ABN AMRO BANK NV
Form 424B2
March 31, 2008

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities Offered	Maximum Aggregate Offering Price	Amount of Registration Fee(1)
SPDR Absolute Return Barrier Notes	$400,000	$15.72

(1) Pursuant to Rule 457(p) under the Securities Act of 1933, filing fees of $94,671.00 have already been paid with respect to unsold securities that were previously registered pursuant to a Registration Statement on Form F-3 (No. 333-89136) of ABN AMRO Bank N.V. (the "Prior Registration Statement"), which was initially filed on May 24, 2002 and for which a post-effective amendment was filed on September 17, 2003 and have been carried forward. The $15.72 fee with respect to the $400,000 Princiapl Protected Absolute Return Barrier Notes linked to the SPDR Trust Series I due September 30, 2009 sold pursuant to this registration statement is offset against those filing fees,and $15,715.52 remains available for future registration fees. No additional fee has been paid with respect to this offering.

PRICING SUPPLEMENT
(TO PROSPECTUS DATED
SEPTEMBER 29, 2006
AND PROSPECTUS SUPPLEMENT
DATED SEPTEMBER 29, 2006)
CUSIP: 00083GFF6

PRICING SUPPLEMENT NO. 545 TO
REGISTRATION STATEMENT NOS. 333-137691,
333-137691-02
DATED MARCH 26, 2008
RULE 424(B)(2)

[ABN AMRO LOGO]
$400,000
ABN AMRO BANK N.V.
ABN NOTES(SM)
PRINCIPAL PROTECTED NOTES
FULLY AND UNCONDITIONALLY GUARANTEED BY
ABN AMRO HOLDING N.V.

PRINCIPAL PROTECTED ABSOLUTE RETURN BARRIER NOTES LINKED TO THE SPDR TRUST SERIES I DUE SEPTEMBER 30, 2009

The payout on the Securities is based on the performance of the SPDR Trust Series 1, which we refer to as the Underlying Fund, over the term of the Securities. As described below, if the market price of the Underlying Fund remains within the specified barriers at all times during the regular business hours of the primary U.S. exchange or market for the Underlying Fund on each trading day during the period from and including the pricing date to and including the determination date, then at maturity you will receive your principal amount of $1,000 plus an amount, which we refer to as the supplemental redemption amount, equal to the absolute percentage return (if any) on the value of the Underlying Fund. Otherwise, at maturity you will only receive the principal amount of $1,000. The Securities do not pay interest.

SECURITIES	Principal Protected Absolute Return Barrier Notes linked to SPDR Trust Series 1 due September 30, 2009.
PRINCIPAL AMOUNT	$400,000
UNDERLYING FUND	The SPDR Trust Series 1, an exchange traded fund which we refer to as the Underlying Fund.

ISSUE PRICE	100%
SETTLEMENT DATE	March 31, 2008
PRICING DATE	March 26, 2008
MATURITY DATE	September 30, 2009
PAYMENT AT MATURITY	The payment at maturity for each $1,000 principal amount of the Securities is based on the performance of the Underlying Fund as follows: o If the market price of the Underlying Fund has not risen above the Upper Barrier and has not fallen below the Lower Barrier at any time during the regular business hours of the primary U.S. exchange or market for the Underlying Fund on any trading day during the Relevant Period, at maturity you will receive $1,000 plus the Supplemental Redemption Amount (if any); or o If the market price of the Underlying Fund either rises above the Upper Barrier or falls below the Lower Barrier at any time during the regular business hours of the primary U.S. exchange or market for the Underlying Fund on any trading day during the Relevant Period, at maturity you will receive $1,000 only.
RELEVANT PERIOD	The period starting on and including the Pricing Date and ending on and including the Determination Date.
INITIAL PRICE	$133.20, 100% of the closing price per share of the Underlying Fund on the pricing date. The initial price is subject to adjustment for certain corporate events affecting the Underlying Fund, which we describe in "Description of Securities --Discontinuance of the Underlying Fund; Alteration of Method of Calculation" and --"Adjustment Events").
FINAL PRICE	100% of the closing price per share of the Underlying Fund on the Determination Date.
SUPPLEMENTAL REDEMPTION AMOUNT	For each $1,000 principal amount of Securities, an amount in cash equal to the product of the (i) Absolute Return TIMES (ii) Participation Rate TIMES (iii) $1,000.
ABSOLUTE RETURN:	Absolute Value of: $\frac{\text{Final Price} - \text{Initial Price}}{\text{Initial Price}}$ Absolute Value is always expressed as a positive number.
PARTICIPATION RATE:	1 (or 100%)

UPPER BARRIER:	Initial Price TIMES 116%
LOWER BARRIER:	Initial Price TIMES 84%
DETERMINATION DATE	September 25, 2009, subject to adjustment in certain circumstances which we describe in "Description of the Securities -- Determination Date."
CONTINGENT PAYMENT DEBT INSTRUMENT COMPARABLE YIELD	2.50%
GUARANTEE	The Securities will be fully and unconditionally guaranteed by ABN AMRO Holding N.V.
DENOMINATIONS	The Securities may be purchased in denominations of $1,000 and integral multiples thereof.
NO AFFILIATION WITH SPDRS	The SPDR Trust Series 1, which we refer to as the Underlying Fund is not an affiliate of ours and is not involved with this offering in any way. The obligations represented by the Securities are our obligations, not those of the Underlying Fund. Investing in the Securities is not equivalent to investing in the Underlying Fund. We are not affiliated with the sponsor of the Underlying Fund and the sponsor of the Underlying Fund is not involved with this offering in any way. The obligations represented by the Securities are our obligations, not those of the Underlying Fund or the sponsor of the Underlying Fund.
LISTING	We do not intend to list the Securities on any securities exchange.

THE SECURITIES ARE NOT INSURED BY THE FEDERAL DEPOSIT INSURANCE CORPORATION OR ANY OTHER FEDERAL AGENCY.

THE SECURITIES INVOLVE RISKS NOT ASSOCIATED WITH AN INVESTMENT IN CONVENTIONAL DEBT SECURITIES. SEE "RISK FACTORS" BEGINNING ON PS-9.

