



UK Secured Funding Programmes

Holmes Master Issuer

Report Date:	31-May-17
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Trustee Distribution Date:	08-May-17
Issuer Distribution Date:	17-Jul-17

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## Holmes Master Trust Investor Report - May 2017

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 / 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.
<b>Servicer</b>	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.
<b>Cash Manager</b>	Santander UK	A / Aa3 / A	F1 / P-1 / A-1		
<b>Each Start-up Loan Provider</b>	Santander UK	A / Aa3 / A	F1 / P-1 / A-1		
<b>Funding Account Bank A</b>	Bank of New York Mellon	AA+ / Aa1 / 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 / 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+.
<b>Mortgage Trust Account Bank</b>	Santander UK	A / Aa3 / 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 / Aa3 / A	F1 / P-1 / A-1	A or A-1 (or A+ if no ST rating) (S&P)  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) 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.  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 / 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 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 / 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.
<b>Paying Agent and related roles</b>	Bank of New York Mellon	AA+ / AAa3 / 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 31-May-2017	56,533
Current £ value of Mortgage Loans in Pool at 31-May-2017	£ 5,054,987,333
Weighted Average Yield on 08-May-2017	2.86%

Trust Assets	
Current value of Mortgage Loans in Pool at 01 May 2017	5,166,323,609.65
Last months Closing Trust Assets at 01 April 2017	5,268,463,975.46
Mortgage collections - Interest on 01 May 2017	12,381,599.08
Mortgage collections - Principal (Scheduled) on 01 May 2017	32,623,157.43
Mortgage collections - Principal (Unscheduled) on 01 May 2017	69,369,926.50
Principal Ledger as calculated on 08 May 2017	101,993,083.93
Funding Share as calculated on 30 April 2017	2,511,254,908.29
Funding Share % as calculated on 30 April 2017	47.66579%
Seller Share as calculated on 30 April 2017	2,757,209,067.17
Seller Share % as calculated on 30 April 2017	52.33421%
Minimum Seller Share (Amount) 30 April 2017	
W	243,112,811.29
X	227,318,238.82
Y	200,957,589.06
Z	-
AA	55,131.24
W + X + Y + Z + AA =	671,443,770.42
Minimum Seller Share (% of Total) on 01 May 2017	12.99655%

Arrears Analysis of Non Repossessed Mortgage Loans at 31 May 2017	Number	Current Balance £	Arrears £	By Number %	By Current Balance %
Less than 1 month in arrears	56,139	5,018,108,359	-	99.30	99.27
1<=2 months in arrears	353	33,976,830	233,142	0.62	0.67
2<=3 months in arrears	36	2,672,942	38,750	0.06	0.05
3<=4 months in arrears	5	229,202	2,277	0.01	0.00
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	-	-	-	-	-
<b>Total</b>	<b>56,533</b>	<b>5,054,987,333</b>	<b>274,168</b>	<b>100.00</b>	<b>100.00</b>

Arrears Capitalised at 31 May 2017	Number	Current Balance £	Capitalised Amount £
Capitalisation cases (in month)	2	305,284	2,083
Capitalisation cases (cumulative) *	1,094	102,239,606	1,410,452

\*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 May 2017	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	113,651

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

Properties in Possession at 31 May 2017	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

Holmes Master Trust Investor Report - May 2017

Product Breakdown (By Balance)	Number of accounts	% by number	Current balance £	% by balance
Discounted SVR Loans	161	0.28	3,715,805	0.07
Fixed Rate Loans	2,677	4.74	222,834,543	4.41
Bank of England Base Rate Tracker Loans	26,959	47.69	2,616,190,782	51.75
Standard Variable Loans	26,736	47.29	2,212,246,203	43.76
Unknown	-	0.00	-	-
<b>Total</b>	<b>56,533</b>	<b>100.00</b>	<b>5,054,987,333</b>	<b>100.00</b>

Payment Type (By Balance)	Number of accounts	% by number	Current balance £	% by balance
Interest only and Combined repayment & int-only	24,740	43.76	3,241,083,883	64.12
Repayment	31,793	56.24	1,813,903,450	35.88
<b>Total</b>	<b>56,533</b>	<b>100.00</b>	<b>5,054,987,333</b>	<b>100.00</b>

