



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. 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.
Servicer Cash Manager Each Start-up Loan Provider	Santander UK Santander UK Santander UK	A / A2 / A A / A2 / A A / A2 / A	F1 / P-1 / A-1 F1 / P-1 / A-1 F1 / P-1 / A-1	F1 / P-1 / A-1	
Funding Account Bank A	Bank of New York Mellon	AA / Aa2 / AA-	F1+ / P1 / A-1+	A or F1 / P-1 / A or A-1 (or A+ if no ST rating)	Termination of role and transfer of Funding Transaction Account to a financial institution having the required ratings, unless within 30 London Business Days: (a) a guarantee of the Account Bank A's obligations is obtained from a financial institution having the required ratings; or (b) such other actions required by the Rating Agencies are taken to ensure that the ratings assigned to the outstanding Rated Notes are not adversely affected.
Funding Account Bank B	Santander UK	A / A2 / A	F1 / P-1 / A-1	A or F1 / P-1 / A or A-1 (or A+ if no ST rating)	Termination of role and transfer of Funding GIC Account to a financial institution having the required ratings, unless within 30 London Business Days: (a) a guarantee of the Account Bank B's obligations is obtained from a financial institution having the required ratings; or (b) such other actions required by the Rating Agencies are taken to ensure that the ratings assigned to the outstanding Rated Notes are not adversely affected. If certain conditions are met pursuant to the Panel Bank Guidelines (see Schedule 5 to the Cash Management Agreement) a limited amount of cash may be kept with Santander UK as an Eligible Bank when it is rated below A or F1 / P-1 / A or A-, but no lower than F2 and BBB+ / P-2 / A-2 and BBB+.
Mortgage Trust Account Bank	Santander UK	A / A2 / A	F1 / P-1 / A-1	BBB+ or F2 / P-2 / BBB+ or A-2  A or F1 / P-1 / A or A-1 (or A+ if no ST rating)  A or A-1 (or A+ if no ST rating) (S&P)	Termination of role and transfer of Mortgages Trustee GIC Account to a financial institution rated A and F1 / P-1 / A and A-1 (or A+ if no ST rating), unless within 30 London Business Days: (a) the rights and obligations in respect of the provision of the Mortgages Trustee GIC Account are transferred to a financial institution rated A and F1 / P-1 / A and A-1 (or A+ if no ST rating); or (b) a guarantee from a financial institution rated A and F1 / P-1 / A and A-1 (or A+ if no ST rating) is obtained; or (c) such other action required by the Rating Agencies is taken to ensure that the ratings assigned to the outstanding Rated Notes are not adversely affected, and for each of the remedial actions above, a confirmation from the Rating Agencies that the outstanding Rated Notes will not be downgraded is also required.  Termination of role and transfer of Mortgages Trustee GIC Account to a financial institution rated A and F1 / P-1 / A and A-1 (or A+ if no ST rating), unless within 60 London Business Days: (a) a stand-by arrangement is put in place in respect of the Mortgages Trustee GIC Account with a financial institution rated A and F1 / P-1 / A and A-1 (or A+ if no ST rating); or (b) such other action required by the Rating Agencies is taken to ensure that the ratings assigned to the outstanding Rated Notes are not adversely affected, and for each of the remedial actions above, a confirmation from the Rating Agencies that the outstanding Rated Notes will not be downgraded is also required.  Termination of role and transfer of Mortgages Trustee GIC Account to a financial institution rated A and F1 / P-1 / A and A-1 (or A+ if no ST rating), unless within 60 London Business Days: (a) the Excess Amount (being the amount by which the monies collected by the Servicer in respect of the Loans and standing to the credit of the Mortgages Trustee GIC Account exceed 5% of the Funding Share) is transferred to a financial institution rated A and A-1 (or A+ if no ST rating) by S&P; or (b) such other action required by the Rating Agencies is taken to ensure that the ratings assigned to the outstanding Rated Notes are not adversely affected, and for each of the remedial actions above, a confirmation from the Rating Agencies that the outstanding Rated Notes will not be downgraded is also required.
Issuer Account Bank	Santander UK	A / A2 / A	F1 / P-1 / A-1	F1 / P-1 / A or A-1 (or A+ if no ST rating)	Termination of Issuer Bank Account Agreement and closure of account, unless within 30 London Business Days: (a) the relevant Master Issuer Transaction Account and rights and obligations of the Issuer Account Bank are transferred to a financial institution rated A and F1 / P-1 / A and A-1 (or A+ if no ST rating); (b) a guarantee of the Issuer Account Bank's obligations is obtained from a financial institution having the above ratings; or (c) such other actions are taken to ensure that the ratings assigned to the outstanding issuing entity rated notes are not adversely affected, and for each of the remedial actions above, a confirmation from the Rating Agencies that the outstanding Rated Notes will not be downgraded is also required.
Funding Swap Provider	Santander UK	A / A2 / A	F1 / P-1 / A-1	A or F1 / A2 or P-1 (or A1 if no ST rating) / A or A-1 (A+ if 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.
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 1/6 of the 2012-1 Class A3 Notes and the 2012-4 Class A 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 *except that for the 2012-4 Class A Notes the collateral posting trigger is only A3 for Moody's. Further remedial action required as above *except that for the 2012-4 Class A Notes the collateral posting trigger is only A3 for Moody's.
	Natixis  (in respect of 5/12 of the 2012-1 Class A3 Notes)	A / A2 / A	F1 / P-1 / A-1	A or F1 / A2 or P-1 (or A1 if no ST rating) / A or A-1 (A+ if no ST rating) BBB- or F3 / A3 or P-2 (A3 if no ST rating) / BBB+	Remedial action required as above. Further remedial action required as above.
Paying Agent and related roles	Bank of New York Mellon	AA / Aa2 / AA-	F1+ / P1 / A-1+		
Corporate Services Provider	Wilmington Trust SP Services (London) Limited				
Note Trustee and Security Trustee	Bank of New York Mellon				

