EXECUTION VERSION

FINAL TERMS DOCUMENT

26 January 2012

Abbey National Treasury Services plc

€250,000,000 4.25 per cent. Covered Bonds due 2021
to be consolidated and form a single Series with the existing
€250,000,000 4.25 per cent. Covered Bonds due 2021 issued on 7 February 2011 and the
€1,500,000,000 4.25 per cent. Covered Bonds due 2021 issued on 12 April 2006
(the Existing Covered Bonds)
unconditionally guaranteed by Santander UK plc and
irrevocably and unconditionally guaranteed as to payment of principal and interest by
Abbey Covered Bonds LLP
under the €35 billion
Global Covered Bond Programme

PART A – CONTRACTUAL TERMS

The Programme has been registered and notice of these Covered Bonds will be made under the Regulated Covered Bonds Regulations 2008 (SI 2008/346).

The Prospectus referred to below (as completed by this Final Terms Document) has been prepared on the basis that any offer of Covered Bonds in any Member State of the European Economic Area which has implemented the Prospectus Directive (2003/71/EC) (as amended by Directive 2010/73/EU, the **Prospectus Directive**) (each, a **Relevant Member State**) will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Covered Bonds. Accordingly any person making or intending to make an offer in that Relevant Member State of the Covered Bonds may only do so in circumstances in which no obligation arises for the Issuer, the Group Guarantor, the LLP or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer. Neither the Issuer, the Group Guarantor, the LLP nor any Dealer has authorised, nor do they authorise, the making of any offer of Covered Bonds in any other circumstances.

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions (the **Terms and Conditions**) set forth in the prospectuses dated 1 July 2005 (as supplemented, the **Original Prospectus**) and incorporated by reference into the prospectus dated 9 September 2010 (as supplemented on 8 November 2010 and 10 December 2010, 25 March 2011, 28 July 2011 and 26 August 2011). This document constitutes the final terms of the Covered Bonds described herein for the purposes of Article 5.4 of the Prospectus Directive (Directive 2003/71/EC) (the **Prospectus Directive**) and must be read in conjunction with the Prospectus dated 9 September 2011 which constitutes a base prospectus for the purposes of the Prospectus Directive (the **Prospectus**). Full information on the Issuer, the Group Guarantor and the LLP and the offer of the Covered Bonds is only available on the basis of the combination of this Final Terms Document, the Original Prospectus and the Prospectus. Copies of such prospectuses and supplements are available free of charge to the public at the registered office of the Issuer and from the specified office of each of the Paying Agents.

EXECUTION VERSION

1.	(a)	Issuer:	Abbey National Treasury Services plc
	(b)	Guarantors:	Santander UK plc and Abbey Covered Bonds LLP
2.	(a)	Series Number:	3
	(b)	Tranche Number:	3 (to be fungible from 7 March 2012 (inclusive) with the Existing Covered Bonds
3.		Specified Currency or Currencies:	Euro (**EUR**)
4.		Aggregate Nominal Amount of Covered Bonds admitted to trading:	
	(a)	Series:	EUR2,000,000,000
	(b)	Tranche:	EUR250,000,000
5.	(a)	Issue Price:	99.44 per cent. of the aggregate nominal amount plus accrued interest in respect of the first €100,000,000 99.235 per cent. of the aggregate nominal amount plus accrued interest in respect of the next €25,000,000 98.611 per cent. of the aggregate nominal amount plus accrued interest in respect of the next €50,000,000 98.958 per cent. of the aggregate nominal amount plus accrued interest in respect of the remaining €75,000,000
	(b)	Net proceeds:	EUR99,290,000 plus accrued interest in respect of the first €100,000,000 EUR24,771,250 plus accrued interest in respect of the next €25,000,000 EUR49,230,500 plus accrued interest in respect of the next €50,000,000 EUR74,106,000 plus accrued interest in respect of the remaining €75,000,000
6.		Specified Denominations:	EUR50,000
7.	(a)	Issue Date:	27 January 2012
	(b)	Interest Commencement Date:	12 April 2011
8.	(a)	Final Maturity Date:	12 April 2021
	(b)	Extended Due for Payment Date of Guaranteed Amounts corresponding to the Final Redemption Amount under the Covered Bond Guarantee:	12 April 2022
9.		Interest Basis:	4.25 per cent. Fixed Rate from and including the Interest Commencement Date to but excluding the Final Maturity Date
10.		Redemption/Payment Basis:	Redemption at par

