



DIVISION OF  
MARKET REGULATION

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

July 20, 2007

Lawrence Vranka, Esq.  
Linklaters LLP  
1345 Avenue of the Americas  
New York, NY 10105

George Karafotias, Esq.  
Shearman & Sterling LLP  
Broadgate West  
9 Appold Street  
London EC2A 2AP  
United Kingdom

William Rogers, Esq.  
Cravath, Swaine & Moore LLP  
CityPoint  
One Ropemaker Street  
London EC2Y 9HR  
United Kingdom

Gregory Astrachan, Esq.  
Willkie Farr & Gallagher LLP  
1 Angel Court  
London EC2R 7HJ  
United Kingdom

Re: Proposed Offer for ABN AMRO Holding NV by Royal Bank of Scotland Group PLC, Banco Santander Central Hispano SA and Fortis SA/NV and Fortis N.V.  
File No. TP 07-74

Gentlemen:

This is in response to your letter dated July 19, 2007. A copy of that letter is attached with this response. By including a copy of your correspondence, we avoid having to repeat or summarize the facts you presented. The defined terms in this letter have the same meaning as in your letter, unless otherwise noted.

On the basis of your representations and the facts presented, but without necessarily concurring in your analysis, the United States Securities and Exchange Commission ("Commission") hereby grants an exemption from Rule 14e-5 under the Securities Exchange Act of 1934 ("Exchange Act") to permit the Consortium Prospective Purchasers to purchase or arrange to purchase ABN AMRO Shares otherwise than pursuant to the Offers, particularly in light of the following facts:

1. ABN AMRO is a "foreign private issuer" as defined in Rule 3b-4(c) of the Exchange Act;
2. The Dutch Offer is required to be conducted in accordance with Dutch law, in particular the Dutch Takeover Regulations;

3. The Consortium Prospective Purchasers will not make any purchases or arrangements to purchase ABN AMRO Shares outside of the Offers for a consideration greater than that paid to all holders of ABN AMRO Shares pursuant to the Offers; and
4. The existence of the Agreement on Mutual Administrative Assistance in the Exchange of Information in Securities Matters between the Commission and the Minister of Finance of the Kingdom of the Netherlands dated December 11, 1989.

The Commission grants the foregoing exemption subject to the following conditions:

1. No purchases or arrangements to purchase ABN AMRO Shares, otherwise than pursuant to the Offers, shall be made in the United States, unless otherwise permitted under Rule 14e-5;
2. Disclosure of the possibility of, or intention to make, purchases of ABN AMRO Shares outside of the Offers by the Consortium Prospective Purchasers shall be included prominently in the Offer Document;
3. The Consortium Prospective Purchasers will disclose in the United States, to the extent such information is made public in the Netherlands pursuant to the Dutch Takeover Regulations, information regarding all purchases of ABN AMRO Shares by or on behalf of Consortium Prospective Purchasers outside of the Offers subsequent to the announcement date;
4. The Consortium Prospective Purchasers shall comply with applicable requirements under Dutch law, including the Dutch Takeover Regulations;
5. The Dutch Takeover Regulations provide that an offeror must pay in a tender offer the highest consideration paid by that offeror outside of the offer only in transactions other than on an exchange; however, the Consortium Prospective Purchasers shall raise the tender offer price to match any more favorable consideration paid for ABN AMRO Shares outside of the Offers;
6. The Consortium Prospective Purchasers shall provide to the Division of Market Regulation, upon request, a daily time-sequenced schedule of all purchases of ABN AMRO Shares made by or on behalf of the Consortium Prospective Purchasers outside of the Offers, on a transaction-by-transaction basis, including:
  - a. size, broker (if any), time of execution, and price of purchase; and
  - b. the exchange, quotation system, or other facility through which the purchase occurred;

Lawrence Vranka, Esq., Linklaters LLP  
George Karafotias, Esq., Shearman & Sterling LLP  
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7. Upon the request of the Division of Market Regulation, the Consortium Prospective Purchasers shall transmit the information specified in paragraph 6 above to the Division of Market Regulation at its offices in Washington, D.C. within 30 days of its request;
8. The Consortium Prospective Purchasers shall retain all documents and other information required to be maintained pursuant to this exemption for a period of not less than two years from the date of the termination of the Offers;
9. Representatives of the Consortium Prospective Purchasers shall be made available (in person at the offices of the Division in Washington, D.C. or by telephone) to respond to inquiries of the Division of Market Regulation relating to their records; and
10. Except as otherwise exempted herein, the Consortium Prospective Purchasers shall comply with Rule 14e-5.

