COMBINED SUPPLEMENT 3

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 3**") 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 and on 6 August 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 and on 6 August 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**") 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 3 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 Original 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 3. This Combined Supplement 3 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 3 or any statement incorporated by reference into each Relevant Base Prospectus by this Combined Supplement 3 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 3 and declare that, having taken all reasonable care to ensure that such is the case, the information contained in this Combined Supplement 3 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 3, 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 3 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 3 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 on the sale of BGI and conversion of the Mandatorily Convertible Notes…." 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 09979041 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 2-8 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 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:

"Recent developments

Restructuring of credit market assets

On 16 September 2009 Barclays PLC announced the restructuring of US$12.3 billion of credit market assets. Further information is included in the Credit Restructuring Announcement incorporated herein by reference.

Lehman Brothers

On 15 September 2009 motions were filed in the Southern District of New York Bankruptcy Court by Lehman Brothers Holdings Inc, Lehman Brothers Inc and the Official Committee of Unsecured Creditors of Lehman Brothers Holdings Inc, seeking either relief from or to modify both the transaction pursuant to which the Lehman Brothers North American businesses were sold to the Bank and the order approving such sale. The Bank is defending its position vigorously. It is too early to assess the Bank's possible loss (if any) in relation to these matters and the effect that they might have upon operating results in any particular financial period.

Life insurance joint venture

On 10 September 2009 the Bank and CNP Assurances SA ('CNP') amended the establishment of a long-term life insurance joint venture in Spain, Portugal and Italy. As part of this transaction, Barclays sold a 50 per cent stake in Barclays Vida y Pensiones Compañía de Seguros ('BVP'), Barclays Iberian life insurance and pensions subsidiary, to CNP. CNP paid €140 million on completion. This is subject to a post-completion adjustment by reference to BVP's net assets as at closing.

Sale of Barclays Global Investors

On 12 June 2009, Barclays PLC announced receipt of a binding offer for the Barclays Global Investors business and on 16 June 2009 announced acceptance of such offer. Further information is included in the BGI Announcement incorporated herein by reference.

UK Government measures concerning its financial support to the banking sector

On 8 October 2008 and 13 October 2008 the UK Government announced a package of measures and schemes designed to provide financial support to the banking industry. The Group has participated and continues to participate in certain of these schemes, including the credit guarantee scheme. Following these UK Government announcements, Barclays PLC and the Group conducted the Capital Raising described in more detail below.

On 19 January 2009 the UK Government announced a further package of measures and schemes designed to inject liquidity in the UK economy and restore confidence in the financial system. These include, among others, the extension of the credit guarantee scheme and the implementation of an asset protection scheme to protect participating banks from credit losses, beyond and up to an agreed point, on eligible assets placed within the scheme. The FSA also published considerations relating to appropriate long-term changes to the bank capital regulatory framework, including a programme of work to reduce the requirement for additional capital resulting from the pro-cyclical effects of the International Basel Accord and a preference for the capital regime to incorporate counter-cyclical measures which would lead to banks building up capital buffers in good years which can be drawn down during economic downturns. However, this continues to be a supervisory framework and not a new set of rules.

On 30 March 2009, Barclays PLC announced that following discussions with major shareholders and careful assessment of the potential benefits and costs of participation in HM Treasury's Asset Protection Scheme, the Board of directors had determined that it would not be in the interests of its investors, depositors and clients to participate in the Asset Protection Scheme.

The Capital Raising

On 31 October 2008, the Board made an announcement of 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 satisfied the target capital levels agreed with the FSA.

The Capital Raising included:

- An issue of £3 billion of Reserve Capital Instruments (the "**RCIs**") by the Bank 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**"). The RCIs pay an annual coupon of 14 per cent. until June 2019. 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 PLC institutional investors at par. By consequence £500 million of RCIs (excluding Warrants described below) were placed with Barclays PLC institutional investors by way of a bookbuild placing on 18 November 2008.

- In conjunction with the issue of the RCIs, Qatar Holding LLC and HH Sheikh Mansour Bin Zayed Al Nahyan 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 or £3 billion in aggregate, representing 18.1 per cent. of the then existing issued ordinary share capital. The Warrants are exercisable at any time for a five-year term from the date of issue of the RCIs until 31 October 2013.

- An issue of £2.8 billion of Mandatorily Convertible Notes (the "**MCNs**") by the Bank 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) ("**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. The MCNs were converted into Barclays PLC ordinary shares on or before 30 June 2009 resulting in the issue of 2,642,292,334 new Barclays PLC ordinary shares.

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. Following conversion of their MCNs and assuming the full exercise of their Warrants, Qatar Holding LLC would hold ordinary shares representing 12.5 per cent. of the fully diluted share capital of Barclays PLC. Following conversion of their MCNs, Challenger holds ordinary shares representing 2.8 per cent. of the current 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 received 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. On 2 June 2009, the Abu Dhabi governmental investment vehicle which funded HH Sheikh Mansour Bin Zayed Al Nahyan’s investment in the Warrants, MCNs and the RCIs, International Petroleum Investment Company (“**IPIC**”), announced its intention to dispose of 1,304,835, 721 Barclays PLC shares for which its entire holding of MCNs were exchangeable. IPIC continues to hold Warrants exercisable into a further 758,437,618 Barclays PLC shares at a price of 197.775 pence per share.

