



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.
Service Cash Manager	Santander UK Santander UK	A / A2 / A A / A2 / A	F1 / P-1 / A-1 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-, 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	BBB+ or F2 / P-2 / BBB+ or A-2 A or F1 / P-1 / A or A-1 (or A+ if no ST rating) 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 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. 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. 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.
Issuer Account Bank	Santander UK	A / A2 / A	F1 / P-1 / A-1	F1 / P-1 / A or A-1 (or A+ if no ST rating)	Termination of Issuer Bank Account Agreement and closure of account, unless within 30 London Business 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 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 the 2012-1 Class A2 Notes, 1/6 of the 2012-1 Class A3 Notes and the 2012-4 Class A Notes)	A+ / A3 / A	F1+ / P-2 / A-1	A or F1 / A3+ / 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 *except that for the 2012-4 Class A3 Notes the collateral posting trigger is only A2 or P-1 (or A1 if no ST rating) for Moody's. Further 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	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 October 2014	98,693
Current £ value of Mortgage Loans in Pool at 31 October 2014	£ 9,472,546,636
Weighted Average Yield on 08 October 2014	3.37%

Trust Assets	
Current value of Mortgage Loans in Pool at 08 October 2014	9,601,592,191.11
Last months Closing Trust Assets at 08 September 2014	9,823,108,061.12
Mortgage collections - Interest on 08 October 2014	29,889,595.05
Mortgage collections - Principal (Scheduled) on 08 October 2014	80,720,690.19
Mortgage collections - Principal (Unscheduled) on 08 October 2014	170,050,450.58
Principal Ledger as calculated on 08 October 2014	461,369,184.59
Funding Share as calculated on 08 October 2014	8,360,843,508.01
Funding Share % as calculated on 08 October 2014	87.07768%
Seller Share as calculated on 08 October 2014	1,240,748,683.10
Seller Share % as calculated on 08 October 2014	12.92232%
Minimum Seller Share (Amount) on 08 October 2014	
W	286,377,590.45
X	422,470,056.41
Y	208,593,344.93
Z	-
AA	111,134.72
W + X + Y + Z + AA =	917,552,126.51
Minimum Seller Share (% of Total) on 08 October 2014	9.55625%

Arrears Analysis of Non Repossessed Mortgage Loans at 31 October 2014	Number	Current balance £	Arrears £	By Number %	By current balance %
Less than 1 month in arrears	96,559	9,232,508,711	-	97.84	97.47
1<=2 months in arrears	1,229	141,313,640	1,092,013	1.25	1.49
2<=3 months in arrears	387	44,125,288	560,186	0.39	0.47
3<=4 months in arrears	211	22,881,783	388,228	0.21	0.24
4<=5 months in arrears	107	11,455,332	269,655	0.11	0.12
5<=6 months in arrears	58	5,568,923	155,633	0.06	0.06
6<=7 months in arrears	42	3,978,984	132,368	0.04	0.04
7<=8 months in arrears	31	2,638,414	116,184	0.03	0.03
8<=9 months in arrears	29	3,478,166	165,910	0.03	0.04
9<=10 months in arrears	13	1,783,657	53,092	0.01	0.02
10<=11 months in arrears	12	1,535,147	56,472	0.01	0.02
11<=12 months in arrears	2	187,829	3,371	-	-
More than 12 months in arrears	12	995,905	58,071	0.01	0.01
Total	98,692	9,472,451,778	3,051,182	100.00	100.00

Arrears Capitalised at 31 October 2014	Number	Amount £
Capitalisation cases (in month)	6	587,518
Capitalisation cases (cumulative) *	1,976	198,914,559

*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 October 2014	Number	Loss Amount £
Total loss on sale brought forward	2,224	71,520,406
Losses recorded this period	1	34,227
Total loss on sale carried forward	2,225	71,554,633
Recoveries	48	34,374

Properties in Possession at 31 October 2014	Number	Current balance £
Total properties in possession since inception	4,524	529,218,214
Reposessed (in month)	-	-
Sold (in month)	1	61,726
Current number in possession	1	94,858
Total properties sold since inception	4,523	529,067,855

