



**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Barclays Bank PLC

Business or Residence Address (Number and Street, City, State, Zip Code)

1Churchill Place, London E14 5HP

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Diamond, Robert E.

Business or Residence Address (Number and Street, City, State, Zip Code)

1Churchill Place, London E14 5HP

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Le Blanc, Robert

Business or Residence Address (Number and Street, City, State, Zip Code)

1Churchill Place, London E14 5HP

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Webb, Richard M.

Business or Residence Address (Number and Street, City, State, Zip Code)

Orchard House, Haymans Hill, Horsmonden, Kent TN12 8BX

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Feldberg, Chester B.

Business or Residence Address (Number and Street, City, State, Zip Code)

200 Park Avenue, New York, NY 10166

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Grossman, Blake R.

Business or Residence Address (Number and Street, City, State, Zip Code)

45 Fremont Street, San Francisco, CA 94105

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Bhagat, Rohit

Business or Residence Address (Number and Street, City, State, Zip Code)

45 Fremont Street, San Francisco, CA 94105

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

**B. INFORMATION ABOUT OFFERING**

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? .....  Yes  No  
 Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? ..... \$ 10,815.00  
*minimum exercise IS 1,000 Shares; assumes conversion rate of \$1.77 to GBP1*
3. Does the offering permit joint ownership of a single unit? .....  Yes  No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. *No Sales Commissions will be paid*

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

N/A

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....  All States

|    |    |    |    |    |    |    |    |    |    |    |    |    |
|----|----|----|----|----|----|----|----|----|----|----|----|----|
| AL | AK | AZ | AR | CA | CO | CT | DE | DC | FL | GA | HI | ID |
| IL | IN | IA | KS | KY | LA | ME | MD | MA | MI | MN | MS | MO |
| MT | NE | NV | NH | NJ | NM | NY | NC | ND | OH | OK | OR | PA |
| RI | SC | SD | TN | TX | UT | VT | VA | WA | WV | WI | WY | PR |

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....  All States

|    |    |    |    |    |    |    |    |    |    |    |    |    |
|----|----|----|----|----|----|----|----|----|----|----|----|----|
| AL | AK | AZ | AR | CA | CO | CT | DE | DC | FL | GA | HI | ID |
| IL | IN | IA | KS | KY | LA | ME | MD | MA | MI | MN | MS | MO |
| MT | NE | NV | NH | NJ | NM | NY | NC | ND | OH | OK | OR | PA |
| RI | SC | SD | TN | TX | UT | VT | VA | WA | WV | WI | WY | PR |

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....  All States

|    |    |    |    |    |    |    |    |    |    |    |    |    |
|----|----|----|----|----|----|----|----|----|----|----|----|----|
| AL | AK | AZ | AR | CA | CO | CT | DE | DC | FL | GA | HI | ID |
| IL | IN | IA | KS | KY | LA | ME | MD | MA | MI | MN | MS | MO |
| MT | NE | NV | NH | NJ | NM | NY | NC | ND | OH | OK | OR | PA |
| RI | SC | SD | TN | TX | UT | VT | VA | WA | WV | WI | WY | PR |

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box  and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

| Type of Security                                  | Aggregate Offering Price  | Amount Already Sold |
|---|---|---------------------|
| Debt .....  | \$ _____  | \$ _____            |
| Equity .....                                      | \$ _____  | \$ 138,398,717.00 * |
|   | <input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred<br><i>*See Attached Explanation</i> |                     |
| Convertible Securities (including warrants) ..... | \$ _____  | \$ _____            |
| Partnership Interests .....                       | \$ _____  | \$ _____            |
| Other (Specify _____) .....                       | \$ _____  | \$ _____            |
| Total .....                                       | \$ 0.00   | \$ 138,398,717.00   |

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

|   | Number Investors | Aggregate Dollar Amount of Purchases |
|---|------------------|--------------------------------------|
| Accredited Investors .....                    | 32               | \$ _____                             |
| Non-accredited Investors .....                | 0                | \$ _____                             |
| Total (for filings under Rule 504 only) ..... |                  | \$ _____                             |

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.

| Type of Offering   | Type of Security | Dollar Amount Sold |
|--------------------|------------------|--------------------|
| Rule 505 .....     | _____            | \$ _____           |
| Regulation A ..... | _____            | \$ _____           |
| Rule 504 .....     | _____            | \$ _____           |
| Total .....        |                  | \$ 0.00            |

