



**BARCLAYS BANK PLC**  
*(incorporated with limited liability in England)*  
as Issuer

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**£30,000,000,000**  
**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 7th June, 2007, as supplemented by the base prospectus supplement dated 4th September, 2007, by the base prospectus supplement dated 10th October, 2007, by the base prospectus supplement dated 8th November, 2007 and by the base prospectus supplement dated 16th November, 2007 (together, the "**Base Prospectus**") prepared by Barclays Bank PLC (the "**Issuer**") with respect to its £30,000,000,000 Debt Issuance Programme (the "**Programme**"). This Supplement constitutes a supplementary prospectus in respect of the Base Prospectus for the Issuer 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 Issuer.

The Issuer 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.

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

The purposes of this Supplement are:

1. To amend the section headed "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:

- the joint Annual Report of Barclays PLC and the Issuer, as filed with the SEC on Form 20-F in respect of the years ended 31st December, 2005 and 31st December, 2006, respectively (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 and the Annual Reports of the Issuer containing the audited consolidated accounts of the Issuer in respect of the years ended 31st December, 2005 (the "**2005 Issuer Annual Report**") and 31st December, 2006 (the "**2006 Issuer Annual Report**"), respectively;
- the Current Report of Barclays PLC as filed with the SEC on Form 6-K on 31st May, 2007, in respect of a settlement reached between the SEC and Barclays PLC in relation to an SEC investigation into certain actions by a proprietary trading desk at Barclays PLC;
- the Barclays PLC Group Reporting Changes in 2007 as filed with the SEC on Form 6-K on 19th June, 2007;
- the interim unaudited results of Barclays PLC and the Issuer (the "**Interim Results**") as of, and for the six months ended 30th June, 2007 and the supplemental U.S. GAAP information all as filed with the SEC on Form 6-K on 14th September, 2007;
- the capitalisation and indebtedness table of the Issuer and the Group as at 31st December, 2007 as filed with the SEC on Form 6-K on 22nd February, 2008;
- the announcement of Barclays PLC issued on 15th November, 2007 in relation to the trading performance of its investment banking division for the ten months ended 31st October, 2007 as filed with the SEC on Form 6-K on 15th November, 2007; and
- the unaudited Results Announcement (the "**Results Announcement**") of Barclays PLC as filed with the SEC on Form 6-K (film number 08625182) on 19th February, 2008 in respect of the year ended 31st December, 2007.

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

The table below sets out the relevant page references for the information contained within the Joint Annual Report:

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Barclays PLC and the Issuer have applied IFRS from 1st January, 2004, with the exception of the standards relating to financial instruments (IAS 32 and IAS 39) and insurance contracts (IFRS 4) which were applied with effect from 1st January, 2005. Therefore, in the Joint Annual Report and the 2005 Issuer Annual Report, the impacts of adopting IAS 32, IAS 39 and IFRS 4 are not included in the 2004 comparatives in accordance with First-time Adoption of International Financial Reporting Standards (IFRS 1). The results for 2005 are therefore not entirely comparable to those for 2004 in the affected areas. A summary of the significant accounting policies for Barclays PLC and the Issuer is included in each of the Joint Annual Report, the 2005 Issuer Annual Report and the 2006 Issuer Annual Report.

If at any time the Issuer shall be required to prepare a supplement to the Base Prospectus pursuant to Section 87 of the Financial Services and Markets Act 2000 ("FSMA"), or to give effect to the provisions of Article 16(1) of the Prospectus Directive, the 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 amend the section headed "The Issuer and the Group" on pages 67 to 71 in the Base Prospectus as set out below:

#### **"THE ISSUER AND THE GROUP**

The Issuer is a public limited company registered in England and Wales under number 1026167. The liability of the members of the Issuer is limited. It has its registered head office at 1 Churchill Place, London, E14 5HP (telephone number +44 (0) 20 7116 1000). The Issuer was incorporated on 7th August, 1925 under the Colonial Bank Act 1925 and on 4th October, 1971 was registered as a company limited by shares under the Companies Act 1948 to 1967. Pursuant to The Barclays Bank Act 1984, on 1st January, 1985, the Issuer was re-registered as a public limited company and its name was changed from "Barclays Bank International Limited" to "Barclays Bank PLC".

