



ING Bank N.V.

(Incorporated in The Netherlands with its statutory seat in Amsterdam)

€30,000,000,000

Covered Bonds Programme

guaranteed as to payments of interest and principal by

ING Covered Bond Company B.V.

(incorporated with limited liability in The Netherlands with its statutory seat in Amsterdam)

Supplement to the Base Prospectus dated 15 May 2009

This Supplement (the "**Supplement**") is supplemental to, forms part of and must be read and construed in conjunction with, the base prospectus (the "**Base Prospectus**") constituted by a base prospectus dated 15 May 2009 and a first supplement dated 19 August 2009. The Base Prospectus has been issued by ING Bank N.V. (the "**Issuer**") in respect of a €30,000,000,000 Covered Bonds Programme (the "**Programme**"). This Supplement, together with the Base Prospectus, constitutes a base prospectus for the purposes of Article 5.4 of Directive 2003/71/EC of the European Parliament and of the Council (the "**Prospectus Directive**"). Terms given a defined meaning in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement. 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 into the Base Prospectus, the statements in (a) above will prevail. The Issuer accepts responsibility for the information contained in this Supplement and the CBC accepts responsibility for the information contained in this Supplement relating to the CBC. To the best of the knowledge of the Issuer and the CBC (which have each taken all reasonable care to ensure that such is the case) the information contained in this Supplement (in the case of the CBC, as such information relates to it) is in accordance with the facts and does not omit anything likely to affect the import of such information.

Arranger

BARCLAYS CAPITAL

Co-Arranger

ING BANK N.V.

Dated 10 September 2009

No person has been authorised to give any information or to make any representation not contained in or not consistent with the Base Prospectus or this Supplement, 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, the CBC, the Trustee or any of the Dealers appointed by the Issuer.

Neither the delivery of this Supplement nor the Base Prospectus shall in any circumstances imply that the information contained in the Base Prospectus and herein concerning the Issuer and the CBC 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, or that there has been no adverse change, or any event reasonably likely to involve any adverse change, in the prospects or financial or trading position of the Issuer or the CBC since the date thereof and 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

So long as the Base Prospectus and this Supplement are valid as described in Article 9 of the Prospectus Directive, copies of this Supplement and the Base Prospectus, together with the other documents listed in the "General Information" section of the Base Prospectus and the information incorporated by reference in the Base Prospectus by this Supplement, will be available free of charge from the Issuer and from the specified office of the Paying Agents. Written or oral requests for such documents should be directed to the Issuer at Amstelveenseweg 500, 1081 KL Amsterdam, The Netherlands (Tel.: +31 (0)20 501 3209).

The distribution of the Base Prospectus and this Supplement and the offer or sale of Covered Bonds may be restricted by law in certain jurisdictions. Persons into whose possession the Base Prospectus, this Supplement or any Covered Bonds come must inform themselves about, and observe, any such restrictions on the distribution of the Base Prospectus, this Supplement and the offering and sale of Covered Bonds. In particular, there are selling restrictions in relation to the United States, the United Kingdom, Italy, The Netherlands, Switzerland and Japan and such other restrictions as may apply (see "*Subscription and Sale*" in the Base Prospectus).

An investor which has agreed, prior to the date of publication of this Supplement, to purchase or subscribe for Covered Bonds issued under the Programme may withdraw its acceptance before the end of the period of two working days beginning with the first working day after the date on which this Supplement is published in accordance with the Prospectus Directive.

AMENDMENTS OR ADDITIONS TO THE BASE PROSPECTUS

With effect from the date of this Supplement the information appearing in, or incorporated by reference into, the Base Prospectus shall be amended and/or supplemented in the manner described below. References to page numbers are to the pages of the Base Prospectus.

1) Front page

On the front page in the eighth paragraph the word "AA-" after the words "has a senior debt rating from Standard & Poor's Rating Services, a division of The McGraw Hill Companies, Inc. ("**Standard & Poor's**")", of" is replaced with the word "A+".

2) Section **A. RISK FACTORS**

On page 3 in the section entitled "Credit ratings" in the first paragraph the word "AA-" after the words "has a senior debt rating from Standard & Poor's of" is replaced with the word "A+".

3) Section **B. KEY FEATURES OF THE PROGRAMME**

On page 42 in the section entitled "Ratings" the word "AA-" after the words "has a senior debt rating from Standard & Poor's of" is replaced with the word "A+".

4) Chapter **D. DOCUMENTS INCORPORATED BY REFERENCE; DEFINITIONS & INTERPRETATION**

On page 55 under the section entitled "**D.1 DOCUMENTS INCORPORATED BY REFERENCE**" in the sub-paragraph (a) of the first paragraph, the words "and on 7 September 2009" are added between the words "the Registration Document dated 15 May 2009 (as supplemented on 19 August 2009" and ") of the Issuer pursuant to".

5) Chapter **1.2 FORM OF FINAL TERMS**

On page 62 under the chapter entitled "**1.2 FORM OF FINAL TERMS**" in the first sentence under "PART A – CONTRACTUAL TERMS", the words "and on 7 September 2009" are added between the words "the Registration Document of the Issuer dated 15 May 2009 (as supplemented on 19 August 2009" and ") , constitute a base prospectus".

6) Chapter **7.4 CBC ACCOUNTS**

On page 223 in the chapter 7.4 CBC ACCOUNTS, the definition of "**Minimum Account Bank Ratings**" is amended by the deletion of "+" from the words "at least A-1+ by S&P" in the penultimate line.

7) Section **GENERAL INFORMATION**

On page 224 under the section entitled "**GENERAL INFORMATION**" under the heading "Documents Available" sub-paragraph (ii), the words "and on 7 September 2009" are added after the words "the Registration Document of the Issuer dated 15 May 2009 (as supplemented on 19 August 2009)".