

Report Prepared On: 02/02/13

Structured Product Details

Name	Reverse Convertible Notes linked to Allegheny Technologies Incorporated
Issue Size	\$740,000
Issue Price	\$1,000
Term	6 Months
Annualized Coupon	17.00%
Pricing Date	September 12, 2012
Issue Date	September 17, 2012
Valuation Date	March 12, 2013
Maturity Date	March 15, 2013
Issuer	Barclays
CDS Rate	50.8 bps
Swap Rate	0.68%
Reference Asset	Allegheny Technologies Incorporated's stock
Initial Level	\$33.88
Trigger Price	\$23.72
Conversion Price	TBD
Dividend Rate	2.10%
Implied Volatility Delta¹	43.77% 0.45
Fair Price at Issue	\$985.65
CUSIP	06741JP60
SEC Link	www.sec.gov/Archives/edgar/ data/312070/000119312512392250/ d412456d424b2.htm

**Reverse Convertible Notes linked to
 Allegheny Technologies Incorporated**

Description

Barclays issued \$740,000 of Reverse Convertible Notes linked to Allegheny Technologies Incorporated on September 17, 2012 at \$1,000 per note.

These notes are Barclays-branded reverse convertibles. Reverse convertibles pay periodic interest coupons and at maturity convert into shares of the reference security if the price of the reference stock at the notes' maturity is below its price when the notes were issued and had closed below a specified "trigger" during the term of the notes.

These 6-month notes pay monthly coupons at an annualized rate of 17.00%. In addition to the monthly coupons, at maturity on March 15, 2013 investors will receive the market value of 29.52 shares of Allegheny Technologies Incorporated's stock if on March 12, 2013 Allegheny Technologies Incorporated's stock price closes below \$33.88 (Allegheny Technologies Incorporated's stock price on September 12, 2012) and had ever closed at or below \$23.72 during the term of the notes. Otherwise, investors will receive the \$1,000 face value per note.

Valuation

This Barclays reverse convertible linked to Allegheny Technologies Incorporated's stock can be valued as a combination of a note from Barclays and a short down-and-in, at-the-money put option on Allegheny Technologies Incorporated's stock. For reasonable valuation inputs this note was worth \$985.65 per \$1,000 when it was issued on September 17, 2012 because investors were effectively being paid only \$78.81 for giving Barclays an option which was worth \$93.16.

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:

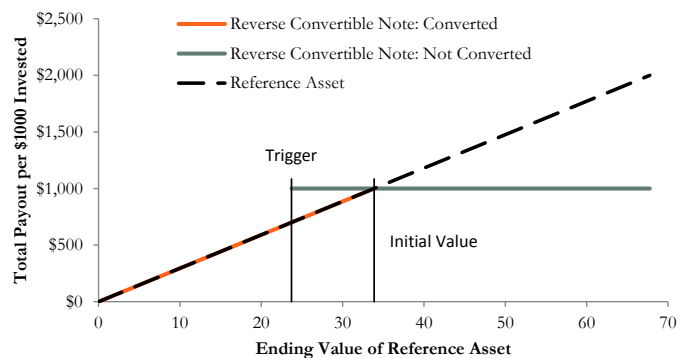
www.slcg.com/research.php

- "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.

Geng Deng, Ph.D., FRM

Director, SLCG
 (+1) 703.890.0741
GengDeng@slcg.com

Payoff Curve at Maturity

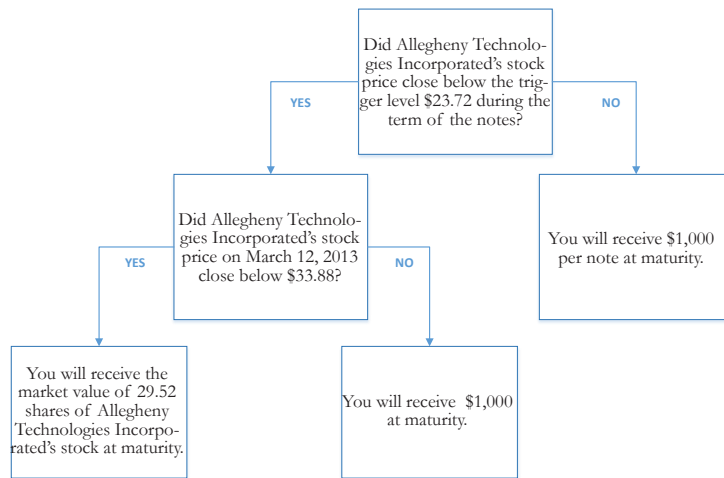


The payoff diagram shows the final payoff of this note given Allegheny Technologies Incorporated's stock price (horizontal axis). For comparison, the dashed line shows the payoff if you invested in Allegheny Technologies Incorporated's stock directly.

