



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	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 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.
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) 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.
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)	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.
	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 August 2014	102,760
Current £ value of Mortgage Loans in Pool at 31 August 2014	£ 9,933,209,635
Weighted Average Yield on 08 August 2014	3.39%

Trust Assets	
Current value of Mortgage Loans in Pool at 08 August 2014	10,065,987,680.24
Last months Closing Trust Assets at 08 July 2014	10,374,581,070.77
Mortgage collections - Interest on 08 August 2014	32,940,620.05
Mortgage collections - Principal (Scheduled) on 08 August 2014	82,458,908.01
Mortgage collections - Principal (Unscheduled) on 08 August 2014	248,390,573.42
Principal Ledger as calculated on 08 August 2014	330,849,481.43
Funding Share as calculated on 08 August 2014	8,491,398,941.02
Funding Share % as calculated on 08 August 2014	84.35733%
Seller Share as calculated on 08 August 2014	1,574,588,739.22
Seller Share % as calculated on 08 August 2014	15.64267%
Minimum Seller Share (Amount) on 08 August 2014	
W	288,005,224.31
X	442,903,457.93
Y	208,564,158.29
Z	-
AA	114,405.37
W + X + Y + Z + AA =	939,587,245.90
Minimum Seller Share (% of Total) on 08 August 2014	9.33428%

Arrears Analysis of Non Repossessed Mortgage Loans at 31 August 2014	Number	Current balance £	Arrears £	By Number %	By current balance %
Less than 1 month in arrears	100,524	9,679,729,810	-	97.83	97.45
1<=2 months in arrears	1,385	158,042,584	1,096,138	1.35	1.59
2<=3 months in arrears	425	46,498,330	578,436	0.41	0.47
3<=4 months in arrears	186	22,634,921	385,891	0.18	0.23
4<=5 months in arrears	83	9,349,683	205,322	0.08	0.09
5<=6 months in arrears	67	6,867,986	196,022	0.07	0.07
6<=7 months in arrears	42	4,699,265	171,290	0.04	0.05
7<=8 months in arrears	19	2,325,854	63,390	0.02	0.02
8<=9 months in arrears	10	1,246,104	56,155	0.01	0.01
9<=10 months in arrears	2	194,779	6,310	-	-
10<=11 months in arrears	3	409,997	19,376	-	-
11<=12 months in arrears	-	-	-	-	-
More than 12 months in arrears	11	886,759	61,829	0.01	0.01
Total	102,757	9,932,886,072	2,840,158	100.00	100.00

Arrears Capitalised at 31 August 2014	Number	Amount £
Capitalisation cases (in month)	4	349,099
Capitalisation cases (cumulative) *	1,999	201,853,952

*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 August 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	47	28,989

Properties in Possession at 31 August 2014	Number	Current balance £
Total properties in possession since inception	4,524	529,162,713
Reposessed (in month)	2	52,790
Sold (in month)	2	108,232
Current number in possession	3	323,563
Total properties sold since inception	4,521	528,839,150

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Product Breakdown (By Balance)	Number of accounts	% by number	Current balance £	% by balance
Discounted SVR Loans	519	0.51	20,303,433	0.20
Fixed Rate Loans	10,749	10.46	1,016,339,245	10.23
Bank of England Base Rate Tracker Loans	38,110	37.09	3,908,450,469	39.35
Standard Variable Loans	53,382	51.95	4,988,116,487	50.21
Unknown	0	-	-	-
Total	102,760	100.00	9,933,209,635	100.00

Payment Type (By Balance)	Number of accounts	% by number	Current balance £	% by balance
Interest only and Combined repayment & int-only	46,231	44.99	5,959,945,964	60.00
Repayment	56,529	55.01	3,973,263,670	40.00
Total	102,760	100.00	9,933,209,635	100.00

Use Of Proceeds (By Balance)	Number of accounts	% by number	Current balance £	% by balance
Remortgage	58,792	57.21	5,404,233,940	54.41
House Purchase	40,084	39.01	4,394,509,377	44.24
Unknown	3,884	3.78	134,466,318	1.35
Total	102,760	100.00	9,933,209,635	100.00

