



UK Secured Funding Programmes

Fosse Master Issuer

| | |
|-------------------------|------------------------|
| Report Date: | 31-May-14 |
| Reporting Period: | 01-May-14 to 31-May-14 |
| Trust Calculation Date: | 01-Jun-14 |

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MAIN PARTIES TO THE STRUCTURE, RATINGS AND TRIGGERS (IF APPLICABLE)

| | | Fitch/Moody's/S&P Long Term Rating | Fitch/Moody's/S&P Short Term Rating | Applicable Trigger (loss of) | Consequence |
|---|--|---------------------------------------|--|---|--|
| Issuer | Fosse Master Issuer plc | | | | |
| Funding | Fosse Funding (No. 1) Limited | | | | |
| Mortgages Trustee | Fosse Trustee Limited | | | | |
| Seller | Santander UK | A / A2 / A | F1 / P-1 / A-1 | A-(Fitch) / A3 (Moody's) BBB- / Baa3 / A-2 BBB- (Fitch) / BBB- (S&P) F2 / P-2 / A-3 BBB- / Baa3 / BBB- F1 / P-1 / A-2 F2 or BBB+ / P-2 / A-2 or BBB | Funding 1 required to establish a Liquidity Reserve Fund. Notice to be given to Borrowers of transfer of equitable and beneficial interest in the Loans, but no need to perfect legal title to the Loans. Completion of legal assignment of Loans to Mortgages Trustee and perfection of transfer of Related Security. Seller unable to sell in New Loans, Funding 1 unable to make Initial Contributions, Further Contributions or Refinancing Contributions. Adjustment to Minimum Seller Share calculation. Independent audit of Loans in the Portfolio to verify that the representations and warranties relating to them were complied with as of their Assignment Date. Transfer of Seller collection accounts to another bank with these minimum ratings or payments to be made directly to the Mortgages Trustee GIC Account. |
| Servicer | Santander UK | A / A2 / A | F1 / P-1 / A-1 | F2 / P-2 / A-2 | The title deeds and the customer files relating to the Loans in the Portfolio to be segregated from the title deeds and customer files of other properties and mortgages of the Seller which do not form part of the Portfolio. |
| Cash Manager | Santander UK | A / A2 / A | F1 / P-1 / A-1 | | |
| Start-up Loan Provider | Santander UK | A / A2 / A | F1 / P-1 / A-1 | | |
| Mortgages Trustee Account Bank | Santander UK | A / A2 / A | F1 / P-1 / A-1 | A or F1 / P-2 / BBB+ or A-2 P-1 / A or A-1 or A+ of no ST rating (S&P) | Remedial action required within 30 days – obtaining a guarantee from an entity rated A and F1 / P-1 / A and A-1+ and a confirmation from the Ratings Agencies that the outstanding Rated Notes will not be downgraded. If this action is not taken, the Mortgages Trustee GIC Account needs to be closed and amounts transferred to an entity rated A and F1 / P-1 / A and A-1+, unless the Rating Agencies confirm that failure to close the account and transfer amounts will not have an impact on the rating of the Rated Notes. A stand-by arrangement in respect of the Mortgages Trustee GIC Account needs to be put in place within 60 days with an entity that is rated A and F1 / P-1 / A and A-1. If a stand-by arrangement is not implemented, the Mortgages Trustee GIC Account needs to be closed and amounts transferred to an entity rated A and F1 / P-1 / A and A-1+, unless the Rating Agencies confirm that failure to close the account and transfer amounts will not have an impact on the rating of the Rated Notes. |
| Account Bank A in respect of the Funding 1 Transaction Account | | | | A or F1 / P-1 / A or A-1 (or A+ if no ST rating) | Remedial action required within 30 business days – either (a) procuring a guarantee of the obligations of Account Bank A in respect of the Funding 1 Transaction Account from a financial institution having the minimum required ratings; or (b) taking such other action required by the Rating Agencies to ensure that the ratings assigned to the Rated Notes are not adversely affected. If remedial action is not taken, the Funding 1 Transaction Account needs to be closed and amounts transferred to a financing institution having the minimum required ratings |
| Account Bank B in respect of the Funding 1 GIC Account | Santander UK | A / A2 / A | F1 / P-1 / A-1 | A or F1 / P-1 / A or A-1 (or A+ if no ST rating) | Remedial action required within 30 business days – either (a) procuring a guarantee of the obligations of Account Bank B in respect of the Funding 1 GIC Account from a financial institution having the minimum required ratings; or (b) taking such other action required by the Rating Agencies to ensure that the ratings assigned to the Rated Notes are not adversely affected. If remedial action is not taken, the Funding 1 GIC Account needs to be closed and amounts transferred to a financing institution having the minimum required ratings. If certain conditions are met pursuant to the Panel Bank Guidelines (see Schedule 5 to the Cash Management Agreement) a limited amount of cash may be kept with Santander UK as an Eligible Bank when it is rated below A or F1 / P-1 / A or A-, but no lower than F2 and BBB+ / P-2 / A-2 and BBB+. |
| Issuer Account Bank | Santander UK | A / A2 / A | F1 / P-1 / A-1 | A or F1 / P-1 / A or A-1 (or A+ if no ST rating) | Remedial action required within 30 days – obtaining a guarantee from an entity rated A and F1 / P-1 / A and A-1+ and a confirmation from the Ratings Agencies that the outstanding Rated Notes will not be downgraded. If this action is not taken, the Issuer GIC Account needs to be closed and amounts standing to the credit of the Issuer GIC Account transferred to an entity rated A and F1 / P-1 / A and A-1+, unless the Rating Agencies confirm that failure to close the account and transfer amounts will not have an impact on the rating of the Rated Notes. |
| Funding 1 Swap Provider | Santander UK | A / A2 / A | F1 / P-1 / A-1 | A or F1 / A2 or P-1 (or A1 if no ST rating) / A or A-1 (A+ if not ST rating) BBB+ or F2 (Fitch) BBB- or F3 / A3 or P-2 (or A3 if no ST rating) / BBB+ | Remedial action required - posting collateral and/or possibility of obtaining guarantee or transfer to eligible transferee. Further collateral required and possibility of obtaining guarantee or transfer to eligible transferee. Further remedial action required including posting collateral and the possibility of obtaining a guarantee or replacement. |
| Issuer Swap Provider | Abbey National Treasury Services plc (all Notes other than the swaps in respect of the Notes hedged by Wells Fargo Bank NA and National Australia Bank - see below) | A / A2 / A | F1 / P-1 / A-1 | A or F1 / A2 or P-1 (or A1 if no ST rating) / A or A-1 (or A+ if no ST rating) BBB+ or F2 (Fitch) BBB- or F3 / A3 or P-2 (or A3 if no ST rating) / BBB+ | Remedial action required - posting collateral and/or possibility of obtaining guarantee or transfer to eligible transferee. Further collateral required and possibility of obtaining guarantee or transfer to eligible transferee. Further remedial action required including posting collateral and obtaining a guarantee or replacement. |
| | Wells Fargo Bank NA (Series 2012-1 Class 2A2 Notes) | AA- / Aa3 / AA- | F1+ / P-1 / A-1+ | A or F1 / A2 or P-1 / A or A-1 A- or F2 (Fitch) BBB+ or F2 / A3 or P-2 / BBB+ | Remedial action required - posting collateral with possibility of obtaining guarantee or transfer to eligible transferee. Further collateral required and possibility of obtaining guarantee or transfer to eligible transferee. Further remedial action required including posting collateral and obtaining a guarantee or replacement. |
| | National Australia Bank (Series 2012-1 Class 2A1 and Class 2A5 Notes) | AA- / Aa2 / AA- | F1+ / P-1 / A-1+ | A or F1 / A2 or P-1 (or A1 if no ST rating) / A or A-1 (or A+ if no ST rating) BBB+ or F2 (Fitch) BBB- or F3 / A3 or P-2 (or A3 if no ST rating) / BBB+ | Remedial action required - posting collateral with possibility of obtaining guarantee or transfer to eligible transferee. Further collateral required and possibility of obtaining guarantee or transfer to eligible transferee. Further remedial action required including posting collateral and obtaining a guarantee or replacement. |
| Paying Agent and related roles | Citibank N.A. | A / A2 / A | F1 / P-1 / A-1 | | |
| English Corporate Services Provider | Structured Finance Management Limited | | | | |
| Jersey Corporate Services Provider | Sanne Corporate Services Limited | | | | |
| Note Trustee and Security Trustee | Law Debenture Company | | | | |

