

FINAL TERMS



BARCLAYS BANK PLC

(Incorporated with limited liability in England and Wales)

GBP 999,000 Warrant Linked Securities due December 2015 (the "**Tranche 2 Securities**") to be consolidated and to form a single Series with the GBP 1,000,000 Warrant Linked Securities due December 2015, and issued on 4 December 2013 pursuant to the Global Structured Securities Programme (the "**Tranche 1 Securities**")

Issue Price: 100 per cent.

This document constitutes the final terms of the Securities (the "**Final Terms**") described herein for the purposes of Article 5.4 of the Prospectus Directive and is prepared in connection with the Global Structured Securities Programme established by Barclays Bank PLC (the "**Issuer**"). These Final Terms are supplemental to and should be read in conjunction with the GSSP Base Prospectus 5 dated 10 June 2013, as supplemented on 10 October 2013, which constitutes a base prospectus (the "**Base Prospectus**") for the purpose of the Prospectus Directive. Full information on the Issuer and the offer of the Securities is only available on the basis of the combination of these Final Terms and the Base Prospectus. A summary of the individual issue of the Securities is annexed to these Final Terms.

The Base Prospectus is available for viewing at <http://www.barclays.com/InvestorRelations/DebtInvestors> and during normal business hours at the registered office of the Issuer and the specified office of the Issue and Paying Agent for the time being in London, and copies may be obtained from such office. Words and expressions defined in the Base Prospectus and not defined in this document shall bear the same meanings when used herein.

Barclays

Final Terms dated 16 December 2013

Part A – CONTRACTUAL TERMS

1.
 - a. Series number: NX000138718
 - b. Tranche number: 2

The Securities shall be consolidated and form a single series with the Tranche 1 Securities but shall not be fungible with the Tranche 1 Securities until such time as the clearing systems recognise the Securities to be fungible with the Tranche 1 Securities
2. Currency: GBP
3. Securities:
 - a. Aggregate Nominal Amount as at the Issue Date:
 - (i) Tranche: GBP 999,000
 - (ii) Series: GBP 1,999,000
 - b. Specified Denomination: GBP 1,000
 - c. Minimum Tradable Amount: GBP 100,000
 - d. Calculation Amount: Specified Denomination
4. Issue Price: 100 per cent. of par
5. Issue Date: 16 December 2013
6. Scheduled Redemption Date: 4 December 2015
7. Warrant linked Securities:
 - (i) Underlying Warrant(s) and Underlying Warrant Reference Asset(s): 10 Warrants (an "**Underlying Warrant**") linked to the the S&P 500 Index and EuroStoxx 50 Index (the "**Underlying Warrant Reference Asset**") issued by Barclays Bank PLC (ISIN: GB00B8MNN585; Series Number: NX000138719)
 - (ii) Final Valuation Date: 27 November 2015, subject as in General Condition 5 (c) (*Final Redemption – Relevant Defined Terms*)
 - (iii) Valuation Time: As specified in General Condition 5 (c) (*Final Redemption – Relevant Defined Terms*)
8. Form of Securities: Bearer Securities
Permanent Global Security

NGN Form: Applicable

CGN Form: Not Applicable

CDIs: Not Applicable

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| 9. | Trade Date: | 9 December 2013 |
| 10. | Early Redemption Notice Period Number: | As specified in General Condition 22.1 (<i>Definitions</i>) |
| 11. | Additional Business Centre(s): | Not Applicable |
| 12. | Determination Agent: | Barclays Bank PLC |
| 13. | Common Safekeeper: | Clearstream |
| 14. | a. Names of Managers: | Barclays Bank PLC |
| | b. Date of underwriting agreement: | Not Applicable |

Part B - OTHER INFORMATION

1. **LISTING AND ADMISSION TO TRADING** Application is expected to be made by the Issuer (or on its behalf) for the Securities to be listed on the Official List and admitted to trading on the Regulated Market of the London Stock Exchange

The Securities shall not be fungible with the Tranche 1 Securities until such time as the Securities are listed and admitted to trading as indicated above.

2. **RATINGS**

Ratings: The Securities have not been individually rated.