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Product Breakdown (By Balance)	Number of accounts	% by number	Current balance £	% by balance
Discounted SVR Loans	490	0.50	19,342,885	0.20
Fixed Rate Loans	9,063	9.18	840,292,694	8.87
Bank of England Base Rate Tracker Loans	37,058	37.55	3,786,729,644	39.98
Standard Variable Loans	52,082	52.77	4,826,181,413	50.95
Unknown	0	-	-	-
Total	98,693	100.00	9,472,546,636	100.00

Payment Type (By Balance)	Number of accounts	% by number	Current balance £	% by balance
Interest only and Combined repayment & int-only	44,761	45.35	5,766,596,888	60.88
Repayment	53,932	54.65	3,705,949,748	39.12
Total	98,693	100.00	9,472,546,636	100.00

Use Of Proceeds (By Balance)	Number of accounts	% by number	Current balance £	% by balance
Remortgage	56,641	57.39	5,186,495,382	54.77
House Purchase	38,240	38.75	4,152,924,713	43.84
Unknown	3,812	3.86	131,126,541	1.38
Total	98,693	100.00	9,472,546,636	100.00

Analysis of Mortgage loan size at reporting date £	Number of accounts	% by number	Current balance £	% by balance
0 to <=50,000	34,417	34.88	888,284,537	9.38
>50,000 to <=100,000	27,184	27.54	1,984,407,330	20.95
>100,000 to <=150,000	17,579	17.81	2,156,000,733	22.78
>150,000 to <=200,000	9,785	9.91	1,678,336,370	17.72
>200,000 to <=250,000	4,618	4.68	1,022,351,217	10.79
>250,000 to <=300,000	2,171	2.20	588,915,832	6.22
>300,000 to <=350,000	1,224	1.24	393,376,904	4.15
>350,000 to <=400,000	667	0.68	247,670,763	2.61
>400,000 to <=450,000	407	0.41	171,225,623	1.81
>450,000 to <=500,000	288	0.29	136,510,762	1.44
>500,000 to <=550,000	158	0.16	81,320,710	0.86
>550,000 to <=600,000	74	0.07	42,350,354	0.45
>600,000 to <=650,000	58	0.06	36,060,051	0.38
>650,000 to <=700,000	33	0.03	22,125,963	0.23
>700,000 to <=750,000	29	0.03	20,857,306	0.22
> 750,000	1	-	752,181	0.01
Total	98,693	100.00	9,472,546,636	100.00

As at the report date, the maximum loan size was £ 752,181.25, the minimum loan size was £ -9,664.09 and the average loan size was £ 95,979.92.

Geographical Analysis By Region	Number of accounts	% by number	Current balance £	% by balance
East Anglia	3,947	4.00	360,696,305	3.81
East Midlands	4,545	4.61	368,256,095	3.89
London	18,589	18.84	2,413,813,723	25.48
North	3,860	3.91	264,828,979	2.80
North West	12,601	12.77	952,213,425	10.05
Scotland	7,692	7.79	532,849,122	5.63
Sout East (Excluding London)	21,430	21.71	2,408,886,922	25.43
South West	8,213	8.32	828,013,380	8.74
Yorks And Humberside	4,534	4.59	343,177,546	3.62
Wales	6,487	6.57	516,885,430	5.46
West Midlands	6,793	6.88	482,910,815	5.10
Unknown	2	-	14,894	-
Total	98,693	100.00	9,472,546,636	100.00

Substitution, redemptions and repurchases during period 1st October 2014 - 31st October 2014	Number of accounts this period	Current balance this period £
Substitution & Top up	0	0
Redeemed this period	1,348	145,812,962
Repurchases this period (including arrears)*	678	79,250,374
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	2.55%	26.68%	2.65%	28.23%	30.82%
Previous month	2.20%	23.40%	2.62%	27.91%	30.38%
Unscheduled repayments and repurchases from the Mortgages Trust only					
Current month	1.73%	18.91%	1.85%	20.37%	22.21%
Previous month	1.39%	15.48%	1.83%	20.19%	22.01%

