

Final Terms dated 11 January 2012

(to the Base Prospectus dated 26 August 2011 as supplemented on 12 December 2011 and 3 January 2012)

Barclays Bank PLC
Issue of Series 2012-1 £1,000,000,000 4.25 per cent. Covered Bonds due 2022
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 26 August 2011 as supplemented by Supplement Number 1 to the Base Prospectus dated 12 December 2011 and Supplement Number 2 to the Base Prospectus dated 3 January 2012, 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 |
| 2. | (i) | Series Number: | 2012-1 |
| | (ii) | Tranche Number: | 1 |
| 3. | | Specified Currency or Currencies: | Sterling ("£") |
| 4. | | Aggregate Nominal Amount: | £1,000,000,000 |
| 5. | | Issue Price: | 99.827 per cent. of the Aggregate Nominal Amount |
| 6. | (i) | Specified Denominations: | £100,000 and integral multiples of £1,000 in excess thereof up to (and including) £199,000. No Covered Bonds in definitive form will be issued with a denomination above £199,000 |
| | (ii) | Calculation Amount | £1,000 |
| 7. | (i) | Issue Date: | 12 January 2012 |
| | (ii) | Interest Commencement Date: | 12 January 2012 |
| 8. | | Final Maturity Date: | 12 January 2022 |
| | | Extended Due for Payment Date of Guaranteed Amounts corresponding to the Final Redemption Amount under the Covered Bond Guarantee: | 12 January 2023 |

9. Interest Basis: 4.25 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)*
10. Redemption/Payment Basis: Redemption at par
11. Change of Interest Basis or Redemption/Payment Basis: Applicable
- 4.25 per cent. Fixed Rate payable annually in arrear from, and including, the Issue Date to, but excluding, the Final Maturity Date
- One-month LIBOR + 1.902 per cent. per annum Floating Rate payable monthly in arrear from, and including, the Final Maturity Date to, but excluding, the Extended Due for Payment Date
12. Call Options: Not Applicable
13. (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
14. Listing: London
15. Method of distribution: Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

16. **Fixed Rate Covered Bond Provisions** Applicable from, and including, the Issue Date to, but excluding, 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): 12 January in each year up to, and including, the Final Maturity Date, commencing on 12 January 2013 and ending on the Final Maturity Date
- (iii) Fixed Coupon Amount(s): £42.50 per Calculation Amount
- (iv) Initial Broken Amount(s): Not Applicable
- (v) Final Broken Amount: Not Applicable
- (vi) Day Count Fraction: Actual/Actual – ICMA
- (vii) Determination Date(s): 12 January in each year
- (viii) Other terms relating to the method of calculating interest for Fixed Rate Covered Bonds: Not Applicable
17. **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 up to but excluding the Extended Due for 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)
(iii)	Business Day Convention:	Modified Following Business Day Convention
(iv)	Additional Business Centre(s):	Not Applicable
(v)	Manner in which the Rate of Interest and Interest Amount is to be determined:	Screen Rate Determination
(vi)	Party responsible for calculating the Rate of Interest and Interest Amount (if not the Principal Paying Agent):	Not Applicable
(vii)	Screen Rate Determination:	Applicable
	(1) Reference Rate:	One-month LIBOR
	(2) Interest Determination Date(s):	First day of each Interest Period
	(3) Relevant Screen Page:	Reuters page LIBOR01 or any replacement thereto
(viii)	ISDA Determination:	Not Applicable
(ix)	Margin(s):	1.902 per cent. per annum
(x)	Minimum Rate of Interest:	Not Applicable
(xi)	Maximum Rate of Interest:	Not Applicable
(xii)	Day Count Fraction:	Actual/365 (Fixed)
(xiii)	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
18.	Zero Coupon Covered Bond Provisions	Not Applicable
19.	Index Linked Interest Covered Bond	Not Applicable
20.	Dual Currency Covered Bond Provisions	Not Applicable
PROVISIONS RELATING TO REDEMPTION BY THE ISSUER		
21.	Issuer Call:	Not Applicable

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| 22. 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>) |
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GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS

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| 23. 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 |
| 24. Additional Financial Centre(s) or other special provisions relating to Payment Dates: | Not Applicable |
| 25. Talons for future Coupons or Receipts to be attached to Bearer Definitive Covered Bonds (and dates on which such Talons mature): | No |
| 26. Details relating to Partly-Paid Covered Bonds: | Not Applicable |
| 27. Details relating to Instalment Covered Bonds: | Not Applicable |
| 28. Redenomination: | Not Applicable |
| 29. Other final terms: | Not Applicable |

DISTRIBUTION

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|---------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 30. (i) If syndicated, names and addresses of Managers: | <p>Barclays Bank PLC
5 The North Colonnade
Canary Wharf
London E14 4BB</p> <p>Lloyds TSB Bank plc
10 Gresham Street
London EC2V 7AE</p> <p>Banco Santander, S.A.
Ciudad Grupo Santander
Avenida de Cantabria s/n
Edificio Encinar, planta baja
28660, Boadilla del Monte
Madrid
Spain</p> <p>Citigroup Global Markets Limited
Citigroup Centre</p> |
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Canada Square
Canary Wharf
London E14 5LB

ING Belgium SA/NV
Avenue Marnix 24
1000 Brussels
Belgium

Wells Fargo Securities International Limited
One Plantation Place
30 Fenchurch Street
London EC3M 3BD

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

Natixis
47, quai d'Austerlitz
75013 Paris
France

Crédit Agricole Corporate and Investment Bank
9, quai du président Paul Doumer
92920 Paris la Défense Cédex
France

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

RBC Europe Limited
Riverbank House
2 Swan Lane
London EC4R 3BF

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|-------|----------------------------------------------------------------------------|-----------------|
| (ii) | Date of syndication agreement: | 11 January 2012 |
| (iii) | Stabilising Manager(s) (if any): | Not Applicable |
| 31. | If non-syndicated, name of relevant Dealer(s): | Not Applicable |
| 32. | Whether TEFRA D or TEFRA C rules applicable or TEFRA rules not applicable: | TEFRA D |
| 33. | ERISA | Not Applicable |
| 34. | 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.

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

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|-------|-------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (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 2012 |
| (iii) | Estimate of total expenses related to admission to trading: | £5,000 |

2. RATINGS

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| 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. |
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3. 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.

4. REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

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|------|-------------------------|-----------------------------------------------------------|
| (i) | Reasons for the offer | See " <i>Use of Proceeds</i> " wording in Base Prospectus |
| (ii) | Estimated net proceeds: | £998,270,000 |

5. YIELD

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|----------------------|------------------------------------------------------------------------------------------------------------------------------------------------------|
| Indication of yield: | 4.272 per cent. per annum

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield. |
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6. PERFORMANCE OF INDEX/FORMULA/OTHER VARIABLE AND OTHER INFORMATION CONCERNING THE UNDERLYING

Not Applicable

7. PERFORMANCE OF RATES OF EXCHANGE

Not Applicable

8. **OPERATIONAL INFORMATION**

- | | | |
|--------|-----------------------------------------------------------------------------------------------------------------------------------|--------------------------|
| (i) | ISIN: | XS0729895200 |
| (ii) | Common Code: | 072989520 |
| (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: | No |

