

Report Prepared On: 10/25/12

Structured Product Details

| | |
|----------------------------|--|
| Name | Trigger Phoenix Autocallable Optimization Securities linked to Caterpillar, Inc. |
| Issue Size | \$15.80 million |
| Issue Price | \$10 |
| Term | 12 Months |
| Annualized Coupon | 18.48% |
| Pricing Date | August 5, 2011 |
| Issue Date | August 10, 2011 |
| Valuation Date | August 3, 2012 |
| Maturity Date | August 9, 2012 |
| Issuer | Barclays |
| CDS Rate | 79.98 bps |
| Swap Rate | 0.76% |
| Reference Asset | Caterpillar, Inc.'s stock |
| Initial Level | \$90.99 |
| Dividend Rate | 1.94% |
| Implied Volatility | 39.88% |
| Fair Price at Issue | \$9.68 |
| CUSIP | 06738G548 |
| SEC Link | www.sec.gov/Archives/edgar/data/312070/000089109211005236/e44804_424b2.htm |

Trigger Phoenix Autocallable Optimization Securities linked to Caterpillar, Inc.

Description

Barclays issued \$15.80 million of Trigger Phoenix Autocallable Optimization Securities linked to Caterpillar, Inc. on August 10, 2011 at \$10 per note.

These 12-month notes are UBS-branded reverse convertible notes. On the quarterly coupon observation date, if the notes are not called back, they pay either quarterly coupon at an annualized rate of 18.48% if Caterpillar, Inc.'s stock price closes above the coupon barrier \$68.24, or no coupon if the stock price closes below the barrier. The first coupon observation date is November 7, 2011. This Trigger Phoenix Autocallable Optimization Security will be called back if the reference stock price on any quarterly call observation date after November 7, 2011 exceeds the initial stock price. In this case, investors receive the principal plus any unpaid coupons. At maturity, the notes convert into shares of the reference security—0.11 share of Caterpillar, Inc.'s stock in this case—if the market value of the reference stock at the note's maturity is below the trigger price \$68.24 (75% of Caterpillar, Inc.'s stock price on August 5, 2011). Otherwise, investors will receive the \$10 face value.

Valuation

This Barclays Trigger Phoenix Autocallable Optimization Securities linked to Caterpillar, Inc. can be viewed as a combination of a zero-coupon note from Barclays, a series of contingent coupon payments, and a short put option on Caterpillar, Inc.'s stock. For reasonable valuation inputs this note was worth \$9.68 per \$10 face value when it was issued on August 10, 2011, including \$9.91 for the present value of the zero-coupon note, (\$0.98) for the short put options, and \$0.75 for the present value of all future contingent coupon payments.

There is no active secondary market for most structured products. Structured products, including this note, therefore are much less liquid than simple stocks, bonds, notes and mutual funds. Investors are likely to receive less than the structured product's estimated market value if they try to sell the structured product prior to maturity. Our valuations do not incorporate this relative lack of liquidity and therefore should be considered an upper bound on the value of the structured product.

Related Research

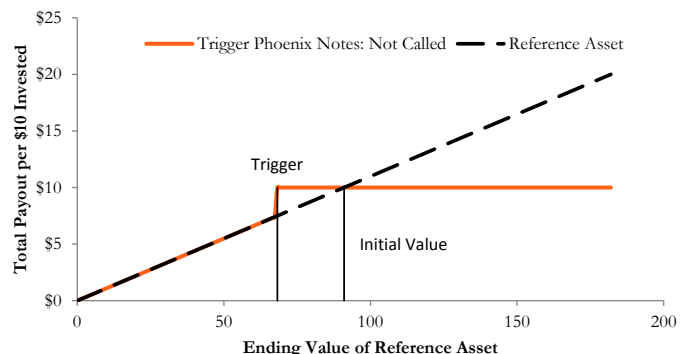
Research Papers:

www.slcg.com/research.php

- "Are Structured Products Suitable for Retail Investors?" December 2006.
- "Structured Products in the Aftermath of Lehman Brothers," November 2009.
- "What TiVo and JP Morgan Teach Us about Reverse Convertibles," June 2010.