4 a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

|  |                          |          |
|--|--------------------------|----------|
| Transfer Agent's Fees .....                                | <input type="checkbox"/> | \$ _____ |
| Printing and Engraving Costs .....                         | <input type="checkbox"/> | \$ _____ |
| Legal Fees .....   | <input type="checkbox"/> | \$ _____ |
| Accounting Fees .....                                      | <input type="checkbox"/> | \$ _____ |
| Engineering Fees .....                                     | <input type="checkbox"/> | \$ _____ |
| Sales Commissions (specify finders' fees separately) ..... | <input type="checkbox"/> | \$ _____ |
| Other Expenses (identify) _____ .....                      | <input type="checkbox"/> | \$ _____ |
| Total .....  | <input type="checkbox"/> | \$ 0.00  |

Response to C.1.

**\*\* Sales are pursuant to an Equity Ownership Plan for key employees adopted by the Company in May 2000. At the beginning of the exercise window covered by this amendment, for Tranche 1, vested options over shares for US persons were 20,334 and for Tranche 2, vested options over shares for US persons were 219,079 and for Tranche 3, vested options over shares for US persons were 1,130,338 and for Tranche 4, vested options over shares for US persons were 44,332 and for Tranche 5, vested options over shares for US persons were 141,318.**

**Total options eligible to be exercised by US persons from Tranche 1, Tranche 2, Tranche 3, Tranche 4 and Tranche 5 was 1,555,401. As of November 9, 2005, the deemed exercise date covered by this amendment, no shares of Tranche 1 were purchased and 62,000 shares of Tranche 2 were purchased at GBP 8.98 per share (approximately \$15.89 per share assuming the conversion rate of \$1.77 to 1 pound sterling) and 193,668 shares of Tranche 3 were purchased at GBP 10.92 per share (approximately \$19.33 per share assuming the conversion rate above) and no shares of Tranche 4 were purchased and 21,331 shares of Tranche 5 were purchased at GBP 20.11 per share (approximately \$35.59 per share assuming the conversion rate above) for a total of \$5,487,952 plus \$132,910,761 already sold, for a total of \$138,398,713.**

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the “adjusted gross proceeds to the issuer.” ..... \$ 0.00

5. Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above.

|   | Payments to<br>Officers,<br>Directors, &<br>Affiliates | Payments to<br>Others                             |
|---|--|---|
| Salaries and fees .....   | <input type="checkbox"/> \$ _____                      | <input type="checkbox"/> \$ _____                 |
| Purchase of real estate .....   | <input type="checkbox"/> \$ _____                      | <input type="checkbox"/> \$ _____                 |
| Purchase, rental or leasing and installation of machinery<br>and equipment .....  | <input type="checkbox"/> \$ _____                      | <input type="checkbox"/> \$ _____                 |
| Construction or leasing of plant buildings and facilities .....   | <input type="checkbox"/> \$ _____                      | <input type="checkbox"/> \$ _____                 |
| Acquisition of other businesses (including the value of securities involved in this<br>offering that may be used in exchange for the assets or securities of another<br>issuer pursuant to a merger) .....                              | <input type="checkbox"/> \$ _____                      | <input type="checkbox"/> \$ _____                 |
| Repayment of indebtedness .....   | <input type="checkbox"/> \$ _____                      | <input type="checkbox"/> \$ _____                 |
| Working capital .....   | <input type="checkbox"/> \$ _____                      | <input type="checkbox"/> \$ <u>138,398,717.00</u> |
| Other (specify): <u>Shares were issued pursuant to an Equity<br/>Ownership Plan established in 2000 for key employees of the<br/>Company; as such no expenses related to the share<br/>issuance were incurred by the Company.</u> ..... | <input type="checkbox"/> \$ _____                      | <input type="checkbox"/> \$ _____                 |
| Column Totals .....   | <input type="checkbox"/> \$ <u>0.00</u>                | <input type="checkbox"/> \$ <u>138,398,717.00</u> |
| Total Payments Listed (column totals added) .....   | <input type="checkbox"/> \$ <u>138,398,717.00</u>      |   |

