Santander

UK Secured Funding Programmes

Holmes Master Issuer

Report Date:	**31-Jul-18**
Reporting Period:	**01-June-18 to 30-June-18**
Trustee Distribution Date:	**09-Jul-18**
Issuer Distribution Date:	**16-Jul-18**

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Contacts:

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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	Holmes Master Issuer				
Funding	Holmes Funding Limited				
Mortgages Trustee	Holmes Trustees Limited				
Seller	Santander UK	A / Aa3 / 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.
Servicer	Santander UK	A / Aa3 / 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.
Cash Manager	Santander UK	A / Aa3 / A	F1 / P-1 / A-1		
Each Start-up Loan Provider	Santander UK	A / Aa3 / A	F1 / P-1 / A-1		
Funding Account Bank A	Bank of New York Mellon	AA+ / Aa1 / AA-	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 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.
Funding Account Bank B	Santander UK	A / Aa3 / 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+.
Mortgage Trust Account Bank	Santander UK	A / Aa3 / A	F1 / P-1 / A-1	BBB+ or F2 / P-2 / BBB+ or A-2	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.
				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 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.
				A or A-1 (or A+ if no ST rating) (S&P)	Termination of role and transfer of Mortgages Trustee GIC Account to a financial institution rated A and F1 / P-1 / A and A-1 (or A+ if no ST rating), unless within 60 London Business Days: (a) the Excess Amount (being the amount by which the monies collected by the Servicer in respect of the Loans and standing to the credit of the Mortgages Trustee GIC Account exceed 5% of the Funding Share) is transferred to a financial institution rated A and A-1 (or A+ if no ST rating) by S&P; or (b) such other action required by the Rating Agencies is taken to ensure that the ratings assigned to the outstanding Rated Notes are not adversely affected, and for each of the remedial actions above, a confirmation from the Rating Agencies that the outstanding Rated Notes will not be downgraded is also required.
Issuer Account Bank	Santander UK	A / Aa3 / 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 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.
Funding Swap Provider	Santander UK	A / Aa3 / A	F1 / P-1 / A-1	A or F1 / A2 or P-1 (or A1 if no ST rating) / A or A-1 (A+ if not ST rating) BBB- or F3 / A3 or P-2 (A3 if no ST rating) / BBB+	Remedial action required including posting collateral with possibility of obtaining guarantee, transferring to eligible transferee or taking such other action as will result in the rating of the relevant Notes being maintained at the same level. Further remedial action required including posting/continuing to post collateral with the possibility of obtaining a guarantee, transferring to eligible transferee or taking such other action as will result in the rating of the relevant Notes being maintained at the same level.
Issuer Swap Provider	Santander UK	A / Aa3 / 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+ / Aa1 / AA-	F1+ / P-1 / A-1+		
Corporate Services Provider	Wilmington Trust SP Services (London) Limited				
Note Trustee and Security Trustee	Bank of New York Mellon				

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

COLLATERAL REPORT

Mortgage Loan Profile		
Original number of Mortgage Loans in Pool		115,191
Original current value of Mortgage Loans in Pool	£	6,399,214,138
Current number of Mortgage Loans in Pool at 31-July-2018		83,804
Current £ value of Mortgage Loans in Pool at 31-July-2018	£	4,018,376,809
Weighted Average Yield on 09-July-2018		2.80%

Trust Assets	
Current value of Mortgage Loans in Pool at 01 July 2018	4,018,376,808.58
Last months Closing Trust Assets at 01 June 2018	4,084,453,152.82
Mortgage collections - Interest on 01 July2018	9,181,958.27
Mortgage collections - Principal (Scheduled) on 01 July 2018	9,039,397.89
Mortgage collections - Principal (Unscheduled) on 01 July 2018	62,269,621.83
Principal Ledger as calculated on 09 July 2018	46,867,114.00
Funding Share as calculated on 30 June 2018	2,640,356,942.89
Funding Share % as calculated on 30 June 2018	64.64407%
Seller Share as calculated on 30 June 2018	1,444,096,209.93
Seller Share % as calculated on 30 June 2018	35.35593%
Minimum Seller Share (Amount) 30 June 2018	
W	215,183,983.53
X	179,715,938.72
Y	195,689,953.40
Z	-
AA	41,885.03
W + X + Y + Z + AA =	590,631,760.68
Minimum Seller Share (% of Total) on 01 July 2018	14.46049%

