

IMPORTANT NOTICE

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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 these 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) and not 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) and (d) if you are a person in the United Kingdom, then you are a person who (i) has professional experience in matters relating to investments or (ii) is a high net worth entity falling within Article 49(2)(a) to (d) of the Financial Services and Markets Act (Financial Promotion) Order 2005 or a certified high net worth individual within Article 48 of the Financial Services and Markets Act (Financial Promotion) Order 2005.

These 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 neither Gracechurch Card Programme Funding PLC (the "**Issuing Entity**") nor Barclays Bank PLC ("**Barclays**") nor any lead manager nor any dealer nor any person who controls, nor any director, officer, employee or agent of the Issuing Entity, Barclays or any dealer or any lead manager nor any affiliate of any such person accepts any liability or responsibility whatsoever in respect of any difference between the Final Terms distributed to you in electronic format and the hard copy version available to you on request from the Issuing Entity, Barclays or any lead manager or any dealer.

ADDITIONAL IMPORTANT INFORMATION

While you should consider carefully the combination of the Base Prospectus and the Final Terms, not all important information is contained in the Final Terms. Important information that you must consider carefully includes:

- (i) that in the event that any withholding or deduction for any taxes, duties, assessments or government charges of whatever nature is imposed, levied, collected, withheld or assessed on payments of principal or interest in respect of the notes or the coupons by the United Kingdom, or any other jurisdiction or any political subdivision or any authority in or of such jurisdiction having power to tax, the Issuing Entity or the Paying Agents shall make such payments after such withholding or deduction and neither the Issuing Entity nor the Paying Agents nor any other person will be required to make any additional payments to holders of notes in respect of such withholding or deduction;
- (ii) that the Issuing Entity will confirm to the Series Dealers in respect of the relevant Note Series that the relevant Final Terms, when read in conjunction with the Base Prospectus, contain all information which is (in the context of the Programme, the issue, offering and sale of the notes) material; that such information is true and accurate in all material respects and is not misleading in any material respect; that any opinions, predictions or intentions expressed in the Final Terms are honestly held or made and are not misleading in any material respect; that the Final Terms do not omit to state any material fact necessary to make such information, opinions, predictions or intentions (in the context of the Programme, the issue and offering and sale of the notes) not misleading in any material respect; and that all proper enquiries have been made to verify the foregoing;
- (iii) that no person has been or will be authorised to give any information or to make any representation not contained in or not consistent with the Final Terms or any other document entered into in relation to the Programme or any information supplied by the Issuing Entity or such other information as is in the public domain and, if given or made, such information or representation should not be relied upon as having been authorised by the Issuing Entity or any Series Dealer;
- (iv) that neither the delivery of the Final Terms in respect of a Note Series nor the offering, sale or delivery of any note shall, in any circumstances, create any implication that the information contained in the Final Terms is true subsequent to the date thereof or the date upon which any other Final Terms (in relation to any future issue of other notes) is produced or that there has been no adverse change, or any event reasonably likely to involve any adverse change, in the condition (financial or otherwise) of the Issuing Entity since the date thereof or, if later, the date upon which any other Final Terms (in relation to any future issue of other notes) is produced or that any other information supplied in connection with the Programme is correct at any time subsequent to the date on which it is supplied or, if different, the date indicated in the document containing the same;
- (v) that the distribution of the Final Terms and the offering, sale and delivery of the notes in certain jurisdictions may be restricted by law. Persons in possession of the Final Terms are required by the Issuing Entity and the Series Dealers to inform themselves about and to observe any such restrictions. For a description of certain restrictions on offers, sales and deliveries of notes and on the distribution of the Final Terms and other offering material relating to the notes, see "*Plan of Distribution*" in the Base Prospectus;
- (vi) that until a date that is 90 days after the date of each Final Terms, all Series Dealers effecting transactions in the relevant Note Series, whether or not participating in such distribution, may be required to deliver the appropriate Final Terms and the Base Prospectus. This is in addition to the obligation of Series Dealers to deliver a Final Terms and Base Prospectus when acting as the Series Dealer of the notes and with respect of their unsold allotment or subscription;
- (vii) that certain figures included in the Final Terms will have been subject to rounding adjustments; accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures

which precede them;

- (viii) that the information about each Note Series issued pursuant to a Final Terms is in two separate documents: the Base Prospectus and the Final Terms. The Base Prospectus provides general information about each Note Series issued under the Programme, some of which may not apply to the all Note Series. With respect to each Note Series, the Final Terms pursuant to which it is issued is the "relevant Final Terms" or the "applicable Final Terms" referred to in the Base Prospectus;
- (ix) that Final Terms may be used to offer and sell Note Series only if accompanied by the Base Prospectus; and
- (x) that where a class of notes is specified as intended to be held under the New Safekeeping Structure for Eurosystem eligibility purposes, this simply means that the notes are intended upon issue to be deposited and registered with (or a nominee for) one of the ICSDs acting as common safekeeper and does not necessarily mean that the 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.

