

**BARCLAYS BANK PLC**

(Incorporated with limited liability in England and Wales)

BARCLAYS CAPITAL (CAYMAN) LIMITED

(Incorporated as an exempted company with limited liability in the Cayman Islands)

(Guaranteed by Barclays Bank PLC)

**PROGRAMME FOR THE ISSUANCE OF STRUCTURED INVESTMENT MANAGEMENT PLAN
LINKED TO EQUITY (S.I.M.P.L.E.) NOTES****GLOBAL STRUCTURED SECURITIES PROGRAMME**

This Supplementary Prospectus dated 7 November 2011 (the "**Supplementary Prospectus**") is supplemental to and must be read in conjunction with each of the following: (i) the Base Prospectus dated 30 March 2011 as supplemented on 12 May 2011 and 5 August 2011 (the "**S.I.M.P.L.E. Base Prospectus**") in connection with the Programme for the issuance of Structured Investment Management Plan Linked to Equity (S.I.M.P.L.E.) Notes (the "**S.I.M.P.L.E. Programme**"); and (ii) the Base Prospectus dated 5 August 2011 (the "**GSSP Base Prospectus**" and, together with the S.I.M.P.L.E. Base Prospectus, the "**Base Prospectuses**") in connection with the Global Structured Securities Programme for the issuance of structured Notes, Warrants and Certificates (the "**GSS Programme**" and, together with the S.I.M.P.L.E. Programme, the "**Programmes**"). The Base Prospectuses were prepared by Barclays Bank PLC (the "**Bank**") and Barclays Capital (Cayman) Limited ("**BCCL**") (each in its capacity as an issuer, an "**Issuer**" and, together, and where relevant, the "**Issuers**").

This Supplementary Prospectus constitutes a base prospectus supplement in respect of the Base Prospectuses for the purposes of Directive 2003/71/EC (the "**Prospectus Directive**") and for the purpose of Section 87G of the UK Financial Services and Markets Act 2000. Investors should be aware of their rights under Section 87Q(4) of the UK Financial Services and Markets Act 2000.

Terms defined in the Base Prospectuses shall, unless the context otherwise requires, have the same meaning when used in this Supplementary Prospectus. This Supplementary Prospectus is supplemental to, and should be read in conjunction with each Base Prospectus and other supplements to the relevant Base Prospectus. To the extent that there is any inconsistency between (a) any statement in this Supplementary Prospectus or any statement incorporated by reference into each of the Base Prospectuses by this Supplementary Prospectus and (b) any other statement in, or incorporated by reference in any Base Prospectus, the statements in (a) above shall prevail.

The Issuers accept responsibility for the information contained in this Supplementary Prospectus and declare that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplementary Prospectus is, to the best of their knowledge, in accordance with the facts and contains no omission likely to affect its import. Save as disclosed in this Supplementary Prospectus, no significant new factor, material mistake or inaccuracy relating to the information included in each of the Base Prospectuses which is capable of affecting the assessment of the securities issued under the Programmes has arisen or been noted, as the case may be, since the publication of each of the Base Prospectuses (as supplemented at the date hereof) issued by the Issuers.

This Supplementary Prospectus has been approved by the United Kingdom Financial Services Authority (the "**FSA**"), which is the United Kingdom competent authority for the purposes of the Prospectus Directive and the relevant implementing measures in the United Kingdom, as a base

prospectus supplement issued in compliance with the Prospectus Directive and the relevant implementing measures in the United Kingdom for the purpose of giving information with regard to the issue of securities under the Programmes.

If the documents or sections of documents which are incorporated by reference in each of the Base Prospectuses by virtue of this Supplementary Prospectus themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of any of the Base Prospectuses for the purposes of the Prospectus Directive except where such information or other documents are specifically incorporated by reference in, or attached to, each of the Base Prospectuses by virtue of this Supplementary Prospectus.

The purpose of this Supplementary Prospectus is to:

- (i) amend the statement in each of the Base Prospectuses relating to Regulation (EC) No 1060/2009 on credit rating agencies; and
- (ii) incorporate by reference into each of the Base Prospectuses:
 - (a) the Barclays Bank PLC Registration Document dated 4 November 2011 (the “**Registration Document**”); and
 - (b) the unaudited Interim Management Statement of Barclays Bank PLC as filed with the SEC on Form 6-K on film number 111168098 on 31 October 2011 in respect of the nine months ended 30 September 2011 (the “**Interim Management Statement**”);
- (iii) to describe the changes to each of the Base Prospectuses arising out of the incorporation by reference of the Registration Document; and
- (iv) to delete certain corporate information set out in the GSSP Base Prospectus.

