

**SUPPLEMENT DATED 21 MAY 2010
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 8 September 2009, the Prospectus dated 16 December 2009, the Prospectus dated 14 April 2010 and the Prospectus dated 5 May 2010 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 issued by Abbey National Treasury Services plc, as Issuer on the Covered Bond Programme, the Structured Note Programme, the Warrant Programme and the EMTN Programme and Santander UK plc who is also an Issuer for the EMTN programme, (together the "**Issuers**") (each as defined in the Schedule).

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 and, in the case of the Covered Bond Programme only, Abbey Covered Bonds LLP (each an "**Obligor**") accepts 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.

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

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

On 13 May 2010, the Companies Court of the High Court (Chancery Division) granted an order (the "**Court Order**") approving the transfer of the business of Alliance & Leicester plc to Santander UK plc (the "**Transfer**") pursuant to Part VII of the Financial Services and Markets Act 2000. Under the terms of the Court Order the Transfer will become effective at 00.01 hours on 28 May 2010.

General

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

The date of this Supplement is 21 May 2010.

SCHEDULE**LIST OF PROSPECTUSES****STRUCTURED NOTE PROSPECTUS**

1. Prospectus dated 14 April 2010 relating to the Issuer's €2,000,000,000 Structured Note Programme and the supplement to it dated 30 April 2010 (the "**Structured Note Programme**").

COVERED BOND PROSPECTUS

2. Prospectus dated 8 September 2009 relating to the Issuer's €5,000,000,000 Global Covered Bond Programme (the "**Covered Bond Programme**") and the supplements to it dated 13 November 2009, 12 January 2010, 3 March 2010, 27 April 2010 and 30 April 2010.

WARRANT PROSPECTUS

3. Prospectus dated 16 December 2009 relating to the Issuer's Warrant Programme (the "**Warrant Programme**") and the supplements to it dated 12 January 2010, 3 March 2010, 19 April 2010 and 30 April 2010.

EURO MEDIUM TERM NOTE PROSPECTUS

4. Prospectus dated 5 May 2010 relating to the Issuer's U.S.\$20,000,000,000 Euro Medium Term Note Programme (the "**EMTN Programme**").