

1 April 2015

CASTLE TRUST DIRECT PLC

Issue of £30,000,000 Fortress Bond (Issue 39) 3 Year (Growth) April 2015 Notes

Offered by CASTLE TRUST CAPITAL PLC

Under the Castle Trust Direct Programme for the issuance of Notes

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions (the "**Conditions**") of the Notes set forth in the Base Prospectus dated 3 July 2014, the Supplemental Prospectuses dated 8 December 2014 and 22 December 2014 which constitutes a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (and amendments thereto, including Directive 2010/73/EU) (the "**Prospectus Directive**"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus.

Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of the Base Prospectus and these Final Terms. The Base Prospectus is available for viewing at and copies may be obtained during normal working hours from the Issuer's registered office at 10 Norwich Street, London EC4A 1BD. For the purposes of Article 14 of the Prospectus Directive, the Base Prospectus and the Final Terms have been published on the Castle Trust Capital plc website: <http://www.castletrust.co.uk/information/>. A summary of the individual issue is annexed to these Final Terms.

1	Issuer	Castle Trust Direct plc
2	Series Number:	39
3	Aggregate Nominal Amount of Series:	£30,000,000
4	Issue Price:	100% of the Aggregate Nominal Amount.
5	(a) Issue Date:	1 April 2015
	(b) Interest Commencement Date:	1 May 2015
	(c) Calculation Amount:	£1,000
6	Maturity Date:	1 May 2018
7	Interest Basis:	4.2954% Fixed Rate (as such rate may be increased by the Issuer (if at all and at its absolute discretion) during the Offer Period and notified to Noteholders prior to the end of such period)
8	Redemption/Payment Basis:	Subject to any early redemption, the Notes will be redeemed on the Maturity Date at 100% of their nominal amount.

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| 9 | Change of Interest Basis or Redemption/Payment Basis: | Not Applicable |
| 10 | Put/Call Options: | Issuer Call |
| 11 | Date Board approval for issuance of Notes obtained: | 27 February 2015 |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 12 | Fixed Rate Note Provisions | Applicable |
| | (a) Rate(s) of Interest: | 4.2954% per annum payable on the Maturity Date (as such rate may be increased by the Issuer (if at all and at its absolute discretion) during the Offer Period and notified to Noteholders prior to the end of such period) in arrear |
| | (b) Interest Payment Date(s): | Maturity Date |
| | (c) Fixed Coupon Amount(s): | £128.9811 per Calculation Amount (as such amount may be increased to reflect an increase to the Rate of Interest by the Issuer (if at all and at its discretion) during the Offer Period and notified to Noteholders prior to the end of such period) |
| | (d) Broken Amount(s): | Not Applicable |
| | (e) Determination Date(s): | Not applicable |
| | (f) Day Count Fraction: | Actual/365 Fixed |
| | (g) Other terms relating to the method of calculating interest for the Notes: | None |
| 13 | Floating Rate Note Provisions | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

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| 14 | Issuer Call
<i>(Applicable only for Notes held by Castle Trust Capital plc)</i> | Applicable |
| | Optional Redemption Amount and method, if any, of calculation of such amount(s): | Condition 6.2 (Redemption at option of the Issuer (Issuer Call)) of the Notes applies |
| 15 | Investor Put | Not Applicable |

16 Final Redemption Amount 100 per cent.

17 Final Repayment Date: 4 May 2018

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 £1,500,000,000 Castle Trust Direct Programme

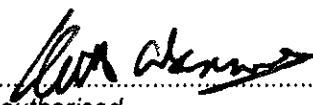
THIRD PARTY INFORMATION

None

Signed on behalf of Castle Trust Direct plc

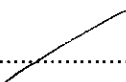
By:

Duly authorised



By:

Duly authorised



SIGNED UNDER POWER OF ATTORNEY
FOR EACH OF: RICHARD RAMSAY
SERIN OLFIELD
MATTHEW WILES

PART B – OTHER INFORMATION

18 ADMISSION TO TRADING

Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to the Official List of the Irish Stock Exchange and to trading on its regulated market. It is expected that the first dealing day will be 1 April 2015.

19 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save as discussed in the section headed "Subscription and Sale" of the Base Prospectus, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer.

RELATIONSHIPS MATERIAL TO THE ISSUE/OFFER BETWEEN THE ISSUER AND THE BORROWER

The Issuer will make a new Advance under the Borrower Loan Agreement in respect of the Offer Series on 8 May 2015.

