Investor Report

Investors (or other appropriate third parties) can register at https://live.irooms.net/CoventryBuildingSociety/ to download further disclosures in accordance with the Bank of England Market Notice "Detailed eligibility requirements for residential mortgage backed securities and covered bonds backed by residential mortgages" dated 30th November 2010. The timing of publication of further disclosures will be as referenced in the Market Notice.

Reporting Information

Reporting Date		30/04/2012
Reporting Period	01/03/2012 to	31/03/2012

Outstanding Issuances

Coventry Building Society Covered Bond Series	Issue Date
1	22/07/2008
2	20/11/2008
3	19/04/2011
4	24/10/2011
5	10/02/2012

Investor Relations Contacts

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Investor Report Mortgage Assets

All values are in pounds sterling unless otherwise stated

Assets

	Prior Period	Current Period
Number of mortgage accounts in Pool	42,717	42,758
Number of loans in Pool	50,539	50,544
True Balance of mortgage accounts in Pool	£4,640,086,204	£4,584,591,002
Cash and other Substitution Assets	£80,188,238	£78,781,060

Asset types

Commercial mortgages	Not permitted
ABS	Not permitted
Non-first lien	Not permitted
Non-UK mortgages	Not permitted
% UK residential mortgages	100.0
% First lien	100.0
% Income verification requested	100.0
% Buy-to-let mortgages	0.0

Collections

	Prior Period	Current Period
Mortgage Collections	£61,424,518	£59,944,897
		_

Yield Analysis

	Prior Period	Current Period
Weighted Average Pre-Swap Mortgage Yield	3.52%	3.49%

Arrears Analysis (excluding Properties in Possession)

Months in Arrears	Number of Mortgage Accounts	% of total	True Balance (£)	% of total balance	Arrears Balance (£)
Current	42,665	99.8%	4,574,255,118	99.8%	-
>=1 and <2	75	0.2%	8,754,997	0.2%	58,630
>=2 and <3	12	0.0%	1,127,406	0.0%	14,155
>=3 and <6	6	0.0%	453,481	0.0%	7,477
>=6 and <9	-	-	-	-	-
>=9 and <12	-	-	-	-	-
>=12	-	-	-	-	-
Totals	42,758	100.0%	4,584,591,002	100.0%	80,262

Arrears capitalised in the period are not material and have not been included in the above balances.

There were no defaults and losses (following any sales or recoveries) in the current period, and cumulative amounts are nil.

There were no repossessions made and no stock of repossessions held in the current period.

Reconciliation of movements

	Number of loans	Balance (£)
Opening totals	42,717	4,640,086,204
Loans added to pool	1,892	222,638,738
Loans repurchased from pool	(1,851)	(230,779,853)
Principal receipts	-	(47,656,406)
Other movements	-	302,319
Closing totals	42,758	4,584,591,002

Investor Report Mortgage Portfolio Breakdown

Summary Statistics

	Seasoning (months)	Remaining term	Remaining term Loan Size (£) Non-Indexed LTV (%)		Loan Size (£) Non-Indexed LTV (%) Indexed LTV (%) Arre		6) Indexed LTV (%) Arrears Balance (9		Jon Indoved LTV (9/) Indoved LTV (9/) Arreare	
	Seasoning (months)	(years)	Whole Pool	Interest only	Repayment	Non-indexed LTV (%)	indexed LTV (76)	Arrears balance (£)		
Weighted Average	33.8	17.1	107,222	134,742	98,977	55.3%	55.8%	863		
Min	1.0	0.0	0	0	0	0.0%	0.0%	0		
Max	86.9	35.3	983,301	983,301	934,185	97.7%	90.2%	3,312		

Principal Payment Rates (PPR)

	Monthly	3 Month Average	Annualised
Current PPR - Total	1.04%	1.22%	15.65%
Previous PPR - Total	1.05%	1.25%	16.12%

The rates shown in this table are calculated from the total Principal Receipts in the month including contractual repayments, unscheduled prepayments and redemptions.

Constant Prepayment Rates (CPPR)

	Monthly	3 Month Average	Annualised
Current CPPR - Total	0.74%	0.90%	11.32%
Previous CPPR - Total	0.72%	0.93%	11.74%

The rates shown in this table are calculated from the total Unscheduled Principal Receipts in the month from unscheduled prepayments and redemptions only.

Constant Default Rates (CDR)

	Monthly	3 Month Average	Annualised
Current CDR Rate - Total	0.00%	0.00%	0.00%
Previous CDR Rate - Total	0.00%	0.00%	0.00%

Standard Variable Rates

	CBS Existing Borrower SVR, %	With Effect From
Standard Mortgage Rate, Current	4.74%	01/02/2009
Standard Mortgage Rate, Historical	4.99%	01/01/2008
Privilege Mortgage Rate, Current	4.49%	01/02/2009
Privilege Mortgage Rate, Historical	4.79%	01/01/2008

The "Privilege Rate" is offered to certain owner-occupying borrowers who have been on the same product for five years or more.

