

IMPORTANT NOTICE

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FINAL TERMS

13 June 2013

Lanark Master Issuer plc

(Incorporated with limited liability in England and Wales, registered number 6302751)

Issue of series 2013-1 notes under its £20 billion residential mortgage backed note programme

The series 2013-1 notes will comprise the following classes of notes:

| Initial principal amount | class | Final maturity | Issue price | Ratings | | |
|--------------------------|-----------|----------------|-------------|---------|---------|-------------------|
| | | | | Fitch | Moody's | Standard & Poor's |
| \$300,000,000 | Class 1A1 | December 2054 | 100% | AAAsf | Aaa(sf) | AAA(sf) |
| £350,000,000 | Class 1A2 | December 2054 | 100% | AAAsf | Aaa(sf) | AAA(sf) |
| £7,200,000 | Class Z | December 2054 | 100% | N/A | N/A | N/A |

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions of the notes set forth in the base prospectus dated 7 June 2013 (the "**base prospectus**") which constitutes a base prospectus for the purposes of Directive 2003/71/EC (the "**Prospectus Directive**"). This document is not a prospectus for the purposes of Section 12(a)(2) or any other provision or rule under the United States Securities Act of 1933, as amended (the "**Securities Act**"). This document constitutes 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 base 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 base prospectus. The base prospectus is available for viewing at the offices of the paying agent at Winchester House, 1 Great Winchester Street, London EC2N 2DB and copies are available at the registered address of the issuer at Winchester House, 1 Great Winchester Street, London EC2N 2DB. This final terms may be used to offer and sell the series 2013-1 notes only if accompanied by the base prospectus.

Arrangers for the programme

Barclays

Deutsche Bank

The following are the specific terms and conditions relating to the series 2013-1 notes and form part of the terms and conditions of the notes as applied to the series 2013-1 notes (and solely with respect to the series 2013-1 notes) by the issuer trust deed and constitute the final terms of the series 2013-1 notes for the purposes of Article 5.4 of the Prospectus Directive.

1. **Issue of the notes**

(a) **Issuer**

Lanark Master Issuer plc

(b) **Series**

Series 2013-1

(c) **Closing date**

13 June 2013

(d) **Initial principal amount**

| Notes | Initial principal amount |
|-------------------------------------|--------------------------|
| Series 2013-1 class 1A1 notes | \$300,000,000 |
| Series 2013-1 class 1A2 notes | £350,000,000 |
| Series 2013-1 class Z notes | £7,200,000 |

(e) **Issue price**

100% of the initial principal amount in relation to each class of notes in the series 2013-1 notes

(f) **Ratings**

| Notes | Ratings | | |
|-------------------------------|---------|---------|-------------------|
| | Fitch | Moody's | Standard & Poor's |
| Series 2013-1 class 1A1 notes | AAA sf | Aaa(sf) | AAA(sf) |
| Series 2013-1 class 1A2 notes | AAA sf | Aaa(sf) | AAA(sf) |
| Series 2013-1 class Z notes | N/A | N/A | N/A |

(g) **Selling restrictions**

The notes may be offered and sold only in compliance with applicable laws and regulations. See "*Transfer Restrictions*" in the base prospectus.

2. **Form and holding of the notes**

(a) **Reg S notes and Rule 144A notes**

The series 2013-1 class 1A1 notes are either Reg S notes or Rule 144A notes

The series 2013-1 class 1A2 notes are either Reg S notes or Rule 144A notes

The series 2013-1 class Z notes are Reg S notes

Reg S global note certificates are registered in the name of a nominee of a common safekeeper for Euroclear and Clearstream, Luxembourg

Rule 144A global note certificates denominated in a currency other than US dollars are registered in the name of a nominee of a common safekeeper for Euroclear and Clearstream, Luxembourg

Rule 144A global note certificates denominated in US dollars are registered in the name of Cede & Co., as nominee of DTC

(b) ***Specified currency***

US dollars in respect of each class of notes in the series 2013-1 notes that is denominated in US dollars

Pounds sterling in respect of each class of notes in the series 2013-1 notes that is denominated in pounds sterling

(c) ***Specified denominations***

For each class of notes in the series 2013-1 notes denominated in US dollars, \$250,000 and integral multiples of \$1,000 in excess thereof

For each class of notes in the series 2013-1 notes denominated in pounds sterling, £100,000 and integral multiples of £1,000 in excess thereof

(d) ***Additional Business Centre(s)***

Not Applicable

(e) ***Any clearing system(s) other than DTC, Euroclear, or Clearstream, Luxembourg***

Not Applicable

(f) ***Additional Paying Agent(s)***

Not Applicable

(g) ***Delivery***

Delivery against payment

(h) ***Clearing System Codes***

| Notes | CUSIP number (Rule 144A) | Common code (Reg S) | Common code(Rule 144A) | ISIN(Reg S) | ISIN(Rule 144A) |
|------------------------------------|-----------------------------|------------------------|------------------------------|--------------|-----------------|
| Series 2013-1 class 1A1 notes..... | 513770 AX5 | 094388155 | 094411432 | XS0943881556 | US513770AX50 |
| Series 2013-1 class 1A2 notes..... | N/A | 094388449 | 094388821 | XS0943884493 | XS0943888213 |
| Series 2013-1 class Z notes | N/A | 094389046 | N/A | XS0943890466 | N/A |

(i) ***Estimate of total expenses related to admission to trading***

£5,000

3. **Interest on the notes**

(a) ***Interest commencement date***

13 June 2013

(b) ***Fixed rate note provisions***

Not Applicable

(c) ***Floating rate note provisions***

The floating rate note provisions are applicable to the series 2013-1 class 1A1 notes, the series 2013-1 class 1A2 notes and the series 2013-1 class Z notes

(i) *Note payment dates*

For each class of notes in the series 2013-1 notes, the monthly payment date falling in February, May, August and November in each year up to and including the final maturity date or, following the earlier to occur of the step-up date (if any) for such notes and a pass-through trigger event, each monthly payment date up to and including the final maturity date. The first note payment date in respect of each class of notes in the series 2013-1 notes will be the note payment date falling in August 2013

(ii) *Business day convention*

For each class of notes in the series 2013-1 notes, following business day convention

(iii) *Screen rate determination*

The screen rate determination provisions are applicable to each class of notes in the series

(A) **Reference rate**

For each interest period for each class of notes in the series 2013-1 notes denominated in US dollars, three-month USD LIBOR or, in respect of the first interest period for each class of notes in the series 2013-1 notes denominated in US dollars, the linear interpolation of two-month USD LIBOR and three-month USD LIBOR and for each interest period for each class of notes in the series 2013-1 notes denominated in US dollars following the earlier to occur of the step-up date (if any) and a pass-through trigger event, one-month USD LIBOR

For each interest period for each class of notes in the series 2013-1 notes denominated in pounds sterling, three-month sterling LIBOR or, in respect of the first interest period for each class of notes in the series 2013-1 notes denominated in pounds sterling, the linear interpolation of two-month sterling LIBOR and three-month sterling LIBOR and for each interest period for each class of notes in the series 2013-1 notes denominated in sterling following the earlier to occur of the step-up date (if any) and a pass-through trigger event, one-month sterling LIBOR

(B) **Interest determination date(s)**

For each class of notes in the series 2013-1 notes denominated in US dollars, the second day on which commercial banks are open for general business (including dealings in foreign exchange and foreign currency deposits) in London prior to the start of each floating interest period

For each class of notes in the series 2013-1 notes denominated in pounds sterling, the first day of each floating interest period

(C) **Relevant screen page**

For each class of notes in the series 2013-1 notes denominated in US dollars, Reuters Screen LIBOR 01 Page

For each class of notes in the series 2013-1 notes denominated in pounds sterling, Reuters Screen LIBOR 01 Page

(iv) *ISDA determination*

Not Applicable

(v) *Margin(s)*

| Notes | Margin for each floating interest period up to (but excluding) the step-up date | Margin for each floating interest period from (and including) the step-up date |
|-------------------------------|--|---|
| Series 2013-1 class 1A1 notes | 0.50% | 1.00% |
| Series 2013-1 class 1A2 notes | 0.45% | 0.90% |
| Series 2013-1 class Z notes | 0.90% | 1.80% |

(vi) *Step-up date*

| Notes | Step-up date – the note payment date falling in |
|-------------------------------|--|
| Series 2013-1 class 1A1 notes | August 2016 |
| Series 2013-1 class 1A2 notes | August 2016 |
| Series 2013-1 class Z notes | August 2016 |

