

FORM ADV

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION AND REPORT BY EXEMPT REPORTING ADVISERS

Primary Business Name: BARCLAYS ASSET MANAGEMENT GROUP LLC CRD Number: 156230
Other-Than-Annual Amendment - All Sections Rev. 10/2012
4/22/2013 1:54:09 PM

WARNING: Complete this form truthfully. False statements or omissions may result in denial of your application, revocation of your registration, or criminal prosecution. You must keep this form updated by filing periodic amendments. See Form ADV General Instruction 4.

Item 1 Identifying Information

Responses to this Item tell us who you are, where you are doing business, and how we can contact you.

A. Your full legal name (if you are a sole proprietor, your last, first, and middle names):
BARCLAYS ASSET MANAGEMENT GROUP LLC

B. Name under which you primarily conduct your advisory business, if different from Item 1.A.:
BARCLAYS ASSET MANAGEMENT GROUP LLC

List on Section 1.B. of Schedule D any additional names under which you conduct your advisory business.

C. If this filing is reporting a change in your legal name (Item 1.A.) or primary business name (Item 1.B.), enter the new name and specify whether the name change is of
your legal name or your primary business name:

D. (1) If you are registered with the SEC as an investment adviser, your SEC file number: 801-72475
(2) If you report to the SEC as an exempt reporting adviser, your SEC file number:

E. If you have a number ("CRD Number") assigned by the FINRA's CRD system or by the IARD system, your CRD number: 156230

If your firm does not have a CRD number, skip this Item 1.E. Do not provide the CRD number of one of your officers, employees, or affiliates.

F. Principal Office and Place of Business

(1) Address (do not use a P.O. Box):

Number and Street 1: 1620 26TH STREET
Number and Street 2: SUITE 2000N
City: SANTA MONICA State: California Country: United States ZIP+4/Postal Code: 90404-4045

If this address is a private residence, check this box:

List on Section 1.F. of Schedule D any office, other than your principal office and place of business, at which you conduct investment advisory business. If you are applying for registration, or are registered, with one or more state securities authorities, you must list all of your offices in the state or states to which you are applying for registration or with whom you are registered. If you are applying for SEC registration, if you are registered only with the SEC, or if you are reporting to the SEC as an exempt reporting adviser, list the largest five offices in terms of numbers of employees.

(2) Days of week that you normally conduct business at your principal office and place of business:

Monday - Friday Other:

Normal business hours at this location:
9:00 AM - 5:00 PM PACIFIC

(3) Telephone number at this location:
310-907-0510

(4) Facsimile number at this location:
310-828-5747

G. Mailing address, if different from your principal office and place of business address:

Number and Street 1: Number and Street 2:
City: State: Country: ZIP+4/Postal Code:

If this address is a private residence, check this box:

H. If you are a sole proprietor, state your full residence address, if different from your principal office and place of business address in Item 1.F.:

Number and Street 1: Number and Street 2:
City: State: Country: ZIP+4/Postal Code:

I. Do you have one or more websites?

Yes No



If "yes," list all website addresses on Section 1.I. of Schedule D. If a website address serves as a portal through which to access other information you have published on the web, you may list the portal without listing addresses for all of the other information. Some advisers may need to list more than one portal address. Do not provide individual electronic mail (e-mail) addresses in response to this Item.

J. Provide the name and contact information of your Chief Compliance Officer: If you are an *exempt reporting adviser*, you must provide the contact information for your Chief Compliance Officer, if you have one. If not, you must complete Item 1.K. below.

Name:	Other titles, if any:		
Telephone number:	Facsimile number:		
Number and Street 1:	Number and Street 2:		
City:	State:	Country:	ZIP+4/Postal Code:

Electronic mail (e-mail) address, if Chief Compliance Officer has one:

K. Additional Regulatory Contact Person: If a person other than the Chief Compliance Officer is authorized to receive information and respond to questions about this Form ADV, you may provide that information here.

Name:	Titles:		
Telephone number:	Facsimile number:		
Number and Street 1:	Number and Street 2:		
City:	State:	Country:	ZIP+4/Postal Code:

Electronic mail (e-mail) address, if contact person has one:

L. Do you maintain some or all of the books and records you are required to keep under Section 204 of the Advisers Act, or similar state law, somewhere other than your *principal office and place of business*? Yes No

If "yes," complete Section 1.L. of Schedule D.

M. Are you registered with a *foreign financial regulatory authority*? Yes No

Answer "no" if you are not registered with a *foreign financial regulatory authority*, even if you have an affiliate that is registered with a *foreign financial regulatory authority*. If "yes," complete Section 1.M. of Schedule D.

N. Are you a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934? Yes No

If "yes," provide your CIK number (Central Index Key number that the SEC assigns to each public reporting company):

O. Did you have \$1 billion or more in assets on the last day of your most recent fiscal year? Yes No

P. Provide your *Legal Entity Identifier* if you have one:

A *legal entity identifier* is a unique number that companies use to identify each other in the financial marketplace. In the first half of 2011, the *legal entity identifier* standard was still in development. You may not have a *legal entity identifier*.

SECTION 1.B. Other Business Names

No Information Filed

SECTION 1.F. Other Offices

No Information Filed

SECTION 1.I. Website Addresses

No Information Filed

SECTION 1.L. Location of Books and Records

Complete the following information for each location at which you keep your books and records, other than your *principal office and place of business*. You must complete a separate

Name of entity where books and records are kept:

BARCLAYS SERVICES CORP

Number and Street 1:

745 7TH AVENUE

Number and Street 2:

City:

NEW YORK

State:

New York

Country:

United States

ZIP+4/Postal Code:

10019

If this address is a private residence, check this box:

Telephone Number:

(212) 412-2923

Facsimile number:

This is (check one):

- one of your branch offices or affiliates.
 a third-party unaffiliated recordkeeper.
 other.

Briefly describe the books and records kept at this location:

BOOKS AND RECORDS OF THE FIRM, INCLUDING FINANCIAL, OPERATIONAL AND REGULATORY RECORDS AND ASSOCIATED MEMORANDA, STATEMENTS AND OTHER ROUTINE BUSINESS RECORDS

SECTION 1.M. Registration with Foreign Financial Regulatory Authorities

No Information Filed

Item 2 SEC Registration/Reporting

Responses to this Item help us (and you) determine whether you are eligible to register with the SEC. Complete this Item 2.A. only if you are applying for SEC registration or submitting an *annual updating amendment* to your SEC registration.

A. To register (or remain registered) with the SEC, you must check **at least one** of the Items 2.A.(1) through 2.A.(12), below. If you are submitting an *annual updating amendment* to your SEC registration and you are no longer eligible to register with the SEC, check Item 2.A.(13). Part 1A Instruction 2 provides information to help you determine whether you may affirmatively respond to each of these items.

You (the adviser):

- (1) are a **large advisory firm** that either:
- (a) has regulatory assets under management of \$100 million (in U.S. dollars) or more, or
 - (b) has regulatory assets under management of \$90 million (in U.S. dollars) or more at the time of filing its most recent *annual updating amendment* and is registered with the SEC;
- (2) are a **mid-sized advisory firm** that has regulatory assets under management of \$25 million (in U.S. dollars) or more but less than \$100 million (in U.S. dollars) and you are either:
- (a) not required to be registered as an adviser with the *state securities authority* of the state where you maintain your *principal office and place of business*, or
 - (b) not subject to examination by the *state securities authority* of the state where you maintain your *principal office and place of business*;
- Click **HERE** for a list of states in which an investment adviser, if registered, would not be subject to examination by the state securities authority.*
- (3) have your *principal office and place of business* **in Wyoming** (which does not regulate advisers);
- (4) have your *principal office and place of business* **outside the United States**;
- (5) are an **investment adviser (or sub-adviser) to an investment company** registered under the Investment Company Act of 1940;
- (6) are an **investment adviser to a company which has elected to be a business development company** pursuant to section 54 of the Investment Company Act of 1940 and has not withdrawn the election, and you have at least \$25 million of regulatory assets under management;
- (7) are a **pension consultant** with respect to assets of plans having an aggregate value of at least \$200,000,000 that qualifies for the exemption in rule 203A-2(a);
- (8) are a **related adviser** under rule 203A-2(b) that *controls*, is *controlled* by, or is under common *control* with, an investment adviser that is registered with the SEC, and your *principal office and place of business* is the same as the registered adviser;

If you check this box, complete Section 2.A.(8) of Schedule D.

- (9) are a **newly formed adviser** relying on rule 203A-2(c) because you expect to be eligible for SEC registration within 120 days;

If you check this box, complete Section 2.A.(9) of Schedule D.

- (10) are a **multi-state adviser** that is required to register in 15 or more states and is relying on rule 203A-2(d);

If you check this box, complete Section 2.A.(10) of Schedule D.

- (11) are an **Internet adviser** relying on rule 203A-2(e);

- (12) have **received an SEC order** exempting you from the prohibition against registration with the SEC;

If you check this box, complete Section 2.A.(12) of Schedule D.

- (13) are **no longer eligible** to remain registered with the SEC.

State Securities Authority Notice Filings and State Reporting by Exempt Reporting Advisers

C. Under state laws, SEC-registered advisers may be required to provide to *state securities authorities* a copy of the Form ADV and any amendments they file with the SEC. These are called *notice filings*. In addition, *exempt reporting advisers* may be required to provide *state securities authorities* with a copy of reports and any amendments they file with the SEC. If this is an initial application or report, check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent filings or reports you submit to the SEC. If this is an amendment to direct your *notice filings* or reports to additional state(s), check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent filings or reports you submit to the SEC. If this is an amendment to your registration to stop your *notice filings* or reports from going to state(s) that currently receive them, uncheck the box(es) next to those state(s).

Jurisdictions

<input type="checkbox"/> AL	<input type="checkbox"/> IL	<input type="checkbox"/> NE	<input type="checkbox"/> SC
<input type="checkbox"/> AK	<input type="checkbox"/> IN	<input type="checkbox"/> NV	<input type="checkbox"/> SD
<input type="checkbox"/> AZ	<input type="checkbox"/> IA	<input type="checkbox"/> NH	<input type="checkbox"/> TN
<input type="checkbox"/> AR	<input type="checkbox"/> KS	<input type="checkbox"/> NJ	<input type="checkbox"/> TX
<input checked="" type="checkbox"/> CA	<input type="checkbox"/> KY	<input type="checkbox"/> NM	<input type="checkbox"/> UT
<input type="checkbox"/> CO	<input type="checkbox"/> LA	<input type="checkbox"/> NY	<input type="checkbox"/> VT
<input type="checkbox"/> CT	<input type="checkbox"/> ME	<input type="checkbox"/> NC	<input type="checkbox"/> VI
<input type="checkbox"/> DE	<input type="checkbox"/> MD	<input type="checkbox"/> ND	<input type="checkbox"/> VA
<input type="checkbox"/> DC	<input type="checkbox"/> MA	<input type="checkbox"/> OH	<input type="checkbox"/> WA
<input type="checkbox"/> FL	<input type="checkbox"/> MI	<input type="checkbox"/> OK	<input type="checkbox"/> WV
<input type="checkbox"/> GA	<input type="checkbox"/> MN	<input type="checkbox"/> OR	<input type="checkbox"/> WI
<input type="checkbox"/> GU	<input type="checkbox"/> MS	<input type="checkbox"/> PA	
<input type="checkbox"/> HI	<input type="checkbox"/> MO	<input type="checkbox"/> PR	
<input type="checkbox"/> ID	<input type="checkbox"/> MT	<input type="checkbox"/> RI	

If you are amending your registration to stop your notice filings or reports from going to a state that currently receives them and you do not want to pay that state's notice filing or report filing fee for the coming year, your amendment must be filed before the end of the year (December 31).

SECTION 2.A.(8) Related Adviser

If you are relying on the exemption in rule 203A-2(b) from the prohibition on registration because you *control*, are *controlled* by, or are under common *control* with an investment adviser that is registered with the SEC and your *principal office and place of business* is the same as that of the registered adviser, provide the following information:

Name of Registered Investment Adviser

CRD Number of Registered Investment Adviser

SEC Number of Registered Investment Adviser

801 -

SECTION 2.A.(9) Newly Formed Adviser

If you are relying on rule 203A-2(c), the newly formed adviser exemption from the prohibition on registration, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations. You must make both of these representations:

- I am not registered or required to be registered with the SEC or a *state securities authority* and I have a reasonable expectation that I will be eligible to register with the SEC within 120 days after the date my registration with the SEC becomes effective.
- I undertake to withdraw from SEC registration if, on the 120th day after my registration with the SEC becomes effective, I would be prohibited by Section 203A(a) of the Advisers Act from registering with the SEC.

SECTION 2.A.(10) Multi-State Adviser

If you are relying on rule 203A-2(d), the multi-state adviser exemption from the prohibition on registration, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations.

If you are applying for registration as an investment adviser with the SEC, you must make both of these representations:

I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of 15 or more states to register as an investment adviser with the *state securities authorities* in those states.

I undertake to withdraw from SEC registration if I file an amendment to this registration indicating that I would be required by the laws of fewer than 15 states to register as an investment adviser with the *state securities authorities* of those states.

If you are submitting your *annual updating amendment*, you must make this representation:

Within 90 days prior to the date of filing this amendment, I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of at least 15 states to register as an investment adviser with the *state securities authorities* in those states.

SECTION 2.A.(12) SEC Exemptive Order

If you are relying upon an SEC *order* exempting you from the prohibition on registration, provide the following information:

Application Number:

803-

Date of *order*:

Item 3 Form of Organization

A. How are you organized?

- Corporation
- Sole Proprietorship
- Limited Liability Partnership (LLP)
- Partnership
- Limited Liability Company (LLC)
- Limited Partnership (LP)
- Other (specify):

If you are changing your response to this Item, see Part 1A Instruction 4.

B. In what month does your fiscal year end each year?

DECEMBER

C. Under the laws of what state or country are you organized?

State Country
Delaware United States

If you are a partnership, provide the name of the state or country under whose laws your partnership was formed. If you are a sole proprietor, provide the name of the state or country where you reside.

If you are changing your response to this Item, see Part 1A Instruction 4.

Item 4 Successions

A. Are you, at the time of this filing, succeeding to the business of a registered investment adviser?

Yes No

If "yes", complete Item 4.B. and Section 4 of Schedule D.

B. Date of Succession: (MM/DD/YYYY)

If you have already reported this succession on a previous Form ADV filing, do not report the succession again. Instead, check "No." See Part 1A Instruction 4.

SECTION 4 Successions

No Information Filed

Item 5 Information About Your Advisory Business - Employees, Clients, and Compensation

Employees

If you are organized as a sole proprietorship, include yourself as an employee in your responses to Item 5.A. and Items 5.B.(1), (2), (3), (4), and (5). If an employee performs more than one function, you should count that employee in each of your responses to Items 5.B.(1), (2), (3), (4), and (5).

