



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

June 6, 2007

DIVISION OF  
CORPORATION FINANCE

Mr. Robert Knuts  
Allen & Overy LLP  
1221 Avenue of the Americas  
New York, NY 10020

Re: **In the Matter of Barclays Bank PLC (HO-9929) – Waiver Request of  
Ineligible Issuer Status under Rule 405 of the Securities Act**

Dear Mr. Knuts:

This is in response to your letter dated March 30, 2007, and your supplemental letter dated May 24, 2007, written on behalf of your clients Barclays PLC (Company) and its subsidiary Barclays Bank PLC (Barclays Bank) and constituting an application for relief from the Company and Barclays Bank both being considered “ineligible issuers” under Rule 405(1)(vi) of the Securities Act of 1933 (Securities Act) arising from the settlement of a civil injunctive proceeding with the Commission. On May 30, 2007, the Commission filed a complaint in the United States District Court for the Southern District of New York alleging that Barclays Bank violated, among other things, Sections 17(a) of the Securities Act and Section 10(b) and Rule 10b-5 of the Securities Exchange Act of 1934 (Exchange Act). Barclays Bank filed a consent in which it agreed, without admitting or denying the allegations of the Commission’s Complaint, to the entry of a Final Judgment against it. Among other things, the Final Judgment as entered on June 6, 2007, permanently enjoins Barclays Bank from violating Section 17(a) of the Securities Act and Section 10(b) and Rule 10b-5 of the Exchange Act.

Based on the facts and representations in your letter, and assuming Barclays Bank and the Company comply with the Final Judgment, the Commission, pursuant to delegated authority has determined that the Company and Barclays Bank have made a showing of good cause under Rule 405(2) and that the Company and Barclays Bank will not be considered ineligible issuers by reason of the entry of the Final Judgment. Accordingly, the relief described above from the Company and Barclays Bank being ineligible issuers under Rule 405 of the Securities Act is hereby granted. Any different facts than as represented or non-compliance with the Final Judgment might require us to reach a different conclusion.

Sincerely,

A handwritten signature in blue ink that reads "Mary Kosterlitz".

Mary Kosterlitz  
Chief, Office of Enforcement Liaison  
Division of Corporation Finance

**Allen & Overy LLP**

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May 24, 2007

**VIA EMAIL and OVERNIGHT DELIVERY**

Mary Kosterlitz, Esq.  
Chief of the Office of Enforcement Liaison  
Division of Corporation Finance  
Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Our ref 12018-01363 NY:2296773.1

**Re: In the Matter of Barclays Bank PLC (File No. HO-09929)**

Dear Ms. Kosterlitz:

We are writing on behalf of our clients, Barclays PLC and Barclays Bank PLC.

As we discussed by telephone earlier this week, this letter supplements the letter dated March 30, 2007 in which we requested, pursuant to amended Rule 405 under the Securities Act of 1933 (the "Securities Act"), that the Division of Corporation Finance, on behalf of the Commission, determine that Barclays Bank PLC shall not be considered an "ineligible issuer" as defined in Rule 405 as a result of a final judgment that will be entered against Barclays Bank PLC, pursuant to a settlement with the Commission, in which Barclays Bank PLC will become the subject of an injunction against violations of the anti-fraud provisions of the Federal securities laws (the "Order"). In our March 30, 2007 letter, we requested that this determination be made effective upon entry of the Order.

By this letter, we request that the Division of Corporation Finance, on behalf of the Commission, make that same determination with respect to Barclays PLC for the same reasons set forth in the March 30, 2007 letter.

Discussion

As described in the March 30<sup>th</sup> letter, Barclays PLC and Barclays Bank PLC are public limited companies incorporated in England and Wales, with registered offices in England and Wales. Barclays PLC and Barclays Bank PLC jointly filed annual reports with the Commission on Form 20-F. Barclays Bank PLC is a subsidiary of Barclays PLC.

Rule 405 defines "ineligible issuer" to include any issuer of securities with respect to which the following is true: "Within the past three years..., the issuer or any entity that at the time was a subsidiary of the issuer was made the subject of any...judicial...order arising out of a governmental action that...[r]equires that the person cease and desist from violating the anti-fraud provisions of the federal securities laws." Paragraph (2) of the definition provides that an issuer "shall not be an ineligible issuer if the Commission determines, upon a showing of good cause, that it is not necessary under the circumstances that the issuer be considered an ineligible issuer." The Commission has delegated authority to the Division of Corporation Finance to grant waivers from any of the ineligibility provisions of this definition.<sup>1</sup>

The Order might be deemed to be a judicial order against a subsidiary of an issuer of the kind that would cause Barclays PLC to become an "ineligible issuer" for the three year period after the Order is entered against Barclays Bank PLC. For Barclays PLC, the shelf registration process provides an important means of access to the U.S. capital markets, and these markets are an important source of funding for the company's global operations. Consequently, automatic shelf registration and the other benefits available to a well-known seasoned issuer will be significant for Barclays PLC.