The Final Terms will not specify:

Dealers:	Barclays
Intended to be held in a manner which would allow Eurosystem eligibility:	Yes
Employee benefit plans purchase of the Notes pursuant to ERISA:	No
Debt or Equity for U.S. taxation purposes:	Debt

SERIES 13-3 FINAL TERMS DATED 19 NOVEMBER 2013
(to the Base Prospectus dated 13 November 2013)

GRACECHURCH CARD PROGRAMME FUNDING PLC
Issuing Entity

(incorporated in England and Wales with limited liability under registered number 6714746)

Issue of £1,400,000,000 principal amount of series 13-3 Class A Floating Rate Asset-Backed Notes
£247,059,000 Series 13-3 Class D Floating Rate Asset-Backed Notes

under the Gracechurch Card Programme Funding plc medium term note programme
(ultimately backed by trust property in the Receivables Trust)

Barclays Bank PLC

Sponsor, Originator, Trust Cash Manager and Servicer

Barclaycard Funding PLC

depositor and MTN Issuing Entity

The Issuing Entity will issue:	Class A notes	Class D notes
Principal Amount	£1,400,000,000	£247,059,000
Interest rate	1 month Sterling LIBOR + 0.75%	1 month Sterling LIBOR + 1.00%
Interest Payment Dates	Each month, beginning on 15 January 2014	Each month, beginning on 15 January 2014
Scheduled Redemption Date	15 November 2017	15 November 2017
Final Redemption Date	15 November 2019	15 November 2019
Price to public	£1,400,000,000 (or 100%)	£247,059,000 (or 100%)

The notes have not been registered under the United States Securities Act of 1933, as amended (the "**Securities Act**") or with any securities regulatory authority of any state or other jurisdiction of the United States, and may not be offered or sold within the United States, or to or for the account of, any U.S. Person, (as defined in Regulation S under the Securities Act ("**Regulation S**")) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the notes are being offered and sold: (i) within the United States (a) to "qualified institutional buyers" (each, a "**QIB**" within the meaning of Rule 144A under the Securities Act ("**Rule 144A**") in reliance on Rule 144A or (b) in reliance on Rule 506 of Regulation D under the Securities Act; and (ii) outside the United States in offshore transactions to non US Persons in reliance on Regulation S under the Securities Act. Prospective purchasers are hereby notified that sellers of the notes issued under the Programme may be relying on the exemption from the provisions of Section 5 of the Securities Act provided by Rule 144A or Rule 506 of Regulation D of the Securities Act. Neither the United States Securities and Exchange Commission nor any state securities commission has approved or disapproved of these notes or determined if these Final Terms are truthful or complete. Any representation to the contrary is a criminal offence.

This document constitutes a final terms for the purposes of Article 5.4 of the Prospectus Directive and is supplemental to and must be read in conjunction with the Base Prospectus. Full information on the Issuing Entity and the offer of the notes is available only on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing at the Specified Office of the Principal Paying Agent and at the registered office of the Issuing Entity during usual business hours on any weekday apart from Saturdays Sundays and public holidays and copies may be obtained from Barclays Bank PLC at the following address: Barclays Treasury 9th Floor Barclays Bank PLC 1 Churchill Place London E14 5HP for the attention of Head of Capital Issuance and Securitisation.

Arranger
Barclays

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TRANSACTION FEATURES

Class of notes	<i>Initial Principal Balance</i>	<i>£ Equivalent Initial Principal Balance</i>	<i>% of Total</i>
A.....	£1,400,000,000	£1,400,000,000	85%
D.....	£247,059,000	£247,059,000	15%

SERIES OF NOTES ISSUED

Series Number:	13-3	13-3
Class of notes:	A	D
Anticipated Ratings:	Standard & Poor's AAA(sf)/Moody's Aaa(sf)	Unrated
Rating Agencies:	Standard & Poor's, Moody's	None
Issue Date:	20 November 2013	20 November 2013
Issue Price:	100 per cent.	100 per cent.
Net Proceeds:	£1,400,000,000	£247,059,000
Specified Currency:	Class A notes are to be denominated in Sterling	Class D notes are to be denominated in Sterling
Minimum Denomination:	£100,000 and amounts in excess thereof which are integral multiples of £1,000	£100,000 and amounts in excess thereof which are integral multiples of £1,000
Specified Denomination(s):	£100,000 and amounts in excess thereof which are integral multiples of £1,000	£100,000 and amounts in excess thereof which are integral multiples of £1,000
Calculation Amount:	N/A	N/A
Subject to Repricing Arrangements:	No	No
Repricing Transfer Dates:	N/A	N/A
Fixed or Floating Designation:	Floating	Floating
Series Scheduled Redemption Date:	15 November 2017	15 November 2017
Final Redemption Date:	15 November 2019	15 November 2019
Initial Rate (if applicable):	N/A	N/A
Margin:	0.75 per cent.	1.00 per cent.
Liquidity Funding Margin (if applicable):	N/A	N/A
LIBOR/EURIBOR:	1-month Sterling LIBOR except for the first Interest Period where LIBOR will be based on the linear interpolation of 1- month and 2-month Sterling LIBOR	1-month Sterling LIBOR except for the first Interest Period where LIBOR will be based on the linear interpolation of 1-month and 2-month Sterling LIBOR
Day Count Fractions:	Actual/365 (fixed)	Actual/365 (fixed)
Interest Commencement Date:	20 November 2013	20 November 2013
Floating Rate Commencement Date (if applicable):	N/A	N/A
Interest Payment Dates:	The 15 th day of each calendar month	The 15 th day of each calendar month
First Interest Payment Date:	15 January 2014	15 January 2014
Interest Rate Calculations:	Condition 7(a)	Condition 7(a)
Listing:	The London Stock Exchange – Regulated Market	The London Stock Exchange – Regulated Market
Additional Business Centre:	TARGET2	TARGET2
Additional Financial Centre:	None	None
Additional Interest Margin:	None	None
Indemnification Amount:	£333,333.34	None
Expenses Loan Amount:	N/A	N/A
Expenses Loan Margin:	N/A	N/A
Related Swap Agreement (if any) subject to Redemption Protection Period:	No	No
Subject to Mandatory Transfer Arrangements:	No	No
Mandatory Transfer Date:	N/A	N/A
Internal Credit		
Support-Subordination:	Class D Notes	N/A
Call Date:	Each Interest Payment Date	Each Interest Payment Date