The table above is a brief overview only. For a more detailed summary, please consult pages 58 to 66 (Rating Triggers Table) of the base prospectus. Investors are also advised to consult the underlying Transaction Documents to understand the precise legal terms and conditions associated with the roles listed above and the rating triggers summarised above.

COLLATERAL REPORT

| Mortgage Loan Profile | |
|---|------------------|
| Original number of Loans in Portfolio | 42,395 |
| Original current value of Loans in Portfolio | £ 3,399,995,370 |
| Current number of Loans in Portfolio | 163,547 |
| Current value of Loans in Portfolio | £ 13,048,779,798 |
| Current number of Loan product holdings in Portfolio (A Loan may have more than one active Loan product) | 226,716 |
| Weighted average yield (pre-swap) | 3.072% |

| Trust Assets | |
|--|--------------------------------------|
| Current value of Loans in portfolio at 31-May-14 | 13,049,046,485.52 |
| Current value of Loans in portfolio at 30-Apr-14 | 13,343,359,981.19 |
| Mortgage collections - Interest | 33,753,912.02 |
| Mortgage collections - Principal (Scheduled) | 39,074,132.00 |
| Mortgage collections - Principal (Unscheduled) | 265,432,397.21 |
| Principal Ledger as calculated on 01-Jun-14 | 603,294,223.54 |
| Funding 1 Share as calculated on 01-Jun-14 | 10,147,737,217.76 |
| Funding 1 Share % as calculated on 01-Jun-14 | 77.77% |
| Seller Share as calculated on 01-Jun-14 | 2,901,309,267.76 |
| Seller Share % as calculated on 01-Jun-14 | 22.23% |
| Minimum Seller Share (Amount) 31-May-14 | |
| X | Please refer to the notes on page 10 |
| Y | 443,667,580.51 |
| Z | 249,216,468.71 |
| Minimum Seller Share (Amount) | 794,015,907.40 |
| Minimum Seller Share (% of Total) | 6.08% |

| Arrears Analysis of Non Repossessed Mortgage Loans | Number | Current balance £ | Arrears £ | By Number % | By current balance % |
|--|----------------|-----------------------|------------------|----------------|-------------------------|
| Less than 1 month in arrears | 161,273 | 12,825,271,371 | - | 98.63% | 98.32% |
| 1<=2 months in arrears | 1,133 | 110,193,449 | 762,349 | 0.69% | 0.84% |
| 2<=3 months in arrears | 270 | 26,306,364 | 373,885 | 0.17% | 0.20% |
| 3<=4 months in arrears | 180 | 18,051,693 | 347,040 | 0.11% | 0.14% |
| 4<=5 months in arrears | 129 | 13,284,109 | 303,957 | 0.08% | 0.10% |
| 5<=6 months in arrears | 107 | 10,279,147 | 301,036 | 0.07% | 0.08% |
| 6<=7 months in arrears | 86 | 9,224,787 | 313,265 | 0.05% | 0.07% |
| 7<=8 months in arrears | 57 | 4,678,351 | 222,127 | 0.03% | 0.04% |
| 8<=9 months in arrears | 51 | 4,626,028 | 243,342 | 0.03% | 0.04% |
| 9<=10 months in arrears | 30 | 2,904,500 | 141,591 | 0.02% | 0.02% |
| 10<=11 months in arrears | 41 | 3,802,959 | 202,594 | 0.03% | 0.03% |
| 11<=12 months in arrears | 20 | 2,208,987 | 120,905 | 0.01% | 0.02% |
| More than 12 months in arrears | 136 | 13,920,961 | 1,162,244 | 0.08% | 0.11% |
| Total | 163,513 | 13,044,752,706 | 4,494,335 | 100.00% | 100.00% |

Arrears are calculated in accordance with standard market practice in the UK. A Loan is identified as being in arrears when, on any due date, the overdue amounts which were due on previous dates equal one or more full monthly payments and the total of arrears across all sub-accounts exceeds £150.

| Arrears Capitalised | Number | Amount £ |
|-----------------------------------|--------|-------------|
| Capitalisation cases (In month) | 2 | 423,007 |
| Capitalisation cases (cumulative) | 429 | 38,389,471 |

Includes properties in possession cases, cases no longer in arrears but excludes any Loans repurchased from the Portfolio or Loans that have been redeemed since January 2008

| Losses on Properties in Possession | Number | Loss Amount £ |
|------------------------------------|--------|------------------|
| Total loss on sale brought forward | 314 | 11,103,370 |
| Losses recorded this period | 5 | 172,065 |
| Total loss on sale carried forward | 319 | 11,275,435 |
| Recoveries* | 0 | 0 |

*Please note these are continually reported from 31/12/2011 but excluding any sales before this date.

