

Final Terms dated 7 September 2011
(to the Base Prospectus dated 26 August 2011)

Barclays Bank PLC
Issue of Series 2011-3 €2,000,000,000 2.125 per cent. Covered Bonds due 2014
irrevocably and unconditionally guaranteed as to payment of principal and interest by
Barclays Covered Bonds LLP
under the
€35 billion Global Covered Bond Programme

The Programme has been registered and notice of the issue of these Covered Bonds has been made under the Regulated Covered Bonds Regulations 2008.

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the conditions (the "Conditions") set forth in the Base Prospectus dated 26 August 2011 which constitutes a base prospectus (the "Base Prospectus") for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the "Prospectus Directive"). This document constitutes the Final Terms of the Covered Bonds described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus. Full information on the Issuer, the Guarantor and the offer of the Covered Bonds 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 Barclays Treasury, 1 Churchill Place, London E14 5HP and copies may be obtained from Citibank N.A., London Branch at the Citigroup Centre, Canada Square, London E14 5LB.

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|--------|--|---|----------------------------|
| 1. (i) | Issuer: | Barclays Bank PLC | |
| | (ii) | Guarantor: | Barclays Covered Bonds LLP |
| 2. (i) | Series Number: | 2011-3 | |
| | (ii) | Tranche Number: | 1 |
| 3. | Specified Currency or Currencies: | Euro ("€") | |
| 4. | Aggregate Nominal Amount: | €2,000,000,000 | |
| 5. | Issue Price: | 99.79 per cent. of the Aggregate Nominal Amount | |
| 6. (i) | Specified Denominations: | €100,000 and integral multiples of €1,000 in excess thereof up to (and including) €199,000. No Covered Bonds in definitive form will be issued with a denomination above €199,000 | |
| | (ii) | Calculation Amount | €1,000 |
| 7. (i) | Issue Date: | 8 September 2011 | |
| | (ii) | Interest Commencement Date: | 8 September 2011 |
| 8. | Final Maturity Date: | 8 September 2014 | |
| | Extended Due for Payment Date of Guaranteed Amounts corresponding to the Final Redemption Amount under the Covered Bond Guarantee: | 8 September 2015 | |
| 9. | Interest Basis: | 2.125 per cent. Fixed Rate from, and including, the | |

Issue Date to, but excluding, the Final Maturity Date

(further particulars specified below with respect to the period from, and including, the Final Maturity Date to, but excluding, the Extended Due for Payment Date)

10. Redemption/Payment Basis: Redemption at par
11. Change of Interest Basis or Applicable Redemption/Payment Basis:
- 2.125 per cent. Fixed Rate payable annually in arrear from, and including, the Issue Date to, but excluding, the Final Maturity Date
- One Month EURIBOR + 0.52 per cent. per annum Floating Rate payable monthly in arrear from, and including, the Final Maturity Date to, but excluding, the Extended Due for Payment Date
12. Call Options: Not Applicable
13. (i) Status of the Covered Bonds: Senior
- (ii) Status of the Guarantee: Senior
- (iii) Date Board/Committee approval for issuance of Covered Bonds obtained: 11 December 2007
14. Listing: London
15. Method of distribution: Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

16. Fixed Rate Covered Bond Provisions Applicable from, and including, the Issue Date to, but excluding, the Final Maturity Date
- (i) Fixed Rate(s) of Interest: 2.125 per cent. per annum payable annually in arrear
- (ii) Interest Payment Date(s): 8 September in each year up to, and including, the Final Maturity Date, commencing on 8 September 2012 and ending on the Final Maturity Date
- (iii) Fixed Coupon Amount(s): €21.25 per Calculation Amount
- (iv) Initial Broken Amount(s): Not Applicable
- (v) Final Broken Amount: Not Applicable
- (vi) Day Count Fraction: Actual/Actual - ICMA
- (vii) Determination Date(s): 8 September in each year
- (viii) Other terms relating to the method of calculating interest for Fixed Rate Covered Bonds: Not Applicable
17. Floating Rate Covered Bond Provisions Applicable from, and including, the Final Maturity Date to, but excluding, the Extended Due for Payment Date