(vii) *Maximum rate of interest and minimum rate of interest*

Not Applicable

(viii) *Day count fraction*

For each class of notes in the series 2013-1 notes denominated in US dollars, Actual/360

For each class of notes in the series 2013-1 notes denominated in pounds sterling, Actual/365

(ix) *Party responsible for calculating the rate of interest and interest amount (if not the agent bank)*

Not applicable

4. **Repayment of the notes**

(a) *Type of note*

The series 2013-1 class 1A1 notes and the series 2013-1 class 1A2 notes are controlled amortisation notes

The series 2013-1 class Z notes are pass-through notes

(b) *Details relating to bullet notes*

Not Applicable

(c) *Details relating to controlled amortisation notes*

Applicable

| Controlled amortisation dates the note payment date falling in | Series 2013-1 class 1A1 notes | | Series 2013-1 class 1A2 notes |
|---|--------------------------------------|----------------------------|--------------------------------------|
| | Target balance (£) | Target balance (\$) | Target balance (£) |
| August 2013 | 193,548,387 | 300,000,000 | 350,000,000 |
| November 2013 | 193,548,387 | 300,000,000 | 350,000,000 |
| February 2014 | 193,548,387 | 300,000,000 | 350,000,000 |
| May 2014..... | 193,548,387 | 300,000,000 | 350,000,000 |
| August 2014 | 187,264,166 | 290,259,457 | 338,636,034 |
| November 2014..... | 181,186,267 | 280,838,714 | 327,645,167 |

| Controlled amortisation dates the note payment date falling in | Series 2013-1 class 1A1 notes | | Series 2013-1 class 1A2 notes |
|---|--------------------------------------|----------------------------|--------------------------------------|
| | Target balance (£) | Target balance (\$) | Target balance (£) |
| February 2015 | 175,307,917 | 271,727,271 | 317,015,149 |
| May 2015..... | 169,622,563 | 262,914,972 | 306,734,135 |
| August 2015 | 164,123,869 | 254,391,998 | 296,790,664 |
| November 2015..... | 158,805,708 | 246,148,847 | 287,173,655 |
| February 2016 | 153,662,151 | 238,176,334 | 277,872,390 |
| May 2016..... | 148,687,467 | 230,465,573 | 268,876,502 |
| August 2016 | 143,876,110 | 223,007,970 | 260,175,966 |

Notwithstanding the target balance shown for the series 2013-1 class 1A1 notes on the note payment date occurring in August 2016, it is expected that, subject to having sufficient funds and to other commercial considerations, the issuer will exercise its option to redeem the series 2013-1 class 1A1 notes in full on the note payment date occurring in August 2016 (which is the step up date for such notes) pursuant to the conditions.

Notwithstanding the target balance shown for the series 2013-1 class 1A2 notes on the note payment date occurring in August 2016, it is expected that, subject to having sufficient funds and to other commercial considerations, the issuer will exercise its option to redeem the series 2013-1 class 1A2 notes in full on the note payment date occurring in August 2016 (which is the step up date for such notes) pursuant to the conditions

(d) ***Details relating to pass-through notes***

Applicable

The series 2013-1 class Z notes will become due on the note payment date falling in August 2016 and on each note payment date thereafter

(e) ***Redenomination***

For each class of notes in the series 2013-1 notes denominated in US dollars, redenomination not applicable

For each class of notes in the series 2013-1 notes denominated in pounds sterling, redenomination applicable

(f) ***Final maturity date***

| Notes | Final maturity date – the note payment date falling in |
|-------------------------------|---|
| Series 2013-1 Class 1A1 notes | December 2054 |
| Series 2013-1 Class 1A2 notes | December 2054 |
| Series 2013-1 Class Z notes | December 2054 |

5. **Money market notes**

Not Applicable

6. **Required subordinated percentage and reserves**

(a) ***Required subordinated percentage***

| Notes | Required subordinated percentage |
|---------------------|---|
| class A notes | 17.27% |
| class B notes | N/A |
| class C notes | N/A |
| class D notes | N/A |

| Notes | Required subordinated percentage |
|--|---|
| class E notes | N/A |
| (b) <i>Target reserve required amount</i> | |
| £79,576,935 | |
| (c) <i>Issuer reserve minimum amount percentage</i> | |
| 0 per cent. | |
| (d) <i>Programme reserve required percentage</i> | |
| 3.29 per cent. | |
| (e) <i>Arrears or step-up trigger event</i> | |
| (i) <i>Item (i) funding reserve fund increased amount</i> | |
| £19,894,234 | |
| (ii) <i>Item (ii) funding reserve fund increased amount</i> | |
| £19,894,234 | |
| (iii) <i>Item (i) and (ii) funding reserve fund increased amount</i> | |
| £39,788,468 | |

7. **Details of the issuer swaps relating to the notes**

Specified currency exchange rate

For each class of notes in the series 2013-1 notes denominated in US dollars, £1.00/\$1.55

Loan tranche information

On the closing date for the series 2013-1 notes, the issuer will, pursuant to the terms of the global intercompany loan agreement, advance to Funding an aggregate amount in sterling equal to the proceeds of the issue of the series 2013-1 notes

The advance will be made up of separate loan tranches. Each loan tranche will be funded by a separate class or sub-class of notes in the series 2013-1 notes and will be identified by reference to that class or sub-class of notes

The loan tranches to be funded by the series 2013-1 notes are as follows:

| Loan tranches | Initial principal amount | Notes that will fund the loan tranche |
|------------------------------|---------------------------------|--|
| AAA (Class 1A1) Loan Tranche | £193,548,387 | Series 2013-1 class 1A1 notes |
| AAA (Class 1A2) Loan Tranche | £350,000,000 | Series 2013-1 class 1A2 notes |
| Z (Class Z) Loan Tranche | £7,200,000 | Series 2013-1 class Z notes |

The following are certain other terms and conditions of the loan tranches that will be funded by the series 2013-1 notes.

(a) ***Closing date***

13 June 2013

(b) ***Interest commencement date***

13 June 2013

(c) ***Step-up date and final maturity date***

| Loan Tranches | Step-up date – the note payment date falling in | Final maturity date – the note payment date falling in |
|-----------------------------------|--|---|
| AAA (Class 1A1) Loan Tranche..... | August 2016 | December 2054 |
| AAA (Class 1A2) Loan Tranche..... | August 2016 | December 2054 |
| Z (Class Z) Loan Tranche | August 2016 | December 2054 |

(d) ***Loan payment dates***

For all loan tranches to be funded by the series 2013-1 notes, each monthly payment date falling in each year up to and including the final maturity date. The first loan payment date for each loan tranche funded by the series 2013-1 notes will be the monthly payment date falling in August 2013

(e) ***Funding rating repayment test***

Applicable

The Funding rating repayment test is applicable to the Z (Class Z) Loan Tranche

Start-Up Loan

The start-up loan provider for the start-up loan to be made to the issuer on the closing date specified herein will be Clydesdale Bank PLC

The initial principal amount of such start-up loan will be approximately £2,518,605

The interest rate for such start-up loan will be three-month sterling LIBOR plus 0.90%

Funding Subordinated Loan

The Funding subordinated loan provider for the start-up loan to be made to Funding on the closing date specified herein will be Clydesdale Bank PLC

The initial principal amount of such Funding subordinated loan will be £1,313,061

The interest rate for such Funding subordinated loan will be three-month sterling LIBOR plus 0.90%

Other series of notes issued

As of the closing date specified herein, the aggregate principal amount outstanding of 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 | £2,080,051,805 |
| Class B notes..... | £nil |
| Class C notes..... | £nil |
| Class D notes | £nil |
| Class E notes..... | £nil |
| Class Z notes..... | £338,700,000 |

Other loan tranches

As of the closing date specified herein, the aggregate principal amount outstanding of loan tranches advanced by the issuer to Funding pursuant to the terms of the global intercompany loan agreement, including the loan tranches described herein, will be:

| | |
|----------|----------------|
| AAA..... | £2,080,051,805 |
| AA..... | £nil |
| A..... | £nil |
| BBB..... | £nil |
| BB..... | £nil |
| Z..... | £338,700,000 |

Mortgage sale representation date

Not applicable

Mortgage loan final maturity date

Not applicable

Interest-only mortgage loan amount

Applicable

36.32 per cent.

Post-perfection SVR-LIBOR margin

3.98 per cent.

Assignment Conditions

For the purposes of the Assignment Conditions:

- (a) the arrears of interest amount shall be 2 per cent.;
- (b) the three month arrears maximum amount shall be 4 per cent.;
- (c) the maximum aggregate current principal balance amount shall be 15 per cent.;
- (d) the WAFF/WALS amount shall be 0.25 per cent.;
- (e) the Moody's portfolio variation test percentage amount shall be 0.3 per cent.;
- (f) the weighted average yield amount shall be 2 per cent.; and
- (g) the weighted average LTV amount shall be 0.25 per cent.

