

## Final Terms



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**BARCLAYS BANK PLC**

*(Incorporated with limited liability in England and Wales)*

**BARCLAYS CAPITAL (CAYMAN) LIMITED**

*(Incorporated with limited liability in the Cayman Islands)*

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**GLOBAL STRUCTURED SECURITIES PROGRAMME**

**for the issue of Securities**

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**BARCLAYS BANK PLC**

1,530,000 Open-ended Barclays Capital Q-BES US Total Return Index Linked Tracker Certificates

under the Global Structured Securities Programme

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Issue Price: EUR 32.81 per Security

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This document constitutes the final terms of the Securities (the "Final Terms") described herein for the purposes of Article 5.4 of the Directive 2003/71/EC and is prepared in connection with the Global Structured Securities Programme established by Barclays Bank PLC (the "Bank") and Barclays Capital (Cayman) Limited ("BCCL") and is supplemental to and should be read in conjunction with the Base Prospectus dated 6 August 2010 as supplemented, amended, updated and/or restated from time to time, which constitutes a base prospectus (the "Base Prospectus") for the purpose of the Directive 2003/71/EC. Full information on the Issuer and the offer of the Securities is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing during normal business hours at the registered office of the Issuer and the specified office of the Issue and Paying Agent and copies may be obtained from such office. Words and expressions defined in the Base Prospectus and not defined in this document shall bear the same meanings when used herein.

The Issuer accepts responsibility for the information contained in these Final Terms. To the best of its knowledge and belief (having taken all reasonable care to ensure that such is the case) the information contained in these Final Terms is in accordance with the facts and does not contain anything likely to affect the import of such information.

Investors should refer to the sections headed "Risk Factors" in the Base Prospectus for a discussion of certain matters that should be considered when making a decision to invest in the Securities.

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**Barclays Capital**

Final Terms dated 1 July 2011

The distribution of this document and the offer of the Securities in certain jurisdictions may be restricted by law. Persons into whose possession these Final Terms come are required by the Bank to inform themselves about and to observe any such restrictions. Details of selling restrictions for various jurisdictions are set out in "Purchase and Sale" in the Base Prospectus. In particular, the Securities have not been, and will not be, registered under the US Securities Act of 1933, as amended, and are subject to US tax law requirements. Trading in the Securities has not been approved by the US Commodity Futures Trading Commission under the US Commodity Exchange Act of 1936, as amended. Subject to certain exceptions, the Securities may not at any time be offered, sold or delivered in the United States or to US persons, nor may any US persons at any time trade or maintain a position in such Securities.

**Part A**  
**Terms and Conditions of the Securities**

The Securities shall have the following terms and conditions, which shall complete, modify and/or amend the Base Conditions and/or any applicable Relevant Annex(es) set out in the Base Prospectus dated 6 August 2010.

**Parties**

Issuer:	Barclays Bank PLC
Guarantor:	N/A
Manager:	Barclays Bank PLC
Determination Agent:	Barclays Bank PLC
Issue and Paying Agent:	Barclays Bank PLC
Stabilising Manager:	N/A
Registrar:	N/A
Crest Agent:	N/A
Paying Agent:	N/A
Transfer Agent:	N/A
Exchange Agent:	N/A
Additional Agents:	N/A

THE SECURITIES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE US SECURITIES ACT OF 1933, AS AMENDED (THE SECURITIES ACT) AND THE SECURITIES COMPRISE BEARER SECURITIES THAT ARE SUBJECT TO US TAX LAW REQUIREMENTS. SUBJECT TO CERTAIN EXCEPTIONS, THE SECURITIES MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, US PERSONS (AS DEFINED IN REGULATION S UNDER THE SECURITIES ACT ("REGULATION S")). THESE FINAL TERMS HAVE BEEN PREPARED BY THE ISSUER FOR USE IN CONNECTION WITH THE OFFER AND SALE OF THE SECURITIES OUTSIDE THE UNITED STATES TO NON-US PERSONS IN RELIANCE ON REGULATION S AND FOR LISTING OF THE SECURITIES ON THE RELEVANT STOCK EXCHANGE, IF ANY, AS STATED HEREIN. FOR A DESCRIPTION OF THESE AND CERTAIN FURTHER RESTRICTIONS ON OFFERS AND SALES OF THE SECURITIES AND DISTRIBUTION OF THESE FINAL TERMS AND THE BASE PROSPECTUS AND THE SUPPLEMENTAL PROSPECTUS SEE "PURCHASE AND SALE" IN THE BASE PROSPECTUS.

ANY UNITED STATES PERSON WHO HOLDS THIS OBLIGATION WILL BE SUBJECT TO LIMITATIONS UNDER THE UNITED STATES INCOME TAX LAWS, INCLUDING THE LIMITATIONS PROVIDED IN SECTIONS 165(j) AND 1287(a) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED.

### Provisions relating to the Securities

1	(i) Series:	BMFR-445
	(ii) Tranche:	1
2	Currency:	Euro ("EUR") (the "Issue Currency")
3	Notes:	N/A
4	Certificates:	Applicable
	(i) Number of Certificates:	1,530,000 Securities
	(ii) Calculation Amount per Security as at the Issue Date:	N/A
5	Form:	
	(i) Global/Definitive/Uncertificated and dematerialised:	Global Bearer Securities: Permanent Global Security
	(ii) NGN Form:	N/A
	(iii) Held under the NSS:	N/A
	(iv) CGN Form:	Applicable
	(v) CDIs:	N/A
6	Trade Date:	29 June 2011
7	Issue Date:	1 July 2011
8	Redemption Date:	Not applicable. The Securities are "Open-ended" and may be redeemed pursuant to the following Terms and Conditions:  (i) Put Option (ii) Call Option
9	Issue Price:	EUR 32.81 per Security, determined by reference to the price of the Reference Asset, being USD 468.77 at the Valuation Time on 27 June 2011
10	Relevant Stock Exchange(s):	NYSE Euronext Paris
11	The following Relevant Annex(es) shall apply to the Securities:	Barclays Capital Index Annex – Section 3 French Cleared Securities Annex

