



UK Secured Funding Programmes

Holmes Master Issuer

<b>Report Date:</b>	<b>31-Jan-16</b>
<b>Reporting Period:</b>	<b>01-Jan-16 to 31-Jan-16</b>
<b>Distribution Date:</b>	<b>08-Jan-16</b>

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MAIN PARTIES TO THE STRUCTURE, RATINGS AND TRIGGERS (IF APPLICABLE)

Role	Counterparty	Fitch/Moody's/S&P Long Term Rating	Fitch/Moody's/S&P Short Term Rating	Applicable Trigger (loss of)	Consequence
Issuer	Holmes Master Issuer				
Funding	Holmes Funding Limited				
Mortgages Trustee	Holmes Trustees Limited				
Seller	Santander UK	A / A1 / A	F1 / P-1 / A-1	A3 (Moody's) BBB / Baa2 / BBB BBB- / Baa3 / BBB- F2 / P-2 / A-3 F2 / P-2 / A-2 A3 (Moody's) F1 (Fitch) / A-1 (S&P) Baa3 (Moody's) F1 / P-1 / A-1	Funding required to establish a liquidity reserve fund. Seller to submit to the Mortgages Trustee, Funding, the Security Trustee and the Rating Agencies draft letters of notice to the Borrowers of sale and purchase of Loans. Completion of legal assignment of Loans to the Mortgages Trustee. New Loans may not be assigned to the Mortgages Trustee. Funding may not offer payments to the Seller to acquire an increased interest in the Trust Property. Independent auditors need to be appointed to determine whether a random selection of Loans and their Related Security constituting the Trust Property complied with the representations and warranties at the date of assignment. Quarterly (instead of annual) review of the calculation components of the Minimum Seller Share. Adjustment to Minimum Seller Share. The title deeds and the customer files relating to the Loans in the Portfolio to be segregated from the title deeds and customer files of other properties and mortgages of the Seller which do not form part of the Portfolio.
Servicer	Santander UK	A / A1 / A	F1 / P-1 / A-1		
Cash Manager	Santander UK	A / A1 / A	F1 / P-1 / A-1		
Each Start-up Loan Provider	Santander UK	A / A1 / A	F1 / P-1 / A-1		
Funding Account Bank A	Bank of New York Mellon	AA+ / Aa1 / AA-	F1+ / P1 / A-1+	A or F1 / P-1 / A or A-1 (or A+ if no ST rating)	Termination of role and transfer of Funding Transaction Account to a financial institution having the required ratings, unless within 30 calendar days: (a) a guarantee of the Account Bank A's obligations is obtained from a financial institution having the required ratings; or (b) such other actions required by the Rating Agencies are taken to ensure that the ratings assigned to the outstanding Rated Notes are not adversely affected.
Funding Account Bank B	Santander UK	A / A1 / A	F1 / P-1 / A-1	A or F1 / P-1 / A or A-1 (or A+ if no ST rating)	Termination of role and transfer of Funding GIC Account to a financial institution having the required ratings, unless within 30 calendar days: (a) a guarantee of the Account Bank B's obligations is obtained from a financial institution having the required ratings; or (b) such other actions required by the Rating Agencies are taken to ensure that the ratings assigned to the outstanding Rated Notes are not adversely affected. If certain conditions are met pursuant to the Panel Bank Guidelines (see Schedule 5 to the Cash Management Agreement) a limited amount of cash may be kept with Santander UK as an Eligible Bank when it is rated below A or F1 / P-1 / A or A-, but no lower than F2 and BBB+ / P-2 / A-2 and BBB+.
Mortgage Trust Account Bank	Santander UK	A / A1 / A	F1 / P-1 / A-1	BBB+ or F2 / P-2 / BBB+ or A-2  A or F1 / P-1 / A or A-1 (or A+ if no ST rating)	Termination of role and transfer of Mortgages Trustee GIC Account to a financial institution rated A and F1 / P-1 / A and A-1 (or A+ if no ST rating), unless within 30 calendar days: (a) the rights and obligations in respect of the provision of the Mortgages Trustee GIC Account are transferred to a financial institution rated A and F1 / P-1 / A and A-1 (or A+ if no ST rating); or (b) a guarantee from a financial institution rated A and F1 / P-1 / A and A-1 (or A+ if no ST rating) is obtained; or (c) such other action required by the Rating Agencies is taken to ensure that the ratings assigned to the outstanding Rated Notes are not adversely affected, and for each of the remedial actions above, a confirmation from the Ratings Agencies that the outstanding Rated Notes will not be downgraded is also required.  Termination of role and transfer of Mortgages Trustee GIC Account to a financial institution rated A and F1 / P-1 / A and A-1 (or A+ if no ST rating), unless within 60 London Business Days: (a) a stand-by arrangement is put in place in respect of the Mortgages Trustee GIC Account with a financial institution rated A and F1 / P-1 / A and A-1 (or A+ if no ST rating); or (b) such other action required by the Rating Agencies is taken to ensure that the ratings assigned to the outstanding Rated Notes are not adversely affected, and for each of the remedial actions above, a confirmation from the Rating Agencies that the outstanding Rated Notes will not be downgraded is also required.
Issuer Account Bank	Santander UK	A / A1 / A	F1 / P-1 / A-1	A or A-1 (or A+ if no ST rating) (S&P)	Termination of role and transfer of Mortgages Trustee GIC Account to a financial institution rated A and F1 / P-1 / A and A-1 (or A+ if no ST rating), unless within 60 London Business Days: (a) the Excess Amount (being the amount by which the monies collected by the Servicer in respect of the Loans and standing to the credit of the Mortgages Trustee GIC Account exceed 5% of the Funding Share) is transferred to a financial institution rated A and A-1 (or A+ if no ST rating) by S&P; or (b) such other action required by the Rating Agencies is taken to ensure that the ratings assigned to the outstanding Rated Notes are not adversely affected, and for each of the remedial actions above, a confirmation from the Rating Agencies that the outstanding Rated Notes will not be downgraded is also required.
Funding Swap Provider	Santander UK	A / A1 / A	F1 / P-1 / A-1	A or F1 / A2 or P-1 (or A1 if no ST rating) / A or A-1 (A+ if not ST rating) BBB- or F3 / A3 or P-2 (A3 if no ST rating) / BBB+	Remedial action required including posting collateral with possibility of obtaining guarantee, transferring to eligible transferee or taking such other action as will result in the rating of the relevant Notes being maintained at the same level. Further remedial action required including posting/continuing to post collateral with the possibility of obtaining a guarantee, transferring to eligible transferee or taking such other action as will result in the rating of the relevant Notes being maintained at the same level.
Issuer Swap Provider	Abbey National Treasury Services plc.	A / A1 / A	F1 / P-1 / A-1	A or F1 / A2 or P-1 (or A1 if no ST rating) / A or A-1 (A+ if no ST rating) BBB- or F3 / A3 or P-2 (A3 if no ST rating) / BBB+	Remedial action required as above. Further remedial action required as above.
Paying Agent and related roles	Bank of New York Mellon	AA+ / Aa1 / AA-	F1+ / P1 / A-1+		
Corporate Services Provider	Wilmington Trust SP Services (London) Limited				
Note Trustee and Security Trustee	Bank of New York Mellon				

