

**Supplement Number 6 dated 24th February, 2010  
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, the base prospectus supplement dated 4th August, 2009, the base prospectus supplement dated 14th October, 2009, the base prospectus supplement dated 12th November, 2009 and the base prospectus supplement dated 11th January, 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.

## **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 entitled "Information Incorporated by Reference" at pages 7 to 8 of the Base Prospectus by deleting it in its entirety and replacing it with the following:

### 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 Preliminary Results Announcement of the Company in respect of the year ended 31st December, 2009 as filed with the SEC on Form 6-K on Film Number 10607288 on 16th February, 2010 (the "**Results Announcement**") and the unaudited Preliminary Results Announcement of the Bank in respect of the year ended 31st December, 2009 (the "**Bank Results Announcement**") with the exception of the sections headed "Performance Highlights", "Group Chief Executive's Review" and "Group Finance Director's Review" on pages 2-10 inclusive of the Bank 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 18th December, 2009 (the "**Capitalisation and Indebtedness Table**"); and
- (e) 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:

#### Section 1 Business review

Financial review	1
Corporate sustainability	53
Our people	55
Risk management	56

#### Section 2 Governance

Board and Executive Committee	138
Directors' report	140
Corporate governance report	143
Remuneration report	157

Accountability and audit	173
<b>Section 3 Financial statements</b>	
Presentation of information	176
Independent Registered Public Accounting Firm's report – Barclays PLC	177
Independent Registered Public Accounting Firm's report – Barclays Bank PLC	178
Consolidated accounts Barclays PLC	179
Barclays Bank PLC data	285
<b>Section 4 Shareholder information</b>	301

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 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, 2009, the Group had total assets of £1,378,929 million, total net loans and advances<sup>1</sup> of £461,359 million, total deposits<sup>2</sup> of £398,875 million, and total shareholders' equity of £58,478 million (including non-controlling interests of £11,201 million). The profit before tax of the Group for the year ended 31st December, 2009 was £11,642 million (£5,311 million excluding profit from discontinued operations and the sale of Barclays Global Investors) after impairment charges on loans and advances and other credit provisions of £8,071 million. The financial information in this paragraph is extracted from the Results Announcement.

Based on the unaudited financial information of the Bank and its consolidated subsidiaries for the year ended 31st December, 2009, the Bank and its consolidated subsidiaries had total assets of £1,379,148 million, total net loans and advances<sup>1</sup> of £461,359 million, total deposits<sup>2</sup> of £398,901 million, and total shareholders' equity of £58,699 million (including non-controlling interests of £2,774 million). The profit before tax of the Bank and its consolidated subsidiaries for the year ended 31st December, 2009 was £11,616 million (£4,559 million excluding profit from discontinued operations and the sale of Barclays Global Investors) after impairment charges and other credit provisions of £8,071 million. The financial information in this paragraph is extracted from the Bank Results Announcement."

3. To amend the section entitled "The Issuers and the Group" at pages 71 to 77 inclusive of the Base Prospectus by deleting it in its entirety and replacing it with the following:

"The Company is a public limited company registered in England under number 48839. The liability of the members of the Company is limited. It has its registered head office at 1 Churchill Place, London E14 5HP (telephone number +44 (0) 20 7116 1000). Tracing its origins to seventeenth century London, the Company has evolved from a group of English partnerships into a global bank. The Company was incorporated on 20th July, 1896 under the Companies Acts 1862 to 1890.

---

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

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

The Bank is a public limited company registered in England and Wales under number 1026167. The liability of the members of the Bank is limited. It has its registered and head office at 1 Churchill Place, London, E14 5HP (telephone number +44 (0) 20 7116 1000). The Bank 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 Bank was re-registered as a public limited company and its name was changed from "Barclays Bank International Limited" to "Barclays Bank PLC".

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 with an extensive international presence in Europe, United States, Africa and Asia. The whole of the issued ordinary share capital of the Bank is beneficially owned by the Company, which is the ultimate holding company of the Group.

The short term unsecured obligations of the Company 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 Company are rated A+ by Standard & Poor's, A1 by Moody's and AA- by Fitch Ratings Limited.

The short term unsecured obligations of the Bank 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 Bank are rated AA- by Standard & Poor's, Aa3 by Moody's and AA- by Fitch Ratings Limited.

"Based on the Group's unaudited financial information for the year ended 31st December, 2009, the Group had total assets of £1,378,929 million, total net loans and advances<sup>1</sup> of £461,359 million, total deposits<sup>2</sup> of £398,875 million, and total shareholders' equity of £58,478 million (including non-controlling interests of £11,201 million). The profit before tax of the Group for the year ended 31st December, 2009 was £11,642 million (£5,311 million excluding profit from discontinued operations and the sale of Barclays Global Investors) after impairment charges on loans and advances and other credit provisions of £8,071 million. The financial information in this paragraph is extracted from the Results Announcement.

