Supplement Number 2 dated 19 September 2014
To the Base Prospectus dated 29 April 2014

BARCLAYS BANK PLC
(Incorporated with limited liability in England and Wales)

$10,000,000,000
GLOBAL COLLATERALISED MEDIUM TERM NOTES
supported by a limited recourse undertaking by Barclays CCP Funding LLP

This base prospectus supplement (the "**Supplement**") is supplemental to, forms part of and must be read in conjunction with, the base prospectus dated 29 April 2014 (the "**Base Prospectus**") prepared by Barclays Bank PLC (the "**Bank**" or the "**Issuer**") with respect to its $10,000,000,000 Global Collateralised Medium Term Note Series (the "**Global Collateralised Medium Term Note Series**") as amended and supplemented by the base prospectus supplement dated 3 July 2014 (the "**First Supplement**"). The Supplement has been approved by the Central Bank of Ireland (the "**Central Bank**"), as competent authority under Directive 2003/71/EC (the "**Prospectus Directive**"). The Central Bank only approves this Supplement as meeting the requirements imposed under Irish and EU law pursuant to the Prospectus Directive. This Supplement constitutes a base prospectus supplement for the purposes of the Prospectus Directive.

Terms defined in the Base Prospectus have the same meanings when used in this Supplement.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer (having taken all reasonable care to ensure that such is the case), the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Barclays CCP Funding LLP (the "**LLP**") accepts responsibility for the information contained in this Supplement relating to it and the LLP Undertakings. To the best of the knowledge of the LLP (having taken all reasonable care to ensure that such is the case), such information is in accordance with the facts and does not omit anything likely to affect the import of such information.

This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus as amended and supplemented by the First Supplement. To the extent that there is any inconsistency between any statement in this Supplement or any statement incorporated by reference into the Base Prospectus or the First Supplement, the statements in this Supplement will prevail.

Save as disclosed in this Supplement and the First Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.

This Supplement has been filed with and approved by the Central Bank as required by the Irish Prospectus (Directive 2003/71/EC) Regulations 2005.

Amendments to the cover page of the Base Prospectus

The text of the cover page of the Base Prospectus shall be amended by the deletion of the existing fourth paragraph and its replacement with the following wording:

"No Dealer intends to or is obligated to, provide secondary market liquidity in any Class of Global Collateralised Medium Term Notes other than in accordance with their terms. The absence of liquidity may affect an investor's ability to sell his notes or otherwise obtain liquidity of investment."

Amendments to "TABLE OF CONTENTS"

The text of the "TABLE OF CONTENTS" on page i of the Base Prospectus shall be amended by the insertion of the following text following "INDEX TO SCHEDULES OF ELIGIBLE SECURITIES................................A-1":

"INDEX TO FINANCIAL STATEMENTS...F-1"

Amendments to "Global Collateralised Medium Term Note Series Overview"

The section entitled "Global Collateralised Medium Term Note Series Overview" which begins on page 3 of the Base Prospectus shall be amended by the insertion of the following new paragraph following the paragraph entitled "Redemption" on page 5 of the Base Prospectus:

"Repurchase: The Issuer reserves the right from time to time to repurchase notes of any Class of Global Collateralised Medium Term Notes in connection with requests to extend the maturity of such notes, or to exchange such notes for a new issuance of a Class of Global Collateralised Medium Term Notes or pursuant to a written agreement. Such extensions or exchanges may be made through the Dealers or directly with the Issuer."

Amendments to "Risk Factors"

The text of the second paragraph of the section entitled "Risks relating to the Bank and the Group – Conduct Risk – Detriment may be caused to the Group's customers, clients, counterparties or the Group and its employees because of inappropriate judgement in the execution of the Group's business activities" on page 29 of the Base Prospectus shall be amended by the deletion of the existing second paragraph in its entirety and its replacement with the following wording:

"There are a number of areas where the Group has sustained financial and reputational damage due to conduct related matters, and where the consequences are likely to endure. These include matters relating to London interbank offered rates (LIBOR), interest rate hedging products and Payment Protection Insurance (PPI). Provisions totally £650m were raised in respect of interest rate hedging products in 2013, bringing the cumulative provisions as at 31 December 2013 to £1.5bn. Provisions of £1.35bn were raised against PPI in 2013 and a further £900m was recognised in June 2014, bringing cumulative provisions to £4.85bn. To the extent that future experience is not in line with management's current estimates, additional provisions may be required and further reputational damage may be incurred."

The text of the section entitled "Risks relating to the Bank and the Group – Reputation risk – Risks relating to regulatory actions in the event of a bank failure, including the UK Bail-In Power" on page 30 through page 33 of the Base Prospectus shall be amended by the deletion of the existing section in its entirety and its replacement with the following wording:

"**Risks relating to regulatory actions in the event of a bank failure, including the UK Bail-in Power**

European resolution regime and loss absorption at the point of non-viability

The Bank Recovery and Resolution Directive was published in the Official Journal of the European Union on 12 June 2014 and entered into force on 2 July 2014 (the implementation dates are set out below). The stated aim of the BRRD is to provide resolution authorities, including the relevant UK resolution authority, with common tools and powers to address banking crises pre-emptively in order to safeguard financial stability and minimise taxpayers' exposure to losses.

The powers granted to resolution authorities under the BRRD include (but are not limited to) the introduction of a statutory ‘write-down and conversion power’ and a ‘Bail-in Power', which will give the relevant UK resolution authority the power to cancel all or a portion of the principal amount of, or interest on, certain unsecured liabilities (which could include the Global Collateralised Medium Term Notes) of a failing financial institution and/or to convert certain debt claims (which could include the Global Collateralised Medium Term Notes) into another security, including ordinary shares of the surviving Group entity, if any. The majority of measures set out in the BRRD (including the ‘write-down and conversion power’ relating to Tier 1 capital instruments and Tier 2 capital instruments) will need to be implemented with effect from 1 January 2015, with the ‘Bail-in Power’ for other eligible liabilities to apply from 1 January 2016 at the latest. See ‘Bail-in option in the UK Banking Act’ and ‘UK Transposition of BRRD’ below for indicative timing on the implementation of the BRRD in the UK.

In addition to a ‘write-down and conversion power’ and a ‘Bail-in Power', the powers granted to the relevant UK resolution authority under the BRRD include the power to (i) direct the sale of the relevant financial institution or the whole or part of its business on commercial terms without requiring the consent of the shareholders or complying with the procedural requirements that would otherwise apply, (ii) transfer all or part of the business of the relevant financial institution to a ‘bridge bank’ (a publicly controlled entity) and (iii) transfer the impaired or problem assets of the relevant financial institution to an asset management vehicle to allow them to be managed over time. In addition, among the broader powers granted to the relevant resolution authority under the BRRD, is the power to amend the maturity date and/or any interest payment date of debt instruments or other eligible liabilities of the relevant financial institution and/or impose a temporary suspension of payments.

Although the BRRD contains certain safeguards for shareholders and certain creditors in specific circumstances which aim to ensure that they do not incur greater losses than they would have incurred had the relevant financial institution been wound up under normal insolvency proceedings. Her Majesty's Treasury of the United Kingdom (the UK Treasury) has expressed its preliminary view on 23 July 2014 in its BRRD Consultation (as defined below) that such safeguards do not apply to the 'write-down and conversion power' relating to capital instruments and is consulting on this view. Her Majesty's Treasury of the United Kingdom has also stated that this interpretation is under discussion with the European Commission.

Until fully implemented, it is not possible to assess the full impact of the BRRD on the Issuer, the Group and on holders of Global Collateralised Medium Term Notes, and there can be no assurance that, once it is implemented, the manner in which it is implemented or the taking of any actions by the relevant UK resolution authority contemplated in the BRRD would not adversely affect the rights of holders of Global Collateralised Medium Term Notes, the price or value of an investment in Global Collateralised Medium Term Notes and/or the Issuer’s ability to satisfy its obligations under the Global Collateralised Medium Term Notes.

The exercise of any such power or any suggestion of such exercise could, therefore, materially adversely affect the value of any Global Collateralised Medium Term Notes subject to the BRRD and could lead to the holders of the Global Collateralised Medium Term Notes losing some or all of their investment in the Global Collateralised Medium Term Notes.

UK resolution regime

In the UK, the Banking Act 2009 of the UK, as amended (the "**UK Banking Act**") provides for a regime (resolution regime) to allow the Bank of England (or, in certain circumstances, the UK Treasury) to resolve failing banks in the UK, in consultation with the PRA, the FCA and the UK Treasury, as appropriate. Under the UK Banking Act, these authorities are given powers, including (a) the power to make share transfer orders pursuant to which all or some of the securities issued by a UK bank may be transferred to a commercial purchaser or the UK government; and (b) the power to transfer all or some of the property, rights and liabilities of a UK bank to a commercial purchaser or Bank of England entity. A share transfer order can extend to a wide range of securities, including shares and bonds issued by a UK bank (including the Issuer) or its holding company (Barclays PLC) and warrants for such shares and bonds. Certain of these powers have been extended to companies within the same group as a UK bank.

The UK Banking Act also gives the authorities powers to override events of default or termination rights that might be invoked as a result of the exercise of the resolution powers. The UK Banking Act powers apply regardless of any contractual restrictions and compensation may be payable in the context of both share transfer orders and property appropriation.

The UK Banking Act also gives the Bank of England the power to override, vary or impose contractual obligations between a UK bank, its holding company and its group undertakings for reasonable consideration, in order to enable any transferee or successor bank to operate effectively. There is also power for the UK Treasury to amend the law (excluding provisions made by or under the UK Banking Act) for the purpose of enabling it to use the regime powers effectively, potentially with retrospective effect.

If these powers were to be exercised in respect of the Issuer (or any member of the Group), there could be a material adverse effect on the rights of holders of Global Collateralised Medium Term Notes, including through a material adverse effect on the price of the Global Collateralised Medium Term Notes.

Bail-in option in the UK Banking Act and UK transposition of the BRRD

On 18 December 2013, the UK Financial Services (Banking Reform) Act 2013 (UK Banking Reform Act) became law in the UK. Among the changes introduced by the UK Banking Reform Act, the UK Banking Act was amended to insert a bail-in option as part of the powers of the UK resolution authority. The bail-in option will come into force when stipulated by the UK Treasury.

The bail-in option is being introduced as an additional power available to the UK resolution authority, to enable it to recapitalise a failed institution by allocating losses to its shareholders and unsecured creditors in a manner that ought to respect the hierarchy of claims in an insolvency of a relevant financial institution, consistent with shareholders and creditors of financial institutions not receiving less favourable treatment than they would have done in insolvency. However, capital instruments could also be subject to the separate 'write-down and conversion power' introduced by the BRRD in which case such 'no shareholder or creditor worse off' safeguards may not apply (see "European resolution regime and loss absorption at the point of non-viability" above). The bail-in option includes the power to cancel a liability or modify the terms of contracts for the purposes of reducing or deferring the liabilities of the bank under resolution and the power to convert a liability from one form to another. The conditions for use of the bail-in option are, in summary, that (i) the regulator determines that the bank is failing or likely to fail, (ii) it is not reasonably likely that (ignoring the other stabilisation powers under the UK Banking Act) any other action can be taken to avoid the bank’s failure and (iii) the UK resolution authority determines that it is in the public interest to exercise the bail-in power.

The exercise of any bail-in power or any suggestion of any such exercise could materially adversely affect the value of any Global Collateralised Medium Term Notes and could lead to holders of Global Collateralised Medium Term Notes losing some or all of the value of their investment in the Global Collateralised Medium Term Notes.

On 23 July 2014, the United Kingdom Treasury published a consultation on the transposition of the BRRD into law in the United Kingdom, including draft legislation (the "**BRRD Consultation**"). The United Kingdom Treasury stated that, in transposing the BRRD, it will build on the UK's current system and powers. It also stated that some amendments will be required to be made to the bail-in option in the UK Banking Act, in order to fully transpose the BRRD into United Kingdom law. The UK Treasury is expected to make such amendments and bring the bail-in option into force (subject to certain exceptions) on 1 January 2015.