The table above is a brief overview only. For a more detailed summary, please consult pages 60 to 68 (Rating Triggers Table) of the base prospectus. Investors are also advised to consult the underlying Transaction Documents to understand the precise legal terms and conditions associated with the roles listed above and the rating triggers summarised above.

COLLATERAL REPORT

Mortgage Loan Profile	
Original number of Mortgage Loans in Pool	115,191
Original current value of Mortgage Loans in Pool	£ 6,399,214,138
Current number of Mortgage Loans in Pool at 31 January 2016	76,664
Current £ value of Mortgage Loans in Pool at 31 January 2016	£ 6,931,966,145
Weighted Average Yield on 08 January 2016	3.16%

Trust Assets	
Current value of Mortgage Loans in Pool at 06 January 2016	7,026,720,860.33
Last months Closing Trust Assets at 04 December 2015	7,147,446,268.77
Mortgage collections - Interest on 06 January 2016	20,299,606.50
Mortgage collections - Principal (Scheduled) on 06 January 2016	35,333,267.00
Mortgage collections - Principal (Unscheduled) on 06 January 2016	89,866,543.72
Principal Ledger as calculated on 06 January 2016	428,640,740.64
Funding Share as calculated on 06 January 2016	5,268,378,966.83
Funding Share % as calculated on 06 January 2016	74.97635%
Seller Share as calculated on 06 January 2016	1,758,341,893.50
Seller Share % as calculated on 06 January 2016	25.02365%
Minimum Seller Share (Amount) on 06 January 2016	
W	267,616,659.50
X	309,175,717.85
Y	207,587,604.47
Z	-
AA	78,883.09
W + X + Y + Z + AA =	784,458,864.91
Minimum Seller Share (% of Total) on 06 January 2016	11.16394%

Arrears Analysis of Non Repossessed Mortgage Loans at 31 January 2016	Number	Current Balance £	Arrears £	By Number %	By Current Balance %
Less than 1 month in arrears	75,830	6,845,739,906	-	98.91	98.76
1<=2 months in arrears	723	75,643,727	513,390	0.94	1.09
2<=3 months in arrears	107	10,260,828	122,415	0.14	0.15
3<=4 months in arrears	3	296,184	1,067	-	-
4<=5 months in arrears	1	25,500	84	-	-
5<=6 months in arrears	-	-	-	-	-
6<=7 months in arrears	-	-	-	-	-
7<=8 months in arrears	-	-	-	-	-
8<=9 months in arrears	-	-	-	-	-
9<=10 months in arrears	-	-	-	-	-
10<=11 months in arrears	-	-	-	-	-
11<=12 months in arrears	-	-	-	-	-
More than 12 months in arrears	-	-	-	-	-
<b>Total</b>	<b>76,664</b>	<b>6,931,966,145</b>	<b>636,957</b>	<b>100.00</b>	<b>100.00</b>

Arrears Capitalised at 31 January 2016	Number	Current Balance £	Capitalised Amount £
Capitalisation cases (in month)	1	4,550	470
Capitalisation cases (cumulative) *	1,515	144,988,858	1,924,266

\*Includes properties in possession cases, cases no longer in arrears but excludes any Loans repurchased from the Portfolio or Loans that have been redeemed since January 2008.

Losses on Properties in Possession at 31 January 2016	Number	Loss Amount £
Total loss on sale brought forward	2,234	71,745,264
Losses recorded this period	-	-
Total loss on sale carried forward	2,234	71,745,264
Recoveries*	57	73,277

\*This figure represents all live cases and would therefore exclude cases that have been closed due to bankruptcy.

Properties in Possession at 31 January 2016	Number	Current Balance £
Total properties in possession since inception	4,539	530,849,819
Repossessed (in month)	-	-
Sold (in month)	-	-
Current number in possession	-	-
Total properties sold since inception	4,539	530,849,819

Product Breakdown (By Balance)	Number of accounts	% by number	Current balance £	% by balance
Discounted SVR Loans	320	0.42	9,936,984	0.14
Fixed Rate Loans	4,850	6.33	393,644,152	5.68
Bank of England Base Rate Tracker Loans	32,033	41.77	3,162,969,854	45.62
Standard Variable Loans	39,461	51.48	3,365,415,155	48.56
Unknown	-	-	-	-
<b>Total</b>	<b>76,664</b>	<b>100.00</b>	<b>6,931,966,145</b>	<b>100.00</b>

Payment Type (By Balance)	Number of accounts	% by number	Current balance £	% by balance
Interest only and Combined repayment & int-only	34,526	45.04	4,388,812,818	63.31
Repayment	42,138	54.96	2,543,153,326	36.69
<b>Total</b>	<b>76,664</b>	<b>100.00</b>	<b>6,931,966,145</b>	<b>100.00</b>

