

RCB 3 Annex 2D: Asset Pool Notification Form

Completing the form

Please complete all fields in [blue](#).

Unless specified otherwise, please report data as of the *End Date of reporting period*.

This Asset Notification Form **must be submitted each month and published by the issuer on a secure, password-protected website**.

This form must also be sent **at least five business days prior to any proposed assets transfer** (giving details of the size and composition of the transfer) **when such transfer changes the level of over collateralisation by 5% or more**.

Warning

Knowingly or recklessly giving us false or misleading information may be a criminal offence (Regulation 38 of the RCB Regulations and section 398 of the Financial Services and Markets Act 2000).

Sending the form

Send this form to us by email to rcb@fsa.gov.uk. It is our preference for all correspondence to be submitted electronically. If this is not possible your form may also be submitted by post or by hand to the address below.

Regulated Covered Bonds Team
Markets Division
The Financial Conduct Authority
25 The North Colonnade
Canary Wharf
London
E14 5HS

Administration

Name of issuer	Leeds Building Society
Name of RCB programme	Leeds Building Society
Name, job title and contact details of person validating this form	Rory Williamson Assistant Dealer - Structured Funding & Money Market Leeds Building Society 105 Albion Street LS1 5AS 0113 2257597
Date of form submission	17/01/20
Start Date of reporting period	01/12/19
End Date of reporting period	31/12/19
Web links - prospectus, transaction documents, loan-level data	http://www.leedsbuildingsociety.co.uk/trea-sury/wholesale/covered-bonds-terms/

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									
Issuer	Leeds Building Society	N/A / N/A	F1 / A-	N/A / N/A	P-2 / A3	N/A / N/A	N/A / N/A	N/A / N/A	N/A / N/A
Seller(s)	Leeds Building Society	N/A / N/A	F1 / A-	N/A / N/A	P-2 / A3	N/A / N/A	N/A / N/A	N/A / N/A	N/A / N/A
Cash manager	Leeds Building Society	N/A / BBB-	F1 / A-	N/A / Baa3	P-2 / A3	N/A / N/A	N/A / N/A	N/A / N/A	N/A / N/A
Account bank	Leeds Building Society	F1 / N/A	F1 / A-	P-1 / N/A	P-2 / A3	N/A / N/A	N/A / N/A	N/A / N/A	N/A / N/A
Stand-by account bank	Barclays Bank Plc	F1 / N/A	F1 / A+	P-1 / N/A	P-1 / A2	N/A / N/A	A-1 / A	N/A / N/A	R-1L / A
Servicer(s)	Leeds Building Society	F2 / BBB-	F1 / A-	P-2 / Baa2	P-2 / A3	N/A / N/A	N/A / N/A	N/A / N/A	N/A / N/A
Stand-by servicer(s)	N/A	N/A / N/A	N/A / N/A	N/A / N/A	N/A / N/A	N/A / N/A	N/A / N/A	N/A / N/A	N/A / N/A
Swap provider(s) on cover pool	Leeds Building Society	F3 / BBB-	F1 / A-	P-2 / A3	P-2 / A3	N/A / N/A	N/A / N/A	N/A / N/A	N/A / N/A
Stand-by swap provider(s) on cover pool	N/A	N/A / N/A	N/A / N/A	N/A / N/A	N/A / N/A	N/A / N/A	N/A / N/A	N/A / N/A	N/A / N/A
Swap notional amount(s) (GBP)	Asset Swap	Leeds Building Society	2972572699						
Swap notional amount(s) (GBP)	Issue 3	HSBC Bank PLC	250000000						
Swap notional amount(s) (GBP)	Issue 9	HSBC Bank PLC	398500000						
Swap notional amount(s) (GBP)	Issue 10	Natixis	440500000						
Swap notional maturity/ies	Asset Swap		0						
Swap notional maturity/ies	Issue 3		250000000						
Swap notional maturity/ies	Issue 9		398500000						
Swap notional maturity/ies	Issue 10		440500000						
LLP receive rate/margin	Asset Swap		2.679						
LLP receive rate/margin	Issue 3		4.875						
LLP receive rate/margin	Issue 9*		0.125						
LLP receive rate/margin	Issue 10*		0.500						
LLP pay rate/margin	Asset Swap		2.550						
LLP pay rate/margin	Issue 3		2.604						
LLP pay rate/margin	Issue 9*		1.505						
LLP pay rate/margin	Issue 10*		1.504						
Collateral posting amount(s) (GBP)	Asset Swap		0.000						
Collateral posting amount(s) (GBP)	Issue 3		6186383						
Collateral posting amount(s) (GBP)	Issue 9*		27516718						
Collateral posting amount(s) (GBP)	Issue 10*		3767548						

