



UK Secured Funding Programmes

Holmes Master Issuer

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Holmes Master Trust Investor Report - October 2015

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 / A1 / A	F1 / P-1 / A-1	A3 (Moody's) BBB / Baa2 / BBB BBB- / Baa3 / BBB- F2 / P-2 / A-3 F2 / P-2 / A-2 A3 (Moody's) F1 (Fitch) / A-1 (S&P) Baa3 (Moody's) F1 / P-1 / A-1	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 / A1 / A	F1 / P-1 / A-1	F1 / P-1 / A-1	The title deeds and the customer files relating to the Loans in the Portfolio to be segregated from the title deeds and customer files of other properties and mortgages of the Seller which do not form part of the Portfolio.
Cash Manager Each Start-up Loan Provider	Santander UK Santander UK	A / A1 / A A / A1 / A	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 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 / A1 / A	F1 / P-1 / A-1	A or F1 / P-1 / A or A-1 (or A+ if no ST rating)	Termination of role and transfer of Funding GIC Account to a financial institution having the required ratings, unless within 30 calendar days: (a) a guarantee of the Account Bank B's obligations is obtained from a financial institution having the required ratings; or (b) such other actions required by the Rating Agencies are taken to ensure that the ratings assigned to the outstanding Rated Notes are not adversely affected. If certain conditions are met pursuant to the Panel Bank Guidelines (see Schedule 5 to the Cash Management Agreement) a limited amount of cash may be kept with Santander UK as an Eligible Bank when it is rated below A or F1 / P-1 / A or A-, but no lower than F2 and BBB+ / P-2 / A-2 and BBB+.
Mortgage Trust Account Bank	Santander UK	A / A1 / A	F1 / P-1 / A-1	BBB+ or F2 / P-2 / BBB+ or A-2 A or F1 / P-1 / A or A-1 (or A+ if no ST rating)	Termination of role and transfer of Mortgages Trustee GIC Account to a financial institution rated A and F1 / P-1 / A and A-1 (or A+ if no ST rating), unless within 30 calendar days: (a) the rights and obligations in respect of the provision of the Mortgages Trustee GIC Account are transferred to a financial institution rated A and F1 / P-1 / A and A-1 (or A+ if no ST rating); or (b) a guarantee from a financial institution rated A and F1 / P-1 / A and A-1 (or A+ if no ST rating) is obtained; or (c) such other action required by the Rating Agencies is taken to ensure that the ratings assigned to the outstanding Rated Notes are not adversely affected, and for each of the remedial actions above, a confirmation from the Ratings Agencies that the outstanding Rated Notes will not be downgraded is also required. Termination of role and transfer of Mortgages Trustee GIC Account to a financial institution rated A and F1 / P-1 / A and A-1 (or A+ if no ST rating), unless within 60 London Business Days: (a) a stand-by arrangement is put in place in respect of the Mortgages Trustee GIC Account with a financial institution rated A and F1 / P-1 / A and A-1 (or A+ if no ST rating); or (b) such other action required by the Rating Agencies is taken to ensure that the ratings assigned to the outstanding Rated Notes are not adversely affected, and for each of the remedial actions above, a confirmation from the Rating Agencies that the outstanding Rated Notes will not be downgraded is also required.
Issuer Account Bank	Santander UK	A / A1 / 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 / A1 / A	F1 / P-1 / A-1	A or F1 / A2 or P-1 (or A1 if no ST rating) / A or A-1 (A+ if 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	Abbey National Treasury Services plc.	A / A1 / A	F1 / P-1 / A-1	A or F1 / A2 or P-1 (or A1 if no ST rating) / A or A-1 (A+ if no ST rating) BBB- or F3 / A3 or P-2 (A3 if no ST rating) / BBB+	Remedial action required as above. Further remedial action required as above.
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 31 October 2015	80,310
Current £ value of Mortgage Loans in Pool at 31 October 2015	£ 7,321,322,733
Weighted Average Rate on 08 October 2015	3.20%

