
7 October 2008

SECOND SUPPLEMENT TO THE REGISTRATION DOCUMENT



ABN AMRO HOLDING N.V.
(Registered at Amsterdam, The Netherlands)

ABN AMRO BANK N.V.
(Registered at Amsterdam, The Netherlands)

Registration Document

1. This Supplement dated 7 October 2008 (the **Supplement**) constitutes the second supplement to the Registration Document dated 27 June 2008 (the **Registration Document**) published by ABN AMRO Holding N.V. (**Holding**) and ABN AMRO Bank N.V. (**Bank**) approved by the Netherlands Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*, the **AFM**) on 27 June 2008, as supplemented on 2 October 2008.
2. This Supplement constitutes a supplemental prospectus to the Registration Document for the purposes of Article 5:23 of the Financial Supervision Act (*Wet op het financieel toezicht*).
3. This Supplement is supplemental to, and should be read in conjunction with, the Registration Document and any other supplements thereto issued by Holding and/or Bank.
4. Holding and Bank accept responsibility for the information contained in this Supplement. To the best of the knowledge of Holding and Bank (having taken all reasonable care to ensure that such is the case), the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.
5. On 3 October 2008, Holding announced jointly with the Dutch Minister of Finance (the **Minister**) *inter alia* that on that date the Minister acquired all shares of Fortis Bank Nederland (Holding) NV (**Fortis Holding**), Fortis Insurances Netherlands NV and Fortis Corporate Insurance NV from Fortis SA/NV and Fortis NV. The Dutch state has thus become the owner of the Fortis share in Holding as well. Accordingly, Fortis Holding and the Fortis share in Holding have now been disconnected from Fortis's banking activities in Belgium and Luxembourg and the Dutch-based banking and insurance activities of Fortis and the Fortis share in ABN AMRO are now in the hands of the State of the Netherlands.

6. A copy of that announcement has been filed with the AFM and, by virtue of this Supplement, the announcement is incorporated in, and forms part of, the Registration Document.
7. Copies of all documents incorporated by reference in the Registration Document are accessible on www.abnamro.com and can be obtained, on request, free of charge, by writing to, or telephoning, ABN AMRO Bank N.V., Investor Relations Department, Gustav Mahlerlaan 10, PO Box 283, 1000. EA Amsterdam, The Netherlands, telephone (+3120) 628 7835.
8. To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Registration Document by this Supplement and (b) any other statement in or incorporated by reference in the Registration Document, the statements in (a) above will prevail.
9. Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Registration Document since the publication of the Registration Document.

ABN AMRO Holding N.V.

ABN AMRO Bank N.V.