20 REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

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|-------------------------------|------------------------------------|
| (a) Reasons for the offer: | See Part XI of the Base Prospectus |
| (b) Estimated net proceeds: | £30,000,000 minus expenses |
| (c) Estimated total expenses: | £450 |

21 YIELD (*Fixed Rate Notes only*)

Indication of yield	4.00% Calculated on the Issue Date
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The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

22 OPERATIONAL INFORMATION

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| (a) ISIN Code: | GB00BVYV8Q76 |
| (b) Other Final Terms: | None |
| (c) Offer Period: | 1 April 2015 – 30 April 2015 |
| (d) Any other clear and objective conditions attached to the consent which are relevant for the use of the Base Prospectus | Not applicable |
| (e) Names and address of the entities which have a firm commitment to act as intermediaries in secondary trading, providing liquidity | Castle Trust Capital plc, 10 Norwich Street, London EC4A 1BD. See Parts VIII and XVII of the Base Prospectus. |

through bid and offer rates and description of the main terms of their commitment:

ANNEX – ISSUE SPECIFIC SUMMARY

SUMMARY

Section A – Introduction and warnings		
A.1	Introduction	<p>This summary should be read as an introduction to this Base Prospectus. Any decision to invest in Notes should be based on consideration of the Base Prospectus as a whole by the investor. Where a claim relating to the information contained in the Base Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the Member States, have to bear the costs of translating the Base Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only if the Summary is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus or it does not provide, when read together with the other parts of the Base Prospectus key information in order to aid investors when considering whether to invest in the Notes.</p>
A.2	Use of the Base Prospectus	<p>The Issuer has consented to the use of this Base Prospectus from the date of its publication by (i) all financial intermediaries which are authorised to offer securities to the public or distribute notes under the Financial Services and Markets Act 2000, as amended or the relevant legislation implementing the Markets in Financial Instruments Directive (2004/39/EC) in the United Kingdom and (ii) by Castle Trust Capital plc ("Castle Trust") and Castle Trust Capital Management Limited ("CTCM"), and to the distribution of notes (the "Notes") pursuant to the £1,500,000,000 Castle Trust Direct Programme for the issuance of Notes (the "Programme") in the United Kingdom. The offer period within which the Issuer consents to the later resale or final placement by financial intermediaries or by Castle Trust or CTCM is from 3 July 2014 to 2 July 2015. The offer of Notes by financial intermediaries or by Castle Trust or CTCM must be made pursuant to the terms and conditions of the Notes (the "Note Conditions"). If an offer is being made by a financial intermediary or by Castle Trust or CTCM, such financial intermediary or Castle Trust or CTCM will inform investors of the terms and conditions of the offer at the time the offer is made.</p>

Section B – Issuer and Castle Trust Capital plc		
B.1	Legal and commercial Name	<p>Castle Trust Direct plc (the "Issuer")</p> <p>Castle Trust Capital plc; Castle Trust</p>
B.2	Domicile; legal form; legislation; country of incorporation	<p>The Issuer was incorporated in England and Wales as a public limited company under the Companies Act 2006 on 19 May 2014 under the name of Castle Trust Direct plc with registered number 9046984.</p> <p>Castle Trust was incorporated in England and Wales as a private limited company on 29 November 2010 and was converted to a public limited company on 24 November 2011, under the Companies Act 2006 under the name of Castle Trust Capital plc</p>

		with registered number 07454474.
B.4b	Known trend information	Bank of England data on mortgage approvals shows that activity in the mortgage market has increased by 38% from March 2013 to March 2014. Similarly house prices have increased recently as measured by Nationwide's house price index, which has grown by 9.5% over the same period. As of 31 May 2014, Castle Trust had advanced £18m of mortgages. 99% of this has been advanced since 30 September 2013.
B.5	Description of the group and the Issuer and Castle Trust's position within the group	Castle Trust is a wholly-owned subsidiary of Castle Trust Holdings (Jersey) Limited ("CTHJ"), which in turn is majority owned by J.C. Flowers Fund III, a subsidiary of the J.C. Flowers group. Castle Trust has four subsidiaries: CTCM, the Issuer, Castle Trust Income House plc ("CTIH") and Castle Trust Capital Nominees Limited (together, the "Group").
B.9	Profit forecast or estimate for Castle Trust and the Issuer	Not applicable; no profit forecast or estimate has been published.
B.10	Qualifications in independent accountant's report on historical financial information of Castle Trust and the Issuer	Not applicable; there are no qualifications in any audit report or any independent accountant's report on the historical financial information of Castle Trust and the Issuer has not produced financial information since the date of its incorporation.
B.11	Working capital insufficient for present requirements	Not applicable; the Issuer is of the opinion that the working capital of the Issuer is sufficient for its present requirements. Castle Trust is of the opinion that the working capital of Castle Trust is sufficient for its requirements.
B.12	Selected key financial information on Castle Trust and the Issuer; no material adverse change statement and no significant change statement	<p>Based on Castle Trust's financial information for the year ended 30 September 2014, Castle Trust had total assets of £81,803,056, total equity of £33,768,441 and total liabilities of £48,034,615. For the year ended 30 September 2014, Castle Trust and its subsidiaries made a consolidated loss after taxation of £9,215,921. The financial information in this paragraph is extracted from the consolidated historical financial information of Castle Trust for the period ended 30 September 2014. The Issuer has not produced financial statements since the date of its incorporation.</p> <p>There has been no material adverse change in the prospects of Castle Trust or of the Issuer since 30 September 2014. There has been no significant change in the financial or trading position of the Issuer or Castle Trust since 30 September 2014.</p> <p>As at 31 October 2014, Castle Trust has made borrowings under the Borrower Loan Agreement in relation to subscriptions of £54,903,831 for Fortress Bonds, of which £16,924,859 Fortress Bonds have been subscribed since 30 September 2014 (being the date of the last published audited accounts for Castle Trust and the Issuer).</p>
B.13	Recent events particular to Castle Trust and the Issuer	Not applicable; there have been no recent events which are materially relevant to the evaluation of Castle Trust's or the

