

## Britannia Covered Bond LLP Asset Coverage Report, 2009 08: 31/08/2009

### Asset Coverage Test

Adjusted True Balance	1,644,464,821.43
Arrears Adjusted True Balance	1,557,753,606.37
A: Lower of Adjusted True Balance and Arrears Adjusted True Balance	1,557,753,606.37
B: Principal Receipts	23,334,962.97
C: Cash Capital Contributions	0.00
D: Substitution Assets	0.00
X: Flexible Redraw Capacity	0.00
Y: Deposit Set-Off Amounts	41,816,401.83
Z: WA Remaining Maturity * Principal Amt Outstanding * Neg Carry Factor	35,406,000.00
Total: A + B + C + D - (X + Y + Z)	1,503,866,167.51
Asset Percentage (%)	89
Principal amount outstanding Covered Bond - issue 1 (ISIN: XS0425406922)	1,400,000,000.00
Principal amount outstanding of all Covered Bonds issued	1,400,000,000.00
Amount of Credit Support	103,866,167.51
ACT Pass Fail	<b>PASS</b>

### Ledgers

Revenue Ledger	25,883,075.19
Principal Ledger	23,334,962.97
Reserve Ledger	14,000,000.00
Interest Accumulation Ledger	12,409,122.09
Principal Accumulation Ledger	0.00
Capital Account Ledger- The Co-operative Bank	389,645,632.12
Capital Account Ledger- Britannia Covered Bonds Finance Ltd	0.00
Yield Reserve Ledger	0.00
Retained Principal Ledger	0.00
Britannia Collateral Account Ledger	3,000,000.00
Coupon Payment Ledger	0.00
Swap Collateral Ledger	0.00
Intercompany Loan Ledger	1,400,000,000.00
<b>TOTAL</b>	<b>1,868,272,792.37</b>
BNPP Deposit Account	61,301,020.30
The Co-operative Bank Deposit Account	4,917,017.86
Substitute Assets	0.00
Authorised Investments	0.00
<b>TOTAL</b>	<b>66,218,038.16</b>

Method Used for Calculating 'A': (ii) Arrears Adjusted True Balance

Portfolio Characteristics	
Total Outstanding Current Balance of Mortgages in Portfolio	£1,766,279,034.19
Number of Mortgages in Pool	17,089
Average Loan Balance	£103,357.66
Weighted Average Current LTV (Indexed) %	66.07 %
Weighted Average Current LTV (Non Indexed) %	57.30 %
Weighted Average Current Seasoning (Months)	31.9
Weighted Average Interest Rate %	4.39
Weighted Average Remaining Term	222

Current Arrears Breakdown	Number	% of Total Number	Total	% of Total Amount
Current	17,089	100.00 %	£1,766,279,034.19	100.00 %
<b>Total</b>	<b>17,089</b>	<b>100.00 %</b>	<b>£1,766,279,034.19</b>	<b>100.00 %</b>

Regional Distribution	Number	% of Total Number	Total	% of Total Amount
East Anglia	751	4.39 %	£72,374,963.33	4.10 %
East Midlands	1,290	7.55 %	£121,296,685.84	6.87 %
Greater London	1,137	6.65 %	£178,734,934.81	10.12 %
North	726	4.25 %	£59,231,601.18	3.35 %
North West	2,670	15.62 %	£242,176,108.43	13.71 %
South East	3,646	21.34 %	£474,292,138.83	26.85 %
South West	1,955	11.44 %	£186,964,459.34	10.59 %
Wales	776	4.54 %	£67,423,185.14	3.82 %
West Midlands	2,724	15.94 %	£235,693,827.23	13.34 %
Yorkshire Humber	1,414	8.27 %	£128,091,130.06	7.25 %
<b>Total</b>	<b>17,089</b>	<b>100.00 %</b>	<b>£1,766,279,034.19</b>	<b>100.00 %</b>

