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BARCLAYS PLC  
Form 6-K  
June 16, 2006

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

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FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13A-16 OR 15D-16  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

June 2006

Barclays PLC and  
Barclays Bank PLC  
(Names of Registrants)

1 Churchill Place  
London E14 5HP  
England  
(Address of Principal Executive Offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):

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This Report is a joint Report on Form 6-K filed by Barclays PLC and Barclays Bank PLC. All of the issued ordinary share capital of Barclays Bank PLC is owned by Barclays PLC.

This Report comprises:

Information given to The London Stock Exchange and furnished pursuant to General Instruction B to the General Instructions to Form 6-K.

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EXHIBIT INDEX

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Reporting Changes in 2006 - 16 June 2006

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, each of the registrants has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

BARCLAYS PLC  
(Registrant)

Date: June 16, 2006

By: /s/ Patrick Gonsalves  
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Patrick Gonsalves  
Deputy Secretary

BARCLAYS BANK PLC  
(Registrant)

Date: June 16, 2006

By: /s/ Patrick Gonsalves  
-----  
Patrick Gonsalves  
Joint Secretary

16th June 2006

## BARCLAYS PLC

### GROUP REPORTING CHANGES IN 2006

Barclays PLC today announces the impact of certain changes in Group structure and reporting on 2005 and 2004 results, as advised in the conference call for the Trading Update on 25th May 2006. Barclays has realigned a number of reportable business segments based on the reorganisation of certain portfolios to better reflect the type of client served, the nature of the products offered and the associated risks and rewards. The Group's policy for the internal cost of funding and the segmental disclosure of risk weighted assets was also revised with effect from 1st January 2006. The restatements have no impact on the Group Income Statement or Balance Sheet. The 2005 and 2004 results for all the businesses are restated on pages 4 to 37 to show the effects of all of these changes.

#### Group structure changes - effective 1st January 2006

UK Retail Banking comprises Personal Customers, Local Business (formerly Small Business), UK Premier and Home Finance (formerly Mortgages). A number of smaller business clients previously within UK Business Banking are now managed and reported within UK Retail Banking.

UK Business Banking comprises Larger Business and Medium Business including Asset and Sales Finance. A number of financial institution, large corporate and property clients previously within UK Business Banking are now managed by and reported in Barclays Capital. A number of smaller business clients previously within UK Business Banking are now managed and reported within UK Retail

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Banking. Certain portfolios have been reclassified as businesses in transition and are now managed and reported in Head office functions and other operations.

Barclays Capital has added a number of financial institutions, large corporates and property companies previously managed within UK Business Banking and International Retail and Commercial Banking - Absa.

International Retail and Commercial Banking - Absa. The majority of Absa Corporate and Merchant Banking has been relaunched as Absa Capital and is being managed and reported in Barclays Capital.

Head office functions and other operations. Certain lending portfolios previously managed within UK Business Banking have been reclassified as businesses in transition. These businesses are now centrally managed with the objective of maximising the recovery from these assets.

The structure remains unchanged for: Barclays Global Investors; Wealth Management; Wealth Management - closed life assurance activities; Barclaycard and; International Retail and Commercial Banking excluding Absa.

Changes to internal cost of funding - effective 1st January 2006

All transactions between the businesses are conducted on an arm's length basis. Internal charges and transfer pricing adjustments are reflected in the performance of each business. Head office functions and other operations contains a centralised Treasury function which manages the Group's capital base, generating a net interest income. Previously the net interest income was allocated to the businesses based on the level of economic capital held by each business as a proportion of that held by the Group, which ensured a nil net interest income result in Treasury. The allocation is now determined by applying Treasury's effective rate of return on capital to the average economic capital held by each business. In 2005 this had the effect of retaining a greater proportion of Treasury income within Head office functions and other operations, reflecting the capital and goodwill balances held centrally. This approach has been applied to all businesses. There is no change to the Group's net interest income as previously reported.

Changes to risk weighted assets by business - effective 1st January 2006

Under the Group's securitisation programme, certain portfolios of loans and advances to customers and other assets subject to securitisation or similar risk transfer are adjusted in calculating the Group's risk weighted assets. With effect from 1st January 2006 the costs associated with each securitisation, which were previously held centrally, will be allocated to the relevant businesses. The regulatory capital adjustments arising from the securitisation programme will be attributed to the business which bears the costs. This approach has been applied to all businesses. There is no change to the Group's total risk weighted assets as previously reported.

For further information please contact:

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The information in this announcement does not comprise statutory accounts within the meaning of Section 240 of the Companies Act 1985 (the 'Act'). Statutory accounts for the year ended 31 December 2005, which also include certain information required for the joint Annual Report on Form 20-F of Barclays PLC

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and Barclays Bank PLC to the US Securities and Exchange Commission, have been delivered to the Registrar of Companies in accordance with Section 242 of the Act.

### International Financial Reporting Standards

The Group has applied International Financial Reporting Standards (IFRS) from 1st January 2004, with the exception of the standards relating to financial instruments and insurance contracts which are applied only with effect from 1st January 2005. Therefore the impacts of adopting IAS 32, IAS 39 and IFRS 4 are not included in the 2004 comparatives in accordance with IFRS 1 and financial instruments and insurance contracts are accounted for under UK GAAP in 2004.

The results for 2005 are therefore not entirely comparable to those for 2004 in affected areas. For a fuller disclosure of the transitional impacts of IFRS, please refer to the 2005 Annual Report, which contains re-measurement and reclassification reconciliations in the Notes to the Accounts. A summary of the Group's significant accounting policies can also be found in the 2005 Annual Report. The financial information in this announcement has been prepared in accordance with these accounting policies. Dashes have been used to indicate where changes in policy cause an item to be not applicable and where there is no amount to report.

### Business analysis of profit before tax net of restatements

	2005 as published GBPm	Changes to internal cost of funding GBPm	Group structure changes GBPm	2005 restated GBPm	2004 restated GBPm
UK Banking	2,455	(82)	(173)	2,200	2,086
UK Retail Banking	1,027	(35)	48	1,040	1,002
UK Business Banking	1,428	(47)	(221)	1,160	1,084
Barclays Capital	1,272	(33)	192	1,431	1,142
Barclays Global Investors	542	(2)	-	540	336
Wealth Management	172	(6)	-	166	108
Wealth Management - closed life assurance activities	(6)	(1)	-	(7)	(53)
Barclaycard	687	(47)	-	640	830
International Retail and Commercial Banking	690	(18)	(39)	633	288
International Retail and Commercial Banking - ex Absa	355	(20)	-	335	288
International Retail and Commercial Banking - Absal,2	335	2	(39)	298	-
Head office functions and other operations	(532)	189	20	(323)	(157)
Profit before tax	5,280	-	-	5,280	4,580

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Post-tax return on average shareholders' equity	21.1%	21.1%	21.7%
Cost:income ratio <sup>3</sup>	61%	61%	61%
Cost:net income ratio <sup>4</sup>	67%	67%	66%

1 Period from 27th July until 31st December 2005.

2 In 2005, International Retail and Commercial Banking - Absa bore an internal charge equivalent to Barclays cost of funding the acquisition of the business. The net impact of this policy in 2005 was similar to that reflected in this document, resulting in a modest change in internal cost of funding relative to that experienced by other businesses.

3 The cost:income ratio is defined as operating expenses compared to total income net of insurance claims.

4 The cost:net income ratio is defined as operating expenses compared to total income net of insurance claims, less impairment charges.

### UK Banking

	2005 as published GBPm	Changes to internal cost of funding GBPm	Group structure changes GBPm	2005 restated GBPm	2004 restated GBPm
Net interest income	3,990	(82)	(164)	3,744	3,348
Net fee and commission income	1,776	-	(56)	1,720	1,855
Net trading income	-	-	-	-	-
Net investment income	31	-	(5)	26	-
Principal transactions	31	-	(5)	26	-
Net premiums from insurance contracts	280	-	-	280	249
Other income	26	-	7	33	43
Total income	6,103	(82)	(218)	5,803	5,495
Net claims and benefits on insurance contracts	(58)	-	-	(58)	(46)
Total income net of insurance claims	6,045	(82)	(218)	5,745	5,449
Impairment charge and other credit provisions	(344)	-	17	(327)	(188)
Net income	5,701	(82)	(201)	5,418	5,261
Operating expenses excluding amortisation of intangible assets	(3,240)	-	28	(3,212)	(3,220)

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Amortisation of intangible assets	(3)	-	-	(3)	(2)
Operating expenses	(3,243)	-	28	(3,215)	(3,222)
Share of post-tax results of associates and joint ventures	(3)	-	-	(3)	5
Profit on disposal of associates and joint ventures	-	-	-	-	42
Profit before tax	2,455	(82)	(173)	2,200	2,086
Cost:income ratio <sup>1</sup>	54%			56%	59%
Cost:net income ratio <sup>2</sup>	57%			59%	61%
Return on average economic capital	33%			33%	35%
Loans and advances to customers	GBP129.1bn			GBP118.2bn	GBP106.7bn
Customer accounts	GBP133.6bn			GBP129.7bn	GBP111.1bn
Staff numbers	39,900			39,800	41,700
Total assets	GBP141.2bn			GBP130.3bn	GBP114.9bn
Risk weighted assets	GBP94.2bn			GBP79.9bn	GBP80.5bn

1 The cost:income ratio is defined as operating expenses compared to total income net of insurance claims.

2 The cost:net income ratio is defined as operating expenses compared to total income net of insurance claims, less impairment charges.

