

**Supplement Number 3 dated 3rd March, 2011  
to the Base Prospectus dated 15th June, 2010**



**BARCLAYS PLC**  
*(incorporated with limited liability in England)*

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

as Issuers

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**£60,000,000,000**  
**Debt Issuance Programme**

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This base prospectus supplement (the "**Supplement**") is supplemental to, forms part of and must be read in conjunction with, the base prospectus dated 15th June, 2010, as supplemented by the base prospectus supplements dated 10th August, 2010 and 10th November, 2010 (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.

This Supplement has been prepared in order to: (a) make certain amendments to reflect the coming into force of Regulation (EC) No. 1060/2009 of the European Parliament and of the Council of 16th September, 2009 on credit rating agencies; (b) incorporate certain updates to the financial information incorporated by reference; (c) update the disclosure in relation to the Issuers; (d) amend the form of Final Terms; (e) update the litigation statement; (f) update the date of the "no significant change" statement; and (g) amend the documents on display.

## **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 delete the fourth paragraph on the cover page and replace it with the following:**

"Tranches of Notes (as defined in "Summary of the Programme") may be rated or unrated. Where a Tranche of Notes is rated, such rating will be specified in the relevant Final Terms.

The credit ratings in this Base Prospectus have been issued by Moody's Investor Services Limited, Standard & Poor's Credit Market Services Europe Limited and Fitch Ratings Ltd., which are established in the European Union and have applied for registration under Regulation (EC) No. 1060/2009 of the European Parliament and of the Council of 16th September, 2009 on credit rating agencies (the "**CRA Regulation**"), although notification of the corresponding registration decision has not yet been provided by the relevant competent authority. A credit rating is not a recommendation to buy, sell or hold securities and may be subject to revision, suspension or withdrawal at any time by the assigning Rating Agency."

**2. To amend the section entitled "Information Incorporated by Reference" at pages 7 to 8 of the Base Prospectus (as supplemented in Supplement No.2 on 10th November, 2010) by deleting paragraphs (c), (d) and (e) and replacing them with the following, new paragraphs (c), (d) and (e):**

"(c) the unaudited Preliminary Results Announcement of Barclays PLC in respect of the year ended 31st December, 2010 as filed with the SEC on Form 6-K on Film Number 11613689 as Exhibit 99.1 (the "**Preliminary Results Announcement**"),

(d) the unaudited Preliminary Results Announcement of the Bank in respect of the year ended 31st December, 2010 as published through RNS on 15th February, 2011 (the "**Bank Preliminary Results Announcement**"), with the exception of the sections headed "Performance Highlights", "Chief Executive's Review" and "Group Finance Director's Review" on pages 1-8 inclusive of the Bank Preliminary Results Announcement which shall not be deemed to be incorporated in this Base Prospectus;

(e) the capitalisation and indebtedness table of the Bank and the Group as at 31st December, 2010 as filed with the SEC on Form 6-K on Film Number 11613689 as Exhibit 99.3 on 15th February, 2011 (the "**Capitalisation and Indebtedness Table**"); and"

**3. To delete the penultimate paragraph section entitled "Information Incorporated by Reference" of the Base Prospectus (as supplemented in Supplement No.2 on 10th November, 2010) in its entirety and replace it with the following:**

"On 1st January, 2010, for management reporting purposes, the Group reorganised its activities under the following business groupings: Global Retail Banking, ABSA, Barclays Capital, Barclays Corporate, Barclays Wealth, Investment Management and Head Office Functions and Other Operations. The Joint Annual Report has not been retrospectively restated to reflect the new group structure. In each of the Preliminary Results Announcement and the Bank Preliminary Results Announcement, the comparative information has been restated to reflect this reorganisation."

**4. To amend the section entitled "Summary of the Programme" at page 9 of the Base Prospectus by deleting the fourth and fifth paragraphs under the sub-heading "Issuers" and replacing them with the following:**

"Based on the Group's unaudited financial information for the year ended 31st December, 2010, the Group had total assets of £1,489,645 million (2009: £1,378,929 million), total net loans and advances<sup>1</sup> of £465,741 million (2009: £461,359 million), total deposits<sup>2</sup> of £423,763 million (2009: £398,875 million), and total shareholders' equity of £62,262 million (2009: £58,478 million) (including non-controlling interests of £11,404 million (2009: £11,201 million)). The profit before tax from continuing operations of

the Group for the year ended 31st December, 2010 was £6,065 million (2009: £4,585 million) after impairment charges on loans and advances and other credit provisions of £5,672 million (2009: £8,071 million). The financial information in this paragraph is extracted from the Preliminary Results Announcement.

