

Abbey National Treasury Services plc €35bn Regulated Covered Bond Programme



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Administration	
Name of issuer	Abbey National Treasury Services plc
Name of RCB programme	Abbey National Treasury Services plc €35bn Global Covered Bond Programme
Name, job title and contact details of person validating this form	Harpreet Singh Chadha, Medium Term Funding, mtf@santander.co.uk
Date of form submission	31 December 2013
Start Date of reporting period	01 December 2013 (Calculation Period start date 06 December 2013)
End Date of reporting period	31 December 2013 (Calculation Period end date 06 January 2014)
Web links - prospectus, transaction documents, loan-level data	http://www.abbey.co.uk/SantanderUK

Counterparties, Ratings

	Counterparty/ies	Fitch		Moody's		S&P	
		Rating trigger	Current rating	Rating trigger	Current rating	Rating trigger	Current rating
Covered bonds		-	AAA	-	Aaa	na	AAA
Issuer ⁽¹⁾	Abbey National Treasury Services plc	na	A / F1	na	A2 / P-1	na	A / A-1
Seller(s)	Abbey National Treasury Services plc	na	A / F1	na	A2 / P-1	na	A / A-1
Account bank	Santander UK plc	<A / <F1	A / F1	<A2 / <P-1	A2 / P-1	- / <A-1	A / A-1
Service(s)	Santander UK plc	<BBB- / -	A / F1	<Baa3 / -	A2 / P-1	<BBB- / -	A / A-1
Stand-by service(s)	None	na	na	na	na	na	na
Swap provider(s) on cover pool	Abbey National Treasury Services plc	<A / <F1 ⁽¹⁾	A / F1	<A2 / <P-1 ⁽¹⁾	A2 / P-1	<A / <A-1 ⁽¹⁾	A / A-1
Stand-by swap provider(s) on cover pool	None	na	na	na	na	na	na

Swap notional amount(s) (GBP) ⁽¹⁾	€ 21,128,549,703
Swap notional maturity/ies	na
LLP receive rate/margin ⁽¹⁾	Libor +1.79%
LLP pay rate/margin ⁽¹⁾	3.849%
Collateral posting amount(s) (GBP)	€ -

Currency swap provider for Series 1 (EUR)	Barclays Bank PLC
Swap notional amount(s) (EUR)	€ 666,666,667
Swap notional maturity/ies	08-Jun-15
LLP receive rate/margin	3.375%
LLP pay rate/margin	Libor +0.0945%
Collateral posting amount(s) (EUR)	€ -
Fitch Current Rating	A / F1
Moody's Current Rating	A2 / P-1
S&P Current Rating	A / A-1

Currency swap provider for Series 1 (EUR)	Citibank N.A.
Swap notional amount(s) (EUR)	€ 666,666,667
Swap notional maturity/ies	08-Jun-15
LLP receive rate/margin ⁽¹⁾	3.375%
LLP pay rate/margin	Libor +0.0945%
Collateral posting amount(s) (EUR)	€ 189,330,079
Fitch Current Rating	A / F1
Moody's Current Rating	A2 / P-1
S&P Current Rating	A / A-1

Currency swap provider for Series 1 (EUR)	Deutsche Bank AG
Swap notional amount(s) (EUR)	€ 666,666,667
Swap notional maturity/ies	08-Jun-15
LLP receive rate/margin	3.375%
LLP pay rate/margin	Libor +0.0945%
Collateral posting amount(s) (EUR)	€ 165,296,165
Fitch Current Rating	A+ / F1+
Moody's Current Rating	A2 / P-1
S&P Current Rating	A / A-1

Currency swap provider for Series 3 (EUR)	Barclays Bank PLC
Swap notional amount(s) (EUR)	€ 500,000,000
Swap notional maturity/ies	12-Apr-21
LLP receive rate/margin	4.25%
LLP pay rate/margin	Libor +0.0487%
Collateral posting amount(s) (EUR)	€ 217,785,736
Fitch Current Rating	A / F1
Moody's Current Rating	A2 / P-1
S&P Current Rating	A / A-1

Currency swap provider for Series 3 (EUR)	Royal Bank of Scotland plc
Swap notional amount(s) (EUR)	€ 500,000,000
Swap notional maturity/ies	12-Apr-21
LLP receive rate/margin	4.25%
LLP pay rate/margin	Libor +0.0487%
Collateral posting amount(s) (EUR)	€ 152,251,200
Fitch Current Rating	A / F1
Moody's Current Rating	A3 / P-2
S&P Current Rating	A- / A-2

Currency swap provider for Series 3 (EUR)	BNP Paribas
Swap notional amount(s) (EUR)	€ 500,000,000
Swap notional maturity/ies	12-Apr-21
LLP receive rate/margin	4.25%
LLP pay rate/margin	Libor +0.0487%
Collateral posting amount(s) (EUR)	€ 183,399,047
Fitch Current Rating	A+ / F1
Moody's Current Rating	A2 / P-1
S&P Current Rating	A+ / A-1