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Payoff Curve at Maturity

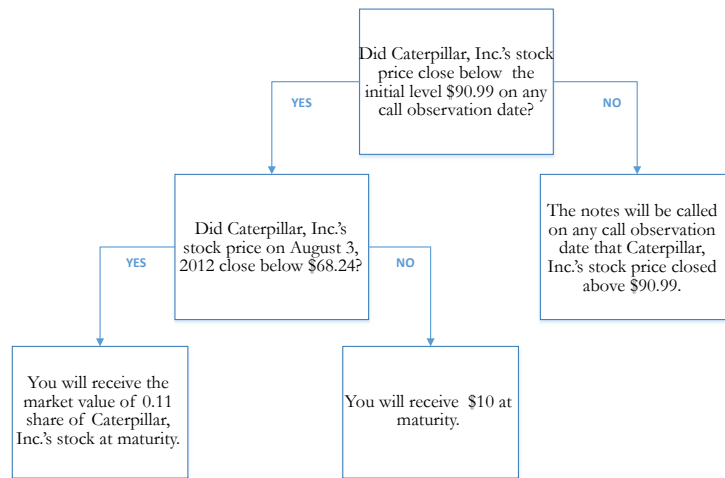


The payoff diagram shows the final payoff of this note given Caterpillar, Inc.'s stock price (horizontal axis). For comparison, the dashed line shows the payoff if you invested in Caterpillar, Inc.'s stock directly.

Principal Payback Table

| Caterpillar, Inc.'s Stock | Note Payoff |
|---------------------------|----------------|
| \$0.00 | \$0.00 |
| \$9.10 | \$1.00 |
| \$18.20 | \$2.00 |
| \$27.30 | \$3.00 |
| \$36.40 | \$4.00 |
| \$45.50 | \$5.00 |
| \$54.59 | \$6.00 |
| \$63.69 | \$7.00 |
| \$72.79 | \$10.00 |
| \$81.89 | \$10.00 |
| \$90.99 | \$10.00 |
| \$100.09 | \$10.00 |
| \$109.19 | \$10.00 |
| \$118.29 | \$10.00 |
| \$127.39 | \$10.00 |
| \$136.49 | \$10.00 |

Maturity Payoff Diagram



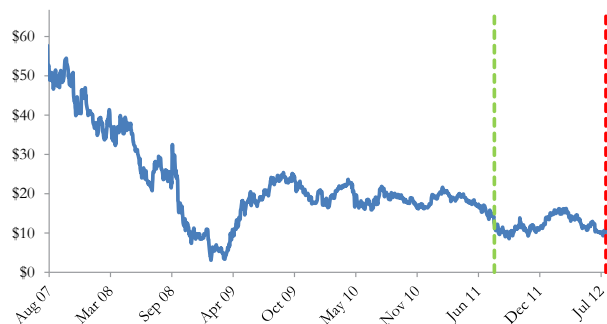
The contingent payoffs of this Trigger Phoenix Autocallable Optimization Security.

Analysis

The 18.48% coupon rate on this Trigger Phoenix Autocallable Optimization Security is higher than those paid by Barclays on its straight debts but, in addition to Barclays's credit risk, investors bear the risk that, 1) the note may be called; 2) the note may pay zero coupon because of the coupon contingency; 3) and the note will be converted into shares of Caterpillar, Inc.'s stock when Caterpillar, Inc.'s stock is worth substantially less than the face value of the note.