	which are materially relevant to the evaluation of Castle Trust's solvency	Issuer's solvency.
B.14	Dependency of the Issuer and Castle Trust on other entities within the group	<p>Castle Trust is a wholly-owned subsidiary of CTHJ which in turn is majority owned by J.C. Flowers Fund III, a subsidiary of the J.C. Flowers Group. Castle Trust has four subsidiaries: CTCM, the Issuer, CTIH and Castle Trust Capital Nominees Limited.</p> <p>Castle Trust is not dependent upon other entities within the Group. The Issuer is a special purpose vehicle and is dependent on Castle Trust and CTCM for various functions. In particular, the Issuer has no material assets save for the obligations of Castle Trust (in its capacity as Borrower) under an intercompany loan agreement between the Issuer and Castle Trust (the "Borrower Loan Agreement").</p>
B.15	Description of the Issuer and Castle Trust's principal activities	<p>Castle Trust offers Mortgages to borrowers in respect of UK property and acts as counterparty to the Borrower Loan Agreement and to investment products entered into by CTIH and Castle Trust Growth Housa PC.</p> <p>The Issuer is a special purpose vehicle which issues asset backed securities and lends the proceeds to Castle Trust under the Borrower Loan Agreement. The objective of the Issuer is to provide a return to Investors in each series of Notes (each, a "Series") comprising interest on the interest payment date(s) (each, an "Interest Payment Date") and/or on the maturity date (each, a "Maturity Date") for the relevant Series of Notes.</p>
B.16	Owner/controller of Issuer and Castle Trust	The Issuer is directly wholly owned and controlled by Castle Trust. The Issuer and Castle Trust are each indirectly ultimately owned and controlled by James Christopher Flowers.
B.17	Ratings assigned to the Issuer or its debt securities or to Castle Trust	Not applicable: neither the Issuer nor Castle Trust is rated and Notes issued by the Issuer will not be rated.
B.20	Special purpose vehicle; entity status	The Issuer was incorporated as a special purpose vehicle for the purpose of issuing the Notes, being securities backed by the Borrower Loan Agreement.
B.21	Description of principal activities and overview of parties to programme	<p>The objective of the Issuer is to provide a return to Investors in each Series comprising interest on the Interest Payment Date(s) and/or on the Maturity Date for the relevant Series of Notes.</p> <p>In order to generate the amounts necessary to pay interest on ("Interest"), and to pay the amount payable on the relevant Maturity Date (the "Final Redemption Amount") of, the Notes, the Issuer will, on or about the date of this Base Prospectus, enter into the Borrower Loan Agreement with Castle Trust (in its capacity as "Borrower"). Under the Borrower Loan Agreement, the issue proceeds received by the Issuer for subscription for Notes (net of its costs) are advanced to Castle Trust until the Maturity Date of the relevant Series of Notes when Castle Trust repays the principal amount of such Advance. In addition, Castle Trust will pay interest on each Advance on (or immediately prior) to the Interest Payment Date(s) (if any) of the relevant Series of</p>