The table above is a brief overview only. For a more detailed summary, please consult pages 60 to 68 (Rating Triggers Table) of the base prospectus. Investors are also advised to consult the underlying Transaction Documents to understand the precise legal terms and conditions associated with the roles listed above and the rating triggers summarised above.

## COLLATERAL REPORT

Mortgage Loan Profile	
Original number of Mortgage Loans in Pool	115,191
Original current value of Mortgage Loans in Pool	£ 6,399,214,138
Current number of Mortgage Loans in Pool at 28 February 2014	116,185
Current £ value of Mortgage Loans in Pool at 28 February 2014	£ 11,529,003,568
Weighted Average Yield on 10 February 2014	3.47%

Trust Assets	
Current value of Loans in Portfolio at 10 February 2014	11,652,736,575.07
Last months closing trust assets at 08 January 2014	12,327,268,940.21
Mortgage collections - Interest on 10 February 2014	36,304,797.41
Mortgage collections - Principal (Scheduled) on 10 February 2014	82,346,808.47
Mortgage collections - Principal (Unscheduled) on 10 February 2014	168,248,823.36
Principal Ledger as calculated on 10 February 2014	250,595,631.83
Funding Share as calculated on 10 February 2014	10,389,157,371.92
Funding Share % as calculated on 10 February 2014	89.15637%
Seller Share as calculated on 10 February 2014	1,263,579,203.15
Seller Share % as calculated on 10 February 2014	10.84363%
Minimum Seller Share (Amount) on 10 February 2014	
W	289,559,106.00
X	512,720,409.00
Y	208,722,329.00
Z	-
AA	125,690.00
W + X + Y + Z + AA =	1,011,127,534.00
Minimum Seller Share (% of total) on 10 February 2014	8.67717%

\*The figure above omits a small portion of the Portfolio, roughly 1.28% of the Portfolio, which is recorded on separate data system for which this information is presently unavailable\*

Arrears Analysis of Non Repossessed Mortgage Loans at 28 February 2014	Number	Current balance £	Arrears £	By Number %	By current balance %
Less than 1 month in arrears	114,328	11,307,572,553	-	98.40	98.08
1<=2 months in arrears	1,625	193,738,533	1,317,877	1.40	1.68
2<=3 months in arrears	216	25,670,840	315,793	0.19	0.22
3<=4 months in arrears	8	814,017	12,774	0.01	0.01
4<=5 months in arrears	2	134,370	5,239	-	-
5<=6 months in arrears	1	171,368	728	-	-
6<=7 months in arrears	2	491,800	7,516	-	-
7<=8 months in arrears	-	-	-	-	-
8<=9 months in arrears	-	-	-	-	-
9<=10 months in arrears	1	166,889	6,257	-	-
10<=11 months in arrears	-	-	-	-	-
11<=12 months in arrears	1	106,886	982	-	-
More than 12 months in arrears	1	136,312	3,359	-	-
<b>Total</b>	<b>116,185</b>	<b>11,529,003,568</b>	<b>1,670,525</b>	<b>100.00</b>	<b>100.00</b>

Due to the recent programme changes on Holmes, on the 10/02/2014 we repurchased all the mortgages that were in arrears for 2 months and greater.

