



BARCLAYS BANK PLC

(Incorporated with limited liability in England and Wales)

iPath® VSTOXX® MidBase Prospectus

This Base Prospectuses Supplement (the "iPath® VSTOXX® Mid Supplement 1/2011") is supplemental to and must be read in conjunction the Base Prospectus dated 14 October 2010 (the "Original iPath® VSTOXX® Mid Base Prospectus") (together the "iPath® VSTOXX® Mid Base Prospectus") in connection with the iPath® VSTOXX® Volatility Mid-Term Futures Total Return Exchange Traded Notes programme (the "iPath® VSTOXX® Mid Programme"). The iPath® VSTOXX® Mid Base Prospectus was prepared by Barclays Bank PLC (the "Bank") (in its capacity as issuer, the "Issuer").

This iPath® VSTOXX® Mid Supplement 1/2011 constitutes a base prospectus supplement in respect of the Original iPath® VSTOXX® Mid Base Prospectus for the purposes of Directive 2003/71/EC (the "Prospectus Directive") and for the purpose of Section 87G of the UK Financial Services and Markets Act 2000. Investors should be aware of their rights under Section 87Q(4) of the UK Financial Services and Markets Act 2000.

Terms defined in the Original iPath® VSTOXX® Mid Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this iPath® VSTOXX® Mid Supplement 1/2011. This iPath® VSTOXX® Mid Supplement 1/2011 is supplemental to, and shall be read in conjunction with the Original iPath® VSTOXX® Mid Base Prospectus and other supplements to the Original iPath® VSTOXX® Mid Base Prospectuses issued by the Issuer. To the extent that there is any inconsistency between (a) any statement in this iPath® VSTOXX® Mid Supplement 1/2011 or any statement incorporated by reference into the Original iPath® VSTOXX® Mid Prospectus by this iPath® VSTOXX® Mid Supplement 1/2011 and (b) any other statement in, or incorporated by reference into the Original iPath® VSTOXX® Mid Base Prospectus, the statements in (a) above shall prevail.

The Issuer accepts responsibility for the information contained in this iPath® VSTOXX® Mid Supplement 1/2011 and declares that, having taken all reasonable care to ensure that such is the case, the information contained in this iPath® VSTOXX® Mid Supplement 1/2011 is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import. Save as disclosed in this iPath® VSTOXX® Mid Supplement 1/2011, no significant new factor, material mistake or inaccuracy relating to the information included in the Original iPath® VSTOXX® Mid Base Prospectus which is capable of affecting the assessment of the securities issued under the iPath® VSTOXX® Mid Programme has arisen or been noted, as the case may be, since the publication of the Original iPath® VSTOXX® Mid Base Prospectus issued by the Issuer.

This iPath® VSTOXX® Mid Supplement 1/2011 has been approved by the United Kingdom Financial Services Authority, which is the United Kingdom competent authority for the purposes of the Prospectus Directive and the relevant implementing measures in the United Kingdom, as a base prospectus supplement issued in compliance with the Prospectus Directive and the relevant implementing measures in the United Kingdom for the purpose of giving information with regard to the issue of Securities under the iPath® VSTOXX® Mid Programme.

With effect from the date of this iPath® VSTOXX® Mid Supplement 1/2011 the information appearing in, or incorporated by reference into the Original iPath® VSTOXX® Mid Base Prospectus shall be amended and/or supplemented in the manner described below.

By virtue of this iPath® VSTOXX® Mid Supplement 1/2011 the following amendments shall be deemed to be made to the Original iPath® VSTOXX® Mid Base Prospectus:

A) to insert the following:

“Ratings: The credit ratings included or referred to in this iPath® VSTOXX® Base Prospectus will be treated for the purposes of Regulation (EC) No 1060/2009 on credit rating agencies (the **“CRA Regulation”**) as having been issued by Fitch Ratings Limited, Moody’s Investor Service Limited and Standard & Poor’s Credit Market Services Europe Limited, each of which is established in the European Union and has applied through its respective London office to be registered under the CRA Regulation, although the result of such applications has not yet been determined.”

after the first paragraph and before the second paragraph commencing with the wording **“Offers in Relevant Member States:...”** appearing on page 2 of the Original iPath® VSTOXX® Mid Base Prospectus.