Dividend Policy

On 13 October 2008 Barclays PLC announced that its Board would not be recommending the payment of a final dividend on Barclays PLC’s ordinary shares for 2008. This dividend, amounting to approximately £2 billion, would otherwise have been payable in April 2009. Barclays PLC intends to resume dividend payments on its ordinary shares in the second half of 2009.

The Placing

On 18 September 2008, the Board announced the completion of a placing. A total of 226 million new Barclays PLC ordinary shares of 25 pence each (the "**Placing Shares**") issued by Barclays PLC were placed with certain institutions at a price of 310 pence per Placing Share. Based on the placing price, the gross proceeds were £701 million.

The Firm Placing and Placing and Open Offer

On 25 June 2008, Barclays PLC announced a share issue to raise approximately £4.5 billion through the issue of 1,576 million new Barclays PLC ordinary shares (the "**Firm Placing and Placing and Open Offer**"). The Firm Placing and Placing and Open Offer includes:

- approximately £500 million raised through a firm placing of 169 million new Barclays PLC ordinary shares at 296 pence per new Barclays PLC ordinary share to Sumitomo Mitsui Banking Corporation;

- approximately £4.0 billion raised through a placing of 1,407 million new Barclays PLC ordinary shares at 282 pence per new Barclays PLC ordinary share to Qatar Investment Authority, Challenger, China Development Bank, Temasek Holdings (Private) Limited and certain leading institutional shareholders and other investors, which shares were available for clawback in full by means of an open offer to existing shareholders. Pursuant to such open offer, existing shareholders were offered the opportunity to subscribe for up to a maximum of their pro rata entitlement on the basis of three open offer shares for every 14 existing ordinary shares they held.

The firm placing of 169 million new Barclays PLC ordinary shares was completed on 4 July 2008 and the placing and open offer was completed on 22 July 2008. Valid applications under the open offer were received from qualifying shareholders in respect of approximately 267 million Barclays PLC shares in aggregate, representing 19.0 per cent. of the Barclays PLC shares offered pursuant to the open offer. Accordingly, the remaining 1,140,310,966 Barclays PLC shares were allocated to the various investors with whom they had been conditionally placed.

Other

On 17 February 2009 the Group announced that Barclays Capital will discontinue operations at its Equifirst subsidiary.

Competition and regulatory matters

The scale of regulatory change remains challenging and the global financial crisis is resulting in a significant tightening of regulation and changes to regulatory structures globally, especially for banks that are deemed to be of systemic importance. Concurrently, there is continuing political and regulatory scrutiny of the operation of the retail banking and consumer credit industries in the UK and elsewhere. The nature and impact of future changes in the legal framework, policies and regulatory action cannot currently be fully predicted and are beyond the Group's control, but, especially in the area of banking regulation, are likely to have an impact on the Group's businesses and earnings.

The market for payment protection insurance ("**PPI**") has been under scrutiny by the UK competition authorities and financial services regulators. In September 2005, the Office of Fair Trading ("**OFT**") received a super-complaint from the Citizens Advice Bureau relating to PPI. As a result, the OFT commenced a market study on PPI in April 2006. In October 2006 the OFT announced the outcome of the market study and the OFT referred the PPI market to the UK Competition Commission ("**CC**") for an in-depth inquiry in February 2007. In June 2008, the CC published its provisional findings. The CC published its final report into the PPI market on 29 January 2009. The CC's conclusion is that the businesses which offer PPI alongside credit face little or no competition when selling PPI to their credit customers. The CC has set out a package of measures which it considers will introduce competition into the market (the "**Remedies**"). The Remedies, which are expected to be implemented (following consultation) in 2010, are: a ban on sale of PPI at the point of sale; a prohibition on the sale of single premium PPI; mandatory personal PPI quotes to customers; annual statements for all regular premium policies, including the back book (for example credit card and mortgage protection policies); measures to ensure that improved information is available to customers; obliging providers to give information to the OFT to monitor the Remedies and to provide claims ratios to any person on request. The Group is reviewing the report, the CC's draft Remedies order and considering the next steps, including how this might affect the Group's different products. In March 2009, Barclays submitted an appeal of part of the CC's final report to the Competition Appeal Tribunal ("CAT"). The targeted appeal is focussed on the point of sale prohibition remedy which it is felt is not based on sound analysis, and is unduly draconian. The Group is also challenging the technical aspects of the CC's PPI market definition. A case management conference was held at the CAT on 28 April 2009 at which Lloyds Banking Group, Shop Direct and the FSA were granted permission to intervene. The hearing took place between listed for four days starting 7 and 11 September 2009; as at the time hereof judgment remains pending.

