COMBINED SUPPLEMENT

BARCLAYS BANK PLC

(Incorporated with limited liability in England and Wales)

BARCLAYS CAPITAL (CAYMAN) LIMITED

(Incorporated with limited liability in the Cayman Islands)

(Guaranteed by Barclays Bank PLC)

£12,000,000,000 PROGRAMME FOR THE ISSUANCE OF STRUCTURED INVESTMENT MANAGEMENT PLAN LINKED TO EQUITY (S.I.M.P.L.E.) NOTES

£60,000,000,000 STRUCTURED NOTE PROGRAMME

STRUCTURED SECURITIES PROGRAMME

This Base Prospectuses Supplement (the "**Combined Supplement**") is supplemental to and must be read in conjunction with each of the following: (i) the Base Prospectus dated 8 April 2008 (the "**Original S.I.M.P.L.E. Base Prospectus**"), as supplemented on 22 July 2008 and on 8 August 2008 and on 7 October 2008 (together the "**S.I.M.P.L.E. Base Prospectus**") in connection with the £12,000,000,000 Programme for the issuance of Structured Investment Management Plan Linked to Equity (S.I.M.P.L.E.) Notes (the "**S.I.M.P.L.E. Programme**"); (ii) the Base Prospectus dated 14 December 2007 (the "**Original SNP Base Prospectus**"), as supplemented on 1 May 2008 and on 22 July 2008 and on 8 August 2008 and on 7 October 2008 (together, the "**SNP Base Prospectus**") in connection with the £60,000,000,000 Structured Note Programme for the issuance of structured Notes (the "**SN Programme**"); (iii) the Base Prospectus dated 28 March 2008 (the "**Original SSP Base Prospectus**"), as supplemented on 5 June 2008 and on 22 July 2008 and on 8 August 2008 and on 7 October 2008 (together the "**SSP Base Prospectus**") in connection with the Structured Securities Programme for the issuance of structured Notes, Warrants and Certificates (the "**SS Programme** and, together with the S.I.M.P.L.E. Programme and the SN Programme, the "**Relevant Programmes**" and each a "**Relevant Programme**"). Each of the Relevant Programmes was prepared by Barclays Bank PLC and Barclays Capital (Cayman) Limited (each in its capacity as an issuer, an "**Issuer**" and, together, and where relevant, the "**Issuers**").

This Combined Supplement constitutes a prospectus supplement in respect of each of the S.I.M.P.L.E. Base Prospectus, the SNP Base Prospectus and the SSP Base Prospectus (each a "**Relevant Base Prospectus**") for the purposes of Directive 2003/71/EC (the "**Prospectus Directive**") and for the purpose of Section 87G of the UK Financial Services and Markets Act 2000. Investors should be aware of their rights under Section 87Q(4) of the UK Financial Services and Markets Act 2000.

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

The Issuers accept responsibility for the information contained in this Combined Supplement and declare that, having taken all reasonable care to ensure that such is the case, the information contained in this Combined Supplement is, to the best of their knowledge, in accordance with the facts and contains no omission likely to affect its import. Save as disclosed in this Combined Supplement, no significant new factor, material mistake or inaccuracy relating to the information included in each Relevant Base Prospectus which is capable of affecting the assessment of the securities issued under each Relevant Programme has arisen or been noted, as the case may be, since the publication of each Relevant Base Prospectus issued by the Issuers.

This Combined Supplement has been approved by the United Kingdom Financial Services Authority, which is the United Kingdom competent authority for the purposes of the Prospectus Directive and the relevant implementing measures in the United Kingdom, as a base prospectus supplement issued in compliance with the Prospectus Directive and the relevant implementing measures in the United Kingdom for the purpose of giving information with regard to the issue of securities under the Relevant Programmes.

The purposes of this Combined Supplement are:

A) to add the following paragraph:

"In addition, the Bank is exposed to risks relating to (i) current market volatility and recent market developments; (ii) soundness of other financial institutions; (iii) increased regulation; (iv) proposed new power to be granted to the Bank of England in relation to UK financial institutions; (v) its obligations under the Financial Services Compensation Scheme; and (vi) requirement to raise additional Tier 1 capital."

