

UK Secured Funding Programmes

Holmes Master Issuer

 Report Date:
 31-Aug-12

 Reporting Period:
 01-Aug-12 to 31-Aug-12

 Distribution Date:
 08-Aug-12 & 28-Aug-12

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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
Issuer	Holmes Master Issuer				
Funding	Holmes Funding Limited				
Mortgages Trustee	Holmes Trustees Limited				
				A3	Establish a liquidity reserve - see page 199 of the prospectus for more detail
				BBB / Baa2 / BBB	Seller to submit to the Mortgages Trustee, Funding, the Security Trustee and the Rating Agencies draft
Seller	Santander UK	A / A2* / A	F1 / P-1* / A-1	DDD / Ddd2 / DDD	letters of notice to the Borrowers of sale and purchase of mortgage loans.
Seller	Santanuel UK	A/AZ/A	F1/F-1 /A-1	BBB- / Baa3 / BBB-	Completion of legal assignment of mortgage loans to the Mortgages Trustee.
				F1 / Baa3 / A-1	Adjustment to / more frequent review of formula for calculation of Minimum Seller Share.
				BBB- / Baa3 / BBB-	Adjustment to Minimum Seller Share
Servicer	Santander UK	A / A2* / A	F1 / P-1*/ A-1		
Cash Manager	Santander UK	A / A2* / A	F1 / P-1* / A-1		
Each Start-up Loan Provider	Santander UK	A / A2* / A	F1 / P-1*/ A-1		
Funding Account Bank	Santander UK	A/A2*/A	F1/P-1*/A-1	A or F1 / P-1 / A or A-1 (or A+ if no ST rating) AA (S&P)	Termination of Account Bank Agreement, unless within 30 London Business Days either: (a) accounts and rights and obligations of Account Bank are transferred to a financial institution having the required ratings; or (b) a guarantee of the Account Bank's obligations is obtained from a financial institution having the required 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, in each case provided that the ratings of the outstanding issuing entity notes are not adversely affected by the remedial action. If the Funding Reserve Fund Required Amount exceeds 5% of the Funding Share, Account Bank required to transfer the Excess Amount (being the amount by which the balance of the Funding Reserve Ledger exceeds 5% of the Funding Share) within 60 calendar days to a financial institution with the required ratings. If not remedied, termination of Account Bank Agreement
Mortgage Trust Account Bank	Satnander UK	A/A2*/A	F1/P-1*/A-1	F2 / P-2 / A-2	Remedial action required – either (a) obtaining guarantor with required ratings and obtaining confirmation from Ratings, Agencies that outstanding notes will not be downgraded; or (b) replacement of Mortgages Trustee Account Bank with financial institution having the required ratings - see the Mortgage Trust Bank Account Agreement for further detail. Note also that a 'standby' account bank arrangement is required to be in place upon loss of P-1 or A / A-1.
Issuer Account Bank	Santander UK	A/A2*/A	F1/P-1*/A-1	A or 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 London Business Days either: (a) account and rights and obligations of Issuer Account Bank are transferred to a financial institution having the required ratings; (b) a guarantee of the Issuer Account Bank's obligations is obtained from a financial institution having the required 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, in each case provided that the ratings of the outstanding issuing entity notes are not adversely affected by the remedial action.
Funding Swap Provider	Santander UK	A/A2*/A	F1/P-1*/A-1	A or F1 / BBB+ or F2 (or A1 if no ST rating) / A or A-1 (A+ if not ST rating), BBB+ or F2 (Fitch) BBB- or F3 / A3 or P-2 (or A3 if no ST rating) / BBB+	Remedial action required including posting collateral with possibility of obtaining guarantor or transfer to eligible transferee - see swap agreement for more detail. Additional collateral may be required Further remedial action required including the possibility of obtaining a guarantee or replacement - see swap agreement for more detail
Issuer Swap Providers	Abbey National Treasury Services plc HSBC US Inc.	A / A2* / A AA / A2/ A+	F1/P-1*/A-1 F1+/P-1/A-1	A or F1 / A2 or P-1 (or A1 if no ST rating) / A or A-1 (or A+ if no ST rating) BBB+ or F2 / A3 or P-2 (or A3 if no ST rating) / BBB+ As above	Remedial action required including posting collateral with possibility of obtaining guarantor or transfer to eligible transferee - see individual swap agreements for more detail Further remedial action required including the possibility of obtaining a guarantee or replacement – see individual swap agreements for more detail As above
	HODE US IIIC.			As above As above except for Holmes 2012-4 swap	AS above
	Deutsche Bank AG	A+/A2/A+	F1+ / P-1 / A-1	where trigger is A3	As above
	Natixis	A+/A2/A	F1+ / P-1 / A-1	As above	As above
Paying Agent and related roles	Bank of New York Mellon	AA / Aa1 / AA-	F1+/P1/A-1+	no above	na above
Corporate Services Provider	Wilmington Trust SP Services (London) Limited	PR / PR 1 / PR	111/11/811		
Note Trustee and Security Trustee	Bank of New York Mellon				
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The table above is a summary only and investors are advised to read the relevant transaction documents to understand precisely the legal terms and conditions associated with these roles.

