

Holmes Financing No 1 plc, Holmes Financing No 9 plc, Holmes Financing No 10 plc,
Holmes Master Issuer 2006-1, Holmes Master Issuer 2007-1, Holmes Master Issuer 2007-2,
Holmes Master Issuer 2007-3, Holmes Master Issuer 2008-1, Holmes Master Issuer 2008-2,
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Mortgage Asset Analysis

Analysis of Mortgage Trust Movements

	Current Period	
	Number	£000's
Brought Forward	506,203	52,418,866
Replenishment	9,680	1,256,744
Repurchased	(3,193)	(413,460)
Redemptions	(4,166)	(601,659)
Losses	(51)	(1,395)
Capitalised Interest	0	2,641 (* see below)
Other Movements	0	0
Carried Forward	508,473	52,661,737

* Capitalised interest refers to interest due met from amounts standing to the credit of overpayment facilities on flexible loans

	Cumulative	
	Number	£000's
Brought Forward	115,191	6,399,214
Replenishment	2,001,135	192,813,577
Repurchased	(693,130)	(63,947,385)
Redemptions	(913,137)	(82,885,890)
Losses	(1,586)	(50,389)
Capitalised Interest	0	332,610 (* see above)
Other Movements	0	0
Carried Forward	508,473	52,661,737

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Prepayment Rates (** see below)

	Trust Payment Rate (CPR) - Redemptions	Annualised Trust Payment Rate (CPR)
1 Month	1.15%	12.94%
3 Month	3.08%	11.77%
12 Month	11.77%	11.77%

	Trust Payment Rate (CPR) - Repurchases	Annualised Trust Payment Rate (CPR)
1 Month	0.79%	7.98%
3 Month	2.51%	8.79%
12 Month	11.39%	11.39%

	Trust Payment Rate (CPR) - Redemptions and Repurchases	Annualised Trust Payment Rate (CPR)
1 Month	1.94%	20.92%
3 Month	5.59%	20.55%
12 Month	23.16%	23.16%

** These rates have been calculated as per the method defined in the prospectus.

Asset Profiles

Weighted Average Seasoning	48.70	Months	
Weighted Average Loan size	£103,568.40		
Weighted Average LTV	68.12%	*** (see below)	
Weighted Average Indexed LTV (Halifax HPI) *	63.38%		Original Loan and Indexed Original Valuation 67.21%
Weighted Average Indexed LTV (Nationwide) *	63.37%		Original Loan and Indexed Original Valuation 64.40%
Weighted Average Remaining Term	16.97	Years	

Product Type Analysis

	£000's	%
Variable Rate	19,837,676	37.67%
Fixed Rate	17,652,214	33.52%
Tracker Rate	15,171,846	28.81%
	52,661,737	100.00%

As at 09 August 2010 approximately 17.82% of the loans were flexible loans

* These figures have been calculated on a new and improved valuation basis as per the Special Schedule issued along with the February, 2009 report. The latest AVM update was run in Q3 2009.

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<u>Repayment Method Analysis</u>	£000's	%
Endowment	3,143,906	5.97%
Interest Only	23,966,357	45.51%
Repayment	25,551,475	48.52%
	52,661,737	100.00%

As at 09 August 2010 approximately 36.50% of the loans were written under Santander's policy of non-income verification

<u>Loan Purpose Analysis</u>	£000's	%
Purchase	26,304,538	49.95%
Remortgage	26,357,199	50.05%
	52,661,737	100.00%

Mortgage Standard Variable Rate

<u>Effective Date</u>	<u>Rate</u>
01 April 2009	4.24%
01 February 2009	4.69%
01 January 2009	4.94%
01 December 2008	5.44%