*Economic position of two swaps

*+ denotes positive watch

*- denotes negative watch

Accounts, Ledgers

	Value as of End Date of reporting period	Value as of Start Date of reporting period	Targeted Value
Revenue Ledger - Beginning Balance (at start of month)	£ 5,934,648	£ 5,925,331	N/A
Revenue Ledger - Interest on Mortgage	£ 6,133,594	£ 5,843,260	N/A
Revenue Ledger - Interest on GIC	£ 21,688	£ 22,204	N/A
Revenue Ledger - Interest on Sub Assets	£ -	£ -	N/A
Revenue Ledger - Interest on Authorised Investments	£ -	£ -	N/A
Revenue Ledger - Excess Funds on Reserve	-£ 4,041,401	-£ 3,683,595	N/A
Revenue Ledger - Other Revenue	£ 79,977	£ 91,388	N/A
Revenue Ledger - Amounts transferred from / (to) Reserve Fund	£ 113,455	-£ 161,496	£ -
Revenue Ledger - Cash Capital Contribution deemed to be revenue	£ -	£ -	N/A
Revenue Ledger - Net interest from / (to) Interest Rate Swap Provider	£ 247,081	£ 226,004	N/A
Revenue Ledger - Interest (to) Covered Bond Swap Providers	-£ 1,590,907	-£ 1,628,608	N/A
Revenue Ledger - Interest paid on Covered Bonds without Covered Bonds Swaps	£ -	£ -	N/A
Revenue Ledger - Payments made (third parties, Leeds etc)	-£ 6,495	-£ 21,536	N/A
Revenue Ledger - Amounts transferred from/(to) Interest Accumulation Ledger	-£ 678,069	-£ 678,304	N/A
Principal Ledger - Beginning Balance (at start of month)	£ 41,047,737	£ 40,635,834	N/A
Principal Ledger - Principal repayments under mortgages	£ 40,025,764	£ 41,047,737	N/A
Principal Ledger - Proceeds from Term Advances	£ -	£ -	N/A
Principal Ledger - Mortgages Purchased	£ -	£ -	N/A
Principal Ledger - Cash Capital Contributions deemed to be principal	£ -	£ -	N/A
Principal Ledger - Proceeds from Mortgage Sales	£ -	£ -	N/A
Principal Ledger - Principal payments to Covered Bonds Swap Providers	£ -	£ -	N/A
Principal Ledger - Principal paid on Covered Bonds without Covered Bonds Swaps	£ -	£ -	N/A
Principal Ledger - Capital Distribution	-£ 41,047,737	-£ 40,635,834	N/A
Reserve ledger	£ 7,437,927	£ 7,551,382	N/A
Revenue ledger	£ 6,213,571	£ 5,934,648	N/A
Interest accumulation ledger	£ 1,356,373	£ 678,304	N/A
Principal ledger	£ 40,025,764	£ 41,047,737	N/A
Pre-maturity liquidity ledger	N/A	N/A	N/A

