

Leek Finance Number 19

Notice to Noteholders

NOTICE OF NOTES EARLY REDEMPTION

LEEK FINANCE NUMBER NINETEEN PLC

(Registered in England and Wales under number 05965873) (the "**Issuer**")

Class A2a Mortgage Backed Floating Rate Notes due 2038

ISIN: XS0294479778

Common Code: 029447977

(the "**Class A2a Notes**")

Class A2b Mortgage Backed Floating Rate Notes due 2038

Regulation S ISIN: XS0294480602

Regulation S Common Code: 0029448060

Rule 144A ISIN: US52426WAB28

Rule 144A Common Code: 029499152

Rule 144A CUSIP: 52426WAB2

(the "**Class A2b Notes**")

Class A2c Mortgage Backed Floating Rate Notes due 2038

ISIN: XS0294482483

Common Code: 029448248

(the "**Class A2c Notes**")

Class Ma Mortgage Backed Floating Rate Notes due 2038

ISIN: XS0294483614

Common Code: 029448361

(the "**Class Ma Notes**")

Class Mc Mortgage Backed Floating Rate Notes due 2038

ISIN: XS0294484349

Common Code: 029448434

(the "**Class Mc Notes**")

Class Ba Mortgage Backed Floating Rate Notes due 2038

ISIN: XS0294484778

Common Code: 029448477

(the "**Class Ba Notes**")

Class Bc Mortgage Backed Floating Rate Notes due 2038

ISIN: XS0294485072

Common Code: 029448507
(the "**Class Bc Notes**")

Class Ca Mortgage Backed Floating Rate Notes due 2038
ISIN: XS0294485403
Common Code: 029448540
(the "**Class Ca Notes**")

Class Cc Mortgage Backed Floating Rate Notes due 2038
ISIN: XS0294486476
Common Code: 029448647
(the "**Class Cc Notes**")

Class Da Mortgage Backed Floating Rate Notes due 2038
ISIN: XS0294486559
Common Code: 029448655
(the "**Class Da Notes**")

Class Dc Mortgage Backed Floating Rate Notes due 2038
ISIN: XS0294486716
Common Code: 029448671
(the "**Class Dc Notes**" and together with the Class A2a Notes, the Class A2b Notes, the Class A2c Notes, the Class Ma Notes, the Class Mc Notes, the Class Ba Notes, the Class Bc Notes, the Class Ca Notes, the Class Cc Notes, and the Class Da Notes, the "**Notes**")

NOTICE IS HEREBY GIVEN that all of the outstanding Notes will be redeemed by the Issuer on 21 June 2017 (the "**Optional Redemption Date**") pursuant to Condition 6(d) of the terms and conditions of the Notes. The Notes will be redeemed at their Principal Amount Outstanding together with accrued interest to the Optional Redemption Date. Holders of the Class A2 Notes will receive the additional coupon on the redemption date according to Condition 5(j) of the terms and conditions of the Notes.

The redemption of the Notes will be effected by way of delivery against payment.

Defined terms used in this notice and not defined herein shall have the meanings ascribed to them in the terms and conditions of the Notes.

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