Use Of Proceeds (By Balance)	Number of accounts	% by number	Current balance £	% by balance
Remortgage	33,869	59.91	2,889,641,820	57.16
House Purchase	22,664	40.09	2,165,345,513	42.84
Unknown	-	-	-	-
<b>Total</b>	<b>56,533</b>	<b>100.00</b>	<b>5,054,987,333</b>	<b>100.00</b>

Analysis of Mortgage loan size at reporting date £	Number of accounts	% by number	Current balance £	% by balance
0 to <=50,000	23,005	40.69	538,381,944	10.65
>50,000 to <=100,000	14,426	25.52	1,050,021,702	20.77
>100,000 to <=150,000	8,968	15.86	1,101,590,428	21.79
>150,000 to <=200,000	4,933	8.73	848,653,670	16.79
>200,000 to <=250,000	2,318	4.10	516,293,033	10.21
>250,000 to <=300,000	1,164	2.06	317,588,079	6.28
>300,000 to <=350,000	667	1.18	215,176,537	4.26
>350,000 to <=400,000	422	0.75	157,224,673	3.11
>400,000 to <=450,000	236	0.42	99,611,145	1.97
>450,000 to <=500,000	178	0.31	84,832,609	1.68
>500,000 to <=550,000	93	0.16	48,011,755	0.95
>550,000 to <=600,000	46	0.08	26,455,669	0.52
>600,000 to <=650,000	34	0.06	21,178,036	0.42
>650,000 to <=700,000	20	0.04	13,398,849	0.27
>700,000 to <=750,000	23	0.04	16,569,204	0.33
> 750,000	-	0.00	-	0.00
<b>Total</b>	<b>56,533</b>	<b>100.00</b>	<b>5,054,987,333</b>	<b>100.00</b>

As at the report date, the maximum loan size was £ 749,909.03, the minimum loan size was £ 0.00 and the average loan size was £ 89,416.58.

Geographical Analysis By Region	Number of accounts	% by number	Current balance £	% by balance
East Anglia	2,051	3.63	177,606,024	3.51
East Midlands	3,199	5.66	240,036,834	4.75
London	8,628	15.26	1,061,265,112	20.99
North	2,376	4.20	144,943,783	2.87
North West	7,093	12.55	498,758,692	9.87
Scotland	4,189	7.41	260,492,809	5.15
South East	14,008	24.78	1,502,237,911	29.72
South West	4,619	8.17	436,379,982	8.63
Yorkshire and Humberside	3,744	6.62	251,154,697	4.97
Wales	2,932	5.19	208,972,712	4.13
West Midlands	3,694	6.53	273,138,778	5.40
Unknown	-	-	-	-
<b>Total</b>	<b>56,533</b>	<b>100.00</b>	<b>5,054,987,333</b>	<b>100.00</b>

Substitution, redemptions and repurchases during period 01 April 2017- 01 May 2017	Number of accounts this period	Current balance this period £
Substitution & Top up	0	0
Redeemed this period	779	31,244,202
Repurchases this period (including arrears)*	349	38,125,724
Arrears repurchased this period*	93	10,223,580
Cumulative arrears repurchased*	7,495	825,260,095

\* "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* 01 April 2017- 01 May 2017	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	1.94%	20.91%	1.89%	20.48%	20.67%
Previous month	1.98%	21.30%	1.77%	19.34%	20.18%
Unscheduled repayments and repurchases from the Mortgages Trust only					
Current month	1.32%	14.79%	1.28%	14.41%	14.98%
Previous month	1.34%	14.91%	1.18%	13.35%	14.64%

\*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	4.49%
Effective date of change	Sep-2016
Previous existing Borrowers SVR	4.74%
Effective date of change	Oct-2012

Remaining Term	Number of accounts	% by number	Current balance £	% by balance
0 to <5	12,531	22.17	680,057,124.70	13.45
>= 5 to < 10	16,515	29.21	1,281,471,886.70	25.35
>= 10 to < 15	17,973	31.79	1,883,109,137.93	37.25
>=15 to < 20	7,842	13.87	996,802,499.55	19.72
>= 20 to < 25	1,242	2.20	154,191,521.67	3.05
>= 25 to < 30	283	0.50	39,157,318.75	0.77
>= 30 to < 35	147	0.26	20,197,843.58	0.40
>= 35 to < 40	-	-	-	0.00
>= 40 to < 45	-	-	-	0.00
>= 45	-	-	-	0.00
Unknown	-	-	-	0.00
<b>Total</b>	<b>56,533</b>	<b>100.00</b>	<b>5,054,987,333</b>	<b>100.00</b>

