



UK Secured Funding Programmes

Holmes Master Issuer

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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 / A2 / 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 F1 / P-1 / A-1 F1 (Fitch) / A-1 (S&P) Baa3 (Moody's)	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 the 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 Cash Manager	Santander UK	A / A2 / 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.
Each Start-up Loan Provider	Santander UK	A / A2 / A	F1 / P-1 / A-1		
Funding Account Bank A	Bank of New York Mellon	AA / Aa2 / 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 London Business 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 / A2 / 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 London Business 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-1, but no lower than F2 and BBB+ / P-2 / A-2 and BBB+.
Mortgage Trust 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)	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 London Business 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 Rating Agencies that the outstanding Rated Notes will not be downgraded is also required.
Issuer Account Bank	Santander UK	A / A2 / A	F1 / P-1 / A-1	A or A-1 (or A+ if no ST rating) (S&P)	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.
Funding 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 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 Providers	Abbey National Treasury Services plc (all Notes other than the swaps in respect of the Notes hedged by Deutsche Bank AG and Natixis - 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 (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.
	Deutsche Bank AG (in respect of 1/6 of the 2012-1 Class A3 Notes and the 2012-4 Class A Notes)	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 no ST rating)	Remedial action required as above *except that for the 2012-4 Class A Notes the collateral posting trigger is only A3 for Moody's.
	Natixis (in respect of 5/12 of the 2012-1 Class A3 Notes)	A / A2 / A	F1 / P-1 / A-1	BBB- or F3 / A3 or P-2 (A3 if no ST rating) / BBB+ 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 / Aa2 / 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 31 May 2014	109,846
Current £ value of Mortgage Loans in Pool at 31 May 2014	£ 10,773,573,597
Weighted Average Yield on 08 May 2014	3.43%

Trust Assets	
Current value of Mortgage Loans in Pool at 08 May 2014*	10,899,121,353.34
Last months Closing Trust Assets at 08 April 2014	11,160,790,472.32
Mortgage collections - Interest on 08 May 2014	32,628,397.00
Mortgage collections - Principal (Scheduled) on 08 May 2014	83,770,879.94
Mortgage collections - Principal (Unscheduled) on 08 May 2014	173,197,348.64
Principal Ledger as calculated on 08 May 2014	256,968,228.58
Funding Share as calculated on 08 May 2014	9,429,210,383.43
Funding Share % as calculated on 08 May 2014	86.51349%
Seller Share as calculated on 08 May 2014	1,469,910,969.91
Seller Share % as calculated on 08 May 2014	13.48651%
Minimum Seller Share (Amount) on 08 May 2014	
W	286,801,606.73
X	479,561,339.55
Y	208,899,570.57
Z	-
AA	120,280.23
W + X + Y + Z + AA =	975,382,797.07
Minimum Seller Share (% of Total) on 08 May 2014	8.94919%

*The figure above omits a small portion of the Portfolio, roughly 1.31% of the Portfolio, which is recorded on separate data system for which this information is presently unavailable

Arrears Analysis of Non Repossessed Mortgage Loans at 31 May 2014	Number	Current balance £	Arrears £	By Number %	By current balance %
Less than 1 month in arrears	107,811	10,541,460,444	-	98.15	97.85
1<=2 months in arrears	1,420	159,943,946	1,127,876	1.29	1.48
2<=3 months in arrears	365	42,836,697	518,515	0.33	0.40
3<=4 months in arrears	139	16,510,653	305,176	0.13	0.15
4<=5 months in arrears	67	8,128,761	174,132	0.06	0.08
5<=6 months in arrears	24	2,323,601	64,892	0.02	0.02
6<=7 months in arrears	4	637,669	13,864	-	0.01
7<=8 months in arrears	3	636,213	7,546	-	0.01
8<=9 months in arrears	1	97,825	6,502	-	-
9<=10 months in arrears	2	113,955	6,099	-	-
10<=11 months in arrears	1	166,962	6,330	-	-
11<=12 months in arrears	-	-	-	-	-
More than 12 months in arrears	9	716,871	53,072	0.01	0.01
Total	109,846	10,773,573,597	2,284,004	100.00	100.00

