



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

as Issuer

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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 7th June, 2007 (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 the definition of “Dividend Restriction” included in the Terms and Conditions of the Notes on pages 46 and 47 of the Base Prospectus, as set out below:

“The “**Dividend Restriction**” means that neither the Issuer nor the Holding Company may declare or pay a dividend (other than (i) payment by the Holding Company of a final dividend

declared by its shareholders prior to the Interest Payment Date on which the relevant Stopped Period commences, or (ii) a dividend (other than in respect of the Series 1 Sterling Preference Shares of £1 each) paid by the Issuer to the Holding Company or to another wholly-owned subsidiary) on any of their respective ordinary shares, preference shares or other share capital or satisfy any payments of interest or coupons on any other Junior Obligations.”

2. To amend the description of the “Dividend Restriction” included in the Summary of the Programme on page 10 of the Base Prospectus, as set out below:

“In the event that the Issuer exercises its right to elect to defer payment of interest on any Interest Payment Date on any of the Undated Capital Notes, then the Dividend Restriction shall apply from such Interest Payment Date until such time as no Arrears of Interest (as defined in the “Conditions of the Notes” below) remains unpaid with respect to the relevant Undated Capital Notes. The Dividend Restriction means that neither the Issuer nor the Holding Company may declare or pay a dividend (other than (i) payment by the Holding Company of a final dividend declared by its shareholders prior to the Interest Payment Date on which the relevant Stopped Period (as defined in the “Conditions of the Notes” below) commences, or (ii) a dividend (other than in respect of the Series 1 Sterling Preference Shares of £1 each) paid by the Issuer to the Holding Company or to another wholly-owned subsidiary) on any of their respective ordinary shares, preference shares or other share capital or satisfy any payments of interest or coupons on any other Junior Obligations (as defined in the “Conditions of the Notes” below). ”

3. 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; and
- the unaudited Interim Results Announcement (the “**Interim Results Announcement**”) of Barclays PLC as filed with the SEC on Form 6-K on 2nd August, 2007 in respect of the six months ended 30th June, 2007 and the unaudited Interim Results Announcement of the Issuer in respect of the six months ended 30th June, 2007.

The above documents may be inspected as described in paragraph 8 of “General Information”.

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4. To delete the section headed “Recent developments, competition and regulatory markets” on pages 67-70 of the Base Prospectus and replace it as set out below:

**“Recent developments, competition and regulatory matters**

*Acquisitions*

On 1st November, 2006, the Issuer acquired the U.S. mortgage servicing business of HomEq Servicing Corporation from Wachovia Corporation.

On 8th February, 2007, the Issuer completed the acquisition of Indexchange Investment AG, Germany’s leading provider of exchange traded funds, from Bayerische Hypo- und Vereinsbank.

On 30th March, 2007, the Issuer completed the acquisition of EquiFirst Corporation, the non-prime mortgage origination business of Regions Financial Corporation.

#### *Disposals*

On 1st January, 2006, the Issuer completed the sale of the Barclays South African branch business to Absa Group Limited. This consists of the Barclays Capital South African operations and Corporate and Business Banking activities previously carried out by the South African branch of International Retail and Commercial Banking excluding Absa together with the associated assets and liabilities.

On 25th July, 2006, Barclays Asset & Sales Finance (BA&SF) disposed of its interest in its vehicle leasing business, Appleyard Finance Holdings Limited.

On 22nd December, 2006, the Issuer disposed of its interest in FirstCaribbean International Bank to Canadian Imperial Bank of Commerce.

On 31st December, 2006, BA&SF disposed of its European Vendor Finance business, including Barclays Industrie Bank GmbH and Barclays Technology Finance Ltd, to CIT Group.

On 4th April, 2007, the Issuer's credit card and consumer lending business, Barclaycard, sold part of the Monument credit card portfolio and associated servicing capabilities to CompuCredit International Acquisition Corporation and CompuCredit UK Limited, which are both subsidiaries of CompuCredit Corporation.