Trust Assets	
Current value of Mortgage Loans in Pool at 06 October 2015	7,452,409,515.23
Last months Closing Trust Assets at 04 September 2015	7,612,802,727.40
Mortgage collections - Interest on 06 October 2015	22,190,210.47
Mortgage collections - Principal (Scheduled) on 06 October 2015	36,741,661.81
Mortgage collections - Principal (Unscheduled) on 06 October 2015	123,438,725.83
Principal Ledger as calculated on 06 October 2015	160,211,834.56
Funding Share as calculated on 06 October 2015	5,697,019,707.47
Funding Share % as calculated on 06 October 2015	76.44534%
Seller Share as calculated on 06 October 2015	1,755,389,807.76
Seller Share % as calculated on 06 October 2015	23.55466%
Minimum Seller Share (Amount) on 06 October 2015	
W	267,337,418.17
X	327,906,018.67
Y	208,053,854.36
Z	-
AA	83,346.38
W + X + Y + Z + AA =	803,380,637.58
Minimum Seller Share (% of Total) on 06 October 2015	10.78015%

Arrears Analysis of Non Repossessed Mortgage Loans at 31 October 2015	Number	Current Balance £	Arrears £	By Number %	By Current Balance %
Less than 1 month in arrears	79,506	7,237,646,048	-	99.00	98.86
1<=2 months in arrears	725	76,877,372	513,672	0.90	1.05
2<=3 months in arrears	71	6,344,110	80,160	0.09	0.09
3<=4 months in arrears	6	426,665	8,046	0.01	0.01
4<=5 months in arrears	1	25,000	125	-	-
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	1	3,537	971	-	-
Total	80,310	7,321,322,733	602,974	100.00	100.00

Arrears Capitalised at 31 October 2015	Number	Current Balance £	Capitalised Amount £
Capitalisation cases (in month)	1	4,938	245
Capitalisation cases (cumulative) *	1,596	154,002,874	2,044,898

*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 31 October 2015	Number	Loss Amount £
Total loss on sale brought forward	2,234	71,745,264
Losses recorded this period	-	-
Total loss on sale carried forward	2,234	71,745,264
Recoveries*	56	68,379

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

Properties in Possession at 31 October 2015	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	365	0.45	12,525,310	0.17
Fixed Rate Loans	5,341	6.65	444,808,954	6.08
Bank of England Base Rate Tracker Loans	32,996	41.09	3,267,852,766	44.63
Standard Variable Loans	41,608	51.81	3,596,135,702	49.12
Unknown	-	-	-	-
Total	80,310	100.00	7,321,322,733	100.00

Payment Type (By Balance)	Number of accounts	% by number	Current balance £	% by balance
Interest only and Combined repayment & int-only	36,229	45.11	4,614,041,464	63.02
Repayment	44,081	54.89	2,707,281,268	36.98
Total	80,310	100.00	7,321,322,733	100.00

Use Of Proceeds (By Balance)	Number of accounts	% by number	Current balance £	% by balance
Remortgage	46,439	57.82	4,095,598,242	55.94
House Purchase	30,629	38.14	3,123,215,748	42.66
Unknown	3,242	4.04	102,508,742	1.40
Total	80,310	100.00	7,321,322,733	100.00

Analysis of Mortgage loan size at reporting date £	Number of accounts	% by number	Current balance £	% by balance
0 to <=50,000	30,988	38.58	758,288,614	10.36
>50,000 to <=100,000	21,380	26.62	1,559,857,703	21.31
>100,000 to <=150,000	13,295	16.55	1,635,375,165	22.34
>150,000 to <=200,000	7,282	9.07	1,251,203,954	17.09
>200,000 to <=250,000	3,394	4.23	754,370,352	10.30
>250,000 to <=300,000	1,664	2.07	453,419,066	6.19
>300,000 to <=350,000	947	1.18	305,379,589	4.17
>350,000 to <=400,000	535	0.67	199,158,213	2.72
>400,000 to <=450,000	308	0.38	129,675,663	1.77
>450,000 to <=500,000	233	0.29	110,609,405	1.51
>500,000 to <=550,000	127	0.16	65,500,545	0.89
>550,000 to <=600,000	59	0.07	33,818,441	0.46
>600,000 to <=650,000	43	0.05	26,709,783	0.36
>650,000 to <=700,000	32	0.04	21,408,318	0.29
>700,000 to <=750,000	23	0.03	16,547,921	0.23
> 750,000	-	-	-	-
Total	80,310	100.00	7,321,322,733	100.00