Arrears Capitalised at 31 May 2014	Number	Amount £
Capitalisation cases (in month)	4	374,993
Capitalisation cases (cumulative) *	2,031	207,621,834

*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 31 May 2014	Number	Loss Amount £
Total loss on sale brought forward	2,223	71,478,427
Losses recorded this period	-	-
Total loss on sale carried forward	2,223	71,478,427
Recoveries	45	25,966

Properties in Possession at 31 May 2014	Number	Current balance £
Total properties in possession since inception	4,519	528,730,918
Reposessed (in month)	-	-
Sold (in month)	-	-
Current number in possession	-	-
Total properties sold since inception	4,519	528,730,918

Product Breakdown (By Balance)	Number of accounts	% by number	Current balance £	% by balance
Discounted SVR Loans	577	0.53	22,801,766	0.21
Fixed Rate Loans	15,082	13.73	1,462,213,155	13.57
Bank of England Base Rate Tracker Loans	39,894	36.32	4,133,278,603	38.36
Standard Variable Loans	54,293	49.42	5,155,280,073	47.85
Unknown	0	-	0	-
Total	109,846	100.00	10,773,573,597	100.00

Payment Type (By Balance)	Number of accounts	% by number	Current balance £	% by balance
Interest only and combined repayment & int-only	48,651	44.29	6,299,215,577	58.47
Repayment	61,195	55.71	4,474,358,020	41.53
Total	109,846	100.00	10,773,573,597	100.00

Use Of Proceeds (By Balance)	Number of accounts	% by number	Current balance £	% by balance
Remortgage	62,356	56.77	5,781,516,078	53.66
House purchase	43,496	39.60	4,852,727,318	45.04
Unknown	3,994	3.64	139,330,201	1.29
Total	109,846	100.00	10,773,573,597	100.00

Analysis of Mortgage loan size at reporting date £	Number of accounts	% by number	Current balance £	% by balance
0 to <=50,000	36,547	33.27	958,457,949	8.90
>50,000 to <=100,000	30,642	27.90	2,240,908,091	20.80
>100,000 to <=150,000	20,271	18.45	2,490,306,274	23.11
>150,000 to <=200,000	11,290	10.28	1,937,587,310	17.98
>200,000 to <=250,000	5,301	4.83	1,173,521,960	10.89
>250,000 to <=300,000	2,473	2.25	671,177,067	6.23
>300,000 to <=350,000	1,378	1.25	442,985,587	4.11
>350,000 to <=400,000	771	0.70	286,283,754	2.66
>400,000 to <=450,000	445	0.41	186,844,439	1.73
>450,000 to <=500,000	325	0.30	153,727,118	1.43
>500,000 to <=550,000	186	0.17	95,744,022	0.89
>550,000 to <=600,000	80	0.07	45,832,999	0.43
>600,000 to <=650,000	66	0.06	41,002,686	0.38
>650,000 to <=700,000	38	0.03	25,386,686	0.24
>700,000 to <=750,000	31	0.03	22,305,193	0.21
> 750,000	2	-	1,502,463	0.01
Total	109,846	100.00	10,773,573,597	100.00

As at the report date, the maximum loan size was £ 752,181.25, the minimum loan size was £ -14,206.83 and the average loan size was £ 98,078.89.

