UNITED STATES OF AMERICA
BEFORE THE
BOARD OF GOVERNORS OF THE FEDERAL RESERVE SYSTEM
WASHINGTON, D.C.

In the Matter of BARCLAYS BANK PLC London, England and BARCLAYS BANK PLC NEW YORK BRANCH New York, New York	Docket No. 15-006-B-FB 15-006-B-FBR 15-006-CMP-FB Order to Cease and Desist and Order of Assessment of a Civil Money Penalty Issued Upon Consent Pursuant to the Federal Deposit Insurance Act, as Amended

WHEREAS, Barclays Bank PLC ("Barclays" or the "Bank") is a foreign bank as defined in section 1(b)(7) of the International Banking Act (12 U.S.C. § 3101(7)) that controls a large complex financial organization that consists of a number of separate business lines and legal entities in many countries around the world;

WHEREAS, Barclays conducts operations in the United States through a branch in New York, New York (the "Branch") and other offices and subsidiaries;

WHEREAS, the Board of Governors of the Federal Reserve System (the "Board of Governors") is the appropriate federal supervisor in the United States of Barclays and the Branch;

WHEREAS, Barclays oversees compliance, risk management, and audit procedures for entities within the Barclays organization;

WHEREAS, the Bank, including the Branch, serves as a foreign exchange ("FX") dealer, both in the United States and in its offices abroad, by buying and selling U.S. dollars and foreign currency for its own account and by soliciting and receiving orders through communications

between customers and sales personnel that are executed by traders in the spot market ("Covered FX Activities");

WHEREAS, the FX benchmarks published by the World Markets Company plc/Reuters ("WM/R"), the European Central Bank ("ECB"), and other reference rate providers affect the prices of certain FX currency transactions in the United States and international financial markets. These reference rates are set using different methodologies and, in the case of the reference rates published by WM/R and ECB, can be affected by FX trading at or around the time the benchmark is calculated;

WHEREAS, in soliciting and receiving orders from customers in its Covered FX Activities, personnel of the Bank, including the Branch, may provide customers with, among other things, price quotes for specific prospective transactions and the prices and amounts of currency purchased or sold in trades based on customers' orders;

WHEREAS, in addition to Covered FX Activities, the Bank, including the Branch, engages in other trading activities and related sales activities involving FX, including FX trading where a customer directly inputs an order through an electronic platform ("Electronic Trading"), and in wholesale markets for commodities and interest rate products where the Bank, including the Branch, acts as principal, prices and rates are or can be influenced by industry benchmark prices or rates, and compliance and control risk factors and vulnerabilities are similar to those related to Covered FX Activities (collectively with Covered FX Activities, "Designated Market Activities");

WHEREAS, Barclays has conducted a review of its Covered FX Activities occurring from 2008 through 2013 (the "Review Period"), has identified and reported relevant conduct to the Board of Governors and the Reserve Bank, has fully cooperated with the Board of Governors

and the Reserve Bank, and has made and continues to make progress in implementing enhancements to its firm-wide compliance systems and controls that are designed to address deficiencies in the firm's Covered FX Activities;

WHEREAS, the Board of Governors, the Department of Justice ("DOJ"), the Commodity Futures Trading Commission ("CFTC"), the New York State Department of Financial Services ("DFS"), and the United Kingdom Financial Conduct Authority ("FCA") have been conducting investigations into the practices of Barclays and its direct and indirect subsidiaries relating to FX activities;

WHEREAS, on May 20, 2015, Barclays signed an agreement with the DOJ to plead guilty to a criminal violation of the U.S. antitrust laws based on a conspiracy to eliminate competition in the purchase and sale of the EUR/USD currency pair including, in certain instances, the coordination of trading around the WM/R and ECB benchmark fixes;

WHEREAS, on May 20, 2015, Barclays consented to the issuance of an Order by the DFS relating to FX activities;

WHEREAS, on May 20, 2015, Barclays reached a settlement with the FCA relating to a breach of principle 3 of the FCA's Principles for Businesses, in connection with the FCA's investigation into the wholesale FX trading market;

WHEREAS, on May 20, 2015, Barclays consented to the issuance of an Order by the CFTC relating to FX activities;

WHEREAS, during the Review Period:

A. Barclays and the Branch lacked adequate governance, risk management, compliance and audit policies and procedures to ensure that the firm's Covered FX Activities complied with safe and sound banking practices, applicable U.S. laws and regulations, including policies and procedures to prevent potential violations of the U.S. commodities, antitrust and criminal fraud laws, and applicable internal policies.