### Provisions relating to interest (if any) payable on the Securities

12	Interest:	N/A
13	Interest Amount:	N/A
14	Interest Rate:	

	(i) Fixed Rate:	N/A
	(ii) Floating Rate:	N/A
	(iii) Variable Rate:	N/A
	(iv) Zero Coupon:	N/A
	(v) Bond Linked Securities – Fixed Coupon:	N/A
	(vi) Bond Linked Securities – Pass Through Interest:	N/A
15	Screen Rate Determination:	N/A
16	ISDA Determination:	N/A
17	Margin:	N/A
18	Minimum/Maximum Interest Rate:	N/A
19	Interest Commencement Date:	N/A
20	Interest Determination Date:	N/A
21	Interest Calculation Periods:	N/A
22	Interest Payment Dates:	N/A
23	Day Count Fraction:	N/A
24	Fall back provisions, rounding provisions, denominator and any other terms relating to the method of calculating interest, if different from those set out in the Base Conditions:	N/A

**Provisions relating to Redemption**

25	Settlement Method:	(i) For the purposes of Condition 5.1 of the Base Conditions: N/A (ii) For the purposes of Condition 5.2 and 5.3 of the Base Conditions: Cash Settlement
26	Settlement Currency:	Issue Currency
27	Settlement Number:	As defined in Condition 24 of the Base Conditions
28	Terms relating to Cash Settled Securities:	
	(i) Final Cash Settlement Amount:	N/A
	(ii) Early Cash Settlement Amount:	As defined in Condition 24 of the Base Conditions
	(iii) Early Cash Redemption Date:	As defined in Condition 24 of the Base Conditions

29	Terms relating to Physically Delivered Securities:	N/A
30	Nominal Call Event:	N/A
31	Call Option:	Applicable
	(i) Cash Settled Securities:	Applicable
	(a) Optional Cash Settlement Amount:	In respect of each Security, a cash amount determined by the Determination Agent as follows:

Adjusted Valuation Price on the relevant Valuation Date multiplied by the Security Ratio and divided by the Exchange Rate

Where:

“Security Ratio” means in respect of each Security, 0.10.

“Adjusted Valuation Price” means:

(i) In respect of the Issue Date, the Valuation Price on the Issue Date.

(ii) In respect of any subsequent Scheduled Trading Day, an amount determined by the Determination Agent equal to:

$$AVP_R \times (VP_D / VP_R) \times (1 - MF_R \times d/365)$$

Where:

“AVP<sub>R</sub>” is the Adjusted Valuation Price in respect of the Reset Date immediately preceding such Scheduled Trading Day.

“VP<sub>D</sub>” is the Valuation Price in respect of such Scheduled Trading Day.

“VP<sub>R</sub>” is the Valuation Price in respect of the Reset Date immediately preceding such Scheduled Trading Day.

“MF<sub>R</sub>” is the Management Fee in respect of the Reset Date immediately preceding such Scheduled Trading Day.

“Management Fee” means a per annum rate

initially set at 0.80%, which may subsequently be amended by the Issuer on any Reset Date, subject to a maximum of the Maximum Management Fee.

“**Maximum Management Fee**” means a per annum rate equivalent to 2.30%.

“**Reset Date**” means each Scheduled Trading Day. The first Reset Date shall be the Issue Date.

“**d**” is the number of calendar days from, but excluding, the Reset Date immediately preceding such Scheduled Trading Day to, and including, such Scheduled Trading Day.

“**Exchange Rate**” means the prevailing exchange rate expressed as the number of units of the Reference Asset Currency equivalent to one unit of the Issue Currency, determined by the Determination Agent in its sole discretion.

“**Valuation Price**” means in respect of a Valuation Date and any relevant Scheduled Trading Day, the price of the Reference Asset at the Valuation Time on such day, as determined by the Determination Agent.

“**Valuation Date**” and “**Valuation Time**” has the meaning set out in Paragraph 43.

(b) Optional Cash Redemption Date 5<sup>th</sup> Business Day following the relevant Valuation Date

(ii) Physically Delivered Securities: N/A

(iii) Issuer Option Exercise Period: On any Scheduled Trading Day, from and including the fifth Scheduled Trading Day following the Issue Date (the “**Call Option Exercise Date**”)

(iv) Issuer Notice Period: Not less than 5 Business Days prior to a Call Option Exercise Date

32 Put Option: Applicable

(i) Cash Settled Securities: Applicable

(a) Optional Cash Settlement Amount: In respect of each Security, a cash amount determined by the Determination Agent as follows:

Adjusted Valuation Price on the relevant Valuation Date multiplied by the Security Ratio and divided by the Exchange Rate

Where:

“**Security Ratio**” means in respect of each Security, 0.10.

“**Adjusted Valuation Price**” means:

(i) In respect of the Issue Date, the Valuation Price on the Issue Date.

(ii) In respect of any subsequent Scheduled Trading Day, an amount determined by the Determination Agent equal to:

$$AVP_R \times (VP_D / VP_R) \times (1 - MF_R \times d/365)$$

Where:

“**AVP<sub>R</sub>**” is the Adjusted Valuation Price in respect of the Reset Date immediately preceding such Scheduled Trading Day.

“**VP<sub>D</sub>**” is the Valuation Price in respect of such Scheduled Trading Day.

“**VP<sub>R</sub>**” is the Valuation Price in respect of the Reset Date immediately preceding such Scheduled Trading Day.

