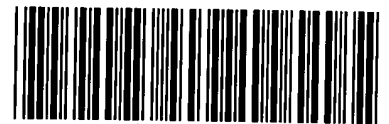


Registered Number: OC313878

Nationwide Covered Bonds LLP

Annual Report and Financial Statements for
the year ended 4 April 2017

SATURDAY



A6CNX6K6

A09

12/08/2017

#223

COMPANIES HOUSE

NATIONWIDE COVERED BONDS LLP**Annual Report and Financial Statements for the year ended 4 April 2017**

Contents	Page
Members and partnership information	2
Members' report for the year ended 4 April 2017	3
Statement of members' responsibilities	5
Strategic report for the year ended 4 April 2017	7
Independent auditors' report	10
Profit and Loss Account for the year ended 4 April 2017	12
Balance sheet as at 4 April 2017	13
Statement of movements in members' interests for the year ended 4 April 2017	14
Notes to the financial statements for the year ended 4 April 2017	15

NATIONWIDE COVERED BONDS LLP

Members and partnership information

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 Auditor
7 More London
London
SE1 2RT

Registered office

Nationwide House
Pipers Way
Swindon
SN38 1NW

Registered number

OC313878
Registered in England and Wales

NATIONWIDE COVERED BONDS LLP

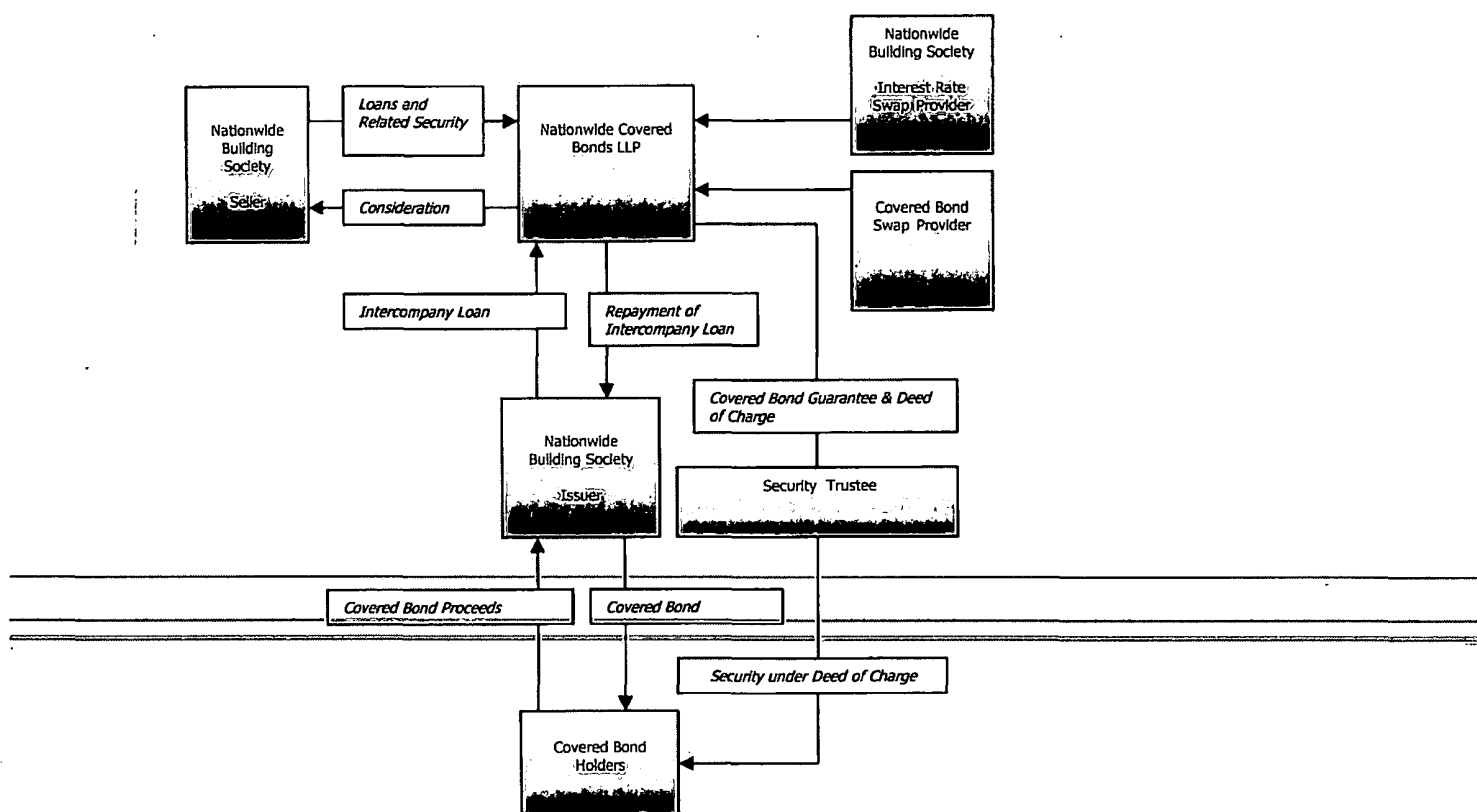
Members' report for the year ended 4 April 2017

On behalf of the members of Nationwide Covered Bonds LLP (the "LLP"), the Management Board have pleasure in presenting the members' report and the audited financial statements for the LLP for the year ended 4 April 2017. As set out in the accounting policies, the Annual Report and Financial Statements have been prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework. All financial information given in the members' report is taken solely from the statutory results prepared on the above basis. The members consider the financial statements to be fair, balanced and understandable.

Business objectives and principal activities

The LLP is a limited liability partnership which was incorporated by Nationwide Building Society ("the Society" or "NBS") and Moulton Capital Finance Limited. 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 Society by acquiring mortgage loans and their related security from the Society (the "Originator") 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 or has occurred during the year.

The LLP enters into interest rate swap agreements with the Society under which it swaps the interest cash flows of the mortgage loans for 3 month Libor plus a 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 currency. Currencies currently in use are Sterling (GBP) (the LLP's functional currency), Euros (EUR) and Norwegian Krona (NOK). The LLP enters into currency swap agreements under which it pays interest cash flows in GBP and receives EUR and NOK cash flows which are used to pay the interest on the loans to Nationwide. The 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.



