



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 Base Prospectuses Supplement (the "**Combined Supplement 4/2010**") is supplemental to and must be read in conjunction with each of the following: (i) the Base Prospectus dated 30 March 2010 (the "**Original S.I.M.P.L.E. Base Prospectus**") as supplemented on 7 May 2010 and on 9 August 2010 (together 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 6 August 2010 (the "**Original GSSP Base Prospectus**"), as supplemented on 17 August 2010, on 22 October 2010 and on 4 November 2010 (together the "**GSSP Base Prospectus**") 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 "**Relevant Programmes**" and each a "**Relevant Programme**"). Each of the Relevant Programmes 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 Combined Supplement 4/2010 constitutes a base prospectus supplement in respect of each of the S.I.M.P.L.E. Base Prospectus and the GSSP Base Prospectus (each a "**Relevant Base Prospectus**") 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 each Relevant Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Combined Supplement 4/2010. This Combined Supplement 4/2010 is supplemental to, and shall be read in conjunction with each Relevant Base Prospectus and other supplements to the Relevant Base Prospectuses issued by the Issuers. To the extent that there is any inconsistency between (a) any statement in this Combined Supplement 4/2010 or any statement incorporated by reference into each Relevant Base Prospectus by this Combined Supplement 4/2010 and (b) any other statement in, or incorporated by reference into each Relevant Base Prospectus, the statements in (a) above shall prevail.

The Issuers accept responsibility for the information contained in this Combined Supplement 4/2010 and declare that, having taken all reasonable care to ensure that such is the case, the information contained in this Combined Supplement 4/2010 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 Combined Supplement 4/2010, no significant new factor, material mistake or inaccuracy relating to the information included in each Relevant Base Prospectus which is capable of affecting the assessment of the securities issued under each Relevant Programme has arisen or been noted, as the case may be, since the publication of each Relevant Base Prospectus issued by the Issuers.

This Combined Supplement 4/2010 has been approved by the United Kingdom Financial Services Authority, 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 Relevant Programmes.

The purposes of this Combined Supplement 4/2010 are:

A) to delete and replace in its entirety with the following:

“In respect of information relating to the Bank, the Group and the Holding Company:

- the joint Annual Report of the Bank and Barclays PLC, as filed with the U.S. Securities and Exchange Commission (“SEC”) on Form 20-F in respect of the years ended 31 December 2008 and 31 December 2009 (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 Bank containing the audited consolidated accounts of the Bank in respect of the years ended 31 December 2008 (the “**2008 Bank Annual Report**”) and 31 December 2009 (the “**2009 Bank Annual Report**”), respectively; and
- the unaudited interim results announcement of Barclays PLC as filed with the SEC on Form 6-K on Film Number 10994321 on 5 August 2010 in respect of the six months ended 30 June 2010 (the “**Interim Results Announcement**”) and the unaudited interim results announcement of the Bank in respect of the six months ended 30 June 2010 (the “**Bank Interim Results Announcement**”) with the exception of the sections headed “Performance Highlights”, “Group Chief Executive’s Review” and “Group Finance Director’s Review” on pages 1-12 inclusive of the Bank Interim Results Announcement which shall not be deemed to be incorporated in this Base Prospectus; and
- the unaudited third quarter Interim Management Statement of Barclays PLC as filed with the SEC on Form 6-K on Film Number 101176037 on 9 November 2010 (the “**Interim Management Statement**”).”

the subsection headed “**In respect of information relating to the Bank, the Group and the Holding Company**” appearing on:

1) page 28 of the Original S.I.M.P.L.E. Base Prospectus; and

2) on page 47 of the Original GSSP Base Prospectus.

B) to delete and replace in its entirety with the following:

“THE BANK AND THE GROUP

The Bank is a public limited company registered in England and Wales under number 1026167. The liability of the members of the Bank is limited. It has its registered and head office at 1 Churchill Place, London, E14 5HP, telephone number +44 (0)20 7116 1000. The Bank 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 Acts 1948 to 1967. Pursuant to The Barclays Bank Act 1984, on 1 January 1985, the Bank was re-registered as a public limited company and its name was changed from “Barclays Bank International Limited” to “Barclays Bank PLC”.

