

ORDER NUMBER 71

**IN THE MATTER OF THE *SECURITIES ACT* (“the Act”)
R.S.N.L. 1990 CHAPTER S-13, AS AMENDED**

AND

BARCLAYS BANK PLC (“the Filer”)

AND

EXEMPTION FROM SECTION 70 OF THE ACT

**ORDER
(Section 142.1 of the Act)**

Definitions

1. Unless otherwise defined in this order or the context otherwise requires, terms used that are defined in the *Act* or National Instrument 14-101 *Definitions* have the same meaning in this order.

Background

2. The Filer has applied for an exemption from the requirement under section 70 of the *Act* that other printed or written material respecting iPath-branded Notes (each such class of Notes an exchange traded note “ETN”) or other ETNs pursuant to a final base shelf prospectus (“the Prospectus”) qualifying the distribution of Global Medium-Term Notes, Series A (“the Notes”) of the Filer issued under a trust indenture (the “Indenture”) dated September 16, 2004 between the Filer and The Bank of New York Mellon other than that identified in that section be approved by the superintendent prior to dissemination.
3. The Filer, a wholly-owned subsidiary of Barclays PLC, is a public limited company registered in England and Wales having its registered office at 1 Churchill Place, London, England E14 5HP.
4. The Filer is a reporting issuer in each of the provinces of Canada and is not in default of securities legislation in any province of Canada.
5. The Filer first offered iPath ETNs in the United States in 2006.
6. The ETNs will be direct, unconditional, unsecured and unsubordinated obligations of the Filer, ranking *pari passu* with all of its other unsecured and unsubordinated obligations (except such obligations as are preferred by operation of law). The ETNs will be issued under the Indenture. At the time of issuance of an ETN, to the extent necessary, the Filer will have entered into a license agreement with the sponsor or publisher of each index underlying the ETN, permitting the Filer to link the relevant ETN to that index. The ETNs will be in registered, book-entry form represented by one or more global notes.


7. Each series of ETNs will be linked to the performance of an underlying index. The valuation of each series of ETNs will be primarily derived from the value of the index to which it is linked, subject to an investor fee and any other applicable fees and charges.
8. The Filer, Barclays Capital Inc. ("BCI"), a registered broker-dealer under the *Securities Exchange Act of 1934*, as amended, and a wholly-owned subsidiary of the Filer, Barclays Capital Canada Inc. ("BCCI"), a registered investment dealer and wholly-owned subsidiary of the Filer, and other registered investment dealers, will enter into a distribution agreement ("Distribution Agreement") pursuant to which BCI, BCCI and such other registered investment dealers may purchase as principal from Barclays a portion of any ETNs being issued. One or more market makers for the ETNs on the Toronto Stock Exchange ("TSX"), if they did not purchase ETNs directly from the Filer, would purchase from BCI, BCCI and/or the other underwriters, as applicable, as principal and re-sell to purchasers on the TSX, to whom any such market maker would also deliver a Prospectus in respect of the ETNs being sold. BCCI and the other registered investment dealers that are party to the Distribution Agreement would sign a dealer certificate page in the prospectus supplement and have underwriter liability for misrepresentations in the Prospectus. Pursuant to the Distribution Agreement, BCCI and the other Canadian investment dealers would be able to engage in the distribution of the ETNs to Canadian investors on a continuous basis. Depending on the level of demand for each series of the ETNs, the Filer may issue additional amounts of such series of ETNs that would constitute a further issuance of, and trade fungibly with, the ETNs of such series issued on the original issue date.
9. ETNs may only be purchased directly from underwriters or market makers, and orders may only be placed on any day when there is a trading session on the TSX. Under the Distribution Agreement and market maker agreements, BCCI or other underwriters and market makers will agree to offer ETNs for sale to the public only as permitted by applicable Canadian securities legislation.
10. Under the terms of the Distribution Agreement no investment dealers other than BCCI will solicit expressions of interest to purchase ETNs from investors in connection with the distribution of ETNs. As a result, the Filer expects to be the primary entity desiring to foster market awareness and promote trading in the ETNs through the dissemination of sales communications, including, without limitation, websites and online advertisements, product and educational brochures, term sheets, direct mail, email, sales presentations and web seminars.
11. The Filer will retain a third party in the United States to develop promotional materials for iPath ETNs but not to distribute or act as underwriter, broker or dealer of iPath ETNs.
12. All sales communications will include the legend required by section 13.2 of National Instrument 41-101 *General Prospectus Requirements* and state that the Prospectus may be obtained by contacting BCCI.
13. Holders of the ETNs will be allowed, at their option and subject to certain restrictions, to cause the Filer to redeem their ETNs on any of the specified daily redemption dates between issuance and maturity.
14. Noteholders that wish to dispose of their ETNs may generally do so by selling their ETNs on the TSX, through a registered investment dealer, subject only to customary brokerage commissions. As described above, holders of the ETNs would be allowed, at their option, to cause the Filer to redeem their ETNs on any of the specified daily redemption dates (provided that redemption dates and valuation dates may be postponed upon the occurrence of certain market disruption events) between issuance and maturity. In order to redeem ETNs, a holder would need to follow the procedures set forth in the applicable pricing supplement to the Prospectus.

15. It is expected that intraday "Indicative Values" meant to approximate the economic value of each series of ETNs will be calculated and published by Bloomberg or a similar medium regularly throughout the TSX trading day on each day on which the relevant series of ETNs are traded on the TSX. Additionally, the Filer or a third party will calculate and publish on a website the closing Indicative Value of each series of ETNs on each trading day.
16. The superintendent is satisfied that to so order the exemption applied for would not be prejudicial to the public interest.

Order

17. It is ordered that pursuant to Section 142.1 of the *Act* the Filer is exempted from the requirement in Section 70 of the *Act* that other printed or written materials in relation to iPath ETNs be approved by the superintendent prior to distribution.

Dated at St. John's, Newfoundland and Labrador this 4th day of October, 2011.


Douglas Connolly, C.G.A.
Superintendent of Securities