Fitch Conditions

For the purposes of the Fitch Conditions:

- (a) the original weighted average LTV margin shall be 69 per cent.;
- (b) the current weighted average LTV margin shall be 63 per cent.;
- (c) the Fitch original LTV margin shall be 33 per cent.; and
- (d) the Fitch interest-only mortgage loan mortgage amount shall be 34 per cent.

Maturity and repayment considerations

The average lives of each class of the series 2013-1 notes cannot be stated because the actual rate of repayment of the mortgage loans and redemption of the mortgages and a number of other relevant factors are unknown. Calculations of the possible average lives of each class of the series 2013-1 notes can be made, however, based on certain assumptions. The assumptions used to calculate the possible average lives of each class of the series 2013-1 notes in the following table include that:

- (a) neither the issuer security nor the Funding security is enforced;
- (b) the aggregate current balance of mortgage loans in the mortgages trust will not fall below an amount equal to the product of 1.05 and the principal amount outstanding of all notes of the issuer at any time;
- (c) no asset trigger event or non-asset trigger event occurs;
- (d) no event occurs that would cause payments on each class of the series 2012-1 notes, the series 2012-2 notes or the series 2013-1 notes to be deferred;
- (e) the issuer exercises its option to redeem each class of the series 2012-1 notes, the series 2012-2 notes and the series 2013-1 notes on the step-up date, if any, relating to such notes;
- (f) the series 2013-1 notes are issued on the closing date specified herein;
- (g) each payment made by the issuer to the noteholders is paid on the 22nd day of the relevant month in which such payment is payable, regardless of whether such date is a business day;
- (h) no interest or fees are paid from mortgages trustee available principal receipts, funding available principal receipts or issuer available principal receipts;
- (i) the mortgage loans are not subject to any defaults or losses, and no mortgage loan falls into arrears;
- (j) the long-term, unsecured, unsubordinated and unguaranteed debt obligations of the seller continue to be rated at least "A2" by Moody's, "A" by Fitch and "BBB+" by Standard & Poor's; and
- (k) no further series of notes are issued after the closing date specified herein.

Assumptions (e) and (f) reflect the issuer's current expectations, although no assurance can be given that repayment of the notes will occur as described. Assumptions (a) through (d) and (h) through (k) relate to unpredictable circumstances.

Based upon the foregoing assumptions, the approximate average lives of the series 2013-1 notes, at various constant payment rates for the mortgage loans, would be as follows:

| Constant payment rate (% per annum) | Possible average life of the series 2013-1 class 1A1 notes (in years) | Possible average life of the series 2013-1 class 1A2 notes (in years) |
|-------------------------------------|---|---|
| 5% | 2.96 | 2.96 |
| 10% | 2.92 | 2.92 |
| 15% | 2.92 | 2.92 |
| 20% | 2.92 | 2.92 |
| 25% | 2.92 | 2.92 |
| 30% | 2.92 | 2.92 |
| 35% | 2.92 | 2.92 |

The average lives of each class of the series 2013-1 notes are subject to factors largely outside the control of the issuer and consequently no assurance can be given that these assumptions and estimates are realistic and they must therefore be viewed with considerable caution. For more information relating to the risks involved in the use of these estimated average lives, see "*Risk factors – The yield to maturity of the notes may be adversely affected by prepayments or redemptions on the mortgage loans or*

repurchases on the mortgage loans or repurchases of mortgage loans by the seller" in the base prospectus.

The cut-off date mortgage portfolio

The statistical and other information contained in these final terms has been compiled by reference to the mortgage loans in the cut-off date mortgage portfolio as of 31 March 2013 (the "**cut-off date**"). The cut-off date mortgage portfolio comprised an aggregate current principal balance of £3,727,379,444.20. The mortgage loans in the cut-off date mortgage portfolio were originated between 3 October 2002 and 28 February 2013.

A mortgage loan included in the cut-off date mortgage portfolio (and which has not been assigned to the mortgages trustee pursuant to the terms of the mortgage sale agreement) will not be so assigned to the mortgages trustee if, in the period up to (and including) the closing date, it is repaid in full or if it does not comply with the terms of the mortgage sale agreement on or about the closing date.

Once the determination has been made as to the anticipated principal balances of the notes to be issued and the corresponding size of the trust that would be required ultimately to support payments on the notes, the seller will then randomly select the mortgage loans to be assigned to the mortgages trustee on the closing date from the mortgage loans available to be so assigned on such date. It is expected that the aggregate current principal balance of the loans to be assigned to the mortgages trustee on the closing date will not exceed £670,000,000.

Unless indicated otherwise, the following description relates to types of mortgage loans that could be included in the mortgage portfolio as of the closing date or on any subsequent date.

The borrowers in respect of 100 per cent. of the aggregate current principal balance of the mortgage loans in the cut-off date mortgage portfolio as of 31 March 2013 have agreed to have their scheduled mortgage payments to the originators directly debited from their bank accounts.

31.8 per cent. of the aggregate current principal balance of the mortgage loans in the cut-off date mortgage portfolio as of the cut-off date were fixed rate mortgage loans. The remaining 68.2 per cent. of the aggregate current principal balance of the mortgage loans in the cut-off date mortgage portfolio as of the cut-off date were standard variable rate mortgage loans, variable rate mortgage loans, capped rate mortgage loans, discount rate mortgage loans or tracker rate mortgage loans, as described below.

A small proportion of mortgage loans (approximately 0.74 per cent. of the aggregate current principal balance of the mortgage loans to be assigned to the mortgages trustee on the closing date are mortgage loans extended to the relevant borrowers in connection with the purchase by those borrowers of properties from local authorities or certain other landlords under the right-to-buy schemes governed by the Housing Act 1985 (as amended by the Housing Act 2004) or (as applicable) the Housing (Scotland) Act 1987 (as amended by the Housing (Scotland) Act 2001).

As of the cut-off date, the seller's standard variable rate for existing and new borrowers was 4.95 per cent. per annum.

The tables set out in "*Mortgage portfolio*" show statistical and other information relating to all mortgage loans in the cut-off date mortgage portfolio as of the cut-off date.

Columns stating percentage amounts may not add up to 100 per cent. due to rounding.

Mortgage portfolio

Originators

| Originator | Aggregate Current Principal Balance (£) | % of Total | Number of Loan Rates | % of Total |
|-----------------------|--|----------------|----------------------|----------------|
| Clydesdale Bank | 2,034,981,241.01 | 54.60% | 15,912 | 37.63% |
| Yorkshire Bank | 1,692,398,203.19 | 45.40% | 26,379 | 62.37% |
| Total | 3,727,379,444.20 | 100.00% | 42,291 | 100.00% |

Type of Mortgage Loan Occupation Status

| <u>Originator</u> | <u>Aggregate Current Principal Balance (£)</u> | <u>% of Total</u> | <u>Number of Loan Parts</u> | <u>%ofTotal</u> |
|----------------------------|--|-------------------|-----------------------------|-----------------|
| Owner Occupied..... | 3,723,052,208.86 | 99.88% | 42,250 | 99.90% |
| Second / Holiday Home..... | 4,327,235.34 | 0.12% | 41 | 0.10% |
| Total | 3,727,379,444.20 | 100.00% | 42,291 | 100.00% |

Type of Mortgage Loan

| <u>Type of mortgage loan</u> | <u>Aggregate Current Principal Balance (£)</u> | <u>% of Total</u> | <u>Number of Loan Rates</u> | <u>% of Total</u> |
|------------------------------|--|-------------------|-----------------------------|-------------------|
| Residential | 3,727,379,444.20 | 100.00% | 42,291 | 100.00% |
| Buy to Let | - | 0.00% | - | 0.00% |
| Total | 3,727,379,444.20 | 100.00% | 42,291 | 100.00% |

Tenure

| <u>Tenure</u> | <u>Aggregate Current Principal Balance (£)</u> | <u>% of Total</u> | <u>Number of Loan Rates</u> | <u>% of Total</u> |
|--------------------|--|-------------------|-----------------------------|-------------------|
| Feuhold | 823,306,316.75 | 22.09% | 10,132 | 23.96% |
| Freehold | 2,475,393,725.55 | 66.41% | 27,833 | 65.81% |
| Leasehold..... | 342,008,545.96 | 9.18% | 3,207 | 7.58% |
| Unknown..... | 86,670,855.94 | 2.33% | 1,119 | 2.65% |
| Total | 3,727,379,444.20 | 100.00% | 42,291 | 100.00% |