Use Of Proceeds (By Balance)	Number of accounts	% by number	Current balance £	% by balance
Remortgage	44,362	57.87	3,884,737,453	56.03
House Purchase	29,191	38.08	2,945,971,238	42.51
Unknown	3,111	4.06	101,257,454	1.46
<b>Total</b>	<b>76,664</b>	<b>100.00</b>	<b>6,931,966,145</b>	<b>100.00</b>

Analysis of Mortgage loan size at reporting date £	Number of accounts	% by number	Current balance £	% by balance
0 to <=50,000	30,066	39.23	730,639,250	10.54
>50,000 to <=100,000	20,265	26.43	1,476,047,884	21.28
>100,000 to <=150,000	12,486	16.29	1,535,548,762	22.16
>150,000 to <=200,000	6,861	8.95	1,178,647,730	17.00
>200,000 to <=250,000	3,195	4.17	709,554,274	10.24
>250,000 to <=300,000	1,583	2.06	431,060,392	6.22
>300,000 to <=350,000	899	1.17	290,040,403	4.18
>350,000 to <=400,000	520	0.68	193,532,147	2.79
>400,000 to <=450,000	294	0.38	123,921,474	1.79
>450,000 to <=500,000	223	0.29	105,908,351	1.53
>500,000 to <=550,000	123	0.16	63,479,288	0.92
>550,000 to <=600,000	57	0.07	32,672,402	0.47
>600,000 to <=650,000	40	0.05	24,847,427	0.36
>650,000 to <=700,000	28	0.04	18,805,613	0.27
>700,000 to <=750,000	24	0.03	17,260,748	0.25
> 750,000	-	-	-	-
<b>Total</b>	<b>76,664</b>	<b>100.00</b>	<b>6,931,966,145</b>	<b>100.00</b>

As at the report date, the maximum loan size was £ 749,000.00, the minimum loan size was £ 0.00 and the average loan size was £ 90,420.09.

Geographical Analysis By Region	Number of accounts	% by number	Current balance £	% by balance
East Anglia	2,797	3.64	244,075,668	3.52
East Midlands	4,299	5.61	326,776,211	4.71
London	11,858	15.47	1,457,060,857	21.02
North	3,168	4.13	201,777,896	2.91
North West	9,441	12.31	674,788,789	9.73
Scotland	5,760	7.51	373,445,275	5.39
South East	18,996	24.79	2,050,074,143	29.57
South West	6,244	8.14	594,421,323	8.58
Yorkshire and Humberside	5,115	6.67	348,529,426	5.03
Wales	3,949	5.15	282,446,890	4.07
West Midlands	5,037	6.57	378,569,667	5.46
Unknown	-	0.00	-	0.00
<b>Total</b>	<b>76,664</b>	<b>100.00</b>	<b>6,931,966,145</b>	<b>100.00</b>

Substitution, redemptions and repurchases during period 05 December 2015 - 06 January 2016	Number of accounts this period	Current balance this period £
Substitution & Top up	0	0
Redeemed this period	712	46,764,012
Repurchases this period (including arrears)*	387	43,102,532
Arrears repurchased this period*	139	12,755,227
<b>Cumulative arrears repurchased*</b>	<b>6,191</b>	<b>688,446,010</b>

\* "Arrears" for this purpose means, in respect of a Loan, on any date that two or more Monthly Payments have become due and remain unpaid by the relevant Borrower, and this reporting line relates to repurchases under clause 8.11 of the Mortgage Sale Agreement.

PPR/CPR Analysis* 05 December 2015 - 06 January 2016	1 Month %	1 Month Annualised %	3 Month Average %	3 Month Annualised %	12 Month Average %
<b>Total (including unscheduled repayments and repurchases from the Mortgages Trust)</b>					
Current month	1.75%	19.11%	1.96%	21.50%	25.06%
Previous month	2.03%	21.80%	2.07%	22.65%	25.04%
<b>Unscheduled repayments and repurchases from the Mortgages Trust only</b>					
Current month	1.26%	14.09%	1.50%	22.12%	16.40%
Previous month	1.57%	17.27%	1.60%	17.83%	15.15%

\*As of February 2014 the definitions and calculations for PPR/CPR have been amended to align the reporting between all Santander UK secured funding structures.

Standard Variable Rate - Applicable to underwritten Santander UK mortgages	
Existing Borrowers SVR	4.74%
Effective date of change	Oct-2012
Previous existing Borrowers SVR	4.24%
Effective date of change	Mar-2009

Remaining Term	Number of accounts	% by number	Current balance £	% by balance
0 to <5	14,937	19.48	777,916,712	11.22
>= 5 to < 10	20,179	26.32	1,444,648,225	20.84
>= 10 to < 15	22,345	29.15	2,240,262,136	32.32
>=15 to < 20	15,268	19.92	1,966,708,393	28.37
>= 20 to < 25	3,269	4.26	413,148,519	5.96
>= 25 to < 30	403	0.53	55,177,299	0.80
>= 30 to < 35	262	0.34	34,024,448	0.49
>= 35 to < 40	1	0.00	80,412	0.00
>= 40 to < 45	-	-	-	-
>= 45	-	-	-	-
Unknown	-	-	-	-
<b>Total</b>	<b>76,664</b>	<b>100.00</b>	<b>6,931,966,145</b>	<b>100.00</b>

As at the report date, the maximum remaining term for a loan was 420.00 months, the minimum remaining term was 0 months and the weighted average remaining term was 147.23 months.

