

SUPPLEMENTAL PROSPECTUS

SUPPLEMENT TO THE BASE PROSPECTUS DATED 26 SEPTEMBER 2008

DOLPHIN MASTER ISSUER B.V.

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

€ 25,000,000,000

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 Dolphin Master Issuer B.V. (the '**Issuer**') is prepared to update and amend the base prospectus dated 26 September 2008 (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 October 2008.

Fortis Bank Nederland

IMPORTANT NOTICE

The Issuer accepts responsibility for the information contained in this Supplemental Prospectus, except for the information for which the Sellers are responsible. To the best of its knowledge (having taken all reasonable care to ensure that such is the case) the information contained in this Supplemental Prospectus, except for the information for which the Sellers are responsible, is in accordance with the facts and does not omit anything likely to affect the import of such information. Any information from third-parties identified in this Supplemental Prospectus as such, except for the information for which the Sellers are responsible, as referred to in the following paragraph, has been accurately reproduced and that as far as the Issuer is aware and is 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 Issuer accepts responsibility accordingly.

The Sellers are responsible solely for the amendments relating to information contained in the following section of this Base Prospectus: *Fortis and the Sellers*. To the best of its knowledge (having taken all reasonable care to ensure that such is the case) each Seller represents that the information contained in this paragraphs is in accordance with the facts and does not omit anything likely to affect its import. Any information from third-parties identified in these paragraphs as such has been accurately reproduced and as far as each Seller is aware and is able to ascertain from information published by that third-party, does not omit any facts which would render the reproduced information inaccurate or misleading. Each Seller accepts 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. On the front page the last sentence of the second paragraph shall be deleted and replaced by the following:

"Notes of Series 0 are intended to be issued to Fortis Bank Nederland (Holding) N.V. or any direct or indirect subsidiary thereof."

2. At the bottom of the front page Fortis shall be replaced by Fortis Bank Nederland as Arranger.

3. On page 20 the first sentence under "**Risks associated with accession by other Sellers and Asset Purchasers**" shall be deleted and replaced by:

"In the Programme Agreement the transaction parties have agreed that a direct or indirect subsidiary of Fortis Bank Nederland (Holding) N.V. may accede to (some of) the Relevant Documents and become a Seller under the Programme and may therefore sell Mortgage Receivables to the relevant Asset Purchaser set up for such Seller and such purpose."

4. On page 25 the section headed "**Risks related to the limited liquidity of the Notes**" shall be deleted and replaced by the following:

"Risks related to the limited liquidity of the Notes

The secondary market for mortgage-backed Notes is currently experiencing severe disruptions resulting from reduced investor demand for mortgage loans and mortgage-backed securities and increased investor yield requirements for those loans and securities. As a result, the secondary market for mortgage-backed securities is experiencing extremely limited liquidity. The conditions may continue or worsen in the future. Limited liquidity in the secondary market for mortgage-backed securities has had a severe adverse effect on the market value of mortgage-backed securities. Limited liquidity in the secondary market may continue to have a severe adverse effect on the market value of mortgage-backed securities, especially those securities that are more sensitive to prepayment, credit or interest rate risk and those securities that have been structured to meet the investment requirements of limited categories of investors. Consequently, an investor in the Notes may not be able to sell its Notes readily. The market values of the Notes are likely to fluctuate and may be difficult to determine. Any of these fluctuations may be significant and could result in significant losses to such investor. In addition, the forced sale into the market of mortgage-backed securities held by structured investment vehicles, hedge funds, issuers of collateralised debt obligations and other similar entities that are currently experiencing funding difficulties could adversely affect an investor's ability to sell, and/or the price an investor receives for, the Notes in the secondary market."

5. On page 28 the last sentence of the part "**Sellers**" shall be deleted and replaced by:

"Any other seller of Mortgage Receivables may accede to the Programme as seller of mortgage receivables, provided that it is a (direct or indirect) subsidiary of Fortis Bank Nederland (Holding) N.V. within the meaning of article 2:24a Netherlands Civil Code."