In addition, the UK Banking Act may be amended and/or other legislation may be introduced in the United Kingdom to amend the resolution regime that would apply in the event of a bank failure or to provide regulators with other resolution powers.

The circumstances under which the relevant UK resolution authority would exercise its proposed UK Bail-in Power are currently uncertain

Despite there being proposed pre-conditions for the exercise of the UK Bail-in Power, there remains uncertainty regarding the specific factors which the relevant UK resolution authority would consider in deciding whether to exercise the UK Bail-in Power with respect to the relevant financial institution and/or securities, issued by that institution.

Moreover, as the final criteria that the relevant UK resolution authority would consider in exercising any UK Bail-in Power are expected to provide it with considerable discretion, holders of the Global Collateralised Medium Term Notes may not be able to refer to publicly available criteria in order to anticipate a potential exercise of any such UK Bail-in Power and consequently its potential effect on the Issuer, the Group and the Global Collateralised Medium Term Notes.

The rights of holders of the Global Collateralised Medium Term Notes to challenge the exercise of any UK Bail-in Power by the relevant UK resolution authority are likely to be limited

There is some uncertainty as to the extent of any due process rights or procedures that will be provided to holders of securities (including the Global Collateralised Medium Term Notes) subject to the UK Bail-in Power and to the broader resolution powers of the relevant UK resolution authority when the BRRD is implemented in the UK. Holders of the Global Collateralised Medium Term Notes may have only limited rights to challenge and/or seek a suspension of any decision of the relevant UK resolution authority to exercise its UK Bail-in Power or to have that decision reviewed by a judicial or administrative process or otherwise."

The following new section shall be inserted following the section entitled "Risks relating to the Global Collateralised Medium Term Notes – Ratings of the Global Collateralised Medium Term Notes" on page 33 of the Base Prospectus:

"**The reduction of sovereign support due to the implementation of a resolution framework may lead to ratings downgrades**

Each of Moody's, Standard & Poor's and Fitch (together, the "**CRAs**") has published statements indicating their view that extraordinary government support for European banks is likely to diminish as regulators implement resolution frameworks, such as those provided for in the BRRD and the UK Banking Act described above. Accordingly, the CRAs have revised the ratings outlook of various systematically important European banks from 'stable' to 'negative'. There is a risk that one or more CRAs could potentially take further action to downgrade the credit ratings of the Issuer, the Group or the Global Collateralised Medium Term Notes which could cause the liquidity or market value of the Global Collateralised Medium Term Notes to decline."

Amendments to "Forward-Looking Statements"

The section entitled "Forward-Looking Statements" on page 49 of the Base Prospectus shall be amended by:

- the deletion of the last sentence in the first paragraph of that section in its entirety and its replacement with the following wording:

  "Examples of forward-looking statements include, among others, statements regarding the Group's future financial position, income growth, assets, impairment charges and provisions, business strategy, capital, leverage and other regulatory ratios, payment of dividends (including dividend pay-out ratios), projected levels of growth in the banking and financial markets, projected costs or savings, original and revised commitments and targets in connection with the Transform Programme and Group Strategy Update, run-down of assets and businesses within Barclays Non-Core, estimates of capital expenditures and plans and objectives for future operations and other statements that are not historical fact."

- the insertion of the words "accounting and" following the words "application of" and before the words "regulatory standards" in the second sentence of the second paragraph of that section.

Amendments to "Information Incorporated by Reference"

The section entitled "Information Incorporated by Reference" on page 50 through page 51 of the Base Prospectus shall be amended by:

- the insertion of the following wording after the end of the second bullet of that section;

  "the joint unaudited Interim Results Announcement of Barclays PLC and the Bank as filed with the SEC on Form 6-K on Film Number 141001645 on 30 July 2014 in respect of the six months ended 30

June 2014 (the "**Interim Results Announcement**") (available at http://www.barclays.com/content/dam/barclayspublic/docs/InvestorRelations/ResultAnnouncements/2014InterimResults/BarclaysBankplcInterimResults2014.pdf);"

- the deletion of the wording at the fourth bullet of that section in its entirety;

- the deletion of the word "and" at the end of the fifth bullet of that section;

- the insertion of the following wording after the end of the fifth bullet of that section:

  "the announcement by Barclays PLC of its unaudited Q1 2014, 2013 and 2012 results restatement reflecting the business reorganisation announced in the Group Strategy Update of 8 May 2014, as filed with the SEC on Form 6-K on Film Number 14973467 on 14 July 2014 (available at http://www.barclays.com/content/dam/barclayspublic/docs/InvestorRelations/ResultAnnouncements/2014restatement/results-restatement-document.pdf);"

Amendments to "Information relating to the Issuer"

The text of the second paragraph on page 52 of the Base Prospectus shall be deleted in its entirety and replaced with the following wording:

"The Group is engaged in personal banking, credit cards, corporate and investment banking, wealth and investment management services with an extensive international presence in Europe, United States, Africa and Asia. The Bank Group is structured around four core businesses: Personal and Corporate Banking, Barclaycard, Africa Banking and the Investment Bank. Businesses and assets which no longer fit the Bank Group's strategic objectives, are not expected to meet certain returns criteria and/or offer limited growth opportunities to the Group, have been reorganised into Barclays Non-Core. Together with its predecessor companies, the Bank Group has over 300 years of history and expertise in banking. Today the Bank Group operates in over 50 countries. The Bank Group moves, lends, invests and protects money for customers and clients internationally."

The text in the third paragraph on page 52 of the Base Prospectus shall be amended by the insertion of the words "unsecured unsubordinated" before the words "long-term obligations".

The text of the fourth paragraph on page 52 of the Base Prospectus shall be deleted in its entirety and replaced with the following wording:

"Based on the Bank Group's audited financial information for the year ended 31 December 2013 restated to reflect the offsetting amendments to IAS 32, the Bank Group had total assets of £1,344.201m (2012 (restated): £1,512,777m), total net loans and advances of £474,059m (2012 (restated): £472,809m), total deposits of £487,647m (2012 (restated): £468,262m), and total shareholders' equity of £63,220m (2012: £59,923m) (including non-controlling interests of £2,211m (2012: £2,856m)). The profit before tax from continuing operations of the Bank Group for the year ended 31 December 2013 was £2,885m (2012: £650m) after credit impairment charges and other provisions of £3,071m (2012: £3,340m). The financial information in this paragraph is extracted from the audited consolidated financial statements of the Bank for the year ended 31 December 2013 restated to reflect the offsetting amendments to IAS 32."

The following new paragraph shall be inserted following the end of the fourth paragraph on page 52 of the Base Prospectus:

"Based on the Bank Group's unaudited financial information for the six months ended 30 June 2014, the Bank Group had total assets of £1,315,492m (30 June 2013 (restated): £1,568,544m), total net loans and advances of £486,385m (30 June 2013 (restated): £522,026m), total deposits of £505,873m (30 June 2013 (restated): £541,671m), and total shareholders' equity of £65,119m (30 June 2013: £59,394m) (including non-controlling interests of £2,130m (30 June 2013: £2,620m)). The profit before tax from continuing operations of the Bank Group for the six months ended 30 June 2014 was £2,504m (30 June 2013: £1,648m) after credit impairment charges and other provisions of £1,086m (30 June 2013: £1,631m). The financial information in this paragraph is extracted from the unaudited consolidated financial statements of the Bank for the six months ended 30 June

2014 and the unaudited consolidated financial statements of the Bank for the six months ended 30 June 2013 restated to reflect the offsetting amendments to IAS 32."

The text of the section entitled "Acquisitions, Disposals and Recent Developments" on page 52 through page 53 of the Base Prospectus shall be amended by the deletion of the existing section in its entirety and its replacement with the following wording:

"Acquisitions, Disposals and Recent Developments

PRA Capital Adequacy Review

In 2013 the UK Financial Policy Committee asked the PRA to take steps to ensure that, by the end of 2013, major UK banks and building societies, including the Group, held capital resources equivalent to 7% of their risk weighted assets. As part of its review, the PRA also introduced a 3% leverage ratio target, which the PRA requested the Group plan to achieve by 30 June 2014. The PRA's calculations for both capital and leverage ratios were based on CRD IV definitions, applied on a fully loaded basis with further prudential adjustments.

In order to achieve these targets within the PRA's expected timeframes the Group formulated and agreed with the PRA a plan comprised of capital management and leverage exposure actions which was announced on 30 July 2013. The Group executed on this plan in 2013 by completing an underwritten rights issue to raise approximately £5.8bn (net of expenses) in common equity tier 1 capital; issuing £2.1bn (equivalent) CRD IV qualifying contingent convertible Additional Tier 1 securities with a 7% fully loaded CET1 ratio trigger; and reducing PRA leverage exposure to £1,365bn. These actions, together with on-going leverage exposure reductions and a successful liability management exercise in June 2014, resulted in the Group reporting a fully loaded CRD IV CET1 ratio of 9.9% and a PRA leverage ratio of 3.4% as at 30 June 2014.

Sale of Spanish Businesses to CaixaBank

On 31 August 2014 the Bank announced it had agreed to sell its Retail Banking, Wealth and Investment Management and Corporate Banking businesses in Spain to CaixaBank S.A. ("**CaixaBank**"). Under the terms agreed CaixaBank will acquire Barclays Bank SAU and certain subsidiaries, which represent total assets of €22.2bn and liabilities of €20.5bn as at 30 June 2014, for a consideration of €800m (approximately £630m), payable in cash upon completion and subject to adjustment based on the statutory Net Asset Value as at 31 December 2014. The financial impacts of this transaction on the Group are dependent, amongst other things, on the profitability of the businesses and foreign exchange movements up to completion, but are estimated to give rise to a loss after tax on the transaction of approximately £0.4bn to be reported in the third quarter of 2014, and a further loss of approximately £0.1bn on completion. Completion of the sale is subject to, amongst other things, regulatory approvals."

The text of the section entitled "Legal, Competition and Regulatory Matters" on page 53 through page 64 of the Base Prospectus shall be amended by the deletion of the existing section in its entirety and its replacement with the following wording:

"Legal, Competition and Regulatory Matters

The Group faces legal, competition and regulatory challenges, many of which are beyond the Group's control. The extent of the impact on the Group of these matters cannot always be predicted but may materially impact the Group's results of operations, financial results, condition and prospects.

Investigations into Certain Agreements

The FCA has alleged that Barclays PLC and the Bank breached their disclosure obligations in connection with two advisory services agreements entered into by the Bank. The FCA has imposed a £50m fine. The Bank and Barclays PLC are contesting the findings. The United Kingdom (UK) Serious Fraud Office (SFO) is also investigating these agreements and the US Department of Justice (DOJ) and US Securities and Exchange Commission (SEC) are investigating whether the Group's relationships with third parties who help it to win or retain business are compliant with the US Foreign Corrupt Practices Act.

Background Information

The FCA has investigated certain agreements, including two advisory services agreements entered into by the Bank with Qatar Holding LLC (Qatar Holding) in June and October 2008 respectively, and whether these may have related to Barclays PLC's capital raisings in June and November 2008.

The FCA issued warning notices (Warning Notices) against Barclays PLC and the Bank in September 2013.

The existence of the advisory services agreement entered into in June 2008 was disclosed but the entry into the advisory services agreement in October 2008 and the fees payable under both agreements, which amount to a total of £322m payable over a period of five years, were not disclosed in the announcements or public documents relating to the capital raisings in June and November 2008. While the Warning Notices consider that Barclays PLC and the Bank believed at the time that there should be at least some unspecified and undetermined value to be derived from the agreements, they state that the primary purpose of the agreements was not to obtain advisory services but to make additional payments, which would not be disclosed, for the Qatari participation in the capital raisings.

The Warning Notices conclude that Barclays PLC and the Bank were in breach of certain disclosure-related listing rules and the Bank was also in breach of Listing Principle 3 (the requirement to act with integrity towards holders and potential holders of the company's shares). In this regard, the FCA considers that Barclays PLC and the Bank acted recklessly. The financial penalty in the Warning Notices against the Group is £50m. Barclays PLC and the Bank continue to contest the findings.

