



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
<b>Issuer</b>	Holmes Master Issuer				
<b>Funding</b>	Holmes Funding Limited				
<b>Mortgages Trustee</b>	Holmes Trustees Limited				
<b>Seller</b>	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)	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.
<b>Servicer</b>	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.
<b>Cash Manager</b>	Santander UK	A / A1 / A	F1 / P-1 / A-1		
<b>Each Start-up Loan Provider</b>	Santander UK	A / A1 / A	F1 / P-1 / A-1		
<b>Funding Account Bank A</b>	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.
<b>Funding Account Bank B</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+.
<b>Mortgage Trust Account Bank</b>	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.
<b>Issuer Account Bank</b>	Santander UK	A / A1 / A	F1 / P-1 / A-1	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.
<b>Issuer Account Bank</b>	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.
<b>Funding Swap Provider</b>	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.
<b>Issuer Swap Provider</b>	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.
<b>Paying Agent and related roles</b>	Bank of New York Mellon	AA / Aa2 / AA-	F1+ / P1 / A-1+		
<b>Corporate Services Provider</b>	Wilmington Trust SP Services (London) Limited				
<b>Note Trustee and Security Trustee</b>	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 30 September 2015	81,794
Current £ value of Mortgage Loans in Pool at 30 September 2015	£ 7,480,378,610
Weighted Average Yield on 08 September 2015	3.22%

Trust Assets	
Current value of Mortgage Loans in Pool at 04 September 2015	7,612,802,727.40
Last months Closing Trust Assets at 06 August 2015	7,792,588,385.38
Mortgage collections - Interest on 04 September 2015	20,205,437.27
Mortgage collections - Principal (Scheduled) on 04 September 2015	38,427,853.70
Mortgage collections - Principal (Unscheduled) on 04 September 2015	140,387,183.14
Principal Ledger as calculated on 04 September 2015	160,211,834.56
Funding Share as calculated on 04 September 2015	5,697,019,707.47
Funding Share % as calculated on 04 September 2015	74.83472%
Seller Share as calculated on 04 September 2015	1,915,783,019.93
Seller Share % as calculated on 04 September 2015	25.16528%
Minimum Seller Share (Amount) on 04 September 2015	
W	268,995,194.17
X	334,963,320.01
Y	208,774,968.52
Z	-
AA	84,658.74
W + X + Y + Z + AA =	812,818,141.44
Minimum Seller Share (% of Total) on 04 September 2015	10.67699%

Arrears Analysis of Non Repossessed Mortgage Loans at 30 September 2015	Number	Current Balance £	Arrears £	By Number %	By Current Balance %
Less than 1 month in arrears	80,913	7,389,971,374	-	98.92	98.79
1<=2 months in arrears	772	80,477,961	565,335	0.94	1.08
2<=3 months in arrears	100	8,957,940	123,165	0.12	0.12
3<=4 months in arrears	7	916,225	12,646	0.01	0.01
4<=5 months in arrears	1	33,048	122	-	-
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	22,062	340	-	-
<b>Total</b>	<b>81,794</b>	<b>7,480,378,610</b>	<b>701,607</b>	<b>100.00</b>	<b>100.00</b>

Arrears Capitalised at 30 September 2015	Number	Current Balance £	Capitalised Amount £
Capitalisation cases (in month)	1	68,791	1,195
Capitalisation cases (cumulative) *	1,631	158,239,044	2,101,459

\*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 30 September 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*	52	64,191

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

Properties in Possession at 30 September 2015	Number	Current Balance £
Total properties in possession since inception	4,539	530,849,819
Repossessed (in month)	(1)	(35,681)
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	390	0.48	13,241,931	0.18
Fixed Rate Loans	5,573	6.81	468,864,075	6.27
Bank of England Base Rate Tracker Loans	33,373	40.80	3,308,728,773	44.23
Standard Variable Loans	42,458	51.90	3,689,543,831	49.33
Unknown	-	-	-	-
<b>Total</b>	<b>81,794</b>	<b>100.00</b>	<b>7,480,378,610</b>	<b>100.00</b>

Substitution, redemptions and repurchases during period 07 August 2015 - 04 September 2015	Number of accounts this period	Current balance this period £
Substitution & Top up	0	0
Redeemed this period	779	57,324,984
Repurchases this period (including arrears)*	694	83,062,199
Arrears repurchased this period*	270	29,031,527
<b>Cumulative arrears repurchased*</b>	<b>5,514</b>	<b>621,691,772</b>

\* "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	36,907	45.12	4,703,064,306	62.87
Repayment	44,887	54.88	2,777,314,304	37.13
<b>Total</b>	<b>81,794</b>	<b>100.00</b>	<b>7,480,378,610</b>	<b>100.00</b>