6. On page 31 the name corresponding to the part "**Reference Agent**" shall be deleted and replaced by:

"Fortis Bank (Nederland) N.V. "

7. On page 31 the name corresponding to the part "**Arranger**" shall be deleted and replaced by:

"Fortis Bank (Nederland) N.V."
8. On page 39 the part after (i) shall be deleted and replaced by the following:

"(i) such new Asset Purchaser shall enter into the Relevant Asset Purchaser Documents in the form to be agreed between the parties thereto, with counterparties acceptable to the Security Trustee and Fortis Bank (Nederland) N.V."
9. On page 39 the fourth sentence of the section under "**Series, Classes and Sub-classes**" shall be deleted and replaced by the following sentence:

"Each Series 0 Notes is intended to be issued to Fortis Bank Nederland (Holding) N.V. or any direct or indirect subsidiary thereof. For the avoidance of doubt, prior to date hereof Series 0 Notes were intended to be issued to Fortis N.V./S.A. and/or Fortis N.V. or any direct or indirect subsidiary thereof and, consequently, can and may therefore be held by Fortis N.V./S.A. and/or Fortis N.V. or any direct or indirect subsidiary thereof."
10. On page 52 the second sentence of the second paragraph headed "**General**" shall be deleted and replaced by:

"A Series 0 of Notes is intended to be issued to Fortis Bank Nederland (Holding) N.V. or any (direct or indirect) subsidiary thereof only. For the avoidance of doubt, prior to date hereof Series 0 Notes were intended to be issued to Fortis N.V./S.A. and/or Fortis N.V. or any direct or indirect subsidiary thereof and, consequently, can and may therefore be held by Fortis N.V./S.A. and/or Fortis N.V. or any direct or indirect subsidiary thereof."
11. On page 60 the fourth paragraph of the section headed "**Cash Collection Arrangements**" shall be deleted and replaced by the following:

" If a Seller Downgrade Event occurs (i) the relevant Seller shall open an escrow account in the name of the relevant Asset Purchaser, for its own account, with a party having at least the Seller Collection Account Provider Required Rating, and transfer to the escrow account within (30) days after such downgrade, an amount equal to any savings amounts held by an Insurance Company which is a (direct or indirect) subsidiary of Fortis Bank Nederland (Holding) N.V. within the meaning of article 2:24a Netherlands Civil Code, in respect of Hybrid Mortgage Loans and in respect of Savings Mortgage Loans sold and assigned by such Seller, for which no Sub-participation Agreement has been entered into between the relevant Asset Purchaser and the relevant Savings Participant (but excluding any savings amounts in respect of which a Sub-participation Agreement has been entered into between the relevant Asset Purchaser and the relevant Savings Participant) or (ii) the relevant Seller has complied with any other solution acceptable to Fitch within (10) days after such downgrade."
12. The chapter "**Fortis and the Sellers**" of the Base Prospectus as set forth on pages 84 to 89 of the Base Prospectus shall be deleted and replaced by the following:

"FORTIS AND THE SELLERS

Below is a brief description of the Fortis group (and the recent changes therein), Fortis Bank (Nederland) N.V. ("**Fortis Bank Nederland**") and its wholly owned subsidiary Fortis Hypotheek Bank N.V. ("**Fortis Hypotheek Bank**"), the sellers of Mortgage Receivables.

Fortis

Until 3 October 2008 the group of companies of which Fortis Bank Nederland and Fortis Hypotheek Bank form part, were headed by Fortis S.A./N.V. and Fortis N.V. These two parent companies own, on a 50/50 basis, all the shares of two group holding companies,

Fortis Brussels S.A./N.V. and Fortis Utrecht N.V. which are shareholders in operating companies and service companies, either directly or indirectly through subholding companies.

Fortis Brussels S.A./N.V. holds approximately 100 per cent of Fortis Bank N.V./S.A. ("**Fortis Bank**"), a Belgian credit institution ("*kredietinstelling*" / *établissement de crédit*). Fortis Bank held until 3 October 2008 in its turn approximately 100 per cent of Fortis Bank Nederland (Holding) N.V. ("**FBN Holding**"). FBN Holding holds in its turn the shares in Fortis Bank Nederland.