Geographical Analysis By Region	Number of accounts	% by number	Current balance £	% by balance
East Anglia	4,442	4.04	412,535,796	3.83
East Midlands	5,064	4.61	415,953,273	3.86
London	20,748	18.89	2,759,525,159	25.61
North	4,257	3.88	299,997,172	2.78
North West	13,745	12.51	1,052,022,131	9.76
Scotland	8,707	7.93	622,420,447	5.78
South East (Excluding London)	24,018	21.87	2,759,481,653	25.61
South West	9,182	8.36	941,866,808	8.74
Yorks And Humberside	4,956	4.51	378,023,036	3.51
Wales	7,162	6.52	583,706,943	5.42
West Midlands	7,563	6.89	547,925,080	5.09
Unknown	2	-	16,097	-
Total	109,846	100.00	10,773,573,597	100.00

Substitution, redemptions and repurchases during period 1st May 2014 - 31st May 2014	Number of accounts this period	Current balance this period £
Substitution & Top up	0	0
Redeemed this period	1,075	123,868,053
Repurchases this period (including arrears)*	750	94,549,668
Arrears repurchased this period*	0	0
Cumulative arrears repurchased*	3,506	413,285,825

* "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.

CPR 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	2.30%	24.39%	3.35%	34.54%	28.42%
Previous month	2.18%	23.27%	3.22%	33.41%	28.47%
Unscheduled repayments and repurchases from the Mortgages Trust only					
Current month	1.55%	17.11%	2.62%	27.96%	21.00%
Previous month	1.46%	16.13%	2.52%	27.01%	21.14%

*As of February 2014 the definitions and calculations for CPR/PPR 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

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Remaining Term	Number of accounts	by number	Current balance £	% by balance
0 to <5	17,110	15.58	939,599,904	8.72
>= 5 to < 10	23,749	21.62	1,720,100,307	15.97
>= 10 to < 15	29,108	26.50	2,867,084,808	26.61
>= 15 to < 20	28,122	25.60	3,664,153,782	34.01
>= 20 to < 25	9,402	8.56	1,242,718,556	11.53
>= 25 to < 30	1,260	1.15	182,483,112	1.69
>= 30 to < 35	1,089	0.99	156,877,218	1.46
>= 35 to < 40	6	0.01	555,909	0.01
>= 40 to < 45	0	-	-	-
>= 45	0	-	-	-
Unknown	0	-	-	-
Total	109,846	100.00	10,773,573,597	100.00

As at the report date, the maximum remaining term for a loan was 442.00 months, the minimum remaining term was 0.00 months and the weighted average remaining term was 171.16 months.

Seasoning	Number of accounts	% by number	Current balance £	% by balance
0 to <6	-	-	-	-
>= 6 to < 12	-	-	-	-
>= 12 to < 18	-	-	-	-
>= 18 to < 24	4,527	4.12	545,202,971.32	5.06
>= 24 to < 30	1,829	1.67	225,896,571.03	2.10
>= 30 to < 36	1,737	1.58	211,575,110.08	1.96
>= 36 to < 42	2,584	2.35	304,006,171.37	2.82
>= 42 to < 48	3,085	2.81	363,094,727.20	3.37
>= 48 to < 54	1,531	1.39	170,150,693.91	1.58
>= 54 to < 60	3,087	2.81	321,105,778.08	2.98
>= 60 to < 66	3,225	2.94	328,604,367.84	3.05
>= 66 to < 72	4,038	3.68	527,449,171.85	4.90
>= 72 to < 78	6,240	5.68	926,461,066.98	8.60
>= 78 to < 84	10,824	9.85	1,383,852,638.33	12.84
>= 84 to < 90	8,295	7.55	969,325,725.35	9.00
>= 90 to < 96	8,772	7.99	928,738,491.64	8.62
>= 96 to < 102	7,080	6.45	680,245,841.57	6.31
>= 102 to < 108	5,022	4.57	452,673,485.86	4.20
>= 108 to < 114	3,893	3.54	327,994,069.29	3.04
>= 114 to < 120	4,645	4.23	360,337,855.32	3.34
>= 120 to < 126	5,178	4.71	370,781,292.66	3.44
>= 126 to < 132	4,766	4.34	340,435,462.40	3.16
>= 132 to < 138	3,622	3.30	230,739,020.03	2.14
>= 138 to < 144	4,166	3.79	241,676,922.86	2.24
>= 144 to < 150	2,413	2.20	135,906,382.25	1.26
>= 150 to < 156	2,564	2.33	152,015,062.22	1.41
>= 156 to < 162	920	0.84	45,102,828.34	0.42
>= 162 to < 168	865	0.79	42,809,286.03	0.40
>= 168 to < 174	694	0.63	28,518,037.23	0.26
>= 174 to < 180	729	0.66	30,195,761.15	0.28
>= 180	3,515	3.20	128,678,804.48	1.19
Total	109,846	100.00	10,773,573,596.67	100.00

