



UK Secured Funding Programmes

Holmes Master Issuer

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MAIN PARTIES TO THE STRUCTURE, RATINGS AND TRIGGERS (IF APPLICABLE)

Role	Counterparty	Fitch/Moody's/S&P Long Term Rating	Fitch/Moody's/S&P Short Term Rating	Applicable Trigger (loss of)	Consequence
Issuer	Holmes Master Issuer				
Funding	Holmes Funding Limited				
Mortgages Trustee	Holmes Trustees Limited				
Seller	Santander UK	A / A2 / A	F1 / P-1 / A-1	A3 BBB / Baa2 / BBB BBB- / Baa3 / BBB- F1 / Baa3 / A-1 BBB- / Baa3 / BBB-	Establish a liquidity reserve - see page 199 of the prospectus for more detail 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 mortgage loans. Completion of legal assignment of mortgage loans to the Mortgages Trustee. Adjustment to / more frequent review of formula for calculation of Minimum Seller Share. 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		
Mortgages Trustee and 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.
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	A / A2 / A	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+	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
Paying Agent and related roles	HSBC US Inc.	AA / A2 / A+	F1+ / P-1 / A-1	As above	As above
Corporate Services Provider	Deutsche Bank AG Natixis	A+ / A2 / A A+ / A2 / A	F1+ / P-1 / A-1 F1+ / P-1 / A-1	As above As above	As above As above
Note Trustee and Security Trustee	Bank of New York Mellon Wilmington Trust SP Services (London) Limited Bank of New York Mellon	AA / Aa1 / AA-	F1+ / P-1 / A-1+		

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 July 2012	137,914
Current £ value of Mortgage Loans in Pool at 31 July 2012	£ 14,196,773,312
Weighted Average Yield on 08 July 2012	2.96%

Trust Assets	
Current value of Mortgage Loans in Pool at 08 July 2012	14,296,912,773.33
Last months Closing Trust Assets at 08 June 2012	14,539,645,679.67
Mortgage collections - Interest on 08 July 2012	47,712,539.49
Mortgage collections - Principal (Scheduled) on 08 July 2012	57,399,061.41
Mortgage collections - Principal (Unscheduled) on 08 July 2012	244,245,868.88
Principal Ledger as calculated on 08 July 2012	992,541,958.49
Funding Share as calculated on 08 July 2012	11,771,608,311.46
Funding Share % as calculated on 08 July 2012	82.33671%
Seller Share as calculated on 08 July 2012	2,525,304,461.87
Seller Share % as calculated on 08 July 2012	17.66329%
Minimum Seller Share (Amount) on 08 July 2012	
W	Please refer to the notes on page 12
X	Please refer to the notes on page 12
Y	Please refer to the notes on page 12
Z	Please refer to the notes on page 12
AA	Please refer to the notes on page 12
W + X + Y + Z + AA=	195,069,222.20
	600,690,631.56
	148,612,705.10
	-
	173,329.28
	944,545,888.14
Minimum Seller Share (% of Total) on 08 July 2012	6.60664%

The figure above omits a small portion of the pool, roughly 1.29% of the cover pool, which is recorded on separate data system for which this information is presently unavailable

Arrears Analysis of Non Repossessed Mortgage Loans at 31 July 2012	Number	Current balance £	Arrears £	By Number %	By current balance %
Less than 1 month in arrears	132,994	13,616,794,864	-	96.49	95.99
1<=2 months in arrears	1,885	219,739,499	1,422,336	1.37	1.55
2<=3 months in arrears	948	109,835,399	1,347,756	0.69	0.77
3<=4 months in arrears	556	66,629,928	1,098,357	0.40	0.47
4<=5 months in arrears	330	40,934,376	876,818	0.24	0.29
5<=6 months in arrears	251	30,972,539	801,516	0.18	0.22
6<=7 months in arrears	171	20,751,135	642,243	0.12	0.15
7<=8 months in arrears	138	16,713,551	542,620	0.10	0.12
8<=9 months in arrears	93	11,631,491	414,555	0.07	0.08
9<=10 months in arrears	80	8,729,619	373,269	0.06	0.06
10<=11 months in arrears	53	5,419,496	269,755	0.04	0.04
11<=12 months in arrears	69	7,944,082	413,481	0.05	0.06
More than 12 months in arrears	269	29,560,255	2,388,925	0.20	0.21
Total	137,837	14,185,656,234	10,591,630	100.00	100.00