1) at the end of the section headed "**Risk Factors**" but before the heading "**Description of the Securities**" on page 7 of the Original S.I.M.P.L.E. Base Prospectus; and

2) at the end of the section headed *"***SUMMARY OF RISK FACTORS UNDER THE PROGRAMME"** commencing on page 9 of the Original SNP Base Prospectus; and

3) at the end of the section headed *"***SUMMARY OF RISK FACTORS UNDER THE PROGRAMME"** commencing on page 12 of the Original SSP Base Prospectus.

B) to add the following paragraphs:

"Current Market Volatility and Recent Market Developments

The global financial system has been experiencing difficulties since August 2007 and the financial markets have deteriorated dramatically since the bankruptcy filing of Lehman Brothers in September 2008. Together with the significant declines in the housing markets in the United Kingdom, the United States and other countries, these events over the past two years have contributed to significant write-downs of asset values by financial institutions, including government-sponsored entities and major commercial and investment banks. These write-downs have caused many financial institutions to seek additional capital, to merge with larger and stronger institutions and, in some cases, to fail. Reflecting concern about the stability of the financial markets generally and the strength of counterparties, many lenders and institutional investors have substantially reduced, and in some cases, halted their funding to borrowers, including other financial institutions. While the capital and credit markets have been experiencing volatility and disruption for more than 12 months, the volatility and disruption has reached unprecedented levels in recent months. In some cases, the markets have produced downward pressure on stock prices and credit capacity for certain issuers. The resulting lack of credit, lack of confidence in the financial sector, increased volatility in the financial markets and reduced business activity could materially and adversely affect the Barclays Group's business, financial condition and results of operations.

Soundness of other Financial Institutions

The Barclays Group is exposed to many different industries and counterparties in the normal course of its business, but its exposure to counterparties in the financial services industry is particularly significant. This exposure can arise through trading, lending, deposit-taking, clearance and settlement and many other activities and relationships. These counterparties include brokers and dealers, commercial banks, investment banks, mutual and hedge funds, and other institutional clients. Many of these relationships expose the Barclays Group to credit risk in the event of default of a counterparty or client. In addition, the Barclays Group's credit risk may be exacerbated when the collateral it holds cannot be realised upon or is liquidated at prices not sufficient to recover the full amount of the loan or derivative exposure it is due. Many of the hedging and other risk management strategies utilised by the Barclays Group also involve transactions with financial services counterparties. The weakness of these counterparties may impair the effectiveness of the Barclays Group's hedging and other risk management strategies.

Effect of Governmental Policy and Regulation

The Barclays Group's businesses and earnings can be affected by the fiscal or other policies and other actions of various governmental and regulatory authorities in the United Kingdom, the European Union, the United States, South Africa and elsewhere. All these are subject to change, particularly in the current market environment where recent developments in the global markets have led to an increase in the involvement of various governmental and regulatory authorities in the financial sector and in the operations of financial institutions. In particular, governmental and regulatory authorities in the United Kingdom, the United States and elsewhere are implementing measures to increase regulatory control in their respective banking sectors including by imposing enhanced capital requirements or by imposing conditions on direct capital injections and funding. Any future regulatory changes may potentially restrict the Barclays Group's operations, mandate certain lending activity and impose other compliance costs. It is uncertain how the more rigorous regulatory climate will impact financial institutions including the Barclays Group. Areas where changes could have an impact include:

- the monetary, interest rate and other policies of central banks and regulatory authorities;
- general changes in government or regulatory policy that may significantly influence investor decisions in particular markets in which the Barclays Group operates;
- general changes in the regulatory requirements, for example, prudential rules relating to the capital adequacy framework and rules designed to promote financial stability and increase depositor protection;
- changes in competition and pricing environments including, for example, relating to the proposed acquisition of HBOS by Lloyds TSB;
- further developments in the financial reporting environment;
- expropriation, nationalisation, confiscation of assets and changes in legislation relating to foreign ownership; and
- other unfavourable political, military or diplomatic developments producing social instability or legal uncertainty which in turn may affect demand for the Barclays Group's products and services.

Banking Bill 2008

On 7 October 2008, the Banking Bill 2008 (the "**Bill**") was published which, if enacted, would in large part implement on a permanent basis the temporary powers granted to the treasury under the Banking (Special Provisions) Act 2008. The Bill, if enacted, would provide the Bank of England with two stabilisation powers, in respect of UK-incorporated deposit-taking institutions, such as Barclays Bank PLC, which are (i) private sale and (ii) transfer to a government owned "bridge bank". In addition, the treasury would be given the power to implement the nationalisation of such institutions. It is difficult to determine the full impact of the Bill and there can be no assurance that the Noteholders will not be adversely affected by an action taken under it once it is finalised and implemented (assuming that should occur).

