

**Amended and restated Final Terms dated 8 October 2010, amending and restating the
Final Terms dated 19 August 2010**

FINAL TERMS

19 August 2010

THE GOVERNOR AND COMPANY OF THE BANK OF IRELAND

**Issue of MXN 360,000,000 Index Linked Interest Notes due August 2020
Under the €25,000,000,000
Euro Note Programme**

The Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that any offer of Notes in any Member State of the European Economic Area which has implemented Directive 2003/71/EC (the "Prospectus Directive") (each, a "Relevant Member State") will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Notes. Accordingly any person making or intending to make an offer in that Relevant Member State of the Notes may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer. Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the conditions set forth in the Prospectus dated 8th January, 2010 and the Supplements to the Base Prospectus dated 18 January 2010, 26 February 2010, 13 May 2010, 21 May 2010 and 11 August 2010, which together constitute a base prospectus for the purposes of the Prospectus Directive. This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Prospectus as so supplemented. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus as so supplemented. The Prospectus and the Supplements to the Base Prospectus are available for viewing during normal business hours at the registered office of the Issuer at Head Office, 40 Mespil Rd, Dublin 4, Ireland and the specified offices of each of the Paying Agents.

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| 1. (a) Issuer: | The Governor and Company of the Bank of Ireland |
| 2. (a) Series Number: | 666 |
| (b) Tranche Number: | 1 |
| 3. Specified Currency: | Mexican Peso ("MXN") |
| 4. Aggregate Nominal Amount: | |

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|---|--|
| (a) Series: | MXN 360,000,000 |
| (b) Tranche: | MXN 360,000,000 |
| 5. Issue Price: | 100 per cent. of the Aggregate Nominal Amount |
| 6. (a) Specified Denominations: | MXN 100,000 |
| (b) Calculation Amount: | MXN 100,000 |
| 7. (a) Issue Date: | 31 August 2010 |
| (b) Interest Commencement Date: | Issue Date |
| 8. Maturity Date: | 31 August 2020 |
| 9. Interest Basis: | Index Linked Interest
(further particulars specified below) |
| 10. Redemption/Payment Basis: | Index Linked Redemption |
| 11. Change of Interest Basis or Redemption/Payment Basis: | Not Applicable |
| 12. Put/Call Options: | Not Applicable |
| 13. Status of the Notes: | As per Condition 3. |
| 14. Method of distribution: | Non-syndicated |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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|---|----------------|
| 15. Fixed Rate Note Provisions | Not Applicable |
| 16. Floating Rate Note Provisions | Not Applicable |
| 17. Zero Coupon Note Provisions | Not Applicable |
| 18. Index Linked Interest Note Provisions | Applicable |

- (i) Index/Formula: The Rate of Interest applicable in respect of each Specified Period will be determined by the Calculation Agent in accordance with the following formula:

$$4.07\% \times (\text{UDI}_t / \text{UDI}_{\text{Initial}}) \times \text{DCF} \times \text{Calculation Amount}$$

Where:

“**UDI_t**” means, in respect of a Specified Interest Payment Date, the rate of MXN per “*Unidad de Inversión*” (UDI) determined by *Banco de México* as published in “*Diario Oficial de la Federación*” and as described in the Annex .

“**UDI_{Initial}**” means the initial UDI as determined on the Issue Date.

“**DCF**” means Day Count Fraction as defined below at the paragraph (x).

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| (ii) | Calculation Agent: | BNP Paribas
10 Harewood Avenue
London NW1 6AA
United Kingdom |
| (iii) | Party responsible for calculating the Rate of Interest (if not the Calculation Agent) and Interest Amount (if not the Agent): | Not Applicable |
| (iv) | Provisions for determining coupon where calculation by reference to Index and/or Formula is impossible or impracticable: | Not Applicable |
| (v) | Specified Period(s)/Specified Interest Payment Dates: | Semi-annually

