BARCLAYS DIVIDEND AND GROWTH PORTFOLIO

Unaudited Report and Accounts

for the period ended 2 December 2011

BARCLAYS WEALTH

Barclays Dividend and Growth Portfolio

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Barclays Dividend and Growth Portfolio

Manager's Investment Report

Investment Objective and Policy

The investment objective is to provide long-term capital growth and income in excess of the yield of the FTSE All-Share Index.

The Trust aims to invest in a wide range of Collective Investment Schemes and will pursue an active asset allocation policy across all countries, currencies and sector representations which may, from time to time, lead to high asset allocations to individual markets or asset types.

The Trust may also invest directly in transferable securities, money market instruments, derivatives, near cash, cash and deposits.

The Trust may gain indirect exposure to gold and property through the use of certain structured combinations of derivatives, or Collective Investment Schemes that may themselves invest in derivatives, gold and property.

Investment Report

During the period under review, the Net Asset Value per unit attributable to the A Class accumulation units fell by 7.93% (Source: Lipper Hindsight).

Market/Economic Review

The six months up until 2nd December 2011 were a tumultuous period for global stock markets, as the escalation of the European sovereign debt crisis, fears of a double dip recession, and the US debt ceiling debate sent investors fleeing from risk assets. Developed equity markets, as measured by the MSCI World Index lost 7.6% on a total return basis. The performance of emerging market stocks was even worse, down 9.2% over the same period. Unsurprisingly, European equities were the hardest hit, plunging by 15.2%. US equity markets fared better, losing 4.4%, while UK stocks outperformed most of their counterparts over the period, falling by just 3.4%.

The resolute performance of UK stocks is perhaps surprising given the close proximity of the UK to peripheral Europe. However, the UK stock market is global in nature; over two-thirds of revenues of FTSE 100 companies are generated outside the country, with a large part coming from commodity exposure. This helps to explain why UK equities recovered from the summer crash better than other regions. UK stock markets plunged just like any other market in late July 2011 and early August 2011, but they have performed better than most over the last few months. The exposure of UK firms to global growth has stood them in good stead as fears of a double dip have receded. US economic data has been stronger than expected and we still believe China will avoid a hard landing. Volatility has remained elevated, but UK equities have held up better than most in recent months. In terms of sector performance, cyclical sectors predictably underperformed over the period. The sovereign debt crisis sent financials tumbling by nearly 20%, while the materials sector also suffered heavy losses of 15.4%. On the other hand, the technology sector recorded an impressive return of 17.7% (boosted by the large premium paid by HP for Autonomy). There were also strong gains for the defensive sectors such as telecommunications 8.0% and healthcare 6.1%.

It has been a reasonable six months for bond markets, with the BofA Merrill Lynch Global Broad Market Index gaining 2.6% on a total return basis. The equivalent global government bond index rose by 3.0%, while global corporate bonds fared less well, gaining 0.6%. The uncertainty that plagued markets over the period saw investors flee risk assets and move into safe haven government bonds.

The UK was the top performing bond market over the six month period, with the BofA Merrill Lynch Sterling Broad Market index returning 7.2%. The US was the next best with a total return of 3.7%, while Japan was just in the black returning 1.1% and the euro area was flat, held back by the peripheral bond market. The UK government was one of the beneficiaries of the above-mentioned flight to quality, with UK yields reaching record lows. UK gilts gained 11.0%, while UK corporate bonds lost 1.8%.

Trust Review

The last six months have seen the continuation of the multi-phase implementation of the Strategic Asset Allocation. We have introduced the new GlobalAccess US Value Fund and made a manager change to the existing GlobalAccess Emerging Market Equity Fund. The new managers for the GlobalAccess US Value Fund are Ceredex, Todd Veredus and CRM. We have added BNY Mellon ARX Investimentos to the GlobalAccess Emerging Market Equity Fund to run a Brazilian mandate.

Barclays Dividend and Growth Portfolio

Manager's Investment Report (continued)

Trust Review (continued)

Our Tactical Asset Allocation calls over the period are as follows: within fixed income, our decision to remain underweight in the third quarter in high-yield bonds proved beneficial as high yield spreads widened considerably. We reduced this underweight position to neutral in October 2011. We also remain underweight in investment grade credit.

