



**BARCLAYS PLC**  
*(incorporated with limited liability in England)*

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

as Issuers

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**£30,000,000,000**  
**Debt Issuance Programme**

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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 and by the base prospectus supplement dated 8th August, 2008 (together, the "**Base Prospectus**") prepared by Barclays PLC and Barclays Bank PLC (the "**Issuers**") with respect to their £30,000,000,000 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.

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.

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

The purpose of this Supplement is to add the following paragraphs at the end of the section headed "*The Issuers and the Group - Recent Developments*" on page 69 of the Base Prospectus:

"On 18th September, 2008, the Board of Barclays PLC announced the completion of a placing. A total of 226 million new Barclays Ordinary Shares of 25 pence each (the "**Placing Shares**") issued by Barclays were placed with certain institutions at a price of 310 pence per Placing Share. Based on the placing price, the gross proceeds were £701 million.

On 17th September, 2008, the Board of Barclays PLC announced that Barclays had agreed, subject to US Court and relevant regulatory approvals, to acquire Lehman Brothers North American investment banking and capital markets operations and supporting infrastructure. Following receipt on 19th September, 2008 of approval from the United States Bankruptcy court for the Southern District of New York, on 22nd September, 2008 Barclays completed such acquisition. Barclays also acquired the New York headquarters of Lehman Brothers as well as two data centres."

2nd October, 2008