

## SUPPLEMENTAL PROSPECTUS

SUPPLEMENT TO THE BASE PROSPECTUS DATED 15 JUNE 2007

### **GOLDFISH MASTER ISSUER B.V.**

*(Incorporated in the Netherlands with its statutory seat in Amsterdam, the Netherlands)*

€ 10,000,000,000

#### *Residential Mortgage Backed Note Programme*

This supplemental prospectus (the '**Supplemental Prospectus**') of the € 10,000,000,000 Residential Mortgage Backed Note Programme (the '**Programme**') of Goldfish Master Issuer B.V. (the '**Issuer**') is prepared to update and amend the base prospectus dated 15 June 2007 (the '**Base Prospectus**') and is supplemental to, forms part of and should be read in conjunction with, the Base Prospectus (as attached hereto). Terms defined in the Base Prospectus shall have the same meaning in this Supplemental Prospectus, unless specified otherwise.

This document is an amendment and a supplement to the Base Prospectus within the meaning of article 16 of Directive 2003/71/EC (the '**Prospectus Directive**'). This Supplemental Prospectus has been submitted for approval by the Netherlands Authority for the Financial Markets ("*Stichting Autoriteit Financiële Markten*", the "**AFM**"), which is the Netherlands competent authority for the purpose of the Prospectus Directive and relevant implementing measures in the Netherlands, as a supplemental prospectus issued in compliance with the Prospectus Directive, Commission Regulation EC No. 809/2004 (the '**Prospectus Regulation**') and relevant implementing measures in the Netherlands for the purpose of giving information with regard to the issue of Notes under the Programme.

The date of this Supplemental Prospectus is 23 January 2008.

**Fortis Bank**

## IMPORTANT NOTICE

The Sellers accept responsibility for the information contained in this Supplemental Prospectus. To the best of their knowledge (having taken all reasonable care to ensure that such is the case) the information contained in this Supplemental Prospectus is in accordance with the facts and does not omit anything likely to affect the impact of such information. Any information from third-parties identified in this Supplemental Prospectus as such has been accurately reproduced and that as far as the Sellers are aware and are able to ascertain from the information published by a third party, does not omit any facts which would render the reproduced information inaccurate or misleading. The Sellers accept responsibility accordingly.

No person has been authorised to give any information or to make any representation not contained in or not consistent with this Supplemental Prospectus or any other information supplied in connection with the Programme and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer.

Neither this Supplemental Prospectus nor any other information supplied in connection with the Programme should be considered as a recommendation by the Issuer that any recipient of this Supplemental Prospectus or any other information supplied in connection with the Programme should purchase any Notes. Each investor contemplating purchasing any Notes should make its own independent investigation of the financial condition and affairs and its own appraisal of the creditworthiness of the Issuer and the Mortgage Receivables. Neither this Supplemental Prospectus nor any other information supplied in connection with the Programme constitutes an offer or invitation by or on behalf of the Issuer to any person to subscribe for or to purchase any Notes.

The distribution of the Base Prospectus or this Supplemental Prospectus or the Final Terms and the offering, sale or delivery of the Notes does not at any time imply that the information contained herein concerning the Issuer is correct at any time subsequent to the date hereof or that any other information supplied in connection with the Programme is correct as of any time subsequent to the date indicated in the document containing the same. Investors should review, inter alia, the most recent financial statements of the Issuer when deciding whether or not to purchase any Notes.

The distribution of the Base Prospectus, this Supplemental Prospectus or the Final Terms and the offering, sale or delivery of the Notes may be restricted by law in certain jurisdictions. Persons into whose possession the Base Prospectus, this Supplemental Prospectus or any Notes come must inform themselves about, and observe, any such restrictions. For a description of certain restrictions on offers, sales and deliveries of Notes and on distribution of the Base Prospectus, this Supplemental Prospectus and other offering material relating to the Notes, see *Subscription and Sale* in the Base Prospectus.

The Notes have not been approved or disapproved by the US Securities and Exchange Commission, any state securities commission or any other regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the accuracy or adequacy of this Supplemental Prospectus. Any representation to the contrary is unlawful.