Asset Coverage Test

	Value	Description (please edit if different)
A	£ 2,657,534,933	Adjusted current balance
B	£ 40,025,764	Principal collections not yet applied
C	£ -	Qualifying additional collateral
D	£ -	Substitute assets
E	£ -	Proceeds of sold mortgage loans
V	£ -	Set-off offset loans
W	£ -	Personal secured loans
X	£ -	Flexible draw capacity
Y	£ 14,816,407	Set-off
Z	£ 55,783,344	Negative Carry
Total	£ 2,626,960,946	
Method used for calculating component 'A'	A(ii)	
Asset percentage (%)	83.0%	
Maximum asset percentage from Fitch (%)	89.5%	
Maximum asset percentage from Moody's (%)	99.5%	
Maximum asset percentage from S&P (%)	N/A	
Maximum asset percentage from DBRS (%)	N/A	
Credit support as derived from ACT (GBP)	£ 937,960,946	
Credit support as derived from ACT (%)	55.5%	

Programme-Level Characteristics

Programme currency	Euros	
Programme size	7 billion Euros	
Covered bonds principal amount outstanding (GBP, non-GBP series converted at swap FX rate)	£	1,689,000,000
Covered bonds principal amount outstanding (GBP, non-GBP series converted at current spot rate)	£	1,696,640,000
Cover pool balance (GBP)	£	3,201,849,360
GIC account balance (GBP)	£	58,019,790
Any additional collateral (please specify)	£	-
Any additional collateral (GBP)	£	-
Aggregate balance of off-set mortgages (GBP)	£	-
Aggregate deposits attaching to the cover pool (GBP)	£	14,816,407
Aggregate deposits attaching specifically to the off-set mortgages (GBP)	£	-
Nominal level of overcollateralisation (GBP)	£	1,512,849,317
Nominal level of overcollateralisation (%)		89.6%
Number of loans in cover pool		29,116
Average loan balance (GBP)	£	109,969
Weighted average non-indexed LTV (%)		57.5%
Weighted average indexed LTV (%)		52.9%
Weighted average seasoning (months)		44.9
Weighted average remaining term (months)		233.3
Weighted average interest rate (%)		2.6%
Standard Variable Rate(s) (%)		5.7%
Constant Pre-Payment Rate (% current month)		1.0%
Constant Pre-Payment Rate (% quarterly average)		1.1%
Principal Payment Rate (% current month)		1.3%
Principal Payment Rate (% quarterly average)		1.4%
Constant Default Rate (% current month)		0.0%
Constant Default Rate (% quarterly average)		0.0%
Fitch Payment Continuity Uplift		6
Moody's Timely Payment Indicator		Probable
Moody's Collateral Score (%)		5.0%

Mortgage collections

Mortgage collections (scheduled - interest)	£	6,114,399
Mortgage collections (scheduled - principal)	£	7,674,161
Mortgage collections (unscheduled - interest)	£	-
Mortgage collections (unscheduled - principal)	£	32,351,603

Loan Redemptions & Replenishments Since Previous Reporting Date

	Number	% of total number	Amount (GBP)	% of total amount
Loan redemptions since previous reporting date	314	1%	28,340,685	1%
Loans bought back by seller(s)	325	1%	29,970,116	1%
of which are non-performing loans	8	0%	1,264,235	0%
of which have breached R&Ws	3	0%	365,196	0%
Loans sold into the cover pool	3,873	13%	499,750,948	16%

Product Rate Type and Reversionary Profiles

	Number	% of total number	Amount (GBP)	% of total amount	Weighted average				
					% Current rate	Remaining teaser period (months)	% Current margin	% Reversionary margin	% Initial rate
Fixed at origination, reverting to SVR	27,178	93%	3,043,587,262	95%	3%	34.7	0%	0%	2%
Fixed at origination, reverting to Libor	1	0%	271,458	0%	3%	0	0%	2%	5%
Fixed at origination, reverting to tracker	134	0%	1,097,955	0%	2%	0.0	0%	1%	5%
Fixed for life	1	0%	222,763	0%	3%	0	0%	0%	3%
Tracker at origination, reverting to SVR	359	1%	34,258,135	1%	3%	33.9	1%	0%	3%
Tracker at origination, reverting to Libor	0	0%	0	0%	0%	0	0%	0%	0%
Tracker for life	50	0%	4,266,034	0%	2%	0	1%	1%	6%
SVR, including discount to SVR	1,393	5%	108,264,153	3%	3%	32.8	-3%	0%	3%
Libor	0	0%	0	0%	0%	0	0%	0%	0%
Total	29,116	100.00%	£ 3,201,849,360	100.00%	2.57%		-0.08%		2.47%

