

RBS Holdings N.V.  
Form FWP  
November 03, 2010

Term Sheet No. 118 Dated November 3, 2010  
to Registration Statement Nos. 333-162193 and  
333-162193-01  
(To Prospectus Supplement Dated April 2, 2010  
and Prospectus Dated April 2, 2010)  
Rule 433

THE ROYAL BANK OF SCOTLAND N.V.  
Capped Callable 3-Month LIBOR Floating Rate Notes  
Due November 2018

Issuer:	The Royal Bank of Scotland N.V.	Expected Trade Date:	November 17, 2010
Lead Agent:	RBS Securities Inc.	Expected Settlement Date:	November 22, 2010
Issue Price:	100%	Expected Maturity Date:	November 22, 2018
CUSIP:	78009KNS7	ISIN:	US78009KNS77
Status and Guarantee:	Unsecured, unsubordinated obligations of the Issuer, fully and unconditionally guaranteed by the Issuer's parent company, RBS Holdings N.V.		
Payment at Maturity:	100% of the principal amount, plus accrued and unpaid interest, if any, to but excluding the Maturity Date. Any payment at maturity is subject to the creditworthiness of The Royal Bank of Scotland N.V., as the issuer, and RBS Holdings N.V., as guarantor.		
Interest Payments:	Interest will be payable quarterly in arrears on each Interest Payment Date. Interest payable on each Interest Payment Date will accrue based on the Floating Interest Rate.		
Interest Payment Dates:	The 22nd day of each February, May, August, November, beginning February 22, 2011, or if any such day is not a Business Day, on the following Business Day, and no additional interest will accrue in respect of the delay in the interest payment. However, if an Interest Payment Date is not a Business Day, and the next Business Day is in the next calendar month, the Interest Payment Date will be the immediately preceding Business Day. The last Interest Payment Date will be the Maturity Date or Early Redemption Date (as defined below), as applicable.		
Floating Interest Rate:	Interest payable will be calculated based on a rate per annum equal to the sum of (a) Reference Rate and (b) 1.000%, provided that in no event will the interest payable on the Notes be less than the Minimum Interest Rate of 3.150% per annum or greater than the Maximum Interest Rate of 8.000% per annum.		
Minimum Interest Rate:	3.150% per annum		
Maximum Interest Rate:	8.000% per annum		
Reference Rate:	The Reference Rate is 3-Month USD-LIBOR-BBA. 3-Month USD-LIBOR-BBA for purposes of the Notes is the rate for deposits in U.S. Dollars for a period of three months commencing on the relevant Interest Reset Date, which appears on the Reuters Screen LIBOR01 Page as of 11:00 a.m., London time, on the Interest Determination Date (as defined in this Term Sheet). If such rates do not appear on the Reuters Screen LIBOR01 Page on the Interest Determination Date, we will use another method of determining such rates as described under "Information Regarding 3-Month		

USD-LIBOR-BBA—Unavailability of 3-Month USD-LIBOR-BBA” in this Term Sheet.

Optional Early  
Redemption:

We may redeem all of your Notes at the Redemption Price set forth below on any Interest Payment Date commencing on November 22, 2012, provided we provide at least ten (10) calendar days’ prior written notice to the trustee. If we exercise our redemption option, the Interest Payment Date on which we redeem the Notes will be referred to as the “Early Redemption Date.”

Redemption Price:

100% of the principal amount together with any accrued and unpaid interest to but excluding the Early Redemption Date.

	Price to Public	Agent’s Commission <sup>1</sup>	Proceeds to Issuer
Per Security	\$1,000	\$	\$
Total	\$	\$	\$

<sup>1</sup> If the Notes were priced for sale today, RBS Securities Inc. (“RBSSI”) would receive a commission of approximately \$22.50 per Security, and RBSSI would use a portion of that commission to pay selling concessions to other dealers of approximately \$20.00 per Security. The actual commission received by RBSSI may be more or less than \$22.50 per Security, and will depend on market conditions on the date the Notes are priced for initial sale to the public. In no event will the commission received by RBSSI, including concessions to be allowed to other dealers, exceed \$45.00 per Security. For additional information see “Plan of Distribution (Conflicts of Interest)” in this Term Sheet.

The Notes are not bank deposits and are not insured or guaranteed by the Federal Deposit Insurance Corporation, the Deposit Insurance Fund or any other governmental agency, nor are they obligations of, or guaranteed, by a bank.

Investing in the Notes involves a number of risks. See “Risk Factors” beginning on page 7 of this Term Sheet.

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

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

RBS Securities Inc.

PRICE: \$1,000 PER NOTE

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WHERE YOU CAN FIND MORE INFORMATION

The Royal Bank of Scotland N.V. (“RBS N.V.”) and RBS Holdings N.V. have filed a registration statement (including a Prospectus and Prospectus Supplement) with the Securities and Exchange Commission, or SEC, for the offering to which this Term Sheet relates. Before you invest, you should read the Prospectus and Prospectus Supplement in that registration statement and other documents that RBS N.V. and RBS Holdings N.V. have filed with the SEC for more complete information about RBS N.V., RBS Holdings N.V. and the offering of the Notes. You may get these documents for free by visiting EDGAR on the SEC web site at [www.sec.gov](http://www.sec.gov). Alternatively, RBS N.V., any underwriter or any dealer participating in the offering will arrange to send you the Prospectus and Prospectus Supplement if you request it by calling toll free (866) 747-4332.

You should read this Term Sheet together with the Prospectus dated April 2, 2010, as supplemented by the Prospectus Supplement dated April 2, 2010 relating to our RBS Notes<sup>SM</sup> of which these Notes are a part. This Term Sheet, together with the documents listed below, contains the terms of the Notes and supersedes all other prior or contemporaneous oral statements as well as any other written materials including preliminary or indicative pricing terms, correspondence, trade ideas, structures for implementation, sample structures, fact sheets, brochures or other educational materials of ours. You should carefully consider, among other things, the matters set forth in “Risk Factors” in this Term Sheet, as the Notes involve risks not associated with conventional debt securities. We urge you to consult your investment, legal, tax, accounting and other advisors before you invest in the Notes.