(i)	Interest Period(s)	The period from, and including, each Specified Interest Payment Date to, but excluding, the next following Specified Interest Payment Date provided that the first Interest Period shall be from, and including, the Final Maturity Date to, but excluding, the next following Specified Interest Payment Date
(ii)	Specified Interest Payment Date(s):	The 8th day of each month from, but excluding, the Final Maturity Date to, and including, the Extended Due for Payment Date (or, if earlier, the Specified Interest Payment Date on which the Covered Bonds are redeemed in full)
(iii)	Business Day Convention:	Modified Following Business Day Convention
(iv)	Business Centre(s):	Not Applicable
(v)	Manner in which the Rate of Interest and Interest Amount is to be determined:	Screen Rate Determination
(vi)	Party responsible for calculating the Rate of Interest and Interest Amount (if not the Principal Paying Agent):	Not Applicable
(vii)	Screen Rate Determination:	Applicable
	(1) Reference Rate:	One month EURIBOR
	(2) Interest Determination Date(s):	The second day on which TARGET2 is open prior to the start of each Interest Period
	(3) Relevant Screen Page:	Reuters page EURIBOR01 or any replacement thereto
(vii)	ISDA Determination:	Not Applicable
(ix)	Margin(s):	0.52 per cent. per annum
(x)	Minimum Rate of Interest:	Not Applicable
(xi)	Maximum Rate of Interest:	Not Applicable
(xii)	Day Count Fraction:	Actual/360
(xiii)	Fall back provisions, rounding provisions and any other terms relating to the method of calculating interest on Floating Rate Covered Bonds, if different from those set out in the Conditions:	Not Applicable

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| 18. Zero Coupon Covered Bond Provisions | Not Applicable |
| 19. Index Linked Interest Covered Bond | Not Applicable |
| 20. Dual Currency Covered Bond Provisions | Not Applicable |

PROVISIONS RELATING TO REDEMPTION BY THE ISSUER

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|--|---|
| 21. Issuer Call: | Not Applicable |
| 22. Early Redemption Amount of each Covered Bond payable on redemption for taxation reasons, on acceleration following an Issuer Event of Default or an LLP Event of Default and/or the method of calculating the same (if required or if different from that set out in Condition 6(e) (<i>Early Redemption Amounts</i>): | As per Condition 6(e) (<i>Early Redemption Amounts</i>) |

GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS

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| 23. Form of Covered Bonds: | Bearer Covered Bonds: |
| (i) Form: | Temporary Global Covered Bond exchangeable for a Permanent Global Covered Bond which is exchangeable for Bearer Definitive Covered Bonds in definitive form only after an Exchange Event |
| (ii) New Global Covered Bond: | Yes |
| 24. Additional Financial Centre(s) or other special provisions relating to Payment Dates: | Not Applicable |
| 25. Talons for future Coupons or Receipts to be attached to Bearer Definitive Covered Bonds (and dates on which such Talons mature): | No |
| 26. Details relating to Partly-Paid Covered Bonds: | Not Applicable |
| 27. Details relating to Instalment Covered Bonds: | Not Applicable |
| 28. Redenomination: | Not Applicable |
| 29. Other final terms: | Not Applicable |

DISTRIBUTION

- | | |
|---|-----------------------------|
| 30. (i) If syndicated, names and addresses of Managers: | Joint Lead Managers: |
|---|-----------------------------|

Banca IMI S.p.A.
Largo Mattioli 3
20121 Milano
Italy

Banco Bilbao Vizcaya Argentaria, S.A.
Vía de los Poblados, s/n Second Floor
28033 Madrid
Spain

