

Protected FTSE 100 Note

Limited offer: closes at 12 noon on 28 October 2009
Available in Sterling

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If you buy the Note described in this brochure on its Investment Start Date, you will pay the “par” price for it. If you buy the Note after its Investment Start Date, in the secondary market, the price that you pay for it may be more or less than the par value.

The potential investment returns at maturity are expressed in this brochure as percentages of the par value, and so may represent a greater or lesser percentage return than if you bought the Note in the secondary market for a price more or less than par. In particular, if the Note matures at its par value, investors who bought it in the secondary market at a price above par will make a capital loss.

This document is a promotional brochure (the ‘Brochure’) and not a prospectus and is intended to convey the overall terms of the Note. Full details of the terms of the Note will be contained in the Base Prospectus Offering Circular of the £12,000,000,000 Programme for the issuance of Structured Investment Management Plan Linked to Equity (S.I.M.P.L.E.) Notes, (‘Base Prospectus’) and the Final Terms of the Note (‘Final Terms’) which will detail the terms that are specific to this Note and which will be available at least one week before the Investment Start Date of the Note.

The Base Prospectus and the Final Terms can be found on <http://www.stockbrokers.barclays.co.uk>. You should download both the Prospectus and the Final Terms and keep a copy of both in a safe place for your records. You should read the Brochure, the Base Prospectus and Final Terms carefully before purchasing the Note and you should consult your financial adviser before making an investment decision or if anything is unclear.

Introducing the Protected FTSE 100 Note

The case for this investment

Many investors are attracted to the potential capital gains from the stock market but do not want to select single stocks or individual funds, they can afford to commit their money for a period of five years but want to be sure that they will receive at least the amount that they invested back at the end of the period. The Protected FTSE 100 Note is designed for just such an investor.

Summary

- This is a five year Note offering growth and full capital protection.
- The Note will be issued by Barclays Bank PLC (AA-/Aa3).
- The Protected FTSE 100 Note offers investors a multiple of growth in the FTSE 100 Index ('the Index'), subject to a maximum return of 45%. In addition, the Note incorporates a 'lock-in' feature which helps protect investors against falls in the level of the Index during the final year, provided pre-determined conditions are met. Furthermore, if the Index were to fall over the term, while no return would be paid, the capital invested would be repaid in full.
- On the Maturity Date, the final valuation amount will be determined by two possible scenarios:
 - If the Final Index Level is greater than the Initial Index Level, this rise in the FTSE 100 Index will be multiplied by 2, subject to a maximum return of 45%. Therefore, if the Final Index Level is 22.50% or more above the Initial Index Level, investors will receive the maximum return.In addition, this Note incorporates a 'lock-in' feature. This feature means that if at close of business on any day during the final year of the Note (28 October 2013 to 28 October 2014 inclusive), the Index closes at a level at or above 122.50% of the Initial Index Level (i.e. it has risen to a level 22.50% or more above the Initial Index Level), you will 'lock-in' a minimum return of 22.50% at maturity. Hence, if the 'lock-in' is activated, you will benefit from a minimum return of 22.50% but you may get more; if 2 times the rise in the Index measured as described at the end of the term is more than 22.50%, you will get that return instead though still subject to a maximum return of 45%.
 - If the Final Index Level is less than the Initial Index Level, and the 'lock-in' feature has not been activated, no return will be paid, but the capital invested will be repaid in full.
- You can sell the Note before its maturity but you would receive a market value for it and this might be less than you invested irrespective of the Index's performance.
- Available as a qualifying investment for SIPPs. Eligible for ISA investment if bought on or before 28 October 2009.

Key dates¹

Offer Closes ²	28 October 2009 (12pm)
Investment Start Date	28 October 2009
Maturity Date	28 October 2014
Proceeds Available Date	4 November 2014

Key Note facts¹

Issuer	Barclays Bank Plc (AA-/ Aa3) The actual and perceived ability of the issuer to meet its obligations may affect the market value of the investment over the term. Furthermore, if the Issuer fails to meet its obligations under the Note, you may get back less than is due or nothing at all. For more information regarding counterparty risk, please see the section 'What other risks are there?'.
Index	FTSE 100 Index
Initial Index Level	The closing value of the Index on the Investment Start Date. The Initial Index Level of the Note is the closing level of the Index on 28 October 2009 and not the level of the Index on the day you place your order. Please be aware that the Index level may vary between these two dates.
Final Index Level	The average of the daily closing values of the Index over the last year, between 28 October 2013 and 28 October 2014 (inclusive). While this averaging can reduce the potential for gain it can also lessen the effects of falls in the Index value over this period.
Minimum Investment Amount	£ 500
Denomination ³	£ 1
Business Day	Any day other than a Saturday, Sunday, bank holiday or other public holiday in the United Kingdom

¹ Where a date is not a Business Day, the Index reading will be taken on the next Business Day.

