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SERIES 14-2 FINAL TERMS DATED 11 November 2014  
(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 £1,600,000,000 Series 14-2 Class A Floating Rate Asset-Backed Notes  
£286,793,000 Series 14-2 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	£1,600,000,000	£286,793,000
Interest rate	1 month Sterling LIBOR + 0.42%	1 month Sterling LIBOR + 0.00%
Interest Payment Dates	Each month, beginning on 15 January 2015	Each month, beginning on 15 January 2015
Scheduled Redemption Date	15 November 2017	15 November 2017
Final Redemption Date	15 November 2019	15 November 2019
Price to public	£1,600,000,000 or 100%	£286,793,000 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 Markets Execution).

**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.....	£1,600,000,000	£1,600,000,000	84.80%
D.....	£286,793,000	£286,793,000	15.20%

### SERIES OF NOTES ISSUED

<b>Series Number:</b>	14-2	14-2
<b>Class of notes:</b>	A	D
<b>Anticipated Ratings:</b>	Standard & Poor's AAA(sf)/Moody's Aaa(sf)	Unrated
<b>Rating Agencies:</b>	Standard & Poor's, Moody's	None
<b>Issue Date:</b>	11 November 2014	11 November 2014
<b>Issue Price:</b>	100 per cent.	100 per cent.
<b>Net Proceeds:</b>	£1,600,000,000	£286,793,000
<b>Specified Currency:</b>	Class A notes are to be denominated in Sterling	Class D notes are to be denominated in Sterling
<b>Minimum Denomination:</b>	£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
<b>Specified Denomination(s):</b>	£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
<b>Calculation Amount:</b>	N/A	N/A
<b>Subject to Repricing Arrangements:</b>	No	No
<b>Repricing Transfer Dates:</b>	N/A	N/A
<b>Fixed or Floating Designation:</b>	Floating	Floating
<b>Series Scheduled Redemption Date:</b>	15 November 2017	15 November 2017
<b>Final Redemption Date:</b>	15 November 2019	15 November 2019
<b>Initial Rate (if applicable):</b>	N/A	N/A
<b>Margin:</b>	0.42 per cent.	0 per cent.
<b>Liquidity Funding Margin (if applicable):</b>	N/A	N/A
<b>LIBOR/EURIBOR:</b>	1-month Sterling LIBOR except for the first Interest Period where LIBOR will be based on the linear interpolation of one-month and two-month Sterling LIBOR	1-month Sterling LIBOR except for the first Interest Period where LIBOR will be based on the linear interpolation of one-month and two-month Sterling LIBOR
<b>Day Count Fractions:</b>	Actual/365 (fixed)	Actual/365 (fixed)
<b>Interest Commencement Date:</b>	11 November 2014	11 November 2014
<b>Floating Rate Commencement Date (if applicable):</b>	N/A	N/A
<b>Interest Payment Dates:</b>	The 15 <sup>th</sup> day of each calendar month	The 15 <sup>th</sup> day of each calendar month
<b>First Interest Payment Date:</b>	15 January 2015	15 January 2015
<b>Interest Rate Calculations:</b>	Condition 7(a)	Condition 7(a)
<b>Listing:</b>	The London Stock Exchange – Regulated Market	The London Stock Exchange – Regulated Market
<b>Additional Business Centre:</b>	TARGET2	TARGET2
<b>Additional Financial Centre:</b>	None	None
<b>Additional Interest Margin:</b>	None	None
<b>Indemnification Amount:</b>	£720,825	None
<b>Expenses Loan Amount:</b>	N/A	N/A
<b>Expenses Loan Margin:</b>	N/A	N/A
<b>Related Swap Agreement (if any) subject to Redemption Protection Period:</b>	No	No
<b>Subject to Mandatory Transfer Arrangements:</b>	No	No
<b>Mandatory Transfer Date:</b>	N/A	N/A
<b>Internal Credit Support-Subordination:</b>	Class D Notes	N/A
<b>Call Date:</b>	Any day/ Each Interest Payment Date	Any day/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:	£3,650
Required Retained Principal Percentage:	15%
Controlled Accumulation Period:	Close of business on 31 October 2016 through 31 October 2017
Closing Date:	11 November 2014
Form of Notes:	Registered
	Class A Regulation S Global Note Certificates registered in the name of a nominee for a Common Depositary for Euroclear and Clearstream, Luxembourg.
	Class D Regulation S Global Note Certificates registered in the name of a nominee for a Common Depositary for Euroclear and Clearstream, Luxembourg.

