

**SUPPLEMENT DATED 3 MARCH 2010 TO THE PROSPECTUSES DATED 26 MARCH 2009,  
14 APRIL 2009, 8 SEPTEMBER 2009 AND 16 DECEMBER 2009.**

**ABBEY NATIONAL TREASURY SERVICES plc**  
(INCORPORATED IN ENGLAND WITH LIMITED LIABILITY  
REGISTERED NUMBER 2338548)

**SANTANDER UK plc (formerly ABBEY NATIONAL plc)**  
(INCORPORATED IN ENGLAND WITH LIMITED LIABILITY  
REGISTERED NUMBER 2294747)

**The Prospectuses listed in the schedule hereto**

This Supplemental Prospectus (the “**Supplemental Prospectus**”, which definition shall also include all information incorporated by reference herein) is supplemental to the Prospectus dated 26 March 2009, the Prospectus dated 14 April 2009, the Prospectus dated 8 September 2009 and the Prospectus dated 16 December 2009 (each as supplemented at the date hereof, the “**Prospectuses**”), each of which comprise 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 Prospectuses and any other supplements to the Prospectuses issued by Abbey National Treasury Services plc, as issuer on the EMTN Programme, Covered Bond Programme, Structured Note Programme and Warrant Programme and Santander UK plc (formerly known as Abbey National plc) who is also an Issuer for the EMTN programme, (together the “**Issuers**”).

This Supplemental Prospectus has been approved by the United Kingdom Financial Services Authority, 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 Issuers and Abbey Covered Bonds LLP (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 in the Prospectuses by this Supplemental Prospectus and (b) any other statement in or incorporated by reference in the Prospectuses prior to the date of this Supplemental 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 this Supplemental Prospectus.

Save as disclosed in this Supplemental Prospectus 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**

The Prospectuses are all hereby amended by the addition of the following recent development:

Alliance & Leicester plc announced on 25 February 2010 that, subject to Financial Services Authority support and approval by the High Court of England and Wales, it intends to transfer its business to its immediate parent company, Santander UK plc later this year under a scheme allowed by Part VII of the Financial Services and Markets Act 2000.

### **General**

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

The date of this Supplemental Prospectus is 3 March 2010.

## SCHEDULE

### List of Prospectuses

#### Euro Medium Term Note Prospectus

1. Prospectus dated 14 April 2009 relating to the Issuer's U.S.\$20,000,000,000 Euro Medium Term Note Programme (the "**EMTN Programme**") and the supplements to it dated 10 September 2009, 28 October 2009, 2 November 2009 and 12 January, 2010.

#### Structured Note Prospectus

2. Prospectus dated 26 March 2009 relating to the Issuer's Euro 2,000,000,000 Structured Note Programme (the "**Structured Note Programme**") and the supplements to it dated 10 September 2009, 13 November 2009 and 12 January, 2010.

#### Covered Bond Prospectus

3. Prospectus dated 8 September 2009 relating to the Issuer's Euro 25,000,000,000 Global Covered Bond Programme (the "**Covered Bond Programme**") and the supplements to it dated 13 November 2009 and 12 January, 2010.

#### Warrant Prospectus

4. Prospectus dated 16 December 2009 relating to the Issuer's Global Warrant Programme (the "**Warrant Programme**") and the supplement to it dated 12 January, 2010.