Arrears Capitalised at 31 July 2012	Number	Amount £
Capitalisation cases (In Month)	9	1,029,533
Capitalisation cases (Cumulative)	2,413	266,661,948

*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 July 2012	Number	Loss Amount £
Total Loss on Sale Brought Forward	1,987	63,660,507
Losses Recorded this Period	12	396,683
Total Loss on Sale Carried Forward	1,999	64,057,190
Recoveries	0	0

Properties in Possession at 31 July 2012	Number	Current balance £
Total Properties in Possession Since Inception	4,265	494,262,689
Reposessed (In Month)	21	3,505,802
Sold (In Month)	22	3,301,175
Current Number in Possession	77	11,117,078
Total Properties Sold Since Inception	4,188	483,220,874

Product Breakdown (By Balance)	Number of accounts	% by number	Current balance £	% by balance
Discounted SVR Loans	969	0.70	45,969,953	0.32
Fixed Rate Loans	29,958	21.72	3,281,764,952	23.12
Bank of England Base Rate Tracker Loans	44,555	32.31	4,623,119,885	32.56
Standard Variable Loans	62,421	45.26	6,245,919,553	43.99
Unknown	11	0.01	(1,030)	-
Total	137,914	100.00	14,196,773,312	100.00

Payment Type (By Balance)	Number of accounts	% by number	Current balance £	% by balance
Interest only and Combined repayment & int-only	62,373	45.23	8,168,438,737	57.54
Repayment	75,541	54.77	6,028,334,575	42.46
Total	137,914	100.00	14,196,773,312	100.00

Use Of Proceeds (By Balance)	Number of accounts	% by number	Current balance £	% by balance
Remortgage	78,874	57.19	7,587,238,215	53.44
House Purchase	54,197	39.30	6,427,237,597	45.27
Unknown	4,843	3.51	182,297,501	1.28
Total	137,914	100.00	14,196,773,312	100.00

Analysis of Mortgage loan size at reporting date £	Number of accounts	% by number	Current balance £	% by balance
0 to <=50,000	40,752	29.55	1,126,328,539	7.93
>50,000 to <=100,000	39,738	28.81	2,924,062,663	20.60
>100,000 to <=150,000	27,447	19.90	3,368,215,921	23.73
>150,000 to <=200,000	15,214	11.03	2,614,402,087	18.42
>200,000 to <=250,000	7,219	5.23	1,597,299,066	11.25
>250,000 to <=300,000	3,246	2.35	880,875,952	6.20
>300,000 to <=350,000	1,777	1.29	571,814,374	4.03
>350,000 to <=400,000	965	0.70	358,377,124	2.52
>400,000 to <=450,000	627	0.45	263,489,733	1.86
>450,000 to <=500,000	398	0.29	188,123,866	1.33
>500,000 to <=550,000	245	0.18	126,358,556	0.89
>550,000 to <=600,000	121	0.09	68,861,278	0.49
>600,000 to <=650,000	81	0.06	50,400,397	0.36
>650,000 to <=700,000	44	0.03	29,429,228	0.21
>700,000 to <=750,000	40	0.03	28,734,529	0.20
> 750,000	0	-	0	-
Total	137,914	100.00	14,196,773,312	100.00

As at the report date, the maximum loan size was £ 749,617.92, the minimum loan size was £ -5,451.10 and the average loan size was £ 102,939.32.

