



UK Secured Funding Programmes

Holmes Master Issuer

Report Date:	31-Jan-17
Reporting Period:	01-January-17 to 31-January-17
Trustee Distribution Date:	09-Jan-17
Issuer Distribution Date:	17-Jan-17

Investors (or other appropriate third parties) can register at <https://boeportal.co.uk/santanderuk> (Internet Explorer version 8 or higher required) to download further disclosures in accordance with the Bank of England Market Notice Detailed eligibility requirements for residential mortgage backed securities and covered bonds backed by residential mortgages dated 30th November 2010.

DISCLAIMER: The following document has been prepared by Santander UK. The document is provided to you for information purposes only. The document is not intended as an offer or solicitation for the purchase or sale of any financial instrument. Whilst every effort has been taken to ensure that the document is accurate, current, complete, fit for its intended purpose and compliant with the relevant United Kingdom legislation and regulations as at the date of issue, Santander UK does not warrant that this document is accurate, current, complete, fit for its intended purpose and compliant with the relevant United Kingdom legislation and regulations as errors might occur due to circumstances which are beyond our control. In particular, Santander UK does not warrant that any market data or prices are complete or accurate. Any opinions or estimates expressed in the documents may be subject to change without notice and Santander UK is under no obligation to update the opinions or estimates and neither Santander UK nor any of its affiliates accepts any liability whatsoever for any direct or consequential loss arising from any use of this document or its contents. Please remember that past performance is not necessarily a guide for future performance. The value of instruments and the income from them can go down as well as up.

Contacts:

All queries should be directed to:

Medium Term Funding Team                      0207 756 7107                      [MTF@santander.co.uk](mailto:MTF@santander.co.uk)

