

Final Terms

BARCLAYS

BARCLAYS BANK PLC
(Incorporated with limited liability in England and Wales)
BARCLAYS CAPITAL (CAYMAN) LIMITED
(Incorporated with limited liability in the Cayman Islands)

STRUCTURED SECURITIES PROGRAMME

for the issue of Notes up to £60,000,000,000, Certificates and Warrants

BARCLAYS BANK PLC

Up to 10,000 EUR-USD Linked Certificates due August 2011

Series SC610

The Offer Period shall be from and including 3 June 2008

to and including 31 July 2008

Under the Structured Securities Programme

Issue Price: The Issue Price of the Certificate is EUR1,000

This document is prepared in connection with the Structured Securities Programme established by Barclays Bank PLC (the "**Bank**") and Barclays Capital (Cayman) Limited ("**BCCL**") and is supplemental to and should be read in conjunction with the Base Prospectus dated 28 March 2008, as supplemented and amended from time to time, which constitutes a base prospectus for the purpose of the Directive 2003/71/EC (the "**Base Prospectus**"). This document constitutes the Final Terms of the Certificates described herein and must be read in conjunction with such Base Prospectus. Words and expressions defined in the Base Prospectus and not defined in this document shall bear the same meanings when used herein.

These Final Terms are to be read in conjunction with the Base Prospectus, as supplemented and amended from time to time, and all documents which are deemed to be incorporated herein by reference and, to the extent permitted by the law or the regulations of the Relevant Stock Exchange and the relevant listing authority, as applicable, shall be read and construed on the basis that such documents are so incorporated and form part of these Final Terms.

This document has been prepared for the purposes of giving information about the issue by Barclays Bank PLC of the Up to 10,000 EUR-USD Linked Certificates due August 2011, Series SC601 (the "**Certificates**").

Investors should refer to "Risk Factors" in the Base Prospectus for a discussion of certain matters that should be considered when making a decision to invest in the Certificates.

Barclays Capital

30 May 2008

The distribution of this document and the offer of the Certificates in certain jurisdictions may be restricted by law. Persons into whose possession these Final Terms come are required by the Bank to inform themselves about and to observe any such restrictions. Details of selling restrictions for various jurisdictions are set out in "Purchase and Sale" in the Base Prospectus. In particular, the Certificates have not been, and will not be, registered under the US Securities Act of 1933, as amended, and are subject to US tax law requirements. Trading in the Certificates has not been approved by the US Commodity Futures Trading Commission under the US Commodity Exchange Act of 1936, as amended. Subject to certain exceptions, the Certificates may not at any time be offered, sold or delivered in the United States or to US persons, nor may any US persons at any time trade or maintain a position in such Certificates.

THE SECURITIES ARE ONLY SUITABLE FOR SOPHISTICATED INVESTORS WHO ARE WILLING TO TAKE CONSIDERABLE RISKS. PROSPECTIVE INVESTORS WILL BE REQUIRED TO ACKNOWLEDGE OR WILL HAVE BEEN DEEMED TO HAVE ACKNOWLEDGED THAT THEY UNDERSTAND THE RISKS AND POTENTIAL CONSEQUENCES ASSOCIATED WITH PURCHASES OF THE SECURITIES AND THAT THEY HAVE MADE SUCH INDEPENDENT APPRAISAL OF THE ISSUER, ITS ECONOMIC CIRCUMSTANCES AS THEY THINK APPROPRIATE, AND HAVE CONSULTED WITH THEIR OWN LEGAL, INVESTMENT, ACCOUNTING AND TAX ADVISORS TO THE EXTENT THEY BELIEVE IS APPROPRIATE TO ASSIST THEM IN UNDERSTANDING AND EVALUATING THE RISKS INVOLVED AND THE CONSEQUENCES OF PURCHASING THE SECURITIES.

ANY UNITED STATES PERSON WHO HOLDS THIS OBLIGATION WILL BE SUBJECT TO THE LIMITATIONS UNDER THE UNITED STATES INCOME TAX LAW, INCLUDING THE LIMITATIONS PROVIDED IN SECTIONS 165(J) AND 1287(A) OF THE INTERNAL REVENUE CODE.

The Base Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that, except as provided in sub-paragraph (ii) below, any offer of Certificates in any Member State of the European Economic Area which has implemented the Prospectus Directive (2003/71/EC) (each, a **Relevant Member State**) will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Certificates. Accordingly any person making or intending to make an offer of the Certificates may only do so:

- (i) in circumstances in which no obligation arises for the Issuer or the Manager to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer; or
- (ii) in the Public Offer Jurisdiction mentioned in Paragraph 43 of Part A below, provided such person is one of the persons mentioned in Paragraph 43 of Part A below and that such offer is made during the Offer Period specified for such purpose therein.

Neither the Issuer nor the Manager has authorised, nor do they authorise, the making of any offer of Certificates in any other circumstances.