Geographic Analysis

<u>Region</u>	<u>Number</u>	<u>£000's</u>	<u>%</u>
East Anglia	18,564	1,748,868	3.32%
East Midlands	27,389	2,375,695	4.51%
Greater London	87,621	12,243,357	23.25%
North	20,409	1,472,196	2.80%
North West	59,626	4,864,768	9.24%
Scotland	30,834	2,282,876	4.33%
South East	133,522	16,129,651	30.63%
South West	41,560	4,282,935	8.13%
Wales	24,372	1,929,463	3.66%
West Midlands	31,624	2,741,275	5.21%
Yorkshire and Humberside	32,478	2,550,733	4.84%
Unknown	474	39,920	0.08%
Total	508,473	52,661,737	100.00%

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Original LTV Bands

Range	Number	£000's	%	Average Seasoning
0.00 - 25.00	41,573	1,500,691	2.85%	49.27
25.01 - 50.00	121,686	8,153,044	15.48%	52.96
50.01 - 75.00	198,562	23,023,932	43.72%	46.73
75.01 - 80.00	25,889	3,535,930	6.71%	48.22
80.01 - 85.00	44,176	6,712,171	12.75%	43.31
85.01 - 90.00	52,246	7,619,285	14.47%	47.46
90.01 - 95.00	24,341	2,116,684	4.02%	75.68
Total	508,473	52,661,737	100.00%	48.70

*** The balance is the current outstanding balance on the account including accrued interest. The LTV is that at origination and excludes any capitalised high loan to value fees, valuation fees or booking fees.

Arrears

Band	Number	Principal	Overdue	%
Current	489,278	50,306,739	4,032	95.60%
1.00 - 1.99 months	9,011	1,112,012	7,030	2.11%
2.00 - 2.99 months	3,318	391,201	4,862	0.74%
3.00 - 3.99 months	1,902	224,723	3,845	0.43%
4.00 - 4.99 months	1,198	140,905	3,037	0.27%
5.00 - 5.99 months	824	100,668	2,652	0.19%
6.00 - 11.99 months	1,936	228,152	8,600	0.43%
12 months and over	712	76,348	5,581	0.15%
Properties in Possession	294	38,731	2,619	0.07%
Total	508,473	52,619,479	42,258	100.00%

Definition of 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.

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Movement in Shares of Trust

	Funding 1	Funding 2	Seller
	£000's	£000's	£000's
Balance Brought Forward	9,006,893	26,857,027	16,554,946
Replenishment of Assets	0	0	1,256,744
Acquisition by Funding	0	0	0
Distribution of Principal Receipts	(1,029,531)	0	14,412
Allocation of Losses	(240)	(715)	(440)
Share of Capitalised Interest	454	1,354	833
Payment Re Capitalised Interest	(454)	(1,354)	1,808
Balance Carried Forward	<u>7,977,122</u>	<u>26,856,312</u>	<u>17,828,303</u>

Carried Forward Percentage	15.14785%	50.99777%	33.85438%
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Minimum Seller Share	3,367,201	6.39%
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Cash Accumulation Ledger

	Funding 1	Funding 2
	£000's	£000's
Brought Forward	1,193,898	901,803
Additional Amounts Accumulated	1,029,771	715
Payment of Notes	(1,192,774)	(900,000)
Carried Forward	<u>1,030,895</u>	<u>2,518</u>

Target Balance	3,293,575	-	payable on 15th October 2010
	-	-	
	-	-	
	-	-	
	<u>3,293,575</u>	<u>0</u>	

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Excess Spread *

	Funding 1	Funding 2
Quarter to 15/7/2010	1.1084%	0.9851%
Quarter to 15/4/2010	1.0319%	0.9799%
Quarter to 15/1/2010	0.8056%	0.7652%
Quarter to 15/10/2009	0.7393%	0.8447%

*In order to more accurately show the credit support available to note holders in Holmes, excess spread is now reported as all excess revenue at and under the payments of start-up loans in the Funding pre-enforcement revenue priority of payments. The previous measure was an amount net of payments that in reality were subordinated to revenue that investors could use if ever required.