3. **INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE OFFER**

Save for any fees payable to the Manager(s), save for any trading and market-making activities of the Issuer and/or its affiliates in the Underlying Warrant, the hedging activities of the Issuer and/or its affiliates and the fact that the Issuer is the Determination Agent in respect of the Securities and the determination agent in respect of the Underlying Warrant, so far as the Issuer is aware, no person involved in the offer of the Securities has an interest material to the offer.

4. **REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**

- (i) Reasons for the offer: Making profit and/or hedging purposes
(ii) Estimated net proceeds: Not Applicable
(iii) Estimated total expenses: Not Applicable

5. **PERFORMANCE OF THE UNDERLYING WARRANT AND OTHER INFORMATION CONCERNING THE UNDERLYING WARRANT**

The value of the Notes will depend upon the performance of the Underlying Warrant which is:

10 Warrants linked to the S&P 500 Index and EuroStoxx 50 Index issued by Barclays Bank PLC (ISIN: GB00B8MNN585; Series Number: NX000138719)

The Warrant Value in respect of the Underlying Warrant will be published on each Business Day on GB00B8MNN585=RIC.

Details of the past performance and volatility of the Underlying Warrant Reference Asset may be obtained from Reuters page “.STOXX50E” and “.SPX”. The terms and conditions of the Underlying Warrant are available on <http://group.barclays.com/prospectuses-and-documentation/structured-securities/final-terms>

Index Disclaimer: S&P 500 Index and EURO STOXX 50® Index

6. **OPERATIONAL INFORMATION**

- (i) ISIN Code: XS0983464909
(ii) Common Code: 098346490

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| (iii) | Name(s) and address(es) of any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s): | Not Applicable |
| (iv) | Delivery: | Delivery free of payment. |

7. DISTRIBUTION

Name and address of financial intermediary/ies authorised to use the Base Prospectus (" Authorised Offeror(s) "):	Not Applicable
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Offer period for which use of the Base Prospectus is authorised by the Authorised Offeror(s) (" Offer Period "):	Not Applicable
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Other conditions for use of this Prospectus by the Authorised Offeror(s):	Not Applicable
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8. TERMS AND CONDITIONS OF THE OFFER

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| (i) | Offer Price: | Not Applicable |
| (ii) | Conditions to which the offer is subject: | Not Applicable |
| (iii) | Description of the application process: | Not Applicable |
| (iv) | Details of the minimum and/or maximum amount of application: | Not Applicable |
| (v) | Details of method and time limits for paying up and delivering the Securities: | Not Applicable |
| (vi) | Manner in and date on which results of the offer are to be made public: | Not Applicable |
| (vii) | Whether tranche(s) have been reserved for certain countries: | Not Applicable |
| (viii) | Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made: | Not Applicable |

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| (ix) | Amount of any expenses and taxes specifically charged to the subscriber or purchaser: | Not Applicable |
| (x) | Name(s) and address(es) to the extent known to the Issuer, of the placers in the various countries where the offer takes place: | Not Applicable |

SUMMARY

Summaries are made up of disclosure requirements known as 'elements'. These elements are numbered in sections A – E (A.1 – E.7).

This Summary contains all the elements required to be included in a summary for these types of securities and issuer. Because some elements are not required to be addressed, there may be gaps in the numbering sequence of the elements.

Even though an element may be required to be inserted in the summary because of the type of securities and issuer, it is possible that no relevant information can be given regarding the element. In this case a short description of the element is included in the summary after the words 'not applicable'.

Section A – Introduction and Warnings		
A.1	Introduction and Warnings	<p>This Summary should be read as an introduction to the Base Prospectus. Any decision to invest in Securities should be based on consideration of the Base Prospectus as a whole, including any information incorporated by reference, and read together with the Final Terms.</p> <p>Where a claim relating to the information contained in the Base Prospectus is brought before a court, the plaintiff might, under the national legislation of the relevant Member State of the European Economic Area, have to bear the costs of translating the Base Prospectus before the legal proceedings are initiated.</p> <p>No civil liability shall attach to any responsible person solely on the basis of this Summary, including any translation thereof, unless it is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus or it does not provide, when read together with the other parts of the Base Prospectus, key information in order to aid investors when considering whether to invest in the Securities.</p>
A.2	Consent by the Issuer to the use of prospectus in subsequent resale or final placement of Securities, indication of offer period and conditions to consent for subsequent resale or final placement, and warning	<p>The Issuer may provide its consent to the use of the Base Prospectus and Final Terms for subsequent resale or final placement of Securities by financial intermediaries, provided that the subsequent resale or final placement of Securities by such financial intermediaries is made during the offer period specified in the Final Terms. Such consent may be subject to conditions which are relevant for the use of the Base Prospectus.</p> <p>Not applicable; the Issuer does not consent to the use of the Base Prospectus for subsequent resales.</p>