Risk Factors

Prospective investors should refer to 'Risks relating to Certificates' in the Base Prospectus for a discussion of certain matters that should be considered when making a decision to invest in the Certificates. In particular, prospective investors should consider, among others, the following:

General Considerations

The indicative Number of Certificates is up to 10,000 although the actual Number of Certificates to be issued will depend on the level of orders received during the Offer Period that is scheduled to be the period from (and including) 3 June 2008 to and including 31 July 2008. The final

Number of Certificates will be notified in Italy on behalf of the Issuer not later than 5 August 2008.

Certificateholders and prospective purchasers of Certificates should ensure that they understand the nature of the Certificates and the extent of their exposure to risk and that they consider the suitability of the Certificates as an investment in light of their own circumstances and financial condition.

In order to realise a return upon an investment in a Certificate, an investor must have correctly anticipated the timing and magnitude of an anticipated increase or the absence of a decrease in the value of the relevant Reference Item(s) relative to the Issue Price and must also be correct about when any change will occur. If the value of the Reference Item(s) does not increase, or decreases, as the case may be, before such Certificate is redeemed, part of the investor's investment in such Certificate may be lost on such redemption.

The only means by which a Certificateholder can realise value from its Certificates prior to their Settlement Date is to sell such Certificates at their then market price in the secondary market (if available).

Prospective investors in Certificates should understand the risks of transactions involving the relevant Certificates and should reach an investment decision only after careful consideration of the suitability of such Certificates in the light of their particular financial circumstances, the information set forth herein and any other available information regarding the relevant Certificates and the Reference Item(s) to which the value of such Certificates may relate.

Hedging

In connection with the offering of the Certificates, the Issuer and/or any of its affiliates may enter into one or more hedging transactions with respect to the Reference Item(s) or related derivatives. In connection with such hedging activities or with respect to proprietary or other trading activities by the Issuer and/or any of its affiliates, the Issuer and/or any of its affiliates may enter into transactions in the Reference Item(s) or related derivatives which may, but are not intended to, affect the market price, liquidity or value of the Certificates and which could be deemed to be adverse to the interest of the relevant Certificateholders.

Possible Illiquidity of the Secondary Market

There can be no assurance as to how Certificates will trade in the secondary market or whether such market will be liquid or illiquid. The number of Certificates of any Series may be relatively small, further adversely affecting the liquidity of such Certificates. The relevant Issuer may list Certificates on the London Stock Exchange or any other exchange as is specified in the applicable Final Terms or may issue Certificates which are not listed on any exchange. However, no assurance can be given that any secondary trading market will develop for the Certificates. If Certificates are not listed or traded on any exchange, pricing information for such Certificates may be more difficult to obtain and the liquidity of such Certificates may be adversely affected. Certain Certificates are also subject to transfer restrictions.

Potential Conflicts of Interest

The relevant Issuer and its affiliates may engage in trading and market-making activities and may hold long or short positions in the relevant Reference Item(s) and other instruments or derivative products based on or related to the relevant Reference Item(s) for their proprietary accounts or for other accounts under their management. The Issuer and their respective affiliates may also issue Certificates in respect of the relevant Reference Item(s) which are securities, or issue derivative instruments in respect thereof. To the extent that either of the Issuer, directly or through its affiliates, serves as issuer, agent, manager or underwriter of such securities or other instruments, its interests with respect to such products may be adverse to those of the Certificateholders. The Issuer or their affiliates may also act as underwriter in connection with future offerings of securities which comprise the Reference Items or may act as financial advisors to certain Underlying Companies or Reference Entities. Such activities could present certain conflicts of

interest, could influence the prices of such Reference Items and could adversely affect the value of the Certificates.

Potential conflict of interest between the Distributor and the Distribution Manager

Banca Monte dei Paschi di Siena S.p.A (the "Distributor") and MPS Capital Services Banca per le Imprese S.p.A (the "Distribution Manager") are affiliates of the MPS Banking Group; the Distribution Manager and the Distributor are in a conflicted situation as they may receive from the Issuer, respectively, Management and Selling Fees. For avoidance of doubt, the Distributor will receive from the Issuer, through the Distribution Manager, the Selling Fees as a percentage to be calculated on the nominal amount of Certificates placed. See below the § "Fees and Commissions"

The Certificates could be dealt on the Sistema di Internalizzazione Sistematica ("SIS") named "De@lDone Trading" ("DDT"), managed solely by Monte dei Paschi di Siena Capital Services Banca per le Imprese S.p.A.

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions set forth in the Base Prospectus dated 28 March, 2008 which constitutes a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the "**Prospectus Directive**"). This document constitutes the Final Terms of the Certificates described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus. Full information on the Issuer and the offer of the Certificates 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 the registered office of the Issuer and the specified offices of the Issue and Paying Agent (The Bank of New York, One Canada Square, Canary Wharf, London E14 5AL) and the Luxembourg Registrar and copies may be obtained from those offices as well as from the Distribution Manager's and Distributor's websites at: www.mpscapitalervices.it and www.mps.it (see Part B "Offer Information").

