

**BARCLAYS NOMINEES (BRANCHES) LIMITED
REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2005**

REGISTERED NUMBER: 210512



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Barclays Nominees (Branches) Limited
Year ended 31 December 2005
Directors' Report

The Directors present their report together with the financial statements for the year ended 31 December 2005.

Review of business

The Company has not traded during the year or the previous year and has not incurred any liabilities. The Company has made neither profit nor loss, nor any other recognised gain or loss. Therefore, neither an income statement nor a statement of recognized income and expenses has been prepared.

The Company is expected to remain dormant during 2006.

No dividend has been paid or proposed (2004: nil).

Directors

The Directors of the Company, who served during the year, are as shown below:

LJ Dooley
JS Gibson
RA Mead
IL Silverthorne

Directors' Interests in Shares
(as defined by section 325 the Companies Act 1985)

The Directors have no beneficial interest in the shares of the Company, its holding company or any fellow subsidiary.

The Directors have no interests in the shares of the Company. The Directors' interests in the ordinary shares of Barclays PLC, the ultimate holding company, are shown below:-

Directors' interests in Barclays PLC ordinary shares of 25p each

	At 1 January 2005	At 31 December 2005
LJ Dooley	44	423
JS Gibson	1,650	2,088
RA Mead	17,806	19,949
IL Silverthorne	6,292	8,858

Beneficial interests in the table above represent shares held by Directors, either directly or through a nominee, their spouses and children under eighteen. They include any interests held through the Barclays PLC Group Sharepurchase Plan, details of which can be found in the financial statements of Barclays PLC.

Barclays Nominees (Branches) Limited
Year ended 31 December 2005
Directors' Report (continued)

In addition, at 31 December 2005 the Directors, together with senior executives of the Barclays Group, were potential beneficiaries in respect of a total of 147,145,847 Barclays PLC ordinary shares of 25p each (1 January 2005 115,031,594 ordinary shares of 25p each in Barclays PLC) held by the trustees of the Barclays Group Employees' Benefit Trusts.

Directors' interests in ordinary shares in Barclays PLC under option under open incentive schemes

Sharesave

	Number held at 1 January 2005	During the year			Number held at 31 December 2005
		<u>Granted</u>	<u>Exercised</u>	<u>Lapsed</u>	
LJ Dooley	1,848	426	-	-	2,274
JS Gibson	4,376	446	640	-	4,182
RA Mead	7,247	744	1,260	-	6,731
IL Silverthorne	4,644	1,339	1,920	-	4,063

More information on Sharesave can be found in the financial statements of Barclays PLC.

Directors' interests in shares in Barclays PLC under option under closed incentive schemes

Incentive Share Option Plan (ISOP)

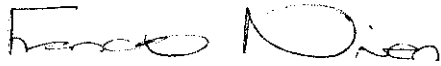
	Number held at 1 January 2005		During the year				Number held at 31 December 2005	
	<u>Target Award Shares</u>	<u>Maximum number over which potentially exercisable</u>	<u>Target Award Shares</u>	<u>Maximum number over which potentially exercisable</u>	<u>Granted</u>	<u>Exercised</u>	<u>Lapsed</u>	
LJ Dooley								
EP	-	-	-	-	-	-	-	-
TSR	4,000	16,000	-	-	-	-	-	4,000 16,000
JS Gibson								
EP	-	-	-	-	-	-	-	-
TSR	-	-	-	-	-	-	-	-
RA Mead								
EP	4,000	8,000	-	-	-	-	-	4,000 8,000
TSR	4,000	16,000	-	-	-	-	-	4,000 16,000
IL Silverthorne								
EP	24,000	44,000	-	-	-	-	6,000	24,000 38,000
TSR	6,000	24,000	-	-	-	-	-	6,000 24,000

The 2002 grant vested on 20 March 2005. The result of the Economic Profit (EP) performance against the target has resulted in the Target Award vesting. The shares under option that did not vest have lapsed.

Barclays Nominees (Branches) Limited
Year ended 31 December 2005
Directors' Report (continued)

Under the ISOP, participants are granted options over Barclays PLC ordinary shares which are exercisable at the market price set at the time of grant. The number of shares over which options can be exercised depends upon the performance of Barclays PLC. More information on this scheme can be found in the financial statements of Barclays PLC.

BY ORDER OF THE BOARD
For and on behalf of Barcosec Limited

A handwritten signature in black ink, appearing to read 'Franco Nien', written over a horizontal line.

Corporate Secretary

26 July 2006

Barclays Nominees (Branches) Limited
Year ended 31 December 2005
Balance Sheet

	Note	2005 £	2004 £
ASSETS			
Current Assets			
Other Receivables	5	100	100
NET ASSETS		<u>100</u>	<u>100</u>
SHAREHOLDERS' EQUITY			
Called up share capital	6	100	100
Retained Earnings		-	-
Total shareholders' equity		<u>100</u>	<u>100</u>

The Company was dormant throughout the financial year.

