

Date 6 February 2015

Leeds Building Society

Issue of Regulated £300,000,000 Floating Rate Series 8 Covered Bonds due February 2018 irrevocably and unconditionally guaranteed as to payment of principal and interest by Leeds Building Society Covered Bonds Limited Liability Partnership under the €7 billion Global Covered Bond Programme

The Programme has been registered and notice of these Covered Bonds will be made, under the Regulated Covered Bonds Regulations 2008 (SI 2008/346).

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions of the Covered Bonds (the **Conditions**) set forth in the prospectus dated 23 December 2014 (the **Prospectus**) for the purposes of Directive 2003/71/EC (the **Prospectus Directive**). This document constitutes the Final Terms of the Covered Bonds described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Prospectus. Full information on the Issuer, the LLP and the offer of the Covered Bonds is only available on the basis of the combination of these Final Terms and the Prospectus. Copies of the Prospectus are available free of charge to the public at the principal office of the Issuer (105 Albion Street, Leeds, West Yorkshire LS1 5AS) and from the specified office of each of the Paying Agents. The Prospectus has been published on the website of the London Stock Exchange (www.londonstockexchange.com/exchange/prices-and-news/news/market-news/market-news-home.html) in accordance with Article 14.

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| 1. | (i) | Issuer: | Leeds Building Society |
| | (ii) | Guarantor: | Leeds Building Society Covered Bonds Limited Liability Partnership |
| 2. | (i) | Series Number: | 8 |
| | (ii) | Tranche Number: | 1 |
| | (iii) | Series which Covered Bonds will be consolidated and form a single Series with: | Not Applicable |
| | (iv) | Date on which the Covered Bonds will be consolidated and form a single Series with the Series specified above: | Not Applicable |
| 3. | | Specified Currency or Currencies: | GBP/£/Sterling |
| 4. | | Nominal Amount of Covered Bonds to be issued: | £300,000,000 |
| 5. | | Aggregate Nominal Amount of the Covered | |

Bonds admitted to trading:

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|------|---|---|
| (i) | Series: | 8 |
| (ii) | Tranche: | 1 |
| 6. | Issue Price: | 100 per cent of the Aggregate Nominal Amount |
| 7. | (i) Specified Denominations: | £100,000 and integral multiples of £1,000 in excess thereof up to and including £199,000. No Covered Bonds in definitive form will be issued with a denomination above £199,000 |
| | (ii) Calculation Amount: | £1,000 |
| 8. | (i) Issue Date: | 9 February 2015 |
| | (ii) Interest Commencement Date: | Issue Date |
| 9. | (i) Final Maturity Date: | 9 February 2018 |
| | (ii) Extended Due for Payment Date of the Guaranteed Amounts corresponding to Final Redemption Amount under the Covered Bond Guarantee: | 9 February 2019 |
| 10. | Interest Basis: | 3 Month GBP LIBOR +0.27 per cent. |
| 11. | Redemption/Payment Basis: | 100 per cent of the nominal value |
| 12. | Change of Interest Basis or Redemption/Payment Basis: | in accordance with paragraph 16 below |
| 13. | Call/Put Options: | Not Applicable |
| 14. | Date Board approval for issuance of Covered Bonds and Guarantee obtained: | 6 February 2015 in respect of the Issuer and the 6 February 2015 in respect of the LLP, respectively |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 15. | Fixed Rate Covered Bond Provisions: | Not Applicable |
| 16. | Floating Rate Covered Bond Provisions: | Applicable |
| | (i) Specified Period(s)/Specified Interest Payment Date(s): | For the period commencing on the Issue Date: The 9 th day of February, May, August and November commencing on 9 May 2015 to and including the Final Maturity Date. |

