Supplement Number 2 dated 2 January 2015
to the Base Prospectus dated 13 August 2014

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

€35 billion
Global Covered Bond Programme
unconditionally and irrevocably guaranteed as to payments by
Barclays Covered Bonds LLP
(a limited liability partnership incorporated in England and Wales)

This base prospectus supplement (the "**Supplement**") is supplemental to, forms part of and must be read in conjunction with, the base prospectus dated 13 August 2014 as supplemented by the Supplement dated 5 September 2014 (the "**Base Prospectus**") prepared by Barclays Bank PLC (the "**Issuer**") with respect to its €35 billion Global Covered Bond Programme (the "**Programme**") unconditionally and irrevocably guaranteed as to payments by Barclays Covered Bonds LLP (the "**LLP**"). 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. This 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.

This Supplement has been approved by the United Kingdom Financial Conduct Authority (the "**FCA**"), 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. With effect from the date of this Supplement the information appearing in, or incorporated by reference into, the Base Prospectus shall be supplemented in the manner described below.

The purpose of this Supplement is to:

(a) update Appendix A entitled "*Selected Statistical Information*" on pages 304 to 306 of the Base Prospectus with Appendix A hereto.

(b) incorporate by reference into the Base Prospectus the unaudited Interim Management Statement of Barclays PLC, filed with the SEC as a joint report by Barclays PLC and the Issuer, on Form 6-K on Film Number 141182511 on 30 October 2014 in respect of the nine months ended 30 September 2014 (the "**Q3 Interim Management Statement**"). The business activities of the "**Barclays PLC Group**" (being Barclays PLC together with its subsidiaries) are undertaken by the Issuer and its subsidiaries. The Q3 Interim Management Statement of Barclays PLC is incorporated to provide information on the performance of those businesses as at 30 September 2014. Barclays PLC does not provide a guarantee or any other form of credit support in relation to the payments of interest and principal under the Covered Bonds.

The above document may be inspected by holders of the Covered Bonds during usual business hours on any weekday (public holidays excepted) at Barclays Treasury, 1 Churchill Place, London, E14 5HP and at the specified office of the Principal Paying Agent, at Citigroup Centre, Canada Square, London, E14 5LB during the life of the Covered Bonds issued pursuant to the Base Prospectus. The above document has also been filed with the SEC and is available in electronic form on the SEC's website at http://www.sec.gov/cgi-bin/browse-edgar?company=barclays+plc&owner=exclude&action=getcompany.

(c) update the risk factor entitled "*Market infrastructure reforms*" to reflect the following developments:

EMIR

The European Market Infrastructure Regulation ("**EMIR**") introduced requirements to improve transparency and reduce the risks associated with the derivatives market. EMIR requires entities that enter into any form of derivative contract to: report every derivative contract entered into to a trade repository; implement new risk management standards for all bilateral over-the-counter derivative trades that are not cleared by a central counterparty; clear, through a central counterparty, over-the-counter derivatives that are subject to a mandatory clearing obligation or, for any over-the-counter derivatives that are not subject to such mandatory clearing obligation, a requirement for counterparties to post mandatory margin. The CRR aims to complement EMIR by applying higher capital requirements for bilateral, over-the-counter derivative trades. Lower capital requirements for cleared trades are only available if the central counterparty is recognised as a 'qualifying central counterparty', which has been authorised or recognised under EMIR (in accordance with related binding technical standards). Further significant market infrastructure reforms will be introduced by amendments to the EU Markets in Financial Instruments Directive that are being finalised by the EU legislative institutions and are expected to be implemented in 2016.

Aspects of EMIR in relation to the mandatory clearing obligation and the mandatory margining requirement and its application to covered bond vehicles remain unclear. Under draft regulatory technical standards ("**RTS**") published on 1 October 2014 (which, when approved by the European Commission, European Parliament and Council of the European Union, will implement the mandatory clearing obligation as regards interest rate swaps) and a consultation paper on draft RTS published on 14 April 2014 (which, when published in final form and approved by the European Commission, European Parliament and Council of the European Union, will implement the mandatory margining requirement), covered bond vehicles are exempt from such clearing and margining requirements provided certain conditions are met, including that the transactions are for hedging purposes and collateralisation through certain eligible assets. However, as at the date of this Base Prospectus, the RTSs applicable to clearing and margining are currently in draft form only, and no assurance can be given that the exemptions from the clearing and margining requirements for covered bond vehicles will remain in the final approved RTS or that the LLP will qualify for any such exemptions. Further no draft RTS have been published which would relate to mandatory clearing of any of the cross currency swaps entered into by the LLP and therefore it is unclear whether any exemption for covered bond vehicles will be included in any such RTS.

