

AUCTION OF £3,750,000,000

3¼% TREASURY GILT 2011

**ON A FULLY-PAID BID PRICE BASIS ON
3 FEBRUARY 2009**

PROSPECTUS

AUCTION OF £3,750,000,000

3¼% TREASURY GILT 2011

ON A FULLY PAID BID PRICE BASIS ON 3 FEBRUARY 2009
INTEREST PAYABLE HALF-YEARLY ON 7 JUNE AND 7 DECEMBER

PAYABLE IN FULL WITH APPLICATION

With a competitive bid:	Price bid (in accordance with paragraph 10)
With a non-competitive bid by a Gilt-edged Market Maker:	Non-competitive sale price (in accordance with paragraph 10)
With a non-competitive bid by any other applicant:	£105 per £100 nominal of the Gilt

Application has been made to the UK Listing Authority for the Gilt to be admitted to the Official List on 4 February 2009.

Application has also been made to the London Stock Exchange for the Gilt to be admitted to trading on the London Stock Exchange's regulated market.

Auction of the Gilt

1. THE UNITED KINGDOM DEBT MANAGEMENT OFFICE ("DMO") invites bids for the above Gilt.

General

2. This prospectus is issued under the arrangements described in the Information Memorandum relating to the Issue, Stripping and Reconstitution of British Government Stock published by the DMO dated August 2007 (the "Information Memorandum"). The terms of the Information Memorandum apply to the above Gilt and to the auction described in this prospectus except where expressly varied.

Maturity

3. The Gilt will be repaid at par on 7 December 2011.

Interest

4. Interest on 3¼% Treasury Gilt 2011 is payable half-yearly on 7 June and 7 December. The price payable will include an amount equal to the accrued interest from 14 November 2008, the issue date of the Gilt, to 4 February 2009, the settlement date of this auction, at the rate of £0.731021 per £100 nominal of the Gilt. Consequently, this further issue of the Gilt will rank for the first interest payment due on 7 June 2009 at the rate of £1.829235 per £100 nominal of the Gilt.

FOTRA exemptions

5. 3¼% Treasury Gilt 2011 was first issued on 14 November 2008 and, consequently, the Gilt and the interest payable on it will benefit from the exemptions from United Kingdom taxation in favour of non-resident holders described in paragraph 96 of the Information Memorandum.

Gross payment of interest

6. Interest will be paid without deduction of income tax. However, holders of the Gilt may elect to have UK income tax deducted from interest payments on application to the Registrar, Computershare Investor Services PLC.

Stripping

7. The Gilt may be stripped and holdings of the Gilt reconstituted: the provisions relating to strips contained in the Information Memorandum will therefore apply.

Methods of application

8. Bids may be made on either a competitive or non-competitive basis in accordance with paragraphs 72 to 85 of the Information Memorandum.

Non-competitive bids: amount payable on application

9. The amount payable on application in the case of a non-competitive bid (except in the case of a non-competitive bid made by a Gilt-edged Market Maker ("GEMM")) is £105 per £100 nominal of the Gilt.

Settlement of competitive bids and GEMMs' non-competitive bids

10. For those competitive bids which are accepted and those non-competitive bids from GEMMs which are accepted, settlement must be effected in accordance with paragraphs 76(iii) and 78(v) of the Information Memorandum. For these purposes, the latest time and date for CHAPS payments to be sent to the Bank of England is **1.30 PM ON WEDNESDAY, 4 FEBRUARY 2009**.

Latest times for receipt of applications

11. Application forms from Approved Group members must be sent to Computershare Investor Services PLC, PO Box 2411, The Pavilions, Bristol, BS99 6WX, who are acting on behalf of the DMO, to arrive not later than **10.00 AM ON TUESDAY, 3 FEBRUARY 2009**; or lodged by hand at the DMO, Eastcheap Court, 11 Philpot Lane, London, EC3M 8UD not later than **10.00 AM ON TUESDAY, 3 FEBRUARY 2009**. GEMMs may bid by means of the Bloomberg Bond Auction System to the DMO not later than **10.30 AM ON TUESDAY, 3 FEBRUARY 2009**.

Bids irrevocable

12. Bids will not be revocable between 10.30 am on Tuesday, 3 February 2009 and 10.00 am on Friday, 6 February 2009.

United Kingdom **Debt Management Office**

LONDON

27 January 2009