Holmes Master Trust Investor Report - January 2017

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
<b>Issuer</b>	Holmes Master Issuer				
<b>Funding</b>	Holmes Funding Limited				
<b>Mortgages Trustee</b>	Holmes Trustees Limited				
<b>Seller</b>	Santander UK	A / A1 / A	F1 / P-1 / A-1	A3 (Moody's) BBB / Baa2 / BBB BBB- / Baa3 / BBB- F2 / P-2 / A-3 F2 / P-2 / A-2 A3 (Moody's) F1 (Fitch) / A-1 (S&P) Baa3 (Moody's)	Funding required to establish a liquidity reserve fund. Seller to submit to the Mortgages Trustee, Funding, the Security Trustee and the Rating Agencies draft letters of notice to the Borrowers of sale and purchase of Loans. Completion of legal assignment of Loans to the Mortgages Trustee. New Loans may not be assigned to the Mortgages Trustee. Funding may not offer payments to the Seller to acquire an increased interest in the Trust Property. Independent auditors need to be appointed to determine whether a random selection of Loans and their Related Security constituting the Trust Property complied with the representations and warranties at the date of assignment. Quarterly (instead of annual) review of the calculation components of the Minimum Seller Share. Adjustment to Minimum Seller Share.
<b>Servicer</b>	Santander UK	A / A1 / A	F1 / P-1 / A-1	F1 / P-1 / A-1	The title deeds and the customer files relating to the Loans in the Portfolio to be segregated from the title deeds and customer files of other properties and mortgages of the Seller which do not form part of the Portfolio.
<b>Cash Manager</b>	Santander UK	A / A1 / A	F1 / P-1 / A-1		
<b>Each Start-up Loan Provider</b>	Santander UK	A / A1 / A	F1 / P-1 / A-1		
<b>Funding Account Bank A</b>	Bank of New York Mellon	AA+ / Aa1 / AA-	F1+ / P1 / A-1+	A or F1 / P-1 / A or A-1 (or A+ if no ST rating)	Termination of role and transfer of Funding Transaction Account to a financial institution having the required ratings, unless within 30 calendar days: (a) a guarantee of the Account Bank A's obligations is obtained from a financial institution having the required ratings; or (b) such other actions required by the Rating Agencies are taken to ensure that the ratings assigned to the outstanding Rated Notes are not adversely affected.
<b>Funding Account Bank B</b>	Santander UK	A / A1 / A	F1 / P-1 / A-1	A or F1 / P-1 / A or A-1 (or A+ if no ST rating)	Termination of role and transfer of Funding GIC Account to a financial institution having the required ratings, unless within 30 calendar days: (a) a guarantee of the Account Bank B's obligations is obtained from a financial institution having the required ratings; or (b) such other actions required by the Rating Agencies are taken to ensure that the ratings assigned to the outstanding Rated Notes are not adversely affected. If certain conditions are met pursuant to the Panel Bank Guidelines (see Schedule 5 to the Cash Management Agreement) a limited amount of cash may be kept with Santander UK as an Eligible Bank when it is rated below A or F1 / P-1 / A or A-, but no lower than F2 and BBB+ / P-2 / A-2 and BBB+.
<b>Mortgage Trust Account Bank</b>	Santander UK	A / A1 / A	F1 / P-1 / A-1	BBB+ or F2 / P-2 / BBB+ or A-2  A or F1 / P-1 / A or A-1 (or A+ if no ST rating)	Termination of role and transfer of Mortgages Trustee GIC Account to a financial institution rated A and F1 / P-1 / A and A-1 (or A+ if no ST rating), unless within 30 calendar days: (a) the rights and obligations in respect of the provision of the Mortgages Trustee GIC Account are transferred to a financial institution rated A and F1 / P-1 / A and A-1 (or A+ if no ST rating); or (b) a guarantee from a financial institution rated A and F1 / P-1 / A and A-1 (or A+ if no ST rating) is obtained; or (c) such other action required by the Rating Agencies is taken to ensure that the ratings assigned to the outstanding Rated Notes are not adversely affected, and for each of the remedial actions above, a confirmation from the Ratings Agencies that the outstanding Rated Notes will not be downgraded is also required.  Termination of role and transfer of Mortgages Trustee GIC Account to a financial institution rated A and F1 / P-1 / A and A-1 (or A+ if no ST rating), unless within 60 London Business Days: (a) a stand-by arrangement is put in place in respect of the Mortgages Trustee GIC Account with a financial institution rated A and F1 / P-1 / A and A-1 (or A+ if no ST rating); or (b) such other action required by the Rating Agencies is taken to ensure that the ratings assigned to the outstanding Rated Notes are not adversely affected, and for each of the remedial actions above, a confirmation from the Rating Agencies that the outstanding Rated Notes will not be downgraded is also required.
<b>Issuer Account Bank</b>	Santander UK	A / A1 / A	F1 / P-1 / A-1	A or A-1 (or A+ if no ST rating) (S&P)  F1 / P-1 / A or A-1 (or A+ if no ST rating)	Termination of role and transfer of Mortgages Trustee GIC Account to a financial institution rated A and F1 / P-1 / A and A-1 (or A+ if no ST rating), unless within 60 London Business Days: (a) the Excess Amount (being the amount by which the monies collected by the Servicer in respect of the Loans and standing to the credit of the Mortgages Trustee GIC Account exceed 5% of the Funding Share) is transferred to a financial institution rated A and A-1 (or A+ if no ST rating) by S&P; or (b) such other action required by the Rating Agencies is taken to ensure that the ratings assigned to the outstanding Rated Notes are not adversely affected, and for each of the remedial actions above, a confirmation from the Rating Agencies that the outstanding Rated Notes will not be downgraded is also required.  Termination of Issuer Bank Account Agreement and closure of account, unless within 30 calendar days: (a) the relevant Master Issuer Transaction Account and rights and obligations of the Issuer Account Bank are transferred to a financial institution rated A and F1 / P-1 / A and A-1 (or A+ if no ST rating); (b) a guarantee of the Issuer Account Bank's obligations is obtained from a financial institution having the above ratings; or (c) such other actions are taken to ensure that the ratings assigned to the outstanding issuing entity rated notes are not adversely affected, and for each of the remedial actions above, a confirmation from the Ratings Agencies that the outstanding Rated Notes will not be downgraded is also required.
<b>Funding Swap Provider</b>	Santander UK	A / A1 / A	F1 / P-1 / A-1	A or F1 / A2 or P-1 (or A1 if no ST rating) / A or A-1 (A+ if no 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.
<b>Issuer Swap Provider</b>	Abbey National Treasury Services plc.	A / A1 / A	F1 / P-1 / A-1	A or F1 / A2 or P-1 (or A1 if no ST rating) / A or A-1 (A+ if no ST rating) BBB- or F3 / A3 or P-2 (A3 if no ST rating) / BBB+	Remedial action required as above. Further remedial action required as above.
<b>Paying Agent and related roles</b>	Bank of New York Mellon	AA+ / Aa1 / AA-	F1+ / P1 / A-1+		
<b>Corporate Services Provider</b>	Wilmington Trust SP Services (London) Limited				
<b>Note Trustee and Security Trustee</b>	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-January-2017	60,588
Current £ value of Mortgage Loans in Pool at 31-January-2017	£ 5,471,680,485
Weighted Average Yield on 09-January-2017	2.93%

Trust Assets	
Current value of Mortgage Loans in Pool at 01 January 2017	5,559,889,062.61
Last months Closing Trust Assets at 01 December 2016	5,663,044,554.04
Mortgage collections - Interest on 01 January 2017	13,623,057.32
Mortgage collections - Principal (Scheduled) on 01 January 2017	33,312,427.52
Mortgage collections - Principal (Unscheduled) on 01 January 2017	69,617,982.71
Principal Ledger as calculated on 09 January 2017	240,672,064.36
Funding Share as calculated on 31 December 2016	2,983,956,492.32
Funding Share % as calculated on 31 December 2016	52.69174%
Seller Share as calculated on 31 December 2016	2,679,088,061.72
Seller Share % as calculated on 31 December 2016	47.30826%
Minimum Seller Share (Amount) 31 December 2016	
W	251,513,579.32
X	244,635,118.75
Y	201,779,457.52
Z	-
AA	58,747.49
W + X + Y + Z + AA =	697,986,903.08
Minimum Seller Share (% of Total) on 01 January 2017	12.55397%