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 August 2012		135,693
Current £ value of Mortgage Loans in Pool at 31 August 2012	£	13,927,210,744
Weighted Average Yield on 08 August 2012		2.95%

Arrears Analysis of Non Repossessed Mortgage Loans at 31 August 2012	Number	Current balance	Arrears £	By Number %	By current balance %
Less than 1 month in arrears	130,655	13,332,427,577		96.34	95.81
1<=2 months in arrears	1,960	227,359,203	1,464,986	1.45	1.63
2<=3 months in arrears	945	112,470,064	1,342,419	0.70	0.81
3<=4 months in arrears	584	70,432,266	1,195,099	0.43	0.51
4<=5 months in arrears	362	42,496,742	926,733	0.27	0.31
5<=6 months in arrears	265	33,706,294	837,698	0.20	0.24
6<=7 months in arrears	157	19,016,651	566,848	0.12	0.14
7<=8 months in arrears	144	17,334,711	600,374	0.11	0.12
8<=9 months in arrears	80	9,312,872	378,625	0.06	0.07
9<=10 months in arrears	74	8,155,497	325,681	0.05	0.06
10<=11 months in arrears	59	6,647,333	311,207	0.04	0.05
11<=12 months in arrears	40	4,408,453	208,292	0.03	0.03
More than 12 months in arrears	290	32,053,081	2,609,292	0.21	0.23
Total	135,615	13,915,820,744	10,767,254	100.00	100.00

Arrears Capitalised at 31 August 2012	Number	Amount £	
Capitalisation cases (In Month)	7	733,300	
Capitalisation cases (Cumulative)	2,410	265,970,297	

*Includes properties in possession cases, cases no longer in arrears but excludes any loans repurchased from the portfolio or loans that have been redeemed

Losses on Properties in Possession at 31 August 2012	Number	Loss Amount £
Total Loss on Sale Brought Forward	1,999	64,057,190
Losses Recorded this Period	10	288,387
Total Loss on Sale Carried Forward	2,009	64,345,578
Recoveries	0	0

Properties in Possession at 31 August 2012	Number	Current balance £	
Total Properties in Possession Since Inception	4,282	496,519,365	
Repossessed (In Month)	17	2,256,677	
Sold (In Month)	16	1,936,393	
Current Number in Possession	78	11,390,001	
Total Properties Sold Since Inception	4,204	485,157,268	

Trust Assets		
Current value of Mortgage Loans in Pool at 28 August 201	12	13,928,303,282.70
Last months Closing Trust Assets at 09 July 2012		14,296,912,773.33
Mortgage collections - Interest on 08 August 2012		36,835,072.33
Mortgage collections - Principal (Scheduled) on 08 Augus	st 2012	49,155,739.31
Mortgage collections - Principal (Unscheduled) on 08 Aug	just 2012	195,749,296.04
Principal Ledger as calculated on 08 August 2012		648,431,756.02
Funding Share as calculated on 28 August 2012		12,115,022,414.88
Funding Share % as calculated on 28 August 2012		86.98132%
Seller Share as calculated on 28 August 2012		1,813,280,867.82
Seller Share % as calculated on 28 August 2012		13.01868%
Minimum Seller Share (Amount) on 28 August 2012	Please refer to the notes on page 12	
W		188,786,127.02
X		585,206,553.91
Υ		147,898,218.90
Z AA		-
AA		171,076.53
W + X + Y + Z + AA=		922,061,976.36
Minimum Seller Share (% of Total) on 28 August 2012		6.62006%

The figure above omits a small portion of the pool, roughly 1.30% of the cover pool, which is recorded on separate data system for which this information is presently unavailable!

Product Breakdown (By Balance)	Number of accounts	% by number	Current balance £	% by balance
Discounted SVR Loans	945	0.70	44,751,353	0.32
Fixed Rate Loans	27,967	20.61	3,051,817,516	21.91
Bank of England Base Rate Tracker Loans	43,581	32.12	4,493,030,463	32.26
Standard Variable Loans	63,189	46.56	6,337,613,008	45.51
Unknown	11	0.01	(1,595)	-
Total	135,693	100.00	13,927,210,744	100.00

Payment Type (By Balance)	Number of accounts	% by number	Current balance £	% by balance
Interest only and Combined repayment & int-only	61,530	45.35	8,055,898,894	57.84
Repayment	74,163	54.65	5,871,311,850	42.16
Total	135,693	100.00	13,927,210,744	100.00

Use Of Proceeds	Number	%	Current balance	%
(By Balance)	of accounts	by number	£	by balance
Remortgage	77,681	57.25	7,460,026,566	53.56
House Purchase	53,210	39.21	6,287,370,959	45.14
Unknown	4,802	3.54	179,813,219	1.29
Total	135,693	100.00	13,927,210,744	100.00

Analysis of Mortgage loan size at reporting date	Number	%	Current balance	%
£	of accounts	by number	£	by balance
0 to <=50,000	40,379	29.75	1,112,419,263	7.99
>50,000 to <=100,000	39,047	28.78	2,872,462,091	20.62
>100,000 to <=150,000	26,911	19.83	3,302,395,252	23.71
>150,000 to <=200,000	14,905	10.98	2,561,402,135	18.39
>200,000 to <=250,000	7,050	5.20	1,560,084,228	11.20
>250,000 to <=300,000	3,169	2.34	859,774,918	6.17
>300,000 to <=350,000	1,759	1.30	565,866,521	4.06
>350,000 to <=400,000	946	0.70	351,724,455	2.53
>400,000 to <=450,000	617	0.45	259,357,526	1.86
>450,000 to <=500,000	390	0.29	184,401,554	1.32
>500,000 to <=550,000	242	0.18	124,824,627	0.90
>550,000 to <=600,000	117	0.09	66,579,943	0.48
>600,000 to <=650,000	81	0.06	50,463,219	0.36
>650,000 to <=700,000	42	0.03	28,121,493	0.20
>700,000 to <=750,000	38	0.03	27,333,519	0.20
> 750,000	0	-	0	-
Total	135,693	100.00	13,927,210,744	100.00

As at the report date, the maximum loan size was £ 749,617.92, the minimum loan size was £ -6,729.54 and the average loan size was £ 102,637.65.