Arrears Analysis of Non Repossessed Mortgage Loans at 31 July 2018	Number	Current Balance £	Arrears £	By Number %	By Current Balance %
<1 month in arrears	82,588	3,934,484,393	-	98.55	97.91
≥1 – <2 months in arrears	1,199	83,054,754	206,863	1.43	2.07
≥2 – <3 months in arrears	17	837,662	9,127	0.02	0.02
≥3 – <4 months in arrears	-	-	-	-	-
≥4 – <5 months in arrears	-	-	-	-	-
≥5 – <6 months in arrears	-	-	-	-	-
≥6 – <7 months in arrears	-	-	-	-	-
≥7 – <8 months in arrears	-	-	-	-	-
≥8 – <9 months in arrears	-	-	-	-	-
≥9 – <10 months in arrears	-	-	-	-	-
≥10 – <11 months in arrears	-	-	-	-	-
≥11 – <12 months in arrears	-	-	-	-	-
More than 12 months in arrears	-	-	-	-	-
Total	83,804	4,018,376,809	215,990	100.00	100.00

Arrears Capitalised at 31 July 2018	Number	Current Balance £	Capitalised Amount £
Capitalisation cases (in month)	0	0	0
Capitalisation cases (cumulative) *	793	68,421,583	936,068

*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 July 2018	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*	48	106,643

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

Properties in Possession at 31 July 2018	Number	Current Balance £
Total properties in possession since inception	4,539	530,849,819
Repossessed (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	49	0.06	1,160,336	0.03
Fixed Rate Loans	568	0.68	36,615,520	0.91
Bank of England Base Rate Tracker Loans	50,687	60.48	2,431,509,032	60.51
Standard Variable Loans	32,500	38.78	1,549,091,920	38.55
Unknown	-	0.00	-	-
Total	83,804	100.00	4,018,376,809	100.00

Substitution, redemptions and repurchases during period 01 June 2018- 01 July 2018	Number of accounts this period	Current balance this period £
Substitution & Top up	0	0
Redeemed this period	776	32,075,168
Repurchases this period (including arrears)*	587	30,194,453
Arrears repurchased this period*	280	11,007,222
Cumulative arrears repurchased*	10,560	972,446,023

* "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.

Payment Type (By Balance)	Number of accounts	% by number	Current balance £	% by balance
Interest only and Combined repayment & int-only	34,929	41.68	2,539,784,227	63.20
Repayment	48,875	58.32	1,478,592,582	36.80
Total	83,804	100.00	4,018,376,809	100.00

PPR/CPR Analysis 01 June 2018- 01 July 2018	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	1.75%	19.05%	1.85%	20.07%	23.66%
Previous month	1.97%	21.24%	2.17%	22.70%	23.98%
Unscheduled repayments and repurchases from the Mortgages Trust only					
Current month	1.53%	16.87%	1.63%	17.94%	18.80%
Previous month	1.75%	19.11%	1.91%	20.34%	18.79%

*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.

Use Of Proceeds (By Balance)	Number of accounts	% by number	Current balance £	% by balance
Remortgage	54,292	64.78	2,322,653,768	57.80
House Purchase	29,512	35.22	1,695,723,041	42.20
Unknown	-	-	-	-
Total	83,804	100.00	4,018,376,809	100.00

Standard Variable Rate - Applicable to underwritten Santander UK mortgages	
Existing Borrowers SVR	4.74%
Effective date of change	Jan-2018
Previous existing Borrowers SVR	4.49%
Effective date of change	Sep-2016

Analysis of Mortgage loan size at reporting date £	Number of accounts	% by number	Current balance £	% by balance
0 to <=50,000	58,355	69.63	561,103,826	13.96
>50,000 to <=100,000	11,147	13.30	806,896,978	20.08
>100,000 to <=150,000	6,546	7.81	803,789,574	20.00
>150,000 to <=200,000	3,593	4.29	618,425,935	15.39
>200,000 to <=250,000	1,801	2.15	400,937,075	9.98
>250,000 to <=300,000	920	1.10	250,980,142	6.25
>300,000 to <=350,000	552	0.66	178,749,830	4.45
>350,000 to <=400,000	329	0.39	122,377,467	3.05
>400,000 to <=450,000	213	0.25	89,651,625	2.23
>450,000 to <=500,000	148	0.18	70,257,405	1.75
>500,000 to <=550,000	88	0.11	45,091,026	1.12
>550,000 to <=600,000	45	0.05	25,770,060	0.64
>600,000 to <=650,000	31	0.04	19,244,811	0.48
>650,000 to <=700,000	20	0.02	13,492,523	0.34
>700,000 to <=750,000	16	0.02	11,608,532	0.29
> 750,000	-	0.00	-	0.00
Total	83,804	100.00	4,018,376,809	100.00