As at the report date, the maximum loan size was £ 749,000.00, the minimum loan size was £ 0.00 and the average loan size was £ 91,163.28.

Geographical Analysis By Region	Number of accounts	% by number	Current balance £	% by balance
East Anglia	2,933	3.65	258,750,767	3.53
East Midlands	4,497	5.60	344,647,824	4.71
London	12,454	15.51	1,538,344,747	21.01
North	3,320	4.13	213,454,262	2.92
North West	9,850	12.26	710,423,319	9.70
Scotland	6,069	7.56	397,753,009	5.43
South East	19,924	24.81	2,167,056,646	29.60
South West	6,494	8.09	623,159,751	8.51
Yorkshire and Humberside	5,340	6.65	367,166,193	5.02
Wales	4,140	5.16	298,872,419	4.08
West Midlands	5,289	6.59	401,693,796	5.49
Unknown	-	0.00	-	0.00
Total	80,310	100.00	7,321,322,733	100.00

Substitution, redemptions and repurchases during period 05 September 2015 - 06 October 2015	Number of accounts this period	Current balance this period £
Substitution & Top up	0	0
Redeemed this period	912	57,132,565
Repurchases this period (including arrears)*	572	66,306,161
Arrears repurchased this period*	187	21,219,048
Cumulative arrears repurchased*	5,701	642,910,820

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

PPR/CPR Analysis* 05 September 2015 - 06 October 2015	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	2.10%	22.52%	2.87%	30.26%	24.96%
Previous month	2.29%	24.31%	2.82%	29.81%	25.47%
Unscheduled repayments and repurchases from the Mortgages Trust only					
Current month	1.62%	17.81%	2.16%	23.47%	14.39%
Previous month	1.80%	19.60%	1.91%	20.99%	14.62%

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

Standard Variable Rate - Applicable to underwritten Santander UK mortgages	
Existing Borrowers SVR	4.74%
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	15,042	18.73	782,006,749	10.68
>= 5 to < 10	20,720	25.80	1,478,451,465	20.19
>= 10 to < 15	23,239	28.94	2,311,946,686	31.58
>=15 to < 20	16,647	20.73	2,152,821,380	29.40
>= 20 to < 25	3,893	4.85	492,784,347	6.73
>= 25 to < 30	458	0.57	62,880,679	0.86
>= 30 to < 35	310	0.39	40,350,769	0.55
>= 35 to < 40	1	0.00	80,658	0.00
>= 40 to < 45	-	-	-	-
>= 45	-	-	-	-
Unknown	-	-	-	-
Total	80,310	100.00	7,321,322,733	100.00

As at the report date, the maximum remaining term for a loan was 423.00 months, the minimum remaining term was 0 months and the weighted average remaining term was 150.40 months.