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

|   |  |                             |
|---|--|-----------------------------|
| Issuer (Print or Type)<br>Barclays Global Investors UK Holdings Limited | Signature<br> | Date<br><u>NOV 17, 2005</u> |
| Name of Signer (Print or Type)<br>Joanne T. Medero                      | Title of Signer (Print or Type)<br>Assistant Secretary   |                             |

**ATTENTION**

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

**APPENDIX**

| 1<br>State | 2<br>Intend to sell to non-accredited investors in State (Part B-Item 1) |                                     | 3<br>Type of security and aggregate offering price offered in state (Part C-Item 1) | 4<br>Type of investor and amount purchased in State (Part C-Item 2) |                |                                    |        | 5<br>Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1) |                                     |
|------------|--|-------------------------------------|---|---|----------------|------------------------------------|--------|---|-------------------------------------|
|            | Yes  | No                                  |   | Number of Accredited Investors                                      | Amount         | Number of Non-Accredited Investors | Amount | Yes   | No                                  |
| AL         | <input type="checkbox"/>   | <input type="checkbox"/>            |   |   |                |                                    |        | <input type="checkbox"/>  | <input type="checkbox"/>            |
| AK         | <input type="checkbox"/>   | <input type="checkbox"/>            |   |   |                |                                    |        | <input type="checkbox"/>  | <input type="checkbox"/>            |
| AZ         | <input type="checkbox"/>   | <input type="checkbox"/>            |   |   |                |                                    |        | <input type="checkbox"/>  | <input type="checkbox"/>            |
| AR         | <input type="checkbox"/>   | <input type="checkbox"/>            |   |   |                |                                    |        | <input type="checkbox"/>  | <input type="checkbox"/>            |
| CA         | <input type="checkbox"/>   | <input checked="" type="checkbox"/> |   | 31  | \$5,446,599.00 | 0                                  |        | <input type="checkbox"/>  | <input checked="" type="checkbox"/> |
| CO         | <input type="checkbox"/>   | <input type="checkbox"/>            |   |   |                |                                    |        | <input type="checkbox"/>  | <input type="checkbox"/>            |
| CT         | <input type="checkbox"/>   | <input type="checkbox"/>            |   |   |                |                                    |        | <input type="checkbox"/>  | <input type="checkbox"/>            |
| DE         | <input type="checkbox"/>   | <input type="checkbox"/>            |   |   |                |                                    |        | <input type="checkbox"/>  | <input type="checkbox"/>            |
| DC         | <input type="checkbox"/>   | <input type="checkbox"/>            |   |   |                |                                    |        | <input type="checkbox"/>  | <input type="checkbox"/>            |
| FL         | <input type="checkbox"/>   | <input type="checkbox"/>            |   |   |                |                                    |        | <input type="checkbox"/>  | <input type="checkbox"/>            |
| GA         | <input type="checkbox"/>   | <input type="checkbox"/>            |   |   |                |                                    |        | <input type="checkbox"/>  | <input type="checkbox"/>            |
| HI         | <input type="checkbox"/>   | <input type="checkbox"/>            |   |   |                |                                    |        | <input type="checkbox"/>  | <input type="checkbox"/>            |
| ID         | <input type="checkbox"/>   | <input type="checkbox"/>            |   |   |                |                                    |        | <input type="checkbox"/>  | <input type="checkbox"/>            |
| IL         | <input type="checkbox"/>   | <input type="checkbox"/>            |   |   |                |                                    |        | <input type="checkbox"/>  | <input type="checkbox"/>            |
| IN         | <input type="checkbox"/>   | <input type="checkbox"/>            |   |   |                |                                    |        | <input type="checkbox"/>  | <input type="checkbox"/>            |
| IA         | <input type="checkbox"/>   | <input type="checkbox"/>            |   |   |                |                                    |        | <input type="checkbox"/>  | <input type="checkbox"/>            |
| KS         | <input type="checkbox"/>   | <input type="checkbox"/>            |   |   |                |                                    |        | <input type="checkbox"/>  | <input type="checkbox"/>            |
| KY         | <input type="checkbox"/>   | <input type="checkbox"/>            |   |   |                |                                    |        | <input type="checkbox"/>  | <input type="checkbox"/>            |
| LA         | <input type="checkbox"/>   | <input type="checkbox"/>            |   |   |                |                                    |        | <input type="checkbox"/>  | <input type="checkbox"/>            |
| ME         | <input type="checkbox"/>   | <input type="checkbox"/>            |   |   |                |                                    |        | <input type="checkbox"/>  | <input type="checkbox"/>            |
| MD         | <input type="checkbox"/>   | <input type="checkbox"/>            |   |   |                |                                    |        | <input type="checkbox"/>  | <input type="checkbox"/>            |
| MA         | <input type="checkbox"/>   | <input checked="" type="checkbox"/> |   | 1   | \$38,637.00    | 0                                  |        | <input type="checkbox"/>  | <input checked="" type="checkbox"/> |
| MI         | <input type="checkbox"/>   | <input type="checkbox"/>            |   |   |                |                                    |        | <input type="checkbox"/>  | <input type="checkbox"/>            |
| MN         | <input type="checkbox"/>   | <input type="checkbox"/>            |   |   |                |                                    |        | <input type="checkbox"/>  | <input type="checkbox"/>            |
| MS         | <input type="checkbox"/>   | <input type="checkbox"/>            |   |   |                |                                    |        | <input type="checkbox"/>  | <input type="checkbox"/>            |