A. Approximately how many *employees* do you have? Include full- and part-time *employees* but do not include any clerical workers.

12

B. (1) Approximately how many of the *employees* reported in 5.A. perform investment advisory functions (including research)?

10

(2) Approximately how many of the *employees* reported in 5.A. are registered representatives of a broker-dealer?

0

(3) Approximately how many of the *employees* reported in 5.A. are registered with one or more *state securities authorities* as *investment adviser representatives*?

0

(4) Approximately how many of the *employees* reported in 5.A. are registered with one or more *state securities authorities* as *investment adviser representatives* for an investment adviser other than you?

0

(5) Approximately how many of the *employees* reported in 5.A. are licensed agents of an insurance company or agency?

0

(6) Approximately how many firms or other *persons* solicit advisory *clients* on your behalf?

0

In your response to Item 5.B.(6), do not count any of your employees and count a firm only once – do not count each of the firm’s employees that solicit on your behalf.

Clients

In your responses to Items 5.C. and 5.D. do not include as "clients" the investors in a private fund you advise, unless you have a separate advisory relationship with those investors.

C. (1) To approximately how many *clients* did you provide investment advisory services during your most recently completed fiscal year?

- 0
 1-10
 11-25
 26-100
 More than 100
 If more than 100, how many?
 (round to the nearest 100)

(2) Approximately what percentage of your *clients* are non-United States persons?

33%

D. For purposes of this Item 5.D., the category "individuals" includes trusts, estates, and 401(k) plans and IRAs of individuals and their family members, but does not include businesses organized as sole proprietorships. The category "business development companies" consists of companies that have made an election pursuant to section 54 of the Investment Company Act of 1940. Unless you provide advisory services pursuant to an investment advisory contract to an investment company registered under the Investment Company Act of 1940, check "None" in response to Item 5.D.(1)(d) and do not check any of the boxes in response to Item 5.D.(2)(d).

(1) What types of *clients* do you have? Indicate the approximate percentage that each type of *client* comprises of your total number of *clients*. If a *client* fits into more than one category, check all that apply.

	None	Up to 10%	11-25%	26-50%	51-75%	76-99%	100%
(a) Individuals (other than <i>high net worth individuals</i>)	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(b) <i>High net worth individuals</i>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(c) Banking or thrift institutions	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(d) Investment companies	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(e) Business development companies	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(f) Pooled investment vehicles (other than investment companies)	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(g) Pension and profit sharing plans (but not the plan participants)	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(h) Charitable organizations	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(i) Corporations or other businesses not listed above	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(j) State or municipal <i>government entities</i>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(k) Other investment advisers	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(l) Insurance companies	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(m) Other: COLLEGE ENDOWMENT	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

(2) Indicate the approximate amount of your regulatory assets under management (reported in Item 5.F. below) attributable to each of the following type of *client*. If a *client* fits into more than one category, check all that apply.

	None	Up to 25%	Up to 50%	Up to 75%	>75%
(a) Individuals (other than <i>high net worth individuals</i>)	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(b) <i>High net worth individuals</i>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(c) Banking or thrift institutions	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input checked="" type="radio"/>
(d) Investment companies	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(e) Business development companies	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(f) Pooled investment vehicles (other than investment companies)	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(g) Pension and profit sharing plans (but not the plan participants)	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(h) Charitable organizations	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(i) Corporations or other businesses not listed above	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(j) State or municipal <i>government entities</i>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(k) Other investment advisers	<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(l) Insurance companies	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(m) Other: COLLEGE ENDOWMENT	<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Compensation Arrangements

E. You are compensated for your investment advisory services by (check all that apply):

- (1) A percentage of assets under your management
- (2) Hourly charges
- (3) Subscription fees (for a newsletter or periodical)
- (4) Fixed fees (other than subscription fees)
- (5) Commissions
- (6) *Performance-based fees*
- (7) Other (specify):

Item 5 Information About Your Advisory Business - Regulatory Assets Under Management

Regulatory Assets Under Management

F. (1) Do you provide continuous and regular supervisory or management services to securities portfolios? Yes No

(2) If yes, what is the amount of your regulatory assets under management and total number of accounts?

	U.S. Dollar Amount	Total Number of Accounts
Discretionary:	(a) \$ 450,209,481	(d) 2
Non-Discretionary:	(b) \$ 2,441,345,634	(e) 1
Total:	(c) \$ 2,891,555,115	(f) 3

Part 1A Instruction 5.b. explains how to calculate your regulatory assets under management. You must follow these instructions carefully when completing this Item.

Item 5 Information About Your Advisory Business - Advisory Activities

Advisory Activities

G. What type(s) of advisory services do you provide? Check all that apply.

- (1) Financial planning services
- (2) Portfolio management for individuals and/or small businesses
- (3) Portfolio management for investment companies (as well as "business development companies" that have made an election pursuant to section 54 of the Investment Company Act of 1940)
- (4) Portfolio management for pooled investment vehicles (other than investment companies)
- (5) Portfolio management for businesses (other than small businesses) or institutional *clients* (other than registered investment companies and other pooled investment vehicles)
- (6) Pension consulting services
- (7) Selection of other advisers (including *private fund* managers)
- (8) Publication of periodicals or newsletters
- (9) Security ratings or pricing services
- (10) Market timing services
- (11) Educational seminars/workshops
- (12) Other(specify): MANAGEMENT OF POOLED INVESTMENT VEHICLES

Do not check Item 5.G.(3) unless you provide advisory services pursuant to an investment advisory contract to an investment company registered under the Investment Company Act of 1940, including as a subadviser. If you check Item 5.G.(3), report the 811 or 814 number of the investment company or investment companies to which you provide advice in Section 5.G.(3) of Schedule D.

H. If you provide financial planning services, to how many *clients* did you provide these services during your last fiscal year?

- 0
- 1 - 10
- 11 - 25
- 26 - 50
- 51 - 100
- 101 - 250
- 251 - 500
- More than 500

If more than 500, how many?
(round to the nearest 500)

In your responses to this Item 5.H., do not include as "clients" the investors in a private fund you advise, unless you have a separate advisory relationship with those investors.

I. If you participate in a *wrap fee program*, do you (check all that apply):

- (1) sponsor the *wrap fee program*?
- (2) act as a portfolio manager for the *wrap fee program*?

If you are a portfolio manager for a wrap fee program, list the names of the programs and their sponsors in Section 5.I.(2) of Schedule D.

If your involvement in a wrap fee program is limited to recommending wrap fee programs to your clients, or you advise a mutual fund that is offered through a wrap fee program, do not check either Item 5.I.(1) or 5.I.(2).

Yes No

J. In response to Item 4.B. of Part 2A of Form ADV, do you indicate that you provide investment advice only with respect to limited types of investments?

SECTION 5.G.(3) Advisers to Registered Investment Companies and Business Development Companies

No Information Filed

SECTION 5.I.(2) Wrap Fee Programs

No Information Filed

Item 6 Other Business Activities

In this Item, we request information about your firm's other business activities.

A. You are actively engaged in business as a (check all that apply):

- (1) broker-dealer (registered or unregistered)
- (2) registered representative of a broker-dealer
- (3) commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- (4) futures commission merchant
- (5) real estate broker, dealer, or agent
- (6) insurance broker or agent
- (7) bank (including a separately identifiable department or division of a bank)
- (8) trust company
- (9) registered municipal advisor
- (10) registered security-based swap dealer
- (11) major security-based swap participant
- (12) accountant or accounting firm
- (13) lawyer or law firm
- (14) other financial product salesperson (specify):

If you engage in other business using a name that is different from the names reported in Items 1.A. or 1.B., complete Section 6.A. of Schedule D.

Yes No

B. (1) Are you actively engaged in any other business not listed in Item 6.A. (other than giving investment advice)?

(2) If yes, is this other business your primary business?

If "yes," describe this other business on Section 6.B.(2) of Schedule D, and if you engage in this business under a different name, provide that name.

Yes No

(3) Do you sell products or provide services other than investment advice to your advisory *clients*?

If "yes," describe this other business on Section 6.B.(3) of Schedule D, and if you engage in this business under a different name, provide that name.

SECTION 6.A. Names of Your Other Businesses

No Information Filed

SECTION 6.B.(2) Description of Primary Business

Describe your primary business (not your investment advisory business):

If you engage in that business under a different name, provide that name:

SECTION 6.B.(3) Description of Other Products and ServicesDescribe other products or services you sell to your *client*. You may omit products and services that you listed in Section 6.B.(2) above.

If you engage in that business under a different name, provide that name.

Item 7 Financial Industry Affiliations

In this Item, we request information about your financial industry affiliations and activities. This information identifies areas in which conflicts of interest may occur between you and your *clients*.

A. This part of Item 7 requires you to provide information about you and your *related persons*, including foreign affiliates. Your *related persons* are all of your *advisory affiliates* and any *person* that is under common *control* with you.

You have a *related person* that is a (check all that apply):

- (1) broker-dealer, municipal securities dealer, or government securities broker or dealer (registered or unregistered)
- (2) other investment adviser (including financial planners)
- (3) registered municipal advisor
- (4) registered security-based swap dealer
- (5) major security-based swap participant
- (6) commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- (7) futures commission merchant
- (8) banking or thrift institution
- (9) trust company
- (10) accountant or accounting firm
- (11) lawyer or law firm
- (12) insurance company or agency
- (13) pension consultant
- (14) real estate broker or dealer
- (15) sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (16) sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

For each related person, including foreign affiliates that may not be registered or required to be registered in the United States, complete Section 7.A. of Schedule D.

You do not need to complete Section 7.A. of Schedule D for any related person if: (1) you have no business dealings with the related person in connection with advisory services you provide to your clients; (2) you do not conduct shared operations with the related person; (3) you do not refer clients or business to the related person, and the related person does not refer prospective clients or business to you; (4) you do not share supervised persons or premises with the related person; and (5) you have no reason to believe that your relationship with the related person otherwise creates a conflict of interest with your clients.

You must complete Section 7.A. of Schedule D for each related person acting as qualified custodian in connection with advisory services you provide to your clients (other than any mutual fund transfer agent pursuant to rule 206(4)-2(b)(1)), regardless of whether you have determined the related person to be operationally independent under rule 206(4)-2 of the Advisers Act.

SECTION 7.A. Financial Industry AffiliationsComplete a separate Schedule D Section 7.A. for each *related person* listed in Item 7.A.

1. Legal Name of *Related Person*:
BARCLAYS CAPITAL INC.
2. Primary Business Name of *Related Person*:
BARCLAYS CAPITAL INC.
3. *Related Person's* SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)
801 - 69700
or
Other

4. *Related Person's CRD Number* (if any):
19714

5. *Related Person* is: (check all that apply)

- (a) broker-dealer, municipal securities dealer, or government securities broker or dealer
- (b) other investment adviser (including financial planners)
- (c) registered municipal advisor
- (d) registered security-based swap dealer
- (e) major security-based swap participant
- (f) commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- (g) futures commission merchant
- (h) banking or thrift institution
- (i) trust company
- (j) accountant or accounting firm
- (k) lawyer or law firm
- (l) insurance company or agency
- (m) pension consultant
- (n) real estate broker or dealer
- (o) sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (p) sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Yes No

6. Do you *control* or are you *controlled* by the *related person*?

7. Are you and the *related person* under common *control*?

8. (a) Does the *related person* act as a qualified custodian for your *clients* in connection with advisory services you provide to *clients*?

(b) If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the *related person* and thus are not required to obtain a surprise examination for your *clients'* funds or securities that are maintained at the *related person*?

(c) If you have answered "yes" to question 8.(a) above, provide the location of the *related person's* office responsible for *custody* of your *clients'* assets:

Number and Street 1:

Number and Street 2:

City:

State:

Country:

ZIP+4/Postal Code:

If this address is a private residence, check this box:

Yes No

9. (a) If the *related person* is an investment adviser, is it exempt from registration?

(b) If the answer is yes, under what exemption?

10. (a) Is the *related person* registered with a *foreign financial regulatory authority*?

(b) If the answer is yes, list the name and country, in English, of each *foreign financial regulatory authority* with which the *related person* is registered.

No Information Filed

11. Do you and the *related person* share any *supervised persons*?

12. Do you and the *related person* share the same physical location?

1. Legal Name of *Related Person*:

BARCLAYS BANK PLC

2. Primary Business Name of *Related Person*:

BARCLAYS BANK PLC

3. *Related Person's* SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

-

or

Other

4. *Related Person's CRD Number* (if any):

5. *Related Person* is: (check all that apply)

- (a) broker-dealer, municipal securities dealer, or government securities broker or dealer
- (b) other investment adviser (including financial planners)
- (c) registered municipal advisor
- (d) registered security-based swap dealer
- (e) major security-based swap participant
- (f) commodity pool operator or commodity trading advisor (whether registered or exempt from registration)

- (g) futures commission merchant
- (h) banking or thrift institution
- (i) trust company
- (j) accountant or accounting firm
- (k) lawyer or law firm
- (l) insurance company or agency
- (m) pension consultant
- (n) real estate broker or dealer
- (o) sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (p) sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Yes No

6. Do you *control* or are you *controlled* by the *related person*?

7. Are you and the *related person* under common *control*?

8. (a) Does the *related person* act as a qualified custodian for your *clients* in connection with advisory services you provide to *clients*?

(b) If you are registering or registered with the SEC and you have answered "yes," to question 8(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)(5)) from the *related person* and thus are not required to obtain a surprise examination for your *clients'* funds or securities that are maintained at the *related person*?

(c) If you have answered "yes" to question 8.(a) above, provide the location of the *related person's* office responsible for *custody* of your *clients'* assets:

Number and Street 1:

Number and Street 2:

City:

State:

Country:

ZIP+4/Postal Code:

If this address is a private residence, check this box:

Yes No

9. (a) If the *related person* is an investment adviser, is it exempt from registration?

(b) If the answer is yes, under what exemption?

10. (a) Is the *related person* registered with a *foreign financial regulatory authority*?

(b) If the answer is yes, list the name and country, in English, of each *foreign financial regulatory authority* with which the *related person* is registered.

Name of Country/Foreign Financial Regulatory Authority

United Kingdom - Financial Services Authority

11. Do you and the *related person* share any *supervised persons*?

12. Do you and the *related person* share the same physical location?

Item 7 Private Fund Reporting

Yes No

B. Are you an adviser to any *private fund*?

If "yes," then for each *private fund* that you advise, you must complete a Section 7.B.(1) of Schedule D, except in certain circumstances described in the next sentence and in Instruction 6 of the Instructions to Part 1A. If another adviser reports this information with respect to any such *private fund* in Section 7.B.(1) of Schedule D of its Form ADV (e.g., if you are a subadviser), do not complete Section 7.B.(1) of Schedule D with respect to that *private fund*. You must, instead, complete Section 7.B.(2) of Schedule D.