Each 28 February and 31 August from and including 28 February 2011 to and including the Maturity Date as adjusted in accordance with the Business Day Convention |
| (vi) | Business Day Convention | Modified Following Business Day Convention |
| (vii) | Additional Business Centre(s): | Mexico City |
| (viii) | Minimum Rate of Interest: | Not Applicable |
| (ix) | Maximum Rate of Interest: | Not Applicable |
| (x) | Day Count Fraction: | 30/360E, Unadjusted |
| 19. | Dual Currency Note Provisions | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

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| 20. | Issuer Call: | Not Applicable |
| 21. | Investor Put: | Not Applicable |
| 22. | Final Redemption Amount: | Unless the Notes have previously been redeemed or purchased and cancelled, the Notes will redeem on the Maturity Date at an amount denominated in MXN, determined by the Calculation Agent according to the following formula:

Calculation Amount x (UDI_t / UDI_{Initial}) |
| 23. | Early Redemption Amount payable on redemption for taxation reasons or on event of default and/or the method of calculating the same (if required or if different from that set out in Condition 6(e)): | As set out in Condition 6(e) |

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 24. | Form of Notes: | |
| | (a) Form: | Bearer Notes: |

	Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for definitive Notes upon the occurrence of an Exchange Event.
(b) New Global Note:	No
25. Additional Financial Centre(s) or other special provisions relating to Payment Days:	New York, Mexico City and TARGET
26. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	No
27. Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment:	Not Applicable
28. Details relating to Instalment Notes:	
(a) Instalment Amount(s):	Not Applicable
(b) Instalment Date(s):	Not Applicable
29. (i) Redenomination, renominalisation and reconventioning provisions:	Not Applicable
(ii) Consolidation provisions:	Not Applicable
30. Other final terms:	Not Applicable
DISTRIBUTION	
31. (a) If syndicated, names of Managers:	Not Applicable
(b) Date of Subscription Agreement:	Not Applicable
(c) Stabilising Manager(s) (if any):	Not Applicable
32. If non-syndicated, name and address of relevant Dealer:	BNP Paribas 10 Harewood Avenue London NW1 6AA
33. Total commission and concession:	Not Applicable
34. U.S. Selling Restrictions:	Reg. S Compliance Category 2; TEFRA D
35. Non exempt Offer:	Not Applicable
36. Additional selling restrictions:	If located in Mexico, the purchaser of the Notes hereby represents and warrants that it is an institutional or qualified investor (<i>inversionista institucional o calificado</i>) as provided by the Mexican Securities Market Law (<i>Ley del Mercado de Valores</i>) and the regulations in

effect as of the date hereof

The information contained in these Final Terms has not been reviewed by the National Banking and Securities Commission of Mexico (*Comisión Nacional Bancaria y de Valores*). The notes have not been registered in the Mexican National Securities Registry (*Registro Nacional de Valores*), and therefore they are not the subject of a public offer in Mexico. Intermediation of the notes in Mexico is subject to the restrictions of the Mexican Securities Market Law. Any investor of Mexican nationality that purchases these notes will do so under its own responsibility.


PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for issue and admission to trading on the Official List of the UKLA and the Mexico Stock Exchange (*Sistema Internacional de Cotizaciones* (SIC)) and to be admitted to trading on the London Stock Exchange and the Mexico Stock Exchange (*Sistema Internacional de Cotizaciones* (SIC))) of the Notes described herein pursuant to the €25,000,000,000 Euro Note Programme of The Governor and Company of the Bank of Ireland.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of The Governor and
Company of the Bank of Ireland:

By: 
Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing and Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the regulated market of the Official List of the UKLA and the Mexico Stock Exchange (*Sistema Internacional de Cotizaciones* (SIC)) with effect from the Issue Date.
- (ii) Estimate of total expenses related to admission to trading: USD 19,890

2. RATINGS

Ratings: The Notes to be issued have not been rated

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

So far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer.

