

DATED 9 NOVEMBER 2015

BARCLAYS BANK PLC
AS ISSUER

AND

BARCLAYS COVERED BONDS LLP
AS GUARANTOR

AND

CITICORP TRUSTEE COMPANY LIMITED
AS BOND TRUSTEE AND SECURITY TRUSTEE

SUPPLEMENTAL TRUST DEED

SUPPLEMENTAL TO THE TRUST DEED
DATED 18 DECEMBER 2007 (AS AMENDED,
RESTATED AND SUPPLEMENTED FROM TIME TO
TIME)
RELATING TO A €35 BILLION GLOBAL COVERED
BOND PROGRAMME

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THIS SUPPLEMENTAL TRUST DEED is made on 9 November 2015

BETWEEN:

- (1) **BARCLAYS BANK PLC**, (registered number 1026167), a public limited company incorporated under the laws of England and Wales, whose registered office is at 1 Churchill Place, London E14 5HP (in its capacity as the "**Issuer**");
- (2) **BARCLAYS COVERED BONDS LLP**, (registered number OC332284) a limited liability partnership incorporated under the laws of England and Wales, whose registered office is at 1 Churchill Place, London E14 5HP (in its capacity as the "**Guarantor**"); and
- (3) **CITICORP TRUSTEE COMPANY LIMITED**, (registered number 235914), a private limited company incorporated under the laws of England and Wales, whose registered office is at Citigroup Centre 2, Canada Square, Canary Wharf, London E14 5LB (in its capacities as the "**Bond Trustee**" and the "**Security Trustee**" which expressions shall, wherever the context so admits, include such company and all other persons or companies for the time being the bond trustee or bond trustees and/or security trustee or security trustees under the Trust Deed).

WHEREAS:

- (A) The Issuer, the Guarantor, the Bond Trustee and the Security Trustee have entered into a trust deed made on 18 December 2007, as amended, restated, supplemented or varied from time to time (the "**Trust Deed**").
- (B) The Issuer has issued certain Covered Bonds pursuant to its global covered bond programme, including the Series 2009-1 EUR 2,000,000,000 4.00 per cent. Covered Bonds due 2019 (the "**Series 2009-1 Covered Bonds**"), the Series 2010-2 EUR 1,300,000,000 4.25 per cent. Covered Bonds due 2022 (the "**Series 2010-2 Covered Bonds**"), the Series 2011-1 EUR 1,000,000,000 4.00 per cent. Covered Bonds due 2021 (the "**Series 2011-1 Covered Bonds**") and the Series 2011-2 EUR 1,500,000,000 3.625 per cent. Covered Bonds due 2016 (the "**Series 2011-2 Covered Bonds**", and, together with the Series 2009-1 Covered Bonds, the Series 2010-2 Covered Bonds and the Series 2011-1 Covered Bonds, the "**Relevant Covered Bonds**") which were constituted pursuant to the Trust Deed.
- (C) Pursuant to extraordinary resolutions dated 9 November 2015 (the "**Extraordinary Resolutions**") of the Covered Bondholders of each Series of the Relevant Covered Bonds (the "**Relevant Covered Bondholders**"), the Relevant Covered Bondholders assent to the modification of the Conditions of each Series of the Relevant Covered Bonds (as described more particularly under Clause 3 (*Amendments to Final Terms*) below) and authorise, direct, request and empower the parties to enter into this Deed in order to effect the modifications referred to in Clause 3 (*Amendments to Final Terms*) below.

Now this Supplemental Trust Deed witnesses and it is hereby agreed as follows:

1. **DEFINITIONS**

Unless otherwise defined in this Deed or the context requires otherwise, words and expressions used in this Deed shall have the meanings and constructions ascribed to them in the master definitions schedule entered into between, *inter alios*, the parties to this Deed and dated 18 December 2007 (as amended, restated or supplemented from time to time) (the "**Master Definitions Schedule**"). This Deed shall be construed in accordance with the interpretation provisions set out in clause 2 (*Interpretation and Construction*) of the Master Definitions Schedule.

2. **DIRECTION OF RELEVANT COVERED BONDHOLDERS**

Pursuant to the Extraordinary Resolutions, the Relevant Covered Bondholders have authorised, directed, requested and empowered the parties hereto to enter into this Supplemental Trust Deed to modify the Conditions of each Series of the Relevant Covered Bonds by way of a modification to the Final Terms of each such Series as set out in Clause 3 (*Amendments to Final Terms*) below.

3. **AMENDMENTS TO FINAL TERMS**

With effect from the date hereof, the parties hereto agree:

- 3.1 the Final Terms in respect of the Series 2009-1 Covered Bonds shall be amended and restated as set out in Schedule 1 (*Amended and Restated Final Terms in respect of the Series 2009-1 Covered Bonds*) hereto;
- 3.2 the Final Terms in respect of the Series 2010-2 Covered Bonds shall be amended and restated as set out in Schedule 2 (*Amended and Restated Final Terms in respect of the Series 2010-2 Covered Bonds*) hereto;
- 3.3 the Final Terms in respect of the Series 2011-1 Covered Bonds shall be amended and restated as set out in Schedule 3 (*Amended and Restated Final Terms in respect of the Series 2011-1 Covered Bonds*) hereto; and
- 3.4 the Final Terms in respect of the Series 2011-2 Covered Bonds shall be amended and restated as set out in Schedule 4 (*Amended and Restated Final Terms in respect of the Series 2011-2 Covered Bonds*) hereto.

4. **REPRESENTATIONS AND WARRANTIES**

- 4.1 Each of the Issuer and the Guarantor herein represents and warrants to each other and each of the Bond Trustee and the Security Trustee as follows:
 - 4.1.1 it is duly incorporated under the laws of its jurisdiction of incorporation;
 - 4.1.2 its memorandum and articles or other constitutional documents give it power and all necessary corporate, or other, authorities have been obtained and all necessary action taken, for it to enter into this Deed and the transactions and amendments contemplated hereby and this Deed and the Final Terms relating

to each Series of the Relevant Covered Bonds as amended hereby constitute its valid, legal and binding obligations;

- 4.1.3 neither the signing and the delivery of this Deed nor the performance of any of the transactions or amendments contemplated hereby does or will contravene or constitute a default under or cause to be exceeded any limitation in its powers or any law or regulation by which it or any of its assets is bound or affected or its constitutional documents or any agreement to which it is a party or by which any of its assets are bound; and
- 4.1.4 there have been no breaches of any obligations assumed by it pursuant to the the Final Terms relating to each Series of the Relevant Covered Bonds.

5. MISCELLANEOUS

The Trust Deed shall, in relation to the Relevant Covered Bonds, henceforth be read and construed as one document with this Deed, and the Trust Deed (as modified by this Deed) shall continue in full force and effect.

6. GOVERNING LAW AND SUBMISSION TO JURISDICTION

- 6.1 This Deed and any non-contractual obligations arising out of or in connection with it is governed by, and shall be construed in accordance with, English law.
- 6.2 Each of the parties hereto irrevocably agrees that the courts of England shall have jurisdiction to hear and determine any suit, action or proceeding, and to settle any disputes, which may arise out of or in connection with this Deed (including a dispute relating to any non-contractual obligations arising out of or in connection with this Deed) and, for such purposes, irrevocably submits to the jurisdiction of such courts.

7. CONTRACTS (RIGHTS OF THIRD PARTIES) ACT 1999

A person who is not a party to this Deed has no right under the Contracts (Rights of Third Parties) Act 1999 to enforce any term of this Deed, but this does not affect any right or remedy of a third party which exists or is available apart from that Act.

8. COUNTERPARTS

This Deed may be executed and delivered in any number of counterparts, all of which, taken together, shall constitute one and the same deed and any party to this Deed may enter into the same by executing and delivering a counterpart.

In witness whereof this Deed has been executed as a deed as of the date stated at the beginning.

SIGNATURES

EXECUTED AS A DEED by

Issuer

EXECUTED as a DEED by)
BARCLAYS BANK PLC)
acting by its duly authorised attorney)
in the presence of:)

.....
Signature

Name: MATTEO SEURGA

Address: 10 UPPER BANK STREET, LONDON E14 5JJ

Occupation: Solicitor

Guarantor

EXECUTED as a DEED by)
BARCLAYS COVERED BONDS LLP)
SFM Directors Limited)
as Director of Congadale Limited,)
as member of Barclays Covered Bonds LLP)

Barclays Bank PLC)
as member of Barclays Covered Bonds LLP)
acting by its duly authorised signatory)

SIGNATURES

EXECUTED AS A DEED by

Issuer

EXECUTED as a **DEED** by)
BARCLAYS BANK PLC)
acting by its duly authorised attorney)
in the presence of:)

.....
Signature

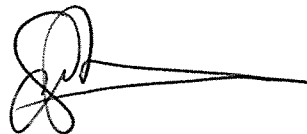
Name:

Address:

Occupation:

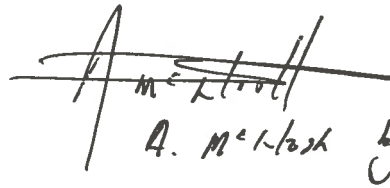
Guarantor

EXECUTED as a **DEED** by)
BARCLAYS COVERED BONDS LLP)
)
SFM Directors Limited)
as Director of Congadale Limited,)
as member of Barclays Covered Bonds LLP)
)
)
)
Barclays Bank PLC)
as member of Barclays Covered Bonds LLP)
acting by its duly authorised signatory)

A handwritten signature in black ink, consisting of a stylized 'S' followed by a long horizontal stroke.

Bond Trustee

EXECUTED as a **DEED** by)
CITICORP TRUSTEE)
COMPANY LIMITED)
acting by its duly authorised attorney)
in the presence of:)


A. Mcintosh by P.O.A

.....
Signature



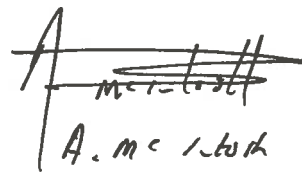
Name: **MATTEO SBRAGA**

Address: **10 UPPER BANK STREET, LONDON E14 5JJ**

Occupation: **SOLICITOR**

Security Trustee

EXECUTED as a **DEED** by)
CITICORP TRUSTEE)
COMPANY LIMITED)
acting by its duly authorised attorney)
in the presence of:)


A. Mcintosh by P.O.A

.....
Signature



Name: **MATTEO SBRAGA**

Address: **10 UPPER BANK STREET, LONDON E14 5JJ**

Occupation: **SOLICITOR**

SCHEDULE 1
AMENDED AND RESTATED FINAL TERMS IN RESPECT OF THE SERIES 2009-1
COVERED BONDS

FINAL TERMS

Final Terms dated 7 October 2009 as amended and restated on 9 November 2015
(to the Base Prospectus dated 23 September 2009 as supplemented on 28 September 2009)

Barclays Bank PLC

Issue of EUR 2,000,000,000 Series 2009-1 4.00 per cent. Covered Bonds due 2019
irrevocably and unconditionally guaranteed as to payment of principal and interest by
Barclays Covered Bonds LLP
under the
€35 billion Global Covered Bond Programme

The Programme has been registered and notice of the issue of these Covered Bonds has been made, under the Regulated Covered Bonds Regulations 2008.