Clearing and Settlement:	Class A Regulation S Global Note Certificates: Euroclear and Clearstream, Luxembourg
	Class D Regulation S Global Note Certificates: Euroclear and Clearstream, Luxembourg
Business Day Convention:	Modified Following Business Day Convention
Estimated total expenses related to admission to trading:	£5,280
Required Retained Principal Percentage:	15%
Controlled Accumulation Period:	Close of business on 31 October 2016 through 31 October 2017
Closing Date:	20 November 2013
Form of Notes:	Registered
	Class A Regulation S Global Note Certificates registered in the name of a nominee for Euroclear and Clearstream, Luxembourg, acting as common safekeeper
	Class D Regulation S Global Note Certificates registered in the name of a nominee for Euroclear and Clearstream, Luxembourg, acting as common safekeeper

MTN NOTE SUPPORTING SERIES

The Series 13-3 notes will be collateralised by the Series 13-3 Medium Term Note (the "**Related Medium Term Note**") which shall have the following terms as set out in the Series 13-3 medium term note supplement.

Designation for the purposes of the Security Trust Deed and MTN Cash Management Agreement:	Series 13-3
Issuance Date:	20 November 2013
Initial Principal Amount:	£1,647,059,000
Medium Term Note Certificate First Interest Payment Date:	15 January 2014
Medium Term Note Certificate Interest Payment Date:	The 15 th day of each calendar month
Medium Term Note Certificate Interest Period:	Monthly
Required Re-investment Amount:	£7,000,000
Series Scheduled Redemption Date:	15 November 2017
Additional Early Redemption Events:	None
Additional Amortisation Periods:	None
Listing	None
Initial Investor Interest:	£1,647,059,000
Class A Initial Investor Interest:	£1,400,000,000
Class B Initial Investor Interest:	N/A
Class C Initial Investor Interest:	N/A
Class D Initial Investor Interest:	£247,059,000
Medium Term Note Certificate Interest Rate:	1-month Sterling LIBOR + 0.7876%, except for the first Interest Period where LIBOR will be based on the linear interpolation of 1-month and 2-month Sterling LIBOR

SERIES INVESTOR INTEREST SUPPORTING MEDIUM TERM NOTE

The Series 13-3 medium term note will be collateralised by the Series 13-3 Investor Interest (the "**Series Investor Interest**") which shall have the following terms as set out in the Series 13-3 supplement to the Declaration of Trust and Trust Cash Management Agreement.

Designation for the purposes of the Receivables Trust Deed Series 13-3 Supplement:

Issuance Date:	20 November 2013
Initial Principal Amount:	£1,647,059,000
First Payment Date:	15 January 2014
Class A Finance Rate:	1-month Sterling LIBOR + 0.75%, except for the first Interest Period where LIBOR will be based on the linear interpolation of 1-month and 2-month Sterling LIBOR
Class B Finance Rate:	N/A
Class C Finance Rate:	N/A
Class D Finance Rate:	1-month Sterling LIBOR + 1.00%, except for the first Interest Period where LIBOR will be based on the linear interpolation of 1-month and 2-month Sterling LIBOR
Series Scheduled Redemption Date:	15 November 2017
Series Final Redemption Date:	15 November 2019
Controlled Deposit Amount:	£137,254,916.67
Additional Early Redemption Events:	None
Series Initial Investor Interest:	£1,647,059,000
Release Date:	N/A

The Controlled Accumulation Period Commencement Date in respect of Series 13-3 Investor Interest will be the first Business Day of 1 November 2016 **provided, however, that** if on each Determination Date of the Controlled Accumulation Period, its length is determined to be less than 12 months, the Revolving Period may be extended and the start of the Controlled Accumulation Period will be postponed. The Controlled Accumulation Period will, in any event, begin no later than 30 September 2017.

The "**Series Cash Reserve Account Percentage**" shall be 0 per cent. in respect of Series 2013-3.