UK Retail Banking

	2005 as published GBPm	Changes to internal cost of funding GBPm	Group structure changes GBPm	2005 restated GBPm	2004 restated GBPm
Net interest income	2,174	(35)	69	2,208	2,107
Net fee and commission income	1,112	-	19	1,131	1,149
Net trading income	-	-	-	-	-
Net investment income	9	-	-	9	-
Principal transactions	9	-	-	9	-
Net premiums from insurance contracts	280	-	-	280	249
Other income	17	-	(1)	16	29
Total income	3,592	(35)	87	3,644	3,534
Net claims and benefits on insurance contracts	(58)	-	-	(58)	(46)

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Total income net of insurance claims	3,534	(35)	87	3,586	3,488
Impairment charge and other credit provisions	(142)	-	(8)	(150)	(69)
Net income	3,392	(35)	79	3,436	3,419
Operating expenses	(2,359)	-	(31)	(2,390)	(2,461)
Share of post-tax results of associates and joint ventures	(6)	-	-	(6)	2
Profit on disposal of associates and joint ventures	-	-	-	-	42
Profit before tax	1,027	(35)	48	1,040	1,002
Cost:income ratio <sup>1</sup>	67%			67%	71%
Cost:net income ratio <sup>2</sup>	70%			70%	72%
Return on average economic capital	34%			35%	32%
Loans and advances to customers	GBP63.6bn			GBP64.8bn	GBP66.7bn
Customer accounts	GBP77.6bn			GBP78.8bn	GBP73.6bn
Staff numbers	31,900			32,000	34,500
Total assets	GBP69.2bn			GBP70.4bn	GBP72.7bn
Risk weighted assets	GBP32.3bn			GBP32.8bn	GBP38.2bn

1 The cost:income ratio is defined as operating expenses compared to total income net of insurance claims.

2 The cost:net income ratio is defined as operating expenses compared to total income net of insurance claims, less impairment charges.

UK Business Banking

	2005 as published GBPm	Changes to internal cost of funding GBPm	Group structure changes GBPm	2005 restated GBPm	2004 restated GBPm
Net interest income	1,816	(47)	(233)	1,536	1,241
Net fee and commission income	664	-	(75)	589	706
Net trading income	-	-	-	-	-
Net investment income	22	-	(5)	17	-

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Principal transactions	22	-	(5)	17	-
Other income	9	-	8	17	14
Total income	2,511	(47)	(305)	2,159	1,961
Impairment charge and other credit provisions	(202)	-	25	(177)	(119)
Net income	2,309	(47)	(280)	1,982	1,842
Operating expenses excluding amortisation of intangible assets	(881)	-	59	(822)	(759)
Amortisation of intangible assets	(3)	-	-	(3)	(2)
Operating expenses	(884)	-	59	(825)	(761)
Share of post-tax results of associates and joint ventures	3	-	-	3	3
Profit before tax	1,428	(47)	(221)	1,160	1,084
Cost:income ratio1	35%			38%	39%
Cost:net income ratio2	38%			42%	41%
Return on average economic capital	32%			31%	37%
Loans and advances to customers	GBP65.5bn			GBP53.4bn	GBP40.0bn
Customer accounts	GBP56.0bn			GBP50.9bn	GBP37.5bn
Staff numbers	8,000			7,800	7,200
Total assets	GBP72.0bn			GBP59.9bn	GBP42.2bn
Risk weighted assets	GBP61.9bn			GBP47.1bn	GBP42.3bn

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1 The cost:income ratio is defined as operating expenses compared to total income net of insurance claims.

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### Barclays Capital

	2005 as published GBPm	Changes to internal cost of funding GBPm	Group structure changes GBPm	2005 restated GBPm	2004 restated GBPm
Net interest income	926	(33)	172	1,065	1,068
Net fee and commission income	724	-	52	776	670
Net trading income	2,194	-	37	2,231	1,463
Net investment income	401	-	12	413	302
Principal transactions	2,595	-	49	2,644	1,765
Other income	25	-	(5)	20	15
Total income	4,270	(33)	268	4,505	3,518
Impairment charge and other credit provisions	(103)	-	(8)	(111)	(106)
Net income	4,167	(33)	260	4,394	3,412
Operating expenses excluding amortisation of intangible assets	(2,894)	-	(67)	(2,961)	(2,270)
Amortisation of intangible assets	(1)	-	(1)	(2)	-
Operating expenses	(2,895)	-	(68)	(2,963)	(2,270)
Profit before tax	1,272	(33)	192	1,431	1,142
Cost:income ratio	68%			66%	65%
Cost:net					

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income ratio <sup>2</sup>	69%	67%	67%
Return on average economic capital	34%	34%	34%
Average net income per member of staff ('000)	GBP496	GBP498	GBP490
Staff numbers	9,000	9,900	7,900
Total assets	GBP581.9bn	GBP601.2bn	GBP353.2bn
Risk weighted assets	GBP96.1bn	GBP116.7bn	GBP90.1bn

1 The cost:income ratio is defined as operating expenses compared to total income net of insurance claims.

2 The cost:net income ratio is defined as operating expenses compared to total income net of insurance claims, less impairment charges.

Barclays Global Investors

	2005 as published GBPm	Changes to internal cost of funding GBPm	Group structure changes GBPm	2005 restated GBPm	2004 restated GBPm
Net interest income	17	(2)	-	15	5
Net fee and commission income	1,297	-	-	1,297	882
Net trading income	2	-	-	2	3
Net investment income	4	-	-	4	3
Principal transactions	6	-	-	6	6
Other income	-	-	-	-	-
Total income	1,320	(2)	-	1,318	893
Operating expenses					

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excluding amortisation of intangible assets	(775)	-	-	(775)	(555)
Amortisation of intangible assets	(4)	-	-	(4)	(1)
Operating expenses	(779)	-	-	(779)	(556)
Share of post-tax results of associates and joint ventures	1	-	-	1	(2)
Profit on disposal of associates and joint ventures	-	-	-	-	1
Profit before tax	542	(2)	-	540	336
Cost:income ratio <sup>1</sup>	59%			59%	62%
Return on average economic capital	248%			248%	166%
Average income per member of staff ('000)	629			GBP628	GBP464
Staff numbers	2,300			2,300	1,900
Total assets	GBP80.9bn			GBP80.9bn	GBP1.0bn
Risk weighted assets	GBP1.7bn			GBP1.5bn	GBP1.2bn

1 The cost:income ratio is defined as operating expenses compared to total income net of insurance claims.

Wealth Management

2005 as	Changes to internal cost of	Group structure	2005	2004
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	published GBPm	funding GBPm	changes GBPm	restated GBPm	restated GBPm
Net interest income	335	(6)	-	329	301
Net fee and commission income	589	-	-	589	529
Net trading income	-	-	-	-	-
Net investment income	5	-	-	5	-
Principal transactions	5	-	-	5	-
Other income	(1)	-	-	(1)	7
Total income	928	(6)	-	922	837
Impairment charge and other credit provisions	(2)	-	-	(2)	1
Net income	926	(6)	-	920	838
Operating expenses excluding amortisation of intangible assets	(752)	-	-	(752)	(729)
Amortisation of intangible assets	(2)	-	-	(2)	(1)
Operating expenses	(754)	-	-	(754)	(730)
Profit before tax	172	(6)	-	166	108
Cost:income ratio1	81%			82%	87%
Cost:net income ratio2	81%			82%	87%
Return on average economic capital	38%			38%	31%
Loans and advances to customers	GBP4.7bn			GBP4.7bn	GBP4.1bn
Customer accounts	GBP23.1bn			GBP23.1bn	GBP21.3bn
Staff					

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numbers	7,200	7,200	7,200
Total assets	GBP6.1bn	GBP6.1bn	GBP5.6bn
Risk weighted assets	GBP4.5bn	GBP4.1bn	GBP4.0bn

1 The cost:income ratio is defined as operating expenses compared to total income net of insurance claims.

2 The cost:net income ratio is defined as operating expenses compared to total income net of insurance claims, less impairment charges.