Barclays Bank PLC
5 The North Colonnade
London
E14 4BB

BNP Paribas, London Branch
10 Harewood Avenue
London
NW1 6AA
United Kingdom

Citibank International plc
Citigroup Centre
Canada Square
London E14 5LB

Danske Bank A/S
2-12 Holmens Kanal
DK-1092 Copenhagen K
Denmark

Senior Co-Managers

Bayerische Landesbank
Briener Strasse 18
80333 Munich
Germany

Norddeutsche Landesbank Girozentrale
Friedrichswall 10
30159
Hannover
Germany

Co-Managers

Commerzbank Aktiengesellschaft
Kaiserstraße 16 (Kaiserplatz)
60311 Frankfurt am Main
Federal Republic of Germany

Erste Group Bank AG
Graben 21
1010 Vienna
Austria

ING Belgium SA/NV
Avenue Marnix, 24
B - 1000 Brussels
Belgium

Lloyds TSB Bank PLC
10 Gresham Street
London
EC2V 7AE

Natixis
30, avenue Pierre Mendès-France
75013 – Paris
France

RBC Europe Limited
Riverbank House
2 Swan Lane
London

EC4R 3BF

- (ii) Date of syndication agreement: 7 September 2011
- (iii) Stabilising Manager(s) (if any): Not Applicable
31. If non-syndicated, name of relevant Dealer(s): Not Applicable
32. Whether TEFRA D or TEFRA C rules applicable or TEFRA rules not applicable: TEFRA D
33. ERISA: Not Applicable
34. Additional selling restrictions: Not Applicable

LISTING APPLICATION

These Final Terms comprise the final terms required to list and have admitted to trading the issue of Covered Bonds described herein pursuant to the €35 billion Global Covered Bond Programme of Barclays Bank PLC on the regulated market of the London Stock Exchange.

RESPONSIBILITY

Each of the Issuer and the Guarantor accept responsibility for the information contained in these Final Terms. The CML arrears and repossession data has been extracted from the CML website. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware and able to ascertain from information published by the CML no facts have been omitted which would render the reproduced information inaccurate or misleading.

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing: London
- (ii) Admission to trading: Application has been made for the Covered Bonds to be admitted to the Official List of the UK Listing Authority and admitted to trading on the regulated market of the London Stock Exchange with effect from 8 September 2011
- (iii) Estimate of total expenses related to admission to trading: £5,000

2. RATINGS

Ratings: The Covered Bonds to be issued have been rated AAA by Standard & Poor's Credit Market Services Europe Limited, AAA by Fitch Ratings Ltd. and Aaa by Moody's Investor Services Limited.

Standard & Poor's Credit Market Services Europe Limited, Moody's Investor Services Limited and Fitch Ratings Ltd. are established in the European Union and have applied for registration under Regulation (EC) No 1060/2009, although notification of the corresponding registration decision has not yet been provided by the relevant competent authority.

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in "*Subscription and Sale and Transfer and Selling Restrictions*", so far as the Issuer and the Guarantor are aware, no person involved in the issue of the Covered Bonds has an interest material to the offer.

4. REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

- (i) Reasons for the offer See "*Use of Proceeds*" wording in Base Prospectus
- (ii) Estimated net proceeds: €1,995,800,000

5. YIELD

Indication of yield: 2.198 per cent. per annum

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield

6. PERFORMANCE OF INDEX/FORMULA/OTHER VARIABLE AND OTHER INFORMATION CONCERNING THE UNDERLYING

Not Applicable

7. PERFORMANCE OF RATES OF EXCHANGE

Not Applicable

8. OPERATIONAL INFORMATION

- (i) ISIN Code: XS0673716238
- (ii) Common Code: 067371623
- (iii) CUSIP: Not Applicable
- (iv) CINS: Not Applicable
- (v) Any clearing system(s) other than DTC, Euroclear or other than Clearstream, Luxembourg and the relevant identification number(s): Not Applicable
- (vi) Delivery: Delivery against payment
- (vii) Names and addresses of additional Paying Agent(s) (if any): Not Applicable
- (viii) Intended to be held in a manner which would allow Eurosystem eligibility: Yes
Note that the designation "yes" simply means that the Covered Bonds are intended upon issue to be deposited with one of the ICSDs acting as common safekeeper and does not necessarily mean that the Covered Bonds will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon satisfaction of the Eurosystem eligibility criteria.

