

Supplemental Prospectus

ABBEEY 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

ABBEEY 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.

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.

If documents which are incorporated by reference themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents

will not form part of this Supplemental Prospectus for the purposes of the Prospectus Directive except where such information or other documents are specifically incorporated by reference or attached to the Supplemental 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.

PUBLICATION OF Q3 TRADING STATEMENT

On 28 October 2009, Abbey National published its Q3 trading statement for the three month financial period ending 30 September 2009 (the “**Trading Statement**”). A copy of the Trading Statement has been filed with the UK Listing Authority and, by virtue of this Supplemental Prospectus, the Trading Statement is hereby incorporated in and forms part of this Supplemental Prospectus, except that the sections entitled “Key Highlights” and “Business Review” (and, for the avoidance of doubt, each subsection contained therein) of the Trading Statement shall not be deemed to be incorporated in, and shall not be deemed to form part of the Supplemental Prospectus or the Prospectus.

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

The date of this Supplemental Prospectus is 28 October, 2009.