

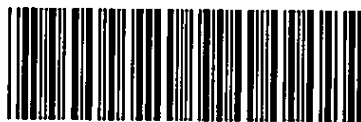
ABBAY NATIONAL NOMINEES LIMITED

**Registered in England and Wales
Company Number 2516674**

ANNUAL REPORT AND ACCOUNTS

**FOR THE YEAR ENDED
31 DECEMBER 2012**

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ABBEY NATIONAL NOMINEES LIMITED - 2516674

Report of the Directors

The Directors submit their report together with the financial statements for the year ended 31 December 2012

Principal activity and review of the year

The principal activity of Abbey National Nominees Limited, (the "Company") is to act as a Nominee shareholder

During the year the Company ceased to be the Corporate Secretary to the subsidiaries of Santander UK plc

The Company has not traded during the year, No significant accounting transactions, as required to be entered in the Company's accounting records by section 386 of the Companies Act 2006, have occurred during the year under review and therefore the Company is considered to be dormant

Results and dividends

There was no profit or loss for the year ended 31 December 2012 (2011 £nil) and therefore the Directors do not recommend the payment of a final dividend (2011 £nil)

Directors

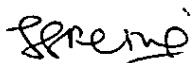
The Directors who served throughout the year and to the date of this report (except as noted) were as follows

Mr S P Coles
Ms J F Petrie
Mr D J Lewis (appointed 30 May 2012)

Auditors

The annual accounts have not been audited as the Company is entitled to the exemption from Audit under section 480 of the Companies Act 2006 relating to dormant companies and no notice under Section 476 has been deposited at the Company's registered office requiring the Company to obtain an audit of the accounts

By Order of the Board



Jessica Petrie, Joint Secretary
9 January 2013

Registered Office Address 2 Triton Square, Regent's Place, London, NW1 3AN

ABBEY NATIONAL NOMINEES LIMITED - 2516674

Statement of Comprehensive Income For the year ended 31 December 2012

There were no transactions in the current or prior year and the Company generated neither a profit nor a loss in either year

Statement of Recognised Income and Expense

The Company has no recognised income or expenses other than the results for the current and previous year as set out in the Income Statement

Cash Flow Statement

The Company has not undertaken any cash transactions in the current or previous year and so no cash flows have occurred

ABBEY NATIONAL NOMINEES LIMITED - 2516674

Balance Sheet As at 31 December 2012

	Notes	2012 £	2011 £
Non-current assets			
Investments		-	-
Current assets			
Cash and cash equivalents	3	2	2
Net current assets		2	2
Net assets		2	2
Equity			
Share capital	4	2	2
Retained earnings		-	-
Equity attributable to equity holders of the Company		2	2

The accompanying notes form an integral part of the accounts

For the year ending 31 December 2012 the Company was entitled to exemption from audit under section 480 of the Companies Act 2006 relating to dormant companies

Directors' Responsibilities

- (i) The members have not required the Company to obtain an audit of its accounts for the year in question in accordance with section 476 of the Companies Act 2006
- (ii) The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting periods and the preparation of accounts

These accounts have been prepared in accordance with the provision applicable to companies subject to the small companies' regime

The financial statements were approved by the board of Directors and authorised for issue on 9 January 2013. They were signed on its behalf by



Shaun Coles
Director

Notes to the financial statements for the year ended 31 December 2012

1. Accounting policies

The principal accounting policies applied in the preparation of financial statements are set out below. These policies have been consistently applied to all years presented, unless otherwise stated.

Basis of preparation

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as adopted for use in the European Union that are effective or available for early adoption at the Company's reporting date. The Company, in addition to complying with its legal obligation to comply with IFRS as adopted for use in the European Union, has also complied with the IFRS as issued by the International Accounting Standards Board. The financial statements have been prepared under the historical cost convention.

Financial Instruments

Financial assets and liabilities are recognised in the Company's balance sheet when the Company becomes a party to the contractual provisions of the instrument.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

2 Profit from operations

No Directors were remunerated for their services to the Company. Directors' emoluments are borne by the immediate UK parent company, Santander UK plc. No emoluments were paid by the Company to Directors during the year (2011: £nil).

The Company had no employees in the current or previous financial year.

Notes to the financial statements for the year ended 31 December 2012

3. Cash and cash equivalents

	2012 £	2011 £
Due from banks	2	2
Total cash and cash equivalents	2	2

4 Share capital

	2012 £	2011 £
Issued and fully paid:		
2 ordinary shares	2	2

5 Related party transactions

The following were the balances with related parties as at 31 December 2012 and 31 December 2011

Amounts due from group companies	2012 £	2011 £
Santander UK plc	2	2

6. Parent undertaking and controlling party

The Company's immediate parent company is Santander UK plc

The Company's ultimate parent undertaking and controlling party is, Banco Santander, S A , a company incorporated in Spain. Banco Santander, S A , is the parent undertaking of the largest group of undertakings for which group accounts are drawn up and of which the Company is a member. Santander UK plc is the parent undertaking of the smallest group of undertakings for which the group accounts are drawn up and of which the Company is a member.

Copies of all sets of group accounts, which include the results of the Company, are available from Secretariat, Santander UK plc, 2 Triton Square, Regent's Place, London NW1 3AN