

BARCLAYS CAPITAL BENEFITS AT A GLANCE



WELCOME TO BARCLAYS CAPITAL

Benefits are an important—and valuable—component of your overall compensation at Barclays Capital. We are proud to maintain a long-term tradition of offering highly competitive benefits to our employees and their families. Please review this summary of the benefit programs at Barclays Capital. We hope you will agree that our program offers choice, flexibility and good value.

Our benefit programs are designed to provide:

- Coverage for health care expenses for you and your family.
- A source of income protection in the event of illness, injury, disability or death.
- A foundation for financial security in your retirement.

Enrolling for Your Benefits

You have 31 days from your hire date to enroll in Barclays Capital health and insurance benefit plans. You can change your benefit elections during the year only if you have a qualifying life status change, such as a marriage or the birth of a child. You will have 31 days from the date of the event to make the appropriate changes.

You can enroll in the Thrift Savings 401(k) and the Transportation Management Program at any time after you join Barclays Capital; however, the sooner you join, the sooner you can participate in either plan.

You will receive details about how to enroll in your health and insurance benefits, Transportation Management Program and the 401(k) Plan separately.

About This Brochure

This brochure is designed to help you quickly understand your Barclays Capital benefits. It highlights important information and is less technical than the legal documents that describe the Plans. While every effort has been made to make the description as accurate as possible, this quick summary does not cover all the details that may be found in the applicable Plan documents that legally govern.

For more information about Barclays Capital Benefits visit www.mybenergy.com.

- User ID: benefitsus
- Password: info

For additional information about the benefit offerings, contact the Barclays Capital HR Service Center at + 1 212 526 2363 or via email at xrhrservicecenter2@barclayscapital.com

ABOUT THE PLAN

Eligibility

You and your eligible dependents may participate in the benefit plans described in this guide if you are:

- An active employee of Barclays Capital or a participating company; and
- A salaried, hourly or production paid employee on the US payroll who is regularly scheduled to work 20 hours or more per week.

Dependents

General requirements for determining who is an eligible dependent under the Medical Plan, Dental Plan, Vision Care Plan and Group Term Life Insurance Program are listed below.

- Your legal spouse or domestic partner
- Your unmarried dependent children until the end of the calendar year in which they attain age 19
- Your unmarried dependent children who are full-time students at an accredited institution of higher learning until the end of the calendar year in which they attain age 24, graduate, marry or are no longer dependent on you for maintenance and support (whichever is earlier). If your dependent children are no longer full-time students, coverage will continue until the end of the calendar year in which they were last determined to be eligible
- Your fully handicapped child

Stepchildren or the children of your domestic partner may also qualify as dependents (see Summary Plan Descriptions on www.mybenergy.com for details).

Domestic Partners

A domestic partner is an individual who is not related to you, but with whom you have a close and committed relationship meeting the following criteria:

- You are both age 18 or older and unmarried
- Neither of you are a blood relative of the other
- You have been living together on a continuous basis

For purposes of the Barclays Capital benefit plans, your domestic partner relationship must be registered with a governmental body authorizing such registration or through filing an Affidavit of Domestic Partnership form with the HR Service Center. The form is available on www.mybenergy.com.

Internal Revenue Service (IRS) regulations do not allow for reimbursement of a domestic partner's (or a domestic partner's dependent's) expenses through

Flexible Spending Accounts, unless he or she is your US tax-qualified dependent.

Right to Audit

Barclays Capital audits the coverage of dependents, including spouses, domestic partners and children, to ensure that no ineligible person is enrolled in the Plan. Any person who fails to cooperate or who intentionally provides false or misleading information for the purpose of obtaining benefits may lose any or all benefit coverage hereunder and will be required to repay, on a gross basis, any benefits improperly received. Employees may be subject to further disciplinary action, up to and including termination of employment.

Governing Documents

The purpose of the Benefits At A Glance is to give you an overview of your benefits under the Plans. You should review the Summary Plan Description (SPD) for each coverage carefully. If there is any conflict between this document and the SPD(s) and/or official Plan document, the Plan Document and/or SPD shall govern.

For additional information about the benefit offerings, contact the Barclays Capital HR Service Center at + 1 212 526 2363 or via email at xrahservicecenter2@barclayscapital.com

