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Sebastian Gomez Abero, Esq.
Chief, Office of Small Business Policy
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Re: In the Matter of Barclays PLC, Barclays Bank PLC and Barclays Capital Inc.

Dear Mr. Gomez Abero:

This letter is submitted on behalf of our client, Barclays PLC ("Barclays PLC"), Barclays Bank PLC ("Barclays Bank") and Barclays Capital Inc. ("BCI" and, together with Barclays PLC and Barclays Bank, "Barclays") and its affiliates. Barclays hereby requests, pursuant to Rule 506(d)(2)(ii) of Regulation D promulgated under the Securities Act of 1933, as amended (the "Securities Act"), a waiver of any disqualification from relying on the exemption provided by Rule 506 of Regulation D ("Rule 506") that may be applicable as a result of the entry by:

1. the U.S. Commodity Futures Trading Commission (the "CFTC") of an order against Barclays Bank (the "CFTC FX Order") on May 20, 2015, in connection with the actions of certain Barclays employees in the foreign currency exchange ("FX") spot market (the "FX Spot Market"); and

2. the CFTC of an order against Barclays PLC, Barclays Bank and BCI (the "CFTC ISDAFIX Order") on May 20, 2015, in connection with the actions of certain Barclays employees in respect of submissions to the interest rate benchmark, the U.S. Dollar International Swaps and Derivatives Association Fix ("USD ISDAFIX") and transactions related thereto.

Barclays PLC is the ultimate holding company of Barclays PLC and its subsidiaries (collectively, the "Barclays Group"), whose principal activities are in financial services. Barclays Bank is the main operating company of the Barclays Group. The Barclays Group is engaged in personal banking, credit cards, corporate and investment banking, and wealth and investment management with an extensive international presence in Europe, the Americas, Africa and Asia. The whole of the issued ordinary share capital of Barclays Bank is beneficially owned by Barclays PLC, which is the ultimate holding company of the Barclays Group. BCI is a wholly-owned indirect subsidiary of Barclays PLC organized under Connecticut law and is Barclays' U.S. registered broker-dealer.

BACKGROUND

I. FX Settlements

In and prior to 2015, the staff of the CFTC, the U.S. Department of Justice (the "DOJ") and the Board of Governors of the Federal Reserve System (the "Federal Reserve") engaged in settlement discussions with Barclays in connection with the actions of certain employees in the FX Spot Market. The following discussion of the FX Settlements focuses primarily on the CFTC FX Order because its entry would trigger the disqualification from relying on the exemption provided by Rule 506.

A. CFTC FX Order

Barclays Bank consented to the entry of the CFTC FX Order, in which Barclays Bank acknowledges, among other things, the following:

1. As a result of the actions of certain of its traders in the FX Spot Market, Barclays Bank engaged in acts of attempted manipulation of certain FX benchmarks – which are considered commodities in interstate commerce – in violation of the Commodity Exchange Act (the "CEA").

2. Certain Barclays Bank FX traders knowingly submitted the false bids and offers relating to certain Russian ruble / U.S. Dollar FX transactions. This conduct resulted in Barclays violating Section 9(a)(2) of the CEA, which makes it unlawful for any person "knowingly to deliver or cause to be delivered for transmission through the mails or interstate commerce by telegraph, telephone, wireless, or other means of communication false or misleading or knowingly inaccurate reports concerning crop or market information or conditions that affect or tend to affect the price of any commodity in interstate commerce…".

3. Through the actions of certain Barclays Bank FX traders, Barclays Bank aided and abetted attempts of certain FX traders at other banks to manipulate FX benchmark rates in violation of the CEA.