		<p>Notes and/or the Maturity Date of the relevant Series of Notes.</p> <p>The only business of the Issuer is the issue of Notes and the investment of the net proceeds in the Borrower Loan Agreement to generate the Interest and the Final Redemption Amount.</p> <p>Fortress Bonds are available for a minimum investment of £1,000 and provide returns for those who seek a competitive return on their capital or who wish to diversify their existing low risk investment portfolios. Fortress Bonds qualify for inclusion in SIPPs and ISAs.</p> <p>Fortress Bonds that are purchased from Castle Trust by UK retail investors are subject to the Financial Services Compensation Scheme ("FSCS") for investment products, which as at the date of this document is for £50,000.</p> <p>Castle Trust is a regulated investment firm operating in the UK. Castle Trust, which was incorporated in England in 2010, operates predominantly from its head office in London and had 38 permanent employees as at 31 May 2014.</p> <p>Castle Trust provides equity loans and interest bearing mortgages ("Mortgages") secured on UK property.</p> <p>When providing Mortgages, Castle Trust targets that the property and interest exposure underlying the Mortgages matches that underlying Castle Trust's funding liabilities.</p> <p>Liquid assets: a minimum of 20% of the amount invested by an Investor, being the number of Notes purchased multiplied by the issue price for the relevant Series of Notes (the "Investment Amount"), paid by Investors for their Notes (up to a maximum of the total subscription proceeds not issued as Mortgages) is invested by Castle Trust into liquid assets with a maturity of less than two years. This is intended to ensure that Castle Trust has sufficient liquid reserves in order to fund the Interest and Final Redemption Amount payments due pursuant to the Borrower Loan Agreement. As at the date of this prospectus, Castle Trust holds in excess of £17m of liquid assets.</p> <p>Castle Trust uses the advances under the Borrower Loan Agreement to fund its Mortgage business.</p> <p>Castle Trust is the immediate parent of the Issuer.</p> <p>The Issuer has appointed CTCM as its calculation agent, nominee for holders of the Notes and marketing manager in respect of the Notes. CTCM is a sister company of the Issuer.</p> <p>The Issuer has appointed JTC (Jersey) Limited, who is unconnected to the Issuer, as registrar of the Notes.</p> <p>The Issuer has appointed JTC (Trustees) UK Limited, who is unconnected to the Issuer, as "Trustee" (which expression includes all persons for the time being trustee or trustees appointed under the trust deed dated on or after the date of this Base Prospectus (as amended or supplemented from time to time)) between the Issuer and the Trustee (the "Trust Deed").</p>
B.22	Statement regarding	Not applicable. The Issuer commenced operations on 9 July

	lack of operations/ financial statements since incorporation	2014. The Issuer published audited financial statements for the period ended 30 September 2014 in a supplementary prospectus dated 22 December 2014.																																												
B.23	Key financial information on the Issuer	<p>The table below sets out summary key information from the financial statements of the Issuer for the period 19 May 2014 to 30 September 2014:</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Castle Trust Direct plc</th> <th style="text-align: right;">30 September 2014</th> </tr> </thead> <tbody> <tr> <td colspan="2">Statement of Financial Position</td> </tr> <tr> <td></td> <td style="text-align: right;">GBP</td> </tr> <tr> <td colspan="2">Non-current assets</td> </tr> <tr> <td>Loans and receivables</td> <td style="text-align: right;">18,849,048</td> </tr> <tr> <td colspan="2">Current Assets</td> </tr> <tr> <td>Loans and receivables</td> <td style="text-align: right;">19,174,991</td> </tr> <tr> <td>Trade and other receivables</td> <td style="text-align: right;">529,004</td> </tr> <tr> <td></td> <td style="text-align: right; border-top: 1px solid black;">19,703,995</td> </tr> <tr> <td>Total assets</td> <td style="text-align: right; border-top: 1px solid black; border-bottom: 3px double black;">38,553,043</td> </tr> <tr> <td colspan="2">Equity</td> </tr> <tr> <td>Ordinary Shares</td> <td style="text-align: right;">50,000</td> </tr> <tr> <td>Share Premium</td> <td style="text-align: right;">450,000</td> </tr> <tr> <td>Accumulated Loss</td> <td style="text-align: right;">-</td> </tr> <tr> <td>Total Equity</td> <td style="text-align: right; border-top: 1px solid black; border-bottom: 3px double black;">500,000</td> </tr> <tr> <td colspan="2">Non-current liabilities</td> </tr> <tr> <td>Financial liabilities at amortised cost</td> <td style="text-align: right;">18,849,048</td> </tr> <tr> <td colspan="2">Current liabilities</td> </tr> <tr> <td>Financial liabilities at amortised cost</td> <td style="text-align: right;">19,174,991</td> </tr> <tr> <td>Trade and other payables</td> <td style="text-align: right;">29,004</td> </tr> <tr> <td>Total liabilities</td> <td style="text-align: right; border-top: 1px solid black; border-bottom: 3px double black;">38,053,043</td> </tr> <tr> <td>Total equity and liabilities</td> <td style="text-align: right; border-top: 1px solid black; border-bottom: 3px double black;">38,553,043</td> </tr> </tbody> </table> <p>As of the date of this document there has been no significant change to the financial position of the Issuer during the period covered by the financial information or since 30 September 2014.</p>	Castle Trust Direct plc	30 September 2014	Statement of Financial Position			GBP	Non-current assets		Loans and receivables	18,849,048	Current Assets		Loans and receivables	19,174,991	Trade and other receivables	529,004		19,703,995	Total assets	38,553,043	Equity		Ordinary Shares	50,000	Share Premium	450,000	Accumulated Loss	-	Total Equity	500,000	Non-current liabilities		Financial liabilities at amortised cost	18,849,048	Current liabilities		Financial liabilities at amortised cost	19,174,991	Trade and other payables	29,004	Total liabilities	38,053,043	Total equity and liabilities	38,553,043
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B.24	Material adverse changes	As of the date of this document there has been no material adverse change in the prospects of the Issuer since the date of its last published audited financial statements for the period to 30 September 2014.																																												
B.25	Description of underlying assets	<p>The Borrower Loan Agreement</p> <p>The Issuer will, on or about the date of this Base Prospectus, enter into the Borrower Loan Agreement with the Borrower.</p> <p>Under the Borrower Loan Agreement the Issuer pays the amount raised from the issue of the Notes (less certain costs payable by the Issuer) to the Borrower. In return, the Borrower agrees to pay to the Issuer an amount not less than the Interest and the Final Redemption Amount as the Notes mature.</p> <p>The Borrower Loan Agreement has the characteristics that demonstrate capacity to produce the funds required to service</p>																																												