Arrears Capitalised at 28 February 2014	Number	Amount £
Capitalisation cases (in month)	11	2,010,531
Capitalisation cases (cumulative) *	2,052	210,582,128

\*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 28 February 2014	Number	Loss Amount £
Total loss on sale brought forward	2,217	70,982,787
Losses recorded this period	6	495,640
Total loss on sale carried forward	2,223	71,478,427
Recoveries	37	9,228

Properties in Possession at 28 February 2014	Number	Current balance £
Total properties in possession since inception	4,518	528,636,232
Repossessed (in month)*	37	5,226,878
Sold (in month)	8	1,746,107
Current number in possession	-	-
Total properties sold since inception	4,518	528,636,232

\*Of the 45 accounts in possession in January 2014, 37 accounts were repurchased as part of the programme changes mentioned within the arrears analysis table above and the remaining 8 accounts were sold. This explains the negative movement noted.

Product Breakdown (By Balance)	of accounts	% by number	Current balance £	% by balance
Discounted SVR Loans	630	0.54	25,737,566	0.22
Fixed Rate Loans	18,023	15.51	1,790,578,755	15.53
Bank of England Base Rate Tracker Loans	41,481	35.70	4,327,602,257	37.54
Standard Variable Loans	56,050	48.24	5,385,084,745	46.71
Unknown	1	-	246	-
<b>Total</b>	<b>116,185</b>	<b>100.00</b>	<b>11,529,003,568</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	51,068	43.95	6,631,760,915	57.52
Repayment	65,117	56.05	4,897,242,653	42.48
<b>Total</b>	<b>116,185</b>	<b>100.00</b>	<b>11,529,003,568</b>	<b>100.00</b>

Use Of Proceeds (By Balance)	Number of accounts	% by number	Current balance £	% by balance
Remortgage	65,701	56.55	6,130,901,045	53.18
House purchase	46,376	39.92	5,252,887,299	45.56
Unknown	4,108	3.54	145,215,224	1.26
<b>Total</b>	<b>116,185</b>	<b>100.00</b>	<b>11,529,003,568</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	37,763	32.50	998,897,105	8.66
>50,000 to <=100,000	32,540	28.01	2,383,437,807	20.67
>100,000 to <=150,000	21,773	18.74	2,674,653,363	23.20
>150,000 to <=200,000	12,195	10.50	2,093,679,378	18.16
>200,000 to <=250,000	5,675	4.88	1,255,801,090	10.89
>250,000 to <=300,000	2,663	2.29	722,929,383	6.27
>300,000 to <=350,000	1,491	1.28	479,020,843	4.15
>350,000 to <=400,000	825	0.71	306,330,148	2.66
>400,000 to <=450,000	475	0.41	199,588,338	1.73
>450,000 to <=500,000	353	0.30	166,817,199	1.45
>500,000 to <=550,000	199	0.17	102,544,710	0.89
>550,000 to <=600,000	89	0.08	50,781,474	0.44
>600,000 to <=650,000	72	0.06	44,671,608	0.39
>650,000 to <=700,000	39	0.03	26,024,917	0.23
>700,000 to <=750,000	31	0.03	22,323,946	0.19
> 750,000	2	-	1,502,259	0.01
<b>Total</b>	<b>116,185</b>	<b>100.00</b>	<b>11,529,003,568</b>	<b>100.00</b>

As at the report date, the maximum loan size was £ 752,181.25, the minimum loan size was £ -47,672.85 and the average loan size was £ 99,229.71.