Analysis of Mortgage loan size at reporting date £	Number of accounts	% by number	Current balance £	% by balance
0 to <=50,000	35,255	34.31	914,714,769	9.21
>50,000 to <=100,000	28,456	27.69	2,077,481,577	20.91
>100,000 to <=150,000	18,535	18.04	2,275,657,627	22.91
>150,000 to <=200,000	10,289	10.01	1,765,087,599	17.77
>200,000 to <=250,000	4,881	4.75	1,080,543,056	10.88
>250,000 to <=300,000	2,279	2.22	618,332,113	6.22
>300,000 to <=350,000	1,265	1.23	406,382,570	4.09
>350,000 to <=400,000	708	0.69	262,725,530	2.64
>400,000 to <=450,000	427	0.42	179,476,055	1.81
>450,000 to <=500,000	296	0.29	140,288,539	1.41
>500,000 to <=550,000	167	0.16	85,888,969	0.86
>550,000 to <=600,000	78	0.08	44,743,549	0.45
>600,000 to <=650,000	57	0.06	35,426,897	0.36
>650,000 to <=700,000	35	0.03	23,417,503	0.24
>700,000 to <=750,000	30	0.03	21,540,817	0.22
> 750,000	2	-	1,502,463	0.02
Total	102,760	100.00	9,933,209,635	100.00

As at the report date, the maximum loan size was £ 752,181.25, the minimum loan size was £ -59,319.94 and the average loan size was £ 96,664.17.

Geographical Analysis By Region	Number of accounts	% by number	Current balance £	% by balance
East Anglia	4,145	4.03	381,407,720	3.84
East Midlands	4,736	4.61	385,828,237	3.88
London	19,346	18.83	2,532,125,479	25.49
North	4,006	3.90	276,662,084	2.81
North West	13,038	12.69	989,705,651	9.96
Scotland	8,070	7.85	567,842,297	5.72
South East (Excluding London)	22,356	21.76	2,528,101,799	25.45
South West	8,563	8.33	867,654,722	8.73
Yorks And Humberside	4,684	4.56	354,685,594	3.57
Wales	6,719	6.54	540,033,827	5.44
West Midlands	7,093	6.90	507,126,850	5.11
Unknown	2	-	15,376	-
Total	102,760	100.00	9,933,209,635	100.00

Substitution, redemptions and repurchases during period 1st August 2014 - 31st August 2014	Number of accounts this period	Current balance this period £
Substitution & Top up	0	0
Redeemed this period	1,318	155,695,646
Repurchases this period (including arrears)*	1,015	117,454,114
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	3.19%	32.22%	2.66%	28.28%	30.64%
Previous month	2.46%	25.84%	2.37%	25.53%	30.20%
Unscheduled repayments and repurchases from the Mortgages Trust only					
Current month	2.39%	25.23%	1.88%	20.76%	22.51%
Previous month	1.69%	18.45%	1.61%	17.95%	22.33%

*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

Remaining Term	Number of accounts	by number	Current balance £	% by balance
0 to <5	16,889	16.44	921,293,839	9.27
>= 5 to < 10	22,949	22.33	1,661,828,483	16.73
>= 10 to < 15	27,973	27.22	2,761,507,745	27.80
>= 15 to < 20	25,472	24.79	3,325,309,684	33.48
>= 20 to < 25	7,690	7.48	1,010,659,799	10.17
>= 25 to < 30	960	0.93	136,162,251	1.37
>= 30 to < 35	822	0.80	116,073,176	1.17
>= 35 to < 40	5	-	374,658	-
>= 40 to < 45	0	-	-	-
>= 45	0	-	-	-
Unknown	0	-	-	-
Total	102,760	100.00	9,933,209,635	100.00

As at the report date, the maximum remaining term for a loan was 439.00 months, the minimum remaining term was 0.00 months and the weighted average remaining term was 166.32 months.