Seasoning	Number of accounts	% by number	Current balance £	% by balance
0 to <6	-	-	-	-
>= 6 to < 12	-	-	-	-
>= 12 to < 18	-	-	-	-
>= 18 to < 24	-	-	-	-
>= 24 to < 30	-	-	-	-
>= 30 to < 36	137	0.17	13,168,937	0.18
>= 36 to < 42	1,902	2.37	189,287,854	2.59
>= 42 to < 48	1,007	1.25	119,046,229	1.63
>=48 to < 54	1,380	1.72	152,543,565	2.08
>=54 to < 60	1,673	2.08	175,587,717	2.40
>= 60 to < 66	1,622	2.02	173,822,558	2.37
>= 66 to < 72	781	0.97	81,328,030	1.11
>= 72 to < 78	1,746	2.17	168,585,950	2.30
>= 78 to < 84	2,060	2.57	211,556,502	2.89
>= 84 to < 90	3,330	4.15	431,533,456	5.89
>= 90 to < 96	5,144	6.41	730,606,088	9.98
>= 96 to < 102	7,809	9.72	920,977,653	12.58
>= 102 to < 108	6,408	7.98	700,469,347	9.57
>= 108 to < 114	7,082	8.82	703,754,616	9.61
>= 114 to < 120	5,021	6.25	459,067,715	6.27
>= 120 to < 126	3,750	4.67	321,650,892	4.39
>= 126 to < 132	2,956	3.68	236,774,272	3.23
>= 132 to < 138	3,580	4.46	259,702,542	3.55
>= 138 to < 144	4,149	5.17	284,228,758	3.88
>= 144 to < 150	3,621	4.51	238,675,347	3.26
>= 150 to < 156	3,012	3.75	181,967,998	2.49
>= 156 to < 162	3,010	3.75	161,227,188	2.20
>= 162 to < 168	1,946	2.42	104,351,291	1.43
>= 168 to < 174	1,890	2.35	100,600,032	1.37
>= 174 to < 180	704	0.88	33,677,289	0.46
>= 180	4,590	5.72	167,130,908	2.28
Total	80,310	100.00	7,321,322,733	100.00

As at the report date, the maximum seasoning for a loan was 242.00 months, the minimum seasoning was 35.00 months and the weighted average seasoning was 107.10 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%	29,204	36.36	930,469,893	12.71
>25% =<50%	24,975	31.10	2,285,588,223	31.22
>50% =<75%	20,168	25.11	3,019,010,477	41.24
>75% =<80%	2,631	3.28	474,247,925	6.48
>80% =<85%	1,837	2.29	336,620,069	4.60
>85% =<90%	1,225	1.53	229,077,938	3.13
>90% =<95%	253	0.32	42,552,277	0.58
>95%	15	0.02	3,720,780	0.05
Unknown	2	0.00	35,152	0.00
Total	80,310	100.00	7,321,322,733	100.00

As at the report date, the maximum indexed LTV was 146.95, the minimum indexed LTV was 0.00 and the weighted average indexed LTV was 51.84.

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%	21,327	26.56	542,089,165	7.40
>25% =<50%	21,708	27.03	1,608,370,698	21.97
>50% =<75%	22,440	27.94	2,820,097,163	38.52
>75% =<80%	4,559	5.68	720,558,409	9.84
>80% =<85%	3,139	3.91	519,272,784	7.09
>85% =<90%	3,120	3.88	538,524,085	7.36
>90% =<95%	2,104	2.62	355,607,284	4.86
>95%	1,851	2.30	214,645,406	2.93
Unknown	62	0.08	2,157,738	0.03
Total	80,310	100.00	7,321,322,733	100.00

As at the report date, the maximum unindexed LTV was 212.91, the minimum unindexed LTV was 0.00 and the weighted average unindexed LTV was 61.57.

Original Loan to Value at Last Valuation Using original balance and valuation amount	Number of accounts	% by number	Current balance £	% by balance
>0% =<25%	7,073	8.81	278,812,601	3.81
>25% =<50%	18,952	23.60	1,110,880,235	15.17
>50% =<75%	27,705	34.50	2,721,577,766	37.17
>75% =<80%	6,813	8.48	848,354,494	11.59
>80% =<85%	5,547	6.91	716,799,984	9.79
>85% =<90%	7,988	9.95	1,044,870,456	14.27
>90% =<95%	6,170	7.68	597,869,459	8.17
>95%	-	-	-	-
Unknown	62	0.08	2,157,738	0.03
Total	80,310	100.00	7,321,322,733	100.00

As at the report date, the maximum original LTV was 95.00, the minimum LTV at origination was 0.12 and the weighted average LTV at origination was 67.49.

