



UK Secured Funding Programmes

Holmes Master Issuer

| | |
|--------------------|------------------------|
| Report Date: | 29-Feb-16 |
| Reporting Period: | 01-Feb-16 to 29-Feb-16 |
| Distribution Date: | 08-Feb-16 |

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

| Role | Counterparty | Fitch/Moody's/S&P Long Term Rating | Fitch/Moody's/S&P Short Term Rating | Applicable Trigger (loss of) | Consequence |
|---|---|------------------------------------|-------------------------------------|--|--|
| Issuer Funding Mortgages Trustee | Holmes Master Issuer Holmes Funding Limited Holmes Trustees Limited | | | | |
| Seller | Santander UK | A / A1 / A | F1 / P-1 / A-1 | A3 (Moody's) BBB / Baa2 / BBB BBB- / Baa3 / BBB- F2 / P-2 / A-3 F2 / P-2 / A-2 A3 (Moody's) F1 (Fitch) / A-1 (S&P) Baa3 (Moody's) F1 / P-1 / A-1 | Funding required to establish a liquidity reserve fund. Seller to submit to the Mortgages Trustee, Funding, the Security Trustee and the Rating Agencies draft letters of notice to the Borrowers of sale and purchase of Loans. Completion of legal assignment of Loans to the Mortgages Trustee. New Loans may not be assigned to the Mortgages Trustee. Funding may not offer payments to the Seller to acquire an increased interest in the Trust Property. Independent auditors need to be appointed to determine whether a random selection of Loans and their Related Security constituting the Trust Property complied with the representations and warranties at the date of assignment. Quarterly (instead of annual) review of the calculation components of the Minimum Seller Share. Adjustment to Minimum Seller Share. |
| Servicer | Santander UK | A / A1 / A | F1 / P-1 / A-1 | F1 / P-1 / A-1 | 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 Each Start-up Loan Provider | Santander UK Santander UK | A / A1 / A A / A1 / A | F1 / P-1 / A-1 F1 / P-1 / A-1 | | |
| Funding Account Bank A | Bank of New York Mellon | AA+ / Aa1 / AA- | F1+ / P1 / A-1+ | A or F1 / P-1 / A or A-1 (or A+ if no ST rating) | Termination of role and transfer of Funding Transaction Account to a financial institution having the required ratings, unless within 30 calendar days: (a) a guarantee of the Account Bank A's obligations is obtained from a financial institution having the required ratings; or (b) such other actions required by the Rating Agencies are taken to ensure that the ratings assigned to the outstanding Rated Notes are not adversely affected. |
| Funding Account Bank B | Santander UK | A / A1 / A | F1 / P-1 / A-1 | A or F1 / P-1 / A or A-1 (or A+ if no ST rating) | Termination of role and transfer of Funding GIC Account to a financial institution having the required ratings, unless within 30 calendar days: (a) a guarantee of the Account Bank B's obligations is obtained from a financial institution having the required ratings; or (b) such other actions required by the Rating Agencies are taken to ensure that the ratings assigned to the outstanding Rated Notes are not adversely affected. 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+. |
| Mortgage Trust Account Bank | Santander UK | A / A1 / A | F1 / P-1 / A-1 | BBB+ or F2 / P-2 / BBB+ or A-2 A or F1 / P-1 / A or A-1 (or A+ if no ST rating) | Termination of role and transfer of Mortgages Trustee GIC Account to a financial institution rated A and F1 / P-1 / A and A-1 (or A+ if no ST rating), unless within 30 calendar days: (a) the rights and obligations in respect of the provision of the Mortgages Trustee GIC Account are transferred to a financial institution rated A and F1 / P-1 / A and A-1 (or A+ if no ST rating); or (b) a guarantee from a financial institution rated A and F1 / P-1 / A and A-1 (or A+ if no ST rating) is obtained; or (c) such other action required by the Rating Agencies is taken to ensure that the ratings assigned to the outstanding Rated Notes are not adversely affected, and for each of the remedial actions above, a confirmation from the Ratings Agencies that the outstanding Rated Notes will not be downgraded is also required. Termination of role and transfer of Mortgages Trustee GIC Account to a financial institution rated A and F1 / P-1 / A and A-1 (or A+ if no ST rating), unless within 60 London Business Days: (a) a stand-by arrangement is put in place in respect of the Mortgages Trustee GIC Account with a financial institution rated A and F1 / P-1 / A and A-1 (or A+ if no ST rating); or (b) such other action required by the Rating Agencies is taken to ensure that the ratings assigned to the outstanding Rated Notes are not adversely affected, and for each of the remedial actions above, a confirmation from the Rating Agencies that the outstanding Rated Notes will not be downgraded is also required. |
| Issuer Account Bank | Santander UK | A / A1 / A | F1 / P-1 / A-1 | A or A-1 (or A+ if no ST rating) (S&P) F1 / P-1 / A or A-1 (or A+ if no ST rating) | Termination of role and transfer of Mortgages Trustee GIC Account to a financial institution rated A and F1 / P-1 / A and A-1 (or A+ if no ST rating), unless within 60 London Business Days: (a) the Excess Amount (being the amount by which the monies collected by the Servicer in respect of the Loans and standing to the credit of the Mortgages Trustee GIC Account exceed 5% of the Funding Share) is transferred to a financial institution rated A and A-1 (or A+ if no ST rating) by S&P; or (b) such other action required by the Rating Agencies is taken to ensure that the ratings assigned to the outstanding Rated Notes are not adversely affected, and for each of the remedial actions above, a confirmation from the Rating Agencies that the outstanding Rated Notes will not be downgraded is also required. Termination of Issuer Bank Account Agreement and closure of account, unless within 30 calendar days: (a) the relevant Master Issuer Transaction Account and rights and obligations of the Issuer Account Bank are transferred to a financial institution rated A and F1 / P-1 / A and A-1 (or A+ if no ST rating); (b) a guarantee of the Issuer Account Bank's obligations is obtained from a financial institution having the above ratings; or (c) such other actions are taken to ensure that the ratings assigned to the outstanding issuing entity rated notes are not adversely affected, and for each of the remedial actions above, a confirmation from the Ratings Agencies that the outstanding Rated Notes will not be downgraded is also required. |
| Funding Swap Provider | Santander UK | A / A1 / 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 F3 / A3 or P-2 (A3 if no ST rating) / BBB+ | Remedial action required including posting collateral with possibility of obtaining guarantee, transferring to eligible transferee or taking such other action as will result in the rating of the relevant Notes being maintained at the same level. Further remedial action required including posting/continuing to post collateral with the possibility of obtaining a guarantee, transferring to eligible transferee or taking such other action as will result in the rating of the relevant Notes being maintained at the same level. |
| Issuer Swap Provider | Abbey National Treasury Services plc. | A / A1 / 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 no ST rating) BBB- or F3 / A3 or P-2 (A3 if no ST rating) / BBB+ | Remedial action required as above. Further remedial action required as above. |
| Paying Agent and related roles | Bank of New York Mellon | AA+ / Aa1 / AA- | F1+ / P1 / A-1+ | | |
| Corporate Services Provider | Wilmington Trust SP Services (London) Limited | | | | |
| Note Trustee and Security Trustee | Bank of New York Mellon | | | | |