Seasoning of mortgage loans at closing

The following table shows length of time since the mortgage loans were originated as of the cut-off date.

| <u>Age of mortgage loans (months)</u> | <u>Aggregate Current Principal Balance (£)</u> | <u>% of Total</u> | <u>Number of Loan Rates</u> | <u>% of Total</u> |
|---|--|-------------------|-----------------------------|-------------------|
| 0 to 6 | 347,172,002.64 | 9.31% | 2,224 | 5.26% |
| 7 to 12 | 227,280,282.59 | 6.10% | 2,061 | 4.87% |
| 13 to 18 | 126,468,953.00 | 3.39% | 1,245 | 2.94% |
| 19 to 24 | 498,571,539.08 | 13.38% | 4,099 | 9.69% |
| 25 to 30 | 285,202,540.08 | 7.65% | 2,945 | 6.96% |
| 31 to 36 | 232,164,715.20 | 6.23% | 2,605 | 6.16% |
| 37 to 42 | 154,310,461.70 | 4.14% | 1,553 | 3.67% |
| 43 to 48 | 121,030,028.97 | 3.25% | 1,409 | 3.33% |
| 49 to 54 | 76,342,926.11 | 2.05% | 1,093 | 2.58% |
| 55 >= | 1,658,835,994.83 | 44.50% | 23,057 | 54.52% |
| Total | 3,727,379,444.20 | 100.00% | 42,291 | 100.00% |

The weighted average seasoning of mortgage loans, as of the cut-off date, was 45.95 months. The maximum seasoning of such mortgage loans, as of the cut-off date, was 125.00 months and the minimum seasoning of such mortgage loans, as of the cut-off date, was 1.00 months.

Years to maturity at closing

| <u>Years to maturity</u> | <u>Aggregate Current Principal Balance (£)</u> | <u>% of Total</u> | <u>Number of Loan Rates</u> | <u>% of Total</u> |
|--------------------------|--|-------------------|---------------------------------|-------------------|
| 0 to 5 | 300,590,223.42 | 8.06% | 4,897 | 11.58% |
| 6 to 10 | 510,252,796.95 | 13.69% | 8,327 | 19.69% |
| 11 to 15 | 823,931,206.85 | 22.10% | 10,524 | 24.88% |
| 16 to 20 | 1,148,644,961.04 | 30.82% | 10,970 | 25.94% |
| 21 to 25 | 609,966,083.42 | 16.36% | 4,533 | 10.72% |
| 26 to 30 | 170,322,471.64 | 4.57% | 1,409 | 3.33% |

| Years to maturity | Aggregate Current Principal Balance (£) | % of Total | Number of Loan Rates | % of Total |
|--------------------------|--|-------------------|---------------------------------|-------------------|
| 30 > | 163,671,700.88 | 4.39% | 1,631 | 3.86% |
| Total | 3,727,379,444.20 | 100.00% | 42,291 | 100.00% |

The weighted average remaining term of the mortgage loans, as of the cut-off date, was 16.30 years. The maximum remaining term, as of the cut-off date, was 39.00 years.

Geographical distribution of mortgaged properties

The following table shows the spread of mortgaged properties securing the mortgage loans throughout England, Wales and Scotland as of the cut-off date. No properties are situated outside England, Wales and Scotland. The geographical location of a property has no impact upon the lending criteria and credit scoring tests.

| Region | Aggregate Current Principal Balance (£) | % of Total | Number of Mortgage Loans | % of Total |
|-----------------------|--|-------------------|-------------------------------------|-------------------|
| East Anglia..... | 46,746,207.87 | 1.25% | 331 | 0.78% |
| East Midlands | 208,286,750.40 | 5.59% | 2,800 | 6.62% |
| Greater London..... | 659,931,394.68 | 17.70% | 2,648 | 6.26% |
| North | 260,895,760.30 | 7.00% | 4,046 | 9.57% |
| North West..... | 360,682,848.86 | 9.68% | 5,026 | 11.88% |
| Northern Ireland..... | - | 0.00% | - | 0.00% |
| Scotland | 856,736,329.82 | 22.98% | 10,597 | 25.06% |
| South East | 186,174,528.74 | 4.99% | 911 | 2.15% |
| South West..... | 117,120,518.26 | 3.14% | 612 | 1.45% |
| Wales | 21,229,115.88 | 0.57% | 141 | 0.33% |
| West Midlands..... | 129,111,752.15 | 3.46% | 1,269 | 3.00% |
| Yorkshire | 880,464,237.24 | 23.62% | 13,910 | 32.89% |
| Total | 3,727,379,444.20 | 100.00% | 42,291 | 100.00% |

Original loan-to-value ratios

The following table shows the range of original loan-to-value ratios, which express the current balance of a mortgage loan, as at the date of its origination, divided by the value of the mortgaged property securing that mortgage loan at the same date.

No mortgaged property has been revalued since the date of origination of the related mortgage loan other than where additional lending or re-mortgaging has been applied for since the date of origination or where the mortgage loan was mortgage loan originated by either originator prior to 10th April 2006 (unless originated through the intermediary/broker network) where a self assessment of the property valuation from the potential borrower was used for the valuation of the property, and in applying that self assessment to an LTV calculation, an LTV ratio of less than 75% was determined. In each of the aforementioned cases, the original valuation may have been updated with a more recent valuation, which recent valuation has been used in formulating this data.

| Original LTV | Aggregate Current Principal Balance (£) | % of Total | Number of Mortgage Loans | % of Total |
|-----------------------|--|-------------------|---------------------------------|-------------------|
| 0.01 to 25.00 | 96,375,168.14 | 2.59% | 2,962 | 7.54% |
| 25.01 to 50.00 | 615,904,465.58 | 16.52% | 10,253 | 26.11% |
| 50.01 to 55.00 | 198,698,025.84 | 5.33% | 2,392 | 6.09% |
| 55.01 to 60.00 | 240,293,913.98 | 6.45% | 2,538 | 6.46% |
| 60.01 to 65.00 | 317,954,376.79 | 8.53% | 2,806 | 7.15% |
| 65.01 to 70.00 | 268,986,729.37 | 7.22% | 2,446 | 6.23% |
| 70.01 to 75.00 | 392,916,191.37 | 10.54% | 2,985 | 7.60% |
| 75.01 to 80.00 | 390,844,291.26 | 10.49% | 3,002 | 7.64% |
| 80.01 to 85.00 | 358,406,134.15 | 9.62% | 2,550 | 6.49% |
| 85.01 to 90.00 | 578,401,063.66 | 15.52% | 4,916 | 12.52% |
| 90.01 to 95.00 | 235,465,046.80 | 6.32% | 2,111 | 5.38% |
| 95.01 to 100.00 | 26,721,133.46 | 0.72% | 240 | 0.61% |
| 100.01 >=..... | 6,412,903.80 | 0.17% | 68 | 0.17% |
| Total | 3,727,379,444.20 | 100.00% | 39,269 | 100.00% |

The weighted average original loan-to-value ratio of the mortgage loans, as of the cut-off date was 68.28 per cent.

Current loan-to-value ratios

The following table shows the range of current loan-to-value ratios, or LTV ratios, which express the current balance of a mortgage loan, as of the cut-off date, divided by the value of the mortgaged property securing that mortgage loan at the same date.

| Current LTV % | Aggregate Current Principal Balance (£) | % of Total | Number of Mortgage Loans | % of Total |
|-----------------------|--|-------------------|---------------------------------|-------------------|
| 0.01 to 25.00 | 234,725,837.80 | 6.30% | 7,950 | 20.24% |
| 25.01 to 50.00 | 830,555,931.28 | 22.28% | 11,245 | 28.64% |
| 50.01 to 55.00 | 238,745,074.26 | 6.41% | 2,300 | 5.86% |
| 55.01 to 60.00 | 280,587,058.43 | 7.53% | 2,462 | 6.27% |
| 60.01 to 65.00 | 314,026,851.61 | 8.42% | 2,468 | 6.28% |
| 65.01 to 70.00 | 312,420,521.43 | 8.38% | 2,287 | 5.82% |
| 70.01 to 75.00 | 374,763,878.69 | 10.05% | 2,419 | 6.16% |
| 75.01 to 80.00 | 317,704,849.72 | 8.52% | 2,026 | 5.16% |
| 80.01 to 85.00 | 291,813,316.05 | 7.83% | 1,947 | 4.96% |
| 85.01 to 90.00 | 377,250,043.11 | 10.12% | 2,823 | 7.19% |
| 90.01 to 95.00 | 139,228,052.71 | 3.74% | 1,234 | 3.14% |
| 95.01 to 100.00 | 13,656,880.51 | 0.37% | 97 | 0.25% |
| 100.01 >=..... | 1,901,148.60 | 0.05% | 11 | 0.03% |
| Total | 3,727,379,444.20 | 100.00% | 39,269 | 100.00% |

The weighted average current loan-to-value ratio of the mortgage loans, as of the cut-off date was 61.63 per cent.