Based on the unaudited consolidated financial information of the Bank and its subsidiaries for the year ended 31st December, 2010, the Bank and its consolidated subsidiaries had total assets of £1,490,038 million (2009: £1,379,148 million), total net loans and advances<sup>1</sup> of £465,741 million (2009: £461,359 million), total deposits<sup>2</sup> of £423,777 million (2009: £398,901 million), and total shareholders' equity of £62,641 million (2009: £58,699 million) (including non-controlling interests of £3,467 million (2009: £2,774 million)). The profit before tax from continuing operations of the Bank and its consolidated subsidiaries for the year ended 31st December, 2010 was £6,079 million (2009: £4,559 million) after impairment charges and other credit provisions of £5,672 million (2009: £8,071 million). The financial information in this paragraph is extracted from the Bank Preliminary Results Announcement.

<sup>1</sup> Total net loans and advances include balances relating to both bank and customer accounts.

<sup>2</sup> Total deposits include deposits from bank and customer accounts."

**5. To delete paragraph 2 entitled "RATINGS" on page 43 and replace it with the following:**

**"Ratings:**

The Notes to be issued have been rated:

[S & P: [ ]]  
[Moody's: [ ]]  
[Fitch: [ ]]  
[[Other]: [ ]]

[Need to include a brief explanation of the meaning of the ratings if this has previously been published by the rating provider.]

[[*Insert credit rating agency*] is established in the European Union and has applied for registration under Regulation (EC) No 1060/2009, although notification of the corresponding registration decision has not yet been provided by the relevant competent authority.]

[[*Insert credit rating agency*] is established in the European Union and registered under Regulation (EC) No 1060/2009.]

[[*Insert credit rating agency*] is not established in the European Union and has not applied for registration under Regulation (EC) No 1060/2009.]

[[*Insert credit rating agency*] is established in the European Union and has not applied for registration under Regulation (EC) No 1060/2009.]

In general, European regulated investors are restricted from using a rating for regulatory purposes if such rating is not issued by a credit rating agency established in the European Union and registered under Regulation (EC) No 1060/2009 (the "**CRA Regulation**") unless the rating is provided by a credit rating agency operating in the European Union before 7th June, 2010 which has submitted an application for registration in accordance with the CRA Regulation and such registration is not refused.

[The above disclosure should reflect the rating allocated to Notes of the type being issued under the Programme generally or, where the issue has been specifically rated, that rating]"

**6. To delete the sixth, seventh, eighth and ninth paragraphs inclusive in the section entitled "The Issuers and the Group" at pages 73 to 77 of the Base Prospectus and replacing them with the following:**

"Based on the Group's unaudited financial information for the year ended 31st December, 2010, the Group had total assets of £1,489,645 million (2009: £1,378,929 million), total net loans and advances<sup>1</sup> of £465,741 million (2009: £461,359 million), total deposits<sup>2</sup> of £423,763 million (2009: £398,875 million), and total shareholders' equity of £62,262 million (2009: £58,478 million) (including non-controlling interests of £11,404 million (2009: £11,201 million)). The profit before tax from continuing operations of the Group for the year ended 31st December, 2010 was £6,065 million (2009: £4,585 million) after impairment charges on loans and advances and other credit provisions of £5,672 million (2009: £8,071 million). The financial information in this paragraph is extracted from the Preliminary Results Announcement.

Based on the unaudited consolidated financial information of the Bank and its subsidiaries for the year ended 31st December, 2010, the Bank and its consolidated subsidiaries had total assets of £1,490,038 million (2009: £1,379,148 million), total net loans and advances<sup>1</sup> of £465,741 million (2009: £461,359 million), total deposits<sup>2</sup> of £423,777 million (2009: £398,901 million), and total shareholders' equity of £62,641 million (2009: £58,699 million) (including non-controlling interests of £3,467 million (2009: £2,774 million)). The profit before tax from continuing operations of the Bank and its consolidated subsidiaries for the year ended 31st December, 2010 was £6,079 million (2009: £4,559 million) after impairment charges and other credit provisions of £5,672 million (2009: £8,071 million). The financial information in this paragraph is extracted from the Bank Preliminary Results Announcement.