The table above is a brief overview only. For a more detailed summary, please consult pages 60 to 68 (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 Mortgage Loans in Pool | 115,191 |
| Original current value of Mortgage Loans in Pool | £ 6,399,214,138 |
| Current number of Mortgage Loans in Pool at 29 February 2016 | 75,390 |
| Current £ value of Mortgage Loans in Pool at 29 February 2016 | £ 6,797,372,507 |
| Weighted Average Yield on 08 February 2016 | 3.14% |

| Trust Assets | |
|--|------------------|
| Current value of Mortgage Loans in Pool at 04 February 2016 | 6,908,908,925.06 |
| Last months Closing Trust Assets at 06 January 2016 | 7,026,720,860.33 |
| Mortgage collections - Interest on 04 February 2016 | 17,847,594.90 |
| Mortgage collections - Principal (Scheduled) on 04 February 2016 | 37,562,826.57 |
| Mortgage collections - Principal (Unscheduled) on 04 February 2016 | 79,775,992.77 |
| Principal Ledger as calculated on 04 February 2016 | 117,338,819.34 |
| Funding Share as calculated on 04 February 2016 | 5,071,813,598.75 |
| Funding Share % as calculated on 04 February 2016 | 73.40976% |
| Seller Share as calculated on 04 February 2016 | 1,837,095,326.31 |
| Seller Share % as calculated on 04 February 2016 | 26.59024% |
| Minimum Seller Share (Amount) on 04 February 2016 | |
| W | 263,228,333.16 |
| X | 303,991,992.70 |
| Y | 206,203,769.64 |
| Z | - |
| AA | 71,617.72 |
| W + X + Y + Z + AA = | 773,495,713.22 |
| Minimum Seller Share (% of Total) on 04 February 2016 | 11.19563% |

| Arrears Analysis of Non Repossessed Mortgage Loans at 29 February 2016 | Number | Current Balance £ | Arrears £ | By Number % | By Current Balance % |
|--|---------------|----------------------|----------------|----------------|-------------------------|
| Less than 1 month in arrears | 74,729 | 6,730,189,352 | - | 99.12 | 99.01 |
| 1<=2 months in arrears | 591 | 60,993,335 | 411,605 | 0.78 | 0.90 |
| 2<=3 months in arrears | 63 | 5,799,274 | 78,889 | 0.08 | 0.09 |
| 3<=4 months in arrears | 6 | 364,947 | 4,250 | 0.01 | 0.01 |
| 4<=5 months in arrears | 1 | 25,599 | 84 | - | - |
| 5<=6 months in arrears | - | - | - | - | - |
| 6<=7 months in arrears | - | - | - | - | - |
| 7<=8 months in arrears | - | - | - | - | - |
| 8<=9 months in arrears | - | - | - | - | - |
| 9<=10 months in arrears | - | - | - | - | - |
| 10<=11 months in arrears | - | - | - | - | - |
| 11<=12 months in arrears | - | - | - | - | - |
| More than 12 months in arrears | - | - | - | - | - |
| Total | 75,390 | 6,797,372,507 | 494,828 | 100.00 | 100.00 |

| Arrears Capitalised at 29 February 2016 | Number | Current Balance £ | Capitalised Amount £ |
|---|--------|----------------------|-------------------------|
| Capitalisation cases (in month) | 1 | 133,018 | 1,139 |
| Capitalisation cases (cumulative) * | 1,481 | 141,316,958 | 1,878,584 |

*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 at 29 February 2016 | Number | Loss Amount £ |
|--|--------|------------------|
| Total loss on sale brought forward | 2,234 | 71,745,264 |
| Losses recorded this period | - | - |
| Total loss on sale carried forward | 2,234 | 71,745,264 |
| Recoveries* | 57 | 76,287 |

*This figure represents all live cases and would therefore exclude cases that have been closed due to bankruptcy.

| Properties in Possession at 29 February 2016 | Number | Current Balance £ |
|--|--------|----------------------|
| Total properties in possession since inception | 4,539 | 530,849,819 |
| Repossessed (in month) | - | - |
| Sold (in month) | - | - |
| Current number in possession | - | - |
| Total properties sold since inception | 4,539 | 530,849,819 |