You may access these documents on the SEC website at [www.sec.gov](http://www.sec.gov) as follows (or if such address has changed, by reviewing our filings for the relevant date on the SEC website):

·Prospectus Supplement dated April 2, 2010:

[http://www.sec.gov/Archives/edgar/data/897878/000095010310001004/crt\\_dp17140-424b2.pdf](http://www.sec.gov/Archives/edgar/data/897878/000095010310001004/crt_dp17140-424b2.pdf)

·Prospectus dated April 2, 2010:

[http://www.sec.gov/Archives/edgar/data/897878/000095010310000965/crt\\_424b2.pdf](http://www.sec.gov/Archives/edgar/data/897878/000095010310000965/crt_424b2.pdf)

Our Central Index Key, or CIK, on the SEC website is 897878. As used in this Term Sheet, “RBS N.V.,” “the Company,” “we,” “us” or “our” refers to The Royal Bank of Scotland N.V.; “Holdings” refers to RBS Holdings N.V.

These Notes 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 of Cuba, Sudan, Iran or Myanmar; or (iv) to Cuban Nationals, wherever located.

We reserve the right to withdraw, cancel or modify any offering of the Notes and to reject orders in whole or in part prior to their issuance.

RBS Notes<sup>SM</sup> is a Service Mark of The Royal Bank of Scotland N.V.



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**SUMMARY**

The following summary does not contain all the information that may be important to you. You should read this summary together with the more detailed information that is contained in this Term Sheet, the accompanying Prospectus and Prospectus Supplement. You should carefully consider, among other things, the matters set forth in “Risk Factors” beginning on page 7 of this Term Sheet. In addition, we urge you to consult with your investment, legal, accounting, tax and other advisors with respect to any investment in the Notes.

What are the Notes?

The Notes are issued by us, The Royal Bank of Scotland N.V., and are fully and unconditionally guaranteed by our parent company, RBS Holdings N.V. The Notes are senior notes of The Royal Bank of Scotland N.V. that have a maturity of 8 years, but we may redeem them at our option on any Interest Payment Date commencing on November 22, 2012.

The Notes are not bank deposits and are not insured or guaranteed by the Federal Deposit Insurance Corporation, the Deposit Insurance Fund or any other governmental agency, nor are they obligations of, or guaranteed, by a bank.

All payments on the Notes, including payment of principal at maturity, are subject to the creditworthiness of The Royal Bank of Scotland N.V., as the issuer, and RBS Holdings N.V., as guarantor. In other words, payments on the Notes will depend on the ability of The Royal Bank of Scotland N.V. and RBS Holdings N.V. to meet their payment obligations when due.

What will I receive at maturity of the Notes?

Unless the Notes have been earlier redeemed, for each \$1,000 principal amount of Notes, you will receive a cash payment equal to \$1,000, and any accrued and unpaid interest on the Notes, at maturity.

Will I receive interest payments?

Yes. Interest will be payable quarterly in arrears on the 22nd day of each February, May, August, and November, commencing on February 22, 2011 (each an “Interest Payment Date”); provided, that, if such day is not a Business Day, interest will be paid on the immediately succeeding Business Day and no additional interest will accrue in respect of such delay. However, if an Interest Payment Date is not a Business Day, and the next Business Day is in the next calendar month, the Interest Payment Date will be the immediately preceding Business Day. Interest will be computed on the basis of a 360-day year consisting of twelve 30-day months.

“Business Day” means any day, other than a Saturday or Sunday, that is neither a legal holiday nor a day on which banking institutions are authorized or required by law or regulation to close in The City of New York.

How will the interest on the Notes be calculated?

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One of our affiliates, RBS Securities Inc., will serve as calculation agent for the Notes, and will determine the interest payable on the Notes as follows:

- Interest on the Notes will accrue at a rate per annum equal to:

Reference Rate + 1.000%

However, in no event will the interest rate payable on the Notes be less than 3.150% per annum or more than 8.000% per annum. Because interest is paid quarterly you will receive a pro rated amount of the per annum rate.

The “Reference Rate” is 3-Month USD-LIBOR-BBA. 3-Month USD-LIBOR-BBA for purposes of the Notes is the rate for deposits in U.S. Dollars for a period of three months commencing on the relevant Interest Reset Date, which appears on the Reuters Screen LIBOR01 Page as of 11:00 a.m., London time, on the Interest Determination Date (as defined below). If such rates do not appear on the Reuters Screen LIBOR01 Page on the Interest Determination Date, we will use another method of determining such rates as described under “Information Regarding 3-Month USD-LIBOR-BBA—Unavailability of 3-Month USD-LIBOR-BBA” in this Term Sheet.

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The “Interest Determination Date” for each Interest Payment Period will be the second London Banking Day prior to the relevant Interest Reset Date.

For each quarterly Interest Payment Period the rate of interest payable on the Notes will be reset on the first day of such Interest Payment Period, which we refer to as an “Interest Reset Date.”

The first Interest Payment Period will commence on, and will include, the Settlement Date of the Notes and will end on, but will exclude, the first Interest Payment Date. Thereafter, each Interest Payment Period will commence on, and will include, an Interest Payment Date and will end on, but will exclude, the succeeding Interest Payment Date, the Early Redemption Date or the Maturity Date, as applicable.

“London Banking Day” means any day on which commercial banks are open for business (including dealings in U.S. dollars) in London, England.

Is the interest payable on the Notes limited in any way?

Yes. The interest payable on the Notes on each Interest Payment Date will depend on the Reference Rate on the relevant Interest Determination Date, and will not exceed 8.000% per annum regardless of the performance of the Reference Rate.

Further, we may redeem the Notes on any Interest Payment Date on or after November 22, 2012. If we elect to redeem the Notes, you will not receive any interest payments after the Early Redemption Date.

When may you redeem the Notes and what will I receive upon redemption?

We may, at our option, redeem all of the Notes on any Interest Payment Date, commencing on November 22, 2012. We refer to the Interest Payment Date on which we redeem the Notes as the “Early Redemption Date.” If we elect to redeem the Notes, we will provide written notice of such redemption to the trustee not less than ten (10) calendar days prior to the Early Redemption Date. For each \$1,000 principal amount of Notes redeemed, you will receive a cash payment equal to \$1,000, plus any accrued and unpaid interest to, but excluding, the Early Redemption Date.

We are generally more likely to redeem the Notes during periods when then prevailing interest rates are lower than the rate of interest payable on the Notes.

What is the minimum required purchase?

You may purchase Notes in minimum denominations of \$1,000 or in integral multiples thereof.

Is there a secondary market for the Notes?