The Bank and its subsidiary undertakings (taken together, 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. The whole of the issued ordinary share capital of the Bank is beneficially owned by Barclays PLC, which is the ultimate holding company of the Group.

The short term unsecured obligations of the Bank are rated A-1+ by Standard & Poor’s, P-1 by Moody’s and F1+ by Fitch Ratings Limited and the long-term obligations of the Bank are rated AA- by Standard & Poor’s, Aa3 by Moody’s and AA- by Fitch Ratings Limited.

Based on the Group’s audited financial information for the year ended 31 December 2009, the Group had total assets of £1,379,148 million (2008: £2,053,029 million), total net loans and advances¹ of £461,359 million (2008: £509,522 million), total deposits² of £398,901 million (2008: £450,443 million), and total shareholders’ equity of £58,699 million (2008: £43,574 million) (including non-controlling interests of £2,774 million (2008: £2,372 million)). The profit before tax from continuing operations of the Group for the year ended 31 December 2009 was £4,559 million (2008: £5,094 million) after impairment charges and other credit provisions of £8,071 million (2008: £5,419 million).

Profit after tax for the year ended 31 December 2009, including discontinued operations and the sale of Barclays Global Investors, was £10,289 million (2008: £,249 million). The financial information in this paragraph is extracted from the audited Annual Report of the Group for the year ended 31 December 2009.

Based on the Group’s unaudited financial information for the six months ended 30 June 2010, the Group had total assets of £1,587,806 million, total net loans and advances¹ of £494,190 million, total deposits² of £455,297 million, and total shareholders’ equity of £61,720 million (including non-controlling interests of £3,016 million). The profit before tax from continuing operations of the Group for the six months ended 30 June 2010 was £3,947 million after impairment charges on loans and advances and other credit provisions of £3,080 million. The financial information in this paragraph is extracted from the unaudited Bank Interim Results Announcement for the six months ended 30 June 2010.

Acquisitions, Disposals and Recent Developments

Acquisition of Tricorona AB (publ)

On 2 June 2010, Barclays PLC announced that its wholly owned subsidiary TAV AB has made a recommended cash offer to acquire all the shares in Tricorona AB (publ), a Stockholm-listed

¹ Total net loans and advances include balances relating to both bank and customer accounts.

² Total deposits include deposits from bank and customer accounts.

carbon developer, for a total consideration of approximately £98 million (SEK 1,130 million) (the “Offer”). The Offer was declared unconditional in all respects on 20 July 2010.

Sale of HomEq Servicing

On 28 May 2010, the Bank announced that it agreed to sell HomEq Servicing, its U.S. mortgage servicing business, to Ocwen Loan Servicing, LLC (“Ocwen”), a subsidiary of Ocwen Financial Corporation, for a consideration of approximately U.S.\$1.3 billion, payable in cash on completion. The consideration is subject to an adjustment mechanism based on the unpaid principal balance of the servicing portfolio and the value of certain other assets at completion of the transaction. As part of the transaction, the Bank agreed to provide Ocwen with approximately U.S.\$1.0 billion in secured financing and may assist Ocwen in raising additional third party financing. The sale was completed on 1 September 2010.

Exercise of the warrants

On 17 February 2010, Barclays PLC received notice of the exercise by PCP Gulf Invest 3 Limited, owned by Nexus Capital Investing Limited, of 626.8 million of the 758.4 million warrants it holds in Barclays PLC for an aggregate exercise price of approximately £1,240 million, resulting in the issue of 626.8 million new ordinary shares in Barclays PLC.

