



BARCLAYS BANK PLC

(Incorporated with limited liability in England and Wales)

This Supplement dated 13 April 2010 (this “**Supplement**”) is supplemental to and must be read in conjunction with the Prospectus dated 1 April 2010 in respect of the Up to EUR 50,000,000 Principal Protected Mutual Fund Optimiser Notes due 2018 (the “**Prospectus**”) (which is a base prospectus). The Prospectus was prepared by Barclays Bank PLC (the “**Issuer**”).

This Supplement constitutes a base prospectus supplement in respect of the 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 (the “**FSMA**”).

Investors should be aware of their rights under Section 87Q(4) of the FSMA.

Terms defined in the Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement. This Supplement is supplemental to, and shall be read in conjunction with the Prospectus prepared by the Issuer. To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Prospectus by this Supplement and (b) any other statement in, or incorporated by reference into the Prospectus, the statements in (a) above shall prevail.

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

This Supplement 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 Prospectus.

The purposes of this Supplement are to:

- A. delete all references to “Up to” and “up to” on pages 1, 7 and 29 of the Prospectus;
- B. delete the last paragraph on page 7 of the Prospectus and replace it with the following:

“The performance of the Dynamic Basket is determined by reference to the arithmetic average of the levels of the Dynamic Basket on the five business days prior to the final redemption dealing date, on the one hand, compared with the level of the Dynamic Basket on the strike date, on the other. Such performance will also be subject to reduction via a synthetic dividend drain equal to 2.85 per cent. per annum. The performance of the Dynamic Basket may therefore be positive or negative.”;

- C. replace the references to “23 April 2010” and “15 July 2010” by “15 April 2010” and “9 July 2010”, respectively, in the penultimate paragraph on page 9 of the Prospectus;
- D. delete the second sentence of paragraph 4(i) (*Aggregate Nominal Amount as at the Issue Date*) on page 29 of the Prospectus;
- E. delete the definition of “Proceeds Receipt Date” in the paragraph titled “Redemption Date” on page 31 of the Prospectus in its entirety and replace it with the following:
- “**Proceeds Receipt Date**” means the date on which a Hypothetical Investor would have received in full the proceeds of a redemption of the Fund Shares in respect of the Fund (a) had such Hypothetical Investor validly requested redemption of such Fund Shares on either an Early Redemption Notice Date or the Final Redemption Dealing Date, as the case may be, (each as defined below); or (b) following receipt of a notice from the Fund or the related Fund Services Provider that the Fund or the Fund Services Provider, as the case may be, will be paying redemption amounts in respect of Fund Shares.”;
- F. delete the definitions of “DB (T)” and “SD” in the paragraph titled “Final Cash Settlement Amount” on page 32 of the Prospectus in their entirety and replace them with the following:
- “**DB (T)**” is the arithmetic average of the levels of the Dynamic Basket on the five (5) Business Days prior to the Final Redemption Dealing Date; and
- “**SD**” is a synthetic dividend drain on the performance of the Dynamic Basket of 2.85% p.a. and is calculated as $(1 - 2.85\%)^8$. As such, SD shall be 79.3492%.”;
- G. delete the reference to “150.00%” in the sub-paragraph titled “Max Exposure (“CAP”)” of the paragraph titled “Rebalancing Event” on page 33 of the Prospectus and replace it with “200.00%”;
- H. delete paragraph 45(vi) of the Final Terms on page 37 of the Prospectus in its entirety and replace it with the following:
- “(vi) Final Redemption Dealing Date: 9 July 2018, provided that if such date is not a Dealing Date with respect to the Fund Shares then the Final Redemption Dealing Date shall be deemed to be the immediately following Dealing Date.”;
- I. replace the references to “23 April 2010” and “15 July 2010” by “15 April 2010” and “9 July 2010”, respectively, in the paragraph titled “Offer Period” on page 44 of the Prospectus;
- J. delete paragraph 8(c) of Part B on page 44 of the Prospectus in its entirety and replace it with the following:
- “(c) Conditions Offers of the Securities made prior to the Issue Date are to which the offer conditional on their issue.”;
is subject:
- K. replace the reference to “15 July 2010” by “9 July 2010” in paragraph 8(h) (*Details of the method and time limits for paying up and delivering the Securities*) of Part B on page 45 of the Prospectus;
- L. delete the second sentence of paragraph 8(n) (*Amount of the Offer*) of Part B of the Prospectus; and

- M.** delete the penultimate sentence of paragraph 8(p) (*Payment and delivery*) of Part B of the Prospectus and replace it with the following:

“Delivery of the Securities will be made in accordance with the Distributor’s usual procedures.”

Arranger

Barclays Capital

The date of this Supplement is 13 April 2010.