Under the CFTC FX Order, Barclays Bank also agreed to (i) pay a civil monetary penalty of $400 million and (ii) undertake certain remediation efforts, including:

1. Barclays Bank will implement and improve its internal controls and procedures in a manner reasonably designed to ensure the integrity of its participation in the fixing of any FX benchmark rate, including measures to identify and address internal or external conflicts of interest;

2. Barclays Bank's remediation improvements will include internal controls and procedures relating to:

   a. measures designed to enhance the detection and deterrence of improper communications concerning FX benchmark rates, including the form and manner in which communications may occur;

   b. monitoring systems designed to enhance the detection and deterrence of trading or other conduct potentially intended to manipulate directly or indirectly FX benchmark rates;

   c. periodic audits, at least annually, of Barclays Bank's participation in the fixing of any FX benchmark rate;

   d. supervision of trading desks that participate in the fixing of any FX benchmark rate;

   e. routine and on-going training of all traders, supervisors and others who are involved in the fixing of any FX benchmark rate;

   f. processes for the periodic but routine review of written and oral communications of any traders, supervisors and others who are involved in the fixing of any FX benchmark rate with the review being documented and documentation being maintained for a period of three years; and

   g. continuing to implement its system for reporting, handling and investigating any suspected misconduct or questionable, unusual or unlawful activity relating to the fixing of any FX benchmark rate with escalation to compliance and legal, and with reporting of material matters to the executive management of Barclays Bank and the CFTC, as appropriate; Barclays Bank shall maintain the record basis of the handling of each such matter for a period of three years.

B. Other FX Settlements

Concurrently with Barclays Bank consenting to the entry of the CFTC FX Order, Barclays PLC entered into a Plea Agreement pursuant to Rule 11(c)(1)(C) of the Federal Rules of Criminal Procedure on May 20, 2015 (the "Plea Agreement"). Under the Plea Agreement, Barclays PLC pleaded guilty to a charge of participating in a combination and conspiracy to fix, stabilize, maintain, increase or decrease the price of, and rig bids for the purchase and sale of U.S. dollars and euros exchanged in the FX Spot Market in the United States and elsewhere from at least as early as December 2007 and continuing until at least January 2013, in violation of the Sherman Antitrust Act, 15 U.S.C. § 1. Under the Plea Agreement, Barclays PLC also agreed to (i) pay a criminal fine of $650 million and (ii) a term of probation of three years which includes certain conditions, which include, among other things, remediation undertakings.

In addition, Barclays Bank consented to an order by the Federal Reserve imposing a civil monetary penalty of $342 million and ordering Barclays Bank and its New York Branch to cease and desist and take certain affirmative actions to enhance internal controls and compliance programs (the "Board Order").

Barclays Bank and its New York Branch also consented to the entry of an order by the New York State Department of Financial Services (the "NYDFS") pursuant to Sections 44 and 44-a of the New York Banking Law imposing a civil monetary penalty of $485 million and requiring Barclays Bank and its New York Branch to take certain disciplinary actions against employees that were involved in the wrongful conduct and to continue to engage the independent monitor previously selected by the NYDFS to conduct, consistent with applicable law, a comprehensive review of Barclays Bank's compliance programs, policies, and procedures (the "NYDFS Order" and, together with the Plea Agreement, the CFTC FX Order and the Board Order, the "FX Settlements").

Furthermore, by a Final Notice dated May 20, 2015, the U.K. Financial Conduct Authority imposed a financial penalty of £284,432,000 on Barclays Bank for failing to control business practices in its FX business in London (including G10 and emerging market spot FX trading, FX options and FX sales).

II. CFTC ISDAFIX Order

In and prior to 2015, the staff of the CFTC engaged in settlement discussions with Barclays in connection with the actions of certain employees to attempt to manipulate the USD ISDAFIX, which is a leading global benchmark referenced in a range of interest rate products. As a result of these discussions, Barclays PLC, Barclays Bank and BCI consented to the entry of the CFTC ISDAFIX Order, in which these Barclays entities acknowledge, among other things, the following:

1. Certain Barclays traders' bids, offers, and executed trades at specific key times during the day, which were intended to affect the USD ISDAFIX, as well as the traders' communications with each other and with certain swaps brokers to plan and execute this trading conduct, constituted overt acts in furtherance of their intent to affect the USD ISDAFIX. These actions constituted attempted manipulation in violation of the CEA and the regulations thereunder.