Current LTV (Indexed)	Arrears Breakdown	Number	% of Total Number	Total	% of Total Amount
0-30%	Current	3,178	18.60 %	£154,020,089.59	8.72 %
30-35%		1,055	6.17 %	£73,104,939.15	4.14 %
35-40%		1,082	6.33 %	£86,585,848.04	4.90 %
40-45%		1,168	6.83 %	£102,809,196.16	5.82 %
45-50%		1,110	6.50 %	£107,194,799.00	6.07 %
50-55%		1,084	6.34 %	£115,548,314.68	6.54 %
55-60%		1,046	6.12 %	£115,954,859.86	6.56 %
60-65%		959	5.61 %	£116,842,625.26	6.62 %
65-70%		889	5.20 %	£116,804,702.61	6.61 %
70-75%		799	4.68 %	£104,286,719.30	5.90 %
75-80%		833	4.87 %	£117,878,661.89	6.67 %
80-85%		736	4.31 %	£106,655,770.13	6.04 %
85-90%		590	3.45 %	£82,925,059.93	4.69 %
90-95%		644	3.77 %	£92,421,347.92	5.23 %
95-100%		517	3.03 %	£70,991,711.83	4.02 %
100% +		1,399	8.19 %	£202,254,388.84	11.45 %
<b>Total</b>		<b>17,089</b>	<b>100.00 %</b>	<b>£1,766,279,034.19</b>	<b>100.00 %</b>

<b>Total</b>	<b>17,089</b>	<b>100.00 %</b>	<b>£1,766,279,034.19</b>	<b>100.00 %</b>
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Repayment Type	Number	% of Total Number	Total	% of Total Amount
CAPITAL	12,341	72.22 %	£1,193,354,687.33	67.56 %
INTEREST ONLY	2,795	16.36 %	£369,919,294.65	20.94 %
MIXED	1,953	11.43 %	£203,005,052.21	11.49 %
<b>Total</b>	<b>17,089</b>	<b>100.00 %</b>	<b>£1,766,279,034.19</b>	<b>100.00 %</b>

Interest Payment Type	Number	% of Total Number	Total	% of Total Amount
BASE	3,581	20.96 %	£333,113,658.54	18.86 %
FIXED	12,339	72.20 %	£1,319,883,076.86	74.73 %
SVR	1,169	6.84 %	£113,282,298.79	6.41 %
<b>Total</b>	<b>17,089</b>	<b>100.00 %</b>	<b>£1,766,279,034.19</b>	<b>100.00 %</b>

Current LTV (Indexed)	Number	% of Total Number	Total	% of Total Amount
0-30%	3,178	18.60 %	£154,020,089.59	8.72 %
30-35%	1,055	6.17 %	£73,104,939.15	4.14 %
35-40%	1,082	6.33 %	£86,585,848.04	4.90 %
40-45%	1,168	6.83 %	£102,809,196.16	5.82 %
45-50%	1,110	6.50 %	£107,194,799.00	6.07 %
50-55%	1,084	6.34 %	£115,548,314.68	6.54 %
55-60%	1,046	6.12 %	£115,954,859.86	6.56 %
60-65%	959	5.61 %	£116,842,625.26	6.62 %
65-70%	889	5.20 %	£116,804,702.61	6.61 %
70-75%	799	4.68 %	£104,286,719.30	5.90 %
75-80%	833	4.87 %	£117,878,661.89	6.67 %
80-85%	736	4.31 %	£106,655,770.13	6.04 %
85-90%	590	3.45 %	£82,925,059.93	4.69 %
90-95%	644	3.77 %	£92,421,347.92	5.23 %
95-100%	517	3.03 %	£70,991,711.83	4.02 %
100% +	1,399	8.19 %	£202,254,388.84	11.45 %
<b>Total</b>	<b>17,089</b>	<b>100.00 %</b>	<b>£1,766,279,034.19</b>	<b>100.00 %</b>

