

FINAL TERMS

Final Terms dated 17 October 2013

ABP Finance Plc

Issue of GBP 50,000,000 5.25 per cent. Notes due 2042

under the Programme

The Notes have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”) and may not be offered or sold in the United States or to U.S. Persons (as defined in Regulation S under the Securities Act) unless an exemption from the registration requirements of the Securities Act is available. See “*Subscription and Sale*” in the accompanying Prospectus.

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the conditions set forth in the Base Prospectus dated 22 May 2013, as amended by the prospectus supplement dated 12 June 2013, and as further amended by the prospectus supplement dated 14 October 2013, which constitutes a base prospectus for the purposes of EU Directive (Directive 2003/71/EC) as amended (which includes the amendments made by Directive 2010/73/EU to the extent that such amendments have been implemented in the Relevant Member State) (the “**Prospectus Directive**”) and the expression “**2010 PD Amending Directive**” means Directive 2010/73/EU. 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 such 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 and supplements thereto are available for viewing at www.abports.co.uk.

Arranger

Barclays

Dealers

Barclays	BofA Merrill Lynch
Lloyds Bank	Mitsubishi UFJ Securities
National Australia Bank Limited	Scotiabank
The Royal Bank of Scotland	

Relevant Dealers

The Royal Bank of Scotland	Mirabaud Securities LLP, acting through its appointed representative Independent Debt Capital Markets LLP
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| 1 | (i) | The Issuer: | ABP Finance Plc |
| 2 | (i) | Series Number: | 6 |
| | (ii) | Tranche Number: | 1 |

(If fungible with an existing Tranche, details of that Tranche, including the date on which the Notes become fungible.)

3	Relevant Currency or Currencies:	British Pounds Sterling (“GBP”)
4	Aggregate Nominal Amount of Notes admitted to trading:	GBP 50,000,000
	(i) Series:	GBP 50,000,000
	(ii) Tranche:	GBP 50,000,000
5	(i) Issue Price:	98.927 per cent. of the Aggregate Nominal Amount
	(ii) Net proceeds (required only for listed issues):	GBP 49,463,500
6	(i) Specified Denominations:	GBP 100,000 and integral multiples of GBP 1,000 in excess thereof up to and including GBP 199,000. No Notes in definitive form will be issued with a denomination of integral multiples above GBP 199,000.
	(ii) Calculation Amount:	GBP 1,000
7	(i) Issue Date:	21 October 2013
	(ii) Interest Commencement Date:	21 October 2013
8	(i) Scheduled Redemption Date:	21 October 2042
	(ii) Final Maturity Date:	21 October 2042
9	Instalment Date:	Not Applicable
10	Interest Basis:	5.25 per cent. Fixed Rate
11	Redemption/Payment Basis:	Redemption at par
12	Change of Interest or Redemption/Payment Basis	Not Applicable
13	Put/Call Options:	Issuer Optional Redemption Condition 8(d) applies
14	(i) Status and Ranking:	The Notes rank <i>pari passu</i> among each other in terms of interest and principal payments and rank.
	(ii) Date Committee approval for issuance of Notes obtained:	7 October 2013
15	Listing:	Ireland
16	Method of distribution:	Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

17	Fixed Rate Note Provisions:	Applicable
	(i) Interest Rate:	5.25 per cent. per annum payable semi-annually in arrear on each Interest Payment Date
	(ii) Manner in which the Rate of Interest is to be determined after the Scheduled Redemption Date:	Not Applicable
	(iii) Screen Rate Determination: (as referred to under Condition 6(c))	
	– Relevant Rate:	Not Applicable

	– Interest Determination Date(s):	Not Applicable
	– Page:	Not Applicable
	– Relevant Time:	Not Applicable
	ISDA Determination:	
	(as referred to under Condition 6(c))	
	– Floating Rate Option:	Not Applicable
	– Designated Maturity:	Not Applicable
	– Specified Duration:	Not Applicable
	– Reset Date:	Not Applicable
(iv)	Step-Up Fixed Fee Rate:	Not Applicable
(v)	Interest Determination Date:	21 April and 21 October in each year
(vi)	Interest Payment Date(s):	21 April and 21 October in each year adjusted for payment purposes only in accordance with the Following Business Day Convention.
(vii)	First Interest Payment Date:	21 April 2014
(viii)	Fixed Coupon Amount(s):	GBP 26.25 per Calculation Amount on each Interest Payment Date
(ix)	Broken Amount(s):	Not Applicable
(x)	Day Count Fraction:	Actual/Actual (ICMA)
(xii)	Reference Gilt:	UKT 4.500% due 7 December 2042
(xiii)	– Comparable German Bund Issue:	Not Applicable
	– percentage amount over such Comparable German Bund Issue	Not Applicable
(xiv)	Alternative Redemption Amount:	Not Applicable
	– Reuters Screen:	Not Applicable
18	Floating Rate Note Provisions:	Not Applicable
19	Zero Coupon Note Provisions:	Not Applicable
20	Indexed Note Provisions:	Not Applicable
21	Interest Rate subject to adjustment in accordance with the Interest Ratchet:	Not Applicable