PARTIES

Issuing Entity:	Gracechurch Card Programme Funding plc.
Note Trustee:	The Bank of New York Mellon, acting through its London branch. The Note Trustee's address, at the date of these Final Terms, is One Canada Square, London E14 5AL, United Kingdom.
Principal Paying Agent and Agent Bank for the Notes:	The Bank of New York Mellon, acting through its London branch. The Principal Paying Agent will make payments of interest and principal when due on the notes. The Agent Bank will calculate the interest rates applicable to each class of notes. The Bank of New York Mellon's address in London is One Canada Square, London E14 5AL, United Kingdom.
Registrar	The Bank of New York Mellon (Luxembourg) S.A.. The Registrar will maintain the Register. The Bank of New York Mellon (Luxembourg) S.A.'s address in Luxembourg is Vertigo Building – Polaris, 2-4 rue Eugène Ruppert, L-2453 Luxembourg.
Receivables Trustee:	Gracechurch Receivables Trustee Limited
MTN Issuing Entity, Investor Beneficiary and Depositor:	Barclaycard Funding PLC
Sponsor, Originator and Originator Beneficiary:	Barclays Bank PLC
Servicer:	Barclays Bank PLC
Security Trustee:	The Bank of New York Mellon, acting through its London Branch
Swap Counterparty	N/A
Series 2013-3 Market Repricing Agent for the Series 2013-3 Notes	N/A
Mandatory Purchaser for the Series 2013-3	N/A

OTHER SERIES OF NOTES AND MEDIUM TERM NOTE CERTIFICATES ISSUED

Notes – Gracechurch Card Programme Funding plc and predecessors

The table below sets forth the principal characteristics of the other series previously issued by Gracechurch Card Programme Funding plc and other issuing entities that are outstanding at the date of these Final Terms, in connection with the Receivables Trust and the Receivables assigned by the Originator. Barclaycard will provide, without charge, to any prospective purchaser of the notes, a copy of the disclosure document for any such other publicly-issued Note Series.

Series 11-1

<u>Class</u>	<u>Principal Balance</u>	<u>Interest Rate</u>
Class A1	€430,000,000	1 Month EURIBOR +0.95%
Class A2	£415,000,000	1 Month Sterling LIBOR +1.10%
Class D	£138,000,000	1 Month Sterling LIBOR +2.00%
Relevant Issuance Date:	7 February 2011	
Scheduled Redemption Date:	15 January 2016	
Legal Final Redemption Date:	15 January 2018	

Series 11-2

<u>Class</u>	<u>Principal Balance</u>	<u>Interest Rate</u>
Class A	€375,000,000	1 Month EURIBOR +0.85%
Class D	£56,500,000	1 Month Sterling LIBOR +1.50%
Relevant Issuance Date:	7 February 2011	
Scheduled Redemption Date:	15 January 2014	
Legal Final Redemption Date:	15 January 2016	

Series 11-3

<u>Class</u>	<u>Principal Balance</u>	<u>Interest Rate</u>
Class A1	€225,000,000	1 Month EURIBOR +0.75%
Class A2	£125,000,000	1 Month Sterling LIBOR +0.85%
Class D	£57,200,000	1 Month Sterling LIBOR +1.60%
Relevant Issuance Date:	21 April 2011	
Scheduled Redemption Date:	15 April 2014	
Legal Final Redemption Date:	15 April 2016	

Series 11-4

<u>Class</u>	<u>Principal Balance</u>	<u>Interest Rate</u>
Class A	€1,100,000,000	1 Month EURIBOR +0.75%
Class D	£170,200,000	1 Month Sterling LIBOR +1.50%
Relevant Issuance Date:	29 September 2011	
Scheduled Redemption Date:	15 September 2014	
Legal Final Redemption Date:	15 September 2016	

Series 12-1

<u>Class</u>	<u>Principal Balance</u>	<u>Interest Rate</u>
Class A1	\$450,000,000	1 Month USD LIBOR +0.70%
Class A2	€500,000,000	1 Month EURIBOR +0.80%
Class D	£123,539,000	1 Month Sterling LIBOR +1.20%
Relevant Issuance Date:	12 March 2012	
Scheduled Redemption Date:	15 February 2015	
Legal Final Redemption Date:	15 February 2017	

Series 12-2

<u>Class</u>	<u>Principal Balance</u>	<u>Interest Rate</u>
Class A	£300,000,000	1 Month Sterling LIBOR +0.90%

<u>Class</u>	<u>Principal Balance</u>	<u>Interest Rate</u>
Class D	£52,942,000	1 Month Sterling LIBOR +1.15%
Relevant Issuance Date:	12 March 2012	
Scheduled Redemption Date:	15 February 2014	
Legal Final Redemption Date:	15 February 2016	

Series 12-3

<u>Class</u>	<u>Principal Balance</u>	<u>Interest Rate</u>
Class A	\$600,000,000	1 Month USD LIBOR +0.85%
Class D	£66,955,000	1 Month Sterling LIBOR +1.35%
Relevant Issuance Date:	24 May 2012	
Scheduled Redemption Date:	15 May 2017	
Legal Final Redemption Date:	15 May 2019	

Series 12-4

<u>Class</u>	<u>Principal Balance</u>	<u>Interest Rate</u>
Class A	\$725,000,000	1 Month USD LIBOR +0.70%
Class D	£82,204,000	1 Month Sterling LIBOR +1.05%
Relevant Issuance Date:	14 June 2012	
Scheduled Redemption Date:	15 June 2015	
Legal Final Redemption Date:	15 June 2017	