Based on the unaudited financial information of the Bank and its consolidated subsidiaries for the year ended 31st December, 2009, the Bank and its consolidated subsidiaries had total assets of £1,379,148 million, total net loans and advances<sup>1</sup> of £461,359 million, total deposits<sup>2</sup> of £398,901 million, and total shareholders' equity of £58,699 million (including non-controlling interests of £2,774 million). The profit before tax of the Bank and its consolidated subsidiaries for the year ended 31st December, 2009 was £11,616 million (£4,559 million excluding profit from discontinued operations and the sale of Barclays Global Investors) after impairment charges and other credit provisions of £8,071 million. The financial information in this paragraph is extracted from the Bank Results Announcement.

## **Acquisitions, Disposals and Recent Developments**

### *Exercise of the warrants*

On 17th February, 2010, the Company received notice of the exercise by PCP Gulf Invest 3 Limited, owned by Nexus Capital Investing Limited, of 626,835,443 of the 758,437,618 warrants it holds in the Company for an aggregate exercise price of approximately £1,240 million, resulting in the issue of 626,835,443 new ordinary shares in the Company.

### *Acquisition of Citi's Italian credit card business*

On 11th February, 2010, the Company announced that the Bank agreed to acquire the Italian credit card business of Citibank International Bank plc. The Bank will acquire the business as a going concern which involves the acquisition of approximately 197,000 credit card accounts and gross assets of approximately €234 million (as at 31st December, 2009). Completion is expected

---

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

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

to occur in the first quarter of 2010 but is subject to customary conditions, including competition clearance and completion of the mandatory consultation procedure with trade unions.

#### *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. The sale of Barclays Global Investors business to BlackRock, Inc. was completed on 1st December, 2009 for US\$15.2 billion (£9.5 billion), including 37.567 million new BlackRock shares.

#### *Acquisition of Standard Life Bank*

On 26th October, 2009 the Company announced that the Bank had agreed to acquire Standard Life Bank Plc from Standard Life Plc for a consideration of £226m. The acquisition was completed on 1st January, 2010.

#### *Acquisition of Citi's Portuguese credit card business*

On 29th September, 2009 the Company announced that the Bank, acting through its Portuguese branch, had agreed to acquire approximately 400,000 credit card accounts (representing gross assets of approximately €644m (as at 30th June, 2009)) from Citibank International plc, Sucursal em Portugal. The acquisition was completed on 30th November, 2009.

#### *Restructuring of credit market assets*

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

#### *Life insurance joint venture*

On 10th September, 2009 the Bank and CNP Assurances SA ("**CNP**") confirmed the establishment of a long-term life insurance joint venture in Spain, Portugal and Italy. As part of this transaction, the Bank 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.

#### *Competition and regulatory matters*

The scale of regulatory change remains challenging and the global financial crisis is resulting in 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 in the UK and elsewhere which, in some cases, is leading to increased regulation. For example, the Credit Card Accountability, Responsibility and Disclosure Act of 2009 in the US will restrict many credit card pricing and marketing practices. The nature and impact of future changes in the legal framework, policies and regulatory action cannot currently be fully predicted and are beyond the Group's control, but, especially in the area of banking regulation, are likely to have an impact on the Group's businesses and earnings.

The market for payment protection insurance ("**PPI**") has been under scrutiny by the UK competition authorities and financial services regulators. Following a reference from the Office of Fair Trading ("**OFT**") the UK Competition Commission ("**CC**") undertook an in-depth inquiry into the PPI market. The CC published its final report into the PPI market on 29th January, 2009 concluding that the businesses which offer PPI alongside credit face little or no competition when selling PPI to their credit customers. In March 2009, the Bank submitted a targeted appeal focused on the prohibition on sale of PPI at the point of sale ("**POSP**") remedy on the basis that it was not based on sound analysis, and is unduly draconian. The Competition Appeals Tribunal ("**CAT**") upheld the Bank's appeal on two grounds, meaning that the CC will be required to reconsider the POSP remedy and the basis for it, and made an order to that effect on 26th

November, 2009. This remittal process is expected to take until the autumn of 2010, at which time the CC will publish its final Remedies Order.

Separately, in 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 and that the FSA would strengthen its actions against such firms. Tackling poor PPI sales practices remains a priority for the FSA. In September 2009, the FSA issued a Consultation Paper on the assessment and redress of PPI complaints made on or after 14th January, 2005. The FSA has announced that it intends to publish a final version of the policy statement in early 2010 and will amend the DISP rules in the FSA Sourcebook. The Group voluntarily complied with the FSA's request to cease selling single premium PPI by the end of January 2009.

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 CAT in 2006. The OFT is progressing its investigations in the Visa interchange case and a second MasterCard interchange case in parallel and both are 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 2007, the OFT expanded its investigation into interchange rates to include debit cards.