The Notes will not be listed on any securities exchange. Accordingly, there may be little or no secondary market for the Notes and, as such, information regarding independent market pricing for the Notes may be extremely limited. You should be willing to hold your Notes until the Maturity Date.

We anticipate that one or more of our affiliates will make a market in the Notes. Our affiliates may make purchases and sales of the Notes from time to time in off-exchange transactions or post indicative prices for the Notes in the secondary market. However, none of our affiliates is required to do so, and any of them may discontinue any market-making activities and may stop posting indicative prices at any time.

If you sell your Notes before the Maturity Date, the price that you receive may be less than the original issue price of the Notes or the price that you paid for them.

What is 3-Month USD-LIBOR-BBA and how has it performed historically?

“LIBOR” is the London interbank offered rate and is the rate of interest at which banks borrow funds from each other in the London interbank market. “3-Month USD-LIBOR-BBA” for purposes of the Notes is the rate for deposits in U.S. Dollars for a period of three months commencing on the relevant Interest Reset Date, compiled by the British Bankers’ Association, which appears on the Reuters Screen LIBOR01 Page as of 11:00 a.m., London time, on the Interest Determination Date. If such rates do not appear on the Reuters Screen LIBOR01 Page on the Interest



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Determination Date, we will use another method of determining such rates as described under “Information Regarding 3-Month USD-LIBOR-BBA—Unavailability of 3-Month USD-LIBOR-BBA” in this Term Sheet.

We have provided below under “Information Regarding 3-Month USD-LIBOR-BBA” historical information regarding 3-Month USD-LIBOR-BBA. We have provided this historical information to help you evaluate the behavior of the 3-Month USD-LIBOR-BBA in various periods. Historical levels of 3-Month USD-LIBOR-BBA, however, are not indicative of future levels of 3-Month USD-LIBOR-BBA.

What else should I consider before investing in the Notes?

The Notes are not suitable for all investors. You may wish to consider the Notes if you:

- are willing to accept the risk that a decrease in 3-Month USD-LIBOR-BBA may result in an interest rate which is below the market interest rate for fixed rate securities with a comparable maturity; and
- are willing and able to hold the Notes to maturity, but are willing to have the Notes redeemed at our option as early as November 22, 2012.

You should carefully consider whether the Notes 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 Notes.

What is the tax treatment of the Notes?

We intend to treat the Notes as “variable rate debt instruments” for U.S. federal income tax purposes. Please review the section below entitled “United States Federal Income Taxation.”

You should review the section in this Term Sheet entitled “United States Federal Income Taxation.” Additionally, you are urged to consult your tax adviser regarding the tax treatment of the Notes and whether a purchase of the Notes is advisable in light of the tax treatment and your particular situation.

Tell me more about The Royal Bank of Scotland N.V. and RBS Holdings N.V.

The Royal Bank of Scotland N.V. is the new name of ABN AMRO Bank N.V.

RBS Holdings N.V. is the new name of ABN AMRO Holdings N.V.

On February 6, 2010, ABN AMRO Bank N.V. changed its name to The Royal Bank of Scotland N.V. and on April 1, 2010 ABN AMRO Holdings N.V. changed its name to RBS Holdings N.V.

The name changes are not changes of the legal entities that will issue and guarantee, respectively, the Notes referred to herein, and the name changes do not affect any of the terms of the Notes. The Notes will continue to be issued by The

Royal Bank of Scotland N.V. and to be fully and unconditionally guaranteed by The Royal Bank of Scotland N.V.'s parent company, RBS Holdings N.V.

While the name "ABN AMRO Bank N.V." is used by a separate legal entity, which is owned by the State of the Netherlands (the "Dutch State"), neither the separate legal entity named ABN AMRO Bank N.V. nor the Dutch State will, in any way, guarantee or otherwise support the obligations under the Notes.

The Royal Bank of Scotland N.V. and RBS Holdings N.V. are both affiliates of The Royal Bank of Scotland plc and The Royal Bank of Scotland Group plc; however, none of The Royal Bank of Scotland plc, The Royal Bank of Scotland Group plc or the UK government, in any way, guarantees or otherwise supports the obligations under the Notes.

For additional information, see "The Royal Bank of Scotland N.V. and RBS Holdings N.V." in the accompanying prospectus dated April 2, 2010.

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What are some of the risks of owning the Notes?

Investing in the Notes involves a number of risks. We have described the most significant risks relating to the Notes under the heading “Risk Factors” in this Term Sheet, beginning on the next page, which you should read before making an investment in the Notes.

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## RISK FACTORS

An investment in the Notes entails significant risks. You should carefully consider the risks related to the Notes and whether these Notes are suited to your particular circumstances before deciding to purchase them. The Notes are not an appropriate investment for you if you are not knowledgeable about significant elements of the Notes or financial matters in general. In addition, we urge you to consult with your investment, legal, accounting, tax and other advisors with respect to any investment in the Notes.

### Credit Risk

The Notes are issued by RBS N.V. and guaranteed by RBS Holdings N.V., RBS N.V.'s parent company. As a result, investors in the Notes assume the credit risk of RBS N.V. and that of RBS Holdings N.V. in the event that RBS N.V. defaults on its obligations under the Notes. This means that if RBS N.V. and RBS Holdings N.V. fail, become insolvent, or are otherwise unable to pay their obligations under the Notes, you could lose some or all of your initial principal investment.

Although We Are a Bank, the Notes Are Not Bank Deposits and Are Not Insured or Guaranteed by the Federal Deposit Insurance Corporation, the Deposit Insurance Fund or any Other Government Agency

The Notes are our obligations but are not bank deposits. In the event of our insolvency the Notes will rank equally with our other unsecured, unsubordinated obligations and will not have the benefit of any insurance or guarantee of the Federal Deposit Insurance Corporation, the Deposit Insurance Fund or any other governmental agency.

### Your Return is Limited

The interest rate payable on the Notes will not be greater than 8.000% per annum. Accordingly, regardless of the level of 3-Month USD-LIBOR-BBA on each Interest Determination Date during the term of your Notes, your return on the Notes will be limited by the Maximum Interest Rate. Further, we may redeem the Notes on any interest Payment Date on or after November 22, 2012. If we elect to redeem the Notes, you will not receive any interest payments after the Early Redemption Date. Your ability to realize a higher than market yield on the Notes is limited by our right to redeem the Notes prior to their scheduled maturity, which may adversely affect the value of the Notes in the secondary market, if any.