The Notes have not been and will not be registered under the United States Securities Act of 1933 (as amended) (the '**US Securities Act**') and include Notes in bearer form that are subject to United States tax law requirements. The Notes may not be offered, sold or delivered within the United States or to United States persons as defined in Regulation S under the US Securities Act, except in certain transactions permitted by US tax regulations and the US Securities Act. See *Subscription and Sale* in the Base Prospectus.

## CERTAIN MODIFICATIONS TO THE BASE PROSPECTUS

*The following are amendments to the text of the Base Prospectus.*

1. The section "Recent Developments" in the chapter "Fortis and the Sellers" of the Base Prospectus as set forth on the second paragraph up to and including the sixth paragraph of page 78 of the Base Prospectus shall be deleted and replaced by the following:

"On July 23, 2007, RFS Holdings, a company formed and jointly owned by Fortis SA/NV and Fortis N.V. (referred to in this subsection as "**Fortis**"), The Royal Bank of Scotland Group plc ("**RBS**") and Banco Santander Central Hispano, SA. (collectively referred to as the "**Consortium Banks**") for the purpose of acquiring ABN AMRO commenced an offer for all of the outstanding ordinary shares of ABN AMRO Holding N.V.. The ABN AMRO offer consideration payable by the Consortium Banks in the aggregate amounted to approximately EUR 71.1 billion. For each ABN AMRO ordinary share tendered, RFS Holdings has paid EUR 35.60 in cash plus 0.296 new RBS shares. Under the terms of the Consortium and Shareholders' Agreement entered into among the Consortium Banks, Fortis has funded EUR 24 billion, 33.8% of the total consideration payable in the ABN AMRO offer.

Fortis is financing its portion of the ABN AMRO offer consideration as follows:

- EUR 2 billion from the sale on July 11, 2007 of Conditional Capital Exchangeable Notes that were exchanged into the MCS on December 7, 2007;
- EUR 13 billion from the proceeds of a Rights Offering closed on October 9, 2007 ; and
- EUR 9.5 to 11.0 billion from the proceeds of a combination of (i) the issue of other Tier 1 capital instruments (approximately EUR 3.0-5.0 billion), including the proceeds of the EUR 3.0 billion CASHES instrument issued on December 19, 2007; (ii) the sale of specific non-core assets (approximately EUR 2.5 billion); (iii) sale of shared assets of the Consortium Banks (approximately EUR 2.0 billion); and (iv) securitisation and other similar transactions (approximately 2.0 billion).

In this respect, Fortis announced on July 12, 2007 that EUR 1.6 billion (sale price) of such an amount had been raised, representing a capital relief of EUR 1.2 billion due to the decrease in the risk weighted assets, by divesting various assets and shareholdings in European financial institutions. This amount includes the proceeds (EUR 980 million) from the sale by Fortis, announced on July 11, 2007, of its share in the joint venture CaiFor to its Spanish partner "la Caixa"; this transaction closed on November 13, 2007.

The ABN AMRO offer commenced on July 23, 2007 and expired on October 5, 2007.

On October 8, 2007 the Consortium Banks announced that, as of the expiration of the offer period, 1,590,339,614 ABN AMRO ordinary shares, representing approximately 86% of ABN AMRO's share capital, had been tendered in the ABN AMRO offer. This satisfied the minimum acceptance condition.

On October 10, 2006 the Consortium Banks declared the ABN AMRO offer unconditional. In accordance with normal practice in The Netherlands, the Banks provided a subsequent offer period (the "Subsequent Offer Period") to allow ABN AMRO shareholders who had not yet accepted the offer to tender their ABN AMRO shares for the same consideration and pursuant to the same terms described in the documents relating to the offer; the Subsequent Offer Period started on October 11, 2007 and ended

on October 31, 2007. On completion of the Subsequent Offer Period the Consortium Banks had acquired 98.8% of the ABN AMRO share capital.

With the successful completion of the ABN AMRO offer, RFS Holdings has acquired ABN AMRO and the ABN AMRO businesses will be governed and reorganised as contemplated by the Consortium and Shareholders' Agreement among the Consortium Banks. Fortis now holds shares in RFS Holdings that equal its proportionate funding commitment (33.8%) for the ABN AMRO offer consideration and the capital and income rights of shares issued to each of the Consortium Banks will be linked to the net assets and income of the respective ABN AMRO businesses that they will acquire following the reorganisation of ABN AMRO.