Geographical Analysis By Region	Number of accounts	% by number	Current balance £	% by balance
East Anglia	5,603	4.06	528,465,362	3.72
East Midlands	6,389	4.63	550,687,408	3.88
London	27,484	19.93	3,860,840,104	27.20
North	5,364	3.89	387,971,738	2.73
North West	16,893	12.25	1,346,195,597	9.48
Scotland	9,261	6.72	700,253,911	4.93
Sout East (Excluding London)	30,597	22.19	3,643,068,285	25.66
South West	11,595	8.41	1,201,303,634	8.46
Yorks And Humberside	6,176	4.48	483,762,868	3.41
Wales	9,025	6.54	773,543,966	5.45
West Midlands	9,524	6.91	720,611,275	5.08
Unknown	3	-	69,163	-
Total	137,914	100.00	14,196,773,312	100.00

Substitution, redemptions and repurchases	Number of accounts this period	Current balance this period £
Substitution & Top up	0	0
Redeemed this period	1,311	158,045,146
Repurchases this period	640	74,470,298

CPR Analysis	1 Month CPR %	3 Month Average CPR %	12 Month CPR (Annualised) %
Total (including unscheduled repayments and repurchases from the trust)			
Current month	2.07%	5.56%	21.31%
Previous month	1.96%	4.98%	21.74%
Unscheduled repayments and repurchases from the trust only			
Current month	1.68%	4.43%	17.90%
Previous month	1.57%	3.87%	18.47%

Standard Variable Rate - Applicable to underwritten Santander 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 of accounts	% by number	Current balance £	% by balance
0 to <5	16,421	11.91	794,426,676	5.60
>= 5 to < 10	24,796	17.98	1,790,109,874	12.61
>= 10 to < 15	32,290	23.41	3,038,524,651	21.40
>=15 to < 20	38,782	28.12	4,861,467,406	34.24
>= 20 to < 25	23,282	16.88	3,387,169,854	23.86
>= 25 to < 30	2,336	1.69	324,599,094	2.29
>= 30 to < 35	3	-	263,908	-
>= 35 to < 40	2	-	202,871	-
>= 40 to < 45	0	-	-	-
>= 45	0	-	-	-
Unknown	2	-	8,979	-
Total	137,914	100.00	14,196,773,312	100.00

As at the report date, the maximum remaining term for a loan was 420.00 months, the minimum remaining term was 0 months and the weighted average remaining term was 188.23 months.

Seasoning	Number of accounts	% by number	Current balance £	% by balance
0 to <6	-	-	-	-
>= 6 to < 12	-	-	-	-
>= 12 to < 18	6,665	4.83	858,257,932.12	6.05
>= 18 to < 24	6,468	4.69	840,023,636.00	5.92
>= 24 to < 30	1,976	1.43	243,709,384.44	1.72
>= 30 to < 36	2,445	1.77	308,346,503.38	2.17
>= 36 to < 42	6,387	4.63	680,834,327.10	4.80
>= 42 to < 48	5,384	3.90	692,736,230.60	4.88
>=48 to < 54	8,013	5.81	1,178,881,422.81	8.30
>=54 to < 60	12,258	8.89	1,717,795,933.57	12.10
>= 60 to < 66	12,716	9.22	1,595,648,121.65	11.24
>= 66 to < 72	10,056	7.29	1,132,012,393.57	7.97
>= 72 to < 78	10,335	7.49	1,060,424,434.71	7.47
>= 78 to < 84	6,132	4.45	589,218,428.13	4.15
>= 84 to < 90	5,475	3.97	489,460,101.51	3.45
>= 90 to < 96	4,800	3.48	395,475,135.06	2.79
>= 96 to < 102	6,423	4.66	471,733,071.52	3.32
>= 102 to < 108	6,245	4.53	460,601,795.24	3.24
>= 108 to < 114	5,117	3.71	347,086,836.22	2.44
>= 114 to < 120	5,950	4.31	360,591,015.26	2.54
>= 120 to < 126	2,877	2.09	169,304,471.71	1.19
>= 126 to < 132	3,220	2.33	194,687,745.44	1.37
>= 132 to < 138	1,697	1.23	94,423,350.96	0.67
>= 138 to < 144	1,037	0.75	54,214,243.34	0.38
>= 144 to < 150	918	0.67	45,025,115.24	0.32
>= 150 to < 156	894	0.65	39,099,382.71	0.28
>= 156 to < 162	699	0.51	32,948,068.84	0.23
>= 162 to < 168	792	0.57	33,151,680.03	0.23
>= 168 to < 174	550	0.40	23,684,799.47	0.17
>= 174 to < 180	518	0.38	19,836,456.34	0.14
>= 180	1,867	1.35	67,561,295.32	0.48
Total	137,914	100.00	14,196,773,312.29	100.00