*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	16,685	16.91	910,987,568	9.62
>= 5 to < 10	22,523	22.82	1,629,161,776	17.20
>= 10 to < 15	27,277	27.64	2,709,572,268	28.60
>=15 to < 20	23,814	24.13	3,114,239,349	32.88
>= 20 to < 25	6,882	6.97	897,783,486	9.48
>= 25 to < 30	832	0.84	117,800,311	1.24
>= 30 to < 35	675	0.68	92,627,731	0.98
>= 35 to < 40	5	0.01	374,148	-
>= 40 to < 45	0	-	-	-
>= 45	0	-	-	-
Unknown	0	-	-	-
Total	98,693	100.00	9,472,546,636	100.00

As at the report date, the maximum remaining term for a loan was 437.00 months, the minimum remaining term was 0.00 months and the weighted average remaining term was 163.46 months.

Seasoning	Number of accounts	% by number	Current balance £	% by balance
0 to <6	-	-	-	-
>= 6 to < 12	-	-	-	-
>= 12 to < 18	-	-	-	-
>= 18 to < 24	299	0.30	35,669,194	0.38
>= 24 to < 30	3,125	3.17	348,280,849	3.68
>= 30 to < 36	1,322	1.34	161,028,824	1.70
>= 36 to < 42	1,720	1.74	204,236,733	2.16
>= 42 to < 48	2,147	2.18	243,490,648	2.57
>=48 to < 54	2,266	2.30	259,722,273	2.74
>=54 to < 60	1,097	1.11	118,776,594	1.25
>= 60 to < 66	2,527	2.56	253,387,141	2.67
>= 66 to < 72	2,640	2.67	281,339,967	2.97
>= 72 to < 78	4,205	4.26	557,416,481	5.88
>= 78 to < 84	6,340	6.42	921,933,056	9.73
>= 84 to < 90	9,690	9.82	1,196,970,105	12.64
>= 90 to < 96	7,694	7.80	878,281,684	9.27
>= 96 to < 102	8,309	8.42	856,129,874	9.04
>= 102 to < 108	5,914	5.99	561,005,499	5.92
>= 108 to < 114	4,652	4.71	409,187,233	4.32
>= 114 to < 120	3,591	3.64	296,049,029	3.13
>= 120 to < 126	4,248	4.30	322,195,394	3.40
>= 126 to < 132	4,908	4.97	351,494,989	3.71
>= 132 to < 138	4,306	4.36	295,034,454	3.11
>= 138 to < 144	3,590	3.64	224,039,863	2.37
>= 144 to < 150	3,521	3.57	197,158,364	2.08
>= 150 to < 156	2,246	2.28	127,145,352	1.34
>= 156 to < 162	2,156	2.18	122,670,200	1.30
>= 162 to < 168	822	0.83	41,109,268	0.43
>= 168 to < 174	800	0.81	38,244,657	0.40
>= 174 to < 180	648	0.66	25,758,616	0.27
>= 180	3,910	3.96	144,790,298	1.53
Total	98,693	100.00	9,472,546,636	100.00

As at the report date, the maximum seasoning for a loan was 230.00 months, the minimum seasoning was 23.00 months and the weighted average seasoning was 93.16 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%	29,189	29.58	913,103,829	9.64
>25% =<50%	29,330	29.72	2,475,632,992	26.13
>50% =<75%	26,758	27.11	3,740,840,181	39.49
>75% =<80%	3,832	3.88	617,068,996	6.51
>80% =<85%	3,402	3.45	593,571,775	6.27
>85% =<90%	2,792	2.83	512,962,790	5.42
>90% =<95%	1,854	1.88	338,688,447	3.58
>95%	1,479	1.50	280,669,892	2.96
Unknown	57	0.06	7,734	-
Total	98,693	100.00	9,472,546,636	100.00

As at the report date, the maximum indexed LTV was 167.49, the minimum indexed LTV was 0.00 and the weighted average indexed LTV was 57.79.

