

**Supplement Number 5 dated 11th January, 2010
to the Base Prospectus dated 8th June, 2009**



BARCLAYS PLC
(incorporated with limited liability in England)

BARCLAYS BANK PLC
(incorporated with limited liability in England and Wales)

as Issuers

£60,000,000,000
Debt Issuance Programme

This base prospectus supplement (the "**Supplement**") is supplemental to, forms part of and must be read in conjunction with, the base prospectus dated 8th June, 2009, as supplemented by the base prospectus supplement dated 15th June, 2009, the base prospectus supplement dated 4th August, 2009, the base prospectus supplement dated 14th October, 2009 and the base prospectus supplement dated 12th November, 2009 (together, the "**Base Prospectus**") prepared by Barclays PLC and Barclays Bank PLC (the "**Issuers**") with respect to their Debt Issuance Programme (the "**Programme**"). This Supplement constitutes a supplementary prospectus in respect of the Base Prospectus for the Issuers for the purposes of Section 87G of the Financial Services and Markets Act 2000.

Terms defined in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement. The Supplement is supplemental to, and shall be read in conjunction with, the Base Prospectus and other supplements to the Base Prospectus issued by the Issuers.

This Supplement has been approved by the United Kingdom Financial Services Authority (the "**FSA**"), which is the United Kingdom competent authority for the purposes of Directive 2003/71/EC (the "**Prospectus Directive**") and relevant implementing measures in the United Kingdom, as a base prospectus supplement issued in compliance with the Prospectus Directive and relevant implementing measures in the United Kingdom.

IMPORTANT NOTICES

Each of the Issuers accepts responsibility for the information contained in this Supplement and declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in, or incorporated by reference into, the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, no significant new factor, material mistake or inaccuracy relating to the information included in the Base Prospectus which is capable of affecting the assessment of the Notes issued under the Programme has arisen or been noted, as the case may be, since the publication of the Base Prospectus.

If documents which are incorporated by reference to this Supplement themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement for the purposes of the Prospectus Directive except where such information or other documents are specifically incorporated by reference to the Supplement.

Investors should be aware of their rights under Section 87Q(4) of the Financial Services and Markets Act 2000.

AMENDMENTS OR ADDITIONS TO THE BASE PROSPECTUS

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

By virtue of this Supplement the following amendments shall be deemed to be made to the Base Prospectus:

1. To delete the paragraph entitled "*Sale of Barclays Global Investors*" under the heading "**Recent developments**" of the section entitled "THE ISSUERS AND THE GROUP", and to insert the following:

"Sale of Barclays Global Investors"

On 12th June, 2009 the Company announced receipt of a binding offer for the Barclays Global Investors business and on 16th June, 2009 announced acceptance of such offer. Further information is included in the BGI Announcement incorporated by reference. The sale of Barclays Global Investors business to BlackRock, Inc. was completed on 1st December, 2009 for U.S.\$15.2 billion (£9.5 billion), including 37.567 million new BlackRock shares.

Acquisition of Standard Life Bank

On 26th October, 2009 the Company announced that the Bank had agreed to acquire Standard Life Bank Plc from Standard Life Plc for a consideration of £226 million. The acquisition was completed on 1st January, 2010."

2. To delete section 3 of "GENERAL INFORMATION" on pages 100 and 101 of the Base Prospectus, and replace it with the following:

"Like other UK financial services institutions, the 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 the Bank, to resolve the matter by way of a "test case" process. In April 2008 the Court held in favour of the banks on the issue of the penalty doctrine. The OFT did not appeal that decision. In November 2009 the Supreme Court allowed the banks' appeal against the Court of Appeal's earlier ruling. The Supreme Court held that unauthorised overdraft charges constitute part of the price for the banking services provided, and no assessment of their fairness can relate to their adequacy, as against the services supplied. The test case is therefore at an end. The OFT is considering, in light of this ruling, whether it can continue its investigation into unauthorised overdraft charges. As the test case is now concluded, the FSA complaints handling waiver falls away and the usual complaints handling processes (the "**DISP rules**") apply. Pending the OFT reaching a conclusion as to the future of its investigation, the FSA will implement modified DISP rules to allow banks to review complaints in the ordinary way whilst accommodating their administrative backlogs. Those complaints by the Bank's customers which rely solely on the grounds of complaint which were the subject of the test case will be rejected. Similarly, County Courts will be invited to strike out claims brought on those grounds. It is not practicable to estimate the 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 Company and the Group is engaged in various other litigation proceedings both in the United Kingdom and a number of overseas jurisdictions, including the United States, involving claims by and against it which arise in the ordinary course of business. The Bank does not expect the ultimate resolution of any of the proceedings to which the Group is party to have a significant adverse effect on the financial position of the Group and the Bank has not disclosed the contingent liabilities associated with these claims either because they cannot reasonably be estimated or because such disclosure could be prejudicial to the conduct of the claims.

Save as disclosed in paragraph 1 of this section 3, no member of the Group is or has been involved in any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Bank is aware), which may have or have had during the 12 months preceding the date of this Base Prospectus, a significant effect on the financial position or profitability of the Bank and/or the Group."

11th January, 2010