Acquisition of Citi’s Italian credit card business

On 11 February 2010, Barclays PLC announced that the Bank agreed to acquire the Italian credit card business of Citibank International Bank plc. The Bank acquired the business as a going concern which involved the acquisition of approximately 197,000 credit card accounts and gross assets of approximately €234 million (as at 31 December 2009). The acquisition was completed on 31 March 2010.

Sale of Barclays Global Investors

On 12 June 2009, Barclays PLC announced receipt of a binding offer for the Barclays Global Investors business and on 16 June 2009 announced acceptance of such offer. The sale of Barclays Global Investors business to BlackRock, Inc. was completed on 1 December 2009 for U.S.\$15.2 billion (£9.5 billion), including 37.567 million new BlackRock shares.

Acquisition of Standard Life Bank

On 26 October 2009, Barclays PLC announced that the Bank had agreed to acquire Standard Life Bank Plc from Standard Life Plc for a consideration of £227 million. The acquisition was completed on 1 January 2010.

Acquisition of Citi’s Portuguese credit card business

On 29 September 2009, Barclays PLC announced that the Bank, acting through its Portuguese branch, had agreed to acquire approximately 400,000 credit card accounts (representing gross assets of approximately €644 million (as at 30 June 2009)) from Citibank International plc, Sucursal em Portugal. The acquisition was completed on 1 December 2009.

Restructuring of credit market assets

On 16 September 2009, Barclays PLC announced the restructuring of U.S.\$12.3 billion of credit market assets. Further information is included in the Joint Annual Report incorporated by reference.

Life insurance joint venture

On 10 September 2009, the Bank and CNP Assurances SA (“CNP”) confirmed the establishment of a long-term life insurance joint venture in Spain, Portugal and Italy. As part of this transaction, the Bank sold a 50 per cent stake in Barclays Vida y Pensiones Compañía de Seguros, Barclays Iberian life insurance and pensions subsidiary, to CNP for €165 million.

Competition and Regulatory Matters

The scale of regulatory change remains challenging and the global financial crisis is resulting in a significant tightening of regulation and changes to regulatory structures globally, especially for banks that are deemed to be of systemic importance. Concurrently, there is continuing political and regulatory scrutiny of the operation of the banking and consumer credit industries in the UK and elsewhere which, in some cases, is leading to increased or changing regulation. For example, the UK Chancellor of the Exchequer has proposed reallocating the FSA's current responsibilities between the Bank of England and a new Consumer Protection and Markets Authority by the end of 2012 and has tasked an independent commission with reviewing the UK banking system, in particular focusing on competition issues and the possible splitting of retail and investment banking operations, with findings and recommendations expected by September 2011. On 21 October 2010, the UK Government published draft legislation in relation to a new bank levy, which had been announced by the Chancellor in June 2010. The bank levy will apply to certain UK banks and building societies and the UK operations of foreign banks from 1 January 2011. The Bank will be subject to the new levy but cannot, as at the date of this Base Prospectus, quantify its potential exposure. In the United States, the Dodd-Frank Wall Street Reform and Consumer Protection Act contains far reaching regulatory reform. Whilst focused on U.S. financial institutions, many provisions will significantly affect companies such as the Bank although the full impact will not be known until implementing rules are made by governmental authorities. The nature and impact of future changes in the legal framework, policies and regulatory action cannot currently be fully predicted and are beyond the Group's control but, especially in the area of banking regulation, are likely to have an impact on the Group's businesses and earnings.

The market for payment protection insurance ("PPI") has been under scrutiny by the UK competition authorities and financial services regulators. Following a reference from the Office of Fair Trading ("OFT"), the UK Competition Commission ("CC") undertook an in-depth enquiry into the PPI market. The CC published its final report on 29 January 2009 concluding that the businesses which offer PPI alongside credit face little or no competition when selling PPI to their credit customers. In March 2009, the Bank submitted a targeted appeal focused on the prohibition on sale of PPI at the point of sale ("POSP") remedy on the basis that it was not based on sound analysis, and is unduly draconian. The Competition Appeals Tribunal ("CAT") upheld the Bank's appeal on two grounds, meaning that the CC was required to reconsider the POSP remedy and the basis for it, and made an order to that effect on 26 November 2009. The remittal process resulted in a final decision on 14 October 2010 upholding the POSP remedy. The CC will publish its final Remedies Order later in the autumn of 2010.