Other Investigations

The FCA has agreed that the FCA enforcement process be temporarily stayed pending progress in the SFO's investigation into the agreements referred to above, including the advisory services agreements, in respect of which the Group has received and has continued to respond to requests for further information. The DOJ and the SEC are undertaking an investigation into whether the Group's relationships with third parties who assist Barclays PLC to win or retain business are compliant with the US Foreign Corrupt Practices Act. They are also investigating the same agreements. The US Federal Reserve has requested to be kept informed.

Claimed Amounts/Financial Impact

It is not currently practicable to provide an estimate of the financial impact of the actions described on the Group or what effect, if any, that they might have upon the Group's operating results, cash flows or financial position in any particular period.

Swiss / US Tax Programme

In August 2013, the DOJ and the Swiss Federal Department of Finance announced the Programme for Non-Prosecution Agreements or Non-Targeted letters for Swiss Banks (Programme). This agreement was the consequence of a long-running dispute between the US and Switzerland regarding tax obligations of US related accounts held in Swiss banks.

Barclays Bank (Suisse) SA and Barclays Bank PLC Geneva Branch were participating in the Programme; however, following a structured review of their US related accounts, it was determined that continued participation in the Programme was not warranted. As a result, Barclays Bank (Suisse) SA and Barclays Bank PLC Geneva Branch have withdrawn from the Programme.

Alternative Trading Systems and High-Frequency Trading

The SEC, the New York State Attorney General (NYAG) and regulators in certain other jurisdictions have been investigating a range of issues associated with alternative trading systems (ATSs, also known as dark pools) and the activities of high-frequency traders. The Group has been providing information to the relevant regulatory authorities in response to their enquiries.

Recent Developments

On 25 June 2014, the NYAG filed a complaint against Barclays PLC and Barclays Capital Inc. (BCI) in the Supreme Court of the State of New York (NY Supreme Court) alleging, amongst other things, that Barclays PLC and BCI engaged in fraud and deceptive practices in connection with LX Liquidity Cross, the Group's SEC-registered ATS.

In addition, on 28 July 2014, Barclays PLC was named as a defendant along with four former or current directors of Barclays PLC in a proposed securities class action filed in the US District Court for the Southern District of New York (SDNY Court). The complaint asserts various claims under the US Securities Exchange Act of 1934, principally that certain annual and other reports of Barclays PLC contained misstatements and omissions concerning LX Liquidity Cross. The complaint was brought on behalf of a proposed class consisting of all persons or entities that purchased or otherwise acquired BPLC-issued American Depositary Shares (ADSs), and options contracts to purchase or sell such ADSs, between 2 August 2011 and 25 June 2014.

Barclays PLC is also one of a number of defendants, including several US and international banks, named in proposed securities class actions filed in the SDNY Court on various dates in 2014 alleging, among other things, violations of the federal securities laws related to high frequency trading.

It is possible that additional complaints relating to these or similar matters may be brought in the future against Barclays PLC and/or its affiliates.

Claimed Amounts/Financial Impact

The complaints seek unspecified monetary damages and injunctive relief. It is not currently practicable to provide an estimate of the financial impact of the matters in this section or what effect, if any, that these matters might have upon operating results, cash flows or the Group's financial position in any particular period.

FERC

The US Federal Energy Regulatory Commission (FERC) has filed a civil action against the Bank and certain of its former traders in the US District Court in California seeking to collect on an order assessing a $435m civil penalty and the disgorgement of $34.9m of profits, plus interest, in connection with allegations that the Bank manipulated the electricity markets in and around California. The Bank and the former traders have filed a motion to dismiss the action for improper venue or, in the alternative, to transfer it to the Southern District of New York (SDNY), and a motion to dismiss the complaint for failure to state a claim. The US Attorney's Office in SDNY has informed the Bank that it is looking into the same conduct at issue in the FERC matter.

Background Information

In October 2012, FERC issued an Order to Show Cause and Notice of Proposed Penalties (Order and Notice) against the Bank and four of its former traders in relation to the Group's power trading in the western US. In the Order and Notice, FERC asserted that the Bank and its former traders violated FERC's Anti-Manipulation Rule by manipulating the electricity markets in and around California from November 2006 to December 2008, and proposed civil penalties and profit disgorgement to be paid by the Bank.

In July 2013, FERC issued an Order Assessing Civil Penalties in which it assessed a $435m civil penalty against the Bank and ordered the Bank to disgorge an additional $34.9m of profits plus interest (both of which are consistent with the amounts proposed in the Order and Notice).

In October 2013, FERC filed a civil action against the Bank and its former traders in the US District Court in California seeking to collect the penalty and disgorgement amount. FERC's complaint in the civil action reiterates the allegations previously made by FERC in its October 2012 Order and Notice and its July 2013 Order Assessing Civil Penalties.

In September 2013, the Bank was contacted by the criminal division of the US Attorney's Office in SDNY and advised that such office is looking at the same conduct at issue in the FERC matter.

On 16 December 2013, the Bank and its former traders filed a motion to dismiss the action for improper venue or, in the alternative, to transfer it to the SDNY Court, and a motion to dismiss the complaint for failure to state a claim.

Claimed Amounts/Financial Impact

FERC has made claims against the Group totalling $469.9m, plus interest, for civil penalties and profit disgorgement. This amount does not necessarily reflect the Group's potential financial exposure if a ruling were to be made against it.

Investigations into LIBOR, ISDAfix, other Benchmarks and Foreign Exchange Rates

Regulators and law enforcement agencies from a number of governments have been conducting investigations relating to the Bank's involvement in manipulating financial benchmarks and foreign exchange rates. The Bank has reached settlements with the relevant law enforcement agency or regulator in certain of the investigations, but others, including those set out in more detail below, remain pending.

Background Information

The FCA, the US Commodity Futures Trading Commission (CFTC), the SEC, the DOJ Fraud Section (DOJ-FS) and Antitrust Division (DOJ-AD), the European Commission (Commission), the SFO, the Monetary Authority of Singapore, the Japan Financial Services Agency, the prosecutors' office in Trani, Italy and various US state attorneys general are amongst various authorities conducting investigations into submissions made by the Bank and other financial institutions to the bodies that set or compile various financial benchmarks, such as LIBOR and EURIBOR and in connection with efforts to manipulate certain benchmark currency exchange rates.

On 27 June 2012, the Bank announced that it had reached settlements with the Financial Services Authority (FSA) (as predecessor to the FCA), the CFTC and the DOJ-FS in relation to their investigations and the Bank agreed to pay total penalties of £290m, which were reflected in operating expenses for 2012. The settlements were made by entry into a Settlement Agreement with the FSA, a Settlement Order with the CFTC (CFTC Order) and a Non-Prosecution Agreement (NPA) with the DOJ-FS. In addition, the Bank was granted conditional leniency from the DOJ-AD in connection with potential US antitrust law violations with respect to financial instruments that reference EURIBOR. Summaries of the NPA and the CFTC Order are set out below. The full text of the CFTC Order and the NPA are publicly available on the websites of the CFTC and the DOJ, respectively.

FSA Settlement Agreement

The terms of the Settlement Agreement with the FSA are confidential. However, the Final Notice of the FSA, which imposed a financial penalty of £59.5m, is publicly available on the website of the FCA. This sets out the FSA's reasoning for the penalty, references the settlement principles and sets out the factual context and justification for the terms imposed.

CFTC Order

In addition to a $200m civil monetary penalty, the CFTC Order requires the Bank to cease and desist from further violations of specified provisions of the US Commodity Exchange Act (CEA) and take specified steps to ensure the integrity and reliability of its benchmark interest rate submissions, including LIBOR and EURIBOR, and improve related internal controls. Amongst other things, the CFTC Order requires the Bank to:

- make its submissions based on certain specified factors, with the Bank's transactions being given the greatest weight, subject to certain specified adjustments and considerations;
- implement firewalls to prevent improper communications, including between traders and submitters;
- prepare and retain certain documents concerning submissions and retain relevant communications;

- implement auditing, monitoring and training measures concerning its submissions and related processes;
- make regular reports to the CFTC concerning compliance with the terms of the CFTC Order;
- use best efforts to encourage the development of rigorous standards for benchmark interest rates; and
- continue to cooperate with the CFTC's ongoing investigation of benchmark interest rates.

DOJ Non-Prosecution Agreement

As part of the NPA, the Bank agreed to pay a $160m penalty. In addition, the DOJ agreed not to prosecute the Bank for any crimes (except for criminal tax violations, as to which the DOJ cannot and does not make any agreement) related to the Bank's submissions of benchmark interest rates, including LIBOR and EURIBOR, contingent upon the Bank's satisfaction of specified obligations under the NPA. In particular, under the NPA, the Bank agreed for a period of two years from 26 June 2012, amongst other things, to:

- commit no US crimes whatsoever;
- truthfully and completely disclose non-privileged information with respect to the activities of the Bank, its officers and employees, and others concerning all matters about which the DOJ inquires of it, which information can be used for any purpose, except as otherwise limited in the NPA;
- bring to the DOJ's attention all potentially criminal conduct by the Bank or any of its employees that relates to fraud or violations of the laws governing securities and commodities markets; and
- bring to the DOJ's attention all criminal or regulatory investigations, administrative proceedings or civil actions brought by any governmental authority in the US by or against the Bank or its employees that alleges fraud or violations of the laws governing securities and commodities markets.

The Bank also agreed to cooperate with the DOJ and other government authorities in the US in connection with any investigation or prosecution arising out of the conduct described in the NPA, which commitment shall remain in force until all such investigations and prosecutions are concluded. The Bank also continues to cooperate with the other ongoing investigations.

In anticipation of the expiry of the two year period, the Bank and DOJ-FS entered into a letter agreement which: (1) gives DOJ-FS until 27 June 2015 to make a determination under the NPA solely as to whether any of the Bank's trading activities in the foreign exchange market during the two year period from 26 June 2012 constituted the commission of a "United States crime"; and (2) with respect to the ongoing investigation of those trading activities by DOJ-FS and DOJ-AD, extends the Bank's obligation to disclose non-privileged information in response to inquiries of the DOJ-FS to 27 June 2015. The two year period under the NPA has otherwise expired.

Investigations by the US State Attorneys General

Following the settlements announced in June 2012, 31 US state attorneys general commenced their own investigations into LIBOR, EURIBOR and the Tokyo Interbank Offered Rate. The NYAG, on behalf of this coalition of attorneys general, issued a subpoena in July 2012 to the Bank (and subpoenas to a number of other banks) to produce wide-ranging information and has since issued additional information requests to the Bank for both documents and transactional data. The Bank is responding to these requests on a rolling basis.

Investigation by the SFO

In addition, following the settlements announced in June 2012, the SFO announced in July 2012 that it had decided to investigate the LIBOR matter, in respect of which the Bank has received and continues to respond to requests for information.

Investigations by the European Commission

The Commission has also been conducting investigations into the manipulation of, amongst other things, EURIBOR. On 4 December 2013, the Commission announced that it had reached a settlement with the Group and a number of other banks in relation to anti-competitive conduct concerning EURIBOR. The Group had voluntarily reported the EURIBOR conduct to the Commission and cooperated fully with the Commission's investigation. In recognition of this cooperation, the Group was granted full immunity from the financial penalties that would otherwise have applied.

ISDAfix Investigation

Regulators and law enforcement agencies, including the CFTC and the FCA, are also conducting separate investigations into historical practices with respect to ISDAfix, amongst other benchmarks. The Bank has received and continues to respond to subpoenas and requests for information from various authorities including the CFTC and the FCA.

Foreign Exchange Trading Investigation

Various regulatory and enforcement authorities, including the FCA, the CFTC, the DOJ, the SEC, the New York State Department of Financial Services and the Hong Kong Monetary Authority are investigating foreign exchange trading, including possible attempts to manipulate certain benchmark currency exchange rates or engage in other activities that would benefit their trading positions. Certain of these investigations involve multiple market participants in various countries. The Bank has received enquiries from certain of these authorities related to their particular investigations, and from other regulators interested in foreign exchange issues. The Group is reviewing its foreign exchange trading covering a several year period at least through October 2013 and is cooperating with the relevant authorities in their investigations.

