

AMENDED AND RESTATED FINAL TERMS

THESE AMENDED AND RESTATED FINAL TERMS HAVE BEEN CREATED SOLELY AS A MATTER OF RECORD. NO OFFER OF ANY OF THE INSTRUMENTS IS BEING MADE BY THE ISSUER PURSUANT TO THIS DOCUMENT OR OTHERWISE AND THE ISSUER DOES NOT ACCEPT ANY ADDITIONAL OBLIGATIONS TO NOTEHOLDERS IN RELATION TO THIS DOCUMENT. THESE AMENDED AND RESTATED FINAL TERMS DO NOT CONSTITUTE, AND MAY NOT BE USED FOR THE PURPOSES OF, AN OFFER OR, AN INVITATION BY OR ON BEHALF OF ANYONE TO SUBSCRIBE OR PURCHASE ANY OF THE NOTES.

Amended and Restated Final Terms dated 20 June 2012 amending the Final Terms dated 15 January 2007

Nationwide Building Society
GBP4,350,000 Floating Rate Notes due January 2014
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 27th October 2007 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 at and copies may be obtained from, the registered office of the Issuer at Nationwide House, Pipers Way, Swindon SN38 1NW and the specified offices of each of the Paying Agents.

TYPE OF NOTE

- | | | |
|----|--|---|
| 1. | Deposit/Ordinary/Subordinated: | Ordinary |
| 2. | Interest/Payment Basis: | 3 month GBP-LIBOR-BBA Plus 0.08 per cent, per annum Floating Rate |
| 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/calculation agent/fallback provisions/person at whose option Specified Currency is to be payable/details of Calculation Agent (if any): | Not Applicable |

DESCRIPTION OF THE NOTES

- | | | |
|-----|---|--|
| 6. | New Global Note: | No |
| 7. | (a) Provisions for exchange of Temporary Global Note: | Temporary Global Note exchangeable for a Permanent Global Note |
| | (b) Provision for exchange of Permanent Global Note, if applicable: | Definitive Notes only available on Exchange Event |
| 8. | (a) Talons for future Coupons to be attached to Definitive Notes: | No |
| | (b) Date(s) on which the Talons mature: | Not Applicable |
| 9. | (a) Series Number: | 382 |
| | (b) Details (including the date, if any, 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: | GBP4,350,000 |
| | (b) Aggregate nominal amount of Series (if more than one issue for the Series): | Not Applicable |
| | (c) Specified Currency (or Currencies in the case of Dual Currency Notes): | Sterling ("GBP") |
| | (d) Specified Denomination(s): | GBP50,000 and increments of GBP1,000 thereafter |
| 11. | Issue Price: | 100.00 per cent. |
| 12. | Issue Date: | 15 January 2008 |
| 13. | Interest Commencement Date: | The Issue Date |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

GENERAL

- | | | |
|-----|---|----------------|
| 14. | Automatic/optional conversion from one Interest/Payment Basis to another: | Not Applicable |
|-----|---|----------------|

<u>FIXED RATE NOTE</u>	Not Applicable
<u>ZERO COUPON NOTES</u>	Not Applicable
<u>FLOATING RATE NOTES OR INDEXED INTEREST NOTES</u>	Applicable
17. (a) Interest Period(s) or specified Interest Payment Date(s):	<p>Quarterly, on every 19 January, 19 April, 19 July, and 19 October, commencing from and including 19 April 2008 up to and including the Maturity Date.</p> <p>There will be a long first coupon in respect of the period from and including the Issue Date to but excluding 19 April 2008, where Designated Maturity shall be interpolated between 3 month and 4 month GBP LIBOR BBA plus 0.08 per cent.</p> <p>There will be a short last coupon in respect of the period from and including the 19 October 2013 to Maturity Date, where Designated Maturity shall be interpolated between 2 month and 3 month GBP LIBOR BBA plus 0.08 per cent.</p>
(b) Minimum Interest Rate (if any):	Not Applicable
(c) Maximum Interest Rate (if any):	Not Applicable
(d) Business Day Convention:	Modified Following Business Day
(e) Additional Business Centres:	London
(f) Day Count Fraction:	Actual/365 (Fixed), adjusted
(g) Other terms relating to the method of calculating interest (N.B. rounding up provisions and if different from Condition 5(b)(iv) denominator for calculation of Interest):	Condition 5 (b)(iv) applies
<u>FLOATING RATE NOTES</u>	Applicable
18. (a) Margin(s):	Plus 0.08 per cent, per annum
(b) Manner in which Rate of	

- interest is to be determined: Screen Rate Determination
- (c) If Screen Rate Determination:
- (i) Reference Rate: 3 month GBP-LIBOR-BBA
- (ii) Interest Determination Date: First day of each Interest Period
- (iii) Relevant Screen Page: Reuters page Libor01
- (d) If ISDA Determination: Not Applicable