Current LTV (Non Indexed)	Number	% of Total Number	Total	% of Total Amount
0-30%	4,034	23.61 %	£209,179,354.84	11.84 %
100% +	89	0.52 %	£13,028,258.57	0.74 %
30-35%	1,224	7.16 %	£96,922,021.02	5.49 %
35-40%	1,308	7.65 %	£114,069,223.42	6.46 %
40-45%	1,274	7.46 %	£124,798,938.91	7.07 %
45-50%	1,205	7.05 %	£128,885,358.52	7.30 %
50-55%	1,160	6.79 %	£139,503,738.31	7.90 %
55-60%	1,057	6.19 %	£130,760,604.69	7.40 %
60-65%	1,057	6.19 %	£143,761,736.35	8.14 %
65-70%	929	5.44 %	£129,834,438.76	7.35 %
70-75%	865	5.06 %	£130,180,762.80	7.37 %
75-80%	750	4.39 %	£104,548,359.96	5.92 %
80-85%	794	4.65 %	£112,171,870.51	6.35 %
85-90%	800	4.68 %	£116,738,537.04	6.61 %
90-95%	428	2.50 %	£54,970,117.34	3.11 %
95-100%	115	0.67 %	£16,925,713.15	0.96 %
<b>Total</b>	<b>17,089</b>	<b>100.00 %</b>	<b>£1,766,279,034.19</b>	<b>100.00 %</b>

Main Acct Seasoning Band	Number	% of Total Number	Total	% of Total Amount
>18 - <= 25	5,641	33.01 %	£643,271,698.82	36.42 %
>25 - <= 31	2,989	17.49 %	£284,192,479.95	16.09 %
>31 - <= 37	3,314	19.39 %	£342,959,610.09	19.42 %
>37 - <= 43	2,211	12.94 %	£221,637,019.27	12.55 %
>43 - <= 49	2,136	12.50 %	£203,516,067.88	11.52 %
>49 - <= 55	702	4.11 %	£62,228,460.49	3.52 %
55+	96	0.56 %	£8,473,697.69	0.48 %
<b>Total</b>	<b>17,089</b>	<b>100.00 %</b>	<b>£1,766,279,034.19</b>	<b>100.00 %</b>

Mortgage Size	Number	% of Total Number	Total	% of Total Amount
<=30K	981	5.74 %	£23,810,420.81	1.35 %
>30 - <= 40K	1,102	6.45 %	£38,887,769.94	2.20 %
>40 - <= 50K	1,261	7.38 %	£56,939,088.93	3.22 %
>50 - <= 75K	3,394	19.86 %	£212,907,140.96	12.05 %
>75 - <= 100K	3,268	19.12 %	£284,432,701.20	16.10 %
>100 - <= 150K	4,093	23.95 %	£498,203,808.29	28.21 %
>150 - <= 200K	1,642	9.61 %	£280,592,102.65	15.89 %
>200 - <= 300K	1,020	5.97 %	£241,718,130.69	13.69 %
>300K	328	1.92 %	£128,787,870.72	7.29 %
<b>Total</b>	<b>17,089</b>	<b>100.00 %</b>	<b>£1,766,279,034.19</b>	<b>100.00 %</b>

Notes: LTV's are indexed quarterly to the Halifax NSA House Price Index

Transaction Party	Provider	Short Term	Long Term
Issuer	The Co-operative Bank	P-1; NR; F2	A2; NR; A-
Servicer	The Co-operative Bank	P-1; NR; F2	A2; NR; A-
Cash Manager	The Co-operative Bank	P-1; NR; F2	A2; NR; A-
Covered Bond Swap	N/A		
Interest Rate Swap	JP Morgan Chase Bank N.A.	P-1; A-1; F1+	Aa3; A+; AA-
Account Bank	1) The Co-operative Bank	P-1; NR; F2	A2; NR; A-
	2) BNP Paribas	P-1; A-1+; F1+	Aa1; AA; AA
Issuer Event of Default	No		
LLP Event of Default	No		