The Dutch Government acquired on 3 October the shares previously held by Fortis Bank S.A./N.V. in FBN Holding (see also *Recent Developments - Acquisition by the Dutch Government* below).

Fortis Bank (Nederland) N.V.

Fortis Bank Nederland is a major player in the Dutch mortgage market. Mortgages are sold through its branch offices and through independent (insurance) intermediaries.

Mortgages sold through branch offices are originated by Fortis Bank Nederland (stand-alone), while mortgages sold through independent (insurance) intermediaries are originated by Fortis Bank Nederland's subsidiaries Fortis Hypotheek Bank and Direktbank N.V.

FBN Holding has issued a general guarantee, pursuant to Section 403 of Book 2 of the Netherlands Civil Code, in favour of Fortis Bank Nederland and in favour of Fortis Hypotheek Bank.

Fortis Bank Nederland's residential mortgage portfolio balance sheet amounts up to approximately EUR 14 billion at the end of 2007.

Funding

Fortis Bank Nederland's main funding sources for financing its mortgage portfolio are:

- Residential Mortgage Backed Securities
- Savings deposits
- FBN Holding's EMTN programme

Residential Mortgage Backed Securities

Four Residential Mortgage Backed Securities (RMBS) transactions were originated by SR-Hypotheek N.V. between 1997 and 2001 under the Dutch MBS Programme (total transaction amount: EUR 1.6 billion). SR-Hypotheek N.V. is a joint venture with NIBC Bank N.V. in which each side has a 50 per cent stake. Transactions under the Dutch MBS Programme are arranged and structured by NIBC Bank N.V.

Fortis Hypotheek Bank originated eleven RMBS transactions (total transaction amount: EUR 18 billion) under the Delphinus Programme. The first Delphinus transaction was effected in June 2000.

Two RMBS transactions were originated by Fortis Hypotheek Bank under the Solid Programme between 2004 and 2005, involving Mortgage Loans which have the benefit of guarantees issued under the National Mortgage Guarantee Scheme (NHG) (total transaction amount: EUR 2.3 billion).

In May 2005 Fortis Hypotheek Bank originated its first RMBS transaction under the Collier Programme, involving Mortgage Loans which are not used as eligible investments in the Delphinus or Solid Programme (transaction amount: EUR 1.7 billion).

In addition to the Programme, similar residential mortgage backed note programmes have been set up: in 2006 Beluga Master Issuer B.V., for mortgage loans originated by Fortis

ASR Praktijkvoorziening N.V. which are not used as eligible investments in the other programmes, and in 2007 Goldfish Master Issuer B.V., for NHG guaranteed mortgage loans originated by Fortis Bank Nederland and Fortis Hypotheek Bank.

Fortis Hypotheek Bank

Fortis Hypotheek Bank was set up in 1992. It provides mainly residential mortgages. Fortis Hypotheek Bank's nominal mortgage portfolio totalled approximately EUR 24 billion at the end of December 2007.

A significant part of Fortis Hypotheek Bank's mortgage portfolio consists of life mortgages. These are sold via a number of insurance entities belonging to Fortis Verzekeringen Nederland N.V. the third-ranking insurer in the Netherlands. Fortis Verzekeringen Nederland N.V. focuses on independent insurance brokers as its distribution channel.

In the course of a restructuring operation aimed at concentrating Fortis's mortgage activities in the Netherlands, Fortis Hypotheek Bank acquired Fortis's existing mortgage companies, Fortis ASR Hypotheekbedrijf N.V. and Fortis ASR Praktijkvoorziening N.V.. Fortis Bank (Nederland) N.V. subsequently acquired the shares of Fortis Hypotheek Bank, including the above subsidiaries, in 2003. In a split-off on 2 January 2006, Fortis ASR Bank N.V. transferred all assets relating to its mortgage lending business to Fortis Hypotheek Bank. Fortis ASR Woning Hypotheken N.V. merged with Fortis Hypotheek Bank on 3 January 2006.