Accounts, Ledgers

	Value as at 06-01-2014 for the reporting period	Value as at 05-12-2013 for the reporting period	Targeted Value
Revenue receipts (please disclose all parts of waterfall)			
Revenue Receipts (on the Loans)	£ 69,796,127	£ 67,750,928	na
Other net income (including interest on bank accounts)	£ 820,295	£ 653,783	na
Excess amount released from Reserve Fund	£ -	£ -	na
Premia received from outgoing Swap Provider	£ -	£ -	na
Available Revenue Receipts	£ 70,615,422	£ 68,404,711	na
Senior fees (including Cash Manager, Servicer & Asset)	£ 2,152,159	£ 2,072,250	na
Amounts due under interest rate swap	£ 29,477,903	£ 29,013,596	na
Amounts due under cover bond swaps	£ 27,248,065	£ 23,119,296	na
Amounts due under intercompany loan	£ 3,279,180	£ 7,297,921	na
Amounts added to Reserve Fund	£ 855,080	£ 2,337,303	na
Deferred Consideration	£ 10,033,321	£ 4,954,344	na
Members' profit	£ -	£ -	na
Total distributed	£ 72,046,688	£ 68,404,711	na
Principal receipts (please disclose all parts of waterfall)			£ -
Principal Receipts (on the Loans)	£ 671,168,659	£ 803,637,285	na
Any other amount standing to credit Principal Ledger	£ 3,336,449,292	£ 3,405,957,116	na
Cash Capital Contribution from Members	£ -	£ -	na
Termination payment received from a Swap Provider	£ -	£ -	na
Amounts released from Pre-Maturity Liquidity Ledger	£ -	£ -	na
Available Principal Receipts	£ 4,007,617,950	£ 4,209,594,401	na
Credit to Pre-Maturity Liquidity Ledger	£ -	£ -	na
Purchase of New Loans	£ -	£ 873,145,109	na
Deposit in GIC to satisfy ACT test	£ -	£ -	na
Repayment of Term Advance	£ -	£ -	na
Capital Distribution	£ 671,168,659	£ -	na
Total distributed	£ 671,168,659	£ 873,145,109	na
Reserve ledger	£ 167,768,178	£ 168,355,272	£ 167,768,178
Revenue ledger	£ -	£ -	na
Principal ledger	£ 3,336,449,292	£ 3,336,449,292	na
Pre-maturity liquidity ledger	na	na	na

Asset Coverage Test

	Value	Description
A	£ 18,681,483,042	Adjusted Current Balance
B	£ 3,555,182,361	Principal ledger, reserve ledger and payments ledger held within GIC account
C	£ -	Cash Capital Contributions held on Capital Ledger
D	£ -	Substitution assets
E	£ -	Sales proceeds/Capital Contributions credited to Pre-Maturity Liquidity Ledger
J	£ 1,112,159,649	Supplemental Liquidity Reserve ⁽¹⁾
V	£ -	Set-off Flexible Plus (offset) ⁽²⁾
W	£ -	Set-off Depositor ⁽³⁾
X	£ 297,984,914	For redress capacity
Y	£ 223,865	Reward loans
Z	£ -	Potential negative carry
Total	£ 20,826,298,974	
Method used for calculating component 'A' ⁽⁴⁾	A(B)	
Asset percentage (%)	89.28%	
Maximum asset percentage from Fitch (%)	91.00%	
Maximum asset percentage from Moody's (%)	89.25%	
Maximum asset percentage from S&P (%)	91.00%	
Credit support as derived from ACT (GBP)	£ 1,434,070,454	
Credit support as derived from ACT (%)	7.40%	

Adjusted Loan Balance Calculation

A = the lower of (a) & (b), where:			
(a) =	£	20,110,578,490.00	the Aggregate Adjusted Outstanding Principal Balance, and
(b) =	£	18,681,483,041.60	the Aggregate Arrears Adjusted Outstanding Principal Balance multiplied by the Asset Percentage
(a)	Aggregate Adjusted Outstanding Principal Balance shall be equal to:		
(i)	the Adjusted Outstanding Principal Balance, which is the lower of:		
	£	21,085,908,660.00	(1) Outstanding Principal Balance of each Loan; and
	£	20,110,578,490.00	(2) The Indexed Valuation of each Loan multiplied by M
	where M =		
		0.75	for non-arrears loans
		0.40	for 90 days-plus arrears loans with indexed LTV ≤ 75%
		0.25	for 90 days-plus arrears loans with indexed LTV > 75%
	minus		
(ii)	the aggregate sum of the following deemed reductions to the Aggregate Adjusted Outstanding Principal Balance:		
	£	-	(1) Deemed reductions for breach of representation and warranty
	£	-	(2) Deemed reduction for other breach by Seller / Servicer
	£	20,110,578,490.00	Aggregate Adjusted Outstanding Principal Balance
(b)	Aggregate Arrears Adjusted Outstanding Principal Balance shall be equal to:		
(i)	the Adjusted Outstanding Principal Balance, which is the lower of:		
	£	21,085,908,660.00	(1) Outstanding Principal Balance of each Loan; and
	£	20,924,600,181.00	(2) The Indexed Valuation of each Loan multiplied by N
	where N =		
		1.00	for non-arrears loans
		0.40	for 90 days-plus arrears loans with indexed LTV ≤ 75%
		0.25	for 90 days-plus arrears loans with indexed LTV > 75%
	minus		
(ii)	the aggregate sum of the following deemed reductions to the Aggregate Adjusted Outstanding Principal Balance:		
	£	-	(1) Deemed reductions for breach of representation and warranty
	£	-	(2) Deemed reduction for other breach by Seller / Servicer
	£	18,681,483,041.60	Aggregate Arrears Adjusted Outstanding Principal Balance multiplied by the Asset Percentage