Current indexed loan-to-value ratios

The following table shows the range of current indexed loan-to-value ratios, or LTV ratios, which express the current balance of a mortgage loan, as of the cut-off date, divided by the indexed value of the mortgaged property securing that mortgage loan, as of the same date (calculated using the Nationwide House Price Index).

| Current Indexed LTV % | Aggregate Current Principal Balance (£) | % of Total | Number of Mortgage Loans | % of Total |
|------------------------------|--|-------------------|---------------------------------|-------------------|
| 0.01 to 25.00 | 233,776,860.50 | 6.27% | 8,033 | 20.46% |
| 25.01 to 50.00 | 801,689,507.55 | 21.51% | 10,989 | 27.98% |
| 50.01 to 55.00 | 238,888,117.62 | 6.41% | 2,255 | 5.74% |
| 55.01 to 60.00 | 272,525,297.66 | 7.31% | 2,401 | 6.11% |
| 60.01 to 65.00 | 295,550,594.04 | 7.93% | 2,367 | 6.03% |
| 65.01 to 70.00 | 302,501,869.05 | 8.12% | 2,259 | 5.75% |
| 70.01 to 75.00 | 357,642,114.12 | 9.60% | 2,337 | 5.95% |
| 75.01 to 80.00 | 314,825,784.16 | 8.45% | 2,046 | 5.21% |
| 80.01 to 85.00 | 286,295,567.57 | 7.68% | 2,016 | 5.13% |
| 85.01 to 90.00 | 333,895,267.23 | 8.96% | 2,729 | 6.95% |
| 90.01 to 95.00 | 160,031,555.56 | 4.29% | 1,262 | 3.21% |
| 95.01 to 100.00 | 91,756,096.71 | 2.46% | 455 | 1.16% |
| 100.01 >=..... | 38,000,812.43 | 1.02% | 120 | 0.31% |
| Total | 3,727,379,444.20 | 100.00% | 39,269 | 100.00% |

The weighted average current indexed loan-to-value ratio of the mortgage loans, as of the cut-off date, was 62.65 per cent.

Current balances

The following table shows the current balances of the mortgage loans (including capitalised fees and/or charges, if applicable), as of the cut-off date:

| Range of current principal balance (£) | Aggregate Current Principal Balance (£) | % of Total | Number of Mortgage Loans | % of Total |
|---|--|-------------------|---------------------------------|-------------------|
| £0.00 - £24,999.99 | 87,460,611.57 | 2.35% | 5,819 | 14.82% |
| £25,000.00 - £49,999.99 | 323,034,636.89 | 8.67% | 8,613 | 21.93% |
| £50,000.00 - £74,999.99 | 496,094,988.08 | 13.31% | 7,997 | 20.36% |
| £75,000.00 - £99,999.99 | 470,042,421.05 | 12.61% | 5,425 | 13.81% |
| £100,000.00 - £124,999.99 | 378,734,287.23 | 10.16% | 3,396 | 8.65% |
| £125,000.00 - £149,999.99 | 268,779,377.49 | 7.21% | 1,967 | 5.01% |
| £150,000.00 - £174,999.99 | 222,732,942.46 | 5.98% | 1,382 | 3.52% |
| £175,000.00 - £199,999.99 | 175,689,157.67 | 4.71% | 937 | 2.39% |
| £200,000.00 - £224,999.99 | 148,194,650.72 | 3.98% | 700 | 1.78% |
| £225,000.00 - £249,999.99 | 117,602,948.11 | 3.16% | 496 | 1.26% |
| £250,000.00 - £274,999.99 | 102,356,794.91 | 2.75% | 391 | 1.00% |
| £275,000.00 - £299,999.99 | 104,013,777.55 | 2.79% | 362 | 0.92% |
| £300,000.00 - £324,999.99 | 77,733,642.62 | 2.09% | 249 | 0.63% |
| £325,000.00 - £349,999.99 | 77,501,954.11 | 2.08% | 230 | 0.59% |
| £350,000.00 - £374,999.99 | 71,178,577.86 | 1.91% | 197 | 0.50% |
| £375,000.00 - £399,999.99 | 55,870,777.73 | 1.50% | 144 | 0.37% |
| £400,000.00 - £424,999.99 | 53,265,086.24 | 1.43% | 129 | 0.33% |
| £425,000.00 - £449,999.99 | 51,197,953.78 | 1.37% | 117 | 0.30% |
| £450,000.00 - £474,999.99 | 37,327,551.01 | 1.00% | 81 | 0.21% |
| £475,000.00 - £499,999.99 | 46,886,644.32 | 1.26% | 96 | 0.24% |
| £500,000.00 - £599,999.99 | 122,663,337.57 | 3.29% | 223 | 0.57% |
| £600,000.00 - £699,999.99 | 92,363,740.04 | 2.48% | 143 | 0.36% |
| £700,000.00 - £799,999.99 | 54,512,466.77 | 1.46% | 73 | 0.19% |
| £800,000.00 - £899,999.99 | 48,402,507.77 | 1.30% | 57 | 0.15% |
| £900,000.00 + | 43,738,610.65 | 1.17% | 45 | 0.11% |
| Total | 3,727,379,444.20 | 100.00% | 39,269 | 100.00% |

The largest mortgage loan had a current balance, as of the cut-off date, of £1,201,318.33 and has, since the cut-off date, been removed from the mortgage portfolio in the ordinary course of the management of the mortgage portfolio, as a result of the mortgage loan increasing over £1,000,000 due to a further advance. The average current balance, as of the cut-off date, was approximately £94,919.13.

Flexible Offset Product Type

| <u>Originator</u> | <u>Aggregate Current Principal Balance (£)</u> | <u>% of Total</u> | <u>Number of Loan Parts</u> | <u>% of Total</u> |
|--------------------|--|-------------------|-----------------------------|-------------------|
| Flexible | 1,838,844,343.08 | 49.33% | 21,182 | 50.09% |
| Offset | 1,888,535,101.12 | 50.67% | 21,109 | 49.91% |
| Total | 3,727,379,444.20 | 100.00% | 42,291 | 100.00% |

Mortgage loan products

| <u>Mortgage loan products</u> | <u>Aggregate Current Principal Balance (£)</u> | <u>% of Total</u> | <u>Number of Loan Parts</u> | <u>% of Total</u> |
|-------------------------------|--|-------------------|-----------------------------|-------------------|
| Capped | - | 0.00% | - | 0.00% |
| Discount | 354,420,064.55 | 9.51% | 2,451 | 5.80% |
| Fixed | 1,186,354,118.83 | 31.83% | 11,577 | 27.37% |
| Tracker | 1,030,639,050.85 | 27.65% | 9,535 | 22.55% |
| Standard Variable | 1,155,966,209.97 | 31.01% | 18,728 | 44.28% |
| Total | 3,727,379,444.20 | 100.00% | 42,291 | 100.00% |

Employment status

| <u>Employment status</u> | <u>Aggregate Current Principal Balance (£)</u> | <u>% of Total</u> | <u>Number of Loan Parts</u> | <u>% of Total</u> |
|--------------------------|--|-------------------|-----------------------------|-------------------|
| Not Self-employed..... | 3,349,581,459.97 | 89.86% | 39,331 | 93.00% |
| Self-employed..... | 377,797,984.23 | 10.14% | 2,960 | 7.00% |
| Total | 3,727,379,444.20 | 100.00% | 42,291 | 100.00% |

Approximately 0.74 per cent. of the aggregate current balance of the mortgage loans, as of the cut-off date, were made to borrowers under the non-verified income program as described in the base prospectus under "*The mortgage loans – Characteristics of the mortgage loans – Lending criteria*".