Principal Payback Table

Allegheny Technologies Incorporated's Stock	Converted Note Payoff	Non-Converted Note Payoff
\$0.00	\$0.00	
\$3.39	\$100.00	
\$6.78	\$200.00	
\$10.16	\$300.00	
\$13.55	\$400.00	
\$16.94	\$500.00	
\$20.33	\$600.00	
\$23.72	\$700.00	\$1,000.00
\$27.10	\$800.00	\$1,000.00
\$30.49	\$900.00	\$1,000.00
\$33.88	\$1,000.00	\$1,000.00
\$37.27	\$1,000.00	\$1,000.00
\$40.66	\$1,000.00	\$1,000.00
\$44.04	\$1,000.00	\$1,000.00
\$47.43	\$1,000.00	\$1,000.00
\$50.82	\$1,000.00	\$1,000.00

Maturity Payoff Diagram



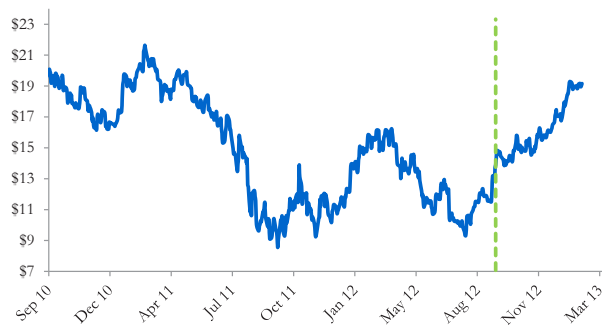
The contingent payoffs of this Reverse Convertible Note.

Analysis

This reverse convertible's 17.00% coupon rate is higher than the yield Barclays paid on its straight debt but, in addition to Barclays's credit risk, investors bear the risk that they will receive shares of Allegheny Technologies Incorporated's stock when they are worth substantially less than the face value of the note at maturity.

Investors purchasing reverse convertibles effectively sell 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 "coupon" that is part payment for the put options and part interest on the investors' posted collateral. This reverse convertible is fairly priced if and only if the excess of the reverse convertible's "coupon rate" above the interest Barclays pays on its straight debt equals the value of the put option investors are giving to Barclays. Whether the reverse convertible is suitable or not is 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



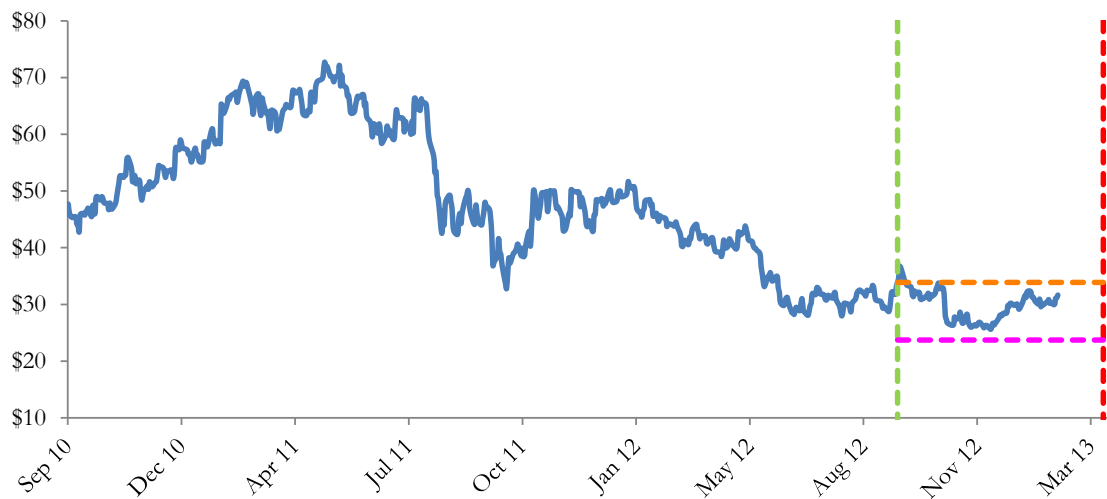
The graph above shows the adjusted closing price of the issuer Barclays for the past several years. The stock price of the issuer is an indication of the financial strength of Barclays. The adjusted price shown above incorporates any stock split, reverse stock split, etc.