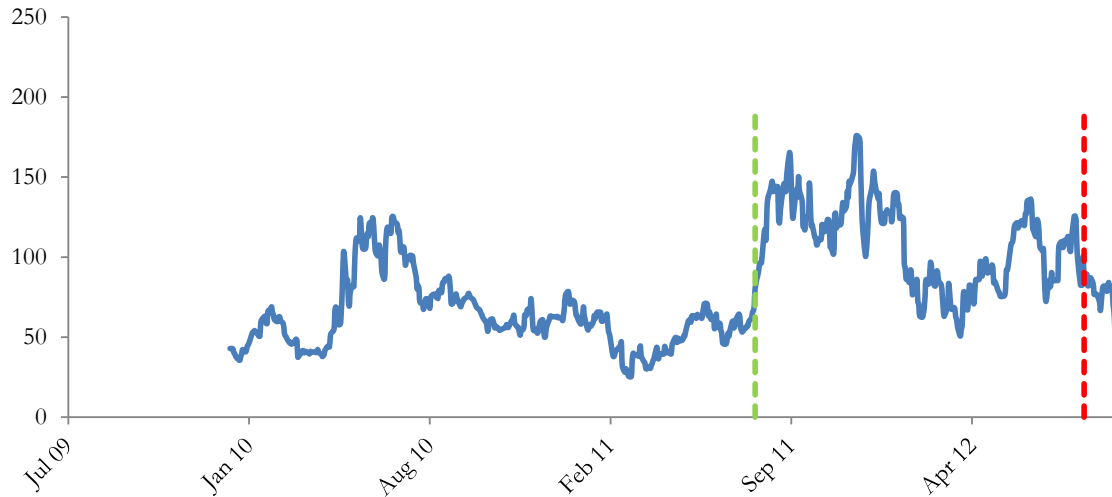
Investors purchasing these autocallable phoenix notes effectively sell contingent put options to Barclays and post the note's issue price as collateral to secure satisfaction of the investors' obligations under the option contracts. Barclays pays investors a contingent coupon that is part payment for the put options and part interest on the investors' posted collateral. This Trigger Phoenix Autocallable Optimization Security is fairly priced if and only if the difference between the contingent coupon and interest paid on Barclays's straight debt equals the value of the contingent put options investors are giving to Barclays. Whether this Trigger Phoenix Autocallable Optimization Security is suitable or not is identically equivalent to whether selling put options on the reference stock at the option premium being paid by Barclays was suitable for the investor.

Barclays's Stock Price



The graph above shows the adjusted closing price of the issuer Barclays for the past several years. The stock price of the issuer is an indication of the financial strength of Barclays. The adjusted price shown above incorporates any stock split, reverse stock split, etc.

Barclays's CDS Rate



Credit default swap (CDS) rates are the market price that investors require to bear credit risk of an issuer such as Barclays. CDS rates are usually given in basis points (bps). One basis point equals 0.01%. Higher CDS rates reflect higher perceived credit risk, higher required yields, and therefore lower market value of Barclays's debt, including outstanding Trigger Phoenix Autocallable Optimization Security. Fluctuations in Barclays's CDS rate impact the market value of the notes in the secondary market.

Caterpillar, Inc.'s Stock Price

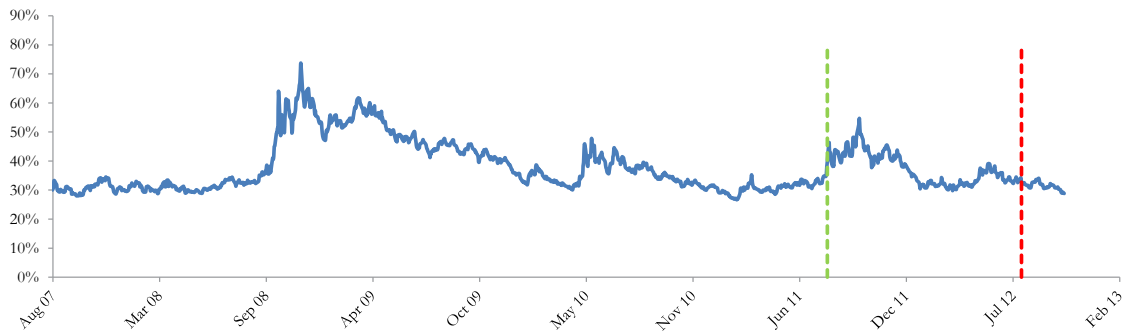


The graph above shows the historical levels of Caterpillar, Inc.'s stock for the past several years. The final payoff of this note is determined by Caterpillar, Inc.'s stock price at maturity. Higher fluctuations in Caterpillar, Inc.'s stock price correspond to a greater uncertainty in the final payout of this Trigger Phoenix Autocallable Optimization Security.