The Securities and Exchange Commission and state securities regulators have not approved or disapproved these Securities, or determined if this Pricing Supplement or the accompanying Prospectus Supplement or Prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The agents are not obligated to purchase the Securities but have agreed to use reasonable efforts to solicit offers to purchase the Securities. TO THE EXTENT THE FULL AGGREGATE PRINCIPAL AMOUNT OF THE SECURITIES BEING OFFERED BY THIS PRICING SUPPLEMENT IS NOT PURCHASED BY INVESTORS IN THE OFFERING, ONE OR MORE OF OUR AFFILIATES HAS AGREED TO PURCHASE THE UNSOLD PORTION, WHICH MAY CONSTITUTE A SUBSTANTIAL PORTION OF THE TOTAL AGGREGATE PRINCIPAL AMOUNT OF THE SECURITIES, AND TO HOLD SUCH SECURITIES FOR INVESTMENT PURPOSES. SEE "HOLDING OF THE SECURITIES BY OUR AFFILIATES AND FUTURE SALES" UNDER THE HEADING "RISK FACTORS" AND "PLAN OF DISTRIBUTION."

This Pricing Supplement and the accompanying Prospectus Supplement and Prospectus may be used by our affiliates in connection with offers and sales of the Securities in market-making transactions.

PRICE $1,000 PER SECURITY

	PRICE TO PUBLIC	AGENT'S COMMISSIONS(1)	PROCEEDS TO ABN AMRO B
Principal Protected Securities	100%	2.50%	97.50%
Total	$400,000	$10,000	$390,000

(1) For additional information see "Plan of Distribution" in this pricing supplement.

ABN AMRO INCORPORATED

In this Pricing Supplement, the "Bank," "we," "us" and "our" refer to ABN AMRO Bank N.V. and "Holding" refers to ABN AMRO Holding N.V., our parent company. We refer to the Securities offered hereby and the related guarantees as the "Securities" and to each individual security offered hereby as a "Security."

ABN Notes(SM) is a service mark of ABN AMRO Bank N.V.

ANY SECURITIES ISSUED, SOLD OR DISTRIBUTED PURSUANT TO THIS PRICING SUPPLEMENT MAY NOT BE OFFERED OR SOLD (I) TO ANY PERSON/ENTITY LISTED ON SANCTIONS LISTS OF THE EUROPEAN UNION, UNITED STATES OR ANY OTHER APPLICABLE LOCAL COMPETENT AUTHORITY; (II) WITHIN THE TERRITORY OF CUBA, SUDAN, IRAN AND MYANMAR; (III) TO RESIDENTS IN CUBA, SUDAN, IRAN OR MYANMAR; OR (IV) TO CUBAN NATIONALS, WHEREVER LOCATED.

SUMMARY

THE FOLLOWING SUMMARY ANSWERS SOME QUESTIONS THAT YOU MIGHT HAVE REGARDING THE SECURITIES IN GENERAL TERMS ONLY. IT DOES NOT CONTAIN ALL THE INFORMATION THAT MAY BE IMPORTANT TO YOU. YOU SHOULD READ THE SUMMARY TOGETHER WITH THE MORE DETAILED INFORMATION THAT IS CONTAINED IN THE REST OF THIS PRICING SUPPLEMENT AND IN THE ACCOMPANYING PROSPECTUS AND PROSPECTUS SUPPLEMENT. YOU SHOULD CAREFULLY CONSIDER, AMONG OTHER THINGS, THE MATTERS SET FORTH IN "RISK FACTORS." IN ADDITION, WE URGE YOU TO CONSULT WITH YOUR INVESTMENT, LEGAL, ACCOUNTING, TAX AND OTHER ADVISORS WITH RESPECT TO ANY INVESTMENT IN THE SECURITIES.

WHAT ARE THE SECURITIES?

The Securities are senior notes issued by us, ABN AMRO Bank N.V., and are fully and unconditionally guaranteed by our parent company, ABN AMRO Holding N.V. The Securities are linked to the performance of the SPDR Trust Series I, which we refer to as the Underlying Fund. The Securities have a maturity of 18 months. The payment at maturity of the Securities is determined based on the performance of the Underlying Fund, as described below. UNLIKE ORDINARY DEBT SECURITIES, THE SECURITIES DO NOT PAY INTEREST. IF THE MARKET PRICE OF THE UNDERLYING FUND EITHER RISES ABOVE THE UPPER BARRIER OR FALLS BELOW THE LOWER BARRIER AT ANY TIME DURING THE REGULAR BUSINESS HOURS OF THE PRIMARY U.S. EXCHANGE OR MARKET FOR THE UNDERLYING FUND, WHICH WE REFER TO AS THE RELEVANT EXCHANGE, ON ANY TRADING DAY DURING THE PERIOD COMMENCING ON (AND INCLUDING) THE PRICING DATE AND ENDING ON (AND INCLUDING) THE DETERMINATION DATE, WHICH PERIOD WE REFER TO AS THE RELEVANT PERIOD, YOU WILL BE ENTITLED TO RECEIVE ONLY THE

PRINCIPAL AMOUNT OF $1,000 PER SECURITY AT MATURITY. IN SUCH A CASE, YOU WILL RECEIVE NO RETURN ON YOUR INVESTMENT AND YOU WILL NOT BE COMPENSATED FOR ANY LOSS IN VALUE DUE TO INFLATION AND OTHER FACTORS RELATING TO THE VALUE OF MONEY OVER TIME.

We call the Securities `barrier notes' because the return on the notes depends on whether or not the market price of the Underlying Fund falls outside the specified barrier levels at any time on any trading day during the relevant period, as described below.

If the market price of the Underlying Fund remains at or below the Upper Barrier and at or above Lower Barrier at all times during the regular business hours of the relevant exchange on each trading day during the relevant period, you will be entitled to the supplemental redemption amount. The supplemental redemption amount is a portion of the Absolute Return equal to the participation rate. MOREOVER, IF THE ABSOLUTE RETURN (CALCULATED AS DESCRIBED BELOW) EQUALS ZERO, THE SUPPLEMENTAL REDEMPTION AMOUNT WILL BE ZERO AND YOU WILL NOT RECEIVE ANY RETURN ON YOUR INITIAL PRINCIPAL INVESTMENT EVEN THOUGH THE MARKET PRICE OF THE UNDERLYING FUND TRADED WITHIN THE SPECIFIED FUND BARRIERS ON EACH TRADING DAY DURING THE RELEVANT PERIOD.

WHAT WILL I RECEIVE AT MATURITY OF THE SECURITIES AND HOW IS THIS AMOUNT CALCULATED?