As at the date of this Base Prospectus the LLP considers itself a non-financial counterparty that is part of a group which is above the relevant clearing thresholds and therefore potentially exposed to clearing and margining requirements under EMIR. This classification of the LLP could change over time if its positions, and those of other non-financial entities within the group to which the LLP belongs, in OTC derivatives fluctuate below certain thresholds. If the exemptions discussed above do not apply to covered bond vehicles and the LLP is required to comply with the clearing and/or margining requirements under EMIR, this may give rise to additional costs and expenses for the LLP, which may in turn reduce amounts available to the LLP to make payments under the Covered Bond Guarantee. In addition, compliance by the LLP may also require certain amendments to be made to the Programme and/or the entry into new agreements by the LLP. Further, based on the draft RTS, the exemption from margining discussed above would not be available to any swap counterparty to the LLP, meaning that any such counterparty would be required to comply with margining requirements. The potential impact of margining requirements on the swap counterparties to the LLP is unclear but it is possible that the LLP may find it more difficult or costly to replace any existing swap counterparty following the introduction of mandatory margining.

Dodd-Frank

In the U.S., Title VII of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "**Dodd-Frank Act**") similarly introduced requirements to improve transparency and reduce the risks associated with the derivatives market, which may also affect the LLP. The Dodd-Frank Act established a comprehensive U.S. regulatory regime applicable to a broad range of different types of derivatives contracts (referred to herein as "**covered swaps**"). The Dodd-Frank Act provides the U.S. Commodity Futures Trading Commission ("**CFTC**") and/or the U.S. Securities and Exchange Commission ("**SEC**") with jurisdiction and regulatory authority over covered swaps. Among other things, the Dodd-Frank Act establishes a comprehensive registration and regulatory framework applicable to dealers in covered swaps and other major market participants (collectively, "**swaps entities**"), requires the reporting of data on covered swaps, requires certain types of covered swaps to be exchange-traded or executed on swap execution facilities and/or centrally cleared, and contemplates the imposition of capital requirements on swaps entities and an obligation for swaps entities to call for, and in some cases post, margin in connection with covered swaps that are not centrally cleared.

A covered swap entered into between the LLP and the Issuer or another counterparty that has registered as a swap entity may be subject to certain requirements under the Dodd-Frank Act. The extent of the requirements applicable will depend on whether the counterparty to the Issuer or swap entity is a "U.S. person" or otherwise has a sufficient nexus to the U.S. or not. However, the Dodd-Frank Act has not been fully implemented as at the date of this Base Prospectus. As a result, a complete assessment of the exact nature and effects of the Dodd-Frank Act and the rules adopted or to be adopted thereunder cannot be made at the date of this Base Prospectus. In particular, final rules relating to U.S. capital requirements and margin requirements for covered swaps that are not centrally cleared that are entered into with (a) swaps entities that are regulated by a U.S. prudential regulator (the "**PR Margin Rules**") and (b) swaps entities that are not regulated by a U.S. prudential regulator (the "**CFTC Margin Rules**", and together with the PR Margin Rules, the "**U.S. Margin Rules**"), in each case, including the extraterritorial application of the U.S. Margin Rules, have not been finalized.

Unlike the EMIR draft RTS, the proposed U.S. Margin Rules do not expressly exempt covered bond vehicles, such as the LLP, from the obligation to post margin. The LLP would likely be characterized as a "financial end-user" thereunder and therefore generally would be subject to variation margin requirements in connection with any of its covered swaps. In addition, the LLP may also be subject to initial margin requirements under the U.S. Margin Rules based on the LLP and its affiliates exceeding the threshold established in the U.S. Margin Rules for "material swaps exposure", which is based on the total outstanding notional amount of covered swaps of the LLP and its affiliates. However, as at the date of this Base Prospectus, the U.S. Margin Rules have not been finalized, although they are expected to begin being implemented by as early as 1 December 2015. Further, it is unclear whether U.S. Margin Rules would even apply to a covered swap between the LLP and the Issuer or a swap entity, as the extraterritorial application of the U.S. Margin Rule has also not been finalized. Under the proposed U.S. Margin Rules, a covered swap that is not centrally cleared between the LLP and a non-U.S. swap entity, such as Barclays Bank PLC, generally would not be subject to the U.S. Margin Rules.

