

IMPORTANT NOTICE

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IMPORTANT: You must read the following before continuing. The following applies to the final terms following this page, and you are therefore advised to read this carefully before reading, accessing or making any other use of the final terms. In accessing the final terms, you agree to be bound by the following terms and conditions, including any modifications to them any time you receive any information from us as a result of such access.

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You are reminded that the final terms delivered with this electronic transmission has been delivered to you on the basis that you are a person into whose possession the final terms may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located and you may not, nor are you authorised to, deliver the final terms to any other person.

The materials relating to the offering do not constitute, and may not be used in connection with, an offer or solicitation in any place where offers or solicitations are not permitted by law. If a jurisdiction requires that the offering be made by a licensed broker or dealer and the managers or any affiliate of the managers is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by the managers or such affiliate on behalf of the issuing entity in such jurisdiction.

These final terms have been delivered to you on the basis that you are a person into whose possession these final terms may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located. By accessing the final terms, you shall be deemed to have confirmed and represented to us that (a) you have understood and agree to the terms set out herein, (b) you consent to delivery of the final terms by electronic transmission, (c) you are either (i) not a U.S. person (within the meaning of Regulation S under the Securities Act) or acting for the account or benefit of a U.S. person and the electronic mail address that you have given to us and to which this e-mail has been delivered is not located in the United States, its territories and possessions (including Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands) or the District of Columbia or (ii) a qualified institutional buyer (as defined in Rule 144A under the Securities Act) (**Qualified Institutional Buyer**) and (d) if you are a person in the United Kingdom, then you are a person who (i) is an investment professional within the meaning of article 19 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the **FPO**) or (ii) is a high net worth entity falling within Article 49(2)(a) to (d) of the FPO (all such persons together being referred to as "relevant persons"). The final terms must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which the final terms relate is available only to relevant persons and will be engaged in only with relevant persons.

The information in these final terms is directed and available only to, if you are a person in Australia, (i) a person who is a sophisticated investor, (ii) a person who is a professional investor or (iii) a person in respect of whom disclosure is not required under Parts 6D.2 or 7.9 of the Corporations Act. These final terms should not be distributed to, and are not intended for, any other person.

The final terms have been sent to you in an electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of electronic transmission and consequently none of Santander UK plc (**Santander UK**), together with its affiliated and associated

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FINAL TERMS DATED 22 MAY 2012

FOSSE MASTER ISSUER PLC

(incorporated with limited liability in England and Wales with registered number 5925693)

Residential Mortgage Backed Note Programme

Issue of Series 2012-1 Notes

Class	Interest rate	Initial principal amount	Issue price	Scheduled redemption dates	Step-Up Date (if applicable)	Maturity date
Class 1A1	One-month USD LIBOR + 0.18 per cent. Floating rate	\$250,000,000	100%	January 2013 and April 2013	Not Applicable	April 2013
Class 2A1	One-month AUD-BBR-BBSW + 2.05 per cent. Floating rate	A\$150,000,000	100%	October 2013 to October 2015	October 2015	October 2054
Class 2A2	Three-month USD LIBOR + 1.40 per cent. Floating rate	\$750,000,000	100%	October 2013 to October 2015	October 2015	October 2054
Class 2A3	Three-month Sterling LIBOR + 1.45 per cent. Floating rate	£300,000,000	100%	October 2013 to October 2015	October 2015	October 2054
Class 2A4	Three-month EURIBOR + 1.10 per cent. Floating rate	€200,000,000	100%	October 2013 to October 2015	October 2015	October 2054
Class 2A5	Three-month JPY LIBOR + 0.70 per cent. Floating rate	¥16,000,000,000	100%	October 2013 to October 2015	October 2015	October 2054
Class 3A1	Three-month USD LIBOR + 1.50 per cent. Floating rate	\$700,000,000	100%	January 2016 to July 2017	July 2017	October 2054
Class 3A2	Three-month Sterling LIBOR + 1.55 per cent. Floating rate	£300,000,000	100%	January 2016 to July 2017	July 2017	October 2054
Class 2B1	Three-month USD LIBOR + 1.95 per cent. Floating rate	\$50,000,000	100%	July 2015 and October 2015	October 2015	October 2054
Class 2B2	Three-month Sterling LIBOR + 2.10 per cent. Floating rate	£200,000,000	100%	July 2015 and October 2015	October 2015	October 2054
Class Z	Three-month Sterling LIBOR + 0.70 per cent. Floating rate	£285,000,000	100%	Not Applicable	Not Applicable	October 2054

Subject to the paragraph below, terms used herein shall be deemed to be defined as such in accordance with the conditions set forth in the prospectus dated 27 April 2012 (the **prospectus**) which constitutes a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the **Prospectus Directive**). Except in respect of the Series 2012-1 Australian notes which are dealt with below, this document constitutes the final terms (the **final terms**) of the notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the prospectus. Full information on the issuer and the offer of the notes is only available on the basis of the combination of these final terms and the prospectus. The prospectus is available for viewing at 35 Great St. Helen's, London EC3A 6AP and copies may be obtained from the registered office of the issuer at 35 Great St. Helen's, London EC3A 6AP.

The term **Australian conditions** refers to those conditions set out under "Terms and Conditions of the Australian Notes" in the information memorandum dated 22 May 2012 (the **Australian information memorandum**) relating to the issuance of the Series 2012-1 Class 2A1 notes (the **Series 2012-1 Australian notes**). Terms used herein in respect of the Series 2012-1 Australian notes shall be deemed to be defined as such in accordance with the Australian conditions. An application has been, or will be, made to the Australian Securities Exchange (the **ASX**) for the Series 2012-1 Australian notes to be admitted to the official list as an ASX Debt Listing. No assurance can be made that the application will be granted. The issuance and settlement of the Series 2012-1 Australian notes is not conditional on the listing of the Series 2012-1 Australian notes on the ASX. This document constitutes the final terms of the Series 2012-1 Australian notes. The provisions of the final terms relating to the Series 2012-1 Australian notes do not constitute part of the final terms for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Australian information memorandum. Full information on the issuer and the offer of the Series 2012-1 Australian notes is only available on the basis of the combination of these final terms and the Australian information memorandum. The Australian information memorandum is available for viewing at the office of the Australian agent at Level 16, 120 Collins Street, Melbourne Victoria 3000, Australia and copies may be obtained from that office of the Australian paying agent.

Arranger for the Series 2012-1 Notes

BARCLAYS

Lead Managers for the Series 2012-1 Class 1A1 Notes, the Series 2012-1 Class 2A2 Notes the Series 2012-1 Class 2A3 Notes, the Series 2012-1 Class 2A4 Notes, the Series 2012-1 Class 2A5 Notes, the Series 2012-1 Class 3A1 Notes and the Series 2012-1 Class 3A2 Notes

BARCLAYS

CITIGROUP

CREDIT SUISSE

J.P. MORGAN

SANTANDER GLOBAL BANKING & MARKETS

Lead Managers for the Series 2012-1 Australian notes

BARCLAYS

MACQUARIE BANK LIMITED (ABN 46 008 583 542)

NATIONAL AUSTRALIA BANK LIMITED (ABN 12 004 044 937)

Lead Managers for the Series 2012-1 Class 2B1 Notes and Series 2012-1 Class 2B2 Notes

BARCLAYS

SANTANDER GLOBAL BANKING & MARKETS

Class:	Class 1A1	Class 2A1	Class 2A2	Class 2A3	Class 2A4	Class 2A5
1. Class:	Class 1A1	Class 2A1	Class 2A2	Class 2A3	Class 2A4	Class 2A5
2. Series Number:	2012-1	2012-1	2012-1	2012-1	2012-1	2012-1
3. Issuer:	Fosse Master Issuer plc	Fosse Master Issuer plc	Fosse Master Issuer plc	Fosse Master Issuer plc	Fosse Master Issuer plc	Fosse Master Issuer plc
4. Specified Currency or Currencies:	USD	AUD	USD	GBP	EUR	JPY
5. Initial Principal Amount:	\$250,000,000	A\$150,000,000	\$750,000,000	£300,000,000	€200,000,000	¥16,000,000,000
6. (a) Issue Price:	100% of the Initial Principal Amount	100% of the Initial Principal Amount	100% of the Initial Principal Amount	100% of the Initial Principal Amount	100% of the Initial Principal Amount	100% of the Initial Principal Amount
(b) Net proceeds:	\$250,000,000	A\$150,000,000	\$750,000,000	£300,000,000	€200,000,000	¥16,000,000,000
7. Required Subordinated Percentage:	9.25%	9.25%	9.25%	9.25%	9.25%	9.25%
8. (a) General Reserve Required Amount:	At least £667,000,000					
(b) Arrears or Step-up Trigger Event:						
▪ item (i) of General Reserve Fund increased amount:	At least £166,750,000					
▪ item (ii) of General Reserve Fund increased amount:	At least £166,750,000					
▪ items (i) and (ii) General Reserve Fund increased amount:	At least £333,500,000					
9. Interest-Only Mortgage Level Test:	"C" for these purposes is 40.73%	"C" for these purposes is 40.73%	"C" for these purposes is 40.73%	"C" for these purposes is 40.73%	"C" for these purposes is 40.73%	"C" for these purposes is 40.73%
10. Ratings (Standard & Poor's Ratings Services, a division of Standard & Poor's Credit Market Services Europe Limited (Standard & Poor's) / Moody's Investors Service Limited (Moody's) / Fitch Ratings Ltd. (Fitch)):	A-1+ (sf) / P-1(sf) / F1+sf	AAA (sf) / Aaa(sf) / AAAsf	AAA (sf) / Aaa(sf) / AAAsf	AAA (sf) / Aaa(sf) / AAAsf	AAA (sf) / Aaa(sf) / AAAsf	AAA (sf) / Aaa(sf) / AAAsf
	Fitch Ratings Ltd. is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended).					
	Moody's Investors Service Limited is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended).					
	Standard & Poor's Credit Market Services Europe Limited is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended). Standard & Poor's Credit Market Services Europe Limited operates under its trading name Standard & Poor's Ratings Services.					
11. Specified Denominations:	\$150,000 and integral multiples of \$1,000 in excess thereof	A\$100,000 and integral multiples of A\$1,000 in excess thereof	\$150,000 and integral multiples of \$1,000 in excess thereof	£100,000 and integral multiples of £1,000 in excess thereof	€100,000 and integral multiples of €1,000 in excess thereof	¥20,000,000 and integral multiples of ¥1,000,000 in excess thereof
	See below and item 38. below.					
	In respect of the Series 2012-1 Australian notes offered in Australia, the minimum subscription amount in respect of an issue or transfer is A\$500,000 (disregarding any amount lent by the offeror, the Issuer or any associated person of the offeror or Issuer)					
12. (a) Closing Date:	23 May 2012	23 May 2012	23 May 2012	23 May 2012	23 May 2012	23 May 2012
(b) Interest Commencement Date:	23 May 2012	23 May 2012	23 May 2012	23 May 2012	23 May 2012	23 May 2012
13. Final Maturity Date:	Interest Payment Date occurring in April 2013	Interest Payment Date occurring in October 2054	Interest Payment Date occurring in October 2054	Interest Payment Date occurring in October 2054	Interest Payment Date occurring in October 2054	Interest Payment Date occurring in October 2054

Class:	Class 1A1	Class 2A1	Class 2A2	Class 2A3	Class 2A4	Class 2A5
14. Interest Basis:	One-Month USD LIBOR Floating Rate	One -Month AUD-BBR-BBSW Floating Rate	Three-Month USD LIBOR Floating Rate or following the occurrence of a Pass-Through Trigger Event, One-Month USD LIBOR Floating Rate	Three-Month Sterling LIBOR Floating Rate or following the occurrence of a Pass-Through Trigger Event, One-Month Sterling LIBOR Floating Rate	Three-Month EURIBOR Floating Rate or following the occurrence of a Pass-Through Trigger Event, One-Month EURIBOR Floating Rate	Three-Month Japanese Yen LIBOR Floating Rate or following the occurrence of a Pass-Through Trigger Event, One-Month Japanese Yen LIBOR Floating Rate
15. Redemption / Payment Basis:	Scheduled Redemption	Scheduled Redemption	Scheduled Redemption	Scheduled Redemption	Scheduled Redemption	Scheduled Redemption
16. Change of Interest Basis or Redemption/ Payment Basis:	Not Applicable	Not Applicable	Applicable – See "Interest Basis" above	Applicable – See "Interest Basis" above	Applicable – See "Interest Basis" above	Applicable – See "Interest Basis" above
17. (a) Listing:	London Stock Exchange's regulated market	Australian Securities Exchange official list	London Stock Exchange's regulated market	London Stock Exchange's regulated market	London Stock Exchange's regulated market	London Stock Exchange's regulated market
(b) Estimate of total expenses related to admission to trading for all classes of Notes:				£26,200		
18. Method of distribution:	Syndicated	Syndicated	Syndicated	Syndicated	Syndicated	Syndicated
PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE						
19. Fixed Rate Note Provisions:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
20. Floating Rate Note Provisions:	Applicable	Applicable	Applicable	Applicable	Applicable	Applicable
(a) Specified Period(s)/ Specified Interest Payment Dates:	The 18th of each month in each year up to and including the Final Maturity Date, commencing on 18 June 2012	The 18th of each month in each year up to and including the Final Maturity Date, commencing on 18 July 2012	The 18th of January, April, July and October in each year, or following the occurrence of a Pass-Through Trigger Event, the 18th of each month in each year, up to and including the Final Maturity Date, commencing on 18 July 2012	The 18th of January, April, July and October in each year, or following the occurrence of a Pass-Through Trigger Event, the 18th of each month in each year, up to and including the Final Maturity Date, commencing on 18 July 2012	The 18th of January, April, July and October in each year, or following the occurrence of a Pass-Through Trigger Event, the 18th of each month in each year, up to and including the Final Maturity Date, commencing on 18 July 2012	The 18th of January, April, July and October in each year, or following the occurrence of a Pass-Through Trigger Event, the 18th of each month in each year, up to and including the Final Maturity Date, commencing on 18 July 2012
(b) Business Day Convention:	Following Business Day Convention	Following Business Day Convention	Following Business Day Convention	Following Business Day Convention	Following Business Day Convention	Following Business Day Convention
(c) Additional Business Centre(s):	None - London, New York and TARGET in accordance with the Conditions	None - London, Sydney, New York and TARGET in accordance with the Australian conditions	None - London, New York and TARGET in accordance with the Conditions	None - London, New York and TARGET in accordance with the Conditions	None - London, New York and TARGET in accordance with the Conditions	Tokyo – and London, New York and TARGET in accordance with the Conditions
(d) Manner in which the Rate of Interest and Interest Amount is to be determined:	Screen Rate Determination	Screen Rate Determination	Screen Rate Determination	Screen Rate Determination	Screen Rate Determination	Screen Rate Determination
(e) Party responsible for calculating the Rate of Interest and Interest Amount (if not the Agent Bank):	Not Applicable	Applicable See item 65. below	Not Applicable	Not Applicable	Not Applicable	Not Applicable
(f) Screen Rate Determination:						

Class:	Class 1A1	Class 2A1	Class 2A2	Class 2A3	Class 2A4	Class 2A5
• Reference Rate:	One-Month USD LIBOR (or, in respect of the first interest period, the linear interpolation of Two-Week and One-Month USD LIBOR)	One-Month AUD-BBR-BBSW (or, in respect of the first interest period, the linear interpolation of One-Month and Two-Month AUD-BBR-BBSW)	Three-Month USD LIBOR (or, in respect of the first interest period, the linear interpolation of One-Month and Two-Month USD LIBOR) or, from the Interest Payment Date following the occurrence of a Pass-Through Trigger Event, One-Month USD LIBOR	Three-Month Sterling LIBOR (or, in respect of the first interest period, the linear interpolation of One-Month and Two-Month Sterling LIBOR) or, from the Interest Payment Date following the occurrence of a Pass-Through Trigger Event, One-Month Sterling LIBOR	Three-Month EURIBOR (or, in respect of the first interest period, the linear interpolation of One-Month and Two-Month EURIBOR) or, from the Interest Payment Date following the occurrence of a Pass-Through Trigger Event, One-Month EURIBOR	Three-Month Japanese Yen LIBOR (or, in respect of the first interest period, the linear interpolation of One-Month and Two-Month Japanese Yen LIBOR) or, from the Interest Payment Date following the occurrence of a Pass-Through Trigger Event, One-Month Japanese Yen LIBOR
• Interest Determination Date(s):	Two London Business Days prior to the start of each Floating Interest Period	First Business Day of each Floating Interest Period	Two London Business Days prior to the start of each Floating Interest Period	First Business Day of each Floating Interest Period	Two TARGET Days prior to the start of each Floating Interest Period	Two London Business Days prior to the start of each Floating Interest Period
• Relevant Screen Page:	Reuters Screen Page LIBOR01	Reuters Screen Page BBSW	Reuters Screen Page LIBOR01	Reuters Screen Page LIBOR01	Reuters Screen Page EURIBOR01	Reuters Screen Page LIBOR01
(g) ISDA Determination	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
• Floating Rate Option:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
• Designated Maturity:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
• Reset Date:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
(h) Margin(s):	+0.18% per annum	+2.05% per annum	+1.40% per annum	+1.45% per annum	+1.10% per annum	+0.70% per annum
(i) Minimum Rate of Interest:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
(j) Maximum Rate of Interest:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
(k) Step-Up Date:	Not Applicable	The Interest Payment Date occurring in October 2015, on which date the Margin shall be replaced with the Step-Up Margin	The Interest Payment Date occurring in October 2015, on which date the Margin shall be replaced with the Step-Up Margin	The Interest Payment Date occurring in October 2015, on which date the Margin shall be replaced with the Step-Up Margin	The Interest Payment Date occurring in October 2015, on which date the Margin shall be replaced with the Step-Up Margin	The Interest Payment Date occurring in October 2015, on which date the Margin shall be replaced with the Step-Up Margin
• Step-Up Margin(s):	Not Applicable	+4.10% per annum	+2.80% per annum	+2.90% per annum	+2.20% per annum	+1.40% per annum
• Step-Up Minimum Rate of Interest:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
• Step-Up Maximum Rate of Interest:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
(l) Day Count Fraction:	Actual/360	Actual/365	Actual/360	Actual/365	Actual/360	Actual/360
(m) Fallback provisions, rounding provisions and any other terms relating to the method of calculating interest on Floating Rate Notes if different from those set out in the Conditions:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
21. Zero Coupon Note Provisions:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable

PROVISIONS RELATING TO REDEMPTION

Class:	Class 1A1	Class 2A1	Class 2A2	Class 2A3	Class 2A4	Class 2A5
22. Details relating to Bullet Redemption Notes:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
23. Details relating to Scheduled Redemption Notes:	Applicable	Applicable	Applicable	Applicable	Applicable	Applicable
(a) Scheduled Redemption Dates:	Interest Payment Dates occurring in January 2013 and April 2013	Interest Payment Dates occurring in October 2013, January 2014, April 2014, July 2014, October 2014, January 2015, April 2015, July 2015 and October 2015	Interest Payment Dates occurring in October 2013, January 2014, April 2014, July 2014, October 2014, January 2015, April 2015, July 2015 and October 2015	Interest Payment Dates occurring in October 2013, January 2014, April 2014, July 2014, October 2014, January 2015, April 2015, July 2015 and October 2015	Interest Payment Dates occurring in October 2013, January 2014, April 2014, July 2014, October 2014, January 2015, April 2015, July 2015 and October 2015	Interest Payment Dates occurring in October 2013, January 2014, April 2014, July 2014, October 2014, January 2015, April 2015, July 2015 and October 2015
(b) Scheduled Redemption Instalments:	January 2013 \$125,000,000 April 2013 \$125,000,000	October 2013 A\$9,815,818 January 2014 A\$9,493,547 April 2014 A\$9,181,857 July 2014 A\$8,880,400 October 2014 A\$8,588,841 January 2015 A\$8,306,854 April 2015 A\$8,034,125 July 2015 A\$777,035 October 2015 A\$86,921,524	October 2013 \$49,079,090 January 2014 \$47,467,735 April 2014 \$45,909,285 July 2014 \$44,402,001 October 2014 \$42,944,204 January 2015 \$41,534,268 April 2015 \$40,170,624 July 2015 \$3,885,175 October 2015 \$434,607,618	October 2013 £19,631,636 January 2014 £18,987,094 April 2014 £18,363,714 July 2014 £17,760,800 October 2014 £17,177,681 January 2015 £16,613,707 April 2015 £16,068,250 July 2015 £1,554,070 October 2015 £173,843,047	October 2013 €13,087,757 January 2014 €12,658,063 April 2014 €12,242,476 July 2014 €11,840,534 October 2014 €11,451,788 January 2015 €11,075,805 April 2015 €10,712,166 July 2015 €1,036,047 October 2015 €115,895,365	October 2013 ¥1,047,020,581 January 2014 ¥1,012,645,022 April 2014 ¥979,398,073 July 2014 ¥947,242,681 October 2014 ¥916,143,009 January 2015 ¥886,064,394 April 2015 ¥856,973,314 July 2015 ¥82,883,735 October 2015 ¥9,271,629,192
24. Details relating to Pass-Through Notes:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
25. (a) Redemption Amount:	Condition 5.7 applies	Australian condition 5.7 applies	Condition 5.7 applies	Condition 5.7 applies	Condition 5.7 applies	Condition 5.7 applies
(b) Optional Redemption Date:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
GENERAL PROVISIONS APPLICABLE TO THE NOTES						
26. (a) Form of Notes:	Rule 144A Global Note registered in the name of a nominee for the Depository Trust Company Reg S Global Note registered in the name of a nominee for a common depository for Euroclear and Clearstream, Luxembourg	See item 63. below	Rule 144A Global Note registered in the name of a nominee for the Depository Trust Company Reg S Global Note registered in the name of a nominee for a common depository for Euroclear and Clearstream, Luxembourg	Rule 144A Global Note registered in the name of a nominee for a common depository for Euroclear and Clearstream, Luxembourg Reg S Global Note registered in the name of a nominee for a common depository for Euroclear and Clearstream, Luxembourg	Rule 144A Global Note registered in the name of a nominee for a common safekeeper for Euroclear and Clearstream, Luxembourg Reg S Global Note registered in the name of a nominee for a common safekeeper for Euroclear and Clearstream, Luxembourg	Rule 144A Global Note registered in the name of a nominee for a common depository for Euroclear and Clearstream, Luxembourg Reg S Global Note registered in the name of a nominee for a common depository for Euroclear and Clearstream, Luxembourg
(b) Intended to be held in a	No	No	No	No	Yes	No

Class:	Class 1A1	Class 2A1	Class 2A2	Class 2A3	Class 2A4	Class 2A5
manner which would allow Eurosystem eligibility:	Note that the designation "yes" simply means that the Class 2A4 Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper, and registered in the name of a nominee of one of the ICSDs acting as common safekeeper, that is, held under the NSS, and does not necessarily mean that the Class 2A4 Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon satisfaction of the Eurosystem eligibility criteria.					
27. Additional Financial Centre(s) or other special provisions relating to Interest Payment Dates:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Tokyo
28. Issuer Swap Provider(s):	Abbey National Treasury Services plc	National Australia Bank Limited	Abbey National Treasury Services plc	Not Applicable	Abbey National Treasury Services plc	National Australia Bank Limited
29. Specified currency exchange rate (Sterling/ specified currency):	£1.00/\$1.6040	£1.00/A\$1.6050	£1.00/\$1.5960	Not Applicable	€1.00/£0.799	£1.00/¥128.05
30. Redenomination applicable:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
31. ERISA Eligibility:	Yes, subject to the considerations in "ERISA considerations" in the prospectus.	Not Applicable	Yes, subject to the considerations in "ERISA considerations" in the prospectus.	Yes, subject to the considerations in "ERISA considerations" in the prospectus.	Yes, subject to the considerations in "ERISA considerations" in the prospectus.	Yes, subject to the considerations in "ERISA considerations" in the prospectus.
32. US Taxation:	Debt for United States federal income tax purposes, subject to the considerations contained in "United States federal income taxation" in the prospectus	Not Applicable	Debt for United States federal income tax purposes, subject to the considerations contained in "United States federal income taxation" in the prospectus	Debt for United States federal income tax purposes, subject to the considerations contained in "United States federal income taxation" in the prospectus	Debt for United States federal income tax purposes, subject to the considerations contained in "United States federal income taxation" in the prospectus	Debt for United States federal income tax purposes, subject to the considerations contained in "United States federal income taxation" in the prospectus
33. Money Market Notes (2a-7):	Yes	No	No	No	No	No
34. Do the Notes have the benefit of remarketing arrangements:	No	No	No	No	No	No
35. Other final terms:	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, then on or immediately following the relevant sale date, the seller will ensure that it (i) retains a material net economic interest in the securitisation of not less than 5 per cent. as contemplated by Article 122a of Directive 2006/48/EC (as amended) (as such Article is at the time implemented by the rules and guidance of the Financial Services Authority or any successor regulatory authority (the relevant rules)) and (ii) discloses 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 as contemplated by the relevant rules, provided that the seller would only be required to do so to the extent that the retention and disclosure requirements under the relevant rules remain in effect at the time of the relevant sale date.					

Class:	Class 1A1	Class 2A1	Class 2A2	Class 2A3	Class 2A4	Class 2A5
DISTRIBUTION						
36. (a) If syndicated, names of Dealers and Managers:	Banco Santander, S.A., Barclays Bank PLC, Citigroup Global Markets Limited, Credit Suisse Securities (Europe) Limited and J.P. Morgan Securities Ltd.	Barclays Bank PLC, Macquarie Bank Limited and National Australia Bank Limited	Banco Santander, S.A., Barclays Bank PLC, Citigroup Global Markets Limited, Credit Suisse Securities (Europe) Limited and J.P. Morgan Securities Ltd.	Banco Santander, S.A., Barclays Bank PLC, Citigroup Global Markets Limited, Credit Suisse Securities (Europe) Limited and J.P. Morgan Securities Ltd.	Banco Santander, S.A., Barclays Bank PLC, Citigroup Global Markets Limited, Credit Suisse Securities (Europe) Limited and J.P. Morgan Securities Ltd.	Banco Santander, S.A., Barclays Bank PLC, Citigroup Global Markets Limited, Credit Suisse Securities (Europe) Limited and J.P. Morgan Securities Ltd.
	Rule 144A Notes will be offered and sold in the United States by the respective registered broker-dealer selling agent or affiliate of each Dealer in compliance with the Exchange Act		Rule 144A Notes will be offered and sold in the United States by the respective registered broker-dealer selling agent or affiliate of each Dealer in compliance with the Exchange Act	Rule 144A Notes will be offered and sold in the United States by the respective registered broker-dealer selling agent or affiliate of each Dealer in compliance with the Exchange Act	Rule 144A Notes will be offered and sold in the United States by the respective registered broker-dealer selling agent or affiliate of each Dealer in compliance with the Exchange Act	Rule 144A Notes will be offered and sold in the United States by the respective registered broker-dealer selling agent or affiliate of each Dealer in compliance with the Exchange Act
(b) Stabilising Manager (if any):	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
37. If non-syndicated, name of relevant Dealer and Manager:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
38. Additional selling restrictions:	Rule 144A, Regulation S and see below	Regulation S and see below	Rule 144A, Regulation S and see below	Rule 144A, Regulation S and see below	Rule 144A, Regulation S and see below	Rule 144A, Regulation S and see below

In respect of the Series 2012-1 Australian notes only:

No prospectus or other disclosure document (as defined in the Corporations Act 2001 of Australia (**Corporations Act**)) in relation to the programme or any Notes has been or will be lodged with the Australian Securities and Investments Commission (**ASIC**). Each dealer has represented and agreed and each further dealer appointed under the programme will be required to represent and agree that it:

(a) has not (directly or indirectly) offered, and will not offer for issue or sale and has not invited, and will not invite, applications for issue, or offers to purchase, the Series 2012-1 Australian notes in, to or from Australia (including an offer or invitation which is received by a person in Australia); and

(b) has not distributed or published, and will not distribute or publish, any information memorandum, advertisement or other offering material relating to the Notes in Australia,

unless (1) the aggregate consideration payable by each offeree or invitee in Australia (including any person who receives an offer or invitation or offering materials in Australia) is at least A\$ 500,000 (or its equivalent in other currencies, disregarding moneys lent by the offeror or its associates) or the offer or invitation otherwise does not require disclosure to investors in accordance with Part 6D.2 or Chapter 7 of the Corporations Act, (2) such action complies with all applicable laws, regulations and directives in Australia (including without limitation, the licensing requirements set out in Chapter 7 of the Corporations Act), (3) such action does not require any document to be lodged with ASIC, and (4) the offer or invitation is not made to a person who is a "retail client" within the meaning of section 761G of the Corporations Act.

For the purposes of this selling restriction, the Series 2012-1 Australian notes include interests or rights in the Series 2012-1 Australian notes held in the Austraclear System or any other clearing system.

The Series 2012-1 Australian notes may also be offered in jurisdictions outside Australia. Any such offers must be subject to the restrictions on offer or sales of Series 2012-1 Australian notes, or on the distribution of any offering materials in relation to the Series 2012-1 Australian notes, described in the prospectus, the Australian information memorandum, these Final Terms and the applicable laws and directives of such jurisdiction.

Class: **Class 1A1** **Class 2A1** **Class 2A2** **Class 2A3** **Class 2A4** **Class 2A5**

In respect of all Series 2012-1 Notes:

Japan

The Notes have not been and will not be registered under the Financial Instruments and Exchange Law of Japan (Law No.25 of 1948, as amended, the **FIEA**). Where applicable, each dealer has represented, warranted and agreed, and each further dealer appointed under the subscription agreement or the purchase agreement (as applicable) will be required to represent, warrant and agree, that it has not offered or sold and will not offer or sell any Notes, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organised under the laws of Japan and as defined under Item 5, Paragraph 1, Article 6 of the Foreign Exchange and Foreign Trade Control Law (Law No. 228 of 1949, as amended)) or to others for re-offering or resale, directly or indirectly, in Japan or to or for the benefit of, any resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the FIEA and any other applicable laws, regulations and ministerial guidelines of Japan.

OPERATIONAL INFORMATION							
39.	Any clearing system(s) other than DTC, Euroclear or Clearstream Luxembourg and the relevant identification numbers:	Not Applicable	Applicable See item 64. below	Not Applicable	Not Applicable	Not Applicable	Not Applicable
40.	Delivery:	Delivery against payment	Delivery free of payment	Delivery against payment	Delivery against payment	Delivery against payment	Delivery free of payment
41.	Names and addresses of additional Paying Agent(s) (if any):	Not Applicable	Applicable See item 65. below	Not Applicable	Not Applicable	Not Applicable	Not Applicable
42.	ISIN:	Reg S: XS0785596163 Rule 144A: US34988WAV63	Reg S: AU0000FOBHA4	Reg S: XS0784926353 Rule 144A: US34988WAL81	Reg S: XS0784926437 Rule 144A: XS0785326538	Reg S: XS0784926510 Rule 144A: XS0785327858	Reg S: XS0784928300 Rule 144A: XS0785328153
43.	Common Code:	Reg S: 078559616 Rule 144A: 078517441	Reg S: 078554126	Reg S: 078492635 Rule 144A: 078517344	Reg S: 078492643 Rule 144A: 078532653	Reg S: 078492651 Rule 144A: 078532785	Reg S: 078492830 Rule 144A: 078532815
44.	CUSIP:	34988WAV6	Not Applicable	34988WAL8	Not Applicable	Not Applicable	Not Applicable
LOAN TRANCHE INFORMATION							
45.	Borrower:	Fosse Funding (No. 1) Limited	Fosse Funding (No. 1) Limited	Fosse Funding (No. 1) Limited	Fosse Funding (No. 1) Limited	Fosse Funding (No. 1) Limited	Fosse Funding (No. 1) Limited
46.	Lender:	Fosse Master Issuer plc	Fosse Master Issuer plc	Fosse Master Issuer plc	Fosse Master Issuer plc	Fosse Master Issuer plc	Fosse Master Issuer plc
47.	Tier of Loan Tranche:	AAA Loan Tranche	AAA Loan Tranche	AAA Loan Tranche	AAA Loan Tranche	AAA Loan Tranche	AAA Loan Tranche
48.	Series Number:	Series 2012-1	Series 2012-1	Series 2012-1	Series 2012-1	Series 2012-1	Series 2012-1
49.	Redemption/Payment Basis:	Scheduled Amortisation Loan Tranche	Scheduled Amortisation Loan Tranche	Scheduled Amortisation Loan Tranche	Scheduled Amortisation Loan Tranche	Scheduled Amortisation Loan Tranche	Scheduled Amortisation Loan Tranche
50.	Change of Redemption/Payment Basis:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
51.	Initial Principal Amount:	£155,860,349	£93,457,944	£469,924,812	£300,000,000	£159,800,000	£124,951,191
(a)	Closing Date:	23 May 2012	23 May 2012	23 May 2012	23 May 2012	23 May 2012	23 May 2012
(b)	Loan Tranche Interest Commencement Date:	23 May 2012	23 May 2012	23 May 2012	23 May 2012	23 May 2012	23 May 2012