Wealth Management - closed life assurance activities

	2005 as published GBPm	Changes to internal cost of funding GBPm	Group structure changes GBPm	2005 restated GBPm	2004 restated GBPm
Net interest expense	(13)	(1)	-	(14)	(54)
Net fee and commission income	44	-	-	44	-
Net trading income	-	-	-	-	-
Net investment income	259	-	-	259	596
Principal transactions	259	-	-	259	596
Net premiums from insurance contracts	195	-	-	195	362
Other income	11	-	-	11	4
Total income	496	(1)	-	495	908
Net claims and benefits on insurance contracts	(375)	-	-	(375)	(818)
Total income net of insurance claims	121	(1)	-	120	90

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Operating expenses	(127)	-	-	(127)	(143)
Loss before tax	(6)	(1)	-	(7)	(53)
Return on average economic capital	(3)%			(3)%	(53)%
Total assets	GBP7.3bn			GBP7.3bn	GBP6.4bn

Barclaycard

	2005 as published GBPm	Changes to internal cost of funding GBPm	Group structure changes GBPm	2005 restated GBPm	2004 restated GBPm
Net interest income	1,773	(47)	-	1,726	1,587
Net fee and commission income	972	-	-	972	790
Net premiums from insurance contracts	24	-	-	24	22
Total income	2,769	(47)	-	2,722	2,399
Net claims and benefits on insurance contracts	(7)	-	-	(7)	(5)
Total income net of insurance claims	2,762	(47)	-	2,715	2,394
Impairment charge and other credit provisions	(1,098)	-	-	(1,098)	(761)
Net income	1,664	(47)	-	1,617	1,633
Operating expenses excluding amortisation of intangible assets	(961)	-	-	(961)	(804)
Amortisation of intangible assets	(17)	-	-	(17)	(3)
Operating					

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expenses	(978)	-	-	(978)	(807)
Share of post-tax results of associates and joint ventures	1	-	-	1	4
Profit before tax	687	(47)	-	640	830
Cost:income ratio1	35%			36%	34%
Cost:net income ratio2	59%			60%	49%
Return on average economic capital	16%			16%	24%
Loans and advances to customers	GBP24.0bn			GBP24.0bn	GBP22.3bn
Staff numbers	7,800			7,800	6,700
Total assets	GBP25.8bn			GBP25.8bn	GBP23.4bn
Risk weighted assets	GBP20.4bn			GBP21.8bn	GBP20.2bn

1 The cost:income ratio is defined as operating expenses compared to total income net of insurance claims.

2 The cost:net income ratio is defined as operating expenses compared to total income net of insurance claims, less impairment charges.

International Retail and Commercial Banking

	2005 as published GBPm	Changes to internal cost of funding GBPm	Group structure changes GBPm	2005 restated GBPm	2004 restated GBPm
Net interest income	1,096	(18)	(28)	1,050	529
Net fee and					

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commission income	711	-	(6)	705	288
	-----	-----	-----	-----	-----
Net trading income	40	-	(37)	3	-
Net investment income	150	-	(7)	143	135
	-----	-----	-----	-----	-----
Principal transactions	190	-	(44)	146	135
Net premiums from insurance contracts	227	-	-	227	300
Other income	62	-	(2)	60	25
	-----	-----	-----	-----	-----
Total income	2,286	(18)	(80)	2,188	1,277
Net claims and benefits on insurance contracts	(205)	-	-	(205)	(390)
	-----	-----	-----	-----	-----
Total income net of insurance claims	2,081	(18)	(80)	1,983	887
Impairment charge and other credit provisions	(33)	-	1	(32)	(31)
	-----	-----	-----	-----	-----
Net income	2,048	(18)	(79)	1,951	856
	-----	-----	-----	-----	-----
Operating expenses excluding amortisation of intangible assets	(1,356)	-	39	(1,317)	(616)
Amortisation of intangible assets	(48)	-	1	(47)	(1)
	-----	-----	-----	-----	-----
Operating expenses	(1,404)	-	40	(1,364)	(617)
Share of post-tax results of associates and joint ventures	46	-	-	46	49
	-----	-----	-----	-----	-----
Profit before tax	690	(18)	(39)	633	288
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Cost:income ratio1	67%			69%	70%
Cost:net income ratio2	69%			70%	72%
Return on					

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average economic capital	23%	23%	21%
Loans and advances to customers	GBP54.3bn	GBP49.3bn	GBP20.7bn
Customer accounts	GBP33.4bn	GBP22.6bn	GBP10.1bn
Staff numbers	46,200	45,400	12,100
Total assets	GBP73.6bn	GBP63.6bn	GBP28.5bn
Risk weighted assets	GBP50.1bn	GBP41.2bn	GBP19.3bn

1 The cost:income ratio is defined as operating expenses compared to total income net of insurance claims.

2 The cost:net income ratio is defined as operating expenses compared to total income net of insurance claims, less impairment charges.

International Retail and Commercial Banking - excluding Absa

	2005 as published GBPm	Changes to internal cost of funding GBPm	Group structure changes GBPm	2005 restated GBPm	2004 restated GBPm
Net interest income	582	(20)	-	562	529
Net fee and commission income	377	-	-	377	288
Net trading income	31	-	-	31	-
Net investment income	88	-	-	88	135
Principal transactions	119	-	-	119	135
Net premiums from insurance contracts	129	-	-	129	300
Other income	23	-	-	23	25
Total income	1,230	(20)	-	1,210	1,277

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Net claims and benefits on insurance contracts	(161)	-	-	(161)	(390)
Total income net of insurance claims	1,069	(20)	-	1,049	887
Impairment charge and other credit provisions	(13)	-	-	(13)	(31)
Net income	1,056	(20)	-	1,036	856
Operating expenses excluding amortisation of intangible assets	(734)	-	-	(734)	(616)
Amortisation of intangible assets	(6)	-	-	(6)	(1)
Operating expenses	(740)	-	-	(740)	(617)
Share of post-tax results of associates and joint ventures	39	-	-	39	49
Profit before tax	355	(20)	-	335	288
Cost:income ratio1	69%			71%	70%
Cost:net income ratio2	70%			71%	72%
Return on average economic capital	20%			20%	21%
Loans and advances to customers	GBP25.4bn			GBP25.4bn	GBP20.7bn
Customer accounts	GBP10.4bn			GBP10.4bn	GBP10.1bn
Staff numbers	12,700			12,700	12,100
Total assets	GBP34.2bn			GBP34.2bn	GBP28.5bn
Risk weighted assets	GBP21.6bn			GBP20.4bn	GBP19.3bn

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1 The cost:income ratio is defined as operating expenses compared to total income net of insurance claims.

2 The cost:net income ratio is defined as operating expenses compared to total income net of insurance claims, less impairment charges.

International Retail and Commercial Banking - Absal

	2005 as published GBPm	Changes to internal cost of funding <sup>2</sup> GBPm	Group structure changes GBPm	2005 restated GBPm
Net interest income	514	2	(28)	488
Net fee and commission income	334	-	(6)	328
Net trading income	9	-	(37)	(28)
Net investment income	62	-	(7)	55
Principal transactions	71	-	(44)	27
Net premiums from insurance contracts	98	-	-	98
Other income	39	-	(2)	37
Total income	1,056	2	(80)	978
Net claims and benefits on insurance contracts	(44)	-	-	(44)
Total income net of insurance claims	1,012	2	(80)	934
Impairment charge and other credit provisions	(20)	-	1	(19)
Net income	992	2	(79)	915
Operating expenses excluding amortisation of intangible assets	(622)	-	39	(583)
Amortisation of intangible assets	(42)	-	1	(41)
Operating expenses	(664)	-	40	(624)
Share of post-tax results of associates and joint ventures	7	-	-	7
Profit before tax	335	2	(39)	298

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Cost:income ratio <sup>3</sup>	66%	67%
Cost:net income ratio <sup>4</sup>	67%	68%
Return on average economic capital	33%	36%
Loans and advances to customers	GBP28.9bn	GBP23.9bn
Customer accounts	GBP23.0bn	GBP12.2bn
Staff numbers	33,500	32,700
Total assets	GBP39.4bn	GBP29.4bn
Risk weighted assets	GBP28.4bn	GBP20.8bn

1 Period from 27th July until 31st December 2005.

2 In 2005, International Retail and Commercial Banking - Absa bore an internal charge equivalent to Barclays cost of funding the acquisition of the business. The net impact of this policy in 2005 was similar to that reflected in this document, resulting in a modest change in internal cost of funding relative to that experienced by other businesses.

3 The cost:income ratio is defined as operating expenses compared to total income net of insurance claims.

4 The cost:net income ratio is defined as operating expenses compared to total income net of insurance claims, less impairment charges.