Seasoning	Number of accounts	% by number	Current balance £	% by balance
0 to <6	-	-	-	-
>= 6 to < 12	-	-	-	-
>= 12 to < 18	-	-	-	-
>= 18 to < 24	1,794	1.75	214,286,373.38	2.16
>= 24 to < 30	2,656	2.58	297,668,928.15	3.00
>= 30 to < 36	1,381	1.34	172,474,118.17	1.74
>= 36 to < 42	2,263	2.20	265,147,285.45	2.67
>= 42 to < 48	2,353	2.29	268,681,257.32	2.70
>= 48 to < 54	2,000	1.95	226,361,090.90	2.28
>= 54 to < 60	1,287	1.25	145,245,016.35	1.46
>= 60 to < 66	3,176	3.09	303,430,554.84	3.05
>= 66 to < 72	3,052	2.97	363,082,987.56	3.66
>= 72 to < 78	5,105	4.97	721,298,565.38	7.26
>= 78 to < 84	7,763	7.55	1,077,202,081.37	10.84
>= 84 to < 90	9,778	9.52	1,173,682,208.18	11.82
>= 90 to < 96	7,707	7.50	848,920,372.72	8.55
>= 96 to < 102	8,470	8.24	852,766,068.97	8.59
>= 102 to < 108	5,094	4.96	475,077,440.04	4.78
>= 108 to < 114	4,489	4.37	388,653,504.30	3.91
>= 114 to < 120	3,716	3.62	297,371,543.81	2.99
>= 120 to < 126	4,803	4.67	350,731,733.92	3.53
>= 126 to < 132	4,985	4.85	356,051,466.71	3.58
>= 132 to < 138	3,812	3.71	253,334,785.24	2.55
>= 138 to < 144	4,419	4.30	263,629,544.79	2.65
>= 144 to < 150	2,575	2.51	146,294,521.82	1.47
>= 150 to < 156	2,408	2.34	140,968,880.59	1.42
>= 156 to < 162	1,678	1.63	89,866,182.38	0.90
>= 162 to < 168	781	0.76	38,218,178.12	0.38
>= 168 to < 174	767	0.75	35,800,368.61	0.36
>= 174 to < 180	708	0.69	28,191,671.70	0.28
>= 180	3,740	3.64	138,772,903.78	1.40
Total	102,760	100.00	9,933,209,634.55	100.00

As at the report date, the maximum seasoning for a loan was 228.00 months, the minimum seasoning was 21.00 months and the weighted average seasoning was 90.37 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%	29,896	29.09	943,862,367	9.50
>25% =<50%	30,789	29.96	2,616,218,242	26.34
>50% =<75%	28,226	27.47	3,958,354,107	39.85
>75% =<80%	4,081	3.97	656,690,757	6.61
>80% =<85%	3,464	3.37	606,095,977	6.10
>85% =<90%	2,919	2.84	539,190,198	5.43
>90% =<95%	1,882	1.83	340,752,876	3.43
>95%	1,435	1.40	272,101,803	2.74
Unknown	68	0.07	(56,693)	-
Total	102,760	100.00	9,933,209,635	100.00

As at the report date, the maximum indexed LTV was 167.76, the minimum indexed LTV was 0.00 and the weighted average indexed LTV was 57.66.

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%	23,499	22.87	643,473,401	6.48
>25% =<50%	27,522	26.78	2,093,813,736	21.08
>50% =<75%	31,167	30.33	3,936,156,120	39.63
>75% =<80%	6,487	6.31	1,010,178,453	10.17
>80% =<85%	4,725	4.60	770,307,643	7.75
>85% =<90%	4,265	4.15	731,421,047	7.36
>90% =<95%	2,748	2.67	470,839,276	4.74
>95%	2,273	2.21	273,861,143	2.76
Unknown	74	0.07	3,158,816	0.03
Total	102,760	100.00	9,933,209,635	100.00

As at the report date, the maximum unindexed LTV was 217.07, the minimum unindexed LTV was 0.00 and the weighted average unindexed LTV was 62.42.

Original Loan to Value at Last Valuation Using original balance and valuation amount	Number of accounts	% by number	Current balance £	% by balance
>0% =<25%	8,954	8.71	362,037,802	3.64
>25% =<50%	23,815	23.18	1,479,965,337	14.90
>50% =<75%	35,798	34.84	3,735,020,415	37.60
>75% =<80%	8,776	8.54	1,141,050,220	11.49
>80% =<85%	7,156	6.96	972,624,820	9.79
>85% =<90%	10,335	10.06	1,411,164,500	14.21
>90% =<95%	7,852	7.64	828,187,723	8.34
>95%	-	-	-	-
Unknown	74	0.07	3,158,816	0.03
Total	102,760	100.00	9,933,209,635	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 67.59.