9. ADDITIONAL U.S FEDERAL INCOME TAX CONSEQUENCES

Not Applicable

10. SELECTED STATISTICAL INFORMATION

The statistical and other information contained in these Final Terms has been compiled by reference to the Mortgage Accounts in the Mortgage Account Portfolio on 1 August 2011 (the "Cut Off Date"). Columns stating percentage amounts may not add up to 100 per cent. due to rounding. The Seller has not revalued any of the mortgaged properties since the date of origination of the related Mortgage Account for the purposes of the issue of the Covered Bonds, other than in respect of a Borrower that has remortgaged his Property or in relation to any Property in relation to which the Seller has made a Further Advance. Monthly information in respect of the Mortgage Accounts in the Mortgage Account Portfolio is available to investors as set out in paragraph 2 under "General Information" in the Base Prospectus.

Summary of Provisional Asset Pool Characteristics

Aggregate Balance	13,825,724,824.98
Number of Mortgage Accounts	104,309
Weighted average current LTV (by value)	56.05%
Weighted average current indexed LTV (by value)	60.21%
Weighted average drawable LTV (by value)	60.33%
Weighted average seasoning (by value) Months	36.62
Interest Only (By Value)	46.91%
Repayment (By Value)	53.09%
> 3 month in arrears (By Value)	0.00%

The following table shows the distribution of Mortgaged Properties securing the Mortgage Accounts throughout England, Wales, Northern Ireland and Scotland as of the Cut Off Date. No Mortgaged Property is situated outside of England, Wales, Northern Ireland or Scotland.

Geographical Distribution				
Region	Aggregate Account Balance (£)	% of Total Value	Number of Collaterals	% of Total Number
East Anglia	984,087,834.52	7.12%	7,860	7.54%
East Midlands	602,495,650.18	4.36%	5,557	5.33%
Greater London	1,824,507,214.83	13.20%	8,751	8.39%
North	352,447,541.41	2.55%	3,783	3.63%
North West	986,423,734.64	7.13%	9,291	8.91%
Northern Ireland	255,810,001.84	1.85%	2,534	2.43%
Scotland	537,106,769.20	3.88%	5,150	4.94%
South East	5,299,075,304.79	38.33%	34,532	33.11%
South West	1,079,957,451.59	7.81%	8,671	8.31%
Wales	420,476,576.25	3.04%	4,430	4.25%
West Midlands	801,935,547.65	5.80%	7,224	6.93%
Yorks And Humberside	681,401,198.08	4.93%	6,526	6.26%
	13,825,724,824.98	100.00%	104,309	100.00%

The following table shows the range of current loan to value, or LTV, ratios, which express the Mortgage Account Balance of a Mortgage Account as at the Cut Off Date divided by the value of the Mortgaged Property securing that Mortgage Account at the same date. The Seller has not revalued any of the Mortgaged Properties since the date of the origination of the related Mortgage Account, other than in respect of a Mortgaged Property of a related Borrower that has remortgaged its property or to which the Seller has made a Further Advance.