Head office functions and other operations

	2005 as published GBPm	Changes to internal cost of funding GBPm	Group structure changes GBPm	2005 restated GBPm	2004 restated GBPm
Net interest (expense)/ income	(49)	189	20	160	49
Net fee and commission expense	(408)	-	10	(398)	(167)
Net trading income	85	-	-	85	21
Net investment income	8	-	-	8	(9)
Principal transactions	93	-	-	93	12
Net premiums from insurance contracts	146	-	-	146	109
Other income	24	-	-	24	37

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Total income	(194)	189	30	25	40
Impairment release/ (charge) and other credit provisions	9	-	(10)	(1)	(8)
Net loss/ (income)	(185)	189	20	24	32
Operating expenses excluding amortisation of intangible assets	(343)	-	-	(343)	(177)
Amortisation of intangible assets	(4)	-	-	(4)	(14)
Operating expenses	(347)	-	-	(347)	(191)
Profit on disposal of associates and joint ventures					2
Loss before tax	(532)	189	20	(323)	(157)
Staff numbers	900			900	900
Total assets	GBP7.7bn			GBP9.3bn	GBP5.1bn
Risk weighted assets	GBP2.2bn			GBP4.0bn	GBP3.3bn

Risk weighted assets

	2005 as Published GBPm	Impact of securitisation GBPm	Group structure changes GBPm	2005 restated GBPm	2004 restated GBPm
UK Banking	94,195	2,467	(16,733)	79,929	80,467
UK Retail Banking	32,298	(684)	1,189	32,803	38,230
UK Business Banking	61,897	3,151	(17,922)	47,126	42,237
Barclays Capital	96,095	(306)	20,888	116,677	90,078
Barclays Global Investors	1,659	(203)	-	1,456	1,230

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Wealth Management	4,467	(406)	-	4,061	4,018
Wealth Management - closed life assurance activities	-	-	-	-	-
Barclaycard	20,438	1,314	-	21,752	20,188
	-----	-----	-----	-----	-----
International Retail and Commercial Banking	50,071	(2,866)	(5,977)	41,228	19,319
	-----	-----	-----	-----	-----
International Retail and Commercial Banking - ex Absa	21,637	(1,243)	-	20,394	19,319
	-----	-----	-----	-----	-----
International Retail and Commercial Banking - Absa	28,434	(1,623)	(5,977)	20,834	-
	-----	-----	-----	-----	-----
Head office functions and other operations	2,223	-	1,822	4,045	3,301
	-----	-----	-----	-----	-----
Risk weighted assets	269,148	-	-	269,148	218,601
	-----	-----	-----	-----	-----

Business analysis of profit before tax net of restatements

		Half-year ended	
		31.12.05	30.06.05
	2005	GBPm	GBPm
	GBPm		
UK Banking	2,200	1,062	1,138
	-----	-----	-----
UK Retail Banking	1,040	492	548
UK Business Banking	1,160	570	590
	-----	-----	-----
Barclays Capital	1,431	681	750
Barclays Global Investors	540	299	241
Wealth Management	166	82	84
Wealth Management - closed life assurance activities	(7)	(4)	(3)
Barclaycard	640	294	346
International Retail and Commercial Banking	633	459	174
	-----	-----	-----
International Retail and Commercial Banking - ex Absa	335	161	174

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International Retail and Commercial Banking - Absal	298	298	-
Head office functions and other operations	(323)	(283)	(40)
Profit before tax	5,280	2,590	2,690

1 Period from 27th July until 31st December 2005.

UK Banking	Half-year ended		
	2005 GBPm	31.12.05 GBPm	30.06.05 GBPm
Net interest income	3,744	1,960	1,784
Net fee and commission income	1,720	879	841
Net trading income	-	2	(2)
Net investment income	26	9	17
Principal transactions	26	11	15
Net premiums from insurance contracts	280	139	141
Other income	33	13	20
Total income	5,803	3,002	2,801
Net claims and benefits on insurance contracts	(58)	(25)	(33)
Total income net of insurance claims	5,745	2,977	2,768
Impairment charge and other credit provisions	(327)	(188)	(139)
Net income	5,418	2,789	2,629
Operating expenses excluding amortisation of intangible assets	(3,212)	(1,728)	(1,484)
Amortisation of intangible assets	(3)	(2)	(1)
Operating expenses	(3,215)	(1,730)	(1,485)
Share of post-tax results of associates and joint ventures	(3)	3	(6)
Profit before tax	2,200	1,062	1,138
Cost:income ratio <sup>1</sup>	56%	58%	54%
Cost:net income ratio <sup>2</sup>	59%	62%	57%
Return on average economic capital	33%	33%	33%
Loans and advances to customers		GBP118.2bn	GBP117.1bn
Customer accounts		GBP129.7bn	GBP126.8bn
Staff numbers		39,800	40,600
Total assets		GBP130.3bn	GBP129.1bn
Risk weighted assets		GBP79.9bn	GBP83.6bn

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1 The cost:income ratio is defined as operating expenses compared to total income net of insurance claims.

2 The cost:net income ratio is defined as operating expenses compared to total income net of insurance claims, less impairment charges.

UK Retail Banking	Half-year ended		
	2005	31.12.05	30.06.05
	GBPm	GBPm	GBPm
Net interest income	2,208	1,158	1,050
Net fee and commission income	1,131	572	559
Net trading income	-	-	-
Net investment income	9	-	9
Principal transactions	9	-	9
Net premiums from insurance contracts	280	139	141
Other income	16	4	12
Total income	3,644	1,873	1,771
Net claims and benefits on insurance contracts	(58)	(25)	(33)
Total income net of insurance claims	3,586	1,848	1,738
Impairment charge and other credit provisions	(150)	(75)	(75)
Net income	3,436	1,773	1,663
Operating expenses	(2,390)	(1,282)	(1,108)
Share of post-tax results of associates and joint ventures	(6)	1	(7)
Profit before tax	1,040	492	548
Cost:income ratio <sup>1</sup>	67%	69%	64%
Cost:net income ratio <sup>2</sup>	70%	72%	67%
Return on average economic capital	35%	37%	33%
Loans and advances to customers		GBP64.8bn	GBP66.0bn
Customer accounts		GBP78.8bn	GBP75.4bn
Staff numbers		32,000	33,000
Total assets		GBP70.4bn	GBP71.5bn
Risk weighted assets		GBP32.8bn	GBP37.1bn

1 The cost:income ratio is defined as operating expenses compared to total income net of insurance claims.

2 The cost:net income ratio is defined as operating expenses compared to total income net of insurance claims, less impairment charges.

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UK Business Banking	Half-year ended		
	2005 GBPm	31.12.05 GBPm	30.06.05 GBPm
Net interest income	1,536	802	734
Net fee and commission income	589	307	282
Net trading income	-	2	(2)
Net investment income	17	9	8
Principal transactions	17	11	6
Other income	17	9	8
Total income	2,159	1,129	1,030
Impairment charge and other credit provisions	(177)	(113)	(64)
Net income	1,982	1,016	966
Operating expenses excluding amortisation of intangible assets	(822)	(446)	(376)
Amortisation of intangible assets	(3)	(2)	(1)
Operating expenses	(825)	(448)	(377)
Share of post-tax results of associates and joint ventures	3	2	1
Profit before tax	1,160	570	590
Cost:income ratio <sup>1</sup>	38%	40%	37%
Cost:net income ratio <sup>2</sup>	42%	44%	39%
Return on average economic capital	31%	30%	33%
Loans and advances to customers		GBP53.4bn	GBP51.1bn
Customer accounts		GBP50.9bn	GBP51.4bn
Staff numbers		7,800	7,600
Total assets		GBP59.9bn	GBP57.6bn
Risk weighted assets		GBP47.1bn	GBP46.5bn

1 The cost:income ratio is defined as operating expenses compared to total income net of insurance claims.

2 The cost:net income ratio is defined as operating expenses compared to total income net of insurance claims, less impairment charges.

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	2005 GBPm	31.12.05 GBPm	30.06.05 GBPm
Net interest income	1,065	540	525
Net fee and commission income	776	403	373
Net trading income	2,231	1,116	1,115
Net investment income	413	253	160
Principal transactions	2,644	1,369	1,275
Other income	20	12	8
Total income	4,505	2,324	2,181
Impairment charge and other credit provisions	(111)	(59)	(52)
Net income	4,394	2,265	2,129
Operating expenses excluding amortisation of intangible assets	(2,961)	(1,583)	(1,378)
Amortisation of intangible assets	(2)	(1)	(1)
Operating expenses	(2,963)	(1,584)	(1,379)
Profit before tax	1,431	681	750
Cost:income ratio <sup>1</sup>	66%	68%	63%
Cost:net income ratio <sup>2</sup>	67%	70%	65%
Return on average economic capital	34%	30%	38%
Average net income per member of staff ('000)	GBP498	GBP242	GBP259
Staff numbers		9,900	8,400
Total assets		GBP601.2bn	GBP573.1bn
Risk weighted assets		GBP116.7bn	GBP107.2bn

1 The cost:income ratio is defined as operating expenses compared to total income net of insurance claims.

2 The cost:net income ratio is defined as operating expenses compared to total income net of insurance claims, less impairment charges.