Our overweight to developed market equities detracted from performance over the last quarter. Our decision not to reduce our overweight was based on the expectation that a bad outcome in the Eurozone would be avoided, and so developed market equity valuations appeared compelling by historical standards. However, by September 2011, risks to this position were starting to increase and we reduced this overweight.

More recently we have gone underweight in GlobalAccess Emerging Market Equity Fund and have halved our underweight in GlobalAccess Global Corporate Bond Fund.

Regarding the underlying managers, for the first three months of the period we saw general under performance across our equity funds. This has moderately improved over the last three months with the GlobalAccess Emerging Market Equity Fund standing out having beaten its benchmark by 3.6% with Arrowstreet leading the way. Barclays UK Equity Income (Series 2) Fund was another notable outperformer in the range.

The period saw unpredictable performance in our fixed income funds. The initial three months for the period under review saw most of the fixed income funds underperform benchmark, with performance versus benchmark improving in the three months to the end of November 2011. GlobalAccess Global High Yield Bond Fund was a strong performer in this latter three month period with both managers contributing to the Fund comfortably beating its benchmark. GlobalAccess Global Inflation Linked Bond Fund has been the best performer over the period with Pimco exceeding its benchmark.

Outlook

We remain tactically overweight in developed market equities, believing that the recent market turmoil has created a good entry point. Economic growth, particularly in the US, has been considerably firmer than expected in recent months and we therefore anticipate the global economy to continue growing, albeit at a sluggish pace. Furthermore, corporate earnings remain robust and valuations appear very attractive. The US continues to be our preferred region, offering the best risk-adjusted returns in our view. Despite the likelihood of Europe falling into recession, we believe European equities have been oversold and very attractive valuations keep us overweight in the region. We are neutral on Japanese and emerging market equities.

The UK continues to be our only underweight at the sub-asset class level. The economic outlook looks bleak; we forecast economic growth of just 0.9% in 2012, and we expect unemployment to continue rising for the foreseeable future. The fiscal austerity programme will be a drag on growth, and the threat of a deterioration of the euro area debt crisis cannot be ignored. We do believe UK equities can rise from here, but greater gains can be made elsewhere.

The remarkable rally in (core) government bonds has now made this asset class very expensive with limited further upside in our view. Government bonds do provide portfolio insurance against unexpected risks, but cash would be our preferred safe haven asset at this time. We are also underweight investment grade credit as we would favour allocating our risk budget to equities. We have recently moved from underweight to neutral regarding high yield and emerging market bonds; valuations look compelling and default risk is benign. In terms of emerging markets, we prefer local currency debt.

Looking at the UK bond market, with government bond yields close to record lows, gilts are very expensive currently with little upside potential. They do provide a form of portfolio insurance for investors concerned with the number of risks in the market at the moment, but we believe cash would be a more effective hedge. We also have a negative view on UK corporate bonds. With the lack of growth prospects in the UK currently (we forecast GDP growth of just 0.9% in 2012), we do not see corporate bonds being able to offer an attractive return for investors.

Barclays Wealth
(Investment Adviser)
21 December 2011

Barclays Dividend and Growth Portfolio

Authorised Status

This Trust is an Authorised Unit Trust Scheme as defined in section 243 of the Financial Services and Markets Act 2000 and is a non-UCITS Retail Scheme within the meaning of the FSA Collective Investment Schemes sourcebook.

Directors' Statement

We hereby certify that this Manager's Report has been prepared in accordance with the requirements of the FSA Collective Investment Schemes sourcebook.

Martyn Gatehouse
(Director)
Barclays Wealth Funds Limited
19 January 2012

David Dalton-Brown
(Director)

Barclays Dividend and Growth Portfolio

Trust Facts

Period End Dates for Distributions:	2 March, 2 June, 2 September and 2 December
Distribution Dates:	1 May, 1 August, 1 November and 1 February

Distribution Information

A Class

The distribution payable on 1 February 2012 is 0.3450p net per unit for distribution units and 0.4070p net per unit for accumulation units.

B Class

The distribution payable on 1 February 2012 is 0.3472p net per unit for distribution units and 0.4203p net per unit for accumulation units.

I Class

The distribution payable on 1 February 2012 is 0.3529p net per unit for distribution units and 0.4120p net per unit for accumulation units.