Following the reorganisation, Fortis will acquire the following ABN AMRO businesses:

- Business Unit Netherlands (excluding the former Dutch wholesale clients, Interbank, DMC Consumer Finance as well as certain commercial banking activities to be divested by Fortis after the completion of the ABN AMRO offer as part of the divestment agreed with the European Commission),
- Business Unit Private Clients globally,
- Business Unit Asset Management globally, and
- the ABN AMRO brand name.

For more information and the latest developments in this respect, please visit our website [www.fortis.com](http://www.fortis.com)."

2. The section under the header "*Details of Mortgage Receivables*" on page 85 of the Base Prospectus shall be deleted entirely and replaced by the following:

#### **"Details of Mortgage Receivables**

Details regarding the Mortgage Receivables held by the Asset Purchasers from time to time, as well as the details regarding the Mortgage Receivables sold and assigned to the relevant Asset Purchaser or the Asset Purchasers on the relevant Issue Date, will be provided in the Final Terms relating to the relevant issue of Notes.

The Mortgage Receivables that will be sold and assigned to an Asset Purchaser or the Asset Purchasers in relation to an issue of Notes will in accordance with the criteria set forth in the relevant Asset Purchaser Mortgage Receivables Purchase Agreement be selected on or prior to the Issue Date from a provisional pool of mortgage loans (the '**Provisional Pool**'). As a result of repayments, prepayments, new production and other circumstances the information set out in the relevant Final Terms in respect of the relevant Provisional Pool may not necessarily correspond to that of the Mortgage Receivables actually sold and assigned to the relevant Asset Purchaser or the Asset Purchasers and may also include other mortgage loans which were not included in the Provisional Pool, provided always that the pool of mortgage receivables actually sold and assigned to the relevant Asset Purchaser or the Asset Purchasers (the '**Final Pool**') will generally have the same characteristics as the Provisional Pool.

The numerical information in respect of a Provisional Pool will be set out in the relevant Final Terms either together with the pool of Mortgage Receivables held by the Asset Purchaser as of [*fill in last day of preceding calendar month*] (the '**Current Pool**') as one consolidated pool (the '**Consolidated Pool**') in one set of tables or, as the case may be, in two separate sets of tables, one with the data on the Current Pool and the other with data on the Provisional Pool, as the Issuer may deem appropriate. The numerical information in respect of the Current Pool will relate to the Current Pool which will be determined prior to the relevant Issue Date. Therefore, the information set out in the

relevant Final Terms in respect of the Current Pool may not entirely reflect the Current Pool as it is on the relevant Issue Date."

3. The first two paragraphs in the section "Responsibility" of the Final Terms on page 120 of the Base Prospectus shall be deleted and replaced by the following:

"The Issuer accepts responsibility for the information contained in these Final Terms [except in respect of [the Provisional Pool and the Current Pool provided under C below] [the Consolidated Pool provided under C below]. To the best of the knowledge and belief of the Issuer (which has taken all reasonable care to ensure that such is the case) the information contained in these Final Terms is in accordance with the facts and does not omit anything likely to affect the import of such information. The Issuer accepts responsibility accordingly.

[The [Seller[s]] accept[s] responsibility for the information contained in these Final Terms in respect of [the Provisional Pool provided under C below] [the Consolidated Pool provided under C below]. To the best of the knowledge and belief of the [Seller[s]] (which [has]/[have] taken all reasonable care to ensure that such is the case) the information contained in these Final Terms is in accordance with the facts and does not omit anything likely to affect the import of such information. The [Seller[s]] accept[s] responsibility accordingly.]"