² We may close the Offer Period early without notice, at our discretion. Furthermore, we may withdraw the offer at our discretion before the Investment Start Date and return your cash to you.

³ The minimum notional size in which the Note can be transacted.

How is the investment return calculated?

Examples of potential returns

The table below, based on a £10,000 investment, shows the total that you will get back at maturity in a range of circumstances; it is not a prediction of what will happen or of the limits of the Index's movement. This includes your initial capital and the return on your investment.

Rise or fall in FTSE 100 Index from when the Initial Index Level was determined to the Final Index Level	What you could receive back at maturity	
	Index closes at a level at or above 122.50% of its Initial Index Level on any Business Day during the final year of the Note. 'Lock-in' feature activated.	Index does not close at a level at or above 122.50% of its Initial Index Level on any Business Day during the final year of the Note. 'Lock-in' feature not activated.
22.50% or more	£14,500	n/a
20%	£14,000	£14,000
11.25%	£12,250	£12,250
10%	£12,250	£12,000
0% or fall	£12,250	£10,000

You can sell the Note before the end of the term in the secondary market but if you do, then you may get back less than you originally invested, particularly if you withdraw in the earlier years of the investment. For more details on secondary market trading please refer to the 'Further information' section

This investment may not be suitable for you. You should ensure that you understand the commitment you are making, the nature of this investment and its risk prior to investing in this or any other Note. Remember, the information in this document is not tax, legal or investment advice and neither Barclays Stockbrokers Limited nor any other member of the Barclays Group has given you advice. If you are at all unsure about how the investment works or its suitability for your needs, you should discuss it with a qualified adviser.

Considering the Protected FTSE 100 Note

To help you decide if the Protected FTSE 100 Note is right for you, here is a summary of some key points you should think about.

Yes, I am happy to invest because:

- I want to know the money I invest will be repaid in full at maturity
- I want the opportunity to receive a return that might be greater than that provided by a deposit account at the end of the five year term
- I want the possibility of a return of twice the growth in the FTSE 100 Index over the term and accept that my return will be subject to a maximum return
- I am unlikely to need access to my money before the end of the investment term, and I accept the purchasing power of my capital may be reduced by inflation at maturity

No, this investment probably isn't right for me because:

- I may need access to some or all of my money before the end of the term, especially in the case of unexpected emergencies, and cannot risk getting back less than I invested if I sell the Note early
- I don't want to risk earning no return on my investment or less than I could have earned in the same period in a deposit account
- I am not prepared to take the risk that the issuer, Barclays Bank PLC, might fail to meet its obligations under the Note including repayment of my capital
- I don't want a limit placed on the possible return
- I don't want to give up the dividends I might receive if I invested in shares or similar investments

Tax, ISAs and SIPP

This section provides detail relevant to those clients who purchase this product at launch.

It is important to note that tax rates, ISA regulations and the basis of taxation can change and the impact of tax will vary depending on your individual circumstances. This brochure does not constitute tax, legal or investment advice. Investors should obtain professional advice appropriate to their own circumstances.

We will not deduct any taxes from your return. You will therefore be paid on a gross basis. Any taxes to be paid will need to be dealt with by you or your tax adviser in your annual return.

If you invest via a SIPP or ISA there will be no further obligation on you to pay tax as investment returns on all SIPP and ISA investments are tax-free. The option to invest via an ISA is only available until 28 October 2009.

There are two types of ISAs (Cash or Stocks & Shares) and this Note can only be held in a Stocks & Shares ISA. Under ISA Regulations you can only invest in one Stocks & Shares ISA and one Cash ISA in any one tax year, and the annual maximum allowance is £7,200 which can be fully invested in the Stocks and Shares ISA. (The Cash ISA is subject to a maximum of £3,600). If you are aged 50 or above before the 5th April 2010, with effect from 6th October 2009 your maximum ISA allowance will rise to £10,200 of which £5,100 may be invested in a Cash ISA. If you have already subscribed £7,200 in the current tax year you are eligible to make further ISA contributions up to the increased allowances. Therefore, from 6th October 2009 you can top up your Barclays Stockbrokers ISA account to ensure that you make use of your full allowance.