### The Return on the Notes May Be Lower Than the Return on a Conventional Debt Security With a Comparable Maturity

The interest rate on the Notes will be calculated based on 3-Month USD-LIBOR-BBA. 3-Month USD-LIBOR-BBA is likely to vary, perhaps by a substantial amount, over the term of the Notes. As a result you are assuming significant risks not associated with a conventional fixed rate debt security. These risks include fluctuation of the applicable interest rate and the possibility that, in the future, the interest rate on your Note will decrease and may be limited to the Minimum Interest Rate of 3.150% per annum or will increase and may be limited to the Maximum Interest Rate of 8.000% per annum. We have no control over a number of factors that may affect interest rates, including economic,

financial and political events that are important in determining the existence, magnitude and longevity of these risks and their results. The return on the Notes may be less than the returns on conventional debt securities with a comparable maturity.

As of the close of business on November 2, 2010, 3-Month USD-LIBOR-BBA as reported on Bloomberg Financial Markets was 0.28594% per annum. If November 2, 2010 were an Interest Determination Date, the interest rate payable on the Notes for the relevant Interest Payment Period would have been 3.150% per annum (i.e., the Reference Rate of 0.28594% + 1.00% per annum, subject to the Minimum Interest Rate of 3.150%).

#### We May Redeem the Notes Before Maturity

We have the right to redeem all the Notes on any Interest Payment Date commencing on November 22, 2012. You should be prepared to have your Notes redeemed as early as that date. It is more likely that we will redeem the Notes prior to the Maturity Date if the 3-Month USD-LIBOR-BBA increases, resulting in an interest rate on the Notes being greater than the interest rate on instruments with a comparable maturity and credit rating that are trading in the market. Therefore, it is more likely that we will redeem the Notes at a time when the interest rate payable on the Notes is higher rather than lower.

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If we redeem the Notes prior to the Maturity Date, you may be unable to invest your proceeds from the redemption in an investment with a return that is as high as the return on the Notes would have been if they had not been redeemed. Your ability to realize a higher than market yield on the Notes is limited by our right to redeem the Notes prior to their scheduled maturity, which may adversely affect the value of the Notes in the secondary market, if any.

### Liquidity Risk

The Notes will not be listed on any securities exchange. Accordingly, there may be little or no secondary market for the Notes and information regarding independent market pricing of the Notes may be very limited or non-existent. The value of the Notes in the secondary market, if any, will be subject to many unpredictable factors, including then prevailing market conditions. We cannot predict how the Notes will trade in any secondary market or whether that market will be liquid or illiquid. We cannot assure you that a trading market for your Notes will ever develop or be maintained. There may be a limited number of buyers when you decide to sell your Notes, which may affect the price you receive for your Notes or your ability to sell your Notes at all.

We anticipate that one or more of our affiliates will make a market in the Notes. Our affiliates may make purchases and sales of the Notes from time to time in off-exchange transactions or post indicative prices for the Notes in the secondary market on a designated website or via Bloomberg. However, none of our affiliates is required to do so, and any of them may discontinue any market-making activities and may stop posting indicative prices at any time. Further, 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.

If you sell your Notes before the Maturity Date, the price that you receive may be less than the original issue price of the Notes or the price that you paid for them

### You Must Rely on Your Own Evaluation of the Merits of an Investment Linked to 3-Month USD-LIBOR-BBA

In the ordinary course of their businesses, our affiliates may have expressed views on expected movements in 3-Month USD-LIBOR-BBA and related interest rates, and may do so in the future. These views or reports may be communicated to our clients and clients of our affiliates. However, these views are subject to change from time to time. Moreover, other professionals who deal in markets relating to 3-Month USD-LIBOR-BBA and related interest rates may at any time have significantly different views from those of our affiliates. For these reasons, you are encouraged to derive information concerning 3-Month USD-LIBOR-BBA and related interest rates from multiple sources, and you should not rely on the views expressed by our affiliates. Neither the offering of the Notes nor any views that our affiliates from time to time may express in the ordinary course of their businesses constitutes a recommendation as to the merits of an investment in the Notes.

Secondary Market Prices for the Notes, if any, Will Be Affected By Various Unpredictable Factors, and May Be Less than the Principal Amount of the Notes

It is important to note that there are many factors outside of our control that may affect the secondary market value of the Notes. A number of these factors are interrelated in complex ways. As a result, the effect of any one factor may be offset or magnified by the effect of another factor. Such factors include, but are not limited to:

- prevailing interest rates in the market, including the level and volatility of 3-Month USD-LIBOR-BBA;
- economic and other conditions generally, including monetary and fiscal policies, inflation, and other financial, political, regulatory, and judicial events; and
  - the time remaining to the maturity of the Notes.

Some or all of these factors will influence the price that you will receive if you sell your Notes in the secondary market, if any, prior to maturity. Thus, if you sell your Notes before maturity you may not receive back your entire principal amount.

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### The Inclusion of Commissions and Cost of Hedging in the Issue Price is Likely to Adversely Affect Secondary Market Prices

The issue price of the Notes includes commissions paid with respect to the Notes, as well as the costs associated with hedging our obligations under the Notes. As a result, the market value of the Notes on the pricing date, as determined by reference to pricing models used by the selling agents, may be significantly less than the issue price. Assuming no change in market conditions or any other relevant factors after the pricing date, the price, if any, at which the selling agents, any of our affiliates or another purchaser may be willing to purchase Notes in secondary market transactions will likely be lower than the issue price of the Notes, since the issue price included, and secondary market prices are likely to exclude, commissions paid with respect to the Notes, as well as the costs associated with hedging our obligations under the Notes. In addition, any such secondary prices may differ from values determined by reference to pricing models used by the selling agents. Further, if you sell your Notes before maturity, you will likely be charged a commission for secondary market transactions, or customary bid and asked spreads. If you sell your Notes before the Maturity Date, the price that you receive may be less than the original issue price of the Notes or the price that you paid for them.

