

**Supplement Number 3 dated 14th October, 2009
to the Base Prospectus dated 8th June, 2009**



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 8th June, 2009, as supplemented by the base prospectus supplement dated 15th June, 2009 and the base prospectus supplement dated 4th August, 2009 (together, the "**Base Prospectus**") prepared by Barclays PLC and Barclays Bank PLC (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.

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 to 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 to the Supplement.

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

AMENDMENTS OR ADDITIONS TO THE BASE PROSPECTUS

With effect from the date of this Supplement the information appearing in, or incorporated by reference into, the Base Prospectus shall be amended and/or supplemented in the manner described below.

By virtue of this Supplement the following amendments shall be deemed to be made to the Base Prospectus:

1. To amend the section "INFORMATION INCORPORATED BY REFERENCE" of the Base Prospectus as set out below:

"INFORMATION INCORPORATED BY REFERENCE"

The following information has been filed with the FSA and shall be deemed to be incorporated in, and to form part of, this Base Prospectus:

- (a) the joint Annual Report of the Company and the Bank, as filed with the SEC on Form 20-F in respect of the years ended 31st December, 2007 and 31st December, 2008 (the "**Joint Annual Report**"), with the exception of the information incorporated by reference in the Joint Annual Report referred to in the Exhibit Index of the Joint Annual Report, which shall not be deemed to be incorporated in this Base Prospectus;
- (b) the Annual Reports of the Bank containing the audited consolidated accounts of the Bank in respect of the years ended 31st December, 2007 (the "**2007 Bank Annual Report**") and 31st December, 2008 (the "**2008 Bank Annual Report**"), respectively;
- (c) the unaudited Interim Results Announcement of the Company as filed with the SEC on Form 6-K on Film Number 09979401 on 3rd August, 2009 in respect of the six months ended 30th June, 2009 (the "**Interim Results Announcement**") and the unaudited Interim Results Announcement of the Bank in respect of the six months ended 30th June, 2009 (the "**Bank Interim Results Announcement**") with the exception of the sections headed "Performance Highlights", "Group Chief Executive's Review" and "Group Finance Director's Review" on pages 2-8 inclusive of the Bank Interim Results Announcement which shall not be deemed to be incorporated in this Base Prospectus;
- (d) the capitalisation and indebtedness table of the Bank and the Group as at 30th June, 2009 as filed with the SEC on Form 6-K on 21st August, 2009 (the "**Capitalisation and Indebtedness Table**");
- (e) the announcement of the Company issued on 16th September, 2009 in relation to the restructuring of U.S.\$12.3 billion of credit market assets (the "**Announcement**") as filed with the SEC on Form 6-K on Film Number 091071595;
- (f) the announcement of the Company issued on 12th June, 2009 in relation to the receipt of a binding offer of U.S.\$13.5 billion (£8.2 billion) by BlackRock, Inc. for Barclays Global Investors business (the "**BGI Announcement**") with the exception of the paragraph on page 2 of the BGI Announcement beginning "Together with the conversion of the Mandatorily Convertible Notes..." and the paragraph on page 5 of the BGI Announcement beginning "Taking into account the expected net gain..." which shall not be deemed to be incorporated in this Base Prospectus; and
- (g) the terms and conditions set out on pages 42 to 66 of the base prospectus dated 9th June, 2008 (the "**2008 Conditions**"), the terms and conditions set out on pages 41 to 65 of the base prospectus dated 7th June, 2007 (the "**2007 Conditions**"), the terms and conditions set out on pages 36 to 59 of the base prospectus dated 8th June, 2006 (the "**2006 Conditions**") and the terms and conditions set out on pages 36 to 72 of the information memorandum dated 24th May, 2005 (the "**2005 Conditions**"), each relating to the Programme under the heading "Conditions of the Notes".

The above documents may be inspected as described in paragraph 8 of "*General Information*".

The table below sets out the relevant page references for all of the information contained within the Joint Annual Report as filed on Form 20-F:

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Each of the Company and the Bank has applied IFRS in the financial statements incorporated by reference above. A summary of the significant accounting policies for each of the Company and the Bank is included in each of the Joint Annual Report, the 2007 Bank Annual Report and the 2008 Bank Annual Report.