## MTN NOTE SUPPORTING SERIES

The Series 14-2 notes will be collateralised by the Series 14-2 Medium Term Note (the "**Related Medium Term Note**") which shall have the following terms as set out in the Series 14-2 medium term note supplement.

<b>Designation for the purposes of the Security Trust Deed and MTN Cash Management Agreement:</b>	Series 14-2
<b>Issuance Date:</b>	11 November 2014
<b>Initial Principal Amount:</b>	£1,886,793,000
<b>Medium Term Note Certificate First Interest Payment Date:</b>	15 January 2015
<b>Medium Term Note Certificate Interest Payment Date:</b>	The 15 <sup>th</sup> day of each calendar month
<b>Medium Term Note Certificate Interest Period:</b>	Monthly
<b>Required Re-investment Amount:</b>	£8,000,000
<b>Series Scheduled Redemption Date:</b>	15 November 2017
<b>Additional Early Redemption Events:</b>	None
<b>Additional Amortisation Periods:</b>	Accelerated Amortisation Period, Optional Amortisation Period and Partial Amortisation Period
<b>Listing</b>	None
<b>Initial Investor Interest:</b>	£1,886,793,000
<b>Class A Initial Investor Interest:</b>	£1,600,000,000
<b>Class B Initial Investor Interest:</b>	N/A
<b>Class C Initial Investor Interest:</b>	N/A
<b>Class D Initial Investor Interest:</b>	£286,793,000
<b>Medium Term Note Certificate Interest Rate:</b>	1-month Sterling LIBOR + 0.3562%, except for the first Interest Period where LIBOR will be based on the linear interpolation of one-month and two-month Sterling LIBOR

## SERIES INVESTOR INTEREST SUPPORTING MEDIUM TERM NOTE

The Series 14-2 medium term note will be collateralised by the Series 14-2 Investor Interest (the "**Series Investor Interest**") which shall have the following terms as set out in the Series 14-2 supplement to the Declaration of Trust and Trust Cash Management Agreement.

Designation for the purposes of the Receivables Trust Deed Series 14-2 Supplement:

Issuance Date:	11 November 2014
Initial Principal Amount:	£1,886,793,000
First Payment Date:	15 January 2015
Class A Finance Rate:	1-month Sterling LIBOR + 0.42%, except for the first Interest Period where LIBOR will be based on the linear interpolation of one-month and two-month Sterling LIBOR
Class B Finance Rate:	N/A
Class C Finance Rate:	N/A
Class D Finance Rate:	1-month Sterling LIBOR + 0.00%, except for the first Interest Period where LIBOR will be based on the linear interpolation of one-month and two-month Sterling LIBOR
Series Scheduled Redemption Date:	15 November 2017
Series Final Redemption Date	15 November 2019
Controlled Deposit Amount:	£157,232,750
Additional Early Redemption Events:	None
Series Initial Investor Interest:	£1,886,793,000
Release Date:	N/A

The Controlled Accumulation Period Commencement Date in respect of Series 14-2 Investor Interest will be the first Business Day of 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 2014-2.