For the year ended 31 December 2005 the Company was entitled to exemption under section 249AA(1) of the Companies Act 1985.

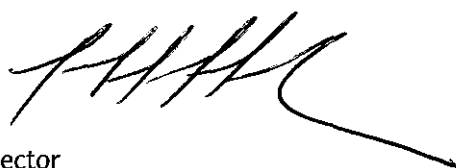
Members have not required the Company to obtain an audit in accordance with section 249B(2) of the Companies Act 1985.

The Directors acknowledge their responsibility for:

- (1) ensuring the Company keeps accounting records which comply with section 221; and
- (2) preparing accounts which give a true and fair view of the state of affairs of the Company as at the end of the financial year, and of its profit and loss for the financial year, in accordance with the requirements of section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the Company.

The notes on pages 5 to 7 form an integral part of these financial statements.

The financial statements on pages 4 to 7 were approved by the Board of Directors on 17 July 2006 and were signed on its behalf by:



Director

17 July 2006

1. REPORTING ENTITY

These financial statements are prepared for Barclays Nominees (Branches) Limited ('the Company'), which is dormant. The Company is a wholly owned subsidiary Barclays Bank PLC and its ultimate parent company is Barclays PLC, both of which prepare consolidated financial statements in accordance with IFRS, and accordingly consolidated financial statements have not been prepared.

The Company is a private limited company, incorporated in the United Kingdom and registered in England & Wales.

2. COMPLIANCE WITH INTERNATIONAL FINANCIAL REPORTING STANDARDS

The financial statements have been prepared in accordance with International Financial Reporting Standards ('IFRS'), adopted for use in the European Union. In all respects this is also in accordance with IFRS, including the interpretations issued by the International Financial Reporting Interpretations Committee.

3. ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of financial statements are set out below. These policies have been consistently applied, except for the first time application of IFRS.

Basis of preparation

The financial statements have been prepared under the historical cost convention. They are stated in pounds sterling, the currency of the country in which the Company is incorporated.

First time application of IFRS

The Company has applied IFRS in its financial reporting with effect from 1 January 2005, in accordance with the transitional provisions set out in IFRS 1, 'First-time Adoption of International Financial Reporting Standards'. Previously, the Company followed UK accounting standards issued by the UK Accounting Standard Board and the pronouncements of its Urgent Issues Task Force and the Companies Act 1985, (collectively UK GAAP). The application of IFRS has had no effect on the carrying amounts of the Company's assets, liabilities or equity as reported under UK GAAP.

Income Statement

An income statement has not been prepared as there are no transactions required to be reflected for either 2005 or 2004. The Company has made neither profit nor loss, nor any other recognised income or expense.

4. DIRECTORS' EMOLUMENTS

The Directors did not receive any emoluments in respect of their services to the Company during the year (2004: nil). The Company has made no loans, guarantees or other such dealings to its directors and others during the year.

3 Directors exercised options under the Barclays PLC Sharesave scheme during 2005 (2004: 2). None of the Directors exercised options under the Long Term Incentive Schemes (2004: nil).

The Company had no employees.

5. OTHER RECEIVABLES

	2005	2004
	£	£
Amounts owed by related parties	100	100
	<u>100</u>	<u>100</u>

6. SHARE CAPITAL

Particulars of the Company's share capital were as follows:

The issued share capital of the Company is £100, (2004: £100), comprising 100 (2004: 100) ordinary shares of £1 each.

The authorised share capital of the Company is £100, (2004: £100), comprising 100 (2004: 100) ordinary shares of £1 each. All issued shares are fully paid.

7. RELATED PARTY TRANSACTIONS

There have been no transactions with related parties requiring disclosure in either 2005 or 2004. The Company is dormant and all statutory fees are paid by the parent company.

Particulars of the balances outstanding at the year end are disclosed in the tables below:-

(i) Transactions and balances

	Parent Company	Fellow subsidiaries	Total
	£	£	£
Balances			
Receivables	100	-	100
Payables	-	-	-
Balances outstanding at 31 December 2005:	100	-	100

Barclays Nominees (Branches) Limited
Year ended 31 December 2005
Notes to the financial statements (continued)

	Parent Company	Fellow subsidiaries	Total
	£	£	£
Balances			
Receivables	100	-	100
Payables	-	-	-
Balances outstanding at 31 December 2004:	100	-	100

8. AGENCY ARRANGEMENTS

The Company has not acted as an agent for any person during the year (2004: nil).

9. ULTIMATE HOLDING COMPANY

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

10. SUBSIDIARY UNDERTAKINGS

The Company has no subsidiary undertakings.