NATIONWIDE COVERED BONDS LLP

Members' report for the year ended 4 April 2017 (continued)

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 3 month Libor plus a 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.

Employees

The LLP does not have any employees (2016: Zero employees).

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.

Going concern

The LLP's majority member interest is held by Nationwide Building Society. The Society's board of directors has confirmed that it will continue to fund the LLP's activities for the foreseeable future. The foreseeable future is considered for this purpose to be a period at least 12 months forward from the date of approval of the financial statements. Taking this into account, the members have a reasonable expectation that the LLP has adequate resources to continue in business for the foreseeable future and therefore continue to adopt the going concern basis in preparing the financial statements.

Environment

Nationwide Building Society and its consolidated subsidiaries (collectively the "Group") recognises the importance of its environmental responsibilities, monitors its impact on the environment, and designs and implements policies to reduce any damage that might be caused by the Group's activities.

The Group has a comprehensive programme of activity on environmental issues. It runs an active carbon-saving programme and has taken action on issues such as transport, lighting, heating and recycling.

NATIONWIDE COVERED BONDS LLP

Members' report for the year ended 4 April 2017 (continued)

Domicile

~~The LLP is registered and domiciled in the United Kingdom. The registered office is Nationwide House,~~
Pipers Way, Swindon, Wiltshire, SN38 1NW.

Independent auditors

The auditors, PricewaterhouseCoopers LLP, have expressed their willingness to continue in office.

Members and members' interests

The members of the LLP during the year and up to the date of signing the financial statements are shown on page 2.

At no time during the year have the members' executive and non executive directors, or their connected parties, had any beneficial interest in the LLP nor have they had a material interest in any contract significant to the LLP's business.

Statement of members' responsibilities

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

Company law requires the members to prepare financial statements for each financial year. Under that law the members have prepared the financial statements in accordance with applicable law and United Kingdom Accounting Standards (UK GAAP), including Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101). Under company law 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 LLP and of the profit of the LLP for that period. 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 United Kingdom Accounting Standards, including FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements
- notify the LLP's members in writing about the use of disclosure exemptions, if any, of FRS 101 used in the preparation of financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the LLP will continue in business.

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

NATIONWIDE COVERED BONDS LLP

Members' report for the year ended 4 April 2017 (continued)

Statement of disclosure of information to auditors

In accordance with Section 418 of the Companies Act 2006 as applicable to limited liability partnerships, for each member in office at the date the members' report is approved:

- (a) so far as the members are aware, there is no relevant audit information of which the LLP's auditors are unaware, and
- (b) 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 LLP's auditors are aware of that information.

By order of the Management Board



Krishan Hirani

For and on behalf of the LLP

Date: 25th July 2017

NATIONWIDE COVERED BONDS LLP

Strategic report for the year ended 4 April 2017

As set out in the accounting policies, the Annual Report and Financial Statements have been prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework.

Business review

In the year to 4 April 2017, the LLP structure serviced an additional £1,660,813,577 of covered bond issuances:

<u>Note</u>	<u>Amount</u>	<u>Date</u>
CB 2016-13	£750 million	Apr-16
CB 2016-14	€60 million	Apr-16
CB 2016-15	€25 million	May-16
CB 2017-1	€1,000 million	Feb-17

During the year, there was one note that matured:

<u>Note</u>	<u>Amount</u>	<u>Date</u>
CB 2016-13	€1,500 million	Oct-16

The balance sheet on page 13 of the financial statements shows the LLP's financial position at the year end.

Future developments

The LLP will continue to guarantee covered bonds issued by the Society by acquiring mortgage loans and their related security from the Society.

Strategic goals

Although strategic goals are set at Group level, the Board are aware of LLP's role in supporting the Group's ambition to meet these goals. The key performance indicators in relation to the Group's strategic goals are set out below:

- Deliver optimum profitability by targeting £0.9 billion - £1.3 billion underlying profit per annum
- Ensure capital strength by maintaining a leverage ratio of at least 4%
- Engage and enable its people by achieving cross-industry high performance (HP) benchmarks
- Be a market leader with a 3% lead for customer service satisfaction
- Grow the base of engaged members to 10 million by 2022
- Be 1st choice with a 4% lead in prompted brand consideration by 2022 in traditional and digital media
- Be a market leader with a 3% lead for trusted brand recognition.

Further information on the Group's performance against these, and also the strategic goals for the next five years, can be found in the Overview section of the Group Annual Report and Accounts.

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

NATIONWIDE COVERED BONDS LLP

Strategic report for the year ended 4 April 2017 (continued)

Strategic goals (continued)

The level of over-collateralisation is central to the contractual mechanics and to credit rating agencies 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.

To date, all loan and note repayments have been made in accordance with the scheduled repayment dates.

Results

The Loss for the year was £61.3 million (2016: £19.1 million profit). This is composed primarily of net interest income of £3.3 million (2016: £2.1 million) and losses from derivatives and hedge accounting of £61.3 million (2016: £19.1 million profit).

Profits on a cash flow basis are pre-determined under the Covered Bonds LLP programme documentation. The cash flow profits before tax, which exclude gains/(losses) from derivatives and hedge accounting and foreign exchange gains/(losses), are fixed to a maximum of £1 per annum.

At 4 April 2017, the amount of beneficial interests in the mortgage loan portfolio was £19.3 billion (2016: £19.0 billion) and the amount of the deemed loan was £13.5 billion (2016: £13.2 billion). The difference of £5.8 billion (2016: £5.8 billion) mainly represents the amount of over collateralisation in the structure.

Risk management and control of the Group

The Group's mutual model ensures focus on securing the long-term needs of its members whilst maintaining a balance sheet primarily invested in UK residential property and an investment grade liquidity portfolio. Sound management has reduced our exposure to higher risk assets over recent years and retained profits have allowed investment in ongoing service development and strengthened the capital position.

While the Group is a low risk organisation, inevitably it faces challenges that pose strategic risks to the delivery of planned objectives and operational risks as it continues to embrace the digital revolution.