As at the report date, the maximum remaining term for a loan was 407.00 months, the minimum remaining term was 0 months and the weighted average remaining term was 135.09 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	10	0.02	2,135,424.89	0.04
>= 18 to < 24	81	0.14	14,898,837.26	0.29
>= 24 to < 30	47	0.08	5,809,635.18	0.11
>= 30 to < 36	34	0.06	4,643,562.62	0.09
>= 36 to < 42	50	0.09	6,673,491.35	0.13
>= 42 to < 48	59	0.10	7,127,341.34	0.14
>=48 to < 54	28	0.05	2,866,105.89	0.06
>=54 to < 60	1,174	2.08	105,260,243.29	2.08
>= 60 to < 66	709	1.25	76,974,862.29	1.52
>= 66 to < 72	804	1.42	85,174,807.09	1.68
>= 72 to < 78	1,089	1.93	111,882,097.48	2.21
>= 78 to < 84	1,166	2.06	119,993,289.00	2.37
>= 84 to < 90	512	0.91	46,684,804.45	0.92
>= 90 to < 96	1,017	1.80	94,854,735.89	1.88
>= 96 to < 102	1,458	2.58	133,820,454.36	2.65
>= 102 to < 108	2,060	3.64	247,780,413.86	4.90
>= 108 to < 114	3,361	5.95	467,269,158.32	9.24
>= 114 to < 120	5,766	10.20	661,581,528.25	13.09
>= 120 to < 126	4,403	7.79	472,248,477.24	9.34
>= 126 to < 132	5,209	9.21	514,150,154.69	10.17
>= 132 to < 138	4,129	7.30	372,007,525.39	7.36
>= 138 to < 144	2,935	5.19	244,948,965.32	4.85
>= 144 to < 150	2,194	3.88	169,720,307.84	3.36
>= 150 to < 156	2,801	4.95	198,507,197.53	3.93
>= 156 to < 162	3,024	5.35	197,835,907.90	3.91
>= 162 to < 168	2,881	5.10	189,949,185.73	3.76
>= 168 to < 174	2,113	3.74	123,729,115.59	2.45
>= 174 to < 180	2,593	4.59	137,119,790.85	2.71
>= 180	4,826	8.54	239,339,911.99	4.73
<b>Total</b>	<b>56,533</b>	<b>100.00</b>	<b>5,054,987,333</b>	<b>100.00</b>

As at the report date, the maximum seasoning for a loan was 261.00 months, the minimum seasoning was 16.00 months and the weighted average seasoning was 125.44 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%	23,912	42.30	801,286,445.48	15.85
>25% =<50%	18,192	32.18	1,859,358,404.15	36.78
>50% =<75%	12,863	22.75	2,117,509,626.02	41.89
>75% =<80%	1,300	2.30	235,959,884.86	4.67
>80% =<85%	123	0.22	17,300,563.01	0.34
>85% =<90%	135	0.24	21,608,161.71	0.43
>90% =<95%	2	0.00	261,681.59	0.01
>95%	5	0.01	1,675,941.41	0.03
Unknown	1	0.00	26,624.65	0.00
<b>Total</b>	<b>56,533</b>	<b>100.00</b>	<b>5,054,987,333</b>	<b>100.00</b>

As at the report date, the maximum indexed LTV was 127.06, the minimum indexed LTV was 0.00 and the weighted average indexed LTV was 46.72.

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%	17,147	30.33	418,789,416.09	8.28
>25% =<50%	15,666	27.71	1,176,399,220.82	23.27
>50% =<75%	14,422	25.51	1,905,441,954.39	37.69
>75% =<80%	2,851	5.04	471,074,783.68	9.32
>80% =<85%	2,064	3.65	356,276,716.63	7.05
>85% =<90%	2,011	3.56	355,648,702.53	7.04
>90% =<95%	1,304	2.31	228,150,162.17	4.51
>95%	1,057	1.87	142,596,007.76	2.82
Unknown	11	0.02	610,368.81	0.01
<b>Total</b>	<b>56,533</b>	<b>100.00</b>	<b>5,054,987,333</b>	<b>100.00</b>

As at the report date, the maximum unindexed LTV was 213.86, the minimum unindexed LTV was 0.00 and the weighted average unindexed LTV was 60.43.