Abbey National Treasury Services plc €35bn Regulated Covered Bond Programme



Programme-Level Characteristics - as at 06-01-2014

Programme currency	Euro
Programme size	EUR 35,000,000,000
Covered bonds principal amount outstanding (GBP, non-GBP series converted at swap FX rate)	£ 19,392,226,520
Covered bonds principal amount outstanding (GBP, non-GBP series converted at current spot rate)	£ 19,500,672,212
Cover pool balance (GBP)	£ 21,149,351,161
GIC account balance (GBP)	£ 3,555,182,361
Any additional collateral (please specify)	
Any additional collateral (GBP)	
Aggregate balance of off-set mortgages (GBP)	£ 3,956,986,536
Aggregate deposits attaching to the cover pool (GBP)	£ 820,423,641
Aggregate deposits attaching specifically to the off-set	£ 333,173,301
Nominal level of overcollateralisation (GBP) ⁽¹⁾	£ 5,093,573,333
Nominal level of overcollateralisation (%) ⁽¹⁾	26.27%
Number of loans in cover pool	200,576
Average loan balance (GBP)	£ 105,443
Weighted average non-indexed LTV (%)	63.98%
Weighted average indexed LTV (%)	63.61%
Weighted average seasoning (months)	68.38
Weighted average remaining term (months)	199.39
Weighted average interest rate (%)	3.87%
Standard Variable Rate(s) (%)	4.74%
Constant Pre-Payment Rate (% current month)	3.08%
Constant Pre-Payment Rate (% quarterly average)	10.76%
Principal Payment Rate (% current month)	2.45%
Principal Payment Rate (% quarterly average)	9.09%
Constant Default Rate (% current month)	na
Constant Default Rate (% quarterly average) ⁽²⁾	na
Fitch Discontinuity Cap (%) ⁽³⁾	4 (moderate risk)
Moody's Timely Payment Indicator ⁽¹⁾	Probable
Moody's Collateral Score (%) ⁽¹⁾	6.70%

Mortgage collections

Mortgage collections (scheduled - interest)	£ 69,795,127
Mortgage collections (scheduled - principal)	£ 136,606,801
Mortgage collections (unscheduled - interest)	na
Mortgage collections (unscheduled - principal)	£ 534,561,858

Stratification tables are all as of 31-12-2013

Loan Redemptions & Replenishments Since Previous Reporting Date

	Number	% of total number	Amount (GBP)	% of total amount
Loan redemptions since previous reporting date	2,393	1.2%	£ 196,728,704	0.9%
Loans bought back by seller(s)	2,671	1.3%	£ 337,833,155	1.6%
of which are non-performing loans	183	0.1%	£ 21,629,185	0.1%
of which have breached R&W's	0	0.0%	£ -	0.0%
Loans sold into the cover pool	0	0.0%	£ -	0.0%

Product Rate Type and Reversionary Profiles

	Number	% of total number	Amount (GBP)	% of total amount	Current rate	Weighted average			
						Remaining lease period (months)	Current margin ⁽²⁾	Reversionary margin	Initial rate
Fixed at origination, reverting to SVR	114,534	57.4%	£ 12,552,938,771	59.0%	4.56%	-10.1	1.61%	1.60%	5.10%
Fixed at origination, reverting to Libor	0	0.0%	0	0.0%	0.00%	0.0	0.00%	0.00%	0.00%
Fixed at origination, reverting to tracker	1,247	0.6%	£ 118,032,950	0.6%	1.25%	-80.1	0.76%	0.75%	6.21%
Fixed for life	531	0.3%	£ 19,463,923	0.1%	5.25%	39.2	4.71%	4.71%	5.51%
Tracker at origination, reverting to SVR	30,676	15.4%	£ 3,437,888,155	16.2%	4.59%	-23.6	0.32%	0.47%	4.73%
Tracker at origination, reverting to Libor	0	0.0%	0	0.0%	0.0%	0.0	0.00%	0.00%	0.0%
Tracker for life	42,886	21.4%	£ 4,721,418,000	22.2%	1.47%	155.3	0.97%	0.97%	5.19%
SVR, including discount to SVR	9,848	4.9%	£ 419,437,114	2.0%	4.70%	-4.8	-0.04%	0.31%	6.46%
Libor	0	0.0%	0	0.0%	0.00%	0.0	0.00%	0.00%	0.00%
Total	199,524	100.0%	£ 21,269,178,914	100.00%	3.86%		1.23%		

