



BARCLAYS BANK PLC
(incorporated with limited liability in England)
as Issuer

£30,000,000,000
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 7th June, 2007, as supplemented by the base prospectus supplement dated 4th September, 2007 and by the base prospectus supplement dated 10th October, 2007 (together, the “**Base Prospectus**”) prepared by Barclays Bank PLC (the “**Issuer**”) with respect to its £30,000,000,000 Debt Issuance Programme (the “**Programme**”). 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. 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 Issuer.

The Issuer 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 purposes of this Supplement are:

1. To amend Condition 9(3)(a) of the Conditions of the Notes on page 61 of the Base Prospectus, as set out below:

“(a) If the Issuer shall not make payment in respect of the Notes (in the case of any payment of principal) for a period of 7 days or more after the due date for the same or (in the case of any payment of interest) for a period of 14 days or more after an Interest Payment Date unless the Issuer has opted not to pay interest on such Interest Payment Date, the Trustee may at its discretion and without further notice institute proceedings in England for the winding up of the Issuer, provided that the Issuer shall not be in default if during the 14 days after the date on which the Trustee instituted proceedings it satisfies the Trustee that such Withheld Amounts were not paid in order to comply with a mandatory law, regulation or order of any court of competent jurisdiction. Where there is doubt as to the validity or applicability of any such law, regulation or order, the Issuer will not be in default if it acts on the advice given to it during such 7 or 14 day period as the case may be by independent legal advisers approved by the Trustee.”.

2. 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:

- the joint Annual Report of Barclays PLC and the Issuer, as filed with the SEC on Form 20-F in respect of the years ended 31st December, 2005 and 31st December, 2006, respectively (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 and the Annual Reports of the Issuer containing the audited consolidated accounts of the Issuer in respect of the years ended 31st December, 2005 (the “**2005 Issuer Annual Report**”) and 31st December, 2006 (the “**2006 Issuer Annual Report**”), respectively;
- the Current Report of Barclays PLC as filed with the SEC on Form 6-K on 31st May, 2007, in respect of a settlement reached between the SEC and Barclays PLC in relation to an SEC investigation into certain actions by a proprietary trading desk at Barclays PLC;
- the Barclays PLC Group Reporting Changes in 2007 as filed with the SEC on Form 6-K on 19th June, 2007;
- the interim unaudited results of Barclays PLC and the Issuer (the “**Interim Results**”) as of, and for the six months ended 30th June, 2007 and the supplemental U.S. GAAP information all as filed with the SEC on Form 6-K on 14th September, 2007; and
- the capitalisation and indebtedness table of the Issuer and the Group as at 30th June, 2007 as filed with the SEC on Form 6-K on 7th November, 2007.

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:

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Barclays PLC and the Issuer have applied IFRS from 1st January, 2004, with the exception of the standards relating to financial instruments (IAS 32 and IAS 39) and insurance contracts (IFRS 4) which were applied with effect from 1st January, 2005. Therefore, in the Joint Annual Report and the 2005 Issuer Annual Report, the impacts of adopting IAS 32, IAS 39 and IFRS 4 are not included in the 2004 comparatives in accordance with First-time Adoption of International Financial Reporting Standards (IFRS 1). The results for 2005 are therefore not entirely comparable to those for 2004 in the affected areas. A summary of the significant accounting policies for Barclays PLC and the Issuer is included in each of the Joint Annual Report, the 2005 Issuer Annual Report and the 2006 Issuer Annual Report.

If at any time the Issuer 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, the 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 Gilt Edged and Fixed Interest Market of the London Stock Exchange, shall constitute a supplemental base prospectus as required by the FSA and Section 87 of the FSMA. ”.

3. 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 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 the Issuer;
- (ii) the joint Annual Report of Barclays PLC and the Issuer, as filed with the SEC on Form 20-F in respect of the years ended 31st December, 2005 and 31st December, 2006, respectively and the Annual Reports of the Issuer containing the audited consolidated accounts of the Issuer for the financial years ended 31st December, 2005 and 2006, respectively;
- (iii) the Current Report of Barclays PLC as filed with the SEC on Form 6-K on 31st May, 2007, in respect of a settlement reached between the SEC and Barclays PLC in relation to an SEC investigation into certain actions by a proprietary trading desk at Barclays PLC;
- (iv) the Barclays PLC Group Reporting Changes in 2007 as filed with the SEC on Form 6-K on 19th June, 2007;
- (v) the interim unaudited results of Barclays PLC and the Issuer as of, and for the six months ended 30th June, 2007 and the supplemental U.S. GAAP information all as filed with the SEC on Form 6-K on 14th September, 2007;
- (vi) the capitalisation and indebtedness table of the Issuer and the Group as at 30th June, 2007 as filed with the SEC on Form 6-K on 7th November, 2007;
- (vii) the Distribution Agreement;
- (viii) the Trust Deed;
- (ix) the Agency Agreement;

- (x) the current Base Prospectus in respect of the Programme;
- (xi) any supplementary base prospectus published since the most recent base prospectus was published and any documents incorporated therein by reference;
- (xii) 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
- (xiii) 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). ”.

8 November, 2007