Stratifications

Arrears breakdown	Number	% of total number	Amount (GBP)	% of total amount
Current	28,801	99%	£ 3,177,827,174	99%
0-1 month in arrears	226	1%	£ 16,281,049	1%
1-2 months in arrears	65	0%	£ 5,616,320	0%
2-3 months in arrears	24	0%	£ 2,124,817	0%
3-6 months in arrears	0	0%	£ -	0%
6-12 months in arrears	0	0%	£ -	0%
12+ months in arrears	0	0%	£ -	0%
Total	29,116	100.00%	£ 3,201,849,360	100.00%

Current non-indexed LTV	Number	% of total number	Amount (GBP)	% of total amount
0-50%	12,712	44%	£ 920,739,264	29%
50-55%	2,140	7%	£ 263,654,879	8%
55-60%	2,691	9%	£ 344,456,638	11%
60-65%	2,988	10%	£ 395,399,300	12%
65-70%	3,397	12%	£ 482,454,186	15%
70-75%	2,637	9%	£ 406,543,826	13%
75-80%	1,161	4%	£ 180,580,080	6%
80-85%	589	2%	£ 91,009,320	3%
85-90%	566	2%	£ 87,712,477	3%
90-95%	226	1%	£ 27,925,007	1%
95-100%	9	0%	£ 1,374,381	0%
100-105%	0	0%	£ -	0%
105-110%	0	0%	£ -	0%
110-125%	0	0%	£ -	0%
125%+	0	0%	£ -	0%
Total	29,116	100.00%	£ 3,201,849,360	100.00%

Current indexed LTV	Number	% of total number	Amount (GBP)	% of total amount
0-50%	15,390	53%	£ 1,235,283,486	39%
50-55%	2,803	10%	£ 356,076,939	11%
55-60%	3,202	11%	£ 432,418,162	14%
60-65%	2,568	9%	£ 372,858,219	12%
65-70%	2,206	8%	£ 338,217,852	11%
70-75%	1,559	5%	£ 256,167,264	8%
75-80%	554	2%	£ 86,965,442	3%
80-85%	427	1%	£ 65,575,999	2%
85-90%	283	1%	£ 42,811,789	1%
90-95%	111	0%	£ 13,762,029	0%
95-100%	13	0%	£ 1,712,179	0%
100-105%	0	0%	£ -	0%
105-110%	0	0%	£ -	0%
110-125%	0	0%	£ -	0%
125%+	0	0%	£ -	0%
Total	29,116	100.00%	£ 3,201,849,360	100.00%

Current outstanding balance of loan	Number	% of total number	Amount (GBP)	% of total amount
0-5,000	451	2%	£ 1,016,624	0%
5,000-10,000	460	2%	£ 3,534,565	0%
10,000-25,000	1,856	6%	£ 33,044,638	1%
25,000-50,000	4,032	14%	£ 153,134,506	5%
50,000-75,000	4,467	15%	£ 278,658,590	9%
75,000-100,000	4,572	16%	£ 398,595,972	12%
100,000-150,000	6,385	22%	£ 781,159,628	24%
150,000-200,000	3,471	12%	£ 596,361,231	19%
200,000-250,000	1,659	6%	£ 368,407,925	12%
250,000-300,000	821	3%	£ 223,744,955	7%
300,000-350,000	414	1%	£ 133,480,351	4%
350,000-400,000	248	1%	£ 92,163,246	3%
400,000-450,000	134	0%	£ 56,613,113	2%
450,000-500,000	54	0%	£ 25,300,713	1%
500,000-600,000	55	0%	£ 29,519,748	1%
600,000-700,000	16	0%	£ 10,188,645	0%
700,000-800,000	13	0%	£ 9,660,633	0%
800,000-900,000	3	0%	£ 2,498,416	0%
900,000-1,000,000	5	0%	£ 4,765,861	0%
1,000,000 +	0	0%	£ 0	0%
Total	29,116	100.00%	£ 3,201,849,360	100.00%