Total Expense Ratios:

Accounting date	2 December 2011	2 June 2011
A Class		
Distribution	2.60%	2.04%
Accumulation	2.60%	2.03%
B Class		
Distribution	2.33%	1.78%
Accumulation	2.35%	1.78%
I Class*		
Distribution	1.72%	1.40%
Accumulation	1.73%	1.35%

*I Class units became available from 3 March 2011 and as a result the quoted TER for the year ended 2 June 2011 may not be a true representation of the TER on an annualised basis and is provided as an indication only.

The Total Expense Ratio is the ratio of the Trust's operating costs (excluding overdraft interest) and all costs suffered through holdings in underlying Collective Investment Schemes, to the average net assets of the Trust.

Barclays Dividend and Growth Portfolio

Performance Record

The net asset values per unit are:

Accounting Date	Net Asset Value	Net Asset Value per Unit	Number of Units in issue
2 June 2009			
A Class Distribution Units	£17,384,098	35.62p	48,807,636
A Class Accumulation Units	£22,386,657	39.31p	56,952,619
B Class Distribution Units	£1,227,792	35.76p	3,433,441
B Class Accumulation Units	£608,628	39.46p	1,542,366
2 June 2010			
A Class Distribution Units	£21,002,150	40.93p	51,307,195
A Class Accumulation Units	£25,411,655	46.71p	54,403,698
B Class Distribution Units	£1,243,383	41.19p	3,018,600
B Class Accumulation Units	£1,463,109	47.00p	3,112,843
2 June 2011			
A Class Distribution Units	£24,144,827	46.47p	51,959,957
A Class Accumulation Units	£26,709,397	54.49p	49,017,597
B Class Distribution Units	£1,415,857	46.90p	3,018,600
B Class Accumulation Units	£1,509,865	54.95p	2,747,616
I Class Distribution Units*	£80,970,752	46.96p	172,427,921
I Class Accumulation Units*	£993	55.07p	1,803
2 December 2011			
A Class Distribution Units	£21,302,330	42.14p	50,548,141
A Class Accumulation Units	£23,383,806	50.13p	46,644,870
B Class Distribution Units	£3,021,854	42.60p	7,092,907
B Class Accumulation Units	£1,125,239	50.56p	2,225,368
I Class Distribution Units*	£180,787,898	42.79p	422,488,332
I Class Accumulation Units*	£917	50.86p	1,803

*I Class distribution and accumulation units became available from 3 March 2011.

Past performance is not a guide to future performance.
The price of units and income from them may go down as well as up.
Exchange rate changes may cause the value of any overseas investments to rise or fall.

Barclays Dividend and Growth Portfolio

Performance Record (continued)

Unit Price Range and Net Revenue

Year	Highest Price	Lowest Price	Net Revenue per Unit
A - Class Distribution			
2006[1]	52.82p	49.60p	–
2007	55.46p	49.76p	1.3090p
2008	51.12p	31.92p	1.8366p
2009	42.64p	29.75p	1.5817p
2010	45.69p	39.95p	1.3393p
2011[4]	47.41p	39.63p	1.0262p
2012[5]	–	–	0.3450p
A - Class Accumulation			
2006[1]	53.13p	49.60p	–
2007	55.96p	51.05p	1.3190p
2008	52.88p	34.05p	1.9182p
2009	47.90p	32.50p	1.7152p
2010	52.85p	45.17p	1.5128p
2011[4]	55.26p	46.79p	1.1929p
2012[5]	–	–	0.4070p
B - Class Distribution			
2007[2]	54.99p	49.81p	0.4867p
2008	51.18p	32.01p	1.8394p
2009	42.87p	29.85p	1.5916p
2010	46.05p	40.20p	1.3421p
2011[4]	47.84p	40.05p	1.0363p
2012[5]	–	–	0.3472p
B - Class Accumulation			
2007[2]	55.93p	51.08p	0.4936p
2008	52.95p	34.15p	1.9267p
2009	48.16p	32.61p	1.7266p
2010	53.25p	45.46p	1.5326p
2011[4]	55.72p	47.20p	1.2101p
2012[5]	–	–	0.4203p
I - Class Distribution			
2011[3][4]	47.88p	40.20p	0.5285p
2012[5]	–	–	0.3529p
I - Class Accumulation			
2011[3][4]	55.80p	47.39p	0.5667p
2012[5]	–	–	0.4120p

[1]From 18 September 2006.