Stratifications⁽¹⁾⁽²⁾

Arrears breakdown ⁽¹⁾⁽⁴⁾	Number	% of total number	Amount (GBP)	% of total amount
Current	190,048	95.3%	£ 20,202,856,079	95.0%
0<=1 month in arrears	7,172	3.6%	£ 784,290,249	3.7%
>1<=2 months in arrears	1,596	0.8%	£ 194,556,849	0.9%
>2<=3 months in arrears	678	0.3%	£ 84,297,103	0.4%
>3<=6 months in arrears	29	0.0%	£ 3,378,636	0.0%
>6<=12 months in arrears	0	0.0%	£ -	0.0%
>12 months in arrears	0	0.0%	£ -	0.0%
Total	199,524	100.0%	£ 21,269,178,914	100.0%

Current non-indexed LTV	Number	% of total number	Amount (GBP)	% of total amount
0<=50%	65,142	42.7%	£ 5,044,309,626	23.7%
>50<=55%	11,477	5.8%	£ 1,310,783,016	6.2%
>55<=60%	12,822	6.4%	£ 1,550,560,530	7.3%
>60<=65%	14,282	7.2%	£ 1,816,471,505	8.5%
>65<=70%	15,840	8.4%	£ 2,332,906,904	11.0%
>70<=75%	16,471	8.3%	£ 2,516,574,297	11.8%
>75<=80%	17,157	8.6%	£ 2,675,839,400	12.6%
>80<=85%	13,104	6.6%	£ 2,004,007,079	9.4%
>85<=90%	3,360	1.7%	£ 1,354,294,267	6.4%
>90<=95%	2,732	1.4%	£ 494,888,214	2.3%
>95<=100%	851	0.4%	£ 126,420,146	0.6%
>100<=105%	96	0.0%	£ 11,522,003	0.1%
>105<=110%	55	0.0%	£ 8,467,748	0.0%
>110<=125%	83	0.0%	£ 12,649,430	0.1%
>125%	62	0.0%	£ 9,384,559	0.0%
Total	199,524	100.0%	£ 21,269,178,914	100.0%

Current indexed LTV	Number	% of total number	Amount (GBP)	% of total amount
0<=50%	90,076	45.2%	£ 5,442,291,616	25.6%
>50<=55%	10,990	5.5%	£ 1,294,266,504	6.1%
>55<=60%	12,234	6.1%	£ 1,537,417,190	7.2%
>60<=65%	14,037	7.0%	£ 1,844,150,285	8.7%
>65<=70%	14,854	7.4%	£ 2,111,221,063	9.9%
>70<=75%	15,446	7.7%	£ 2,312,086,278	10.9%
>75<=80%	14,751	7.4%	£ 2,241,477,845	10.5%
>80<=85%	10,857	5.4%	£ 1,610,829,802	7.6%
>85<=90%	7,350	3.7%	£ 1,274,914,244	6.0%
>90<=95%	4,301	2.2%	£ 751,320,562	3.5%
>95<=100%	2,758	1.4%	£ 518,484,845	2.4%
>100<=105%	1,667	0.8%	£ 307,731,748	1.5%
>105<=110%	101	0.1%	£ 17,431,451	0.1%
>110<=125%	198	0.1%	£ 34,901,942	0.2%
>125%	4	0.0%	£ 753,319	0.0%
Total	199,524	100.0%	£ 21,269,178,914	100.0%

Current outstanding balance of loan	Number	% of total number	Amount (GBP)	% of total amount
0 <= 5000	4,208	2.1%	£ 10,438,285	0.1%
>5,000<=10,000	4,519	2.3%	£ 33,973,938	0.2%
>10,000<=25,000	15,552	7.8%	£ 272,820,860	1.3%
>25,000<=50,000	28,203	14.2%	£ 1,061,844,627	5.0%
>50,000<=75,000	30,561	15.3%	£ 1,906,003,438	9.0%
>75,000<=100,000	29,515	14.8%	£ 2,466,966,597	11.7%
>100,000<=150,000	43,512	21.8%	£ 5,333,125,991	25.1%
>150,000<=200,000	22,697	11.4%	£ 3,890,360,880	18.3%
>200,000<=250,000	10,211	5.1%	£ 2,350,446,819	10.8%
>250,000<=300,000	4,877	2.4%	£ 1,323,141,965	6.2%
>300,000<=350,000	2,633	1.3%	£ 844,900,620	4.0%
>350,000<=400,000	1,410	0.7%	£ 523,983,406	2.5%
>400,000<=450,000	854	0.4%	£ 360,422,510	1.7%
>450,000<=500,000	601	0.3%	£ 284,570,773	1.3%
>500,000<=600,000	574	0.3%	£ 307,273,298	1.4%
>600,000<=700,000	253	0.1%	£ 162,246,336	0.8%
>700,000<=800,000	118	0.1%	£ 89,146,959	0.4%
>800,000<=900,000	89	0.0%	£ 74,611,184	0.4%
>900,000<=1,000,000	43	0.0%	£ 40,381,065	0.2%
>1,000,000	4	0.0%	£ 4,007,662	0.0%
Total	199,524	100.0%	£ 21,269,178,914	100.0%

