

SUPPLEMENTARY PROSPECTUS DATED 29 OCTOBER 2008 TO THE PROSPECTUS DATED 9 APRIL 2008



Alliance & Leicester plc

(incorporated with limited liability in England and Wales under the Companies Act 1985 with registered number 3263713)

€10 billion

Global Covered Bond Programme

unconditionally and irrevocably guaranteed as to payments of interest and principal by

Alliance & Leicester Covered Bonds LLP

(a limited liability partnership incorporated in England and Wales with registered number OC332032)

This Supplement (the **Supplement**) to the Prospectus (the **Prospectus**) dated 9 April 2008, which comprises a base prospectus for the purposes of Article 5.4 of Directive 2003/71/EC, constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 (the **FSMA**) and is prepared in connection with the €10 billion Global Covered Bond Programme (the **Programme**) established by Alliance & Leicester plc (the **Issuer**). Terms defined in the Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Prospectus and any other supplements to the Prospectus issued by the Issuer.

Each of the Issuer and Alliance & Leicester Covered Bonds LLP (the **LLP**) accepts responsibility for the information contained in this Supplement. To the best of the knowledge and belief of each of the Issuer and the LLP (each of which has taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Recent Developments

On 14 July 2008, the Issuer announced that the Issuer and Banco Santander, S.A. (**Santander**) had reached agreement on the terms of a recommended acquisition of the entire issued and to be issued ordinary share capital of the Issuer by Santander (the **Acquisition**). On 10 October 2008, the Issuer announced that the scheme of arrangement (the **Scheme**) to effect the Acquisition became effective. Further details on the Scheme becoming effective and the completion of the Acquisition can be found in the announcement relating to the Scheme dated 10 October 2008 (the **Announcement**). See "**Documents Incorporated by Reference**" below.

On 13 October 2008 and following the completion of the Acquisition, the Issuer announced changes to the membership of its Board of Directors. Such changes became effective on 21 October 2008. The section entitled "Management" on pages 98 and 99 of the Prospectus shall be deemed to be deleted and replaced with the information annexed hereto.

Documents Incorporated by Reference

A copy of the Announcement has been filed with the Financial Services Authority and, by virtue of this Supplement, the Announcement is incorporated in, and forms part of, the Prospectus.

Copies of each document incorporated by reference in the Prospectus can be obtained from the website of the Issuer at www.alliance-leicester-group.co.uk, as described on page 5 of the Prospectus.

General

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, or any other supplements to the Prospectus issued by the Issuer, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus since the publication of the Prospectus.

In accordance with Section 87Q(4) of the FSMA, investors who have agreed to purchase or subscribe for Notes before the Supplement is published have the right, exercisable before the end of the period of two working days beginning with the working day after the date on which this Supplement was published, to withdraw their acceptances.

ANNEX

Management

The Board of Directors of A&L, as at 21 October 2008, was composed of the following members:

Name	Business Address	Group Function	Principal Activities Outside A&L
António Mota de Sousa Horta-Osório	Abbey National House 2 Triton Square Regent's Place London NW1 3AN	Chief executive	Chief executive of Abbey National plc, executive vice president of Banco Santander Central Hispano, S.A. (Spain), Chairman of Banco Santander De Negócios Portugal, S.A. (Portugal), Banco Santander Totta (Portugal), deputy chairman of Portal Universia, S.A. (Portugal) and director of Santander Central Hispano Investment, S.A. (Spain)
Lord Burns	Abbey National House 2 Triton Square Regent's Place London NW1 3AN	Chairman	Chairman of Abbey National plc and Abbey National Charitable Trust Limited. Director of Banco Santander, S.A., Dwr Cymru Cyfyngedig, Glas Cymru Cyfyngedig, Pearson Group FURBS Trustee Ltd, Pearson plc, RAM Collections Trust and The National Institute of Economic and Social Research
Juan Rodríguez Inciarte	Abbey National House 2 Triton Square Regent's Place London NW1 3AN	Deputy chairman and non-executive director. Member of the Audit & Risk and Personnel & Remuneration committees.	Deputy chairman of Abbey National plc. Chairman of Saarema Inversiones (Spain) and director of Banco Banif S.A. (Spain), Banco Santander S.A. (Spain), Compania Espanola de Petróleos (Spain), Euroresidencias Gestion (Spain), NIBC, Santander Consumer Finance S.A. (Spain) and Vista Capital de Expansión (Spain)
Jane Victoria Barker	17 Ulster Terrace London NW1 4PJ	Non-executive director. Member of the Audit & Risk Committee.	Director of Abbey National plc, Equitas Holdings Limited, Equitas Limited, Equitas Policyholders Trustees Limited, Equitas Reinsurance Limited, Equitas Runoff Services Limited and a designated Member of the Royal College of Music Council
David Jonathan Bennett	17 Ulster Terrace London NW1 4PJ	Executive director	Director of Abbey National plc, non-executive director and Chair of Audit Committee of easyJet plc
Nathan Mark Bostock	Abbey National House 2 Triton Square	Chief Financial Officer and executive director	Director of Abbey National plc, Abbey National (CF Trustee) Limited, First National Motor plc, Santander Cards

Name	Business Address Regent's Place London NW1 3AN	Group Function	Principal Activities Outside A&L Limited, Santander Consumer (UK) plc, Santander Insurance Services UK Limited and Santander Private Banking UK Limited
Alison Brittain	Abbey National House 2 Triton Square Regent's Place London NW1 3AN	Executive director	Director of Abbey National plc and Santander Cards Limited.
Roy Drysdale Brown	17 Ulster Terrace London NW1 4PJ	Non-executive director Member of the Audit & Risk Committee	Director of Abbey National plc, member of CBI International Advisory Board, Member of Lloyds of London (Franchise Board), Chairman of GKN plc., Nonexecutive director of HMV Group plc and HMV Group Pensions Trustee Limited.
José Maria Carballo Cotanda	Abbey National House 2 Triton Square Regent's Place London NW1 3AN	Non-executive director. Member of the Audit & Risk and Personal & Remuneration committees	Chairman of Director of La Unión Resinera Espanola, S.A. (Spain), and Vista Desarrollo S.A., SCR (Spain). Director of Abbey National plc, Santander Real Estate S.A. S.G.I.I.C (Spain), Teleferico Pico Del Teide S.A. (Spain) and Vista Capital Expansion S.A. SGEGR (Spain)
Jose Maria Fuster Van Bendegem	Abbey National House 2 Triton Square Regent's Place London NW1 3AN	Non-executive director	Director of Abbey National plc, Banesto E-Business S.A. (Spain), Compania Aseguradora Bensto Seguros S.A. (Spain), Engeneria de Software Bancario, S.A. (Portugal), Ingenieria de Software Bancario S.L. (Spain), Wex Point Espana S.L. (Spain) and Wex Point Finance S.L.(Spain)
Rosemary Prudence Thorne	Abbey National House 2 Triton Square Regent's Place London NW1 3AN	Non-executive director. Chair of the Audit & Risk Committee	Director of Abbey National plc, Ellerton House (Bryanston Square) Management Company Limited and Smurfit Kappa Group plc
Keith Spencer Woodley	Abbey National House 2 Triton Square Regent's Place London NW1 3AN	Non-executive director. Member of the Audit & Risk Committee.	Director of Abbey National plc, Kingswood School Trustee Limited, Methodist Ministers' Pension Trust Limited and the University of Bath.

There are no potential conflicts of interest between the duties to A&L of each of the members of the Board of Directors listed above and his/her private interests or other duties.