1. Credit Rating Agencies Statement

By virtue of this Supplementary Prospectus, (a) the third paragraph on page 2 of the GSSP Base Prospectus and (b) the second sentence of the fourth paragraph on page 2 of the S.I.M.P.L.E. Base Prospectus shall each be amended by:

- (x) the replacement of the words “*applied through its respective London office to be*” with the word “*been*” after the words “, *registered under the CRA Regulation*”; and
- (y) the deletion of the words “, *although the result of such application has not yet been determined*” at the end, so that such paragraph of the GSSP Base Prospectus and sentence of the S.I.M.P.L.E. Base Prospectus shall each read: “*The credit ratings included or referred to in this Base Prospectus will be treated for the purposes of Regulation (EC) No 1060/2009 on credit rating agencies (the “CRA Regulation”) as having been issued by Fitch Ratings Limited, Moody’s Investors Service Ltd. and Standard & Poor’s Credit Market Services Europe Limited, each of which is established in the European Union and has been registered under the CRA Regulation.*”.

2. Incorporation of Information by reference in each of the Base Prospectuses

By virtue of this Supplementary Prospectus, the following documents which have been (1) previously published and (2) approved by the FSA or filed with it, shall be deemed to be incorporated in, and form part of, each of the Base Prospectuses:

- (A) the Registration Document; and
- (B) the Interim Management Statement.

3. Changes arising out of the incorporation by reference of the Registration Documents in each of the Base Prospectuses

The following changes are made to the Base Prospectuses as a result of the incorporation by reference of the Registration Document by virtue of this Supplementary Prospectus:

(A) S.I.M.P.L.E. Base Prospectus

(i) Risk Factors

In the section of the S.I.M.P.L.E. Base Prospectus entitled “Risk Factors” falling on pages 11 to 27:

- (a) the fourth paragraph is deleted in its entirety;
- (b) the following shall be inserted immediately following the sub-heading “Risks relating to the Bank and the Group”:

“Prospective investors should read the Issuer risk factors set out under the section headed “Principal Risk Factors” of the Registration Document and the risk factors set out on pages 164 to 167 of the Joint Annual Report (each as incorporated by reference in this Base Prospectus); and

- (c) each of the risk factors set out under the sub-section entitled “Risks relating to the Bank and the Group” excluding the risk factor entitled “Risks relating to BCCL” shall be deleted in their entirety.

(ii) Description of the Issuers

The paragraph under the section entitled “Description of the Issuers” on pages 255 to 260 of the S.I.M.P.L.E. Prospectus is deleted and replaced with the following:

“Prospective investors should have regard to the Barclays Bank PLC disclosure set out under the section headed “The Bank And The Group” of the Registration Document incorporated herein by reference and in the Issuer and group disclosure set out in the Joint Annual Report (each as incorporated by reference).”.

(B) GSSP Base Prospectus

The Registration Document supersedes the Barclays Bank PLC registration document dated 4 August 2011 (the “Old Registration Document”) which, by virtue of this Supplementary Prospectus, shall no longer be incorporated by reference in the GSSP Base Prospectus.

The following is a description of the changes made to the Old Registration Document by virtue of the Registration Document, therefore affecting the information incorporated by reference in the GSSP Base Prospectus.

(i) Principal Risk Factors

In the section entitled “Principal Risk Factors”:

(a) the words “(as defined below)”, relating to the term “The Group”, in the second sentence of the risk factor entitled “Business Conditions and the general economy” are deleted;

(b) in the risk factor entitled “Regulatory Changes”, the two sentences set out in the bullet paragraph beginning with the words ““The Independent Commission on Banking (the “ICB”):” are deleted in their entirety and replaced with the following:

“The ICB was charged by the UK Government with reviewing the UK banking system and its findings were published on 12 September 2011. The ICB recommended (among other things) 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 Bank) should be increased to levels higher than the Basel III proposals. Although it was not (as at the date of this Registration Document) possible to predict which of the ICB recommendations will be implemented by the UK government and the manner of their implementation, changes to the structure of UK banks and an increase in the amount of loss-absorbing capital issued by UK banks may have a material impact on the Bank’s and the Group’s results and financial condition.”;

(c) in the risk factor entitled “Regulatory Risk”, under the sub-heading “Financial Services Compensation Scheme”:

(x) the third reference to the word “to” in the fifth sentence of the first paragraph is relocated so that such sentence which previously read:

