

Supplemental Prospectus

ABBEY NATIONAL TREASURY SERVICES plc
(INCORPORATED IN ENGLAND WITH LIMITED LIABILITY
REGISTERED NUMBER 2338548)
(as Issuer of Senior Notes)

U.S.\$20,000,000,000

EURO MEDIUM TERM NOTE PROGRAMME

Unconditionally and irrevocably guaranteed by

ABBEY NATIONAL plc
(INCORPORATED IN ENGLAND WITH LIMITED LIABILITY
REGISTERED NUMBER 2294747)
(as Issuer of Subordinated Notes and Guarantor of Senior Notes)

This Supplemental Prospectus (the “**Supplemental Prospectus**”, which definition shall also include all information incorporated by reference herein) is prepared in connection with the abovementioned U.S.\$20,000,000,000 Euro Medium Term Note Programme (the “**Programme**”) of Abbey National Treasury Services plc (“**ANTS**”) and Abbey National plc (“**Abbey National**”).

This Supplemental Prospectus is supplemental to the Prospectus dated 14 April 2009 (the “**Prospectus**”), which definition includes the Prospectus as supplemented, amended or updated from time to time and includes all information incorporated by reference herein), which comprises a base prospectus for the purpose of Article 5.4 of Directive 2003/71/EC (the “**Prospectus Directive**”).

This Supplemental Prospectus constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 (the “**FSMA**”).

This Supplemental Prospectus should be read in conjunction with the Prospectus. Terms defined in the Prospectus have the same meaning when used in this Supplemental Prospectus.

This Supplemental Prospectus has been approved by the United Kingdom Financial Services Authority (the “**FSA**”), which is the United Kingdom competent authority for the purposes of the Prospectus Directive and relevant implementing measures in the United Kingdom for the purpose of giving information with regard to the issue of Notes under the Programme.

Each of ANTS and Abbey National (each an “**Obligor**”) accepts responsibility for the information contained in this Supplemental Prospectus. To the best of the knowledge of each Obligor (each having taken all reasonable care to ensure that such is the case) the information contained in this Supplemental Prospectus is in accordance with the facts and does not omit anything likely to affect the import of such information.

Alliance & Leicester plc (“**A&L**”) accepts responsibility for the information contained in this Supplemental Prospectus set out in: (i) the A&L Half Yearly Financial Report (as defined in paragraph 1 below) and (ii) paragraph 2.2 of this Supplemental Prospectus (insofar as it relates to A&L and its subsidiaries) (together, the “**A&L Information**”). To the best of the knowledge of A&L (having taken all reasonable care to ensure that such is the case) the A&L Information

contained in this Supplemental Prospectus is in accordance with the facts and does not omit anything likely to affect the import of such information.

To the extent that there is any inconsistency between (a) any statement in this Supplemental Prospectus or any statement incorporated by reference into the Prospectus by this Supplemental Prospectus and (b) any other statement in or incorporated by reference in the Prospectus, the statement in (a) above will prevail.

Any documents themselves incorporated by reference in the documents incorporated by reference in this Supplemental Prospectus and the Prospectus shall not form part of this Supplemental Prospectus or the Prospectus.

Save as disclosed in this Supplemental Prospectus and the Prospectus, no significant new factor, material mistake or inaccuracy relating to information included in the Prospectus has arisen or been noted, as the case may be, since the publication of the Prospectus.

Investors should be aware of their rights under Section 87Q(4) of the FSMA.

1. PUBLICATION OF HALF YEARLY FINANCIAL REPORTS

On 28 August 2009, Abbey National published its half yearly financial report for the six months ended 30 June 2009;

on 28 August 2009, ANTS published its half yearly financial report for the six months ended 30 June 2009; and

on 28 August 2009, A&L published its half yearly financial report for the six months ended 30 June 2009 (the "**A&L Half Yearly Financial Report**"),

(together, the "**Half Yearly Financial Reports**").

Copies of the Half Yearly Financial Reports have been filed with the UK Listing Authority and, by virtue of this Supplemental Prospectus, those Half Yearly Financial Reports are incorporated in, and form part of, the Prospectus.

2. AMENDMENTS TO THE PROSPECTUS

2.1 The section of the Prospectus entitled "*Key Financial Highlights*" on pages 90 and 91 of the Prospectus has been superseded by the information in the Half Yearly Financial Reports and is hereby deleted in its entirety.

2.2 The paragraph entitled "*Significant or Material Change*" on page 109 of the Prospectus shall be deemed deleted and replaced with the following paragraph:

"There has been no significant change in the financial or trading position of each of the Issuer's, A&L's and the Guarantor's respective groups since 30 June 2009 (being the date of its last published interim financial statements) and there has been no material adverse change in the financial position or prospects of the Issuer, the Guarantor or A&L since 31 December, 2008."

Save as disclosed in this Supplemental Prospectus, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus since the publication of the Prospectus.

This Supplemental Prospectus will be published on the website of the London Stock Exchange.

The date of this Supplemental Prospectus is 10 September, 2009.