“**MF<sub>R</sub>**” is the Management Fee in respect of the Reset Date immediately preceding such Scheduled Trading Day.

“**Management Fee**” means a per annum rate initially set at 0.80%, which may subsequently be amended by the Issuer on any Reset Date, subject to a maximum of the Maximum Management Fee.

“**Maximum Management Fee**” means a per annum rate equivalent to 2.30%.

“**Reset Date**” means each Scheduled Trading Day. The first Reset Date shall be the Issue Date.



“d” is the number of calendar days from, but excluding, the Reset Date immediately preceding such Scheduled Trading Day to, and including, such Scheduled Trading Day.

"Exchange Rate" means the prevailing exchange rate expressed as the number of units of the Reference Asset Currency equivalent to one unit of the Issue Currency, determined by the Determination Agent in its sole discretion.

“Valuation Price” means in respect of a Valuation Date and any relevant Scheduled Trading Day, the price of the Reference Asset at the Valuation Time on such day, as determined by the Determination Agent.

“Valuation Date” and “Valuation Time” has the meaning set out in Paragraph 43.

(b)	Optional Cash Redemption Date(s):	5 <sup>th</sup> Business Day following the relevant Valuation Date
(ii)	Physically Delivered Securities:	N/A
(iii)	Put Option Exercise Period:	The last Scheduled Trading Day of July in each year from, and including July 2012 (each, the “Put Option Exercise Date”)
(iv)	Put Notice Period:	Not less than 5 Business Days prior to a Put Option Exercise Date
33	Specified Early Redemption Event:	N/A
34	Maximum and Minimum Redemption Requirements:	N/A
35	Additional Disruption Events in addition to those specified in Condition 24 of the Base Conditions and any applicable Relevant Annex:	
(i)	Affected Jurisdiction Hedging Disruption:	N/A
(ii)	Affected Jurisdiction Increased Cost of Hedging:	N/A
(iii)	Affected Jurisdiction:	N/A
(iv)	Other Additional Disruption Events:	N/A
(v)	The following shall not constitute	N/A

Additional Disruption Events:

36	Share Linked Securities:	N/A
37	Index Linked Securities:	N/A
38	Inflation Linked Securities:	N/A
39	FX Linked Securities:	N/A
40	Credit Linked Securities:	N/A
41	Commodity Linked Securities:	N/A
42	Bond Linked Securities:	N/A
43	Proprietary Index Linked Securities :	Applicable. The below index is a Barclays Capital Index as defined in Section 3 of the Barclays Capital Index Annex.

(i) Proprietary Index:

Barclays Capital Index	Barclays Capital Q-BES US Total Return Index Provided that the Reference Asset represents a notional investment in such index with a notional investment size of 1 USD per index point.
Reference Asset Currency	United States Dollars ("USD")
Bloomberg Ticker (for identification purposes only)	BXIIQBES Index
Reuters Code (for identification purposes only)	N/A
Exchange	As described in the Barclays Capital Index Annex
Related Exchange	As described in the Barclays Capital Index Annex

Component Fallback	N/A
Barclays Capital Index Disruption	N/A
Index Sponsor	As stated in Section 3 of the Barclays Capital Index Annex

(ii) Participation:	N/A
(iii) Strike Date:	N/A
(iv) Index Components:	N/A
(a) Share(s) (each a “Reference Asset”):	N/A
(b) Index/Indices (each a “Reference Asset”):	N/A
(c) Commodity Index (each a “Reference Asset”):	N/A
(d) Bonds:	N/A
(e) Cash:	N/A
(f) Other components:	N/A
(v) Valuation Date(s):	(i) In respect of a Call Option, the Call Option Exercise Date (ii) In respect of a Put Option, the Put Option Exercise Date (iii) Each Scheduled Trading Day
(vi) Valuation Time:	The time at which the official closing level of the Index is calculated and published by the Index Sponsor
(vii) Averaging Date(s):	N/A
44 Mutual Fund Linked Securities:	N/A
<b>Provisions relating to Settlement</b>	
45 Minimum Settlement Amount:	N/A
46 Settlement in respect of VP Notes, APK Registered Securities, Dutch Securities, Italian Securities, Swedish Registered Securities, VPS Registered Securities or Spanish Securities:	N/A
47 Additional provisions relating to Taxes and Settlement Expenses:	N/A

## Definitions

- 48 Business Day: As defined in the Base Prospectus
- 49 Additional Business Centre(s): London and TARGET

## Selling restrictions and provisions relating to certification

- 50 Non-US Selling Restrictions: Investors are bound by the selling restrictions of the relevant jurisdiction(s) in which the Securities are to be sold as set out in the Base Prospectus.

In addition to those described in the Base Prospectus, no action has been made or will be taken by the Issuer that would permit a public offering of the Securities or possession or distribution of any offering material in relation to the Securities in any jurisdiction (save for France) where action for that purpose is required. Each purchaser or distributor of the Securities represents and agrees that it will not purchase, offer, sell, re-sell or deliver the Securities or, have in its possession or distribute, the Base Prospectus, any other offering material or any Final Terms, in any jurisdiction except in compliance with the applicable laws and regulations of such jurisdiction and in a manner that will not impose any obligation on the Issuer or Manager (as the case may be) and the Determination Agent.

- 51 Applicable TEFRA exemption: N/A

## General

- 52 Business Day Convention: Following
- 53 Relevant Clearing System(s): Euroclear France S.A.
- 54 If syndicated, names of Managers: N/A
- 55 Details relating to Partly Paid Securities: N/A
- 56 Relevant securities codes: ISIN: FR0011074111
- 57 Modifications to the Master Subscription Agreement and/or Agency Agreement: N/A
- 58 Additional Conditions and/or modification to the Conditions of the Securities: In respect of Part C of Section 3 of the Barclays Capital Index Annex; Component Fallback shall be not applicable and Barclays Capital Index Disruption shall be not

applicable.