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the conditions (the "**Conditions**") set forth in the Base Prospectus dated 23 September 2009 and the supplemental Base Prospectus dated 28 September 2009 which together constitute a base prospectus (the "**Base Prospectus**") for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the "**Prospectus Directive**"). This document constitutes the Final Terms of the Covered Bonds described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus. Full information on the Issuer, the Guarantor and the offer of the Covered Bonds is only available on the basis of the combination of these Final Terms and the Base Prospectus as so supplemented. The Base Prospectus and the supplemental Base Prospectus are available for viewing at Barclays Treasury, 1 Churchill Place, London E14 5HP during normal business hours and copies may be obtained from Citibank N.A., London Branch at Citigroup Centre, Canada Square, London E14 5LB.

1. (i) Issuer: Barclays Bank PLC
- (ii) Guarantor: Barclays Covered Bonds LLP
- (iii) Series Number: 2009-1
2. Tranche Number: 1
3. Specified Currency or Euro (EUR)
Currencies:
4. Nominal Amount of Covered Bonds to be issued: EUR 2,000,000,000
5. Aggregate Nominal Amount of the Covered Bonds Admitted to trading:
 - (i) Series: EUR 2,000,000,000
 - (ii) Tranche: EUR 2,000,000,000
6. (i) Issue Price: 99.563 *per cent.* of the Aggregate Nominal Amount
- (ii) Net proceeds: EUR 1,983,560,000
7. Specified Denominations: EUR 50,000
8. (i) Issue Date: 7 October 2009
- (ii) Interest Commencement Date: 7 October 2009

9. Final Maturity Date: 7 October 2019
- Extended Due for Payment Date of Guaranteed Amounts corresponding to the Final Redemption Amount under the Covered Bond Guarantee: 7 October 2020
10. Interest Basis: 4.00 *per cent.* Fixed Rate from, and including, the Issue Date to, but excluding, the Final Maturity Date
- (further particulars specified below with respect to the period from, and including, the Final Maturity Date to, but excluding, the Extended Due for Payment Date)*
11. Redemption/Payment Basis: Redemption at par
- Soft Bullet Covered Bond
12. Change of Interest Basis or Payment Basis: Applicable
- 4.00 *per cent.* Fixed Rate payable annually in arrear from, and including, the Issue Date to, but excluding, the Final Maturity Date
- One Month EURIBOR + 0.60 *per cent.* Floating Rate payable monthly in arrear from, and including, the Final Maturity Date to, but excluding, the Extended Due for Payment Date
13. Tradeable amount: Integral Multiples of EUR 50,000
14. Call Options: Not Applicable
15. (i) Status of the Covered Bonds: Senior
- (ii) Status of the Guarantee: Senior
- (iii) Date Board/Committee approval for issuance of Covered Bonds obtained: 11 December 2007
16. Listing: London
17. Method of distribution: Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

18. **Fixed Rate Covered Bond Provisions** Applicable from, and including, the Issue Date to, and including, the Final Maturity Date
- (i) Fixed Rate(s) of Interest: 4.00 *per cent.* per annum payable annually in arrear
- (ii) Interest Date(s): Payment 7 October in each year up to, and including, the Final Maturity Date, commencing on the Issue Date and ending on the Final Maturity Date

- | | | |
|--------|--|--|
| (iii) | Business Day Convention: | Following unadjusted |
| (iv) | Business Day(s): | London/TARGET |
| | Additional Business Centre(s): | Not Applicable |
| (v) | Fixed Coupon Amount(s): | EUR 2,000 per EUR 50,000 in nominal amount |
| (vi) | Initial Broken Amount(s): | Not Applicable |
| (vii) | Final Broken Amount: | Not Applicable |
| (viii) | Day Count Fraction: | Act/Act (ICMA) |
| (ix) | Determination Date(s): | 7 October in each year |
| (x) | Other terms relating to the method of calculating interest for Fixed Rate Covered Bonds: | Not Applicable |
19. Floating Rate Covered Bond Provisions
- | | | |
|-------|---|---|
| (i) | Interest Period(s): | The period from, and including, each Specified Interest Payment Date to, but excluding, the next following Specified Interest Payment Date provided that the first Interest Period shall be from, and including, the Final Maturity Date to, but excluding, the next following Specified Interest Payment Date |
| (ii) | Specified Interest Payment Date(s): | The 7th day of each month from, but excluding, the Final Maturity Date to, and including, the Extended Due for Payment Date (or, if earlier, the Specified Interest Payment Date on which the Covered Bonds are redeemed in full) |
| (ii) | Business Day Convention: | Modified Following Business Day Convention |
| (iii) | Business Centre(s): | Not Applicable |
| (iv) | Manner in which the Rate of Interest and Interest Amount is to be determined: | Screen Rate Determination |
| (v) | Party responsible for calculating the Rate of Interest and Interest Amount (if not the Principal Paying Agent): | Not Applicable |
| (vi) | Screen Rate | Applicable |

Determination:

- | | | |
|--------|---|--|
| (1) | Reference Rate: | One month EURIBOR |
| (2) | Interest Determination Date(s): | The second day on which TARGET2 is open prior to the start of each Interest Period |
| (3) | Relevant Screen Page: | Reuters page EURIBOR01 or any replacement thereto |
| (vii) | ISDA Determination: | Not Applicable |
| (viii) | Margins: | 0.60 <i>per cent.</i> per annum |
| (ix) | Minimum Rate of Interest: | Not Applicable |
| (x) | Maximum Rate of Interest: | Not Applicable |
| (xi) | Day Count Fraction: | Actual/360 |
| (xii) | Fall back provisions, rounding provisions and any other terms relating to the method of calculating interest on Floating Rate Covered Bonds, if different from those set out in the Conditions: | Not Applicable |
20. Zero Coupon Covered Bond Provisions Not Applicable
21. Index Linked Interest Covered Bond Not Applicable
22. Dual Currency Covered Bond Provisions Not Applicable

PROVISIONS RELATING TO REDEMPTION BY THE ISSUER

23. Issuer Call: Not Applicable
24. Early Redemption Amount of each Covered Bond payable on redemption for taxation reasons, on acceleration following an Issuer Event of Default or an LLP Event of Default and/or the method of calculating the same (if required or if different from that set out in Condition 6(e) (*Early Redemption Amounts*)): As per Condition 6(e) (*Early Redemption Amounts*)

GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS

25. Form of Covered Bonds: Bearer Covered Bonds:

- (i) Form: Temporary Global Covered Bond exchangeable for a Permanent Global Covered Bond which is exchangeable for Bearer Definitive Covered Bonds in definitive form only after an Exchange Event
- (ii) New global Covered Bond: Yes
26. Additional Financial Centre(s) or other special provisions relating to Payment Dates: Not Applicable
27. Talons for future Coupons or Receipts to be attached to Bearer Definitive Covered Bonds (and dates on which such Talons mature): No
28. Details relating to Partly-Paid Covered Bonds: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Covered Bonds and interest due on late payment: Not Applicable
29. Details relating to Instalment Covered Bonds:
- (i) Instalment Amount(s): Not Applicable
- (ii) Instalment Date(s): Not Applicable
30. Redenomination: Not applicable
31. Other final terms: Not Applicable

DISTRIBUTION

32. (i) If syndicated, names and addresses of Managers: Bookrunners:
- Barclays Bank PLC*
5, The North Collonade, London E14 4BB
- Calyon Crédit Agricole CIB S.A.*
9 quai du Président Paul Doumer
92920 Paris la Défense Cedex, France
- Caja de Ahorros y Monte de Piedad de Madrid*
Paseo De La Castellana 189, Madrid 28046, Spain
- Commerzbank Aktiengesellschaft*
Kaiserstraße 16 (Kaiserplatz)
60311 Frankfurt am Main
Federal Republic of Germany
- Danske Bank A/S*
Holmens Kanal 2-12, DK-1092 Copenhagen K

Denmark

UniCredit Group (HVB)
Bayerische Hypo- und Vereinsbank AG
Arabellastrasse 12, D-81925 Munich
Germany

Co-Managers:

Banco Comercial Português S.A
Praça D. João I, No. 28, Porto, Portugal

Bayerische Landesbank
Brienner Strasse 18, D-80333 Munich
Federal Republic of Germany

BNP Paribas
10 Harewood Avenue, London NW1 6AA

Erste Group Bank AG
A-1010 Vienna, Graben 21

ING Belgium SA/NV
Avenue Marnix 24, B-1000 Brussels, Belgium

Natixis
30 Avenue Pierre Mendes-France
75013 Paris, France

Royal Bank of Canada Europe Limited
71 Queen Victoria Street
London EC4V 4DE

WestLB AG
Herzogstrasse 15, D – 40217 Düsseldorf, Germany

- | | | |
|------|--|----------------|
| (ii) | Stabilising Manager(s) (if any): | Not Applicable |
| 33. | If non-syndicated, name of relevant Dealer(s): | Not Applicable |
| 34. | Whether TEFRA D or TEFRA C rules applicable or TEFRA rules not applicable: | TEFRA D |
| 35. | Additional selling restrictions: | Not Applicable |

LISTING APPLICATION

These Final Terms comprise the final terms required to list and have admitted to trading the issue of Covered Bonds described herein pursuant to the EUR 35,000,000,000 Global Covered Bond Programme of Barclays Bank PLC on the regulated market of the London Stock Exchange.

RESPONSIBILITY

Each of the Issuer and the Guarantor accept responsibility for the information contained in these Final Terms. The Issuer and the Guarantor confirms that such information has been accurately reproduced and that, so far as it is aware no facts have been omitted which would render the reproduced information inaccurate or misleading.

PART B – OTHER INFORMATION

Hidden

1. LISTING AND ADMISSION TO TRADING

- (i) Listing: London
- (ii) Admission to trading: Application has been made for the Covered Bonds to be admitted to trading on the Regulated Market of the London Stock Exchange with effect from 7 October 2009

2. RATINGS

Ratings: The Covered Bonds to be issued have been rated:

S & P: AAA

Moody's: Aaa

Fitch: AAA

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

- (i) Reasons for the offer As in "*Use of Proceeds*" section of the Base Prospectus
- (ii) Estimated net proceeds: EUR 1,983,560,000
- (iii) Estimated total expenses £5,000

4. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in "*Subscription and Sale and Transfer and Selling Restrictions*", so far as the Issuer and the Guarantor are aware, no person involved in the issue of the Covered Bonds has an interest material to the offer.