BENEFITS AT A GLANCE

Plan	Description
Medical	<p>Barclays Capital offers four medical options—two types of Preferred Provider Organization (PPO) plans, one Exclusive Provider Organization (EPO) plan and a Kaiser HMO plan for California residents only. When choosing the right option, think about what’s important to you and your family. Do you want flexibility in choosing your providers when you need care? Then you may want to enroll in one of the PPO options. Or do you want to pay less for coverage and have predictable costs when you receive care? Then you might want to consider the EPO or the Kaiser HMO (if you live in California).</p> <p>PPO Plans: The Empire BlueCross BlueShield 100/80 Plan and the Aetna 90/70 Plan</p> <ul style="list-style-type: none"> To receive maximum benefits from the plan, you will need to use providers who participate in the BlueCross BlueShield network or the Aetna network, depending on the option you choose. You decide whether to receive care in-network or use out-of-network providers. If you use in-network providers, your out-of-pocket costs will be less. Both plans cover similar services and have the same annual deductibles and out-of-pocket maximums. Your payroll contributions for the 100/80 Plan will be higher but your coinsurance amounts for care will be lower. <p>BlueCross EPO</p> <ul style="list-style-type: none"> The EPO is similar to an HMO in that you must receive care from in-network providers. The plan does not cover out-of-network care. You do not need to designate a Primary Care Physician (PCP) or get referrals for specialists. Your contributions for the EPO will be lower because BlueCross has negotiated rates with its network of providers. <p>Kaiser HMO (California residents only)</p> <ul style="list-style-type: none"> You must designate a PCP and receive care only through Kaiser providers. Your PCP will provide referrals to any specialists. Your contributions for the HMO will be lower because you use Kaiser providers for all of your care.
Prescription Drugs (for PPO and EPO Options)	<p>CVS Caremark administers the prescription drug program for both PPOs and the EPO option. The prescription drug plan is competitive with those offered by other companies in our industry in that you have a co-pay for generic medications and coinsurance for brand-name drugs, subject to minimum and maximum amounts. You can save even more money on a 90-day supply of long-term medications by using the CVS Caremark Mail Service Pharmacy or directly at a CVS/pharmacy near you.</p>
Dental Plan	<p>Barclays Capital offers two dental options, administered by Aetna: the Dental PPO and the DMO.</p> <p>Dental PPO:</p> <ul style="list-style-type: none"> You can choose to receive care from a dentist who participates in the Aetna PPO/PDN network or use a non-network provider. You will receive a higher level of benefit and your out-of-pocket costs will be lower if you use in-network providers. You will have to meet a deductible before the plan pays towards basic, major and orthodontic care. <p>DMO</p> <ul style="list-style-type: none"> You must receive care through Aetna Dental Maintenance Organization (DMO) participating providers in order to receive benefits. You will designate a dental provider when you enroll in the plan. There is no deductible. Orthodontia is covered at 50% with no annual or lifetime limits.
Vision	<p>The Vision Care Plan, administered by Davis Vision, is designed to assist you with the routine purchase of vision products and services and is in addition to the eye examination benefits available through the Barclays Capital medical plan.</p> <p>Davis Vision has over 24,000 providers participating in its network. When you use Davis Vision providers and products, there is virtually no out-of-pocket cost to you.</p>

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Plan	Description
Domestic Partner Coverage	Domestic partners and the domestic partner's eligible dependent children can enroll in medical, dental and vision plans on an after-tax basis. Employees are subject to imputed income for the domestic partner and/or domestic partner's children's portion of the benefit.
Flexible Spending Accounts	<p>The Health Care Flexible Spending Account allows you to contribute up to \$5,000 pre-tax dollars per year to pay certain expenses not covered by the medical, dental and vision care plans for you and your dependents. New employees may enroll at the full contribution level for the remainder of the calendar year in which you are hired.</p> <p>The Dependent Care Flexible Spending Account can help you pay for the cost of child care for dependent children under age 13 or care for a disabled parent or disabled spouse while you are at work. Each year, you may contribute up to \$5,000 pre-tax dollars to pay for dependent child care while you work. To be eligible for reimbursement under the Dependent Care FSA, your spouse must work, be a full-time student or disabled. If filing jointly, you and your spouse cannot elect more than \$5,000 together.</p>
Life Insurance and Accidental Death and Dismemberment (AD&D)	<p>The Group Term Life Insurance Plan, underwritten by Prudential, provides financial protection for you and your family in the event that you die or become injured. Barclays Capital provides Basic Term Life Insurance and Accidental Death and Dismemberment (AD&D) Insurance at no cost to you. You can also elect additional life insurance for you and your dependents.</p> <ul style="list-style-type: none"> • Basic Term Life: Company-paid coverage of one times base salary up to a maximum of \$300,000. • AD&D: Company-paid coverage of one times base salary up to a maximum of \$50,000. • Supplemental Term Life Insurance: You may elect term life coverage of one to nine times base salary, up to a maximum of \$2 million. You will need to provide Evidence of Insurability for coverage greater than \$1.5 million. • Supplemental Term Life Insurance for Dependents: You may elect up to \$100,000 of term life coverage for your spouse/domestic partner and up to \$10,000 of coverage for each dependent child. You will need to provide Evidence of Insurability for spouse/domestic partner coverage in excess of \$50,000. • Supplemental AD&D coverage: You can elect coverage for yourself in multiples of \$10,000, up to a maximum of \$1 million. You can also elect coverage for your family—the amount of the benefit is determined based on the nature of the injury. <p>For life insurance purposes, fully commissioned employees are considered to have base salary of \$150,000.</p>
Business Travel Accident	Barclays Capital provides business travel AD&D coverage of five times base salary to a maximum of \$1.5 million.
Disability/Salary Continuation	<p>Salary Continuation and Long-Term Disability provide you and your family with financial security if you become ill or totally disabled and are unable to work.</p> <ul style="list-style-type: none"> • Salary Continuation is company provided. The plan pays a benefit for the first six months of disability at full or half pay depending on your years of service and title. • Basic Long-Term Disability is a company-paid benefit that provides coverage of 60% of your base salary, up to a monthly maximum of \$5,000. • Supplemental Long-Term Disability is additional employee-paid coverage of 60% of your base salary, up to a monthly maximum of \$10,000 (including your basic long-term disability).
Group Legal Plan	<p>The Group Legal Plan, administered by Hyatt Legal Plans Inc., a MetLife company, provides you and your eligible dependents access to a variety of legal services for a low monthly fee.</p> <ul style="list-style-type: none"> • You will have access to over 10,000 attorneys in the Hyatt Legal Plans network. • Services include uncontested adoptions; civil litigation defense; landlord-tenant assistance; preparation of wills, living wills and trusts; and purchase, sale and refinancing of a primary residence.