| Properties in Possession | Number | Current balance £ |
|--|--------|----------------------|
| Total properties in possession since inception | 439 | 49,333,361 |
| Reposessed (in month) | 9 | 955,189 |
| Sold (in month) | 9 | 817,135 |
| Current number in possession | 34 | 4,027,092 |
| Total properties sold since inception | 405 | 45,306,269 |

| Product Breakdown (By Balance) | No of product holdings | % by number | Current balance £ | % by balance |
|---|---------------------------|----------------|-----------------------|-----------------|
| Bank of England Base Rate Tracker Loans | 129,719 | 57.22% | 8,171,079,273 | 62.62% |
| Fixed Rate Loans | 9,310 | 4.11% | 618,136,049 | 4.74% |
| Discounted SVR Loans | 17 | 0.01% | 400,034 | 0.00% |
| Standard Variable Loans | 87,666 | 38.67% | 4,259,120,274 | 32.64% |
| Other | 4 | 0.00% | 44,169 | 0.00% |
| Total | 226,716 | 100.00% | 13,048,779,798 | 100.00% |

| Payment Type (By Balance) | No of product holdings | % by number | Current balance £ | % by balance |
|---|---------------------------|----------------|-----------------------|-----------------|
| Repayment | 156,114 | 68.86% | 7,052,880,845 | 54.05% |
| Interest only and combined repayment & int-only | 70,602 | 31.14% | 5,995,898,953 | 45.95% |
| Total | 226,716 | 100.00% | 13,048,779,798 | 100.00% |

| Use Of Proceeds (By Balance) | No of product holdings | % by number | Current balance £ | % by balance |
|---------------------------------|---------------------------|----------------|-----------------------|-----------------|
| House purchase | 112,110 | 49.45% | 8,381,598,966 | 64.23% |
| Remortgage | 114,604 | 50.55% | 4,667,009,230 | 35.77% |
| Other | 2 | 0.00% | 171,602 | 0.00% |
| Total | 226,716 | 100.00% | 13,048,779,798 | 100.00% |

| Analysis of Mortgage loan size at reporting date £ | No of accounts | % by number | Current balance £ | % by balance |
|---|-------------------|----------------|-----------------------|-----------------|
| >0 =<50,000 | 63,413 | 38.77% | 1,576,009,190 | 12.08% |
| >50,000 =<100,000 | 52,028 | 31.81% | 3,808,741,739 | 29.19% |
| >100,000 =<150,000 | 28,576 | 17.47% | 3,472,408,407 | 26.61% |
| >150,000 =<200,000 | 11,307 | 6.91% | 1,929,904,078 | 14.79% |
| >200,000 =<250,000 | 4,448 | 2.72% | 984,009,277 | 7.54% |
| >250,000 =<300,000 | 1,703 | 1.04% | 461,980,027 | 3.54% |
| >300,000 =<350,000 | 876 | 0.54% | 282,397,247 | 2.16% |
| >350,000 =<400,000 | 473 | 0.29% | 176,017,338 | 1.35% |
| >400,000 =<450,000 | 281 | 0.17% | 118,644,037 | 0.91% |
| >450,000 =<500,000 | 172 | 0.11% | 81,256,551 | 0.62% |
| >500,000 =<550,000 | 100 | 0.06% | 52,012,567 | 0.40% |
| >550,000 =<600,000 | 76 | 0.05% | 43,614,509 | 0.33% |
| >600,000 =<650,000 | 41 | 0.03% | 25,427,540 | 0.19% |
| >650,000 =<700,000 | 36 | 0.02% | 24,077,597 | 0.18% |
| >700,000 =<750,000 | 16 | 0.01% | 11,448,812 | 0.09% |
| >750,000 =<800,000 | - | 0.00% | - | 0.00% |
| >800,000 =<850,000 | 1 | 0.00% | 830,883 | 0.01% |
| >850,000 =<900,000 | - | 0.00% | - | 0.00% |
| >900,000 =<950,000 | - | 0.00% | - | 0.00% |
| >950,000 =<1,000,000 | - | 0.00% | - | 0.00% |
| > 1,000,000 | - | 0.00% | - | 0.00% |
| Total | 163,547 | 100.00% | 13,048,779,798 | 100.00% |

The average Loan size was approximately £79,786.12, the maximum Loan size was £830,882.57 and the minimum Loan size was £0.

| Geographical Analysis By Region | Number of accounts | % by number | Current balance £ | % by balance |
|---------------------------------|-----------------------|----------------|-----------------------|-----------------|
| East Anglia | 5,745 | 3.51% | 430,681,240 | 3.30% |
| East Midlands | 13,968 | 8.54% | 936,224,610 | 7.17% |
| Greater London | 7,025 | 4.30% | 1,005,769,339 | 7.71% |
| Northern England | 6,816 | 4.17% | 465,738,105 | 3.57% |
| North West | 17,511 | 10.71% | 1,261,210,926 | 9.67% |
| South East | 30,572 | 18.69% | 3,262,763,782 | 25.00% |
| South West | 12,452 | 7.61% | 1,031,736,285 | 7.91% |
| West Midlands | 12,546 | 7.67% | 942,723,373 | 7.22% |
| Yorkshire & Humber | 14,112 | 8.63% | 954,268,969 | 7.31% |
| Scotland | 20,927 | 12.80% | 1,276,795,662 | 9.78% |
| Wales | 7,183 | 4.39% | 468,515,844 | 3.59% |
| Northern Ireland | 14,690 | 8.98% | 1,012,351,663 | 7.76% |
| Total | 163,547 | 100.00% | 13,048,779,798 | 100.00% |

| Substitution, redemptions and repurchases | Number of accounts this period | Current balance this period £ |
|---|-----------------------------------|-------------------------------------|
| Substitution & top up | 0 | 0 |
| Redeemed this period* | 2,277 | 229,155,792 |
| Repurchases this period (including arrears)** | 600 | 65,157,703 |
| Arrears repurchased this period** | 0 | 0 |
| Cumulative arrears repurchased | 0 | 0 |

* Redemptions this period include 533 accounts where minor balances totalling £264,761.62 remain to be collected after redemption. These balances have been repurchased by the seller.

** "Arrears" for this purpose means, in respect of a Loan, on any date that two or more Monthly Payments have become due and remain unpaid by the relevant Borrower, and this reporting line relates to repurchases under clause 8.13 of the Mortgage Sale Agreement.

| CPR/PPR Analysis* | 1 Month % | 1 Month Annualised % | 3 Month Average % | 3 Month Annualised % | 12 Month Average % |
|--|--------------|-------------------------|----------------------|-------------------------|-----------------------|
| Total (including unscheduled repayments and repurchases from the Mortgages Trust) | | | | | |
| Current month | 2.28% | 24.20% | 2.19% | 23.84% | 26.13% |
| Previous month | 2.19% | 23.35% | 2.11% | 23.06% | 26.07% |
| Unscheduled repayments and repurchases from the Mortgages Trust only | | | | | |
| Current month | 1.99% | 21.42% | 1.90% | 20.91% | 22.63% |
| Previous month | 1.89% | 20.48% | 1.81% | 20.05% | 22.59% |

*As of February 2014 the definitions and calculations for CPR/PPR have been amended to align all Santander UK secured funding structures.

| Standard Variable Rate (Alliance & Leicester) | |
|--|-----------|
| Existing borrowers SVR | 4.99% |
| Effective date of change | 02-Mar-09 |
| Previous existing borrowers SVR | 5.09% |
| Effective date of change | 02-Feb-09 |

| Remaining Term | Number of accounts | % by number | Current balance £ | % by balance |
|----------------|--------------------|----------------|-----------------------|----------------|
| 0 to <5 | 26,294 | 16.08% | 900,845,116.02 | 6.90% |
| >= 5 to < 10 | 32,690 | 19.99% | 1,740,689,468.56 | 13.34% |
| >= 10 to < 15 | 38,608 | 23.61% | 2,995,449,677.79 | 22.96% |
| >=15 to < 20 | 40,783 | 24.94% | 4,477,866,687.38 | 34.32% |
| >= 20 to < 25 | 15,036 | 9.19% | 1,737,880,119.92 | 13.32% |
| >= 25 to < 30 | 7,086 | 4.33% | 832,170,440.48 | 6.38% |
| >= 30 to < 35 | 2,940 | 1.80% | 351,258,105.67 | 2.69% |
| >= 35 to < 40 | 110 | 0.07% | 12,620,182.64 | 0.10% |
| >= 40 to < 45 | 0 | 0.00% | - | 0.00% |
| Total | 163,547 | 100.00% | 13,048,779,798 | 100.00% |

