

**SUPPLEMENT DATED 30 APRIL 2013
TO THE BASE PROSPECTUS DATED 21 FEBRUARY 2013**



Abbey National Treasury Services plc

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

Unconditionally guaranteed by

Santander UK plc

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

This supplement (the "**Supplement**", which definition shall also include all information incorporated by reference herein) is prepared as a supplement to, and must be read in conjunction with the Base Prospectus dated 21 February 2013 relating to the Note, Certificate and Warrant Programme as supplemented by the supplement dated 25 March 2013 (the "**First Supplement**") and at the date hereof (the "**Base Prospectus**").

This Supplement together with the Base Prospectus constitutes a base prospectus for the purposes of Article 5.4 of Directive 2003/71/EC, as amended (which includes the amendments made by Directive 2010/73/EU to the extent that such amendments have been implemented in a relevant Member State of the European Economic Area) (the "**Prospectus Directive**"). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with the Base Prospectus and any other supplements to the Base Prospectus prepared by Abbey National Treasury Services plc, as issuer on the Note, Certificate and Warrant Programme.

This Supplement has been approved by the Central Bank of Ireland (the "**Central Bank**"), as Irish competent authority under the Prospectus Directive. The Central Bank only approves this Supplement as meeting the requirements imposed under Irish and EU law pursuant to the Prospectus Directive. Such approval relates only to the Securities which are to be admitted to trading on the regulated market of the Irish Stock Exchange or other regulated markets for the purposes of Directive 2004/39/EC (the "**Markets in Financial Instruments Directive**") or which are to be offered to the public in a Member State of the European Economic Area.

Each of Abbey National Treasury Services plc and Santander UK plc (each an "**Obligor**") accept responsibility for the information contained in this Supplement. To the best of the knowledge of each Obligor (having taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

This Supplement has been prepared for the purpose of incorporating by reference into the Base Prospectus certain sections of the quarterly management statement for the quarter ended 31 March 2013 of Santander UK plc (as listed in Schedule 1 hereto) (the "**Quarterly Management Statement**").

Any non-incorporated parts of a document referred to herein are either deemed not relevant for an investor or are otherwise covered elsewhere in the Base Prospectus, to which this Supplement relates.

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

If any documents which are incorporated by reference themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement or the Base Prospectus for the purposes of the Prospectus Directive except where such information or other documents are specifically incorporated by reference or attached to this Supplement.

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

In circumstances where Article 16.2 of the Prospectus Directive apply, investors who have agreed to purchase or subscribe for securities before this Supplement is published have the right, exercisable before the end of the period of two working days beginning with the working day after the date on which this Supplement was published, to withdraw their acceptances by sending a written notice of withdrawal (which must include the full name and address of the person or entity wishing to exercise such statutory withdrawal right and identify the transferable securities to which that statutory withdrawal right relates) by electronic mail to wholesalemarketslegal@santanderbm.com.

The date of this Supplement is 30 April 2013.

SCHEDULE 1

PUBLICATION OF QUARTERLY MANAGEMENT STATEMENT

On 25 April 2013, Santander UK plc published its unaudited Quarterly Management Statement. The following sections of the unaudited Quarterly Management Statement are hereby incorporated in, and form part of, the Base Prospectus:

- (a) the unaudited interim financial statements of Santander UK plc appearing at pages 14 – 15 (inclusive);
and
- (b) the section entitled "Income statement analysis (Q1'13 compared to Q1'12)" at page 5.

Copies of the unaudited Quarterly Management Statement have been submitted to the National Storage Mechanism (available for viewing at: www.hemscott.com/nsm.do).

The relevant sections of the document listed above are also available at: <http://www.aboutsantander.co.uk/investors/results-and-presentations/2013.aspx>.

SCHEDULE 2

SUPPLEMENT TO THE SUMMARY

The summary document which forms part of the Base Prospectus is hereby supplemented below following the publication of the unaudited Quarterly Management Statement of Santander UK plc.