Distribution of fixed rate mortgage loans

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

| <u>Fixed rate %</u> | <u>Aggregate Current Principal Balance (£)</u> | <u>% of Total</u> | <u>Number of Loan Parts</u> | <u>% of Total</u> |
|---------------------|--|-------------------|-----------------------------|-------------------|
| 0.00 to 4.00 | 484,763,705.62 | 40.86% | 4,143 | 35.79% |
| 4.01 to 4.50 | 141,350,250.79 | 11.91% | 1,180 | 10.19% |
| 4.51 to 5.00 | 161,399,885.10 | 13.60% | 1,637 | 14.14% |
| 5.01 to 5.50 | 47,527,397.96 | 4.01% | 483 | 4.17% |
| 5.51 to 6.00 | 175,067,641.86 | 14.76% | 1,889 | 16.32% |
| 6.01 to 7.00 | 176,245,237.50 | 14.86% | 2,245 | 19.39% |
| Total | 1,186,354,118.83 | 100.00% | 11,577 | 100.00% |

Month/year in which fixed rate period ends

| <u>Month/year in which fixed rate period ends</u> | <u>Aggregate Current Principal Balance (£)</u> | <u>% of Total</u> | <u>Number of Loan Parts</u> | <u>% of Total</u> |
|---|--|-------------------|-----------------------------|-------------------|
| 2012 | - | 0.00% | - | 0.00% |
| 2013 | 395,714,693.53 | 33.36% | 4,056 | 35.03% |
| 2014 | 350,030,721.34 | 29.50% | 3,176 | 27.43% |
| 2015 | 182,989,427.66 | 15.42% | 1,702 | 14.70% |
| 2016 | 131,777,955.92 | 11.11% | 1,329 | 11.48% |
| 2017 | 98,500,132.61 | 8.30% | 1,069 | 9.23% |
| 2018 | 27,341,187.77 | 2.30% | 245 | 2.12% |
| For Life | - | 0.00% | - | 0.00% |
| Total | 1,186,354,118.83 | 100.00% | 11,577 | 100.00% |

Repayment terms

| <u>Type of repayment plan</u> | <u>Aggregate Current Principal Balance (£)</u> | <u>% of Total</u> | <u>Number of Loan Parts</u> | <u>% of Total</u> |
|-------------------------------|--|-------------------|-----------------------------|-------------------|
| Interest Only | 1,167,376,503.82 | 31.32% | 6,055 | 14.32% |
| Repayment | 2,560,002,940.38 | 68.68% | 36,236 | 85.68% |
| Total | 3,727,379,444.20 | 100.00% | 42,291 | 100.00% |

Arrears table

| <u>Months in arrears</u> | <u>Aggregate current principal balance (£)</u> | <u>% of Total</u> | <u>Number of Loan Parts</u> | <u>% of Total</u> |
|----------------------------|--|-------------------|-----------------------------|-------------------|
| Current | 3,624,493,478.30 | 97.24% | 40,443 | 95.63% |
| 0.01 to 2.00 months | 72,752,903.09 | 1.95% | 1,468 | 3.47% |
| 2.01 to 3.00 months | 4,814,762.06 | 0.13% | 52 | 0.12% |
| 3.01 to 6.00 months | 9,671,435.53 | 0.26% | 138 | 0.33% |
| 6.01 to 12.00 months | 7,319,292.51 | 0.20% | 87 | 0.21% |
| 12 >= | 8,327,572.71 | 0.22% | 103 | 0.24% |
| Total | 3,727,379,444.20 | 100.00% | 42,291 | 100.00% |

Delinquency and loss experience of the mortgage portfolio (including mortgage loans which previously formed part of the mortgage portfolio)

Since the establishment of the mortgages trust, total losses on mortgage loans in the mortgage portfolio (including mortgage loans which previously formed part of the mortgage portfolio) were £2,568,186 as at the cut-off date.

The following table summarises loans in arrears and repossession experience for mortgage loans in the mortgage portfolio (including mortgage loans which previously formed part of the mortgage portfolio) as at the cut-off date. The seller will represent and warrant on the closing date that no mortgage loan to be transferred to the mortgages trust on the closing date will have experienced any arrears in excess of an amount equal to one month's principal and interest in the prior 12 months. All of the loans in the table were originated by Clydesdale Bank PLC or Yorkshire Bank Home Loans Limited. Clydesdale Bank PLC and Yorkshire Bank Home Loans Limited service all of the loans that they originate.

The mortgage loans used for statistical purposes in the table below are administered in accordance with Clydesdale Bank PLC's administration policies. The method by which Clydesdale Bank PLC classifies mortgage loans as being in arrears is described in the base prospectus under "*The servicer and the servicing agreement – Arrears and default procedures*", and is important in helping to understand Clydesdale Bank PLC's arrears and repossession experience for mortgage loans in the mortgage portfolio as set forth in the following table.

Arrears & Delinquencies – mortgage loans in the mortgage portfolio (including mortgage loans which previously formed part of the mortgage portfolio)

| | 31 December 2007 | 31 December 2008 | 31 December 2009 | 31 December 2010 | 31 December 2011 | 31 December 2012 | 31 March 2013 |
|--|-------------------------|-------------------------|-------------------------|-------------------------|-------------------------|-------------------------|-----------------------|
| Outstanding balance of mortgage loans: | £3,330,732,787 | £2,769,918,487 | £2,370,122,825 | £1,993,585,774 | £2,054,003,578 | £3,286,389,788 | £3,080,710,008 |
| Outstanding balance of loans in arrears (>0m): | | | | | | | |
| >0 -<=2 months | £49,392,407 | £42,974,216 | £39,064,184 | £31,829,798 | £29,527,261 | £47,478,847 | £72,817,362 |
| >2 -<=3 months | £7,368,790 | £10,394,022 | £6,404,374 | £8,247,926 | £5,270,956 | £8,465,371 | £4,814,762 |
| >3 -<=6 months | £5,520,223 | £10,618,136 | £12,913,632 | £11,325,749 | £5,529,336 | £9,316,750 | £9,805,351 |
| >6 -<=12 months | £887,424 | £6,633,284 | £10,554,487 | £10,198,566 | £10,198,566 | £8,030,984 | £7,319,293 |
| >12 months | £0 | £2,800,220 | £12,653,466 | £15,386,638 | £15,386,638 | £6,587,151 | £8,457,903 |
| Total outstanding loan balance in arrears (>0m): | £63,168,844 | £73,419,879 | £81,590,143 | £76,988,678 | £65,912,758 | £79,879,102 | £103,214,671 |
| Total loan balances in arrears % (>0m): | 1.90% | 2.65% | 3.44% | 3.86% | 3.21% | 2.43% | 3.35% |
| Total loan balances in arrears % (>3m): | 0.19% | 0.72% | 1.52% | 1.85% | 1.51% | 0.73% | 0.83% |
| Outstanding balance of loans in possession (inc. interest): ... | £0 | £2,103,551 | £2,998,225 | £4,293,850 | £1,852,240 | £3,017,083 | £2,717,651 |
| Outstanding balance of loans sold: | £0 | £96,478 | £2,150,756 | £5,276,672 | £10,220,041 | £13,381,864 | £14,463,111 |
| Outstanding balance of loans sold in period: | £0 | £96,478 | £2,054,278 | £3,125,916 | £4,943,368 | £171,186 | £613,000 |
| Net loss on sold properties: | £0 | £15,406 | £467,593 | £951,121 | £1,946,426 | £2,442,104 | £2,568,186 |
| Ratio of net losses to total loans assigned to trust %: ¹ | 0.00% | 0.00% | 0.01% | 0.02% | 0.04% | 0.04% | 0.04% |
| Average loss on all sold properties in the period: | £0 | £1,284 | £38,851 | £40,355 | £82,942 | £41,307 | £42,027 |
| Outstanding number of mortgage loans: | 40,507 | 34,693 | 30,122 | 25,997 | 25,258 | 39,311 | 37,341 |
| Outstanding number of loans in arrears (>1m): | | | | | | | |
| >0 -<=2 months | 615 | 574 | 520 | 486 | 418 | 673 | 1,470 |
| >2 -<=3 months | 88 | 112 | 92 | 89 | 72 | 87 | 52 |
| >3 -<=6 months | 62 | 115 | 168 | 147 | 92 | 112 | 139 |
| >6 -<=12 months | 13 | 69 | 136 | 137 | 107 | 92 | 87 |
| >12 months | - | 26 | 108 | 156 | 100 | 89 | 105 |
| Total outstanding number of loans in arrears (>1m): | 778 | 896 | 1,024 | 1,015 | 789 | 1,053 | 1,853 |
| Total number of loans in arrears % (>0m): | 1.92% | 2.58% | 3.40% | 3.90% | 3.12% | 2.68% | 4.96% |
| Total number of loans in arrears % (>3m): | 0.19% | 0.61% | 1.37% | 1.69% | 1.18% | 0.75% | 0.89% |
| Number of loans in possession: | 0 | 13 | 21 | 34 | 26 | 39 | 34 |
| Number of loans sold in the period: | 0 | 1 | 22 | 31 | 45 | 2 | 7 |

¹ Loans assigned to the trust to date at the period end.