5. YIELD

Indication of yield: 4.054 *per cent.*

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield

6. PERFORMANCE OF INDEX/FORMULA/OTHER VARIABLE AND OTHER INFORMATION CONCERNING THE UNDERLYING

Not Applicable

7. PERFORMANCE OF RATE[S] OF EXCHANGE AND EXPLANATION OF EFFECT ON VALUE OF INVESTMENT

Not Applicable

8. OPERATIONAL INFORMATION

- (i) ISIN Code: XS0456178580
- (ii) Common Code: 045617858

- | | | |
|--------|---|--|
| (iii) | CUSIP: | Not Applicable |
| (iv) | CINS: | Not Applicable |
| (v) | Any clearing system(s) other than DTC, Euroclear or other than Clearstream, Luxembourg and the relevant identification number(s): | Not Applicable |
| (vi) | Delivery: | Delivery against payment |
| (vii) | Names and addresses of additional Paying Agent(s) (if any): | Not Applicable |
| (viii) | Intended to be held in a manner which would allow Eurosystem eligibility: | <p>Yes</p> <p>Note that the designation "yes" simply means that the Covered Bonds are intended upon issue to be deposited with one of Euroclear or Clearstream, Luxembourg as common safekeeper and does not necessarily mean that the Covered Bonds will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon satisfaction of the Eurosystem eligibility criteria.</p> |

Signed on behalf of the Issuer:

Signed on behalf of the Guarantor:

By:

By:

Duly authorised

Duly authorised

SCHEDULE 2
AMENDED AND RESTATED FINAL TERMS IN RESPECT OF THE SERIES 2010-2
COVERED BONDS

Final Terms dated 16 December 2011 as amended and restated on 9 November 2015
(to the Base Prospectus dated 26 August 2011 as supplemented on 12 December 2011)

Barclays Bank PLC

Issue of €300,000,000 4.25 per cent. Covered Bonds due 2022 (the "**Covered Bonds**") (to be consolidated, become fungible and form a single Series with the Existing €1,000,000,000 Series 2010-2 4.25 per cent. Covered Bonds due 2022 issued on 2 March 2010 (the "**Original Covered Bonds**"))
irrevocably and unconditionally guaranteed as to payment of principal and interest by
Barclays Covered Bonds LLP
under the
€35 billion Global Covered Bond Programme

The Programme has been registered and notice of the issue of these Covered Bonds has been made, under the Regulated Covered Bonds Regulations 2008.

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the 2009 Conditions (the "**Conditions**") incorporated by reference into the Base Prospectus dated 26 August 2011 and the supplemental Base Prospectus dated 12 December 2011 which together constitute a base prospectus (the "**Base Prospectus**") for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the "**Prospectus Directive**"). This document constitutes the Final Terms of the Covered Bonds described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus. Full information on the Issuer, the Guarantor and the offer of the Covered Bonds is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing during normal business hours at Barclays Treasury, 1 Churchill Place, London E14 5HP and copies may be obtained from Citibank N.A., London Branch at the Citigroup Centre, Canada Square, London E14 5LB.

- | | | | |
|----|-------|--|---|
| 1. | (i) | Issuer: | Barclays Bank PLC |
| | (ii) | Guarantor: | Barclays Covered Bonds LLP |
| | (iii) | Series Number: | 2010-2 |
| 2. | | Tranche Number: | 2 |
| | | | The Covered Bonds will be consolidated and form a single Series with the Original Covered Bonds on exchange of the Temporary Global Covered Bond for the Permanent Global Covered Bond (which is expected to be 40 days after the Issue Date subject to certification of non-U.S. beneficial ownership) |
| 3. | | Specified Currency or Currencies: | Euro ("€") |
| 4. | | Nominal Amount of Covered Bonds to be issued: | €300,000,000 |
| 5. | | Aggregate Nominal Amount of the Covered Bonds Admitted to trading: | |
| | (i) | Series: | €1,300,000,000 |
| | (ii) | Tranche: | €300,000,000 |
| 6. | (i) | Issue Price: | 103.251 per cent. of the Aggregate Nominal Amount of the Tranche plus €10,172,131.15 in respect of interest accrued from (and including) 2 March 2011 to (but excluding) the Issue Date |

		(being in total 106.642 per cent. of the Aggregate Nominal Amount)
	(ii) Net proceeds	€319,925,131.15
7.	Specified Denominations:	€50,000
8.	(i) Issue Date:	19 December 2011
	(ii) Interest Commencement Date:	2 March 2011
9.	Final Maturity Date:	2 March 2022
	Extended Due for Payment Date of Guaranteed Amounts corresponding to the Final Redemption Amount under the Covered Bond Guarantee:	2 March 2023
10.	Interest Basis:	4.25 per cent. Fixed Rate from, and including, the Issue Date to, but excluding, the Final Maturity Date <i>(further particulars specified below with respect to the period from, and including, the Final Maturity Date to, but excluding, the Extended Due for Payment Date)</i>
11.	Redemption/Payment Basis:	Redemption at par Soft Bullet Covered Bond
12.	Change of Interest Basis or Payment Basis:	Applicable 4.25 <i>per cent.</i> Fixed Rate payable annually in arrear from, and including, the Issue Date to, but excluding, the Final Maturity Date One Month EURIBOR + 0.72 <i>per cent.</i> Floating Rate payable monthly in arrear from, and including, the Final Maturity Date to, but excluding, the Extended Due for Payment Date
13.	Tradeable amount:	Integral Multiples of €50,000
14.	Call Options:	Not Applicable
15.	(i) Status of the Covered Bonds:	Senior
	(ii) Status of the Guarantee:	Senior
	(iii) Date Board/Committee approval for issuance of Covered Bonds obtained:	11 December 2007
16.	Listing:	London
17.	Method of distribution:	Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

18.	Fixed Rate Covered Bond Provisions	Applicable from, and including, the Issue Date to, and including, the Final Maturity Date
(i)	Fixed Rate(s) of Interest:	4.25 per cent. per annum payable annually in arrear
(ii)	Interest Payment Date(s):	2 March in each year up to and including the Final Maturity Date, commencing on the Issue Date and ending on the Final Maturity Date
(iii)	Business Day Convention:	Following unadjusted
(iv)	Business Day(s):	London/TARGET
	Additional Business Centre(s):	Not Applicable
(v)	Fixed Coupon Amount(s):	€2,125 per €50,000 in nominal amount
(vi)	Initial Broken Amount(s):	Not Applicable
(vii)	Final Broken Amount:	Not Applicable
(viii)	Day Count Fraction:	Act/Act (ICMA)
(ix)	Determination Date(s):	2 March in each year
(x)	Other terms relating to the method of calculating interest for Fixed Rate Covered Bonds:	Not Applicable
19.	Floating Rate Covered Bond Provisions	Applicable from, and including, the Final Maturity Date to, but excluding, the Extended Due for Payment Date
(i)	Interest Period(s):	The period from, and including, each Specified Interest Payment Date to, but excluding, the next following Specified Interest Payment Date provided that the first Interest Period shall be from, and including, the Final Maturity Date to, but excluding, the next following Specified Interest Payment Date
(ii)	Specified Interest Payment Date(s):	The 2nd day of each month from, but excluding, the Final Maturity Date to, and including, the Extended Due for Payment Date (or, if earlier, the Specified Interest Payment Date on which the Covered Bonds are redeemed in full)
(ii)	Business Day Convention:	Modified Following Business Day Convention
(iii)	Business Centre(s):	Not Applicable
(iv)	Manner in which the Rate of Interest and Interest Amount is to be	Screen Rate Determination

determined:

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|--------|---|--|
| (v) | Party responsible for calculating the Rate of Interest and Interest Amount (if not the Principal Paying Agent): | Not Applicable |
| (vi) | Screen Rate Determination: | Applicable |
| (1) | Reference Rate: | One month EURIBOR |
| (2) | Interest Determination Date(s): | The second day on which TARGET2 is open prior to the start of each Interest Period |
| (3) | Relevant Screen Page: | Reuters page EURIBOR01 or any replacement thereto |
| (vii) | ISDA Determination: | Not Applicable |
| (viii) | Margins: | 0.72 <i>per cent.</i> per annum |
| (ix) | Minimum Rate of Interest: | Not Applicable |
| (x) | Maximum Rate of Interest: | Not Applicable |
| (xi) | Day Count Fraction: | Actual/360 |
| (xii) | Fall back provisions, rounding provisions and any other terms relating to the method of calculating interest on Floating Rate Covered Bonds, if different from those set out in the Conditions: | Not Applicable |
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|-----|---------------------------------------|----------------|
| 20. | Zero Coupon Covered Bond Provisions | Not Applicable |
| 21. | Index Linked Interest Covered Bond | Not Applicable |
| 22. | Dual Currency Covered Bond Provisions | Not Applicable |

PROVISIONS RELATING TO REDEMPTION BY THE ISSUER

- | | | |
|-----|---|---|
| 23. | Issuer Call: | Not Applicable |
| 24. | Early Redemption Amount of each Covered Bond payable on redemption for taxation reasons, on acceleration following an Issuer Event of Default or an | As per Condition 6(e) (<i>Early Redemption Amounts</i>) |

LLP Event of Default and/or the method of calculating the same (if required or if different from that set out in Condition 6(e) (*Early Redemption Amounts*)).

GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS

25.	Form of Covered Bonds:	Bearer Covered Bonds:
	(i) Form:	<p>Temporary Global Covered Bond exchangeable for a Permanent Global Covered Bond which is exchangeable for Bearer Definitive Covered Bonds in definitive form only after an Exchange Event.</p> <p>Upon issue of the Covered Bonds, the Temporary ISIN, Temporary Common Code and Temporary WKN of the Temporary Global Covered Bond will be those set out in paragraphs 8(ii), 8(iv), and 8(vi), respectively, of Part B of these Final Terms.</p> <p>Upon exchange of the Temporary Global Covered Bond for the Permanent Global Covered Bond, the Covered Bonds will be consolidated and form a single series with Original Covered Bonds and the ISIN, Common Code and WKN will be those set out in paragraphs 8(i), 8(iii) and 8(v), respectively, of Part B of these Final Terms.</p>
	(ii) New global Covered Bond:	Yes
26.	Additional Financial Centre(s) or other special provisions relating to Payment Dates:	Not Applicable
27.	Talons for future Coupons or Receipts to be attached to Bearer Definitive Covered Bonds (and dates on which such Talons mature):	No
28.	Details relating to Partly-Paid Covered Bonds: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Covered Bonds and interest due on late payment:	Not Applicable
29.	Details relating to Instalment Covered Bonds:	
	(i) Instalment Amount(s):	Not Applicable
	(ii) Instalment Date(s):	Not Applicable
30.	Redenomination:	Not applicable

31. Other final terms: Not Applicable

DISTRIBUTION

32. (i) If syndicated, names and addresses of Managers: Barclays Bank PLC
5 The North Colonnade
London
E14 4BB

ING Belgium SA/NV
Avenue Marnix, 24
B-1000 Brussels

Wells Fargo Securities International Limited
One Plantation Place
30 Fenchurch Street
London
EC3M 3BD
- (ii) Date of syndication agreement 16 December 2011
- (iii) Stabilising Manager(s) (if any): Not Applicable
33. If non-syndicated, name of relevant Dealer(s): Not Applicable
34. Whether TEFRA D or TEFRA C rules applicable or TEFRA rules not applicable: TEFRA D
35. Additional selling restrictions: Not Applicable

LISTING APPLICATION

These Final Terms comprise the final terms required to list and have admitted to trading the issue of Covered Bonds described herein pursuant to the €35,000,000,000 Global Covered Bond Programme of Barclays Bank PLC on the regulated market of the London Stock Exchange.

RESPONSIBILITY

Each of the Issuer and the Guarantor accept responsibility for the information contained in these Final Terms.

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing: London
- (ii) Admission to trading: Application has been made for the Covered Bonds to be admitted to trading on the Regulated Market of the London Stock Exchange with effect from 19 December 2011.

The Original Covered Bonds have already been admitted to the Official List of the UK Listing Authority and admitted to trading on the regulated market of the London Stock Exchange with effect from 2 March 2010.