### Changes in Our Credit Ratings Are Expected to Affect the Value of the Notes

Our credit ratings are an assessment of our ability to pay our obligations. Consequently, real or anticipated changes in our credit ratings may affect the market value of the Notes. However, because your return on the Notes depends upon factors in addition to our ability to pay our obligations, an improvement in our credit ratings will not reduce the other investment risks related to the Notes. Credit ratings do not reflect interest rate risk, which we discuss above. Credit ratings also do not address the price, if any, at which the Notes may be resold prior to maturity (which may be substantially less than the issue price of the Notes), and they are not recommendations to buy, sell or hold the Notes. Further, any credit ratings that are assigned to the Notes may not reflect the potential impact of all risks on their market value.

### Our Trading and Hedging Activities May Create Potential Conflicts of Interest

We expect to enter into transactions to hedge our obligations under the Notes, including trading in interest rate swaps and options, executing other derivative instruments, or purchasing securities linked to 3-Month USD-LIBOR-BBA or other interest rates. We may seek competitive terms in entering into the hedging arrangements for the notes, but are not required to do so, and we may enter into such hedging arrangements with one of our subsidiaries or affiliates. Such hedging activity is expected to result in a profit to those engaging in the hedging activity, which could be more or less than initially expected, but which could also result in a loss for the hedging counterparty. These trading and hedging activities may present a conflict of interest between your interest in the Notes and the interests we and our affiliates may have in our proprietary accounts, in facilitating transactions for our other customers, and in accounts under our management. Through our affiliates, we may modify our hedge position during the life of the Notes by purchasing and selling interest rate swaps or options or positions in other securities or instruments that we may wish to use in connection with such hedging. It is possible that we or one or more of our affiliates could receive substantial returns from these hedging activities while the value of the Notes may decline.



Potential Conflicts of Interest Between Holders of the Notes and the Calculation Agent

Our affiliate, RBSSI, will be the calculation agent for the Notes and, in such capacity, will determine the amount of interest to be paid on the Notes. Under some circumstances, these duties could result in a conflict of interest between RBSSI's status as our subsidiary and its responsibilities as calculation agent. These conflicts could occur, for instance, in connection with judgments that it would be required to make if 3-Month USD-LIBOR-BBA unavailable. See the section entitled "Information Regarding 3-Month USD-LIBOR-BBA." The calculation agent will be required to carry out its duties in good faith and using its reasonable judgment. However, because we are affiliated with the calculation agent, potential conflicts of interest could arise.

No Security Interest in Securities or Other Financial Instruments Held by Us

The indenture governing the Notes does not contain any restrictions on our ability or the ability of any of our affiliates to sell, pledge or otherwise convey all or any portion of the securities or other instruments acquired by us or our affiliates. Neither we nor Holdings nor any of our affiliates will pledge or otherwise hold those securities or other

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instruments for the benefit of holders of the Notes. Consequently, in the event of a bankruptcy, insolvency or liquidation involving us or Holdings, as the case may be, any of those securities or instruments that we or Holdings own will be subject to the claims of our creditors or Holdings' creditors generally and will not be available specifically for the benefit of the holders of the Notes.

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INFORMATION REGARDING 3-MONTH USD-LIBOR-BBA

General

LIBOR stands for London Interbank Offered Rate, and is the rate of interest at which banks borrow funds from each other in the London interbank market. 3-Month USD-LIBOR-BBA is the rate of interest which banks in London charge each other for loans for a period of three months.

“3-Month USD-LIBOR-BBA” for purposes of the Notes is the rate for deposits in U.S. Dollars for a period of three months commencing on the relevant Interest Reset Date, compiled by the British Bankers’ Association, which appears on the Reuters Screen LIBOR01 Page as of 11:00 a.m., London time, on the Interest Determination Date.

Unavailability of 3-Month USD-LIBOR-BBA

If 3-Month USD-LIBOR-BBA does not appear on the Reuters Screen LIBOR01 as of 11.00 a.m., London time, on the Interest Determination Date, the calculation agent will determine 3-Month USD-LIBOR-BBA as if USD-LIBOR Reference Banks was the applicable rate.

“USD-LIBOR-Reference Banks” refers to a rate determined by the calculation agent on the basis of the rates at which deposits in U.S. Dollars are offered by four major banks in the London interbank market (referred to as “Reference Banks”), which may include us or our affiliates, at approximately 11:00 a.m. London time, on the relevant Interest Determination Date for the designated period commencing on the Interest Reset Date related to that Interest Determination Date and in a designated amount.

The calculation agent will request the principal London office of each of the Reference Banks to provide a quotation of its rate. If at least two of those quotations are provided, the rate for that Interest Reset Date will be the arithmetic mean of the quotations. If fewer than two quotations are provided as requested, the rate for that Interest Reset Date will be the arithmetic mean of the rates quoted by three major banks in New York City, selected by the calculation agent, at approximately 11:00 a.m., New York City time, on that Interest Determination Date for loans in U.S. dollars to leading European banks for a designated period commencing on that Interest Reset Date and in a designated amount.

“Designated period” means three months.

“Designated amount” refers to an amount that is representative for a single transaction in the relevant market at the relevant time, as determined by the calculation agent.

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## Historical Information

The table below sets forth month-end historical levels of 3-Month USD-LIBOR-BBA as reported on Bloomberg Financial Markets for the period from January 2005 to November 2010. The levels of 3-Month USD-LIBOR-BBA for the Notes on the relevant Interest Determination Dates will be the values that appear on the Reuters Screen LIBOR01 Page as of 11:00 a.m., London time, on the Interest Determination Date.

The historical levels of 3-Month USD-LIBOR-BBA should not be taken as an indication of future levels of 3-Month USD-LIBOR-BBA. 3-Month USD-LIBOR-BBA may not increase or decrease over the term of the Notes in accordance with any of the trends depicted by the historical information in the table below. Moreover, the size and frequency of any fluctuations in 3-Month USD-LIBOR-BBA over the term of the Notes may be significantly different from those indicated in the table. You cannot predict the future performance of the Notes or of 3-Month USD-LIBOR-BBA based on the historical levels of 3-Month USD-LIBOR-BBA. Neither we nor Holdings can guarantee that the level of 3-Month USD-LIBOR-BBA will increase so that you will receive a higher interest rate for any Interest Payment Period over the term of the Notes.