Static pool data

This section sets out, to the extent material, certain static pool information with respect to the mortgage loans in the mortgage portfolio.

The issuer has not included static pool information on prepayments in this section, as this information is not separately identified by the servicer. However, prepayment rates in respect of the mortgage loans in the mortgage portfolio are set out in the monthly reports to investors that are prepared pursuant to the servicing agreement.

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

The following tables show, for each of the last five years of origination, the distribution of loans in the mortgages trust originated in that year by delinquency category as at each year-end starting in December 2007.

Mortgage portfolio arrears by year of origination

Mortgage loans originated in 2007

| | 31 December 2007 | | | | 31 December 2008 | | | | 31 December 2009 | | | | 31 December 2010 | | | |
|---------------------------------|------------------|--------------------|----------------|------------------------|------------------|--------------------|----------------|------------------------|------------------|--------------------|----------------|------------------------|------------------|--------------------|----------------|------------------------|
| | Number | Principal balance | % by number | % by principal balance | Number | Principal balance | % by number | % by principal balance | Number | Principal balance | % by number | % by principal balance | Number | Principal balance | % by number | % by principal balance |
| Current | 3034 | 302,551,787.82 | 98.51% | 98.45% | 3898 | 418,838,844.36 | 97.57% | 97.70% | 3435 | 359,834,706.71 | 96.76% | 96.63% | 2976 | 304,895,864.98 | 96.06% | 96.26% |
| 1 - < 2 months in arrears..... | 36 | 4,082,113.54 | 1.17% | 1.33% | 56 | 5,320,871.05 | 1.40% | 1.24% | 51 | 6,328,214.93 | 1.44% | 1.70% | 49 | 4,319,642.74 | 1.58% | 1.36% |
| 2 - < 3 months in arrears..... | 2 | 93,315.39 | 0.06% | 0.03% | 9 | 871,078.89 | 0.23% | 0.20% | 8 | 540,193.97 | 0.23% | 0.15% | 10 | 1,193,467.00 | 0.32% | 0.38% |
| 3 - < 6 months in arrears..... | 6 | 285,985.00 | 0.19% | 0.09% | 18 | 1,898,666.84 | 0.45% | 0.44% | 22 | 1,637,766.04 | 0.62% | 0.44% | 26 | 2,519,489.78 | 0.84% | 0.80% |
| 6 - < 12 months in arrears..... | 2 | 306,418.60 | 0.06% | 0.10% | 8 | 722,661.08 | 0.20% | 0.17% | 17 | 1,402,631.92 | 0.48% | 0.38% | 18 | 1,596,279.44 | 0.58% | 0.50% |
| 12 + months in arrears..... | - | - | - | - | 6 | 1,063,594.67 | 0.15% | 0.25% | 17 | 2,648,948.75 | 0.48% | 0.71% | 19 | 2,227,214.44 | 0.61% | 0.70% |
| Total | 3,080 | 307,319,620 | 100.00% | 100.00% | 3,995 | 428,715,717 | 100.00% | 100.00% | 3,550 | 372,392,462 | 100.00% | 100.00% | 3,098 | 316,751,958 | 100.00% | 100.00% |

| | 31 December 2011 | | | | 31 December 2012 | | | | 31 March 2013 | | | |
|---------------------------------|------------------|--------------------|----------------|------------------------|------------------|--------------------|----------------|------------------------|---------------|--------------------|----------------|------------------------|
| | Number | Principal balance | % by number | % by principal balance | Number | Principal balance | % by number | % by principal balance | Number | Principal balance | % by number | % by principal balance |
| Current | 2736 | 260,879,932.16 | 97.02% | 96.81% | 6753 | 673,917,413.63 | 97.66% | 97.93% | 6397 | 643,543,036.38 | 95.75% | 96.88% |
| 1 - < 2 months in arrears..... | 46 | 5,578,573.31 | 1.63% | 2.07% | 97 | 7,637,765.21 | 1.40% | 1.11% | 212 | 14,138,613.40 | 3.17% | 2.13% |
| 2 - < 3 months in arrears..... | 6 | 465,638.57 | 0.21% | 0.17% | 10 | 1,162,439.75 | 0.14% | 0.17% | 7 | 1,195,118.63 | 0.10% | 0.18% |
| 3 - < 6 months in arrears..... | 6 | 394,014.24 | 0.21% | 0.15% | 26 | 2,716,853.18 | 0.38% | 0.39% | 29 | 1,997,051.70 | 0.43% | 0.30% |
| 6 - < 12 months in arrears..... | 13 | 1,017,009.39 | 0.46% | 0.38% | 14 | 1,319,905.12 | 0.20% | 0.19% | 20 | 1,741,320.60 | 0.30% | 0.26% |
| 12 + months in arrears..... | 13 | 1,143,070.84 | 0.46% | 0.42% | 15 | 1,392,794.60 | 0.22% | 0.20% | 16 | 1,684,010.69 | 0.24% | 0.25% |
| Total | 2,820 | 269,478,239 | 100.00% | 100.00% | 6,915 | 688,147,171 | 100.00% | 100.00% | 6,681 | 664,299,151 | 100.00% | 100.00% |

Mortgage portfolio arrears by year of origination

Mortgage loans originated in 2008

| | 31 December 2008 | | | | 31 December 2009 | | | | 31 December 2010 | | | | 31 December 2011 | | | |
|---------------------------------|------------------|--------------------|----------------|------------------------|------------------|--------------------|----------------|------------------------|------------------|-------------------|----------------|------------------------|------------------|--------------------|----------------|------------------------|
| | Number | Principal balance | % by number | % by principal balance | Number | Principal balance | % by number | % by principal balance | Number | Principal balance | % by number | % by principal balance | Number | Principal balance | % by number | % by principal balance |
| Current | 1342 | 116,212,420.27 | 98.68% | 98.43% | 1221 | 102,160,584.00 | 96.37% | 96.21% | 1034 | 83,026,726.18 | 93.91% | 93.42% | 2247 | 194,625,948.50 | 97.10% | 97.38% |
| 1 - < 2 months in arrears..... | 11 | 957,079.97 | 0.81% | 0.81% | 30 | 2,425,008.43 | 2.37% | 2.28% | 29 | 2,173,013.57 | 2.63% | 2.45% | 39 | 2,673,909.51 | 1.69% | 1.34% |
| 2 - < 3 months in arrears..... | 5 | 711,240.47 | 0.37% | 0.60% | 4 | 421,772.26 | 0.32% | 0.40% | 11 | 997,902.48 | 1.00% | 1.12% | 7 | 658,573.36 | 0.30% | 0.33% |
| 3 - < 6 months in arrears..... | 2 | 183,139.26 | 0.15% | 0.16% | 7 | 676,874.89 | 0.55% | 0.64% | 9 | 951,034.93 | 0.82% | 1.07% | 9 | 782,150.56 | 0.39% | 0.39% |
| 6 - < 12 months in arrears..... | - | - | - | - | 5 | 503,449.41 | 0.39% | 0.47% | 10 | 889,050.78 | 0.91% | 1.00% | 7 | 661,695.59 | 0.30% | 0.33% |
| 12 + months in arrears..... | - | - | - | - | - | - | - | - | 8 | 834,258.78 | 0.73% | 0.94% | 5 | 470,285.06 | 0.22% | 0.24% |
| Total | 1360 | 118,063,880 | 100.00% | 100.00% | 1267 | 106,187,689 | 100.00% | 100.00% | 1101 | 88,871,987 | 100.00% | 100.00% | 2314 | 199,872,563 | 100.00% | 100.00% |

| | 31 December 2012 | | | | 31 March 2013 | | | |
|---------------------------------|------------------|--------------------|----------------|------------------------|---------------|--------------------|----------------|------------------------|
| | Number | Principal balance | % by number | % by principal balance | Number | Principal balance | % by number | % by principal balance |
| Current | 4179 | 334,468,903.62 | 97.55% | 96.90% | 3909 | 316,330,823.18 | 95.27% | 95.94% |
| 1 - < 2 months in arrears..... | 65 | 6,172,011.95 | 1.52% | 1.79% | 152 | 9,093,958.34 | 3.70% | 2.76% |
| 2 - < 3 months in arrears..... | 13 | 878,378.56 | 0.30% | 0.25% | 10 | 624,079.48 | 0.24% | 0.19% |
| 3 - < 6 months in arrears..... | 11 | 1,244,223.95 | 0.26% | 0.36% | 14 | 928,488.18 | 0.34% | 0.28% |
| 6 - < 12 months in arrears..... | 8 | 1,536,392.21 | 0.19% | 0.45% | 6 | 1,571,577.95 | 0.15% | 0.48% |
| 12 + months in arrears..... | 8 | 852,198.62 | 0.19% | 0.25% | 12 | 1,163,636.69 | 0.29% | 0.35% |
| Total | 4284 | 345,152,109 | 100.00% | 100.00% | 4103 | 329,712,564 | 100.00% | 100.00% |