If no exemption is available to covered bond vehicles and the LLP is required to comply with the final U.S. Margin Rules, this may give rise to additional costs and expenses for the LLP, which may in turn reduce amounts available to the LLP to make payments under the Covered Bond Guarantee. In addition, compliance by the LLP may also require certain amendments to be made to the Programme and/or the entry into new agreements by the LLP. The potential impact of margining requirements on the swap counterparties to the LLP is unclear but it is possible that the LLP may find it more difficult or costly to replace any existing swap counterparty following the introduction of mandatory margining.

Market Infrastructure Reforms Generally

In addition to those regulations under EMIR and the Dodd-Frank Act described above, it is possible that other additional regulations, and the related expenses and requirements, will increase the cost of and restrict participation in the derivative markets, thereby increasing the costs of engaging in hedging or other transactions and reducing liquidity and the use of the derivative markets.

The new regulation of the derivative markets could adversely affect the Barclays Group's business in these markets and could make it more difficult and expensive to conduct hedging and trading activities, which could in turn reduce the demand for swap dealer and similar services of the Barclays Group. In addition, as a result of these increased costs, the new regulation of the derivative markets may also result in the Barclays Group deciding to reduce its activity in these markets.

(d) supplement the sub-section entitled "*Directors*" under the section entitled "*The Issuer and the Barclays Group*" of the Base Prospectus with the following updated information:

John McFarlane has been appointed as a non-executive Director of the Issuer and Barclays PLC with effect from 1 January 2015 and will succeed Sir David Walker as Chairman of the Issuer and Barclays PLC with effect from the conclusion of the Barclays PLC AGM in 2015. Sir David Walker will step down as Director and Chairman of the Issuer and Barclays PLC with effect from the conclusion of the Barclays PLC AGM in 2015. John McFarlane is currently Chairman of Aviva plc, having joined the Aviva Board in September 2011 and becoming Chairman in July 2012. He is also Chairman of FirstGroup plc and he will be stepping down from both positions at the conclusion of their AGMs in April and July 2015, respectively. The appointment has been approved by the Prudential Regulation Authority and the Financial Conduct Authority. Mr McFarlane will remain a non-executive Director of Westfield Holdings Ltd and Old Oak Holdings Ltd.

(e) supplement the Base Prospectus with the following information relating to legal proceedings:

(i) Legal Proceedings

Save as disclosed under "*The Issuer and the Barclays Group – Legal, Competition and Regulatory Matters*" on pages 86 to 100 of the Base Prospectus (other than under the heading "*—General*" on page 99 of the Base Prospectus) and under "*Other notable items*" on page 5 and "*Group Performance Review – Other Matters*" on pages 9 and 10 of the Q3 Interim Management Statement, there are no 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 Base Prospectus, a significant effect on the financial position or profitability of the Issuer and/or the Barclays Group.

(f) state that there has been no significant change in the financial or trading position of the Issuer or the Barclays Group since 30 June 2014.

This Supplement shall be available on or around the date hereof in electronic form at http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html.

IMPORTANT NOTICES

The Issuer and the LLP each accept responsibility for the information contained in this Supplement and each declare that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of their 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 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

Covered Bonds issued under the Programme has arisen or been noted, as the case may be, since the publication of the Base Prospectus.

2 January 2015

APPENDIX A
SELECTED STATISTICAL INFORMATION

This Appendix A forms part of this Base Prospectus.

The statistical and other information contained in this Appendix A has been compiled by reference to the Mortgage Accounts in the Mortgage Account Portfolio on 1 December 2014 (the "**Cut Off Date**"). Columns stating percentage amounts may not add up to 100 per cent. due to rounding. The Seller has not revalued any of the mortgaged properties since the date of origination of the related Mortgage Account for the purposes of the issue of the Covered Bonds, other than in respect of a Borrower that has remortgaged his Property or in relation to any Property in relation to which the Seller has made a Further Advance. Monthly information in respect of the Mortgage Accounts in the Mortgage Account Portfolio is available to investors as set out in paragraph 2 under "*General Information*" in this Base Prospectus.

Summary of Provisional Asset Pool Characteristics

Aggregate Balance	£21,508,322,235.30
Number of Mortgage Accounts	174,266
Weighted average current LTV (by value)	53.98%
Weighted average current indexed LTV (by value)	48.36%
Weighted average drawable LTV (by value)	61.13%
Weighted average seasoning (by value) Months[8]	66.46
Interest Only (by value)	43.18%
Repayment (by value)	56.82%
> 3 month in arrears (by value)	-

The following table shows the distribution of Mortgaged Properties securing the Mortgage Accounts throughout England, Wales, Northern Ireland and Scotland as of the Cut Off Date. No Mortgaged Property is situated outside of England, Wales, Northern Ireland or Scotland.

