

AUCTION OF £2,500,000,000

**4³/₄% TREASURY
STOCK 2038**

ON A FULLY PAID BID PRICE BASIS

ON 22 APRIL 2004

PROSPECTUS



AUCTION OF £2,500,000,000

4³/₄% TREASURY STOCK 2038

ON A FULLY PAID BID PRICE BASIS ON 22 APRIL 2004
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:	£104 per £100 nominal of stock

*Application has been made to the UK Listing Authority for the stock to be admitted to the Official List on 23 April 2004.
Application has also been made to the London Stock Exchange for the stock to be traded on the Main Market.*

Auction of Stock

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

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 January 2004 (the "Information Memorandum"). The terms of the Information Memorandum apply to the above stock and to the auction described in this prospectus except where expressly varied.

Maturity

3. The stock will be repaid at par on 7 December 2038.

Interest

4. Interest will be payable half-yearly on 7 June and 7 December. Interest on the stock will accrue from 23 April 2004, the issue date of the stock, and the first interest payment will be due on 7 December 2004 at the rate of £2.959016 per £100 nominal of stock.

FOTRA exemptions

5. The stock and the interest payable on it will benefit from the exemptions from United Kingdom taxation in favour of non-resident holders described in paragraph 75 of the Information Memorandum.

Gross payment of interest

6. Interest will be paid without deduction of income tax. However, stockholders may elect to have UK income tax deducted from interest payments on application to the Bank of England.

Stripping

7. The stock may not be stripped and reconstituted until so specified in a notice issued by the DMO.

Methods of application

8. Bids may be made on either a competitive or non-competitive basis in accordance with paragraphs 58 to 69 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 £104 per £100 nominal of stock.

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 60(iii) and 62(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 FRIDAY, 23 APRIL 2004**.

Latest times for receipt of applications

11. Application forms must be sent to the Bank of England, New Issues, Southgate House, Southgate Street, Gloucester, GL1 1UW, who are acting on behalf of the DMO, to arrive not later than **10.00 AM ON THURSDAY, 22 APRIL 2004**; or lodged by hand at the DMO, Eastcheap Court, 11 Philpot Lane, London, EC3M 8UD not later than **10.00 AM ON THURSDAY, 22 APRIL 2004**. GEMMs may bid by telephone to the DMO not later than **10.30 AM ON THURSDAY, 22 APRIL 2004**.

Bids irrevocable

12. Bids will not be revocable between 10.30 am on Thursday, 22 April 2004 and 10.00 am on Tuesday, 27 April 2004.

United Kingdom Debt Management Office

LONDON

13 April 2004