2. Certain Barclays traders specifically intended to affect the rate at which USD ISDAFIX was set by making false, misleading, or knowingly inaccurate submissions to certain swaps brokers for inclusion in the calculation of the daily rates. The Barclays traders' oral and written requests for certain rates to be submitted which would benefit their trading positions, and the submissions resulting from those requests, constituted overt acts in furtherance of the traders' intent to affect the USD ISDAFIX. By doing so, the Barclays traders engaged in acts of attempted manipulation in violation of the CEA and the regulations thereunder.

3. Barclays conveyed false, misleading, or knowingly inaccurate information that the rates it submitted were based on the prices at which Barclays would offer and bid swaps to an acknowledged dealer of good credit in the swaps market absent intent to manipulate the USD ISDAFIX. Moreover, Barclays submitters knew that Barclays' USD ISDAFIX submissions contained false, misleading, or knowingly inaccurate information. By such conduct, Barclays violated the CEA.

Under the CFTC ISDAFIX Order, Barclays also agreed to (i) pay a civil monetary penalty of $115 million and (ii) undertake certain remediation efforts to the extent not already undertaken, including:

1. Barclays will continue to implement and improve its internal controls and procedures in a manner reasonably designed to ensure the integrity of the fixing of any interest-rate swap benchmark, including measures to identify and address internal or external conflicts of interest;

2. Barclays' remediation improvements will include reasonable internal controls and procedures relating to:

    a. A monitoring system designed to enhance the detection and deterrence of trading or other conduct potentially intended to manipulate directly or indirectly swap rates, including benchmarks based on interest-rate swaps;

    b. periodic audits, at least annually, of Barclays' submissions to any benchmark based on interest-rate swaps, if any;

c. supervision of swaps and options desks' conduct that relates to any interest-rate swap benchmark;

d. routine and on-going training of all swaps and options desk personnel relating to the trading of any product that references a benchmark based on interest-rate swaps;

e. processes for the periodic but routine review of written and audio communications of all swaps and options traders and supervisors who are involved in the fixing of any benchmark based on interest-rate swaps with the review being documented and documentation being maintained for a period of three years; and

f. continuing to implement a system for reporting, handling and investigating any suspected misconduct or questionable, unusual or unlawful activity relating to the fixing of any benchmark based on interest-rate swaps with escalation to compliance and legal, and with reporting of material matters to the executive management of Barclays and the CFTC, as appropriate; Barclays shall maintain the record basis of the handling of each such matter for a period of three years.

DISCUSSION

Barclays understands that the entry of the CFTC FX Order and the CFTC ISDAFIX Order (together, the "Orders") will disqualify it, affiliated entities, and other issuers from relying on the exemption provided by Rule 506. Barclays is concerned that, should it or any of its affiliated entities be deemed to be an issuer, predecessor of the issuer, affiliated issuer, general partner or managing member of an issuer, promoter, or underwriter of securities, or acting in any other capacity described in Rule 506 for the purposes of Securities Act Rule 506(d)(1)(iii), Barclays, its affiliated issuers, and other issuers with which Barclays or an affiliate of Barclays is associated in one of the above-listed capacities and which rely upon or may rely upon this offering exemption when issuing securities would be prohibited from doing so. The Securities Exchange Commission (the "Commission") has the authority to waive the Rule 506 disqualifications upon a showing of good cause that such disqualifications are not necessary under the circumstances. *See* 17 C.F.R. § 230.506(d)(2)(ii).

REASONS FOR GRANTING A WAIVER

Barclays respectfully requests that the Commission waive any disqualifying effects that the Orders may have under Rule 506 of Regulation D. Barclays believes that

the facts support a conclusion that the granting of a waiver would be consistent with the guidelines for relief published by the Division of Corporation Finance.[1] Applying the Rule 506 disqualification to Barclays and its affiliates would be disproportionately and unduly severe, for the reasons described below.