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LOAN NOTE REPORT

Report Period 15th July 2015 - 15th October 2015
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	A1+/P-1/F1+	A1+/P-1/F1+	USD	1.63	500,000,000	(500,000,000)	0	1M USD LIBOR	0.15%	-	-	-	-	n/a	Oct-2011	Bullet
A2	XS0557834628	US43641NBC74	AAA/Aaa/AAA	AAA/Aaa/AAA	USD	1.63	900,000,000	(900,000,000)	0	3M USD LIBOR	1.40%	-	-	-	-	Apr-2014	Oct-2054	Sched AM
A3	XS0557834891	XS0557834974	AAA/Aaa/AAA	AAA/Aaa/AAA	EUR	1.14	500,000,000	(500,000,000)	0	3M EURIBOR	1.40%	-	-	-	-	Apr-2014	Oct-2054	Sched AM
A4	XS0557835195	XS0557835278	AAA/Aaa/AAA	AAA/Aaa/AAA	EUR	1.14	750,000,000	(360,933,571)	389,066,429	3M EURIBOR	1.50%	1.45100%	15/10/2015-15/01/2016	15/01/2016	1,442,702	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%	15/10/2015-15/04/2016	15/04/2016	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%	1.47938%	15/10/2015-15/01/2016	15/01/2016	2,236,312	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	(700,000,000)	0	3M USD LIBOR	1.35%	-	-	-	-	Jul-2014	Oct-2054	Sched AM
A3	XS0590150446	XS0590402276	AAA/Aaa/AAA	AAA/Aaa/AAA	EUR	1.17	650,000,000	(650,000,000)	0	3M EURIBOR	1.35%	-	-	-	-	Jul-2014	Oct-2054	Sched AM
A4	XS0590150792	XS0590292073	AAA/Aaa/AAA	AAA/Aaa/AAA	EUR	1.17	500,000,000	(205,897,011)	294,102,989	3M EURIBOR	1.45%	1.40100%	15/10/2015-15/01/2016	15/01/2016	1,052,987	Apr-2016	Oct-2054	Sched AM
A5	XS0590150875	XS0590296223	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	325,000,000	(133,833,057)	191,166,943	3M GBP LIBOR	1.45%	2.02938%	15/10/2015-15/01/2016	15/01/2016	977,441	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%	1.47938%	15/10/2015-15/01/2016	15/01/2016	1,677,284	n/a	Oct-2054	P-Through

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	US43641NBD57	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	US43641NBE61	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	(44,314,286)	120,685,714	3M GBP LIBOR	1.65%	2.22938%	15/10/2015-15/01/2016	15/01/2016	677,882	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%	15/7/2015-15/01/2016	15/01/2016	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%	2.07050%	15/10/2015-15/01/2016	15/01/2016	1,322,819	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	(500,000,000)	0	3M USD LIBOR	1.65%	-	-	-	-	Apr-2015	Oct-2054	Sched AM
A3	XS0736398834	XS0739241205	AAA/Aaa/AAA	AAA/Aaa/AAA	EUR	1.20	1,200,000,000	(1,200,000,000)	0	3M EURIBOR	1.55%	-	-	-	-	Apr-2015	Oct-2054	Sched AM
A4	XS0736398917	XS0739241114	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	175,000,000	(175,000,000)	0	3M GBP LIBOR	1.75%	-	-	-	-	Apr-2015	Oct-2054	Sched AM
A5	XS0736399055	XS0739240819	AAA/Aaa/AAA	AAA/Aaa/AAA	JPY	118.00	20,000,000,000	(20,000,000,000)	0	3M JPY LIBOR	1.25%	-	-	-	-	Apr-2015	Oct-2054	Sched AM
A6	XS0736399139	XS0739240900	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	215,000,000	0	215,000,000	3M GBP LIBOR	1.85%	2.42938%	15/10/2015-15/01/2016	15/01/2016	1,315,977	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%	1.47938%	15/10/2015-15/01/2016	15/01/2016	2,273,652	n/a	Oct-2054	P-Through