Regional distribution	Number	% of total number	Amount (GBP)	% of total amount
East Anglia	1,488	5%	£ 162,184,919	5%
East Midlands	2,322	8%	£ 255,596,787	8%
London	2,242	8%	£ 441,067,388	14%
North	1,925	7%	£ 150,675,061	5%
North West	3,305	11%	£ 317,283,720	10%
Northern Ireland	1,418	5%	£ 98,553,503	3%
Outer Metro	0	0%	£ 0	0%
South East	4,078	14%	£ 589,648,857	18%
South West	2,336	8%	£ 276,584,902	9%
Scotland	1,815	6%	£ 167,724,564	5%
Wales	1,339	5%	£ 119,141,402	4%
West Midlands	2,729	9%	£ 279,889,865	9%
Yorkshire	4,119	14%	£ 343,498,392	11%
Other	0	0%	£ 0	0%
Total	29,116	100.00%	£ 3,201,849,360	100.00%

Repayment type	Number	% of total number	Amount (GBP)	% of total amount
Capital repayment	22,972	79%	£ 2,408,954,732	75%
Part-and-part	782	3%	£ 137,067,158	4%
Interest-only	5,362	18%	£ 655,827,469	20%
Offset	0	0%	£ -	0%
Total	29,116	100.00%	£ 3,201,849,360	100.00%

Seasoning	Number	% of total number	Amount (GBP)	% of total amount
0-12 months	2,527	9%	£ 350,685,373	11%
12-24 months	5,295	18%	£ 672,139,747	21%
24-36 months	3,817	13%	£ 511,383,559	16%
36-48 months	4,775	16%	£ 646,259,890	20%
48-60 months	3,552	12%	£ 396,665,419	12%
60-72 months	1,686	6%	£ 164,207,023	5%
72-84 months	1,210	4%	£ 99,707,422	3%
84-96 months	992	3%	£ 65,430,386	2%
96-108 months	986	3%	£ 56,908,500	2%
108-120 months	665	2%	£ 36,770,006	1%
120-150 months	1,384	5%	£ 78,636,001	2%
150-180 months	2,178	7%	£ 120,302,164	4%
180+ months	49	0%	£ 2,753,869	0%
Total	29,116	100.00%	£ 3,201,849,360	100.00%

Interest payment type	Number	% of total number	Amount (GBP)	% of total amount
Fixed	23,861	82%	£ 2,868,009,839	90%
SVR	4,947	17%	£ 294,395,302	9%
Tracker	308	1%	£ 39,444,219	1%
Other (please specify)	0	0%	£ 0	0%
Total	29,116	100.00%	£ 3,201,849,360	100.00%

Loan purpose type	Number	% of total number	Amount (GBP)	% of total amount
Owner-occupied	24,762	85%	£ 2,762,226,235	86%
Buy-to-let	4,354	15%	£ 439,623,125	14%
Second home	0	0%	£ 0	0%
Total	29,116	100.00%	£ 3,201,849,360	100.00%

Income verification type	Number	% of total number	Amount (GBP)	% of total amount
Fully verified	29,116	100%	£ 3,201,849,360	100%
Fast-track	0	0%	£ 0	0%
Self-certified	0	0%	£ 0	0%
Total	29,116	100.00%	£ 3,201,849,360	100.00%

Remaining term of loan	Number	% of total number	Amount (GBP)	% of total amount
0-30 months	955	3%	£ 35,956,456	1%
30-60 months	1,646	6%	£ 90,269,067	3%
60-120 months	4,796	16%	£ 340,920,026	11%
120-180 months	5,772	20%	£ 526,296,378	16%
180-240 months	5,282	18%	£ 632,873,920	20%
240-300 months	5,254	18%	£ 751,471,901	23%
300-360 months	2,951	10%	£ 456,017,849	14%
360+ months	2,460	8%	£ 368,043,764	11%
Total	29,116	100.00%	£ 3,201,849,360	100.00%