Arrears Analysis of Non Repossessed Mortgage Loans at 31 January 2017	Number	Current Balance £	Arrears £	By Number %	By Current Balance %
Less than 1 month in arrears	60,127	5,426,623,746	-	99.24	99.18
1<=2 months in arrears	407	40,710,205	276,621	0.67	0.74
2<=3 months in arrears	49	4,220,874	60,176	0.08	0.08
3<=4 months in arrears	2	95,599	243	0.00	0.00
4<=5 months in arrears	-	-	-	-	-
5<=6 months in arrears	1	22,282	92	0.00	0.00
6<=7 months in arrears	1	2,895	70	0.00	0.00
7<=8 months in arrears	-	-	-	-	-
8<=9 months in arrears	1	4,884	46	0.00	0.00
9<=10 months in arrears	-	-	-	-	-
10<=11 months in arrears	-	-	-	-	-
11<=12 months in arrears	-	-	-	-	-
More than 12 months in arrears	-	-	-	-	-
<b>Total</b>	<b>60,588</b>	<b>5,471,680,485</b>	<b>337,248</b>	<b>100.00</b>	<b>100.00</b>

Arrears Capitalised at 31 January 2017	Number	Current Balance £	Capitalised Amount £
Capitalisation cases (in month)	1	106,290	5,328
Capitalisation cases (cumulative) *	1,186	112,729,880	1,547,534

\*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 May 2008.

Losses on Properties in Possession at 31 January 2017	Number	Loss Amount £
Total loss on sale brought forward	2,234	71,745,264
Losses recorded this period	-	-
Total loss on sale carried forward	2,234	71,745,264
Recoveries*	56	113,651

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

Properties in Possession at 31 January 2017	Number	Current Balance £
Total properties in possession since inception	4,539	530,849,819
Reposessed (in month)	-	-
Sold (in month)	-	-
Current number in possession	-	-
Total properties sold since inception	4,539	530,849,819

Product Breakdown (By Balance)	Number of accounts	% by number	Current balance £	% by balance
Discounted SVR Loans	219	0.36	5,524,945	0.10
Fixed Rate Loans	3,616	5.97	301,505,905	5.51
Bank of England Base Rate Tracker Loans	28,060	46.31	2,740,825,116	50.09
Standard Variable Loans	28,693	47.36	2,423,824,518	44.30
Unknown	-	0.00	-	-
<b>Total</b>	<b>60,588</b>	<b>100</b>	<b>5,471,680,485</b>	<b>100.00</b>

Payment Type (By Balance)	Number of accounts	% by number	Current balance £	% by balance
Interest only and Combined repayment & int-only	26,516	43.76	3,472,340,858	63.46
Repayment	34,072	56.24	1,999,339,627	36.54
<b>Total</b>	<b>60,588</b>	<b>100.00</b>	<b>5,471,680,485</b>	<b>100.00</b>

Use Of Proceeds (By Balance)	Number of accounts	% by number	Current balance £	% by balance
Remortgage	36,348	59.99	3,120,863,265	57.04
House Purchase	24,240	40.01	2,350,817,220	42.96
Unknown	-	-	-	-
<b>Total</b>	<b>60,588</b>	<b>100.00</b>	<b>5,471,680,485</b>	<b>100.00</b>

Analysis of Mortgage loan size at reporting date £	Number of accounts	% by number	Current balance £	% by balance
0 to <=50,000	24,100	39.78	570,922,191	10.43
>50,000 to <=100,000	15,749	25.99	1,146,694,751	20.96
>100,000 to <=150,000	9,759	16.11	1,199,343,919	21.92
>150,000 to <=200,000	5,365	8.85	922,716,288	16.86
>200,000 to <=250,000	2,517	4.15	559,903,176	10.23
>250,000 to <=300,000	1,262	2.08	343,847,280	6.28
>300,000 to <=350,000	711	1.17	229,218,521	4.19
>350,000 to <=400,000	449	0.74	167,245,013	3.06
>400,000 to <=450,000	261	0.43	109,947,398	2.01
>450,000 to <=500,000	184	0.30	87,706,707	1.60
>500,000 to <=550,000	101	0.17	52,064,733	0.95
>550,000 to <=600,000	46	0.08	26,492,310	0.48
>600,000 to <=650,000	38	0.06	23,574,963	0.43
>650,000 to <=700,000	23	0.04	15,398,036	0.28
>700,000 to <=750,000	23	0.04	16,605,199	0.30
> 750,000	-	0.00	-	0.00
<b>Total</b>	<b>60,588</b>	<b>100.00</b>	<b>5,471,680,485</b>	<b>100.00</b>

As at the report date, the maximum loan size was £ 749,912.76, the minimum loan size was £ 0.00 and the average loan size was £ 90,309.64.

Geographical Analysis By Region	Number of accounts	% by number	Current balance £	% by balance
East Anglia	2,180	3.60	190,487,052	3.48
East Midlands	3,426	5.65	259,825,423	4.75
London	9,206	15.19	1,144,487,114	20.92
North	2,540	4.19	158,000,323	2.89
North West	7,610	12.56	539,718,107	9.86
Scotland	4,531	7.48	287,518,279	5.25
South East	15,014	24.78	1,625,555,189	29.71
South West	4,939	8.15	469,328,690	8.58
Yorkshire and Humberside	4,042	6.67	274,084,229	5.01
Wales	3,135	5.17	225,405,463	4.12
West Midlands	3,965	6.54	297,270,615	5.43
Unknown	-	-	-	-
<b>Total</b>	<b>60,588</b>	<b>100.00</b>	<b>5,471,680,485</b>	<b>100.00</b>

Substitution, redemptions and repurchases during period 01 December 2016- 01 January 2017	Number of accounts this period	Current balance this period £
Substitution & Top up	0	0
Redeemed this period	676	42,491,594
Repurchases this period (including arrears)*	233	27,126,389
Arrears repurchased this period*	22	2,778,569
<b>Cumulative arrears repurchased*</b>	<b>7,433</b>	<b>817,634,527</b>

\* "Arrears" for this purpose means, in respect of a Loan, on any date that two or more Monthly Payments have become due and remain unpaid by the relevant Borrower, and this reporting line relates to repurchases under clause 8.11 of the Mortgage Sale Agreement.