2. RATINGS

- Ratings: The Covered Bonds to be issued have been rated AAA by Standard & Poor's Credit Market Services Europe Limited, AAA by Fitch Ratings Ltd. and Aaa by Moody's Investor Services Limited.

Standard & Poor's Credit Market Services Europe Limited, Moody's Investor Services Limited and Fitch Ratings Ltd. are established in the European Union and are registered under Regulation (EC) No. 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies.

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

- (i) Reasons for the offer As in "*Use of Proceeds*" section of the Base Prospectus
- (ii) Estimated net proceeds: €319,925,131.15
- (iii) Estimated total expenses £5,000

4. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in "*Subscription and Sale and Transfer and Selling Restrictions*", so far as the Issuer and the Guarantor are aware, no person involved in the issue of the Covered Bonds has an interest material to the offer.

5. YIELD

- Indication of yield: 3.857 per cent.

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield

6. PERFORMANCE OF INDEX/FORMULA/OTHER VARIABLE AND OTHER INFORMATION CONCERNING THE UNDERLYING

Not Applicable

7. PERFORMANCE OF RATES OF EXCHANGE AND EXPLANATION OF EFFECT ON VALUE OF INVESTMENT

Not Applicable

8. OPERATIONAL INFORMATION

- | | | |
|--------|---|---|
| (i) | ISIN: | XS0491009659 |
| (ii) | Temporary ISIN: | XS0719759911 |
| (iii) | Common Code: | 049100965 |
| (iv) | Temporary Common Code: | 071975991 |
| (v) | WKN: | BC0BYW |
| (vi) | Temporary WKN: | BC9F27 |
| (vii) | CUSIP: | Not Applicable |
| (viii) | CINS: | Not Applicable |
| (ix) | Any clearing system(s) other than DTC, Euroclear or other than Clearstream, Luxembourg and the relevant identification number(s): | Not Applicable |
| (x) | Delivery: | Delivery against payment |
| (xi) | Names and addresses of additional Paying Agent(s) (if any): | Not Applicable |
| (xii) | Intended to be held in a manner which would allow Eurosystem eligibility: | Yes
Note that the designation "yes" simply means that the Covered Bonds are intended upon issue to be deposited with one of Euroclear or Clearstream, Luxembourg as common safekeeper and does not necessarily mean that the Covered Bonds will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon satisfaction of the Eurosystem eligibility criteria. |

9. ADDITIONAL U.S FEDERAL INCOME TAX CONSEQUENCES

Not Applicable

10. SELECTED STATISTICAL INFORMATION

The statistical and other information contained in these Final Terms has been compiled by reference to the Mortgage Accounts in the Mortgage Account Portfolio on 1 November 2011 (the "**Cut Off Date**"). Columns stating percentage amounts may not add up to 100 per cent. due to rounding. The Seller has not revalued any of the mortgaged properties since the date of origination of the related Mortgage Account for the purposes of the issue of the Covered Bonds, other than in respect of a Borrower that

has remortgaged his Property or in relation to any Property in relation to which the Seller has made a Further Advance. Monthly information in respect of the Mortgage Accounts in the Mortgage Account Portfolio is available to investors as set out in paragraph 2 under "General Information" in the Base Prospectus.

Summary of Provisional Asset Pool Characteristics

Aggregate Balance (£)	19,202,284,550.02
Number of Mortgage Accounts	149,261
Weighted average current LTV (by value)	55.79%
Weighted average current indexed LTV (by value)	59.64%
Weighted average drawable LTV (by value)	60.34%
Weighted average seasoning (by value) Months	37.66
Interest Only (By Value)	42.82%
Repayment (By Value)	57.18%
> 3 month in arrears (By Value)	0.00%

The following table shows the distribution of Mortgaged Properties securing the Mortgage Accounts throughout England, Wales, Northern Ireland and Scotland as of the Cut Off Date. No Mortgaged Property is situated outside of England, Wales, Northern Ireland or Scotland.

Geographical Distribution

Region	Aggregate Account Balance (£)	% of Total Value	Number of Collaterals	% of Total Number
East Anglia	1,390,697,349.95	7.24%	11,487	7.70%
East Midlands	866,699,145.16	4.51%	8,275	5.54%
Greater London	2,365,432,447.17	12.32%	11,447	7.67%
North	518,213,277.13	2.70%	5,693	3.81%
North West	1,404,716,278.33	7.32%	13,681	9.17%
Northern Ireland	361,043,643.13	1.88%	3,730	2.50%
Scotland	602,363,703.49	3.14%	5,734	3.84%
South East	7,422,130,410.55	38.65%	49,634	33.25%
South West	1,530,137,550.19	7.97%	12,614	8.45%
Wales	611,858,449.56	3.19%	6,578	4.41%
West Midlands	1,142,978,579.01	5.95%	10,583	7.09%
Yorks And Humberside	986,013,716.35	5.13%	9,805	6.57%
	19,202,284,550.02	100.00%	149,261	100.00%

The following table shows the range of current loan to value, or LTV, ratios, which express the Mortgage Account Balance of a Mortgage Account as at the Cut Off Date divided by the value of the Mortgaged Property securing that Mortgage Account at the same date. The Seller has not revalued any of the Mortgaged Properties since the date of the origination of the related Mortgage Account, other than in respect of a Mortgaged Property of a related Borrower that has remortgaged its property or to which the Seller has made a Further Advance.

Current LTV

Current LTV	Aggregate Account Balance (£)	% of Total Value	Number of Collaterals	% of Total Number
Up to 20.00%	583,493,074.93	3.04%	13,474	9.03%
20.01% - 30.00%	1,157,889,147.58	6.03%	15,503	10.39%
30.01% - 40.00%	1,926,578,411.90	10.03%	19,905	13.34%
40.01% - 50.00%	2,910,424,887.85	15.16%	24,122	16.16%
50.01% - 60.00%	3,787,586,506.34	19.72%	25,642	17.18%
60.01% - 70.00%	4,413,683,563.55	22.99%	26,483	17.74%
70.01% - 74.99%	2,066,087,265.13	10.76%	11,645	7.80%
75.00% - 80.00%	1,722,733,901.33	8.97%	9,204	6.17%
80.01% - 90.00%	633,807,791.41	3.30%	3,283	2.20%
	19,202,284,550.02	100.00%	149,261	100.00%

The following table shows the range of current drawable loan to value, or LTV, ratios, which express the drawable limit of a Mortgage Account as of the Cut Off Date divided by the value of the Mortgaged Property securing the Mortgage Account as of the same date.

Drawable LTV				
Drawable LTV	Aggregate Account Balance (£)	% of Total Value	Number of Mortgage Accounts	% of Total Number
Up to 20.00%	276,435,998.11	1.44%	6,163	4.13%
20.01% - 30.00%	761,003,076.96	3.96%	11,448	7.67%
30.01% - 40.00%	1,436,070,114.66	7.48%	16,975	11.37%
40.01% - 50.00%	2,366,453,199.19	12.32%	22,065	14.78%
50.01% - 60.00%	3,628,385,405.63	18.90%	26,926	18.04%
60.01% - 70.00%	4,440,280,683.30	23.12%	28,604	19.16%
70.01% - 74.99%	2,301,385,856.61	11.98%	13,820	9.26%
75.00% - 80.00%	2,558,472,188.09	13.32%	14,997	10.05%
80.01% - 90.00%	1,433,798,027.47	7.47%	8,263	5.54%
	19,202,284,550.02	100.00%	149,261	100.00%

The following table shows the range of current indexed loan to value, or LTV, ratios, which express the Mortgage Account Balance of a Mortgage Account as of the Cut Off Date divided by the indexed value of the Mortgaged Property securing that Mortgage Account as of the same date (calculated using the Halifax House Price Index).

Current Indexed LTV				
Indexed LTV	Aggregate Account Balance (£)	% of Total Value	Number of Collaterals	% of Total Number
Up to 20.00%	475,861,711.88	2.48%	11,550	7.74%
20.01% - 30.00%	962,045,138.54	5.01%	13,439	9.00%
30.01% - 40.00%	1,652,435,737.78	8.61%	17,634	11.81%
40.01% - 50.00%	2,540,607,284.17	13.23%	21,662	14.51%
50.01% - 60.00%	3,469,333,564.59	18.07%	24,875	16.67%
60.01% - 70.00%	4,157,689,149.59	21.65%	25,773	17.27%
70.01% - 74.99%	1,931,291,960.21	10.06%	11,427	7.66%
75.00% - 80.00%	1,498,942,405.88	7.81%	8,906	5.97%
80.01% - 90.00%	1,788,020,274.83	9.31%	10,100	6.77%
> 90%	726,057,322.55	3.78%	3,895	2.61%
	19,202,284,550.02	100.00%	149,261	100.00%

Monthly Payments Down				
Months In Arrears	Aggregate Account Balance (£)	% of Total Value	Number of Collaterals	% of Total Number
Current	19,106,880,134.34	99.50%	148,535	99.51%
1 - 2 mths	77,396,152.75	0.40%	578	0.39%
2+ - 3 mths	18,008,262.93	0.09%	148	0.10%
	19,202,284,550.02	100.00%	149,261	100.00%

Repayment Method				
Repayment Type Of Main Loan	Aggregate Account Balance (£)	% of Total Value	Number of Mortgage Accounts	% of Total Number
Interest Only	8,222,491,948.39	42.82%	48,044	32.19%
Repayment	10,979,792,601.63	57.18%	101,217	67.81%
	19,202,284,550.02	100.00%	149,261	100.00%

The following table summarises, in respect of the Seller's overall mortgage portfolio, the Seller's experience in administering Mortgage Accounts in arrears for residential Mortgage Accounts originated by the Seller. The following table also summarises the broader industry experience in administering mortgage accounts in arrears, as compiled and made public by the CML. The information set forth below includes information in respect of the Seller's experience in administering Mortgage Loans secured by properties located in England, Wales, Scotland and Northern Ireland.

The Mortgage Accounts used for statistical purposes in the tables below are administered in accordance with the administration policies of the Seller. Covered Bondholders should note the method by which the Seller classifies accounts as being in arrears, which is described under "*Summary of the Principal Documents - Administration Agreement – Arrears practice in respect of the Mortgage Loans*" in the Base Prospectus, and which is important in helping Covered Bondholders to understand arrears experience of the Seller as set forth in the following table.

Percentage of number of mortgage accounts that are more than 3 months in Arrears									
	2008 Q1	2008 Q2	2008 Q3	2008 Q4	2009 Q1	2009 Q2	2009 Q3	2009 Q4	2010 Q1
Barclays	0.73%	0.72%	0.71%	0.81%	0.99%	0.99%	0.95%	0.95%	0.91%
CML ¹	1.18%	1.30%	1.42%	1.88%	2.37%	2.50%	2.42%	2.38%	2.27%
	2010 Q2	2010 Q3	2010 Q4	2011 Q1	2011 Q2	2011 Q3			
Barclays	0.89%	0.85%	0.90%	0.86%	0.86%	0.81%			
CML	2.20%	2.15%	2.13%	2.10%	2.09%	2.05%			

Signed on behalf of the Issuer:

Signed on behalf of the Guarantor:

By: By:
Duly authorised Duly authorised

¹ The pre-2009 CML data comprises estimates in respect of the membership of the CML only. The 2009 data is in respect of the entire first-charge mortgage market.