11.	Change of Interest Basis or Redemption/Payment Basis:		Applicable from and including the Final Maturity Date to but excluding the Extended Due for Payment Date: 1 Month EURIBOR + 0.11 per cent. per annum Floating Rate. Interest Payment Dates: 12th day of each month, from but excluding the Final Maturity Date to, and including, the Extended Due for Payment Date, Following Business Day Convention, London/TARGET2 Business Days. Day Count Fraction: Actual/360 Interest Determination Dates: The second day on which the TARGET2 System is open prior to the start of each Interest Period. Screen Rate Determination. Relevant Screen Page: Reuters EURIBOR 01
12.	Call Option:		Not Applicable
13.	(a)	Status of the Covered Bonds:	Senior
	(b)	Status of the Guarantees:	Senior
14.	Method of distribution:		Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15.	Fixed Rate Covered Bond Provisions		Applicable from and including the Interest Commencement Date to but excluding the Final Maturity Date
	(a)	Rate(s) of Interest:	4.25 per cent. per annum payable annually in arrear
	(b)	Interest Payment Date(s):	12 April in each year from the Interest Commencement Date up to and including the Final Maturity Date
	(c)	Business Day Convention:	Following Business Day Convention
	(d)	Business Day(s):	London/TARGET2
		Additional Business Centre(s):	Not Applicable
	(e)	Fixed Coupon Amount(s):	EUR2,125 per EUR50,000 in nominal amount
	(f)	Broken Amount(s):	Not Applicable
	(g)	Day Count Fraction:	Actual/Actual (ICMA)
	(h)	Determination Date(s):	12 April in each year
	(i)	Other terms relating to the method of calculating interest for Fixed Rate Covered Bonds:	None
16.	Floating Rate Covered Bond Provisions		Not applicable (save as set out in paragraph 11 above)
17.	Zero Coupon Covered Bond Provisions		Not Applicable

18.	Variable Interest Covered Bond Provisions (other than Dual Currency Interest Covered Bonds)	Not Applicable
19.	Dual Currency Interest Covered Bond Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

20.	Issuer Call:	Not Applicable
21.	Final Redemption Amount of each Covered Bond:	EUR50,000 per Covered Bond of EUR50,000 Specified Denomination
22.	Early Redemption Amount of each Covered Bond payable on redemption for taxation reasons or on event of default, etc. and/or the method of calculating the same (if required or if different from that set out in Condition 6.6):	As set out in Condition 6.6

GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS

23.	Form of Covered Bonds:	Bearer Covered Bonds: Temporary Global Covered Bond exchangeable for a Permanent Global Covered Bond which is exchangeable for Bearer Definitive Covered Bonds only after an Exchange Event
24.	New Global Covered Bond	No
25.	Talons for future Coupons or Receipts to be attached to Bearer Definitive Covered Bonds (and dates on which such Talons mature):	No
26.	Details relating to Partly Paid Covered Bonds: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences of failure to pay, including any right of the Issuer to forfeit the Covered Bonds and interest due on late payment:	Not Applicable
27.	Details relating to Instalment Covered Bonds:	
	(a) Instalment Amount(s):	Not Applicable
	(b) Instalment Date(s):	Not Applicable
28.	Redenomination applicable:	Redenomination not applicable
29.	Other terms or special conditions:	Not Applicable

DISTRIBUTION

30.	(a) If syndicated, names of Managers:	UBS Limited Banco Santander, S.A.
	(b) Stabilising Manager (if any):	Not Applicable
31.	If non-syndicated, name of relevant Dealer:	Not Applicable
32.	U.S. Selling Restrictions:	Reg. S Compliance Category; TEFRA D Applicable

33.	Non-exempt Offer:	Not Applicable
34.	Additional selling restrictions:	Not Applicable
35.	Additional U.S. Federal Tax Considerations:	Not Applicable

PURPOSE OF FINAL TERMS DOCUMENT

This Final Terms Document comprises the final terms required to list and have admitted to trading the issue of Covered Bonds described herein pursuant to the €35 billion Global Covered Bond Programme of Abbey National Treasury Services plc.

RESPONSIBILITY

Each of the Issuer, the Group Guarantor and the LLP accepts responsibility for the information contained in this Final Terms Document.

PART B – OTHER INFORMATION

1. LISTING

(a)	Listing:	London
(b)	Admission to trading:	Application has been made for the Covered Bonds to be admitted to trading on the London Stock Exchange's Regulated Market on or about 27 January 2012
(c)	Estimate of total expenses related to admission to trading:	EUR3,600

2. RATINGS

Ratings: The Covered Bonds to be issued have been rated:

S&P:	AAA/Stable
Fitch:	AAA
Moody's:	Aaa

Each such credit rating has been issued by a credit rating agency established in the European Union and registered under Regulation (EU) No 1060/2009 (as amended).

3. COVERED BOND SWAP

Covered Bond Swap Provider:	Abbey National Treasury Services plc
Nature of Covered Bond Swap:	Non-Forward Starting

4. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in "*Subscription and Sale and Transfer and Selling Restrictions*", so far as the Issuer, the Group Guarantor and the LLP are aware, no person involved in the issue of the Covered Bonds has an interest material to the offer.

5. YIELD (*Fixed Rate Covered Bonds only*)

Indication of yield:	4.323 per cent. per annum in respect of the first €100,000,000 4.370 per cent. per annum in respect of the next €25,000,000 4.435 per cent. per annum in respect of the next €50,000,000 4.3879 per cent. per annum in respect of the remaining €75,000,000 The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

6. OPERATIONAL INFORMATION

(a)	Temporary ISIN Code: to be consolidated and form a single series with ISIN Code:	XS0737402742 XS0250729109
(b)	Temporary Common Code: to be consolidated and form a single series with Common Code:	073740274 025072910
(d)	Delivery:	Delivery against payment
(e)	Names and addresses of additional Paying Agent(s) (if any):	Deutsche Bank AG, London Branch Winchester House 1 Great Winchester Street London EC2N 2DB

Signed on behalf of the Issuer:

By: .....

Duly authorised

Signed on behalf of the Group Guarantor:

By: .....

Duly authorised

Signed on behalf of the LLP:

By: .....

Duly authorised