Section B - Issuer		
B.1	Legal and commercial name of the Issuer	The Securities are issued by Barclays Bank PLC (the "Issuer")
B.2	Domicile and legal form of the Issuer, legislation under which the Issuer operates and country of incorporation of Issuer	The Issuer is a public limited company registered in England and Wales. The Issuer was incorporated on 7 August 1925 under the Colonial Bank Act 1925 and, on 4 October 1971, was registered as a company limited by shares under the Companies Act 1948 to 1967. Pursuant to The Barclays Bank Act 1984, on 1 January 1985, the Issuer was re-registered as a public limited company.
B.4b	Known trends affecting the Issuer and industries in which the Issuer operates	<p>The business and earnings of the Issuer and its subsidiary undertakings (together, the "Group") can be affected by the fiscal or other policies and other actions of various governmental and regulatory authorities in the UK, EU, US and elsewhere, which are all subject to change. The regulatory response to the financial crisis has led and will continue to lead to very substantial regulatory changes in the UK, EU and US and in other countries in which the Group operates. It has also (amongst other things) led to (i) a more assertive approach being demonstrated by the authorities in many jurisdictions; and (ii) enhanced capital and liquidity requirements (for example pursuant to the Capital Requirements Directive 4). Any future regulatory changes may restrict the Group's operations, mandate certain lending activity and impose other, significant compliance costs.</p> <p>Known trends affecting the Issuer and the industry in which the Issuer operates include:</p> <ul style="list-style-type: none"> • continuing political and regulatory scrutiny of the banking industry which is leading to increased or changing regulation that is likely to have a significant effect on the industry; • general changes in regulatory requirements, for example, prudential rules relating to the capital adequacy framework and rules designed to promote financial stability and increase depositor protection; • the US Dodd-Frank Wall Street Reform and Consumer Protection Act, which contains far reaching regulatory reform (including restrictions on proprietary trading and fund-related activities (the so-called "Volcker rule")); • recommendations by the Independent Commission on Banking that: (i) the UK and EEA retail banking activities of a UK bank or building society should be placed in a legally distinct, operationally separate and economically independent entity (so-called 'ring-fencing'); and (ii) the loss-absorbing capacity of ring-fenced banks and UK-headquartered global systemically important banks (such as the Issuer) should be increased to levels higher than the Basel 3 proposals; • investigations by the Office of Fair Trading into Visa and MasterCard credit and debit interchange rates, which may have