PPR/CPR Analysis* 01 December 2016- 01 January 2017	1 Month %	1 Month Annualised %	3 Month Average %	3 Month Annualised %	12 Month Average %
<b>Total (including unscheduled repayments and repurchases from the Mortgages Trust)</b>					
Current month	1.82%	19.76%	1.92%	20.78%	20.75%
Previous month	1.91%	20.62%	1.98%	21.31%	20.70%
<b>Unscheduled repayments and repurchases from the Mortgages Trust only</b>					
Current month	1.24%	13.87%	1.33%	14.97%	15.33%
Previous month	1.34%	14.96%	1.39%	15.56%	15.46%

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

Standard Variable Rate - Applicable to underwritten Santander UK mortgages	
Existing Borrowers SVR	4.49%
Effective date of change	Sep-2016
Previous existing Borrowers SVR	4.74%
Effective date of change	Oct-2012

Holmes Master Trust Investor Report - January 2017

Remaining Term	Number of accounts	% by number	Current balance £	% by balance
0 to <5	12,996	21.45	700,319,367.06	12.80
>= 5 to < 10	16,971	28.01	1,307,686,029.73	23.90
>= 10 to < 15	19,096	31.52	1,983,340,348.89	36.25
>=15 to < 20	9,318	15.38	1,197,264,401.94	21.88
>= 20 to < 25	1,667	2.75	207,540,065.44	3.79
>= 25 to < 30	341	0.56	47,968,384.55	0.88
>= 30 to < 35	199	0.33	27,561,887.04	0.50
>= 35 to < 40	-	-	-	0.00
>= 40 to < 45	-	-	-	0.00
>= 45	-	-	-	0.00
Unknown	-	-	-	0.00
<b>Total</b>	<b>60,588</b>	<b>100.00</b>	<b>5,471,680,485</b>	<b>100.00</b>

As at the report date, the maximum remaining term for a loan was 411.00 months, the minimum remaining term was 0 months and the weighted average remaining term was 138.98 months.

Seasoning	Number of accounts	% by number	Current balance £	% by balance
0 to <6	-	0.00	-	0.00
>= 6 to < 12	-	0.00	-	0.00
>= 12 to < 18	77	0.13	14,028,790.83	0.26
>= 18 to < 24	81	0.13	13,461,096.83	0.25
>= 24 to < 30	54	0.09	7,809,999.42	0.14
>= 30 to < 36	50	0.08	6,601,849.09	0.12
>= 36 to < 42	49	0.08	6,597,711.41	0.12
>= 42 to < 48	46	0.08	4,810,519.26	0.09
>=48 to < 54	836	1.38	77,151,430.02	1.41
>=54 to < 60	1,018	1.68	96,797,794.65	1.77
>= 60 to < 66	734	1.21	85,910,856.68	1.57
>= 66 to < 72	1,216	2.01	123,257,042.06	2.25
>= 72 to < 78	1,323	2.18	137,862,342.61	2.52
>= 78 to < 84	702	1.16	67,323,484.69	1.23
>= 84 to < 90	655	1.08	69,052,764.09	1.26
>= 90 to < 96	1,605	2.65	138,829,300.88	2.54
>= 96 to < 102	1,913	3.16	217,184,826.72	3.97
>= 102 to < 108	3,186	5.26	439,878,000.33	8.04
>= 108 to < 114	5,273	8.70	653,191,950.06	11.94
>= 114 to < 120	5,618	9.27	601,914,588.47	11.00
>= 120 to < 126	5,086	8.39	520,122,598.05	9.51
>= 126 to < 132	5,192	8.57	489,223,337.67	8.94
>= 132 to < 138	3,129	5.16	272,191,307.85	4.97
>= 138 to < 144	2,719	4.49	212,480,909.45	3.88
>= 144 to < 150	2,587	4.27	194,059,598.34	3.55
>= 150 to < 156	3,268	5.39	214,338,149.16	3.92
>= 156 to < 162	3,183	5.25	215,686,938.77	3.94
>= 162 to < 168	2,392	3.95	142,790,968.98	2.61
>= 168 to < 174	2,975	4.91	165,867,047.40	3.03
>= 174 to < 180	1,566	2.58	80,174,337.26	1.47
>= 180	4,055	6.69	203,080,943.62	3.71
<b>Total</b>	<b>60,588</b>	<b>100.00</b>	<b>5,471,680,485</b>	<b>100.00</b>

As at the report date, the maximum seasoning for a loan was 257.00 months, the minimum seasoning was 12.00 months and the weighted average seasoning was 121.01 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%	24,513	40.46	811,432,766.25	14.83
>25% =<50%	19,419	32.05	1,938,431,522.10	35.43
>50% =<75%	14,297	23.60	2,291,936,691.39	41.89
>75% =<80%	1,395	2.30	253,119,749.06	4.63
>80% =<85%	778	1.28	146,139,306.70	2.67
>85% =<90%	175	0.29	27,959,678.27	0.51
>90% =<95%	4	0.01	776,511.39	0.01
>95%	6	0.01	1,856,000.34	0.03
Unknown	1	0.00	28,259.15	0.00
<b>Total</b>	<b>60,588</b>	<b>100.00</b>	<b>5,471,680,485</b>	<b>100.00</b>

As at the report date, the maximum indexed LTV was 133.92, the minimum indexed LTV was 0.00 and the weighted average indexed LTV was 48.08.