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%	23,033	23.34	627,264,258	6.62
>25% =<50%	26,364	26.71	1,995,330,393	21.06
>50% =<75%	29,626	30.02	3,733,477,752	39.41
>75% =<80%	6,168	6.25	958,003,573	10.11
>80% =<85%	4,453	4.51	726,788,660	7.67
>85% =<90%	4,071	4.12	701,537,670	7.41
>90% =<95%	2,695	2.73	460,542,591	4.86
>95%	2,213	2.24	266,532,272	2.81
Unknown	70	0.07	3,069,468	0.03
Total	98,693	100.00	9,472,546,636	100.00

As at the report date, the maximum unindexed LTV was 216.48, the minimum unindexed LTV was 0.00 and the weighted average unindexed LTV was 62.37.

Original Loan to Value at Last Valuation Using original balance and valuation amount	Number of accounts	% by number	Current balance £	% by balance
>0% =<25%	8,632	8.75	349,413,736	3.69
>25% =<50%	22,836	23.14	1,410,627,170	14.89
>50% =<75%	34,205	34.66	3,530,965,593	37.28
>75% =<80%	8,427	8.54	1,090,375,900	11.51
>80% =<85%	6,928	7.02	936,716,341	9.89
>85% =<90%	9,992	10.12	1,356,797,059	14.32
>90% =<95%	7,603	7.70	794,581,370	8.39
>95%	-	-	-	-
Unknown	70	0.07	3,069,468	0.03
Total	98,693	100.00	9,472,546,636	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 67.66.