In either case, if you seek to preserve the anonymity of a *private fund* client by maintaining its identity in your books and records in numerical or alphabetical code, or similar designation, pursuant to rule 204-2(d), you may identify the *private fund* in Section 7.B.(1) or 7.B.(2) of Schedule D using the same code or designation in place of the fund's name.

SECTION 7.B.(1) Private Fund Reporting

No Information Filed

SECTION 7.B.(2) Private Fund Reporting

1. Name of the *private fund*:

LUMINOUS CAPITAL GLOBAL CREDIT OPPORTUNITIES FUND (A), L.P.

2. *Private fund* identification number:

(include the "805-" prefix also)

805-2965779421

3. Name and SEC File number of adviser that provides information about this *private fund* in Section 7.B.(1) of Schedule D of its Form ADV filing

Name:

LUMINOUS CAPITAL, LLC

SEC File Number:

801 - 68850

Yes No

4. Are your *clients* solicited to invest in this *private fund*? Yes No

In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

1. Name of the *private fund*:

LUMINOUS CAPITAL GLOBAL CREDIT OPPORTUNITIES FUND (C), LTD

2. *Private fund* identification number:

(include the "805-" prefix also)

805-6199089210

3. Name and SEC File number of adviser that provides information about this *private fund* in Section 7.B.(1) of Schedule D of its Form ADV filing

Name:

LUMINOUS CAPITAL, LLC

SEC File Number:

801 - 68850

Yes No

4. Are your *clients* solicited to invest in this *private fund*? Yes No

In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

Item 8 Participation or Interest in *Client* Transactions

In this Item, we request information about your participation and interest in your *clients*' transactions. This information identifies additional areas in which conflicts of interest may occur between you and your *clients*.

Like Item 7, Item 8 requires you to provide information about you and your *related persons*, including foreign affiliates.

Proprietary Interest in *Client* Transactions

A. Do you or any *related person*:

Yes No

(1) buy securities for yourself from advisory *clients*, or sell securities you own to advisory *clients* (principal transactions)? Yes No

(2) buy or sell for yourself securities (other than shares of mutual funds) that you also recommend to advisory *clients*? Yes No

(3) recommend securities (or other investment products) to advisory *clients* in which you or any *related person* has some other proprietary (ownership) interest (other than those mentioned in Items 8.A.(1) or (2))? Yes No

Sales Interest in *Client* Transactions

B. Do you or any *related person*:

Yes No

(1) as a broker-dealer or registered representative of a broker-dealer, execute securities trades for brokerage customers in which advisory *client* securities are sold to or bought from the brokerage customer (agency cross transactions)? Yes No

(2) recommend purchase of securities to advisory *clients* for which you or any *related person* serves as underwriter, general or managing partner, or purchaser representative? Yes No

(3) recommend purchase or sale of securities to advisory *clients* for which you or any *related person* has any other sales interest (other than the receipt of sales commissions as a broker or registered representative of a broker-dealer)? Yes No

Investment or Brokerage Discretion

C. Do you or any *related person* have *discretionary authority* to determine the:

Yes No

(1) securities to be bought or sold for a *client's* account? Yes No

(2) amount of securities to be bought or sold for a *client's* account? Yes No

(3) broker or dealer to be used for a purchase or sale of securities for a *client's* account? Yes No

(4) commission rates to be paid to a broker or dealer for a *client's* securities transactions? Yes No

- D. If you answer "yes" to C.(3) above, are any of the brokers or dealers *related persons*?
- E. Do you or any *related person* recommend brokers or dealers to *clients*?
- F. If you answer "yes" to E above, are any of the brokers or dealers *related persons*?
- G. (1) Do you or any *related person* receive research or other products or services other than execution from a broker-dealer or a third party ("soft dollar benefits") in connection with *client* securities transactions?
- (2) If "yes" to G.(1) above, are all the "soft dollar benefits" you or any *related persons* receive eligible "research or brokerage services" under section 28(e) of the Securities Exchange Act of 1934?
- H. Do you or any *related person*, directly or indirectly, compensate any *person* for *client* referrals?
- I. Do you or any *related person*, directly or indirectly, receive compensation from any *person* for *client* referrals?

In responding to Items 8.H and 8.I., consider all cash and non-cash compensation that you or a related person gave to (in answering Item 8.H) or received from (in answering Item 8.I) any person in exchange for client referrals, including any bonus that is based, at least in part, on the number or amount of client referrals.

Item 9 Custody

In this Item, we ask you whether you or a *related person* has *custody* of *client* (other than *clients* that are investment companies registered under the Investment Company Act of 1940) assets and about your custodial practices.

- A. (1) Do you have *custody* of any advisory *clients*': **Yes No**
- (a) cash or bank accounts?
- (b) securities?

If you are registering or registered with the SEC, answer "No" to Item 9.A.(1)(a) and (b) if you have custody solely because (i) you deduct your advisory fees directly from your clients' accounts, or (ii) a related person has custody of client assets in connection with advisory services you provide to clients, but you have overcome the presumption that you are not operationally independent (pursuant to Advisers Act rule 206(4)-(2)(d)(5)) from the related person.

- (2) If you checked "yes" to Item 9.A.(1)(a) or (b), what is the approximate amount of *client* funds and securities and total number of *clients* for which you have *custody*:

U.S. Dollar Amount	Total Number of <i>Clients</i>
(a) \$	(b)

If you are registering or registered with the SEC and you have custody solely because you deduct your advisory fees directly from your clients' accounts, do not include the amount of those assets and the number of those clients in your response to Item 9.A.(2). If your related person has custody of client assets in connection with advisory services you provide to clients, do not include the amount of those assets and number of those clients in your response to 9.A.(2). Instead, include that information in your response to Item 9.B.(2).

- B. (1) In connection with advisory services you provide to *clients*, do any of your *related persons* have *custody* of any of your advisory *clients*': **Yes No**
- (a) cash or bank accounts?
- (b) securities?

You are required to answer this item regardless of how you answered Item 9.A.(1)(a) or (b).

- (2) If you checked "yes" to Item 9.B.(1)(a) or (b), what is the approximate amount of *client* funds and securities and total number of *clients* for which your *related persons* have *custody*:

U.S. Dollar Amount	Total Number of <i>Clients</i>
(a) \$	(b)

- C. If you or your *related persons* have *custody* of *client* funds or securities in connection with advisory services you provide to *clients*, check all the following that apply:
- (1) A qualified custodian(s) sends account statements at least quarterly to the investors in the pooled investment vehicle(s) you manage.
- (2) An *independent public accountant* audits annually the pooled investment vehicle(s) that you manage and the audited financial statements are distributed to the investors in the pools.
- (3) An *independent public accountant* conducts an annual surprise examination of *client* funds and securities.
- (4) An *independent public accountant* prepares an internal control report with respect to custodial services when you or your *related persons* are qualified custodians for *client* funds and securities.

If you checked Item 9.C.(2), C.(3) or C.(4), list in Section 9.C. of Schedule D the accountants that are engaged to perform the audit or examination or prepare an internal control report. (If you checked Item 9.C.(2), you do not have to list auditor information in Section 9.C. of Schedule D if you already provided this information with respect to the private funds you advise in Section 7.B.(1) of Schedule D).

- D. Do you or your *related person(s)* act as qualified custodians for your *clients* in connection with advisory services you provide to *clients*? **Yes No**

(1) you act as a qualified custodian

(2) your *related person(s)* act as qualified custodian(s)

If you checked "yes" to Item 9.D.(2), all related persons that act as qualified custodians (other than any mutual fund transfer agent pursuant to rule 206(4)-2(b)(1)) must be identified in Section 7.A. of Schedule D, regardless of whether you have determined the related person to be operationally independent under rule 206(4)-2 of the Advisers Act.

E. If you are filing your *annual updating amendment* and you were subject to a surprise examination by an *independent public accountant* during your last fiscal year, provide the date (MM/YYYY) the examination commenced:

F. If you or your *related persons* have *custody* of *client* funds or securities, how many persons, including, but not limited to, you and your *related persons*, act as qualified custodians for your *clients* in connection with advisory services you provide to *clients*?

SECTION 9.C. Independent Public Accountant

No Information Filed

Item 10 Control Persons

In this Item, we ask you to identify every *person* that, directly or indirectly, *controls* you.

If you are submitting an initial application or report, you must complete Schedule A and Schedule B. Schedule A asks for information about your direct owners and executive officers. Schedule B asks for information about your indirect owners. If this is an amendment and you are updating information you reported on either Schedule A or Schedule B (or both) that you filed with your initial application or report, you must complete Schedule C.

Yes No

A. Does any *person* not named in Item 1.A. or Schedules A, B, or C, directly or indirectly, *control* your management or policies?

If yes, complete Section 10.A. of Schedule D.

B. If any *person* named in Schedules A, B, or C or in Section 10.A. of Schedule D is a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934, please complete Section 10.B. of Schedule D.

SECTION 10.A. Control Persons

No Information Filed

SECTION 10.B. Control Person Public Reporting Companies

B. If any person named in Schedules A, B, or C, or in Section 10 A. of Schedule D is a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934, please provide the following information (you must complete a separate Schedule D Section 10.B. for each public reporting company):

(1) Full legal name of the public reporting company:

BARCLAYS PLC

(2) The public reporting company's CIK number (Central Index Key number that the SEC assigns to each reporting company):

312069

Item 11 Disclosure Information

In this Item, we ask for information about your disciplinary history and the disciplinary history of all your *advisory affiliates*. We use this information to determine whether to grant your application for registration, to decide whether to revoke your registration or to place limitations on your activities as an investment adviser, and to identify potential problem areas to focus on during our on-site examinations. One event may result in "yes" answers to more than one of the questions below.

Your *advisory affiliates* are: (1) all of your current *employees* (other than *employees* performing only clerical, administrative, support or similar functions); (2) all of your officers, partners, or directors (or any *person* performing similar functions); and (3) all *persons* directly or indirectly *controlling* you or *controlled* by you. If you are a "separately identifiable department or division" (SID) of a bank, see the Glossary of Terms to determine who your *advisory affiliates* are.

If you are registered or registering with the SEC or if you are an exempt reporting adviser, you may limit your disclosure of any event listed in Item 11 to ten years following the date of the event. If you are registered or registering with a state, you must respond to the questions as posed; you may, therefore, limit your disclosure to ten years following the date of an event only in responding to Items 11.A.(1), 11.A.(2), 11.B.(1), 11.B.(2), 11.D.(4), and 11.H.(1)(a). For purposes of calculating this ten-year period, the date of an event is the date the final order, judgment, or decree was entered, or the date any rights of appeal from preliminary orders, judgments, or decrees lapsed.

You must complete the appropriate Disclosure Reporting Page ("DRP") for "yes" answers to the questions in this Item 11.

Yes No

Do any of the events below involve you or any of your *supervised persons*?

For "yes" answers to the following questions, complete a Criminal Action DRP:

A. In the past ten years, have you or any *advisory affiliate*:

Yes No

(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to any *felony*?

(2) been *charged* with any *felony*?

If you are registered or registering with the SEC, or if you are reporting as an exempt reporting adviser, you may limit your response to Item 11.A.(2) to charges that are currently pending.

B. In the past ten years, have you or any *advisory affiliate*:

(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to a *misdemeanor* involving: investments or an *investment-related* business, or any fraud, false statements, or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?

(2) been *charged* with a *misdemeanor* listed in Item 11.B.(1)?

If you are registered or registering with the SEC, or if you are reporting as an exempt reporting adviser, you may limit your response to Item 11.B.(2) to charges that are currently pending.

For "yes" answers to the following questions, complete a Regulatory Action DRP:

C. Has the SEC or the Commodity Futures Trading Commission (CFTC) ever:

Yes No

(1) *found* you or any *advisory affiliate* to have made a false statement or omission?

(2) *found* you or any *advisory affiliate* to have been *involved* in a violation of SEC or CFTC regulations or statutes?

(3) *found* you or any *advisory affiliate* to have been a cause of an *investment-related* business having its authorization to do business denied, suspended, revoked, or restricted?

(4) entered an *order* against you or any *advisory affiliate* in connection with *investment-related* activity?

(5) imposed a civil money penalty on you or any *advisory affiliate*, or *ordered* you or any *advisory affiliate* to cease and desist from any activity?

D. Has any other federal regulatory agency, any state regulatory agency, or any *foreign financial regulatory authority*:

(1) ever *found* you or any *advisory affiliate* to have made a false statement or omission, or been dishonest, unfair, or unethical?

(2) ever *found* you or any *advisory affiliate* to have been *involved* in a violation of *investment-related* regulations or statutes?

(3) ever *found* you or any *advisory affiliate* to have been a cause of an *investment-related* business having its authorization to do business denied, suspended, revoked, or restricted?

(4) in the past ten years, entered an *order* against you or any *advisory affiliate* in connection with an *investment-related* activity?

(5) ever denied, suspended, or revoked your or any *advisory affiliate's* registration or license, or otherwise prevented you or any *advisory affiliate*, by *order*, from associating with an *investment-related* business or restricted your or any *advisory affiliate's* activity?

E. Has any *self-regulatory organization* or commodities exchange ever:

(1) *found* you or any *advisory affiliate* to have made a false statement or omission?

(2) *found* you or any *advisory affiliate* to have been *involved* in a violation of its rules (other than a violation designated as a "*minor rule violation*" under a plan approved by the SEC)?

(3) *found* you or any *advisory affiliate* to have been the cause of an *investment-related* business having its authorization to do business denied, suspended, revoked, or restricted?

(4) disciplined you or any *advisory affiliate* by expelling or suspending you or the *advisory affiliate* from membership, barring or suspending you or the *advisory affiliate* from association with other members, or otherwise restricting your or the *advisory affiliate's* activities?

F. Has an authorization to act as an attorney, accountant, or federal contractor granted to you or any *advisory affiliate* ever been revoked or suspended?

G. Are you or any *advisory affiliate* now the subject of any regulatory proceeding that could result in a "yes" answer to any part of Item 11.C., 11.D., or 11.E.?

For "yes" answers to the following questions, complete a Civil Judicial Action DRP:

H. (1) Has any domestic or foreign court:

Yes No

(a) in the past ten years, enjoined you or any *advisory affiliate* in connection with any *investment-related* activity?

(b) ever *found* that you or any *advisory affiliate* were *involved* in a violation of *investment-related* statutes or regulations?

(c) ever dismissed, pursuant to a settlement agreement, an *investment-related* civil action brought against you or any *advisory affiliate* by a state or *foreign financial regulatory authority*?

(2) Are you or any *advisory affiliate* now the subject of any civil proceeding that could result in a "yes" answer to any part of Item 11.H.(1)?

Item 12 Small Businesses

The SEC is required by the Regulatory Flexibility Act to consider the effect of its regulations on small entities. In order to do this, we need to determine whether you meet the definition of "small business" or "small organization" under rule 0-7.