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%	17,834	29.43	440,185,197.09	8.04
>25% =<50%	16,791	27.71	1,265,571,184.59	23.13
>50% =<75%	15,861	26.18	2,079,401,713.68	38.00
>75% =<80%	3,160	5.22	517,899,258.28	9.47
>80% =<85%	2,220	3.66	382,142,026.54	6.98
>85% =<90%	2,186	3.61	387,641,314.07	7.08
>90% =<95%	1,402	2.31	246,381,055.50	4.50
>95%	1,123	1.85	151,832,625.55	2.77
Unknown	11	0.02	626,109.35	0.01
<b>Total</b>	<b>60,588</b>	<b>100.00</b>	<b>5,471,680,485</b>	<b>100.00</b>

As at the report date, the maximum unindexed LTV was 215.41, the minimum unindexed LTV was 0.00 and the weighted average unindexed LTV was 60.60.

Original Loan to Value at Last Valuation Using original balance and valuation amount	Number of accounts	% by number	Current balance £	% by balance
>0% =<25%	4,933	8.14	199,749,590.44	3.65
>25% =<50%	14,736	24.32	846,390,508.97	15.47
>50% =<75%	21,697	35.81	2,077,936,828.24	37.98
>75% =<80%	5,190	8.57	638,211,806.70	11.66
>80% =<85%	4,187	6.91	536,962,496.69	9.81
>85% =<90%	5,938	9.80	769,269,963.93	14.06
>90% =<95%	3,896	6.43	402,533,180.33	7.36
>95%	-	0.00	-	0.00
Unknown	11	0.02	626,109.35	0.01
<b>Total</b>	<b>60,588</b>	<b>100.00</b>	<b>5,471,680,485</b>	<b>100.00</b>

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 67.26.

Holmes Master Trust Investor Report - January 2017

LOAN NOTE REPORT

Closing Date		Series 2010-1 Notes																
12/11/2010																		
2010-1	ISIN (Reg S)	ISIN (144a)	Current Ratings S&P/Moody's/Fitch	Original Ratings S&P/Moody's/Fitch	Currency	Applicable Exchange Rate	Original Balance	Repaid	Outstanding	Reference rate	Margin p.a.%	Current interest rate p.a.%	Accrual Period	Next coupon date	Interest next coupon	Step up Date	Legal Maturity	Bond Type
A1	XS0557834545	US43641NBB91	A1+/P-1/F1+	A1+/P-1/F1+	USD	1.63	500,000,000	(500,000,000)	0	1M USD LIBOR	0.15%	-	-	-	-	n/a	Oct-2011	Bullet
A2	XS0557834628	US43641NBC74	AAA/Aaa/AAA	AAA/Aaa/AAA	USD	1.63	900,000,000	(900,000,000)	0	3M USD LIBOR	1.40%	-	-	-	-	Apr-2014	Oct-2054	Sched AM
A3	XS0557834891	XS0557834974	AAA/Aaa/AAA	AAA/Aaa/AAA	EUR	1.14	500,000,000	(500,000,000)	0	3M EURIBOR	1.40%	-	-	-	-	Apr-2014	Oct-2054	Sched AM
A4	XS0557835195	XS0557835278	AAA/Aaa/AAA	AAA/Aaa/AAA	EUR	1.14	750,000,000	(750,000,000)	0	3M EURIBOR	1.50%	-	-	-	-	Jan-2016	Oct-2054	Sched AM
A5	XS0557835351	XS0557835435	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	375,000,000	0	375,000,000	GBP FIXED	0.000%	4.009%	15/10/2016 - 15/04/2017	18/04/2017	7,516,875	Oct-2017	Oct-2054	Bullet
Z	XS0557835518	n/a	n/a	n/a	GBP	-	600,000,000	(600,000,000)	0	3M GBP LIBOR	0.90%	-	-	-	-	n/a	Oct-2054	P-Through