		<p>the payments due and payable on the Notes. However, the Interest and Final Redemption Amount payable to the Investors is dependent on the Borrower's ability to meet its payment obligations under the Borrower Loan Agreement and the relevant Advance.</p> <p>The Borrower does not provide any security to the Issuer to meet its obligations under the Borrower Loan Agreement.</p> <p>The Borrower meets its obligations under the Borrower Loan Agreement to pay the Interest and the Final Redemption Amount by providing Mortgages to UK customers and investing in liquid assets.</p> <p>Castle Trust's business</p> <p>Castle Trust's business model is based on the provision of loans to the owners of UK residential property secured by a mortgage. Castle Trust generates its margins on Mortgages through the accrual of interest or, instead of collecting interest, by participating (on the basis of a pre-defined formula) in any rise in the value of the property upon which its Mortgages are secured. In some cases Castle Trust's returns are based on the movements of the Index rather than upon the value of the individual mortgaged property. Castle Trust Mortgages may, in some cases, include both house price linked and interest accruing features.</p> <p>Each Mortgage represents a relatively small proportion (typically up to 20%) of the value of each individual property. These individual, granular exposures are pooled to achieve broad diversification. The element of exposure to house price movements which Castle Trust assumes through its Mortgages is offered to investors who seek exposure to UK housing returns through Castle Trust's Housa investments. The element of exposure to UK interest rates which Castle Trust assumes through its Mortgages is offered to investors through the issue of Fortress Bonds.</p> <p>Liquid assets: a minimum of 20% of the Investment Amount paid by Investors for their Notes is invested by Castle Trust into liquid assets such as money market funds, cash and cash equivalents with a maturity of less than two years. This is intended to ensure that Castle Trust has sufficient liquid reserves in order to fund the Interest and Final Redemption Amount payments due pursuant to the Borrower Loan Agreement.</p> <p>Investors do not have any rights over the mortgages provided by Castle Trust nor the liquid assets it holds from time to time.</p>
B.26	Details of actively managed pool of assets	Not applicable; there is not an actively managed pool of assets backing the Notes.
B.27	Statement if further securities backed by same assets	There is not a separate identifiable pool of Mortgages backing each Advance under the Borrower Loan Agreement. Accordingly, the Issuer proposes to issue further Notes backed by the same assets, which will be announced to the market (including holders of the Notes) by the Issuer.