The Issuer and its subsidiary undertakings (taken together, the "Group") is a major global financial services provider engaged in retail and commercial banking, credit cards, investment banking, wealth management and investment management services. The whole of the issued ordinary share capital of the Issuer is beneficially owned by Barclays PLC which is the ultimate holding company of the Group and one of the largest financial services companies in the world by market capitalisation.

The short term unsecured obligations of the Issuer are rated A 1+ by Standard & Poor's, P 1 by Moody's and F1+ by Fitch Ratings Limited and the long term obligations of the Issuer are rated AA by Standard & Poor's, Aa1 by Moody's and AA+ by Fitch Ratings Limited.

Based on the Group's unaudited financial information for the year ended 31st December, 2007 and on the Group's audited financial information for the year ended 31st December, 2006, the Group had total assets of £1,227,583 million (2006: £996,503 million), total net loans and advances<sup>1</sup> of £385,518 million (2006: £313,226 million), total deposits<sup>2</sup> of £386,395 million (2006: £336,316 million), and total shareholders' equity of £31,821 million (2006: £27,106 million) (including minority interests of £1,949 million (2006: £1,685 million)). The profit before tax of the Group for the year ended 31st December, 2007 was £7,107 million (2006: £7,197 million) after impairment charges on loans and advances and other credit provisions of £2,795 million (2006: £2,154 million). The financial information in this paragraph is extracted from the unaudited results announcement of the Group as filed with the SEC on Form 6-K (film number 08624951) on 19th February, 2008.

#### **Recent developments, competition and regulatory matters**

##### *Acquisitions*

On 8th February, 2007, the Issuer completed the acquisition of Indexchange Investment AG. Indexchange is based in Munich and offer exchange traded fund products.

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

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

On 28th February, 2007, the Issuer completed the acquisition of Nile Bank Limited. Nile Bank is based in Uganda with 18 branches and 228 employees.

On 30th March, 2007, the Issuer completed the acquisition of EquiFirst. Equifirst is a non-prime wholesale mortgage originator in the United States.

On 18th May, 2007, the Issuer completed the acquisition of Walbrook Group Limited. Walbrook is based in Jersey, Guernsey, Isle of Man and Hong Kong where it serves high net worth private clients and corporate customers.

#### *Disposals*

On 4th April, 2007, the Issuer completed the sale of part of Monument, a credit card business.

On 24th September, 2007, the Issuer completed the sale of a 50% shareholding in Intelenet Global Services Pvt Ltd.

#### *Recent Developments*

On 16th April, 2007, the Issuer announced the sale of Barclays Global Investors Japan Trust & Banking Co., Ltd, a Japanese trust administration and custody operation. The sale completed on 31st January, 2008.

On 5th October, 2007, Barclays PLC announced that as at 4th October, 2007 not all of the conditions relating to its offer for ABN AMRO Holding N.V. were fulfilled and as a result Barclays PLC was withdrawing its offer with immediate effect. Barclays PLC also announced that it was restarting the Barclays PLC share buyback programme to minimise the dilutive effect of the issuance of shares to China Development Bank and Temasek Holdings (Private) Limited on existing Barclays PLC shareholders. This programme was subsequently extended to 31st January, 2008.

On 7th February, 2008, the Issuer announced the purchase of Discover's UK credit card business for a consideration of approximately £35 million. The consideration is subject to an adjustment mechanism based on the net asset value of the business at completion. Completion is subject to various conditions including competition clearance and is expected to occur during the first half of 2008.

#### *Competition and regulatory matters*

The scale of regulatory change remains challenging, arising in part from the implementation of some key European Union ("EU") directives. Many changes to financial services legislation and regulation have come into force in recent years and further changes will take place in the near future. Concurrently, there is continuing political and regulatory scrutiny of the operation of the retail banking and consumer credit industries in the UK and elsewhere. The nature and impact of future changes in policies and regulatory action are not predictable and beyond the Group's control but could have an impact on the Group's businesses and earnings.

In June 2005, an inquiry into retail banking in all of the then 25 Member States was launched by the European Commission's Directorate General for Competition. The inquiry looked at retail banking in Europe generally. In January 2007, the European Commission announced that the inquiry had identified barriers to competition in certain areas of retail banking, payment cards and payment systems in the EU. The European Commission indicated it will use its powers to address these barriers, and will encourage national competition authorities to enforce European and national competition laws where appropriate. Any action taken by the European Commission and national competition authorities could have an impact on the payment cards and payment systems businesses of the Group and on its retail banking activities in the EU countries in which it operates.