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LOAN NOTE REPORT

Closing Date		Series 2012-2 Notes																
19/04/2012																		
2012-2	ISIN (Reg S)	ISIN (144a)	Current Ratings S&P/Moody's/Fitch	Original Ratings S&P/Moody's/Fitch	Currency	Applicable Exchange Rate	Original Balance	Repaid	Outstanding	Reference rate	Margin p.a.%	Current interest rate p.a.%	Accrual Period	Next coupon date	Interest next coupon	Step up Date	Legal Maturity	Bond Type
A1 Z	XS0773322606 XS0773322788	n/a n/a	AAA/Aaa/AAA n/a	AAA/Aaa/AAA n/a	USD GBP	1.59 -	1,250,000,000 175,000,000	0 0	1,250,000,000 175,000,000	3M USD LIBOR 3M GBP LIBOR	1.55% 0.90%	1.87050% 1.47938%	15/10/2015-15/01/2016 15/10/2015-15/01/2016	15/01/2016 15/01/2016	5,975,208 652,277	Oct-2017 n/a	Oct-2054 Oct-2054	Sched AM P-Through

Closing Date		Series 2012-3 Notes																
08/06/2012																		
2012-3	ISIN (Reg S)	ISIN (144a)	08/01/2014	Original Ratings S&P/Moody's/Fitch	Currency	Applicable Exchange Rate	Original Balance	Repaid	Outstanding	Reference rate	Margin p.a.%	Current interest rate p.a.%	Accrual Period	Next coupon date	Interest next coupon	Step up Date	Legal Maturity	Bond Type
A1 B1 B2	XS0790113475 XS0790113558 XS0790188055	XS0790113632 US43641NBU72 XS0790188139	AAA/Aaa/AAA AA/Aa3/AA AA/Aa3/AA	AAA/Aaa/AAA AA/Aa3/AA AA/Aa3/AA	GBP USD GBP	- 1.55 -	515,000,000 140,000,000 33,000,000	0 0 0	515,000,000 140,000,000 33,000,000	3M GBP LIBOR 3M USD LIBOR 3M GBP LIBOR	1.55% 2.20% 2.35%	2.12938% 2.52050% 2.92938%	15/10/2015-15/01/2016 15/10/2015-15/01/2016 15/10/2015-15/01/2016	15/01/2016 15/01/2016 15/01/2016	2,762,961 901,779 243,559	Oct-2017 Oct-2017 Oct-2017	Oct-2054 Oct-2054 Oct-2054	Sched AM Sched AM Sched AM

Closing Date		Series 2013-1 Notes																	
30/05/2013																			
2013-1	ISIN (Reg S)	ISIN (144a)	Current Ratings S&P/Moody's/Fitch	Original Ratings S&P/Moody's/Fitch	Currency	Applicable Exchange Rate	Original Balance	Repaid	Outstanding	Reference rate	Margin p.a.%	Current interest rate p.a.%	Accrual Period	Next coupon date	Interest next coupon	Step up Date	Legal Maturity	Bond Type	Placement
A1 A2 A3	XS0938279378 XS0938012704 XS0938091575	US43641NBV55 XS0938943080 n/a	AAA/Aaa/AAA AAA/Aaa/AAA AAA/Aaa/AAA	AAA/Aaa/AAA AAA/Aaa/AAA AAA/Aaa/AAA	USD GBP GBP	1.51 - -	750,000,000 500,000,000 100,000,000	(750,000,000) (114,285,715) (15,238,096)	- 385,714,285 84,761,904	1M USD LIBOR 3M GBP LIBOR 3M GBP LIBOR	0.08% 0.40% 0.40%	- 0.97938% 0.97938%	- 15/10/2015-15/01/2016 15/10/2015-15/01/2016	- 15/01/2016 15/01/2016	- 951,768 209,154	n/a Oct-2016 Jan-2017	Apr-2014 Oct-2054 Oct-2054	Sched AM Sched AM Sched AM	Public Public Retained

*All Notes are listed on the London Stock Exchange.

