



BARCLAYS BANK PLC

(Incorporated with limited liability in England and Wales)

BARCLAYS CAPITAL (CAYMAN) LIMITED

(Incorporated as an exempted company with limited liability in the Cayman Islands)

(Guaranteed by Barclays Bank PLC)

**PROGRAMME FOR THE ISSUANCE OF STRUCTURED INVESTMENT MANAGEMENT PLAN
LINKED TO EQUITY (S.I.M.P.L.E.) NOTES
STRUCTURED SECURITIES PROGRAMME
GLOBAL STRUCTURED SECURITIES PROGRAMME**

This Base Prospectuses Supplement (the "**Combined Supplement 5/2009**") is supplemental to and must be read in conjunction with each of the following: (i) the Base Prospectus dated 9 April 2009 (the "**Original S.I.M.P.L.E. Base Prospectus**"), as supplemented on 1 June 2009, on 6 August 2009, on 24 September 2009 and on 4 November 2009 (together the "**S.I.M.P.L.E. Base Prospectus**") in connection with the 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**"); and (ii) the Base Prospectus dated 27 March 2009 (the "**Original SSP Base Prospectus**"), as supplemented on 1 June 2009, on 6 August 2009, on 24 September 2009 and on 4 November 2009 (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 (iii) the Base Prospectus dated 5 August 2009 (the "**Original GSSP Base Prospectus**"), as supplemented on 24 September 2009, on 4 November 2009, on 5 November 2009 and on 16 November 2009 (together the "**GSSP Base Prospectus**") in connection with the Global Structured Securities Programme for the issuance of structured Notes, Warrants and Certificates (the "**GSS Programme**") and, together with the S.I.M.P.L.E. Programme and the SS Programme, the "**Relevant Programmes**" and each a "**Relevant Programme**"). Each of the Relevant Programmes base prospectuses was prepared by Barclays Bank PLC (the "**Bank**") and Barclays Capital (Cayman) Limited ("**BCCL**") (each in its capacity as an issuer, an "**Issuer**" and, together, and where relevant, the "**Issuers**").

This Combined Supplement 5/2009 constitutes a base prospectus supplement in respect of each of the S.I.M.P.L.E. Base Prospectus, the SSP Base Prospectus and the GSSP 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 5/2009. This Combined Supplement 5/2009 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 5/2009 or any statement incorporated by reference into each Relevant Base Prospectus by this Combined Supplement 5/2009 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 5/2009 and declare that, having taken all reasonable care to ensure that such is the case, the information contained in this Combined Supplement 5/2009 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 5/2009, 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 5/2009 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 5/2009 are:

A) to delete and replace in its entirety with the following:

“In respect of information relating to the Bank, the Group and the Holding Company:

- the joint Annual Report of the Bank and Barclays PLC, as filed with the U.S. Securities and Exchange Commission (“SEC”) on Form 20-F in respect of the years ended 31 December 2007 and 31 December 2008 (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; and
- the Annual Reports of the Bank containing the audited consolidated accounts of the Bank in respect of the years ended 31 December 2007 (the **“2007 Bank Annual Report”**) and 31 December 2008 (the **“2008 Bank Annual Report”**), respectively; and
- the announcement of Barclays PLC issued on 12 June 2009 in relation to the receipt of a binding offer of US\$13.5 billion (£8.2 billion) by BlackRock, Inc. for Barclays Global Investors business (the **“BGI Announcement”**). The information contained in the paragraph on page 2 of such announcement commencing “Together with the conversion of the Mandatorily Convertible Notes...” and in section 2 headed “Financial Information” of such announcement the paragraph on page 5 commencing “Taking into account the expected net gain...” shall not be deemed to be incorporated in, and shall not form part of, this Base Prospectus; and
- the unaudited Interim Results Announcement of Barclays PLC as filed with the SEC on Form 6-K on Film Number 09979401 on 3 August 2009 in respect of the six months ended 30 June 2009 (the **“Interim Results Announcement”**) and the unaudited Interim Results Announcement of the Bank in respect of the six months ended 30 June 2009 (the **“Bank**

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 2-9 inclusive of the Bank Interim Results Announcement which shall not be deemed to be incorporated in this Base Prospectus; and

- the announcement of Barclays PLC issued on 16 September 2009 in relation to the restructuring of US\$12.3 billion of credit market assets (the “**Credit Restructuring Announcement**”) as filed with the SEC on Form 6-K on Film Number 091071595.
- the unaudited third quarter Interim Management Statement of Barclays PLC as filed with the SEC on Form 6-K on Film Number 091171653 on 10 November 2009 (the “**Interim Management Statement**”).”

the subsection headed “**In respect of information relating to the Bank, the Group and the Holding Company**” appearing:

- 1) on page 23 of the Original S.I.M.P.L.E. Base Prospectus; and
- 2) on page 35 of the Original SSP Base Prospectus; and
- 3) on page 40 of the Original GSSP Base Prospectus.

B) to delete and replace in its entirety with the following:

“Authorisation and Consents

The establishment of the Programme and the issue of Securities under the Programme have been duly authorised by resolutions of the Board of Directors of BCCL on 31 July 2009 and resolutions of an authorised committee of the Board of Directors of the Bank on 4 August 2009.

The Issuers have obtained all necessary consents, approvals and authorisations in connection with establishing this Programme and will obtain all such consents, approvals and authorisations in connection with the issue and performance of each Security or Series of Securities issued under this Programme.”

the subsection headed “Authorisation and Consents” on page 479 of the Original GSSP Base Prospectus.

Arranger

Barclays Capital

The date of this Combined Supplement 5/2009 is 16 November 2009.