References herein to numbered Conditions are to the terms and conditions of the Certificates and words and expressions defined in such terms and conditions shall bear the same meaning in this Final Terms save as where otherwise expressly provided.

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|-----|--------------------------------------|--|
| 1. | Issuer: | Barclays Bank PLC |
| [2. | Guarantor: | Not Applicable |
| 3. | Series Number: | The series number of the Certificates is SC610. |
| 4. | Consolidation: | Not Applicable |
| 5. | Type of Certificates: | |
| | [(i) | The Certificates are EUR-USD Linked Certificates |
| | [(ii) | The Certificates relate to Currencies. |
| 6. | Averaging: | Not Applicable |
| 7. | Number of Certificates being issued: | The number of Certificates being issued is Up to 10,000. |
| 8. | Issue Price: | The issue price per Certificate is EUR1,000 |
| 9. | Issue Date: | The issue date of the Certificates is 5 August 2008 |
| 10. | Redemption Date: | 5 August 2011 |
| 11. | Cash Settlement Amount: | As set out in Annex 2 |
| 12. | Valuation Date: | 22 July 2011, as set out in Annex 2 |
| 13. | Exchange Business Day | Not Applicable |

14.	Business Day Centre(s):	The applicable Business Day Centres for the purposes of the definition of "Business Day" in Condition 4 are London and TARGET.
15.	Settlement:	Settlement will be by way of cash payment (" Cash Settled Certificates ").
16.	Settlement Business Day:	Not Applicable
17.	[(i) Issuer's option to vary settlement:	The Issuer does not have the option to vary settlement in respect of the Certificates
	[(ii) Variation of Settlement of Physical Delivery Certificates	Not Applicable
18.	Exchange Rate:	Not Applicable
19.	Settlement Currency:	The settlement currency for the payment of the Cash Settlement Amount is EUR.
20.	Calculation Agent:	The Calculation Agent is Barclays Bank Plc
21.	Exchange(s):	Not Applicable
22.	Exchange(s), Index Sponsor and Index Currency:	Not Applicable
23.	Related Exchange(s):	Not Applicable
24.	Multiplier:	Not Applicable
25.	Debt Certificates	Not Applicable
26.	Relevant Asset(s):	Not Applicable
27.	Entitlement:	Not Applicable
	[(i)	Not Applicable
	[(ii)	Not Applicable
	[(iii)	Not Applicable
28.	Guaranteed Cash Settlement Amount:	Not Applicable
29.	Settlement Price:	Not Applicable
30.	Disrupted Day:	If the Valuation Date (as defined in Condition 4), is a Disrupted Day, the Settlement Price will be calculated on the immediately following Business Day.

31.	Redemption of underlying Debt Securities:	Not Applicable
32.	Relevant Time:	Not Applicable
33.	Currency Certificates:	
	[(i)]	The Relevant Screen Page is EUR-USD is Reuters Page ECB37.
	[(ii)]	The relevant base currency (the " Base Currency ") is EUR.
	[(iii)]	The relevant subject currency (" Subject Currency ") is United States Dollar (USD).
34.	Commodity Certificates:	Not Applicable
35.	Fund Certificates:	Not Applicable
36.	Tender Offer:	Tender Offer does not apply.
37.	Substitution of Shares:	Not Applicable
38.	Additional Disruption Events and Asian Additional Disruption Events:	The following Additional Disruption Events apply to the Certificates: Change in Law Hedging Disruption Increased Cost of Hedging The Trade Date is 1 August 2008.
39.	FX Disruption Event:	FX Disruption Event applies: The Specified Currency is United States Dollar. The Specified Jurisdiction is United States.
40.	Failure to Deliver due to Illiquidity:	Not Applicable
41.	Market Access Dividend and Rights Issue Provisions:	Market Access Dividend and Rights Issue Provisions do not apply
General		
42.	Form:	The Certificates are Bearer Certificates
43.	Other Final Terms:	(i) Non-exempt Offer: An offer of the Certificates may be made through the distribution network, in respect of which, MPS Capital Services Banca per le Imprese S.p.A.. will act as a Distribution Manager, (the " Distribution Network " and each bank involved a " Distributor ") and its network

other than pursuant to Article 3(2) of the Prospectus Directive in Italy (the **Public Offer Jurisdiction**) during the period from and including 3 June 2008 until and including 31 July 2008, during the hours in which banks are generally open for business in Milan, Italy (the **Offer Period**). The Certificates will be placed into the Republic of Italy without any underwriting commitment by the Distributor and no undertakings have been made by third parties to guarantee the subscription of the Certificates. See further § Offer Information of Part B below.