Class:	Class 1A1	Class 2A1	Class 2A2	Class 2A3	Class 2A4	Class 2A5
(c) Loan Tranche Interest Reset Dates:	The Funding 1 Interest Payment Dates occurring quarterly, commencing with the Funding 1 Interest Payment Date occurring in July 2012 provided no Pass-Through Trigger Event has occurred and thereafter each Funding 1 Interest Payment Date occurring monthly	The Funding 1 Interest Payment Dates occurring quarterly, commencing with the Funding 1 Interest Payment Date occurring in July 2012 provided no Pass-Through Trigger Event has occurred and thereafter each Funding 1 Interest Payment Date occurring monthly	The Funding 1 Interest Payment Dates occurring quarterly, commencing with the Funding 1 Interest Payment Date occurring in July 2012 provided no Pass-Through Trigger Event has occurred and thereafter each Funding 1 Interest Payment Date occurring monthly	The Funding 1 Interest Payment Dates occurring quarterly, commencing with the Funding 1 Interest Payment Date occurring in July 2012 provided no Pass-Through Trigger Event has occurred and thereafter each Funding 1 Interest Payment Date occurring monthly	The Funding 1 Interest Payment Dates occurring quarterly, commencing with the Funding 1 Interest Payment Date occurring in July 2012 provided no Pass-Through Trigger Event has occurred and thereafter each Funding 1 Interest Payment Date occurring monthly	The Funding 1 Interest Payment Dates occurring quarterly, commencing with the Funding 1 Interest Payment Date occurring in July 2012 provided no Pass-Through Trigger Event has occurred and thereafter each Funding 1 Interest Payment Date occurring monthly
52. Funding 1 Interest Payment Dates:	The 18th of January, April, July and October in each year, or following the occurrence of a Pass-Through Trigger Event, the 18th of each month in each year (or, in each case, if such day is not a Business Day, the next succeeding Business Day), up to and including the Final Maturity Date, commencing on 18 July 2012	The 18th of January, April, July and October in each year, or following the occurrence of a Pass-Through Trigger Event, the 18th of each month in each year (or, in each case, if such day is not a Business Day, the next succeeding Business Day), up to and including the Final Maturity Date, commencing on 18 July 2012	The 18th of January, April, July and October in each year, or following the occurrence of a Pass-Through Trigger Event, the 18th of each month in each year (or, in each case, if such day is not a Business Day, the next succeeding Business Day), up to and including the Final Maturity Date, commencing on 18 July 2012	The 18th of January, April, July and October in each year, or following the occurrence of a Pass-Through Trigger Event, the 18th of each month in each year (or, in each case, if such day is not a Business Day, the next succeeding Business Day), up to and including the Final Maturity Date, commencing on 18 July 2012	The 18th of January, April, July and October in each year, or following the occurrence of a Pass-Through Trigger Event, the 18th of each month in each year (or, in each case, if such day is not a Business Day, the next succeeding Business Day), up to and including the Final Maturity Date, commencing on 18 July 2012	The 18th of January, April, July and October in each year, or following the occurrence of a Pass-Through Trigger Event, the 18th of each month in each year (or, in each case, if such day is not a Business Day, the next succeeding Business Day), up to and including the Final Maturity Date, commencing on 18 July 2012
53. Initial Loan Tranche Margin:	-0.2525% per annum	+1.62% per annum	+1.2545% per annum	+1.45% per annum	+1.62% per annum	+1.5225% per annum
54. Step-Up Date (if any):	Not Applicable	The Funding 1 Interest Payment Date occurring in October 2015, on which date the Initial Loan Tranche Margin shall be replaced with the Stepped-up Loan Tranche Margin	The Funding 1 Interest Payment Date occurring in October 2015, on which date the Initial Loan Tranche Margin shall be replaced with the Stepped-up Loan Tranche Margin	The Funding 1 Interest Payment Date occurring in October 2015, on which date the Initial Loan Tranche Margin shall be replaced with the Stepped-up Loan Tranche Margin	The Funding 1 Interest Payment Date occurring in October 2015, on which date the Initial Loan Tranche Margin shall be replaced with the Stepped-up Loan Tranche Margin	The Funding 1 Interest Payment Date occurring in October 2015, on which date the Initial Loan Tranche Margin shall be replaced with the Stepped-up Loan Tranche Margin
55. Stepped-up Loan Tranche Margin:	Not Applicable	+3.24% per annum	+2.5090% per annum	+2.90% per annum	+3.24% per annum	+3.0450% per annum
56. Details relating to Bullet Loan Tranches:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
57. Details relating to Scheduled Amortisation Loan Tranches:	Applicable	Applicable	Applicable	Applicable	Applicable	Applicable
(a) Scheduled Repayment Dates:	The Funding 1 Interest Payment Dates occurring in January 2013 and April 2013	The Funding 1 Interest Payment Dates occurring in October 2013, January 2014, April 2014, July 2014, October 2014, January 2015, April 2015, July 2015 and October 2015	The Funding 1 Interest Payment Dates occurring in October 2013, January 2014, April 2014, July 2014, October 2014, January 2015, April 2015, July 2015 and October 2015	The Funding 1 Interest Payment Dates occurring in October 2013, January 2014, April 2014, July 2014, October 2014, January 2015, April 2015, July 2015 and October 2015	The Funding 1 Interest Payment Dates occurring in October 2013, January 2014, April 2014, July 2014, October 2014, January 2015, April 2015, July 2015 and October 2015	The Funding 1 Interest Payment Dates occurring in October 2013, January 2014, April 2014, July 2014, October 2014, January 2015, April 2015, July 2015 and October 2015

Class:	Class 1A1	Class 2A1	Class 2A2	Class 2A3	Class 2A4	Class 2A5
(b) Repayment Amounts:	January 2013 £77,930,175	October 2013 £6,115,774	October 2013 £30,751,309	October 2013 £19,631,636	October 2013 £10,457,118	October 2013 £8,176,654
	April 2013 £77,930,175	January 2014 £5,914,983	January 2014 £29,741,689	January 2014 £18,987,094	January 2014 £10,113,792	January 2014 £7,908,200
		April 2014 £5,720,783	April 2014 £28,765,216	April 2014 £18,363,714	April 2014 £9,781,738	April 2014 £7,648,560
		July 2014 £5,532,960	July 2014 £27,820,802	July 2014 £17,760,800	July 2014 £9,460,586	July 2014 £7,397,444
		October 2014 £5,351,303	October 2014 £26,907,396	October 2014 £17,177,681	October 2014 £9,149,978	October 2014 £7,154,572
		January 2015 £5,175,610	January 2015 £26,023,978	January 2015 £16,613,707	January 2015 £8,849,568	January 2015 £6,919,675
		April 2015 £5,005,685	April 2015 £25,169,564	April 2015 £16,068,250	April 2015 £8,559,021	April 2015 £6,692,490
		July 2015 £484,134	July 2015 £2,434,320	July 2015 £1,554,070	July 2015 £827,801	July 2015 £647,276
		October 2015 £54,156,713	October 2015 £272,310,538	October 2015 £173,843,047	October 2015 £92,600,397	October 2015 £72,406,319
(c) Relevant Accumulation Amounts:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
58. Details relating to Pass-Through Loan Tranches:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
59. Final Repayment Date:	The Funding 1 Interest Payment Date occurring in April 2013	The Funding 1 Interest Payment Date occurring in October 2054	The Funding 1 Interest Payment Date occurring in October 2054	The Funding 1 Interest Payment Date occurring in October 2054	The Funding 1 Interest Payment Date occurring in October 2054	The Funding 1 Interest Payment Date occurring in October 2054
60. Loan Tranche Payment Dates:	Each Funding 1 Interest Payment Date corresponding to a Scheduled Repayment Date	Each Funding 1 Interest Payment Date corresponding to a Scheduled Repayment Date and, following the occurrence of the Step-Up Date, each Funding 1 Interest Payment Date thereafter	Each Funding 1 Interest Payment Date corresponding to a Scheduled Repayment Date and, following the occurrence of the Step-Up Date, each Funding 1 Interest Payment Date thereafter	Each Funding 1 Interest Payment Date corresponding to a Scheduled Repayment Date and, following the occurrence of the Step-Up Date, each Funding 1 Interest Payment Date thereafter	Each Funding 1 Interest Payment Date corresponding to a Scheduled Repayment Date and, following the occurrence of the Step-Up Date, each Funding 1 Interest Payment Date thereafter	Each Funding 1 Interest Payment Date corresponding to a Scheduled Repayment Date and, following the occurrence of the Step-Up Date, each Funding 1 Interest Payment Date thereafter
61. Other terms and special conditions:	Not Applicable	Applicable See items 62. to 67. (inclusive) below	Not Applicable	Not Applicable	Not Applicable	Not Applicable
PROVISIONS RELATING TO OTHER LISTED NOTES AND/OR FOREIGN NOTES						
62. Governing law:	Not Applicable	The law of the Australian state of New South Wales	Not Applicable	Not Applicable	Not Applicable	Not Applicable
63. Form of notes:	Not Applicable	Registered, uncertificated and not serially numbered (see Australian condition 1.1)	Not Applicable	Not Applicable	Not Applicable	Not Applicable
64. Clearing of notes:	Not Applicable	Austraclear System	Not Applicable	Not Applicable	Not Applicable	Not Applicable

Class:	Class 1A1	Class 2A1	Class 2A2	Class 2A3	Class 2A4	Class 2A5
65. Paying agent:	Not Applicable	Citigroup Pty Limited as Australian paying agent and calculation agent (among other agent roles)	Not Applicable	Not Applicable	Not Applicable	Not Applicable
66. Serial Number:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
67. Other terms and conditions:	Not Applicable	Australian conditions apply BNY Trust Company of Australia Limited (ABN 49 050 294 052) has been appointed to act as the note trustee in respect of the Series 2012-1 Australian notes	Not Applicable	Not Applicable	Not Applicable	Not Applicable

Class:	Class 3A1	Class 3A2	Class 2B1	Class 2B2	Class Z
1. Class:	Class 3A1	Class 3A2	Class 2B1	Class 2B2	Class Z
2. Series Number:	2012-1	2012-1	2012-1	2012-1	2012-1
3. Issuer:	Fosse Master Issuer plc	Fosse Master Issuer plc	Fosse Master Issuer plc	Fosse Master Issuer plc	Fosse Master Issuer plc
4. Specified Currency or Currencies:	USD	GBP	USD	GBP	GBP
5. Initial Principal Amount:	\$700,000,000	£300,000,000	\$50,000,000	£200,000,000	£285,000,000
6. (a) Issue Price:	100% of the Initial Principal Amount	100% of the Initial Principal Amount	100% of the Initial Principal Amount	100% of the Initial Principal Amount	100% of the Initial Principal Amount
(b) Net proceeds:	\$700,000,000	£300,000,000	\$50,000,000	£200,000,000	£285,000,000
7. Required Subordinated Percentage:	9.25%	9.25%	5.95%	5.95%	Not Applicable
8. (a) General Reserve Required Amount:			At least £667,000,000		
(b) Arrears or Step-up Trigger Event:					
▪ item (i) of General Reserve Fund increased amount:			At least £166,750,000		
▪ item (ii) of General Reserve Fund increased amount:			At least £166,750,000		
▪ items (i) and (ii) General Reserve Fund increased amount:			At least £333,500,000		
9. Interest-Only Mortgage Level Test:	"C" for these purposes is 40.73%	"C" for these purposes is 40.73%	"C" for these purposes is 40.73%	"C" for these purposes is 40.73%	"C" for these purposes is 40.73%
10. Ratings (Standard & Poor's Ratings Services, a division of Standard & Poor's Credit Market Services Europe Limited (Standard & Poor's) / Moody's Investors Service Limited (Moody's) / Fitch Ratings Ltd. (Fitch)):	AAA (sf) / Aaa(sf) / AAAsf	AAA (sf) / Aaa(sf) / AAAsf	AA (sf) / Aa3(sf) / AAsf	AA (sf) / Aa3(sf) / AAsf	Not Applicable
	Fitch Ratings Ltd. is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended).				
	Moody's Investors Service Limited is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended).				
	Standard & Poor's Credit Market Services Europe Limited is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended). Standard & Poor's Credit Market Services Europe Limited operates under its trading name Standard & Poor's Ratings Services.				
11. Specified Denominations:	\$150,000 and integral multiples of \$1,000 in excess thereof	£100,000 and integral multiples of £1,000 in excess thereof	\$150,000 and integral multiples of \$1,000 in excess thereof	£100,000 and integral multiples of £1,000 in excess thereof	£100,000 and integral multiples of £1,000 in excess thereof
12. (a) Closing Date:	23 May 2012	23 May 2012	23 May 2012	23 May 2012	23 May 2012
(b) Interest Commencement Date:	23 May 2012	23 May 2012	23 May 2012	23 May 2012	23 May 2012
13. Final Maturity Date:	Interest Payment Date occurring in October 2054	Interest Payment Date occurring in October 2054	Interest Payment Date occurring in October 2054	Interest Payment Date occurring in October 2054	Interest Payment Date occurring in October 2054

Class:	Class 3A1	Class 3A2	Class 2B1	Class 2B2	Class Z
14. Interest Basis:	Three-Month USD LIBOR Floating Rate or following the occurrence of a Pass-Through Trigger Event, One-Month USD LIBOR Floating Rate	Three-Month Sterling LIBOR Floating Rate or following the occurrence of a Pass-Through Trigger Event, One-Month Sterling LIBOR Floating Rate	Three-Month USD LIBOR Floating Rate or following the occurrence of a Pass-Through Trigger Event, One-Month USD LIBOR Floating Rate	Three-Month Sterling LIBOR Floating Rate or following the occurrence of a Pass-Through Trigger Event, One-Month Sterling LIBOR Floating Rate	Three-Month Sterling LIBOR Floating Rate or following the occurrence of a Pass-Through Trigger Event, One-Month Sterling LIBOR Floating Rate
15. Redemption / Payment Basis:	Scheduled Redemption	Scheduled Redemption	Scheduled Redemption	Scheduled Redemption	Pass Through
16. Change of Interest Basis or Redemption/ Payment Basis:	Applicable – See "Interest Basis" above	Applicable – See "Interest Basis" above	Applicable – See "Interest Basis" above	Applicable – See "Interest Basis" above	Applicable – See "Interest Basis" above
17. (a) Listing:	London Stock Exchange's regulated market	London Stock Exchange's regulated market	London Stock Exchange's regulated market	London Stock Exchange's regulated market	London Stock Exchange's regulated market
(b) Estimate of total expenses related to admission to trading for all classes of Notes:			£26,200		
18. Method of distribution:	Syndicated	Syndicated	Syndicated	Syndicated	Non syndicated
PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE					
19. Fixed Rate Note Provisions:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
20. Floating Rate Note Provisions:	Applicable	Applicable	Applicable	Applicable	Applicable
(a) Specified Period(s)/ Specified Interest Payment Dates:	The 18th of January, April, July and October in each year, or following the occurrence of a Pass-Through Trigger Event, the 18th of each month in each year, up to and including the Final Maturity Date, commencing on 18 July 2012	The 18th of January, April, July and October in each year, or following the occurrence of a Pass-Through Trigger Event, the 18th of each month in each year, up to and including the Final Maturity Date, commencing on 18 July 2012	The 18th of January, April, July and October in each year, or following the occurrence of a Pass-Through Trigger Event, the 18th of each month in each year, up to and including the Final Maturity Date, commencing on 18 July 2012	The 18th of January, April, July and October in each year, or following the occurrence of a Pass-Through Trigger Event, the 18th of each month in each year, up to and including the Final Maturity Date, commencing on 18 July 2012	The 18th of January, April, July and October in each year, or following the occurrence of a Pass-Through Trigger Event, the 18th of each month in each year, up to and including the Final Maturity Date, commencing on 18 July 2012
(b) Business Day Convention:	Following Business Day Convention	Following Business Day Convention	Following Business Day Convention	Following Business Day Convention	Following Business Day Convention
(c) Additional Business Centre(s):	None - London, New York and TARGET in accordance with the Conditions	None - London, New York and TARGET in accordance with the Conditions	None - London, New York and TARGET in accordance with the Conditions	None - London, New York and TARGET in accordance with the Conditions	None - London, New York and TARGET in accordance with the Conditions
(d) Manner in which the Rate of Interest and Interest Amount is to be determined:	Screen Rate Determination	Screen Rate Determination	Screen Rate Determination	Screen Rate Determination	Screen Rate Determination
(e) Party responsible for calculating the Rate of Interest and Interest Amount (if not the Agent Bank):	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
(f) Screen Rate Determination:					