The foregoing exemptions are based solely on the representations made and the facts presented in your letter and are strictly limited to the application of Rule 14e-5 to the Offers as described above. The Offers should be discontinued, pending presentation of the facts for our consideration, in the event that any material change occurs with respect to any of those facts or representations.

In addition, we direct your attention to the anti-fraud and anti-manipulation provisions of the federal securities laws, including Sections 10(b) and 14(e) of the Exchange Act and Rule 10b-5 thereunder. The participants in the Offers must comply with these and any other applicable provisions of the federal securities laws. We express no view with respect to any other questions that the Offers may raise, including, but not limited to, the adequacy of disclosure concerning, and the applicability of any other federal or state laws to, the Offers.

For the Commission,  
by the Division of Market Regulation,  
pursuant to delegated authority,



James A. Brigagliano  
Associate Director

Attachment

Linklaters LLP  
1345 Avenue of the Americas  
New York, NY 10105  
United States

Shearman & Sterling LLP  
Broadgate West  
9 Appold Street  
London EC2A 2AP  
United Kingdom

Cravath, Swaine & Moore LLP  
CityPoint  
One Ropemaker Street  
London EC2Y 9HR  
United Kingdom

Willkie Farr & Gallagher LLP  
1 Angel Court  
London EC2R 7HJ  
United Kingdom

Mr. James Brigagliano  
Associate Director  
Division of Market Regulation  
Securities and Exchange Commission  
100 F Street NE  
Washington, D.C. 20549  
United States

July 19, 2007

**Proposed Offer for ABN AMRO Holding NV by The Royal Bank of Scotland Group plc, Banco Santander Central Hispano, S.A. and Fortis SA/NV and Fortis N.V.**

Dear Mr. Brigagliano:

We are writing jointly, on behalf of our respective clients, The Royal Bank of Scotland Group plc, a public limited company organized under the laws of the United Kingdom and registered in Scotland ("RBS"), Banco Santander Central Hispano, S.A., a bank organized under the laws of the Kingdom of Spain ("Santander"), and Fortis SA/NV, a company incorporated in Belgium, and Fortis N.V., a public limited liability company incorporated in the Netherlands (together "Fortis" and, together with RBS and Santander, the "Consortium"). On May 29, 2007, the Consortium announced a proposed offer to acquire all of the outstanding shares of ABN AMRO Holding NV, a public limited liability company incorporated in the Netherlands ("ABN AMRO"). The proposed offer would comprise an offer for all the outstanding ordinary shares, nominal value of €0.56 per share, of ABN AMRO ("ABN AMRO Ordinary Shares") and American Depositary Shares ("ADSs"), each representing one ABN AMRO Ordinary Share, of ABN AMRO ("ABN AMRO ADSs" and, together with the ABN AMRO Ordinary Shares, "ABN AMRO Shares"). The proposed offer will be made by a newly established special purpose vehicle jointly owned by the Consortium members. The ABN AMRO Ordinary Shares are listed on Euronext Amsterdam and the New York Stock Exchange (the "NYSE") and the ABN AMRO ADSs are listed on the NYSE (such exchanges collectively referred to in this letter as the "Exchanges").

Pursuant to revised terms of the proposed offer, announced by the Consortium on July 16, 2007, ABN AMRO shareholders would have the right to exchange each of their ABN AMRO Shares for (i) €35.60 in cash and (ii) 0.296 newly issued ordinary shares, nominal value of £0.25 per share, of RBS ("RBS Ordinary Shares"). Prior to completion of the proposed offer, RBS intends to establish an American

Depository Receipt facility in the United States in which former holders of ABN AMRO Shares who received RBS Ordinary Shares in the proposed offer would be able to deposit their RBS Ordinary Shares in exchange for ADSs representing RBS Ordinary Shares ("**RBS ADSs**"). It is expected that an application would be made to list the RBS ADSs on the NYSE.