Closing Date		Series 2011-3 Notes																
21/09/2011																		
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	US43641NBB88	A-1+/P-1/F1+	A-1+/P-1/F1+	USD	1.58	500,000,000	(500,000,000)	0	1M USD LIBOR	0.13%	-	-	-	-	n/a	Jul-2012	Bullet
A2	XS0679914860	US43641NBH61	AAA/Aaa/AAA	AAA/Aaa/AAA	USD	1.58	2,000,000,000	(2,000,000,000)	0	3M USD LIBOR	1.55%	-	-	-	-	Jan-2015	Oct-2054	Sched AM
A3	XS0679918853	XS0679922889	AAA/Aaa/AAA	AAA/Aaa/AAA	EUR	1.15	200,000,000	(200,000,000)	0	3M EURIBOR	1.40%	-	-	-	-	Jan-2015	Oct-2054	Sched AM
A4	XS0679914944	XS0679923937	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	165,000,000	(165,000,000)	0	3M GBP LIBOR	1.65%	-	-	-	-	Oct-2016	Oct-2054	Sched AM
A5	XS0679915081	US43641NBL73	AAA/Aaa/AAA	AAA/Aaa/AAA	USD	1.58	500,000,000	0	500,000,000	USD FIXED	0.00%	3.61500%	15/01/2017 - 15/07/2017	17/07/2017	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%	1.85232%	17/01/2017 - 18/04/2017	18/04/2017	1,170,561	Jan-2019	Oct-2054	Sched AM

Closing Date		Series 2012-1 Notes																
25/01/2012																		
2012-1	ISIN (Reg S)	ISIN (144a)	Current Ratings S&P/Moody's/Fitch	Original Ratings S&P/Moody's/Fitch	Currency	Applicable Exchange Rate	Original Balance	Repaid	Outstanding	Reference rate	Margin p.a.%	Current interest rate p.a.%	Accrual Period	Next coupon date	Interest next coupon	Step up Date	Legal Maturity	Bond Type
A1	XS0736418459	US43641NBN30	A-1+/P-1/F1+	A-1+/P-1/F1+	USD	1.54	500,000,000	(500,000,000)	0	1M USD LIBOR	0.20%	-	-	-	-	n/a	Jan-2013	Bullet
A2	XS0736397604	US43641NBP87	AAA/Aaa/AAA	AAA/Aaa/AAA	USD	1.54	500,000,000	(500,000,000)	0	3M USD LIBOR	1.65%	-	-	-	-	Apr-2015	Oct-2054	Sched AM
A3	XS0736398834	XS0739241205	AAA/Aaa/AAA	AAA/Aaa/AAA	EUR	1.20	1,200,000,000	(1,200,000,000)	0	3M EURIBOR	1.55%	-	-	-	-	Apr-2015	Oct-2054	Sched AM
A4	XS0736398917	XS0739241114	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	175,000,000	(175,000,000)	0	3M GBP LIBOR	1.75%	-	-	-	-	Apr-2015	Oct-2054	Sched AM
A5	XS0736399055	XS0739240819	AAA/Aaa/AAA	AAA/Aaa/AAA	JPY	118.00	20,000,000,000	(20,000,000,000)	0	3M JPY LIBOR	1.25%	-	-	-	-	Apr-2015	Oct-2054	Sched AM
A6	XS0736399139	XS0739240900	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	215,000,000	(127,771,429)	87,228,571	3M GBP LIBOR	1.85%	2.20663%	17/01/2017 - 18/04/2017	18/04/2017	479,885	Jul-2017	Oct-2054	Sched AM
Z	XS0737122464	n/a	n/a	n/a	GBP	-	610,000,000	(610,000,000)	0	3M GBP LIBOR	0.90%	-	-	-	-	n/a	Oct-2054	P-Through

Holmes Master Trust Investor Report - January 2017

LOAN NOTE REPORT

Closing Date		Series 2012-2 Notes																
19/04/2012																		
2012-2	ISIN (Reg S)	ISIN (144a)	Current Ratings S&P/Moody's/Fitch	Original Ratings S&P/Moody's/Fitch	Currency	Applicable Exchange Rate	Original Balance	Repaid	Outstanding	Reference rate	Margin p.a.%	Current interest rate p.a.%	Accrual Period	Next coupon date	Interest next coupon	Step up Date	Legal Maturity	Bond Type
A1 Z	XS0773322606 XS0773322788	n/a n/a	AAA/Aaa/AAA n/a	AAA/Aaa/AAA n/a	USD GBP	1.59 -	1,250,000,000 175,000,000	(561,285,714) (175,000,000)	688,714,286 0	3M USD LIBOR 3M GBP LIBOR	1.55% 0.90%	2.57317% -	17/01/2017 - 18/04/2017 -	18/04/2017 -	- 4,479,675	Oct-2017 n/a	Oct-2054 Oct-2054	Sched AM P-Through

Closing Date		Series 2012-3 Notes																
08/06/2012																		
2012-3	ISIN (Reg S)	ISIN (144a)	08/01/2014	Original Ratings S&P/Moody's/Fitch	Currency	Applicable Exchange Rate	Original Balance	Repaid	Outstanding	Reference rate	Margin p.a.%	Current interest rate p.a.%	Accrual Period	Next coupon date	Interest next coupon	Step up Date	Legal Maturity	Bond Type
A1 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	(212,659,228) 0 0	302,340,772 140,000,000 33,000,000	3M GBP LIBOR 3M USD LIBOR 3M GBP LIBOR	1.55% 2.20% 2.35%	1.90663% 3.22317% 2.70663%	17/01/2017 - 18/04/2017 17/01/2017 - 18/04/2017 17/01/2017 - 18/04/2017	18/04/2017 18/04/2017 18/04/2017	1,437,182 1,140,644 222,685	Oct-2017 Oct-2017 Oct-2017	Oct-2054 Oct-2054 Oct-2054	Sched AM Sched AM Sched AM

