

**Supplement Number 3 dated 14 February 2012
to the Base Prospectus dated 26 August 2011**



**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 26 August 2011, the base prospectus supplement dated 12 December 2011 and the base prospectus supplement dated 3 January 2012 which together constitute a base prospectus (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 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.

The purpose of this Supplement is to incorporate the following information into the Base Prospectus:

- (a) the unaudited Preliminary Results Announcement of Barclays PLC and the Issuer each as filed with the SEC on Form 6-K on Film Number 12594116 on 10 February 2012 in respect of the year ended 31 December 2011 (the "**Preliminary Results Announcement**"); and
- (b) the capitalisation and indebtedness table of the Issuer and the Barclays Group as at 31 December 2011 as filed with the SEC on Form 6-K on Film Number 12594116 as Exhibit 99.4 on 10 February 2012 (the "**2011 Capitalisation and Indebtedness Table**").

For as long as any of the Covered Bonds issued under the Programme are admitted to trading on the Regulated Market of the London Stock Exchange plc and the rules of the FSA so require, for the life of the Base Prospectus, copies of the Preliminary Results Announcement and the 2011 Capitalisation and Indebtedness Table 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 Citibank N.A., London Branch as principal paying agent, currently located at Citigroup Centre, Canada Square, London E14 5LB.

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 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 Covered Bonds 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 into 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 into this Supplement.

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

14 February 2012