**Part B**  
**Other Information**

**1 LISTING AND ADMISSION TO TRADING**

- |       |                                                             |                                                                                                                                                                          |
|-------|-------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (i)   | Listing:                                                    | NYSE Euronext Paris                                                                                                                                                      |
| (ii)  | Admission to trading:                                       | Application has been made by the Issuer (or on its behalf) for the Securities to be admitted to trading on NYSE Euronext Paris with effect from or about the Issue Date. |
| (iii) | Estimate of total expenses related to admission to trading: | Up to a maximum of EUR 350 upfront and EUR 1.75 daily                                                                                                                    |

**2 RATINGS**

Ratings: The Securities have not been individually rated.

**3 NOTIFICATION**

The Financial Services Authority of the United Kingdom has provided the competent authority in France with a certificate of approval attesting that the Base Prospectus has been drawn up in accordance with the Prospectus Directive.

**4 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE OFFER**

Save as discussed in “Purchase and Sale”, so far as the Issuer is aware, no person involved in the offer of the Securities has an interest material to the offer.

**5 REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**

- |       |                           |                                                       |
|-------|---------------------------|-------------------------------------------------------|
| (i)   | Reasons for the offer:    | General funding                                       |
| (ii)  | Estimated net proceeds:   | EUR 50,201,005.95                                     |
| (iii) | Estimated total expenses: | Up to a maximum of EUR 350 upfront and EUR 1.75 daily |

**6 FIXED RATE SECURITIES ONLY – YIELD**

Indication of yield: N/A

**7 FLOATING RATE SECURITIES ONLY – HISTORIC INTEREST RATES**

N/A

**8 PERFORMANCE OF REFERENCE ASSET(S) OR OTHER VARIABLE, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE REFERENCE ASSET(S) AND/OR OTHER UNDERLYING**

Details of the historic performance of the Reference Asset can be obtained from various internationally recognised published or electronically available news sources, for example, Bloomberg: BXIIQBES Index.

Investors should note that historical performance should not be taken as an indication of future performance of the Reference Asset. The Issuer makes no representation whatsoever, whether

expressly or impliedly, as to the future performance of the Reference Asset. The Issuer does not intend to provide post-issuance information.

Investors should form their own views on the merits of an investment related to the Reference Asset based on their own investigation thereof.

The description below represents a summary only of some of the features of the investment product described in this Final Terms. It does not purport to be an exhaustive description.

The product is issued as open-ended Certificates in EUR and aims to track the price performance of the Reference Asset. The Certificates are redeemable annually by investors and daily by the Issuer in accordance with the terms set out above. The amount payable on redemption of the Certificates is determined by reference to the price of the Reference Asset on the Valuation Date taking into account the accumulated management fee, the Security Ratio and the prevailing Exchange Rate. As a result, an investor in these Certificates is exposed to fluctuations in both the price of the Reference Asset and the Exchange Rate.

Investors should note that fees and costs (“Index Charges”) are charged by the Index Sponsor for the management of the Index. The Index Charges are taken into account in the calculation of the Index by the Index Sponsor and the Index is published net of these charges. The Index Charges are in addition to the Management Fee of the Certificate and are set out in the **Appendix titled “Index Fees and Costs”** below. Such Index Charges are subject to change in accordance with the index rules as published by the Index Sponsor. The index rules are available upon request from the Issuer by contacting: 0 810 302 302 or [info@bmarkets.fr](mailto:info@bmarkets.fr).

## **9 PERFORMANCE OF RATE[S] OF EXCHANGE AND EXPLANATION OF EFFECT ON VALUE OF INVESTMENT**

N/A

## **10 OPERATIONAL INFORMATION**

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking Société Anonyme (together with their addresses) and the relevant identification number(s): Euroclear France S.A.

Delivery: Delivery against payment

Names and addresses of additional Paying Agents(s) (if any): N/A

Intended to be held in a manner which would allow Eurosystem eligibility: No

## **11 OFFER INFORMATION**

The Issuer may pay distribution fees to intermediaries. Investors who have purchased Securities through an intermediary may request details of any payments from such intermediary.

## Appendix

### Index Fees and Costs

Index Management Fee		A fee, equivalent at the Issue Date to 0.70% per annum, determined in respect of the prevailing index value and deducted from it on a daily basis by the Index Sponsor.
Index Execution Cost	Execution	A charge applied to the index value in respect of costs that may be incurred in implementing the rebalancing of index components. The Index Execution Cost shall be equivalent at the Issue Date to 0.18% per annum, determined in respect of the prevailing index value and deducted from it on a daily basis by the Index Sponsor.
Index Shorting Cost	Shorting	A charge applied to the index value in respect of costs that may be incurred in shorting the S&P 500 Total Return Index. The Index Shorting Cost shall be equivalent at the Issue Date to a per annum rate of 0.15% multiplied by the proportion of index portfolio which is in the form of shares, determined in respect of the prevailing index value and deducted from it on a daily basis by the Index Sponsor.

The levels of each of: the Index Management Fee; the Index Execution Cost; and the Index Shorting Cost are subject to change at the discretion of the Index Sponsor. Further details are described in the index rules.



### **Index Disclaimer**

“©Barclays Bank PLC. 2010 (“Barclays”). All rights reserved. Barclays makes no representation or warranty, express or implied, to the owners of the Product(s) or any member of the public regarding the advisability of investing in securities generally or other instruments or related derivatives or in the Product(s) particularly or the ability of the Barclays indices, including without limitation, the Barclays Capital Q-BES US Total Return Index (“Barclays Indices”), to track the performance of any market. Barclays has no obligation to take the needs of the owners of the Product(s) into consideration in determining, composing or calculating the Barclays Indices.