Employment status	Number	% of total number	Amount (GBP)	% of total amount
Employed	23,123	79%	£ 2,652,320,433	83%
Self-employed	3,331	11%	£ 395,330,792	12%
Unemployed	89	0%	£ 5,334,199	0%
Retired	2,129	7%	£ 112,652,438	4%
Guarantor	188	1%	£ 13,259,083	0%
Other	256	1%	£ 22,952,416	1%
Total	29,116	100.00%	£ 3,201,849,360	100.00%

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

Series	3	9	10	11
Issue date	16/11/10	21/04/16	03/07/17	09/04/19
Original rating (Moody's/S&P/Fitch/DBRS)	Aaa / N/A / AAA / N/A	Aaa / N/A / AAA / N/A	Aaa / N/A / AAA / N/A	Aaa / N/A / AAA / N/A
Current rating (Moody's/S&P/Fitch/DBRS)	Aaa / N/A / AAA / N/A	Aaa / N/A / AAA / N/A	Aaa / N/A / AAA / N/A	Aaa / N/A / AAA / N/A
Denomination	GBP	EUR	EUR	GBP
Amount at issuance	250,000,000	500,000,000	500,000,000	600,000,000
Amount outstanding	250,000,000	500,000,000	500,000,000	600,000,000
FX swap rate (rate:£1)	1.000	1.255	1.135	1.000
Maturity type (hard/soft-bullet/pass-through)	Soft-bullet	Soft-bullet	Soft-bullet	Soft-bullet
Scheduled final maturity date	16/11/20	21/04/20	03/07/24	15/04/23
Legal final maturity date	16/11/21	21/04/21	03/07/25	15/04/24
ISIN	XS0559312243	XS1398337086	XS1640668353	XS1979287437
Stock exchange listing	London	London	London	London
Coupon payment frequency	Annual	Annual	Annual	Quarterly
Coupon payment date	16/11/20	21/04/20	03/07/20	15/01/20
Coupon (rate if fixed, margin and reference rate if floating)	4.875%	0.125%	0.500%	0.62% + Compounded Daily SONIA
Margin payable under extended maturity period (%)	1.75%	0.27%	0.17%	0.62%
Swap counterparty/ies	HSBC Bank PLC	HSBC Bank PLC	Natixis	N/A
Swap notional denomination	GBP	EUR	EUR	N/A
Swap notional amount	250,000,000	500,000,000	500,000,000	N/A
Swap notional maturity	16/11/20	21/04/20	03/07/24	N/A
LLP receive rate/margin	4.875%/0%	0.125%/0%	0.5%/0%	N/A
LLP pay rate/margin	2.604%/1.89%	1.505%/0.799%	1.504%/0.799%	N/A
Collateral posting amount	£ 6,186,383	£ 27,516,718	£ 3,767,548	£ -