As at the report date, the maximum loan size was £750,000.00, the minimum loan size was £0.00 and the average loan size was £47,949.70

Geographical Analysis By Region	Number of accounts	% by number	Current balance £	% by balance
East Anglia	9,428	11.25	483,830,800	12.04
East Midlands	4,572	5.46	186,414,714	4.64
London	13,100	15.63	863,580,800	21.49
North	2,985	3.56	98,052,924	2.44
North West	10,771	12.85	409,076,907	10.18
Scotland	5,542	6.61	192,730,061	4.80
South East	15,305	18.26	868,307,335	21.61
South West	7,107	8.48	344,722,565	8.58
Yorkshire and Humberside	5,394	6.44	198,559,874	4.94
Wales	4,294	5.12	163,126,397	4.06
West Midlands	5,306	6.33	209,974,431	5.23
Unknown	-	-	-	-
Total	83,804	100.00	4,018,376,809	100.00

Remaining Term	Number of accounts	% by number	Current balance £	% by balance
0 to <5	25,425	30.34	665,216,850.83	16.55
>= 5 to < 10	27,803	33.18	1,248,582,171.37	31.07
>= 10 to < 15	23,958	28.59	1,608,523,144.36	40.03
>=15 to < 20	5,930	7.08	438,983,902.13	10.92
>= 20 to < 25	439	0.52	35,560,004.29	0.88
>= 25 to < 30	236	0.28	19,109,584.50	0.48
>= 30 to < 35	13	0.02	2,401,151.10	0.06
>= 35 to < 40	-	-	-	0.00
>= 40 to < 45	-	-	-	0.00
>= 45	-	-	-	0.00
Unknown	-	-	-	0.00
Total	83,804	100.00	4,018,376,809	100.00

As at the report date, the maximum remaining term for a loan was 385 months, the minimum remaining term was 0 months and the weighted average remaining term was 123 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	-	0.00	-	0.00
>= 18 to < 24	-	0.00	-	0.00
>= 24 to < 30	1	0.00	78,262.38	0.00
>= 30 to < 36	26	0.03	4,315,830.02	0.11
>= 36 to < 42	21	0.03	2,277,937.27	0.06
>= 42 to < 48	34	0.04	4,082,793.13	0.10
>=48 to < 54	45	0.05	4,975,438.45	0.12
>=54 to < 60	36	0.04	3,144,996.97	0.08
>= 60 to < 66	12	0.01	857,856.89	0.02
>= 66 to < 72	769	0.92	39,965,471.28	0.99
>= 72 to < 78	1,083	1.29	57,037,184.16	1.42
>= 78 to < 84	1,119	1.34	70,924,074.56	1.76
>= 84 to < 90	1,491	1.78	98,539,439.56	2.45
>= 90 to < 96	1,450	1.73	98,027,229.78	2.44
>= 96 to < 102	652	0.78	36,806,852.09	0.92
>= 102 to < 108	948	1.13	59,345,069.07	1.48
>= 108 to < 114	1,715	2.05	100,643,889.59	2.50
>= 114 to < 120	2,839	3.39	184,715,971.34	4.60
>= 120 to < 126	4,272	5.10	329,490,664.87	8.20
>= 126 to < 132	6,822	8.14	483,303,611.09	12.03
>= 132 to < 138	6,779	8.09	390,995,782.94	9.73
>= 138 to < 144	8,522	10.17	431,125,556.17	10.73
>= 144 to < 150	8,223	9.81	379,516,811.07	9.44
>= 150 to < 156	5,229	6.24	210,334,123.74	5.23
>= 156 to < 162	3,546	4.23	138,261,885.79	3.44
>= 162 to < 168	4,535	5.41	162,267,776.41	4.04
>= 168 to < 174	5,012	5.98	160,341,467.35	3.99
>= 174 to < 180	5,263	6.28	167,666,815.95	4.17
>= 180	13,360	15.94	399,334,016.66	9.94
Total	83,804	100.00	4,018,376,809	100.00