4. Part C of the Final Terms on page 123 of the of the Base Prospectus shall be deleted and replaced by the following:

**PART C - INFORMATION ON, IF APPLICABLE, THE PROVISIONAL POOL[S] OF MORTGAGE RECEIVABLES TO BE SOLD TO THE [ASSET PURCHASER[S]] ON OR ABOUT THE ISSUE DATE IN RELATION TO THIS ISSUE OF NOTES AND , IF APPLICABLE, THE CURRENT POOL OF MORTGAGE RECEIVABLES HELD BY THE ASSET PURCHASER[S]**

*[Include if applicable and duplicate for each Asset Purchaser if applicable]* [The numerical data set out below relate to a consolidated pool of Mortgage Loans (the '**Consolidated Pool**'), which combines a provisional pool of Mortgage Loans as of [•] (the '**Provisional Pool**') and the pool of Mortgage Receivables held by [all Asset Purchasers]/[insert name of relevant Asset Purchaser] as of [fill in last day of preceding calendar month] (the '**Current Pool**'). A final portfolio will be selected on or before the Issue Date, from the Provisional Pool. As a result of repayments, prepayments, new production and other circumstances, the information set out in the relevant Final Terms in respect of the relevant Provisional Pool may not necessarily correspond to that of the Mortgage Receivables actually sold and assigned to the relevant Asset Purchaser or the Asset Purchasers and may also include other mortgage loans which were not included in the Provisional Pool. The information on the Provisional Pool incorporated below may therefore not necessarily correspond to the Mortgage Receivables actually sold by the [relevant][Seller/Sellers] to the [relevant][Asset Purchaser/Asset Purchasers] on the Issue Date, provided always that the pool of Mortgage Receivables actually sold and assigned will generally have the same characteristics as the Provisional Pool. The numerical information in respect of the Current Pool will relate to the Current Pool which will be determined prior to the relevant Issue Date. Therefore, the information incorporated below in respect of the Current Pool may not entirely reflect the Current Pool as it is on the relevant Issue Date.]

*[Include if applicable and duplicate for each Asset Purchaser if applicable]* [The numerical data set out below relate to the pool of Mortgage Receivables held by [all Asset Purchasers]/[insert name of relevant Asset Purchaser] prior to the Issue Date (the '**Current Pool**'). The numerical information in respect of the Current Pool will relate to the Current Pool which will be determined as of [fill in last day of preceding calendar month]. Therefore, the information set out below in respect of the Current Pool may not entirely reflect the Current Pool as it is on the relevant Issue Date.]

*[Include if applicable and duplicate for each Asset Purchaser if applicable] [The numerical data set out below relate to a provisional pool of Mortgage Loans (the 'Provisional Pool') as of [•] of [all Asset Purchasers]/[insert name of relevant Asset Purchaser]. A final portfolio will be selected on or before the Issue Date, from the Provisional Pool. As a result of repayments, prepayments, new production and other circumstances, the information set out in the relevant Final Terms in respect of the relevant Provisional Pool may not necessarily correspond to that of the Mortgage Receivables actually sold and assigned and may also include other mortgage loans which were not included in the Provisional Pool. The information on the Provisional Pool set out below may therefore not necessarily correspond to the Mortgage Receivables actually sold by the relevant Seller or Sellers to the relevant Asset Purchaser or Asset Purchasers on the Issue Date, provided always that the pool of Mortgage Receivables actually sold and assigned to will generally have the same characteristics as the Provisional Pool.]*

*[The following is an example of the information which may be provided in the applicable Final Terms. If applicable, details of the Current Pool and/or Provisional Pool may be provided in the below manner or in a similar manner. For each Final Terms the specific information in the tables will, if necessary, be adjusted. Information may be provided on a Seller/Asset Purchaser by Seller/Asset Purchaser basis or on a consolidated basis.]*

Loan to Indexed Foreclosure Value				
Range of Loan to Indexed Foreclosure Value	Number of Borrowers	Proportion of Total (%)	Aggregate Outstanding Principal (euro)	Proportion of Pool (%)
LTFV Indexed <= 0.50				
0.50 < LTFV Indexed <= 0.55				
0.55 < LTFV Indexed <= 0.60				
0.60 < LTFV Indexed <= 0.65				
0.65 < LTFV Indexed <= 0.70				
0.70 < LTFV Indexed <= 0.75				
0.75 < LTFV Indexed <= 0.80				
0.80 < LTFV Indexed <= 0.85				
0.85 < LTFV Indexed <= 0.90				
0.90 < LTFV Indexed <= 0.95				
0.95 < LTFV Indexed <= 1.00				
1.00 < LTFV Indexed <= 1.05				
1.05 < LTFV Indexed <= 1.10				
1.10 < LTFV Indexed <= 1.15				
1.15 < LTFV Indexed <= 1.20				
1.20 < LTFV Indexed <= 1.25				
1.25 < LTFV Indexed <= 1.30				
1.30 < LTFV Indexed <= 1.35				
1.35 < LTFV Indexed <= 1.40				
1.40 < LTFV Indexed <= 1.45				
1.45 < LTFV Indexed <= 1.50				
LTFV Indexed > 1.50				