The payment at maturity for each $1,000 principal amount of the Securities is based on the performance of the Underlying Fund as follows:

- If the market price of the Underlying Fund never rises above the Upper Barrier or falls below the Lower Barrier at any time during the regular business hours of the relevant exchange on any trading day during the relevant period, at maturity you will receive $1,000 plus the supplemental redemption amount (if any); or

- If the market price of the Underlying Fund either rises above the Upper Barrier or falls below the Lower Barrier at any time during the regular business hours of the relevant exchange on any trading day during the Relevant Period, at maturity you will receive $1,000 only.

The relevant period is the period starting on and including the pricing date and ending on and including the determination date for the Securities.

"Market price" as used in this pricing supplement includes intra-day trading prices on the relevant exchange.

WHAT IS THE SUPPLEMENTAL REDEMPTION AMOUNT AND HOW IS IT CALCULATED?

The supplemental redemption amount is a cash amount that will be calculated only if the market price of the Underlying Fund remains at or below the Upper Barrier and at or above Lower Barrier at all times during the regular business hours of the relevant exchange on each trading day during the relevant period. If the market price of the Underlying

Fund is either above the Upper Fund Barrier or below the Lower Fund Barrier at any time during the regular business hours of the relevant exchange on any trading day during the relevant period, no supplemental redemption amount will be paid at maturity.

The supplemental redemption amount is equal to the product of the (i) Absolute Return TIMES (ii) the participation rate TIMES (iii) $1,000. If the closing price of the Underlying Fund on the determination date is equal to the Initial Price then the Absolute Return will be zero and the supplemental redemption amount will be zero even though the market price of the Underlying Fund never rose above the Upper Barrier or fell below the Lower Barrier at any time during the regular business hours of the relevant exchange on any trading day during the relevant period. This means that you will receive no return on your initial investment in the Securities even though the market price of the Underlying Fund remained within the specified barriers during the life of the Securities.

HOW IS THE ABSOLUTE RETURN CALCULATED?

The Absolute Return is the absolute value of:

$$\frac{\text{Final Price} - \text{Initial Price}}{\text{Initial Price}}$$

The absolute value is always expressed as a positive number, even if it is negative.

The Initial Price is $133.20, 100% of the closing price per share of the Underlying Fund on the pricing date. The initial price is subject to adjustment for certain corporate events affecting the Underlying Fund, which we describe in "Description of Securities --Discontinuance of the Underlying Fund; Alteration of Method of Calculation" and --"Adjustment Events".

The Final Price is 100% of the closing price per share of the Underlying Fund on the Determination Date. The determination date is subject to adjustment in certain circumstances which we describe in "Description of Securities--Determination Date".

Because the return on the Securities is based on the absolute value of the percentage change in the value of the Underlying Fund, you may receive a return on the Securities even if the value of the Underlying Fund depreciated over the term of the Securities, as calculated in accordance with the formula above. However, if the Final Price is equal to the Initial Price, then the Absolute Return on the Underlying Fund, and thus the supplemental redemption amount payable on the Securities, will be zero. In such event, you will receive no return on the Securities.

WILL I GET MY PRINCIPAL BACK AT MATURITY?

Subject to the credit of ABN AMRO Bank, N.V. as the issuer of the Securities and ABN AMRO Holding N.V. as the guarantor of the Bank's obligations under the Securities, you will receive your principal back at maturity of the Securities. However, if you sell the Securities prior to maturity, you will receive the market price for the Securities, which may or may not include the return of your full principal amount. There may be little or no secondary market for the Securities. Accordingly, you should be willing to hold your securities until maturity.

CAN YOU GIVE ME EXAMPLES OF THE PAYMENT I WILL RECEIVE AT MATURITY DEPENDING ON THE PERFORMANCE OF THE UNDERLYING FUND?

EXAMPLE 1: In this example, we will assume that the market price of the Underlying Fund never rose above the Upper Barrier or fell below the Lower Barrier at any time during the regular business hours of the relevant exchange on any trading day during the relevant period. Accordingly, at maturity you will receive back your principal amount of $1,000 plus a supplemental redemption amount based on the Absolute Return (if any) on the Underlying Fund. In such case, if, for example, the Initial Price is 150, the participation rate is equal to 1 (or 100%), the Upper Barrier is $174 (which is equal to the Initial Price x 116%), the Lower Barrier is $126 (which is equal to the Initial Price x 84%) and the Final Price is 140, then the supplemental redemption amount would be calculated as follows:

Supplemental Redemption Amount =
Participation Rate x Absolute Return x $1,000,

Where,

The Absolute Return is the absolute value of:

$$\frac{\text{Final Price} - \text{Initial Price}}{\text{Initial Price}}$$

or, in this example,

$$\frac{120 - 150}{150} = -.06667$$

Since the absolute value is always expressed as a positive number, even if it is negative, -.06667 becomes .06667 and the Absolute Return equals .06667 (or 6.667%). To calculate the supplemental redemption amount, the Absolute Return of ..06667 is multiplied by the participation rate of 1 times the principal amount per Security of $1,000, which results in the supplemental redemption amount of $66.67 for each $1,000 principal amount of Securities. Accordingly, at maturity you would receive the sum of $1,000 plus $66.67 for a total payment of $1,066.67 per Security. In this hypothetical case, you would have received a 6.667% return on your Securities even though the Underlying Fund depreciated by 6.667% over the life of the Securities.

EXAMPLE 2: In this example, we will assume that the Market Price of the Underlying Fund rose above or fell below the specified barriers at some time during the term of the Securities. Specifically, we will assume that the Initial Price is 150, the participation rate is equal to 1 (or 100%), the Upper Barrier is $174 (which is equal to the Initial Price x 116%), the Lower Barrier is $126 (which is equal to the Initial Price x 84%) and the Final Price is 174. If we also assume further that the market price of the Underlying Fund was at 175, or just above the Upper Barrier, at some point in time during the regular business hours of the relevant exchange on any trading day during the relevant period, no supplemental redemption amount will be paid and at maturity and you will be entitled to receive only the principal amount of $1,000 for each $1,000 principal amount of your Securities. The same would be the case if market price of the Underlying Fund was at 125, for example, or just below the Lower Barrier, at any point in time during the regular business hours of the relevant exchange on any trading day during the relevant period.

