Santander

UK Secured Funding Programmes

Holmes Master Issuer

Report Date:	**30-Sep-12**
Reporting Period:	**01-Sep-12 to 30-Sep-12**
Distribution Date:	**10-Sep-12**

Investors (or other appropriate third parties) can register at https://boeportal.co.uk/santanderuk (Internet Explorer version 8 or higher required) to download further disclosures in accordance with the Bank of England Market Notice *Detailed eligibility requirements for residential mortgage backed securities and covered bonds backed by residential mortgages* dated 30th November 2010.

Contacts:

All queries should be directed to:

Secured Funding Team 0207 756 7107 MBF@santander.co.uk

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 / A2* / A	F1 / P-1* / A-1	A3	Establish a liquidity reserve - see page 199 of the prospectus for more detail
				BBB / Baa2 / BBB	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 mortgage loans
				BBB- / Baa3 / BBB-	Completion of legal assignment of mortgage loans to the Mortgages Trustee
				F1 / Baa3 / A-1	Adjustment to / more frequent review of formula for calculation of Minimum Seller Share
				BBB- / Baa3 / BBB-	Adjustment to Minimum Seller Share
Servicer	Santander UK	A / A2* / A	F1 / P-1*/ A-1		
Cash Manager	Santander UK	A / A2* / A	F1 / P-1* / A-1		
Each Start-up Loan Provider	Santander UK	A / A2* / A	F1 / P-1*/ A-1		
Funding Account Bank	Santander UK	A / A2* / A	F1 / P-1* / A-1	A or F1 / P-1 / A or A-1 (or A+ if no ST rating)	Termination of Account Bank Agreement, unless within 30 London Business Days either: (a) accounts and rights and obligations of Account Bank are transferred to a financial institution having the required ratings; or (b) a guarantee of the Account Bank's obligations is obtained from a financial institution having the required ratings; or (c) such other actions are taken to ensure that the ratings assigned to the outstanding issuing entity rated notes are not adversely affected, in each case provided that the ratings of the outstanding issuing entity notes are not adversely affected by the remedial action.
				AA (S&P)	If the Funding Reserve Fund Required Amount exceeds 5% of the Funding Share, Account Bank required to transfer the Excess Amount (being the amount by which the balance of the Funding Reserve Ledger exceeds 5% of the Funding Share) within 60 calendar days to a financial institution with the required ratings. If not remedied, termination of Account Bank Agreement.
Mortgage Trust Account Bank	Satnander UK	A / A2* / A	F1 / P-1* / A-1	F2 / P-2 / A-2	Remedial action required – either (a) obtaining guarantor with required ratings and obtaining confirmation from Ratings Agencies that outstanding notes will not be downgraded; or (b) replacement of Mortgages Trustee Account Bank with financial institution having the required ratings - see the Mortgage Trust Bank Account Agreement for further detail. Note also that a 'standby' account bank arrangement is required to be in place upon loss of P-1, F1 or A / A-1.
Issuer Account Bank	Santander UK	A / A2* / A	F1 / P-1*/ A-1	A or F1 / P-1 / A or A-1 (or A+ if no ST rating)	Termination of Issuer Bank Account Agreement and closure of account, unless within 30 London Business Days either: (a) account and rights and obligations of Issuer Account Bank are transferred to a financial institution having the required ratings; (b) a guarantee of the Issuer Account Bank's obligations is obtained from a financial institution having the required ratings; or (c) such other actions are taken to ensure that the ratings assigned to the outstanding issuing entity rated notes are not adversely affected, in each case provided that the ratings of the outstanding issuing entity notes are not adversely affected by the remedial action.
Funding Swap Provider	Santander UK	A / A2* / A	F1 / P-1* / A-1	A or F1 / BBB+ or F2 (or A1 if no ST rating) / A or A-1 (A+ if not ST rating), BBB+ or F2 (Fitch) BBB- or F3 / A3 or P-2 (or A3 if no ST rating) / BBB+	Remedial action required including posting collateral with possibility of obtaining guarantor or transfer to eligible transferee - see swap agreement for more detail. Additional collateral may be required Further remedial action required including the possibility of obtaining a guarantee or replacement - see swap agreement for more detail
Issuer Swap Providers	Abbey National Treasury Services plc	A / A2* / A	F1 / P-1* / A-1	A or F1 / A2 or P-1 (or A1 if no ST rating) / A or A-1 (or A+ if no ST rating)	Remedial action required including posting collateral with possibility of obtaining guarantor or transfer to eligible transferee - see individual swap agreements for more detail
				BBB+ or F2 / A3 or P-2 (or A3 if no ST rating) / BBB+	Further remedial action required including the possibility of obtaining a guarantee or replacement – see individual swap agreements for more detail
	HSBC US Inc.	AA / A2 / A+	F1+ / P-1 / A-1	As above	As above
	Deutsche Bank AG	A+ / A2 / A+	F1+ / P-1 / A-1	As above except for Holmes 2012-4 swap where collateral posting trigger (only) is A3	As above
	Natixis	A+ / A2 / A	F1+ / P-1 / A-1	As above	As above
Paying Agent and related roles	Bank of New York Mellon	AA / Aa1 / AA-	F1+ / P-1 / 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 summary only and investors are advised to read the relevant transaction documents to understand precisely the legal terms and conditions associated with these roles.