Abbey National Treasury Services plc €35bn Regulated Covered Bond Programme



Regional distribution	Number	% of total number	Amount (GBP)	% of total amount
East Anglia	7,607	3.8%	£ 757,456,585	3.6%
East Midlands	9,146	4.6%	£ 852,546,272	3.9%
London	12,759	6.4%	£ 2,112,713,536	9.9%
North	7,515	3.8%	£ 557,537,335	2.6%
North West	22,476	11.3%	£ 1,857,829,077	8.7%
Northern Ireland	13,629	6.8%	£ 1,093,029,591	5.0%
Outer Metro	20,969	10.5%	£ 3,002,800,748	14.1%
South East	40,431	20.3%	£ 5,183,931,736	24.4%
South West	16,345	8.2%	£ 1,620,265,508	8.6%
Scotland	14,383	7.2%	£ 1,154,263,698	5.4%
Wales	8,683	4.4%	£ 699,438,042	3.3%
West Midlands	12,366	6.2%	£ 1,136,740,203	5.3%
Yorkshire	13,316	6.7%	£ 1,084,546,485	5.1%
Total	199,524	100.00%	£ 21,269,178,914	100.00%

Repayment type	Number	% of total number	Amount (GBP)	% of total amount
Capital repayment	108,903	54.6%	£ 9,033,979,843	42.47%
Part-and-part	15,734	7.9%	£ 1,829,744,138	8.60%
Interest-only	46,545	23.3%	£ 6,437,611,397	30.27%
Offset	28,342	14.2%	£ 3,968,143,737	18.66%
Total	199,524	100.00%	£ 21,269,178,914	100.00%

Seasoning ⁽¹⁾	Number	% of total number	Amount (GBP)	% of total amount
0<=12 months	5,085	2.6%	£ 748,997,625	3.5%
>12<=24 months	6,622	3.3%	£ 810,237,153	3.8%
>24<=36 months	11,484	5.8%	£ 1,343,743,971	6.3%
>36<=48 months	19,823	9.9%	£ 2,272,139,262	10.7%
>48<=60 months	25,512	13.3%	£ 2,835,455,000	13.3%
>60<=72 months	41,117	20.6%	£ 5,681,709,695	26.7%
>72<=84 months	18,356	9.2%	£ 2,275,431,709	10.7%
>84<=96 months	14,664	7.4%	£ 1,539,983,947	7.2%
>96<=108 months	15,293	7.7%	£ 1,335,022,330	6.3%
>108<=120 months	13,759	6.9%	£ 943,713,150	4.4%
>120<=150 months	23,268	11.7%	£ 1,351,843,305	6.4%
>150<=180 months	2,056	1.0%	£ 110,718,012	0.5%
>180 months	475	0.2%	£ 20,183,153	0.1%
Total	199,524	100.00%	£ 21,269,178,914	100.00%

Interest payment type	Number	% of total number	Amount (GBP)	% of total amount
Fixed	44,363	22.2%	£ 4,764,625,538	22.4%
SVR	107,228	53.7%	£ 11,248,740,825	52.9%
Tracker	47,157	23.6%	£ 5,222,011,493	24.6%
Discount SVR or Unknown	776	0.4%	£ 33,800,958	0.2%
Total	199,524	100.00%	£ 21,269,178,914	100.00%

Loan purpose type	Number	% of total number	Amount (GBP)	% of total amount
Owner-occupied	199,004	99.7%	£ 21,207,881,067	99.7%
Buy-to-let	3	0.0%	£ 210,597	0.0%
Second home	517	0.3%	£ 81,086,351	0.3%
Total	199,524	100.00%	£ 21,269,178,914	100.00%

Income verification type	Number	% of total number	Amount (GBP)	% of total amount
Fully verified	115,971	57.9%	£ 11,495,517,185	54.1%
Fast-track	83,953	42.1%	£ 9,773,661,728	46.0%
Self-certified	0	0.0%	£ -	0.0%
Total	199,524	100.00%	£ 21,269,178,914	100.00%