Geographical Analysis By Region	Number	%	Current balance	%
Geographical Analysis by Region	of accounts	by number	£	by balance
East Anglia	5,494	4.05	516,292,485	3.71
East Midlands	6,290	4.64	539,975,436	3.88
London	26,993	19.89	3,783,292,548	27.16
North	5,278	3.89	380,512,937	2.73
North West	16,671	12.29	1,325,319,488	9.52
Scotland	9,129	6.73	687,117,232	4.93
Sout East (Excluding London)	30,085	22.17	3,572,379,022	25.65
South West	11,398	8.40	1,178,145,904	8.46
Yorks And Humberside	6,094	4.49	476,845,619	3.42
Wales	8,880	6.54	759,537,259	5.45
West Midlands	9,378	6.91	707,723,870	5.08
Unknown	3	-	68,944	-
Total	135,693	100.00	13,927,210,744	100.00

Substitution, redemptions and repurchases	Number of accounts this period	Current balance this period £
Substitution & Top up	0	0
Redeemed this period	1,404	175,348,550
Repurchases this period	817	94,214,018

CPR Analysis	1 Month CPR %	3 Month Average CPR %	12 Month CPR (Annualised) %
Total (including unscheduled repayments and repurchases from the trust)			
Current month	1.71%	5.64%	21.05%
Previous month	2.07%	5.56%	21.31%
Unscheduled repayments and repurchases from the trust only			
Current month	1.37%	4.57%	17.63%
Previous month	1.68%	4.46%	17.92%

Standard Variable Rate - Applicable to underwritten Sar	tander UK mortgages
Existing Borrowers SVR	4.24%
Effective Date Of Change	Mar-2009
Previous Existing Borrowers SVR	4.69%
Effective Date of Change	Feb-2009

Remaining Term	Number	%	Current balance	%
	of accounts	by number	£	by balance
0 to <5	16,470	12.14	803,735,691	5.77
>= 5 to < 10	24,631	18.15	1,776,426,725	12.76
>= 10 to < 15	31,945	23.54	3,019,119,571	21.68
>=15 to < 20	38,583	28.43	4,855,762,414	34.87
>= 20 to < 25	21,992	16.21	3,185,147,259	22.87
>= 25 to < 30	2,070	1.53	286,949,144	2.06
>= 30 to < 35	0	-	-	-
>= 35 to < 40	1	-	61,179	-
>= 40 to < 45	0	-	-	-
>= 45	0	-	-	-
Unknown	1	-	8,761	-
Total	135,693	100.00	13,927,210,744	100.00

As at the report date, the maximum remaining term for a loan was 420.00 months, the minimum remaining term was -29.00 months and the weighted average remaining term was 187.20 months.

Seasoning	Number	%	Current balance	%
	of accounts	by number	£	by balance
0 to <6	-	-	-	-
>= 6 to < 12	-	-	-	-
>= 12 to < 18	5,639	4.16	731,114,503.49	5.25
>= 18 to < 24	6,042	4.45	771,939,954.81	5.54
>= 24 to < 30	2,754	2.03	344,146,135.74	2.47
>= 30 to < 36	2,056	1.52	256,637,780.50	1.84
>= 36 to < 42	5,998	4.42	641,630,523.01	4.61
>= 42 to < 48	5,019	3.70	621,470,505.02	4.46
>=48 to < 54	7,823	5.77	1,130,305,632.48	8.12
>=54 to < 60	10,622	7.83	1,529,414,827.31	10.98
>= 60 to < 66	13,519	9.96	1,718,943,111.65	12.34
>= 66 to < 72	9,737	7.18	1,116,992,683.84	8.02
>= 72 to < 78	10,670	7.86	1,113,952,595.32	8.00
>= 78 to < 84	6,370	4.69	613,310,344.82	4.40
>= 84 to < 90	5,661	4.17	514,731,770.20	3.70
>= 90 to < 96	4,458	3.29	369,509,561.94	2.65
>= 96 to < 102	6,127	4.52	459,975,035.49	3.30
>= 102 to < 108	6,391	4.71	465,061,708.77	3.34
>= 108 to < 114	5,199	3.83	358,876,314.93	2.58
>= 114 to < 120	5,872	4.33	356,563,846.36	2.56
>= 120 to < 126	3,216	2.37	191,466,125.02	1.37
>= 126 to < 132	3,025	2.23	180,612,984.75	1.30
>= 132 to < 138	2,115	1.56	120,228,052.62	0.86
>= 138 to < 144	1,014	0.75	52,470,811.43	0.38
>= 144 to < 150	968	0.71	48,915,526.49	0.35
>= 150 to < 156	890	0.66	38,576,655.93	0.28
>= 156 to < 162	728	0.54	34,381,028.10	0.25
>= 162 to < 168	743	0.55	31,261,880.68	0.22
>= 168 to < 174	609	0.45	26,028,082.20	0.19
>= 174 to < 180	483	0.36	18,667,278.89	0.13
>= 180	1,945	1.43	70,025,482.39	0.50
Total	135,693	100.00	13,927,210,744.18	100.00

As at the report date, the maximum seasoning for a loan was 204.00 months, the minimum seasoning was 13.00 months and the weighted average seasoning was 66.44 months.

Indexed Current Loan to Value	Number	%	Current balance	%
Using current capital balance and HPI indexed latest valuation	of accounts	by number	£	by balance
>0% =<25%	28,021	20.65	826,417,787	5.93
>25% =<50%	34,838	25.67	2,535,073,636	18.20
>50% =<75%	35,287	26.01	4,386,818,643	31.50
>75% =<80%	7,696	5.67	1,174,996,674	8.44
>80% =<85%	6,538	4.82	1,000,034,304	7.18
>85% =<90%	5,710	4.21	900,202,607	6.46
>90% =<95%	5,026	3.70	830,532,762	5.96
>95%	12,515	9.22	2,273,101,555	16.32
Unknown	62	0.05	32,776	-
Total	137,914	100.00	14,196,773,312	100.00

As at the report date, the maximum indexed LTV was 154.30, the minimum indexed LTV was 0.00 and the weighted average indexed LTV was 68.61.