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LOAN NOTE REPORT

Report Period 15th October 2014 - 15th January 2015
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	(133,955,585)	616,044,415	3M EURIBOR	1.50%	1.58200%	15/10/2014-15/01/2015	15/01/2015	2,490,599	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%	15/10/2014-15/04/2015	15/04/2015	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%	1.45963%	15/10/2014-15/01/2015	15/01/2015	2,207,440	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	(45,897,011)	454,102,989	3M EURIBOR	1.45%	1.53200%	15/10/2014-15/01/2015	15/01/2015	1,777,864	Apr-2016	Oct-2054	Sched AM
A5	XS0590150875	XS0590296223	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	325,000,000	(29,833,057)	295,166,943	3M GBP LIBOR	1.45%	2.00963%	15/10/2014-15/01/2015	15/01/2015	1,495,129	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%	1.45963%	15/10/2014-15/01/2015	15/01/2015	1,655,500	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	(1,060,708,539)	939,291,461	3M USD LIBOR	1.55%	1.78060%	15/10/2014-15/01/2015	15/01/2015	4,274,173	Jan-2015	Oct-2054	Sched AM
A3	XS0679914853	XS0679922899	AAA/Aaa/AAA	AAA/Aaa/AAA	EUR	1.15	200,000,000	(106,070,854)	93,929,146	3M EURIBOR	1.40%	1.48200%	15/10/2014-15/01/2015	15/01/2015	355,741	Jan-2015	Oct-2054	Sched AM
A4	XS0679914844	XS0679923937	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	165,000,000	0	165,000,000	3M GBP LIBOR	1.65%	2.20963%	15/10/2014-15/01/2015	15/01/2015	918,964	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%	15/07/2014-15/01/2015	15/01/2015	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%	1.98060%	15/10/2014-15/01/2015	15/01/2015	1,265,383	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	XS0736418409	US43641NBND0	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	US43641NBR87	AAA/Aaa/AAA	AAA/Aaa/AAA	USD	1.54	500,000,000	(207,889,128)	292,110,874	3M USD LIBOR	1.65%	1.88060%	15/10/2014-15/01/2015	15/01/2015	1,403,878	Apr-2015	Oct-2054	Sched AM
A3	XS0736398834	XS0739241205	AAA/Aaa/AAA	AAA/Aaa/AAA	EUR	1.20	1,200,000,000	(498,933,902)	701,066,098	3M EURIBOR	1.55%	1.63200%	15/10/2014-15/01/2015	15/01/2015	2,923,913	Apr-2015	Oct-2054	Sched AM
A4	XS0736398917	XS0739241114	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	375,000,000	(72,761,194)	102,238,806	3M GBP LIBOR	1.75%	2.30963%	15/10/2014-15/01/2015	15/01/2015	595,187	Apr-2015	Oct-2054	Sched AM
A5	XS0736399055	XS0739240819	AAA/Aaa/AAA	AAA/Aaa/AAA	JPY	118.00	20,000,000,000	(8,315,565,032)	11,684,434,968	3M JPY LIBOR	1.25%	1.35286%	15/10/2014-15/01/2015	15/01/2015	40,695,303	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%	2.40963%	15/10/2014-15/01/2015	15/01/2015	1,305,821	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%	1.45963%	15/10/2014-15/01/2015	15/01/2015	2,244,231	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 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%	1.78060% 1.45963%	15/10/2014-15/01/2014 15/10/2014-15/01/2014	15/01/2015 15/01/2015	5,688,028 643,837	Oct-2017 n/a	Oct-2054 Oct-2054	Sched AM 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 B1 B2	XS0790113475 XS0790113558 XS0790188055	XS0790113632 US43641NBU72 XS0790188139	AAA/Aaa/AAA AA/Aa3/AA AA/Aa3/AA	AAA/Aaa/AAA AA/Aa3/AA AA/Aa3/AA	GBP USD GBP	- 1.55 -	515,000,000 140,000,000 33,000,000	0 0 0	515,000,000 140,000,000 33,000,000	3M GBP LIBOR 3M USD LIBOR 3M GBP LIBOR	1.55% 2.20% 2.35%	2.10963% 2.43060% 2.90963%	15/10/2014-15/01/2014 15/10/2014-15/01/2014 15/10/2014-15/01/2014	15/01/2015 15/01/2015 15/01/2015	2,738,473 869,615 242,017	Oct-2017 Oct-2017 Oct-2017	Oct-2054 Oct-2054 Oct-2054	Sched AM Sched AM 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 Z	XS0816608755 XS0816612278	n/a n/a	AAA/Aaa/AAA n/a	AAA/Aaa/AAA n/a	EUR GBP	1.27 -	650,000,000 180,000,000	(371,428,572) 0	278,571,428 180,000,000	3M EURIBOR 3M GBP LIBOR	0.75% 0.90%	0.83200% 1.45963%	15/10/2014-15/01/2014 15/10/2014-15/01/2014	15/01/2015 15/01/2015	592,305 662,232	Jul-2015 n/a	Oct-2054 Oct-2054	Sched AM 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 A2 A3	XS0938279378 XS0938012704 XS0938091575	US43641NBV55 XS0938943080 n/a	AAA/Aaa/AAA AAA/Aaa/AAA AAA/Aaa/AAA	AAA/Aaa/AAA AAA/Aaa/AAA AAA/Aaa/AAA	USD GBP GBP	1.51 - -	750,000,000 500,000,000 100,000,000	(750,000,000) 0 0	- 500,000,000 100,000,000	1M USD LIBOR 3M GBP LIBOR 3M GBP LIBOR	0.08% 0.40% 0.40%	0.95963% 0.40% 0.95963%	- 15/10/2014-15/01/2014 15/10/2014-15/01/2014	- 15/01/2015 15/01/2015	- 1,209,397 241,879	n/a Oct-2016 Jan-2017	Apr-2014 Oct-2054 Oct-2054	Sched AM Sched AM Sched AM	Public Public Retained	

*All Notes are listed on the London Stock Exchange.