		<p>an impact on the consumer credit industry;</p> <ul style="list-style-type: none"> investigations by regulatory bodies in the UK, EU and US into submissions made by the Issuer and other panel members to the bodies that set various interbank offered rates such as the London Interbank Offered Rate ("LIBOR") and the Euro Interbank Offered Rate ("EURIBOR"); and changes in competition and pricing environments.
B.5	Description of group and Issuer's position within the group	<p>The Group is a major global financial services provider.</p> <p>The whole of the issued ordinary share capital of the Issuer is beneficially owned by Barclays PLC, which is the ultimate holding company of the Group.</p>
B.9	Profit forecast or estimate	Not Applicable; the Issuer has chosen not to include a profit forecast or estimate.
B.10	Nature of any qualifications in audit report on historical financial information	Not Applicable; the audit report on the historical financial information contains no such qualifications.
B.12	Selected key financial information; No material adverse change and no significant change statements	<p>Based on the Group's audited financial information for the year ended 31 December 2012, the Group had total assets of £1,490,747 million (2011: £1,563,402 million), total net loans and advances of £466,627 million (2011: £478,726 million), total deposits of £462,806 million (2011: £457,161 million), and total shareholders' equity of £62,894 million (2011: £65,170 million) (including non-controlling interests of £2,856 million (2011: £3,092 million)). The profit before tax from continuing operations of the Group for the year ended 31 December 2012 was £99 million (2011: £5,974 million) after credit impairment charges and other provisions of £3,596 million (2011: £3.802 million). The financial information in this paragraph is extracted from the audited consolidated financial statements of the Issuer for the year ended 31 December 2012.</p> <p>There has been no material adverse change in the prospects of the Issuer or the Group since 31 December 2012.</p> <p>There has been no significant change in the financial or trading position of the Issuer or the Group since 31 December 2012.</p>
B.13	Recent events particular to the Issuer which are materially relevant to the evaluation of Issuer's solvency	<p>On 6 December 2012, the Issuer announced that it had agreed to combine the majority of its Africa operations (the "Portfolio") with Absa Group Limited ("Absa"). The proposed combination is to be effected by way of an acquisition by Absa of the Portfolio for a consideration of 129,540,636 Absa ordinary shares (representing a value of approximately £1.3 billion). As a result of the transaction, the Issuer's stake in Absa will increase from 55.5 per cent. to 62.3 per cent.</p> <p>On 9 October 2012, the Issuer announced that it had agreed to acquire the deposits, mortgages and business assets of ING Direct UK. Under the terms of the transaction, the Issuer will acquire a deposit book with balances of £10.9 billion and a mortgage book with outstanding balances</p>

		<p>of £5.6 billion (as at 31 August 2012).</p> <p>On 22 May 2012, the Issuer announced that it had agreed to dispose of the Issuer's entire holding in BlackRock, Inc. ("BlackRock") pursuant to an underwritten public offer and a partial buy-back by BlackRock. On disposal, the Issuer received net proceeds of approximately US \$5.5 billion (£3.5 billion).</p> <p>On 12 February 2013, the Issuer announced the outcome of a strategic review. As a result of certain commitments made in the review, the Group incurred a restructuring charge of approximately £154 million in the first quarter of 2013 and expects to incur costs associated with implementing the restructuring plan of £1 billion in 2013, £1 billion in 2014 and £0.7 billion in 2015.</p>
B.14	Dependency of Issuer on other entities within the group	<p>The whole of the issued ordinary share capital of the Issuer is beneficially owned by Barclays PLC, which is the ultimate holding company of the Group.</p> <p>The financial position of the Issuer is dependent on the financial position of its subsidiary undertakings.</p>
B.15	Description of Issuer's principal activities	<p>The Group is a major global financial services provider engaged in retail and commercial banking, credit cards, investment banking, wealth management and investment management services with an extensive international presence in Europe, United States, Africa and Asia.</p>
B.16	Description of whether the Issuer is directly or indirectly owned or controlled and by whom and nature of such control	<p>The whole of the issued ordinary share capital of the Issuer is beneficially owned by Barclays PLC, which is the ultimate holding company of the Issuer and its subsidiary undertakings.</p>
Section C - Securities		
C.1	Type and class of securities being offered	<p>Securities described in this Summary (the "Securities") are derivative securities and are issued as notes.</p> <p>The Securities will not bear interest.</p> <p>If the Securities have not redeemed early they will redeem on the scheduled redemption date and the amount paid will be a redemption amount that is linked to the change in value of one or more specified warrants which may fluctuate up or down depending on the performance of the reference asset(s) to which they are linked.</p> <p>Securities will be cleared through a clearing system and may be held in bearer form. Certain Securities may be in dematerialised and uncertificated book-entry form. Title to cleared Securities will be determined by the books of the relevant clearing system.</p> <p>Securities will be issued in one or more series (each a "Series") and each Series may be issued in tranches (each a "Tranche") on the same or</p>