<p>B.28</p>	<p>Transaction structure</p>	<p>All Notes are issued by the Issuer to Castle Trust on their respective issue dates. Once issued, the Notes are admitted to trading on the regulated market of the ISE on the same business day.</p> <p>Castle Trust sells the Notes to investors who make valid applications during the offer period(s) for the relevant Series of Notes (the "Offer Period"). Castle Trust pays the sums received from sale of the Notes to the Issuer to discharge the outstanding inter-company loan created when the Notes are issued by the Issuer to Castle Trust. Any Notes which are not sold by Castle Trust during the Offer Period are redeemed.</p> <p>The Issuer advances all subscription monies in respect of Notes received from Castle Trust (less certain fees payable to CTCM) to Castle Trust under the Borrower Loan Agreement. Castle Trust will pay interest to the Issuer on each Advance on (or immediately prior to) the Interest Payment Date(s) (if any) and/or the Maturity Date of the relevant Series of Notes.</p> <p>On the Maturity Date for each Series of Notes, the Advance made by the Issuer to Castle Trust in relation to that Series will mature and Castle Trust will pay the Issuer a sum not less than the Final Redemption Amount and any Interest due on the Maturity Date. The Issuer will pay the Final Redemption Amount and any Interest due on the Maturity Date to the Investor and the Notes of such Series will be redeemed in full.</p> <p>The terms and conditions pursuant to which Investors purchase the Notes contain an obligation on Castle Trust to buy back the Notes held by Investors. This states that Castle Trust agrees to purchase the Notes held by that Investor on the Maturity Date if they have not been redeemed by 14.00 on that day for an amount equal to the Final Redemption Amount and any Interest due but unpaid on the Notes.</p> <p>The Issuer intends to ensure Notes are redeemed prior to this buy-back taking place.</p> <p>The structure is illustrated in the following diagram:</p> <pre> graph TD Investors -- Investment Amount --> CTCPLC[Castle Trust Capital PLC] CTCPLC -- Beneficial interest in Notes --> Investors CTCPLC -- Beneficial interest in Notes --> CTNL[Castle Trust Capital Nominees Limited] CTNL -- Beneficial interest in Notes --> CTCPLC CTCPLC -- Subscription monies --> CTDirect[Castle Trust Direct plc] CTDirect -- Castle Trust Direct plc advances monies received for subscription in accordance with the Borrower Loan Agreement --> CTCPLC CTDirect -- Issue of Notes --> CTNL </pre>
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B.29	Flow of funds	<p>The Notes are issued to Castle Trust and the subscription amount is left outstanding on inter-company account.</p> <p>Castle Trust sells the Notes to investors who make valid applications during the Offer Period. Castle Trust pays the sums received from the sale of the Notes to the Issuer to discharge the outstanding intercompany loan created when the Notes are issued by the Issuer to Castle Trust. Any Notes which are not sold by Castle Trust during the Offer Period are redeemed.</p> <p>The Issuer advances all subscription monies received from Castle Trust (less certain costs payable by the Issuer) to Castle Trust under the Borrower Loan Agreement. The Issuer offsets its liability to pay the subscription monies to Castle Trust under the Borrower Loan Agreement against Castle Trust's liability to satisfy the intercompany debt for the subscription amount for the Notes. This reduces the number of money flows required.</p> <p>Interest is payable on the Notes at the times specified as Interest Payment Dates (if any), and/or the Maturity Date set out, in the applicable Final Terms. Interest is funded by Castle Trust's obligations under the Borrower Loan Agreement. A minimum of 20% of the Investment Amount paid by Investors for their Notes (up to a maximum of the total subscription proceeds not issued as Mortgages) is invested by Castle Trust into liquid assets with a maturity of less than two years. This is intended to ensure that Castle Trust has sufficient liquid reserves in order to fund the Final Redemption Amount payments due pursuant to the Borrower Loan Agreement.</p> <p>Payment of the Final Redemption Amount in respect of Notes which are redeemed on their Maturity Date shall be made by the Issuer to Investors within three Business Days of the Maturity Date or, if the repayment of the Advance under the Borrower Loan Agreement to which the Notes relate is delayed, within three Business Days of such later date on which the amount of each repayment is actually received by the Issuer in cleared monies.</p> <p>The payment of redemption proceeds will be made by the Issuer by cheque or BACS made payable to each relevant Investor (or all named holders in the case of joint holders) and posted to the name and address of the Investor (or to the name and address of the first named holder in the case of joint holders) as appearing in the Register.</p>
B.30	Name/description of originators of securitised assets	<p>The only assets of the Issuer are the Borrower's obligations under the Borrower Loan Agreement. Castle Trust is the borrower under the Borrower Loan Agreement and provides Mortgages to its customers. The business address of Castle Trust is: 41 Lothbury, London EC2R 7HG.</p>

Section C – Securities		
C.1	Type and class of securities	<p>Series: 3 Year (Growth) April 2015 Notes</p> <p>Series Number: 39</p>