4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- (i) Reasons for the offer See the section “Use of Proceeds” in the Base Prospectus
- (ii) Estimated net proceeds MXN 360,000,000
- (iii) Estimated total expenses: USD 19,890

5. OPERATIONAL INFORMATION

- (i) CUSIP: Not Applicable
- (ii) ISIN Code: XS0535395486.
- (iii) Common Code: 053539548
- (iv) Any clearing system(s) other than Euroclear Bank S.A./N.V., Clearstream Banking, société anonyme and The Depository Trust Company and the relevant identification number(s): Not Applicable
- (v) Delivery: Delivery against payment
- (vi) Names and addresses of additional Paying Agent(s) (if any): Not Applicable
- (vii) Intended to be held in a manner which would allow Eurosystem No

eligibility:

6. TERMS AND CONDITIONS OF THE OFFER

Not Applicable

ANNEX

INFORMATION RELATING TO THE UNIDAD DE INVERSION INDEX

The following information is a description of the UDI (as defined below) and certain historical information. The information contained in this appendix relating to the UDI consists of extracts from, or summaries of, information published in the *Diario Oficial de la Federación* and other public sources. The Company confirms that such information has been accurately reproduced and, as far as the Company is aware and is able to ascertain from publicly available information, no facts have been omitted which would render the reproduced information inaccurate or misleading. Neither the Company nor the Dealer accepts any further responsibility in respect of such information.

1. General Description

The Unidad de Inversión ("UDI") is a unit of account with constant real value and its daily value reflects movements in the Mexican National Consumer Prices Index ("NCPI"), with a short lag and without the speculation of interest rates. Subsequently, the UDI remains practically constant in real terms and is protected from erosion caused by inflation in the United Mexican States. The UDI Index is quoted as an index, expressed as the number of MXN per one UDI (the "UDI Index"), as determined by the Central Bank of Mexico (*Banco de México*). The UDI Index is published for each day in the Daily Official Gazette of the Federation ("*Diario Oficial de la Federación*") (<http://www.gobemacion.gob.mx/dof/pop.php>) by the Central Bank of Mexico.

The NCPI measures monthly changes in the general level of prices of goods and services that Mexican households acquire for consumption. Prices recorded are cash transaction prices on the day of the survey. They include indirect taxes and special sales prices are also recorded. Price changes for owner-occupied housing units are imputed using the equivalent rent method.

The rate for a given day may be obtained from the Central Bank of Mexico's website: <http://www.banxico.org.mx/siteBanxicoINGLES/eInfoFinanciera/FSinfoFinanciera.html>

The rate for the UDI Index for the 11th through the 25th day of a specified month is published by the Central Bank of Mexico not later than the 10th day of such month. No later than the 25th day of each month, the Central Bank of Mexico published the rate for the UDI for the days commencing on the 26th day of such month to the 10th day of the immediately succeeding month.

The percentage variation of the UDI Index from the 10th to the 25th day of each month will be equal to the variation of the NCPI of the second bi-weekly of the prior month. The UDI variation from the 25th through to the 10th day of the next month will be equal to the NCPI variation during the first biweekly of the referred month.

To determine the UDI variation for the other days for the published periods, the biweekly variation of the NCPI prior to each period will be distributed amongst the total days in each period, therefore the UDI variation in each of these days will be uniform.

2. Historical Data

The UDI Index rate (expressed as the number of MXN (or part thereof) for which one UDI as determined by the Central Bank of Mexico.

Recent and Historical UDI Index Levels

<i>Year ending 31 December</i>	<i>High</i>	<i>Low</i>
2006	3.788954	3.638474
2007	3.932983	3.789867
2008	4.184316	3.933466
2009	4.340166	4.184316
<i>Three Months Ending March 2010</i>	<i>High</i>	<i>Low</i>

January 2010	4.369029	4.340855
February 2010	4.411573	4.373102
March 2010	4.439870	4.411573

Source: Diario Oficial de la Federación

The level of the UDI Index for 25 April, 2010 is 4.459707.

Source: Diario Oficial de la Federación

The delivery of the Final Terms does not imply any representation on the part of the Company, the Calculation Agent or the relevant Dealer or any other person that any such information is correct.