As at the report date, the maximum seasoning for a loan was 203.00 months, the minimum seasoning was 12.00 months and the weighted average seasoning was 65.30 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%	28,797	20.88	864,884,092	6.09
>25% =<50%	35,924	26.05	2,657,565,315	18.72
>50% =<75%	36,713	26.62	4,639,990,097	32.68
>75% =<80%	7,715	5.59	1,182,804,074	8.33
>80% =<85%	6,979	5.06	1,088,436,291	7.67
>85% =<90%	5,332	3.87	837,386,866	5.90
>90% =<95%	5,159	3.74	875,130,749	6.16
>95%	11,252	8.16	2,050,540,810	14.44
Unknown	43	0.03	35,017	-
Total	137,914	100.00	14,196,773,312	100.00

As at the report date, the maximum indexed LTV was 152.01, the minimum indexed LTV was 0.00 and the weighted average indexed LTV was 67.59.

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%	25,858	18.75	768,146,635	5.41
>25% =<50%	34,860	25.28	2,658,092,275	18.72
>50% =<75%	47,170	34.20	5,966,845,217	42.03
>75% =<80%	10,108	7.33	1,602,281,312	11.29
>80% =<85%	7,460	5.41	1,197,277,897	8.43
>85% =<90%	6,045	4.38	1,024,179,423	7.21
>90% =<95%	3,654	2.65	643,550,124	4.53
>95%	2,759	2.00	336,400,429	2.37
Unknown	-	-	-	-
Total	137,914	100.00	14,196,773,312	100.00

As at the report date, the maximum unindexed LTV was 234.76, the minimum unindexed LTV was 0 and the weighted average unindexed LTV was 63.63.

Original Loan to Value at Last Valuation Using original balance and valuation amount	Number of accounts	% by number	Current balance £	% by balance
>0% =<25%	11,622	8.43	458,532,375	3.23
>25% =<50%	32,996	23.93	2,190,807,656	15.43
>50% =<75%	49,341	35.78	5,585,179,633	39.34
>75% =<80%	11,574	8.39	1,590,001,678	11.20
>80% =<85%	9,821	7.12	1,420,582,778	10.01
>85% =<90%	13,192	9.57	1,884,047,881	13.27
>90% =<95%	9,367	6.79	1,067,393,197	7.52
>95%	-	-	-	-
Unknown	1	-	228,114	-
Total	137,914	100.00	14,196,773,312	100.00

As at the report date, the maximum original LTV was 95.00, the minimum LTV at origination was 1.19 and the weighted average LTV at origination was 67.46.