Funding 1 Reserve Funds

	First Reserve	Second Reserve	Third Reserve	Funding Reserve
Balance as at 15/7/2010	£400,000,000.00	£0.00	£0.00	£0.00
Required Amount as at 15/7/2010	£400,000,000.00	£0.00	£0.00	£0.00
Percentage of Notes	4.44%	0.00%	0.00%	0.00%
Percentage of Funding Share	5.01%	0.00%	0.00%	0.00%

Funding 2 Reserve Funds

	First Reserve	Second Reserve	Third Reserve	Funding Reserve
Balance as at 15/7/2010	£1,000,000,000.00	£0.00	£0.00	£0.00
Required Amount as at 15/7/2010	£1,000,000,000.00	£0.00	£0.00	£0.00
Percentage of Notes	3.72%	0.00%	0.00%	0.00%
Percentage of Funding Share	3.72%	0.00%	0.00%	0.00%

Notes Outstanding

	Funding 1		Funding 2	
	£000's	Enhancement	£000's	Enhancement
AAA Notes Outstanding	8,658,876	8.31%	24,757,830	11.55%
AA Notes Outstanding	125,397	6.92%	944,000	8.03%
A Notes Outstanding	84,049	5.99%	247,000	7.11%
BBB Notes Outstanding	139,185	4.44%	720,000	4.43%
BB Notes Outstanding	0	4.44%	190,000	3.72%
Total	9,007,507		26,858,830	

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Properties in Possession

Stock

	Current Period	
	Number	£000's
Brought Forward	305	41,257
Repossessed in Period	59	7,552
Sold in Period	(70)	(7,459)
Carried Forward	294	41,350

	Cumulative	
	Number	£000's
Repossessed to date	3,944	450,339
Sold to date	(3,650)	(408,989)
Carried Forward	294	41,350

Repossession Sales Information

Average time Possession to Sale	111 Days
Average arrears at time of Sale	£7,609

Trigger Events

There has been no debit to the AAA Principal Deficiency Ledger
The Seller has not suffered an Insolvency Event
The Seller is still the Servicer
The Outstanding Principal balance falls below £50bn for two consecutive distribution dates.

Contact Details

If you have any queries regarding this report please contact the Securitisation Team via