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| Product Breakdown (By Balance) | Number of accounts | % by number | Current balance £ | % by balance |
|---|-----------------------|----------------|----------------------|-----------------|
| Discounted SVR Loans | 312 | 0.41 | 9,490,580 | 0.14 |
| Fixed Rate Loans | 4,678 | 6.21 | 376,773,146 | 5.54 |
| Bank of England Base Rate Tracker Loans | 31,705 | 42.04 | 3,127,253,478 | 46.00 |
| Standard Variable Loans | 38,695 | 51.33 | 3,283,855,303 | 48.31 |
| Unknown | - | - | - | - |
| Total | 75,390 | 100.00 | 6,797,372,507 | 100.00 |

| Payment Type (By Balance) | Number of accounts | % by number | Current balance £ | % by balance |
|---|-----------------------|----------------|----------------------|-----------------|
| Interest only and Combined repayment & int-only | 33,927 | 45.00 | 4,309,473,242 | 63.40 |
| Repayment | 41,463 | 55.00 | 2,487,899,265 | 36.60 |
| Total | 75,390 | 100.00 | 6,797,372,507 | 100.00 |

| Use Of Proceeds (By Balance) | Number of accounts | % by number | Current balance £ | % by balance |
|---------------------------------|-----------------------|----------------|----------------------|-----------------|
| Remortgage | 43,645 | 57.89 | 3,809,788,849 | 56.05 |
| House Purchase | 28,691 | 38.06 | 2,888,449,627 | 42.50 |
| Unknown | 3,054 | 4.05 | 99,134,031 | 1.46 |
| Total | 75,390 | 100.00 | 6,797,372,507 | 100.00 |

| Analysis of Mortgage loan size at reporting date £ | Number of accounts | % by number | Current balance £ | % by balance |
|---|-----------------------|----------------|----------------------|-----------------|
| 0 to <=50,000 | 29,734 | 39.44 | 720,980,214 | 10.61 |
| >50,000 to <=100,000 | 19,888 | 26.38 | 1,448,600,867 | 21.31 |
| >100,000 to <=150,000 | 12,197 | 16.18 | 1,500,027,264 | 22.08 |
| >150,000 to <=200,000 | 6,718 | 8.91 | 1,154,382,157 | 16.98 |
| >200,000 to <=250,000 | 3,143 | 4.17 | 698,014,217 | 10.27 |
| >250,000 to <=300,000 | 1,531 | 2.03 | 416,977,582 | 6.13 |
| >300,000 to <=350,000 | 887 | 1.18 | 286,000,812 | 4.21 |
| >350,000 to <=400,000 | 511 | 0.68 | 190,160,960 | 2.80 |
| >400,000 to <=450,000 | 288 | 0.38 | 121,263,882 | 1.78 |
| >450,000 to <=500,000 | 229 | 0.30 | 108,689,948 | 1.60 |
| >500,000 to <=550,000 | 120 | 0.16 | 61,920,486 | 0.91 |
| >550,000 to <=600,000 | 56 | 0.07 | 32,113,983 | 0.47 |
| >600,000 to <=650,000 | 38 | 0.05 | 23,601,504 | 0.35 |
| >650,000 to <=700,000 | 27 | 0.04 | 18,103,779 | 0.27 |
| >700,000 to <=750,000 | 23 | 0.03 | 16,534,851 | 0.24 |
| > 750,000 | - | - | - | - |
| Total | 75,390 | 100.00 | 6,797,372,507 | 100.00 |

As at the report date, the maximum loan size was £ 749,000.00, the minimum loan size was £ 0.00 and the average loan size was £ 90,162.79.

| Geographical Analysis By Region | Number of accounts | % by number | Current balance £ | % by balance |
|---------------------------------|-----------------------|----------------|----------------------|-----------------|
| East Anglia | 2,758 | 3.65 | 239,618,021 | 3.53 |
| East Midlands | 4,220 | 5.60 | 321,500,132 | 4.73 |
| London | 11,642 | 15.44 | 1,427,941,662 | 21.01 |
| North | 3,121 | 4.14 | 197,929,279 | 2.91 |
| North West | 9,295 | 12.33 | 661,873,903 | 9.74 |
| Scotland | 5,670 | 7.52 | 367,069,808 | 5.40 |
| South East | 18,664 | 24.76 | 2,008,842,156 | 29.56 |
| South West | 6,145 | 8.15 | 583,255,224 | 8.58 |
| Yorkshire and Humberside | 5,034 | 6.68 | 340,646,480 | 5.01 |
| Wales | 3,890 | 5.16 | 277,360,691 | 4.08 |
| West Midlands | 4,951 | 6.57 | 371,335,151 | 5.46 |
| Unknown | - | 0.00 | - | 0.00 |
| Total | 75,390 | 100.00 | 6,797,372,507 | 100.00 |

| Substitution, redemptions and repurchases during period 2016 - 04 February 2016 | 07 January | Number of accounts this period | Current balance this period £ |
|--|------------|-----------------------------------|-------------------------------------|
| Substitution & Top up | | 0 | 0 |
| Redeemed this period | | 750 | 21,498,762 |
| Repurchases this period (including arrears)* | | 524 | 58,277,231 |
| Arrears repurchased this period* | | 185 | 19,317,589 |
| Cumulative arrears repurchased* | | 6,376 | 707,763,599 |

* "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 8.11 of the Mortgage Sale Agreement.

| PPR/CPR Analysis* 07 January 2016 - 04 February 2016 | 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 | 1.67% | 18.30% | 1.82% | 20.11% | 25.16% |
| Previous month | 1.75% | 19.11% | 1.96% | 21.50% | 25.06% |
| Unscheduled repayments and repurchases from the Mortgages Trust only | | | | | |
| Current month | 1.14% | 12.80% | 1.44% | 14.95% | 15.95% |
| Previous month | 1.26% | 14.09% | 1.50% | 22.12% | 16.40% |

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

| Standard Variable Rate - Applicable to underwritten Santander UK mortgages | |
|--|----------|
| Existing Borrowers SVR | 4.74% |
| Effective date of change | Oct-2012 |
| Previous existing Borrowers SVR | 4.24% |
| Effective date of change | Mar-2009 |

| Remaining Term | Number of accounts | % by number | Current balance £ | % by balance |
|----------------|--------------------|---------------|----------------------|---------------|
| 0 to <5 | 14,885 | 19.74 | 773,967,223 | 11.39 |
| >= 5 to < 10 | 19,966 | 26.48 | 1,431,649,176 | 21.06 |
| >= 10 to < 15 | 21,979 | 29.15 | 2,206,548,772 | 32.46 |
| >=15 to < 20 | 14,790 | 19.62 | 1,902,650,736 | 27.99 |
| >= 20 to < 25 | 3,116 | 4.13 | 394,103,947 | 5.80 |
| >= 25 to < 30 | 398 | 0.53 | 54,953,503 | 0.81 |
| >= 30 to < 35 | 256 | 0.34 | 33,499,150 | 0.49 |
| >= 35 to < 40 | - | 0.00 | - | 0.00 |
| >= 40 to < 45 | - | - | - | - |
| >= 45 | - | - | - | - |
| Unknown | - | - | - | - |
| Total | 75,390 | 100.00 | 6,797,372,507 | 100.00 |