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	X50292748943	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	X50292751061	AA/Aa3/AA	AA/Aa3/AA	EUR	0.68	21,400,000	21,400,000	0	3M EURIBOR	0.09%	-	-	-	-	Jan-2011	Jul-2040	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	X50292756458	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	X50292756615	BBB/Baa2/BBB	BBB/Baa2/BBB	GBP	-	15,550,000	15,550,000	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	X50292751814	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	X50292753430	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	X50292754081	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-2040	P-Through
Series 2 C2	X50292757001	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	X50292757340	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	X50292750253	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	X50292750683	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	X50292752382	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	X50292752622	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	X50292754594	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	X50292755138	A/A2/A	A/A2/A	GBP	-	28,800,000	28,800,000	0	3M GBP LIBOR	0.22%	-	-	-	-	Jan-2011	Jul-2040	P-Through
Series 3 C2	X50292759395	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	X50292759635	BBB/Baa2/BBB	BBB/Baa2/BBB	GBP	-	25,500,000	25,500,000	0	3M GBP LIBOR	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	Jul-2021	Sched AM
Series 1 A2	X50302981013	AAA/Aaa/AAA	AAA/Aaa/AAA	EUR	0.68	1,200,000,000	1,200,000,000	0	3M EURIBOR	0.04%	-	-	-	-	Oct-2011	Jul-2021	Sched AM
Series 1 B	US43641NAN49	AA/Aa3/AA	AA/Aa3/AA	USD	0.50	82,000,000	82,000,000	0	3m USD LIBOR	0.07%	-	-	-	-	Oct-2011	Jul-2040	P-Through
Series 1 C	US43641NAP96	BBB/Baa2/BBB	BBB/Baa2/BBB	USD	0.50	128,400,000	128,400,000	0	3m USD LIBOR	0.23%	-	-	-	-	Oct-2011	Jul-2040	P-Through
Series 2 A	CA43641NAU87	AAA/Aaa/AAA	AAA/Aaa/AAA	CAD	0.47	600,000,000	600,000,000	0	1M CDOR	0.08%	-	-	-	-	Oct-2011	Jul-2020	Bullet
Series 2 A1	US43641NAL8	AAA/Aaa/AAA	AAA/Aaa/AAA	USD	0.50	2,750,000,000	2,750,000,000	0	3M USD LIBOR	0.05%	-	-	-	-	Oct-2011	Jul-2020	Bullet
Series 2 B1	US43641NAQ79	AA/Aa3/AA	AA/Aa3/AA	USD	0.50	25,000,000	25,000,000	0	3m USD LIBOR	0.12%	-	-	-	-	Oct-2011	Jul-2020	P-Through
Series 2 B2	X50305303066	AA/Aa3/AA	AA/Aa3/AA	EUR	0.87	95,000,000	95,000,000	0	3M EURIBOR	0.13%	-	-	-	-	Oct-2011	Jul-2020	P-Through
Series 2 B3	X50305303223	AA/Aa3/AA	AA/Aa3/AA	GBP	-	50,000,000	50,000,000	0	3M GBP LIBOR	0.14%	-	-	-	-	Oct-2011	Jul-2020	P-Through
Series 2 M1	US43641NAR52	A/A2/A	A/A2/A	USD	0.50	10,000,000	10,000,000	0	3m USD LIBOR	0.22%	-	-	-	-	Oct-2011	Jul-2020	P-Through
Series 2 M2	X50305304205	A/A2/A	A/A2/A	EUR	0.68	20,000,000	20,000,000	0	3M EURIBOR	0.22%	-	-	-	-	Oct-2011	Jul-2020	P-Through
Series 2 M3	X50305305863	A/A2/A	A/A2/A	GBP	-	38,000,000	38,000,000	0	3M GBP LIBOR	0.24%	-	-	-	-	Oct-2011	Jul-2020	P-Through
Series 2 C1	US43641NAS36	BBB/Baa2/BBB	BBB/Baa2/BBB	USD	0.50	34,000,000	34,000,000	0	3m USD LIBOR	0.41%	-	-	-	-	Oct-2011	Jul-2020	P-Through
Series 2 C2	X50305306325	BBB/Baa2/BBB	BBB/Baa2/BBB	EUR	0.68	106,000,000	106,000,000	0	3M EURIBOR	0.41%	-	-	-	-	Oct-2011	Jul-2020	P-Through
Series 2 C3	X50305306598	BBB/Baa2/BBB	BBB/Baa2/BBB	GBP	-	45,000,000	45,000,000	0	3M GBP LIBOR	0.43%	-	-	-	-	Oct-2011	Jul-2020	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	Jul-2021	Sched AM
Series 3 A2	X50302983068	AAA/Aaa/AAA	AAA/Aaa/AAA	EUR	0.68	1,300,000,000	1,300,000,000	0	3M EURIBOR	0.09%	-	-	-	-	Oct-2011	Jul-2021	Sched AM
Series 3 A3	X50302983498	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		Series 2010-1 Notes																	
12/11/2010																			
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	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	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	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	0.90%	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		Series 2011-1 Notes																	
09/02/2011																			
2011-1	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		
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		

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

Closing date		Series 2011-3 Notes																	
21/09/2011																			
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	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	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	0	2,000,000,000	3M USD LIBOR	1.55%	2.00510%	16/07/12 - 15/10/12	15/10/2012	10,136,894	Jan-2015	Oct-2054	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	Oct-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		

