

**THIRD SUPPLEMENT TO THE REGISTRATION DOCUMENT
SECOND SUPPLEMENT TO THE BASE PROSPECTUS IN RESPECT OF THE PROGRAMME
FOR THE ISSUANCE OF MEDIUM TERM NOTES
SEVENTH SUPPLEMENT TO THE BASE PROSPECTUS IN RESPECT OF THE LAUNCHPAD
PROGRAMME FOR THE ISSUANCE OF CERTIFICATES
FIFTH SUPPLEMENT TO THE BASE PROSPECTUS IN RESPECT OF THE LAUNCHPAD
PROGRAMME FOR THE ISSUANCE OF NOTES
FIRST SUPPLEMENT TO THE BASE PROSPECTUS IN RESPECT OF THE LAUNCHPAD
PROGRAMME FOR THE ISSUANCE OF REVERSE EXCHANGEABLE SECURITIES
SECOND SUPPLEMENT TO THE BASE PROSPECTUS IN RESPECT OF THE LAUNCHPAD
PROGRAMME FOR THE ISSUANCE OF WARRANTS
FIRST SUPPLEMENT TO THE BASE PROSPECTUS IN RESPECT OF THE LAUNCHPAD
PROGRAMME FOR THE ISSUANCE OF CREDIT LINKED NOTES
FIRST SUPPLEMENT TO THE BASE PROSPECTUS IN RESPECT OF THE LAUNCHPAD
PROGRAMME FOR THE ISSUANCE OF TURBOS
FIRST SUPPLEMENT TO THE BASE PROSPECTUS IN RESPECT OF THE COVERED BOND
PROGRAMME**



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 LaunchPAD Programme
ABN AMRO Covered Bond Programme**

1. This Supplement dated 27 February 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 third supplement to the Registration Document dated 30 June 2006 (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 2006, as supplemented on 8 August 2006 and 1 November 2006;

1.2 Programme for the Issuance of Medium Term Notes

This Supplement is the second supplement to the base prospectus dated 17 July 2006 in relation to Bank's Programme for the Issuance of Medium Term Notes approved by the AFM on 13 July 2006, as supplemented on 2 November 2006;

1.3 LaunchPAD Programme

This Supplement is:

- (a) The seventh supplement to the base prospectus dated 1 July 2006 in relation to Bank's LaunchPAD Programme for the Issuance of Certificates approved by the AFM on 30 June 2006, as supplemented on 10 July 2006, 30 August 2006, 8 September 2006, 5 December 2006, 13 December 2006 and 16 February 2007;
- (b) the fifth supplement to the base prospectus dated 7 July 2006 in relation to Bank's LaunchPAD Programme for the Issuance of Notes approved by the AFM on 7 July 2006, as supplemented on 21 August 2006, 13 September 2006, 14 September 2006 and 13 October 2006;
- (c) the first supplement to the base prospectus dated 20 July 2006 in relation to Bank's LaunchPAD Programme for the Issuance of Reversible Exchange Securities approved by the AFM on 11 July 2006;
- (d) the second 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;
- (e) the first 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; and
- (f) the first 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;

1.4 Covered Bond Programme

This Supplement is the first 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.

The base prospectuses in relation to the Programme for the Issuance of Medium Term Notes and in relation to the LaunchPAD Programme and the Covered Bond 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 8 February 2007, Holding and Bank announced the publication of their yearly results for the 12 months ended 31 December 2006. 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 Registration Document and the Base Prospectuses. Copies of all documents incorporated by reference in the Registration Document and the Base Prospectuses 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.
6. 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.
7. 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.