BARCLAYS DOES NOT GUARANTEE AND SHALL HAVE NO LIABILITY TO THE OWNERS OF THE PRODUCT(S) OR TO THIRD PARTIES FOR THE QUALITY, ACCURACY AND/OR COMPLETENESS OF THE BARCLAYS INDICES, OR ANY DATA INCLUDED THEREIN OR FOR INTERRUPTIONS IN THE DELIVERY OF THE BARCLAYS INDICES. BARCLAYS MAKES NO EXPRESS OR IMPLIED WARRANTIES, AND HEREBY EXPRESSLY DISCLAIMS ALL WARRANTIES OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE WITH RESPECT TO THE INDICES, INCLUDING WITHOUT LIMITATION, THE BARCLAYS INDICES, OR ANY DATA INCLUDED THEREIN. WITHOUT LIMITING ANY OF THE FOREGOING, IN NO EVENT SHALL BARCLAYS HAVE ANY LIABILITY FOR ANY SPECIAL, PUNITIVE, INDIRECT, OR CONSEQUENTIAL DAMAGES (INCLUDING LOST PROFITS), EVEN IF NOTIFIED OF THE POSSIBILITY OF SUCH DAMAGES.

## Final Terms



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**BARCLAYS BANK PLC**

*(Incorporated with limited liability in England and Wales)*

**BARCLAYS CAPITAL (CAYMAN) LIMITED**

*(Incorporated with limited liability in the Cayman Islands)*

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**GLOBAL STRUCTURED SECURITIES PROGRAMME**

**for the issue of Securities**

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**BARCLAYS BANK PLC**

2,660,000 Open-ended Barclays Capital Q-BES Large Cap US Total Return Index Linked Tracker  
Certificates

under the Global Structured Securities Programme

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Issue Price: EUR 18.84 per Security

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This document constitutes the final terms of the Securities (the "Final Terms") described herein for the purposes of Article 5.4 of the Directive 2003/71/EC and is prepared in connection with the Global Structured Securities Programme established by Barclays Bank PLC (the "Bank") and Barclays Capital (Cayman) Limited ("BCCL") and is supplemental to and should be read in conjunction with the Base Prospectus dated 6 August 2010 as supplemented, amended, updated and/or restated from time to time, which constitutes a base prospectus (the "Base Prospectus") for the purpose of the Directive 2003/71/EC. Full information on the Issuer and the offer of the Securities is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing during normal business hours at the registered office of the Issuer and the specified office of the Issue and Paying Agent and copies may be obtained from such office. Words and expressions defined in the Base Prospectus and not defined in this document shall bear the same meanings when used herein.

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**Barclays Capital**

Final Terms dated 1 July 2011

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**Part A**  
**Terms and Conditions of the Securities**

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**Parties**

Issuer:	Barclays Bank PLC
Guarantor:	N/A
Manager:	Barclays Bank PLC
Determination Agent:	Barclays Bank PLC
Issue and Paying Agent:	Barclays Bank PLC
Stabilising Manager:	N/A
Registrar:	N/A
Crest Agent:	N/A
Paying Agent:	N/A
Transfer Agent:	N/A
Exchange Agent:	N/A
Additional Agents:	N/A

THE SECURITIES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE US SECURITIES ACT OF 1933, AS AMENDED (THE SECURITIES ACT) AND THE SECURITIES COMPRISE BEARER SECURITIES THAT ARE SUBJECT TO US TAX LAW REQUIREMENTS. SUBJECT TO CERTAIN EXCEPTIONS, THE SECURITIES MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, US PERSONS (AS DEFINED IN REGULATION S UNDER THE SECURITIES ACT ("REGULATION S")). THESE FINAL TERMS HAVE BEEN PREPARED BY THE ISSUER FOR USE IN CONNECTION WITH THE OFFER AND SALE OF THE SECURITIES OUTSIDE THE UNITED STATES TO NON-US PERSONS IN RELIANCE ON REGULATION S AND FOR LISTING OF THE SECURITIES ON THE RELEVANT STOCK EXCHANGE, IF ANY, AS STATED HEREIN. FOR A DESCRIPTION OF THESE AND CERTAIN FURTHER RESTRICTIONS ON OFFERS AND SALES OF THE SECURITIES AND DISTRIBUTION OF THESE FINAL TERMS AND THE BASE PROSPECTUS AND THE SUPPLEMENTAL PROSPECTUS SEE "PURCHASE AND SALE" IN THE BASE PROSPECTUS.

ANY UNITED STATES PERSON WHO HOLDS THIS OBLIGATION WILL BE SUBJECT TO LIMITATIONS UNDER THE UNITED STATES INCOME TAX LAWS, INCLUDING THE LIMITATIONS PROVIDED IN SECTIONS 165(j) AND 1287(a) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED.

### Provisions relating to the Securities

1	(i) Series:	BMFR-446
	(ii) Tranche:	1
2	Currency:	Euro (“EUR”) (the “Issue Currency”)
3	Notes:	N/A
4	Certificates:	Applicable
	(i) Number of Certificates:	2,660,000 Securities
	(ii) Calculation Amount per Security as at the Issue Date:	N/A
5	Form:	
	(i) Global/Definitive/Uncertificated and dematerialised:	Global Bearer Securities: Permanent Global Security
	(ii) NGN Form:	N/A
	(iii) Held under the NSS:	N/A
	(iv) CGN Form:	Applicable
	(v) CDIs:	N/A
6	Trade Date:	29 June 2011
7	Issue Date:	1 July 2011
8	Redemption Date:	Not applicable. The Securities are “Open-ended” and may be redeemed pursuant to the following Terms and Conditions:  (i) Put Option (ii) Call Option
9	Issue Price:	EUR 18.84 per Security, determined by reference to the price of the Reference Asset, being USD 269.16 at the Valuation Time on 27 June 2011
10	Relevant Stock Exchange(s):	NYSE Euronext Paris
11	The following Relevant Annex(es) shall apply to the Securities:	Barclays Capital Index Annex – Section 3 French Cleared Securities Annex