Seasoning	Number of accounts	% by number	Current balance £	% by balance
0 to <6	-	-	-	-
>= 6 to < 12	-	-	-	-
>= 12 to < 18	-	-	-	-
>= 18 to < 24	-	-	-	-
>= 24 to < 30	-	-	-	-
>= 30 to < 36	-	-	-	-
>= 36 to < 42	1,030	1.34	100,353,815	1.45
>= 42 to < 48	1,265	1.65	127,225,098	1.84
>=48 to < 54	927	1.21	113,502,856	1.64
>=54 to < 60	1,692	2.21	176,206,639	2.54
>= 60 to < 66	1,674	2.18	179,618,473	2.59
>= 66 to < 72	966	1.26	98,587,703	1.42
>= 72 to < 78	827	1.08	90,064,652	1.30
>= 78 to < 84	2,055	2.68	185,769,985	2.68
>= 84 to < 90	2,375	3.10	275,623,335	3.98
>= 90 to < 96	3,957	5.16	559,769,090	8.08
>= 96 to < 102	6,501	8.48	833,226,637	12.02
>= 102 to < 108	6,873	8.97	765,385,604	11.04
>= 108 to < 114	6,284	8.20	646,897,706	9.33
>= 114 to < 120	6,462	8.43	611,222,210	8.82
>= 120 to < 126	3,668	4.78	327,756,809	4.73
>= 126 to < 132	3,224	4.21	261,047,349	3.77
>= 132 to < 138	3,018	3.94	231,802,287	3.34
>= 138 to < 144	3,916	5.11	266,079,553	3.84
>= 144 to < 150	3,802	4.96	263,448,525	3.80
>= 150 to < 156	2,867	3.74	174,935,096	2.52
>= 156 to < 162	3,525	4.60	200,668,299	2.89
>= 162 to < 168	1,835	2.39	96,628,968	1.39
>= 168 to < 174	2,101	2.74	114,789,451	1.66
>= 174 to < 180	1,079	1.41	52,860,233	0.76
>= 180	4,741	6.18	178,495,770	2.57
<b>Total</b>	<b>76,664</b>	<b>100.00</b>	<b>6,931,966,145</b>	<b>100.00</b>

As at the report date, the maximum seasoning for a loan was 245.00 months, the minimum seasoning was 38.00 months and the weighted average seasoning was 110.50 months.

Indexed Current Loan to Value	Number of accounts	% by number	Current balance £	% by balance
Using current capital balance and HPI indexed latest valuation				
>0% =<25%	29,192	38.08	946,151,954	13.65
>25% =<50%	24,219	31.59	2,283,769,196	32.95
>50% =<75%	18,762	24.47	2,881,620,148	41.57
>75% =<80%	2,370	3.09	440,075,966	6.35
>80% =<85%	1,659	2.16	306,778,642	4.43
>85% =<90%	263	0.34	40,712,628	0.59
>90% =<95%	186	0.24	29,925,220	0.43
>95%	11	0.01	2,898,385	0.04
Unknown	2	0.00	34,005	0.00
<b>Total</b>	<b>76,664</b>	<b>100.00</b>	<b>6,931,966,145</b>	<b>100.00</b>

As at the report date, the maximum indexed LTV was 141.78, the minimum indexed LTV was 0.00 and the weighted average indexed LTV was 50.17.

Loan to Value at Last Valuation	Number of accounts	% by number	Current balance £	% by balance
Using current capital balance and unindexed latest valuation				
>0% =<25%	20,830	27.17	523,639,252	7.55
>25% =<50%	20,851	27.20	1,540,856,828	22.23
>50% =<75%	21,060	27.47	2,657,807,198	38.34
>75% =<80%	4,274	5.57	677,008,183	9.77
>80% =<85%	2,895	3.78	481,404,718	6.94
>85% =<90%	2,935	3.83	509,140,771	7.34
>90% =<95%	1,997	2.60	336,093,131	4.85
>95%	1,764	2.30	203,916,439	2.94
Unknown	58	0.08	2,099,625	0.03
<b>Total</b>	<b>76,664</b>	<b>100.00</b>	<b>6,931,966,145</b>	<b>100.00</b>

As at the report date, the maximum unindexed LTV was 212.01, the minimum unindexed LTV was 0.00 and the weighted average unindexed LTV was 61.38.

Original Loan to Value at Last Valuation	Number of accounts	% by number	Current balance £	% by balance
Using original balance and valuation amount				
>0% =<25%	6,718	8.76	265,186,734	3.83
>25% =<50%	18,157	23.68	1,057,518,863	15.26
>50% =<75%	26,473	34.53	2,579,047,264	37.21
>75% =<80%	6,487	8.46	802,465,180	11.58
>80% =<85%	5,284	6.89	675,987,249	9.75
>85% =<90%	7,589	9.90	986,369,104	14.23
>90% =<95%	5,898	7.69	563,292,126	8.13
>95%	-	-	-	-
Unknown	58	0.08	2,099,625	0.03
<b>Total</b>	<b>76,664</b>	<b>100.00</b>	<b>6,931,966,145</b>	<b>100.00</b>

As at the report date, the maximum original LTV was 95.00, the minimum LTV at origination was 0.12 and the weighted average LTV at origination was 67.42.

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LOAN NOTE REPORT

Report Period 15th January 2016 - 15th April 2016  
Closing Date 12/11/2010

Series 2010-1 Notes

2010-1	ISIN (Reg S)	ISIN (144a)	Current Ratings S&P/Moody's/Fitch	Original Ratings S&P/Moody's/Fitch	Currency	Applicable Exchange Rate	Original Balance	Repaid	Outstanding	Reference rate	Margin p.a.%	Current interest rate p.a.%	Accrual Period	Next coupon date	Interest next coupon	Step up Date	Legal Maturity	Bond Type
A1	XS0557834545	US43641NBB91	A1+/P-1/F1+	A1+/P-1/F1+	USD	1.63	500,000,000	(500,000,000)	0	1M USD LIBOR	0.15%	-	-	-	-	n/a	Oct-2011	Bullet
A2	XS0557834628	US43641NBC74	AAA/Aaa/AAA	AAA/Aaa/AAA	USD	1.63	900,000,000	(900,000,000)	0	3M USD LIBOR	1.40%	-	-	-	-	Apr-2014	Oct-2054	Sched AM
A3	XS0557834891	XS0557834974	AAA/Aaa/AAA	AAA/Aaa/AAA	EUR	1.14	500,000,000	(500,000,000)	0	3M EURIBOR	1.40%	-	-	-	-	Apr-2014	Oct-2054	Sched AM
A4	XS0557835195	XS0557835278	AAA/Aaa/AAA	AAA/Aaa/AAA	EUR	1.14	750,000,000	(750,000,000)	0	3M EURIBOR	1.50%	-	-	-	-	Jan-2016	Oct-2054	Sched AM
A5	XS0557835351	XS0557835435	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	375,000,000	0	375,000,000	GBP FIXED	0.00%	4.00900%	15/10/2015- 15/04/2016	15/04/2016	7,516,875	Oct-2017	Oct-2054	Bullet
Z	XS0557835518	n/a	n/a	n/a	GBP	-	600,000,000	0	600,000,000	3M GBP LIBOR	0.90%	1.49063%	15/01/2016- 15/04/2016	15/04/2016	2,223,727	n/a	Oct-2054	P-Through