PPR/CPR Analysis* 07 August 2015 - 04 September 2015	1 Month %	1 Month Annualised %	3 Month Average %	3 Month Annualised %	12 Month Average %
<b>Total (including unscheduled repayments and repurchases from the Mortgages Trust)</b>					
Current month	2.29%	24.31%	2.82%	29.81%	25.47%
Previous month	4.14%	39.82%	2.65%	28.23%	25.40%
<b>Unscheduled repayments and repurchases from the Mortgages Trust only</b>					
Current month	1.80%	19.60%	1.91%	20.99%	14.62%
Previous month	3.00%	30.58%	1.58%	17.65%	14.31%

\*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	47,223	57.73	4,172,318,393	55.78
House Purchase	31,263	38.22	3,203,295,903	42.82
Unknown	3,308	4.04	104,764,314	1.40
<b>Total</b>	<b>81,794</b>	<b>100.00</b>	<b>7,480,378,610</b>	<b>100.00</b>

**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

Analysis of Mortgage loan size at reporting date £	Number of accounts	% by number	Current balance £	% by balance
0 to <=50,000	31,385	38.37	769,966,006	10.29
>50,000 to <=100,000	21,794	26.64	1,590,747,332	21.27
>100,000 to <=150,000	13,580	16.60	1,670,698,040	22.33
>150,000 to <=200,000	7,512	9.18	1,290,392,020	17.25
>200,000 to <=250,000	3,488	4.26	775,057,661	10.36
>250,000 to <=300,000	1,686	2.06	459,427,521	6.14
>300,000 to <=350,000	969	1.18	312,588,206	4.18
>350,000 to <=400,000	546	0.67	203,326,295	2.72
>400,000 to <=450,000	315	0.39	132,662,210	1.77
>450,000 to <=500,000	237	0.29	112,733,954	1.51
>500,000 to <=550,000	127	0.16	65,540,570	0.88
>550,000 to <=600,000	59	0.07	33,851,571	0.45
>600,000 to <=650,000	41	0.05	25,448,740	0.34
>650,000 to <=700,000	32	0.04	21,387,032	0.29
>700,000 to <=750,000	23	0.03	16,551,452	0.22
> 750,000	-	-	-	-
<b>Total</b>	<b>81,794</b>	<b>99.99</b>	<b>7,480,378,610</b>	<b>100.00</b>

As at the report date, the maximum loan size was £ 749,000.00, the minimum loan size was £ 0 and the average loan size was £ 91,453.88.

Geographical Analysis By Region	Number of accounts	% by number	Current balance £	% by balance
East Anglia	2,981	3.64	263,438,633	3.52
East Midlands	4,579	5.60	352,550,792	4.71
London	12,681	15.50	1,569,340,857	20.98
North	3,368	4.12	217,266,835	2.90
North West	10,024	12.26	724,846,480	9.69
Scotland	6,193	7.57	406,704,335	5.44
South East	20,324	24.85	2,221,021,598	29.69
South West	6,620	8.09	636,974,295	8.52
Yorkshire and Humberside	5,429	6.64	373,946,908	5.00
Wales	4,212	5.15	304,937,201	4.08
West Midlands	5,383	6.58	409,350,676	5.47
Unknown	-	0.00	-	0.00
<b>Total</b>	<b>81,794</b>	<b>100.00</b>	<b>7,480,378,610</b>	<b>100.00</b>

Remaining Term	Number of accounts	by number	Current balance £	% by balance
0 to <5	15,156	18.53	787,910,169	10.53
>= 5 to < 10	20,899	25.55	1,489,716,615	19.91
>= 10 to < 15	23,581	28.83	2,342,815,870	31.32
>=15 to < 20	17,172	20.99	2,222,168,263	29.71
>= 20 to < 25	4,166	5.09	528,260,510	7.06
>= 25 to < 30	476	0.58	65,302,898	0.87
>= 30 to < 35	343	0.42	44,123,547	0.59
>= 35 to < 40	1	0.00	80,740	0.00
>= 40 to < 45	-	-	-	-
>= 45	-	-	-	-
Unknown	-	-	-	-
<b>Total</b>	<b>81,794</b>	<b>100.00</b>	<b>7,480,378,610</b>	<b>100.00</b>