	2005	2006	2007	2008	2009	2010
January	2.75000	4.68000	5.36000	3.11188	1.18438	0.24906
February	2.92000	4.82250	5.34813	3.05750	1.26438	0.25169
March	3.12000	5.00000	5.35000	2.68813	1.19188	0.2915
April	3.21000	5.13000	5.35500	2.85000	1.01625	0.34656
May	3.33750	5.23813	5.36000	2.68063	0.65625	0.53625
June	3.51625	5.48063	5.36000	2.78313	0.59500	0.53394
July	3.70000	5.46563	5.35866	2.79125	0.47938	0.45375
August	3.87000	5.39750	5.62125	2.81063	0.34750	0.29563
September	4.06500	5.37000	5.22875	4.05250	0.28688	0.29000
October	4.26000	5.37063	4.89375	3.02625	0.28063	0.28594
November	4.42000	5.37000	5.13125	2.21688	0.25656	0.28594*
December	4.53625	5.36000	4.70250	1.42500	0.25063	

\*Through November 2, 2010.

## Disclaimer by Us, Holdings and the Calculation Agent

All information in this Term Sheet relating to 3-Month USD-LIBOR-BBA has been derived from Bloomberg Financial Markets and other public sources. Neither we nor Holdings nor the calculation agent has independently verified any such information. Neither we nor Holdings nor the calculation agent shall have any responsibility for any

error or omissions in the calculation and publication of 3-Month USD-LIBOR-BBA.

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HYPOTHETICAL INTEREST RATE AND INTEREST PAYMENT CALCULATIONS

As described above, the Notes will pay interest on each Interest Payment Date at a per annum interest rate calculated based on the sum of the Reference Rate and 1.000%. The following illustrates the process by which the calculation agent will determine the interest rate and interest payment amount for all Interest Payment Dates. For purposes of these examples, we assume that the Notes are not being redeemed on the applicable Interest Payment Date. If we elect to redeem the Notes prior to maturity, you will receive on the Early Redemption Date a cash payment equal to \$1,000 per Note, plus accrued and unpaid interest to, but excluding, the Early Redemption Date.

These examples are for illustration only. The actual interest payable on the Notes will depend on the actual level of 3-Month USD-LIBOR-BBA on the applicable Interest Determination Dates during the term of the Notes.

Example 1

If, on a hypothetical Interest Determination Date, 3-Month USD-LIBOR-BBA was 7.75000%, then the Floating Interest Rate for that Interest Payment Period would be calculated as follows:

Reference Rate + 1.000% per annum

7.75000% + 1.000% per annum = 8.75000% per annum

Since the Floating Interest Rate cannot be more than the Maximum Interest Rate of 8.000%, the interest payment for that hypothetical Interest Payment Period would be calculated using the Floating Interest Rate of 8.000%, as follows:

$$\frac{\$1,000 \times 8.000\% \times 90}{360} = \$20.00 \text{ per Note}$$

Example 2

If, on a hypothetical Interest Determination Date, 3-Month USD-LIBOR-BBA was 2.75000%, then the Floating Interest Rate for that Interest Payment Period would be calculated as follows:

Reference Rate + 1.000% per annum

2.75000% + 1.000% per annum = 3.75000% per annum

The quarterly interest payment for that hypothetical Interest Payment Period would be calculated using the Floating Interest Rate of 3.75%, as follows:

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$$\frac{\$1,000 \times 3.7500\% \times 90}{360} = \$9.38 \text{ per Note}$$

Example 3

If, on a hypothetical Interest Determination Date, 3-Month USD-LIBOR-BBA was 0.15000%, then the Floating Interest Rate for that Interest Payment Period would be calculated as follows:

$$\text{Reference Rate} + 1.000\% \text{ per annum}$$

$$0.15000\% + 1.00\% \text{ per annum} = 1.15000\% \text{ per annum}$$

Since the Floating Interest Rate cannot be less than the Minimum Interest Rate of 3.15000%, the interest payment for that hypothetical Interest Payment Period would be calculated using the Floating Interest Rate of 3.15000%, as follows:

$$\frac{\$1,000 \times 3.15000\% \times 90}{360} = \$7.88 \text{ per Note}$$

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**DESCRIPTION OF THE NOTES**

Capitalized terms not defined herein have the meanings given to such terms in the accompanying Prospectus Supplement.

Principal Amount:	\$
Issue Price	100% (\$1,000 principal amount per Note)
Expected Settlement Date	November 22, 2010
Expected Maturity Date	November 22, 2018; provided that if such day is not a Business Day then such day will be the next succeeding Business Day unless such day falls in the following month in which case it will be the preceding Business Day.
Business Day	Any day, other than a Saturday or Sunday, that is neither a legal holiday nor a day on which banking institutions are authorized or required by law or regulation to close in The City of New York.
London Banking Day	Any day on which commercial banks are open for business (including dealings in U.S. dollars) in London, England.
Payment at Maturity	Unless earlier redeemed, 100% of the principal amount, plus any accrued and unpaid interest to, but excluding, the Maturity Date.
Specified Currency	U.S. Dollars
Denominations	The Notes may be purchased in denominations of \$1,000, which we refer to as the face amount, and integral multiples thereof.
Form of Notes	The Notes will be represented by a single registered global security, deposited with The Depository Trust Company (“DTC”).
Guarantee	The payment obligations of The Royal Bank of Scotland N.V. under the Notes, when and as they shall become due and payable, whether at maturity upon acceleration or redemption, are fully and unconditionally guaranteed by RBS Holdings N.V.
Interest Determination Date	The second London Banking Day preceding an Interest Reset Date.
Interest Reset Dates	The first day of each Interest Payment Period, commencing with the Settlement Date of the Notes, provided that if an Interest Reset Date is not a Business Day, it



will be postponed to the next succeeding Business Day.

Interest Payment Dates

The 22nd day of each February, May, August and November beginning February 22, 2011, provided that if any such day is not a Business Day, then the Interest Payment Date will be the next succeeding Business Day unless such day falls in the following month, in which case the Interest Payment Date will be the preceding Business Day; provided further that the final Interest Payment Date shall be the Maturity Date or the Early Redemption Date, as applicable.

Interest Payment Periods

The first Interest Payment Period will commence on, and will include, the Settlement Date of the Notes and will end on, but will exclude, the first Interest Payment Date. Thereafter, each Interest Payment Period will commence on, and will include, an Interest Payment Date and will end

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on, but will exclude, the succeeding Interest Payment Date or the Maturity Date, as applicable.

**Interest Payment** For each \$1,000 principal amount of Notes, the Interest Payment will be calculated for each quarterly Interest Payment Period as follows:

$$\frac{\$1,000 \times \text{Interest Rate} \times 90}{360}$$

The interest rate will adjust quarterly and be equal to the Floating Interest Rate. Interest will be paid in arrears.