The proposed offer is expected to comprise:

- a US offer made pursuant to the US Offer Document (the "**US Offer Document**") to all holders of ABN AMRO Ordinary Shares who are located in the United States and to all holders of ABN AMRO ADSs, wherever located (the "**US Offer**"); and
- a Dutch offer made pursuant to the Dutch Offer Document (the "**Dutch Offer Document**", collectively referred to with the US Offer Document as the "**Offer Document**") to all holders of ABN AMRO Ordinary Shares who are located in the Netherlands and to all holders of ABN AMRO Ordinary Shares who are located outside of the Netherlands and the United States, if, pursuant to the local laws and regulations applicable to such holders, they are permitted to participate in such offer (the "**Dutch Offer**" and, together with the US Offer, the "**Offers**").

The Dutch Offer would be structured to comply with the applicable requirements of the Dutch Financial Supervision Act (*Wet financieel toezicht*), the Dutch Securities Market Supervision Act (*Wet toezicht effectenverkeer 1995*), the Dutch Securities Market Supervision Decree (*Besluit toezicht effectenverkeer 1995*) and the relevant regulations promulgated thereunder (collectively, the "**Dutch Takeover Regulations**"), which govern tender offers in the Netherlands, as well as applicable rules and regulations of the Dutch securities regulator, the Netherlands Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*) (the "**AFM**"). The US Offer would be structured to comply with the applicable requirements of Sections 14(d) and 14(e) of the US Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (the "**Exchange Act**") as well as the applicable provisions of the US Securities Act of 1933 (the "**Securities Act**"). As discussed below, the Consortium expects that the US Offer would be a "Tier II" offer. The US Offer would, to the extent applicable, also be governed by the Dutch Takeover Regulations as well as the applicable rules and regulations of the AFM. The Offers would be made pursuant to the Offer Document published on or shortly after the date the Offers are formally commenced.

As previously discussed with members of the staff (the "**Staff**") of the Securities and Exchange Commission (the "**Commission**"), the Consortium is requesting exemptive relief from Rule 14e-5 promulgated under the Exchange Act to permit purchases or arrangements to purchase ABN AMRO Shares by RBS, Santander and Fortis, any of their subsidiaries or subsidiary undertakings and any advisor, broker or financial institution acting as an agent or for the account or benefit of RBS, Santander and/or Fortis (collectively, the "**Consortium Prospective Purchasers**"), outside of the Offers in accordance with Dutch law.

Linklaters LLP and Shearman & Sterling LLP are acting as US counsel to RBS. RBS has provided and authorized Linklaters LLP and Shearman & Sterling LLP to make on their behalf the factual representations set forth in this letter. Cravath, Swaine & Moore LLP is acting as US counsel to Santander. Santander has provided and authorized Cravath, Swaine & Moore LLP to make on their behalf the factual representations set forth in this letter. Willkie Farr & Gallagher LLP is acting as US

counsel to Fortis. Fortis has provided and authorized Willkie Farr & Gallagher LLP to make on their behalf the factual representations set forth in this letter. The statements contained in this letter with respect to the application of Dutch law to the Dutch Offer and to the Consortium have been reviewed by Linklaters LLP, Dutch counsel to the Consortium. The statements contained in this letter with respect to ABN AMRO are based on publicly available filings in the United States and the Netherlands.

## **1 Factual Background**

### **ABN AMRO**

According to ABN AMRO's Annual Report on Form 20-F for the year ended December 31, 2006 filed with the Commission, ABN AMRO is a leading international banking group offering a wide range of banking products and financial services on a global basis through a network of more than 4,500 offices and branches in 56 countries as at December 31, 2006. ABN AMRO is the largest banking group in the Netherlands and is one of the largest banking groups in the world, with total consolidated assets of €987.1 billion at December 31, 2006. ABN AMRO has a substantial presence in Brazil, Italy and the midwestern United States and is one of the largest foreign banking groups in the United States, based on total assets held as at December 31, 2006. ABN AMRO also has extensive international advisory, capital markets and investment banking activities and its global asset management business manages €193.3 billion in specialist mandates and mutual funds in Europe, the Americas, Asia and Australia.