If you use your full allowance this tax year, you cannot invest in another ISA this tax year. Therefore if you decide to withdraw your money in the same tax year that you invested, you will not be able to re-invest it into another ISA in the same tax year. Due to the structure of the Note, if you invest only part of the full ISA allowance you cannot add further ISA contributions after the closing date.

If you invest directly into the Note, returns will normally be subject to Capital Gains Tax (CGT). Most UK-resident individuals - regardless of age- have an annual CGT exemption of £10,100 (2009/10), which is the threshold before which you would pay any CGT. This means that under present legislation you can use your CGT annual exemption to reduce or eliminate completely the tax charge on any returns. Should you choose to do this, you should be mindful of any other investment gains that you may have realised in the year of maturity as the exemption applies to all of your gains in a tax year. Any gain from the Note in excess of the exemption (or where other gains have used up your exemption) would be liable to CGT in the year the Note matures at the rate applicable (currently 18%). If as a result of the performance of the Index, you lose capital, any loss can be offset against any other investment gains. This can help reduce your overall Capital Gains Tax liability.

Maximising use of your exemption

Knowing what maximum return is possible can help you to plan how you make use of your annual exemption. Assuming the maximum return is indeed paid and assuming that you make no other investment gains in tax year 2014/15; you can invest the following amount without paying tax on any investment gain from the Note:

	Investment amount
Ignoring Inflation	£22,444
Assuming 2.5% inflation ¹	£24,774

¹Assumes the Capital Gains Tax annual exemption remains at £10,100 in 2010/11, increasing by 2.5% thereafter.

The tax position described above and the favourable tax treatment of ISAs might not continue in the future. The value of any tax relief will depend on your individual circumstances. For tax advice, potential investors should consult a professional tax adviser.

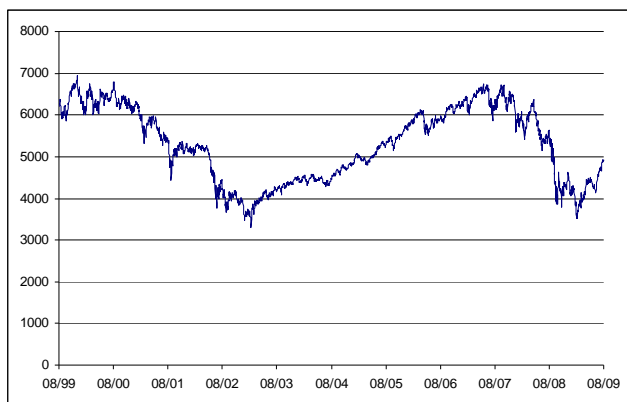
Your questions answered

What is the Index?

The FTSE 100 Index on which the Note is based measures the performance of the shares of the 100 largest companies listed in the UK. Please note that this Index only measures the capital value of the shares included in the Index; no allowance is made for dividends paid on the shares.

The chart below shows the performance of the FTSE 100 index from 31 August 1999 to 31 August 2009. **Shares and investment returns linked to them involve greater short-term risk than cash deposits. Whilst it is worth bearing in mind that, over the long term, shares have historically performed better than cash deposits, you also need to appreciate that the past performance of investments or indices is not a guide to their future performance.**

FTSE 100 Index Performance
(Capital return only)



Limitations to your return

The Note offers a return payable at its maturity equal to 2 times any rise in the Index over the term, subject to a maximum return of 45%. Therefore the maximum return will be payable if the Index rises by 22.50% above the Initial Index Level. If the Index rises more than this, investors will not participate in any additional rise.

What is averaging?

Averaging is used to calculate the Final Index Level during the final year of the Note. While this averaging can reduce the potential for gain when the Index rises during the averaging period, it can also lessen the effects of falls in the Index during this period.

Do I have a claim on the underlying investments that make up the Index?

No, you are purchasing a Note – a security issued by Barclays Bank PLC which acknowledges its obligation to pay the benefits described – the return of which is linked to the value of the Index but does not include any direct rights to the Index or the individual securities that make up the Index.

Will I get an income?

No. The objective of the Note is to achieve a rate of capital growth. Investing in the Note is not the same as investing in a bank or building society account where capital is guaranteed and, with instant access accounts, is readily available without penalty.

Can I change my mind?

You can change your mind between placing the order and the Investment Start Date. After the Investment Start Date there is no cancellation process. However, you may sell the Note in the secondary market, although you may get back less than you paid for it.

Can I sell my Note before it matures?

