**Information Circular 10-005**

**Date:** January 19, 2010

**Re:** **Barclays Bank PCL ETNs**

Pursuant to Rule 14.1(c)(2) of the Rules of BATS Exchange, Inc. (the "Exchange"), this Information Circular is being issued to advise you that the following securities have been approved for trading on the Exchange as UTP Derivative Securities pursuant to Chapter XIV of the Exchange's Rules.

| **Security ("Notes")** | **Symbol** |
|---|---|
| Barclays Long B Leveraged S&P 500 Total Return ETN | BXUB |
| Barclays Long C Leveraged S&P 500 Total Return ETN | BXUC |
| Barclays Short B Leveraged S&P 500 Total Return ETN | BXDB |
| Barclays Short C Leveraged S&P 500 Total Return ETN | BXDC |
| Barclays Short D Leveraged S&P 500 Total Return ETN | BXDD |

**Commencement of Trading on the Exchange:** January 20, 2009

**Issuer/Trust:** Barclays Bank PLC.

**Issuer Website:** http://www.barclays.com

**Primary Listing Exchange:** NYSE Arca

**Primary Exchange Circular:** RB-08-168 through 172 (November 18, 2009)

**Registration Statement:** No. 333-145845

The purpose of this information circular is to outline various rules and policies that will be applicable to trading in this new product on the Exchange, as well as to provide certain characteristics and features of the Notes.

## Background Information on the Notes

Barclays Bank PLC (the "Issuer") has issued Leveraged Exchange Traded Notes (each a "Note" and collectively, the "Notes") linked to the S&P 500 Index (the "Index"). BXUB and BXDD were priced at $50 each; BXDC was priced at $66.67; and BXUC and BXDB were priced at $100 each. All the Notes mature in 2014.

The Notes do not pay any interest during their term and do not guarantee any return of principal at maturity or upon redemption. Unless a stop loss termination event (as defined in the prospectus) occurs, investors will receive a cash payment at maturity or upon redemption based on a leveraged participation in the performance of the Index, less the accrued financing charges (calculated as described below) applied by the Issuer.

BXUB seeks to approximate the returns that might be available to investors through a leveraged “long” investment in the equity securities underlying the Index. A leveraged “long” investment strategy involves the practice of borrowing money from a third party lender at an agreed-upon rate of interest and using the borrowed money together with investor capital to purchase assets (e.g., equity securities). A leveraged long investment strategy terminates with the sale of the underlying assets and repayment of the third party lender, provided that the proceeds of the sale of underlying assets are sufficient to repay the loan. By implementing a leveraged strategy, the leveraged investor seeks to benefit from an anticipated increase in the value of the assets between the purchase and sale of such assets, and assumes that the increase in value of the underlying assets will exceed the cumulative interest due to the third party lender over the term of the loan. A leveraged investor will incur a loss if the value of the assets does not increase sufficiently to cover payment of the interest. In order to seek to replicate a leveraged “long” investment strategy in the equity securities underlying the Index, BXUB provides that each $50 invested by investors on the initial valuation date is leveraged through a notional loan of $100 on the initial valuation date. Investors are thus considered to have notionally borrowed $100, which, together with the $50 invested, represents a notional investment of $150 in the equity securities underlying the Index on the initial valuation date.

During the term of BXUB, the leveraged portion of the notional investment, $100, accrues financing charges for the benefit of the Issuer referred to as “accrued financing charges”, which seek to represent the amount of interest that leveraged investors might incur if they sought to borrow funds at a similar rate from a third party lender. Upon maturity or redemption, the investment in the equity securities underlying the Index is notionally sold at the then current values of the equity securities, and the investor then notionally repays the Issuer an amount equal to the principal of the notional loan plus accrued interest. The payment at maturity or redemption, therefore, generally represents the profit or loss that the investor would receive by applying a leveraged “long” investment strategy, after taking into account, and making assumptions for, the accrued financing charges that are commonly present in such leveraged “long” investment strategies. In order to mitigate the risk to the Issuer that the value of the equity securities underlying the Index is not sufficient to repay the principal and accrued financing charges of the notional loan, an automatic early termination of BXUB is provided for under “stop-loss” provisions in the prospectus.

BXUC seeks to approximate the returns that might be available to investors through a leveraged “long” investment in the equity securities underlying the Index. A leveraged “long” investment strategy involves the practice of borrowing money from a third party lender at an agreed-upon rate of interest and using the borrowed money together with investor capital to purchase assets (e.g., equity securities). A leveraged long investment strategy terminates with the sale of the underlying assets and repayment of the third party lender, provided that the proceeds of the sale of underlying assets are sufficient to repay the loan. By implementing a leveraged strategy, the leveraged investor seeks to benefit from an anticipated increase in the value of the assets between the purchase and sale of such assets, and assumes that the increase in value of the underlying assets will exceed the cumulative interest due to the third party lender over the term of the loan. A leveraged investor will incur a loss if the value of the assets does not increase sufficiently to cover payment of the interest. In order to seek to replicate a leveraged “long” investment strategy in the equity securities underlying the Index, BXUC provides that each $100 invested by investors on the initial valuation date is leveraged through a notional loan of $100 on the initial valuation date. Investors are thus considered to have notionally borrowed $100, which, together with the $100 invested, represents a notional investment of $200 in the equity securities underlying the Index on the initial valuation date.