ABN AMRO is a "foreign private issuer" as defined in Rule 3b-4(c) under the Exchange Act and the ABN AMRO Ordinary Shares are registered under Section 12(b) of the Exchange Act. According to ABN AMRO's Annual Report on Form 20-F for the year ended December 31, 2006 filed with the Commission, 1,853,786,791 ABN AMRO Ordinary Shares (including shares underlying the ABN AMRO ADSs) were issued and outstanding.

### **RBS**

RBS is the holding company for one of the world's largest banking and financial services groups, with a market capitalization of £62.8 billion at the end of 2006. Headquartered in Edinburgh, Scotland, RBS operates in the United Kingdom, the United States and internationally through its two principal subsidiaries The Royal Bank of Scotland plc and National Westminster Bank plc, which are major UK clearing banks. In the United States, RBS's subsidiary, Citizens Financial Group, Inc. was ranked the eighth largest commercial banking organization by deposits at the end of 2006. RBS has a large and diversified customer base and provides a wide range of products and services to personal, commercial and large corporate and institutional customers. As at December 31, 2006, RBS had total assets of £871.4 billion and shareholders' equity of £40.2 billion.

RBS is a "foreign private issuer" as defined in Rule 3b-4(c) under the Exchange Act and ADSs, each representing one non-cumulative dollar preference share, are registered under Section 12(b) of the Exchange Act. As at December 31, 2006, 3,152,844,335 RBS Ordinary Shares were issued and outstanding. The RBS Ordinary Shares are listed on the London Stock Exchange and ADSs in respect of RBS's non-cumulative dollar preference shares are listed on the NYSE.

### **Santander**

Santander is the parent bank of the Santander Group, one of the world's largest banking groups by market value, with a market capitalization of €88.4 billion at the end of 2006. Headquartered in Madrid, Spain, the Santander Group operates in three geographic areas: (i) Continental Europe, where the main institutions are Santander, Banco Español de Crédito, Banco Banif, Santander Consumer Finance and Banco Santander Totta; (ii) the United Kingdom, where the main institution is Abbey National; and (iii) Latin America, mainly Brazil, Mexico, Chile, Argentina, Puerto Rico, Venezuela and Colombia. Santander is incorporated under, and governed by, the laws of the Kingdom of Spain. The Santander group's main business areas are retail banking, wholesale banking and asset management and insurance. As at December 31, 2006, Santander had total assets of €833.9 billion and shareholders' equity of €40.1 billion.

Santander is a "foreign private issuer" as defined in Rule 3b-4(c) of the Exchange Act and its ordinary shares and ADSs, each representing one Santander ordinary share, are registered under Section 12(b) of the Exchange Act. As at December 31, 2006, 6,254,296,579 Santander ordinary shares were issued and outstanding. Santander's ordinary shares and ADSs are listed on the NYSE.

### **Fortis**

Fortis is an international provider of banking and insurance products and services to personal, business and institutional customers. Fortis delivers a comprehensive package of financial products and services through its own distribution channels and via intermediaries and other partners.

With total assets of €775 billion and shareholders' equity of €20.6 billion at December 31, 2006, Fortis ranks among the twenty largest financial institutions in Europe based on a market capitalization of €43.3 billion at December 31, 2006, and has a presence in over 50 countries and approximately 57,000 employees (full time equivalents).

In its home market, the Benelux countries, Fortis occupies a leading position in each of its principal business segments, banking and insurance. Fortis's retail banking operations are a market leader in the Benelux region. Fortis has developed an integrated, European-wide network to serve its international client base. Fortis also operates worldwide in selected activities, such as fund administration, trade finance, shipping finance, export and project finance and global markets. In specific countries in Europe and Asia it exploits its know-how and experience in banking and insurance, and is a market leader in bancassurance in Portugal.

