



BARCLAYS BANK PLC

(Incorporated with limited liability in England and Wales)

This Supplement dated 14 April 2010 (this "**Supplement No.2**") is supplemental to and must be read in conjunction with the Prospectus dated 1 April 2010 in respect of the EUR 50,000,000 Principal Protected Mutual Fund Optimiser Notes due 2018 as supplemented by a Supplement dated 13 April 2010 (together, the "**Prospectus**") (which is a base prospectus). The Prospectus was prepared by Barclays Bank PLC (the "**Issuer**").

This Supplement No.2 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 No.2. This Supplement No.2 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 No.2 or any statement incorporated by reference into the Prospectus by this Supplement No.2 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 No.2 and declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement No.2 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.2, 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 No.2 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 No.2 are to:

- A. delete the section headed "Summary of Offer" in its entirety on pages 9 and 10 of the Prospectus and replace it with the following:

"Summary of Offer

The Issuer will issue the Securities on 19 April 2010 to the Distributor. The nominal amount of Securities to be issued is EUR 50,000,000. The Distributor intends to offer the Securities

for resale to the public in France from 15 April 2010 to 9 July 2010 (inclusive), although the offer period may be discontinued at any time.

Applications for Securities must be made for a minimum nominal amount of EUR 1,000. Applications for the Securities can be made in France through the Distributor. Distribution will be in accordance with the Distributor's usual procedures.

A distribution fee has been, or will be paid to a third party. The amount of this fee paid, or to be paid, by the Issuer will not exceed 1.31 per cent. per annum of the investment. The fee is not refundable in the event of an early redemption of the Securities or a sale of the Securities to the Issuer. Purchasers of Securities should request details of any such distribution fee from the Distributor before purchase. In addition, the Issue Price may not reflect the potential discount level at which the Securities may have been issued to the Distributor. Details of the potential discount levels are available on request but will be no more than 4.00 per cent. of the Issue Price.

The Distributor undertakes to purchase from Securityholders, under normal market conditions and on a weekly basis, Securities held by them, on the basis of applications submitted by such Securityholders every Friday before 12.00pm (London time) and at such price as to be published by the Distributor on the third following business day.”; and

- B.** delete paragraph 8 of Part B on pages 44 to 47 of the Prospectus in its entirety and replace it with the following:

8 OFFER AND RESALE

The terms of the offer and resale by the Distributor are as follows:

- (a) Offer Price: The offer price for the resale of the Securities will be determined by the Distributor in accordance with the following offer schedule.

OFFER SCHEDULE	
Week Ending	Offer Price (% of Issue Price)
Fri 23-Apr-10	99.93%
Fri 30-Apr-10	99.94%
Fri 07-May-10	99.95%
Fri 14-May-10	99.95%
Fri 21-May-10	99.96%
Fri 28-May-10	99.97%
Fri 04-Jun-10	99.97%
Fri 11-Jun-10	99.98%
Fri 18-Jun-10	99.98%
Fri 25-Jun-10	99.99%
Fri 02-Jul-10	99.99%
Fri 09-Jul-10	100.0000%

- (b) Offer Period: The Securities will be publicly offered by the Distributor during the period commencing on 15 April 2010 to 9 July 2010 (inclusive). The Distributor may change the dates of the offer period.

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| (c) | Conditions to which the offer is subject: | Offers of the Securities made prior to the Issue Date are conditional on their issue. |
| (d) | Description of the application process: | Applications for the Securities can be made in France to the Distributor. Information with respect to the application process will be available from the Distributor upon request. |
| (e) | Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants: | N/A |
| (f) | Details of the minimum and/or maximum amount of application: | The minimum amount of application per Investor will be EUR 1,000 in nominal amount of the Securities. |
| (g) | Manner in and date on which results of the offer are to be made public: | Results of the offer will be made public via the Distributor within 5 Business Days after the end of the Offer Period. |
| (h) | Details of the method and time limits for paying up and delivering the Securities: | The total payment of the Offer Price of the Securities must occur by 9 July 2010 to the Distributor's office having received the subscription. |
| (i) | Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: | N/A |
| (j) | Categories of potential investors to which the Securities are offered and whether tranche(s) have been reserved for certain countries: | Offers may be made by the Distributor in France to any person. Offers (if any) in other EEA countries will only be made by the Distributor pursuant to an exemption from the obligation under the Prospectus Directive as implemented in such countries to publish a prospectus. |

- (k) Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made: Applicants will be notified directly by the Distributor of the success of their application. No dealings in the Securities may take place prior to the Issue Date.
- (l) Amount of any expenses and taxes specifically charged to the subscriber or purchaser: N/A
- (m) Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place. Barclays Bank France
183 avenue Daumesnil
75012 Paris
France
- (n) Amount of the offer: The maximum aggregate nominal amount of the offer is EUR 50,000,000.
- (o) Participation: N/A
- (p) Payment and delivery: Payment for Securities shall be made to the Distributor in accordance with the instructions provided by the Distributor. Payment for the Securities must be made for the full amount. Delivery of the Securities will be made in accordance with the Distributor's usual procedures.
- (q) Commission: A distribution fee has been, or will be paid to a third party. The amount of this fee paid, or to be paid, by the Issuer will approximately be 1.31 per cent. p.a. of the investment. The fee is not refundable in the event of an early redemption of the Securities or a sale of the Securities to the Issuer. Purchasers of Securities should request details of any such distribution fee from the Distributor before purchase. In addition, the Issue Price may not reflect the potential discount level at which the Securities may have been issued to the Distributor. Details of the potential discount levels are available on request but will be no more than 4.00 per cent. of the Issue Price.
- (r) Publication of a Prospectus Supplement: If the Issuer publishes a supplement to this Prospectus pursuant to Article 16 of the Prospectus Directive other than a supplement which does not relate to the Securities, Investors who have already agreed to purchase but have not taken delivery of Securities before the supplement is published shall have the

right to withdraw their acceptances by informing the Distributor in writing thereof within two working days (or such other longer period as may mandatorily apply in the relevant country) of publication of the supplement.

The Conditions of the Securities and the terms on which they are offered and issued will be subject to the provisions of any such supplement.

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| (s) | Liability for the offer: | Any Investor purchasing the Securities is solely responsible for ensuring that any offer or resale of the Securities by such Investor occurs in compliance with applicable French laws and regulations. The information contained in this Prospectus is intended only for the use of its recipient. No person other than the original recipients of this Prospectus may rely on it or its contents. |
| (t) | Governing law of the offer and jurisdiction: | The terms and conditions of the public offer in France made through the Distributor are governed by French law. |

Arranger

Barclays Capital

The date of this Supplement No.2 is 14 April 2010.