The weighted average remaining term of Loans was approximately 187.704 months, the maximum remaining term of Loans was 452 months and the minimum remaining term of Loans was 0 months.

| Seasoning | Number of accounts | % by number | Current balance £ | % by balance |
|-----------------|--------------------|----------------|-----------------------|----------------|
| 0 to <6 | 0 | 0.00% | - | 0.00% |
| >= 6 to < 12 | 0 | 0.00% | - | 0.00% |
| >= 12 to < 18 | 0 | 0.00% | - | 0.00% |
| >= 18 to < 24 | 287 | 0.18% | 43,881,679.39 | 0.34% |
| >= 24 to < 30 | 558 | 0.34% | 76,212,882.77 | 0.58% |
| >= 30 to < 36 | 660 | 0.40% | 85,577,682.92 | 0.66% |
| >= 36 to < 42 | 869 | 0.53% | 101,618,328.98 | 0.78% |
| >= 42 to < 48 | 5,689 | 3.48% | 575,363,780.74 | 4.41% |
| >=48 to < 54 | 5,327 | 3.26% | 486,013,909.24 | 3.72% |
| >=54 to < 60 | 6,068 | 3.71% | 558,359,466.87 | 4.28% |
| >= 60 to < 66 | 3,048 | 1.86% | 251,445,862.80 | 1.93% |
| >= 66 to < 72 | 2,947 | 1.80% | 298,723,154.99 | 2.29% |
| >= 72 to < 78 | 6,003 | 3.67% | 650,812,623.49 | 4.99% |
| >= 78 to < 84 | 13,950 | 8.53% | 1,557,786,554.83 | 11.94% |
| >= 84 to < 90 | 13,204 | 8.07% | 1,349,687,732.43 | 10.34% |
| >= 90 to < 96 | 13,136 | 8.03% | 1,298,646,250.77 | 9.95% |
| >= 96 to < 102 | 16,982 | 10.38% | 1,549,561,617.45 | 11.88% |
| >= 102 to < 108 | 14,623 | 8.94% | 1,149,429,538.36 | 8.81% |
| >= 108 to < 114 | 5,107 | 3.12% | 354,442,170.10 | 2.72% |
| >= 114 to < 120 | 5,400 | 3.30% | 318,536,509.96 | 2.44% |
| >= 120 to < 126 | 8,249 | 5.04% | 465,647,827.00 | 3.57% |
| >= 126 to < 132 | 8,091 | 4.95% | 435,233,614.84 | 3.34% |
| >= 132 to < 138 | 3,449 | 2.11% | 184,732,402.25 | 1.42% |
| >= 138 to < 144 | 3,355 | 2.05% | 182,545,843.12 | 1.40% |
| >= 144 to < 150 | 2,778 | 1.70% | 146,027,085.08 | 1.12% |
| >= 150 to < 156 | 3,996 | 2.44% | 198,530,852.16 | 1.52% |
| >= 156 to < 162 | 2,271 | 1.39% | 90,984,474.52 | 0.70% |
| >= 162 to < 168 | 1,472 | 0.90% | 60,594,252.74 | 0.46% |
| >= 168 to < 174 | 1,350 | 0.83% | 53,994,949.62 | 0.41% |
| >= 174 to < 180 | 2,033 | 1.24% | 91,500,294.05 | 0.70% |
| >= 180 | 12,645 | 7.73% | 432,888,456.99 | 3.32% |
| Total | 163,547 | 100.00% | 13,048,779,798 | 100.00% |

The weighted average seasoning of Loans was approximately 95.95 months, the maximum seasoning of Loans was 619 months and the minimum seasoning of Loans was 22 months.

| Indexed Current Loan to Value Using current capital balance and HPI indexed latest valuation | Number of accounts | % by number | Current balance £ | % by balance |
|---|--------------------|----------------|-----------------------|----------------|
| >0% <=25% | 48,988 | 29.95% | 1,347,650,244 | 10.33% |
| >25% <=50% | 45,467 | 27.80% | 3,366,576,336 | 25.80% |
| >50% <=75% | 39,346 | 24.06% | 4,516,880,826 | 34.62% |
| >75% <=80% | 6,765 | 4.14% | 855,962,853 | 6.56% |
| >80% <=85% | 5,904 | 3.61% | 749,864,832 | 5.75% |
| >85% <=90% | 4,848 | 2.96% | 623,516,512 | 4.78% |
| >90% <=95% | 4,063 | 2.48% | 519,500,492 | 3.98% |
| >95% <=100% | 2,931 | 1.79% | 370,068,824 | 2.84% |
| >100% | 5,235 | 3.20% | 698,758,878 | 5.35% |
| Total | 163,547 | 100.00% | 13,048,779,798 | 100.00% |

The weighted average indexed loan to value was approximately 60.13%, the maximum indexed loan to value was 209% and the minimum indexed loan to value was 0%.

| Loan to Value at Last Valuation Using current capital balance and unindexed latest valuation | Number of accounts | % by number | Current balance £ | % by balance |
|---|--------------------|----------------|-----------------------|----------------|
| >0% <=25% | 41,752 | 25.53% | 1,026,443,692 | 7.87% |
| >25% <=50% | 46,950 | 28.71% | 3,206,537,809 | 24.57% |
| >50% <=75% | 47,102 | 28.80% | 5,083,323,966 | 38.96% |
| >75% <=80% | 8,847 | 5.41% | 1,122,007,219 | 8.60% |
| >80% <=85% | 7,207 | 4.41% | 979,501,396 | 7.51% |
| >85% <=90% | 6,221 | 3.80% | 880,774,619 | 6.75% |
| >90% <=95% | 3,188 | 1.95% | 440,835,605 | 3.38% |
| >95% <=100% | 2,149 | 1.31% | 289,317,450 | 2.22% |
| >100% | 131 | 0.08% | 20,038,042 | 0.15% |
| Total | 163,547 | 100.00% | 13,048,779,798 | 100.00% |

The weighted average loan to value was approximately 59.59%, the maximum loan to value was 244% and the minimum loan to value was 0%.

| Original Loan to Value Using original balance and valuation amount | Number of accounts | % by number | Current balance £ | % by balance |
|---|--------------------|----------------|-----------------------|----------------|
| 0% to <=25% | 10,297 | 6.30% | 310,543,091 | 2.38% |
| >25% to <=50% | 37,519 | 22.94% | 1,905,385,746 | 14.60% |
| >50% to <=75% | 57,033 | 34.87% | 4,833,524,280 | 37.04% |
| >75% to <=80% | 10,126 | 6.19% | 998,566,229 | 7.65% |
| >80% to <=85% | 15,105 | 9.24% | 1,646,378,936 | 12.62% |
| >85% to <=90% | 21,207 | 12.97% | 2,248,834,726 | 17.23% |
| >90% to <=95% | 12,260 | 7.50% | 1,105,546,791 | 8.47% |
| >95% to <=100% | - | 0.00% | - | 0.00% |
| >100% | - | 0.00% | - | 0.00% |
| Total | 163,547 | 100.00% | 13,048,779,798 | 100.00% |

The weighted average original loan to value was approximately 70.35%, the maximum loan to value was 95% and the minimum loan to value was 1%.