In September 2005 the UK Office of Fair Trading ("OFT") received a super-complaint from the Citizens Advice Bureau relating to payment protection insurance ("PPI"). As a result, the OFT commenced a market study on PPI in April 2006. In October 2006, the OFT announced the outcome of the market study and, following a period of consultation, the OFT referred the PPI market to the UK Competition Commission for an in-depth inquiry in February 2007. This inquiry could last for up to two years. Also in October 2006, the FSA published the outcome of its broad industry thematic review of PPI sales practices in which it concluded that some firms fail to treat customers fairly. The Group has cooperated fully with these investigations and will continue to do so.

In April 2006, the OFT commenced a review of the undertakings given following the conclusion of the Competition Commission inquiry in 2002 into the supply of banking services to small and medium enterprises. Based on the OFT's report, the Competition Commission issued its final decision on 21st December 2007 and decided to release the UK's four largest clearing banks (including the Issuer) from most of the transitional undertakings given by them in 2002.

The OFT has carried out investigations into Visa and MasterCard credit card interchange rates. The decision by the OFT in the MasterCard interchange case was set aside by the Competition Appeals Tribunal in June 2006. The OFT's investigation in the Visa interchange case is at an earlier stage and a second MasterCard interchange case is ongoing. The outcome is not known but these investigations may have an impact on the consumer credit industry in general and therefore on the Group's business in this sector. In February 2007, the OFT announced that it was expanding its investigation into interchange rates to include debit cards.

In April 2007, the UK consumer interest association known as Which? submitted a super-complaint to the OFT pursuant to the Enterprise Act 2000. The super-complaint criticises the various ways in which credit card companies calculate interest charges on credit card accounts. In June 2007, the OFT announced a new programme of work with the credit card industry and consumer bodies in order to make the costs of credit cards easier for consumers to understand. This OFT decision follows the receipt by the OFT of the super-complaint from Which?. This new work will explore the issues surrounding the costs of credit for credit cards including purchases, cash advances, introductory offers and payment allocation. The OFT's programme of work is expected to take six months.

The OFT announced the findings of its investigation into the level of late and over-limit fees on credit cards in April 2006, requiring a response from credit card companies by 31st May 2006. Barclaycard responded by confirming that it would reduce its late and over-limit fees on credit cards from 1st August 2006.

In September 2006, the OFT announced that it had decided to undertake a fact find on the application of its statement on credit card fees to current account unauthorised overdraft fees. The fact find was completed in March 2007. On 29th March, 2007, the OFT announced its decision to conduct a formal investigation into the fairness of bank current account charges. The OFT announced a market study into personal current accounts ("PCAs") in the UK on 26th April, 2007. The market study will look at: (i) whether the provision of "free if in credit" PCAs delivers sufficiently high levels of transparency and value for customers; (ii) the implications for competition and consumers if there were to be a shift away from "free if in credit" PCAs; (iii) the fairness and impact on consumers generally of the incidence, level and consequences of account charges; and (iv) what steps could be taken to improve customers' ability to secure better value for money, in particular to help customers make more informed current account choices and drive competition. The study will focus on PCAs but will include an examination of other retail banking products, in particular savings accounts, credit cards, personal loans and mortgages in order to take into account the competitive dynamics of UK retail banking. The OFT will publish its interim findings after the test case (see below).

In July 2007, the OFT commenced a test case in the High Court by agreement with the Issuer and seven other financial institutions in which the parties seek declarations on two legal issues arising from the banks' terms and conditions relating to overdraft charges. The test case does not encompass claims from local, medium or larger business customers. The proceedings will run in parallel with the ongoing OFT dual inquiry into unauthorised overdraft charges and PCAs.

In January 2007, the FSA issued a statement of good practice relating to mortgage exit administration fees. The Issuer will charge the fee applicable at the time the customer took out the mortgage, which is one of the options recommended by the FSA.