The Articles of Association of Fortis Hypotheek Bank were most recently amended by notarial deed on 4 May 2004. Fortis Hypotheek Bank has its registered office in Rotterdam and is entered in the Rotterdam Trade Register under number 24046654. Fortis Hypotheek Bank is regulated by the Dutch Central Bank (*De Nederlandsche Bank N.V.*).

FBN (Holding) Supervisory Board

A.M. Kloosterman (Chairman)
I. Brakman
B.J.H.S. Feilzer
A.P.M.van der Veer-Vergeer
H.M.Vletter- van Dort

F.R.J. Dierckx and H.C.L. Verwilt have recently at their own volition suspended their membership of the supervisory board of FBN Holding and will in the near future step down as board members.

FBN (Holding) Executive Board

J.C.M. van Rutte (Chairman)
J.G.H. Helthuis
F. Demmenie
J.R. Dijst
F.M.R. van der Horst

Fortis Bank Nederland Supervisory Board

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Fortis Bank Nederland Executive Board

J.C.M. van Rutte (Chairman)

J.G.H. Helthuis
F. Demmenie
J.R. Dijst
F.M.R. van der Horst

Fortis Hypotheek Bank Supervisory Board

J.C.M. van Rutte
J.P.M. Baeten

Fortis Hypotheek Bank Management Committee

J.W.M. van der Knaap (executive director)
W.B. van der Wilt (executive director)
W. Groenendijk
S. Seijmonsbergen
D. Brouwer
A.J.J. Zuiderwijk

ABN AMRO Acquisition

On July 23, 2007, RFS Holdings, a company formed and jointly owned by Fortis S.A./N.V. 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.

The ABN AMRO offer commenced on July 23, 2007 and was declared unconditional on October 10, 2007.

As of the expiration 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 acquired ABN AMRO and the ABN AMRO businesses was to be governed and reorganised as contemplated by the Consortium and Shareholders' Agreement among the Consortium Banks. Fortis then held shares in RFS Holdings that equalled 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 was to be linked to the net assets and income of the respective ABN AMRO businesses that they would acquire following the reorganisation of ABN AMRO.

Following the reorganisation, Fortis would 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 ("EC");
- Business Unit Private Clients globally;
- Business Unit Asset Management globally (transferred to Fortis on 1 April 2008); and
- the ABN AMRO brand name.

During the reorganization period, the Consortium Banks would retain a shared economic interest in all central functions (including Head Office functions) that provide support to ABN AMRO's businesses. The Consortium Banks would also retain shared economic interests in certain assets and liabilities of ABN AMRO which the Banks regard as non-strategic. These were expected to be disposed of over a period of time with a view to maximizing value.

Together with ABN AMRO, the Consortium Banks had prepared a base-lined plan for the separation and transfer of, among other things, the ABN AMRO businesses. This plan was submitted to the DNB (the Dutch banking supervisory authority) on December 11, 2007. Separately with representatives of the businesses it would acquire, Fortis had drawn up plans that would allow it to achieve synergies in the months following the transfer of the ABN AMRO businesses to the Consortium Banks.

On 26 June 2008, Fortis announced its intention to accelerate the implementation of its remaining solvency plan in connection with the acquisition of parts of ABN AMRO through the following additional measures (the "Solvency Plan"):

- an equity raising of EUR 1.5 billion through the issue of 150,000,000 new Fortis shares at EUR 10.00 per share by means of an accelerated bookbuilding offering launched on 26 June 2008 and completed on the same day;
- the decision not to pay an interim 2008 dividend, preserving solvency up to EUR 1.3 billion; and
- a proposal to pay the full-year 2008 dividend in shares.

In addition, the Solvency Plan included:

- a capital relief program and a sale and lease-back transaction of real estate, for around EUR 1.5 billion;
- the issuance of non-dilutive capital instruments up to EUR 2 billion; and
- additional disposals of mature non-core assets, which were expected to lead to a total solvency uplift of around EUR 2 billion.