Answer this Item 12 only if you are registered or registering with the SEC **and** you indicated in response to Item 5.F.(2)(c) that you have regulatory assets under management of less than \$25 million. You are not required to answer this Item 12 if you are filing for initial registration as a state adviser, amending a current state registration, or switching from SEC to

state registration.

For purposes of this Item 12 only:

- Total Assets refers to the total assets of a firm, rather than the assets managed on behalf of *clients*. In determining your or another *person's* total assets, you may use the total assets shown on a current balance sheet (but use total assets reported on a consolidated balance sheet with subsidiaries included, if that amount is larger).
- *Control* means the power to direct or cause the direction of the management or policies of a *person*, whether through ownership of securities, by contract, or otherwise. Any *person* that directly or indirectly has the right to vote 25 percent or more of the voting securities, or is entitled to 25 percent or more of the profits, of another *person* is presumed to *control* the other *person*.

Yes No

A. Did you have total assets of \$5 million or more on the last day of your most recent fiscal year?

If "yes," you do not need to answer Items 12.B. and 12.C.

B. Do you:

(1) *control* another investment adviser that had regulatory assets under management (calculated in response to Item 5.F.(2)(c) of Form ADV) of \$25 million or more on the last day of its most recent fiscal year?

(2) *control* another *person* (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent fiscal year?

C. Are you:

(1) *controlled* by or under common *control* with another investment adviser that had regulatory assets under management (calculated in response to Item 5.F.(2)(c) of Form ADV) of \$25 million or more on the last day of its most recent fiscal year?

(2) *controlled* by or under common *control* with another *person* (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent fiscal year?

Schedule A

Direct Owners and Executive Officers

- Complete Schedule A only if you are submitting an initial application or report. Schedule A asks for information about your direct owners and executive officers. Use Schedule C to amend this information.
- Direct Owners and Executive Officers. List below the names of:
 - each Chief Executive Officer, Chief Financial Officer, Chief Operations Officer, Chief Legal Officer, Chief Compliance Officer (Chief Compliance Officer is required if you are registered or applying for registration and cannot be more than one individual), director, and any other individuals with similar status or functions;
 - if you are organized as a corporation, each shareholder that is a direct owner of 5% or more of a class of your voting securities, unless you are a public reporting company (a company subject to Section 12 or 15(d) of the Exchange Act);
Direct owners include any *person* that owns, beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 5% or more of a class of your voting securities. For purposes of this Schedule, a *person* beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.
 - if you are organized as a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 5% or more of your capital;
 - in the case of a trust that directly owns 5% or more of a class of your voting securities, or that has the right to receive upon dissolution, or has contributed, 5% or more of your capital, the trust and each trustee; and
 - if you are organized as a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 5% or more of your capital, and (ii) if managed by elected managers, all elected managers.
- Do you have any indirect owners to be reported on Schedule B? Yes No
- In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner or executive officer is an individual.
- Complete the Title or Status column by entering board/management titles; status as partner, trustee, sole proprietor, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).
- Ownership codes are: NA - less than 5% B - 10% but less than 25% D - 50% but less than 75%
A - 5% but less than 10% C - 25% but less than 50% E - 75% or more
- (a) In the *Control Person* column, enter "Yes" if the *person* has *control* as defined in the Glossary of Terms to Form ADV, and enter "No" if the *person* does not have *control*. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are *control persons*.
(b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15(d) of the Exchange Act.
(c) Complete each column.

FULL LEGAL NAME (Individuals: Last Name, First Name, Middle Name)	DE/FE/I	Status	Date Status Acquired MM/YYYY	Ownership Code	Control Person	PR	CRD No. If None: S.S. No. and Date of Birth, IRS Tax No. or Employer ID No.
BARCLAYS BANK PLC	FE	SOLE MEMBER	01/2011	E	Y	Y	
NASH, PHILLIP, ANTHONY	I	DIRECTOR	01/2011	NA	Y	N	5827098
BARRETT, MATTHEW, SCOTT	I	DIRECTOR, PRESIDENT	01/2011	NA	Y	N	5257827
KIM, HOLLY, HYUNJIN	I	DIRECTOR	01/2011	NA	Y	N	2532639
KEEGAN, MICHAEL, JOSEPH	I	DIRECTOR	01/2011	NA	Y	N	2023262
MONTGOMERY, MICHAEL, CURRY	I	CHIEF COMPLIANCE OFFICER, DIRECTOR	01/2011	NA	N	N	838794
POULTEN, DAVID, JOHN	I	CHIEF FINANCIAL OFFICER, CHIEF OPERATING OFFICER, DIRECTOR	01/2011	NA	Y	N	5902912

Schedule B**Indirect Owners**

- Complete Schedule B only if you are submitting an initial application. Schedule B asks for information about your indirect owners; you must first complete Schedule A, which asks for information about your direct owners. Use Schedule C to amend this information.
- Indirect Owners. With respect to each owner listed on Schedule A (except individual owners), list below:
 - in the case of an owner that is a corporation, each of its shareholders that beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 25% or more of a class of a voting security of that corporation;

For purposes of this Schedule, a *person* beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.
 - in the case of an owner that is a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 25% or more of the partnership's capital;
 - in the case of an owner that is a trust, the trust and each trustee; and
 - in the case of an owner that is a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 25% or more of the LLC's capital, and (ii) if managed by elected managers, all elected managers.
- Continue up the chain of ownership listing all 25% owners at each level. Once a public reporting company (a company subject to Sections 12 or 15(d) of the Exchange Act) is reached, no further ownership information need be given.
- In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner is an individual.
- Complete the Status column by entering the owner's status as partner, trustee, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).
- Ownership codes are: C - 25% but less than 50% E - 75% or more
D - 50% but less than 75% F - Other (general partner, trustee, or elected manager)
- (a) In the *Control Person* column, enter "Yes" if the *person* has *control* as defined in the Glossary of Terms to Form ADV, and enter "No" if the *person* does not have *control*. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are *control persons*.
(b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15(d) of the Exchange Act.
(c) Complete each column.

FULL LEGAL NAME (Individuals: Last Name, First Name, Middle Name)	DE/FE/I	Entity in Which Interest is Owned	Status	Date Status Acquired MM/YYYY	Ownership Code	Control Person	PR	CRD No. If None: S.S. No. and Date of Birth, IRS Tax No. or Employer ID No.
BARCLAYS PLC	FE	BARCLAYS BANK PLC	SOLE SHARHOLDER	01/1985	E	Y	Y	

Schedule D - Miscellaneous

You may use the space below to explain a response to an Item or to provide any other information.

1)BARCLAYS ASSET MANAGEMENT GROUP HAS RELATED SEC-REGISTERED INVESTMENT ADVISERS THAT MANAGE LIMITED PARTNERSHIPS OR LIMITED LIABILITY COMPANIES THAT ARE NOT LISTED IN SECTION 7.B OF SCHEDULE D; 2) COMPLETE AND ACCURATE INFORMATION ABOUT THOSE LIMITED PARTNERSHIPS OR LIMITED LIABILITY COMPANIES IS AVAIALBLE IN SECTION 7.B OF SCHEDULE D OF THE FORM ADV FOR BARCLAYS CAPITAL INC. 3) BARCLAYS ASSET MANAGEMENT GROUP DOES NOT SOLICIT ITS CLIENTS TO INVEST IN ANY OF THE LIMITED PARTNERSHIPS OR LIMITED LIABILITY COMPANIES OF BARCLAYS CAPITAL INC.

DRP Pages**CRIMINAL DISCLOSURE REPORTING PAGE (ADV)****GENERAL INSTRUCTIONS**

This Disclosure Reporting Page (DRP ADV) is an INITIAL **OR** AMENDED response used to report details for affirmative responses to Items 11.A and 11.B of Form ADV.

Criminal

Check item(s) being responded to:

11.A(1) 11.A(2) 11.B(1) 11.B(2)

Use a separate DRP for each event or *proceeding*. The same event or *proceeding* may be reported for more than one *person* or entity using one DRP. File with a completed Execution Page.

Multiple counts of the same charge arising out of the same event(s) should be reported on the same DRP. Unrelated criminal actions, including separate cases arising out of the same event, must be reported on separate DRPs. Use this DRP to report all charges arising out of the same event. One event may result in more than one affirmative answer to the items listed above.

PART I

A. The *person(s)* or entity(ies) for whom this DRP is being filed is (are):

- You (the advisory firm)
 You and one or more of your *advisory affiliates*

One or more of your *advisory affiliates*

If this DRP is being filed for an *advisory affiliate*, give the full name of the *advisory affiliate* below (for individuals, Last name, First name, Middle name).
If the *advisory affiliate* has a *CRD* number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

<i>CRD</i> Number:	This advisory affiliate is <input checked="" type="radio"/> a Firm <input type="radio"/> an Individual
Registered:	<input type="radio"/> Yes <input checked="" type="radio"/> No
Name:	BARCLAYS BANK PLC (For individuals, Last, First, Middle)

- This DRP should be removed from the ADV record because the *advisory affiliate(s)* is no longer associated with the adviser.
 This DRP should be removed from the ADV record because: (1) the event or *proceeding* occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC and the event was resolved in the adviser's or *advisory affiliate's* favor.
 This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

B. If the *advisory affiliate* is registered through the IARD system or *CRD* system, has the *advisory affiliate* submitted a DRP (with Form ADV, BD or U-4) to the IARD or *CRD* for the event? If the answer is "Yes," no other information on this DRP must be provided.

Yes No

NOTE: The completion of this form does not relieve the *advisory affiliate* of its obligation to update its IARD or *CRD* records.

PART II

1. If charge(s) were brought against an organization over which you or an *advisory affiliate* exercise(d) *control*. Enter organization name, whether or not the organization was an *investment-related* business and your or the *advisory affiliate* position, title, or relationship.

BARCLAYS BANK PLC IS THE DIRECT PARENT AND 100% OWNER OF BARCLAYS ASSET MANAGEMENT LLC.

2. Formal Charge(s) were brought in: (include name of Federal, Military, State or Foreign Court, Location of Court - City or County and State or Country, Docket/Case number).
UNITED STATES DISTRICT COURT FOR THE DISTRICT OF COLUMBIA; NO. 1:10-CR-00218-EGS

3. Event Disclosure Detail (Use this for both organizational and individual charges.)

A. Date First Charged (MM/DD/YYYY):

08/16/2010 Exact Explanation

If not exact, provide explanation:

B. Event Disclosure Detail (include Charge(s)/Charge Description(s), and for each charge provide: (1) number of counts, (2) *felony* or *misdemeanor*, (3) plea for each charge, and (4) product type if charge is *investment-related*).

A CRIMINAL INFORMATION WAS FILED ON AUGUST 16, 2010 IN THE UNITED STATES DISTRICT COURT FOR THE DISTRICT OF COLUMBIA CHARGING BARCLAYS BANK PLC ("BARCLAYS") WITH (1) WILLFULLY VIOLATING AND ATTEMPTING TO VIOLATE THE TRADING WITH THE ENEMY ACT, TITLE 50, UNITED STATES CODE, APPENDIX, SECTIONS 5 AND 16, AND REGULATIONS ISSUED THEREUNDER; AND (2) WILLFULLY VIOLATING AND ATTEMPTING TO VIOLATE THE INTERNATIONAL EMERGENCY ECONOMIC POWERS ACT, TITLE 50, UNITED STATES CODE, SECTION 1705, AND REGULATIONS ISSUED THEREUNDER. BARCLAYS WAIVED INDICTMENT, AGREED TO THE FILING OF THE INFORMATION, AND ACCEPTED AND ACKNOWLEDGED RESPONSIBILITY FOR ITS CONDUCT. EACH OF THE ABOVE CHARGES INVOLVES A FELONY AND ONE COUNT PER CHARGE. A PLEA WAS NOT ENTERED IN RESPECT OF EITHER CHARGE.

C. Did any of the Charge(s) within the Event involve a *felony*? Yes No

D. Current status of the Event? Pending On Appeal Final

E. Event Status Date (complete unless status is Pending) (MM/DD/YYYY):

Exact Explanation

If not exact, provide explanation:

4. Disposition Disclosure Detail:

Include for each charge (a) Disposition Type (e.g., convicted, acquitted, dismissed, pretrial, etc.), (b) Date, (c) Sentence/Penalty, (d) Duration (if sentence - suspension, probation, etc.), (e) Start Date of Penalty, (f) Penalty/Fine Amount, and (g) Date Paid.

BARCLAYS ENTERED INTO DEFERRED PROSECUTION AGREEMENTS ("DPAS") WITH THE U.S. DEPARTMENT OF JUSTICE ("DOJ") AND THE NEW YORK COUNTY DISTRICT ATTORNEY'S OFFICE ("DANY") ON AUGUST 18, 2010. PROSECUTION WAS DEFERRED FOR TWENTY-FOUR MONTHS FROM THE DATE OF THE DPAS. AS PART OF A GLOBAL SETTLEMENT WITH THE DOJ, DANY AND THE OFFICE OF FOREIGN ASSETS CONTROL OF THE UNITED STATES DEPARTMENT OF THE TREASURY ("OFAC"), BARCLAYS SETTLED ANY AND ALL CRIMINAL AND FORFEITURE CLAIMS (I) WITH RESPECT TO DOJ AND DANY, FOR THE SUM OF \$298,000,000, PAYABLE IN THE AMOUNT OF \$149,000,000 TO EACH OF THE DOJ AND DANY, AND (II) WITH RESPECT TO OFAC, FOR THE SUM OF \$176,000,000, WHICH HAS BEEN SATISFIED BY PAYMENT OF THE SUMS TO DANY AND DOJ. UPON COMPLIANCE WITH THE TERMS OF THE DPAS, THE CRIMINAL INFORMATION WILL BE DISMISSED WITH PREJUDICE AND NEITHER THE DOJ NOR DANY WILL PROSECUTE BARCLAYS FOR THE RELATED CONDUCT

5. Provide a brief summary of circumstances leading to the charge(s) as well as the disposition. Include the relevant dates when the conduct which was the subject of the charge(s) occurred. (Your response must fit within the space provided.)