#### *Proposed merger with ABN AMRO and strategic investments in Barclays*

On 23rd April, 2007, Barclays Bank PLC ("**Barclays**") and ABN AMRO Holding NV ("**ABN AMRO**") jointly announced that agreement had been reached on the terms of a recommended merger of ABN AMRO and Barclays to create one of the world's leading universal bank groups, to be called "Barclays". The terms on which the merger would take place were revised prior to an announcement by Barclays on 23rd July, 2007 and were further revised prior to an announcement by Barclays on 30th July, 2007. On 30th July, 2007 the ABN AMRO boards announced their continuing support for the strategic benefits of the combination with Barclays but concluded they were not in a position to recommend either the Barclays offer for ABN AMRO or the rival offer for ABN AMRO. On 6th August, 2007 Barclays announced that it had received the regulatory clearances required to publish its offer documentation and formally launched its offer for ABN AMRO, which opened for acceptance on 7th August, 2007.

The merger is being effected by means of an offer (the "**Offer**") comprising separate offers for each class of ABN AMRO's outstanding share capital. Pursuant to the ordinary share offer, holders of ABN AMRO ordinary shares and holders of ABN AMRO ADSs tendering their ABN AMRO ordinary shares or ABN AMRO ADSs will receive:

- 2.13 new Barclays ordinary shares and €13.15 in cash for every 1 ABN AMRO ordinary share
- 0.5325 of a new Barclays ADS and the U.S. dollar equivalent of €13.15 in cash for every 1 ABN AMRO ADS

The ordinary share offer values each ABN AMRO ordinary share at €34.83 and values ABN AMRO at €65.6 billion (£44.2 billion), based on the closing price of Barclays ordinary shares on 2nd August, 2007. Of this amount, approximately 38 per cent. will be payable in cash. Under the terms of the ordinary share offer, existing holders of ABN AMRO ordinary shares (together with holders of ABN AMRO ADSs) will own 35.1 per cent. of the issued ordinary share capital of the combined group

and existing holders of Barclays shares (together with holders of Barclays ADSs) will own 55.6 per cent. of the issued ordinary share capital of the combined group.

Barclays and ABN AMRO entered into a merger protocol on 23rd April, 2007 which was subsequently amended on 23rd July, 2007 and 30th July, 2007 (the “**Merger Protocol**”). The Merger Protocol has governed, and will continue to govern, their relationship until the merger becomes effective or lapses. Pursuant to the Merger Protocol, Barclays and ABN AMRO have each undertaken to take certain steps to implement the merger and have each given certain undertakings in relation to the conduct of their business in the period prior to the implementation of the merger.

The Merger Protocol may be terminated under certain circumstances, including where either party commits a material breach of the Merger Protocol or applicable merger laws. The withdrawal by the ABN AMRO Boards of their recommendation of the Offer resulted in the right of Barclays to terminate the Merger Protocol and receive €200 million. Under the amendments to the Merger Protocol made on 30th July, 2007, Barclays has agreed to defer collection of the €200 million, save that Barclays shall not be entitled to receive this sum if the Offer is declared unconditional or if the ABN AMRO Boards renew their recommendation of the Offer and, whilst this recommendation remains in place, Barclays terminates the Merger Protocol.

On 23rd July, 2007 Barclays announced an investment by China Development Bank and Temasek Holdings (Private) Limited (“**Temasek**”) in Barclays of up to €13.4 billion (£9 billion), up to €9.8 billion (£6.6 billion)<sup>1</sup> of which is conditional upon completion of the merger with ABN AMRO, through the subscription by China Development Bank and Temasek for Barclays ordinary shares.

Barclays and China Development Bank have agreed that:

- On 14th August, 2007 China Development Bank will invest €2.2 billion (£1.5 billion) in Barclays through an unconditional subscription for 201,388,889 Barclays ordinary shares (representing 3.1 per cent. of Barclays existing issued share capital), at a price of £7.20 per share;
- China Development Bank will invest a further €6.4 billion (£4.3 billion) in Barclays for 581,760,321 Barclays ordinary shares at a price of £7.40 per share conditional on completion of the merger, resulting in a shareholding in the combined group of 6.8 per cent.;
- On 23rd July, 2007 China Development Bank purchased warrants (for a total price of £1) in respect of 61 million Barclays ordinary shares with an exercise price of £7.80 per Barclays ordinary share. The warrants become exercisable only if the Offer becomes unconditional and they are then exercisable for a period of two years thereafter. If the warrants were exercised in full China Development Bank’s shareholding in the combined group would rise by 0.5 per cent.;
- China Development Bank will be entitled to nominate a Barclays Non-executive Director;
- China Development Bank will be free to acquire additional shares in Barclays on the open market subject to a standstill agreement limiting its shareholding to below 10 per cent. for three years from 23rd July, 2007; and

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<sup>1</sup> This amount was subsequently reduced by €1.7 billion (£1.1 billion) to reflect the results of a partial clawback placing in favour of certain Barclays shareholders.