Investor Report Mortgage Portfolio Breakdown

Geographical Distribution

Regions	True Balance (£)	% of total balance	Number of mortgage accounts	% of total
East Anglia	175,799,777	3.8%	1,854	4.3%
East Midlands	362,695,459	7.9%	4,104	9.6%
London	648,719,338	14.1%	3,710	8.7%
North	160,394,740	3.5%	2,099	4.9%
North West	350,054,204	7.6%	3,810	8.9%
Outer Metropolitan	731,138,198	15.9%	4,914	11.5%
Outer South East	566,023,599	12.3%	4,769	11.2%
South West	448,847,981	9.8%	4,272	10.0%
Wales	141,135,345	3.1%	1,643	3.8%
West Midlands	687,948,210	15.0%	7,883	18.4%
Yorkshire and Humberside	311,834,151	6.8%	3,700	8.7%
Totals	4,584,591,002	100.0%	42,758	100.0%

Non-Indexed Loan to Value ratios

Tron macked Loan to value ratios				
Range of LTV ratios at origination	True Balance (£)	% of total balance	Number of mortgage accounts	% of total
<25%	376,705,696	8.2%	10,265	24.0%
>=25% and <50%	1,271,884,448	27.7%	12,955	30.3%
>=50% and <55%	357,587,170	7.8%	2,744	6.4%
>=55% and <60%	394,494,618	8.6%	2,816	6.6%
>=60% and <65%	443,702,558	9.7%	2,966	6.9%
>=65% and <70%	448,298,487	9.8%	2,947	6.9%
>=70% and <75%	667,989,117	14.6%	4,169	9.8%
>=75% and <80%	431,315,746	9.4%	2,611	6.1%
>=80% and <85%	134,032,287	2.9%	916	2.1%
>=85% and <90%	45,284,559	1.0%	296	0.7%
>=90% and <95%	10,180,352	0.2%	56	0.1%
>=95% and <100%	3,115,966	0.1%	17	0.0%
>=100%	-	-	-	-
Totals	4.584.591.002	100.0%	42.758	100.0%

Indexed Loan to Value ratios

Range of LTV ratios	True Balance (£)	% of total balance	Number of mortgage accounts	% of total
<25%	371,815,191	8.1%	10,007	23.4%
>=25% and <50%	1,231,026,923	26.9%	12,628	29.5%
>=50% and <55%	353,502,337	7.7%	2,727	6.4%
>=55% and <60%	380,867,843	8.3%	2,757	6.4%
>=60% and <65%	404,569,245	8.8%	2,794	6.5%
>=65% and <70%	462,823,436	10.1%	2,961	6.9%
>=70% and <75%	673,596,874	14.7%	4,203	9.8%
>=75% and <80%	554,338,846	12.1%	3,641	8.5%
>=80% and <85%	150,737,539	3.3%	1,033	2.4%
>=85% and <90%	1,222,266	0.0%	6	0.0%
>=90% and <95%	90,501	0.0%	1	0.0%
>=95% and <100%	-	-	-	-
>=100%	-	-	1	-
Totals	4,584,591,002	100.0%	42,758	100.0%

Investor Report Mortgage Portfolio Breakdown

Outstanding True Balances

Range of outstanding balances	True Balance (£)	% of total balance	Number of mortgage accounts	% of total
<£50,000	297,586,119	6.5%	10,850	25.4%
>=£50,000 and <£100,000	999,500,117	21.8%	13,371	31.3%
>=£100,000 and <£150,000	1,121,848,927	24.5%	9,197	21.5%
>=£150,000 and <£200,000	802,099,481	17.5%	4,669	10.9%
>=£200,000 and <£250,000	469,140,918	10.2%	2,112	4.9%
>=£250,000 and <£300,000	302,034,687	6.6%	1,110	2.6%
>=£300,000 and <£400,000	311,652,105	6.8%	912	2.1%
>=£400,000 and <£500,000	138,608,911	3.0%	310	0.7%
>=£500,000 and <£750,000	109,434,170	2.4%	188	0.4%
>=£750,000 and <£1,000,000	32,685,567	0.7%	39	0.1%
>=£1,000,000	-	-	1	
Totals	4,584,591,002	100.0%	42,758	100.0%

Seasoning of Loans

Age of loans in months	True Balance (£)	% of total balance	Number of mortgage accounts	% of total
>1 and <6	223,611,573	4.9%	1,922	4.5%
>=6 and <12	545,498,725	11.9%	4,522	10.6%
>=12 and <18	691,430,751	15.1%	5,758	13.5%
>=18 and <24	628,889,169	13.7%	5,204	12.2%
>=24 and <30	342,607,683	7.5%	3,397	7.9%
>=30 and <36	473,547,596	10.3%	4,025	9.4%
>=36 and <42	188,713,832	4.1%	1,820	4.3%
>=42 and <48	153,713,633	3.4%	1,798	4.2%
>=48 and <54	300,576,014	6.6%	3,114	7.3%
>=54 and <60	247,297,606	5.4%	2,541	5.9%
>=60 and <66	186,307,217	4.1%	1,922	4.5%
>=66 and <72	216,670,776	4.7%	2,245	5.3%
>=72	385,726,427	8.4%	4,490	10.5%
Totals	4,584,591,002	100.0%	42,758	100.0%

Investor Report Mortgage Portfolio Breakdown

Years t	o maturity	of loans
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Years to maturity	True Balance (£)	% of total balance	Number of mortgage accounts	% of total
<5	169,696,546	3.7%	3,592	8.4%
>=5 and <10	551,842,354	12.0%	7,615	17.8%
>=10 and <15	911,972,085	19.9%	9,396	22.0%
>=15 and <20	1,425,255,895	31.1%	11,635	27.2%
>=20 and <25	1,209,219,031	26.4%	8,294	19.4%
>=25 and <30	237,482,789	5.2%	1,626	3.8%
>=30 and <35	78,761,598	1.7%	598	1.4%
>=35	360,704	0.0%	2	0.0%
Totals	4,584,591,002	100.0%	42,758	100.0%

Product groups

Type of rate	True Balance (£)	% of total balance	Number of Loans	% of total
Fixed rate	2,170,336,378	47.3%	22,310	44.1%
Capped	307,520,360	6.7%	2,610	5.2%
Variable	2,106,734,265	46.0%	25,624	50.7%
Totals	4,584,591,002	100.0%	50,544	100.0%