AS DESCRIBED IN THE DPAS, "FROM THE MID-1990S THROUGH SEPTEMBER 2006, BARCLAYS VIOLATED BOTH U.S. AND NEW YORK STATE CRIMINAL LAWS BY KNOWINGLY AND WILLFULLY MOVING OR PERMITTING TO BE MOVED HUNDREDS OF MILLIONS OF DOLLARS THROUGH THE U.S. FINANCIAL SYSTEM FOR THE BENEFIT OF BANKS FROM CUBA, IRAN, LIBYA, SUDAN, AND BURMA, AND PERSONS LISTED AS PARTIES OR JURISDICTIONS SANCTIONED BY THE OFFICE OF

FOREIGN ASSETS CONTROL OF THE UNITED STATES DEPARTMENT OF THE TREASURY ("OFAC") (COLLECTIVELY, "THE SANCTIONED ENTITIES") IN VIOLATION OF U.S. ECONOMIC SANCTIONS. BARCLAYS ENGAGED IN THIS CRIMINAL CONDUCT BY: (A) FOLLOWING INSTRUCTIONS, PRINCIPALLY FROM BANKS FROM CUBA, IRAN, LIBYA, OR SUDAN, NOT TO MENTION THEIR NAMES IN U.S. DOLLAR ("USD") PAYMENT MESSAGES SENT TO BARCLAYS' BRANCH IN NEW YORK, NEW YORK (THE "NEW YORK BRANCH") AND TO OTHER FINANCIAL INSTITUTIONS LOCATED IN THE UNITED STATES; (B) ROUTING USD PAYMENTS THROUGH AN INTERNAL BARCLAYS SUNDRY ACCOUNT TO HIDE THE PAYMENTS' CONNECTION TO SANCTIONED ENTITIES; (C) AMENDING OR REFORMATTING USD PAYMENT MESSAGES TO REMOVE INFORMATION IDENTIFYING SANCTIONED ENTITIES; AND (D) DELIBERATELY USING A LESS TRANSPARENT METHOD OF PAYMENT MESSAGES, KNOWN AS COVER PAYMENTS. BARCLAYS' CONDUCT, WHICH OCCURRED OUTSIDE THE UNITED STATES, CAUSED ITS NEW YORK BRANCH, AND OTHER FINANCIAL INSTITUTIONS LOCATED IN THE UNITED STATES, TO PROCESS PAYMENTS THAT OTHERWISE SHOULD HAVE BEEN HELD FOR INVESTIGATION, REJECTED, OR BLOCKED PURSUANT TO U.S. SANCTIONS REGULATIONS ADMINISTERED BY OFAC. ADDITIONALLY, BY ITS CONDUCT, BARCLAYS: (A) PREVENTED ITS NEW YORK BRANCH AND OTHER FINANCIAL INSTITUTIONS IN THE UNITED STATES FROM FILING REQUIRED BANK SECRECY ACT ("BSA") AND OFAC-RELATED REPORTS WITH THE U.S. GOVERNMENT; (B) CAUSED FALSE INFORMATION TO BE RECORDED IN THE RECORDS OF U.S. FINANCIAL INSTITUTIONS; AND (C) CAUSED U.S. FINANCIAL INSTITUTIONS NOT TO MAKE RECORDS THAT THEY OTHERWISE WOULD HAVE BEEN REQUIRED BY LAW TO MAKE. IN MAY 2006, BARCLAYS VOLUNTARILY DISCLOSED TO OFAC FOUR TRANSACTIONS THAT WERE MADE IN VIOLATION OF U.S. SANCTIONS. AT THAT TIME, BARCLAYS COMMENCED A LIMITED INTERNAL INVESTIGATION INTO THE OPERATION AND LIMITATIONS OF ITS AUTOMATED FILTERING SYSTEM AND BARCLAYS' USD TRANSACTIONS INVOLVING U.S. SANCTIONED COUNTRIES AND PERSONS. THEREAFTER, IN NOVEMBER 2006, BARCLAYS EXITED ALL USD CORRESPONDENT RELATIONSHIPS WITH BANKS SUBJECT TO U.S. ECONOMIC SANCTIONS, BANKS HEADQUARTERED IN SANCTIONED COUNTRIES, AND THE SUBSIDIARIES OF SUCH BANKS (THE "SANCTIONED BANKS"). IN 2007, AFTER BEING CONTACTED BY FEDERAL AND STATE PROSECUTORS, BARCLAYS AGREED TO COOPERATE FULLY, AND BROADENED ITS REVIEW TO CONDUCT A COMPREHENSIVE INTERNAL INVESTIGATION AND HISTORICAL PAYMENT ANALYSIS COVERING ACTIVITY AND TRANSACTIONS FROM JANUARY 1, 2000 TO JULY 31, 2007."

REGULATORY ACTION DISCLOSURE REPORTING PAGE (ADV)

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an INITIAL **OR** AMENDED response used to report details for affirmative responses to Items 11.C., 11.D., 11.E., 11.F. or 11.G. of Form ADV.

Regulatory Action

Check item(s) being responded to:

- | | | | | |
|----------------------------------|---|----------------------------------|---|----------------------------------|
| <input type="checkbox"/> 11.C(1) | <input type="checkbox"/> 11.C(2) | <input type="checkbox"/> 11.C(3) | <input type="checkbox"/> 11.C(4) | <input type="checkbox"/> 11.C(5) |
| <input type="checkbox"/> 11.D(1) | <input checked="" type="checkbox"/> 11.D(2) | <input type="checkbox"/> 11.D(3) | <input checked="" type="checkbox"/> 11.D(4) | <input type="checkbox"/> 11.D(5) |
| <input type="checkbox"/> 11.E(1) | <input type="checkbox"/> 11.E(2) | <input type="checkbox"/> 11.E(3) | <input type="checkbox"/> 11.E(4) | |
| <input type="checkbox"/> 11.F. | <input type="checkbox"/> 11.G. | | | |

Use a separate DRP for each event or *proceeding*. The same event or *proceeding* may be reported for more than one *person* or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items 11.C., 11.D., 11.E., 11.F. or 11.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details to each action on a separate DRP.

PART I

A. The *person(s)* or entity(ies) for whom this DRP is being filed is (are):

- You (the advisory firm)
- You and one or more of your *advisory affiliates*
- One or more of your *advisory affiliates*

If this DRP is being filed for an *advisory affiliate*, give the full name of the *advisory affiliate* below (for individuals, Last name, First name, Middle name).

If the *advisory affiliate* has a *CRD* number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

CRD Number:

This advisory affiliate is a Firm an Individual

Registered: Yes No

Name: BARCLAYS BANK PLC
(For individuals, Last, First, Middle)

- This DRP should be removed from the ADV record because the *advisory affiliate(s)* is no longer associated with the adviser.
- This DRP should be removed from the ADV record because: (1) the event or *proceeding* occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC and the event was resolved in the adviser's or *advisory affiliate's* favor.

If you are registered or registering with a *state securities authority*, you may remove a DRP for an event you reported only in response to Item 11.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

- This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

B. If the *advisory affiliate* is registered through the IARD system or CRD system, has the *advisory affiliate* submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided.

Yes No

NOTE: The completion of this form does not relieve the *advisory affiliate* of its obligation to update its IARD or CRD records.

PART II

1. Regulatory Action initiated by:

SEC Other Federal State SRO Foreign

(Full name of regulator, *foreign financial regulatory authority*, federal, state, or SRO)

BOARD OF GOVERNORS OF THE FEDERAL RESERVE SYSTEM

2. Principal Sanction:

Cease and Desist

Other Sanctions:

3. Date Initiated (MM/DD/YYYY):

08/19/2010 Exact Explanation

If not exact, provide explanation:

4. Docket/Case Number:

10-165-B-FBR

5. *Advisory Affiliate* Employing Firm when activity occurred which led to the regulatory action (if applicable):

6. Principal Product Type:

No Product

Other Product Types:

7. Describe the allegations related to this regulatory action (your response must fit within the space provided):

AS DESCRIBED IN THE CEASE AND DESIST ORDER (THE "ORDER"): "CERTAIN STATE AND FEDERAL AGENCIES HAVE BEEN CONDUCTING AN INVESTIGATION INTO THE PRACTICES OF BARCLAYS [BANK PLC] CONCERNING THE TRANSMISSION OF FUNDS TO AND FROM THE UNITED STATES, INCLUDING THROUGH [ITS] NEW YORK BRANCH, BY AND THROUGH ENTITIES AND INDIVIDUALS SUBJECT TO SANCTIONS REGIMES IMPOSED UNDER THE INTERNATIONAL EMERGENCY ECONOMIC POWERS ACT... AND THE TRADING WITH THE ENEMIES ACT... BOTH OF WHICH ARE ADMINISTERED BY OFAC."

8. Current Status? Pending On Appeal Final

9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter resolved:

Order

11. Resolution Date (MM/DD/YYYY):

08/19/2010 Exact Explanation

If not exact, provide explanation:

12. Resolution Detail:

A. Were any of the following Sanctions *Ordered* (check all appropriate items)?

Monetary/Fine Amount: \$

Revocation/Expulsion/Denial

Censure

Bar

Disgorgement/Restitution

Cease and Desist/Injunction

Suspension

B. Other Sanctions *Ordered*:

Sanction detail: if suspended, *enjoined* or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an *advisory affiliate* date paid and if any portion of penalty was waived:

AN ORDER TO CEASE AND DESIST WAS ISSUED, AS DESCRIBED UNDER ITEM 13 BELOW

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided).

AS SET FORTH IN THE ORDER: "1. WITHIN 90 DAYS OF [THE] ORDER, BARCLAYS SHALL SUBMIT TO THE FEDERAL RESERVE BANK OF NEW YORK AND THE NYSBD (COLLECTIVELY, THE "SUPERVISORS") AN ACCEPTABLE GLOBAL OFAC COMPLIANCE PROGRAM TO ENSURE BARCLAYS GLOBAL COMPLIANCE WITH OFAC REGULATIONS (THE "OFAC COMPLIANCE PROGRAM"). ... 2. DURING THE TERM OF [THE] ORDER, TO ENSURE THAT THE OFAC COMPLIANCE PROGRAM IS FUNCTIONING EFFECTIVELY TO DETECT, CORRECT, AND REPORT OFAC SANCTIONS TRANSACTIONS WHEN THEY OCCUR, (THE "OFAC COMPLIANCE REVIEW") BARCLAYS SHALL CONDUCT ON AN ANNUAL BASIS: (I) A REVIEW OF BARCLAYS OFAC COMPLIANCE POLICIES AND PROCEDURES AND THEIR IMPLEMENTATION, AND AN APPROPRIATE RISK-FOCUSED SAMPLING OF USD PAYMENTS. THE OFAC COMPLIANCE REVIEW, THE FIRST OF WHICH SHALL COMMENCE ONE YEAR AFTER THE DATE OF [THE] ORDER, SHALL BE CONDUCTED BY AN INDEPENDENT CONSULTANT ACCEPTABLE TO THE SUPERVISORS AND THE [FINANCIAL SERVICES AUTHORITY ("FSA")]... 3. WITHIN 60 DAYS OF THE SUPERVISORS' APPROVAL OF THE OFAC COMPLIANCE PROGRAM ... BARCLAYS AND THE NEW YORK BRANCH SHALL COMPLETE A COMPREHENSIVE OFAC RISK ASSESSMENT FOR THE NEW YORK BRANCH WITH PARTICULAR ATTENTION TO TRANSACTIONS INVOLVING AFFILIATES. A COPY OF THE RISK ASSESSMENT SHALL BE SUBMITTED TO THE SUPERVISORS AND THE FSA UPON ITS COMPLETION. 4. BARCLAYS, AND, AS APPLICABLE, THE NEW YORK BRANCH, SHALL SUBMIT A WRITTEN PROGRAM AND PLAN THAT ARE ACCEPTABLE TO THE SUPERVISORS WITHIN THE APPLICABLE TIME PERIODS SET FORTH ... IN [THE] ORDER. WITHIN 10 DAYS OF APPROVAL BY THE SUPERVISORS, BARCLAYS AND, AS APPLICABLE, THE NEW YORK BRANCH SHALL ADOPT THE APPROVED PLAN AND PROGRAM. UPON ADOPTION, BARCLAYS AND, AS APPLICABLE, THE NEW YORK BRANCH, SHALL PROMPTLY IMPLEMENT THE APPROVED PROGRAM AND PLAN, AND THEREAFTER FULLY COMPLY WITH THEM. DURING THE TERM OF [THE] ORDER, THE APPROVED PROGRAM AND PLAN SHALL NOT BE AMENDED OR RESCINDED WITHOUT THE PRIOR WRITTEN APPROVAL OF THE SUPERVISORS. 5. WITHIN 30 DAYS OF THE END OF EACH QUARTER FOLLOWING THE DATE OF [THE] ORDER, BARCLAYS SHALL SUBMIT TO THE SUPERVISORS AND THE FSA WRITTEN PROGRESS REPORTS DETAILING THE FORM AND MANNER OF ALL ACTIONS TAKEN TO SECURE COMPLIANCE WITH THE PROVISIONS OF [THE] ORDER AND THE RESULTS THEREOF. THE SUPERVISORS MAY, IN WRITING, DISCONTINUE THE REQUIREMENT FOR PROGRESS REPORTS OR MODIFY THE REPORTING SCHEDULE."

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an INITIAL **OR** AMENDED response used to report details for affirmative responses to Items 11.C., 11.D., 11.E., 11.F. or 11.G. of Form ADV.

Regulatory Action

Check item(s) being responded to:

- | | | | | |
|----------------------------------|---|----------------------------------|----------------------------------|----------------------------------|
| <input type="checkbox"/> 11.C(1) | <input type="checkbox"/> 11.C(2) | <input type="checkbox"/> 11.C(3) | <input type="checkbox"/> 11.C(4) | <input type="checkbox"/> 11.C(5) |
| <input type="checkbox"/> 11.D(1) | <input checked="" type="checkbox"/> 11.D(2) | <input type="checkbox"/> 11.D(3) | <input type="checkbox"/> 11.D(4) | <input type="checkbox"/> 11.D(5) |
| <input type="checkbox"/> 11.E(1) | <input type="checkbox"/> 11.E(2) | <input type="checkbox"/> 11.E(3) | <input type="checkbox"/> 11.E(4) | |
| <input type="checkbox"/> 11.F. | <input type="checkbox"/> 11.G. | | | |

Use a separate DRP for each event or *proceeding*. The same event or *proceeding* may be reported for more than one *person* or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items 11.C., 11.D., 11.E., 11.F. or 11.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details to each action on a separate DRP.

PART I

A. The *person(s)* or entity(ies) for whom this DRP is being filed is (are):

- You (the advisory firm)
- You and one or more of your *advisory affiliates*
- One or more of your *advisory affiliates*

If this DRP is being filed for an *advisory affiliate*, give the full name of the *advisory affiliate* below (for individuals, Last name, First name, Middle name).

If the *advisory affiliate* has a *CRD* number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

CRD Number: _____ This advisory affiliate is a Firm an Individual

Registered: Yes No

Name: BARCLAYS BANK PLC
(For individuals, Last, First, Middle)

- This DRP should be removed from the ADV record because the *advisory affiliate(s)* is no longer associated with the adviser.
- This DRP should be removed from the ADV record because: (1) the event or *proceeding* occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC and the event was resolved in the adviser's or *advisory affiliate's* favor.

If you are registered or registering with a *state securities authority*, you may remove a DRP for an event you reported only in response to Item 11.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

- This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

B. If the *advisory affiliate* is registered through the IARD system or CRD system, has the *advisory affiliate* submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided.

Yes No

NOTE: The completion of this form does not relieve the *advisory affiliate* of its obligation to update its IARD or CRD records.