Separately, in 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 and that the FSA would strengthen its actions against such firms. Tackling poor PPI sales practices remains a priority for the FSA. On 10 August 2010, the FSA published a final version of its policy statement by way of an amendment to the DISP (Dispute Resolution: Complaints) rules in the FSA Sourcebook. Firms must implement the measures outlined in the policy statement by 1 December 2010. The Bank voluntarily complied with the FSA's request to cease selling single premium PPI by the end of January 2009.

The OFT has carried out investigations into Visa and MasterCard credit card interchange rates. A decision by the OFT in the MasterCard interchange case was set aside by the CAT in 2006. The OFT is progressing its investigations in the Visa interchange case and a second MasterCard interchange case in parallel and both are 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. In 2007, the OFT expanded its investigation into interchange rates to include debit cards.

Notwithstanding the Supreme Court ruling in relation to the test case, the Bank continues to be involved in the OFT's work on personal current accounts ("PCAs"). The OFT initiated a market study into PCAs in the UK in 2007 which also included 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. In 2008, the OFT published its

market study report, in which it concluded that certain features of the UK PCA market were not working well for consumers. The OFT reached the provisional view that some form of regulatory intervention is necessary in the UK PCA market. The OFT also held a consultation to seek views on the findings and possible measures to address the issues raised in its report. In October 2009, the OFT published a follow-up report containing details of voluntary initiatives in relation to transparency and switching agreed between the OFT and the industry. A further follow-up report was published in March 2010 providing details of voluntary initiatives and working parties agreed in relation to certain aspects of charging structures. The Group has participated fully in the market study process and will continue to engage with the working parties.

U.S. laws and regulations require compliance with U.S. economic sanctions, administered by the Office of Foreign Assets Control, against designated foreign countries, nationals and others. HM Treasury regulations similarly require compliance with sanctions adopted by the UK government. The Group has been conducting an internal review of its conduct with respect to U.S. Dollar payments involving countries, persons and entities subject to U.S. economic sanctions and has been reporting the results of that review to various governmental authorities, including the U.S. Department of Justice, the Manhattan District Attorney's Office and the U.S. Department of Treasury's Office of Foreign Assets Control (together the "U.S. Authorities"), which have been conducting investigations of the matter.

On 18 August 2010, the Bank announced that it had reached settlements with the U.S. Authorities in relation to the investigation by those agencies into compliance with U.S. sanctions and U.S. Dollar payment practices. In addition, an Order to Cease and Desist has been issued upon consent by the Federal Reserve Bank of New York and the New York State Banking Department. The Bank has agreed to pay a total penalty of U.S.\$298 million and has entered into Deferred Prosecution Agreements covering a period of 24 months. The Bank has fully briefed other relevant regulators on this settlement. The Deferred Prosecution Agreements mean that no further action will be taken against the Bank by the U.S. Authorities if, as is the Bank's intention, for the duration of the defined period it meets the conditions set down in its agreements with the U.S. Authorities. The Bank does not anticipate any further regulatory actions relating to these issues.

Directors

The Directors of the Bank, each of whose business address is 1 Churchill Place, London E14 5HP, their functions in relation to the Group and their principal outside activities (if any) of significance to the Group are as follows:³

<i>Name</i>	<i>Function(s) within the Group</i>	<i>Principal outside activities</i>
Marcus Agius	Group Chairman	Non-Executive Director, British Broadcasting Corporation, Chairman, British Bankers' Association
John Varley	Group Chief Executive	Non-Executive Director, AstraZeneca PLC, Non-Executive Director, BlackRock, Inc.
Chris Lucas	Group Finance Director	—
Robert E Diamond Jr	President and Deputy Group Chief Executive	Chairman, Old Vic Productions PLC, Non-Executive Director, BlackRock, Inc.
Sir Richard Broadbent	Deputy Chairman, Senior	—

³ On 7 September 2010, Barclays PLC announced that John Varley intends to step down as Group Chief Executive, and from the Barclays Boards and the Group Executive Committee, on 31 March 2011, and that he will be succeeded by Robert E Diamond Jr.