Fortis is a "foreign private issuer" as defined in Rule 3b-4(c) of the Exchange Act and claims the exemption from registration in the United States pursuant to Rule 12g3-2(b) under the Exchange Act. As at December 31, 2006, 1,342,815,545 unified Fortis shares were issued and outstanding. The Fortis shares are primarily listed on Euronext Brussels and Euronext Amsterdam.

## **2 Qualification for Tier II Relief**

In conducting the US Offer as described in this letter, the Consortium expects to be able to rely on Rule 14d-1(d) under the Exchange Act, which provides exemptive relief from otherwise applicable rules to persons engaged in a tender offer under certain conditions ("Tier II Relief"). In order for an offer to qualify for Tier II Relief, (i) the subject company must be a foreign private issuer as defined in Rule 3b-4 under the Exchange Act and not an investment company as defined under the Investment

Company Act of 1940, (ii) no more than 40% of the securities of the subject company sought in the offer may be held by holders who are resident in the United States and (iii) the offeror must comply, subject to any applicable exemptions, with all applicable US tender offer rules and regulations.

Pursuant to the instructions to Rule 14d-1, the issuer of the subject securities will be presumed to be a foreign private issuer and US holders will be presumed to hold 40% or less of such outstanding securities unless: (i) the tender offer is made pursuant to an agreement with the issuer of the subject securities; (ii) the aggregate trading volume of the subject class of securities on all national securities exchanges in the United States, over the 12-calendar-month period ending 30 days before commencement of the offer, exceeds 40% of the worldwide aggregate trading volume of that class of securities over the same period; (iii) the most recent annual report or annual information filed or submitted by the issuer with the securities regulators of its home jurisdiction or with the Commission indicates that US holders hold more than 40% of the outstanding subject class of securities; or (iv) the bidder knows or has reason to know that the level of US ownership exceeds 40% of the outstanding subject class of securities.

As of the date hereof, the Consortium has not entered into an agreement with ABN AMRO with respect to the making of the Offers. The aggregate trading volume of the ABN AMRO Ordinary Shares (including the shares underlying the ABN AMRO ADSs) on all national securities exchanges in the United States (i.e., the NYSE) over the 12-calendar-month period ending June 30, 2007, was less than 40% of the worldwide aggregate trading volume of the ABN AMRO Ordinary Shares (including shares underlying ABN AMRO ADSs) over the same period. This is based on data from Bloomberg which shows that, during the 12-calendar-month period ended June 30, 2007, the worldwide aggregate trading volume of the ABN AMRO Ordinary Shares was 4,273,665,480 of which 3.7% were shares traded on the NYSE. The most recent annual report or annual information filed or submitted by ABN AMRO with the Dutch Trade Register of the Chamber of Commerce or with the Commission does not indicate that US holders hold more than 40% of the outstanding ABN AMRO Ordinary Shares (including shares underlying the ABN AMRO ADSs). Finally, the Consortium does not know or have reason to know that the level of US ownership exceeds 40% of the outstanding ABN AMRO Ordinary Shares (including shares underlying the ABN AMRO ADSs). According to publicly available information regarding ABN AMRO Ordinary Shares for which holders could be identified, as at December 31, 2006, approximately 15.5% of the issued and outstanding ABN AMRO Ordinary Shares were held by persons located in the United States. On the basis of the foregoing, the Consortium intends that the US Offer would be made in reliance on the exemption afforded by Rule 14d-1(d) under the Exchange Act.<sup>1</sup>

### **3 Proposed Structure of the Offers**

As discussed above, it is expected that the proposed offer would comprise the US Offer and the Dutch Offer. The Offers would be made on the same terms, and completion of each of the Offers would be subject to the same conditions.

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<sup>1</sup> It should be noted that the availability of such Tier II Relief was also relied upon by Barclays PLC in the Letter regarding the Combination of Barclays PLC and ABN AMRO Holdings N.V. (April 24, 2007).

