 April 2011 (2010 - £1,017,445,000).

## **8 Loans and other debts due from members**

The loan to members of £19,450,170,000 (2010 - £22,916,840,000) represents a deemed loan with the Nationwide Building Society, generated as a result of the beneficial interest in the mortgage portfolio failing the derecognition criteria described in IAS 39. The deemed loan replaces the beneficial interest in the mortgage portfolio legally held by the LLP, and represents the substance of the transaction for accounting purposes.

If the derecognition criteria had been met the LLP would have shown a beneficial interest in a mortgage portfolio of £32,965,408,000 as at 4 April 2011 (2010 - £40,042,396,000). The mortgages are secured on residential property. The loans and advances to customers are all designated in sterling and are either at fixed rates or at variable rates of interest, based on the standard variable rate of the administrator, the Nationwide Building Society.

## **9 Derivative financial instruments**

All derivative financial instruments are held for economic hedging purposes although not all derivatives are designated as hedging instruments under the terms of IAS 39. The table below analyses derivatives between those designated as hedging instruments and those which, whilst in economic hedging relationships, are not designated as hedging instruments.

Derivatives held for hedging	2011			2010		
	Contract/ notional amount £'000	Fair value Asset £'000	Fair value liability £'000	Contract/ notional amount £'000	Fair value Asset £'000	Fair value liability £'000
Derivatives designed as fair value hedges						
Interest rate swaps	10,250,000	403,585	-	13,000,000	930,794	-
Other derivatives						
Cross currency interest rate swaps	15,212,000	2,212,904	-	14,474,000	2,578,809	-
Total	25,462,000	2,616,489	-	27,474,000	3,509,603	-

The fair values in the above table are inclusive of accrued interest as follows:

Cross currency interest rate swap asset includes £5,794,034 interest receivable (2010 - £5,431,778 interest receivable).

Interest rate swap asset includes £64,100,003 interest receivable (2010 - £170,620,174 interest receivable).

An analysis of the maturity profiles of the derivatives can be found in note 14.

Contract / notional amount indicates the amount outstanding at the balance sheet date and does not represent amounts at risk.

### **Fair value hierarchy**

The derivatives held for hedging, quoted above, fall within level 2 of the fair value hierarchy which is based on the degree to which the fair value is observable. Level 2 is a fair value derived from inputs other than quoted prices that are observable for the asset/liability, either directly (i.e. a price) or indirectly (i.e. derived from prices).

**NATIONWIDE COVERED BONDS LLP****Notes to the financial statements for the year ended 4 April 2011****10 Loans from LLP members**

The amount owing to members represents advances equivalent to the amounts borrowed by LLP under its Secured Loan Programme, as follows:

			<b>2011</b>	<b>2010</b>
			<b>£'000</b>	<b>£'000</b>
3.5%	due 2015	(EUR 2bn)	<b>1,755,707</b>	1,764,483
5.08%	due 2011	(GBP 500m)	<b>500,000</b>	500,000
3.88%	due 2013	(EUR 2bn)	<b>1,762,160</b>	1,772,085
4.125%	due 2012	(EUR 2bn)	<b>1,762,428</b>	1,772,030
4.375%	due 2022	(EUR 2bn)	<b>1,758,325</b>	1,768,203
5.5%	due 2012	(USD 2bn)	<b>1,238,054</b>	1,311,722
4.625%	due 2012	(EUR 1bn)	<b>881,024</b>	885,938
EURIBOR	due 2010	(EUR 1.47bn)	-	1,306,911
4.75%	due 2013	(EUR 2bn)	-	1,772,345
LIBOR	due 2027	(GBP 2.5bn)	<b>2,500,000</b>	2,500,000
LIBOR	due 2026	(GBP 3bn)	<b>3,000,000</b>	3,000,000
LIBOR	due 2017	(GBP 2bn)	-	2,000,000
LIBOR	due 2018	(GBP 2bn)	<b>2,000,000</b>	2,000,000
LIBOR	due 2023	(GBP 2bn)	-	2,000,000
LIBOR	due 2023	(GBP 2bn)	<b>2,000,000</b>	2,000,000
2.875%	due 2015	(EUR 1.25bn)	<b>1,097,635</b>	-
4.89%	due 2020	(NOK 500m)	<b>56,335</b>	-
5.56%	due 2021	(NOK 500m)	<b>56,327</b>	-
5.625%	due 2026	(GBP 750m)	<b>742,656</b>	-
4.625%	due 2021	(EUR 1.25bn)	<b>1,092,990</b>	-
4.74%	due 2031	(EUR 30m)	<b>26,412</b>	-
4.924%	due 2025	(EUR 132m)	<b>116,062</b>	-
4.699%	due 2023	(EUR 50m)	<b>44,076</b>	-
5.695%	due 2021	(NOK 500m)	<b>56,355</b>	-
LIBOR	due 2014	(GBP 30m)	<b>30,000</b>	-
Fair value adjustment for micro hedged risk			<b>265,186</b>	773,755
Accrued interest			<b>148,384</b>	202,121
			<b>22,890,116</b>	27,329,593