Closing Date 09/02/2011

Series 2011-1 Notes

2011-1	ISIN (Reg S)	ISIN (144a)	Current Ratings S&P/Moody's/Fitch	Original Ratings S&P/Moody's/Fitch	Currency	Applicable Exchange Rate	Original Balance	Repaid	Outstanding	Reference rate	Margin p.a.%	Current interest rate p.a.%	Accrual Period	Next coupon date	Interest next coupon	Step up Date	Legal Maturity	Bond Type
A1	XS0590150362	US43641NBD57	A-1+/P-1/F1+	A-1+/P-1/F1+	USD	1.62	500,000,000	(500,000,000)	0	1M USD LIBOR	0.14%	-	-	-	-	n/a	Jan-2012	Bullet
A2	XS0590150529	US43641NBE31	AAA/Aaa/AAA	AAA/Aaa/AAA	USD	1.62	700,000,000	(700,000,000)	0	3M USD LIBOR	1.35%	-	-	-	-	Jul-2014	Oct-2054	Sched AM
A3	XS0590150446	XS0590402276	AAA/Aaa/AAA	AAA/Aaa/AAA	EUR	1.17	650,000,000	(650,000,000)	0	3M EURIBOR	1.35%	-	-	-	-	Jul-2014	Oct-2054	Sched AM
A4	XS0590150792	XS0590292073	AAA/Aaa/AAA	AAA/Aaa/AAA	EUR	1.17	500,000,000	(240,622,381)	259,377,619	3M EURIBOR	1.45%	1.30600%	15/01/2016- 15/04/2016	15/04/2016	260,233,897	Apr-2016	Oct-2054	Sched AM
A5	XS0590150875	XS0590296223	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	325,000,000	(156,404,548)	168,595,452	3M GBP LIBOR	1.45%	2.04063%	15/01/2016- 15/04/2016	15/04/2016	169,450,854	Apr-2016	Oct-2054	Sched AM
Z	XS0590163696	n/a	n/a	n/a	GBP	-	450,000,000	0	450,000,000	3M GBP LIBOR	0.90%	1.49063%	15/01/2016- 15/04/2016	15/04/2016	1,667,795	n/a	Oct-2054	P-Through

Closing Date 21/09/2011

Series 2011-3 Notes

2011-3	ISIN (Reg S)	ISIN (144a)	Current Ratings S&P/Moody's/Fitch	Original Ratings S&P/Moody's/Fitch	Currency	Applicable Exchange Rate	Original Balance	Repaid	Outstanding	Reference rate	Margin p.a.%	Current interest rate p.a.%	Accrual Period	Next coupon date	Interest next coupon	Step up Date	Legal Maturity	Bond Type
A1	XS0679914787	US43641NCG88	A-1+/P-1/F1+	A-1+/P-1/F1+	USD	1.58	500,000,000	(500,000,000)	0	1M USD LIBOR	0.13%	-	-	-	-	n/a	Jul-2012	Bullet
A2	XS0679914860	US43641NBH61	AAA/Aaa/AAA	AAA/Aaa/AAA	USD	1.58	2,000,000,000	(2,000,000,000)	0	3M USD LIBOR	1.55%	-	-	-	-	Jan-2015	Oct-2054	Sched AM
A3	XS0679918853	XS0679922889	AAA/Aaa/AAA	AAA/Aaa/AAA	EUR	1.15	200,000,000	(200,000,000)	0	3M EURIBOR	1.40%	-	-	-	-	Jan-2015	Oct-2054	Sched AM
A4	XS0679914944	XS0679923937	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	165,000,000	(58,042,986)	106,957,014	3M GBP LIBOR	1.65%	2.24063%	15/01/2016- 15/04/2016	15/04/2016	14,898,060	Oct-2016	Oct-2054	Sched AM
A5	XS0679915081	US43641NBL73	AAA/Aaa/AAA	AAA/Aaa/AAA	USD	1.58	500,000,000	0	500,000,000	USD FIXED	0.00%	3.61500%	15/01/2016- 15/07/2016	15/07/2016	9,037,500	Jan-2019	Oct-2054	Sched AM
A6	XS0679915164	US43641NBM56	AAA/Aaa/AAA	AAA/Aaa/AAA	USD	1.58	250,000,000	0	250,000,000	3M USD LIBOR	1.75%	2.37200%	15/01/2016- 15/04/2016	15/04/2016	1,498,972	Jan-2019	Oct-2054	Sched AM

