

Report Prepared On: 12/09/12

Structured Product Details

Name Reverse Convertible Notes linked to Chipotle Mexican Grill, Inc.

Issue Size \$1.00 million
Issue Price \$1,000
Term 3 Months
Annualized Coupon 12.00%

Pricing Date July 20, 2007
Issue Date July 25, 2007
Valuation Date October 19, 2007
Maturity Date October 24, 2007

Issuer Barclays
CDS Rate 6.18 bps
Swap Rate 5.29%

Reference Asset Chipotle Mexican Grill, Inc.'s stock
Initial Level \$85.73
Trigger Price \$72.87
Conversion Price \$85.73
Dividend Rate 0.00%
Implied Volatility Delta¹ 38.06% / 0.45

Fair Price at Issue \$956.04
Realized Return 12.72%

CUSIP 06738GHB9
SEC Link www.sec.gov/Archives/edgar/data/312070/000119312507160066/d424b2.htm

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

**Reverse Convertible Notes linked to
 Chipotle Mexican Grill, Inc.**

Description

Barclays issued \$1.00 million of Reverse Convertible Notes linked to Chipotle Mexican Grill, Inc. on July 25, 2007 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.

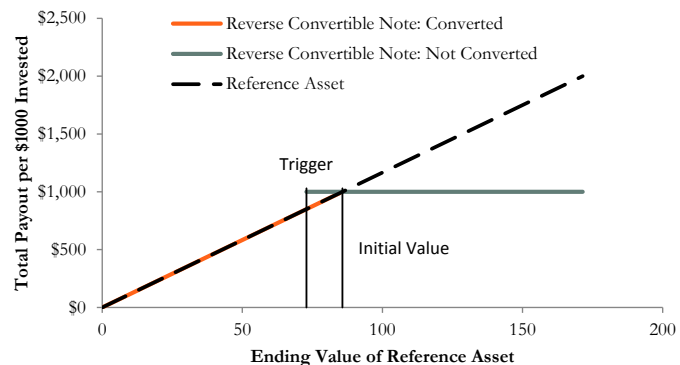
These 3-month notes pay monthly coupons at an annualized rate of 12.00%. In addition to the monthly coupons, at maturity on October 24, 2007 investors will receive the market value of 11.66 shares of Chipotle Mexican Grill, Inc.'s stock if on October 19, 2007 Chipotle Mexican Grill, Inc.'s stock price closes below \$85.73 (Chipotle Mexican Grill, Inc.'s stock price on July 20, 2007) and had ever closed at or below \$72.87 during the term of the notes. Otherwise, investors will receive the \$1,000 face value per note.

Valuation

This Barclays reverse convertible linked to Chipotle Mexican Grill, Inc.'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 Chipotle Mexican Grill, Inc.'s stock. For reasonable valuation inputs this note was worth \$956.04 per \$1,000 when it was issued on July 25, 2007 because investors were effectively being paid only \$16.59 for giving Barclays an option which was worth \$60.56.

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.

Payoff Curve at Maturity

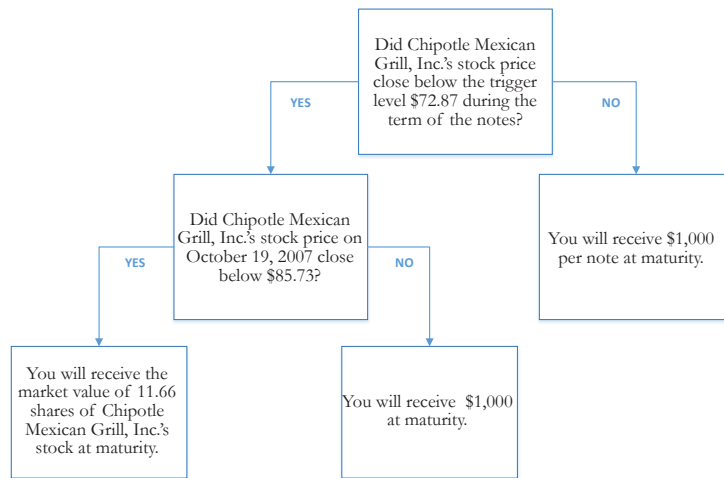


The payoff diagram shows the final payoff of this note given Chipotle Mexican Grill, Inc.'s stock price (horizontal axis). For comparison, the dashed line shows the payoff if you invested in Chipotle Mexican Grill, Inc.'s stock directly.

Principal Payback Table

Chipotle Mexican Grill, Inc.'s Stock	Converted Note Payoff	Non-Converted Note Payoff
\$0.00	\$0.00	
\$8.57	\$100.00	
\$17.15	\$200.00	
\$25.72	\$300.00	
\$34.29	\$400.00	
\$42.87	\$500.00	
\$51.44	\$600.00	
\$60.01	\$700.00	
\$68.58	\$800.00	
\$77.16	\$900.00	\$1,000.00
\$85.73	\$1,000.00	\$1,000.00
\$94.30	\$1,000.00	\$1,000.00
\$102.88	\$1,000.00	\$1,000.00
\$111.45	\$1,000.00	\$1,000.00
\$120.02	\$1,000.00	\$1,000.00
\$128.60	\$1,000.00	\$1,000.00

Maturity Payoff Diagram



The contingent payoffs of this Reverse Convertible Note.

