

**Supplement Number 1 dated 10 November 2010
to the Base Prospectus dated 13 August 2010**



BARCLAYS BANK PLC
(incorporated with limited liability in England and Wales)

€35 billion
Global Covered Bond Programme
unconditionally and irrevocably guaranteed as to payments by
Barclays Covered Bonds LLP
(a limited liability partnership incorporated in England and Wales)

This base prospectus supplement (the "**Supplement**") is supplemental to, forms part of and must be read in conjunction with, the base prospectus dated 13 August 2010 (the "**Base Prospectus**") prepared by Barclays Bank PLC (the "**Issuer**") with respect to its €35 billion Global Covered Bond Programme (the "**Programme**") unconditionally and irrevocably guaranteed as to payments by Barclays Covered Bonds LLP (the "**LLP**"). This Supplement constitutes a supplementary prospectus in respect of the Base Prospectus for the Issuer for the purposes of Section 87G of the Financial Services and Markets Act 2000.

Terms defined in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement. The Supplement is supplemental to, and shall be read in conjunction with, the Base Prospectus and other supplements to the Base Prospectus issued by the Issuer.

This Supplement has been approved by the United Kingdom Financial Services Authority (the "**FSA**"), which is the United Kingdom competent authority for the purposes of Directive 2003/71/EC (the "**Prospectus Directive**") and relevant implementing measures in the United Kingdom, as a base prospectus supplement issued in compliance with the Prospectus Directive and relevant implementing measures in the United Kingdom.

IMPORTANT NOTICES

The Issuer and the LLP each accept responsibility for the information contained in this Supplement and each declare that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of their knowledge, in accordance with the facts and contains no omission likely to affect its import.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in, or incorporated by reference into, the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, no significant new factor, material mistake or inaccuracy relating to the information included in the Base Prospectus which is capable of affecting the assessment of the Covered Bonds issued under the Programme has arisen or been noted, as the case may be, since the publication of the Base Prospectus.

If documents which are incorporated by reference to this Supplement themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement for the purposes of the Prospectus Directive except where such information or other documents are specifically incorporated by reference to the Supplement.

Investors should be aware of their rights under Section 87Q(4) of the Financial Services and Markets Act 2000.

The purposes of this Supplement are:

1. **To delete the Chapter entitled "Documents Incorporated by Reference" on page 2 of the Base Prospectus in its entirety and replace it with the following:**

"DOCUMENTS INCORPORATED BY REFERENCE

The following information has been filed with the FSA and shall be deemed to be incorporated in, and to form part of, this Base Prospectus:

- (a) the joint Annual Report of Barclays Bank PLC (the "**Issuer**") and Barclays PLC, as filed with the U.S. Securities and Exchange Commission ("**SEC**") on Form 20-F on 19 March 2010 in respect of the years ended 31 December 2008 and 31 December 2009 (the "**Joint Annual Report**"), with the exception of the information incorporated by reference in the Joint Annual Report referred to in the Exhibit Index of the Joint Annual Report, which shall not be deemed to be incorporated in this Base Prospectus;
- (b) the Annual Reports of the Issuer containing the audited consolidated accounts of the Issuer in respect of the years ended 31 December 2008 (the "**2008 Issuer Annual Report**") and 31 December 2009 (the "**2009 Issuer Annual Report**") respectively;
- (c) the unaudited Interim Results Announcement of Barclays PLC as filed with the SEC on Form 6-K on Film Number 10994321 on 5 August 2010 in respect of the six months ended 30 June 2010 (the "**Interim Results Announcement**");
- (d) the unaudited Interim Results Announcement of the Issuer in respect of the six months ended 30 June 2010 (the "**Issuer Interim Results Announcement**") with the exception of the sections headed "Performance Highlights", "Group Chief Executive's Review" and "Group Finance Director's Review" on pages 1-12 inclusive of the Issuer Interim Results Announcement which shall not be deemed to be incorporated in this Base Prospectus;
- (e) the unaudited Interim Management Statement of Barclays PLC as filed with the SEC on Form 6-K on Film Number 101176037 on 9 November 2010 in respect of the nine months ended 30 September 2010 (the "**Interim Management Statement**");
- (f) the capitalisation and indebtedness table of the Issuer and the Barclays Group as at 30 June 2010 as filed with the SEC on Form 6-K on Film Number 101176037 on 9 November 2010 (the "**Capitalisation and Indebtedness Table**");
- (g) the members' report and audited financial statements of Barclays Covered Bonds LLP for the period from 1 May 2008 to 31 December 2008 (the "**2008 LLP Financial Statements**") and in respect of the year ended 31 December 2009 (the "**2009 LLP Financial Statements**"); and
- (h) the terms and conditions set out on pages 114 to 143 of the base prospectus dated 30 June 2008 relating to the Programme under the heading "*Terms and Conditions of the Covered Bonds*" (the "**2008 Conditions**") and the terms and conditions set out on pages 122 to 153 of the Base Prospectus dated 23 September 2009 relating to the Programme under the heading "*Terms and Conditions of the Covered Bonds*" (the "**2009 Conditions**").