		<p>Aggregate Nominal Amount of the Series: £30,000,000</p> <p>Registered Notes: Global Certificate exchangeable for Individual Certificate only upon request to hold legal title to Notes</p> <p>ISIN Code: GB00BVYV8Q76</p> <p>Offer Period: 1 April 2015 – 30 April 2015</p> <p>Maturity Date: 1 May 2018</p>
C.2	Currency of securities	<p>Sterling</p>
C.5	Restrictions on free transferability of securities	<p>In relation to the United States, Notes are sold and offered outside the United States to non-U.S. persons in reliance on the exemption from registration provided by Regulation S under the United States Securities Act of 1933, as amended. Selling restrictions also apply to offers, sales or transfers of the Notes under the applicable laws in various other jurisdictions.</p> <p>The minimum denomination of each Note will be £1.00.</p> <p>Subject to the above, the Notes will be freely transferable.</p>
C.8	Rights attached to securities including ranking and limitations on those rights	<p>Ranking</p> <p>The Notes are direct, unconditional, senior, unsubordinated and unsecured obligations of the Issuer that rank <i>pari passu</i> among themselves and (save for certain obligations required to be preferred by law) equally with all other unsecured, unsubordinated obligations of the Issuer.</p> <p>Negative pledge</p> <p>The Notes do not have the benefit of a negative pledge.</p> <p>Withholding tax</p> <p>All payments of principal and interest in respect of the Notes are made free and clear of withholding taxes of the United Kingdom, unless the withholding is required by law.</p> <p>In the event that any such deduction is required, neither the Issuer nor, as the case may be, Castle Trust will be required to pay any additional amounts to cover the amounts so deducted.</p> <p>Events of Default</p> <p>The Notes do not have the benefit of events of default.</p> <p>Meetings and modification</p> <p>Meetings of Noteholders may be called by the Issuer or by Noteholders to consider matters relating to the Notes, including the modification of the Note Conditions. The Note Conditions may be modified by a resolution passed by at least three quarters of the votes cast at such a meeting. Any modification so approved will be binding on all Noteholders.</p> <p>The Trustee may modify or amend the Note Conditions without</p>

		<p>the consent of Noteholders if, in its opinion, such amendment is to correct a manifest error; of a formal, minor or technical nature; or is not materially prejudicial to the interests of the Noteholders.</p> <p>Notices</p> <p>Notices shall be sent to Noteholders at their address on the Register, and shall be deemed to have been given on the fourth weekday after the date of sending.</p> <p>Governing law</p> <p>English law.</p> <p>Enforcement of Notes in Global Form</p> <p>In the case of Notes held in the form of a Global Certificate, individual Investors' rights against the Issuer will be governed by a Trust Deed dated 3 July 2014, a copy of which will be available for inspection at the registered office of the Issuer or the Trustee.</p>
C.9	Interest/Redemption	<p>Rate of Interest: 4.2954% per annum payable on the Maturity Date (as such rate may be increased by the Issuer (if at all and at its absolute discretion) during the Offer Period and notified to Noteholders prior to the end of such period) in arrear</p> <p>Interest Payment Date(s): Maturity Date</p> <p>Fixed Coupon Amount(s): £128.9811 per Calculation Amount (as such rate may be increased by the Issuer (if at all and at its absolute discretion) during the Offer Period and notified to Noteholders prior to the end of such period)</p> <p>Floating Rate Notes are not being issued pursuant to these Final Terms</p> <p>Return on redemption at maturity</p> <p>Final Redemption Amount: Unless previously redeemed and cancelled, each Note will be redeemed at its Final Redemption Amount of 100 per cent.</p> <p>Redemption of Castle Trust-held Notes at the option of the Issuer: the Issuer may redeem all of the Notes in which Castle Trust has an interest: (i) (save for such Notes which Castle Trust indicates it will transfer to Investors subject to receipt of cleared funds) on the day before the Interest Commencement Date of: 1 May 2015 at the Final Redemption Amount of 100 per cent.; (ii) where Castle Trust has failed to discharge the inter-company debt owed to the Issuer in consequence of the initial subscription for the Notes by the end of the day falling four Business Days after the Interest Commencement Date of: 1 May 2015 at the Issue Price of: £1.00; and (iii) at any time giving not less than 5 Business Days' notice to redeem at the Optional Redemption Amount of: 100 per cent.</p> <p>Optional redemption (early encashment): Not applicable.</p> <p>Yield: Based upon the Issue Price of 100% of the Aggregate</p>

		Nominal Amount, at the Issue Date the anticipated yield of the Notes is 4.00% per annum. Trustee for the Noteholders: JTC Trustees (UK) Limited which expression includes all persons for the time being trustee or trustees appointed under the Trust Deed.
C.10	Derivate components:	Not applicable; there is no derivative component in the interest payments made in respect of Notes.
C.11	Status of trading on regulated market	The Issuer has applied for the Notes to be admitted to trading on the regulated market of the ISE which is a regulated market for the purposes of the Markets in Financial Instruments Directive (Directive 2004/39/EC).
C.12	Minimum denomination of Issue	£1.00.

