
7 October 2008

**SECOND SUPPLEMENT TO THE BASE PROSPECTUS IN RESPECT OF THE PROGRAMME
FOR THE ISSUANCE OF MEDIUM TERM NOTES**



ABN AMRO BANK N.V.

(Registered at Amsterdam, The Netherlands)

ABN AMRO Programme for the Issuance of Medium Term Notes

1. This Supplement dated 7 October 2008 (the **Supplement**) constitutes the second supplement to the base prospectus dated 18 July 2008 in relation to the Programme for the Issuance of Medium Term Notes (the **Base Prospectus**) established by ABN AMRO Bank N.V. (the **Issuer**) approved by the Netherlands Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*, the **AFM**) on 18 July 2008, as supplemented on 2 October 2008.
2. The Base Prospectus was approved as a base prospectus pursuant to Directive 2003/71/EC by the AFM. This Supplement constitutes a supplemental prospectus to the Base Prospectus 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 Base Prospectus and any other supplements thereto issued by the Issuer.
4. The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer (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, ABN AMRO Holding N.V. (**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, that announcement is incorporated in, and forms part of, the Base Prospectus.
7. Copies of all documents incorporated by reference in the Base Prospectus 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. To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail.
8. Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.

ABN AMRO Bank N.V.