LOAN NOTE REPORT

Report period 22nd April 2014 - 18th July 2014

Closing Date 12/03/2010 Series 2010-1 Notes

| 2010-1 | ISIN (Reg S) | ISIN (144a) | Ratings S&P/Moody's/Fitch | Initial Ratings S&P/Moody's/Fitch | Currency | Applicable Exchange Rate | Original Balance | Repaid | Outstanding | Reference rate | Margin p.a.% | Current interest rate p.a.% | Accrual Period | Next coupon date | Interest next coupon | Step up Date | Legal Maturity | Bond Type |
|--------|--------------|--------------|---------------------------|-----------------------------------|----------|--------------------------|------------------|---------------|-------------|----------------|--------------|-----------------------------|-----------------------|------------------|----------------------|--------------|----------------|-----------|
| A1 | XS0493851298 | XS0493851298 | AAA/Aaa/AAA | AAA/Aaa/AAA | GBP | | 205,000,000 | (57,831,963) | 147,168,037 | 3M GBP LIBOR | 1.20000% | 1.72781% | 22/04/2014-18/07/2014 | 18/07/2014 | 606,088 | Jan-2015 | Oct-2054 | Sched AM |
| A2 | XS0493852858 | XS0493852858 | AAA/Aaa/AAA | AAA/Aaa/AAA | EUR | 0.90 | 775,000,000 | (218,633,035) | 556,366,965 | 3M EURIBOR | 1.20000% | 1.52700% | 22/04/2014-18/07/2014 | 18/07/2014 | 2,053,133 | Jan-2015 | Oct-2054 | Sched AM |
| A3 | XS0493854631 | XS0493854631 | AAA/Aaa/AAA | AAA/Aaa/AAA | GBP | | 525,000,000 | 0 | 525,000,000 | GBP mid-swaps | | 4.63500% | 21/01/2014-18/07/2014 | 18/07/2014 | 12,166,875 | Jan-2017 | Oct-2054 | P-Through |
| Z | XS0493858202 | XS0493858202 | N/A | N/A | GBP | | 389,000,000 | 0 | 389,000,000 | 3M GBP LIBOR | 0.90000% | 1.42781% | 22/04/2014-18/07/2014 | 18/07/2014 | 1,323,873 | Jan-2017 | Oct-2054 | P-Through |

Closing Date 27/07/2010 Series 2010-3 Notes

| 2010-3 | ISIN (Reg S) | ISIN (144a) | Ratings S&P/Moody's/Fitch | Initial Ratings S&P/Moody's/Fitch | Currency | Applicable Exchange Rate | Original Balance | Repaid | Outstanding | Reference rate | Margin p.a.% | Current interest rate p.a.% | Accrual Period | Next coupon date | Interest next coupon | Step up Date | Legal Maturity | Bond Type |
|--------|--------------|--------------|---------------------------|-----------------------------------|----------|--------------------------|------------------|-----------------|---------------|----------------|--------------|-----------------------------|-----------------------|------------------|----------------------|--------------|----------------|-----------|
| A1 | XS0525763420 | XS0525763420 | AAA/Aaa/AAA | AAA/Aaa/AAA | GBP | | 1,250,000,000 | (1,250,000,000) | 0 | 3M GBP LIBOR | | - | - | - | - | N/A | Oct-2054 | Sched AM |
| A2 | XS0525763859 | XS0525763859 | AAA/Aaa/AAA | AAA/Aaa/AAA | GBP | | 1,250,000,000 | (188,097,553) | 1,061,902,447 | 3M GBP LIBOR | 1.63000% | 2.15781% | 22/04/2014-18/07/2014 | 18/07/2014 | 5,461,654 | Apr-2015 | Oct-2054 | Sched AM |
| A3 | XS0525764071 | XS0525764071 | AAA/Aaa/AAA | AAA/Aaa/AAA | GBP | | 1,000,000,000 | 0 | 1,000,000,000 | 3M GBP LIBOR | 1.68000% | 2.20781% | 22/04/2014-18/07/2014 | 18/07/2014 | 5,262,451 | Jul-2016 | Oct-2054 | Sched AM |
| Z | XS0525764154 | XS0525764154 | N/A | N/A | GBP | | 500,000,000 | 0 | 500,000,000 | 3M GBP LIBOR | 0.90000% | 1.42781% | 22/04/2014-18/07/2014 | 18/07/2014 | 1,701,637 | Jun-2016 | Oct-2054 | P-Through |