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 August 2012		133,428
Current £ value of Mortgage Loans in Pool at 31 August 2012	£	13,653,088,309
Weighted Average Yield on 08 August 2012		2.946%

Trust Assets		
Current value of Mortgage Loans in Pool at 10 September 2012		13,768,517,288.44
Last months Closing Trust Assets at 08 August 2012		14,046,364,723.29
Mortgage collections - Interest on 10 September 2012		44,884,772.51
Mortgage collections - Principal (Scheduled) on 10 September 2012		49,758,050.70
Mortgage collections - Principal (Unscheduled) on 10 September 2012		222,862,382.90
Principal Ledger as calculated on 10 September 2012		648,431,756.02
Funding Share as calculated on 10 September 2012		12,114,733,785.52
Funding Share % as calculated on 10 September 2012		87.98866%
Seller Share as calculated on 10 September 2012		1,653,783,502.92
Seller Share % as calculated on 10 September 2012		12.01134%
Minimum Seller Share (Amount) on 10 September 2012	Please refer to the notes on page 12	
W		189,174,757.82
X		578,500,639.50
Y		148,622,562.07
Z		-
AA		168,910.62
W + X + Y + Z + AA=		916,466,870.01
Minimum Seller Share (% of Total) on 10 September 2012		6.65625%

The figure above omits a small portion of the pool, roughly 1.30% of the cover pool, which is recorded on separate data system for which this information is presently unavailable

Arrears Analysis of Non Repossessed Mortgage Loans at 30 September 2012	Number	Current balance £	Arrears £	By Number %	By current balance %
Less than 1 month in arrears	128,514	13,066,494,352	-	96.37	95.78
1<=2 months in arrears	1,839	216,186,359	1,420,560	1.38	1.58
2<=3 months in arrears	950	115,527,406	1,403,801	0.71	0.85
3<=4 months in arrears	557	66,831,476	1,119,418	0.42	0.49
4<=5 months in arrears	384	45,416,397	990,890	0.29	0.33
5<=6 months in arrears	261	33,236,850	845,311	0.20	0.24
6<=7 months in arrears	173	20,794,957	625,659	0.13	0.15
7<=8 months in arrears	135	16,283,749	541,335	0.10	0.12
8<=9 months in arrears	88	10,591,392	440,632	0.07	0.08
9<=10 months in arrears	67	6,758,962	319,056	0.05	0.05
10<=11 months in arrears	58	7,607,786	313,570	0.04	0.06
11<=12 months in arrears	44	5,507,399	256,009	0.03	0.04
More than 12 months in arrears	285	31,584,572	2,605,248	0.21	0.23
Total	133,355	13,642,821,658	10,881,489	100.00	100.00

Arrears Capitalised at 30 September 2012	Number	Amount £
Capitalisation cases (In Month)	5	520,324
Capitalisation cases (Cumulative)	2,385	263,360,608

*Includes properties in possession cases, cases no longer in arrears but excludes any loans repurchased from the portfolio or loans that have been redeemed

Losses on Properties in Possession at 30 September 2012	Number	Loss Amount £
Total Loss on Sale Brought Forward	2,009	64,345,578
Losses Recorded this Period	4	128,881
Total Loss on Sale Carried Forward	2,013	64,474,458
Recoveries	0	0

Properties in Possession at 30 September 2012	Number	Current balance £
Total Properties in Possession Since Inception	4,298	497,778,151
Repossessed (In Month)	16	1,258,786
Sold (In Month)	21	2,379,020
Current Number in Possession	73	10,266,651
Total Properties Sold Since Inception	4,225	487,536,287

Product Breakdown (By Balance)	Number of accounts	% by number	Current balance £	% by balance
Discounted SVR Loans	922	0.69	42,688,706	0.31
Fixed Rate Loans	26,248	19.67	2,846,236,450	20.85
Bank of England Base Rate Tracker Loans	42,755	32.04	4,390,498,895	32.16
Standard Variable Loans	63,482	47.57	6,374,008,987	46.69
Unknown	21	0.02	(344,728)	-
Total	133,428	100.00	13,653,088,309	100.00

Substitution, redemptions and repurchases	Number of accounts this period	Current balance this period £
Substitution & Top up	0	0
Redeemed this period	1,319	164,102,085
Repurchases this period	946	110,020,350

Payment Type (By Balance)	Number of accounts	% by number	Current balance £	% by balance
Interest only and Combined repayment & int-only	60,633	45.44	7,942,240,130	58.17
Repayment	72,795	54.56	5,710,848,179	41.83
Total	133,428	100.00	13,653,088,309	100.00

CPR Analysis	1 Month CPR %	3 Month Average CPR %	12 Month CPR (Annualised) %
Total (including unscheduled repayments and repurchases from the trust)			
Current month	1.94%	5.62%	20.54%
Previous month	1.71%	5.64%	21.05%
Unscheduled repayments and repurchases from the trust only			
Current month	1.59%	4.56%	17.05%
Previous month	1.37%	4.57%	17.63%

Use Of Proceeds (By Balance)	Number of accounts	% by number	Current balance £	% by balance
Remortgage	76,458	57.30	7,332,773,799	53.71
House Purchase	52,208	39.13	6,142,083,752	44.99
Unknown	4,762	3.57	178,230,758	1.31
Total	133,428	100.00	13,653,088,309	100.00

Standard Variable Rate - Applicable to underwritten Santander UK mortgages	
Existing Borrowers SVR	4.24%
Effective Date Of Change	Mar-2009
Previous Existing Borrowers SVR	4.69%
Effective Date of Change	Feb-2009

Analysis of Mortgage loan size at reporting date £	Number of accounts	% by number	Current balance £	% by balance
0 to <=50,000	39,957	29.95	1,096,194,678	8.03
>50,000 to <=100,000	38,346	28.74	2,820,046,330	20.66
>100,000 to <=150,000	26,371	19.76	3,235,552,017	23.70
>150,000 to <=200,000	14,622	10.96	2,512,682,432	18.40
>200,000 to <=250,000	6,872	5.15	1,520,825,811	11.14
>250,000 to <=300,000	3,112	2.33	844,413,041	6.18
>300,000 to <=350,000	1,731	1.30	556,616,816	4.08
>350,000 to <=400,000	927	0.69	344,555,947	2.52
>400,000 to <=450,000	603	0.45	253,470,556	1.86
>450,000 to <=500,000	384	0.29	181,572,438	1.33
>500,000 to <=550,000	236	0.18	121,635,473	0.89
>550,000 to <=600,000	114	0.09	64,859,851	0.48
>600,000 to <=650,000	77	0.06	47,944,970	0.35
>650,000 to <=700,000	38	0.03	25,406,157	0.19
>700,000 to <=750,000	38	0.03	27,311,793	0.20
> 750,000	0	-	0	-
Total	133,428	100.00	13,653,088,309	100.00

As at the report date, the maximum loan size was £ 749,617.92, the minimum loan size was £ -6,729.54 and the average loan size was £ 102,637.65.