Loan to Foreclosure Value				
Range of Loan to Foreclosure Value	Number of Borrowers	Proportion of Total (%)	Aggregate Outstanding Principal (euro)	Proportion of Pool (%)
LTFV <= 0.50				
0.50 < LTFV <= 0.55				
0.55 < LTFV <= 0.60				
0.60 < LTFV <= 0.65				
0.65 < LTFV <= 0.70				
0.70 < LTFV <= 0.75				
0.75 < LTFV <= 0.80				
0.80 < LTFV <= 0.85				
0.85 < LTFV <= 0.90				
0.90 < LTFV <= 0.95				
0.95 < LTFV <= 1.00				
1.00 < LTFV <= 1.05				
1.05 < LTFV <= 1.10				
1.10 < LTFV <= 1.15				
1.15 < LTFV <= 1.20				
1.20 < LTFV <= 1.25				
1.25 < LTFV <= 1.30				
1.30 < LTFV <= 1.35				
1.35 < LTFV <= 1.40				
1.40 < LTFV <= 1.45				
1.45 < LTFV <= 1.50				
LTFV > 1.50				

Loan to Indexed Market Value				
Range of Loan to Indexed Market Value	Number of Borrowers	Proportion of Total (%)	Aggregate Outstanding Principal (euro)	Proportion of Pool (%)
LTIMV <= 0.50				
0.50 < LTIMV <= 0.55				
0.55 < LTIMV <= 0.60				
0.60 < LTIMV <= 0.65				
0.65 < LTIMV <= 0.70				
0.70 < LTIMV <= 0.75				
0.75 < LTIMV <= 0.80				
0.80 < LTIMV <= 0.85				
0.85 < LTIMV <= 0.90				
0.90 < LTIMV <= 0.95				
0.95 < LTIMV <= 1.00				
1.00 < LTIMV <= 1.05				
1.05 < LTIMV <= 1.10				
1.10 < LTIMV <= 1.15				
1.15 < LTIMV <= 1.20				
1.20 < LTIMV <= 1.25				
1.25 < LTIMV <= 1.30				
1.30 < LTIMV <= 1.35				
1.35 < LTIMV <= 1.40				
1.40 < LTIMV <= 1.45				
1.45 < LTIMV <= 1.50				
LTIMV > 1.50				



Loan to Market Value				
Range of Loan to Market Value	Number of Borrowers	Proportion of Total (%)	Aggregate Outstanding Principal (euro)	Proportion of Pool (%)
LTMV <= 0.50				
0.50 < LTMV <= 0.55				
0.55 < LTMV <= 0.60				
0.60 < LTMV <= 0.65				
0.65 < LTMV <= 0.70				
0.70 < LTMV <= 0.75				
0.75 < LTMV <= 0.80				
0.80 < LTMV <= 0.85				
0.85 < LTMV <= 0.90				
0.90 < LTMV <= 0.95				
0.95 < LTMV <= 1.00				
1.00 < LTMV <= 1.05				
1.05 < LTMV <= 1.10				
1.10 < LTMV <= 1.15				
1.15 < LTMV <= 1.20				
1.20 < LTMV <= 1.25				
1.25 < LTMV <= 1.30				
1.30 < LTMV <= 1.35				
1.35 < LTMV <= 1.40				
1.40 < LTMV <= 1.45				
1.45 < LTMV <= 1.50				
LTMV > 1.50				