**Interest Rate** The Calculation Agent will determine the Interest Rate per annum applicable to each Interest Payment Period on the immediately preceding Interest Determination Date based on the Interest Rate Formula.

**Floating Interest Rate** Reference Rate + 1.000%

**Minimum Interest Rate** 3.150%

**Maximum Interest Rate** 8.000%

**Interest Rate Formula** On each Interest Payment Date the Interest Rate per annum will be equal to the sum of (1) the Reference Rate and (2) 1.000%; provided that the Interest Rate will never be less than the Minimum Interest Rate of 3.150% or more than the Maximum Interest Rate of 8.000%. Interest will be computed on the basis of a 360-day year consisting of twelve 30-day months.

**Reference Rate** 3-Month USD-LIBOR-BBA. 3-Month USD-LIBOR-BBA for purposes of the Notes is the rate for deposits in U.S. Dollars for a period of three months commencing on the relevant Interest Reset Date that appears on the Reuters Screen LIBOR01 Page as of 11:00 a.m., London Time, on the day that is two London Banking Days preceding the relevant Interest Reset Date. If that rate does not appear on the Reuters Screen "LIBOR01" the rate for that period will be determined as if the parties had specified "USD-LIBOR-Reference Banks" as the floating rate option.

**USD-LIBOR-Reference Banks** USD-LIBOR-Reference Banks means that rate determined on the basis of the rates at which deposits in U.S. Dollars are offered by four major banks in the London interbank market (referred to as "Reference Banks") at approximately 11:00 a.m. London Time, on the day that is two London Banking Days preceding that Interest Reset Date to prime banks in the London interbank market for a designated period

commencing on that Interest Reset Date and in a designated amount. The Calculation Agent will request the principal London office of each of the Reference Banks to provide a quotation of its rate. If at least two of those quotations are provided, the rate for that Interest Reset Date will be the arithmetic mean of the quotations. If fewer than two quotations are provided as requested, the rate for that Interest Reset Date will be the arithmetic mean of the rates quoted by three major banks in New York City, selected by the Calculation Agent, at approximately 11:00 a.m., New York City time, on that Interest Determination Date for loans in U.S. dollars to leading European banks for a designated period commencing on that Interest Reset Date and in a designated amount.

Designated period                      3 months.

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Designated amount	As determined by the calculation agent, an amount that is representative for a single transaction in the relevant market at the relevant time, as determined by the calculation agent.
Optional Early Redemption	We may, at our option, redeem all of the Notes on any Interest Payment Date, commencing on November 22, 2012. We refer to the Interest Payment Date on which we redeem the Notes as the “Early Redemption Date.” If we elect to redeem the Notes, we will provide written notice of such redemption to the trustee not less than ten (10) calendar days prior to the Early Redemption Date.
Redemption Price	100% of the principal amount together with any accrued and unpaid interest to but excluding the Early Redemption Date.
Trustee	Wilmington Trust Company
Calculation Agent	RBSSI, which is our affiliate. All determinations made by the calculation agent will be at the sole discretion of the calculation agent and will, in the absence of manifest error, be conclusive for all purposes and binding on you and on us.
Additional Amounts	Subject to certain exceptions and limitations described in “Description of Debt Securities — Payment of Additional Amounts” in the accompanying Prospectus, we will pay such additional amounts to holders of the Notes as may be necessary in order that the net payment of the principal of the Notes and any other amounts payable on the Notes, after withholding for or on account of any present or future tax, assessment or governmental charge imposed upon or as a result of such payment by The Netherlands (or any political subdivision or taxing authority thereof or therein) or the jurisdiction of residence or incorporation of any successor corporation (other than the United States), will not be less than the amount provided for in the Notes to be then due and payable.
Book Entry	The indenture for the Notes permits us at anytime and in our sole discretion to decide not to have any of the Notes represented by one or more registered global securities. DTC has advised us that, under its current practices, it would notify its participants of our request, but will only withdraw beneficial interests from the global security at the request of each DTC participant.

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## UNITED STATES FEDERAL INCOME TAXATION

Notice Under U.S. Treasury Department Circular 230: The tax discussions contained in this discussion or any other document referenced herein were not intended or written to be used, and cannot be used, for the purpose of avoiding United States federal tax penalties. These discussions were written to support the promotion or marketing of the transactions or matters addressed in this Term Sheet.

The following discussion is not exhaustive of all possible tax considerations. This summary is based upon the Internal Revenue Code of 1986, as amended (the "Code"), regulations promulgated under the Code by the U.S. Treasury Department (including proposed and temporary regulations), rulings, current administrative interpretations and official pronouncements of the Internal Revenue Service (the "IRS"), and judicial decisions, all as currently in effect and all of which are subject to differing interpretations or to change, possibly with retroactive effect. No assurance can be given that the IRS would not assert, or that a court would not sustain, a position contrary to any of the tax consequences described below.

This section supplements the discussion in the accompanying prospectus supplement under the heading "United States Federal Income Taxation" and should be read in conjunction with, and is qualified by in its entirety, that discussion. To the extent inconsistent, the following discussion supersedes the discussion in the prospectus supplement.

This discussion only applies to U.S. holders (as defined in the accompanying prospectus supplement) that are not excluded from the discussion of U.S. federal income taxation in the accompanying prospectus. In particular, this summary is directed solely to U.S. holders that will purchase the Notes upon original issuance and will hold the Notes as capital assets within the meaning of Section 1221 of the Code, which generally means as property held for investment. This summary assumes that the issue price of the Notes, as determined for U.S. federal income tax purposes, equals the principal amount thereof.

For purposes of the following discussion, any interest with respect to the Notes, as determined for U.S. federal income tax purposes, will be treated as from sources outside the United States.

You should consult your own tax advisor concerning the U.S. federal income tax consequences to you of acquiring, owning, and disposing of the Notes, as well as any tax consequences arising under the laws of any state, local, foreign, or other tax jurisdiction and the possible effects of changes in U.S. federal or other tax laws.