MPS Capital Services Banca per le Imprese S.p.A. is the Distribution Manager in relation to the offer in Italy (the **Distribution Manager**). In its capacity as Distribution Manager, MPS Capital Services Banca per le Imprese S.p.A. has organised the placing syndicate by appointing the Distributor.

See further Part B below;

(ii) Interest, as set out in Annex 1;

(iii) Redemption Price, as set out in Annex 2

(iv) Taxation, as set out in Annex 3.

(v) For the avoidance of doubt the Parties are as follows:

Issuer:	Barclays Bank PLC
Guarantor:	N/A
Manager:	Barclays Bank PLC
Calculation Agent:	Barclays Bank PLC
Issue and Paying Agent:	The Bank of New York

44.	Eligibility for sale in the United States within the meaning of Rule 144A to QIBs:	The Certificates are not eligible for sale in the United States to QIBs within the meaning of Rule 144A: Not Applicable
45.	Additional US federal income tax consequences:	
46.	Registered Broker/Dealer:	Not Applicable
47.	Global Certificate:	The Certificates will be represented by a Permanent Global Certificate

Distribution

48. Syndication: The Certificates will be distributed on a non-syndicated basis
- [(i) If syndicated, names and addresses of Managers and underwriting commitments: Not Applicable
- [(ii) Date of Subscription Agreement: Not Applicable
- If non-syndicated, name and address of Manager: Barclays Bank PLC
5 The North Colonnade
Canary Wharf

London E14 4BB
- Total commission and concession: Not Applicable
In addition to those set out in the Base Prospectus:
49. Additional selling restrictions:

Republic of Italy

To the extent that the Certificates have not been registered, and until the offering of the Certificates has been registered (but see "Passporting" Part B) pursuant to Italian securities legislation, no Certificates may be offered, sold or delivered, nor may copies of the Final Terms or of any other document relating to the Certificates be distributed in the Republic of Italy, except:

(i) to qualified investors (*investitori qualificati*), as defined in Article 100 of Legislative Decree No. 58 of 24 February 1998, as amended (the **Financial Services Act**) and the relevant implementing CONSOB regulations, as amended from time to time, and in Article 2 of Directive No. 2003/71/EC of 4 November 2003; or

(ii) in other circumstances which are exempted from the rules on solicitation of investments pursuant to Article 100 of the Financial Services Act and Article 33, first paragraph, of CONSOB Regulation No.11971 of 14 May 1999, as amended (**Regulation No. 11971**).

Any offer, sale or delivery of the Certificates or distribution of copies of the Final Terms or any other document relating to the Certificates in the Republic of Italy under (i) or (ii) above must be:

(a) made by an investment firm, bank or financial intermediary permitted to conduct such activities in the Republic of Italy in

accordance with the Financial Services Act, CONSOB Regulation No. 16190 of 29 October 2007 (as amended from time to time) and Legislative Decree No. 385 of 1 September 1993, as amended (the **Banking Act**); and

(b) in compliance with Article 129 of the Banking Act, as amended, and the implementing guidelines of the Bank of Italy, as amended from time to time, pursuant to which the Bank of Italy may request information on the issue or the offer of securities in the Republic of Italy; and

(c) in compliance with any other applicable laws and regulations or requirement imposed by CONSOB or other Italian authority."

Listing and admission to trading application

These Final Terms comprise the final terms required to list and have admitted to trading the issue of Certificates described herein pursuant to the Certificate Programme of Barclays Capital (Cayman) Limited and Barclays Bank PLC

Responsibility

The Issuer accepts responsibility for the information contained in these Final Terms. To the best of its knowledge and belief (having taken all reasonable care to ensure that such is the case) the information contained in these Final Terms is in accordance with the facts and does not contain anything likely to affect the import of such information.

Signed on behalf of the Issuer:

By:
Duly authorised

The Certificates will not become valid or obligatory for any purpose until the Final Terms is attached to the Global Certificate and the certificate of authentication on the Global Certificate has been signed by or on behalf of the Issue and Paying Agent.

PART B – OTHER INFORMATION

1. LISTING

- (i) Listing: London Stock Exchange
- (ii) Admission to trading: Application has been made for the Certificates to be admitted to trading on the London Stock Exchange with effect from 5 August 2008.

2. NOTIFICATION

The Financial Services Authority has provided the Commissione Nazionale per le Società e la Borsa (the **CONSOB**) on 28 March 2008 with a certificate of approval attesting that the Prospectus has been drawn up in accordance with the Prospectus Directive.

In any case, the publication in Italy of the Base Prospectus does not imply any prior approval by CONSOB nor any assessment by the same on the appropriateness of the investment or the merit of the relevant data and information

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in the Plan of Distribution, so far as the Issuer is aware, no person involved in the offer of the Certificates has an interest material to the offer.