<sup>1</sup> Total net loans and advances include balances relating to both bank and customer accounts.

<sup>2</sup> Total deposits include deposits from bank and customer accounts.

**Acquisitions, Disposals and Recent Developments**

*Acquisition of Egg's UK credit card assets*

On 1st March, 2011, the Bank announced that it agreed to acquire Egg's UK credit card assets. Under the terms of the transaction, the Bank will purchase Egg's UK credit card accounts, consisting of approximately 1.15 million credit card accounts with approximately £2.3 billion of gross receivables (each estimated as at 31st January, 2011 with gross receivables estimated under IFRS). Completion is subject to competition clearance and is expected to occur during the first half of 2011.

*Acquisition of Tricorona AB (publ)*

On 2nd June, 2010, the Company announced that its wholly owned subsidiary TAV AB had made a recommended cash offer to acquire all the shares in Tricorona AB (publ), a Stockholm-listed carbon developer, for a total consideration of approximately £98 million (SEK 1,130 million) (the "Offer"). The Offer was declared unconditional in all respects on 20th July, 2010.

*Sale of HomEq Servicing*

On 28th May, 2010, the Bank announced that it agreed to sell HomEq Servicing, its U.S. mortgage servicing business, to Ocwen Loan Servicing, LLC ("Ocwen"), a subsidiary of Ocwen Financial Corporation, for a consideration of approximately U.S.\$1.3 billion, payable in cash on completion. The consideration was subject to an adjustment mechanism based on the unpaid principal balance of the servicing portfolio and the value of certain other assets at completion of the transaction. The sale was completed on 1st September, 2010.

**7. To delete the tenth and twelfth through to sixteenth paragraphs inclusive in the section entitled "The Issuers and the Group" at page 74 of the Base Prospectus.**

**8. To delete the sub-section entitled "Competition and Regulatory Matters" in the section entitled "The Issuers and the Group" at page 75 of the Base Prospectus and replace it with the following:**

**"Competition and Regulatory Matters**

### *Regulatory change*

The scale of regulatory change remains challenging with a significant tightening of regulation and changes to regulatory structures globally, especially for banks that are deemed to be of systemic importance. Concurrently, there is continuing political and regulatory scrutiny of the operation of the banking and consumer credit industries which, in some cases, is leading to increased or changing regulation which is likely to have a significant effect on the industry.

In the UK, the FSA's current responsibilities are to be reallocated between the Prudential Regulatory Authority (a subsidiary of the Bank of England) and a new Consumer Protection and Markets Authority by the end of 2012. The Independent Commission on Banking has been charged by the UK Government with reviewing the UK banking system. Its remit includes looking at reducing systemic risk, mitigating moral hazard, reducing the likelihood and impact of bank failure and competition issues. Its findings and recommendations are expected by September 2011.

In the United States, the Dodd-Frank Wall Street Reform and Consumer Protection Act contains far reaching regulatory reform although the full impact will not be known until implementing rules are made by governmental authorities, a process which is currently ongoing.

### *Payment Protection Insurance ("PPI")*

PPI has been under scrutiny by the UK competition authorities and financial services regulators. The UK Competition Commission (the "CC") has undertaken an in-depth enquiry into the PPI market which has resulted in the CC introducing a number of remedies including a prohibition on sale of PPI at the point of sale.

Tackling poor PPI sales practices remains a priority for the FSA who issued a Policy Statement on 10th August, 2010 which amends the DISP (Dispute Resolution: Complaints) rules in the FSA Sourcebook for the handling of such complaints. Firms were initially required by the FSA to implement the new measures by 1st December, 2010. In October 2010, the British Bankers' Association launched a judicial review of the FSA on the basis that the Policy Statement applies incorrect standards for the management of PPI sales complaints, including retrospective application of rules with higher standards than those in place at the time of sale. These proceedings are also against the Financial Services Ombudsman Service (the "FOS") which seeks to implement the same standards for the resolution of complaints referred to it. Pending the outcome of the proceedings which took place in January 2011, implementation of the Policy Statement and FOS Guidance is on hold and affected complaints cannot be determined. There is currently no indication of the timetable for judgment. As at 3rd March, 2011, it was not practicable to provide an estimate of the financial effects.