Loan to Value at Last Valuation	Number	%	Current balance	%
Using current capital balance and unindexed latest valuation	of accounts	by number	£	by balance
>0% =<25%	25,661	18.91	755,989,975	5.43
>25% =<50%	34,271	25.26	2,609,437,463	18.74
>50% =<75%	46,216	34.06	5,835,164,472	41.90
>75% =<80%	9,993	7.36	1,578,436,082	11.33
>80% =<85%	7,270	5.36	1,169,271,330	8.40
>85% =<90%	5,947	4.38	1,010,255,535	7.25
>90% =<95%	3,593	2.65	632,735,244	4.54
>95%	2,742	2.02	335,920,643	2.41
Unknown	-	-	-	-
Total	135,693	100.00	13,927,210,744	100.00

As at the report date, the maximum unindexed LTV was 233.91, the minimum unindexed LTV was 0 and the weighted average unindexed LTV was 63.63.

Original Loan to Value at Last Valuation	Number	%	Current balance	%
Using original balance and valuation amount	of accounts	by number	£	by balance
>0% =<25%	11,412	8.41	449,340,937	3.23
>25% =<50%	32,425	23.90	2,141,135,524	15.37
>50% =<75%	48,458	35.71	5,461,403,006	39.21
>75% =<80%	11,409	8.41	1,564,181,575	11.23
>80% =<85%	9,691	7.14	1,397,845,813	10.04
>85% =<90%	13,027	9.60	1,858,187,512	13.34
>90% =<95%	9,267	6.83	1,054,624,051	7.57
>95%	3	-	264,246	-
Unknown	1	-	228,081	-
Total	135,693	100.00	13,927,210,744	100.00

As at the report date, the maximum original LTV was 118.76, the minimum LTV at origination was 1.19 and the weighted average LTV at origination was 67.52.

LOAN NOTE REPORT

Closing date 28/03/2007 Series 2007-1 Notes

2007-1	ISIN	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
Series 1 A1	US43641NAA28	AAA/Aaa/AAA	AAA/Aaa/AAA	USD	0.51	1,500,000,000	1,500,000,000	0	1M USD LIBOR	-0.02%	_	-	_	_	Mar-2008	Mar-2008	Bullet
Series 1 A3	XS0292748943	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	600,000,000	600,000,000	0	3M GBP LIBOR	0.03%	_		_		Jan-2011	Jul-2020	Bullet
Series 1 B1	US43641NAE40	AA/Aa3/AA	AA/Aa3/AA	USD	0.51	57,200,000	57,200,000	0	3M USD LIBOR	0.09%	_		_		Jan-2011	Jul-2040	P-Through
Series 1 B2	XS0292751061	AA/Aa3/AA	AA/Aa3/AA	EUR	0.68	21,400,000	21,400,000	0	3M EURIBOR	0.09%	-	-	-	-	Jan-2011		P-Through
Series 1 C1	US43641NAH70	BBB/Baa2/BBB	BBB/Baa2/BBB	USD	0.51	30,300,000	30,300,000	0	3M USD LIBOR	0.28%	-	-	-	-	Jan-2011	Jul-2020	P-Through
Series 1 C2	XS0292756458	BBB/Baa2/BBB	BBB/Baa2/BBB	EUR	0.68	22,700,000	22,700,000	0	3M EURIBOR	0.28%	-	-	-	-	Jan-2011	Jul-2020	P-Through
Series 1 C3	XS0292756615	BBB/Baa2/BBB	BBB/Baa2/BBB	GBP	-	15,550,000	15,500,000	0	3M GBP LIBOR	0.28%	-	-	-	-	Jan-2011	Jul-2020	P-Through
Series 2 A	US43641NAB01	AAA/Aaa/AAA	AAA/Aaa/AAA	USD	0.51	1,500,000,000	1,500,000,000	0	3M USD LIBOR	0.05%	-	-	-	-	Jan-2011	Jul-2021	Sched AM
Series 2 B2	XS0292751814	AA/Aa3/AA	AA/Aa3/AA	EUR	0.68	26,300,000	26,300,000	0	3M EURIBOR	0.14%	-	-	-	-	Jan-2011	Jul-2040	P-Through
Series 2 M2	XS0292753430	A/A2/A	A/A2/A	EUR	0.68	10,600,000	10,600,000	0	3M EURIBOR	0.22%	-	-	-	-	Jan-2011	Jul-2040	P-Through
Series 2 M3	XS0292754081	A/A2/A	A/A2/A	GBP	-	10,800,000	10,800,000	0	3M GBP LIBOR	0.22%	-	-	-	-	Jan-2011	Jul-2040	P-Through
Series 2 C1	US43641NAJ37	BBB/Baa2/BBB	BBB/Baa2/BBB	USD	0.51	9,800,000	9,800,000	0	3M USD LIBOR	0.42%	-	-	-	-	Jan-2011	Jul-2020	P-Through
Series 2 C2	XS0292757001	BBB/Baa2/BBB	BBB/Baa2/BBB	EUR	0.68	21,900,000	21,900,000	0	3M EURIBOR	0.42%	-	-	-	-	Jan-2011	Jul-2020	P-Through
Series 2 C3	XS0292757340	BBB/Baa2/BBB	BBB/Baa2/BBB	GBP	-	5,000,000	5,000,000	0	3M GBP LIBOR	0.42%	-	-	-	-	Jan-2011	Jul-2020	P-Through
Series 3 A1	US43641NAC83	AAA/Aaa/AAA	AAA/Aaa/AAA	USD	0.51	1,600,000,000	1,600,000,000	0	3M USD LIBOR	0.08%	-	-	-	-	Apr-2011	Jul-2040	P-Through
Series 3 A2	XS0292750253	AAA/Aaa/AAA	AAA/Aaa/AAA	EUR	0.68	1,500,000,000	1,500,000,000	0	3M EURIBOR	0.10%	-	-	-	-	Apr-2011	Jul-2040	P-Through
Series 3 A3	XS0292750683	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	800,000,000	800,000,000	0	3M GBP LIBOR	0.10%	-	-	-	-	Apr-2011	Jul-2040	P-Through
Series 3 B2	XS0292752382	AA/Aa3/AA	AA/Aa3/AA	EUR	0.68	46,700,000	46,700,000	0	3M EURIBOR	0.14%	-	-	-	-	Jan-2011	Jul-2040	P-Through
Series 3 B3	XS0292752622	AA/Aa3/AA	AA/Aa3/AA	GBP	-	48,000,000	48,000,000	0	3M GBP LIBOR	0.14%	-	-	-	-	Jan-2011	Jul-2040	P-Through
Series 3 M2	XS0292754594	A/A2/A	A/A2/A	EUR	0.68	28,000,000	28,000,000	0	3M EURIBOR	0.22%	-	-	-	-	Jan-2011	Jul-2040	P-Through
Series 3 M3	XS0292755138	A/A2/A	A/A2/A	GBP	-	28,800,000	28,800,000	0	3M GBP LIBOR	0.22%	-	-	-	-	Jan-2011		P-Through
Series 3 C2	XS0292759395	BBB/Baa2/BBB	BBB/Baa2/BBB	EUR	0.68	86,900,000	86,900,000	0	3M EURIBOR	0.42%	-	-	-	-	Jan-2011	Jul-2020	P-Through
Series 3 C3	XS0292759635	BBB/Baa2/BBB	BBB/Baa2/BBB	GBP	-	25,500,000	25,500,000	0	3M EURIBOR	0.42%	-	-	-	-	Jan-2011	Jul-2020	P-Through
Series 4 A	US43641NAD66	AAA/Aaa/AAA	AAA/Aaa/AAA	USD	0.51	1,000,000,000	0	1,000,000,000	3M USD LIBOR	0.10%	0.55510%	16/07/12 - 15/10/12	15/10/2012	1,403,169	Oct-2012	Jul-2030	Bullet