Geographical Analysis By Region	Number of accounts	% by number	Current balance £	% by balance
East Anglia	4,661	4.01	438,765,957	3.81
East Midlands	5,353	4.61	444,206,338	3.85
London	22,009	18.94	2,963,276,953	25.70
North	4,493	3.87	319,465,961	2.77
North West	14,385	12.38	1,109,230,993	9.62
Scotland	9,356	8.05	684,610,887	5.94
Sout East (Excluding London)	25,534	21.98	2,960,909,971	25.68
South West	9,724	8.37	1,007,384,309	8.74
Yorks And Humberside	5,188	4.47	398,038,525	3.45
Wales	7,522	6.47	620,370,479	5.38
West Midlands	7,958	6.85	582,726,276	5.05
Unknown	2	-	16,919	-
<b>Total</b>	<b>116,185</b>	<b>100.00</b>	<b>11,529,003,568</b>	<b>100.00</b>

Substitution, redemptions and repurchases during period 1st February 2014 - 28th February 2014	Number of accounts this period	Current balance this period £
Substitution & Top up	0	0
Redeemed this period	1,405	146,536,137
Repurchases this period (including arrears)*	4,313	503,803,412
Arrears repurchased this period*	3,506	413,285,825
Cumulative arrears repurchased*	3,506	413,285,825

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

CPR Analysis*	1 Month %	1 Month Annualised %	3 Month Average %	3 Month Annualised %	12 Month Average %
Total (including unscheduled repayments and repurchases from the Mortgages Trust)					
Current month	2.03%	21.84%	2.00%	21.90%	25.22%
Previous month	1.94%	20.96%	2.07%	22.62%	25.25%
Unscheduled repayments and repurchases from the Mortgages Trust only					
Current month	1.36%	15.20%	1.35%	15.26%	18.26%
Previous month	1.30%	14.55%	1.44%	16.23%	18.54%

\*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	17,436	15.01	951,381,496	8.25
>= 5 to < 10	24,370	20.98	1,770,323,089	15.36
>= 10 to < 15	30,037	25.85	2,956,227,949	25.64
>=15 to < 20	30,674	26.40	3,995,755,369	34.66
>= 20 to < 25	10,959	9.43	1,458,086,550	12.65
>= 25 to < 30	1,455	1.25	214,230,339	1.86
>= 30 to < 35	1,248	1.07	182,440,515	1.58
>= 35 to < 40	6	0.01	558,262	-
>= 40 to < 45	0	-	-	-
>= 45	0	-	-	-
Unknown	0	-	-	-
<b>Total</b>	<b>116,185</b>	<b>100.00</b>	<b>11,529,003,568</b>	<b>100.00</b>

As at the report date, the maximum remaining term for a loan was 445.00 months, the minimum remaining term was 0.00 months and the weighted average remaining term was 175.27 months.

Seasoning	Number of accounts	% by number	Current balance £	% by balance
0 to <6	-	-	-	-
>= 6 to < 12	-	-	-	-
>= 12 to < 18	2,061	1.77	257,262,872	2.23
>= 18 to < 24	4,146	3.57	505,451,264	4.38
>= 24 to < 30	1,684	1.45	215,262,794	1.87
>= 30 to < 36	2,845	2.45	345,745,046	3.00
>= 36 to < 42	2,789	2.40	328,851,383	2.85
>= 42 to < 48	2,864	2.47	337,234,248	2.93
>=48 to < 54	1,579	1.36	184,828,575	1.60
>=54 to < 60	4,411	3.80	428,484,246	3.72
>= 60 to < 66	3,495	3.01	415,501,523	3.60
>= 66 to < 72	5,756	4.95	823,845,432	7.15
>= 72 to < 78	8,548	7.36	1,204,175,778	10.44
>= 78 to < 84	10,892	9.37	1,324,412,843	11.49
>= 84 to < 90	8,346	7.18	926,849,169	8.04
>= 90 to < 96	9,163	7.89	932,604,800	8.09
>= 96 to < 102	5,493	4.73	516,611,561	4.48
>= 102 to < 108	4,903	4.22	433,383,961	3.76
>= 108 to < 114	3,998	3.44	323,989,284	2.81
>= 114 to < 120	5,317	4.58	390,565,357	3.39
>= 120 to < 126	5,449	4.69	393,500,777	3.41
>= 126 to < 132	4,141	3.56	279,093,293	2.42
>= 132 to < 138	4,777	4.11	287,534,870	2.49
>= 138 to < 144	2,784	2.40	162,308,326	1.41
>= 144 to < 150	2,564	2.21	152,644,289	1.32
>= 150 to < 156	1,798	1.55	97,319,109	0.84
>= 156 to < 162	848	0.73	42,851,548	0.37
>= 162 to < 168	805	0.69	38,585,459	0.33
>= 168 to < 174	765	0.66	30,825,466	0.27
>= 174 to < 180	654	0.56	28,282,671	0.25
>= 180	3,310	2.85	120,997,626	1.05
<b>Total</b>	<b>116,185</b>	<b>100.00</b>	<b>11,529,003,568</b>	<b>100.00</b>

As at the report date, the maximum seasoning for a loan was 222.00 months, the minimum seasoning was 15.00 months and the weighted average seasoning was 81.99 months.