### *Interchange*

The Office of Fair Trading, as well as other competition authorities elsewhere in Europe, continues to carry out investigations into Visa and MasterCard credit and debit interchange rates. These investigations may have an impact on the consumer credit industry as well as having the potential for the imposition of fines. Timing of these cases is uncertain but outcomes may be known within the next 2-4 years.

### *Sanctions*

U.S. laws and regulations require compliance with U.S. economic sanctions, administered by the Office of Foreign Assets Control, against designated foreign countries, nationals and others. HM Treasury regulations similarly require compliance with sanctions adopted by the UK Government. The Group conducted an internal review of its conduct with respect to U.S. Dollar payments involving countries, persons and entities subject to U.S. economic sanctions and reported the results of that review to various governmental authorities, including the U.S. Department of Justice, the Manhattan District Attorney's Office and the U.S. Department Of Treasury's Office of Foreign Assets Control (together, the "U.S. Authorities"), which conducted investigations of the matter.

On 18th August, 2010, the Bank announced that it had reached settlements with the U.S. Authorities in relation to the investigation by those agencies into compliance with U.S. sanctions and U.S. Dollar payment practices. In addition, an Order to Cease and Desist was issued upon consent by the Federal Reserve Bank of New York and the New York State Banking Department. The Bank agreed to pay a total penalty of U.S.\$298 million and entered into Deferred Prosecution Agreements covering a period of 24

months. The Bank fully briefed other relevant regulators on this settlement. The Deferred Prosecution Agreements mean that no further action will be taken against the Bank by the U.S. Authorities if, as is the Bank's intention, for the duration of the defined period the Bank meets the conditions set down in its agreements with the U.S. Authorities. The Bank does not anticipate any further regulatory actions relating to these issues."

**9. To amend the table setting out the Directors of the Company and the Bank on page 76 of the Base Prospectus to reflect the following changes to the composition of the board of Directors:**

- (a) The appointment of Robert E Diamond Jr as Group Chief Executive, replacing John Varley;
- (b) The removal of Leigh Clifford as a Non Executive Director of the board;
- (c) In relation to the Directors' principal outside activities:
  - (i) The appointment of Marcus Agius (Group Chairman) as Chairman of the board of the British Bankers Association;
  - (ii) Sir Richard Broadbent (Deputy Chairman, Senior Independent Director and Non-Executive Director) resignation from the post of Chairman of Arriva plc;
  - (iii) The appointment of Alison Carnwath (Non-Executive Director) as Non-Executive Chairman of ISIS EP LLP; and
  - (iv) The appointment of Reuben Jeffery III (Non-Executive Director) as Chief Executive Officer of Rockefeller & Co., Inc.

**10. To delete the sub-section entitled "Employees" in the section entitled "The Issuers and the Group" at page 77 of the Base Prospectus and replace it with the following:**

**"Employees**

The average number of persons employed by the Group worldwide during 2010 (full time equivalents) was 147,500 (2009: 144,200)."

**11. To delete paragraphs 3 (in relation to Litigation), 4 (in relation to significant change in the financial or trading position of the Issuers) and 8(ii) (in relation to documents on display) at pages 100 to 102 inclusive of the Base Prospectus under the Section entitled "General Information", and to insert the following in their respective places:**

- "3. Litigation

*Lehman Brothers Holdings Inc.*

On 15th September, 2009, motions were filed in the United States Bankruptcy Court for the Southern District of New York (the "Court") by Lehman Brothers Holdings Inc. ("LBHI"), the SIPA Trustee for Lehman Brothers Inc. (the "Trustee") and the Official Committee of Unsecured Creditors of Lehman Brothers Holdings Inc. (the "Committee"). All three motions challenge certain aspects of the transaction pursuant to which Barclays Capital Inc. ("BCI") and other companies in the Group acquired most of the assets of Lehman Brothers Inc. ("LBI") in September 2008 and the court order approving such sale. The claimants seek an order voiding the transfer of certain assets to BCI; requiring BCI to return to the LBI estate alleged excess value BCI received; and declaring that BCI is not entitled to certain assets that it claims pursuant to the sale documents and order approving the sale. On 16th November, 2009, LBHI, the Trustee and the Committee filed separate complaints in the Court asserting claims against BCI based on the same underlying allegations as the pending motions and seeking relief similar to that which is requested in the motions. On 29th January, 2010, BCI filed its response to the motions. The Bank considers that the motions and claims against BCI are without merit and BCI is vigorously defending its position. On 29th January, 2010, BCI also filed a motion seeking delivery of certain assets that LBHI and