Closing date 20/06/2007 Series 2007-2 Notes

2007-2	ISIN	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
Series 1 A1	US43641NAK00	AAA/Aaa/AAA	AAA/Aaa/AAA	USD	0.50	1,225,000,000	1,225,000,000	0	1M USD LIBOR	0.03%	_	_	_	_	Oct-2011	.lul-2021	Sched AM
Series 1 A2	XS0302981013	AAA/Aaa/AAA	AAA/Aaa/AAA	EUR	0.68	1,200,000,000	1,200,000,000	ň	3M EURIBOR	0.04%	_		_				Sched AM
Series 1 B	US43641NAN49	AA/Aa3/AA	AA/Aa3/AA	USD	0.50	82,000,000	82,000,000	ň	3m USD LIBOR	0.07%	_		_				P-Through
Series 1 C	US43641NAP96	BBB/Baa2/BBB	BBB/Baa2/BBB	USD	0.50	128,400,000	128,400,000	ň	3m USD LIBOR	0.23%	_		_				P-Through
Series 2 A	CA43641NAU87	AAA/Aaa/AAA	AAA/Aaa/AAA	CAD	0.47	600,000,000	600,000,000	ň	1M CDOR	0.08%	_		_			Jul-2020	Bullet
Series 2 A1	US43641NAL8	AAA/Aaa/AAA	AAA/Aaa/AAA	USD	0.50	2,750,000,000	2,750,000,000	ň	3M USD LIBOR	0.05%	_		_			Jul-2020	Bullet
Series 2 B1	US43641NAQ79	AA/Aa3/AA	AA/Aa3/AA	USD	0.50	25,000,000	25,000,000	ň	3m USD LIBOR	0.12%	_	_	_	_			P-Through
Series 2 B2	XS0305303066	AA/Aa3/AA	AA/Aa3/AA	EUR	0.87	95,000,000	95,000,000	ň	3M EURIBOR	0.13%	_	_	_	_			P-Through
Series 2 B3	XS0305303223	AA/Aa3/AA	AA/Aa3/AA	GBP	-	50,000,000	50,000,000	ň	3M GBP LIBOR	0.14%	_	_	_	_			P-Through
Series 2 M1	US43641NAR52	A/A2/A	A/A2/A	USD	0.50	10,000,000	10,000,000	ő	3m USD LIBOR	0.22%	_	-	_	_			P-Through
Series 2 M2	XS0305304205	A/A2/A	A/A2/A	EUR	0.68	20,000,000	20,000,000	ō	3M EURIBOR	0.22%	_	_	_	_			P-Through
Series 2 M3	XS0305305863	A/A2/A	A/A2/A	GBP	-	38,000,000	38,000,000	ō	3M GBP LIBOR	0.24%	_	_	_	_			
Series 2 C1	US43641NAS36	BBB/Baa2/BBB	BBB/Baa2/BBB	USD	0.50	34,000,000	34,000,000	ō	3m USD LIBOR	0.41%	_	_	_	_			P-Through
Series 2 C2	XS0305306325	BBB/Baa2/BBB	BBB/Baa2/BBB	EUR	0.68	106,000,000	106,000,000	ō	3M EURIBOR	0.41%	_	_	_	_			P-Through
Series 2 C3	XS0305306598	BBB/Baa2/BBB	BBB/Baa2/BBB	GBP	-	45,000,000	45,000,000	ō	3M GBP LIBOR	0.43%	-	-	-	-			P-Through
Series 3 A1	US43641NAM65	AAA/Aaa/AAA	AAA/Aaa/AAA	USD	0.68	1,250,000,000	1,250,000,000	0	3M USD LIBOR	0.08%	-	-	-	-	Oct-2011		Sched AM
Series 3 A2	XS0302983068	AAA/Aaa/AAA	AAA/Aaa/AAA	EUR	0.68	1,300,000,000	1,300,000,000	Ō	3M EURIBOR	0.09%	-	-	-	-			Sched AM
Series 3 A3	XS0302983498	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	450,000,000	450,000,000	0	3M GBP LIBOR	0.09%	-	-	-	-	Oct-2011	Jul-2021	Sched AM
Series 4 A	US43641NAT19	AAA/Aaa/AAA	AAA/Aaa/AAA	USD	0.50	750,000,000	750,000,000	0	3M USD LIBOR	0.10%	-	-	-	-	Jul-2012	Jul-2020	Bullet