Financial Services Compensation Scheme

The Financial Services Compensation Scheme (the ''**FSCS**'') was created under the FSMA and is the UK's statutory fund of last resort for customers of authorised financial services firms. The FSCS can pay compensation to customers if a firm is unable, or likely to be unable, to pay claims against it. The FSCS is funded by levies on authorised UK deposit takers such as Barclays Bank PLC. In the event that the FSCS raises funds from the authorised firms, raises those funds more frequently or significantly increases the levies to be paid by such firms, the associated costs to Barclays Bank PLC may have a material impact on the Barclays Group's results of operations and financial condition."

after:

1) the heading "***Risks relating to the Bank***" on page 11 of the Original S.I.M.P.L.E. Base Prospectus; and
2) the heading "**RISKS RELATING TO THE GROUP**" on page 11 of the Original SNP Base Prospectus; and
3) the heading "**RISKS RELATING TO THE GROUP**" on page 14 of the Original SSP Base Prospectus.

C) to add the following paragraphs:

"the announcement of Barclays PLC issued on 13 October 2008 in relation to the Barclays Group's capital, dividend and current trading positions as filed with the SEC on Form 6-K on 14 October 2008 (the "**Announcement**"); and

the Interim Management Statement of Barclays PLC as filed with the SEC on Form 6-K on 31 October 2008 (File No: 001-10527; Film No.: 081153218) in respect of the nine months ended 30 September 2008 (the "**Interim Management Statement**"); and"

after:

1) the first paragraph ending "this Base Prospectus:" in the section headed "DOCUMENTS INCORPORATED BY REFERENCE" on page 19 of the Original S.I.M.P.L.E. Base Prospectus and remove the numbering of the remaining paragraphs accordingly; and
2) the first paragraph ending "this Base Prospectus:" in the section headed "INFORMATION INCORPORATED BY REFERENCE" on page 19 of the Original SNP Base Prospectus and remove the bullet points of the remaining paragraphs accordingly; and
3) the first paragraph ending "this Base Prospectus:" in the section headed "INFORMATION INCORPORATED BY REFERENCE" on page 31 of the Original SSP Base Prospectus.

D) to add the following paragraphs:

"On 8 October 2008, the UK Government announced a set of measures designed to ensure the stability of the UK financial system and to protect ordinary savers, depositors, businesses and borrowers. On 13 October 2008 the UK Government announced the implementation of these measures. The measures are intended to provide sufficient short term liquidity; to make available new Tier 1 capital to UK banks to strengthen their financial resources; and to ensure that the banking system has the funds necessary to maintain lending in the medium term through a credit guarantee scheme relating to short and medium term debt issuance. As part of the measures, the FSA has set higher capital targets for all UK banks.

On 13 October 2008, Barclays PLC made an announcement relating to these measures. This Announcement is incorporated by reference into this Prospectus.

On 31 October 2008, the board of directors of Barclays PLC (the "**Board")** announced a proposal to raise more than £7 billion of additional capital (the "**Capital Raising**") from existing and new strategic and institutional investors. The Capital Raising will on completion (which is expected to be on or around 27 November 2008) satisfy the target capital levels agreed with the FSA.

The Capital Raising includes:

1. An issue of £3 billion of Reserve Capital Instruments ("**RCIs**") by Barclays Bank PLC to Qatar Holding LLC and entities representing the beneficial interests of HH Sheikh Mansour Bin Zayed Al Nahyan, a member of the Royal Family of Abu Dhabi ("HH Sheikh Mansour Bin Zayed Al Nahyan"). In conjunction with this issue, Qatar Holding LLC and HH Sheikh Mansour Bin Zayed Al Nahyan have also subscribed (for a nominal consideration) for warrants (the "**Warrants**") to subscribe at their option for up to 1,516,875,236 new ordinary shares of Barclays PLC with an exercise price of 197.775 pence per share.

2. An issue of £2.8 billion of Mandatorily Convertible Notes ("**MCNs**") by Barclays Bank PLC to Qatar Holding LLC, Challenger Universal Limited (a company representing the beneficial interests of His Excellency Sheikh Hamad Bin Jassim Bin Jabr Al-Thani, the chairman of Qatar Holding LLC, and his family) (the "**Challenger**") and HH Sheikh Mansour Bin Zayed Al Nahyan, and a further issue of £1.25 billion of MCNs to existing institutional shareholders and other institutional investors by way of an accelerated non-underwritten bookbuild placing implemented on 31 October 2008.