**11 Other debts due to members**

All of the other debts due to members fall due within one year.

## NATIONWIDE COVERED BONDS LLP

### Notes to the financial statements for the year ended 4 April 2011

#### 12 Other liabilities

The liabilities below relate to Collateral Support deposited with the Covered Bond LLP by external swap providers following credit rating downgrades of those counterparties.

	2011 £'000	2010 £'000
Collateral Support	896,483	1,017,445
<b>Other liabilities</b>	<b>896,483</b>	<b>1,017,445</b>

#### 13 Related party transactions

##### Ownership Structure of Nationwide Covered Bonds LLP

The members of the LLP are Nationwide Building Society, the controlling party, and Moulton Capital Finance Limited.

##### Key management personnel

The LLP Management Committee (comprised of directors and/or employees of the Nationwide Building Society and the representatives of the Moulton Capital Finance Limited) manage and conduct the business of the LLP and have all the rights, power and authority to act at all times for and on behalf of the LLP.

No transactions were entered into with key management personnel.

##### Transactions with Group Companies

A number of transactions are entered into with related parties as part of the LLP's normal business.

These transactions include a deemed loan and a banking relationship with Nationwide Building Society.

	2011 £'000	2010 £'000
Loans payable to the LLP	19,450,170	22,916,840
Deposits payable by the LLP	(22,890,116)	(27,329,593)
Bank interest receivable	9,006	14,872
Interest receivable from members	273,310	375,779
Interest payable to members	(652,476)	(741,963)
Other amounts owed to related parties	(399,171)	(246,538)

#### 14 Management of risk

The LLP's activities expose it to a number of financial risks including credit risk and liquidity risk. For this reason, Nationwide Building Society devotes considerable resource to maintaining effective controls to manage, measure and mitigate these risks. The LLP uses derivative financial instruments to hedge certain risk exposures.

Risk management is carried out by a central risk management function of the Nationwide Building Society on a group wide basis.

**14 Management of risk (continued)****Control of derivatives**

The LLP uses derivative financial instruments to hedge certain of its financial risks but not for any speculative purposes. The Nationwide Building Society's Asset and Liabilities Committee is responsible for setting limits and conditions over the use of derivative products. All exchange traded instruments are subject to cash requirements under the standard margin arrangements applied by the individual exchanges. Such instruments are not subject to significant credit risk.

Credit exposures arising on derivative contracts with certain counterparties are collateralised with cash deposits to mitigate credit exposure where the credit rating of these counterparties is downgraded below a certain level. Cash collateral received on certain derivatives is disclosed in note 12. The exposure to the derivative counterparties is all to highly rated banks and the credit risk attaching to these banks should materially therefore already be factored into the Libor curve used to fair value those positions. All derivatives activity is contracted with OECD financial institutions. As a consequence of the above no credit valuation adjustment is made on derivative assets.

**Credit risk**

Credit risk arises where there is a possibility that a counterparty may default.

The maximum exposure to credit risk is the carrying amount of the loans and other debts due from members of £19,450,170,000 (2010 - £22,916,840,000), the derivative financial instruments of £2,616,489,000. (2010 - £3,509,603,000) and cash and cash equivalents with Nationwide Building Society of £2,189,514,000 (2010 - £2,182,126,000).