Closing date		Series 2012-1 Notes																	
25/01/2012																			
2012-1	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		
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%	0.42075%	16/07/12 - 15/08/12	15/08/2012	163,625	n/a	Jan-2013	Bullet		
A2	XS0736397604	AAA/Aaa/AAA	AAA/Aaa/AAA	USD	1.54	500,000,000	0	500,000,000	3M USD LIBOR	1.65%	2.10510%	16/07/12 - 15/10/12	15/10/2012	2,660,613	Apr-2015	Oct-2054	Sched AM		
A3	XS0736398834	AAA/Aaa/AAA	AAA/Aaa/AAA	EUR	0.83	1,200,000,000	0	1,200,000,000	3M EURIBOR	1.55%	2.04700%	16/07/12 - 15/10/12	15/10/2012	6,209,233	Apr-2015	Oct-2054	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	2,621,376	n/a	Oct-2054	P-Through		

LOAN NOTE REPORT

Closing date 19/04/2012

Series 2012-2 Notes

2012-2	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
A1	XS0773322606	AAA/Aaa/AAA	AAA/Aaa/AAA	USD	1.59	1,250,000,000	0	1,250,000,000	3M USD LIBOR	1.55%	2.00510%	16/07/12 - 15/10/12	15/10/2012	6,335,559	Oct-2017	Oct-2054	Sched AM
Z	XS0773322788	n/a	n/a	GBP	-	175,000,000	0	175,000,000	3M GBP LIBOR	0.90%	1.72838%	16/07/12 - 15/10/12	15/10/2012	752,034	n/a	Oct-2054	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	Margin p.a.%	Current interest rate p.a.%	Accrual Period	Next coupon date	Interest next coupon	Step up Date	Legal Maturity	Bond Type
A1	XS0790113632	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	515,000,000	0	515,000,000	3M GBP LIBOR	1.55%	2.37838%	16/07/12 - 15/10/12	15/10/2012	3,045,431	Oct-2017	Oct-2054	Sched AM
B1	XS0790113558	AA/Aa3/AA	AA/Aa3/AA	USD	1.55	140,000,000	0	140,000,000	3M USD LIBOR	2.20%	2.65510%	16/07/12 - 15/10/12	15/10/2012	939,610	Oct-2017	Oct-2054	Sched AM
B2	XS0790188055	AA/Aa3/AA	AA/Aa3/AA	GBP	-	33,000,000	0	33,000,000	3M GBP LIBOR	2.35%	3.17838%	16/07/12 - 15/10/12	15/10/2012	260,783	Oct-2017	Oct-2054	Sched AM

*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	10,115,532,751.52	83.78%	16.22%	20.07%	8.30%
Class B Notes	123,177,134.00	1.02%	15.20%	19.05%	5.70%
Class Z Notes	1,835,000,000.00	15.20%	0.00%	0.00%	0.00%
	12,073,709,885.52	100.00%			
Funding Reserve Fund Requirement	£465,000,000	3.85%			

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 July 2012	514,801,000.00

Excess Spread	
Excess Spread This Month Annualised (July 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	£992,541,958
Funding Principal Ledger-AA	£0
Funding Principal Ledger-A	£0
Funding Principal Ledger-BBB	£0
Total Funding Principal Ledger	£992,541,958

WATERFALLS

MORTGAGES TRUSTEE REVENUE WATERFALL

(a) Mortgages Trustee Fees	0.00
Other third party payments	0.00
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(b) Servicer Fees	1,230,500.31
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(c) Funding 1 Seller	38,597,839.36
	7,884,199.82
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MORTGAGES TRUSTEE PRINCIPAL WATERFALL

(a) Funding	301,644,930.29
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(b) Seller	0.00
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FUNDING REVENUE WATERFALL