As at the report date, the maximum remaining term for a loan was 424.00 months, the minimum remaining term was 0 months and the weighted average remaining term was 151.52 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	539	0.66	56,180,520	0.75
>= 36 to < 42	1,734	2.12	172,524,548	2.31
>= 42 to < 48	1,054	1.29	123,362,463	1.65
>=48 to < 54	1,589	1.94	173,709,126	2.32
>=54 to < 60	1,738	2.12	182,654,346	2.44
>= 60 to < 66	1,455	1.78	157,187,009	2.10
>= 66 to < 72	813	0.99	87,574,583	1.17
>= 72 to < 78	1,948	2.38	181,801,852	2.43
>= 78 to < 84	2,194	2.68	238,625,629	3.19
>= 84 to < 90	3,846	4.70	515,506,734	6.89
>= 90 to < 96	5,598	6.84	778,045,010	10.40
>= 96 to < 102	7,828	9.57	912,917,654	12.20
>= 102 to < 108	6,546	8.00	703,374,694	9.40
>= 108 to < 114	7,068	8.64	695,539,948	9.30
>= 114 to < 120	4,715	5.76	428,313,516	5.73
>= 120 to < 126	3,780	4.62	319,443,384	4.27
>= 126 to < 132	2,976	3.64	236,092,300	3.16
>= 132 to < 138	3,797	4.64	270,679,975	3.62
>= 138 to < 144	4,207	5.14	290,727,094	3.89
>= 144 to < 150	3,403	4.16	219,967,904	2.94
>= 150 to < 156	3,558	4.35	207,086,664	2.77
>= 156 to < 162	2,459	3.01	133,688,828	1.79
>= 162 to < 168	2,036	2.49	110,157,726	1.47
>= 168 to < 174	1,650	2.02	86,456,955	1.16
>= 174 to < 180	697	0.85	32,913,452	0.44
>= 180	4,566	5.58	165,846,697	2.22
<b>Total</b>	<b>81,794</b>	<b>100.00</b>	<b>7,480,378,610</b>	<b>100.00</b>

As at the report date, the maximum seasoning for a loan was 241.00 months, the minimum seasoning was 34.00 months and the weighted average seasoning was 105.97 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%	29,358	35.89	931,757,311	12.46
>25% =<50%	25,298	30.93	2,302,330,089	30.78
>50% =<75%	20,716	25.33	3,078,025,070	41.15
>75% =<80%	2,588	3.16	465,729,079	6.23
>80% =<85%	2,210	2.70	405,080,720	5.42
>85% =<90%	1,335	1.63	247,764,643	3.31
>90% =<95%	267	0.33	45,472,570	0.61
>95%	20	0.02	4,183,597	0.06
Unknown	2	0.00	35,531	0.00
<b>Total</b>	<b>81,794</b>	<b>100.00</b>	<b>7,480,378,610</b>	<b>100.00</b>

As at the report date, the maximum indexed LTV was 148.47, the minimum indexed LTV was 0.00 and the weighted average indexed LTV was 52.26.

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%	21,545	26.34	548,252,444	7.33
>25% =<50%	22,040	26.95	1,636,499,306	21.88
>50% =<75%	22,974	28.09	2,885,556,087	38.58
>75% =<80%	4,676	5.72	736,576,898	9.85
>80% =<85%	3,254	3.98	535,382,600	7.16
>85% =<90%	3,196	3.91	551,199,179	7.37
>90% =<95%	2,149	2.63	363,290,287	4.86
>95%	1,896	2.32	221,305,676	2.96
Unknown	64	0.08	2,316,132	0.03
<b>Total</b>	<b>81,794</b>	<b>100.00</b>	<b>7,480,378,610</b>	<b>100.00</b>

As at the report date, the maximum unindexed LTV was 213.21, the minimum unindexed LTV was 0.00 and the weighted average unindexed LTV was 61.66.

Original Loan to Value at Last Valuation Using original balance and valuation amount	Number of accounts	% by number	Current balance £	% by balance
>0% =<25%	7,210	8.81	284,784,514	3.81
>25% =<50%	19,260	23.55	1,131,097,439	15.12
>50% =<75%	28,206	34.48	2,778,769,313	37.15
>75% =<80%	6,934	8.48	864,995,990	11.56
>80% =<85%	5,656	6.91	733,316,946	9.80
>85% =<90%	8,163	9.98	1,070,220,633	14.31
>90% =<95%	6,301	7.70	614,877,644	8.22
>95%	-	-	-	-
Unknown	64	0.08	2,316,132	0.03
<b>Total</b>	<b>81,794</b>	<b>100.00</b>	<b>7,480,378,610</b>	<b>100.00</b>

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 67.52.