Closing Date 25/05/2011 Series 2011-1 Notes

| 2011-1 | ISIN (Reg S) | ISIN (144a) | Ratings S&P/Moody's/Fitch | Initial Ratings S&P/Moody's/Fitch | Currency | Applicable Exchange Rate | Original Balance | Repaid | Outstanding | Reference rate | Margin p.a.% | Current interest rate p.a.% | Accrual Period | Next coupon date | Interest next coupon | Step up Date | Legal Maturity | Bond Type |
|--------|--------------|--------------|---------------------------|-----------------------------------|----------|--------------------------|------------------|-----------------|---------------|----------------|--------------|-----------------------------|-----------------------|------------------|----------------------|--------------|----------------|-----------|
| A1 | XS0629511170 | US34988WAE49 | A-1+/P-1/F1+ | A-1+/P-1/F1+ | USD | 0.61 | 500,000,000 | (500,000,000) | 0 | 1M USD LIBOR | 0.13000% | - | - | - | - | N/A | Apr-2012 | Sched AM |
| A2 | XS0629516211 | US34988WAF14 | AAA/Aaa/AAA | AAA/Aaa/AAA | USD | 0.62 | 3,000,000,000 | (1,105,823,863) | 1,894,176,137 | 3M USD LIBOR | 1.40000% | 1.62785% | 22/04/2014-18/07/2014 | 18/07/2014 | 7,451,634 | Jul-2014 | Oct-2054 | Sched AM |
| A3 | XS0629519314 | XS0629519405 | AAA/Aaa/AAA | AAA/Aaa/AAA | GBP | | 500,000,000 | (184,303,978) | 315,696,022 | 3M GBP LIBOR | 1.40000% | 1.92781% | 22/04/2014-18/07/2014 | 18/07/2014 | 1,450,640 | Jul-2014 | Oct-2054 | Sched AM |
| A4 | XS0629583245 | XS0629582601 | AAA/Aaa/AAA | AAA/Aaa/AAA | EUR | 0.87 | 500,000,000 | (184,303,978) | 315,696,022 | 3M EURIBOR | 1.30000% | 1.62700% | 22/04/2014-18/07/2014 | 18/07/2014 | 1,241,290 | Jul-2014 | Oct-2054 | Sched AM |
| A5 | XS0630101979 | US34988WAD65 | AAA/Aaa/AAA | AAA/Aaa/AAA | USD | 0.62 | 275,000,000 | 0 | 275,000,000 | 3M USD LIBOR | 1.50000% | 1.72785% | 22/04/2014-18/07/2014 | 18/07/2014 | 1,148,300 | Jul-2016 | Oct-2054 | Sched AM |
| A6 | XS0630105533 | XS0630108900 | AAA/Aaa/AAA | AAA/Aaa/AAA | GBP | | 250,000,000 | 0 | 250,000,000 | 3M GBP LIBOR | 1.50000% | 2.02781% | 22/04/2014-18/07/2014 | 18/07/2014 | 1,208,353 | Jul-2016 | Oct-2054 | Sched AM |
| A7 | XS0630118553 | XS0630110707 | AAA/Aaa/AAA | AAA/Aaa/AAA | EUR | 0.88 | 275,000,000 | 0 | 275,000,000 | 3M EURIBOR | 1.40000% | 1.72700% | 22/04/2014-18/07/2014 | 18/07/2014 | 1,147,735 | Jul-2016 | Oct-2054 | Sched AM |
| Z | XS0629519587 | n/a | N/A | N/A | GBP | | 965,000,000 | 0 | 965,000,000 | 3M GBP LIBOR | 0.70000% | 1.22781% | 22/04/2014-18/07/2014 | 18/07/2014 | 2,824,131 | N/A | Oct-2054 | P-Through |

Closing Date 06/12/2011 Series 2011-2 Notes

| 2011-2 | ISIN (Reg S) | ISIN (144a) | Ratings S&P/Moody's/Fitch | Initial Ratings S&P/Moody's/Fitch | Currency | Applicable Exchange Rate | Original Balance | Repaid | Outstanding | Reference rate | Margin p.a.% | Current interest rate p.a.% | Accrual Period | Next coupon date | Interest next coupon | Step up Date | Legal Maturity | Bond Type |
|--------|--------------|--------------|---------------------------|-----------------------------------|----------|--------------------------|------------------|---------------|-------------|----------------|--------------|-----------------------------|-----------------------|------------------|----------------------|--------------|----------------|-----------|
| A1 | XS0715270855 | US34988MAU09 | A-1+/P-1/F1+ | A-1+/P-1/F1+ | USD | 0.64 | 350,000,000 | (350,000,000) | 0 | 1M USD LIBOR | 0.20000% | - | - | - | - | N/A | Oct-2012 | Sched AM |
| A2 | XS0715271150 | US34988MAV81 | AAA/Aaa/AAA | AAA/Aaa/AAA | USD | 0.64 | 700,000,000 | (93,292,794) | 606,707,206 | 3M USD LIBOR | 1.60000% | 1.82785% | 22/04/2014-18/07/2014 | 18/07/2014 | 2,680,010 | Jan-2015 | Oct-2054 | Sched AM |
| A3 | XS0715271234 | XS0715271408 | AAA/Aaa/AAA | AAA/Aaa/AAA | EUR | 0.88 | 100,000,000 | (13,327,542) | 86,672,458 | 3M EURIBOR | 1.50000% | 1.97781% | 22/04/2014-18/07/2014 | 18/07/2014 | 382,681 | Jan-2016 | Oct-2054 | Sched AM |
| A4 | XS0715271580 | US34988MAW64 | AAA/Aaa/AAA | AAA/Aaa/AAA | USD | 0.64 | 300,000,000 | 0 | 300,000,000 | 3M USD LIBOR | 1.65000% | 1.87785% | 22/04/2014-18/07/2014 | 18/07/2014 | 1,361,441 | Jan-2016 | Oct-2054 | Sched AM |
| A5 | XS0715271663 | US34988MAX48 | AAA/Aaa/AAA | AAA/Aaa/AAA | USD | 0.65 | 250,000,000 | 0 | 250,000,000 | USD Fixed | - | 4.25000% | 21/01/2014-18/07/2014 | 18/07/2014 | 5,312,500 | Jan-2022 | Oct-2054 | Sched AM |
| Z | XS0715271747 | n/a | N/A | N/A | GBP | | 233,965,000 | 0 | 233,965,000 | 3M GBP LIBOR | 0.70000% | 1.22781% | 22/04/2014-18/07/2014 | 18/07/2014 | 684,713 | N/A | Oct-2054 | P-Through |