Geographical Distribution

Region	Mortgage Account Number	% of Total Number	Balance (£)	% of Aggregate Balance
East Anglia	13,398	7.69%	£1,563,052,483.86	7.27%
East Midlands	9,837	5.65%	£972,069,334.10	4.52%
Greater London	12,577	7.22%	£2,569,502,379.37	11.95%
North	6,831	3.92%	£574,575,356.58	2.67%
North West	16,240	9.32%	£1,586,177,815.56	7.38%
Northern Ireland	4,791	2.75%	£422,133,705.62	1.96%
Scotland	5,947	3.41%	£597,293,280.42	2.78%
South East	57,395	32.94%	£8,380,783,570.12	38.97%
South West	14,844	8.52%	£1,736,606,538.58	8.07%
Wales	8,133	4.67%	£707,818,467.48	3.29%
West Midlands	12,787	7.34%	£1,302,452,599.65	6.06%
Yorks and Humberside	11,486	6.59%	£1,095,856,703.96	5.10%
Total	**174,266**	**100.00%**	**£21,508,322,235.30**	**100.00%**

The following table shows the range of current loan to value, or LTV, ratios, which express the Mortgage Account Balance of a Mortgage Account as at the Cut Off Date divided by the value of the Mortgaged Property securing that Mortgage Account at the same date. The Seller has not revalued any of the Mortgaged Properties since the date of the origination of the related Mortgage Account, other than in respect of a Mortgaged Property of a related Borrower that has remortgaged its property or to which the Seller has made a Further Advance.

[8] Seasoning is the length of time since the Mortgage Accounts were originated as of the Cut Off Date.

Current LTV

Current LTV	Mortgage Account Number	% of Total Number	Balance (£)	% of Aggregate Balance
00% - 20.00%	25,479	14.62%	£923,263,893.29	4.29%
20.01% - 30.00%	20,457	11.74%	£1,508,486,655.55	7.01%
30.01% - 40.00%	24,054	13.80%	£2,379,694,376.48	11.06%
40.01% - 50.00%	26,214	15.04%	£3,292,896,829.24	15.31%
50.01% - 60.00%	28,291	16.23%	£4,312,392,146.56	20.05%
60.01% - 70.00%	26,546	15.23%	£4,655,647,509.22	21.65%
70.01% - 74.99%	11,707	6.72%	£2,153,398,630.18	10.01%
75.00% - 80.00%	8,910	5.11%	£1,755,831,183.85	8.16%
80.01% - 90.00%	2,587	1.49%	£521,962,890.47	2.43%
> 90.00%	21	0.01%	£4,748,120.46	0.02%
Total	**174,266**	**100.00%**	**£21,508,322,235.30**	**100.00%**

The following table shows the range of current drawable loan to value, or LTV, ratios, which express the drawable limit of a Mortgage Account as of the Cut Off Date divided by the value of the Mortgaged Property securing the Mortgage Account as of the same date.

Credit (Maximum Drawable) LTV

Credit (Maximum Drawable) LTV	Mortgage Account Number	% of Total Number	Balance (£)	% of Aggregate Balance
00% - 20.00%	8,148	4.68%	£301,345,429.13	1.40%
20.01% - 30.00%	13,093	7.51%	£790,927,136.64	3.68%
30.01% - 40.00%	19,284	11.07%	£1,496,084,050.72	6.96%
40.01% - 50.00%	24,421	14.01%	£2,481,135,776.26	11.54%
50.01% - 60.00%	30,249	17.36%	£3,875,245,449.92	18.02%
60.01% - 70.00%	33,694	19.34%	£5,116,691,768.68	23.79%
70.01% - 74.99%	16,017	9.19%	£2,544,800,964.91	11.83%
75.00% - 80.00%	18,284	10.49%	£3,023,196,712.91	14.06%
80.01% - 90.00%	11,024	6.33%	£1,869,259,160.57	8.69%
> 90.00%	52	0.03%	£9,635,785.56	0.05%
Total	**174,266**	**100.00%**	**£21,508,322,235.30**	**100.00%**

The following table shows the range of current indexed loan to value, or LTV, ratios, which express the Mortgage Account Balance of a Mortgage Account as of the Cut Off Date divided by the indexed value of the Mortgaged Property securing that Mortgage Account as of the same date (calculated using the Halifax House Price Index).

