

**Supplement Number 3 dated 23rd February, 2009  
to the Information Memorandum dated 20th October, 2008**



**BARCLAYS PLC**  
*(incorporated with limited liability in England)*

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

as Issuers

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**£60,000,000,000**  
**Debt Issuance Programme**

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This information memorandum supplement (the "**Supplement**") is supplemental to, forms part of and must be read in conjunction with, the information memorandum dated 20th October, 2008, as supplemented by the information memorandum supplement dated 2nd December, 2008 and the information memorandum supplement dated 10th February, 2009 (together, the "**Information Memorandum**") prepared by Barclays PLC and Barclays Bank PLC (the "**Issuers**") with respect to their £60,000,000,000 Debt Issuance Programme (the "**Programme**").

Terms defined in the Information Memorandum 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 Information Memorandum.

The purpose of the Information Memorandum is to give information with respect to the issue of Notes which may benefit from the guarantee (the "**Guarantee**") provided under the United Kingdom Government's 2008 Credit Guarantee Scheme for United Kingdom incorporated banks and building societies debt issuance (the "**Scheme**") by The Commissioners of Her Majesty's Treasury (the "**Guarantor**"). Neither the Information Memorandum nor this Supplement have been approved by any competent authority for the purposes of Directive 2003/71/EC (the "**Prospectus Directive**") (or any other purposes) as Notes which may benefit from the Guarantee are outside the scope of the Prospectus Directive and no election has been made for such Notes to be treated as being within the scope of the Prospectus Directive.

## **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.

The Guarantor has neither reviewed the Information Memorandum or this Supplement nor verified the information contained in them, and the Guarantor makes no representation with respect to, and does not accept any responsibility for, the contents of the Information Memorandum or this Supplement or any other statement made or purported to be made on its behalf in connection with the Issuers or the issue and offering of any Notes. The Guarantor accordingly disclaims all and any liability, whether arising in tort or contract or otherwise, which it might otherwise have in respect of the Information Memorandum or this Supplement or any such statement.

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

## AMENDMENTS OR ADDITIONS TO THE INFORMATION MEMORANDUM

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

### Information Incorporated By Reference

By virtue of this Supplement the following amendments shall be deemed to be made to the Information Memorandum:

1. To add the following new paragraphs (d) and (e) in the section "Information Incorporated By Reference" of the Information Memorandum as set out below:
  - "(d) the unaudited Results Announcement of the Bank as filed with the SEC on Form 6-K on 13th February, 2009 (File No.: 001-10257; Film No.: 09601380) in respect of the year ended 31st December, 2008 (the "**Bank Results Announcement**") ; and
  - (e) the capitalisation and indebtedness table of the Bank and the Group as at 31st December, 2008 as filed with the SEC on Form 6-K on 19th February, 2009 (the "**Capitalisation and Indebtedness Table** ")."
2. To amend part (ii) of paragraph 8 of "General Information" on page 87 of the Information Memorandum as set out below:
  - "(ii) the Joint Annual Report, the 2006 Bank Annual Report, the 2007 Bank Annual Report, the Results Announcement, the Bank Results Announcement and the Capitalisation and Indebtedness Table;"

23rd February, 2009