Nature of Violations: Responsibility for the Alleged Violations

The violation addressed in the Orders does not pertain to Regulation D offerings, or to offers and sales of securities generally. With respect to the CFTC FX Order, the employees responsible for the violation of the CEA were FX spot traders. With respect to the CFTC ISDAFIX Order, the employees responsible for the violation of CEA were USD swaps and USD options traders. None of these individuals was an officer or held a position on the Board of Directors of Barclays PLC or any of its subsidiaries. There are no findings that the misconduct described in the Orders occurred at the direction of senior management of Barclays. Moreover, there is no indication that the wrongdoing reflected "a tone at the top" that condoned or chose to ignore the misconduct. Rather, Barclays has accepted responsibility for the conduct of the FX, USD swaps and USD options traders involved in the conduct described in the Orders.

Importantly, the Orders do not (i) allege fraud in connection with offerings by Barclays PLC, Barclays Bank or any of their subsidiaries of their securities, (ii) allege that members of the Board of Directors, the Executive Committee, the Disclosure Committee or the Financial Reporting and Control unit within the Global Finance Department of Barclays PLC knew about the violation or (iii) allege that members of the Board of Directors, the Executive Committee, the Disclosure Committee or the Financial Reporting and Control unit within the Global Finance Department of Barclays PLC ignored any warning signs or "red flags" regarding the violation. As a result, Barclays believes that a disqualification under Rule 506 is not required for the public interest or the protection of existing and potential investors.

Duration of the Alleged Violation

The misconduct occurred over a period of approximately five years. However, as mentioned above, the misconduct was isolated to the actions the Barclays FX, USD swaps and USD options traders, and remedial action, as described below, has been implemented to ensure that the misconduct does not reoccur.

Remedial Steps

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[1] *See* SEC, Division of Corporation Finance, Waivers of Disqualification under Regulation A and Rules 505 and 506 of Regulation D, March 13, 2015, at https://www.sec.gov/divisions/corpfin/guidance/disqualification-waivers.shtml.

A. FX Settlements

The Barclays Group has implemented and will continue to implement policies and procedures designed to prevent the recurrence of the conduct that is the subject of the CFTC FX Order. Indeed, Barclays' efforts in this regard have already been recognized by both the Federal Reserve and the CFTC. For example, the Board Order notes that Barclays has made and continues to make progress in implementing enhancements to its firm-wide compliance systems and controls that are designed to address deficiencies in the firm's FX activities.[2] The CFTC FX Order also identifies the numerous steps already undertaken by Barclays to make reasonable efforts to ensure the integrity of the FX markets. Those steps, as well as a description of Barclays' progress in respect of those steps, are set out below:

1. Prohibiting all FX spot traders from participating in multi-bank chat rooms;

2. Implementing enhanced surveillance of electronic communications and trading on the FX desks, which includes ongoing improvements to surveillance models;

3. Mandating at least annual training for all FX employees concerning appropriate market conduct. Trainings have been rolled out across Barclays and are administered to new hires and existing employees on a continuing basis;

4. In October 2012, issuing GFX Market Colour Guidelines within the Barclays' Investment Bank, which outlined what constituted an acceptable use of market information for communications with clients;

5. In December 2012, issuing within the Investment Bank Competition Guidance on Exchanging Information with Competitors, which specified that commercially sensitive information should not be shared with competitors and prohibited other specified communications with competitors;

6. Commencing its ongoing internal investigation of possible misconduct by its FX traders relating to FX benchmark rates; and

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2 *See* In the Matter of Barclays Bank PLC, London, England and Barclays Bank PLC, New York Branch, New York, New York, Order to Cease and Desist and Order of Assessment of a Civil Money Penalty Issued Upon Consent Pursuant to the Federal Deposit Insurance Act, as Amended, at pages 2-3.