As at the report date, the maximum seasoning for a loan was 274 months, the minimum seasoning was 29 months and the weighted average seasoning was 139 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%	37,815	45.12	724,613,289.06	18.03
>25% =<50%	28,084	33.51	1,738,215,752.05	43.26
>50% =<75%	15,136	18.06	1,316,680,562.14	32.77
>75% =<80%	1,047	1.25	87,400,611.04	2.18
>80% =<85%	777	0.93	63,550,234.47	1.58
>85% =<90%	636	0.76	58,550,146.24	1.46
>90% =<95%	228	0.27	21,963,255.69	0.55
>95%	81	0.10	7,402,957.89	0.18
Unknown	-	0.00	-	0.00
Total	83,804	100.00	4,018,376,809	100.00

As at the report date, the maximum indexed LTV was 113 %, the minimum indexed LTV was 0% and the weighted average indexed LTV was 44.23%

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%	27,218	32.48	321,297,071.19	8.00
>25% =<50%	23,863	28.47	978,883,862.24	24.36
>50% =<75%	20,755	24.77	1,554,204,096.89	38.68
>75% =<80%	3,685	4.40	347,399,680.00	8.65
>80% =<85%	2,925	3.49	279,409,896.94	6.95
>85% =<90%	2,733	3.26	294,579,320.12	7.33
>90% =<95%	1,376	1.64	150,329,302.20	3.74
>95%	1,249	1.49	92,273,579.00	2.30
	-	0.00	-	0.00
Total	83,804	100.00	4,018,376,809	100.00

As at the report date, the maximum unindexed LTV was 195 %, the minimum unindexed LTV was 0% and the weighted average unindexed LTV was 59.97%

Original Loan to Value at Last Valuation Using original balance and valuation amount	Number of accounts	% by number	Current balance £	% by balance
>0% =<25%	4,934	5.89	83,583,902.16	2.08
>25% =<50%	19,903	23.75	566,735,629.37	14.10
>50% =<75%	33,334	39.78	1,633,183,597.45	40.64
>75% =<80%	6,976	8.32	463,518,565.66	11.53
>80% =<85%	6,032	7.20	389,734,292.95	9.70
>85% =<90%	7,782	9.29	543,884,896.64	13.53
>90% =<95%	2,622	3.13	217,214,597.75	5.41
>95%	2,221	2.65	120,521,326.60	3.00
Unknown	-	0.00	-	0.00
Total	83,804	100.00	4,018,376,809	100.00

As at the report date, the maximum original LTV was 331% ,the minimum LTV at origination was 0 and the weighted average LTV at origination was 69.23%

LOAN NOTE REPORT

Closing Date 21/09/2011 — **Series 2011-3 Notes**

2011-3	ISIN (Reg S)	ISIN (144a)	Current Ratings S&P/Moody's/Fitch	Original Ratings S&P/Moody's/Fitch	Currency	Applicable Exchange Rate	Original Balance	Repaid	Outstanding	Reference rate	Margin p.a.%	Current interest rate p.a.%	Accrual Period	Next coupon date	Interest next coupon	Step up Date	Legal Maturity	Bond Type
A1	XS0679914787	US43641NBG88	A-1+/P-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%	15/01/2018 - 15/07/2018	16/07/2018	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%	4.09769%	16/04/2018 - 16/07/2018	16/07/2018	2,589,512	Jan-2019	Oct-2054	Sched AM

Closing Date 26/05/2016 — **Series 2016-1 Notes**

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
A1	XS1419677387	US43641NBW39	AAA/Aaa/AAA	AAA/Aaa/AAA	USD	1.46	375,000,000	(375,000,000)	0	1M USD LIBOR	0.60%					N/A	Apr-2017	Sched AM
A2	XS1419677544	XS1419805996	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	340,000,000	0	340,000,000	3M GBP LIBOR	0.75%	1.53588%	16/04/2018 - 16/07/2018	16/07/2018	1,301,921	Jul-2021	Oct-2054	Sched AM
Z	XS1419677460	n/a	n/a	n/a	GBP	-	582,000,000	(194,440,380)	387,559,620	3M GBP LIBOR	0.90%	1.68588%	16/04/2018 - 16/07/2018	16/07/2018	1,628,972	N/A	Oct-2054	P-Through

*All Notes are listed on the London Stock Exchange.