PART II

1. Regulatory Action initiated by:

SEC Other Federal State SRO Foreign

(Full name of regulator, *foreign financial regulatory authority*, federal, state, or SRO)

FINANCIAL SERVICES AUTHORITY

2. Principal Sanction:

Civil and Administrative Penalt(ies) /Fine(s)

Other Sanctions:

3. Date Initiated (MM/DD/YYYY):

01/14/2011 Exact Explanation

If not exact, provide explanation:

4. Docket/Case Number:

5. *Advisory Affiliate* Employing Firm when activity occurred which led to the regulatory action (if applicable):

6. Principal Product Type:

No Product

Other Product Types:

7. Describe the allegations related to this regulatory action (your response must fit within the space provided):

FSA ALLEGED BREACHES OF PRINCIPLE 9 (CUSTOMERS: RELATIONSHIPS OF TRUST) OF THE FSA'S PRINCIPLES FOR BUSINESSES AND ASSOCIATED RULES.

8. Current Status? Pending On Appeal Final

9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter resolved:

Settled

11. Resolution Date (MM/DD/YYYY):

01/14/2011 Exact Explanation

If not exact, provide explanation:

12. Resolution Detail:

A. Were any of the following Sanctions *Ordered* (check all appropriate items)?

Monetary/Fine Amount: \$ 12,355,603.00

Revocation/Expulsion/Denial

Censure

Bar

Disgorgement/Restitution

Cease and Desist/Injunction

Suspension

B. Other Sanctions *Ordered*:

Sanction detail: if suspended, *enjoined* or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an *advisory affiliate* date paid and if any portion of penalty was waived:

\$12,355,603.00 LEVIED AGAINST CONTROL AFFILIATE. FINE PAID ON 1/19/2011

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided).

THIS MATTER RELATES TO BARCLAYS BANK PLC SALES OF AVIVA'S GLOBAL BALANCED INCOME FUND AND GLOBAL CAUTIOUS INCOME FUND DURING THE PERIOD JULY 2006 THROUGH NOVEMBER 2008. THE FSA DETERMINED THAT BARCLAYS BANK PLC BREACHED PRINCIPLE 9 IN THAT IT FAILED TO TAKE REASONABLE CARE

TO ENSURE THE SUITABILITY OF ITS ADVICE REGARDING THE FUNDS FOR CUSTOMERS ENTITLED TO RELY UPON ITS JUDGMENT. BARCLAYS PROACTIVELY CARRIED OUT AN INTERNAL INVESTIGATION IN CONSULTATION WITH THE FSA AND SHARED THE RESULTS OF THE INVESTIGATION WITH THE FSA. BARCLAYS HAS MADE IMPROVEMENTS IN ITS END TO END PROCESSES.

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an INITIAL **OR** AMENDED response used to report details for affirmative responses to Items 11.C., 11.D., 11.E., 11.F. or 11.G. of Form ADV.

Regulatory Action

Check item(s) being responded to:

- | | | | | |
|---|---|----------------------------------|---|----------------------------------|
| <input type="checkbox"/> 11.C(1) | <input type="checkbox"/> 11.C(2) | <input type="checkbox"/> 11.C(3) | <input type="checkbox"/> 11.C(4) | <input type="checkbox"/> 11.C(5) |
| <input checked="" type="checkbox"/> 11.D(1) | <input checked="" type="checkbox"/> 11.D(2) | <input type="checkbox"/> 11.D(3) | <input checked="" type="checkbox"/> 11.D(4) | <input type="checkbox"/> 11.D(5) |
| <input type="checkbox"/> 11.E(1) | <input type="checkbox"/> 11.E(2) | <input type="checkbox"/> 11.E(3) | <input type="checkbox"/> 11.E(4) | |
| <input type="checkbox"/> 11.F. | <input type="checkbox"/> 11.G. | | | |

Use a separate DRP for each event or *proceeding*. The same event or *proceeding* may be reported for more than one *person* or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items 11.C., 11.D., 11.E., 11.F. or 11.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details to each action on a separate DRP.

PART I

A. The *person(s)* or entity(ies) for whom this DRP is being filed is (are):

- You (the advisory firm)
- You and one or more of your *advisory affiliates*
- One or more of your *advisory affiliates*

If this DRP is being filed for an *advisory affiliate*, give the full name of the *advisory affiliate* below (for individuals, Last name, First name, Middle name). If the *advisory affiliate* has a *CRD* number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

CRD Number: _____ This advisory affiliate is a Firm an Individual

Registered: Yes No

Name: BARCLAYS BANK PLC
(For individuals, Last, First, Middle)

- This DRP should be removed from the ADV record because the *advisory affiliate(s)* is no longer associated with the adviser.
- This DRP should be removed from the ADV record because: (1) the event or *proceeding* occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC and the event was resolved in the adviser's or *advisory affiliate's* favor.

If you are registered or registering with a *state securities authority*, you may remove a DRP for an event you reported only in response to Item 11.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

- This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

B. If the *advisory affiliate* is registered through the IARD system or *CRD* system, has the *advisory affiliate* submitted a DRP (with Form ADV, BD or U-4) to the IARD or *CRD* for the event? If the answer is "Yes," no other information on this DRP must be provided.

- Yes No

NOTE: The completion of this form does not relieve the *advisory affiliate* of its obligation to update its IARD or *CRD* records.

PART II

1. Regulatory Action initiated by:

- SEC Other Federal State SRO Foreign

(Full name of regulator, *foreign financial regulatory authority*, federal, state, or SRO)

U.K. FINANCIAL SERVICES AUTHORITY ("FSA")

2. Principal Sanction:

Civil and Administrative Penalt(ies) /Fine(s)

Other Sanctions:

3. Date Initiated (MM/DD/YYYY):

06/27/2012 Exact Explanation

If not exact, provide explanation:

4. Docket/Case Number:

FSA REFERENCE NO: 122702

5. *Advisory Affiliate* Employing Firm when activity occurred which led to the regulatory action (if applicable):

6. Principal Product Type:

No Product

Other Product Types:

7. Describe the allegations related to this regulatory action (your response must fit within the space provided):

7. IN A FINAL NOTICE ("NOTICE") DATED JUNE 27, 2012, THE U.K. FINANCIAL SERVICES AUTHORITY ("FSA") DESCRIBES THE SETTLEMENT OF ITS INVESTIGATION OF BARCLAYS BANK PLC ("BBPLC"), THE PARENT COMPANY OF THE REGISTRANT, BARCLAYS CAPITAL INC. ("BCI"), IN ACCORDANCE WITH SECTION 206 OF THE FINANCIAL SERVICES AND MARKETS ACT 2000. THE FSA'S REASONS FOR ITS ISSUANCE OF THE NOTICE, AS SET FORTH MORE FULLY IN THE NOTICE, ARE SUMMARIZED BELOW. BBPLC ACTED INAPPROPRIATELY AND BREACHED PRINCIPLE 5 OF THE FSA'S PRINCIPLES FOR BUSINESS ON NUMEROUS OCCASIONS BETWEEN JANUARY 2005 AND JULY 2008 BY MAKING US DOLLAR LIBOR AND EURIBOR SUBMISSIONS THAT TOOK INTO ACCOUNT REQUESTS MADE BY ITS INTEREST RATE DERIVATIVES TRADERS. AT TIMES THESE INCLUDED REQUESTS MADE ON BEHALF OF DERIVATIVES TRADERS AT OTHER BANKS. BBPLC ALSO BREACHED PRINCIPLE 5 ON NUMEROUS OCCASIONS BETWEEN FEBRUARY 2006 AND OCTOBER 2007 BY SEEKING TO INFLUENCE THE EURIBOR AND (TO A MUCH LESSER EXTENT) THE US DOLLAR LIBOR, SUBMISSIONS OF OTHER BANKS. AS A RESULT OF THIS CONDUCT, THERE WAS A RISK THAT THE PUBLISHED LIBOR AND EURIBOR RATES WOULD BE MANIPULATED. BBPLC ACTED INAPPROPRIATELY AND BREACHED PRINCIPLE 5 ON NUMEROUS OCCASIONS BETWEEN SEPTEMBER 2007 AND MAY 2009 BY MAKING LIBOR SUBMISSIONS THAT TOOK INTO ACCOUNT CONCERNS EXPRESSED BY SENIOR MANAGEMENT OF BBPLC THAT HIGH LIBOR SUBMISSIONS FROM BBPLC WOULD CAUSE NEGATIVE MEDIA PERCEPTION OF BBPLC'S LIBOR SUBMISSIONS. THIS RESULTED IN INSTRUCTIONS BEING GIVEN BY LESS SENIOR MANAGERS TO REDUCE LIBOR SUBMISSIONS IN ORDER TO AVOID NEGATIVE MEDIA COMMENT. BBPLC BREACHED PRINCIPLE 3 FROM JANUARY 2005 UNTIL JUNE 2010 BY FAILING TO HAVE ADEQUATE RISK MANAGEMENT SYSTEMS OR EFFECTIVE CONTROLS IN PLACE IN RELATION TO ITS LIBOR AND EURIBOR SUBMISSIONS PROCESSES. BBPLC HAD NO SPECIFIC SYSTEMS AND CONTROLS IN PLACE RELATING TO ITS LIBOR AND EURIBOR SUBMISSIONS PROCESSES UNTIL DECEMBER 2009 (WHEN BBPLC STARTED TO IMPROVE ITS SYSTEMS AND CONTROLS). BBPLC'S MISCONDUCT WAS EXACERBATED BY THESE INADEQUATE SYSTEMS AND CONTROLS AND BY FAILURES TO REVIEW WHETHER ITS SYSTEMS AND CONTROLS WERE ADEQUATE. BBPLC BREACHED PRINCIPLE 2 BY FAILING TO CONDUCT ITS BUSINESS WITH DUE SKILL, CARE AND DILIGENCE WHEN CONSIDERING ISSUES RAISED INTERNALLY IN RELATION TO ITS LIBOR SUBMISSIONS. ON THREE OCCASIONS DURING 2007 AND 2008, LIBOR ISSUES WERE ESCALATED TO BBPLC'S INVESTMENT BANKING COMPLIANCE FUNCTION, WHICH FAILED IN EACH CASE TO ASSESS AND ADDRESS THE ISSUES EFFECTIVELY. THESE COMPLIANCE FAILURES ALLOWED BBPLC'S BREACHES OF PRINCIPLES 5 AND 3 TO CONTINUE AND ALSO LED TO UNCLEAR AND INSUFFICIENT COMMUNICATION ABOUT ISSUES TO THE FSA

8. Current Status? Pending On Appeal Final

9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter resolved:

Order

11. Resolution Date (MM/DD/YYYY):

06/27/2012 Exact Explanation

If not exact, provide explanation:

12. Resolution Detail:

A. Were any of the following Sanctions *Ordered* (check all appropriate items)?

Monetary/Fine Amount: \$ 92,629,600.00

Revocation/Expulsion/Denial

Censure

Bar

Disgorgement/Restitution

Cease and Desist/Injunction

Suspension

B. Other Sanctions *Ordered*:

THE FSA IMPOSED A FINANCIAL PENALTY OF £59.5 MILLION ON BBPLC (\$92,629,600 BASED ON EXCHANGE RATE GBP 1.5568 AS OF JUNE 27, 2012). BBPLC WILL PAY THE FINANCIAL PENALTY NO LATER THAN JULY 11, 2012.

Sanction detail: if suspended, *enjoined* or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an *advisory affiliate* date paid and if any portion of penalty was waived:

MONETARY / FINE AMOUNT \$92,629,600 (£59.5 MILLION)

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space

provided).

AS SET FORTH MORE FULLY IN THE NOTICE, IN DETERMINING THE APPROPRIATE LEVEL OF THE PENALTY TO BE PAID BY BBPLC, THE FSA CONSIDERED THE NATURE AND EXTENT OF THE COOPERATION PROVIDED BY BBPLC DURING THE COURSE OF ITS INVESTIGATION. THE FSA ACKNOWLEDGED THAT BBPLC "PROVIDED EXTREMELY GOOD CO-OPERATION", IN PARTICULAR IN PROVIDING ACCESS TO EVIDENCE AND FACILITATING VOLUNTARY WITNESS INTERVIEWS WHICH WERE CONDUCTED BY THE FSA TOGETHER WITH OTHER AUTHORITIES. IN A RELATED MATTER, UNDER A NON-PROSECUTION AGREEMENT ("NPA") DATED JUNE 26, 2012 WITH THE U.S. DEPARTMENT OF JUSTICE CRIMINAL DIVISION, FRAUD SECTION ("DOJ"), BARCLAYS BANK PLC AND ITS PARENT, SUBSIDIARIES AND AFFILIATES (COLLECTIVELY, "BARCLAYS") ADMIT, ACCEPT AND ACKNOWLEDGE RESPONSIBILITY FOR THE CONDUCT SET FORTH BY THE DEPARTMENT OF JUSTICE IN THE STATEMENT OF FACTS ("STATEMENT") ATTACHED TO THE NPA. FOLLOWING IS A SUMMARY OF THE STATEMENT: FROM APPROXIMATELY 2005 THROUGH 2007, AND OCCASIONALLY THEREAFTER THROUGH APPROXIMATELY 2009, CERTAIN BARCLAYS SWAPS TRADERS REQUESTED THAT CERTAIN BARCLAYS LIBOR AND EURIBOR SUBMITTERS SUBMIT LIBOR AND EURIBOR CONTRIBUTIONS THAT WOULD BENEFIT THE TRADERS' TRADING POSITIONS, RATHER THAN RATES THAT COMPLIED WITH THE DEFINITIONS OF LIBOR AND EURIBOR. THE SUBMITTERS ACCOMMODATED THESE REQUESTS ON NUMEROUS OCCASIONS. IN ADDITION, IN SOME INSTANCES FROM AT LEAST AS EARLY AS AUGUST 2006 THROUGH APPROXIMATELY JANUARY 2007, AND THEN ON ANOTHER OCCASION IN OR ABOUT JUNE 2009, BARCLAYS YEN SWAPS TRADERS MADE REQUESTS TO BARCLAYS YEN LIBOR SUBMITTERS FOR FAVORABLE YEN LIBOR SETTINGS. BARCLAYS YEN LIBOR SUBMITTERS ACCOMMODATED THOSE REQUESTS ON SOME OCCASIONS. THE PURPOSE OF THIS ACTIVITY WAS TO MANIPULATE BARCLAYS' DOLLAR AND YEN LIBOR CONTRIBUTIONS AND ITS EURIBOR CONTRIBUTIONS AND TO INFLUENCE THE RESULTING LIBOR AND EURIBOR FIXES. ALSO, FROM AT LEAST APPROXIMATELY AUGUST 2005 THROUGH AT LEAST APPROXIMATELY MAY 2008, CERTAIN BARCLAYS SWAPS TRADERS MADE REQUESTS OF SWAPS TRADERS AT OTHER FINANCIAL INSTITUTIONS FOR FAVORABLE LIBOR AND EURIBOR CONTRIBUTIONS. SUBMISSIONS BY BARCLAYS THAT TOOK INTO ACCOUNT REQUESTS FROM SWAPS TRADERS FOR FAVORABLE TREATMENT WERE FALSE AND MISLEADING. FROM APPROXIMATELY AUGUST 2007 THROUGH AT LEAST APPROXIMATELY JANUARY 2009, BARCLAYS OFTEN SUBMITTED INACCURATE DOLLAR LIBORS THAT UNDER-REPORTED ITS PERCEPTION OF ITS BORROWING COSTS AND ITS ASSESSMENT OF AN APPROPRIATE DOLLAR LIBOR SUBMISSION, AND WERE NEARER TO THE EXPECTED RATE CONTRIBUTIONS OF OTHER BANKS, AT THE DIRECTION OF CERTAIN MEMBERS OF MANAGEMENT OF BARCLAYS, INCLUDING SENIOR MANAGERS IN THE TREASURY DEPARTMENT AND MANAGERS OF THE MONEY MARKETS DESK. SUCH RATES WERE FALSE BECAUSE THEY WERE LOWER THAN WHAT BARCLAYS OTHERWISE WOULD HAVE SUBMITTED AND CONTRARY TO THE DEFINITION OF LIBOR. THIS WAS DONE TO PROTECT BARCLAYS' REPUTATION AGAINST MEDIA AND MARKET PERCEPTIONS THAT BARCLAYS HAD A LIQUIDITY PROBLEM BASED IN PART ON ITS HIGH LIBOR SUBMISSIONS RELATIVE TO THE SUBMISSIONS OF OTHER BANKS, WHICH BARCLAYS BELIEVED WERE TOO LOW GIVEN MARKET CONDITIONS. THE MANIPULATION OF BARCLAYS' SUBMISSIONS AFFECTED THE FIXED RATES ON SOME OCCASIONS. BARCLAYS AGREED TO PAY A MONETARY PENALTY OF \$160,000,000 TO THE UNITED STATES TREASURY BY JULY 6, 2012. IN THE NPA, THE DOJ EXPRESSLY NOTED BARCLAYS' THOROUGH AND TIMELY COOPERATION AND COMMITMENT TO FUTURE COOPERATION WITH THE DOJ AND OTHER GOVERNMENT AUTHORITIES IN THE UNITED STATES AND UNITED KINGDOM.