(a) Funding Security Trustee Fees	0.00
Fee under Intercompany Loan	0.00
Other third party payments	33,081.00
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(b) Cash Manager Fees	30,000.00
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(c) Funding 1 Corporate Services Fees	0.00
Account Bank Fees	0.00
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(d) Payment to Funding 1 Swap Provider	86,043,272.33
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(e) Interest on AAA loan tranches	65,007,339.59
(f) Credit to AAA principal deficiency ledger	0.00
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(g) Interest on AA loan tranches	367,316.46
(h) Credit to AA principal deficiency ledger	0.00
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(i) Interest on A loan tranches	0.00
(j) Credit to A principal deficiency ledger	0.00
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(k) Interest on BBB loan tranches	0.00
(l) Credit to BBB principal deficiency ledger	0.00
<hr/>	
(m) Swap termination payments	0.00
<hr/>	
(n) Credit to first reserve fund	465,000,000.00
(o) Additional credit to first reserve fund	0.00
(p) Credit to liquidity reserve fund	0.00
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(q) Credit to NR principal deficiency ledger	252,511.47
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(r) Interest on NR loan tranches	8,734,543.24
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(s) Excluded Swap Payments (with respect to the Issuer) and other fees under the	0.00
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(t) Payment of Funding 1 Start-up Loan	5,517,845.01
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(u) Profit to Funding 1	1,250.00
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(v) Deferred Consideraation	24,104,681.78
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FUNDING PRINCIPAL WATERFALL

* To be read in conjunction with rules on pgs 181- 185 of the base prospectus

(a) Repayment of AAA loan tranches	693,081,914.90
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(b) Credit to Cash Accumulation Ledger	0.00
<hr/>	
(c) Repayment of AA loan tranches	0.00
(d) Repayment of A loan tranches	0.00
(e) Repayment of BBB loan tranches	0.00
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(f) Repayment of NR loan tranches	0.00
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ISSUER REVENUE WATERFALL

(a) Issuer Security Trustee Fees	0.00
Note Trustee Fees	0.00
Agent bank fees etc.	0.00
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(b) Other third party payments	3,081.00
<hr/>	
(c) Issuer Cash Manager Fees	30,000.00
Issuer Corporate Services Fees	0.00
Issuer Account Bank Fees	0.00
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(d) Interest on Class A notes	65,007,339.59
(including any payments to issuer swap providers)	56,604,970.83
(e) Interest on Class B notes	367,316.46
(including any payments to issuer swap providers)	262,684.76
(f) Interest on Class M notes	0.00
(including any payments to issuer swap providers)	0.00
(g) Interest on Class C notes	0.00
(including any payments to issuer swap providers)	0.00
<hr/>	
(h) Interest on Class Z notes	8,734,543.24
<hr/>	
(i) Excluded Issuer Swap Payments	0.00
<hr/>	
(j) Issuer profit	0.00
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ISSUER PRINCIPAL WATERFALL

(a) Repayment of Class A Notes	693,081,914.90
(including principal payments to class A swap providers)	693,081,914.90
(b) Repayment of Class B Notes	0.00
(including principal payments to class A swap providers)	0.00
(c) Repayment of Class M Notes	0.00
(including principal payments to class A swap providers)	0.00
(d) Repayment of Class C Notes	0.00
(including principal payments to class A swap providers)	0.00
<hr/>	
(e) Repayment of Class Z Notes	0.00
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SWAP PAYMENTS