As at the report date, the maximum seasoning for a loan was 225.00 months, the minimum seasoning was 18.00 months and the weighted average seasoning was 85.86 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%	30,950	28.18	991,556,400	9.20
>25% =<50%	33,013	30.05	2,832,122,246	26.29
>50% =<75%	30,943	28.17	4,354,956,502	40.42
>75% =<80%	4,509	4.10	720,150,605	6.68
>80% =<85%	3,714	3.38	644,134,708	5.98
>85% =<90%	3,096	2.82	569,275,541	5.28
>90% =<95%	2,003	1.82	366,453,504	3.40
>95%	1,555	1.42	294,931,879	2.74
Unknown	63	0.06	(7,787)	-
Total	109,846	100.00	10,773,573,597	100.00

As at the report date, the maximum indexed LTV was 169.05, the minimum indexed LTV was 0.00 and the weighted average indexed LTV was 57.76.

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%	24,356	22.17	679,006,097	6.30
>25% =<50%	29,283	26.66	2,259,661,246	20.97
>50% =<75%	34,048	31.00	4,321,953,076	40.12
>75% =<80%	6,986	6.36	1,089,223,103	10.11
>80% =<85%	5,264	4.79	855,267,873	7.94
>85% =<90%	4,636	4.22	791,606,281	7.35
>90% =<95%	2,870	2.61	491,970,458	4.57
>95%	2,325	2.12	281,555,488	2.61
Unknown	78	0.07	3,329,974	0.03
Total	109,846	100.00	10,773,573,597	100.00

As at the report date, the maximum unindexed LTV was 217.96, the minimum unindexed LTV was 0.00 and the weighted average unindexed LTV was 62.50.

Original Loan to Value at Last Valuation Using original balance and valuation amount	Number of accounts	% by number	Current balance £	% by balance
>0% =<25%	9,471	8.62	384,885,397	3.57
>25% =<50%	25,338	23.07	1,597,762,438	14.83
>50% =<75%	38,652	35.19	4,099,276,328	38.05
>75% =<80%	9,463	8.61	1,246,240,724	11.57
>80% =<85%	7,610	6.93	1,046,637,045	9.71
>85% =<90%	10,992	10.01	1,512,768,768	14.04
>90% =<95%	8,242	7.50	882,672,921	8.19
>95%	-	-	-	-
Unknown	78	0.07	3,329,974	0.03
Total	109,846	100.00	10,773,573,597	100.00

As at the report date, the maximum original LTV was 95.00, the minimum LTV at origination was 0.00 and the weighted average LTV at origination was 67.54.