<i>Name</i>	<i>Function(s) within the Group</i>	<i>Principal outside activities</i>
	Independent Director and Non-Executive Director	
David Booth	Non-Executive Director	—
Alison Carnwath	Non-Executive Director	Non-Executive Chairman, Land Securities Group plc, Senior Independent Director, Man Group plc, Non-Executive Director, Paccar Inc, Non-Executive Chairman, ISIS EP LLP
Fulvio Conti	Non-Executive Director	Chief Executive Officer, Enel SpA, Director, AON Corporation
Simon Fraser	Non-Executive Director	Non-Executive Director, Fidelity Japanese Values Plc and Fidelity European Values Plc, Chairman, Foreign & Colonial Investment Trust PLC, Chairman, Merchants Trust PLC
Reuben Jeffery III	Non-Executive Director	Senior Adviser, Center for Strategic & International Studies, Independent Director, Transatlantic Holdings, Inc., Chief Executive Officer, Rockefeller & Co., Inc.
Sir Andrew Likierman	Non-Executive Director	Dean of London Business School, Chairman, National Audit Office
Dambisa Moyo	Non-Executive Director	Non-Executive Director, SABMiller plc, Non-Executive Director, Lundin Petroleum AB
Sir Michael Rake	Non-Executive Director	Chairman, BT Group PLC, Director, McGraw-Hill Companies, Director, Financial Reporting Council, Chairman, UK Commission for Employment and Skills, Chairman, EasyJet PLC
Sir John Sunderland	Non-Executive Director	Director, Financial Reporting Council, Chairman, Merlin Entertainments Group

No potential conflicts of interest exist between any duties to the Bank of the Directors listed above and their private interests or other duties.

Employees

The average number of persons employed by the Group worldwide during 2009 (full time equivalents) was 144,200 (2008: 152,800).

Litigation

The Bank, Barclays PLC and various current and former members of Barclays PLC's Board of Directors have been named as defendants in five proposed securities class actions (which have been consolidated) pending in the United States District Court for the Southern District of New York. The consolidated amended complaint, dated 12 February 2010, alleges that the registration statements relating to American Depositary Shares representing Preferred Stock, Series 2, 3, 4 and 5 ("ADS") offered by the Bank at various times between 2006 and 2008 contained misstatements and omissions concerning (amongst other things) Barclays portfolio of mortgage-related (including U.S. sub-prime-related) securities, the Bank's exposure to mortgage and credit market risk and the Bank's financial condition. The consolidated amended complaint asserts claims under Sections 11, 12(a)(2) and 15 of the Securities Act of 1933. The Bank considers that these ADS-related claims against it are without merit and is defending them vigorously. It is not possible to estimate any possible loss in relation to these claims or any effect that they might have upon operating results in any particular financial period.