Medium Term Note Certificates – Barclaycard Funding PLC

<u>Series</u>	<u>Issuance Date</u>	<u>Tranche Size</u>	<u>Note Interest Rate currently in effect</u>	<u>Scheduled Redemption Date</u>	<u>Final Redemption Date</u>
11-1	7 February 2011	£919,581,415	one-month Sterling LIBOR plus 1.3523%	15 January 2016	15 January 2018
11-2	7 February 2011	£376,193,095	one-month Sterling LIBOR plus 1.3407%	15 January 2014	15 January 2016
11-3	21 April 2011	£381,279,808.88	one-month Sterling LIBOR plus 1.0604%	15 April 2014	15 April 2016
11-4	29 September 2011	£1,134,119,000	one-month Sterling LIBOR plus 1.3844%	15 September 2014	15 September 2016
12-1	12 March 2012	£823,591,394.35	one-month Sterling LIBOR plus 1.0317%	15 February 2015	15 February 2017
12-2	12 March 2012	£352,942,000	one-month Sterling LIBOR plus 0.9376%	15 February 2014	15 February 2016
12-3	24 May 2012	£446,365,648.80	one-month Sterling LIBOR plus 0.9684%	15 May 2017	15 May 2019
12-4	14 June 2012	£548,022,555.65	one-month Sterling LIBOR plus 0.7135%	15 June 2015	15 June 2017

PORTFOLIO INFORMATION

The following tables show information relating to the historic performance of Eligible Accounts originated using Barclays underwriting criteria. The receivables from these accounts will ultimately back the notes and comprise the Receivables Trust (the "**Securitised Portfolio**"). All Eligible Receivables arising on designated product lines, as described under "*The Receivables — Assignment of Receivables to the Receivables Trustee*" in the Base Prospectus, are included in the Securitised Portfolio.

No static pool data has been provided in relation to the Securitised Portfolio. Static pool data may indicate a different performance profile in relation to the Securitised Portfolio from that which is disclosed herein.

Receivable Yield Considerations

The following table sets forth the gross revenues from finance charges and fees billed to accounts in the Securitised Portfolio, for each of the years ended 2007, 2008, 2009, 2010, 2011 and 2012 and the 9 months to 30 September 2013. Each table has been provided by Barclays Bank PLC. These revenues vary for each account based on the type and volume of activity for each account. The historical yield figures in these tables are calculated on an accrual basis. Collections of Receivables included in the Receivables Trust will be on a cash basis and may not reflect the historical yield experience in the table. For further detail, please see the Base Prospectus.

Securitised Portfolio Yield

(non percentage amounts are expressed in Sterling)

	9 months to end Sept 2013	Year ended					
		2012	2011	2010	2009	2008	2007
Average Receivables Outstanding.....	10,952,085,744	10,157,663,232	8,997,456,924	8,604,993,272	8,260,633,896	7,912,127,379	7,644,643,038
Finance Charges	967,381,085	1,200,967,389	1,044,622,534	1,078,864,054	1,049,309,495	1,040,640,454	1,067,421,976
Fees.....	131,109,122	171,679,544	136,556,652	98,102,719	122,338,650	130,649,203	120,811,317
Total Recoveries.....	38,998,780	62,784,728	92,550,937	72,034,902	20,859,857	65,586,180	84,142,232
Forex.....	22,710,634	28,930,800	26,428,383	22,808,262	25,690,015	29,818,986	29,750,175
Interchange	101,636,319	130,101,899	128,177,864	115,988,591	114,505,948	125,914,913	128,421,099
Yield from Finance Charges	11.77%	11.82%	11.61%	12.54%	12.70%	13.15%	13.96%
Yield from Fees	1.60%	1.69%	1.52%	1.14%	1.48%	1.65%	1.58%
Yield from Recoveries	0.48%	0.62%	1.03%	0.84%	0.25%	0.83%	1.10%
Yield from Forex.....	0.28%	0.28%	0.29%	0.27%	0.31%	0.38%	0.39%
Yield from Interchange.....	1.24%	1.28%	1.42%	1.35%	1.39%	1.59%	1.68%
Total Yield from Finance Charges, Fees, Total Recoveries, Forex and Interchange.....	15.37%	15.69%	15.87%	16.14%	16.13%	17.60%	18.71%

Notes:

- (1) The Receivables outstanding on the accounts consist of amounts due from obligors as posted to the accounts as of the date above.
- (2) Average Receivables outstanding is the average of the month end balances for the period indicated.
- (3) Finance charges and fees are comprised of monthly periodic charges and other credit card fees net of adjustments made pursuant to Barclays' normal servicing procedures, including removal of incorrect or disputed monthly Periodic Finance Charges.
- (4) Yield percentages for the 9 months ending September 2013 are presented on an annualised basis.

Delinquency and Loss Experience

The following tables set forth the delinquency and loss experience of the Securitised Portfolio for each of the periods shown. The Securitised Portfolio includes platinum, gold and classic VISA® and MasterCard® credit cards and the Premier VISA® charge card. The Securitised Portfolio does not currently include American Express credit card accounts, however it is envisaged that these accounts will be included in the Securitised Portfolio during the course of 2014. The Securitised Portfolio currently does not include the portfolio of credit card accounts purchased from Clydesdale Financial Services in May 2003, the portfolio of credit card accounts purchased from Discover Financial Service's UK operations in April 2008, the portfolio of Egg credit card accounts purchased from Citigroup on 1 March 2011 or the portfolio of small business credit card accounts purchased from MBNA Europe Bank in April 2011. Because the economic environment may change, we cannot assure you that the delinquency and loss experience of the Securitised Portfolio will be the same as the historical experience set forth below.