		<p>different issue dates. The Securities of each Series are intended to be interchangeable with all other Securities of that Series. Each Series will be allocated a unique Series number and an identification code.</p> <p>The Securities are transferable obligations of the Issuer that can be bought and sold by investors in accordance with the terms and conditions set out in the Base Prospectus as completed by the final terms document (the "Final Terms").</p> <p>Form: The Securities will initially be issued in global bearer form and may be exchanged for definitive securities if the clearing system ceases doing business, or if the Issuer fails to make payments when due.</p> <p>Identification: Series Number: NX000138718; Tranche Number: 2</p> <p>Identification Codes: ISIN Code: XS0983464909; Common Code: 098346490</p> <p>Governing Law: The Securities will be governed by English law.</p>
C.2	Currency	<p>Subject to compliance with all applicable laws, regulations and directives, Securities may be issued in any currency.</p> <p>The Securities will be denominated in pounds sterling ("GBP")</p>
C.5	Description of restrictions on free transferability of the Securities	<p>With respect to the United States, Securities offered and sold outside the United States to non-US persons in reliance on 'Regulation S' must comply with transfer restrictions. Securities held in a clearing system will be transferred in accordance with the rules, procedures and regulations of that clearing system.</p> <p>Subject to the above, the Securities will be freely transferable.</p>
C.8	Description of rights attached to the Securities and limitations of those rights; ranking of the Securities	<p>Price: Securities will be issued at 100% of par. The minimum denomination will be the calculation amount in respect of which redemption amounts will be calculated.</p> <p>Status: Securities are direct, unsubordinated and unsecured obligations of the Issuer and rank equally among themselves.</p> <p>Taxation: All payments in respect of the Securities shall be made without withholding or deduction for or on account of any taxes imposed by the Issuer's country of incorporation (or any authority or political subdivision thereof or therein) unless such withholding or deduction is required by law. In the event that any such withholding or deduction is required by law, the Issuer will, save in limited circumstances, be required to pay additional amounts to cover the amounts so withheld or deducted.</p> <p>Additional Disruption Events: If there is a change in applicable law, a currency disruption, an extraordinary market disruption or a tax event affecting the Issuer's ability to fulfil its obligations under the Securities, the terms of the Securities may be adjusted and/or the Securities may be redeemed early, without the consent of investors.</p> <p>Consequences of a Warrant Termination Event: If there is (i) a cancellation or termination of one or more of the Underlying Warrant (other than by scheduled exercise or automatic exercise pursuant to its terms) or (ii) a specified early cancellation event in respect of the</p>

		<p>Underlying Warrant, the Securities shall be redeemed early.</p> <p>Events of default: If the Issuer fails to make any payment due under the Securities or breaches any other provision of the Securities (and, in each case, such failure is not remedied within 30 days) or the Issuer is subject to a winding-up order, the Securities will become immediately due and payable, upon notice being given by the holder.</p> <p>Unlawfulness: If the Issuer determines that the performance of any of its obligations under the Securities has become unlawful the Securities may be redeemed early at the option of the Issuer.</p> <p>In each case, the amount due in respect of the Calculation Amount for each Security will be an amount determined by the Determination Agent in good faith and in a commercially reasonable manner on the same basis as that which would have determined the amount due on final redemption except that the final value in respect of any Underlying Warrant shall be its value as of the day on which the disruption or termination event, event of default or unlawfulness, as the case may be, occurs.</p> <p>Meetings: The Securities contain provisions for investors to call and attend meetings to vote upon proposed amendments to the terms of the Securities or to pass a written resolution in the absence of such a meeting. These provisions permit defined majorities to approve certain amendments that will bind all holders, including holders who did not attend and vote at the relevant meeting and holders who voted in a manner contrary to the majority.</p> <p>The issue price of the Securities is 100 per cent. of par. The denomination of each Security is GBP 1,000.</p>
C.11	Listing and admission to trading	<p>Securities may be listed and admitted to trading on a regulated market in the United Kingdom.</p> <p>Application is expected to be made by the Issuer to list the Securities on the official list of the UK Listing Authority and admit the Securities to trading on the regulated market of the London Stock Exchange with effect from 16 December 2013 (the "Issue Date").</p>
C.15	Description of how the value of the investment is affected by the value of the underlying instrument	<p>Payments of principal are determined by Barclays Bank PLC as "Determination Agent" by reference to the change in value of 10 Warrants issued by Barclays Bank PLC (ISIN: GB00B8MNN585; Series Number: NX000138719) (the "Underlying Warrant") which may fluctuate up or down depending on the performance of the the S&P 500 Index and EuroStoxx 50 Index (the "Underlying Warrant Reference Asset"). A decrease in the value of the Underlying Warrant which is due in turn to the performance of the Underlying Warrant Reference Asset will reduce the redemption amount payable on the Securities. The value of the Underlying Warrant will be published on each Business Day on GB00B8MNN585=RIC. Details of the past and future performance and the volatility of the Underlying Warrant Reference Asset may be obtained from Reuters pages ".STOXX50E" and ".SPX"</p>
C.16	Expiration or maturity date of	<p>The Securities are scheduled to redeem on the scheduled redemption date. Such scheduled redemption date may be delayed if the determination of any value used to calculate an amount payable under</p>