Class:	Class 3A1	Class 3A2	Class 2B1	Class 2B2	Class Z
• Reference Rate:	Three-Month USD LIBOR (or, in respect of the first interest period, the linear interpolation of One-Month and Two-Month USD LIBOR) or, from the Interest Payment Date following the occurrence of a Pass-Through Trigger Event, One-Month USD LIBOR	Three-Month Sterling LIBOR (or, in respect of the first interest period, the linear interpolation of One-Month and Two-Month Sterling LIBOR) or, from the Interest Payment Date following the occurrence of a Pass-Through Trigger Event, One-Month Sterling LIBOR	Three-Month USD LIBOR (or, in respect of the first interest period, the linear interpolation of One-Month and Two-Month USD LIBOR) or, from the Interest Payment Date following the occurrence of a Pass-Through Trigger Event, One-Month USD LIBOR	Three-Month Sterling LIBOR (or, in respect of the first interest period, the linear interpolation of One-Month and Two-Month Sterling LIBOR) or, from the Interest Payment Date following the occurrence of a Pass-Through Trigger Event, One-Month Sterling LIBOR	Three-Month Sterling LIBOR (or, in respect of the first interest period, the linear interpolation of One-Month and Two-Month Sterling LIBOR) or, from the Interest Payment Date following the occurrence of a Pass-Through Trigger Event, One-Month Sterling LIBOR
• Interest Determination Date(s):	Two London Business Days prior to the start of each Floating Interest Period	First Business Day of each Floating Interest Period	Two London Business Days prior to the start of each Floating Interest Period	First Business Day of each Floating Interest Period	First Business Day of each Floating Interest Period
• Relevant Screen Page:	Reuters Screen Page LIBOR01	Reuters Screen Page LIBOR01	Reuters Screen Page LIBOR01	Reuters Screen Page LIBOR01	Reuters Screen Page LIBOR01
(g) ISDA Determination	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
• Floating Rate Option:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
• Designated Maturity:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
• Reset Date:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
(h) Margin(s):	+1.50% per annum	+1.55% per annum	+1.95% per annum	+2.10% per annum	+0.70% per annum
(i) Minimum Rate of Interest:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
(j) Maximum Rate of Interest:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
(k) Step-Up Date:	The Interest Payment Date occurring in July 2017, on which date the Margin shall be replaced with the Step-Up Margin	The Interest Payment Date occurring in July 2017, on which date the Margin shall be replaced with the Step-Up Margin	The Interest Payment Date occurring in October 2015, on which date the Margin shall be replaced with the Step-Up Margin	The Interest Payment Date occurring in October 2015, on which date the Margin shall be replaced with the Step-Up Margin	Not Applicable
• Step-Up Margin(s):	+3.00% per annum	+3.10% per annum	+3.90% per annum	+4.20% per annum	Not Applicable
• Step-Up Minimum Rate of Interest:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
• Step-Up Maximum Rate of Interest:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
(l) Day Count Fraction:	Actual/360	Actual/365	Actual/360	Actual/365	Actual/365
(m) Fallback provisions, rounding provisions and any other terms relating to the method of calculating interest on Floating Rate Notes if different from those set out in the Conditions:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
21. Zero Coupon Note Provisions:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
PROVISIONS RELATING TO REDEMPTION					
22. Details relating to Bullet Redemption Notes:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable

Class:	Class 3A1	Class 3A2	Class 2B1	Class 2B2	Class Z
23. Details relating to Scheduled Redemption Notes:	Applicable	Applicable	Applicable	Applicable	Not Applicable
(a) Scheduled Redemption Dates:	Interest Payment Dates occurring in January 2016, April 2016, July 2016, October 2016, January 2017, April 2017 and July 2017	Interest Payment Dates occurring in January 2016, April 2016, July 2016, October 2016, January 2017, April 2017 and July 2017	Interest Payment Dates occurring in July 2015 and October 2015	Interest Payment Dates occurring in July 2015 and October 2015	Not Applicable
(b) Scheduled Redemption Instalments:	January 2016 \$21,000,000 April 2016 \$33,957,952 July 2016 \$26,133,229 October 2016 \$25,275,228 January 2017 \$24,445,397 April 2017 \$23,642,811 July 2017 \$545,545,382	January 2016 £9,000,000 April 2016 £14,553,408 July 2016 £11,199,955 October 2016 £10,832,241 January 2017 £10,476,599 April 2017 £10,132,633 July 2017 £233,805,164	July 2015 \$13,165,577 October 2015 \$36,834,423	July 2015 £52,662,309 October 2015 £147,337,691	Not Applicable
24. Details relating to Pass-Through Notes:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Applicable The Series 2012-1 Class Z Notes will become due and payable in an amount up to £180,668,852 on and following the Interest Payment Date falling in October 2015 and due and payable in full on and following the Interest Payment Date in July 2017
25. (a) Redemption Amount:	Condition 5.7 applies	Condition 5.7 applies	Condition 5.7 applies	Condition 5.7 applies	Condition 5.7 applies
(b) Optional Redemption Date:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

26. (a) Form of Notes:	Rule 144A Global Note registered in the name of a nominee for the Depository Trust Company Reg S Global Note registered in the name of a nominee for a common depository for Euroclear and Clearstream, Luxembourg	Rule 144A Global Note registered in the name of a nominee for a common depository for Euroclear and Clearstream, Luxembourg Reg S Global Note registered in the name of a nominee for a common depository for Euroclear and Clearstream, Luxembourg	Rule 144A Global Note registered in the name of a nominee for the Depository Trust Company Reg S Global Note registered in the name of a nominee for a common depository for Euroclear and Clearstream, Luxembourg	Rule 144A Global Note registered in the name of a nominee for a common depository for Euroclear and Clearstream, Luxembourg Reg S Global Note registered in the name of a nominee for a common depository for Euroclear and Clearstream, Luxembourg	Reg S Global Note registered in the name of a nominee for a common depository for Euroclear and Clearstream, Luxembourg
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Class:	Class 3A1	Class 3A2	Class 2B1	Class 2B2	Class Z
(b) Intended to be held in a manner which would allow Eurosystem eligibility:	No	No	No	No	No
27. Additional Financial Centre(s) or other special provisions relating to Interest Payment Dates:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
28. Issuer Swap Provider(s):	Abbey National Treasury Services plc	Not Applicable	Abbey National Treasury Services plc	Not Applicable	Not Applicable
29. Specified currency exchange rate (Sterling/ specified currency):	£1.00/\$1.5917	Not Applicable	£1.00/\$1.5935	Not Applicable	Not Applicable
30. Redenomination applicable:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
31. ERISA Eligibility:	Yes, subject to the considerations in "ERISA considerations" in the prospectus.	Yes, subject to the considerations in "ERISA considerations" in the prospectus.	Yes, subject to the considerations in "ERISA considerations" in the prospectus.	Yes, subject to the considerations in "ERISA considerations" in the prospectus.	Not Applicable
32. US Taxation:	Debt for United States federal income tax purposes, subject to the considerations contained in "United States federal income taxation" in the prospectus	Debt for United States federal income tax purposes, subject to the considerations contained in "United States federal income taxation" in the prospectus	Debt for United States federal income tax purposes, subject to the considerations contained in "United States federal income taxation" in the prospectus	Debt for United States federal income tax purposes, subject to the considerations contained in "United States federal income taxation" in the prospectus	Not Applicable
33. Money Market Notes (2a-7):	No	No	No	No	No
34. Do the Notes have the benefit of remarketing arrangements:	No	No	No	No	No
35. Other final terms:	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, then on or immediately following the relevant sale date, the seller will ensure that it (i) retains a material net economic interest in the securitisation of not less than 5 per cent. as contemplated by Article 122a of Directive 2006/48/EC (as amended) (as such Article is at the time implemented by the rules and guidance of the Financial Services Authority or any successor regulatory authority (the relevant rules)) and (ii) discloses 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 as contemplated by the relevant rules, provided that the seller would only be required to do so to the extent that the retention and disclosure requirements under the relevant rules remain in effect at the time of the relevant sale date.				

Class:	Class 3A1	Class 3A2	Class 2B1	Class 2B2	Class Z
DISTRIBUTION					
36. (a) If syndicated, names of Dealers and Managers:	Banco Santander, S.A., Barclays Bank PLC, Citigroup Global Markets Limited, Credit Suisse Securities (Europe) Limited and J.P. Morgan Securities Ltd. Rule 144A Notes will be offered and sold in the United States by the respective registered broker-dealer selling agent or affiliate of each Dealer in compliance with the Exchange Act	Banco Santander, S.A., Barclays Bank PLC, Citigroup Global Markets Limited, Credit Suisse Securities (Europe) Limited and J.P. Morgan Securities Ltd. Rule 144A Notes will be offered and sold in the United States by the respective registered broker-dealer selling agent or affiliate of each Dealer in compliance with the Exchange Act	Banco Santander, S.A. and Barclays Bank PLC Rule 144A Notes will be offered and sold in the United States by the respective registered broker-dealer selling agent or affiliate of each Dealer in compliance with the Exchange Act	Banco Santander, S.A. and Barclays Bank PLC Rule 144A Notes will be offered and sold in the United States by the respective registered broker-dealer selling agent or affiliate of each Dealer in compliance with the Exchange Act	Not Applicable
(b) Stabilising Manager (if any):	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
37. If non-syndicated, name of relevant Dealer and Manager:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Applicable The Class Z Notes will be purchased directly by Santander UK plc
38. Additional selling restrictions:	Rule 144A, Regulation S and see below	Rule 144A, Regulation S and see below	Rule 144A, Regulation S and see below	Rule 144A, Regulation S and see below	Regulation S and see below
<i>In respect of all Series 2012-1 Notes:</i>					
Japan					
The Notes have not been and will not be registered under the Financial Instruments and Exchange Law of Japan (Law No.25 of 1948, as amended, the FIEA). Where applicable, each dealer has represented, warranted and agreed, and each further dealer appointed under the subscription agreement or the purchase agreement (as applicable) will be required to represent, warrant and agree, that it has not offered or sold and will not offer or sell any Notes, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organised under the laws of Japan and as defined under Item 5, Paragraph 1, Article 6 of the Foreign Exchange and Foreign Trade Control Law (Law No. 228 of 1949, as amended)) or to others for re-offering or resale, directly or indirectly, in Japan or to or for the benefit of, any resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the FIEA and any other applicable laws, regulations and ministerial guidelines of Japan.					
OPERATIONAL INFORMATION					
39. Any clearing system(s) other than DTC, Euroclear or Clearstream Luxembourg and the relevant identification numbers:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
40. Delivery:	Delivery against payment	Delivery against payment	Delivery against payment	Delivery against payment	Delivery free of payment
41. Names and addresses of additional Paying Agent(s) (if any):	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
42. ISIN:	Reg S: XS0784928482 Rule 144A: US34988WAQ78	Reg S: XS0784928649 Rule 144A: XS0785328237	Reg S: XS0784929290 Rule 144A: US34988WAS35	Reg S: XS0784929530 Rule 144A: XS0785328583	Reg S: XS0784929613

Class:	Class 3A1	Class 3A2	Class 2B1	Class 2B2	Class Z
43. Common Code:	Reg S: 078492848 Rule 144A: 078517352	Reg S: 078492864 Rule 144A: 078532823	Reg S: 078492929 Rule 144A: 078517379	Reg S: 078492953 Rule 144A: 078532858	Reg S: 078492961
44. CUSIP:	34988WAQ7	Not Applicable	34988WAS3	Not Applicable	Not Applicable
LOAN TRANCHE INFORMATION					
45. Borrower:	Fosse Funding (No. 1) Limited	Fosse Funding (No. 1) Limited	Fosse Funding (No. 1) Limited	Fosse Funding (No. 1) Limited	Fosse Funding (No. 1) Limited
46. Lender:	Fosse Master Issuer plc	Fosse Master Issuer plc	Fosse Master Issuer plc	Fosse Master Issuer plc	Fosse Master Issuer plc
47. Tier of Loan Tranche:	AAA Loan Tranche	AAA Loan Tranche	AA Loan Tranche	AA Loan Tranche	NR Loan Tranche
48. Series Number:	Series 2012-1	Series 2012-1	Series 2012-1	Series 2012-1	Series 2012-1
49. Redemption/Payment Basis:	Scheduled Amortisation Loan Tranche	Scheduled Amortisation Loan Tranche	Scheduled Amortisation Loan Tranche	Scheduled Amortisation Loan Tranche	Pass-Through Loan Tranche
50. Change of Redemption/Payment Basis:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
51. Initial Principal Amount:	£439,781,366	£300,000,000	£31,377,471	£200,000,000	£285,000,000
(a) Closing Date:	23 May 2012	23 May 2012	23 May 2012	23 May 2012	23 May 2012
(b) Loan Tranche Interest Commencement Date:	23 May 2012	23 May 2012	23 May 2012	23 May 2012	23 May 2012
(c) Loan Tranche Interest Reset Dates:	The Funding 1 Interest Payment Dates occurring quarterly, commencing with the Funding 1 Interest Payment Date occurring in July 2012 provided no Pass-Through Trigger Event has occurred and thereafter each Funding 1 Interest Payment Date occurring monthly	The Funding 1 Interest Payment Dates occurring quarterly, commencing with the Funding 1 Interest Payment Date occurring in July 2012 provided no Pass-Through Trigger Event has occurred and thereafter each Funding 1 Interest Payment Date occurring monthly	The Funding 1 Interest Payment Dates occurring quarterly, commencing with the Funding 1 Interest Payment Date occurring in July 2012 provided no Pass-Through Trigger Event has occurred and thereafter each Funding 1 Interest Payment Date occurring monthly	The Funding 1 Interest Payment Dates occurring quarterly, commencing with the Funding 1 Interest Payment Date occurring in July 2012 provided no Pass-Through Trigger Event has occurred and thereafter each Funding 1 Interest Payment Date occurring monthly	The Funding 1 Interest Payment Dates occurring quarterly, commencing with the Funding 1 Interest Payment Date occurring in July 2012 provided no Pass-Through Trigger Event has occurred and thereafter each Funding 1 Interest Payment Date occurring monthly
52. Funding 1 Interest Payment Dates:	The 18th of January, April, July and October in each year, or following the occurrence of a Pass-Through Trigger Event, the 18th of each month in each year (or, in each case, if such day is not a Business Day, the next succeeding Business Day), up to and including the Final Maturity Date, commencing on 18 July 2012	The 18th of January, April, July and October in each year, or following the occurrence of a Pass-Through Trigger Event, the 18th of each month in each year (or, in each case, if such day is not a Business Day, the next succeeding Business Day), up to and including the Final Maturity Date, commencing on 18 July 2012	The 18th of January, April, July and October in each year, or following the occurrence of a Pass-Through Trigger Event, the 18th of each month in each year (or, in each case, if such day is not a Business Day, the next succeeding Business Day), up to and including the Final Maturity Date, commencing on 18 July 2012	The 18th of January, April, July and October in each year, or following the occurrence of a Pass-Through Trigger Event, the 18th of each month in each year (or, in each case, if such day is not a Business Day, the next succeeding Business Day), up to and including the Final Maturity Date, commencing on 18 July 2012	The 18th of January, April, July and October in each year, or following the occurrence of a Pass-Through Trigger Event, the 18th of each month in each year (or, in each case, if such day is not a Business Day, the next succeeding Business Day), up to and including the Final Maturity Date, commencing on 18 July 2012
53. Initial Loan Tranche Margin:	+1.42875% per annum	+1.55% per annum	+1.8425% per annum	+2.10% per annum	+0.70% per annum

Class:	Class 3A1	Class 3A2	Class 2B1	Class 2B2	Class Z
54. Step-Up Date (if any):	The Funding 1 Interest Payment Date occurring in July 2017, on which date the Initial Loan Tranche Margin shall be replaced with the Stepped-up Loan Tranche Margin	The Funding 1 Interest Payment Date occurring in July 2017, on which date the Initial Loan Tranche Margin shall be replaced with the Stepped-up Loan Tranche Margin	The Funding 1 Interest Payment Date occurring in October 2015, on which date the Initial Loan Tranche Margin shall be replaced with the Stepped-up Loan Tranche Margin	The Funding 1 Interest Payment Date occurring in October 2015, on which date the Initial Loan Tranche Margin shall be replaced with the Stepped-up Loan Tranche Margin	Not Applicable
55. Stepped-up Loan Tranche Margin:	+2.8575% per annum	+3.10% per annum	+3.6850% per annum	+4.20% per annum	Not Applicable
56. Details relating to Bullet Loan Tranches:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
57. Details relating to Scheduled Amortisation Loan Tranches:	Applicable	Applicable	Applicable	Applicable	Not Applicable
(a) Scheduled Repayment Dates:	The Funding 1 Interest Payment Dates occurring in January 2016, April 2016, July 2016, October 2016, January 2017, April 2017 and July 2017	The Funding 1 Interest Payment Dates occurring in January 2016, April 2016, July 2016, October 2016, January 2017, April 2017 and July 2017	The Funding 1 Interest Payment Dates occurring in July 2015 and October 2015	The Funding 1 Interest Payment Dates occurring in July 2015 and October 2015	Not Applicable
(b) Repayment Amounts:	January 2016 £13,193,441 April 2016 £21,334,392 July 2016 £16,418,439 October 2016 £15,879,392 January 2017 £15,358,043 April 2017 £14,853,811 July 2017 £342,743,848	January 2016 £9,000,000 April 2016 £14,553,408 July 2016 £11,199,955 October 2016 £10,832,241 January 2017 £10,476,599 April 2017 £10,132,633 July 2017 £233,805,164	July 2015 £8,262,050 October 2015 £23,115,421	July 2015 £52,662,309 October 2015 £147,337,691	Not Applicable
(c) Relevant Accumulation Amounts:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable

Class:	Class 3A1	Class 3A2	Class 2B1	Class 2B2	Class Z
58. Details relating to Pass-Through Loan Tranches:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Applicable The NR Loan Tranche relating to the Series 2012-1 Class Z Notes shall be due and payable up to an amount of £180,668,852 on and following the Loan Tranche Payment Date occurring in October 2015 and due and payable in full on and following the Loan Tranche Payment Date in July 2017 and on each applicable Loan Tranche Payment Date thereafter
59. Final Repayment Date:	The Funding 1 Interest Payment Date occurring in October 2054	The Funding 1 Interest Payment Date occurring in October 2054	The Funding 1 Interest Payment Date occurring in October 2054	The Funding 1 Interest Payment Date occurring in October 2054	The Funding 1 Interest Payment Date occurring in October 2054
60. Loan Tranche Payment Dates:	Each Funding 1 Interest Payment Date corresponding to a Scheduled Repayment Date and, following the occurrence of the Step-Up Date, each Funding 1 Interest Payment Date thereafter	Each Funding 1 Interest Payment Date corresponding to a Scheduled Repayment Date and, following the occurrence of the Step-Up Date, each Funding 1 Interest Payment Date thereafter	Each Funding 1 Interest Payment Date corresponding to a Scheduled Repayment Date and, following the occurrence of the Step-Up Date, each Funding 1 Interest Payment Date thereafter	Each Funding 1 Interest Payment Date corresponding to a Scheduled Repayment Date and, following the occurrence of the Step-Up Date, each Funding 1 Interest Payment Date thereafter	Each Funding 1 Interest Payment Date (up to an amount of £180,668,852) on and from the Funding 1 Interest Payment Date in October 2015 and each Funding 1 Interest Payment Date on and from the Funding 1 Interest Payment Date in July 2017
61. Other terms and special conditions:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
PROVISIONS RELATING TO OTHER LISTED NOTES AND/OR FOREIGN NOTES					
62. Governing law:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
63. Form of notes:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
64. Clearing of notes:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
65. Paying agent:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
66. Serial Number:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
67. Other terms and conditions:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable

Issuer Swap Providers

Abbey National Treasury Services plc

The Issuer Swap Provider in relation to the series 2012-1 class 1A1 notes, the series 2012-1 class 2A2 notes, the series 2012-1 class 2A4 notes, the series 2012-1 class 3A1 notes and the series 2012-1 class 2B1 notes is Abbey National Treasury Services plc (**ANTS**).