Loan Sizes				
Range of Loan	Number of Borrowers	Proportion of Total (%)	Aggregate Outstanding Principal (euro)	Proportion of Pool (%)
Loan Size <= 200,000				
200,000 < Loan Size <= 300,000				
300,000 < Loan Size <= 400,000				
400,000 < Loan Size <= 500,000				
500,000 < Loan Size <= 600,000				
600,000 < Loan Size <= 700,000				
700,000 < Loan Size <= 800,000				
800,000 < Loan Size <= 900,000				
900,000 < Loan Size <= 1,000,000				
1,000,000 < Loan Size <= 1,100,000				
1,100,000 < Loan Size <= 1,200,000				
1,200,000 < Loan Size <= 1,300,000				
1,300,000 < Loan Size <= 1,400,000				
1,400,000 < Loan Size <= 1,500,000				
Loan Size > 1,500,000				

Origination Year				
Range of Period	Number of Loan Parts	Proportion of Total (%)	Aggregate Outstanding Principal Amount (euro)	Proportion of Pool (%)
< 1995				
1995				
1996				
1997				
1998				
1999				
2000				
2001				
2002				
2003				
2004				
2005				
2006				
2007				

Loan Maturity Date				
Range of Period	Number of Loan Parts	Proportion of Total (%)	Aggregate Outstanding Principal Amount (euro)	Proportion of Pool (%)
Maturity <= 2007				
2007 > Maturity <= 2012				
2012 > Maturity <= 2017				
2017 > Maturity <= 2022				
2022 > Maturity <= 2027				
2027 > Maturity <= 2032				
2032 > Maturity <= 2037				
2037 > Maturity <= 2042				
2042 > Maturity <= 2047				
2047 > Maturity <= 2052				
2052 > Maturity <= 2057				
2057 > Maturity <= 2062				
2062 > Maturity <= 2067				

Mortgage Type				
Type of Mortgage	Number of Loan Parts	Proportion of Total (%)	Aggregate Outstanding Principal Amount (euro)	Proportion of Pool (%)
Interest Only				
Investment				
Savings				
Life				
Linear				
Annuity				

Interest Rates				
Range of Interest Rates (%)	Number of Loan Parts	Proportion of Total (%)	Aggregate Outstanding Principal Amount (euro)	Proportion of Pool (%)
Interest <= 3.00				
3.00 < Interest <= 3.50				
3.50 < Interest <= 4.00				
4.00 < Interest <= 4.50				
4.50 < Interest <= 5.00				
5.00 < Interest <= 5.50				
5.50 < Interest <= 6.00				
6.00 < Interest <= 6.50				
6.50 < Interest <= 7.00				
Interest > 7.00				

Interest Reset Dates				
Range of Period	Number of Loan Parts	Proportion of Total (%)	Aggregate Outstanding Principal Amount (euro)	Proportion of Pool (%)
Reset <= 1 y				
1 y < Reset <= 2 y				
2 y < Reset <= 3 y				
3 y < Reset <= 4 y				
4 y < Reset <= 5 y				
5 y < Reset <= 6 y				
6 y < Reset <= 7 y				
7 y < Reset <= 8 y				
8 y < Reset <= 9 y				
9 y < Reset <= 10 y				
10 y < Reset <= 15 y				
15 y < Reset <= 20 y				
Reset > 20 y				

Geographical Distribution				
Province	Number of Loan Parts	Proportion of Total (%)	Aggregate Outstanding Principal Amount (euro)	Proportion of Pool (%)
Noord-Brabant				
Noord-Holland				
Utrecht				
Gelderland				
Zuid-Holland				
Overijssel				
Limburg				
Friesland				
Drenthe				
Flevoland				
Groningen				
Zeeland				
Unknown				

Key Characteristics of the [Provisional Pool]/[Current Pool]/[Consolidated Pool] as of [...]*
Outstanding Principal Balance (euro)
Savings
Average Borrower Balance (euro)
Maximum Borrower Balance (euro)
Number of Borrowers
Number of Loan Parts
Weighted Average Seasoning (years)
Weighted Average Maturity of Loans (years)
Weighted Average Coupon (%)
Sum of Construction Amounts
Weighted Average LTFV
Weighted Average LTFV (Indexed)
Weighted Average LTMV
Weighted Average LTMV (Indexed)

\* exclusive of Savings