On 15 September 2009, motions were filed in the United States Bankruptcy Court for the Southern District of New York (the "Court") by Lehman Brothers Holdings Inc. ("LBHI"), the SIPA Trustee for Lehman Brothers Inc. (the "Trustee") and the Official Committee of Unsecured Creditors of Lehman Brothers Holdings Inc. (the "Committee"). All three motions challenge certain aspects of the transaction pursuant to which Barclays Capital Inc. ("BCI") and other companies in the Group acquired most of the assets of Lehman Brothers Inc. ("LBI") in September 2008 and the court order approving such sale. The claimants seek an order voiding the transfer of certain assets to BCI; requiring BCI to return to the LBI estate alleged excess value BCI received; and declaring that BCI is not entitled to certain assets that it claims pursuant to the sale documents and order approving the sale. On 16 November 2009, LBHI, the Trustee and the Committee filed separate complaints in the Bankruptcy Court asserting claims against BCI based on the same underlying allegations as the pending motions and seeking relief similar to that which is requested in the motions. On 29 January 2010, BCI filed its response to the motions. The Bank considers that the motions and claims against BCI are without merit and BCI is vigorously defending its position. On 29 January 2010, BCI also filed a motion seeking delivery of certain assets that LBHI and LBI have failed to deliver as required by the sale documents and the court order approving the sale. The Court commenced a hearing in mid-April 2010, and claimants completed the presentation of their fact evidence on 25 June 2010. The evidentiary hearing resumed in August, September and October 2010, when Barclays presented its case-in-chief and both sides presented expert testimony. Evidence is now closed. Closing arguments were heard on 21 October 2010 and the post-trial briefing is due on 22 November 2010. Judgment is expected in 2011. It is not possible to estimate any possible loss to the Bank in relation to these matters or any effect that these matters might have upon operating results in any particular financial period.

Barclays PLC and the Group are engaged in various other litigation proceedings both in the United Kingdom and a number of overseas jurisdictions, including the United States, involving claims by and against them which arise in the ordinary course of business. The Bank does not expect the ultimate resolution of any of the proceedings to which the Group is party to have a significant adverse effect on the financial position of the Group and the Bank has not disclosed the contingent liabilities associated with these claims either because they cannot reasonably be estimated or because such disclosure could be prejudicial to the conduct of the claims.

Save as disclosed in paragraphs 1 and 2 of this "Litigation" section, no member of the Group is or has been involved in any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Bank is aware), which may have or have had during the 12 months preceding the date of this Base Prospectus, a significant effect on the financial position or profitability of the Bank and/or the Group.

Significant Change Statement

There has been no significant change in the financial or trading position of the Bank or the Group since 30 June 2010.

Material Adverse Change Statement

There has been no material adverse change in the prospects of the Bank or the Group since 31 December 2009.

Auditors

The annual consolidated and unconsolidated financial statements of the Bank for the two years ended 31 December 2008 and 31 December 2009 have been audited without qualification by PricewaterhouseCoopers of Southwark Towers, 32 London Bridge Street, London SE1 9SY, chartered accountants and registered auditors (authorised and regulated by the Financial Services Authority for designated investment business). The financial information contained in this Base Prospectus in relation to the Bank does not constitute its statutory accounts for the two years ended 31 December 2009. The Bank's annual report and accounts (containing its consolidated and unconsolidated audited financial statements), which constitute the Bank's statutory accounts within the meaning of section 434 of the Companies Act 2006 relating to each complete financial year to which such information relates, have been delivered to the Registrar of Companies in England. PricewaterhouseCoopers has reported on the Bank's statutory accounts, and such reports were unqualified and did not contain a statement under section 498(2) or section 498(3) of the Companies Act 2006. PricewaterhouseCoopers' report contained the following statement: "Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors. This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing."

the section headed "THE BANK AND THE GROUP" commencing on:

- 1) page 258 and ending on page 263 of the Original S.I.M.P.L.E. Base Prospectus; and
- 2) commencing on page 49 and ending on page 56 of the Original GSSP Base Prospectus.

C) to delete and replace in its entirety with the following the section headed "BARCLAYS CAPITAL CAYMAN LIMITED" commencing on page 264 and ending on page 265 of the Original S.I.M.P.L.E. Base Prospectus:

"BARCLAYS CAPITAL CAYMAN LIMITED

Barclays Capital (Cayman) Limited ("BCCL") was incorporated in the Cayman Islands on 24 July 1989 for an unlimited duration and registered on 26 July 1989. BCCL operates under Cayman Islands law with limited liability. BCCL's registered office is at the offices of Barclays Private Bank & Trust (Cayman) Limited, P.O. Box 487GT, 4th Floor, First Caribbean House, 25 Main Street, George Town, Grand Cayman, Cayman Islands, British West Indies. Its registration number is 32968. BCCL is a wholly-owned direct subsidiary of the Bank.