Geographical Analysis By Region	Number of accounts	% by number	Current balance £	% by balance
East Anglia	5,384	4.04	505,126,969	3.70
East Midlands	6,183	4.63	529,500,647	3.88
London	26,521	19.88	3,702,155,881	27.12
North	5,202	3.90	373,358,582	2.73
North West	16,453	12.33	1,305,619,427	9.56
Scotland	8,964	6.72	672,766,061	4.93
Sout East (Excluding London)	29,544	22.14	3,498,066,080	25.62
South West	11,204	8.40	1,158,785,204	8.49
Yorks And Humberside	6,001	4.50	467,890,940	3.43
Wales	8,754	6.56	746,475,112	5.47
West Midlands	9,216	6.91	693,322,681	5.08
Unknown	2	-	20,726	-
Total	133,428	100.00	13,653,088,309	100.00

Remaining Term	Number of accounts	% by number	Current balance £	% by balance
0 to <5	16,477	12.35	808,605,958	5.92
>= 5 to < 10	24,482	18.35	1,769,605,177	12.96
>= 10 to < 15	31,671	23.74	3,002,784,863	21.99
>=15 to < 20	38,161	28.60	4,831,511,430	35.39
>= 20 to < 25	20,842	15.62	2,991,567,025	21.91
>= 25 to < 30	1,794	1.34	249,005,095	1.82
>= 30 to < 35	0	-	-	-
>= 35 to < 40	0	-	-	-
>= 40 to < 45	0	-	-	-
>= 45	0	-	-	-
Unknown	1	-	8,761	-
Total	133,428	100.00	13,653,088,309	100.00

As at the report date, the maximum remaining term for a loan was 310.00 months, the minimum remaining term was 0.00 months and the weighted average remaining term was 186.05 months.

Seasoning	Number of accounts	% by number	Current balance £	% by balance
0 to <6	-	-	-	-
>= 6 to < 12	-	-	-	-
>= 12 to < 18	4,369	3.27	566,356,049.73	4.15
>= 18 to < 24	6,154	4.61	777,685,434.66	5.70
>= 24 to < 30	3,186	2.39	399,973,035.02	2.93
>= 30 to < 36	1,849	1.39	229,136,827.53	1.68
>= 36 to < 42	5,438	4.08	583,927,103.86	4.28
>= 42 to < 48	4,832	3.62	578,753,240.32	4.24
>=48 to < 54	7,564	5.67	1,063,183,583.80	7.79
>=54 to < 60	9,439	7.07	1,391,534,324.91	10.19
>= 60 to < 66	13,412	10.05	1,732,016,749.55	12.69
>= 66 to < 72	9,947	7.45	1,163,556,259.87	8.52
>= 72 to < 78	10,377	7.78	1,097,250,126.38	8.04
>= 78 to < 84	6,947	5.21	678,566,881.46	4.97
>= 84 to < 90	5,937	4.45	542,945,599.93	3.98
>= 90 to < 96	4,322	3.24	364,805,288.13	2.67
>= 96 to < 102	5,794	4.34	438,600,787.44	3.21
>= 102 to < 108	6,279	4.71	457,771,422.95	3.35
>= 108 to < 114	5,449	4.08	383,006,430.48	2.81
>= 114 to < 120	5,677	4.25	350,047,481.09	2.56
>= 120 to < 126	3,594	2.69	212,641,530.17	1.56
>= 126 to < 132	2,952	2.21	175,850,258.00	1.29
>= 132 to < 138	2,398	1.80	138,745,271.67	1.02
>= 138 to < 144	1,036	0.78	54,164,148.98	0.40
>= 144 to < 150	1,004	0.75	51,132,133.34	0.37
>= 150 to < 156	878	0.66	37,467,571.42	0.27
>= 156 to < 162	719	0.54	33,913,925.24	0.25
>= 162 to < 168	736	0.55	31,211,720.26	0.23
>= 168 to < 174	638	0.48	27,088,044.34	0.20
>= 174 to < 180	506	0.38	19,882,200.12	0.15
>= 180	1,995	1.50	71,874,878.12	0.53
Total	133,428	100.00	13,653,088,308.77	100.00

As at the report date, the maximum seasoning for a loan was 205.00 months, the minimum seasoning was 14.00 months and the weighted average seasoning was 67.61 months.

Indexed Current Loan to Value Using current capital balance and HPI indexed latest valuation	Number of accounts	% by number	Current balance £	% by balance
>0% =<25%	27,845	20.87	819,481,825	6.00
>25% =<50%	34,270	25.68	2,492,667,753	18.26
>50% =<75%	34,639	25.96	4,303,275,049	31.52
>75% =<80%	7,488	5.61	1,144,341,427	8.38
>80% =<85%	6,451	4.83	989,734,665	7.25
>85% =<90%	5,551	4.16	872,110,341	6.39
>90% =<95%	4,935	3.70	816,932,918	5.98
>95%	12,181	9.13	2,214,877,924	16.22
Unknown	68	0.05	(333,592)	-
Total	133,428	100.00	13,653,088,309	100.00

As at the report date, the maximum indexed LTV was 154.06, the minimum indexed LTV was 0.00 and the weighted average indexed LTV was 68.51.