## PARTIES

<b>Issuing Entity:</b>	Gracechurch Card Programme Funding plc.
<b>Note Trustee:</b>	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.
<b>Principal Paying Agent and Agent Bank for the Notes:</b>	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.
<b>Registrar:</b>	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.
<b>Receivables Trustee:</b>	Gracechurch Receivables Trustee Limited
<b>MTN Issuing Entity, Investor Beneficiary and Depositor:</b>	Barclaycard Funding PLC
<b>Sponsor, Originator and Originator Beneficiary:</b>	Barclays Bank PLC
<b>Servicer:</b>	Barclays Bank PLC
<b>Security Trustee:</b>	The Bank of New York Mellon, acting through its London Branch
<b>Swap Counterparty:</b>	N/A
<b>Series 2014-2 Market Repricing Agent for the Series 2014-2 Notes:</b>	N/A
<b>Mandatory Purchaser for the Series 2014-2:</b>	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 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 12-3

<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	

#### Series 13-1

<u>Class</u>	<u>Principal Balance</u>	<u>Interest Rate</u>
Class A	£1,400,000,000	1 Month Sterling LIBOR +0.55%
Class D	£247,059,000	1 Month Sterling LIBOR +0.80%
Relevant Issuance Date:	20 November 2013	
Scheduled Redemption Date:	15 November 2015	
Legal Final Redemption Date:	15 November 2017	

#### Series 13-2

<u>Class</u>	<u>Principal Balance</u>	<u>Interest Rate</u>
Class A	£1,400,000,000	1 Month Sterling LIBOR +0.65%
Class D	£247,059,000	1 Month Sterling LIBOR +0.90%

<u>Class</u>	<u>Principal Balance</u>	<u>Interest Rate</u>
Relevant Issuance Date:	20 November 2013	
Scheduled Redemption Date:	15 November 2016	
Legal Final Redemption Date:	15 November 2018	

### Series 13-3

<u>Class</u>	<u>Principal Balance</u>	<u>Interest Rate</u>
Class A	£1,400,000,000	1 Month Sterling LIBOR +0.75%
Class D	£247,059,000	1 Month Sterling LIBOR +1.00%
Relevant Issuance Date:	20 November 2013	
Scheduled Redemption Date:	15 November 2017	
Legal Final Redemption Date:	15 November 2019	

### Series 14-1

<u>Class</u>	<u>Principal Balance</u>	<u>Interest Rate</u>
Class A	£750,000,000	1 Month Sterling LIBOR +0.50%
Class D	£132,353,000	1 Month Sterling LIBOR +0.00%
Relevant Issuance Date:	23 July 2014	
Scheduled Redemption Date:	15 July 2019	
Legal Final Redemption Date:	15 July 2021	

### 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
12-1	12 March 2012	£823,591,394.35	one-month Sterling LIBOR plus 1.0317%	15 February 2015	15 February 2017
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
13-1	20 November 2013	£1,647,059,000	one-month Sterling LIBOR plus 0.5876%	15 November 2015	15 November 2017
13-2	20 November 2013	£1,647,059,000	one-month Sterling LIBOR plus 0.6876%	15 November 2016	15 November 2018
13-3	20 November 2013	£1,647,059,000	one-month Sterling LIBOR plus 0.7876%	15 November 2017	15 November 2019
14-1	23 July 2014	£882,353,000	one-month Sterling LIBOR plus 0.425%	15 July 2019	15 July 2021