ANTS is a public limited liability company incorporated and registered in England and Wales under the Companies Act 1985. ANTS was incorporated on 24 January 1989 with registered number 2338548, is regulated by the Financial Services Authority and is an authorised person with permission to accept deposits under the FSMA.

ANTS is a direct wholly-owned subsidiary of Santander UK plc (**Santander UK**) (formerly Abbey National plc), which has given a full and unconditional guarantee in respect of the liabilities of ANTS incurred prior to 30 June 2015. Banco Santander, S.A. (**Banco Santander**) and its subsidiary company Santusa Holding, S.L. own the entire issued ordinary share capital of Santander UK. ANTS has given a reciprocal guarantee in respect of the liabilities of Santander UK. As at 17 May 2012, Santander UK has a long-term credit rating of "A" by Standard & Poor's, "A2" by Moody's and "A+" by Fitch and a short-term credit rating of "A-1" by Standard & Poor's, "P-1" by Moody's and "F1" by Fitch.

We refer you to the description of Santander UK within the section entitled "Santander UK plc and the Santander UK Group" of the base prospectus.

Currently, ANTS's registered office is at 2 Triton Square, Regent's Place, London, NW1 3AN. The telephone number of ANTS's registered office is 0870 607 6000.

ANTS contains parts of three divisions of the Santander UK plc group (**Santander UK Group**):

- **Corporate Banking** - offers banking services principally to small and medium-sized ('SME') UK companies and also to mid and large corporate clients.
- **Markets** - provides financial markets sales, trading and risk management services.
- **Asset and Liability Management ("ALM")** - responsible for managing the Santander UK Group's structural balance sheet.

Corporate Banking provides a range of banking services principally to UK companies, with a focus on services for SMEs, providing a broad range of banking products including loans, bank accounts, deposits, treasury services, invoice discounts, cash transmission and asset finance. In addition, Corporate Banking includes specialist teams servicing Real Estate, Social Housing and UK infrastructure clients. Within Corporate Banking, the Large Corporates business is responsible for larger multinational corporate clients, including related activities principally comprising foreign exchange, money market and credit activities. These related activities are structured into two main product areas: foreign exchange and money markets, and Credit. Foreign exchange offers a range of foreign exchange products and money markets runs the securities lending/borrowing and repo businesses. Credit originates loan and bond transactions in primary markets as well as their intermediation in secondary markets.

Markets is a financial markets business focused on providing value-added financial services to financial institutions, as well as to the rest of Santander UK Group's business. It is structured into two main product areas: Fixed Income and Equity. Fixed Income covers sales and trading activity for fixed income products. Equity covers equity derivatives including the manufacture of structured products sold to both the Santander UK Group and other financial institutions who sell or distribute them on to their customers.

ALM is responsible for managing the Santander UK Group structural balance sheet composition and, in conjunction with Santander UK Group's Risk Division, strategic and tactical liquidity risk management. ALM's responsibilities also include management of Santander UK Group's banking products and structural exposure to interest rates and, in that role, is a link between Markets and all other Santander UK Group divisions.

The information contained in the preceding paragraphs has been provided by ANTS for use in these final terms. Except for the foregoing paragraphs in this section entitled "Abbey National Treasury Services plc", ANTS and its respective affiliates have not been involved in the preparation of, and do not accept responsibility for, these final terms or the base prospectus to which it relates.

National Australia Bank Limited

The Issuer Swap Provider in relation to the series 2012-1 class 2A1 notes and the series 2012-1 class 2A5 notes is National Australia Bank Limited (**NAB**).

NAB is a public limited company incorporated in the Commonwealth of Australia and it operates under Australian legislation including the Corporations Act. Its registered office is Level 4 (UB4440), 800 Bourke Street, Docklands, Victoria 3008, Australia.

NAB is the holding company for the NAB Group, as well as being the main operating company. As at the date of these final terms, NAB had four wholly owned main operating subsidiaries: Bank of New Zealand, MLC Limited, Clydesdale Bank PLC and Great Western Bank. As at 30 September 2011, NAB Group had total assets of A\$753,757 million and shareholder's equity of A\$42,188 million.

The NAB Group is an international financial services group, providing a comprehensive and integrated range of financial products and services. The principal activities of the NAB Group are banking services, credit and access card facilities, leasing, housing and general finance, international banking, investment banking, wealth management, funds management, life insurance, and custodian, trustee and nominee services.

As at the date of these final terms, the long-term senior unsecured credit ratings of NAB are "AA-" by S&P, "AA-" by Fitch and "Aa2" by Moody's.

NAB's Annual Financial Reports for the financial years ended 30 September 2010 (the **2010 NAB Annual Report**) and 30 September 2011 (the **2011 NAB Annual Report**, and together with the 2010 NAB Annual Report, the **NAB Annual Reports**) (including the audit report and the consolidated audited financial statements of NAB Group and the non-consolidated audited financial statements of NAB for the financial years ended 30 September 2010 and 30 September 2011) can be obtained from the registered office of NAB, or at its website at www.nabgroup.com.

The information contained in the preceding paragraphs has been provided by NAB for use in these final terms. Except for the foregoing paragraphs in this section entitled "National Australia Bank Limited", NAB and its respective affiliates have not been involved in the preparation of, and do not accept responsibility for, these final terms or the base prospectus to which it relates.

Currency presentation

Unless otherwise stated in these final terms, all conversions of pounds sterling into US dollars have been made at the rate of £1.00 = US\$1.6178 which was the closing buying rate in the City of New York for cable transfers in US dollars per £1.00 as certified for customs purposes by the Federal Reserve Bank of New York on 3 May 2012. Use of this rate does not mean that pound sterling amounts actually represent those US dollar amounts or could be converted into US dollars at that rate at any particular time.

Sterling/US dollar exchange rate history

	Period ending 3 May 2012	Years ended 31 December				
		2011	2010	2009	2008	2007
Last ⁽¹⁾	1.6178	1.5543	1.5612	1.6170	1.4593	1.9850
Average ⁽²⁾	1.5803	1.6041	1.5458	1.5670	1.8524	2.0019
High	1.6265	1.6707	1.6362	1.6989	2.0335	2.1075
Low	1.5318	1.5343	1.4334	1.3753	1.4392	1.9205

Notes:

- (1) The closing exchange rate on the last operating business day of each of the periods indicated, years commencing from 1 January or the next operating business day.
- (2) Average daily exchange rate during the period.

Source: Bloomberg – Close of Business Mid Price

Unless otherwise stated in these final terms, all conversions of pounds sterling into euro have been made at the rate of €1.00 = £0.8130 which was the closing buying rate in the City of New York for cable transfers in pounds sterling per €1.00 as certified for customs purposes by the Federal Reserve Bank of New York on 3 May 2012. Use of this rate does not mean that pound sterling amounts actually represent those euro amounts or could be converted into euro at that rate at any particular time.

Euro/sterling exchange rate history

	Period ending 3 May 2012	Years ended 31 December				
		2011	2010	2009	2008	2007
Last ⁽¹⁾	0.8130	0.8334	0.8574	0.8869	0.9548	0.6737
Average ⁽²⁾	0.8310	0.8680	0.8581	0.8909	0.7974	0.6818
High	0.8494	0.9039	0.9118	0.9569	0.9757	0.7007
Low	0.8123	0.8302	0.8091	0.8432	0.7346	0.6683

Notes:

- (1) The closing exchange rate on the last operating business day of each of the periods indicated, years commencing from 1 January or the next operating business day.
- (2) Average daily exchange rate during the period.

Source: Bloomberg – Close of Business Mid Price

Unless otherwise stated in these final terms, all conversions of pounds sterling into Australian dollars have been made at the rate of £1.00 = A\$1.5762 which was the closing buying rate in the City of New York for cable transfers in Australian dollars per £1.00 as certified for customs purposes by the Federal Reserve Bank of New York on 3 May 2012. Use of this rate does not mean that pound sterling amounts actually represent those Australian dollar amounts or could be converted into Australian dollar at that rate at any particular time.

Sterling/Australian dollar exchange rate history

	Period ending 3 May 2012	Years ended 31 December				
		2011	2010	2009	2008	2007
Last ⁽¹⁾	1.5762	1.5223	1.5258	1.8031	2.0807	2.2688
Average ⁽²⁾	1.5055	1.5537	1.6817	1.9909	2.1868	2.3898
High	1.5762	1.6460	1.8221	2.2878	2.6496	2.5411
Low	1.4648	1.4818	1.5164	1.7415	2.0426	2.2264

Notes:

(1) The closing exchange rate on the last operating business day of each of the periods indicated, years commencing from 1 January or the next operating business day.

(2) Average daily exchange rate during the period.

Source: Bloomberg – Close of Business Mid Price

Unless otherwise stated in these final terms, all conversions of pounds sterling into Japanese Yen have been made at the rate of £1.00 = ¥129.723 which was the closing buying rate in the City of New York for cable transfers in Japanese Yen per £1.00 as certified for customs purposes by the Federal Reserve Bank of New York on 3 May 2012. Use of this rate does not mean that pound sterling amounts actually represent those Japanese Yen amounts or could be converted into Japanese Yen at that rate at any particular time.

Sterling/Japanese Yen exchange rate history

	Period ending 3 May 2012	Years ended 31 December				
		2011	2010	2009	2008	2007
Last ⁽¹⁾	129.723	119.538	126.665	150.418	132.546	221.763
Average ⁽²⁾	126.209	127.875	135.519	146.563	192.226	235.716
High	132.781	139.617	150.223	162.790	221.755	250.405
Low	117.668	116.981	125.770	122.415	130.138	221.763

Notes:

(1) The closing exchange rate on the last operating business day of each of the periods indicated, years commencing from 1 January or the next operating business day.

(2) Average daily exchange rate during the period.

Source: Bloomberg – Close of Business Mid Price

Funding 1 start-up loan

The Funding 1 start-up loan to be made available to Funding 1 on the closing date in connection with series 2012-1 will have the following terms:

Funding 1 start-up loan provider: Santander UK
Initial outstanding principal balance: £46,043,701.00
Interest rate: Three-Month Sterling LIBOR + 0.90% per annum

The Funding 1 start-up loans made available to Funding 1 on the previous closing dates had the following terms:

Funding 1 start-up loan provider	Initial outstanding principal balance	Current outstanding principal balance	Interest rate	Date of advance	Relevant series of notes
Santander UK	£4,288,000	£3,949,564.05	Three-Month Sterling LIBOR + 0.90% per annum	6 December 2011	2011-2
Santander UK	£14,225,000	£12,539,251.76	Three-Month Sterling LIBOR + 0.90% per annum	25 May 2011	2011-1
Santander UK	£430,800,000	£369,372,248.53	Three-Month Sterling LIBOR + 0.90% per annum	9 September 2010	2010-4
Santander UK	£89,000,000	£66,398,781.47	Three-Month Sterling LIBOR + 0.90% per annum	27 July 2010	2010-3
Santander UK	£63,000,000	£36,000,012.54	Three-Month Sterling LIBOR + 0.90% per annum	3 June 2010	2010-2
Originally Alliance & Leicester (now Santander UK)	£9,500,000	£2,411,648.12	Three-Month Sterling LIBOR + 0.90% per annum	12 March 2010	2010-1
Originally Alliance & Leicester (now Santander UK)	£4,400,000	£192,671.36	Three-Month Sterling LIBOR + 0.90% per annum	20 August 2008	2008-1
Originally Alliance & Leicester (now Santander UK)	£45,976,000	£1,373,632.78	Three-Month Sterling LIBOR + 0.90% per annum	1 August 2007	2007-1
Originally Alliance & Leicester (now Santander UK)	£53,242,500	£1,155,882.40	Three-Month Sterling LIBOR + 0.90% per annum	28 November 2006	2006-1

Other series issued

As of the closing date, the aggregate principal amount outstanding of all notes issued by the issuer (converted, where applicable, into sterling at the applicable specified currency exchange rate), including the notes described herein, will be:

Class A Notes.....	£15,811,476,737
Class B Notes.....	£273,009,784
Class M Notes.....	£32,243,611
Class C Notes.....	£21,381,137
Class D Notes.....	-
Class Z Notes.....	£2,623,965,000
Total.....	£18,762,076,269

Other loan tranches

As of the closing date, the aggregate outstanding principal balance of all loan tranches advanced by the issuer to Funding 1 under the intercompany loan agreement, including the loan tranches described herein, will be:

AAA.....	£15,811,476,737
AA.....	£273,009,784
A.....	£32,243,611
BBB.....	£21,381,137
BB.....	-
NR.....	£2,623,965,000
Total.....	£18,762,076,269

Mortgages trust and the portfolio

As at the closing date the minimum seller share will be approximately £1,148,179,394.

For the purposes of paragraph (d) of the definition of **non-asset trigger event**, the aggregate outstanding balance of loans comprising the trust property must be at least £0. See “**The mortgages trust – Cash management of trust property – Principal receipts**” in the prospectus.

Mortgage Sale Agreement

The **Fitch conditions** for the purposes of the mortgage sale agreement are:

- original weighted average LTV margin: 3.00%.
- current weighted average LTV margin: 2.00%.
- current weighted average income multiple threshold: 0.50%.
- original LTV margin: 0.50%.

The **minimum yield** for the purposes of the mortgage sale agreement is: LIBOR for 3 month sterling deposits plus 1.00%.

The definition of 'Y' within the definition of **rating agency excess spread** is: LIBOR for 3 month sterling deposits plus 1.00 per cent.

Funding 1 swaps

Total Interim exchange amounts

The **total interim exchange amount** payable in respect of (all of) the Funding 1 swaps on the closing date is £7,255,818.00. Funding 1 shall pay the total interim exchange amount to the Funding 1 swap provider on the closing date (such payment funded via the 2012-1 start-up loan), and the Funding 1 swap provider shall pay an amount equal to such total interim exchange amount back to Funding 1 on the immediately following Funding 1 interest payment date.

The interim exchange amount applicable to each Funding 1 swap shall be the proportion of the total interim exchange amount applicable to that Funding 1 swap, as calculated in accordance with the relevant Funding 1 swap agreement.

The purpose of these arrangements is to fund the mismatch in days between the closing date and the first Funding 1 interest payment date on the one hand and the closing date and the first distribution date on the other hand.

Spread (receive-leg) under the Funding 1 swaps

The terms of the Funding 1 swaps allow Funding 1 and the Funding 1 swap provider to adjust from time to time the spread over LIBOR which the relevant Funding 1 swap provider pays to Funding 1 in order to reflect movements in market interest rates and interest rates being charged on the loans subject to the relevant Funding 1 swaps. The relevant spreads under the Funding 1 swaps as at the closing date are:

Funding 1 swap (SVR) 1.....	2.95%
Funding 1 swap (SVR) 2.....	2.95%
Funding 1 swap (SVR) 3.....	2.95%
Funding 1 swap (SVR) 4.....	2.95%
Funding 1 swap (SVR) 5.....	2.95%
Funding 1 swap (BBR) 1.....	1.00%
Funding 1 swap (BBR) 2.....	1.00%
Funding 1 swap (BBR) 3.....	1.00%
Funding 1 swap (BBR) 4.....	1.00%
Funding 1 swap (BBR) 5.....	1.00%
Funding 1 swap (Fixed) 1.....	1.25%
Funding 1 swap (Fixed) 2.....	1.25%
Funding 1 swap (Fixed) 3.....	1.25%
Funding 1 swap (Fixed) 4.....	1.25%
Funding 1 swap (Fixed) 5.....	1.25%

Post-perfection SVR-LIBOR margin

The **post-perfection SVR-LIBOR margin** for the purposes of the servicing agreement is: 2.95%

Use of proceeds

The gross proceeds from the issue of the series 2012-1 notes will equal approximately £2,560,153,133 (after exchanging, where applicable, the proceeds of the notes for sterling, calculated by reference to the applicable specified currency exchange rate) and will be used by the issuer to make available loan tranches to Funding 1 pursuant to the terms of the intercompany loan agreement. Funding 1 will use the gross proceeds of each loan tranche to make a further contribution to the mortgages trustee.

