



BARCLAYS BANK PLC

(Incorporated with limited liability in England and Wales)

BARCLAYS CAPITAL (CAYMAN) LIMITED

(Incorporated with limited liability in the Cayman Islands)

(Guaranteed by Barclays Bank PLC)

£40,000,000,000

STRUCTURED NOTE PROGRAMME

This Base Prospectus Supplement (the "**Supplement**") is supplemental to and must be read in conjunction with the Base Prospectus dated 14 December 2006 (the "**Base Prospectus**") prepared by Barclays Bank PLC (the "**Bank**") and Barclays Capital (Cayman) Limited ("**BCCL**") (each in its capacity as an issuer, an "**Issuer**" and together, the "**Issuers**") in connection with the application made for Notes issued under the Programme, which was approved by the United Kingdom Financial Services Authority, as United Kingdom competent authority for the purposes of Directive 2003/71/EC (the "**Prospectus Directive**") and relevant implementing measures in the United Kingdom, to be admitted to the Official List and to trading on the London Stock Exchange's market for gilt edged and fixed interest securities. This Base Prospectus Supplement constitutes a supplementary prospectus in respect of the Base Prospectus for the Bank 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 Bank.

The Issuers accept responsibility for the information contained in this Supplement and declare that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of their 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 and other supplements to the Base Prospectus issued by the Bank and BCCL.

BARCLAYS CAPITAL

5 March 2007

The purposes of this Supplement are:

1. To delete in its entirety the fourth paragraph in the sub-section headed "General Description of the Issuers" in the 'Summary' starting on page 7 of the Base Prospectus.
2. To amend the section "The Bank and the Group - Directors" on page 21 of the Base Prospectus, which is replaced in its entirety as set out below:

"Directors

The Directors of the Bank, each of whose business address is 1 Churchill Place, London E14 5HP, their functions in relation to the Group and their principal outside activities (if any) of significance to the Group are as follows:

<i>Name</i>	<i>Function(s) within the Group</i>	<i>Principal outside activity</i>
Marcus Agius	Group Chairman	-
John Varley	Group Chief Executive	Non-Executive Director, AstraZeneca PLC
Naguib Kheraj	Group Finance Director*	-
Robert E. Diamond Jr.	President, Barclays PLC, Chief Executive, Investment Banking and Investment Management	-
Frederik (Frits) Seegers	Chief Executive, Global Retail and Commercial Banking	-
Gary Hoffman	Group Vice Chairman	Non-Executive Director, Trinity Mirror PLC
Sir Nigel Rudd DL	Deputy Chairman, Non-Executive Director	Chairman, Pendragon PLC, Chairman, Alliance Boots plc, Non-Executive Director, BAE Systems PLC
Sir Richard Broadbent	Senior Independent Director and Non-Executive Director	Chairman, Arriva plc
Leigh Clifford	Non-Executive Director	Chief Executive, Rio Tinto plc
Fulvio Conti	Non-Executive Director	Chief Executive Officer, Enel SpA
Dr Danie Cronjé	Non-Executive Director and Chairman of Absa Group Limited	-
Professor Dame Sandra Dawson	Non-Executive Director	KPMG Professor of Management Studies at the University of Cambridge
Sir Andrew Likierman	Non-Executive Director	Professor of Management Practice in Accounting, London Business School, Non-Executive Director, Bank of England
Stephen Russell	Non-Executive Director	-
Sir John Sunderland	Non-Executive Director	Chairman, Cadbury Schweppes PLC

* Chris Lucas is appointed Group Finance Director with effect from 1st April 2007. Naguib Kheraj will be responsible for the 2006 financial statements and will continue to be available after publication of the Annual Report in March 2007 to ensure a smooth handover to Chris Lucas. Naguib Kheraj intends to leave the Group in the second half of 2007.

No potential conflicts of interest exist between any duties to the Bank of the Board of Directors listed above and their private interests or other duties.”.