Telephone : +44 (0)20 7756 6165

Facsimilie : +44 (0)20 7756 5862

Email : MBF@santander.co.uk

Or, visit our website at www.holmesreporting.com

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<u>Notes</u>	<u>Deal</u>	<u>Rating (S&P/Moody's/Fitch)</u>	<u>Outstanding</u>	<u>Reference Rate</u>	<u>Margin</u>
Series 4 Class A1	Holmes Financing No. 10	AAA/Aaa/AAA	\$1,440,000,000	0.52594%	0.08%
Series 4 Class A2	Holmes Financing No. 10	AAA/Aaa/AAA	£750,000,000	0.73359%	0.09%
Series 3 Class A1	Holmes Master Issuer 2006-1	AAA/Aaa/AAA	\$900,000,000	0.52594%	0.08%
Series 3 Class A2	Holmes Master Issuer 2006-1	AAA/Aaa/AAA	€ 670,000,000	0.83500%	0.10%
Series 3 Class A3	Holmes Master Issuer 2006-1	AAA/Aaa/AAA	£700,000,000	0.73359%	0.10%
Series 3 Class B2	Holmes Master Issuer 2006-1	AA/Aa3/AA	€ 37,500,000	0.83500%	0.15%
Series 3 Class B3	Holmes Master Issuer 2006-1	AA/Aa3/AA	£20,000,000	0.73359%	0.15%
Series 3 Class M2	Holmes Master Issuer 2006-1	A/A2/A	€ 35,500,000	0.83500%	0.22%
Series 3 Class M3	Holmes Master Issuer 2006-1	A/A2/A	£12,000,000	0.73359%	0.22%
Series 3 Class C2	Holmes Master Issuer 2006-1	BBB/Baa2/BBB	€ 61,500,000	0.83500%	0.42%
Series 3 Class C3	Holmes Master Issuer 2006-1	BBB/Baa2/BBB	£12,500,000	0.73359%	0.42%
Series 3 Class A1	Holmes Master Issuer 2007-1	AAA/Aaa/AAA	\$1,600,000,000	0.52594%	0.08%
Series 3 Class A2	Holmes Master Issuer 2007-1	AAA/Aaa/AAA	€ 1,500,000,000	0.83500%	0.10%
Series 3 Class A3	Holmes Master Issuer 2007-1	AAA/Aaa/AAA	£800,000,000	0.73359%	0.10%
Series 3 Class B2	Holmes Master Issuer 2007-1	AA/Aa3/AA	€ 46,700,000	0.83500%	0.14%
Series 3 Class B3	Holmes Master Issuer 2007-1	AA/Aa3/AA	£48,000,000	0.73359%	0.14%
Series 3 Class M2	Holmes Master Issuer 2007-1	A/A2/A	€ 28,000,000	0.83500%	0.22%
Series 3 Class M3	Holmes Master Issuer 2007-1	A/A2/A	£28,800,000	0.73359%	0.22%
Series 3 Class C2	Holmes Master Issuer 2007-1	BBB/Baa2/BBB	€ 86,900,000	0.83500%	0.42%
Series 3 Class C3	Holmes Master Issuer 2007-1	BBB/Baa2/BBB	£25,500,000	0.73359%	0.42%
Series 4 Class A	Holmes Master Issuer 2007-1	AAA/Aaa/AAA	\$1,000,000,000	0.52594%	0.10%
Series 3 Class A1	Holmes Master Issuer 2007-2	AAA/Aaa/AAA	\$1,250,000,000	0.52594%	0.08%
Series 3 Class A2	Holmes Master Issuer 2007-2	AAA/Aaa/AAA	€ 1,300,000,000	0.83500%	0.09%
Series 3 Class A3	Holmes Master Issuer 2007-2	AAA/Aaa/AAA	£450,000,000	0.73359%	0.09%
Series 4 Class A1	Holmes Master Issuer 2007-2	AAA/Aaa/AAA	\$750,000,000	0.52594%	0.10%
Series 1 Class A1	Holmes Master Issuer 2007-3	AAA/Aaa/AAA	€ 3,854,466,000	1.35800%	0.10%
Series 1 Class A2	Holmes Master Issuer 2007-3	AAA/Aaa/AAA	€ 3,114,720,000	1.24700%	0.11%
Series 1 Class A3	Holmes Master Issuer 2007-3	AAA/Aaa/AAA	€ 2,491,776,000	1.23600%	0.12%
Series 1 Class B	Holmes Master Issuer 2007-3	AA/Aa3/AA	£124,000,000	0.73359%	1.00%
Series 1 Class M	Holmes Master Issuer 2007-3	A/A2/A	£127,000,000	0.73359%	1.60%
Series 1 Class C	Holmes Master Issuer 2007-3	BBB/Baa2/BBB	£250,000,000	0.73359%	2.25%
Series 1 Class A1	Holmes Master Issuer 2008-1	AAA/Aaa/AAA	€ 2,257,200,000	1.23600%	0.12%
Series 1 Class A2	Holmes Master Issuer 2008-1	AAA/Aaa/AAA	€ 4,514,400,000	1.22600%	0.12%
Series 1 Class A3	Holmes Master Issuer 2008-1	AAA/Aaa/AAA	€ 1,003,200,000	1.35800%	0.12%
Series 1 Class A4	Holmes Master Issuer 2008-1	AAA/Aaa/AAA	€ 1,630,200,000	1.24700%	0.12%
Series 1 Class B	Holmes Master Issuer 2008-1	AA/Aa3/AA	£370,000,000	0.73359%	1.00%
Series 1 Class M	Holmes Master Issuer 2008-1	A/A2/A	£120,000,000	0.73359%	1.60%
Series 1 Class C	Holmes Master Issuer 2008-1	BBB/Baa2/BBB	£250,000,000	0.73359%	2.25%
Series 1 Class A2	Holmes Master Issuer 2008-2	AAA/Aaa/AAA	£7,000,000,000	0.73359%	0.10%
Series 1 Class A3	Holmes Master Issuer 2008-2	AAA/Aaa/AAA	\$5,425,000,000	0.52594%	0.52%
Series 1 Class B	Holmes Master Issuer 2008-2	AA/Aa3/AA	£450,000,000	0.73359%	0.40%
Series 1 Class C	Holmes Master Issuer 2008-2	BBB/Baa2/BBB	£220,000,000	0.73359%	0.70%
Series 1 Class D	Holmes Master Issuer 2008-2	BB/Ba2/BB	£190,000,000	0.73359%	0.90%

