

**AMENDMENT NO. 2 TO THE AMENDED
U.S. DOLLAR – GBP SWAP AGREEMENT
DATED AS OF JULY 7, 2011**

This amendment (“Amendment Agreement”) to U.S. Dollar – GBP Swap Agreement dated as of May 10, 2010, as previously amended on December 21, 2010 (“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 July 7, 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 further extend the duration of the Swap Agreement.

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

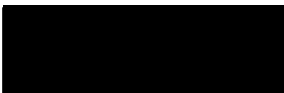
1. Paragraph 7(b) of the Swap Agreement as amended by the amendment agreement dated December 21, 2010 is hereby amended by deleting the date “August 1, 2011” and replacing it with “August 1, 2012.”

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.

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: 7/7/11

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

Paul Fisher

Executive Director, Markets


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**

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

Brian P. Sack
Executive Vice President
Date:

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Paul Fisher
Executive Director, Markets
Date: 7 July 2011