Barclays Global Investors

	2005 GBPm	Half-year ended	
		31.12.05 GBPm	30.06.05 GBPm
Net interest income	15	9	6
Net fee and commission income	1,297	727	570
Net trading income	2	-	2
Net investment income	4	-	4

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Principal transactions	6	-	6
Other income	-	-	-
	-----	-----	-----
Total income	1,318	736	582
	-----	-----	-----
Operating expenses excluding amortisation of intangible assets	(775)	(435)	(340)
Amortisation of intangible assets	(4)	(2)	(2)
	-----	-----	-----
Operating expenses	(779)	(437)	(342)
Share of post-tax results of associates and joint ventures	1	-	1
Profit on disposal of associates and joint ventures	-	-	-
	-----	-----	-----
Profit before tax	540	299	241
	-----	-----	-----
Cost:income ratio <sup>1</sup>	59%	59%	59%
Return on average economic capital	248%	282%	214%
Average income per member of staff ('000)	GBP628	GBP330	GBP298
Staff numbers		2,300	2,100
Total assets		GBP80.9bn	GBP68.9bn
Risk weighted assets		GBP1.5bn	GBP1.4bn

1 The cost:income ratio is defined as operating expenses compared to total income net of insurance claims.

Wealth Management	2005 GBPm	Half-year ended	
		31.12.05 GBPm	30.06.05 GBPm
Net interest income	329	169	160
Net fee and commission income	589	306	283
	-----	-----	-----
Net trading income	-	-	-
Net investment income	5	-	5
	-----	-----	-----
Principal transactions	5	-	5
Other income	(1)	-	(1)
	-----	-----	-----
Total income	922	475	447
Impairment charge and other credit provisions	(2)	(1)	(1)
	-----	-----	-----
Net income	920	474	446
	-----	-----	-----
Operating expenses excluding amortisation of intangible assets	(752)	(391)	(361)
Amortisation of intangible assets	(2)	(1)	(1)
	-----	-----	-----
Operating expenses	(754)	(392)	(362)
	-----	-----	-----
Profit before tax	166	82	84
	-----	-----	-----

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Cost:income ratio1	82%	83%	81%
Cost:net income ratio2	82%	83%	81%
Return on average economic capital	38%	42%	35%
Loans and advances to customers		GBP4.7bn	GBP4.4bn
Customer accounts		GBP23.1bn	GBP22.5bn
Staff numbers		7,200	7,200
Total assets		GBP6.1bn	GBP5.8bn
Risk weighted assets		GBP4.1bn	GBP4.5bn

1 The cost:income ratio is defined as operating expenses compared to total income net of insurance claims.

2 The cost:net income ratio is defined as operating expenses compared to total income net of insurance claims, less impairment charges.

Wealth Management - closed life assurance activities		Half-year ended	
	2005	31.12.05	30.06.05
	GBPm	GBPm	GBPm
Net interest (expense)/income	(14)	2	(16)
Net fee and commission income	44	26	18
	-----	-----	-----
Net trading income	-	-	-
Net investment income	259	144	115
	-----	-----	-----
Principal transactions	259	144	115
Net premiums from insurance contracts	195	95	100
Other income	11	10	1
	-----	-----	-----
Total income	495	277	218
Net claims and benefits on insurance contracts	(375)	(208)	(167)
	-----	-----	-----
Total income net of insurance claims	120	69	51
Operating expenses	(127)	(73)	(54)
	-----	-----	-----
Loss before tax	(7)	(4)	(3)
	-----	-----	-----
Return on average economic capital	(3)%	11%	(18)%
Total assets		GBP7.3bn	GBP6.7bn

Barclaycard		Half-year ended	
	2005	31.12.05	30.06.05
	GBPm	GBPm	GBPm
Net interest income	1,726	896	830

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Net fee and commission income	972	518	454
Net premiums from insurance contracts	24	14	10
Total income	2,722	1,428	1,294
Net claims and benefits on insurance contracts	(7)	(5)	(2)
Total income net of insurance claims	2,715	1,423	1,292
Impairment charge and other credit provisions	(1,098)	(590)	(508)
Net income	1,617	833	784
Operating expenses excluding amortisation of intangible assets	(961)	(531)	(430)
Amortisation of intangible assets	(17)	(8)	(9)
Operating expenses	(978)	(539)	(439)
Share of post-tax results of associates and joint ventures	1	-	1
Profit before tax	640	294	346
Cost:income ratio <sup>1</sup>	36%	38%	34%
Cost:net income ratio <sup>2</sup>	60%	65%	56%
Return on average economic capital	16%	14%	18%
Loans and advances to customers		GBP24.0bn	GBP23.1bn
Staff numbers		7,800	7,200
Total assets		GBP25.8bn	GBP24.2bn
Risk weighted assets		GBP21.8bn	GBP21.3bn

1 The cost:income ratio is defined as operating expenses compared to total income net of insurance claims.

2 The cost:net income ratio is defined as operating expenses compared to total income net of insurance claims, less impairment charges.

International Retail and Commercial Banking	2005 GBPm	Half-year ended	
		31.12.05 GBPm	30.06.05 GBPm
Net interest income	1,050	776	274
Net fee and commission income	705	534	171
Net trading income	3	(3)	6
Net investment income	143	76	67
Principal transactions	146	73	73
Net premiums from insurance contracts	227	167	60
Other income	60	46	14

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Total income	2,188	1,596	592
Net claims and benefits on insurance contracts	(205)	(120)	(85)
	-----	-----	-----
Total income net of insurance claims	1,983	1,476	507
Impairment charge and other credit provisions	(32)	(24)	(8)
	-----	-----	-----
Net income	1,951	1,452	499
	-----	-----	-----
Operating expenses excluding amortisation of intangible assets	(1,317)	(974)	(343)
Amortisation of intangible assets	(47)	(45)	(2)
	-----	-----	-----
Operating expenses	(1,364)	(1,019)	(345)
Share of post-tax results of associates and joint ventures	46	26	20
	-----	-----	-----
Profit before tax	633	459	174
	-----	-----	-----
Cost:income ratio <sup>1</sup>	69%	69%	68%
Cost:net income ratio <sup>2</sup>	70%	70%	69%
Return on average economic capital	23%	24%	22%
Loans and advances to customers		GBP49.3bn	GBP21.7bn
Customer accounts		GBP22.6bn	GBP9.6bn
Staff numbers		45,400	12,400
Total assets		GBP63.6bn	GBP30.0bn
Risk weighted assets		GBP41.2bn	GBP18.9bn

1 The cost:income ratio is defined as operating expenses compared to total income net of insurance claims.

2 The cost:net income ratio is defined as operating expenses compared to total income net of insurance claims, less impairment charges.

International Retail and Commercial Banking - excluding Absa	2005 GBPm	Half-year ended	
		31.12.05 GBPm	30.06.05 GBPm
Net interest income	562	288	274
Net fee and commission income	377	206	171
	-----	-----	-----
Net trading income	31	25	6
Net investment income	88	21	67
	-----	-----	-----
Principal transactions	119	46	73
Net premiums from insurance contracts	129	69	60
Other income	23	9	14
	-----	-----	-----
Total income	1,210	618	592
Net claims and benefits on insurance contracts	(161)	(76)	(85)

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Total income net of insurance claims	1,049	542	507
Impairment charge and other credit provisions	(13)	(5)	(8)
Net income	1,036	537	499
Operating expenses excluding amortisation of intangible assets	(734)	(391)	(343)
Amortisation of intangible assets	(6)	(4)	(2)
Operating expenses	(740)	(395)	(345)
Share of post-tax results of associates and joint ventures	39	19	20
Profit before tax	335	161	174
Cost:income ratio1	71%	73%	68%
Cost:net income ratio2	71%	74%	69%
Return on average economic capital	20%	17%	22%
Loans and advances to customers		GBP25.4bn	GBP21.7bn
Customer accounts		GBP10.4bn	GBP9.6bn
Staff numbers		12,700	12,400
Total assets		GBP34.2bn	GBP30.0bn
Risk weighted assets		GBP20.4bn	GBP18.9bn

1 The cost:income ratio is defined as operating expenses compared to total income net of insurance claims.

2 The cost:net income ratio is defined as operating expenses compared to total income net of insurance claims, less impairment charges.

International Retail and Commercial Banking - Absa

	Period from 27th July until 31st December 2005 GBPm
Net interest income	488
Net fee and commission income	328
Net trading income	(28)
Net investment income	55
Principal transactions	27
Net premiums from insurance contracts	98
Other income	37
Total income	978
Net claims and benefits on insurance contracts	(44)
Total income net of insurance claims	934
Impairment charge and other credit provisions	(19)

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Net income	915
Operating expenses excluding amortisation of intangible assets	(583)
Amortisation of intangible assets	(41)
Operating expenses	(624)
Share of post-tax results of associates and joint ventures	7
Profit before tax	298
Cost:income ratio <sup>1</sup>	67%
Cost:net income ratio <sup>2</sup>	68%
Return on average economic capital	36%
Loans and advances to customers	GBP23.9bn
Customer accounts	GBP12.2bn
Staff numbers	32,700
Total assets	GBP29.4bn
Risk weighted assets	GBP20.8bn

1 The cost:income ratio is defined as operating expenses compared to total income net of insurance claims.

2 The cost:net income ratio is defined as operating expenses compared to total income net of insurance claims, less impairment charges.