Programme triggers

Event (please list all triggers)	Summary of Event	Trigger (S&P, Moody's, Fitch, DBRS: short-term, long-term)	Trigger breached (yes/no)	Consequence of a trigger breach
Issuer Event of Default	Issuer Failure to pay on Covered Bonds, failure of Asset Coverage Test or insolvency	If any of the conditions, events or acts detailed in section 9 (a) 'Terms and Conditions of the Covered Bonds' in the prospectus occur.	No	Issuer Acceleration notice served on the Issuer, triggers the Notice to Pay to the LLP, Guarantee Priority of Payments; transfer of the legal title to the loans to the LLP
LLP Event of Default	LLP failure to pay, failure of Amortisation Test, insolvency / liquidation / winding up of the LLP etc.	If any of the conditions, events or acts detailed in section 9 (b) 'Terms and Conditions of the Covered Bonds' in the prospectus occur.	No	Triggers an LLP Acceleration Notice, all covered bonds outstanding become immediately due and payable against the LLP; Post-Enforcement Priority of Payments
Seller short term rating trigger	Seller's short term rating below requirement levels	Below P-2/F2 (Moody's / Fitch)	No	In the event of the Seller being assigned a short term rating below the required levels, the Servicer undertakes that it would redirect all direct debits from Borrowers to the Covered Bond Collection Account. All amounts credited to the CB Collection Amount shall be paid to the Stand-by GIC Account
Seller long term rating trigger	Seller's long term rating below requirement levels	Below Baa2/BBB- (Moody's / Fitch)	No	In the event of the Seller being assigned a long term rating below the required levels the Seller (unless Moody's and/or, Fitch, confirms that the current ratings of the Covered Bonds will not be adversely affected) will deliver to the LLP, the Security Trustee (upon request) and the Rating Agencies, the names and addresses of the Borrowers with Loans in the pool and a draft letter of notice to the Borrowers of the sale and assignment of the loans and related securities to the LLP
Servicer Trigger	Servicer's ratings fall below required levels	a) Below Baa1 (Moody's) b) Below Baa2/BBB- (Moody's / Fitch)	a) No b) No	a) Servicer to appoint back-up servicer facilitator within 60 days b) With the help of back-up servicer facilitator, to appoint replacement servicer and enter into a back-up servicing deed
Cash Manager Trigger	Cash Manager's ratings fall below required levels	a) Below Baa1 (Moody's) b) Below Baa3/BBB- (Moody's / Fitch)	a) No b) No	a) Cash Manager to appoint back-up cash manager facilitator within 60 days b) With the help of back-up cash manager facilitator, to appoint replacement cash manager and enter into a back-up cash management agreement within 60 days

Asset Coverage Test	Failure of the Asset Coverage Test on any Calculation Date	Adjusted Aggregate Loan Amount is less than the sterling equivalent of the Aggregate Principal Amount outstanding of the Covered Bonds	No	If not remedied within three calculation dates after the Asset Coverage Test Breach Notice, triggers Issuer Event of Default and Notice to Pay to LLP
Yield Shortfall Test*	Following an Issuer Event of Default the yield on the loans must at least meet the minimum requirements	The aggregate amount of interest received on the Loans and amounts under the Interest Rate Swap Agreement must give a yield on the Loans of at least LIBOR plus 0.20 per cent	Not applicable	Increase Standard Variable Rate and/or other discretionary rates or margins
Amortisation Test*	Failure of the Amortisation Test on any Calculation Date following an Issuer Event of Default	Amortisation Test Aggregate Loan Amount is less than the Sterling Equivalent of the aggregate Principal Amount Outstanding of the Covered Bonds	Not applicable	If on any Calculation Date following service of Notice to Pay on the LLP, the Amortisation test is breached an LLP Event of Default will occur
Interest Rate Swap Provider Rating Trigger	Interest Rate Swap Provider Ratings Downgrade	Moody's below P-1/A2 (First Trigger) or P-2/A3 (Second Trigger); or Fitch below F1/A (Initial Trigger), or F2/BBB+ (First Subsequent Trigger), or F3/BBB- (Second Subsequent Trigger)	Yes	Collateral posting and/or replacement of the swap counterparty and/or procure a guarantor
Account Bank Trigger	Account Bank's short term rating fall below required levels	Rating below P-1 (Moody's) or F1/A (Fitch)	Yes	GIC Account and Transaction Account will be transferred to a sufficiently rated bank, or Account Bank receives guarantee from a sufficiently rated financial institution
Stand-by Transaction Account Bank trigger, Stand-by GIC Provider trigger	Providers' ratings fall below required levels	Rating below P-1 (Moody's) or F1/A (Fitch)	No	Stand-by Transaction Account / Stand-by GIC Provider must be replaced or have its obligations guaranteed by a sufficiently rated financial institution
Cash Manager Relevant Event	Cash Manager's rating fall below required levels	Below Baa1/BBB (Moody's / Fitch)	No	Within 10 days of the occurrence of the Cash Manager Relevant Event, and thereafter if a Required Coupon Amount Shortfall exists within 1 business day, Leeds Building Society will make a cash capital contribution to LLP in an amount equal to the Required Coupon Amount or Required Coupon Amount Shortfall

*Only applies post Issuer Event of Default