Loan to Value at Last Valuation Using current capital balance and unindexed latest valuation	Number of accounts	% by number	Current balance £	% by balance
>0% =<25%	25,453	19.08	746,391,560	5.47
>25% =<50%	33,676	25.24	2,561,041,806	18.76
>50% =<75%	45,261	33.92	5,701,010,463	41.76
>75% =<80%	9,827	7.37	1,553,960,258	11.38
>80% =<85%	7,079	5.31	1,137,202,128	8.33
>85% =<90%	5,842	4.38	992,298,802	7.27
>90% =<95%	3,564	2.67	626,819,945	4.59
>95%	2,726	2.04	334,363,348	2.45
Unknown	-	-	-	-
Total	133,428	100.00	13,653,088,309	100.00

As at the report date, the maximum unindexed LTV was 233.07, the minimum unindexed LTV was 0.00 and the weighted average unindexed LTV was 63.64.

Original Loan to Value at Last Valuation Using original balance and valuation amount	Number of accounts	% by number	Current balance £	% by balance
>0% =<25%	11,209	8.40	439,577,251	3.22
>25% =<50%	31,822	23.85	2,092,321,196	15.32
>50% =<75%	47,550	35.64	5,339,439,759	39.11
>75% =<80%	11,218	8.41	1,533,360,170	11.23
>80% =<85%	9,560	7.16	1,374,320,981	10.07
>85% =<90%	12,873	9.65	1,831,707,227	13.42
>90% =<95%	9,190	6.89	1,041,778,339	7.63
>95%	5	-	355,356	-
Unknown	1	-	228,031	-
Total	133,428	100.00	13,653,088,309	100.00

As at the report date, the maximum original LTV was 115.71,the minimum LTV at origination was 1.19 and the weighted average LTV at origination was 67.58.

LOAN NOTE REPORT

Closing date 28/03/2007 **Series 2007-1 Notes**

2007-1	ISIN	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
Series 1 A1	US43641NAA28	AAA/Aaa/AAA	AAA/Aaa/AAA	USD	0.51	1,500,000,000	1,500,000,000	0	1M USD LIBOR	-0.02%	-	-	-	-	Mar-2008	Mar-2008	Bullet
Series 1 A3	XS0292748943	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	600,000,000	600,000,000	0	3M GBP LIBOR	0.03%	-	-	-	-	Jan-2011	Jul-2020	Bullet
Series 1 B1	US43641NAE40	AA/Aa3/AA	AA/Aa3/AA	USD	0.51	57,200,000	57,200,000	0	3M USD LIBOR	0.09%	-	-	-	-	Jan-2011	Jul-2040	P-Through
Series 1 B2	XS0292751061	AA/Aa3/AA	AA/Aa3/AA	EUR	0.68	21,400,000	21,400,000	0	3M EURIBOR	0.09%	-	-	-	-	Jan-2011	Jul-2040	P-Through
Series 1 C1	US43641NAH70	BBB/Baa2/BBB	BBB/Baa2/BBB	USD	0.51	30,300,000	30,300,000	0	3M USD LIBOR	0.28%	-	-	-	-	Jan-2011	Jul-2020	P-Through
Series 1 C2	XS0292756458	BBB/Baa2/BBB	BBB/Baa2/BBB	EUR	0.68	22,700,000	22,700,000	0	3M EURIBOR	0.28%	-	-	-	-	Jan-2011	Jul-2020	P-Through
Series 1 C3	XS0292756615	BBB/Baa2/BBB	BBB/Baa2/BBB	GBP	-	15,550,000	15,500,000	0	3M GBP LIBOR	0.28%	-	-	-	-	Jan-2011	Jul-2020	P-Through
Series 2 A	US43641NAB01	AAA/Aaa/AAA	AAA/Aaa/AAA	USD	0.51	1,500,000,000	1,500,000,000	0	3M USD LIBOR	0.05%	-	-	-	-	Jan-2011	Jul-2021	Sched AM
Series 2 B2	XS0292751814	AA/Aa3/AA	AA/Aa3/AA	EUR	0.68	26,300,000	26,300,000	0	3M EURIBOR	0.14%	-	-	-	-	Jan-2011	Jul-2040	P-Through
Series 2 M2	XS0292753430	A/A2/A	A/A2/A	EUR	0.68	10,600,000	10,600,000	0	3M EURIBOR	0.22%	-	-	-	-	Jan-2011	Jul-2040	P-Through
Series 2 M3	XS0292754081	A/A2/A	A/A2/A	GBP	-	10,800,000	10,800,000	0	3M GBP LIBOR	0.22%	-	-	-	-	Jan-2011	Jul-2040	P-Through
Series 2 C1	US43641NAJ37	BBB/Baa2/BBB	BBB/Baa2/BBB	USD	0.51	9,800,000	9,800,000	0	3M USD LIBOR	0.42%	-	-	-	-	Jan-2011	Jul-2020	P-Through
Series 2 C2	XS0292757001	BBB/Baa2/BBB	BBB/Baa2/BBB	EUR	0.68	21,900,000	21,900,000	0	3M EURIBOR	0.42%	-	-	-	-	Jan-2011	Jul-2020	P-Through
Series 2 C3	XS0292757340	BBB/Baa2/BBB	BBB/Baa2/BBB	GBP	-	5,000,000	5,000,000	0	3M GBP LIBOR	0.42%	-	-	-	-	Jan-2011	Jul-2020	P-Through
Series 3 A1	US43641NAC83	AAA/Aaa/AAA	AAA/Aaa/AAA	USD	0.51	1,600,000,000	1,600,000,000	0	3M USD LIBOR	0.08%	-	-	-	-	Apr-2011	Jul-2040	P-Through
Series 3 A2	XS0292750253	AAA/Aaa/AAA	AAA/Aaa/AAA	EUR	0.68	1,500,000,000	1,500,000,000	0	3M EURIBOR	0.10%	-	-	-	-	Apr-2011	Jul-2040	P-Through
Series 3 A3	XS0292750683	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	800,000,000	800,000,000	0	3M GBP LIBOR	0.10%	-	-	-	-	Apr-2011	Jul-2040	P-Through
Series 3 B2	XS0292752382	AA/Aa3/AA	AA/Aa3/AA	EUR	0.68	46,700,000	46,700,000	0	3M EURIBOR	0.14%	-	-	-	-	Jan-2011	Jul-2040	P-Through
Series 3 B3	XS0292752622	AA/Aa3/AA	AA/Aa3/AA	GBP	-	48,000,000	48,000,000	0	3M GBP LIBOR	0.14%	-	-	-	-	Jan-2011	Jul-2040	P-Through
Series 3 M2	XS0292754594	A/A2/A	A/A2/A	EUR	0.68	28,000,000	28,000,000	0	3M EURIBOR	0.22%	-	-	-	-	Jan-2011	Jul-2040	P-Through
Series 3 M3	XS0292755138	A/A2/A	A/A2/A	GBP	-	28,800,000	28,800,000	0	3M GBP LIBOR	0.22%	-	-	-	-	Jan-2011	Jul-2040	P-Through
Series 3 C2	XS0292759395	BBB/Baa2/BBB	BBB/Baa2/BBB	EUR	0.68	86,900,000	86,900,000	0	3M EURIBOR	0.42%	-	-	-	-	Jan-2011	Jul-2020	P-Through
Series 3 C3	XS0292759635	BBB/Baa2/BBB	BBB/Baa2/BBB	GBP	-	25,500,000	25,500,000	0	3M EURIBOR	0.42%	-	-	-	-	Jan-2011	Jul-2020	P-Through
Series 4 A	US43641NAD66	AAA/Aaa/AAA	AAA/Aaa/AAA	USD	0.51	1,000,000,000	0	1,000,000,000	3M USD LIBOR	0.10%	0.55510%	16/07/12 - 15/10/12	15/10/2012	1,403,169	Oct-2012	Jul-2030	Bullet