The delinquency statistics are obtained from billing cycle information as opposed to month end positions.

**Delinquency and Loss Experience
Securitized Portfolio**
(non percentage amounts are expressed in Sterling)

	Year ended													
	9 months to end Sept 2013		2012		2011		2010		2009		2008		2007	
	Receivables	Percentage of Total Receivables	Receivables	Percentage of Total Receivables	Receivables	Percentage of Total Receivables	Receivables	Percentage of Total Receivables	Receivables	Percentage of Total Receivables	Receivables	Percentage of Total Receivables	Receivables	Percentage of Total Receivables
Receivables Outstanding	12,374,639,419	100.00%	10,747,201,819	100.00%	9,828,431,870	100.00%	8,681,107,123	100.00%	8,457,115,668	100.00%	8,247,662,787	100.00%	8,036,906,266	100.00%
Receivables Delinquent up to 29 days	207,744,930	1.68%	204,766,204	1.91%	208,128,565	2.12%	201,589,301	2.32%	199,161,704	2.35%	279,456,161	3.39%	337,450,121	4.20%
30 to 59 days	73,386,718	0.59%	74,338,880	0.69%	76,921,143	0.78%	84,893,298	0.98%	112,141,065	1.33%	90,538,402	1.10%	90,877,044	1.13%
60 to 89 days	50,822,732	0.41%	52,557,086	0.49%	54,833,511	0.56%	64,736,806	0.75%	77,506,725	0.92%	55,635,947	0.67%	57,070,234	0.71%
90 to 119 days	35,312,758	0.29%	37,649,738	0.35%	40,684,321	0.41%	51,807,648	0.60%	56,966,708	0.67%	41,282,609	0.50%	39,327,971	0.49%
120 to 149 days	33,900,961	0.27%	31,149,190	0.29%	34,716,618	0.35%	44,319,100	0.51%	47,680,950	0.56%	32,008,887	0.39%	35,211,646	0.44%
150 to 179 days	27,964,834	0.23%	28,777,915	0.27%	30,577,909	0.31%	37,223,228	0.43%	37,776,697	0.45%	26,385,448	0.32%	27,734,709	0.35%
180 days or more	266,894	0.00%	697,634	0.01%	132,904	0.00%	243,897	0.00%	1,246,266	0.01%	372,533	0.00%	314,061	0.00%
Total 30 days or more Delinquent	221,654,897	1.79%	225,170,444	2.10%	237,866,406	2.42%	283,223,977	3.26%	333,318,411	3.94%	246,223,826	2.99%	250,535,665	3.12%

Notes:

Note 1 Receivable delinquent balances are as at the latest billing date before the dates shown. The percentages are computed as a percentage of Receivables as at the Dates shown.

Note 2 Includes accounts on repayment Programmes

**Net Charge-Off Experience
Securitized Portfolio**
(non percentage amounts are expressed in Sterling)

	Year ended													
	9 months to end Sept 2013		2012		2011		2010		2009		2008		2007	
	Receivables	Percentage of Total Receivables	Receivables	Percentage of Total Receivables	Receivables	Percentage of Total Receivables	Receivables	Percentage of Total Receivables	Receivables	Percentage of Total Receivables	Receivables	Percentage of Total Receivables	Receivables	Percentage of Total Receivables
Average Receivables Outstanding	10,952,085,744	100.00%	10,157,663,232	100.00%	8,997,456,924	100.00%	8,604,993,272	100.00%	8,260,633,896	100.00%	7,912,127,379	100.00%	7,644,643,038	100.00%
Total Gross Charge-Offs	312,556,034	3.80%	414,742,521	4.08%	471,669,608	5.24%	609,266,896	7.08%	591,465,234	7.16%	499,085,097	6.31%	582,231,384	7.62%
Recoveries	38,998,780	0.48%	62,784,728	0.62%	92,550,937	1.03%	72,034,902	0.84%	20,859,857	0.25%	65,586,180	0.83%	84,142,232	1.10%
Total Net Charge-Offs	273,557,253	3.33%	351,957,793	3.46%	379,118,671	4.21%	537,231,994	6.24%	570,605,377	6.91%	433,498,917	5.48%	498,089,152	6.52%
Total Net Charge-Offs as a percentage of Average Receivables Outstanding	3.33%		3.46%		4.21%		6.24%		6.91%		5.48%		6.52%	

Notes:

- (1) Average Receivables outstanding is the average of the month end balances during the period indicated.
- (2) Total gross charge-offs are total principal and fee charge-offs before recoveries and do not include the amount of any reductions in average Receivables outstanding due to fraud, returned goods, customer disputes or other miscellaneous credit adjustments. See "The Receivables" in the accompanying Base Prospectus.
- (3) Recoveries are payments received in respect of principal and fee amounts on accounts which have been previously written off.
- (4) All percentages shown above are annualised.