Head office functions and other operations	2005 GBPm	Half-year ended	
		31.12.05 GBPm	30.06.05 GBPm
Net interest (expense)/income	160	23	137
Net fee and commission expense	(398)	(228)	(170)
Net trading income	85	30	55
Net investment income	8	3	5
Principal transactions	93	33	60
Net premiums from insurance contracts	146	86	60
Other income	24	17	7
Total income	25	(69)	94
Impairment release/(charge) and other credit provisions	(1)	(3)	2
Net income/(loss)	24	(72)	96
Operating expenses excluding amortisation of intangible assets	(343)	(208)	(135)
Amortisation of intangible assets	(4)	(3)	(1)
Operating expenses	(347)	(211)	(136)

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Loss before tax	(323)	(283)	(40)
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Staff numbers		900	900
Total assets		GBP9.3bn	GBP12.4bn
Risk weighted assets		GBP4.0bn	GBP5.6bn

Restated business margins

Margin

	Full-year 31.12.05 %	Half-year 30.06.05 %	Full-year 31.12.04 %
UK Retail Banking assets	0.92	0.83	0.78
UK Retail Banking liabilities	1.99	2.01	2.14
UK Business Banking assets	1.87	1.87	1.56
UK Business Banking liabilities	1.46	1.54	1.58
Wealth Management assets	0.99	0.98	0.97
Wealth Management liabilities	1.04	1.06	1.07
Barclaycard assets	6.59	6.48	6.84
Barclaycard assets - cards	7.96	7.56	7.34
Barclaycard assets - loans	4.96	5.15	6.27
International Retail and Commercial Banking assets-ex Absa	1.51	1.42	1.75
International Retail and Commercial Banking liabilities-ex Absa	1.49	1.54	1.43
International Retail and Commercial Banking assets-Absal	1.97	-	-
International Retail and Commercial Banking liabilities-Absal	1.89	-	-

Average balances

	Full-year 31.12.05 GBPm	Half-year 30.06.05 GBPm	Full-year 31.12.04 GBPm
UK Retail Banking assets	66,165	66,511	65,539
UK Retail Banking liabilities	73,473	72,072	69,653
UK Business Banking assets	43,985	42,059	36,764
UK Business Banking liabilities	40,545	39,234	37,442
Wealth Management assets	4,395	4,229	3,580
Wealth Management liabilities	23,430	22,603	21,141
Barclaycard assets	24,246	23,759	21,609
Barclaycard assets - cards	13,180	13,126	11,560
Barclaycard assets - loans	11,066	10,633	10,049
International Retail and Commercial Banking assets-ex Absa	22,889	22,327	17,884
International Retail and Commercial Banking liabilities-ex Absa	9,540	9,633	8,987
International Retail and Commercial Banking assets-Absal	24,134	-	-
International Retail and Commercial Banking liabilities-Absal			

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Banking liabilities-Absa1	16,791	-	-
Business assets total average balance	185,814	158,885	145,376
Business liabilities total average balance	163,779	143,542	137,223

1 This reflects the five month post acquisition period on an annualised basis.

### Restated business net interest income

	Full-year 31.12.05 GBPm	Half-year 30.06.05 GBPm	Full-year 31.12.04 GBPm
UK Retail Banking assets	609	273	510
UK Retail Banking liabilities	1,462	718	1,493
UK Business Banking assets	823	390	574
UK Business Banking liabilities	592	300	590
Wealth Management assets	43	21	35
Wealth Management liabilities	244	120	227
Barclaycard assets	1,598	770	1,478
	-----	-----	-----
Barclaycard assets - cards	1,049	496	848
Barclaycard assets - loans	549	274	630
	-----	-----	-----
International Retail and Commercial Banking assets-ex Absa	345	159	314
International Retail and Commercial Banking liabilities-ex Absa	142	74	128
International Retail and Commercial Banking assets-Absa1	206	-	-
International Retail and Commercial Banking liabilities-Absa1	138	-	-
Business assets total net interest income	3,624	1,613	2,911
Business liabilities total net interest income	2,578	1,212	2,438
	-----	-----	-----
Business net interest income	6,202	2,825	5,349
	-----	-----	-----

### Restated reconciliation of business net interest income to Group net interest income

	Full-year 31.12.05 GBPm	Half-year 30.06.05 GBPm	Full-year 31.12.04 GBPm
Business net interest income	6,202	2,825	5,349
Other:			
- Barclays Capital	1,065	525	1,068
- Barclays Global Investors	15	6	5
- Other	793	344	411
	-----	-----	-----
Group net interest income	8,075	3,700	6,833
	-----	-----	-----

Business net interest income is derived from the interest rate earned on average assets or paid on average liabilities relative to the average Bank of England

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base rate, local equivalents for international businesses or the rate managed by the bank using derivatives. The margin is expressed as annualised business interest income over the relevant average balance. Asset and liability margins cannot be added together as they are relative to the average Bank of England base rate, local equivalent for international businesses or the rate managed by the bank using derivatives.

Average balances are calculated on daily averages for most UK banking operations and monthly averages elsewhere.

Within the reconciliation of Group net interest income, there is an amount captured as Other. This relates to: benefit of capital, including the restatement of Reserve Capital Instruments and other capital instruments; Head office functions and other operations; net funding on non customer assets and liabilities; and Wealth Management - closed life assurance activities.

1 Period from 27th July until 31st December 2005.

### Restated Risk Tendency

	2005 31.12.05 GBPm	2005 30.06.05 GBPm	2004 31.12.04 GBPm
UK Banking	430	400	360
UK Retail Banking	180	170	160
UK Business Banking	250	230	200
Barclays Capital	110	80	75
Wealth Management	5	5	5
Barclaycard	1,100	980	860
International Retail and Commercial Banking	175	75	65
International Retail and Commercial Banking - ex Absa	75	75	65
International Retail and Commercial Banking - Absa	100	-	-
Head office functions and other operations <sup>1</sup>	25	35	30
Risk Tendency	1,845	1,575	1,395

1 Comprises businesses in transition.

Restated total assets	31.12.05 GBPm	30.06.05 GBPm	31.12.04 GBPm
UK Banking	130,304	129,093	114,934

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UK Retail Banking	70,389	71,476	72,768
UK Business Banking	59,915	57,617	42,166
Barclays Capital	601,193	573,131	353,246
Barclays Global Investors	80,900	68,877	968
Wealth Management	6,094	5,843	5,616
Wealth Management - closed life assurance activities	7,276	6,653	6,425
Barclaycard	25,771	24,166	23,367
International Retail and Commercial Banking	63,556	29,985	28,505
International Retail and Commercial Banking - ex Absa	34,195	29,985	28,505
International Retail and Commercial Banking - Absa	29,361	-	-
Head office functions and other operations	9,263	12,375	5,120
Total assets	924,357	850,123	538,181

Restated risk weighted assets

	31.12.05 GBPm	30.06.05 GBPm	31.12.04 GBPm
UK Banking	79,929	83,554	80,467
UK Retail Banking	32,803	37,129	38,230
UK Business Banking	47,126	46,425	42,237
Barclays Capital	116,677	107,201	90,078
Barclays Global Investors	1,456	1,408	1,230
Wealth Management	4,061	4,457	4,018
Wealth Management - closed life assurance activities	-	-	-
Barclaycard	21,752	21,335	20,188
International Retail and Commercial Banking	41,228	18,900	19,319
International Retail and Commercial Banking - ex Absa	20,394	18,900	19,319
International Retail and Commercial Banking - Absa	20,834	-	-
Head office functions and other operations	4,045	5,551	3,301
Risk weighted assets	269,148	242,406	218,601

Restated economic capital demand1

	31.12.05 GBPm	30.06.05 GBPm	31.12.04 GBPm
UK Banking	4,950	4,800	4,350
UK Retail Banking	2,350	2,300	2,250
UK Business Banking	2,600	2,500	2,100

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Barclays Capital <sup>2</sup>	2,900	2,700	2,350
Barclays Global Investors	150	150	150
Wealth Management	400	400	300
Wealth Management - closed life assurance activities	50	50	100
Barclaycard	2,800	2,650	2,450
International Retail and Commercial Banking	1,450	1,100	1,000
International Retail and Commercial Banking - ex Absa	1,150	1,100	1,000
International Retail and Commercial Banking - Absa <sup>2</sup>	300	-	-
Head office functions and other operations <sup>3</sup>	300	250	250
Business unit economic capital	13,000	12,100	10,950
Capital held at Group centre <sup>4</sup>	1,050	1,600	1,400
Economic capital requirement (excluding goodwill)	14,050	13,700	12,350
Average historic goodwill and intangible assets <sup>5</sup>	6,450	5,800	5,600
Total economic capital requirement <sup>6</sup>	20,500	19,500	17,950

1 Year-end economic capital is calculated using a five point average over the year. For the half-year a three point average is used.

2 Average economic capital demand for Absa relates to 5 months of 2005. As at 31st December 2005 the capital demand amounted to GBP950m.

3 Includes businesses in transition and capital for Head office and central support functions.

4 The Group's practice is to maintain an appropriate level of excess capital, held at Group centre, which is not allocated to business units. This variance arises as a result of capital management timing and includes capital held to cover pension contribution risk.

5 Average goodwill relates to purchased goodwill and intangible assets from business acquisitions. Absa goodwill is included for 5 months of 2005. As at 31st December 2005 Absa goodwill and intangibles amounted to GBP1.8bn and total goodwill and intangibles was GBP7.9bn.

6 Total period-end economic capital requirement as at 31st December 2005 stood at GBP21,850m (30th June 2005: GBP20,750m; 31st December 2004: GBP18,700m).

