

**Supplement Number 2 dated 10th November, 2010
to the Base Prospectus dated 15th June, 2010**



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 15th June, 2010, as supplemented by the base prospectus supplement dated 10th August, 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, 2008 and 31st December, 2009 (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, 2008 (the "**2008 Bank Annual Report**") and 31st December, 2009 (the "**2009 Bank Annual Report**"), respectively;
- (c) the unaudited Interim Results Announcement of Barclays PLC as filed with the SEC on Form 6-K on Film Number 10994321 on 5th August, 2010 in respect of the six months ended 30th June, 2010 (the "**Interim Results Announcement**") and the unaudited Interim Results Announcement of the Bank in respect of the six months ended 30th June, 2010 (the "**Bank Interim Results Announcement**"), with the exception of the sections headed "Performance Highlights", "Group Chief Executive's Review" and "Group Finance Director's Review" on pages 1-12 inclusive of the Bank Interim 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, 2010 as filed with the SEC on Form 6-K on Film Number 101176037 on 9th November, 2010 (the "**Capitalisation and Indebtedness Table**");
- (e) the unaudited Interim Management Statement of the Company as filed with the SEC on Form 6-K on Film Number 101176037 on 9th November, 2010 in respect of the nine months ended 30th September, 2010 (the "**Interim Management Statement**"); and
- (f) the terms and conditions set out on pages 45 to 69 of the base prospectus dated 8th June, 2009 (the "**2009 Conditions**"), 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 the information contained within the Joint Annual Report filed on Form 20-F:

Section 1 — Business review

Financial review	3
Our people	51

Corporate sustainability	52
Section 2 — Risk Management and Governance	
Risk management	54
Board and Executive Committee	119
Directors' report	122
Corporate governance report	126
Remuneration report	145
Accountability and audit	162
Section 3 — Financial statements	
Presentation of information	165
Independent Registered Public Accounting Firm's report — Barclays PLC	166
Consolidated accounts Barclays PLC	167
Barclays Bank PLC data	283
Section 4 — Shareholder information	302

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 2008 Bank Annual Report and the 2009 Bank Annual Report.

On 1st January, 2010, for management reporting purposes, the Group reorganised its activities under three business groupings: Global Retail Banking, Corporate and Investment Banking and Barclays Wealth and Absa. The Group retains its Head Office and Other Operations activity. The Joint Annual Report has not been retrospectively restated to reflect the new group structure, however the comparative information for the six months ended 30th June, 2009 and the six months from 1st July, 2009 to 31st December, 2009 have been re-presented in the Interim Results Announcement and the Bank Interim Results Announcement to reflect the new operating segments. For further information, please see Note 31 of the Interim Results Announcement and Note 19 of the Bank Interim Results Announcement. Had the financial statements been prepared in accordance with accounting principles generally accepted in the United States of America, the amounts would have been retrospectively revised for this change in the group structure.

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 delete paragraph 8(ii) at pages 101 to 102 inclusive of the Base Prospectus under the Section entitled "General Information", and to insert the following in its place:

"(ii) the Joint Annual Report, the 2008 Bank Annual Report, the 2009 Bank Annual Report, the Interim Results Announcement, the Bank Interim Results Announcement, the Interim Management Statement, and the Capitalisation and Indebtedness Table;"

10th November, 2010