PROVISIONS RELATING TO REDEMPTION

22	Issuer Optional Redemption:	Applicable in accordance with Condition 8(d)
	(i) Optional Redemption Date(s):	Any Interest Payment Date
	(ii) Optional Redemption Amount(s) and method, if any, of calculation of such amount(s):	Applicable in accordance with Condition 8(d)(iv).
	(iii) If redeemable in part:	

	(iv)	Minimum Redemption Amount:	Not Applicable
	(v)	Maximum Redemption Amount:	Not Applicable
	(vi)	Notice period (if other than as set out in the Conditions):	Not Applicable
23		Final Redemption Amount of each Note In cases where the Redemption Amount is Index-Linked:	Not Applicable
	(i)	Index/Formula/variable:	Not Applicable
	(ii)	Party responsible for calculating the Final Redemption Amount (if not the Agent):	Not Applicable
	(iii)	Provisions for determining Final Redemption Amount where calculated by reference to Index and/or Formula and/or other variable:	Not Applicable
	(iv)	Determination Date(s):	Not Applicable
	(v)	Provisions for determining Final Redemption Amount where calculation by reference to Index and/or Formula and/or other variable is impossible or impracticable or otherwise disrupted:	Not Applicable
	(vi)	Payment Date:	Not Applicable
	(vii)	Minimum Final Redemption Amount:	Not Applicable
	(viii)	Maximum Final Redemption Amount:	Not Applicable
24		Early Redemption Amount: Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or other early redemption);	Not Applicable
GENERAL PROVISIONS APPLICABLE TO THE NOTES			
25		Form of Notes:	Registered
	(i)	If issued in Bearer form:	Not Applicable
	(ii)	If Registered Notes:	Registered Global Note registered in the name of a nominee for a common depository for Euroclear and Clearstream, Luxembourg exchangeable for Individual Note Certificates on 30 days' notice in the circumstances specified in the Registered Note
26		New Global Note:	No
27		Relevant Financial Centre(s) or other special provisions relating to Payment	London

- Dates:
- | | | |
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| 28 | Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): | No |
| 29 | Details relating to Instalment Notes: | Not Applicable |
| | (i) Instalment Date: | Not Applicable |
| | (ii) Instalment Amount: | Not Applicable |
| 30 | Consolidation provisions: | Not Applicable |
| 31 | TEFRA rules: | Not Applicable |

DISTRIBUTION

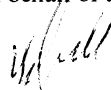
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| 32 | (i) If syndicated, names of Managers: | The Royal Bank of Scotland plc
Mirabaud Securities LLP, acting through its appointed representative Independent Debt Capital Markets LLP |
| | (ii) Stabilising Manager (if any): | Not Applicable |
| 33 | If non-syndicated, name of Dealer: | Not Applicable |

LISTING AND ADMISSION TO TRADING APPLICATION

These Final Terms comprise the final terms required to list and have admitted to trading the issue of Notes described herein pursuant to the listing of the Programme for the issuance of up to GBP 5,000,000,000 of Notes.

Signed on behalf of the Issuer:

By:



Duly authorised

PART B – OTHER INFORMATION

1 LISTING

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| (i) | Listing | Ireland |
| (ii) | Admission to trading: | Application has been made to the Irish Stock Exchange for the Notes to be admitted to trading on the Main Securities Market with effect from 21 October 2013 |
| (iii) | Estimate of total expenses related to admission to trading: | Expected to be approximately €500 |

2 RATINGS

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| Ratings: | The Notes to be issued have been rated:

Fitch Ratings Ltd.: BBB+
Moody's Investors Services Limited Baa2

Fitch Ratings Ltd is established in the EEA and registered under the CRA Regulation.

Moody's Investors Services Limited is established in the EEA and registered under the CRA Regulation. |
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3 REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

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| (i) | Reasons for the offer: | See " <i>Use of Proceeds</i> " in the Prospectus |
| (ii) | Estimated net proceeds: | GBP 49,463,500 |
| (iii) | Estimated total expenses: | Not Applicable |

4 (Fixed Rate Notes only) – YIELD

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|----------------------|---------------------|
| Indication of yield: | 5.323 % semi-annual |
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5 OPERATIONAL INFORMATION

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| Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking Société Anonyme and the relevant identification number(s): | Not Applicable |
| Delivery: | Delivery against payment |
| Names and addresses of additional Paying Agent(s) (if any): | Not Applicable |
| ISIN Code: | XS0982989831 |
| Common Code: | 098298983 |
| Intended to be held in a manner which would allow Eurosystem eligibility: | No |