In this example, even though the Underlying Fund appreciated by 16% over the term of the Securities, because the market price of the Underlying Fund traded outside the specified barriers at some point prior to the Pricing Date, you would not have received any return on your initial principal investment and you would not be compensated for any loss in value due to inflation and other factors relating to the value of money over time. This would be true even if this was the only instance where the market price was outside the barriers during the relevant period. Similarly, if the market price of the Underlying Fund remained at or below the Upper Barrier and at or above the Lower Barrier at all times during the regular business hours of the relevant exchange on each trading day during the relevant period except that the Final Price in this example was 175 (rather than 174), you would receive no supplemental redemption amount at maturity. This is because the Final Price, or the market price of the Underlying Fund at the closing of the relevant exchange on the determination date, would be above the Upper Barrier. This example illustrates that a holder of the Securities may receive no return on the Securities even if the Underlying Fund experiences significant appreciation or depreciation in its value over the life of the Securities.

EXAMPLE 3: In this example, we will assume the same variables as in Example 1 above, except that the Final Price on the determination date is 150, which is the same as the Initial Price. In such event, at maturity you would be entitled to receive the sum of $1,000 plus the supplemental redemption amount. The supplemental redemption amount would be calculated as follows:

Supplemental Redemption Amount =
Participation Rate x Absolute Return x $1,000,

Where,

The Absolute Return is the absolute value of:

$$\frac{\text{Final Price} - \text{Initial Price}}{\text{Initial Price}}$$

or, in this example, the absolute value of

$$\frac{150 - 150}{150} = 0$$

Because the Absolute Return equals zero in this example, the supplemental redemption amount will be zero and at maturity you would receive only your principal amount of $1,000 for each Security. In this hypothetical case, you would receive no return on your initial principal investment in the Securities even though the market price of the Underlying Fund never rose above the Upper Barrier or fell below the Lower Barrier at any time during the regular business hours of the relevant exchange on any trading day during the relevant period. This is because the supplemental redemption amount is paid only if the Absolute Return is greater than zero, or alternatively

stated, if there is a percentage change in the value of the Underlying Fund over the term of the Securities. If the Final Price is the same as the Initial Price, you will receive no return on the Securities even if market price of the Underlying Fund never fell outside of the specified fund barriers at any time over the term of the Securities.

THESE EXAMPLES ARE FOR ILLUSTRATIVE PURPOSES ONLY AND ARE BASED ON A HYPOTHETICAL OFFERING. IT IS NOT POSSIBLE TO PREDICT THE MARKET PRICE OF THE UNDERLYING FUND AT ANY TIME DURING THE LIFE OF THE SECURITIES OR THE CLOSING PRICE ON THE DETERMINATION DATE. FOR EACH OFFERING WE WILL SET THE INITIAL PRICE AND THE FUND BARRIERS (EACH SUBJECT TO ADJUSTMENT FOR CERTAIN EVENTS AFFECTING

THE UNDERLYING FUND) ON THE DATE WE PRICE THE SECURITIES, WHICH WE REFER TO AS THE PRICING DATE.

In this Pricing Supplement, we have provided under the heading "Hypothetical Sensitivity Analysis of Total Return of the Securities at Maturity" the total return of owning the Securities through maturity for various hypothetical closing prices of the Underlying Fund on the determination date in the case where the specified fund barriers have been breached and in the case where the barriers have not been breached.

WILL I RECEIVE INTEREST PAYMENTS ON THE SECURITIES?

No. You will not receive any interest payments on the Securities.

DO I BENEFIT FROM ANY APPRECIATION OR DEPRECIATION IN THE UNDERLYING FUND OVER THE LIFE OF THE SECURITIES?

Yes, but only in the event that (1) the market price of the Underlying Fund remains at or below the Upper Barrier and at or above the Lower Barrier at all times during the regular business hours of the relevant exchange on each trading day during the relevant period, and (2) the Final Price is different from the Initial Price, resulting in a positive Absolute Return. If both of these conditions are met, you will receive in cash the supplemental redemption amount in addition to the principal amount of the Securities payable at maturity. The supplemental redemption amount will represent a return on the Securities based on the percentage change in the value of the Underlying Fund, or the Absolute Return, and the applicable participation rate. That is, your return on the Securities will be equal to the Absolute Return times a percentage equal to the participation rate.

IS THERE A LIMIT ON HOW MUCH I CAN EARN ON THE SECURITIES?

Yes, your return on the Securities will never exceed 16%, or the participation rate of 100% multiplied by the maximum Absolute Return of 16%. This means that for each $1,000 principal amount of Securities, the maximum amount payable at maturity is $1,160, which consists of the principal amount of $1,000 plus the maximum supplemental redemption amount of $160 (or, $1,000 x 100% x 16%). You will not receive a return on your Securities, if any, until maturity.

Since the Final Price cannot be greater than the Upper Barrier or less than the Lower Barrier if a supplemental redemption is to be paid at maturity, the Absolute Return is capped at 16% because the Upper Barrier and the Lower Barrier are each either 16% above or below the Initial Price.

WHAT IS THE MINIMUM REQUIRED PURCHASE?

You can purchase Securities in $1,000 denominations or in integral multiples thereof.

IS THERE A SECONDARY MARKET FOR THE SECURITIES?

We do not intend to list the Securities on any securities exchange. Accordingly, there may be little or no secondary market for the Securities and, as such, information regarding independent market pricing for the Securities may be limited. You should be willing to hold your Securities until the maturity date.

Although it is not required to do so, we have been informed by our affiliate that when this offering is complete, it intends to make purchases and sales of the Securities from time to time in off-exchange transactions. If our affiliate does make such a market in the Securities, it may stop doing so at any time.

In connection with any secondary market activity in the Securities, our affiliate may post indicative prices for the Securities on a designated website or via Bloomberg. However, our affiliate is not required to post such indicative prices and may stop doing so at any time. INVESTORS ARE ADVISED THAT ANY PRICES SHOWN ON ANY WEBSITE OR BLOOMBERG PAGE ARE INDICATIVE PRICES ONLY AND, AS SUCH, THERE CAN BE NO ASSURANCE THAT ANY TRADE COULD BE EXECUTED AT SUCH PRICES. Investors should contact their brokerage firm for further information.

In addition, the issue price of the Securities includes the selling agents' commissions paid with respect to the Securities and the cost of hedging our obligations under the Securities. The cost of hedging includes the profit component that our affiliate has charged in consideration for assuming the risks inherent in managing the hedging of the transactions. The fact that the issue price of the Securities includes these commissions and hedging costs is expected to adversely affect the secondary market prices of the Securities. See "Risk Factors--The Inclusion of Commissions and Cost of Hedging in the Issue Price is Likely to Adversely Affect Secondary Market Prices" and "Use of Proceeds."

TELL ME MORE ABOUT ABN AMRO BANK N.V. AND ABN AMRO HOLDING N.V.