The LLP's risk management policies are set at Group level. Effective risk management is at the heart of the business, supporting the delivery of the Group's strategy by ensuring the business is built to last and continues to be safe and sustainable, protecting members' interests. An enterprise-wide risk management framework ensures that risks are managed effectively. This is underpinned by the three lines of defence model which ensures independent oversight and audit of risk management carried out by the business.

The Group's principal risks are:

- Lending risk
- Financial risk
- Operational risk
- Conduct and compliance risk, and
- Strategic risk.

Nationwide will continue to focus on the top and emerging risks, monitor the macroeconomic environment, and ensure we deliver what is required by our regulators and other authorities. Other areas of focus will include risks associated with the execution of Nationwide's strategy, reviews into specific areas of risk, and the simplification of the ERMF (Enterprise Risk Management Framework) to further improve its effectiveness. Expectations of the safety, security, resilience and ethics of financial institutions remain high and the Secured Funding Committee engages fully with management to oversee the continued strengthening of these within the Society's business operations to ensure that our customers' interests are safeguarded.

NATIONWIDE COVERED BONDS LLP

Strategic report for the year ended 4 April 2017 (continued)

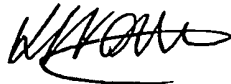
Risk management and control of the Group (continued)

~~Following the result of the EU referendum, the impact of the UK's impending exit from the EU is one of~~
the top risks. This is due to the widespread political and economic uncertainty it has caused, which spans all risk categories. In addition to this, risk management activity over the past year the Society took specific measures to enhance liquidity and protect the financial stability of Nationwide ahead of the vote and Nationwide continues to regularly monitor this risk.

The risk management objectives and policies which correspond to these risks and uncertainties and details on how these are managed and mitigated can be found in the 'Governance' section of the 2017 Annual Report and Accounts.

By order of the Management Board

Krishan Hirani



For and on behalf of the LLP

Date: 25th July 2017

NATIONWIDE COVERED BONDS LLP

Independent auditors' report to the members of Covered Bonds LLP

Report on the financial statements

Our opinion

In our opinion, Nationwide Covered Bonds LLP's financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 4 April 2017 and of its loss for the 12 month period (the "period") then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

What we have audited

The financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), comprise:

- the Balance Sheet as at 4 April 2017;
- the Profit and Loss Account for the period then ended;
- the Statement of movements in members' interest for the period then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic Report and the Members' Report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Members' Report have been prepared in accordance with applicable legal requirements.

In addition, in light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we are required to report if we have identified any material misstatements in the Strategic Report and the Members' Report. We have nothing to report in this respect.

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- 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.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

NATIONWIDE COVERED BONDS LLP

Independent auditors' report to the members of Covered Bonds LLP (continued)

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Statement members' responsibilities set out on page 5, the directors 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) ("ISAs (UK & 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 company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 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.

What an audit of financial statements involves

We conducted our audit in accordance with ISAs (UK & Ireland). 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 company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the directors; and
- the overall presentation of the financial statements.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report. With respect to the Strategic Report and Members' Report, we consider whether those reports include the disclosures required by applicable legal requirements.



Laura Needham (Senior Statutory Auditor)

for and on behalf of PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

London

26th July 2017

- (a) The maintenance and integrity of the Nationwide Building Society website is the responsibility of the members; the work carried out by the auditors does not involve consideration of these matters and, accordingly, the auditors accept no responsibility for any changes that may have occurred to the financial statements since they were initially presented on the website.
- (b) Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

NATIONWIDE COVERED BONDS LLP**Profit and Loss Account for the year ended 4 April 2017**

	Note	2017 £'000	2016 £'000
Interest receivable and similar income	3	153,454	172,459
Interest payable and similar charges	4	(150,140)	(170,373)
Net interest income		3,314	2,086
(Losses)/Gains from derivatives and hedge accounting	5	(61,291)	19,050
Administrative expenses	6	(3,314)	(2,086)
(Loss)/Profit for the year		(61,291)	19,050

No other comprehensive income was earned during the year (2016: £nil).

The notes on pages 15 to 32 form part of these financial statements

NATIONWIDE COVERED BONDS LLP**Balance Sheet as at 4 April 2017**

	Note	2017 £'000	2016 £'000
Assets			
Cash and cash equivalents	7	1,538,217	1,328,306
Loans and other debts due from members	8	13,465,365	13,159,342
Derivative financial instruments	9	2,290,478	1,895,043
Other assets	10	13,052	-
Total assets		17,307,112	16,382,691
Liabilities			
Loans from members	11	16,074,397	15,051,842
Derivative financial instruments	9	74,213	281,757
Other liabilities	12	1,171,649	1,000,948
Total liabilities		17,320,259	16,334,547
Members' other interests			
General reserve		(13,147)	48,144
Total members' other interests		(13,147)	48,144
Total members' other interests and liabilities		17,307,112	16,382,691
Total members' interests			
Members' interests in general reserves		(13,147)	48,144
Loans from members		16,074,397	15,051,842
Loans and other debts due from members		(13,465,365)	(13,159,342)
Total members' interests		2,595,885	1,940,644

The notes on pages 15 to 32 form part of these financial statements.

The members acknowledge their responsibility for complying with the requirements of the Companies Act 2006 with respect to accounting records and for the preparation of financial statements.

The financial statements were approved by the members on 25th July 2017.

Signed on behalf of the members



Krishan Hiram
Registration NO. OC313878

NATIONWIDE COVERED BONDS LLP**Statement of movements in members' interests for the year ended 4 April 2017**

	General reserve £'000	Loans from/(to) members £'000	Total members Interest £'000
General reserve at 5 April 2016	48,144	-	48,144
Loss for the year	(61,291)	-	(61,291)
Balance carried forward at 4 April 2017	(13,147)	-	(13,147)
Loans from members	-	16,074,397	16,074,397
Other debts due to members	-	-	-
Loans and other debts due from members	-	(13,465,365)	(13,465,365)
Members' interests as at 4 April 2017	(13,147)	2,609,032	2,595,885

	General reserve £'000	Loans from/(to) members £'000	Total members Interest £'000
General reserve at 5 April 2015	29,094	-	29,094
Profit for the year	19,050	-	19,050
Balance carried forward at 4 April 2016	48,144	-	48,144
Loans from members	-	15,051,842	15,051,842
Other debts due to members	-	-	-
Loans and other debts due from members	-	(13,159,342)	(13,159,342)
Members' interests as at 4 April 2016	48,144	1,892,500	1,940,644

The notes on pages 15 to 32 form part of these financial statements.