Closing Date 23/05/2012 Series 2012-1 Notes

| 2012-1 | ISIN (Reg S) | ISIN (144a) | Ratings S&P/Moody's/Fitch | Initial Ratings S&P/Moody's/Fitch | Currency | Applicable Exchange Rate | Original Balance | Repaid | Outstanding | Reference rate | Margin p.a.% | Current interest rate p.a.% | Accrual Period | Next coupon date | Interest next coupon | Step up Date | Legal Maturity | Bond Type |
|--------|--------------|--------------|---------------------------|-----------------------------------|----------|--------------------------|------------------|-----------------|----------------|-----------------|--------------|-----------------------------|-----------------------|------------------|----------------------|--------------|----------------|-----------|
| 1A1 | XS0785596163 | US34988WAV63 | A-1+/P-1/F1+ | A-1+/P-1/F1+ | USD | 0.62 | 250,000,000 | (250,000,000) | 0 | 1M USD LIBOR | 0.18000% | - | - | - | - | N/A | Apr-2013 | Sched Am |
| 2A1 | AU000FOBH44 | n/a | AAA/Aaa/AAA | AAA/Aaa/AAA | AUD | 0.62 | 150,000,000 | (28,491,222) | 121,508,778 | 1M AUD BBR-BBSW | 2.05000% | 4.70830% | 19/05/2014-18/06/2014 | 18/06/2014 | 470,219 | Oct-2015 | Oct-2054 | Sched Am |
| 2A2 | XS0784926353 | US34988WAL81 | AAA/Aaa/AAA | AAA/Aaa/AAA | USD | 0.63 | 750,000,000 | (142,456,110) | 607,543,890 | 3M USD LIBOR | 1.40000% | 1.82785% | 22/04/2014-18/07/2014 | 18/07/2014 | 2,390,060 | Oct-2015 | Oct-2054 | Sched Am |
| 2A3 | XS0784926437 | XS0785326538 | AAA/Aaa/AAA | AAA/Aaa/AAA | GBP | | 300,000,000 | (56,982,244) | 243,017,756 | 3M GBP LIBOR | 1.45000% | 1.97781% | 22/04/2014-18/07/2014 | 18/07/2014 | 1,145,641 | Oct-2015 | Oct-2054 | Sched Am |
| 2A4 | XS0784926510 | XS0785327858 | AAA/Aaa/AAA | AAA/Aaa/AAA | EUR | 0.80 | 200,000,000 | (37,988,296) | 162,011,704 | 3M EURIBOR | 1.10000% | 1.42700% | 22/04/2014-18/07/2014 | 18/07/2014 | 558,711 | Oct-2015 | Oct-2054 | Sched Am |
| 2A5 | XS0784928300 | XS0785328153 | AAA/Aaa/AAA | AAA/Aaa/AAA | JPY | 0.01 | 16,000,000,000 | (3,039,063,676) | 12,960,936,324 | 3M JPY LIBOR | 0.70000% | 0.83500% | 22/04/2014-18/07/2014 | 18/07/2014 | 26,154,089 | Oct-2015 | Oct-2054 | Sched Am |
| 3A1 | XS0784928482 | US34988WAS35 | AAA/Aaa/AAA | AAA/Aaa/AAA | USD | 0.63 | 700,000,000 | 0 | 700,000,000 | 3M USD LIBOR | 1.50000% | 1.72785% | 22/04/2014-18/07/2014 | 18/07/2014 | 2,922,946 | Jul-2017 | Oct-2054 | Sched Am |
| 3A2 | XS0784928649 | XS0785328583 | AAA/Aaa/AAA | AAA/Aaa/AAA | GBP | | 300,000,000 | 0 | 300,000,000 | 3M GBP LIBOR | 1.55000% | 2.07781% | 22/04/2014-18/07/2014 | 18/07/2014 | 1,485,776 | Oct-2015 | Oct-2054 | Sched Am |
| 2B1 | XS0784929290 | US34988WAQ78 | AA/Aa3/AA | AA/Aa3/AA | USD | 0.63 | 50,000,000 | 0 | 50,000,000 | 3M USD LIBOR | 1.85000% | 2.17785% | 22/04/2014-18/07/2014 | 18/07/2014 | 263,157 | Oct-2015 | Oct-2054 | Sched Am |
| 2B2 | XS0784929530 | XS0785328237 | AA/Aa3/AA | AA/Aa3/AA | GBP | | 200,000,000 | 0 | 200,000,000 | 3M GBP LIBOR | 2.10000% | 2.62781% | 22/04/2014-18/07/2014 | 18/07/2014 | 1,252,709 | Oct-2015 | Oct-2054 | Sched Am |
| Z | XS0784929613 | n/a | N/A | N/A | GBP | | 285,000,000 | 0 | 285,000,000 | 3M GBP LIBOR | 0.70000% | 1.22781% | 22/04/2014-18/07/2014 | 18/07/2014 | 834,070 | N/A | Oct-2054 | P-Through |

All Notes are listed on the London Stock Exchange apart from the series 2012-1 2A1 notes which are listed on the Australian Securities Exchange

| Combined Credit Enhancement | Total £ | % of Total | Current note subordination | Subordination +Reserve Fund | % Required |
|--------------------------------------|----------------|------------|-------------------------------|--------------------------------|------------|
| Class A Notes | £8,147,699,566 | 75.78% | 24.22% | 30.43% | 9.25% |
| Class B Notes | £231,377,471 | 2.15% | 22.07% | 28.27% | 5.95% |
| Class M Notes | £0 | 0.00% | 0.00% | 0.00% | 3.40% |
| Class C Notes | £0 | 0.00% | 0.00% | 0.00% | 1.70% |
| Class Z Notes | £2,372,965,000 | 22.07% | 0.00% | 0.00% | 0.00% |
| | 10,752,042,037 | 100.00% | | | |
| General Reserve Fund Required Amount | £667,000,000 | 6.20% | | | |

| | |
|---|----|
| Interest shortfall in period | £0 |
| Cumulative interest shortfall | £0 |
| Principal shortfall in period | £0 |
| Cumulative principal shortfall | £0 |
| Cumulative net loss | £0 |
| Excess principal paid in current period | £0 |

| General Reserve Fund | |
|-------------------------|--------------|
| Balance brought forward | £667,000,000 |
| Drawings | £0 |
| Top up | £0 |
| Balance carried forward | £667,000,000 |

| Excess Spread | |
|--|-------|
| Excess spread this month annualised | 0.63% |
| Excess spread rolling 12 month average | 0.68% |

*Excess spread is calculated at each quarterly Interest Payment Date - see note 13

| | |
|----------------------------------|--------------|
| Funding 1 Principal Ledger-AAA | £603,294,224 |
| Funding 1 Principal Ledger-AA | £0 |
| Funding 1 Principal Ledger-A | £0 |
| Funding 1 Principal Ledger-BBB | £0 |
| Total Funding 1 Principal Ledger | £603,294,224 |

WATERFALLS

MORTGAGES TRUSTEE REVENUE WATERFALL

**for distribution period 1st May 2014 - 31st May 2014*

| | |
|---|---------------|
| Mortgages Trustee Fees | 0.00 |
| Other third party payments | 0.00 |
| <hr/> | |
| Servicer Fees | 906,617.34 |
| Cash Manager Fees | 0.00 |
| Mortgages Trustee Corporate Service Provider fees | 0.00 |
| Funding 1 Account Banks fees | 0.00 |
| <hr/> | |
| Funding 1 | 25,730,596.53 |
| Seller | 7,116,698.15 |

MORTGAGES TRUSTEE PRINCIPAL WATERFALL

**for distribution period 1st May 2014 - 31st May 2014*

| | |
|-----------|----------------|
| Funding 1 | 304,506,529.21 |
| <hr/> | |
| Seller | 0.00 |

FUNDING 1 REVENUE WATERFALL

| | |
|---|------|
| Funding 1 Security Trustee fees | 0.00 |
| Fee under Intercompany Loan | 0.00 |
| Other third party payments | 0.00 |
| <hr/> | |
| Cash Manager fees | 0.00 |
| Funding 1 Corporate Service Provider fees | 0.00 |
| Funding 1 Account Banks fees | 0.00 |
| <hr/> | |
| Payment to Funding 1 Swap Provider | 0.00 |
| <hr/> | |
| Interest on AAA Loan Tranches | 0.00 |
| Credit to AAA Principal Deficiency Ledger | 0.00 |
| Interest on AA Loan Tranches | 0.00 |
| Credit to AA Principal Deficiency Ledger | 0.00 |
| Interest on A Loan Tranches | 0.00 |
| Credit to A Principal Deficiency Ledger | 0.00 |
| Interest on BBB Loan Tranches | 0.00 |
| Credit to BBB Principal Deficiency Ledger | 0.00 |
| <hr/> | |
| Credit to General Reserve Fund | 0.00 |
| <hr/> | |
| Credit to NR Principal Deficiency Ledger | 0.00 |
| <hr/> | |
| Interest on NR Loan Tranches | 0.00 |
| <hr/> | |
| Excluded swap payments and other fees under the Intercompany Loan Agreement | 0.00 |
| <hr/> | |
| Profit to Funding 1 | 0.00 |
| <hr/> | |
| Payment of Funding 1 Start-up Loan | 0.00 |
| <hr/> | |
| Deferred Consideration | 0.00 |