Indexed Current Loan to Value	Number of accounts	% by number	Current balance £	% by balance
Using current capital balance and HPI indexed latest valuation				
>0% =<25%	30,505	26.26	955,120,136	8.28
>25% =<50%	33,863	29.15	2,811,065,530	24.38
>50% =<75%	31,832	27.40	4,360,046,339	37.82
>75% =<80%	5,981	5.15	942,248,334	8.17
>80% =<85%	4,390	3.78	719,856,907	6.24
>85% =<90%	3,398	2.92	597,332,534	5.18
>90% =<95%	3,504	3.02	653,758,749	5.67
>95%	2,647	2.28	489,618,677	4.25
Unknown	65	0.06	(43,638)	-
<b>Total</b>	<b>116,185</b>	<b>100.00</b>	<b>11,529,003,568</b>	<b>100.00</b>

As at the report date, the maximum indexed LTV was 176.64, the minimum indexed LTV was 0.00 and the weighted average indexed LTV was 60.24.

Loan to Value at Last Valuation	Number of accounts	% by number	Current balance £	% by balance
Using current capital balance and unindexed latest valuation				
>0% =<25%	25,118	21.62	711,174,820	6.17
>25% =<50%	30,836	26.54	2,389,096,555	20.72
>50% =<75%	36,653	31.55	4,680,820,748	40.60
>75% =<80%	7,572	6.52	1,183,120,725	10.26
>80% =<85%	5,677	4.89	919,426,918	7.97
>85% =<90%	4,978	4.28	846,616,715	7.34
>90% =<95%	2,979	2.56	510,861,215	4.43
>95%	2,372	2.04	287,885,873	2.50
Unknown	-	-	-	-
<b>Total</b>	<b>116,185</b>	<b>100.00</b>	<b>11,529,003,568</b>	<b>100.00</b>

As at the report date, the maximum unindexed LTV was 218.84, the minimum unindexed LTV was 0.00 and the weighted average unindexed LTV was 62.62.

Original Loan to Value at Last Valuation	Number of accounts	% by number	Current balance £	% by balance
Using original balance and valuation amount				
>0% =<25%	9,555	8.22	395,496,879	3.43
>25% =<50%	28,221	24.29	1,833,647,492	15.90
>50% =<75%	40,752	35.08	4,389,144,328	38.07
>75% =<80%	9,772	8.41	1,305,381,228	11.32
>80% =<85%	8,105	6.98	1,122,905,834	9.74
>85% =<90%	11,578	9.97	1,597,503,528	13.86
>90% =<95%	8,202	7.06	884,924,280	7.68
>95%	-	-	-	-
Unknown	-	-	-	-
<b>Total</b>	<b>116,185</b>	<b>100</b>	<b>11,529,003,568</b>	<b>100.00</b>

As at the report date, the maximum original LTV was 95.00, the minimum LTV at origination was 0.20 and the weighted average LTV at origination was 67.34.

## LOAN NOTE REPORT

Report Period 15th January 2014 - 15th April 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	US43641NBB91	A-1+/P-1/F1+	A-1+/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	(640,031,057)	259,968,943	3M USD LIBOR	1.40%	1.63890%	15/01/2014-15/04/2014	15/04/2014	1,065,158	Apr-2014	Oct-2054	Sched AM
A3	XS0557834891	XS0557834974	AAA/Aaa/AAA	AAA/Aaa/AAA	EUR	0.88	500,000,000	(355,572,809)	144,427,191	3M EURIBOR	1.40%	1.68200%	15/01/2014-15/04/2014	15/04/2014	607,316	Apr-2014	Oct-2054	Sched AM
A4	XS0557835195	XS0557835278	AAA/Aaa/AAA	AAA/Aaa/AAA	EUR	0.88	750,000,000	0	750,000,000	3M EURIBOR	1.50%	1.78200%	15/01/2014-15/04/2014	15/04/2014	3,341,250	Jan-2016	Oct-2054	Sched AM
A5	XS0557835351	XS0557835435	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	375,000,000	0	375,000,000	GBP FIXED	0.00%	4.00900%	15/10/2013-15/04/2014	15/04/2014	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%	1.41938%	15/01/2014-15/04/2014	15/04/2014	2,099,905	n/a	Oct-2054	P-Through