Abbey National Treasury Services plc €35bn Regulated Covered Bond Programme



Programme triggers

Event (please list all triggers)	Summary of Event	Trigger (S&P, Moody's, Fitch, DBRS; short-term, long-term)	Trigger breached (yes/no)	Consequence of a trigger breach
Reserve Fund trigger	Loss of required rating by the Issuer	ST: -A-1+ / <P-1 / <F1 LT: - / - / <A	Yes (S&P)	Requirement to establish and maintain a reserve fund and also to trap any Available Revenue Receipts (in accordance with the relevant waterfall) as necessary to fund the Reserve Fund up to the Reserve Fund Required Amount.
Account Bank rating trigger	Loss of required rating by the Account Bank	ST: -A-1 / <P-1 / <F1 LT: - / - / <A	No	Termination of the Bank Account Agreement, unless the Account Bank does not, within 30 London Business Days, close the LLP Accounts and open replacement accounts with a financial institution having the required ratings or obtain a guarantee of its obligations under the Bank Account Agreement from a financial institution having the required ratings (provided also that rating agency confirmations are obtained). Note that the Cash Management Agreement still refers to an S&P trigger on the bank accounts of A-1+ if the amounts on deposit in the GIC Account exceed 20% of the sterling equivalent of the Covered Bonds then outstanding, in which case the Cash Manager shall transfer the excess to the stand-by accounts (however, the rating agency criteria do not require stand-by accounts any longer, which have therefore been terminated).
Collections account rating trigger - direct debit transfer to another bank	Loss of required rating by the Seller/Servicee re: collection accounts	ST: -A-2 / <P-2 / <F2 LT: -BBB+ / - / <BBB+	No	All further instructions by the Servicer to debit the accounts of Borrowers that are subject to direct debit bank mandates in favour of such collection accounts shall be made to another bank that has at least the required ratings or directly to the Account Bank.
Pre-Maturity Liquidity Test failure (applies to Hard Bullet Covered Bonds only and triggered only if the Final Maturity Date of any Series of Hard Bullet Covered Bonds occurs within 12 months)	Pre-Maturity Test will be breached if the Issuer's ratings fall below the required ratings and if the Final Maturity Date of any Series of Hard Bullet Covered Bonds occurs within 12 months	ST: -A-1 / <P-1 / <F1+ LT: - / <A2 / -	No	A Member (Santander UK or the Liquidation Member) may make a cash capital contribution to the LLP or the LLP shall offer to sell Loans in the Portfolio, such that the amount credited to the Pre-Maturity Liquidity Ledger is equal to the Required Redemption Amount for the relevant Series of Hard Bullet Covered Bonds (after taking into account the Required Redemption Amount for all other Series of Hard Bullet Covered Bonds which mature before or at the same time as that Series). No new Covered Bonds may be issued until the Pre-Maturity Test is no longer failed or the amount credited to the Pre-Maturity Liquidity Ledger is equal to the Required Redemption Amounts of all relevant Series of Hard Bullet Covered Bonds.
Supplemental Liquidity Event	Supplemental Liquidity Event occurs if the Issuer's ratings fall below the required ratings and if the Final Maturity Date of any Series of Hard Bullet Covered Bonds occurs within 12 months	ST: -A-1 / <P-1 / <F1+ LT: - / <A2 / -	No	The LLP is permitted (but not required) to sell Loans with the aim to fund or replenish the Supplemental Liquidity Reserve Ledger, up to the Supplemental Liquidity Reserve Amount.
Segregation of Customer Files and Title Deeds	Loss of required rating by the Servicer	ST: -A-1+ / <P-1 / <F1	Yes (S&P)	The Servicer shall use reasonable endeavours to ensure that the Customer Files and Title Deeds (unless they relate to dematerialised loans) are located separately from the customer files and title deeds of other properties and mortgages which do not form part of the Portfolio.
Modification to the sizing of the Flexible Plus Loans factor in the Asset Coverage Test	Loss of required rating by the Issuer	ST: -A-2 / - / <F1 LT: -BBB+ / <A2 / <A	No	Factor "V" in the Asset Coverage Test calculation is sized as 100% of the sum of the aggregate cleared credit balances in respect of Flexible Plus Loans in the Portfolio as at the relevant Calculation Date.
Modification to the sizing of the depositor set-off risk percentage in the Asset Coverage Test	Loss of required rating by the Issuer	ST: -A-2 / - / <F1 LT: -BBB+ / <A2 / <A	No	Factor "W" for the sizing of the depositor set-off risk in the Asset Coverage Test is increased from 0 to 4% or such other percentage as determined from time to time. This percentage is subject to a review on each Calculation Date once the Issuer is below these required ratings.
Interest Rate Swap provider (ANTS) rating triggers	Loss of required rating by the Interest Rate Swap Provider	ST: - / - / <F1 LT: -A / <A3 / <A	No	Requirement to post collateral in accordance with the Credit Support Annex, and use reasonable efforts to (a) transfer to an appropriately rated replacement third party, (b) procure a guarantee from an appropriately rated third party, or (c) take such other action as would maintain or restore the ratings of the relevant Covered Bonds. The rating triggers shown on the left are the first level of triggers for S&P and Fitch but this is the only trigger for Moody's. A subsequent trigger exists for S&P for loss of BBB+ (LT) and for Fitch for loss of F3 (ST) / BBB- (LT). Remedial actions include posting / continuing to post collateral and taking any of the actions outlined at (a) to (c) above. For the purposes of the S&P rating criteria, "Replacement Option 1" currently applies.
Covered Bond Swap provider (ANTS) rating triggers	Loss of required rating by ANTS as Covered Bond Swap Provider	ST: -A-1 / <P-1 / <F1 LT: -A / <A2 / <A	No	Requirement to post collateral in accordance with the Credit Support Annex, and use reasonable efforts to (a) transfer to an appropriately rated replacement third party, (b) procure a guarantee from an appropriately rated third party, or (c) take such other action as would maintain or restore the ratings of the relevant Covered Bonds. The rating triggers shown are on the left the first level of triggers for Moody's and Fitch but this is the only trigger for S&P. A subsequent trigger exists for Moody's for loss of P-2 (ST) / A3 (LT). A First Subsequent Rating Event for Fitch exist for loss of F2 (ST) / BBB+ (LT) and a Second Subsequent Rating Event for Fitch exists for loss of F3 (ST) / BBB- (LT). Remedial actions include posting / continuing to post collateral and taking any of the actions outlined at (a) to (c) above.
Covered Bond Swap Provider rating triggers - Barclays Series 1 only Note: For Fitch, the event is triggered only if coupled with the downgrade or placing on credit watch negative of the then current rating of the Series 1 of Covered Bonds.	Loss of required rating by Barclays Bank plc in respect of Series 1	ST: -A-1 / <P-1 / <F1 LT: -A / <A1 / <A+	No	Requirement to post collateral in accordance with the Credit Support Annex and (a) transfer to an appropriately rated replacement third party, (b) procure a guarantee from an appropriately rated third party, or (c) take such other action as would maintain or restore the ratings of the relevant Covered Bonds. For a Fitch downgrade, note that the event is triggered and action needs to be taken only if the relevant Series 1 of the Covered Bonds has also been downgraded or placed on credit watch negative as a result of the downgrade of the Covered Bond Swap provider. The rating triggers shown on the left are the first level of triggers for all rating agencies.
Covered Bond Swap Provider rating triggers - Barclays Series 3, BNP Paribas, Citibank, Deutsche Bank and RBS Note: For Fitch and S&P, the event is triggered only if coupled with the downgrade or placing on credit watch negative of the then current rating of the relevant Series of Covered Bonds.	Loss of required rating by the relevant Covered Bond Swap provider	ST: -A-1+ / <P-1 / <F1 LT: - / <A1 / <A+	Yes	A subsequent trigger exists for Moody's for loss of P-2 (ST) / A3 (LT) and for S&P for loss of A- (LT). A First Requirement to (a) post collateral in accordance with the Credit Support Annex or (b) transfer to an appropriately rated replacement third party, (c) procure a guarantee from an appropriately rated third party, or (d) take such other action as would maintain or restore the ratings of the relevant Covered Bonds. For Fitch on S&P downgrades, note that the event is triggered and action needs to be taken only if the relevant Series of Covered Bonds has also been downgraded or placed on credit watch negative as a result of the downgrade of the Covered Bond Swap provider. The rating triggers shown on the left are the first level of triggers for all rating agencies. A subsequent trigger exists for Moody's for loss of P-2 (ST) / A3 (LT) and for S&P for loss of BBB- (LT). A First Subsequent Rating Event for Fitch exist for loss of F2 (ST) / BBB+ (LT) and a Second Subsequent Rating Event for Fitch exists for loss of F3 (ST) / BBB- (LT). Remedial actions include posting / continuing to post collateral and taking any of the actions outlined at (b) to (d) above.
Assignment of legal title to the Loans trigger	Loss of required rating by the Seller	LT: -BBB- / <Baa3 / <BBB-	No	Completion of the legal assignment of the Loans to the LLP by the Seller within 20 London Business Days.
Cash Manager calculation verification trigger	Loss of required rating by the Cash Manager or the Issuer	LT: -BBB- / <Baa3 / <BBB-	No	Asset Monitor to report on arithmetic accuracy of Cash Manager's calculations (regarding the Asset Coverage Test and the Amortisation Test) more frequently (in respect of every Calculation Date).
Servicer replacement trigger	Loss of required rating by the Servicer	LT: -BBB- / <Baa3 / <BBB-	No	The Servicer will use reasonable endeavours to enter into, within 60 days, a replacement servicing agreement with a third party in such form as the LLP and the Security Trustee shall reasonably require.

