
2 December 2008

**THIRD SUPPLEMENT TO THE BASE PROSPECTUS IN RESPECT OF THE LIMITED
RECOURSE PROGRAMME FOR THE ISSUANCE OF NOTES AND CERTIFICATES**



ABN AMRO BANK N.V.

(Registered at Amsterdam, The Netherlands)

ABN AMRO Limited Recourse Programme

1. This third Supplement dated 2 December 2008 (the **Supplement**) constitutes the third supplement to the base prospectus dated 11 July 2008 in relation to the Limited Recourse Programme for the Issuance of Notes and Certificates (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 11 July 2008, as supplemented on 2 October 2008 and 7 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 21 November 2008, the Dutch Ministry of Finance (the **Minister**) announced its plan for the companies that were acquired by the Dutch State, being *inter alia*, the Fortis-owned parts of the former ABN AMRO and Fortis Bank Nederland.

According to the Minister's plan as set out in the announcement, ABN AMRO Bank Nederland and Fortis Bank Nederland will be merged into one bank. ABN AMRO will be the new bank's leading

brand. The Dutch State will hold a stake in the new bank for at least a number of years and no sale will take place before 2011 at the earliest.

In addition, the announcement advises of the appointment of Mr Gerrit Zalm as the new vice-chairman of the Managing Board of ABN AMRO Bank.

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.
8. 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.
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 Base Prospectus since the publication of the Base Prospectus.

ABN AMRO Bank N.V.