SUPPLEMENT DATED 1 NOVEMBER 2013
TO THE PROSPECTUSES SET OUT IN THE SCHEDULE HERETO

Abbey National Treasury Services plc
(*incorporated in England and Wales with limited liability, registered number 2338548*)

Unconditionally guaranteed by

Santander UK plc
(*incorporated in England and Wales with limited liability, registered number 2294747*)

This supplement (the "**Supplement**", which definition shall also include all information incorporated by reference herein) to the Prospectus dated 2 May 2013, listed in the Schedule hereto (as supplemented at the date hereof) (the "**Prospectus**") (which comprises a base prospectus for the purpose of Article 5.4 of Directive 2003/71/EC, as amended (which includes the amendments made by Directive 2010/73/EU to the extent that such amendments have been implemented in a relevant Member State of the European Economic Area) (the "**Prospectus Directive**")), constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 ("**FSMA**"). Terms defined in the Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with the Prospectus and any other supplements to the Prospectus prepared by Abbey National Treasury Services plc, as issuer (the "**Issuer**") on the EMTN Programme (as defined in the Schedule hereto).

This Supplement has been approved by the United Kingdom Financial Conduct Authority (the "**FCA**"), 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 instruments under each of the programmes described in the Prospectus.

The Issuer and Santander UK plc (each an "**Obligor**") accept responsibility for the information contained in this Supplement. 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 Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

This Supplement has been prepared for the purpose of incorporating by reference into the Prospectus the quarterly management statement for the nine months ended 30 September 2013 of Santander UK plc (the "**Quarterly Management Statement**") (with the exception of the introductory quotation on page 2) together with the section headed "Further Financial Information" below, which includes information directly extracted from the Quarterly Management Statement as well as an expanded introduction regarding the sale of the co-brand credit card business and how it has been reflected in the accounting, a loan-to-value analysis table and an explanation regarding the calculation of the banking net interest margin ("**Banking NIM**") measure.

Any non-incorporated parts of a document referred to herein are either deemed not relevant for an investor or are otherwise covered elsewhere in the Prospectus to which this Supplement relates.

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

If any 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 Supplement or the Prospectus for the purposes of the Prospectus Directive except where such information or other documents are specifically incorporated by reference or attached to this Supplement.

Any information in the documents incorporated by reference which is not incorporated in and does not form part of this Supplement is not relevant for investors or is contained elsewhere in the Prospectus to which this Supplement relates.

Save as disclosed in this Supplement 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.

In circumstances where Sections 87Q(4) – (6) of the FSMA apply, investors who have agreed to purchase or subscribe for securities before this Supplement is published have the right, exercisable before the end of the period of two working days beginning with the working day after the date on which this Supplement was published, to withdraw their acceptances by sending a written notice of withdrawal (which must include the full name and address of the person or entity wishing to exercise such statutory withdrawal right and identify the transferable securities to which that statutory withdrawal right relates) by electronic mail to wholesalemarketslegal@santandergbm.com .

PUBLICATION OF QUARTERLY MANAGEMENT STATEMENT

On 24 October 2013, Santander UK plc published its unaudited Quarterly Management Statement for the nine months ended 30 September 2013.

The Santander UK Quarterly Management Statement (with the exception of the introductory quotation on page 2) is hereby incorporated by reference into the Prospectus.

FURTHER FINANCIAL INFORMATION

Selected Financial Data and Other Statistical Data

Introduction

In the first half of 2013, Santander UK plc completed deals to sell its co-brand credit cards business. The co-brands credit cards business is accounted for as discontinued operations in the selected financial data and other statistical data set forth below at 30 June 2013 and at 30 September 2013. The selected financial data and other statistical data set forth below as of and for the years ended 31 December 2012, 2011, 2010, 2009 and 2008 include the co-brand credit cards business as part of continuing operations of Santander UK plc and its subsidiaries (the "**Group**"), and have not been adjusted to include this business as discontinued operations.

Financial highlights for the nine months ended 30 September 2013

	Nine months ended 30 September 2013 £m (unaudited)	Nine months ended 30 September 2012 £m

Net interest income	2,151	2,105
Non-interest income	807	1,656
Operating expenses	(1,650)	(1,606)
Total operating provisions and charges	(417)	(1,115)
Profit before tax from continuing operations	891	1,040
Profit after tax from continuing operations	717	785
*Banking net interest margin ("**Banking NIM**")(1)*	*1.50%*	*1.39%*

(1) See "*Banking NIM*" below for a reconciliation between Banking NIM and net interest margin.