Realized Payoff

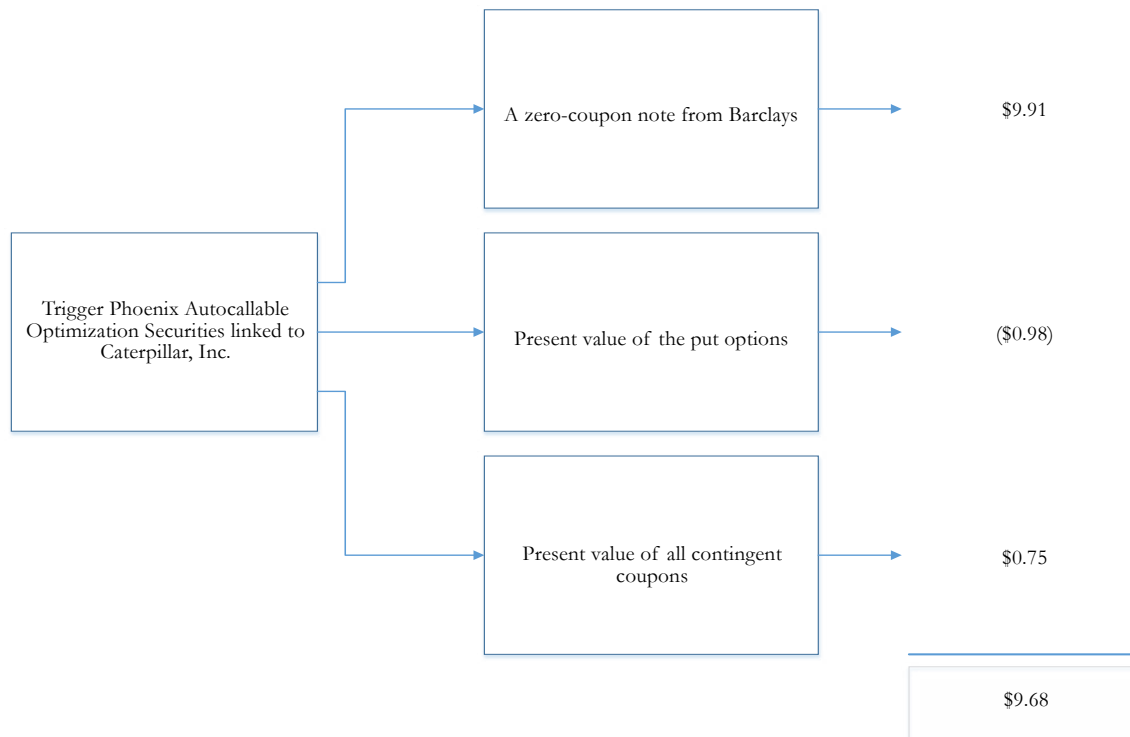
This note was early terminated on November 7, 2011 due to its automatic call feature. The Caterpillar, Inc.'s stock price on November 7, 2011 was \$95.00, higher than the initial level \$90.99. Investors received \$10 per note plus any unpaid coupons.

Reference Asset Caterpillar, Inc.'s Stock's Implied Volatility



The annualized implied volatility of Caterpillar, Inc.'s stock on August 5, 2011 was 39.88%, meaning that options contracts on Caterpillar, Inc.'s stock were trading at prices that reflect an expected annual volatility of 39.88%. The higher the implied volatility, the larger the expected fluctuations of Caterpillar, Inc.'s stock price and of the Note's market value during the life of the Notes.

Decomposition of this Trigger Phoenix Autocallable Optimization Security



This note can be decomposed into different components, and each component can be valued separately. The chart above shows the value of each component of this Trigger Phoenix Autocallable Optimization Security.

1. Delta measures the sensitivity of the price of the note to the Caterpillar, Inc.'s stock price on August 5, 2011.
2. CDS rates can be considered a measure of the probability that an issuer will default over a certain period of time and the likely loss given a default. The lower the CDS rate, the lower the default probability. CDS rate is given in basis points (1 basis point equals 0.01%), and is considered as a market premium, on top of the risk-free rate, that investors require to insure against a potential default.
3. Fair price evaluation is based on the Black-Scholes model of the Caterpillar, Inc.'s stock on August 5, 2011.
4. Calculated payout at maturity is only an approximation, and may differ from actual payouts at maturity.
5. Our evaluation does not include any transaction fees, broker commissions, or liquidity discounts on the notes.