SECTION B – ISSUER AND GUARANTOR

B.19 Information about the Guarantor																																																							
B.1	Legal and commercial name of the Guarantor Santander UK plc																																																						
B.12	Selected historical key financial information																																																						
	The consolidated statutory balance sheet and income statement as of, and for each of the years ended 31 December 2011 and 31 December 2012 have been extracted without any adjustment from, and are qualified by reference to and should be read in conjunction with, the Guarantor's consolidated financial statements in respect of those dates and periods:																																																						
	<i>Consolidated Statutory Income Statement for years ended 31 December 2012 and 31 December 2011</i>																																																						
	<table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 60%;"></th> <th style="text-align: right; font-size: small;">Year ended 31 December 2012 <i>(audited)</i> £m</th> <th style="text-align: right; font-size: small;">Year ended 31 December 2011 <i>(audited)</i> £m</th> </tr> </thead> <tbody> <tr> <td>Interest and similar income</td> <td style="text-align: right;">7,621</td> <td style="text-align: right;">7,618</td> </tr> <tr> <td>Interest expense and similar charges</td> <td style="text-align: right;">(4,706)</td> <td style="text-align: right;">(3,788)</td> </tr> <tr> <td>Net interest income</td> <td style="text-align: right;">2,915</td> <td style="text-align: right;">3,830</td> </tr> <tr> <td>Fee and commission income</td> <td style="text-align: right;">1,164</td> <td style="text-align: right;">1,138</td> </tr> <tr> <td>Fee and commission expense</td> <td style="text-align: right;">(264)</td> <td style="text-align: right;">(220)</td> </tr> <tr> <td>Net fee and commission income</td> <td style="text-align: right;">900</td> <td style="text-align: right;">918</td> </tr> <tr> <td>Net trading and other income</td> <td style="text-align: right;">1,086</td> <td style="text-align: right;">437</td> </tr> <tr> <td>Total operating income</td> <td style="text-align: right;">4,901</td> <td style="text-align: right;">5,185</td> </tr> <tr> <td>Administration expenses</td> <td style="text-align: right;">(1,976)</td> <td style="text-align: right;">(1,995)</td> </tr> <tr> <td>Depreciation, amortisation and impairment</td> <td style="text-align: right;">(246)</td> <td style="text-align: right;">(447)</td> </tr> <tr> <td>Total operating expenses excluding provisions and charges</td> <td style="text-align: right;">(2,222)</td> <td style="text-align: right;">(2,442)</td> </tr> <tr> <td>Impairment losses on loans and advances</td> <td style="text-align: right;">(1,009)</td> <td style="text-align: right;">(565)</td> </tr> <tr> <td>Provisions for other liabilities and charges</td> <td style="text-align: right;">(439)</td> <td style="text-align: right;">(917)</td> </tr> <tr> <td>Total operating provisions and charges</td> <td style="text-align: right;">(1,448)</td> <td style="text-align: right;">(1,482)</td> </tr> <tr> <td>Profit before tax</td> <td style="text-align: right;">1,231</td> <td style="text-align: right;">1,261</td> </tr> <tr> <td>Taxation charge</td> <td style="text-align: right;">(292)</td> <td style="text-align: right;">(358)</td> </tr> <tr> <td>Profit for the year</td> <td style="text-align: right;">939</td> <td style="text-align: right;">903</td> </tr> </tbody> </table>		Year ended 31 December 2012 <i>(audited)</i> £m	Year ended 31 December 2011 <i>(audited)</i> £m	Interest and similar income	7,621	7,618	Interest expense and similar charges	(4,706)	(3,788)	Net interest income	2,915	3,830	Fee and commission income	1,164	1,138	Fee and commission expense	(264)	(220)	Net fee and commission income	900	918	Net trading and other income	1,086	437	Total operating income	4,901	5,185	Administration expenses	(1,976)	(1,995)	Depreciation, amortisation and impairment	(246)	(447)	Total operating expenses excluding provisions and charges	(2,222)	(2,442)	Impairment losses on loans and advances	(1,009)	(565)	Provisions for other liabilities and charges	(439)	(917)	Total operating provisions and charges	(1,448)	(1,482)	Profit before tax	1,231	1,261	Taxation charge	(292)	(358)	Profit for the year	939	903
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*Summarised Consolidated Statutory Income Statement for 3 month periods ended 31 March 2013 and 31 March 2012**