7. Reviewing Barclays' business practices and systems and controls, which includes developing and implementing remedial efforts across Barclays at the Group, Compliance and Front Office levels. These efforts are ongoing.[3]

B. ISDAFIX Order

The CFTC ISDAFIX Order also identifies the numerous steps already undertaken by Barclays to make reasonable efforts to ensure the integrity of any submission to, and trading in connection with, certain benchmarks to which Barclays submits or submitted, including ISDAFIX and its successor benchmark.[4] These steps, which have been completed as of March 31, 2015, include but are not limited to:

1. Enhanced controls around the ISDAFIX submission process, including the automation of the data submitted to the benchmark administrator, enhanced training and supervisory oversight, including by senior members of the submitting desk, implementation of record keeping of submissions and daily supervisory review, and enhancement of control framework and governance;

2. Mandating at least annual training for all employees on the submitting and trading desks relevant to ISDAFIX concerning appropriate market conduct;

3. Reviewing Barclays' business practices and systems and controls, which included remedial efforts across the bank, Compliance and front office levels, including conducting an independent review of Barclays' business practices, the introduction of a new code of conduct which sets out the ethical and professional behaviors expected of employees, the provision of guidance to swaps and options traders regarding the execution of risk management trades in relation to benchmark fixings;

4. With respect to its investment banking operations, significant work to strengthen the role of Compliance, including increasing Compliance's visibility on board and management committees, developing a process and reporting framework to support monitoring and verification activity undertaken by Compliance, holding standardized and structured monthly business line meetings between Compliance and the Global Head of the business they cover, formalizing a breach review process to ensure consistent and effective treatment of Compliance policy breaches, enhancing and

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3 *See* In the Matter of Barclays Bank PLC, Order Instituting Proceedings Pursuant to Sections 6(c)(4)(A) and 6(d) of the Commodity Exchange Act, Making Findings, And Imposing Remedial Sanctions, at pages 14-15.

4 In 2014, the administration of ISDAFIX changed, and a new version of the benchmark is published under a different name by a new administrator using a different methodology.

transitioning to a centralized model for trade surveillance and e-communications surveillance and increasing Compliance's budget for staff and training; and

5. Work on Front Office Risks and Controls, a group that was established in December 2012 and acts as a single coordination point to focus Barclays' approach to risk and control within and across the Front Office. Barclays also undertook the development of a new Global Supervision policy, which was followed by a training program that all supervisors were required to complete by the end of Q3 2012 and the appointment of a Chief Controls Officer who is responsible for coordinating all control elements.

In this same vein, Barclays has conducted, and continues to conduct, significant reviews of risks relating to benchmarks and conflicts of interest, including a project designed to evaluate benchmark rates for which Barclays was engaged in a subjective submission process, and as a result of which Barclays exited ten benchmark submissions, automated seven benchmark submissions, and implemented additional supervisory procedures for 13 benchmark contributions. Similarly, Barclays has undertaken a forward-looking project to define a control framework for potential economic conflicts of interest between Barclays and third parties that arise from trading activities across products, benchmarks and client order types. These efforts at Barclays are ongoing.

C. Barclays' Efforts Since 2012

The steps described in sections A and B above are only part of Barclays' far-reaching efforts since 2012 to assess business and control risks and to address those risks through measures, including:

1. Substantial investments in the independent, external review of Barclays' governance, operational model, and risk and control programs, conducted by Sir Anthony Salz, including interviews of more than 600 employees, clients, and competitors, as well as consideration of more than 9,000 responses to an internal staff survey.

2. Clearly articulating Barclays' policies and values and disseminating that information firm-wide through trainings:

   (i) For example and in addition to the issuance of the GFX Market Colour Guidelines and the Competition Guidance on Exchanging Information with Competitors (as described above), as part of the Barclays' "Transform Program" announced in 2013, Barclays launched The Barclays Way code of conduct in 2013, which was updated in 2014. The Barclays Way code of conduct sets out the standards and behaviors expected of Barclays employees and it provides examples of how these

standards should be put into practice in decision-making and highlights the responsibility of individuals to challenge poor practice whenever and wherever it occurs. The Barclays Way code of conduct has been broadly disseminated throughout the Barclays Group, and in connection with enhanced training of employees, as at year end 2014, 98% of Barclays employees have attested to The Barclays Way. Employees also are required to complete an online training module related to The Barclays Way. The Barclays Way is also incorporated into other trainings disseminated through Barclays.