“The provision is based on estimates of the Group’s market participation in the relevant charging periods and the interest the FSCS will pay on the facilities provided by HM Treasury in support of its obligations to depositors of banks declared in default (such facilities were, as at 30 June 2011, estimated by the Group to amount approximately to £20 billion)”;

now reads:

“The provision is based on estimates of the Group’s market participation in the relevant charging periods and the interest the FSCS will pay on the facilities provided by HM Treasury in support of its obligations to depositors of banks declared in default (such facilities were, as at 30 June 2011, estimated by the Group to amount to approximately £20 billion)”; and

(y) the final three sentences of the second paragraph are deleted in their entirety and replaced with the following:

“On 20 April 2011, the judicial review proceedings brought by the British Bankers’ Association in October 2010 against the FSA and the Financial Ombudsman Service regarding the assessment and redress of PPI complaints were dismissed. On 9 May 2011, the Bank announced that it would not be participating in any application for permission to appeal against the High Court judgment and that

the Bank had agreed with the FSA that it will process all on-hold and any new complaints from customers about PPI policies that they hold. The Bank also announced that, as a goodwill gesture, it would pay out compensation to customers who had PPI complaints put on hold during the judicial review. While important aspects of the handling of PPI complaints, and therefore the cost of doing so, were not as at the date of this Registration Document certain, the Bank took a provision to cover the cost of future redress and administration of £1 billion in the second quarter of 2011.”;

(d) the risk factors entitled “Operations risk”, “Fraud risk” and “Technology risk” are deleted in their entirety and replaced with the following:

“Operational risk

Operational risk is the risk of direct or indirect losses resulting from human factors, external events and inadequate or failed internal processes and systems. Operational risks are inherent in the Group’s operations and are typical of any large enterprise. Major sources of operational risk include operational process reliability, IT security, outsourcing of operations, dependence on key suppliers, implementation of strategic change, integration of acquisitions, fraud, human error, customer service quality, regulatory compliance, recruitment, training and retention of staff and social and environmental impacts.

Notwithstanding, anything in this risk factor, this risk factor should not be taken to imply that either the Bank or the Group will be unable to comply with its obligations as a company with securities admitted to the Official List of the FSA or that any member of the Group will be unable to comply with its obligations as a supervised firm regulated by the FSA.”; and

(e) in the risk factor entitled “Financial Reporting Risk” the words “of the Group” in the second sentence of the second paragraph are deleted.

(ii) The Bank and the Group

In the section entitled “the Bank and the Group”:

(a) the word “the” before the words “United States” in the second paragraph is deleted;

(b) in the third paragraph “(rating watch negative)” is inserted before each reference to “by Fitch Ratings Limited” so that such paragraph now reads:

“The short term unsecured obligations of the Bank are rated A-1+ by Standard & Poor’s Credit Market Services Europe Limited, P-1 by Moody’s Investors Service Ltd. and F1+ (rating watch negative) by Fitch Ratings Limited and the long-term obligations of the Bank are rated AA- by Standard & Poor’s Credit Market Services Europe Limited, Aa3 by Moody’s Investors Service Ltd. and AA- (rating watch negative) by Fitch Ratings Limited.”;

(c) the second and third sentences of the final paragraph which previously read:

“The profit before tax from continuing operations of the Group for the six months ended 30 June 2011 was £2,653 million after impairment charges on loans and advances and other credit provisions of £1,828 million. The financial information in this paragraph is extracted from the unaudited Bank Interim Results Announcement for the six months ended 30 June 2011.”,

are amended to now read:

“The profit before tax from continuing operations of the Group for the six months ended 30 June 2011 was £2,653 million after impairment charges and other credit provisions of £1,828 million. The

financial information in this paragraph is extracted from the Bank's unaudited Interim Results Announcement for the six months ended 30 June 2011.”;

(d) the following provisions are inserted immediately following the sub-heading “Acquisitions, Disposals and Recent Developments”:

“Devonshire Trust (“Devonshire”)

On 13 January 2009, the Bank commenced an action in the Ontario Superior Court seeking an order that its early terminations earlier that day of two credit default swaps under an ISDA Master Agreement with Devonshire, an asset-backed commercial paper conduit trust, were valid. On the same day, Devonshire purported to terminate the swaps on the ground that the Bank had failed to provide liquidity support to Devonshire's commercial paper when required to do so. On 7 September 2011, the court ruled that the Bank's early terminations were invalid, Devonshire's early terminations were valid and, consequently, Devonshire was entitled to receive back from the Bank cash collateral of approximately C\$533 million together with accrued interest thereon. The Bank will be appealing the court's decision.