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LOAN NOTE REPORT

Report Period 15th April 2014 - 15th July 2014
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	US43641NBB01	A1+P-1F1+	A1+P-1F1+	USD	1.63	500,000,000	(500,000,000)	0	1M USD LIBOR	0.15%	-	-	-	-	n/a	Oct-2011	Bullet
A2	XS0557834581	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	XS0557834974	XS0557834974	AAA/Aaa/AAA	AAA/Aaa/AAA	EUR	0.88	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	0.88	750,000,000	0	750,000,000	3M EURIBOR	1.50%	1.82800%	15/04/2014-15/07/2014	15/07/2014	3,465,583	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	-	4.00900%	15/04/2014-15/07/2014	15/07/2014	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%	1.42531%	15/04/2014-15/07/2014	15/07/2014	2,132,108	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-1F1+	A-1+P-1F1+	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	(440,472,439)	259,527,561	3M USD LIBOR	1.35%	1.57645%	15/04/2014-15/07/2014	15/07/2014	1,034,195	Jul-2014	Oct-2054	Sched AM
A3	XS0590150446	XS0590402276	AAA/Aaa/AAA	AAA/Aaa/AAA	EUR	0.85	650,000,000	(409,010,121)	240,989,879	3M EURIBOR	1.35%	1.67800%	15/04/2014-15/07/2014	15/07/2014	1,022,185	Jul-2014	Oct-2054	Sched AM
A4	XS0590150792	XS0590262073	AAA/Aaa/AAA	AAA/Aaa/AAA	EUR	0.85	500,000,000	0	500,000,000	3M EURIBOR	1.45%	1.77800%	15/04/2014-15/07/2014	15/07/2014	2,247,194	Apr-2016	Oct-2054	Sched AM
A5	XS0590150775	XS059026223	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	325,000,000	0	325,000,000	3M GBP LIBOR	1.45%	1.97531%	15/04/2014-15/07/2014	15/07/2014	1,600,542	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%	1.42531%	15/04/2014-15/07/2014	15/07/2014	1,999,081	n/a	Oct-2054	P-Through

Closing Date 25/03/2011

Series 2011-2 Notes

2011-2	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	XS0608362058	n/a	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	250,000,000	(133,811,585)	116,188,415	3M GBP LIBOR	1.16%	1.68531%	15/04/2014-15/07/2014	15/07/2014	488,193	Jul-2014	Oct-2054	Sched AM

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-1F1+	A-1+P-1F1+	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	(667,637,194)	1,332,362,806	3M USD LIBOR	1.55%	1.77645%	15/04/2014-15/07/2014	15/07/2014	5,982,936	Jan-2015	Oct-2054	Sched AM
A3	XS0679918553	XS0679922889	AAA/Aaa/AAA	AAA/Aaa/AAA	EUR	0.87	200,000,000	(66,763,719)	133,236,281	3M EURIBOR	1.40%	1.72800%	15/04/2014-15/07/2014	15/07/2014	984,057	Jan-2015	Oct-2054	Sched AM
A4	XS0679914044	XS0679923937	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	165,000,000	0	165,000,000	3M GBP LIBOR	1.65%	2.17531%	15/04/2014-15/07/2014	15/07/2014	994,057	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	-	3.61500%	15/01/2014-15/07/2014	15/07/2014	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%	1.97645%	15/04/2014-15/07/2014	15/07/2014	1,249,007	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-1F1+	A-1+P-1F1+	USD	1.54	500,000,000	(500,000,000)	0	1M USD LIBOR	0.20%	-	-	-	-	n/a	Jan-2013	Bullet
A2	XS0736397604	US43641NBP67	AAA/Aaa/AAA	AAA/Aaa/AAA	USD	1.54	500,000,000	(139,658,849)	360,341,151	3M USD LIBOR	1.65%	1.87645%	15/04/2014-15/07/2014	15/07/2014	1,709,188	Apr-2015	Oct-2054	Sched AM
A3	XS0736398534	XS0739241205	AAA/Aaa/AAA	AAA/Aaa/AAA	EUR	0.83	1,200,000,000	(335,181,237)	864,818,763	3M EURIBOR	1.55%	1.87800%	15/04/2014-15/07/2014	15/07/2014	4,105,439	Apr-2015	Oct-2054	Sched AM
A4	XS0736398917	XS0739241114	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	175,000,000	(48,880,597)	126,119,403	3M GBP LIBOR	1.75%	2.27531%	15/04/2014-15/07/2014	15/07/2014	715,436	Apr-2015	Oct-2054	Sched AM
A5	XS0736399055	XS0739240819	AAA/Aaa/AAA	AAA/Aaa/AAA	JPY	118.00	20,000,000	(5,586,353,944)	14,413,646,056	3M JPY LIBOR	1.25%	1.38500%	15/04/2014-15/07/2014	15/07/2014	50,461,774	Apr-2015	Oct-2054	Sched AM
A6	XS0736399139	XS0739240900	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	215,000,000	0	215,000,000	3M GBP LIBOR	1.85%	2.37531%	15/04/2014-15/07/2014	15/07/2014	1,273,231	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%	1.42531%	15/04/2014-15/07/2014	15/07/2014	2,167,643	n/a	Oct-2054	P-Through