3. Ordinary shares to be issued upon conversion of the MCNs and, as the case may be, exercise of the Warrants will increase Barclays equity Tier 1 ratio. The equity component of the proceeds from the RCIs and Warrants, representing the fair value of the Warrants, will be included in equity Tier 1 capital and the debt component of the proceeds of the RCIs and the Warrants will be included as innovative Tier 1 capital to the extent it is within the innovative Tier 1 allowance as defined by the FSA.

Qatar Holding LLC agreed to invest £500 million in MCNs and £1.5 billion in RCIs, and subscribed for Warrants to purchase up to £1.5 billion of Barclays PLC ordinary shares. Challenger agreed to invest £300 million in MCNs. Assuming the conversion of their MCNs and the full exercise of their Warrants, Qatar Holding LLC would hold approximately 1,607 million ordinary shares, representing 12.8 per cent. of the fully diluted share capital of Barclays PLC and Challenger would hold approximately 354 million ordinary shares, representing 2.8 per cent. of the fully diluted share capital of Barclays PLC. In addition to any other fees and commissions payable in connection with the issue of the securities, Qatar Holding LLC will receive a fee of £66 million for having arranged certain of the subscriptions in the Capital Raising.

HH Sheikh Mansour Bin Zayed Al Nahyan agreed to invest £2 billion in MCNs and £1.5 billion in RCIs, and subscribed for Warrants to purchase up to £1.5 billion of Barclays PLC ordinary shares. Assuming the conversion of his MCNs and the full exercise of his Warrants, HH Sheikh Mansour Bin Zayed Al Nahyan would be beneficially entitled to approximately 2,063 million ordinary shares, representing 16.5 per cent. of the fully diluted share capital of Barclays PLC.

HH Sheikh Mansour Bin Zayed Al Nahyan has arranged for his investment in the Warrants, the MCNs and the RCIs to be funded by an Abu Dhabi governmental investment vehicle, which will become the indirect shareholder of the entities which are subscribing for the Warrants, the MCNs and the RCIs.

On 18 November 2008, the Board announced that Qatar Holding LLC and HH Sheikh Mansour Bin Zayed Al Nahyan had each offered to make available up to £250 million of RCIs for clawback by existing Barclays institutional investors at par. By consequence £500 million of RCIs (excluding Warrants) were placed with Barclays institutional investors by way of a bookbuild placing on 18 November 2008.

In addition, the Board also announced that:

- all members of the Board will exceptionally offer themselves for re-election at the Barclays Annual General Meeting to be held in April 2009; and

- no annual bonuses will be paid to executive directors of Barclays PLC for 2008, following the offer by the executive directors to waive any annual bonus for 2008.

The necessary shareholder resolutions required in order to effect the Capital Raising were passed by the shareholders of Barclays PLC on 24 November 2008."

1) at the end of the section headed *"**Recent Developments**"* but before the heading *"**Competition and regulatory matters**"* on page 83 of the Original S.I.M.P.L.E. Base Prospectus; and

2) at the end of the section headed *"Recent Developments"* but before the heading *"Competition and regulatory matters"* on page 22 of the Original SNP Base Prospectus; and

3) at the end of the section headed *"***Recent Developments***"* but before the heading *"***Competition and regulatory matters***"* on page 33 of the Original SSP Base Prospectus.

E) to replace the name " Dixit Joshi" with the name "Dixit Aswin Joshi" and to replace the name "Kate Craven" with the name "Kate Elizabeth Pothalingam"

1) in the list displaying the names of the persons on the Board of Directors of BCCL in the section headed *"***Directors***"* on page 87 of the Original S.I.M.P.L.E. Base Prospectus; and

2) in the list displaying the names of the persons on the Board of Directors of BCCL in the section headed *"***Directors***"* on page 37 of the Original SSP Base Prospectus.

F) to replace the name " Dixit Joshi" with the name "Dixit Aswin Joshi" and to replace the name "Kate Pothalingam" with the name "Kate Elizabeth Pothalingam" in the list displaying the names of the persons on the Board of Directors of BCCL in the section headed *"***Directors***"* on page 26 of the Original SNP Base Prospectus.