Note	Swap Counterparty	Currency Notional	Receive Reference Rate	Receive Rate	Receive Margin	Received	£ Notional	Pay reference rate	Pay margin	Pay rate	Paid
Funding 1 Swap		11,662,009,439.16	3M GBP LIBOR	See Funding	Swap Confirm*	82,428,839.78	11,662,009,439.16	3M GBP LIBOR	See Funding	Swap Confirm*	86,043,272.33
2007-1 4A	HSBC USA	1,000,000,000.00	3M USD LIBOR	0.10%	0.56665%	1,432,365.28	514,801,000.00	3M GBP LIBOR	0.13%	1.14%	1,468,297.08
2007-2 4A	Merrill Lynch	750,000,000.00	3M USD LIBOR	0.10%	0.56665%	1,074,273.96	376,506,000.00	3M GBP LIBOR	0.12%	1.14%	1,070,759.34
2010-1 A2	ANTS	900,000,000.00	3M USD LIBOR	1.40%	1.86665%	4,246,628.75	552,825,553.00	3M GBP LIBOR	1.48%	2.49%	3,435,356.43
2010-1 A3	ANTS	500,000,000.00	3M EURIBOR	1.40%	2.15700%	2,726,208.33	438,100,000.00	3M GBP LIBOR	1.66%	2.68%	2,925,862.85
2010-1 A4	ANTS	750,000,000.00	3M EURIBOR	1.50%	2.25700%	4,278,895.83	657,150,000.00	3M GBP LIBOR	1.73%	2.75%	4,505,528.42
2010-1 A5	ANTS	375,000,000.00	GBP Fixed		4.00900%	0.00	375,000,000.00	3M GBP LIBOR	1.63%	2.64%	2,470,556.51
2011-1 A2	ANTS	700,000,000.00	3M USD LIBOR	1.35%	1.81665%	3,214,461.25	432,125,439.84	3M GBP LIBOR	1.46%	2.48%	2,672,376.19
2011-1 A3	ANTS	650,000,000.00	3M EURIBOR	1.35%	2.10700%	3,461,918.06	554,450,000.00	3M GBP LIBOR	1.76%	2.77%	3,832,502.71
2011-1 A4	ANTS	500,000,000.00	3M EURIBOR	1.45%	2.20700%	2,789,402.78	426,500,000.00	3M GBP LIBOR	1.86%	2.87%	3,055,475.21
2011-3 A1	ANTS	500,000,000.00	1M USD LIBOR	0.13%	0.37175%	160,059.03	316,575,914.32	3M GBP LIBOR	-0.15%	0.87%	688,639.35
2011-3 A2	ANTS	2,000,000,000.00	3M USD LIBOR	1.55%	2.01665%	10,195,286.11	1,268,431,901.06	3M GBP LIBOR	1.54%	2.56%	8,089,793.68
2011-3 A3	ANTS	200,000,000.00	3M EURIBOR	1.40%	2.15700%	1,090,483.33	174,540,000.00	3M GBP LIBOR	1.92%	2.94%	1,277,178.52
2011-3 A5	ANTS	500,000,000.00	3M USD LIBOR	1.75%	2.21665%	2,801,599.31	316,455,696.20	3M GBP LIBOR	1.76%	2.77%	2,187,424.14
2011-3 A6	ANTS	250,000,000.00	3M USD LIBOR	1.75%	2.21665%	1,400,799.65	158,227,848.10	3M GBP LIBOR	1.76%	2.77%	1,093,712.07
2012-1 A1	ANTS	500,000,000.00	1M USD LIBOR	0.20%	0.44175%	190,197.92	324,464,344.05	3M GBP LIBOR	-0.08%	0.94%	762,424.54
2012-1 A2	DB	500,000,000.00	3M USD LIBOR	1.65%	2.11665%	2,675,210.42	325,023,564.21	3M GBP LIBOR	1.94%	2.96%	2,398,584.86
2012-1 A3	ANTS/DB/Natixis	1,200,000,000.00	3M EURIBOR	1.55%	2.30700%	6,997,900.00	997,770,000.00	3M GBP LIBOR	2.40%	3.41%	8,492,635.53
2012-1 A5	ANTS	20,000,000,000.00	3M JPY LIBOR	1.25%	1.44571%	73,891,844.44	169,491,525.42	3M GBP LIBOR	2.00%	3.02%	1,288,042.72
2012-2 A1	ANTS	1,250,000,000.00	3M USD LIBOR	1.55%	2.00379%	6,122,691.67	785,175,879.40	3M GBP LIBOR	1.59%	2.58%	4,889,820.68
2012-3 B1	ANTS	140,000,000.00	3M USD LIBOR	2.20%	2.46548%	364,343.16	90,177,133.66	3M GBP LIBOR	2.10%	2.80%	262,684.76

COLLATERAL

Note	Collateral Postings	Counterparty

There were no collateral posted during the Reporting Period 01-July-12 to 31-July-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. Seller's role as servicer terminated & new servicer appointed within 60 days. The then current Seller Share is less than the minimum sellers share.	None None 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 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
Full details of all trigger events can be found within the Holmes Master Issuer plc offering circular	

Notes**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****6 X****4.2% of the aggregate outstanding principal balance of loans****7 Y****Flexible drawings set-off risk****8 Z****MSA Breach****9 AA****Reward Loans Cashbacks**