Maturity and prepayment considerations

The average lives of each class of the series 2012-1 notes cannot be stated, as the actual rate of repayment of the loans and redemption of the mortgages and a number of other relevant factors are unknown. However, calculations of the possible average lives of each class of the series 2012-1 notes can be made based on certain assumptions. For example, based on the assumptions that:

- (1) neither the issuer security nor the Funding 1 security has been enforced;
- (2) each class of series 2012-1 notes is repaid in full by its final maturity date;
- (3) the seller is not in breach of the terms of the mortgage sale agreement;
- (4) the seller does not sell any loans to the mortgages trustee after the closing date (except to the extent set out in assumption (5) below) and the loans are assumed to amortise in accordance with the assumed principal prepayment rate as indicated in the table below;
- (5) the seller sells to the mortgages trustee sufficient new loans and their related security, such that the aggregate principal amount outstanding of the loans in the portfolio will not fall below an amount equal to 1.15 times the Funding 1 share or such higher amount as may be required to be maintained as a result of the issuer advancing loan tranches to Funding 1 and/or any new issuer advancing new loan tranches to Funding 1 or any further Funding company (as the case may be) which Funding 1 and/or any further Funding company (as the case may be) uses as consideration for an increase in its share of the trust property or for the sale of new loans to the mortgages trustee;
- (6) new loans sold to the mortgages trustee will have the same scheduled principal repayment profile as the portfolio of 3 April 2012;
- (7) neither an asset trigger event nor a non-asset trigger event occurs;
- (8) no event occurs that would cause payments on any class of series 2012-1 notes to be deferred;
- (9) the principal prepayment rate as at the cut-off date for the provisional portfolio is the same as the various assumed rates in the table below;
- (10) the issuer exercises its option to redeem each series of notes on the step-up date relating to such notes, and on such date principal receipts are used to make payments due to other series of notes in priority to the redeemed notes;
- (11) the closing date is 23 May 2012;
- (12) the mortgage loans are not subject to any defaults or losses and no mortgage loan falls into arrears;
- (13) no interest or fees are paid from principal receipts;
- (14) the long term, unsecured, unsubordinated and unguaranteed debt obligations of the seller continue to be rated at least "A2" by Moody's and "A" by Standard & Poor's and the long term issuer default rating of the seller continues to be at least "A+" by Fitch; and
- (15) the principal ledger balance at close is assumed to be the cash accumulated after the distribution date on 9 May 2012, equal to £508,527,735.75,

the approximate average life in years of each class of the series 2012-1 notes, at various principal prepayment rates would be as follows:

Estimated average lives of each class of series 2012-1 notes (in years)

Principal prepayment rate (per annum)	series 2012-1 class 1A1 notes	series 2012-1 class 2A1 notes	series 2012-1 class 2A2 notes	series 2012-1 class 2A3 notes	series 2012-1 class 2A4 notes	series 2012-1 class 2A5 notes
5 per cent.	0.78	2.87	2.87	2.87	2.87	2.87
10 per cent.	0.78	2.87	2.87	2.87	2.87	2.87
15 per cent.	0.78	2.87	2.87	2.87	2.87	2.87
20 per cent.	0.78	2.87	2.87	2.87	2.87	2.87
25 per cent.	0.78	2.87	2.87	2.87	2.87	2.87
30 per cent.	0.78	2.87	2.87	2.87	2.87	2.87
35 per cent.	0.78	2.87	2.87	2.87	2.87	2.87

Principal prepayment rate (per annum)	series 2012-1 class 3A1 notes	series 2012-1 class 3A2 notes	series 2012-1 class 2B1 notes	series 2012-1 class 2B2 notes	series 2012-1 class Z notes
5 per cent.	4.96	4.96	3.34	3.34	4.36
10 per cent.	4.96	4.96	3.34	3.34	4.27
15 per cent.	4.96	4.96	3.34	3.34	4.24
20 per cent.	4.96	4.96	3.34	3.34	4.23
25 per cent.	4.96	4.96	3.34	3.34	4.22
30 per cent.	4.96	4.96	3.34	3.34	4.20
35 per cent.	4.96	4.96	3.34	3.34	4.20

Assumptions (1), (3), (4), (5), (6), (7), (11), (12), (13), (14) and (15) relate to circumstances which are not predictable. Assumptions (2), (8), (9) and (10) reflect the issuer's current expectations, although no assurance can be given that the issuer will be in a position to redeem the notes on the step-up date. If the issuer does not so exercise its option to redeem, then the average lives of the then outstanding notes would be extended.

The average lives of the notes are subject to factors largely outside the control of the issuer and consequently no assurance can be given that these assumptions and estimates will prove in any way to be realistic and they must therefore be viewed with considerable caution. For more information in relation to the risks involved in the use of these estimated average lives, see **"Risk factors – The yield to maturity of your notes may be adversely affected by prepayments or redemptions on the loans"** in the prospectus.

Statistical information on the expected portfolio

The statistical and other information contained in these final terms has been compiled by reference to the loans expected to comprise the portfolio (the **expected portfolio**) as at 3 April 2012 (the **cut-off date**). Columns stating percentage amounts may not add up to 100% due to rounding. Except as otherwise indicated, these tables have been prepared using the current balance as at the cut-off date, which includes all principal and excludes accrued interest for the loans in the expected portfolio.

A loan will have been removed from any additional portfolio if, in the period up to (and including) the sale date related to such additional portfolio, the loan is repaid in full or if the loan does not comply with the terms of the mortgage sale agreement on or about the closing date.

The expected portfolio as at the cut-off date consisted of 225,793 mortgage accounts, comprising mortgage loans originated by Alliance & Leicester and secured over properties located in England, Wales, Scotland and Northern Ireland, and having an aggregate outstanding principal balance of £20,779,253,482.85 as at that date. The loans in the expected portfolio at the cut-off date were originally originated by Alliance & Leicester between 20 November 1962 and 31 January 2012 (note that loans showing a date of origination post 15 October 2010 relate to further advances and ported loans only).

As at 4 May 2012, Alliance & Leicester's Standard Variable Rate was 4.99%. As at the closing date:

- Funding 1's share of the trust property will be approximately £18,253,548,533.31, representing approximately 90.57% of the trust property; and
- the seller's share of the trust property will be approximately £1,900,142,520.49, representing approximately 9.43% of the trust property.

The actual amounts of the Funding 1 share of the trust property and the seller share of the trust property as at the closing date will not be determined until the day before the closing date which will be on or after the date of these final terms.

Outstanding balances as at the cut-off date

The following table shows the range of outstanding mortgage account balances (including capitalised interest, capitalised high LTV fees, insurance fees, booking fees and valuation fees) as at the cut-off date.

Range of outstanding balances as at the cut-off date £	Aggregate outstanding balance as at the cut-off date (£)	% of total	Number of mortgage accounts	% of total
0 to <=50,000	1,898,418,981.49	9.14%	69,789	30.91%
>50,000 to <=100,000	5,533,659,994.83	26.63%	75,073	33.25%
>100,000 to <=150,000	5,534,525,818.56	26.63%	45,453	20.13%
>150,000 to <=200,000	3,368,589,252.23	16.21%	19,692	8.72%
>200,000 to <=250,000	1,764,430,959.30	8.49%	7,979	3.53%
>250,000 to <=300,000	907,260,051.25	4.37%	3,341	1.48%
>300,000 to <=350,000	569,153,802.13	2.74%	1,768	0.78%
>350,000 to <=400,000	383,177,120.41	1.84%	1,031	0.46%
>400,000 to <=450,000	266,228,119.99	1.28%	631	0.28%
>450,000 to <=500,000	198,515,471.06	0.96%	421	0.19%
>500,000 to <=550,000	138,599,619.31	0.67%	266	0.12%
>550,000 to <=600,000	84,501,121.99	0.41%	148	0.07%
>600,000 to <=650,000	58,924,288.23	0.28%	95	0.04%
>650,000 to <=700,000	42,333,516.02	0.20%	63	0.03%
>700,000 to <=750,000	30,935,366.05	0.15%	43	0.02%
Totals	20,779,253,482.85	100.00%	225,793	100.00%

The maximum and average outstanding balances of the mortgage accounts as at the cut-off date were £749,912.89 and £92,027.89, respectively.

Cut-off date LTV ratios

The following table shows the range of LTV ratios, which express the outstanding balance of the aggregate of loans in a mortgage account (including capitalised interest, capitalised high LTV fees, insurance fees, booking fees and valuation fees) as at the cut-off date divided by the value of the property securing the loans in that mortgage account as at the date of the initial loan origination or the most recent valuation thereof. When granting a further advance, the seller may obtain a new valuation, and may in some circumstances, where the relevant loan meets certain criteria, apply movements in the Halifax House Price Index for the relevant region, between the date of the most standard valuation held on file and the date of the further advance application, to the most recent standard valuation to produce an updated indexed valuation. No revaluation of the property securing the loans has been done for the purposes of the issuance of the notes by the issuer.

Range of LTV ratios at the cut-off date	Aggregate outstanding balance at the cut-off date (£)	% of total	Number of mortgage accounts	% of total
0% to <=25%	1,214,706,233.55	5.85%	42,738	18.93%
>25% to <=50%	4,571,833,128.50	22.00%	62,811	27.82%
>50% to <=75%	8,554,047,305.63	41.17%	73,504	32.55%
>75% to <=80%	1,974,987,277.70	9.50%	14,492	6.42%
>80% to <=85%	2,032,535,224.58	9.78%	14,888	6.59%
>85% to <=90%	1,350,595,450.31	6.50%	9,541	4.23%
>90% to <=95%	715,434,390.30	3.44%	5,090	2.25%
>95%	365,114,472.28	1.76%	2,729	1.21%
Totals	20,779,253,482.85	100.00%	225,793	100.00%

The weighted average LTV ratio of the mortgage accounts (including capitalised interest, capitalised high LTV fees, insurance fees, booking fees and valuation fees) at the cut-off date was 61.76%.

Cut-off date indexed LTV ratios

The following table shows the range of LTV ratios, which express the outstanding balance of the aggregate of loans in a mortgage account (including capitalised interest, capitalised high LTV fees, insurance fees, booking fees and valuation fees) as at the cut-off date divided by the most recent indexed valuation of the property securing the loans in that mortgage account.

Range of LTV ratios as at the cut-off date	Aggregate outstanding balance as at the cut-off date (£)	% of total	Number of mortgage accounts	% of total
0% to <=25%	1,443,457,478.60	6.95%	48,929	21.67%
>25% to <=50%	4,445,582,812.56	21.39%	59,880	26.52%
>50% to <=75%	7,070,587,895.48	34.03%	58,744	26.02%
>75% to <=80%	1,627,822,194.97	7.83%	11,888	5.26%
>80% to <=85%	1,563,278,161.78	7.52%	11,466	5.08%
>85% to <=90%	1,255,528,429.88	6.04%	9,427	4.18%
>90% to <=95%	1,017,433,964.07	4.90%	7,616	3.37%
≥95%	2,355,562,545.51	11.34%	17,843	7.90%
Totals	20,779,253,482.85	100.00%	225,793	100.00%

The weighted average LTV ratio as at the cut-off date of the mortgage accounts (including capitalised interest, capitalised high LTV fees, insurance fees, booking fees and valuation fees) was 65.07%.

Geographical distribution

The following table shows the distribution of properties securing the loans throughout England, Wales, Scotland and Northern Ireland as at the cut-off date. No such properties are situated outside England, Wales, Scotland and Northern Ireland.

Regions	Aggregate outstanding balance as at the cut-off date (£)	% of total	Number of mortgage accounts	% of total
East Anglia	751,143,882.48	3.61%	8,687	3.85%
East Midlands	1,511,094,050.09	7.27%	19,903	8.81%
Greater London.....	1,912,917,592.96	9.21%	11,303	5.01%
Northern Ireland.....	433,404,693.68	2.09%	6,691	2.96%
Northern England.....	809,964,872.48	3.90%	10,568	4.68%
North West	1,908,075,177.86	9.18%	23,661	10.48%
Scotland	2,209,876,203.65	10.64%	31,249	13.84%
South East.....	5,695,351,056.26	27.41%	46,731	20.70%
South West.....	1,754,473,439.35	8.44%	18,769	8.31%
Wales	830,666,703.45	4.00%	11,274	4.99%
West Midlands	1,426,255,858.99	6.86%	16,889	7.48%
Yorkshire & Humberside.....	1,536,029,951.60	7.39%	20,068	8.89%
Totals	20,779,253,482.85	100.00%	225,793	100.00%

House prices vary throughout England, Scotland, Wales and Northern Ireland. The table below summarises the average house price in 2011 and the average household income in 2011 for each region in order to produce a house price to earnings ratio for each region. The issuer confirms that the information in the table below has been accurately reproduced and that, so far as it is aware and is able to ascertain from information published by the Office for National Statistics, no facts have been omitted which would render the reproduced information inaccurate or misleading. Note, however, that the issuer has not participated in the preparation of the information set out in the table below nor made any enquiry with respect to such information. Neither the issuer nor the Office for National Statistics makes any representation as to the accuracy of the information or has any liability whatsoever to you in connection with such information. Anyone relying on the information does so at their own risk.

Regions	Average Price (£)	Average earnings (£ per annum)	Price/earnings ratio
East Anglia	261,906	30,155	8.69
East Midlands	184,958	28,309	6.53
Greater London.....	385,180	42,973	8.96
Northern Ireland.....	168,033	27,498	6.11
North East	161,785	27,768	5.83
North West	183,573	28,449	6.45
Scotland	185,715	29,884	6.21
South East.....	309,715	32,713	9.47
South West.....	240,245	28,491	8.43
Wales	171,784	27,009	6.36
West Midlands	201,498	28,512	7.07
Yorkshire & Humberside.....	182,383	28,127	6.48

Source: Department for Communities and Local Government
Office for National Statistics

Seasoning of loans

The following table shows the number of months since the date of origination of the initial loan in a mortgage account.

Age of loans in months as at the cut-off date	Aggregate outstanding balance as at the cut-off date (£)	% of total	Number of mortgage accounts	% of total
0 to <6.....	122,853,014.25	0.59%	756	0.33%
>=6 to <12.....	190,638,947.22	0.92%	1,184	0.52%
>=12 to <18.....	490,416,492.29	2.36%	3,413	1.51%
>=18 to <24.....	2,054,751,487.40	9.89%	15,850	7.02%
>=24 to <30.....	1,294,998,379.31	6.23%	10,989	4.87%
>=30 to <36.....	1,230,748,280.05	5.92%	12,151	5.38%
>=36 to <42.....	356,193,726.74	1.71%	3,783	1.68%
>=42 to <48.....	622,209,672.77	2.99%	5,743	2.54%
>=48 to <54.....	1,347,737,547.08	6.49%	11,141	4.93%
>=54 to <60.....	2,047,537,249.28	9.85%	17,209	7.62%
>=60 to <66.....	1,783,867,978.18	8.58%	16,321	7.23%
>=66 to <72.....	1,659,206,884.33	7.98%	15,704	6.96%
>=72 to <78.....	1,936,752,679.14	9.32%	19,961	8.84%
>=78 to <84.....	1,266,886,541.40	6.10%	14,921	6.61%
>=84 to <90.....	391,483,686.89	1.88%	5,286	2.34%
>=90 to <96.....	616,166,666.08	2.97%	9,231	4.09%
>=96 to <102.....	720,077,786.58	3.47%	11,246	4.98%
>=102 to <108.....	561,947,634.32	2.70%	9,210	4.08%
>=108 to <114.....	276,765,328.57	1.33%	4,637	2.05%
>=114 to <120.....	250,352,563.92	1.20%	4,110	1.82%
>=120 to <126.....	240,465,796.77	1.16%	3,921	1.74%
>=126 to <132.....	240,663,450.27	1.16%	4,340	1.92%
>=132 to <150.....	314,635,065.23	1.51%	6,452	2.86%
>=150 to <200.....	635,642,773.48	3.06%	14,241	6.31%
>=200 to <250.....	108,506,662.08	0.52%	3,151	1.40%
>=250.....	17,747,189.22	0.09%	842	0.37%
Totals	20,779,253,482.85	100.00%	225,793	100.00%

The maximum and weighted average seasoning of loans in mortgage accounts as at the cut-off date was 592.83 and 65.11 months, respectively.

Years to maturity of loans

The following table shows the number of remaining years of the term of the initial loan in a mortgage account as at the cut-off date.