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Plan	Description
Barclays Thrift Savings 401(k)	<p>The Barclays Thrift Savings 401(k) is designed to provide you with a vehicle to fund your retirement and supplement Social Security and personal savings.</p> <p>Employee Contributions</p> <ul style="list-style-type: none"> You can contribute between 2% and 50% of pre-tax pay up to the annual dollar limit (\$16,500 for 2010). You can contribute between 2% and 6% of after-tax pay, up to a combined maximum of 50% of pay. Pay includes salary and commissions only; bonus earnings are not eligible for deferral. If you will be age 50 or older in 2010 and make the maximum allowable pre-tax contribution to the plan, you are eligible to make an additional pre-tax “catch-up” contribution of \$5,500. <p>Barclays Capital Matching Contributions</p> <ul style="list-style-type: none"> Barclays will contribute \$1 (\$1.50 for employees whose annualized pay is \$60,000 or less) for every \$1 you contribute to your pre-tax account (up to 6% of your pay for each pay period). After-tax and catch-up contributions are not eligible for a Barclays match. <p>Vesting</p> <ul style="list-style-type: none"> You are always 100% vested in your pre-tax and after-tax contributions, as well as any amounts you roll over to the 401(k) Plan from a previous employer’s plan. You will vest in any Barclays Capital matching contributions in 25% annual increments over a four-year period.
Transportation Management Program	<p>The Transportation Management Program allows you to save on taxes by using pre-tax dollars to pay for certain commuting expenses, including mass transit and parking.</p>
Additional Programs	<ul style="list-style-type: none"> Vacation and Holidays. Maternity and Paternity Leave. Employee Assistance Program. Emergency Back-up Child Care. Adoption Assistance. Health Club Discounts. Corporate Discounts. <p>For additional information regarding these programs please visit www.mybenergy.com</p>

2010 MONTHLY CONTRIBUTION RATES

Your monthly medical, dental and vision plan contributions are based on your base salary and the option in which you enroll. Your contributions will be deducted from your paycheck before taxes. For benefit purposes, fully commissioned employees are considered to have an annual base salary of \$150,000. *Note: Contributions for domestic partner coverage are deducted from your paycheck after taxes.*

Medical Plan

Coverage Level by Salary Tier	Medical Option			
	100/80 Plan	90/70 Plan	EPO	Kaiser HMO
Base salary is less than \$75,000				
• Employee	\$95	\$84	\$88	\$92
• Employee + Spouse/Domestic Partner	\$199	\$177	\$184	\$185
• Employee + Children	\$186	\$164	\$171	\$184
• Employee + Family	\$315	\$278	\$290	\$270
Base salary is \$75,000–\$124,999				
• Employee	\$119	\$105	\$110	\$114
• Employee + Spouse/Domestic Partner	\$248	\$222	\$230	\$232
• Employee + Children	\$232	\$205	\$214	\$231
• Employee + Family	\$393	\$348	\$362	\$337
Base salary is \$125,000–\$174,999				
• Employee	\$143	\$126	\$132	\$137
• Employee + Spouse/Domestic Partner	\$298	\$266	\$276	\$278
• Employee + Children	\$279	\$246	\$257	\$277
• Employee + Family	\$472	\$417	\$434	\$405
Base salary is \$175,000+				
• Employee	\$167	\$147	\$154	\$160
• Employee + Spouse/Domestic Partner	\$348	\$310	\$322	\$324
• Employee + Children	\$325	\$287	\$299	\$323
• Employee + Family	\$551	\$487	\$507	\$472

Dental Plan

Coverage Level	Dental PPO	DMO
Employee	\$14.79	\$5.56
Employee + Spouse/Domestic Partner	\$31.20	\$12.33
Employee + Children	\$29.00	\$11.63
Employee + Family	\$49.51	\$18.16

Vision Care Plan

Coverage Level	Rate
Employee	\$10.00
One Dependent (not including employee)	\$10.00
Employee + Spouse/Domestic Partner	\$17.98
Employee + Children	\$18.98
Two Dependents (not including employee)	\$18.98
Employee + Family	\$29.98