

**Supplement Number 3 dated 10th January, 2012
to the Base Prospectus dated 22nd June, 2011**



BARCLAYS PLC
(incorporated with limited liability in England)

BARCLAYS BANK PLC
(incorporated with limited liability in England and Wales)

as Issuers

£60,000,000,000
Debt Issuance Programme

This base prospectus supplement (the "**Supplement**") is supplemental to, forms part of and must be read in conjunction with, the base prospectus dated 22nd June, 2011 as supplemented by Supplement Number 1 dated 3rd August, 2011 and Supplement Number 2 dated 1st November, 2011 (as so supplemented, the "**Base Prospectus**") prepared by Barclays PLC (the "**Company**") and Barclays Bank PLC (the "**Bank**" and, together with the Company, the "**Issuers**") with respect to their Debt Issuance Programme (the "**Programme**"). This Supplement constitutes a supplementary prospectus in respect of the Base Prospectus for the Issuers for the purposes of Section 87G of the Financial Services and Markets Act 2000.

Terms defined in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement. The Supplement is supplemental to, and shall be read in conjunction with, the Base Prospectus and other supplements to the Base Prospectus issued by the Issuers.

This Supplement has been approved by the United Kingdom Financial Services Authority (the "**FSA**"), which is the United Kingdom competent authority for the purposes of Directive 2003/71/EC (the "**Prospectus Directive**") and relevant implementing measures in the United Kingdom, as a base prospectus supplement issued in compliance with the Prospectus Directive and relevant implementing measures in the United Kingdom.

The purpose of this Supplement is to disclose:

- (a) Updates to the disclosure relating to the ratings of the Issuers which shall henceforth be as follows:
 - (i) an announcement from Standard & Poor's Credit Market Services Europe Limited ("**S&P**") on 29th November, 2011 that S&P changed (i) its short-term credit ratings for the Bank from A-1+ to A-1; and (ii) its long-term credit ratings for the Company from A+ to A and for the Bank from AA- to A+. S&P revised its credit ratings for the Company and the Bank after applying its revised ratings criteria for banks published on 9th November, 2011; and
 - (ii) an announcement from Fitch Ratings Limited ("**Fitch**") on 15th December, 2011 that Fitch changed (i) its short-term credit ratings for the Company from F1+ to F1 and for the Bank from F1+ to F1; and (ii) its long-term credit ratings for the Company from AA-

to A and for the Bank from AA- to A. Fitch revised its credit ratings for the Company and the Bank following a review of global trading and universal bank ratings (originally announced on 13th October, 2011).

- (b) Updates to the paragraph under the sub-heading "*The Independent Commission on Banking (the "ICB")*" in the risk factor entitled "*Regulatory Changes*" on page 19 of the Base Prospectus and second paragraph under the sub-heading "*Competition and Regulatory Matters – Regulatory change*" in the section entitled "*The Issuers and the Group*" on page 74 of the Base Prospectus as follows:

the UK Government published its response to the ICB proposals in December 2011 and indicated that primary and secondary legislation relating to the proposed ring-fence will be completed by May 2015, with UK banks and building societies expected to be compliant as soon as practicable thereafter, and the requirements relating to increased loss-absorbing capacity of ring-fenced banks and UK-headquartered global systemically important banks will be applicable from 1st January, 2019. Changes to the structure of UK banks and an increase in the amount of loss-absorbing capital issued by UK banks may have a material impact on the results and financial condition of the Bank, the Company and the consolidated subsidiaries of the Company.

The credit ratings in the Base Prospectus and this Supplement have been issued by Moody's Investors Service Ltd., Standard & Poor's Credit Market Services Europe Limited and Fitch Ratings Limited, which are established in the European Union and are registered under Regulation (EC) No. 1060/2009 of the European Parliament and of the Council of 16th September, 2009 on credit rating agencies.

IMPORTANT NOTICES

Each of the Issuers accepts responsibility for the information contained in this Supplement and declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in, or incorporated by reference into, the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, no significant new factor, material mistake or inaccuracy relating to the information included in the Base Prospectus which is capable of affecting the assessment of the Notes issued under the Programme has arisen or been noted, as the case may be, since the publication of the Base Prospectus.

If documents which are incorporated by reference into this Supplement themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement for the purposes of the Prospectus Directive except where such information or other documents are specifically incorporated by reference into the Supplement.

Investors should be aware of their rights under Section 87Q(4) of the Financial Services and Markets Act 2000.

10th January, 2012