Current LTV				
Current LTV	Aggregate Account Balance (£)	% of Total Value	Number of Collaterals	% of Total Number
Up to 20.00%	378,502,150.10	2.74%	8,566	8.21%
20.01% - 30.00%	778,237,276.51	5.63%	10,122	9.70%
30.01% - 40.00%	1,350,131,208.63	9.77%	13,542	12.98%
40.01% - 50.00%	2,109,673,383.03	15.26%	17,257	16.54%
50.01% - 60.00%	2,840,162,881.96	20.54%	18,903	18.12%
60.01% - 70.00%	3,247,755,665.08	23.49%	19,204	18.41%
70.01% - 74.99%	1,434,854,231.36	10.38%	7,957	7.63%
75.00% - 80.00%	1,219,479,124.03	8.82%	6,479	6.21%
80.01% - 90.00%	466,928,904.28	3.38%	2,279	2.18%
	13,825,724,824.98	100.00%	104,309	100.00%

The following table shows the range of current drawable loan to value, or LTV, ratios, which express the drawable limit of a Mortgage Account as of the Cut Off Date divided by the value of the Mortgaged Property securing the Mortgage Account as of the same date.

Drawable LTV					
Drawable LTV	Aggregate Account Balance (£)	% of Total Value	Number of Mortgage Accounts	% of Total Number	
Up to 20.00%	193,958,802.05	1.40%	4,221	4.05%	
20.01% - 30.00%	526,766,797.50	3.81%	7,583	7.27%	
30.01% - 40.00%	1,021,309,423.24	7.39%	11,546	11.07%	
40.01% - 50.00%	1,721,027,185.75	12.45%	15,543	14.90%	
50.01% - 60.00%	2,659,208,983.05	19.23%	19,141	18.35%	
60.01% - 70.00%	3,260,076,234.71	23.58%	20,587	19.74%	
70.01% - 74.99%	1,637,299,681.24	11.84%	9,769	9.37%	
75.00% - 80.00%	1,784,263,209.76	12.91%	10,230	9.81%	
80.01% - 90.00%	1,021,814,507.68	7.39%	5,689	5.45%	
	13,825,724,824.98	100.00%	104,309	100.00%	

The following table shows the range of current indexed loan to value, or LTV, ratios, which express the Mortgage Account Balance of a Mortgage Account as of the Cut Off Date divided by the indexed value of the Mortgaged Property securing that Mortgage Account as of the same date (calculated using the Halifax House Price Index).

Current Indexed LTV					
Indexed LTV	Aggregate Account Balance (£)	% of Total Value	Number of Collaterals	% of Total Number	
Up to 20.00%	312,737,613.47	2.26%	7,415	7.11%	
20.01% - 30.00%	642,236,593.34	4.65%	8,709	8.35%	
30.01% - 40.00%	1,153,505,644.01	8.34%	11,856	11.37%	
40.01% - 50.00%	1,821,238,282.91	13.17%	15,124	14.50%	
50.01% - 60.00%	2,564,201,781.09	18.55%	18,006	17.26%	
60.01% - 70.00%	2,975,564,436.26	21.52%	18,271	17.52%	
70.01% - 74.99%	1,330,534,768.69	9.62%	7,883	7.56%	
75.00% - 80.00%	1,035,891,054.35	7.49%	6,135	5.88%	
80.01% - 90.00%	1,331,836,548.85	9.63%	7,461	7.15%	
> 90%	657,978,102.01	4.76%	3,449	3.31%	
	13,825,724,824.98	100.00%	104,309	100.00%	

Monthly Payments Down					
Months In Arrears	Aggregate Account Balance (£)	% of Total Value	Number of Collaterals	% of Total Number	
Current	13,724,617,057.42	99.27%	103,516	99.24%	
1 - 2 mths	76,725,250.18	0.55%	606	0.58%	
2+ - 3 mths	24,382,517.38	0.18%	187	0.18%	
	13,825,724,824.98	100.00%	104,309	100.00%	

Repayment Method						
Repayment Type Of Main Loan	Agg. Balance exc. Res (£)	% of Total Value	Aggregate Reserve Balance (£)	% of Total Value	Number of Mortgage Accounts	% of Total Number
Interest Only	6,340,957,916.17	46.91%	82,207,372.41	26.61%	36,654	35.14%
Repayment	7,175,879,938.47	53.09%	226,679,597.93	73.39%	67,655	64.86%
	13,516,837,854.64	100.00%	308,886,970.34	100.00%	104,309	100.00%


The following table summarises, in respect of the Seller's overall mortgage portfolio, the Seller's experience in administering Mortgage Accounts in arrears for residential Mortgage Accounts originated by the Seller. The following table also summarises the broader industry experience in administering mortgage accounts in arrears, as compiled and made public by the CML. The information set forth below includes information in respect of the Seller's experience in administering Mortgage Loans secured by properties located in England, Wales, Scotland and Northern Ireland.