Original Loan to Value at Last Valuation Using original balance and valuation amount	Number of accounts	% by number	Current balance £	% by balance
>0% =<25%	4,540	8.03	184,941,932.14	3.66
>25% =<50%	13,785	24.38	780,895,377.08	15.45
>50% =<75%	20,266	35.85	1,923,688,095.79	38.06
>75% =<80%	4,849	8.58	590,119,051.50	11.67
>80% =<85%	3,914	6.92	497,451,747.95	9.84
>85% =<90%	5,538	9.80	709,024,419.26	14.03
>90% =<95%	3,630	6.42	368,256,340.35	7.29
>95%	-	0.00	-	0.00
Unknown	11	0.02	610,368.81	0.01
<b>Total</b>	<b>56,533</b>	<b>100.00</b>	<b>5,054,987,333</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 67.25.

Holmes Master Trust Investor Report - May 2017

LOAN NOTE REPORT

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	(750,000,000)	0	3M EURIBOR	1.50%	-	-	-	-	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%	4.009%	15/04/2017 - 15/10/2017	16/10/2017	7,516,875	Oct-2017	Oct-2054	Bullet
Z	XS0557835518	n/a	n/a	n/a	GBP	-	600,000,000	(600,000,000)	0	3M GBP LIBOR	0.90%	-	-	-	-	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	US43641NBB88	A-1+/P-1/F1+	A-1+/P-1/F1+	USD	1.58	500,000,000	(500,000,000)	0	1M USD LIBOR	0.13%	-	-	-	-	n/a	Jul-2012	Bullet
A2	XS0679914860	US43641NBH61	AAA/Aaa/AAA	AAA/Aaa/AAA	USD	1.58	2,000,000,000	(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%	17/01/2017 - 17/07/2017	17/07/2017	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%	2.90844%	18/04/2017 - 17/07/2017	17/07/2017	1,817,775	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	(158,485,714)	56,514,286	3M GBP LIBOR	1.85%	2.18556%	18/04/2017 - 17/07/2017	17/07/2017	304,558	Jul-2017	Oct-2054	Sched AM
Z	XS0737122464	n/a	n/a	n/a	GBP	-	610,000,000	(610,000,000)	0	3M GBP LIBOR	0.90%	-	-	-	-	n/a	Oct-2054	P-Through

Holmes Master Trust Investor Report - May 2017

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 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	(739,857,143) (175,000,000)	510,142,857 0	3M USD LIBOR 3M GBP LIBOR	1.55% 0.90%	2.70844% -	18/04/2017 - 17/07/2017 -	17/07/2017 -	- 3,454,228	Oct-2017 n/a	Oct-2054 Oct-2054	Sched AM 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	(275,561,548)	239,438,452	3M GBP LIBOR	1.55%	1.88556%	18/04/2017 - 17/07/2017	17/07/2017	1,113,227	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%	3.35844%	18/04/2017 - 17/07/2017	17/07/2017	1,175,454	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%	2.68556%	18/04/2017 - 17/07/2017	17/07/2017	218,524	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)	0	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	(500,000,000)	0	3M GBP LIBOR	0.40%	-	-	-	-	Oct-2016	Oct-2054	Sched AM	Public
A3	XS0938091575	n/a	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	100,000,000	(100,000,000)	0	3M GBP LIBOR	0.40%	0.00000%	-	-	-	Jan-2017	Oct-2054	Sched AM	Retained

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	Placement
A1	XS1419677387	US43641NBW39	AAA/Aaa/AAA	AAA/Aaa/AAA	USD	1.46	375,000,000	(375,000,000)	0	1M USD LIBOR	0.60%	1.08556%	18/04/2017 - 17/07/2017	17/07/2017	910,086	N/A	Apr-2017	Sched AM	Public
A2	XS1419677544	XS1419805996	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	340,000,000	0	340,000,000	3M GBP LIBOR	0.75%	-	-	-	-	Jul-2021	Oct-2054	Sched AM	Public
Z	XS1419677460	n/a	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	582,000,000	0	582,000,000	3M GBP LIBOR	0.90%	1.23556%	18/04/2017 - 17/07/2017	17/07/2017	1,773,113	N/A	Oct-2054	P-Through	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	£1,806,077,775	71.92%	28.08%	32.06%	23.10%
Class B Notes	£123,177,134	4.91%	23.18%	27.16%	5.70%
Class Z Notes	£582,000,000	23.18%	0.00%	3.98%	
	£2,511,254,908.94	100.00%			
Funding Reserve Fund Required Amount	£100,000,000	3.98%			