As at the report date, the maximum remaining term for a loan was 419.00 months, the minimum remaining term was 0 months and the weighted average remaining term was 146.32 months.

| Seasoning | Number of accounts | % by number | Current balance £ | % by balance |
|-----------------|--------------------|---------------|----------------------|---------------|
| 0 to <6 | - | - | - | - |
| >= 6 to < 12 | - | - | - | - |
| >= 12 to < 18 | - | - | - | - |
| >= 18 to < 24 | - | - | - | - |
| >= 24 to < 30 | - | - | - | - |
| >= 30 to < 36 | - | - | - | - |
| >= 36 to < 42 | 711 | 0.94 | 69,608,207 | 1.02 |
| >= 42 to < 48 | 1,389 | 1.84 | 136,833,852 | 2.01 |
| >=48 to < 54 | 942 | 1.25 | 113,980,987 | 1.68 |
| >=54 to < 60 | 1,556 | 2.06 | 164,292,161 | 2.42 |
| >= 60 to < 66 | 1,507 | 2.00 | 160,122,145 | 2.36 |
| >= 66 to < 72 | 1,179 | 1.56 | 121,512,990 | 1.79 |
| >= 72 to < 78 | 741 | 0.98 | 79,836,299 | 1.17 |
| >= 78 to < 84 | 1,907 | 2.53 | 170,667,573 | 2.51 |
| >= 84 to < 90 | 2,162 | 2.87 | 244,421,335 | 3.60 |
| >= 90 to < 96 | 3,691 | 4.90 | 506,381,348 | 7.45 |
| >= 96 to < 102 | 5,678 | 7.53 | 754,728,871 | 11.10 |
| >= 102 to < 108 | 7,175 | 9.52 | 803,967,155 | 11.83 |
| >= 108 to < 114 | 5,940 | 7.88 | 622,167,170 | 9.15 |
| >= 114 to < 120 | 6,677 | 8.86 | 641,020,809 | 9.43 |
| >= 120 to < 126 | 3,843 | 5.10 | 343,585,772 | 5.05 |
| >= 126 to < 132 | 3,320 | 4.40 | 274,877,368 | 4.04 |
| >= 132 to < 138 | 2,835 | 3.76 | 218,283,459 | 3.21 |
| >= 138 to < 144 | 3,723 | 4.94 | 257,030,978 | 3.78 |
| >= 144 to < 150 | 3,908 | 5.18 | 267,404,277 | 3.93 |
| >= 150 to < 156 | 2,929 | 3.89 | 184,361,945 | 2.71 |
| >= 156 to < 162 | 3,442 | 4.57 | 195,750,527 | 2.88 |
| >= 162 to < 168 | 2,058 | 2.73 | 111,022,353 | 1.63 |
| >= 168 to < 174 | 1,956 | 2.59 | 106,943,945 | 1.57 |
| >= 174 to < 180 | 1,356 | 1.80 | 67,699,673 | 1.00 |
| >= 180 | 4,765 | 6.32 | 180,871,307 | 2.66 |
| Total | 75,390 | 100.00 | 6,797,372,507 | 100.00 |

As at the report date, the maximum seasoning for a loan was 246.00 months, the minimum seasoning was 39.00 months and the weighted average seasoning was 111.59 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% | 28,397 | 37.67 | 900,569,459 | 13.25 |
| >25% =<50% | 23,516 | 31.19 | 2,179,496,767 | 32.06 |
| >50% =<75% | 18,495 | 24.53 | 2,811,498,082 | 41.36 |
| >75% =<80% | 2,323 | 3.08 | 420,093,280 | 6.18 |
| >80% =<85% | 1,541 | 2.04 | 277,449,111 | 4.08 |
| >85% =<90% | 892 | 1.18 | 170,620,282 | 2.51 |
| >90% =<95% | 213 | 0.28 | 34,991,895 | 0.51 |
| >95% | 11 | 0.01 | 2,620,011 | 0.04 |
| Unknown | 2 | 0.00 | 33,620 | 0.00 |
| Total | 75,390 | 100.00 | 6,797,372,507 | 100.00 |

As at the report date, the maximum indexed LTV was 143.50, the minimum indexed LTV was 0.00 and the weighted average indexed LTV was 51.04.

| 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% | 20,614 | 27.34 | 515,837,963 | 7.59 |
| >25% =<50% | 20,538 | 27.24 | 1,515,078,295 | 22.29 |
| >50% =<75% | 20,626 | 27.36 | 2,605,502,443 | 38.33 |
| >75% =<80% | 4,167 | 5.53 | 662,151,077 | 9.74 |
| >80% =<85% | 2,819 | 3.74 | 469,757,322 | 6.91 |
| >85% =<90% | 2,875 | 3.81 | 497,763,979 | 7.32 |
| >90% =<95% | 1,950 | 2.59 | 328,342,237 | 4.83 |
| >95% | 1,744 | 2.31 | 200,862,613 | 2.96 |
| Unknown | 57 | 0.08 | 2,076,579 | 0.03 |
| Total | 75,390 | 100.00 | 6,797,372,507 | 100.00 |

As at the report date, the maximum unindexed LTV was 211.72, the minimum unindexed LTV was 0.00 and the weighted average unindexed LTV was 61.33.

| Original Loan to Value at Last Valuation Using original balance and valuation amount | Number of accounts | % by number | Current balance £ | % by balance |
|---|--------------------|---------------|----------------------|---------------|
| >0% =<25% | 6,594 | 8.75 | 259,805,523 | 3.82 |
| >25% =<50% | 17,871 | 23.70 | 1,038,153,430 | 15.27 |
| >50% =<75% | 26,066 | 34.57 | 2,531,255,821 | 37.24 |
| >75% =<80% | 6,365 | 8.44 | 786,917,880 | 11.58 |
| >80% =<85% | 5,185 | 6.88 | 661,602,187 | 9.73 |
| >85% =<90% | 7,458 | 9.89 | 966,322,680 | 14.22 |
| >90% =<95% | 5,794 | 7.69 | 551,238,406 | 8.11 |
| >95% | - | - | - | - |
| Unknown | 57 | 0.08 | 2,076,579 | 0.03 |
| Total | 75,390 | 100.00 | 6,797,372,507 | 100.00 |

As at the report date, the maximum original LTV was 95.00, the minimum LTV at origination was 0.12 and the weighted average LTV at origination was 67.41.