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an INITIAL **OR** AMENDED response used to report details for affirmative responses to Items 11.C., 11.D., 11.E., 11.F. or 11.G. of Form ADV.

Regulatory Action

Check item(s) being responded to:

- | | | | | |
|---|---|----------------------------------|---|---|
| <input checked="" type="checkbox"/> 11.C(1) | <input checked="" type="checkbox"/> 11.C(2) | <input type="checkbox"/> 11.C(3) | <input checked="" type="checkbox"/> 11.C(4) | <input checked="" type="checkbox"/> 11.C(5) |
| <input type="checkbox"/> 11.D(1) | <input type="checkbox"/> 11.D(2) | <input type="checkbox"/> 11.D(3) | <input type="checkbox"/> 11.D(4) | <input type="checkbox"/> 11.D(5) |
| <input type="checkbox"/> 11.E(1) | <input type="checkbox"/> 11.E(2) | <input type="checkbox"/> 11.E(3) | <input type="checkbox"/> 11.E(4) | |
| <input type="checkbox"/> 11.F. | <input type="checkbox"/> 11.G. | | | |

Use a separate DRP for each event or *proceeding*. The same event or *proceeding* may be reported for more than one *person* or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items 11.C., 11.D., 11.E., 11.F. or 11.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details to each action on a separate DRP.

PART I

A. The *person(s)* or entity(ies) for whom this DRP is being filed is (are):

- You (the advisory firm)
- You and one or more of your *advisory affiliates*
- One or more of your *advisory affiliates*

If this DRP is being filed for an *advisory affiliate*, give the full name of the *advisory affiliate* below (for individuals, Last name, First name, Middle name).

If the *advisory affiliate* has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

CRD Number: _____ This advisory affiliate is a Firm an Individual

Registered: Yes No

Name: BARCLAYS BANK PLC, BARCLAYS PLC
(For individuals, Last, First, Middle)

This DRP should be removed from the ADV record because the *advisory affiliate(s)* is no longer associated with the adviser.

This DRP should be removed from the ADV record because: (1) the event or *proceeding* occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC and the event was resolved in the adviser's or *advisory affiliate's* favor.

If you are registered or registering with a *state securities authority*, you may remove a DRP for an event you reported only in response to Item 11.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

B. If the *advisory affiliate* is registered through the IARD system or *CRD* system, has the *advisory affiliate* submitted a DRP (with Form ADV, BD or U-4) to the IARD or *CRD* for the event? If the answer is "Yes," no other information on this DRP must be provided.

Yes No

NOTE: The completion of this form does not relieve the *advisory affiliate* of its obligation to update its IARD or *CRD* records.

PART II

1. Regulatory Action initiated by:

SEC Other Federal State SRO Foreign

(Full name of regulator, *foreign financial regulatory authority*, federal, state, or *SRO*)

COMMODITY FUTURES TRADING COMMISSION

2. Principal Sanction:

Cease and Desist

Other Sanctions:

CIVIL MONETARY PENALTY, UNDERTAKIN

3. Date Initiated (MM/DD/YYYY):

06/27/2012 Exact Explanation

If not exact, provide explanation:

4. Docket/Case Number:

CFTC DOCKET NO. 12-25

5. *Advisory Affiliate* Employing Firm when activity occurred which led to the regulatory action (if applicable):

6. Principal Product Type:

No Product

Other Product Types:

7. Describe the allegations related to this regulatory action (your response must fit within the space provided):

7.ON JUNE 27, 2012, THE CFTC AND BARCLAYS PLC, BARCLAYS BANK PLC AND BARCLAYS CAPITAL INC. (COLLECTIVELY, "BARCLAYS") ENTERED INTO A SETTLEMENT AGREEMENT THROUGH WHICH BARCLAYS CONSENTED TO THE ENTRY OF AN ORDER INSTITUTING PROCEEDINGS PURSUANT TO SECTIONS 6(C), 6(D) AND 9(A)(2) OF THE COMMODITY EXCHANGE ACT, AS AMENDED, MAKING FINDINGS AND IMPOSING REMEDIAL SANCTIONS ("ORDER"). FOLLOWING IS A SUMMARY OF THE CFTC'S FINDINGS IN THE ORDER: OVER A PERIOD OF SEVERAL YEARS BEGINNING AT LEAST AS EARLY AS 2005, BARCLAYS, BY AND THROUGH ITS AGENTS, OFFICERS AND EMPLOYEES LOCATED IN AT LEAST NEW YORK, LONDON AND TOKYO, ATTEMPTED TO MANIPULATE, AND MADE FALSE, MISLEADING OR KNOWINGLY INACCURATE SUBMISSIONS CONCERNING, TWO GLOBAL BENCHMARK INTEREST RATES, LIBOR AND EURIBOR. DURING THE PERIOD FROM AT LEAST MID-2005 THROUGH THE FALL OF 2007, AND SPORADICALLY THEREAFTER INTO 2009, BARCLAYS BASED ITS LIBOR SUBMISSIONS FOR U.S. DOLLAR (AND AT LIMITED TIMES OTHER CURRENCIES) ON THE REQUESTS OF CURRENT AND FORMER BARCLAYS SWAPS TRADERS WHO WERE ATTEMPTING TO AFFECT THE OFFICIAL LIBOR RATE IN ORDER TO BENEFIT THEIR DERIVATIVES TRADING POSITIONS. THIS SAME CONDUCT OCCURRED WITH RESPECT TO BARCLAYS' EURIBOR SUBMISSIONS DURING THE PERIOD OF AT LEAST MID-2005 THROUGH MID-2009. DURING THE PERIOD FROM APPROXIMATELY MID-2005 THROUGH AT LEAST MID-2008, CERTAIN BARCLAYS EURO SWAPS TRADERS COORDINATED WITH AND AIDED AND ABETTED TRADERS AT CERTAIN OTHER BANKS TO INFLUENCE THE EURIBOR SUBMISSIONS OF MULTIPLE BANKS, INCLUDING BARCLAYS, IN ORDER TO AFFECT THE OFFICIAL EURIBOR RATE AND THEREBY BENEFIT THEIR RESPECTIVE DERIVATIVES TRADING POSITIONS. DURING THE FINANCIAL CRISIS OF LATE AUGUST 2007 THROUGH EARLY 2009, BARCLAYS LOWERED ITS LIBOR SUBMISSIONS IN ORDER TO MANAGE WHAT IT BELIEVED TO BE AN INACCURATE AND NEGATIVE PUBLIC AND MEDIA PERCEPTION THAT BARCLAYS HAD A LIQUIDITY PROBLEM, BASED IN PART ON ITS HIGH LIBOR SUBMISSIONS RELATIVE TO SUBMISSIONS OF OTHER BANKS THAT BARCLAYS BELIEVED WERE TOO LOW GIVEN MARKET CONDITIONS. PURSUANT TO A DIRECTIVE BY CERTAIN MEMBERS OF BARCLAYS' SENIOR MANAGEMENT, BARCLAYS SUBMITTED LOWER RATES FOR U.S. DOLLAR LIBOR, AND AT LIMITED TIMES YEN AND STERLING LIBOR, THAN WHAT IT HAD DETERMINED TO BE THE APPROPRIATE RATES. BARCLAYS' LACK OF SPECIFIC INTERNAL CONTROLS AND PROCEDURES CONCERNING ITS SUBMISSION PROCESSES FOR LIBOR AND EURIBOR AND ITS INADEQUATE SUPERVISION OF TRADING DESKS ALLOWED THIS CONDUCT TO OCCUR.

8. Current Status? Pending On Appeal Final

9. If on appeal, regulatory action appealed to (SEC, *SRO*, Federal or State Court) and Date Appeal Filed:

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter resolved:

Order

11. Resolution Date (MM/DD/YYYY):

06/27/2012 Exact Explanation

If not exact, provide explanation:

12. Resolution Detail:

A. Were any of the following Sanctions *Ordered* (check all appropriate items)?

Monetary/Fine Amount: \$ 200,000,000.00

Revocation/Expulsion/Denial

Censure

Bar

Disgorgement/Restitution

Cease and Desist/Injunction

Suspension

B. Other Sanctions *Ordered*:

THE CFTC ORDERED BARCLAYS TO CEASE AND DESIST FROM VIOLATING SECTIONS 6(C), 6(D) AND 9(A)(2) OF THE COMMODITY EXCHANGE ACT AND IMPOSED A CIVIL MONETARY PENALTY OF \$200 MILLION AGAINST BARCLAYS PLC, BARCLAYS BANK PLC AND BARCLAYS CAPITAL INC., JOINTLY AND SEVERALLY, WHICH MUST BE PAID BEFORE JULY 7, 2012. IN ITS CONSENT TO THE ORDER, BARCLAYS AGREED TO UNDERTAKE THE FOLLOWING: (1) TO ENSURE THE INTEGRITY AND RELIABILITY OF ITS BENCHMARK INTEREST RATE SUBMISSION(S); AND (2) TO IDENTIFY, CONSTRUCT AND PROMOTE EFFECTIVE METHODOLOGIES AND PROCESSES OF SETTING BENCHMARK INTEREST RATES, IN COORDINATION WITH EFFORTS BY BENCHMARK PUBLISHERS, IN ORDER TO ENSURE THE INTEGRITY AND RELIABILITY OF SUCH RATES. BARCLAYS FURTHER REPRESENTED AND AGREED TO UNDERTAKE THAT EACH BENCHMARK INTEREST RATE SUBMISSION BY BARCLAYS SHALL BE BASED UPON A RIGOROUS AND HONEST ASSESSMENT OF INFORMATION, AND SHALL NOT BE INFLUENCED BY INTERNAL OR EXTERNAL CONFLICTS OF INTEREST, OR OTHER FACTORS OR INFORMATION EXTRANEIOUS TO ANY RULES APPLICABLE TO THE SETTING OF A BENCHMARK INTEREST RATE. BARCLAYS ALSO AGREED TO CERTAIN PROCESSES AND PROCEDURES IN FURTHERANCE OF THESE UNDERTAKINGS.

Sanction detail: if suspended, *enjoined* or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an *advisory affiliate* date paid and if any portion of penalty was waived:

MONETARY / FINE AMOUNT \$200,000,000

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided).