## 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 2008, 2009, 2010, 2011, 2012 and 2013 the nine months to the end of September 2014. 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 September 2014	Year ended					
		2013	2012	2011	2010	2009	2008
Average Receivables Outstanding.....	12,756,932,311	11,340,229,563	10,157,663,232	8,997,456,924	8,604,993,272	8,260,633,896	7,912,127,379
Finance Charges .....	1,111,981,155	1,330,545,351	1,200,967,389	1,044,622,534	1,078,864,054	1,049,309,495	1,040,640,454
Fees .....	148,936,071	178,741,790	171,679,544	136,556,652	98,102,719	122,338,650	130,649,203
Total Recoveries.....	50,657,902	55,822,163	62,784,728	92,550,937	72,034,902	20,859,857	65,586,180
Forex .....	24,303,143	30,091,198	28,930,800	26,428,383	22,808,262	25,690,015	29,818,986
Interchange.....	131,619,508	144,317,516	130,101,899	128,177,864	115,988,591	114,505,948	125,914,913
Yield from Finance Charges .....	11.63%	11.73%	11.82%	11.61%	12.54%	12.70%	13.15%
Yield from Fees .....	1.56%	1.58%	1.69%	1.52%	1.14%	1.48%	1.65%
Yield from Recoveries .....	0.53%	0.49%	0.62%	1.03%	0.84%	0.25%	0.83%
Yield from Forex .....	0.25%	0.27%	0.28%	0.29%	0.27%	0.31%	0.38%
Yield from Interchange.....	1.37%	1.27%	1.28%	1.42%	1.35%	1.39%	1.59%
<b>Total Yield from Finance Charges, Fees, Total Recoveries, Forex and Interchange.....</b>	<b>15.35%</b>	<b>15.34%</b>	<b>15.69%</b>	<b>15.87%</b>	<b>16.14%</b>	<b>16.13%</b>	<b>17.60%</b>

#### Footnote:

- (1) Average Receivables outstanding is the average of the month end balances for the period indicated.
- (2) Average Receivables outstanding is simply derived by taking the sum of gross securitised receivables and then dividing by 365 days per year. The same treatment is applied for the denominator to the Payment Rate.
- (3) The Receivables outstanding on the accounts consist of amounts due from obligors as posted to the accounts as of the date above.
- (4) 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.
- (5) Yield percentages for the 9 months ending September 2014 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, the Premier VISA® charge card and American Express credit card accounts. 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)*

9 months to end Sep 2014	Year ended													
	2013		2012		2011		2010		2009		2008			
	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 .....	13,189,907,160	100.00%	12,742,269,829	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%
Receivables Delinquent up to 29 days .....	200,711,567	1.52%	217,359,359	1.71%	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%
30 to 59 days .....	74,654,890	0.57%	78,272,128	0.61%	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%
60 to 89 days .....	50,740,096	0.38%	52,058,600	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%
90 to 119 days .....	43,474,336	0.33%	42,194,231	0.33%	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%
120 to 149 days .....	39,205,555	0.30%	34,341,133	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%
150 to 179 days .....	32,193,546	0.24%	31,271,930	0.25%	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%
180 days or more .....	893,897	0.01%	305,712	0.00%	697,634	0.01%	132,904	0.00%	243,897	0.00%	1,246,266	0.01%	372,533	0.00%
<b>Total 30 days or more Delinquent .....</b>	<b>241,162,321</b>	<b>1.83%</b>	<b>238,443,735</b>	<b>1.87%</b>	<b>225,170,444</b>	<b>2.10%</b>	<b>237,866,406</b>	<b>2.42%</b>	<b>283,223,977</b>	<b>3.26%</b>	<b>333,318,411</b>	<b>3.94%</b>	<b>246,223,826</b>	<b>2.99%</b>

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)*

9 months to end Sep 2014	Year ended													
	2013		2012		2011		2010		2009		2008			
	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 .....	12,756,932,311	100.00%	11,340,229,563	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%
Total Gross Charge-Offs .....	347,424,312	3.63%	416,438,264	3.67%	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%
Recoveries .....	50,657,902	0.53%	55,822,163	0.49%	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%
Total Net Charge-Offs .....	296,766,410	3.11%	360,616,102	3.18%	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%
<b>Total Net Charge-Offs as a percentage of Average Receivables Outstanding .....</b>		<b>3.11%</b>		<b>3.18%</b>		<b>3.46%</b>		<b>4.21%</b>		<b>6.24%</b>		<b>6.91%</b>		<b>5.48%</b>

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 Securitised 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)*

	<b>Year ended</b>													
	<b>9 months to end Sep 2014</b>		<b>2013</b>		<b>2012</b>		<b>2011</b>		<b>2010</b>		<b>2009</b>		<b>2008</b>	
	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 .....	1,914,200,583	14.51%	1,458,292,965	12.55%	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%
Highest Month .....	2,309,352,052	17.51%	2,165,059,487	16.99%	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%
Monthly Average .....	2,101,019,431	15.93%	1,730,128,156	14.54%	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%

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 September 2014. 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 the end of September 2014.