	3 months ended 31 March 2013 (unaudited) £m	3 months ended 31 March 2012* (unaudited) £m
Net interest income	692	787
Non-interest income	279	291
Total operating income	971	1,078
Administration expenses	(493)	(478)
Depreciation, amortisation and impairment	(60)	(58)
Total operating expenses excluding provisions and charges	(553)	(536)
Impairment losses on loans and advances	(130)	(178)
Provisions for other liabilities and charges	(6)	(2)
Total operating provisions and charges	(136)	(180)
Profit on continuing operations before tax	282	362
Tax on profit on continuing operations	(57)	(87)
Profit for the period from continuing operations	225	275
Profit for the period from discontinued operations	-	14
Profit for the period	225	289

* Data for the 3 months ended 31 March 2012 has been restated to reflect discontinued operations relating to the agreement in principle to sell the Santander UK store cards business.

Consolidated Balance Sheet as at 31 December 2012 and 31 December 2011

	31 December 2012 (audited) £m	31 December 2011 (audited) £m
Assets		
Cash and balances at central banks	29,282	25,980
Trading assets	22,498	21,891
Derivative financial instruments	30,146	30,780
Financial assets designated at fair value	3,811	5,005
Loans and advances to banks	2,438	4,487
Loans and advances to customers	191,907	201,069
Available-for-sale securities	5,483	46
Loans and receivables securities	1,259	1,771
Macro hedge of interest rate risk	1,222	1,221
Intangible assets	2,325	2,142
Property, plant and equipment	1,541	1,596
Current tax assets	50	-
Deferred tax assets	60	257
Retirement benefit assets	254	241
Other assets	768	1,088
Total assets	293,044	297,574
Liabilities		
Deposits by banks	9,935	11,626
Deposits by customers	149,037	148,342
Derivative financial instruments	28,861	29,180
Trading liabilities	21,109	25,745
Financial liabilities designated at fair value	4,002	6,837
Debt securities in issue	59,621	52,651
Subordinated liabilities	3,781	6,499
Other liabilities	2,526	2,571
Provisions	914	970
Current tax liabilities	4	271
Retirement benefit obligations	305	216
Total liabilities	280,095	284,908
Equity		
Share capital and other equity instruments	3,999	3,999
Share premium	5,620	5,620
Retained earnings	3,312	3,021
Other reserves	18	26
Total shareholders' equity	12,949	12,666
Total liabilities and equity	293,044	297,574

*Summarised Consolidated Balance Sheet as at 31 March 2013 and 31 December 2012**

	31 March 2013 (unaudited) £m	31 December 2012* (unaudited) £m
Assets		
Cash and balances at central banks	29,548	29,282
Trading assets	30,513	22,498
Derivative financial instruments	30,346	30,146
Financial assets designated at fair value	3,600	3,811
Loans and advances to banks	3,075	2,438
Loans and advances to customers	188,746	190,782
Available-for-sale securities	5,412	5,483
Loans and receivables securities	1,308	1,259
Macro hedge of interest rate risk	1,447	1,222
Intangible assets	2,342	2,325
Property, plant and equipment	1,497	1,541
Current tax assets	-	50
Deferred tax assets	58	60
Retirement benefit assets	259	254
Other assets	2,341	1,892
Total assets	300,492	293,044
Liabilities		
Deposits by banks	9,731	9,935
Deposits by customers	150,833	149,037
Derivative financial instruments	28,441	28,861
Trading liabilities	28,814	21,109
Financial liabilities designated at fair value	4,779	4,002
Debt securities in issue	56,992	59,621
Subordinated liabilities	3,826	3,781
Other liabilities	2,766	2,526
Provisions	826	914
Current tax liabilities	9	4
Retirement benefit obligations	297	305
Total liabilities	287,314	280,095
Equity		
Total shareholders' equity	13,718	12,949
Total equity	13,178	12,949
Total liabilities and equity	300,492	293,044

* Data as at 31 December 2012 has been restated to reflect discontinued operations relating to the agreement in principle to sell the Santander UK store cards business.

Statements of no significant or material adverse change

There has been no significant change in the financial position of the Santander UK Group (including the Guarantor) since 31 March 2013 and there has been no material adverse change in the prospects of Santander UK plc since 31 December 2012.