### Provisions relating to interest (if any) payable on the Securities

12	Interest:	N/A
13	Interest Amount:	N/A
14	Interest Rate:	

	(i) Fixed Rate:	N/A
	(ii) Floating Rate:	N/A
	(iii) Variable Rate:	N/A
	(iv) Zero Coupon:	N/A
	(v) Bond Linked Securities – Fixed Coupon:	N/A
	(vi) Bond Linked Securities – Pass Through Interest:	N/A
15	Screen Rate Determination:	N/A
16	ISDA Determination:	N/A
17	Margin:	N/A
18	Minimum/Maximum Interest Rate:	N/A
19	Interest Commencement Date:	N/A
20	Interest Determination Date:	N/A
21	Interest Calculation Periods:	N/A
22	Interest Payment Dates:	N/A
23	Day Count Fraction:	N/A
24	Fall back provisions, rounding provisions, denominator and any other terms relating to the method of calculating interest, if different from those set out in the Base Conditions:	N/A

**Provisions relating to Redemption**

25	Settlement Method:	(i) For the purposes of Condition 5.1 of the Base Conditions: N/A (ii) For the purposes of Condition 5.2 and 5.3 of the Base Conditions: Cash Settlement
26	Settlement Currency:	Issue Currency
27	Settlement Number:	As defined in Condition 24 of the Base Conditions
28	Terms relating to Cash Settled Securities:	
	(i) Final Cash Settlement Amount:	N/A
	(ii) Early Cash Settlement Amount:	As defined in Condition 24 of the Base Conditions
	(iii) Early Cash Redemption Date:	As defined in Condition 24 of the Base Conditions

29	Terms relating to Physically Delivered Securities:	N/A
30	Nominal Call Event:	N/A
31	Call Option:	Applicable
	(i) Cash Settled Securities:	Applicable
	(a) Optional Cash Settlement Amount:	In respect of each Security, a cash amount determined by the Determination Agent as follows:

Adjusted Valuation Price on the relevant Valuation Date multiplied by the Security Ratio and divided by the Exchange Rate

Where:

“Security Ratio” means in respect of each Security, 0.10.

“Adjusted Valuation Price” means:

(i) In respect of the Issue Date, the Valuation Price on the Issue Date.

(ii) In respect of any subsequent Scheduled Trading Day, an amount determined by the Determination Agent equal to:

$$AVP_R \times (VP_D / VP_R) \times (1 - MF_R \times d/365)$$

Where:

“AVP<sub>R</sub>” is the Adjusted Valuation Price in respect of the Reset Date immediately preceding such Scheduled Trading Day.

“VP<sub>D</sub>” is the Valuation Price in respect of such Scheduled Trading Day.

“VP<sub>R</sub>” is the Valuation Price in respect of the Reset Date immediately preceding such Scheduled Trading Day.

“MF<sub>R</sub>” is the Management Fee in respect of the Reset Date immediately preceding such Scheduled Trading Day.

“Management Fee” means a per annum rate

initially set at 0.50%, which may subsequently be amended by the Issuer on any Reset Date, subject to a maximum of the Maximum Management Fee.

“**Maximum Management Fee**” means a per annum rate equivalent to 2.00%.

“**Reset Date**” means each Scheduled Trading Day. The first Reset Date shall be the Issue Date.

“**d**” is the number of calendar days from, but excluding, the Reset Date immediately preceding such Scheduled Trading Day to, and including, such Scheduled Trading Day.

“**Exchange Rate**” means the prevailing exchange rate expressed as the number of units of the Reference Asset Currency equivalent to one unit of the Issue Currency, determined by the Determination Agent in its sole discretion.

“**Valuation Price**” means in respect of a Valuation Date and any relevant Scheduled Trading Day, the price of the Reference Asset at the Valuation Time on such day, as determined by the Determination Agent.

“**Valuation Date**” and “**Valuation Time**” has the meaning set out in Paragraph 43.

(b) Optional Cash Redemption Date 5<sup>th</sup> Business Day following the relevant Valuation Date

(ii) Physically Delivered Securities: N/A

(iii) Issuer Option Exercise Period: On any Scheduled Trading Day, from and including the fifth Scheduled Trading Day following the Issue Date (the “**Call Option Exercise Date**”)

(iv) Issuer Notice Period: Not less than 5 Business Days prior to a Call Option Exercise Date

32 Put Option: Applicable

(i) Cash Settled Securities: Applicable

(a) Optional Cash Settlement Amount: In respect of each Security, a cash amount determined by the Determination Agent as follows:



Adjusted Valuation Price on the relevant Valuation Date multiplied by the Security Ratio and divided by the Exchange Rate

Where:

“**Security Ratio**” means in respect of each Security, 0.10.

“**Adjusted Valuation Price**” means:

(i) In respect of the Issue Date, the Valuation Price on the Issue Date.

(ii) In respect of any subsequent Scheduled Trading Day, an amount determined by the Determination Agent equal to:

$$AVP_R \times (VP_D / VP_R) \times (1 - MF_R \times d/365)$$

Where:

“**AVP<sub>R</sub>**” is the Adjusted Valuation Price in respect of the Reset Date immediately preceding such Scheduled Trading Day.

“**VP<sub>D</sub>**” is the Valuation Price in respect of such Scheduled Trading Day.

“**VP<sub>R</sub>**” is the Valuation Price in respect of the Reset Date immediately preceding such Scheduled Trading Day.

“**MF<sub>R</sub>**” is the Management Fee in respect of the Reset Date immediately preceding such Scheduled Trading Day.