4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- (i) Reasons for the offer: General Funding
- (ii) Estimated net proceeds: Up to EUR 10,000,000

For the avoidance of doubt, the estimated net proceeds reflect the proceeds to be received by the Issuer on the Issue Date. They are not a reflection of the fees payable by/to the Distribution Manager and the Distributor.
- (iii) Estimated total expenses: Not Applicable

5. PERFORMANCE OF [INDEX/BASKET OF INDICES], EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS [AND OTHER INFORMATION CONCERNING THE [INDEX/BASKET OF INDICES] – Not Applicable

6. PERFORMANCE OF [THE SHARE/BASKET OF SHARES], EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS [AND OTHER INFORMATION CONCERNING [THE SHARE/BASKET OF SHARES] – Not Applicable

7. INFORMATION IN RELATION TO THE [DEBT INSTRUMENT/BASKET OF DEBT INSTRUMENTS], EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND

ASSOCIATED RISKS [AND OTHER INFORMATION CONCERNING [THE DEBT INSTRUMENT/BASKET OF DEBT INSTRUMENTS] Not Applicable

8. PERFORMANCE OF [RATE[S] OF EXCHANGE/CURRENCIES], EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS [AND OTHER INFORMATION CONCERNING [THE [RATE[S] OF EXCHANGE/CURRENCIES]] (*CURRENCY CERTIFICATES ONLY*)

The daily official fixings of the EUR/USD exchange rate can be obtained from Reuters page ECB37. Information of the past value of the official fixings of the EUR/USD exchange rate can be obtained from ECB website www.ecb.int and information about the future levels and volatility information with regards to the EUR/USD exchange rate can be obtained from Bloomberg page EURUSD<Currency>.

The tables below show the Interest Amount for different scenarios.

Negative Scenario

We suppose that the exchange rate has been at or above the Barrier .

Annual Gross Yield of -3.428% (equivalent to -3.610% net).

Year	EUR-USD on the Strike Fixing Date	EUR-USD on the Final Determination Date	Coupon Annual Rate	Redemption at maturity
0	1.5498	-	-	-
1	-	-	4.250%	-
2	-	-	-	-
3	-	1.80	-	86.10%

Intermediate Scenario

We suppose that the exchange rate has never been at or above the Barrier.

Annual Gross Yield of 4.299%, (equivalent to 3.768% net).

Year	EUR-USD on the Strike Fixing Date	EUR-USD on the Final Determination Date	Coupon Annual Rate	Redemption at maturity
0	1.5498	-	-	-
1	-	-	4.250%	-
2	-	-	-	-
3	-	1.70	-	108.84%

Positive Scenario

We suppose that the exchange rate has never been at or above the Barrier.

Annual Gross Yield of 6.144% (equivalent to 5.397% net)

Year	EUR-USD on the Strike Fixing Date	EUR-USD on the Final Determination Date	Coupon Annual Rate	Redemption at maturity
0	1.5498	-	-	-
1	-	-	4.250%	-
2	-	-	-	-
3	-	1.35	-	114.80%

9. [NEED TO INCLUDE DETAILS OF [THE/EACH] CURRENCY, WHERE PAST AND FUTURE PERFORMANCE AND VOLATILITY OF THE [RATE(S)/CURRENCIES] CAN BE OBTAINED.] [NEED TO INCLUDE A CLEAR AND COMPREHENSIVE EXPLANATION OF HOW THE VALUE OF THE INVESTMENT IS AFFECTED BY THE UNDERLYING AND THE CIRCUMSTANCES WHEN THE RISKS ARE MOST EVIDENT.] Not Applicable
10. PERFORMANCE OF [THE COMMODITY/BASKET OF COMMODITIES], EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS [AND OTHER INFORMATION CONCERNING [THE COMMODITY/BASKET OF COMMODITIES – Not Applicable
11. PERFORMANCE OF [THE FUND/BASKET OF FUNDS], EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS [AND OTHER INFORMATION CONCERNING [THE FUND /BASKET OF FUNDS] – Not Applicable
12. OPERATIONAL INFORMATION

- (i) ISIN Code: GB00B2QZWC88
- (ii) Common Code: 35985263
- (iii) Any clearing system(s) other than Euroclear Bank S.A./N.V., Clearstream Banking, société anonyme and the relevant identification number(s): N/A

13. OFFER INFORMATION

Offer Price: EUR1,000 per Certificate

A. Value of the derivative component:

The derivative component of the Certificates is represented by: the purchase and the sale, by the holder, of a combination of Call and Put Options, some having a Knock-out or a Knock-in feature. Its value, at the date of 16 May 2008, calculated according to the Garman e Kohlhagen model, is equal to 6.18%.