ABN AMRO Bank N.V. is an international banking group offering a wide range of banking products and financial services on a global basis through our network of offices and branches in 56 countries and territories as of year-end 2006. ABN AMRO Holding N.V. is the parent company of ABN AMRO Bank N.V. Holding's main purpose is to own the Bank and its subsidiaries. All of the Securities issued by the Bank hereunder are fully and unconditionally guaranteed by Holding.

On November 2, 2007 a consortium (the "Consortium") of the Royal Bank of Scotland Group plc, Fortis SA/NV and Fortis N.V., and Banco Santander Central Hispano SA, which had made a tender offer for the shares of Holding, announced that approximately 98.8% of the shares of Holding had been tendered to the Consortium as of October 31, 2007.

Holding is currently listed on Euronext and the New York Stock Exchange. ABN AMRO Bank N.V. is rated AA- by Standard & Poor's and Aa2 by Moody's.

WHERE CAN I FIND OUT MORE ABOUT THE UNDERLYING FUND?

Because the Underlying Fund is an investment company registered under the Investment Company Act of 1940, as amended, the Underlying Fund is required to file periodically certain financial and other information specified by the Commission which is available to the public. You should read "Public Information Regarding the Underlying Fund" in this Pricing Supplement to learn how to obtain public information regarding the Underlying Fund and other important information. The historical highest intra-day price, lowest intra-day price and last day closing price of the Underlying Fund for each quarter since 2003 are set forth under the heading "Public Information Regarding the Underlying Fund" in this Pricing Supplement.

WHO WILL DETERMINE THE CLOSING PRICE OF THE UNDERLYING FUND ON THE DETERMINATION DATE, THE SUPPLEMENTAL REDEMPTION AMOUNT, IF ANY, AND THE INITIAL PRICE?

We have appointed ABN AMRO Incorporated, which we refer to as AAI, to act as calculation agent for Wilmington Trust Company, the trustee for the Securities and Citibank, N.A., the securities administrator. As calculation agent, AAI will determine the closing price of the Underlying Fund on the determination date and whether the market price of the Underlying Fund has remained within the specified barriers, the absolute return, the supplemental redemption amount, if any, and the initial price. The calculation agent may adjust the initial price of the Underlying Fund , the upper and lower barriers, and consequently the supplemental redemption amount, as described in the section called "Description of Securities -- Adjustment Events, and -- Discontinuance of the Underlying Fund; Alteration of Method of Calculation."

WHO INVESTS IN THE SECURITIES?

The Securities are not suitable for all investors. The Securities might be considered by investors who:

- are willing to risk receiving no return on their initial principal investment in return for the opportunity to participate in the percentage change, if any, in the value of the Underlying Fund over the term of the Securities;

- do not require an interest income stream;

- prefer an investment that is principal protected notwithstanding the actual appreciation or depreciation of the Underlying Fund; and

- are willing to hold the Securities until maturity.

You should carefully consider whether the Securities are suited to your particular circumstances before you decide to purchase them. In addition, we urge you to consult with your investment, legal,

accounting, tax and other advisors with respect to any investment in the Securities.

WHAT ARE SOME OF THE RISKS IN OWNING THE SECURITIES?

Investing in the Securities involves a number of risks. We have described the most significant risks relating to the Securities under the heading "Risk Factors" in this Pricing Supplement which you should read before making an investment in the Securities.

Some selected risk considerations include:

- CREDIT RISK. Because you are purchasing a security from us, you are assuming our credit risk. In addition, because the Securities are fully and unconditionally guaranteed by Holding, you are assuming the credit risk of Holding in the event that we fail to make any payment or delivery required by the terms of the Securities.

- LIQUIDITY RISK. We do not intend to list the Securities on any securities exchange. Accordingly, there may be little or no secondary market for the Securities and information regarding independent market pricing for the Securities may be limited. The value of the Securities in the secondary market, if any, will be subject to many unpredictable factors, including then prevailing market conditions.

- MARKET RISK. The Securities do not pay any interest. The rate of return, if any, will depend on the performance of the Underlying Fund. If the market price of the Underlying Fund either falls below the Lower Barrier or rises above the Upper Barrier at any time during the regular business hours of the relevant exchange on any trading day during the relevant period, you will be entitled to receive only the principal amount of $1,000 per Security at maturity. In addition, even if the market price of the Underlying Fund remains above the Lower Barrier and below the Upper Barrier at all times during the regular business hours of the relevant exchange on each trading day during the relevant period, the supplemental redemption amount payable at maturity will be zero if the Final Price is equal to the Initial Price. In each such case, you will receive no return on your investment and you will not be compensated for any loss in value due to inflation and other factors relating to the value of money over time.

WHAT IF I HAVE MORE QUESTIONS?

You should read "Description of Securities" in this Pricing Supplement for a detailed description of the terms of the Securities. The Securities are senior notes issued as part of our ABN Notes(SM) program and guaranteed by Holding. The Securities offered by the Bank will constitute the Bank's unsecured and unsubordinated obligations and rank pari passu without any preference among them and with all our other present and future unsecured and unsubordinated obligations. The guarantee of Holding will constitute Holding's unsecured and unsubordinated obligations and rank pari passu without any preference among them and with all Holding's other present and future unsecured and unsubordinated obligations. You can find a general description of our ABN Notes(SM) program in the accompanying Prospectus Supplement. We also describe the basic features of this type of note in the sections called "Description of Notes" and "Notes Linked to Commodity Prices, Single Securities, Baskets of Securities or Indices".

You may contact our principal executive offices at Gustav Mahleraan 10, 1082 PP Amsterdam, The Netherlands. Our telephone number is (54-20) 628-9393.

RISK FACTORS

This section describes the most significant risks relating to the Securities. For a discussion of certain general risks associated with your investment in the Securities, please refer to the section entitled "Risk Factors" beginning on page S-3 of the accompanying prospectus supplement. YOU SHOULD CAREFULLY CONSIDER WHETHER THE SECURITIES ARE SUITED TO YOUR PARTICULAR CIRCUMSTANCES BEFORE YOU DECIDE TO PURCHASE THEM. IN ADDITION, WE URGE YOU TO CONSULT WITH YOUR INVESTMENT, LEGAL, ACCOUNTING, TAX AND OTHER ADVISORS WITH RESPECT TO ANY INVESTMENT IN THE SECURITIES.