We intend to treat the Notes as "variable rate debt instruments" providing for stated interest at a qualified floating rate for U.S. federal income tax purposes. Under this characterization, interest on a Note generally will be included in income of a U.S. holder as ordinary income at the time it is accrued or is received in accordance with the U.S. holder's regular method of accounting for U.S. federal income tax purposes. For accrual method taxpayers, the accrual is generally determined by converting the debt instrument into an "equivalent fixed rate debt instrument" assuming that the variable rate is a fixed rate equal to its value as of the issue date and making appropriate adjustments for actual interest payments on the Notes. Upon the sale, exchange, or redemption of the Notes, a U.S. holder will recognize gain or loss equal to the difference between the amount realized upon the sale, exchange, or redemption (except to the extent

attributable to accrued but unpaid interest) and the U.S. holder's tax basis in the Note. A U.S. holder's tax basis in a Note generally will be its cost. Gain or loss realized on the sale, exchange, or redemption of a Note generally will be capital gain or loss and will be long-term capital gain or loss if the Note has been held for more than one year. The deductibility of capital losses is subject to limitations.

With respect to taxable years beginning after December 31, 2012, certain U.S. holders, including individuals, estates, and trusts, will be subject to an additional 3.8% Medicare tax on unearned income. For individual U.S. holders, the additional Medicare tax applies to the lesser of (i) "net investment income," or (ii) the excess of "modified adjusted gross income" over \$200,000 (\$250,000 if married and filing jointly or \$125,000 if married and filing separately). "Net investment income" generally equals the taxpayer's gross investment income reduced by the deductions that are allocable to such income. Investment income generally includes passive income such as interest, dividends, annuities, royalties, rents, and capital gains. U.S. holders are urged to consult their own tax advisors regarding the implications of the additional Medicare tax resulting from an investment in the Notes.

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Individual holders that own “specified foreign financial assets” may be required to include certain information with respect to such assets with their U.S. federal income tax return beginning in taxable years after 2010. Holders are urged to consult their own tax advisors regarding such requirements with respect to the Notes.

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**USE OF PROCEEDS**

The net proceeds we receive from the sale of the Notes will be used for general corporate purposes and, in part, by us or one or more of our affiliates in connection with hedging our obligations under the Notes. The issue price of the Notes includes the selling agents' commissions (as shown on the cover page of this Term Sheet) paid with respect to the Notes and the cost of hedging our obligations under the Notes.

**PLAN OF DISTRIBUTION (CONFLICTS OF INTEREST)**

We have appointed our affiliate RBS Securities Inc. ("RBSSI") as agent for this offering. RBSSI has agreed to use reasonable efforts to solicit offers to purchase the Notes. We will pay a commission of up to 4.50% of the initial offering price of the Notes to solicit offers to purchase the Notes. RBSSI has informed us that, as part of its distribution of the Notes, it intends to sell the Notes to other dealers at the initial offering price less a selling concession. Each such dealer engaged by RBSSI, or further engaged by a dealer to whom RBSSI sells the Notes, will purchase the Notes at an agreed selling concession. RBSSI has informed us that such selling concessions may vary from dealer to dealer and that not all dealers will purchase the Notes at the same selling concession. However, in no event will the selling concessions exceed the commission received by RBSSI from us.

RBSSI is an affiliate of ours and RBS Holdings N.V. RBSSI will conduct this offering in compliance with the requirements of NASD Rule 2720 of the Financial Industry Regulatory Authority, Inc., which is commonly referred to as FINRA, regarding a FINRA member firm's distributing the securities of an affiliate. Following the initial distribution of any of these Notes, RBSSI may offer and sell those Notes in the course of its business as broker-dealer. RBSSI may act as principal or agent in those transactions and will make any sales at varying prices related to prevailing market prices at the time of sale or otherwise. RBSSI may use the Pricing Supplement and the accompanying Prospectus and Prospectus Supplement in connection with any of those transactions. RBSSI is not obligated to make a market in any of these Notes and may discontinue any market-making activities at any time without notice.

RBSSI or an affiliate of RBSSI may enter into one or more hedging transactions with us in connection with this offering of Notes. See "Use of Proceeds" above.

To the extent that the total aggregate face amount of the Notes being offered hereby is not purchased by investors in the offering, one or more of our affiliates has agreed to purchase the unsold portion, and to hold such Notes for investment purposes. See "Risk Factors—Holdings of the Notes by our Affiliates and Future Sales May Create Potential Conflicts of Interest."



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#### CERTAIN EMPLOYEE RETIREMENT INCOME SECURITY ACT CONSIDERATIONS

The Employee Retirement Income Security Act of 1974, as amended (“ERISA”), and Section 4975 of the Code impose certain requirements on (a) employee benefit plans subject to Title I of ERISA, (b) individual retirement accounts, Keogh plans or other arrangements subject to Section 4975 of the Code, (c) entities whose underlying assets include “plan assets” by reason of any such plan’s or arrangement’s investment therein (we refer to the foregoing collectively as “Plans”) and (d) persons who are fiduciaries with respect to Plans. In addition, certain governmental, church and non-U.S. plans (“Non-ERISA Arrangements”) are not subject to Section 406 of ERISA or Section 4975 of the Code, but may be subject to other laws that are substantially similar to those provisions (each, a “Similar Law”). A fiduciary of a Plan should consider fiduciary standards under ERISA (or, in the case of a Non-ERISA Arrangement, any requirements under Similar Law) in the context of the particular circumstances of that Plan or Non-ERISA Arrangement before authorizing an investment in the Notes. A fiduciary also should consider whether the investment is authorized by, and in accordance with, the documents and instruments governing the Plan or Non-ERISA Arrangement. In addition, a fiduciary should consider whether the acquisition of Notes may result in any non-exempt transactions prohibited by Section 406 of ERISA, Section 4975 of the Code, or any provision of Similar Law. Each purchaser of the Notes and each fiduciary who causes any entity to purchase or hold a Note shall be deemed to have represented and warranted, on each day such purchaser holds a Note, that either (i) it is neither a Plan nor a Non-ERISA Arrangement and it is not purchasing or holding Notes on behalf of or with the assets of a Plan or a Non-ERISA Arrangement; or (ii) its purchase, holding and subsequent disposition of such Notes shall not constitute or result in a non-exempt prohibited transaction under Section 406 of ERISA, Section 4975 of the Code or any provision of Similar Law. Fiduciaries of any Plans and Non-ERISA Arrangements should consult their own legal counsel before purchasing the Notes.

For additional ERISA considerations, see "Benefit Plan Investor Consideration" in the accompanying Prospectus.