As described above, Rule 405 authorizes the Commission to determine that a company shall not be an ineligible issuer, notwithstanding the fact that the company becomes subject to an otherwise disqualifying order. For the same reasons described in our March 30, 2007 letter with respect to Barclays Bank PLC, we believe that there is good cause, in this case, for the Commission to make a determination that Barclays PLC should not be deemed to be an "ineligible issuer" as a result of the Order against Barclays Bank PLC.

In light of the foregoing, we believe that disqualification of Barclays PLC as an ineligible issuer is not necessary under the circumstances, either in the public interest or for the protection of investors, and that Barclays PLC has shown good cause for the requested relief to be granted. Accordingly, we respectfully request that the Division of Corporation Finance, on behalf of the Commission and pursuant to Rule 405, determine that neither Barclays PLC nor Barclays Bank PLC is an "ineligible issuer" within the meaning of Rule 405 as a result of the Order. We request that this determination be made for all purposes of the definition of "ineligible issuer," however it may now or hereafter be used under the federal securities laws and the rules thereunder.

If you have any questions regarding this request, please contact the undersigned at (212) 610-6321.

Very truly yours,



Robert Knuts

cc: Frederic D. Firestone, Esq.  
Moiria T. Roberts, Esq.  
Daniel J. Juceam, Esq.  
(via electronic delivery only)

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<sup>1</sup> See 17 C.F.R. § 200.30-1. See also note 215 in Release No. 33-8591 (July 19, 2005).

# ALLEN & OVERY

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March 30, 2007

**VIA OVERNIGHT DELIVERY**

Mary Kosterlitz, Esq.  
Chief of the Office of Enforcement Liaison  
Division of Corporation Finance  
Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Our ref 12018-01363 NY:2052485.1

**Re: In the Matter of Barclays Bank PLC (File No. HO-09929)**

Dear Ms. Kosterlitz:

We are writing on behalf of our client, Barclays Bank PLC ("Barclays"). Barclays has agreed to a proposed settlement of a federal court action to be commenced by the Securities and Exchange Commission (the "Commission"), arising out of the above-captioned investigation by the Division of Enforcement. The investigation relates to certain purchases and sales of debt securities by a Barclays proprietary trading desk during the 2002 – 2003 time period. The proposed settlement will result in a final judgment that includes an injunction against violations of the anti-fraud provisions of the federal securities laws (the "Order").

We hereby request, pursuant to amended Rule 405 under the Securities Act of 1933 (the "Securities Act"), that the Division of Corporation Finance, on behalf of the Commission, determine that Barclays shall not be considered an "ineligible issuer" as defined in Rule 405 as a result of the Order. We request that this determination be made effective upon entry of the Order. It is our understanding that the Division of Enforcement does not object to such determination.

**BACKGROUND**

Barclays PLC and Barclays Bank PLC are public limited companies incorporated in England and Wales, with registered offices in England and Wales. Through affiliates and subsidiaries, Barclays is a global provider of retail and business banking, investment banking, asset management, wealth management, and credit card services. Barclays PLC and Barclays Bank PLC jointly file annual reports with the Commission on Form 20-F.

During the relevant time period -- 2002-2003 -- Barclays operated a proprietary trading desk in New York that specialized in the purchase and sale of distressed debt securities, utilizing firm capital (the "Distressed Debt Desk"), and representatives of the Distressed Debt Desk served on certain creditors' committees that were formed in connection with various bankruptcy proceedings initiated in the United States. Regrettably, representatives of the Distressed Debt Desk purchased and sold securities issued by the same companies for which the same Distressed Debt Desk representatives served on official and *ad hoc* creditors' committees. When questions arose concerning this practice in the Summer of 2003, Barclays' then-recently-appointed Head of Compliance in the United States immediately prohibited all purchases and sales of securities involving issuers for which Barclays' representatives were serving on creditors' committees, regardless of whether or not Barclays had received material, nonpublic information concerning those issuers as a result of the committee memberships. Thereafter, Barclays enhanced its compliance programs concerning the Distressed Debt Desk. In a settlement agreement entered into with the United States Trustee for the United States Bankruptcy Court for the Southern District of New York in March 2004, it was acknowledged that Barclays' compliance program had been sufficiently strengthened and was reasonably designed to prevent any future violations by the Distressed Debt Desk. None of the persons who were directly responsible for the relevant purchases and sales of debt securities are currently employed by Barclays or any of its affiliates.