“**Management Fee**” means a per annum rate initially set at 0.50%, which may subsequently be amended by the Issuer on any Reset Date, subject to a maximum of the Maximum Management Fee.

“**Maximum Management Fee**” means a per annum rate equivalent to 2.00%.

“**Reset Date**” means each Scheduled Trading Day. The first Reset Date shall be the Issue Date.

“d” is the number of calendar days from, but excluding, the Reset Date immediately preceding such Scheduled Trading Day to, and including, such Scheduled Trading Day.

"Exchange Rate" means the prevailing exchange rate expressed as the number of units of the Reference Asset Currency equivalent to one unit of the Issue Currency, determined by the Determination Agent in its sole discretion.

“Valuation Price” means in respect of a Valuation Date and any relevant Scheduled Trading Day, the price of the Reference Asset at the Valuation Time on such day, as determined by the Determination Agent.

“Valuation Date” and “Valuation Time” has the meaning set out in Paragraph 43.

(b)	Optional Cash Redemption Date(s):	5 <sup>th</sup> Business Day following the relevant Valuation Date
(ii)	Physically Delivered Securities:	N/A
(iii)	Put Option Exercise Period:	The last Scheduled Trading Day of July in each year from, and including July 2012 (each, the “Put Option Exercise Date”)
(iv)	Put Notice Period:	Not less than 5 Business Days prior to a Put Option Exercise Date
33	Specified Early Redemption Event:	N/A
34	Maximum and Minimum Redemption Requirements:	N/A
35	Additional Disruption Events in addition to those specified in Condition 24 of the Base Conditions and any applicable Relevant Annex:	
(i)	Affected Jurisdiction Hedging Disruption:	N/A
(ii)	Affected Jurisdiction Increased Cost of Hedging:	N/A
(iii)	Affected Jurisdiction:	N/A
(iv)	Other Additional Disruption Events:	N/A
(v)	The following shall not constitute	N/A

Additional Disruption Events:

36	Share Linked Securities:	N/A
37	Index Linked Securities:	N/A
38	Inflation Linked Securities:	N/A
39	FX Linked Securities:	N/A
40	Credit Linked Securities:	N/A
41	Commodity Linked Securities:	N/A
42	Bond Linked Securities:	N/A
43	Proprietary Index Linked Securities :	Applicable. The below index is a Barclays Capital Index as defined in Section 3 of the Barclays Capital Index Annex.

(i) Proprietary Index:

Barclays Capital Index	Barclays Capital Q-BES Large Cap US Total Return Index Provided that the Reference Asset represents a notional investment in such index with a notional investment size of 1 USD per index point.
Reference Asset Currency	United States Dollars (“USD”)
Bloomberg Ticker (for identification purposes only)	BXIIQUTR Index
Reuters Code (for identification purposes only)	N/A
Exchange	As described in the Barclays Capital Index Annex
Related Exchange	As described in the Barclays Capital Index

	Annex
Component Fallback	N/A
Barclays Capital Index Disruption	N/A
Index Sponsor	As stated in Section 3 of the Barclays Capital Index Annex

(ii)	Participation:	N/A
(iii)	Strike Date:	N/A
(iv)	Index Components:	N/A
	(a) Share(s) (each a “Reference Asset”):	N/A
	(b) Index/Indices (each a “Reference Asset”):	N/A
	(c) Commodity Index (each a “Reference Asset”):	N/A
	(d) Bonds:	N/A
	(e) Cash:	N/A
	(f) Other components:	N/A
(v)	Valuation Date(s):	(i) In respect of a Call Option, the Call Option Exercise Date (ii) In respect of a Put Option, the Put Option Exercise Date (iii) Each Scheduled Trading Day
(vi)	Valuation Time:	The time at which the official closing level of the Index is calculated and published by the Index Sponsor
(vii)	Averaging Date(s):	N/A
44	Mutual Fund Linked Securities:	N/A
<b>Provisions relating to Settlement</b>		
45	Minimum Settlement Amount:	N/A
46	Settlement in respect of VP Notes, APK Registered Securities, Dutch Securities, Italian Securities, Swedish Registered Securities, VPS Registered Securities or Spanish Securities:	N/A
47	Additional provisions relating to Taxes and	N/A

Settlement Expenses:

### Definitions

- |    |                                |                                   |
|----|--------------------------------|-----------------------------------|
| 48 | Business Day:                  | As defined in the Base Prospectus |
| 49 | Additional Business Centre(s): | London and TARGET                 |

### Selling restrictions and provisions relating to certification

- |    |                              |                                                                                                                                                           |
|----|------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------|
| 50 | Non-US Selling Restrictions: | Investors are bound by the selling restrictions of the relevant jurisdiction(s) in which the Securities are to be sold as set out in the Base Prospectus. |
|----|------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------|

In addition to those described in the Base Prospectus, no action has been made or will be taken by the Issuer that would permit a public offering of the Securities or possession or distribution of any offering material in relation to the Securities in any jurisdiction (save for France) where action for that purpose is required. Each purchaser or distributor of the Securities represents and agrees that it will not purchase, offer, sell, re-sell or deliver the Securities or, have in its possession or distribute, the Base Prospectus, any other offering material or any Final Terms, in any jurisdiction except in compliance with the applicable laws and regulations of such jurisdiction and in a manner that will not impose any obligation on the Issuer or Manager (as the case may be) and the Determination Agent.