During the term of BXUC, the leveraged portion of the notional investment, $100, accrues financing charges for the benefit of the Issuer referred to as “accrued financing charges”, which seek to represent the amount of interest that leveraged investors might incur if they sought to borrow funds at a similar rate from a third party lender. Upon maturity or redemption, the investment in the equity securities underlying the Index is notionally sold at the then current values of the equity securities, and the investor then notionally repays the Issuer an amount equal to the principal of the notional loan plus accrued interest. The payment at maturity or redemption, therefore, generally represents the profit or loss that the investor would receive by applying a leveraged “long” investment strategy, after taking into account, and making assumptions for, the accrued financing charges that are commonly present in such leveraged "long" investment strategies. In order to mitigate the risk to the Issuer that the value of the equity securities underlying the Index is not sufficient to repay the principal and accrued financing charges of the notional loan, an automatic early termination of BXUC is provided for under "stop-loss" provisions in the prospectus.

BXDB seeks to approximate the returns that might be available to investors through leveraged short sales of the equity securities underlying the Index. Short selling is the practice of selling assets (e.g., equity securities) that have been borrowed from a third party lender with the intention of buying identical assets back at a later date to return to such lender. By doing so, the short seller seeks to benefit from an anticipated decline in the value of the assets between the sale and the repurchase, as the short seller would pay less to repurchase the assets than he had originally received on selling the borrowed assets.

Conversely, a short seller will incur a loss if the value of the assets rises between the sale and the repurchase. In order to seek to replicate this short-selling strategy, BXDB provides that each $100 invested by the investors is leveraged through an amount of $100 worth of equity securities underlying the Index. Investors are thus considered to have notionally borrowed $100 worth of equity securities underlying the Index from the Issuer and to have notionally sold such equity securities on the initial valuation date, which, together with the $100 invested, represents a notional investment of $200 in cash on the initial valuation date referred to as the "T-Bill amount". During the term of BXDB, the T-Bill amount accrues interest for the benefit of the investor at an amount referred to as the "accrued interest", which seeks to represent an amount of interest that short-selling investors might receive if they were to invest the proceeds of the sale of equity securities into an interest-bearing bank account. Over the same term of BXDB, the T-Bill amount is reduced by an amount of fees for the benefit of the Issuer, which seeks to represent the fees that a stock lender may charge a short-selling investor for lending the equity securities underlying the Index. However, as the accrued fees are calculated on the basis of the T-Bill amount (as opposed to solely on the $100 worth of equity securities notionally lent), such fees accrue, in part, on the component of the T-Bill amount that represents a short-seller's own cash investment. Upon maturity or redemption, the equity securities underlying the Index are then notionally repurchased by investors at their then current value using the notional cash represented by the T-Bill amount and such borrowed equity securities are notionally delivered back to the Issuer. The payment at maturity or redemption, therefore, generally represents the profit or loss that the investor would receive by applying a short-selling strategy, after taking into account, and making assumptions for, accrued interest and accrued fees that are commonly present in such short selling strategies. In order to mitigate the risk to the Issuer that the value of BXDB equals a negative value, an automatic early termination of BXDB is provided for under "stop-loss" provisions in the prospectus.

BXDC seeks to approximate the returns that might be available to investors through leveraged short sales of the equity securities underlying the Index. Short selling is the practice of selling assets (e.g., equity securities) that have been borrowed from a third party lender with the intention of buying identical assets back at a later date to return to such lender. By doing so, the short seller seeks to benefit from an anticipated decline in the value of the assets between the sale and the repurchase, as the short seller would pay less to repurchase the assets than he had originally received on selling the borrowed assets.

Conversely, a short seller will incur a loss if the value of the assets rises between the sale and the repurchase. In order to seek to replicate this short-selling strategy, BXDC provides that each $66.67 invested by the investors is leveraged through an amount of $133.34 worth of equity securities underlying the Index. Investors are thus considered to have notionally borrowed $133.34 worth of equity securities underlying the Index from the Issuer and to have notionally sold such equity securities on the initial valuation date, which, together with the $66.67 invested, represents a notional investment of $200.01 in cash on the initial valuation date referred to as the "T-Bill amount". During the term of BXDC, the T-Bill amount accrues interest for the benefit of the investor at an amount referred to as the "accrued interest", which seeks to represent an amount of interest that short-selling investors might receive if they were to invest the proceeds of the sale of equity securities into an interest bearing bank account. Over the same term of BXDC, the T-Bill amount is reduced by an amount of fees for the benefit of the Issuer, which seeks to represent the fees that a stock lender may charge a short-selling investor for lending the equity securities underlying the Index. However, as the accrued fees are calculated on the basis of the T-Bill amount (as opposed to solely on the $133.34 worth of equity securities notionally lent), such fees accrue, in part, on the component of the T-Bill amount that represents a short-seller's own cash investment. Upon maturity or redemption, the equity securities underlying the Index are then notionally repurchased by investors at their then current value using the notional cash represented by the T-Bill amount and such borrowed equity securities are notionally delivered back to the Issuer. The payment at maturity or redemption, therefore, generally represents the profit or loss that the investor would receive by applying a short-selling strategy, after taking into account, and making assumptions for, accrued interest and accrued fees that are commonly present in such short-selling strategies. In order to mitigate the risk to the Issuer that the value of BXDC equals a negative value, an automatic early termination of BXDC is provided for under "stop-loss" provisions in the prospectus.