SCHEDULE 3
AMENDED AND RESTATED FINAL TERMS IN RESPECT OF THE SERIES 2011-1
COVERED BONDS

Barclays Bank PLC

Issue of Series 2011-1 €1,000,000,000 4.00 per cent. Covered Bonds due 2021
irrevocably and unconditionally guaranteed as to payment of principal and interest by
Barclays Covered Bonds LLP
under the

€35 billion Global Covered Bond Programme

The Programme has been registered and notice of the issue of these Covered Bonds has been made, under the Regulated Covered Bonds Regulations 2008.

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the conditions (the "**Conditions**") set forth in the Base Prospectus dated 13 August 2010, the supplemental prospectus dated 10 November 2010 and the supplemental prospectus dated 4 January 2011 which together constitute a base prospectus (the "**Base Prospectus**") for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the "**Prospectus Directive**"). This document constitutes the Final Terms of the Covered Bonds described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus. Full information on the Issuer, the Guarantor and the offer of the Covered Bonds is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing during normal business hours at Barclays Treasury, 1 Churchill Place, London E14 5HP and copies may be obtained from Citibank N.A., London Branch at the Citigroup Centre, Canada Square, London E14 5LB.

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|-----|-------|--|--|
| 1. | (i) | Issuer: | Barclays Bank PLC |
| | (ii) | Guarantor: | Barclays Covered Bonds LLP |
| | (iii) | Series Number: | 2011-1 |
| 2. | | Tranche Number: | 1 |
| 3. | | Specified Currency or Currencies: | Euro ("€") |
| 4. | | Nominal Amount of Covered Bonds to be issued | €1,000,000,000 |
| 5. | | Aggregate Nominal Amount of the Covered Bonds admitted to trading : | €1,000,000,000 |
| 6. | (i) | Issue Price: | 99.49 per cent. of the Aggregate Nominal Amount |
| | (ii) | Net Proceeds: | €994,990,000 |
| 7. | | Specified Denominations: | €100,000 and integral multiples of €1,000 in excess thereof up to (and including) €199,000 |
| 8. | (i) | Issue Date: | 12 January 2011 |
| | (ii) | Interest Commencement Date: | 12 January 2011 |
| 9. | | Final Maturity Date: | 12 January 2021 |
| | | Extended Due for Payment Date of Guaranteed Amounts corresponding to the Final Redemption Amount under the Covered Bond Guarantee: | 12 January 2022 |
| 10. | | Interest Basis: | 4.00 per cent. Fixed Rate from, and including, the Issue Date to, but excluding, the Final Maturity Date |

(further particulars specified below with respect to the period from, and including, the Final Maturity Date to, but excluding, the Extended Due for Payment Date)

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|-----|---|---|
| 11. | Redemption/Payment Basis: | Redemption at par

Soft Bullet Covered Bond |
| 12. | Change of Interest Basis or Payment Basis: | Applicable

4.00 <i>per cent.</i> Fixed Rate payable annually in arrear from, and including, the Issue Date to, but excluding, the Final Maturity Date

One Month EURIBOR + 0.85 <i>per cent.</i> Floating Rate payable monthly in arrear from, and including, the Final Maturity Date to, but excluding, the Extended Due for Payment Date |
| 13. | Tradeable amount: | €100,000 and integral multiples of €1,000 in excess thereof up to (and including) €199,000 |
| 14. | Call Options: | Not Applicable |
| 15. | (i) Status of the Covered Bonds: | Senior |
| | (ii) Status of the Guarantee: | Senior |
| | (iii) Date Board/Committee approval for issuance of Covered Bonds obtained: | 11 December 2007 |
| 16. | Method of distribution: | Syndicated |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

- | | | |
|-----|---|---|
| 17. | Fixed Rate Covered Bond Provisions | Applicable from, and including, the Issue Date to, and including, the Final Maturity Date |
| | (i) Fixed Rate(s) of Interest: | 4.00 per cent. per annum payable annually in arrear for the period from (and including) the Issue Date to (but excluding) the Final Maturity Date |
| | (ii) Interest Payment Date(s): | 12 January in each year commencing on 12 January 2012 and ending on (and including) the Final Maturity Date |
| | (iii) Business Day Convention: | Following unadjusted |
| | (iv) Business Day(s): | London/TARGET |
| | Additional Business Centre(s): | Not Applicable |
| | (v) Fixed Coupon Amount(s): | €40 per €1,000 in nominal amount |
| | (vi) Initial Broken Amount(s): | Not Applicable |
| | (vii) Final Broken Amount: | Not Applicable |
| | (viii) Day Count Fraction: | Actual/Actual – ICMA |

	(ix)	Determination Date(s):	Not Applicable
	(x)	Other terms relating to the method of calculating interest for Fixed Rate Covered Bonds:	Not Applicable
18.		Floating Rate Covered Bond Provisions	Applicable from, and including, the Final Maturity Date to, but excluding, the Extended Due for Payment Date
	(i)	Interest Period(s):	The period from, and including, each Specified Interest Payment Date to, but excluding, the next following Specified Interest Payment Date provided that the first Interest Period shall be from, and including, the Final Maturity Date to, but excluding, the next following Specified Interest Payment Date
	(ii)	Specified Interest Payment Date(s):	The 12th day of each month from, but excluding, the Final Maturity Date to, and including, the Extended Due for Payment Date (or, if earlier, the Specified Interest Payment Date on which the Covered Bonds are redeemed in full)
	(ii)	Business Day Convention:	Modified Following Business Day Convention
	(iii)	Business Centre(s):	Not Applicable
	(iv)	Manner in which the Rate of Interest and Interest Amount is to be determined:	Screen Rate Determination
	(v)	Party responsible for calculating the Rate of Interest and Interest Amount (if not the Principal Paying Agent):	Not Applicable
	(vi)	Screen Rate Determination:	Applicable
	(1)	Reference Rate:	One month EURIBOR
	(2)	Interest Determination Date(s):	The second day on which TARGET2 is open prior to the start of each Interest Period
	(3)	Relevant Screen Page:	Reuters page EURIBOR01 or any replacement thereto
	(vii)	ISDA Determination:	Not Applicable
	(viii)	Margins:	0.85 <i>per cent.</i> per annum
	(ix)	Minimum Rate of Interest:	Not Applicable
	(x)	Maximum Rate of Interest:	Not Applicable
	(xi)	Day Count Fraction:	Actual/360
	(xii)	Fall back provisions, rounding provisions and any other terms relating to the method of calculating interest on Floating Rate Covered Bonds, if different from those set out in the Conditions:	Not Applicable

- | | | |
|-----|--|----------------|
| 19. | Zero Coupon Covered Bond Provisions | Not Applicable |
| 20. | Index Linked Interest Covered Bond | Not Applicable |
| 21. | Dual Currency Covered Bond Provisions | Not Applicable |

PROVISIONS RELATING TO REDEMPTION BY THE ISSUER

- | | | |
|-----|---|---|
| 22. | Issuer Call: | Not Applicable |
| 23. | Early Redemption Amount of each Covered Bond payable on redemption for taxation reasons, on acceleration following an Issuer Event of Default or an LLP Event of Default and/or the method of calculating the same (if required or if different from that set out in Condition 6(e) (Early Redemption Amounts): | As per Condition 6(e) (<i>Early Redemption Amounts</i>) |

GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS

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|-----|--|--|
| 24. | Form of Covered Bonds: | Bearer Covered Bonds:

Temporary Global Covered Bond exchangeable for a Permanent Global Covered Bond which is exchangeable for Bearer Definitive Covered Bonds in definitive form only after an Exchange Event |
| | New Global Covered Bond: | Yes |
| 25. | Additional Financial Centre(s) or other special provisions relating to Payment Dates: | Not Applicable |
| 26. | Talons for future Coupons or Receipts to be attached to Bearer Definitive Covered Bonds (and dates on which such Talons mature): | No |
| 27. | Details relating to Partly-Paid Covered Bonds: | Not Applicable |
| 28. | Details relating to Instalment Covered Bonds | |
| | (i) Instalment Amount(s): | Not Applicable |
| | (ii) Instalment Date(s): | Not Applicable |
| 29. | Redenomination: | Not Applicable |
| 30. | Other final terms: | Not Applicable |

DISTRIBUTION

- | | | |
|-----|---|--|
| 31. | (i) If syndicated, names and addresses of Managers: | Joint Lead Managers:

Barclays Bank PLC
5, The North Colonnade
London |
|-----|---|--|

E14 4BB

Banco Santander, S.A.
Ciudad del Grupo Santander
Boadilla del Monte
Avenida de Cantabria s/n
28660 Madrid
Spain

Commerzbank Aktiengesellschaft
Kaiserstraße 16 (Kaiserplatz)
60311 Frankfurt am Main
Federal Republic of Germany

Danske Bank A/S
2-12 Holmens Kanal
DK-1092 Copenhagen K
Denmark

Lloyds TSB Bank PLC
Lloyds TSB Bank PLC
10 Gresham Street
London EC2V 7AE

Natixis
30, avenue Pierre Mendès-France
75013 – Paris
France

Co-Lead Managers:

Banca IMI S.p.A.
Largo Mattioli 3
20121 Milano, Italy

Bayerische Landesbank
Brienner Strasse 18
80333 Munich
Germany

Dexia Banque Internationale à Luxembourg S.A.,
acting under the name of Dexia Capital Markets
Societe Anonyme
60 route d'Esch
L-2953 Luxembourg

Erste Group Bank AG
Graben 21
1010 Vienna
Austria

ING Belgium SA/NV
Avenue Marnix, 24
B - 1000 Brussels

LANDESBANK BADEN-WÜRTTEMBERG
Am Hauptbahnhof 2
70173 Stuttgart
Germany

Norddeutsche Landesbank Girozentrale

Friedrichswall 10
30159
Hannover
Germany

WestLB AG
Herzogstrasse 15
D-40217 Dusseldorf
Germany

- | | | |
|-------|--|-----------------|
| (ii) | Date of syndication agreement | 11 January 2011 |
| (iii) | Stabilising Manager(s) (if any): | Not Applicable |
| 32. | If non-syndicated, name of relevant Dealer(s): | Not Applicable |
| 33. | Rule 144A eligible (registered form only) | No |
| 34. | Whether TEFRA D or TEFRA C rules applicable or TEFRA rules not applicable: | TEFRA D |
| 35. | ERISA | Not Applicable |
| 36. | Additional selling restrictions: | Not Applicable |

LISTING APPLICATION

These Final Terms comprise the final terms required to list and have admitted to trading the issue of Covered Bonds described herein pursuant to the €35 billion Global Covered Bond Programme of Barclays Bank PLC on the regulated market of the London Stock Exchange.

RESPONSIBILITY

Each of the Issuer and the Guarantor accept responsibility for the information contained in these Final Terms. The CML arrears and repossession data has been extracted from the CML website. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware and able to ascertain from information published by the CML no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of the Issuer:

Signed on behalf of the Guarantor:

By:
Duly authorised

By:
Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- | | | |
|------|-----------------------|---|
| (i) | Listing: | London |
| (ii) | Admission to trading: | Application has been made for the Covered Bonds to be admitted to the Official List of the UK Listing Authority and admitted to trading on the regulated market of the London Stock Exchange with effect from 12 January 2011 |

2. RATINGS

- | | |
|----------|---|
| Ratings: | The Covered Bonds to be issued have been rated AAA by Standard & Poor's Credit Market Services Europe Limited, AAA by Fitch Ratings Ltd. and Aaa by Moody's Investor Services Limited.