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Retired Class A Notes

Date Retired	Holmes 1	Holmes 9	Holmes 10	Holmes 2006-1	Holmes 2007-1	Holmes 2007-2	Holmes 2007-3	Holmes 2008-1	Holmes 2008-2
02Q3	-	-	-	-	-	-	-	-	-
02Q4	-	-	-	-	-	-	-	-	-
03Q1	-	-	-	-	-	-	-	-	-
03Q2	-	-	-	-	-	-	-	-	-
03Q3	600	-	-	-	-	-	-	-	-
03Q4	-	-	-	-	-	-	-	-	-
04Q1	-	-	-	-	-	-	-	-	-
04Q2	-	-	-	-	-	-	-	-	-
04Q3	-	-	-	-	-	-	-	-	-
04Q4	-	-	-	-	-	-	-	-	-
05Q1	-	-	-	-	-	-	-	-	-
05Q2	-	-	-	-	-	-	-	-	-
05Q3	650	-	-	-	-	-	-	-	-
05Q4	-	-	-	-	-	-	-	-	-
06Q1	-	-	-	-	-	-	-	-	-
06Q2	-	-	-	-	-	-	-	-	-
06Q3	-	-	-	-	-	-	-	-	-
06Q4	-	1,018	-	-	-	-	-	-	-
07Q1	-	-	-	-	-	-	-	-	-
07Q2	-	-	-	-	-	-	-	-	-
07Q3	575	-	679	-	-	-	-	-	-
07Q4	-	-	-	-	-	-	-	-	-
08Q1	-	-	-	-	771	-	-	-	-
08Q2	-	-	388	-	600	715	-	-	-
08Q3	-	-	388	-	-	715	-	-	-
08Q4	-	1,272	-	-	-	-	-	-	-
09Q1	-	-	-	-	-	-	-	-	-
09Q2	-	-	342	-	-	-	-	-	-
09Q3	-	-	342	397	-	-	-	-	-
09Q4	-	-	-	397	-	-	-	-	-
10Q1	-	453	-	-	386	-	-	-	600
10Q2	-	453	-	-	386	1,664	-	-	500
10Q3	250	600	-	-	-	-	-	-	900

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Outstanding Class A Notes

Expected Redemption	Holmes 1	Holmes 9	Holmes 10	Holmes 2006-1	Holmes 2007-1	Holmes 2007-2	Holmes 2007-3	Holmes 2008-1	Holmes 2008-2
10Q3	-	-	-	-	-	-	-	-	-
10Q4	-	-	1,526	1,632	-	-	-	-	-
11Q1	-	-	-	-	-	-	-	-	1,500
11Q2	-	-	-	-	2,649	654	-	-	-
11Q3	-	-	-	-	-	654	-	-	1,000
11Q4	-	-	-	-	-	654	-	-	900
12Q1	-	-	-	-	-	-	918	-	600
12Q2	-	-	-	-	-	-	918	-	600
12Q3	-	-	-	-	-	377	918	-	600
12Q4	-	-	-	-	515	-	-	-	600
13Q1	-	-	-	-	-	-	742	-	600
13Q2	-	-	-	-	-	-	742	-	600
13Q3	-	-	-	-	-	-	742	-	700
13Q4	-	-	-	-	-	-	-	-	1,300
14Q1	-	-	-	-	-	-	593	-	600
14Q2	-	-	-	-	-	-	593	-	600
14Q3	-	-	-	-	-	-	593	-	300
14Q4	-	-	-	-	-	-	-	7,500	-
15Q1	-	-	-	-	-	-	-	-	-

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