The primary credit risk of the LLP relates to the credit risk associated with the pool of mortgages originated by Nationwide Building Society.

The loans and other debts due from members are secured on residential property. For the LLP, credit risk is additionally mitigated by the over collateralisation of the beneficial interest in mortgages (see note 8) and by eligibility criteria for selection under the secured loan covenants. Subsequent to selection, credit risk is monitored through the application of a monthly asset coverage test. For details of the eligibility criteria and asset coverage test please refer to the Nationwide Covered Bond Base Prospectus dated 3 July 2009. More information on mortgage assets is set out below.

The tables below present the characteristics of the total mortgage loans pool:

	<b>2011</b>	<b>2010</b>
Aggregate loan balance	£33,137m	£40,034m
Number of loans	400,559	464,924
Largest loan	£949,711	£998,724
Average balance of mortgage loan	£82,728	£86,109
Longest dated mortgage legal maturity	49 years	50 years



# NATIONWIDE COVERED BONDS LLP

## Notes to the financial statements for the year ended 4 April 2011

### 14 Management of risk (continued)

Distribution by current loan to value ratio (indexed):

	2011	2010
	%	%
<70%	69	68
70% - 80%	13	13
80% - 90%	11	11
90% - 100%	5	6
>100%	2	2
<b>Total book</b>	<b>100</b>	<b>100</b>
Average loan to value of book (indexed)	56	57

The value of residential property on which the mortgage loans are secured are updated quarterly to reflect changes in the house prices index.

Mortgage loans and advances by payment due status:

	2011		2010	
	£'000	%	£'000	%
Not impaired:				
Neither past due nor impaired	32,485,127	98	39,426,855	99
Past due up to 3 months but not impaired	538,046	2	525,220	1
Impaired	114,102	-	82,124	-
	33,137,275	100	40,034,199	100

A mortgage loan is classified as "impaired" if it is more than 3 months past due. At year end, there was £nil impairment provision against the loans and other debts due from members (2010: £nil).

Impaired mortgage loans are further analysed as follows:

	2011		2010	
	£'000	%	£'000	%
Impaired status:				
Past due 3 to 6 months	65,032	57	51,144	62
Past due 6 to 12 months	39,971	35	25,192	31
Past due over 12 months	9,099	8	5,788	7
Possessions	-	-	-	-
	114,102	100	82,124	100

**NATIONWIDE COVERED BONDS LLP****Notes to the financial statements for the year ended 4 April 2011****14 Management of risk (continued)**

Residential mortgage accounts by locations:	2011 %	2010 %
South-east England (excluding Greater London)	29	29
Central England	19	19
Northern England	17	16
Greater London	13	13
South-west England	8	9
Scotland	8	8
Wales and Northern Ireland	6	6
	<b>100</b>	<b>100</b>

**Liquidity risk**

Liquidity risk is the risk that the LLP is unable to meet the payment obligations associated with its financial liabilities when they fall due.

The LLP liquidity policy is to maintain sufficient liquid resources in the Reserve Bank account to service the swap payments for the next month forward, interest on the loan and any service fees. This is reviewed by the cash manager and any shortfall is funded from the general Bank account. Liquidity risk is also mitigated through the additional income collected on the over collateralisation of the beneficial interest in mortgages. All derivatives have the same notional amount and maturity date as the corresponding loans from LLP members.

The table below analyses assets and liabilities into relevant maturity ratings based on the remaining period at the balance sheet date to the contractual maturity date.