Holmes Master Trust Investor Report - February 2016

LOAN NOTE REPORT

Report Period 15th January 2016 - 15th April 2016
Closing Date 12/11/2010

Series 2010-1 Notes

| 2010-1 | ISIN (Reg S) | ISIN (144a) | Current Ratings S&P/Moody's/Fitch | Original 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 | XS0557834545 | US43641NBB91 | A1+/P-1/F1+ | A1+/P-1/F1+ | USD | 1.63 | 500,000,000 | (500,000,000) | 0 | 1M USD LIBOR | 0.15% | - | - | - | - | n/a | Oct-2011 | Bullet |
| A2 | XS0557834628 | US43641NBC74 | AAA/Aaa/AAA | AAA/Aaa/AAA | USD | 1.63 | 900,000,000 | (900,000,000) | 0 | 3M USD LIBOR | 1.40% | - | - | - | - | Apr-2014 | Oct-2054 | Sched AM |
| A3 | XS0557834891 | XS0557834974 | AAA/Aaa/AAA | AAA/Aaa/AAA | EUR | 1.14 | 500,000,000 | (500,000,000) | 0 | 3M EURIBOR | 1.40% | - | - | - | - | Apr-2014 | Oct-2054 | Sched AM |
| A4 | XS0557835195 | XS0557835278 | AAA/Aaa/AAA | AAA/Aaa/AAA | EUR | 1.14 | 750,000,000 | (750,000,000) | 0 | 3M EURIBOR | 1.50% | - | - | - | - | Jan-2016 | Oct-2054 | Sched AM |
| A5 | XS0557835351 | XS0557835435 | AAA/Aaa/AAA | AAA/Aaa/AAA | GBP | - | 375,000,000 | 0 | 375,000,000 | GBP FIXED | 0.00% | 4.00900% | 15/10/2015- 15/04/2016 | 15/04/2016 | 7,516,875 | Oct-2017 | Oct-2054 | Bullet |
| Z | XS0557835518 | n/a | n/a | n/a | GBP | - | 600,000,000 | 0 | 600,000,000 | 3M GBP LIBOR | 0.90% | 1.49063% | 15/01/2016- 15/04/2016 | 15/04/2016 | 2,223,727 | n/a | Oct-2054 | P-Through |

Closing Date 09/02/2011

Series 2011-1 Notes

| 2011-1 | ISIN (Reg S) | ISIN (144a) | Current Ratings S&P/Moody's/Fitch | Original 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 | XS0590150362 | US43641NBD57 | A-1+/P-1/F1+ | A-1+/P-1/F1+ | USD | 1.62 | 500,000,000 | (500,000,000) | 0 | 1M USD LIBOR | 0.14% | - | - | - | - | n/a | Jan-2012 | Bullet |
| A2 | XS0590150529 | US43641NBE31 | AAA/Aaa/AAA | AAA/Aaa/AAA | USD | 1.62 | 700,000,000 | (700,000,000) | 0 | 3M USD LIBOR | 1.35% | - | - | - | - | Jul-2014 | Oct-2054 | Sched AM |
| A3 | XS0590150446 | XS0590402276 | AAA/Aaa/AAA | AAA/Aaa/AAA | EUR | 1.17 | 650,000,000 | (650,000,000) | 0 | 3M EURIBOR | 1.35% | - | - | - | - | Jul-2014 | Oct-2054 | Sched AM |
| A4 | XS0590150792 | XS0590292073 | AAA/Aaa/AAA | AAA/Aaa/AAA | EUR | 1.17 | 500,000,000 | (240,622,381) | 259,377,619 | 3M EURIBOR | 1.45% | 1.30600% | 15/01/2016- 15/04/2016 | 15/04/2016 | 260,233,897 | Apr-2016 | Oct-2054 | Sched AM |
| A5 | XS0590150875 | XS0590296223 | AAA/Aaa/AAA | AAA/Aaa/AAA | GBP | - | 325,000,000 | 168,595,452 | 168,595,452 | 3M GBP LIBOR | 1.45% | 2.04063% | 15/01/2016- 15/04/2016 | 15/04/2016 | 169,450,854 | Apr-2016 | Oct-2054 | Sched AM |
| Z | XS0590163696 | n/a | n/a | n/a | GBP | - | 450,000,000 | 0 | 450,000,000 | 3M GBP LIBOR | 0.90% | 1.49063% | 15/01/2016- 15/04/2016 | 15/04/2016 | 1,667,795 | n/a | Oct-2054 | P-Through |