Indexed LTV

Indexed LTV	Mortgage Account Number	% of Total Number	Balance (£)	% of Aggregate Balance
00% - 20.00%	28,847	16.55%	£1,224,654,117.25	5.69%
20.01% - 30.00%	23,751	13.63%	£2,045,769,457.35	9.51%
30.01% - 40.00%	27,885	16.00%	£3,260,801,230.40	15.16%
40.01% - 50.00%	31,004	17.79%	£4,566,614,939.50	21.23%
50.01% - 60.00%	30,275	17.37%	£5,046,915,531.86	23.47%
60.01% - 70.00%	21,362	12.26%	£3,542,810,335.33	16.47%
70.01% - 74.99%	5,207	2.99%	£849,364,661.86	3.95%
75.00% - 80.00%	2,550	1.46%	£421,129,531.00	1.96%
80.01% - 90.00%	2,333	1.34%	£382,996,157.10	1.78%
>90%	1,052	0.60%	£167,266,273.65	0.78%
Total	**174,266**	**100.00%**	**£21,508,322,235.30**	**100.00%**

Arrears Analysis

Months in Arrears	Mortgage Account Number	% of Total Number	Balance (£)	% of Aggregate Balance
Current	173,326	99.46%	£21,397,796,257.75	99.49%
1 - 2 monthly payments down	786	0.45%	£93,083,602.89	0.43%
2+ - 3 monthly payments down	154	0.09%	£17,442,374.66	0.08%
Total	**174,266**	**100.00%**	**£21,508,322,235.30**	**100.00%**

Repayment Method

Repayment Method	Mortgage Account Number	% of Total Number	Balance (£)	% of Aggregate Balance
Interest Only	54,845	31.47%	£9,288,199,275.03	43.18%
Repayment	119,421	68.53%	£12,220,122,960.27	56.82%
Total	**174,266**	**100.00%**	**£21,508,322,235.30**	**100.00%**

The following table summarises, in respect of the Seller's overall mortgage portfolio, the Seller's experience in administering Mortgage Accounts in arrears for residential Mortgage Accounts originated by the Seller. The following table also summarises the broader industry experience in administering mortgage accounts in arrears, as compiled and made public by the CML. The information set forth below includes information in respect of the Seller's experience in administering Mortgage Loans secured by properties located in England, Wales, Scotland and Northern Ireland.

The Mortgage Accounts used for statistical purposes in the tables below are administered in accordance with the administration policies of the Seller. Covered Bondholders should note the method by which the Seller classifies accounts as being in arrears, which is described under "*Summary of the Principal Documents - Administration Agreement – Arrears practice in respect of the Mortgage Loans*" in this Base Prospectus, and which is important in helping Covered Bondholders to understand arrears experience of the Seller as set forth in the following table.

Percentage of number of mortgage accounts that are more than 3 months in Arrears

	2009 Q1	2009 Q2	2009 Q3	2009 Q4	2010 Q1	2010 Q2	2010 Q3	2010 Q4	2011 Q1
Barclays	0.99%	0.99%	0.95%	0.95%	0.91%	0.89%	0.85%	0.87%	0.86%
CML[9]	2.37%	2.50%	2.44%	2.40%	2.35%	2.23%	2.18%	2.16%	2.12%

Percentage of number of mortgage accounts that are more than 3 months in Arrears

	2011 Q2	2011 Q3	2011 Q4	2012 Q1	2012 Q2	2012 Q3	2012 Q4	2013 Q1	2013 Q2
Barclays	0.86%	0.81%	0.77%	0.75%	0.74%	0.76%	0.73%	0.75%	0.73%
CML[10]	2.10%	2.06%	1.98%	1.95%	1.93%	1.93%	1.91%	1.89%	1.82%

Percentage of number of mortgage accounts that are more than 3 months in Arrears

	2013 Q3	2013 Q4	2014 Q1	2014 Q2	2014 Q3
Barclays	0.69%	0.70%	0.71%	0.68%	0.62%
CML[11]	1.75%	1.68%	1.59%	1.51%	1.42%

[9] The pre-2009 CML data comprises estimates in respect of the membership of the CML only. The 2009 data is in respect of the entire first-charge mortgage market.

[10] The pre-2009 CML data comprises estimates in respect of the membership of the CML only. The 2009 data is in respect of the entire first-charge mortgage market.

[11] The pre-2009 CML data comprises estimates in respect of the membership of the CML only. The 2009 data is in respect of the entire first-charge mortgage market.