	the securities	<p>the Securities is delayed (including where the valuation of any Underlying Warrant is delayed in accordance with its terms).</p> <p>The scheduled redemption date of the Securities will be 4 December 2015.</p>
C.17	Settlement Procedure	<p>Securities will be delivered on the specified issue date either against payment of the issue price or free of payment of the issue price of the Securities. Securities may be cleared and settled through Euroclear, Clearstream or CREST.</p> <p>Securities will be delivered on 16 December 2013 (the “Issue Date”) free of payment of the issue price of the Securities.</p> <p>The Securities are cleared and settled through Euroclear/Clearstream.</p> <p>Interests in the Securities will be constituted though the issuance of CDIs, issued, held, settled and transferred through CREST, representing interests in the Securities underlying the CDIs. CDIs are independent securities under English law and will be issued by Barclays Bank PLC. Holders of CDIs will not be entitled to deal in the Securities directly and all dealings in the Securities must be effected through CREST in relation to the holding of CDIs.</p>
C.18	Description of how the return on derivative Securities takes place	<p>The return on, and value of, the Securities will be linked to changes in the value of the Underlying Warrant, the value of which is dependent on the performance of the Underlying Warrant Reference Assets.</p> <p>Interest</p> <p>The Securities will not bear interest.</p> <p>Final Redemption</p> <p>The Securities are scheduled to redeem on 4 December 2015 by payment by the Issuer of an amount in GBP for each GBP 1,000 in nominal amount of the Securities equal to an amount determined by the Determination Agent in good faith and in a commercially reasonable manner as GBP 1,000 multiplied by an amount equal to the value of the Underlying Warrant on 27 November 2015, being the final valuation date, divided by the value of the Underlying Warrant on the 4 December 2013, being the initial valuation date, the final valuation date being subject to certain delay provisions if any relevant date for valuation is delayed in accordance with the terms of the Underlying Warrant.</p> <p>The greater the value of the Underlying Warrant on the final valuation date (as compared to the value of the Underlying Warrant on the initial valuation date), the greater the redemption amount payable on the Securities. If the value of the Underlying Warrant on the final valuation date falls below the value of the Underlying Warrant on the initial valuation date the final redemption amount will be less than the amount invested and could be as low as zero.</p> <p>No weighting is applied as, although the Securities relate to more than one Underlying Warrant, the amount payable on redemption is determined by reference to the sum of the values of all the relevant</p>

		<p>Underlying Warrant without adjustment.</p> <p>Early Redemption</p> <p>Securities may at the option of the Issuer (in the case of (i) or (ii)) or shall (in the case of (iii)) be redeemed earlier than the scheduled redemption date (i) if performance becomes unlawful, (ii) following the occurrence of a change in applicable law, a currency disruption event, an extraordinary market disruption or a tax event affecting the Issuer's ability to fulfil its obligations under the Securities) or (iii) following the occurrence of (a) the cancellation or termination of the Underlying Warrant (other than by scheduled exercise or automatic exercise pursuant to its terms) or (b) a specified early cancellation event in respect thereof.</p>
C.19	Final reference price of underlying	<p>The amount payable in respect of the Securities will be calculated using the value of the Underlying Warrant on 4 December 2013 (the initial valuation date) and the value of the Underlying Warrant on 27 November 2015 (the final valuation date).</p> <p>The value of the Underlying Warrant on the final valuation date will be determined by the Determination Agent taking into account the applicable cash or physical settlement amount (as applicable) due on exercise of such Underlying Warrant.</p>
C.20	Type of underlying	<p>Securities issued under the Base Prospectus will be derivative securities, reflecting the fact that the repayment of the Securities will be linked to one or more Underlying Warrant, the value of which may fluctuate up or down depending on the performance of one or more specified reference assets.</p> <p>Amounts payable on redemption of the Securities will be determined by reference to the Underlying Warrant (ISIN: GB00B8MNN585). Information on the Underlying Warrant can be found at http://group.barclays.com/prospectuses-and-documentation/structured-securities/final-terms.</p>