NATIONWIDE COVERED BONDS LLP

Notes to the financial statements for the year ended 4 April 2017

1 Accounting policies

Basis of preparation

The LLP financial statements have been prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework.

The LLP's ultimate parent undertaking is Nationwide Building Society. The Society's board of directors has confirmed that it will continue to fund the LLP's activities for the foreseeable future. The foreseeable future is considered for this purpose to be a period at least 12 months forward from the date of approval of the financial statements. Taking this into account, the members have a reasonable expectation that the LLP has adequate resources to continue in business for the foreseeable future and therefore continue to adopt the going concern basis in preparing the financial statements.

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

The preparation of financial statements in conformity with general accepted accounting principles requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the year. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results ultimately may differ from those estimates.

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

Foreign Exchange translation

LLP holds monetary items denominated in foreign currencies which are translated to sterling at the reporting date. The group utilises derivatives to economically hedge this foreign exchange exposure with fair value gains and losses on these derivatives presented within 'gains/losses from derivatives and hedge accounting' in the income statement. To provide a more meaningful presentation of LLP residual economic foreign exchange exposure, amounts in relation to the retranslation of foreign currency monetary items are shown in 'gains/losses from derivatives and hedge accounting' in the income statement to offset against the movement in derivative values.

Derecognition

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 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.

NATIONWIDE COVERED BONDS LLP

Notes to the financial statements for the year ended 4 April 2017 (continued)

1 Accounting policies

Contributions and drawings

Under the terms of the transaction documents for the sale of the mortgage loans, 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.

Deferred consideration

Under the terms of the mortgage sale agreement, 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. 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. Deferred consideration is presented within other debts due to members where not paid.

Interest receivable and interest expense

Interest income and expense are recognised in the profit and loss account 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 EIR 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 profit and loss account.

Interest receivable is presented net of amounts payable for profits in excess of the £1 per annum limit set out in the programme documents. The associated amounts payable are presented net within loans and other debts due to members.

NATIONWIDE COVERED BONDS LLP

Notes to the financial statements for the year ended 4 April 2017 (continued)

1 Accounting policies (continued)

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

The LLP has only one business segment and operates wholly in the UK. Accordingly no segmental analysis is presented in these financial statements.

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 is accounted for in these financial statements.

Loans and other debts due from members

The entity classifies its loans and other debts due from members as loans and receivables which are held at amortised cost. 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.

The carrying amount of the asset is reduced by the amount of any impairment loss. Any losses are recognised in the profit and loss account.

Derivatives and hedge accounting

Derivatives are entered into to reduce exposure to fluctuations in interest rates and exchange rates and are not used for speculative purposes.

NATIONWIDE COVERED BONDS LLP

Notes to the financial statements for the year ended 4 April 2017 (continued)

1 Accounting policies (continued)

Derivatives and hedge accounting (continued)

a) Derivative financial instruments

Other than as noted in (c) below, derivatives are carried at fair value with movements in fair value recorded in the profit and loss account. Derivative financial instruments are principally valued by discounted cash flow models using yield curves that are based on observable market data or are based on valuations obtained from counterparties. For collateralised positions the LLP uses discount curves based on overnight indexed swap rates, as detailed in note 5, and for non-collateralised positions the LLP uses discount curves based on term Libor rates.

In the first instance fair values are calculated using mid prices. An adjustment is then made to derivative assets and liabilities to value them on a bid and offer basis respectively. The bid-offer adjustment is calculated on a portfolio basis and reflects the costs that would be incurred if substantially all residual net portfolio market risks were closed out using available hedging instruments or by disposing of or unwinding actual positions. The methodology for determining the bid-offer adjustments involves netting between long and short positions and the grouping of risk by type, in accordance with hedging strategy. Bid-offer spreads are derived from market sources such as broker data and are reviewed periodically.

In measuring fair value, separate credit valuation and debit valuation adjustments are made for counterparty or own credit risk to the extent not already included in the valuation.

All derivatives are classified as assets where their fair value is positive and liabilities where their fair value is negative. Where there is a legal ability and intention to settle net, then the derivative is classified as a net asset or liability, as appropriate.

Where cash collateral is received, to mitigate the risk inherent in amounts due to the LLP, it is included as a liability. Where cash collateral is given, to mitigate the risk inherent in amounts due from the LLP, it is included as an asset.

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 profit and loss account to offset the fair value movement of the related derivative.

To qualify for hedge accounting the hedge relationship must be clearly documented at inception and the derivative must be expected to be highly effective in offsetting the hedged risk. 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 profit and loss account.

NATIONWIDE COVERED BONDS LLP**Notes to the financial statements for the year ended 4 April 2017 (continued)****1 Accounting policies (continued)****Derivatives and hedge accounting (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 IAS 39 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.

2 Judgements in applying accounting policies and critical accounting estimates

No judgements, estimates or assumptions have been made that are considered critical to the preparation of these financial statements.

3 Interest receivable and similar income	2017	2016
	£'000	£'000
Interest receivable from members	259,821	291,344
Excess profits payable	(103,135)	(120,302)
Other interest receivable	(3,232)	1,417
	153,454	172,459
4 Interest payable and similar charges	2017	2016
	£'000	£'000
Interest payable on loans from members	310,375	330,909
Interest receivable on derivative financial instruments	(160,235)	(160,536)
	150,140	170,373
5 Gains/(Losses) from derivatives and hedge accounting	2017	2016
	£'000	£'000
Derivatives designated as fair value hedges	(277,600)	(24,109)
Fair value movement attributable to hedged risk	281,455	1,349
Gains/(Losses) from fair value hedge accounting (note i)	3,855	(22,760)
Fair value gains/(losses) from other derivatives (note ii)	(89,672)	6,745
Foreign exchange gain/(loss) *	24,526	35,065
	(61,291)	19,050

*An accounting gain of £24.5 million is included in the profit and loss account in respect of open foreign currency positions for the year ended 4 April 2017 (2016: £35.1 million loss).