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LOAN NOTE REPORT

Report Period 15th July 2014 - 15th October 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	XS0557834821	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	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	(68,845,516)	681,154,484	3M EURIBOR	1.50%	1.70300%	15/07/2014-15/10/2014	15/10/2014	2,964,460	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%	15/04/2014-15/10/2014	15/10/2014	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%	1.45750%	15/07/2014-15/10/2014	15/10/2014	2,204,219	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	(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	XS0590232073	AAA/Aaa/AAA	AAA/Aaa/AAA	EUR	1.17	500,000,000	0	500,000,000	3M EURIBOR	1.45%	1.65300%	15/07/2014-15/10/2014	15/10/2014	2,112,167	Apr-2016	Oct-2054	Sched AM
A5	XS0590150875	XS059028223	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	325,000,000	0	325,000,000	3M GBP LIBOR	1.45%	2.09750%	15/07/2014-15/10/2014	15/10/2014	1,644,500	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%	1.45750%	15/07/2014-15/10/2014	15/10/2014	1,653,164	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-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	(820,191,858)	1,179,808,142	3M USD LIBOR	1.55%	1.78360%	15/07/2014-15/10/2014	15/10/2014	5,377,670	Jan-2015	Oct-2054	Sched AM
A3	XS0679918553	XS0679922869	AAA/Aaa/AAA	AAA/Aaa/AAA	EUR	1.15	200,000,000	(82,019,186)	117,980,814	3M EURIBOR	1.40%	1.60300%	15/07/2014-15/10/2014	15/10/2014	483,315	Jan-2015	Oct-2054	Sched AM
A4	XS0679914944	XS0679923937	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	165,000,000	0	165,000,000	3M GBP LIBOR	1.65%	2.20750%	15/07/2014-15/10/2014	15/10/2014	918,078	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	9,238,333	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%	1.98360%	15/07/2014-15/10/2014	15/10/2014	1,267,300	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	(181,236,674)	318,763,326	3M USD LIBOR	1.65%	1.88360%	15/07/2014-15/10/2014	15/10/2014	1,534,413	Apr-2015	Oct-2054	Sched AM
A3	XS0736398534	XS0739241205	AAA/Aaa/AAA	AAA/Aaa/AAA	EUR	1.20	1,200,000,000	(434,968,917)	765,031,083	3M EURIBOR	1.55%	1.75300%	15/07/2014-15/10/2014	15/10/2014	3,427,258	Apr-2015	Oct-2054	Sched AM
A4	XS0736398917	XS0739241114	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	175,000,000	(63,432,836)	111,567,164	3M GBP LIBOR	1.75%	2.30750%	15/07/2014-15/10/2014	15/10/2014	648,893	Apr-2015	Oct-2054	Sched AM
A5	XS0736399055	XS0739240819	AAA/Aaa/AAA	AAA/Aaa/AAA	JPY	116.00	20,000,000,000	(7,249,466,951)	12,750,533,049	3M JPY LIBOR	1.25%	1.38289%	15/07/2014-15/10/2014	15/10/2014	45,060,072	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%	2.40750%	15/07/2014-15/10/2014	15/10/2014	1,304,667	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%	1.45750%	15/07/2014-15/10/2014	15/10/2014	2,240,956	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%	1.78360%	15/07/2014-15/10/2014	15/10/2014	5,697,611	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%	1.45750%	15/07/2014-15/10/2014	15/10/2014	642,897	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%	2.10750%	15/07/2014-15/10/2014	15/10/2014	2,735,708	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%	2.43360%	15/07/2014-15/10/2014	15/10/2014	870,688	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%	2.90750%	15/07/2014-15/10/2014	15/10/2014	241,840	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	(278,571,429)	371,428,571	3M EURIBOR	0.75%	0.95300%	15/07/2014-15/10/2014	15/10/2014	904,594	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%	1.45750%	15/07/2014-15/10/2014	15/10/2014	661,266	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	(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	0	500,000,000	3M GBP LIBOR	0.40%	0.95750%	15/07/2014-15/10/2014	15/10/2014	1,206,712	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%	0.95750%	15/07/2014-15/10/2014	15/10/2014	241,342	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	£6,684,071,338	75.76%	24.24%	29.51%	8.30%
Class B Notes	£123,177,134	1.40%	22.84%	24.24%	5.70%
Class Z Notes	£2,015,000,000	22.84%	0.00%	0.00%	0.00%
	£8,822,248,472	100.00%			
Funding Reserve Fund Required Amount	£465,000,000	5.27%			