[2]From 15 June 2007.

[3]From 3 March 2011.

[4]The above table shows highest and lowest prices to 2 December 2011.

[5]The above table shows the net revenue to 1 February 2012.

Past performance is not a guide to future performance.
The price of units and income from them may go down as well as up.
Exchange rate changes may cause the value of any overseas investments to rise or fall.

Barclays Dividend and Growth Portfolio

Portfolio Statement as at 2 December 2011

All investments are in distribution units or shares unless otherwise stated. The percentage in brackets show the equivalent sector holding as 2 June 2011.

Holding/ Nominal Value	Investment	Market Value £	% of Net Assets
	Funds investing in UK shares - 50.46% (45.60%)		
8,358,366	Barclays UK Core Fund†	37,930,267	16.52
10,882,599	Barclays UK Equity Income Fund†	35,607,861	15.51
19,853,514	Barclays UK Equity Income (Series 2) Fund†	42,327,693	18.43
		115,865,821	50.46
	Funds investing in Overseas shares - 25.36% (21.59%)		
13,250,162	GlobalAccess Emerging Markets Equity Fund	7,651,389	3.33
20,444,078	GlobalAccess Europe ex-UK Alpha Fund	19,448,515	8.47
29,946,565	GlobalAccess Global Property Securities Fund	20,289,492	8.84
8,016,513	GlobalAccess Pacific Rim ex-Japan Fund	10,837,198	4.72
		58,226,594	25.36
	Funds investing in Interest Bearing securities - 18.19% (14.94%)		
3,102,035	GlobalAccess Emerging Markets Debt Fund	2,271,735	0.99
13,589,908	GlobalAccess Global High Yield Bond Fund	9,042,904	3.94
9,034,198	GlobalAccess Global Inflation Linked Bond Fund	7,220,679	3.14
29,636,364	Barclays Sterling Bond Fund†	18,825,019	8.20
9,928,653	Barclays Sterling Corporate Bond Fund†	4,409,315	1.92
		41,769,652	18.19
	Futures - 0.23% (-0.05%)		
361	E-Mini S&P 500 Future Expiry December 2011	1,096,330	0.47
124	Euro STOXX 50 Future Expiry December 2011	342,256	0.15
(224)	FTSE 100 Index Future Expiry December 2011	(942,476)	(0.41)
(38)	LIFFE Long Gilt Index Future Expiry March 2012	16,340	0.01
39	Topix Index Future Expiry December 2011	19,711	0.01
		532,161	0.23
	Forward Currency Contracts - (0.37%) (0.13%)		
€(426,690)	Sold Euro	920	-
£367,929	For Sterling Expires (05/12/2011)		
€(23,597,329)	Sold Euro	(22,047)	(0.01)
£20,274,709	For Sterling Expires (05/12/2011)		
£(20,607,804)	Sold Sterling	55,961	0.02
€24,024,019	For Euro Expires (05/12/2011)		
¥(5,844,312)	Sold Japanese Yen	(781)	-
£46,978	For Sterling Expires (05/12/2011)		

Barclays Dividend and Growth Portfolio

Portfolio Statement (continued) as at 2 December 2011

Holding/ Nominal Value	Investment	Market Value £	% of Net Assets
	Forward Currency Contracts (continued)		
£(47,835)	Sold Sterling	(75)	-
¥5,844,312	For Japanese Yen Expires (05/12/2011)		
$(2,344,924)	Sold US Dollar	20,694	0.01
£1,515,276	For Sterling Expires (05/12/2011)		
$(88,823,257)	Sold US Dollar	(835,244)	(0.36)
£55,777,941	For Sterling Expires (05/12/2011)		
£(58,222,412)	Sold Sterling	131,737	0.06
$91,554,743	For US Dollar Expires (05/12/2011)		
€(24,520,803)	Sold Euro	(60,252)	(0.03)
£21,045,004	For Sterling Expires (06/01/2012)		
¥(4,866,000)	Sold Japanese Yen	37	-
£39,862	For Sterling Expires (06/01/2012)		
$(93,213,923)	Sold US Dollar	(135,911)	(0.06)
£59,294,389	For Sterling Expires (06/01/2012)		
		(844,961)	(0.37)
	Portfolio of investments*	215,549,267	93.87
	Net other assets	14,072,777	6.13
	Net assets	£229,622,044	100.00%

*Including investment liabilities

†These are unlisted securities and have been valued at the Manager's best assesment of their fair value.