THE SECURITIES ARE NOT ORDINARY SENIOR NOTES; THE SECURITIES MAY NOT RETURN MORE THAN YOUR INITIAL INVESTMENT

The Securities combine features of debt and equity. The terms of the Securities differ from those of ordinary debt securities in that we will not pay interest on the Securities. Instead, the rate of return on the Securities, if any, will depend on the performance of the Underlying Fund. If the market price of the Underlying Fund rises above the Upper Barrier or falls below the Lower Barrier at any time during the regular business hours of the relevant exchange on any trading day during the relevant period, you will be entitled to receive only the principal amount of $1,000 per Security at maturity. In addition, even if the market price of the Underlying Fund remains within the specified fund barriers at all times during the relevant period, the supplemental redemption amount payable at maturity will be zero if there was no percentage change in the value of the Underlying Fund over the life of the Securities (the Final Price is equal to the Initial Price). IN EACH SUCH A CASE, YOU WILL RECEIVE NO RETURN ON YOUR INITIAL INVESTMENT IN THE SECURITIES AND YOU WILL NOT BE COMPENSATED FOR ANY LOSS IN VALUE DUE TO INFLATION AND OTHER FACTORS RELATING TO THE VALUE OF MONEY OVER TIME. We cannot predict the future performance of the Underlying Fund based on the historical performance of the Underlying Fund or any other factors.

FURTHERMORE, EVEN IF THE UNDERLYING FUND REMAINS WITHIN THE SPECIFIED FUND BARRIERS AND YIELDS AN ABSOLUTE RETURN, THE RETURN YOU RECEIVE ON THE SECURITIES MAY BE LESS THAN THE RETURN YOU WOULD HAVE RECEIVED HAD YOU INVESTED YOUR ENTIRE PRINCIPAL AMOUNT IN A CONVENTIONAL DEBT SECURITY WITH THE SAME MATURITY ISSUED BY US OR A COMPARABLE ISSUER. THE RETURN YOU RECEIVE ON THE SECURITIES, IF ANY, MAY BE MINIMAL AND MAY NOT COMPENSATE YOU FOR ANY LOSSES INCURRED DUE TO INFLATION OR THE VALUE OF MONEY OVER TIME.

YOUR RETURN ON THE SECURITIES WILL NEVER EXCEED 16%

Your return on the Securities will never exceed 16%, which is equal to the participation rate of 100% multiplied by the maximum Absolute Return of 16%. This means that for each $1,000 principal amount of Securities, you will never receive at maturity an amount greater than $1,160, which consists of the principal amount of $1,000 plus the maximum supplemental redemption amount of $160 (or, $1,000 x 100% x 16%).

The Absolute Return is capped at 16%, which reflects the Absolute Return where the Final Price is equal to either the Upper Barrier or the Lower Barrier (each of the Upper Barrier and the Lower Barrier is either 16% above or below the Initial Price). If the Final Price is greater than the Upper Barrier or less than the Lower Barrier, there will no supplemental redemption amount payable at maturity and your return on the Securities will be zero. Therefore, because of the return on the Securities is limited to 16% per annum, the return on the Securities may be less than the return you would have earned if you had invested directly in the Underlying Fund.

PAYMENT OF THE SUPPLEMENTAL REDEMPTION AMOUNT AT MATURITY IS BASED ON THE CLOSING PRICE OF THE UNDERLYING FUND ON THE DETERMINATION DATE

Changes in the Underlying Fund during the term of the Securities before the determination date will not be reflected in the calculation of the supplemental redemption amount, if any, payable at maturity. The supplemental redemption amount will be calculated only if the market price of the Underlying Fund never rose above the Upper Barrier or fell below Lower Barrier at any time during the regular business hours of the relevant exchange on any trading day during the relevant period. In such event, the calculation agent will calculate the supplemental redemption amount payable at maturity by comparing only the Final Price, as determined on the determination date, against the Initial Price of the Underlying Fund. No other Underlying Fund values will be taken into account in calculating the supplemental redemption amount, if any, payable at maturity. Consequently, if the closing price of

the Underlying Fund on the determination date is very close to the Initial Price, only this Final Price will be used to calculate the supplemental redemption amount even if the market price of the Underlying Fund had risen to the Upper Barrier on one or more trading days over the life of the Securities (which would have produced the greatest return had the Underlying Fund closed at such level on the determination date). This method of calculating the supplemental redemption amount could limit your return on the Securities.

WE DO NOT INTEND TO LIST THE SECURITIES ON ANY SECURITIES EXCHANGE; SECONDARY TRADING MAY BE LIMITED

You should be willing to hold your Securities until the maturity date. We do not intend to list the Securities on any securities exchange; accordingly, there may be little or no secondary market for the Securities and information regarding independent market pricing for the Securities may be limited. Even if there is a secondary market, it may not provide enough liquidity to allow you to trade or sell the Securities easily. Upon completion of the offering, our affiliate has informed us that it intends to purchase and sell the Securities from time to time in off-exchange transactions, but it is not required to do so. If our affiliate does make such a market in the Securities, it may stop doing so at any time. In addition, to the extent the total principal amount of the Securities being offered is not purchased by investors in the offering, one or more of our affiliates has agreed to purchase the unsold portion for its own investment. Such affiliate or affiliates intend to hold the Securities for investment for at least 30 days, which may affect the supply of Securities available for secondary trading and therefore adversely effect the price of the Securities in any secondary trading.

THE INCLUSION OF COMMISSIONS AND COST OF HEDGING IN THE ISSUE PRICE IS LIKELY TO ADVERSELY AFFECT SECONDARY MARKET PRICES

Assuming no change in market conditions or any other relevant factors, the price, if any, at which the selling agents are willing to purchase Securities in secondary market transactions will likely be lower than the issue price, since the issue price included, and secondary market prices are likely to exclude, commissions paid with respect to the Securities, as well as the profit component included in the cost of hedging our obligations under the Securities. In addition, any such prices may differ from values determined by pricing models used by the selling agents, as a result of dealer discounts, mark-ups or other transaction costs.

INVESTMENT IN THE SECURITIES IS NOT THE SAME AS A DIRECT INVESTMENT IN THE STOCKS THAT COMPRISE THE S&P 500 INDEX(R) OR IN THE SPDR TRUST, SERIES 1

An investment in the Securities is not the same as a direct investment in the stocks (or any other securities) that comprise the S&P 500 Index(R) or in the SPDR Trust, Series 1. The return on your Securities could be less than if you had invested directly in the Underlying Fund or any such a product because of the barrier feature and the method by which the supplemental redemption is calculated. In addition, your return may be limited because the calculation of the supplemental redemption amount and the return on the Securities does not account for the return associated with the reinvestment of dividends that you would have received if you had invested directly in the stocks (or any other securities) comprising the Underlying Fund or in the Underlying Fund directly. You will not receive any payment of dividends on any of the stocks (or any other securities) comprising the Underlying Fund or any dividends paid by the Underlying Fund.

