

**Supplement Number 7 dated 22nd May, 2009
to the Base Prospectus dated 9th June, 2008**



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 9th June, 2008, as supplemented by the base prospectus supplement dated 1st July, 2008, by the base prospectus supplement dated 8th August, 2008, by the base prospectus supplement dated 2nd October, 2008, by the base prospectus supplement dated 10th February, 2009, by the base prospectus supplement dated 15th April, 2009 and by the base prospectus supplement dated 7th May, 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.

1. Information Incorporated By Reference

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

- 1.1 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 Interim Management Statement of the Company for the three months ended 31st March, 2009 issued on 7th May, 2009, with the exception of the Chief Executive's comments shown in italics on page one of the statement which shall not be deemed to be incorporated into this Base Prospectus (the "**Interim Management Statement**"); and
- (d) the capitalisation and indebtedness table of the Bank and the Group as at 31st December, 2008 as filed with the SEC on Form 6-K on 12th May, 2009 (the "**Capitalisation and Indebtedness Table**").

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
Section 3 - Financial statements	
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
Section 4 - Shareholder information	301

Each of the Company and the Bank has applied International Financial Reporting Standards as issued by the International Accounting Standards Board and as adopted by the European Union ("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 Financial Services and Markets Act 2000 ("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."

1.2 To amend paragraph 8 of "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, 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 Management Statement and the Capitalisation and Indebtedness Table;
- (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)."

2. **Recent developments**

By virtue of this Supplement, the paragraph entitled "Sale of iShares" under the heading "Recent developments" shall be deemed to be replaced with the following:

"Sale of iShares

On 9th April, 2009 the Company announced agreement for the sale of its iShares business ("iShares") to a new limited partnership established by CVC Capital Partners Group SICAV-FIS S.A. for a total consideration of approximately U.S.\$ 4.4 billion (£3.0 billion). Under the transaction agreement, for a period of at least 45 business days from 15th April, 2009, the Company may solicit proposals for iShares and potentially other related businesses from third parties. On 15th May, 2009, the Company announced that it had received a number of expressions of interest, including unsolicited interest in the

broader BGI business. There can be no assurance that any of these approaches will result in a different transaction. The transaction is subject to receipt of regulatory and other approvals."

22nd May, 2009