The Mortgage Accounts used for statistical purposes in the tables below are administered in accordance with the administration policies of the Seller. Covered Bondholders should note the method by which the Seller classifies accounts as being in arrears, which is described under "*Summary of the Principal Documents - Administration Agreement - Arrears practice in respect of the Mortgage Loans*" in the Base Prospectus, and which is important in helping Covered Bondholders to understand arrears experience of the Seller as set forth in the following table.

Percentage of number of mortgage accounts that are more than 3 months in Arrears									
	2008 Q1	2008 Q2	2008 Q3	2008 Q4	2009 Q1	2009 Q2	2009 Q3	2009 Q4	2010 Q1
Barclays	0.73%	0.72%	0.71%	0.81%	0.99%	0.99%	0.95%	0.95%	0.91%
CML ¹	1.18%	1.30%	1.42%	1.88%	2.37%	2.50%	2.42%	2.38%	2.27%
	2010 Q2	2010 Q3	2010 Q4	2011 Q1	2011 Q2				
Barclays	0.89%	0.85%	0.90%	0.86%	0.86%				
CML	2.17%	2.13%	2.11%	2.09%	2.07%				

Signed on behalf of the Issuer:

Signed on behalf of the Guarantor:

By: 
Duly authorised

By:
Duly authorised

¹ The pre-2009 CML data comprises estimates in respect of the membership of the CML only. The 2009 data is in respect of the entire first-charge mortgage market.

The following table summarises, in respect of the Seller's overall mortgage portfolio, the Seller's experience in administering Mortgage Accounts in arrears for residential Mortgage Accounts originated by the Seller. The following table also summarises the broader industry experience in administering mortgage accounts in arrears, as compiled and made public by the CML. The information set forth below includes information in respect of the Seller's experience in administering Mortgage Loans secured by properties located in England, Wales, Scotland and Northern Ireland.

The Mortgage Accounts used for statistical purposes in the tables below are administered in accordance with the administration policies of the Seller. Covered Bondholders should note the method by which the Seller classifies accounts as being in arrears, which is described under "Summary of the Principal Documents - Administration Agreement - Arrears practice in respect of the Mortgage Loans" in the Base Prospectus, and which is important in helping Covered Bondholders to understand arrears experience of the Seller as set forth in the following table.

Percentage of number of mortgage accounts that are more than 3 months in Arrears									
	2008 Q1	2008 Q2	2008 Q3	2008 Q4	2009 Q1	2009 Q2	2009 Q3	2009 Q4	2010 Q1
Barclays	0.73%	0.72%	0.71%	0.81%	0.99%	0.99%	0.95%	0.95%	0.91%
CML ¹	1.18%	1.30%	1.42%	1.88%	2.37%	2.50%	2.42%	2.38%	2.27%
	2010 Q2	2010 Q3	2010 Q4	2011 Q1	2011 Q2				
Barclays	0.89%	0.85%	0.90%	0.86%	0.86%				
CML	2.17%	2.13%	2.11%	2.09%	2.07%				

Signed on behalf of the Issuer:

Signed on behalf of the Guarantor:

By:
Duly authorised

By: *Muhammad Dawood* per pro SFM Directors Limited
as Director of Longadale Limited, member of the LLP
Duly authorised

¹ The pre-2009 CML data comprises estimates in respect of the membership of the CML only. The 2009 data is in respect of the entire first-charge mortgage market.