

**Supplement Number 5 dated 22nd March, 2011
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 supplements dated 10th August, 2010, 10th November, 2010, 3rd March, 2011 and 21st March, 2011 (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.

This Supplement has been prepared in order to incorporate certain updates to the financial information incorporated by reference.

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 (as supplemented in Supplement Number 3 dated 3rd March, 2011) by (i) deleting paragraphs (a) and (b) and replacing them with the following, new paragraphs (a) and (b); and (ii) deleting paragraphs (c) and (d) and re-numbering paragraphs (e) and (f) as paragraphs (c) and (d), in each case 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:

- (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, 2009 and 31st December, 2010 (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, 2009 (the "**2009 Bank Annual Report**") and 31st December, 2010 (the "**2010 Bank Annual Report**"), respectively;
 - (c) the capitalisation and indebtedness table of the Bank and the Group as at 31st December, 2010 as filed with the SEC on Form 6-K on Film Number 11613689 as Exhibit 99.3 on 15th February, 2011 (the "**Capitalisation and Indebtedness Table**"); and
 - (d) 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".
2. **To replace in its entirety the table on page 8 which sets out the relevant page references for the information contained within 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 with the following table which sets out the relevant page references for the information contained within the Joint Annual Report:**

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3. **To delete in its entirety the paragraph which immediately follows the above table at page 8 of the Base Prospectus and replace it with the following:**

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 2009 Bank Annual Report and the 2010 Bank Annual Report.

4. **To delete in its entirety the penultimate paragraph of the section entitled "Information Incorporated by Reference" at page 8 of the Base Prospectus (as supplemented in Supplements No. 2 on 10th November, 2010 and No. 3 on 3rd March, 2011) and replace it with the following:**

On 1st January, 2010, for management reporting purposes, the Group reorganised its activities under the following business groupings: UK Retail Banking, Barclaycard, Western Europe Retail Banking, Barclays Africa, ABSA, Barclays Capital, Barclays Corporate, Barclays Wealth, Investment Management and Head Office Functions and Other Operations. In each of the Joint Annual Report and the 2010 Bank Annual Report, the comparative information has been restated to reflect this reorganisation.

5. **To delete paragraph 8(ii) (in relation to documents on display) at pages 101 to 102 inclusive of the Base Prospectus under the Section entitled "General Information", and to replace it with the following, new paragraph 8(ii):**

"(ii) the Joint Annual Report, the 2009 Bank Annual Report, the 2010 Bank Annual Report and the Capitalisation and Indebtedness Table;"

22nd March, 2011