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 Reverse Convertible Note. Fluctuations in Barclays's CDS rate impact the market value of the notes in the secondary market.

Allegheny Technologies Incorporated's Stock Price



The graph above shows the historical levels of Allegheny Technologies Incorporated's stock for the past several years. The final payoff of this note is determined by Allegheny Technologies Incorporated's stock price at maturity. Higher fluctuations in Allegheny Technologies Incorporated's stock price correspond to a greater uncertainty in the final payout of this Reverse Convertible Note.

Realized Payoff

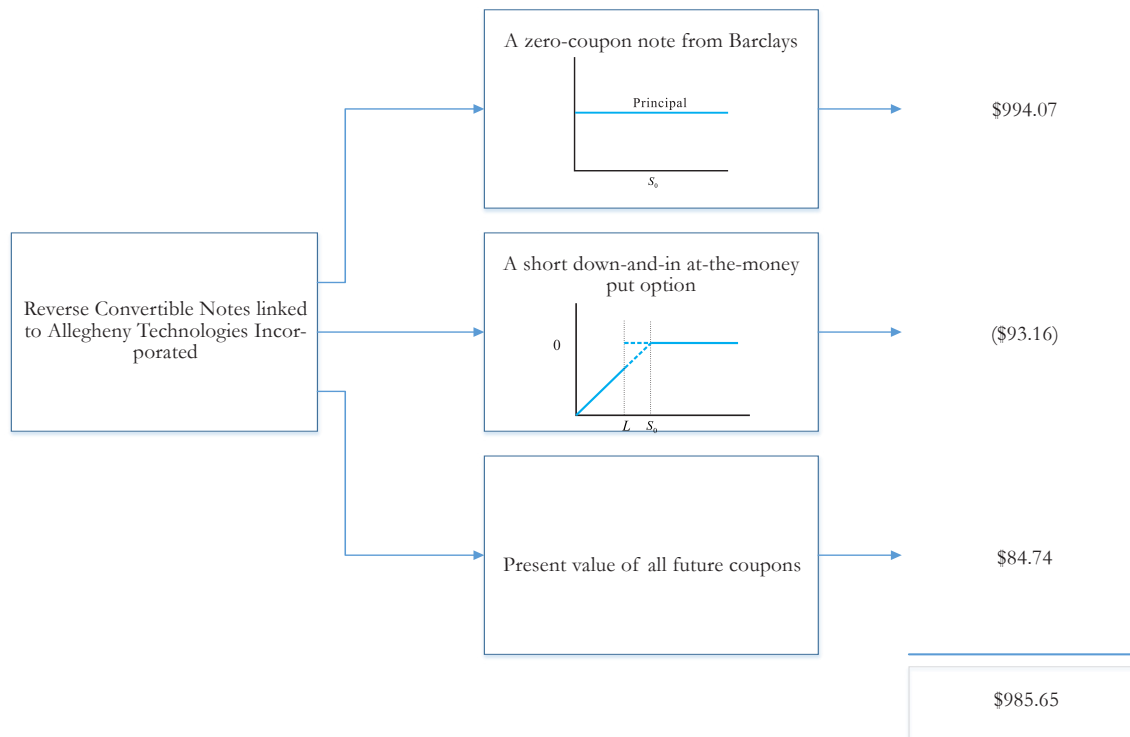
This product will mature on March 15, 2013.

Reference Asset Allegheny Technologies Incorporated's Stock's Implied Volatility



The annualized implied volatility of Allegheny Technologies Incorporated's stock on September 12, 2012 was 43.77%, meaning that options contracts on Allegheny Technologies Incorporated's stock were trading at prices that reflect an expected annual volatility of 43.77%. The higher the implied volatility, the larger the expected fluctuations of Allegheny Technologies Incorporated's stock price and of the Note's market value during the life of the Notes.

Decomposition of this Reverse Convertible Note



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 Reverse Convertible Note.

1. Delta measures the sensitivity of the price of the note to the Allegheny Technologies Incorporated's stock price on September 12, 2012.
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 Allegheny Technologies Incorporated's stock on September 12, 2012.
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.