Years to maturity	Aggregate outstanding balance as at the cut-off date (£)	% of total	Number of mortgage accounts	% of total
0 to <5.....	797,227,473.96	3.84%	22,714	10.06%
>=5 to <10.....	1,972,593,742.90	9.49%	36,009	15.95%
>=10 to <15.....	3,581,413,110.67	17.24%	46,148	20.44%
>=15 to <20.....	6,598,006,140.84	31.75%	61,541	27.26%
>=20 to <25.....	4,928,014,811.22	23.72%	37,006	16.39%
>=25 to <30.....	1,772,575,399.69	8.53%	13,611	6.03%
>=30 to <35.....	922,211,529.31	4.44%	7,181	3.18%
>=35 to <40.....	207,211,274.26	1.00%	1,583	0.70%
Totals	20,779,253,482.85	100.00%	225,793	100.00%

The maximum and weighted average remaining term of the loans in mortgage accounts in the expected portfolio as at the cut-off date was 39.94 and 18.09 years, respectively.

Purpose of loan

The following table shows whether the purpose of the initial loan on origination was to finance the purchase of a new property or to remortgage a property already owned by the borrower. The figures in these tables have been calculated on the basis of loan product holdings rather than mortgage accounts. A mortgage account may have more than one active loan product.

Use of proceeds	Aggregate outstanding balance as at the cut-off date (£)	% of total	Number of product holdings	% of total
Purchase	13,267,572,589.20	63.85%	151,135	47.52%
Remortgage (existing loan)...	3,200,490,145.13	15.40%	52,039	16.36%
Remortgage (capital raising).	4,310,679,352.15	20.75%	114,876	36.12%
Other	511,396.37	0.00%	6	0.00%
Totals	20,779,253,482.85	100.00%	318,056	100.00%

As at the cut-off date, the average balance of loans used to finance the purchase of a new property was £87,786.23 and the average balance of loans used to remortgage a property already owned by the borrower was £44,999.97.

Property type

The following table shows the types of properties to which the mortgage accounts relate.

Property type	Aggregate outstanding balance as at the cut-off date (£)	% of total	Number of mortgage accounts	% of total
Converted Flat	788,161,987.16	3.79%	6,361	2.82%
Council Bungalow	3,431,664.04	0.02%	66	0.03%
Council Flat	28,646,757.37	0.14%	711	0.31%
Council House	142,077,558.88	0.68%	3,622	1.60%
Council Maisonette	5,022,246.02	0.02%	87	0.04%
Detached Bungalow	809,508,631.16	3.90%	10,010	4.43%
Detached House	5,675,183,665.45	27.31%	51,580	22.84%
Maisonette	346,827,640.30	1.67%	3,196	1.42%
Other Residential Property	6,026,386.39	0.03%	201	0.09%
Purpose Built Flat	1,584,655,166.95	7.63%	17,190	7.61%
Semi-Detached Bungalow	297,364,088.99	1.43%	4,318	1.91%
Semi-Detached House	5,838,713,020.67	28.10%	67,831	30.04%
Terraced Bungalow	35,858,868.25	0.17%	548	0.24%
Terraced House	5,217,775,801.22	25.11%	60,072	26.60%
Totals	20,779,253,482.85	100.00%	225,793	100.00%

Repayment terms

The following table shows the repayment terms for the loans in the expected portfolio mortgage accounts as at the cut-off date. The figures in these tables have been calculated on the basis of loan product holdings rather than mortgage accounts. A mortgage account may have more than one active loan product.

Repayment terms	Aggregate outstanding balance as at the cut-off date (£)	% of total	Number of product holdings	% of total
Repayment	12,235,700,686.06	58.88%	223,262	70.20%
Interest-only	3,509,807.01	0.02%	76	0.02%
Combination repayment and interest-only	8,540,042,989.78	41.10%	94,718	29.78%
Totals	20,779,253,482.85	100.00%	318,056	100.00%

Rate type

The following table shows the distribution of rate types as at the cut-off date. The figures in these tables have been calculated on the basis of loan product holdings rather than mortgage accounts. A mortgage account may have more than one active loan product.

Type of rate	Aggregate outstanding balance as at the cut-off date (£)	% of total	Number of product holdings	% of total
Base rate loans.....	11,124,833,488.45	53.54%	157,892	49.64%
Discount loans.....	433,363,948.74	2.09%	8,036	2.53%
Fixed rate loans.....	4,475,474,053.04	21.54%	59,072	18.57%
Variable rate loans.....	4,745,581,992.62	22.84%	93,056	29.26%
Totals	20,779,253,482.85	100.00%	318,056	100.00%

Fixed rate remaining terms

The following table shows the distribution of reset dates in respect of the fixed rate loans as at the cut-off date.

Years to reversion	Aggregate outstanding balance as at the cut-off date (£)	% of total	Number of product holdings	% of total
0-3.....	4,241,958,062.36	94.78%	55,109	93.29%
3-5.....	107,856,986.44	2.41%	2,189	3.71%
5-10.....	8,717,451.11	0.19%	254	0.43%
10-15.....	20,463,728.80	0.46%	416	0.70%
>15.....	96,477,824.33	2.16%	1,104	1.87%
Totals	4,475,474,053.04	100.00%	59,072	100.00%

Maturities of SVR loans

The following table shows the distribution of maturities in respect of the variable rate loans (including the discount loans) as at the cut-off date.

Years to maturity	Aggregate outstanding balance as at the cut-off date (£)	% of total	Number of product holdings	% of total
0-3.....	132,738,952.21	2.56%	7,993	7.91%
3-5.....	121,938,765.73	2.35%	5,921	5.86%
5-10.....	510,812,560.61	9.86%	19,082	18.88%
10-15.....	797,080,455.54	15.39%	21,510	21.28%
>15.....	3,616,375,207.27	69.83%	46,586	46.08%
Totals	5,178,945,941.36	100.00%	101,092	100.00%

Base rate loans remaining terms

The following table shows the distribution of reset dates in respect of the base rate loans as at the cut-off date.

Years to maturity	Aggregate outstanding balance as at the cut-off date (£)	% of total	Number of product holdings	% of total
0-3.....	2,282,070,398.21	20.51%	30,578	19.37%
3-5.....	279,204,952.08	2.51%	8,326	5.27%
5-10.....	1,049,792,025.01	9.44%	25,003	15.84%
10-15.....	1,821,293,879.32	16.37%	31,663	20.05%
>15.....	5,692,472,233.83	51.17%	62,322	39.47%
Totals	11,124,833,488.45	100.00%	157,892	100.00%

Payment methods

The following table shows the payment methods for the mortgage accounts as at the cut-off date.

Payment method	Aggregate outstanding balance as at the cut-off date (£)	% of total	Number of mortgage accounts	% of total
Direct debit	20,645,878,910.59	99.36%	223,394	98.94%
Cheque/Cash.....	133,374,572.26	0.64%	2,399	1.06%
Totals	20,779,253,482.85	100.00%	225,793	100.00%

Distribution of fixed rate loans

As at the cut-off date, approximately 21.54% of the loans in the expected portfolio were fixed rate loans. The following tables show the distribution of fixed rate loans by their fixed rate of interest as at such date, and the year in which the loans cease to bear a fixed rate of interest and instead bear a floating rate of interest. The figures in these tables have been calculated on the basis of loan product holdings rather than mortgage accounts. A mortgage account may have more than one active loan product.

Fixed rate loans remain at the relevant fixed rate for a period of time as specified in the offer conditions, after which they move to a variable rate or some other rate as specified in the offer conditions.

Fixed rate	Aggregate outstanding balance as at the cut-off date (£)	% of total	Number of fixed rate product holdings	% of total
0% to =<4%.....	1,207,465,038.76	26.98%	17,381	29.42%
>4% to =<5%.....	1,738,766,324.88	38.85%	23,724	40.16%
>5% to =<6%.....	1,344,442,938.70	30.04%	13,595	23.01%
>6%	184,799,750.70	4.13%	4,372	7.40%
Totals	4,475,474,053.04	100.00%	59,072	100.00%

Year and month in which current fixed rate period ends	Aggregate outstanding balance as at the cut-off date (£)	% of total	Number of fixed rate product holdings	% of total
May-2012	382,578,659.13	8.55%	5,090	8.62%
Jun-2012	176,679,623.04	3.95%	2,022	3.42%
Jul-2012	286,429,893.74	6.40%	3,906	6.61%
Aug-2012	169,070,344.17	3.78%	2,104	3.56%
Sep-2012	285,422,596.10	6.38%	3,902	6.61%
Oct-2012	168,607,539.17	3.77%	2,472	4.18%
Nov-2012	120,310,631.78	2.69%	1,419	2.40%
Dec-2012	151,711,128.22	3.39%	2,130	3.61%
Jan-2013	104,835,521.44	2.34%	1,312	2.22%
Feb-2013	101,826,818.77	2.28%	1,612	2.73%
Mar-2013	110,277,771.30	2.46%	1,721	2.91%
Apr-2013	216,728,783.09	4.84%	3,293	5.57%
May-2013	166,892,027.80	3.73%	2,499	4.23%
Jun-2013	93,058,899.05	2.08%	1,289	2.18%
Jul-2013	107,386,727.52	2.40%	1,483	2.51%
Aug-2013	124,817,656.87	2.79%	1,447	2.45%
Sep-2013	158,194,663.27	3.53%	1,668	2.82%
Oct-2013	51,327,761.51	1.15%	587	0.99%
Nov-2013	97,452,485.68	2.18%	933	1.58%
Dec-2013	82,332,773.94	1.84%	745	1.26%
Jan-2014	76,652,227.74	1.71%	761	1.29%
Feb-2014	44,266,573.61	0.99%	554	0.94%
Mar-2014	22,988,044.98	0.51%	308	0.52%
Apr-2014	84,965,529.79	1.90%	1,237	2.09%
May-Dec 2014	793,480,738.38	17.73%	9,601	16.25%
2015	131,878,792.14	2.95%	2,309	3.91%
2016	35,830,035.66	0.80%	743	1.26%
Fixed for life	129,469,805.15	2.89%	1,925	3.26%
Totals	4,475,474,053.04	100.00%	59,072	100.00%

Employment status

The following table shows the employment status of the borrowers of the loans in the expected portfolio as at the cut-off date.

Status	Aggregate outstanding balance as at the cut-off date (£)	% of total	Number of mortgage accounts	% of total
Employed	18,941,946,659.36	91.16%	208,665	92.41%
Self employed	1,837,306,823.49	8.84%	17,128	7.59%
Totals	20,779,253,482.85	100.00%	225,793	100.00%

First time buyer

The following table shows the split between the borrowers of the loans in the expected portfolio who are first time buyers and non-first time buyers as at the cut-off date.

Status	Aggregate outstanding balance as at the cut-off date (£)	% of total	Number of mortgage accounts	% of total
First time buyer	4,029,447,659.47	19.39%	38,307	16.97%
Non-first time buyer	16,749,805,823.38	80.61%	187,486	83.03%
Totals	20,779,253,482.85	100.00%	225,793	100.00%

Payment rate analysis

The following table shows the annualised payment rate for the most recent one-, three- and 12-month period for the loans in the expected portfolio between 1 March 2011 and 29 February 2012.

As of month-end	one-month annualised	three-month annualised	12-month annualised
February 2012	27.28%	28.41%	28.22%

In the table above:

- one-month annualised CPR is calculated as $1 - ((1 - R)^{12})$;
- three-month annualised CPR is calculated as the average of the one-month annualised CPR for the most recent three months; and
- 12-month annualised CPR is calculated as the average of the one-month annualised CPR for the most recent 12 months,

where in each case R is (i) total principal receipts received plus the principal balance of loans repurchased by the seller (primarily due to further advances) during the relevant period, divided by (ii) the aggregate outstanding principal balance of the loans in the portfolio as at the start of that period.

Delinquency and loss experience of the portfolio

As at the cut-off date, the total outstanding balance of loans in the expected portfolio that were greater than 30 days in arrears was £77,327,289.39, representing 0.37% of the outstanding balance of loans in the expected portfolio as at such date.

Arrears

Status	Aggregate outstanding balance as at the cut-off date (£)	% Arrears by Balance	Number of mortgage accounts	% Arrears by Number
<=1 month in arrears.....	20,701,926,193.46	99.63%	224,980	99.64%
>1<=3 months in arrears	38,170,169.81	0.18%	395	0.17%
>3<=6 months in arrears	19,005,088.44	0.09%	194	0.09%
>6<=9 months in arrears	8,301,110.49	0.04%	104	0.05%
>9<=12 months in arrears	4,474,087.89	0.02%	43	0.02%
More than 12 months in arrears.....	7,376,832.76	0.04%	77	0.03%
Totals	20,779,253,482.85	100.00%	225,793	100.00%

Characteristics of the United Kingdom residential mortgage market

The UK housing market is primarily one of owner-occupied housing, with the remainder in some form of public, private landlord or social ownership. The mortgage market, whereby loans are provided for the purchase of a property and secured on that property, is the primary source of household borrowings in the United Kingdom.

Set out in the following tables are certain characteristics of the United Kingdom mortgage market. The issuer confirms that all the information contained in the tables below has been accurately reproduced and, as far as it is aware and able to ascertain from information published by third parties, no facts have been omitted which would render the reproduced information inaccurate and misleading.

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Industry CPR rates

In the following tables, quarterly industry constant repayment rate (**industry CPR**) data was calculated by dividing the amount of scheduled and unscheduled repayments of mortgages made by Monetary and Financial Institutions (banks and building societies) (**MFIs**) in a quarter by the quarterly balance of mortgages outstanding for MFIs in the United Kingdom. These quarterly repayment rates were then annualised using standard methodology.

Quarter	Industry CPR rate for the quarter (%)	4 quarter Rolling Average (%)	Quarter	Industry CPR rate for the quarter (%)	4 quarter Rolling Average (%)
March 1999	12.32%		June 1999	15.96%	
September 1999	17.55%		December 1999	16.47%	15.57%
March 2000	13.62%	15.90%	June 2000	15.31%	15.73%
September 2000	15.97%	15.34%	December 2000	15.67%	15.14%
March 2001	15.38%	15.58%	June 2001	18.23%	16.31%
September 2001	20.25%	17.39%	December 2001	20.06%	18.48%
March 2002	18.75%	19.32%	June 2002	21.10%	20.04%
September 2002	23.63%	20.89%	December 2002	22.89%	21.59%
March 2003	21.24%	22.22%	June 2003	22.43%	22.55%
September 2003	24.03%	22.65%	December 2003	24.87%	23.14%
March 2004	21.22%	23.14%	June 2004	22.93%	23.26%
September 2004	24.27%	23.32%	December 2004	20.85%	22.32%
March 2005	17.96%	21.50%	June 2005	21.32%	21.10%
September 2005	24.29%	21.10%	December 2005	24.61%	22.04%
March 2006	22.27%	23.12%	June 2006	23.37%	23.64%
September 2006	24.95%	23.80%	December 2006	24.87%	23.87%
March 2007	23.80%	24.25%	June 2007	24.84%	24.61%
September 2007	25.48%	24.74%	December 2007	23.55%	24.42%
March 2008	19.56%	23.36%	June 2008	20.88%	22.37%
September 2008	20.15%	21.03%	December 2008	15.33%	18.98%
March 2009	12.91%	17.32%	June 2009	11.39%	14.95%
September 2009	12.77%	13.10%	December 2009	11.99%	12.27%
March 2010	9.60%	11.44%	June 2010	10.60%	11.24%
September 2010	11.30%	10.87%	December 2010	10.98%	10.62%
March 2011	10.03%	10.73%	June 2011	10.59%	10.73%
September 2011	11.91%	10.88%	December 2011	11.41%	10.98%

Source: Bank of England, CML Research

Repossession rate

The table below sets out the repossession rate of residential properties in the United Kingdom since 1985.

Year	Repossessions (%)	Year	Repossessions (%)	Year	Repossessions (%)
1985.....	0.25	1994.....	0.47	2003.....	0.07
1986.....	0.30	1995.....	0.47	2004.....	0.07
1987.....	0.32	1996.....	0.40	2005.....	0.12
1988.....	0.22	1997.....	0.31	2006.....	0.18
1989.....	0.17	1998.....	0.31	2007.....	0.22
1990.....	0.47	1999.....	0.27	2008.....	0.34
1991.....	0.77	2000.....	0.20	2009.....	0.42
1992.....	0.69	2001.....	0.16	2010.....	0.33
1993.....	0.58	2002.....	0.11	2011.....	0.32

Source: CML Research

House price to earnings ratio

The following table shows the ratio for each year of the average annual value of houses compared with the average annual salary in the United Kingdom. The average annual earnings figures are constructed using the CML's new earnings survey figures referring to weekly earnings in April of each year for those male employees whose earnings were not affected by their absence from work. While this is a good indication of house affordability, it does not take into account the fact that the majority of households have more than one income to support a mortgage loan.

Year	House Price to Earnings Ratio	Year	House Price to Earnings Ratio
1994.....	4.55	2003.....	7.52
1995.....	4.47	2004.....	8.00
1996.....	4.51	2005.....	8.16
1997.....	4.77	2006.....	8.09
1998.....	5.11	2007.....	8.67
1999.....	5.37	2008.....	8.38
2000.....	6.04	2009.....	7.65
2001.....	6.16	2010.....	8.11
2002.....	7.00	2011.....	8.19

Source: CML Research

House price index

UK residential property prices, as measured by the Nationwide House Price Index and Halifax House Price Index (collectively the **Housing Indices**), have generally followed the UK Retail Price Index over an extended period. (Nationwide is a UK building society and Halifax is a trading name of Bank of Scotland plc, a UK bank who publishes the Halifax House Price Index.)