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 payment	Including Z notes interest payment
Quarterly Excess Spread annualised	3.65%	4.90%
Quarterly Excess Spread rolling 12 month average	5.97%	6.80%

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

Monthly Excess Spread* as at May 2017	Excluding Z notes	Including Z notes
Monthly Excess Spread annualised	0.45%	0.85%

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

Funding Principal Ledger-AAA	101,993,084
Funding Principal Ledger-AA	-
Funding Principal Ledger-A	-
Funding Principal Ledger-BBB	-
Funding Principal Ledger	101,993,084

Accounts as at 31 May 2017	Counterparty	Rate	Amount
Mortgages Trustee GIC	Santander UK	Libor	222,617,614
Funding GIC	Santander UK	Libor	208,257,555
Funding Transaction Account	Santander UK	Libor - 0.25%	3
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 01 April 2017- 01 May 2017</i>		<i>*for distribution period 15 July 2016 - 15 October 2016</i>		<i>*for distribution period 15 July 2016 - 15 October 2016</i>				
(a)	Mortgages Trustee fees Other third party payments	0.00 84.36	(a)	Funding Security Trustee fees Fee under Intercompany Loan Other third party payments	0.00 0.00 0.00			
(b)	Servicer fee	231,173.05	(b)	Cash Manager fees	0.00			
(c)	Funding Seller	5,791,556.34 6,358,785.33	(c)	Funding Corporate Services fees Account Banks fees	0.00			
<b>MORTGAGES TRUSTEE PRINCIPAL WATERFALL</b>		(d)	Payment to Funding 1 Swap Provider	0.00	(d)	Interest on Class A Notes (including any payments to Issuing Entity Swap Providers)	0.00 0.00	
(a)	Funding	101,993,083.93	(e)	Interest on AAA Term Advances	0.00	(e)	Interest on Class B Notes (including any payments to Issuing Entity Swap Providers)	0.00 0.00
(b)	Seller	0.00	(f)	Credit to AAA Principal Deficiency Ledger	0.00	(f)	Interest on Class M Notes (including any payments to Issuing Entity Swap Providers)	0.00 0.00
			(g)	Interest on AA Term Advances	0.00	(g)	Interest on Class C Notes (including any payments to Issuing Entity Swap Providers)	0.00 0.00
			(h)	Credit to AA Principal Deficiency Ledger	0.00	(h)	Interest on Class Z Notes	0.00
			(i)	Interest on A Term Advances	0.00	(i)	Excluded issuer swap payments	0.00
			(j)	Credit to A Principal Deficiency Ledger	0.00	(j)	Issuing Entity profit	0.00
			(k)	Interest on BBB Term Advances	0.00	<b>ISSUER PRINCIPAL WATERFALL</b>		
			(l)	Credit to BBB Principal Deficiency Ledger	0.00	(a)	Repayment of Class A Notes (including principal payments to class A swap providers)	0.00 0.00
			(m)	Swap termination payments	0.00	(b)	Repayment of Class B Notes (including principal payments to class A swap providers)	0.00 0.00
			(n)	Credit to First Reserve Fund	0.00	(c)	Repayment of Class M Notes (including principal payments to class A swap providers)	0.00 0.00
			(o)	Additional credit to First Reserve Fund	0.00	(d)	Repayment of Class C Notes (including principal payments to class A swap providers)	0.00 0.00
			(p)	Credit to Liquidity Reserve Fund	0.00	(e)	Repayment of Class Z Notes	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			
			(u)	Start up loan payments due	0.00			
			(v)	Profit to Funding	0.00			
			(w)	Deferred Consideration	0.00			
		<b>FUNDING PRINCIPAL WATERFALL</b>						
		<i>* To be read in conjunction with rules on pgs. 181- 185 of the base prospectus</i>						
			(a)	Repayment of AAA Term Advances	0.00			
			(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			

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

**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.