(ii) In addition, Barclays has implemented values trainings, including its Purpose, Values and Behaviours Program, which is a mandatory three-hour training for all personnel, designed to better equip employees to apply Barclays values within their specific roles, teams and business units.

3. Developing a strong institutional framework of supervision and accountability running from the desk level to the top of the organization:

   (i) For example, Barclays established in 2013 a dedicated Board-level committee, the Board Conduct, Operational and Reputation Risk Committee, that is responsible for ensuring, on behalf of the Board, the efficiency of the processes for identification and management of conduct risk, reputation risk and operational risk. This committee reports to the Barclays' Board of Directors.

   (ii) In addition, Barclays has established numerous business-specific committees – comprising senior business personnel and regional executives, among others – that are responsible for considering the principal risks as they relate to the associated businesses. Each of these committees meets on a quarterly basis, and all report up to the Board Conduct, Operational and Reputation Risk Committee.

4. Instituting an enhanced global compliance and controls system, supported by substantial financial and human resources, and charged with enforcing and continually monitoring adherence to Barclays' policies. Examples of these efforts include:

   (i) Barclays has transformed its Compliance program into a centralized, fully independent function with a direct line to the CEO of Barclays and a seat on the Board's Executive Management Committee. Among other steps, Barclays has more than doubled the number of its Compliance staff since 2008.

(ii) Barclays also has invested substantial resources in the Compliance Career Academy, which is designed to provide consistent training in compliance across the organization. Junior Compliance employees receive approximately 600 hours of Compliance-related training over two year period. More senior Compliance personnel receive additional training.

Prior Relief

Barclays Bank's U.S. registered broker-dealer, Barclays Capital Inc. ("BCI"), a wholly-owned subsidiary of Barclays Bank organized under Connecticut law, previously requested and received a waiver regarding disqualification under Rule 506 of Regulation D from the Division of Corporation Finance pursuant to delegated authority granted by the Commission in 2014 (the "2014 Relief"). That waiver related to violations of Sections 204(a), 206(2), 206(3), 206(4) and 207 of the Investment Advisers Act of 1940 ("Advisers Act"), and Rules 204-2, 206(4)-2 and 206(4)-7 thereunder, as a result of certain failures after BCI acquired Lehman Brothers' investment advisory business in September 2008, including BCI's failure to (i) enhance its infrastructure to support the new business, (ii) adopt and implement written policies and procedures reasonably designed to prevent violations of the Advisers Act, and (iii) make and keep certain books and records. The conduct, which was the subject of the 2014 Relief, occurred in a different business unit and is unrelated to the conduct which is the subject of this waiver request. In addition, the misconduct by the Barclays FX spot traders and the Barclays USD swaps and USD options traders occurred prior to the implementation of certain remediation steps in connection with the 2014 Relief. Barclays believes that, despite past violations, Barclays would be less likely to engage in future misconduct as a result of the remediation steps described above.

Impact on Issuer and Third Parties if Waiver is Denied

BCI uses (or participates in transactions using) the exemption provided by Rule 506, including with third parties such as corporate issuers and certain private investment funds. Barclays' Wealth and Investment Management division ("BWIM"), which is the wealth and investment management division of Barclays Bank, acts in the United States through BCI, including with respect to offerings of private investment funds pursuant to Rule 506.

The ability of BCI to use (or participate in transactions using) such exemption is an integral part of its business strategy. In the last three years, BCI has participated in approximately 64 offerings for corporate issuers and 1,700 offerings for investment funds under Rule 506, raising approximately $16.9 billion for corporate issuers and $5 billion for funds issuers (treating each subscription period of a fund that offers its interests on a continuous basis as a separate offering). Although the volume of offerings completed under Rule 506 has diminished since the date of the 2014 Relief, as corporate issuers

have increasingly elected to rely on other exemptions, the inability to execute offerings under Rule 506 would place BCI at a competitive disadvantage relative to peer institutions. Moreover, offerings under Rule 506 remain extremely important for private investment funds. BWIM, through BCI, currently offers 34 third party hedge funds, 11 proprietary hedge funds, nine proprietary long-only funds and one private equity fund to its clients, which, in each case, relies on Rule 506 for offerings into the United States. Furthermore, BWIM, through BCI, currently plans to make offerings under Rule 506 in three new private equity funds to its U.S. clients in the first half of 2015. In addition, BWIM typically adds three to five third-party hedge funds each year and plans to continue to grow the hedge fund platform, which, in each case, would rely on Rule 506 for offerings in the United States.