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	1.76%
Excess spread rolling 12 month average	2.26%

*excess spread is calculated at each quarterly Interest Payment Date

Funding Principal Ledger-AAA	330,849,481
Funding Principal Ledger-AA	-
Funding Principal Ledger-A	-
Funding Principal Ledger-BBB	-
Funding Principal Ledger	330,849,481

Accounts as at 31 August 2014	Counterparty	Rate	Amount
Mortgages Trustee GIC	Santander UK	Libor	111,319,782
Funding GIC	Santander UK	Libor	828,755,470
Funding Transaction Account	Santander UK	Libor - 0.25%	46,973
Panel Banks	Bank of New York Mellon	-	-

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WATERFALLS

MORTGAGES TRUSTEE REVENUE WATERFALL		
<i>*for distribution period 8th July - 8th Aug</i>		
(a)	Mortgages Trustee fees	0.00
	Other third party payments	0.00
(b)	Servicer fees	893,250.64
(c)	Funding Seller	32,254,929.55 -207,560.14

MORTGAGES TRUSTEE PRINCIPAL WATERFALL		
<i>*for distribution period 8th July - 8th Aug</i>		
(a)	Funding	330,849,481.43
(b)	Seller	0.00

FUNDING REVENUE WATERFALL		
<i>*for interest period 15th July - 15th Oct 2014</i>		
(a)	Funding Security Trustee fees	0.00
	Fee under Intercompany Loan	0.00
	Other third party payments	0.00
(b)	Cash Manager fees	0.00
(c)	Funding Corporate Services fees	0.00
	Account Banks fees	0.00

(d)	Payment to Funding 1 Swap Provider	0.00
(e)	Interest on AAA Term Advances	0.00
(f)	Credit to AAA Principal Deficiency Ledger	0.00
(g)	Interest on AA Term Advances	0.00
(h)	Credit to AA Principal Deficiency Ledger	0.00
(i)	Interest on A Term Advances	0.00
(j)	Credit to A Principal Deficiency Ledger	0.00
(k)	Interest on BBB Term Advances	0.00
(l)	Credit to BBB Principal Deficiency Ledger	0.00

(m)	Swap termination payments	0.00
(n)	Credit to First Reserve Fund	0.00
(o)	Additional credit to First Reserve Fund	0.00
(p)	Credit to Liquidity Reserve Fund	0.00
(q)	Credit to NR Principal Deficiency Ledger	0.00
(r)	Interest on NR Term Advances	0.00
(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	0.00

FUNDING 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	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

ISSUER REVENUE WATERFALL		
(a)	Issuing Entity Security Trustee fees	0.00
	Note Trustee fees	0.00
	Agent Bank fees etc.	0.00
(b)	Other third party payments	0.00
(c)	Issuing Entity Cash Manager fees	0.00
	Issuing Entity Corporate Services Provider fees	0.00
	Issuing Entity Account Bank fees	0.00
(d)	Interest on Class A Notes (including any payments to Issuing Entity Swap Providers)	0.00
(e)	Interest on Class B Notes (including any payments to Issuing Entity Swap Providers)	0.00
(f)	Interest on Class M Notes (including any payments to Issuing Entity Swap Providers)	0.00
(g)	Interest on Class C Notes (including any payments to Issuing Entity Swap Providers)	0.00
(h)	Interest on Class Z Notes	0.00
(i)	Excluded issuer swap payments	0.00
(j)	Issuing Entity profit	0.00

ISSUER PRINCIPAL WATERFALL		
(a)	Repayment of Class A Notes (including principal payments to class A swap providers)	0.00
(b)	Repayment of Class B Notes (including principal payments to class A swap providers)	0.00
(c)	Repayment of Class M Notes (including principal payments to class A swap providers)	0.00
(d)	Repayment of Class C Notes (including principal payments to class A swap providers)	0.00
(e)	Repayment of Class Z Notes	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

COLLATERAL

Note	Collateral Postings	Counterparty

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

TRIGGER EVENTS	
<p>Asset Amount debited to AAA Principal Deficiency Sub Ledger, unless certain criteria are met</p>	None
<p>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.</p>	None None None
<p>An Arrears Trigger Event will occur if:</p> <p>(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</p> <p>(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)</p>	None* None
<p>Full details of all Trigger Events can be found within the Holmes Master Issuer plc base prospectus</p>	

* 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.