B. FX traders in the spot market at the Bank, including at the Branch, routinely communicated with FX traders at other financial institutions through chatrooms on electronic messaging platforms accessible by traders at multiple institutions;

C. Barclays' deficient policies and procedures prevented Barclays from detecting and addressing unsafe and unsound conduct by the Bank's and the Branch's FX traders, including in communications by traders in multibank chatrooms, consisting of:

(i.) disclosures to traders of other institutions of confidential customer information of the Bank and the Branch;

(ii.) agreements with traders of other institutions to coordinate FX trading in a manner designed to influence the WM/R, ECB, and other FX benchmark fixes and market prices generally;

(iii.) trading strategies that raised potential conflicts of interest; and

(iv.) possible agreements with traders of other institutions regarding bid/offer spreads offered to FX customers;

D. Barclays' deficient policies and procedures prevented Barclays from detecting and addressing unsafe and unsound conduct by the Bank's and the Branch's FX sales personnel regarding:

(i.) the provision of information to customers regarding price quotes; and

(ii.) the provision of information to customers about how a customer's FX order is filled;

E. As a result of deficient policies and procedures described above, the Bank and the Branch engaged in unsafe and unsound banking practices.

WHEREAS, the Federal Reserve Bank of New York (the "Reserve Bank") conducted a supervisory review of the compliance and control infrastructure governing Barclays' FX trading. Among other things, the Reserve Bank identified areas for improvement in Barclays' compliance and control infrastructure relating to its FX businesses;

WHEREAS, to address the deficiencies described above, Barclays has made and must continue to implement additional improvements in its internal controls, compliance, risk management and audit programs for Designated Market Activities in order to comply with Barclays' policies, safe and sound banking practices, and applicable U.S. laws and regulations;

WHEREAS, the Board of Governors, the Reserve Bank, and Barclays have the common goal to ensure that Barclays and its subsidiaries conduct their activities in a safe and sound manner and comply with U.S. laws, rules, and regulations that apply to the activities of the Barclays organization, and that Barclays fosters a strong commitment towards compliance;

WHEREAS, the Board of Governors is issuing this consent Order;

WHEREAS, the FCA, as the home country supervisor of Barclays, has agreed to assist the Board of Governors in the supervision of this Order;

WHEREAS, pursuant to delegated authority, Michael Shaw is authorized to enter into this Order on behalf of Barclays and on behalf of the Branch, and, respectively consent to compliance with each and every provision of this Order by Barclays and the Branch, and to waive any and all rights that Barclays and the Branch may have pursuant to section 8 of the Federal Deposit Insurance Act, as amended (the "FDI Act") (12 U.S.C. § 1818), including, but not limited to: (i) the issuance of a notice of charges on any matters set forth in this Order; (ii) a hearing for the purpose of taking evidence on any matters set forth in this Order; (iii) judicial review of this Order; and (iv) challenge or contest, in any manner, the basis, issuance, validity, terms, effectiveness or enforceability of the Order or any provision hereof.

NOW, THEREFORE, it is hereby ordered by the Board of Governors that, before the filing of the notices, or taking of any testimony, or adjudication of or finding on any issues of fact or law herein, and solely for the purpose of settling this matter without a formal proceeding being filed and without the necessity for protracted or extended hearings or testimony, pursuant to sections 8(b)(1) and (4) of the FDI Act (12 U.S.C. §§1818(b)(1) and 1818(b)(4)), Barclays and its institution-affiliated parties, as defined in sections 3(u) and 8(b)(4) of the FDI Act (12 U.S.C. §§ 1813(u) and 1818(b)(4)), shall cease and desist and take affirmative action as follows:

Internal Controls and Compliance Program

1. Within 90 days of this Order, Barclays and the Branch shall submit an enhanced written internal controls and compliance program acceptable to the Reserve Bank to comply with applicable U.S. laws and regulations with respect to the firm's Designated Market Activities. The program shall, at a minimum, address, consider, and include:

(a) enhancement of comprehensive policies and procedures to ensure compliance with applicable U.S. laws and regulations by Barclays business lines that engage in Designated Market Activities, including U.S. commodities, antitrust and criminal fraud laws, and

a review of Barclays' policies and procedures relating to the firm's Designated Market Activities, including conflict of interest policies, client confidentiality policies, and a code of conduct or other statement of conduct or policies;

(b) provisions that clearly identify the Designated Market Activities covered by the policies and procedures;

(c) measures to ensure compliance with policies and applicable U.S. laws and regulations applicable to Designated Market Activities by Barclays' global business lines;

(d) the duties and responsibilities of personnel responsible for overseeing compliance with policies and procedures relating to the firm's Designated Market Activities, including the reporting lines within the firm;

(e) policies and procedures that define management responsibilities and establish accountability within all business lines that engage in Designated Market Activities;

(f) a comprehensive and effective system of internal controls to monitor and detect potential employee misconduct in connection with the firm's Designated Market Activities, which shall include, but not be limited to, transaction monitoring and communication surveillance that is commensurate with the level and nature of the risks inherent in the market;