G) to delete and to replace with the following:

"The Barclays Group has for some time been party to proceedings, including a class action, in the United States against a number of defendants following the collapse of Enron; the class action claim is commonly known as the Newby litigation. On 20 July 2006, the Barclays Group received an Order from the United States District Court for the Southern District of Texas Houston Division which dismissed the claims against the Warrant Issuer, Barclays Bank PLC and Barclays Capital Inc. in the Newby litigation. On 4 December 2006 the Court stayed the Barclays Group's dismissal from the proceedings and allowed the plaintiffs to file a supplemental complaint. On 19 March 2007 the United States Court of Appeals for the Fifth Circuit issued its decision on an appeal by Barclays Bank PLC and two other financial institutions contesting a ruling by the District Court allowing the Newby litigation to proceed as a class action. The Court of Appeals held that because no proper claim against Barclays Bank PLC and the other financial institutions had been alleged by the plaintiffs, the case could not proceed against them. The plaintiffs applied to the United States Supreme Court for a review of this decision. On 22 January 2008, the United States Supreme Court denied the plaintiffs' request for review. Following the Supreme Court's decision, the District Court ordered a further briefing concerning the status of the plaintiffs' claims. The Barclays Group is seeking the dismissal of the plaintiffs' claims.

The Barclays Group considers that the Enron related claims against it are without merit and is defending them vigorously. It is not possible to estimate the Barclays Group's possible loss in relation to these matters, nor the effect that they might have upon operating results in any particular financial period.

The Barclays Group has been in negotiations with the staff of the US Securities and Exchange Commission with respect to a settlement of the Commission's investigations of transactions between the

Barclays Group and Enron. The Barclays Group does not expect that the amount of any settlement with the Commission would have a significant adverse effect on its financial position or operating results.

Like other UK financial services institutions, the Barclays Group faces numerous County Court claims and complaints by customers who allege that its unauthorised overdraft charges either contravene the Unfair Terms in Consumer Contracts Regulations 1999 ("**UTCCR**") or are unenforceable penalties or both. In July 2007, by agreement with all parties, the OFT commenced proceedings against seven banks and one building society, including Barclays Bank PLC, to resolve the matter by way of a "test case" process. Preliminary issues hearings took place in January 2008 (in respect of current terms) and July 2008 (in respect of past terms), with judgments handed down in April and October respectively. As to current terms, in April the court held in favour of the banks on the issue of the penalty doctrine, and in favour of the OFT on the issue of the applicability of the UTCCR. The banks' appeal against the decision in relation to the applicability of the UTCCR took place at a hearing commencing in late October 2008 which concluded on 5 November 2008 with judgment reserved. A judgment from the Court of Appeal is not expected before the end of the year. As to past terms, at the July hearing the banks conceded that the decision of the Court of Appeal in relation to the UTCCR and current terms should read across to past terms, and therefore the July hearing was only concerned with the common law penalty doctrine. In its judgment handed down on 8 October 2008, the Court held that the Barclays Group's past terms, including those of Woolwich, were not capable of being penalties. Further hearings will be required to finalise the position in relation to some of the other defendant banks' past terms. The proceedings may take a significant period of time to conclude. Pending resolution of the test case process, existing and new claims in the County Courts remain stayed, and there is an FSA waiver of the complaints handling process and a standstill of Financial Ombudsman Service decisions. The Barclays Group is defending the test case vigorously. It is not practicable to estimate the Barclays Group's possible loss in relation to these matters, nor the effect that they may have upon operating results in any particular financial period. The Barclays Group will comply with its obligations as a listed company admitted to the Official List in connection with further disclosures in relation to this litigation, including its potential impact on the Barclays Group.

Save as disclosed in paragraphs 1, 2 and 4 of this section, no member of the Barclays 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 Issuers are aware), which may have or have had during the 12 months preceding the date of this Prospectus, a significant effect on the Issuers' and/or the Barclays Group's financial position or profitability."

1) the entire section headed *"***Litigation***"* commencing on page 96 of the Original S.I.M.P.L.E. Base Prospectus; and

2) the entire section headed *"***Litigation***"* commencing on page 127 of the Original SNP Base Prospectus; and

3) the entire section headed *"***Litigation***"* commencing on page 278 of the Original SSP Base Prospectus.

Barclays Capital

The date of this Combined Supplement is 26 November 2008