Combined Credit Enhancement	Total £	Total %	Current note subordination	Subordination +Reserve Fund	% Required
Class A Notes	£3,738,958,126	65.63%	34.37%	42.53%	8.30%
Class B Notes	£123,177,134	2.16%	32.21%	40.37%	5.70%
Class Z Notes	£1,835,000,000	32.21%	0.00%	0.00%	0.00%
	£5,697,135,260	100.00%			
Funding Reserve Fund Required Amount	£465,000,000	8.16%			

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	£465,000,000
Drawings	£0
Top up	£0
Balance carried forward	£465,000,000

Quarterly Excess Spread* as at October 2015	Excluding Z notes	Including Z notes
Quarterly Excess Spread annualised	1.50%	1.04%
Quarterly Excess Spread rolling 12 month average	2.15%	1.77%

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

Monthly Excess Spread* as at October 2015	Excluding Z notes	Including Z notes
Monthly Excess Spread annualised	0.98%	0.56%

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

Funding Principal Ledger-AAA	160,211,835
Funding Principal Ledger-AA	-
Funding Principal Ledger-A	-
Funding Principal Ledger-BBB	-
Funding Principal Ledger	160,211,835

Accounts as at 31 October 2015	Counterparty	Rate	Amount
Mortgages Trustee GIC	Santander UK	Libor	84,477,044
Funding GIC	Santander UK	Libor	465,382,807
Funding Transaction Account	Santander UK	Libor - 0.25%	45,961
Panel Banks	Bank of New York Mellon	-	-