If Barclays and its affiliates are unable to use the exemption provided by Rule 506, private funds and corporate issuers that have entered into, or will enter into, engagements with BCI, will themselves be disqualified from relying on Rule 506. Therefore, the funds and corporate issuers would not likely continue to use BCI for Regulation D private placements, and BCI would be in a significant competitive disadvantage vis-à-vis other solicitors, promoters or placement agents. As a result, the disqualification of Barclays and any of its affiliates from using (or participating in transactions using) the exemption provided by Rule 506 would, Barclays believes, have an adverse impact on the third parties that have retained, or may retain in the future, BCI and other entities with which BCI is associated in one of those listed capacities in connection with transactions that rely on this exemption.

In particular, BWIM's U.S. clients would be significantly adversely affected by the loss of BCI's ability to rely on Rule 506. With respect to the BWIM proprietary funds (*i.e.*, the 11 proprietary hedge funds and nine proprietary long-only funds mentioned above), Barclays believes that the loss of the ability to rely on Rule 506 would likely result in the liquidation of most of those funds. BCI is the sole placement agent for those funds, and if it cannot rely on Rule 506 to conduct offerings to its U.S. clients, Barclays expects that those funds will no longer be viable. As a result, investors will likely submit redemptions to those funds, ultimately leading to the liquidation of those proprietary funds. Under the terms of those funds, investors will incur costs associated with such liquidation such as final audit fees and legal and other implementation fees. With respect to the 34 third party hedge funds for which BCI acts as a placement agent, BWIM's U.S. clients would no longer be able to invest in such hedge funds through BWIM and they would have to establish an account with another advisor in order to access those same hedge funds, which is a burdensome administrative procedure for those investors. From Barclays' perspective, the expected liquidation of the proprietary funds mentioned above, the expected loss of certain U.S. clients to other advisors and the inability to offer private investment funds to its wealth management clients would have an extremely detrimental impact on the business of BWIM in the United States.

In light of the grounds for relief discussed above, we believe that disqualification is not necessary under the circumstances and that Barclays has shown good cause that relief should be granted. Accordingly, we respectfully urge the Commission, pursuant to Rule 506(d)(2)(ii) of Regulation D, to waive the disqualification provision in Rule 506 to the extent they may be applicable as a result of the entry of the Orders.[5]

For a period of five years from the date of the Orders, Barclays will furnish (or cause to be furnished) to each purchaser in a Rule 506 offering that would otherwise be subject to disqualification under Rule 506(d)(l) as a result of the Orders, a description in writing of the Orders a reasonable time prior to sale.

Please do not hesitate to call me at the number listed above if you have any questions.

Very truly yours,

George H. White

George H. White

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[5] We note in support of this request that the Commission has granted relief under Rule 506 for similar reasons or in similar circumstances. *See, e.g., In the Matter of Bank of America, N.A. and Merrill Lynch, Pierce, Fenner & Smith, Inc.*, Order Under Rule 506(d) of the Securities Act of 1933 Granting a Waiver of the Rule 506(d)(1)(ii) Disqualification Provision (Release No. 9682, November 25, 2014); *In the Matter of Citigroup Global Markets, Inc.*, Order Under Rule 506(d) of the Securities Act of 1933 Granting a Waiver of the Rule 506(d)(1)(ii) Disqualification Provision (Release No. 9657, September 26, 2014). Barclays is not requesting waivers of the disqualifications from relying on Regulation A and Rule 505 of Regulation D at this time because it does not now use or participate in transactions under such offering exemptions. Barclays understands that it may request such waivers in a separate request if circumstances change.