Closing Date 21/09/2011

Series 2011-3 Notes

| 2011-3 | ISIN (Reg S) | ISIN (144a) | Current Ratings S&P/Moody's/Fitch | Original 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 | XS0679914787 | US43641NBG88 | A-1+/P-1/F1+ | A-1+/P-1/F1+ | USD | 1.58 | 500,000,000 | (500,000,000) | 0 | 1M USD LIBOR | 0.13% | - | - | - | - | n/a | Jul-2012 | Bullet |
| A2 | XS0679914860 | US43641NBH61 | AAA/Aaa/AAA | AAA/Aaa/AAA | USD | 1.58 | 2,000,000,000 | (2,000,000,000) | 0 | 3M USD LIBOR | 1.55% | - | - | - | - | Jan-2015 | Oct-2054 | Sched AM |
| A3 | XS0679918853 | XS0679922889 | AAA/Aaa/AAA | AAA/Aaa/AAA | EUR | 1.15 | 200,000,000 | (200,000,000) | 0 | 3M EURIBOR | 1.40% | - | - | - | - | Jan-2015 | Oct-2054 | Sched AM |
| A4 | XS0679914944 | XS0679923937 | AAA/Aaa/AAA | AAA/Aaa/AAA | GBP | - | 165,000,000 | (58,042,986) | 106,957,014 | 3M GBP LIBOR | 1.65% | 2.24063% | 15/01/2016- 15/04/2016 | 15/04/2016 | 14,898,060 | Oct-2016 | Oct-2054 | Sched AM |
| A5 | XS0679915081 | US43641NBL73 | AAA/Aaa/AAA | AAA/Aaa/AAA | USD | 1.58 | 500,000,000 | 0 | 500,000,000 | USD FIXED | 0.00% | 3.61500% | 15/01/2016- 15/07/2016 | 15/07/2016 | 9,037,500 | Jan-2019 | Oct-2054 | Sched AM |
| A6 | XS0679915164 | US43641NBM56 | AAA/Aaa/AAA | AAA/Aaa/AAA | USD | 1.58 | 250,000,000 | 0 | 250,000,000 | 3M USD LIBOR | 1.75% | 2.37200% | 15/01/2016- 15/04/2016 | 15/04/2016 | 1,498,972 | Jan-2019 | Oct-2054 | Sched AM |

Closing Date 25/01/2012

Series 2012-1 Notes

| 2012-1 | ISIN (Reg S) | ISIN (144a) | Current Ratings S&P/Moody's/Fitch | Original 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 | XS0736418459 | US43641NBN30 | A-1+/P-1/F1+ | A-1+/P-1/F1+ | USD | 1.54 | 500,000,000 | (500,000,000) | 0 | 1M USD LIBOR | 0.20% | - | - | - | - | n/a | Jan-2013 | Bullet |
| A2 | XS0736397604 | US43641NBP87 | AAA/Aaa/AAA | AAA/Aaa/AAA | USD | 1.54 | 500,000,000 | (500,000,000) | 0 | 3M USD LIBOR | 1.65% | - | - | - | - | Apr-2015 | Oct-2054 | Sched AM |
| A3 | XS0736398834 | XS0739241205 | AAA/Aaa/AAA | AAA/Aaa/AAA | EUR | 1.20 | 1,200,000,000 | (1,200,000,000) | 0 | 3M EURIBOR | 1.55% | - | - | - | - | Apr-2015 | Oct-2054 | Sched AM |
| A4 | XS0736398917 | XS0739241114 | AAA/Aaa/AAA | AAA/Aaa/AAA | GBP | - | 175,000,000 | (175,000,000) | 0 | 3M GBP LIBOR | 1.75% | - | - | - | - | Apr-2015 | Oct-2054 | Sched AM |
| A5 | XS0736399055 | XS0739240819 | AAA/Aaa/AAA | AAA/Aaa/AAA | JPY | 118.00 | 20,000,000,000 | (20,000,000,000) | 0 | 3M JPY LIBOR | 1.25% | - | - | - | - | Apr-2015 | Oct-2054 | Sched AM |
| A6 | XS0736399139 | XS0739240900 | AAA/Aaa/AAA | AAA/Aaa/AAA | GBP | - | 215,000,000 | (22,114,286) | 192,885,714 | 3M GBP LIBOR | 1.85% | 2.44063% | 15/01/2016- 15/04/2016 | 15/04/2016 | 23,284,761 | Jul-2017 | Oct-2054 | Sched AM |
| Z | XS0737122464 | n/a | n/a | n/a | GBP | - | 610,000,000 | 0 | 610,000,000 | 3M GBP LIBOR | 0.90% | 1.49063% | 15/01/2016- 15/04/2016 | 15/04/2016 | 2,260,789 | n/a | Oct-2054 | P-Through |

Holmes Master Trust Investor Report - February 2016

LOAN NOTE REPORT

| Closing Date | | Series 2012-2 Notes | | | | | | | | | | | | | | | | | |
|--------------|------------------------------|---------------------|-----------------------------------|------------------------------------|------------|--------------------------|------------------------------|--------|------------------------------|------------------------------|----------------|-----------------------------|--|--------------------------|------------------------|-----------------|----------------------|-----------------------|--|
| 19/04/2012 | | | | | | | | | | | | | | | | | | | |
| 2012-2 | ISIN (Reg S) | ISIN (144a) | Current Ratings S&P/Moody's/Fitch | Original 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 Z | XS0773322606 XS0773322788 | n/a n/a | AAA/Aaa/AAA n/a | AAA/Aaa/AAA n/a | USD GBP | 1.59 - | 1,250,000,000 175,000,000 | 0 0 | 1,250,000,000 175,000,000 | 3M USD LIBOR 3M GBP LIBOR | 1.55% 0.90% | 2.17200% 1.49063% | 15/01/2016- 15/04/2016 15/01/2016- 15/04/2016 | 15/04/2016 15/04/2016 | 108,934,345 648,587 | Oct-2017 n/a | Oct-2054 Oct-2054 | Sched AM P-Through | |

| Closing Date | | Series 2012-3 Notes | | | | | | | | | | | | | | | | | |
|--------------|--------------|---------------------|-------------|------------------------------------|----------|--------------------------|------------------|--------|-------------|----------------|--------------|-----------------------------|------------------------|------------------|----------------------|--------------|----------------|-----------|--|
| 08/06/2012 | | | | | | | | | | | | | | | | | | | |
| 2012-3 | ISIN (Reg S) | ISIN (144a) | 08/01/2014 | Original 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 | XS0790113475 | XS0790113632 | AAA/Aaa/AAA | AAA/Aaa/AAA | GBP | - | 515,000,000 | 0 | 515,000,000 | 3M GBP LIBOR | 1.55% | 2.14063% | 15/01/2016- 15/04/2016 | 15/04/2016 | 23,000,293 | Oct-2017 | Oct-2054 | Sched AM | |
| B1 | XS0790113558 | US43641NBU72 | AA/Aa3/AA | AA/Aa3/AA | USD | 1.55 | 140,000,000 | 0 | 140,000,000 | 3M USD LIBOR | 2.20% | 2.82200% | 15/01/2016- 15/04/2016 | 15/04/2016 | 998,674 | Oct-2017 | Oct-2054 | Sched AM | |
| B2 | XS0790188055 | XS0790188139 | AA/Aa3/AA | AA/Aa3/AA | GBP | - | 33,000,000 | 0 | 33,000,000 | 3M GBP LIBOR | 2.35% | 2.94063% | 15/01/2016- 15/04/2016 | 15/04/2016 | 241,276 | Oct-2017 | Oct-2054 | Sched AM | |