A CHANGE IN THE PRICE OF THE UNDERLYING FUND MAY NOT INCREASE THE RETURN ON YOUR INVESTMENT

Owning the Securities is not the same as owning the Underlying Fund. Accordingly, the market value of your Securities may not have a direct relationship with the market price of the Underlying Fund, and changes in the market price of the Underlying Fund may not result in a comparable change in the market value of your Securities. If the price per share of the Underlying Fund remains within the upper and lower barriers, the market value of the Securities may not increase. It is also possible for the price of the Underlying Fund to remain within the upper and lower barriers while the market price of the Securities declines.

MARKET PRICE OF THE SECURITIES INFLUENCED BY MANY UNPREDICTABLE FACTORS

The value of the Securities may move up and down between the date you purchase them and the determination date. Several factors, most of which are beyond our control, will influence the value of the Securities, including:

- the market price of the Underlying Fund, in particular, whether the market price of the Underlying Fund has fallen below the lower barrier or risen above the upper barrier at any time during the regular hours of the relevant exchange on any trading day during the relevant period;

- the volatility (frequency and magnitude of changes) in value of the Underlying Fund;

- the dividend rate on the Underlying Fund and the equity securities held by the Underlying Fund. While dividend payments, if any, on the Underlying Fund and the equity securities held by the Underlying Fund are not paid to holders of the Securities, such payments may have an influence on the market price of the Underlying Fund and therefore on the Securities;

- interest and yield rates in the market;

- the time remaining until the maturity of the Securities;

- economic, financial, political, regulatory, geographical, or judicial events that affect the stock markets generally and which may affect the market prices of the Underlying Fund and/or the Securities; and

- the creditworthiness of the Bank as issuer of the Securities and Holding as the guarantor of the Bank's obligations under the Securities. Any person who purchases the Securities is relying upon the creditworthiness of the Bank and Holding and has no rights against any other person, including the sponsor of the Underlying Fund. The Securities constitute the general, unsecured and unsubordinated contractual obligations of the Bank and Holding.

These factors interrelate in complex ways, and the effect of one factor on the market value of your Securities may offset or enhance the effect of another factor.

Some or all of these factors will influence the price that you will receive if you sell your Securities prior to maturity in the secondary market, if any. If you sell your Securities prior to maturity, the price at which you are able to sell your Securities may be at a discount, which could be substantial, from the principal amount. For example, there may be a discount on the Securities if prior to the sale of the Securities, the market price of the Underlying Fund had risen above the Upper Barrier or fallen below the Lower Barrier at any time, or if market interest rates rise. Even if the Underlying Fund traded within the specified barriers, there may be a discount on the Securities based on the time remaining to the maturity of the Securities. THUS, IF YOU SELL YOUR SECURITIES BEFORE MATURITY, YOU MAY RECEIVE LESS THAN THE MINIMUM RETURN AMOUNT PER SECURITY.

In addition, some or all of these factors will influence the return, if any, that you receive upon maturity of the Securities. You cannot predict the future performance of the Securities or of the Underlying Fund based on the historical performance of the Underlying Fund. NEITHER WE NOR HOLDING NOR ANY OF OUR AFFILIATES CAN GUARANTEE THAT THE MARKET PRICE OF THE UNDERLYING FUND WILL BE WITHIN THE UPPER AND LOWER BARRIERS AT ALL TIMES OVER THE LIFE OF THE SECURITIES OR THAT THE CLOSING PRICE OF THE UNDERLYING FUND ON THE DETERMINATION DATE WILL BE DIFFERENT FROM THE INITIAL PRICE SO THAT YOU WILL RECEIVE AT MATURITY AN AMOUNT IN EXCESS OF THE PRINCIPAL AMOUNT OF THE SECURITIES.

NO SHAREHOLDER RIGHTS IN THE UNDERLYING FUND

As a holder of the Securities, you will not have voting rights or rights to receive dividends or other distributions or other rights that holders of shares of the Underlying Fund would have.

Because neither we nor Holding nor any of our affiliates are affiliated with the sponsor or trustee of the Underlying Fund, we have no ability to control or predict the actions of such entities, including any actions of the type that would require the calculation agent to adjust the initial price and consequently the upper and lower barriers and payment at maturity, and have no ability to control the public disclosure of these actions or any other events or circumstances affecting such entities. NEITHER THE UNDERLYING FUND NOR THE SPONSOR OF THE UNDERLYING FUND IS INVOLVED IN THE OFFER OF THE SECURITIES IN ANY WAY AND HAVE ANY OBLIGATION TO CONSIDER YOUR INTEREST AS A HOLDER OF THE SECURITIES IN TAKING ANY CORPORATE ACTIONS THAT MIGHT AFFECT THE VALUE OF YOUR SECURITIES. NONE OF THE MONEY YOU PAY FOR THE SECURITIES WILL GO TO THE UNDERLYING FUND OR THE SPONSOR OF THE UNDERLYING FUND.

ADJUSTMENTS TO THE UNDERLYING FUND COULD ADVERSELY AFFECT THE VALUE OF THE SECURITIES

The objective of the Underlying Fund is to provide investment results that correspond generally to the price and yield performance, before fees and expenses, of the S&P 500 Index(R). The Underlying Fund at any time will consist of as many stocks which comprise the S&P 500 Index(R), which we refer to as Index Securities, as is practicable. Periodically, S&P may change or modify the composition of the S&P 500 Index(R) based on (i) its determination that total shares outstanding have changed in one or more component Index Securities due to secondary offerings, repurchases, conversions or other corporate actions; (ii) its determination that the available float shares of one or more of the Index Securities may have changed due to corporate actions, purchases or sales of securities by holders or other events, or (iii) its determination that one or more Index Securities should be replaced due to mergers, acquisitions, bankruptcies, or other market conditions, or if the issuers of such Index Securities fail to meet the criteria for inclusion in the S&P 500 Index(R). The Underlying Fund aggregates certain of these adjustments and changes the composition of the Underlying Fund at least monthly. Any of these actions could adversely affect the prices of the Index Securities and/or the Underlying Fund and, consequently, the value of the Securities.