NATIONWIDE COVERED BONDS LLP

Notes to the financial statements for the year ended 4 April 2017 (continued)

5 Gains/(Losses) from derivatives and hedge accounting (continued)

Notes

(i) Gains or losses from fair value hedges can arise where there is a hedge accounting relationship in place and either:

- the relationship passed all the monthly effectiveness tests but the fair value of the derivative was not exactly offset by the change in fair value of the liability being hedged (sometimes referred to as hedge effectiveness) or
- the relationship failed a monthly effectiveness test which, for that month, disallows recognition of the change in fair value of the underlying asset or liability being hedged and in following months leads to the amortisation of existing balance sheet positions.

(ii) Other derivatives are those used for economic hedging but which are not in an IAS 39 hedge accounting relationship because hedge accounting is not currently applied at the LLP.

Although the LLP uses derivatives exclusively to hedge risk exposures in interest rates or exchange rates, volatility in the profit and loss account can still arise due to hedge accounting ineffectiveness or because hedge accounting is not achievable. Management recognise that this arises from the application of accounting rules which do not reflect the economic reality of the business and as such this volatility will continue period on period but will always trend back to zero over time.

A loss of £61.3 million (2016: £19.1 million gain) has been recognised in the year ended 4 April 2017 for derivatives and hedge accounting. Included within this result was the impact of the following:

- Gain of £3.9 million (2016: £22.8 million loss) on micro hedge relationships; and
- Loss of £89.7 million (2016: £6.7 million gain), principally a result of volatility in sterling: euro interest rates on cross currency interest rate swaps used to economically hedge non-sterling wholesale funding.
- Gain of £24.5 million (2016: £35.1 million gain) on Foreign Exchange as a result of the revaluation of currency items.

6 Administrative expenses

	2017	2016
	£'000	£'000
Credit Rating Agency fees	1,242	958
Legal fees	700	474
Non audit fees payable to auditor	118	215
Audit fees payable as auditor	27	22
Other administrative expenses	1,227	417
Administrative expenses	3,314	2,086

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 £1,172 million (2016: £1,001 million) collateral support to the derivatives deposited with the Covered Bonds LLP as at 4 April 2017 by swap providers other than Nationwide Building Society.

NATIONWIDE COVERED BONDS LLP

Notes to the financial statements for the year ended 4 April 2017 (continued)

8 Loans and other debts due from members

The loan to members of £13,465 million (2016: £13,159 million) represents a deemed loan to 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 £19,322 million as at 4 April 2017 (2016: £18,996 million). The mortgages are secured on residential property and are all designated in sterling at either fixed rates or at variable rates of interest, based on the standard variable rate of the Society. As discussed in note 1, the LLP has entered into a basis swap with the Society to swap the interest flow from these mortgages into a floating rate of return based on LIBOR. This swap is not recognised as a separate derivative financial instrument.

	2017	2016
	£'000	£'000
Loans and other debts due from members	13,465,365	13,159,342
Over-collateralisation	4,880,398	4,963,065
Excess profits payable	962,171	859,036
Accrued interest on basis swap	14,382	14,836
Beneficial interest in a mortgage portfolio	19,322,316	18,996,279

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.

	2017			2016		
	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 hedging instruments						
Interest rate swaps	12,405,954	1,144,499	30,748	11,938,587	1,301,230	11,432
Other derivatives not designated in hedge accounting relationship						
Cross currency interest rate swaps	10,585,425	1,145,979	43,465	10,976,025	593,813	270,325
Total	22,991,379	2,290,478	74,213	22,914,612	1,895,043	281,757

NATIONWIDE COVERED BONDS LLP

Notes to the financial statements for the year ended 4 April 2017 (continued)

9 Derivative financial instruments (continued)

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

- Cross currency interest rate swaps asset includes £2,406,521 interest payable (2016: £1,336,069 interest payable).
- Interest rate swaps asset includes £67,486,032 interest receivable (2016: £76,180,243 interest receivable).
- Cross currency interest rate swaps liability includes £237,574 interest receivable (2016: £2,530,759 interest receivable).
- Interest rate swaps liability includes £2,174,428 interest receivable (2016: £572,582 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.

Offsetting

The LLP has financial assets and liabilities for which there is a legally enforceable right to set off the recognised amounts, and which may be settled net. However the netting arrangements do not result in an offset of balance sheet assets and liabilities for accounting purposes as the right to set off is not unconditional in all circumstances. Therefore, in accordance with IAS 32 Financial Instruments: Presentation, there are no financial assets or liabilities which are offset with the net amount presented on the balance sheet. All financial assets and liabilities are presented on a gross basis on the balance sheet.

In accordance with IFRS 7 Financial Instruments: Disclosures, the following table shows the impact on derivative financial instruments, relating to transactions where:

- There is an enforceable master netting arrangement or similar agreement in place but the Offset Criteria are otherwise not satisfied, and
- Financial collateral is paid and received.

Master netting arrangements consist of agreements such as an International Swaps and Derivatives Association (ISDA) Master Agreement, whereby outstanding transactions with the same counterparty can be offset and settled net following a default or other predetermined event.

Financial collateral on derivative financial instruments consists of cash and securities settled, typically daily or weekly, to mitigate the mark to market exposures. Where cash collateral is received to mitigate the risk inherent in amounts due to the LLP, it is included as a liability. Where cash collateral is given to mitigate the risk inherent in amounts due from the LLP, it is included as an asset.

The Net amounts after offsetting under IFRS 7 presented below shows the exposure to counterparty credit risk for derivative contracts after netting benefits, and are not necessarily intended to represent the LLP's actual exposure to credit risk due to a variety of credit mitigation strategies which may be employed in addition to netting and collateral arrangements. Any such credit mitigation strategies are discussed further in the Credit Risk section of the note 14.

