

**AMENDMENT NO. 3
DATED AS OF DECEMBER 5, 2011
TO THE AMENDED
U.S. DOLLAR – GBP SWAP AGREEMENT
DATED AS OF May 10, 2010**

This amendment (“Amendment Agreement”) to the U.S. Dollar – GBP Swap Agreement dated as of May 10, 2010, as previously amended on December 21, 2010 and July 7, 2011 (“Swap Agreement”) is entered into between the Federal Reserve Bank of New York, acting at the direction of the Federal Open Market Committee (“FRBNY”), and The Governor and Company of the Bank of England (“BoE”) (together, the “Parties”) and is dated as of December 5, 2011 (the “Effective Date”).

WHEREAS, the Parties have entered into the Swap Agreement in order to create a temporary arrangement to purchase and subsequently repurchase British Pounds (“GBP”) and U.S. Dollars (“USD”) from each other to facilitate the functioning of financial markets and provide liquidity in USD; and

WHEREAS, the Parties wish to change certain terms of the interest rate calculation in the Swap Agreement and extend the duration of the Swap Agreement.

NOW THEREFORE, the Parties hereby agree to amend the Swap Agreement as follows:

1. Paragraph 3(b) of the Swap Agreement is hereby amended by deleting “100 basis point spread” and replacing it with “50 basis point spread.”
2. Paragraph 7(b) of the Swap Agreement as amended by the amendment agreement dated July 7, 2011 is hereby amended by deleting the date “August 1, 2012” and replacing it with “February 1, 2013.”

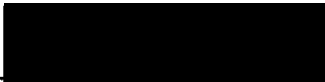
Except to the extent specifically amended hereby, the Swap Agreement shall remain in full force and effect.

This Amendment Agreement may be executed in counterparts, each of which when so executed and delivered shall be an original, but all of which together shall constitute but one and the same instrument.

This Amendment Agreement shall become effective as of the Effective Date.

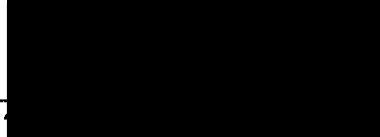
IN WITNESS WHEREOF, this Amendment Agreement is signed and executed by the authorized representatives of the Parties as of the Effective Date.

**FEDERAL RESERVE BANK
OF NEW YORK**



Brian P. Sack
Executive Vice President
Date:

**THE GOVERNOR AND COMPANY
OF THE BANK OF ENGLAND**



Name:
Title:
Date: 2 December 2011.