Repayment terms

Repayment Terms	True Balance (£)	% of total balance	Number of mortgage accounts	% of total
Repayment	3,078,192,256	67.1%	31,100	72.7%
Interest Only	1,092,087,776	23.8%	8,105	19.0%
Combination (Interest Only and Repayment)	414,310,970	9.0%	3,553	8.3%
Totals	4,584,591,002	100.0%	42,758	100.0%

Originator

	True Balance (£)	% of total balance	Number of mortgage accounts	% of total
Coventry Building Society	4,584,591,002	100.0%	42,758	100.0%
Totals	4,584,591,002	100.0%	42,758	100.0%

Investor Report

Two Dimensional Mortgage Portfolio Breakdown

No.	Months	in A	rrears
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		% of Total Balance split by Current Indexed LTV									
	>=0% and <50%	>=50% and <60%	>=60% and <70%	>=70% and <80%	>=80% and <90%	>=90% and <100%	>= 100%	Total			
Current	1,600,507,369	732,448,361	865,176,737	1,225,151,181	150,880,970	90,501	-	4,574,255,118			
>=1 and <3 Months in Arrears	2,171,039	1,921,819	2,120,153	2,590,556	1,078,836	-	-	9,882,403			
>=3 and <6 Months in Arrears	163,706	-	95,792	193,983	-	-	-	453,481			
>=6 Months in Arrears	-	-	-	-	-	-	-	-			
Totals	1,602,842,114	734,370,180	867,392,682	1,227,935,720	151,959,805	90,501	-	4,584,591,002			

Regional Distribution

riogional Biotilbation	T	% of Total Balance split by Current Indexed LTV										
			%	of Total Balance split	by Current Indexed L	IV						
	>=0% and <50%	>=50% and <60%	>=60% and <70%	>=70% and <80%	>=80% and <90%	>=90% and <100%	>= 100%	Total				
East Anglia	61,913,954	29,671,927	33,817,492	45,235,874	5,160,531	-	-	175,799,777				
East Midlands	121,839,125	59,484,573	72,733,600	103,641,582	4,996,580	-	-	362,695,459				
London	234,177,331	99,513,773	125,692,473	175,453,515	13,882,245	-	-	648,719,338				
North	56,237,542	24,640,059	30,576,255	44,689,099	4,251,786	-	-	160,394,740				
North West	102,860,770	54,418,733	66,776,361	107,714,482	18,283,857	-	-	350,054,204				
Outer Metropolitan	261,338,099	117,220,033	139,091,805	192,097,455	21,390,806	-	-	731,138,198				
Outer South East	205,617,029	91,783,778	108,123,434	150,554,211	9,945,147	-	-	566,023,599				
South West	172,601,963	76,655,289	73,982,695	108,151,741	17,456,294	-	-	448,847,981				
Wales	43,769,511	19,541,270	24,737,877	35,817,708	17,268,980	-	-	141,135,345				
West Midlands	244,470,938	112,410,818	133,631,368	177,577,260	19,857,826	-	-	687,948,210				
Yorkshire and Humberside	98,015,853	49,029,927	58,229,322	87,002,793	19,465,756	90,501	-	311,834,151				
Totals	1,602,842,114	734,370,180	867,392,682	1,227,935,720	151,959,805	90,501	-	4,584,591,002				

Repayment Type

		% of Total Balance split by Current Indexed LTV										
	>=0% and <50%	0% and <50% >=50% and <60% >=60% and <70% >=70% and <80% >=80% and <90% >=90% and <100% >= 100%										
Repayment	1,011,127,375	484,475,912	599,742,526	859,097,651	123,658,291	90,501	-	3,078,192,256				
Interest Only	415,338,573	169,886,390	199,669,351	285,835,297	21,358,166	-	-	1,092,087,776				
Combination (Interest Only and Repayment)	176,376,166	80,007,879	67,980,804	83,002,773	6,943,348	-	-	414,310,970				
Total	1,602,842,114	734,370,180	867,392,682	1,227,935,720	151,959,805	90,501	-	4,584,591,002				

Interest Payment Type

		% of Total Balance split by Current Indexed LTV									
	>=0% and <50%	>=50% and <60%	>=60% and <70%	>=70% and <80%	>=80% and <90%	>=90% and <100%	>= 100%	Total			
Fixed	665,575,090	342,112,727	409,236,342	653,260,845	100,060,873	90,501	-	2,170,336,378			
Capped	111,121,687	68,931,850	74,414,552	51,395,897	1,656,374	-	-	307,520,360			
Variable	826,145,337	323,325,602	383,741,788	523,278,979	50,242,559	-	-	2,106,734,265			
Totals	1,602,842,114	734,370,180	867,392,682	1,227,935,720	151,959,805	90,501	-	4,584,591,002			

Investor Report

Two Dimensional Mortgage Portfolio Breakdown

69.509

453.481

No. Months in Arrears												
	% of Total Balance split by Region											
	East Anglia	East Midlands	London	North	North West	Outer	Outer South	South West	Wales	West	Yorkshire and	Total
	Last Anglia	Last Midiarius	London	NOILII	NOITH WEST	Metropolitan	East	South West	Wales	Midlands	Humberside	Total
Current	175,655,237	361,239,621	648,102,488	159,252,773	348,769,923	730,242,942	564,628,364	448,464,389	140,712,932	685,667,763	311,518,686	4,574,255,118
>=1 and <3 Months in Arrears	144,540	1,367,816	616,849	1,141,967	1,208,597	799,464	1,395,235	383,592	422,414	2,210,938	190,991	9,882,403

>=3 and <6 Months in Arrears 88,022 75,684 124,474 >=6 Months in Arrears 648,719,338 160,394,740 350,054,204 731,138,198 566,023,599 448,847,981 141,135,345 687,948,210 311,834,151 4,584,591,002 Total 175,799,777 362,695,459