Combined Credit Enhancement	Total £		Current note subordination	Subordination +Reserve Fund	% Required
Class A Notes	£6,222,702,153	74.43%	25.57%	31.14%	8.30%
Class B Notes	£123,177,134	1.47%	24.10%	29.66%	5.70%
Class Z Notes	£2,015,000,000	24.10%	0.00%	0.00%	0.00%
	£8,360,879,287	100.00%			
Funding Reserve Fund Required Amount	£465,000,000	5.56%			

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	1.99%
Excess spread rolling 12 month average	2.36%

*excess spread is calculated at each quarterly Interest Payment Date

Funding Principal Ledger-AAA	461,369,185
Funding Principal Ledger-AA	-
Funding Principal Ledger-A	-
Funding Principal Ledger-BBB	-
Funding Principal Ledger	461,369,185

Accounts as at 31 October 2014	Counterparty	Rate	Amount
Mortgages Trustee GIC	Santander UK	Libor	109,423,343
Funding GIC	Santander UK	Libor	465,413,537
Funding Transaction Account	Santander UK	Libor - 0.25%	45,961
Panel Banks	Bank of New York Mellon	-	-

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WATERFALLS

MORTGAGES TRUSTEE REVENUE WATERFALL		FUNDING REVENUE WATERFALL		ISSUER REVENUE WATERFALL	
<i>*for distribution period 8th Sept - 8th Oct</i>		<i>*for interest period 15th July - 15th Oct 2014</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 0.00 105,722.60		0.00 0.00 0.00
(b)	Servicer fees	(b)	Cash Manager fees	(b)	Other third party payments
	824,634.66		30,000.00		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
	30,927,060.28 -1,862,099.89		0.00 0.00		33,000.00 0.00 0.00
MORTGAGES TRUSTEE PRINCIPAL WATERFALL					
<i>*for distribution period 8th Sept - 8th Oct</i>					
(a)	Funding	(e)	Interest on AAA Term Advances	(e)	Interest on Class A Notes (including any payments to Issuing Entity Swap Providers)
	-	(f)	Credit to AAA Principal Deficiency Ledger		27,863,534.88 846,447.07
(b)	Seller	(g)	Interest on AA Term Advances	(f)	Interest on Class B Notes (including any payments to Issuing Entity Swap Providers)
	250,771,140.77	(h)	Credit to AA Principal Deficiency Ledger		604,606.80 0.00
		(i)	Interest on A Term Advances	(g)	Interest on Class M Notes (including any payments to Issuing Entity Swap Providers)
		(j)	Credit to A Principal Deficiency Ledger		0.00 0.00
		(k)	Interest on BBB Term Advances	(h)	Interest on Class C Notes (including any payments to Issuing Entity Swap Providers)
		(l)	Credit to BBB Principal Deficiency Ledger		0.00 0.00
		(m)	Swap termination payments	(i)	Interest on Class Z Notes
			0.00		7,402,502.74
		(n)	Credit to First Reserve Fund		
		(o)	Additional credit to First Reserve Fund	(j)	Excluded issuer swap payments
		(p)	Credit to Liquidity Reserve Fund		0.00
			465,000,000.00 0.00 0.00		
		(q)	Credit to NR Principal Deficiency Ledger		
			0.00		
		(r)	Interest on NR Term Advances		
			7,402,502.74		
		(s)	Excluded swap payments (with respect to the Issuer) and other fees under the Intercompany Loan Agreement		
			0.00		
		(t)	Payment of Funding Start-up Loan		
			0.00		
		(u)	Profit to Funding		
			0.00		
		(v)	Deferred Consideration		
			37,145,085.31		
		FUNDING PRINCIPAL WATERFALL		ISSUER PRINCIPAL WATERFALL	
		<i>* To be read in conjunction with rules on pgs 181- 185 of the base prospectus</i>			
		(a)	Repayment of AAA Term Advances	(a)	Repayment of Class A Notes (including principal payments to class A swap providers)
			461,369,184.55		461,369,184.55
		(b)	Credit to Cash Accumulation Ledger	(b)	Repayment of Class B Notes (including principal payments to class A swap providers)
			0.00		422,207,769.35 0.00
		(c)	Repayment of AA Term Advances	(c)	Repayment of Class M Notes (including principal payments to class A swap providers)
			0.00		0.00
		(d)	Repayment of A Term Advances	(d)	Repayment of Class C Notes (including principal payments to class A swap providers)
			0.00		0.00
		(e)	Repayment of BBB Term Advances		0.00
			0.00	(e)	Repayment of Class Z Notes
		(f)	Repayment of NR Term Advances		0.00
			0.00		