Closing Date 25/01/2012

Series 2012-1 Notes

2012-1	ISIN (Reg S)	ISIN (144a)	Current Ratings S&P/Moody's/Fitch	Original Ratings S&P/Moody's/Fitch	Currency	Applicable Exchange Rate	Original Balance	Repaid	Outstanding	Reference rate	Margin p.a.%	Current interest rate p.a.%	Accrual Period	Next coupon date	Interest next coupon	Step up Date	Legal Maturity	Bond Type
A1	XS0736418459	US43641NBN30	A-1+/P-1/F1+	A-1+/P-1/F1+	USD	1.54	500,000,000	(500,000,000)	0	1M USD LIBOR	0.20%	-	-	-	-	n/a	Jan-2013	Bullet
A2	XS0736397604	US43641NBP87	AAA/Aaa/AAA	AAA/Aaa/AAA	USD	1.54	500,000,000	(500,000,000)	0	3M USD LIBOR	1.65%	-	-	-	-	Apr-2015	Oct-2054	Sched AM
A3	XS0736398834	XS0739241205	AAA/Aaa/AAA	AAA/Aaa/AAA	EUR	1.20	1,200,000,000	(1,200,000,000)	0	3M EURIBOR	1.55%	-	-	-	-	Apr-2015	Oct-2054	Sched AM
A4	XS0736398917	XS0739241114	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	175,000,000	(175,000,000)	0	3M GBP LIBOR	1.75%	-	-	-	-	Apr-2015	Oct-2054	Sched AM
A5	XS0736399055	XS0739240819	AAA/Aaa/AAA	AAA/Aaa/AAA	JPY	118.00	20,000,000,000	(20,000,000,000)	0	3M JPY LIBOR	1.25%	-	-	-	-	Apr-2015	Oct-2054	Sched AM
A6	XS0736399139	XS0739240900	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	215,000,000	(22,114,286)	192,885,714	3M GBP LIBOR	1.85%	2.44063%	15/01/2016- 15/04/2016	15/04/2016	23,284,761	Jul-2017	Oct-2054	Sched AM
Z	XS0737122464	n/a	n/a	n/a	GBP	-	610,000,000	0	610,000,000	3M GBP LIBOR	0.90%	1.49063%	15/01/2016- 15/04/2016	15/04/2016	2,260,789	n/a	Oct-2054	P-Through

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LOAN NOTE REPORT

Closing Date		Series 2012-2 Notes																	
19/04/2012																			
2012-2	ISIN (Reg S)	ISIN (144a)	Current Ratings S&P/Moody's/Fitch	Original Ratings S&P/Moody's/Fitch	Currency	Applicable Exchange Rate	Original Balance	Repaid	Outstanding	Reference rate	Margin p.a.%	Current interest rate p.a.%	Accrual Period	Next coupon date	Interest next coupon	Step up Date	Legal Maturity	Bond Type	
A1	XS0773322606	n/a	AAA/Aaa/AAA	AAA/Aaa/AAA	USD	1.59	1,250,000,000	0	1,250,000,000	3M USD LIBOR	1.55%	2.17200%	15/01/2016- 15/04/2016	15/04/2016	108,934,345	Oct-2017	Oct-2054	Sched AM	
Z	XS0773322788	n/a	n/a	n/a	GBP	-	175,000,000	0	175,000,000	3M GBP LIBOR	0.90%	1.49063%	15/01/2016- 15/04/2016	15/04/2016	648,587	n/a	Oct-2054	P-Through	

Closing Date		Series 2012-3 Notes																	
08/06/2012																			
2012-3	ISIN (Reg S)	ISIN (144a)	08/01/2014	Original Ratings S&P/Moody's/Fitch	Currency	Applicable Exchange Rate	Original Balance	Repaid	Outstanding	Reference rate	Margin p.a.%	Current interest rate p.a.%	Accrual Period	Next coupon date	Interest next coupon	Step up Date	Legal Maturity	Bond Type	
A1	XS0790113475	XS0790113632	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	515,000,000	0	515,000,000	3M GBP LIBOR	1.55%	2.14063%	15/01/2016- 15/04/2016	15/04/2016	23,000,293	Oct-2017	Oct-2054	Sched AM	
B1	XS0790113558	US43641NBU72	AA/Aa3/AA	AA/Aa3/AA	USD	1.55	140,000,000	0	140,000,000	3M USD LIBOR	2.20%	2.82200%	15/01/2016- 15/04/2016	15/04/2016	998,674	Oct-2017	Oct-2054	Sched AM	
B2	XS0790188055	XS0790188139	AA/Aa3/AA	AA/Aa3/AA	GBP	-	33,000,000	0	33,000,000	3M GBP LIBOR	2.35%	2.94063%	15/01/2016- 15/04/2016	15/04/2016	241,276	Oct-2017	Oct-2054	Sched AM	

Closing Date		Series 2013-1 Notes																		
30/05/2013																				
2013-1	ISIN (Reg S)	ISIN (144a)	Current Ratings S&P/Moody's/Fitch	Original Ratings S&P/Moody's/Fitch	Currency	Applicable Exchange Rate	Original Balance	Repaid	Outstanding	Reference rate	Margin p.a.%	Current interest rate p.a.%	Accrual Period	Next coupon date	Interest next coupon	Step up Date	Legal Maturity	Bond Type	Placement	
A1	XS0938279378	US43641NBV55	AAA/Aaa/AAA	AAA/Aaa/AAA	USD	1.51	750,000,000	(750,000,000)	-	1M USD LIBOR	0.08%	-	-	-	-	n/a	Apr-2014	Sched AM	Public	
A2	XS0938012704	XS0938943080	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	500,000,000	(185,714,286)	314,285,714	3M GBP LIBOR	0.40%	0.99063%	15/01/2016- 15/04/2016	15/04/2016	72,202,670	Oct-2016	Oct-2054	Sched AM	Retained	
A3	XS0938091575	n/a	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	100,000,000	(22,857,144)	77,142,856	3M GBP LIBOR	0.40%	0.99063%	15/01/2016- 15/04/2016	15/04/2016	14,475,720	Jan-2017	Oct-2054	Sched AM	Retained	

\*All Notes are listed on the London Stock Exchange.

