

**SECOND SUPPLEMENT TO THE REGISTRATION DOCUMENT**

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

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

**FOURTH SUPPLEMENT TO THE BASE PROSPECTUS IN RESPECT OF THE COVERED BOND PROGRAMME**

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

**SECOND SUPPLEMENT TO THE BASE PROSPECTUS IN RESPECT OF THE LAUNCHPAD PROGRAMME FOR THE ISSUANCE OF CERTIFICATES**

**FIRST SUPPLEMENT TO THE BASE PROSPECTUS IN RESPECT OF THE LAUNCHPAD PROGRAMME FOR THE ISSUANCE OF REVERSE EXCHANGEABLE SECURITIES**

**FIFTH SUPPLEMENT TO THE BASE PROSPECTUS IN RESPECT OF THE LAUNCHPAD PROGRAMME FOR THE ISSUANCE OF WARRANTS**

**FOURTH SUPPLEMENT TO THE BASE PROSPECTUS IN RESPECT OF THE LAUNCHPAD PROGRAMME FOR THE ISSUANCE OF CREDIT LINKED NOTES**

**FIFTH SUPPLEMENT TO THE BASE PROSPECTUS IN RESPECT OF THE LAUNCHPAD PROGRAMME FOR THE ISSUANCE OF TURBOS**



---

**ABN AMRO HOLDING N.V.**

*(Registered at Amsterdam, The Netherlands)*

**ABN AMRO BANK N.V.**

*(Registered at Amsterdam, The Netherlands)*

**Registration Document**

**ABN AMRO Programme for the Issuance of Medium Term Notes**

**ABN AMRO Limited Recourse Programme**

**ABN AMRO Covered Bond Programme**

**ABN AMRO LaunchPAD Programme**

- 
1. This Supplement dated 2 August 2007 (the **Supplement**) constitutes a supplement to the various documents published by ABN AMRO Holding N.V. (**Holding**) and ABN AMRO Bank N.V. (**Bank**) as set out below:

1.1 **Registration Document**

This Supplement is the second supplement to the Registration Document dated 29 June 2007 (the **Registration Document**) published by Holding and Bank, approved by the Netherlands Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*, the **AFM**) on 29 June 2007, as supplemented on 10 July 2007.

1.2 **Programme for the Issuance of Medium Term Notes**

This Supplement is the first supplement to the base prospectus dated 20 July 2007 in relation to Bank's Programme for the Issuance of Medium Term Notes approved by the AFM on 20 July 2007.

1.3 **Limited Recourse Programme**

This Supplement is the third supplement to the base prospectus dated 26 March 2007 in relation to Bank's USD 5,000,000,000 Limited Recourse Programme for the Issuance of Notes and Certificates approved by the AFM on 26 March 2007, as supplemented on 23 April 2007 and 10 July 2007.

1.4 **Covered Bond Programme**

This Supplement is the fourth supplement to the base prospectus dated 29 August 2006 in relation to Bank's EUR 25,000,000,000 Covered Bond Programme approved by the AFM on 29 August 2006, as supplemented on 27 February 2007, 23 April 2007 and 10 July 2007.

1.5 **LaunchPAD Programme**

This Supplement is:

- (a) The second supplement to the base prospectus dated 1 July 2007 in relation to Bank's LaunchPAD Programme for the Issuance of Notes approved by the AFM on 29 June 2007, as supplemented on 10 July 2007;
- (b) The second supplement to the base prospectus dated 1 July 2007 in relation to Bank's LaunchPAD Programme for the Issuance of Certificates approved by the AFM on 29 June 2007, as supplemented on 10 July 2007;
- (c) the first supplement to the base prospectus dated 20 July 2007 in relation to Bank's LaunchPAD Programme for the Issuance of Reversible Exchange Securities approved by the AFM on 17 July 2007;
- (d) the fifth supplement to the base prospectus dated 7 October 2006 in relation to Bank's LaunchPAD Programme for the Issuance of Warrants approved by the AFM on 3 October 2006, as supplemented on 22 January 2007, 27 February 2007, 23 April 2007 and 10 July 2007;
- (e) the fourth supplement to the base prospectus dated 13 November 2006 in relation to Bank's LaunchPAD Programme for the Issuance of Credit Linked Notes approved by the AFM on 13 November 2006, as supplemented on 27 February 2007, 23 April 2007 and 10 July 2007; and

- (f) the fifth supplement to the base prospectus dated 15 November 2006 in relation to Bank's LaunchPAD Programme for the Issuance of Turbos approved by the AFM on 13 November 2006, as supplemented on 27 February 2007, 23 April 2007, 10 July 2007 and 26 July 2007.

The base prospectuses in relation to the Programme for the Issuance of Medium Term Notes, the Limited Recourse Programme, the Covered Bond Programme and the LaunchPAD Programme shall hereinafter collectively be referred to as the **Base Prospectuses**.

2. Each of the Base Prospectuses was approved as a base prospectus pursuant to the Directive 2003/71/EC (the **Prospectus Directive**) by the AFM. This Supplement constitutes a supplemental prospectus to the Registration Document and the Base Prospectuses 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 the Base Prospectuses and any other supplements to those documents 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 30 July 2007, Holding and Bank announced the publication of their half-year results for the 6 months ended 30 June 2007.
6. In addition, on 30 July 2007, Holding and Bank issued a press release regarding the assessments made by the Managing and Supervisory Boards of Holding and Bank (the **Boards**) of the offers made by the Consortium (consisting of The Royal Bank of Scotland, Santander and Fortis) and Barclays for the shares in Holding with a view to coming to a reasoned position on both offers, taking into account the best interests of shareholders and other stakeholders. The conclusion reached by the Boards is that they are not currently in a position to recommend either offer for acceptance to the shareholders.
7. A copy of each of the above announcements has been filed with the AFM and, by virtue of this Supplement, those announcements are incorporated in, and form part of, the Registration Document and the Base Prospectuses.
8. Copies of all documents incorporated by reference in the Base Prospectuses are accessible on [www.abnamro.com](http://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.
9. 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 or the Base Prospectuses by this Supplement and (b) any other statement in or incorporated by reference in the Registration Document or the Base Prospectuses, the statements in (a) above will prevail.
10. 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 or the relevant Base Prospectus since the publication of the Registration Document or the relevant Base Prospectus.

**ABN AMRO Holding N.V.**

**ABN AMRO Bank N.V.**