NATIONWIDE COVERED BONDS LLP

Notes to the financial statements for the year ended 4 April 2017 (continued)

9 Derivative financial instruments (continued)

Offsetting (continued)

	Gross and net amounts reported on the balance sheet £'000	Master netting arrangements £'000	Financial collateral £'000	Net amounts after offsetting under IFRS 7 £'000
4 April 2017				
Financial assets				
Derivative financial instruments	2,290,478	(74,213)	(1,124,731)	1,091,534
Total assets	2,290,478	(74,213)	(1,124,731)	1,091,534
Financial liabilities				
Derivative financial liabilities	74,213	(74,213)	-	-
Total liabilities	74,213	(74,213)	-	-
4 April 2016*				
Financial assets				
Derivative financial instruments	1,895,043	(281,083)	(976,242)	637,718
Total assets	1,895,043	(281,083)	(976,242)	637,718
Financial liabilities				
Derivative financial liabilities	281,757	(281,083)	-	674
Total liabilities	281,757	(281,083)	-	674

* Prior year comparatives have been restated due to the master netting arrangement and financial control change.

10 Other Assets

	2017 £'000	2016 £'000
Prepayments fees	13,052	-
Other Assets	13,052	-

Other assets relate to fees paid in advance relating to the day to day management of the Covered Bond program which are being amortised to P&L over the life of the underlying notes and fees paid upon novation of derivatives which are being amortised to P&L over the life of the derivatives.

11 Loans from members

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

Coupon Rate	Maturity	Notional	2017 £'000	2016 £'000
3.125%	due 2016	(EUR 1500m)	-	1,195,654
4.100%	due 2017	(EUR 58m)	49,632	46,249
3.810%	due 2017	(EUR 116m)	99,074	92,314
Libor + 0.200%	due 2017	(GBP 750m)	749,937	749,713
5.270%	due 2018	(NOK 400m)	37,303	33,722
Libor + 0.500%	due 2018	(GBP 750m)	750,000	750,000
0.750%	due 2019	(EUR 1000m)	855,104	796,627
Libor + 0.500%	due 2019	(GBP 750m)	750,000	-
4.890%	due 2020	(NOK 500m)	46,624	42,147
0.375%	due 2020	(EUR 1000m)	852,335	793,367
0.277%	due 2020	(EUR 100m)	85,576	79,751

NATIONWIDE COVERED BONDS LLP

Notes to the financial statements for the year ended 4 April 2017 (continued)

11 Loans from LLP members (continued)

Coupon Rate	Maturity	Notional	2,017 £'000	2,016 £'000
5.560%	due 2021	(NOK 500m)	46,601	42,119
4.625%	due 2021	(EUR 1250m)	1,065,787	992,388
5.695%	due 2021	(NOK 500m)	46,626	42,150
0.750%	due 2021	(EUR 1000m)	855,378	797,078
0.125%	due 2021	(EUR 1250m)	1,066,014	992,554
0.185%	due 2021	(EUR 80m)	68,461	63,801
4.375%	due 2022	(EUR 2000m)	1,709,180	1,592,449
0.750%	due 2022	(EUR 1000m)	854,142	795,738
4.699%	due 2023	(EUR 50m)	42,779	39,865
0.000%	due 2023	(EUR 25m)	21,915	20,664
4.924%	due 2025	(EUR 132m)	112,773	105,074
5.625%	due 2026	(GBP 750m)	744,892	744,457
4.565%	due 2026	(EUR 100m)	85,562	79,735
4.120%	due 2026	(EUR 50m)	42,781	39,838
Libor + 1.500%	due 2026	(GBP 100m)	99,989	99,987
3.770%	due 2027	(EUR 103m)	88,132	82,131
0.625%	due 2027	(EUR 750m)	634,817	590,978
Libor + 1.500%	due 2028	(GBP 100m)	100,000	99,995
3.555%	due 2028	(EUR 158m)	134,766	125,590
4.433%	due 2029	(EUR 40m)	34,222	31,892
3.750%	due 2029	(EUR 40m)	34,224	31,894
2.250%	due 2029	(EUR 750m)	636,683	593,011
3.832%	due 2030	(EUR 88m)	75,294	70,167
1.000%	due 2030	(EUR 50m)	42,788	39,876
4.740%	due 2031	(EUR 30m)	25,650	23,900
Libor + 1.500%	due 2031	(GBP 50m)	50,000	49,998
1.703%	due 2031	(EUR 100m)	85,576	79,751
1.195%	due 2031	(EUR 50m)	42,788	39,876
5.010%	due 2032	(EUR 50m)	42,768	39,855
3.900%	due 2032	(EUR 77m)	65,871	61,385
1.620%	due 2032	(EUR 50m)	42,788	39,876
1.351%	due 2034	(EUR 105m)	89,855	83,739
0.746%	due 2035	(EUR 25m)	21,394	19,938
0.750%	due 2035	(EUR 50m)	42,788	39,876
1.760%	due 2035	(EUR 45m)	38,509	35,888
1.770%	due 2035	(EUR 50m)	42,788	39,876
1.540%	due 2035	(EUR 35m)	29,952	27,913
1.680%	due 2035	(EUR 25m)	21,394	19,938
1.395%	due 2036	(EUR 51m)	43,644	40,673
1.345%	due 2036	(EUR 50m)	42,788	39,876
1.331%	due 2036	(EUR 30m)	25,673	23,925
1.390%	due 2036	(EUR 40m)	34,230	31,900
1.425%	due 2038	(EUR 50m)	42,788	39,876
1.940%	due 2039	(EUR 56m)	47,923	44,661
2.067%	due 2039	(EUR 50m)	42,788	39,876
1.693%	due 2039	(EUR 50m)	42,788	39,876
1.673%	due 2041	(EUR 25m)	21,394	19,938
1.618%	due 2041	(EUR 30m)	25,673	23,925
1.336%	due 2041	(EUR 40m)	34,230	31,900
1.420%	due 2041	(EUR 60m)	51,345	-
1.573%	due 2041	(EUR 25m)	21,394	-
0.500%	due 2041	(EUR 1000m)	854,204	-
			14,892,374	13,671,210
Fair Value adjustment for Micro hedged risk			1,106,499	1,293,089
Accrued Interest			75,524	87,543
			16,074,397	15,051,842

NATIONWIDE COVERED BONDS LLP

Notes to the financial statements for the year ended 4 April 2017 (continued)

12 Other liabilities

The liabilities below relate to collateral support deposited with the Covered Bonds LLP by swap providers following credit rating downgrades of those counterparties.