Analysis

This reverse convertible's 12.00% 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 Chipotle Mexican Grill, Inc.'s stock when they are worth substantially less than the face value of the note at maturity.

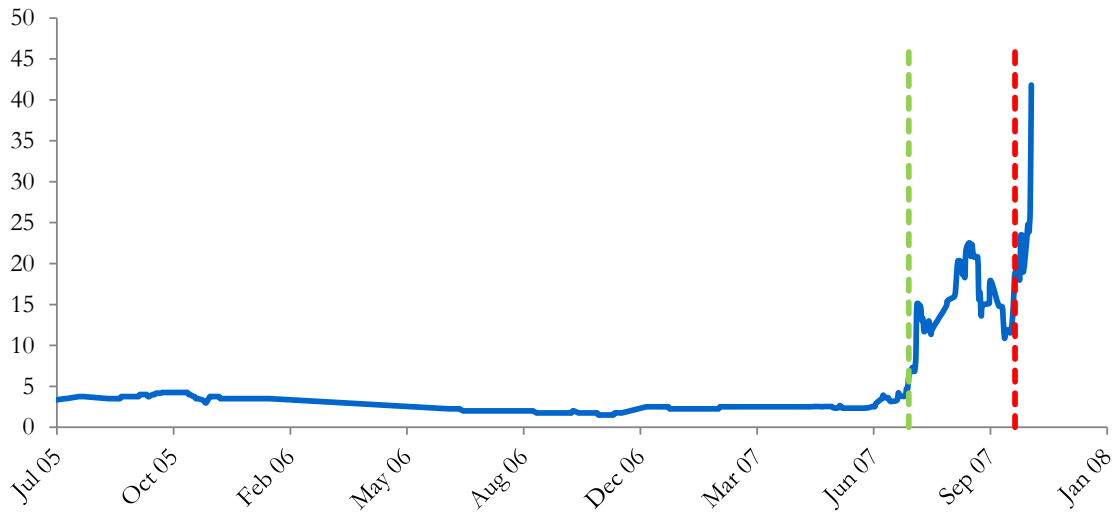
Investors purchasing reverse convertibles effectively sell put options to Barclays and post the note's issue price as collateral to secure satisfaction of the investors' obligations under the option contracts. Barclays pays investors a "coupon" that is part payment for the put options and part interest 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



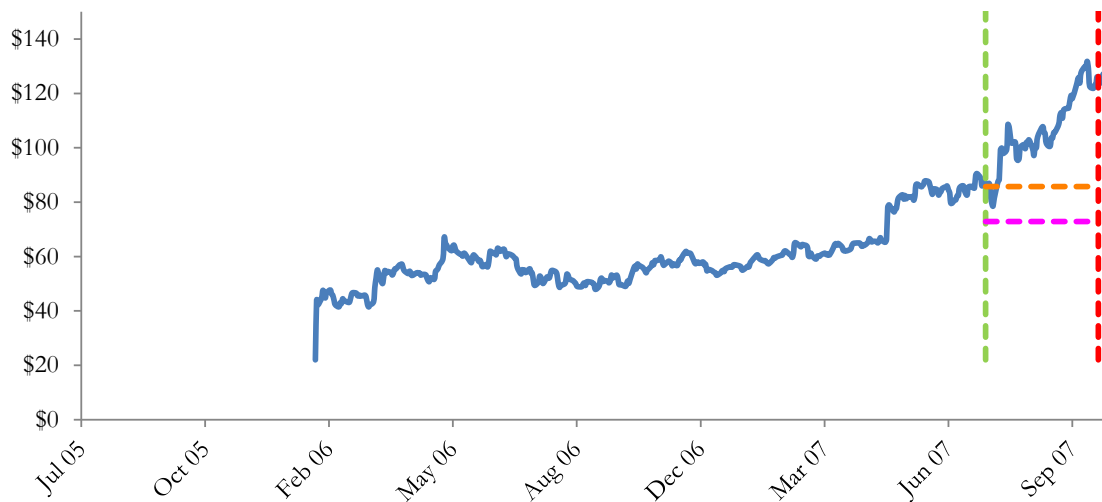
The graph above shows the adjusted closing price of the issuer Barclays for the past several years. The stock price of the issuer is an indication of the financial strength of Barclays. The adjusted price shown above incorporates any stock split, reverse stock split, etc.

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.