US laws and regulations require compliance with US 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. Barclays has been conducting an internal review of its conduct with respect to US dollar payments involving countries, persons or entities subject to these sanctions and has been reporting to governmental authorities about the results of that review. Barclays received inquiries relating to these sanctions and certain US dollar payments processed by its New York branch from the New York County District Attorney's Office and the US Department of Justice, which, along with other authorities, has been reported to be conducting investigations of sanctions compliance by non-US financial institutions. Barclays has responded to those inquiries and is cooperating with regulators, the Department of Justice and the District Attorney's Office in connection with their investigations of Barclays PLC conduct with respect to sanctions compliance. Barclays has also been keeping the FSA informed of the progress of these investigations and Barclays internal review. Barclays PLC review is ongoing. It is currently not possible to predict the ultimate resolution of the issues covered by Barclays review and the investigations, including the timing and potential financial impact of any resolution, which could be substantial.

#### **Directors**

The Directors of the Issuer, whose business address is 1 Churchill Place, London E14 5HP, their functions in relation to the Group and their principal outside activity (if any) of significance to the Group are as follows:

<b>Name</b>	<b>Function(s) within the Group</b>	<b>Principal outside activity</b>
Marcus Agius	Chairman	Non-Executive Director, British Broadcasting Corporation
John Varley	Group Chief Executive	Non-Executive Director, AstraZeneca PLC
Chris Lucas	Group Finance Director	—
Robert E. Diamond Jr.	President, Barclays PLC, CEO, Investment Banking and Investment Management	Chairman, Old Vic Productions PLC
Frederik (Frits) Seegers	Chief Executive, Global Retail and Commercial Banking	—
Gary Hoffman	Group Vice Chairman	Non-Executive Director, Trinity Mirror PLC, Director, Visa Europe Limited, Director, Visa Europe Services

<b>Name</b>	<b>Function(s) within the Group</b>	<b>Principal outside activity</b>
		Inc.
Sir Nigel Rudd DL	Deputy Chairman, Non-Executive Director	Chairman, Pendragon PLC, Non-Executive Director, BAE Systems PLC, Chairman, BAA Limited
Sir Richard Broadbent	Senior Independent Director and Non-Executive Director	Chairman, Arriva plc
David Booth	Non-Executive Director	—
Leigh Clifford	Non-Executive Director	Chairman, Qantas Airways
Fulvio Conti	Non-Executive Director	Chief Executive Officer, Enel SpA
Dr Danie Cronjé*	Non-Executive Director	Non-Executive Director, TSB Sugar RSA Limited
Professor Dame Sandra Dawson	Non-Executive Director	KPMG Professor of Management Studies at the University of Cambridge
Sir Andrew Likierman	Non-Executive Director	Professor of Management Practice in Accounting, London Business School, Non-Executive Director, Bank of England
Sir Michael Rake	Non-Executive Director	Chairman, BT Group PLC, Chairman, UK Commission for Employment and Skills, Vice-President, RNIB, Director, The McGraw-Hill Companies, Director, Financial Reporting Council
Stephen Russell	Non-Executive Director	Non-Executive Director, Network Rail Limited
Sir John Sunderland	Non-Executive Director	Chairman, Cadbury Schweppes PLC, Director, Confederation of British Industry
Patience Wheatcroft	Non-Executive Director	—

No potential conflicts of interest exist between any duties to the Issuer of the Board of Directors listed above and their private interests or other duties.

## **Employees**

\* Dr Cronjé will leave the Boards of Barclays and the Bank at the conclusion of the Barclays Annual General Meeting in April 2008.



The average number of persons employed by the Group worldwide during 2007, excluding agency staff, was 134,900 (2006: 122,600)."

3. To amend paragraph 3 of the section headed "General Information" on pages 90 and 91 in the Base Prospectus as set out below:

"3. The Issuer has for some time been party to proceedings, including a class action, in the United States against a number of defendants following the collapse of Enron; the class action claim is commonly known as the Newby litigation. On 20th July, 2006, the Group received an Order from the United States District court for the Southern District of Texas Houston Division which dismissed the claims against Barclays PLC, the Issuer and Barclays Capital Inc. in the Newby litigation. On 4th December, 2006, the District court stayed the Group's dismissal from the proceedings and allowed the plaintiffs to file a supplemental complaint. On 19th March, 2007, the United States Court of Appeals for the Fifth Circuit issued its decision on an appeal by the Group and two other financial institutions contesting a ruling by the District court allowing the Newby litigation to proceed as a class action. The Court of Appeals held that, because no proper claim against the Group and the other financial institutions had been alleged by the plaintiffs, the case could not proceed against them. The plaintiffs applied to the United States Supreme Court for a review of this decision. On 22nd January, 2008, the United States Supreme Court denied the plaintiffs' request for review. Following the Supreme Court's decision, the District Court ordered a further briefing concerning the status of the plaintiffs' claims. The Issuer plans to seek the dismissal of the plaintiffs' claims. The Issuer considers that the Enron related claims against it are without merit and is defending them vigorously. It is not possible to estimate the Issuer's possible loss in relation to these matters, nor the effect that they might have upon operating results in any particular financial period.