- China Development Bank has agreed not to enter into a business collaboration agreement of a similar nature with another major banking institution with global operations.

Barclays and Temasek have agreed that:

- On 14th August, 2007 Temasek will invest €1.4 billion (£1.0 billion), in Barclays through an unconditional placing of 135,416,667 Barclays ordinary shares (representing 2.1 per cent. of Barclays existing issued share capital) at a price of £7.20 per share;
- Temasek will also invest a further €1.7 billion (£1.1 billion) in Barclays for 152,980,748 Barclays ordinary shares at a price of £7.40 per share conditional on completion of the merger, resulting in a shareholding in the combined group of 2.5 per cent.;
- On 23rd July, 2007 Temasek purchased warrants (for a total price of £1) in respect of 61 million Barclays ordinary shares with an exercise price of £7.80 per Barclays ordinary share. The warrants become exercisable only if the Offer becomes unconditional and they are then exercisable for a period of two years thereafter. If the warrants were exercised in full Temasek's shareholding in the combined group would rise by 0.5 per cent.; and
- Temasek will be entitled to nominate a Barclays Non-executive Director if the merger becomes unconditional.

In order to immunise the dilutive effect of the unconditional subscriptions of Barclays ordinary shares by China Development Bank and Temasek for its existing shareholders, Barclays commenced a share buyback programme of up to £2.4 billion on 6th August, 2007.

#### *Other recent developments*

On 21st May, 2007, the Issuer announced that it had signed an agreement to acquire Walbrook Group Limited, an independent fiduciary services company based in Jersey, Guernsey, the Isle of Man and Hong Kong.

On 18th June, 2007 the Issuer announced it had entered into an agreement to sell a 50% shareholding in Intelenet Global Services Pvt Ltd. Completion is subject to the receipt of applicable regulatory approval and is expected in the second half of 2007.

#### *Competition and regulatory matters*

The scale of regulatory change remains challenging, arising in part from the implementation of some key European Union ("EU") directives. Many changes to financial services legislation and regulation have come into force in recent years and further changes will take place in the near future.

Concurrently, there is continuing political and regulatory scrutiny of the operation of the retail banking and consumer credit industries in the UK and elsewhere. The nature and impact of future changes in policies and regulatory action are not predictable and beyond the Group's control but could have an impact on the Group's businesses and earnings.

In the EU as a whole, there was an inquiry into retail banking in all of the then 25 Member States by the European Commission's Directorate General for Competition. The inquiry looked at retail banking in Europe generally and the Group has fully co-operated with the inquiry. On 31st January, 2007 the European Commission announced that the inquiry had identified barriers to competition in

certain areas of retail banking, payment cards and payment systems in the EU. The European Commission indicated it will use its powers to address these barriers, and will encourage national competition authorities to enforce European and national competition laws where appropriate. Any action taken by the European Commission and national competition authorities could have an impact on the payment cards and payment systems businesses of the Group and on its retail banking activities in the EU countries in which it operates.

In the UK, in September 2005 the Office of Fair Trading (“OFT”) received a super-complaint from the Citizens Advice Bureau relating to payment protection insurance (“PPI”). As a result, the OFT commenced a market study on PPI in April 2006. In October 2006, the OFT announced the outcome of the market study and, following a period of consultation, the OFT referred the PPI market to the UK Competition Commission for an in-depth inquiry on 7th February, 2007. This inquiry could last for up to two years. Also in October 2006, the FSA published the outcome of its broad industry thematic review of PPI sales practices in which it concluded that some firms fail to treat customers fairly. The Group has cooperated fully with these investigations and will continue to do so.