Those documents listed above under (a), (c), (e) and (f) that have been filed with the SEC are available on the SEC's website at www.sec.gov. Those documents listed under (b) are available at <http://group.barclays.com/Investor-Relations/Shareholder-information/Annual-Reports>. The document listed under (d) is available at <http://group.barclays.com/Investor-Relations/Financial-results-and-publications/Results-announcements>. Those documents listed above under (g) are available on the Issuer's website at <http://group.barclays.com/Investor-Relations/Debt-Investors/Secured-Funding/Covered-bonds>. No other information on such website is incorporated by reference or is otherwise part of this Base Prospectus. All information incorporated by reference above is also available for inspection during normal business hours on any weekday, from the specified office of the Paying Agent, currently located at Citigroup Centre, Canada Square, London E14 5LB.

The table below sets out the relevant page references for all of the information contained within the Joint Annual Report as filed on Form 20-F:

Section 1 - Business review	
Financial review	3
Our people	51
Corporate sustainability	52
Section 2 – Risk Management and Governance	
Risk management	54
Board and Executive Committee	119
Directors' report	122
Corporate governance report	126
Remuneration report	145
Accountability and audit	162
Section 3 - Financial statements	
Presentation of information	165
Independent Registered Public Accounting Firm's report - Barclays PLC	166
Consolidated accounts Barclays PLC	167
Barclays Bank PLC data	283
Section 4 - Shareholder information	302

Presentation of Financial Information

Each of the Issuer and Barclays PLC has applied International Financial Reporting Standards as issued by the International Accounting Standards Board and as adopted by the European Union ("**IFRS**") in the financial statements incorporated by reference above. A summary of the significant accounting policies for each of the Issuer and Barclays PLC is included in each of the Joint Annual Report, the 2008 Issuer Annual Report and the 2009 Issuer Annual Report.

On 1 January 2010, for management reporting purposes, the Barclays Group reorganised its activities under three business groupings: Global Retail Banking, Corporate and Investment Banking and Barclays Wealth and Absa. The Barclays Group retains its Head Office and Other Operations activity. The Joint Annual Report has not been retrospectively restated to reflect the new group structure, however the comparative information for the six months ended 30 June 2009 and the six months from 1 July 2009 to 31 December 2009 have been re-presented in the Interim Results Announcement and the Issuer Interim Results Announcement to reflect the new operating segments. For further information, please see Note 31 of the Interim Results Announcement and Note 19 of the Issuer Interim Results Announcement. Had the financial statements been prepared in accordance with accounting principles generally accepted in the United States of America, the amounts would have been retrospectively revised for this change in the group structure.

Supplement to Base Prospectus

If at any time the Issuer shall be required to prepare a supplement to the Base Prospectus pursuant to Section 87 of the FSMA, or to give effect to the provisions of Article 16(1) of the Prospectus Directive, the Issuer will prepare and make available an appropriate amendment or supplement to this Base Prospectus or a further base prospectus which, in respect of any subsequent issue of Covered Bonds to be listed on the Official List and admitted to trading on the Regulated Market of the London Stock Exchange, shall constitute a supplemental base prospectus as required by the FSA and Section 87 of the FSMA."

2. **To delete paragraph 9 of the Chapter "General Information" at page 186 of the Base Prospectus in its entirety and replace it with the following:**

"9. For so long as Covered Bonds are capable of being issued under the Programme, copies of the following documents will, when published, be available to holders of the Covered Bonds during usual business hours on any weekday (Saturdays and public holidays excepted) from Barclays Treasury, 1 Churchill Place, London E14 5HP and from the specified office of the Paying Agent currently located at Citigroup Centre, Canada Square, London E14 5LB:

- (i) the Memorandum and Articles of Association of the Issuer and the constitutive documents of the LLP;
- (ii) the Joint Annual Report, the 2008 Issuer Annual Report, the 2009 Issuer Annual Report, the Issuer Interim Results Announcement, the Interim Results Announcement, the Interim Management Statement and the Capitalisation and Indebtedness Table;
- (iii) the forms of the Global Covered Bonds, the Definitive Covered Bonds, the Receipts, the Coupons and the Talons;
- (iv) a copy of this Base Prospectus;
- (v) any future base prospectuses, prospectuses, information memoranda and supplements including Final Terms (save that Final Terms relating to an unlisted Covered Bond will be available for inspection only by the relevant Dealer or Dealers specified in such Final Terms or, upon proof satisfactory to the Principal Paying Agent or the Registrar, as the case may be, as to the identity of the holder of any Covered Bond to which such Final Terms relate) to this Base Prospectus and any other documents incorporated herein or therein by reference; and
- (vii) each Transaction Document."