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	(308,845,516)	441,154,484	3M EURIBOR	1.50%	1.48100%	15/07/2015-15/10/2015	15/10/2015	1,669,672	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%	15/04/2015-15/10/2015	15/10/2015	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%	1.48406%	15/07/2015-15/10/2015	15/10/2015	2,244,387	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	(169,179,378)	330,820,622	3M EURIBOR	1.45%	1.43100%	15/07/2015-15/10/2015	15/10/2015	1,209,811	Apr-2016	Oct-2054	Sched AM
A5	XS0590150875	XS0590296223	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	325,000,000	(109,966,611)	215,033,389	3M GBP LIBOR	1.45%	2.03406%	15/07/2015-15/10/2015	15/10/2015	1,102,465	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%	1.48406%	15/07/2015-15/10/2015	15/10/2015	1,683,290	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	US43641NBD88	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	(30,642,857)	134,357,143	3M GBP LIBOR	1.65%	2.23406%	15/07/2015-15/10/2015	15/10/2015	756,573	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%	15/07/2015-15/01/2016	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%	2.03880%	15/07/2015-15/10/2015	15/10/2015	1,302,567	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%	2.43406%	15/07/2015-15/10/2015	15/10/2015	1,319,060	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%	1.48406%	15/07/2015-15/10/2015	15/10/2015	2,281,793	n/a	Oct-2054	P-Through

LOAN NOTE REPORT

Closing Date 19/04/2012

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%	1.83880%	15/07/2015-15/10/2015	15/10/2015	5,873,944	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%	1.48406%	15/07/2015-15/10/2015	15/10/2015	654,613	n/a	Oct-2054	P-Through

Closing Date 08/06/2012

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%	2.13406%	15/07/2015-15/10/2015	15/10/2015	2,770,185	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%	2.48880%	15/07/2015-15/10/2015	15/10/2015	890,437	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%	2.93406%	15/07/2015-15/10/2015	15/10/2015	244,049	Oct-2017	Oct-2054	Sched AM

Closing Date 30/05/2013

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	(750,000,000)	-	1M USD LIBOR	0.08%	-	-	-	-	n/a	Apr-2014	Sched AM	Public
A2	XS0938012704	XS0938943080	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	500,000,000	(76,190,500)	423,809,500	3M GBP LIBOR	0.40%	0.98406%	15/07/2015-15/10/2015	15/10/2015	1,051,205	Oct-2016	Oct-2054	Sched AM	Public
A3	XS0938091575	n/a	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	100,000,000	(7,619,000)	92,381,000	3M GBP LIBOR	0.40%	0.98406%	15/07/2015-15/10/2015	15/10/2015	229,139	Jan-2017	Oct-2054	Sched AM	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	£3,899,169,961	66.57%	33.43%	41.37%	8.30%
Class B Notes	£123,177,134	2.10%	31.33%	39.27%	5.70%
Class Z Notes	£1,835,000,000	31.33%	0.00%	0.00%	0.00%
	£5,857,347,094	100.00%			
Funding Reserve Fund Required Amount	£465,000,000	7.94%			

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 July 2015	Excluding Z notes	Including Z notes
Quarterly Excess Spread annualised	2.41%	1.95%
Quarterly Excess Spread rolling 12 month average	2.10%	1.73%

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

Monthly Excess Spread* as at September 2015	Excluding Z notes	Including Z notes
Monthly Excess Spread annualised	0.77%	0.28%

\*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 30 September 2015	Counterparty	Rate	Amount
Mortgages Trustee GIC	Santander UK	Libor	73,905,993
Funding GIC	Santander UK	Libor	657,368,517
Funding Transaction Account	Santander UK	Libor - 0.25%	44,987
Panel Banks	Bank of New York Mellon	-	-



**WATERFALLS**

<b>MORTGAGES TRUSTEE REVENUE WATERFALL</b>		<b>FUNDING REVENUE WATERFALL</b>		<b>ISSUER REVENUE WATERFALL</b>	
<i>*for distribution period 06 August 2015 -04 September 2015</i>		<i>*for distribution period 15 July 2015 - 15 October 2015</i>		<i>*for distribution period 15 April 2015 - 15 July 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 0.00
(b)	Servicer fees	543,167.90	(b)	Cash Manager fees	0.00
(c)	Funding Seller	14,374,727.28 5,287,542.09	(c)	Funding Corporate Services fees Account Banks fees	0.00 0.00
<b>MORTGAGES TRUSTEE PRINCIPAL WATERFALL</b>		<b>FUNDING PRINCIPAL WATERFALL</b>		<b>ISSUER PRINCIPAL WATERFALL</b>	
<i>*for distribution period 06 August 2015 -04 September 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	0.00
(b)	Seller	178,815,036.84	(e)	Interest on AAA Term Advances	0.00
			(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	0.00
			(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	0.00
			(v)	Deferred Consideration	0.00
			(a)	Repayment of Class A Notes (including principal payments to class A swap providers)	0.00 0.00
			(b)	Repayment of Class B Notes (including principal payments to class A swap providers)	0.00 0.00
			(c)	Repayment of Class M Notes (including principal payments to class A swap providers)	0.00 0.00
			(d)	Repayment of Class C Notes (including principal payments to class A swap providers)	0.00 0.00
			(e)	Repayment of 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

**COLLATERAL**

Note	Collateral Postings	Counterparty

There was no collateral posted during the reporting period 01-September-15 to 30-September-15.

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	

**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

**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.

**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.