Section D – Risks

Section D – Risks		
D.2	Key information on the key risks that are specific to the Issuer	<p>Credit Risk: The Issuer is exposed to the risk of suffering loss if any of its customers, clients or market counterparties fails to fulfil its contractual obligations. The Issuer may also suffer loss where the downgrading of an entity's credit rating causes a fall in the value of the Issuer's investment in that entity's financial instruments.</p> <p>Weak or deteriorating economic conditions negatively impact these counterparty and credit-related risks. In recent times, the economic environment in the Issuer's main business markets (being Europe and the United States) have been marked by generally weaker than expected growth, increased unemployment, depressed housing prices, reduced business confidence, rising inflation and contracting GDP. Operations in the Eurozone remain affected by the ongoing sovereign debt crisis, the stresses being exerted on the financial system and the risk that one or more countries may exit the Euro. The current absence of a predetermined mechanism for a member state to exit the Euro means that it is not possible to predict the outcome of such an event and to</p>

		<p>accurately quantify the impact of such event on the Issuer's profitability, liquidity and capital. If some or all of these conditions persist or worsen, they may have a material adverse effect on the Issuer's operations, financial condition and prospects.</p> <p>Market risk: The Issuer may suffer financial loss if the Issuer is unable to adequately hedge its balance sheet. This could occur as a result of low market liquidity levels, or if there are unexpected or volatile changes in interest rates, credit spreads, commodity prices, equity prices and/or foreign exchange rates.</p> <p>Liquidity risk: The Issuer is exposed to the risk that it may be unable to meet its obligations as they fall due as a result of a sudden, and potentially protracted, increase in net cash outflows. These outflows could be principally through customer withdrawals, wholesale counterparties removing financing, collateral posting requirements or loan draw-downs.</p> <p>Capital risk: The Issuer may be unable to maintain appropriate capital ratios, which could lead to: (i) an inability to support business activity; (ii) a failure to meet regulatory requirements; and/or (iii) credit ratings downgrades. Increased regulatory capital requirements and changes to what constitutes capital may constrain the Issuer's planned activities and could increase costs and contribute to adverse impacts on the Issuer's earnings.</p> <p>Legal and Regulatory-related risk: Non-compliance by the Issuer with applicable laws, regulations and codes relevant to the financial services industry could lead to fines, public reprimands, damage to reputation, increased prudential requirements, enforced suspension of operations or, in extreme cases, withdrawal of authorisations to operate.</p> <p>Reputation Risk: Reputational damage reduces – directly or indirectly – the attractiveness of the Issuer to stakeholders and may lead to negative publicity, loss of revenue, litigation, regulatory or legislative action, loss of existing or potential client business, reduced workforce morale, and difficulties in recruiting talent. Sustained reputational damage could have a materially negative impact on the Issuer's licence to operate and the value of the Issuer's franchise, which in turn could negatively affect the Issuer's profitability and financial condition.</p> <p>Infrastructure Resilience, Technology and Cyberspace risk: The Issuer is exposed to risks from cyberspace to its systems. If customer or proprietary information held on, and/or transactions processed through these systems, is breached, there could be a materially negative impact on the Issuer's performance or reputation.</p> <p>Taxation risk: The Issuer may suffer losses arising from additional tax charges, other financial costs or reputational damage due to: failure to comply with or correctly assess the application of, relevant tax law; failure to deal with tax authorities in a timely, transparent and effective manner; incorrect calculation of tax estimates for reported and forecast tax numbers; or provision of incorrect tax advice.</p>
D.6	Risk warning that investors	Investors in Securities may lose up to the entire value of their investment: Depending on the performance of the Underlying Assets,