The Solvency Plan was expected to result in more than EUR 8 billion of additional solvency in total in the short to medium term. The capital raising of EUR 1.5 billion broadly offset the impact on solvency of the imposed sale of some of the Dutch commercial banking activities of ABN AMRO under the EC remedies ruling and the planned acquisition of the remaining 51% stake in the Dutch insurance joint venture with Delta Lloyd. These measures would increase the core Tier 1 ratio of Fortis Bank, which at the end of the first quarter of 2008 stood at 8.5%, and would – considering full consolidation of the acquired ABN AMRO assets – enable Fortis to keep the core Tier 1 ratio well above 6% by year-end 2009 (under Basel I).

On 2 July 2008, Fortis, ABN AMRO and Deutsche Bank announced that they signed an agreement by which Deutsche Bank would acquire from ABN AMRO parts of its commercial banking activities in the Netherlands for EUR 709 million in cash. The sale was in line with the commitments that Fortis made to the EC in connection with its acquisition of certain ABN AMRO assets. The sale price represented a discount of approximately EUR 300 million to the businesses' net asset value. Under the terms of the sale, ABN AMRO would provide initial credit risk coverage for around EUR 10 billion of Risk Weighted Assets (RWAs), with the required capital being released over time.

As a result of the significant decrease in market value of the Fortis share on 26 June 2008 triggered by the announcement of the Solvency Plan, a number of groups representing minority shareholders asked that the Fortis parent companies convene an extraordinary shareholders' meeting to provide the shareholders with additional information and were considering to take legal action against the Fortis parent companies (Fortis S.A./N.V. and Fortis N.V., both listed entities) and/or certain members of their Board of Directors and management in connection with the disclosure made to the markets during the weeks and months preceding the communication of the Solvency Plan.

Recent Developments - Acquisition by the Dutch government

On 3 October 2008 the Dutch Government acquired the shares previously held by Fortis Bank S.A./N.V. in FBN Holding, including the participation in RFS Holdings B.V., that represents the acquired ABN AMRO activities, as well as the shares held by Fortis N.V. in Fortis Verzekeringen Nederland N.V., and Fortis Corporate Insurance N.V. The transaction replaces the previously announced investment by the Dutch government of EUR 4 billion in FBN Holding.

FBN Holding, including the participation in RFS Holdings B.V., that represents the acquired ABN AMRO activities, Fortis Verzekeringen Nederland N.V., and Fortis Corporate Insurance N.V. are thus owned by the Dutch government and engage in business activities separate and independent from the Fortis group headed by Fortis S.A./N.V. and Fortis N.V. and the businesses acquired by BNP Paribas S.A.

The Dutch government has thus far not made a decision as to its strategy with respect to the activities of Fortis Bank Nederland (Holding) N.V., including the participation in RFS Holdings B.V., that represents the acquired ABN AMRO activities, Fortis Verzekeringen Nederland N.V., and Fortis Corporate Insurance N.V."

13. On page 106 the Asset Purchaser Assignment Notification Event under (i) shall be deleted and replaced by the following:

"the relevant Seller is no longer a direct or indirect subsidiary of Fortis Bank Nederland (Holding) N.V. within the meaning of article 2:24a of the Netherlands Civil Code; or"

14. On page 168 the definition of "**Reference Agent**" will be deleted and replaced by the following:

"**Reference Agent**" means Fortis Bank (Nederland) N.V."

15. On page 178 the first sentence of the first paragraph will be deleted and replaced by the following:

"Fortis Bank (Nederland) N.V.. as Dealer has agreed and each Dealer (and Manager, as defined in the Applicable Final Terms) shall agree with the Issuer a basis upon which they or any of them may agree to purchase Notes. Any such agreement will extend to those matters stated under *Final Terms* and *Terms and Conditions of the Notes* above. In the Programme Agreement, the Issuer has agreed to reimburse the Dealers for certain of their expenses in connection with the redocumentation of the Programme and the issue of Notes under the Programme."

16. On the back page the registered office of the Arranger and Reference Agent shall be deleted and replaced by the following:

"REFERENCE AGENT

Fortis Bank (Nederland) N.V.
Rokin 55
1012 KK Amsterdam
the Netherlands"