US Federal Housing Finance Agency (“FHFA”) and other residential mortgage-backed securities (“RMBS”) litigation

The FHFA, acting as conservator for two U.S. government sponsored enterprises, Fannie Mae and Freddie Mac (collectively, the “GSEs”), filed lawsuits against 17 financial institutions in connection with the GSEs' purchases of RMBS. The lawsuits allege, among other things, that offering materials pursuant to which the GSEs purchased the RMBS contained materially false and misleading statements and/or omissions regarding the residential mortgages that funded the securities. The Bank and/or certain of its affiliates or former employees are named in two of these lawsuits, relating to sales between 2005 and 2007 of RMBS in which Barclays Capital Inc. (“BCI”) was lead or co-lead underwriter. Both complaints demand, among other things, (1) rescission and recovery of the consideration paid for the RMBS and (2) recovery for the GSEs' alleged monetary losses arising out of their ownership of the RMBS. The complaints are similar to other civil actions previously filed against the Bank and/or certain of its affiliates by other plaintiffs, including the Federal Home Loan Bank of Seattle, Federal Home Loan Bank of Boston, Federal Home Loan Bank of Chicago and Cambridge Place Investment Management, Inc., relating to their purchases of RMBS. The Bank considers that the claims against it are without merit and intends to defend them vigorously. As at the date of this Registration Document, it was not possible to provide a meaningful estimate of the Bank's possible loss in relation to these matters, including the effect that they might have upon operating results in any particular financial period.”;

(e) in the sub-section entitled “Competition and Regulatory Matters”:

(x) the following words are deleted in the second paragraph under the sub-heading “Regulatory Change”:

“has been charged by the UK Government with reviewing the UK banking system. The ICB has been asked to consider structural and related non-structural reforms to the UK banking sector to promote financial stability and competition. An interim report was published on 11 April 2011 and the ICB has confirmed that its final report will be released on 12 September 2011”,

and replaced with the following:

“completed its review of the UK banking system and published its final report on 12 September 2011. The ICB recommended (among other things) 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 Bank) should be increased to levels higher than the Basel III proposals. The UK Government will respond to the ICB proposals by the end of 2011 and has indicated that any changes to the UK banking system will be completed by 1 January 2019”; and

- (y) the words “*has taken*” in the last sentence of the paragraph headed “*Payment Protection Insurance (“PPI”)*”, are deleted and replaced with the word “*took*”;
- (f) in the sub-section entitled “*Directors*”:
- (x) the footnotes attached to the introductory paragraph are deleted;
- (y) Sir Richard Broadbent is deleted as a Director; and
- (z) Sir Michael Rake’s Function(s) within the Group are updated to include “*Senior Independent Director*”;
- (g) in the sub-section entitled “*Litigation*”, the following changes are made under the sub-heading “*Lehman Brothers Holdings Inc.*”:
- (w) the defined term “*BCI*” is used in the second sentence, and the definition “*Barclays Capital Inc.*” is deleted;
- (x) the final sentence of the second paragraph is deleted in its entirety and replaced with the following:

“BCI and the Trustee have each filed a notice of appeal from the Court’s adverse rulings on the Contract Claims. LBHI and the Committee have withdrawn their notices of appeal from the Court’s ruling on the Rule 60 Claims, rendering the Court’s Order on the Rule 60 Claims final.”;
- (y) the words “*relating to the Contract Claims*” are inserted immediately following the words “*If the final Orders*” in the third paragraph;
- (z) the final paragraph is deleted in its entirety and replaced with the following:

“On 14 September 2011, the Court issued a decision dismissing that claim and entered a final Order to that effect on 21 September 2011. LBHI has stipulated that it will not appeal that decision, rendering the Order dismissing that claim final.”
- (h) in the sub-section entitled “*Significant change Statement*” the words “*As of the date of this Registration Document*” at the beginning of the sentence are deleted; and
- (i) in the sub-section entitled “*Material Adverse Change Statement*” the words “*As of the date of this Registration Document*” at the beginning of the sentence are deleted.

4. Changes to corporate information contained in the GSSP Base Prospectus

By virtue of this Supplementary Prospectus, the first three paragraphs under the sub-section headed “*The Bank and the Group*” of the section of the GSSP Base Prospectus headed “*Information relating to the Issuers*” shall be deleted in their entirety, on the basis that such information is included in updated form in the Registration Document incorporated by reference.

Arranger

Barclays Capital

The date of this Supplementary Prospectus is 7 November 2011.