95.792

Current Mortgage Principal Balance

					•	% of Total Bala	nce split by Reg	jion				
	East Anglia	East Midlands	London	North	North West	Outer Metropolitan	Outer South East	South West	Wales	West Midlands	Yorkshire and Humberside	Total
<£50,000	13,764,969	32,444,823	10,141,232	23,032,019	31,845,108	18,438,178	25,815,048	27,440,377	14,922,415	67,155,763	32,586,187	297,586,119
>=£50,000 and <£100,000	47,380,688	112,715,961	45,441,065	50,677,739	100,979,628	80,196,561	96,662,951	96,167,029	44,586,602	221,972,834	102,719,058	999,500,117
>=£100,000 and <£150,000	51,236,074	106,420,972	94,556,785	42,626,261	85,815,679	148,578,234	152,035,115	132,825,236	38,140,571	185,792,373	83,821,626	1,121,848,927
>=£150,000 and <£200,000	29,542,700	53,123,849	133,603,968	21,174,876	55,019,682	152,449,810	113,302,158	82,902,158	20,511,782	96,667,079	43,801,419	802,099,481
>=£200,000 and <£250,000	15,449,440	23,725,167	106,340,753	9,279,849	29,560,364	100,219,062	66,122,853	41,109,115	11,122,056	44,900,118	21,312,140	469,140,918
>=£250,000 and <£300,000	6,589,772	14,864,337	80,903,939	5,626,617	18,885,322	63,034,569	38,606,359	27,284,811	5,424,579	29,861,732	10,952,652	302,034,687
>=£300,000 and <£400,000	5,751,870	11,474,930	91,329,715	4,308,520	14,941,552	82,287,509	36,548,608	24,131,345	4,190,223	27,351,520	9,336,312	311,652,105
>=£400,000 and <£500,000	2,268,633	6,334,860	37,616,150	2,550,024	6,865,461	40,158,027	19,699,069	10,711,291	461,543	9,251,100	2,692,753	138,608,911
>=£500,000 and <£750,000	2,980,832	1,590,560	36,110,640	1,118,835	5,335,863	34,953,563	13,068,416	5,475,770	1,775,574	4,146,735	2,877,382	109,434,170
>=£750,000 and <£1,000,000	834,798	-	12,675,092	-	805,544	10,822,685	4,163,020	800,850	-	848,957	1,734,622	32,685,567
>=£1,000,000	-	-	-	-	-	-	-	-	-	-	-	-
Total	175,799,777	362,695,459	648,719,338	160,394,740	350,054,204	731,138,198	566,023,599	448,847,981	141,135,345	687,948,210	311,834,151	4,584,591,002
Average Mortgage size	94,822	88,376	174,857	76,415	91,878	148,787	118,688	105,067	85,901	87,270	84,280	

Repayment Type

		% of Total Balance split by Region										
	Foot Anglio	East Midlands	London	North	North West	Outer	Outer South	South West	Wales	West	Yorkshire and	Total
	East Anglia	East Midiarius	London	INOILII	North West	Metropolitan	East	South West	wales	Midlands	Humberside	Total
Repayment	124,080,908	260,481,655	397,472,696	113,426,641	241,605,259	472,037,571	370,930,337	273,407,329	91,508,499	505,427,067	227,814,294	3,078,192,256
Interest Only	33,952,497	63,645,306	203,902,286	32,592,580	81,169,943	187,771,947	139,808,556	130,521,119	39,818,516	121,412,283	57,492,743	1,092,087,776
Combination (Interest Only and	17,766,372	38,568,499	47,344,356	14,375,519	27,279,001	71,328,680	55,284,706	44,919,532	9,808,330	61,108,860	26,527,115	414,310,970
Repayment)												
Total	175,799,777	362,695,459	648,719,338	160,394,740	350,054,204	731,138,198	566,023,599	448,847,981	141,135,345	687,948,210	311,834,151	4,584,591,002

Interest Payment Type

		% of Total Balance split by Region										
	Fact Anglia	East Midlands	London	North	North West	Outer	Outer South	South West	Wales	West	Yorkshire and	Total
	Last Aliglia	Last Midialius	London	NOILII	NOITH WEST	Metropolitan	East	South West	vvales	Midlands	Humberside	Total
Fixed	84,455,084	165,523,162	331,425,941	72,650,617	164,422,479	377,967,182	279,061,526	213,546,163	66,489,645	269,443,174	145,351,406	2,170,336,378
Capped	10,769,535	21,272,052	55,140,119	8,673,604	28,913,913	49,508,290	34,398,985	29,471,152	6,944,250	41,180,781	21,247,678	307,520,360
Variable	80,575,158	175,900,245	262,153,277	79,070,519	156,717,812	303,662,726	252,563,088	205,830,667	67,701,451	377,324,255	145,235,067	2,106,734,265
Total	175,799,777	362,695,459	648,719,338	160,394,740	350,054,204	731,138,198	566,023,599	448,847,981	141,135,345	687,948,210	311,834,151	4,584,591,002

Investor Report Key Events & Parties

Summary of Tests & Triggers

Event	Summary	Trigger	Base Prospectus	Breached	Consequence if Trigger Breached
Issuer Event of Default	Issuer failure to pay on Covered Bonds or issuer insolvency	Issuer failure to pay on Covered Bonds or issuer insolvency	141-142	No	Activates the Covered Bond Guarantee
Servicer Trigger (1)	Servicer's ratings fall below required levels	(Initial) Moody's short-term: P-2 , Fitch short-term: F-2	151-152		At initial trigger, direct funds to account held with Stand-by Account Bank
Servicer Trigger (2)	Servicer's ratings fall below required levels	(Subsequent) Moody's long-term: Baa1, Fitch long-term: BBB	151-152		Replace servicer within 60 days at subsequent breach
Asset Coverage Test	· ·	Adjusted Aggregate Loan Amount less than Aggregate Principal Amount Outstanding	159-163	-	If not remedied within three calculation dates, triggers Issuer Event of Default
Interest Shortfall Test	Failure of Interest Shortfall Test	Forecast revenue insufficient to fund payments	N/A	No	Consider a cash capital contribution
Swap Counterparty Rating Trigger (see page 13, "Collateral Postings")	Breach of ratings trigger	Counterparty ratings downgrade	N/A	Yes	Collateral posting
			1		