Closing Date 04/10/2017 — **Series 2017-1 Notes**

2017-1	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	XS1693006071	n/a	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	250,000,000	0	250,000,000	3M GBP LIBOR	0.28%	1.06588%	16/04/2018 - 16/07/2018	16/07/2018	664,350	Jul-2020	Oct-2054	Sched AM
A2	XS1693009091	n/a	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	250,000,000	0	250,000,000	3M GBP LIBOR	0.42%	1.20588%	16/04/2018 - 16/07/2018	16/07/2018	751,610	Jul-2023	Oct-2054	Sched AM

Closing Date 16/03/2018 — **Series 2018-1 Notes**

2018-1	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	XS1791715201	US43641NBX12	AAA/Aaa/AAA	AAA/Aaa/AAA	USD	1.39	200,000,000	(65,000,000)	135,000,000	1M USD LIBOR	0.37%	2.44325%	16/07/2018 - 16/07/2018	16/07/2018	420,782	Jan-2019	Jan-2019	Sched AM
A2	XS1791715466	US43641NBY94	AAA/Aaa/AAA	AAA/Aaa/AAA	USD	1.39	750,000,000	0	750,000,000	3M USD LIBOR	0.36%	2.70769%	16/04/2018 - 16/07/2018	16/07/2018	5,133,329	Oct-2020	Oct-2054	Sched AM
A3	XS1791440859	n/a	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	300,000,000	0	300,000,000	3M GBP LIBOR	0.36%	2.70769%	16/04/2018 - 16/07/2018	16/07/2018	857,055	Oct-2023	Oct-2054	Sched AM

Combined Credit Enhancement	Total £	Total %	Current note subordination	Subordination +Reserve Fund	Subordination % Required
Class A Notes	£2,252,797,322	85.32%	14.68%	18.47%	8.30%
Class B Notes	£0	0.00%	0.00%	0.00%	0.00%
Class Z Notes	£387,559,620	14.68%	0.00%	3.79%	
	£2,640,356,942.30	100.00%			
Funding Reserve Fund Required Amount	£100,000,000	3.79%			

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	£100,000,000
Drawings	£0
Top up	£0
Balance carried forward	£100,000,000

Quarterly Excess Spread*	Excluding Z notes interest paymemt	Including Z notes interest paymemt
Quarterly Excess Spread annualised	2.85%	3.63%
Quarterly Excess Spread rolling 12 month average	1.84%	2.92%

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

Monthly Excess Spread* as at July 2018	Excluding Z notes	Including Z notes
Monthly Excess Spread annualised	0.98%	1.25%

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

Funding Principal Ledger-AAA	-
Funding Principal Ledger-AA	-
Funding Principal Ledger-A	-
Funding Principal Ledger-BBB	-
Funding Principal Ledger	-

Accounts as at 30 June 2018	Counterparty	Rate	Amount
Mortgages Trustee GIC	Santander UK	Libor	152,807,875
Funding GIC	Santander UK	Libor	100,527,950
Funding Transaction Account	Santander UK	Libor - 0.25%	3
Panel Banks	Bank of New York Mellon	-	-

WATERFALLS

MORTGAGES TRUSTEE REVENUE WATERFALL

**for distribution period 01 June 2018- 01 July 2018*

(a)	Mortgages Trustee fees	0.00
	Other third party payments	0.00
(b)	Servicer fee	251,738.14
(c)	Funding	5,815,663.23
	Seller	3,180,774.07

MORTGAGES TRUSTEE PRINCIPAL WATERFALL

(a)	Funding	0.00
(b)	Seller	71,309,019.72

FUNDING REVENUE WATERFALL

(a)	Funding Security Trustee fees	0.00
	Fee under Intercompany Loan	143,951.03
	Other third party payments	0.00
	Profit to Funding	312.50
(b)	Cash Manager fees	29,375.00
(c)	Funding Corporate Services fees	
	Account Banks fees	15,750.00
(d)	Payment to Funding 1 Swap Provider	1,880,337.00
(e)	Interest on AAA Term Advances	8,293,785.55
(f)	Credit to AAA Principal Deficiency Ledger	0.00
(g)	Interest on AA Term Advances	0.00
(h)	Credit to AA Principal Deficiency Ledger	0.00
(i)	Interest on A Term Advances	0.00
(j)	Credit to A Principal Deficiency Ledger	0.00
(k)	Interest on BBB Term Advances	0.00
(l)	Credit to BBB Principal Deficiency Ledger	0.00
(m)	Swap termination payments	0.00
(n)	Credit to First Reserve Fund	0.00
(o)	Additional credit to First Reserve Fund	0.00
(p)	Credit to Liquidity Reserve Fund	0.00
(q)	Credit to NR Principal Deficiency Ledger	0.00
(r)	Interest on NR Term Advances	1,628,972.33
(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	863,064.12
(w)	Deferred Consideration	6,566,065.63