Closing date 20/06/2007 **Series 2007-2 Notes**

2007-2	ISIN	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
Series 1 A1	US43641NAK00	AAA/Aaa/AAA	AAA/Aaa/AAA	USD	0.50	1,225,000,000	1,225,000,000	0	1M USD LIBOR	0.03%	-	-	-	-	Oct-2011	Jul-2021	Sched AM
Series 1 A2	XS0302981013	AAA/Aaa/AAA	AAA/Aaa/AAA	EUR	0.68	1,200,000,000	1,200,000,000	0	3M EURIBOR	0.04%	-	-	-	-	Oct-2011	Jul-2021	Sched AM
Series 1 B	US43641NAN49	AA/Aa3/AA	AA/Aa3/AA	USD	0.50	82,000,000	82,000,000	0	3m USD LIBOR	0.07%	-	-	-	-	Oct-2011	Jul-2040	P-Through
Series 1 C	US43641NAP96	BBB/Baa2/BBB	BBB/Baa2/BBB	USD	0.50	128,400,000	128,400,000	0	3m USD LIBOR	0.23%	-	-	-	-	Oct-2011	Jul-2040	P-Through
Series 2 A	CA43641NAU87	AAA/Aaa/AAA	AAA/Aaa/AAA	CAD	0.47	600,000,000	600,000,000	0	1M CDOR	0.08%	-	-	-	-	Oct-2011	Jul-2020	Bullet
Series 2 A1	US43641NAL8	AAA/Aaa/AAA	AAA/Aaa/AAA	USD	0.50	2,750,000,000	2,750,000,000	0	3M USD LIBOR	0.05%	-	-	-	-	Oct-2011	Jul-2020	Bullet
Series 2 B1	US43641NAQ79	AA/Aa3/AA	AA/Aa3/AA	USD	0.50	25,000,000	25,000,000	0	3m USD LIBOR	0.12%	-	-	-	-	Oct-2011	Jul-2020	P-Through
Series 2 B2	XS0305303066	AA/Aa3/AA	AA/Aa3/AA	EUR	0.87	95,000,000	95,000,000	0	3M EURIBOR	0.13%	-	-	-	-	Oct-2011	Jul-2020	P-Through
Series 2 B3	XS0305303223	AA/Aa3/AA	AA/Aa3/AA	GBP	-	50,000,000	50,000,000	0	3M GBP LIBOR	0.14%	-	-	-	-	Oct-2011	Jul-2020	P-Through
Series 2 M1	US43641NAR52	A/A2/A	A/A2/A	USD	0.50	10,000,000	10,000,000	0	3m USD LIBOR	0.22%	-	-	-	-	Oct-2011	Jul-2020	P-Through
Series 2 M2	XS0305304205	A/A2/A	A/A2/A	EUR	0.68	20,000,000	20,000,000	0	3M EURIBOR	0.22%	-	-	-	-	Oct-2011	Jul-2020	P-Through
Series 2 M3	XS0305305863	A/A2/A	A/A2/A	GBP	-	38,000,000	38,000,000	0	3M GBP LIBOR	0.24%	-	-	-	-	Oct-2011	Jul-2020	P-Through
Series 2 C1	US43641NAS36	BBB/Baa2/BBB	BBB/Baa2/BBB	USD	0.50	34,000,000	34,000,000	0	3m USD LIBOR	0.41%	-	-	-	-	Oct-2011	Jul-2020	P-Through
Series 2 C2	XS0305306325	BBB/Baa2/BBB	BBB/Baa2/BBB	EUR	0.68	106,000,000	106,000,000	0	3M EURIBOR	0.41%	-	-	-	-	Oct-2011	Jul-2020	P-Through
Series 2 C3	XS0305306598	BBB/Baa2/BBB	BBB/Baa2/BBB	GBP	-	45,000,000	45,000,000	0	3M GBP LIBOR	0.43%	-	-	-	-	Oct-2011	Jul-2020	P-Through
Series 3 A1	US43641NAM65	AAA/Aaa/AAA	AAA/Aaa/AAA	USD	0.68	1,250,000,000	1,250,000,000	0	3M USD LIBOR	0.08%	-	-	-	-	Oct-2011	Jul-2021	Sched AM
Series 3 A2	XS0302983068	AAA/Aaa/AAA	AAA/Aaa/AAA	EUR	0.68	1,300,000,000	1,300,000,000	0	3M EURIBOR	0.09%	-	-	-	-	Oct-2011	Jul-2021	Sched AM
Series 3 A3	XS0302983498	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	450,000,000	450,000,000	0	3M GBP LIBOR	0.09%	-	-	-	-	Oct-2011	Jul-2021	Sched AM
Series 4 A	US43641NAT19	AAA/Aaa/AAA	AAA/Aaa/AAA	USD	0.50	750,000,000	750,000,000	0	3M USD LIBOR	0.10%	-	-	-	-	Jul-2012	Jul-2020	Bullet