Restated economic profit generated by business	Full-year 31.12.05 GBPm	Half-year 30.06.05 GBPm	Full-year 31.12.04 GBPm
UK Banking	1,130	553	1,086
UK Retail Banking	586	270	508
UK Business Banking	544	283	578
Barclays Capital	706	383	587

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Barclays Global Investors	299	129	195
Wealth Management	109	49	70
Wealth Management - closed life assurance activities	(7)	(8)	(77)
Barclaycard	183	115	350
International Retail and Commercial Banking	229	70	111
	-----	-----	-----
International Retail and Commercial Banking - ex Absa	115	70	111
International Retail and Commercial Banking - Absal	114	-	-
	-----	-----	-----
Head office functions and other operations	(364)	(17)	(140)
	-----	-----	-----
Historic goodwill	2,285	1,274	2,182
Variance to average shareholders' funds (excluding minority interest)	(615)	(275)	(533)
	-----	-----	-----
Economic profit	1,752	1,004	1,568
	-----	-----	-----

1 Period from 17th July to 31st December 2005.

Restated staff numbers	31.12.05	30.06.05	31.12.04
UK Banking	39,800	40,600	41,700
	-----	-----	-----
UK Retail Banking	32,000	33,000	34,500
UK Business Banking	7,800	7,600	7,200
	-----	-----	-----
Barclays Capital	9,900	8,400	7,900
Barclays Global Investors	2,300	2,100	1,900
Wealth Management	7,200	7,200	7,200
Barclaycard	7,800	7,200	6,700
International Retail and Commercial Banking	45,400	12,400	12,100
	-----	-----	-----
International Retail and Commercial Banking - ex Absa	12,700	12,400	12,100
International Retail and Commercial Banking - Absa	32,700	-	-
	-----	-----	-----
Head office functions and other operations	900	900	900
	-----	-----	-----
Total Group permanent and fixed term contract staff worldwide	113,300	78,800	78,400
	-----	-----	-----
Agency staff worldwide	7,000	4,300	4,300
	-----	-----	-----
Total including agency staff	120,300	83,100	82,700
	-----	-----	-----

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Table of ContentsSECURED DIVERSIFIED INVESTMENT, LTD.  
Statement of Stockholders' Equity (Deficit)

	Preferred Stock Series A		Preferred Stock Series B		Preferred Stock Series C		Common Stock		Additional Paid-In Capital	Unissued Shares	Accumulat Deficit
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount			
Balance, December 2005	17,774	\$ 178	402	\$ 4	12,500	\$ 125	38,443	\$ 38	\$ 8,676,352	\$ 125,000	\$ (7,994,8
Shares to be issued for services	-	-	-	-	-	-	-	-	-	(125,000)	
Shares issued for services, previously issued	313	3	-	-	-	-	-	-	124,937	-	
Shares cancelled	-	-	-	-	(12,500)	(125)	(102)	(0)	(378,623)	-	
Shares issued for conversion Series C Preferred Stock	-	-	-	-	-	-	37,500	38	366,750	-	
Shares to be issued for fractional shares adjustment	(288)	(3)	-	-	-	-	-	-	(5,694)	5,830	
Shares issued for services	-	-	-	-	-	-	50,000	50	29,950	-	
Shares issued to trust for anti-dilution	-	-	-	-	-	-	19,000	19	(19)	-	
Stock options expense	-	-	-	-	-	-	-	-	4,240	-	

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income (loss) for the period ended December 31, 2006	-	-	-	-	-	-	-	-	-	-	-	(719,300)
Balance, December 31, 2006	17,799	178	402	4	-	-	144,841	145	8,817,893	5,830		(8,714,100)
Conversion of preferred stock common stock	(17,799)	(178)	(402)	(4)	-	-	18,021	18	754	-		
income (loss) for the period ended December 31, 2007	-	-	-	-	-	-	-	-	-	-	-	(309,000)
Balance, December 31, 2007	-	-	-	-	-	-	162,862	163	8,818,647	5,830		(9,023,200)
income (loss) for the three months ended March 31, 2008 (unaudited)	-	-	-	-	-	-	-	-	-	-	-	(59,800)
Balance, March 31, 2008 (unaudited)	- \$	-	- \$	-	- \$	-	162,862 \$	163 \$	8,818,647 \$	5,830 \$		(9,083,000)

The accompanying notes are an integral part of these financial statements.

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Table of ContentsSECURED DIVERSIFIED INVESTMENT, LTD.  
Statements of Cash FlowsFor the Three Months Ended  
March 31,  
2008                      2007OPERATING  
ACTIVITIES

Net income (loss)    \$   (59,804)    \$   (103,934)

Adjustments to  
Reconcile Net Loss  
to NetCash Used by  
Operating Activities:

Depreciation and

Amortization                      -                      7,430

Bad debt expense                      -                      (1,449)

Minority Interest                      -                      (7,460)

Loss from  
discontinued  
operations                      -                      6,031Gain on settlement  
of debt                      -                      (9,998)Impairment of real  
estate                      50,000                      -

Prepaid expenses                      -                      (4,659)

Accounts payable  
and accrued  
expenses                      9,206                      81,649Accrued interest  
added to note  
payable                      -                      7,938

Payroll liabilities                      -                      19,142

Net Cash Used by  
Operating Activities                      (598)                      (5,310)INVESTING  
ACTIVITIESIncrease in restricted  
cash                      -                      144Net Cash Used  
(Provided by) by  
Investing Activities                      -                      144

<b>FINANCING ACTIVITIES</b>			
Increase in restricted cash	-		(4,967)
Net Cash Used by Financing Activities	-		(4,967)
<b>NET DECREASE IN CASH</b>			
	(598)		(10,133)
<b>CASH AT BEGINNING OF PERIOD</b>			
	1,684		12,885
<b>CASH AT END OF PERIOD</b>			
	\$ 1,086	\$	2,752
<b>SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION</b>			
<b>CASH PAID FOR:</b>			
Interest	\$	-	\$ -
Income Taxes	\$	-	\$ -

The accompanying notes are an integral part of these financial statements.

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SECURED DIVERSIFIED INVESTMENT, INC.  
Notes to Consolidated Financial Statements  
March 31, 2008 and December 31, 2007

NOTE 1 - CONDENSED FINANCIAL STATEMENTS

The accompanying financial statements have been prepared by the Company without audit. In the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position, results of operations, and cash flows at March 31, 2008, and for all periods presented herein, have been made.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. It is suggested that these condensed financial statements be read in conjunction with the financial statements and notes thereto included in the Company's December 31, 2007 audited financial statements. The results of operations for the periods ended March 31, 2008 and 2007 are not necessarily indicative of the operating results for the full years.

NOTE 2 - GOING CONCERN

The Company's financial statements are prepared using generally accepted accounting principles in the United States of America applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has not yet established an ongoing source of revenues sufficient to cover its operating costs and allow it to continue as a going concern. The ability of the Company to continue as a going concern is dependent on the Company obtaining adequate capital to fund operating losses until it becomes profitable. If the Company is unable to obtain adequate capital, it could be forced to cease operations.

In order to continue as a going concern, the Company will need, among other things, additional capital resources. Management's plan is to obtain such resources for the Company by obtaining capital from management and significant shareholders sufficient to meet its minimal operating expenses and seeking equity and/or debt financing. However management cannot provide any assurances that the Company will be successful in accomplishing any of its plans.

The ability of the Company to continue as a going concern is dependent upon its ability to successfully accomplish the plans described in the preceding paragraph and eventually secure other sources of financing and attain profitable operations. The accompanying financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

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Item 2. Management’s Discussion and Analysis or Plan of Operation

Forward-Looking Statements

Certain statements, other than purely historical information, including estimates, projections, statements relating to our business plans, objectives, and expected operating results, and the assumptions upon which those statements are based, are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements generally are identified by the words “believes,” “project,” “expects,” “anticipates,” “estimates,” “intends,” “strategy,” “plan,” “may,” “will,” “would,” “will be,” “will continue,” “will likely result,” and similar expressions. Such forward-looking statements to be covered by the safe-harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995, and are including this statement for purposes of complying with those safe-harbor provisions. Forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties which may cause actual results to differ materially from the forward-looking statements. Our ability to predict results or the actual effect of future plans or strategies is inherently uncertain. Factors which could have a material adverse affect on our operations and future prospects on a consolidated basis include, but are not limited to: changes in economic conditions, legislative/regulatory changes, availability of capital, interest rates, competition, and generally accepted accounting principles. These risks and uncertainties should also be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements. We undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise. Further information concerning our business, including additional factors that could materially affect our financial results, is included herein and in our other filings with the SEC.

Overview

Since our inception, we have been unsuccessful in pursuing revenues with our investment properties, the majority of which were acquired in an asset purchase from Secured Diversified Investment Company, a related party. Several of our acquired properties, including the T-Rex Plaza, the Hospitality Inn, and the Katella Center, among others, became impaired and /or were assets that underperformed. These properties were incapable of generating sufficient revenues. A major contributing factor to the lack revenues from these properties was high-cost ground lease obligations underlying these properties. The assets that were cash-producing such as the Decatur Center, Spencer Springs, and the Cannery, had to be sold to continue meeting our operational expenses, including the high costs associated with being a public company, in addition to absorbing the costs associated with our impaired and underperforming assets. At the date of this report, these underperforming properties have been disposed. We have exhausted all available venues to raise capital and therefore will not be able to continue as a going concern. The Company has effectively ceased operations.