(g) establishment of comprehensive policies and procedures to ensure that sales personnel and traders do not communicate inaccurate or misleading information to customers regarding: (i) the amount of markup, commission, or other service charge applied to customer orders by the firm; and (ii) how orders are executed by the firm;

(h) a revised code of conduct or other statement of conduct or policies for employees engaged in Designated Market Activities that establishes rules and procedures governing, among other matters, (i) the types of communications media employees may use to

communicate with employees at other institutions that trade in the same financial instruments or products and the circumstances when employees may use these communications media; (ii) the types of trading information of the firm that may be disclosed to employees of other institutions that trade in the same financial instruments or products; (iii) the types of information and circumstances under which confidential customer information may be shared outside of the firm; and (iv) appropriate conduct in responding to potential conflicts of interest with customers that place orders for execution by the firm, including procedures for the timing of the execution of customer orders;

(i) enhancement of the compliance reporting process for the firm's Designated Market Activities that is widely publicized within the global organization and integrated into Barclays' other reporting systems, through which employees report known or suspected violations of Barclays' policies and U.S. law and regulations, including U.S. commodities, antitrust and criminal fraud laws, and that includes a process designed to ensure that known or suspected violations are promptly escalated to appropriate personnel for appropriate resolution and reporting; and

(j) training for Barclays employees engaged in Designated Market Activities in conduct-related issues appropriate to the employee's job responsibilities that is provided on an ongoing, periodic basis.

Compliance Risk Management Program

2. Within 90 days of this Order, Barclays and the Branch shall submit a written plan acceptable to the Reserve Bank to improve its compliance risk management program with regard

to compliance by the firm with applicable U.S. laws and regulations with respect to Designated Market Activities. The plan shall, at a minimum, address, consider, and include:

(a) identification of all business lines that engage in Designated Market Activities and the attendant legal and compliance risks to ensure that such activities are appropriately risk-rated and included in the firm-wide compliance risk assessment;

(b) completion, within 90 days of the Reserve Bank's approval of the plan, of a firm-wide risk assessment to evaluate current potential conduct risks associated with all areas relating to the firm's Designated Market Activities;

(c) prior to trading new financial products or instruments in connection with the firm's Designated Market Activities, a review of potential risks, including, but not limited to, reputational risk, fraud risk, and potential for misconduct associated with the proposed new activity;

(d) development of comprehensive risk assessment processes for the firm's Designated Market Activities, which shall identify: (i) the scope and frequency of such reviews, (ii) compliance risks, and (iii) all applicable risk factors and mitigating controls; and

(e) measures to ensure that material risk management issues related to potential employee misconduct in connection with the firm's Designated Market Activities are escalated to and addressed in a timely and appropriate manner by senior management and the board of directors or a committee thereof, as appropriate.

Controls Review

3. (a) During the term of this Order, to ensure that the internal controls of Barclays and the Branch required under paragraph 1 of the Order are functioning effectively to detect, correct, and report misconduct with regard to Designated Market Activities that are

required to comply with applicable U.S. laws and regulations, Barclays management, utilizing personnel who are independent of the business line and acceptable to the Reserve Bank, shall conduct on an annual basis: (i) a review of compliance policies and procedures applicable to the firm's Designated Market Activities and their implementation, and (ii) an appropriate risk-focused sampling of other key controls for Barclays' Designated Market Activities (the "Controls Review").

(b) The results of each Controls Review shall be submitted to the Reserve Bank within 90 days of the corresponding anniversary date of this Order. Upon request, Barclays shall provide to the Reserve Bank the materials relied upon in conducting each Controls Review.

Internal Audit

4. Within 90 days of this Order, Barclays and the Branch shall submit an enhanced written internal audit program acceptable to the Reserve Bank with respect to the firm's compliance with applicable U.S. laws and regulations in its Designated Market Activities. The program shall, at a minimum, address, consider, and include:

(a) periodic internal audit reviews of business line controls and compliance detection and monitoring processes, as applicable, designed to identify and prevent potential misconduct in connection with the firm's Designated Market Activities;

(b) enhanced escalation procedures for the timely resolution of material audit exceptions and recommendations in connection with the firm's Designated Market Activities; and

(c) the periodic review of risk assessments to ensure emerging risks associated with the firm's Designated Market Activities are appropriately identified and monitored.

Assessment of Civil Money Penalty

5. The Board of Governors hereby assesses Barclays a civil money penalty in connection with Covered FX Activities in the amount of $342,000,000, which shall be remitted at the time of the execution of this Order by Fedwire transfer of immediately available funds to the Federal Reserve Bank of Richmond, ABA No. 1000033, beneficiary, Board of Governors of the Federal Reserve System. The Federal Reserve Bank of Richmond, on behalf of the Board of Governors, shall distribute this sum to the U.S. Department of the Treasury, pursuant to section 8(i) of the FDI Act (12 U.S.C. § 1818(i)).