Closing Date 09/02/2011

Series 2011-1 Notes

2011-1	ISIN (Reg S)	ISIN (144a)	Current Ratings S&P/Moody's/Fitch	Original Ratings S&P/Moody's/Fitch	Currency	Applicable Exchange Rate	Original Balance	Repaid	Outstanding	Reference rate	Margin p.a.%	Current interest rate p.a.%	Accrual Period	Next coupon date	Interest next coupon	Step up Date	Legal Maturity	Bond Type
A1	XS0590150362	US43641NBD57	A-1+/P-1/F1+	A-1+/P-1/F1+	USD	1.62	500,000,000	(500,000,000)	0	1M USD LIBOR	0.14%	-	-	-	-	n/a	Jan-2012	Bullet
A2	XS0590150529	US43641NBE31	AAA/Aaa/AAA	AAA/Aaa/AAA	USD	1.62	700,000,000	(382,977,629)	317,022,371	3M USD LIBOR	1.35%	1.58890%	15/01/2014-15/04/2014	15/04/2014	1,259,292	Jul-2014	Oct-2054	Sched AM
A3	XS0590150446	XS0590402276	AAA/Aaa/AAA	AAA/Aaa/AAA	EUR	0.85	650,000,000	(355,622,083)	294,377,917	3M EURIBOR	1.35%	1.63200%	15/01/2014-15/04/2014	15/04/2014	1,201,062	Jul-2014	Oct-2054	Sched AM
A4	XS0590150792	XS0590292073	AAA/Aaa/AAA	AAA/Aaa/AAA	EUR	0.85	500,000,000	0	500,000,000	3M EURIBOR	1.45%	1.73200%	15/01/2014-15/04/2014	15/04/2014	2,165,000	Apr-2016	Oct-2054	Sched AM
A5	XS0590150875	XS0590296223	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	325,000,000	0	325,000,000	3M GBP LIBOR	1.45%	1.96938%	15/01/2014-15/04/2014	15/04/2014	1,578,202	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%	1.41938%	15/01/2014-15/04/2014	15/04/2014	1,574,928	n/a	Oct-2054	P-Through

Closing Date 25/03/2011

Series 2011-2 Notes

2011-2	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	XS0608362058	n/a	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	250,000,000	(113,277,724)	136,722,276	3M GBP LIBOR	1.16%	1.67938%	15/01/2014-15/04/2014	15/04/2014	566,158	Jul-2014	Oct-2054	Sched AM

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	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	(519,816,787)	1,480,183,213	3M USD LIBOR	1.55%	1.78890%	15/01/2014-15/04/2014	15/04/2014	6,619,749	Jan-2015	Oct-2054	Sched AM
A3	XS0679918853	XS0679922889	AAA/Aaa/AAA	AAA/Aaa/AAA	EUR	0.87	200,000,000	(51,981,679)	148,018,321	3M EURIBOR	1.40%	1.68200%	15/01/2014-15/04/2014	15/04/2014	622,417	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%	2.16938%	15/01/2014-15/04/2014	15/04/2014	882,611	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	-	3.61500%	15/01/2014-15/07/2014	15/07/2014	8,432,751	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%	1.98890%	15/01/2014-15/04/2014	15/04/2014	1,243,063	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-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	(98,081,023)	401,918,977	3M USD LIBOR	1.65%	1.88890%	15/01/2014-15/04/2014	15/04/2014	1,897,962	Apr-2015	Oct-2054	Sched AM
A3	XS0736398834	XS0739241205	AAA/Aaa/AAA	AAA/Aaa/AAA	EUR	0.83	1,200,000,000	(235,394,456)	964,605,544	3M EURIBOR	1.55%	1.83200%	15/01/2014-15/04/2014	15/04/2014	4,417,893	Apr-2015	Oct-2054	Sched AM
A4	XS0736398917	XS0739241114	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	175,000,000	(34,328,358)	140,671,642	3M GBP LIBOR	1.75%	2.26938%	15/01/2014-15/04/2014	15/04/2014	787,161	Apr-2015	Oct-2054	Sched AM
A5	XS0736399055	XS0739240819	AAA/Aaa/AAA	AAA/Aaa/AAA	JPY	118.00	20,000,000,000	(3,923,240,938)	16,076,759,062	3M JPY LIBOR	1.25%	1.39357%	15/01/2014-15/04/2014	15/04/2014	56,010,223	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%	2.36938%	15/01/2014-15/04/2014	15/04/2014	1,256,096	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%	1.41938%	15/01/2014-15/04/2014	15/04/2014	2,134,903	n/a	Oct-2054	P-Through