THE SPDR TRUST, SERIES 1 DISCLAIMER

The Securities are not sponsored, endorsed, sold or promoted by the Underlying Fund, the sponsor or the trustee of the Underlying Fund or any of its or their affiliates (together referred to as the Fund Parties) and none of the Fund Parties makes any representation or warranty, express or implied, regarding the advisability of investing in securities generally or the Securities particularly. None of the Fund Parties has any obligation to take the needs of the holders of the Securities into consideration in determining, comprising or calculating the Underlying Fund. None of the Fund Parties is responsible for and has not participated in any determination or calculation made with respect to issuance or redemption of the Securities. None of the Fund Parties has any obligation or liability in connection with the administration, marketing or trading of the Securities.

"Standard & Poor's(R)", "S&P(R)", "Standard & Poor's 500 Composite Stock Price Index(R)", "S&P 500 Index(R)", "Standard & Poor's 500(R)", "Standard & Poor's Depositary Receipts(R)" and "SPDRs(R)" are trademarks of The McGraw-Hill Companies, Inc. State Street Global Markets, LLC is permitted to use these trademarks pursuant to a License Agreement with Standard & Poor's, a division of The McGraw-Hill Companies, Inc., and SPDR Trust, Series 1, is permitted to use these trademarks pursuant to a sublicense from State Street Global Markets, LLC. SPDR Trust, Series 1 is not, however, sponsored by or affiliated with Standard & Poor's or The McGraw-Hill Companies, Inc. THE SECURITIES HAVE NOT BEEN PASSED ON BY ANY OF THE FOREGOING ENTITIES. THE SECURITIES ARE NOT SPONSORED, ENDORSED, SOLD OR PROMOTED BY ANY OF THE FOREGOING ENTITIES AND NONE OF THE ABOVE MAKES ANY WARRANTIES OR BEARS ANY LIABILITY WITH RESPECT TO THE SECURITIES. THESE TRADEMARKS AND SERVICE MARKS HAVE BEEN LICENSED FOR USE FOR CERTAIN PURPOSES BY ABN AMRO BANK N.V.

NONE OF THE FUND PARTIES MAKES ANY WARRANTY, EXPRESS OR IMPLIED, AS TO RESULTS TO BE OBTAINED BY HOLDERS OF THE SECURITIES OR ANY OTHER PERSON OR ENTITY FROM THE USE OF THE SHARE PRICE OF THE UNDERLYING FUND.

THE UNDERLYING FUND IS NOT ACTIVELY MANAGED

The Underlying Fund is not actively managed by traditional methods, and therefore the adverse financial condition of one or more issuers of stocks which comprise the S&P 500 Index(R) will not result in the elimination of such stock or stocks from the Underlying Fund unless such stock or stocks are removed from the S&P 500 Index(R). Because payment at maturity of the Securities is linked to the performance of the Underlying Fund, this may adversely affect the value of the Securities and the return, if any, on the Securities.

THE UNDERLYING FUND MAY NOT ALWAYS BE ABLE EXACTLY TO REPLICATE THE PERFORMANCE OF THE S&P 500 INDEX(R)

It is possible that, for a short period, the Underlying Fund may not fully replicate the performance of the S&P 500 Index(R) due to the temporary unavailability of certain Index Securities in the secondary market or due to other extraordinary circumstances. In addition, the Underlying Fund is not able to replicate exactly the performance of the

S&P 500 Index(R) because the total return generated by the Underlying Fund is reduced by its expenses and transaction costs incurred in adjusting the actual balance of the Underlying Fund. Because payment at maturity of the Securities is linked to the performance of the Underlying Fund, this may adversely affect the value of the Securities and the return, if any, on the Securities.

DISCONTINUANCE OF THE UNDERLYING FUND

The Fund Sponsor is not under any obligation to continue to compile and maintain the Underlying Fund. If the Fund Sponsor terminates, liquidates or otherwise discontinues the Underlying Fund, it may become difficult to determine the market value of the Securities or the amount payable at maturity. The calculation agent may designate a successor fund selected in its sole discretion. If the calculation agent determines in its sole discretion that no successor fund comparable to the Underlying Fund exists, the amount you receive at maturity will be determined by the calculation agent in its sole discretion. See "Description of Securities--Market Disruption Event" and "Description of Securities-Discontinuance of the Underlying Fund; Alteration of Method of Calculation."

TAX TREATMENT

You should also consider the tax consequences of investing in the Securities. The Securities are best suited for accounts (including non-U.S. accounts) not subject to U.S. federal income taxes. IF YOU ARE A U.S. INVESTOR SUBJECT TO U.S. TAXATION, REGARDLESS OF THE FINAL RETURN ON THE SECURITIES, YOU WILL BE SUBJECT TO ANNUAL INCOME TAX BASED ON THE COMPARABLE YIELD OF THE SECURITIES OF 2.50% COMPOUNDED SEMI-ANNUALLY, AS DETERMINED BY US, EVEN THOUGH YOU RECEIVE NO PAYMENT ON THE SECURITIES UNTIL MATURITY. In addition, any gain recognized by U.S. taxable investors on the sale, exchange or retirement of the Securities will generally be treated as ordinary income. Please read carefully the section below entitled "Taxation--United States Federal Income Taxation." You should consult your tax advisor regarding the tax treatment of the Securities in light of your particular situation.

POTENTIAL CONFLICTS OF INTEREST; NO SECURITY INTEREST IN SHARES OF THE UNDERLYING FUND HELD BY US

We and our affiliates may carry out hedging activities that minimize our risks related to the Securities, including trading in shares of the Underlying Fund or shares of stock that comprise the S&P 500 Index(R). In particular, on or prior to the date of this Pricing Supplement, we, through our affiliates, hedged our anticipated exposure in connection with the Securities by taking positions in the Underlying Fund, shares of stock that comprise the S&P 500 Index(R), futures or options contracts on the S&P 500 Index(R) listed on major securities markets, and/or other instruments that we deemed appropriate in connection with such hedging. Such hedging is carried out in a manner designed to minimize any impact on the price of the Underlying Fund. Our purchase activity, however, could potentially have increased the initial price of the Underlying Fund, and therefore inadvertently increased the upper and lower barriers.

Through our affiliates, we are likely to modify our hedge position throughout the life of the Securities by purchasing and selling shares of the Underlying Fund, shares of stock that comprise the S&P 500 Index(R), futures or options contracts on the S&P 500 Index(R) listed on major securities markets or positions in other securities or instruments that we may wish to use in connection with such hedging. Although we have no reason to believe that our hedging activity or other trading activities that we, or any of our affiliates, engage in or may engage in has had or will