The Division of Enforcement's investigation into the trading activities of the Distressed Debt Desk commenced in April 2004 and has led to a proposed settlement with Barclays that we understand has been approved by the Commission. Under the proposed settlement, the Commission will file a federal court action against Barclays in which the Commission will allege that the purchases and sales of securities by the Distressed Debt Desk while serving on certain creditors' committees were made while in possession of material, nonpublic information and, therefore, violated the anti-fraud provisions of the federal securities laws. In the proposed settlement, Barclays will: (a) consent to an injunction against violations of the anti-fraud provisions of the federal securities laws; (b) disgorge \$3,971,736 and pay pre-judgment interest on that amount; and (c) pay a civil penalty in the amount of \$6 million.

## DISCUSSION

A company that qualifies as a "well-known seasoned issuer" as defined in Rule 405 will be eligible, among other things, to register securities for offer and sale under an "automatic shelf registration statement" and to participate in a streamlined registration process under the Securities Act. Companies that qualify as well-known seasoned issuers are entitled to conduct registered offerings more easily and with substantially fewer restrictions. Pursuant to Rule 405, however, a company cannot qualify as a well-known seasoned issuer if it is an "ineligible issuer." Similarly, Securities Act rules permit an issuer and other offering participants to communicate more freely during registered offerings by using free-writing prospectuses, but only if the issuer is not an "ineligible issuer."<sup>1</sup>

Rule 405 defines "ineligible issuer" to include any issuer of securities with respect to which the following is true: "Within the past three years..., the issuer or any entity that at the time was a subsidiary of the issuer was made the subject of any...judicial...order arising out of a governmental action that...[r]equires that the person cease and desist from violating the anti-fraud provisions of the federal securities laws." Paragraph (2) of the definition provides that an issuer "shall not be an ineligible issuer if the Commission determines, upon a showing of good cause, that it is not necessary under the circumstances that the issuer be considered an ineligible issuer." The Commission has delegated authority to the Division of Corporation Finance to grant waivers from any of the ineligibility provisions of this definition.<sup>2</sup>

The Order might be deemed to be a judicial order of the kind that would cause Barclays to become an "ineligible issuer" for the three year period after the Order is entered. For Barclays, the shelf registration

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<sup>1</sup> This request for relief is made for all purposes of the definition of "ineligible issuer" in Rule 405 -- *i.e.*, for whatever purpose the definition may now or hereafter be used under the federal securities laws, including SEC rules.

<sup>2</sup> See 17 C.F.R. § 200.30-1. See also note 215 in Release No. 33-8591 (July 19, 2005).

process provides an important means of access to the U.S. capital markets, and these markets are an important source of funding for the company's global operations. Consequently, automatic shelf registration and the other benefits available to a well-known seasoned issuer will be significant for Barclays.

As described above, Rule 405 authorizes the Commission to determine that a company shall not be an ineligible issuer, notwithstanding the fact that the company becomes subject to an otherwise disqualifying order. We believe that there is good cause, in this case, for the Commission to make a determination that Barclays should not be deemed to be an "ineligible issuer" as a result of the Order for the following reasons:

1. The factual bases for the Order concerns certain purchases or sales of debt securities by a single proprietary trading desk. The Order does not challenge Barclays' disclosures in its own filings with the Commission, nor does it allege any misconduct in connection with Barclays' offerings of securities. None of the persons employed by Barclays who are responsible for public disclosures and reporting by Barclays were responsible for the relevant purchases and sales of debt securities.

2. Disqualification of Barclays as an ineligible issuer would be unduly and disproportionately severe. The Order will require Barclays to pay a civil money penalty of \$6 million. Making Barclays an ineligible issuer would result in an additional penalty beyond what the Order requires.

3. Barclays has a strong record of compliance with the securities laws and cooperated with the Division of Enforcement's inquiry into this matter. As noted above, Barclays implemented policies and procedures designed to prevent recurrence of the conduct that is the subject of the Order. None of the persons directly responsible for purchasing or selling the relevant securities are currently employed at Barclays or any of its affiliates.

In light of the foregoing, we believe that disqualification of Barclays as an ineligible issuer is not necessary under the circumstances, either in the public interest or for the protection of investors, and that Barclays has shown good cause for the requested relief to be granted. Accordingly, we respectfully request that the Division of Corporation Finance, on behalf of the Commission and pursuant to Rule 405, determine that Barclays is not an "ineligible issuer" within the meaning of Rule 405 as a result of the Order. We request that this determination be made for all purposes of the definition of "ineligible issuer," however it may now or hereafter be used under the federal securities laws and the rules thereunder.

If you have any questions regarding this request, please contact the undersigned at (212) 610-6321.

Very truly yours,



Robert Knuts

cc: Frederic D. Firestone, Esq.  
Moira T. Roberts, Esq.  
Daniel J. Juceam, Esq.  
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