The table above is a summary only. Investors are 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 applicable to such roles.

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Non-Rating Triggers

Event	Description of Trigger	Consequence if Trigger Breached
Issuer Event of Default	Any of the conditions, events or acts provided in Condition 9.1 of the Prospectus –>Abbey Events of default	Covered Bonds will become immediately due and payable against the Issuer and a Notice to Pay will be served on the LLP. Subsequent recoveries from the Issuer are held by the LLP as security and the LLP will then be required to make payments of Guaranteed Amounts in accordance with the original payment schedule.
Interest Rate Shortfall test	The amount of income that the LLP expects to receive in the next LLP Payment Period is insufficient to cover the would be amounts due under the Intercompany Loan and to the Covered Bond Swap Provider(s) and other senior expenses ranking in priority thereto.	Standard variable rate and other discretionary rates and/or margins will be increased.
Asset Coverage Test	On a Calculation Date, the Adjusted Aggregate Loan Amount is less than the Principal Amount Outstanding of Covered Bonds	Breach of Asset Coverage Test not remedied on the next Calculation Date will result in the issuance of a Asset Coverage breach notice and if not rectified by the 3rd calculation date after the issuance of the breach notice an Issuer Event of Default will occur.
LLP Event of Default	Any of the conditions, events or acts provided in Condition 9.2 of the Prospectus –LLP Events of default	Covered Bonds will become immediately due and payable against the LLP. Security becomes enforceable.
Yield Shortfall Test	Following an Abbey Event of Default, the Loans must yield LIBOR plus 0.15%.	Standard variable rate and other discretionary rates and/or margins will be increased.
Amortisation Test	Following a Notice to Pay, the Amortisation Test Aggregate Loan Amount will be in an amount at least equal to the Sterling Equivalent of the aggregate Principal Amount Outstanding of the Covered Bonds.	LLP Event of Default will occur.