Key Parties	Current Long Term Rating (S&P / Moody's / Fitch)	Current Short Term Rating (S&P / Moody's / Fitch)	Role
Coventry Building Society	NR / A3 / A	NR / P-2 / F1	Issuer, Servicer, Cash Manager, Interest Rate (Asset) Swap Provider and Covered Bond (Liability) Swap Provider
Coventry Building Society Covered Bonds LLP	N/A	N/A	LLP
HSBC Bank plc	AA- / Aa2 / AA	A-1+ / P-1 / F1+	Covered Bond (Liability) Swap Provider, Bank Account, GIC Provider, Registrar, Principal Paying Agent, Exchange Agent, Transfer Agent and Calculation Agent
HSBC Corporate Trustee Company (UK) Ltd	N/A	N/A	Bond Trustee and Security Trustee
Ernst & Young LLP	N/A	N/A	Asset Monitor
Structured Finance Management Ltd	N/A	N/A	Corporate Services Provider

Investor Report Asset Coverage Test

Asset Coverage Test				Asset Coverage Test (continued)		
Calculation Date		19/04/2012	19/03/2012		19/04/2012	19/03/2012
Aggregate Adjusted Loan Amount		= A+B+C+D-(X+Y+Z)				
Description		Value	Value	A: Arrears Adjusted True Balance	3,595,551,042	3,641,496,304
True Balance		4,584,591,002	4,640,086,204	B: Principal Receipts Retained in Cash	-	_
Adjusted Indexed Valuation		10,528,549,362	10,557,660,533	·		
Asset Percentage		78.7%	78.7%	C: Retained Cash Contributions	_	-
Loans < 3 months in arrears		4,584,591,002	4,639,995,175			
Loans in arrears =< 75% LTV		453,481	91,029	D: Substitution Assets - Principal Receipts ¹	47,656,406	48,940,447
Loans in arrears > 75% LTV		450,401	31,023	- Capital Contributions	47,000,400	10,310,111
		2 222 252 202	2 270 050 000	- Capital Contributions	-	-
Principal Outstanding on Bonds ²		3,220,050,000	3,270,050,000			
Average Remaining Maturity of Bonds						
(Weighted Average Years)		2.9	3.0	X: Savings set off balance	(127,620,730)	(116,640,477)
Negative Carry Factor (Weighted Average)		1.69%	1.68%			
				Y : Flexible draw deduction	-	-
A = Lower of (i) and (ii) multiplied by Asset Per	centage :					
				Z: Negative carry adjustment	(181,887,325)	(187,139,066)
(i) Adjustment on True Balance						
Adjusted True Balance				Adjusted Aggregate Loan Amount	3,333,699,393	3,386,657,208
made up by:	М			Aggregate Principal Amount Outstanding	3,220,050,000	3,270,050,000
		4 500 700 500	4 004 000 540	Aggregate Finicipal Amount Outstanding	3,220,030,000	3,270,030,000
Loans < 3 months in arrears	0.75	4,538,798,532	4,604,638,540	To a Brook	D400	D400
Loans in arrears =< 75% LTV	0.4	328,937	52,084	Test Result	PASS	PASS
Loans in arrears > 75% LTV	0.25		-			
Adjusted True Balance		4,539,127,469	4,604,690,625	Surplus Result	113,649,393	116,607,208
(ii) Arrears Adjustment on True Balance				Loan Amount to Covered Bond ratio percentage	70.24%	70.47%
Arrears Adjusted True Balance				Edan Amount to Govered Bond ratio percentage	70.2470	70.41 /0
,						
made up by:	N			Credit Enhancement and Liquidity Support		
Loans < 3 months in arrears	1	4,568,350,913	4,627,008,022			
Loans in arrears =< 75% LTV	0.4	328,937	52,084		31/03/2012	29/02/2012
Loans in arrears > 75% LTV	0.25	-	-			
sub total		4,568,679,850	4,627,060,107	Reserve funds	17,182,486	17,359,125
Asset Percentage				Retained principal	47,656,406	48,940,447
Contractual (maximum)		90.0%	90.0%	France, Fran	,500,.00	. = , 0 . 0 , . 1 /
Moody's Required		78.7%	78.7%	Overcollateralisation	1,364,541,002	1.370.036.204
Fitch Required		83.7%	83.7%	- Required by ACT	1,250,891,609	1,253,428,996
•						, , ,
Current Asset Percentage (% used)		78.7%	78.7%	- Surplus over ACT	113,649,393	116,607,208
Arrears Adjusted True Balance		3,595,551,042	3,641,496,304			
,		0,000,001,042	5,511,155,004			

¹Substitution Assets comprise short term cash deposits

² Principal Outstanding on the Bonds includes a cancellation of Series 1 notes of £50m made on 19 April 2012