| Closing Date | | Series 2013-1 Notes | | | | | | | | | | | | | | | | | | |
|--------------|--------------|---------------------|-----------------------------------|------------------------------------|----------|--------------------------|------------------|---------------|-------------|----------------|--------------|-----------------------------|------------------------|------------------|----------------------|--------------|----------------|-----------|-----------|--|
| 30/05/2013 | | | | | | | | | | | | | | | | | | | | |
| 2013-1 | ISIN (Reg S) | ISIN (144a) | Current Ratings S&P/Moody's/Fitch | Original 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 | Placement | |
| A1 | XS0938279378 | US43641NBV55 | AAA/Aaa/AAA | AAA/Aaa/AAA | USD | 1.51 | 750,000,000 | (750,000,000) | - | 1M USD LIBOR | 0.08% | - | - | - | - | n/a | Apr-2014 | Sched AM | Public | |
| A2 | XS0938012704 | XS0938943080 | AAA/Aaa/AAA | AAA/Aaa/AAA | GBP | - | 500,000,000 | (185,714,286) | 314,285,714 | 3M GBP LIBOR | 0.40% | 0.99063% | 15/01/2016- 15/04/2016 | 15/04/2016 | 72,202,670 | Oct-2016 | Oct-2054 | Sched AM | Public | |
| A3 | XS0938091575 | n/a | AAA/Aaa/AAA | AAA/Aaa/AAA | GBP | - | 100,000,000 | (22,857,144) | 77,142,856 | 3M GBP LIBOR | 0.40% | 0.99063% | 15/01/2016- 15/04/2016 | 15/04/2016 | 14,475,720 | Jan-2017 | Oct-2054 | Sched AM | Retained | |

*All Notes are listed on the London Stock Exchange.

| Combined Credit Enhancement | Total £ | Total % | Current note subordination | Subordination +Reserve Fund | % Required |
|--------------------------------------|----------------|------------|-------------------------------|--------------------------------|------------|
| Class A Notes | £3,230,975,283 | 62.26% | 37.74% | 46.70% | 8.30% |
| Class B Notes | £123,177,134 | 2.37% | 35.36% | 44.32% | 5.70% |
| Class Z Notes | £1,835,000,000 | 35.36% | 0.00% | 0.00% | 0.00% |
| | £5,189,152,417 | 100.00% | | | |
| Funding Reserve Fund Required Amount | £465,000,000 | 8.96% | | | |

| | |
|---|----|
| 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 |

| Funding Reserve Fund | |
|-------------------------|--------------|
| Balance brought forward | £465,000,000 |
| Drawings | £0 |
| Top up | £0 |
| Balance carried forward | £465,000,000 |

| Quarterly Excess Spread* as at February 2016 | Excluding Z notes | Including Z notes |
|--|-------------------|-------------------|
| Quarterly Excess Spread annualised | 1.38% | 0.90% |
| Quarterly Excess Spread rolling 12 month average | 1.98% | 1.56% |

*Quarterly Excess Spread is calculated at each quarterly Interest Payment Date

| Monthly Excess Spread* as at February 2016 | Excluding Z notes | Including Z notes |
|--|-------------------|-------------------|
| Monthly Excess Spread annualised | 1.26% | 0.72% |

*Monthly Excess Spread is calculated using monthly Funding Revenue received and one third of Fundings quarterly liabilities

| | |
|------------------------------|-------------|
| Funding Principal Ledger-AAA | 117,338,819 |
| Funding Principal Ledger-AA | - |
| Funding Principal Ledger-A | - |
| Funding Principal Ledger-BBB | - |
| Funding Principal Ledger | 117,338,819 |

| Accounts as at 29 February 2016 | Counterparty | Rate | Amount |
|---------------------------------|-------------------------|---------------|-------------|
| Mortgages Trustee GIC | Santander UK | Libor | 105,602,828 |
| Funding GIC | Santander UK | Libor | 595,906,423 |
| Funding Transaction Account | Santander UK | Libor - 0.25% | 45,974 |
| Panel Banks | Bank of New York Mellon | - | - |