For a discussion of litigation arising in connection with these investigations see "LIBOR and other Benchmarks Civil Actions" and "Civil Actions in Respect of Foreign Exchange Trading" below.

Claimed Amounts/Financial Impact

It is not currently practicable to provide an estimate of the financial impact of the matters in this section or what effect, if any, that these matters might have upon operating results, cash flows or the Group's financial position in any particular period. Amongst other things, a breach of any of the NPA provisions could lead to prosecutions in relation to the Bank's benchmark interest rate submissions and could have significant consequences for the Bank's current and future business operations in the US.

LIBOR and other Benchmarks Civil Actions

A number of individuals and corporates in a range of jurisdictions have threatened or brought civil actions against the Group and other banks in relation to manipulation of LIBOR and/or other benchmark rates. The lawsuits seek an unspecified amount of damages with the exception of five lawsuits, in which the plaintiffs are seeking a combined total in excess of $1.25bn in actual damages against all defendants, including the Bank, plus punitive damages. While several of such cases have been dismissed, others remain pending and their ultimate impact is unclear.

Background Information

Following the settlements of the investigations referred to above in "Investigations into LIBOR, ISDAfix, other benchmarks and foreign exchange rates", a number of individuals and corporates in a range of jurisdictions have threatened or brought civil actions against the Group in relation to LIBOR and/or other benchmarks.

The majority of the USD LIBOR cases, which have been filed in various US jurisdictions, have been consolidated for pre-trial purposes before a single Judge in the SDNY Court (MDL Court).

The complaints are substantially similar and allege, amongst other things, that Barclays PLC and the other banks individually and collectively violated provisions of the US Sherman Antitrust Act, the CEA, the US Racketeer Influenced and Corrupt Organizations Act (RICO) and various state laws by manipulating USD LIBOR rates.

The lawsuits seek unspecified damages with the exception of five lawsuits, in which the plaintiffs are seeking a combined total in excess of $1.25bn in actual damages against all defendants, including the Bank, plus punitive damages. Some of the lawsuits also seek trebling of damages under the US Sherman Antitrust Act and RICO.

The proposed class actions purport to be brought on behalf of (amongst others) plaintiffs that (i) engaged in USD LIBOR-linked over-the-counter transactions (OTC Class); (ii) purchased USD LIBOR-linked financial instruments on an exchange (Exchange-Based Class); (iii) purchased USD LIBOR-linked debt securities (Debt Securities Class); (iv) purchased adjustable-rate mortgages linked to USD LIBOR; or (v) issued loans linked to USD LIBOR.

USD LIBOR Cases in MDL Court

In March 2013, the MDL Court issued a decision dismissing the majority of claims against the Bank and other panel bank defendants in three lead proposed class actions (Lead Class Actions) and three lead individual actions (Lead Individual Actions).

Following the decision, the plaintiffs in the Lead Class Actions sought permission to either file an amended complaint or appeal an aspect of the March 2013 decision. In August 2013 and June 2014, the MDL Court denied the majority of the motions presented in the Lead Class Actions. As a result, the:

- Debt Securities Class has been dismissed entirely;
- the claims of the Exchange-Based Class have been limited to claims under the CEA; and
- the claims of the OTC Class have been limited to claims for unjust enrichment and breach of the implied covenant of good faith and fair dealing.

Subsequent to the MDL Court's March 2013 decision, the plaintiffs in the Lead Individual Actions filed a new action in California state court (since moved to the MDL Court) based on the same allegations as those initially alleged in the proposed class action cases discussed above. The Debt Securities Class attempted to appeal the dismissal of their action to the U.S. Court of Appeals for the Second Circuit (Second Circuit), but the Second Circuit dismissed the appeal as untimely on the grounds that the MDL Court had not reached a decision resolving all of the claims in the consolidated actions. The U.S. Supreme Court has agreed to review the dismissal of the Debt Securities Class' appeal. Depending on the decision of the U.S. Supreme Court and further proceedings in the MDL Court, various plaintiffs may attempt to bring appeals of some or all of the MDL Court's decisions in the future.

Additionally, a number of other actions before the MDL Court remain stayed, pending further proceedings in the Lead Class Actions.

Until there are further decisions, the ultimate impact of the MDL Court's decisions will be unclear, although it is possible that the decisions will be interpreted by courts to affect other litigation, including the actions described below, some of which concern different benchmark interest rates.

Additional USD LIBOR Case in the SDNY

An additional individual action was commenced on 13 February 2013 in the SDNY against the Bank and other panel bank defendants. The plaintiff alleged that the panel bank defendants conspired to increase USD LIBOR, which caused the value of bonds pledged as collateral for a loan to decrease, ultimately resulting in the sale of the bonds at a low point in the market. This action is not assigned to the MDL Court; it is proceeding on a different schedule before a different judge in the SDNY. The panel bank defendants have moved to dismiss the action, and their motion is now fully submitted to the court.

Securities Fraud Case in the SDNY

Barclays PLC, the Bank and BCI have also been named as defendants along with four former officers and directors of the Bank in a proposed securities class action pending in the SDNY in connection with the Bank's role as a contributor panel bank to LIBOR. The complaint asserts claims under the US Securities Exchange Act 1934, principally alleging that the Bank's Annual Reports for the years 2006 to 2011 contained misstatements and omissions concerning (amongst other things) the Bank's compliance with its operational risk management processes and certain laws and regulations. The complaint also alleges that the Bank's daily USD LIBOR submissions constituted false statements in violation of US securities law. The complaint was brought on behalf of a proposed class consisting of all persons or entities that purchased Barclays PLC-sponsored American Depositary Receipts on a US securities exchange between 10 July 2007 and 27 June 2012. In May 2013, the district court granted the Bank's motion to dismiss the complaint in its entirety. The plaintiffs appealed, and, in April 2014, the Second Circuit issued an order upholding the dismissal of certain of the plaintiffs' claims, but reversing the dismissal of the plaintiffs' claims that the Bank's daily USD LIBOR submissions constituted false statements in violation of US securities law. The action will be remanded back to the district court for further proceedings.

Complaint in the US District Court for the Central District of California

In July 2012, a purported class action complaint in the US District Court for the Central District of California was amended to include allegations related to USD LIBOR and name the Bank as a defendant. The amended complaint was filed on behalf of a purported class that includes holders of adjustable rate mortgages linked to USD LIBOR. The Bank moved to dismiss all of the plaintiffs' claims and, in October 2012, the district court granted the motion to dismiss. The plaintiffs appealed the dismissal to the US Court of Appeals for the Ninth Circuit (Ninth Circuit), and, in March 2014, the Ninth Circuit issued an order reversing dismissal of the proposed class action, which reinstated most of the plaintiffs' claims. The action has now been remanded back to the district court for further proceedings, and one of the plaintiffs has indicated she will file a fourth amended complaint in August 2014.

Japanese Yen LIBOR Case in SDNY

An additional class action was commenced in April 2012 in the SDNY against the Bank and other Japanese Yen LIBOR panel banks by a plaintiff involved in exchange-traded derivatives. The complaint also names members of the Japanese Bankers Association's Euroyen Tokyo Interbank Offered Rate (Euroyen TIBOR) panel, of which the Bank is not a member. The complaint alleges, amongst other things, manipulation of the Euroyen TIBOR and Yen LIBOR rates and breaches of the CEA and US Sherman Antitrust Act between 2006 and 2010. The defendants filed a motion to dismiss and, on 28 March 2014, the Court issued a decision granting in part and denying in part that motion. Specifically, the court dismissed the plaintiff's antitrust claims in full, but sustained the plaintiff's CEA claims. The defendants have moved for reconsideration of the decision concerning the CEA claims, and the plaintiff has moved for leave to file a third amended complaint adding additional claims, including a RICO claim.

EURIBOR Cases

On 12 February 2013, a Euribor-related class action was filed against the Bank, Barclays PLC and BCI and other Euribor panel banks. The plaintiffs assert antitrust, CEA, RICO, and unjust enrichment claims. In particular, the Bank is alleged to have conspired with other Euribor panel banks to manipulate Euribor. The lawsuit is brought on behalf of purchasers and sellers of NYSE LIFFE Euribor futures contracts, purchasers of Euro currency-related futures contracts and purchasers of other derivative contracts (such as interest rate swaps and forward rate agreements that are linked to Euribor) during the period 1 June 2005 through 31 March 2011.

In addition, Barclays Bank PLC has been granted conditional leniency from the DOJ-AD in connection with potential US antitrust law violations with respect to financial instruments that reference EURIBOR. As a result of that grant of conditional leniency, Barclays PLC is eligible for (i) a limit on liability to actual rather than treble damages if damages were to be awarded in any civil antitrust action under US antitrust law based on conduct covered by the conditional leniency and (ii) relief from potential joint-and-several liability in connection with such civil antitrust action, subject to Barclays Bank PLC satisfying the DOJ-AD and the court presiding over the civil litigation of fulfilment of its cooperation obligations.

Non-US Cases

In addition to US actions, legal proceedings have been brought or threatened against the Group in connection with alleged manipulation of LIBOR and EURIBOR, in a number of jurisdictions. The first such proceeding in England and Wales was brought by Graiseley Properties Limited for trial in the High Court of Justice and was settled on confidential terms in April 2014. The number of such proceedings in non US jurisdictions, the benchmarks to which they relate, and the jurisdictions in which they may be brought are anticipated to increase over time.

Claimed Amounts/Financial Impact

It is not currently practicable to provide an estimate of the financial impact of the actions described on the Group or what effect, if any, that they might have upon the Group's operating results, cash flows or financial position in any particular period.

Civil Actions in Respect of Foreign Exchange Trading

Since November 2013, a number of civil actions have been filed in the SDNY on behalf of proposed classes of plaintiffs alleging manipulation of foreign exchange markets under the US Sherman Antitrust Act and New York state law and naming several international banks as defendants, including the Bank.

Recent Developments

The SDNY Court, before whom all the cases are pending, has combined all actions alleging a class of U.S. persons in a single consolidated action and has directed that this consolidated action be coordinated for pretrial and other proceedings with two cases making similar allegations on behalf of a Norwegian class and a Korean class, respectively. The defendants, including the Bank, have moved to dismiss the complaints.

Claimed Amounts/Financial Impact

It is not currently practicable to provide an estimate of the financial impact of the actions described on the Group or what effect, if any, that they might have upon the Group's operating results, cash flows or financial position in any particular period.

Civil Actions in Respect of the Gold Fix

Since March 2014, a number of civil complaints have been filed in US federal courts, each on behalf of a proposed class of plaintiffs, alleging that the Group entities and other members of The London Gold Market Fixing Ltd. manipulated the prices of gold and gold derivative contracts in violation of the CEA, the US Sherman Antitrust Act, and state antitrust and consumer protection laws.

Claimed Amounts/Financial Impact

It is not currently practicable to provide an estimate of the financial impact of the potential exposure of the actions described or what effect, if any, that they might have upon operating results, cash flows or the Group's financial position in any particular period.

US Residential Mortgage Related Activity and Litigation

The Group's activities within the US residential mortgage sector during the period from 2005 through 2008 included:

- Sponsoring and underwriting of approximately $39bn of private-label securitisations;
- Economic underwriting exposure of approximately $34bn for other private-label securitisations;
- Sales of approximately $0.2bn of loans to government sponsored enterprises (GSEs); and

- Sales of approximately $3bn of loans to others.

In addition, during this time period, approximately $19.4bn of loans (net of approximately $500m of loans sold during this period and subsequently repurchased) were also originated and sold to third parties by mortgage originator affiliates of an entity that the Group acquired in 2007 (Acquired Subsidiary).