IN ANTICIPATION OF AN ADMINISTRATIVE PROCEEDING, BARCLAYS SUBMITTED AN OFFER OF SETTLEMENT TO THE CFTC, WHICH THE CFTC ACCEPTED ON JUNE 27, 2012 WHEN THE CFTC ISSUED THE ORDER. WITHOUT ADMITTING OR DENYING THE FINDINGS OR CONCLUSIONS SET FORTH IN THE ORDER, EXCEPT TO THE EXTENT BARCLAYS ADMITS THOSE FINDINGS IN ANY RELATED ACTION AGAINST BARCLAYS BY, OR ANY AGREEMENT WITH, THE DEPARTMENT OF JUSTICE OR ANY OTHER GOVERNMENTAL AGENCY OR OFFICE, BARCLAYS CONSENTED TO ENTRY OF THE ORDER. THE CFTC EXPRESSLY NOTED BARCLAYS' SIGNIFICANT COOPERATION DURING THE INVESTIGATION. IN A RELATED MATTER, UNDER A NON-PROSECUTION AGREEMENT ("NPA") DATED JUNE 26, 2012 WITH THE U.S. DEPARTMENT OF JUSTICE CRIMINAL DIVISION, FRAUD SECTION ("DOJ"), BARCLAYS BANK PLC AND ITS PARENT, SUBSIDIARIES AND AFFILIATES (COLLECTIVELY, "BARCLAYS") ADMIT, ACCEPT AND ACKNOWLEDGE RESPONSIBILITY FOR THE CONDUCT SET FORTH BY THE DEPARTMENT OF JUSTICE IN THE STATEMENT OF FACTS ("STATEMENT") ATTACHED TO THE NPA. FOLLOWING IS A SUMMARY OF THE STATEMENT: FROM APPROXIMATELY 2005 THROUGH 2007, AND OCCASIONALLY THEREAFTER THROUGH APPROXIMATELY 2009, CERTAIN BARCLAYS SWAPS TRADERS REQUESTED THAT CERTAIN BARCLAYS LIBOR AND EURIBOR SUBMITTERS SUBMIT LIBOR AND EURIBOR CONTRIBUTIONS THAT WOULD BENEFIT THE TRADERS' TRADING POSITIONS, RATHER THAN RATES THAT COMPLIED WITH THE DEFINITIONS OF LIBOR AND EURIBOR. THE SUBMITTERS ACCOMMODATED THESE REQUESTS ON NUMEROUS OCCASIONS. IN ADDITION, IN SOME INSTANCES FROM AT LEAST AS EARLY AS AUGUST 2006 THROUGH APPROXIMATELY JANUARY 2007, AND THEN ON ANOTHER OCCASION IN OR ABOUT JUNE 2009, BARCLAYS YEN SWAPS TRADERS MADE REQUESTS TO BARCLAYS YEN LIBOR SUBMITTERS FOR FAVORABLE YEN LIBOR SETTINGS. BARCLAYS YEN LIBOR SUBMITTERS ACCOMMODATED THOSE REQUESTS ON SOME OCCASIONS. THE PURPOSE OF THIS ACTIVITY WAS TO MANIPULATE BARCLAYS' DOLLAR AND YEN LIBOR CONTRIBUTIONS AND ITS EURIBOR CONTRIBUTIONS AND TO INFLUENCE THE RESULTING LIBOR AND EURIBOR FIXES. ALSO, FROM AT LEAST APPROXIMATELY AUGUST 2005 THROUGH AT LEAST APPROXIMATELY MAY 2008, CERTAIN BARCLAYS SWAPS TRADERS MADE REQUESTS OF SWAPS TRADERS AT OTHER FINANCIAL INSTITUTIONS FOR FAVORABLE LIBOR AND EURIBOR CONTRIBUTIONS. SUBMISSIONS BY BARCLAYS THAT TOOK INTO ACCOUNT REQUESTS FROM SWAPS TRADERS FOR FAVORABLE TREATMENT WERE FALSE AND MISLEADING. FROM APPROXIMATELY AUGUST 2007 THROUGH AT LEAST APPROXIMATELY JANUARY 2009, BARCLAYS OFTEN SUBMITTED INACCURATE DOLLAR LIBORS THAT UNDER-REPORTED ITS PERCEPTION OF ITS BORROWING COSTS AND ITS ASSESSMENT OF AN APPROPRIATE DOLLAR LIBOR SUBMISSION, AND WERE NEARER TO THE EXPECTED RATE CONTRIBUTIONS OF OTHER BANKS, AT THE DIRECTION OF CERTAIN MEMBERS OF MANAGEMENT OF BARCLAYS, INCLUDING SENIOR MANAGERS IN THE TREASURY DEPARTMENT AND MANAGERS OF THE MONEY MARKETS DESK. SUCH RATES WERE FALSE BECAUSE THEY WERE LOWER THAN BARCLAYS OTHERWISE WOULD HAVE SUBMITTED AND CONTRARY TO THE DEFINITION OF LIBOR. THIS WAS DONE TO PROTECT BARCLAYS' REPUTATION AGAINST MEDIA AND MARKET PERCEPTIONS THAT BARCLAYS HAD A LIQUIDITY PROBLEM BASED IN PART ON ITS HIGH LIBOR SUBMISSIONS RELATIVE TO THE SUBMISSIONS OF OTHER BANKS, WHICH BARCLAYS BELIEVED WERE TOO LOW GIVEN MARKET CONDITIONS. THE MANIPULATION OF BARCLAYS' SUBMISSIONS AFFECTED THE FIXED RATES ON SOME OCCASIONS. BARCLAYS AGREED TO PAY A MONETARY PENALTY OF \$160,000,000 TO THE UNITED STATES TREASURY BY JULY 6, 2012. IN THE NPA, THE DOJ EXPRESSLY NOTED BARCLAYS' THOROUGH AND TIMELY COOPERATION AND COMMITMENT TO FUTURE COOPERATION WITH THE DOJ AND OTHER GOVERNMENT AUTHORITIES IN THE UNITED STATES AND UNITED KINGDOM.

CIVIL JUDICIAL ACTION DISCLOSURE REPORTING PAGE (ADV)

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an INITIAL **OR** AMENDED response used to report details for affirmative responses to Item 11.H. of Part 1A or Item 2.F. of Part 1B of Form ADV.

Civil Judicial

Check Part 1A item(s) being responded to:

11.H(1)(a)

11.H(1)(b)

11.H(1)(c)

11.H(2)

Check Part 1B item(s) being responded to:

2.F(1)

2.F(2)

2.F(3)

2.F(4)

2.F(5)

Use a separate DRP for each event or *proceeding*. The same event or *proceeding* may be reported for more than one *person* or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Item 11.H. of Part 1A or Item 2.F. of Part 1B. Use only one DRP to report details related to the same event. Unrelated civil judicial actions must be reported on separate DRPs.

PART I

A. The *person(s)* or entity(ies) for whom this DRP is being filed is (are):

- You (the advisory firm)
- You and one or more of your *advisory affiliates*
- One or more of your *advisory affiliates*

If this DRP is being filed for an *advisory affiliate*, give the full name of the *advisory affiliate* below (for individuals, Last name, First name, Middle name).

If the *advisory affiliate* has a *CRD* number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

CRD Number:

This advisory affiliate is a Firm an Individual

Registered: Yes No

Name: BARCLAYS BANK PLC
(For individuals, Last, First, Middle)

- This DRP should be removed from the ADV record because the *advisory affiliate(s)* is no longer associated with the adviser.
- This DRP should be removed from the ADV record because: (1) the event or *proceeding* occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC and the event was resolved in the adviser's or *advisory affiliate's* favor.

If you are registered or registering with a *state securities authority*, you may remove a DRP for an event you reported only in response to Item 11.H.(1)(a), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

- This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

B. If the *advisory affiliate* is registered through the IARD system or *CRD* system, has the *advisory affiliate* submitted a DRP (with Form ADV, BD or U-4) to the IARD or *CRD* for the event? If the answer is "Yes," no other information on this DRP must be provided.

- Yes No

NOTE: The completion of this form does not relieve the *advisory affiliate* of its obligation to update its IARD or *CRD* records.

PART II

1. Court Action initiated by: (Name of regulator, *foreign financial regulatory authority*, *SRO*, commodities exchange, agency, firm, private plaintiff, etc.)
UNITED STATES SECURITIES AND EXCHANGE COMMISSION ("SEC")

2. Principal Relief Sought:

Injunction

Other Relief Sought:

UNDER THE TERMS OF THE CONSENT JUDGEMENT, BBPLC PAID \$10,943,561 IN DISGORGEMENT, PREJUDGEMENT INTEREST AND CIVIL MONETARY PENALTIES TO THE SEC. IN ADDITION, THE FINAL JUDGEMENT INCLUDED AN INJUNCTION AGAINST VIOLATIONS OF SECTION 17 (A) OF THE SECURITIES ACT OF 1933, SECTION 10(B) OF THE SECURITIES EXCHANGE ACT OF 1934 AND RULE 10B-5 THEREUNDER.

3. Filing Date of Court Action (MM/DD/YYYY):

05/30/2007 Exact Explanation

If not exact, provide explanation:

4. Principal Product Type:

Debt - Corporate

Other Product Types:

5. Formal Action was brought in (include name of Federal, State or Foreign Court, Location of Court - City or County and State or Country, Docket/Case Number):

6. *Advisory Affiliate* Employing Firm when activity occurred which led to the civil judicial action (if applicable):
7. Describe the allegations related to this civil action (your response must fit within the space provided):
THE COMPLAINT ALLEGES THAT BBPLC VIOLATED SECTION 17(A) OF THE SECURITIES ACT OF 1933 (THE "1933 ACT"), SECTION 10(B) OF THE SECURITIES EXCHANGE ACT OF 1934 (THE "EXCHANGE ACT") AND EXCHANGE ACT RULE 10B-5, BY ENGAGING IN THE PURCHASE AND SALE OF CERTAIN DISTRESSED DEBT SECURITIES WHILE AWARE OF MATERIAL, NON-PUBLIC INFORMATION CONCERNING SUCH DEBT ISSUERS.
8. Current Status? Pending On Appeal Final
9. If on appeal, action appealed to (provide name of court) and Date Appeal Filed (MM/DD/YYYY):
10. If pending, date notice/process was served (MM/DD/YYYY):
 Exact Explanation
If not exact, provide explanation:

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 14 only.

11. How was matter resolved:
Judgment Rendered
12. Resolution Date (MM/DD/YYYY):
06/06/2007 Exact Explanation
If not exact, provide explanation:
13. Resolution Detail:
- A. Were any of the following Sanctions Ordered or Relief Granted(check appropriate items)?
- | | |
|---|---|
| <input checked="" type="checkbox"/> Monetary/Fine Amount: \$ 6,000,000.00 | <input checked="" type="checkbox"/> Disgorgement/Restitution |
| <input type="checkbox"/> Revocation/Expulsion/Denial | <input checked="" type="checkbox"/> Cease and Desist/Injunction |
| <input type="checkbox"/> Censure | <input type="checkbox"/> Suspension |
| <input type="checkbox"/> Bar | |
- B. Other Sanctions:
- C. Sanction detail: if suspended, *enjoined* or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an *advisory affiliate* date paid and if any portion of penalty was waived:
\$10,943,561 IN DISGORGEMENT, PREJUDGEMENT INTEREST, AND CIVIL MONETARY PENALTIES PAYABLE BY BBPLC TO THE SEC. NO PORTION WAS WAIVED PAYMENT WAS MADE BY BBPLC ON JUNE 13, 2007. IN ADDITION, THE FINAL JUDGEMENT INCLUDED A PERMANENT INJUNCTION AGAINST VIOLATIONS OF SECTION 17(A) OF THE SECURITIES ACT OF 1934 AND RULE 10B-5 THEREUNDER.
14. Provide a brief summary of circumstances related to the action(s), allegation(s), disposition(s) and/or finding(s) disclosed above (your response must fit within the space provided)
ON JUNE 6, 2007, PURSUANT TO A SETTLEMENT REACHED BETWEEN THE SECURITIES AND EXCHANGE COMMISSION AND BARCLAYS BANK PLC ("BBPLC"), THE INDIRECT PARENT OF THE APPLICANT, A FINAL JUDGEMENT BY CONSENT WAS ENTERED IN THE UNITED STATES DISTRICT COURT OF THE SOUTHERN DISTRICT OF NEW YORK IN AN ACTION INSTITUTED BY THE SEC AGAINST BBPLC. THE SEC'S ACTION CONCERNED CERTAIN PURCHASES AND SALES OF DEBT SECURITIES DURING 2002-2003 BY A SINGLE PROPRIETARY TRADING DESK AT BBPLC WHILE DESK PERSONNEL WERE SERVING ON VARIOUS BANKRUPTCY COMMITTEES. BBPLC HAD INDEPENDENTLY ADDRESSED THE PRACTICES, POLICIES AND PROCEDURES AT ISSUE IN 2003, PRIOR TO THE COMMENCEMENT OF THE SEC INVESTIGATION THAT LED TO THIS ACTION. BBPLC NO LONGER EMPLOYS THE TRADER NAMED AS A DEFENDANT IN THE SEC COMPLAINT. BBPLC CONSENTED TO THE ENTRY OF THE JUDGEMENT WITHOUT ADMITTING OR DENYING ANY OF THE ALLEGATIONS CONTAINED IN THE COMPLAINT. UNDER THE TERMS OF THE CONSENT JUDGEMENT BBPLC PAID \$10,943,561 IN DISGORGEMENT, PREJUDGEMENT INTEREST, AND CIVIL MONETARY PENALTIES TO THE SEC. IN ADDITION, THE FINAL JUDGEMENT INCLUDED AN INJUNCTION AGAINST VIOLATIONS OF SECTION 17(A) OF THE SECURITIES ACT OF 1933, SECTION 10(B) OF THE SECURITIES EXCHANGE ACT OF 1934 AND RULE 10B-5 THEREUNDER. AT THE TIME THAT THE ACTION WAS INSTITUTED AND THE JUDGEMENT ENTERED AGAINST BBPLC, THE SEC GRANTED RELIEF TO BBPLC AND ITS AFFILIATES FROM CERTAIN POTENTIAL COLLATERAL CONSEQUENCES OF THE FINAL JUDGEMENT.

Part 2

Exemption from brochure delivery requirements for SEC-registered advisers

SEC rules exempt SEC-registered advisers from delivering a firm brochure to some kinds of clients. If these exemptions excuse you from delivering a brochure to *all* of your advisory clients, you do not have to prepare a brochure.

Yes No

Are you exempt from delivering a brochure to all of your clients under these rules?



If no, complete the ADV Part 2 filing below.

Amend, retire or file new brochures:

Execution Pages

DOMESTIC INVESTMENT ADVISER EXECUTION PAGE

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial submission of Form ADV to the SEC and all amendments.

Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint the Secretary of State or other legally designated officer, of the state in which you maintain your *principal office and place of business* and any other state in which you are submitting a *notice filing*, as your agents to receive service, and agree that such *persons* may accept service on your behalf, of any notice, subpoena, summons, *order* instituting *proceedings*, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, *proceeding*, or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is *founded*, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of the state in which you maintain your *principal office and place of business* or of any state in which you are submitting a *notice filing*.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having *custody* or possession of these books and records to make them available to federal and state regulatory representatives.

Signature:
MICHAEL MONTGOMERY
Printed Name:
MICHAEL MONTGOMERY
Adviser CRD Number:
156230

Date: MM/DD/YYYY
04/22/2013
Title:
CHIEF COMPLIANCE OFFICER

NON-RESIDENT INVESTMENT ADVISER EXECUTION PAGE

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial submission of Form ADV to the SEC and all amendments.

1. Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint each of the Secretary of the SEC, and the Secretary of State or other legally designated officer, of any other state in which you are submitting a *notice filing*, as your agents to receive service, and agree that such persons may accept service on your behalf, of any notice, subpoena, summons, *order* instituting *proceedings*, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, *proceeding* or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is *founded*, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of any state in which you are submitting a *notice filing*.

2. Appointment and Consent: Effect on Partnerships

If you are organized as a partnership, this irrevocable power of attorney and consent to service of process will continue in effect if any partner withdraws from or is admitted to the partnership, provided that the admission or withdrawal does not create a new partnership. If the partnership dissolves, this irrevocable power of attorney and consent shall be in effect for any action brought against you or any of your former partners.

3. Non-Resident Investment Adviser Undertaking Regarding Books and Records

By signing this Form ADV, you also agree to provide, at your own expense, to the U.S. Securities and Exchange Commission at its principal office in Washington D.C., at any Regional or District Office of the Commission, or at any one of its offices in the United States, as specified by the Commission, correct, current, and complete copies of any or all records that you are required to maintain under Rule 204-2 under the Investment Advisers Act of 1940. This undertaking shall be binding upon you, your heirs, successors and assigns, and any *person* subject to your written irrevocable consents or powers of attorney or any of your general partners and *managing agents*.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the *non-resident* investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having *custody* or possession of these books and records to make them available to federal and state regulatory representatives.

Signature:

Date: MM/DD/YYYY

Printed Name:

Title:

Adviser *CRD* Number:

156230