	2017 £'000	2016 £'000
Collateral support	1,171,596	1,000,948
Sundry accruals	53	-
Other Liabilities	1,171,649	1,000,948

13 Related party transactions

Key management personnel

The LLP Management Committee (comprised of Members 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.

Transactions with related parties

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

	2017 £'000	2016 £'000
Balances		
Loans and other debts due from members	13,465,365	13,159,342
Loans from members	(16,074,397)	(15,051,842)
Transactions		
Bank interest receivable/(payable)	(3,232)	1,417
Interest receivable from members	156,687	171,042
Interest payable on loans from members	(310,375)	(330,909)

14 Risk management and control of the Group

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.

NATIONWIDE COVERED BONDS LLP

Notes to the financial statements for the year ended 4 April 2017 (continued)

14 Risk management and control of the Group (continued)

Control of derivatives

The LLP uses derivative financial instruments to hedge some 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. Any 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. For valuing collateralised derivatives the LLP uses discount curves based on overnight indexed swap (OIS) rates, whilst for non-collateralised derivatives the LLP continues to use discount curves based on term Libor rates.

Credit risk

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

The LLP assesses its counterparties for credit risk before contracting with them. Credit rating is the main method used to measure counterparty credit risk. In accordance with the criteria of the rating agencies that rate the Notes, the Programme Documentation contains various rating triggers linked to each counterparty, which require certain actions to be taken if triggers are breached, including the posting of collateral or the replacement of a counterparty.

The maximum exposure to credit risk is the carrying amount of the loans and other debts due from members of £13,465 million (2016: £13,159 million), the derivative financial instruments of £2,290 million (2016: £1,895 million) and cash and cash equivalents with Nationwide Building Society of £1,538 million (2016: £1,328 million).

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

The current counterparty credit ratings (short-term/long-term) are included below:

Function	Counterparty	Rating as at 4 April 2017 S&P/Moody's/ Fitch	Breach Remedy	Updated rating S&P/Moody's/ Fitch (1)
Account Bank	Nationwide Building Society	A-1/P-1/F1 A/Aa3/A+	-	A-1/P-1/F1 A/A1/A
Swap Provider	National Australia Bank	A-1+/P-1/F1+ AA-/Aa2/AA-	Collateral Posted	A-1+/P-1/F1+ AA-/Aa3/AA-
Swap Provider	BNP Paribas	A-1/P-1/F1 A/A1/A+	Collateral Posted	A-1/P-1/F1 A+/A1/A+
Swap Provider	Nationwide Building Society	A-1/P-1/F1 A/Aa3/A+	-	A-1/P-1/F1 A/A1/A
Swap Provider	HSBC	A-1+/P-1/F1+ AA-/Aa2/AA-	Collateral Posted	A-1+/P-1/F1+ AA-/Aa2/AA-
Swap Provider	Wells Fargo	A-1+/P-1/F1+ A/A2/AA-	Collateral Posted	A-1+/P-1/F1+ AA-/Aa2/AA-

Note (1) As at date of approval of the financial statements

NATIONWIDE COVERED BONDS LLP**Notes to the financial statements for the year ended 4 April 2017 (continued)****14 Risk management and control of the Group (continued)****Credit risk (continued)**

The loans and other debts due from members are secured on residential property. At year end, there was £nil impairment provision against the loans and other debts due from members (2016: £Nil). 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. More information on mortgage assets is set out below.

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

	2017	2016
Aggregate loan balance	£19,322m	£18,966m
Number of loans	310,270	211,630
Largest loan	£930,473	£958,391
Average balance of mortgage loan	£62,276	£89,762
Longest dated mortgage legal maturity	41 years	42 years

Distribution by current loan to value ratio (indexed):

	2017	2016
	%	%
<70%	87	84
70% - 80%	10	11
80% - 90%	3	4
90% - 100%	0	1
>100%	-	-
Total book	100	100
Average loan to value of book (indexed)	47	49

The values 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:

	2017		2016	
	£'000	%	£'000	%
Not impaired:				
Neither past due nor impaired	19,132,296	99	18,791,312	99
Past due up to 3 months but not impaired	102,513	1	128,920	1
Impaired	87,506	-	76,047	-
	19,322,315	100	18,996,279	100

A mortgage loan is classified as "impaired" if it is more than 3 months past due or in possessions. Impaired mortgage loans are further analysed as follows:

NATIONWIDE COVERED BONDS LLP**Notes to the financial statements for the year ended 4 April 2017 (continued)****14 Risk management and control of the Group (continued)****Credit risk (continued)**

	2017		2016	
	£'000	%	£'000	%
Impaired status:				
Past due 3 to 6 months	45,105	52	44,141	58
Past due 6 to 12 months	27,493	31	21,047	28
Past due over 12 months	14,908	17	10,859	14
Possessions	-	-	-	-
	87,506	100	76,047	100

Residential mortgage accounts by locations:	2017	2016
	%	%
South-east England (excluding Greater London)	29	29
Central England	18	18
Northern England	16	16
Greater London	14	14
South-west England	9	9
Scotland	6	6
Wales and Northern Ireland	8	8
	100	100

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.

NATIONWIDE COVERED BONDS LLP

Notes to the financial statements for the year ended 4 April 2017 (continued)

14 Risk management and control of the Group (continued)

At 4 April 2017

Residual maturity

Due In

Assets	Less than 1 month* £000's	1-3 months £000's	3-6 months £000's	6-9 months £000's	9-12 months £000's	1-2 years £000's	2-5 years £000's	Over 5 years £000's	Total £000's
Cash and cash equivalents	1,538,217	-	-	-	-	-	-	-	1,538,217
Loan and other debts due from members	(227)	(14,155)	775,793	51,346	-	814,451	7,704,601	4,133,556	13,465,365
Derivative financial instruments	(54,913)	-	1,885	-	-	2,980	1,347,448	993,078	2,290,478
Other Assets	191	409	630	635	621	2,480	6,994	1,092	13,052
Total assets	1,483,268	(13,746)	778,308	51,981	621	819,911	9059,043	5,127,726	17,307,112
Liabilities									
Loans from LLP members	6,458	19,756	759,813	64,158	25,910	788,575	8,037,403	6,372,324	16,074,397
Derivative financial instruments	127	-	2,049	-	-	8,335	29,774	33,928	74,213
Other liabilities	1,171,596	53	-	-	-	-	-	-	1,171,649
Total liabilities	1,178,181	19,809	761,862	64,158	25,910	796,910	8,067,177	6,406,252	17,320,259
Net assets/(liabilities)	305,087	(33,555)	16,446	(12,177)	(25,289)	23,001	991,866	(1,278,526)	(13,147)

