

**SUPPLEMENT DATED 5 NOVEMBER 2012  
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 Prospectuses dated 6 December 2011, 5 April 2012, 18 April 2012, 27 June 2012 and 28 June 2012, 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 "**Main Issuer**") on the EMTN Programme, the German Debt Issuance Programme, the Global Covered Bond Programme, the SGBM Note, Certificate and Warrant Programme and the Warrant Programme, and Santander UK plc who is also an issuer under the EMTN Programme (the "**EMTN Issuer**") (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 Main Issuer and the EMTN Issuer and, in the case of the Covered Bond Programme only, Abbey Covered Bonds LLP (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 (a) communicating the termination of the sale and purchase of certain branch based businesses by Santander UK plc from The Royal Bank of Scotland Group plc ("**RBS**") and (b) incorporating by reference in each of the Prospectuses the unaudited Financial Statements (as defined below) in respect of the nine months ended 30 September 2012.

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 Prospectuses, 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 Prospectuses by 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.

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 Prospectuses 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 Prospectuses to which this Supplement relates.

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.

In accordance with Section 87Q(4) of the FSMA, 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.

**1. RBS and Santander UK plc confirm that the agreement to transfer certain branch based businesses from RBS to Santander UK plc is terminated**

On 17 October 2012, Santander UK plc and RBS formally confirmed that the agreement to purchase the Royal Bank of Scotland England and Wales and NatWest Scotland branch based businesses (the "**Businesses**") terminated with effect from 12 October 2012 in accordance with its terms. Both parties agreed that the conditions to the transfer of the Businesses from RBS to Santander UK plc were incapable of satisfaction by the agreed final deadline of February 2013 and that the agreement had therefore terminated with effect from 12 October 2012.

**2. Quarterly Management Statement**

On 25 October 2012, Santander UK plc published its unaudited quarterly management statement for the nine months ended 30 September 2012 (the "**Quarterly Management Statement**") which contained at pages 21 – 23 (inclusive) the unaudited interim financial statements of Santander UK plc (such pages in the Quarterly Management Statement, the "**Financial Statements**").

Copies of the Quarterly Management Statement have been submitted to the National Storage Mechanism (available for viewing at: [www.hemscott.com/nsm.do](http://www.hemscott.com/nsm.do)) and, by virtue of this Supplement, the unaudited Financial Statements are incorporated in, and form part of, the Prospectuses.

**GENERAL**

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

The date of this Supplement is 5 November 2012.

**SCHEDULE****LIST OF PROSPECTUSES****EMTN PROGRAMME PROSPECTUS**

1. Prospectus dated 18 April 2012 relating to the US\$20,000,000,000 Euro Medium Term Note Programme (the "**EMTN Programme**") and the supplements to it dated 11 May 2012, 25 May 2012, 19 June 2012, 26 July 2012 and 31 August 2012.

**GERMAN DEBT ISSUANCE PROGRAMME PROSPECTUS**

2. Prospectus dated 27 June 2012 relating to the €2,000,000,000 German Note and Certificate Programme (the "**German Debt Issuance Programme**") and the supplement to it dated 26 July 2012 and 31 August 2012.

**GLOBAL COVERED BOND PROGRAMME PROSPECTUS**

3. Prospectus dated 28 June 2012 relating to the €35,000,000,000 Global Covered Bond Programme (the "**Global Covered Bond Programme**") and the supplement to it dated 26 July 2012 and 31 August 2012.

**SGBM NOTE, CERTIFICATE AND WARRANT PROGRAMME PROSPECTUS**

4. Prospectus dated 5 April 2012 relating to the Note, Certificate and Warrant Programme (the "**SGBM Note, Certificate and Warrant Programme**") and the supplements to it dated 25 May 2012, 19 June 2012, 26 July 2012 and 31 August 2012.

**WARRANT PROGRAMME PROSPECTUS**

5. Prospectus dated 6 December 2011 relating to the Warrant Programme (the "**Warrant Programme**") and the supplements to it dated 16 March 2012, 26 July 2012 and 31 August 2012.