Section D – Risks

D.2	Key information on the key risks specific to the Issuer and Castle Trust	<p>The key risks specific to the Issuer are:</p> <ul style="list-style-type: none"> • The Issuer has no material assets save for the Borrower's obligations under the Borrower Loan Agreement and therefore if the Borrower fails to meet those obligations the Issuer will not be able to meet its obligations to Investors. • The Issuer's only investments for each Series are in the relevant Advance under the Borrower Loan Agreement and there is no counterparty risk diversification. <p>The key risks specific to the Borrower are:</p> <ul style="list-style-type: none"> • Castle Trust is exposed to the risk of borrowers defaulting on their repayment obligations, and its overall financial performance depends to a certain extent on a number of macroeconomic factors outside the control of Castle Trust which impact on UK house buying and mortgage lending, including political, financial and economic conditions. Factors include gross domestic product growth, unemployment rates, consumer confidence, the availability and cost of credit, taxation, and regulatory changes. These factors could reduce the level of demand for Mortgages and adversely impact the ability of borrowers to satisfy their repayment obligations. • Mortgages that have been loaned by Castle Trust are unlikely to be easily sold by Castle Trust. If the period of time for which borrowers hold Mortgages is longer than usual for the UK mortgage market, Castle Trust may be unable to meet its obligations under the Borrower Loan Agreement because insufficient Mortgages have been repaid. • Castle Trust operates in a regulated environment. Non-compliance by Castle Trust with applicable laws, regulations and codes relevant to the financial services industry would lead to fines, public reprimands, damage to reputation, increased prudential requirements, enforced suspension of operation or, in extreme cases, withdrawal of
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		<p>authorisation to operate.</p> <ul style="list-style-type: none"> • Castle Trust's future success depends to a significant degree upon the continued contribution of its key personnel, its ability to recruit, train, retain and motivate personnel, and to ensure that employment contract terms are appropriate. • Castle Trust is reliant on third party people. IT systems and architecture which are provided by and/or supported by third party vendors. A material systems failure could result in loss of key records, leading to financial loss and/or customer detriment.
D.3	Key information on the key risks specific to the securities	<p>The key risks specific to the Notes are:</p> <ul style="list-style-type: none"> • Investors' capital is at risk. Investors may lose up to the entire value of their investment in the Notes as a result of the occurrence of: <ul style="list-style-type: none"> (a) the insolvency of the Issuer and/or Castle Trust; and (b) amounts payable being subject to deduction for tax and/or expense. • Investors will not be entitled to redeem any of their Notes prior to the Maturity Date. However, Investors may dispose of their Notes if a secondary market develops but there is no guarantee that such a market will develop (independently of Castle Trust) or whether it will be liquid or illiquid. The FSCS does not apply to Investors who acquire Notes on any such secondary market. • The Borrower Loan Agreement is unsecured and Castle Trust does not provide collateral in respect of its obligations under the Borrower Loan Agreement. The Notes are therefore subject to the credit risk of Castle Trust. • In the event that Castle Trust has insufficient reserves to repurchase all Notes maturing, qualifying Investors' only recourse will be to the FSCS (under which, at the date of this document, they may seek to recover up to £50,000 of losses). • Otherwise, in the event that Castle Trust has insufficient reserves to pay to the Issuer the Final Redemption Amount for, and any Interest due on, the Notes as they mature, all affected Investors would rank as ordinary unsecured creditors of the Issuer to the extent that the Issuer has insufficient funds to pay in full the Final Redemption Amount and/or any Interest due on their Notes.

Section E – Offer

E.2b	Reasons for offer; use of proceeds	The net proceeds from the issue of Notes are used by the Issuer to invest in the Advance for that Series under the Borrower Loan Agreement. This is in line with the investment objective to pay to
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E.3	Description of terms and conditions of Offer	<p>Offer Period: 1 April 2015 – 30 April 2015</p> <p>Amount of any expenses and taxes specifically charged to the Investor: Not Applicable</p> <p>Names and address of the entities which have a firm commitment to act as intermediaries in secondary trading, providing liquidity through bid and offer rates and description of the main terms of their commitment: Castle Trust Capital plc, 10 Norwich Street, London EC4A 1BD. See Parts VIII and XVII of the Base Prospectus.</p>
E.4	Description of any Interests	<p>Save for certain fees payable to CTCM (equal to 0.5% per annum of Aggregate Nominal Amount of the Series) in connection with the issue of the Notes and the net amounts of the Notes advanced to Castle Trust under the Borrower Loan Agreement, no person involved in the issue of the Notes has an interest material to the offer.</p>
E.7	Estimated expenses charged to Investor	<p>Investors who invest directly with Castle Trust are not subject to an initial charge.</p> <p>No other charges are levied on Investors by the Issuer.</p> <p>Investors may be subject to third party charges from financial intermediaries or service providers in relation to the Fortress Bonds.</p>