Portfolio Information	Period to 02/12/11
Total purchases for the period	£161,895,973
Total sales for the period	£43,709,570

Barclays Dividend and Growth Portfolio

Statement of Total Return for the period ended 2 December 2011

		02/12/11		02/12/10
	£	£	£	£
Income				
Net capital (losses)/gains		(13,327,241)		4,186,976
Revenue	3,006,270		849,749	
Expenses	(1,016,854)		(458,349)	
Finance costs: Interest	–		(33)	
Net revenue before taxation for the period	1,989,416		391,367	
Taxation	–		–	
Net revenue after taxation for the period		1,989,416		391,367
Total return before distributions		(11,337,825)		4,578,343
Finance costs: Distributions		(2,698,216)		(803,589)
Change in net assets attributable to Unitholders from investment activities		**£(14,036,041)**		**£3,774,754**

Statement of Change in Net Assets attributable to Unitholders for the period ended 2 December 2011

		02/12/11		02/12/10
	£	£	£	£
Opening net assets attributable to Unitholders		134,751,691		49,120,297
Amounts received on creation of units	112,803,315		2,458,781	
Amounts paid on cancellation of units	(4,209,132)		(4,117,827)	
		108,594,183		(1,659,046)
Stamp Duty Reserve Tax		(29,924)		(8,878)
Change in net assets attributable to Unitholders from investment activities		(14,036,041)		3,774,754
Retained distribution on accumulation units		342,135		437,190
Closing net assets attributable to Unitholders		**£229,622,044**		**£51,664,317**

The difference between the opening net assets and the comparative closing net assets is the movement in the second half of the year.

Balance Sheet as at 2 December 2011

		02/12/11		02/06/11
	£	£	£	£
ASSETS				
Investment assets		217,546,053		110,967,894
Debtors	5,110,535		3,171,578	
Cash and bank balances	8,766,601		20,169,934	
Amounts held at futures clearing houses and brokers	2,629,308		3,043,474	
Total other assets		16,506,444		26,384,986
Total assets		**234,052,497**		**137,352,880**
LIABILITITES				
Investment liabilities		(1,996,786)		(194,871)
Creditors	(743,281)		(196,017)	
Amounts held at futures clearing houses and brokers	–		(1,573,954)	
Distribution payable on distribution units	(1,690,386)		(636,347)	
Total other liabilities		(2,433,667)		(2,406,318)
Total liabilities		**(4,430,453)**		**(2,601,189)**
Net assets attributable to Unitholders		**£229,622,044**		**£134,751,691**

Barclays Dividend and Growth Portfolio

Notes to the Financial Statements

1. Accounting policies

The financial statements have been prepared under the historical cost convention, as modified by the revaluation of investments, and in accordance with the Statement of Recommended Practice for Authorised Funds issued by the IMA in October 2010 ("the IMA SORP 2010").

2. Risk in relation to financial instruments

The Trust currently utilises forward currency contracts and index futures.

Forward currency contracts are used to hedge the effect of currency risk, whilst index futures are used for two purposes under Efficient Portfolio Management (EPM).

Futures are used to hedge market exposure from cashflows to ensure asset allocation views can be maintained without adjusting underlying holdings too frequently, and they are also used to adjust the tactical asset allocation of the Trust. Futures allow a low cost and liquid mechanism of achieving these aims.

The effective exposure of all derivatives must be fully covered with a corresponding cash balance at all times.

The effective exposure to the derivatives at the balance sheet date and the effects of an increase or decrease in the Index on the net asset value of the Trust are shown below.