(B) in the section entitled **“RISK FACTORS”** of the Original iPath® VSTOXX® Mid Base Prospectus, to delete in its entirety the fifth, sixth, seventh and eighth paragraph appearing on page 15 and 16 and replace with the following:

“The following risk factors shall be read in conjunction with the risk factors set out on pages 11 to 17 inclusive (Risk Relating to the Bank and the Group) of the 2011 SIMPLE Base Prospectus incorporated herein by reference, and the risk factors set out on pages 25 to 45 inclusive (Risks Relating to the Securities) and on pages 378 – 380 inclusive (Risks Factors relating to Equity Linked Securities) of the Principal Base Prospectus incorporated herein by reference.”;

(C) in the section entitled **“INFORMATION INCORPORATED BY REFERENCE”** appearing on pages 28 and 29 of the Original iPath® VSTOXX® Mid Base Prospectus:

(i) to insert the following at the end of the second paragraph appearing on page 28 commencing **“the Principal Base Prospectus...”** :

“(j) the **“INFORMATION RELATING TO THE ISSUERS”** (pages 49 to 56 inclusive); and (k) the **“Risks relating to the Issuers”** (pages 18 to 25 inclusive);”;

(ii) to delete in its entirety the third paragraph appearing on page 28 of the Original iPath® VSTOXX® Mid Base Prospectus commencing **“the joint Annual Report...”** and replace with the following:

- **“the joint Annual Report of the Issuer and Barclays PLC, as filed with the US Securities and Exchange Commission on Form 20-F in respect of the years ended 31 December 2009 and 31 December 2010 (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 the iPath® VSTOXX® Base Prospectus;”;**

(iii) to delete in its entirety the fourth paragraph appearing on page 28 of the Original iPath® VSTOXX® Mid Base Prospectus commencing **“the Annual Reports...”** and replace with the following:

- **“the Annual Reports of the Bank containing the audited consolidated accounts of the Bank in respect of the years ended 31 December 2009 (the **“2009 Bank Annual Report”**) and 31 December 2010 (the **“2010 Bank Annual Report”**), respectively;”;**

(iv) to delete in their entirety the fifth, sixth and seventh paragraphs appearing on page 28 of the Original iPath® VSTOXX® Mid Base Prospectus and replace with the following:

- **“the section entitled **“THE BANK AND THE GROUP”** falling on pages 255 to 260 of the of the base prospectus approved by the UK Listing Authority on 30 March 2011 relating to the**

Issuer's Programme for the issuance of Structured Investment Management Plan Linked to Equity (S.I.M.P.L.E.) Notes (the "2011 SIMPLE Base Prospectus").";

- (v) to delete in its entirety the table appearing on pages 28 and 29 of the Original iPath® VSTOXX® Mid Base Prospectus commencing "The table below.." and replace with the following:

"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:

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Each of the Bank and Barclays PLC has applied International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and as adopted by the European Union ("EU") in the financial statements incorporated by reference above. A summary of the significant accounting policies for each of the Bank and Barclays PLC is included in each of the Joint Annual Report, the 2009 Bank Annual Report and the 2010 Bank Annual Report.

On 1 January 2010, for management reporting purposes, the Group reorganised its activities under the following business groupings: UK Retail Banking, Barclaycard, Western Europe Retail Banking, Barclays Africa, ABSA, Barclays Capital, Barclays Corporate, Barclays Wealth, Investment Management and Head Office Functions and Other Operations. In each of the Joint Annual Report and the 2010 Bank Annual Report, the comparative information has been restated to reflect this reorganisation.

Significant Change Statement

There has been no significant change in the financial or trading position of the Bank or the Group since 31 December 2010.

Material Adverse Change Statement

There has been no material adverse change in the prospects of the Bank or the Group since 31 December 2010.

Litigation Statement

Save as disclosed under the headings "Lehman Brothers Holdings Inc." and "American Depositary Shares" of the section headed "Litigation" appearing on pages 259 and 260 (inclusive) of the 2011 SIMPLE Base Prospectus incorporated herein by reference, as of the date of this Base Prospectus; no member of the Group is or has been involved in any governmental,

legal or arbitration Proceedings (including any such proceedings which are pending or threatened of which the Bank is aware), which may have or have had during the 12 months preceding the date of this iPath® VSTOXX Base Prospectus, a significant effect on the financial position or profitability of the Bank and/or the group.”.

Arranger

Barclays Capital

The date of this iPath® VSTOXX® Mid Supplement 1/2011 is 20 April 2011.