At 4 April 2011 – residual maturity	Repayable on demand £'000	Up to 3 months £'000	3 - 12 months £'000	1 - 5 years £'000	More than 5 years £'000	Total £'000
<b>Assets</b>						
Liquid assets	2,189,514	-	-	-	-	2,189,514
Loans due from members	-	(60,718)	3,151,646	9,411,499	6,947,743	19,450,170
Derivative financial instruments	-	-	462,152	1,600,384	553,953	2,616,489
<b>Total assets</b>	<b>2,189,514</b>	<b>(60,718)</b>	<b>3,613,798</b>	<b>11,011,883</b>	<b>7,501,696</b>	<b>24,256,173</b>
<b>Liabilities</b>						
Loans from LLP members	152	17,409	2,421,382	6,916,639	13,534,534	22,890,116
Derivative financial instruments	-	-	-	44,176	24,684	68,860
Other liabilities	896,401	91	-	399,171	-	1,295,663
<b>Total liabilities</b>	<b>896,553</b>	<b>17,500</b>	<b>2,421,382</b>	<b>7,359,986</b>	<b>13,559,218</b>	<b>24,254,639</b>
<b>Net liquidity gap</b>	<b>1,292,961</b>	<b>(78,218)</b>	<b>1,192,416</b>	<b>3,651,897</b>	<b>(6,057,522)</b>	<b>1,534</b>

# NATIONWIDE COVERED BONDS LLP

## Notes to the financial statements for the year ended 4 April 2011

### 14 Management of risk (continued)

At 4 April 2010 – residual maturity	Repayable on demand £'000	Up to 3 months £'000	3 - 12 months £'000	1 - 5 years £'000	More than 5 years £'000	Total £'000
<b>Assets</b>						
Liquid assets	2,182,126	-	-	-	-	2,182,126
Loans due from members	-	1,832,298	-	11,780,895	9,303,647	22,916,840
Derivative financial instruments	-	176,860	-	2,246,394	1,086,349	3,509,603
<b>Total assets</b>	<b>2,182,126</b>	<b>2,009,158</b>	<b>-</b>	<b>14,027,289</b>	<b>10,389,996</b>	<b>28,608,569</b>
<b>Liabilities</b>						
Loans from LLP members	152	1,307,636	-	8,706,336	17,315,469	27,329,593
Derivative financial instruments						
Other liabilities	1,017,398	202	-	246,538	-	1,264,138
<b>Total liabilities</b>	<b>1,017,550</b>	<b>1,307,838</b>	<b>-</b>	<b>8,952,874</b>	<b>17,315,469</b>	<b>28,593,731</b>
<b>Net liquidity gap</b>	<b>1,164,576</b>	<b>701,320</b>	<b>-</b>	<b>5,074,415</b>	<b>(6,925,473)</b>	<b>14,838</b>

Cash flows are dependant on the underlying mortgage loans originated within Nationwide Building Society. In the normal course of business, a proportion of mortgage borrowers repay their loan in advance of contractual maturity. As a result, the weighted average life of the deemed loan is likely to be significantly less than that implied by the contractual maturity dates of the mortgage pool.

The terms of the loans from LLP members are that repayments of principal will only be made to the extent that sufficient cash flows have been received from the LLP's assets. In the event that prepayment rates in the mortgage pool reduce, principal repayments and the notes may be spread over a longer period.

The table below presents the cash flows payable by the LLP under financial liabilities by remaining contractual maturities at the balance sheet date. The amounts disclosed in the table are the contractual undiscounted cash flows of all financial liabilities (i.e. nominal values).

<b>At 4 April 2011</b>	<b>Repayable</b>	<b>Up to 3</b>	<b>3 - 12</b>	<b>1 - 5 years</b>	<b>More than 5</b>	
<b>Gross contractual cash flows</b>	<b>on demand</b>	<b>months</b>	<b>months</b>	<b>£'000</b>	<b>years £'000</b>	<b>Total £'000</b>
	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>			
Loans from LLP members	-	41,387	2,937,024	9,601,355	19,051,597	31,631,363
Derivative liabilities	-	15,753	(37,413)	45,368	57,485	81,193
Other liabilities	896,644	399,171	28,047	204,648	92,125	1,620,635
<b>Total liabilities</b>	<b>896,644</b>	<b>456,311</b>	<b>2,927,658</b>	<b>9,851,371</b>	<b>19,201,207</b>	<b>33,333,191</b>
<b>At 4 April 2010</b>	<b>Repayable</b>	<b>Up to 3</b>	<b>3 - 12</b>	<b>1 - 5 years</b>	<b>More than 5</b>	
<b>Gross contractual cash flows</b>	<b>on demand</b>	<b>months</b>	<b>months</b>	<b>£'000</b>	<b>years £'000</b>	<b>Total £'000</b>
	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>			
Loans from LLP members	152	1,344,148	106,852	9,180,902	17,552,451	28,184,505
Other liabilities	1,017,445	246,693	-	-	-	1,264,138
<b>Total liabilities</b>	<b>1,017,597</b>	<b>1,590,841</b>	<b>106,852</b>	<b>9,180,902</b>	<b>17,552,451</b>	<b>29,448,643</b>