Approval, Implementation, and Progress Reports

6. (a) Barclays and the Branch shall submit the written plan and programs that are acceptable to the Reserve Bank as set forth in paragraphs 1, 2, and 4 of this Order. Each plan or program shall contain a timeline for full implementation of the plan or program with specific deadlines for the completion of each component of the plan or program.

(b) Within 10 days of approval by the Reserve Bank, Barclays and the Branch shall adopt the approved plan and programs. Upon adoption, Barclays and the Branch shall promptly implement the approved plan and programs and thereafter fully comply with them.

(c) During the term of this Order, the approved plan and programs shall not be amended or rescinded without the prior written approval of the Reserve Bank.

7. Within 30 days after the end of the first full calendar quarter following the date of this Order and quarterly thereafter, Barclays shall submit to the Reserve Bank written progress reports detailing the form and manner of all actions taken to secure compliance with the provisions of this Order and the results thereof.

Accountability for Employees Involved in Misconduct

8. Barclays shall not in the future directly or indirectly retain any individual as an officer, employee, agent, consultant, or contractor of Barclays or of any subsidiary of Barclays who, based on the investigative record compiled by U.S. authorities, has done all of the following: (i) participated in the misconduct underlying this Order, (ii) been subject to formal disciplinary action as a result of the firm's internal disciplinary review or performance review in connection with the conduct described above, and (iii) either separated from Barclays or any subsidiary thereof or had his or her employment terminated in connection with the conduct described above.

9. Barclays shall continue to fully cooperate with and provide substantial assistance to the Board of Governors, including, but not limited to, the provision of information, testimony, documents, records, and other tangible evidence and perform analyses as directed by the Board of Governors in connection with the investigations of whether separate enforcement actions should be taken against individuals who are or were institution-affiliated parties of Barclays and who were involved in the misconduct underlying this Order. For purposes of clarity and not limitation, substantial assistance as used in this Order means Barclays will use its best efforts, as determined by the Board of Governors, to make available for interviews or testimony, as requested by the Board of Governors, present or former officers, directors, employees, agents and consultants of Barclays. This obligation includes, but is not limited to, sworn testimony pursuant to administrative subpoena as well as interviews with regulatory authorities. Cooperation under this paragraph shall also include identification of witnesses who, to the knowledge of Barclays, may have material information regarding the matters under investigation, and the preparation and provision of trading analyses.

Notices

10. All communications regarding this Order shall be sent to:

(a) Richard M. Ashton
Deputy General Counsel
Board of Governors of the Federal Reserve System
Washington, D.C. 20551

(b) Martha Cummings
Senior Vice President
Federal Reserve Bank of New York
33 Maiden Lane
New York, NY 10045

(c) Lawrence Dickinson
1 Churchill Place
London, E14 5HP
United Kingdom

Miscellaneous

11. Notwithstanding any provision of this Order to the contrary, the Reserve Bank may, in its sole discretion, grant written extensions of time to Barclays to comply with this Order.

12. The provisions of this Order shall be binding upon Barclays and each of its institution-affiliated parties, in their capacities as such, and their successors and assigns.

13. Each provision of this Order shall remain effective and enforceable until stayed, modified, terminated, or suspended in writing by the Reserve Bank.

14. Except as otherwise provided in this paragraph 14, the Board of Governors hereby agrees not to initiate any further enforcement actions, including for civil money penalties, against Barclays, and its affiliates, successors and assigns, with respect to the conduct involving Covered FX Activities described in the WHEREAS clauses of this Order to the extent known by the Board of Governors as of the effective date of this Order. For purposes of clarity and not

limitation, this release does not include Electronic Trading. This release and discharge shall not preclude or affect (i) any right of the Board of Governors to determine and ensure compliance with this Order, (ii) any proceedings brought by the Board of Governors to enforce the terms of this Order, or (iii) any proceedings brought by the Board of Governors against individuals who are or were institution-affiliated parties of Barclays.

15. Nothing in this Order, express or implied, shall give to any person or entity, other than the parties hereto and their successors hereunder, any legal or equitable right, remedy, or claim under this Order.

By Order of the Board of Governors of the Federal Reserve System effective this 20th day of May, 2015.

BARCLAYS BANK PLC

By: /s/
Michael Shaw
Deputy Group General Counsel

BOARD OF GOVERNORS OF THE FEDERAL RESERVE SYSTEM

By: /s/
Margaret McCloskey Shanks
Deputy Secretary of the Board

BARCLAYS BANK PLC NEW YORK BRANCH

By: /s/
Michael Shaw
Deputy Group General Counsel