Combined Credit Enhancement	Total £	Total %	Current note subordination	Subordination +Reserve Fund	% Required
Class A Notes	£3,230,975,283	62.26%	37.74%	46.70%	8.30%
Class B Notes	£123,177,134	2.37%	35.36%	44.32%	5.70%
Class Z Notes	£1,835,000,000	35.36%	0.00%	0.00%	0.00%
	£5,189,152,417	100.00%			
Funding Reserve Fund Required Amount	£465,000,000	8.96%			

Interest shortfall in period	£0
Cumulative interest shortfall	£0
Principal shortfall in period	£0
Cumulative principal shortfall	£0
Cumulative net loss	£0
Excess principal paid in current period	£0

Funding Reserve Fund	
Balance brought forward	£465,000,000
Drawings	£0
Top up	£0
Balance carried forward	£465,000,000

Quarterly Excess Spread* as at January 2016	Excluding Z notes	Including Z notes
Quarterly Excess Spread annualised	1.38%	0.90%
Quarterly Excess Spread rolling 12 month average	1.98%	1.56%

\*Quarterly Excess Spread is calculated at each quarterly Interest Payment Date

Monthly Excess Spread* as at January 2016	Excluding Z notes	Including Z notes
Monthly Excess Spread annualised	0.93%	0.49%

\*Monthly Excess Spread is calculated using monthly Funding Revenue received and one third of Fundings quarterly liabilities

Funding Principal Ledger-AAA	428,640,741
Funding Principal Ledger-AA	-
Funding Principal Ledger-A	-
Funding Principal Ledger-BBB	-
Funding Principal Ledger	428,640,741

Accounts as at 31 January 2016	Counterparty	Rate	Amount
Mortgages Trustee GIC	Santander UK	Libor	64,778,427
Funding GIC	Santander UK	Libor	465,384,057
Funding Transaction Account	Santander UK	Libor - 0.25%	45,961
Panel Banks	Bank of New York Mellon	-	-



## WATERFALLS

<b>MORTGAGES TRUSTEE REVENUE WATERFALL</b>		<b>FUNDING REVENUE WATERFALL</b>		<b>ISSUER REVENUE WATERFALL</b>	
<i>*for distribution period 04 December 2015 - 06 January 2016</i>		<i>*for distribution period 15 October 2015 - 15 January 2016</i>		<i>*for distribution period 15 October 2015 - 15 January 2016</i>	
(a)	Mortgages Trustee fees Other third party payments	(a)	Funding Security Trustee fees Fee under Intercompany Loan Other third party payments	(a)	Issuing Entity Security Trustee fees Note Trustee fees Agent Bank fees etc.
	0.00 0.00		0.00 0.00 81,889.41		0.00 0.00 0.00
(b)	Servicer fees	(b)	Cash Manager fees	(b)	Other third party payments
	549,701.73		30,000.00		0.00
(c)	Funding Seller	(c)	Funding Corporate Services fees Account Banks fees	(c)	Issuing Entity Cash Manager fees Issuing Entity Corporate Services Provider fees Issuing Entity Account Bank fees
	14,903,598.09 4,846,306.68		0.00 0.00		36,331.02 0.00 0.00
<b>MORTGAGES TRUSTEE PRINCIPAL WATERFALL</b>		(d)	Payment to Funding 1 Swap Provider	(d)	Interest on Class A Notes (including any payments to Issuing Entity Swap Providers)
<i>*for distribution period 04 December 2015 - 06 January 2016</i>			38,523,266.15	(e)	19,574,607.42 12,679,423.63
(a)	Funding	(e)	Interest on AAA Term Advances	(e)	Interest on Class B Notes (including any payments to Issuing Entity Swap Providers)
	125,199,810.72	(f)	Credit to AAA Principal Deficiency Ledger	(f)	853,138.93 609,580.03
(b)	Seller	(g)	Interest on AA Term Advances	(g)	Interest on Class M Notes (including any payments to Issuing Entity Swap Providers)
	0.00	(h)	Credit to AA Principal Deficiency Ledger	(h)	0.00 0.00
		(i)	Interest on A Term Advances	(h)	Interest on Class C Notes (including any payments to Issuing Entity Swap Providers)
		(j)	Credit to A Principal Deficiency Ledger	(i)	0.00 6,839,591.56
		(k)	Interest on BBB Term Advances	(j)	Excluded issuer swap payments
		(l)	Credit to BBB Principal Deficiency Ledger	(j)	0.00
		(m)	Swap termination payments		0.00
		(n)	Credit to First Reserve Fund		
		(o)	Additional credit to First Reserve Fund	<b>ISSUER PRINCIPAL WATERFALL</b>	
		(p)	Credit to Liquidity Reserve Fund	(a)	Repayment of Class A Notes (including principal payments to class A swap providers)
			0.00	(b)	507,982,841.68 370,520,746.31
		(q)	Credit to NR Principal Deficiency Ledger	(b)	Repayment of Class B Notes (including principal payments to class A swap providers)
			0.00	(c)	0.00 0.00
		(r)	Interest on NR Term Advances	(c)	Repayment of Class M Notes (including principal payments to class A swap providers)
			6,839,591.56	(d)	0.00 0.00
		(s)	Excluded swap payments (with respect to the Issuer) and other fees under the Intercompany Loan Agreement	(d)	Repayment of Class C Notes (including principal payments to class A swap providers)
			0.00	(e)	0.00 0.00
		(t)	Payment of Funding Start-up Loan		
			0.00		
		(u)	Profit to Funding		
			1,250.00		
		(v)	Deferred Consideration		
			13,027,710.81		
		<b>FUNDING PRINCIPAL WATERFALL</b>			
		<i>* To be read in conjunction with rules on pgs. 181- 185 of the base prospectus</i>			
		(a)	Repayment of AAA Term Advances		
			507,982,841.68		
		(b)	Credit to Cash Accumulation Ledger		
			0.00		
		(c)	Repayment of AA Term Advances		
		(d)	Repayment of A Term Advances		
		(e)	Repayment of BBB Term Advances		
			0.00 0.00 0.00		
		(f)	Repayment of NR Term Advances		
			0.00		