LOAN NOTE REPORT

(Closing date	12/11/2010						Series 20	10-1 Notes									
	2010-1	ISIN	Current Ratings S&P/Moody's/Fitch	Original Ratings S&P/Moody's/Fitch	Currency	Applicable Exchange Rate	Original Balance	Repaid	Outstanding	Reference rate		Current interest rate p.a.%	Accrual Period	Next coupon date	Interest next	Step up Date		Bond Type
Г																		
	A1	XS0557834545	A1+/P-1/F1+	A1+/P-1/F1+	USD	1.63	500,000,000	(500,000,000)	0	1M USD LIBOR		-	-	-	-		Oct-2011	
	A2	XS0557834628	AAA/Aaa/AAA	AAA/Aaa/AAA	USD	1.63	900,000,000	0	900,000,000	3M USD LIBOR	1.40%	1.85510%	16/07/12 - 15/10/12	15/10/2012	4,220,353	Apr-2014	Oct-2054	Sched AM
	A3	XS0557834891	AAA/Aaa/AAA	AAA/Aaa/AAA	EUR	0.88	500,000,000	0	500,000,000	3M EURIBOR	1.40%	1.89700%	16/07/12 - 15/10/12	15/10/2012	2,397,597	Apr-2014	Oct-2054	Sched AM
	A4	XS0557835195	AAA/Aaa/AAA	AAA/Aaa/AAA	EUR	0.88	750,000,000	0	750,000,000	3M EURIBOR	1.50%	1.99700%	16/07/12 - 15/10/12	15/10/2012	3,785,979	Jan-2016	Oct-2054	Sched AM
	A5	XS0557835351	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	375,000,000	0	375,000,000	GBP FIXED		4.00900%	15/04/12 -15/10/12	15/10/2012	7,516,875	Oct-2017	Oct-2054	Bullet
	Z	XS0557835518	n/a	n/a	GBP	-	600,000,000	0	600,000,000	3M GBP LIBOR	0.90%	1.72838%	16/07/12 - 15/10/12	15/10/2012	2,578,403	n/a	Oct-2054	P-Through

Closing date	09/02/2011	Series 2011-1	Notes

2011-1	ISIN	Current Ratings S&P/Moody's/Fitch		Currency	Applicable Exchange Rate	Original Balance	Repaid	Outstanding	Reference rate		Current interest rate p.a.%	Accrual Period	Next coupon date	Interest next coupon			Bond Type
A1	XS0590150362	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	AAA/Aaa/AAA	AAA/Aaa/AAA	USD	1.62	700,000,000	0	700,000,000	3M USD LIBOR	1.35%	1.80510%	16/07/12 - 15/10/12	15/10/2012	3,194,024	Jul-2014	Oct-2054	Sched AM
A3	XS0590150446	AAA/Aaa/AAA	AAA/Aaa/AAA	EUR	0.85	650,000,000	0	650,000,000	3M EURIBOR	1.35%	1.84700%	16/07/12 - 15/10/12	15/10/2012	3,034,724	Jul-2014	Oct-2054	Sched AM
A4	XS0590150792	AAA/Aaa/AAA	AAA/Aaa/AAA	EUR	0.85	500,000,000	0	500,000,000	3M EURIBOR	1.45%	1.94700%	16/07/12 - 15/10/12	15/10/2012	2,460,792	Apr-2016	Oct-2054	Sched AM
A5	XS0590150875	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	325,000,000	0	325,000,000	3M GBP LIBOR	1.45%	2.27838%	16/07/12 - 15/10/12	15/10/2012	1,841,068	Apr-2016	Oct-2054	Sched AM
z	XS0590163696	n/a	n/a	GBP	-	450,000,000	0	450,000,000	3M GBP LIBOR	0.90%	1.72838%	16/07/12 - 15/10/12	15/10/2012	1,933,802	n/a	Oct-2054	P-Through

25/03/2011 Series 2011-2 Notes Closing date

2011-2	ISIN	Current Ratings S&P/Moody's/Fitch			Applicable Exchange Rate	Original Balance	Repaid	Outstanding	Reference rate		Current interest rate p.a.%	Accrual Period		Interest next coupon			Bond Type
A1	XS0608362058	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	250,000,000	0	250,000,000	3M GBP LIBOR	1.16%	1.98838%	16/07/12 - 15/10/12	15/10/2012	1,235,947	Jul-2014	Oct-2054	Sched AM

21/09/2011 Series 2011-3 Notes Closing date

2011-3	ISIN	Current Ratings S&P/Moody's/Fitch	Original Ratings S&P/Moody's/Fitch	Currency	Applicable Exchange Rate	Original Balance	Repaid	Outstanding	Reference rate		Current interest rate p.a.%	Accrual Period	Next coupon date	Interest next coupon			Bond Type
A1	XS0679914787	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	AAA/Aaa/AAA	AAA/Aaa/AAA	USD	1.58	2,000,000,000		2,000,000,000	3M USD LIBOR			16/07/12 - 15/10/12	15/10/2012	10,136,894			Sched AM
A3	XS0679918853	AAA/Aaa/AAA	AAA/Aaa/AAA	EUR	0.87	200,000,000	0	200,000,000	3M EURIBOR	1.40%	1.89700%	16/07/12 - 15/10/12	15/10/2012	959,039	Jan-2015	Oct-2054	Sched AM
A4	XS0679914944	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	165,000,000	0	165,000,000	3M GBP LIBOR	1.65%	2.47838%	16/07/12 - 15/10/12	15/10/2012	1,016,745	Oct-2016	Oct-2054	Sched AM
A5	XS0679915081	AAA/Aaa/AAA	AAA/Aaa/AAA	USD	1.58	500,000,000	0	500,000,000	3M USD LIBOR	1.75%	2.20510%	16/07/12 - 15/10/12	15/10/2012	2,787,001	Jan-2019	Oct-2054	Sched AM
A6	XS0679915164	AAA/Aaa/AAA	AAA/Aaa/AAA	USD	1.58	250,000,000	0	250,000,000	3M USD LIBOR	1.75%	2.20510%	16/07/12 - 15/10/12	15/10/2012	1,393,501	Jan-2019	Oct-2054	Sched AM