Derivative 02/12/11	Effective Exposure £'000	Impact on Net Assets of Trust from movement in index value of below percentage (20%)	(10%)	10%	20%
E-Mini S&P 500 Index	14,470	(1.26%)	(0.63%)	0.63%	1.26%
Euro STOXX 50 Index	2,516	(0.22%)	(0.11%)	0.11%	0.22%
FTSE 100 Index	(12,488)	1.08%	0.54%	(0.54%)	(1.08%)
LIFFE Long Gilt Index	(4,313)	0.38%	0.19%	(0.19%)	(0.38%)
TOPIX Index	2,393	(0.20%)	(0.10%)	0.10%	0.20%
Total	2,578	(0.22%)	(0.11%)	0.11%	0.22%

Derivative 02/06/11	Effective Exposure £'000	Impact on Net Assets of Trust from movement in index value of below percentage (20%)	(10%)	10%	20%
LIFFE Long Gilt Index	(2,051)	0.30%	0.15%	(0.15%)	(0.30%)
FTSE 100 Index	(530)	0.08%	0.04%	(0.04%)	(0.08%)
US 10 Year Treasury Notes	1,806	(0.27%)	(0.13%)	0.13%	0.27%
E-Mini S&P 500 Index	10,483	(1.56%)	(0.78%)	0.78%	1.56%
SPI 200 Index	2,399	(0.36%)	(0.18%)	0.18%	0.36%
Euro STOXX 50 Index	4,926	(0.73%)	(0.37%)	0.37%	0.73%
TOPIX Index	1,747	(0.26%)	(0.13%)	0.13%	0.26%
Total	18,780	(2.80%)	(1.40%)	1.40%	2.80%

Barclays Dividend and Growth Portfolio

General Information

Constitution

Launch date:	28 July 2006
Period end dates for distributions:	2 March, 2 June, 2 September and 2 December
Distribution dates:	1 May, 1 August, 1 November and 1 February
Minimum initial lump sum investment:	A Class - £500
	B Class - £1,000,000
	I Class - £4,000,000
Minimum monthly contribution:	A Class - £50
	B Class - Nil
	I Class - Nil
Valuation point:	12 noon
Annual Management charges:	A Class Annual - 1.5%
	B Class Annual - 1.25%
	I Class Annual - 1.00%
Initial charges:	A Class - 4.5%
	B Class - 2.5%
	I Class - Nil

For Units purchased before 1 December 2003, an exit fee may be payable upon redemption. B Class units are only available for purchase by a Barclays Nominee.

Pricing and Dealing

The prices are published on the internet at www.barclaysinvestments.co.uk immediately after they become available.
Dealing in units takes place on a forward pricing basis, from 9:00am to 5:30pm, Monday to Friday excluding Bank Holidays.

Buying and Selling Units

Units may be bought on any business day from the Manager or through a financial adviser by telephoning or by completing an application form. Units may normally be sold back to the Manager on any business day at the bid price calculated at the following valuation point.

ISA Status

This Trust may be held within this tax advantaged savings arrangement. The favourable tax treatment of ISAs may not be maintained.
For full written information please contact your usual financial adviser or ring 0844 892 0198.

Call charges will vary. We may record and monitor calls.

Stamp Duty Reserve Tax

Stamp Duty Reserve Tax suffered on the surrender of units where applicable, has been charged against the capital assets of the Trust.

Barclays Dividend and Growth Portfolio

General Information (continued)

Prospectus and Manager's Reports

The Manager will send to all persons on the Unitholder Register annual and interim short form reports.

Copies of the prospectus are available free of charge by telephoning 0844 892 0198 or at www.barclaysinvestments.co.uk.

Do you have difficulty in reading information in print because of a disability? If so, we can help. We are able to produce information for our clients in large print and braille. If you would like to discuss your particular requirements, please contact us on 0844 892 0198.

Call charges will vary. We may record and monitor calls.

EU Savings Directive

The Trust has been reviewed against the requirements of the Directive 2003/48/EC on taxation of savings in the form of interest payments (ESD), following HM Revenue & Customs debt investment reporting guidance notes.

Under the Directive, information is collected about the payment of savings income to residents in certain other countries and is reported to HM Revenue & Customs to be exchanged with tax authorities in those countries.

The Trust falls within the 25% debt investment reporting threshold. This means that details of all income distributions and redemption proceeds paid to non UK investors will be reported by Barclays Wealth Funds Limited to HM Revenue & Customs to be exchanged with the relevant tax authorities.

Barclays Dividend and Growth Portfolio

General Information (continued)

Manager
Barclays Wealth Funds Limited
1 Churchill Place
London E14 5HP

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Robert Brown
David Dalton-Brown
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Dealing & Enquiries: 0845 300 4003
Call charges will vary. We may record and monitor calls.

Trustee
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Effective from 1 October 2011
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