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Lincoln Drive Property

We own a 25% tenant -in-common interest in three buildings located at 5203 - 5205 East Lincoln Drive in Paradise Valley, Maricopa County, Arizona 85253. We acquired our 25% interest from Fazoql, Inc. as a joint venture investment with Fazoql and Willowpoint, LLC, an Arizona limited liability company. Fazoql had previously obtained a 50% interest from Willowpoint, which retained a 50% ownership interest in the property. We then obtained our 25% interest directly from Fazoql. Patrick McNevin, a former member of our board of directors, is President of Fazoql. Currently, the property is subject to a first trust deed held by Marshall & Ilsey Bank with a principal balance of approximately \$852,146 bearing an annual interest rate of 6.5% per annum. The loan matures May 1, 2010. The property is in very good condition. There is no ground lease on the property. The property is 100% leased and situated between two new residential/hospitality developments.

We do not receive any rental income from the leased units. We believe the property's adjacent developments and scheduled city improvements to the walkways in the front area are positive indicators that we will experience appreciable gain in any future sale of the property. Fazoql and Willowpoint are jointly responsible for all costs of operating the buildings including landscaping, exterior maintenance, property management, and the payment of taxes, insurance and loan payments. We are not responsible for these items.

The current real estate tax rate for the Lincoln Drive property is unknown at this time. Property taxes due for the Lincoln Drive property for the 2007 tax year were \$6,158. We are not responsible for the payment of taxes.

In light of the ongoing economic downward trend, the real estate market has been one of the sectors greatly affected. This sector has experienced a consistent decline downward for the past year. According we have impaired our investment by \$150,000 to \$150,000. If this sector does not improve we may have to impair it further.

Cactus Road Property

On February 15, 2006, we acquired a 33 1/3% tenant-in-common interest in property located at 12202 North Scottsdale Road, Phoenix, Arizona 85054. We acquired our interest for \$200,000 from Ms. Jan Wallace, our director, who holds the remaining 66 2/3% ownership in the property. Currently, the property is subject to a first trust deed held by Chase Manhattan Mortgage with a principal balance of \$529,950. There are no ground leases on the property.

The property consists of 2,180 square feet situated on approximately 38,587 square feet of land strategically located on a heavily trafficked corner. The property was remodelled and retrofitted to house our headquarters. We also leased a portion of the building to a mortgage company until it ceased operations in December 2006. Because of the property's heavily trafficked location, we believed that it would appreciate and provide us a profit upon its sale at some future date.

The property was repaired and renovated at a cost of \$46,950, which included a complete repair and replacement of the roof, electrical retrofitting, plumbing repairs, HVAC repairs renovation

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and remodelling of the kitchen area to accommodate new tenants. Ms. Wallace will be responsible for these costs. The property is adequately covered by insurance.

The property is currently in foreclosure and there is a potential short sale of the property being negotiated with the first trust deed holder.

Results of Operations for the three months ended March 31, 2008 and 2007

Comparison the three months ended March 31, 2008 and 2007.

Income. We recorded no income for either the three months ended March 31, 2008 or 2007 from our continuing operations. In our financial statements we reclassified our 2006 income for comparative purposes. We recorded \$0 in discontinued operations for the three months ended March 31, 2008 as compared with \$(6,031) for the same period ended 2007. Income from discontinued operations consists primarily of rental income from commercial properties pursuant to tenant leases. Our operations were discontinued because we were in default on both the Katella and Campus properties. We disposed of the properties in exchange for satisfaction of the debt owed.

Operating Expenses. Operating and administrative expenses consist primarily of payroll expenses, legal and accounting fees and costs associated with the acquisition and ownership of real properties. These expenses decreased by \$92,731 to \$9,804 for the three months ended March 31, 2008, compared to \$102,535 for same period ended 2007. The decrease is attributable to the reduction of overhead including payroll, payroll taxes, office rent, professional fees, and the sale of poorly performing properties resulting in the reduction of leasing commissions, land lease payments, property taxes and related carrying costs.

Other Expenses. Because of the slowdown of the real estate market and decline in value of properties we impaired our investment in the Lincoln Drive property from \$200,000 to \$250,000 and recorded an impairment loss of \$50,000 for the three months ended March 31, 2008. In light of the current real estate market and projected trends, the Company does not see recovery of these investments in the foreseeable future.

Net Loss. We reported a net loss of \$59,804 or \$0.37 per share for the three months ended March 31, 2008 compared to a net loss of \$103,817 or \$0.72 per share for the three months ended March 31, 2007.

Liquidity and Capital Resources

Capital Resources

As stated in financial statement Note 2 - Going Concern, we do not have an established source of revenues sufficient to continue to cover our operating costs over an extended period of time allowing us to continue as a going concern. Moreover, we do not currently possess a financial institution source of financing or an adequate principal source of financing and it does not appear likely that we will be able to obtain such a source.

At March 31, 2008, we had \$1,086 of cash and cash equivalents to meet our immediate short-term liquidity requirements. As noted earlier in this report, we have been unsuccessful in pursuing revenues with our investment properties the majority of these properties were acquired in an asset

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purchase from Seashore Investment Company, Inc. a related party. Several of our acquired properties, including the T-Rex Plaza, the Hospitality Inn, and the Katella Center, among others, became impaired and or were assets that underperformed. These properties were incapable of generating sufficient revenues. A major contributing factor to the lack revenues from these properties was high-cost ground lease obligations underlying these properties. The assets that were cash-producing such as the Decatur Center, Spencer Springs and the Cannery, had to be sold to continue our operations, including the high costs associated with being a public company, in addition to absorbing the costs associated with our impaired and underperforming assets.

At the date of this quarterly report, the Company has essentially ceased operations and is not a going concern. We are not likely to raise capital and therefore are forced to consider other business opportunities.

To date, we have paid no dividends and do not anticipate paying dividends into the foreseeable future.

Cash Flows from Operating Activities

Net cash used by operating activities was \$(598) for the three months ended March 31, 2008 comparable to net cash used by operating activities of \$(5,310) for the same period ended March 31, 2007.

Cash Flows from Investing Activities

Net cash provided by investing activities amounted to \$0 for the three months ended March 31, 2008 compared to the \$144 for same period ended March 31, 2007.

Cash Flows from Financing Activities

Cash provided by financing activities amounted to \$1,086 for the three months ended March 31, 2008 compared to \$2,752 for the same period ended March 31, 2007.

Off Balance Sheet Arrangements

As of March 31, 2008, there were no off balance sheet arrangements.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

A smaller reporting company is not required to provide the information required by this Item.

Item 4T. Controls and Procedures

We carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of March 31, 2008. This evaluation was carried out under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, Mr. Munjit Johal. Based on this evaluation,

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our Chief Executive Officer and Chief Financial Officer has concluded that our internal control over financial reporting was not effective as of March 31, 2008 as the result of a material weakness. The material weakness results from significant deficiencies in internal control that collectively constitute a material weakness.

A significant deficiency is a deficiency, or combination of deficiencies, in internal control over financial reporting that is less severe than a material weakness, yet important enough to merit attention by those responsible for oversight of the registrant's financial reporting. The Company had the following significant deficiencies at March 31, 2008: The Company is effectively insolvent, and only has one employee to oversee bank reconciliations, posting payables, and so forth, so there are no checks and balances on internal controls.

We are unable to remedy our internal controls until we are able to locate another business opportunity, or receive financing to hire additional employees. At this time, we are effectively not a going concern.

Limitations on the Effectiveness of Internal Controls

Our management does not expect that our disclosure controls and procedures or our internal control over financial reporting will necessarily prevent all fraud and material error. An internal control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the internal control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, control may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate.

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PART II – OTHER INFORMATION

Item 1. Legal Proceedings

We are not a party to any pending legal proceeding. We are not aware of any pending legal proceeding to which any of our officers, directors, or any beneficial holders of 5% or more of our voting securities are adverse to us or have a material interest adverse to us.

Item 1A: Risk Factors

A smaller reporting company is not required to provide the information required by this Item.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None

Item 3. Defaults upon Senior Securities

None

Item 4. Submission of Matters to a Vote of Security Holders

No matters have been submitted to our security holders for a vote, through the solicitation of proxies or otherwise, during the quarterly period ended March 31, 2008.

Item 5. Other Information

None

Item 6. Exhibits

Exhibit Number	Description of Exhibit
<u>31.1</u>	<u>Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u>
<u>31.2</u>	<u>Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u>
<u>32.1</u>	<u>Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>

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SIGNATURES

In accordance with the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Secured Diversified Investment, Ltd.

Date: May 19, 2008

By: /s/ Munjit Johal  
Munjit Johal

Title: Chief Executive Officer, Chief Financial Officer and Director