25/01/2012 Closing date Series 2012-1 Notes

2012-1	ISIN	Current Ratings S&P/Moody's/Fitch		Currency	Applicable Exchange Rate	Original Balance	Repaid	Outstanding	Reference rate		Current interest rate p.a.%	Accrual Period	Next coupon date	Interest next coupon	Step up Date		Bond Type
A1	XS0736418459	A-1+/P-1/F1+	A-1+/P-1/F1+	USD	1.54	500.000.000	0	500 000 000	1M USD LIBOR	0.20%	0.43950%	15/08/12 - 17/09/12	17/09/2012	201.438	n/a	Jan-2013	Rullet
A2	XS0736397604	AAA/Aaa/AAA	AAA/Aaa/AAA	USD	1.54	500,000,000	0		3M USD LIBOR			16/07/12 - 15/10/12					Sched AM
A3	XS0736398834	AAA/Aaa/AAA	AAA/Aaa/AAA	EUR	0.83	1,200,000,000		1,200,000,000				16/07/12 - 15/10/12					Sched AM
A4	XS0736398917	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	175,000,000	0	175,000,000	3M GBP LIBOR	1.75%	2.57838%	16/07/12 - 15/10/12	15/10/2012	1,121,877	Apr-2015	Oct-2054	Sched AM
A5	XS0736399055	AAA/Aaa/AAA	AAA/Aaa/AAA	JPY	118.00	20,000,000,000	0	20,000,000,000	3M JPY LIBOR	1.25%	1.44571%	16/07/12 - 15/10/12	15/10/2012	72,285,500	Apr-2015	Oct-2054	Sched AM
A6	XS0736399139	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	215,000,000	0	215,000,000	3M GBP LIBOR	1.85%	2.67838%	16/07/12 - 15/10/12	15/10/2012	1,431,762	Jul-2017	Oct-2054	Sched AM
z	XS0737122464	n/a	n/a	GBP	-	610,000,000	0	610,000,000	3M GBP LIBOR	0.90%	1.72838%	16/07/12 - 15/10/12	15/10/2012	2,628,558	n/a	Oct-2054	P-Through
																	<u> </u>

LOAN NOTE REPORT

Closing date 19/04/2012 Series 2012-2 Notes

2012-2	ISIN	Current Ratings S&P/Moody's/Fitch			Applicable Exchange Rate	Original Balance	Repaid	Outstanding		Current interest rate p.a.%	Accrual Period	Interest next		Bond Type
A1 Z	XS0773322606 XS0773322788	AAA/Aaa/AAA n/a	AAA/Aaa/AAA n/a	USD GBP	1.59	1,250,000,000 175,000,000			3M USD LIBOR 3M GBP LIBOR		16/07/12 - 15/10/12 16/07/12 - 15/10/12	6,335,559 752,034		Sched AM P-Through

Closing date 08/06/2012 Series 2012-3 Notes

2012-3	ISIN	Current Ratings S&P/Moody's/Fitch	Original Ratings S&P/Moody's/Fitch	Currency	Applicable Exchange Rate	Original Balance	Repaid	Outstanding	Reference rate		Current interest rate p.a.%	Accrual Period		Interest next coupon			Bond Type
A1 B1 B2	XS0790113632 XS0790113558 XS0790188055	AAA/Aaa/AAA AA/Aa3/AA AA/Aa3/AA	AAA/Aaa/AAA AA/Aa3/AA AA/Aa3/AA	GBP USD GBP	- 1.55 -	515,000,000 140,000,000 33,000,000	0 0 0	140,000,000	3M GBP LIBOR 3M USD LIBOR 3M GBP LIBOR	2.20%	2.65510%	16/07/12 - 15/10/12 16/07/12 - 15/10/12 16/07/12 - 15/10/12	15/10/2012	939,610	Oct-2017	Oct-2054	Sched AM Sched AM Sched AM

Closing date 28/08/2012 Series 2012-4 Notes

201	2-4	ISIN	Current Ratings S&P/Moody's/Fitch		Currency	Applicable Exchange Rate	Original Balance	Repaid	Outstanding	Reference rate	interest rate p.a.%	Accrual Period	Interest next coupon		Bond Type
A Z		XS0816608755 XS0816612278	AAA/Aaa/AAA n/a	AAA/Aaa/AAA n/a	EUR GBP	1.27	650,000,000 180,000,000	0	650,000,000 180,000,000	3M EURIBOR 3M GBP LIBOR		28/08/12 - 15/10/12 28/08/12 - 15/10/12			Sched AM P-Through

^{*}All bonds are listed on the London Stock Exchange.