2. To amend the section “Information Incorporated by Reference” at page 17 of the Base Prospectus, which is replaced in its entirety as set out below:

“INFORMATION INCORPORATED BY REFERENCE

The following information has been filed with the United Kingdom Financial Services Authority and shall be deemed to be incorporated in, and to form part of, this Base Prospectus:

- the joint Annual Report of Barclays PLC and the Bank, as filed with the SEC on Form 20-F in respect of the years ended 31 December 2004 and 31 December 2005 (the “**Annual Report**”), with the exception of the information incorporated by reference in the Annual Report referred to in the Exhibit Index of the 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 31st December, 2004 (the “**2004 Bank Annual Report**”) and 31 December 2005 (the “**2005 Bank Annual Report**”), respectively;
- the unaudited Interim Results Announcement of Barclays PLC as filed with the SEC on Form 6-K on 3rd August, 2006 in respect of the 6 months ended 30 June 2006 and the unaudited Interim Results Announcement of the Bank in respect of the 6 months ended 30 June 2006;
- the unaudited Preliminary Results Announcement of Barclays PLC in respect of the year ended 31 December 2006 as filed with the SEC on Form 6-K (Film No.07634204) on 20 February 2007; and
- the unaudited Results Announcement of the Bank in respect of the year ended 31st December, 2006 as reported by its Board of Directors on 20 February 2007.

The table below sets out the relevant page references for the information contained within the 2006 Interim Results Announcement filed on Form 6K:

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Barclays PLC and the Bank have applied International Financial Reporting Standards (“IFRS”) from 1 January 2004, with the exception of the standards relating to financial instruments (IAS 32 and IAS 39) and insurance contracts (IFRS 4) which were applied only with effect from 1 January, 2005. Therefore, in the Joint Annual Report of Barclays PLC and the Bank in respect of the year ended 31 December 200 and the Annual Report of the Bank in respect of the year ended 31 December 2005, the impacts of adopting IAS 32, IAS 39 and IFRS 4 are not included in the 2004 comparatives in accordance with First-time Adoption of International Financial Reporting Standards (IFRS 1). The results for 2005 are therefore not entirely comparable to those for 2004 in affected areas.

If at any time the Bank or BCCL shall be required to prepare a supplement to the Base Prospectus pursuant to Section 87 of the Financial Services and Markets Act 2000 (“FSMA”), or to give effect to the provisions of Article 16(1) of the Prospectus Directive, the Bank or BCCL will prepare and make available an appropriate amendment or supplement to this Base Prospectus or a further base prospectus which, in respect of any subsequent issue of Notes to be listed on the Official List and admitted to trading on the London Stock Exchange's Gilt Edged and Fixed Interest Market, shall constitute a supplemental base prospectus as required by the FSA and Section 87 of the FSMA.”.

3. To amend the section headed ‘Litigation’ of the “General Information” on page 119 of the Base Prospectus, which is replaced in its entirety as set out below:

“Litigation

Barclays has for some time been party to proceedings, including a class action, in the United States against a number of defendants following the collapse of Enron; the class action claim is commonly known as the Newby litigation. On 20 July 2006 the Barclays received an Order from the United States District Court for the Southern District of Texas Houston Division which dismissed the claims against Barclays PLC, the Barclays Bank PLC and Barclays Capital Inc. in the Newby litigation. On 4 December 2006, in response to the plaintiffs' procedural objections, the Court stayed the Bank's dismissal from the proceedings and allowed the plaintiffs to file a supplemental complaint. The Court will consider the plaintiffs' supplemental complaint in connection with consideration of a summary judgment motion filed by the Bank.

Barclays considers that the Enron related claims against it are without merit and is defending them vigorously. It is not possible to estimate the Bank's possible loss in relation to these matters, nor the effect that they might have upon operating results in any particular financial period.

Barclays has been in negotiations with the staff of the US Securities and Exchange Commission with respect to a settlement of the Commission's investigations of transactions between the Bank and Enron. The Bank does not expect that the amount of any settlement with the Commission would have a significant adverse effect on its financial position or operating results.

On 3 November 2006 the Bank announced that it had reached a settlement in principle with Enron in the Enron bankruptcy proceedings. A settlement agreement was signed on 30 November 2006 and became effective on 3 January 2007. The settlement has had no negative impact on the Bank's earnings as an adequate provision had already been made for the likely cost in prior periods. In reaching the settlement the Bank has denied any wrongdoing or liability.

Barclays 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 Bank 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 the second and fourth paragraphs of this section, 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 Bank's and/or the Group's financial position or profitability. ”.

ISSUERS

**REGISTERED OFFICE OF
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AND REGISTRAR**

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