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 December 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	20,798,080,442.91
Number of Mortgage Accounts	161,908
Weighted average current LTV (by value)	55.96%
Weighted average current indexed LTV (by value)	59.70%
Weighted average drawable LTV (by value)	60.53%
Weighted average seasoning (by value) Months	37.57
Interest Only (By Value)	41.74%
Repayment (By Value)	58.26%
> 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	1,513,665,746.52	7.28%	12,501	7.72%
East Midlands	946,362,915.67	4.55%	9,016	5.57%
Greater London	2,516,245,885.79	12.10%	12,165	7.51%
North	565,957,432.70	2.72%	6,228	3.85%
North West	1,535,893,530.40	7.38%	14,955	9.24%
Northern Ireland	388,714,362.35	1.87%	4,047	2.50%
Scotland	633,768,904.59	3.05%	5,987	3.70%
South East	8,045,165,990.85	38.68%	53,832	33.25%
South West	1,660,320,648.77	7.98%	13,727	8.48%
Wales	670,331,224.17	3.22%	7,171	4.43%
West Midlands	1,245,424,687.12	5.99%	11,551	7.13%
Yorks And Humberside	1,076,229,113.98	5.17%	10,728	6.63%
	20,798,080,442.91	100.00%	161,908	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%	638,921,545.20	3.07%	14,755	9.11%
20.01% - 30.00%	1,243,561,157.08	5.98%	16,769	10.36%
30.01% - 40.00%	2,086,839,508.61	10.03%	21,569	13.32%
40.01% - 50.00%	3,105,861,114.91	14.93%	25,839	15.96%
50.01% - 60.00%	4,039,806,206.80	19.42%	27,416	16.93%
60.01% - 70.00%	4,777,547,988.86	22.97%	28,690	17.72%
70.01% - 74.99%	2,240,658,795.94	10.77%	12,686	7.84%
75.00% - 80.00%	1,930,533,406.07	9.28%	10,288	6.35%
80.01% - 90.00%	734,350,719.44	3.53%	3,896	2.41%
	20,798,080,442.91	100.00%	161,908	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%	299,118,623.29	1.44%	6,657	4.11%
20.01% - 30.00%	808,987,463.28	3.89%	12,290	7.59%
30.01% - 40.00%	1,548,086,981.43	7.44%	18,375	11.35%
40.01% - 50.00%	2,534,546,162.11	12.19%	23,793	14.70%
50.01% - 60.00%	3,871,885,092.99	18.62%	28,871	17.83%
60.01% - 70.00%	4,805,048,245.82	23.10%	31,030	19.17%
70.01% - 74.99%	2,480,187,753.03	11.93%	14,939	9.23%
75.00% - 80.00%	2,805,128,265.31	13.49%	16,492	10.19%
80.01% - 90.00%	1,645,091,855.65	7.91%	9,461	5.84%
	20,798,080,442.91	100.00%	161,908	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%	519,348,246.68	2.50%	12,624	7.80%
20.01% - 30.00%	1,038,660,619.51	4.99%	14,585	9.01%
30.01% - 40.00%	1,785,095,193.16	8.58%	19,136	11.82%
40.01% - 50.00%	2,735,150,828.35	13.15%	23,368	14.43%
50.01% - 60.00%	3,705,453,343.29	17.82%	26,680	16.48%
60.01% - 70.00%	4,518,710,488.90	21.73%	27,968	17.27%
70.01% - 74.99%	2,096,078,405.94	10.08%	12,430	7.68%
75.00% - 80.00%	1,699,417,443.23	8.17%	10,027	6.19%
80.01% - 90.00%	1,947,967,838.94	9.37%	11,031	6.81%
> 90%	752,198,034.91	3.62%	4,059	2.51%
	20,798,080,442.91	100.00%	161,908	100.00%

Monthly Payments Down				
Months In Arrears	Aggregate Account Balance (£)	% of Total Value	Number of Collaterals	% of Total Number
Current	20,700,658,537.93	99.53%	161,163	99.54%
1 - 2 mths	74,915,041.51	0.36%	586	0.36%
2+ - 3 mths	22,506,863.47	0.11%	159	0.10%
	20,798,080,442.91	100.00%	161,908	100.00%

Repayment Method						
Repayment Type Of Main Loan	Agg. Balance exc. Res (£)	% of Total Value	Aggregate Reserve Balance (£)	% of Total Value	Number of Mortgage Accounts	% of Total Number
Interest Only	8,473,859,314.23	41.74%	126,359,870.80	25.42%	50,450	31.16%
Repayment	11,827,080,535.41	58.26%	370,780,722.47	74.58%	111,458	68.84%
	20,300,939,849.64	100.00%	497,140,593.27	100.00%	161,908	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.

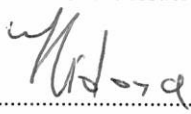
The Mortgage Accounts used for statistical purposes in the tables below are administered in accordance with the administration policies of the Seller. Covered Bondholders should note the method by which the

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: 
Duly authorised

By:
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.

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%	2.18%	2.09%	2.05%			

Signed on behalf of the Issuer:

Signed on behalf of the Guarantor:

By:
Duly authorised

By: *Michael Drans*
Duly authorised

Per pro SFM Directors Limited,
as Director for and on behalf of
Congadale Limited, Member of
the LLP.

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.