Combined Credit Enhancement	Total £	% of Total	Current note subordination	Subordination +Reserve Fund	% Required
Class A Notes Class B Notes Class Z Notes	10,626,061,347.00 123,177,134.00 2,015,000,000.00 12,764,238,481.00	0.97% 15.79%	15.79% 0.00%		5.70%
Funding Reserve Fund Requirement	£465,000,000	3.64%			

The second secon	T
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

Funding 1 Redemption Reserve Ledger	
Balance as at 31 August 2012	514,801,000.00

Excess Spread	
Excess Spread This Month Annualised (Jul 2012)	1.32%
Excess Spread Rolling 12 Month Average	1.64%

^{*}Excess spread is calculated at each quarterly interest payment date

Funding Principal Ledger-AAA	£648,431,756
Funding Principal Ledger-AA	£0
Funding Principal Ledger-A	£0
Funding Principal Ledger-BBB	£0
Total Funding Principal Ledger	£648,431,756

WATERFALLS

MORTGAGES TRUSTEE REVENUE WATERFALL	FUNDING REVENUE WATERFALL		ISSUER REVENUE WATERFALL	
(a) Mortgages Trustee Fees 0.00 Other third party payments 0.00	(a) Funding Security Trustee Fees Fee under Intercompany Loan Other third party payments	0.00 0.00 0.00	(a) Issuer Security Trustee Fees Note Trustee Fees Agent bank fees etc.	0.00 0.00 0.00
(b) Servicer Fees 1,918,934.01	(b) Cash Manager Fees	0.00	(b) Other third party payments	0.00
(c) Funding 1 49,627,122.72 Seller 10,729,366.40	(c) Funding 1 Corporate Services Fees Account Bank Fees	0.00 0.00	(c) Issuer Cash Manager Fees Issuer Corporate Services Fees Issuer Account Bank Fees	0.00 0.00 0.00
MORTGAGES TRUSTEE PRINCIPAL WATERFALL	(d) Payment to Funding 1 Swap Provider	0.00	(d) Interest on Class A notes	0.00
(a) Funding 346,786,825.73	(e) Interest on AAA loan tranches (f) Credit to AAA principal deficiency ledger	0.00 0.00	(including any payments to issuer swap providers) (e) Interest on Class B notes (including any payments to issuer swap providers) (f) Interest on Class M notes (figure in the swap providers)	0.00 0.00 0.00 0.00 0.00
(b) Seller 18,537,727.24	(g) Interest on AA loan tranches (h) Credit to AA principal deficiency ledger	0.00 0.00	(including any payments to issuer swap providers) (g) Interest on Class C notes (including any payments to issuer swap providers)	0.00 0.00 0.00
	(i) Interest on A loan tranches (j) Credit to A principal deficiency ledger	0.00 0.00	(h) Interest on Class Z notes	0.00
	(k) Interest on BBB loan tranches (l) Credit to BBB principal deficiency ledger	0.00 0.00	(i) Excluded Issuer Swap Payments	0.00
	(m) Swap termination payments	0.00	(j) Issuer profit	0.00
	(n) Credit to first reserve fund (o) Additional credit to first reserve fund (p) Credit to liquidity reserve fund	0.00 0.00 0.00	ISSUER PRINCIPAL WATERFALL (a) Repayment of Class A Notes	0.00
	(q) Credit to NR principal deficiency ledger	0.00	(including principal payments to class A swap providers) (b) Repayment of Class B Notes (including principal payments to class A swap providers)	0.00 0.00 0.00
	(r) Interest on NR loan tranches	0.00	(c) Repayment of Class M Notes (including principal payments to class A swap providers) (d) Repayment of Class C Notes	0.00 0.00 0.00
	(s) Excluded Swap Payments (with respect to the Issuer) and other fees under the	0.00	(including principal payments to class A swap providers) (e) Repayment of Class Z Notes	0.00
	(t) Payment of Funding 1 Start-up Loan	0.00		
	(u) Profit to Funding 1	0.00		
	(v) Deferred Consideraation	0.00		
	*To be read in conjunction with rules on pgs 181-	185 of the base prospe	octus	
	(a) Repayment of AAA loan tranches	0.00		
	(b) Credit to Cash Accumulation Ledger	0.00		
	(c) Repayment of AA loan tranches (d) Repayment of A loan tranches (e) Repayment of BBB loan tranches	0.00 0.00 0.00		
	(f) Repayment of NR loan tranches	0.00		

SWAP PAYMENTS

Note	Swap Counterparty	Currency Notional	Receive Reference Rate	Receive Rate	Receive Margin	Received	£ Notional	Pay reference rate	Pay margin	Pay rate	Paid
2012-1 A1	ANTS	500,000,000.00	1M USD LIBOR	0.20%	0.44875%	186,979.17	324,464,344.05	3M GBP LIBOR	-0.075%	0.75%	0.00

COLLATERAL

Note	Collateral Postings	Counterparty

There were no collateral posted during the Reporting Period 01-August-12 to 31-August-12

TRIGGER EVENTS	
Asset Amount debited to AAA principal deficiency sub ledger (Funding programme notes outstanding).	None
Non Asset	
Insolvency event occurs in relation to Seller.	None
Seller's role as servicer terminated & new servicer appointed within 60 days.	None
The then current Seller Share is less than the minimum sellers share.	None
An arrears trigger event will occur if:	
(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 issuerdoes 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	
step-up date pustaant to the terms and continuous or the issuing entity notes (but only where sour) right of redemption arises on or after a particular specified date and not as a result of the occurrence	None
of any event specified in the terms and conditions of the relevant issuing entity notes)	
Full details of all trigger events can be found within the Holmes Master Issuer plc offering circular	

1 Weighted Average Indexed LTV (Halifax HPI)

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 Q1 2012

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 having been taken into possession.

4 CPR

The splits between scheduled and unscheduled principal receipts for a given month are derived from a forecast of scheduled principal receipts from the earlier month and therefore may not necessarily equal the actual amount of scheduled principal receipts during the period. For a period in which a trust replenishment occurs, a straight-lining method is used to estimate the scheduled principal receipts received on the replenished pool for the remainder of the month.

5 W

Savings Balance

4.82% of the aggregate outstanding principal balance of loans

Flexible drawings set-off risk

MSA Breach

9 AA

Reward Loans Cashbacks