**APPENDIX**

| 1<br>State | 2<br>Intend to sell to non-accredited investors in State (Part B-Item 1) |    | 3<br>Type of security and aggregate offering price offered in state (Part C-Item 1) | 4<br>Type of investor and amount purchased in State (Part C-Item 2) |        |                                    |        | 5<br>Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1) |    |
|------------|--|----|---|---|--------|------------------------------------|--------|---|----|
|            | Yes  | No |   | Number of Accredited Investors                                      | Amount | Number of Non-Accredited Investors | Amount | Yes   | No |
| MO         |  |    |   |   |        |                                    |        |   |    |
| MT         |  |    |   |   |        |                                    |        |   |    |
| NE         |  |    |   |   |        |                                    |        |   |    |
| NV         |  |    |   |   |        |                                    |        |   |    |
| NH         |  |    |   |   |        |                                    |        |   |    |
| NJ         |  |    |   |   |        |                                    |        |   |    |
| NM         |  |    |   |   |        |                                    |        |   |    |
| NY         |  |    |   |   |        |                                    |        |   |    |
| NC         |  |    |   |   |        |                                    |        |   |    |
| ND         |  |    |   |   |        |                                    |        |   |    |
| OH         |  |    |   |   |        |                                    |        |   |    |
| OK         |  |    |   |   |        |                                    |        |   |    |
| OR         |  |    |   |   |        |                                    |        |   |    |
| PA         |  |    |   |   |        |                                    |        |   |    |
| RI         |  |    |   |   |        |                                    |        |   |    |
| SC         |  |    |   |   |        |                                    |        |   |    |
| SD         |  |    |   |   |        |                                    |        |   |    |
| TN         |  |    |   |   |        |                                    |        |   |    |
| TX         |  |    |   |   |        |                                    |        |   |    |
| UT         |  |    |   |   |        |                                    |        |   |    |
| VT         |  |    |   |   |        |                                    |        |   |    |
| VA         |  |    |   |   |        |                                    |        |   |    |
| WA         |  |    |   |   |        |                                    |        |   |    |
| WV         |  |    |   |   |        |                                    |        |   |    |
| WI         |  |    |   |   |        |                                    |        |   |    |

**APPENDIX**

| 1     | 2   |                      | 3 | 4  |  |                                    |        | 5                    |  |
|-------|---|----------------------|---|--|--|------------------------------------|--------|----------------------|--|
|       | Intend to sell to non-accredited investors in State (Part B-Item 1) |                      |   | Type of security and aggregate offering price offered in state (Part C-Item 1) | Type of investor and amount purchased in State (Part C-Item 2) |                                    |        |                      | Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1) |
| State | Yes   | No                   |   | Number of Accredited Investors   | Amount   | Number of Non-Accredited Investors | Amount | Yes                  | No   |
| WY    | <input type="text"/>  | <input type="text"/> |   |  |  |                                    |        | <input type="text"/> | <input type="text"/>   |
| PR    | <input type="text"/>  | <input type="text"/> |   |  |  |                                    |        | <input type="text"/> | <input type="text"/>   |