Yes, you can sell your Note prior to the Maturity Date in the secondary market but you might get back less than you invested. The amount you receive from your sale instruction will be the market value of the Note issued by Barclays Bank PLC. The market value will be dependent on prevailing market conditions including but not limited to interest rates, rates at which Barclays Bank PLC lends to or borrows from other banks, the actual and perceived ability of Barclays Bank PLC to meet its obligations, the length of time to maturity of the Note and the level of the Index. The market value will not be known and cannot be calculated until we process your sale instruction. Should you wish to obtain the current market value of your Note please look at your online portfolio at www.stockbrokers.barclays.co.uk.

For more details on secondary market trading please refer to the 'Further information' section.

Will I have to pay any charges or expenses for my Note?

All costs for structuring and issuing the Note are built into the terms of the Note. These charges will not normally exceed 5% of your original investment and are shared between Barclays Stockbrokers Limited (a subsidiary of Barclays Bank PLC) and Barclays Capital (the investment banking division of the Barclays Group and a part of Barclays Bank PLC). The charge will incorporate management costs, service fees and commission payable. The charge is not refundable in the event of early redemption. You will also be charged a standard dealing commission for purchasing a Note via Barclays Stockbrokers. The amount of this commission will depend on the method you use to place the trade. Online charges start at £12.95.

Are any commissions payable?

Barclays Stockbrokers will receive a commission for the arrangement of this Note. This will be 3% of your investment. Based on an investment of £10,000 the amount of commission would be £300. This is already allowed for in the charges of the Note explained above.

What other risks are there?

Credit risk of Barclays Bank PLC

The issuer of the underlying investment which provides the advertised returns is Barclays Bank PLC, which is rated as 'AA-' by Standard & Poor and 'Aa3' by Moody's. The actual and perceived ability of the issuer to meet its obligations may affect the market value of the investment over the term. Furthermore, if the issuer fails to meet its obligations, you may get back less than is due to you or nothing at all. This is different from holding investments such as shares in Barclays Stockbrokers Nominee accounts. These direct equity investments via Barclays Stockbrokers are designated as client assets separate from their own and do not expose you to the credit risk of Barclays Bank PLC.

Were Barclays Bank PLC unable to fulfil its financial commitments in respect of the Notes, then investors who have a beneficial interest in the Notes would rank as unsecured creditors. This means that, typically, they would rank after any secured or preferential claims but prior to any equity. Of course, the precise order and amounts available for any creditor can only be determined during any actual proceedings by the liquidator. Clients are advised to seek their own legal advice should they have any particular queries or concerns.

Adjustments

The terms of the investment may permit the issuer of the investments to delay, reduce or withhold payments. These provisions are not intended to circumvent what is legally due to investors but are intended to cover for unforeseen events which affect your return, that is to say a suspension or a delay in calculating the Index level or level of any individual shares that make up the Index; changes in the way the Index is calculated, or an error in calculating the return itself.

The Index ceases to exist

We do not control or calculate the Index. That is done by a third party. Whilst we do not expect this to happen, it is possible that during the term of the Note the Index ceases to exist or be calculated. If this were to happen, we would look to find a replacement Index which essentially is a copy of the Index, or as close as possible, or we may even try to calculate the Index ourselves based on the published methodology prior to it ceasing to exist. A replacement Index may not be available or we may not be able to calculate the Index. If this happens we will have to terminate the Note and calculate your return as if it were sold early and you may lose some or all of your capital.

Whilst Barclays Bank PLC will exercise due care and diligence in undertaking its responsibilities in relation to the Note, the effects of the exceptional types of circumstances referred to in this section, may decrease the value of your investment. These events are beyond the control of Barclays Bank PLC.

What compensation arrangements are in place?

Any failure by Barclays Bank PLC to meet its liabilities under the Note would not of itself give rise to any claim for compensation solely on the grounds of such a failure.

In the event that you suffer a loss as a result of Barclays Stockbrokers Limited failing to meet any of its obligations it is possible that you may have a claim against the Financial Services Compensation Scheme but Barclays Stockbrokers will not itself be liable to pay benefits due under the Note.

Further details can be obtained from:

The Financial Services Compensation Scheme

7th Floor Lloyds Chambers
1 Portsoken Street
London E1 8BN.
Tel: 0207 892 7300
Email: enquiries@fscs.org.uk
Website: fscs.org.uk

How will I keep in touch with the progress of my Note?

Should you wish to obtain the current market value of your Note please look at your online portfolio at www.stockbrokers.barclays.co.uk.

What happens when my Note matures?

The final value of the Note is calculated and the proceeds payable to you will be credited to your account by the Proceeds Available Date. See the 'Selling your Note' section for further information.