BXDD seeks to approximate the returns that might be available to investors through leveraged short sales of the equity securities underlying the Index. Short selling is the practice of selling assets (e.g., equity securities) that have been borrowed from a third party lender with the intention of buying identical assets back at a later date to return to such lender. By doing so, the short seller seeks to benefit from an anticipated decline in the value of the assets between the sale and the repurchase, as the short seller would pay less to repurchase the assets than he had originally received on selling the borrowed assets.

Conversely, a short seller will incur a loss if the value of the assets rises between the sale and the repurchase. In order to seek to replicate this short-selling strategy, BXDD provides that each $50 invested by the investors is leveraged through an amount of $150 worth of equity securities underlying the Index. Investors are thus considered to have notionally borrowed $150 worth of equity securities underlying the Index from the Issuer and to have notionally sold such equity securities on the initial valuation date, which, together with the $50 invested, represents a notional investment of $200 in cash on the initial valuation date referred to as the "T-Bill amount". During the term of your Securities, the T-Bill amount accrues interest for the benefit of the investor at an amount referred to as the "accrued interest", which seeks to represent an amount of interest that short-selling investors might receive if they were to invest the proceeds of the sale of equity securities into an interest-bearing bank account.

Over the same term of BXDD, the T-Bill amount is reduced by an amount of fees for the benefit of the Issuer, which seeks to represent the fees that a stock lender may charge a short-selling investor for lending the equity securities underlying the Index. However, as the accrued fees are calculated on the basis of the T-Bill amount (as opposed to solely on the $150 worth of equity securities notionally lent), such fees accrue, in part, on the component of the T-Bill amount that represents a short-seller's own cash investment. Upon maturity or redemption, the equity securities underlying the Index are then notionally repurchased by investors at their then current value using the notional cash represented by the T-Bill amount and such borrowed equity securities are notionally delivered back to the Issuer. The payment at maturity or redemption, therefore, generally represents the profit or loss that the investor would receive by applying a short-selling strategy, after taking into account, and making assumptions for, accrued interest and accrued fees that are commonly present in such short selling strategies. In order to mitigate the risk to the Issuer that the value of BXDD equals a negative value, an automatic early termination of BXDD is provided for under "stop-loss" provisions in the prospectus.

Please see the prospectus for each of the Notes for more details regarding the calculations and details regarding the Index.

It is expected that the market value of the Notes will depend substantially on the value of the Index and may be affected by a number of other interrelated factors including, among other things: the general level of interest rates, the volatility of the Index, the time remaining to maturity, the dividend yield of the stocks comprising the Index, and the credit ratings of the Issuer.

**Exchange Rules Applicable to Trading in the Notes**

Trading in the Notes on BATS is subject to BATS equity trading rules.

## Trading Hours

The Notes will trade on BATS between 8:00 a.m. and 4:00 p.m. ET.

Please note that trading in the Notes during the Exchange's pre-opening session may result in additional trading risks which include: (1) that the current underlying indicative value may not be updated during the pre-opening session, (2) the indicative value may not be updated during the pre-opening session, (3) lower liquidity in the pre-opening session may impact pricing, (4) higher volatility in the pre-opening session may impact pricing, (5) wider spreads may occur in the pre-opening session, and (6) because the indicative value is not calculated or widely disseminated during the pre-opening session, an investor who is unable to calculate an implied value for the Notes in that session may be at a disadvantage to market professionals.

## Suitability

Trading in the securities on BATS will be subject to the provisions of Exchange Rule 3.7. Members recommending transactions in the securities to customers should make a determination that the recommendation is suitable for the customer. Members should adopt appropriate procedures for the opening and maintaining of accounts, including the maintaining of records prescribed by any applicable regulatory organization and by the rules and regulations of the Commission.

## Trading Halts

BATS will halt trading in the shares of a security in accordance with BATS Rule 14.1(c)(4). The grounds for a halt under BATS Rule 14.1(c)(4) include a halt by the primary market because the intraday indicative value of the security and/or the value of its underlying index are not being disseminated as required, or a halt for other regulatory reasons. In addition, BATS will stop trading the shares of a security if the primary market de-lists the security.

**This Information Circular is not a statutory prospectus. BATS Members should consult the prospectus for a security and the security's website for relevant information.**

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