

ABN AMRO BANK N.V.

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

25,000 Open-Ended FX Hedged Securities linked to a notional investment in YA Offshore Global Investments, Ltd.

This supplement (the "**Second Supplement**") to the Prospectus dated 2 April 2008 (the "**Prospectus**") (which comprises a prospectus for the purposes of Article 5.3 of Directive 2003/71/EC (the "**Prospectus Directive**")) constitutes a second supplementary prospectus for the purposes of Article 16 of the Prospectus Directive and is prepared in connection with the 25,000 Open-Ended FX Hedged Securities linked to a notional investment in YA Offshore Global Investments, Ltd. (the "**Securities**") issued by ABN AMRO Bank N.V. (the "**Issuer**"). Terms defined in the Prospectus have the same meaning when used in this Second Supplement.

This Second Supplement is supplemental to, and should be read in conjunction with, the Prospectus and the supplement to the Prospectus dated 15 May 2008 (the "**First Supplement**").

The Issuer accepts responsibility for the information contained in this Second Supplement. To the best of the knowledge of the Issuer (which has taken all reasonable care to ensure that such is the case) the information contained in this Second Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

The following changes have been made:

The Issuer will make application to the Luxembourg Stock Exchange for the Securities to be admitted to trading and listed on the regulated market. The Issuer expects that the Securities will be admitted to trading on Luxembourg Stock Exchange on or about 2 July 2008. The following changes are made to the Prospectus.

1) 'INTRODUCTORY PAGES':

Page 1 paragraph 2 of the Prospectus:

The following sentences are deleted in their entirety.

"This Prospectus contains a public offer, within the meaning of Article 3 of the Prospectus Directive. Persons to whom the Prospectus has been addressed should treat it as confidential and ensure that it is not to be reproduced for any other purpose or distributed to, or used by, any person outside the Netherlands or Germany. By accepting delivery of this Prospectus each prospective investor agrees to treat the contents hereof as confidential, in respect of persons resident in jurisdictions in which this Prospectus is not publicly offered."

Page 2 paragraph 6 of the Prospectus:

The following sentence is deleted in its entirety,

"No application has or will be made for the Securities to be admitted to trading and listed on a regulated market."

and replaced by the following,

"Application will be made to Luxembourg Stock Exchange ("**Luxembourg Stock Exchange**") for the Securities to be admitted to trading and listed on the regulated market. References in this Prospectus to the Securities being "**listed**" (and all related references) shall mean that application will be made for the Securities to be admitted to trading on the regulated market of Luxembourg Stock Exchange which is a regulated market for the purposes of Directive 93/22/EC (the "**Investment Services Directive**"). At the time of issue of this Prospectus the Securities have not been admitted for listing

on any exchange.

Page 2 paragraph 9 of the Prospectus:

The following sentence is deleted in its entirety,

"In particular, no action has been taken by the Issuer, which would permit a public offering of the Securities or possession or distribution of this Prospectus or any offering material in relation to the Securities in any jurisdiction where action for that purpose is required, save in the Netherlands, where this Prospectus has been approved by the competent local authority in accordance with the Prospectus Directive and Germany, where this Prospectus will be notified to the competent local authority in accordance with the Prospectus Directive."

and replaced by the following,

"In particular, no action has been taken by the Issuer, which would permit a public offering of the Securities or possession or distribution of this Prospectus or any offering material in relation to the Securities in any jurisdiction where action for that purpose is required, save in the Netherlands, where this Prospectus has been approved by the competent local authority in accordance with the Prospectus Directive and Germany and Luxembourg, where this Prospectus will be notified to the relevant competent local authorities in accordance with the Prospectus Directive."

2) 'SUMMARY':

Page 6 of the Prospectus:

The following information is added to the amended Prospectus:

"Listing and Admission to Trading: Application will be made to Luxembourg Stock Exchange for the Securities to be admitted to trading and to be listed on the regulated market of Luxembourg Stock Exchange."

3) 'TAXATION':

Page 57 of the Prospectus:

The following information is added to the amended Prospectus:

"4. LUXEMBOURG

The following paragraph, which is intended as a general guide only, is based on current law and practice in Luxembourg. It summarizes a certain aspect of taxation in Luxembourg only which may be applicable to the Securities but does not purport to be a comprehensive description of all tax considerations which may be of relevance.

Under Luxembourg general tax laws currently in force and subject to the Luxembourg laws of 21 June 2005 and 23 December 2005, there will be no Luxembourg withholding tax on payments of principal, premium or interest made to the Holders of the Securities, nor on accrued but unpaid interest in respect of the Securities, nor there will be any Luxembourg withholding tax payable upon redemption or repurchase of the Securities. However, payments of interest or similar income made or ascribed by a paying agent established in Luxembourg to or for the immediate benefit of an individual beneficial owner who is resident of Luxembourg will be subject to a Luxembourg withholding tax of 10%. Such withholding tax will be in full discharge of income tax if the beneficial owner is an individual acting in the course of the management of his/her private wealth. Responsibility for the withholding of the tax will be assumed by the Luxembourg paying agent. Payments of interest under the Securities coming within the scope of the tax law of 23 December 2005 would be subject to withholding tax of 10%."

4) 'GENERAL INFORMATION':

Page 64 of the Prospectus:

The following information is added to the amended Prospectus:

"Listing

The Issuer expects that the Securities will be admitted to trading on Luxembourg Stock Exchange on or about 2 July 2008.

As the Securities are being issued in global form, all trades will be settled in the applicable clearing systems on their usual basis for secondary market transactions. Other than the issue price of the Securities, each prospective investor shall not be required to pay any expenses to the Issuer in order to purchase the Securities."

To the extent that there is any inconsistency between (a) any statement in this Second Supplement and (b) any other statement in the Prospectus and the First Supplement, the statements in (a) above will prevail.

Save as disclosed in this Second Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus and/or the First Supplement since the publication of the Prospectus.