Standard & Poor's Credit Market Services Europe Limited, Moody's Investor Services Limited and Fitch Ratings Ltd. are established in the European Union and have applied for registration under Regulation (EC) No 1060/2009, although notification of the corresponding registration decision has not yet been provided by the relevant competent authority. |
|----------|---|

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

- | | | |
|-------|--------------------------|---|
| (i) | Reasons for the offer | See " <i>Use of Proceeds</i> " wording in Base Prospectus |
| (ii) | Estimated net proceeds: | €994,990,000 |
| (iii) | Estimated total expenses | £5,000 |

4. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in "*Subscription and Sale and Transfer and Selling Restrictions*", so far as the Issuer and the Guarantor are aware, no person involved in the issue of the Covered Bonds has an interest material to the offer.

5. YIELD

- | | |
|----------------------|---|
| Indication of yield: | 4.062 per cent.

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield |
|----------------------|---|

6. PERFORMANCE OF INDEX/FORMULA/OTHER VARIABLE AND OTHER INFORMATION CONCERNING THE UNDERLYING

Not Applicable

7. PERFORMANCE OF RATES OF EXCHANGE AND EXPLANATION OF EFFECT ON VALUE OF INVESTMENT

Not Applicable

8. OPERATIONAL INFORMATION

(i)	ISIN Code:	XS0576797947
(ii)	Common Code:	057679794
(iii)	CUSIP:	Not Applicable
(v)	Any clearing system(s) other than DTC, Euroclear or other than Clearstream, Luxembourg and the relevant identification number(s):	Not Applicable
(vi)	Delivery:	Delivery against payment
(vii)	Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
(viii)	Rule 144A Covered Bonds: Intended to be held in a manner which would allow Eurosystem eligibility:	Not Applicable
(ix)	Regulation S Covered Bonds: Intended to be held in a manner which would allow Eurosystem eligibility:	Yes Note that the designation "yes" simply means that the Covered Bonds are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Covered Bonds will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

9. ADDITIONAL U.S FEDERAL INCOME TAX CONSEQUENCES:

Not Applicable

10. SELECTED STATISTICAL INFORMATION

The statistical and other information contained in these Final Terms has been compiled by reference to the Mortgage Accounts in the Mortgage Loan Portfolio on 1 December 2010 (the "**Cut Off Date**"). Columns stating percentage amounts may not add up to 100 per cent. due to rounding. The Seller has not revalued any of the mortgaged properties since the date of origination of the related Mortgage Account for the purposes of the issue of the Covered Bonds, other than in respect of a Borrower that has remortgaged his Property or in relation to any Property in relation to which the Seller has made a Further Advance.

Summary of Provisional Asset Pool Characteristics

Aggregate Balance	12,220,390,156
Number Of Mortgage Accounts	86,311
Weighted average current LTV (by value)	57.61%
Weighted average current indexed LTV (by value)	60.51%
Weighted average drawable LTV (by value)	60.74%
Weighted average seasoning (by value) Months	27.77
Interest Only (By Value)	48.61%
Repayment (By Value)	51.39%

The following table shows the distribution of Mortgaged Properties securing the Mortgage Accounts throughout England, Wales, Northern Ireland and Scotland as of the Cut Off Date. No Mortgaged Property is situated outside of England, Wales, Northern Ireland or Scotland.

Geographical Distribution				
Region	Aggregate Account Balance (£)	% of Total Value	Number of Collaterals	% of Total Number
East Anglia	852,918,183.63	6.98%	6,443	7.46%
East Midlands	511,573,175.93	4.19%	4,403	5.10%
Greater London	1,675,242,032.27	13.71%	7,505	8.70%
North	299,881,912.05	2.45%	2,988	3.46%
North West	848,421,017.34	6.94%	7,555	8.75%
Northern Ireland	210,068,775.69	1.72%	1,937	2.24%
Scotland	562,752,406.55	4.61%	5,269	6.10%
South East	4,676,191,819.14	38.27%	28,471	32.99%
South West	954,857,022.32	7.81%	7,158	8.29%
Wales	365,350,964.34	2.99%	3,624	4.20%
West Midlands	685,968,817.99	5.61%	5,787	6.70%
Yorks and Humberside	577,164,028.74	4.72%	5,171	5.99%
	12,220,390,155.99	100.00%	86,311	100.00%

Current LTV

The following table shows the range of current loan to value, or LTV, ratios, which express the Mortgage Account Balance of a Mortgage Account as at the Cut Off Date divided by the value of the Mortgaged Property securing that Mortgage Account at the same date. The Seller has not revalued any of the Mortgaged Properties since the date of the origination of the related Mortgage Account, other than in respect of a Mortgaged Property of a related Borrower that has remortgaged its property or to which the Seller has made a Further Advance.

Current LTV				
Current LTV	Aggregate Mortgage Account Balance (£)	% of Total Value	Number of Mortgage Accounts	% of Total Number
00% - 20.00%	258,424,642.56	2.11%	5,508	6.38%
20.01% - 30.00%	578,162,976.52	4.73%	7,049	8.17%
30.01% - 40.00%	1,055,742,020.30	8.64%	10,122	11.73%
40.01% - 50.00%	1,738,734,951.70	14.23%	13,814	16.00%
50.01% - 60.00%	2,548,837,598.81	20.86%	16,426	19.03%
60.01% - 70.00%	3,024,244,811.71	24.75%	17,562	20.35%
70.01% - 74.99%	1,315,916,793.38	10.77%	7,150	8.28%
75.00% - 80.00%	1,222,065,279.34	10.00%	6,404	7.42%
80.01% - 90.00%	478,261,081.67	3.91%	2,276	2.64%
	12,220,390,155.99	100.00%	86,311	100.00%

The following table shows the range of current drawable loan to value, or LTV, ratios, which express the drawable limit of a Mortgage Account as of the Cut Off Date divided by the value of the Mortgaged Property securing the Mortgage Account as of the same date.

Drawable LTV				
Drawable LTV	Aggregate Mortgage Account Balance (£)	% of Total Value	Number of Mortgage Accounts	% of Total Number
00% - 20.00%	165,835,066.63	1.36%	3,308	3.83%
20.01% - 30.00%	438,294,859.45	3.59%	5,733	6.64%
30.01% - 40.00%	849,830,001.16	6.95%	8,810	10.21%
40.01% - 50.00%	1,470,566,274.33	12.03%	12,422	14.39%
50.01% - 60.00%	2,362,173,100.90	19.33%	16,049	18.59%
60.01% - 70.00%	2,949,190,325.14	24.13%	17,901	20.74%
70.01% - 74.99%	1,448,178,344.48	11.85%	8,319	9.64%
75.00% - 80.00%	1,597,148,080.50	13.07%	8,762	10.15%
80.01% - 90.00%	939,174,103.40	7.69%	5,007	5.80%
	12,220,390,155.99	100.00%	86,311	100.00%

The following table shows the range of current indexed loan to value, or LTV, ratios, which express the Mortgage Account Balance of a Mortgage Account as of the Cut Off Date divided by the indexed value of the Mortgaged Property securing that Mortgage Account as of the same date (calculated using the Halifax House Price Index).

Current Indexed LTV				
Indexed LTV	Aggregate Mortgage Account Balance (£)	% of Total Value	Number of Mortgage Accounts	% of Total Number
00% - 20.00%	229,678,566.84	1.88%	5,088	5.89%
20.01% - 30.00%	511,824,270.99	4.19%	6,344	7.35%
30.01% - 40.00%	951,178,578.05	7.78%	9,232	10.70%
40.01% - 50.00%	1,593,259,922.65	13.04%	12,587	14.58%
50.01% - 60.00%	2,342,128,334.23	19.17%	15,728	18.22%
60.01% - 70.00%	2,814,009,134.58	23.03%	16,584	19.21%
70.01% - 74.99%	1,168,360,186.83	9.56%	6,806	7.89%
75.00% - 80.00%	962,857,522.87	7.88%	5,407	6.26%
80.01% - 90.00%	1,123,052,969.25	9.19%	6,014	6.97%
>90%	524,040,669.70	4.29%	2,521	2.92%
	12,220,390,155.99	100.00%	86,311	100.00%

Monthly Payments Down				
Months in Arrears	Aggregate Mortgage Account Balance (£)	% of Total Value	Number of Mortgage Accounts	% of Total Number
Current	12,140,690,046.76	99.35%	85,661	99.25%
1 - 2 monthly payments down	60,072,735.58	0.49%	505	0.59%
2+ - 3 monthly payments down	19,627,373.65	0.16%	145	0.17%
	12,220,390,155.99	100.00%	86,311	100.00%

Repayment Method						
Repayment Type of Main Loan	Agg. Mortgage Loan Balance exc. Res (£)	% of Total Value	Aggregate Mortgage Reserve Balance (£)	% of Total Value	Number of Mortgage Accounts	% of Total Number
Interest Only	5,881,289,534.77	48.92%	58,780,997.21	29.55%	32,083	37.17%
Repayment	6,140,179,365.53	51.08%	140,140,258.48	70.45%	54,228	62.83%
	12,021,468,900.30	100.00%	198,921,255.69	100.00%	86,311	100.00%

The following tables summarise, in respect of the Seller's overall mortgage portfolio, the Seller's experience in administering mortgage accounts in arrears and repossession for residential mortgage accounts originated by the Seller. The following tables also summarise the broader industry experience in administering mortgage accounts in arrears or repossession as compiled and made public by the CML. The information set forth below includes information in respect of the Seller's experience in administering Mortgage Loans secured by properties located in England, Wales, Scotland and Northern Ireland.

The Mortgage Accounts used for statistical purposes in the tables below are administered in accordance with the administration policies of the Seller. Covered Bondholders should note the method by which the Seller classifies accounts as being in arrears, which is described under "*Summary of the Principal Documents - Administration Agreement – Arrears practice in respect of the Mortgage Loans*" in the Base Prospectus, and which is important in helping Covered Bondholders to understand the arrears experience of the Seller as set forth in the following tables.

Percentage of number of mortgage accounts that are more than 3 months in Arrears											
	2008 Q1	2008 Q2	2008 Q3	2008 Q4	2009 Q1	2009 Q2	2009 Q3	2009 Q4	2010 Q1	2010 Q2	2010-Q3
Barclays	0.73%	0.72%	0.71%	0.81%	0.99%	0.99%	0.95%	0.95%	0.91%	0.89%	0.85%
CML ¹	1.18%	1.30%	1.42%	1.88%	2.37%	2.50%	2.42%	2.38%	2.27%	2.17%	2.15%

¹ The pre-2009 CML data comprises estimates in respect of the membership of the CML only. The 2009 data is in respect of the entire first-charge mortgage market.

Percentage of mortgage accounts that are in repossession

	Barclays	year end 2008	year end 2009
A	Number of Repossessions in UK Home Finance	156	196
B	Number of Mortgage Accounts	775,048	794,623
A/B ²	Percentage	0.020%	0.025%
	CML	2008 Q4	2009 Q4
	Percentage	0.195%	0.139%

² Data for A and B supplied by Barclays.