B. Value of the bond component:

The bond component of each Certificate is represented by a bond that, on redemption pays out 100% and pays out an annual fixed coupon (calculated at an annual rate equal to 4.25%) on the Interest Payment Date of the Fixed Rate Period: the value of the bond component, at the date of 16 May 2008 is equal to 91.37%.

Since the redemption value is given by the sum of (i) the payout at maturity of the derivative component and (ii) the redemption value of the bond component, it could be less than 100%, with no guarantee of a minimum amount to be reimbursed to the holder.

On the basis of the Management Fees and the Selling Fees of the issue as will be paid by the Issuer, respectively, to the Distribution Manager and, through it, to the Distributor, of the implicit derivative component and of the bond component, the Issue Price should be divided as follows

Value of the bond component	91.37%
Value of the implicit derivative component	6.18%
Selling Fees	1.96%
Management Fees	0.49%
Issue Price	100,00%

Offer Period and Distributor

The Offer Period commences on and including 3 June 2008 and ends and including on 31 July 2008 during the hours in which banks are generally open for business in Milan, Italy. The Certificates placed through door-to-door selling pursuant to Article 30 of the Legislative Decree of 24 February 1998, n. 58, as subsequently amended, will be offered from 3 June 2008 to 24 July 2008 (included).

The Certificates will be publicly offered in the Republic of Italy through the following institutions (together the "**Distribution Network**", or the "**Distributor**"):

Banca Monte dei Paschi di Siena S.p.A.
Piazza Salimbeni, 3
53100 Siena
(Republic of Italy)

Following the Distribution Manager's details:

MPS Capital Services Banca per le Imprese S.p.A.

Registered Office: 50132 Firenze, viale Mazzini, 46

Direzione Capital Market: 53100 Siena, viale

Copies of the offering documents will be available at the offices of the Distributor. Potential investors can also find such documents on the website of the Distribution Manager and Distributor appointed in respect of the Certificates, respectively: www.mpscapitalservices.it, and www.mps.it.

Passporting

The Financial Services Authority has provided, on 28 March 2008 the Commissione Nazionale per le Società e la Borsa (the “**CONSOB**”) with a certificate of approval attesting that the Base Prospectus has been drawn up in accordance with the Prospectus Directive.

The Certificates will be placed into the Republic of Italy without any underwriting by the Distributor. No undertakings have been made by third parties to guarantee the subscription of the Certificates.

A prospective Certificateholder should contact a Distributor prior to the end of the Offer Period. A prospective Certificateholder will subscribe for Certificates in accordance with the arrangements existing between the Distributor and its customers relating to the subscription of securities generally. Certificateholders will not be required to enter into any contractual arrangements directly with the Offeror related to the subscription for the Certificates

Conditions to which the offer is subject:

Offers of the Certificates made prior to the Issue Date are conditional on their issue. Certificates will be allotted subject to availability in the order of receipt of investors' applications.

Description of the application process:

Applications for the Certificates can be made in Italy through the Distribution Network in respect of which MPS Capital Services Banca per le Imprese S.p.A. will act as Distribution Manager. Distribution will be in accordance with the Distributor's usual procedures, notified to investors by the Distributor.

Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:

Not Applicable

Details of the minimum and/or maximum amount of application:

Not Applicable

Manner in and date on which results of the offer are to be made public:

Not Applicable

Details of the method and time limits for paying up and delivering the Certificates:

The Certificates will be issued on the Issue Date against payment to the Issuer of the net subscription moneys. Each investor will be notified by the Distributor of the settlement arrangements in respect of the Certificates at the time of such investor's application.

Categories of potential investors to which the Certificates are offered and whether tranche(s) have been reserved for certain countries:

Offers may be made by the Distributor in Italy to any person. Offers (if any) in other EEA countries will only be made by the Distributor pursuant to an exemption from the obligation under the Prospectus Directive as implemented in such countries to publish a prospectus.

Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:

Each investor will be notified by the Distributor of its allocation of Certificates at the time of such investor's application. No dealings in the Certificates may take place prior to the Issue Date.

Amount of any expenses and taxes specifically charged to the subscriber or purchaser:

Not Applicable

Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place.

Not Applicable

Fees and commissions

At the end of the Offer Period, a Management Fee 0.49% of the Aggregate Principal Amount of the Certificates sold to Certificateholders) shall be paid by the Issuer to the Distribution Manager.

At the same time, the Issuer shall pay, through the Distribution Manager, a Selling Fee to each Distributor. Such Selling Fee will be equal to 1.96% of the Aggregate Principal Amount of the Certificates placed by the Distributor itself.

Annex 1

Interest

The Certificates will pay, on the Interest Payment Date an Interest Amount determined as follows;

$N * 4.25\%$

Where;

Interest Amount means, in respect of a Certificate and an Interest Period, an amount in EUR calculated by the Calculation Agent equal to the product of (a) EUR 1,000 (b) the Interest Rate and (c) the Day Count Fraction in respect of such Interest Period.