Probate

If you should die before the proceeds of the Note are available, your personal representatives should contact us and tell us how they wish your Note to be dealt with as part of probate/ administration.

How can I get a copy of the prospectus?

This document is a promotional brochure (the 'Brochure') and not a prospectus and is intended to convey the overall terms of the Note. Full details of the terms of the Note will be contained in the Base Prospectus Offering Circular of the £12,000,000,000 Programme for the issuance of Structured Investment Management Plan Linked to Equity (S.I.M.P.L.E.) Notes, ('Base Prospectus') and the Final Terms of the Investment Note ('Final Terms') which will detail the terms that are specific to this Investment Note and which will be available at at least one week before the Investment Start Date of the Note. The Base Prospectus and the Final Terms can be found on <http://www.stockbrokers.barclays.co.uk>.

What if I have a query and/or complaint?

If you have a complaint, please contact:

Client Services Team

Barclays Stockbrokers

Tay House

300 Bath Street

Glasgow, G2 4LH

Tel: 0845 601 7788. If calling from outside the UK please call
+44 141 352 3909.

A leaflet containing our complaints handling procedure is available upon request from the above contact details.

If you are not satisfied with how we deal with your complaint, you may refer it to the:

Financial Ombudsman Service

South Quay Plaza

183 Marsh Wall

London, E14 9SR

Tel: 0845 080 1800

Further information

Selling your Note

You can keep in touch with the value of your investment via the Barclays Stockbrokers website and via your regular statements. During the term of the Note, the price of the Note will fluctuate.

There are no cancellation rights after the Investment Start Date. However trading will be available on a daily basis through Barclays Stockbrokers in normal market conditions. In abnormal market conditions, if for some reason it has been impossible to calculate the Index level or if we are unable to fulfil our financial obligations in the market (e.g. due to a suspension of the equity market), then your ability to sell your investment may be restricted.

If you sell your Note before the Maturity Date, the amount that you receive will be the market value of the Note issued by Barclays Bank PLC. The market value will be dependent on prevailing market conditions including but not limited to interest rates, rates at which Barclays Bank PLC lends to or borrows from other banks, the actual and perceived ability of Barclays Bank PLC to meet its obligations, the length of time to maturity of the Note, the level of the Index and a dealing charge made by Barclays Stockbrokers. The impact of these factors may mean that if you sell the Note in the secondary market the amount that you receive may be less than or greater than the full amount due back to you or than the amount that you originally invested.

If, on the Maturity Date, you still hold this Note with Barclays Stockbrokers, they will automatically sell it on your behalf to ensure you receive the full amount due back to you at maturity.

If at any point during the term of the Note, you transfer your holding to another broker, you will need to make your own arrangements with that broker to ensure that your sale instruction is carried out on the Maturity Date.

If you do not sell your Note on the Maturity Date, you will not receive the full amount due back to you. The amount you receive may be more or less than the Final Valuation Amount. Failure to sell your Note on the Maturity Date will result in its going through the redemption process which is outlined in Section 4 of the Terms and Conditions of the Notes in the Base Prospectus and Final Terms. Additionally, you may have to pay commission in order to sell your holding.

Secondary Market Trading

The secondary market is the financial market for the trading of securities that have already been issued. You may be able to buy or sell this Note in the secondary market prior to maturity.

The secondary market will only be available in normal market conditions and the issuer has the discretion to declare conditions normal or abnormal. Abnormal market conditions may arise if market volatility increases significantly or if the liquidity in the underlying market becomes limited.

Should a secondary market be provided a 'bid-offer' spread will be quoted. The bid-offer spread is the difference between the price quoted by the Issuer to buy your Note (bid) and to sell you a Note (offer).

Secondary market terms

Nature and Frequency	Daily, two-way (i.e. we will buy or sell) under normal market conditions
Minimum Transaction Size	£500
Indicative Spread	Barclays Capital will provide indicative quotations on a daily basis under normal market conditions with an indicative 2% bid-offer spread

Index Disclaimer

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How easy is it to invest?

Investing couldn't be easier.

- Invest online at your online dealing rate at: www.stockbrokers.barclays.co.uk/in
- or
- Call the Barclays Stockbrokers Client Services team on **0845 300 9040***

* Calls made to 0845 numbers are free for BT residential customers as part of their inclusive call package; otherwise calls will cost no more than 4p per minute plus 8p call set-up fee (current as at February 2009). The price on non-BT phone lines may vary; please check with your service provider.

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