Investor Report Principal & Revenue Receipts

Principal & Revenue Receipts and Ledgers

Principal & Revenue Receipts					<u>Ledgers</u>
Revenue Receipts				(£)	Principal Ledger
Out of the Park	10/04/0010				Balance b/f on Principal Ledger
Calculation Date :	19/04/2012				Utilisation of Principal Receipts
Line on LLD notice to now been issued 2	No				Principal repayments under morto
Has an LLP notice to pay been issued ?	No				Balance c/f on Principal Ledger
Balance b/f				13,888,666	Revenue Ledger
					Balance b/f on Revenue Ledger
Interest Received on mortgages	Period	01/03/2012 to		12,288,491	Interest Receipts on Mortgages
Fees Received on mortgages due to CBS	Period	01/03/2012 to		356,955	Interest due on bank accounts &
Interest Received on GIC Account	Period	01/03/2012 to		986	Other payments/(receipts)
Interest Received on Substitution Assets	Period	01/03/2012 to		111,311	Payments due under Interest Rat
Interest on Interest Rate Swap - Series 1-5	Period	24/02/2012 to		(6,252,251)	Balance c/f on Revenue Ledger
Interest on Covered Bond Swap - Series 3	Period	19/03/2012 to		(1,491,344)	
Interest on Covered Bond Swap - Series 4	Period	24/02/2012 to		(1,460,353)	Reserve Ledger
Interest on Covered Bond Swap - Series 5	Period	10/02/2012 to		(1,662,485)	Balance b/f on Reserve Ledger
Interest on Term Advance - Series 1&2	Period	24/02/2012 to	26/03/2012	(1,534,839)	Transfers to/from GIC
Excess Funds on Reserve Fund				176,639	Cash Capital Contribution
Transfer to Reserve Fund				-	Balance c/f on Reserve Ledger
Any other receipts not covered above	Period	01/03/2012 to		184,425	Reserve Fund Required Amount
Payments made (incl repatriation to CBS)	Period	24/02/2012 to	26/03/2012	(664,033)	
					Pre-Maturity Liquidity Ledger
If LLP notice to pay issued					Hard Bullet Covered Bonds
Amount of Reserve Fund				-	Pre Maturity Test
Lana .					Pre-Maturity Liquidity Ledger
Less:					
Amounts paid to third parties				-	
Available Revenue as at month end				13,942,167	Total cash holding month end
					Bond value
Principal Receipts				(£)	Percentage Cash Holding
Calculation Date :	19/04/2012				
Calculation Date:	19/04/2012				Summary Balance Sheet and Le
Principal receipts b/f				48,940,447	GIC Account
Utilisation of Principal Receipts	Period	24/02/2012 to	26/03/2012	(48,940,447)	Substitution Assets ¹
Scheduled Principal Receipts	Period	01/03/2012 to	31/03/2012	13,522,036	Subtotal
Unscheduled Principal Receipts	Period	01/03/2012 to	31/03/2012	34,134,370	Transaction Account
Proceeds from term loans				-	Authorised Investments
Less Mortgages Purchased					Loan Balance
Unutilised Proceeds				-	Total Assets
Cash Capital Contributions				-	Intercompany Loan ²
Proceeds from Mortgage Sales				-	Capital Account
Capital receivables under Covered Bond Swap				-	Total Liabilities
<u> </u>					¹Substitution Assets comprise sho
Available Principal Receipts as at month end				47,656,406	² Where non-sterling, translated at

	a moronido modorpi	o umu =ougo.o	
<u>Ledgers</u>	Month End	Month End	
	31/03/2012	29/02/2012	
Principal Ledger	(£)	(£)	
Balance b/f on Principal Ledger	48,940,447	72,774,672	
Utilisation of Principal Receipts	(48,940,447)	(72,774,672)	
Principal repayments under mortgages	47,656,406	48,940,447	
Balance c/f on Principal Ledger	47,656,406	48,940,447	
Revenue Ledger	(£)	(£)	
Balance b/f on Revenue Ledger	13,888,666	14,466,996	
Interest Receipts on Mortgages	12,288,491	12,484,071	
Interest due on bank accounts & investments	112,297	45,702	
Other payments/(receipts)	(6,095,036)	(6,975,705)	
Payments due under Interest Rate Swap	(6,252,251)	(6,132,397)	
Balance c/f on Revenue Ledger	13,942,167	13,888,666	
Reserve Ledger	(£)	(£)	
Balance b/f on Reserve Ledger	17,359,125	14,053,608	
Transfers to/from GIC	(176,639)	(194,483)	
Cash Capital Contribution	-	3,500,000	
Balance c/f on Reserve Ledger	17,182,486	17,359,125	
Reserve Fund Required Amount	17,182,486	17,359,125	
·			
Pre-Maturity Liquidity Ledger	(£)	(£)	
Hard Bullet Covered Bonds	n/a	n/a	
Pre Maturity Test	n/a	n/a	
Pre-Maturity Liquidity Ledger	-	-	
Total cash holding month end	78,781,060	80,188,238	
Bond value	3,270,050,000	3,270,050,000	
Percentage Cash Holding	2.4%	2.5%	
Summary Balance Sheet and Ledgers	(£)	(£)	
GIC Account	3,781,060	6,188,238	
Substitution Assets ¹	75,000,000	74,000,000	
Subtotal	78,781,060	80,188,238	
Transaction Account	-	-	
Authorised Investments	-	-	
Loan Balance	4,584,591,002	4,640,086,204	
Total Assets	4,663,372,062	4,720,274,442	
Intercompany Loan ²	3,270,050,000	3,270,050,000	
Capital Account	1,393,322,062	1,450,224,442	
Total Liabilities	4,663,372,062	4,720,274,442	