Maturity Assumptions

The following table sets forth the highest and lowest cardholder monthly payment rates for the Securitized Portfolio during any month in the periods shown and the average cardholder monthly payment rates for all months during the periods shown, in each case calculated as a percentage of total opening monthly Receivables outstanding during the periods shown. Payment rates shown in the table are based on amounts which would be deemed payments of Principal Receivables and Finance Charge Receivables with respect to the related credit card accounts.

Cardholder Monthly Payment Rates
Securitized Portfolio
(non percentage amounts are expressed in Sterling)
Year ended

	Year ended													
	9 months to end Sept 2013		2012		2011		2010		2009		2008		2007	
	Receivables	Percentage of Total Receivables	Receivables	Percentage of Total Receivables	Receivables	Percentage of Total Receivables	Receivables	Percentage of Total Receivables	Receivables	Percentage of Total Receivables	Receivables	Percentage of Total Receivables	Receivables	Percentage of Total Receivables
Lowest	1,458,292,965	12.87%	1,348,124,744	12.54%	1,210,469,728	12.32%	1,229,555,896	14.16%	1,238,277,163	14.64%	1,272,038,916	15.42%	1,373,090,249	17.08%
Highest Month	1,845,480,350	16.29%	1,777,660,392	16.54%	1,704,944,872	17.35%	2,120,060,489	24.42%	1,527,811,709	18.07%	1,650,784,525	20.02%	1,769,364,383	22.02%
Monthly Average	1,626,259,775	14.35%	1,565,721,229	14.57%	1,477,575,146	15.03%	1,439,287,739	16.58%	1,380,173,388	16.32%	1,492,255,899	18.09%	1,532,615,466	19.07%

For further information, please see "*Maturity Assumptions*" in the Base Prospectus.

The following tables summarise the Securitised Portfolio by various criteria as of the billing dates of accounts in the month ending on 30 September 2013. Each table has been provided by Barclays Bank PLC and has not been audited. Because the future composition of the Securitised Portfolio may change over time, these tables are not necessarily indicative of the composition of the Securitised Portfolio at any time subsequent to 30 September 2013.

For an indication of the credit quality of the cardholders whose receivables are included in the Securitised Portfolio, investors should refer to the discussion under "*Barclaycard and the Barclaycard Card Portfolio*" in the accompanying base prospectus (page 79), and to the historical performance of the Securitised Portfolio included in these Final Terms.

In particular, significant indicators of the credit quality are the accountholders' payment behaviour summarised in the table "*Composition by Payment Behaviour — Securitised Portfolio*" (page 14) and the delinquency profile of the Securitised Portfolio set forth in the tables "*Composition by Period of Delinquency — Securitised Portfolio*" (page 14) and "*Delinquency and Loss Experience — Securitised Portfolio*" (page 11).

**Composition by Account Balance
Securitised Portfolio (September 2013)**

Account Balance Range	Total Number of Accounts	Percentage of Total Number of Accounts	Receivables	Percentage of Total Receivables
Credit Balance.....	784,848	8.75%	(34,670,654)	(0.28%)
Nil Balance	2,948,566	32.86%	0	0.00%
£0.01 to £5,000.00.....	4,424,080	49.30%	5,852,605,769	47.30%
£5,000.01 to £10,000.00.....	647,189	7.21%	4,544,474,668	36.72%
£10,000.01 to £15,000.00.....	159,542	1.78%	1,833,165,580	14.81%
£15,000.01 to £20,000.00.....	8,679	0.10%	142,734,222	1.15%
£20,000.01 to £25,000.00.....	995	0.01%	22,125,570	0.18%
£25,000.01 and over.....	405	0.00%	14,204,266	0.11%
TOTAL	8,974,304	100.00%	12,374,639,419	100.00%

**Composition by Credit Limit
Securitised Portfolio (September 2013)**

Credit Limit Range	Total Number of Accounts	Percentage of Total Number of Accounts	Receivables	Percentage of Total Receivables
Up to £500.00.....	539,350	6.01%	53,249,959	0.43%
£500.01 to £1,000.00.....	516,225	5.75%	160,868,910	1.30%
£1,000.01 to £1,500.00.....	350,269	3.90%	145,956,988	1.18%
£1,500.01 to £2,000.00.....	551,943	6.15%	249,344,719	2.01%
£2,000.01 to £2,500.00.....	331,807	3.70%	174,876,758	1.41%
£2,500.01 to £3,000.00.....	467,123	5.21%	260,307,850	2.10%
£3,000.01 to £3,500.00.....	523,861	5.84%	294,717,357	2.38%
£3,500.01 to £4,000.00.....	411,729	4.59%	298,721,427	2.41%
£4,000.01 to £4,500.00.....	370,816	4.13%	311,804,676	2.52%
£4,500.01 to £5,000.00.....	595,842	6.64%	542,863,190	4.39%
£5,000.01 to £10,000.00.....	2,952,401	32.90%	4,663,722,733	37.69%
£10,000.01 to £15,000.00.....	1,258,506	14.02%	4,675,858,870	37.79%
£15,000.01 to £20,000.00.....	89,380	1.00%	463,053,971	3.74%
£20,000.01 to £25,000.00.....	11,152	0.12%	53,777,496	0.43%
£25,000.01 and over.....	3,900	0.04%	25,514,516	0.21%
TOTAL	8,974,304	100.00%	12,374,639,419	100.00%