FUNDING 1 PRINCIPAL WATERFALL

| | |
|------------------------------------|------|
| Repayment of Class A Notes | 0.00 |
| Repayment of Class B Notes | 0.00 |
| Repayment of Class M Notes | 0.00 |
| Repayment of Class C Notes | 0.00 |
| <hr/> | |
| Repayment of NR loan tranches | 0.00 |
| <hr/> | |
| Credit to Cash Accumulation Ledger | 0.00 |

ISSUER REVENUE WATERFALL

| | |
|--|------|
| Issuer Security Trustee fees | 0.00 |
| Note Trustee fees | 0.00 |
| Agent Bank fees etc. | 0.00 |
| <hr/> | |
| Other third party payments | 0.00 |
| <hr/> | |
| Issuer Cash Manager Fees | 0.00 |
| Issuer Corporate Service Provider Fees | 0.00 |
| Issuer Account Bank Fees | 0.00 |
| <hr/> | |
| Interest on Class A Notes (including amounts paid to Issuer Swap Providers) | 0.00 |
| Interest on Class B Notes (including amounts paid to Issuer Swap Providers) | 0.00 |
| Interest on Class M Notes (including amounts paid to Issuer Swap Providers) | 0.00 |
| Interest on Class C Notes (including amounts paid to Issuer Swap Providers) | 0.00 |
| <hr/> | |
| Interest on Class Z Notes | 0.00 |
| <hr/> | |
| Excluded Issuer swap payments | 0.00 |
| <hr/> | |
| Issuer profit | 0.00 |

ISSUER PRINCIPAL WATERFALL

| | |
|--|------|
| Repayment of Class A Notes (including principal payments to class A swap providers) | 0.00 |
| Repayment of Class B Notes (including principal payments to class B swap providers) | 0.00 |
| Repayment of Class M Notes (including principal payments to class M swap providers) | 0.00 |
| Repayment of Class C Notes (including principal payments to class C swap providers) | 0.00 |
| <hr/> | |
| Repayment of Class Z Notes | 0.00 |

SWAP PAYMENTS THIS PERIOD

| Note | Swap Provider | Currency Notional | Receive Reference Rate | Receive margin | Receive Rate | Interest Received | Principal Received | £ Notional | Pay reference rate | Pay margin | Pay rate | Interest Paid | Principal Paid |
|------------|---------------|-------------------|------------------------|----------------|--------------|-------------------|--------------------|---------------|--------------------|------------|----------|---------------|----------------|
| 2012-1 2A1 | NAB | 121,508,778.00 | 1M AUD LIBOR | 2.05% | 4.6850% | 421,102.82 | 0.00 | 75,706,403.74 | 3M GBP LIBOR | 1.62% | 0.00% | 0.00 | 0.00 |

COLLATERAL

| Note | Collateral Postings | Counterparty |
|------|---------------------|--------------|
| | | |

There was no collateral posted during the reporting period 01-May-14 to 31-May-14

| TRIGGER EVENTS | |
|---|--|
| Asset Amount debited to AAA Principal Deficiency Sub Ledger, unless certain criteria are met | None |
| Non Asset Insolvency Event occurs in relation to Seller Sellers role as Servicer terminated & new Servicer is not appointed within 60 days The then current Seller Share is less than the adjusted Minimum Seller Share for 2 consecutive Trust Calculation Dates The aggregate outstanding principal balance of Loans in the Mortgages Trust is less than the required loan balance amount specified in the most recent final terms | None None None None |
| An arrears trigger event will occur if: The outstanding principal balance of the Loans in arrears for more than 3 times the monthly payment then due divided by the outstanding principal balance of all of the Loans in the Mortgages Trust (expressed as a percentage) exceeds 2 per cent. | None |
| Full details of all trigger events can be found within the Fosse Master Issuer plc base prospectus | |

Notes

- 1 Current number of mortgages**
This is the sum of all product holdings secured by a Borrower(s) on a single property.
- 2 Current value of mortgages**
Includes all amounts of principal, interest and fees as yet unpaid by the Borrower.
- 3 Funding 1 Share**
The percentage Funding 1 Share is calculated net of accrued interest.
- 4 Seasoning**
This is the age of the Loan at the report date in months based on the main mortgage completion date.
Main mortgage completion date is the date the Borrower first took out a loan on the secured property. The initial loan may have been repaid and replaced by subsequent lending under the same mortgage agreement and updated terms and conditions.
- 5 Remaining term**
This is the remaining term of the Loan at the report date in months.
- 6 Product breakdown**
Bank of England Base Rate Tracker Loans includes Loans issued at a discount or premium to base rate.
All Loans in the discount category are linked to SVR.
- 7 Payment Type**
Most Loans that are not fully repayment mortgages comprise an interest only portion, on which there are no scheduled principal repayments and a repayment portion for which there is a scheduled amortisation.
- 8 Loan to Value (LTV) at last valuation**
Prior to 2008, Further Advances were made on existing Loans based on the indexed LTV without carrying out a formal valuation. This occasionally gives rise to the unindexed LTV recording an unrealistically high LTV. Indexed and unindexed LTVs include all Further Advances on a Loan - but exclude any flexible drawdown reservoir.
- 9 Defaults**
For the purpose of the Bank of England Market Notice dated 30 November 2010 "defaults" is defined as properties taken into possession.
- 10 X**
Current balance of Loans in the portfolio multiplied by 3.4%
- 11 Y**
Flexible draw capacity (flexible drawdown reservoir of live sub-accounts) multiplied by 8% multiplied by 3%
- 12 Z**
Balance of flexible redraws and Further Advances covered by CCA
- 13 Excess spread calculation**
Excess spreads is calculated by dividing (excess cash available for payments below the General Reserve Fund in the waterfall) by (the Funding 1 Share)
- 14 1 month CPR**
On any trust calculation date, the total principal receipts received during the immediately preceding trust calculation period divided by the aggregate current balance of the loans comprised in the trust property calculated on the previous trust calculation date in respect of the previous trust calculation period.
- 15 1 month annualised CPR**
Calculated as $1 - ((1 - R) ^ 12)$ where R is (i) total principal receipts received scheduled and unscheduled during the relevant period, divided by (ii) the aggregate outstanding principal balance of the loans in the expected portfolio as at the start of that period.
- 16 3 month average CPR**
The total principal receipts received during the immediately preceding trust calculation period for the last 3 months divided by the average aggregate current balance of the last 3 months of the loans comprised in the trust property
- 17 3 month annualised CPR**
Calculated as $1 - ((1 - R) ^ 4)$ where R is (i) total principal receipts received scheduled and unscheduled during the relevant period, divided by (ii) the average aggregate outstanding principal balance over the last 3 months of the loans in the expected portfolio as at the start of that period.
- 18 12 month average CPR**
The total principal receipts received during the immediately preceding trust calculation period for the last 12 months divided by the average aggregate current balance of the last 12 months of the loans comprised in the trust property

All capitalised terms used in this investor report have the meaning or descriptions assigned to them in the Fosse Master Issuer plc base prospectus