Chipotle Mexican Grill, Inc.'s Stock Price

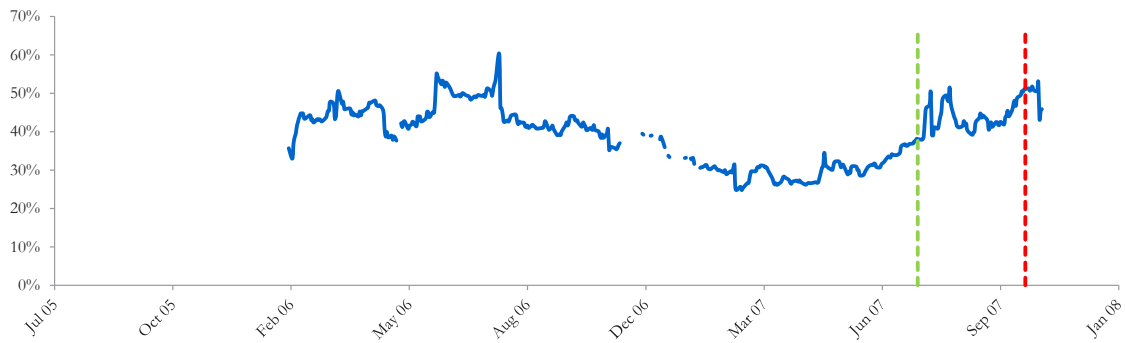


The graph above shows the historical levels of Chipotle Mexican Grill, Inc.'s stock for the past several years. The final payoff of this note is determined by Chipotle Mexican Grill, Inc.'s stock price at maturity. Higher fluctuations in Chipotle Mexican Grill, Inc.'s stock price correspond to a greater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

Realized Payoff

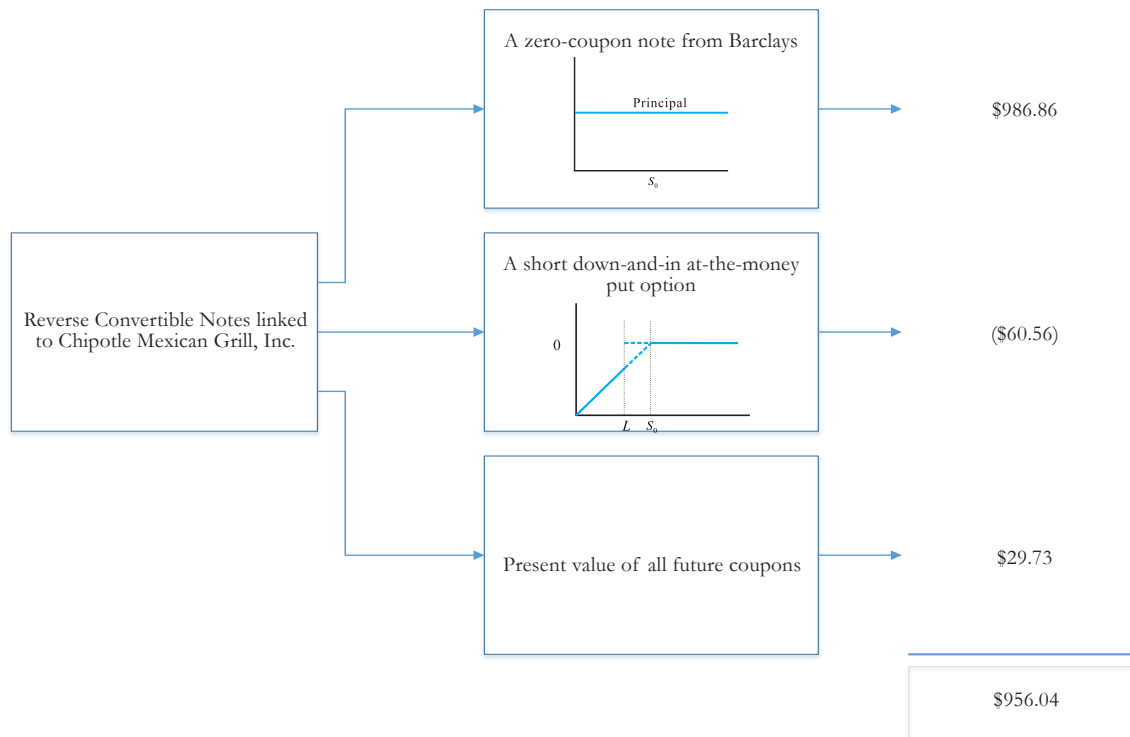
This note matured on October 24, 2007 and investors received \$1,000.00 per note.

Reference Asset Chipotle Mexican Grill, Inc.'s Stock's Implied Volatility



The annualized implied volatility of Chipotle Mexican Grill, Inc.'s stock on July 20, 2007 was 38.06%, meaning that options contracts on Chipotle Mexican Grill, Inc.'s stock were trading at prices that reflect an expected annual volatility of 38.06%. The higher the implied volatility, the larger the expected fluctuations of Chipotle Mexican Grill, Inc.'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 Chipotle Mexican Grill, Inc.'s stock price on July 20, 2007.
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 Chipotle Mexican Grill, Inc.'s stock on July 20, 2007.
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.