**14 Management of risk (continued)****Foreign currency risk**

The main operating currencies of the LLP are in Sterling, Euros, US Dollars, Norwegian Krona and Japanese Yen. As the LLP prepares its financial statements in Sterling these will be affected by movements in the currency exchange rates. This exposure is mitigated by the use of cross currency derivatives. In particular the LLP hedges all of its exposure on its currency borrowings back to Sterling by the use of cross currency derivatives and it therefore does not have a material economic exposure to foreign exchange gains and losses. Accordingly it does not separately monitor value at risk arising from open foreign currency positions.

An accounting loss of £13,598,000 is included in the statement of comprehensive income in respect of open foreign currency positions for the year ended 4 April 2011 (2010 gain - £7,153,000).

**Interest rate risk**

The LLP is exposed to interest rate risk in that its multiple currency interest expense is at fixed and floating rate, whilst its interest income originates from its beneficial interest in a pool of the Nationwide Building Society's mortgages at Sterling fixed and floating rates.

The LLP hedges its exposure to fixed and floating currency rate risk through entering into derivative contracts with Nationwide Building Society and external counterparties. Through a combination of basis, interest rate and cross currency swaps, the LLP is able to swap the interest receivable from its beneficial interest in the pool of the mortgages and the interest payable on its loan liabilities such that the resulting cash flows are matched. Therefore the LLP's exposure to interest rate risk is minimal. Only the interest rate swaps are utilised for hedge accounting.

**15 Fair value of financial assets and liabilities**

The following table summarises the carrying amounts and fair values of those financial assets and liabilities not presented on the balance sheet at fair value.

<b>At 4 April</b>	<b>2011</b>		<b>2010</b>	
	<b>Carrying value £'000</b>	<b>Fair value £'000</b>	<b>Carrying value £'000</b>	<b>Fair value £'000</b>
<b>Assets</b>				
Cash and cash equivalents	2,189,514	2,189,514	2,182,126	2,182,126
Loans due from members	19,450,170	18,656,726	22,916,840	22,364,602
<b>Liabilities</b>				
Loans from LLP members	22,890,116	23,053,659	27,329,593	27,504,788
Other debts due to members	399,171	399,171	246,538	246,538
Accruals and other liabilities	896,492	896,492	1,017,600	1,017,600

The fair value of cash and cash equivalents (all repayable on demand), other debts due to members and accruals and other liabilities approximates to their carrying value.

The estimated fair value of loans due from members represents the discounted amount of estimated future cash flows expected to be received. Expected cash flows are discounted at current market rates to determine fair value.

**15 Fair value of financial assets and liabilities (continued)**

The estimated fair value of loans from LLP members represents the discounted amount of cash flows expected to be paid. Expected cash flows are discounted at current market rates to determine fair value.

**16 Capital management**

Capital comprises the retained earnings and is managed on a group basis.

The Nationwide Building Society group is subject to the capital requirements imposed by its regulator, the Financial Services Authority (FSA). During the year, the Nationwide Building Society group complied with the capital requirements set by the FSA.

**17 Parent companies**

The member companies of the LLP are Nationwide Building Society, the controlling party, and Moulton Capital Finance Limited. Both companies are incorporated in the UK and registered in England and Wales.

The ultimate parent undertaking is Nationwide Building Society.

Copies of Nationwide Building Society Group accounts, which include the results of the LLP, are available from Nationwide Secretariat, Nationwide House, Pipers Way, Swindon, SN38 1NW.