Closing Date		Series 2013-1 Notes																	
30/05/2013																			
2013-1	ISIN (Reg S)	ISIN (144a)	Current Ratings S&P/Moody's/Fitch	Original Ratings S&P/Moody's/Fitch	Currency	Applicable Exchange Rate	Original Balance	Repaid	Outstanding	Reference rate	Margin p.a.%	Current interest rate p.a.%	Accrual Period	Next coupon date	Interest next coupon	Step up Date	Legal Maturity	Bond Type	Placement
A1 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) (500,000,000) (100,000,000)	0 0 0	1M USD LIBOR 3M GBP LIBOR 3M GBP LIBOR	0.08% 0.40% 0.40%	- - -	- - -	- - -	- - -	n/a Oct-2016 Jan-2017	Apr-2014 Oct-2054 Oct-2054	Sched AM Sched AM Sched AM	Public Public Retained

Closing Date		Series 2016-1 Notes																	
26/05/2016																			
2016-1	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 Z	XS1419677387 XS1419677544 XS1419677460	US43641NBW39 XS1419805996 n/a	AAA/Aaa/AAA AAA/Aaa/AAA n/a	AAA/Aaa/AAA AAA/Aaa/AAA n/a	USD GBP GBP	1.46 - -	375,000,000 340,000,000 582,000,000	0 0 0	375,000,000 340,000,000 582,000,000	1M USD LIBOR 3M GBP LIBOR 3M GBP LIBOR	0.60% 0.75% 0.90%	1.36833% 1.10663% 1.25663%	17/01/2017 - 15/02/2017 17/01/2017 - 18/04/2017 17/01/2017 - 18/04/2017	15/02/2017 18/04/2017 18/04/2017	413,350 938,058 1,823,387	N/A Jul-2021 N/A	Apr-2017 Oct-2054 Oct-2054	Sched AM Sched AM P-Through	Public Public Retained

\*All Notes are listed on the London Stock Exchange.

Combined Credit Enhancement	Total £	Total %	Current note subordination	Subordination +Reserve Fund	% Required
Class A Notes	£2,509,348,563	78.06%	21.94%	28.31%	23.10%
Class B Notes	£123,177,134	3.83%	18.11%	24.48%	5.70%
Class Z Notes	£582,000,000	18.11%	0.00%	6.38%	
	£3,214,525,696.51	100.00%			
Funding Reserve Fund Required Amount	£205,000,000	6.38%			

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	£205,000,000
Drawings	£0
Top up	£0
Balance carried forward	£205,000,000

Quarterly Excess Spread*	Excluding Z notes interest payment	Including Z notes interest payment
Quarterly Excess Spread annualised	3.62%	4.91%
Quarterly Excess Spread rolling 12 month average	2.77%	3.40%

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

Monthly Excess Spread* as at January 2017	Excluding Z notes	Including Z notes
Monthly Excess Spread annualised	0.73%	1.10%

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

Funding Principal Ledger-AAA	240,672,064
Funding Principal Ledger-AA	-
Funding Principal Ledger-A	-
Funding Principal Ledger-BBB	-
Funding Principal Ledger	240,672,064

Accounts as at 31 January 2017	Counterparty	Rate	Amount
Mortgages Trustee GIC	Santander UK	Libor	195,723,156
Funding GIC	Santander UK	Libor	205,417,432
Funding Transaction Account	Santander UK	Libor - 0.25%	46,042
Panel Banks	Bank of New York Mellon	-	-