SCHEDULE 4
AMENDED AND RESTATED FINAL TERMS IN RESPECT OF THE SERIES 2011-2
COVERED BONDS

Final Terms dated 12 April 2011 as amended and restated on 9 November 2015

Barclays Bank PLC

Issue of Series 2011-2 €1,500,000,000 3.625 per cent. Covered Bonds due 2016
irrevocably and unconditionally guaranteed as to payment of principal and interest by
Barclays Covered Bonds LLP
under the

€35 billion Global Covered Bond Programme

The Programme has been registered and notice of the issue of these Covered Bonds has been made, under the Regulated Covered Bonds Regulations 2008.

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the conditions (the "**Conditions**") set forth in the Base Prospectus dated 13 August 2010, the supplemental prospectus dated 10 November 2010, the supplemental prospectus dated 4 January 2011, the supplemental prospectus dated 3 March 2011 and the supplemental prospectus dated 29 March 2011 which together constitute a base prospectus (the "**Base Prospectus**") for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the "**Prospectus Directive**"). This document constitutes the Final Terms of the Covered Bonds described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus. Full information on the Issuer, the Guarantor and the offer of the Covered Bonds is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing during normal business hours at Barclays Treasury, 1 Churchill Place, London E14 5HP and copies may be obtained from Citibank N.A., London Branch at the Citigroup Centre, Canada Square, London E14 5LB.

- | | | | |
|-----|-------|--|--|
| 1. | (i) | Issuer: | Barclays Bank PLC |
| | (ii) | Guarantor: | Barclays Covered Bonds LLP |
| | (iii) | Series Number: | 2011-2 |
| 2. | | Tranche Number: | 1 |
| 3. | | Specified Currency or Currencies: | Euro ("€") |
| 4. | | Nominal Amount of Covered Bonds to be issued | €1,500,000,000 |
| 5. | | Aggregate Nominal Amount of the Covered Bonds admitted to trading : | €1,500,000,000 |
| 6. | (i) | Issue Price: | 99.587 per cent. of the Aggregate Nominal Amount |
| | (ii) | Net Proceeds: | €1,493,805,000 |
| 7. | | Specified Denominations: | €100,000 and integral multiples of €1,000 in excess thereof up to (and including) €199,000 |
| 8. | (i) | Issue Date: | 13 April 2011 |
| | (ii) | Interest Commencement Date: | 13 April 2011 |
| 9. | | Final Maturity Date: | 13 April 2016 |
| | | Extended Due for Payment Date of Guaranteed Amounts corresponding to the Final Redemption Amount under the Covered Bond Guarantee: | 13 April 2017 |
| 10. | | Interest Basis: | 3.625 per cent. Fixed Rate from, and including, the |

		Issue Date to, but excluding, the Final Maturity Date
		<i>(further particulars specified below with respect to the period from, and including, the Final Maturity Date to, but excluding, the Extended Due for Payment Date)</i>
11.	Redemption/Payment Basis:	Redemption at par Soft Bullet Covered Bond
12.	Change of Interest Basis or Payment Basis:	Applicable 3.625 <i>per cent.</i> Fixed Rate payable annually in arrear from, and including, the Issue Date to, but excluding, the Final Maturity Date One Month EURIBOR + 0.58 <i>per cent.</i> Floating Rate payable monthly in arrear from, and including, the Final Maturity Date to, but excluding, the Extended Due for Payment Date
13.	Tradeable amount:	€100,000 and integral multiples of €1,000 in excess thereof up to (and including) €199,000
14.	Call Options:	Not Applicable
15.	(i) Status of the Covered Bonds:	Senior
	(ii) Status of the Guarantee:	Senior
	(iii) Date Board/Committee approval for issuance of Covered Bonds obtained:	11 December 2007
16.	Method of distribution:	Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

17.	Fixed Rate Covered Bond Provisions	Applicable from, and including, the Issue Date to, and including, the Final Maturity Date
	(i) Fixed Rate(s) of Interest:	3.625 <i>per cent.</i> per annum payable annually in arrear for the period from (and including) the Issue Date to (but excluding) the Final Maturity Date
	(ii) Interest Payment Date(s):	13 April in each year, commencing on 13 April 2012 and ending on (and including) the Final Maturity Date
	(iii) Business Day Convention:	Following unadjusted
	(iv) Business Day(s):	London/TARGET
	Additional Business Centre(s):	Not Applicable
	(v) Fixed Coupon Amount(s):	€36.25 per €1,000 in nominal amount
	(vi) Initial Broken Amount(s):	Not Applicable
	(vii) Final Broken Amount:	Not Applicable
	(viii) Day Count Fraction:	Actual/Actual – ICMA

	(ix)	Determination Date(s):	13 April in each year
	(x)	Other terms relating to the method of calculating interest for Fixed Rate Covered Bonds:	Not Applicable
18.	Floating Rate Covered Bond Provisions		Applicable from, and including, the Final Maturity Date to, but excluding, the Extended Due for Payment Date
	(i)	Interest Period(s):	The period from, and including, each Specified Interest Payment Date to, but excluding, the next following Specified Interest Payment Date provided that the first Interest Period shall be from, and including, the Final Maturity Date to, but excluding, the next following Specified Interest Payment Date
	(ii)	Specified Interest Payment Date(s):	The 13th day of each month from, but excluding, the Final Maturity Date to, and including, the Extended Due for Payment Date (or, if earlier, the Specified Interest Payment Date on which the Covered Bonds are redeemed in full),
	(ii)	Business Day Convention:	Modified Following Business Day Convention
	(iii)	Business Centre(s):	Not Applicable
	(iv)	Manner in which the Rate of Interest and Interest Amount is to be determined:	Screen Rate Determination
	(v)	Party responsible for calculating the Rate of Interest and Interest Amount (if not the Principal Paying Agent):	Not Applicable
	(vi)	Screen Rate Determination:	Applicable
	(1)	Reference Rate:	One month EURIBOR
	(2)	Interest Determination Date(s):	The second day on which TARGET2 is open prior to the start of each Interest Period
	(vii)	ISDA Determination:	Not Applicable
	(viii)	Margins:	0.58 <i>per cent.</i> per annum
	(ix)	Minimum Rate of Interest:	Not Applicable
	(x)	Maximum Rate of Interest:	Not Applicable
	(xi)	Day Count Fraction:	Actual/360
	(xii)	Fall back provisions, rounding provisions and any other terms relating to the method of calculating interest on Floating Rate Covered Bonds, if different from those set out in the Conditions:	Not Applicable
19.	Zero Coupon Covered Bond Provisions		Not Applicable

- | | | |
|-----|--|----------------|
| 20. | Index Linked Interest Covered Bond | Not Applicable |
| 21. | Dual Currency Covered Bond Provisions | Not Applicable |

PROVISIONS RELATING TO REDEMPTION BY THE ISSUER

- | | | |
|-----|---|---|
| 22. | Issuer Call: | Not Applicable |
| 23. | Early Redemption Amount of each Covered Bond payable on redemption for taxation reasons, on acceleration following an Issuer Event of Default or an LLP Event of Default and/or the method of calculating the same (if required or if different from that set out in Condition 6(e) (<i>Early Redemption Amounts</i>)): | As per Condition 6(e) (<i>Early Redemption Amounts</i>) |

GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS

- | | | |
|-----|--|--|
| 24. | Form of Covered Bonds: | Bearer Covered Bonds:

Temporary Global Covered Bond exchangeable for a Permanent Global Covered Bond which is exchangeable for Bearer Definitive Covered Bonds in definitive form only after an Exchange Event |
| | New Global Covered Bond: | Yes |
| 25. | Additional Financial Centre(s) or other special provisions relating to Payment Dates: | Not Applicable |
| 26. | Talons for future Coupons or Receipts to be attached to Bearer Definitive Covered Bonds (and dates on which such Talons mature): | No |
| 27. | Details relating to Partly-Paid Covered Bonds: | Not Applicable |
| 28. | Details relating to Instalment Covered Bonds | |
| | (i) Instalment Amount(s): | Not Applicable |
| | (ii) Instalment Date(s): | Not Applicable |
| 29. | Redenomination: | Not Applicable |
| 30. | Other final terms: | Not Applicable |

DISTRIBUTION

- | | | |
|-----|---|---|
| 31. | (i) If syndicated, names and addresses of Managers: | Joint Lead Managers:

Barclays Bank PLC
5, The North Colonnade
London
E14 4BB

Citibank International plc
Citigroup Centre |
|-----|---|---|

Canada Square
London E14 5LB

Commerzbank Aktiengesellschaft
Kaiserstraße 16 (Kaiserplatz)
60311 Frankfurt am Main
Federal Republic of Germany

Crédit Agricole Corporate and Investment Bank
9, Quai du Président Paul Doumer
92 920 Paris La Défense Cedex
France

ING Bank N.V.
Foppingadreef 7
1102 BD Amsterdam
The Netherlands

Société Générale
Tour Société Générale
17, cours Valmy
92987 Paris - La Défense Cedex
France

Co-Lead Managers:

Banca Akros S.p.A.- Gruppo Bipiemme Banca
Popolare di Milano
Viale Eginardo 29
20149 Milan
Italy

Banca IMI S.p.A.
Largo Mattioli 3
20121 Milano
Italy

Bayerische Landesbank
Brienner Strasse 18
80333 Munich
Germany

DekaBank
Deutsche Girozentrale
C&M Product Management & Documentation
84 04 02 - 10
Mainzer Landstraße 16
60325 Frankfurt am Main
Germany

Erste Group Bank AG
Graben 21
1010 Vienna
Austria

Helaba
Landesbank Hessen-Thüringen
Main Tower
Neue Mainzer Strasse 52 - 58
60311 Frankfurt am Main
Germany

Norddeutsche Landesbank Girozentrale

Friedrichswall 10
30159
Hannover
Germany

WestLB AG
Herzogstrasse 15
D-40217 Dusseldorf
Germany

- | | | |
|-------|--|----------------|
| (ii) | Date of syndication agreement | 12 April 2011 |
| (iii) | Stabilising Manager(s) (if any): | Not Applicable |
| 32. | If non-syndicated, name of relevant Dealer(s): | Not Applicable |
| 33. | Rule 144A eligible (registered form only) | No |
| 34. | Whether TEFRA D or TEFRA C rules applicable or TEFRA rules not applicable: | TEFRA D |
| 35. | ERISA | Not Applicable |
| 36. | Additional selling restrictions: | Not Applicable |

LISTING APPLICATION

These Final Terms comprise the final terms required to list and have admitted to trading the issue of Covered Bonds described herein pursuant to the €35 billion Global Covered Bond Programme of Barclays Bank PLC on the regulated market of the London Stock Exchange.