Balance Sheet Highlights as at 30 September 2013

	30 September 2013 £bn	**30 September 2012 £bn**
Customer loans	188.7	194.7
- of which mortgages	149.9	156.6
- of which Corporate Banking	21.5	19.6
Customer deposits	148.5	148.6
Eligible liquid assets (BIPRU 12.7)	33.1	36.9

Income statement analysis for the Group for the nine months ended and as at 30 September 2013 compared to the nine months ended and as at 30 September 2012

Operating income

- Net interest income was 2% higher, largely due to an improved mortgage stock interest margin and increased lending in Corporate Banking. In part, this was offset by the continued impact of the low interest rate environment. The pressure from increased customer deposit funding costs, evident earlier in 2013, has noticeably eased during the nine months ended 30 September 2013. Overall the customer interest margin has improved from the level of 2012.

- Non-interest income was lower, largely due to the gain of £705 million on the capital management exercise in the third quarter of 2012.

Operating expenses

- Costs remained tightly controlled with the Group's focus on business as usual expenses. Administrative expenses increased 3%, principally due to higher operational, technology and regulatory compliance and control costs.

- Depreciation, amortisation and impairment was 1% higher. Investment programmes continued to support the business transformation and underpin future efficiency improvements. Investments in the business included initiatives focused on improving the customer experience, the branch network, the Group's affluent proposition 'Select', the Group's Corporate Banking platform and the expansion of the network of regional Corporate Business Centres.

Operating provisions and charges

- Impairment losses on loans and advances were lower, largely as a result of a £335 million credit provision included for the non-core corporate and legacy portfolios in the third quarter of 2012.

Credit quality in the Retail Banking and Corporate Banking loan books continued to be resilient whilst provisions on the non-core corporate and legacy portfolios were lower than during the nine months ended 30 September 2012.

- Provisions for other liabilities and charges were lower, largely due to a £232 million conduct remediation provision and a £52 million provision for termination costs in the third quarter of 2012 relating to the termination of the Group's proposed acquisition of businesses from the Royal Bank of Scotland group.

Taxation charge

- The taxation charge was 32% lower, largely attributable to lower profits from continuing operations as well as the impact of the continued reduction in the main corporation tax rate.

Balance sheet analysis for the Group as at 30 September 2013 compared to as at 31 December 2012

Customer balances

- Customer loans decreased £6.0 billion, reflecting a managed reduction in selected higher risk segments of the mortgage portfolio partially offset by an increase in Corporate Banking loans. Interest-only mortgage loan balances decreased by £4 billion.

- Customer deposits decreased £0.1 billion. In Retail Banking there was an acceleration in the reduction of retail savings balances as the Group focused on retaining and originating accounts held by more loyal customers; in total balances reduced by £3.5 billion. Corporate Centre customer deposits rose in the first nine months, as a consequence of market activity.

- The loan-to-deposit ratio of 126% was 3 percentage points lower than as at 31 December 2012.

- Other assets consist largely of liquid assets and trading assets including derivatives. The increase in these assets was due to higher repo activity.

Capital

- The Group's Core Tier 1 Capital ratio increased to 12.6%, through organic profit generation.

- The CET 1 Capital ratio was 11.6% compared to 11.1% as at 31 December 2012 and the PRA leverage ratio was 3.3%.

- Risk-weighted assets were broadly flat, with the growth of higher risk-weighted corporate lending largely offset by the reduction in mortgage loans.

- In the third quarter of 2013 the Group undertook a capital management exercise, buying back approximately £500 million of Tier 1 and Tier 2 capital instruments. This generated a small profit and reduced the Group's Total Capital ratio by approximately 60 basis points.

Funding and liquidity

- Eligible liquid assets decreased £3.8 billion to £33.1 billion. Balances have been managed down in response to regulatory guidance, initially received in the second half of 2012, as well as greater stability in the capital markets and as a consequence of the actions taken to strengthen the balance sheet over the last three years.

- Wholesale funding of less than one year was broadly stable at £24.7 billion.