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 102), 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 15) and the delinquency profile of the Securitised Portfolio set forth in the tables "*Composition by Period of Delinquency — Securitised Portfolio*" (page 15) and "*Delinquency and Loss Experience — Securitised Portfolio*" (page 11).

#### Composition by Account Balance Securitised Portfolio (September 2014)

Account Balance Range	Total Number of Accounts	Percentage of Total Number of Accounts	Receivables	Percentage of Total Receivables
Credit Balance.....	807,632	8.95%	-26,980,103	-0.20%
Nil Balance .....	2,889,949	32.01%	0	0.00%
£0.01 to £5,000.00.....	4,437,193	49.15%	5,952,141,771	45.13%
£5,000.01 to £10,000.00.....	694,317	7.69%	4,887,279,601	37.05%
£10,000.01 to £15,000.00.....	185,347	2.05%	2,149,228,132	16.29%
£15,000.01 to £20,000.00.....	11,721	0.13%	191,656,567	1.45%
£20,000.01 to £25,000.00.....	1,015	0.01%	22,607,723	0.17%
£25,000.01 and over.....	411	0.00%	13,973,468	0.11%
<b>TOTAL .....</b>	<b>9,027,585</b>	<b>100.00%</b>	<b>13,189,907,160</b>	<b>100.00%</b>

#### Composition by Credit Limit Securitised Portfolio (September 2014)

Credit Limit Range	Total Number of Accounts	Percentage of Total Number of Accounts	Receivables	Percentage of Total Receivables
Up to £500.00.....	519,142	5.75%	58,423,844	0.44%
£500.01 to £1,000.00.....	502,570	5.57%	167,878,072	1.27%
£1,000.01 to £1,500.00.....	341,815	3.79%	154,120,216	1.17%
£1,500.01 to £2,000.00.....	492,134	5.45%	225,816,399	1.71%
£2,000.01 to £2,500.00.....	313,773	3.48%	172,737,927	1.31%
£2,500.01 to £3,000.00.....	437,268	4.84%	251,436,395	1.91%
£3,000.01 to £3,500.00.....	527,662	5.84%	307,897,064	2.33%
£3,500.01 to £4,000.00.....	393,090	4.35%	295,005,990	2.24%
£4,000.01 to £4,500.00.....	351,823	3.90%	287,377,560	2.18%
£4,500.01 to £5,000.00.....	605,488	6.71%	510,672,725	3.87%
£5,000.01 to £10,000.00.....	3,008,395	33.32%	4,813,543,111	36.49%
£10,000.01 to £15,000.00.....	1,388,976	15.39%	5,043,192,849	38.24%
£15,000.01 to £20,000.00.....	130,339	1.44%	820,983,169	6.22%
£20,000.01 to £25,000.00.....	11,216	0.12%	55,591,985	0.42%
£25,000.01 and over.....	3,894	0.04%	25,229,856	0.19%
<b>TOTAL .....</b>	<b>9,027,585</b>	<b>100.00%</b>	<b>13,189,907,160</b>	<b>100.00%</b>



**Composition by Period of Delinquency  
Securitised Portfolio (September 2014)**

<b>Period of Delinquency (Days Contractually Delinquent)</b>	<b>Total Number of Accounts</b>	<b>Percentage of Total Number of Accounts</b>	<b>Receivables</b>	<b>Percentage of Total Receivables</b>
Not Delinquent.....	8,846,301	97.99%	12,604,303,507	95.56%
Up to 29 days.....	70,736	0.78%	192,714,851	1.46%
30 to 59 days.....	24,200	0.27%	74,050,407	0.56%
60 to 89 days.....	15,668	0.17%	50,543,348	0.38%
90 to 119 days.....	12,949	0.14%	43,316,608	0.33%
120 to 149 days.....	11,434	0.13%	39,111,180	0.30%
150 to 179 days.....	9,029	0.10%	32,150,466	0.24%
180 days or more.....	163	0.00%	865,483	0.01%
Repayment Programme.....	37,105	0.41%	152,851,311	1.16%
<b>TOTAL.....</b>	<b>9,027,585</b>	<b>100.00%</b>	<b>13,189,907,160</b>	<b>100.00%</b>