At 4 April 2016

Residual maturity

Due In

Assets	Less than 1 month* £000's	1-3 months £000's	3-6 months £000's	6-9 months £000's	9-12 months £000's	1-2 years £000's	2-5 years £000's	Over 5 years £000's	Total £000's
Cash and cash equivalents	1,328,306	-	-	-	-	-	-	-	1,328,306
Loan and other debts due from members	(14,836)	-	-	1,316,625	-	876,500	5,097,084	5,883,969	13,159,342
Derivative financial instruments	-	-	-	26,084	-	3,314	336,054	1,529,591	1,895,043
Total assets	1,313,470	-	-	1,342,709	-	879,814	5,433,138	7,413,560	16,382,691
Liabilities									
Loans from LLP members	5,244	18,607	9,677	1,239,640	24,477	798,263	4,854,709	8,101,225	15,051,842
Derivative financial instruments	-	-	-	111,087	-	5,450	122,547	42,673	281,757
Other liabilities	1,001,025	(77)	-	-	-	-	-	-	1,000,948
Total liabilities	1,006,269	18,530	9,677	1,350,727	24,477	803,713	4,977,256	8,143,898	16,334,547
Net assets/(liabilities)	307,201	(18,530)	(9,677)	(8,018)	(24,477)	76,101	455,882	(730,338)	48,144

*Includes repayable on demand

NATIONWIDE COVERED BONDS LLP

Notes to the financial statements for the year ended 4 April 2017 (continued)

14 Risk management and control of the Group (continued)

Prepayment risk

Cash flows are dependent 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).

At 4 April 2017
Gross contractual
cash flows

	Due In								
	Less than 1 month* £000's	1-3 months £000's	3-6 months £000's	6-9 months £000's	9-12 months £000's	1-2 years £000's	2-5 years £000's	Over 5 years £000's	Total £000's
Loans from LLP members	7,645	24,880	821,615	33,525	205,861	1,075,213	8,223,844	6,686,545	17,079,128
Derivative financial instruments	2,435	2,872	5,247	7,293	5,219	29,665	74,703	15,748	143,182
Other liabilities	1,171,643	-	53	-	-	-	-	-	1,171,696
Total liabilities	1,181,723	27,752	826,915	40,818	211,080	1,104,878	8,298,547	6,702,293	18,394,006

*Includes repayable on demand

At 4 April 2016
Gross contractual
cash flows

	Due In								
	Less than 1 month* £000's	1-3 months £000's	3-6 months £000's	6-9 months £000's	9-12 months £000's	1-2 years £000's	2-5 years £000's	Over 5 years £000's	Total £000's
Loans from LLP members	6,252	22,845	20,324	1,265,522	191,044	1,066,863	5,413,473	8,017,115	16,003,438
Derivative financial instruments	1,535	8,939	11,413	118,324	8,084	39,817	217,866	124,353	530,331
Other liabilities	1,001,025	-	-	-	-	-	-	-	1,001,025
Total liabilities	1,008,812	31,784	31,737	1,383,846	199,128	1,106,680	5,631,339	8,141,468	17,534,794

*Comparatives have been restated for the Loans from LLP members numbers line.

NATIONWIDE COVERED BONDS LLP

Notes to the financial statements for the year ended 4 April 2017 (continued)

14 Risk management and control of the Group (continued)

Interest-rate-risk

The LLP is exposed to interest rate risk in that its multiple currency interest expense is at fixed and floating rates, 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.

Foreign currency risk

The current operating currencies of the LLP are in Sterling, Euros and Norwegian Krona. 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.

15 Fair value of financial assets and liabilities

Fair value of financial assets and liabilities at amortised cost

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.

At 4 April	2017		2016	
	Carrying value £'000	Fair value £'000	Carrying value £'000	Fair value £'000
Assets				
Loans and other debts due from members	13,465,365	13,362,161	13,159,342	13,133,711
Liabilities				
Loans from LLP members	16,074,397	16,035,862	15,051,842	15,022,087
Accruals and other liabilities	1,171,649	1,171,649	1,000,948	1,000,948

The fair value of other debts due to members and accruals and other liabilities approximates carrying value.

The estimated fair value of loans and other debts due from members represents the discounted amount of estimated future cash flows expected to be received based on the underlying mortgage pool assets. Expected cash flows are discounted at current market rates to determine fair value. These are considered to be level 3 within the fair value hierarchy.

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.

NATIONWIDE COVERED BONDS LLP

Notes to the financial statements for the year ended 4 April 2017 (continued)

15 Fair value of financial assets and liabilities (continued)

Fair value of financial assets and liabilities held at fair value

The fair value of the derivatives falls within level 2 of the fair value hierarchy. Financial instruments classified as level 2 have been valued using models whose inputs are observable in an active market. Valuations based on observable inputs include swap derivative financial instruments which are valued using market standard pricing techniques. There are no instruments that fall within level 3 of the fair value hierarchy as at 4 April 2017 (2016: none). There have been no movements in and out of level 3 throughout the year.

16 Capital management

Capital is managed on a Group basis.

The Group is subject to the capital requirements imposed by its regulator, the Prudential Regulation Authority (PRA). During the year the Group complied with the capital requirements set by the PRA.

17 Parent undertaking and ultimate controlling entity

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

Nationwide Building Society is the ultimate parent and controlling party which prepares the consolidated financial statements.

It is registered at Nationwide House, Pipers Way, Swindon, Wiltshire, SN38 1NW. The Group Annual Report and Accounts can be obtained from this address or at www.nationwide.co.uk.

18 Post balance sheet events

The following covered bond issuances were made post 4 April 2017:

<u>Note</u>	<u>Amount</u>	<u>Date</u>
CB 2017 – 2	EUR 1,000m	22 June 2017