Interest Payment Date means 5 August 2009.

Interest Period means (a) the period commencing on (and including) the Issue Date to (but excluding) the next Interest Payment Date.

Interest Rate means 4.25 per cent.

Day Count Fraction means Act/Act ICMA Unadjusted

N means Denomination

The applicable Business Day Convention shall be Following Business Day Convention

Business Day Convention means if (1) there is no numerically corresponding day of the calendar month in which an Interest Payment Date should occur or (2) if any date (including, for the avoidance of doubt, an Interest Payment Date, Settlement Date or Early Redemption Date) which is specified to be subject to adjustment in accordance with a Business Day Convention would otherwise fall on a day that is not a Business Day, then such date will be adjusted according to the Business Day Convention specified in the applicable Final Terms.

Following Business Day Convention means such date shall be postponed to the next day that is a Business Day.

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Annex 2

Cash Settlement Amount

If during the Observation Period, the Exchange Rate has never been at or above the Barrier, the Settlement Price will be determined as follows;

$$N + N \cdot \left| \frac{FX^F - FX^0}{FX^F} \right|$$

Otherwise;

$$N + N \cdot \left(\frac{FX^0 - FX^F}{FX^F} \right)$$

Where:

FX^F means the spot fixing of the Exchange Rate on the Final Determination Date.

FX^0 means the spot fixing of the Exchange Rate on the Strike Fixing Date and it is equal to 1.5498.

Barrier means EURUSD 1.80

Observation Period means from and including the Issue Date to and including the Final Determination Date.

Exchange Rate means the Exchange spot rate EURUSD, as published by the European Central Bank and as indicated at the ECB37, "Euro Foreign Exchange Reference Rates" Reuters page.

Strike Fixing Date means 16 May 2008

N means Denomination

Final Determination Date means 22 July 2011

In the event that the Final Determination Date and/or the Strike Fixing Date is not an Exchange Business Day for the Exchange Rate observed, then the following Exchange Business Day will be taken as the Relevant Date according to the Following Business Day Convention.

Means, on a Business Day in respect of the Exchange Rate, the occurrence of an event beyond the control of the Issuer which could preclude the calculation, or trigger the suspension or the limitation of the publication of the Official Fixing of the Exchange Rate.

If, on a Business Day, a Market Disruption Event occurs for the Exchange Rate, the determination of the Official Fixing for the Exchange Rate shall be postponed to the Business Day following the Business Day on which the Market Disruption Event has occurred, unless there is a FX Disruption Event on each of the 5 Business Days following the original date. In that case, the official fixing value for the Exchange Rate shall be determined by the Calculation Agent.

Business Day Convention means if (1) there is no numerically corresponding day of the calendar month in which an Interest Payment Date should occur or (2) if any date (including, for the avoidance of doubt, an Interest Payment Date, Settlement Date or Early Redemption Date) which is specified to

be subject to adjustment in accordance with a Business Day Convention would otherwise fall on a day that is not a Business Day, then such date will be adjusted according to the Business Day Convention specified in the applicable Final Terms.

Following Business Day Convention means such date shall be postponed to the next day that is a Business Day.

Annex 3

TAXATION

The following is a summary of current Italian law and practise relating to the taxation of the Certificates. The statements herein regarding taxation are based on the laws in force in Italy as at the date of this Base Prospectus and are subject to any changes in law occurring after such date, which changes could be made on a retroactive basis. The following summary does not purport to be a comprehensive description of all the tax considerations which may be relevant to a decision to subscribe for, purchase, own or dispose of the Certificates and does not purport to deal with the tax consequences applicable to all categories of investors, some of which (such as dealers in securities or commodities) may be subject to special rules.