In connection with its loan sales and certain private-label securitisations the Group provided certain loan level representations and warranties (R&Ws), which if breached may require the Group to repurchase the related loans. On 30 June 2014, the Group had unresolved repurchase requests relating to loans with a principal balance of approximately $2.2bn at the time they were sold, and civil actions have been commenced by various parties alleging that the Group must repurchase such loans. In addition, the Group is party to a number of lawsuits filed by purchasers of residential mortgage-backed securities (RMBS) asserting statutory and/or common law claims and has entered into tolling agreements with certain institutional purchasers of RMBS concerning their potential claims. The current outstanding face amount of RMBS related to such pending and threatened claims against the Group as of 30 June 2014 was approximately $1.5bn.

RMBS Repurchase Requests

<u>Background</u>

In connection with the Group's loan sales and sponsored private-label securitisations, the Group provided certain R&Ws generally relating to the underlying mortgages, the property, mortgage documentation and/or compliance with law. The Group was the sole provider of R&Ws with respect to:

- Approximately $5bn of Group sponsored securitisations;
- Approximately $0.2bn of sales of loans to GSEs; and
- Approximately $3bn of loans sold to others.
- In addition, the Acquired Subsidiary provided R&Ws on all of the $19.4bn of loans it sold to third parties.

Other than approximately $1bn of loans sold to others for which R&Ws expired prior to 2012, there are no stated expiration provisions applicable to the R&Ws made by the Group or the Acquired Subsidiary. The Group's R&Ws with respect to the $3bn of loans sold to others are related to loans that were generally sold at significant discounts and contained more limited R&Ws than loans sold to GSEs, the loans sold by the Acquired Subsidiary or the Group sponsored securitisations.

R&Ws on the remaining Group sponsored securitisations were primarily provided by third party originators directly to the securitisation trusts with a Group subsidiary, as depositor for the securitisation, providing more limited R&Ws.

Under certain circumstances, the Group and/or the Acquired Subsidiary may be required to repurchase the related loans or make other payments related to such loans if the R&Ws are breached.

The unresolved repurchase requests received on or before 30 June 2014 associated with all R&Ws made by the Group or the Acquired Subsidiary on loans sold to GSEs and others and private-label activities had an original unpaid principal balance of approximately $2.2bn at the time of such sale.

Substantially all of the unresolved repurchase requests discussed above relate to civil actions that have been commenced by the trustees for certain RMBS securitisations in which the trustees allege that the Group and/or the Acquired Subsidiary must repurchase loans that violated the operative R&Ws. The trustees in these actions have also alleged that the operative R&Ws may have been violated with respect to a greater (but unspecified) amount of loans than the amount of loans previously stated in specific repurchase requests made by such trustees.

Claimed Amounts/Financial Impact

It is not currently practicable to provide an estimate of the financial impact of the actions described on the Group or what effect, if any, that they might have upon the Group's operating results, cash flows or financial position in any particular period.

RMBS Securities Claims

Background

As a result of some of the RMBS activities described above, the Group is party to a number of lawsuits filed by purchasers of RMBS. In April 2014, the Group settled RMBS related lawsuits brought by the US Federal Housing Finance Agency (FHFA). However, the Group remains party to a number of similar lawsuits filed by purchasers of RMBS sponsored and/or underwritten by the Group between 2005 and 2008. As a general matter, these lawsuits allege, amongst other things, that the RMBS offering materials allegedly relied on by such purchasers contained materially false and misleading statements and/or omissions and generally demand rescission and recovery of the consideration paid for the RMBS and recovery of monetary losses arising out of their ownership. The Group has also entered into tolling agreements with certain institutional purchasers of RMBS that have threatened to assert claims of various types against the Group in connection with the sale of RMBS sponsored and/or underwritten by the Group.

In addition, the Group has received inquiries, including subpoenas, from various regulatory and governmental authorities, including the DOJ, regarding its mortgage-related activities, and is cooperating with such inquiries.

The original face amount of RMBS related to the pending and threatened civil actions against the Group total approximately $4.1bn, of which approximately $1.5bn was outstanding as at 30 June 2014.

Cumulative realised losses reported on these RMBS as at 30 June 2014 were approximately $0.9bn.

Recent Developments

On 24 April 2014, the Group settled RMBS litigation brought by the FHFA against the Bank and certain of its affiliates for $280m. These litigations related to allegedly materially false and misleading statements and/or omissions that were allegedly reflected in offering materials for RMBS purchased by the Federal National Mortgage Association (Fannie Mae) and Federal Home Loan Mortgage Corporation (Freddie Mac).

Claimed Amounts/Financial Impact

If the Group were to lose the pending and threatened actions the Group believes it could incur a loss of up to the outstanding amount of the RMBS at the time of judgement (taking into account further principal payments after 30 June 2014), plus any cumulative losses on the RMBS at such time and any interest, fees and costs, less the market value of the RMBS at such time and less any provisions taken to date.

The Group has estimated the total market value of these RMBS as at 30 June 2014 to be approximately $1bn. The Group may be entitled to indemnification for a portion of such losses.

Lehman Brothers

Since September 2009, the Group has been engaged in litigation with various entities that have sought to challenge certain aspects of the transaction pursuant to which BCI and other companies in the Group acquired most of the assets of Lehman Brothers Inc. (LBI) in September 2008, as well as the court order (Order) approving the sale (Sale). The Order was upheld by the courts and is no longer being challenged. On 5 August 2014, the Second Circuit affirmed the SDNY Court's rulings in favour of the Group on certain claims with respect to its rights over assets it claims from the Sale.

Background Information

In September 2009, motions were filed in the United States Bankruptcy Court for the SDNY (Bankruptcy Court) by Lehman Brothers Holdings Inc. (LBHI), the SIPA Trustee for Lehman Brothers Inc. (Trustee) and the Official Committee of Unsecured Creditors of Lehman Brothers Holdings Inc. (Committee). All three motions challenged certain aspects of the Sale, as well as the Order. The claimants sought an order voiding the transfer of certain assets to BCI, requiring BCI to return to the LBI estate any excess value BCI allegedly received, and declaring that BCI is not entitled to certain assets that it claims pursuant to the Sale documents and the Order (Rule 60 Claims).

In January 2010, BCI filed its response to the motions and also filed a motion seeking delivery of certain assets that LBHI and LBI had failed to deliver as required by the Sale documents and the Order (together with the Trustee’s competing claims to those assets, Contract Claims).

In 2011, the Bankruptcy Court rejected the Rule 60 Claims and decided some of the Contract Claims in the Trustee’s favour and some in favour of the Group. The Group and the Trustee each appealed the Bankruptcy Court’s adverse rulings on the Contract Claims to the SDNY Court. LBHI and the Committee did not appeal the Bankruptcy Court’s ruling on the Rule 60 Claims.

The SDNY Court issued an opinion in June 2012, reversing one of the Bankruptcy Court’s rulings on the Contract Claims that had been adverse to the Group and affirming the Bankruptcy Court’s other rulings on the Contract Claims. In July 2012, the SDNY Court issued an agreed judgement implementing the rulings in the opinion (Judgement). Under the Judgement, the Group is entitled to receive:

- $1.1bn (£0.6bn) from the Trustee in respect of "clearance box" assets (Clearance Box Assets); and
- property held at various institutions in respect of the exchange traded derivatives accounts transferred to BCI in the Sale (ETD Margin).

Recent Developments

The Trustee appealed the SDNY Court’s adverse rulings to the Second Circuit. On 5 August 2014, the Second Circuit issued an opinion affirming the rulings of the SDNY Court that the Group is entitled to receive the Clearance Box Assets and the ETD Margin.

It is possible that the Trustee may dispute the Group’s entitlement to certain of the ETD Margin notwithstanding the Second Circuit's rulings in favour of the Group. Moreover, there is uncertainty regarding recoverability of a portion of the ETD Margin not yet delivered to the Group that is held by an institution outside the US. Thus, the Group cannot reliably estimate how much of the ETD Margin the Group is ultimately likely to receive.

Claimed Amounts/Financial Impact

Approximately $4.3bn (£2.5bn) of the assets to which the Group is entitled as part of the Sale had not been received by 30 June 2014. Approximately $2.7bn (£1.6bn) has been recognised as a receivable on the balance sheet in respect of these assets. The unrecognised amount, approximately $1.6bn (£1.0bn) as of 30 June 2014, effectively represents a provision against the uncertainty inherent in the litigation and potential post-appeal proceedings and issues relating to the recovery of certain assets held by an institution outside the US.

If the Second Circuit's rulings are unaffected by future proceedings, but conservatively assuming the Group does not receive any ETD Margin that the Group believes may be subject to a post-appeal challenge by the Trustee or to uncertainty regarding recoverability, the Group will receive assets in excess of the $2.7bn (£1.6bn) recognised as a receivable on the Group's balance sheet as at 30 June 2014. The Group would then recognise a gain equal to such excess.

In this context, the Group is satisfied with the valuation of the asset recognised on its balance sheet and the resulting level of effective provision.

Citibank Indemnity Action

On 11 March 2014, Citibank N.A. (Citi) and the Bank settled an action brought by Citi under an indemnity provided by the Bank for losses incurred by Citi between 17 and 19 September 2008 in performing foreign exchange settlement services for LBI, as LBI's designated settlement member with CLS Bank International.

American Depositary Shares

Barclays PLC, the Bank and various current and former members of Barclays PLC 's Board of Directors have been named as defendants in five proposed securities class actions consolidated in the SDNY Court, alleging misstatements and omissions in registration statements for certain American Depositary Shares offered by the Bank.

Background Information

The consolidated amended complaint, filed in February 2010, asserted claims under the Securities Act of 1933, alleging that registration statements relating to American Depositary Shares representing preferred stock, series 2, 3, 4 and 5 (Preferred Stock ADS) offered by the Bank at various times between 2006 and 2008 contained misstatements and omissions concerning (amongst other things) the Bank's portfolio of mortgage-related (including US subprime-related) securities, the Bank's exposure to mortgage and credit market risk, and the Bank's financial condition.

Recent Developments

The claims concerning the series 2, 3 and 4 offerings have been dismissed on the basis that they were time barred. Although the SDNY Court also dismissed the claims concerning the series 5 offering, the Second Circuit reversed the dismissal and ruled that the plaintiffs should have been permitted to file a second amended complaint in relation to the series 5 offering claims.

In June 2014, the SDNY Court denied defendants' motion to dismiss with respect to the claims in the amended complaint concerning the series 5 offering.

Claimed Amounts/Financial Impact

It is not currently practicable to provide an estimate of the financial impact of the actions described on the Group or what effect, if any, that they might have upon the Group's operating results, cash flows or financial position in any particular period.

Devonshire Trust

On 19 June 2014 the Bank and Devonshire reached an agreement to settle proceedings brought before the Ontario Superior Court in connection with the Bank's early terminations of two credit default swaps under an ISDA Master Agreement with the Devonshire Trust (Devonshire). The Court previously determined that Devonshire was entitled to receive back from the Bank cash collateral of approximately C$533m together with accrued interest. The implementation of the settlement is subject to certain conditions, including noteholder and Court approval. The Bank had previously recognised an impairment provision in relation to these swaps, and no incremental profit or loss for the Bank is expected as a result of this settlement.

BDC Finance L.L.C.

BDC Finance L.L.C. (BDC) filed a complaint against the Bank in the NY Supreme Court alleging breach of a portfolio of total return swaps governed by an ISDA Master Agreement (collectively, the Agreement). A ruling was made against the Bank, but an appeal is pending before the New York State Court of Appeals. Parties related to BDC have also sued the Bank and BCI in Connecticut state court in connection with the Bank's conduct relating to the Agreement.

Background Information

In October 2008, BDC filed a complaint in the NY Supreme Court alleging that the Bank breached the Agreement when it failed to transfer approximately $40m of alleged excess collateral in response to BDC's October 2008 demand (Demand).

BDC asserts that under the Agreement the Bank was not entitled to dispute the Demand before transferring the alleged excess collateral and that even if the Agreement entitled the Bank to dispute the Demand before making the transfer, the Bank failed to dispute the Demand.

BDC demands damages totalling $298m plus attorneys' fees, expenses, and prejudgement interest.

In August 2012, the NY Supreme Court granted partial summary judgement for the Bank, ruling that the Bank was entitled to dispute the Demand before transferring the alleged excess collateral, but determining that a trial was required to determine whether the Bank actually did so. The parties cross-appealed to the Appellate Division of the NY Supreme Court (NY Appellate Division).