**Composition by Account Age  
Securitised Portfolio (September 2014)**

<b>Account Age</b>	<b>Total Number of Accounts</b>	<b>Percentage of Total Number of Accounts</b>	<b>Receivables</b>	<b>Percentage of Total Receivables</b>
0 to 3 Months.....	279,669	3.10%	427,705,860	3.24%
3 to 6 months.....	192,895	2.14%	341,152,387	2.59%
6 to 9 months.....	200,429	2.22%	406,272,742	3.08%
9 to 12 months.....	190,935	2.12%	322,522,255	2.45%
12 to 15 months.....	194,761	2.16%	327,235,534	2.48%
15 to 18 months.....	183,305	2.03%	293,410,035	2.22%
18 to 21 months.....	207,339	2.30%	326,467,152	2.48%
21 to 24 months.....	217,186	2.41%	313,237,228	2.37%
2 to 3 years.....	651,011	7.21%	1,045,931,928	7.93%
3 to 4 years.....	536,483	5.94%	919,897,634	6.97%
4 to 5 years.....	294,533	3.26%	474,586,615	3.60%
5 to 10 years.....	1,503,173	16.65%	2,227,078,242	16.88%
Over 10 years.....	4,375,866	48.47%	5,764,409,548	43.70%
<b>TOTAL.....</b>	<b>9,027,585</b>	<b>100.00%</b>	<b>13,189,907,160</b>	<b>100.00%</b>

**Composition by Payment Behaviour  
Securitised Portfolio (September 2014)**

<b>Account Age</b>	<b>Total Number of Accounts</b>	<b>Percentage of Total Number of Accounts</b>	<b>Receivables</b>	<b>Percentage of Total Receivables</b>
Receivables Accounts with minimum payment made/no payment requested.....	4,789,536	53.05%	4,714,078,156	35.74%
Accounts with full payment made.....	1,701,260	18.85%	1,022,889,409	7.76%

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

**Geographic Distribution of Accounts  
Securitised Portfolio (September 2014)**

Region	Total Number of Accounts	Percentage of Total Number of Accounts	Receivables	Percentage of Total Receivables
East Anglia.....	1,154,083	12.78%	1,662,236,805	12.60%
East Midlands.....	605,460	6.71%	899,126,504	6.82%
London.....	1,101,151	12.20%	1,499,307,236	11.37%
Northern Ireland.....	105,271	1.17%	194,054,648	1.47%
North East.....	295,864	3.28%	414,099,031	3.14%
North West.....	920,324	10.19%	1,399,535,258	10.61%
Scotland.....	429,477	4.76%	753,303,388	5.71%
South East.....	1,752,403	19.41%	2,601,007,742	19.72%
South West.....	703,216	7.79%	1,014,130,202	7.69%
Wales.....	387,037	4.29%	559,663,311	4.24%
West Midlands.....	727,762	8.06%	1,036,519,431	7.86%
Yorkshire & Humberside.....	648,190	7.18%	963,448,738	7.30%
Other.....	197,347	2.19%	193,474,868	1.47%
<b>TOTAL.....</b>	<b>9,027,585</b>	<b>100.00%</b>	<b>13,189,907,160</b>	<b>100.00%</b>

## PLAN OF DISTRIBUTION

	<u>Class A Reg S Note</u>	<u>Class D Reg S Note</u>
ISIN: .....	XS1133034923	XS1133034253
Common Code: .....	113303492	113303425
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 13 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 10 November 2014.