RESPONSIBILITY

Each of the Issuer and the Guarantor accept responsibility for the information contained in these Final Terms. The CML arrears and repossession data has been extracted from the CML website. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware and able to ascertain from information published by the CML no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of the Issuer:

Signed on behalf of the Guarantor:

By:
Duly authorised

By:
Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- | | | |
|------|-----------------------|---|
| (i) | Listing: | London |
| (ii) | Admission to trading: | Application has been made for the Covered Bonds to be admitted to the Official List of the UK Listing Authority and admitted to trading on the regulated market of the London Stock Exchange with effect from 13 April 2011 |

2. RATINGS

- | | |
|----------|--|
| Ratings: | The Covered Bonds to be issued have been rated AAA by Standard & Poor's Credit Market Services Europe Limited, AAA by Fitch Ratings Ltd. and Aaa by Moody's Investor Services Limited. |
| | Standard & Poor's Credit Market Services Europe Limited, Moody's Investor Services Limited and Fitch Ratings Ltd. are established in the European Union and have applied for registration under Regulation (EC) No 1060/2009 and such application for registration has not been refused. |

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

- | | | |
|-------|--------------------------|---|
| (i) | Reasons for the offer | See " <i>Use of Proceeds</i> " wording in Base Prospectus |
| (ii) | Estimated net proceeds: | €1,493,805,000 |
| (iii) | Estimated total expenses | £5,000 |

4. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in "*Subscription and Sale and Transfer and Selling Restrictions*", so far as the Issuer and the Guarantor are aware, no person involved in the issue of the Covered Bonds has an interest material to the offer.

5. YIELD

- | | |
|----------------------|--|
| Indication of yield: | 3.717 per cent. |
| | The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield |

6. PERFORMANCE OF INDEX/FORMULA/OTHER VARIABLE AND OTHER INFORMATION CONCERNING THE UNDERLYING

Not Applicable

7. PERFORMANCE OF RATES OF EXCHANGE AND EXPLANATION OF EFFECT ON VALUE OF INVESTMENT

Not Applicable

8. OPERATIONAL INFORMATION

- | | | |
|------|--------------|--------------|
| (i) | ISIN Code: | XS0616754007 |
| (ii) | Common Code: | 061675400 |

(iii)	CUSIP:	Not Applicable
(v)	Any clearing system(s) other than DTC, Euroclear or other than Clearstream, Luxembourg and the relevant identification number(s):	Not Applicable
(vi)	Delivery:	Delivery against payment
(vii)	Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
(viii)	Rule 144A Covered Bonds: Intended to be held in a manner which would allow Eurosystem eligibility:	Not Applicable
(ix)	Regulation S Covered Bonds: Intended to be held in a manner which would allow Eurosystem eligibility:	Yes Note that the designation "yes" simply means that the Covered Bonds are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Covered Bonds will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

9. ADDITIONAL U.S FEDERAL INCOME TAX CONSEQUENCES:

Not Applicable

10. SELECTED STATISTICAL INFORMATION

The statistical and other information contained in these Final Terms has been compiled by reference to the Mortgage Accounts in the Mortgage Loan Portfolio on 1 March 2011 (the "**Cut Off Date**"). Columns stating percentage amounts may not add up to 100 per cent. due to rounding. The Seller has not revalued any of the mortgaged properties since the date of origination of the related Mortgage Account for the purposes of the issue of the Covered Bonds, other than in respect of a Borrower that has remortgaged his Property or in relation to any Property in relation to which the Seller has made a Further Advance.

Summary of Provisional Asset Pool Characteristics

Aggregate Balance	14,688,149,395
Number Of Mortgage Accounts	109,470
Weighted average current LTV (by value)	56.50%
Weighted average current indexed LTV (by value)	59.92%
Weighted average drawable LTV (by value)	60.29%
Weighted average seasoning (by value) Months	31.73
Interest Only (By Value)	46.32%
Repayment (By Value)	53.68%
> 3 month in arrears (By Value)	0.00%

The following table shows the distribution of Mortgaged Properties securing the Mortgage Accounts throughout England, Wales, Northern Ireland and Scotland as of the Cut Off Date. No Mortgaged Property is situated outside of England, Wales, Northern Ireland or Scotland.

Geographical Distribution				
Region	Aggregate Account Balance (£)	% of Total Value	Number of Collaterals	% of Total Number
East Anglia	1,054,701,127.23	7.18%	8,350	7.63%
East Midlands	639,635,059.05	4.35%	5,837	5.33%
Greater London	1,944,377,763.77	13.24%	9,177	8.38%
North	374,385,685.36	2.55%	3,953	3.61%
North West	1,045,384,395.00	7.12%	9,755	8.91%
Northern Ireland	267,528,831.38	1.82%	2,621	2.39%
Scotland	568,120,544.26	3.87%	5,353	4.89%
South East	5,631,264,711.90	38.34%	36,270	33.13%
South West	1,146,854,986.68	7.81%	9,094	8.31%
Wales	447,195,250.03	3.04%	4,668	4.26%
West Midlands	851,268,991.68	5.80%	7,588	6.93%
Yorks and Humberside	717,432,048.66	4.88%	6,804	6.22%
	14,688,149,395.00	100.00%	109,470	100.00%

Current LTV

The following table shows the range of current loan to value, or LTV, ratios, which express the Mortgage Account Balance of a Mortgage Account as at the Cut Off Date divided by the value of the Mortgaged Property securing that Mortgage Account at the same date. The Seller has not revalued any of the Mortgaged Properties since the date of the origination of the related Mortgage Account, other than in respect of a Mortgaged Property of a related Borrower that has remortgaged its property or to which the Seller has made a Further Advance.

Current LTV				
Current LTV	Aggregate Mortgage Account Balance (£)	% of Total Value	Number of Mortgage Accounts	% of Total Number
00% - 20.00%	379,977,578.07	2.59%	8,435	7.71%
20.01% - 30.00%	798,645,768.44	5.44%	10,277	9.39%
30.01% - 40.00%	1,395,860,368.82	9.50%	13,958	12.75%
40.01% - 50.00%	2,196,257,542.41	14.95%	17,868	16.32%
50.01% - 60.00%	3,010,682,137.78	20.50%	20,006	18.28%
60.01% - 70.00%	3,482,932,201.86	23.71%	20,565	18.79%
70.01% - 74.99%	1,549,631,900.89	10.55%	8,625	7.88%
75.00% - 80.00%	1,348,414,766.63	9.18%	7,176	6.56%
80.01% - 90.00%	525,747,130.10	3.58%	2,560	2.34%
	14,688,149,395.00	100.00%	109,470	100.00%

The following table shows the range of current drawable loan to value, or LTV, ratios, which express the drawable limit of a Mortgage Account as of the Cut Off Date divided by the value of the Mortgaged Property securing the Mortgage Account as of the same date.

Drawable LTV				
Drawable LTV	Aggregate Mortgage Account Balance (£)	% of Total Value	Number of Mortgage Accounts	% of Total Number
00% - 20.00%	209,951,385.23	1.43%	4,434	4.05%
20.01% - 30.00%	563,493,728.60	3.84%	7,963	7.27%
30.01% - 40.00%	1,093,309,741.05	7.44%	12,122	11.07%
40.01% - 50.00%	1,828,802,429.31	12.45%	16,268	14.86%
50.01% - 60.00%	2,833,138,760.41	19.29%	20,141	18.40%
60.01% - 70.00%	3,441,735,524.99	23.43%	21,530	19.67%
70.01% - 74.99%	1,729,999,369.06	11.78%	10,222	9.34%
75.00% - 80.00%	1,902,464,613.83	12.95%	10,795	9.86%
80.01% - 90.00%	1,085,253,842.52	7.39%	5,995	5.48%
	14,688,149,395.00	100.00%	109,470	100.00%

The following table shows the range of current indexed loan to value, or LTV, ratios, which express the Mortgage Account Balance of a Mortgage Account as of the Cut Off Date divided by the indexed value of the Mortgaged Property securing that Mortgage Account as of the same date (calculated using the Halifax House Price Index).

Current Indexed LTV

Indexed LTV	Aggregate Mortgage Account Balance (£)	% of Total Value	Number of Mortgage Accounts	% of Total Number
00% - 20.00%	320,550,072.01	2.18%	7,470	6.82 %
20.01% - 30.00%	677,460,710.40	4.61%	8,997	8.22%
30.01% - 40.00%	1,228,217,854.40	8.36%	12,584	11.50 %
40.01% - 50.00%	1,955,853,586.20	13.32%	16,139	14.74%
50.01% - 60.00%	2,778,578,883.63	18.92%	19,338	17.67%
60.01% - 70.00%	3,204,279,313.04	21.82%	19,481	17.80%
70.01% - 74.99%	1,413,143,223.04	9.62%	8,439	7.71%
75.00% - 80.00%	1,133,050,195.76	7.71%	6,485	5.92%
80.01% - 90.00%	1,356,568,388.64	9.24%	7,540	6.89%
>90%	620,447,167.88	4.22%	2,997	2.74%
	<u>14,688,149,395.00</u>	<u>100.00%</u>	<u>109,470</u>	<u>100.00%</u>

Monthly Payments Down

Months in Arrears	Aggregate Mortgage Account Balance (£)	% of Total Value	Number of Mortgage Accounts	% of Total Number
Current	14,581,909,430.21	99.28%	108,649	99.25%
1 - 2 monthly payments down	81,961,297.12	0.56%	642	0.59%
2+ - 3 monthly payments down	24,278,667.67	0.17%	179	0.16%
	<u>14,688,149,395.00</u>	<u>100.00%</u>	<u>109,470</u>	<u>100.00%</u>

Repayment Method

Repayment Type of Main Loan	Agg. Mortgage Loan Balance exc. Res (£)	% of Total Value	Aggregate Mortgage Reserve Balance (£)	% of Total Value	Number of Mortgage Accounts	% of Total Number
Interest Only	6,671,417,936.82	46.32%	80,794,513.38	28.34%	38,145	34.85%
Repayment	7,731,592,529.33	53.68%	204,344,415.47	71.66%	71,325	65.15%
	<u>14,403,010,466.15</u>	<u>100.00%</u>	<u>285,138,928.85</u>	<u>100.00%</u>	<u>109,470</u>	<u>100.00%</u>

The following tables summarise, in respect of the Seller's overall mortgage portfolio, the Seller's experience in administering mortgage accounts in arrears and repossession for residential mortgage accounts originated by the Seller. The following tables also summarise the broader industry experience in administering mortgage accounts in arrears or repossession as compiled and made public by the CML. The information set forth below includes information in respect of the Seller's experience in administering Mortgage Loans secured by properties located in England, Wales, Scotland and Northern Ireland.

The Mortgage Accounts used for statistical purposes in the tables below are administered in accordance with the administration policies of the Seller. Covered Bondholders should note the method by which the Seller classifies accounts as being in arrears, which is described under "*Summary of the Principal Documents - Administration Agreement – Arrears practice in respect of the Mortgage Loans*" in the Base Prospectus, and which is important in helping Covered Bondholders to understand the arrears experience of the Seller as set forth in the following tables.

Percentage of number of mortgage accounts that are more than 3 months in Arrears

	2008 Q1	2008 Q2	2008 Q3	2008 Q4	2009 Q1	2009 Q2	2009 Q3	2009 Q4	2010 Q1	2010 Q2	2010- Q3	2010- Q4
Barclays	0.73%	0.72%	0.71%	0.81%	0.99%	0.99%	0.95%	0.95%	0.91%	0.89%	0.85%	0.90%
CML ¹	1.18%	1.30%	1.42%	1.88%	2.37%	2.50%	2.42%	2.38%	2.27%	2.17%	2.13%	2.11%

¹ The pre-2009 CML data comprises estimates in respect of the membership of the CML only. The 2009 data is in respect of the entire first-charge mortgage market.