In September 2011, BDC's investment advisor, BDCM Fund Adviser, L.L.C. and its parent company, Black Diamond Capital Holdings, L.L.C. also sued the Bank and BCI in Connecticut state court for unspecified damages allegedly resulting from the Bank's conduct relating to the Agreement, asserting claims for violation of the Connecticut Unfair Trade Practices Act and tortious interference with business and prospective business relations. The parties have agreed to a stay of that case.

In October 2013, the NY Appellate Division reversed the NY Supreme Court's grant of partial summary judgement in favour of the Bank, and instead granted BDC's motion for partial summary judgement, holding that the Bank breached the Agreement. The NY Appellate Division did not rule on the amount of BDC's damages, which has not yet been determined by the NY Supreme Court.

Recent Developments

In January 2014 the NY Appellate Division granted the Bank leave to appeal its October 2013 decision to the NY Court of Appeals and the appeal is pending.

Claimed Amounts/Financial Impact

BDC has made claims against the Group totalling $298m plus attorneys' fees, expenses, and prejudgement interest. This amount does not necessarily reflect the Group's potential financial exposure if a ruling were to be made against it.

Credit Default Swap (CDS) Antitrust Investigations

The Commission and the DOJ-AD commenced investigations in the CDS market, in 2011 and 2009, respectively. In July 2013 the Commission addressed a Statement of Objections to the Bank, 12 other banks, Markit Ltd. and ISDA. The case relates to concerns that certain banks took collective action to delay and prevent the emergence of exchange traded credit derivative products.

If the Commission does reach a decision in this matter it has indicated that it intends to impose sanctions. The Commission's sanctions can include fines. The DOJ-AD's investigation is a civil investigation and relates to similar issues. The Bank is also contesting a proposed, consolidated class action alleging similar issues that has been filed in the US.

Claimed Amounts/Financial Impact

It is not currently practicable to provide an estimate of the financial impact of the actions described on the Group or what effect, if any, that they might have upon the Group's operating results, cash flows or financial position in any particular period.

Interchange Investigations

The Office of Fair Trading, as well as other competition authorities elsewhere in Europe, continues to investigate Visa and MasterCard credit and debit interchange rates.

The Bank receives interchange fees, as a card issuer, from providers of card acquiring services to merchants. The key risks arising from the investigations comprise the potential for fines imposed by competition authorities, litigation and proposals for new legislation.

Claimed Amounts/Financial Impact

It is not currently practicable to provide an estimate of the financial impact of the matters in this section or what effect, if any, that these matters might have upon operating results, cash flows or the Group's financial position in any particular period.

Interest Rate Hedging Products Redress

See Note 11 (Provisions) to the financial statements of Barclays PLC as contained in the Interim Results Announcement for a description of the FSA's review and redress exercise in respect of interest rate hedging products and the provisions recognised by the Group in connection with it.

General

The Group is engaged in various other legal, competition and regulatory matters both in the UK and a number of overseas jurisdictions. It is subject to legal proceedings by and against the Group which arise in the ordinary course of business from time to time, including (but not limited to) disputes in relation to contracts, securities, debt collection, consumer credit, fraud, trusts, client assets, competition, data protection, money laundering, employment, environmental and other statutory and common law issues.

The Group is also subject to enquiries and examinations, requests for information, audits, investigations and legal and other proceedings by regulators, governmental and other public bodies in connection with (but not limited to) consumer protection measures, compliance with legislation and regulation, wholesale trading activity and other areas of banking and business activities in which the Group is or has been engaged.

At the present time, the Group does not expect the ultimate resolution of any of these other matters to have a material adverse effect on its financial position. However, in light of the uncertainties involved in such matters and the matters specifically described in this note, there can be no assurance that the outcome of a particular matter or matters will not be material to the Group's results of operations or cash flow for a particular period, depending on, amongst other things, the amount of the loss resulting from the matter(s) and the amount of income otherwise reported for the reporting period.

The Group has not disclosed an estimate of the potential financial effect on the Group of contingent liabilities where it is not currently practicable to do so or, in cases where it is practicable, where disclosure could prejudice the conduct of matters. Provisions have been recognised for those cases where the Group is able to reliably estimate probable losses."

The text of the section entitled "Directors" on page 65 through page 66 of the Base Prospectus shall be amended by:

- the deletion of the table set out below the first paragraph of that section and its replacement with the following table:

Name	*Function(s) within the Group*	*Principal outside activities*
Sir David Walker	Chairman	Member and Trustee Consultative Group on International Economic and Monetary Affairs, Inc. (Group of Thirty); Trustee, Cicely Saunders International

Name	*Function(s) within the Group*	*Principal outside activities*
Antony Jenkins	Group Chief Executive	Director, The Institute of International Finance; Member, International Advisory Panel of the Monetary Authority of Singapore; Trustee Director of Business in the Community
Tushar Morzaria	Group Finance Director	
Tim Breedon CBE	Non-Executive Director	Non-Executive Director, Ministry of Justice Departmental Board
Crawford Gillies	Non-Executive Director	Non-Executive Director Standard Life plc; Non-Executive Director MITIE Group PLC; Chairman, Control Risks Group Limited; Chairman, Scottish Enterprise
Reuben Jeffery III	Non-Executive Director	Chief Executive Officer, Rockefeller & Co., Inc.; Chief Executive Officer, Rockefeller Financial Services Inc,; Member International Advisory Council of the China Securities Regulatory Commission; Member, Advisory Board of Towerbrook Capital Partners LP; Director, Financial Services Volunteer Corps; Director of J. Rothschild Capital management International Advisory Committee
Dambisa Moyo	Non-Executive Director	Non-Executive Director, SABMiller PLC; Non-Executive Director, Barrick Gold Corporation
Sir Michael Rake	Deputy Chairman and Senior Independent Director	Chairman, BT Group PLC; Director, McGraw-Hill Financial Inc.; President, Confederation of British Industry
Sir John Sunderland	Non-Executive Director	Chairman, Merlin Entertainments PLC; Non-Executive Director, AFC Energy plc; Governor, Reading University Council; Chancellor, Aston University
Diane de Saint Victor	Non-Executive Director	General Counsel, Company Secretary and a member of the Group Executive Committee of ABB Limited; Member, Advisory Board of the World Economic Forum's Davos Open Forum
Frits van Paasschen	Non-Executive Director	CEO and President of Starwood Hotels and Resorts Worldwide Inc.
Mike Ashley	Non-Executive Director	Member, HM Treasury Audit Committee; Member, Institute of Chartered Accountants in England & Wales' Ethics Standards Committee; Vice-Chair, European Financial Reporting Advisory Group's Technical Expert Group
Wendy Lucas-Bull	Non-Executive Director; Chairman of Barclays Africa Group Limited	Director, Afrika Tikkun NPC; Director, Peotona Group Holdings

Name	*Function(s) within the Group*	*Principal outside activities*
		(Pty) Limited
Stephen Thieke	Non-Executive Director	

The section entitled "Employees" on page 66 of the Base Prospectus shall be deleted in its entirety.

The text of the section entitled "Significant Change Statement" on page 66 of the Base Prospectus shall be amended by the deletion of "31 December 2013" and its replacement with "30 June 2014".

Amendments to "Summary of the Transaction Documents"

The third paragraph of the section entitled "Summary of the Transaction Documents – The Credit Support Deed" on page 106 of the Base Prospectus shall be amended by the insertion of the words "or BCSL" following the words "(other than the Issuer" in the first sentence of that paragraph.

Amendments to "Purchase and Sale"

The section entitled "Purchase and Sale" on page 191 of the Base Prospectus shall be amended by the insertion of the following new paragraph following the end of the seventh paragraph:

"The Issuer reserves the right from time to time to repurchase notes of any Class of Global Collateralised Medium Term Notes in connection with requests to extend the maturity of such notes, or to exchange such notes for a new issuance of a Class of Global Collateralised Medium Term Notes or pursuant to a written agreement. Such extensions or exchanges may be made through the Dealers or directly with the Issuer."

Amendments to the text of the Base Prospectus

The following text shall be inserted immediately before the final page of the Base Prospectus:

"INDEX TO FINANCIAL STATEMENTS

Barclays CCP Funding LLP

The following text shall be inserted on the page following the "INDEX TO FINANCIAL STATEMENTS" which will have been inserted into the Base Prospectus as set out above:

BARCLAYS CCP FUNDING LLP
Member's Annual Report and Financial Statements
For the year ended 31 December 2013

Registered No: OC359024

Index

The reports and statements set out below comprise the reports and financial statements presented to the members.

Barclays CCP Funding LLP
Member's Annual Report
For the year ended 31 December 2013
Registered Number OC359024

The Members present their annual report together with the audited financial statements of Barclays CCP Funding LLP (the 'Partnership' or 'LLP') for the year ended 31 December 2013.

Profit and distributions

During the year ended 31 December 2013 the Partnership's result after tax for the year was $nil (2012: $nil). The Partnership has net assets of $10,000,000.

Post balance sheet events

There have been no post balance sheet events for the year ended 31 December 2013.

Members

The Partnership was formed under a limited liability partnership deed (the "LLP Deed") entered into on 18 November 2010 between:

1) Barclays Bank PLC; and
2) Barclays Shea Limited

As the members ("Members"), Barclays Bank PLC and Barclays Shea Limited act as the Designated Members of the Partnership. In accordance with the LLP Deed, the LLP is managed by an LP Management Committee which is comprised of individual representatives of Barclays Bank PLC, as follows:

Ashley Wilson
Ajay Nagpal
John Feraca
Thomas Squeri
Thomas Luglio
Martin Malloy
Michael Brian
Shivkumar Rao
Alex Lawton

and of individual representatives of Barclays Shea Limited as follows:

Ashley Wilson
Michael Brian
Jonathan Keighley
Alex Lawton

Going concern

After reviewing the Partnership's performance projections, the available banking facilities and taking into account the support available from Barclays Bank PLC, the Members are satisfied that the Partnership has adequate access to resources to enable it to meet its obligations and to continue in operational existence for the foreseeable future. For this reason, the Members have adopted the going concern basis in preparing these financial statements.

Statement of Responsibilities of the Members

The members are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

The Partnership Agreement requires the Members to prepare financial statements for each accounting period that give a true and fair view of the state of the affairs of the Partnership as at the end of the financial period and of the profit and loss for the financial period. The Members have prepared the financial statements in accordance with International Financial Reporting Standards ('IFRS') as published by the International Accounting Standards Board. They are also in accordance with IFRS as adopted by the European Union.

Company law as applied to limited liability partnerships by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008 (the 'Regulations') requires the members to prepare financial statements for each financial year. Under that law the members have prepared the partnership financial statements in accordance with IFRS as adopted by the European Union. Under company law as applied to limited liability partnerships the members must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the partnership and of the profit or loss of the partnership for that period. In preparing these financial statements, the members are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable IFRS as adopted by the European Union have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the partnership will continue in business.

The members are responsible for keeping adequate accounting records that are sufficient to show and explain the partnership's transactions and disclose with reasonable accuracy at any time the financial position of the partnership and enable them to ensure that the financial statements comply with the Companies Act 2006 as applied to limited liability partnerships by the Regulations. They are also responsible for safeguarding the assets of the partnership and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Financial instruments

The Partnership follows Barclays Bank PLC financial risk management objectives and policies including the policy for hedging the exposure to liquidity risk, credit risk, market risk and interest rate risk and these are set out in pages 17-21.

Independent Auditors

In accordance with Companies Act 2006 as applied to limited liability partnerships by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008, a resolution for the re-appointment of PricewaterhouseCoopers LLP as auditor of the LLP will be proposed at the forthcoming Annual Members Meeting.