BCCL was established for the purpose of *inter alia* issuing notes, certificates and warrants and buying and selling options. It is the policy of the Directors to hedge fully the liabilities of BCCL arising under notes and warrants issued by BCCL.

BCCL is resident for tax purposes in the United Kingdom.

Share Capital

The following table sets out the capitalisation of BCCL as at the date of this Base Prospectus.

Authorised:	1,000 Ordinary shares of U\$10 each
	100,000,000,000 Preference Shares of £0.01 each
Allotted and fully paid:	10 Ordinary shares of U\$10 each

As at the date hereof, BCCL does not have any loan capital outstanding or created but unissued, term loans, any other borrowings or indebtedness in the nature of borrowing, bank overdrafts or liabilities under acceptances, acceptance credits, hire purchase commitments, obligations under finance leases, guarantees or other contingent liabilities.

Directors

The Board of Directors of BCCL consists of:

<i>Name</i>	<i>Function within BCCL</i>	<i>Principal Occupation</i>
Eric Didier Bommensath	Director	Investment Banker
Benoit de Vitry	Director	Investment Banker
Kate Elizabeth Pothalingam	Director	Investment Banker
Colin Archibald Dickie	Director	Investment Banker
Arthur Ubaka Mbanefo	Director	Investment Banker

The business address of all the above Directors is 5 The North Colonnade, Canary Wharf, London E14 4BB, United Kingdom.

No potential conflicts of interest exist between any duties to BCCL of the Directors listed above and their private interests or other duties.

Related Parties

In the ordinary course of business, the Issuers participate in transactions with parent and fellow subsidiary companies. Such transactions are disclosed in the consolidated audited financial statements of the Barclays PLC which are publicly available and hereby incorporated by reference.

Litigation Statement

BCCL is not and/or has not been involved in any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which BCCL is aware), which may have or have had during the 12 months preceding the date of this Base Prospectus, a significant effect on the financial position or profitability of BCCL.

Ultimate Parent Company

The ultimate holding company and the parent company of the largest group that presents group accounts within which BCCL's accounts are consolidated is Barclays PLC. Barclays PLC is incorporated in Great Britain. The statutory accounts of both the Bank and Barclays PLC are available from the Company Secretary, One Churchill Place, London E14 5HP.

Auditors

The annual financial statements of BCCL for the two years ended 31 December 2008 and 31 December 2009 have been audited without qualification by PricewaterhouseCoopers of Southwark

Towers, 32 London Bridge Street, London SE1 9SY, chartered accountants and registered auditors (authorised and regulated by the Financial Services Authority for designated investment business).

The Guarantee of the Bank

The Bank has entered into a Guarantee dated 9 April 2009 under which the Bank undertakes unconditionally and irrevocably to guarantee the proper, punctual and complete performance by BCCL of its obligations under all Securities issued by BCCL under the Programme. The Bank undertakes to pay or procure the making of any payment in cash in the currency in which the particular Securities are expressed to be payable in accordance with the terms and conditions thereof upon demand being made under the Guarantee by the relevant holder of the Securities. Information about the Bank is set out elsewhere in this document.

Recent Developments

BCCL has made neither profit nor loss during the financial year ended 31 December 2009. The Directors do not recommend the payment of a dividend for this financial period.

Material and Significant Change Statement

There has been no significant change in the financial or trading position of BCCL since 31 December 2009 and there has been no material adverse change in the prospects of BCCL since 31 December 2009 (the date at which the most recent annual audited financial statements of BCCL were prepared)."

Arranger

Barclays Capital

The date of this Combined Supplement 4/2010 is 12 November 2010.