The Issuer has been in negotiations with the staff of the U.S. Securities and Exchange Commission with respect to a settlement of the Commission's investigations of transactions between the Issuer and Enron. The Issuer does not expect that the amount of any settlement with the Commission would have a significant adverse effect on its financial position or operating results.

Like other UK financial services institutions, the Issuer faces numerous County Court claims and complaints by customers who allege that its unauthorised overdraft charges either contravene the Unfair Terms in Consumer Contracts Regulations 1999 or are unenforceable penalties or both. Pending resolution of the test case referred to below (the "test case"), existing and new claims in the County Courts are stayed, and there is an FSA waiver of the complaints handling process and a standstill of Financial Ombudsman Service decisions. In July 2007, and by agreement with all parties, the OFT launched the test case by commencing proceedings against seven banks and one building society including the Issuer, the first stage of which seeks declarations on two issues of legal principle. The hearing commenced on 17th January, 2008. The Issuer is defending the test case vigorously. It is not practicable to estimate the Issuer's possible loss in relation to these matters, nor the effect that they may have upon operating results in any particular financial period.

The Issuer is 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 it which arise in the ordinary course of business. The Issuer does not expect the ultimate resolution of any of the proceedings to which the Issuer is party to have a significant adverse effect on the financial position of the Group and the Issuer has not disclosed the contingent liabilities associated with these claims either because it cannot reasonably be estimated or because such disclosure could be prejudicial to the conduct of the claims.

Save as disclosed in paragraphs 1 and 3 of this section 3, neither the Issuer nor any of its subsidiaries, is or has been involved in any governmental, legal or arbitration proceedings (including any such

proceedings which are pending or threatened of which the Issuer is aware), which may have or have had during the 12 months preceding the date of this Prospectus, a significant effect on the Issuer's financial position or profitability."

4. To amend paragraph 8 of the section headed "General Information" on pages 91 and 92 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 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 the Issuer;
- (ii) the joint Annual Report of Barclays PLC and the Issuer, as filed with the SEC on Form 20-F in respect of the years ended 31st December, 2005 and 31st December, 2006, respectively and the Annual Reports of the Issuer containing the audited consolidated accounts of the Issuer for the financial years ended 31st December, 2005 and 2006, respectively;
- (iii) the Current Report of Barclays PLC as filed with the SEC on Form 6-K on 31st May, 2007, in respect of a settlement reached between the SEC and Barclays PLC in relation to an SEC investigation into certain actions by a proprietary trading desk at Barclays PLC;
- (iv) the Barclays PLC Group Reporting Changes in 2007 as filed with the SEC on Form 6-K on 19th June, 2007;
- (v) the interim unaudited results of Barclays PLC and the Issuer as of, and for the six months ended 30th June, 2007 and the supplemental U.S. GAAP information all as filed with the SEC on Form 6-K on 14th September, 2007;
- (vi) the capitalisation and indebtedness table of the Issuer and the Group as at 31st December, 2007 as filed with the SEC on Form 6-K on 22nd February, 2008;
- (vii) the announcement of Barclays PLC issued on 15th November, 2007 in relation to the trading performance of its investment banking division for the ten months ended 31st October, 2007 as filed with the SEC on Form 6-K on 15th November, 2007;
- (viii) the unaudited Results Announcement of Barclays PLC as filed with the SEC on Form 6-K (film number 08625182) on 19th February, 2008 in respect of the year ended 31st December, 2007;
- (ix) the Distribution Agreement;
- (x) the Trust Deed;
- (xi) the Agency Agreement;
- (xii) the current Base Prospectus in respect of the Programme;
- (xiii) any supplementary base prospectus published since the most recent base prospectus was published and any documents incorporated therein by reference;

- (xiv) 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
- (xv) 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). "

22nd February, 2008