

SUPPLEMENT DATED 28 JULY 2011
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

(formerly Abbey National plc)

(incorporated in England and Wales with limited liability, registered number 2294747)

The Prospectuses listed in the schedule hereto

This supplement (the “**Supplement**”, which definition shall also include all information incorporated by reference herein) to the Prospectus dated 9 September 2010, the Prospectus dated 9 December 2010, the Prospectus dated 12 April 2011 and the Prospectus dated 20 April 2011, listed in the Schedule hereto (each as supplemented at the date hereof) (the “**Prospectuses**”) (each of which comprises a base prospectus for the purpose of Article 5.4 of Directive 2003/71/EC (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 Prospectuses have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with the Prospectuses and any other supplements to the Prospectuses prepared by Abbey National Treasury Services plc, as issuer (the “**Issuer**”) on the Covered Bond Programme, the EMTN Programme, the Structured Note Programme and the Warrant Programme (collectively referred to as the “**Programmes**”), and Santander UK plc who is also an issuer under the EMTN Programme (each as defined in the Schedule hereto).

This Supplement 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 instruments under each of the programmes described in the Prospectus.

Each of the Issuer, Santander UK plc (as issuer under the EMTN Programme and guarantor under each of the Programmes) and, in the case of the Covered Bond Programme only, Abbey Covered Bonds LLP (as guarantor on the Covered Bond Programme) (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 communicating a provision made by Santander UK plc for customer remediation in relation to payment protection insurance.

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

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

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

RECENT DEVELOPMENTS

In line with other UK banks, Santander UK plc has made a provision of £538 million (post-tax) for payment protection insurance remediation, reported as a non-trading item for the six months ended 30 June 2011.

GENERAL

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

The date of this Supplement is 28 July 2011.

SCHEDULE**LIST OF PROSPECTUSES****COVERED BOND PROGRAMME PROSPECTUS**

1. Prospectus dated 9 September 2010 relating to the Issuer's €5,000,000,000 Global Covered Bond Programme (the "**Covered Bond Programme**") and the supplements to it dated 8 November 2010, 10 December 2010 and 25 March 2011.

EMTN PROGRAMME PROSPECTUS

2. Prospectus dated 20 April, 2011 relating to the Issuer's US\$20,000,000,000 Euro Medium Term Note Programme (the "**EMTN Programme**").

STRUCTURED NOTE PROGRAMME PROSPECTUS

3. Prospectus dated 12 April 2011 relating to the Issuer's €10,000,000,000 Structured Note Programme (the "**Structured Note Programme**").

WARRANT PROGRAMME PROSPECTUS

4. Prospectus dated 9 December 2010 relating to the Issuer's Warrant Programme (the "**Warrant Programme**") and the supplement to it dated 25 March 2011.