Glossary:

Arrears	For the purposes of the Asset Coverage Test, arrears are calculated in accordance with standard market practice in the UK. A mortgage is identified as being in arrears when, on any due date, the overdue amounts which were due on previous due dates equal, in the aggregate, one or more full monthly payments. In making an arrears determination, the servicer calculates as of the date of determination the difference between the sum of all monthly payments that were due and payable by a borrower on any due date up to that date of determination (less the aggregate amount of all authorised underpayments made by such borrower up to such date of determination) and the sum of all payments actually made by that borrower up to that date of determination. If the result arrived at by dividing that difference (if any) by the amount of the required current monthly payment equals or exceeds 1 the account is deemed to be in arrears. Arrears classification is determined based on the number of equivalent full current monthly payments that have been missed. A borrower that has missed payments that in the aggregate equal or exceeding 2 monthly payments (but for which the aggregate of missed payments is less than 3 monthly payments) would be classified as being 2 to <3 months in arrears, and so on. An account is treated as being in default if it is 3 or more months in arrears.
Amount / Current Balance (GBP)	In relation to any Loan at any date (the current balance determination date), the aggregate at such date (but avoiding double counting) of: (i) the Initial Advance; (ii) Further Advances and/or Flexible Loan Drawings; (iii) Capitalised Expenses; (iv) Capitalised Interest; and (v) all expenses, charges, fees, premium or payment due and owing by the Borrower which have not yet been capitalised. In each case relating to such Loan less all prepayments, repayments or payments of any of the foregoing made on or prior to the amount balance determination date; and in relation to any Mortgage Account at the amount balance determination date, the aggregate at such date of the Amount balance in respect of each Loan comprised in the relevant Mortgage Account
Default	Default is defined as a property having been taken into possession.

Footnotes:

⁽¹⁾ There are no minimum rating requirements on the issuer, although its ratings are linked to certain programme triggers - see the Programme Triggers section.

⁽²⁾ For triggers relating to the swap providers on the cover pool the rating trigger disclosed is the next trigger point - there may be subsequent triggers and these are detailed in the relevant swap agreement. For triggers relating to the covered bond swaps, see table "Programme Triggers"

⁽³⁾ The interest rate swap notional is the sum of all interest rate swap notionals as at the start of the Calculation Period. Note that under an Amendment Agreement dated 24 December 2012, the interest rate swaps may be consolidated into one "cover pool swap" at a future date, at the LLP's election.

⁽⁴⁾ LLP receive/pay margins are an average across all interest rate swaps

⁽⁵⁾ The Supplemental Liquidity Reserve is calculated as 5% multiplied by the sterling equivalent of the outstanding covered bonds multiplied by the minimum level of over-collateralisation required (i.e. approximately a factor of 1.15)

⁽⁶⁾ This discount is set to zero while ever the issuer is rated at least BBB+/A-2 by S&P, A2 by Moody's and A/F1 by Fitch and thereafter equals 100% of cleared credit balances with respect to Flexible Plus offset accounts

⁽⁷⁾ This discount is set to zero while ever the issuer is rated at least BBB+/A-2 by S&P, A2 by Moody's and A/F1 by Fitch and thereafter equals 0.85% of the aggregate outstanding principal balance of the loans in the cover pool

⁽⁸⁾ A(a) is calculated as the lower of (i) the current balance of the loan, and (ii) the indexed valuation of the loan multiplied by 0.75 for non-defaulted loans, 0.4 for defaulted loans with ILTV<=75%, 0.25 for defaulted loans with ILTV>75%.

A(b) is calculated as the Asset Percentage multiplied by the lower of (i) the current balance of the loan, and (ii) the indexed valuation of the loan multiplied by 1 for non-defaulted loans, 0.4 for defaulted loans with ILTV<=75%, 0.25 for defaulted loans with ILTV>75%.

⁽⁹⁾ The Constant Default Rate is not applicable to revolving programmes.

⁽¹⁰⁾ Source: Fitch press release "Fitch Affirms Abbey's Covered Bonds at 'AAA'; Outlook Stable, Following Programme Update" dated November 2013

⁽¹¹⁾ Source: Moody's performance report dated September 2013

⁽¹²⁾ Margins are reported based on the index rate, therefore fixed are reported at the fixed rate, trackers are reported over BBR (0.5%) and variable over SVR (4.74%).

⁽¹³⁾ Data is presented on an account level basis.

⁽¹⁴⁾ The Arrears breakdown table excludes accounts in possession.

⁽¹⁵⁾ Seasoning is the age of the loan at the report date in months based on the main mortgage completion date. Main mortgage completion date means the date the borrower first took out a loan on the secured property. The initial loan may have been repaid and replaced by subsequent lending under the same mortgage.

⁽¹⁶⁾ Employment status is as at completion date.

⁽¹⁷⁾ This category includes historical accounts where data was not retained on the system.

⁽¹⁸⁾ The nominal level of over collateralisation test includes the principal ledger held within the GIC account as at the calculation date