short term cash deposits

at the exchange rate in the corresponding Covered Bond Swap

Investor Report Notes in Issue

Issue Date Original rating (Moodys / S&P / Fitch) Current rating (Moodys / S&P / Fitch) Currency	22/07/2008 Aaa / NR / AAA Aaa / NR / AAA	20/11/2008 Aaa / NR / AAA	19/04/2011 Aaa / NR / AAA	24/10/2011	10/02/2012
Current rating (Moodys / S&P / Fitch)		Aaa / NR / AAA	Δαα / ΝΡ / ΔΔΔ	A (NID (A A A	
	Aaa / NR / AAA		raa / INII / rar	Aaa / NR / AAA	Aaa / NR / AAA
Currency		Aaa / NR / AAA	Aaa / NR / AAA	Aaa / NR / AAA	Aaa / NR / AAA
	GBP	GBP	GBP	EUR	GBP
Issue size	1,500,000,000	500,000,000	750,000,000	650,000,000	500,000,000
Relevant Swap Rate	1.000	1.000	1.000	0.877	1.000
GBP Equivalent	1,500,000,000	500,000,000	750,000,000	570,050,000	500,000,000
Current Period Balance	950,000,000	500,000,000	750,000,000	650,000,000	500,000,000
Previous Period Balance	950,000,000	500,000,000	750,000,000	650,000,000	500,000,000
Current Period Pool Factor	1	1	1	1	1
Previous Period Pool Factor	1	1	1	1	1
Expected maturity date	24/07/2013	24/11/2013	19/04/2018	24/10/2014	10/02/2015
Legal final maturity date	24/07/2013	24/11/2013	19/04/2018	24/10/2014	10/02/2015
Extended Due for Payment Date	24/07/2014	24/11/2014	19/04/2019	24/10/2015	10/02/2016
ISIN	XS0378817240	XS0400750542	XS0618833635	XS0696058857	XS0744752568
Stock exchange listing	LSE	LSE	LSE	LSE	LSE
Interest Payment Frequency	Monthly	Monthly	Annually	Annually	Quarterly
Accrual Start Date	24/02/2012	24/02/2012	19/04/2011	24/10/2011	10/02/2012
Accrual End Date	26/03/2012	26/03/2012	19/04/2012	24/10/2012	10/05/2012
Accrual Day Count	31	31	366	366	90
Coupon Reference Rate	0.74631%	0.74631%	N/A	N/A	1.07706%
Relevant Margin	0.50000%	0.50000%	4.62500%	2.87500%	1.60000%
Current Period Coupon Reference Rate	1m GBP LIBOR	1m GBP LIBOR	Fixed	Fixed	3m GBP LIBOR
Current Period Coupon	1.24631%	1.24631%	4.62500%	2.87500%	2.67706%
Current Period Coupon Amount 1	1,005,584	529,255	-	-	-
	_	_	_	_	_
	-	-	_	_	_
	24/04/2012	24/04/2012	19/04/2012	24/10/2012	10/05/2012
<u> </u>	Soft bullet	Soft bullet	Soft bullet	Soft bullet	Soft bullet
	_	_	_	_	_
• •	_		_	_	_
•	_		_	_	_
•	_		_	_	_
•	24/07/2013	24/11/2013	19/04/2018	24/10/2014	10/02/2015
	Expected maturity date Legal final maturity date Extended Due for Payment Date ISIN Stock exchange listing Interest Payment Frequency Accrual Start Date Accrual End Date Accrual Day Count Coupon Reference Rate Relevant Margin Current Period Coupon Reference Rate	Expected maturity date Legal final maturity date Legal final maturity date Extended Due for Payment Date ISIN Stock exchange listing Interest Payment Frequency Accrual Start Date Accrual End Date Accrual Day Count Coupon Reference Rate Relevant Margin Current Period Coupon Reference Rate Current Period Coupon Current Period Coupon Amount Current Interest Shortfall Cumulative Interest Shortfall Pext Interest Payment Date Current Period Scheduled Principal Payment Actual Principal Shortfall Cumulative Principal Shortfall	Expected maturity date	Expected maturity date	Expected maturity date

¹Payments made during the Reporting Period

Investor Report Swaps

Swap

Related Covered Bonds	Maturity	Notional currency	Notional	Counterparty	Receive reference rate	Receive margin	Receive rate	Pay reference rate	Pay margin	Pay rate	Payments (made)/received (£)
	Interest Rate	 e (Asset) Swa	 p 								
Series 1-5	19/04/2018	GBP	4,631,875,349	Coventry Building Society	1m LIBOR	1.19000%	1.9363%	Basket of rates	N/A	3.52563%	(6,252,251)
	Covered Bo	nd (Liability)	l Swap I								
Series 3 Series 4 Series 5	24/10/2014	GBP EUR GBP	750,000,000 650,000,000 500,000,000	HSBC plc HSBC plc Coventry Building Society	Fixed Fixed 3m LIBOR	N/A N/A 1.60000%	2.87500%	1m LIBOR 1m LIBOR 1m LIBOR	1.63% 2.27% 1.88%	3.01631%	(1,491,344) (1,460,353) (1,662,485)

¹Data in this table is presented in relation to payments made in the Reporting Period

Collateral Received

Counterparty		oarty Rating 's / Fitch)	Required Rating (Initial Rating Event: Moody's / Fitch)		Breached (Y/N	Breach Remedy (if applicable)	Collateral Posting (£)	
	Long-term	Short-term	Long-term	Short-term				
Interest Rate (Asset) Swap								
Coventry Building Society	A3 / A	P-2 / F1	A2 / A	P-1 / F1	Υ	Post collateral	_2	
Covered Bond (Liability) Swap								
HSBC plc ³	Aa2 / AA	P-1 / F1+	A2 / A	P-1 / F1	N	Post collateral	-	
Coventry Building Society	A3 / A	P-2 / F1	A2 / A	P-1 / F1	Υ	Post collateral	4,000,000	

²The amount of collateral required in respect of the Interest Rate (Asset) Swap is zero because the mark to market value of the swap currently stands in the LLP's favour

³ HSBC plc were placed on negative watch by Moody's on 15 February 2012

Investor Report Glossary

Adjusted True Balance

Arrears Adjusted True Balance

Arrears Balance

Asset Percentage

Constant Default Rates (CDR)
Constant Prepayment Rates (CPPR)
Default
Geographical Distribution