Statement of disclosure of information to Auditors

Barclays CCP Funding LLP
Member's Annual Report
For the year ended 31 December 2013
Registered Number OC359024

So far as the Members are aware, there is no relevant audit information of which the Partnership's Auditors are unaware. The Members have taken all the steps that they ought to have taken as Members in order to make themselves aware of any relevant audit information and to establish that the Partnership's Auditors are aware of that information

For and on behalf of
Barclays CCP Funding LLP

/s/ Michael Brian

Name: Michael Brian
Authorized representative of Barclays Bank PLC
Designated member
29 July 2014

Barclays CCP Funding LLP
Strategic Report
For the year ended 31 December 2013

The Members present their strategic report for the Partnership for the year ended 31 December 2013.

Review and principal activities

The principal activity of the Partnership is to act as a funding Partnership.

Business performance

The Partnership's business performance during the year ended 31 December 2013 is detailed on Page 2 of the Member's Report.

Future outlook

No significant change in this activity is envisaged in the foreseeable future and the Members expect the Partnership's future performance to be in line with the current year.

The Members have reviewed the Partnership's business and performance and consider it to be satisfactory for the year. The Members consider that the Partnership's position at the end of the year is consistent with the size and complexity of the business.

Principal risks and uncertainties

The Partnership's activities expose it to a variety of risks as set out in Note 17 of the financial statements. The Members devotes considerable resources to maintain effective controls to manage measure and mitigate each of these risks, and regularly reviews its risk management procedures and systems to ensure that they continue to meet the needs of the business.

Key performance indicators

The Members believe that analysis using key performance indicators for the Portfolio is not necessary or appropriate for an understanding of the development, performance or position of the Portfolio.

For and on behalf of
Barclays CCP Funding LLP

/s/ Michael Brian

Name: Michael Brian
Authorized representative of Barclays Bank PLC
Designated member
Date: 29 July 2014
Company number OC359024

Barclays CCP Funding LLP
Independent Auditors Report to the Members of Barclays CCP Funding LLP
For the year ended 31 December 2013

Report on the financial statements

Our opinion

In our opinion the financial statements, defined below:

- give a true and fair view of the state of the limited liability partnership's affairs as at 31 December 2013 and of its result and cash flows for the year then ended;
- have been properly prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006 as applied to limited liability partnerships by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008.

This opinion is to be read in the context of what we say in the remainder of this report.

What we have audited

The financial statements, which are prepared by Barclays CCP Funding LLP, comprise:

- the statement of financial position as at 31 December 2013;
- the income statement for the year then ended;
- the statement of cash flows for the year then ended;
- the statement of changes in equity for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in their preparation is applicable law and IFRSs as adopted by the European Union.

In applying the financial reporting framework, the members have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

What an audit of financial statements involves

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)"). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the limited liability partnership's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the designated members; and
- the overall presentation of the financial statements.

In addition, we read all the financial and non-financial information in the Report (the "Annual Report") to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report and Strategic Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 as applicable to limited liability partnerships we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Responsibilities for the financial statements and the audit

Our responsibilities and those of the members

As explained more fully in the Statement of Responsibilities of the Members set out on page 4, the members are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and ISAs (UK & Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinion, has been prepared for and only for the members of the partnership as a body in accordance with the Companies Act 2006 as applied to limited liability partnerships by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

/s/ Christopher Rowland

Christopher Rowland (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
29 July 2014

Barclays CCP Funding LLP
INCOME STATEMENT
For the year ended 31 December 2013

	Note	2013	2012
Continuing operations:		$	$
Interest receivable and similar income	5	31,042,112	45,238,571
Interest payable and similar charges	6	(31,042,112)	(45,238,571)
Net interest income		-	-
Net income		-	-
Result on ordinary activities before taxation		-	-
Taxation	15	-	-
Result for the year		-	-

Result for the year is derived from continuing activities. All recognised income and expenses have been reported in the income statement, hence no statement of comprehensive income has been included in the financial statements.

The accompanying notes from pages 12 to 21 form an integral part of these financial statements.

Barclays CCP Funding LLP
BALANCE SHEET
As at 31 December 2013

	Note	2013	2012
		$	$
Assets			
Current assets			
Cash and cash equivalents	11	10,000,000	10,000,000
Reverse repurchase agreements	12	7,899,135,947	4,248,325,102
Total current assets		7,909,135,947	4,258,325,102
Non-current assets			
Reverse repurchase agreements	12	257,362,921	-
Total non-current assets		257,362,921	-
Total assets		8,166,498,868	4,258,325,102
Liabilities			
Current liabilities			
Borrowings	13	(7,899,135,947)	(4,248,325,102)
Total current liabilities		(7,899,135,947)	(4,258,325,102)
Non-current liabilities			
Borrowings	13	(257,362,921)	-
Total non-current liabilities		(257,362,921)	-
Total liabilities		(8,156,498,868)	(4,258,325,102)
Net assets attributable to Members			
Members' capital	14	(10,000,000)	(10,000,000)
Total members' equity		(10,000,000)	(10,000,000)

The accompanying notes from pages 12 to 21 form an integral part of these financial statements.

The financial statements were approved by the members and authorised for issue on 29 July 2014 and were signed on behalf of the members by:

/s/ Michael Brian

Michael Brian
Authorised representative for Barclays Bank PLC
Designated Member
Date: 29 July 2014
Company number OC359024

Barclays CCP Funding LLP
STATEMENT OF CHANGES IN EQUITY
For the year ended 31 December 2013

	Members' capital $	Retained earnings $	Total members' equity $
Opening Balance - 1 January 2013	**10,000,000**	**-**	**10,000,000**
Issuance of new members' capital	**-**	**-**	**-**
Balance at 31 December 2013	**10,000,000**	**-**	**10,000,000**

	Members' capital $	Retained earnings $	Total members' equity $
Balance at 1 January 2012	**10,000,000**	**-**	**10,000,000**
Issuance of members' capital	**-**	**-**	**-**
Balance at 31 December 2012	**10,000,000**	**-**	**10,000,000**

The accompanying notes from pages 12 to 21 form an integral part of these financial statements.

Barclays CCP Funding LLP
STATEMENT OF CASH FLOWS
For the year ended 31 December 2013

	Note	2013	2012
		$	$
Net cash from operating activities		-	-
Cash flows from investing activities			
Sale of reverse repurchase agreements	12	4,248,325,102	9,883,966,249
Purchase of reverse repurchase agreements	12	(8,156,498,868)	(4,248,325,102)
Net cash (used in)/from investing activities		(3,908,173,766)	5,635,641,147
Cash flows from financing activities			
Repayments of borrowings	13	(4,248,325,102)	(9,883,966,249)
Proceeds from borrowings	13	8,156,498,868	4,248,325,102
Net cash from/(used in) financing activities		3,908,173,766	(5,635,641,147)
Net increase in cash and cash equivalent		-	-
Cash and cash equivalents at 1 January		10,000,000	10,000,000
Cash and cash equivalents at 31 December		10,000,000	10,000,000
Cash and cash equivalents comprise:			
Money market fund	11	10,000,000	10,000,000

The accompanying notes from pages 12 to 21 form an integral part of these financial statements.

1. REPORTING ENTITY

The financial statements are prepared for Barclays CCP Funding LLP (the 'Partnership' or 'LLP') and are prepared for the Partnership only. The Partnership is a wholly owned subsidiary of Barclays Bank PLC ('BBPLC') and its ultimate controlling company is Barclays PLC, both of which prepare consolidated financial statements in accordance with International Financial Reporting Standards ('IFRS'), and accordingly consolidated financial statements have not been prepared. Barclays Capital Inc ('BCI') and Barclays Capital Securities Limited ('BCSL') act as the Partnership's affiliates and are subsidiaries of BBPLC. The Partnership's members are BBPLC and Barclays Shea Limited.

Barclays CCP Funding LLP is a limited liability partnership formed and domiciled in England and Wales. The Partnership's registered office is:

1 Churchill Place
London
E14 5HP
England

2. COMPLIANCE WITH INTERNATIONAL FINANCIAL REPORTING STANDARDS

The financial statements have been prepared in accordance with International Financial Reporting Standards ('IFRS') and interpretations ('IFRIC') issued by the Interpretations Committee, as published by the International Accounting Standards Board ('IASB'). They are also in accordance with IFRS and IFRIC interpretations endorsed by the European Union. The principal accounting policies applied in the preparation of the consolidated and individual financial statements are set out below, and in the relevant notes to the financial statements. These policies have been consistently applied

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of the financial statements are set out below. These policies have been consistently applied.

(a) Basis of preparation

The financial statements have been prepared under the historical cost convention modified to include the fair valuation of certain financial instruments to the extent required or permitted under IAS 39, 'Financial Instruments: Recognition and Measurement' as set out in the relevant accounting policies. They are presented in US dollars, which is the Partnership's functional and presentation currency.

The preparation of financial statements in accordance with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise judgement in the process of applying the accounting policies.

(b) Going concern

After reviewing the Partnership's performance and taking into account the support available from BBPLC, the members are satisfied that the Partnership has adequate access to resources to enable it to meet its obligations and to continue in operational existence for the foreseeable future. For this reason, the members have adopted the going concern basis in preparing these financial statements.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(c) Standards and interpretations effective in the year

Standard/interpretation	Content	Applicable for financial

		years beginning on/after
IFRS 13	Fair Value Measurement	1 January 2013
IFRS 7	Financial Instruments: Disclosure on offsetting Financial Assets and Financial Liabilities	1 January 2013

IFRS 13, 'Fair Value Measurement'

This provides comprehensive guidance on how to calculate the fair value of financial and non-financial assets and liabilities. There has been no material impact on the financial statements.

IFRS 7, Amendments 'Financial Instruments: Disclosures on Offsetting Financial Assets and Financial Liabilities'

This amendment includes new disclosures to facilitate comparison between those entities that prepares IFRS financial statements to those that prepare financial statements in accordance with US GAAP. As a disclosure only standard, it has no financial impact.

(d) Standards and interpretations issued but not yet effective

Standard/interpretation	Content	Applicable for financial years beginning on/after
IFRS 9	Financial Instruments	1 January 2018
IAS 32	Offsetting Financial Assets and Financial Liabilities	1 January 2014

IFRS 9, 'Financial Instruments'

As part of the Limited Amendments to IFRS 9 project, the IASB tentatively decided to defer the mandatory effective date of IFRS 9. The effective date should no longer be annual periods beginning on or after 1 January 2015.

IFRS 9 is the first standard issued as part of a wider project to replace IAS 39 and contains new requirements for accounting for financial assets and liabilities, and will contain new requirements for impairment and hedge accounting. The key changes issued and proposed relate to:

- **Financial assets: Financial assets will be held at either fair value or amortised cost, except for equity investment not held for trading, which may be held at fair value through other comprehensive income;**

- **Financial liabilities: Gains and losses on fair value changes in own credit arising on non-derivative financial liabilities designated at fair value through profit or loss will be excluded from the income statement and instead taken to other comprehensive income;**

Basis of preparation (continued)

(d) Standards and interpretations issued but not yet effective (continued)

- **Impairment: Expected losses (rather than only incurred losses) will be reflected in impairment allowances for financial assets that are not classified as fair value through profit or loss; and**

- **Hedge accounting: Hedge accounting will be more closely aligned with financial risk management.**

(e) Interest

Interest income or expense is recognised on all interest bearing financial instruments using the effective interest method.

The effective interest rate is the rate that exactly discounts the expected future cash payments or receipts through the expected life of the financial instrument, to the net carrying amount of the instrument. The application of the method has the effect of recognising income (and expense) receivable (or payable) on the instrument evenly in proportion to the amount outstanding over the period to maturity or repayment.

(f) Cash and cash equivalents

For the purposes of the cash flow statement, cash comprises cash on hand, demand deposits, and cash equivalents. Cash equivalents comprise highly liquid investments that are convertible into cash with an insignificant risk of changes in value with original maturities of less than three months.

(g) Repurchase agreements

Securities may be sold subject to a commitment to repurchase them (a Repurchase Agreement). Such securities are retained on the statement of financial position when substantially all the risks and rewards of ownership remain with the Partnership, and the counterparty liability is included separately on the statement of financial position when cash consideration is received. For the years ended 31 December 2013 and 31 December 2012, the Partnership did not have any repurchase agreements.