In April 2006, the OFT commenced a review of the undertakings given following the conclusion of the Competition Commission inquiry in 2002 into the supply of banking services to small and medium enterprises. The Group is cooperating fully with that review.

The OFT has carried out investigations into Visa and MasterCard credit card interchange rates. The decision by the OFT in the MasterCard interchange case was set aside by the Competition Appeals Tribunal in June 2006. The OFT’s investigation in the Visa interchange case is at an earlier stage and a second MasterCard interchange case is ongoing. The outcome is not known but these investigations may have an impact on the consumer credit industry in general and therefore on the Group’s business in this sector. On 9th February, 2007 the OFT announced that it was expanding its investigation into interchange rates to include debit cards.

On 1st April, 2007, the UK consumer interest association known as Which? submitted a super-complaint to the OFT pursuant to the Enterprise Act 2000. The super-complaint criticises the various ways in which credit card companies calculate interest charges on credit card accounts. On 26th June, 2007, the OFT announced a new programme of work with the credit card industry and consumer bodies in order to make the costs of credit cards easier for consumers to understand. This OFT decision follows the receipt by the OFT of the super-complaint from Which? This new work will explore the issues surrounding the costs of credit for credit cards including purchases, cash advances, introductory offers and payment allocation. The OFT’s programme of work is expected to take six months.

The OFT announced the findings of its investigation into the level of late and over-limit fees on credit cards on 5th April, 2006, requiring a response from credit card companies by 31st May, 2006. Barclaycard responded by confirming that it would reduce its late and over-limit fees on credit cards.

On 7th September, 2006, the OFT announced that it had decided to undertake a fact find on the application of its statement on credit card fees to current account unauthorised overdraft fees. The fact find was completed in March 2007. On 29th March, 2007, the OFT announced its decision to conduct a formal investigation into the fairness of bank current account charges. The OFT announced a market study into personal current accounts (“PCAs”) in the UK on 26th April, 2007. The market study will look at: (i) whether the provision of “free if in credit” PCAs delivers sufficiently high levels of transparency and value for customers; (ii) the implications for competition and consumers if there were to be a shift away from “free if in credit” PCAs; (iii) the fairness and impact on consumers generally of the incidence, level and consequences of account charges; and (iv) what steps could be taken to improve customers’ ability to secure better value for money, in particular to help customers make more informed current account choices and drive competition. The study will focus on PCAs

but will include an examination of other retail banking products, in particular savings accounts, credit cards, personal loans and mortgages in order to take into account the competitive dynamics of UK retail banking.

On 27th July, 2007, the OFT commenced High Court proceedings by agreement with Barclays and seven other banks and building societies in which both the OFT and the banks and building societies seek declarations on legal issues arising from the banks' terms and conditions relating to overdraft charges. Specifically, those declarations will address key aspects of the applicability of the Unfair Terms in Consumer Contracts Regulations to those terms and conditions and the question of whether such terms are capable of amounting to unlawful penalty charges.

The proceedings will run in parallel with the ongoing OFT dual inquiry into unauthorised overdraft charges and PCAs. As the purpose of the proceedings is to seek to clarify the legitimacy of the banks' overdraft charging provisions, the banks are seeking a stay of all pending county court litigation in relation to such matters. The Financial Ombudsman Service has agreed to suspend reviews of such cases and the FSA has granted complaints handling waivers in respect of all complaints on the same issues pending conclusion of the test case.

On 26th January, 2007, the FSA issued a statement of good practice relating to mortgage exit administration fees. Barclays will charge the fee applicable at the time the customer took out the mortgage, which is one of the options recommended by the FSA."

5. 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 unaudited Interim Results Announcement of Barclays PLC as filed with the SEC on Form 6-K on 2nd August, 2007 in respect of the six months ended 30th June, 2007 and the unaudited Interim Results Announcement of the Issuer in respect of the six months ended 30th June, 2007;
- (iv) the Distribution Agreement;
- (v) the Trust Deed;
- (vi) the Agency Agreement;
- (vii) the current Base Prospectus in respect of the Programme;
- (viii) any supplementary base prospectus published since the most recent base prospectus was published and any documents incorporated therein by reference;



- (ix) 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
- (x) 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). ”

4th September, 2007