		For the period commencing on the Final Maturity Date: The 9 th day of each month from and including 9 March 2018 to and including the Extended Due for Payment Date.
(ii)	Business Day Convention:	Modified Following Business Day Convention
(iii)	Additional Business Centre(s):	Not Applicable
(iv)	Manner in which the Rate of Interest and Interest Amount is to be determined:	Screen Rate Determination
(v)	Party responsible for calculating the Rate of Interest and Interest Amount (if not the Principal Paying Agent):	Not Applicable
(vi)	Screen Rate Determination:	Applicable
	– Reference Rate and relevant financial centre:	Reference Rate: From, and including, the Issue Date to, and excluding, the Final Maturity Date, three month LIBOR From, and including, the Final Maturity Date to, but excluding, the Extended Due for Payment Date, one month LIBOR Relevant financial centre: London
	– Interest Determination Date(s):	The first day of each interest period
	– Relevant Screen Page:	Reuters Screen LIBOR01 (or any replacement thereto)
(vii)	ISDA Determination:	Not Applicable
(viii)	Margin(s):	From and including the Issue Date to but excluding the Final Maturity Date: +0.27 per cent. per annum. From and including the Final Maturity Date to but excluding the Extended Due for Payment Date: +0.27 per cent. per annum
(ix)	Minimum Rate of Interest:	Not Applicable
(x)	Maximum Rate of Interest:	Not Applicable
(xi)	Day Count Fraction:	Actual/365
17.	Zero Coupon Covered Bond Provisions:	Not Applicable

PROVISIONS RELATING TO REDEMPTION BY THE ISSUER

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| 18. | Issuer Call: | Not Applicable |
| 19. | Investor Put: | Not Applicable |
| 20. | Final Redemption Amount: | Nominal Amount |
| 21. | Early Redemption Amount payable on redemption for taxation reasons, on acceleration following an Issuer Event of Default or an LLP Event of Default: | £1,000 per Calculation Amount |

GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS

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| 22. | New Global Covered Bond: | Yes |
| 23. | Form of Covered Bonds: | Bearer Covered Bonds:
Temporary Global Covered Bond exchangeable for a Permanent Global Covered Bond which is exchangeable for Bearer Definitive Covered Bonds in definitive form only after an Exchange Event |
| 24. | Additional Financial Centre(s): | Not Applicable |
| 25. | Talons for future Coupons to be attached to Bearer Definitive Covered Bonds (and dates on which such Talons mature): | No |
| 26. | Redenomination: | Not applicable |

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing and Admission to Trading: Application has been made by the Issuer (or on its behalf) for the Covered Bonds to be admitted to trading on the London Stock Exchange's Regulated Market and to the Official List of the UK Listing Authority with effect from 9 February 2015.
- (ii) Estimate of total expenses related to admission to trading: £3,650

2. RATINGS

Ratings: The Covered Bonds to be issued have been rated:
Moody's: Aaa
Fitch: AAA

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

Save as discussed in "*Subscription and Sale and Transfer and Selling Restrictions*", so far as the Issuer and the LLP are aware, no person involved in the issue of the Covered Bonds has an interest material to the offer. The Joint Lead Managers and their affiliates have engaged and may in the future engage in investment banking and/or commercial banking transactions with and may perform other services for the Issuer and/or the LLP and/or it or their affiliates in the ordinary course of business.

4. OPERATIONAL INFORMATION

- (i) ISIN Code: XS1184904362
- (ii) Common Code: 118490436
- (iii) CUSIP code: Not Applicable
- (iv) CINS code or other relevant code: Not Applicable
- (v) Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s): Not Applicable
- (vi) Names and addresses of Dealer(s) and/or Stabilising Manager(s) (if any): Not Applicable
- (vii) Names and addresses of additional Paying Agent(s) (if any): Not Applicable

5. **DISTRIBUTION**

U.S. Selling Restrictions

Reg. S Compliance Category 2; TEFRA D

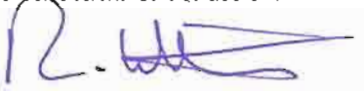
6. **YIELD**

(Fixed Rate Covered Bonds only)

Not Applicable

Signed on behalf of the **Issuer**:

By:



Duly authorised

ROBIN LITTON

Signed on behalf of the **LLP**:

By:

Duly authorised

5. **DISTRIBUTION**

U.S. Selling Restrictions

Reg. S Compliance Category 2; TEFRA D

6. **YIELD**

(Fixed Rate Covered Bonds only)

Not Applicable

Signed on behalf of the **Issuer**:

By:

Duly authorised

Signed on behalf of the **LLP**:

By:

Duly authorised



under Power of Attorney