If at any time either of the Issuers shall be required to prepare a supplement to the Base Prospectus pursuant to Section 87 of the FSMA, or to give effect to the provisions of Article 16(1) of the Prospectus Directive, such Issuer will prepare and make available an appropriate amendment or supplement to this Base Prospectus or a further base prospectus which, in respect of any subsequent issue of Notes to be listed on the Official List and admitted to trading on the Regulated Market of the London Stock Exchange, shall constitute a supplemental base prospectus as required by the FSA and Section 87 of the FSMA."

2. To delete the paragraphs entitled "*Sale of iShares*" and "*Asset Protection Scheme*" under the heading "**Recent developments**" of the section entitled "THE ISSUERS AND THE GROUP" and replace them with the following:

"Acquisition of Citi's Portuguese credit card business

On 29th September, 2009 the Company announced that the Bank, acting through its Portuguese branch, has agreed to acquire approximately 400,000 credit card accounts (representing gross assets of approximately €644 million (as at 30th June, 2009)) from Citibank International plc, Sucursal em Portugal. Completion is subject to competition clearance and is expected to occur before the end of 2009.

Restructuring of credit market assets

On 16th September, 2009 the Company announced the restructuring of U.S.\$12.3 billion of credit market assets. Further information is included in the Announcement incorporated by reference.

Lehman Brothers

On 15th September, 2009 motions were filed in the Southern District of New York Bankruptcy Court by Lehman Brothers Holdings Inc, Lehman Brothers Inc and the Official Committee of Unsecured Creditors of Lehman Brothers Holdings Inc, seeking either relief from or to modify both the transaction pursuant to which the Lehman Brothers North American businesses were sold to the Bank and the order approving such sale. The Bank is defending its position vigorously. It is too early to assess the Bank's possible loss (if any) in relation to these matters and the effect that they might have upon operating results in any particular financial period.

Life insurance joint venture

On 10th September, 2009 the Bank and CNP Assurances SA ("**CNP**") amended the establishment of a long-term life insurance joint venture in Spain, Portugal and Italy. As part of this transaction, Barclays sold a 50 per cent. stake in Barclays Vida y Pensiones Compañía de Seguros ("**BVP**"), Barclays Iberian life insurance and pensions subsidiary, to CNP. CNP paid €140 million on completion. This is subject to a post-completion adjustment by reference to BVP's net assets as at closing.

Sale of Barclays Global Investors

On 12th June, 2009 the Company announced receipt of a binding offer for the Barclays Global Investors business and on 16th June, 2009 announced acceptance of such offer. Further information is included in the BGI Announcement incorporated by reference."

3. To delete the final sentence at the end of the second paragraph under the heading "*Competition and regulatory matters*" on page 75 of the Base Prospectus and replace it with the following:

"The hearing took place between 7th and 11th September, 2009; as at the time hereof judgment remains pending."

4. To amend paragraph 8 of "General Information" on pages 101 and 102 of the Base Prospectus as set out below:

"8. For so long as any of the Notes are admitted to trading on the London Stock Exchange and the rules of the FSA so require, for the life of the Base Prospectus, copies of the following documents may be inspected during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) at Barclays Treasury, 1 Churchill Place, London E14 5HP and at the specified office of the Principal Paying Agent, currently located at One Canada Square, London E14 5AL:

- (i) the Memorandum and Articles of Association of each Issuer;
- (ii) the Joint Annual Report, the 2008 Bank Annual Report, the 2007 Bank Annual Report, the Interim Results Announcement, the Bank Interim Results Announcement, the Capitalisation and Indebtedness Table, the Announcement and the BGI Announcement;
- (iii) the Distribution Agreement;
- (iv) the Trust Deed;
- (v) the Agency Agreement;
- (vi) the current Base Prospectus in respect of the Programme;
- (vii) any supplementary base prospectus published since the most recent base prospectus was published and any documents incorporated therein by reference;
- (viii) any Final Terms issued in respect of Notes admitted to listing, trading and/or quotation by any listing authority, stock exchange and/or quotation system since the most recent base prospectus was published; and
- (ix) in the case of a syndicated issue of Notes admitted to listing, trading and/or quotation by any listing authority, stock exchange and/or quotation system, the syndication agreement (or equivalent document)."

14th October, 2009