**Composition by Period of Delinquency
Securitised Portfolio (September 2013)**

Period of Delinquency (Days Contractually Delinquent)	Total Number of Accounts	Percentage of Total Number of Accounts	Receivables	Percentage of Total Receivables
Not Delinquent.....	8,792,572	97.97%	11,779,302,281	95.19%
Up to 29 days.....	74,194	0.83%	199,967,818	1.62%
30 to 59 days.....	23,257	0.26%	72,550,299	0.59%
60 to 89 days.....	15,602	0.17%	50,504,611	0.41%
90 to 119 days.....	10,889	0.12%	34,938,393	0.28%
120 to 149 days.....	9,919	0.11%	33,690,990	0.27%
150 to 179 days.....	8,371	0.09%	27,842,891	0.22%
180 days or more.....	55	0.00%	259,494	0.00%
Repayment Programme.....	39,445	0.44%	175,582,641	1.42%
TOTAL	8,974,304	100.00%	12,374,639,419	100.00%

**Composition by Account Age
Securitised Portfolio (September 2013)**

Account Age	Total Number of Accounts	Percentage of Total Number of Accounts	Receivables	Percentage of Total Receivables
0 to 3 Months.....	257,350	2.87%	389,109,001	3.14%
3 to 6 months.....	197,888	2.21%	349,692,349	2.83%
6 to 9 months.....	227,226	2.53%	428,018,774	3.46%
9 to 12 months.....	240,063	2.68%	421,442,068	3.41%
12 to 15 months.....	198,712	2.21%	367,454,810	2.97%
15 to 18 months.....	169,521	1.89%	282,297,842	2.28%
18 to 21 months.....	179,882	2.00%	303,017,734	2.45%
21 to 24 months.....	193,782	2.16%	271,376,040	2.19%
2 to 3 years.....	609,722	6.79%	922,976,466	7.46%
3 to 4 years.....	332,065	3.70%	481,768,723	3.89%
4 to 5 years.....	327,737	3.65%	476,283,488	3.85%
5 to 10 years.....	1,676,374	18.68%	2,261,160,646	18.27%
Over 10 years.....	4,363,982	48.63%	5,420,041,478	43.80%
TOTAL	8,974,304	100.00%	12,374,639,419	100.00%

**Composition by Payment Behaviour
Securitised Portfolio (September 2013)**

Account Age	Total Number of Accounts	Percentage of Total Number of Accounts	Receivables	Percentage of Total Receivables
Receivables Accounts with minimum payment made/no payment requested.....	4,736,612	52.78%	4,235,902,951	34.23%
Accounts with full payment made.....	1,742,837	19.42%	1,074,434,860	8.68%

Note: Data is composed of active accounts only.


**Geographic Distribution of Accounts
Securitised Portfolio (September 2013)**

<u>Region</u>	<u>Total Number of Accounts</u>	<u>Percentage of Total Number of Accounts</u>	<u>Receivables</u>	<u>Percentage of Total Receivables</u>
East Anglia.....	1,148,550	12.80%	1,566,825,222	12.66%
East Midlands.....	595,678	6.64%	842,939,106	6.81%
London.....	1,089,612	12.14%	1,397,631,006	11.29%
Northern Ireland.....	100,912	1.12%	176,412,014	1.43%
North East.....	294,970	3.29%	389,397,133	3.15%
North West.....	905,033	10.08%	1,303,652,767	10.53%
Scotland.....	412,380	4.60%	696,327,536	5.63%
South East.....	1,748,136	19.48%	2,461,237,922	19.89%
South West.....	698,973	7.79%	952,678,636	7.70%
Wales.....	386,745	4.31%	523,369,132	4.23%
West Midlands.....	719,872	8.02%	970,533,860	7.84%
Yorkshire & Humberside.....	636,438	7.09%	901,105,413	7.28%
Other.....	237,005	2.64%	192,529,673	1.56%
TOTAL.....	8,974,304	100.00%	12,374,639,419	100.00%

PLAN OF DISTRIBUTION

	<u>Class A Reg S Note</u>	<u>Class D Reg S Note</u>
ISIN:	XS0992306141	XS0992306224
Common Code:	099230614	099230622
CUSIP:	N/A	N/A

Signed by the issuing entity:


.....
GRACECHURCH CARD PROGRAMME FUNDING PLC
Per pro SFM Directors Limited, as Director

GENERAL INFORMATION

The admission of the Programme to listing on the Official List of the UKLA and to trading on the Regulated Market of the London Stock Exchange took effect on 20 November 2013. The listing of the notes on the Regulated Market of the London Stock Exchange will be expressed as a percentage of their Principal Amount (exclusive of accrued interest). Each Class of this Note Series intended to be admitted to listing on the Official List of the UKLA and to trading on the Regulated Market of the London Stock Exchange will be so admitted to listing and trading upon submission to the UKLA and the Regulated Market of the London Stock Exchange of these Final Terms and any other information required by the UKLA and the Regulated Market of the London Stock Exchange, subject in each case to the issue of the relevant notes. Prior to official listing, dealings will be permitted by the Regulated Market of the London Stock Exchange in accordance with its rules. Transactions will normally be effected for delivery on the third working day in London after the day of the transaction.

The Issuing Entity has approved the issue of these securities by board resolution dated 14 November 2013.