The UK housing market has been through various economic cycles in the recent past, with large year-to-year increases in the Housing Indices occurring in the late 1980s and large decreases occurring in the early 1990s.

Time in Quarters	UK Retail Price Index		Nationwide House Price Index		Halifax House Price Index	
	Index	% annual change	Index	% annual change	Index	% annual change
March 1987.....	100.30	0.00	81.55	13.70	140.60	13.78
June 1987.....	101.90	0.00	85.75	14.96	147.30	13.58
September 1987.....	102.10	0.00	88.64	14.98	152.60	13.67
December 1987.....	103.20	0.00	88.48	11.36	158.20	14.46
March 1988.....	103.70	3.33	89.95	9.80	164.90	15.94

Time in Quarters	UK Retail Price Index		Nationwide House Price Index		Halifax House Price Index	
	Index	% annual change	Index	% annual change	Index	% annual change
June 1988	106.20	4.13	97.61	12.95	180.20	20.16
September 1988	107.70	5.34	108.43	20.15	198.90	26.50
December 1988	109.90	6.29	114.20	25.51	212.00	29.27
March 1989	111.70	7.43	118.76	27.79	217.80	27.82
June 1989	114.90	7.87	124.17	24.06	226.80	23.00
September 1989	116.00	7.42	125.24	14.42	227.30	13.35
December 1989	118.30	7.37	122.68	7.16	222.80	4.97
March 1990	120.40	7.50	118.87	0.09	220.70	1.32
June 1990	126.00	9.22	117.66	-5.38	224.30	-1.11
September 1990	128.10	9.92	114.20	-9.23	224.20	-1.37
December 1990	130.10	9.51	109.56	-11.31	222.90	0.04
March 1991	130.80	8.28	108.82	-8.84	220.20	-0.23
June 1991	133.60	5.86	110.55	-6.23	223.20	-0.49
September 1991	134.20	4.65	109.53	-4.18	220.80	-1.53
December 1991	135.50	4.07	107.00	-2.37	217.50	-2.45
March 1992	136.20	4.05	104.11	-4.42	210.60	-4.46
June 1992	139.10	4.03	105.06	-5.10	210.40	-5.91
September 1992	139.00	3.51	104.22	-4.97	208.40	-5.78
December 1992	139.60	2.98	100.08	-6.68	199.30	-8.74
March 1993	138.70	1.82	100.00	-4.02	196.90	-6.73
June 1993	140.90	1.29	103.57	-1.42	203.20	-3.48
September 1993	141.30	1.64	103.23	-0.96	204.20	-2.04
December 1993	141.80	1.56	101.84	1.74	202.50	1.59
March 1994	142.00	2.35	102.39	2.36	202.30	2.71
June 1994	144.50	2.52	102.46	-1.08	204.30	0.54
September 1994	144.60	2.31	103.20	-0.03	204.30	0.05
December 1994	145.50	2.58	103.96	2.06	200.90	-0.79
March 1995	146.80	3.32	101.91	-0.47	200.30	-0.99
June 1995	149.50	3.40	103.00	0.53	201.00	-1.63
September 1995	149.90	3.60	102.41	-0.77	199.00	-2.63
December 1995	150.10	3.11	101.60	-2.30	197.80	-1.56
March 1996	150.90	2.75	102.47	0.55	200.90	0.30
June 1996	152.80	2.18	105.79	2.67	208.60	3.71
September 1996	153.10	2.11	107.74	5.08	209.80	5.28
December 1996	154.00	2.57	110.06	8.00	212.60	7.22
March 1997	154.90	2.62	111.33	8.30	215.30	6.92
June 1997	156.90	2.65	116.51	9.65	222.60	6.50
September 1997	158.40	3.40	121.20	11.77	223.60	6.37
December 1997	159.70	3.63	123.34	11.40	224.00	5.22
March 1998	160.20	3.36	125.48	11.96	226.40	5.03
June 1998	163.20	3.94	130.11	11.04	234.90	5.38
September 1998	163.70	3.29	132.39	8.84	236.10	5.44
December 1998	164.40	2.90	132.29	7.00	236.30	5.35
March 1999	163.70	2.16	134.61	7.02	236.30	4.28
June 1999	165.50	1.40	139.66	7.09	247.70	5.31
September 1999	165.60	1.15	144.35	8.65	256.70	8.37
December 1999	166.80	1.45	148.89	11.83	263.40	10.86
March 2000	167.50	2.29	155.00	14.10	270.50	13.52
June 2000	170.60	3.04	161.99	14.83	275.60	10.67
September 2000	170.90	3.15	161.46	11.20	277.60	7.83
December 2000	172.00	3.07	162.84	8.95	278.30	5.50
March 2001	171.80	2.53	167.52	7.77	279.00	3.09
June 2001	173.90	1.92	174.83	7.63	297.00	7.48
September 2001	174.00	1.80	181.63	11.77	305.00	9.41
December 2001	173.80	1.04	184.59	12.54	310.90	11.08
March 2002	173.90	1.21	190.22	12.71	324.30	15.05

Time in Quarters	UK Retail Price Index		Nationwide House Price Index		Halifax House Price Index	
	Index	% annual change	Index	% annual change	Index	% annual change
June 2002	176.00	1.20	206.47	16.64	346.60	15.44
September 2002	176.60	1.48	221.09	19.66	369.10	19.08
December 2002	178.20	2.50	231.29	22.55	393.00	23.43
March 2003	179.20	3.00	239.26	22.94	400.10	21.00
June 2003	181.30	2.97	250.12	19.18	422.50	19.80
September 2003	181.80	2.90	258.86	15.77	437.60	17.02
December 2003	182.90	2.60	267.12	14.40	453.50	14.32
March 2004	183.80	2.53	277.34	14.77	474.00	16.95
June 2004	186.30	2.72	296.16	16.90	513.20	19.45
September 2004	187.40	3.03	306.18	16.79	527.20	18.63
December 2004	189.20	3.39	304.15	12.98	522.00	14.07
March 2005	189.70	3.16	304.80	9.44	520.20	9.30
June 2005	191.90	2.96	314.18	5.91	532.10	3.62
September 2005	192.60	2.74	314.45	2.67	543.10	2.97
December 2005	193.70	2.35	313.97	3.18	548.40	4.93
March 2006	194.20	2.34	319.82	4.81	552.60	6.04
June 2006	197.60	2.93	329.22	4.68	582.10	8.98
September 2006	199.30	3.42	336.06	6.65	586.70	7.72
December 2006	201.40	3.90	343.25	8.92	602.80	9.46
March 2007	203.00	4.43	350.21	9.08	613.90	10.52
June 2007	206.30	4.31	362.69	9.68	644.10	10.12
September 2007	207.10	3.84	367.32	8.89	649.30	10.14
December 2007	209.80	4.09	366.98	6.68	634.40	5.11
March 2008	211.10	3.91	357.81	2.15	620.90	1.13
June 2008	215.30	4.27	348.14	-4.10	605.10	-6.25
September 2008	217.40	4.85	329.53	-10.86	568.90	-13.22
December 2008	215.50	2.68	312.85	-15.96	531.50	-17.70
March 2009	210.90	-0.09	298.65	-18.07	512.50	-19.19
June 2009	212.60	-1.26	307.34	-12.46	514.30	-16.26
September 2009	214.40	-1.39	319.50	-3.09	526.50	-7.75
December 2009	216.90	0.65	323.40	3.32	537.30	1.09
March 2010	219.30	3.91	324.94	8.44	539.00	5.04
June 2010	223.50	5.00	336.57	9.09	546.60	6.09
September 2010	224.50	4.60	333.85	4.39	540.40	2.61
December 2010	227.00	4.55	325.11	0.53	528.80	-1.59
March 2011	230.90	5.15	323.93	-0.31	523.20	-2.98
June 2011	234.90	4.97	332.67	-1.17	527.20	-3.61
September 2011	236.20	5.08	332.34	-0.45	528.00	-2.32
December 2011	238.60	4.98	328.73	1.11	522.00	-1.29
March 2012	239.60	3.70	324.61	0.21		

Source: HBOS plc and Nationwide Building Society

Source: The Office for National Statistics

The percentage annual change in the table above is calculated in accordance with the following formula:

$LN(x/y)$ where x is equal to the current quarter's index value and y is equal to the index value of the previous year's corresponding quarter.

ALLIANCE & LEICESTER PLC RESIDENTIAL MORTGAGE LOANS

The following table summarises loans in arrears and repossession experience for loans serviced by Alliance & Leicester prior to the Part VII effective date and, since the Part VII effective date, Santander UK, including the loans that were contained in the expected portfolio as at the cut-off date (with the exception of any loans originated before 1991). All of the loans in the table were originated by Alliance & Leicester, but not all of the loans form part of the portfolio. Santander UK services all of the loans in the portfolio.

Santander UK identifies, and, prior to the Part VII effective date, Alliance & Leicester identified, a loan as being in arrears where an amount equal to or greater than a full month's contractual payment is past its due date. Santander UK does not, and, prior to the Part VII effective date, Alliance & Leicester did not, define a loan as defaulted at any particular delinquency level, but rather at the time it takes the related property into possession. Santander UK does not, and, prior to the Part VII effective date, Alliance & Leicester did not, charge off a loan as uncollectible until it disposes of the property relating to that loan following default.

	31-Dec-2008	31-Dec-2009	31-Dec-2010	31-Dec-2011
Outstanding balance (£ millions).....	£37,751.6	£37,799.2	£38,010.9	£31,070.2
Number of loans outstanding (thousands)	428.5	425.6	420.6	353.9
Outstanding balance of loans in arrears (£ millions)				
1-2 payments in arrears	£350.5	£263.5	£263.5	£269.7
3-11 payments in arrears.....	£253.5	£273.1	£262.2	£264.7
12 or more payments in arrears.....	£42.2	£119.7	£109.3	£98.9
Total outstanding balance of loans in arrears (£ millions)	<u>£646.2</u>	<u>£656.3</u>	<u>£634.9</u>	<u>£633.3</u>
Total outstanding balance of loans in arrears as % of the outstanding balance .	<u>1.71%</u>	<u>1.74%</u>	<u>1.67%</u>	<u>2.04%</u>
Outstanding balance of loans relating to properties in possession (£ millions)	<u>£16.4</u>	<u>£12.9</u>	<u>£20.7</u>	<u>£18.2</u>
Outstanding balance at sale of loans relating to properties sold during the year (£ millions) ⁽¹⁾	<u>£32.74</u>	<u>£49.25</u>	<u>£59.75</u>	<u>£60.60</u>
Net loss on sales of all repossessed properties (£ millions) ⁽²⁾	<u>£9.82</u>	<u>£15.92</u>	<u>£16.05</u>	<u>£22.36</u>
Ratio of aggregate net losses to average aggregate outstanding balance of loans ⁽³⁾	<u>0.03%</u>	<u>0.04%</u>	<u>0.04%</u>	<u>0.07%</u>
Average net loss on all properties sold (£ thousands).....	<u>£48.35</u>	<u>£44.85</u>	<u>£34.59</u>	<u>£45.45</u>
Number of loans outstanding in arrears (thousands)				
1-2 payments in arrears	4.9	3.5	3.5	3.5
3-11 payments in arrears.....	3.1	3.1	3.1	3.2
12+ payments in arrears.....	0.5	1.2	1.1	1.1
Total number of loans outstanding in arrears.....	8.5	7.8	7.7	7.8
Total number of loans outstanding in arrears as % of the number of loans outstanding.....	2.0%	1.8%	1.8%	2.2%
Number of properties in possession.....	109	90	156	141
Number of properties sold during the year.....	203	355	464	492

(1) Properties sold may relate to properties taken into possession in prior periods.

(2) Net loss is net of recoveries in the current period on properties sold in prior periods.

(3) Average of opening and closing balances for the period.

There can be no assurance that the arrears experience with respect to the loans comprising the portfolio will correspond to the experience of Alliance & Leicester's originated loan portfolio as set forth in the foregoing table. The statistics in the preceding table represent only the arrears experience for the periods presented, whereas the arrears experience on the loans in the portfolio depends on results obtained over the life of the loans in the portfolio. The foregoing statistics include loans with a variety of payment and other characteristics that may not correspond to those of the loans in the portfolio. Moreover, if the property market experiences an overall decline in property values so that the value of the properties in the portfolio falls below the principal balances of the loans comprising the overall pool, the actual rates of arrears could be significantly higher than those previously experienced by the servicer. In addition, other adverse economic conditions, whether or not they affect property values, may nonetheless affect the timely payment by borrowers of principal and interest and, accordingly, the rates of arrears and losses with respect to the loans in the portfolio. Noteholders should observe that the United Kingdom experienced relatively low and stable interest rates during the periods covered in the preceding table. If interest rates were to rise, it is likely that the rate of arrears would rise.

The level of mortgage arrears with respect to Alliance & Leicester's originated loan portfolio has reduced since the recession in the United Kingdom in the early 1990s.

House price inflation has indirectly contributed to the improved arrears situation by enabling borrowers to sell at a profit if they encounter financial hardship. In the late 1980s house prices rose substantially faster than inflation as housing turnover increased to record levels. This was at a time when the economy grew rapidly, which led to falling unemployment and relatively high rates of real income growth. These fed into higher demand for housing, and house prices rose rapidly. Demand was further increased by changes in taxation legislation with regard to tax relief on mortgage payments in 1988. When monetary policy was subsequently tightened (in terms of both "locking in" sterling to the European Exchange Rate Mechanism and higher interest rates), the pace of economic activity first slowed and then turned into recession. Rising unemployment combined with high interest rates led to a fall in housing demand and increased default rates and repossessions. The ability of borrowers to refinance was limited as house prices began to fall and many were in a position of negative equity (borrowings greater than the resale value of the property) in relation to their mortgages.

Santander UK regularly reviews its lending policies in the light of prevailing market conditions and reviews actions so as to mitigate possible problems. The performance of Santander UK's new business and the arrears profiles are continuously monitored in monthly reports.

ANNEX A

Static Pool Data

The tables below set out static pool information with respect to all the mortgage loans on the Alliance & Leicester system. These tables show, for each of the last six years of origination, the distribution of such loans originated in that year by origination characteristics.

Origination Characteristics by Year

	2006	2007	2008	2009	2010	2011
Number of accounts opened (thousands)	94.7	88.9	23.7	41.5	31.4	3.0
Aggregate original balance (£) (millions).....	11,884.9	11,872.4	2,929.0	4,753.6	4,377.6	502.5
Average original balance (£) (thousands)	125.5	133.5	123.7	114.7	139.6	167.9
Weighted average original loan-to-value ratio.....	73.6	73.4	71.9	64.6	64.5	66.8
Weighted average original term (years).....	24.6	24.7	23.6	21.4	21.4	22.6

(1) Data are based on all business written in the period 2006-2011.

(2) Weighted averages are weighed by the original balance.

One of the characteristics of the mortgages trust is that the seller is able to sell more loans to the mortgages trustee over time, whether in connection with an issuance of notes by the issuer or any new notes by a new issuer or in order to maintain the minimum seller share. To aid in understanding changes to the mortgages trust over time, the following table sets out information relating to each sale of loans by the seller to the mortgages trustee pursuant to the mortgage sale agreement.

Date	Balance of loans substituted or sold	Number of loans substituted or sold
28 November 2006	£3,399,995,370	42,395
1 August 2007	£4,888,705,280	53,212
26 November 2007	£1,517,929,823	15,860
12 March 2010.....	£1,199,785,144	14,470
3 June 2010.....	£4,626,468,851	46,313
27 July 2010	£3,063,345,353	28,012
25 May 2011.....	£4,779,314,240	53,767
15 July 2011	£1,200,835,714	10,662
28 November 2011	£3,343,203,162	24,830
27 April 2012	£3,440,690,829	35,433

The sale of new loans by the seller to the mortgages trustee is subject to conditions, including ones required by the rating agencies, designed to maintain certain credit-related and other characteristics of the mortgages trust. These include limits on loans in arrears in the mortgages trust at the time of sale, limits on the aggregate balance of loans sold, limits on changes in the weighted average repossession frequency (**WAFF**) and the weighted average loss severity (**WALS**), minimum yield for the loans in the mortgages trust after the sale and maximum LTV for the loans in the mortgages trust after the sale. See a description of these conditions in “**Description of the transaction documents – The mortgage sale agreement – Sale of the loans and their related security**” in the prospectus.

Listing and admission to trading application

These final terms comprise the final terms required for the notes described herein (other than the Series 2012-1 Australian notes) to be admitted to the official list and admitted to trading on the London Stock Exchange's regulated market pursuant to the residential mortgage backed note programme of Fosse Master Issuer plc.

Responsibility

The issuer accepts responsibility for the information contained in these final terms.

Signed on behalf of the issuer:

By:.....

Duly authorised