- |    |                             |     |
|----|-----------------------------|-----|
| 51 | Applicable TEFRA exemption: | N/A |
|----|-----------------------------|-----|

### General

- |    |                                                                                |                                                                                                                                |
|----|--------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|
| 52 | Business Day Convention:                                                       | Following                                                                                                                      |
| 53 | Relevant Clearing System(s):                                                   | Euroclear France S.A.                                                                                                          |
| 54 | If syndicated, names of Managers:                                              | N/A                                                                                                                            |
| 55 | Details relating to Partly Paid Securities:                                    | N/A                                                                                                                            |
| 56 | Relevant securities codes:                                                     | ISIN: FR0011074129                                                                                                             |
| 57 | Modifications to the Master Subscription Agreement and/or Agency Agreement:    | N/A                                                                                                                            |
| 58 | Additional Conditions and/or modification to the Conditions of the Securities: | In respect of Part C of Section 3 of the Barclays Capital Index Annex; Component Fallback shall be not applicable and Barclays |

Capital Index Disruption shall be not applicable.

**Part B**  
**Other Information**

**1 LISTING AND ADMISSION TO TRADING**

- |       |                                                             |                                                                                                                                                                          |
|-------|-------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (i)   | Listing:                                                    | NYSE Euronext Paris                                                                                                                                                      |
| (ii)  | Admission to trading:                                       | Application has been made by the Issuer (or on its behalf) for the Securities to be admitted to trading on NYSE Euronext Paris with effect from or about the Issue Date. |
| (iii) | Estimate of total expenses related to admission to trading: | Up to a maximum of EUR 350 upfront and EUR 1.75 daily                                                                                                                    |

**2 RATINGS**

Ratings: The Securities have not been individually rated.

**3 NOTIFICATION**

The Financial Services Authority of the United Kingdom has provided the competent authority in France with a certificate of approval attesting that the Base Prospectus has been drawn up in accordance with the Prospectus Directive.

**4 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE OFFER**

Save as discussed in "Purchase and Sale", so far as the Issuer is aware, no person involved in the offer of the Securities has an interest material to the offer.

**5 REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**

- |       |                           |                                                       |
|-------|---------------------------|-------------------------------------------------------|
| (i)   | Reasons for the offer:    | General funding                                       |
| (ii)  | Estimated net proceeds:   | EUR 50,112,783.93                                     |
| (iii) | Estimated total expenses: | Up to a maximum of EUR 350 upfront and EUR 1.75 daily |

**6 FIXED RATE SECURITIES ONLY – YIELD**

Indication of yield: N/A

**7 FLOATING RATE SECURITIES ONLY – HISTORIC INTEREST RATES**

N/A

**8 PERFORMANCE OF REFERENCE ASSET(S) OR OTHER VARIABLE, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE REFERENCE ASSET(S) AND/OR OTHER UNDERLYING**

Details of the historic performance of the Reference Asset can be obtained from various internationally recognised published or electronically available news sources, for example, Bloomberg: BXIIQUTR Index.

Investors should note that historical performance should not be taken as an indication of future performance of the Reference Asset. The Issuer makes no representation whatsoever, whether

expressly or impliedly, as to the future performance of the Reference Asset. The Issuer does not intend to provide post-issuance information.

Investors should form their own views on the merits of an investment related to the Reference Asset based on their own investigation thereof.

The description below represents a summary only of some of the features of the investment product described in this Final Terms. It does not purport to be an exhaustive description.

The product is issued as open-ended Certificates in EUR and aims to track the price performance of the Reference Asset. The Certificates are redeemable annually by investors and daily by the Issuer in accordance with the terms set out above. The amount payable on redemption of the Certificates is determined by reference to the price of the Reference Asset on the Valuation Date taking into account the accumulated management fee, the Security Ratio and the prevailing Exchange Rate. As a result, an investor in these Certificates is exposed to fluctuations in both the price of the Reference Asset and the Exchange Rate.

Investors should note that fees and costs (“Index Charges”) are charged by the Index Sponsor for the management of the Index. The Index Charges are taken into account in the calculation of the Index by the Index Sponsor and the Index is published net of these charges. The Index Charges are in addition to the Management Fee of the Certificate and are set out in the **Appendix titled “Index Fees and Costs”** below. Such Index Charges are subject to change in accordance with the index rules as published by the Index Sponsor. The index rules are available upon request from the Issuer by contacting: 0 810 302 302 or [info@bmarkets.fr](mailto:info@bmarkets.fr).

## **9 PERFORMANCE OF RATE[S] OF EXCHANGE AND EXPLANATION OF EFFECT ON VALUE OF INVESTMENT**

N/A

## **10 OPERATIONAL INFORMATION**

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking Société Anonyme (together with their addresses) and the relevant identification number(s): Euroclear France S.A.

Delivery: Delivery against payment

Names and addresses of additional Paying Agents(s) (if any): N/A

Intended to be held in a manner which would allow Eurosystem eligibility: No

## **11 OFFER INFORMATION**

The Issuer may pay distribution fees to intermediaries. Investors who have purchased Securities through an intermediary may request details of any payments from such intermediary.



## Appendix

### Index Fees and Costs

Index Management Fee		A fee, equivalent at the Issue Date to 1.00% per annum, determined in respect of the prevailing index value and deducted from it on a daily basis by the Index Sponsor.
Index Execution Cost	Execution	A charge applied to the index value in respect of costs that may be incurred in implementing the rebalancing of index components. The Index Execution Cost shall be equivalent at the Issue Date to 0.18% per annum, determined in respect of the prevailing index value and deducted from it on a daily basis by the Index Sponsor.
Index Shorting Cost	Shorting	A charge applied to the index value in respect of costs that may be incurred in shorting the S&P 500 Total Return Index. The Index Shorting Cost shall be equivalent at the Issue Date to a per annum rate of 0.15% multiplied by the proportion of index portfolio which is in the form of shares, determined in respect of the prevailing index value and deducted from it on a daily basis by the Index Sponsor.

The levels of each of: the Index Management Fee; the Index Execution Cost; and the Index Shorting Cost are subject to change at the discretion of the Index Sponsor. Further details are described in the index rules.

### **Index Disclaimer**

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