FUNDING PRINCIPAL WATERFALL

** To be read in conjunction with rules on pgs. 208- 211 of the base prospectus*

(a)	Repayment of AAA Term Advances	46,867,114.00
(b)	Credit to Cash Accumulation Ledger	0.00
(c)	Repayment of AA Term Advances	0.00
(d)	Repayment of A Term Advances	0.00
(e)	Repayment of BBB Term Advances	0.00
(f)	Repayment of NR Term Advances	0.00

ISSUER REVENUE WATERFALL

(a)	Issuing Entity Security Trustee fees	14,100.00
	Note Trustee fees	0.00
	Agent Bank fees etc.	0.00
	Issuing Entity profit	312.50
(b)	Other third party payments	84,726.03
(c)	Issuing Entity Cash Manager fees	45,125.00
	Issuing Entity Corporate Services Provider fees	0.00
	Issuing Entity Account Bank fees	0.00
(d)	Interest on Class A Notes	8,293,785.55
	(including any payments to Issuing Entity Swap Providers)	4,718,848.81
(e)	Interest on Class B Notes	0.00
	(including any payments to Issuing Entity Swap Providers)	0.00
(f)	Interest on Class M Notes	0.00
	(including any payments to Issuing Entity Swap Providers)	0.00
(g)	Interest on Class C Notes	0.00
	(including any payments to Issuing Entity Swap Providers)	0.00
(h)	Interest on Class Z Notes	1,628,972.33
(i)	Excluded issuer swap payments	0.00

ISSUER PRINCIPAL WATERFALL

(a)	Repayment of Class A Notes	46,867,114.00
	(including principal payments to class A swap providers)	46,867,114.00
(b)	Repayment of Class B Notes	0.00
	(including principal payments to class A swap providers)	0.00
(c)	Repayment of Class M Notes	0.00
	(including principal payments to class A swap providers)	0.00
(d)	Repayment of Class C Notes	0.00
	(including principal payments to class A swap providers)	0.00
(e)	Repayment of Class Z Notes	0.00

SWAP PAYMENTS

Note	Swap Counterparty	Currency Notional	Receive Reference Rate	Receive Margin	Receive Rate	Interest Received	Principal Received	£ Notional	Pay reference rate	Pay margin	Pay rate	Interest Paid	Principal Paid
Funding 1 Swap	SAN UK	2,671,601,684.97	3M GBP LIBOR	1.79448%	2.44907%	16,309,301.15	0.00	2,671,601,684.97	3M GBP LIBOR	0.00000%	2.73089%	18,189,638.15	0.00
2011-3 A5	SAN UK	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%	2.54088%	2,004,682.50	0.00
2011-3 A6	SAN UK	250,000,000.00	3M USD LIBOR	1.75000%	4.09769%	2,589,512.43	0.00	158,227,848.10	3M GBP LIBOR	1.75500%	2.54088%	1,002,341.25	0.00
2018-A1	SAN UK	200,000,000.00	1M USD LIBOR	0.37000%	2.44325%	420,781.94	65,000,000.00	97,339,390.00	3M GBP LIBOR	0.10400%	0.88988%	319,937.26	46,867,114.00
2018-A2	SAN UK	750,000,000.00	3M USD LIBOR	0.36000%	2.70769%	5,133,328.96	0.00	540,774,388.00	3M GBP LIBOR	0.24650%	1.03238%	1,391,887.79	0.00

COLLATERAL

Note	Collateral Postings	Counterparty

There was no collateral posted during this period.

TRIGGER EVENTS	
Asset	
Amount debited to AAA Principal Deficiency Sub Ledger, unless certain criteria are met	None
Non Asset	
Insolvency Event occurs in relation to Seller.	None
Seller's role as Servicer terminated & new servicer appointed within 60 days.	None
The then current Seller Share is less than the Minimum Seller Share.	None
An Arrears Trigger Event will occur if:	
(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	None
(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
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 outstanding
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 last 12

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.