Mortgage portfolio arrears by year of origination

Mortgage loans originated in 2009

| | 31 December 2009 ¹ | | | | 31 December 2010 ¹ | | | | 31 December 2011 | | | | 31 December 2012 | | | |
|---------------------------------|-------------------------------|-------------------|-------------|------------------------|-------------------------------|-------------------|-------------|------------------------|------------------|--------------------|----------------|------------------------|------------------|--------------------|----------------|------------------------|
| | Number | Principal balance | % by number | % by principal balance | Number | Principal balance | % by number | % by principal balance | Number | Principal balance | % by number | % by principal balance | Number | Principal balance | % by number | % by principal balance |
| Current | - | - | - | - | - | - | - | - | 1583 | 179,050,056.36 | 98.75% | 98.75% | 2806 | 261,243,299.36 | 97.13% | 97.15% |
| 1 - < 2 months in arrears..... | - | - | - | - | - | - | - | - | 18 | 2,029,334.65 | 1.12% | 1.12% | 68 | 6,453,210.08 | 2.35% | 2.40% |
| 2 - < 3 months in arrears..... | - | - | - | - | - | - | - | - | - | - | - | - | 4 | 293,069.03 | 0.14% | 0.11% |
| 3 - < 6 months in arrears..... | - | - | - | - | - | - | - | - | 2 | 233,731.15 | 0.12% | 0.13% | 8 | 667,320.01 | 0.28% | 0.25% |
| 6 - < 12 months in arrears..... | - | - | - | - | - | - | - | - | - | - | - | - | 3 | 244,857.97 | 0.10% | 0.09% |
| 12 + months in arrears..... | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Total | - | - | - | - | - | - | - | - | 1603 | 181,313,122 | 100.00% | 100.00% | 2889 | 268,901,756 | 100.00% | 100.00% |

31 March 2013

| | Number | Principal balance | % by number | % by principal balance |
|---------------------------------|-------------|--------------------|----------------|------------------------|
| Current | 2650 | 243,069,535.00 | 97.50% | 97.83% |
| 1 - < 2 months in arrears..... | 52 | 4,354,598.67 | 1.91% | 1.75% |
| 2 - < 3 months in arrears..... | 4 | 260,046.05 | 0.15% | 0.10% |
| 3 - < 6 months in arrears..... | 5 | 328,388.13 | 0.18% | 0.13% |
| 6 - < 12 months in arrears..... | 6 | 418,925.86 | 0.22% | 0.17% |
| 12 + months in arrears..... | 1 | 40,705.77 | 0.04% | 0.02% |
| Total | 2718 | 248,472,199 | 100.00% | 100.00% |

¹ Indicates no arrears recorded.

Mortgage portfolio arrears by year of origination

Mortgage loans originated in 2010

| | 31 December 2010 ¹ | | | | 31 December 2011 | | | | 31 December 2012 | | | | 31 December 2013 | | | |
|----------------------------------|-------------------------------|-------------------|-------------|------------------------|------------------|--------------------|----------------|------------------------|------------------|--------------------|----------------|------------------------|------------------|--------------------|----------------|------------------------|
| | Number | Principal balance | % by number | % by principal balance | Number | Principal balance | % by number | % by principal balance | Number | Principal balance | % by number | % by principal balance | Number | Principal balance | % by number | % by principal balance |
| Current | - | - | - | - | 3846 | 447,896,996.47 | 99.10% | 99.18% | 5906 | 546,631,913.19 | 97.85% | 97.56% | 5297 | 470,999,633.85 | 97.97% | 97.56% |
| 1 - < 2 months in arrears | - | - | - | - | 25 | 2,996,413.05 | 0.64% | 0.66% | 101 | 9,138,018.64 | 1.67% | 1.63% | 73 | 8,264,068.09 | 1.35% | 1.71% |
| 2 - < 3 months in arrears | - | - | - | - | 5 | 435,851.13 | 0.13% | 0.10% | 10 | 2,541,308.37 | 0.17% | 0.45% | 6 | 522,592.93 | 0.11% | 0.11% |
| 3 - < 6 months in arrears | - | - | - | - | 2 | 79,417.87 | 0.05% | 0.02% | 10 | 1,163,615.27 | 0.17% | 0.21% | 20 | 2,024,254.32 | 0.37% | 0.42% |
| 6 - < 12 months in arrears | - | - | - | - | 3 | 195,496.58 | 0.08% | 0.04% | 8 | 760,741.30 | 0.13% | 0.14% | 5 | 275,500.75 | 0.09% | 0.06% |
| 12 + months in arrears | - | - | - | - | - | - | - | - | 1 | 73,782.06 | 0.02% | 0.01% | 6 | 670,033.90 | 0.11% | 0.14% |
| Total | - | - | - | - | 3881 | 451,604,175 | 100.00% | 100.00% | 6036 | 560,309,379 | 100.00% | 100.00% | 5407 | 482,756,084 | 100.00% | 100.00% |

¹ Indicates no arrears recorded.

Mortgage portfolio arrears by year of origination

Mortgage loans originated in 2011

| | 31 December 2011 | | | | 31 December 2012 | | | | 31 March 2013 | | | |
|---------------------------------|------------------|--------------------|----------------|------------------------|------------------|--------------------|----------------|------------------------|---------------|--------------------|----------------|------------------------|
| | Number | Principal balance | % by number | % by principal balance | Number | Principal balance | % by number | % by principal balance | Number | Principal balance | % by number | % by principal balance |
| Current | 1229 | 163,975,963.29 | 99.43% | 99.86% | 5510 | 602,104,376.32 | 98.82% | 99.18% | 5280 | 568,172,099.23 | 98.65% | 99.00% |
| 1 - < 2 months in arrears..... | 4 | 223,237.97 | 0.32% | 0.14% | 54 | 4,058,961.02 | 0.97% | 0.67% | 56 | 4,638,832.36 | 1.05% | 0.81% |
| 2 - < 3 months in arrears..... | 3 | 10,234.28 | 0.24% | 0.01% | 5 | 326,117.07 | 0.09% | 0.05% | 2 | 55,071.09 | 0.04% | 0.01% |
| 3 - < 6 months in arrears..... | - | - | - | - | 4 | 300,585.55 | 0.07% | 0.05% | 9 | 729,383.92 | 0.17% | 0.13% |
| 6 - < 12 months in arrears..... | - | - | - | - | 3 | 275,214.76 | 0.05% | 0.05% | 4 | 148,116.40 | 0.07% | 0.03% |
| 12 + months in arrears..... | - | - | - | - | - | - | - | - | 1 | 168,561.08 | 0.02% | 0.03% |
| Total | 1236 | 164,209,436 | 100.00% | 100.00% | 5576 | 607,065,255 | 100.00% | 100.00% | 5352 | 573,912,064 | 100.00% | 100.00% |

Mortgage portfolio arrears by year of origination

Mortgage loans originated in 2012

| | 31 December 2012 | | | | 31 March 2013 | | | |
|----------------------------------|------------------|-------------------|----------------|------------------------|---------------|-------------------|----------------|------------------------|
| | Number | Principal balance | % by number | % by principal balance | Number | Principal balance | % by number | % by principal balance |
| Current | 620 | 71,049,234.27 | 99.68% | 99.93% | 606 | 69,395,036.20 | 99.67% | 99.92% |
| 1 - < 2 months in arrears | 2 | 52,978.13 | 0.32% | 0.07% | 2 | 52,867.19 | 0.33% | 0.08% |
| 2 - < 3 months in arrears | - | - | - | - | - | - | - | - |
| 3 - < 6 months in arrears | - | - | - | - | - | - | - | - |
| 6 - < 12 months in arrears | - | - | - | - | - | - | - | - |
| 12 + months in arrears | - | - | - | - | - | - | - | - |
| Total | 622 | 71,102,212 | 100.00% | 100.00% | 608 | 69,447,903 | 100.00% | 100.00% |

General

Interests of natural and legal persons involved in the issue

Not Applicable

Signed on behalf of the issuer:

By:
Duly authorised

INDEX OF DEFINED TERMS

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