Separately, in October 2006, the FSA published the outcome of its broad industry thematic review of PPI sales practices in which it concluded that some firms fail to treat customers fairly and that the FSA would strengthen its actions against such firms. Tackling poor PPI sales practices remains a priority for the FSA, with their most recent update on their thematic work published in September 2008. The Group voluntarily complied with the FSA's request to cease selling single premium PPI by the end of January 2009. There has been no enforcement action against the Group in respect of its PPI products. The Group has cooperated fully with these investigations into PPI and will continue to do so.

The OFT has carried out investigations into Visa and MasterCard credit card interchange rates. The decision by the OFT in the MasterCard interchange case was set aside by the Competition Appeals Tribunal in June 2006. The OFT is progressing its investigations in the Visa interchange case and a second MasterCard interchange case in parallel and both are ongoing. The outcome is not known but these investigations may have an impact on the consumer credit industry in general and therefore on the Group's business in this sector. In February 2007, the OFT announced that it was expanding its investigation into interchange rates to include debit cards.

In September 2006, the OFT announced that it had decided to undertake a fact find on the application of its statement on credit card fees to current account unauthorised overdraft fees. The fact find was completed in March 2007. On 29 March 2007, the OFT announced its decision to conduct a formal investigation into the fairness of bank current account charges. The OFT initiated a market study into personal current accounts ("**PCAs**") in the UK on 26 April 2007. The study's focus was PCAs but it also included an examination of other retail banking products, in particular savings accounts, credit cards, personal loans and mortgages in order to take into account the competitive dynamics of UK retail banking. On 16 July 2008, the OFT published its market study report, in which it concluded that certain features of the UK PCA market were not working well for consumers. The OFT reached the provisional view that some form of regulatory intervention is necessary in the UK PCA market. On 16 July 2008, the OFT also announced a consultation to seek views on the findings and possible measures to address the issues raised in its report. The consultation period closed on 31 October 2008. The Group has participated fully in the market study process and will continue to do so.

US laws and regulations require compliance with US economic sanctions, administered by the Office of Foreign Assets Control, against designated foreign countries, nationals and others. HM Treasury regulations similarly require compliance with sanctions adopted by the UK government. The Group has been conducting an internal review of its conduct with respect to US Dollar payments involving countries, persons and entities subject to these sanctions and has been reporting to governmental authorities about the results of that review. The Group received inquiries relating to these sanctions and certain US Dollar payments processed by its New York branch from the New York County District Attorney's Office and the US Department of Justice, which along with other authorities, has been reported to be conducting investigations of sanctions compliance by non-US financial institutions. The Group has responded to those inquiries and is cooperating with the regulators, the Department of Justice and the District Attorney's Office in connection with their investigations of the Group’s conduct with respect to sanctions compliance. Barclays has also received a formal notice of investigation from the FSA, and has been keeping the FSA informed of the progress of the US investigations and the Group’s internal review. The Group’s review is ongoing. It is currently not possible to predict the ultimate resolution of the issues covered by the Group’s review and the investigations, including the timing and potential financial impact of any resolution, which could be substantial.

The Financial Services Compensation Scheme (the "**FSCS**") provides compensation to customers of financial institutions in the event that an institution is unable, or is likely to be unable, to pay claims against it. In 2008, a number of institutions were declared in default by the FSA. In order to meet its obligations to the depositors of these institutions, the FSCS obtained facilities from HM Treasury on an interest only basis which totalled £18.2 billion as at 31 March 2009. The majority of the facilities are anticipated to be repaid wholly from recoveries from the institutions concerned, although some shortfalls are anticipated in the smaller facilities. The FSCS raises annual levies from the banking industry to meet its management expenses and compensation costs. Individual institutions make payments based on their level of market participation (in the case of deposits, the proportion that their protected deposits represent of total market protected deposits) at 31 December each year. If an institution is a market participant on this date it is obligated to pay a levy. The Bank was a market participant at 31 December 2007 and 2008. The Group has accrued £37 million in 2009 (£101 million for year ended 31 December 2008) for its share of levies that will be raised by the FSCS including the interest on the loan from HM Treasury. The accrual includes estimates for the interest FSCS will pay on the loan and estimates of the Group’s market participation in the relevant periods. Interest will continue to accrue on the FSCS facilities and will form part of future FSCS management expenses levies. To the extent that the facilities have not been repaid in full by 31 March 2012, the FSCS will agree a schedule of repayments with HM Treasury, which will be recouped from the industry in the form of additional levies. Under the Banking Act 2009, in April 2009, HM Treasury issued a Notification to the FSCS requiring a contribution to the resolution costs of a further institution. The timing and size of any actual payments by the FSCS under the Notification and the consequent need for levies on the industry, is unclear. It is not currently possible to estimate whether there will ultimately be additional levies on the industry, the level of the Group's market participation or other factors that may affect the amounts or timing of amounts that may ultimately become payable, nor the effect that such levies may have upon operating results in any particular financial period."

the subsection headed "***Recent Developments***":

1) commencing on page 91 and ending on page 96 of the Original S.I.M.P.L.E. Base Prospectus; and

2) commencing on page 38 and ending on page 42 of the Original SSP Base Prospectus; and

3) commencing on page 43 and ending on page 48 of the Original GSSP Base Prospectus.

Barclays Capital

The date of this Combined Supplement 3 is 24 September 2009