LOAN NOTE REPORT

Closing date 12/11/2010 **Series 2010-1 Notes**

2010-1	ISIN	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	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	AAA/Aaa/AAA	AAA/Aaa/AAA	USD	1.63	900,000,000	0	900,000,000	3M USD LIBOR	1.40%	1.85510%	16/07/12 - 15/10/12	15/10/2012	4,220,353	Apr-2014	Oct-2054	Sched AM
A3	XS0557834891	AAA/Aaa/AAA	AAA/Aaa/AAA	EUR	0.88	500,000,000	0	500,000,000	3M EURIBOR	1.40%	1.89700%	16/07/12 - 15/10/12	15/10/2012	2,397,597	Apr-2014	Oct-2054	Sched AM
A4	XS0557835195	AAA/Aaa/AAA	AAA/Aaa/AAA	EUR	0.88	750,000,000	0	750,000,000	3M EURIBOR	1.50%	1.99700%	16/07/12 - 15/10/12	15/10/2012	3,785,979	Jan-2016	Oct-2054	Sched AM
A5	XS0557835351	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	375,000,000	0	375,000,000	GBP FIXED		4.00900%	15/04/12 -15/10/12	15/10/2012	7,516,875	Oct-2017	Oct-2054	Bullet
Z	XS0557835518	n/a	n/a	GBP	-	600,000,000	0	600,000,000	3M GBP LIBOR	0.90%	1.72838%	16/07/12 - 15/10/12	15/10/2012	2,578,403	n/a	Oct-2054	P-Through

Closing date 09/02/2011 **Series 2011-1 Notes**

2011-1	ISIN	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	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	AAA/Aaa/AAA	AAA/Aaa/AAA	USD	1.62	700,000,000	0	700,000,000	3M USD LIBOR	1.35%	1.80510%	16/07/12 - 15/10/12	15/10/2012	3,194,024	Jul-2014	Oct-2054	Sched AM
A3	XS0590150446	AAA/Aaa/AAA	AAA/Aaa/AAA	EUR	0.85	650,000,000	0	650,000,000	3M EURIBOR	1.35%	1.84700%	16/07/12 - 15/10/12	15/10/2012	3,034,724	Jul-2014	Oct-2054	Sched AM
A4	XS0590150792	AAA/Aaa/AAA	AAA/Aaa/AAA	EUR	0.85	500,000,000	0	500,000,000	3M EURIBOR	1.45%	1.94700%	16/07/12 - 15/10/12	15/10/2012	2,460,792	Apr-2016	Oct-2054	Sched AM
A5	XS0590150875	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	325,000,000	0	325,000,000	3M GBP LIBOR	1.45%	2.27838%	16/07/12 - 15/10/12	15/10/2012	1,841,068	Apr-2016	Oct-2054	Sched AM
Z	XS0590163696	n/a	n/a	GBP	-	450,000,000	0	450,000,000	3M GBP LIBOR	0.90%	1.72838%	16/07/12 - 15/10/12	15/10/2012	1,933,802	n/a	Oct-2054	P-Through

Closing date 25/03/2011 **Series 2011-2 Notes**

2011-2	ISIN	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	XS0608362058	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	250,000,000	0	250,000,000	3M GBP LIBOR	1.16%	1.98838%	16/07/12 - 15/10/12	15/10/2012	1,235,947	Jul-2014	Oct-2054	Sched AM

Closing date 21/09/2011 **Series 2011-3 Notes**

2011-3	ISIN	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	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	AAA/Aaa/AAA	AAA/Aaa/AAA	USD	1.58	2,000,000,000	0	2,000,000,000	3M USD LIBOR	1.55%	2.00510%	16/07/12 - 15/10/12	15/10/2012	10,136,894	Jan-2015	Oct-2054	Sched AM
A3	XS0679918853	AAA/Aaa/AAA	AAA/Aaa/AAA	EUR	0.87	200,000,000	0	200,000,000	3M EURIBOR	1.40%	1.89700%	16/07/12 - 15/10/12	15/10/2012	959,039	Jan-2015	Oct-2054	Sched AM
A4	XS0679914944	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	165,000,000	0	165,000,000	3M GBP LIBOR	1.65%	2.47838%	16/07/12 - 15/10/12	15/10/2012	1,016,745	Oct-2016	Oct-2054	Sched AM
A5	XS0679915081	AAA/Aaa/AAA	AAA/Aaa/AAA	USD	1.58	500,000,000	0	500,000,000	3M USD LIBOR	1.75%	2.20510%	16/07/12 - 15/10/12	15/10/2012	2,787,001	Jan-2019	Oct-2054	Sched AM
A6	XS0679915164	AAA/Aaa/AAA	AAA/Aaa/AAA	USD	1.58	250,000,000	0	250,000,000	3M USD LIBOR	1.75%	2.20510%	16/07/12 - 15/10/12	15/10/2012	1,393,501	Jan-2019	Oct-2054	Sched AM

