

**SUPPLEMENTAL PROSPECTUS DATED 8 NOVEMBER 2010  
TO THE PROSPECTUSES SET OUT IN THE SCHEDULE HERETO**



**Abbey National Treasury Services plc**

*(incorporated in England and Wales with limited liability, registered number 2338548)*

Unconditionally guaranteed by

**Santander UK plc**

**(formerly Abbey National plc)**

*(incorporated in England and Wales with limited liability, registered number 2294747)*

**The Prospectuses listed in the schedule hereto**

This supplement (the "**Supplement**") to the Prospectus dated 16 December 2009, the Prospectus dated 14 April 2010, the Prospectus dated 5 May 2010 and the Prospectus dated 9 September 2010 listed in the Schedule hereto (each as supplemented at the date hereof) (the "**Prospectuses**") (each of which comprises a base prospectus for the purpose of Article 5.4 of Directive 2003/71/EC (the "**Prospectus Directive**")), constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 (the "**FSMA**"). Terms defined in the Prospectuses have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with the Prospectuses and any other supplements to the Prospectuses issued by Abbey National Treasury Services plc, as Issuer on the Covered Bond Programme, the Structured Note Programme, the Warrant Programme and the EMTN Programme and Santander UK plc who is also an Issuer for the EMTN programme, (together the "**Issuers**") (each as defined in the Schedule).

This Supplement has been approved by the United Kingdom Financial Services Authority (the "**FSA**"), which is the United Kingdom competent authority for the purposes of the Prospectus Directive and relevant implementing measures in the United Kingdom for the purpose of giving information with regard to the issue of instruments under each of the programmes described in the Prospectuses.

Each of the Issuer, Santander UK plc and, in the case of the Covered Bond Programme only, Abbey Covered Bonds LLP (each an "**Obligor**") accepts responsibility for the information contained in this Supplement. To the best of the knowledge of each Obligor (each having taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

To the extent that there is any inconsistency between (a) any statement in this Supplement and (b) any other statement in or incorporated by reference in the Prospectuses prior to the date of this Supplement, the statement in (a) above will prevail.

Save as disclosed in this Supplement and the Prospectuses, no significant new factor, material mistake or inaccuracy relating to information included in the Prospectuses has arisen or been noted, as the case may be, since the publication of the Prospectuses.

Investors should be aware of their rights under Section 87Q(4) of the FSMA.

**RECENT DEVELOPMENTS**

The following sections of the various Prospectuses are hereby amended by the addition of the following recent developments:-

The section of the Structured Note Programme Prospectus entitled "SANTANDER UK PLC AND THE SANTANDER UK PLC GROUP" which appears on pages 319 to 324 of the Prospectus dated 14 April 2010;

The section of the Covered Bond Programme Prospectus entitled "ABBEY NATIONAL PLC AND THE ABBEY GROUP" which appears on pages 151 to 155 of the Prospectus dated 9 September 2010;

The section of the Warrant Programme Prospectus entitled "DESCRIPTION OF ABBEY NATIONAL PLC AND THE ABBEY GROUP" which appears on pages 116 to 120 of the Prospectus dated 16 December 2009;

The section of the EMTN Programme Prospectus entitled "SANTANDER UK PLC AND THE SANTANDER UK GROUP" which appears on pages 96 to 100 of the Prospectus dated 5 May 2010;

"On 3 November 2010, Santander UK plc announced the resignation of António Horta-Osório, Chief Executive of Santander UK plc. António Horta-Osório will join Lloyds Banking Group plc in early 2011 and assume responsibilities as Chief Executive Officer on 1 March 2011. In addition, on 3 November 2010, the Board of Directors of Santander UK plc resolved to approve the appointment of Ana Patricia Botín as Chief Executive of Santander UK plc, subject to the receipt of FSA approval. A further announcement confirming the effective date of the above will be made once all regulatory approvals have been given."

This Supplement will be published on the website of the London Stock Exchange.

The date of this Supplement is 8 November 2010.

**SCHEDULE****LIST OF PROSPECTUSES****STRUCTURED NOTE PROSPECTUS**

1. Prospectus dated 14 April 2010 relating to the €2,000,000,000 Structured Note Programme of Abbey National Treasury Services plc, guaranteed by Santander UK plc and the supplements to it dated 30 April 2010, 21 May 2010, 10 August 2010 and 27 August 2010 (the "**Structured Note Programme**").

**COVERED BOND PROSPECTUS**

2. Prospectus dated 9 September 2010 relating to the €25,000,000,000 Global Covered Bond Programme of Abbey National Treasury Services plc, guaranteed by Santander UK plc and Abbey Covered Bonds LLP (the "**Covered Bond Programme**").

**WARRANT PROSPECTUS**

3. Prospectus dated 16 December 2009 relating to the Warrant Programme of Abbey National Treasury Services plc, guaranteed by Santander UK plc and the supplements to it dated 12 January 2010, 3 March 2010, 19 April 2010, 30 April 2010, 21 May 2010, 10 August 2010 and 27 August 2010 (the "**Warrant Programme**").

**EURO MEDIUM TERM NOTE PROSPECTUS**

4. Prospectus dated 5 May 2010 relating to the U.S.\$20,000,000,000 Euro Medium Term Note Programme of Abbey National Treasury Services plc, guaranteed by Santander UK plc and the supplements to it dated 21 May 2010, 10 August 2010 and 27 August 2010 (the "**EMTN Programme**").