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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
Funding 1 Swap	ANTS	8,542,818,427.53	3M GBP LIBOR	See Funding Swap Confirm*	2.4743%	53,324,671.70	-	8,542,818,427.53	3M GBP LIBOR	See Funding Swap Confirm*	2.94783%	63,342,806.94	0.00
2010-1 A4	ANTS	681,154,484.00	3M EURIBOR	1.5000%	1.7030%	2,964,460.00	65,110,069.20	596,827,558.88	3M GBP LIBOR	1.7325%	2.29000%	3,444,921.37	57,049,442.65
2010-1 A5	ANTS	375,000,000.00	GBP FIXED	0.0000%	4.0090%	7,516,875.00	-	375,000,000.00	3M GBP LIBOR	1.6250%	2.18250%	2,062,910.96	0.00
2011-1 A4	ANTS	500,000,000.00	3M EURIBOR	1.4500%	1.6530%	2,112,166.67	45,897,010.75	426,500,000.00	3M GBP LIBOR	1.8560%	2.41350%	2,594,545.56	39,150,150.17
2011-3 A2	ANTS	1,179,808,141.80	3M USD LIBOR	1.5500%	1.7836%	5,377,670.38	240,516,681.28	748,253,142.09	3M GBP LIBOR	1.5406%	2.09813%	3,957,080.37	152,539,515.64
2011-3 A3	ANTS	117,980,814.18	3M EURIBOR	1.4000%	1.6030%	483,314.96	24,051,668.13	102,961,856.53	3M GBP LIBOR	1.9175%	2.47500%	642,312.73	20,989,890.78
2011-3 A5	ANTS	500,000,000.00	USD FIXED	0.0000%	3.6150%	-	-	316,455,696.20	3M GBP LIBOR	1.7550%	2.31250%	1,844,546.56	0.00
2011-3 A6	ANTS	250,000,000.00	3M USD LIBOR	1.7500%	1.9836%	1,267,300.00	-	158,227,848.10	3M GBP LIBOR	1.7550%	2.31250%	922,273.28	0.00
2012-1 A2	DB	318,763,326.22	3M USD LIBOR	1.6500%	1.9836%	1,534,413.31	26,652,452.02	207,211,184.89	3M GBP LIBOR	1.9425%	2.50000%	1,305,714.32	17,325,349.90
2012-1 A3	ANTS/DB/Natixis	765,031,982.95	3M EURIBOR	1.5500%	1.7530%	3,427,258.28	63,965,884.86	636,104,968.02	3M GBP LIBOR	2.3965%	2.95313%	4,735,153.18	53,186,034.12
2012-1 A5	ANTS	12,750,533,049.20	3M JPY LIBOR	1.2500%	1.3829%	45,060,072.12	1,066,098,081.02	108,055,364.82	3M GBP LIBOR	1.9975%	2.55500%	695,876.55	9,034,729.50
2012-2 A1	ANTS	1,250,000,000.00	3M USD LIBOR	1.5500%	1.7836%	5,697,611.11	-	785,175,879.40	3M GBP LIBOR	1.5900%	2.14750%	4,250,060.23	0.00
2012-3 B1	ANTS	140,000,000.00	3M USD LIBOR	2.2000%	2.4336%	870,688.00	-	90,177,133.66	3M GBP LIBOR	2.1025%	2.66000%	604,606.80	0.00
2012-4 A1	DB	371,428,571.00	3M EURIBOR	0.7500%	0.9530%	904,593.65	92,857,143.00	291,730,625.62	3M GBP LIBOR	1.3575%	1.91500%	1,408,139.77	72,932,656.60

COLLATERAL

Note	Collateral Postings	Counterparty

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

2 Defaults

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

3 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.

4 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.

5 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.

6 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.

7 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.

8 W

Savings balance

9 X

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

10 Y

Flexible drawings set-off risk

11 Z

Breach of Mortgage Sale Agreement

12 AA

Reward loans cashbacks

13 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.