**WATERFALLS**

<b>MORTGAGES TRUSTEE REVENUE WATERFALL</b>		<b>FUNDING REVENUE WATERFALL</b>		<b>ISSUER REVENUE WATERFALL</b>				
<i>*for distribution period 01 December 2016- 01 January 2017</i>		<i>*for distribution period 15 July 2016 - 15 October 2016</i>		<i>*for distribution period 15 July 2016 - 15 October 2016</i>				
(a)	Mortgages Trustee fees Other third party payments	0.00 0.00	(a)	Funding Security Trustee fees Fee under Intercompany Loan Other third party payments	0.00 143,951.03 0.00			
(b)	Servicer fee	294,308.04	(b)	Cash Manager fees	29,375.00			
(c)	Funding Seller	7,023,149.92 6,305,599.36	(c)	Funding Corporate Services fees Account Banks fees	15,750.00			
<b>MORTGAGES TRUSTEE PRINCIPAL WATERFALL</b>		(d)	Payment to Funding 1 Swap Provider	1,571,197.92	(d)	Interest on Class A Notes (including any payments to Issuing Entity Swap Providers)	11,230,729.81 7,714,817.40	
(a)	Funding	10,102,860.82	(e)	Interest on AAA Term Advances	11,230,729.81	(e)	Interest on Class B Notes (including any payments to Issuing Entity Swap Providers)	797,341.45 569,035.01
(b)	Seller	92,827,549.41	(f)	Credit to AAA Principal Deficiency Ledger	0.00	(f)	Interest on Class M Notes (including any payments to Issuing Entity Swap Providers)	0.00 0.00
			(g)	Interest on AA Term Advances	797,341.44	(g)	Interest on Class C Notes (including any payments to Issuing Entity Swap Providers)	0.00 0.00
			(h)	Credit to AA Principal Deficiency Ledger	0.00	(h)	Interest on Class Z Notes	1,904,205.89
			(i)	Interest on A Term Advances	0.00	(i)	Excluded issuer swap payments	0.00
			(j)	Credit to A Principal Deficiency Ledger	0.00	(j)	Issuing Entity profit	312.50
			(k)	Interest on BBB Term Advances	0.00	<b>ISSUER PRINCIPAL WATERFALL</b>		
			(l)	Credit to BBB Principal Deficiency Ledger	0.00	(a)	Repayment of Class A Notes (including principal payments to class A swap providers)	240,672,064.58 112,167,982.77
			(m)	Swap termination payments	0.00	(b)	Repayment of Class B Notes (including principal payments to class A swap providers)	0.00 0.00
			(n)	Credit to First Reserve Fund	0.00	(c)	Repayment of Class M Notes (including principal payments to class A swap providers)	0.00 0.00
			(o)	Additional credit to First Reserve Fund	0.00	(d)	Repayment of Class C Notes (including principal payments to class A swap providers)	0.00 0.00
			(p)	Credit to Liquidity Reserve Fund	0.00	(e)	Repayment of Class Z Notes	0.00
			(q)	Credit to NR Principal Deficiency Ledger	0.00			
			(r)	Interest on NR Term Advances	1,904,205.89			
			(s)	Excluded swap payments (with respect to the Issuer) and other fees under the Intercompany Loan Agreement	312.50			
			(u)	Start up loan payments due	0.00			
			(v)	Profit to Funding	312.50			
			(w)	Deferred Consideration	6,566,882.82			
			<b>FUNDING PRINCIPAL WATERFALL</b>					
			<i>* To be read in conjunction with rules on pgs. 181- 185 of the base prospectus</i>					
			(a)	Repayment of AAA Term Advances	240,672,064.36			
			(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
Funding 1 Swap	SAN UK	3,097,496,419.76	3M GBP LIBOR	1.79448%	2.17319%	16,938,025.77	0.00	3,097,496,419.76	3M GBP LIBOR	0.00000%	2.37073%	18,509,223.69	0.00
2010-1 A5	ANTS	375,000,000.00	GBP FIXED	0.00000%	4.00900%	0.00	0.00	375,000,000.00	3M GBP LIBOR	1.62500%	2.02600%	1,910,664.05	0.00
2011-3 A5	ANTS	500,000,000.00	USD FIXED	0.00000%	3.61500%	9,037,500.00	0.00	316,455,696.20	3M GBP LIBOR	1.75500%	2.15600%	1,719,715.62	0.00
2011-3 A6	ANTS	250,000,000.00	3M USD LIBOR	1.75%	2.63000%	1,680,277.78	0.00	158,227,848.10	3M GBP LIBOR	1.75500%	2.15600%	859,857.81	0.00
2012-2 A1	ANTS	867,285,714.29	3M USD LIBOR	1.55%	2.43000%	5,385,844.29	178,571,428.57	544,777,458.73	3M GBP LIBOR	1.59000%	1.99100%	2,733,917.17	112,167,982.77
2012-3 B1	ANTS	140,000,000.00	3M USD LIBOR	2.20%	3.08000%	1,101,955.56	0.00	90,177,133.66	3M GBP LIBOR	2.10250%	2.50350%	569,035.01	0.00
2016-1 A1	ANTS	375,000,000.00	1M USD LIBOR	0.60000%	1.30389%	448,212.19	0.00	256,814,135.05	3M GBP LIBOR	0.35700%	0.75800%	0.00	0.00

COLLATERAL

Note	Collateral Postings	Counterparty

There was no collateral posted during the reporting period 01-January-17 to 31-January-17.

TRIGGER EVENTS	
<b>Asset</b> Amount debited to AAA Principal Deficiency Sub Ledger, unless certain criteria are met	None
<b>Non Asset</b> 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
<b>An Arrears Trigger Event will occur if:</b>  (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	

**Definitions****1 Current value of mortgages**

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

**2 Arrears**

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

**3 Defaults**

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

**4 1 month CPR**

On any trust calculation date, the total principal receipts received during the immediately preceding trust calculation period divided by the aggregate current balance of the loans comprised in the trust property calculated on the previous trust calculation date in respect of the previous trust calculation period.

**5 1 month annualised CPR**

Calculated as  $1 - ((1 - R) ^ 12)$  where R is (i) total principal receipts received scheduled and unscheduled during the relevant period, divided by (ii) the aggregate outstanding principal balance of the loans in the expected portfolio as at the start of that period.

**6 3 month average CPR**

The total principal receipts received during the immediately preceding trust calculation period for the last 3 months divided by the average aggregate current balance of the last 3 months of the loans comprised in the trust property.

**7 3 month annualised CPR**

Calculated as  $1 - ((1 - R) ^ 4)$  where R is (i) total principal receipts received scheduled and unscheduled during the relevant period, divided by (ii) the average aggregate

**12 month average CPR****8**

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

**9**

Savings balance

**10 X**

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

**11 Y**

Flexible drawings set-off risk

**12 Z**

Breach of Mortgage Sale Agreement

**13 AA**

Reward loans cashbacks

**14 Excess Spread calculation**

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

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

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

**Notes Risk retention**

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

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