SWAP PAYMENTS

Note	Swap Counterparty	Currency Notional	Receive Reference Rate	Receive Margin	Receive Rate	Interest Received	Principal Received	£ Notional	Pay reference rate	Pay margin	Pay rate	Interest Paid	Principal Paid
Funding 1 Swap	ANTS	5,544,061,305.59	3M GBP LIBOR	1.86847%	2.44785%	34,219,348.41	-	5,544,061,305.59	3M GBP LIBOR	0.00000%	2.75560%	38,523,266.15	0.00
2010-1 A4	ANTS	389,066,429.25	3M EURIBOR	1.50000%	1.45100%	1,442,701.55	389,066,429.25	340,900,005.31	3M GBP LIBOR	1.73250%	2.31188%	1,986,494.00	340,900,005.31
2010-1 A5	ANTS	375,000,000.00	GBP FIXED	0.00000%	4.00900%	0.00	-	375,000,000.00	3M GBP LIBOR	1.62500%	2.20438%	2,066,606.25	0.00
2011-1 A4	ANTS	294,102,989.25	3M EURIBOR	1.45000%	1.40100%	1,052,986.74	34,725,370.00	250,869,849.83	3M GBP LIBOR	1.85600%	2.43538%	1,539,962.58	29,620,741.00
2011-3 A5	ANTS	500,000,000.00	USD FIXED	0.00000%	3.61500%	9,037,500.00	-	316,455,696.20	3M GBP LIBOR	1.75500%	2.33438%	1,861,998.96	0.00
2011-3 A6	ANTS	250,000,000.00	3M USD LIBOR	1.75000%	2.07050%	1,322,819.44	-	158,227,848.10	3M GBP LIBOR	1.75500%	2.33438%	930,999.48	0.00
2012-2 A1	ANTS	1,250,000,000.00	3M USD LIBOR	1.55000%	1.87050%	5,975,208.33	-	785,175,879.40	3M GBP LIBOR	1.59000%	2.16938%	4,293,362.36	0.00
2012-3 B1	ANTS	140,000,000.00	3M USD LIBOR	2.20000%	2.52050%	901,778.89	-	90,177,133.66	3M GBP LIBOR	2.10250%	2.68188%	609,580.03	0.00

COLLATERAL

Note	Collateral Postings	Counterparty

There was no collateral posted during the reporting period 01-January-16 to 31-January-16.

TRIGGER EVENTS	
<b>Asset</b> Amount debited to AAA Principal Deficiency Sub Ledger, unless certain criteria are met	None
<b>Non Asset</b> Insolvency Event occurs in relation to Seller. Seller's role as Servicer terminated & new servicer appointed within 60 days. The then current Seller Share is less than the Minimum Seller Share.	None None None
<b>An Arrears Trigger Event will occur if:</b>  (i) the Outstanding Principal Balance of the Loans in arrears for more than 90 days divided by the Outstanding Principal Balance of all of the Loans in the Mortgages Trust (expressed as a percentage) exceeds 2 per cent.; or  (ii) the Issuer does not exercise its option to redeem the Issuing Entity Notes on the relevant step-up date pursuant to the Terms and Conditions of the Issuing Entity Notes (but only where such right of redemption arises on or after a particular specified date and not as a result of the occurrence of any event specified in the Terms and Conditions of the relevant Issuing Entity Notes)	None  None
Full details of all Trigger Events can be found within the Holmes Master Issuer plc. base prospectus	

**Definitions****1 Current value of mortgages**

Includes all amounts of principal, interest and fees as yet unpaid by the borrower. Current Value of Mortgage Loans in Pool in 'Mortgage Loan Profile' and 'Trust Asset' is different due to the 'Mortgage Loan Profile' value including the accrued interest over the reporting period.

**2 Arrears**

This arrears multiplier is calculated as the arrears amount ( which is the difference between the expected monthly repayments and the amount that has actually been paid, i.e. a total of under and/or over payments ) divided by the monthly amount repayable. It is recalculated every time the arrears amount changes, i.e. on the date when a payment is due.

**3 Defaults**

For the purpose of the Bank of England Market Notice dated 30 November 2010 "defaults" is defined as properties been taken into possession.

**4 1 month CPR**

On any trust calculation date, the total principal receipts received during the immediately preceding trust calculation period divided by the aggregate current balance of the loans comprised in the trust property calculated on the previous trust calculation date in respect of the previous trust calculation period.

**5 1 month annualised CPR**

Calculated as  $1 - ((1 - R) ^ 12)$  where R is (i) total principal receipts received scheduled and unscheduled during the relevant period, divided by (ii) the aggregate outstanding principal balance of the loans in the expected portfolio as at the start of that period.

**6 3 month average CPR**

The total principal receipts received during the immediately preceding trust calculation period for the last 3 months divided by the average aggregate current balance of the last 3 months of the loans comprised in the trust property.

**7 3 month annualised CPR**

Calculated as  $1 - ((1 - R) ^ 4)$  where R is (i) total principal receipts received scheduled and unscheduled during the relevant period, divided by (ii) the average aggregate outstanding principal balance over the last 3 months of the loans in the expected portfolio as at the start of that period.

**8 12 month average CPR**

The total principal receipts received during the immediately preceding trust calculation period for the last 12 months divided by the average aggregate current balance of the last 12 months of the loans comprised in the trust property.

Savings balance

**# X**

Current balance of Loans in the trust property multiplied by 4.4%

**# Y**

Flexible drawings set-off risk

**# Z**

Breach of Mortgage Sale Agreement

**# AA**

Reward loans cashbacks

**# Excess Spread calculation**

After a review of the calculation and reporting, Excess Spread has been updated to include 4 reporting components:

**1. Quarterly including Z Notes 2. Quarterly excluding Z Notes 3. Monthly including Z Notes 4. Monthly excluding Z Notes**

In all cases Excess Spread is calculated by dividing excess cash available (pre and post Z Note payment) divided by a. Quarterly = *the weighted average Funding Share for the relevant period* and b. Monthly = *the current Funding Share for the relevant period*

**N Risk retention**

The seller confirms that if it sells one or more new loans and their related security to the mortgages trustee on or after 1 January 2015, the seller, in its capacity as originator, (i) on or immediately following the relevant sale date, will retain, on an on-going basis, a material net economic interest of not less than 5 per cent. in the nominal value of the securitised exposures in accordance with the text of Article 405 of Regulation (EU) No 575/2013 and Article 51 of Regulation (EU) No 231/2013, and (ii) will disclose via an RNS announcement (or in such other manner as the seller may determine) such retained interest and the manner in which it is held. Any change to the manner in which such interest is held will be notified to noteholders in accordance with the conditions.

**Redemptions**

On the payment date 15 January 2016 no notes were fully redeemed.

All capitalised terms used in this investor report have the meaning or descriptions assigned to them in the Holmes Master Issuer plc. base prospectus.