Income Verification Requested

Indexed

Interest Payments
Months in Arrears

Mortgage Account

Mortgage Collections Negative carry adjustment

Principal Payment Rates (PPR)

Principal Receipts
Product Groups
Reserve Fund Required Amount
Savings Set Off Balance

Scheduled Principal Receipts
True Balance

Unscheduled Principal Receipts Variable Rates

In the ACT calculation, this is the sum of the "Adjusted True Balance" of each Loan in the Portfolio, which shall be the lower of (1) the actual True Balance of the relevant Loan in the Portfolio and (2) the Indexed Valuation relating to that Loan multiplied by M (where for all Loans that are less than three months in arrears or not in arrears, M = 0.75, for all Loans that are three months or more in arrears and have a True Balance to Indexed Valuation ratio of less than or equal to 75 percent, M = 0.40 and for all Loans that are three months or more in arrears and have a True Balance to Indexed Valuation ratio of more than 75 percent, M = 0.25); Minus the aggregate sum of any assets to be removed as defined by the Transaction Documents.

In the ACT calculation, this is the aggregate "Arrears Adjusted True Balance" of the Loans in the Portfolio which in relation to each Loan shall be the lower of (1) the actual True Balance of the relevant Loan and (2) the Indexed Valuation relating to that Loan multiplied by N (where for all Loans that are less than three months in arrears or not in arrears, N= 1, for all Loans that are three months or more in arrears and have a True Balance to Indexed Valuation ratio of less than or equal to 75 percent, N = 0.40 and for all Loans that are three months or more in arrears and have a True Balance to Indexed Valuation ratio of more than 75 percent, N = 0.25); Minus the aggregate sum of any assets to be removed as defined by the Transaction Documents; Multiplied by the Asset Percentage (as defined below).

Arrears includes any fees and insurance premiums that are past due and interest on arrears. Capitalised arrears are excluded from the Arrears Balance. Accounts that are less than one Months in Arrears are excluded from the calculation of the weighted average Arrears Balance.

The Asset Percentage is defined in the Transaction Documents as the lowest of (i) 90 percent, (ii) the percentage required to ensure that the Covered Bonds maintain the then current ratings assigned to them by Fitch and (iii) the percentage required to ensure that the Covered Bonds achieve an Aaa rating by Moody's using Moody's expected loss methodology. Constant Default Rate is calculated from the balance of loans entering into default in the month.

The Constant Prepayment Rate is calculated from the total Unscheduled Principal Receipts. This is consistent with the ESF definition for Constant Prepayment Rates.

For the purposes of this report a loan is identified as being in default where the Months in Arrears is six or more.

This uses the regions in the HPI Regional Series published by Nationwide Building Society. The definition of those regions is available at http://www.nationwide.co.uk/hpi/regions.htm. This definition differs from the standard NUTS 2 regions used in other reporting.

Income verification has been requested on all mortgages in the pool at application. With certain low-risk low-LTV loans, proof of income is only required for a random selection of loans. The performance of the loans and decline/withdrawal rates on the random selection is closely monitored.

Indexation is applied to house price valuations on a regional basis using non-seasonally adjusted data. The indexation is applied to the data as at the end of March, June, September and December. Note that December indexation is not applied in the Investor Report until January.

Payments received in a reporting period are applied first to interest and then to principal.

Months in Arrears is calculated as the Arrears balance divided by the normal contractual payment due, ignoring any temporary arrangement or payment holiday. If the Months in Arrears is less than one, the loan is reported as current.

A mortgage account consists of one or more underlying loans all secured with equal priority by a first charge on the same property and thereby forming a single mortgage account.

The aggregate amount of scheduled and unscheduled principal, and interest collected during the reporting period.

In the ACT calculation, this is the weighted average remaining maturity of all Covered Bonds outstanding multiplied by the Sterling Equivalent of the aggregate Principal Amount Outstanding of the Covered Bonds multiplied by the Negative Carry Factor. The "Negative Carry Factor" is (i) 0.5 percent if the weighted average margin of the interest rate payable on the Covered Bonds is less or equal to 0.1 percent per annum or (ii) 0.5 percent plus that margin minus 0.1 percent, if that margin is greater than 0.1 percent per annum (provided that if the weighted average remaining maturity is less than one, the weighted average shall be deemed, for the purposes of this calculation, to be one).

Principal Payment Rates are calculated from the total Principal Receipts in the month including redemptions, contractual repayments and unscheduled prepayments. The ESF uses the term "Principal Payment Rates" for this value.

Payments received in a reporting period are applied first to interest and then to principal.

Product groups are reported at an individual loan level (please refer to the definition of 'Mortgage Account' above).

The value disclosed at the month end is equal to the value calculated at the calculation date immediately proceeding the month end.

In the ACT calculation, this is the amount equal to the lower of (i) 100 percent of the aggregate deposit balances (including saving balances and offset balances) of each savings account held at the Seller by Borrowers whose Loans are included in the Portfolio and (ii) the aggregate True Balances of those Borrower's Loans

The element of Principal Receipts that are included in the contractual payment for a Borrower who has a Repayment or Combination mortgage

As at the given date, the aggregate (but avoiding double counting) of (i) the original principal amount advanced to the relevant Borrower and any further amount advanced, (ii) any interest, fees or charges which has been properly capitalised and (iii) any other amount (including Accrued Interest and Arrears of Interest) which is due or accrued (whether or not due) and which has not been paid and has not been capitalised

The element of Principal Receipts that are not Scheduled Principal Receipts

The issuer operates a number of variable administered rates including a Standard Variable Rates and the Privilege Rate, which is offered to certain owner-occupying borrowers who have been on the same product for five years or more.

Investor Report Disclaimer

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