Italian taxation of Certificates

- (1) Pursuant to Article 67 of Presidential Decree No. 917 of 22 December 1986 and Legislative Decree No. 461 of 21 November 1997, as subsequently amended, where the Italian resident Certificateholder is (i) an individual not engaged in an entrepreneurial activity to which the Certificates are connected, (ii) a non-commercial partnership, (iii) a non-commercial private or public institution, or (iv) an investor exempt from Italian corporate income taxation, capital gains accrued under the sale or the exercise of the Certificates are subject to a 12.5 per cent. substitute tax (*imposta sostitutiva*). The recipient may opt for three different taxation criteria:
- (2) Under the tax declaration regime (*regime della dichiarazione*), which is the default regime for Italian resident individuals not engaged in an entrepreneurial activity to which the Certificates are connected, the *imposta sostitutiva* on capital gains will be chargeable, on a cumulative basis, on all capital gains, net of any incurred capital loss, realised by the Italian resident individual holding the Certificates not in connection with an entrepreneurial activity pursuant to all sales or redemptions of the Certificates carried out during any given tax year. Italian resident individuals holding the Certificates not in connection with an entrepreneurial activity must indicate the overall capital gains realised in any tax year, net of any relevant incurred capital loss, in the annual tax return and pay *imposta sostitutiva* on such gains together with any balance income tax due for such year. Capital losses in excess of capital gains may be carried forward against capital gains realised in any of the four succeeding tax years.
- (3) As an alternative to the tax declaration regime, Italian resident individuals holding the Certificates not in connection with an entrepreneurial activity may elect to pay the *imposta sostitutiva* separately on capital gains realised on each sale or redemption of the Certificates (the "*risparmio amministrato*" regime). Such separate taxation of capital gains is allowed subject to (i) the Certificates being deposited with Italian banks, SIMs or certain authorised financial intermediaries and (ii) an express election for the *risparmio amministrato* regime being timely made in writing by the relevant Certificateholder. The depository is responsible for accounting for *imposta sostitutiva* in respect of capital gains realised on each sale or redemption of the Certificates (as well as in respect of capital gains realised upon the revocation of its mandate), net of any incurred capital loss, and is required to pay the relevant amount to the Italian tax authorities on behalf of the taxpayer, deducting a corresponding amount from the proceeds to be credited to the Certificateholder or using funds provided by the Certificateholder for this purpose. Under the *risparmio amministrato* regime, where a sale or redemption of the Certificates results in a capital loss, such loss may be deducted from capital gains subsequently realised, within the same securities management, in the same tax year or in the following tax years up to the fourth. Under the *risparmio amministrato* regime, the Certificateholder is not required to declare the capital gains in the annual tax return.
- (4) Any capital gains realised by Italian resident individuals holding the Certificates not in connection with an entrepreneurial activity who have entrusted the management of their financial assets, including the Certificates, to an authorised intermediary and have opted for

the so-called "*risparmio gestito*" regime will be included in the computation of the annual increase in value of the managed assets accrued, even if not realised, at year end, subject to a 12.5 per cent. substitute tax, to be paid by the managing authorised intermediary. Under this *risparmio gestito* regime, any depreciation of the managed assets accrued at year end may be carried forward against increase in value of the managed assets accrued in any of the four succeeding tax years. Under the *risparmio gestito* regime, the Certificateholder is not required to declare the capital gains realised in the annual tax return.

- (5) Where an Italian resident Certificateholder is a company or similar commercial entity, or the Italian permanent establishment of a foreign commercial entity to which the Certificates are effectively connected, capital gains arising from the Certificates will not be subject to *imposta sostitutiva*, but must be included in the relevant Certificateholder's income tax return and are therefore subject to Italian corporate tax.
- (6) Capital gains realised by non-Italian resident Certificateholders are not subject to Italian taxation, provided that the Certificates are held outside of Italy.

Atypical securities

- (7) In accordance with a different interpretation of current tax law, there is a remote possibility that the Certificates would be considered as 'atypical' securities pursuant to Article 8 of Law Decree No. 512 of 30 September 1983 as implemented by Law No. 649 of 25 November 1983. In this event, payments relating to Certificates may be subject to an Italian withholding tax, levied at the rate of 27 per cent.
- (8) The 27 per cent. withholding tax mentioned above does not apply to payments made to a non-Italian resident Certificateholder and to an Italian resident Certificateholder which is (i) a company or similar commercial entity (including the Italian permanent establishment of foreign entities), (ii) a commercial partnership, or (iii) a commercial private or public institution.

EU Savings Directive

Under EC Council Directive 2003/48/EC on the taxation of savings income (the **EU Savings Directive**), Member States are required to provide to the tax authorities of another Member State details of payments of interest (or similar income) paid by a person within its jurisdiction to an individual resident in that other Member State. However, for a transitional period, Belgium, Luxembourg and Austria are instead required (unless during that period they elect otherwise) to operate a withholding system in relation to such payments (the ending of such transitional period being dependent upon the conclusion of certain other agreements relating to information exchange with certain other countries). A number of non-EU countries and territories including Switzerland have adopted similar measures (a withholding system in the case of Switzerland).

Implementation in Italy of the EU Savings Directive

Italy has implemented the EU Savings Directive through Legislative Decree No. 84 of 18 April 2005 (**Decree No. 84**). Under Decree No. 84, subject to a number of important conditions being met, in the case of interest paid to individuals which qualify as beneficial owners of the interest payment and are resident for tax purposes in another Member State, Italian paying agents (i.e. banks, *società di intermediazione mobiliare* (SIM), fiduciary companies, *società di gestione del risparmio* (SGR) resident for tax purposes in Italy, Italian permanent establishments of non-Italian resident persons and any other Italian entity paying interest for professional or business reasons) shall not apply the withholding tax and shall report to the Italian Tax Authorities details of the relevant payments and personal information on the individual beneficial owner. Such information is transmitted by the Italian Tax Authorities to the competent foreign tax authorities of the State of residence of the beneficial owner.