## 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%	1.78890%	15/01/2014-15/04/2014	15/04/2014	5,590,313	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%	1.41938%	15/01/2014-15/04/2014	15/04/2014	612,472	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%	2.06938%	15/01/2014-15/04/2014	15/04/2014	2,627,829	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%	2.43890%	15/01/2014-15/04/2014	15/04/2014	853,615	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%	2.86938%	15/01/2014-15/04/2014	15/04/2014	233,481	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	(92,857,143)	557,142,857	3M EURIBOR	0.75%	1.03200%	15/01/2014-15/04/2014	15/04/2014	1,437,429	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%	1.41938%	15/01/2014-15/04/2014	15/04/2014	629,971	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	(375,000,000)	375,000,000	1M USD LIBOR	0.08%	0.23450%	18/02/2014-17/03/2014	17/03/2014	65,953	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%	0.91938%	15/01/2014-15/04/2014	15/04/2014	1,133,482	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%	0.91938%	15/01/2014-15/04/2014	15/04/2014	226,696	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	£8,502,455,198	79.91%	20.09%	24.93%	8.30%
Class B Notes	£123,177,134	1.16%	18.94%	23.78%	5.70%
Class Z Notes	£2,015,000,000	18.94%	0.00%	0.00%	0.00%
	£10,640,632,332	100.00%			
Funding Reserve Fund Required Amount	£515,000,000	4.84%			

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	£515,000,000
Drawings	£0
Top up	£0
Balance carried forward	£515,000,000

\* The funding reserve fund will be reduced by £50m at the next quarterly distribution date following the programme changes as per page 3 of this report.

Excess Spread	
Excess spread this month annualised	1.83%
Excess spread rolling 12 month average	1.52%

\*excess spread is calculated at each quarterly Interest Payment Date

Funding Principal Ledger-AAA	250,595,632
Funding Principal Ledger-AA	-
Funding Principal Ledger-A	-
Funding Principal Ledger-BBB	-
Funding Principal Ledger	250,595,632

Accounts as at 28 February 2014	Counterparty	Rate	Amount
Mortgages Trustee GIC	Santander UK	Libor	103,253,738
Funding GIC	Santander UK	Libor	804,514,806
Funding Transaction Account	Santander UK	Libor - 0.25%	46,972
Panel Banks	-	-	-





**SWAP PAYMENTS**

Note	Swap Counterparty	Currency Notional	Receive Reference Rate	Receive Margin	Receive Rate	Received	£ Notional	Pay reference rate	Pay margin	Pay rate	Paid
2013-1 A1	ANTS	375,000,000.00	1M USD LIBOR	0.0800%	0.2400%	85,000.00	248,426,650.00	3M GBP LIBOR	0.0294%	0.0000%	0.00

**COLLATERAL**

Note	Collateral Postings	Counterparty

There was no collateral posted during the reporting period 01-February-14 to 28-February-14.

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	

\* 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 Weighted Average Indexed LTV (Halifax HPI)

These figures have been calculated on a new and improved valuation basis as per the special schedule issued along with the February 2009 report. The latest automated valuation model update was run in Q3 2013

##### 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 outstanding principal balance over the last 3 months of the loans in the expected portfolio as at the start of that period.

##### 8 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.

##### 9 W

Savings balance

##### 10 X

Current balance of Loans in the trust property multiplied by 4.82%

##### 11 Y

Flexible drawings set-off risk

##### 12 Z

Breach of Mortgage Sale Agreement

##### 13 AA

Reward loans cashbacks

##### 14 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.