WATERFALLS

| MORTGAGES TRUSTEE REVENUE WATERFALL | | FUNDING REVENUE WATERFALL | | ISSUER REVENUE WATERFALL | |
|--|--|---|--|---|---|
| <i>*for distribution period 06 January 2016 - 04 February 2016</i> | | <i>*for distribution period 15 January 2016 - 15 April 2016</i> | | <i>*for distribution period 15 January 2016 - 15 April 2016</i> | |
| (a) | Mortgages Trustee fees Other third party payments | (a) | Funding Security Trustee fees Fee under Intercompany Loan Other third party payments | (a) | Issuing Entity Security Trustee fees Note Trustee fees Agent Bank fees etc. |
| | 0.00 0.00 | | 0.00 0.00 0.00 | | 0.00 0.00 0.00 |
| (b) | Servicer fees | (b) | Cash Manager fees | (b) | Other third party payments |
| | 535,474.58 | | 0.00 | | 0.00 |
| (c) | Funding Seller | (c) | Funding Corporate Services fees Account Banks fees | (c) | Issuing Entity Cash Manager fees Issuing Entity Corporate Services Provider fees Issuing Entity Account Bank fees |
| | 12,979,995.92 4,332,124.40 | | 0.00 0.00 | | 0.00 0.00 0.00 |
| MORTGAGES TRUSTEE PRINCIPAL WATERFALL | | FUNDING PRINCIPAL WATERFALL | | ISSUER PRINCIPAL WATERFALL | |
| <i>*for distribution period 06 January 2016 - 04 February 2016</i> | | <i>* To be read in conjunction with rules on pgs. 181- 185 of the base prospectus</i> | | | |
| (a) | Funding | (e) | Interest on AAA Term Advances | (d) | Interest on Class A Notes (including any payments to Issuing Entity Swap Providers) |
| | 117,338,819.34 | (f) | Credit to AAA Principal Deficiency Ledger | (e) | Interest on Class B Notes (including any payments to Issuing Entity Swap Providers) |
| (b) | Seller | (g) | Interest on AA Term Advances | (f) | Interest on Class M Notes (including any payments to Issuing Entity Swap Providers) |
| | 0.00 | (h) | Credit to AA Principal Deficiency Ledger | (g) | Interest on Class C Notes (including any payments to Issuing Entity Swap Providers) |
| | | (i) | Interest on A Term Advances | (h) | Interest on Class Z Notes |
| | | (j) | Credit to A Principal Deficiency Ledger | (i) | Excluded issuer swap payments |
| | | (k) | Interest on BBB Term Advances | (j) | Issuing Entity profit |
| | | (l) | Credit to BBB Principal Deficiency Ledger | | |
| | | (m) | Swap termination payments | | |
| | | (n) | Credit to First Reserve Fund | | |
| | | (o) | Additional credit to First Reserve Fund | | |
| | | (p) | Credit to Liquidity Reserve Fund | | |
| | | (q) | Credit to NR Principal Deficiency Ledger | (a) | Repayment of Class A Notes (including principal payments to class A swap providers) |
| | | (r) | Interest on NR Term Advances | (b) | Repayment of Class B Notes (including principal payments to class A swap providers) |
| | | (s) | Excluded swap payments (with respect to the Issuer) and other fees under the Intercompany Loan Agreement | (c) | Repayment of Class M Notes (including principal payments to class A swap providers) |
| | | (t) | Payment of Funding Start-up Loan | (d) | Repayment of Class C Notes (including principal payments to class A swap providers) |
| | | (u) | Profit to Funding | (e) | Repayment of Class Z Notes |
| | | (v) | Deferred Consideration | | |
| | | (a) | Repayment of AAA Term Advances | | |
| | | (b) | Credit to Cash Accumulation Ledger | | |
| | | (c) | Repayment of AA Term Advances | | |
| | | (d) | Repayment of A Term Advances | | |
| | | (e) | Repayment of BBB Term Advances | | |
| | | (f) | Repayment of NR Term Advances | | |

SWAP PAYMENTS

| Note | Swap Counterparty | 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 |
|------|-------------------|-------------------|------------------------|----------------|--------------|-------------------|--------------------|------------|--------------------|------------|----------|---------------|----------------|
| | | | | | | | | | | | | | |

COLLATERAL

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

There was no collateral posted during the reporting period 01-February-16 to 29-February-16.

| 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. Seller's role as Servicer terminated & new servicer appointed within 60 days. The then current Seller Share is less than the Minimum Seller Share. | None None None |
| An Arrears Trigger Event will occur if: | |
| (i) the Outstanding Principal Balance of the Loans in arrears for more than 90 days divided by the Outstanding Principal Balance of all of the Loans in the Mortgages Trust (expressed as a percentage) exceeds 2 per cent.; or | None |
| (ii) the Issuer does not exercise its option to redeem the Issuing Entity Notes on the relevant step-up date pursuant to the Terms and Conditions of the Issuing Entity Notes (but only where such right of redemption arises on or after a particular specified date and not as a result of the occurrence of any event specified in the Terms and Conditions of the relevant Issuing Entity Notes) | None |
| Full details of all Trigger Events can be found within the Holmes Master Issuer plc. base prospectus | |

Definitions**1 Current value of mortgages**

Includes all amounts of principal, interest and fees as yet unpaid by the borrower. Current Value of Mortgage Loans in Pool in 'Mortgage Loan Profile' and 'Trust Asset' is different due to the 'Mortgage Loan Profile' value including the accrued interest over the reporting period.

2 Arrears

This arrears multiplier is calculated as the arrears amount (which is the difference between the expected monthly repayments and the amount that has actually been paid, i.e. a total of under and/or over payments) divided by the monthly amount repayable. It is recalculated every time the arrears amount changes, i.e. on the date when a payment is due.

3 Defaults

For the purpose of the Bank of England Market Notice dated 30 November 2010 "defaults" is defined as properties been taken into possession.

4 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.

5 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.

6 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.

7 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.

8 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.

9 W

Savings balance

X

Current balance of Loans in the trust property multiplied by 4.4%

Y

Flexible drawings set-off risk

Z

Breach of Mortgage Sale Agreement

AA

Reward loans cashbacks

Excess Spread calculation

After a review of the calculation and reporting, Excess Spread has been updated to include 4 reporting components:

1. Quarterly including Z Notes 2. Quarterly excluding Z Notes 3. Monthly including Z Notes 4. Monthly excluding Z Notes

In all cases Excess Spread is calculated by dividing excess cash available (pre and post Z Note payment) divided by a. Quarterly = *the weighted average Funding Share for the relevant period* and b. Monthly = *the current Funding Share for the relevant period*

N Risk retention

The seller confirms that if it sells one or more new loans and their related security to the mortgages trustee on or after 1 January 2015, the seller, in its capacity as originator, (i) on or immediately following the relevant sale date, will retain, on an on-going basis, a material net economic interest of not less than 5 per cent. in the nominal value of the securitised exposures in accordance with the text of Article 405 of Regulation (EU) No 575/2013 and Article 51 of Regulation (EU) No 231/2013, and (ii) will disclose via an RNS announcement (or in such other manner as the seller may determine) such retained interest and the manner in which it is held. Any change to the manner in which such interest is held will be notified to noteholders in accordance with the conditions.

Redemptions

On the payment date 18 February 2016 no notes were fully redeemed.

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