Similarly, where the Partnership borrows or purchases securities subject to a commitment to resell them (a Reverse Repurchase Agreement) but does not acquire the risks and rewards of ownership, the transactions are treated as collateralised loans when the cash consideration is paid, and the securities are not included in the statement of financial position.

The difference between sale/purchase and repurchase/resale price is accrued as interest expense and interest income, respectively over the life of the agreements using the effective interest method.

(h) Financial liabilities

Financial liabilities are initially recognised at fair value including direct and incremental transaction costs. They are subsequently measured at amortised cost. Financial liabilities are derecognised when extinguished.

(i) Guarantees

Financial guarantees are initially recognised in the financial statements at fair value on the date that the guarantee was provided. Subsequent to initial recognition, such guarantees are measured at the higher of the initial measurement less any amortisation of fee income recognised in the income statement over the period, and the best estimate of the expenditure required to settle any financial liability arising as a result of the obligation at the statement of financial position date.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Members' capital

Members' capital classified as equity, provided that there is no present obligation to deliver cash or another financial asset to the holder, is shown in called up members' capital. The capital contributions in cash made or deemed to be made by BBPLC from time to time shall be credited to its separate capital account ledger and any capital distribution will be debited to its capital account ledger.

(k) Members' capital distributions

Members' capital distributions are recognised in the period in which they are paid or, if earlier, approved by the Partnership's members.

(l) Determining fair value

Where the classification of a financial instrument requires it to be stated at fair value, this is determined by reference to the quoted market value in an active market wherever possible. Where no such active market exists for the particular asset, the Partnership uses a valuation technique to arrive at the fair value, including the use of prices obtained in recent arms' length transactions, discounted cash flow analysis, option pricing models and other valuation techniques commonly used by market participants.

(m) Taxation

Taxation payable on taxable profits is recognised as an expense in the year in which the profits arise. Corporate income tax recoverable on tax allowable losses is recognized as an asset only to the extent that is regarded as probable that is recoverable by offset against current or future taxable profits.

4. SEGMENTAL REPORTING

The Partnership has elected not to comply with the voluntary disclosure requirements of International Financial Reporting Standard 8 'Operating Segments', and does not disclose segmental information, as such information is disclosed in the financial statements of Barclays Bank PLC.

5. INTEREST RECEIVED AND SIMILAR INCOME

	2013 $	2012 $
Interest received from affiliates and members	31,042,112	45,238,571
	31,042,112	45,238,571

6. INTEREST PAID AND SIMILAR CHARGES

	2013 $	2012 $
Interest paid to member	(31,042,112)	(45,238,571)
	(31,042,112)	(45,238,571)

7. AUDIT FEE FOR PARTNERSHIP

The audit fee is borne by BCI, the Partnership's affiliate. The fee for auditing the Partnership financial statements amounts to $55,359 (2012:$55,409). This fee is not recognised as an expense in the financial statements.

8. MEMBERS' EMOLUMENTS

The Members did not receive any emoluments in respect of their services to the Partnership during the year (2012: £nil).

9. STAFF COSTS

There were no employees employed by the Partnership during 2013 (2012: nil).

10. GUARANTEES

The Partnership has provided a guarantee over the obligations of Barclays Bank PLC under the Collateralised Commercial Paper issued via a LLP undertaking. If Barclays Bank PLC was to default to investors, under the terms of the guarantee investors would have recourse to the Partnership's investment in its reverse repurchase agreements assets, which is collateralised by securities. Recourse under the LLP undertaking is limited only to the Collateral expressed in the Security Agreement to the respective class held by such Noteholders.

11. CASH AND CASH EQUIVALENTS

Cash equivalents of $10,000,000 (2012: $10,000,000) represent investments in a Dreyfus money market mutual fund which invests in high quality, short-term debt securities, including securities issued or guaranteed by the U.S. government or its agencies. Carrying value of cash equivalents approximates their fair value.

12. REVERSE REPURCHASE AGREEMENTS

	2013	2012
	$	$
Affiliates	6,795,171,604	4,248,325,102
Members	1,361,327,264	-
	8,156,498,868	4,248,325,102

As at 31 December 2013, the Partnership has reverse repurchase agreements with its affiliates (BCI and BCSL) and its members (BBPLC). The fair value of the collateral pledged to the Partnership under the reverse repurchase agreements is $8,591,007,186 (2012: $4,549,991,510).

The carrying value of these reverse repurchase agreements as at 31 December 2013 approximates fair value due to the short-term nature of the obligation.

13. BORROWINGS

	2013	2012
	$	$
Amounts due to members	(8,156,498,868)	(4,248,325,102)
	(8,156,498,868)	(4,248,325,102)

Additional details in respect of the Partnership's borrowings are detailed in note 17.

14. CALLED UP MEMBERS' CAPITAL

	2013
	$
Opening Balance - 1 January 2013	10,000,000
Issuance of members' capital	-
Balance at 31 December 2013	10,000,000

	2012
	$
Opening Balance - 1 January 2012	10,000,000
Issuance of members' capital	-
Balance at 31 December 2012	10,000,000

15. TAXATION

The UK corporation tax charge is based on a UK corporation tax rate of 23.25% (2012: 24.5%).

	2013	2012
	$	$
Current tax charge	-	-
Deferred tax charge	-	-
Overall tax charge	-	-

An analysis of the tax charge on items charged directly to equity is as follows:

	2013	2012
	$	$
Profit before tax	-	-
Tax charge at standard UK corporation tax rate of 23.25% (2012: 24.5%)	-	-
Adjustment for prior year	-	
Overall tax charge	-	-

16. PARENT UNDERTAKING AND ULTIMATE HOLDING COMPANY

The parent of the Partnership is BBPLC. The parent undertaking of the smallest group that presents consolidated financial statements is BBPLC. The ultimate holding company and the parent company of the largest group that presents group financial statements is Barclays PLC. Both companies are incorporated in the United Kingdom and registered in England. Barclays PLC's statutory financial statements are available from Barclays Corporate Secretariat, 1 Churchill Place London E14 5HP.

17. FINANCIAL RISKS

The Partnership's activities expose it to a variety of financial risks. These are liquidity risk, credit risk and market risk (which includes foreign currency risk, interest rate risk and price risk). Consequently the Partnership devotes considerable resources to maintain effective controls to manage measure and mitigate each of these risks, and regularly reviews its risk management procedures and systems to ensure that they continue to meet the needs of the business.

Liquidity risk

This is the risk that the Partnership's cash and committed facilities may be insufficient to meet its debts as they fall due. The borrowings of the Partnership are matched to the maturities of the Partnership's reverse repurchase agreements. The Partnership has the financial support of the undertaking Barclays Bank PLC, it also maintains banking facilities with Barclays Bank PLC. These facilities are designed to ensure the Partnership has sufficient available funds for operations

The table below shows the maturity of financial liabilities the Partnership is exposed to, and the undiscounted contractual maturity of the liabilities it faces:

	2013	2012
	Borrowings	Borrowings
	$	$
Financial liabilities repayable:		
Not more than three months	(3,507,223,485)	(2,469,889,021)
Over three months but not more than six months	(1,715,463,028)	(578,067,459)
Over six months but not more than one year	(2,676,449,434)	(1,200,368,622)
Over one year but not more than two years	(238,266,319)	-
Over two years but not more than three years	(19,096,602)	-
Total	(8,156,498,868)	(4,248,325,102)

17. FINANCIAL RISKS (continued)

Credit Risk

Credit risk is the risk of suffering financial loss, should any of the Partnership's customers or market counterparties fail to fulfil their contractual obligations to the Partnership. The Partnership manages its credit risk by entering into collateral lending with entities within the Barclays Group and investing in investment grade securities. The Partnership's assets are neither past due nor impaired.

The Partnership's maximum exposure to credit risk is detailed in the table on the following page. The exposure reported in the table represents the gross receivable amounts, which may not be the fair value. The exposure is reported gross and does not include any collateral or other credit risk mitigants which reduce the Partnership's exposure. The exposure by industry type relates to the financial institutions.

	2013		
	Cash Equivalents (Money Market Fund)	Reverse Repos	Total
	$	$	$
Financial institutions	10,000,000	8,156,498,868	8,166,498,868
Total	10,000,000	8,156,498,868	8,166,498,868

	2012		
	Cash Equivalents (Money Market Fund)	Reverse Repos	Total
	$	$	$
Financial institutions	10,000,000	4,248,325,102	4,258,325,102
Total	10,000,000	4,248,325,102	4,258,325,102

The $10,000,000 (2012: $10,000,000) balance in cash equivalents represents an investment grade Dreyfus Cash Management Investor account rated AAA by S&P.

17. FINANCIAL RISKS (continued)

The $8,156,498,868 (2012: $$4,248,325,102) balance in reverse repurchase agreements represents the funds lent to the counterparties detailed below:

Counterparty	Credit Rating	Geographical Location	Reverse Repos $
Barclays Capital Inc.	Strong	US	5,424,889,224
Barclays Capital Securities Limited	Strong	UK	1,370,282,380
Barclays Bank PLC	Strong	UK	1,361,327,264
Total			8,156,498,868

Collateral is held by the Partnership as an important mitigant of credit risk, and the Partnership has obtained collateral for the funds advanced. When collateral is deemed appropriate, the Partnership accepts specific, agreed classes of collateral. The partnership monitors the fair value of securities purchased and sold under agreements to resell/repurchase on a daily basis, with additional collateral obtained or refunded as necessary.

The fair value of collateral held by the Partnership is detailed below:

	2013	2012
	$	$
Nature of Reverse Repos Collateral:		
- Debt securities	2,231,136,452	2,401,252,377
- Equity securities	6,359,870,734	2,148,739,133
Total	8,591,007,186	4,549,991,510

The assets were pledged to the Partnership by BCI, BCSL and Barclays Bank PLC as securities for reverse repurchase agreements from the Partnership to BCI, BCSL and Barclays Bank PLC. The Partnership can only seize the assets upon default (non repayment of the loan) by BCI, BCSL and Barclays Bank PLC, and otherwise has no right to sell or repledge the collateral.

Market Risk

Market risk is the risk that the Partnership's earnings or capital, or its ability to meet business objectives will be adversely affected by changes in the level or volatility of market rates or prices such as equity prices, foreign exchange rates, and interest rates.

The Partnership has no exposure to foreign exchange rates, as all assets and liabilities are matched on a currency level.

The Partnership does not hold any equity securities and is not subject to price risk.

17. FINANCIAL RISKS (continued)

Interest rate risk

Interest rate risk is the possibility that changes in interest rates will result in higher financing costs and/or reduced income from the Partnership's interest bearing financial assets and liabilities. The Partnership's interest rate risk arises from long term borrowings. The Partnership mitigates interest rate risk by matching its reverse repo interest rates with the interest rates on borrowings from BBPLC.

The Partnership's interest rate risk and market rate risk is limited to the $10,000,000 (2012: $10,000,000) exposure in the Dreyfus money market mutual fund. Through short-term corporate and asset-backed securities holdings, the fund seeks to maintain a stable value irrespective of yield prices and market volatility.

18. RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the party in making financial or operational decisions, or one other party controls both.

The definition of related parties includes parent company, ultimate parent company, subsidiary, associated and joint venture companies, as well as the Partnership's key management which includes its Members. BBPLC is the controlling party. BCI and BCSL acts as the Partnership's affiliates. The Partnership acknowledges that administration services are provided by BBPLC. During the year there have been no other transactions with related parties other than transactions disclosed in the notes to the financial statements.

19. CAPITAL MANAGEMENT

The Partnership is required to operate within the risk management policies of BBPLC which include guidelines covering capital management. The capital management objectives and policies of BBPLC can be found in the financial statements of BBPLC. The financial statements of BBPLC are available from the Barclays Corporate Secretariat, 1 Churchill Place, London E14 5HP.

The Members are responsible for capital management and have approved minimum control requirements for capital and liquidity risk management.

The Partnership regards as capital its equity reported in the Balance Sheet. Total equity for year ended 31 December 2013 is $10,000,000 (2012: $10,000,000).

20. EVENTS AFTER THE BALANCE SHEET DATE

There were no events after the balance sheet date to report.