WATERFALLS

MORTGAGES TRUSTEE REVENUE WATERFALL		FUNDING REVENUE WATERFALL		ISSUER REVENUE WATERFALL	
<i>*for distribution period 05 September 2015 -06 October 2015</i>		<i>*for distribution period 15 July 2015 - 15 October 2015</i>		<i>*for distribution period 15 July 2015 - 15 October 2015</i>	
(a)	Mortgages Trustee fees Other third party payments	0.00 0.00	(a)	Funding Security Trustee fees Fee under Intercompany Loan Other third party payments	0.00 0.00 214,015.88
(b)	Servicer fees	561,897.83	(b)	Cash Manager fees	30,000.00
(c)	Funding Seller	16,185,487.20 5,442,825.44	(c)	Funding Corporate Services fees Account Banks fees	0.00 0.00
MORTGAGES TRUSTEE PRINCIPAL WATERFALL		FUNDING PRINCIPAL WATERFALL		ISSUER PRINCIPAL WATERFALL	
<i>*for distribution period 05 September 2015 -06 October 2015</i>		<i>* To be read in conjunction with rules on pgs. 181- 185 of the base prospectus</i>			
(a)	Funding	-	(d)	Payment to Funding 1 Swap Provider	40,494,933.76
(b)	Seller	160,180,387.64	(e)	Interest on AAA Term Advances	20,410,418.63
			(f)	Credit to AAA Principal Deficiency Ledger	0.00
			(g)	Interest on AA Term Advances	854,693.25
			(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	465,000,000.00
			(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	6,864,082.44
			(s)	Excluded swap payments (with respect to the Issuer) and other fees under the Intercompany Loan Agreement	0.00
			(t)	Payment of Funding Start-up Loan	0.00
			(u)	Profit to Funding	1,250.00
			(v)	Deferred Consideration	15,389,843.08
			(a)	Repayment of Class A Notes (including principal payments to class A swap providers)	160,211,834.56
			(b)	Repayment of Class B Notes (including principal payments to class A swap providers)	76,959,674.26
			(c)	Repayment of Class M Notes (including principal payments to class A swap providers)	0.00
			(d)	Repayment of Class C Notes (including principal payments to class A swap providers)	0.00
			(e)	Repayment of Class Z Notes	0.00
			(a)	Issuing Entity Security Trustee fees Note Trustee fees Agent Bank fees etc.	0.00 0.00 0.00
			(b)	Other third party payments	0.00
			(c)	Issuing Entity Cash Manager fees Issuing Entity Corporate Services Provider fees Issuing Entity Account Bank fees	30,000.00 0.00 0.00
			(d)	Interest on Class A Notes (including any payments to Issuing Entity Swap Providers)	20,410,418.63
			(e)	Interest on Class B Notes (including any payments to Issuing Entity Swap Providers)	13,181,792.40
			(f)	Interest on Class M Notes (including any payments to Issuing Entity Swap Providers)	854,693.25
			(g)	Interest on Class C Notes (including any payments to Issuing Entity Swap Providers)	610,643.77
			(h)	Interest on Class Z Notes	0.00
			(i)	Excluded issuer swap payments	0.00
			(j)	Issuing Entity profit	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	ANTS	5,750,423,653.20	3M GBP LIBOR	1.88625%	2.47031%	35,834,809.07	-	5,750,423,653.20	3M GBP LIBOR	0.00000%	2.79127%	40,494,933.76	0.00
2010-1 A4	ANTS	441,154,484.00	3M EURIBOR	1.50000%	1.48100%	1,669,671.69	52,088,055.36	386,539,558.88	3M GBP LIBOR	1.73250%	2.31656%	2,257,004.70	45,639,554.12
2010-1 A5	ANTS	375,000,000.00	GBP FIXED	4.00900%	4.00900%	7,516,875.00	-	375,000,000.00	3M GBP LIBOR	1.62500%	2.20906%	2,088,015.62	0.00
2011-1 A4	ANTS	330,820,622.00	3M EURIBOR	1.45000%	1.43100%	1,209,811.01	36,717,608.60	282,189,990.57	3M GBP LIBOR	1.85600%	2.44006%	1,735,549.77	31,320,120.14
2011-3 A5	ANTS	500,000,000.00	USD FIXED	0.00000%	3.61500%	0.00	-	316,455,696.20	3M GBP LIBOR	1.75500%	2.33906%	1,865,731.92	0.00
2011-3 A6	ANTS	250,000,000.00	3M USD LIBOR	1.75000%	2.03880%	1,302,566.67	-	158,227,848.10	3M GBP LIBOR	1.75500%	2.33906%	932,865.96	0.00
2012-2 A1	ANTS	1,250,000,000.00	3M USD LIBOR	1.55000%	1.83880%	5,873,944.44	-	785,175,879.40	3M GBP LIBOR	1.59000%	2.17406%	4,302,624.42	0.00
2012-3 B1	ANTS	140,000,000.00	3M USD LIBOR	2.20000%	2.48880%	890,437.33	-	90,177,133.66	3M GBP LIBOR	2.10250%	2.68656%	610,643.77	0.00

COLLATERAL

Note	Collateral Postings	Counterparty

There was no collateral posted during the reporting period 01-October-15 to 31-October-15.

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. 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
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 (ii) the Issuer does not exercise its option to redeem the Issuing Entity Notes on the relevant step-up date pursuant to the Terms and Conditions of the Issuing Entity Notes (but only where such right of redemption arises on or after a particular specified date and not as a result of the occurrence of any event specified in the Terms and Conditions of the relevant Issuing Entity Notes)	None None
Full details of all Trigger Events can be found within the Holmes Master Issuer plc. base prospectus	

Definitions

1 Current value of mortgages

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

2 Arrears

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

3 Defaults

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

4 1 month CPR

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

5 1 month annualised CPR

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

6 3 month average CPR

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

7 3 month annualised CPR

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

X

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

Y

Flexible drawings set-off risk

Z

Breach of Mortgage Sale Agreement

AA

Reward loans cashbacks

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*

N 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.

Redemptions

On the payment date 19 October 2015 no notes were fully redeemed.

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