Notwithstanding the UK Supreme Court ruling in relation to the current account charges test case, the Bank continues to be involved in the OFT's work on personal current accounts. The OFT initiated a market study into personal current accounts ("PCAs") in the UK in 2007 which also included 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. In 2008, the OFT published its market study report, in which it concluded that certain features of the UK PCA market were not working well for consumers. The OFT reached the provisional view that some form of regulatory intervention is necessary in the UK PCA market. The OFT also held a consultation to seek views on the findings and possible measures to address the issues raised in its report. In October 2009, the OFT published a follow-up report containing details of voluntary initiatives agreed between the OFT and the industry. The Group has participated fully in the market study process and will continue to do so.

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. The Group has been conducting an internal review of its conduct with respect to US Dollar payments involving countries, persons and entities subject to these sanctions and has been reporting to governmental authorities about the results of that review. The Group 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. The Group has responded to those inquiries and is cooperating with the regulators, the Department of Justice and the District Attorney's Office in connection with their investigations of the Group's conduct with respect to sanctions compliance. The Bank has also received a formal notice of investigation from the FSA, and has been keeping the FSA informed of the progress of the US investigations and the Group's internal review. The Group's review is ongoing. It is currently not possible to predict the ultimate resolution of the issues covered by the Group's review and the investigations, including the timing and potential financial impact of any resolution, which could be substantial.

## **Directors**

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

<i>Name</i>	<i>Function(s) within the Group</i>	<i>Principal outside activities</i>
Marcus Agius	Group Chairman	Non-Executive Director, British

		Broadcasting Corporation
John Varley	Group Chief Executive	Non-Executive Director, AstraZeneca PLC, Non-Executive Director, BlackRock, Inc.
Chris Lucas	Group Finance Director	—
Robert E Diamond Jr	President, Barclays PLC, Chief Executive, Investment Banking and Investment Management	Chairman, Old Vic Productions PLC, Non-Executive Director, BlackRock, Inc.
Sir Richard Broadbent	Deputy Chairman, Senior Independent Director and Non-Executive Director	Chairman, Arriva plc
David Booth	Non-Executive Director	—
Leigh Clifford	Non-Executive Director	Chairman, Qantas Airways Limited
Fulvio Conti	Non-Executive Director	Chief Executive Officer, Enel SpA, Director, AON Corporation
Simon Fraser	Non-Executive Director	Non-Executive Director, Fidelity Japanese Values Plc and Fidelity European Values Plc
Reuben Jeffery III	Non-Executive Director	Senior Adviser, Center for Strategic & International Studies
Sir Andrew Likierman	Non-Executive Director	Professor of Management Practice in Accounting, London Business School, Chairman, National Audit Office
Sir Michael Rake	Non-Executive Director	Chairman, BT Group PLC, Director, McGraw-Hill Companies, Director, Financial Reporting Council, Chairman, UK Commission for Employment and Skills, Chairman, EasyJet PLC
Sir John Sunderland	Non-Executive Director	Director, Financial Reporting Council, Director, Merlin Entertainments Group

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

### **Employees**

The average number of persons employed by the Group worldwide during 2008, excluding agency staff, was 151,500 (2007: 128,900)."

4. To delete paragraphs 3, 4, 5 and 8(ii) 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. On 25th November, 2009, the UK Supreme Court decided the test case relating to current account overdraft charges in favour of the banks. The OFT subsequently confirmed



that it will not proceed with its investigation into the fairness of these charges following the Supreme Court judgment. Accordingly, the Group is seeking to have all outstanding claims which were premised on the same legal principles as those at issue in the test case discontinued or dismissed. There remain a small number of residual complaints challenging the charges on a different basis, but these complaints are not expected to have a material effect on the Bank.

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 initial complaints, filed in 2009, allege that the registration statements relating to American Depositary Shares representing Preferred Stock, Series 2, 3, 4 and 5 ("**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 and the Bank's financial condition. The complaints assert claims under Sections 11, 12(a)(2) and 15 of the Securities Act of 1933. The Bank considers that these ADS-related claims against it are without merit and is defending them vigorously. It is 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.

On 15th September, 2009 motions were filed in the United States Bankruptcy Court for the Southern District of New York 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 Bankruptcy 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. It is not possible to estimate any possible loss to the Bank in relation to these matters or any effect that these matters might have upon operating results in any particular financial period.

The Company and the Group 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 Bank does not expect the ultimate resolution of any of the proceedings to which the Group is party to have a significant adverse effect on the financial position of the Group and the Bank has 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 in paragraphs 2 and 3 of this section 3, 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 Bank is 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 Bank and/or the Group."

"4. There has been no significant change in the financial or trading position of the Company, the Bank or the Group since 30th June, 2009."

"5. There has been no material adverse change in the prospects of the Company, the Bank or the Group since 31st December, 2008."

"8(ii) the Joint Annual Report, the 2007 Bank Annual Report, the 2008 Bank Annual Report, the Results Announcement, the Bank Results Announcement and the Capitalisation and Indebtedness Table;"

24th February, 2010