- Eligible liquid assets significantly exceeded wholesale funding of less than one year, with a coverage ratio of 134%.

- Medium-term funding issuances of £4 billion (Sterling equivalent) in the nine months ended 30 September 2013 were well received and at significantly lower spreads than for similar issues in 2012.

Credit Quality

Mortgages

	30 September 2013	**31 December 2012**
Mortgage non-performing loans (“**NPLs**”)	£2,841m	£2,719m
Mortgage loans and advances to customers	£149.9bn	£156.6bn
Mortgage impairment loan loss allowances	£589m	£552m
Mortgage NPL ratio(1)	*1.89%*	*1.74%*
Mortgage NPL coverage(2)	*21%*	*20%*

(1) NPL balance as a percentage of the asset balance.
(2) Impairment loss allowances divided by NPLs and advances.

- Mortgage NPLs of £2,841 million included £497 million compared to £356 million as at 31 December 2012 arising from regulatory-driven policy and reporting changes implemented in early 2012.

- The NPL ratio increased to 1.89% largely due to these changes, as well as the impact of lower mortgage balances. The impact of these effects was more limited in the third quarter of 2013, rising modestly from 1.87% as at 30 June 2013.

- The impact of regulatory-driven policy and reporting changes is likely to reduce going forward, with the NPL ratio expected to stabilise in 2014.

Loan-to-value analysis[(1) (2)]

	30 September 2013	30 June 2013	31 December 2012
	%	%	%
New business			
>90% - 100%	**0**	1	1
Simple average[(3)] loan-to-value of new business (at	**63**	62	63

inception)			
Value weighted average(4) loan-to-value of new business (at inception)	**58**	57	59
Stock			
>90% - 100%	**5**	6	7
>100% i.e. negative equity	**4**	5	5
Simple average loan-to-value of stock (indexed)	**51**	52	52

(1) Excludes any fees added to the loan, and only includes the drawn loan amount, not drawdown limits.
(2) Based on Halifax's UK House Price Index ('HPI') indexed values or the results of automated valuation modelling, as appropriate.
(3) Unweighted average of loan-to-value of all accounts.
(4) Sum of all loan values divided by sum of all valuations.

Banking NIM

Banking NIM is defined as annualised net interest income divided by average customer loans (previously known as commercial assets). Until 31 December 2012, an adjustment was made to exclude net interest income arising from the non-core legacy structured assets portfolio (formerly known as the "Treasury Asset Portfolio") to derive net interest income for the calculation of the Banking NIM. Given that the effect of this item on net interest income is now immaterial, the adjustment is no longer made.

Management reviews Banking NIM in order to measure the overall net interest margin of customer loans and believes that presentation of this financial measure provides useful information to investors regarding the Group's results of operations. A reconciliation between net interest margin and Banking NIM is as follows:

	Nine months ended		**Three months ended**				
	30.09.13	**30.09.12**	**30.09.13**	**30.06.13**	**31.03.13**	**31.12.12**	**30.09.12**
	£m	£m	£m	£m	£m	£m	£m
Net interest income	2,151	2,105	760	699	692	629	640
Average interest earning assets	231,187	235,268	229,951	230,255	233,355	234,734	233,143
Average customer loans	191,675	202,206	189,875	191,716	193,444	196,341	199,724
Net interest margin	1.24%	1.19%	1.31%	1.22%	1.20%	1.07%	1.09%
Banking net interest margin	1.50%	1.39%	1.59%	1.46%	1.45%	1.27%	1.27%

Copies of the unaudited Quarterly Management Statement have been submitted to the National Storage Mechanism (available for viewing at: www.hemscott.com/nsm.do).

The relevant sections of the document listed above are also available at:
http://www.aboutsantander.co.uk/investors/results-and-presentations/2013.aspx.

GENERAL

This Supplement will be published on the website of the London Stock Exchange at the following link: http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html.

The date of this Supplement is 1 November 2013.

SCHEDULE

LIST OF PROSPECTUSES

EMTN PROGRAMME PROSPECTUS

1. Prospectus dated 2 May 2013 relating to the US$20,000,000,000 Euro Medium Term Note Programme (the "**EMTN Programme** ") and the supplements to it dated 31 July 2013 and 20 August 2013.