	<p>may lose value of entire investment or part of it</p>	<p>the redemption amount payable to investors (whether at maturity or following an early redemption) may be less than the initial purchase price and could be as low as zero. The investor is also exposed to the credit risk of the Issuer and will lose up to the entire value of their investment if the Issuer goes bankrupt or is otherwise unable to meet its payment obligations. Investors may also lose some or all of their investment if:</p> <ul style="list-style-type: none"> • investors sell their Securities prior to maturity in the secondary market at an amount that is less than the initial purchase price; • the Securities are redeemed early for reasons beyond the control of the Issuer (such as following a change in applicable law, a currency disruption event, an extraordinary market disruption, a tax event affecting the Issuer's ability to fulfil its obligations under the Securities, a Warrant Termination Event or the performance of the Issuer's obligations becoming unlawful) and the amount paid to investors is less than the initial purchase price; and/or • the terms and conditions of the Securities are adjusted (in accordance with the terms and conditions of the Securities) with the result that the redemption amount payable to investors and/or the value of the Securities is reduced. <p>Reinvestment risk / loss of yield: Following an early redemption of the Securities for any reason, investors may be unable to reinvest the redemption proceeds at an effective yield as high as the yield on the Securities being redeemed.</p> <p>Volatile market prices: the market value of the Securities is unpredictable and may be highly volatile, as it can be affected by many unpredictable factors, including: market interest and yield rates; fluctuations in currency exchange rates; exchange controls; the time remaining until the Securities mature; economic, financial, regulatory, political, terrorist, military or other events in one or more jurisdictions; changes in laws or regulations; the Issuer's creditworthiness or perceived creditworthiness; and the performance of the relevant Underlying Asset(s).</p> <p>Securities are not "principal protected": Upon maturity of the Securities, investors may lose some or all of their capital invested, depending on the performance of the Underlying Asset(s).</p> <p>Securities include embedded derivatives that are subject to adjustment: The securities are linked to Underlying Asset(s) which are subject to provisions which provide for adjustments and modifications of their terms and alternative means of valuation of the Underlying Asset(s) in certain circumstances (and which could be exercised by the Issuer in a manner which has an adverse effect on the market value and/or amount repayable in respect of the Securities).</p> <p>Risks relating to Underlying Warrant: Investors are exposed to the change in value of the Underlying Warrant(s) which may fluctuate up or down depending on the performance of the Underlying Warrant Reference Asset(s). The performance of the Underlying Warrant</p>
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Section E - Offer		
E.2b	Reasons for offer and use of proceeds when different from making profit and/or hedging certain risks	The net proceeds from each issue of Securities will be applied by the Issuer for its general corporate purposes, which includes making a profit and/or hedging certain risks. If the Issuer elects at the time of issuance of Securities to make different or more specific use of proceeds, the Issuer will describe that use in the Final Terms.
E.3	Description of the terms and conditions of offer	<p>The terms and conditions of any offer of Securities to the public may be determined by agreement between the Issuer and the dealer at the time of each issue.</p> <p>Not applicable; the Securities have not been offered to the public.</p>
E.4	Description of any interest material to issue/offer including conflicting interests	<p>The relevant dealers or manager may be paid fees in relation to any issue or offer of Securities. Potential conflicts of interest may exist between the Issuer, Determination Agent, relevant dealers and/or manager or their affiliates (who may have interests in transactions in derivatives related to the Underlying Asset(s) which may, but are not intended to, adversely affect the market price, liquidity or value of the Securities) and investors.</p> <p>Any dealer/manager and its affiliates may be engaged, and may in the</p>

		future engage, in trading and market-making activities in the Underlying Warrant and/or the Underlying Warrant Reference Asset and hedging activities with respect to the Securities.
E.7	Estimated expenses charged to investor by issuer/offerer	<p>The Issuer will not charge any expenses to investors in connection with any issue of Securities. Offerors may, however, charge expenses to investors. Such expenses (if any) will be determined by agreement between the offeror and the investors at the time of each issue.</p> <p>Not Applicable; no expenses will be charged to the investor by the issuer or the offeror.</p>