LBI have failed to deliver as required by the sale documents and the court order approving the sale. Approximately £2.6 billion of the assets acquired as part of the acquisition had not been received by 31st December, 2010, approximately £2.0 billion of which were recognised as part of the accounting for the acquisition and are included in the balance sheet as at 31st December, 2010. This represents an effective provision of £0.6 billion against the uncertainty inherent in the litigation.

On 22nd February, 2011, the Court issued its Opinion in relation to these matters. The Opinion calls for the parties to submit Proposed Orders that will implement the Opinion and anticipates a possible status conference to resolve any potential differences between the parties regarding the final Order that should be entered. Any such Order should clarify the precise impact of the Opinion and may include specific guidance regarding the treatment of specific types of assets. Such an Order may be the subject of further proceedings or appeals by one or more of the parties.

As at 3rd March, 2011, the Bank was considering the Opinion and the decisions contained therein and its possible actions with respect thereto. If the Opinion were to be unaffected by future proceedings, the Bank estimates that its maximum possible loss, based on its worst case reading of the Opinion, would be approximately £2.6 billion, after taking into account the effective provision of £0.6 billion. Any such loss, however, was not (as at 3rd March, 2011) considered probable and the Bank is satisfied with the current level of provision.

#### *American Depositary Shares*

The Bank, the Company and various current and former members of the Company's Board of Directors have been named as defendants in five proposed securities class actions (which have been consolidated) pending in the United States District Court for the Southern District of New York. The consolidated amended complaint, dated 12th February, 2010, alleges that the registration statements relating to American Depositary Shares representing Preferred Stock, Series 2, 3, 4 and 5 (the "ADS") offered by the Bank at various times between 2006 and 2008 contained misstatements and omissions concerning (amongst other things) the Bank's portfolio of mortgage-related (including U.S. subprime-related) securities, the Bank's exposure to mortgage and credit market risk and the Bank's financial condition. The consolidated amended complaint asserts claims under Sections 11, 12(a)(2) and 15 of the Securities Act of 1933. On 5th January, 2011, the Court issued an order and, on 7th January, 2011, judgment was entered, granting the defendants' motion to dismiss the complaint in its entirety and closing the case. On 4th February, 2011, the plaintiffs filed a motion asking the Court to reconsider in part its dismissal order, and that motion is pending. The Bank considers that these ADS-related claims against it are without merit and is defending them vigorously. As at 3rd March, 2011, it was not possible to estimate any possible loss in relation to these claims or any effect that they might have upon operating results in any particular financial period.

#### *Other*

The Issuers are engaged in various other litigation proceedings both in the United Kingdom and a number of overseas jurisdictions, including the United States, involving claims by and against them which arise in the ordinary course of business. The Issuers do not expect the ultimate resolution of any of the proceedings to which the Issuers are a party to have a significant adverse effect on the financial position of the Group and the Issuers have not disclosed the contingent liabilities associated with these claims either because they cannot reasonably be estimated or because such disclosure could be prejudicial to the conduct of the claims.

Save as disclosed under "— Lehman Brothers Holdings Inc." and "— American Depositary Shares" above, no member of the Group is or has been involved in any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuers are aware), which may have or have had during the 12 months preceding the date of this Base Prospectus, a significant effect on the financial position or profitability of the Company, the Bank, the Group and/or, as the case may be, the Bank and its consolidated subsidiaries.

4. There has been no significant change in the financial or trading position of the Company, the Group, the Bank or, as the case may be, the Bank and its consolidated subsidiaries since 31st December, 2010.



8. (ii) the Joint Annual Report, the 2008 Bank Annual Report, the 2009 Bank Annual Report, the Preliminary Results Announcement, the Bank Preliminary Results Announcement and the Capitalisation and Indebtedness Table;"

3rd March, 2011