Closing date 25/01/2012 **Series 2012-1 Notes**

2012-1	ISIN	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	A-1+/P-1/F1+	A-1+/P-1/F1+	USD	1.54	500,000,000	0	500,000,000	1M USD LIBOR	0.20%	0.43950%	17/09/12 - 15/10/12	15/10/2012	163,625	n/a	Jan-2013	Bullet
A2	XS0736397604	AAA/Aaa/AAA	AAA/Aaa/AAA	USD	1.54	500,000,000	0	500,000,000	3M USD LIBOR	1.65%	2.10510%	16/07/12 - 15/10/12	15/10/2012	2,660,613	Apr-2015	Oct-2054	Sched AM
A3	XS0736398834	AAA/Aaa/AAA	AAA/Aaa/AAA	EUR	0.83	1,200,000,000	0	1,200,000,000	3M EURIBOR	1.55%	2.04700%	16/07/12 - 15/10/12	15/10/2012	6,209,233	Apr-2015	Oct-2054	Sched AM
A4	XS0736398917	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	175,000,000	0	175,000,000	3M GBP LIBOR	1.75%	2.57838%	16/07/12 - 15/10/12	15/10/2012	1,121,877	Apr-2015	Oct-2054	Sched AM
A5	XS0736399055	AAA/Aaa/AAA	AAA/Aaa/AAA	JPY	118.00	20,000,000,000	0	20,000,000,000	3M JPY LIBOR	1.25%	1.44571%	16/07/12 - 15/10/12	15/10/2012	72,285,500	Apr-2015	Oct-2054	Sched AM
A6	XS0736399139	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	215,000,000	0	215,000,000	3M GBP LIBOR	1.85%	2.67838%	16/07/12 - 15/10/12	15/10/2012	1,431,762	Jul-2017	Oct-2054	Sched AM
Z	XS0737122464	n/a	n/a	GBP	-	610,000,000	0	610,000,000	3M GBP LIBOR	0.90%	1.72838%	16/07/12 - 15/10/12	15/10/2012	2,628,558	n/a	Oct-2054	P-Through

LOAN NOTE REPORT

Closing date **19/04/2012** **Series 2012-2 Notes**

2012-2	ISIN	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	AAA/Aaa/AAA	AAA/Aaa/AAA	USD	1.59	1,250,000,000	0	1,250,000,000	3M USD LIBOR	1.55%	2.00510%	16/07/12 - 15/10/12	15/10/2012	6,335,559	Oct-2017	Oct-2054	Sched AM
Z	XS0773322788	n/a	n/a	GBP	-	175,000,000	0	175,000,000	3M GBP LIBOR	0.90%	1.72838%	16/07/12 - 15/10/12	15/10/2012	752,034	n/a	Oct-2054	P-Through

Closing date **08/06/2012** **Series 2012-3 Notes**

2012-3	ISIN	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	XS0790113632	AAA/Aaa/AAA	AAA/Aaa/AAA	GBP	-	515,000,000	0	515,000,000	3M GBP LIBOR	1.55%	2.37838%	16/07/12 - 15/10/12	15/10/2012	3,045,431	Oct-2017	Oct-2054	Sched AM
B1	XS0790113558	AA/Aa3/AA	AA/Aa3/AA	USD	1.55	140,000,000	0	140,000,000	3M USD LIBOR	2.20%	2.65510%	16/07/12 - 15/10/12	15/10/2012	939,610	Oct-2017	Oct-2054	Sched AM
B2	XS0790188055	AA/Aa3/AA	AA/Aa3/AA	GBP	-	33,000,000	0	33,000,000	3M GBP LIBOR	2.35%	3.17838%	16/07/12 - 15/10/12	15/10/2012	260,783	Oct-2017	Oct-2054	Sched AM

Closing date **28/08/2012** **Series 2012-4 Notes**

2012-4	ISIN	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	XS0816608755	AAA/Aaa/AAA	AAA/Aaa/AAA	EUR	1.27	650,000,000	0	650,000,000	3M EURIBOR	0.75%	0.90700%	28/08/12 - 15/10/12	15/10/2012	786,066.67	Jul-2015	Oct-2054	Sched AM
Z	XS0816612278	n/a	n/a	GBP	-	180,000,000	0	180,000,000	3M GBP LIBOR	0.90%	1.45722%	28/08/12 - 15/10/12	15/10/2012	343,999.48	n/a	Oct-2054	P-Through

***All bonds are listed on the London Stock Exchange.**

Combined Credit Enhancement	Total £	% of Total	Current note subordination	Subordination +Reserve Fund	% Required
Class A Notes	10,626,061,347.00	83.25%	16.75%	20.39%	8.30%
Class B Notes	123,177,134.00	0.97%	15.79%	19.43%	5.70%
Class Z Notes	2,015,000,000.00	15.79%	0.00%	0.00%	0.00%
	12,764,238,481.00	100.00%			
Funding Reserve Fund Requirement	£465,000,000	3.64%			

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

Funding 1 Redemption Reserve Ledger	
Balance as at 30 September 2012	514,801,000.00

Excess Spread	
Excess Spread This Month Annualised (Jul 2012)	1.32%
Excess Spread Rolling 12 Month Average	1.64%

*Excess spread is calculated at each quarterly interest payment date

Funding Principal Ledger-AAA	£648,431,756
Funding Principal Ledger-AA	£0
Funding Principal Ledger-A	£0
Funding Principal Ledger-BBB	£0
Total Funding Principal Ledger	£648,431,756