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LOAN NOTE REPORT

Closing Date		Series 2012-2 Notes																		
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	XS0773322606	n/a	AAA/Aaa/AAA	AAA/Aaa/AAA	USD	1.59	1,250,000,000	0	1,250,000,000	3M USD LIBOR	1.55%	1.77645%	15/04/2014-15/07/2014	15/07/2014	5,613,089	Oct-2017	Oct-2054	Sched AM		
Z	XS0773322788	n/a	n/a	n/a	GBP	-	175,000,000	0	175,000,000	3M GBP LIBOR	0.90%	1.42531%	15/04/2014-15/07/2014	15/07/2014	621,865	n/a	Oct-2054	P-Through		

Closing Date		Series 2012-3 Notes																		
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%	2.07531%	15/04/2014-15/07/2014	15/07/2014	2,664,641	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%	2.42645%	15/04/2014-15/07/2014	15/07/2014	858,694	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%	2.87531%	15/04/2014-15/07/2014	15/07/2014	236,563	Oct-2017	Oct-2054	Sched AM		

Closing Date		Series 2012-4 Notes																		
2012-4	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	XS0816608755	n/a	AAA/Aaa/AAA	AAA/Aaa/AAA	EUR	1.27	650,000,000	(185,714,286)	464,285,714	3M EURIBOR	0.75%	1.07800%	15/04/2014-15/07/2014	15/07/2014	1,265,153	Jul-2015	Oct-2054	Sched AM		
Z	XS0816612278	n/a	n/a	n/a	GBP	-	180,000,000	0	180,000,000	3M GBP LIBOR	0.90%	1.42531%	15/04/2014-15/07/2014	15/07/2014	639,632	n/a	Oct-2054	P-Through		

Closing Date		Series 2013-1 Notes																		
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	0	0	1M USD LIBOR	0.08%	-	-	-	0	n/a	Apr-2014	Sched AM	Public	
A2	XS0938012704	XS0938943080	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	500,000,000	0	500,000,000	3M GBP LIBOR	0.40%	0.92531%	15/04/2014-15/07/2014	15/07/2014	1,153,469	Oct-2016	Oct-2054	Sched AM	Public	
A3	XS0938091575	n/a	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	100,000,000	0	100,000,000	3M GBP LIBOR	0.40%	0.92531%	15/04/2014-15/07/2014	15/07/2014	230,694	Jan-2017	Oct-2054	Sched AM	Retained	

*All Notes are listed on the London Stock Exchange.

Combined Credit Enhancement	Total £		Current note subordination	Subordination + Reserve Fund	% Required
Class A Notes	£7,548,001,528	77.93%	22.07%	26.88%	8.30%
Class B Notes	£123,177,134	1.27%	20.80%	22.07%	5.70%
Class Z Notes	£2,015,000,000	20.80%	0.00%	0.00%	0.00%
	£9,686,178,662	100.00%			
Funding Reserve Fund Required Amount	£465,000,000	4.80%			

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

Excess Spread	
Excess spread this month annualised	3.85%
Excess spread rolling 12 month average	2.21%

*excess spread is calculated at each quarterly Interest Payment Date

Funding Principal Ledger-AAA	256,968,229
Funding Principal Ledger-AA	-
Funding Principal Ledger-A	-
Funding Principal Ledger-BBB	-
Funding Principal Ledger	256,968,229

Accounts as at 31 May 2014	Counterparty	Rate	Amount
Mortgages Trustee GIC	Santander UK	Libor	113,098,704
Funding GIC	Santander UK	Libor	755,739,776
Funding Transaction Account	Santander UK	Libor - 0.25%	46,972
Panel Banks	-	-	-