INDEXED INTEREST NOTES Not Applicable

PROVISIONS REGARDING PAYMENTS

20. Definition of “**Payment Day**” for the purpose of Conditions if different to that set out in Condition 7(c): Condition 7 (C) applies

PROVISIONS REGARDING REDEMPTION/MATURITY

21. Maturity Date: 9 January 2014
22. (a) Redemption at Issuer’s option: No
- (b) Redemption at Noteholder’s option: Yes – 19/01/11
- Optional Redemption Amounts of each Note GBP50,000 per Note of GBP50,000 Specified Denomination and GBP1,000 per Not of GBP1,000 Specified Denomination
- (c) Minimal Redemption Amount: Not Applicable
- (d) Higher Redemption Amount: Not Applicable
- (e) Other terms applicable on redemption: Not Applicable
23. Final Redemption amount for each Note, including the method, if any, of calculating the same: GBP50,000 per Note of GBP50,000 Specified Denomination and GBP1,000 per Not of GBP1,000 Specified Denomination
24. Early Redemption Amount for each Note payable on redemption for taxation reasons or on an Event of Condition 6(f)(i) applies

Default and/or the method, if any, of calculating the same, if other than as set out in Condition 6(f)(i):

GENERAL PROVISIONS APPLICABLE TO THIS ISSUE OF NOTES

- | | | |
|-----|---|---|
| 25. | Other final terms: | Not Applicable |
| 26. | Additional selling restrictions: | Not Applicable |
| 27. | Method of distribution: | Non-syndicated relevant Dealer is Barclays Bank PLC |
| 28. | Stabilising Manager: | None |
| 29. | Total commission and concession: | Not Applicable |
| 30. | Common Depositary: | Citibank, N.A. London
Citigroup Centre
Canada Square
Canary Wharf
London E14 5LB |
| 31. | (a) Notes to be listed: | London |
| | (b) Admission to trading: | Application has been made for the Notes to be admitted to trading on the London Stock Exchange's Gilt Edged and Fixed Interest Market with effect from 15 January 2008. |
| | (c) Estimate of total expenses related to admission to trading: | Not Applicable |
| 32. | Redenomination and Exchange provisions: | Not Applicable |

Acceptance on behalf of the
Issuer of the terms of the Final Terms

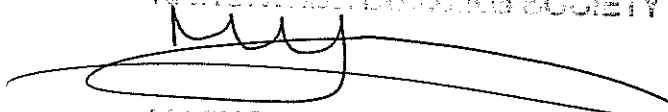
RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.
For and on behalf of

NATIONWIDE BUILDING SOCIETY

By:

FOR AND ON BEHALF OF
NATIONWIDE BUILDING SOCIETY

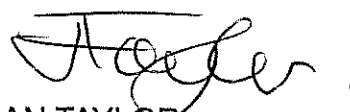


Sandra

SANDRA HARVEY

MANAGER

~~MANAGER / ADMINISTRATION~~



JULIAN TAYLOR
TREASURY ADMINISTRATION OFFICER
NATIONWIDE BUILDING SOCIETY

34: Listing and admission to trading:

These final terms comprise the final terms required for the issue of Notes described herein pursuant to the U.S.\$25,000,000,000 Note Programme of Nationwide Building Society to be admitted to listing on the Official List of the United Kingdom Listing Authority and admitted to trading on the London Stock Exchange plc's Gilt Edged and Fixed Interest Market (as from 15 January 2008) for which purpose it is hereby submitted.

Citibank, N.A., London Office

(as Agent)

PART B – OTHER INFORMATION

1. RATINGS	
Ratings:	The programme has been rated: Moody's: Aa2 S&P: A+ Fitch: AA-

2. NOTIFICATION – Not Applicable

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

Save for any fees payable to the Dealers, 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

- | | |
|---------------------------------|-----------------|
| (i) Reasons for the offer | General Funding |
| (ii) Estimated net proceeds: | GBP4,345,650 |
| (iii) Estimated total expenses: | Not Applicable |

5. YIELD (*Fixed Rate Notes only*) Not Applicable

6. HISTORIC INTEREST RATES (*Floating Rate Notes only*)

Details of historic LIBOR rates can be obtained from Reuters page Libor01.

7. 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

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

Not Applicable

9. OPERATIONAL INFORMATION

- | | |
|--|--------------------------|
| (i) ISIN Code: | XS0340178085 |
| (ii) Common Code: | 034017808 |
| (iii) Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s): | Not Applicable |
| (iv) Delivery: | Delivery against payment |
| (v) Names and addresses of additional Paying Agent(s) (if any): | Not Applicable |
| (vi) Intended to be held in a manner which would allow Eurosystem eligibility: | No |