WATERFALLS

MORTGAGES TRUSTEE REVENUE WATERFALL

**for distribution period 28th August - 10th September*

(a)	Mortgages Trustee Fees	0.00
	Other third party payments	0.00
(b)	Servicer Fees	517,792.74
(c)	Funding 1	16,462,631.71
	Seller	2,463,997.26

MORTGAGES TRUSTEE PRINCIPAL WATERFALL

**for distribution period 28th August - 10th September*

(a)	Funding	0.00
(b)	Seller	152,200,915.98

FUNDING REVENUE WATERFALL

(a)	Funding Security Trustee Fees	0.00
	Fee under Intercompany Loan	0.00
	Other third party payments	0.00
(b)	Cash Manager Fees	0.00
(c)	Funding 1 Corporate Services Fees	0.00
	Account Bank Fees	0.00
(d)	Payment to Funding 1 Swap Provider	0.00
(e)	Interest on AAA loan tranches	0.00
(f)	Credit to AAA principal deficiency ledger	0.00
(g)	Interest on AA loan tranches	0.00
(h)	Credit to AA principal deficiency ledger	0.00
(i)	Interest on A loan tranches	0.00
(j)	Credit to A principal deficiency ledger	0.00
(k)	Interest on BBB loan tranches	0.00
(l)	Credit to BBB principal deficiency ledger	0.00
(m)	Swap termination payments	0.00
(n)	Credit to first reserve fund	0.00
(o)	Additiional credit to first reserve fund	0.00
(p)	Credit to liquidity reserve fund	0.00
(q)	Credit to NR principal deficiency ledger	0.00
(r)	Interest on NR loan tranches	0.00
(s)	Excluded Swap Payments (with respect to the Issuer) and other fees under the	0.00
(t)	Payment of Funding 1 Start-up Loan	0.00
(u)	Profit to Funding 1	0.00
(v)	Deferred Consideraation	0.00

FUNDING PRINCIPAL WATERFALL

** To be read in conjunction with rules on pgs 181- 185 of the base prospectus*

(a)	Repayment of AAA loan tranches	0.00
(b)	Credit to Cash Accumulation Ledger	0.00
(c)	Repayment of AA loan tranches	0.00
(d)	Repayment of A loan tranches	0.00
(e)	Repayment of BBB loan tranches	0.00
(f)	Repayment of NR loan tranches	0.00

ISSUER REVENUE WATERFALL

(a)	Issuer Security Trustee Fees	0.00
	Note Trustee Fees	0.00
	Agent bank fees etc.	0.00
(b)	Other third party payments	0.00
(c)	Issuer Cash Manager Fees	0.00
	Issuer Corporate Services Fees	0.00
	Issuer Account Bank Fees	0.00
(d)	Interest on Class A notes	0.00
	(including any payments to issuer swap providers)	0.00
(e)	Interest on Class B notes	0.00
	(including any payments to issuer swap providers)	0.00
(f)	Interest on Class M notes	0.00
	(including any payments to issuer swap providers)	0.00
(g)	Interest on Class C notes	0.00
	(including any payments to issuer swap providers)	0.00
(h)	Interest on Class Z notes	0.00
(i)	Excluded Issuer Swap Payments	0.00
(j)	Issuer profit	0.00

ISSUER PRINCIPAL WATERFALL

(a)	Repayment of Class A Notes	0.00
	(including principal payments to class A swap providers)	0.00
(b)	Repayment of Class B Notes	0.00
	(including principal payments to class A swap providers)	0.00
(c)	Repayment of Class M Notes	0.00
	(including principal payments to class A swap providers)	0.00
(d)	Repayment of Class C Notes	0.00
	(including principal payments to class A swap providers)	0.00
(e)	Repayment of Class Z Notes	0.00

SWAP PAYMENTS

Note	Swap Counterparty	Currency Notional	Receive Reference Rate	Receive Rate	Receive Margin	Received	£ Notional	Pay reference rate	Pay margin	Pay rate	Paid
2012-1 A1	ANTS	500,000,000.00	1M USD LIBOR	0.44%	0.43950%	201,437.50	324,464,344.05	3M GBP LIBOR	-0.075%	0.75%	0.00

COLLATERAL

Note	Collateral Postings	Counterparty

There were no collateral posted during the Reporting Period 01-September-12 to 30-September-12

TRIGGER EVENTS	
Asset	
Amount debited to AAA principal deficiency sub ledger (Funding programme notes outstanding).	None
Non Asset	
Insolvency event occurs in relation to Seller.	None
Seller's role as servicer terminated & new servicer appointed within 60 days.	None
The then current Seller Share is less than the minimum sellers share.	None
An arrears trigger event will occur if:	
(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 issuerdoes 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
Full details of all trigger events can be found within the Holmes Master Issuer plc offering circular	

Notes

1 **Weighted Average Indexed LTV (Halifax HPI)**

These figures have been calculated on a new and improved valuation basis as per the Special Schedule issued along with the February, 2009 report. The latest AVM update was run in Q1 2012

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 having been taken into possession.

4 **CPR**

The splits between scheduled and unscheduled principal receipts for a given month are derived from a forecast of scheduled principal receipts from the earlier month and therefore may not necessarily equal the actual amount of scheduled principal receipts during the period. For a period in which a trust replenishment occurs, a straight-lining method is used to estimate the scheduled principal receipts received on the replenished pool for the remainder of the month.

5 **W**

Savings Balance

6 **X**

4.82% of the aggregate outstanding principal balance of loans

7 **Y**

Flexible drawings set-off risk

8 **Z**

MSA Breach

9 **AA**

Reward Loans Cashbacks

10 **Excess Spread calculation**

Excess spread is calculated by dividing (excess cash available for paymnet below the reserve fund in the reserve waterfall) by (the funding share.)