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WATERFALLS

MORTGAGES TRUSTEE REVENUE WATERFALL		FUNDING REVENUE WATERFALL		ISSUER REVENUE WATERFALL	
*for distribution period 9th April - 8th May		*for interest period 15th April - 15th July 2014			
(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
	955,349.12		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
	33,022,414.54 -1,349,366.66		0.00 0.00		0.00 0.00 0.00
		(d)	Payment to Funding 1 Swap Provider	(d)	Interest on Class A Notes (including any payments to Issuing Entity Swap Providers)
		(e)	Interest on AAA Term Advances	(e)	0.00
		(f)	Credit to AAA Principal Deficiency Ledger	(f)	Interest on Class B Notes (including any payments to Issuing Entity Swap Providers)
		(g)	Interest on AA Term Advances	(f)	0.00
(a)	Funding	(h)	Credit to AA Principal Deficiency Ledger	(g)	Interest on Class M Notes (including any payments to Issuing Entity Swap Providers)
	256,968,228.58	(i)	Interest on A Term Advances	(g)	0.00
(b)	Seller	(j)	Credit to A Principal Deficiency Ledger	(h)	Interest on Class C Notes (including any payments to Issuing Entity Swap Providers)
	0.00	(k)	Interest on BBB Term Advances	(h)	0.00
		(l)	Credit to BBB Principal Deficiency Ledger	(i)	Excluded issuer swap payments
		(m)	Swap termination payments	(i)	0.00
		(n)	Credit to First Reserve Fund	(j)	Issuing Entity profit
		(o)	Additional credit to First Reserve Fund		0.00
		(p)	Credit to Liquidity Reserve Fund	ISSUER PRINCIPAL WATERFALL	
		(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)	0.00
		(s)	Excluded swap payments (with respect to the Issuer) and other fees under the Intercompany Loan Agreement	(b)	Repayment of Class B Notes (including principal payments to class A swap providers)
		(t)	Payment of Funding Start-up Loan	(c)	0.00
		(u)	Profit to Funding	(c)	Repayment of Class M Notes (including principal payments to class A swap providers)
		(v)	Deferred Consideration	(d)	0.00
		(v)	Deferred Consideration	(d)	Repayment of Class C Notes (including principal payments to class A swap providers)
				(e)	0.00
					0.00
		FUNDING PRINCIPAL WATERFALL			
		* To be read in conjunction with rules on pgs 181- 185 of the base prospectus			
(a)	Repayment of AAA Term Advances		0.00		
(b)	Credit to Cash Accumulation Ledger		0.00		
(c)	Repayment of AA Term Advances		0.00		
(d)	Repayment of A Term Advances		0.00		
(e)	Repayment of BBB Term Advances		0.00		
(f)	Repayment of NR Term Advances		0.00		

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
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COLLATERAL

Note	Collateral Postings	Counterparty
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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. 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 (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* None
Full details of all Trigger Events can be found within the Holmes Master Issuer plc base prospectus	

* The arrears percentage as at 10th February 2014 was 0.00% after the repurchase of accounts in arrears for 2 months or higher. As a result the reserve fund will be reduced by £50m at the next quarterly distribution date in line with the legal agreements

Notes

1 Weighted Average Indexed LTV (Halifax HPI)

These figures have been calculated on a new and improved valuation basis as per the special schedule issued along with the February 2009 report. The latest automated valuation model update was run in Q3 2013

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

10 X

Current balance of Loans in the trust property multiplied by 4.82%

11 Y

Flexible drawings set-off risk

12 Z

Breach of Mortgage Sale Agreement

13 AA

Reward loans cashbacks

14 Excess Spread calculation

Excess spread is calculated by dividing (excess cash available for payment below the Funding Reserve Fund in the reserve waterfall) by (the weighted average Funding Share for the relevant period.)

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